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**DECLARATION OF RESTRICTIONS
EATON FREEWAY INDUSTRIAL PARK**

April 3, 1974

EATON INTERNATIONAL CORPORATION

Developer

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THIS DECLARATION, made this 12th day of April 1974, by TRANSAMERICA TITLE COMPANY, an Arizona corporation, being the owner in fee, as Trustee for EATON INTERNATIONAL CORPORATION, a Delaware corporation, and acting pursuant to directions from EATON INTERNATIONAL CORPORATION, as Trust beneficiary, herein referred to as "Declarant" or also as "Developer."

WITNESSETH:

WHEREAS, Declarant is the owner of the real property set forth and described in that certain plat entitled "Eaton Freeway Industrial Park," a subdivision of Maricopa County, Arizona, which plat is recorded in the records of Maricopa County, Arizona, in Book 171, Page 31, and is made a part hereof and incorporated herein by reference, and

WHEREAS, the real property described in the plat has been subdivided into numbered parcels identified on the plat as Lots, and

WHEREAS, Declarant is about to sell and convey certain of said lots and, before doing so, desires to subject lots and impose upon said lots mutual and beneficial restrictions, covenants, conditions, development standards and charges, hereinafter collectively referred to as "Restrictions," under a general plan of improvement for the benefit and complement of said lots and the future owners of said lots;

NOW THEREFORE, Declarant hereby declares for and on behalf of itself and subsequent owners that all lots within Eaton Freeway Industrial Park are held and shall be acquired, held, conveyed, hypothecated or encumbered, leased, rented, used, occupied and improved subject to the following Restrictions, all of which are declared and agreed to be in furtherance of a plan for the Subdivision, improvement and sale of said lots and are established and agreed upon for the purpose of enhancing and protecting the value, desirability and attractiveness of the said lots and of the Industrial Park as a whole. All of the Restrictions shall run with the land and shall be binding upon all parties having or acquiring any right, title or interest in and to the real property or any part of parts thereof subject to such Restrictions, irrespective of whether or not mentioned in the deed or other instrument by which title to a lot is acquired.

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1.01

Applicability

These Restrictions shall apply to Lots 1-125 inclusive, except Lot 4, Eaton Freeway Industrial Park. Lots 4, 126, and 127 are zoned PSC by the City of Tempe and are specifically excluded from application of these restrictions.

1.02

Term

These Restrictions shall affect and run with the land and shall exist and be binding upon all owners and all persons claiming under them for a period of twenty (20) years after which time the same shall be extended for successive periods of ten (10) years each, unless an instrument of cancellation signed by the owners of not less than sixty percent (60%) of the lots has been recorded.

1.03

Amendment

This Declaration may be amended at any time on or before the expiration of the Class B membership by a vote of seventy-five percent (75%) of the combined Class A and Class B membership. Thereafter, during the first twenty (20) years of the term hereof, the Declaration may be amended by an instrument signed by the owners of not less than seventy-five percent (75%) of the lots. After the expiration of the first twenty (20) years of the term hereof, the Declaration may be amended by an instrument signed by the owners of not less than sixty percent (60%) of the lots. Any amendment must be recorded.

1.04

Property Owners Association

An association of property owners shall be established as a non-profit corporation to be known as "Eaton Freeway Industrial Park Property Owners Association". Every owner shall be a member of the Association. Membership shall be appurtenant to and not be separated from ownership of any lot.

1.05

Voting Rights of Association Members

The Association shall have two classes of voting membership:

Class A

Class A members shall be all owners, with the exception of the Declarant so long as Declarant shall be a Class B member and, shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members; and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

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Class B

The Class B member will be the Declarant and shall be entitled to two (2) votes for each lot owned.

The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

(b) On January 1, 1980.

1.06

Covenant for Assessments

The Declarant, for each lot owned within the properties hereby covenants, and each owner of any lot by acceptance of a deed therefor, whether or not it shall be so expressed in such a deed, is deemed to covenant and agree to pay to the Association:

(1) Monthly assessments or charges, and

(2) Special assessments for capital improvements.

Such assessments are to be established and collected as hereinafter provided. The assessments, together with interest, costs, and reasonable attorneys fees, shall be a charge on the land and shall be a continuing lien upon the lot against which each such assessment is made. Each such assessment, together with interest, costs and reasonable attorneys fees shall also be the personal obligation of the person who was the owner of such lot at the time when the assessment fell due. The personal obligation for delinquent assessments shall not pass to an owner's successors in title unless expressly assumed by them, but irrespective of any such assumption, the preceding owner shall remain personally obligated to the Association therefor.

The rate and amount of such assessment shall be determined by the Association's Board of Directors. The assessment to which each lot shall be subject shall be determined by

(a) computing the cost of the maintenance and replacement of a member's landscaping upon such lot, which amount shall be reimbursable in its entirety to the Association, and

(b) adding thereto a pro rata portion of the amount required for the maintenance, replacement and improvement of the divider strips located in the entry roadways, maintenance of the decorative or identification signs and structures placed for the benefit of all members, and the Association's cost of billing, collection and administration. Each lot's pro rata share of such common expenses shall be in ratio which such lot's landscaped area bears in terms of square feet to all lots subject to assessment.

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1.06 (continued)

Written notice of the monthly assessment shall be sent to every owner subject thereto. The due date shall be established by the Board of Directors, in their discretion. The Association shall, upon demand and for a reasonable charge, furnish a certificate signed by an officer of the Association setting forth whether the assessments on a specified lot have been paid.

Any assessment not paid within thirty (30) days after the due date shall bear interest from the due date at the rate established by the Board of Directors and notice given. The Association may bring an action at law against the owner personally obligated to pay such assessment, foreclose the lien against the lot or both. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use or abandonment of his lot. The lien of the assessments provided for herein shall be subordinate to the lien of any recorded mortgage or other instrument given as security for the performance of an obligation, including without limitation a deed of trust, taken by the secured party in good faith and for value which is the first and most senior of all liens upon the same property. While sale or transfer of any lot shall not affect the assessment lien, the sale or transfer of any lot pursuant to foreclosure of such a mortgage or deed of trust (including and without limitation the exercise by the Trustee of a power of sale thereunder), or any proceeding in lieu thereof, shall extinguish the lien of such assessments as to payments which become due prior to such sale or transfer; but no such sale or transfer shall relieve any such lot from liability for any assessments thereafter becoming due or from the lien thereof. All lots owned by Declarant or Developer shall be governed by the same procedures of assessment and payments as are lots owned by other owners.

