

2.1 Introduction

The City of Maricopa’s vision has unlocked an opportunity for the creation of an iconic mixed-use development at Copper Sky Park that promotes economic growth; provides healthcare solutions including a hospital, an outpatient surgical center and a behavioral health facility with sports psychology programs; produces new discoveries through an Innovation Center anchored by prestigious universities and entrepreneurs; prepares tomorrow’s leaders through a Sports and Science Academy of Virtue; and provides many other amenities such as events, eSports, condominiums, apartments, maker spaces, business incubator and a movie studio.

The Fourth Industrial Revolution is not approaching, it is here!

Building a thriving, resilient, innovative and sustainable real estate development requires a critical mass of interconnected, secure, Smart City infrastructure that can support interdisciplinary talent working in multiple directions and trades.

Today’s governments, universities and entrepreneurs have come to understand the importance of information and data-driven innovation to create new products and services that will ultimately drive economic growth.

S3 BioTech (S3) is integrating these demands into its Smart City ecosystem along with a work-life balance and a reasonable cost of living within modern, mixed-use, iconic developments.



Overview of D3 PAD Project

Traditional real estate developments have been heavily dependent on human foot traffic. Today’s entrepreneur is dependent on more Internet traffic to increase user bases world-wide in order to build unicorn companies. Tomorrow’s tangible real estate developments must integrate and orchestrate these intangible entrepreneurial drivers today.

District 3 (D3) is a new mixed-use development that will be created on two different campuses, the Medical Campus and Innovation Campus, containing over 1.6 million square feet of building area on 26.3-acres of under-developed park land.

S3 and City of Maricopa are fast tracking the creation of a dynamic and vibrant, mixed-use development built on a foundation of serving the Community and the world through innovation and entrepreneurial activity in a 21st Century development.



Copper Sky Medical Campus Perspective

The Sports and Science Academy of Virtue will be available to in-state, out of state and international students for up to 700 at initial enrollment, increasing up to 1,000 students.



Sports and Science Academy Perspective of Innovation Campus

2.2 Request

The applicant is requesting the current MU-G (Mixed-Use-General) and TR (Transition) to PAD (Planned Area Development) to allow a more consistent and integrated development to be constructed at Copper Sky Park.

D3 at Copper Sky Park is a proposed 1.6 million square feet, mixed-use project that will include two separate campuses within four parcels totaling approximately 26.3 acres of under-developed land.

Medical Campus (14.3 acres) – 559,000 square feet of building area

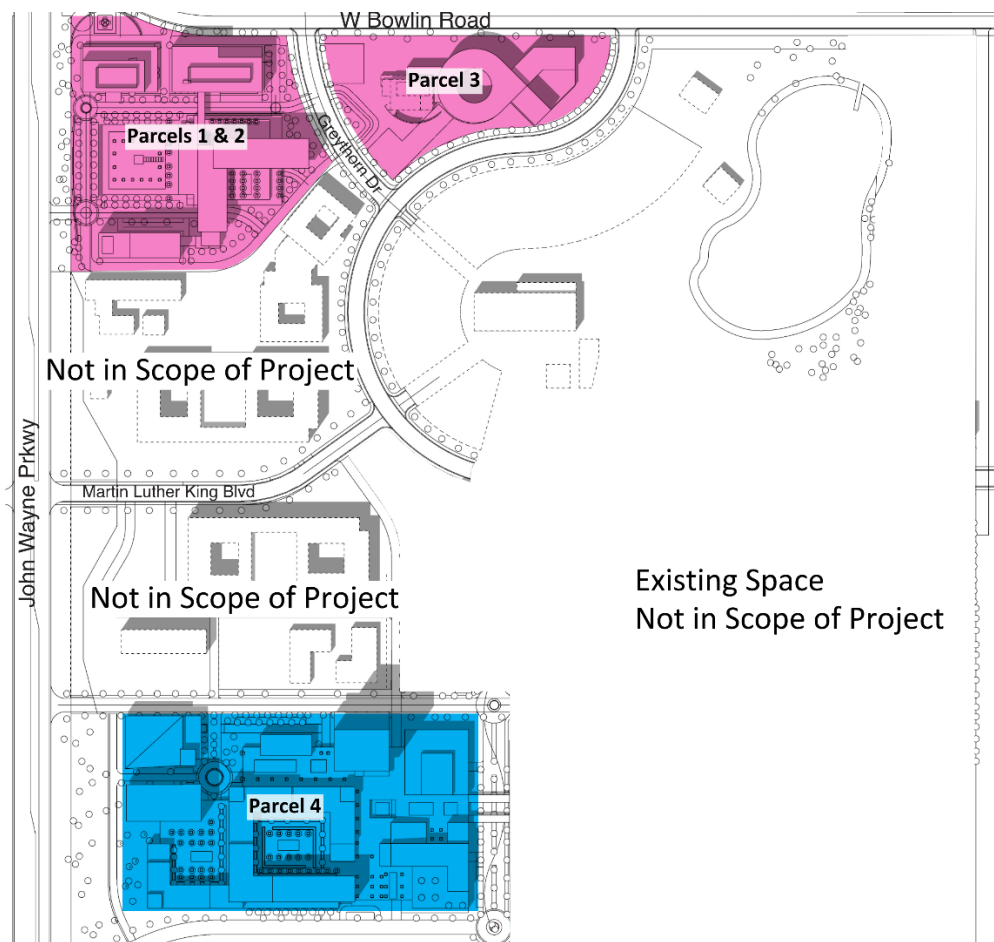
Parcel 1 – Northwest corner of Copper Sky Park (8.4 acres)

