



P I N A L • C O U N T Y
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To: Comprehensive Plan Amendment 60 Day Review Participant
From: Dedrick Denton, Planner
Subject: 2014 Pinal County Comprehensive Plan Major Amendment Process
Date: June 18, 2014

Enclosed are the proposed 2014 Major Amendments to the Pinal County Comprehensive Plan. State Law prescribes a 60 day review period for all Major Amendments to County Comprehensive Plans.

This year, the 60 day period will run between Thursday, June 19, 2014 and Monday, August 18, 2014. To participate in the process, please have your comments to us by 4:30 pm, August 18. Thank you in advance for your attention, and we hope to hear from you with any questions or comments you may have.

Comments may be submitted to:
Pinal County Planning & Development Department
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PZ-PA-004-14



Application for a

MAJOR COMPREHENSIVE PLAN AMENDMENT

In an unincorporated area
of Pinal County, Arizona

June 6, 2014

SUNPOWER[®]

MORE ENERGY. FOR LIFE.™



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PROJECT SPECIFICS (AS REQUESTED IN APPLICATION)

- Legal Description:**
Portions of Sections 28, 29, and 32 Township 4 South, Range 10 East of the Gila and Salt River Meridian, Pinal County, Arizona. See Appendix A for full legal description.
- Parcel Number(s):**
201-25-0020, 201-25-0050, 201-25-0150, 201-25-0160, 201-26-001B, 201-26-001C, 201-26-001D, and 201-31-0090
Acreage: 475
- Current Land Use Designation:**
Very Low Density Residential (0–1 dwelling units/acre)
- Requested Land Use Designation:**
General Public Facilities/Services
- Date of Concept Review:**
03/25/2014
- Concept Review Number:**
Case Number: Z-PA-022-14

EXECUTIVE SUMMARY

SunPower is requesting a Major Comprehensive Plan Amendment of the Pinal County Comprehensive Plan to build the Bonnybrooke Solar Project, a photovoltaic (PV) facility, on agricultural land in an unincorporated area of the County. The Pinal County Comprehensive Plan does not have a specific land use category for solar power development facilities; therefore, the proposed project would require an amendment to change the site's designated land use category from Very Low Density Residential to General Public Facilities/Services.

Developing the proposed site would include constructing an up-to-50 megawatt solar PV facility that would include interconnection facilities, an operations and maintenance building, and an interconnection to the Coolidge/Bonnybrooke 115 kilovolt transmission line. The project would include an onsite project substation that would interconnect to a new Salt River Project-owned interconnection facility, also on site.

Preliminary investigation indicates that the proposed Bonnybrooke Solar Project is consistent with Pinal County's vision and that the proposed site specifically is ideal for solar development for the following reasons:

- Solar development is consistent with the Environmental Sustainability Element of the Pinal County Comprehensive Plan
- The proposed project is consistent with the current Very Low Density Residential land use category in that, once operational, the project would not generate traffic or noticeable noise or emissions. The solar field itself would be no taller than 8 feet, although ancillary facilities for interconnection and operation would be taller
- A solar facility is compatible with the neighboring agricultural uses, as noted in the Comprehensive Plan under Agriculture Planning Guidelines, "Solar and wind energy generation and other renewable energy production are compatible with the farming heritage"

- The proposed site is relatively flat minimizing the need for grading and subsequent dust production
- During operation, the site would use approximately 2 acre feet/year (AFY) of water, much less than a typical agriculture operation of comparable size, which would use approximately 1,000 AFY
- There are no environmental impacts to federally-listed species and their habitat
- The proposed project is located outside the active floodplain and there are no Waters of the United State on site
- The interconnection facility is located adjacent to the site minimizing land use and other potential impacts

As expressed in the Pinal County vision, "What happens in Pinal County does not stay in Pinal County; the decisions made here will impact the entire state ..." holds true for the proposed solar development. The proposed Bonnybrooke Solar Project project would provide direct economic benefit to the County and contribute to County, state, and national energy goals. Examples include:

- Create approximately 100 local construction jobs
- Generate County property and sales tax revenue
- Provide clean, renewable energy to power the approximate equivalent of 11,000 homes
- Reduce the region's dependence on fossil fuels and foreign energy
- Reduce emissions of gases and particulates associated with carbon-based power generation, and increase the local availability and generation of renewable, clean energy
- Create a stable source of power that would serve as a hedge against volatile fossil-fuel prices





SunPower's proposed facility achieves numerous goals including reduced dependence on foreign oil, reduced emissions of gases and particulates associated with carbon-based power generation, and an increase in the local availability and generation of renewable, clean energy.

PROJECT NARRATIVE

SunPower is requesting this Major Comprehensive Plan Amendment of the Pinal County Comprehensive Plan to build the Bonnybrooke Solar Project solar photovoltaic (PV) facility on farmland in an unincorporated area of the County.

Developing the site would include constructing an up-to-50 megawatt (MW) solar PV facility that would include onsite interconnection facilities, an operations and maintenance building, and an interconnection to the Coolidge/Bonnybrooke 115 kilovolt (kV) transmission line adjacent to the project site. The project would include an onsite project substation that would interconnect to a new Salt River Project (SRP)-owned interconnection facility, also on site. To accept power from the project, SRP may be required to make upgrades to its transmission system, including upgrades to the Coolidge/Bonnybrooke 115 kV transmission line.

The Environmental Sustainability Element of the Pinal County Comprehensive Plan states that "Pinal County will provide support for the development and location of renewable sources to meet current and future needs and to lessen the region's dependence on non-renewable energy sources." The generation of electricity through utility-scale solar PV sites, such as SunPower's proposed facility, achieves numerous goals including reduced dependence on foreign oil, reduced emissions of gases and particulates associated with carbon-based power generation, and increased local availability and generation of renewable, clean energy.

SunPower is requesting that the property's Comprehensive Plan land use designation be amended to support the development, construction, and operation of a solar power generation facility. The site is within an area designated in the Pinal County Comprehensive Plan for Very Low Density Residential (0–1 dwelling unit/acre). The Very Low Density Residential land use category is intended to provide for a rural lifestyle and to develop within physical constraints. The proposed project is compatible with this land use in that, once operational, the project would not generate traffic or noticeable noise or emissions, and the majority of the project would have a profile lower than a typical single-story, single-family residence. In addition, a solar facility is also compatible with the neighboring agricultural uses, as noted in the Comprehensive Plan under Agriculture Planning Guidelines, "Solar and wind energy generation and other renewable energy production are compatible with the farming heritage."

Because the Pinal County Comprehensive Plan does not have a specific land use category for solar power development facilities, the proposed project would require a Major Amendment to change the site's designated land use categories from Very Low Density Residential to General Public Facilities/Services.

With approval of the Major Comprehensive Plan Amendment, SunPower would request a zoning change to I-3 Industrial Zoning to allow a solar "power plant."

LOCATION AND SURROUNDING LAND USES

The Bonnybrooke Solar Project site is located about 3 miles northeast of downtown Florence, Arizona. The area is largely agricultural with scattered single-family farm residences. The Arizona Department of Corrections State Prison Complex is located approximately 1 mile south of the property (the adjoining agricultural parcels are farmed by supervised Corrections inmates). The agricultural land in the area may remain fallow in any given season, based on availability of irrigation water.

The portion of the SunPower site for consideration under this Major Comprehensive Plan Amendment is approximately 475 acres. The land is privately owned by one landowner, and SunPower currently holds an option to purchase the property.

The subject property is located primarily in Section 28, with portions in Sections 29 and 32 in Township 4 South, Range 10 East. Refer to Figure 1, Project Vicinity Map.

The site is bordered to the south and east by several surface water conveyance channels—the Florence Canal (through the subject property), the Florence–Casa Grande Canal, and the Central Arizona Project (CAP) Canal. To the north and west, the site is bordered by agricultural land and several rural residences. About 1 mile north of the site is the Gila River. Less than 2 miles northeast of the site, the CAP Canal crosses under the Gila River.

Adjacent to the northern edge of the site is the Coolidge/Bonnybrooke 115 kV transmission line, which the project intends to connect to, minimizing the need for additional transmission infrastructure to support the development.

Neighboring property owners have been identified as stakeholders by SunPower to ensure that their issues and/or concerns are considered through the planning and approval process. A neighborhood/community meeting was held on May 29, 2014, and neighboring property owners were invited to attend. A summary of the meeting is provided in Appendix F.

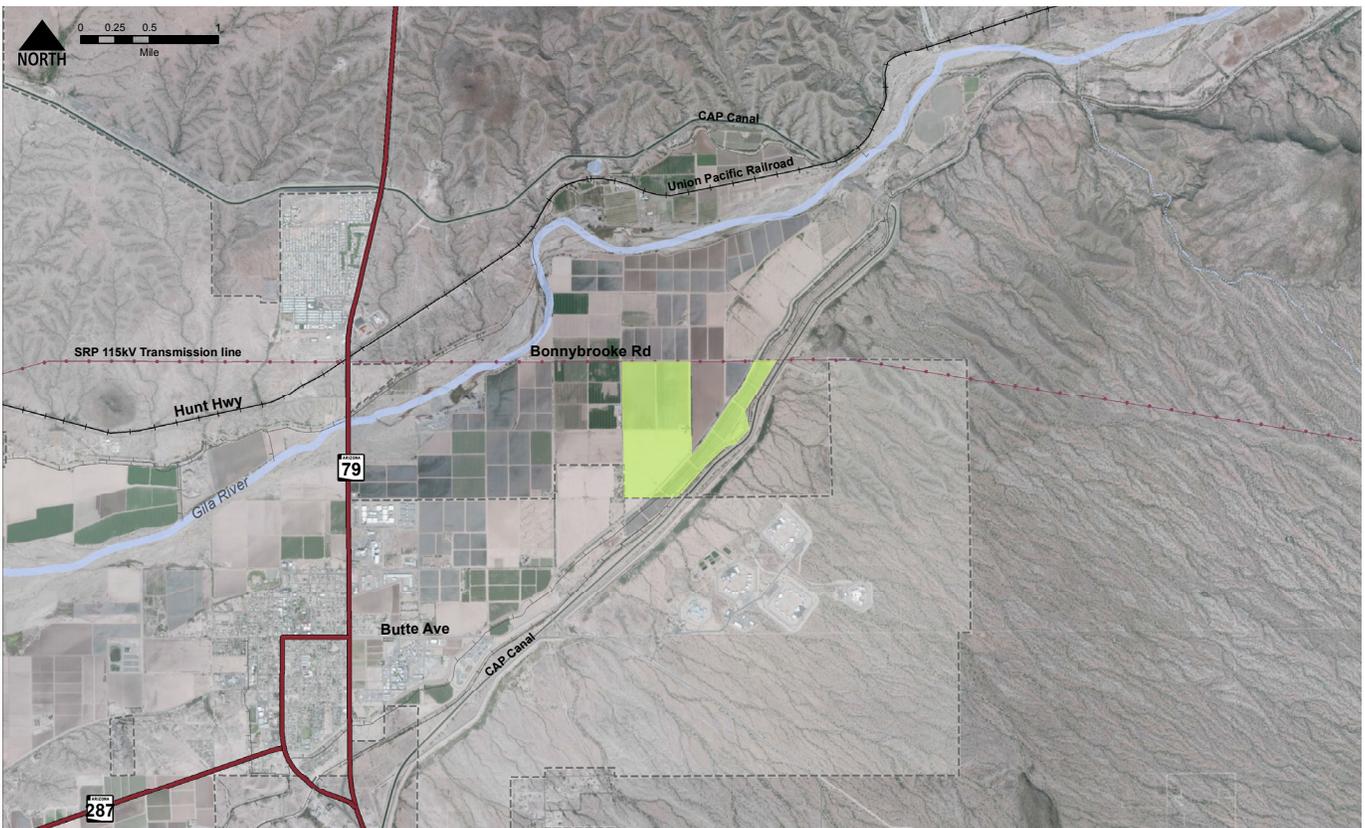
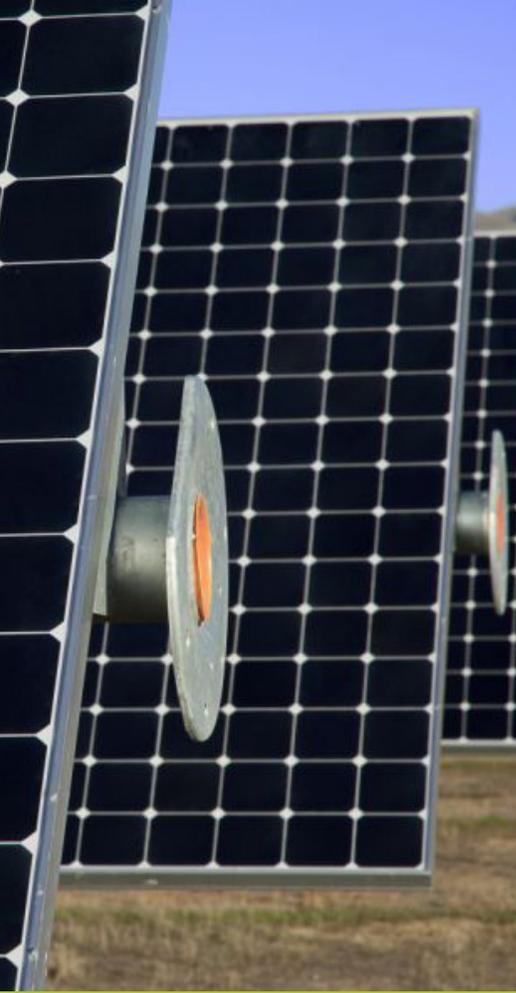


Figure 1 Project Vicinity Map. The SunPower site is located about 3 miles northeast of downtown Florence, Arizona, bordered by the CAP Canal to the south and east, Bonnybrooke Road to the north, and Padilla Road on the west.

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SunPower is committed to the proper management of Arizona's heritage resources and intends to perform a cultural resources survey to identify resources within the proposed project area.

Setting and Natural Environment

This area is part of the Basin and Range Physiographic Province characterized by a series of northwest-to-southeast-trending mountain ranges separated by alluvial valleys. The Bonnybrooke Solar Project would be located on relatively flat topography at a low elevation, primarily on agricultural land. The proposed solar facility would have relatively low profile 8-foot-tall panels and inverters, and maintenance buildings generally less than 15 feet high. Ancillary facilities are not anticipated to be taller than the current 115 kV transmission line, with the exception of a lightning rod affixed to the dead end tower). The development of the project would place new structures on the landscape, but, for the reasons mentioned above, the scenic/visual impacts would not be significant.

Biological Resources

The Bonnybrooke Solar Project site is located in the Lower Colorado River Sonoran Desertscrub biotic community. However, the site is active agricultural land, and no native vegetation is present. A review of the *Arizona's Wildlife Linkages Assessment* indicates there are no wildlife linkages or corridors in the project area. The project area does not provide suitable habitat for any federally-listed species. However, agricultural fields often provide suitable habitat for western burrowing owls (*Athene cunicularia*), a State Species of Concern, and migratory birds are likely to be present at certain times of the year. SunPower intends to perform a biological reconnaissance and a presence/absence survey for western burrowing owls. If necessary, additional surveys and mitigation measures to protect western burrowing owls would be implemented as part of any plan to develop the site.

Cultural Resources

According to the Comprehensive Plan, the County's goals with regard to cultural resources include "conserving cultural resources throughout Pinal County" and "encouraging property owners to conduct cultural resource surveys on significantly sized projects, or projects which are located in proximity to areas identified as having cultural resources."

The Bonnybrooke Solar Project site consists of a series of contiguous agricultural fields. Although the site has been disturbed by agricultural development, there is still a potential for archaeological deposits, as indicated by the results of numerous archaeological excavations on the alluvial terraces flanking the Gila River. These excavations have documented well-preserved prehistoric remains below the plow zones.

Additionally, historic resources in the area include the Florence Canal, constructed between 1886 and 1888, which passes through the project area, and the Florence–Casa Grande Canal, constructed in 1912 and immediately south of the project area. Both canals are part of the historic San Carlos Irrigation and Drainage District.

SunPower is committed to the proper management of Arizona's heritage resources and intends to perform a cultural resources survey to identify resources within the proposed project area. If cultural resources are found within the project area, SunPower would develop an appropriate management strategy which, depending on the results of the survey, could include outreach to public agencies and Native American tribes.

Hazardous Materials

SunPower PV panels do not contain any hazardous substances such as cadmium or lead solder, and have been tested by third-party independent laboratories. During construction, typical fuels, lubricants, and other materials used by construction equipment would be on site. Once the solar power facility is operational, other than the oil contained in the transformers, the only liquids on site would be used for periodic cleaning of the PV panels (consisting of biodegradable household-grade soaps and similar non-toxic cleaners). The medium-voltage transformers each contain a small amount of biodegradable oil. The substation transformer would have an associated secondary containment system in the unlikely event of a transformer leak.

Access and Infrastructure

The primary access to the SunPower facility would be from Diversion Dam Road, which traverses the southern portion of the site. Diversion Dam Road is a paved two-lane road.

The amount of traffic generated by the project would be minor, consistent with the few employees anticipated at the facility during operation. Construction activity would generate more trips associated with the delivery of materials to the site for a short duration. SunPower PV panels would be used and are configured into predesigned blocks that fit together easily in the field, thereby reducing construction time. The project is anticipated to add approximately 70-90 vehicles to Diversion Dam Road per day during construction. Because of the relatively flat terrain, it is unlikely that significant additional grading would be required. During construction, dust-control measures required by Pinal County would be implemented. The project would include an onsite project substation that would

interconnect to a new SRP-owned interconnection facility, also on site. To accept power from the project, SRP might be required to make upgrades to its transmission system, including upgrades to the Coolidge/Bonnybrooke 115 kV transmission line. The final interconnection facility configuration would be at the discretion of SRP. Additional details would be provided to Pinal County during the rezoning process after additional project engineering is completed.

Water and Wastewater

The site is located within an Arizona Department of Water Resources-regulated Active Management Area. The need for water on the site during operations would be minor: about 2 acre-feet per year (AFY), which would be necessary only for the operational employees' needs and the cleaning of the solar panels approximately two times per year. This is a substantial reduction of onsite water use from the current agricultural activities. If a potable water source is required, an exempt well would be developed.

Construction water, for dust suppression and other activities, in the range of 75 acre-feet would be needed for about 6 to 12 months and is expected to come from the existing onsite water allocations attached to the existing landowners' approved rights. It is important to note that agriculture, the current land use, uses much more water than the proposed solar facility: about 1,000 AFY versus approximately 2 AFY. SunPower



View of the proposed project site.

anticipates that a water and wastewater plan would be developed at the time of the zoning application.

Drainage

The project site is located between two major drainage features in Pinal County—the Gila River and the Florence Flood Control Dam—both of which are mapped by the Federal Emergency Management Agency as Zone A Special Flood Hazard Areas. The project site is located within a Zone X area, which is defined as an area outside the 0.2 percent annual chance floodplain. Preliminary analysis of the site indicates that it is not traversed by Waters of the United States.

The Florence Flood Control Dam and CAP Canal are just upstream of the project site and block any major offsite stormwater flows from entering the site. Generally, onsite stormwater runoff sheet-flows across the site from southeast to northwest toward the Gila River. With the proposed facility, additional hydrological analysis would be performed to ensure the project would not result in increased stormwater runoff flows exiting the site. If indicated by the hydrological analysis, supplemental retention/detention structures would be

provided in coordination with Pinal County Flood Control District. Onsite stormwater flows would be managed on site to protect all proposed facilities and roads.

SUITABILITY WITH SURROUNDING LAND USES

The General Public Facilities/Services land use designation is necessary to allow the development, construction, and operation of a solar power generation facility. As described on the following pages, the proposed facility would continue to be compatible with the Very Low Density Residential land surrounding the site (refer to Figure 2, Pinal County Comprehensive Plan).

A solar facility at this location would provide an ideal use adjacent to the agricultural land and single-family residences to the west. The facility itself would be low profile; it would be noiseless and odorless; and it would have very little nighttime lighting or activity. Because of the low number of employees anticipated at the site, traffic impacts during operation would be less than if the project area were developed with residences, even at the low density identified in the Comprehensive Plan. And construction traffic, while modest, would access the site from

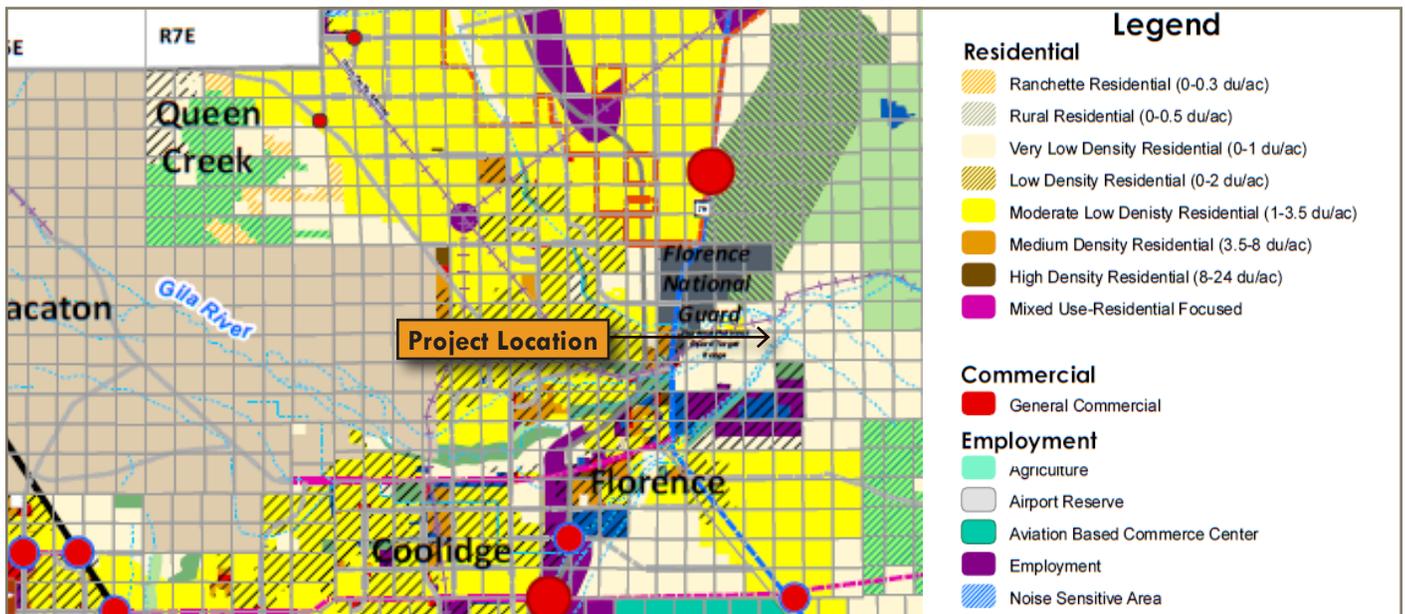
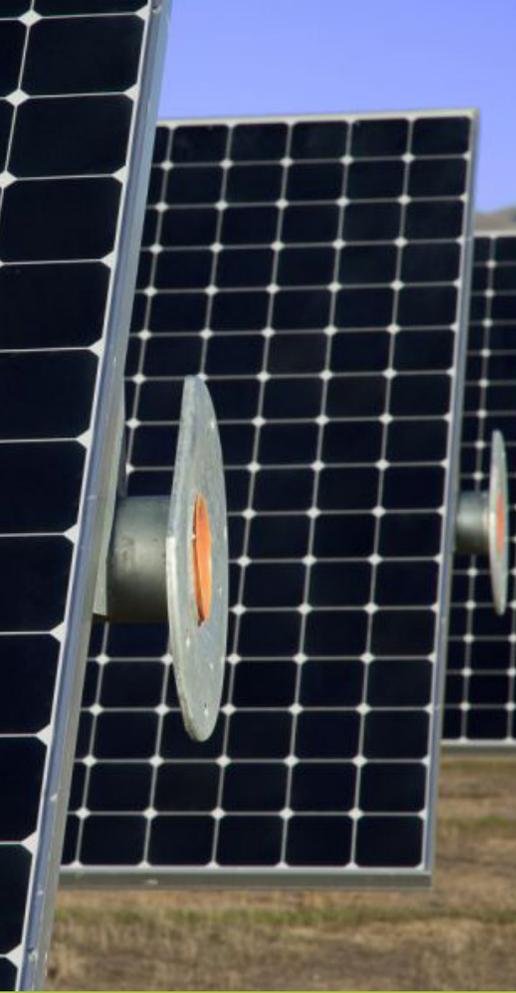


Figure 2 Pinal County Comprehensive Plan Land Use Plan Map Excerpt. The Pinal County Comprehensive Plan Land Use Plan Map illustrates the future land uses for the project site and surrounding area.



