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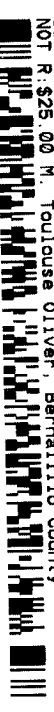
Western Albuquerque Land Holdings, LLC

SANTOLINA LEVEL A MASTER PLAN

ADOPTED BY THE BERNALILLO COUNTY
BOARD OF COUNTY COMMISSIONERS
JUNE 16, 2015

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NOT R: \$25.00 M. Toulouse Oliver, Bernalillo County



The Santolina Level A Master Plan is the result of the combined efforts of Western Albuquerque Land Holdings LLC and the professionals of its development consulting team. The following submittal was prepared by the:

WALFH

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Santolina Community Development Team

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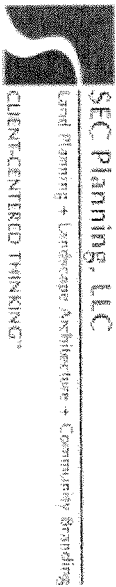


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1. Executive Summary

Western Albuquerque Land Holdings LLC "WALH" owns 13,851 acres in Bernalillo County west of Albuquerque, New Mexico. WALH has assembled a team of development experts tasked with the mission to create a master plan for a vibrant mixed use community on this land. The team has conducted studies of the site, developed land plans for the property and analyzed the infrastructure systems required to serve the community.

The result of this effort is the Santolina Master Plan. Santolina is envisioned as a master planned community that will develop over a 40-50 year timeframe. The timeframe is influenced by market demand and the state and region's ability to attract, support and facilitate new economy jobs, which are primarily knowledge-based jobs, requiring at least a two-year degree, in support of the digital economy, global markets, information technology and/or innovation capacity. During the design of Santolina, WALH and the development team established the following vision to guide design and development over that extended time period. Santolina will be a community where:

- Jobs and educational opportunities are plentiful and locally accessible
- Desirable housing responds to changing demographic and market preferences
- Open space and quality of life are preserved and enhanced
- A true "live, work, learn and play" community is created for residents

The property is currently undeveloped rangeland on a large mesa framed by two escarpments. The mesa offers panoramic views of the Sandia and Manzano Mountains and immediate views of the City of Albuquerque and Bernalillo County's South Valley. The land area within Santolina is the western gateway to and from the metropolitan area and includes approximately six miles of exposure along Interstate 40 (I-40). Along with access from I-40, the property is readily accessible from many significant roadways. These include Central Avenue, Dennis Chavez Boulevard, Atrisco Vista Boulevard and 118th Street.

Santolina has been designed as a master planned area with a mixture of land uses, a variety of housing and employment opportunities and places for civic life. Today's market preferences convey that people want to be engaged in a community, not just live in a nondescript subdivision that requires driving across town to meet other needs. Santolina will be a distinct community with a sense of place - a place to live, work, learn and play. In order to realize this vision, the land plan proposes the following mix of land use categories:

- Residential Villages to accommodate housing, education, public services, commercial services and recreational uses within convenient reach
- An Urban Center for co-location of regional public and private facilities such as a community center, APS schools, a post-secondary education campus, a regional park, fire/sheriff facilities and commercial and high-density residential development
- A Town Center with freeway access to attract large scale regional commercial users
- Business Parks with freeway access to attract research, technology, healthcare, business and educational facilities such as universities
- A large-scale Industrial and Business Park suitable for manufacturing, distribution and warehousing operations, energy production facilities and other industrial job and educational uses
- Public and private open space to preserve and highlight the natural beauty of the community

Approval of this Level A Master Plan is the first step in transforming ranch land zoned A-1 to a new planned community to serve Bernalillo County residents and the surrounding MSA.

