

EXHIBIT C – DEVELOPMENT STANDARDS

**CIRCLE T PLANNING AREA 8
WEST COMMERCIAL**

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ARTICLE I. GENERAL PROVISIONS

SECTION 1 SHORT TITLE

This ordinance shall be known and may be cited as the "Circle T Planning Area No. 8 - West 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 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 viewsapes; 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 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.

Lot Coverage means the percentage of a lot that is covered by structures, parking areas, driveways, and roadways.

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 retail sub-area, by the "LR - Local Retail" zoning district standards.
- B. With respect to the office sub-area, by the "O - Office Park" zoning district

standards; and

C. With respect to the office/industrial sub-area, by the "O-I - Office/Industrial Park" 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. 8 - West 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.

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 development plans shall not be required 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.

CIRCLET PLANNING AREA 8 - WEST COMMERCIAL LAND USE SCHEDULE

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

PERMITTED USES X=Permitted, A=Accessory Use, S=SUP	Retail ¹ Sub Area	Office Sub Area	Office / Industrial Sub Area
Emergency Ambulance Service	X		
Post Office (Governmental)	X	X	
Mailing Service (Private)	X	X	
Heliport			
Helistop / Verti-stop	X	X	
Telephone, Electric, Cable, and Fiber Optic Switching Station	X	X	X
Electrical Substation	S	X	X
Utility Distribution Lines ³	X	X	X
Utility Shop and Storage	S	A	S
Water and Sewage Pumping Station (below grade)	X	X	X
Water and Sewage Pumping Station (above grade)	X	X	S
Water Storage Tank and Pumping System (Elevated or Above Grade)	X	X	S
Water, Sewer, Electric, and Gas Meters	X	X	X
Electric Transformers	X	X	X
Private Streets / Alleys / Drives	X	X	X
Retirement Home	X	X	
Nursing / Convalescent Home		X	
Hospice		X	X
Hospital		X	X
Psychiatric Hospital		X	X
Clinic	X	X	X
Child Daycare (Public; 7 or more)	X	X	X
Child Daycare (Private; 7 or more)		A	
School, K-12 (Public or Private)	S	S	S
School (Vocational)	X	X	X
College or University	X	X	X
Community Center (Public)	X	X	X
Civic Club	X	X	X
Church or Place of Worship	X	X	X
Use Associated to a Religious Institution	X	X	X
Government Building	X	X	X
Police Station	X	X	X
Fire Station	X	X	X
Library	X	X	X
Data Center ⁴		S ⁴	X ⁴
COMMERCIAL USES			

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PERMITTED USES X=Permitted, A=Accessory Use, S=SUP	Retail ¹ Sub Area	Office Sub Area	Office / Industrial Sub Area
Multifamily (Apartments)			
Offices (General)	X	X	X
Studio	X	X	X
Banks and Financial Institutions	X	X	X
Information Processing		X	X
Hotel/Motel	X	X	X
Hotel/Motel with Conferencing Facility	X	X	X
Laundry/Dry Cleaning (<3,000 S.F.)	X	A	
Laundry/Dry Cleaning (Drop/Pick)	X	A	
Shoe Repair	X	A	A
Beauty Parlor/Barbershop	X		
Clothing Store	X		
Quick Copy/Duplicating Services	X	A	X
Personal Services	X	X	X
Liquor Store	X		
Micro-brewery and Wine Production and Sales (<30,000 S.F.)			X
Grocery	X		
Convenience Store	X	A	
Service Station	X		
Drug Store	X	A	
Variety Store	X		
Bakery Sales	X		
Stationery and/or Book Store	X		
Antique Shop	X		
Art Gallery/Museums	X	A	
Hardware Store	X		
Sporting Goods	X		
Paint and Wallpaper	X		
Cloth Store	X		
Retail Stores - General (Excluding Secondhand Goods)	X		
Restaurant, Cafe or Dining Facility	X	A	A
Auto/frock Parts and Accessories	S		
Household Furniture/Appliances (including Sales and Service)	X		
Farmer's Market	X		
Feed Store	X		

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PERMITTED USES X=Permitted, A=Accessory Use, S=SUP	Retail ¹ Sub Area	Office Sub Area	Office / Industrial Sub Area
Parking Structure	A	A	A
Cafeteria (Private)	A	X	
Job Printing, Lithography, Printing, or Blueprinting	X	X	X
Vehicle Display and Sales (inside)			
Medical Laboratory		S	
R&D Laboratory		S	
Conference Center			
Live Theater	X	X	
Motion Picture Theater ⁵	X	X	
Custom Business Services			
Electronic Appliances Store and Computer Sales and Service			
Tavern, Bar or Lounge			
Dance Halls/Nightclubs			
AMUSEMENT / RECREATION			
Golf Course (Public or Private)	X	X	X
Park or Playground (Public or Private)	X	X	X
Satellite Dish	X	X	X
Non-Commercial Radio Tower	S	S	S
Racetrack Operation		S	S
Recreation Facility, Health Studio (Public)	X	X	X
Country Club (Private Membership)	X	X	X
Golf Clubhouse (Public or Private)		X	X
Community Center (Private)			
Recreation Center (Private)	X	X	
Hike, Bike, and Equestrian Trails (Public or Private)	X	X	X
Golf Maintenance Facility			
Golf Pro Shop			
Health/Spa Facilities (Private)	X	X	X
Athletic Fields (Private)			
Athletic Courts (Private)		A	
Equestrian Center			
Athletic Courts (Public)		A	
Commercial Amusement (Inside)			
Lake Cruise/Water Taxi			