1.07

Landscape Maintenance

The assessments levied by the Association shall be used exclusively for the maintenance and replacement of the landscaped areas upon the member's lots in said Eaton Freeway Industrial Park; and the maintenance, replacement and improvement of the landscaping of the divider strips located in the entry roadways to Eaton Freeway Industrial Park, including without limitation: trees, shrubbery, decorative or identification signs and structures placed for the benefit of all members; and the Association's cost of billing, collection and administration. Assessment shall be for the express purpose above noted and such assessment for and maintenance of such shall begin at the time required landscaping is in place.

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Exterior Maintenance

In the event an owner of any lot shall fail to maintain the premises and the improvements situated thereon, except landscaping, in a manner which meets and complies with reasonable and generally applicable standards promulgated by the Association Board of Directors and, of which the owner has been given reasonable notice, the Association may, by a two-thirds vote of its Board of Directors, notify the owners of the lot of the conditions requiring attention and that, unless said condition is corrected within a period of fifteen (15) days, the Association may in its discretion, cause the condition to be corrected at the owner's expense. In the event said condition is not corrected by the owner within said period of time, the Association shall have the right through its agents to, or cause others to, enter upon said lot and to repair, maintain and restore the premises and improvements erected thereon to a satisfactory condition of maintenance and appearance, and the cost of such shall be added to and become part of the assessment for the current period to which the lot is subject.

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1.09

Mutuality of Benefit and Obligation

The Restrictions and agreements set forth herein are made for the mutual and reciprocal benefit of lots referred to above in Eaton Freeway Industrial Park and are intended to create mutual, equitable servitudes upon each of said lots in favor of each and all of the other lots numbered above, taking into consideration the differing Industrial Zoning Classification applicable to the various lots; to create reciprocal rights between the respective owners of said lots; to create a privity of contract and estate between the grantees of said lots, their heirs, successors and assigns, and shall, as to the owner of each such lot, his heirs, successors or assigns, operate as covenants running with the land for the benefit of each and all other of the above-numbered lots and their respective owners.

1.10

Development Control Committee

A Development Control Committee (herein called "Development Committee") shall be appointed by Declarant and shall be composed of five (5) members. Committee members shall be subject to removal by Developer and any vacancies from time to time existing shall be filled by appointment of Developer, provided, however, that at any time hereafter the Developer may, at its sole option, relinquish to the Board of Directors of the Property Owners Association the power of appointment and removal reserved herein to the Developer. Such transfer of power must be evidenced in writing.

1.11

Design Review

Each applicant shall contact the Development Committee at the office of Developer to arrange a design review meeting at such times as Master or Preliminary Plans have been prepared. This meeting should include a representative of the applicant and his design personnel.

1.12

Development Guidelines

The purpose of these guidelines is to assist the applicant and his design personnel in achieving the desired quality level of development and to aid the applicant in expediting the review of his plans by providing sufficient information to make a complete review at an early stage.

1.13

Design Review Assistance

The Development Committee shall designate qualified personnel to assist applicants in review of these Restrictions. The following persons are available to discuss and clarify any uncertainty during the design and review phases as of the date shown below:

Date _____

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- 2.01 Name of Subdivision
Eaton Freeway Industrial Park is a development of Eaton International Corporation, herein called "Developer", as approved by the Tempe Planning Department and the Tempe City Council. It is a totally planned area with commercial, business, office, and light industry uses.
- 2.02 Water & Sewer Service
Water and sewer services within the subdivision are provided by the City of Tempe.
- 2.03 Electric Power Service
Electrical power is provided by Salt River Project.
- 2.04 Natural Gas Service
Natural gas is provided by Arizona Public Service.
- 2.05 Tempe Zoning Code
Except as otherwise stated herein more restrictive, the requirements of the City of Tempe Zoning Code shall apply.
- 2.06 Tempe Building Code
No construction shall be proposed within the subdivision, except that which complies with all provisions of Tempe Building Code, and with these Restrictions.
- 2.07 Landscaping Design
All landscaping shall be installed in accordance with a landscape plan certified by a landscape designer approved by Development Committee. All landscaped areas shall be well maintained at all times. (See Article VIII)
- 2.08 Surface Water Retention
All improved sites shall be designed so as to retain normal rainfall drainage within the site in accordance with Tempe requirements. This may be accomplished by depressed parking lot tree-wells and landscaping, and depressed landscaping areas along the street frontage and within the premises.
- 2.09 Bicycle Pathways
Bicycle paths where required shall be within the front yard area, designed in accordance with Tempe requirements.

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2.10

Driveway Easement Crossings

As pertaining to lots 1, 2, 3, 4, 126 and 127, any and all driveway crossings from 48th Street into said lots over the utility easement shown on recorded plat shall be constructed in accordance with approved design requirements of El Paso Natural Gas, City of Tempe and other agencies having an interest in said utility easement.

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3.01

Advertising Surface

The total area of the face of the structure, excluding supports.

3.02

Area of Elevation

Total height and length of a building as projected to a vertical plane.

3.03

Building Site Area

The total land area of the land described in the use or other permit.

3.04

Setback from Street Corners

Setbacks from street corners shall be established as that point of intersection of the required setback lines from access streets, prolonged to point of intersection.

3.05

Front of Corner Lots

For the purpose of these regulations, the narrowest frontage of a lot facing the street is the front and the longest frontage facing the intersecting street is the side, irrespective of the direction in which structures face.

3.06

Landscape Areas

The total area of the land on each building site area that is required by the Tempe Zoning and Building Ordinances to be landscaped and maintained and includes the area of public right of way between the front property line (and side property line if corner lot) and the curb of the paved street or streets; also any additional area required by this document to be landscaped.

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4.01

Intent of Use

It is the intent of this section to allow offices, service industries and light commercial or industrial uses which do not cause smoke, soot, dust, fumes or other gases, noise or vibration to be exhausted or emitted into the air beyond the industrial premises wherein such use is located, or such uses which are not detrimental because of latent explosion danger or from radiation, or do not endanger surrounding neighborhoods.

