

IV. ADDENDA AND DESIGN GUIDELINES

Pocketed maps attached to this Plan, as other illustrations included in this booklet, are illustrative only. In particular, we have included hypothetical sketches of the design concept for review and interpretation of our objectives relating to design controls, zone changes and preferred uses and building arrangements:

Option No. 1 - Uncontrolled Residential/Commercial Land Use (Existing Zoning)

This illustration depicts a conceivable layout of project development under the current zoning conditions. The allowed residential and commercial uses are sketched with suggestions for critical access points, internal circulation and building placement. Of course, the project architect will process the actual site plan and designs (administrative process) if the current zoning condition remains. Likewise, commercial activities (including the initial corner user) are depicted. To avoid concentration of commercial traffic through residential land use, access points along Pinehurst Road (driveways) are depicted and suggested.

Option No. 2 - Controlled Commercial (SU) Land Use (Proposed Rezoning)

Sketch No. 2 depicts one of many combinations of building arrangements and subdivision of property which could occur. Instead of one or two large users, the illustration shows several property lines, mixed-use intentions for structure and access (see text) and demonstrates how a parking and circulation element can be incorporated with a central thematic element (suggested as "Las Fuentes", or "The Fountains").

Should the rezoning application be supported, a "design guidelines" element would be included with this Master Plan. This will be a narrative and pictorial representation of "private controls" that will be incorporated in the final, published Master Plan. If approved as part of the rezoning request, the Design Guidelines will become a mandate for AMREP Architectural and Design Committee prior to submission of plans to the City of Rio Rancho. If structures fit within the "envelope" depicted in the Design Guidelines, the applicant would obtain administrative approvals for building permit, sign variances, conditional use or other applications (if indicated) and projects can proceed expeditiously. If an applicant wishes to vary uses, buildings, setbacks and elements from the Design Guidelines criteria, they would first be reviewed by the private architectural committee. Upon approval, they would then be directed to a rezoning application, P&Z review and governing body consideration of adoption for any design change outside of the "envelope".

The initial composition of the Design Committee (to be amended and formalized with protective and restrictive covenants) to whom initial inquiries can be addressed includes:

AMREP Southwest, Inc., Attention: Mr. Mark Lautman, Mr. Jim Wall, Mr. Michael Castillo
(505) 892-9200.

Community Sciences Corporation, Attention: Mr. Cliff A. Spirock, AICP (505) 897-0000.

MASTER PLAN
AND
DESIGN GUIDELINES

FOR

Las Fuentes

(THE FOUNTAINS)

AT

PANORAMA VILLAGE

A PORTION OF PANORAMA HEIGHTS

RIO RANCHO, NEW MEXICO

November, 1997

DRAFT NO. 1.4 (Editorial Changes)

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LAS FUENTES MASTER PLAN RIO RANCHO, NEW MEXICO

GENERAL CONTENTS

THIS BOOK	-	THE DEVELOPMENT PLAN (Public Approvals and Restrictions)
		I. Introduction
		II. Existing And Special Use Zoning
		III. Land Use And Development Standards
		IV. Addenda And Design Guidelines
INSERTS	-	PRIVATE DEVELOPMENT CONTROL (Developer Initiated Approvals and Process)
		SKETCHES OF DEVELOPMENT (Illustrations showing platting and planning concepts)
		I. Existing Zoning Concept.
		II. Modified Zoning Concept
		III. Model Home Area (interim use)

DEVELOPER'S DISCLAIMER

AMREP SOUTHWEST, INC., herein referred to as the "DEVELOPER", has caused this Development Plan and attendant documents to be published and submitted to the City of Rio Rancho, New Mexico.

Since this document (The Development Plan) contains drawings and text of a changeable nature, it is expressly not a part of the legal documents and contractual commitments between the Developer and any real estate buyer. This Plan serves, until next revised by the Developer (and approved by the City of Rio Rancho, where so governing), as the guidelines and expression of **CONCEPT ONLY** for the location of future roads, utilities, public areas, shapes and size of subdivided parcels, and the like.

The Developer makes no representation or warranties whatever with regard to the information contained herein and disclaims any and all responsibility or liability. When, and if, the City of Rio Rancho adopts this plan, all or in part, that approval shall constitute the sole representation of the allowances, restrictions and process for subsequent use of the land.

Those portions of the Plan which are not part of the City zoning approvals (public allowances and approvals are summarized in Section A) are the property of the Developer with rights reserved to amend, modify, otherwise change and to republish same any provision herein.

No real estate buyer should rely on these documents. Anyone interested should procure the latest, approved City version as well as any accompanying City codes, policies, ordinances and data pertaining to the development of this property and building thereon.

All of the property is held for development purposes (except for platted streets and any public use areas or easements). Properties which may be offered for sale are shown on the plats filed for public record with precise surveyed metes and bounds for such areas and accompanied by any declaration of restrictive covenants which may be recorded with such plat.

Any undesignated areas shown on this Development Plan may be sold, developed or further specified as to ultimate use (subject to the laws of the City). Any planning sketches of unrecorded subdivision designs are subject to change.

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AND CLIFF A. SPIROCK.
CALL (505) 897-0000 FOR AUTHORITY

I. INTRODUCTION

A. Location and Legal Description

The subject property of this development plan is approximately 10.3 acres in area, located at the Northwest corner of Southern Boulevard and NM State Road 528 (NMSR 528), in the City of Rio Rancho, New Mexico.

The property has been used previously as a model home complex for AMREP residential sales, including sales offices, customer selection, preferences and real estate transactions. The existing arrangement of model homes was established in the early 1970's when the Sales Office was relocated from Haynes Park. The model home display area consists of an artificial "courtyard" around which dwellings are constructed in a manner that allows their removal and relocation to a platted subdivision. New model homes are then constructed to demonstrate current housing product.

The site is bounded, to the east, by New Mexico Highway Department right-of-way (NMSR 528) at a minimum 200' width. The southerly portion of the site is bounded by Southern Boulevard, a principal Rio Rancho arterial roadway, which consists of a 100' right-of-way together with a "35' widening easement". This easement was placed with the original platting of the property, intended to allow and reserve an area of land for future right-of-way dedication, when a more specific requirement for Southern Boulevard has been demonstrated. Pinehurst Road, the boundary of the property to the West, is a local street which provides frontage to commercial properties adjacent to Southern Boulevard (including the Bank of America site) and then transitions to a residential street for access to portions of Panorama Heights. The northerly boundary of the property consists of seven residential lots that front (northerly, away from this site) on Lost Tree Road.

At the northeast corner, adjacent to NMSR 528, the site tapers to an existing roadway connection between Torrey Pines, Lost Tree and other streets within Panorama Heights (residential) and a residential roadway, Eastlake Road. This transition is a temporary connection to provide direct access direct to Sabana Grande, a collector roadway with traffic signal serving properties east of NMSR 528.

Illustration 1 depicts the location of the site in proximity to adjacent subdivisions and development.