Parcel 2 – Sliver, Northwest corner of Copper Sky Park along John Wayne Parkway (.89 acres)

Parcel 3 – Current Police Dispatch Center (Approximately 5 acres)

Innovation Campus (12 acres) – 1,035,000 square feet of building area

Parcel 4 – Current dog park and soccer fields (12 acres)



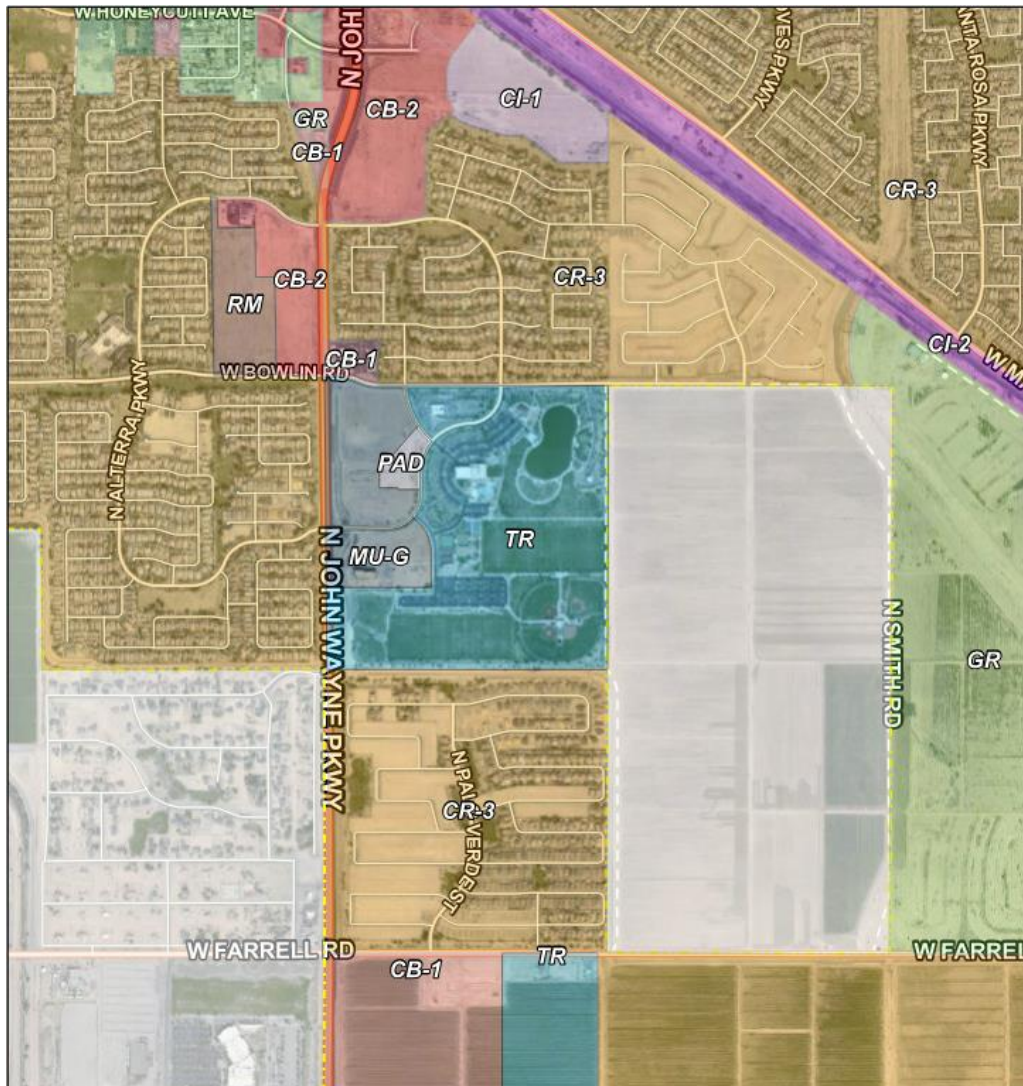
Requested Parcels and General Locations

2.3 Copper Sky Park Adjacent Plan and Use

At Copper Sky Park, the adjacent zoning is primarily residential homes to the north, west and south. North of the future Medical Campus, along John Wayne Parkway (SR-347), is a CB-1 Commercial Zoning Development and Uses (gas station with convenience mart and a small office/retail plaza).