4.02

Use of Premises

All light manufacturing activities are to be confined within a building or buildings, except that minor ancillary activities associated with the manufacturing process may be located outside a building provided screening requirements, as set forth in this document, are observed.

4.03

Exterior Equipment

Testing facilities may be located outside of a building, provided it can be demonstrated that it is in the interest of safety or health of employees and that screening requirements are observed.

4.04

Caretaker Quarters

Living quarters may be included in the building site development; however, only for occupancy for the family of a caretaker or operator employed on the premise.

4.05

Commercial Use

Any commercial uses made of the properties under this section must be in accordance with the Tempe Zoning Ordinance then in effect.

4.06

Service Industries

Service industries allowed are those industries providing a service as opposed to the manufacture of a specific product, such as repair and maintenance of appliances, tooling, printers, small machine shops, testing shops, and the repair, maintenance and servicing of items, excluding automobile repair or auto body shops.

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4.07

Business Buildings

Administrative, professional and business offices as allowed by Tempe Zoning Ordinance.

4.08

Development Standards

All uses listed hereunder are subject to the Development Standards listed under Article VI.

4.09

Uses Not Permitted

The following uses will not be permitted in the areas of this section, even though possibly allowed by the Tempe Zoning Ordinance:

Any use not allowed by Tempe Building Department

All uses not allowed under Article V, Section 5.09

Plating Shops

Sheet Metal Fabrication

Building Construction Equipment and Material Storage

Butane Distributors

Paint and Varnish Bulk Warehouse Storage

Motor Repairing and Rewinding

Motor Freight Company Warehouses

Radio Transmitter Towers

Meat Packing, or Smoking, or Processing

Welding Shops

Transfer Company-Trucking Terminal

Any use determined by Developer to be detrimental to other property owners or contrary to the general plan of development for which these restrictions are declared.

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ARTICLE V - PERMITTED USES I-2 ZONED AREA

5.01

Intent of Use

It is the intent of this section to allow the location of general warehousing and manufacturing activities, a combination of general industry with business offices, and industrial support activities, provided that such activities do not emit any offensive odors, dust, noxious gas, noise, vibration, smoke, heat, or glare beyond the industrial premises wherein such use is located.

5.02

Use of Premises

All activities are to be confined within a building, except that minor ancillary activities associated with the business operation may be located outside a building, provided screening requirements, as set forth in this document, are observed.

5.03

Exterior Equipment

Trucks, cranes and such other equipment related to the building construction and similar industries may be stored in solidly screened, fenced areas on the rear fifty percent (50%) of land area.

5.04

Caretaker Quarters

Living quarters may be included in the building site development; however, only for occupancy of the family of a caretaker or operator employed on the premises.

5.05

Commercial Uses

Any commercial use made of the properties under this section must be in accordance with the Tempe Zoning Ordinance then in effect.

5.06

Uses Under I-1 Zoning

Any uses allowed under Article IV.

5.07

Business Buildings

Administrative, professional and business office buildings as allowed by Tempe Zoning Ordinance.

5.08

Development Standards

All uses listed hereunder are subject to the Development Standards listed under Article VII.

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5.09

Uses Not Permitted

The following uses will not be allowed in the areas under this section even though possibly allowed by Tempe Zoning Ordinance:

- Junk Yards
- Distillation of Bones
- Fat Rendering
- Animal Slaughter
- Petroleum Refining
- Smelting of Iron, Tin, Zinc and other ores
- Incineration or reduction of garbage or waste
- Circus or Carnival
- Storage, manufacturing, distribution or sale of explosives
- Meat Packing or Smoking
- Any use determined by Developer to be detrimental to other property owners or contrary to the general plan of development for which these restrictions are declared.

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6.01

Construction Guidelines

Absolutely no construction or development may proceed on any lot in this subdivision until all the following applicable procedures have been complied with and approval in writing from the Development Committee has been issued. Approval within these guidelines will not be unreasonably withheld.

6.01.1

Types of Construction

All buildings, except caretaker's quarters, must be constructed of reinforced concrete or masonry walls, or other materials approved by Development Committee. No trailer-type mobile modular units shall at any time be used except during construction of approved developments.

6.01.2

Exterior Design

Improvements fronting on special landscaped streets will require design of higher quality.

No part of the roof may project above the parapet, except where such slope is a convincing aspect of the building design.

All exterior wall elevations of buildings facing streets shall have approved architectural treatment.

6.01.3

Approval of Plans

Two sets of plans are to be submitted to the Development Committee, c/o Eaton International Corporation, Industrial Development Office, for all drawing phases discussed herein (i.e. Master Plan, Preliminary Plan, Working Drawings, Revisions, Additions). One set will be returned with comments.

Any additions or alterations to any portion of the approved plans shall be subject to review and approval and subject to correction at any time unapproved additions or alterations are noted.

6.01.4

Master Site Plan Review

Submission of a master site plan will be required only when ultimate site development occurs in stages. The master plan is to be reviewed and approved before preliminary plans are submitted.

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6.01.4 (continued)

The master plan is to include:
Indication of total building complex with roof lines;
vehicular or pedestrian circulation; employee and guest
parking; grading, drainage and utilities; design rela-
tionship to adjacent properties and streets; description
or sketches indicating architectural character and
materials; concept of signs proposed and a conceptual
landscape plan.

6.01.5

Preliminary Plan Review

The preliminary plan required of all applicants is to
include the following site, architectural, engineering
and landscape information: Size of lot, lot or tract
number, street address, employee and guest parking lay-
out, building square footage, projected number of employees
each shift, setbacks, building and roof lines, indication
of existing topography, finished grades, site drainage,
utility connections to existing lines, building elevations
showing materials, colors and finishes for all exterior
design elements, areas and types of all signs and the
areas designated for planting.

6.01.6

Working Drawings Review

Working drawings required of all applicants shall be
generally in accord with approved revised preliminary
plans, and include the following: construction details
and specifications as required by Tempe Building Depart-
ment; details of any graphics to be affixed to any areas
of elevation, or of any free standing signs proposed.
One set of working drawings shall be forwarded to Develop-
ment Committee for permanent file after which approval for
construction will be issued.

