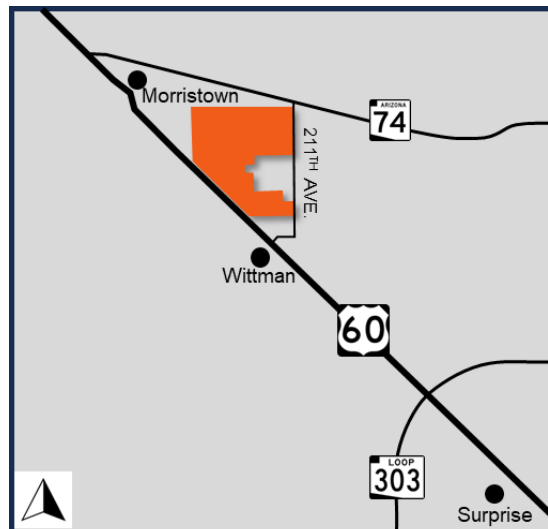




PHOENIX INTERMODAL FACILITY, LOGISTICS PARK AND LOGISTICS CENTER



Comprehensive Plan Amendment Case No. CPA20240____ and
Rezoning Case No. Z20240____

Submitted May 31, 2024

DEVELOPMENT TEAM

Owner/Applicant:



BNSF Railway Company

2650 Lou Menk Drive, MOB2
Fort Worth, Texas 76131

Lacy A. Kreger

General Director of Strategic Programs
t. (817) 867-6845
e. lacy.kreger@bnsf.com

Kyle W. Cooper

Director of Strategic Programs
t. (817) 867-6366
e. kyle.cooper@bnsf.com

Legal Representative:



Gammage & Burnham PLC

Susan E. Demmitt

40 North Central Avenue, 20th Floor
Phoenix, Arizona 85004
t. (602) 256-4456
e. sdemmitt@gbllaw.com

1. EXECUTIVE SUMMARY & INTRODUCTION

On behalf of BNSF Railway Company (“BNSF”), this application for a Major Comprehensive Plan Amendment and Zone Change with Overlay (collectively, “Applications”) is being submitted to accommodate the development of a regional rail-served Intermodal Facility, Logistics Park and Logistics Center (the “Development”), on approximately 4,321 acres generally located between 211th and 235th Avenues, along US-60/Grand Avenue in northwest Maricopa County (“Overall Site”). The Development will be a master-planned logistics hub that will accommodate the transportation, storage, and distribution of goods and materials throughout the Phoenix metropolitan area and the greater southwest. The Development is a first-of-its-kind transportation and logistics hub intended to efficiently and sustainably respond to the dynamic and rapidly changing needs of BNSF’s customer base, offering them streamlined supply chain solutions.

In today’s dynamic global economy, railroads continue to be the most cost-effective, safe, and efficient transportation option globally. Efficiencies in rail transportation ensure businesses remain competitive in the regional, national, and global marketplace. With a rail network of 32,500 miles spanning across 28 states and three Canadian provinces, BNSF is one of North America’s leading freight transportation companies. BNSF’s expansive rail network and mission to provide consistent, efficient service to its customers make it a key player in connecting consumers with the global marketplace.

Since 2000, BNSF has invested more than \$80 billion in expanding and maintaining its expansive railway network. Unlike other modes of transportation, railroad companies own and maintain their right of way, including the construction, maintenance and repair of a private “rail highway” that delivers tremendous transportation value for its customers and the nation. These substantial investments in rail infrastructure reflect BNSF’s strong commitment to a safe and reliable rail network. As a result of its unwavering commitments to safety, and moving the commodities that our nation depends upon, and significant investments in rail infrastructure, BNSF remains one of the top transporters of the products and commodities that help feed, clothe, supply, and power communities throughout Arizona, the United States, and around the globe.

As BNSF and the industries it serves adapt to shifting marketplace needs, evolving supply chains, and significant technological advancements, BNSF has identified a need for additional rail capacity in the Phoenix metro area. BNSF has committed to developing an integrated intermodal network that supports BNSF’s rail operations while offering industries the option to co-locate their business operations with BNSF for significant cost savings, increased efficiency, and less environmental impact.

BNSF is working proactively to expand its domestic inland intermodal capacity where population, development, and goods consumption are growing the fastest. BNSF has long-anticipated rapid growth in the Phoenix submarket and began the initial plans for the Intermodal Facility when BNSF acquired the first one-third of the Overall Site in 2004.

Following the exponential growth that the Phoenix Metro area has experienced over the past two decades, BNSF invested additional capital to acquire another approximately 3,500 acres in 2022. BNSF views Arizona as an important region to expand and advance its intermodal network capacity and views the Development as a long-term investment and commitment to its customers and consumers in Arizona and beyond.

The Development will be comprised of three distinct yet interrelated components including the Intermodal Facility on 1,770 acres, which is a transfer hub for rail shipments via standardized containers and trailers; the Logistics Park on 1,420 acres, which will provide sites for state-of-the-art warehouse and distribution facilities; and the Logistics Center on 1,131 acres, which will provide direct-rail-served sites supporting local industry.

