

ORDINANCE NO. 2017-40

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF SAN MARCOS, TEXAS AMENDING THE OFFICIAL ZONING MAP OF THE CITY BY REZONING 706 ACRES OF LAND, MORE OR LESS, OUT OF THE JOEL MINER SURVEY AND LOCATED AT THE SOUTHEAST CORNER OF IH-35 AND YARRINGTON ROAD, KNOWN AS THE "WHISPER" DEVELOPMENT PROJECT, FROM "FD" FUTURE DEVELOPMENT DISTRICT AND "GC" GENERAL COMMERCIAL DISTRICT TO "MU" MIXED USE DISTRICT, "VMU" VERTICAL MIXED USE DISTRICT AND "HC" HEAVY COMMERCIAL DISTRICT, WITH AN OVERLAY DISTRICT OF "PDD" PLANNED DEVELOPMENT DISTRICT; APPROVING STANDARDS FOR SAID PLANNED DEVELOPMENT DISTRICT; INCLUDING PROCEDURAL PROVISIONS; AND PROVIDING FOR PENALTIES.

RECITALS:

1. On June 27, 2017, the Planning and Zoning Commission of the City of San Marcos held a public hearing regarding a request to amend the Official Zoning Map of the City by changing the zoning classifications "FD" Future Development District and "GC" General Commercial District to "MU" Mixed Use District, "VMU" Vertical Mixed Use District, and "HC" Heavy Commercial District, with an overlay district of "PDD" Planned Development District for 706 acres of land, more or less, out of the Joel Miner Survey and located at the southeast corner of IH-35 and Yarrington Road (the "Project Site," is described by metes and bounds in the attachments to Exhibit "A," attached hereto and made a part hereof for all purposes).

2. Subsequent to the public hearing, the Planning and Zoning Commission considered the request and voted to recommend that the request be approved by the City Council of the City of San Marcos.

3. The City Council held a public hearing on August 1, 2017 regarding the request.

4. All requirements of Chapter 1, Development Procedures, of the City's Land Development Code pertaining to Zoning Map amendments have been met.

5. The City Council hereby finds and determines that the adoption of the following ordinance is in the interest of the public health, morals, welfare and safety.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN MARCOS, TEXAS:

SECTION 1. The Official Zoning Map of the City, as described in Section 4.1.2.2 of the City's Land Development Code, is amended to establish zoning classifications for the Project

Site of "MU" Mixed Use District, "VMU" Vertical Mixed Use District, and "HC" Heavy Commercial District, with an overlay district of "PDD" Planned Development District.


SECTION 2. The Planned Development District Standards for said Planned Development District, attached to this ordinance as Exhibit "A," are approved and adopted to regulate the development of the Project Site (the "Regulations"). The Project Site will be bound by the provisions of the Regulations as though they were conditions, restrictions and limitations on the use of the Project Site under the City's zoning ordinances. Any person, firm, corporation, business organization or other entity violating any provisions of the Regulations shall be subject to all penalties that apply to violations of the zoning ordinances of the City of San Marcos, as amended. Any person, firm, corporation or other entity violating any provisions of the Regulations shall be subject to a suit by the City for an injunction to enjoin the violation as though the Regulations were conditions, restrictions and limitations on the use of the Project Site under the City's zoning ordinances.


SECTION 3. Any person, firm, corporation, business organization or other entity violating any provision of this ordinance commits a misdemeanor and is subject to the penalty provided in Section 1.015 of the San Marcos City Code upon conviction.

SECTION 4. This ordinance will take effect after its passage, approval and adoption on second reading.

PASSED AND APPROVED on first reading on August 1, 2017.

PASSED, APPROVED AND ADOPTED on second reading on August 15, 2017.


John Thomaides
Mayor

Attest:

Jamie Lee Case
City Clerk


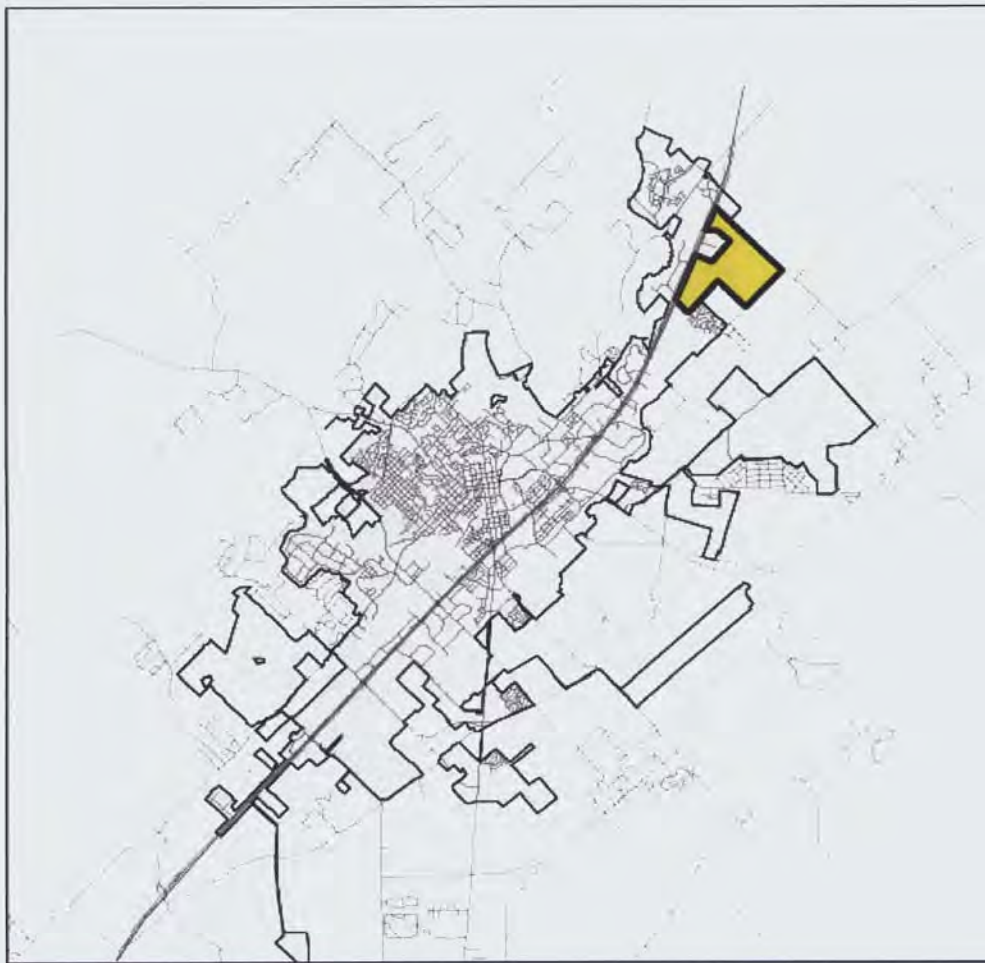
Approved:

Michael J. Cosentino
City Attorney

EXHIBIT A
(PDD Standards Attached on Separate Pages)

WHISPER TEXAS PLANNED DEVELOPMENT DISTRICT



JUNE 28, 2017

CONTENTS

4 Article 1: INTRODUCTION

Division 1: Project Summary

Division 2: Conflicts with City Code

Division 3: Amendments

4 Article 2: BASE ZONING

Division 1: Establishing Base Zoning

Division 2: Application of Classification Types

6 Article 3: SUBDIVISION DESIGN

Division 1: Block Perimeter

Division 2: Dead End / Stub Streets

8 Article 4: CLASSIFICATION TYPES

Division 1: Classification Type - 4

Division 2: Classification Type - 5

Division 3: Employment Center

14 Article 5: BUILDING TYPES

Division 1: Accessory Dwelling Unit

Division 2: Cottage

Division 3: Cottage Court

Division 4: Duplex

Division 5: Attached House

Division 6: Townhouse

Division 7: Small Multi-Family

Division 8: Courtyard Housing

Division 9: Apartment

Division 10: Live/Work

Division 11: Neighborhood Shopfront

Division 12: Mixed Use / Perimeter Building

Division 13: General Commercial / Industrial

Division 14: Civic

28 Article 6: PLACEMENT AND DESIGN OF BUILDINGS

Division 1: Lot Layers

Division 2: Building Setbacks

Division 3: Building Height

Division 4: Ground Floor Elevation

Division 5: Varied Upper Floor Massing

Division 6: Activation

Division 7: Durable Building Materials Area

32 Article 7: SITE DESIGN STANDARDS

Division 1: Minimum Parking Requirements

Division 2: Alternate Parking Requirements

Division 3: Parking Access, Location, and Design

Division 4: Parking Lot Landscaping

Division 5: Parking Lot Screening

Division 6: Transitional Protective Yards

Division 7: Screening

Division 8: Utilities

38 Article 8: NEW STREETS

Division 1: General Provisions

Division 2: Street Types

52 Article 9: PARKS AND OPEN SPACE

Division 1: In General

56 Article 10: SIGNS

Division 1: General Standards

66 Article 11: LAND USE MATRIX

70 Article 12: PUBLIC IMPROVEMENT DISTRICT (PID)

ARTICLE 1: INTRODUCTION

DIVISION 1: PROJECT SUMMARY

Whisper Texas ("Project") consists of approximately 706 acres located south of Yarrington Road between IH-35 and Harris Hill Road. The Project is planned for a mix of uses including, but not limited to, mixed-use, large format and community retail, heavy commercial, industrial and single family. Due to the range of uses proposed in the Project, enhanced development standards will be necessary to ensure appropriate transitions and compatibility between land uses.

A Public Improvement District** (PID) was approved by the City Council to provide for the financing of specific improvements within the project, including water and wastewater infrastructure, and certain roadways. The approved PID also contains a number of development requirements which include design standards for PID funded streets and a requirement for speculative commercial buildings. (see Article 12)

DIVISION 2: CONFLICTS WITH CITY CODE

In the event of any conflict with the development standards contained within the City's Land Development Code (LDC), the standards within this document shall prevail*. In the event of a conflict between this document and the approved PID agreement, the PID agreement shall prevail.

DIVISION 3: AMENDMENTS

Due to the fact that the Project comprises a significant land area and its development will occur in phases over a number of years, modifications to the agreement and its attachments may become necessary. In order to provide flexibility with respect to certain details of the development of the Project minor changes may be made with approval by the Director of Planning and Development Services. A minor change may be approved if it does not affect or change this agreement by more than 10%.

Changes of more than 10% shall be considered major and shall be presented to the Planning and Zoning Commission and City Council for review and approval as an amendment to this document. The following shall be considered major changes, even if the 10% threshold is not met: addition of land area, density beyond what is permitted by this document or the Land Development Code in accordance with Division 2 above and a change in base zoning.

ARTICLE 2: BASE ZONING

DIVISION 1: ESTABLISHING BASE ZONING

In order to provide the proposed mix of uses, the Project is comprised of the following base zoning districts: Heavy Commercial, Vertical Mixed Use, and Mixed Use as illustrated on the Concept Plan on page 5.

DIVISION 2: APPLICATION OF CLASSIFICATION TYPES

Each base zoning district shall be composed of Classification Types. Specific standards for each Classification Type can be found in Article 4 (Classification Types). At the time of platting, the developer shall indicate the classification type to be applied to each parcel of land.

Areas designated as Business Park and Commercial on the PID Concept Plan, which have a base zoning of Heavy Commercial (HC), shall be composed of:

60% - 90% Employment Center (EC)

10% - 30% Classification Type 5 (CT5)

Areas designated as Master Retail and Commercial Center on the PID Concept Plan, which have a base zoning of Vertical Mixed Use (VMU), shall be composed of:

60% - 90% Classification Type 5 (CT5)

10% - 30% Employment Center (EC)

Areas designated as Residential and Commercial on the PID Concept Plan, which have a base zoning of Mixed Use (MU), shall be composed of:

60% - 90% Classification Type 4 (CT4)

10% - 30% Classification Type 5 (CT5)

*In the event of conflicts between this document and Ord. 2014-35, regarding multi-family development, Ord. 2014-35, or its successor ordinance(s), shall prevail.

**Public Improvement District shall refer to the approved PID Document and any subsequent amendments.



ARTICLE 3: SUBDIVISION DESIGN

DIVISION 1: BLOCK PERIMETER

- A. Block perimeter is measured along the edge of the property adjoining the public right-of-way.
- B. Residential blocks must have sufficient width to provide for two tiers of residential lots, except where across from a public park or open space, to allow for unusual topographical conditions, or when adjacent to the outer perimeter of a subdivision.
- C. An internal drive may be used to satisfy the maximum block perimeter.
- D. The maximum block perimeter may be extended by fifty (50%) percent where the block includes a pedestrian passage or alley which connects the streets on opposing block faces.
- E. A block may be broken by a civic building or open lot, provided the lot is at least 50 feet wide and deep and provides a pedestrian passage directly connecting the two streets on each block face.
- F. Within a single phase of the development, individual block perimeters may exceed the maximum by twenty-five (25%) percent provided that the average of all block perimeters in the phase does not exceed the maximum.
- G. To provide for the continuation of a block structure for the development, a street must be provided at least every 1,200 feet from the nearest intersection*.
- H. The following table establishes the maximum block perimeter and maximum dead-end street length.

Classification Type	Block Perimeter (max)	Dead-End Street (Max)
Classification Type 4	2,800 Ft.	300 Ft.
Classification Type 5	3,000 Ft.	Not Allowed
Employment Center	5,000 Ft.*	400 Ft.

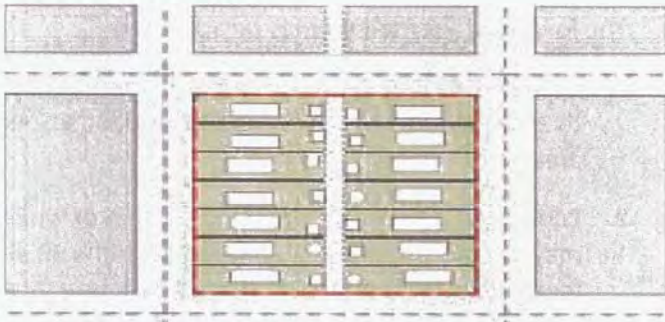
* For Industrially used buildings which exceed 200,000 sq. ft. the 1,200 ft block break standard may be waived and a larger block perimeter may be permitted, but the block perimeter shall not exceed the area required to meet parking and landscaping provisions for the individual structure.

DIVISION 2: DEAD END / STUB STREETS

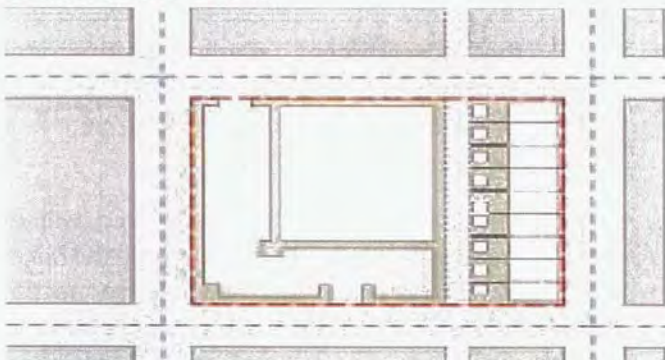
- A. Dead end streets and cul-de-sacs are measured from intersecting centerlines or from the centerline of the street to the center of the turnaround.
- B. The following alternatives may be approved:
 - 1. Eyebrow: a rounded expansion of a street beyond the normal curb line which must have a landscaped area.
 - 2. Loop Lane: a two-way street, no portion of which may be more than two hundred and fifty (250') feet in length. The interior landscaped area must have an average width of at least seventy five (75') feet.
- C. Where the development adjoins unsubdivided land, stub streets within the new subdivision shall be extended to meet maximum block perimeter standards, except:
 - 1. For the Character Type 4 area, which will be developed as single family residential, in the Mixed Use base zoning district only one connection will be required to the adjacent unsubdivided property.
- D. The stub streets must be extended to the boundary of the abutting property to the point where the connection to the anticipated street is expected.
- E. Stub streets must be located so that the portion of the block perimeter located on the subject property does not exceed 50% of the applicable block perimeter maximum.
- F. If a stub streets exists on an abutting property, the street system of any new subdivision must connect to the stub street to form a through street.
- G. Where a stub street is provided, a barricade must be constructed at the end of the stub street, pending the extension of the street into the abutting property.
- H. The Engineering Director may waive provisions of Article 3, Divisions 1 and 2 when steep slopes in excess of twenty-five (25%) percent exist and / or where freeways, preexisting development, tree conservation areas, open space or easements would make the provision of a complete block infeasible or a high intensity nonresidential use is located adjacent to a proposed residential subdivision. An applicant may appeal a decision of the Engineering Director to the

City Council by submitting a written request justifying need for the variance or waiver.

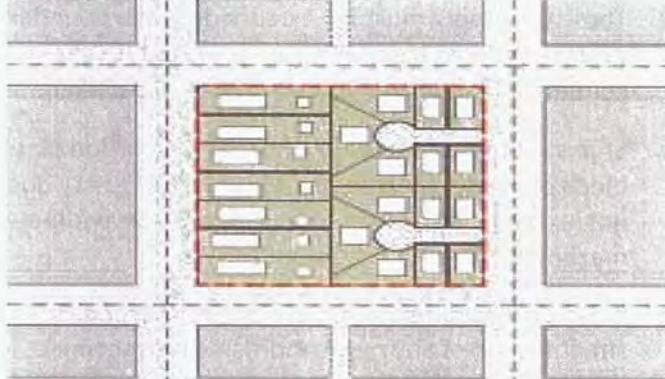
RESIDENTIAL BLOCK



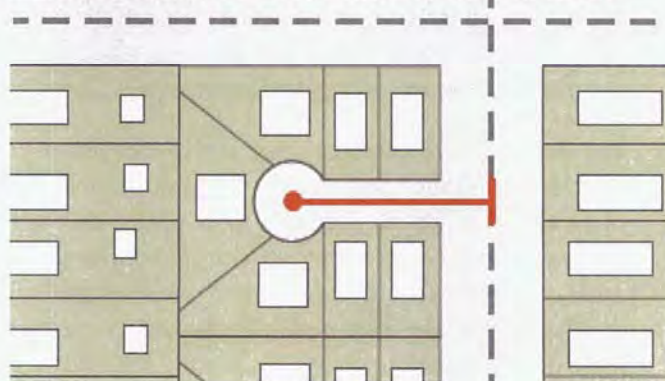
COMMERCIAL BLOCK



BLOCK WITH DEAD-ENDS



MEASUREMENT OF DEAD-END STREET LENGTH



EXTENDED BLOCK



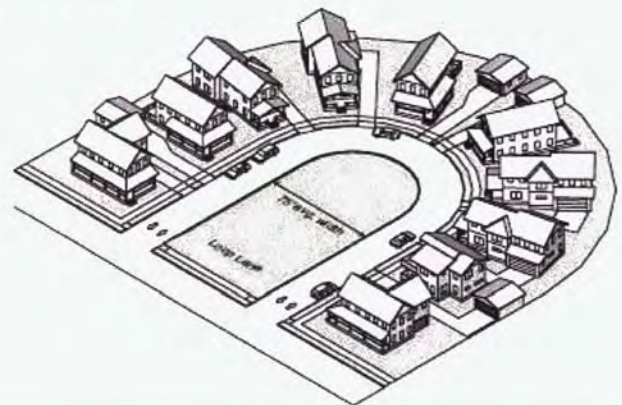
SPLIT CIVIC BLOCK



EYEBROW



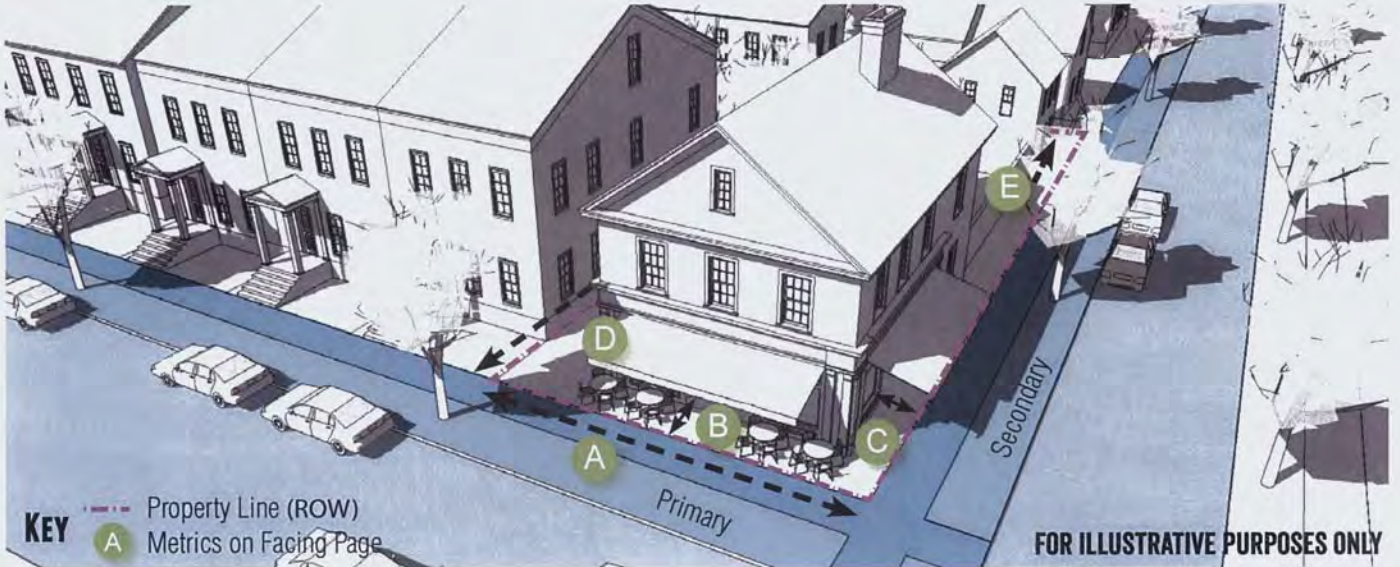
LOOP LANE



ARTICLE 4: CLASSIFICATION TYPES

CT-4

DIVISION 1: CLASSIFICATION TYPE - 4



GENERAL DESCRIPTION

CT4 is intended to accommodate a variety of residential options including single-family, two-family and small multifamily with limited commercial or mixed use on the corners.

DENSITY

Impervious Cover 80% max.

BUILDING TYPES ALLOWED - SEE ARTICLE 5

- Cottage
- Accessory Dwelling
- Attached House
- Townhouse
- Duplex
- Cottage Court
- Live/ Work
- Neighborhood Shop-front
- Small Multi Family
- Civic Building

BUILDING STANDARDS

Principle Building Height	3 stories max.
Accessory Structure Height	N/A

LOT

BUILDING TYPE	LOT AREA	LOT WIDTH
Cottage	4,500 sq. ft. min.	40 ft. min.
Attached House	2,500 sq. ft. min.	25 ft. min.
Townhouse	1,500 sq. ft. min.	20 ft. min.
Duplex	4,500 sq. ft. min.	40 ft. min.
Live/Work	1,100 sq. ft. min.	15 ft. min.
Courtyard Housing	9,000 sq. ft. min.	60 ft. min.
Neighborhood Shopfront	6,000 sq. ft. min.	60 ft. min.
Small Multi Family	6,000 sq. ft. min.	50 ft. min.
Civic Building	6,000 sq. ft. min.	50 ft. min.

A

PARKING LOCATION

	SURFACE	GARAGE
First Layer	Allowed	Not Allowed
Second Layer	Allowed	Allowed
Third Layer	Allowed	Allowed

DURABLE BUILDING MATERIALS

See Article 6

SETBACKS - PRINCIPAL BUILDING

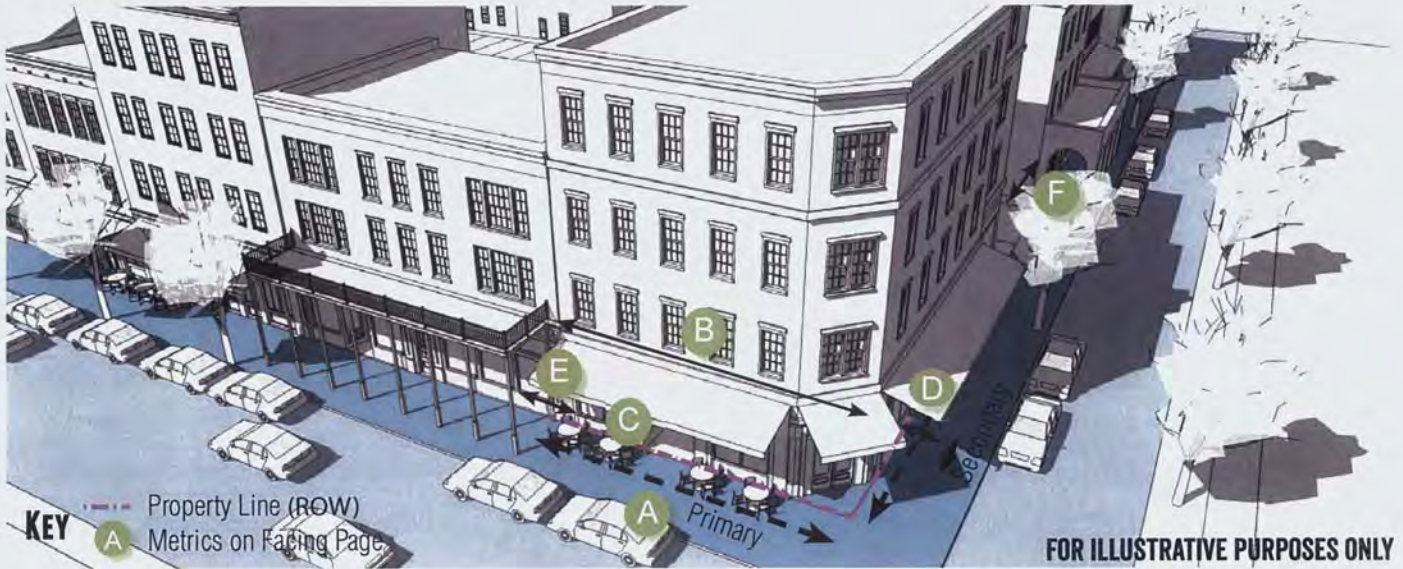
Principal Street	5 ft. min.	B
Secondary Street	7.5 ft. min.	C
Side	5 ft. min.	D
Rear	15 ft. min.	E
Rear, abutting alley	5 ft. min.	E

SETBACKS - ACCESSORY STRUCTURE

Principal Street	20 ft. min.
Secondary Street	15 ft. min.
Side	5 ft. min.
Rear	3 ft. min.

DIVISION 2: CLASSIFICATION TYPE - 5

CT-5



GENERAL DESCRIPTION

The CT-5 is intended to provide for a variety of residential, retail, service and commercial uses. To promote walkability and compatibility, auto-oriented uses are discouraged.

DENSITY

Impervious Cover 100% max.

BUILDING TYPES ALLOWED - SEE ARTICLE 5

Townhouse

Apartment*

Live/ Work**

Courtyard Housing*

Perimeter Building**

General Commercial

Mixed Use**

Civic Building

*Not permitted within the area highlighted on Exhibit "Multifamily Location Restriction"

BUILDING TYPES ALLOWED - SEE ARTICLE 5

**No ground floor residential permitted within the area highlighted on Exhibit "Multifamily Location Restriction"

BUILDING STANDARDS

Building Height (Max.) 5 stories*

Building Height (Min.) 1 story

*A Conditional Use Permit may be granted by the City Council, for buildings which do not comply with height requirements.

LOT

BUILDING TYPE	LOT AREA	LOT WIDTH
Townhouse	1,500 sq. ft. min.	20 ft. min.
Apartment Building	9,000 sq. ft. min.	60 ft. min.
Live/Work	1,100 sq. ft. min.	15 ft. min.
Courtyard Housing	9,000 sq. ft. min.	60 ft. min.
Perimeter Building	6,000 sq. ft. min.	60 ft. min.
General Commercial	6,000 sq. ft. min.	60 ft. min.
Mixed Use	2,000 sq. ft. min.	20 ft. min.
Civic Building	2,000 sq. ft. min.	20 ft. min.