Long range development within Bernalillo County is guided by the Albuquerque/Bernalillo County Comprehensive Plan. The Comprehensive Plan establishes goals and policies that provide the framework for land uses and densities throughout the County. Based on the Comprehensive Plan designations (Exhibit 4: Comprehensive Plan Areas) and corresponding acreages (Exhibit 5: Comprehensive Plan Land Use Allocations), Santolina is permitted 38,045 dwelling

units. Along with the residential units outlined above, Santolina is envisioned to include manufacturing, office and service facilities to accommodate approximately 75,000 jobs, a jobs-housing ratio of approximately 2.0 jobs per household at full development. The economic impact to Bernalillo County as a result of the anticipated jobs and output generated by Santolina is substantial. At full buildout, the recurring direct and indirect economic impacts to the County will total \$10.9 billion annually, with an additional \$18.1 billion in one-time construction wage output during buildout. The addition of the targeted 75,000 jobs created within Santolina will increase the County's overall current jobs-housing ratio from 0.99 to 1.23, a 24.65% increase.

No Net Expense

The Comprehensive Plan provides that "planned communities shall not be a net expense to local governments". The "no net expense" policy is a mutual commitment to achieve the goal of a responsible balance of infrastructure costs, including construction, operation and maintenance, shared between the public and private sectors. The "no net expense" test can be satisfied if the County's on-site public expenditures and off-site public expenditures reasonably allocated to the Project have been, or will be, off-set by revenues and/or benefits from the Project.

WALH engaged David Taussig & Associates to prepare Fiscal and Economic Impact Studies for Santolina both dated August 22, 2013 ("Impact Study"), which is included in the Santolina Level A Master Plan as Technical Appendices. The purpose of the Impact Study is to provide a detailed summary of the projected fiscal and economic impacts to the County as a result of the development of Santolina. The Impact Study concludes that the County will receive significant positive fiscal and economic impact as a result of the development of the project. The Bernalillo County Economic Development Department conducted a third party peer review and approved the methodology used in the Impact Study to reach this conclusion and agree that the County's expenditures reasonably allocated to the project will be off-set by revenues and/or benefits from the project and that the

Impact Study fully satisfies the "no net expense" policy contained in the Comprehensive Plan and PCC. The positive fiscal and economic benefits generated from Santolina will be expended on and within the project for items that benefit the Project.

The "no net expense" provisions of the PCC are implemented through the Level A development agreement that is negotiated with the Bernalillo County Manager's Office and approved by the Bernalillo County Commission. The Level A development agreement addresses both capital expenditures, i.e., the money needed to build infrastructure, and the operation and maintenance expenses, i.e., the money needed to operate and maintain such infrastructure.

The Level A approvals, including the development agreement, ensure "no net expense" to the County. The fiscal analysis addresses the ongoing operation and maintenance needs of the County over time and shows that a significant surplus of revenues and benefits are generated by Santolina.

Planned Communities Criteria Process

As a master planned community located within the Reserve Area of the Comprehensive Plan, Santolina follows the Planned Communities Criteria process. The Planned Communities Criteria has been adopted by Bernalillo County to provide guidance for developers and a framework for County evaluation of large-scale planned community master plans.

The Planned Communities Criteria requires three levels of plans for review and approval. The three-tiered review process of the Planned Communities Criteria allows for a predictable, consistent and open review process that is appropriately scaled to the level of detail required at each stage. The three levels of the approval process are:

A Level A Master Plan is the first step in the approval process. The Master Plan demonstrates "an integrated and self-sufficient model of development", per the Bernalillo County PC Zone. The Level A Master

Plan establishes the big picture vision and overall framework for the entire community. Boundaries and sizes of sub-areas may shift to respond to specific development opportunities and their related infrastructure needs.

Future Level B plans will be prepared with more detailed information and analysis as set forth in the Planned Communities Criteria. These plans will be prepared for sub-areas within Santolina. The Level B plans will include further refinement of land uses, zoning details, infrastructure plans, transportation analyses and public facilities.

Subsequently or concurrently, a Level C plan will be submitted for sub-area or portions thereof in the Level B plan that are ready for development. The purpose of the Level C plan will be based on the requested land use. It is typically of a detailed nature consistent with a preliminary plat or site plan.

Concurrently with the Bernalillo County approval of this Master Plan, the Planned Community Zone (PC Zone) has been applied to the property. The Santolina PC Zone (see Chapter 4), places zoning on the property in alignment with the vision for Santolina expressed in this Level A Master Plan.

In summary, via the approval of this Level A Master Plan, WALH has begun the process necessary to develop a vibrant community on the Westside to meet forecasted regional growth over the next 40-50 years.