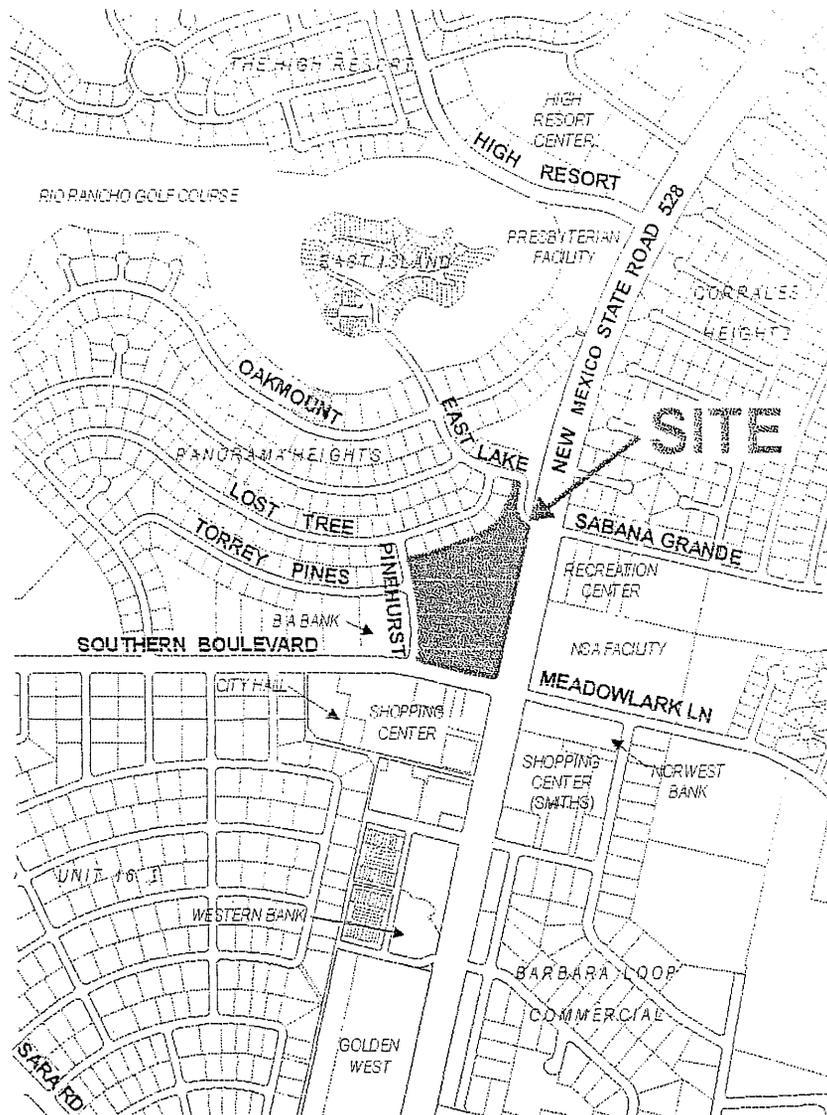


ILLUSTRATION 1 – LOCATION AND VICINITY MAP

Panorama Village Legal Description:

That certain parcel of land situate within the Town of Alameda Grant, City of Rio Rancho, Sandoval County, New Mexico and being comprised of all of Lots 1, 2 and 3, Block 6-A, Oakmount portion of Panorama Heights as the same is shown and designated on the plat of record filed in the Office of the County Clerk of Sandoval County, New Mexico on April 12, 1971 in Volume 1, Folio 101A (Rio Rancho Estates Plat Book No. 1, Page 101A) and containing 0.861 acres more or less; together with:

All of Tract "DD-1A" and "DD-1B", Block 6-A, Oakmount portion of Panorama Heights as the same is shown and designated on the plat of record filed in the Office of the County Clerk in Sandoval County, New Mexico on August 21, 1991 in Volume 3, Folio 929-B (Rio Rancho Estates Plat Book No. 6, Page 43) and containing 9.26 acres more or less; thus resulting in a total, combined area of 10.26 acres more or less.

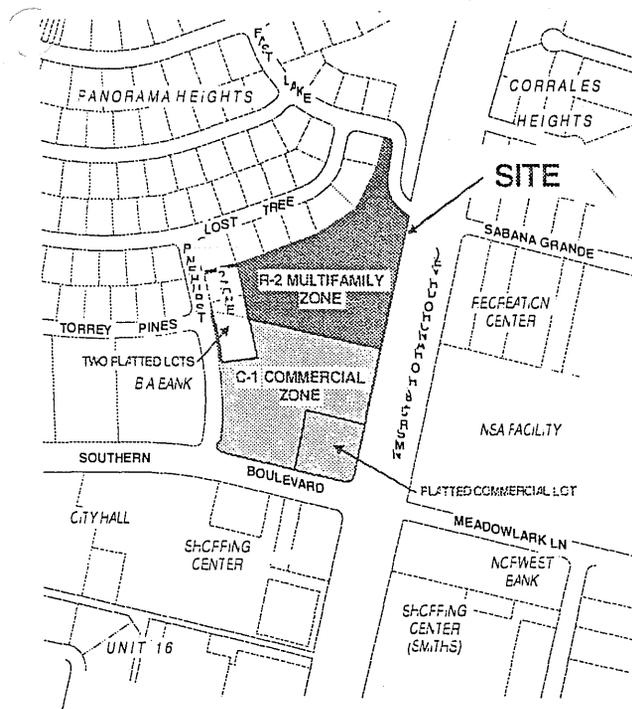


ILLUSTRATION 2 - EXISTING CONDITIONS

B. Existing Zoning And Site Considerations

Illustration 2 depicts the property, in its current and replatted condition, together with adjacent property influences that may affect its development.

The property has been previously platted and subdivided. The platting includes two residential “lots” that front westerly, towards Pinehurst Road; a zoning district boundary separates a north portion zoned R-2 and a south portion zoned C-1. This division line was not designated for any known, specific, project intent.

At the southeast quadrant of the site is a stand-alone “lot” of approximately two acres. This lot conforms, in general location and configuration, to an early plat which defined a two-acre commercial property originally recorded as Tract “B” in 1971 (book 1, Page 101A). This lot was petitioned for vacation in 1991 when the property was named for a large expansion of the model home/ office building complex. The model home expansion, together with the office building, was never consummated, and the application for change of land use has reverted to a configuration which includes three zones:

1. There is in the northerly portion of the property two of the Pinehurst Road residential lots (approximately 0.8 Ac.). There is a question regarding the zoning status of these lots and the land area, which, even though subdivided, may be R-2.
2. The northerly remainder of the property is comprised of approximately 5.7 Ac. It is zoned for R-2, multifamily dwellings limited to a maximum height of 22 feet or two stories.
3. The southerly portion consists of approximately 4.6 Ac.. The corner commercial “lot” is for a C-1 zone, neighborhood and commercial use, limited to a maximum height of 35’).