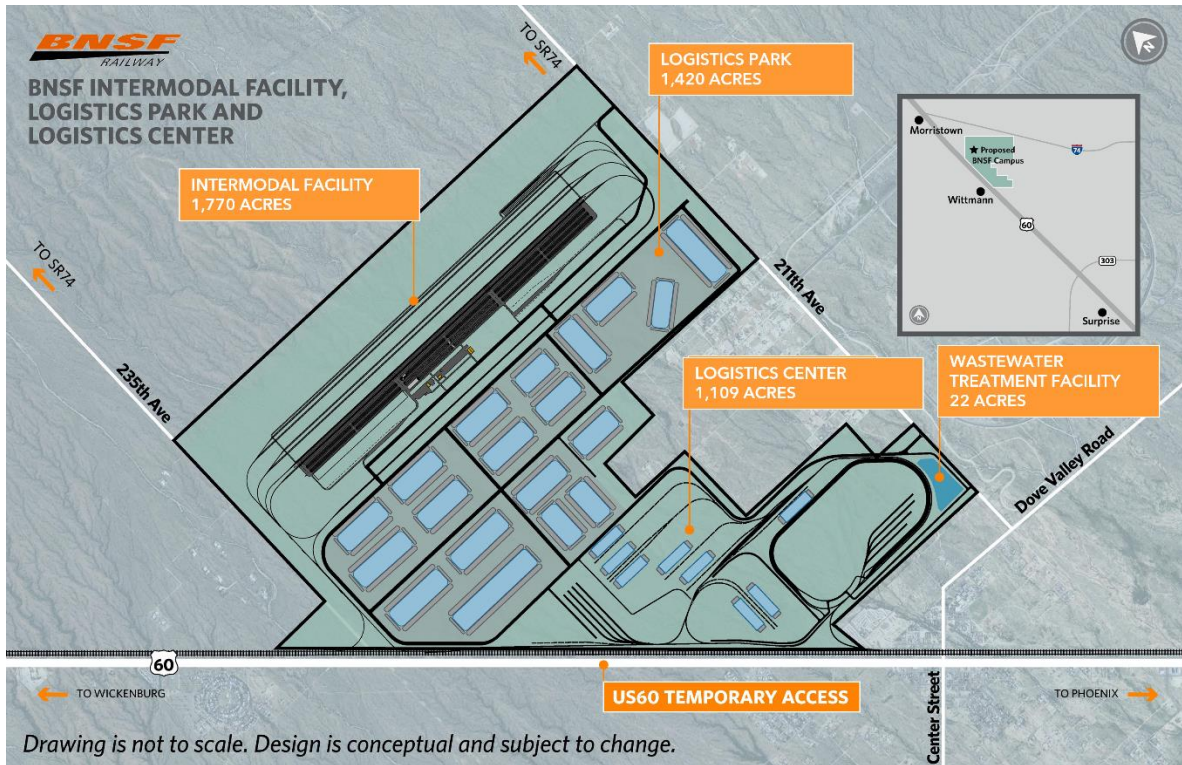
2. SITE LOCATION AND SURROUNDINGS

The Development encompasses approximately 4,321 acres located in northwest Maricopa County between the cities of Surprise and Morristown. The Overall Site is generally bounded by 211th Avenue to the east, undeveloped Arizona State Trust Land and State Route 74 to the north, the 235th Avenue alignment to the west, and US-60/Grand Avenue to the southwest. The 5,500-acre former Chrysler Proving Grounds is located to the east across 211th Avenue, within the City of Surprise.

Given its location along US-60, a major highway with existing adjacent rail access, the Overall Site is well positioned to accommodate a regional-scale intermodal facility and logistics hub. The Overall Site also has convenient vehicular access via US-60 to SR 303, and to State Route 74 via the 211th Avenue alignment, which in turn provides easy access to the greater regional and interstate transportation network.

3. DESCRIPTION OF PROPOSAL

The Development will be a first in class, regional logistics hub consisting of three separate, yet fully integrated, components: **Intermodal Facility (“IMF”)**, **Logistics Park (“LP”)**, and **Logistics Center (“LC”)**. The Development will also include on-site water and wastewater treatment facilities.

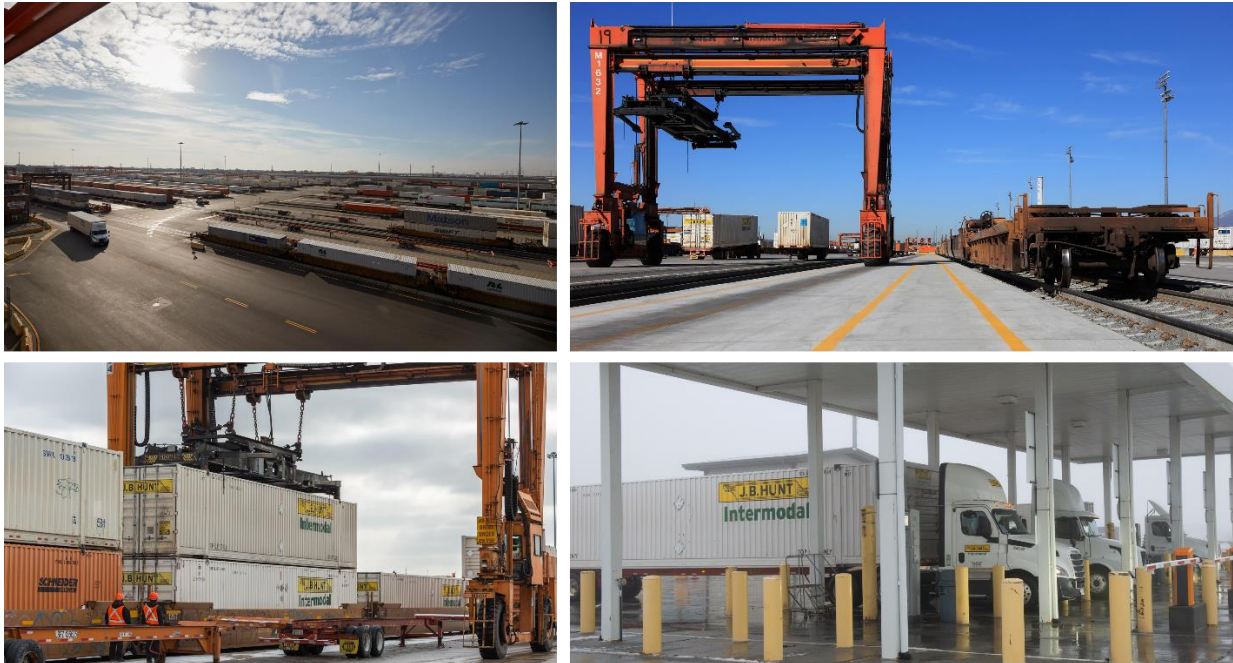


The IMF and the adjacent LP and LC will benefit from direct and convenient access to the existing railroad tracks that parallel US-60. The Development will tie into the existing rail network to optimize supply chain operations, allowing for the efficient movement of goods and materials via rail, while also reducing environmental impacts. The Development will also generate significant jobs and promote economic development by allowing businesses to co-locate within the Development. The creation of the rail-served logistics hub will facilitate the efficient delivery of goods and materials and will bolster the regional supply chain, helping to sustainably support current and future growth of business and industry across the region. The combined facilities of the IMF, LP and LC also afford customers the opportunity to reduce trucking distances in the region, reducing air emissions, highway and road maintenance costs, and improving highway and road safety.

A. INTERMODAL FACILITY

The IMF consists of approximately 1,770 acres located on the northernmost portion of the Overall Site. The IMF serves as a rail terminal where trailer and containerized freight is transferred between rail and truck. Containers and trailers will arrive at the IMF via rail or truck and will be distributed within the Development or shipped off-site to continue moving through the supply chain. The IMF will provide domestic rail intermodal transportation services including expedited container and trailer services, standard container services, and temperature-controlled capacity for all such services in response to the diverse needs of BNSF's customer base.

From a physical development standpoint, the IMF will consist of a series of parallel "strip tracks" for handling of intermodal freight. Once spotted on the strip tracks, containers will be transferred on and off railcars with lift equipment. The IMF will also include organized container parking and stacking areas to stage for facility departure whether via truck or rail. To accommodate employee operations, the IMF will include a limited number of centrally located buildings for facility management, security, and maintenance operations.



B. LOGISTICS PARK

The LP consists of approximately 1,420 acres located between the IMF to the north and the LC to the south. BNSF has partnered with LPAZ, LLC for development of the Logistics Park. LPAZ, LLC is a joint venture between affiliates of CRG and The Kroenke Group, both of which are national developers and owners of commercial real estate,

including industrial and warehouse projects throughout the United States. The LP will provide national and regional companies with state-of-the-art distribution and warehouse capacity in close proximity to the IMF. The LP has been intentionally designed to provide needed flexibility and adequate capacity to support BNSF's growing customer base. Transportation costs represent a significant portion of distribution and logistics expenses for businesses, and co-locating at the LP provides valuable cost savings and improves supply chain efficiency for BNSF's customers by providing direct and convenient access to BNSF's intermodal capacity. In addition to the financial benefits, there are also numerous environmental benefits associated with co-location, including a meaningful reduction in the number of truck miles driven, which reduces carbon emissions and utilizes less fossil fuel.

