

ORDINANCE NO. 98-145

AN ORDINANCE OF THE CITY OF ROANOKE,
AMENDING THE COMPREHENSIVE ZONING ORDINANCE OF THE CITY,
BY CHANGING THE ZONING CLASSIFICATION ON A
22.8 ACRE TRACT IN THE W.M. HUFF SURVEY, ABSTRACT 519,
TRACT 3, AND PROVIDING FOR SEVERABILITY AND AN EFFECTIVE DATE.

WHEREAS, by Ordinance No. 96-116 the 22.8 acre tract of land in the W.M. Huff Survey Abstract 519 Tract 3 described on Exhibit A attached hereto was zoned from Agricultural District to Planned Development District for B-3 and other uses; and

WHEREAS, at a regular meeting held on the 2 day of March, 1998, the Planning and Zoning Commission did consider and recommended approval of the owner's request for a planned development district;

WHEREAS, on April 14, 1998, the City Council, after determining all legal requirements of notice and hearing have been met, has further determined the following amendment to the zoning laws would provide for and would be in the best interest of the health, safety, morals, and general welfare;

WHEREAS, the development standards attached hereto as Exhibit B and incorporated herein were adopted by the City Council as the planned development standards for the property; and

WHEREAS, the City Council voted to waive and except certain requirements of the City's Comprehensive Zoning ordinance, including the three-to-one density ratio requirement contained in the R-3 Multi-Family Residential District;

NOW THEREFORE, be it ordained by the City Council of the City of Roanoke, Texas that:

I.

A Planned Development District is hereby established for the 22.8 acre tract described on Exhibit A attached hereto and incorporated herein by reference in accordance

II.

The development of the property shall be in conformance with the development standards attached hereto as Exhibit B and incorporated herein by reference and use may be made of such property for all permitted uses specified in the development standards attached as Exhibit B. The density, area, and height regulations set out in Exhibit B are approved with respect to such property. The three-to-one density ratio contained in the R-3 Multi-Family Residential District of the City of Roanoke is expressly not included in the development standards, and such limitation shall not apply to such property.

III.

Each and every provision, paragraph, sentence and clause in this Ordinance has been separately considered and passed by the City Council of the City of Roanoke, Texas, and each said provision would have been separately passed without any further provision, and if any provision hereof should be ineffective, invalid or unconstitutional for any cause, it shall not impair or affect the remaining portion or any part thereof, but the valid portion shall be enforced just as if it had been passed alone.

IV.

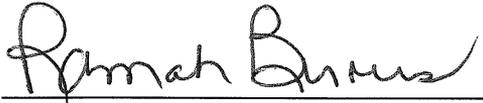
The City Secretary is directed to engross and enroll this Ordinance in the Code of Ordinances of the City of Roanoke to reflect the adoption of these development standards.

PASSED AND APPROVED this 14 day of April, 1998.

MAYOR:



ATTEST:



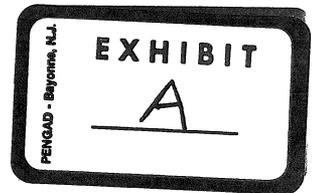
City Secretary

DA981050072
041798 v4
179:2329-74

Metes and Bounds Description

22.845 Acres
William Huff Survey, Abstract No. 519
Denton County, Texas

EXHIBIT A



BEING two tracts of land situated in the William Huff Survey, Abstract No. 519, in Denton County, Texas and being a portion of a called 25.0-acre tract as conveyed to the Lutheran Church Extension Fund - Missouri Synod and evidenced in a Warranty Deed recorded in Volume 1016 at Page 955, save and except a called 2.192-acre tract as conveyed to the State of Texas, County of Denton and City of Fort Worth and evidenced in a Judgment, case number CV-90-00204-C, recorded in Volume 2498 at Page 0308, all of the Deed Records of Denton County, Texas (D.R.D.C.T.) and being more particularly described by metes and bounds as follows (bearings based on the north line of the Deed recorded in Volume 1016, Page 955, said bearing being North 89°46' East).