A

SETBACKS - PRINCIPAL BUILDING

Principal Street 0 ft. min.

Secondary Street 0 ft. min.

Side 0 ft. min.

Rear 0 ft. min.

Rear, abutting alley 3 ft. min.

IH 35 30 ft. min.

B

C

D

E

E

SETBACKS - ACCESSORY STRUCTURE

Principal Street 20 ft. plus principal structure setback min.

Secondary Street 20 ft. plus principal structure setback min.

Side 0 ft. min.

Rear 3 ft. min. or 15 ft. from centerline of alley

PARKING LOCATION

	SURFACE	GARAGE
First Layer	1 Row Allowed*	Not Allowed
Second Layer	Allowed	Not Allowed
Third Layer	Allowed	Allowed

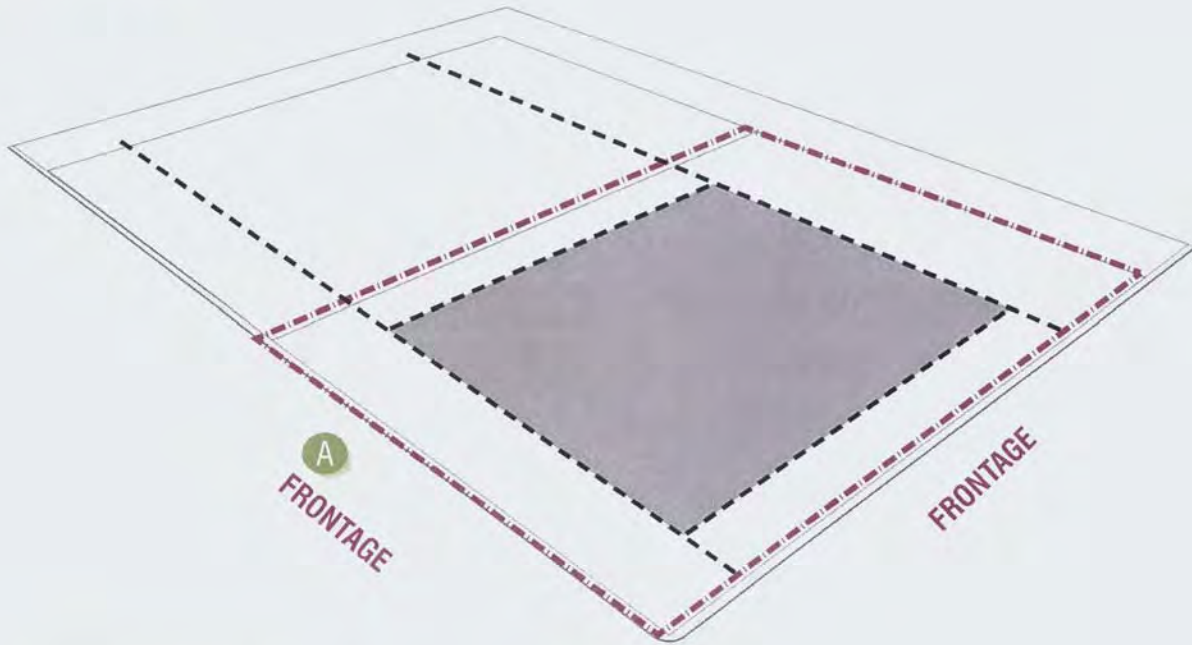
*1 Row of parking shall be defined to include one drive aisle with parking on both sides

DURABLE BUILDING MATERIALS

See Article 6

EC

DIVISION 3: EMPLOYMENT CENTER



KEY

- Property Line (ROW)
- Metrics on This and Facing Page
- Setbacks
- Building Footprint

GENERAL DESCRIPTION

EC is intended to provide quality commercial and industrial development that takes advantage of proximity to major roadways.

DENSITY

Impervious Cover 80% max.

BUILDING TYPES ALLOWED - SEE ARTICLE 5

- Live/ Work**
- General Commercial / Industrial
- Mixed Use**
- Civic Building

**No ground floor residential permitted within the area highlighted on Exhibit "Multifamily Location Restriction"

BUILDING STANDARDS

Building Height (Max.)	5 stories*
Building Height (Min.)	1 story

*A Conditional Use Permit may be granted by the City Council, for buildings which do not comply with height requirements.

LOT

BUILDING TYPE	LOT AREA	LOT WIDTH
Live/ Work	1,100 sq ft min.	15 ft min.
General Commercial / Industrial	4,000 sq ft min.	40 ft min.
Mixed Use Shopfront	4,000 sq ft min.	40 ft min.
Civic Building	4,000 sq ft min.	40 ft min.

A

SETBACKS - PRINCIPAL BUILDING

Principal Street	10 ft min
Secondary Street	10 ft min
Side	5 ft. min.
Rear	20 ft. min.
Rear, abutting alley	3 ft. min.
IH 35	30 ft. min.

SETBACKS - ACCESSORY STRUCTURE

Principal Street	50 ft min.
Secondary Street	20 ft. min.
Side	5 ft. min.
Rear	5 ft. min.

PARKING LOCATION

	SURFACE	GARAGE
First Layer	1 Row Allowed*	Not Allowed
Second Layer	Allowed	Not Allowed
Third Layer	Allowed	Allowed

*1 Row of parking shall be defined to include one drive aisle with parking on both sides

DURABLE BUILDING MATERIALS

See Article 6

ARTICLE 5: BUILDING TYPES

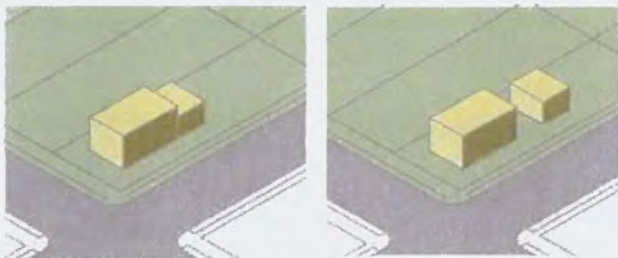
DIVISION 1: ACCESSORY DWELLING UNIT



GENERAL DESCRIPTION

A small self-contained structure located on the same lot as a detached house, for use as a complete, independent living facility, with provisions for cooking, sanitation and sleeping.

CONFIGURATION OPTIONS



LOT

Width	Set by Classification Type	A
Area	Set by Classification Type	
Lot coverage	Set by Classification Type	

BUILDING ELEMENTS ALLOWED

- Porch
- Stoop
- Balcony

HEIGHT AND MASSING

Principle Structure Height	Set by Classification Type	B
Accessory Structure Height	Set by Classification Type	
Building Footprint	1/2 the principle building (1,000 sq ft. max.)	

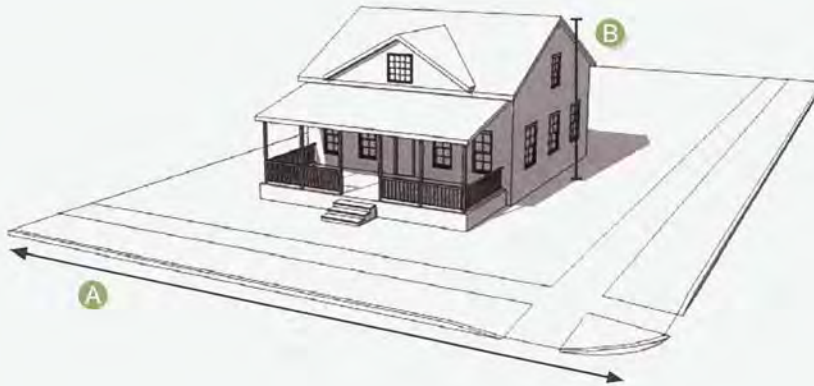
BUILDING SETBACKS

Principle Building Setbacks	Set by Classification Type	C
Accessory Structure Setbacks	Set by Classification Type	

VEHICLE ACCESS AND PARKING

Parking Requirements	1 Additional Space
Parking Location	Third Layer

DIVISION 2: COTTAGE



GENERAL DESCRIPTION

This building type is a medium to small sized detached structure that incorporates one unit. It is typically located within a primarily single-family or mixed residential neighborhood in a walkable urban setting, potentially near a neighborhood main street. In its smaller size this type can enable appropriately-scaled, well-designed affordable housing at higher densities and is important for providing a broad choice of housing types and promoting walkability.

CONFIGURATION OPTIONS



LOT

Width	Set by Classification Type	A
Area	Set by Classification Type	

BUILDING ELEMENTS ALLOWED

Porch	
Stoop	
Balcony	

HEIGHT AND MASSING

Principal Structure Height	Set by Classification Type	B
Accessory Structure Height	Set by Classification Type	
Building width	Set by Classification Type	

BUILDING SETBACKS

Principal Building	Set by Classification Type
Accessory Structure Setbacks	Set by Classification Type

VEHICLE ACCESS AND PARKING

Parking Location	Set by Classification Type
------------------	----------------------------

DIVISION 3: COTTAGE COURT



SITE

Site area	22,000 sq ft min.	A
Dwelling units per site	5 min / 9 max.	
Additional site area per dwelling unit beyond 5 units	600 sq ft min.	

LOT

Area	1,200 sq ft min.	C
Width	20 ft min.	D

COURTYARD

Area	3,000 sq ft min.	E
Width	40 ft min. along the frontage	F
Ownership and Management	HOA; Section 3.10.1.6	

Courtyard cannot be parked or driven upon, except for emergency access

BUILDING ELEMENTS ALLOWED

- Porch
- Stoop
- Balcony

HEIGHT AND MASSING

Principal Structure Height	Set by Classification Type
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Accessory Structure Height	Set by Classification Type	
Principal Building Footprint	1,400 sq ft max.	G

ACTIVATION

Street Facing Entrance	Required for units adjacent to street
------------------------	---------------------------------------

BUILDING SETBACKS

Principal Building Setbacks	Set by Character Type where adjacent a public street	H
Accessory Structure Setbacks	Set by Character Type where adjacent to a public street	
Internal Lot Setbacks	5 ft. min.	

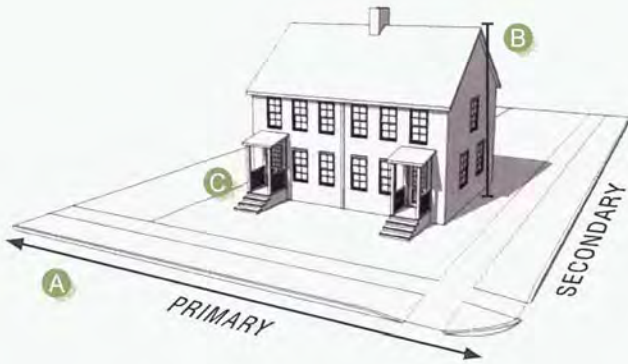
PARKING

Parking location standards are set by the district and apply to the site area.

GENERAL DESCRIPTION

This building type consists of a series of small, detached structures located on individual lots, arranged to define a shared court that is typically perpendicular to the street. The shared court takes the place of a private open space and becomes an important community-enhancing element of this type. This type is appropriately scaled to fit within primarily single-family neighborhoods and is important for providing affordability and a broad choice of housing types that promote walkability.

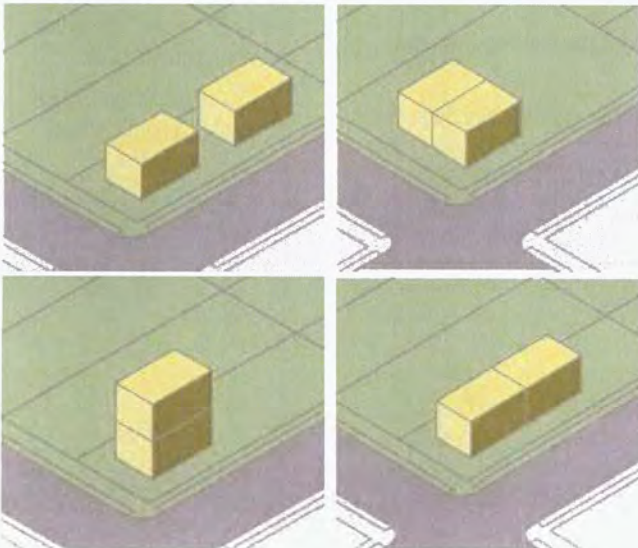
DIVISION 4: DUPLEX



GENERAL DESCRIPTION

A small to medium sized building that consists of two units, with separate entrances at least one of which faces the street. Units may be stacked one on top of the other, side-by-side, or front-to-back. This building type sits on a small to medium sized lot.

CONFIGURATION OPTIONS



LOT

Area Set by Classification Type

Width Set by Classification Type **A**

BUILDING ELEMENTS ALLOWED

Porch

Stoop

Balcony

HEIGHT AND MASSING

Principle Structure Height Set by Classification Type **B**

Accessory Structure Height Set by Classification Type

BUILDING SETBACKS

Principle building Set by Classification Type

Accessory Structure Setbacks Set by Classification Type

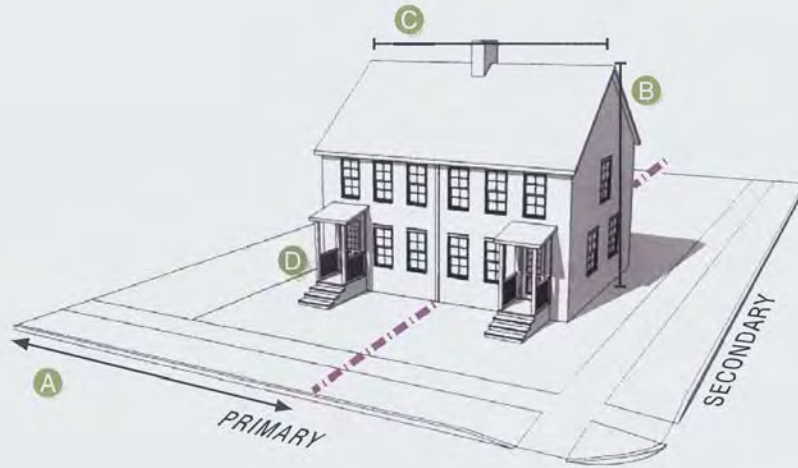
VEHICLE ACCESS AND PARKING

Parking Location Set by Classification Type

ACTIVATION

Street Facing Entrance Required for at least one unit **C**

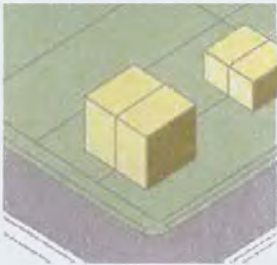
DIVISION 5: ATTACHED HOUSE



GENERAL DESCRIPTION

A small to medium sized building that consists of two attached units, on two separate lots with separate entrances facing the street. The units share a common wall along a lot line.

CONFIGURATION OPTIONS



LOT

Area	Set by Classification Type
Width	Set by Classification Type A

BUILDING ELEMENTS ALLOWED

Porch
Stoop
Balcony

HEIGHT AND MASSING

Principle Structure Height	Set by Classification Type B
Accessory Structure Height	Set by Classification Type
Building Width	Set by Classification Type C

BUILDING SETBACKS

Principal	Set by Classification Type
Secondary	Set by Classification Type
Rear	Set by Classification Type

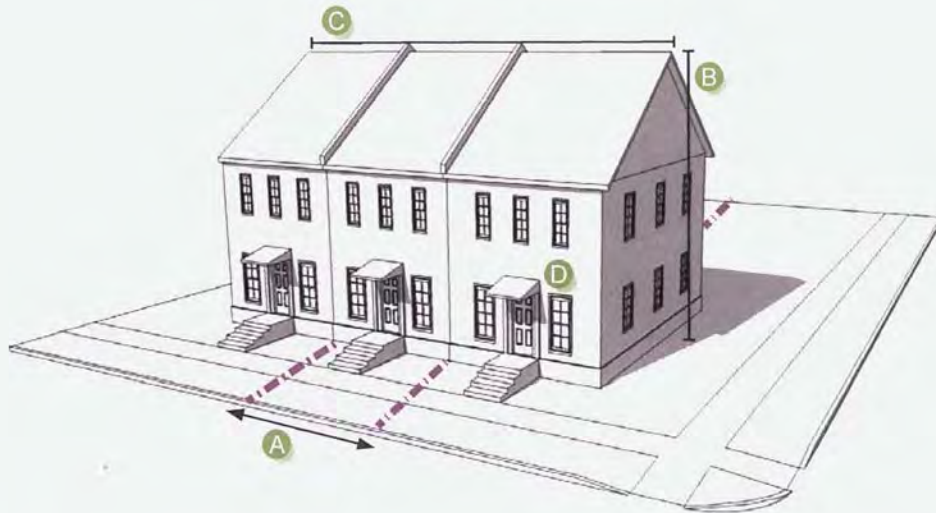
VEHICLE ACCESS AND PARKING

Parking Location	Set by Classification Type
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ACTIVATION

Street Facing Entrance	Required D
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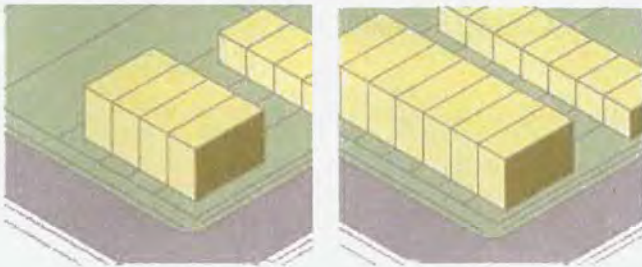
DIVISION 6: TOWNHOUSE



GENERAL DESCRIPTION

A collection of narrow to medium sized attached buildings that consists of side-by-side units on individual lots with individual entries facing the street. This type is typically located within medium-density neighborhoods or in a location that transitions from a primarily single family neighborhood into a neighborhood main street. This type enables appropriately-scaled, well-designed higher densities and is important for providing affordability and a broad choice of housing types that promote walkability. Syn: Rowhouse

CONFIGURATION OPTIONS



LOT

Area	Set by Classification Type
Width	Set by Classification Type A
Units per lot	1 min. / 1 max.

BUILDING ELEMENTS ALLOWED

Porch
Stoop
Balcony

HEIGHT AND MASSING

Principle Structure Height	Set by Classification Type B
Accessory Structure Height	Set by Classification Type
Building Width	Set by Classification Type C

BUILDING SETBACKS

	Principle	Accessory
Principal	Set by Classification Type	
Secondary	Set by Classification Type	
Side	0 ft min.	Set by CT
Rear	Set by Classification Type	

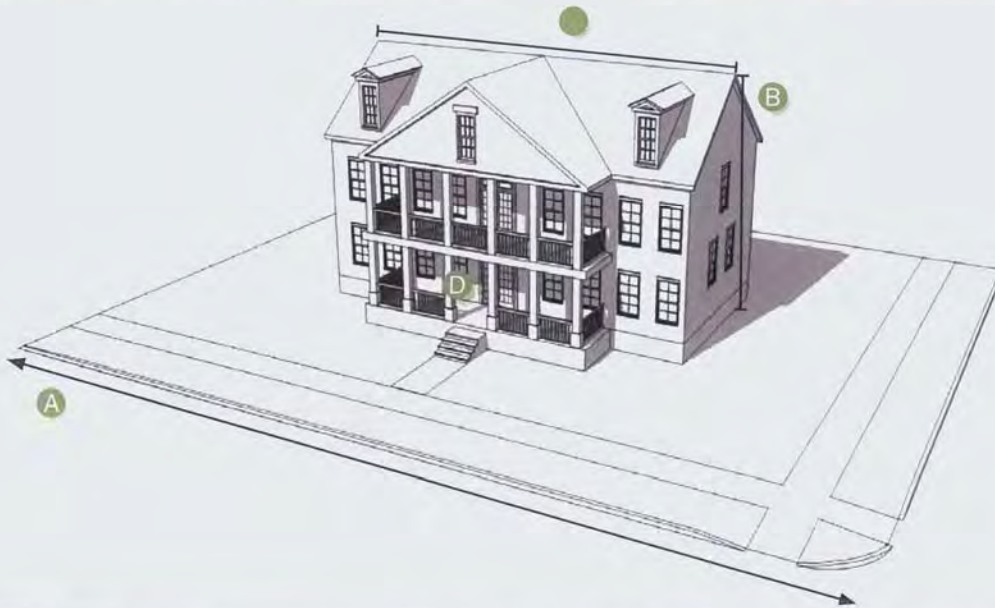
VEHICLE ACCESS AND PARKING

Parking Location	Set by Classification Type
------------------	----------------------------

ACTIVATION

Street facing entrance	Required for each unit D
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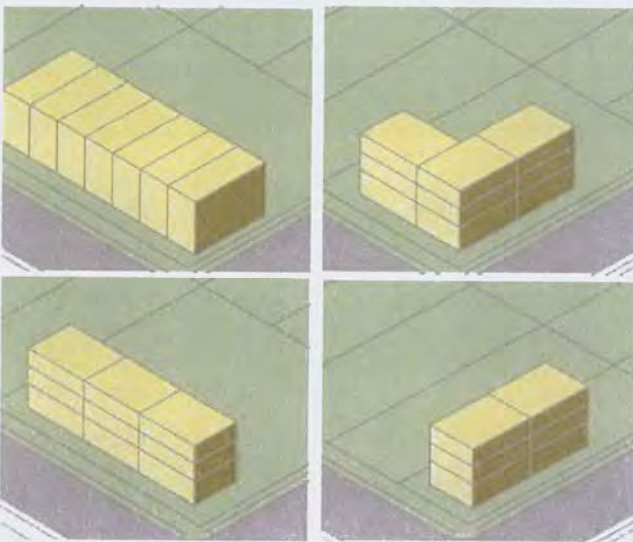
DIVISION 7: SMALL MULTI-FAMILY



GENERAL DESCRIPTION

The small multi-family building type is a medium-to-large-sized structure or collection of attached structures that consists of three to nine units. This type has the appearance of a medium to large single-family home and is appropriately scaled to fit in sparingly within primarily single-family neighborhoods or into medium-density neighborhoods. This type enables appropriately-scaled, well-designed higher densities and is important for providing affordability and a broad choice of housing types that promote walkability.

CONFIGURATION OPTIONS



LOT

Area	Set by Classification Type
Width	Set by Classification Type A
Units per lot	9 max

Small Multifamily is not permitted within the area highlighted on Exhibit "Multifamily Location Restriction"

BUILDING ELEMENTS ALLOWED

Porch
Stoop
Balcony

HEIGHT AND MASSING **B**

Principle Structure Height	Set by Classification Type C
Accessory Structure Height	Set by Classification Type
Building Width	Set by Classification Type

BUILDING SETBACKS

Principal	Set by Classification Type
Secondary	Set by Classification Type

VEHICLE ACCESS AND PARKING **D**

Parking Location	Second and Third Layer
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ACTIVATION

Street Facing Entrance	Required
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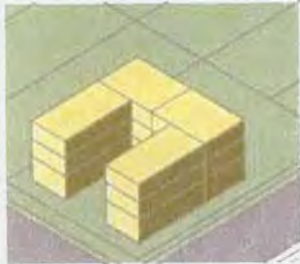
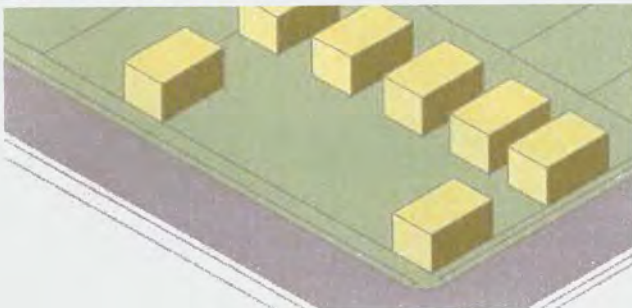
DIVISION 8: COURTYARD HOUSING



GENERAL DESCRIPTION

The courtyard housing building type consists of multi-family residential units arranged around a central court that consists of three to twenty-four units. The court is open to the facing street. Residential units may be in stacked units, townhouses, or both. This type enables appropriately-scaled, well-designed higher densities and is important for providing affordability and a broad choice of housing types that promote walkability.

CONFIGURATION OPTIONS



LOT

Area	Set by Classification Type A
Width	Set by Classification Type B
Units per lot	24 max

Courtyard Housing is not permitted within the area highlighted on Exhibit "Multifamily Location Restriction"

COURTYARD

Area / Width	3,000 SF min. / 20 ft. min C
Ownership and Management	Property Management Co. D

Courtyard cannot be parked or driven upon, except emergency access

BUILDING ELEMENTS ALLOWED

Porch	Balcony	Stoop
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HEIGHT AND MASSING

Principle Structure Height	Set by Classification Type E
Accessory Structure Height	Set by Classification Type

BUILDING SETBACKS

Principal	Set by Classification Type
Secondary	Set by Classification Type

VEHICLE ACCESS AND PARKING

Parking Location	Second and Third Layer
------------------	------------------------

ACTIVATION

Street Facing Entrance	Required; 2 street facing entries per frontage min.
------------------------	---

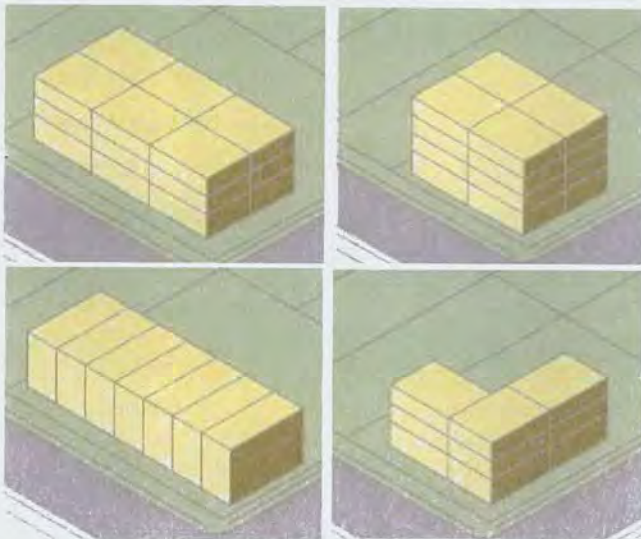
DIVISION 9: APARTMENT



GENERAL DESCRIPTION

The apartment, is a multi-family residential only structure consisting of a number of dwellings units arranged side by side and stacked on multiple floors. Unit types may be either single level (flats) or multi-floor (townhouse).

CONFIGURATION OPTIONS



LOT

Area	Set by Classification Type
Width	Set by Classification Type A
Units per lot	Set by lot size
Lot Coverage	Set by Classification Type

Apartment is not permitted within the area highlighted on Exhibit "Multifamily Location Restriction"

BUILDING ELEMENTS ALLOWED

Porch
Stoop
Balcony

HEIGHT AND MASSING **B**

Principle Structure Height	Set by Classification Type
Accessory Structure Height	Set by Classification Type

BUILDING SETBACKS

Principal	Set by Classification Type
Secondary	Set by Classification Type

VEHICLE ACCESS AND PARKING

Parking Location	Second and Third Layer E
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ACTIVATION

Street Facing Entrance	Street facing entries required every 100 ft. for buildings adjacent to the street
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DIVISION 10: LIVE/WORK



GENERAL DESCRIPTION

A small to medium-sized attached or detached structure that consists of a flexible space used for artisan, studio, service, or retail uses, and a residential unit above and/or behind. Both the flex space and the residential unit are internally connected and occupied by a single entity. This type is appropriate for providing affordable and flexible Mixed Use space for incubating neighborhood-serving retail and service uses, artists and other craftspeople. This type is typically located within medium-density neighborhoods or in a location that transitions from a neighborhood into a neighborhood main street. It is especially appropriate for incubating neighborhood serving commercial uses and allowing neighborhood main streets to expand as the market demands.

LOT

Area	Set by Classification Type	A
Width	Set by Classification Type	

Live / Work Buildings within the area highlighted on Exhibit "Multifamily Location Restriction", shall not have residential on the ground floor.

