

TOWN OF WESTLAKE

ORDINANCE NO. 592

AN ORDINANCE AMENDING THE COMPREHENSIVE ZONING ORDINANCE OF THE TOWN OF WESTLAKE, TEXAS, BY REMOVING APPROXIMATELY 10.22 ACRES FROM THE PD 3-8 PLANNING AREA AND REZONING THAT ACREAGE TO BE CALLED PD 3-10. AUTHORIZING OFFICE AND RETAIL USES; DEFINING CERTAIN TERMS; DESCRIBING AND INTERPRETING THE PD CONCEPT PLAN; REGULATING PERMITTED USES, HEIGHT, LOT SIZES AND BUILDING LINES, TOTAL FLOOR AREA, PARKING, LOADING AND OTHER DEVELOPMENT STANDARDS, LANDSCAPING, FLOOD PLAIN, AND DRAINAGE; PROVIDING FOR THE AMENDMENT OF THE OFFICIAL ZONING MAP; PROVING A SAVINGS CLAUSE; AND DECLARING AN EFFECTIVE DATE.

WHEREAS, on August 24, 1992, the Board adopted a Comprehensive Plan (the "1992 Comprehensive Plan") for the Town; and

WHEREAS, on November 16, 1992, the Board of Aldermen (sometimes referred to as the "Board") of the Town of Westlake, Texas (the "Town"), adopted a Comprehensive Zoning Ordinance (the "Zoning Ordinance"); and

WHEREAS, the Zoning Ordinance has been amended by the Board after receiving recommendations from the Planning and Zoning Commission (the "Commission"); and

WHEREAS, on September 15, 1997, based on the recommendations of the Commission, the Board amended the Zoning Ordinance and the subdivision regulations by the adopting of a Unified Development Code (the "UDC") for the Town; and

WHEREAS, the UDC has been amended, with the most recent amendments being adopted on July 27, 1998; and

WHEREAS, there is located within the corporate limits of the Town an approximately 10.22-acre tract of land (commonly known as PD 3-10 377 South Commercial and hereinafter sometimes referred to as the "Planning Area"); and

WHEREAS, the Board of Aldermen agrees that the boundaries for PD 3-8 must be amended and certain uses clarified in order to accommodate the aforementioned Office and Retail uses; and

WHEREAS, the public infrastructure, amenities, and services necessary to develop the Town, including the Planning Area, are not available and will not be available without a long-term commitment of both public and private funds to finance infrastructure, amenities, and services; and

WHEREAS, because of the size, location, and natural features of the Planning Area and the Town's need for public infrastructure, amenities, and services, the Town has a critical interest in the development of the Planning Area and is encouraging such development to the highest possible standards of quality consistent with the Town's long-term development vision; and

WHEREAS, because of improvements to State Highway 114, further urban growth throughout the region, and other changed conditions that affect the region, the Town believes there are unique and significant opportunities for office and retail uses within the Planning Area that will be consistent with the Town's long-term development vision; and

WHEREAS, the suitability of the Planning Area for such planned uses can be enhanced through modifications to the development regulations governing the Planning Area, including modifications to the zoning, floodplain, subdivision and other standards otherwise applicable under the UDC; and

WHEREAS, the economic development and land use planning objectives of the Town will be furthered by the establishment of such planned development district; and

WHEREAS, on July 27, 1998, after receiving recommendations from the Commission, the Board approved and adopted an amendment to the Thoroughfare Plan, and an amended Conceptual Open Space Plan to the 1992 Comprehensive Plan; all of which amended plans are approved and adopted by the Board to enable the Town to maximize the opportunities and benefits to the Town and all of its citizens that will result from the Planning Area; and

WHEREAS, the Commission and Board held a public hearing upon the application of AIL Investment, L.P. to rezone the approximately 10.22-acre tract of land to a "PD" Planned Development District on April 24, 2008, and April 28, 2008, after written notice of such hearing having been sent to owners of real property being within 200 feet of the property and notice being published in a newspaper of general circulation in the Town, all in accordance with law; and

WHEREAS, the Commission has recommended to the Board that the hereinafter described property be rezoned to "PD 3-10" Planned Development District 3 Planning area 10; and

WHEREAS, the Board believes that the interests of the Town, the present and future residents and citizens of the Town, and developers of land within the Town are best served by adopting this Ordinance, which the Board has determined to be consistent with the 1992 Comprehensive Plan, the Thoroughfare Plan, and Open Space Plan, all as amended;

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE TOWN OF WESTLAKE, TEXAS:

PART I

That the recitals set forth above are hereby incorporated herein, adopted by the Town and declared to be true and correct.

PART II

That the Comprehensive Zoning Ordinance of the Town of Westlake, Texas, as codified in the Code of Ordinances and the Planned Development Supplement, is hereby amended by this PD Ordinance, by adding Planned Development District No. 3-10 and rezoning the property described in **Exhibit 1** (legal description) attached hereto by reference for all purposes to PD 3-10. This PD will be subject to the concept plan, development standards and other regulations attached hereto as **Exhibit 2**. The grids attached hereto as **Exhibit 3** shall be incorporated into PD 3-10.

PART III

Upon the adoption of this PD, the Town Secretary shall promptly enter the new Planned Development on the Town's Official Zoning Map, which entry shall include the abbreviated designation "PD No. 3-10" and the date that this Ordinance was adopted by the Board.

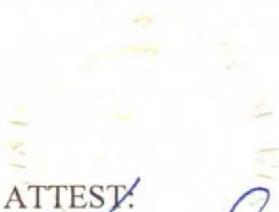
PART IV

It is hereby declared to be the intention of the Board of Aldermen of the Town of Westlake, Texas, that sections, paragraphs, clauses and phrases of this Ordinance are severable, and if any phrase, clause, sentence, paragraph or section of this Ordinance shall be declared unconstitutional by the valid judgment or decree of any court of competent jurisdiction, such unconstitutionality shall not affect any of the remaining phrases, clauses, sentences, paragraphs or sections of this Ordinance since the same would have been enacted by the Board of Aldermen of the Town of Westlake without the incorporation in this Ordinance of any such unconstitutional phrase, clause, sentence, paragraph or section.

PART V

This Ordinance shall become effective upon its passage.

PASSED AND APPROVED BY THE BOARD OF ALDERMEN OF THE TOWN OF WESTLAKE, TEXAS, ON THIS 24 April 2008.


Laura Wheat
MAYOR

ATTEST:


Kimi Sutter
Town Secretary

APPROVED AS TO FORM:

Chris Jones
Town Attorney

CIRCLE T PLANNING AREA 3-10
377 SOUTH COMMERCIAL

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ARTICLE I. GENERAL PROVISIONS

SECTION 1 SHORT TITLE

This ordinance shall be known and may be cited as the "PD 3-10 377 South Commercial Planned Development Zoning District Ordinance", or simply as the "PD Ordinance".