From an operations perspective, the LP will function similar to a typical industrial park where customers buy or lease buildings or suites to accommodate their manufacturing, warehousing, and distribution needs. The LP is planned to have enough capacity to comfortably accommodate up to eighteen million square feet of leasable space at full buildout, which will provide needed state-of-the-art logistics space for BNSF's customers in the region.



C. LOGISTICS CENTER

The LC consists of approximately 1,131 acres located on the southernmost portion of the Overall Site. The LC will offer a greater degree of rail service flexibility for BNSF customers by connecting them to customizable shovel-ready sites with direct rail service in an industrial park environment. BNSF will actively manage the multi-customer, multi-commodity development, which is designed to accommodate both manifest mixed freight and unit train single commodity customers. The LC will allow tenants to focus

their time and efforts on their operations while utilizing BNSF's facilities and expertise to grow their business and rail operations in the expanding Phoenix region. The LC will provide additional flexibility to accommodate the storage and shipment of a variety of bulk commodities such as steel products, aggregates, agricultural products, pipe, and liquids to support the needs of the local economy.

Locating at a BNSF LC increases speed to market allowing customers to reach new markets faster and more efficiently. Buildings within the LC are anticipated to be smaller than those within the LP and will be tailored to meet the needs of specific end users.



4. COMPREHENSIVE PLAN / WHITE TANK GRAND AVENUE ANALYSIS and AMENDMENT

In 2016, the Maricopa County Board of Supervisors adopted the *Vision 2030* Comprehensive Plan (“**Comprehensive Plan**”), which is intended to promote economic prosperity, maintain a vibrant quality of life, and facilitate continued growth in a coordinated, harmonious, and responsible manner. The Comprehensive Plan recognizes that sensible planning can help build a strong economy and result in a more efficient growth and effective development.

The Comprehensive Plan explains Maricopa County’s policies and expectations for the development of unincorporated areas, but given the size of Maricopa County it is neither possible nor practical for the Comprehensive Plan to consider site-specific issues. To address this, Maricopa County has adopted Area Plans designed to respond to local context. The Overall Site is subject to the 2023 White Tank Grand Avenue Area Plan (“**2023 Area Plan**”), which designates the southern approximately 839 acres primarily as Single-Family Rural land use, with areas of Floodway and Flood Hazard Area land

use. Prior to the 2023 Area Plan being adopted, the 2000 White Tank Grand Avenue Area Plan designated this same portion of the Overall Site as Industrial. It is not clear why the designation was modified with the 2023 Area Plan, but this Application seeks to re-establish the longstanding non-residential classification for the 839 acres and reinstate land use consistency for the Overall Site. The remaining north portion (+/- 3,500 acres) of the Overall Site is designated Mixed-Use Employment land use, which accommodates industrial, office, research, warehousing, and other similar uses. The Overall Site is also subject to the Wickenburg Scenic Corridor Overlay, which designates it as a Potential Growth Area.

An important feature of the Comprehensive Plan is how it considers other jurisdictions' plans for future growth. Maricopa County coordinates with these jurisdictions where practical to ensure consistent growth patterns. Specifically, the City of Surprise ("City") General Plan extends into this unincorporated area of Maricopa County. Accordingly, Maricopa County recognizes the City's General Plan and the need to coordinate planning with the City. In March 2023, the Surprise City Council approved a Major General Plan Amendment changing the land use designation on the northern approximately 3,500 acres of the Overall Site to Employment Character Area for business park and employment land uses, thus matching the existing Employment Character Area that existed on the southern approximately 839 acres of the Overall Site. The Comprehensive Plan and 2023 Area Plan highlight the importance of collaboration between Maricopa County and the local communities within the Area Plan. Maricopa County generally refers to municipal plans—in this case the City of Surprise—when making decisions involving property located in unincorporated Maricopa County.

This Application requests a Major Comprehensive Plan Amendment/Area Plan Amendment to re-designate the southern approximately 839 acres of the Overall Site as Mixed-Use Employment land use. With this change, the Overall Site will have a consistent land use designation of Mixed-Use Employment and will mirror the land use designation of the City's General Plan, and will align with the planned IND-3 zoning district for the Overall Site.

VISION 2030 COMPREHENSIVE PLAN

The Comprehensive Plan considers various growth-related topics that will affect Maricopa County's future. Each topic—known as elements—examine key issues that shape the goals and policies that Maricopa County uses to make informed and effective land use decisions. The proposed Major Comprehensive Plan Amendment supports and furthers the following goals and policies of the Comprehensive Plan:

Land Use

The Land Use Element maintains that functional, balanced, fiscally efficient, and economically viable land use patterns are important priorities.

- **Land Use Goal #1:** Achieve balanced and efficient development patterns.
- **Land Use Goal #2:** Provide leadership on land use issues.
- **Land Use Goal #3:** Protect public health, safety, and well-being.
- **Land Use Policy #7:** Maricopa County supports coordinating land use and infrastructure with state agencies, counties, and municipalities.
- **Land Use Policy #10:** Maricopa County supports coordinated planning efforts between local, state, and federal agencies.
- **Land Use Policy #14:** Maricopa County supports compliance with watercourse master plans and area drainage plans.
- **Land Use Policy #17:** Maricopa County supports balanced land use patterns that include various residential, retail, non-retail employment, and public and civic land uses.
- **Land Use Policy #18:** Maricopa County supports flexible design and zoning techniques when used to established balanced and efficient land use patterns, and when used to protect important environmental and open space areas and connections.
- **Land Use Policy #33:** Maricopa County supports using land use buffers and compatible land use strategies near existing and future high voltage electric utility line corridors.

Transportation

The Transportation element establishes Maricopa County's support for coordinating future growth with an efficient transportation system. The Transportation element also emphasizes the importance of an efficient transportation system to the region's economy and air quality.

- **Transportation Goal #1:** Promote and protect public health through a safe transportation system.

- **Transportation Goal #2:** Contribute to a safe, seamless, and effective transportation system.
- **Transportation Goal #3:** Coordinate land use decisions with transportation investments to help the country exercise sound financial management and build the county's fiscal strength.
- **Transportation Policy #1:** As necessary, Maricopa County supports preserving future road alignments called for in country-recognized transportation plans, especially mid-section line, section line and arterial roads; parkways; freeways; and interchanges.
- **Transportation Policy #2:** Maricopa County supports compliance with its Major Streets and Routes Plan.
- **Transportation Policy #4:** Maricopa County supports using the preferred funding methods identifies in the Cost of Development element to pay for transportation improvements necessary for new development.
- **Transportation Policy #15:** Maricopa County supports regional mobility and safety by integrating state, county, and local traffic management systems.
- **Transportation Policy #17:** Maricopa County supports state, county and local partnerships for interjurisdictional traffic operations and management.