BUILDING ELEMENTS ALLOWED

- Awning/ Canopy

- Balcony

- Porch

- Gallery

HEIGHT AND MASSING

Principle Structure Height	Set by Classification Type	B
Accessory Structure Height	Set by Classification Type	
Ground Story Height	9 ft min	
Building Width	Set By Classification Type	C

BUILDING SETBACKS

	Principle	Accessory
Principal	Set by Classification Type	
Secondary	Set by Classification Type	
Side	0 ft min	Set by CT
Rear	Set by Classification Type	

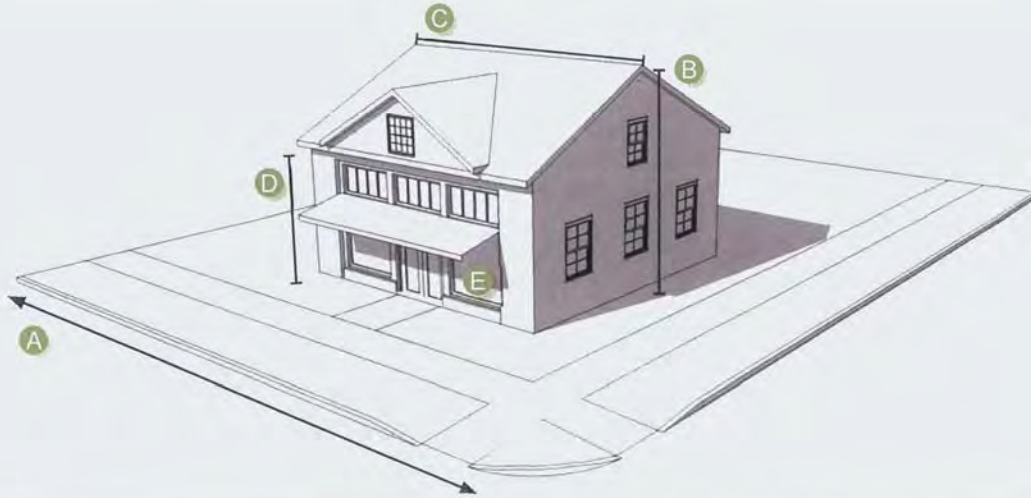
VEHICLE ACCESS AND PARKING

Parking Location	Set by Classification Type
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ACTIVATION STANDARDS

Street facing entrance	Required	D
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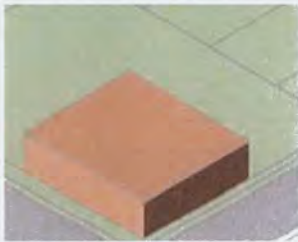
DIVISION 11: NEIGHBORHOOD SHOPFRONT



GENERAL DESCRIPTION

The neighborhood shop front building is intended to be a stand alone structure that contains uses that support the needs of the neighborhoods in which they are located. The neighborhood shop front building may include up to two additional residential units above the retail.

CONFIGURATION OPTIONS



LOT

Area	Set by Classification Type	A
Width	Set by Classification Type	
Units per lot	2 max.	

BUILDING ELEMENTS ALLOWED

- Awning/ Canopy
- Porch

HEIGHT AND MASSING

Principle Structure Height	Set by Classification Type	B
Accessory Structure Height	Set by Classification Type	
Building Width	Set by Classification Type	C
Ground Story Height	9 ft min	D

BUILDING SETBACKS

Principal Building	Set by Classification Type
Accessory Building	Set by Classification Type

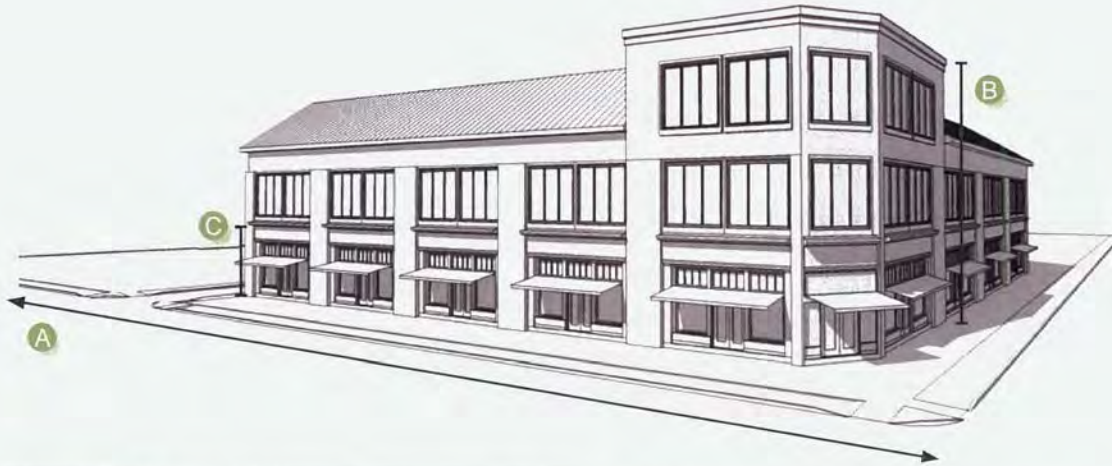
VEHICLE ACCESS AND PARKING

Parking Location	Set by Classification Type
------------------	----------------------------

ACTIVATION

Street Facing Entrance	Required	
Ground Story Transparency	50% min.	E

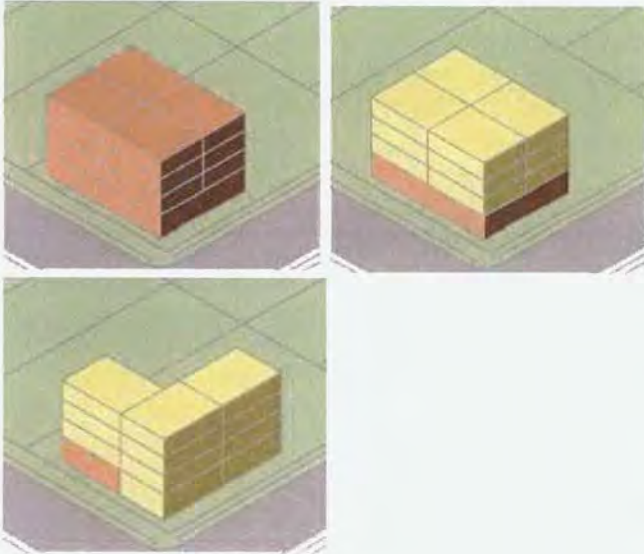
DIVISION 12: MIXED USE / PERIMETER BUILDING



GENERAL DESCRIPTION

A building type that typically accommodates ground floor retail, office or commercial uses with upper-story residential or office uses.

CONFIGURATION OPTION



LOT

Area Set by Classification Type

Width Set by Classification Type A

Mixed Use / Perimeter Buildings within the area highlighted on Exhibit "Multifamily Location Restriction" shall not have residential on the ground floor.

BUILDING ELEMENTS ALLOWED

Awning/ Canopy

Gallery

Balcony B

HEIGHT AND MASSING

Principle Structure Height Set by Classification Type

Accessory Structure Height Set by Classification Type

Ground Story Height 9 ft min

BUILDING SETBACKS

Principal Building Set by Classification Type

Accessory Building Set by Classification Type

VEHICLE ACCESS AND PARKING

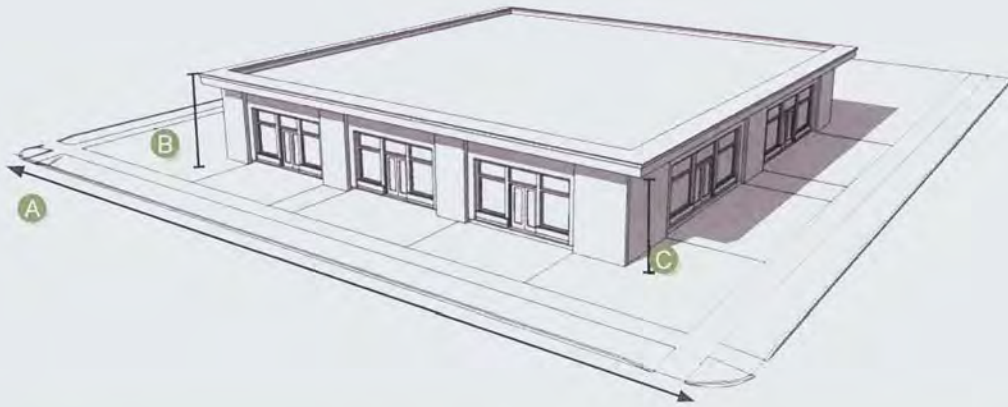
Parking Location Set by Classification Type C

ACTIVATION

Street Facing Entrance Required

Ground Story Transparency 70% for commercial;
30% for residential

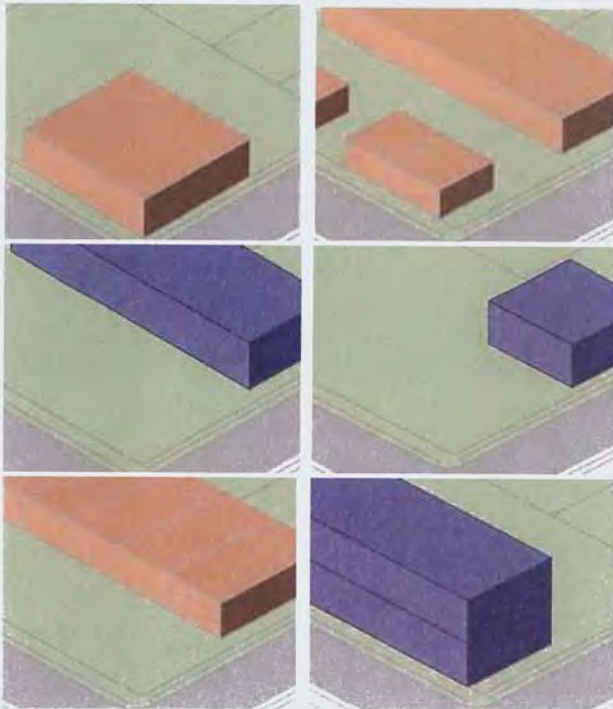
DIVISION 13: GENERAL COMMERCIAL / INDUSTRIAL



GENERAL DESCRIPTION

A building type that typically accommodates commercial, office or light industrial uses serving the surrounding community or region.

CONFIGURATION OPTIONS



LOT

Area	Set by Classification Type
Width	Set by Classification Type A

BUILDING ELEMENTS ALLOWED

Awning/ Canopy
Forecourt

HEIGHT AND MASSING

Principle Structure Height	Set by Classification Type B
Accessory Structure Height	Set by Classification Type
Ground Story Height	9 ft min C

BUILDING SETBACKS

Principal Building	Set by Classification Type
Accessory Building	Set by Classification Type

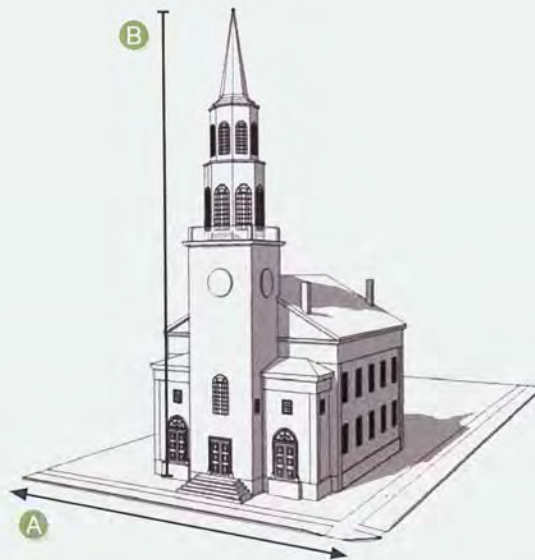
VEHICLE ACCESS AND PARKING

Parking Location	Set by Classification Type
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ACTIVATION

Durable Building Material	Set by Classification Type
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DIVISION 14: CIVIC



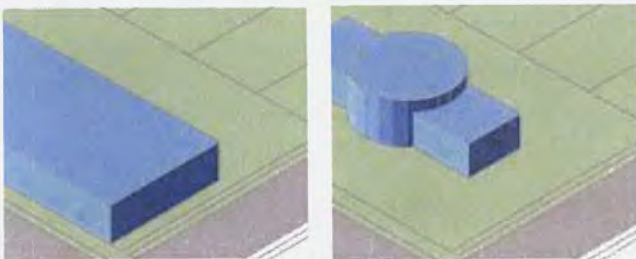
GENERAL DESCRIPTION

A building designed to stand apart from its surroundings due to the specialized nature of its public or quasi-public function for public assembly and activity. Examples include libraries, churches, courthouses, schools, centers of government, performing arts, and museums. They are often the most prominently sited and architecturally significant structures in a community.

USE STANDARDS

Only Public uses identified in the Land Development Code are allowed in a civic building type.

A. Configuration Options



LOT

Area	Set by Classification Type
Width	Set by Classification Type
Lot Coverage	Set by Classification Type

BUILDING ELEMENTS ALLOWED

Awning/ Canopy
 Gallery
 Forecourt
 Balcony
 Porch

HEIGHT AND MASSING

Principle Structure Height Set by Classification Type

BUILDING SETBACKS

Principal Building Set by Classification Type
 Accessory Building Set by Classification Type

VEHICLE ACCESS AND PARKING

Parking Location Set by Classification Type

ARTICLE 6: PLACEMENT AND DESIGN OF BUILDINGS

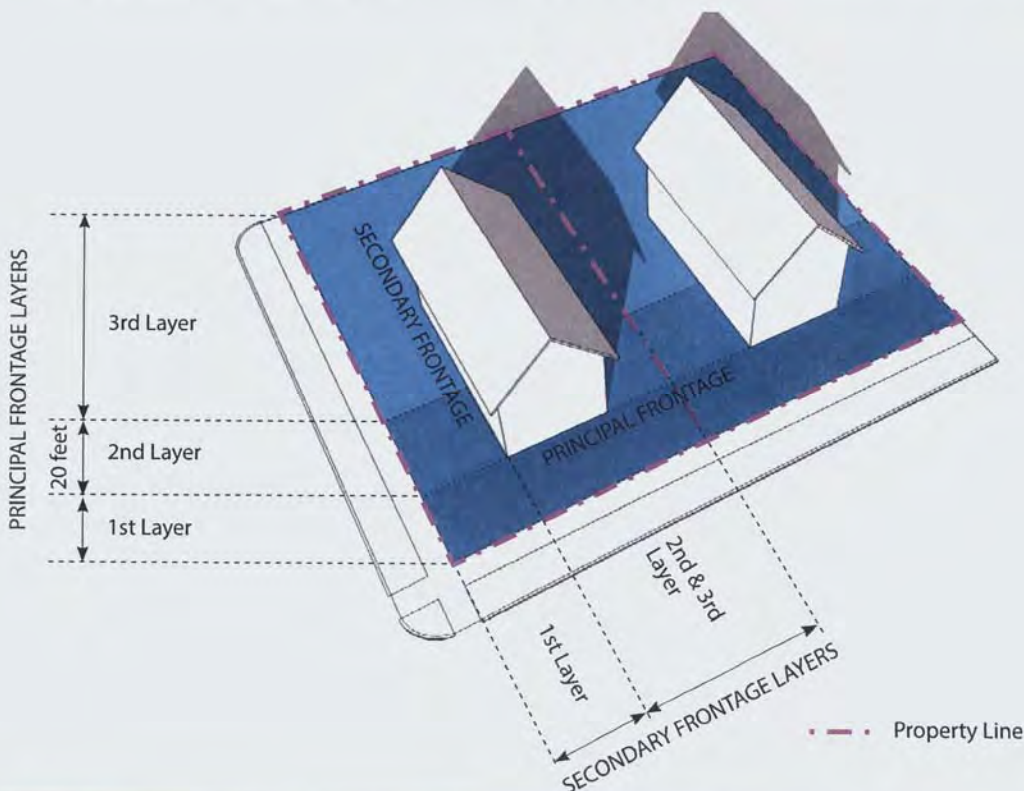
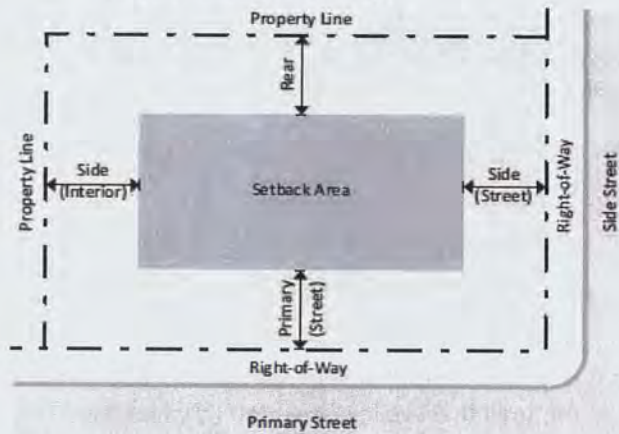
DIVISION 1: LOT LAYERS

There are three (3) layers to a lot - First layer, second layer and the third layer. Double frontage lots have two (2) sets of lot layers. The second and third lot layers are combined on corner lots.

- A. First Layer. The first layer extends from the front property line to the building frontage. Building frontage shall not include any Building Elements such as porch or stoop.
 1. For the purpose of locating parking, the First Layer shall apply to single family residential and all non-residential uses which have more than 90 feet of frontage on a publicly dedicated road. An applicant may request a variance from the City Council by submitting a written request justifying need for the variance to this provision.
- B. Second Layer. The second layer extends 20' back from the building frontage.
- C. Third Layer. The third layer extends from the second layer to the rear lot line. The second and third layer may be combined when there is a secondary frontage.

DIVISION 2: BUILDING SETBACKS

- A. Building Setbacks. There are four (4) types of setback - primary street setback, secondary street setback, side setback and rear setback. Double frontage lots are considered to have two (2) primary street setbacks.
 1. Primary and secondary street setbacks are measured perpendicular from the edge of the right-of-way.
 2. Side setbacks are measured perpendicular from the interior lot line.
 3. Rear setbacks are measured perpendicular from the rear lot line or where there is an alley, from the edge of the right-of-way.



B. A multiple street frontage lot must designate at least one primary street. A lot may have more than one primary street. The primary street will be determined based on the following criteria:

1. The street with the highest street classification;
2. The established orientation of the block;
3. The street abutting the longest face of the block;
4. The street parallel to an alley within the block; and
5. The street from which the lot takes its address.

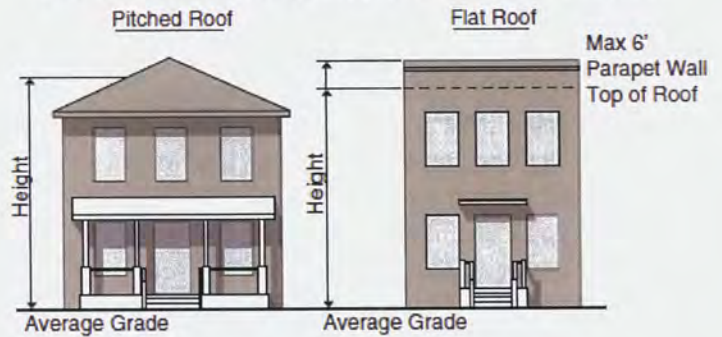
C. Setback Encroachments. All buildings and structures must be located at or behind required setbacks, except as listed below. Underground structures covered by the ground may encroach into a required setback.

1. Porches, stoops, balconies, galleries, awnings and steps.
2. Building eaves, roof overhangs and light shelves may extend up to three (3) feet into the required setback.
3. Bay windows, oriels, vestibules and similar features that are less than ten (10) feet wide may extend up to four (4) feet, provided that such extension is at least two (2) feet from the vertical plane of any lot line.
4. Chimneys may encroach up to four (4) feet, provided such extension is at least two (2) feet from the vertical plane of any lot line.
5. Uncovered fire escapes or stairways may extend into a required side or rear setback, provided that such extension is at least two (2) feet from the vertical plane of any lot line.
6. Uncovered and unenclosed patios or in-ground pools may extend into a required side or rear setback, provided that such extension is at least two (2) feet from the vertical plane of any lot line.
7. Cornices, belt courses, sills, buttresses or other similar architectural features may project up to one and one-half (1½) feet into the required setback. Handicap ramps may project to the extent necessary to perform their proper function.

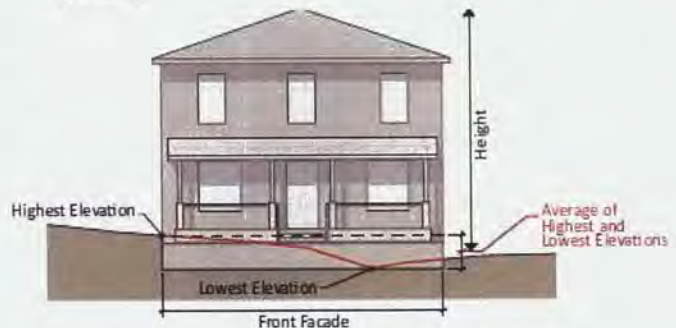
8. Rainwater collection systems or a mechanical equipment, such as HVAC units, small renewable energy systems, and security lighting, associated with residential uses may extend into a required rear or side setbacks.

DIVISION 3: BUILDING HEIGHT

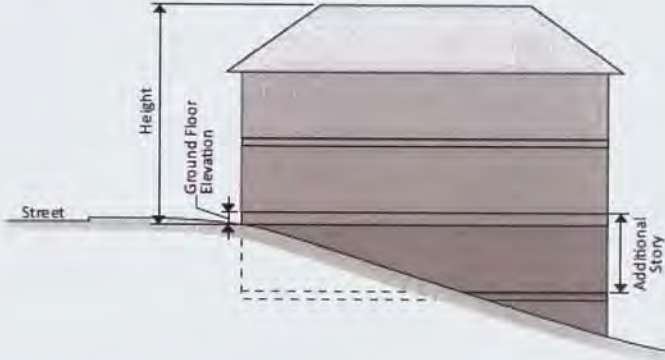
A. Building Height. Building height is regulated in both number of stories and feet and is measured from the average grade to the mean height level between the eaves and ridge of a gable, hip, mansard, or gambrel roof or to the highest point of roof surface of a flat roof.



B. Average grade is determined by calculating the average of the highest and lowest elevation along pre-development grade or improved grade (whichever is more restrictive) along the front of the building parallel to the primary street setback. Where mass-grading has been approved by the City, average grade shall be considered the improved grade following such mass grading.



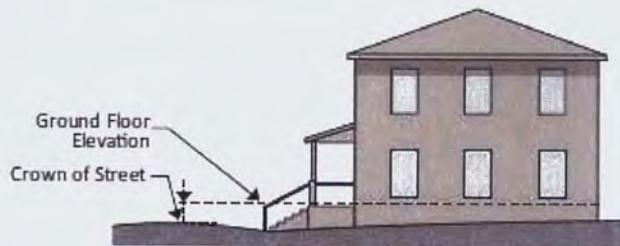
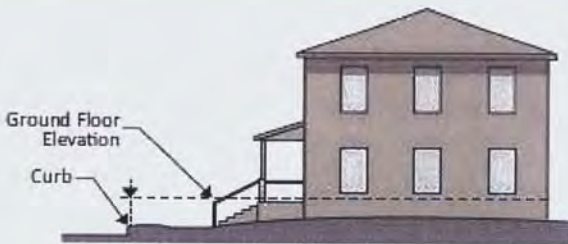
- C. Where a lot slopes downward from the front property line, 1 story that is additional to the specified maximum number of stories may be built on the lower portion of the lot.



1. Mezzanines extending beyond 33% of the floor area below shall be counted as an additional story.
2. A basement with 50% or more of its perimeter wall area (measured from (finished floor elevation) surrounded by finished grade is not considered a story.

DIVISION 4: GROUND FLOOR ELEVATION

- A. Ground floor elevation is measured from the average curb level of the adjoining street, or if no curb exists, the average level of the center crown of the street to the top of the finished ground floor.



DIVISION 5: VARIED UPPER FLOOR MASSING

- A. Applicability. The varied upper floor massing requirements apply to buildings in the CT-5 Classification Type that meet the following criteria:

1. The building is over five (5) stories in height; and
2. The building has a frontage greater than sixty (60) feet in width.

- B. General Standards. The varied upper floor massing requirements can be achieved through the selection of one of the following alternatives:

1. A minimum of forty (40%) percent of the building facade over five (5) stories in height shall be set back a minimum of twenty (20) feet from the front building wall.
2. A minimum of fifty (50%) percent of the building facade over five (5) stories in height shall be set back a minimum of fifteen (15) feet from the front building wall.



DIVISION 6: ACTIVATION

Activation standards are described here and are required based on the classification type associated with the property or designated building type.

A. Street Facing Entrance General Requirements

1. An entrance installed providing both ingress and egress, operable to residents or customers at all times, is required to meet the street facing entrance requirements. Additional entrances from another street, pedestrian area or internal parking area are permitted.
2. An angled entrance may be provided at either corner of a building along the street to meet the street-facing entrance requirements.

B. Ground Story Transparency General Requirements

1. The minimum percentage of windows and doors that must cover a ground story facade is measured between zero (0) and nine (9) feet above the adjacent sidewalk.
2. Windows shall not be made opaque by non-operable window treatments (for example curtains, blinds or shades within the conditioned space are considered operable).
3. Glass shall be considered transparent where it has a transparency higher than eighty (80%) percent and external reflectance of less than fifteen (15%) percent.

DIVISION 7: DURABLE BUILDING MATERIALS AREA

- A. Defined. Durable building material area means any portion of the exterior facade of any building that does not include windows, doors or other void areas.
- B. Applicability. Durable building material standards are applied by use.

Use	Primary Material	Secondary Material
Non-Residential*	80% min.	20% max.
Industrial**	70% min.	30% max.
Multifamily***	100%	N/a

*Includes Mixed-Use and Live/Work.

C. Classification of Materials.

1. Durable building materials are classified as primary materials, or secondary materials and include the following:
 - a. Primary materials include: brick, stone, stucco, rock, marble, granite, glass, and decorative concrete.
 - b. Industrially used buildings may include concrete tilt wall as a primary material. All other non-residential buildings may use concrete tilt wall as a primary material if 50% or more of all street facing facades are covered with a combination of masonry or glass.
 - c. Secondary materials include: wood, architectural metal, tile, glass block.
2. Cement fiber board and similar products may be used in the following locations: covered balconies, porches, and patios; fascia and soffits; interior portions of covered stairways and covered stair towers; breezeways, hallways, corridors and walkways which have a roof covering; and bay windows and box windows that protrude from an exterior wall past the edge of the foundation that do not have a brick ledge.

D. General Standards

1. Durable building material area standards apply to both ground and upper stories.
2. For industrially used buildings, durable building material area standards shall only apply to street facing facades.
3. Primary material changes must occur at inside corners or where they wrap around an outside corner a minimum of two (2) feet.