SECTION 2 PURPOSES

This PD Ordinance is adopted to provide for a superior design of lots or buildings; to provide for retail development along US Hwy 377 on the north side of SH 170 to provide an appropriate balance between the intensity of development and the ability to provide adequate supporting public facilities and services.

SECTION 3 GENERAL DEFINITIONS

Section 3.1 Usage For purposes of this PD Ordinance, certain numbers, abbreviations, terms, and words shall be used, interpreted and defined as set forth in this Section. Other terms and words are defined elsewhere in this PD Ordinance. Unless the context clearly indicates to the contrary, words used in the present tense include the future tense, and words used in the plural include the singular. The word "shall" will be interpreted as mandatory, and the word "may" as permissive.

Section 3.2 Words and Terms Defined

Applicable Town Ordinances means the UDC and all other ordinances, rules, and regulations that are adopted by the Board and that are applicable to development within the PD District.

Board means the Board of Aldermen of the Town of Westlake, Texas.

Planning Area means the area into which has been established as a planned development zoning district.

Circle T Ranch means the approximately 2,525-acre property commonly known as the Circle T Ranch and generally located in Tarrant and Denton Counties (i) east of U.S. 377, (ii) west of Precinct Line Road, and (iii) adjacent to and in the vicinity of the intersection of S.H. 114 and S.H. 170.

Commission means the Planning and Zoning Commission of the Town of Westlake, Texas.

Floor area ratio (FAR) means the ratio of floor area to lot area. Floor area means the total area of all floors of all buildings on a lot or unified development site measured between the outer perimeter walls of the buildings excluding (i) area in a building or in a separate structure (whether below- or above-grade) used for the parking of motor vehicles, (ii) courts or balconies open to the sky, and (iii) roof area used for recreation. Lot area means the gross site area

excluding only (a) public roadways shown on the PD Concept Plans, (b) public hike, bike, and equestrian trails shown on the PD Concept Plans; and (c) the Town edge landscape zone.

Masonry means brick, stone, cast stone, concrete, EIFS, glass block, split-face concrete masonry unit, or other masonry materials approved by the Board.

PD Concept Plan means a plan for development which enables the town to evaluate major impacts of a proposed zoning district or planned development district.

PD District means the planned development zoning district established by this PD Ordinance.

PD Ordinance means this planned development zoning district ordinance, including the PD Concept Plan.

PD Supplement means that certain Circle T Planned Development Zoning District as codified in the Planned Development Supplement.

Town means the Town of Westlake, Texas.

UDC means the Town's Unified Development Code, as amended.

SECTION 4 PD SUPPLEMENT

On March 22nd 2004, the Board adopted the PD Supplement via Ordinance No. 450. The PD Supplement includes additional standards that are applicable within this PD District. The PD Supplement establishes additional standards for the following: (i) concept, informational, development and site plans; (ii) signs; (iii) landscaping; (iv) roadway construction, parking and loading; (v) fencing; (vi) lighting; (vii) other special standards; and (viii) illustrations.

SECTION 5 APPLICABILITY OF EXISTING REGULATIONS

Section 5.1 Applicable Town Ordinances Except to the extent provided by the PD Concept Plan, this PD Ordinance and the PD Supplement, development within the PD District shall be governed by the following UDC standards:

- A. With respect to the retail sub-area, by the "R-Retail" zoning district standards;

Except to the extent provided by the PD Concept Plan, this PD Ordinance, and the PD Supplement, development within the PD District shall also be governed by the Applicable Town Ordinances. In the event of any conflict between (i) the PD Concept Plan, this PD Ordinance and the PD Supplement and (ii) the Applicable Town Ordinances, the terms, provisions and intent of the PD Concept Plan, this PD Ordinance and the PD Supplement shall control. Except as provided below, in the event of any conflict between the UDC and the Applicable Town Ordinances, the terms, provisions and intent of the UDC shall control.

Section 5.2 General Approval Criteria To the extent, if any, that the Applicable Town Ordinances (and, in particular, the subdivision regulations of the UDC) grant to the Board, the Commission, the Town Planner, or any other Town employee or consultant, the authority to approve any aspect of development within the PD District (including, but not limited to, preliminary or final plats or any aspect thereof or any agreements or permits related thereto) based on conformity with the Town's Comprehensive Plan, Open Space Plan or Thoroughfare Plan (or with the objectives, goals or policies of such plans), then such authority shall be exercised to the extent necessary to determine whether the aspect of development being approved is consistent with the PD Concept Plan, this PD Ordinance, the PD Supplement and the objectives, goals, and policies of such plan, ordinance and supplement.

SECTION 6 CONCEPT PLAN, DEVELOPMENT PLANS, AND SITE PLANS.

Section 6.1 PD Concept Plan The PD Concept Plan attached to this PD Ordinance consists of drawings generally labeled as follows: (1) "Concept Plan". Except as otherwise provided by this PD Ordinance or the PD Supplement, each of these drawings is a part of this PD Ordinance, and all graphic depictions contained on such drawings are considered "regulatory" standards.

A. PD Concept Plan The drawing labeled "Concept Plan" identifies the general boundaries of the PD District for the "PD 3-10 377 South Commercial". The exact boundaries of the PD District are shown on the metes and bounds description attached hereto as Exhibit 1. Any information shown on this drawing that is outside the boundaries of the PD District is not considered part of the PD Concept Plan or this PD Ordinance and does not bind or otherwise affect development within the PD District.

Section 6.2 PD Development Plans Article I, Section 1-3, (3) of the Planned Development supplement states that PD development plans shall not be required for development within any of the PD districts.

Section 6.3 PD Site Plans PD site plans are required for development within the PD District. Article I, Section 1-3, (4) of the PD Supplement governs the process by which PD site plans are submitted and approved (including, but not limited to, the submittal requirements, approval criteria, and conditions).

ARTICLE II. USES

SECTION 1 LAND USE SCHEDULE

Buildings, structures, and land within the sub-areas identified on the PD Concept Plan shall be used only in accordance with the uses permitted in the following "Land Use Schedule". The symbol "X" shall mean that the use is permitted as a principal use by right. The symbol "S" shall mean that the principal use is permitted only after first obtaining a "Specific Use Permit" as set forth in the UDC. The symbol "A" shall mean that this use is specifically permitted as an accessory use to a main use (this does not exclude other land uses which are generally considered accessory to the primary use). A blank square shall mean that the use is not allowed as a principal use.