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PERMITTED USES X=Permitted, A=Accessory Use, S=SUP	Retail ¹ Sub Area	Office Sub Area	Office / Industrial Sub Area
AUTO SERVICES			
Truck/frailer Rental			
Auto Body Repair	S		S
Auto Mechanical Repair	S		S
Quick Lube/Oil Change	S		S
Vehicle Maintenance (Private)	S		S
Vehicle Fueling (Private)			
WHOLESALE TRADE			
Warehouse/Storage (Inside)		A	X
Warehouse/Storage (Outside)		A	S
Scrap/Waste Recycling Collection and/or Storage			S
Gas/Chemical Bulk Storage			S
Light Manufacturing/Assembly		A	X
Apparel Manufacturing		A	X
Packaging and/or Distribution			X
Printing, Engraving and related Reproductive Services			X
Distribution of Books/Other Printed Material			X
Machine Shop			S
Welding Shop			S
Temporary Batching Plant	S	X ³	X ³
Temporary Construction Office	X ³	X ³	X ³
Temporary Construction Materials Storage	X ³	X ³	X ³
Temporary Sales Office		S	S

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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 and transmission lines.
3. Limited to period of construction.
4. After site plans have been submitted for the first data center in the Office/Industrial Sub-district for review and approval; each successive data center thereafter shall require a SUP. This restriction shall only apply in the Office/Industrial Sub-district. The design and construction of the first data center in the Office/Industrial Sub-district, the exterior finish material requirements and other architectural features contained in the building quality manual only apply to the building facades facing United States Highway 377 and residential properties.
5. Movie studios are exempt from the building quality manual and that such architectural review and approval shall be subject to the town planner.

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.

Utility shop and storage, warehouse/storage (inside), warehouse/storage (outside), light manufacturing and apparel manufacturing shall only be permitted as accessory uses to a movie studio only.

ARTICLE III. DEVELOPMENT STANDARDS

SECTION 1 DENSITY

Section 1.1 Retail

The maximum lot coverage shall be 80%.

Section 1.2 Office

The maximum lot coverage shall be 80%.

Section 1.3 Office/Industrial

The maximum lot coverage shall be 70%.

SECTION 2 MINIMUM LOT SIZE

Section 2.1 Retail

The minimum lot size for the retail sub-areas shall be 40,000 square feet.

Section 2.2 Office

The minimum lot size for the office sub-areas shall be 100,000 square feet.

Section 2.3 Office/Industrial

The minimum lot size for the office/industrial sub-areas shall be 100,000 square feet.

SECTION 3 MINIMUM LOT WIDTH

Section 3.1 Retail

The minimum lot width for the retail sub-areas shall be 200 feet.

Section 3.2 Office

The minimum lot width for the office sub-areas shall be 200 feet.

Section 3.3 Office/Industrial

The minimum lot width for the office/industrial sub-areas shall be 175 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 120 feet.

Section 4.2 Office

Except as provided below, the maximum height for all structures within the office sub-

areas shall be 120 feet.

Section 4.3 Office/Industrial

Except as provided below, the maximum height for all structures within the office/industrial sub-areas shall be 80 feet.

Section 4.4 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 5.2 Office

The minimum building size within the office sub-areas shall be 3,000 square feet.

Section 5.3 Office/Industrial

The minimum building size within the office/industrial sub- areas shall be 3,000 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 6.2 Office

The minimum front yard for the office sub-areas shall be 50 feet.

Section 6.3 Office/Industrial

The minimum front yard for the office/industrial sub-areas shall be 75 feet.

SECTION 7 REAR YARD SETBACKS

Section 7.1 Retail

The minimum rear yard for the retail sub-areas shall be 50 feet.

Section 7.2 Office

The minimum rear yard for the office sub-areas shall be 50 feet.

Section 7.3 Office/Industrial

The minimum rear yard for the office/industrial sub-areas shall be 50 feet.

SECTION 8 SIDE YARD SETBACKS

Section 8.1 Retail

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

Section 8.2 Office

The minimum side yard for the office sub-areas shall be 45 feet.

Section 8.3 Office Industrial.

The minimum side yard for the office/industrial sub-areas shall be 50 feet

SECTION 9 BUFFER REQUIREMENTS

Section 9.1 Non-Compatible Use Setback

A Minimum 150 foot setback required between a single family, detached residential use and non-commercial uses.

Section 9.2 Landscape Buffer

A landscaped buffer yard required between single family, detached residential use and non-commercial uses. A buffer yard shall consist of berming, trees, shrubs, landscaping, fencing or any combination of these as approved by the Town Council with the site plan approval.