6.01.7

Landscape Plan Review

Landscape plan required of all applicants shall include
details as required under the landscape section of this
document.

6.02

Design Guidelines

The following criteria shall be considered in approval
of projects:

6.02.1

Building Site Coverage

Maximum building coverage of fifty percent (50%) is
allowed. Parking shelters shall not be calculated as
building area.

6.02.2 Fenced Enclosure

All exterior storage areas and service yards, loading docks and ramps, electrical cage enclosures and storage tanks are to be screened from view from access streets, freeways, and adjacent properties by a fence, wall or mature landscaping.

6.02.3 Color Coordination

Colors, materials and finishes are to be coordinated on all exterior elevations of the buildings to achieve total continuity of design.

6.02.4 Exterior Lighting

Parking lot lighting fixtures are to have a maximum height of 16 feet. Walkway lighting fixtures are to have a maximum height of 12 feet. Security lighting fixtures are not to project above the fascia or roof line of the building and are to be shielded from direct street view. Shields shall be painted to match the surface to which attached.

6.02.5 Roof Mounted Equipment

All roof mounted equipment projecting more than two feet above the roof or roof parapet is to be screened by an enclosure which is to be designed and painted consistent with building. All roof mounted equipment and ventilators not screened shall be painted consistent with the color scheme of the building.

6.02.6 Wall Mounted Equipment

No mechanical equipment is to be exposed on the front or side wall surface of a building.

6.02.7 Miscellaneous Equipment

Gutters and downspouts are to be painted to match the surface to which attached unless used as a major design element.

Roof mounted ventilators are to be a maximum of two feet above point where attached and painted or prefinished with the color scheme of the building.

Vents, louvers, flashings, tanks, stacks, overhead doors or other similar items are to be painted consistent with the color scheme of the building.

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6.02.8

Caretaker Quarters

If attached to the building, such facility shall be of consistent design and construction as the building.

If detached, such facility may be of such design and material as is appropriate but must be coordinated into the overall site design of the premises. Approved mobile modular units, not less than 10 feet wide, are allowed; however, travel-trailer type units shall not be acceptable.

6.03

Parking Guidelines

Parking and truck maneuvering areas shall be constructed to meet the following criteria:

6.03.1

Parking - Intent

Adequate off-street parking shall be provided to accommodate all parking needs for the site. The intent is to eliminate the need for any on-street parking.

6.03.2

Parking - Restrictions

Parking areas and maneuvering areas for access thereto may not be located in the required front yard or the street side yard.

6.03.3

Parking - Surfacing

All driveways and parking areas must be paved with concrete or hot asphalt paving. So-called "armor coat" topping will not be approved.

6.03.4

Parking - Design

Parking facilities need not be located in one consolidated area of a particular site, but may be separated by landscaping and building elements; however, size of spaces, drives and isle widths, etc., must conform to the minimum established requirements of the Tempe Zoning Ordinance.

6.03.5

Parking - Minimum

The following is a guide to determine minimum parking requirements; however in addition, requirements of any governmental regulations effective shall be adhered to.

Office Buildings -

One space per 200 sq. ft. of gross area

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6.03.5 (continued)

Commercial Use -
Same as offices

Manufacturing Plant -

Two spaces for each three employees but in no case less than one space for each 500 feet of gross floor area plus one space for each vehicle operated from and stored at the subject site.

Warehouses -

Two spaces for each three employees but in no case less than one space for each 1,000 sq. ft. of gross floor area for the first 20,000 sq. ft. and one space for each 2,000 sq. ft. additional gross floor area.

6.03.6

Parking - Double Shifts

If there is more than one shift, the number of employees on the largest shift shall be used in determining the parking requirements, plus 25% of the greater of the preceeding or following shift requirements.

6.03.7

Parking - Mixed Uses

In case of mixed uses, the total requirement shall be the sum of the requirements of the various uses computed separately and the off-street parking spaces for one use shall not be considered as providing the required off-street parking for any other use.

6.03.8

Parking Shelter Structures

Canopy or shade type open parking structures where permitted by Tempe Code may be installed in approved parking areas; however, such structures may not be located nearer a street than the allowed building line; and said shelters shall be used only for the parking of company vehicles and employee's or visitor's vehicles.

6.04

Setback Requirements

Fence and wall setbacks shall be as established.

6.04.1

Setbacks - Point of Measure

All setbacks shall be measured from the property line. For the purpose of this document, the dimension setback is the closest point to a curved property line.

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- 6.04.2 Setback - Front Yard
Front yard setback - 30 feet, except that unsupported canopies or sun screens may project not over 6 feet into the setback area. Allowable signs may be placed in the front yard setback area.
- 6.04.3 Setback - Street Side Yard
Street side yard setback same 30 feet as required for front yard.
- 6.04.4 Setback - Inside Yard
No inside lot side yard setback as such is required; however, all buildings shall be designed and located so as to provide side yard width of a minimum of twenty percent (20%) of the width of the building site on one side of the building, but in no event need this exceed 30 feet at any time.
- 6.04.5 Setback - Rear Yard
None required.
- 6.05 Loading Area - Guidelines
Truck loading and unloading areas shall be designed and maintained so as to not needlessly detract from the premises. Proper space shall be provided for all truck vehicles to maneuver within premises and only drive forward when entering or leaving premises.
- 6.05.1 Loading Area - Location
All loading shall be from the rear or side not fronting on a dedicated street.
- 6.05.2 Loading Area - Screening
Loading areas shall be screened from view or at a minimum, have the view from streets adjacent to said loading areas broken up, utilizing landscaping and/or fencing material.
- 6.06 Storage Area Requirements
- 6.06.1 Storage Area - Location
No storage shall be permitted between a frontage street and the building line.