CIRCLE T PLANNING AREA 3-10 - 377 SOUTH COMMERCIAL LAND USE SCHEDULE

PERMITTED USES	SUB-AREAS
X=Permitted, A=Accessory Use, S=SUP	Retail ¹
AGRICULTURAL USES	
Orchard	X
Plant Nursery (Growing)	X
Plant Nursery (Retail Sales)	X
Farms General (Crops)	X
Farms General (Livestock, Ranch)	X
Veterinarian (Indoor Kennels)	X
Veterinarian (Outdoor Kennels)	
Stables (Private Use)	
Stables (As a Business)	S
RESIDENTIAL USES	
Single Family Detached	
Single Family Zero Lot Line	
Single Family Attached	
Duplex	
Home Occupation	
Servants/Caretakers Quarters	
Temporary Accommodation for Employees/Customers/Visitors	
Swimming Pool (Private)	
Detached Garage (Private)	
Sport/Tennis Courts (Private)	

PERMITTED USES	SUB-AREAS
	Retail ¹
X=Permitted, A=Accessory Use, S=SUP	
INSTITUTIONAL and GOVERNMENTAL USES	
Emergency Ambulance Service	X
Post Office (Governmental)	X
Mailing Service (Private)	X
Heliport	
Helistop/Verti-stop	X
Telephone, Electric, Cable, and Fiber Optic Switching Station	X
Electrical Substation	S
Utility Distribution Lines ²	X
Utility Shop and Storage	S
Water and Sewage Pumping Station (below grade)	X
Water and Sewage Pumping Station (above grade)	X
Water Storage Tank and Pumping System (Elevated or Above Grade)	X
Water, Sewer, Electric, and Gas Meters	X
Electric Transformers	X
Private Streets/Alleys/Drives	X
Retirement Home	
Nursing/Convalescent Home	
Hospice	
Hospital	
Psychiatric Hospital	
Clinic	X
Child Daycare (Public; 7 or more)	X
Child Daycare (Private; 7 or more)	
School, K-12 (Public or Private)	
School (Vocational)	
College or University	
Community Center (Public)	X
Civic Club	X
Church or Place of Worship	X
Use Associated to a Religious Inst.	X
Government Building	X
Police Station	X
Fire Station	X
Library	X
Data Center	

PERMITTED USES	SUB-AREAS
	Retail ¹
COMMERCIAL USES	
Multifamily (Apartments)	
Offices (General)	X
Studio	X
Banks and Financial Institutions	X
Information Processing	
Hotel/Motel	X
Hotel/Motel with Conferencing Facility	
Laundry/Dry Cleaning (<3,000 S.F.)	X
Laundry/Dry Cleaning (Drop/Pick)	X
Shoe Repair	X
Beauty Parlor/Barbershop	X
Clothing Store	X
Quick Copy/Duplicating Services	X
Personal Services	X
Liquor Store	X
Micro-brewery and Wine Production and Sales (<30,000 S.F.)	
Grocery	X
Convenience Store	X
Service Station	X
Drug Store	X
Variety Store	X
Bakery Sales	X
Stationery and/or Book Store	X
Antique Shop	X
Art Gallery/Museums	X
Hardware Store	X
Sporting Goods	X
Paint and Wallpaper	X
Cloth Store	X
Retail Stores - General (Excluding Second Hand Goods)	X
Restaurant, Cafe or Dining Facility	X
Auto/Truck Parts and Accessories	S
Household Furniture/Appliances (including Sales and Service)	X
Farmer's Market	X
Feed Store	X
Parking Structure	
Cafeteria (Private)	
Job Printing, Lithography, Printing, or	X

PERMITTED USES	SUB-AREAS
	Retail ¹
Blueprinting	
Vehicle Display and Sales (inside)	
Medical Laboratory	
R&D Laboratory	
Conference Center	
Live Theater	
Motion Picture Theater	
Custom Business Services	
Electronic Appliances Store and Computer Sales and Service	X
Tavern, Bar or Lounge	S
Dance Halls/Nightclubs	
AMUSEMENT/RECREATION	
Golf Course (Public or Private)	
Park or Playground (Public or Private)	X
Satellite Dish	X
Non-Commercial Radio Tower	S
Race Track Operation	
Recreation Facility, Health Studio (Public)	X
Country Club (Private Membership)	
Golf Clubhouse (Public or Private)	
Community Center (Private)	
Recreation Center (Private)	X
Hike, Bike, and Equestrian Trails (Public or Private)	X
Golf Maintenance Facility	
Golf Pro Shop	
Health/Spa Facilities (Private)	X
Athletic Fields (Private)	
Athletic Courts (Private)	
Equestrian Center	
Athletic Courts (Public)	
Commercial Amusement (Inside)	
Lake Cruise/Water Taxi	
AUTO SERVICES	
Truck/Trailer Rental	
Auto Body Repair	S
Auto Mechanical Repair	S
Quick Lube/Oil Change	S

PERMITTED USES	SUB-AREAS
	Retail ¹
X=Permitted, A=Accessory Use, S=SUP	
Vehicle Maintenance (Private)	S
Vehicle Fueling (Private)	
WHOLESALE TRADE	
Warehouse/Storage (Inside)	
Warehouse/Storage (Outside)	
Scrap/Waste Recycling Collection and/or Storage	
Gas/Chemical Bulk Storage	
Light Manufacturing/Assembly	
Apparel Manufacturing	
Packaging and/or Distribution	
Printing, Engraving and related Reproductive Services	
Distribution of Books/Other Printed Material	
Machine Shop	
Welding Shop	
Temporary Batching Plant	S
Temporary Construction Office	X ³
Temporary Construction Materials Storage	X ³
Temporary Sales Office	

NOTES:

1. Individual retail occupants (except grocery store and drug store) cannot exceed 25,000 square feet.
2. Including water, sewer, electric, gas, cable, telephone, fiber optic, and other public and private utility distribution lines.
3. Limited to period of construction.

SECTION 2 ACCESSORY USES AND STRUCTURES

An accessory use or structure which is customarily incidental to the principal use or structure, and is located on the same lot or tract of land, shall be permitted as an accessory use without being separately listed as a permitted use.

ARTICLE III. DEVELOPMENT STANDARDS

SECTION 1 DENSITY

Section 1.1 Retail The maximum floor area ratio for the retail sub-areas shall be 0.30:1 for Tracts 3-10.

SECTION 2 MINIMUM LOT SIZE

Section 2.1 Retail The minimum lot size for the retail sub-areas shall be 25,000 square feet.

SECTION 3 MINIMUM LOT WIDTH

Section 3.1 Retail The minimum lot width for the retail sub-areas shall be 125 feet.

SECTION 4 MAXIMUM BUILDING HEIGHT

Section 4.1 Retail Except as provided below, the maximum height for all structures within the retail sub-areas shall be two stories or 35 feet.

Section 4.2 Exceptions to Height Requirements The height limits imposed above shall not apply to (a) chimneys and vent stacks, church spires, elevator shafts, penthouses, cupolas, entry features, skylights, or other architectural features that are not intended for occupancy or storage; (b) flag poles and similar devices; or (c) heating and air conditioning equipment, solar collectors, and similar equipment, fixtures and devices provided such equipment, fixtures, and devices are screened from view with a solid wall that is architecturally consistent with the design of the building to which they are attached.

