

**McCARTY COMMONS
INTERSTATE HIGHWAY 35/McCARTY LANE SEC
PLANNED DEVELOPMENT (PD) DISTRICT
DEVELOPMENT STANDARDS**

SAN MARCOS, TEXAS

Amended and Restated INSERT DATE ~~May 21, 2013~~

Prepared For:

**SLF II - McCarty, L.P.
5949 Sherry Lane, Suite 1750
Dallas, Texas 75225**

**Note on 2026 amendment – the proposed changes to this document have been requested by
HEB, LP, who now own part of the property within the District Boundary.**

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**McCARTY COMMONS
PLANNED DEVELOPMENT DISTRICT**

DEVELOPMENT INFORMATION

Property Owner: SLF II - McCarty, L.P.
Attn: Ocie Vest, Steve Sanders
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Dallas, Texas 75225
Phone# (214) 368-9191
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Property: The 259.52 acre, more or less, tract of land as described in the attached Exhibit "A".

1. Purpose and Intent

- 1.1 This PD Overlay District is intended for adoption by the City Council of San Marcos to allow for the establishment of these zoning and development standards (the "Development Standards") for the McCarty Commons development (the "Development") in accordance with Sections 1.5.2.2 and 4.2.6.1 of the City of San Marcos Land Development Code ("LDC"). The LDC allows a mixture of uses, including compatible commercial and residential uses, within the Development. The Development cannot be implemented under the standard LDC zoning categories methodology and requires greater design flexibility for a successful development. The Property Owner, heirs, successors or assigns (the "Owner") intends for the application of this PD Overlay District to result in development superior to that which would occur using the zoning and subdivision regulations of the Development that would otherwise apply, and to allow for flexible planning and development of multiple uses throughout the Development which promote compatible and different levels of commercial and residential uses.
- 1.2 The purpose of this document is to provide direction and guidance regarding the Owner's interest in promoting a high quality multi-use development, enhancing quality of life values, protecting and improving investments, and encouraging economic opportunities. It is intended to promote an integrated, coordinated, high quality approach to site access, building placement and massing, materials, architectural theming, and pedestrian amenities.
- 1.3 The proposed land uses depicted on the Concept Plan graphic attached hereto as Exhibit "B" (the Concept Plan). This plan provides the foundation for development of the site.
- 1.4 The Development includes specific development standards as described herein for each Sub-Area and the overall Development. The Development shall adhere to all of the provisions of these Development Standards, including the Development Standards described on Exhibit "C". As to any standards not specifically addressed in these Development Standards, the Development shall adhere to the LDC standards in force at the time of submission of further development applications. All uses in the Development shall conform to the area, building and height standards in the applicable base zoning district unless specifically excepted in these Development Standards. These standards shall be utilized to establish the quality and

character of anticipated development in the site. An Owner submitting a development application may appeal a denial of a development application based on the City Planning Director's interpretation of these Development Standards to the City Planning and Zoning Commission to determine whether the Planning Director's interpretation is reasonable.

- 1.5 The development guidelines, as stated in this document, are intended to provide a framework for future development. Prior to the approval of the first building permit or site development plan for a specific piece of property within one of the designated sub-areas, the Owner(s) of such sub-area shall submit a set of detailed site development and architectural guidelines that further clarifies the design criteria for that particular sub-area as generally described in Section 7 and 8 of this document. These guidelines shall include the following items:

- 1.5.1 The compatibility of the guidelines with the Development Standards.
- 1.5.2 One architectural elevation in color of each building type on the plan, depicting materials used and color palette selected.
- 1.5.3 Drawings depicting a specific landscape design concept and specific landscape features. Also, as may be designated in each sub-area, community identification features and gateway elements that require integration with the overall design of the Development.
- 1.5.4 Drawings and design criteria depicting specific lighting features that require integration with the overall design of the Sub-Area.
- 1.5.5 Drawings and design criteria depicting specific signage elements that require integration with the overall design of the Sub-Area.

2. Vision

- 2.1 The vision for the Development is an architectural design approach that is inspired by the Texas Hill Country vernacular, and interpreted in a crisp, contemporary manner. This design shall incorporate a strong respect for the past, yet represent the region's future economic opportunities. Colors include a rich, deep color palette using tan, ochre, beige and terra cotta—weathered by time. Facade materials shall incorporate richly colored natural stone, brick, stucco and wood, and shall be used in combination to represent an honesty of materials, expressing a rough-and-tumble, yet refined style. Canopies, trellises and awnings shall be used to provide both visual interest and protection from the harsh Central Texas climate. Open spaces in the project shall be integral to the overall design, with public areas expressly used for the pedestrian referencing back to the Hill Country's wide-open spaces intended for the public domain. Finally, strategically placed landscaping through its use of both native flora and those that have adapted to the hot Texas sun and variable soil types shall serve to unify the various individual buildings into a seamlessly integrated development.
- 2.2 The Development Standards establish standards that are consistent with the special character and quality intended for the Development, and shall meet or exceed the standards set forth in the City of San Marcos LDC, or as set forth in Sections 7 and 9 below. The standards are intended to assist design professionals, developers, and builders in the planning, design and implementation of site elements and improvements as well as establish and maintain a community image that supports the natural and man-made environment of the Development.

3. Development Standards Applicable to Sub-Areas

- 3.1 Requirements for Sub-Areas "A-1" "A-2" and "B"