**For industrially used buildings over 200,000 sq. ft. Primary materials shall be 50% min.

***Governed by Ord. 2014-35 or successor ordinance(s)

ARTICLE 7: SITE DESIGN STANDARDS

DIVISION 1: MINIMUM PARKING REQUIREMENTS

USE	MINIMUM PARKING	BICYCLE PARKING
Residential		
Single-Family Detached or attached	2 spaces per dwelling unit	None
Accessory Dwelling Unit	1 space per dwelling	None
Multifamily	1.05 spaces per bedroom	1 space/ 20 units, minimum 4
Community Home	4 spaces	None
Residence halls, fraternity or sorority buildings	1.1 space per bedroom	1 space/ 10 bedrooms, min 4
Public and Institutional		
High Schools and Vocational Schools*	1 space per 3 students, faculty, and staff, based on maximum design capacity	3 spaces per classroom, min 4
All Other Schools*	1 space per classroom plus 1 for each 15 students	3 spaces per classroom, min 4
Day Care Center	1 space per 300 sf GFA	None
Libraries, laboratories, and student centers*	1 space per 300 sf GFA	1 space per 5,000 sf GFA, min 4
* Shall not apply to private schools which do not permit students to bring motor vehicles to the institution; however, the educational institution shall be required to provide adequate off-street parking for faculty, administrative personnel, and athletic events including visiting of parents or other personnel. Requirement will be calculated based on the ordinance requirements for the individual uses.		
Commercial		
Indoor Recreation	1 space per 200 sf GFA	1 space per 5,000 sf GFA, min 4
Theaters, auditoriums, churches, assembly halls, sports arena, stadiums	1 space per 4 seats of capacity in the main auditorium, sanctuary, or other area containing fixed seating	1 space per 500 seats, min 4
Conference center/convention center	1 space per 4 seats or 1 space per 100 sf GFA, based on maximum design capacity whichever is less.	None
Bowling alley	5 spaces per alley	1 space per 5 lanes
Professional office, and personal services	1 space per 300 sf GFA	1 space per 5,000 sf GFA, min 4
Retail and Medical Office	1 space per 250 sf GFA	1 space per 5,000 sf GFA, min 4
Mortuary or funeral home	1 space per 50 sf of floor space in slumber room parlors or individual funeral service rooms.	None
Restaurant/ Bar	1 per 100 sf GFA, or 1 space for each 4 seats, whichever is less. Where permanent outdoor seating areas including decks, patios, or other unenclosed spaces are provided, those areas shall be included in the calculation of gross floor area and total number of seats.	1 space per 5,000 sf GFA, min 4
Overnight Lodging	1 space per room or bedroom	None
Hospital	1 space per bed.	1 space per 50,000 sf GFA, min 4
Nursing/ Retirement Home	1 space per 2 beds.	None

USE	MINIMUM PARKING	BICYCLE PARKING
Heavy Commercial and Industrial		
Manufacturing	1 for each 1.5 employees in the maximum work shift.	None
Warehouse and Distribution	1 space for each 2,000 SF GFA excluding office space, which shall be determined in accordance with the requirements for office and professional uses as set forth in this table.	None
Vehicle sales or rental dealer	1 space per 3,000 sf of open sales lot and enclosed floor area devoted to the sale, display, or rental of motor vehicles, mobile homes, or trailers.	None
Vehicle repair facilities	1 space per 400 sf of floor area devoted to vehicle repair, excluding office space, which shall be determined in accordance with the requirements for office and professional uses as set forth in this table	None
Bus depot	1 space per 100 sf GFA	None
Lumberyard and building material sales and service facility	1 space per 300 sf GFA	None
Outdoor Recreation		
Outdoor Recreation, except as listed below	1 space per 300 sf GFA of indoor facilities, plus 1 space per 1,000 sf of outdoor use area	None
Sport fields, swimming pool, private parks and playgrounds	1 space per 100 sf GFA of indoor facilities plus 1 space per 4 persons design capacity of outdoor facilities, including both participants and spectators as applicable.	None
Golf Course	1 space per 300 sf GFA of indoor facilities, plus 4 spaces per hole	None
Driving/archery/shooting range	1 space per 200 sf GFA of indoor facilities, plus 1 space per tee or target	None
Rodeo, circus, auto/motorcycle racing	1 space per 3 spectator seats	None
Fairground, exhibition, carnival	1 space per 500 sf of outside site area, plus 1 space per 4 fixed spectator seats	None

DIVISION 2: ALTERNATE PARKING REQUIREMENTS

- A. An applicant may request shared parking to meet the minimum vehicle parking requirements for mixed use projects or for multiple uses that are located near one another and which have different peak parking demands or operating hours.

USE	M - F	M - F	M - F	SAT - SUN	SAT - SUN	SAT - SUN
	8AM TO 6PM	6PM TO 12AM	12AM TO 8AM	8AM TO 6PM	6PM TO 12AM	12AM TO 8AM
RESIDENTIAL	60%	100%	100%	80%	100%	100%
OFFICE	100%	20%	5%	5%	5%	5%
RETAIL	90%	80%	5%	100%	70%	5%
LODGING	70%	100%	100%	70%	100%	100%
RESTAURANT	70%	100%	100%	70%	100%	100%
MOVIE THEATER	40%	80%	10%	80%	100%	10%
ENTERTAINMENT	40%	100%	10%	80%	100%	50%
CONFERENCE	100%	100%	5%	100%	100%	5%
CIVIC (NON-CHURCH)	100%	20%	5%	100%	50%	5%
CIVIC (CHURCH)	20%	20%	5%	100%	50%	5%

DIVISION 3: PARKING ACCESS, LOCATION, AND DESIGN

A. Residential Driveways & Access

1. When an improved alley is provided, all vehicular access shall take place from the alley. Access may be taken from the side street on corner lots.
2. All lots 40 ft. or less in width are required to take vehicular access from an alley.
3. No residential lot may have more than two (2) driveways on the same street.
4. Non-alley loaded driveways may intersect a street no closer than 20 ft. from the intersection of two (2) street rights of way.
5. Driveways must be located a minimum of 5 ft. from the side lot line unless it is shared with an adjacent lot.
6. Parking and driveway areas shall not constitute more than 45% of the area between the front building line and the front property line.

B. Residential Surface Parking Requirements

1. **Parking in the First Layer.** Where parking is permitted in the first layer the following requirements must be met.
 - a. Parking in the first layer is allowed only on a hard-surfaced driveway constructed of concrete, asphalt, brick, pavers or other material approved by the Engineering Director.
 - b. Combined parking and driveway area cannot constitute more than 45% of the front or corner yard.
 - c. Any parking in the first layer must be a minimum of 20 feet deep so that parked cars do not encroach on the sidewalk.
2. **Tandem Parking.** Tandem parking is two parking spaces where the spaces are arranged one behind the other such that the space nearest the street serves as the only access to the other space.
 - a. Tandem parking is allowed for residential uses and the dimensions are measured from the property line.

- b. Two parking spaces in tandem must have a combined minimum dimension of 9 feet in width by 36 feet in length.
- c. Both parking spaces in tandem must be assigned to the same dwelling unit except for an accessory dwelling unit.

C. Multi-Family and Non-Residential

1. If on-site parking areas can be accessed from an improved dedicated alley, access from the alley is required and new curb cuts along the public right-of-way are not allowed.
2. Driveways accessing up to 80 ft. wide street rights-of-way must be spaced 200 feet apart centerline to centerline and driveways accessing more than an 80 ft. wide street right-of-way must be spaced 300 ft. apart.
3. A driveway serving any multifamily or non-residential use shall not be permitted to access neighborhood streets unless the proposed access point is greater than 300 ft. from the intersection of another neighborhood street.
4. All lots internal vehicular circulation areas shall be designed and installed to allow for cross access between abutting lots, except for:
 - a. Multifamily and industrially used lots do not require cross access.
 - b. Cross access may be waived by the Director of Planning and Development Services for office uses when a pedestrian passage is provided to connect abutting non-residential lots.
 - c. If an abutting owner refuses, in writing, to allow construction of the internal vehicular circulation on their property, a stub for future cross-access shall be provided as close as possible to the common property line.

DIVISION 4: PARKING LOT LANDSCAPING

- A. Applicability. Parking lot landscaping is required for all off street vehicle parking areas with more than 20 spaces. Multiple platted lots contained on a single site plan and any separate parking areas connected with drive aisles are considered a single parking area.
1. No parking space shall be located more than 60 feet from a landscaped area or island.
 2. Landscape islands shall be a minimum 10 feet wide and 18 feet deep and contain one shade tree of 2 inch caliper.
 3. Interior islands may be consolidated or intervals may be expanded in order to preserve existing trees with approval from the Director of Planning and Development Services.

2. Landscape Strip with Berm. A berm a minimum of 3 feet higher than the finished elevation of the parking area.



3. Landscape Strip with Wall. A minimum 4-foot wide landscape strip with a 3-foot high wall.



DIVISION 5: PARKING LOT SCREENING

- A. All off-street vehicle parking areas (of any size) abutting a public street (not including an alley) must be screened with an option specified below.
- B. A required landscape strip must be located at the outer perimeter of the parking area and must be provided along 75% of the parking area abutting the street, excluding breaks for pedestrians, bicycles and driveways.
1. Landscape Strip with Shrubs. A minimum 10-foot wide landscape strip planted with shrubs that will reach a mature height of 3-ft. covering 80% of the landscape strip.

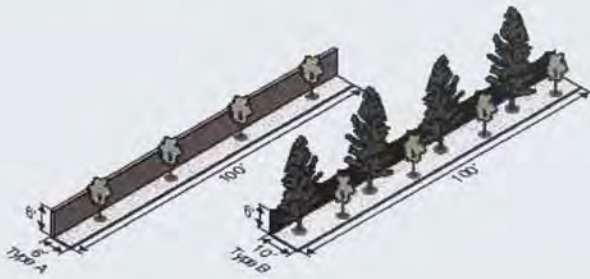
4. Landscape Strip with Grade Change. A 6-foot landscape strip with a minimum 3-foot grade drop from the public street to the parking area planted with a continuous row of shrubs.



DIVISION 6: TRANSITIONAL PROTECTIVE YARDS

A transitional protective yard is required to ensure adequate transition and compatibility between adjacent land uses. When Classification Types EC or CT-5 are directly adjacent to CT-4, a Type A or Type B yard shall be selected and constructed as a transition.

- A. Transitional protective yards shall be installed at the time of development of non-single-family uses.
- B. The tables below prescribe the minimum width, screening, and landscaping requirements for each protective yard type.

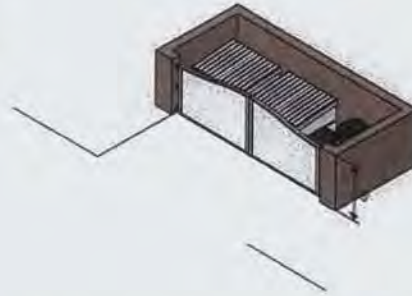


	Type A	Type B
Depth (min)	6 ft.	10 ft.
Fence Height (min)	Not Allowed	6 ft.
Wall Height (min)	6 ft.	Not Required
Shade Trees (min per 100 ft.)	--	3*
Understory Trees (min per 100 ft.)	4	3*
Shrubs (min per 100 ft.)	--	--
*Trees should be evenly spaced and shall not be clustered		

DIVISION 7: SCREENING

A. The following standards shall apply when services are visible from PID funded streets or streets required on the thoroughfare plan.

1. Trash and recycling collection and other similar service areas must be screened on 3 sides and enclosed with a solid gate and no portion of any dumpster shall be visible above the required screening.



2. Roof mounted utilities and mechanical equipment must be screened with an architectural building element.
3. Ground level utilities and mechanical equipment must be screened, if visible from a public street and every attempt should be made to locate these services at the rear of the building.

DIVISION 8: UTILITIES

- A. The City may require the dedication of easements to accommodate utilities and future maintenance of such facilities.
- B. Perpetual maintenance of any landscaped or drainage area in a form approved by the City is required to be memorialized on the subdivision plat.
- C. Water and Wastewater Infrastructure. The PID agreement specifies the location and design of PID funded water and wastewater infrastructure. It is understood that additional infrastructure will be required within the project as it develops over time. PID funded water and wastewater infrastructure must comply with the provision of that document. All other water and wastewater infrastructure shall be subject to the review and approval of the Engineering Director.
- D. Electric Service. It is understood and acknowledged that the Project will be served by Pedernales Electric Cooperative electric service provider. The PID document was silent on the installation of electric service and as such, the following shall apply regardless of the service provider or location.
1. All mainlines shall be located underground along PID Road C. All mainlines shall be located underground along PID Road A from IH 35 to the LCRA easement.
 2. Individual service to properties shall be located underground for the entire development.
 3. It is the responsibility of the developer to fund construction of necessary improvements, ensure and provide proof of adequate electric service, extend all necessary infrastructure to connect to existing facilities, and comply with requirements of all service providers.
- E. Stormwater Collection and Drainage Conveyance Systems. The PID document was silent on the issue of stormwater collection and drainage conveyance and as such, the following shall apply regardless of location of the facilities.
1. Along PID Road C, roadside ditches will not be permitted and drainage will be conveyed by a system of storm sewer and inlets. The drainage system will be sized to accommodate water runoff from PID Road C and for the undeveloped conditions of the acreage of Tracts 1 and 2 adjoining and draining toward this road. For Tracts 1 and 2 ditches to convey additional stormwater may run through the tracts, but not adjacent to a roadway are allowed.
 2. Along PID Roads B, roadside ditches will be permitted. The ditches will be designed to accommodate stormwater runoff from PID Road B and the undeveloped conditions of the acreage of Tracts 3 and 7 adjoining and draining toward this road.
 3. Along PID Road A, from IH-35 to the eastern boundary of Tract 4 (the ridge line), roadside ditches will not be allowed and drainage will be conveyed by a system of storm sewer and inlets. The drainage system will be sized to accommodate water runoff from PID Road A and the undeveloped conditions of Tracts 3 and 4 adjoining and draining toward this road.
 4. Along PID Road A, east of the eastern boundary of Tract 4 (the ridge line) to PID Road B, roadside ditches will be permitted. The ditches will be designed to accommodate stormwater runoff from the undeveloped conditions of Tract 3 adjoining and draining toward this road.
 5. Along PID Road A, from PID Road B to Harris Hill Road, drainage will be conveyed by a system of storm sewer and inlets. The drainage system will be sized to accommodate water runoff from PID Road A and the developed conditions of Tract 6. A roadside ditch, if necessary will be permitted on the north side of PID Road A, adjacent to Tract 7. The ditch will be designed to accommodate water runoff from the undeveloped conditions of Tract 7 adjoining and draining to this road.
 6. Within four hundred (400) feet of IH-35 or any PID Road, detention facilities or portions of detention facilities shall be designed using elements from the Stormwater Technical Manual, Appendix N - Aesthetically Enhanced Detention and Water Quality Basins.
 7. The developer understands that there will be a requirement and need for additional detention for Tracts 1, 2, 3, 4, and 7.
 8. It will be the Developer or its Successor in Title's responsibility to maintain all roadside ditches and the Developer warrants to the City that the maintenance responsibility will be memorialized

in a document recorded with the County. The Developer or its Successor will have the option to construct a system of storm sewer and inlets in lieu of roadside ditches at the time of development.

9. It is the responsibility of the developer to fund construction of necessary improvements, ensure and provide proof of adequate collection and conveyance, extend or increase in size all necessary infrastructure to connect to existing facilities, and comply with the highest standards established by the City.
10. The system shall be designed in compliance with City code and the City's Storm Water Technical Manual.

ARTICLE 8: NEW STREETS

DIVISION 1: GENERAL PROVISIONS

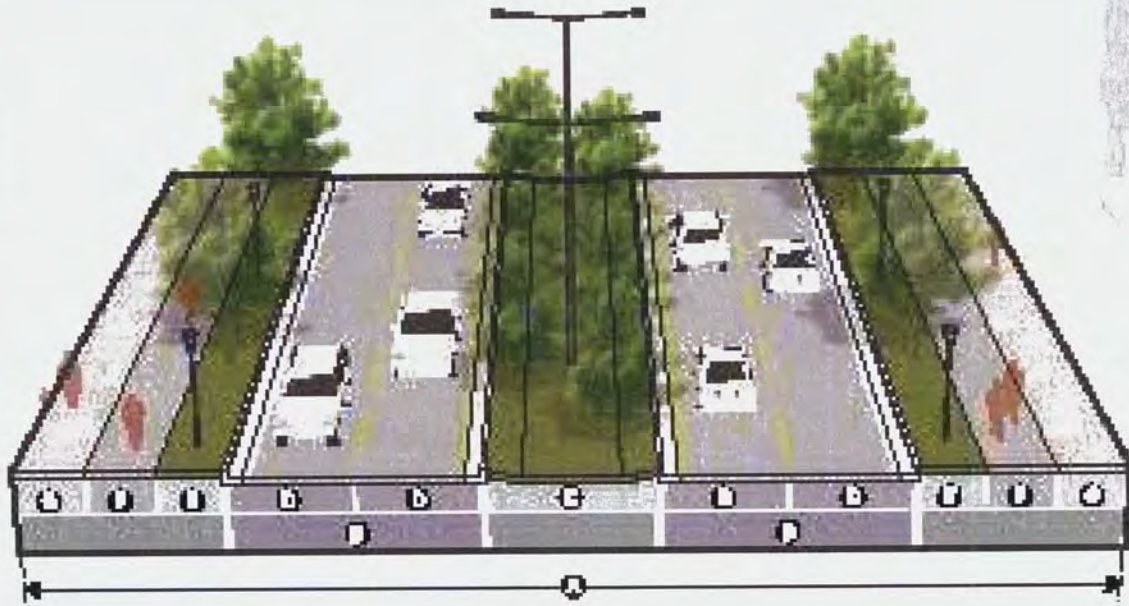
- A. The PID agreement specifies the location and design of PID Funded streets. It is understood that additional streets will be required within the Project as it develops over time. PID Funded streets must comply with the provision of that document. All other streets must comply with the standards of this Article.
- B. Alternate cross sections may be selected from the City's Transportation Master Plan or be proposed by the developer, with approval by the Engineering Director. Any proposed cross sections must meet the intent of the required cross section and comply with the City's desire to encourage connectivity and alternate modes of transportation.

DIVISION 2: STREET TYPES

- A. Conventional Corridors
 1. Boulevard
 2. Avenue (with Center Turn Lane)
 3. Industrial Street
- B. Mixed Use Corridors
 1. Multi-Way Boulevard
 2. Avenue
 3. Street
- C. Neighborhood Streets
 1. Neighborhood Yield Street
 2. Neighborhood Street Limited Parking
- D. Accessways and Alleyways
 1. Rural / Park Road
 2. Shared Street
 3. Pedestrian Passage
 4. Internal Drive
 5. Rear Alley / Lane
 6. Multi-Use Greenway

Conventional Corridors

Boulevard



Description

A moderate volume auto-centric corridor appropriate for local transportation connections. Typically associated with medium building setbacks and higher intensity development.

General

Right of Way	110' min	A
Walkway	Sidewalk	
Bikeway	Cycle Track	
Parking	N/A	
Planting	Tree Lawn	

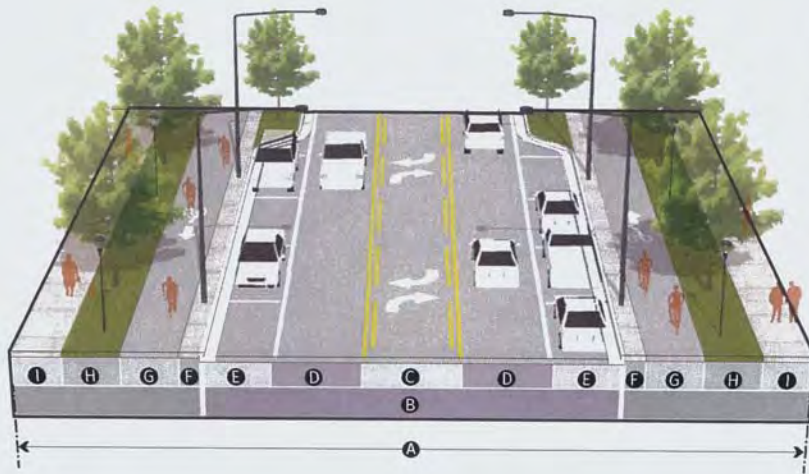
Travelway

Pavement Width	25' max	B
Median	18' min (Planted)	C
Travel Lane	12.5' max	D

Streetscape

Planter	7' min	E
Tree Spacing	50' o.c. avg	
Cycle Track	7' min	F
Sidewalk	7' min	G

Avenue (with Center Turn Lane)



Description

A moderate volume auto-centric corridor appropriate for areas with high turning volumes and open driveway access. Typically associated with large building setbacks and parking lots

General

Right of Way	100' min	A
Walkway	Sidewalk	
Bikeway	Cycle Track	
Parking	Parallel	
Planting	Tree Lawn	

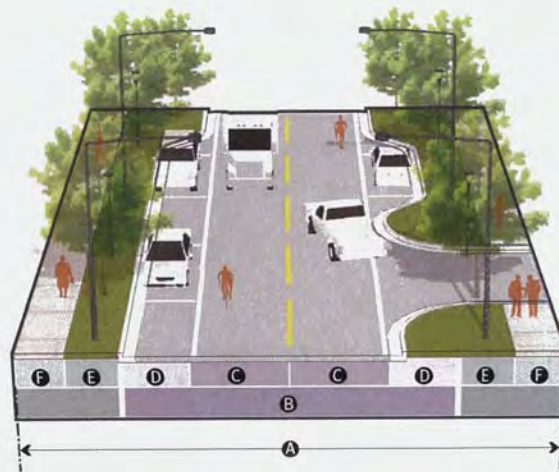
Travelway

Pavement Width	50' max	B
Turn Lane	12' max	C
Travel Lane	11' max	D
Parking Lane	2 @ 8' max	E

Streetscape

Parking Strip	3' min	F
Cycle Track	7' min	G
Planter	7' min	H
Tree Spacing	50' o.c. avg	
Sidewalk	7' min	I

Industrial Street



Description

A moderate volume auto-centric corridor appropriate for areas with high turning volumes and open driveway access. Typically associated with large building setbacks and parking lots

General

Right of Way	70' min	A
Walkway	Sidewalk	
Bikeway	Shared Travel Lane	
Parking	Parallel	
Planting	Tree Lawn	

Travelway

Pavement Width	40' max	B
Travel Lane	12' max	C
Parking Lane	2 @ 8' max	D

Streetscape

Planter	7' min	E
Tree Spacing	50' o.c. avg	
Sidewalk	6' min	F

Mixed Use Corridors

Multi-Way Boulevard



Description

A moderate volume walkable corridor with a mixture of uses. Typically contains 2-5 story buildings and provides parking necessary for commercial ground floor uses.

General

Right of Way	177' min	A
Walkway	Sidewalk	
Bikeway	Shared Access Lane	
Parking	Angled	
Planting	Tree Grate / Tree Lawn	

Travelway

Pavement Width	66' max	B
Median	17' min (Planted)	C
Travel Lane	12' max	D

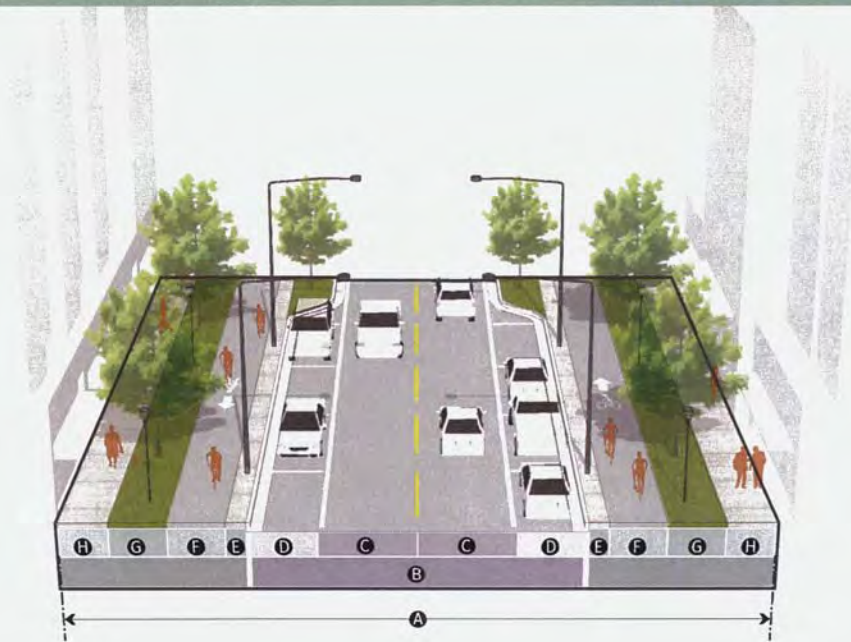
Accessway

Median	7' min (Planted)	E
Access Lane	11'	F
Parking Lanes	20'	G

Streetscape

Planter	4' and 7' min	H
Tree Spacing	50' o.c. avg	
Sidewalk	10' min	I

Avenue



Description

Moderate to low traffic volume walkable corridor characterized by a mixture of uses primarily 2- 5 story with ground floor commercial with limited or rear access.

General

Right of Way	90' min	A
Walkway	Sidewalk	
Bikeway	Cycle Track	
Parking	Parallel	
Planting	Tree Lawn	

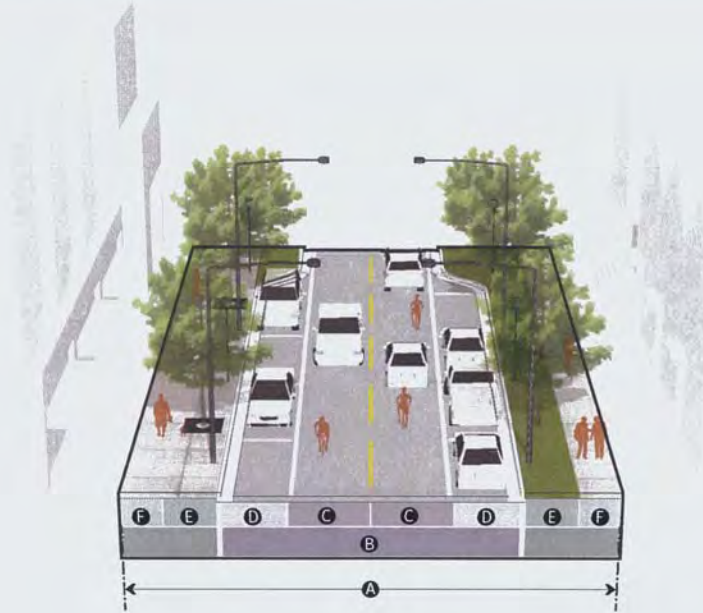
Travelway

Pavement Width	40' max	B
Travel Lane	12' max	C
Parking Lane	2 @ 8' max	D

Streetscape

Parking Strip	3' min	E
Cycle Track	7' min	F
Planter	7' min	G
Tree Spacing	35' o.c. avg	
Sidewalk	8' min	H

Street



Description

A Low traffic volume street. Characterized by 2-3 story mixed use buildings. Typically used as a mid block crossing or block extension.

General

Right of Way	60' min	A
Walkway	Sidewalk	
Bikeway	Shared Travel Lane	
Parking	Parallel	
Planting	Tree Lawn	

Travelway

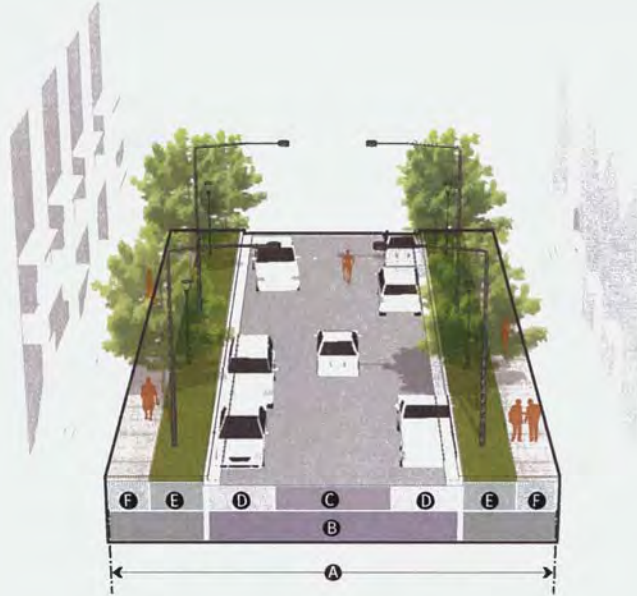
Pavement Width	36' max	B
Travel Lane	10' max	C
Parking Lane	2 @ 8' max	D

Streetscape

Planter	7' min	G
Tree Spacing	50' o.c. avg	
Sidewalk	5' min	H

Neighborhood Streets

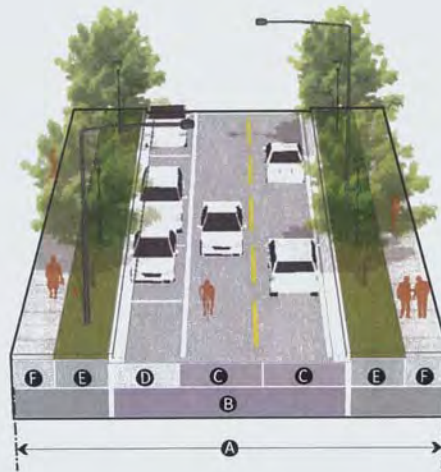
Neighborhood Yield Street



Description		
A moderate to low traffic volume street characterized by residential housing. Limited access or alleys.		
General		
Right of Way	52' min	A
Walkway	Sidewalk	
Bikeway	Shared Travel Lane	
Parking	Parallel	
Planting	Tree Lawn	

Travelway		
Pavement Width	30' max	B
Yield Lane	14' max	C
Parking Lane	2 @ 8' max	D
Streetscape		
Planter	7' min	E
Tree Spacing	50' o.c. avg	
Sidewalk	4' min	F

Neighborhood Street; Limited Parking



Description

A moderate to low traffic volume street characterized by low density residential housing.