The Central Arizona Transmission System estimated a need for 10,000 more megawatts of power to serve Pinal County.

the south along Diversion Dam Road, thereby avoiding the offsite rural residences altogether.

The Pinal County Parks and Recreation Department is proposing an off-highway vehicle (OHV) trail that would cross through the northwestern section of the proposed SunPower site. Currently, SunPower intends to accommodate the OHV corridor in the industrial buffer along the west and north sides of the site adjacent to the County road rights-of-way. SunPower anticipates that the trail would have a decomposed granite surface with a minimum tread width of 12 feet. SunPower would coordinate with the Pinal County Parks and Recreation Department during the site design.

There are three canals in the general vicinity of the proposed project site: the Florence Canal, located within the proposed Bonnybrooke Solar Project site and paralleling Diversion Dam Road; the Florence–Casa Grande Canal, located just southeast of the Florence Canal; and the CAP Canal, located just southeast of the Florence–Casa Grande Canal. In addition to the canals, the Florence Flood Control Dam is southeast of the CAP Canal. During site development, SunPower would coordinate with the San Carlos Irrigation and Drainage District and the Bureau of Reclamation to ensure that SunPower complies with all required setbacks from the canals. If necessary after discussions with these entities, SunPower would also incorporate construction mitigation measures to ensure that construction activities do not interfere with the operation of the canals.

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The following numbered headings respond to the questions identified in the Pinal County Major Comprehensive Plan Amendment application.

6. Why is this Comprehensive Plan Amendment being requested?

Solar Star Arizona VII, LLC (the Applicant) is requesting this Major Comprehensive Plan Amendment to change the existing Comprehensive Plan land use designation from Very Low Density Residential to General Public Facilities/Services to support the development of solar power in Pinal County. The Bonnybrooke Solar Project site is designated as Very Low Density Residential, which does not allow power plant development. The Pinal County Comprehensive Plan states that the County will provide support for the development of renewable sources to meet current and future needs and to lessen the region's dependence on nonrenewable energy sources. The site is located on disturbed, actively cultivated, marginally productive agricultural land that does not provide habitat for sensitive species. Furthermore, the site is extremely flat and would require minimal or no grading.

7. Discuss any recent changes in the area that would support your application.

The Pinal County Comprehensive Plan (2009) includes policies (such as Policies 3.6.1.19 and 5.1.3.4) that support the development of renewable energy. Additionally, as stated in the Comprehensive Plan, the Central Arizona Transmission System 2016 Transmission Study estimated a need for 10,000 more megawatts of power to serve Pinal County (SWAT, 2007). The 2009 Comprehensive Plan specifies that the expansion of renewable energy opportunities should be supported by the County. Additionally, a lack of water in the region and the prolonged drought in the Southwest make farming impractical, and therefore solar power would be a better alternative land use. Last, the Comprehensive Plan states that "residents have expressed a strong desire for expanded postsecondary education and training opportunities ..." and that "... the emerging renewable energy market could provide the catalyst for college, university, and technical training programs." The proposed project would be a part of this movement by creating renewable-energy jobs in Pinal County.

8. Explain why the proposed amendment is needed and necessary at this time.

The Applicant's proposed amendment is needed to complete the permitting process by end of the fourth quarter of 2014 and start the rezoning application process by the first quarter of 2015. The amendment is necessary to construct a solar power plant on land currently designated for Very Low Density Residential development.

SunPower Corporation:

- has been in business for 28 years
- is the most experienced solar PV company on the planet
- has built over 600 solar PV systems
- holds more than 200 patents for solar technology
- developed and uses the world's highest efficiency solar cells
- operates more than 1500 MW of SunPower solar projects today
- is financially stable, reporting revenues of \$2.5 billion in 2013



COMPREHENSIVE PLAN COMPLIANCE CHECKLIST: PART ONE

The following discussion responds to the Pinal County Comprehensive Plan Amendment Application, Appendix A: Comprehensive Plan Compliance Checklist.

CONSISTENCY WITH PINAL COUNTY'S VISION COMPONENTS

The Pinal County Comprehensive Plan is a vision-based plan that provides the framework against which all decisions related to growth and development are measured. The following discussion describes how SunPower's proposal meets the various vision components.

Pinal County Vision

The County recognizes the importance of the region's strategic location between the Phoenix and Tucson metropolitan areas and its relationship to the overall well-being of the state of Arizona. What happens in Pinal County does not stay in Pinal County. The decisions made here will affect the entire state on many levels: business development, mobility, land management, air quality, water, and overall quality of life. People choose Pinal County for the diverse opportunities it offers; this diversity is what makes Pinal County unique but also represents a challenge as Pinal County continues to grow and change.

Pinal County is a place where history, culture, and heritage are the foundations for its future. Pinal County will be seen as a leader in environmental stewardship and conservation practices by ensuring that the natural environment is preserved, yet still available to be discovered. Pinal County provides quality educational and training opportunities by placing residents in cutting-edge, environmentally compatible jobs in the county. While communities in Pinal County retain and celebrate their unique qualities, governments and agencies share a collaborative spirit to ensure successes across Pinal County and to remain responsive and accountable to their constituents.

Pinal County will be seen as a leader in environmental stewardship and conservation practices by ensuring that the natural environment is preserved, yet still available to be discovered.

Pinal County Comprehensive Plan

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Sense of Community

Pinal County is a collection of unique communities, each of which has something special to offer residents and visitors. Balancing emerging urban centers and Pinal County’s rural character is important to residents; ensuring that the threads of Pinal County’s history, heritage, and culture are woven into its future is what makes Pinal County unique from other regions.

Ensuring that places exist for people to gather and for communities to showcase the diversity of places, people, lifestyles, cultures, and opportunities will help to define Pinal County’s identity.

The proposal:

Is consistent with the Sense of Community vision component

The proposed project would be located on marginally productive agricultural land in an area where drought conditions could limit future cultivation. The project is compatible with rural character of the area, and would reduce the use of water from the San Carlos Irrigation District.

The project would highlight the County’s commitment to supporting renewable energy and would provide opportunities for job growth in this growing solar industry.

Mobility and Connectivity

Ensuring Pinal County has adequate transportation corridors and a variety of multimodal transportation options addressing all populations is essential for moving goods and people throughout the county and state with minimal effect on Pinal County’s native wildlife.

Offering multiple mobility and communication options, to effectively connect communities and activity centers throughout the county, will reduce congestion and improve air quality while enhancing the area’s quality of life.

The proposal:

Is consistent with the Mobility and Connectivity vision component

Padilla Road, Bonnybrooke Road, and Diversion Dam Road, all of which are unpaved roads in a rural area of the County, bound the proposed project site. The project’s construction and operation would be temporary in nature and would conform to all applicable policies and regulations. Additionally, the Applicant would ensure compliance with traffic congestion requirements and air quality regulations through conditions of approval, such as a dust-control plan.

The project would not conflict with the County’s Mobility and Connectivity vision component.

Economic Sustainability

Expanding opportunities for residents to live, work, learn, and play in close proximity promotes long-term economic viability. Pinal County desires activity centers that serve the current and future residents’ needs offering services, businesses and employment opportunities, including high-tech and environmentally friendly employers who champion Pinal County’s conservation philosophy.

The creation of the full range of quality jobs that allow residents to start their career, raise a family, and move up instead of out of Pinal County for career advancement is essential. (This may not apply to all projects.)

The proposal:

Is consistent with the Economic Sustainability vision component

The proposed project would promote long-term economic viability by offering employment opportunities on a renewable-energy project that is consistent with Pinal County’s goals. The Pinal County Comprehensive Plan (2009) includes policies (such as Policies 3.6.1.19 and 5.1.3.4) that support the development of renewable energy, and the project would be a part of this movement.



Open Spaces and Places

Residents value the large connected open spaces and unique places of Pinal County, not only as part of their quality of life, but as an important resource to sustain the region’s immense wildlife habitat and their corridors.

From the majestic mountains rising from the desert floor in the west to the high desert and rugged mountain terrain to the east, enjoyment of and respect for the natural surroundings is a big part of why people choose Pinal County to live and visit.

The proposal:

Is consistent with the Open Spaces and Places vision component

The project site is not located on land designated as open space. Currently, the site is actively cultivated. Converting the site would not detract from open space areas east of the project site. In addition, on other projects completed by the Applicant, use of the site by special-status wildlife has actually increased due to conservation and adopted protection measures.

The low-profile nature of the development (panels are never higher than 8 feet from ground) preserves neighboring properties views.

Environmental Stewardship

People value the views of the mountains and open vistas during the day and the stars at night. These values have translated to a strong conservation ethic that stresses the importance of maintaining the quality of Pinal County’s natural resources for future generations.

Pinal County is the leader in environmental stewardship, and rewards and encourages sustainable practices such as innovative land use planning, sustainable agriculture, water conservation, green building development, and the use of renewable and alternative energy sources.

The proposal:

Is consistent with the Environmental Stewardship vision component

The Comprehensive Plan supports the development of utility-scale solar power in Pinal County. Furthermore, constructing and operating the solar PV facility would not affect daytime or nighttime views of existing vistas or open spaces. Installing security lighting would be subject to the County’s regulations, thus reducing any potential conflict with the Environmental Stewardship component.

Healthy, Happy Residents

Access to quality healthcare and healthy lifestyle choices is a priority. Pinal County is a healthy, safe place where residents can walk or ride to activity centers and where interaction in Pinal County’s clean, natural environment is encouraged.

Ensuring residents are healthy, safe and happy in their community is a priority for Pinal County.

The proposal:

Is consistent with the Healthy, Happy Residents vision component

The proposed project would bring utility-scale solar power to Pinal County. The site would transform land used for existing marginally productive, water-intense agriculture to a proven technology that produces safe and clean power and requires little to no operational support. Thus, the project would provide safe and reliable power to Pinal County residents with environmental benefits associated with displacing fossil fuel power plants.



Quality Educational Opportunities

Quality, community-based pre k–12 programs that provide youth with a competitive edge along with a wide variety of post-secondary educational opportunities and technical or specialized workforce training are necessities.

Pinal County residents seek out lifelong opportunities that help to expand their minds and diversify their experiences. (This may not apply to all projects.)

The proposal:

Is consistent with the Quality Educational Opportunities vision component

The proposed project would require technical expertise during the construction and operation phases. The Comprehensive Plan states that the “emerging renewable energy market could provide the catalyst for college, university, and technical training programs.” The proposed project would be a part of this movement by creating renewable-energy jobs in Pinal County.

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COMPREHENSIVE PLAN COMPLIANCE CHECKLIST: PART TWO

Comprehensive Plan Compliance is determined by the development’s conformity with the Comprehensive Plan’s land use designations (Land Use graphic and Land Use element text) and activity centers (Land Use and Economic Development graphics and Economic Development element text) as well as the goals, objectives, policies, and guidelines in the Pinal County Comprehensive Plan. Planning guidelines for each of the land use designations and activity centers are also included in the Land Use element. It is important to note that all components and concepts might not apply to every potential proposal.

CONSISTENCY WITH THE PLAN’S KEY CONCEPTS ILLUSTRATED ON LAND USE, ECONOMIC, AND CIRCULATION GRAPHICS

Consistency with the Land Use designation shown on the graphics

The project land uses:

Are not shown as indicated on the Land Use and Economic Development graphic

The site is currently designated Very Low Density Residential, which does not allow the development of a solar power plant. This submittal is requesting that the land use designation be changed from Very Low Density Residential to General Public Facilities/Services.

Consistency with the Mixed Use Activity Center concept

The project land uses:

Are not shown within a Mixed Use Activity Center

Not applicable to this project.

Consistency with the Planning Guidelines described in the Land Use element

The project land uses:

Are consistent with the applicable Planning Guidelines described in the Land Use element

The proposed project would be consistent with all adopted codes, guidelines, policies, and regulations.

Quality Employment Opportunities County-Wide

The Comprehensive Plan stresses the importance of increasing the number of opportunities to locate quality jobs county-wide in order to increase the jobs-to-population ratio.

The proposal:

Is consistent with the Economic Development element

The proposed project would promote long-term economic viability by offering employment opportunities on a renewable-energy project that is consistent with Pinal County’s goals. The Pinal County Comprehensive Plan (2009) includes policies (such as Policies 3.6.1.19 and 5.1.3.4) that support the development of renewable energy, and the project would be a part of this movement.



Quality Employment Opportunities County-Wide

Historically, agriculture has played an important role in Pinal County’s economy and lifestyle. Encouraging the continuation of viable agriculture and protecting it is an important component of the Plan. Additionally, supporting an equestrian and rural lifestyle has a place in Pinal County as it continues to urbanize.

The proposal:

Clusters development to protect open space and agriculture

The Comprehensive Plan intends to support agriculture as a land use as long as it is economically feasible. Currently, the project site produces a marginal agricultural yield. The conversion of farmland to solar power generation would reduce water use, reduce annual air quality issues (dust associated with tilling), and support the community with jobs and clean energy.

System of Connected Trails/Preservation of Open Space

Pinal County is committed to the preservation of large swaths of open space and the development of a connected system of trails. This applies to all projects/proposals/actions.

The proposal:

Is consistent with Pinal County Trails and Open Space Master Plan and Comprehensive Plan Open Space and Places Chapter

The Pinal County Parks and Recreation Department is proposing an OHV trail that would cross through the northwestern section of the proposed SunPower site. Currently, SunPower intends to accommodate the OHV corridor in the industrial buffer along the west and north sides of the site adjacent to the right-of-way. SunPower anticipates that the trail would have a decomposed granite surface with a minimum tread width of 12 feet. SunPower would coordinate with the Parks and Recreation Department during site design.

- A
- B
- C
- D
- E



Figure 3 - SunPower site showing the Pinal County proposed OHV and Multiuse Trail Corridor in relation to the site. SunPower would work with the County to locate the OHV trail in the industrial buffer along the west and north sides of the site adjacent to the right-of-way.

Natural and Cultural Resource Conservation

The Comprehensive Plan strives to protect natural/cultural resources, wildlife corridors, and environmentally sensitive areas such as mountains and foothills, major washes, and vistas.

These areas are predominantly undeveloped and contain sensitive resources or natural hazard areas.

The proposal:

Address environmentally sensitive areas it may impact

The Applicant's preliminary analysis of the site suggests it is free of federally-listed species; the western burrowing owls (a state sensitive species, could be present. The Applicant would complete a biological resources reconnaissance and a cultural resources survey.

Water Resources, Public Facilities/Services, and Infrastructure Support

All developments must bring adequate water resources and the necessary infrastructure to support the intensity of development in order to minimize the impact on the County’s ability to provide public services. All development and growth, public and private, must acknowledge its impacts and pay its own way.



The Coolidge/Bonnybrooke 115 kV transmission line is immediately adjacent to the property, providing a connection to the power grid without requiring additional power line siting.

The proposal:

Ensures that adequate public facilities are in place or planned for within a reasonable time of the start of the new development

Based on the Applicant’s recent construction experience in similar environments, minimal water has been necessary to address air quality and health and safety concerns during the construction phase.

SunPower anticipates that water use during construction would be significantly less than the existing annual agricultural water demand. Current water use is about 1,000 AFY. In contrast, operating the proposed solar project would use less than 2 AFY. The Applicant would obtain construction water (approximately 75 acre-feet) for about 6 to 12 months from existing onsite water allocations attached to the existing landowners’ approved rights.

Project operations and maintenance could require water for washing dust particles from the solar panels approximately two times per year. During commercial operation, a daily staff of only 1-2 people is expected to be on the project site, so minimal public services would be required.

The adjacent proximity of the Coolidge/Bonnybrooke 115 kV transmission line provides the site with a direct connection to the power grid—minimizing the need for additional utility line infrastructure to accommodate the project.

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APPENDIX

- A
- B
- C
- D
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SunPower Corporation has been in business for 28 years and is the most experienced solar PV company on the planet.



APPENDIX A –

LEGAL DESCRIPTION

A

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PARCEL 1:

THE NORTHEAST QUARTER OF THE NORTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA;

EXCEPT THAT PART LYING NORTH AND WEST OF THE CENTER LINE OF THE FLORENCE CANAL;
AND

ALSO EXCEPT THAT PART LYING SOUTH AND EAST OF THE CENTER LINE OF THE FLORENCE-CASA GRANDE CANAL.

PARCEL NO. 201-25-005

PARCEL 2:

THAT PART OF THE NORTHWEST QUARTER OF THE NORTHEAST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA, LYING NORTHWESTERLY OF THE CENTRAL ARIZONA PROJECT PROPERTY DESCRIBED IN DEED OF RELINQUISHMENT RECORDED IN [DOCKET 1214, PAGE 500](#).

PARCEL NO. 201-25-015

PARCEL 3:

THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA;

EXCEPT THAT PART LYING NORTH AND WEST OF THE CENTER LINE OF THE FLORENCE CANAL,
AND

ALSO EXCEPT THAT PART LYING SOUTH AND EAST OF THE CENTER LINE OF THE FLORENCE-CASA GRANDE CANAL.

PARCEL NO. PORTION OF 201-25-002

PARCEL 4:

THE SOUTHWEST QUARTER OF THE NORTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA;

EXCEPT THAT PART LYING NORTH AND WEST OF THE CENTER LINE OF THE FLORENCE CANAL.

PARCEL NO. PORTION OF 201-25-002

PARCEL 5:

THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA;

EXCEPT THAT PART LYING NORTH AND WEST OF THE CENTER LINE OF THE FLORENCE CANAL,
AND

ALSO EXCEPT THAT PART LYING SOUTH AND EAST OF THE CENTER LINE OF THE FLORENCE-CASA GRANDE CANAL.

PARCEL NO. PORTION OF 201-25-002

PARCEL 6:

THE SOUTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA;

EXCEPT THAT PART LYING SOUTH AND EAST OF THE CENTER LINE OF THE FLORENCE CANAL.

PARCEL NO. PORTION OF 201-25-002

PARCEL 7:

THE EAST HALF OF THE NORTHEAST QUARTER OF SECTION 29 TOWNSHIP 4 SOUTH RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA;

EXCEPT THE EAST 466.70 FEET OF THE SOUTH 466.70 FEET THEREOF.

PARCEL NO. PORTION OF 201-26-001C

PARCEL 8:

THE WEST HALF OF THE NORTHEAST QUARTER OF SECTION 29, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA.

PARCEL NO. PORTION OF 201-26-001C

PARCEL 9:

THE SOUTHEAST QUARTER OF SECTION 29, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA;

EXCEPT THAT PART LYING SOUTH AND EAST OF THE FLORENCE-CASA GRANDE CANAL.

PARCEL NO. PORTION OF 201-26-001B AND PORTION OF 201-26-001C

PARCEL 10:

THAT PART OF THE NORTHEAST QUARTER, AND THAT PART OF THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER, AND THAT PART OF THE NORTHWEST QUARTER OF THE NORTHEAST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 32, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA, LYING NORTHWESTERLY OF THE CENTRAL ARIZONA PROJECT PROPERTY DESCRIBED IN DEED OF RELINQUISHMENT RECORDED IN [DOCKET 1214, PAGE 500](#);

EXCEPT THAT PORTION OF THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER OF SAID SECTION 32, DESCRIBED AS FOLLOWS:

COMMENCING FOR A TIE AT THE NORTHWEST CORNER OF SAID SECTION 32 (FOUND A 1928 GENERAL LAND OFFICE BRASS CAP);

THENCE NORTH 89 DEGREES 57 MINUTES 29 SECONDS EAST, ALONG THE NORTHERN BOUNDARY LINE OF SAID SECTION 32, A DISTANCE OF 1328.37 FEET TO THE NORTHEAST CORNER OF THE NORTHWEST QUARTER OF THE NORTHWEST QUARTER (3/4" BLACK IRON PIPE);

THENCE SOUTH 00 DEGREES 20 MINUTES 40 SECONDS EAST ALONG THE EASTERN BOUNDARY LINE OF SAID NORTHWEST QUARTER OF THE NORTHWEST QUARTER, A DISTANCE OF 1315.77 FEET TO THE NORTHWEST CORNER OF THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER, SAID CORNER ALSO BEING THE TRUE POINT OF BEGINNING;

THENCE CONTINUING SOUTH 00 DEGREES 20 MINUTES 45 SECONDS EAST, ALONG THE WESTERN BOUNDARY LINE OF SAID SOUTHEAST QUARTER OF THE NORTHWEST QUARTER, A DISTANCE OF 325.19 FEET TO A POINT ON THE NORTHWESTERN BOUNDARY LINE OF DIVERSION DAM ROAD RIGHT-OF-WAY;

THENCE NORTH 50 DEGREES 43 MINUTES 21 SECONDS EAST, ALONG THE NORTHERN BOUNDARY LINE OF SAID RIGHT-OR-WAY, A DISTANCE OF 8.57 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE SOUTHEAST AND HAVING A RADIUS OF 11485.64 FEET;

THENCE NORTHEASTERLY ALONG SAID RIGHT OF WAY AND CURVE THRU A CENTRAL ANGLE OF 01 DEGREES 35 MINUTES 51 SECONDS, A DISTANCE OF 520.70 FEET TO A POINT ON THE NORTHERN BOUNDARY LINE OF THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER, A DISTANCE OF 419.01 FEET TO THE TRUE POINT OF BEGINNING; AND

ALSO EXCEPT ANY PORTION LYING WITHIN THAT PORTION CONVEYED TO THE COUNTY OF PINAL DESCRIBED IN WARRANTY DEED RECORDED IN [DOCKET 1291, PAGE 499](#).