- 3.1.1 Base zoning. The base zoning district is (GC): General Commercial.
- 3.1.2 Purpose. The (GC) General Commercial zoning district is intended to provide locations for limited (light) commercial and service-related establishments, such as wholesale product sales automotive supply stores, veterinary services, and other similar limited commercial uses.
- 3.1.3 Authorized Uses. Except as indicated below, all permitted and conditional uses by right permitted within this zoning district per LDC Table 4.3.1.2 are allowed. The following uses are specifically prohibited as either a Permitted or Conditional Use: (1) Check Cashing Service, (2) Call Service Center, (3) Cabinet Shop (Manufacturing), (4) washateria /laundry (self serve), (5) Studio Tattoo or Body Piercing, (6) Auto Glass Repair/Tinting, (7) Tire sales (outdoors/storage), (8) Bingo Facility, (9) RV/Travel Trailer Sales, (10) Maintenance/Janitorial Service, (11) Pawn Shop, (12) Portable Building Sales, and (13) Temporary Outdoor Retail Sales/Commercial Promotion, (14) Tool Rental (with Outdoor Storage), (15) Gravestone/Tombstone Sales, (16) Gun Smith, (17) Auto Paint Shop, (18) Truck Terminal, (19) Metal Fabrication Shop, (20) Moving Storage Company, (21) Warehouse (Office and Storage), (22) Outside Storage (as a primary use), (23) Used Car Dealership/Sales, and (24) Sexually oriented businesses and (25) gaming facilities (eight liners, bingo halls and similar businesses). Any commercial or hotel use with on-site consumption of alcoholic beverages will be subject to the conditional use permit requirements in accordance with LDC Section 4.3.4.2. Check Cashing Service shall be allowable as an accessory use within a principal use such as a Grocery Store in Sub-Area "A-1".
- 3.1.4 Ancillary Outdoor Storage and Sales. The following outdoor storage and sales uses that are intended as ancillary uses for large Grocery Store with Gasoline Sales retailers and home improvement retailers larger than 75,000 square feet shall not be prohibited as either a Permitted or Conditional Use: (1) Tire sales, (2) Outdoor Retail Sales/Commercial Promotion, (3) Tool Rental, (4) Warehouse and (5) Outside Storage (as a primary use).
- 3.1.5 Parking Regulations. All properties in Sub-areas A-2, B and C that have parking directly adjacent to open space in Sub-Area "E" shall provide signage stating that parking is allowed for use of the Parkland and should be located as close as possible to any trail head locations. Such Parkland parking areas will not be counted against the parking requirement for any land use and the number of Parkland parking spaces in any location shall be determined at the time of either site plan application or preliminary plat application, whichever occurs first.
- 3.1.6 Public Restrooms and Drinking Fountains. Each subarea adjacent to the open space in Subarea "E" shall provide directional signage where public restrooms and drinking fountains are available for users of the Parkland and shall be located as close to any trail head areas as possible.
- 3.2 Requirements for Sub-Areas "C" and "D"
 - 3.2.1 Base Zoning. The base zoning district is (CC): Community Commercial
 - 3.2.2 Purpose. The (CC) Community Commercial zoning district is established to provide areas for quality larger general retail establishments and service facilities for the retail sale of goods and services. This district should generally consist of retail nodes located along or at the intersection of major collectors or thoroughfares to accommodate high traffic volumes generated by general retail uses.
 - 3.2.3 Authorized Uses. Except as indicated below, all permitted and conditional uses by right permitted within this zoning district per LDC Table 4.3.1.2 are allowed, including

Multi-Family (Apartments), Single Family Detached House, Single Family Townhouse (Attached), and Single Family Zero Lot Line/Patio Homes. The following uses are specifically prohibited as either a Permitted or Conditional Use: (1) Check Cashing Service, (2) Call Service Center, (3) washateria /laundry (self serve), (4) Studio Tattoo or Body Piercing, (5) Carwash (self service, full service or automated), (6) Tire sales (outdoors/storage), (7) Bingo Facility, (8) Pawn Shop, and (9) Temporary Outdoor Retail Sales/Commercial Promotion, and (10) Auto Dealer, Used Auto Sales. Any commercial or hotel use with on-site consumption of alcoholic beverages will be subject to the conditional use permit requirements in accordance with LDC Section 4.3.4.2.

- 3.2.4 Parking Regulations. All properties directly adjacent to open space in Sub-Area "E" with parking areas will provide signage stating that parking is allowed for use of the Parkland and should be located as close as possible to any trail head locations. Such Parkland parking areas will not be counted against the parking requirement for any land use and the number of Parkland parking spaces in any location shall be determined at the time of either site plan application or preliminary plat application, whichever occurs first.
- 3.2.5 Public Restrooms and Drinking Fountains. Each subarea adjacent to the open space in Subarea "E" shall provide directional signage where public restrooms and drinking fountains are available for users of the Parkland and shall be located as close to any trail head areas as possible.

3.3 Requirements for Sub-Area "E"

- 3.3.1 Base Zoning. The base zoning district is (P): Public and Institutional District
- 3.3.2 The (P) Public and Institutional District is intended to accommodate uses of a governmental, civic, public service, or public institutional nature, including major public facilities, state colleges and universities. The review of the location for public facilities is intended to facilitate the coordination of community services while minimizing the potential disruption of the uses of nearby properties. This district is intended for properties used, reserved, or intended to be used for a civic or public institutional purpose or for major public facilities.
- 3.3.3 Authorized Uses. No Permitted and Conditional uses within this zoning district per LDC Table 4.3.1.2 are allowed except the following: (1) Park and/or Playground (Private), (2) Park and/or Playground (Public) and (3) baseball fields and soccer fields for practice only (not lighted).
- 3.3.4 Open Space Regulations. The Owner will designate as open space approximately 57.5 acres of property as depicted as Sub-Area "E" on the Concept Plan attached hereto as Exhibit "B". A recreation easement shall be dedicated for the Open Space area by either a final plat or separate instrument approved by the City Attorney concurrent with or prior to the first final plat for either Sub-area "C" or "D". The Open Space will be maintained by a property owners association (the "POA") created by the Owner for the administration of all of the Development, save and except Sub-Area "A-1", which is not required to be subject to the POA and the governing documents of the POA. The documents forming the POA will be subject to approval by the City Attorney, and the Owner will submit the final approved version to be filed in the public records before or at the same time as the first final subdivision plat for Sub-area "C" or "D", whichever develops first, is filed. The Open Space may include improvements such as trails, ponds with fountains, lighting, park benches, landscaping, irrigation, public art and accessory building structures such as gazebos. The documents forming the "POA" and the recreation easement shall be approved by the San Marcos City Attorney, Parks and

Recreation Commission and the P&Z prior to final platting of either Sub-Area “C” or “D” (whichever is developed first).

- 3.4 Detention and Landscape Regulations. Exceptions to the LDC Standards are as follows:
 - 3.4.1 Detention ponds designed as water features shall not be required to have a security fence around its perimeter.
 - 3.4.2 Detention ponds shall not be allowed within a floodway or water quality zone, but may be allowed within a floodplain or buffer zone as long as the ponds do not increase the base flood elevation of the floodplain or floodway.
 - 3.4.3 Large shade trees are not required for parking lots when the parking areas are located in utility easements under overhead electric lines. Small ornamental trees may be substituted.