TRACT I

BEGINNING at a 5/8-inch iron rod set at the current intersection of the easterly right-of-way line of State Highway No. 377 (a variable width right-of-way) with the south right-of-way line of Parish Lane (an undedicated right-of-way);

THENCE North 70°49'00" East, along the south right-of-way line of said Parish Lane, a distance of 88.54 feet to a 5/8-inch iron rod set for an angle point;

THENCE North 89°46'00" East, continuing along said south right-of-way of Parish Lane, a distance of 740.95 feet (called 740.3 feet) to a 1/2-inch rod found on the west line of a called 17.517 acres as conveyed to the Parish Family Trust Living Trust Agreement and evidenced in a Warranty Deed recorded in Volume 3278 at Page 0713 D.R.D.C.T., said iron rod being South 22.6 feet from the northwest corner of said 17.517-acre tract, said iron rod also being South 89°38' West, 85.0 feet from a found 1/2-inch square iron rod;

THENCE South 00°03'51" East (called SOUTH), departing the south right-of-way line of said Parish Lane and along the west line of said 17.517-acre tract, a distance of 997.90 feet to a 1/2-inch iron rod found for the most northerly northeast corner of a called Tract 1 as conveyed to Hillwood/Willow Bend, Ltd and evidenced in a Correction Limited Warranty Deed recorded in Denton County Clerk's file number 95--R0027449 D.R.D.C.T.;

THENCE South 89°46'00" West, along the north line of said Tract 1, a distance of 1141.93 feet to a 5/8-inch iron rod set on the easterly right-of-way line of the aforementioned U.S. Highway No. 377;

THENCE in a northerly direction, along the easterly right-of-way line of said State Highway No. 377, the following:

- North 10°39'41" East, a distance of 216.94 feet to a 5/8-inch iron rod set at the beginning of a curve to the right;
- Along the arc of said curve to the right, through a central angle of 01°18'07", having a radius of 3199.04 feet and an arc length of 72.70 feet to the end of said curve;
- South 62°38'28" East, a distance of 31.13 feet to a 5/8-inch iron rod set at the beginning of a non-tangent curve to the right;
- Along the arc of said curve to the right, having a radial bearing of South 78°11'10" East, through a central angle of 12°48'12", having a radius of 3169.04 feet and an arc length of 708.16 feet to a 5/8-inch iron rod set for the end of said curve;
- North 24°37'02" East, a distance of 31.90 feet to the POINT OF BEGINNING and CONTAINING 22.804 acres of land, more or less.

TRACT II

BEGINNING at a 1/2-inch iron rod found for the southwest corner of said 25.0-acre tract, same being the northwest corner of said Tract 1, said point also being on the original southeasterly right-of-way line of State Highway No. 377;

THENCE North 24°39'00" East, along the southeasterly right-of-way line at said State Highway No. 377, a distance of 126.01 feet to a 5/8-inch iron rod set at the intersection of said original southeasterly right-of-way line with the current westerly right-of-way line of State Highway No. 377 as set out in the aforementioned Judgment;

THENCE South 10°39'41" West, along the currently westerly right-of-way line of said State Highway No. 377, a distance of 116.41 feet to a 5/8-inch iron rod set on the north line of said Tract 1;

THENCE South 89°46'00" West, along the north line of said Tract 1, a distance of 31.02 feet to the POINT OF BEGINNING and CONTAINING 0.041 of an acre of land, more or less.

**DEVELOPMENT
STANDARDS**

Town Centre at Roanoke

Roanoke, Texas

**PLANNED DEVELOPMENT
ZONING**

Approximately 22.8 acres

EXHIBIT B

D. O. HOOVER SURVEY
ABSTRACT NO. 603

CALLED 24.9 NET ACRES
TO MARGARET PETERSON COLEMAN
VOLUME 1151, PAGE 143
D.R.D.C.T.

PARISH LANE
(AN UNDEDICATED R.O.W.)

POINT OF COMMENCING

POINT OF BEGINNING

TRACT 1

TRACT 2

WILLIAM HUFF SURVEY
ABSTRACT NO. 519

STATE HIGHWAY NO. 377
(VARIABLE WIDTH R.O.W.)

PORTION OF A CALLED 22.90 ACRES
TO TCAR, L.P.
FILE NO. 95-RC06552
D.R.D.C.T.