SECTION 5 MINIMUM BUILDING SIZE

Section 5.1 Retail The minimum building size within the retail sub-areas shall be 2,000 square feet.

SECTION 6 FRONT YARD SETBACKS

Section 6.1 Retail The minimum front yard for the retail sub-areas shall be 50 feet.

SECTION 7 REAR YARD SETBACKS

Section 7.1 Retail The minimum rear yard for the retail sub-areas shall be 30 feet.

SECTION 8 SIDE YARD SETBACKS

Section 8.1 Retail The minimum side yard for the retail sub-areas shall be 10 feet.

SECTION 9 SLOPE REQUIREMENTS

The height of non residential structures within the PD District shall not be limited based on any adjacency to (i) a residential lot (whether such residential lot is located inside or outside of the PD District), or (ii) any roadway.

SECTION 10 SIGNAGE REQUIREMENTS

Where not expressly written in this section the PD Supplement will govern all signage requirements.

Section 10.1 Business Monument Signs (Type 1)

1. Signs may be located within the Town Edge Landscape Zones.
2. If the total floor area of a building is less than 20,000 square feet: (a) the maximum monument size shall be 75 square feet including architectural elements; (b) the maximum sign area is 25 square feet; (c) the maximum height is seven feet including architectural elements; and (d) the minimum setback is 10 feet, measured from the public right-of-way.
3. If the total floor area of a building is more than 20,000 square feet: (a) the maximum monument size shall be 100 square feet including architectural elements; (b) the maximum sign area is 35 square feet; (c) the maximum height is eight feet including architectural elements; and (d) the minimum setback is 10 feet, measured from the public right-of-way.
4. See Figure 1 for an example of Business Monument Signs – Type 1

Section 10.2 Business Monument Signs (Type 2)

1. Signs may be located within the Town Edge Landscape Zones.
2. If the total floor area of a building is less than 15,000 square feet and is occupied by a single user: (a) the maximum monument size shall be 50 square feet including

architectural elements; (b) the maximum sign area is 20 square feet; (c) the maximum height is six feet including architectural elements; and (d) the minimum setback is 10 feet, measured from the public right-of-way.

3. If the use of a Business Monument Sign (Type 1) allows tenants of multiple lots to be on one sign and decreases the overall number of individual signs, then the use of a Business Monument Sign (Type 1) is allowed at the driveway entrances to the shopping center.
4. See Figure 2 for an example of Business Monument Signs – Type 2

Section 10.3 Retail Façade Signs

1. Except as provided in subsection 3 below, the maximum aggregate sign area of all signs on a building is 6% of the aggregate area of all street facing building façades.
2. Except as provided in subsection 3 below, the maximum aggregate sign area of all signs on any one building facade is 6% of the area of the building facade.
3. The maximum aggregate sign area of all signs advertising any one business is the lesser of (a) 180 square feet or (b) the greater of 40 square feet or 6% of the street facing building façade occupied by such business. Each business that occupies any portion of a street facing building façade shall be entitled, as a minimum, to one 40 square foot sign notwithstanding the aggregate limits set forth in Subsections 1 and 2 above.
4. See Figure 3 for an example of Retail Façade Signs

SECTION 11 LANDSCAPE REQUIREMENTS

Section 11.1 Landscape Treatment of Town Edge Landscape Zones

The Town Edge Landscape Zone on State Highway 170 west of US Highway 377 shall be an average width of 50 feet from the highway right-of-way line.

Section 11.2 Parking Lot Landscaping

A. Landscape Areas

1. **Parking Lots** Parking lots shall include a minimum of sixty (60) square feet of landscaped area for each required off-street parking space. This requirement shall be met on the overall zoned parcel to allow for better clustering and growth of vegetation.
2. **Parking Lot Edge** A parking lot edge shall surround each parking lot and shall be a minimum of ten (10) feet wide. The combined parking lot edge may overlap the parking setback line. Because of the cross access and shared parking needed to

accommodate the interactive uses on this parcel the parking lot edge shall constitute the edge around all of the parking instead of individual lot lines.

3. **Location of Required Landscape Area** Required landscape area shall occur within the parking lot, parking lot edge and town edge landscape zone.

B. Landscape Requirement

Tree Density There shall be a minimum of one (1) tree per 4 parking spaces in all parking areas. These trees may be planted anywhere within the parking lot (including spot islands and linear islands) or within the parking lot edge. This density of trees will allow the required shrubs and groundcover to grow in a healthier environment without the intrusion of tree canopy which restricts the available sunlight. No parking space may be greater than thirty (30) from a tree (measured from the nearest curb line of the island containing the tree to the nearest point on the edge of the parking space).

SECTION 12 LIGHTING STANDARDS

Section 12.1 Luminaire Height

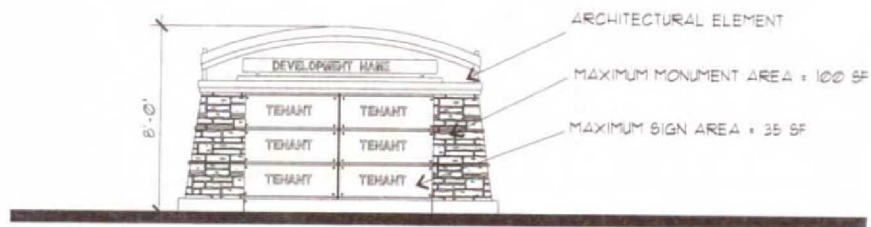
Luminaries used for building security or to illuminate building facades, entrances, and loading and service areas may be installed (i) on the building façade but not above the building roof line; and (ii) anywhere on the lot with a maximum height of 25 feet, but not higher than the building roof line. If by increasing the height of luminaries decreases the total number of luminaries across the zoned parcel by 10%, then taller luminaries are allowed up to a maximum height of 35 feet.

ARTICLE IV. FIGURES

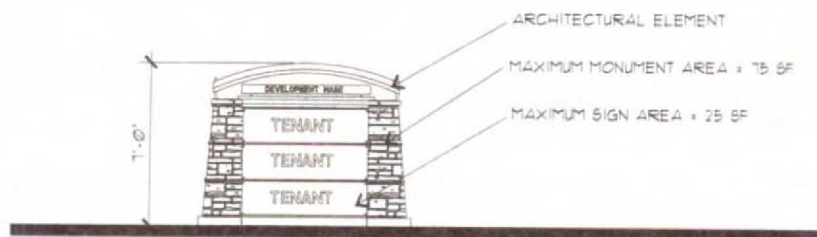
- FIGURE 1 Business Monument Sign - Type 1
- FIGURE 2 Business Monument Sign - Type 2
- FIGURE 3 Retail Façade Signs

ARTICLE V. EXHIBITS

- EXHIBIT 1 Legal Description of PD 3-10
- EXHIBIT 2 PD Concept Plan
- EXHIBIT 3 Signage Comparison PD 3-10
Zoning Comparison