4. Park Land and Open Space

- 4.1 The 57.5 acres, more or less, of Open Space (Shown as Sub-Area “E” on Exhibit “B”) will be owned and maintained by the POA and open to the general public including the following:
 - 4.1.1 A minimum of one pedestrian access point from Sub-Areas “A-2” and “B” to the Open Space shall be open to the general public and one pedestrian access point from Sub-Area “C” shall be open to the general public.
 - 4.1.2 Approximately 7.5 acres of drainage swale and easements.
 - 4.1.3 Approximately 10 acres of detention ponds yielding about 40 acres of net useable park land and open space suitable for use in active programmed park activities and passive park areas.
 - 4.1.4 The developer will construct an on-site trail system consisting of an eight foot (8’) wide asphalt (or similar material to be approved by the City) trail, including portions of the trail located in Sub-Area “E” that are adjacent to the Sub-Area proposed for development. The trail may be constructed in phases prior to or concurrently with the respective development of each Sub-Area. The trail system shall be open to the public and contained within a Public Access Easement. The Public Access Easement shall be referenced by plat note and conveyed to the City prior to issuance of a site preparation permit for each respective Sub-Area. A master plan of the trail system is shown on the Concept Plan.
 - 4.1.5 Concurrent with the first development of Sub-Areas “A-1” “A-2” and “B”, the developer of each respective Sub-Area will coordinate with the City to construct portions of a trail to connect the intersection of McCarty Lane and I-35 with the Outlet Mall (subject to the Outlet Mall approval) running generally east-west along the south side of McCarty Lane, then south along the west side of Cottonwood Creek to the Outlet Mall, as generally shown on the Concept Plan. Sub-Area “A-2” and “B” will also provide a minimum of one trail connection to Sub-Area “E”.
 - 4.1.6 Concurrent with the first development of Sub-Areas “C” and/or “D”, the developer will construct a trail that will make a loop of about one mile in length. The trail loop will be on the east side of Cottonwood Creek along Sub-Area “C” and extend into development tracts within Sub-Areas “C” and “D”. This phase of the trail construction will also include the pedestrian crossings of Cottonwood Creek to connect to the trail stub-outs from Sub-Areas “A” and “B”.
 - 4.1.7 The developer of Sub-Areas “A-2” and “B” will construct the water feature/detention pond on the west side of Cottonwood Creek concurrent with and designed to

accommodate their respective development. Further, the developer of Sub-Area "C" will construct the water feature/detention pond(s) on the east side of Cottonwood Creek concurrent with and designed to accommodate their respective development. The water feature/detention pond for Sub-Area "C" shall be sized so as to also accommodate the detention needs for Sub-Area "D". In the event that Sub-Area "D" develops before Sub-Area "C", then a drainage easement will be provided across Sub-Area "C" to allow the storm water to be detained in the water feature/detention pond on the east side of Cottonwood Creek. Detention ponds may be dry or wet.

- 4.1.8 The water features, which may also serve as detention ponds, may include a source of make-up water to keep the water features at a consistent water level.
- 4.1.9 The combined baseball/soccer field will be constructed concurrent with the first residential development in Sub-Area "C" and is intended primarily for use by the residents of McCarty Commons for practice only and not used for games or other programmed events. The fields will not be lighted. The City Parks and Recreation Department will coordinate any programmed events such as use of the practice fields and passive open space with the POA.
- 4.1.10 The Park and Open Space area will be owned and maintained by the POA established for the Development.
- 4.1.11 Concurrent with or prior to the first final plat for either Sub-Area "C" or "D", the developer will provide a perpetual Park and Open Space easement, either by final plat or by separate instrument, to the City along with corresponding deed restrictions to ensure that the Park Land and Open Space area (Sub-Area "E") will be restricted to only those uses in Sub-area "E".
- 4.1.12 The Park Land and Open Space land and improvements contained within Sub-Area "E" will satisfy all the park land and open space requirements for the Development.
- 4.1.13 The trails and unimproved open space areas within Sub-Area "E" will be open to the public.
- 4.1.14 The developer will work with the owners of the Premium Outlet Mall to attempt a coordinated effort to connect the trail system to the mall site to the south.

5. Revisions of the PD District and Exhibit "B"

- 5.1 Minor Revisions. The respective property Owner(s) of each Sub-area may submit a request for administrative approval of minor revisions to these Development Standards or Exhibit "B". The City Planning Director may approve a minor revision subject to limitations in the LDC, if the Director determines that the revisions do not substantially impact the nature or purposes of the approved PD, whether individually or cumulatively, including (i) areas that are part of a final plat and (ii) the overall intent of the Development Standards or Exhibit "B". The Planning Director's approval of any minor revision shall be in writing. The following shall be considered a minor revision, subject to limitations in the LDC:
 - 5.1.1 A minor change in the size or configuration of a lot, if the Director determines that the basic layout of the Development remains the same and Exhibit "B" functions as well as before the revision. A licensed architect, landscape architect, and/or engineer shall design all improvements.
 - 5.1.2 Other minor adjustments to Exhibit "B" that the Director deems a minor revision.

- 5.2 Major Revisions. Any revision or change to these Development Standards or Exhibit “B” which is not categorized as a “minor revision” above or otherwise deemed a “revision” by the Director shall be a “major revision” and shall be subject to approval following the City’s procedure. Adding land area to the District is considered a major revision.

6. Residential Types

- 6.1 All Single Family Detached lots within the Development shall comply with all standards set forth by the City of San Marcos zoning regulations designated as SF-6 (Single-Family District), SF-4.5 (Single-Family District) and PH-ZL (Patio Home, Zero-Lot-Line Residential District) except as modified by additional development standards for McCarty Commons attached hereto as Exhibit “C”.
- 6.2 All Single Family Attached (as platted lots) within the Development shall comply with all standards set forth by the City of San Marcos zoning regulations designated as TH (Townhouse Residential District).
- 6.3 All Multi-Family within the Development shall comply with all standards set forth by the City of San Marcos zoning regulations MF-24 (Multiple Family Residential District).

7. Architectural Guidelines for Sub-Areas “A-2” “B” “C” “D” and “E”

7.1 Theme and Character

- 7.1.1 Architecture and the built environment make many important contributions to San Marcos’s visual context. Due to the importance of these elements, all architectural styles should produce a cohesive visual framework while maintaining architectural variety. All architecture should reflect high quality and craftsmanship, both in design and construction. The use of unusual shapes, colors, and other characteristics that cause disharmony should be avoided.