Economic Growth

The Economic Growth Element includes strategies that Maricopa County can use to help create a diverse and resilient economy. Opportunities focus on locating employment proximate to where people live, supporting small and start-up businesses, and supporting industries that require a lot of land but not urban services or infrastructure.

- **Economic Growth Goal #1:** Contribute to an effective regional economy.
- **Economic Growth Goal #2:** Have a diverse and balanced economy to promote long-term economic stability and economic resiliency.
- **Economic Growth Goal #4:** Create and grow a diverse business climate.
- **Economic Growth Policy #1:** Maricopa County supports orderly and balanced land use patterns that include Basic and Non-Basic sector businesses, especially in master planned communities and similar urban development.

- **Economic Growth Policy #5:** Maricopa County supports programs that attract a variety of Basic Sector industry clusters that have long-term, stable growth prospects.
- **Economic Growth Policy #6:** Maricopa County supports efforts to recruit prospective business and industries to the county, and efforts to retain existing businesses and industries.
- **Economic Growth Policy #8:** Maricopa County supports continuously assessing its regulations and processes to enhance effectiveness, ensure quality service, increase efficiency, and establish a competitive advantage.
- **Economic Growth Policy #9:** Maricopa County supports implementing Vision 2030 in a clear and consistent way to help businesses make long term investment decisions.

Growth Areas

The Growth Areas element pinpoints areas suitable for urban growth because they have appropriate and efficient levels of urban services and infrastructure. The Growth Areas element also explains where and when urban growth should occur to help establish sensible and efficient land use patterns.

- **Growth Areas Goal #1:** Achieve orderly urban growth that is fiscally and environmentally responsible, protects public health and safety, and promotes sensible annexation patterns.

Water Resources

The Water Resources element focuses on strategies to help ensure that an adequate water supply is available to meet future growth. Since water supply and allocation are regulated at the state level, strategies in this element target water conservation and water quality protection efforts that Maricopa County can implement at a local level.

- **Water Resources Goal #1:** Promote and protect public health with a clean water supply.
- **Water Resources Goal #2:** Provide leadership to promote regional water quality and water use.
- **Water Resources Policy #7:** Maricopa County supports low water use and drought tolerant landscaping.

Energy

The Energy element is the newest in this plan and includes policies to promote renewable energy, energy conservation and overall, more efficient energy use.

- **Energy Goal #1:** Provide leadership to promote regional environmental quality.
- **Energy Goal #3:** Have balanced and efficient development patterns.
- **Energy Goal #4:** Increase Energy efficiency in new development.
- **Energy Policy #1:** Maricopa County supports energy efficient design and construction of new development.

Cost of Development

The Cost of Development element specifies ways to help ensure that new development pay its fair share towards the cost of additional infrastructure and services needed to serve new development. The Cost of Development element also identifies current cost sharing methods, recommends future cost sharing strategies, and includes ways to ensure reasonable application of the recommended strategies.

- **Cost of Development Goal #1:** Exercise sound financial management and build the County's fiscal strength.
- **Cost of Development Goal #2:** New Development pays its proper and reasonable share of the costs of new infrastructure, services, and other public improvements.
- **Cost of Development Policy #1:** Maricopa County supports recouping the costs of its products and services without unfairly burdening those most in need of its products and services.

2023 WHITE TANKS GRAND AVENUE AREA PLAN

The 2023 Area Plan establishes comprehensive and broad goals and policies for each topic area or element in the plan. These goals and policies are intended to support the goals and policies of the Comprehensive Plan and the priorities of the 2023 Area Plan. The proposed amendment supports and furthers the following goals and policies of the 2023 Area Plan:

Land Use

Balancing the development needs across the region and within the White Tanks Grand Avenue area is top priority for Maricopa County. There is a recognized need for development and intensity for various land uses. The following goals and policies have been identified to guide land use decisions for the Overall Site.

- **Land Use Policy #1:** Maricopa County supports continued coordination with federal, state, and local agencies to ensure a balanced mix of land uses in the region.
- **Land Use Policy #2:** Maricopa County supports development within the WTGA [White Tank Grand Avenue] planning area with commensurate services or infrastructure and development that adequately mitigates negative impacts to surrounding lands or communities.
- **Land Use Policy #6:** Maricopa County supports high-quality commercial centers and well-designed office, business, and industrial parks that are properly located within the WTGA planning area and that proximate to populated areas and transportation facilities.

Transportation

The following goals and policies have been identified to aid in improving the transportation network on the Overall Site and within the surrounding area.

- **Transportation Goal #1:** Coordinate land use decisions with transportation investments to maintain and expand the existing transportation network and responsibly accommodate growth.
- **Transportation Goal #2:** Promote and protect public health by improving roadway safety and mitigating traffic congestion.
- **Transportation Policy #2:** Maricopa County supports the enforcement of minimum street standards and subdivision requirements to ensure adequate secondary or emergency access for emergency vehicles, as well as applicable MCDOT standards for all new collector and arterial roads.
- **Transportation Policy #3:** Maricopa County supports developer(s) taking responsibility for the construction of new roads that provide access to new development. Upon completion of construction, roads that are of regional or community-wide significance should be dedicated to a local jurisdiction or Maricopa County, as appropriate.

Growth Areas

According to Maricopa Association of Governments (“MAG”) data, the White Tanks Grand Avenue area is expected to grow significantly over the next forty years. MAG’s projections are driven by proposed and potential development within this area, along with consideration of proscribed land uses for undeveloped areas. Employment growth will accompany population growth within the White Tank Grand Avenue planning area. The Overall Site has been identified as a Growth Area (“**Growth Area A**”). The 2023 Area Plan states, “This area has been under high development pressure over the last decade and is projected to have . . . job growth. This area contains . . . the BNSF industrial project going through preliminary entitlement in the City of Surprise.” The following goals and policies have been identified as supporting the proper growth, planning, and management of the development proposal to ensure the quality of region, along with road, water, and sewer infrastructure:

- **Growth Area Policy #1:** Maricopa County supports new development located within designated potential growth areas as long as the development is provided with the appropriate level of services and infrastructure.
- **Growth Area Policy #6:** Maricopa County supports non-residential development within the growth areas that is compatible with established development and mitigates adverse effects such as traffic congestion, strain on water supply, and viewshed obstruction.
- **Growth Area Policy #7:** Maricopa County supports a planned concentration of a variety of uses within the potential growth areas as long as users are served adequately and designed to provide transition and buffers between established uses.