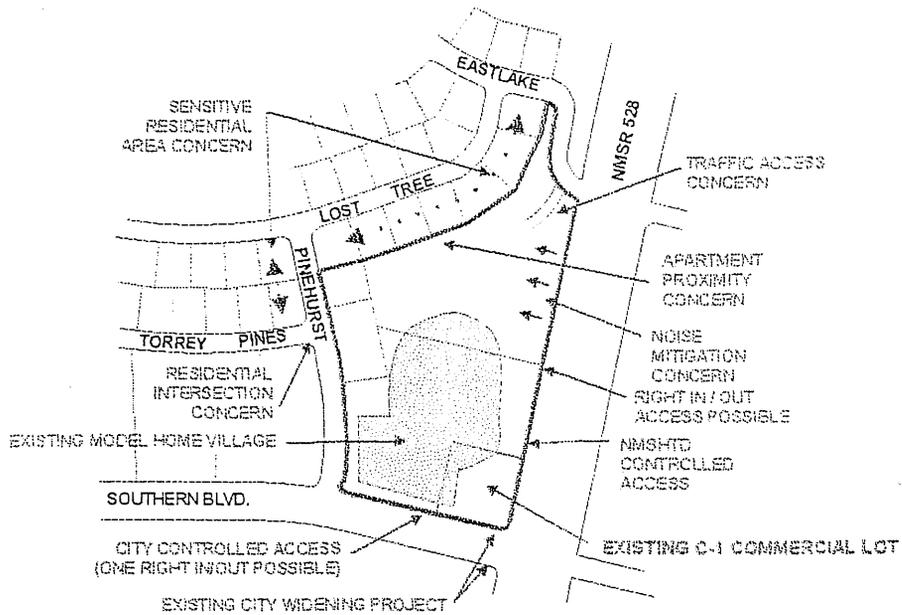


ILLUSTRATION 3 – CONCERNS TO BE ADDRESSED IN PLAN

As mentioned, project development traffic must selectively consider the use of Pinehurst and Torrey Pines as a residential intersection. The Eastlake connection to 528 should be rehabilitated and reconfigured if used for anything other than residential traffic (such as the apartment alternative).

The proximity of back yards and single-family residential land use to the north mandates careful project design and may involve a zone change request to special use to provide for a mitigation or "buffering" for a low density interface. Since the existing zoning allows for conventional apartments, an alternative to this existing zoning is a zone change with the provisions of buffering, noise walls and height limitations. This is presented as an alternative to the existing apartment zoning.

Neighborhood meetings and individual interviews highlight the following concerns from the existing residential property owners adjacent to the site:

- Concern about apartment height and privacy-intruding views from two story, high density rentals, (see Illustration 7);
- Concern about higher density residential activities adjacent to rear yards (creating traffic and play areas);
- Significant concern about noise from NMSR 528 traffic;
- Concerns about alleyways, hiding spots or areas where burglaries and inappropriate behavior cannot be observed;
- Concerns about site-generated noise and pollution;
- Concerns about congestion.

Residential properties beyond those immediately adjoining the site may also have general concerns including neighborhood appearance and impacts on surrounding streets.

In addition to the previous platting and land use designations, the site is encumbered with a future widening easement for Southern Boulevard (proposed for platting to a conventional right-of-way line) and a 35' utility easement adjacent to the NMSR 528 right-of-way. The utility easement allows surface use (parking and landscaping) and contains significant underground communication and utility services together with overhead electrical transmission poles and wires. The electric transmission line parallels 528 to a point midway, then the overhead line crosses 528 at a diagonal to the southeast. A steel power pole structure (approximately midway) should be considered as a "permanent" location and is impractical for relocation.

Southern Boulevard is scheduled for widening by the City of Rio Rancho. The proposed improvements consist of additional lane, intersection improvements and a storm drain system (underground conduit) which will replace the surface conveyance (earth ditch) which now parallels Southern Boulevard. Future plans for NMSR 528 include widening from its current two lane, southbound paving to a six lane mainline configuration. An additional two lanes will be at intersection approaches for a total of eight lanes.. There is adequate right-of-way to accomplish the future widening for both major roadways. However, such improvements will necessitate careful engineering of drainage ways and any access locations.

C. Access and Neighborhood Interface.

The Eastlake Road connection to NMSR 528, to the north, provides an access point to a signalized intersection at Sabana Grande. This roadway primarily serves residential properties, possibly accommodating the existing zoning for apartments; however, the road will require reconfiguration for access to commercial uses.

A midway "right-in, right-out" access on NMSR 528 will be petitioned from the New Mexico State Highway and Transportation Department (NMSHTD) which will locate a median-divided entrance for commercial traffic at the location of the existing PNM electrical transmission tower. A traffic impact analysis (with driveway permit application) has been prepared and will be submitted to the NMSHTD and the City of Rio Rancho as a complement to this Master Plan.

To improve a commercial project entrance to Southern Boulevard, the City of Rio Rancho will be petitioned for an entrance approximately midway at Southern Boulevard. This entrance is proposed to be limited to right-in and right-out turning movements and the physical construction and right-of-way dedication envisions acceleration and deceleration lanes to be constructed as part of this project's improvements. The existing residential developments to the north and northwest of the site have a strong influence on any master plan, site design, rezoning or reconfiguration of zoning.

Pinehurst Road, to the west, can be accessed directly for driveways. Since the northerly portion of the frontage includes a residential street, it is not recommended that commercial traffic be "aligned" to any residential intersection, such as Torrey Pines/Pinehurst. One of the development options includes residential traffic (apartment alternative) utilizing this intersection.

Commercial development should only consider a major entrance to Pinehurst south of residential impacts. Accordingly, any commercial intersection should occur within the southerly 300' of Pinehurst. Commercial driveways (single site access) are allowed.

II. EXISTING AND SPECIAL USE ZONING

A. Purpose of Master Plan.

The Developer, AMREP Southwest, Inc., together with its consultants, has prepared successful master plans and zoning requests for sensitive areas with residential neighborhood interface. These include the projects of High Resort Commercial, Gateway North and Gateway South developments where a zone change to special use (SU) accomplished two important objectives:

1. Special use zoning, together with design standards and self-imposed regulations, provide city and development expectations, together with neighborhood impact assessment, which can mitigate specific structural and environmental concerns. By preparing a detailed Master Plan and Design Guidelines, the issues can be addressed for both community-wide and neighborhood concerns, detailed in a book (this application) that may be approved by the governing body.

2. If allowed in the application, the developer benefits by the intense site design and details by asking for "administrative approvals" for building purposes. Normally, special use zoning implies that each development project would be reviewed by the Planning and Zoning Commission of the City of Rio Rancho. With this Master Plan and zoning request, if a development fits within the parameters or "envelope" of these design guidelines as approved by the City - projects can be approved "administratively" by the City Development Services staff.

This technique has worked exceptionally well in the above-mentioned projects. It requires that the developer establish an architectural and design review committee which first reviews an application for building to ensure that a design criteria established by this Master Plan. This, together with additional standards and regulations, serves their property interests. With the recommendation of the design committee, the applicant proceeds to the City review process.

This Master Plan recommends rezoning. Accordingly, the City of Rio Rancho and the residents will be offered a choice. Illustrations and hypothetical development sketches have been included in this Master Plan which will show the project in its existing zoning (R-2 and C-1) and in a changed zoning of SU-1 for C1/C2 configuration purposes. If the City grants special use (SU) zoning for a mixed use project (including controlled commercial activities and height limitations for a coordinated project), the rezoning application will be processed and the entire site (with the exception of the southeastern most commercial C-1 lot) will fall underneath the new standards. The C-1 lot (at the southeast corner) will remain underneath the restrictions of the City of Rio Rancho zone. However, private controls (imposed at the time of sale) will provide for architectural harmony, traffic and transportation interface and other elements of the "private" controls.

B. Entitlements and Developer Expectations

Illustration 4 compares the existing zoning (residential, apartments and commercial) with a requested rezoning effect for a portion of the property. Under the existing zoning, the developer's expectations and entitlements will adhere to the City of Rio Rancho zoning code, including all variance and conditional use procedures for those zones.

The proposed zoning, in accordance with the purpose of this Master Plan, is to create a special use zone for commercial and office uses consistent with the allowed categories in the commercial C-1 zone and limited uses in the C-2 zone. Further, these zoning categories and this Master Plan identify development standards and guidelines (including limitations on building height and intensity of development) as depicted in this plan.

