

ORDINANCE NO. 315

AN ORDINANCE AMENDING THE COMPREHENSIVE ZONING ORDINANCE OF THE TOWN OF WESTLAKE, TEXAS TO REZONE AN APPROXIMATELY 157.8-ACRE TRACT OF LAND GENERALLY LOCATED IN DENTON AND TARRANT COUNTIES, TEXAS FROM "O" OFFICE PARK, "R" RETAIL, "OI" OFFICE/INDUSTRIAL AND "MF" MULTI-FAMILY RESIDENTIAL TO A "PD" PLANNED DEVELOPMENT DISTRICT AUTHORIZING OFFICE, RETAIL, AND MULTI-FAMILY 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 157.8-acre tract of land (commonly known as Planning Area 9 - North Commercial 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

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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 157.8-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

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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. 3-9 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. 3-9" and the date that this Ordinance was adopted by the Board.

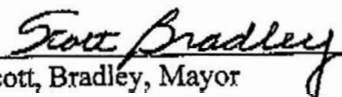
SECTION 4: It is hereby declared to be the intention of the Board of Aldermen of the Town of Westlake, Texas, that sections, paragraphs, clauses and phrases of this Ordinance are severable, and if any phrase, clause, sentence, paragraph or section of this Ordinance shall be declared unconstitutional 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.

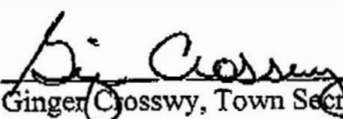
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Scott, Bradley, Mayor

ATTEST:



Ginger Crosswy, Town Secretary

APPROVED AS TO FORM:



Paul C. Isham, Town Attorney

Exhibit 1

LEGAL DESCRIPTION

AREA 9 (THREE TRACTS)

BEING THREE TRACTS OF LAND SITUATED IN THE WILLIAM HUFF SURVEY, ABSTRACT NUMBER 648, THE JESSE GIBSON SURVEY, ABSTRACT NUMBER 593, THE J. BACON SURVEY, ABSTRACT NUMBER 2026, ALL IN TARRANT COUNTY, THE WILLIAM HUFF SURVEY, ABSTRACT NUMBER 519, THE JESSE GIBSON SURVEY, ABSTRACT NUMBER 493, THE J. BACON SURVEY, ABSTRACT NUMBER 1565 AND THE M.E.P. & P.R.R. COMPANY SURVEY, ABSTRACT NUMBER 923, ALL IN DENTON COUNTY, IN THE TOWN OF WESTLAKE, TARRANT AND DENTON COUNTIES, TEXAS AND BEING PORTIONS OF THAT TRACT OF LAND CONVEYED TO LAKEWAY LAND, LTD., RECORDED IN VOLUME 12625, PAGE 504 OF DEED RECORDS, TARRANT COUNTY, TEXAS AND UNDER COUNTY CLERK'S NUMBER 96-R0091249, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS, PORTIONS OF THAT TRACT OF LAND CONVEYED TO HILLWOOD/WILLOWBEND, LTD., RECORDED IN VOLUME 11961, PAGE 1639, OF SAID DEED RECORDS, TARRANT COUNTY, TEXAS AND UNDER COUNTY CLERK'S NUMBER 93-R0075228 OF SAID REAL PROPERTY RECORDS, A PORTION OF THAT TRACT RECORDED IN VOLUME 714, PAGE 459 OF SAID REAL PROPERTY RECORDS AND ALL OF THOSE TRACTS OF LAND RECORDED IN VOLUME 1183, PAGE 111 AND PAGE 119 OF SAID REAL PROPERTY RECORDS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS;

AREA 9A

BEGINNING AT THE INTERSECTION OF THE NORTHERLY RIGHT-OF-WAY OF STATE HIGHWAY 170 (A VARIABLE WIDTH RIGHT-OF-WAY) AND THE EASTERLY RIGHT-OF-WAY OF ROANOKE ROAD (A CALLED 50 FOOT RIGHT-OF-WAY);

THENCE WITH THE EASTERLY RIGHT-OF-WAY OF SAID ROANOKE ROAD THE FOLLOWING BEARINGS AND DISTANCES;

N 65°09'28"W, 62.72 FEET;

N 00°25'15"E, 14.99 FEET;

N 89°30'56"W, 3.00 FEET;

N 00°29'02"E, 1877.33 FEET;

N 23°52'06"E, 85.31 FEET;

THENCE S 89°45'49"E, 643.21 FEET, DEPARTING SAID EASTERLY RIGHT-OF-WAY;

THENCE N 00°08'26"E, 622.79 FEET;

THENCE N 70°26'15"W, 334.98 FEET;

THENCE N 23°54'36"E, 561.78 FEET;

THENCE S 84°17'05"E, 449.69 FEET;

C&B Job No. 981500070

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THENCE N 00°13'42"W, 44.00 FEET;

THENCE S 89°45'05"E, 1593.09 FEET;

THENCE N 88°17'48"E, 75.72 FEET;

THENCE N 02°16'55"E, 311.51 FEET;

THENCE N 88°38'11"E, 154.50 FEET;

THENCE N 00°00'51"W, 86.82 FEET;

THENCE S 89°58'11"E, 372.75 FEET, TO THE NORTHERLY RIGHT-OF-WAY OF STATE HIGHWAY 170 (A VARIABLE WIDTH RIGHT-OF-WAY), TO THE BEGINNING OF A NON-TANGENT CURVE TO THE LEFT;

THENCE SAID NORTHERLY RIGHT-OF-WAY THE FOLLOWING COURSES AND DISTANCES;

WITH SAID NON-TANGENT CURVE TO THE LEFT, THROUGH A CENTRAL ANGLE OF 11°02'45", HAVING A RADIUS OF 3839.72 FEET, THE LONG CHORD OF WHICH BEARS S 45°32'51"W, 739.11 FEET, AN ARC DISTANCE OF 740.25 FEET;

N 75°47'38"W, 61.07 FEET;

S 89°26'30"W, 55.17 FEET;

S 03°56'33"W, 165.72 FEET;

S 40°01'09"W, 1228.66 FEET TO THE BEGINNING OF A CURVE TO THE RIGHT;

WITH SAID CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 05°29'57", HAVING A RADIUS OF 11478.44 FEET, THE LONG CHORD OF WHICH BEARS S 37°15'53"W, 1101.27 FEET, AN ARC DISTANCE OF 1101.69 FEET;

S 34°32'19"W, 325.61 FEET TO THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE WITH SAID CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 22°27'53", HAVING A RADIUS OF 3254.04 FEET, THE LONG CHORD OF WHICH BEARS S 45°45'13"W, 1267.70 FEET, AN ARC DISTANCE OF 1275.86 FEET TO THE POINT OF BEGINNING AND CONTAINING 4,228,644 SQUARE FEET OR 97.1 ACRES OF LAND MORE OR LESS.

AREA 9B

BEGINNING AT THE INTERSECTION OF THE NORTHERLY RIGHT-OF-WAY OF STATE HIGHWAY 170 (A VARIABLE WIDTH RIGHT-OF-WAY) AND THE WESTERLY RIGHT-OF-WAY OF ROANOKE ROAD (A CALLED 50 FOOT RIGHT-OF-WAY) AT THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE WITH SAID NORTHERLY RIGHT-OF-WAY AND CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 20°49'58", HAVING A RADIUS OF 3254.04 FEET, THE LONG CHORD OF WHICH BEARS S 69°22'57"W, 1176.66 FEET, AN ARC DISTANCE OF 1183.17 FEET;

C&B Job No. 981500070

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THENCE S 89°59'06"W, 959.87 FEET, CONTINUING WITH SAID NORTHERLY RIGHT-OF-WAY;

THENCE N 35°08'50"W, 35.00 FEET, TO THE EASTERLY RIGHT-OF-WAY OF STATE HIGHWAY 377
(A VARIABLE WIDTH RIGHT-OF-WAY);

THENCE WITH SAID EASTERLY RIGHT-OF-WAY THE FOLLOWING BEARINGS AND DISTANCES;

N.18°58'58"E, 404.82 FEET;

N 14°58'59"E, 304.38 FEET;

N 11°06'12"E, 713.37 FEET;

THENCE S 89°46'54"E, 1131.20 FEET, DEPARTING SAID EASTERLY RIGHT-OF-WAY;

THENCE S 00°26'26"W, 176.40 FEET;

THENCE S 84°18'38"E, 621.99 FEET, TO THE WESTERLY RIGHT-OF-WAY OF AFOREMENTIONED
ROANOKE ROAD;

THENCE S 00°24'04"W, 648.75 FEET, WITH SAID WESTERLY RIGHT-OF-WAY;

THENCE N 89°35'57"W, 9.83 FEET, CONTINUING WITH SAID RIGHT-OF-WAY;

THENCE S 00°28'33"W, 99.87 FEET, CONTINUING WITH SAID RIGHT-OF-WAY, TO THE POINT OF
BEGINNING AND CONTAINING 2,346,573 SQUARE FEET OR 53.9 ACRES OF LAND MORE OR
LESS.