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- 6.06.2 Storage Area - Screening
All outdoor storage shall be visually screened from access streets, freeways and adjoining property. Said screening shall form a complete opaque screen up to 8 feet in height. No products, stored merchandise or racks shall extend above the fence height.
- 6.06.3 Storage Area - Vehicles
All company owned and operated motor vehicles and equipment, with exception of passenger vehicles, shall be stored in an approved and screened outdoor storage area.
- 6.07 Fencing Guidelines
- 6.07.1 Fencing - Location
No fencing shall be closer to either the front or side street than the allowed building line.
- 6.07.2 Fencing - Low Walls
Low walls or redwood-type fence not to exceed 36 inches above finished grade may be installed, subject to Tempe regulations, in the setback areas as part of landscaping concept.
- 6.08 Refuse Handling Requirements
All refuse shall be accumulated in an approved container provided by licensed refuse services.
- 6.08.1 Refuse Collection - Location
No refuse collection area shall be permitted between frontage street and the building line.
- 6.08.2 Refuse Collection - Screening
All outdoor refuse collection areas shall be visually screened from access streets, freeways and adjoining property by a complete opaque screen.
- 6.09 Utility Service Lines
All electric power and telephone service lines into a building shall be underground, whether or not the primary service lines are underground.

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6.10

Sidewalks

Sidewalks shall not be required by this document; however, where required by Tempe Zoning or Building Department, shall be installed to their standards.

6.11

Nuisances

No portion of the property shall be used in such a manner as to create a nuisance to adjacent sites, such as, but not limited to, vibration, sound, electromechanical disturbances, radiation, electromagnetic disturbances, air and water pollution, dust, and emission of odorous, toxic or noxious matter.

6.12

Landscaping Regulations

The landscaping for the building site shall be installed to an approved design. Because landscaping is a part of a total package of site development with landscape treatment along street frontage and entranceways, a separate section of this document shall cover the total concept. (Article VIII)

6.13

Signs

All signing shall be in accord with the Tempe Zoning Ordinance as it shall then be in effect. A separate section herein (Article IX) establishes further regulations for all signs allowed hereunder.

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ARTICLE VII - DEVELOPMENT STANDARDS I-2 ZONED AREA

7.01

Construction Guidelines

Absolutely no construction or development may proceed on any lot in this subdivision until all the following applicable procedures have been complied with and approval in writing from the Development Committee has been issued. Approval within these guidelines will not be unreasonably withheld.

7.01.1

Types of Construction

All buildings, except caretaker quarters, must be constructed of reinforced concrete or masonry walls, or other materials approved by Development Committee. So-called steel and metal buildings are not permitted.

7.01.2

Exterior Design

Improvements fronting on special landscaped streets will require design of higher quality.

No part of the roof may project above the parapet, except where such slope is a convincing aspect of the building design.

All exterior wall elevations of buildings facing streets are to have approved architectural treatment.

7.01.3

Approval of Plans

Two sets of plans are to be submitted to the Development Committee, c/o Eaton International Corporation, Industrial Development Office, for all drawing phases discussed herein (i.e. Master Plan, Preliminary Plan, Working Drawings, Revisions, Additions). One set will be returned with comments.

Any additions or alternations to any portion of the approved plans shall be subject to review and approval and subject to correction at any time unapproved additions or alternations are noted.

7.01.4

Master Site Plan Review

Submission of a Master Site Plan will be required only when ultimate site development occurs in stages. The master plan is to be reviewed and approved before preliminary plans are submitted.

The Master Plan is to include:

Indication of total building complex with roof lines; vehicular or pedestrian circulation; employee and guest

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7.01.4 (continued)

parking; grading, drainage and utilities; design relationship to adjacent properties and streets; description or sketches indicating architectural character and materials; concept of signs proposed, and a conceptual landscape plan.

7.01.5

Preliminary Plan Review

The Preliminary Plan required of all applicants is to include the following site, architectural, engineering and landscape information:

Size of lot, lot or track number, street address, employee and guest parking layout, building square footage, projected number of employees each shift, setbacks, building and roof lines, indication of existing topography, finished grades, site drainage, utility connections to existing lines, building elevations showing materials, colors and finishes for all exterior design elements, areas and types of all signs, and the planting areas designated.

7.01.6

Working Drawings Review

Working drawings required of all applicants shall be generally in accord with approved revised preliminary plans, and include the following:
Construction details and specifications as required by Tempe Building Department; details of any graphics to be affixed to any areas of elevation, or of any free standing signs proposed. One set of working drawings shall be forwarded to Development Committee for permanent file after which approval for construction will be issued.

7.01.7

Landscape Plan Review

Landscape Plan required of all applicants shall include details as required under the landscape section of this document.

7.02

Design Guidelines

The following criteria shall be considered in approval of projects:

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7.02.1

Building Site Coverage

Maximum building coverage of sixty percent (60%) is allowed. Parking shelters shall not be calculated as building area.

7.02.2

Fenced Enclosure

All exterior storage areas and service yards, loading docks and ramps, electrical cage enclosures and storage tanks are to be screened from view from access streets, freeways, and adjacent properties by a fence, wall or mature landscaping.

7.02.3

Color Coordination

Colors, materials and finishes are to be coordinated on all exterior elevations of the buildings to achieve total continuity of design.

7.02.4

Exterior Lighting

Parking lot lighting fixtures are to have a maximum height of sixteen feet (16'). Walkway lighting fixtures are to have a maximum height of twelve feet (12'). Security lighting fixtures are not to project above the fascia of roof line of the building and are to be shielded from direct street view. Shields shall be painted to match the surface to which attached.

7.02.5

Roof Mounted Equipment

All roof mounted equipment and ventilators projecting more than two feet above the roof or roof parapet is to be screened by an enclosure which is to be designed and painted consistent with building. All roof mounted equipment and ventilators not screened shall be painted consistent with the color scheme of the building.

7.02.6

Wall Mounted Equipment

No mechanical equipment is to be exposed on the front or side wall surface of a building.

7.02.7

Miscellaneous Equipment

Gutters and downspouts are to be painted to match the surface to which attached unless used as a major design element.

Roof mounted ventilators are to be maximum of two feet above point where attached and painted or prefinished with the color scheme of the building.

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7.02.7 (continued)

Vents, louvers, flashings, tanks, stacks, overhead doors or other similar items are to be painted consistent with the color scheme of the building.

7.02.8

Caretaker's Quarters.

If attached to the building, such facility shall be of consistent design and construction as the building.

If detached, such facility may be of such design and material as is appropriate but must be coordinated into the overall site design of the premises. Mobile modular units, not less than 10 feet wide, are allowed, however, travel-trailer type units shall not be acceptable.