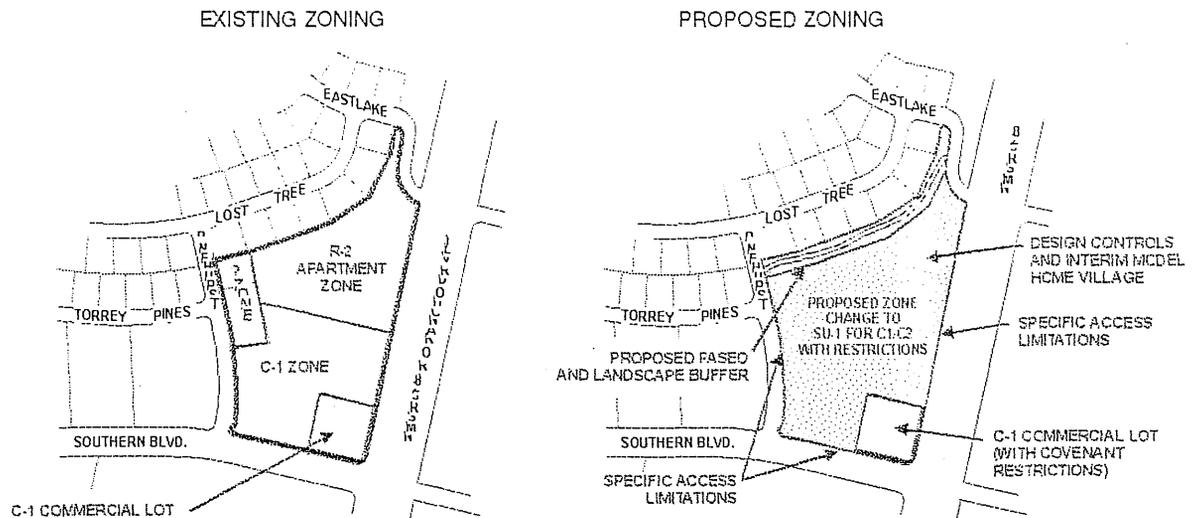


ILLUSTRATION 4 – EXISTING AND PROPOSED ZONING

For issues regarding the design elements of the Master Plan, including sensitivity to existing residential neighborhoods and noise mitigation, this plan proposes four specific impact-reducing elements:

- 1) A "paseo" or pedestrian circulation trail adjacent to the rear yards of the existing homes which serves as a buffer with landscaping, lighting control and increased structures setback. This land area would be described as an individual lot or tract on any subsequent plat map and the allowed uses would be limited to pedestrian mobility and maintenance (by the owners' association associated with the project); and
- 2) Areas identified as "sensitive", limiting building height to single story and suggesting certain land uses that would be complementary with the adjacent paseo and plaza concept envisioned by this plan. An interim use area for a relocated model home village is one such complimentary use; and
- 3) Control of site traffic and access points; and
- 4) Design controls, covenants and imposed limitations which will limit building heights, assure architectural appearance, create an owner's association for maintenance.

The general schedule of uses, allowances and restrictions would govern the use of the property for administrative purposes by the City (in addition to private development standards) is shown on the following table:

GENERAL SCHEDULE OF USES, ALLOWANCES AND RESTRICTIONS
(ESTABLISHED BY ZONING AND COVENANT)

CATEGORY: COMMERCIAL C-1 AND LIMITED COMMERCIAL C-2 ZONING: SPECIAL USE (SU) FOR COMMERCIAL AND OFFICES			
Conditions of Dev. Plan	Permitted Uses	Specific Limitations	Sensitive Areas
<p>ADHERENCE TO PRIVATE COVENANTS, DESIGN GUIDELINES AND ARCHITECTURAL CONTROL ARE THE CONDITIONS IMPOSED, BY ZONING, AND THIS DEVELOPMENT PLAN.</p> <p>THESE CONDITIONS ARE CONTAINED IN THIS DOCUMENT, INCLUDING ANY SUBSEQUENT AMENDMENTS THERETO.</p> <p>PRIVATE RESTRICTIONS AND DEVELOPMENT GUIDELINES ARE CONTAINED IN THE PROTECTIVE COVENANTS AND THE PUBLISHED GUIDELINES PERTAINING TO THIS PROJECT.</p>	<p>ALL USES PERMITTED IN THE C-1 ZONE, INCLUDING RETAIL COMMERCIAL AND OFFICES. INCLUDES ALL CONDITIONAL USES PERMITTED BY THE CITY. USES PERMITTED INCLUDE</p> <ul style="list-style-type: none"> -RETAIL STORES -RESTAURANTS AND BARS EXCLUDING DRIVEUP LIQUOR - REPAIR SHOPS - BANKS - THEATERS - OFFICE BUILDINGS - BANK DRIVE-IN WINDOWS - CHURCHES - BAKERY & CONFECTION - NURSERY SCHOOLS - UNDERTAKERS - CLUBS / FRATERNITIES - MEDICAL COMPLEXES - HOTELS AND MOTELS - COPYING & BLUEPRINTS - DRIVE-IN RESTAURANTS - CONVENIENCE STORES - BOWLING ALLEYS - AUTOMOTIVE & GAS SALES W/ ENCLOSED BLDG FOR LUBE & SERVICE - PRIVATE SCHOOLS - PRINTERS <p>(INCLUDING RELOCATED MODEL HOMES & REAL ESTATE SALES)</p> <p>AND USES PERMITTED IN THE C-2 ZONE:</p> <ul style="list-style-type: none"> - FOOD SALES - AMUSEMENT ENTERPRISES - RESEARCH/ DEVELOPMENT OFFICES 	<p>ALL LOT, PARKING, WALL, SIGN AND BLDG RESTRICTIONS OF THE C-1 ZONE WILL BE THE MINIMUM REQUIREMENTS PLUS OTHER LIMITATIONS ESTABLISHED BY THIS PLAN AS INDICATED BELOW:</p> <p>MINIMUM LANDSCAPED AREA PER SITE: 10% BY CODE AND 15% BY THIS SITE PLAN AND COVENANT. 10% FOR SITES ADJACENT TO NMSR 528. 25% OF SITE PLAN MIN IN FRONT, 15' MIN STRIP ADJACENT TO STREETS, 3% OF SITE PLAN MINIMUM IN PARKING LOT.</p> <p>ALL DRAINAGE DETENTION, PEDESTRIAN, TRASH REMOVAL AND LOADING AREAS ARE TO BE LANDSCAPED WITH VISUAL SCREENING.</p> <p>MINIMUM SIDE-YARD SETBACKS SHALL BE EITHER 0' (COMMONWALL) OR 10' MINIMUM (SEPARATION BETWEEN STRUCTURES) AND; FRONT SETBACKS SHALL BE 35' BY CODE, BY PLAT AND THIS PLAN.</p> <p>SIDE SETBACKS TO ADJACENT STREETS: PINEHURST ROAD-15' WHERE OPPOSITE NON-RESIDENTIAL ZONES, 25' OPPOSITE RESIDENTIAL ZONES. SOUTHERN BLVD-35' TO FRONT EXPOSURE, 15' TO SIDE EXPOSURE. NMSR 528-35' FRONT OR REAR OR SIDE EXPOSURES.</p> <p>NO ACREAGE LIMIT ON BLDG LOTS (AREA).</p> <p>MAX 35' BLDG HEIGHT (ABOVE HIGHPOINT ON ADJ. CURB) EXCEPT FOR SENSITIVE AREAS.</p> <p>MINIMUM PARKING IN ACCORDANCE WITH CODE:</p> <p>MEDICAL- 5 PER DOCTOR CHURCHES/PUBLIC - 1 PER 4 SEATS FREE STANDING OFFICES RETAIL -1 PER 300 SF GLA SHOPPING CENTERS - 5 PER 100 SF GLA RESTAURANTS/BAR - 1 PER 4 SEATS HOTEL-PER CITY STANDARDS DEPENDS ON NUMBER OF ROOMS, CONVENTION FACILITIES & RESTAURANT</p>	<p>Note: these are areas adjacent To existing residences.</p> <p>LANDSCAPING:</p> <p>NOT LESS THAN 10% OF SITE LANDSCAPED ADJACENT TO NMSR 528 INCLUDING A MINIMUM OF 15' OF NMSHTD RIGHT-OF-WAY IS LANDSCAPED AND MAINTAINED, INCLUDING SERPENTINE WALKWAY AND BICYCLE PATH.</p> <p>BUFFER/SETBACK PASEO BUFFER, MIN 35' IN WIDTH WITH AN ADDITIONAL 5' IF SERVICE ACCESS AND 10' SETBACK TO STRUCTURES (FROM PASEO PROPERTY LINE)</p> <p>BUILDING HEIGHT: 1 STORY OR 22' LIMIT WHERE SHOWN (ILLUSTRATION 4).</p> <p>SIDE SETBACKS TO ADJACENT STREETS:</p> <p>25' MIN TO PINEHURST OPPOSITE RESIDENTIAL ZONE, 15' FOR SELECT AREAS IN THIS PLAN (ILLUSTRATION 4).</p>