AREA 9C

BEING A TRACT OF LAND SITUATED IN THE WILLIAM HUFF SURVEY, ABSTRACT NUMBER 648
(TARRANT COUNTY) AND THE WILLIAM HUFF SURVEY, ABSTRACT NUMBER 519 (DENTON
COUNTY), TOWN OF WESTLAKE, TARRANT AND DENTON COUNTIES, TEXAS AND BEING A
PORTION OF THAT TRACT OF LAND CONVEYED TO HILLWOOD/WILLOW BEND, LTD., RECORDED
IN VOLUME 11961, PAGE 1639, OF SAID DEED RECORDS, TARRANT COUNTY, TEXAS AND
UNDER COUNTY CLERK'S NUMBER 93-R0075228 OF SAID REAL PROPERTY RECORDS, AND A
PORTION OF THAT TRACT RECORDED IN VOLUME 714, PAGE 459 OF SAID REAL PROPERTY
RECORDS AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS
FOLLOWS:

COMMENCING AT A 1/2 INCH IRON ROD, FOUND AT THE INTERSECTION OF THAT TRACT OF
LAND CONVEYED TO LAKEWAY LAND, LTD., RECORDED IN VOLUME 12625, PAGE 504 OF DEED
RECORDS, TARRANT COUNTY, TEXAS AND UNDER COUNTY CLERK'S NUMBER 96-R0091249,
REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS;

THENCE N 25°03'33"E, 6260.64 FEET TO THE POINT OF BEGINNING;

THENCE N 25°03'33"E, 1729.35 FEET, TO THE WESTERLY RIGHT-OF-WAY OF STATE HIGHWAY
377 (A VARIABLE WIDTH RIGHT-OF-WAY);

C&B Job No. 981500070

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THENCE S 11°06'10"W, 511.20 FEET, WITH SAID WESTERLY RIGHT-OF-WAY, TO THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE WITH SAID CURVE TO THE RIGHT, CONTINUING WITH SAID WESTERLY RIGHT-OF-WAY, THROUGH A CENTRAL ANGLE OF 11°10'33", HAVING A RADIUS OF 5654.58 FEET, THE LONG CHORD OF WHICH BEARS S 16°41'28"W, 1101.20 FEET, AN ARC DISTANCE OF 1102.95 FEET;

THENCE S 52°40'46"W, 53.59 FEET, TO THE NORTHERLY RIGHT-OF-WAY OF STATE HIGHWAY 170 (A VARIABLE WIDTH RIGHT-OF-WAY);

THENCE N 85°21'13"W, 276.04 FEET TO THE POINT OF BEGINNING AND CONTAINING 297,275 SQUARE FEET OR 6.8 ACRES OF LAND MORE OR LESS.

CIRCLE T PLANNING AREA 9
NORTH 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. 9 - North 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 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, 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-areas, by the "R-Local Retail" zoning district standards;
- B. With respect to the mixed-use sub-area, by the " R-Local Retail " zoning district standards;
- C. With respect to the office sub-area, by the "O-Office Park" zoning district standards;
- D. With respect to the multi-family sub-area, by the "MF - Multi-Family Residential" zoning district standards; and
- E. With respect to the public use sub-area, by such standards as the Board shall establish at the time of PD site plan approval.

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. 9 - North 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. The PD Supplement contains additional standards applicable to such open space areas and trails.

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 9 - NORTH COMMERCIAL LAND USE SCHEDULE

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

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

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

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

PERMITTED USES X=Permitted, A=Accessory Use, S=SUP	SUB-AREAS				
	Retail ¹	Mixed Use	Office	Multi-Family	Public Use
Scrap/Waste Recycling Collection and/or Storage		S			
Gas/Chemical Bulk Storage		S			
Light Manufacturing/Assembly		X			
Apparel Manufacturing		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			
Temporary Construction Office	X ⁴	X ⁴		X ⁴	X ⁴
Temporary Construction Materials Storage	X ⁴	X ⁴		X ⁴	X ⁴
Temporary Sales Office		S		X ⁵	

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. Associated with a public amphitheater
4. Limited to period of construction.
5. Limited to "build out" period.

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.

Section 1.2 Mixed Use The maximum floor area ratio for non residential uses in the mixed use sub-area shall be 0.45:1, and the maximum number of multi-family units shall be 82.

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

Section 1.4 Multi-Family The maximum number of multi-family units within the multi-family sub-area shall be 248.

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 Mixed Use There are no minimum lot sizes for the mixed use sub-area.

Section 2.3 Office The minimum lot size for the office sub-area shall be 100,000 square feet.

Section 2.4 Multi-Family The minimum lot size for the multi-family sub-area shall be 40,000 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 Mixed Use There are no minimum lot widths for the mixed use sub-area.

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

Section 3.4 Multi-Family The minimum lot width for the multi-family sub-area shall be 200 feet.

SECTION 4 MAXIMUM BUILDING HEIGHT

Section 4.1 Retail Except as provided below: (i) the maximum height for all structures within the retail sub-area Tracts 9-2 and 9-3 shall be the lesser of two stories or 35 feet; and (ii) the maximum height for all structures within the retail sub-area Tracts 9-6 and 9-7 shall be the lesser of four stories or 60 feet.

Section 4.2 Mixed Use Except as provided below, the maximum height for all structures within the mixed use sub-area shall be the lesser of five stories or 75 feet.

Section 4.3 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 4.4 Multi-Family Except as provided below, the maximum height for all structures within the multi-family sub-area shall be the lesser of three stories or 45 feet.

Section 4.5 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 for the retail sub-areas shall be 2,000 square feet.

Section 5.2 Mixed Use There are no minimum building sizes for the mixed use sub-area.

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

Section 5.4 Multi-Family The minimum building size for the multi-family sub-area shall be 10,000 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 Mixed Use There are no minimum front yards for the mixed use sub-area.

Section 6.3 Office The minimum front yard for the office sub-area shall be 50 feet.

Section 6.4 Multi-Family The minimum front yard for the multi-family sub-area shall be 40 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 Mixed Use There are no minimum rear yards for the mixed use sub-area.

Section 7.3 Office The minimum rear yard for the office sub-area shall be 25 feet.

Section 7.4 Multi-Family The minimum rear yard for the multi-family sub-area shall be 40 feet.

SECTION 8 SIDE YARD SETBACKS

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

Section 8.2 Mixed Use There are no minimum side yards for the mixed use sub-area.

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

Section 8.4 Multi-Family The minimum side yard within the multi-family sub-area shall be 20 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.

ARTICLE IV. ADDITIONAL MIXED USE STANDARDS

SECTION 1 ROADWAY STANDARDS

Section 1.1 Mixed Use Sub-Area The roadway standards applicable to the mixed use sub-area are set forth on the roadway sections (including on-street parking) illustrated on Exhibits 10 through 15.

Section 1.2 Other Sub-Areas The roadway standards in the PD Supplement apply in the retail, office, and multi-family sub-areas.

SECTION 2 LANDSCAPING

Section 2.1 Mixed Use Sub-Area The only landscape requirements that apply within the mixed use sub-area are (i) the Town edge landscape zone (as established in the PD Supplement), (ii) the parking lot landscaping (as established in the PD Supplement), and (iii) the requirement for street trees along all sidewalks at a maximum spacing of 25 feet.

Section 2.2 Other Sub-Area The landscape standards in the PD Supplement apply in the retail, office, and multi-family sub-areas.