Economic Growth

The key economic factor for the White Tank Grand Avenue planning area is diversification of business and the employment base. As the area continues to grow, it will offer a broader range of businesses and employment opportunities. The economic growth goals and policies supported with the Development proposal are as follows:

- **Economic Growth Goal #2:** Support an economic environment that nurtures locally based employment and economic opportunity.
- **Economic Growth Policy #1:** Maricopa County supports coordination with the Arizona Commerce Authority, Greater Phoenix Economic Council (GPEC), WESTMARC, and other organizations to support industry clusters that will provide long term, stable growth in the area.

Water Resources

Due to the southwest climate, water infrastructure is important to the continued growth of the area. BNSF intends to construct standalone water infrastructure to serve the Overall Site. BNSF is acquiring Type 2 grandfathered groundwater rights that will allow it to operate wells at the Overall Site. BNSF is prepared to comply with all applicable Arizona Department of Water Resources laws and regulations. The Development supports the following Water Resource goals and policies of the 2023 Area Plan:

- **Water Resources Goal #1:** Balance water availability with growth.
- **Water Resources Policy #1:** Maricopa County supports appropriately scaled water service in potential growth areas that are not currently served by a Community Water System.
- **Water Resources Policy #2:** Maricopa County supports appropriately scaled sewer service, greywater reclamation, and rainwater harvesting efforts in potential growth areas that are not currently covered by existing sewer infrastructure or providers.

Energy, Utilities, & Public Facilities

The Energy Element addresses incentives for efficient use of energy. Additionally, it addresses other utilities and facilities within the White Tank Grand Avenue planning area. The entirety of the area is served by Arizona Public Service (APS) for electricity service and Southwest Gas for natural gas service. It is anticipated the Maricopa County Sheriff's Office along with the North County Fire & Medical District and the Circle City-Morristown Fire District will be the responding police and fire agencies, respectively. The Development supports the following goals and policies of the Energy, Utilities, & Public Facilities Element:

- **Energy, Utilities, and Public Facilities Goal #1:** Ensure Maricopa County has adequate infrastructure to accommodate utilities and waste disposal before growth is permitted in unincorporated areas.
- **Energy, Utilities, and Public Facilities Goal #2:** Ensure there are adequate public facilities, including police and fire, before growth is permitted in unincorporated areas.

While each element addresses a unique growth-related issue, in combination they reinforce the core principles of the Comprehensive Plan and promote consistent implementation of the policies and recommendations. Ultimately, the Comprehensive Plan builds on past successes and uses the core principles to direct sensible decisions that meet Maricopa County's mission, values, and priorities. While the Comprehensive

Plan does not address every growth-related challenge, it can help Maricopa County achieve a healthy, vibrant, and prosperous future.

5. ZONING OVERVIEW AND DEVELOPMENT STANDARDS

A. PREEMPTION

To ensure that a viable, unified railway system is preserved across the United States, federal law has broad jurisdiction over rail service and categorically preempts state and local governments from interfering with this federal jurisdiction. U.S. Code Title 49 § 10501 grants jurisdiction to the Surface Transportation Board to regulate transportation by rail carrier with respect to rates, rules, practices, routes, services, and facilities as well as the construction, acquisition, and operation of railway tracks that facilitate transportation by rail carrier. To that end, BNSF is voluntarily requesting entitlements from Maricopa County to accommodate the Development and does not waive its preemptive immunity from state or local regulation granted by federal law.

B. IND-3 IUPD

To accommodate the Development, BNSF is requesting to rezone the Overall Site from Rural-43 Wickenburg Scenic Corridor Overlay (“**RU-43 WSCO**”) and Rural-43 (“**RU-43**”) to Heavy Industrial District WSCO with an Industrial Unit Plan of Development Overlay (“**IND-3 WSCO IUPD**”) and Heavy Industrial District with an Industrial Unit Plan of Development Overlay (“**IND-3 IUPD**”). As discussed in detail below, certain development standards from the Maricopa County Zoning Ordinance and provisions from the WSCO will be modified as part of the rezoning request.

The purpose of the IND-3 district is to provide for industrial uses in suitable and appropriate locations, taking into consideration nearby land uses, access to major highways and/or rail service, and availability of public utilities. Principally permitted uses within the IND-3 district include permitted uses within the IND-2 (Light Industrial District) and any other industrial use that is not in conflict with any federal law, state law, or ordinances of Maricopa County. Outdoor storage is allowed by right within the IND-3 district and is an integral component of the Development. The intent of the IUPD overlay is to allow appropriate variations in development standards for industrial projects that require special design considerations. The requested IND-3 IUPD zoning will facilitate the development of a cohesive, master-planned intermodal and logistics hub with appropriate flexibility to accommodate a phased buildout that is tailored to specific end users.

C. WICKENBURG SCENIC CORRIDOR OVERLAY

The Wickenburg Scenic Corridor Overlay district encompasses property within two miles of the US-60 right-of-way extending from Bell Road to the Town of Wickenburg corporate limits. The purpose of the WSCO is to encourage orderly and sensitive development that improves the economic, social, and physical living environment for residents in the area and maintains the scenic view corridors along US 60.

The WSCO establishes four classes of district standards based on proximity to US-60. The intensity of the district standards is informed by the property's location and the location of physical features within the WSCO. Portions of the Overall Site, due to its size, fall within each of the four classes of district standards. Additionally, a portion of the Overall Site is not subject to the WSCO. To facilitate the development of a cohesive, rail-served intermodal facility and logistics hub and accommodate the unique needs of the Development, and due to the Overall Site's extensive frontage along US 60, BNSF requests the following modifications to the WSCO contained in Section 1008 of the Maricopa County Zoning Ordinance. The proposed modifications are based on the Class 4 standards, however, some of these standards will not be applicable to certain portions of the Overall Site that are outside of Class 4.

1. Article 1008.4.4.b – Building Height.

Existing. Building heights for new development shall be limited to 33 feet above road grade.

Proposed. Buildings heights shall be allowed pursuant to Section 5.d below as measured above grade.

2. Article 1008.4.4.c – Screening.

1. Outdoor Storage

Existing. Outdoor storage of all items except display goods shall be located to the rear of the principal building and screened with a solid fence.

Proposed. Outdoor storage may be located in the front, side or rear of principal buildings and shall be screened with a solid fence only if visible from the Wickenburg Highway.

2. Loading Areas

Existing. Loading areas shall be screened and located to the rear of structures.

Proposed. Loading areas may be located in the front, side or rear of structures and shall be screened from view of the Wickenburg Highway.

3. Article 1008.4.4.e – Architecture.

Existing. All non-residential uses shall meet the following architectural standards: 1. A minimum of 80% of surface material, excluding doors and windows shall be made to appear as if natural materials were used in construction. The use of reflective glass shall be prohibited. 2. All accessory structures and improvements must be similar in style and appearance to the architecture of the principal building.

Proposed. All non-residential uses shall meet the following architectural standards: 1. All accessory structures and improvements must be similar in style and appearance to the architecture of the principal building.

4. Article 1008.4.4.f – Access.

Wickenburg Highway

Existing. Access points shall be limited to one-half mile along the Wickenburg Highway.