9.8 ACRES

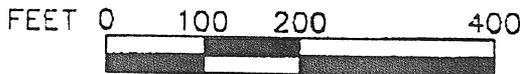
13.00 ACRES

CALLED 17.517 ACRES
TO PARISH FAMILY TRUST
LIVING TRUST AGREEMENT
VOLUME 3278, PAGE 0713
D.R.D.C.T.

EXISTING DRAINAGE
CHANNEL EASEMENT
VOLUME 2810, PAGE 0378
D.R.D.C.T.

DRAINAGE EASEMENT
(1.3327 ACRES)

DRAINAGE EASEMENT



CALLED 29.00 ACRES
TO H. L. WOODS/WILLOW BEND, LTD.
P.L. NO. 95-RC077449
D.R.D.C.T.



**Kimley-Horn
and Associates, Inc.**

910 Collier Street Fort Worth, Texas 76102 817-335-8511

CITY OF ROANOKE, TEXAS
ZONING EXHIBIT FOR
TCAR, L.P.

KHA NO.
061038.00

EXHIBIT

TOWN CENTRE AT ROANOKE – ROANOKE, TEXAS¹

DEVELOPMENT STANDARDS

The development of the land described in Exhibit "A" consisting of approximately 22.8 acres of land shall be in accordance with the PD Zoning Plan of the development (attached hereto as Exhibit "B"), the Concept Plan of the development (attached hereto as Exhibit "C"),² the Development Schedule (attached hereto as Exhibit "D"), the Code of Ordinances of the city of Roanoke, Texas, (Ordinance No. 85-116 as amended by 97-127 & 97-128), all other applicable ordinances and regulations of the City of Roanoke, and the following Development Standards, conditions and requirements:

Purpose: development standards, uses within individual tracts:

This Planned Development is designed to accommodate office, commercial, retail and multi-family uses. For development purposes, the Land is divided into two (2) tracts shown on Exhibit "B" attached hereto (PD Zoning Plan), and the use and development of each of the tracts shall be in accordance with the following:

1. Tract 1 (Business Uses)

The following standards shall apply to Tract 1

A. Size of Tract:

Tract 1 shall contain approximately 9.8 acres.

B. Uses Generally:

In the development and use of Tract 1, no land shall be used and no building or structure shall be installed, erected or converted to any use other than the following:

¹In light of the number of properties in the Roanoke area that use the words "town" and "center" in their name, TCAR, LP, is considering renaming the project.

²Where the Concept Plan differs from the Development Standards, the standards shall govern.

1. Permitted Uses:

RETAIL & COMMERCIAL

Antique Shops	Gasoline Service
Art Galleries	Stations and/or a
Art Studio	single-bay Car Wash
Art Supply Stores	Grocery Store
Arts/Crafts and Hobby	Hardware Stores
Shops	Health and Athletic
Bakers (Retail Sales	Services
Only)	Health Food Shops
Barber/Beauty and Nail	Hotel/Motel
Shops and Supplies	Household Furnishing
Book Stores	and Fixtures
Boutiques	Ice Cream Shops
Butcher Shops	Jewelry and Watch Store
Computer/Electronic	Music/Video Stores
Sales and Services	Office Supply
Store	Photography Studio and
Confectionery Shops	Processing
Convenience Store	Printing/Publishing and
Dairy Shops	Engraving
Dance Studio	Private Health Clubs
Department Store	Restaurant with Alcoholic
Drug Stores/Apothecary	Beverage Sales
and Pharmacy	Restaurant/Cafeteria or
Dry Cleaner (Pick up	Café
Only)	Seafood Shops
Duplication/Mail Services	Specialty Gifts
Educational Services	Specialty Neighborhood
Electric Goods and	Services
Fixtures	Sporting Goods Stores
Fabric and Knit Shops	Stationery/Card and
Florist (Retail Only – No	Party Stores
Flower or Plant	Supermarkets
Raising—No Outside	Wearing Apparel and
Displays)	Shoe Shops
	Weight Reduction
	Services

OFFICE

Accounting Offices	Interior Decorator
Administrative/Executive/ Editorial Offices	Medical/Dental/Chiroprac -tic
Architectural/Engineering Planning Offices	Optometry, etc.
Attorneys Offices	Mortgage Companies
Banks/Savings and Loans or Other Financial Institutions	Personal or Family Counselor
General Business	Physician or Dentists Offices
Governmental Uses	Public Secretary
Insurance Offices	Real Estate Offices
	Title Companies