The general table of limitations and allowances is specifically tailored to the site. It contains the following highlighted provisions:

- A one-story limitation on structures adjacent to the existing R-1 lots, with a separation by a paseo or pedestrian walkway. If buildings adjacent to the paseo utilize the "rear" of their structure for a service entrance, the paseo would be increased from 35' to 40'. Additionally, the structures will require a 10' building setback line from the paseo easement and the design guidelines will encourage shops and users to orient canopies, plazas and pedestrian accessibility to the paseo.
- A portion of the property adjacent to Highway 528 would be limited to one-story buildings (for view preservation).
- Properties adjacent to Highway 528 will meet the City Code landscaping requirement (10%), and will provide an additional landscaping area within the highway right-of-way, including pedestrian and bicycle facilities. All other properties will require a minimum lot landscaping of 15% of their site.
- Individual commercial subparcels may be any size or become condominium ownership; there is no commercial lot minimum acreage.

Building setbacks from Southern Boulevard and Pinehurst Road are tailored for specific conditions and are less than the 35' "front setback" in the zoning code. For properties on Pinehurst Road, north of the existing bank site, the "side or rear" setback would be 25' to the principal structure. Other areas along Pinehurst and along Southern Boulevard would have a 15' side or rear setback. Buildings fronting Pinehurst would remain at 35'.

The specific setbacks for side and rear building exposures (as opposed to the "front" setback recited in the Code) is designed to focus parking areas internal to the entire complex. This will provide a more pedestrian-friendly plaza, interior to the site, reducing the dominance of vehicular parking and accessways adjacent to the existing streets.

C. Conditional Uses, City Process and Limitations

If approved as stated in the General Table, allowing for review by the Design Guidelines, architectural committee, landscape maintenance association and other provisions of this Plan - the "character" of the development by successor/owners can be assured. This means a subdivision of the site, if so requested, would create usable lots that fit within the "framework" of the specific limitations and design guidelines. With the approved subdivision, a building user would apply to the administrative offices of the City (Development Services) for building permit approval. If their proposed configuration or use exceeds the design standards and limitation, they would be required to apply for a revision to this Master Plan, a change of zoning provisions and would require the concurrence of the initial developer (AMREP Southwest, Inc.).

All conditional uses recited in the C-1 and C-2 zoning districts of the City (and as stated in the Table) are conditional uses that can be applied for by any building development. They would go through the normal City processes.

All other standards of the zoning code, unless recited to the contrary in this Plan, apply to the project including incremental or subdivided development, such as: parking standards, lot intensity and access.

III. LAND USE AND DEVELOPMENT STANDARDS

A. Mixed Use vs. Controlled Commercial Zoning

As mentioned previously, the existing zoning on the northerly five acres (approximate) of the site is currently zoned R-2, multi-family and apartments. This land area is too small for a large apartment project and the land is too valuable for town houses or other alternate uses. Accordingly, unless the revised zoning is approved, any applicant would avail themselves to the existing zoning code for height limitations (22'), setback to existing lots (20') and should orient access to complete an intersection on Pinehurst (residential access) and on Eastlake. This would allow commercial access points to be separate even though an internal connection could be utilized (see hypothetical sketches, map inserts).