Proposed. Direct access may be provided, as approved by the Arizona Department of Transportation and the Maricopa County Department of Transportation, at intervals of less than every one-half mile.

Intersections

Existing. All intersections of local roads shall be at ninety degrees (right angles) with the Wickenburg Highway.

Proposed. Intersections of local roads may be more or less than ninety degrees with the Wickenburg Highway to accommodate interchanges and rail crossings.

Circulation Plan

Existing. An alternate internal circulation plan which uses existing access points at railroad crossings shall be developed for that area east of the Wickenburg Highway.

Proposed. An alternate internal circulation plan shall not be required.

5. Article 1008.4.4.g – Landscape Setback.

Existing. All structures, parking areas, other improvement except driveways and free-standing signs, shall be setback a minimum of 25 feet from the ultimate right-of-way line of the Wickenburg Highway (U.S. 60-89). For lots less than 250 feet

in depth except that the minimum setback shall not be less than that required by the underlying zoning district. Existing natural vegetation within the required landscape setback shall be preserved. Additional natural desert vegetation shall be provided if there is insufficient existing vegetation.

Proposed. All structures, parking areas, other improvement except railroad tracks or other rail-related improvements, driveways and access drives, and free-standing signs, shall be setback a minimum of 25 feet from the ultimate right-of-way line of the Wickenburg Highway (U.S. 60-89). Existing natural vegetation within the required landscape setback shall be preserved to the greatest extent possible. Additional natural desert vegetation shall be provided if there is insufficient existing vegetation or if existing vegetation is removed to facilitate grading.

D. IMF, LP, AND LC STANDARDS

The development standards for each of the Development sub-areas (the IMP, LC and LP) will be informed by their respective uses and context within the Overall Site. To that end, individual development standards have been crafted for each of the three sub-areas as outlined in the tables below. The IND-3 IUPD development standards proposed for the Development are intended to replace and supersede the Maricopa County Zoning Ordinance standards.

Intermodal Facility (IMF) Development Standards		
Development Standards	Base Zoning District Regulations (IND-3)	Proposed Zoning District Regulations (IND-3 IUPD)
Height Regulations (Article 903.3)		
Maximum Height	40'	60' ¹
Yard Regulations (Article 903.4)		
Minimum Front Yard Building Setback	Varies	10'
Minimum Side Yard Building Setback	Varies	3'
Minimum Rear Yard Building Setback	Varies	None
Intensity of Use Regulations (Article 903.5)		
Minimum Lot Area	6,000 SF	6,000 SF
Minimum Lot Width	60'	60'
Maximum Lot Coverage	60%	60%
Parking Regulations (Article 903.6)		
Parking Requirements	<p>Industrial, Wholesale and Manufacturing Uses: 1 space per 600 SF of floor area</p> <p>Warehouse Uses: 1 space per 900 SF of floor area</p> <p>(5% of parking spaces shall be handicapped parking spaces)</p>	<p>1 space per 1,000 SF of floor area</p> <p>Accessible parking spaces shall be provided per Federal ADA standards</p>

¹ IND-3 IUPD maximum height allowed, including when a building or structure is adjacent to a rural or residential zone boundary subject to the Project Edge Treatment Standards provided in Section 6 below.

Logistics Park (LP) Development Standards		
Development Standards	Base Zoning District Regulations (IND-3)	Proposed Zoning District Regulations (IND-3 IUPD)
Height Regulations (Article 903.3)		
Maximum Height	40'	90' ²
Yard Regulations (Article 903.4)		
Minimum Front Yard Building Setback	Varies	10'
Minimum Side Yard Building Setback	Varies	3'
Minimum Rear Yard Building Setback	Varies	None
Intensity of Use Regulations (Article 903.5)		
Minimum Lot Area	6,000 SF	6,000 SF
Minimum Lot Width	60'	60'
Maximum Lot Coverage	60%	60%
Parking Regulations (Article 903.6)		
Parking Requirements	<p>Industrial, Wholesale and Manufacturing Uses: 1 space per 600 SF of floor area</p> <p>Warehouse Uses: 1 space per 900 SF of floor area</p> <p>(5% of parking spaces shall be handicapped parking spaces)</p>	<p>1 space per 2,000 SF of floor area</p> <p>Accessible parking spaces shall be provided per Federal ADA standards</p>

² IND-3 IUPD maximum height allowed, including when a building or structure is adjacent to a rural or residential zone boundary subject to the Project Edge Treatment Standards provided in Section 6 below.

Logistics Center (LC) Development Standards		
Development Standards	Base Zoning District Regulations (IND-3)	Proposed Zoning District Regulations (IND-3 IUPD)
Height Regulations (Article 903.3)		
Maximum Height	40'	60' ^{3 4}
Yard Regulations (Article 903.4)		
Minimum Front Yard Building Setback	Varies	10'
Minimum Side Yard Building Setback	Varies	3'
Minimum Rear Yard Building Setback	Varies	None
Intensity of Use Regulations (Article 903.5)		
Minimum Lot Area	6,000 SF	6,000 SF
Minimum Lot Width	60'	60'
Maximum Lot Coverage	60%	60%
Parking Regulations (Article 903.6)		
Parking Requirements	<p>Industrial, Wholesale and Manufacturing Uses: 1 space per 600 SF of floor area</p> <p>Warehouse Uses: 1 space per 900 SF of floor area (5% of parking spaces shall be handicapped parking spaces)</p>	<p>1 space per 2,000 SF of floor area</p> <p>Accessible parking spaces shall be provided per Federal ADA standards</p>

