

ORDINANCE NO. 311

AN ORDINANCE AMENDING THE COMPREHENSIVE ZONING ORDINANCE OF THE TOWN OF WESTLAKE, TEXAS TO REZONE AN APPROXIMATELY 200-ACRE TRACT OF LAND GENERALLY LOCATED IN DENTON COUNTY, TEXAS FROM "O" OFFICE PARK, "R" RETAIL, AND "R-40" ESTATE RESIDENTIAL TO A "PD" PLANNED DEVELOPMENT DISTRICT AUTHORIZING OFFICE, ENTERTAINMENT/OFFICE, RETAIL, ENTERTAINMENT/RETAIL AND MALL 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; PROVIDING A SEVERABILITY CLAUSE; AND DECLARING AN EFFECTIVE DATE.

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

WHEREAS, on November 16, 1992, the Board of 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 200-acre tract of land (commonly known as Planning Area 5 - Regional Retail and hereinafter sometimes referred to as the "Planning Area"); 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 single family, golf and office 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 modification 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 Investments, L.P. to rezone the approximately 200-acre tract of land to a "PD" Planned Development District on July 27, 1998, 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" Planned Development District; 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 CITY COUNCIL OF THE TOWN OF WESTLAKE, TEXAS:

SECTION 1: That the recitals set forth above are hereby incorporated herein, adopted by the Town and declared to be true and correct.

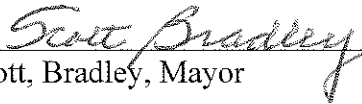
SECTION 2: That the Comprehensive Zoning Ordinance of the Town of Westlake, Texas, Ordinance No. 200, is hereby amended by this PD Ordinance, by adding Planned Development District No. 3-5 within the property described in Exhibit 1 attached hereto by reference for all purposes. This PD will be subject to the concept plan, development standards, and other regulations attached hereto.

SECTION 3: 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. 3-5" and the date that this Ordinance was adopted by the Board.

SECTION 4: 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.

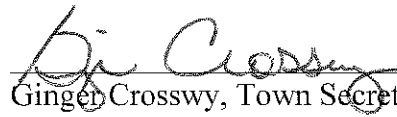
SECTION 5: This ordinance shall be in full force and effect from and after the date of its passage.

PASSED AND APPROVED BY THE BOARD OF ALDERMEN OF THE TOWN OF WESTLAKE, TEXAS ON THE 14TH DAY OF SEPTEMBER, 1998.



Scott, Bradley, Mayor

ATTEST:



Ginger Crosswy, Town Secretary

APPROVED AS TO FORM:



Paul C. Isham, Town Attorney

Exhibit 1

LEGAL DESCRIPTION

AREA 5

BEING A PORTION OF THAT TRACT OF LAND SITUATED IN THE RICHARD EADS SURVEY, ABSTRACT NUMBER 393, THE JESSE SUTTON SURVEY, ABSTRACT NUMBER 493 AND THE M.E.P.&P.R.R.CO. SURVEY, ABSTRACT NUMBER 923, IN THE TOWN OF WESTLAKE, DENTON COUNTY, TEXAS AND BEING A PORTION OF THAT TRACT OF LAND CONVEYED TO HILLWOOD/WILLOW BEND, LTD., RECORDED UNDER COUNTY CLERK'S NUMBER 93-R0075228, OF REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING AT A 1/2 INCH IRON ROD, FOUND AT THE NORTHEAST CORNER OF THAT TRACT OF LAND CONVEYED TO ROANOKE LODGE NUMBER 421, RECORDED IN VOLUME 82, PAGE 538 OF REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS;

THENCE N 89°31'51"W, 802.31 FEET;

THENCE S 01°17'53"E, 315.61 FEET;

THENCE N 89°26'17"W, 630.16 FEET;

THENCE N 75°38'21"W, 210.13 FEET;

THENCE N 40°45'26"W, 717.13 FEET;

THENCE N 56°16'14"W, 911.62 FEET;

THENCE S 00°07'27"E, 66.62 FEET;

THENCE N 88°40'09"W, 296.13 FEET;

THENCE N 35°12'32"E, 367.95 FEET;

THENCE S 74°53'36"E, 65.36 FEET;

THENCE S 89°43'15"E, 42.30 FEET TO THE SOUTHERLY RIGHT-OF-WAY OF STATE HIGHWAY 170 (A VARIABLE WIDTH RIGHT-OF-WAY);

THENCE N 04°04'02"E, 181.78 FEET TO THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE WITH SAID CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 67°46'19", HAVING A RADIUS OF 2844.79 FEET, THE LONG CHORD OF WHICH BEARS N 71°16'03"E, 3172.18 FEET, AN ARC DISTANCE OF 3364.94 FEET;

THENCE S 74°50'45"E, 176.10 FEET;

THENCE S 66°44'58"E, 318.17 FEET;

THENCE S 00°06'06"E, 57.20 FEET;

C&B Job No. 981500070

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THENCE S 74°50'42"E, 219.88 FEET;

THENCE N 35°35'02"E, 64.24 FEET;

THENCE S 83°00'18"E, 280.49 FEET;

THENCE S 74°50'40"E, 100.01 FEET;

THENCE S 67°33'04"E, 313.52 FEET;

THENCE N 71°09'09"E, 71.20 FEET;

THENCE S 74°50'47"E, 84.00 FEET;

THENCE S 15°09'13"W, 1979.00 FEET;

THENCE N 73°14'39"W, 324.55 FEET;

THENCE N 89°31'51"W, 880.61 FEET TO THE POINT OF BEGINNING AND CONTAINING 8,710,561
SQUARE FEET OR 200.0 ACRES OF LAND MORE OR LESS.

CIRCLE T PLANNING AREA 5
REGIONAL RETAIL

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EXHIBIT 5	PD Concept Plan - Thoroughfares
EXHIBIT 6	Circle T Ranch - Planning Areas (for informational purposes only)
EXHIBIT 7	Circle T Ranch - Land Uses (for informational purposes only)
EXHIBIT 8	Circle T Ranch - Open Space & Trail System (for informational purposes only)
EXHIBIT 9	Circle T Ranch - Thoroughfares (for informational purposes only)

ARTICLE I. GENERAL PROVISIONS

SECTION 1 SHORT TITLE

This ordinance shall be known and may be cited as the "Circle T Planning Area No. 5 - Regional Retail 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 increased recreation and/or open space opportunities for public use; to provide rural amenities or features that would be of special benefit to the property users or community; to protect or preserve natural amenities and environmental assets such as trees, creeks, ponds, floodplains, slopes or hills and viewscapes; to protect or preserve existing historical buildings, structures, features or places; and 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.