PARCEL NO. 201-31-009

PARCEL 11:

THE EAST 466.70 FEET OF THE SOUTH 466.70 FEET OF THE NORTHEAST QUARTER OF SECTION 29, TOWNSHIP 4 SOUTH RANGE 10 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, PINAL COUNTY ARIZONA.

PARCEL NO. 201-26-001D

PARCEL 12:

THAT PART OF THE NORTHEAST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA, LYING NORTHWESTERLY OF THE CENTRAL ARIZONA PROJECT PROPERTY DESCRIBED IN DEED OF RELINQUISHMENT RECORDED IN [DOCKET 1214, PAGE 500](#).

PARCEL NO. 201-25-0160



APPENDIX B –

ALTA SURVEY (INCLUDING TOPO)

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LEGAL DESCRIPTION NCS-664018-NRC

EXHIBIT "A"

PARCEL 1:

THE NORTHEAST QUARTER OF THE NORTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA; EXCEPT THAT PART LYING NORTH AND WEST OF THE CENTER LINE OF THE FLORENCE CANAL; AND

ALSO EXCEPT THAT PART LYING SOUTH AND EAST OF THE CENTER LINE OF THE FLORENCE - CASA GRANDE CANAL.

PARCEL NO. 201-25-005

PARCEL 2:

THAT PART OF THE NORTHWEST QUARTER OF THE NORTHEAST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA; EXCEPT THAT PART LYING NORTH AND WEST OF THE CENTER LINE OF THE FLORENCE CANAL, AND

PARCEL NO. 201-25-015

PARCEL 3:

THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA;

EXCEPT THAT PART LYING NORTH AND WEST OF THE CENTER LINE OF THE FLORENCE CANAL, AND

ALSO EXCEPT THAT PART LYING SOUTH AND EAST OF THE CENTER LINE OF THE FLORENCE-CASA GRANDE CANAL.

PARCEL NO. PORTION OF 201-25-002

PARCEL 4:

THE SOUTHWEST QUARTER OF THE NORTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA;

EXCEPT THAT PART LYING NORTH AND WEST OF THE CENTER LINE OF THE FLORENCE CANAL.

PARCEL NO. PORTION OF 201-25-002

PARCEL 5:

THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA;

EXCEPT THAT PART LYING NORTH AND WEST OF THE CENTER LINE OF THE FLORENCE CANAL, AND

ALSO EXCEPT THAT PART LYING SOUTH AND EAST OF THE CENTER LINE OF THE FLORENCE-CASA GRANDE CANAL.

PARCEL NO. PORTION OF 201-25-002

PARCEL 6:

THE SOUTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA;

EXCEPT THAT PART LYING SOUTH AND EAST OF THE CENTER LINE OF THE FLORENCE CANAL.

PARCEL NO. PORTION OF 201-25-002

PARCEL 7:

THE EAST HALF OF THE NORTHEAST QUARTER OF SECTION 29 TOWNSHIP 4 SOUTH RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA;

EXCEPT THE EAST 466.70 FEET OF THE SOUTH 466.70 FEET THEREOF.

PARCEL NO. PORTION OF 201-26-001C

PARCEL 8:

THE WEST HALF OF THE NORTHEAST QUARTER OF SECTION 29, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA.

PARCEL NO. PORTION OF 201-26-001C

PARCEL 9:

THE SOUTHEAST QUARTER OF SECTION 29, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA;

EXCEPT THAT PART LYING SOUTH AND EAST OF THE FLORENCE-CASA GRANDE CANAL.

PARCEL NO. PORTION OF 201-26-001B AND PORTION OF 201-26-001C

PARCEL 10:

THAT PART OF THE NORTHEAST QUARTER, AND THAT PART OF THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER, AND THAT PART OF THE NORTHWEST QUARTER OF THE NORTHEAST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 32, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA, LYING NORTHWESTERLY OF THE CENTRAL ARIZONA PROJECT PROPERTY DESCRIBED IN DEED OF RELINQUISHMENT RECORDED IN DOCKET 1214, PAGE 500;

EXCEPT THAT PORTION OF THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER OF SAID SECTION 32, DESCRIBED AS FOLLOWS: COMMENCING FOR A TIE AT THE NORTHWEST CORNER OF SAID SECTION 32 (FOUND A 1928 GENERAL LAND OFFICE BRASS CAP); THENCE NORTH 89 DEGREES 57 MINUTES 29 SECONDS EAST, ALONG THE NORTHERN BOUNDARY LINE OF SAID SECTION 32, A DISTANCE OF 1328.37 FEET TO THE NORTHEAST CORNER OF THE NORTHWEST QUARTER OF THE NORTHWEST QUARTER (3/4" BLACK IRON PIPE);

THENCE SOUTH 00 DEGREES 20 MINUTES 40 SECONDS EAST ALONG THE EASTERN BOUNDARY LINE OF SAID NORTHWEST QUARTER OF THE NORTHWEST QUARTER, A DISTANCE OF 1315.77 FEET TO THE NORTHWEST CORNER OF THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER, SAID CORNER ALSO BEING THE TRUE POINT OF BEGINNING; THENCE CONTINUING SOUTH 00 DEGREES 20 MINUTES 45 SECONDS EAST, ALONG THE WESTERN BOUNDARY LINE OF SAID SOUTHEAST QUARTER OF THE NORTHWEST QUARTER, A DISTANCE OF 325.19 FEET TO A POINT ON THE NORTHWESTERN BOUNDARY LINE OF DIVERSION DAM ROAD RIGHT-OF-WAY;

THENCE NORTH 50 DEGREES 43 MINUTES 21 SECONDS EAST, ALONG THE NORTHERN BOUNDARY LINE OF SAID RIGHT-OR-WAY, A DISTANCE OF 8.57 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE SOUTHWEST AND HAVING A RADIUS OF 11485.64 FEET; THENCE NORTHEASTERLY ALONG SAID RIGHT OF WAY AND CURVE THRU A CENTRAL ANGLE OF 01 DEGREES 35 MINUTES 51 SECONDS, A DISTANCE OF 820.70 FEET TO A POINT ON THE NORTHERN BOUNDARY LINE OF THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER, A DISTANCE OF 419.01 FEET TO THE TRUE POINT OF BEGINNING; AND

ALSO EXCEPT ANY PORTION LYING WITHIN THAT PORTION CONVEYED TO THE COUNTY OF PINAL DESCRIBED IN WARRANTY DEED RECORDED IN DOCKET 1291, PAGE 499.

PARCEL NO. 201-31-009

PARCEL 11:

THE EAST 466.70 FEET OF THE SOUTH 466.70 FEET OF THE NORTHEAST QUARTER OF SECTION 29, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, PINAL COUNTY ARIZONA.

PARCEL NO. 201-26-001D

PARCEL 12:

THAT PART OF THE NORTHEAST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 10 EAST OF THE GILA AND SALT RIVER MERIDIAN, PINAL COUNTY, ARIZONA, LYING NORTHWESTERLY OF THE CENTRAL ARIZONA PROJECT PROPERTY DESCRIBED IN DEED OF RELINQUISHMENT RECORDED IN DOCKET 1214, PAGE 500.

PARCEL NO. 201-25-0160

SCHEDULE B ITEMS NCS-664018-NRC

NOTE: ONLY THOSE SCHEDULE B ITEMS RELATING TO SURVEY MATTERS ARE ADDRESSED HEREON.

1. Taxes for the full year of 2014. (The first half is due October 1, 2014 and is delinquent November 1, 2014. The second half is due March 1, 2015 and is delinquent May 1, 2015.)

SURVEYOR'S COMMENTS: NOT A SURVEY MATTER.

2. Any change upon said land by reason of its inclusion in San Carlos Irrigation and Drainage District. (All assessments due and payable are paid.)

3. This item has been intentionally deleted.

4. This item has been intentionally deleted.

5. This item has been intentionally deleted.

6. This item has been intentionally deleted.

7. Reservations or Exceptions in Patents, or in Acts authorizing the issuance thereof.

SURVEYOR'S COMMENTS: NO DOCUMENTS PROVIDED.

8. Rights of way over undefined locations for the Florence Canal and the Florence-Casa Grande Canal.

SURVEYOR'S COMMENTS: NO DOCUMENTS PROVIDED.

9. An easement for canal and banks and incidental purposes in the document recorded as Docket 52, Page 550.

SURVEYOR'S COMMENTS: PERPETUAL EASEMENT FOR CANAL & BANKS. AFFECT PARCELS 4, 5, & 9 AS SHOWN HEREON.

10. An easement for roadway and incidental purposes in the document recorded as Docket 375, Page 572.

SURVEYOR'S COMMENTS: THIS DOCUMENT CONTAINS A DECLARATION OF ROAD TO PINAL COUNTY - IT IS PURPORTED TO DESCRIBE 33' WIDE ROADWAY EASEMENTS ADJACENT TO ALL SECTIONS WITHIN TOWNSHIP 4 SOUTH, RANGE 10 EAST WHICH AFFECTS THE SUBJECT PROPERTIES. THIS DOCUMENT DOES NOT CONTAIN A LEGAL DESCRIPTION NOR DOES IT STATE THE EASEMENT WIDTH. 33' WIDE EASEMENTS ADJACENT TO SECTIONS 28, 29 & 32 ARE PLOTTED HEREON.

11. An easement for electrical transmission lines and incidental purposes in the document recorded as Docket 740, Page 311.

SURVEYOR'S COMMENTS: BLANKET ELECTRIC EASEMENTS OVER PORTIONS OF SECTIONS 28, 29 & 32 GRANTED TO ELECTRICAL DISTRICT No. 2.

12. This item has been intentionally deleted.

13. This item has been intentionally deleted.

14. This item has been intentionally deleted.

15. The rights or claims of title, if any, by the State of Arizona to any portion of the property described in Schedule A being located in the bed of the Gila River.

SURVEYOR'S COMMENTS: THE SUBJECT PROPERTIES ARE NOT LOCATED IN THE BED OF THE GILA RIVER.

16. Any facts, rights, interests or claims that may exist or arise by reason of the following matters disclosed by an ALTA/ACSM survey made by GEOMETRIX, LLC on JUNE 5, 2014, designated Job Number G05152014SP:

SURVEYOR'S COMMENTS: SEE SURVEY AS SHOWN HEREON.

17. The rights of parties in possession by reason of any unrecorded lease or leases or month to month tenancies affecting any portion of the within described property.

NOTE: This matter will be more fully set forth or deleted upon compliance with the applicable requirement(s) set forth herein.

SURVEYOR'S COMMENTS: NOT A SURVEY MATTER.

18. Water rights, claims or title to water, whether or not shown by the public records.

SURVEYOR'S COMMENTS: NOT A SURVEY MATTER.

19. Order by the Pinal County Board of Supervisors forming the Florence No Fence District recorded in Docket 1613, Page 158.

SURVEYOR'S COMMENTS: NOT A SURVEY MATTER. PORTIONS OF THE SUBJECT PROPERTIES SITUATED IN SECTIONS 28 & 29 MAY BE AFFECTED BY THIS NO FENCE DISTRICT.

End of Schedule B

TABLE A OPTION ITEMS - CONTINUED

1. Monuments placed (or a reference monument or witness to the corner) at all major corners of the boundary of the property, unless already marked or referenced by existing monuments or witnesses.

SURVEYOR'S COMMENTS: MONUMENTS &/OR WITNESS CORNERS HAVE BEEN PLACED AT ALL MAJOR CORNERS OF THE BOUNDARY OF THE PROPERTY.

2. Address(es) if disclosed in Record Documents, or observed while conducting the survey.

SURVEYOR'S COMMENTS: THE ADDRESSES FOR THE SUBJECT PROPERTIES HAVE NOT BEEN PROVIDED.

3. Flood zone classification (with proper annotation based on federal Flood Insurance Rate Maps or the state or local equivalent) depicted by scaled map location and graphic plotting only.

SURVEYOR'S COMMENTS: DETERMINED FROM F.E.M.A. F.I.R.M. PANEL 900 OF 2575 MAP NUMBER 04021C0900 EFFECTIVE DATE DECEMBER 4, 2007:

THE SUBJECT PROPERTIES ARE SITUATED WITHIN ZONE X. (Areas of 0.2% annual chance flood; areas of 1% annual chance flood with average depths of less than 1 foot or with drainage areas less than 1 square mile; and areas protected by levees from 1% annual chance flood).

TABLE A OPTION ITEMS - CONTINUED

4. Gross land area (and other areas if specified by the client).

SURVEYOR'S COMMENTS: THE GROSS AREA OF THE SUBJECT PROPERTIES IS 474.31 ACRES.

5. Vertical relief with the source of information (e.g. ground survey or aerial map), contour interval, datum, and originating benchmark identified.

SURVEYOR'S COMMENTS: AERIAL MAPPING & FIELD LOCATIONS WERE USED. 1. CONTOURS & PHOTOGRAMMETRY. HORIZONTAL DATUM: NAD83(2011). VERTICAL DATUM NAVD88 GEOID 12A. SEE ALSO SURVEY NOTE X.

6. (a) Current zoning classification, as provided by the insurer.

(b) Current zoning classification and building setback requirements, height and floor space area restrictions as set forth in that classification, as provided by the insurer. If none, so state.

SURVEYOR'S COMMENTS: ZONING CLASSIFICATIONS FOR THE SUBJECT PROPERTIES IS "GR" (GENERAL RURAL ZONE).

7. (a) Exterior dimensions of all buildings at ground level.

(b) Square footage of:

(1) exterior footprint of all buildings at ground level.

SURVEYOR'S COMMENTS: SHOWN HEREON.

8. Substantial features observed in the process of conducting the survey (in addition to the improvements and features required under Section 5 above) such as parking lots, billboards, signs, swimming pools, landscaped areas, etc.

SURVEYOR'S COMMENTS: SHOWN HEREON.

11. Location of utilities (representative examples of which are listed below) existing on or serving the surveyed property as determined by:

(a) Observed evidence.

(b) Observed evidence together with evidence from plans obtained from utility companies or provided by client, and markings by utility companies and other appropriate sources (with reference to the source of information). Railroad tracks, spurs and sidings; Manholes, catch basins, valve vaults and other surface indications of subterranean uses; Wires and cables (including their function, if readily identifiable) crossing the expressing a legal opinion as to the ownership or nature of the potential encroachment, the dimensions of all encroaching utility pole crossmembers or overhangs; and utility company installations on the surveyed property.

Note - With regard to Table A, item 11(b), source information from plans and markings will be combined with observed evidence of utilities to develop a view of those underground utilities. However, lacking excavation, the exact location of underground features cannot be accurately, completely and reliably depicted. Where additional or more detailed information is required, the client is advised that excavation may be necessary.

SURVEYOR'S COMMENTS: ABOVE GROUND VISIBLE UTILITIES ARE SHOWN HEREON. NO BLUESTAKE OR UNDERGROUND MARKINGS WERE PROVIDED.

12. Governmental Agency survey-related requirements as specified by the client, such as for HUD surveys, and surveys for leases on Bureau of Land Management managed lands.

SURVEYOR'S COMMENTS: NO REQUIREMENTS WERE PROVIDED TO THIS SURVEYOR.

13. Names of adjoining owners of platted lands according to current public records.

SURVEYOR'S COMMENTS: SHOWN HEREON.

14. Distance to the nearest intersecting street as specified by the client.

SURVEYOR'S COMMENTS: NONE SPECIFIED.

15. Observed evidence of current earth moving work, building construction or building additions.

SURVEYOR'S COMMENTS: THIS SURVEYOR IS NOT AWARE OF ANY CURRENT EARTH MOVING WORK, BUILDING CONSTRUCTION OR BUILDING ADDITIONS. THE SUBJECT PROPERTIES ARE CURRENTLY USED FOR FARMING ACTIVITIES.

17. Proposed changes in street right of way lines, if information is available from the controlling jurisdiction. Observed evidence of recent street or sidewalk construction or repairs.

SURVEYOR'S COMMENTS: THIS SURVEYOR IS NOT AWARE OF ANY PROPOSED CHANGES IN STREET RIGHT OF WAY LINES. THERE WAS NO OBSERVED EVIDENCE OF RECENT STREET OR SIDEWALK CONSTRUCTION.

18. Observed evidence of site use as a solid waste dump, sump or sanitary landfill.

SURVEYOR'S COMMENTS: THIS SURVEYOR IS NOT AWARE OF ANY SOLID WASTE DUMP, SUMP OR LANDFILL ON THE SUBJECT PROPERTIES.

19. Location of wetland areas as delineated by appropriate authorities.

SURVEYOR'S COMMENTS: THIS SURVEYOR IS NOT AWARE OF ANY WETLAND AREAS ON THE SUBJECT PROPERTIES.

21. Professional Liability Insurance policy obtained by the surveyor in the minimum amount of \$ to be in effect throughout the contract term. Certificate of Insurance to be furnished upon request.

SURVEYOR'S COMMENTS: NONE REQUESTED.

A.L.T.A./A.C.S.M. LAND TITLE SURVEY

OF PORTIONS OF
SECTIONS 28, 29 & 32
TOWNSHIP 4 SOUTH - RANGE 10 EAST
GILA & SALT RIVER MERIDIAN
PINAL COUNTY
ARIZONA

PROJECT: BONNYBROOKE SOLAR PROJECT

TITLE REPORT

Order No.: NCS-664018-NRG
Amended June 4, 2014

FIRST AMERICAN TITLE INSURANCE COMPANY

Effective Date: May 23, 2014 at 7:30 a.m.

1. Policy or (Policies) to be issued:

ALTA 2006 Extended Owner's Policy

Proposed Insured:
SunPower Corporation Systems, a Delaware corporation

2. The estate or interest in the land described or referred to in this commitment and covered herein is fee simple and title thereto is at the effective date hereof vested in:

M/C Farms, L.L.C., an Arizona limited liability company, as to Parcels 1 through 10 inclusive and Parcel 12; and

Mickey A. Clark and Louise Clark, as Trustees of the Clark Family Trust dated June 08, 1994, First Amendment and Restatement in its entirety on October 15, 2008 as to Parcel 11

3. Title to the estate or interest in the land upon issuance of the policy shall be vested in:

SunPower Corporation Systems, a Delaware corporation

4. The land referred to in this Commitment is located in Pinal County, AZ and is described as:

SEE EXHIBIT "A"

GENERAL NOTES

THE BOUNDARY SURVEY OF THE SUBJECT PROPERTIES AS SHOWN HEREON WAS DETERMINED FROM EXHIBIT "A" IN THE COMMITMENT FOR TITLE INSURANCE POLICY FURNISHED BY FIRST AMERICAN TITLE COMPANY ORDER No. NCS-664018-NRG, AMENDED JUNE 4, 2014, EFFECTIVE DATE MAY 23, 2014 AT 7:30 AM.

FIELD SURVEYS OF THE SUBJECT PROPERTIES WERE PERFORMED UNDER MY DIRECT SUPERVISION DURING THE MONTHS OF MAY & JUNE, 2014.

THE BOUNDARY SURVEY OF THE SUBJECT PROPERTY DOES NOT EXCEED THE RELATIVE POSITIONAL TOLERANCE FOR AN ALTA/ACSM LAND TITLE SURVEY.

BASIS OF BEARINGS

THE BASIS OF BEARINGS FOR THIS ALTA/ACSM LAND TITLE SURVEY IS GEODETIC NORTH BASED ON GPS STATIC & RTK OBSERVATIONS. THE COORDINATE SYSTEM USED IS ARIZONA STATE PLANE CENTRAL ZONE 0202 SCALED TO GROUND DATUM USING AN AVERAGE JOB HEIGHT OF 1500.00 FEET. THE GRID TO GROUND SCALE FACTOR IS 1.000132442538.

AREA

474.31 GROSS ACRES

ZONING

ZONING CLASSIFICATION FOR THE SUBJECT PROPERTIES: "GR" (GENERAL RURAL ZONE).

CERTIFICATION

TO:

SUNPOWER CORPORATION

FIRST AMERICAN TITLE INSURANCE COMPANY

THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH 2011 MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS, JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS, AND INCLUDES ITEMS 1, 2, 3, 4, 5, 6, 7(a), 8, 11(a), 12, 13, 14, 16, 17, 18, 19 & 21 OF TABLE A THEREOF.