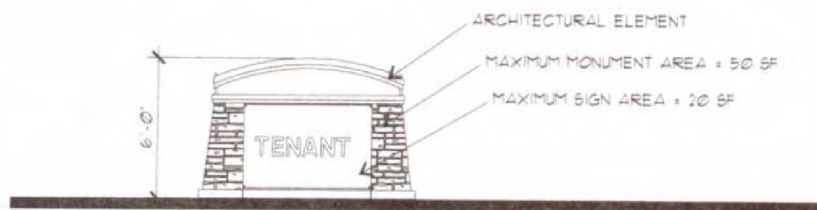
BUILDING MORE THAN 20,000 SF



BUILDING LESS THAN 20,000 SF

**BUSINESS MONUMENT SIGN
TYPE 1**

FIGURE 1



BUILDING LESS THAN 15,000 SF

BUSINESS MONUMENT SIGN
TYPE 2

FIGURE 2

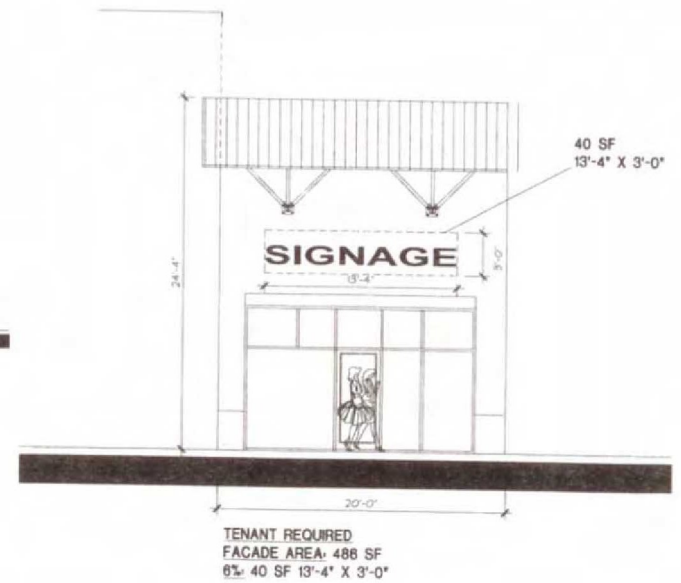
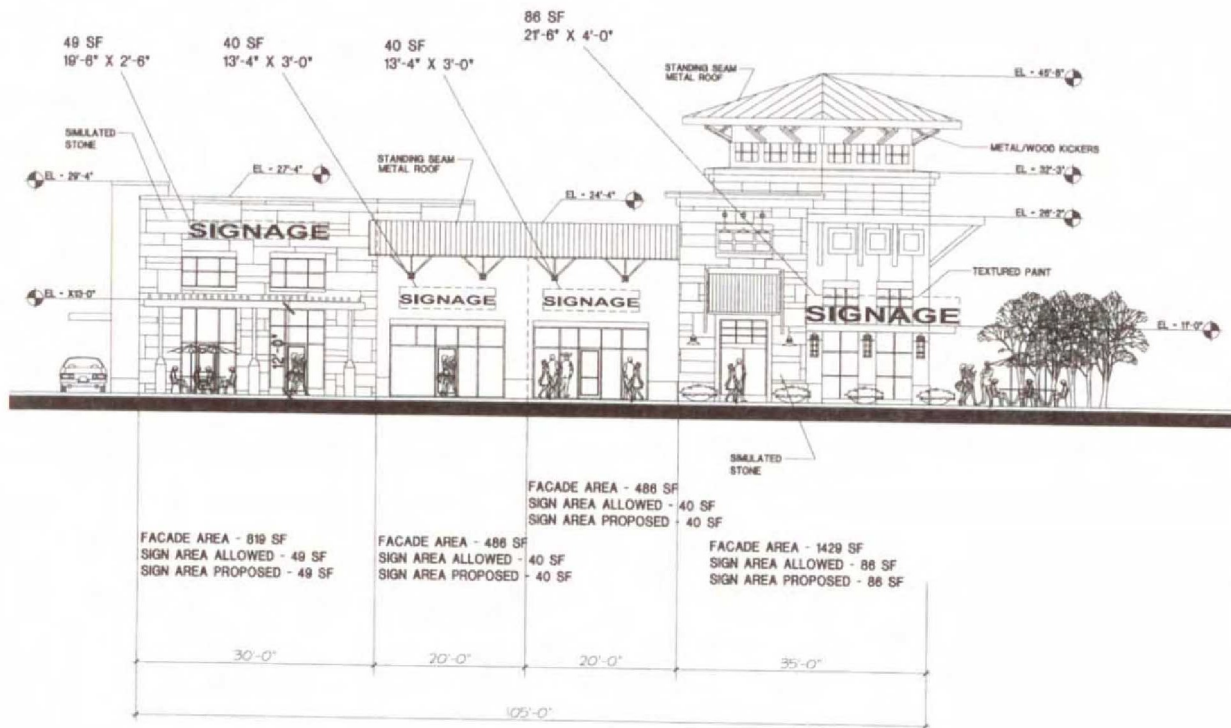


FIGURE 3

EXHIBIT 1

LEGAL DESCRIPTION

BEING a tract of land situated in the William Huff Survey, Abstract Number 648, Tarrant County, Texas, and being a portion of that tract of land conveyed to AIL Investment, L.P. by deed recorded in Volume 13588, Page 189 and all of that tract of land conveyed to Hillwood Development Co. LLC. (Tract 1) by deed recorded in County Clerk's Filing Number D205179108, both of Deed Records, Tarrant County, Texas and being more particularly described by metes and bounds as follows:

BEGINNING at the northwest corner of said Hillwood tract 1 and being in the east right-of-way line of the Texas & Pacific Railroad and the south right-of-way line of State Highway 170;

THENCE N84°11'41"E, 128.04 feet along the south right-of-way line of State Highway 170;

THENCE N 84°19'22"E, 265.15 feet continuing along the north right-of-way line of State Highway 170 to the west right-of-way line of State Highway 377;

THENCE S32°38'19"E, 60.67 feet along the west right-of-way line of State Highway 377 to the beginning of a non-tangent curve to the right;

THENCE with said non-tangent curve to the right continuing along the west right-of-way line of State Highway 377, an arc distance of 767.04 feet, through a through a central angle of 07°46'20", having a radius of 5654.58 feet, the long chord of which bears S32°36'54"W, 766.46 feet;

THENCE S36°32'07"W, 886.07 feet continuing along the west right-of-way line of State Highway 377;

THENCE S36°28'55"W, 259.87 feet continuing along the west right-of-way line of State Highway 377 to the beginning of a curve to the left;

THENCE with said curve to the left continuing along the west right-of-way line of State Highway 377, an arc distance of 386.74 feet, through a through a central angle of 05°41'22", having a having a radius of 3894.72 feet, the long chord of which bears S33°38'00"W, 386.58 feet to a point in the aforementioned east right-of-way line of the Texas & Pacific Railroad;

THENCE N24°58'46"E, 2096.36 feet along the east right-of-way line of the Texas & Pacific Railroad to the Point of Beginning and containing 10.226 acres of land, more or less.