SECTION 3 BUILD-TO-LINES

The following standards apply within the mixed use sub-area:

- A. Along four-lane divided roadways, the depth of sidewalk zones and build-to-lines shall be 15 feet from the curb.
- B. Along two-lane streets that serve as primary access to parking areas inside commercial blocks, the depth of sidewalk zones and build-to-lines shall be 12 feet from the curb.
- C. Along two-lane streets that are active shopping, commercial, and residential streets, the depth of sidewalk zones and build-to-lines may vary from 15 to 35 feet from the curb.
- D. Along two-lane streets that are primarily commercial at street level with residential units above, the depth of sidewalk zones and build-to-lines shall be 15 feet from the curb.
- E. Along one-way streets, the depth of sidewalk zones and build-to-lines shall be 15 feet from the curb.
- F. Along service lanes (i.e., a vehicle-oriented alley with slow traffic), the depth of sidewalk zones and build-to-lines shall be five feet from the curb.

ARTICLE V. 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)
- EXHIBIT 10 Mixed Use Sub-Area, Four-Lane Divided
- EXHIBIT 11 Mixed Use Sub-Area, Two-Way Street (Alternative 1)
- EXHIBIT 12 Mixed Use Sub-Area, Two-Lane Street (Alternative 2)
- EXHIBIT 13 Mixed Use Sub-Area, Two-Lane Street (Alternative 3)
- EXHIBIT 14 Mixed Use Sub-Area, One-Way Street
- EXHIBIT 15 Mixed Use Sub-Area, Service Lane

Exhibit 1

LEGAL DESCRIPTION

AREA 9 (THREE TRACTS)

BEING THREE TRACTS OF LAND SITUATED IN THE WILLIAM HUFF SURVEY, ABSTRACT NUMBER 648, THE JESSE GIBSON SURVEY, ABSTRACT NUMBER 593, THE J. BACON SURVEY, ABSTRACT NUMBER 2026, ALL IN TARRANT COUNTY, THE WILLIAM HUFF SURVEY, ABSTRACT NUMBER 519, THE JESSE GIBSON SURVEY, ABSTRACT NUMBER 493, THE J.BACON SURVEY, ABSTRACT NUMBER 1565 AND THE M.E.P.& P.R.R.COMPANY SURVEY, ABSTRACT NUMBER 923, ALL IN DENTON COUNTY, IN THE TOWN OF WESTLAKE, TARRANT AND DENTON COUNTIES, TEXAS AND BEING PORTIONS OF THAT TRACT OF LAND CONVEYED TO LAKEWAY LAND, LTD., RECORDED IN VOLUME 12625, PAGE 504 OF DEED RECORDS, TARRANT COUNTY, TEXAS AND UNDER COUNTY CLERK'S NUMBER 96-R0091249, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS, PORTIONS OF THAT TRACT OF LAND CONVEYED TO HILLWOOD/WILLOWBEND, LTD., RECORDED IN VOLUME 11961, PAGE 1639, OF SAID DEED RECORDS, TARRANT COUNTY, TEXAS AND UNDER COUNTY CLERK'S NUMBER 93-R0075228 OF SAID REAL PROPERTY RECORDS, A PORTION OF THAT TRACT RECORDED IN VOLUME 714, PAGE 459 OF SAID REAL PROPERTY RECORDS AND ALL OF THOSE TRACTS OF LAND RECORDED IN VOLUME 1183, PAGE 111 AND PAGE 119 OF SAID REAL PROPERTY RECORDS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS;

AREA 9A

BEGINNING AT THE INTERSECTION OF THE NORTHERLY RIGHT-OF-WAY OF STATE HIGHWAY 170 (A VARIABLE WIDTH RIGHT-OF-WAY) AND THE EASTERLY RIGHT-OF-WAY OF ROANOKE ROAD (A CALLED 50 FOOT RIGHT-OF-WAY);

THENCE WITH THE EASTERLY RIGHT-OF-WAY OF SAID ROANOKE ROAD THE FOLLOWING BEARINGS AND DISTANCES;

N 65°09'28"W, 62.72 FEET;

N 00°25'15"E, 14.99 FEET;

N 89°30'56"W, 3.00 FEET;

N 00°29'02"E, 1877.33 FEET;

N 23°52'06"E, 85.31 FEET;

THENCE S 89°45'49"E, 643.21 FEET, DEPARTING SAID EASTERLY RIGHT-OF-WAY;

THENCE N 00°08'26"E, 622.79 FEET;

THENCE N 70°26'15"W, 334.98 FEET;

THENCE N 23°54'36"E, 561.78 FEET;

THENCE S 84°17'05"E, 449.69 FEET;

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THENCE N 00°13'42"W, 44.00 FEET;

THENCE S 89°45'05"E, 1593.09 FEET;

THENCE N 88°17'48"E, 75.72 FEET;

THENCE N 02°16'55"E, 311.51 FEET;

THENCE N 88°38'11"E, 154.50 FEET;

THENCE N 00°00'51"W, 86.82 FEET;

THENCE S 89°58'11"E, 372.75 FEET, TO THE NORTHERLY RIGHT-OF-WAY OF STATE HIGHWAY 170 (A VARIABLE WIDTH RIGHT-OF-WAY), TO THE BEGINNING OF A NON-TANGENT CURVE TO THE LEFT;

THENCE SAID NORTHERLY RIGHT-OF-WAY THE FOLLOWING COURSES AND DISTANCES;

WITH SAID NON-TANGENT CURVE TO THE LEFT, THROUGH A CENTRAL ANGLE OF 11°02'45", HAVING A RADIUS OF 3839.72 FEET, THE LONG CHORD OF WHICH BEARS S 45°32'51"W, 739.11 FEET, AN ARC DISTANCE OF 740.25 FEET;

N 75°47'38"W, 61.07 FEET;

S 89°26'30"W, 55.17 FEET;

S 03°56'33"W, 165.72 FEET;

S 40°01'09"W, 1228.66 FEET TO THE BEGINNING OF A CURVE TO THE RIGHT;

WITH SAID CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 05°29'57", HAVING A RADIUS OF 11478.44 FEET, THE LONG CHORD OF WHICH BEARS S 37°15'53"W, 1101.27 FEET, AN ARC DISTANCE OF 1101.69 FEET;

S 34°32'19"W, 325.61 FEET TO THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE WITH SAID CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 22°27'53", HAVING A RADIUS OF 3254.04 FEET, THE LONG CHORD OF WHICH BEARS S 45°45'13"W, 1267.70 FEET, AN ARC DISTANCE OF 1275.86 FEET TO THE POINT OF BEGINNING AND CONTAINING 4,228,644 SQUARE FEET OR 97.1 ACRES OF LAND MORE OR LESS.

AREA 9B

BEGINNING AT THE INTERSECTION OF THE NORTHERLY RIGHT-OF-WAY OF STATE HIGHWAY 170 (A VARIABLE WIDTH RIGHT-OF-WAY) AND THE WESTERLY RIGHT-OF-WAY OF ROANOKE ROAD (A CALLED 50 FOOT RIGHT-OF-WAY) AT THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE WITH SAID NORTHERLY RIGHT-OF-WAY AND CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 20°49'58", HAVING A RADIUS OF 3254.04 FEET, THE LONG CHORD OF WHICH BEARS S 69°22'57"W, 1176.66 FEET, AN ARC DISTANCE OF 1183.17 FEET;

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THENCE S 89°59'06"W, 959.87 FEET, CONTINUING WITH SAID NORTHERLY RIGHT-OF-WAY;

THENCE N 35°08'50"W, 35.00 FEET, TO THE EASTERLY RIGHT-OF-WAY OF STATE HIGHWAY 377
(A VARIABLE WIDTH RIGHT-OF-WAY);

THENCE WITH SAID EASTERLY RIGHT-OF-WAY THE FOLLOWING BEARINGS AND DISTANCES;

N. 18°58'58"E, 404.82 FEET;

N 14°58'59"E, 304.38 FEET;

N 11°06'12"E, 713.37 FEET;

THENCE S 89°46'54"E, 1131.20 FEET, DEPARTING SAID EASTERLY RIGHT-OF-WAY;

THENCE S 00°26'26"W, 176.40 FEET;

THENCE S 84°18'38"E, 621.99 FEET, TO THE WESTERLY RIGHT-OF-WAY OF AFOREMENTIONED
ROANOKE ROAD;

THENCE S 00°24'04"W, 648.75 FEET, WITH SAID WESTERLY RIGHT-OF-WAY;

THENCE N 89°35'57"W, 9.83 FEET, CONTINUING WITH SAID RIGHT-OF-WAY;

THENCE S 00°28'33"W, 99.87 FEET, CONTINUING WITH SAID RIGHT-OF-WAY, TO THE POINT OF
BEGINNING AND CONTAINING 2,346,573 SQUARE FEET OR 53.9 ACRES OF LAND MORE OR
LESS.