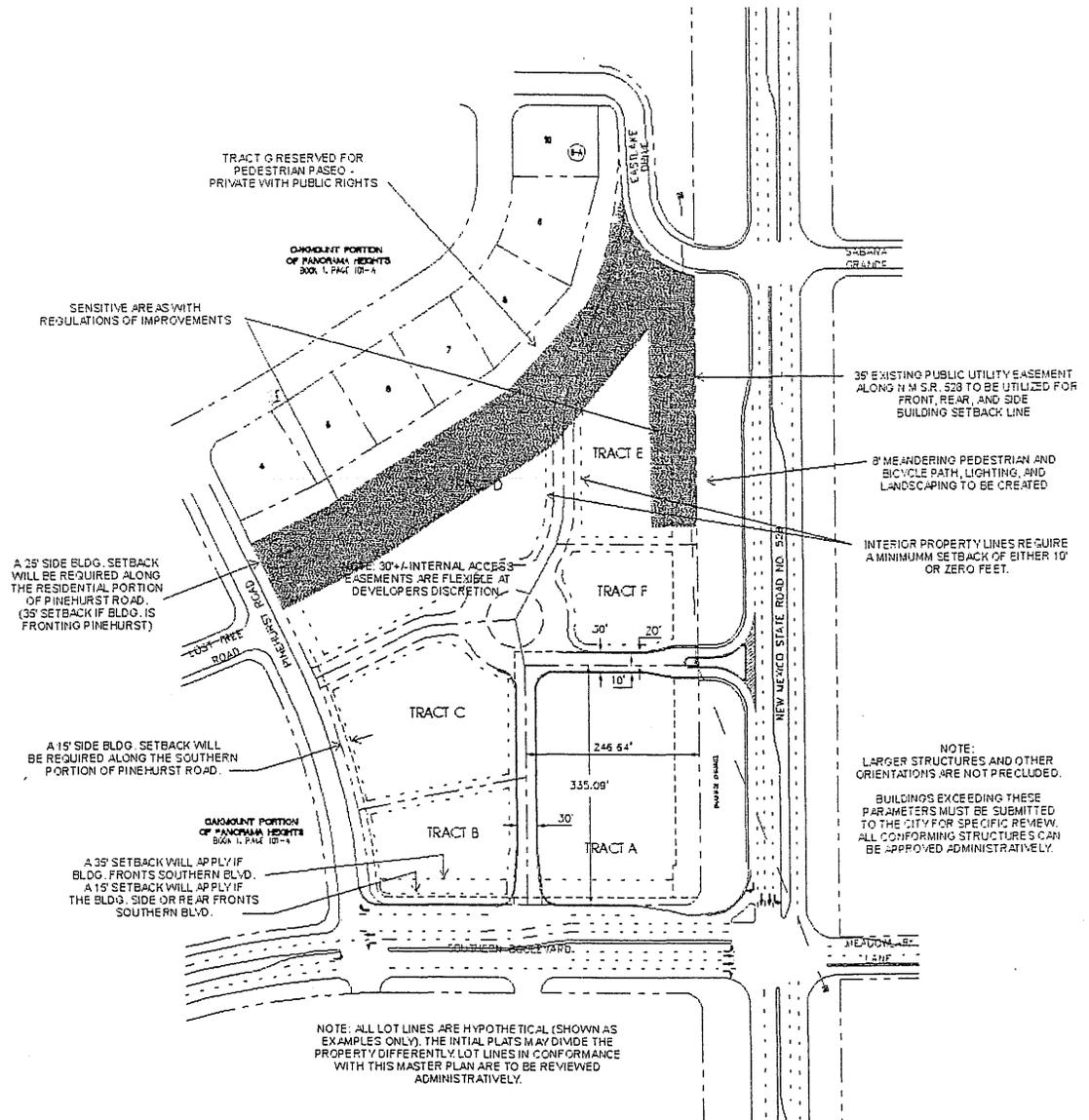


ILLUSTRATION 5 – SKETCH OF REVISED ZONING SUBDIVISION POTENTIAL

Illustration 5 depicts one type of subdivision scenario reflecting the revised zoning alternative. It suggests a future commercial subdivision pattern, a paseo easement and internal easements to allow for circulation. This schematic does not predetermine that any subdivision is necessary (depending on the ultimate purchasers of the property); but it does depict a plat map technique that identifies subparcels, includes easements and shows specific setbacks from street rights-of-way. These easements would benefit all of the owners, the maintenance association and the public.

If the Master Plan is approved, the property could develop either by incremental platting or, similar to other commercial projects reviewed by the City of Rio Rancho, be "pre-platted" to depict all of these conditions. This approach is based on the understanding that future plat adjustments, elimination of lot lines or additions of other sites would be allowed by administrative approval.

B. Neighborhood Buffering Amenities and Circulation

To summarize, the rezoning request includes a paseo or pedestrian connection between Pinehurst Road and NMSR 528. The current envisioned zoning code requirement for commercial buffering includes evergreen trees at a 25' spacing. We believe, in this location, this would create more of a nuisance than an attraction since rear yards of residential properties are exposed to shadowy forms and non-illuminated pockets. The suggested alternative, suggested in Illustration 6, is to create a pedestrian linkage which is, to the extent feasible, a "depressed grade" providing for a sidewalk, a variety of intense landscaping and low-level illumination that could be triggered with motion detectors. The land would be maintained by the owners' association.

A central thematic element envisioned for the project is a large fountain, sundial or other amenity, (see Illustration 6). This is predicted to be a gathering place as well as a vehicular "calming" circulation device. Accordingly, it focuses a "mission style" (or other architectural theme) that visually directs pedestrian connections to internal activities. All such sites will be required to provide usable pedestrian connections internal to the site (in addition to the paseo) together with City standards for combined pedestrian/bicycle trails along 528 and sidewalks along Southern and Pinehurst.

With the reduced peripheral setbacks, building orientations will be suggested at the perimeter streets with a functional front appearance and focus towards the central plaza amenity and other structures. In addition, the type of structures encouraged for the area adjacent to the existing single family houses (the northerly portion) will encourage "food and fun" and similar building occupation that utilizes patios and shaded areas for offices, outdoor dining, open space requirements (landscaping percentage) and activities that can take visual and access advantage of the walkway buffer. Appropriate noise mitigation recommendations will be included in the landscaping plan to assist in Highway 528 traffic noise.

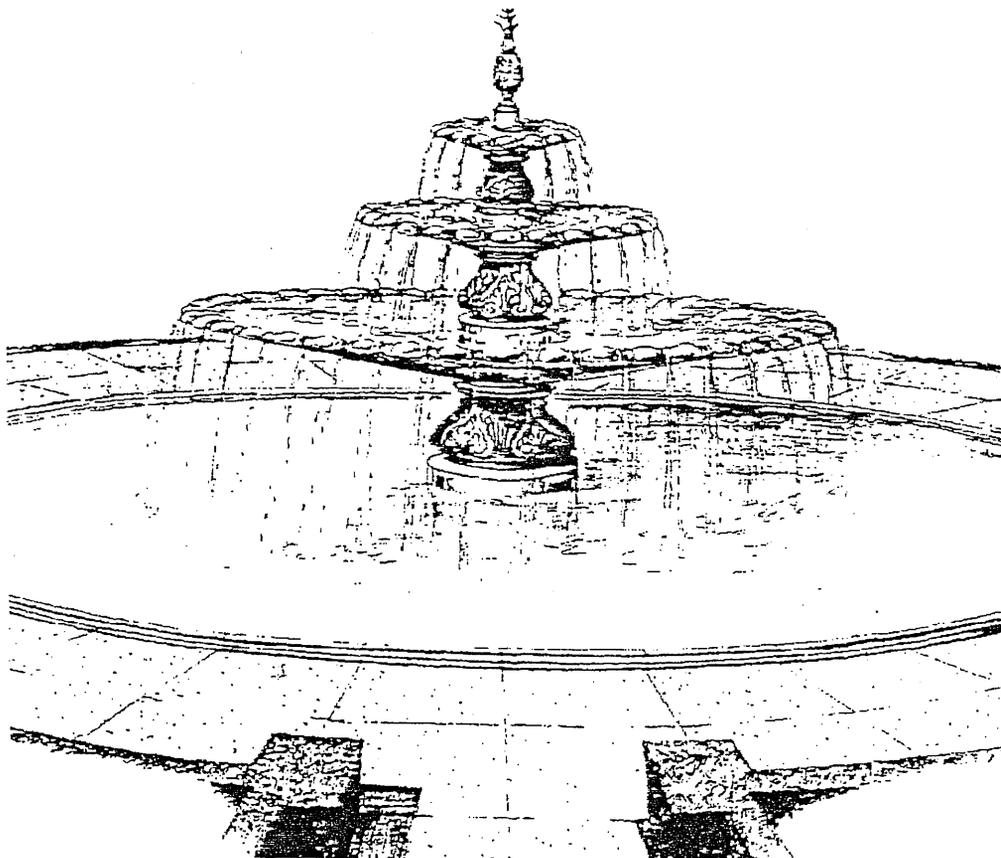
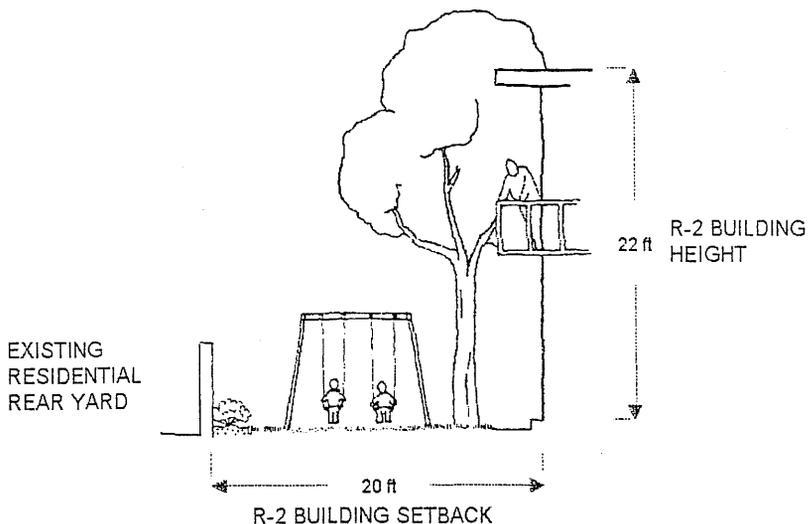


ILLUSTRATION 6 - POSSIBLE CENTRAL THEMATIC ELEMENT

Illustration 7 depicts some preliminary concepts for cross sections through the northerly area (existing zoning-residential housing vs. proposed paseo/buffer). All final landscaping plans and additional elements such as noise walls, separator walls and shielding (including illumination and automobile visual) will be designed by qualified landscape architects and specific provisions will be addressed in the private design controls.