Circle T Planning Area means any one of the planning areas into which the Circle T Ranch has been divided for purposes of establishing planned development zoning districts.

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.

Mall or Regional Mall means an integrated, enclosed retail development that has a minimum of 500,000 square feet of retail sales area and that includes at least two department stores.

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

PD Concept Plan means any one or more of the drawings attached to this PD Ordinance and labeled "PD Concept Plan - Planning Area"; "PD Concept Plan - Land Uses"; "PD Concept Plan - Open Space & Trail System"; and "PD Concept Plan - Thoroughfares" (all of which plans are deemed part of the PD Concept Plan and this PD Ordinance).

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 Supplement adopted by the Board concurrently with this PD Ordinance.

Sub-area means any of the sub-areas shown on the "PD Concept Plan-Land Uses" exhibits, which areas are color-coded to identify permitted land use categories.

Town means the Town of Westlake, Texas.

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

SECTION 4 PD SUPPLEMENT

Concurrently with the adoption of this PD Ordinance, the Board adopted the PD Supplement. 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 mall sub-area, by the "R-Retail" zoning district standards;
- B. With respect to the entertainment retail sub-area, by the "R-Retail" zoning district standards;
- C. With respect to the entertainment office sub-area, by the "O-Office Park" zoning district standards; and
- D. With respect to the office sub-area, by the "O - Office Park" zoning district standards; and
- E. 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) "PD Concept Plan - Planning Area"; (2) "PD Concept Plan - Land Uses"; (3) "PD Concept Plan - Open Space & Trail System"; and (4) "PD Concept Plan - Thoroughfares". 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 - Planning Area The drawing labeled "PD Concept Plan - Planning Area" identifies the general boundaries of the PD District for the "Circle T Planning Area No. 5 - Regional Retail". 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.

B. PD Concept Plan - Land Uses The drawing labeled "PD Concept Plan - Land Uses" identifies the general categories of land uses that are permitted within the PD District sub-areas. This drawing also includes an estimate of the size of such sub-areas. For non-residential sub-areas, the drawings indicate the applicable floor area ratios and an estimate of total floor area. The estimates of total floor area, however, are provided for informational purposes only and are not "regulatory" standards, and to the extent, if any, that the actual total floor areas differ from the estimates, such differences shall not require an amendment to the PD Concept Plan. For single family sub-areas, the drawings also identify minimum lot sizes. These drawings also identify open space areas; however, such open space areas are more specifically discussed in Subsection C below. Any information shown on these drawings 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. To the extent, if any, that the drawings illustrate the detailed layout of golf course features (such as tee boxes, fairways, and greens) or detailed building "footprints", such detailed illustrations are not considered part of the PD Concept Plan or this PD Ordinance and do not bind or otherwise affect development within the PD District.

C. PD Concept Plan - Open Space & Trail System The drawing labeled "PD Concept Plan - Open Space & Trail System" identifies public open space, private open space, and public and private golf (together with an estimate of the size of such areas). This drawing also identifies the general location of public hike and bike trails and public equestrian trails (which locations are not to scale). Any information shown on these drawings 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.

D. PD Concept Plan - Thoroughfares The drawing labeled "PD Concept Plan - Thoroughfares" identifies major thoroughfares proposed for both development alternatives within the PD District.

Section 6.2 PD Development Plans Because of the level of detail contained in the PD Concept Plan, the Board (at the time this PD District was established) waived the requirement for

development plans. Based on such waiver, development plans shall not be required for development within this PD District.

Section 6.3 PD Site Plans PD site plans are required for development within the PD District. Article I, Section 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).

Section 6.4 PD "Informational" Plans There are also attached to this PD Ordinance for informational purposes only: (1) a drawing labeled "Circle T Ranch - Planning Areas" which illustrates the general boundaries of all Circle T Planning Areas; (2) a drawing labeled "Circle T Ranch - Land Uses" which illustrates the general land use categories for all Circle T Planning Areas; (3) a drawing labeled "Circle T Ranch - Open Space & Trail System" which illustrates the open space and trail system for all Circle T Planning Areas; and (4) a drawing labeled "Circle T Ranch - Thoroughfares" which illustrates the thoroughfares for all Circle T Planning Areas. These "informational" drawings are not part of the PD Concept Plan or this PD Ordinance, and nothing contained on any of these drawings shall bind or otherwise affect the development of this PD District.

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 5 - REGIONAL RETAIL LAND USE SCHEDULE

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

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

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

PERMITTED USES	SUB-AREAS				
	Mall ¹	Ent/Ret ¹	Ent/Off	Office	Retail ¹
X=Permitted, A=Accessory Use, S=SUP					
R&D Laboratory				S	
Conference Center					
Live Theater	X	X			X
Motion Picture Theater	X	X			
Custom Business Services	X	X			
Electronic Appliances Store and Computer Sales and Service	X	X			
Tavern, Bar or Lounge	X	X	X		A
Dance Halls/Nightclubs	X	X	X		A
AMUSEMENT/RECREATION					
Golf Course (Public or Private)				X	X
Park or Playground (Public or Private)	X	X	X	X	X
Satellite Dish	X	X	X	X	X
Non-Commercial Radio Tower	S	S	S	S	S
Race Track Operation					
Recreation Facility, Health Studio (Public)	X	X	X		X
Country Club (Private Membership)				X	X
Golf Clubhouse (Public or Private)				X	
Community Center (Private)	X	X	X		
Recreation Center (Private)	X	X	X	X	X
Hike, Bike, and Equestrian Trails (Public or Private)	X	X	X	X	X
Golf Maintenance Facility					A
Golf Pro Shop					A
Health/Spa Facilities (Private)	A ³	A ³		X	A
Athletic Fields (Private)	A ⁴	A ⁴		A	A
Athletic Courts (Private)	A ⁵	A ⁵		A	A
Equestrian Center					A
Athletic Courts (Public)	A	A			A
Commercial Amusement (Inside)	X	X	X		A
Lake Cruise/Water Taxi	X	X	X	X	X
AUTO SERVICES					
Truck/Trailer Rental	S	S	S		
Auto Body Repair					
Auto Mechanical Repair	S	S	S		
Quick Lube/Oil Change					
Vehicle Maintenance (Private)				X	
Vehicle Fueling (Private)				S	
WHOLESALE TRADE					
Warehouse/Storage (Inside)					