General

Right of Way	50' min	(A)
Walkway	Sidewalk	
Bikeway	Shared Travel Lane	
Parking	Parallel	
Planting	Tree Lawn	

Travelway

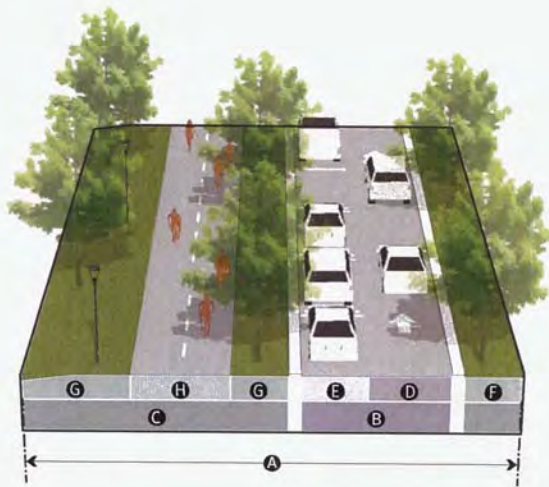
Pavement Width	28' max	(B)
Travel Lane	10' max	(C)
Parking Lane	1 @ 8' max	(D)

Streetscape

Planter	7' min	(E)
Tree Spacing	50' o.c. avg	
Sidewalk	4' min	(F)

Accessways and Alleyways

Rural/ Park Road



Description

A moderate to low traffic volume street characterized by low density residential housing.

General

Right of Way	32' min	A
Walkway	Multi-Use Path	
Bikeway	Multi-Use Path	
Parking	Parallel (one side)	
Planting	Tree Lawn	

Travelway

Pavement Width	18' max	B
Travel Lane	10' max	C
Parking Lane	1 lane with 1-way traffic	D

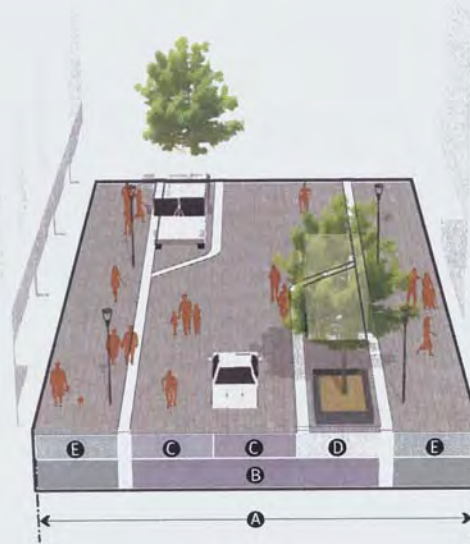
Streetscape

Planter	7' min	E
Tree Spacing	50' o.c. avg	

Greenway, when applicable

Greenway Width	32' min	F
Greenway Shoulder	7' min	G
Multi-Use Path	12' min	H

Shared Street



Description

Very low traffic volume street used as a mid-block crossing in certain circumstances where the block length may be extended and characterized by 1-3 story mixed use buildings.

General

Public Access Easement or Right of Way	30' min	A
Walkway	Shared Right of Way	
Bikeway	Shared Right of Way	
Parking	Parallel (alternating)	
Planting	Planters (alternating)	

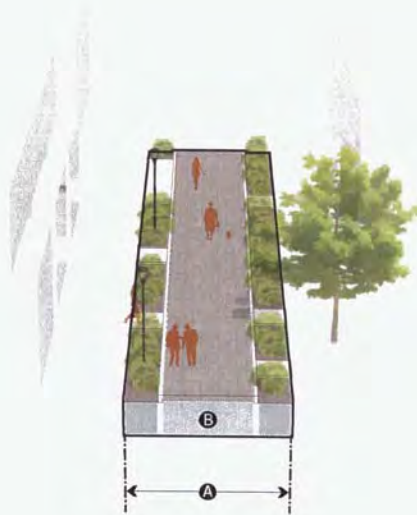
Travelway

Pavement Width	30' max	B
Travel Lane	12' max	C
Parking Lane	8' max	D

Streetscape

Sidewalk	10' min	E
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Pedestrian Passage



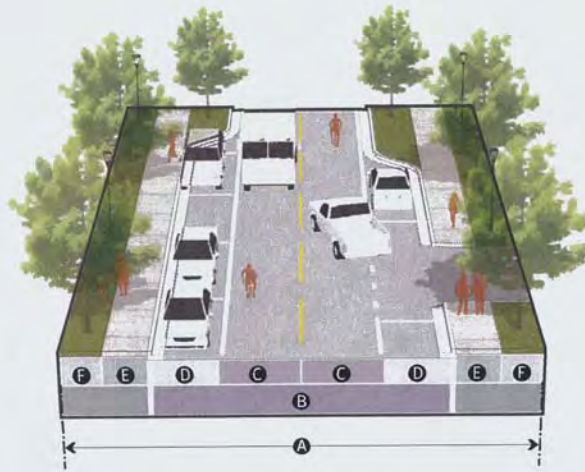
Description

Pedestrian traffic only. May be used as a mid-block crossing in certain circumstances where the block length may be extended and characterized by 1-3 story mixed use buildings.

General

Public Access Easement	20' min	A
Walkway	Sidewalk	
Bikeway	N/A	
Parking	N/A	
Planting	N/A	
Sidewalk	10' min	B

Internal Drives



Description

Intended for use within a larger employment center or regional commercial development to provide for better circulation and pedestrian facilities.

General

Public Access Easement	36' min	A
Walkway	Sidewalk	
Bikeway	Shared Travel Lane	
Parking	Parallel	
Planting	Tree Lawn	

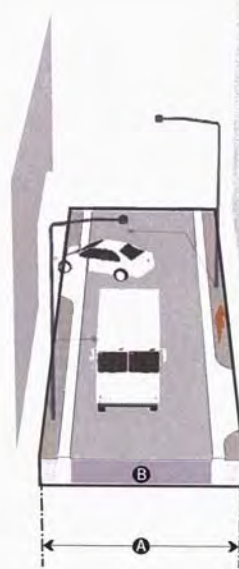
Travelway

Pavement Width	36' max	B
Travel Lane	10' max	C
Parking Lane	8' max	D

Streetscape

Sidewalk	6' min	E
Planter	5' min	F
Tree Spacing	50' o.c. avg	

Rear Alley and Lane



Description

Provides rear access for vehicle and service access in residential areas.

General	Residential	
Right of Way	20' min	A
Walkway	Shared Alley	
Bikeway	Shared Alley	
Parking	N/A	
Planting	N/A	
Pavement Width	16' min	B

Description

Provides rear access for vehicle and service access in commercial areas.

General	Commercial	
Right of Way	24' min	A
Walkway	Shared Alley	
Bikeway	Shared Alley	
Parking	N/A	
Planting	N/A	
Pavement Width	20' min	B

ARTICLE 9: PARKS AND OPEN SPACE

DIVISION 1: IN GENERAL

- A. The calculation of required parkland is calculated based on the number of units added through approval of a subdivision or site plan and is calculated according to the table and formula below:

CALCULATION OF POPULATION

Development Type	Population
Single Family Detached, Attached, Duplex, or Manufactured Home	2.7 persons per unit
Multi-Family	2.1 persons per unit
Purpose Built Student Housing	1 person per bedroom or 2.1 persons per unit whichever is greater

CALCULATION OF ACREAGE

$$5.7 \text{ ACRES} * (\text{POPULATION} / 1,000)$$

- B. All required open space and parkland shall be improved at the owner's expense and maintained by a Home-owner's Association or multifamily property manager.
- C. Any parkland which is proposed for dedication to and / or maintained by the City must first be approved by the City's Parks Board.
- D. All open space and parkland shall be easily accessible for the public and open to public view.

GREENWAY



Specifications

Size	Minimum width 200' on average
Ownership and Management	City, HOA, Land Conservancy or Land Trust
Character	Passive or Active

Typical Facilities

- Passive and active recreation
- Playgrounds and play structures
- Accessory structures
- Community gardens
- Multi-use paths
- Seating and signage

Parking

No on-site parking is required.

COMMUNITY PARK



Specifications

Size	10 acres min.
Ownership and Management	City or HOA
Character	Active

Typical Facilities

- Civic buildings
- Accessory structures
- Water features
- Athletic fields
- Specialized amenities
- Seating and signage

Parking

On-site parking is required based on the facilities provided. On street parking adjacent to the parkland lot may be counted.

OPEN SPACE



Specifications

Size	10 acres min.
Ownership and Management	City, HOA, Land Conservancy or Land Trust
Character	Passive

Typical Facilities

- Passive recreation
- Accessory structures
- Paths and trails
- Seating and signage

Parking

No on-site parking is required.

GENERAL NEIGHBORHOOD PARK



Specifications

Size	No min.	No max.
Ownership and Management	City or HOA	
Character	Passive or Active	

Typical Facilities

- Passive recreation & Paths
- Water features & Running Water
- Play structures
- Civic buildings
- Accessory structures
- Athletic fields and courts
- Garden plots
- Seating and signage

Parking

On-site parking is required based on the facilities provided. On street parking adjacent to the parkland lot may be counted.

POCKET PARK



Specifications

Size	No min.	No max.
Ownership and Management	HOA	
Character	Passive or Active	

Typical Facilities

- Passive recreation
- Accessory structures
- Athletic fields and courts
- Running water
- Seating and signage
- Paths
- Water features
- Play structures
- Civic buildings

Parking

On-site parking is required based on the facilities provided. On street parking adjacent to the parkland lot may be counted.

PLAYGROUND



Specifications

Size	No min.	No max.
Ownership and Management	City or HOA	
Character	Active	

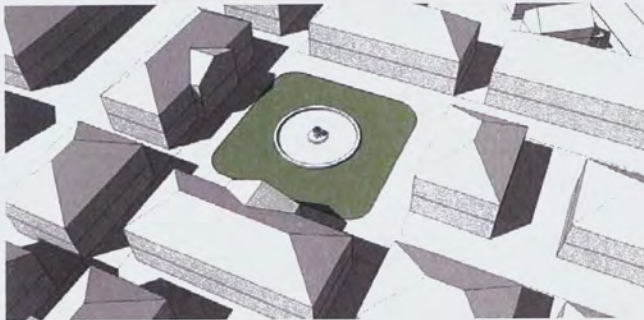
Typical Facilities

- Play structures
- Shade structures
- Running water
- Seating and signage

Parking

No on-site parking is required.

PLAZAS



Specifications

Size	No min.	No max.
Ownership and Management	City or HOA;	
Character	Active	

Typical Facilities

- Water features
- Public art
- Accessory structures
- Seating and signage
- Hardscaping
- Water features
- Civic buildings

Parking

No on-site parking is required.

COMMUNITY GARDEN



Specifications

Size	No min.	No max.
Ownership and Management	HOA	
Character	Active	

Typical Facilities

- Active recreation
- Accessory structures
- Garden plots
- Running water

Parking

No on-site parking is required.

ARTICLE 10: SIGNS

DIVISION 1: GENERAL STANDARDS

- A. Electronic and flashing signage shall be prohibited.
- B. Signage shall be externally illuminated, except as follows:
 - 1. Signage within the shop-front glazing may be neon or LED lit.
 - 2. Tube Lighting. Neon or LED tube lighting where tubes are bent to form letters, skeleton tubing, outline lighting, border tubing, symbols or other art forms.
 - 3. Halo Lighting. Lighting where the source of the illumination is reflected by a solid panel at the front of the sign illuminating the surface behind the letters, symbol or other art forms. Typically used with reverse channel letters.
 - 4. Direct Illumination. A method of sign illumination using individual bulbs or other lighting elements to form the alphabetic or numeric characters or graphic elements of the sign. Light from the bulbs does not shine through a translucent material.
 - 5. Internally illuminated channel letters.
- C. The developer is encouraged to create a master sign package for portions of the Project with multiple lots / multiple users. If a master sign package is submitted, the Planning Director may grant administrative adjustments to this section. Ten percent (10%) adjustments may be granted for sign area and distance between signs. Sign height variances must follow the standard process for consideration by the Zoning Board of Adjustments.
- D. All signs shall comply with the following standards:

AWNING OR CANOPY SIGN



Description

An awning that contains a retail tenant sign. This sign type is a traditional shopfront fitting and can be used to keep shopfront interiors shaded and cooled, and provide temporary cover for pedestrians.

Dimensions	CT-4	CT-5, EC
Quantity (max)	1 per business	1 per business
Height (max)	2 ft	3 ft
Length (max)	15 ft	25 ft.
Requirements General to All	The sign may be placed on either the vertical valance flap, the top, the sloped portion, or on a side panel of the awning or canopy.	

WALL SIGN



Description

A sign that is flat against the facade consisting of individual cut letters applied directly to the building, or painted directly on the surface of the building. Wall signs are located within a single external sign band typically applied to the first story facade of each building.

Dimensions

CT-4

CT-5, EC

Height

2 ft.

3 ft.

Requirements General to All Zones

Wall signs shall be located within a single external sign band typically applied to the first story facade of each building. Sign band location should be placed where the architectural features suggest the best placement for signage.

Wall signs should be attached flat to the wall. Three-dimensional signage is permitted, but shall not extend more than 12" beyond the face of the wall.

BLADE/ HANGING SIGN



Description

A sign mounted perpendicular to a building facade wall, projecting at a 90-degree angle, or hanging from an awning or gallery. These signs are small, pedestrian-scaled, and easily read from both sides while walking down the sidewalk.

Dimensions All Classification Types

Quantity (max) 1 per business per facade

Area 6 sf max

Clearance min 8 ft clear above the sidewalk

Requirements General to All Each blade/ hanging sign can be located no closer than 18 ft from another blade/ hanging sign

DIRECTORY SIGN



Description

A sign that displays the tenant name and location for a building containing multiple tenants.

Dimensions

All Classification Types

Quantity (max)

1 at each street-level entrance to upper-floor businesses and on Facades facing entrances to alleys, rear lanes and parking lots

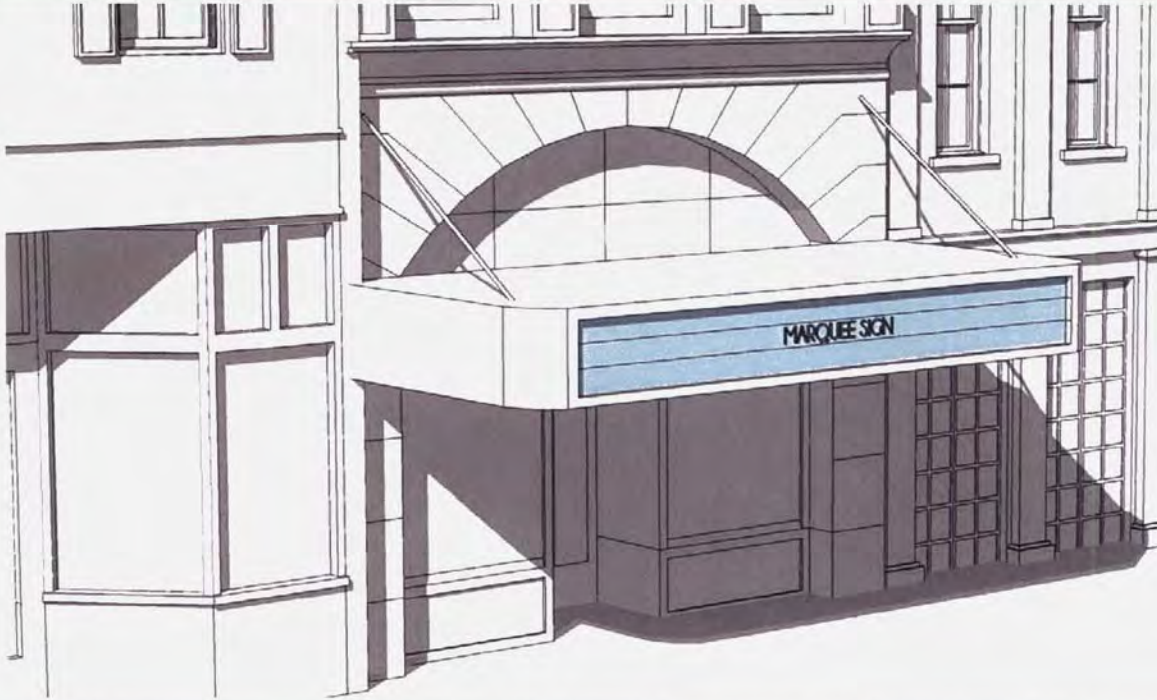
Area

10 sf max.

Height

4 ft max.

MARQUEE SIGN

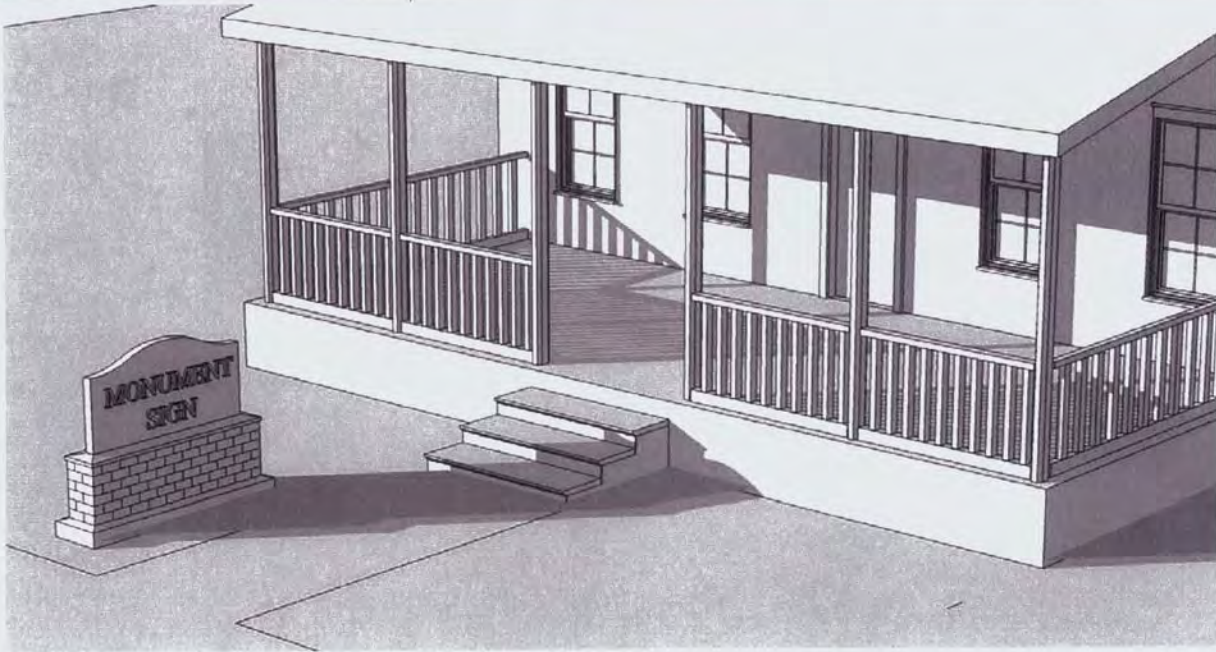


Description

A vertical sign that is located either along the building facade where it projects perpendicular to the facade; or at the corner of the building where it projects at a 45 degree angle. Marquee signs are a structural feature of a building that provides both cover to pedestrians and sign space. These signs may extend beyond the parapet of the building where it projects at a 45 degree angle, but may also terminate below the cornice or eave. Marquee signs often have channel lettering integrated on top of an awning and are used in conjunction with removable or painted lettering.

Dimensions	CT-4	CT-5, EC
Quantity (max)	Not Permitted	1 per Principal Frontage
Width / Height	--	max 20 ft max./ max 6 ft.
Depth / Projection	--	min 4 ft / max 10 ft
Clearance	--	min 10 ft clear above the sidewalk

MONUMENT SIGN



Description

A sign that is erected on a solid base directly on the ground, and that is itself constructed of a solid material. A monument sign may be used for multiple tenants

Dimensions	CT4	CT5, EC
Quantity (max)	1 per Subdivision Entrance	1 per lot if the location standards below are met
Area	40 sq. ft.	60 sq. ft.
Height (max)	4 ft.	10 ft.

Requirements General to All: All monument signs shall be located within the 1st Lot Layer.

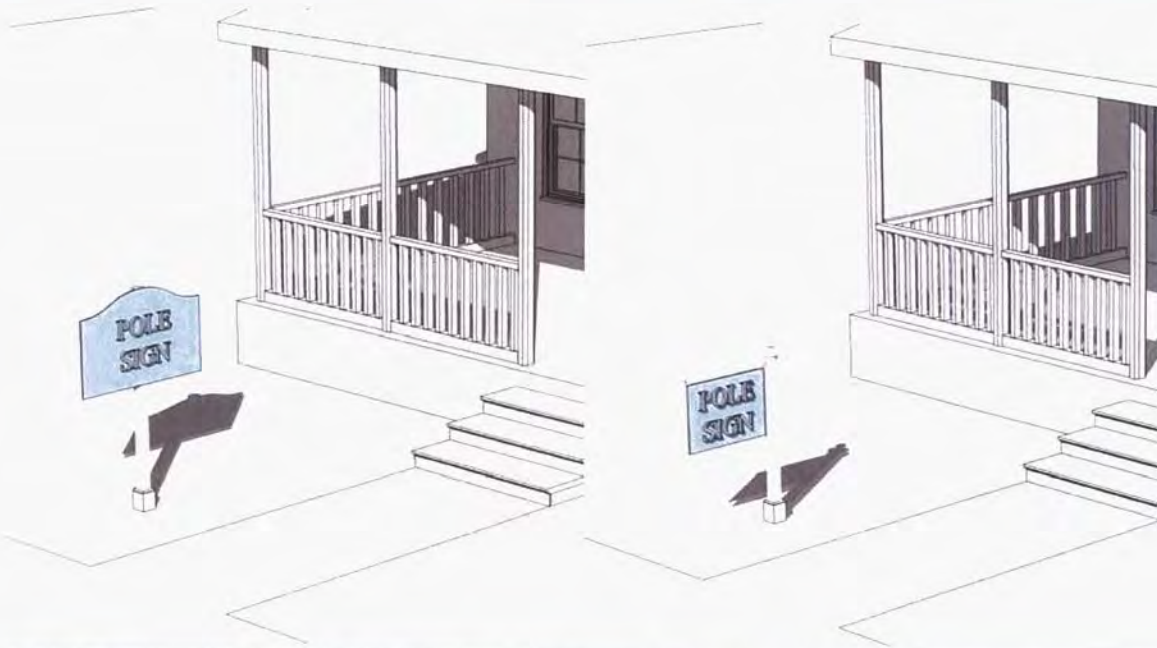
All monument signs which incorporate a supporting base must have a base that is at least 75 percent of the width of the Sign face at its widest point. The supporting base shall be Constructed of brick, stone, masonry or scored concrete.

A Monument sign is not allowed if there is a pole sign on the lot.

A monument sign may be no closer than 400 ft. from any monument or pole sign

Directional signs (pole or monument) are permitted, up to 15 sq. ft.

POLE SIGN



Description

A freestanding sign with one or more poles supporting the signage

Dimensions	CT-4	CT5 & EC adjacent to IH 35	CT5 & EC adjacent to PID Roads
Quantity (max)	Not Permitted	1 per street frontage	1 per street frontage
Area (max)	--	260 sq. ft.	100 sq. ft.
Height (max)	--	42.5 ft.	25 ft.

Requirements General to All Zones:

Pole Signs are only permitted along IH-35 and PID Roads

All pole signs shall be located within the 1st Lot Layer.

A pole Sign is not allowed if there is a monument Sign on the Lot.

A pole sign may be no closer than 800 ft from another pole sign regardless of location on a separate lot

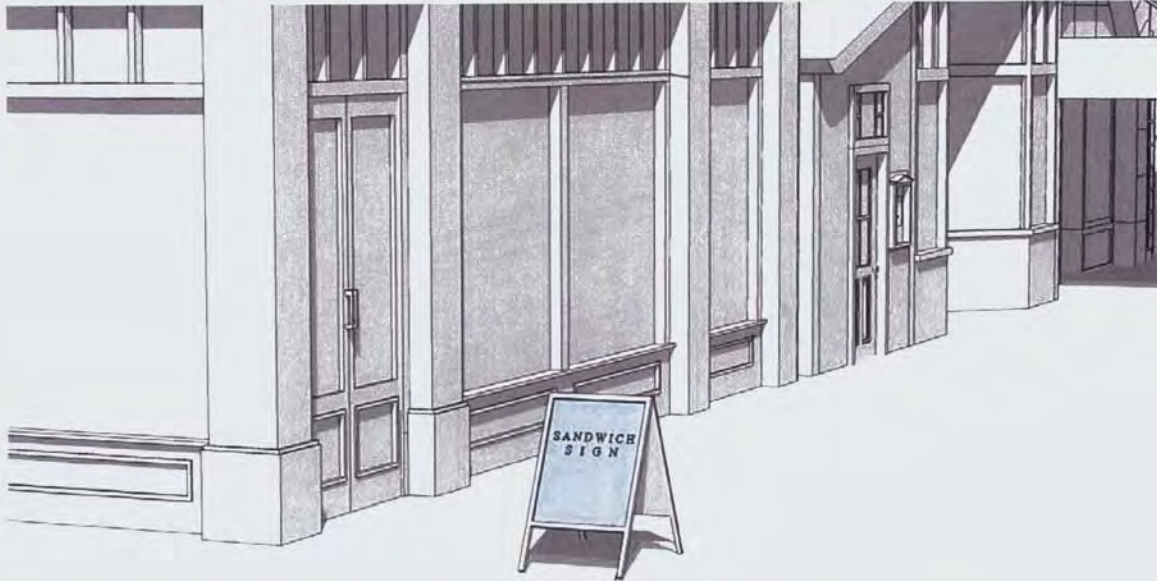
A pole sign may be no closer than 400 ft. from any monument sign regardless of location on a separate lot

At which time any portion of Yarrington Road is designated FM 110, a divided state highway, the standards for properties adjacent to IH 35 shall apply.

Pole supports for pole signs shall be wrapped in a masonry material up to the base of the lowest sign

Directional signs (pole or monument) are permitted, up to 15 sq. ft.

SANDWICH BOARD



Description

A sign that provides secondary signage and may be used to announce daily specials, sales, or point to shops located off the sidewalk. They may be painted wood panels or cut wood shapes. Traditional slate boards are highly recommended.

Dimensions All Classification Types

Quantity (max) 1 per business

Area 12 Sq. ft.

Height 4 ft.

General Standards: A sandwich board within the public right-of-way must be placed such that at least an 4 foot unobstructed sidewalk width remains.