2. Specific Exclusions for Permitted Uses:

Notwithstanding the permitted uses listed above: (1) no convenience store or grocery store may make sales through a drive-up or a drive-thru window, (2) no business shall obtain more than fifty percent (50%) of its gross revenues from the sale of “alcoholic beverages” (as defined in section 1.04(1) of the Texas Alcoholic Beverage Code) for off-premises consumption, and (3) no business shall sell “distilled spirits” (as defined in the 1997 Texas Alcoholic Beverage Code) for off-premises consumption.

3. Accessory Buildings and Uses:

Accessory buildings and uses customarily incident to any of the above uses are permitted. No accessory use shall be construed to permit the keeping of articles, goods or materials in the open or exposed to the public view.

4. Customary Incidental Uses:

Sales of beer and/or wine only for off-premises consumption only, shall be considered a customarily incidental use in this district, but not in any residential district or;

a) Private club dispensing alcoholic beverages to its members under the Texas Liquor Control Act, Article 666-15e, U.A.T.S. and the rules and regulations promulgated by the Texas Alcoholic Beverage Commission, all of which are adopted hereby and made a part hereof for all purposes, and which has secured a special use permit under the Code of Ordinances of the City as stipulated under section 9G of Ordinance #85-116.

b) No private club may be located within three hundred (300) feet of any church, school, hospital, park, playground, or publicly owned building, the measurements to be along the property lines of the street fronts and from front door to front door and in direct line across intersections where they occur.

c) All vehicular access to property used for a private club must be from streets of minimum width.

d) All property used for a private club must be located one hundred (100) feet from any single family residence existing when the use for a special use permit is requested. If the property is within two hundred fifty (250) feet of any single family residence existing at the time the permit is requested, the owner(s) of such residence shall be notified of the application. Should written protest be filed by such owner(s) with the City Manager's Office, no special use permit shall be granted for any property within two hundred fifty (250) feet of such residence. Measurement shall be determined as in paragraph b) above.

e) All property used for a private club must be located further than one hundred (100) feet from any duplex or multi-family residential units existing at the time the special use permit is requested. Measurement shall be determined as in paragraph b) above.

5. Limitation of Uses:

Any use not expressly permitted herein or allowed by permit is prohibited.

C. Area and Building Regulations:

1. Maximum Building Coverage:

The combined area of all main and accessory buildings shall not exceed 60% of the total buildable area of Tract 1.

2. Minimum Open Space:

All areas (but in any event at least twenty percent (20%) of the total buildable area of Tract 1) not devoted to buildings, walkways, structures or off-street parking area shall be devoted to grass, trees, gardens, shrubs, or other suitable landscape materials.

3. Additional Landscaping Requirements:

- a. Landscaping shall be utilized along the street frontages, when possible, to screen parking from public view.
- b. All landscape areas shall be irrigated.
- c. Landscaping shall be maintained by the Owners of the Land. Any dead plant material shall be removed and replaced in a timely manner.
- d. Detailed landscape plans, sealed by a registered landscape architect, shall be provided at the time of application for a Building Permit.

- e. Specific landscaping requirements (size, location, type, etc.) will be addressed during the Planned Development Site Plan approval process.

4. Maximum Impervious Area:

The combined area occupied by all buildings, structures, off-street parking and paved areas shall not exceed eighty percent (80%) of the total area of Tract 1.

5. Depth of Front Yard, Feet:

There shall be a front yard having a depth of not less than twenty-five (25) feet. Automobile parking will be permitted in such front yards in accordance with off-street parking requirements, but not to exceed City landscaping plan depth requirements.

6. Depth of Rear Yard, Feet:

There shall be a rear yard having a depth of not less than fifteen (15) feet. Automobile parking will be permitted in such rear yards in accordance with off-street parking requirements, but not to exceed City landscaping plan depth requirements.

7. Width of Side Yard on Each Side Feet:

A minimum of fifteen (15) foot side yard shall be required on each side of Tract 1.

8. Size of Lot:

As necessary to meet requirements.