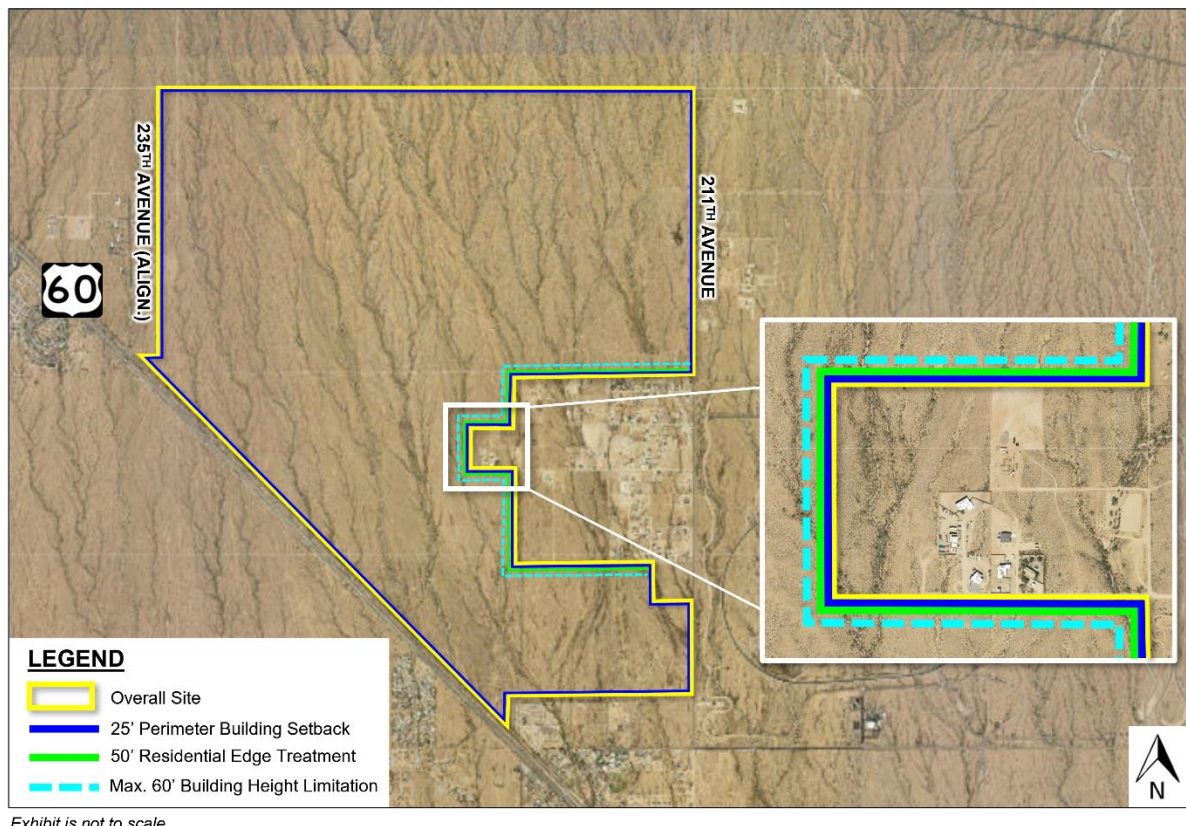
³ IND-3 IUPD maximum height allowed, including when a building or structure is adjacent to a rural or residential zone boundary subject to the Project Edge Treatment Standards provided in Section 6 below.

⁴ Building heights shall not exceed 60 feet, **excluding** antennae, communication towers, silos, storage tanks and storage facilities, elevators for grain or other commodities, processing mills and mill operations, feed mills and related systems or structures.

Generally Applicable Development Standards (IMF, LP, LC)		
Development Standards	Base Zoning Ordinance Regulations	Proposed Zoning Regulations (IND-3 IUPD)
Parking Area Entrances/Exits (Article 1102.7.12)	One parking area entrance/exit per lot/parcel along any one street unless otherwise approved by the County Engineer.	No limit on parking area entrances/exits along any streets located internal to the perimeter property boundary of the Overall Site.
Carpool and Vanpool Parking (Articles 1102.9.8 and 1102.9.9)	Carpool and vanpool parking required for Commercial, Office and Industrial uses (50+ employees, 10% and 100+ employees 15%).	No carpool or vanpool spaces required for Commercial, Office or Industrial uses.
Loading and Unloading Spaces (Article 1103.2)	All wholesale, manufacturing and industrial buildings must provide one loading and unloading space per 10,000 SF of floor area.	The required loading and unloading spaces for wholesale, manufacturing and industrial buildings may be reduced upon review and approval of County staff as part of approval of a Final Plan of Development.
Site Enclosure and Screening Requirements (Article 903.9.c)	Screening of outdoor uses required, walls, fences and outdoor uses may not encroach into required setbacks.	Walls or fences for screening outdoor industrial uses may encroach into the required setback area.
Maximum Fence/Wall Heights (Article 1111.5.3.1)	Maximum wall or fence height of 8'	Maximum wall or fence height of 12'
Maximum Retaining Wall Height (Article 1111.5.2.4)	Retaining walls shall not exceed 6'	Retaining wall shall not exceed 15' as measured from the low side finished grade to the top of the earth being retained except as permitted in Article 1201.4 of the Zoning Ordinance.

6. PROJECT EDGE TREATMENT

The following perimeter edge treatment standards apply to the perimeter property lines as shown on the below exhibit, and include **Perimeter Building Setbacks** and **Residential Edge Treatment**. These standards are intended to provide varying edge treatment standards for various portions of the property perimeter. The Residential Edge Treatment standards are significantly enhanced beyond typical county requirements to create an appropriate transition from the Development to neighboring rural and residential properties. All edge treatment standards will be measured from the perimeter property line of the Development. Except as identified below, the perimeter property boundaries for the Development are subject to the IND-3 IUPD standards outlined above, or applicable IND-3 standards within the Maricopa County Zoning Ordinance where the IND-3 IUPD standards are silent.



Perimeter Building Setbacks

1. A building setback of 25' will be provided along all perimeter property lines except where Residential Edge Treatment is required as outlined below.

Residential Edge Treatment

1. A landscape and building setback of a minimum 50' shall be maintained along all Residential Edge Treatment perimeter property lines. Public roadways and

private access drives may be constructed within the landscape and building setback area.

2. Visual buffering will be provided within the 50' setback along all Residential Edge Treatment perimeter property lines utilizing fencing, berming, landscaping, other appropriate design methods, or a combination thereof. The specific design concepts for visual buffering will be provided at the time of Final Plan of Development and are subject to approval by Maricopa County Planning & Development Department staff. The required visual buffering is intended to provide an enhanced and aesthetically pleasing edge treatment but is not required to fully screen from view the buildings or other activities within the Development.
3. A maximum building height of 60' is allowed within 100' of the Residential Edge Treatment property lines.

7. LIGHTING

Outdoor lighting within the Overall Site shall be in conformance with standards of the Maricopa County Zoning Ordinance except as follows:

1. **For the LP:** Outdoor Light Fixtures, including parking lot lighting, may be constructed to a maximum height of 42 feet, measured to the source of light (pole height).
2. **For the IMF and LC:** Outdoor Light Fixtures, including parking lot lighting, may be constructed to a maximum height of 120 feet and such fixtures are not required to be partially or fully shielded or filtered.
3. Light emitting diode (LED) light may be utilized within the Development.

8. SIGNAGE

Signage for the proposed development shall comply with the regulations provided in Chapter 14, Section 1404 of the Maricopa County Zoning Ordinance.

9. TRAFFIC AND CIRCULATION

A Traffic Impact Study Report ("TISR") is being prepared by an independent third party firm for the Development and will be submitted as part of this Application. The TISR

analyzes traffic volume data, takes into consideration the Maricopa Association of Governments' regional travel demand model, accounts for the City of Surprise 2035 General Plan, and utilizes information and methodologies provided by the Maricopa County Department of Transportation ("MCDOT") and the Arizona Department of Transportation ("ADOT"). The scope of the TISR has been coordinated with MCDOT and ADOT to identify various intersections in and around the project area, along with current and projected traffic patterns along the surrounding roadway network. Traffic data from BNSF's Intermodal Facility and Logistics Park in Kansas City was also evaluated as part of the TISR at the request of ADOT. For the TISR, it is assumed that the Development will be operational in 2028. Importantly, given the co-location of the IMF, LP and LC, a significant number of internal trips will be captured between the various internal components of the Development, thus reducing traffic impacts offsite and throughout the region.