Northwest of the future Medical Campus is an undeveloped CB-2 site. The southern edge of the site border is a proposed Senior Living Residential complex (PAD Zoning) and a currently undeveloped Office/Retail and Multi-Family use site.

The future Innovation Campus adjacent properties zoning is CR-3 Single Family Residential to the west and south. The majority of Copper Sky Park area is TR zoning to the east and is MU-G zoning to the north (hotel, restaurant and multi-family use are proposed for this location) but only the La Quinta Hotel has been built to date.



2.4 Overview of Copper Sky Park and D3's PAD Vision

Overview of Copper Sky Park

The City of Maricopa had the foresight over 10 years ago to acquire park land as they saw their community begin to grow. The original 110-acre facility, known as Copper Sky Recreation Complex, was planned through extensive public involvement. Copper Sky Park is the active sports complex, fitness, recreation and leisure destination for the City's residents. The site beautifully accommodates multi-use fields, a championship four-plex softball/little league baseball complex, restrooms and concession buildings, a maintenance building and a storage yard. There are also large turf areas for public events with an amphitheater and a 5-acre urban fishing lake surrounded by fishing nodes and picnic ramadas. The Park also includes a dog park, skate park, basketball courts, sand volleyball courts, tennis courts, horseshoe pits and a large playground area.



Copper Sky Aquatic Center

Several years ago, the City's leadership again had the foresight to purchase additional John Wayne Parkway (SR-347) frontage for future commercial development which increased the size of the entire Copper Sky Park to 160 acres.

In addition, the Park's sports fields were engineered to serve as an overflow flood retention site for the area. In the case of a 100-year flood event, storm water overflows into the site and begins by filling the dog park, then the south multi-use fields, then the north multi-use fields, and then around the lake to Bowlin Road and back to John Wayne Parkway (SR-347). Diverting this flood water protects the surrounding neighborhood from the potential flooding of their

homes and businesses. Existing buildings at the Park were built above the flood line and are not in the FEMA flood plain. All future buildings added to this site will be out of the flood plain by raising the building pad above the FEMA flood plain.



Copper Sky Park Multi-Generational Facility

This D3 PAD is the mechanism by which customized building standards and regulations will be established and enforced for the projects. The overall development program for the PAD is consistent with the extensive prior planning efforts that have been completed for the property by the City.

D3's PAD Vision

D3's vision in two key under-developed areas of Copper Sky Park is to build a 21st century state-of-the-art Medical Campus and an Innovation Campus to provide tomorrow's healthcare, education and community services today.

D3 Medical Campus

Healthcare is inherently one of the most dynamic and rapidly evolving industries in the entire world, experiencing not only phenomenal technological growth in both equipment and procedures, but also a fundamental paradigm shift that is rethinking the very purpose and nature of medical and patient care. In this ever-fluid environment, successful healthcare companies must be highly adaptable, possessing the ability to respond rapidly and nimbly to changing market conditions and industry innovations.

Toward this objective, D3 will redevelop the under-developed areas of Copper Sky Park into a state-of-the-art Medical Campus that will feature, among other things, the construction of a

new hospital facility containing a community-based 24/7 ER hospital that can service approximately 90% of healthcare needs of the Community.

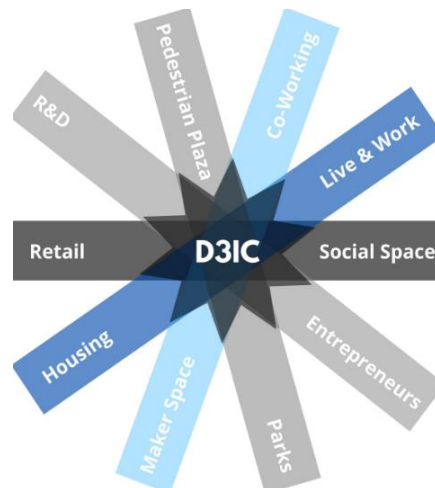
At its ultimate build-out, the D3 Medical Campus will be able to provide effective and affordable healthcare services to the Community. The most complex cases will be referred to regional healthcare centers.



Copper Sky Medical Campus Entrance Perspective

D3 Innovation Campus (D3IC)

Innovation campuses are high-end, mixed-use environments that foster creative collaboration, establish a sense of community and attract a talent pool of networked knowledge workers. Furthermore, the Innovation Campus provides not only a research environment, but also an elite Sports and Science Academy offering the next generation of education.



Absolutely paramount to achieving this ambitious project is the establishment and vesting of underlying zoning and development entitlements that ensure both certainty and flexibility over the long term.

Furthermore, D3 will create a solid and reliable platform for the property's continued development toward a build-out horizon that may lie five years or more in the future. This D3 PAD Document will establish standards and land uses that will be necessary to meet these multiple and complex objectives.

With these particular properties, that objective is made more challenging by the fact that the current Park was heretofore developed by the City but must now be brought under an integrated Master Plan and development framework that is compliant with City of Maricopa zoning authority and also recognizes surrounding neighborhood goals.



D3 Innovation Campus Perspective