NOTE: THIS DOCUMENT WAS PREPARED UNDER 22 TAC S663.21, AND DOES NOT REFLECT THE RESULTS OF AN ON THE GROUND SURVEY, AND IS NOT TO BE USED TO CONVEY OR ESTABLISH INTERESTS IN REAL PROPERTY, EXCEPT THOSE RIGHTS AND INTERESTS IMPLIED OR ESTABLISHED BY THE CREATION OR RECONFIGURATION OF THE BOUNDARY OF THE POLITICAL SUBDIVISION FOR WHICH IT WAS PREPARED.

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WILLIAM HUFF SURVEY
ABSTRACT NO. 648

State Highway 170

POINT OF
BEGINNING

N84°11'41"E 128.04'
N84°19'22"E 265.15'
S32°38'19"E 60.67'

10.226
ACRES

AIL INVESTMENT, L.P.
VOL. 13588, PAGE 189
D.R.T.C.T.

Δ=07°46'20"
R=5654.58'
L=767.04'
L.C.=S32°36'54"W
766.46'

TEXAS & PACIFIC RAILROAD
HILLWOOD DEVELOPMENT CO., LLC
CC # DE05175108 (TRACT 1), LLC
D.R.T.C.T.

AIL INVESTMENT, L.P.
VOL. 13588, PAGE 189
D.R.T.C.T.

State Highway 377

N24°58'46"E 2096.36'
S36°32'07"W 886.07'

Δ=05°41'22"
R=3894.72'
L=386.74'
L.C.=S33°38'00"W
386.58'



0 400 800 1200

GRAPHIC SCALE IN FEET

A ZONING EXHIBIT OF A TRACT OF LAND IN THE WILLIAM HUFF SURVEY, ABSTRACT 648, TARRANT COUNTY, TEXAS

"This document was prepared under 22 TAC 663.21,
does not reflect the results of an on the ground
survey, and is not to be used to convey or establish
interests in real property except those rights and
interests implied or established by the creation or
reconfiguration of the boundary of the political
subdivision for which it was prepared."

JE JACOBS
Carter Burgess

CARTER & BURGESS, INC.
777 MAIN STREET
FORT WORTH, TX 76102
(817) 735-6000

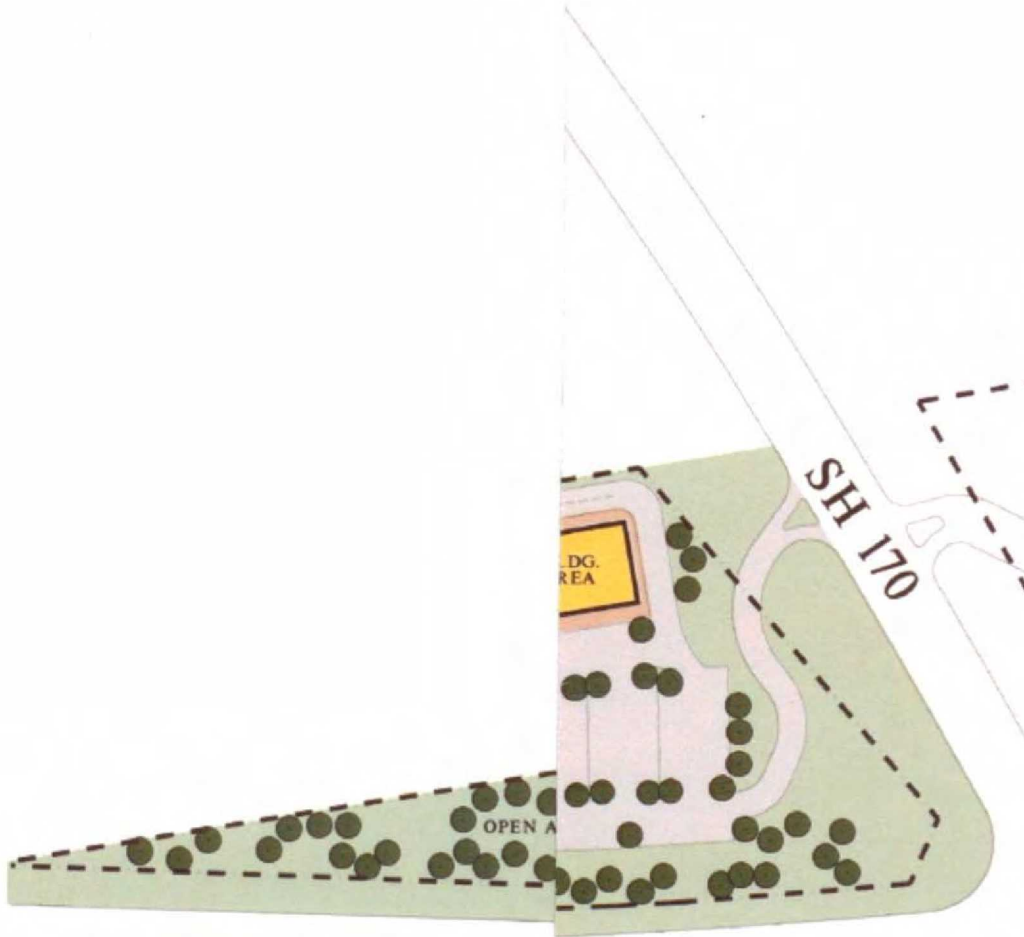
JOB # 03-20-08

DATE: 03-13-08

DRAWN: C.SEARCHY

CHECKED: JFK

SHT. NO.



T PLAN



O'BRIEN & ASSOCIATES, INC.
ARCHITECTURE • INTERIORS

5310 HARVEST HILL ROAD • SUITE 136 • DALLAS, TEXAS 75244

60'-0" • JOB# 27007 • ISSUE DATE 03/19/08
BY: _____ DATE: _____

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WITHOUT PRIOR WRITTEN CONSENT FROM O'BRIEN & ASSOCIATES, INC.