At this time, BNSF has high-level conceptual site plans for the Development. The specifics of the Development, including land uses, building square footages and building layouts, and specific traffic data, including internal access drive and roadway locations, will be determined as development planning progresses. Based on discussions with MCDOT and ADOT, vehicular access to the Development is anticipated to occur at four locations along 211th Avenue (one for the IMF, two for the LP, and one for the LC). An additional, temporary, at-grade vehicular access point is also planned along US 60 when the development opens in 2028. Future permanent access to US 60 will be evaluated as development plans are formalized. Additionally, various offsite roadway and intersection improvements are anticipated to be constructed to accommodate traffic from the Development. Access points to the Development, offsite roadway improvements, including timing of required roadway improvements, will be determined in coordination with MCDOT and ADOT as part of review of the TISR, and as future specific Final Plans of Development are reviewed and approved.

10. DRAINAGE

As the Overall Site is developed, the ultimate infrastructure sizing will be identified to inform future final designs within the respective development sub-areas. Proposed drainage infrastructure across the Overall Site will be designed to maintain natural perimeter entrance and exit points and maintain, as much as possible, natural drainage paths and the natural drainage aesthetic (e.g., unlined or earthen bottom channels will be proposed when feasible). The proposed drainage system will be comprised of a series of parallel box culverts within the limits of the IMF that will funnel into large open channels within the LP and LC sub-areas. The Overall Site's drainage design intends to promote the natural movement of sediment across the site to minimize impacts to downstream sandy bottom washes.

Onsite drainage within the IMF, LP, and LC areas will be collected and conveyed via sheet flow, swales/ditches, inlets, and storm drains to on-site retention basins. The basins will be sized to retain the 100-year, 2-hour runoff volume across the Overall Site. Multiple linear basins adjacent to future development pads within the LP are proposed, as well in other strategic areas. Basins will be designed to drain within 36-hours via a combination of percolation and bleed-off into the nearest offsite channel. Emergency overflow weirs will also be provided to safely bypass flow volumes exceeding the basin capacity to areas that will eventually drain overland to the offsite channels. The use of dry wells, while contemplated, will be minimized.

Multiple Federal Emergency Management Association (“**FEMA**”) floodplains traverse the Overall Site. Future improvements will modify the floodplains through the IMF, LP, and LC utilizing a combination of channelization and peak flow reduction through the provision of onsite retention. A Floodplain Use Permit will be applied for through the Flood Control District of Maricopa County (“**FCDMC**”), and a Conditional Letter of Map Revision (“**CLOMR**”) will be submitted to both the FCDMC and FEMA.

11. WATER

BNSF intends to construct standalone water infrastructure to serve the Overall Site. BNSF is in escrow to acquire Type 2 grandfathered groundwater rights that will allow it to operate wells. BNSF will comply with all applicable Arizona Department of Water Resources laws and regulations.

BNSF has engaged a hydrologist to assist with planning and drilling on-site wells. BNSF has also engaged an independent design firm to design the proposed water system at the Overall Site, including wells, transmission piping, a water campus, and distribution piping. This system is designed to meet the site’s estimated average peak day demand of BNSF’s customer base and comply with all state and county design criteria.

BNSF will comply with the Safe Water Drinking Act requirements for providing potable water service to the Overall Site. This includes applying to registering the facility as a Public Water System with the Maricopa County Environmental Services Department.

12. SEWER

BNSF intends to construct a standalone wastewater treatment system to capture and treat all wastewater generated across the Overall Site. BNSF has engaged an independent design firm to design a wastewater treatment system to handle the Overall Site’s estimated average daily flow at full buildout. The planned infrastructure includes a wastewater capture system of sewer pipes, manholes, and lift stations. The proposed system will convey wastewater to a treatment plant near the southeast corner of the LC. BNSF will comply with all applicable state and local design standards, including those

outlined in the Arizona Administrative Code, ADEQ Bulletin 11, and by the Maricopa Association of Governments.

13. PUBLIC UTILITIES AND SERVICES

Gas

The natural gas provider for the Overall Site is Southwest Gas, however, the initial development of the IMF will not include or require natural gas service. The nearest connections to existing natural gas infrastructure include the primary gas main along the US-60 and a secondary gas main to the east of the Overall Site along 211th Avenue. Since there is existing natural gas infrastructure in proximity to the Overall Site, future end users within the LP and LC will be able to construct on-site natural gas service as needed to accommodate their operations.

Electric

Electrical service to the site will be provided via the local utility Arizona Public Service (“APS”), and the Overall Site is anticipated to require approximately 150 megawatts of power at full buildout. APS is constructing a new 230/69 kilovolt substation at 235th Avenue and US-60 by 2027. This substation will provide the primary supply for the electrical service at the IMF, LP, and LC.

The IMF requires a dedicated 12.47 kilovolt medium voltage service from APS with a level of redundancy to feed the anticipated load of 15 megawatts. Medium voltage distribution throughout the IMF will be designed and owned by BNSF. Medium voltage transformers will be utilized to step down the 12.47 kilovolt yard distribution to 480 volts to feed the individual IMF loads including lighting, air compressors, administrative and maintenance buildings, portals/gates, electric vehicles, etc. Yard distribution will be appropriately sized to handle currently anticipated loads as well as future loads resulting from site growth and advancements in vehicle electrification.

Each individual site within the LP and LC will require its own APS service and meter. Medium voltage distribution throughout the LP and LC will be designed and owned by APS. Yard distribution will be fed from the new APS substation via either a transmission or distribution level service. Transmission level service will require a 69-kilovolt overhead feed from the APS 230/69 kilovolt substation to a 69/12.47 kilovolt substation on the Overall Site. Distribution level service will require multiple 12.47 kilovolt underground feeds from the APS 230/69 kilovolt substation to the Overall Site. Final power requirements, connections, and upgrade requirements for each individual development site will be determined by the end users. Roadway lighting within the Overall Site will be designed in accordance with Maricopa County and APS standards.

Police

BNSF will work with the Maricopa County Sheriff’s Office to ensure that adequate police protection is provided for the Development. BNSF frequently works with their customers

to develop site-specific security protocols and implement physical security features to ensure the safety of their employees, facilities, and the general public. BNSF believes in taking a collaborative, proactive approach with federal, state, and local authorities to protect their customers, cargo, and facilities from security threats.

Fire

The Overall Site is located within two fire districts, the North County Fire & Medical District and the Circle City-Morristown Fire District. BNSF is coordinating with the respective district representatives to determine the best path forward to provide fire protection to the Development. BNSF will work with the ultimate fire protection provider to ensure that they have adequate equipment and personnel to protect the Overall Site from fire hazards.

14. DEVELOPMENT SCHEDULE AND PHASING

BNSF is working to obtain zoning approval for the Development by December 2024, and intends to process the initial Plans of Development in early 2025. It is anticipated that construction on the first phase, the IMF, will begin in mid-2025, with the Development becoming operational by 2028.