PERMITTED USES	SUB-AREAS				
	Mall ¹	Ent/Ret ¹	Ent/Off	Office	Retail ¹
Warehouse/Storage (Outside)					
Scrap/Waste Recycling Collection and/or Storage					
Gas/Chemical Bulk Storage					
Light Manufacturing/Assembly	S	S	S	S	
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	S	S	S	S
Temporary Construction Office	X ⁶	X ⁶	X ⁶	X ⁶	X ⁶
Temporary Construction Materials Storage	X ⁶	X ⁶	X ⁶	X ⁶	X ⁶
Temporary Sales Office	S	S	S	S	S

NOTES:

1. Permits individual retail occupants with more than 25,000 square feet.
2. Including water, sewer, electric, gas, cable, telephone, fiber optic, and other public and private utility distribution lines.
3. Accessory to "Country Club (Private Membership)" and "Golf Clubhouse (Public or Private)" (must be located in the same building as the principal use, or in a separate building that is connected (by pedestrian walkways) to the principal use building).
4. Accessory to "Recreation Center (Private)".
5. Accessory to "Country Club (Private Membership)" and "Recreation Center (Private)".
6. 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 which 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 Mall The maximum floor area ratio for the mall sub-area shall be 0.38:1.

Section 1.2 Entertainment Retail The maximum floor area ratio for the entertainment retail sub-area shall be 0.40:1.

Section 1.3 Entertainment Office The maximum floor area ratio for the entertainment office sub-area shall be 0.30:1.

Section 1.4 Office The maximum floor area ratio for the office sub-area shall be 0.30:1.

Section 1.5 Retail The maximum floor area ratio for the retail sub-area shall be 0.25:1.

SECTION 2 MINIMUM LOT SIZE

Section 2.1 Mall The minimum lot size for the mall sub-area shall be 200,000 square feet.

Section 2.2 Entertainment Retail The minimum lot size for the entertainment retail sub-area shall be 40,000 square feet.

Section 2.3 Entertainment Office The minimum lot size for the entertainment office sub-area shall be 40,000 square feet.

Section 2.4 Office The minimum lot size for the office sub-area shall be 100,000 square feet.

Section 2.5 Retail The minimum lot size for the retail sub-area shall be 40,000 square feet.

SECTION 3 MINIMUM LOT WIDTH

Section 3.1 Mall The minimum lot width for the mall sub-area shall be 200 feet.

Section 3.2 Entertainment Retail The minimum lot width for the entertainment retail sub-area shall be 200 feet.

Section 3.3 Entertainment Office The minimum lot width for the entertainment office sub-area shall be 200 feet.

Section 3.4 Office The minimum lot width for the office sub-area shall be 200 feet.

Section 3.5 Retail The minimum lot width for the retail sub-area shall be 200 feet.

SECTION 4 MAXIMUM BUILDING HEIGHT

Section 4.1 Mall Except as provided below, the maximum height for all structures within the mall sub-area shall be the lesser of three stories or 65 feet.

Section 4.2 Entertainment Retail Except as provided below, the maximum height for all structures within the entertainment retail sub-area shall be three stories or 45 feet.

Section 4.3 Entertainment Office Except as provided below, the maximum height for all structures within the entertainment office sub-area shall be four stories or 60 feet.

Section 4.4 Office Except as provided below, the maximum height for all structures within the office sub-area shall be the lesser of four stories or 60 feet.

Section 4.5 Retail Except as provided below, the maximum height for all structures within the retail sub-area shall be the lesser of two stories or 35 feet.

Section 4.6 Exceptions to Height Requirements The height limits imposed by this Section 4 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 Mall The minimum building size for the mall sub-area shall be 50,000 square feet.

Section 5.2 Entertainment Retail The minimum building size for the entertainment retail sub-area shall be 2,000 square feet.

Section 5.3 Entertainment Office The minimum building size for the entertainment office sub-area shall be 3,000 square feet.

Section 5.4 Office The minimum building size for the office sub-area shall be 3,000 square feet.

Section 5.5 Retail The minimum building size for the retail sub-area shall be 2,000 square feet.

SECTION 6 FRONT YARD SETBACKS

Section 6.1 Mall The minimum front yard for the mall sub-area shall be 100 feet.

Section 6.2 Entertainment Retail The minimum front yard for the entertainment retail sub-area shall be 200 feet.

Section 6.3 Entertainment Office There are no minimum front yard requirements for the entertainment office sub-area.

Section 6.4 Office The minimum front yard for the office sub-area shall be 50 feet.

Section 6.5 Retail The minimum front yard for the retail sub-area shall be 50 feet.

SECTION 7 REAR YARD SETBACKS

Section 7.1 Mall The minimum rear yard for the mall sub-area shall be 100 feet.

Section 7.2 Entertainment Retail There are no minimum rear yard requirements for the entertainment retail sub-area.

Section 7.3 Entertainment Office The minimum rear yard for the entertainment office sub-area shall be 200 feet.

Section 7.4 Office The minimum rear yard for the office sub-area shall be 25 feet.

Section 7.5 Retail The minimum rear yard for the retail sub-area shall be 25 feet.

SECTION 8 SIDE YARD SETBACKS

Section 8.1 Mall There are no minimum side yard requirements for the mall sub-area.

Section 8.2 Entertainment Retail There are no minimum side yard requirements for the entertainment retail sub-area.

Section 8.3 Entertainment Office The minimum side yard for the entertainment office sub-area shall be 25 feet.

Section 8.4 Office The minimum side yard for the office sub-area shall be 25 feet.