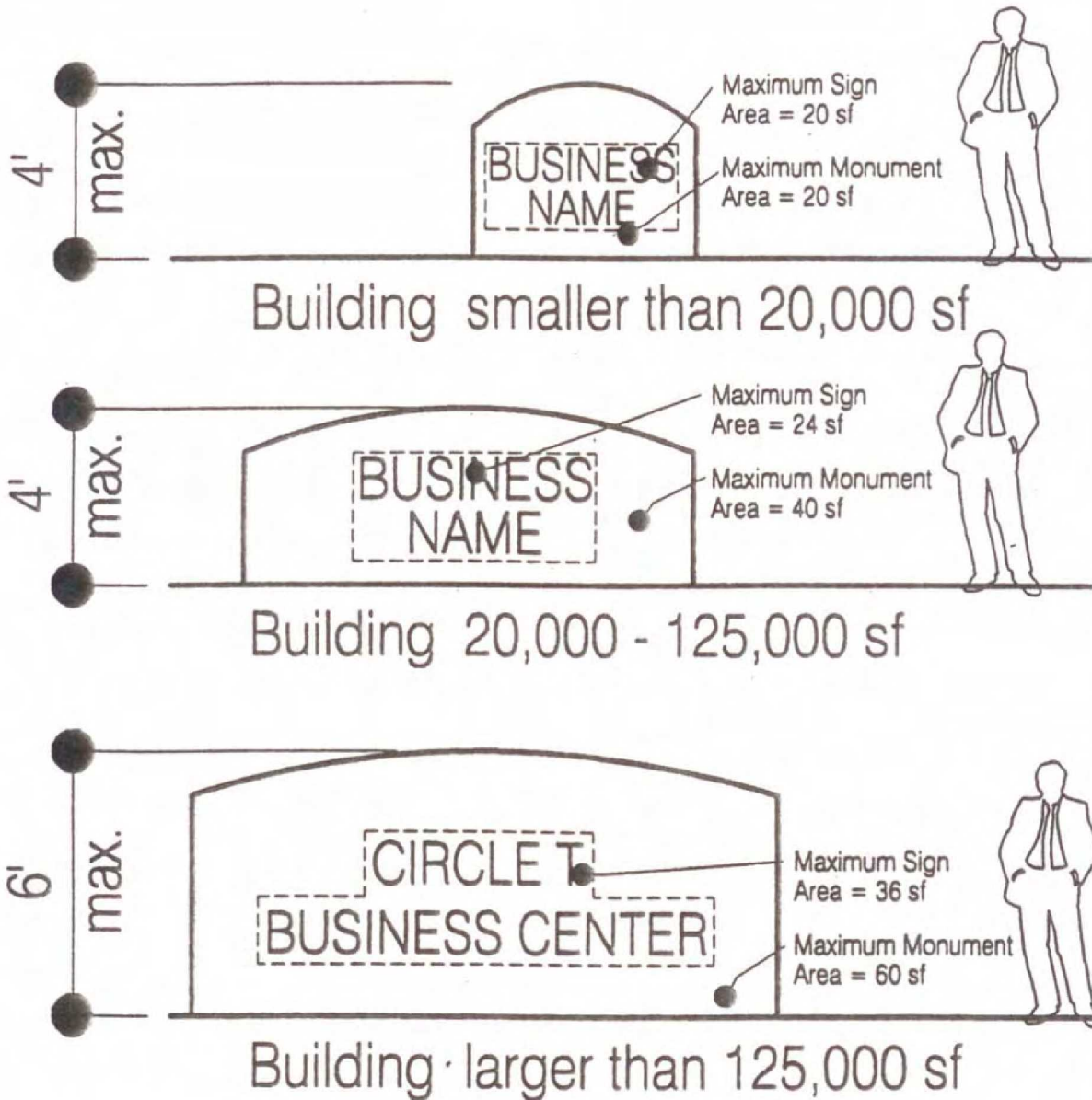
Signage Comparison PD 3-10
SWC US Hwy 377 and SH 170

Sign Type	Signage Allowed Per Current Zoning				
	Monument and Sign Area	Sign Area Within Monument	Number of Signs	Total Monument and Sign Area	Total Sign Area Within Monument
Business Monument - Type 1 Building less than 20,000 sf	20 sf	20 sf	2	40	40
Business Monument - Type 1 Building more than 20,000 sf	40 sf	24 sf	1	40	24
Business Monument - Type 2	18 sf	18 sf	4	72	72
Total			7	152	136
Sign Type	Signage Requested Per Proposed Zoning				
	Monument and Sign Area	Sign Area Within Monument	Number of Signs	Total Monument and Sign Area	Total Sign Area Within Monument
Business Monument - Type 1 Building less than 20,000 sf	75 sf	25 sf	3	225	75
Business Monument - Type 1 Building more than 20,000 sf	100 sf	35 sf	1	100	35
Business Monument - Type 2	50 sf	20 sf	0	0	0
Total			4	325	110
			Number of Signs	Total Monument and Sign Area Difference	Total Sign Area Within Monument Difference
Difference in signage requested per Proposed Zoning to signage allowed per Current Zoning			3 fewer signs*	173 addl. sf*	26 fewer sf*

*Proposed zoning allows for more monument area to provide for architectural consistency with the shopping center, but the total sign area is less than what is allowed by the current zoning. Total number of signs is decreased by 43%. This represents the signage based on the concept plan, but signage for each lot will be further reviewed and approved during the site plan approval process.