9. Height:

No building or structure shall exceed five stories in height. No building or structure shall exceed thirty-five (35) feet in height except when each of the required yards are each increased by one (1) foot for each foot of additional building height above the height regulations.

10. Parking and Loading Regulations:

Off-street parking and loading spaces shall be provided in accordance with the requirements for specific uses set forth in Section 9b Ordinance #85-116 of the city of Roanoke, Texas. Handicapped parking, including van accessible spaces, shall be provided according to City standards. Specific parking regulations required for Tract 1 shall be determined during the Planned Development Site Plan approval process.

D. Screening Device Requirements:

The Concept Plan for Tract 2 indicates a gated community. A perimeter fence shall be of stone, brick, pierced brick or block, or wrought iron at least eight (8) feet in height with stone or brick columns. The developer of Tract 2 shall be responsible for constructing a screening device between Tract 1 and Tract 2.

E. Building Materials:

All main and accessory buildings shall be of exterior fire resistant construction having at least eighty percent (80%) of the total exterior walls, excluding doors, windows, and porches, constructed of masonry or stucco materials in accordance with the City's Building Code and Fire Code.

F. Signage:

Signage shall meet all of the requirements of the Uniform Sign Regulations of Ordinance #97-121 of the City of Roanoke, Texas.

G. Underground Utilities:

Within the lot boundaries of Tract 1, all electric utility lines and wires that will be operated at nominal voltages, all telephone utility lines and wires, all cable television and other communication or utility lines and wires, all terminals and any other facilities and equipment, shall be installed, placed and constructed underground; however, electric transformer and primary switching gear may be pad mounted or placed underground at the preference of the electric company. In addition, affixed to the Planned Development Site Plan, as a condition of approval by the City Council and Planning and Zoning Commission, written approval of all electric, telephone, cable and other communication or utility companies serving the City and which will provide service to the proposed development.

H. Park Dedication:

Developer/Land Owner has elected to pay cash in lieu of park land dedication. Based on the number of acres in Tract 1, the park land dedication of a minimum of one (1) acre for every 50 acres of commercial would apply to Tract 1. The current value established by the City Council for payment in lieu of park land dedication is \$25,000.00 per acre. Consequently, Developer/Land Owner will pay to the City of Roanoke the amount of \$25,000.00 prior to issuance of a certificate of occupancy.

I. Completion of Off-site and On-site Utilities and Infrastructure:

All utilities and infrastructure for Tract 1 shall be constructed at Developer/Owners expense and approved and accepted by the City prior to the issuance of a certificate of occupancy.

2. Tract 2 (Multi-Family Residential):

The following standards shall apply to Tract 2.

A. Size of Tracts:

Tract 2 is approximately 13 acres.

B. Uses Generally:

In the development of and use of Tract 2, no land shall be used and no building or structure shall be installed, erected, or converted to any use but those listed in Section 1 of these Development Standards or as described in the following:

1. Permitted Uses:

Multi-family dwellings.

2. Accessory Uses:

Accessory buildings and uses, customarily incident to the above uses and located on the same lot therewith.

3. Limitation of Uses:

Any use not expressly permitted herein is prohibited:

C. Area and Building Regulations:

1. Minimum Open Space:

All areas not devoted to buildings, walkways, structures, recreation areas, or off-street parking shall be devoted to grass, trees, gardens, shrubs and other suitable landscape materials.

2. Additional Landscaping Requirements:

- a. Landscaping shall be utilized along the street frontages, when possible, to screen parking from public view.
- b. All landscape areas shall be irrigated.
- c. Landscaping shall be maintained by the Owners of the Land. Any dead plant material shall be removed and replaced in a timely manner.
- d. Detailed landscape plans, sealed by a registered landscape architect, shall be provided at the time of application for a Building Permit.
- e. Specific landscaping requirements (size, location, type, etc.) will be addressed during the Planned Development Site Plan approval process.

3. Maximum Dwelling Units:

Total Dwelling units on Tract 2 shall not exceed 240 units.

4. Minimum Floor Areas:

The minimum square footage of a dwelling unit, exclusive of garages, breezeways, and porches, shall be as follows:

One Bedroom	650 square feet
Two Bedroom	850 square feet
Three Bedroom	1,000 square feet

5. Depth of Front Yard:

There shall be a front yard (setback for buildings) of not less than twenty-five (25) feet.