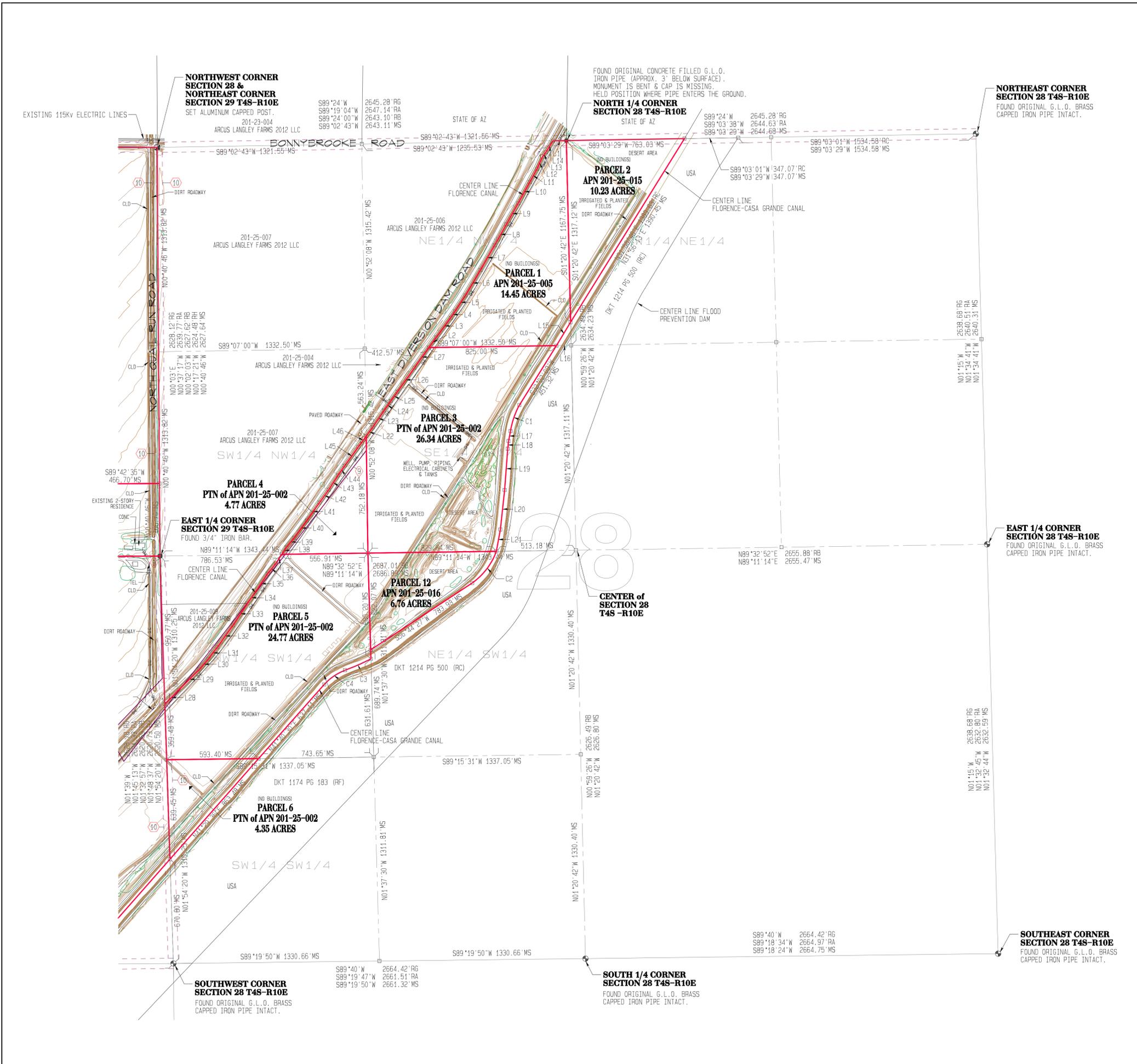
THE FIELD WORK WAS COMPLETED ON MAY 4, 2014.

DATE OF MAP OR PLAT: JUNE 5, 2014.

JODY A. STONE, R.L.S.
GEOMETRIX, L.L.C.
Arizona Registration No. 37401

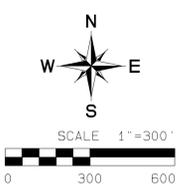
PROJECT: BONNYBROOKE SOLAR PROJECT

| | | |
|--|---|---|
|  GEOMETRIX LLC LAND SURVEYING SERVICES 155 S. MONTEZUMA CASTLE HWY SUITE #6 CAMP VERDE AZ 86322 (928) 567-1900 geometrixllc.com |  | ALTA SURVEY OF PORTIONS OF SECTIONS 28, 29 & 32 T4S-R10E G&SRM PINAL COUNTY ARIZONA |
| | | SCALE: 1" = 300' JOB No. G05152014SP SHEET 1 of 4 |



| CURVE DATA | | LINE DATA | |
|------------|--------------------------------|-----------|------------------------|
| C1 | Radius: 525.55' MS | L1 | N89°02'43"E 86.02' MS |
| | Delta: 19°22'21" MS | L2 | N36°29'38"E 81.49' MS |
| | Arc Length: 177.70' MS | L3 | N36°34'07"E 156.67' MS |
| | Tangent: 89.70' MS | L4 | N33°50'06"E 50.13' MS |
| | Chord Bearing: S18°56'21" MS | L5 | N33°34'17"E 122.46' MS |
| | Chord Length: 176.85' MS | L6 | N30°35'05"E 189.74' MS |
| C2 | Radius: 430.18' MS | L7 | N29°50'01"E 183.02' MS |
| | Delta: 34°42'36" MS | L8 | N29°13'09"E 154.65' MS |
| | Arc Length: 260.60' MS | L9 | N29°52'11"E 156.18' MS |
| | Tangent: 134.44' MS | L10 | N28°26'57"E 155.60' MS |
| | Chord Bearing: S37°28'53" W MS | L11 | N28°58'34"E 97.28' MS |
| | Chord Length: 256.64' MS | L12 | N24°12'49"E 84.78' MS |
| C3 | Radius: 1520.37' MS | L13 | N36°52'12"E 36.60' MS |
| | Delta: 06°54'09" MS | L14 | N32°23'41"E 87.00' MS |
| | Arc Length: 182.71' MS | L15 | S31°13'21"W 176.35' MS |
| | Tangent: 91.47' MS | L16 | S89°07'00"W 94.93' MS |
| | Chord Bearing: S66°28'14" W MS | L17 | S04°13'22"W 265.60' MS |
| | Chord Length: 182.60' MS | L18 | S06°14'09"W 255.51' MS |
| C4 | Radius: 355.82' MS | L19 | S10°22'42"W 142.83' MS |
| | Delta: 26°30'50" MS | L20 | N36°32'19"E 70.59' MS |
| | Arc Length: 164.66' MS | L21 | N34°18'07"E 130.71' MS |
| | Tangent: 83.83' MS | L22 | N24°34'50"E 75.27' MS |
| | Chord Bearing: S55°35'37" W MS | L23 | N35°09'29"E 73.67' MS |
| | Chord Length: 163.19' MS | L24 | N35°25'29"E 188.66' MS |
| C5 | Radius: 2125.17' MS | L25 | N35°27'01"E 159.42' MS |
| | Delta: 12°57'46" MS | L26 | N45°17'03"E 127.54' MS |
| | Arc Length: 480.78' MS | L27 | N45°07'31"E 187.18' MS |
| | Tangent: 241.42' MS | L28 | N41°02'45"E 89.09' MS |
| | Chord Bearing: S47°58'29" W MS | L29 | N37°08'48"E 95.92' MS |
| | Chord Length: 479.76' MS | L30 | N35°49'44"E 172.18' MS |
| C6 | Radius: 2733.63' MS | L31 | N33°31'35"E 168.85' MS |
| | Delta: 10°38'56" MS | L32 | N35°12'21"E 86.64' MS |
| | Arc Length: 508.07' MS | L33 | N33°50'24"E 145.43' MS |
| | Tangent: 254.77' MS | L34 | N38°16'39"E 85.68' MS |
| | Chord Bearing: S49°07'53" W MS | L35 | N33°09'29"E 67.78' MS |
| | Chord Length: 507.37' MS | L36 | N34°21'16"E 54.30' MS |

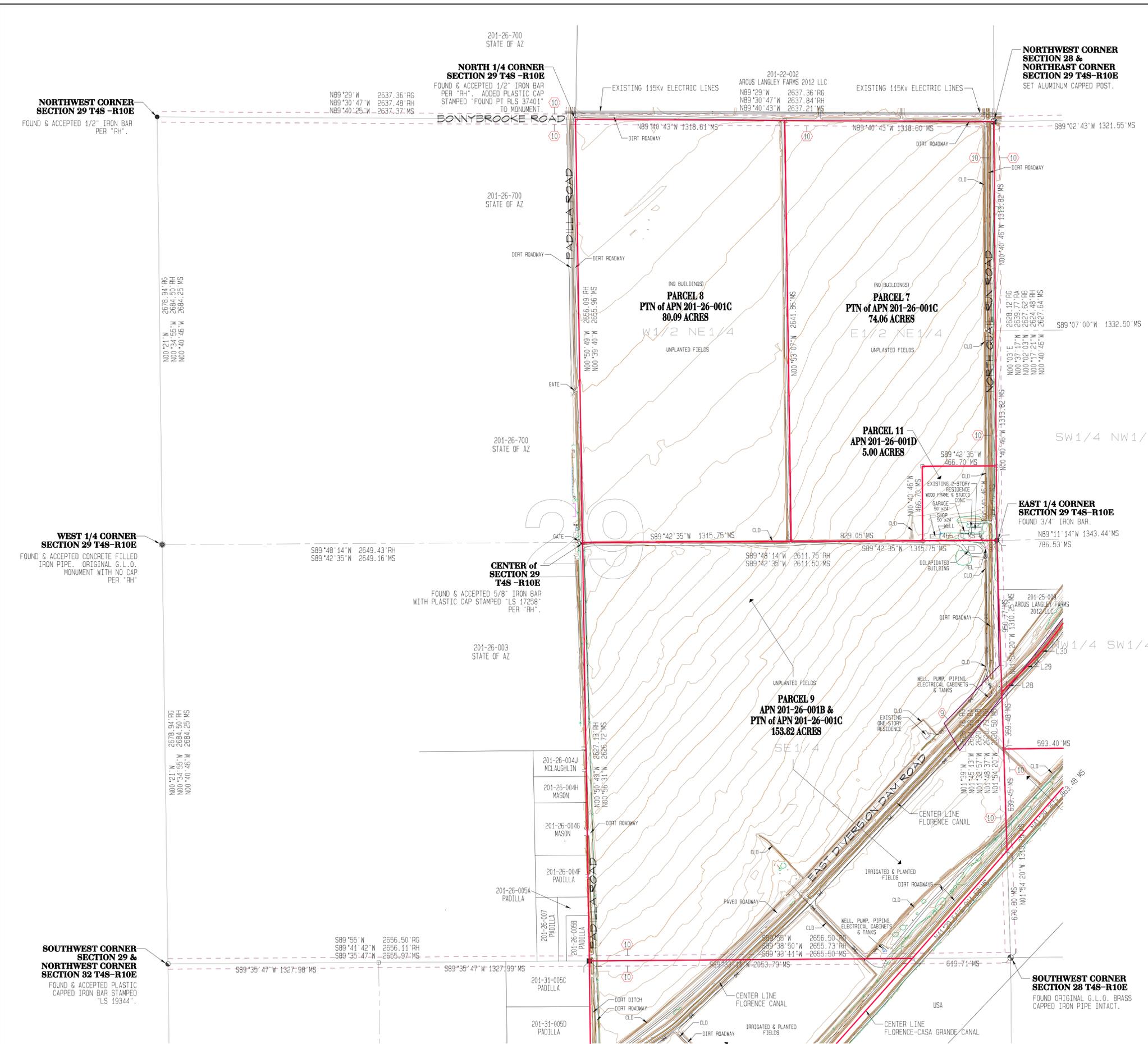
- LEGEND**
- RA INDICATES RECORD DIMENSION PER ATWELL ALTA/ACSM LAND TITLE SURVEY RECORDED IN FEE No. 2012-037505 RECORDS OF PINAL COUNTY, AZ.
 - RB INDICATES RECORD DIMENSION PER UNRECORDED RESULTS OF SURVEY BY DENNIS BEDFORD, RLS 10044, DATED 1/29/1981 FURNISHED BY MICKEY CLARK.
 - RC INDICATES RECORD DIMENSION PER DEED OF RELINQUISHMENT FROM THE STATE OF ARIZONA TO THE U.S.A. RECORDED IN DOCKET 1214, PAGE 500, RECORDS OF PINAL COUNTY, AZ.
 - RH INDICATES RECORD DIMENSION PER RECORD OF SURVEY MAP BY HANSEN ENGINEERING & SURVEYING RECORDED IN SURVEY BOOK 18, PAGE 75 RECORDS OF PINAL COUNTY, AZ.
 - RF INDICATES RECORD DIMENSION PER WARRANTY DEED FROM FLORENCE AREA WATERSHED FLOOD CONTROL DISTRICT TO THE U.S.A. RECORDED IN DOCKET 1174, PAGE 183, RECORDS OF PINAL COUNTY, AZ.
 - ⊕ INDICATES FOUND G.L.O. BRASS CAPPED IRON POST INTACT.
 - INDICATES FOUND CONCRETE FILLED IRON PIPE (ORIGINAL G.L.O. MONUMENT WITH NO CAP).
 - ⊙ INDICATES FOUND 2" ALUMINUM CAP STAMPED "LS 17258".
 - ⊚ INDICATES SET 30" LONG ALUMINUM CAPPED POST WITH 3" CAP STAMPED "RLS 37401".
 - ⊛ INDICATES SET PLASTIC CAPPED IRON BAR STAMPED "RLS 37401".
 - ⊜ INDICATES SET PLASTIC CAPPED IRON BAR STAMPED "RLS 37401" AS A WITNESS CORNER TO THE NEAREST PROPERTY CORNER IN THE CANAL.
 - INDICATES CALCULATED POSITION. MONUMENT NOT FOUND OR SET.
 - *— INDICATES EXISTING BARB WIRE FENCE LINE.
 - ⊕-⊕ INDICATES EXISTING WOOD UTILITY POLE WITH OVER HEAD ELECTRIC LINES.
 - TEL INDICATES EXISTING TELEPHONE &/OR CABLE TV PEDESTAL.
 - ⊕-⊕ INDICATES EXISTING CONCRETE LINED IRRIGATION DITCH.
 - CONC INDICATES EXISTING CONCRETE SLAB OR SIDEWALK.
 - ⊕ INDICATES EXISTING SIGN.
 - — — INDICATES PROPERTY LINE THIS SURVEY.
 - - - INDICATES EASEMENT SIDELINE.
 - (X) INDICATES SURVEY NOTE. REFER TO CORRESPONDING NUMBER LISTED IN SURVEY NOTES.
 - LX INDICATES LINE DATA. REFER TO LINE DATA TABLE.
 - CX INDICATES CURVE DATA. REFER TO CURVE DATA TABLE.



**SECTION 28
T4S-R10E**

PROJECT: BONNYBROOKE SOLAR PROJECT

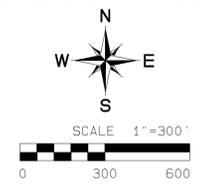
| | | |
|--|--|--|
| <p>GEOMETRIX LLC LAND SURVEYING SERVICES 155 S. MONTEZUMA CASTLE HWY SUITE #6 CAMP VERDE AZ 86322 (928) 567-1900 geometrixllc.com</p> | | <p>ALTA SURVEY OF PORTIONS OF SECTIONS 28, 29 & 32 T4S-R10E G&SRM PINAL COUNTY AZ</p> |
| | | <p>SCALE: 1" = 300' JOB No. G05152014SP SHEET 2 of 4</p> |



| CURVE DATA | |
|------------|---|
| C1 | Radius: 525.55' MS Delta: 19°22'21" MS Arc Length: 177.70' MS Tangent: 89.70' MS Chord Bearing: S18°56'21" MS Chord Length: 176.85' MS |
| C2 | Radius: 430.18' MS Delta: 34°42'36" MS Arc Length: 260.60' MS Tangent: 134.44' MS Chord Bearing: S37°28'53" W MS Chord Length: 256.64' MS |
| C3 | Radius: 1520.37' MS Delta: 06°53'08" MS Arc Length: 182.71' MS Tangent: 91.47' MS Chord Bearing: S66°28'14" W MS Chord Length: 182.60' MS |
| C4 | Radius: 355.82' MS Delta: 26°30'50" MS Arc Length: 164.66' MS Tangent: 83.83' MS Chord Bearing: S55°35'37" W MS Chord Length: 163.19' MS |
| C5 | Radius: 2125.17' MS Delta: 12°57'46" MS Arc Length: 480.78' MS Tangent: 241.42' MS Chord Bearing: S47°58'29" W MS Chord Length: 479.76' MS |
| C6 | Radius: 2733.63' MS Delta: 10°38'56" MS Arc Length: 508.07' MS Tangent: 254.77' MS Chord Bearing: S40°07'53" W MS Chord Length: 507.37' MS |

| LINE DATA | |
|-----------|-------------------------|
| L1 | N89°02'43"E 86.02' MS |
| L2 | N36°29'38"E 81.49' MS |
| L3 | N36°34'07"E 156.67' MS |
| L4 | N33°50'06"E 50.13' MS |
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| L6 | N30°35'05"E 189.74' MS |
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| L8 | N29°13'09"E 154.65' MS |
| L9 | N29°52'11"E 156.18' MS |
| L10 | N28°26'57"E 155.60' MS |
| L11 | N28°58'34"E 97.28' MS |
| L12 | N24°12'49"E 84.78' MS |
| L13 | N36°52'12"E 36.60' MS |
| L14 | N32°23'41"E 87.00' MS |
| L15 | S31°13'21"W 176.35' MS |
| L16 | S89°07'00"W 1332.50' MS |
| L17 | S04°13'22"W 265.60' MS |
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| L27 | N35°27'01"E 159.42' MS |
| L28 | N45°17'03"E 127.54' MS |
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| L32 | N35°49'44"E 172.18' MS |
| L33 | N33°31'35"E 168.85' MS |
| L34 | N35°12'21"E 86.64' MS |
| L35 | N33°50'24"E 145.43' MS |
| L36 | N38°16'39"E 85.68' MS |
| L37 | N33°09'29"E 67.78' MS |
| L38 | N34°21'16"E 54.30' MS |
| L39 | N39°40'48"E 80.26' MS |
| L40 | N36°17'42"E 136.81' MS |
| L41 | N35°04'02"E 142.55' MS |
| L42 | N35°41'14"E 101.96' MS |
| L43 | N32°53'36"E 109.53' MS |
| L44 | N35°02'58"E 74.89' MS |
| L45 | N35°43'12"E 150.47' MS |
| L46 | N36°42'48"E 85.07' MS |
| L47 | N00°42'32"W 222.52' MS |

- LEGEND**
- RA INDICATES RECORD DIMENSION PER ATWELL ALTA/ACSM LAND TITLE SURVEY RECORDED IN FEE No. 2012-037505 RECORDS OF PINAL COUNTY, AZ.
 - RB INDICATES RECORD DIMENSION PER UNRECORDED RESULTS OF SURVEY MAP BY DENNIS BEDFORD, RLS 10044, DATED 1/29/1981 FURNISHED BY MICKEY CLARK.
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 - RH INDICATES RECORD DIMENSION PER RECORD OF SURVEY MAP BY HANSEN ENGINEERING & SURVEYING RECORDED IN SURVEYS BOOK 18, PAGE 75 RECORDS OF PINAL COUNTY, AZ.
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 - ⊙ INDICATES FOUND G.L.O. BRASS CAPPED IRON POST INTACT.
 - INDICATES FOUND CONCRETE FILLED IRON PIPE (ORIGINAL G.L.O. MONUMENT WITH NO CAP).
 - ⊖ INDICATES FOUND 2" ALUMINUM CAP STAMPED "LS 17258".
 - ⊕ INDICATES SET 30" LONG ALUMINUM CAPPED POST WITH 3" CAP STAMPED "RLS 37401".
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 - INDICATES CALCULATED POSITION. MONUMENT NOT FOUND OR SET.
 - ✂ INDICATES EXISTING BARB WIRE FENCE LINE.
 - ⊖⊕ INDICATES EXISTING WOOD UTILITY POLE WITH OVER HEAD ELECTRIC LINES.
 - TEL INDICATES EXISTING TELEPHONE S/OR CABLE TV PEDESTAL.
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 - CONC INDICATES EXISTING CONCRETE SLAB OR SIDEWALK.
 - ⊢ INDICATES EXISTING SIGN.
 - INDICATES PROPERTY LINE THIS SURVEY.
 - - - INDICATES EASEMENT SIDELINE.
 - ⊠ INDICATES SURVEY NOTE. REFER TO CORRESPONDING NUMBER LISTED IN SURVEY NOTES.
 - LX INDICATES LINE DATA. REFER TO LINE DATA TABLE.
 - CX INDICATES CURVE DATA. REFER TO CURVE DATA TABLE.



**SECTION 29
T4S-R10E**

PROJECT: BONNYBROOKE SOLAR PROJECT



GEOMETRIX LLC
LAND SURVEYING SERVICES
155 S. MONTEZUMA CASTLE HWY
SUITE 109
CAMP VERDE, AZ 86322
(928) 567-1900 geometrixllc.com



ALTA SURVEY
OF PORTIONS OF
SECTIONS 28, 29 & 32
T4S-R10E
G&SRM
PINAL COUNTY
AZ
SCALE: 1" = 300'
JOB No. G05152014SP
SHEET 3 of 4

SOUTHWEST CORNER SECTION 29 & NORTHWEST CORNER SECTION 32 T4S-R10E
 FOUND & ACCEPTED PLASTIC CAPPED IRON BAR STAMPED "LS 19344".

WEST 1/4 CORNER SECTION 32 T4S-R10E
 SEE SURVEY NOTE X.

SOUTHWEST CORNER SECTION 32 T4S-R10E
 FOUND & ACCEPTED ORIGINAL G.L.O. BRASS CAPPED IRON PIPE INTACT.

SOUTH 1/4 CORNER SECTION 32 T4S-R10E
 FOUND & ACCEPTED ORIGINAL G.L.O. BRASS CAPPED IRON PIPE INTACT.

SOUTHWEST CORNER SECTION 28 T4S-R10E
 FOUND ORIGINAL G.L.O. BRASS CAPPED IRON PIPE INTACT.

EAST 1/4 CORNER SECTION 32 T4S-R10E
 FOUND & ACCEPTED ORIGINAL G.L.O. BRASS CAPPED IRON PIPE INTACT.