7.2 Building Massing and Building Envelope

- 7.2.1 The massing of architectural form is the one gesture that articulates a building’s integrity from all but very close views. It is the sculpture of the building and it should stand on its own, while remaining related to the scale of the landscape and other buildings in the development. Each building in the Development should complement its site. This is achieved through thoughtful attention to the massing and integration of each building’s architectural components with the site and surroundings.
- 7.2.2 Buildings should be designed with a logical hierarchy of masses in order to highlight important building volumes and features, such as entries. This simple, yet varied massing of a development should promote a human-scaled, commercial character, with all primary retail entries being clearly delineated. The design and location of building entrances should take into account the quality of pedestrian circulation, landscaping and protection from the elements. Building entrances should be clearly visible from the street and be marked by canopies, awnings, raised parapet or roof treatment.

7.3 Architectural Variety

- 7.3.1 A Texas Hill Country style should be reflected through the use of natural materials and textures.
- 7.3.2 Buildings with multiple uses or tenants should be designed to appear as attached or clustered buildings while paying careful attention to the interconnecting quality of landscaping, open space and pedestrian areas. Development should not be designed exclusively as a collection of detached, separate pad buildings as this is the least desirable arrangement for providing well-integrated built environments. Separate, freestanding sites developed within a retail center should be integrated into the site design in terms of parking lot layout, on-site vehicular and pedestrian circulation routes, landscaping, and building design. The building design of pads should be complimentary to the surrounding center in terms of scale, proportion, materials, colors and design details; hence, franchise tenants are encouraged to incorporate their individual architectural style with the overall look of the Development.

7.4 Building Height

- 7.4.1 Building height and profile should be in scale with the surrounding structures and topography.

7.5 Exterior Surface Materials and Colors

- 7.5.1 All buildings within the Development should be designed with a high level of detail, with careful attention to the combination of and interface between materials. Materials chosen shall be appropriate for the theme and scale of the building, compatible with its location within the development, and expressive of the community's desired character and image. The Owner(s) of Sub-Areas "A-2", "B", "C" and "D" or the POA, as applicable will review all exterior materials as to type, color, texture and durability, as well as the extent of use of any single material or combination of materials. The Owner(s) of Sub-Areas "A-2", "B", "C" and "D" may delegate the approval rights granted in this Section 7 to the POA or another Owner by assigning such rights in a written instrument recorded in the Real Property Records of Hays County, Texas.
- 7.5.2 Reflecting the vision of the Development, the development guidelines call for exterior materials that express the natural environment and range of natural materials found in Central Texas. In order to achieve this design intent, a limited palette and range of exterior materials, colors, textures and finishes have been selected for all construction within the Development based on three native limestone colors: Leuders, Cordova Cream, and Shell Stone, or a similar matching manufactured stone. Comparable materials in color, finish, durability, and quality may be substituted with the approval of the Owner(s) of Sub-Areas "A-2", "B", "C" and "D", or the POA, as applicable.
- 7.5.3 Achieving a high quality of architectural design for all buildings within the Development is considered a principal goal of the design guidelines. Architectural façades that clearly define a base, middle and cap are strongly encouraged. These materials should be responsive to climate, adjacent context, site orientation and building usage. A variety of textures and natural materials should be used to provide visual interest and richness, particularly at the pedestrian eye-level.
- 7.5.4 For building façades of structures in the Development that are constructed primarily of stone masonry, this would include clay-fired brick, natural stone and cast stone. E.I.F.S. is not permitted as a building façade material. If such a finish is desired, stucco on masonry backup or a mechanically fastened system is suggested. Durable materials such as terra cotta and metal fascia are encouraged for architectural detailing and

accents where appropriate. A more articulated use of details and accent materials are encouraged at building entries.

- 7.5.5 Brick masonry should not include liberal use of historical details such as quoins, soldier and coursing, patterned lay-ups or, articulated window headers and sills. Masonry veneers shall be consistent on all elevations and not be used as the predominant material. Mortars are to be cream or natural unless specifically approved by the Owner(s) of Sub-Areas "A-2", "B", "C" and "D", or the POA, as applicable. Brick size shall be limited to modular.

- 7.5.6 Stone masonry joints shall be raked clean where appropriate, and held to a maximum of 1" in width. A 4'x4' sample lay-up of all stone masonry is required on-site, to be reviewed prior to installation of the stone. Tilt slab concrete wall construction is permitted, but all exposed panels must have an architectural finish. Tilt slab concrete walls shall have a smooth painted finish, sandblasted finish or a light-colored, exposed aggregate finish with aggregate not to exceed 1 inch in size. Concrete foundation walls shall not be exposed in excess of 12" and shall be faced or finished to blend with the general architectural design of the building.

- 7.5.7 The following are prohibited except with the expressed written consent of the Owner(s) of Sub-Areas "A-2", "B", "C" and "D", or the POA, as applicable:

- Metal structures such as sheds
- Standard Concrete Masonry Units
- Reflected Glass
- Clay Tile Roofs
- Wood Shingles

Metal used as a building material other than for a roof requires a Conditional Use Permit (CUP) under the Land Development Code (LDC); a condition to obtaining a CUP shall require consent of the Owner(s) of the Sub-Areas "A-2", "B", "C" and "D", or the POA, as applicable, and must also be approved by the P&Z if required by the LDC.

- 7.5.8 The use of color shall generally be restricted to earth tones or natural colors found in the immediate surroundings, and shall apply equally to additions and/or alterations to existing structures as well as to new detached structures. Garish or unusual colors and color combinations, and/or unusual designs are discouraged. No bright, unfinished or mirrored surfaces will be allowed.

7.6 Roofs

- 7.6.1 Sloped roofs for commercial structures within the Development should generally exceed a 6:12 pitch. In order to establish harmony within the community, mansard, gambrel, and A-frame roof styles will not be allowed.

- 7.6.2 All metal, roofing, flashing, or miscellaneous sheet metal, shall be factory finished or have a field finish approved by the Owner(s) of Sub-Areas "A-2", "B", "C" and "D", or the POA, as applicable. All exterior metals should be galvanized, or Galvalume or have a 20 year guaranteed and warranted paint system, with at least a 70% Kynar resin and mix in the paint. All roofing systems must have hidden mechanical fasteners if possible. Any exposed fasteners must use neoprene insulators. The minimum thickness for metal roofing and flashing should be 24 gauge.

- 7.6.3 Roofing surfaces may include a built-up membrane. No wood shingles are permitted. Built up roofs and rooftops, which include equipment, piping, flashing, and other items behind the parapet walls shall be periodically painted and maintained for continuity of the roof appearance.