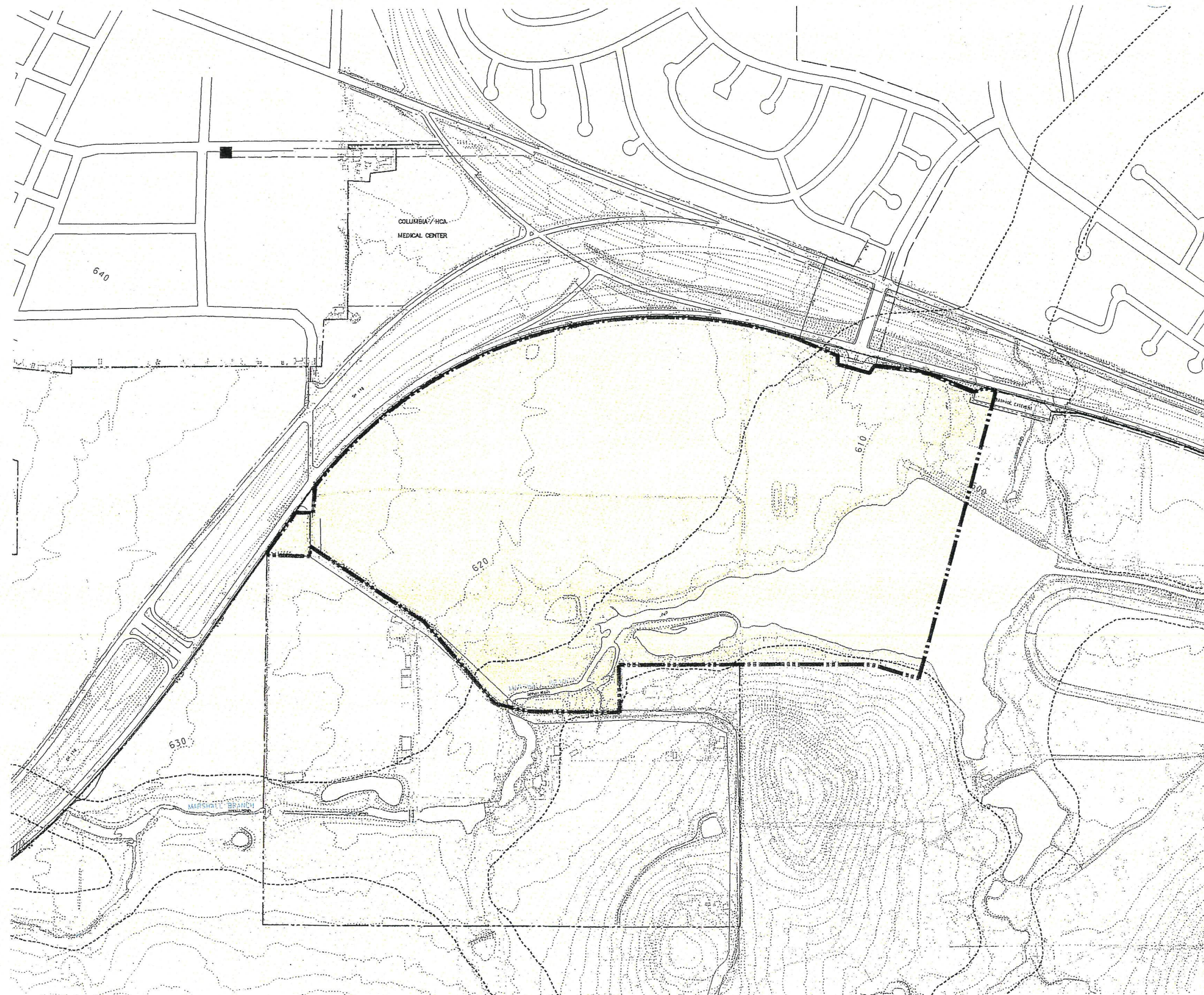
Section 8.5 Retail The minimum side yard for the retail sub-area shall be 25 feet.

SECTION 9 SLOPE REQUIREMENTS The height of non-residential structures within this PD District shall not be limited based on adjacency to (i) any residential lot whether such lot is located inside or outside this PD District) or (ii) any roadway.

ARTICLE IV. EXHIBITS

- EXHIBIT 1 Legal Description of PD District
- EXHIBIT 2 PD Concept Plan - Planning Area
- EXHIBIT 3 PD Concept Plan - Land Uses
- EXHIBIT 4 PD Concept Plan - Open Space & Trail System
- EXHIBIT 5 PD Concept Plan - Thoroughfares
- EXHIBIT 6 Circle T Ranch - Planning Areas
 (for informational purposes only)
- EXHIBIT 7 Circle T Ranch - Land Uses
 (for informational purposes only)
- EXHIBIT 8 Circle T Ranch - Open Space & Trail System
 (for informational purposes only)
- EXHIBIT 9 Circle T Ranch - Thoroughfares
 (for informational purposes only)

PD CONCEPT PLAN - PLANNING AREA



LEGEND

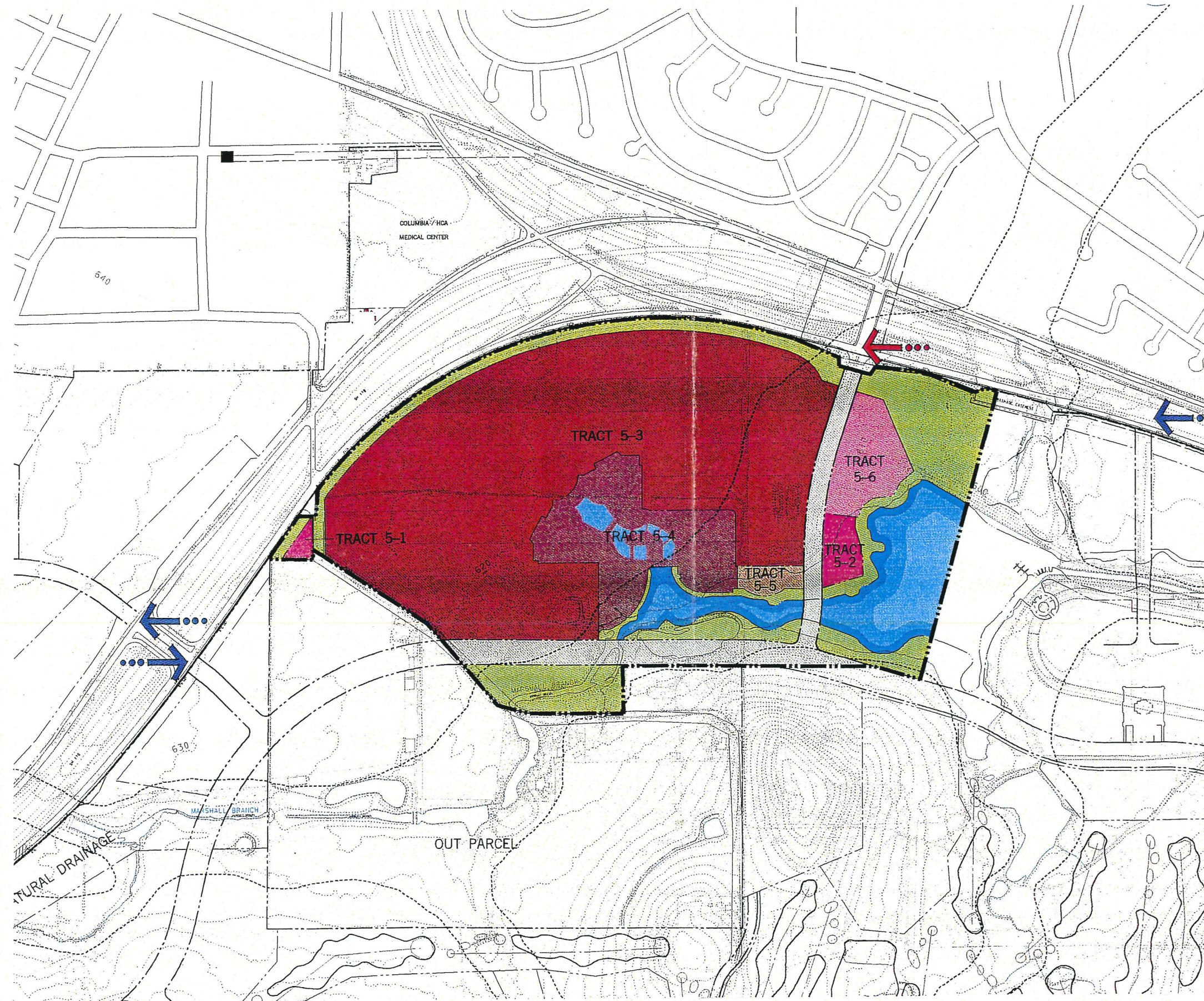
- PD District Area: 200.0 Ac.
- PD District Boundary