CENTER of SECTION 32 T4S-R10E

PARCEL 10 APN 201-31-009 69.67 ACRES

CURVE DATA

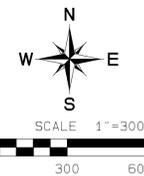
| Curve | Radius | Delta | Arc Length | Tangent | Chord Bearing | Chord Length |
|-------|-------------|--------------|------------|------------|-----------------|--------------|
| C1 | 525.55' MS | 19°22'21" MS | 177.70' MS | 89.70' MS | S18°56'21" W MS | 176.85' MS |
| C2 | 430.18' MS | 34°42'36" MS | 260.60' MS | 134.44' MS | S37°28'53" W MS | 256.64' MS |
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| C4 | 355.82' MS | 26°30'50" MS | 164.66' MS | 83.93' MS | S55°35'37" W MS | 163.19' MS |
| C5 | 2125.17' MS | 12°57'46" MS | 480.78' MS | 241.42' MS | S47°58'29" W MS | 479.76' MS |
| C6 | 2733.63' MS | 10°38'56" MS | 509.07' MS | 254.77' MS | S49°07'53" W MS | 507.37' MS |

LINE DATA

| Line | Bearing | Length |
|------|-------------|------------|
| L1 | N89°02'43"E | 86.02' MS |
| L2 | N36°29'38"E | 81.49' MS |
| L3 | N36°34'07"E | 156.67' MS |
| L4 | N33°50'06"E | 50.13' MS |
| L5 | N33°34'17"E | 122.46' MS |
| L6 | N30°35'05"E | 189.74' MS |
| L7 | N29°50'01"E | 183.02' MS |
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| L9 | N29°52'11"E | 156.18' MS |
| L10 | N28°26'57"E | 155.60' MS |
| L11 | N28°58'34"E | 97.28' MS |
| L12 | N24°12'49"E | 84.78' MS |
| L13 | N36°52'12"E | 36.60' MS |
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| L30 | N41°02'45"E | 89.09' MS |
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| L32 | N35°49'44"E | 172.18' MS |
| L33 | N33°31'35"E | 168.85' MS |
| L34 | N35°12'21"E | 86.64' MS |
| L35 | N33°50'24"E | 145.43' MS |
| L36 | N38°16'39"E | 85.68' MS |
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| L43 | N32°53'36"E | 109.53' MS |
| L44 | N35°02'58"E | 74.89' MS |
| L45 | N35°43'12"E | 150.47' MS |
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| L47 | N00°42'32"W | 222.52' MS |

LEGEND

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- INDICATES FOUND CONCRETE FILLED IRON PIPE (ORIGINAL G.L.O. MONUMENT WITH NO CAP).
- ⊙ INDICATES FOUND 2" ALUMINUM CAP STAMPED "LS 17258".
- ⊚ INDICATES SET 30" LONG ALUMINUM CAPPED POST WITH 3" CAP STAMPED "RLS 37401".
- ⊠ INDICATES SET PLASTIC CAPPED IRON BAR STAMPED "RLS 37401".
- ⬠ INDICATES SET PLASTIC CAPPED IRON BAR STAMPED "RLS 37401" AS A WITNESS CORNER TO THE NEAREST PROPERTY CORNER IN THE CANAL.
- INDICATES CALCULATED POSITION. MONUMENT NOT FOUND OR SET.
- INDICATES EXISTING BARB WIRE FENCE LINE.
- ⊕-o- INDICATES EXISTING WOOD UTILITY POLE WITH OVER HEAD ELECTRIC LINES.
- TEL INDICATES EXISTING TELEPHONE S/OR CABLE TV PEDESTAL.
- CLD INDICATES EXISTING CONCRETE LINED IRRIGATION DITCH.
- CONC INDICATES EXISTING CONCRETE SLAB OR SIDEWALK.
- ⊕ INDICATES EXISTING SIGN.
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- - - INDICATES EASEMENT SIDELINE.
- ⊠ INDICATES SURVEY NODE. REFER TO CORRESPONDING NUMBER LISTED IN SURVEY NOTES.
- LX INDICATES LINE DATA. REFER TO LINE DATA TABLE.
- CX INDICATES CURVE DATA. REFER TO CURVE DATA TABLE.



SECTION 32 T4S-R10E

PROJECT: BONNYBROOKE SOLAR PROJECT

GEOMETRIX LLC
 LAND SURVEYING SERVICES
 155 S. MONTEZUMA CASTLE HWY
 SUITE #9
 CAMP VERDE, AZ 86322
 (928) 567-1900 geometrixllc.com



| |
|--|
| ALTA SURVEY OF PORTIONS OF SECTIONS 28, 29 & 32 T4S-R10E G&SRM PINAL COUNTY AZ |
| SCALE: 1" = 300' |
| JOB No. G05152014SP |
| SHEET 4 of 4 |

APPENDIX C –

SITE MAP IDENTIFYING PARCELS UNDER SEPARATE OWNERSHIP

- A
- B
- C
- D
- E

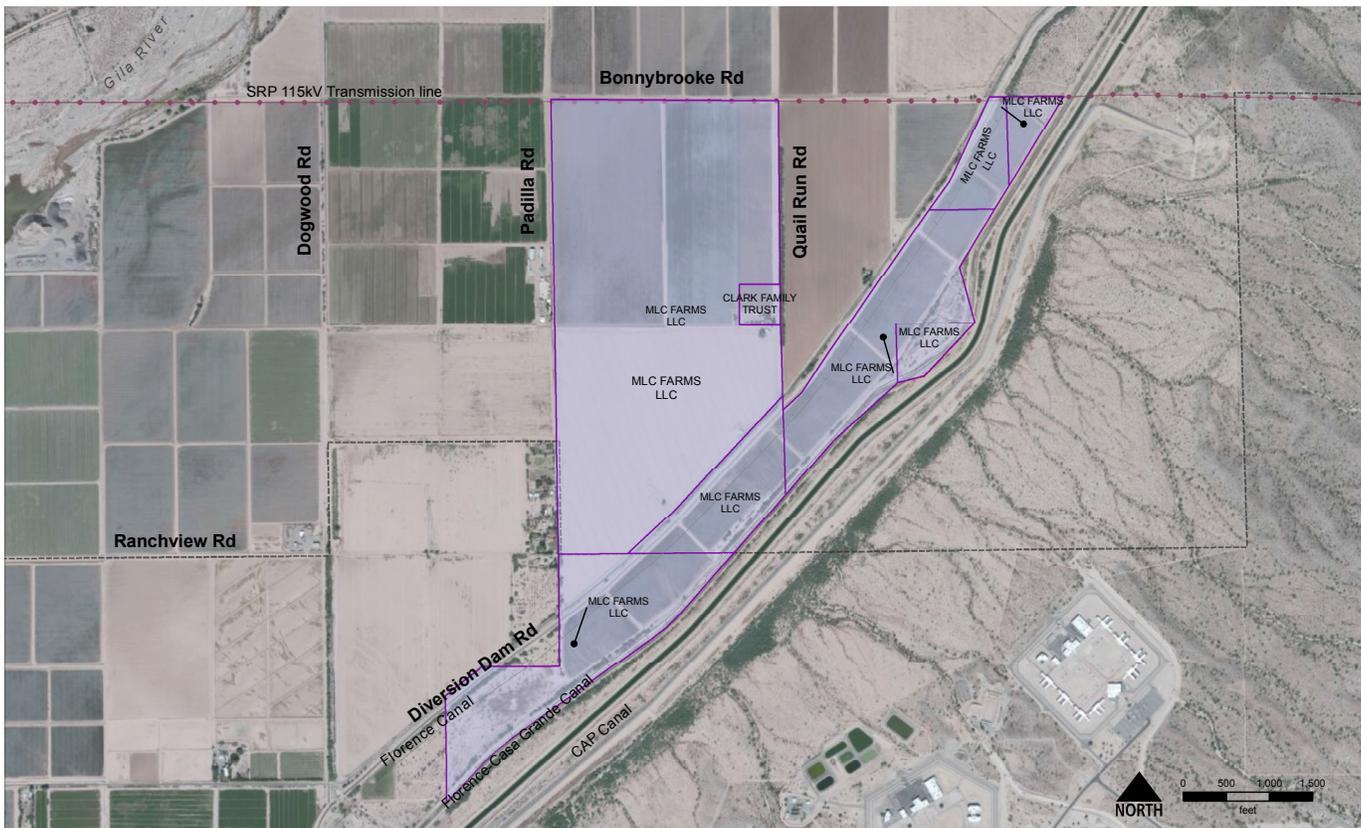


Figure B-1 Site map identifying parcels under separate ownership. The entire SunPower site is under a single owner.



APPENDIX D –

LANDOWNER SIGNATURE PAGE

- A
- B
- C
- D**
- E

IN ADDITION TO THIS APPLICATION, YOU WILL NEED TO SUBMIT:

- A. One copy of a **certified** A.L.T.A. Survey, including legal descriptions of the proposed designations
- B. Location map which identifies the property and its relationship to Pinal County environs.
- C. Map showing the topography of the property.
- D. Site map which specifically identifies the property including parcels under separate ownership.
- E. Property owner(s) authorization for the Comprehensive Plan Amendment.
- F. Other information as may be determined necessary by the Planning staff or other information the applicant feels is pertinent to this request.
- G. Non-refundable filing fee as shown on the cover page.
- H. Submit a CD which contains a copy of the application and narrative in PDF format.

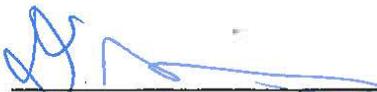
THIS APPLICATION MUST BE SUBMITTED IN PERSON.

I certify the information included in this application is accurate, to the best of my knowledge. I have read the application and I have included the information, as requested. I understand if the information submitted is incomplete, this application cannot be processed.

| | | |
|-------------------------------|------------|--------------|
| MLC Farms, LLC | [REDACTED] | [REDACTED] |
| Clark Family Trust | [REDACTED] | [REDACTED] |
| Name of Landowner (Applicant) | Address | Phone Number |

| | |
|---|----------------|
| See attached Agency Authorization forms | [REDACTED] |
| Signature of Landowner (Applicant) | E-Mail Address |

| | | |
|---------------|--|--------------|
| Drew Gibbons | 1414 Harbour Way South, Richmond, CA 94804 | 510-260-8410 |
| Name of Agent | Address | Phone Number |

| | |
|---|---------------------------|
|  | drew.gibbons@sunpower.com |
| Signature of Agent | E-Mail Address |

The Agent has the authority to act on behalf of the landowner. The Agent will be the contact person for Planning staff and must be present at all hearings. Please use the attached Agency Authorization form, if applicable.



APPENDIX F –

NEIGHBORHOOD/COMMUNITY MEETING

- Summary meeting notes
- Affidavit of advertising
- Notice to adjoining property owners
- Meeting handout
- Meeting boards
- Sign-in sheets

- A
- B
- C
- D
- E



*May 29, 2014 SunPower
neighborhood/community meeting*

Summary meeting notes

A neighborhood/community meeting was held in Florence, Arizona, on May 29, 2014 at the Pinal County Courthouse.

Meeting invitations were sent to property owners within 1200 feet of the project site. An ad was run in the *Florence Reminder* and *Blade-Tribune* on May 22, 2014 (the ad and affidavit from the publisher are included in this Appendix).

The meeting was held from 6 - 8 p.m. in the Ironwood Conference Room of the Courthouse. The meeting was conducted as an open house. Members of SunPower and HDR were present to answer questions and describe the project.

Three display boards were presented describing the project, the PV technology developed by SunPower, and the major steps in the process to request approval of a major comprehensive plan amendment, and a zoning change to permit development of up to 50 MW PV facility.

The following table summarizes the major points of discussion at the meeting. Following the table is information on the meeting notification, the meeting sign-in sheets, and an exhibit showing the display boards.



| Comments | Responses |
|--|---|
| There is a lot of traffic on Padilla with prison vehicles going back and forth, farm equipment, etc. How do you intend to handle the dust issue? Won't dust affect the panels? | Dust suppression is a part of most construction projects. SunPower is investigating the options available for dust suppression. SunPower will follow-up. Dust can impact the panel performance; however, depending on the amount of dust the decrease is generally only one to two percent. |
| How do you clean the panels? Are chemicals used? | Solar panels are cleaned by hand using a small amount of water (about a teacup's worth per panel) approximately twice per year, or as needed. No chemicals are used in cleaning. SunPower is currently experimenting with a robotic device that cleans the panels. |
| There is a fish farm nearby that is visited by bald eagles, vultures and blue herons. | Comment noted. |
| Where is this project currently in the process? Is this a done deal? | This project is still in the very early stages of the process. It could take another 9-12 months before all of the permitting requirements are met. If we receive approval, construction could begin in 2015. |
| Why did you select this site? What considerations were taken into account? | SunPower undertakes an extensive screening process of potential sites. A number of factors were considered in choosing this site: the site is very flat; the site is located adjacent to the Coolidge/Bonnybrooke 115 kV transmission line; biological and cultural impacts appear at this point to be minimal; it is not located in a flood zone; it is close to major metropolitan area; and, the landowner is willing to sell. |
| Does this project create jobs? | Yes, approximately 100 jobs during the 6-12 months of construction. |
| What will the water be used for on site? | A very limited amount of water would be used for panel washing. |

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| Comments | Responses |
|--|---|
| Are there wells located on the land? Can they be used for purposes other than domestic use? | The landowner states there are three wells located on the property. SunPower will investigate the options for water use on the site. |
| What security measures will be taken? | A six-foot security fence would enclose the property. Fencing is a federal regulation for utilities to protect the public. SunPower would consider whether anything more is needed, such as electronic surveillance, given the proximity to the prison. |
| Is there a similar solar site nearby in which to compare? | Yes, Copper Crossing is a smaller yet very similar site and is located on Bella Vista Road and Attaway Road north of Florence. |
| About how many panels are planned for the site | About 150,000. |
| How many employees would be on site per day? | Expect 1-2 employees on site. |
| Has any research been done on previous sites? What effect does solar have on communities? Property values? | Staff was unsure whether any specific research has been done. They will follow up. |
| Where are the cells and panels produced? | Partly in the United States, as well as overseas in Malaysia and the Philippines. |
| Do you have dates yet for the Planning and Zoning hearing and the Board of Supervisors hearing? | Michael LaBianca stated that he believes the Planning and Zoning hearing would occur on September 18, 2014. This information is posted in the Pinal County 2014 Comprehensive Plan Major amendment Process Schedule on the County's website. |
| Who will you sell the facility to once it has been built? | SunPower does not have a buyer at this time. They have a "list" of investors they work with often. The buyer would likely be a corporate entity. |
| How do we make comments? | Contact Michael Labianca at HDR. His contact information is on the handout. Michael will distribute comments received to the appropriate team members. |

Affidavit of advertising

STATE OF ARIZONA

COUNTY OF PINAL

} SS.

NEIGHBORHOOD MEETING ADVERTISEMENT
 Date: May 22, 2014 [publication date]
 The following is a notice that a neighborhood meeting will be held to discuss a proposed solar photovoltaic solar project. SunPower Corporation, Systems (SunPower) is planning to develop up to an approximately 430-acre site located adjacent to the town of Florence in Pinal County. The site is roughly bounded by Bonnybrook Road to the north, the Central Arizona Project canal to the south, Quail Run Road to the east, and Padilla Road to the west. Development of the site would include the construction of an approximately 50 megawatt solar photovoltaic facility that includes interconnection facilities and an operation and maintenance building. The project will include an onsite project substation which will interconnect to a new SRP-owned interconnection facility also onsite. SRP may be required to reconductor the Coolidge-Bonnybrook 115 kilovolt transmission line adjacent to the property to accommodate the project. The proposed project is located on private land that is currently used for agriculture.
 Meeting Date: May 29, 2014
 Meeting Time: 6-8 p.m.
 Meeting Location: 1891 Courthouse (East Entrance) - Room 101, Ironwood Conference Room, 135 N. Pinal Street, Florence, Arizona.
 In addition to the neighborhood meeting, there will be further opportunities for you to participate in the decision making process. This application will require a public hearing before the Pinal County Planning Commission and Board of Supervisors; additional notice will be published before each meeting is held.
 If you have any questions regarding the proposed project, please contact: Michael LaBianca, Project Manager at HDR, 3200 East Camelback Road, Suite 350, Phoenix, Arizona 85018; email: michael.labianca@hdrinc.com, phone at 602.778.7334, or fax: 602.522.7707. If you have questions regarding the County process, please contact Pinal County Planning and Development at 520.866.6447.
 No. of publications: 1; date of publication: May 22, 2014.

Affidavit of Publication

RUTH A. KRAMER first being duly sworn deposes and says: That he/she is a native born citizen of the United States of America, over 21 years of age, that I am an agent and/or publisher of the Florence Reminder and Blade-Tribune, a weekly newspaper published at Florence, Pinal County, Arizona, on Thursday of each week; that a notice, a full, true and complete printed copy of which is hereunto attached, was printed in the regular edition of said newspaper, and not in a supplement thereto, for ONE consecutive issues the first publication thereof having been on the 22ND

day of MAY A.D., 2014

Second publication _____

Third publication _____

Fourth publication _____

Fifth publication _____

Sixth publication _____

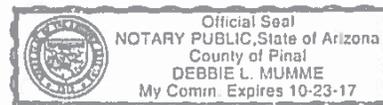
FLORENCE REMINDER & BLADE-TRIBUNE

By [Signature]
agent and/or publisher of the Florence Reminder & Blade-Tribune

Sworn to before me this 27th

day of May A.D. 2014
[Signature]

Notary Public in and for the County of Pinal, State of Arizona



A
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Notice to adjoining property owners



May 19, 2014

Chris Baker
 Director, Development
 SunPower Corporation, Systems
 1414 Harbour Way South
 Richmond, CA 94804

RE: Neighborhood Meeting for Proposed SunPower Solar Project

Dear «M» «First» «Last»:

SunPower Corporation, Systems (SunPower) is planning to develop a site up to 430-acres located adjacent to the town of Florence in Pinal County. The site is roughly bounded by Bonneybrook Road to the north, the Central Arizona Project canal to the south, Quail Run Road to the east, and Padilla Road to the west (see project location map on next page). Development of the site would include the construction of a solar photovoltaic facility of approximately 50 megawatts that includes interconnection facilities and an operations and maintenance building. The project will include an onsite project substation which will interconnect to a new SRP-owned interconnection facility also onsite. SRP may be required to reconductor the Coolidge-Bonnybrook 115 kilovolt transmission line adjacent to the property to accommodate the project. The proposed project is located on private land that is currently used for agriculture.

SunPower is requesting a major amendment to the Pinal County Comprehensive Plan, which will be followed by a request to rezone the property from low-density residential to industrial to allow operation of a utility-scale solar project. The application for the Comprehensive Plan amendment will be submitted in June 2014. Should the Comprehensive Plan amendment be approved, the rezoning would then go before the County Planning and Zoning Commission and Board of Supervisors for action.

SunPower is hosting a neighborhood meeting to provide more information about the project and to give members of the public an opportunity to ask questions and provide comments about the project. The notification list of affected property owners is derived from current records of the Pinal County Assessor's Office. As those records are not always current, please feel free to notify your neighbors of this meeting date so all may have the opportunity to participate. Meeting information is as follows:

Thursday, May 29, 2014

6 – 8 p.m.

1891 Courthouse (East Entrance) – Room 101, Ironwood Conference Room

135 N. Pinal Street, Florence, Arizona

If you are unable to attend the meeting but would like to make a comment or ask questions, please contact SunPower before May 31, 2014 care of:

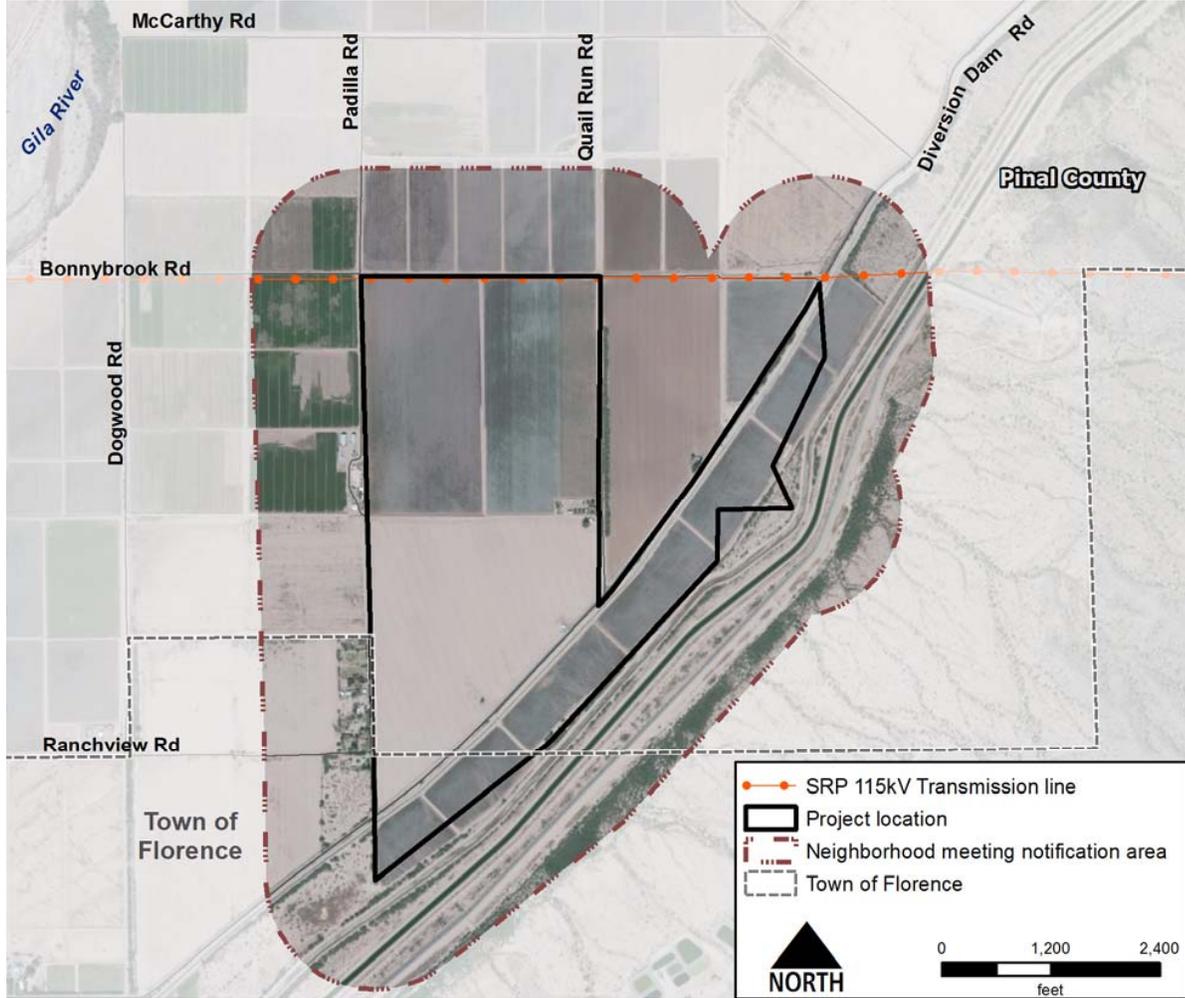
| | |
|--|---|
| Michael LaBianca, Senior Project Manager | HDR, Inc. |
| Email: michael.labianca@hdrinc.com | 3200 East Camelback Road, Suite 350, Phoenix, Arizona 85018 |
| Phone: 602.778.7334 | Fax: 602.522.7707 |

SunPower Corporation · 1414 Harbour Way South · Richmond, CA 94804
<http://www.sunpowercorp.com>



- A
- B
- C
- D
- E

Project Location



Thank you in advance for your participation.
Sincerely,

Chris Baker
SunPower Corporation Systems
Director, Development

c: Drew Gibbons, SunPower Corp.
Renee Robin, SunPower Corp.
Michael LaBianca, HDR, Inc.