- 7.6.4 The approval of the Owner(s) of Sub-Areas "A-2", "B", "C" and "D", or the POA, as applicable, is required for rooftop equipment and accessories, unless specifically

accepted in this section. All rooftop mechanical equipment shall be screened from neighboring development and public open space. Exposed flashing, gutters and downspouts shall be painted to match the fascia and siding material of the building. Any solar equipment and skylights shall be architecturally compatible with the building.

7.7 Canopies and Awnings

- 7.7.1 The use of canopies and awnings is strongly encouraged. The materials and colors shall be the same or generally recognized as being complementary to the exterior of the building. Awning material may be cloth (such as sunbrella), standing seam metal or glass and steel. Translucent backlit awnings (with or without graphics) are not permitted in Development. Awnings and canopies must be a minimum height of eight feet (8') above the adjacent sidewalk surface. Each multi-tenant building shall have windows or storefronts in sections that include a canopy, trellis, arcade or awning of a minimum overhang of three feet (3') beyond the face of the glass. A pitched roof that extends beyond the wall over the windows can be used to meet this requirement.

8. Architectural Guidelines for Sub Area A-1

- 8.1 All commercial construction and buildings within the Sub Areas A-1 shall comply with the Exterior Materials Building standards set forth by the City of San Marcos Land Development Code, Section 4.4.2.1, including the use of split-face masonry unit as a permitted wall material.
- 8.2 All commercial construction and buildings within the Sub Areas A-1 shall comply with the Exterior Design of Buildings standards set forth by the City of San Marcos Land Development Code, Section 4.4.2.2, and City Technical Manual except as listed below:
- 8.2.1 Horizontal and Vertical Offsets in exterior building design as shall not be required for facades more than 100 ft from McCarty Lane or 300 ft from Cottonwood Creek.

9. Sign Design Standards

- 9.1 Freestanding signs cannot exceed the heights and sizes as shown on the Project Master Signage Plan attached as Exhibit "D" and the requirements of the LDC in operation characteristics including Changeable Electronic Variable Message signs (CEVMs) or other restrictions of the LDC.

10. Lighting Standards

- 10.1 Lighting standards shall be in conformance with the City of San Marcos LDC lighting standards.

11. Pedestrian Connectivity and Access

- 11.1 Pedestrian and cyclist movement both within and traversing the site should be taken into consideration. It is desirable that access points for pedestrians be separated from vehicular access points, be clearly recognizable, and provide a safe and direct route to the development. Bicycle access to the site will usually be via the surrounding road network and the vehicle access points. Both the roads and the access points need to be provided adequately for both vehicles and bicycles.

11.2 All lots shall meet the City of San Marcos LDC standards for sidewalks and bike paths.

11.3 As shown on the Concept Plan graphic Exhibit “B”, a private drive constructed as a commercial collector and access easement is being provided to connect the Interstate 35 frontage road to McCarty Lane at the existing median break depicted on Exhibit “B”. This private drive and access easement will provide the necessary City emergency access and will satisfy the block length requirement in this area. The private drive shall be designed in cross section per Exhibit “E” and striped with a center turn lane. Driveway spacing along the private drive shall be a minimum of 100’ between each driveway, except along the east side of that portion of the drive that crosses Sub-Area “A-1”. A sidewalk shall be constructed along the west side of the private drive. The sidewalk and private drive shall be constructed within an Access Easement dedicated to the City by the developer(s) of Sub-Area “A-1” and Sub-Area “A-2”. The developer of Sub-Area “A-1” and Sub-Area “A-2” may construct the respective portions of the sidewalk and private drive located within each respective Sub-Area prior to or concurrently with the respective development of their respective Sub-Areas (i.e., the construction of the sidewalk and private drive may be phased with the development of each respective Sub-Area). The Access Easement shall be referenced by plat note on the plat for the applicable Sub-Area and conveyed to the City by recorded instrument prior to issuance of a site preparation permit for each respective Sub-Area.

11.4 **Dedication and Construction of SH-21 Extension.** Concurrent with the final platting of all or any part of Sub-Area “C” or “D,” such Owner filing such final plat will: a) dedicate right-of-way required by the City or Texas Department of Transportation (“TXDOT”) for the extension of State Highway 21 within the frontage of the portion of Sub-Area “C” and/or “D” being platted, from McCarty Lane to the south line of the Property in the approximate location shown in the Concept Plan (the “SH-21 Improvements”); and b) construct or provide security under applicable ordinances for construction of two lanes of the SH-21 Improvements and all necessary turn lanes (e.g., construction of two lanes [not four lanes] being collectively the requirement of the Owners of Sub-Area “C” and “D”), and related appurtenances within the frontage of the portion of Sub-Area “C” and/or “D” being platted according to specifications required by the City or TXDOT. In developing specifications for the SH-21 Improvements, the City will coordinate with the Owner regarding the ultimate alignment of the right-of-way (provided that such alignment must be within the approximate location shown in the Concept Plan). The SH-21 Improvements are further defined as the necessary roadways improvements for a four-lane divided roadway as shown on the City of San Marcos Transportation Plan. Notwithstanding the foregoing, the first dedication of right-of-way and construction of improvements under this section shall be from McCarty Lane to the southernmost portion of the area being platted. Thereafter, any dedication shall be from such termination point to the southernmost portion of such next area being platted. Thus, any owner of land between McCarty Lane and the property being platted and on the same side of the alignment as the property being platted, shall contemporaneously be required to dedicate right-of-way abutting the SH-21 alignment to enable the owner of the lot being platted to construct the improvements.