AREA 5
Ⓢ Circle T Ranch

Originals are in Color



PD CONCEPT PLAN - LAND USES



LEGEND

- Mall (Total 99.9 Ac.)
 - Tract 5-3: 99.9 Ac.
 - FAR= 0.38:1
 - Approx. Floor Area= 1,630,000 S.F.
 - Entertainment Retail (Total 18.8 Ac.)
 - Tract 5-4: 18.8 Ac.
 - FAR= 0.40:1
 - Approx. Floor Area= 325,000 S.F.
 - Entertainment Office (Total 1.8 Ac.)
 - Tract 5-5: 1.8 Ac.
 - FAR= 0.30:1
 - Approx. Floor Area= 23,525 S.F.
 - Office (Total 6.9 Ac.)
 - Tract 5-6: 6.9 Ac.
 - FAR= 0.30:1
 - Approx. Floor Area= 90,170 S.F.
 - Retail (Total 3.3 Ac.)
 - Tract 5-1: 0.8 Ac.
 - FAR= 0.25:1
 - Approx. Floor Area= 8,715 S.F.
 - Tract 5-2: 2.5 Ac.
 - FAR= 0.25:1
 - Approx. Floor Area= 27,225 S.F.
 - Public Open Space: 54.5 Ac.
 - R.O.W.: 14.8 Ac.
- Total: 200.0± Ac.

--- PD District Boundary

← Primary Entry

← Secondary Entry

AREA 5
⊕ Circle T Ranch

Originals are in Color

Exhibit 3



PD CONCEPT PLAN - OPEN SPACE & TRAIL SYSTEM

Originals are in Color



LEGEND

- PUBLIC OPEN SPACE
54.5 AC.
• Includes Water Surfaces
Contained Within
Open Space
- PUBLIC GOLF
0.0 AC.
- PRIVATE OPEN
SPACE
0.0 AC.
- OPEN SPACE TOTAL
54.5 AC.
- Hike/Bike Trail
- Trail Links To
Adjacent Land Use
- Equestrian Trail
Owner To Provide R.O.W.
Trail To Be
Constructed By Town
- Equestrian Trail Links
To Adjacent Land Use
- PD District Boundary
- Town Edge Boundary

NOTE: Trail Symbols and Associated Open Space Are Diagrammatic
and Not Drawn To Scale

Area 5
⊕ Circle T Ranch

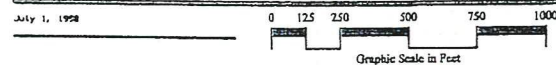
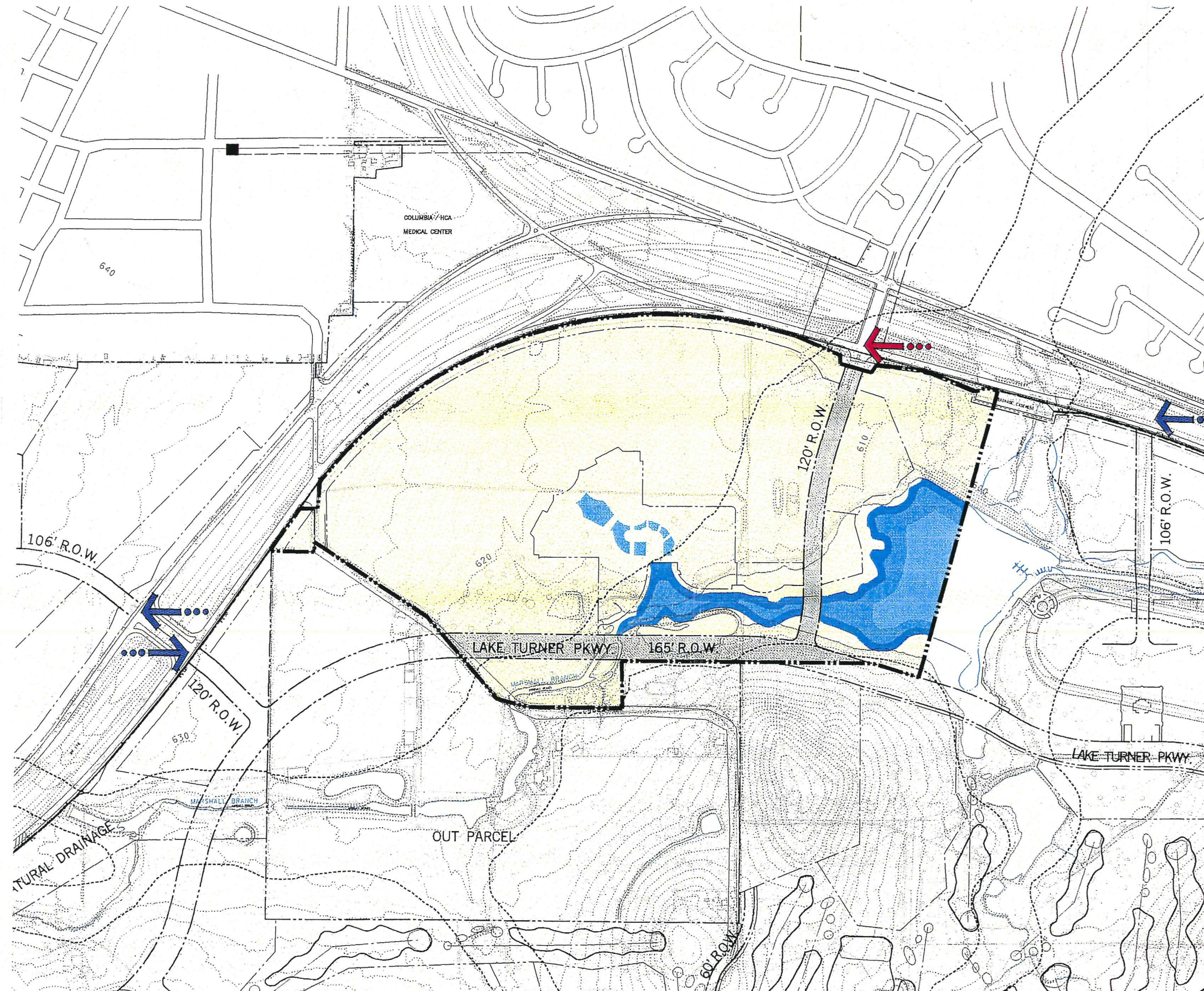