Meeting handout

SUNPOWER PV PROJECT

SUNPOWER[®] MORE ENERGY. FOR LIFE.™MAJOR COMPREHENSIVE PLAN AMENDMENT | Neighborhood Meeting
May 29, 2014

SUNPOWER PHOTOVOLTAIC (PV) PLANT

Project Overview

- Photovoltaic (PV) solar facility being developed by SunPower. Expected to come online by 2016 and generate up to 50 megawatts of electricity.

Project Site

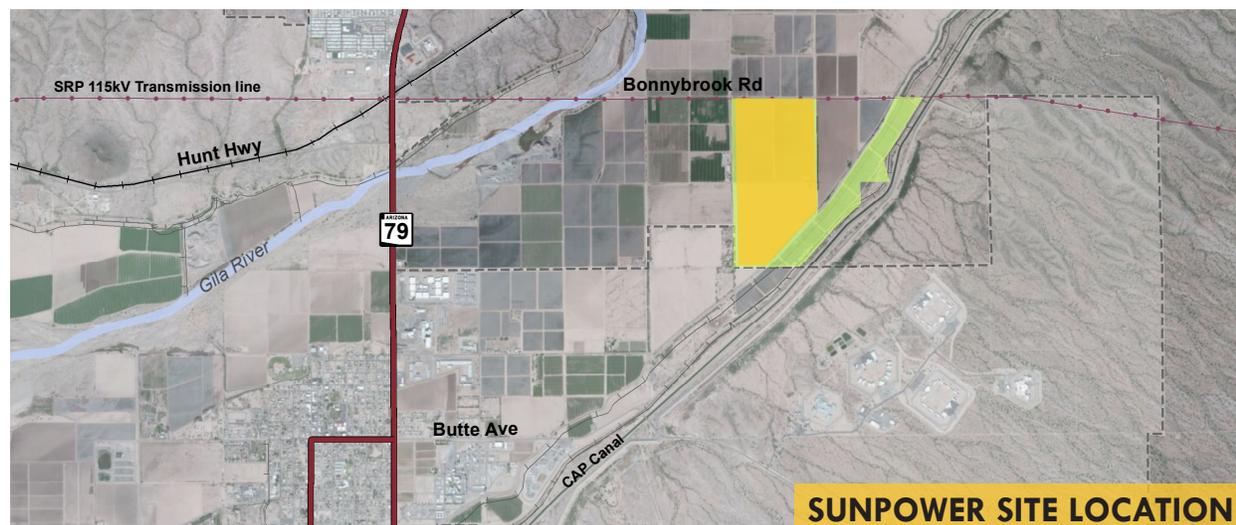
- Approximately 430 acre site
- Current land use is agriculture
- Bordered to south and east by CAP canal

Major Comprehensive Plan Amendment

- Requesting a change from Very Low Density Residential (0-1 dwelling unit per acre) to General Public Facilities/Services
- Following Major Comprehensive Plan Amendment, request will be made to change zoning from low-density residential to industrial for PV facility

Site Development

- Site will include an operations and maintenance building and on-site interconnection facilities
- Interconnect to Coolidge-Bonnybrook transmission line (runs along northern site edge)



For additional information, comments, or questions, please contact:

Michael LaBianca, HDR

Phone: 602.778.7334

Email: michael.labianca@hdrinc.com

Mail: 3200 E. Camelback Rd, Suite 350, Phoenix, AZ 85018

SUNPOWER TECHNOLOGY

SunPower Solar Panels

- Highest efficiency panels - more energy per panel than any other company, reduces land area required for projects
- Highest quality - fewer replacements needed over time
- Low to the ground - never taller than 8 feet
- Quiet - the panels are silent, with minimal noise coming from inverter stations

Solar Power Plant – “Oasis”

- Uses SunPower panels and single axis trackers
- Pre-designed “blocks” that fit together easily in the field
- Reduces construction time and cost

Single Axis Trackers

- Follows the sun’s path across the sky
- Captures up to 25% more of the sun’s energy than fixed-tilt systems
- Each tracker driven by small, 1/2-horsepower, bi-directional motor
- Piers driven directly into soil to limit grading and poured concrete

COMMUNITY BENEFITS

- Up to 100 construction jobs in Pinal County
- Economic lift to local business
- Tax benefits to Pinal County
- Commitment to environmental stewardship
- Consistent with Pinal County’s goals



Schedule



Major Comprehensive Plan Amendment

- Neighborhood & Citizen’s Advisory Committee Meeting
- Planning & Zoning Commission hearing
- Board of Supervisors’ hearing



Zoning Change

- Planning & Zoning Commission hearing
- Board of Supervisors’ hearing



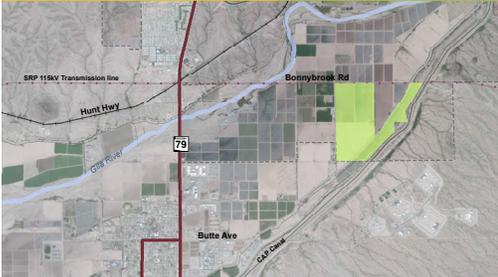
Construction

- Construction permitting
- Other permitting as required

Meeting boards

SUNPOWER PV PROJECT

SUNPOWER[®] MORE ENERGY. FOR LIFE.™



SunPower site location



For additional information, comments, or questions, please contact:

Michael LaBianca, HDR

Phone: 602.778.7334

Email: michael.labianca@hdrinc.com

Mail: 3200 E. Camelback Rd, Phoenix, AZ 85018

PROJECT OVERVIEW

Photovoltaic (PV) solar facility being developed by SunPower. Will come online in 2016 and generate up to 50 megawatts of electricity.

Project Site

- Approximately 430 acre site
- Current land use is agriculture
- Bordered to south and east by CAP canal

Major Comprehensive Plan Amendment (MCPA)

- Requesting a change from Very Low Density Residential (0-1 du/ac) to General Public Facilities/Services
- Following MCPA, request will be made to change zoning from low-density residential to industrial for PV facility

Site Development

- Site will include an operations and maintenance building and on-site interconnection facilities
- Interconnect to Coolidge-Bonnybrook Road transmission line (runs along northern site edge)

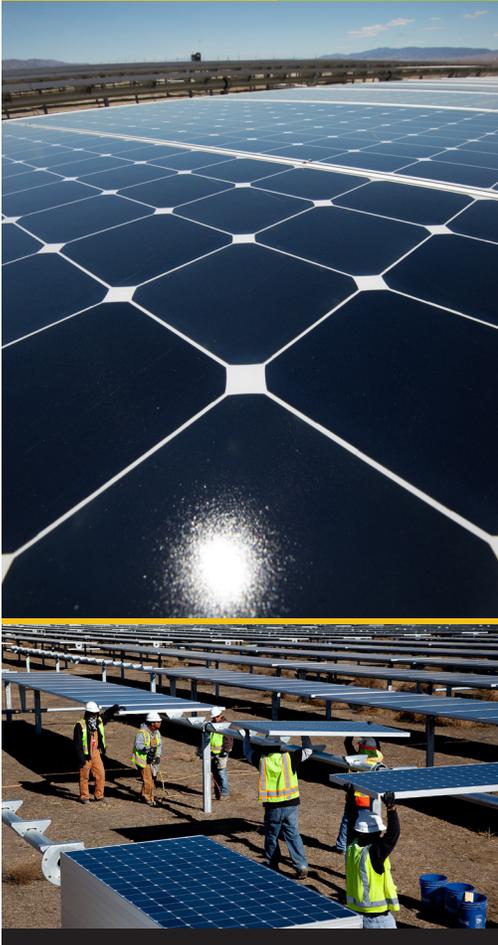
Schedule

| | |
|--|---|
| | Major Comprehensive Plan Amendment Neighborhood & Citizen's Advisory Committee Meeting Planning & Zoning Commission hearing Board of Supervisors' hearing |
| | Zoning Change Planning & Zoning Commission hearing Board of Supervisors' hearing |
| | Construction Construction permitting Other permitting as required by Pinal County |

MAJOR COMPREHENSIVE PLAN AMENDMENT AND ZONING CHANGE | May 29, 2014

SUNPOWER PV PROJECT

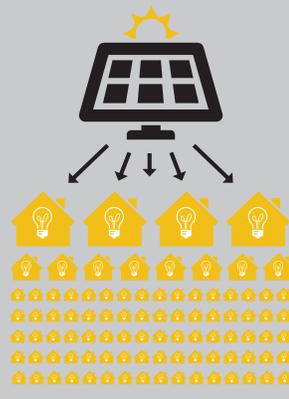
SUNPOWER[®] MORE ENERGY. FOR LIFE.™



COMMUNITY BENEFITS

- Construction jobs in Pinal County
- Economic lift to local business
- Tax benefits to Pinal County
- Commitment to environmental stewardship
- Consistent with Pinal County's goals

A 50 MW solar plant can power ~11,000 homes

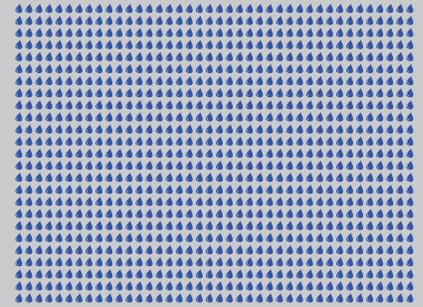


Water consumption by land use

SunPower PV Project: 2 acre/feet per year



Agricultural: 1,000 acre/feet per year



MAJOR COMPREHENSIVE PLAN AMENDMENT AND ZONING CHANGE | May 29, 2014

SUNPOWER PV PROJECT

SUNPOWER[®] | MORE ENERGY. FOR LIFE.™

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SUNPOWER TECHNOLOGY

SunPower Solar Panels

- Highest efficiency panels - more energy per panel than any other company, reduces land area required for projects
- Highest quality - fewer replacements needed over time
- Low to the ground - never taller than 8 feet
- Quiet - the panels are silent, with minimal noise coming from inverter stations



Solar Power Plant – “Oasis”

- Uses SunPower panels and single axis trackers
- Pre-designed “blocks” that fit together easily in the field
- Reduces construction time and cost

Single Axis Trackers

- Follows the sun’s path across the sky
- Captures up to 25% more of the sun’s energy than fixed-tilt systems
- Each tracker driven by small, 1/2-horsepower, bi-directional motor
- Piers driven directly into soil to limit grading and poured concrete



MAJOR COMPREHENSIVE PLAN AMENDMENT AND ZONING CHANGE | May 29, 2014

PZ-PA-005-14

APPLICATION FOR A COMPREHENSIVE PLAN AMENDMENT IN AN UNINCORPORATED AREA OF PINAL COUNTY, ARIZONA

(all applications **must** be typed or written in ink)

- 1. The legal description of the property: SEE ATTACHED

- 2. Parcel Number(s): 210-34-022A and 210-34-022B Total Acreage: approx. 560 acres

- 3. Current Land Use Designation: Employment & Moderate Low Density Residential

- 4. Requested Land Use Designation: Employment

- 5. Date of Concept Review: 5/27/14 Concept Review Number: Z-PA-034-14

- 6. Why is this Comprehensive Plan Amendment being requested? (You must provide a summary of the anticipated development on this page, if not provided, the application cannot be processed.): SEE ATTACHED

- 7. Discuss any recent changes in the area that would support your application. SEE ATTACHED

- 8. Explain why the proposed amendment is needed and necessary at this time. SEE ATTACHED

RECEIPT #: _____ AMT: _____ DATE: _____ CASE: _____



PINAL COUNTY
wide open opportunity

I certify the information included in this application is accurate, to the best of my knowledge. I have read the application and I have included the information, as requested. I understand if the information submitted is incomplete, this application cannot be processed.

INTEGRITY LAND & CATTLE, LLC (520) 689-3308
Name of Applicant Address Phone Number

Sterling Hundley (CONTROLLER) STERLING.HUNDLEY@RIVOTINTO.COM
Signature of Applicant E-Mail Address

Jordan Rose 7144 E. Stetson Drive, #300
Rose Law Group pc Scottsdale, AZ 85251 480-505-3939
Name of Agent/Representative Address Phone Number

Jordan Rose
Signature of Agent/Representative jrose@roselawgroup.com
E-Mail Address

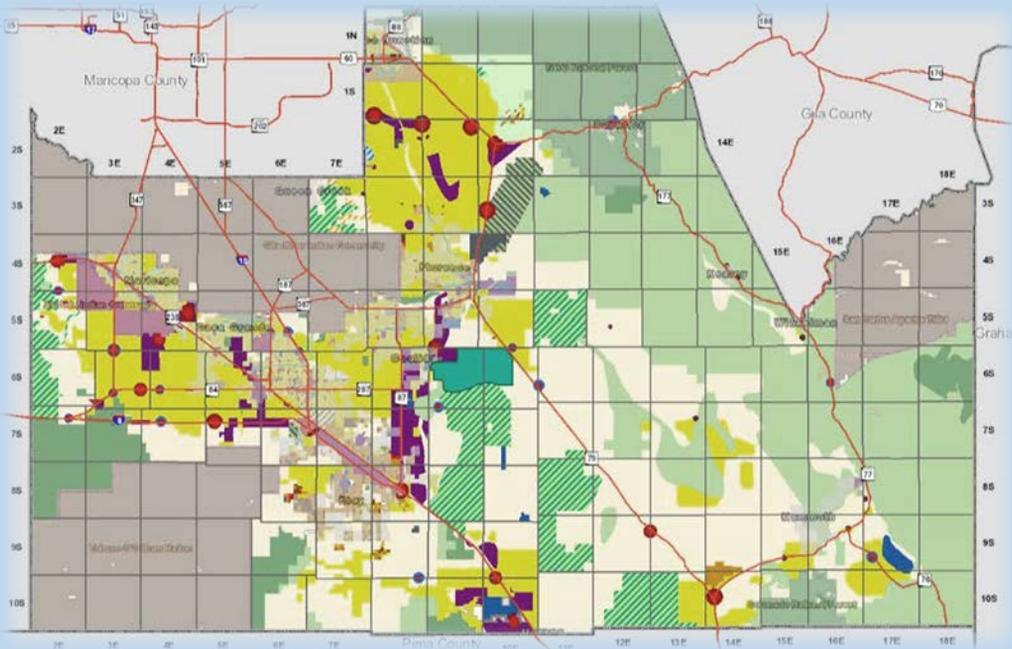
The Agent/Representative has the authority to act on behalf of the landowner/applicant, which includes agreeing to stipulations. The agent will be the contact person for Planning staff and must be present at all hearings. Please use attached Agency Authorization form, if applicable.

INTEGRITY LAND & CATTLE, LLC 102 MAGMA HEIGHTS (520) 689-3308
Name of Landowner Address Phone Number
SUPERIOR, AZ 85173

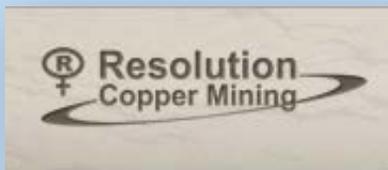
Sterling Hundley 102 MAGMA HEIGHTS STERLING.HUNDLEY@RIVOTINTO.COM
Signature of Landowner Address E-Mail
SUPERIOR, AZ 85173

If landowner is not the applicant, then applicant must submit a signed notarized consent form from the landowner with this application. Please use attached Consent to Permit form, if applicable.

Pinal County Comprehensive Plan Amendment



Prepared for:



Prepared by:



June 2014

1.0 Introduction and Background

Resolution Copper Mining, LLC (“Resolution”) is working to develop one of the largest undeveloped copper deposits in the world in the area of the former Magma Copper Mine near the Town of Superior, Arizona. Resolution is expected to have an economic value of \$61.4 billion in economic value over 60 years (the estimated life of mine), including billions in tax revenue to Pinal County over the life of the project.

Before any commercial ore extraction or processing begins, an approved mine plan must be obtained from the United States Forest Service (“USFS”) as well as approximately 50 federal, state and county permits and approvals. The USFS decision must comply with the National Environmental Policy Act (“NEPA”), which requires that an Environmental Impact Statement (“EIS”) be completed before a final mine plan is approved and record of decision is granted.

If the project is approved, it is expected to become the largest copper producer in North America and one of the largest in the world, with the capacity to supply more than a quarter of the nation’s current demand for copper and provide employing thousands of people from throughout the region during construction and operations.

The request contained in this Application for Major Amendment to the Pinal County Comprehensive Plan (the “Application”) is an integral part of Resolution Copper’s proposal and represents a necessary component of the mine’s success.

The entire Property is well suited for Employment designation and is located directly adjacent to the existing Magma Rail line north of the municipal boundaries of the Town of Florence in Pinal County. The proximity and access to the rail line make the Property well suited for economic development and positions it as an employment center. This Application is being made as one of the numerous permits and approvals required to bring the mine, located in Superior, Arizona to fruition. We want to be abundantly clear up front, this use is NOT a smelter and is NOT a noxious use of any kind. As described below, the use is enclosed to minimize and limit emissions and impacts to the site and surrounding area and is for the purpose of loading copper concentrate into rail cars for additional processing off site.

During ore processing, a mixture of copper minerals and water, called concentrate is produced. Copper concentrate, will be transported via pipelines from the mine and concentrator facilities in Superior to this site. This pipe will be located within the existing disturbed Magma Arizona Rail Road Company (MARRCO) right-of-way. Upon arrival at the facility, known as a Transfer Facility, the excess water is removed or filtered from the concentrate and collected and stored in tanks and pumped back up the MARRCO for reuse in the processing facilities in Superior, Arizona. Once filtered, the copper concentrate will be conveyed to the adjacent concentrate Load out Facility. At the Load out Facility, concentrate will be stored and loaded into railroad cars *inside* the facility. This entire process occurs in an enclosed building. After the railcars are loaded with the copper

concentrate, they travel on the Magma Railroad to meet up with Union Pacific Rail Road (“UPRR”) and then to an off-site smelter.

2.0 Existing Land Use

The Property’s current land use designation is approximately 230 acres of Employment and 330 acres of MLDR. The Property is vacant land that has been previously disturbed. It is located on the north side of Skyline Drive and is adjacent to the Magma Railroad line. The Property is mostly surrounded by vacant State Land and is approximately a mile from the nearest development of any kind. There is some privately owned land on the northwest corner of the Property which is currently vacant desert land. SRP owns approximately 3 acres along the Property’s western boundary line and there is a 69 kV transmission line that run along the boundary.

3.0 Future Land Use and Proposed Comprehensive Plan Designations

The proposed future use has been described in detail above. It is helpful to note that the Property has been identified in the Superstition Vista’s Planning Area as an Employment Corridor due to its convenient location along the Magma Railroad line.

3.1 Purpose for Proposed Comprehensive Plan Designations

As explained above, the purpose for this request is to allow for the Resolution Copper mine to properly function. By re-designating the Property so it is all Employment, Resolution Copper will be able to construct and operate an essential Transfer Facility, which will allow for the transfer of copper concentrate off site for further processing and to market. Resolution Copper needs this request to be approved to be able to effectively and efficiently operate the mine. Further, designating the Property as Employment is a better fit for the land. This Property is adjacent to the Magma Railroad tracks, near the future North/South Freeway alignment, and surrounded by State Land. It has been previously disturbed with 69 kV transmission lines running to it. The proposed operation of the Transfer Facility has been designed to minimized impacts to the surrounding area. There will be no hazardous gases or liquids used or produced on site and all operations will be conducted within enclosed buildings on the Property. The Applicant has worked very closely with the East Valley Partnership Planning Team and the creation of the Superstition Vista’s Planning Area. The proposed Transfer Facility has been taken under consideration and has been concluded to be a good fit for this Employment Corridor area. The proposed Amendment will bring the entire Property under the most appropriate land use category and allow it to develop with the best possible use for this location.

3.2 Recent Changes in the Area that Would Support Request

In 2011, Resolution Copper worked very closely with members of the East Valley Partnership (“EVP”) Planning Team to develop an ideal vision for the Superstition Vista’s planning area in order to protect the pristine desert character, breath-taking views and provide guidance for the inevitable future development. It was collaboratively decided that the proposed Transfer Facility is an acceptable use in this area based on its location. It is adjacent to the Magma Railroad line, surrounded by State Land and located within an Employment corridor that was identified by the EVP planning team.

The nearest North/South Freeway Alignment Option is located approximately 3 miles to the west of the proposed Transfer Facility location. The proposed use will have no negative impact on the future Freeway Alignment. In fact, the future Freeway Alignment will provide access to the Transfer Facility for future employees. The Property is located on the north side of Skyline Drive which is a paved and striped roadway; however, Skyline Drive does not continue past the Magma Railroad tracks. Therefore, Skyline Drive is currently the only access to and from the proposed Transfer Facility site.

3.3 Proposed Amendment is Necessary and Needed

The proposed Amendment is necessary and needed to enable Resolution Copper’s mine plan to function efficiently and effectively. As discussed above, Resolution Copper must have a way to transport the copper concentrate off site and must have the ability to get it on the Union Pacific Railroad for distribution to an off-site smelter.

3.4 Environmental Permits and Compliance with Federal, State, and Local Regulations

Resolution Copper will comply with all Federal, State, and Local Regulations and are in the process of obtaining all necessary permits. This operation will be among the most well regulated in the county and the state.