Residential Interface - Existing (R2) Zoning



Residential Interface - Proposed Rezoning

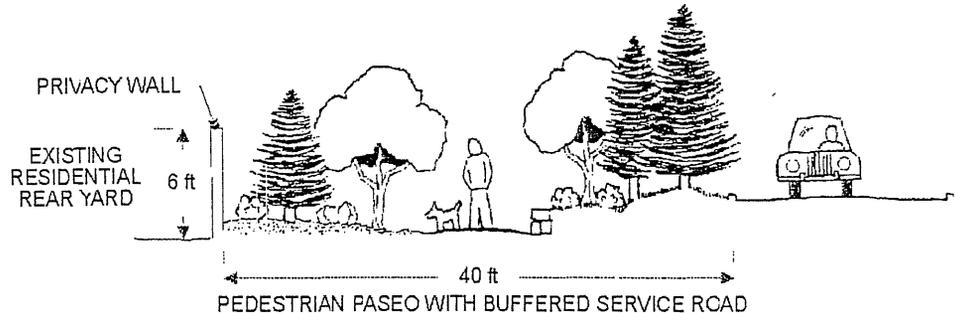
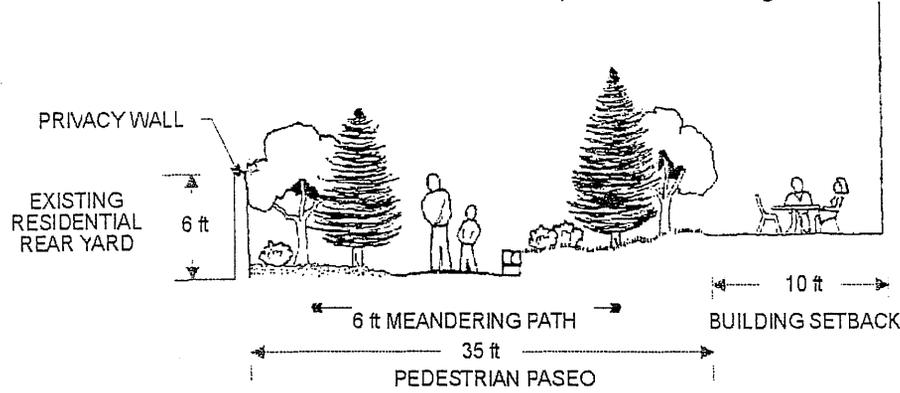


ILLUSTRATION 7 – EXISTING ZONING-RESIDENTIAL HOUSING VS. PROPOSED PASEO/BUFFER

C. Interim Uses - Model Home Sales

One possibility for immediate development use, albeit for an interim period, would be for the relocation of the AMREP Model Home display and sales complex. A significant portion of the Highway 528 frontage is conceived as a "display housing" area with primary building frontages facing 528. The structural massing could include staggered setbacks, "scalloping" or careful orientation for visual harmony and extensive landscaping and evening illumination from 528 traffic. Should AMREP initiate this relocation the housing models will provide noise buffering of 528 traffic. We envision a well-landscaped and maintained appearance from both Highway 528 traffic and from the "rear" of the model home complex. The traditional "rear yard" area will be used as a pedestrian connection for part of the sales tour and can be coordinated to provide an attractive focus for outdoor home buyer discussions in a patio atmosphere. As with the current sales program, these houses would be "relocatable".

In addition to providing an interim noise buffer (that is attractive and well displayed) the complex provides a forum for events. The AMREP Director of Sales would like to initiate "community events." These could include holiday season activities, small musical settings and "attractions" that would be fitting a plaza atmosphere and could assist both the home sales and the Rio Rancho community in defining a focus or "place" for small civic gatherings and celebrations.

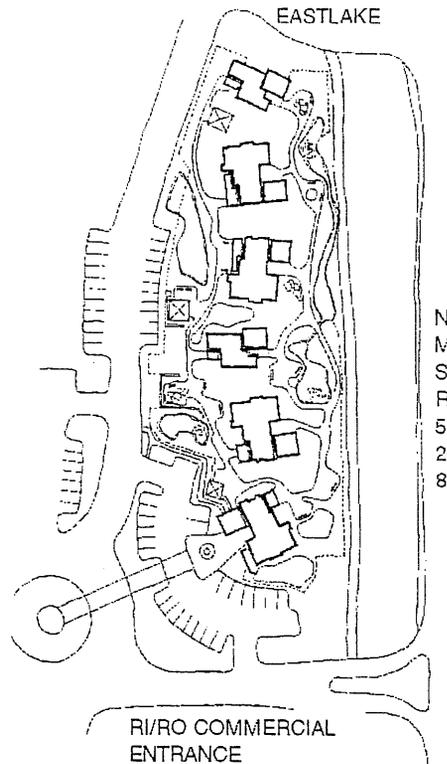


ILLUSTRATION 8 – INTERIM-USE MODEL HOME VILLAGE

D. Master Plan Controls

The illustrations in the insert pocket are suggestive of the specific design controls which are written and attached to this Master Plan for reference purposes. These controls depict the requirements and process for early architectural review (before plans are submitted to the City) and direct architecture, illumination, structural components and accessibility standards. These standards will include those items specifically recited in this Development Master Plan and Rezoning Request such as:

- Height limitations;
- Setbacks;
- Use of easements and pedestrian circulation;
- Participation in maintenance association.

In addition, the private design controls will expand upon the City limitations and process by requiring conformance with design standards that address:

- Architectural appearance, roof material and exterior finish;
- Structural orientation and encouragement of the "food and fun" courtyard objective;
- Review of all building elevations for architectural elements, including entrances, canopies and fenestration;
- Landscaping for required percentage requirements and plant materials for water conservation, security and visual attractiveness;
- Service access, parking configurations and pedestrian circulation;
- Signage materials and site/building illumination;
- Drainage controls and "shared" facilities such as plazas and maintenance responsibilities.

Design intentions, recited specifically in the published design standards, include:

1. *Intensity, massing and structural placement.*

All building reviews (by the Committee) will demand adherence to the height limitations recited in this Master Plan. Further, all building orientations will be suggested to provide arrangements in keeping with the "plaza" atmosphere by internalizing both vehicles and pedestrian circulation around the central thematic elements and access easements. Accordingly, buildings will be directed towards the perimeter and if acceptable to the user, the exterior facades of the structures (side and rear exposures) will require enhancement to provide a "front appearance" atmosphere. This can be done with building materials, fenestration, entrance-way treatments and canopies, awnings or other structural elements such as eaves, roof overhangs and the like.