Exhibit 4



PD CONCEPT PLAN – THOROUGHFARES



LEGEND

- Proposed Thoroughfares: 14.8 Ac.
- PD District Boundary
- Primary Entry
- Secondary Entry

AREA 5

Ⓢ Circle T Ranch

Originals are in Color



LEGEND	
Area	Acres <u>±</u>
1	451.9
3	516.0
4	181.5
5	200.0
6	193.3
7	392.3
8	222.6
9	157.8
Total	2315.4

----- PD District Boundaries

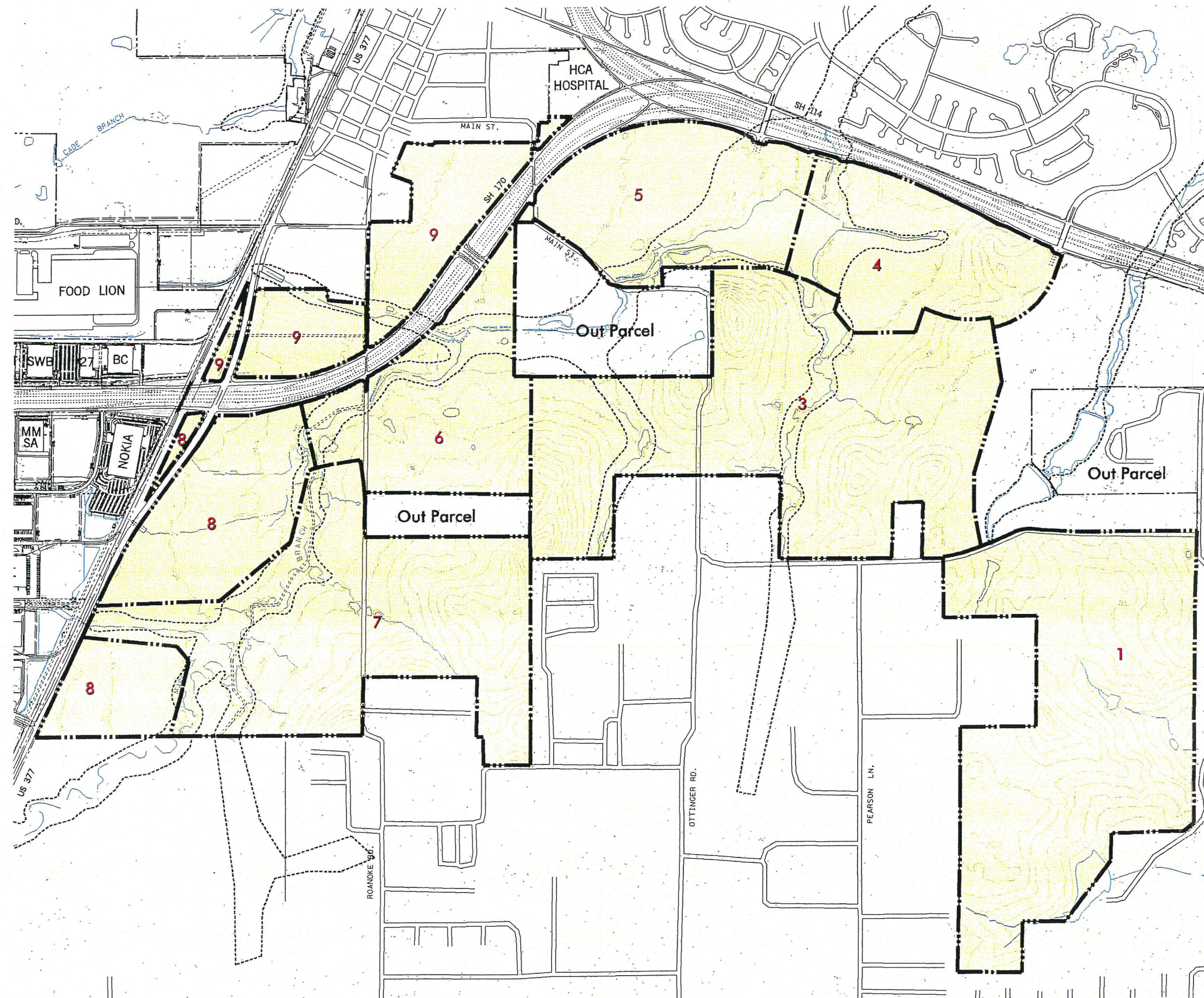
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Concept Plan or PD Ordinance.