6. Depth of Rear Yard:

There shall be a rear yard (setback for building) of not less than twenty-five (25) feet.

7. Width of Side Yard on Each Side:

The width of the side yard (building setback) on each side shall be fifteen (15) feet.

8. Height:

No building shall exceed three (3) stories or forty-five (45) feet measured from finished floor elevation to the median roof height, provided that buildings constructed within one hundred (100) feet of Parish Lane shall not exceed thirty-five (35) feet similarly measured.

9. Interior Building Sprinkler Specification:

All living and attached garage areas must have a NFPA-13R sprinkler systems and smoke alarm installed at the time of construction.

D. Screening Device Requirements:

The Concept Plan for multi-family indicates a gated community. A perimeter fence shall be of stone, brick, pierced brick or block, or wrought iron at least eight (8) feet in height with stone or brick columns. Design criteria will be addressed during Planned Development Site Plan approval process.

E. Accessory Buildings and Uses:

In multi-family districts, accessory buildings and uses customarily incident to any of the above uses are permitted when not involving the conduct of business other than incidental to the residential use of such lot, including private and storage garages; provided, however, that such accessory building or use shall not be located less than sixty (60) feet from the front lot line nor less than fifteen (15) feet from either side line; provided said accessory building shall not occupy in excess of twenty percent (20%) of the minimum required rear yard in the case of a one-story building or ten percent (10%) in the case of a two-story building.

F. Special Requirements for Apartment Projects:

1. Off-street Parking and Loading:

Locations and design of parking and loading spaces shall be included on the approved Planned Development site plan, and only those locations shall be used for parking or loading. No off-street parking area shall be located in any minimum required exterior yard.

- a) The minimum number of off-street parking spaces required shall be based on the unit mix of the development using criteria below:

One bedroom Units:	1.5 parking spaces
Two bedroom Units:	2.0 parking spaces
Three bedroom Units:	2.5 parking spaces

b) No parking space shall be located more than two hundred fifty (250) feet pedestrian travel distance from the ground floor entrance to the dwelling unit which it is intended to serve.

c) All parking and loading spaces on private property shall have a vehicle stopping device installed so as to prevent parking of motor vehicles in any required landscaped areas, to prevent any parked vehicle from overhanging a public right-of-way line or public sidewalk.

2. Refuse Facilities:

Locations and design of refuse facilities shall be included on the approved Planned Development site plan.

3. Recreation Space:

Open space for recreation activities shall have an area of not less than five percent (5%) of the total area of the site.

4. Emergency Access Easement:

Where a building is located more than one hundred (100) feet from a dedicated public street there shall be provided an emergency access easement situated not further than fifty (50) feet from a point on each building. Each emergency access easement shall allow for the rapid and safe movement of vehicles used for purposes of providing emergency health or public safety services. Each such easement shall have a clear unobstructed width of twenty-four (24) feet, shall connect at each end to a dedicated public street, or shall have a turn-around of eight (80) feet in diameter; corners of emergency

access easements and their intersections with public streets shall have a sufficient turning area to permit the free movement of emergency vehicles.

- a) Emergency access easements shall be marked by permanent signs, as required for designation of visitor parking spaces, and such signs shall have dimensions of not less than two (2) square feet nor greater than four (4) square feet in face area. Emergency access easement shall be clearly posted to prohibit parking or standing of vehicles except for emergency purposes.

5. Lighting:

Lighting within the apartment project shall be provided along all driveways and emergency access easements, and at parking areas, other than parking garages enclosed by doors. The height and spacing of light fixtures shall be such as to produce an average illumination level of not less than 0.2 foot-candles on all such driveways, access easements and parking areas.

6. Building Materials - Masonry Required:

The surface of all main and accessory buildings shall be of exterior fire resistant construction having at least eighty percent (80%) of the total exterior walls, excluding doors, windows, patios and balconies, walkways, and porches, constructed of masonry materials in accordance with the City's Building Code and Fire Code.