2. *Setbacks and visibility.*

In addition to the modified side and rear yard setbacks and required front setbacks directed by the zoning code, the submitted site plans when reviewed by the Committee will be recommended to include structural placement for visibility, preservation of residential views, view corridors towards landscaping and thematic elements, such as the plaza and for noise mitigation. As mentioned earlier, the northerly area (adjacent to residential lots) will be encouraged for small, free-standing offices and "food and fun" activities with a strong patio and pedestrian emphasis.

3. *Service, access and parking.*

Building services areas, including deliveries and refuse, must be incorporated in the architectural design. Perimeter alleyways and loading docks will be discouraged and, if feasible, service access will be directed to the sides of structures and incorporated in the architectural elevations. Because of the geometry of the parking areas and circular access easements (if constructed as shown) the available parking areas internal to this site must be carefully monitored. We envision many circular or curvilinear medians and parking separators to distinguish between principal access easements and internalized parking. Rather than creating sites that have property line "divisions" with barriers, shared parking and access arrangements will be encouraged with reciprocal access between sites for both pedestrians and vehicles.

4. *Signage and identity.*

The design standards will augment the City zoning codes with further detail where other commercial projects emphasize monument signage for individual sites, this project creates a "plaza atmosphere" with directory signage, visible to the street frontages, identifying site users. Thereafter, interior signage will be encouraged to be building mounted with controlled illumination with a high quality standard, encouraging artistic motif. Also, internal directional signage adjacent to the principal roadway easements will be provided by individual site users or the developer, to highlight certain areas and themes (such as community gathering areas).

The tentative central theme is suggested to be "Las Fuentes at the Panorama Village". "The Fountains" could incorporate, as a central amenity, a large ceramic fountain and water feature. If this is adapted as the thematic element, individual subsites will identify features and building focal points that respond, on a smaller scale, to Las Fuentes image.

5. *Preferred users.*

In the map pockets of this Plan, please find hypothetical sketches for possible development scenarios. The user at the corner of 528 and Southern Boulevard is anticipated to be a "medium box" convenience, drug and retail sales establishment. This site is located on "conventional C-1" zoning; however, the developer of this plan is working with the project architect for harmony and conformance with the objectives of the plan.

The corner of Pinehurst and Southern is in demand for convenience uses. Preferred uses are encouraged for banks, government installations and other office structures that rely on high visibility and exposure. Should a convenience use or gas service use be entertained, the developer will require siting and architectural conformance to avoid "bright light" users that would conflict with the architectural theme and preferred building arrangement.

For the area to the north, adjacent to the paseo, the marketing directive will be a preference for a small, free-standing structures including "food and fun" establishment such as specialty coffees, yogurt and ice cream, bagels and sandwiches with sit-down restaurants, medical and general offices and service retail (such as barber shops) as an objective. This area could be developed as either a "subproject" or by individual buildings and store locations. In either event, a patio and plaza atmosphere will be encouraged and pedestrian connections to the adjacent paseo will be mandated.

The area suggested for the interim model home complex, adjacent to Highway 528, can be considered for ultimate use objectives in two parts. The portion immediately north of the right-in and right-out entrance is well-suited for a convenience store. The balance of the property could serve as a small, single-story shopping complex with peripheral roadways and parking. As required by this plan, intensive (yet water conserving) landscape along the Highway 528 frontage will be required, including drainage management and access/roadway improvements.

6. *Architectural harmony and finishes.*

This is a prominent and critical corner of the City of Rio Rancho community. For both traffic volumes as well as historic "community center" identification, the project area cries out for a "theme" and "identity".

The first user (southeast corner) envisions a "mission style" structure with barrel tile roofing, entrance features with overhangs and earth-toned stucco finish. AMREP will encourage this user to install a wall identification amenity (with service as drainage control) at the immediate southern/NMSR 528 corner, if feasible. This area could also showcase a small fountain if the "Las Fuentes" theme is adopted.

Following this initial element, the standards of the architectural committee will include the adoption of Spanish Colonial, California Mission and Mexican/New Mexican influences on architectural styles and harmony. The roof treatment will be continued (barrel tile roofing) with parapets, overhangs and roof elements encouraged for gables, hips and deep recesses with entrance indents. Additionally, a palette of stucco, brick and masonry finishes will be indicated among architectural guidelines. It is not intended that building finishes be monotonous, but rather harmonious.

Building fenestration and entrances will include reveals and recesses. Low walls may be incorporated in site landscaping as a design element with bancos, benches and furniture appealing to the "plaza" and pedestrian-oriented objectives. Landscaping elements around

patios, entrances and concourses will include canopy trees, landscape screening and shaded recesses.

Ornamental parking lot illumination (down directed) will be specified on each plan and encouraged for timeless appearance. Also, to augment security lighting, low-height walkway, entrance and building facade illumination will be encouraged. The site is not envisioned to be a "bright site" yet must be illuminated for safety and security.

Again, if the fountain theme is adopted as the central "gathering place" amenity, individual sites will be encouraged to incorporate this theme, with recycling waterscape features. This is not profligate water use since other landscaping treatments will be encouraged for water conservation (xeriscaping) with drip irrigation and "water harvesting" encatchments.

Walkways, sidewalk crossings and building flatwork features would utilize brick or simulated brick paving in keeping with the plaza theme. We anticipate the central amenity to be "surrounded" with benches, ornamental trees and amenity illumination (ground lighting).

Wrought iron fencing and iron gateworks are envisioned, particularly if the interim model home sales use is so constructed. Visibility corridors, both internal to the site as well as preserving residential views to the extent possible will be suggested to all project architects.

7. City requirements and infrastructure expectations.

All roadway entrances, utility service and project improvements benefiting the City (and the NMSHTD) will be designed in accordance with their respective standards. Engineering plans will be forthcoming and initial commitments and expectations include:

- Drainage detention, either on-site or on a complementary off-site location, reducing developed flows to one-half or 0.5 cfs/acre;
- Driveway access permits, justification and design for NMSR 528 access (right-in/right out);
- Median separations at the NMSR 528 entrance which include accommodation of the existing electric utility pole;
- Construction (at developer expense) of a southbound deceleration lane and continuous acceleration/deceleration between the RI/RO entrance and Southern Boulevard;
- Right-of-way dedication and turning radii, at the intersection, that compliments existing City of Rio Rancho programmed improvements;
- Construction (at developer expense) of Southern Boulevard deceleration and acceleration lanes, together with turning movement analysis and Pinehurst Road approach;
- Sidewalks on west and south project sides, and combined pedestrian/bicycle facilities within a landscaping strip (maintained by the association, if allowed) within the highway right-of-way adjacent to the easterly site;
- Intersection improvements for Eastlake Boulevard approach, potentially a "T" intersection with stop sign controls allowing for traffic cueing eastbound at the signal;
- Landscaping commitments at the Eastlake intersection, together with early paseo design and construction for neighborhood buffering of commercial activities;
- Waterline looping, service pressures and sanitary sewer connections allowing for two story structures (where allowed) and multiple site divisions for areas intended for small structural placements;

- Configuration of the central amenity, access corridors (internal to the site) and pedestrian facility recommendations by City staff for traffic safety, vehicular turning movements and disability provisions;
- Cooperation and coordination with City staff on final design standards relating to appearance, "celebration" of the area as a "thematic and controlled development" with recommendations for illumination and finishes;
- Participation in City costs for programmed roadway and storm drainage improvements, to the extent determined by existing agreements.