Ⓣ Circle T Ranch

Originals are in Color



Exhibit 6

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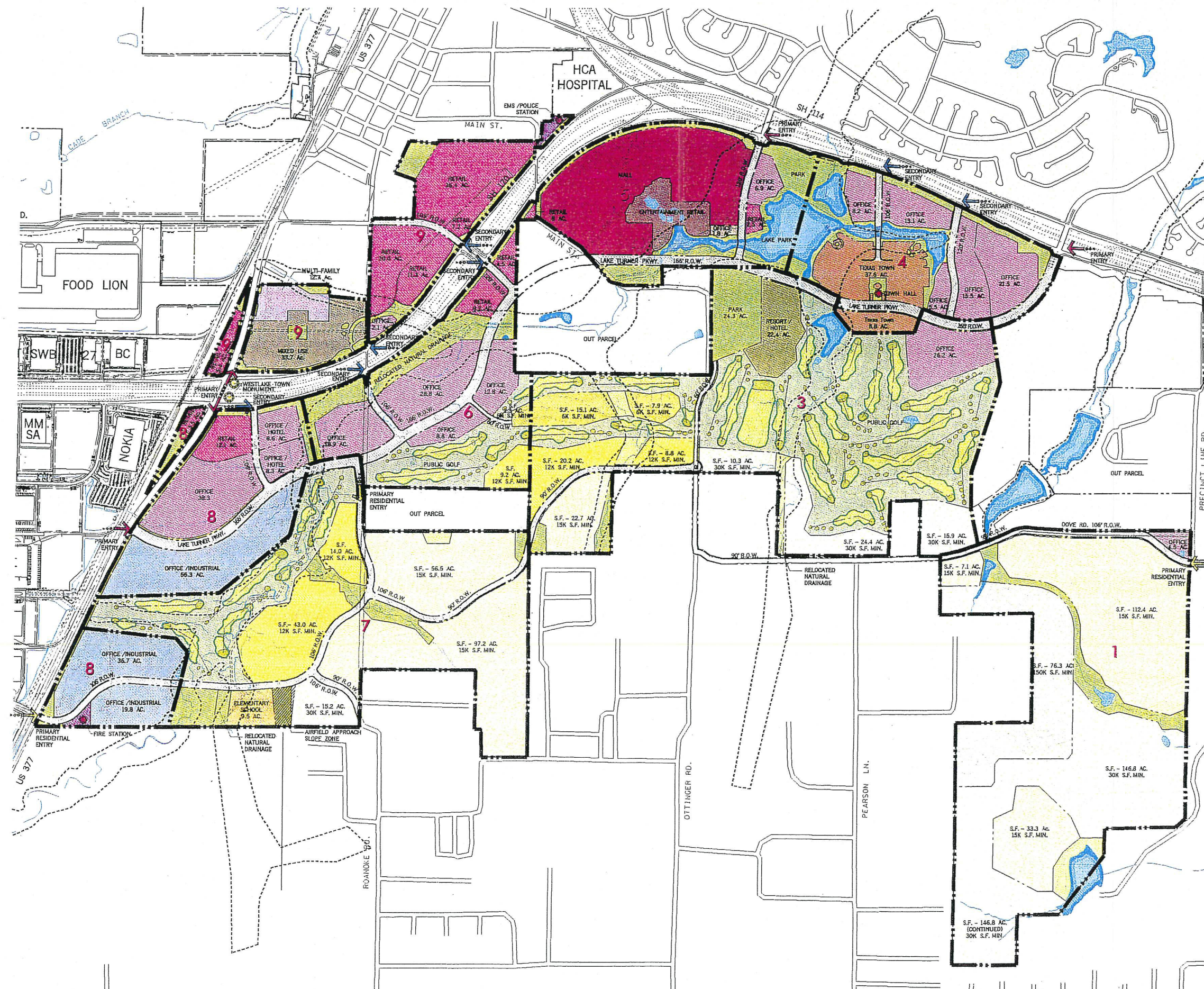
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07/13/98

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Graphic Scale in Feet

CIRCLE T RANCH - LAND USES



PROJECT SUMMARY

- Mall: 99.9 Ac.
- Entertainment Retail: 18.8 Ac.
- Retail: 110.9 Ac.
- Entertainment Office: 1.8 Ac.
- Office: 227.5 Ac.
- Office /Industrial: 111.8 Ac.
- Texas Town: 46.4 Ac.
- Mixed Use: 33.7 Ac.
- Resort Hotel: 22.4 Ac.
- Multi-Family: 12.7 Ac.
- Single Family: 25.3 Ac.
- Single Family: 95.2 Ac.
- Single Family: 329.2 Ac.
- Single Family: 212.6 Ac.
- Single Family: 76.3 Ac.
- Elementary School: 9.5 Ac.
- Public Golf: 413.7 Ac.
- Public Open Space: 280.8 Ac.
- Private Open Space: 47.2 Ac.
- Public Use: 4.0 Ac.
- R.O.W.: 135.7 Ac.

--- PD District Boundaries

Total: 2315.4 ± Ac.

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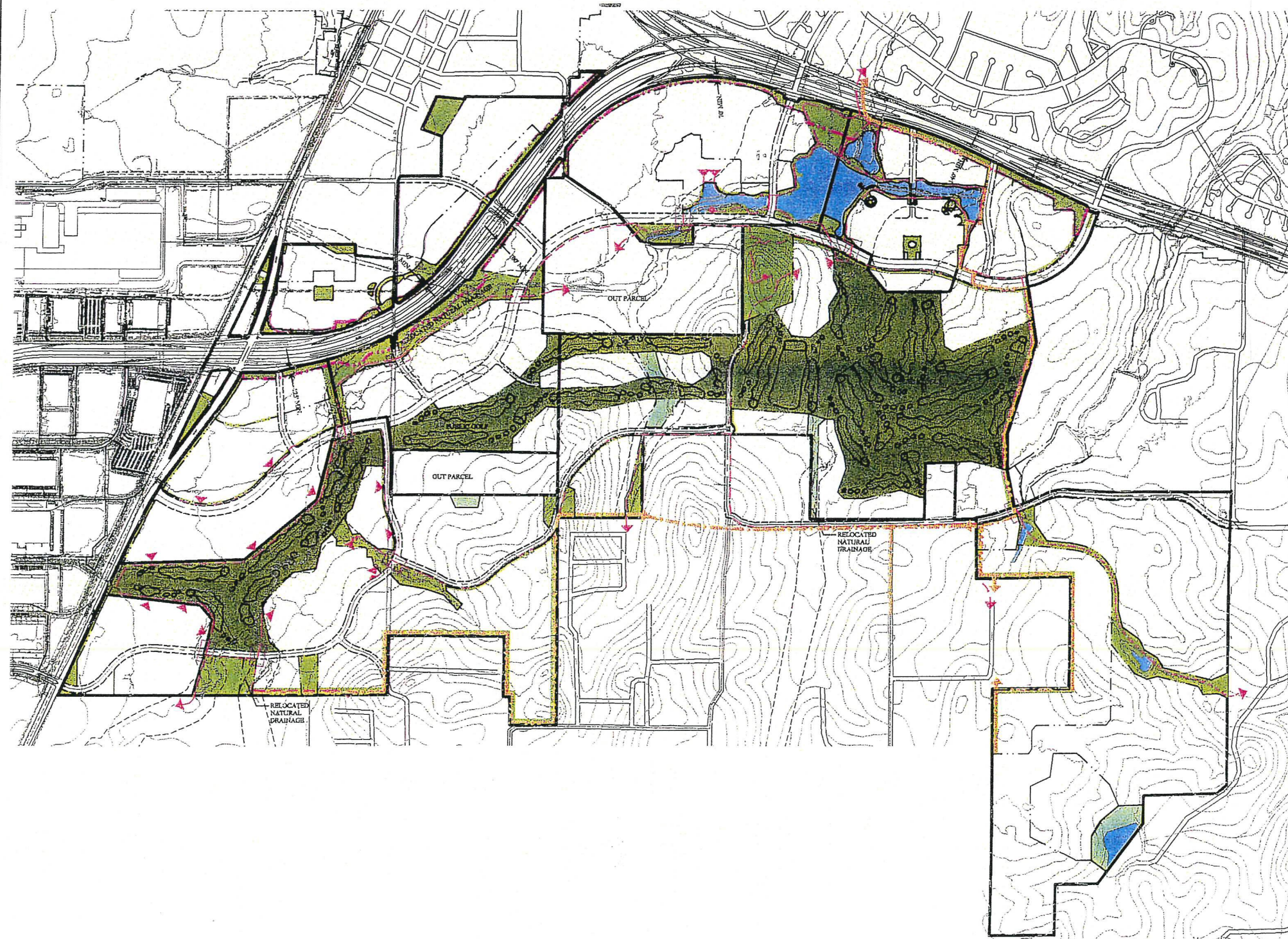
Circle T Ranch