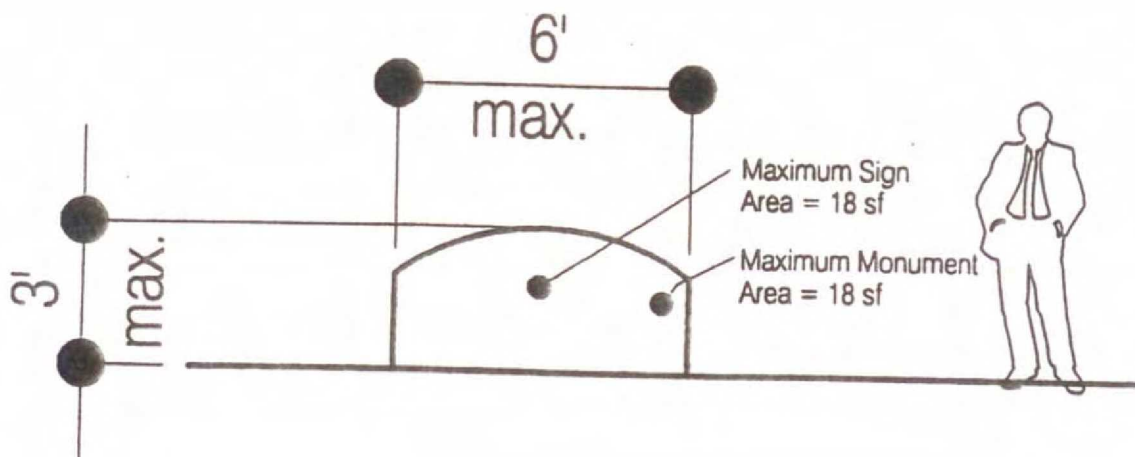
Business Monument Sign - Type 1

Figure 7



Business Monument Sign - Type 2

Figure 8



PD 3-10 and PD 3-11 Current and Proposed Zoning Comparison

Category	Current PD Requirement	Proposed PD Requirement	Rationale
Lot Size and Width			
Lot Size	40,000 sf	25,000 sf	The unique size and shape of the parcel does not allow for traditional size standards.
Lot Width	200 feet	125 feet	The unique size and shape of the parcel does not allow for traditional width standards.
Setbacks			
Rear Yard	50 feet	30 feet	The parcel is adjacent to the railroad ROW and 30 feet is all that is required for circulation, but the setback is still large enough to satisfy fire lane requirements.
Side Yard	4 feet	10 feet	10 feet allows for more buffer between lots.
Sign Standards			
Business Monument Signs (Type 1) - Building smaller than 20,000 sf	Maximum height = 4 feet Maximum sign area = 20 sf Maximum monument area = 20 sf.	Maximum height = 7 feet Maximum sign area = 25 sf Maximum monument area = 75 sf.	The increase in sign height and monument and sign area gives the ability for signs to match the overall architectural design of the center as well as tenants needs for maximum visibility to the street frontage.
Business Monument Signs (Type 1) - Building larger than 20,000 sf	Maximum height = 4 feet Maximum sign area = 24 sf Maximum monument area = 40 sf.	Maximum height = 8 feet Maximum sign area = 35 sf Maximum monument area = 100 sf.	The increase in sign height and monument and sign area gives the ability for signs to match the overall architectural design of the center as well as tenants needs for maximum visibility to the street frontage.

PD 3-10 and PD 3-11 Current and Proposed Zoning Comparison

<u>Category</u>	<u>Current PD Requirement</u>	<u>Proposed PD Requirement</u>	<u>Rationale</u>
Business Monument Signs (Type 2) - Building smaller than 15,000 sf	Maximum height = 3 feet Maximum sign area = 18 feet Maximum monument area = 18 feet	Maximum height = 6 feet Maximum sign area = 20 sf Maximum monument area = 50 sf.	The Business Monument Sign - Type 2 would be for use by single tenant users under 15,000 sf. The intention is to allow multiple lots use one sign at each entrance which would reduce the total number of signs and the amount of sign area (see Signage Comparison).
Retail Façade Signs	Maximum aggregate sign area of all signs on a building is 4% of the aggregate area of all street facing building facades.	Maximum aggregate sign area of all signs on a building is 6% of the aggregate area of all street facing building facades.	Façade signs that are larger provide for safer ingress and egress to the public through improved visibility as well as better visibility and marketing to the tenant. These requirements will still maintain the integrity of reduced signage within the Town.
Retail Façade Signs	Maximum aggregate sign area of all signs on any one building façade is 4% of the building facades.	Maximum aggregate sign area of all signs on any one building façade is 6% of the building facades.	Façade signs that are larger provide for safer ingress and egress to the public through improved visibility as well as better visibility and marketing to the tenant. These requirements will still maintain the integrity of reduced signage within the Town.
Retail Façade Signs	Maximum aggregate sign area of all signs advertising any one business is the lesser of (a) 180 sf or (b) the greater of a minimum of 20 sf or 4% of the street facing building façade occupied by such business. Each business shall be entitled to a minimum of 20 sf of sign area.	Maximum aggregate sign area of all signs advertising any one business is the lesser of (a) 180 sf or (b) the greater of a minimum of 40 sf or 6% of the street facing building façade occupied by such business. Each business shall be entitled to a minimum of 40 sf of sign area.	Façade signs that are larger provide for safer ingress and egress to the public through improved visibility as well as better visibility and marketing to the tenant. These requirements will still maintain the integrity of reduced signage within the Town.

PD 3-10 and PD 3-11 Current and Proposed Zoning Comparison

Category	Current PD Requirement	Proposed PD Requirement	Rationale
Landscape Development Standards			
Town Edge Landscape Zone on 170	<p>Along the north side of 170 - Average width of 100 feet and a minimum width of 50 feet from the highway ROW.</p> <p>Along the south side of 170 - Average width of 150 feet and a minimum width of 70 feet from the highway ROW.</p>	<p>Along the north side of 170 - Average width of 50 feet from the highway ROW.</p> <p>Along the south side of 170 - Average width of 50 feet from the highway ROW.</p>	The unique character of the slope of the ROW on SH 170 renders the larger landscape buffer inefficient from an aesthetic viewpoint. The average of 50 feet allows for proper planting and use of the unique topographic considerations. In addition, the average width between the curb and property line is 75 feet.
Town Edge Landscape Zone on 377	Along the west side of 377 - The landscape zone shall have a minimum width of 50 feet from the highway ROW.	Along the west side of 377 - The landscape zone shall have a minimum width of 50 feet from the highway ROW.	Town requirements are met on this.
Parking Lot Landscaping			
Parking Lots	Shall include a minimum of sixty (60) sf of landscaped area for each off-street parking space	Shall include a minimum of sixty (60) square feet of landscaped area for each required off-street parking space. This requirement shall be met on the overall zoned parcel.	This will allow for better clustering and growth of vegetation especially with the unique size and shape of some of the lots.
Parking Lot Edge	A parking lot edge shall surround each parking lot and shall be a minimum of ten (10) feet wide. The combined parking lot edge may overlap the parking setback line. When separating two parking lots, the parking lot edge shall be a minimum of twenty (20) feet wide and shall contain a minimum three (3) foot high berm.	A parking lot edge shall surround each parking lot and shall be a minimum of ten (10) feet wide. The combined parking lot edge may overlap the parking setback line. The parking lot edge shall constitute the edge around all of the parking instead of individual lot lines.	The parking lot edge will constitute the edge around all parking which allows the cross access and shared parking needed to accommodate the interactive uses on this parcel. This also makes it more appropriate for individual lots that are unconventional size and shapes.
Parking Lot Landscaping - Location of Required Landscape Area	Required landscape area shall occur entirely within the parking lot and parking lot edge.	Required landscape area shall occur within the parking lot, parking lot edge and town edge landscape zone.	Based on the size and shape of the parcel it is more appropriate to include the town edge landscape zone to satisfy the criteria.
Tree Density	Minimum of 1 tree per 2.5 parking spaces. No parking space may be greater than 15 feet from a tree.	Minimum of 1 tree per 4 parking spaces. No parking space may be greater than 30 feet from a tree.	This will allow for better clustering and spacing of trees to allow for proper maturation. In addition, the size and shape of the parcel was taken into consideration to be consistent with the intent of the current PD.

PD 3-10 and PD 3-11 Current and Proposed Zoning Comparison

<u>Category</u>	<u>Current PD Requirement</u>	<u>Proposed PD Requirement</u>	<u>Rationale</u>
		Lightin Standards	
Luminaire Height	25 feet	35 feet if the total number of luminaries on the parcel is decreased by at least 10%.	The use of taller luminaries is needed to allow for better façade visibility and better overall lighting coverage for the site. For example, on the PD 3-10 tract if the height of the luminaries is raised to 35 feet, only 12 poles are needed as opposed to 15 poles at the required 25 foot height. Foot candles will still be zero at the property line per Town requirements. Locations and height of poles may allow TXDOT to modify their lighting within the Highway 377 and SH 170 ROW.