AREA 9C

BEING A TRACT OF LAND SITUATED IN THE WILLIAM HUFF SURVEY, ABSTRACT NUMBER 648
(TARRANT COUNTY) AND THE WILLIAM HUFF SURVEY, ABSTRACT NUMBER 519 (DENTON
COUNTY), TOWN OF WESTLAKE, TARRANT AND DENTON COUNTIES, TEXAS AND BEING A
PORTION OF THAT TRACT OF LAND CONVEYED TO HILLWOOD/WILLOW BEND, LTD., RECORDED
IN VOLUME 11961, PAGE 1639, OF SAID DEED RECORDS, TARRANT COUNTY, TEXAS AND
UNDER COUNTY CLERK'S NUMBER 93-R0075228 OF SAID REAL PROPERTY RECORDS, AND A
PORTION OF THAT TRACT RECORDED IN VOLUME 714, PAGE 459 OF SAID REAL PROPERTY
RECORDS AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS
FOLLOWS:

COMMENCING AT A 1/2 INCH IRON ROD, FOUND AT THE INTERSECTION OF THAT TRACT OF
LAND CONVEYED TO LAKEWAY LAND, LTD., RECORDED IN VOLUME 12625, PAGE 504 OF DEED
RECORDS, TARRANT COUNTY, TEXAS AND UNDER COUNTY CLERK'S NUMBER 96-R0091249,
REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS;

THENCE N 25°03'33"E, 6260.64 FEET TO THE **POINT OF BEGINNING**;

THENCE N 25°03'33"E, 1729.35 FEET, TO THE WESTERLY RIGHT-OF-WAY OF STATE HIGHWAY
377 (A VARIABLE WIDTH RIGHT-OF-WAY);

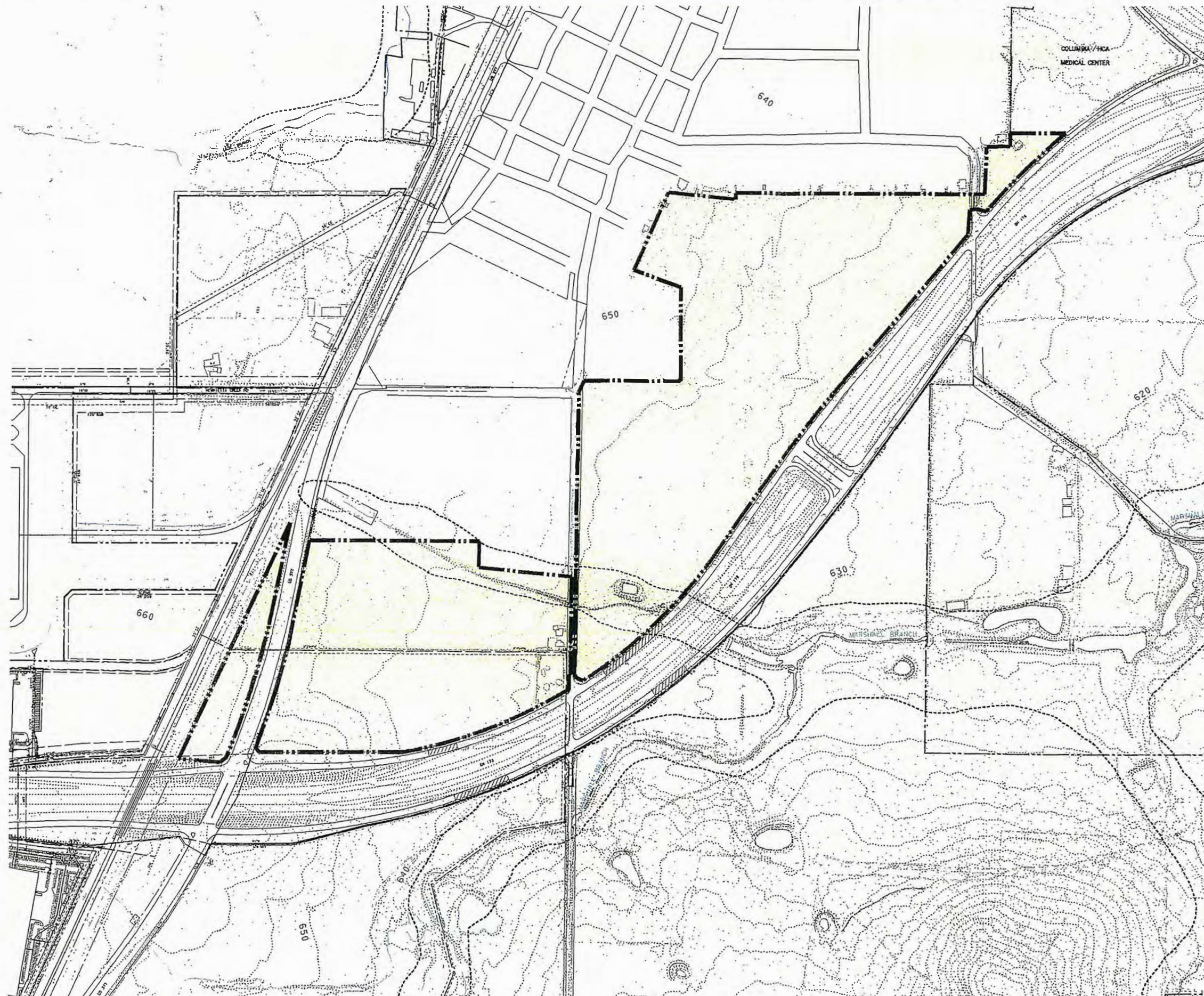
THENCE S $11^{\circ}06'10''$ W, 511.20 FEET, WITH SAID WESTERLY RIGHT-OF-WAY, TO THE BEGINNING OF A CURVE TO THE RIGHT;

THENCE WITH SAID CURVE TO THE RIGHT, CONTINUING WITH SAID WESTERLY RIGHT-OF-WAY, THROUGH A CENTRAL ANGLE OF $11^{\circ}10'33''$, HAVING A RADIUS OF 5654.58 FEET, THE LONG CHORD OF WHICH BEARS S $16^{\circ}41'28''$ W, 1101.20 FEET, AN ARC DISTANCE OF 1102.95 FEET;

THENCE S $52^{\circ}40'46''$ W, 53.59 FEET, TO THE NORTHERLY RIGHT-OF-WAY OF STATE HIGHWAY 170 (A VARIABLE WIDTH RIGHT-OF-WAY);

THENCE N $85^{\circ}21'13''$ W, 276.04 FEET TO THE POINT OF BEGINNING AND CONTAINING 297,275 SQUARE FEET OR 6.8 ACRES OF LAND MORE OR LESS.