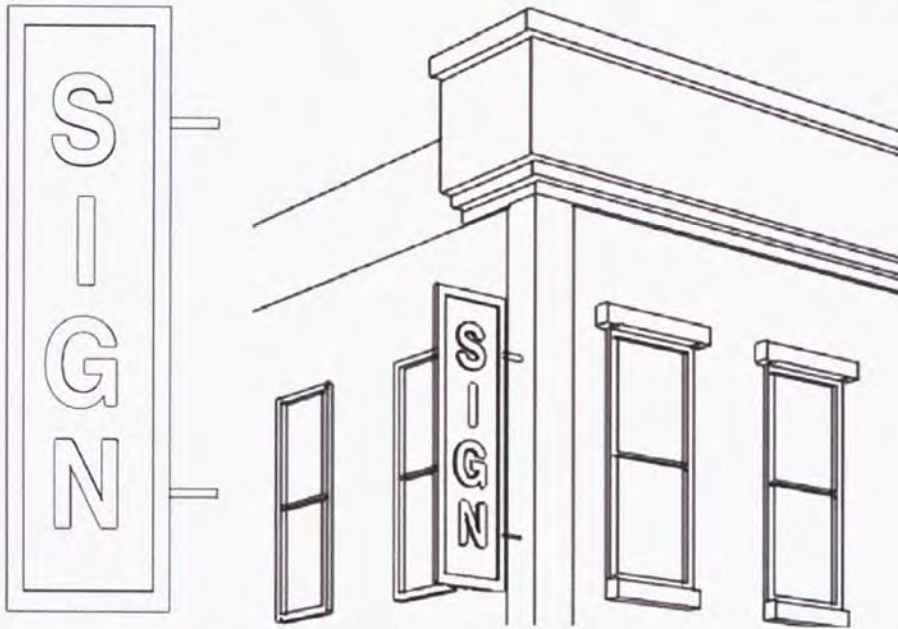
Sandwich boards shall be designed to allow folding.

A sandwich board must have a stable base.

Sandwich boards shall be removed at the close of business each day.

A sandwich board sign must be located directly in front of the business, or street level entrance.

PROJECTING SIGN



Description

A sign that is attached directly to the building wall and which extends out from the face of the wall.

Dimensions

ND-4M, CD-5, CD-5D

Standards

Quantity (max)

1 per building facade

Area (max)

9 sq. ft.

Clearance

8 ft.

General Standards:

A projecting sign may be attached to the building facade

For single story buildings up to 16' in height, a projecting sign may extend no more than 50% of the sign height up to a maximum of 2 feet above the parapet or roof of the structure to which it is attached. For all other building heights, a projecting sign may not extend above the parapet or roof of the structure to which it is attached

ARTICLE 11: LAND USE MATRIX

TYPES OF LAND USES	CT-4	CT-5	EC
Agricultural Uses			
Barns / Agricultural Buildings / Farm Equipment Storage	--	--	--
Bulk Grain and / or Feed Storage or Processing	--	--	--
Farms, General (applies to new development only)	--	--	--
Livestock Sales / Auction	--	--	--
Plant Nursery	--	C	P
Stables	--	--	--
Accessory Uses and Structures			
Accessory Building/Structure	P	P	P
Accessory Dwelling Unit (1 per lot)	--	C	C
Accessory Use	P	P	P
Family Home Child Care	P	P	--
Outdoor Storage (as primary use)	--	--	C
Outdoor Display	--	--	C
Drive-thru or Drive-in	--	P	C
Residential Uses			
Single Family	P	--	--
Two Family	P	--	--
Multi-family	--	P*	--
Purpose Built Student Housing	--	C	--
Mobile / Manufactured Home Community	--	--	--
Community Home	--	P	--
Fraternity or Sorority Building	--	--	--
Residential Hall / Boarding House	--	--	--
Commercial Uses			
Airport / Aircraft Supplies or Related Services	--	--	--
Amusement Services or Venues (indoor or outdoor)	--	P	P
Antique Shop (no outdoor storage)	--	C	P
Appliance Repair	--	C	P
Armed Services Recruiting Center	--	P	P
Artist or Artisan Studio	P	P	P
Assisted Living Facility / Hospice	--	P	P
Auction Sales (non vehicular)	--	--	P
Automotive Dealer Sales (new or used, includes ATV & other vehicles)	--	P	P
Automotive Repair (body, muffler, tire, etc. stand alone or accessory)	--	C	P
Automobile Wrecker / Tow Yard	--	--	--
Automatic Teller Machine (ATM)	P	P	P
Bank or Savings & Loan (additionally, see drive-thru use)	P	P	P
Bar / Restaurant with or without On-Premise Consumption of Alcohol	P	P	P
Barber / Beauty Shop / Etc. (nonschool)	P	P	P
Bed & Breakfast (with permanent residence)	--	P	--
Bead & Breakfast (without permanent residence)	--	P	--

TYPES OF LAND USES

	CT-4	CT-5	EC
Commercial Uses			
Bicycle Sales & Repair	--	P	P
Billiard / Pool Facility / Nightclub (no alcohol consumption)	--	C	P
Broadcast Station (with or without tower)	--	--	P
Building Material Sales	--	--	P
Call Service Center	--	--	P
Car Wash (full service, self service or automated)	C	P	P
Caterer	--	P	P
Charitable Gaming Facility	--	C	C
Check Cashing Service	--	P	P
Communication Equipment Installation / Repair	--	--	P
Convenience Store with Gas Sales	--	P	P
Convenience Store without Gas Sales	--	P	P
Country Club (private)	--	--	--
Dance Hall / Dancing Facility	--	P	P
Day Care / Day Camp (child or adult with no overnight stay)	--	P	P
Department Store	--	P	P
Driving Range	--	--	P
Extended Stay Hotel / Motel	--	P	P
Extermination Service	--	--	P
Fair / Rodeo Ground	--	--	--
Farmer's Market	--	P	--
Feed, Grain & Hay Sales Store	--	--	P
Food or Grocery Store with Gas Sales	C	P	P
Food or Grocery Store without Gas Sales	P	P	P
Funeral Home	--	--	P
Gravestone / Tombstone Sales	--	--	P
Gun Smith	--	--	P
Health Club (physical fitness; indoor only)	--	P	P
Heliport	--	C	C
Home Improvement Store	--	P	P
Hotel / Motel	--	P	P
Kiosk	P	P	P
Laundry / Dry Clean	P	P	P
Lawnmower Sales / Repair	--	C	P
Limousine / Taxi Service	--	C	P
Liquor Sales (retail)	P	P	P
Loft Apartments / Live-Work	P	P	C
Maintenance / Janitorial Service	--	C	P
Market (public, flea)	--	--	
Medical (all)	C	P	P
Meeting Place (non-religious)	C	P	P
Motion Picture or Live Drama Studio / Theater	C	P	P
Museum	--	P	P
Nursing / Retirement / Convalescent Home	--	P	P

TYPES OF LAND USES

	CT-4	CT-5	EC
Commercial Uses			
Office (all)	P	P	P
On-Premises Consumption of Alcohol	C	C	C
Pharmacy	P	P	P
Philanthropic Organization	P	P	P
Photocopying / Duplicating / Print Shop	P	P	P
Private School (all)	C	C	P
Public Parking Garage / Structure	--	P	P
Restaurant / Bar with or without On-Premise Consumption of Alcohol	P	P	P
Retail Store	P	P	P
Security System Installation Company	--	--	P
Shopping Center	--	P	P
Short Term Stays (RV Park)	--	--	C
Smoking Lounge	--	P	P
Tattoo or Piercing Studio	--	P	P
Taxidermist	--	--	P
Temporary Outdoor Retail Sales (4 day limit with permit)	--	P	P
Tennis Court (lighted or not)	P	P	--
Tire Sales with Outdoor Storage	--	--	P
Tool Rental (indoor or outdoor storage)	--	--	P
Transit Terminal	--	P	P
Upholstery Shop (non automotive)	--	--	P
Veterinarian (no outdoor kennels)	--	P	P
Veterinarian (outdoor kennels)	--	--	P
Public Uses			
Cemetery / Mausoleum	--	--	--
Government Building	P	P	P
Park / Playground	P	P	P
Place of Religious Assembly	P	P	P
Post Office	P	P	P
Public School	P	P	P
University / College	P	P	P
Public Utility	P	P	P
Industrial Uses			
Cabinet Shop (manufacturing)	--	--	P
Distribution Center	--	--	P
Electronic Assembly / High Tech Manufacturing	--	--	P
Engine / Motor Manufacturing and/or Repair	--	--	P
Furniture Manufacturing	--	--	P
Heavy Load Vehicle Sales / Repair	--	--	P
Laboratory Equipment Manufacturing	--	--	P
Machine Shop (freestanding use)	--	--	P
Manufacturing (all)	--	--	P
Marble or Stone Finishing	--	--	P

Metal Fabrication Shop	--	--	P
Micro Brewery	--	P	P
Mini Warehouse / Self Storage	--	--	P
Motor Freight Terminal	--	--	P
Moving Storage Company	--	--	P
Paint Manufacturing	--	--	P
Petroleum Bulk Storage	--	--	P
Plastic Products Molding / Reshaping	--	--	P
Portable Building Sales	--	--	P
Recycling Kiosk	C	P	P
Research Lab (non hazardous)	--	--	P
San / Gravel Sales and/or Storage	--	--	P
Sign Manufacturing	--	--	P
Temporary Truck Parking	--	--	P
Transfer Station (refuse pickup)	--	--	P
Truck Terminal	--	--	P
Warehouse (office & storage)	--	--	P
Welding Shop	--	--	P
Woodworking Shop	--	--	P
Wrecking / Junk Yard	--	--	--

*Multifamily is not permitted within the area highlighted on Exhibit "Multifamily Location Restriction", except where multifamily is located in the upper stories of a building with a mix of uses

*Multifamily must meet all of the standards established in Ord. 2014-35, or its successor ordinance

**ARTICLE 12: PUBLIC
IMPROVEMENT DISTRICT (PID)**

RESOLUTION NO. 2015-178R

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SAN MARCOS, TEXAS APPROVING AN AMENDMENT TO THE TERM SHEET ATTACHED TO RESOLUTION 2014-143R REGARDING THE ADVISABILITY OF THE IMPROVEMENTS IN THE WHISPER PUBLIC IMPROVEMENT DISTRICT FOR THE PURPOSE OF EXTENDING THE DATE BY WHICH ENGINEERING AND DESIGN OF THE IMPROVEMENTS SHALL BE SUBMITTED TO THE CITY FOR REVIEW; AND DECLARING AN EFFECTIVE DATE.


BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN MARCOS, TEXAS:

PART 1. Paragraph 2 of the Proposed Project Timetable of the Term Sheet for the Whisper Texas Public Improvement District attached as Exhibit "B" to Resolution No. 2014-143R is hereby amended as shown in Exhibit "A," attached hereto and made a part hereof, for the purpose of extending the date by which engineering and design of the improvements shall be submitted to the City for review to June 15, 2016.

PART 2. All other terms and conditions of Resolution 2014-143R and said Term Sheet shall remain the same.

PART 3. This Resolution shall be in full force and effect immediately from and after its passage.

ADOPTED on December 15, 2015.


Daniel Guerrero
Mayor

Attest:

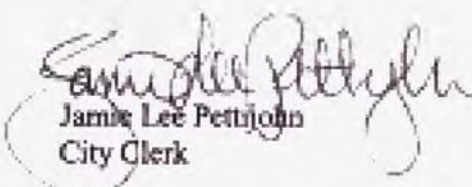

Jamie Lee Pettijohn
City Clerk

EXHIBIT A
[ATTACHED ON NEXT PAGE]

PROJECTED LAND USES

Parcels	Approximate Acreage	Proposed Land Use
1 -2	281	Business Park
3	10	Commercial
4 - 5	22	Commercial
6	153	Commercial
7	106	SF Residential - Detached/Townhomes
8	111	Master Retail and Commercial Center
Rights of Way	23	Rights of Way
Totals	706	

DEFINITIONS

1. "City" shall mean the City of San Marcos, Texas
2. "Developer" shall mean McDonald Development Group and/or its successors and assigns
3. "Project" shall consist of the approximately 706 acres as described in Exhibit A and illustrated in Exhibit B
4. "Improvements" shall refer to the construction projects to be funded by the Public Improvement District ("PID")

Definitions shall be effective in every instance regardless of capitalization.

PROPOSED PROJECT TIMETABLE

1. Engineering and Design of the Improvements shall commence within 90 days after City Council approves the formation of the PID.
2. Engineering and Design of the Improvements shall be submitted to the City for review ~~within 180 days after City Council approves formation of the PID~~ by June 15, 2016.
3. The Improvements shall be constructed within 210 days of City approval of Engineering and Design plans subject to *force majeure*.
4. Construction of a 50,000 square foot speculative commercial building, in accordance with the minimum specifications below, shall commence within 100 days of City acceptance of the Improvements.

EXHIBIT "B"

TERM SHEET
WHISPER TEXAS PUBLIC IMPROVEMENT DISTRICT
9/16/14

The following limitations and performance standards shall apply to the Whisper Texas Public Improvement District as agreed by the City of San Marcos ("the City") and McDonald Development Group ("McDonald"):

FINANCING CRITERIA

- | | |
|--|--------------|
| 1. Maximum total indebtedness: | \$14,630,000 |
| 2. Maximum annual assessment rate as equivalent tax rate: | \$0.150 |
| 3. Maximum construction costs to be funded: | \$10,398,361 |
| 4. Minimum appraised value to lien ratio at date of each bond issue: | 3:1 |
| 5. Maximum annual permitted increase in annual assessment: | 2% |
| 6. Maximum years of capitalized interest for each bond issue : | 2 |
| 7. Maturity for each series of bonds (to extent allowed by law): | 30 years |
| 8. The aggregate principal amount of bonds required to be issued shall not exceed an amount sufficient to fund: (i) the actual costs of the qualified public improvements (ii) required reserves and capitalized interest during the period of construction and not more than 12 months after the completion of construction and in no event for a period greater than 2 years from the date of the initial delivery of the bonds and (iii) any costs of issuance. Provided, however that to the extent the law(s) which limit the period of capitalized interest to 12 months after completion of construction change, the foregoing limitation may be adjusted to reflect the law(s) in effect at the time of future Bond issuances. | |

PROJECTED LAND USES

Parcels	Approximate Acreage	Proposed Land Use
1 - 2	281	Business Park
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PROPOSED PROJECT TIMETABLE

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2. Engineering and Design of the Improvements shall be submitted to the City for review within 180 days after City Council approves formation of the PID.
3. The Improvements shall be constructed within 210 days of City approval of Engineering and Design plans subject to *force majeure*.
4. Construction of a 50,000 square foot speculative commercial building, in accordance with the minimum specifications below, shall commence within 100 days of City acceptance of the Improvements.

TERMS AND CONDITIONS

1. No PID bonds will be issued without the approval by the City Council of a Service and Assessment Plan for the District.
2. No General Obligation or Certificate of Obligation bonds will be utilized by the City to fund the PID.
3. The Appraiser preparing the appraisal required in connection with the PID Bonds shall be selected by the City in consultation with the Developer and all reasonable fees shall be paid by the Developer.
4. The Developer agrees to obtain site development and building permits and, commence construction of a 50,000 square foot speculative commercial building (i) within 100 days of City acceptance of the Improvements, and (ii) before any PID Bonds are issued to reimburse the Developer for the costs of such Improvements.
5. The City and the Developer agree that the following will constitute the minimum building standards for the 50,000 square foot speculative building.
 - a. The building shall have a minimum of 35% glazing on all primary street facing facades and 20% on all secondary street facing facades.
 - b. A maximum of one row of parking (defined to include two sides of parking) shall be permitted between the street and the front of the building
 - c. Decorative awnings shall be provided over pedestrian entrances.
 - d. All street facing facades shall be a minimum of 50% decorative masonry.
 - e. A landscape area of 15% shall be required and shall follow Section 6.1.1.4 of the City's Land Development Code.
 - f. No freestanding pole signs shall be permitted.
 - g. All utilities shall be underground (there shall be no overhead utilities).
6. It is the intent of the Developer to request the issuance of one PID bond to provide the agreed upon reimbursements. However, the Developer retains the right to request the agreed upon reimbursements through more than one PID Bond issue with the condition that the maximum construction costs to be reimbursed will not exceed the amount described in Financing Criteria #3 and the total amount of all Bond issues shall not exceed the amount described in Financing Criteria #1.
7. The Developer and the City agree that each PID bond issue will be subject to approval by the City Council but that the terms outlined in this term sheet will apply.
8. Special assessments on any given portion of the property may be adjusted in connection with subsequent bond issues as long as the maximum annual assessment rate as described in Financing Criteria #2 is not exceeded, and the special assessments are determined in accordance with the Service and Assessment Plan. Special assessments on any portion of the property will bear a direct proportionate relationship to the special benefit of the Improvements to that improvement area.
9. The City shall not be obligated to provide funds for any improvement except from the proceeds of the bonds and/or per the terms of an Oversize Participation Agreement.

10. The City and the Developer may enter into an Oversize Participation Agreement under which the City will agree to fund the costs of additional lanes for public roadways as illustrated in the attached exhibits.
11. No PID bond funds are permitted to be used to construct water line improvements within that portion of the Project not located within the City of San Marcos Water CCN.
12. Should the portions of the Project that are not currently located within the City's Water CCN hereafter be relocated into the City's Water CCN, the Developer will have the right to request reimbursement through PID bond issues for the water line improvements as long as the amounts requested do not result in total maximum construction costs exceeding the amount described in Financing Criteria #3 and the total amount of all Bond issues does not exceed the amount described in Financing Criteria #1.
13. Each PID Bond Indenture will contain language precluding the City from making any debt service payments for the PID Bonds other than from available special assessment revenues.
14. The PID will be responsible for payment of all of the City's reasonable and customary costs and expenses including, but not limited to, administration, collection services and legal representation as necessary.
15. The Developer consents to annexation of the portion of the Project currently located within the extraterritorial jurisdiction of the City. The Developer will submit a zoning change request to the City for the annexed portion of the Property consistent with the zoning classifications shown on the Concept Plan attached as Exhibit B, in compliance with Term #16 below. The Annexation of and approval of zoning for such portion shall be completed prior to the issuance of any PID bonds.
16. The Developer will submit a zoning request to the City for all or portions of the Project, as desired by Developer; provided that, such zoning request shall be consistent with the zoning classifications shown on the Concept Plan attached as Exhibit B. The City acknowledges that the location and configuration of the Parcels shown on the Concept Plan are preliminary and approximate and changes, subject to approval of the city may be made by the Developer.
17. The PID may be exempt from any public bidding or other purchasing and procurement policies per Texas Local Government Code Section 252.022(a) (9) which states that a project is exempt from such policies if "paving, drainage, street widening, and other improvements, or related matters, if at least one-third of the cost is to be paid by or through special assessments levied on property that will benefit from the improvements."
18. The Improvements to be funded by the PID are limited to those defined as Authorized Improvements under Texas Local Government Code Section 372.003 as agreed upon by the City and as referenced in the attached exhibits.
19. No additional security or surety, beyond the land and any Improvements on the land, will be provided by the Developer, or its assignees, for the PID Bonds.
20. The PID will automatically dissolve if no PID Bonds are issued within a period of five (5) years from the date of the formation of the PID by the San Marcos City Council.

21. All landowners will provide any required continuing disclosure obligations associated with the issuance of PID Bonds as required under the Indenture or any other regulatory agreement or regulatory agency.
22. PID bonds shall be issued by the City upon request by the Developer and approval by the City Council following (i) City acceptance of the Improvements, (ii) annexation of the portion of the Project currently located in the City's extra-territorial jurisdiction, and (iii) commencement of the construction of a commercial building described under Terms and Conditions #3. Proceeds from the issuance of the PID bonds will be used to reimburse the Developer for the costs to construct the Improvements.

RESOLUTION 2014-143R

A RESOLUTION OF THE CITY OF SAN MARCOS, TEXAS, MAKING FINDINGS AS TO THE ADVISABILITY OF THE IMPROVEMENTS PROPOSED IN THE WHISPER PUBLIC IMPROVEMENT DISTRICT IN ACCORDANCE WITH CHAPTER 372 OF THE TEXAS LOCAL GOVERNMENT CODE.

WHEREAS, the City of San Marcos, Texas (the "City"), is authorized under Chapter 372 of the Texas Local Government Code, as amended (the "Act"), to create a public improvement district;

WHEREAS, on September 25, 2014, Yarrington Partners, Ltd. ("Yarrington"), and the State of Texas, acting through the General Land Office ("GLO") (collectively, the "Owner"), submitted and filed with the City Clerk of the City a petition ("Petition") requesting the establishment of a public improvement district to be known as the Whisper Public Improvement District ("District");

WHEREAS, the Petition indicated that (i) the owners of more than 50% of the appraised value of the taxable real property liable for assessment and (ii) the owners of more than 50% of the area of all taxable real property liable for assessment within the District executed the Petition requesting that the governing body of the City (the "City Council") create the District;

WHEREAS, the City Council has investigated and determined that the facts contained in the Petition are true and correct;

WHEREAS, the District will include the approximately 705.853 acres owned by the Owner and located within the City and the City's extraterritorial jurisdiction (the "Property"), which Property is more particularly described and depicted on "Exhibit A" attached hereto and made a part hereof;

WHEREAS, after providing all notices required by Section 372.009 of the Act, the City Council on October 6, 2014 conducted a public hearing on the advisability of the proposed improvements; and

WHEREAS, the City Council adjourned and closed such public hearing.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN MARCOS, TEXAS, THAT:

Section 1. The findings set forth in the recitals of this Resolution are hereby found to be true and correct.

Section 2. The Petition submitted to the City by the Owner was filed with the City Clerk of the City and complies with Subchapter A of the Act.

Section 3. Pursuant to the requirements of the Act, including, without limitation, Sections 372.006, 372.009(a), and 372.009(b), the City Council, after considering the Petition and the evidence and testimony presented at the public hearing on October 6, 2014, hereby finds and declares:

- (a) Advisability of the Proposed Improvements. It is advisable to provide the Authorized Improvements described in the Petition and this Resolution. The Authorized Improvements will promote the interests of the City and will confer a special benefit on the Property.
- (b) General Nature of the Authorized Improvements. The purposes of the District include the design, acquisition, and construction of public improvement projects authorized by Section 372.003(b) of the Act that are necessary for development of the Property, which public improvements will include, but not be limited to, streets, roadway construction and improvements, right-of-way acquisition, water, wastewater, and drainage facilities and improvements, and other improvement projects (collectively, the "Authorized Improvements"), as well as payment of costs associated with developing and financing the Authorized Improvements. These Authorized Improvements shall promote the interests of the City and confer a special benefit on the Property, and are described in further detail on the Term Sheet attached hereto as Exhibit "B" and incorporated herein.
- (c) Estimated Cost of the Authorized Improvements. The Owner estimates the cost to design, acquire, and construct the Authorized Improvements is \$10,398,361.00.
- (d) Boundaries of the Proposed District. The boundaries of the proposed District shall contain the Property.
- (e) Proposed Method of Assessment. The City shall levy an assessment on each tract within the District to pay the cost of the Authorized Improvements in a manner that results in imposing equal shares of the cost on property similarly benefitted. Each assessment may be paid in full at any time (including accrued and unpaid interest) or may be paid in annual installments (including interest and debt). The installments must be paid in amounts necessary to meet annual costs for the Authorized Improvements and must continue for a period necessary to retire the indebtedness on the Authorized Improvements.
- (f) Apportionment of the Cost Between District and the City. The City shall not be obligated to provide any funds to finance the Authorized Improvements. The cost of the Authorized improvements will be paid from the assessments and from other sources of funds, if any, available to the Owner.
- (g) Management of the District. The District shall be managed by the City, with the assistance of a consultant, who shall, from time to time, advise the City regarding certain operations of the District.

(h) Advisory Board. The District shall be managed without the creation of an advisory board.

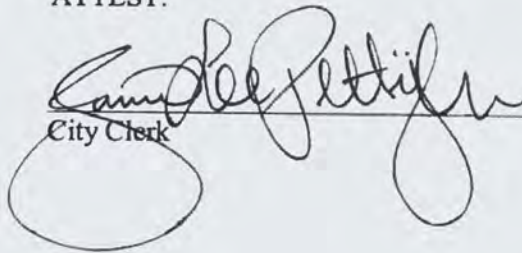
Section 4. City Council hereby makes the above findings as to the advisability of the Authorized Improvements contained in this Resolution, and the conclusion that the District is needed to fund such Authorized Improvements.

Section 5. This Resolution shall take effect immediately from and after its passage and publication as required by law.

PASSED AND APPROVED on this 6th day of October, 2014.

ATTEST:

THE CITY OF SAN MARCOS, TEXAS


City Clerk


Mayor

TERM SHEET
WHISPER TEXAS PUBLIC IMPROVEMENT DISTRICT
9/16/14

The following limitations and performance standards shall apply to the Whisper Texas Public Improvement District as agreed by the City of San Marcos ("the City") and McDonald Development Group ("McDonald"):

FINANCING CRITERIA

- | | |
|--|--------------|
| 1. Maximum total indebtedness: | \$14,630,000 |
| 2. Maximum annual assessment rate as equivalent tax rate: | \$0.150 |
| 3. Maximum construction costs to be funded: | \$10,398,361 |
| 4. Minimum appraised value to lien ratio at date of each bond issue: | 3:1 |
| 5. Maximum annual permitted increase in annual assessment: | 2% |
| 6. Maximum years of capitalized interest for each bond issue : | 2 |
| 7. Maturity for each series of bonds (to extent allowed by law): | 30 years |
| 8. The aggregate principal amount of bonds required to be issued shall not exceed an amount sufficient to fund: (i) the actual costs of the qualified public improvements (ii) required reserves and capitalized interest during the period of construction and not more than 12 months after the completion of construction and in no event for a period greater than 2 years from the date of the initial delivery of the bonds and (iii) any costs of issuance. Provided, however that to the extent the law(s) which limit the period of capitalized interest to 12 months after completion of construction change, the foregoing limitation may be adjusted to reflect the law(s) in effect at the time of future Bond issuances. | |

PROJECTED LAND USES

Parcels	Approximate Acreage	Proposed Land Use
1 -2	281	Business Park
3	10	Commercial
4 - 5	22	Commercial
6	153	Commercial
7	106	SF Residential - Detached/Townhomes
8	111	Master Retail and Commercial Center
Rights of Way	23	Rights of Way
Totals	706	

DEFINITIONS

1. "City" shall mean the City of San Marcos, Texas
2. "Developer" shall mean McDonald Development Group and/or its successors and assigns
3. "Project" shall consist of the approximately 706 acres as described in Exhibit A and illustrated in Exhibit B
4. "Improvements" shall refer to the construction projects to be funded by the Public Improvement District ("PID")

Definitions shall be effective in every instance regardless of capitalization.

PROPOSED PROJECT TIMETABLE

1. Engineering and Design of the Improvements shall commence within 90 days after City Council approves the formation of the PID.
2. Engineering and Design of the Improvements shall be submitted to the City for review within 180 days after City Council approves formation of the PID.
3. The Improvements shall be constructed within 210 days of City approval of Engineering and Design plans subject to *force majeure*.
4. Construction of a 50,000 square foot speculative commercial building, in accordance with the minimum specifications below, shall commence within 100 days of City acceptance of the Improvements.