Originals are in Color



CIRCLE T RANCH - OPEN SPACE & TRAIL SYSTEM

Originals are in Color



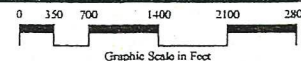
NOTE: Trail Symbols and Associated Open Space Are Diagrammatic and Not Drawn To Scale

Informational Only. Not Part of PD Concept Plan or PD Ordinance.

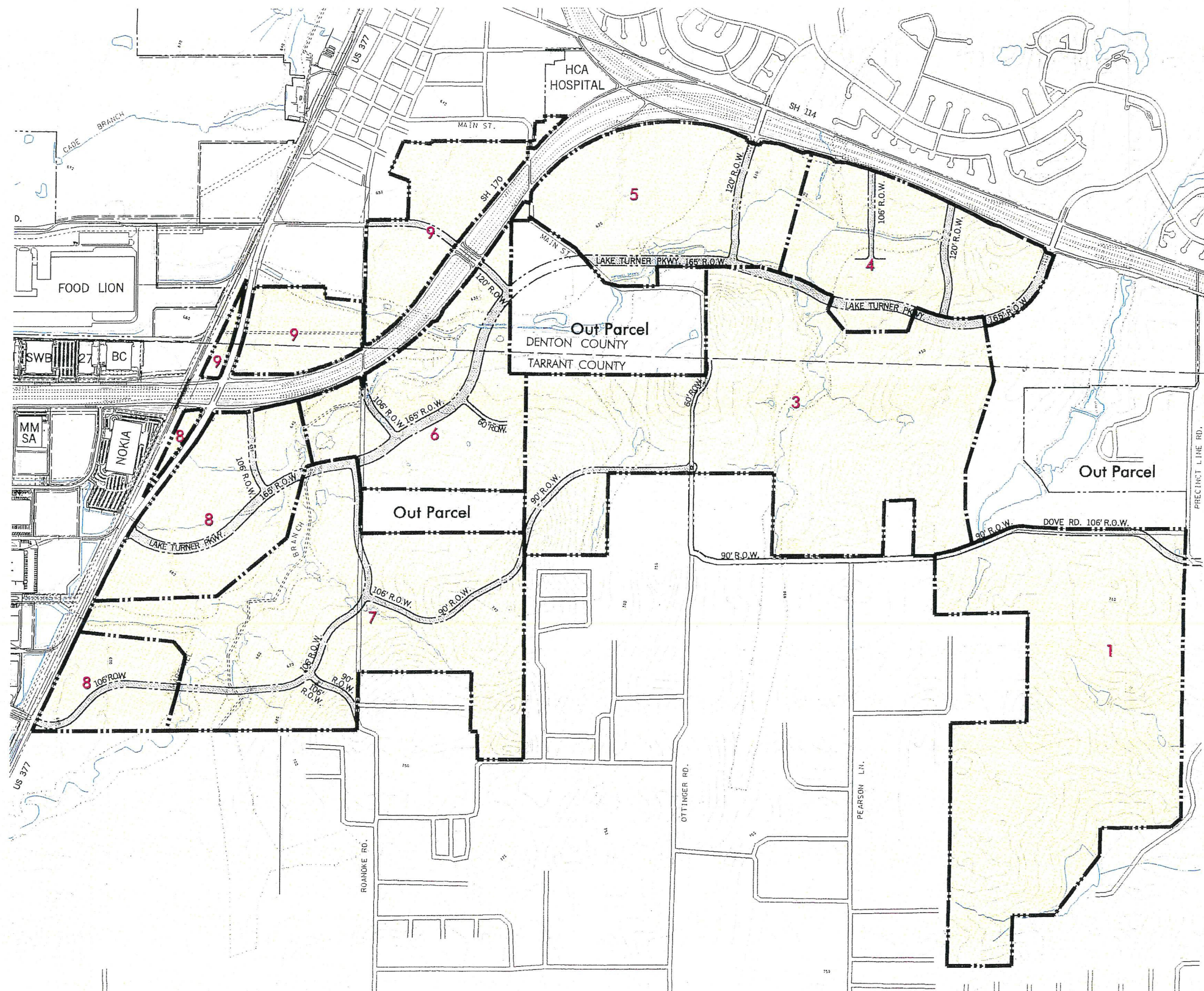
LEGEND

- PUBLIC OPEN SPACE**
280.8 AC.
 - Includes Water Surfaces Contained Within Open Space
- PUBLIC GOLF**
413.7 AC.
- PRIVATE OPEN SPACE**
47.2 AC.
 - Includes Water Surfaces Contained Within Open Space
 - Includes Neighborhood Parks - Locations to be Determined
- OPEN SPACE TOTAL**
741.7 AC.
- Hike/Bike Trail
- Trail Links To Adjacent Land Use
- Equestrian Trail Owner To Provide R.O.W. Trail To Be Constructed By Town
- Equestrian Trail Links To Adjacent Land Use
- PD District Boundary
- Town Edge Boundary
- Grade Separation

July 1, 1998



CIRCLE T RANCH - THOROUGHFARES



LEGEND

Proposed Thoroughfares
135.7 ± Acres

PD District Boundaries

Informational Only. Not Part of PD
Concept Plan or PD Ordinance.

Circle T Ranch

Originals are in Color