PD CONCEPT PLAN – PLANNING AREA



LEGEND

- PD District Area: 157.8 Ac.
- PD District Boundary

AREA 9
 ⊕ Circle T Ranch

Originals are in Color



PD CONCEPT PLAN – LAND USES



LEGEND

- Retail (Total 80.3 Ac.)**
 - Tract 9-1: 5.4 Ac.
FAR = 0.30:1
Approx. Floor Area = 70,570 S.F.
 - Tract 9-2: 20.0 Ac.
FAR = 0.30:1
Approx. Floor Area = 261,360 S.F.
 - Tract 9-3: 36.4 Ac.
FAR = 0.30:1
Approx. Floor Area = 475,680 S.F.
 - Tract 9-6: 11.3 Ac.
FAR = 0.30:1
Approx. Floor Area = 147,670 S.F.
 - Tract 9-7: 7.2 Ac.
FAR = 0.30:1
Approx. Floor Area = 94,090 S.F.
 - Mixed Use (Total 33.7 Ac.)**
Limited to 82 M.F. units
 - Tract 9-4: 33.7 Ac.
FAR = 0.45:1
Approx. Floor Area = 660,590 S.F.
 - Office (Total 2.1 Ac.)**
 - Tract 9-5: 2.1 Ac.
FAR = 0.30:1
Approx. Floor Area = 27,450 S.F.
 - Multi-Family (Total 12.7 Ac.)**
Limited to 248 M.F. units.
 - Tract 9-8: 12.7 Ac.
 - Public Use (Total 2.0 Ac.)**
 - Tract 9-9: 2.0 Ac.
 - Public Open Space: 23.3 Ac.**
 - R.O.W.: 3.7 Ac.**
- Total: 157.8 Ac.**

- PD District Boundary
- Primary Entry
- Secondary Entry
- Westlake Town Monument
- EMS /Police Station

AREA 9
Circle T Ranch

Originals are in Color



PD CONCEPT PLAN - OPEN SPACE & TRAIL SYSTEM

Originals are in Color



LEGEND

- PUBLIC OPEN SPACE
23.3 AC.
- PUBLIC GOLF
0.0 AC.
- PRIVATE OPEN SPACE
0.0 AC.
- OPEN SPACE TOTAL
23.3 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 9
⊕ Circle T Ranch

July 1, 1999

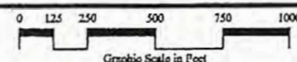
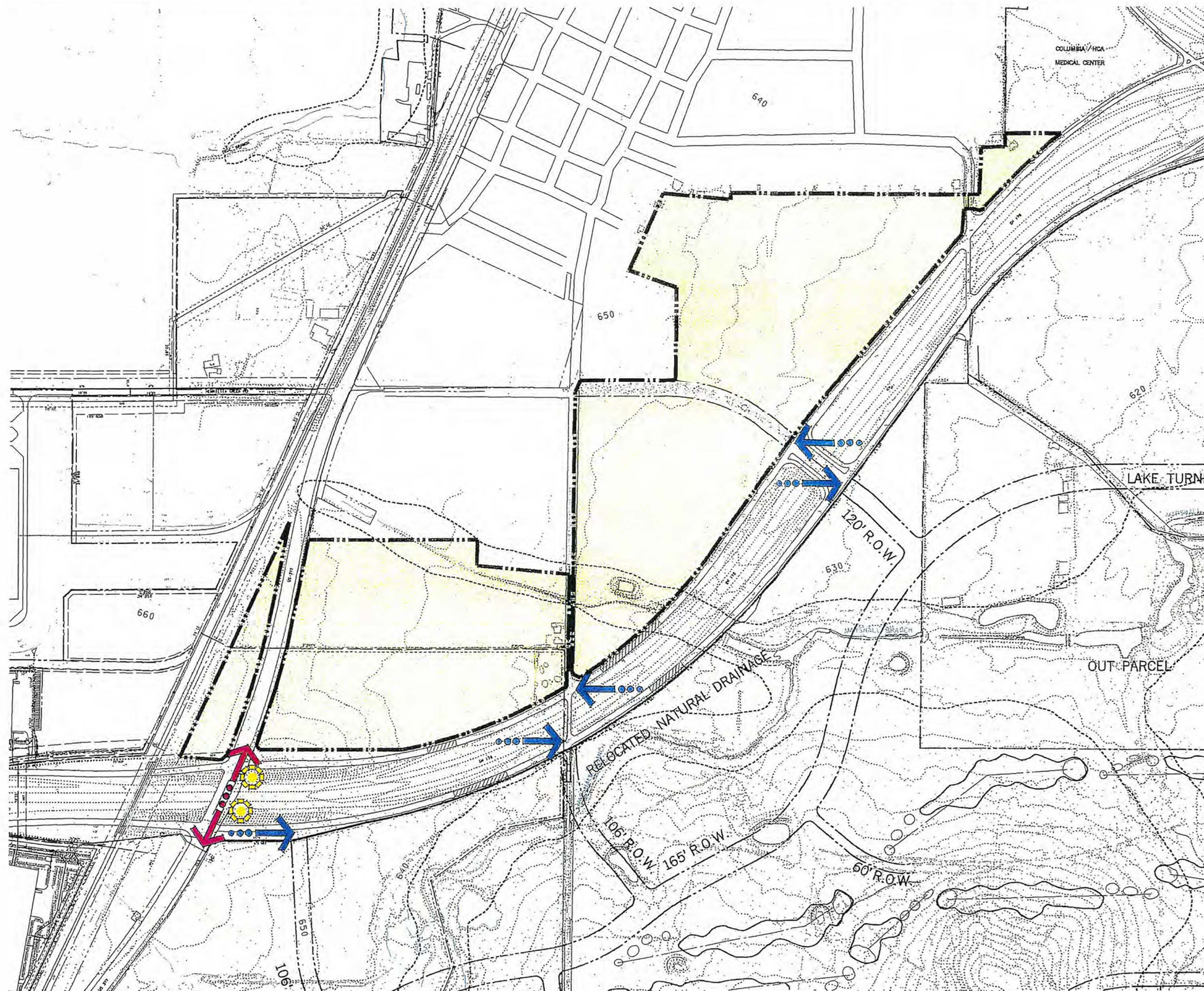


Exhibit 4



PD CONCEPT PLAN – THOROUGHFARES



LEGEND

Proposed Thoroughfares: 3.7 Ac.