7.03

Parking Guidelines

Parking and truck maneuvering areas shall be constructed to meet the following criteria:

7.03.1

Parking - Intent

Adequate off-street parking shall be provided to accommodate all parking needs for the site. The intent is to eliminate the need for any on-street parking.

7.03.2

Parking - Restrictions

Parking areas and maneuvering areas for access thereto may be located in the required front yard or the street side yard, however, a minimum of 15 feet of green landscaping shall be placed between street curb and any paved parking surface, except at driveway.

7.03.3

Parking - Surfacing

All driveways and parking areas must be paved. So-called armor coat topping allowed only in areas to rear of rear wall line of buildings.

7.03.4

Parking - Design

Parking facilities need not be located in one consolidated area of a particular site, but may be separated by landscaping and building elements; however, size of spaces, drives and isle widths, etc., must conform to the minimum established requirements of the Tempe Zoning Ordinance.

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7.03.5

Parking - Minimum

The following is a guide to determine minimum parking requirements; however in addition, requirements of any governmental regulations effective shall be adhered to.

Office Buildings -

One space per 200 square feet of gross area.

Commercial Use -

Same as offices.

Manufacturing Plant -

Two spaces for each three employees but in no case less than one space for each 500 feet of gross floor area plus one space for each vehicle operated from and stored at the subject site.

Warehouses -

Two spaces for each three employees but in no case less than one space for each 1,000 square feet of gross floor area for the first 20,000 square feet, and one space for 2,000 square feet additional gross floor area.

7.03.6

Parking - Double Shifts

If there is more than one shift, the number of employees on the largest shift shall be used in determining the parking requirements, plus twenty-five percent (25%) of the greater of the preceeding or following shift requirements.

7.03.7

Parking - Mixed Uses

In case of mixed uses, the total requirement shall be the sum of the requirements of the various uses computed separately and the off-street parking spaces for one use shall not be considered as providing the required off-street parking for any other use.

7.03.8

Parking-Shelter Structures

Canopy or shade-type open parking structures where permitted by Tempe code may be installed in approved parking areas; however, such structures may not be located nearer a street than the allowed building line; and said shelters shall be used only for the parking of company vehicles and employees' or visitors' vehicles.

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7.04

Setback Requirements

Fence and wall setbacks shall be as established.

7.04.1

Setbacks - Point of Measure

All setbacks shall be measured from the property line. For the purpose of this document, the dimension setback is the closest point to a curved property line.

7.04.2

Setback - Front Yard

Front yard setback - 25 feet, except that unsupported canopies or sun screens may project not over six feet into the setback area. Allowable signs may be placed in the front yard setback area.

7.04.3

Setback - Street Side Yard

Street side yard setback - 12 feet required.

7.04.4

Setback - Inside Yard

There shall be a minimum setback of 12 feet provided and maintained.

7.04.5

Setback - Rear Yard

None required.

7.05

Loading Area Guidelines

Truck loading and unloading areas shall be designed and maintained so as to not needlessly detract from the premises. Proper space shall be provided for all truck vehicles to maneuver within premises and only drive forward when entering or leaving premises.

7.05.1

Loading Area - Location

All loading shall be from the rear or side not fronting on a dedicated street.

7.05.2

Loading Area - Screening

Loading area shall be screened from view or at a minimum, have the view from streets adjacent to said loading areas broken up, utilizing landscaping and/or fencing material.

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- 7.06 Storage Area Requirements
- 7.06.1 Storage Area - Location
No storage shall be permitted between a frontage street and the allowed building line.
- 7.06.2 Storage Area - Screening
All outdoor storage shall be visually screened from access streets, freeways and adjoining property. Said screening shall form a complete opaque screen up to eight (8) feet in height. No products, stored merchandise or racks shall extend above the fence height.
- 7.06.3 Storage Area - Vehicles
All company owned and operated motor vehicles and equipment, with exception of passenger vehicles, shall be stored in an approved and screened outdoor storage area.
- 7.07 Fencing Guidelines
- 7.07.1 Fencing - Location
No fencing shall be closer to either the front or side street than the allowed building line.
- 7.07.2 Fencing - Low Walls
Low walls or redwood-type fence not to exceed 36 inches above finished grade may be installed, subject to Tempe regulations, in the setback areas as part of landscaping concept.
- 7.08 Refuse Handling Requirements
All refuse shall be accumulated in an approved container provided by licensed refuse services.
- 7.08.1 Refuse Collection - Location
No refuse collection area shall be permitted between frontage street and the building line.
- 7.08.2 Refuse Collection - Screening
All outdoor refuse collection areas shall be visually screened from access streets, freeways and adjoining property by a complete opaque screen.

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7.09

Utility Service Lines

All electric power and telephone service lines into a building shall be underground, whether or not the primary service lines are underground.

7.10

Sidewalks

Sidewalks shall not be required by this document; however, where required by Tempe Zoning or Building Department, shall be installed to their standards.

7.11

Nuisances

No portion of the property shall be used in such a manner as to create a nuisance to adjacent sites, such as, but not limited to, vibration, sound, electromechanical disturbances, radiation, electromagnetic disturbances, air and water pollution, dust and emission of odorous, toxic or noxious matter.

7.12

Landscaping Regulations

The landscaping for the building site shall be installed to an approved design. Because landscaping is a part of a total package of site development with landscape treatment along street frontage and entranceways, a separate section of this document shall cover the total concept (Article VIII).

7.13

Signs

All signing shall be in accord with the Tempe Zoning Ordinance as it shall then be in effect. A separate section herein (Article IX) establishes further regulations for all signs allowed hereunder.

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8.01

General Landscaping Guidelines

It is the objective of the landscaping guidelines to integrate the physical architectural element with the streetscape requirements of master plan, and to visually screen undesirable elements such as parking, storage, loading, refuse collection and similar areas from the view of access streets, freeways and adjacent properties.