3.5 Infrastructure

The infrastructure necessary to support operations of the Transfer Facility are already in place or will be before operations begin, which is yet another reason that the Property is the ideal site for the project. The Magma Railroad’s right-of-way provides a path for the pipelines that transports the copper concentrate to the Transfer Facility without creating a large amount of new disturbance. Once the copper reaches the Transfer Facility and the excess water is extracted, the

copper concentrate is loaded into railroad cars on the Magma Rail Road, which ties into the Union Pacific Rail Road for transportation to an off-site smelter.

The project also provides for its own water infrastructure by capturing storm water onsite and recovering and reusing as much water as practical. Therefore, it provides for its own water needs and has its own infrastructure to support its water needs and store captured and re-used water.

The project's power source comes from Able Sub-Station, which provides a power line up the mine and is more than sufficient to support the Transfer Facility.

4.0 Compliance with Plan's Vision Components

This Application seeks a change that *is consistent* with the Sense of Community vision component as set forth in the Pinal County Comprehensive Plan (the "Plan"). The Property is ideally situated to host industrial uses and make the most of the important rail infrastructure that has played such a vital role in the history of Pinal County. Industrial uses are important job providers and help create and maintain a diverse economy allowing people to live close to where they work. Much of the Property is already designated as Employment indicating that the County has already envisioned this location as an Employment opportunity.

This Application *is consistent* with the Plan's Mobility and Connectivity vision component. Utilizing the rail and taking advantage of existing transportation corridors is key to satisfying this vision element. This proposal is only made possible as a result of this important mobility element.

This Application *is consistent* with the Economic Sustainability vision component. This proposal will drive jobs to the County and take advantage of existing rail infrastructure to better the future of the County.

This Application *is consistent* with the Open Spaces and Places vision component. The Property will be developed in accordance with the County's open space requirements.

This Application *is consistent* with the Environmental Stewardship vision component. The proposal is environmentally responsible by locating employment uses in areas that are close to existing infrastructure (the rail) thereby minimizing disturbances that could be caused by locating away from infrastructure.

This Application *is consistent* with the Healthy, Happy Residents vision component. Locating employment opportunities in the County cuts down on the need for residents to drive great distances to work. Keeping jobs in Pinal County keeps residents happy.

This Application *is consistent* with the Quality Educational Opportunities vision component. Providing diverse job opportunities for graduates of Pinal County schools helps further this vision component.

5.0 Conformance with Comprehensive Plan's Key Concepts

This area is already designated for Employment uses and this small adjustment will permit the area adjacent to the rail to be maximized. This is consistent with the maps.

The Property is not within a mixed use activity center.

The proposed Major Amendment to the Plan *is consistent* with the Employment area Planning Guidelines. The Property is along a major existing transportation line (the rail) and development of this project will maintain and add to the amount of Employment designated land in the County.

This Application *is clearly consistent* with Economic Development element of the Plan. This project will bring jobs and a more diverse economy to the County.

The Application does not negatively impact agricultural, equestrian or rural lifestyles. This Application will put this land into use and does not take any agricultural land out of production.

This Application will follow any and all requirements of the County's Open Space Master Plan.

This Application will address any environmentally sensitive areas it may impact. In fact, because much of the site was already mass graded as part of a previously planned development, we already know that this is not an issue for much of the Property.

This Application will comply with all required water availability and quality standards.

6.0 Conformance with Comprehensive Plan Amendment Determination Criteria

1) *The identified site is appropriate for the use.*

The Property is perfectly located for this Employment use. It is currently vacant, previously disturbed desert land which is isolated by mostly State Land, adjacent to the Magma Railroad and a mile from any existing development. The Applicant inspected the Property extensively before determining that the proposed Transfer Facility is the best use based on the factors previously listed. The Applicant also worked very closely with the EVP's Planning Team on the vision for the Superstition Vista's Planning Area. This Property is located within an area that was determined by the Planning Team as an Employment Corridor based on its proximity to the Magma Railroad.

2) *The Amendment must constitute an overall improvement to the County.*

The proposed Amendment is most definitely an overall improvement to the County as it will unify the land use designation on the entire Property in order to allow this Property to develop for its highest and best use creating jobs. The Amendment will designate the entire Property as Employment which along with the Rezoning Application will allow the operation of this essential Transfer Facility for what will be the largest copper mine North America. The construction phase alone will bring thousands of jobs to the County. The entire copper mine operation is estimated to bring in \$2.6 billion to Pinal county over the life of the project which is fifty (50) years.

3) *The Amendment will not adversely impact a portion of, or the entire County, by:*

- a. *Significantly altering existing land use patterns, especially in established neighborhoods;*

This request will not alter any existing land use patterns and simply extends an existing Employment designation to cover an entire parcel to facilitate this employment use. The Property is surrounded mostly by vacant State Land and is, in fact, vacant land itself. Additionally, Superstition Vista's Planning Area identifies the Property as located within an Employment Corridor along the Magma Railroad.

- b. *Significantly reducing the jobs per capita balance in Pinal County;*

The Amendment will significantly increase jobs in the County by re-designating this Property as Employment. This Amendment will allow for the operation of the proposed Transfer Facility at the Property. This Transfer Facility will be an essential part of the Copper Mine's overall success. The construction phase alone for the Transfer Facility and underground pipeline in the Magma Railroad Right of Way will bring thousands of jobs to Pinal County. It is estimated that the entire Copper Mine operation will bring \$2.6 billion to the County over the life of the project.

- c. *Replacing employment with residential uses;*

This proposal adds employment and does not reduce it.

- d. *Placing new development away from existing or approved development if the new development overtaxes infrastructure systems and public services when considering: future contributions to infrastructure and services through*

construction and dedication of improvements, payments of development fees, and other mitigation measures;

The current existing infrastructure is adequate to serve the site and this proposal will not overtax any infrastructure. Instead, it makes perfect use of the existing, and underutilized, Magma Rail right-of-way to create jobs in the perfect location.

e. Negatively impacting the existing character (ie visual, physical, environmental and functional) of the immediate area;

The facility will not negatively impact existing character. The facility is located a mile from any development and is designed to have its essential operations conducted within an enclosed space while utilizing delivery pipe in an already disturbed rail road corridor.

f. Increasing the exposure of residents to aviation-generated noise, and/or flight operations;

There are no residents within a mile of the site.

g. Diminishing the environmental quality of the air, water, land or cultural resources;

Before any commercial ore extraction or processing begins, an approved mine plan must be obtained from the United States Forest Service (“USFS”) as well as approximately 50 federal, state and county permits and approvals. The USFS decision must comply with the National Environmental Policy Act (“NEPA”), which requires that an Environmental Impact Statement (“EIS”) be completed before a final mine plan is approved and record of decision is granted.

Specifically, NEPA requires:

- Appropriate environmental protection and mitigation measures to be identified, considered and applied before a federal agency makes a decision. This includes rigorous water studies and substantive plans for protection of groundwater, surface water, recreation and cultural resources. Resolution will be accountable for implementing these measures.
- An alternatives analysis, including an assessment of tailings sites in other locations.
- A final reclamation plan along with financial assurance – it is the law. Resolution will be required to cover all closure costs and post-closure monitoring, not taxpayers.
- Compliance with all relevant rules and regulations including the Clean Air Act, Clean Water Act, the Safe Drinking Water Act and the Endangered Species Act for

protection of public and environmental health and safety and biological resources.
This is the law.

If Resolution Copper does not comply with NEPA or numerous federal and state laws and regulations, the mine will never begin production.

h. Significantly decreasing the quantity or quality of recreational amenities such as open space, parks and trails.

The proposed Transfer Facility will have no negative impact on the surrounding recreational amenities and will do everything possible to accommodate and incorporate existing trail corridors.

7.0 Pre-Application Meeting Staff Comments

A pre-application meeting was held with Pinal County staff on May 27, 2014. Staff provided the following comments:

1. For dust control purposes, would the Applicant consider paving all parking areas?

Response:

Yes, in addition to paving all parking areas, Resolution Copper will comply with all federal, state, and local air and environmental regulations and obtain all the necessary permits.

2. The potential North/South Freeway Corridor may potentially benefit the project, has the applicant contacted the Arizona State Highway Department to determine if this Freeway Corridor plan going to be implemented?

Response:

We agree that the potential North/South Freeway Corridor would benefit the project and we are working to set up a meeting with the proper individuals to discuss the status of this corridor.

3. There are two existing trails (horse/pedestrian) that run along the Property. One runs on the north side of the railroad tracks to the southwest corner of the Property and wraps around the west side of the project. The second trail runs the length of the railroad along the north side of the tracks. Is the Project going to negatively affect these trails?

Response:

We are committed to working with the County to accommodate and address issues regarding trails and minimizing impacts to recreation. Appropriate Impacts to recreation and associated mitigations will be assessed during the NEPA process before the federal agency makes a decision about the project. Resolution will be accountable for implementing these measures.

4. *There is a skinny outparcel within the Project, who does that belong to?*

Response:

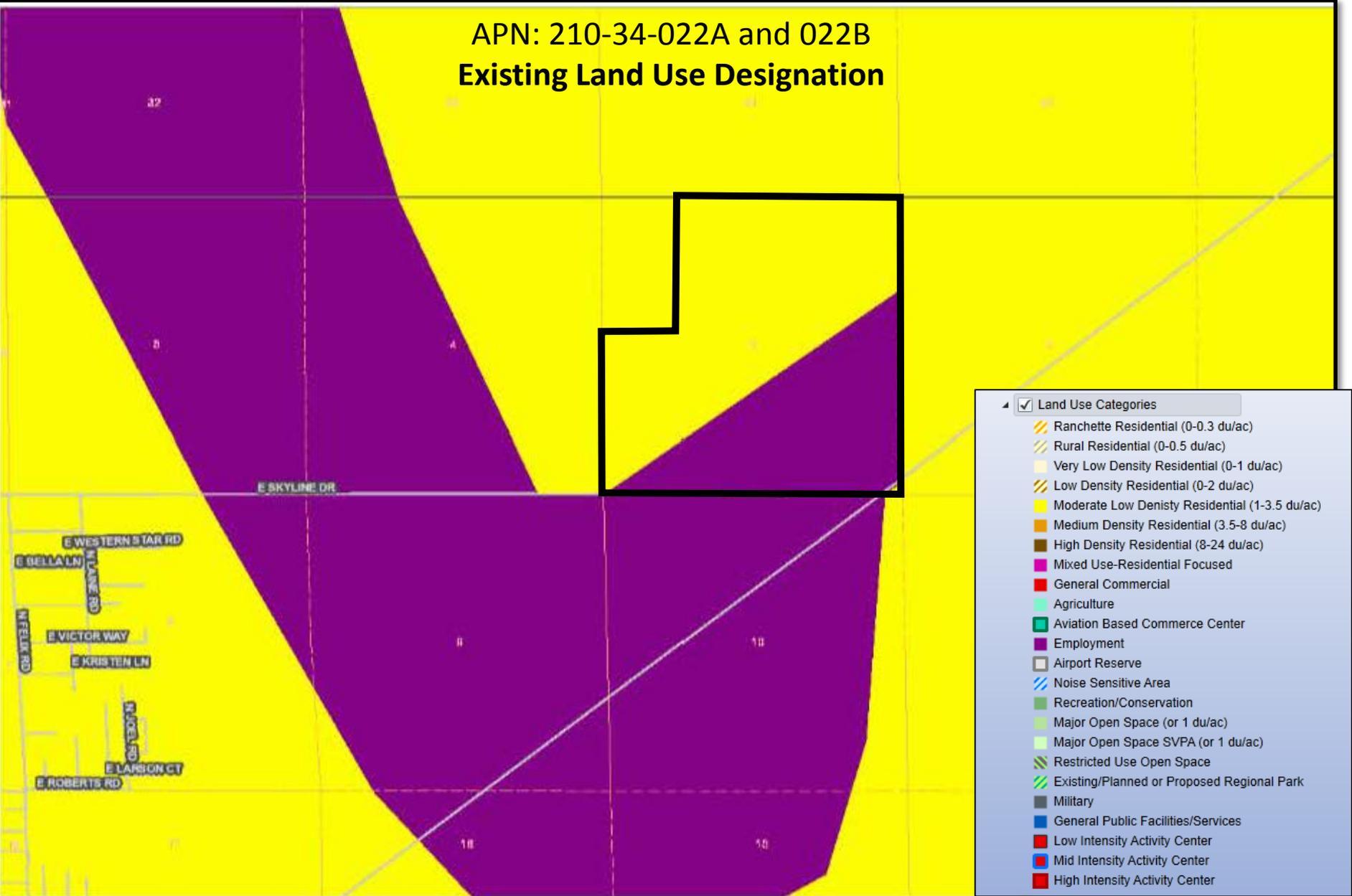
The attached ALTA survey and Title Report (See Exhibits D and E) of the Property do not reflect any existence of a separate outparcel as shown on the County Assessor's website. In addition, the Assessor's website does not identify any ownership information or a designated parcel number for this piece of property. The Applicant believes that this outparcel could be one of many easements on the Property and will address all easements during the site planning phase of this process.

[8.0 Conclusion](#)

This Application simply seeks to expand an existing Employment designation to cover an entire unified parcel of property. Approval of this Application will help facilitate one of the State's largest economic development projects ever. We appreciate your support of this Application.

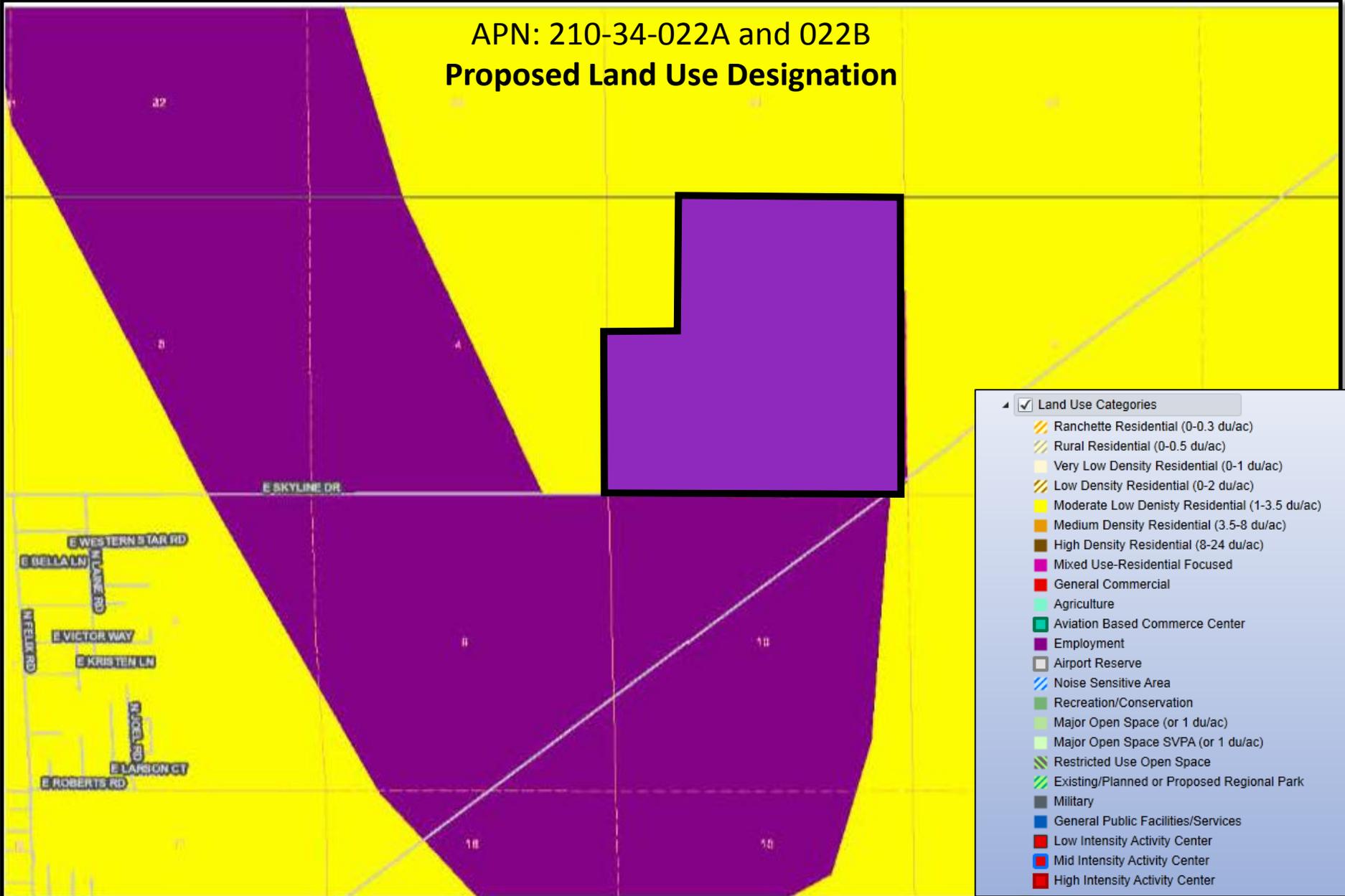
Pinal County Comprehensive Plan Amendment

APN: 210-34-022A and 022B
Existing Land Use Designation



Pinal County Comprehensive Plan Amendment

APN: 210-34-022A and 022B
Proposed Land Use Designation



ALTA/ACSM LAND TITLE SURVEY

A PORTION OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 9 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, PINAL COUNTY, ARIZONA.

LEGAL DESCRIPTION:

PARCEL NO. 1:
 LOTS 1, 2 AND 3 AND THE SOUTH HALF OF THE NORTHEAST QUARTER AND THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 9 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, PINAL COUNTY, ARIZONA.

PARCEL NO. 2:
 THE SOUTH HALF OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 9 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, PINAL COUNTY, ARIZONA.

EXCEPT THAT PORTION OF THE MAGMA ARIZONA RAILROAD RIGHT-OF-WAY AS DESCRIBED AS BOOK 51 OF DEEDS, PAGE 645, AND THEREAFTER AFFIDAVIT OF CORRECTION RECORDED NOVEMBER 1, 2002 IN RECORDING NO. 2002-059993 OF OFFICIAL RECORDS, EXCEPT THAT PORTION OF WELL SITE DESCRIBED AS FOLLOWS:

THAT PORTION OF THE SOUTHEAST QUARTER OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 9 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, PINAL COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE 1.5 INCH PIPE AT THE SOUTHEAST CORNER OF SAID SECTION 3, FROM WHICH A 3/4 INCH PIPE AT THE SOUTHEAST QUARTER CORNER OF SAID SECTION 3 BEARS NORTH 89 DEGREES 42 MINUTES 07 SECONDS WEST (AN ASSUMED BEARING) AT A DISTANCE OF 2841.14 FEET;

THENCE NORTH 89 DEGREES 42 MINUTES 07 SECONDS WEST, ALONG THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 3, FOR A DISTANCE OF 635.95 FEET TO A POINT ON THE NORTHWESTERLY RIGHT-OF-WAY LINE OF THE MAGMA ARIZONA RAILROAD, AS DESCRIBED IN BOOK 1 OF DEEDS, PAGE 645, AND THEREAFTER AFFIDAVIT OF CORRECTION RECORDED IN DOCUMENT NO. 2002-059993 OF OFFICIAL RECORDS OF PINAL COUNTY, ARIZONA;

THENCE NORTH 52 DEGREES 52 MINUTES 39 SECONDS EAST, ALONG SAID RIGHT OF WAY LINE, FOR A DISTANCE OF 103.68 FEET TO A POINT ON THE NORTH LINE OF THE SOUTH 63.00 FEET OF THE SOUTHEAST QUARTER OF SAID SECTION 3, SAID POINT BEING THE POINT OF BEGINNING;

THENCE NORTH 89 DEGREES 42 MINUTES 07 SECONDS WEST, ALONG SAID NORTH LINE, FOR A DISTANCE OF 197.48 FEET;

THENCE NORTH 52 DEGREES 52 MINUTES 39 SECONDS EAST FOR A DISTANCE OF 306.84 FEET;

THENCE SOUTH 37 DEGREES 07 MINUTES 21 SECONDS EAST FOR A DISTANCE OF 1250 FEET TO A POINT ON SAID NORTHWESTERLY RIGHT OF WAY LINE OF THE MAGMA ARIZONA RAILROAD;

THENCE SOUTH 52 DEGREES 52 MINUTES 39 SECONDS WEST, ALONG SAID RIGHT OF WAY LINE, FOR A DISTANCE OF 150.00 FEET TO THE POINT OF BEGINNING.

PARCEL NO. 3:
 A PERPETUAL RIGHT-OF-WAY EASEMENT ALONG THE FOLLOWING:

THE NORTH 10.00 FEET OF THE SOUTH 50.00 FEET OF SECTION 1, TOWNSHIP 3 SOUTH, RANGE 8 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, PINAL COUNTY, ARIZONA;

AND THE FOLLOWING SECTIONS LOCATED IN TOWNSHIP 3 SOUTH, RANGE 9 EAST, GILA AND SALT RIVER BASE AND MERIDIAN, PINAL COUNTY;

THE SOUTH 25.00 FEET OF SECTION 4; THE SOUTH 25.00 FEET OF SECTION 5;

THE SOUTH 25.00 FEET OF LOT 7, THE SOUTHEAST QUARTER OF THE SOUTHWEST QUARTER AND SOUTHEAST QUARTER OF SECTION 7;

THE NORTH 25 FEET OF LOT 1, THE NORTHEAST QUARTER OF THE NORTHWEST QUARTER AND THE NORTHEAST QUARTER OF SECTION 7;

THE NORTH 25.00 FEET OF NORTHEAST QUARTER OF SECTION 8;

THE NORTH 25.00 FEET OF SECTION 9;

THE NORTH 25.00 FEET OF WEST 50.00 FEET OF SECTION 10;

AND THEREAFTER ASSIGNMENT OF RIGHT-OF-WAY RECORDED IN FEE NO. 2004-065196.