11.4.1 **Earlier Dedication in Event of Construction by Others.** In the event that the City of San Marcos, TXDOT or any adjacent property owners elect to construct all or any part of the SH-21 Improvements prior to the time any Owner of property located within Sub-Area “C” or Sub-Area “D” is required to construct its portion of the SH-21 Improvements under section 11.4, each such Owner, within 90 days after receipt of

the written request of the City or TXDOT, shall dedicate by deed (right-of-way dedication deed without warranty) all of the right-of-way required by the City or TXDOT for the SH-21 Improvements in the approximate location shown in the Concept Plan. The written request from the City or TXDOT shall include a copy of the engineering plans that are sufficient to accurately define the right of way necessary for the construction of the proposed SH-21 Improvements. Nothing in this paragraph waives each Owner's construction obligations under section 11.4. In the event that the City, TXDOT or adjacent property owner elects to construct all four lanes of the SH-21 Improvements in accordance with this Section, the Owners in Sub-Area "C" and Sub-Area "D" with frontage along the SH 21 Improvements will collectively be responsible for reimbursing the party that funded the roadway costs in satisfaction of the obligations of the Owners under Section 11.4 above. In such event, all Owners of land within Sub-Area "C" and "D" with frontage along either side of the SH 21 Improvements shall be responsible for paying their allocable share (which allocable share shall be based on relative linear feet of each Owner's land abutting the SH 21 Improvements) of one-half of the verifiable actual hard design and construction costs incurred by the party that funded the roadway costs in satisfaction of such Owner's obligations under Section 11.4. Each Owner's allocable share of the reimbursement payment shall be paid by each respective Owner at the time of final platting of such Owner's land that abuts the SH 21 Improvements.

- 11.5 Dedication of Right-of-Way for East/West Collector.** Owner authorizes the City of San Marcos to conduct engineering investigations on the Property as necessary to determine the feasibility of constructing an east-west collector street between the northbound frontage road of IH-35 and the southeast corner of Sub-Area C for the purposes of establishing a connection to future State Highway 21. In developing specifications for the east-west collector, the City will coordinate with the Owner regarding the ultimate alignment of the right-of-way. The ultimate alignment of the east-west collector shall be subject to agreement of the Owner, which agreement shall not be unreasonably withheld. If the City determines that it is feasible to construct such collector street, then Owner shall dedicate (by plat or by right of way dedication deed without warranty) to the City such right-of-way required by the City: a) concurrent with or before approval of a final plat for all or any part of Sub-Areas "A-2", "B" or "C"; or b) within 30 days after receipt of a written request from the City. The initial section of right-of-way beginning from IH-35 will coincide with the existing east-west drainage ditch between Sub-Area "A-2" and Sub-Area "B." Such right-of-way will be no less than 80 feet and up to 120 feet in width from IH-35 to the eastern boundary of Sub-Area "C". Owner would only be responsible to dedicate right-of-way and not for any obligation to construct or fund construction of the east-west roadway. If the dedication of the right-of-way has occurred, and Owner wishes to install driveways into its abutting property before the City has constructed the street improvements, the City agrees to grant a license to the Owner, in a form approved by the City Attorney, for the placement of such parts of the driveway improvements in the right-of-way. The license granted hereunder shall expire at such time as the City constructs a street in the right-of-way.

12. Landscape Architecture

- 12.1** Landscape standards shall be in conformance with the City of San Marcos LDC standards.

- 12.2 Plant materials for the Development shall comply with all requirements with the City of San Marcos LDC. Refer to Section 1.5 of this document for design standards for future site development.

13. Water Features

- 13.1 Water features, if installed, may incorporate the following guidelines to achieve and maintain high water quality:
- 13.1.1 All water elements should have a pump and filter system providing automatic water re-circulation and cleaning.
 - 13.1.2 Large bodies of water should have an appropriate edge to prevent shoreline erosion.
 - 13.1.3 Bottom slopes and depth of water should be designed both for public safety and to prevent algae growth.
 - 13.1.4 Water features should have suitable liners to minimize water loss through percolation.
 - 13.1.5 Water banks and shorelines should be landscaped with plant species that require little or no fertilization or pesticides and that do not drop large quantities of leaves and twigs.
 - 13.1.6 A mosquito abatement program should be developed and implemented in conformance to local governmental requirements.
 - 13.1.7 Large bodies of water and other water features should not be used for swimming, wading or other human activities other than as may be required for maintenance.

EXHIBIT “A”