8.02

General Criteria

A framework of landscaping element has been conceived for the Eaton Freeway Industrial Park based upon a total design concept. Individual expression, as related to the landscape design of each site is encouraged and will be based upon the following criteria:

- (a) Landscape elements shall be of the "long lived" variety. Short lived materials are to be utilized only as a supplement to longer lived elements.
- (b) Landscape elements shall relate to architectural design elements and should reflect the physical functional and aesthetic qualities of the site.
- (c) Simple palettes of material in simple compositions are recommended to achieve park-like design quality.
- (d) Expansive horizontal and vertical surfaces comprised of singular materials of buildings or walls shall be modulated or interrupted by foliage masses.
- (e) Trees, both lines and masses, shall be utilized to enclose and subdivide exterior spaces relative to individual sites.
- (f) Complete landscape and sprinkler plans are required for plan review.
- (g) A master landscape plan has been developed for the subdivision with typical minimum plans for individual building projects.

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6.03

Front Yard

The front yard is considered to consist of the entire area between the face of curb and the building line (includes street side yard of corner lots). Front yard landscaping shall consist of the following:

- A. Street trees and lawn areas as shown on Master Plan.
- B. Screening of areas utilized for parking, storage and loading from view of access streets and freeways through means of screening, modulating or interrupting by one of the following techniques:
 - (a) Lineal masses of shrubs, using shrubs that will achieve a height of 4 to 6 feet within three years. Minimum planting size of 5 gallon plants.
 - (b) Lineal or grouped masses of major scale trees, requiring use of trees that shall ultimately provide foliage that is visible above the roof line from within the total site.
 - (c) Lineal or grouped masses of smaller trees, requiring use of trees that shall ultimately provide foliage or shade patterns on either horizontal or vertical planes.
- C. Property line trees using the equivalent of one tree per each 30 lineal feet of interior property line. Minimum size of 5 gallon at planting.
- D. Parking lot trees equal in number to one per each ten car stalls. Minimum size 5 gallon at planting.
- E. Ground cover shall be planted on all unpaved areas within parking and water retention areas.
- F. Where desert type landscaping is desired, there shall be a minimum of 15 feet of green-type landscaping adjoining the street curb as provided for in the Master Plan. The 15 feet may be of average of sculptural design line. Bicycle pathways, where required, may be a part of the 15 feet.
- G. All vacant or undeveloped lots and expansion areas for future development shall be kept in a weed free condition. The 15-foot wide area adjoining streets may be required to be planted with appropriate ornamentals, trees or ground cover.

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8.04

Side and Rear Yards

A. Trees or grouping of large shrubs shall be planted adjacent to structures on site where needed to break up the wall lines. There shall be a minimum of one tree for each 30 feet of combined rear and both side wall dimensions. Minimum planting size of 5 gallon at planting.

B. Landscaping for screening, property line trees, parking lot trees, and expansion areas shall have same standards as for front yards.

8.05

Underground Watering System

All landscaping areas shall be watered by an underground system, designed by a licensed lawn sprinkler contractor, with spray heads for lawn areas and bubblers for all shrubbery and trees.

The design of this system shall be submitted along with landscaping design for review and approval.

8.06

Bicycle Pathways

Pathways for bicycle use, where required, shall be according to Tempe regulations, and shall be surrounded by trees, shrubs, ground cover, or colored stone, as appropriate to the landscaped area. Surface of pathways shall be asphalt or as approved.

8.07

Special Landscaped Streets

Such streets as referred to under sections 6.01.2 and 7.01.2 are designated hereunder as 48th Street, Southern Avenue, the Freeway frontage road, and both Fair Lane and Potter Roads between Southern Avenue and Huntington Drive.

ARTICLE 12 Signs

9.01

General Sign Criteria

All signing shall be in accord with the Tempe Zoning Ordinance as it shall then be in effect. In addition to said zoning regulations, certain criteria are hereafter set forth and shall apply to all building development.

9.02

Special Purpose Signs

Only one single-faced or double-faced identification sign shall be permitted per street frontage for such development as shopping center, office buildings, and multiple tenant industrial developments. This sign shall identify the name of the building complex or a major tenant.

9.03

Identification Ground Signs

All identification ground signs shall not exceed four feet above grade in vertical height. Also, such ground signs shall not be erected in the first 10 feet as measured from the property line of any street side setback area.

9.04

Identification Wall Signs

Such wall signs shall not comprise more than ten percent (10%) of the area of the elevation upon which the sign is located. Said signs shall be fixture signs; signs painted directly on the surface of the wall shall not be permitted. No sign shall extend above the roof or parapet wall.

In the instance of a multiple tenancy building, each individual tenant may have a wall sign near the entrance to identify the tenant. Said sign area shall be limited to a total of 16 square feet, and signs shall be designed to concept established by the Development Committee.

9.05

Multi-Tenancy Directory Sign

One directory sign listing only the names of the on-site firms or businesses will be allowed per site. Said sign shall be located even with or in back of the required building setback line and shall be located in the parking area or on any access drive to the parking area. This sign shall be limited to four feet high and eight feet wide set not to exceed six-foot maximum height. This sign may be double-faced and shall be in addition to identification signs allowed hereunder.

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9.06

Real Estate Signs

For individual sites for sale or resale, the Tempe Zoning Ordinance restriction to six square feet per building site shall apply. The same applies for buildings for lease or rent.

9.07

Proposed Construction Signs

Such a sign identifies parcels of land leased or sold to companies or businesses intending to build facilities in Eaton Freeway Industrial Park.

All such signs are to be constructed according to design standards established by Development Committee, identifying the facility by name and, if desired, added panels (not to exceed four) to provide such information as realtor, architect, builder, financier, etc.

One sign may be utilized for each site. Such sign may exist from the time of sale of the parcel until construction of the facility is completed.

9.08

Sign Standards

All signs attached to the building shall be flush mounted.

Signs may be lighted but only in accordance with Tempe regulations.

9.09

Sign Review and Approval

The Development Committee shall review all requests for signs and grant letter of approval before installation at any time during the term of these Restrictions. Reasonable variance to improve a project may be granted so long as it does not conflict with Tempe Zoning Ordinance; however, variance allowed is not to obligate Developer or Development Committee to allow other variances in same or similar circumstances.

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GRANTEE'S ACCEPTANCE

10609: 952

The Grantee of any lot subject to the coverage of this Declaration, by acceptance of a deed conveying title thereto or the execution of a contract for the purchase thereof, whether from Declarant or a subsequent owner of such lot, shall accept such deed or contract upon and subject to each and all of these Restrictions and the agreements herein contained, and also the jurisdiction, rights and powers of Declarant and, by such acceptance, shall for himself, his heirs, personal representatives, successors and assigns covenant, consent and agree to and with Declarant and to and with the grantees and subsequent owners of each of the applicable lots within the Eaton Freeway Industrial Park to keep, observe, comply with and perform said Restrictions and agreements.