AREAS:

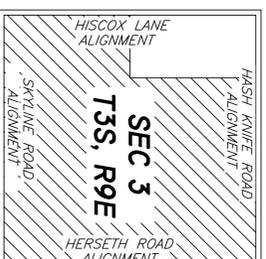
APN# 210-34-022 - ± 24,388.314
 SQUARE FEET OR ± 559.88 ACRES

SCHEDULE "B" ITEMS:

- 1 THIS ITEM HAS BEEN INTENTIONALLY DELETED. (NOT RESPONSIBILITY OF SURVEYOR)
 - 2 ANY CHARGE UPON SAID LAND BY REASON OF ITS INCLUSION IN CENTRAL ARIZONA GROUNDWATER REPLENISHMENT DISTRICT (ALL ASSESSMENTS DUE AND PAYABLE ARE PAID.) (NOT RESPONSIBILITY OF SURVEYOR)
 - 3 ANY CHARGE UPON SAID LAND BY REASON OF ITS INCLUSION IN CENTRAL ARIZONA WATER CONSERVATION DISTRICT (ALL ASSESSMENTS DUE AND PAYABLE ARE PAID.) (NOT RESPONSIBILITY OF SURVEYOR)
 - 4 RESERVATIONS OR EXCEPTIONS IN PATENTS, OR IN ACTS AUTHORIZING THE ISSUANCE THEREOF, (NOT RESPONSIBILITY OF SURVEYOR).
 - 5 THE TERMS AND PROVISIONS CONTAINED IN THE DOCUMENT ENTITLED "MEMORANDUM OF MASTER UTILITY AGREEMENT" RECORDED AUGUST 26, 2010 AS 2010-080577 OF OFFICIAL RECORDS. (BLANKET).
 - 6 ALL MATTERS AS SET FORTH IN RECORD OF SURVEY, RECORDED AS BOOK 1 OF SURVEYS, PAGE 28. (BLANKET).
 - 7 ALL MATTERS AS SET FORTH IN RECORD OF SURVEY, RECORDED AS BOOK 18 OF SURVEY, PAGE 145. (BLANKET).
 - 8 ALL MATTERS AS SET FORTH IN ALTA/ACSM LAND TITLE SURVEY, RECORDED AS BOOK 14 OF SURVEY, PAGE 104. (SHOWN HEREIN).
 - 9 ALL MATTERS AS SET FORTH IN CASE NO. PZ-013-04 ZONE CHANGE RESOLUTION, RECORDED AUGUST 13, 2004 AS 2004-062270 OF OFFICIAL RECORDS. (BLANKET).
 - 10 ALL MATTERS AS SET FORTH IN CASE NO. PZ-PD-013-04 PLANNED AREA DEVELOPMENT (PAD) OVERLAY DISTRICT RESOLUTION, RECORDED AUGUST 13, 2004 AS 2004-062271 OF OFFICIAL RECORDS. (BLANKET).
 - 11 ALL MATTERS AS SET FORTH IN RESOLUTION NO. 121405-SD, RECORDED JANUARY 26, 2006 AS 2006-012466 OF OFFICIAL RECORDS. (BLANKET).
 - 12 ANY FACTS, RIGHTS, INTERESTS OR CLAIMS THAT MAY EXIST OR ARISE BY REASON OF THE FOLLOWING MATTERS DISCLOSED BY AN ALTA/ACSM SURVEY MADE BY ARIZONA SURVEYING & MAPPING ON DECEMBER 30, 2011, DESIGNATED JOB NUMBER P11-109.
 - 13 THE RIGHTS OF PARTIES IN POSSESSION BY REASON OF ANY UNRECORDED LEASE OR LEASES OR MONTH TO MONTH TENANCIES AFFECTING ANY PORTION OF THE WITHIN DESCRIBED PROPERTY. (NOT RESPONSIBILITY OF SURVEYOR).
- NOTE: THIS MATTER WILL BE MORE FULLY SET FORTH OR DELETED UPON COMPLIANCE WITH THE APPLICABLE REQUIREMENT(S) SET FORTH HEREIN. (NOT RESPONSIBILITY OF SURVEYOR).
- 14 WATER RIGHTS, CLAIMS OR TITLE TO WATER, WHETHER OR NOT SHOWN BY THE PUBLIC RECORDS. (NOT RESPONSIBILITY OF SURVEYOR).
 - 15 SECOND INSTALLMENT OF 2011 TAXES, A LIEN, PAYABLE ON OR BEFORE MARCH 1, 2012, AND DELINQUENT MAY 1, 2012. (NOT RESPONSIBILITY OF SURVEYOR).

FLOODZONE:

CURRENT FLOOD ZONE IS "ZONE X" (AREA OF 0.2% ANNUAL CHANCE FLOOD); AREAS OF 1% ANNUAL CHANCE FLOOD WITH AVERAGE DEPTHS OF LESS THAN 1 FOOT OR WIDTH DRAINAGE AREAS LESS THAN 1 SQUARE MILE; AND AREAS PROTECTED BY LEVEES FROM 1% ANNUAL CHANCE FLOOD); PER FIRM MAP NO. 04021C0500E, DATED DECEMBER 4, 2007.



RECORD OWNER:

PROPERTY ADDRESS
 A.P.N.=210-34-022A
 QUEEN CREEK, AZ 85242

RECORD OWNER
 SA GROUP PROPERTIES, INC., A MINNESOTA CORPORATION
 221 S. FIGUEROA ST., SUITE 310
 LOS ANGELES, CA, 90012-2524

SURVEYOR'S NOTES:

1. THIS SURVEY DOES NOT CONSTITUTE A TITLE SEARCH BY SURVEYOR. ALL INFORMATION REGARDING RECORD EASEMENTS, ADJOINERS AND OTHER DOCUMENTS WHICH MIGHT AFFECT THE QUALITY OF TITLE BY FIRST AMERICAN HEREON WAS GAINED FROM A COMMITMENT FOR TITLE BY FIRST AMERICAN TITLE INSURANCE COMPANY NO. NOS-486030-0NT1, DATED NOVEMBER 23, 2011 AT 7:30AM.
2. THE LOCATION OF UNDERGROUND UTILITIES AS DEPICTED HEREON IS BASED ON RECOVERABLE FIELD LOCATED SURFACE FEATURES OF THOSE UTILITIES AND SHOULD BE CONSIDERED APPROXIMATE AND POSSIBLY INCOMPLETE. NO EXCAVATIONS WERE MADE TO LOCATE BURIED UTILITIES DURING THE PROGRESS OF OR FOR THE PURPOSE OF THIS SURVEY. UTILITIES MAY BE PRESENT THROUGH OUT PARCEL 2 AND WERE NOT PART OF THIS SURVEY.
3. THE WORD "CERTIFY" OR "CERTIFICATE" IS AN EXPRESSION OF PROFESSIONAL OPINION REGARDING THE FACTS OF THE SURVEY AND DOES NOT CONSTITUTE A GUARANTEE, EXPRESS OR IMPLIED.
4. OWNERSHIP INFORMATION SHOWN HEREON WAS OBTAINED FROM THE MARICOPA COUNTY ASSESSOR'S WEBSITE AND MAY BE INACCURATE OR OUT-OF-DATE.
5. RELATIVE TO OPTIONAL TABLE "A" ITEM NO. 16, THE SURVEYOR DID NOT NOTICE ANY EARTH MOVING WORK DURING THIS SURVEY. THERE IS HOWEVER EVIDENCE OF BUILDING ACTIVITY AND RETENTION WORK THAT HAS BEEN STOPPED OR IS NO LONGER IN PROGRESS. RELATIVE TO OPTIONAL TABLE "A" ITEM NO. 18, THE SURVEYOR DID NOT OBSERVE ANY EVIDENCE THAT THE SITE WAS USED AS A SOLID WASTE DUMP, SWAMP OR SANITARY LANDFILL.
6. PER RECORD OF SURVEY CREATED BY CAN-AM, BOOK 18, PAGE 145, SKYLINE ROAD HAS BEEN DESIGNATED AS A REGIONALLY SIGNIFICANT ROAD BY PINAL COUNTY AND IS PLANNED TO BE DEVELOPED AS A SIX LANE ROAD WITH 150.00 FEET OF RIGHT-OF-WAY.
7. PARCEL 3, BEING PARTIALLY SHOWN HEREON ON SHEET 2 IS DESCRIBED AS A PERPETUAL RIGHT OF WAY EASEMENT ALONG THE FOLLOWING SECTIONS: 1, 4, 5, 6, 7, 8, 9 & 10 OF TOWNSHIP 3 SOUTH, RANGE 9 EAST, PINAL COUNTY; AND IS ACCESSED BY SKYLINE ROAD.

CERTIFICATION:

TO: FIRST AMERICAN TITLE INSURANCE COMPANY,
 INTEGRITY LAND AND CATTLE LLC

THIS IS TO CERTIFY THAT THIS MAP OR PLAN AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH THE MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS. "COUNTY ESTABLISHED AND ADOPTED BY ALTA AND NSPS IN 2011, AND INCLUDES ITEMS 1, 2, 3, 4, 7(a), 8, 9, 10(b), 11(b), 12, 14, 16, 17 AND 18 OF TABLE "A" THEREOF. ASSUMANT TO THE ACQUIRED STANDARDS AS ADOPTED BY ALTA AND NSPS AND THE EFFECT ON THE DATE OF THIS SURVEY. THE DESIGNATED FURTHER ADJUSTED IN THE PROFESSIONAL OPINION AS TO THE RELATIVE ACCURACY OF RESURVEYED IN THE STATE OF ARIZONA. THE RELATIVE POSITIONAL ACCURACY OF THIS SURVEY DOES NOT EXCEED THAT WHICH IS SPECIFIED THEREIN.



LANCE C. DICKSON RLS 46643

EXPIRES 06/30/2013

| REVISIONS |
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ALTA/ACSM LAND TITLE SURVEY

A PORTION OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 9 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, PINAL COUNTY, ARIZONA.

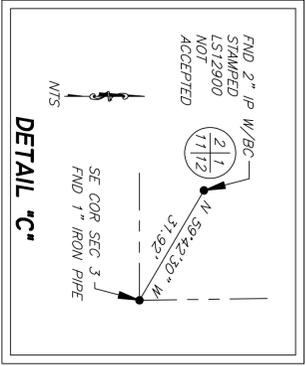
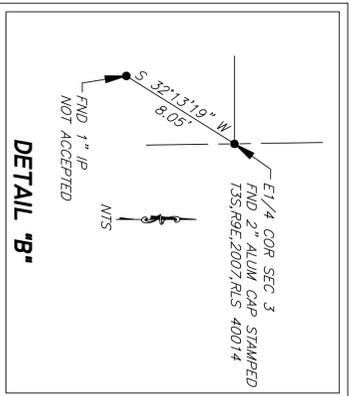
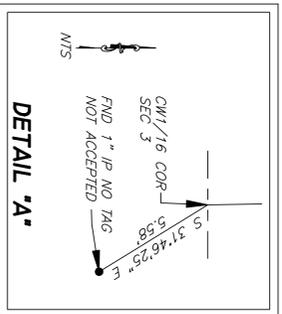
Arizona Surveying and Mapping

ABSOLUTE CONFIDENCE SINCE 1988

P.O. BOX 35455
 2411 WEST NORTHERN AVENUE, SUITE 110
 PHOENIX, ARIZONA 85069-5455
 TEL (602) 246-9919 FAX (602) 246-9944
 INFO@ASAMI.COM



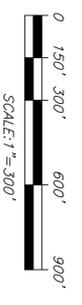
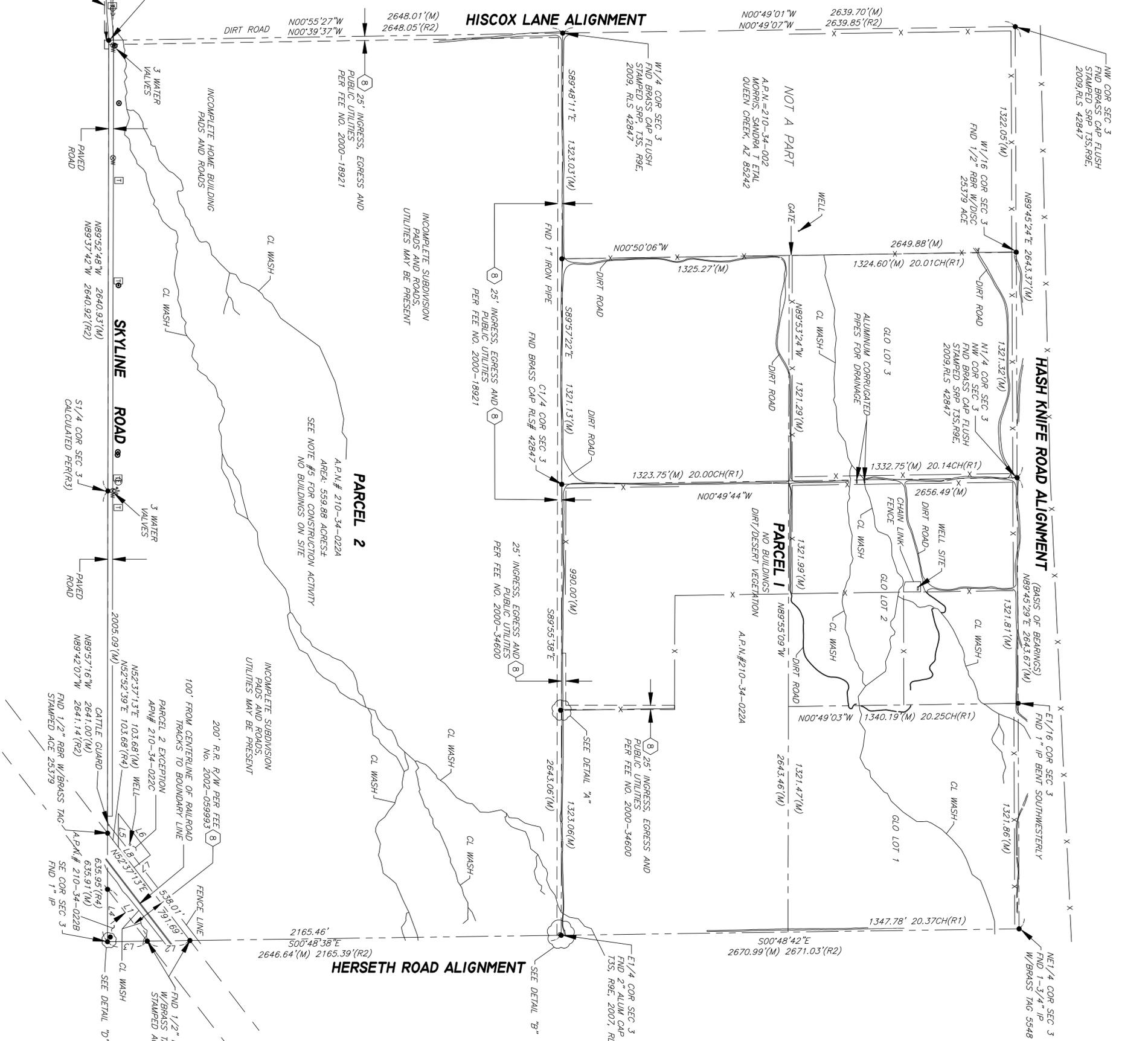
| | |
|----------------|----------|
| FIELDWORK BY : | WJZ |
| DRAWN BY : | SLM |
| CHECKED BY : | LCD |
| JOB # : | P11-109 |
| DATE : | 04/13/12 |



LINE TABLE

| | | |
|--------|---------------|---------|
| L1 | S 52°37'13" W | 381.98' |
| L2 | S 00°48'38" E | 249.02' |
| L3 | S 00°48'38" E | 232.16' |
| L4 | N 89°57'16" W | 306.82' |
| L5 | N 89°58'56" W | 197.48' |
| L5(R4) | N 89°42'07" W | 197.48' |
| L6 | N 52°37'13" E | 306.84' |
| L6(R4) | N 52°52'39" E | 306.84' |
| L7 | S 37°24'04" E | 119.94' |
| L7(R4) | S 37°07'21" E | 120.00' |
| L8 | S 52°37'13" W | 150.00' |
| L8(R4) | S 52°52'39" W | 150.00' |

(PARCEL 3) A PERPETUAL RIGHT OF WAY EASEMENT AS DESCRIBED ON SHEET 1 HEREOF, REFERENCED IN LEGAL DESCRIPTION AND NOTE 7



BASIS OF BEARINGS:
 N89°45'29"E ALONG THE NORTH LINE OF NORTHEAST QUARTER OF SECTION 3P, MONTICELLO AT THE NORTH QUARTER CORNER WITH A BRASS CAP AND AT THE NORTHEAST CORNER WITH A 1-3/4" IRON PIPE AND A BRASS DISC STAMPED 5948, AS SHOWN HEREOF.

- LEGEND:**
- BOUNDARY LINE
 - RIGHT OF WAY
 - X --- 4' BARBED WIRE FENCE TYPICAL
 - - - EASEMENT LINE
 - ☐ TELEPHONE JUNCTION BOX
 - ⊕ WATER SERVICE OUTLET
 - ⊕ WATER VALVE
 - ← GUY WIRE
 - ⊕ POWER POLE
 - ⊕ ELECTRIC SUB-UP
 - ⊕ ELECTRIC MANHOLE
 - FOUND OR SET MONUMENT AS NOTED
 - PCR PINAL COUNTY RECORDERS
 - GLO GENERAL LAND OFFICE
 - FND FOUND
 - IP IRON PIPE
 - RBR REBAR
 - RR RAILROAD
 - COR CORNER
 - SEC SECTION
 - NTS NOT TO SCALE
 - BC BRASS CAP
 - CL CENTERLINE
 - (M) MEASURED

REFERENCE DATA:

- (R1) - GLO PLAT OF TOWNSHIP
- GLO BOOKS: 618, 1478, 2830, 3837
- RECORD OF SURVEY BK 1, PG 25, PCR
- RECORD OF SURVEY BK 1, PG 28, PCR
- RECORD OF SURVEY BK 1, PG 28, PCR
- RECORD OF SURVEY BK 18, PG 145, PCR
- ALTA/ACSM LAND TITLE SURVEY BK 14, PG 104, PCR
- ALTA/ACSM LAND TITLE SURVEY BK 14, PG 233, PCR
- ALTA/ACSM LAND TITLE SURVEY BK 23, PG 186, PCR
- (R4) - EXHIBIT "A" PER TITLE REPORT



Arizona Surveying and Mapping
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 P.O. BOX 35455
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ALTA/ACSM LAND TITLE SURVEY

A PORTION OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 9 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, PINAL COUNTY, ARIZONA.

REVISIONS

FIELDWORK BY: WJZ
 DRAWN BY: SLW
 CHECKED BY: LCD
 JOB #: P11-109
 DATE: 04/13/12

SHEET NO. 2

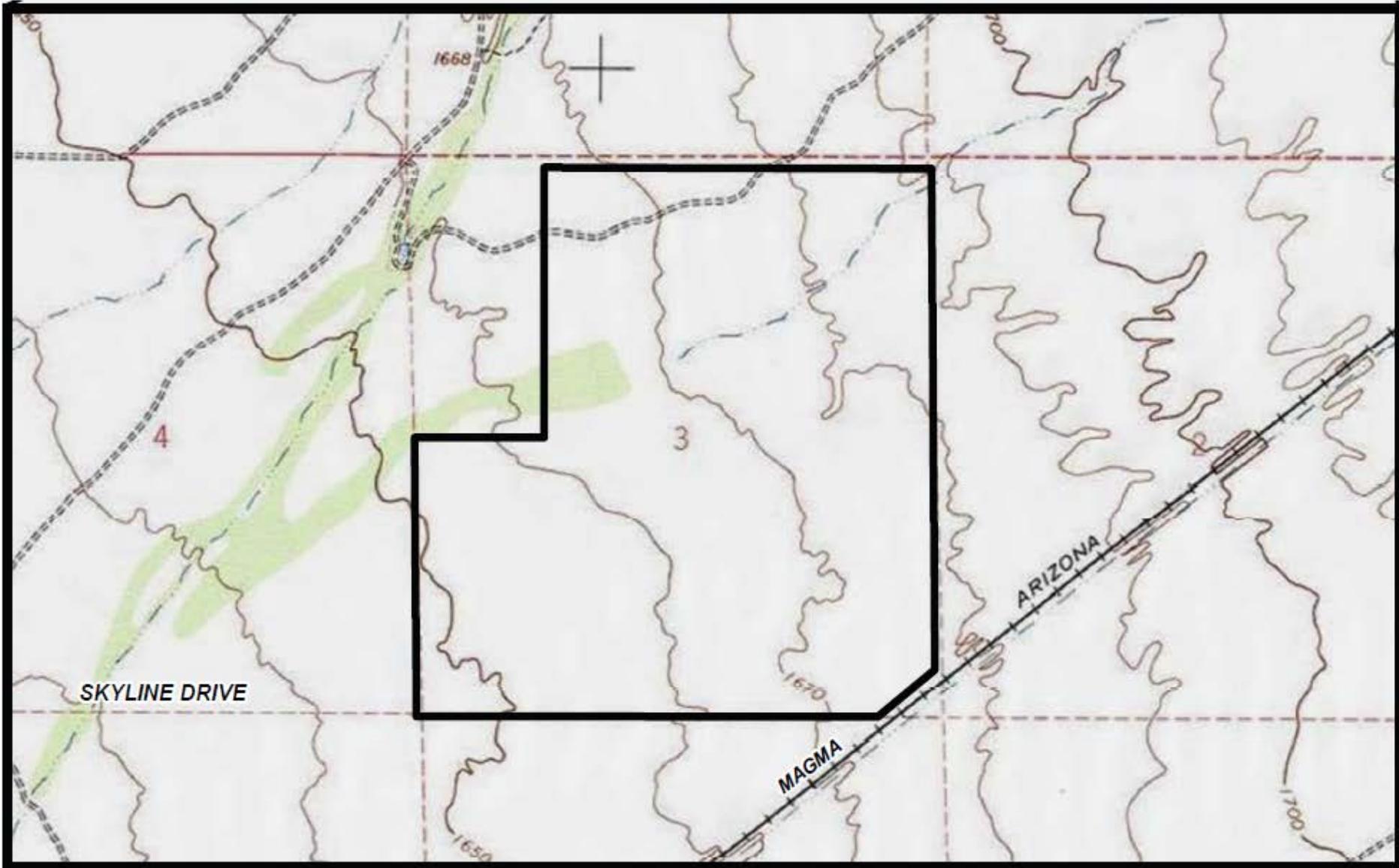
2 OF 2



EXPIRES 06/30/2013

Pinal County
Comprehensive Plan Amendment

APN: 210-34-022A and 022B
Topography Map



Topography Map: T3S R9E Portion of Section 3, Pinal County, Arizona, Magma USGS 7.5' Quadrangle