TERMS AND CONDITIONS

1. No PID bonds will be issued without the approval by the City Council of a Service and Assessment Plan for the District.
2. No General Obligation or Certificate of Obligation bonds will be utilized by the City to fund the PID.
3. The Appraiser preparing the appraisal required in connection with the PID Bonds shall be selected by the City in consultation with the Developer and all reasonable fees shall be paid by the Developer.
4. The Developer agrees to obtain site development and building permits and, commence construction of a 50,000 square foot speculative commercial building (i) within 100 days of City acceptance of the Improvements, and (ii) before any PID Bonds are issued to reimburse the Developer for the costs of such Improvements.
5. The City and the Developer agree that the following will constitute the minimum building standards for the 50,000 square foot speculative building.
 - a. The building shall have a minimum of 35% glazing on all primary street facing facades and 20% on all secondary street facing facades.
 - b. A maximum of one row of parking (defined to include two sides of parking) shall be permitted between the street and the front of the building
 - c. Decorative awnings shall be provided over pedestrian entrances.
 - d. All street facing facades shall be a minimum of 50% decorative masonry.
 - e. A landscape area of 15% shall be required and shall follow Section 6.1.1.4 of the City's Land Development Code.
 - f. No freestanding pole signs shall be permitted.
 - g. All utilities shall be underground (there shall be no overhead utilities).
6. It is the intent of the Developer to request the issuance of one PID bond to provide the agreed upon reimbursements. However, the Developer retains the right to request the agreed upon reimbursements through more than one PID Bond issue with the condition that the maximum construction costs to be reimbursed will not exceed the amount described in Financing Criteria #3 and the total amount of all Bond issues shall not exceed the amount described in Financing Criteria #1.
7. The Developer and the City agree that each PID bond issue will be subject to approval by the City Council but that the terms outlined in this term sheet will apply.
8. Special assessments on any given portion of the property may be adjusted in connection with subsequent bond issues as long as the maximum annual assessment rate as described in Financing Criteria #2 is not exceeded, and the special assessments are determined in accordance with the Service and Assessment Plan. Special assessments on any portion of the property will bear a direct proportionate relationship to the special benefit of the Improvements to that improvement area.
9. The City shall not be obligated to provide funds for any improvement except from the proceeds of the bonds and/or per the terms of an Oversize Participation Agreement.

10. The City and the Developer may enter into an Oversize Participation Agreement under which the City will agree to fund the costs of additional lanes for public roadways as illustrated in the attached exhibits.
11. No PID bond funds are permitted to be used to construct water line improvements within that portion of the Project not located with the City of San Marcos Water CCN.
12. Should the portions of the Project that are not currently located within the City's Water CCN hereafter be relocated into the City's Water CCN, the Developer will have the right to request reimbursement through PID bond issues for the water line improvements as long as the amounts requested do not result in total maximum construction costs exceeding the amount described in Financing Criteria #3 and the total amount of all Bond issues does not exceed the amount described in Financing Criteria #1.
13. Each PID Bond Indenture will contain language precluding the City from making any debt service payments for the PID Bonds other than from available special assessment revenues.
14. The PID will be responsible for payment of all of the City's reasonable and customary costs and expenses including, but not limited to, administration, collection services and legal representation as necessary.
15. The Developer consents to annexation of the portion of the Project currently located within the extraterritorial jurisdiction of the City. The Developer will submit a zoning change request to the City for the annexed portion of the Property consistent with the zoning classifications shown on the Concept Plan attached as Exhibit B, in compliance with Term #16 below. The Annexation of and approval of zoning for such portion shall be completed prior to the issuance of any PID bonds.
16. The Developer will submit a zoning request to the City for all or portions of the Project, as desired by Developer; provided that, such zoning request shall be consistent with the zoning classifications shown on the Concept Plan attached as Exhibit B. The City acknowledges that the location and configuration of the Parcels shown on the Concept Plan are preliminary and approximate and changes, subject to approval of the city may be made by the Developer.
17. The PID may be exempt from any public bidding or other purchasing and procurement policies per Texas Local Government Code Section 252.022(a) (9) which states that a project is exempt from such policies if "paving, drainage, street widening, and other improvements, or related matters, if at least one-third of the cost is to be paid by or through special assessments levied on property that will benefit from the improvements."
18. The Improvements to be funded by the PID are limited to those defined as Authorized Improvements under Texas Local Government Code Section 372.003 as agreed upon by the City and as referenced in the attached exhibits.
19. No additional security or surety, beyond the land and any Improvements on the land, will be provided by the Developer, or its assignees, for the PID Bonds.
20. The PID will automatically dissolve if no PID Bonds are issued within a period of five (5) years from the date of the formation of the PID by the San Marcos City Council.

21. All landowners will provide any required continuing disclosure obligations associated with the issuance of PID Bonds as required under the Indenture or any other regulatory agreement or regulatory agency.
22. PID bonds shall be issued by the City upon request by the Developer and approval by the City Council following (i) City acceptance of the Improvements, (ii) annexation of the portion of the Project currently located in the City's extra-territorial jurisdiction, and (iii) commencement of the construction of a commercial building described under Terms and Conditions #3. Proceeds from the issuance of the PID bonds will be used to reimburse the Developer for the costs to construct the Improvements.

EXHIBITS

- A. Metes and Bounds
- B. Concept Plan
- C. Roadway Cross Sections & Opinions of Probable Cost
- D. Qualified PID Costs
- E. Value to Lien Bond Capacity Analysis
- F. Estimated Asset Value at Build Out
- G. Bond Sizing Analysis
- H. Assessment Allocation Analysis at Build Out
- I. Feasibility Analysis – Assumptions
- J. Rendering of Proposed 50,000 square foot speculative building

EXHIBIT "A"

FIELD NOTES FOR A 201.496 ACRE TRACT

Being a 201.496 acre tract of land, being approximately 94.659 acres out of the William Ward Survey No. 3 and approximately 106.837 acres out of the Joel Miner Survey, Hays County, Texas, and being out of a tract called 214.40 acres conveyed to Yarrington Properties by Warranty Deed recorded in Volume 773, Page 816 of the Official Public Records of Hays County, Texas, and all bearings referred to in this description are rotated to and referenced to a bearing of N 45° 52' W between iron pins found along the Southwest line of the above referenced 214.40 acre tract, and all bearings and distances referred to in this description as record calls are taken from Volume 773, Page 816 of the Official Public Records of Hays County, Texas, said 201.496 acre tract of land surveyed under the supervision of Richard A. Goodwin, RPLS #4069, S. Craig Hollmig, Inc., and being more particularly described as follows:

BEGINNING: At a concrete highway monument found at the intersection of the Southwest line of a road, called County Road No. 159, called Yarrington Road, with the Southeast line of Interstate Highway No. 35, for the most Northerly corner of the above referenced 214.40 acre tract, for the most Northerly corner and Point of Beginning of this tract;

THENCE: Leaving Interstate Highway No. 35, with a Southwest line of Yarrington Road, S 46° 02' 04" E 1812.44 feet (record call: S 46° 01' 00" E - 1813.06 feet) to a ½" iron pin found for a corner of the above referenced 214.40 acre tract, for a corner of this tract;

THENCE: Continuing along the Southwest line of said Yarrington Road and a turn to the right in said Yarrington Road, S 36° 43' 40" E 14.10 feet, a ½" iron pin set, S 02° 13' 26" E 44.83 feet, a ½" iron pin set, and S 40° 10' 14" W 32.45 feet to a ½" iron pin found in the Northwest line of said Yarrington Road, for a corner of the above referenced 214.40 acre tract, for a corner of this tract;

THENCE: Along said Northwest line, S 43° 58' 45" W 1263.87 feet (record call: S 43° 59' 00" W - 1263.40 feet) to a ½" iron pin found at a turn in said Yarrington Road, for an interior corner of the above referenced 214.40 acre tract, for an interior corner of this tract;

THENCE: Along a Southwest line of said Yarrington Road, a Northeast line of the above referenced 214.40 acre tract, S 45° 58' 21" E 3700.49 feet (record call: S 45° 58'

00" E - 3700.64 feet) to a 1/2" iron pin found in same, for the Lower East corner of the above referenced 214.40 acre tract, for the East corner of this tract;

THENCE: Along the Southeast line of the above referenced 214.40 acre tract, the Northwest line of a tract called 100 acres recorded in Volume 52, Page 68 of the Deed Records of Hays County, Texas, S 44° 02' 31" W 1256.51 feet to a 1/2" iron pin found at fence corner, for the South corner of the above referenced 214.40 acre tract, an East corner of a tract called 328.824 acres described in Volume 720, Page 155 of the Official Public Records of Hays County, Texas, for the South corner of this tract;

THENCE: Along the Southwest line of the above referenced 214.40 acre tract, the Northeast line of said 328.824 acre tract, the general direction of an existing fence, N 45° 52' 00" W 2136.80 feet to a 1/2" iron pin found at fence corner, for a North corner of said 328.824 acre tract, a corner of the above referenced 214.40 acre tract, the East corner of Lot 4 of San Marcos Technology Park, a subdivision of record in Volume 5, Page 147 of the Map and Plat Records of Hays County, Texas, for a corner of this tract;

THENCE: Along the Northeast line of Lots 4 and 5 of said San Marcos Technology Park, and continuing along the Southwest line of the above referenced 214.40 acre tract, the general direction of an existing fence, N 45° 47' 19" W 692.77 feet, a 1/2" iron pin found, N 45° 52' 57" W 696.50 feet to a 1/2" iron pin set and N 46° 02' 37" W 201.81 feet to a 3/4" pipe found at fence corner, for an interior corner of the above referenced 214.40 acre tract, the North corner of Lot 5, the East corner of Lot 6, for an interior corner of this tract;

THENCE: Along the North line of Lot 6, S 82° 00' 53" W 1041.40 feet to a 1/2" iron pin found at the Northwest corner of Lot 6, lying in the Southeast line of Interstate Highway No. 35, for the most Westerly corner of this tract;

THENCE: Along the Southeast line of Interstate Highway No. 35, as now found upon the ground, N 21° 19' 20" E (record call: N 21° 17' E) 416.11 feet, a 1/2" iron pin found, N 24° 08' 41" E 2699.76 feet (record call: N 24° 09' E - 2700.00 feet) to a 1/2" iron pin found, N 24° 55' 22" E 367.45 feet to a concrete monument found, N 24° 56' 43" E 85.45 feet (record call for last two calls: N 24° 55' E - 452.99 feet) to a concrete monument found and N 79° 32' 49" E 57.95 feet (record call: 57.80 feet) to the Point of Beginning and containing 201.496 acres of land, more or less.

The foregoing field notes represent the results of an on-the-ground survey made under my supervision, August 1, 2003. Reference plat prepared this same date of this 201.496 acre tract.

Job #03-643



Richard A. Goodwin
Richard A. Goodwin, RPLS #4069

EXHIBIT "B"
PERMITTED EXCEPTIONS

A 100 FOOT EASEMENT DATED DECEMBER 20, 1950, GRANTED TO LOWER COLORADO RIVER AUTHORITY BY JOHN T. YARRINGTON AND WIFE, VIRGINIA YARRINGTON, RECORDED IN VOLUME 148, PAGE 570, DEED RECORDS, HAYS COUNTY, TEXAS. (EASEMENT FOR ELECTRIC TRANSMISSION AND/OR DISTRIBUTION LINE, TOGETHER WITH ALL RIGHTS RECITED THEREIN)

50 FOOT PIPELINE EASEMENT TO UNITED GAS PIPELINE COMPANY, LOCATED ACROSS THE SOUTHEASTERLY PORTION OF THE TRACT, RECORDED IN VOLUME 230, PAGE 120, DEED RECORDS, HAYS COUNTY, TEXAS.

AN EASEMENT DATED AUGUST 14, 1973, GRANTED TO SOUTHWESTERN BELL TELEPHONE COMPANY BY MRS. JOHN YARRINGTON, RECORDED IN VOLUME 261, PAGE 472, DEED RECORDS, HAYS COUNTY, TEXAS. (EASEMENT FOR UNDERGROUND TELECOMMUNICATION SYSTEMS AND LINES, TOGETHER WITH ALL RIGHTS RECITED THEREIN)

AN EASEMENT DATED MAY 4, 1989, GRANTED TO PEDERNALES ELECTRIC COOPERATIVE, INC. BY YARRINGTON PROPERTY, JOHN T. YARRINGTON, RECORDED IN VOLUME 789, PAGE 319, REAL PROPERTY RECORDS, HAYS COUNTY, TEXAS. (EASEMENT FOR ELECTRIC TRANSMISSION AND/OR DISTRIBUTION LINE, TOGETHER WITH ALL RIGHTS RECITED THEREIN)

AN EASEMENT DATED OCTOBER 13, 1989, GRANTED TO ENTEX, A DIVISION OF ARKLA, INC. BY YARRINGTON PROPERTIES, RECORDED IN VOLUME 801, PAGE 847, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS. (EASEMENT FOR PIPELINE, TOGETHER WITH ALL RIGHTS RECITED THEREIN)

AN EASEMENT DATED DECEMBER 22, 1994, GRANTED TO THE CITY OF SAN MARCOS, TEXAS BY JOHN T. YARRINGTON, JR., RICHARD J. YARRINGTON, RONALD M. YARRINGTON AND DIANNE Y. PRUETT, AS PARTNERS OF YARRINGTON PROPERTIES, A TEXAS GENERAL PARTNERSHIP, RECORDED IN VOLUME 1207, PAGE 627, OFFICIAL PUBLIC RECORDS, HAYS COUNTY, TEXAS. (EASEMENT FOR UTILITY, TOGETHER WITH ALL RIGHTS RECITED THEREIN)

AN EASEMENT DATED OCTOBER 25, 2000, GRANTED TO CITY OF SAN MARCOS, TEXAS BY JOHN YARRINGTON, RECORDED IN VOLUME 1736, PAGE 28, OFFICIAL PUBLIC RECORDS, HAYS COUNTY, TEXAS. (EASEMENT FOR WATER/WASTEWATER AND TEMPORARY CONSTRUCTION, TOGETHER WITH ALL RIGHTS RECITED THEREIN)

AN EASEMENT DATED DECEMBER 10, 2001, GRANTED TO MAXWELL WATER SUPPLY CORPORATION BY YARRINGTON PROPERTIES, A TEXAS GENERAL PARTNERSHIP, RECORDED IN VOLUME 1934, PAGE 282, OFFICIAL PUBLIC RECORDS, HAYS COUNTY, TEXAS. (EASEMENT FOR WATER LINE, TOGETHER WITH ALL RIGHTS RECITED THEREIN)

A SAND, LIMESTONE AND GRAVEL LEASE DATED JUNE 26, 1974, EXECUTED BY MRS. VIRGINIA E. YARRINGTON, A WIDOW, ET AL, AS LESSOR, AND CENTEX MATERIALS, INC., A TEXAS CORPORATION, AS LESSEE, RECORDED IN VOLUME 269, PAGE 416, DEED RECORDS, HAYS COUNTY, TEXAS; AND AS AFFECTED BY VOLUME 384, PAGE 304, DEED RECORDS, HAYS COUNTY, TEXAS.

AFFIDAVIT TO THE PUBLIC IN REGARDS TO A SOLID WASTE DISPOSAL SITE AS RECORDED IN VOLUME 725, PAGE 250, DEED RECORDS, HAYS COUNTY, TEXAS.

GAS PIPELINE SIGNS LOCATED ALONG THE SOUTHEASTERLY MOST SOUTHWEST PROPERTY LINE AND THE MOST NORTHWESTERLY PROPERTY LINE AS SHOWN ON THE SURVEY PREPARED BY RICHARD A. GOODWIN, R.P.L.S. NO. 4069, DATED AUGUST 1, 2003.

OVERHEAD UTILITY LINES WITH POWER POLES AND GUY WIRES LOCATED ALONG THE SOUTHEASTERLY MOST SOUTHWEST PROPERTY LINE, THE WESTERLY MOST SOUTH PROPERTY LINE, THE MOST NORTHWESTERLY PROPERTY LINE, NORTHERLY MOST NORTHEAST PROPERTY LINE, THE SOUTHERLY MOST NORTHEAST PROPERTY LINE AND TRAVERSING THE NORTHEASTERLY PORTION OF THE SUBJECT PROPERTY AS SHOWN ON THE SURVEY PREPARED BY RICHARD A. GOODWIN, R.P.L.S. NO. 4069, DATED AUGUST 1, 2003.

FIBEROPTIC SIGNS, TELEPHONE SIGNS, TELEPHONE PEDASTALS AND UNDERGROUND TELEPHONE SIGNS LOCATED ALONG THE MOST NORTHWESTERLY AND MOST NORTHEASTERLY AND SOUTHERN MOST NORTHEASTERLY PROPERTY LINES AS SHOWN ON THE SURVEY PREPARED BY RICHARD A. GOODWIN, R.P.L.S. NO. 4069, DATED AUGUST 1, 2003.

FIRE HYDRANTS LOCATED ALONG THE MOST NORTHWESTERLY, NORTHERLY MOST NORTHEASTERLY, AND THE SOUTHEASTERLY MOST NORTHEASTERLY PROPERTY LINES AS SHOWN ON THE SURVEY PREPARED BY RICHARD A. GOODWIN, R.P.L.S. NO 4069, DATED AUGUST 1, 2003.

BURIED CABLE AND UNDERGROUND CABLE SIGNS LOCATED ALONG THE NORTHERLY MOST SOUTHEAST AND SOUTHERLY MOST NORTHEAST PROPERTY LINES AS SHOWN ON THE SURVEY PREPARED BY RICHARD A. GOODWIN, R.P.L.S. NO. 4069, DATED AUGUST 1, 2003.

After Recording Return To:
LandAmerica Service Center
9200 Waterford Centre

S. CRAIG HOLLMIG, INC.
CONSULTING ENGINEERS - SURVEYORS
410 N. SEGUIN STREET
NEW BRAUNFELS, TEXAS 78130-8085

TEXAS SOCIETY OF PROFESSIONAL ENGINEERS
AMERICAN SOCIETY OF CIVIL ENGINEERS

TEXAS SURVEYORS ASSOCIATION
TELEPHONE (830) 625-8555 • FAX (830) 625-85

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**FIELD NOTES
FOR
AN 86.948 ACRE TRACT**

Being an 86.948 acre tract of land situated in the Joel Miner Survey, Abstract No. 321, Hays County, Texas, being a portion of that certain tract of land called 97.84 acres conveyed to Albert M. Walker, Trustee, by instrument recorded in Volume 714, Page 603 of the Official Public Records of Hays County, Texas, and all bearings referred to in this description are referenced to a bearing of N 24° 08' 30" E between monumentation found along the Easterly right-of-way line of Interstate Highway 35 (basis is taken from Texas State Highway Department Right-of-Way Map), said 86.948 acre tract of land surveyed under the supervision of Richard A. Goodwin, RPLS #4069, S. Craig Hollmig, Inc., and being more particularly described as follows:

BEGINNING: At a ½" iron pin set on the Northeasterly line of the above referenced 97.84 acre tract, same being a Southwesterly line of that certain tract now being a remainder of a 328.824 acre tract described in Volume 720, Page 152 of the Official Public Records of Hays County, Texas, said ½" iron pin set S 45° 57' 20" E 232.0 feet from a ¾" iron pipe found on the Easterly right-of-way line of Interstate Highway 35, for the North corner of the above referenced 97.84 acre tract, for a Northerly corner of this tract;

THENCE: Generally along an old meandering cedar post and wire fence (falling down), with a Southwesterly line of said 328.824 acre tract, the Northeasterly line of the above referenced 97.84 acre tract, S 45° 57' 20" E 1,913.50 feet to a ½" iron pin found for a Southwesterly corner of said 328.824 acre tract, situated on the Northwesterly line of a tract called 72.85 acres (Popham Tract), recorded in Volume 895, Page 450 of the Official Public Records of Hays County, Texas, for the East corner of the above referenced 97.84 acre tract, for the East corner of this tract;

THENCE: Generally with fence, along a Southeast line of the above referenced 97.84 acre tract, the Northwest line of said 72.85 acre tract, S 44° 19' 36" W 390.40 feet to a ½" iron pin found and S 44° 37' 31" W 551.28 feet to a ¾" iron pin found for the West corner of said 72.85 acre tract, same being the North corner of Saddle Brook Subdivision, a plat recorded in Volume 9, Pages 107-109 of the Map and Plat Records of Hays County, Texas, for a corner of this tract;

THENCE: Continuing along the Southeast line of the above referenced 97.84 acre tract, a Northwest line of said Saddle Brook Subdivision, generally along a wood fence, S 44°

16' 53" W 1,278.72 feet to a ½" iron pin set for an interior corner of Saddle Brook Subdivision, for the South corner of this tract;

THENCE: Entering the above referenced 97.84 acre tract, with a Northeasterly line of Saddle Brook Subdivision, N 46° 04' 27" W 1,232.19 feet to a ½" iron pin set on said Northeast line, for a Southwesterly corner of this tract;

THENCE: Leaving the Northeasterly line of Saddle Brook Subdivision, N 24° 08' 30" E 52.37 feet to a ½" iron pin set and N 59° 31' 04" W 90.55 feet to a ½" iron pin set on the Easterly right-of-way line of Interstate Highway 35, for a Southwest corner of this tract, being located N 24° 08' 30" E 30.0 feet from a ½" iron pin found for a corner of Saddle Brook Subdivision;

THENCE: Continuing with the Easterly right-of-way line of Interstate Highway 35, N 24° 08' 30" E 959.44 feet to a ½" iron pin set in the curving Southeast line of that certain 10.67 acre tract described in Deed from Kitty Page Yarrington to State of Texas, dated February 7, 1935, recorded in Volume 110, Page 219 of the Deed Records of Hays County, Texas, for a corner of this tract;

THENCE: Entering the above referenced 97.84 acre tract (which is in conflict with the 10.67 acre tract), with the Southeast line of said 10.67 acre tract, in a curve to the right, having a radius of 2,925.00 feet, an arc length of 415.32 feet, a central angle of 08° 08' 07", and a chord bearing and distance of N 55° 56' 05" E 414.97 feet to a ½" iron pin set for an interior corner of this tract;

THENCE: Continuing with the remainder of said 10.67 acre tract, N 47° 55' 30" W 229.79 feet to a ½" iron pin found on the Easterly right-of-way line of Interstate Highway 35, for a corner of this tract;

THENCE: Continuing with said Easterly right-of-way line, N 24° 08' 30" E 851.42 feet to a ½" iron pin set in same, for the most Northwesterly corner of this tract;

THENCE: Entering the above referenced 97.84 acre tract, S 45° 57' 20" E 232.00 feet to a ½" iron pin set for an interior corner of this tract and N 24° 08' 30" E 100.00 feet to the Point of Beginning and containing 86.948 acres of land, more or less.

The foregoing field notes represent the results of an on-the-ground survey made under my supervision, October 13, 2005. Reference plat prepared this same date of this 86.948 acre tract.



Job #05-901

A handwritten signature in black ink, appearing to read "Richard A. Goodwin".

Richard A. Goodwin, RPLS #4069



**Professional Land Surveying, Inc.
Surveying and Mapping**

Office: 512-443-1724
Fax: 512-441-6987

2807 Manchaca Road
Building One
Austin, Texas 78704

**318.105 ACRES
JOEL MINER SURVEY**

A DESCRIPTION OF 318.105 ACRES IN THE JOEL MINER SURVEY, HAYS COUNTY, TEXAS, BEING A PORTION OF A 328.824 ACRE TRACT OF LAND DESCRIBED IN TRUSTEE'S DEED TO JIM McCROCKLIN, TRUSTEE, DATED MARCH 1, 1988, OF RECORD IN VOLUME 720, PAGE 152 OF THE REAL PROPERTY RECORDS OF HAYS COUNTY, TEXAS; SAID 318.105 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a ½" rebar found in the east right-of-way line of Interstate Highway 35 (right-of-way width varies) for the west corner of said 328.824 acre tract and the north corner of a 97.84 acre tract of land described in Volume 714, Page 603 of the Real Property Records of Hays County, Texas;

THENCE North 22°55'27" East, with the east right-of-way line of said IH-35 and the northwest line of the 328.824 acre tract, a distance of 1366.86 feet to a ½" rebar with cap set for the southwest corner of Lot 1, San Marcos Technology Park, a subdivision of record in Volume 5, Page 147 of the Plat Records of Hays County, Texas, from which a concrete highway monument found bears North 22°55'27" East, a distance of 2010.30 feet;

THENCE South 67°05'52" East, over and across the 328.824 acre tract with the southwest line of said San Marcos Technology Park, a distance of 1606.37 feet to a ½" rebar with cap set for an angle point in the north line of the 328.824 acre tract and the south corner of Lot 3, San Marcos Technology Park;

THENCE with the north line of the 328.824 acre tract and the southeast line of Lots 3 and 4, San Marcos Technology Park, the following three (3) courses:

1. North 43°06'54" East, a distance of 1113.31 feet to a ½" rebar found;
2. North 41°52'41" East, a distance of 231.92 feet to a ½" rebar found;
3. North 43°00'24" East, a distance of 894.28 feet to a ½" rebar found in the southwest line of a 214.40 acre tract of land described in Volume 773, Page 816 of the Real Property Records of Hays County, Texas, for the east corner of Lot 4, San Marcos Technology Park and the north corner of the 328.824 acre tract;

THENCE South 47°05'53" East, with the northeast line of the 328.824 acre tract

318.105 ACRES

Page 2

and the southwest line of said 214.40 acre tract, a distance of 2136.85 feet to a ½" rebar found for the south corner of the 214.40 acre tract and the northeast corner of the 328.824 acre tract and in the northwest line of a 100 acre tract of land described in Volume 52, Page 68 of the Deed Records of Hays County, Texas;

THENCE with the common line of the 328.824 acre tract and the said 100 acres, the following two (2) courses:

1. South 42°49'26" West, a distance of 819.02 feet to a ½" iron pipe found for the west corner of the 100.00 acre tract;
2. South 46°53'58" East, a distance of 2092.27 feet to a ½" rebar with cap set in the northwest right-of-way line of County Road 160 (Harris Hill Road, right-of-way width varies) for the easternmost corner of the 328.824 acre tract;

THENCE with the northwest right-of-way line of said C.R. 160 and the southeast line of the 328.824 acre tract, the following six (6) courses:

1. South 43°41'13" West, a distance of 675.23 feet to a ½" rebar with cap set;
2. South 45°13'02" West, a distance of 369.18 feet to a ½" rebar with cap set;
3. South 45°38'13" West, a distance of 508.86 feet to a ½" rebar with cap set;
4. South 57°29'20" West, a distance of 74.15 feet to a ½" rebar with cap set;
5. South 33°18'43" West, a distance of 64.34 feet to a ½" rebar with cap set;
6. South 45°42'28" West, a distance of 395.47 feet to a ½" rebar found for the south corner of the 328.824 acre tract and the east corner of a 36.40 acre tract of land described in Volume 1435, Page 407 of the Official Public Records of Hays County, Texas;

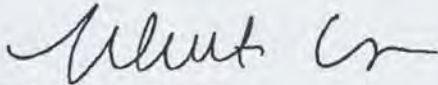
THENCE North 47°04'03" West, with a southwest line of the 328.824 acre tract and the northeast line of said 36.40 acre tract, a distance of 3052.04 feet to a ½" rebar found for the north corner of the 36.40 acre tract;

318.105 ACRES
Page 3

THENCE South $42^{\circ}56'45''$ West, with a southwest line of the 328.824 acre tract and the northwest line of the 36.40 acre tract, passing at a distance of 521.59 feet a $\frac{1}{2}$ " rebar found for the west corner of the 36.40 acre tract and the north corner of a 36.40 acre tract described in Document No. 9924088 of the Official Public Records of Hays County, Texas, for a total distance of 1163.93 feet to a $\frac{1}{2}$ " rebar found for the east corner of a 6.6 acre tract described in Volume 946, Page 575 of the Official Public Records of Hays County, Texas, being in the northwest line of a 72.85 acre tract described in Volume 895, Page 450 of the Official Public Records of Hays County, Texas;

THENCE North $47^{\circ}09'41''$ West, with a southwest line of the 328.824 acre tract and the northeast lines of said 6.6 acre tract and said 97.84 acre tract, a distance of 2145.66 feet to the **POINT OF BEGINNING**, containing 318.105 acres of land, more or less.

Surveyed on the ground September 12, 2003. Attachments: survey drawing 111-005-T1. Bearing Basis: Grid Azimuth for Texas Central Zone, 1983/93 HARN Values from LCRA Control Network.