SEVERABILITY

Every one of the Restrictions is hereby declared to be independent of and severable from the rest of the Restrictions, and of and from every other one of the Restrictions, and of and from every combination of the Restrictions. Therefore, if any of the Restrictions shall be held to be invalid or to be unenforceable or to lack the quality of running with the land, that holding shall be without effect upon the validity, enforceability or "running" quality of any other one of the Restrictions.

CAPTIONS

The underlined captions preceeding the various paragraphs and subparagraphs of these Restrictions are for the convenience of reference only and none of them shall be used as an aid to the construction of any provision of the Restrictions. Wherever and whenever applicable, the singular form of any word shall be taken to mean or apply to the plural, and the masculine form shall be taken to mean or apply to the feminine or to the neuter.

IN WITNESS THEREOF, the DECLARANT has executed this Declaration on the day and year first above written.

EATON INTERNATIONAL CORPORATION, a
Delaware corporation

By: Ralph H. Eaton
President

RATIFIED AND APPROVED:

TRANSAMERICA TITLE COMPANY, an Arizona corporation
as Trustee, solely as bare legal title holder, and
not personally.

By: Richard Britton
Trust Officer

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STATE OF ARIZONA)
County of Maricopa) ss:

On this 12th day of April, 1974, before me the undersigned officer personally appeared Salvador H. Eaton, who acknowledged himself to be President of EATON INTERNATIONAL CORPORATION and acknowledged that he as such officer being duly authorized to do so executed the foregoing instrument for the purposes therein contained.



IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Elsa Footman
Notary Public

My commission expires: May 30, 1977

STATE OF ARIZONA)
County of Maricopa) ss:

Before me on this 12 day of APRIL, 1974, personally appeared RICHARD BRITAIN who acknowledged himself to be a Trust Officer of the TRANSAMERICA TITLE COMPANY, an Arizona corporation and that he as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation as Trustee, by himself as such officer.

Pinella Ann Smith
Notary Public

My commission expires: 6-11-77

I hereby certify that the within instrument was filed and recorded at request of

TRANSAMERICA TITLE

APR 17 1974 - 11 45

in Docket 10609
on page 912-953

Witness my hand and official seal the day and year aforesaid.

Paul A. Mustoe
County Recorder

By Henry J. Long
Deputy Recorder

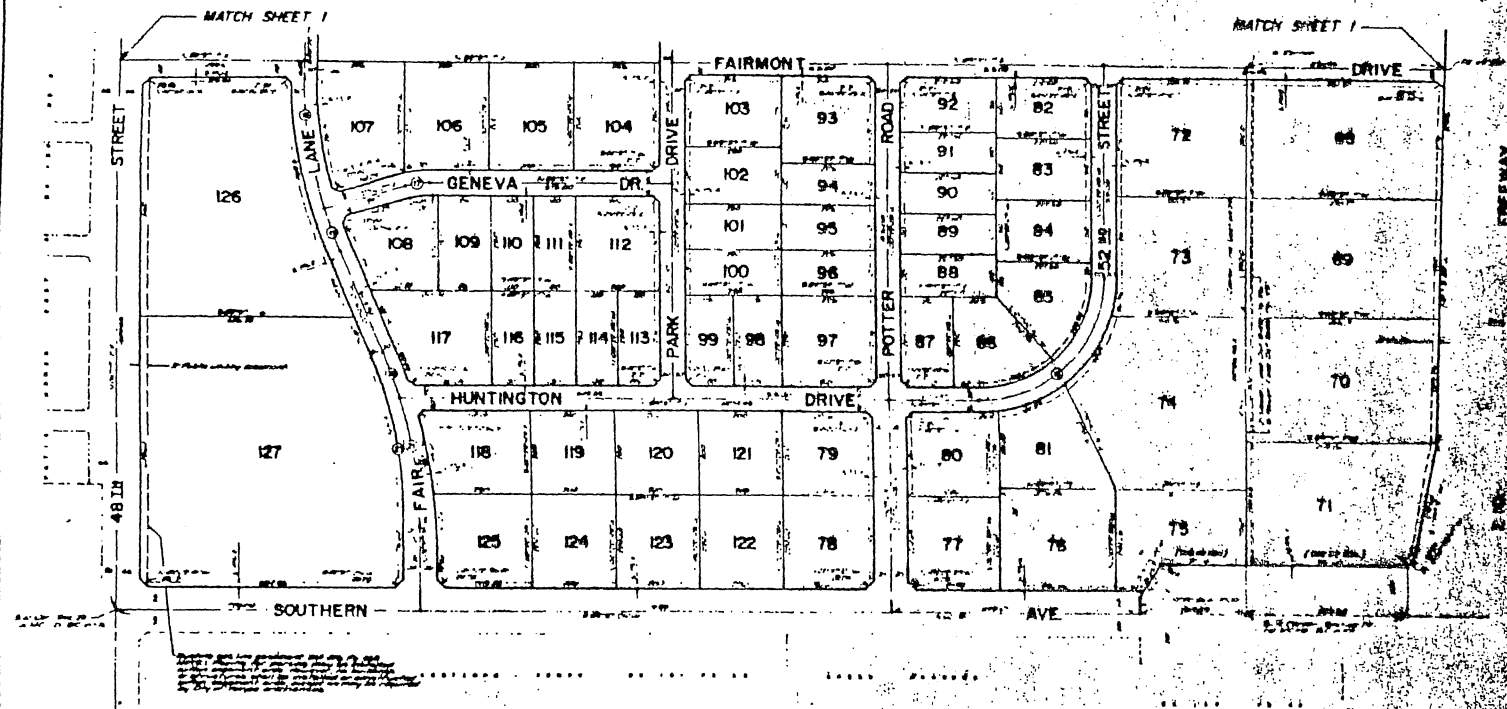
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EATON FREEWAY INDUSTRIAL PARK



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AMERICAN ENGINEERING CO.
PHOENIX, ARIZONA