THE PROPERTY

CONCEPT PLAN

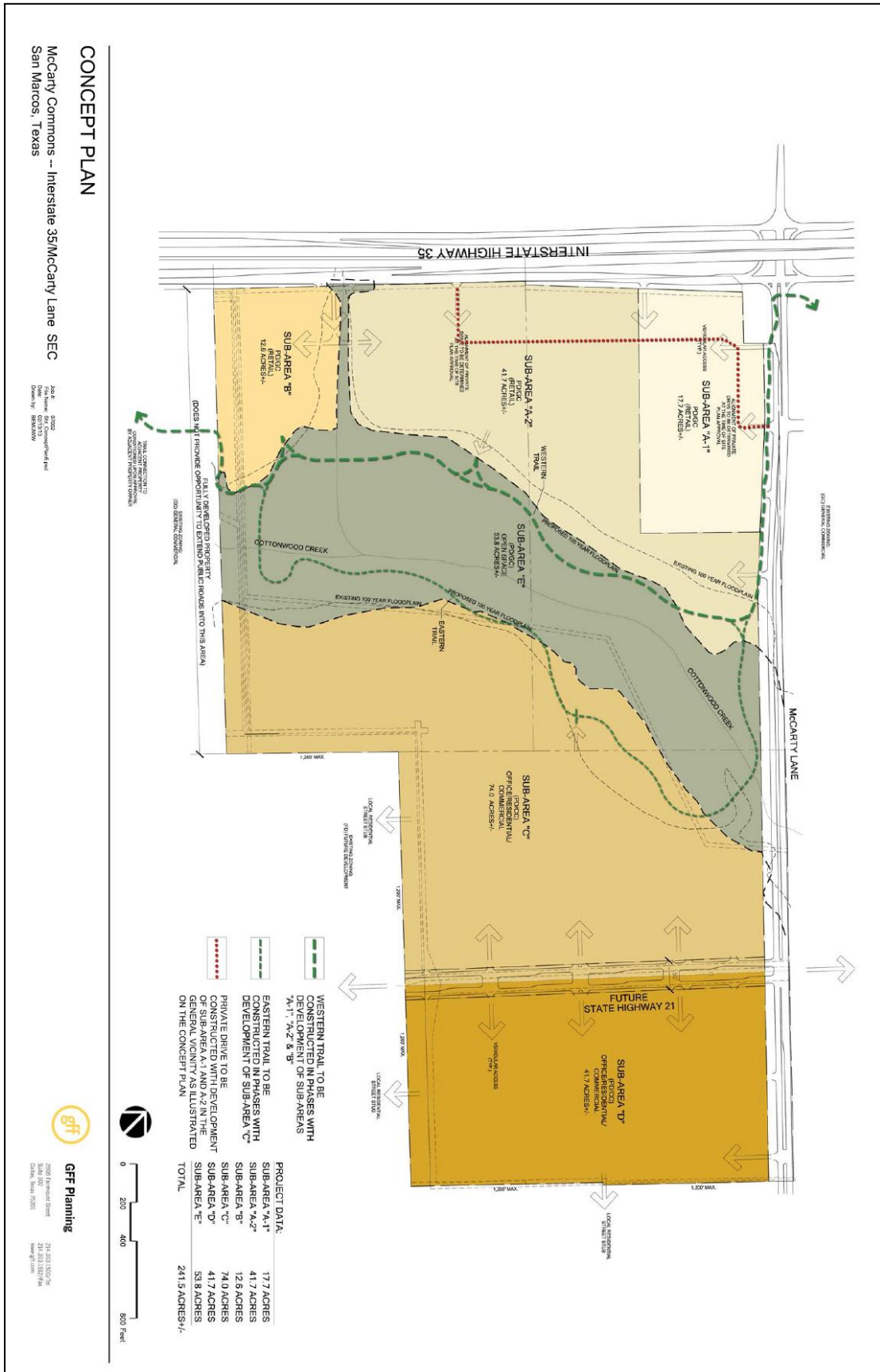


EXHIBIT "C"

DEVELOPMENT STANDARDS

Subarea	Proposed Zoning	Max. Density (DU/AC)	Max. Imp. Cover (%)	Max. Building Height (FT)	Min. Landscape Area (%)
A	General Commercial	na	80	na	20
B	General Commercial	na	80	na	20
C	Community Commercial	na	80	na	20
	SF-6	5.5	60	42	na
	SF-4.5	7.5	60	42	na
	PH/ZL	7	75	42	na
	TH	12	70	42	25
	MF-24	24	75	45	25
	Office	na	80	na	20
D	Community Commercial	na	80	na	20
	SF-6	5.5	60	42	na
	SF-4.5	7.5	60	42	na
	PH/ZL	7	75	42	na
	TH	12	70	42	25
	MF-24	24	75	45	25
	Office	na	80	na	20
E	Public District	na	20	na	na

Color Legend:

Increased city minimum standard

Increased city maximum standard

Decreased city maximum standard

Same as city standard

EXHIBIT “D”

SIGNAGE MASTER PLAN

Staff Note: This page removed

McCarty Commons / H.E.B. / Pylon and Fuel Signage / San Marcos, Texas

10 SITE PLAN
SCALE: NTS

McCarty Commons is a 259-acre, mixed-use parcel located on Interstate 35 in the southern portion of San Marcos, Texas. The property is located at the southeast corner of the intersection of Interstate 35 and McCarty Lane. The Target Outlet Mall and San Marcos Premium Outlets are located along Interstate 35 immediately to the south of the property. Immediately to the north of the property is the San Marcos Convention Center and the 303 Horizon Embassy Suite Hotel.

McCarty Commons is located at the southeast corner of the intersection of Interstate 35 and McCarty Lane in San Marcos, Texas.

The Target Outlet Mall and San Marcos Premium Outlets are located along I-35 immediately to the south of the property. Immediately to the north of the property across McCarty Lane is the 78,800 square foot, San Marcos Convention Center and an attached 285-room Embassy Suite Hotel. San Marcos High School is located on McCarty Lane approximately one-half mile to the east of the project.

SIGNAGE TYPES

- ST 1.0 PRIMARY PYLON
- ST 1.1 ANCHOR SUB-TENANT PYLON
- ST 2.0 H.E.B. PYLON
- ST 3.0 H.E.B. PYLON
- ST 3.1 12' H.E.B. PYLON
- ST 4.0 16' LED FUEL PRICER



McCarty Commons
1.35 @ McCarty Lane
San Marcos, Texas

Start Date: 12/1/2013
Last Revision:
Job #: 0214875
Drawing # 0214875-01 (General)

Design:
BRIAN ADAMSON
SHEPHERD
ROB STROHECK

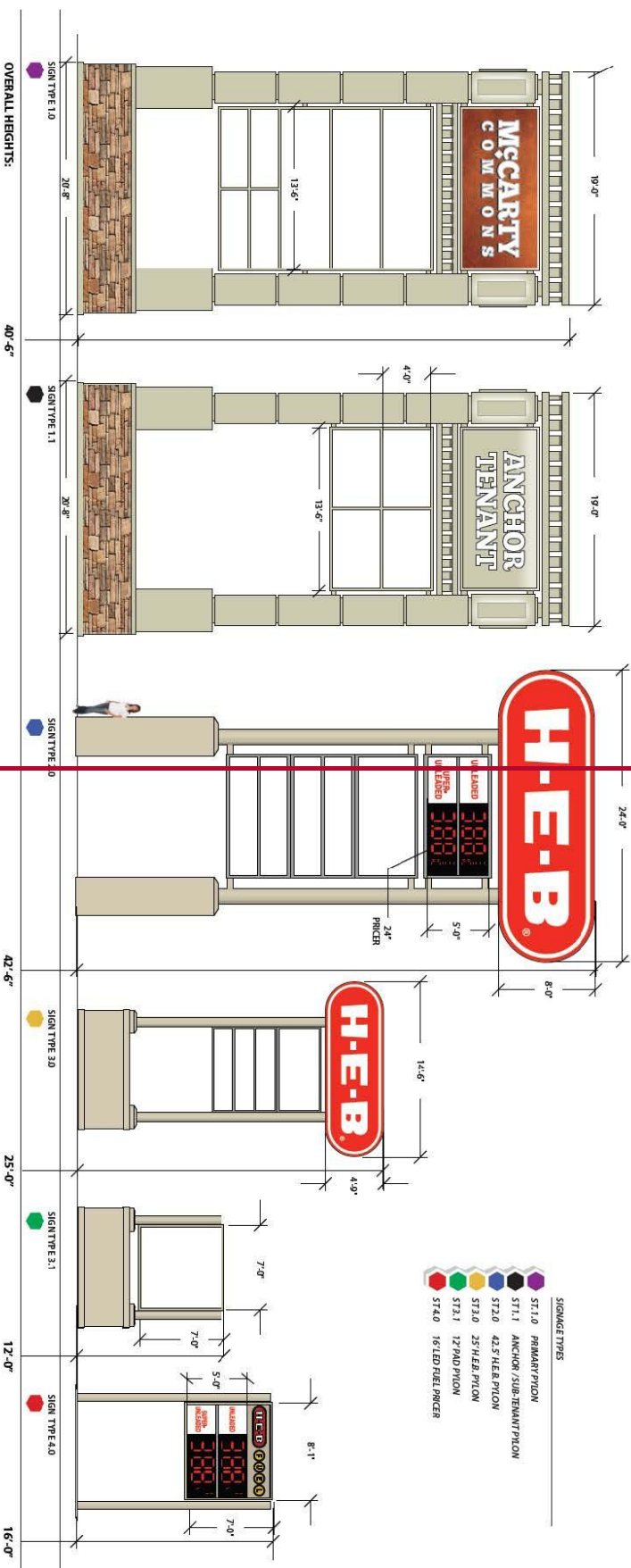
Revision Hist.
1)
2)
3)