Robert C. Watts, Jr.
Registered Professional Land Surveyor
State of Texas No. 4995



3-11-05

METES AND BOUNDS DESCRIPTION
FOR A 99.80 ACRE TRACT OF LAND
OUT OF THE JOEL MINER SURVEY,
ABSTRACT 321,
HAYS COUNTY, TEXAS

Being a 99.80 acre tract of land situated in the Joel Miner Survey, Abstract No. 321 in Hays County, Texas, being the same property called two 50 acre tracts of land conveyed to Jane Richmond Benasutti, Trustee of Thomas R. Richmond Testamentary Family Trust by Deed recorded in Volume 52, Page 68 of the Deed Records of Hays County, Texas, and individually one-half interest to Victoria Elizabeth Richmond a/k/a Elizabeth L. Richmond by Deed recorded in Volume 850, Page 595 of the Deed Records of Hays County, Texas, said 99.80 acre tract being more particularly described by metes and bounds with all bearings being referenced to the North American Datum 1983, Texas Coordinate System, South Central Zone; Ground distances may be converted to grid by dividing by 1.0001700:

BEGINNING at a ½-inch iron rod found at the intersection of the Southwest line of County Road No. 159, known as Yarrington Road and the Northwest line of County Road No. 160, known as Harris Hill Road for the East corner of the herein described tract, said Beginning point having Texas South Central Grid Coordinates of (N=13,886,570.38, E= 2,327,818.81);

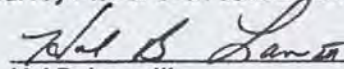
Thence: S 43°21'39" W, along the Northwest line of said County Road No. 160, a distance of 2086.12 feet to a found ½ inch iron rod with yellow cap, for a Northeast corner of a 318.105 acre tract of land recorded in Volume 2715, Page 533 of the Official Public Records of Hays County, Texas, being the South corner of the herein described tract;

Thence: N 46°11'01" W, along the common line of said 318.105 acre tract and the herein described tract, a distance of 2092.35 feet to a found ½ inch iron pipe in concrete being a re-entrant corner of said 318.105 acre tract and the West corner of the herein described tract;

Thence: N 43°31'53" E, along a Southeasterly line of said 318.105 acre tract, passing the common corner of said 318.105 acre tract and a 201.496 acre tract recorded in Volume 2494, Page 403 of the Official Public Records of Hays County, Texas, at a distance of 818.94 feet, and continuing along the Southeast line of said 201.496 acre tract, for a total distance of 2075.38 feet, to a found ½" iron rod on the Southwest line of said County Road No. 159 and being the North corner of the herein described tract;

Thence: S 46°28'39" E, along said Southwest line of County Road No. 159, a distance of 2086.11 feet to the POINT OF BEGINNING and containing 99.80 acres of land, more or less.

Note: Survey Plat of even date accompanies this legal description.

 4/11/06
Hal B. Lane III
Registered Professional Land Surveyor
Texas Registration Number 4690
Vickrey & Associates, Inc.



Job No. 2042-002-104
Hays 99.80 Acres 041106
April 6, 2006
April 11, 2006

Exhibit B Concept Plan

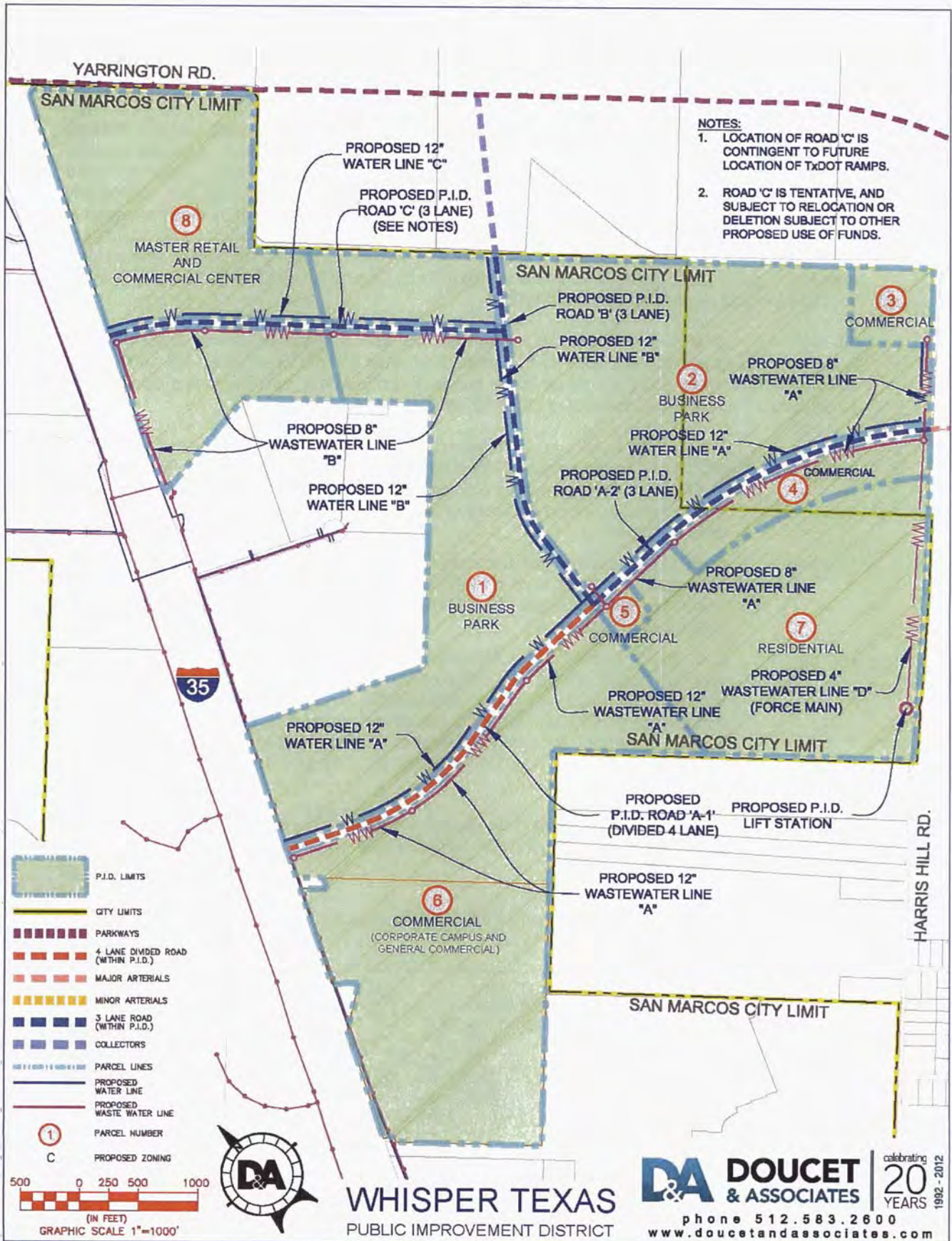
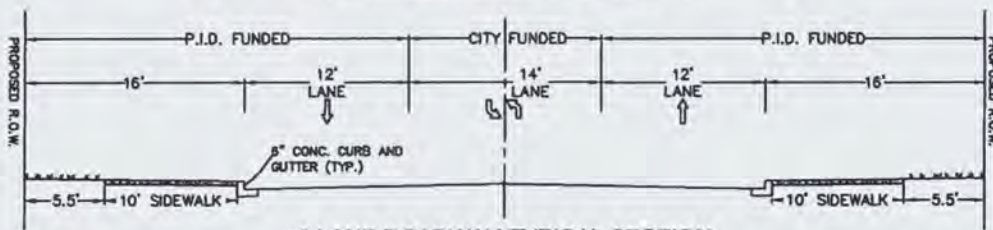
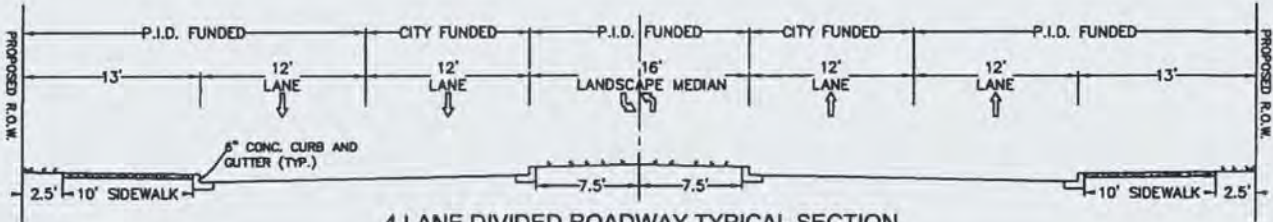


Exhibit C Roadway Cross Sections & Opinions of Probable Cost



**PID Construction Estimates - Opinion of Probable Costs
(San Marcos, Texas)**

Item	Description	Subtotal	Cost
General			
1	Road A and Associated Utilities	3,937,443	5,118,663
2	Road B and Associated Utilities	1,645,891	2,139,661
3	Road C and Associated Utilities	1,725,353	2,242,973
4	Lift Station and Waste Water Line D (Force Main)	181,900	238,470
5	Wastewater Line B	201,000	261,300
Total		7,891,587	9,999,067

* - ESTIMATED PROBABLE COST OF WATER LINE WITHIN THE CITY OF SAN MARCOS COH IS \$285,000 (31%)

NOTE: THIS OPINION OF PROBABLE COST DOES NOT INCLUDE ANY OVERSIZING OF THE WATER LINE AND WASTE WATER LINES. PER DIRECTION FROM CITY OF SAN MARCOS STAFF, OVERSIZING WILL BE HANDLED OUTSIDE OF THE PID. IN ADDITION, THE PID IS TO BE RESPONSIBLE FOR 2 LANES OF THE ROADWAY CROSS SECTION AND OUR CLIENT IS REQUESTING THE CITY OF SAN MARCOS BE RESPONSIBLE FOR THE ADDITIONAL 2 LANES ON THE 4 LANE CROSS SECTION (ROAD A-1) AND THE ADDITIONAL LANE ON THE 3 LANE CROSS SECTION (ROAD A-2, B AND C) AND FUND AT THE TIME OF CONSTRUCTION TO ALLOW FOR THE FULL SECTION TO BE CONSTRUCTED AT ONE TIME. IN THIS OPC, ONLY THE PID COST IS SHOWN.

**Oversize Participation - Opinion of Probable Costs
(San Marcos, Texas)**

Item	Description	Subtotal	Cost
General			
1	Road A	881,200	1,146,560
2	Road B	236,800	307,840
3	Road C	247,900	322,270
Total		1,365,900	1,775,670

NOTE: THIS OPINION OF PROBABLE COST DOES NOT INCLUDE ANY OVERSIZING OF THE WATER LINE AND WASTE WATER LINES. PER DIRECTION FROM CITY OF SAN MARCOS STAFF, OVERSIZING WILL BE HANDLED OUTSIDE OF THE PID. IN ADDITION, THE PID IS TO BE RESPONSIBLE FOR 2 LANES OF THE ROADWAY CROSS SECTION AND OUR CLIENT IS REQUESTING THE CITY OF SAN MARCOS BE RESPONSIBLE FOR THE ADDITIONAL 2 LANES ON THE 4 LANE CROSS SECTION (ROAD A-1) AND THE ADDITIONAL LANE ON THE 3 LANE CROSS SECTION (ROAD A-2, B & C) AND FUND AT THE TIME OF CONSTRUCTION TO ALLOW FOR THE FULL SECTION TO BE CONSTRUCTED AT ONE TIME. IN THIS OPC, ONLY THE CITY COST IS SHOWN.

LAND USE TABLE

LAND USE	TOTAL	PERCENT
BUSINESS PARK (BP)	281 Ac	40%
COMMERCIAL (C)	185 Ac	26%
RESIDENTIAL	106 Ac	15%
MASTER RETAIL AND COMMERCIAL CENTER	111 Ac	16%
RIGHT-OF-WAY (ROW)	23 Ac	3%
TOTAL	706 Ac	100%

ROADWAY TABLE

ROADWAY	LENGTH
4 LANE DIVIDED W/ LANDSCAPE MEDIAN	3,500 LF
3 LANE W/ CENTER TURN LANE	9,600 LF

PID WATER UTILITY TABLE

UTILITY	LENGTH
12" WATER LINE	13,400 LF*

* - PORTION OF WATER LINE WITHIN CITY OF SAN MARCOS COH IS 30%

PID WASTEWATER UTILITY TABLE

UTILITY	LENGTH
12" WASTEWATER LINE	3,600 LF
8" WASTEWATER LINE	8,500 LF
4" WASTEWATER FORCE MAIN	2,200 LF

PARCEL TABLE

PARCEL NO	Land Use	Area (ac)
1	BUSINESS PARK	132 Ac
2	BUSINESS PARK	149 Ac
3	COMMERCIAL	10 Ac
4	COMMERCIAL	18 Ac
5	COMMERCIAL	3 Ac
6	COMMERCIAL	153 Ac
7	RESIDENTIAL	106 Ac
8	MASTER RETAIL AND COMMERCIAL CENTER	111 Ac
ROW	RIGHT-OF-WAY	23 Ac
TOTAL		706 Ac

NOTE: THE OWNER RETAINS THE RIGHT TO ADD CROSS-OVER LANES THROUGH THE LANDSCAPE MEDIAN ON ROADWAY 'A' AS FUTURE PARCELS ARE DEVELOPED.

WHISPER TEXAS
PUBLIC IMPROVEMENT DISTRICT

DA DOUCET & ASSOCIATES celebrating 20 YEARS 1992 - 2012
phone 512.583.2600
www.doucetandassociates.com

EXHIBIT D
MCDONALD DEVELOPMENT
WHISPER TEXAS PUBLIC IMPROVEMENT DISTRICT
QUALIFIED PID COSTS
9/16/2014

ITEM	PHASE/YEAR	DESCRIPTION	Acres/Lots	TOTAL CONSTRUCTION COSTS	NET HARD COSTS	PROJECT MANAGEMENT 4%	TOTAL
Major Improvement Area Bond							
1	Master	Road A & Associated Utilities		\$ 5,118,663	\$ 5,118,663	\$ 204,747	\$ 5,323,410
2	Master	Road B & Associated Utilities		\$ 2,139,661	\$ 2,139,661	\$ 85,586	\$ 2,225,247
3	Master	Lift Station & Waste Water Line D		\$ 236,470	\$ 236,470	\$ 9,459	\$ 245,929
4	Master	Road C & Associated Utilities		\$ 2,242,973	\$ 2,242,973	\$ 89,719	\$ 2,332,692
5	Master	Offsite Waste Water Line B		\$ 261,300	\$ 261,300	\$ 10,452	\$ 271,752
TOTALS				\$ 9,999,067	\$ 9,999,067	\$ 399,963	\$ 10,399,030
PROJECT TOTALS				\$ 683	\$ 9,999,067	\$ 399,963	\$ 10,399,030

Source: McDonald Development, Doucet, DPFG

EXHIBIT E
MCDONALD DEVELOPMENT
WHISPER TEXAS PUBLIC IMPROVEMENT DISTRICT
Value to Lien Bond Capacity Analysis @ Minimum 3.0:1 Value
to Lien Ratio
September 16, 2014

	PID Bond 2015
Bond Issuance Year	2015
Bond Issuance Month	1
# of Bond Issues	1
Estimated Land Value	\$ 35,189,050
Net Construction Proceeds Funded	\$ 10,398,161
Estimated Post Bond Sale Valuation	\$ 45,587,211
Projected PID Gross Bond Amount	\$ 14,630,000
Reserve Fund (10% of Bond Amount)	\$ 1,463,000
Capitalized Interest (24 months)	\$ 2,029,939
Underwriter Discount/Financial Advisor Fee (3%)	\$ 438,900
Cost of Issuance	\$ 300,000
Infrastructure Bond Net Construction Proceeds	\$ 10,398,161
Equivalent Tax Rate	\$ 0.150
Projected Value to Lien Ratio	3.12
Net Construction Proceeds	\$ 10,398,161
Total Qualified Construction Costs	\$ 10,399,030
(Shortage)/Surplus (a)	\$ (869)

(a) Developer may be required to escrow all or a portion of the additional funding requirement at the time bonds are issued.

EXHIBIT F
McDONALD DEVELOPMENT
WHISPER TEXAS PUBLIC IMPROVEMENT DISTRICT
ESTIMATED ASSESSED VALUE AT BUILD OUT
9/16/2014

Parcel Number	Acreage	FAR/Units per Acre	Land Use	Estimated Raw Land Value	Units	Square Feet	AV per Unit	AV per SF	Projected AV
8A	55.5	0.15	Retail/Commercial	\$ 3,626,370		362,637		\$ 120.00	\$ 43,516,440
8B	55.5	0.20	Light Industrial	\$ 2,417,580		493,516		\$ 75.00	\$ 36,263,700
1 - 2	281	0.25	Business Park	\$ 14,100,100	-	3,060,090	-	\$ 120.00	\$ 367,210,800
3	10	0.25	Commercial	\$ 600,000		108,900		\$ 100.00	\$ 10,890,000
4 - 5	22	0.25	Commercial	\$ 1,320,000		239,580		\$ 100.00	\$ 23,958,000
6	153	0.25	Commercial	\$ 11,025,000		1,666,170		\$ 100.00	\$ 166,617,000
7	106	4.72	SF Residential - Detached/Townhomes	\$ 2,100,000	500	-	200,000	-	\$ 100,000,000
Project Totals	683			\$ 35,189,050	500	\$5,920,893			\$ 748,455,940



INFRASTRUCTURE PLANNING & FINANCE GROUP, INC.

Exhibit G
McDONALD DEVELOPMENT
WHISPER TEXAS PUBLIC IMPROVEMENT DISTRICT
 Bond Sizing Analysis -
 September 16, 2014

Source:
 Gross Bond Amount (7.00% Interest Rate) **\$ 14,830,000**
 Misc. **1,460,000**
 Reserve Fund (10% of Bond Amount) **2,029,030**
 Capitalized Interest (24 months) **438,000**
 Underwriter Discount/Financial Advisor Fee (1%) **300,000**
 Cost of Issuance **10,388,161**

Source:
 Gross Bond Amount (7.00% Interest Rate) **\$ 14,830,000**
 Misc. **1,460,000**
 Reserve Fund (10% of Bond Amount) **2,029,030**
 Capitalized Interest (24 months) **438,000**
 Underwriter Discount/Financial Advisor Fee (1%) **300,000**
 Cost of Issuance **10,388,161**

Issuance Date: Year Ending January 1	January 1		2015		Principal Interest	City Admin Expenses (b)	Prepayment Reserve (d) 0.20%	Delinquency Reserve (e) 0.30%	P & I Admin Reserve	Capitalized Interest (f)	0.10% Reserve Fund Interest Earnings	Reserve Fund Releases	Annual PIID Installment (g)
	Principal Issued (\$50,000)	Interest Rate	Annual Interest Due	Principal Interest									
2016	\$ -	3.87%	\$ 1,014,870	\$ 1,014,870	\$ 35,000	\$ 20,260	\$ 43,860	\$ 1,123,120	\$ 1,014,870	\$ 140	\$ -	\$ 106,887	
2017	-	3.97%	1,014,870	1,014,870	35,700	20,260	43,860	1,123,120	1,014,870	140	-	107,387	
2018	-	4.12%	1,014,870	1,014,870	36,144	20,260	43,860	1,123,120	1,014,870	140	-	1,123,011	
2019	-	4.32%	1,014,870	1,014,870	37,142	14,717	43,860	1,110,719	1,014,870	140	-	1,106,266	
2020	10,000	4.67%	1,014,870	1,024,870	37,685	1,350	43,860	1,108,695	1,024,870	140	-	1,107,232	
2021	30,000	5.12%	1,014,870	1,044,870	38,943	2,346	43,860	1,106,321	1,044,870	140	-	1,107,608	
2022	65,000	5.42%	1,014,870	1,064,870	39,415	2,202	9,178	1,118,791	1,064,870	140	-	1,117,268	
2023	80,000	5.97%	1,012,653	1,089,653	40,204	2,054	5,135	1,137,347	1,089,653	140	-	1,136,864	
2024	125,000	5.77%	1,003,485	1,110,485	41,005	2,364	5,065	1,159,862	1,110,485	140	-	1,156,419	
2025	185,000	5.97%	989,434	1,134,434	41,823	2,194	5,065	1,183,940	1,134,434	140	-	1,182,477	
2026	165,000	6.12%	991,271	1,158,271	42,665	2,490	5,065	1,207,790	1,158,271	140	-	1,206,287	
2027	200,000	6.27%	981,268	1,181,268	43,518	2,445	5,065	1,232,046	1,181,268	140	-	1,231,183	
2028	235,000	6.47%	969,723	1,203,723	44,388	2,479	5,197	1,256,788	1,203,723	140	-	1,256,326	
2029	275,000	6.80%	953,912	1,226,812	45,275	2,200	5,210	1,281,511	1,226,812	140	-	1,280,048	
2030	315,000	6.97%	935,918	1,250,918	46,182	2,430	5,210	1,305,291	1,250,918	140	-	1,303,788	
2031	360,000	6.92%	914,671	1,274,671	47,105	2,500	5,210	1,329,754	1,274,671	140	-	1,329,291	
2032	410,000	6.92%	890,950	1,299,950	48,047	2,892	5,210	1,353,314	1,299,950	140	-	1,353,651	
2033	465,000	6.92%	861,587	1,326,587	49,008	2,781	5,210	1,376,809	1,326,587	140	-	1,376,840	
2034	525,000	6.92%	829,277	1,354,277	49,989	2,860	5,210	1,400,269	1,354,277	140	-	1,400,269	
2035	590,000	6.92%	793,033	1,383,033	50,988	2,416	5,210	1,423,589	1,383,033	140	-	1,423,589	
2036	665,000	6.92%	752,190	1,412,190	52,008	2,868	5,210	1,446,778	1,412,190	140	-	1,446,778	
2037	730,000	6.92%	708,617	1,441,617	53,048	2,868	5,210	1,469,878	1,441,617	140	-	1,469,878	
2038	810,000	6.92%	666,312	1,470,312	54,108	2,868	5,210	1,492,878	1,470,312	140	-	1,492,878	
2039	895,000	6.92%	626,248	1,499,248	55,191	2,868	5,210	1,515,748	1,499,248	140	-	1,515,748	
2040	985,000	6.92%	588,261	1,528,261	56,295	3,181	5,210	1,538,461	1,528,261	140	-	1,538,461	
2041	1,085,000	7.12%	547,093	1,557,093	57,421	3,181	5,210	1,561,093	1,557,093	140	-	1,561,093	
2042	1,190,000	7.12%	502,813	1,585,813	58,570	3,181	5,210	1,583,613	1,585,813	140	-	1,585,813	
2043	1,310,000	7.12%	457,877	1,614,877	59,741	3,181	5,210	1,606,077	1,614,877	140	-	1,606,077	
2044	1,435,000	7.12%	412,181	1,644,181	60,936	3,179	5,210	1,628,381	1,644,181	140	-	1,628,381	
2045	1,575,000	7.12%	365,749	1,673,749	62,155	3,179	5,210	1,650,439	1,673,749	140	-	1,650,439	
Totals	\$ 14,830,000	7.00%	\$ 23,987,428	\$ 23,987,428	\$ 1,419,803	\$ 195,718	\$ 451,278	\$ 40,027,409	\$ 2,029,930	\$ 43,960	\$ 1,747,873	\$ 38,805,704	

(a) Preliminary estimate. Assumes City administrative expenses escalate at 2.00% per year.
 (b) Preliminary estimate. Assumes the interest rate used to calculate the assessments is 0.20% higher than the actual interest rate on the bonds to fund interest related to prepayment of assessments. The prepayment reserve is capped at 10% of the next year's debt service. Unused funds will be applied to
 (c) Preliminary estimate. Assumes the interest rate used to calculate the assessments is 0.30% higher than the actual interest rate on the bonds to fund a reserve for delinquent assessments. The delinquency reserve is capped at 25% of the next year's debt service. Unused funds will be applied to
 (d) Assumes 24 months capitalized interest.
 (e) Net of capitalized interest, reserve fund interest earnings, and reserve fund releases.

EXHIBIT H
McDONALD DEVELOPMENT
WHISPER TEXAS PUBLIC IMPROVEMENT DISTRICT
Assessment Allocation Analysis @ Build Out
9/16/2014

Parcel Number	Land Use Assumptions				Allocation Based on Estimated Raw Land Value								
	# of Units	Square Feet	Acreage	Land Use	Estimated Raw Land Value	Projected Assessed Value	Total Assessment	Annual Payment (1st Year)	Assessment Per Unit	Annual Payment Per Unit	Assessment Per Sq. Ft.	Annual Payment Per Sq. Ft.	Equivalent Tax Rate (per \$100/AV)
8A		362,637	66	Retail/Commercial	\$ 3,626,370	\$ 43,516,440	\$ 1,492,602	\$ 114,579	\$ -	\$ -	\$ 4.12	\$ 0.32	\$ 0.263
8B		483,516	56	Light Industrial	\$ 2,417,580	\$ 36,263,700	\$ 995,068	\$ 76,386	\$ -	\$ -	\$ 2.06	\$ 0.16	\$ 0.211
1-2		3,060,090	281	Business Park	\$ 14,100,100	\$ 367,210,800	\$ 5,803,556	\$ 445,509	\$ -	\$ -	\$ 1.90	\$ 0.15	\$ 0.121
3		108,900	10	Commercial	\$ 600,000	\$ 10,890,000	\$ 246,958	\$ 18,958	\$ -	\$ -	\$ -	\$ 0.17	\$ 0.174
4-5		239,590	22	Commercial	\$ 1,320,000	\$ 23,958,000	\$ 543,308	\$ 41,707	\$ -	\$ -	\$ 2.27	\$ 0.17	\$ 0.174
6		1,666,170	153	SF Residential -	\$ 11,025,000	\$ 166,617,000	\$ 4,537,655	\$ 348,348	\$ -	\$ -	\$ 2.72	\$ 0.21	\$ 0.209
7	500	-	106	Detached/Townhomes	\$ 2,100,000	\$ 100,000,000	\$ 864,353	\$ 66,352	\$ 1,729	\$ 133	\$ -	\$ -	\$ 0.066
Subtotal													
Property Owners Association													
Project Total		5,920,893	683		\$ 35,189,050	\$ 748,455,940	\$ 14,630,000	\$ 1,123,071					\$ 0.150

Note: Assessment payments are due starting in the third year given two years of capitalized interest.

EXHIBIT I
MCDONALD DEVELOPMENT
WHISPER TEXAS PUBLIC IMPROVEMENT DISTRICT
FEASIBILITY ANALYSES - ASSUMPTIONS

Item	Assumption	Source
Date of Analysis	9/16/2014	
Net Acres	683	McDonald
Land Value per Parcel - Raw as Entitled	Per AV tab	McDonald
Project Management Fees	4.0%	DPFG
Minimum Required Value to Lien Ratio	3.00	DPFG
PID Estimated Equivalent Ad Valorem Assessment Rate per \$100 AV	0.150	DPFG
Estimated PID Bond Net Infrastructure Proceeds	\$ 10,398,161	DPFG
Estimated Total Construction Costs	\$ 10,399,030	Doucet
Estimated Equity Requirement	\$ (869)	Calculated
Estimated Allocation to POA	1.0%	DPFG
Estimated Value - Single Family Home	\$ 200,000	McDonald
Finished Lot as % of Completed AV	20.0%	McDonald
Interest Rate	7.0%	DPFG
Underwriter Discount/Financial Advisor Fee	3.0%	DPFG
Cost of Issuance	\$ 300,000	DPFG
Debt Service Escalator	2.0%	DPFG
Reserve Fund Earnings	0.10%	DPFG
Capitalized Interest Period - Years	2.00	DPFG
District Operations	35,000	DPFG
District Operations Escalator	2.0%	DPFG
Denomination	\$ 5,000	DPFG
Prepayment Reserve Cap as % of DS	10.0%	DPFG
Delinquency Reserve %	0.3%	DPFG
Delinquency Reserve Cap as % of DS	25.0%	DPFG

Exhibit J
Rendering of Proposed 50,000 sq. ft. Speculative Building