PD District Boundary

Primary Entry

Secondary Entry

Westlake Town Monument

AREA 9

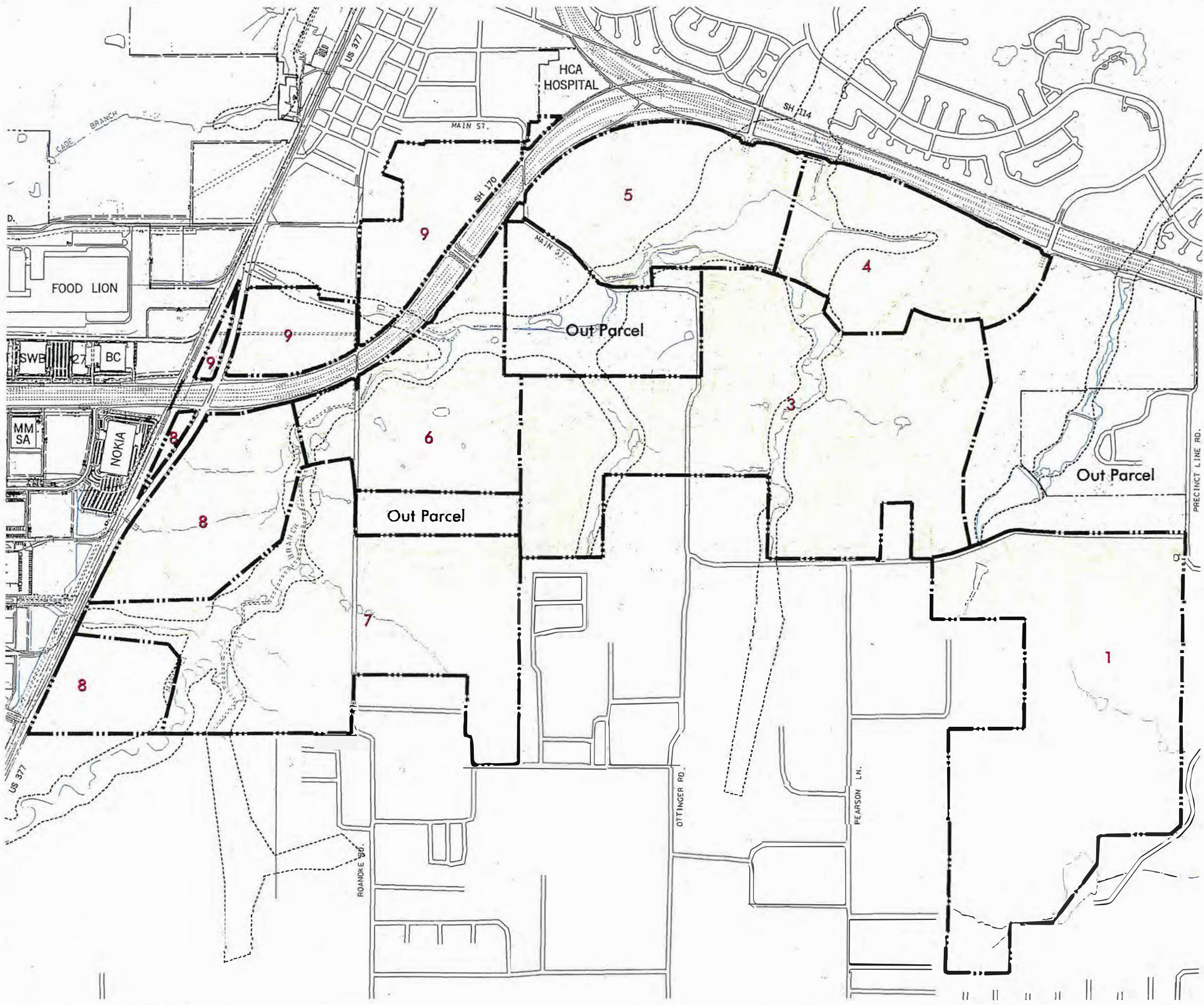
Circle T Ranch

Originals are in Color

CIRCLE T RANCH – PLANNING AREAS

LEGEND	
Area	Acres ±
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



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

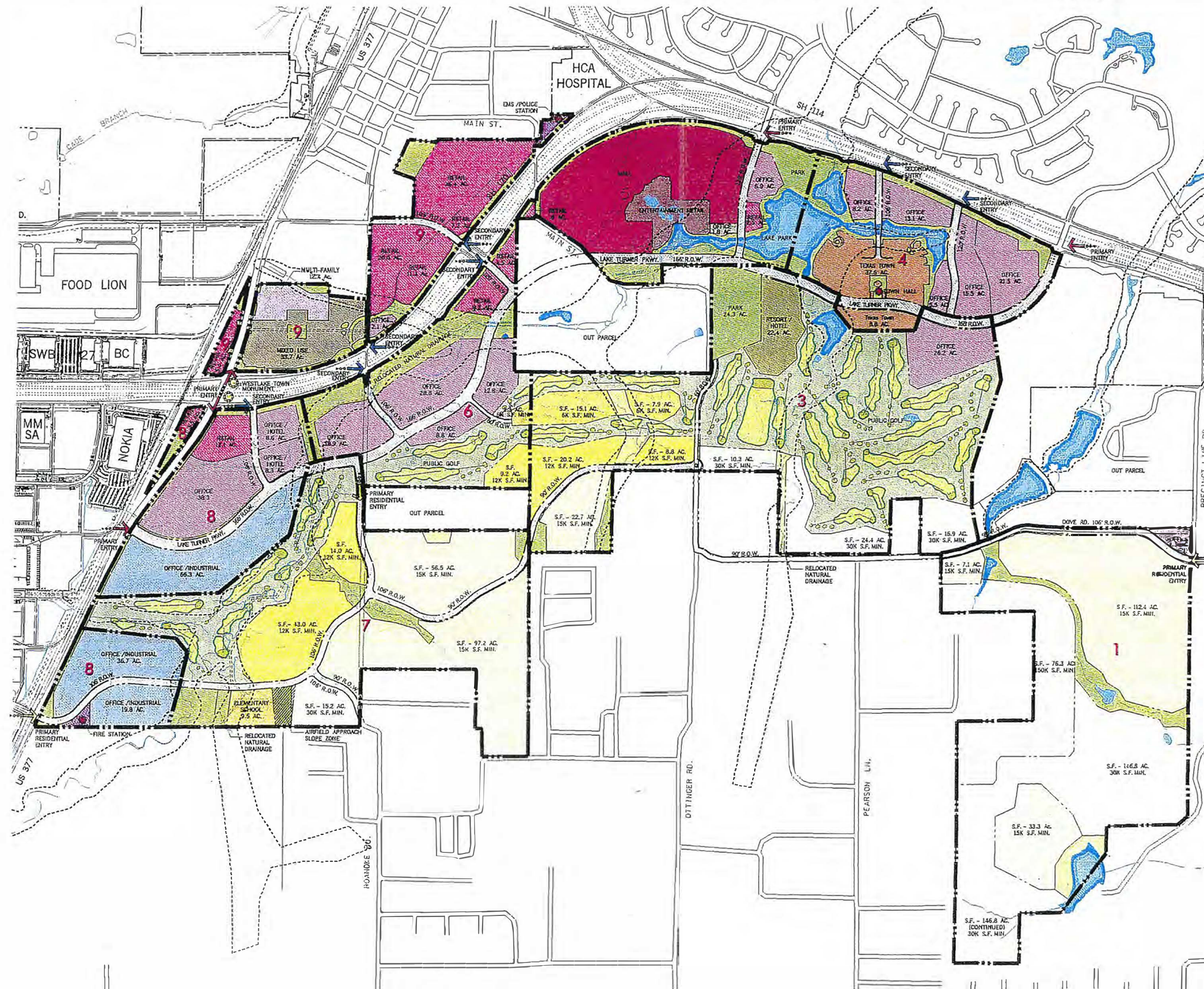
⊕ Circle T Ranch

Originals are in Color

Exhibit 6



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.