Staff Note: This page removed

McCarty Commons / H.E.B. and Development Pylons / San Marcos, Texas

11 McCARTY COMMONS / SIGNAGE LINEUP
SCALE: 1/8" = 1'-0"





McCARTY COMMONS
135 @ McCARTY LANE
SAN MARCOS, TEXAS

Start Date: 1/01/2013
Last Revision: 1/21/13
Drawing #024075/54/31_Lineup

Design:
BRN ANGLIN
SMAJ
BOB STROBEK

Revision Hdr.
1
2
3

Corten Steel Finish



H-E-B
HEB PALETTE
HEB KIS
HEB T&S
HEB T&S



UL LISTED
UL 188
UL 188A
UL 188B
UL 188C
UL 188D
UL 188E
UL 188F
UL 188G
UL 188H
UL 188I
UL 188J
UL 188K
UL 188L
UL 188M
UL 188N
UL 188O
UL 188P
UL 188Q
UL 188R
UL 188S
UL 188T
UL 188U
UL 188V
UL 188W
UL 188X
UL 188Y
UL 188Z

10 SITE PLAN
SCALE: NTS

McCarty Commons is a 225-acre, mixed-use parcel located on Interstate 35 in the southern portion of San Marcos, Texas. The property is located at the southeast corner of the intersection of Interstate 35 and McCartney Lane. The Target Outlet Mall and San Marcos Premium Outlets are located along Interstate 35 immediately to the south of the property, immediately to the north of the property is the San Marcos Convention Center and the 250-room Embassy Suites Hotel.

McCarty Commons is located at the southwest corner of the intersection of Interstate 35 and McCartney Lane in San Marcos, Texas. The Target Outlet Mall and San Marcos Premium Outlets are located along I-35 immediately to the south of the property, immediately to the north of the property across McCartney Lane is the 75,000 square foot San Marcos Convention Center and an attached 250-room Embassy Suites Hotel. San Marcos High School is located off McCartney Lane approximately one-half mile to the east of the project.

SIGNAGE TYPES

- ST 1.0 PRIMARY PYLON
- ST 1.1 ANCHOR SUB-TENANT PYLON
- ST 2.0 42.5' H.E.B. PYLON
- ST 3.0 25' H.E.B. PYLON
- ST 3.1 12' P&G PYLON
- ST 4.0 16' LED FRIEZE SIGN
- ST 5.0 60' H.E.B. LANDMARK PYLON



McCarty Commons
1338 McCartney Lane
San Marcos, Texas

Start Date: 1/21/2013
Last Revision: 1/30/13
Job#: 624875
Drawing #: 624875-PA-21 - Linenup

Design:
Ben Anglin
Scale:
Bob Stronbeck

Revision Hist.

1)

2)

3)



McCarty Commons / H.E.B. and Development Pylons / San Marcos, Texas



McCARTY COMMONS
1-35 @ McCARTY LANE
SAN MARCOS, TEXAS

Start Date: 1/21/2013
Last Revision: 1/20/13
Job#: 5234975
Drawing: P234975.mxd, Linen

Design/
Scale/
BOS: STROBECK

Revision Hist.
1)
2)
3)

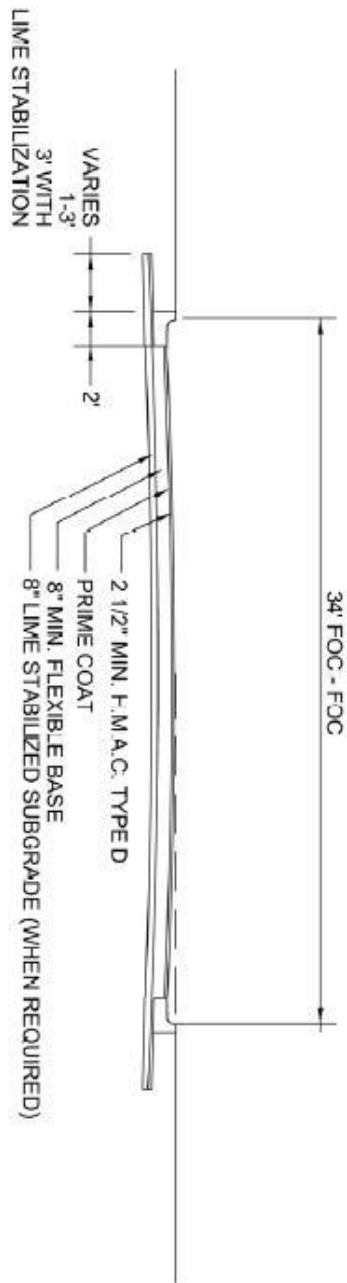


Corten Steel Finish



EXHIBIT "E"

PRIVATE DRIVE CROSS SECTION



McCARTY COMMONS

CROSS-SECTION OF PRIVATE DRIVE CONNECTING IH-35 TO McCARTY LANE

NOTES:

1. BASE COURSE TO EXTEND BEYOND CURB 0.3 m (1') FOR SOILS WITH PI OF 20 OR LESS, 0.9 m (3') FOR ALL OTHER SOILS.
2. 100 mm (4") MINIMUM THICKNESS OF BASE UNDER CURB.
3. PAVEMENT THICKNESS IS A MINIMUM, ACTUAL THICKNESS TO BE DETERMINED BASED ON CCMPUTERIZED PAVEMENT DESIGN.

LJA Engineering, Inc.

5316 Highway 200 West
Suite 150
Austin, Texas 78735



Phone 512.439.4700
Fax 512.439.4716
FRN - F-1386

McCARTY COMMONS

CROSS SECTION OF PRIVATE DRIVE CONNECTING TO I-35 TO McCARTY LANE

01 OF 01