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

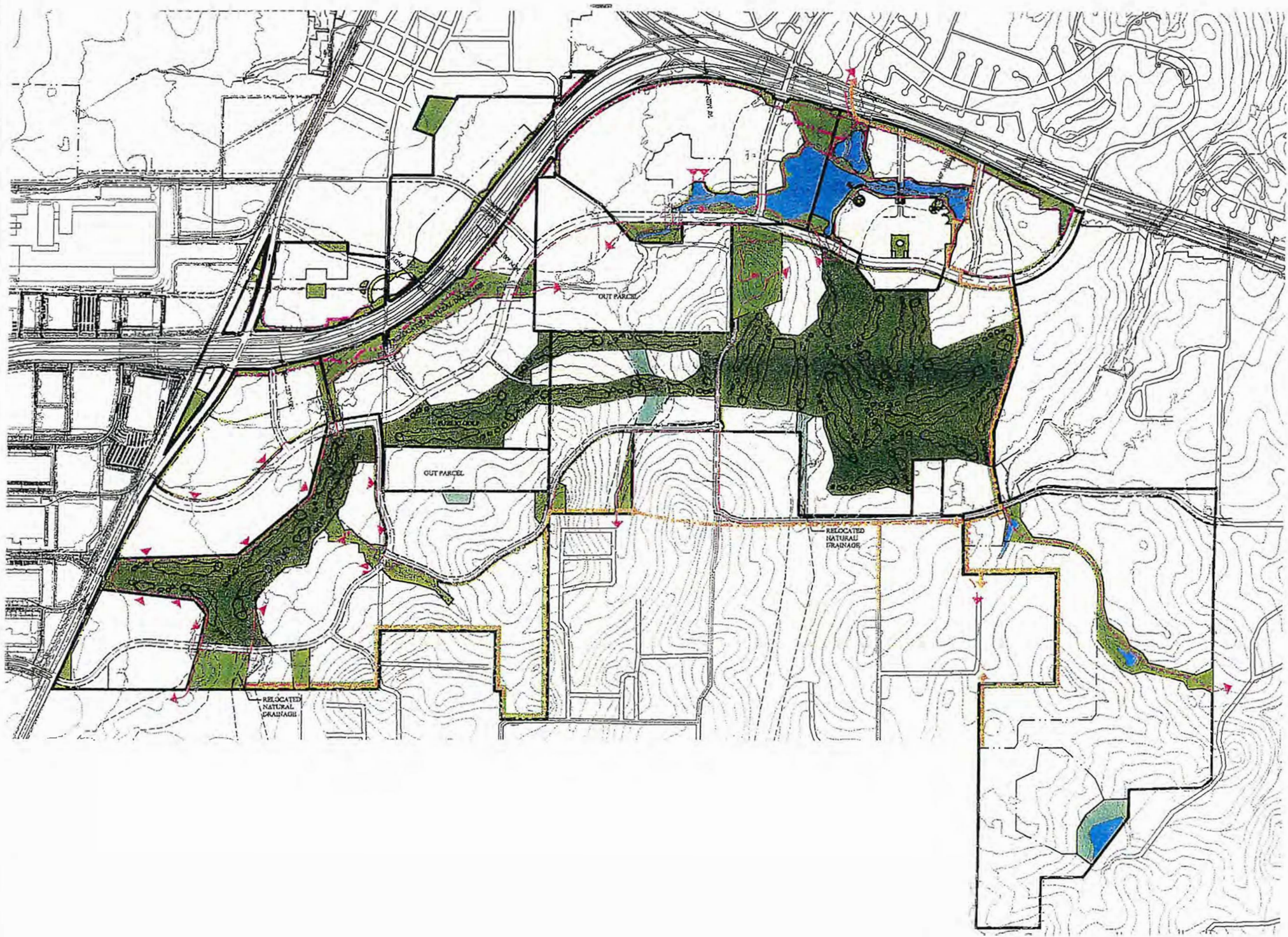
Circle T Ranch

Originals are in Color



CIRCLE T RANCH - OPEN SPACE & TRAIL SYSTEM

Originals are in Color



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



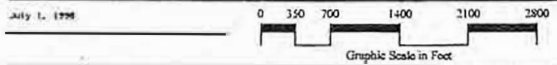
Town Edge Boundary



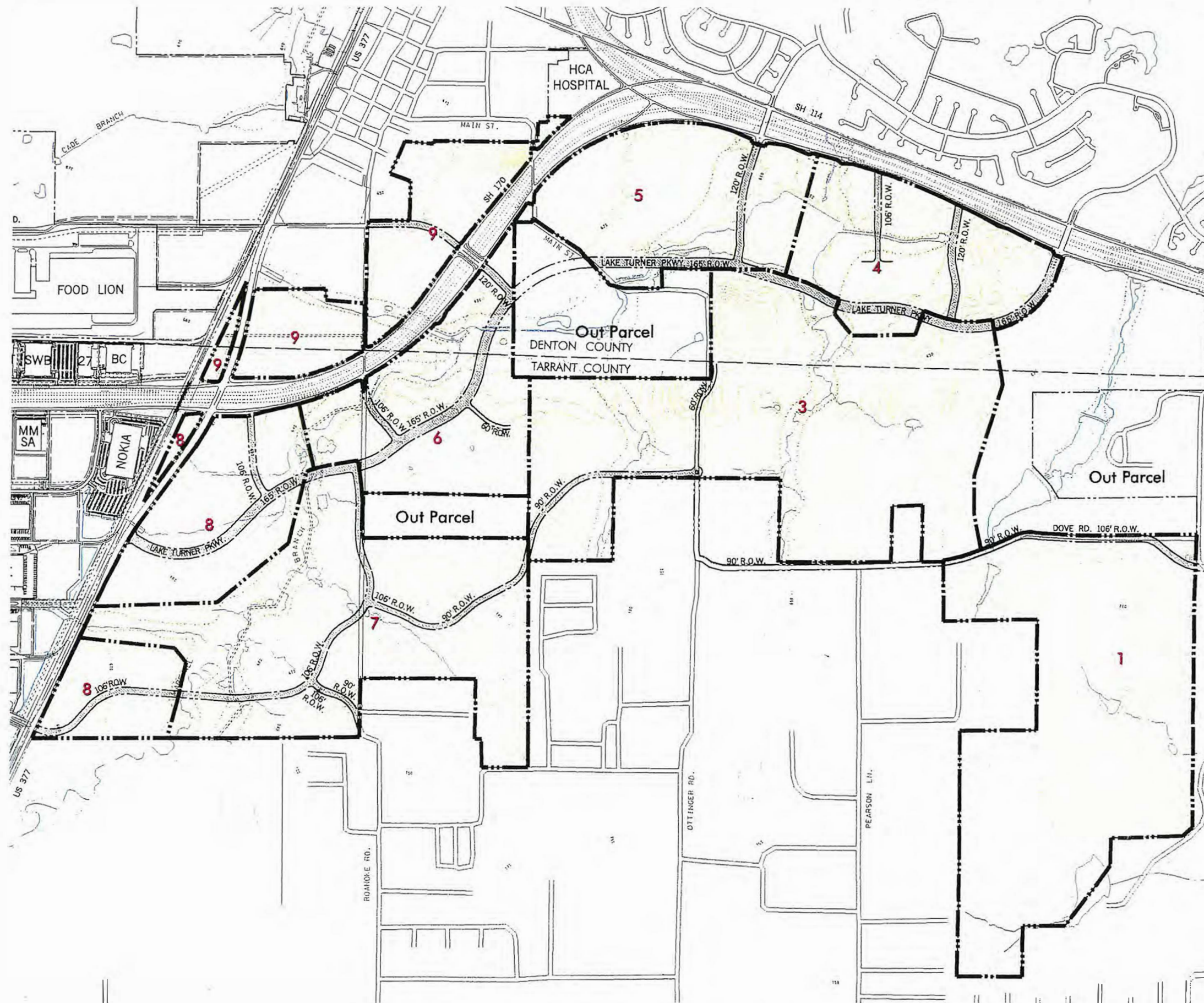
Grade Separation

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.



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

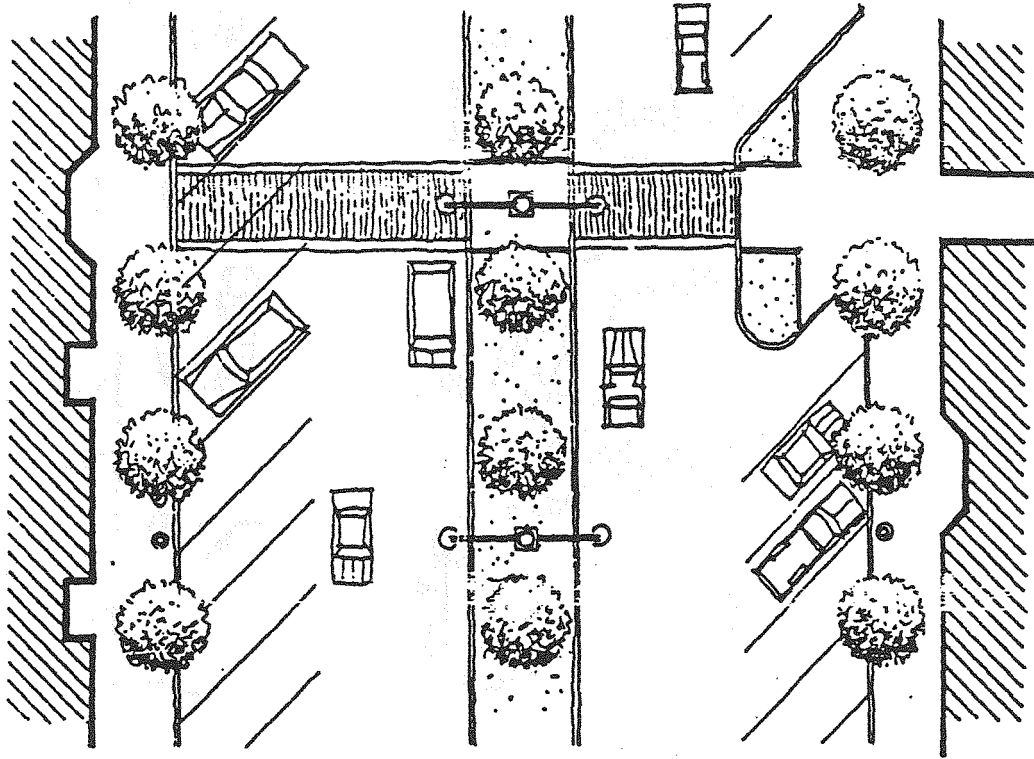
Originals are in Color

Exhibit 9

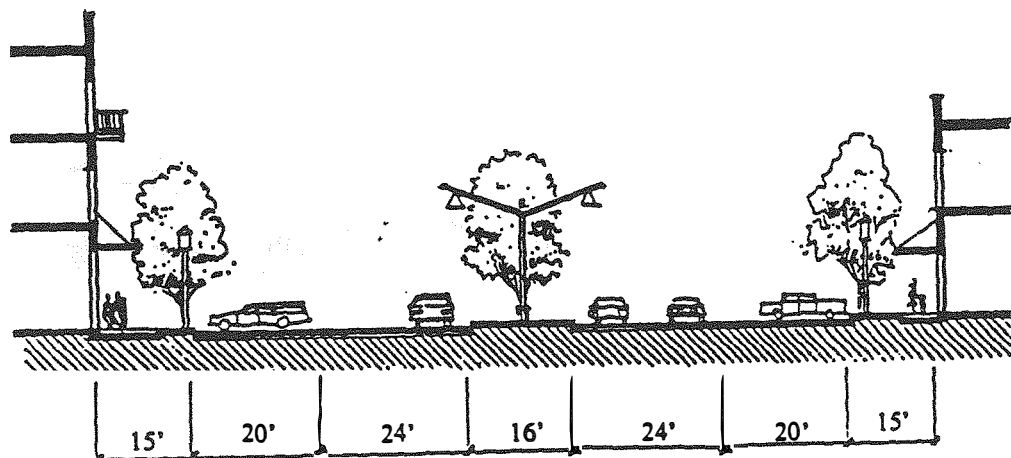


Exhibit 10

Mixed Use Sub-Area
Four-Lane Divided



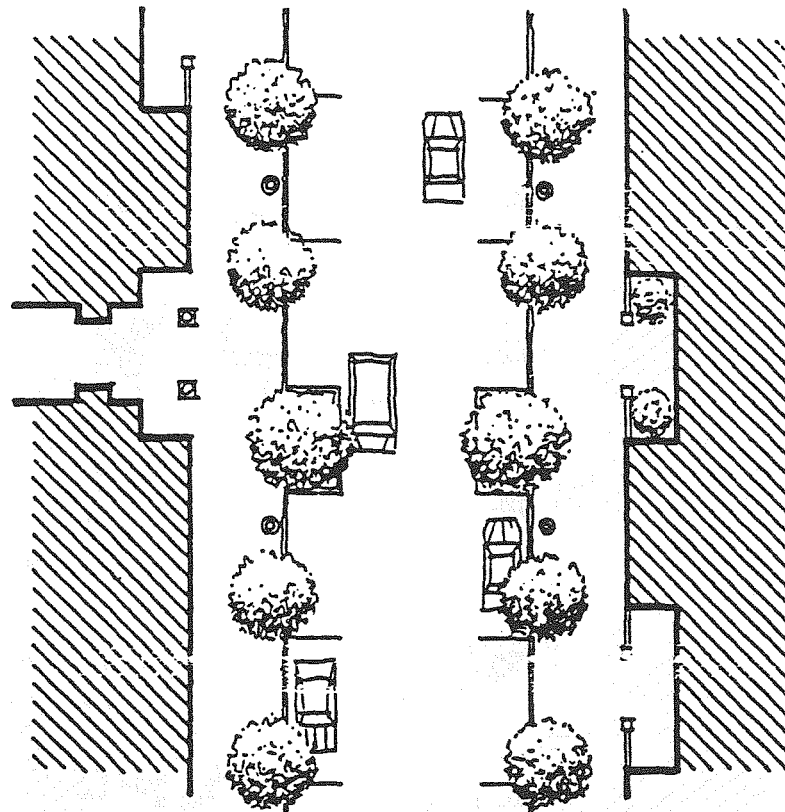
Street Plan



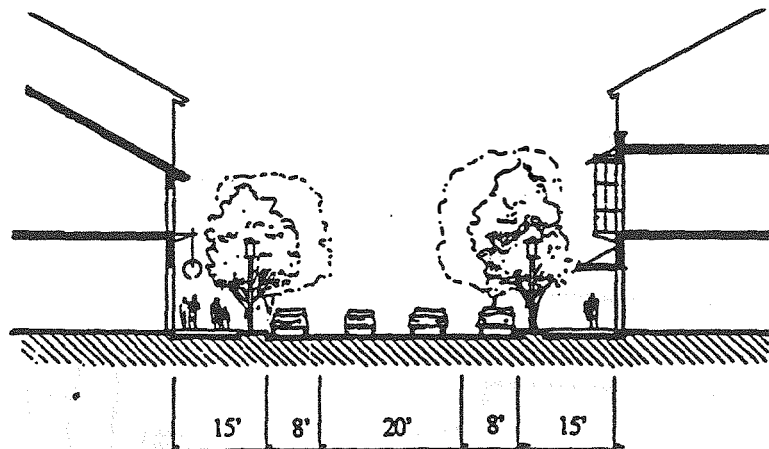
Street Section

Exhibit 12

Mixed Use Sub-Area
Two-Lane Street
(Alternative 2)



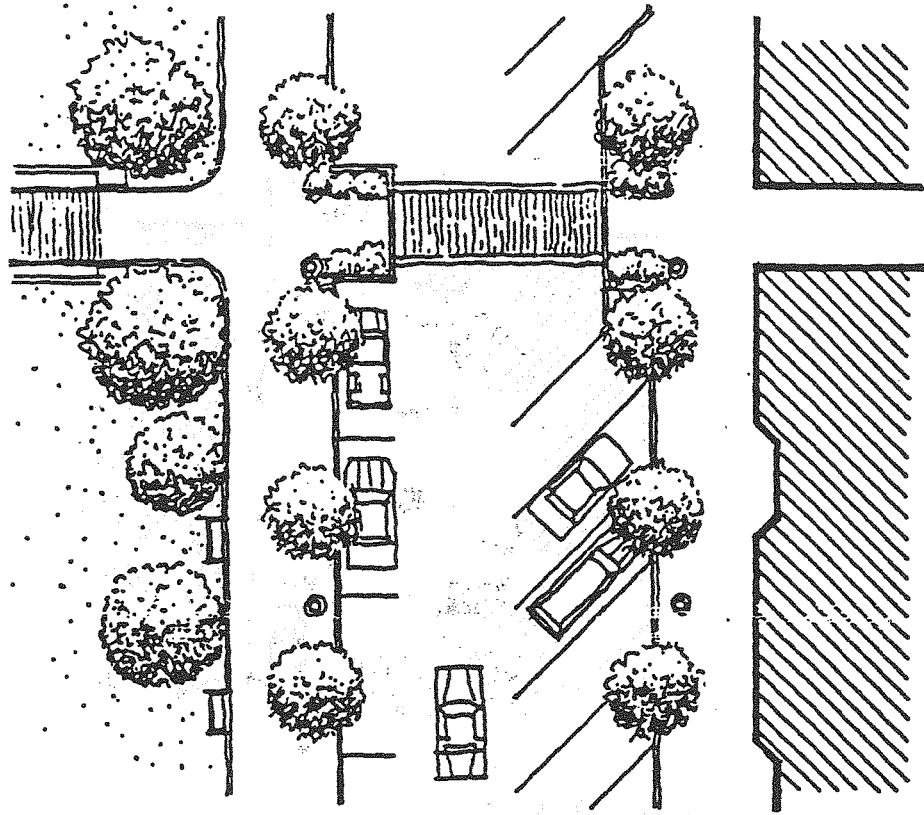
Street Plan



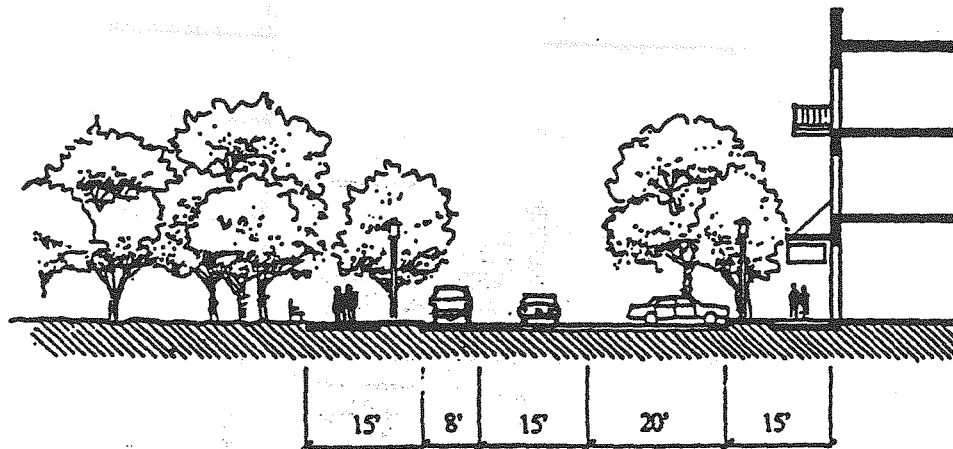
Street Section

Exhibit 14

Mixed Use Sub-Area
One-Way Street



Street Plan



Street Section