7. Private Streets/Drives:

The internal street(s)/drive(s) for the multi-family Tract 2 are to be considered private. In such case, the streets/drives shall be constructed in accordance with all the design standards for streets and storm drainage as contained in the design documents adopted and/or used by standard engineering practice within the City of Roanoke. The cost to construct, maintain, and repair private streets shall be at the sole expense of the Developer/Land Owner.

8. Underground Utilities:

Within the lot boundaries of Tract 2, all electric utility lines and wires that will be operated at nominal voltages, all telephone utility lines and wires, all cable television and other communication or utility lines and wires, all terminals and any other facilities and equipment, shall be installed, placed and constructed underground; however, electric transformer and primary switching gear may be pad mounted or placed underground at the preference of the electric company. In addition, affixed to the Planned Development Site Plan, as a condition of approval by the City Council and Planning and Zoning Commission, written approval of all electric, telephone, cable and other communication or utility companies serving the City and which will provide service to the proposed development.

9. Proposed Amenities:

- a. Clubhouse
- b. Swimming Pool
- c. Resident Business Center
- d. Garages - Minimum twenty-five percent (25%) Parking Coverage

10. Park Dedication:

Developer/Land Owner has elected to pay cash in lieu of park land dedication. Based on the number of dwelling units allowed in Tract 2, the park land dedication would equal (240 units divided by 50 equals 4.8 acres). The current value established by the City Council for payment in lieu of park land dedication is \$25,000.00 per acre. Consequently, Developer/Land Owner will pay to the City of Roanoke the amount of \$120,000.00 prior to issuance of a certificate of occupancy.

11. Completion of Off-site and On-site Utilities and Infrastructure:

All utilities and infrastructure for Tract 2 shall be constructed at Developer/Owners expense and approved and accepted by the City prior to the issuance of a certificate of occupancy.

12. Signage:

Apartments buildings may have signs subject to the following restrictions:

- a. Number of signs: Each premises may have no more than one (1) detached monument sign.
- b. Dimension requirements:
 - Maximum size: - 50 square feet per side
 - Maximum height - 10 feet
 - Setbacks
 - 15 feet from street right-of-way
 - 25 feet from property lines other than those property lines fronting the street line right-of-way
 - 150 feet from other sign on the property

13. Other items:

Sidewalks and resurfacing Parish Lane will be addressed during the Planned Development Site Plan approval process

Metes and Bounds Description

22.845 Acres
William Huff Survey, Abstract No. 519
Denton County, Texas

EXHIBIT A

BEING two tracts of land situated in the William Huff Survey, Abstract No. 519, in Denton County, Texas and being a portion of a called 25.0-acre tract as conveyed to the Lutheran Church Extension Fund - Missouri Synod and evidenced in a Warranty Deed recorded in Volume 1016 at Page 955, save and except a called 2.192-acre tract as conveyed to the State of Texas, County of Denton and City of Fort Worth and evidenced in a Judgment, case number CV-90-00204-C, recorded in Volume 2498 at Page 0308, all of the Deed Records of Denton County, Texas (D.R.D.C.T.) and being more particularly described by metes and bounds as follows (bearings based on the north line of the Deed recorded in Volume 1016, Page 955, said bearing being North 89°46' East).

TRACT I

BEGINNING at a 5/8-inch iron rod set at the current intersection of the easterly right-of-way line of State Highway No. 377 (a variable width right-of-way) with the south right-of-way line of Parish Lane (an undedicated right-of-way);

THENCE North 70°49'00" East, along the south right-of-way line of said Parish Lane, a distance of 88.54 feet to a 5/8-inch iron rod set for an angle point;

THENCE North 89°46'00" East, continuing along said south right-of-way of Parish Lane, a distance of 740.95 feet (called 740.3 feet) to a 1/2-inch rod found on the west line of a called 17.517 acres as conveyed to the Parish Family Trust Living Trust Agreement and evidenced in a Warranty Deed recorded in Volume 3278 at Page 0713 D.R.D.C.T., said iron rod being South 22.6 feet from the northwest corner of said 17.517-acre tract, said iron rod also being South 89°38' West, 85.0 feet from a found 1/2-inch square iron rod;

THENCE South 00°03'51" East (called SOUTH), departing the south right-of-way line of said Parish Lane and along the west line of said 17.517-acre tract, a distance of 997.90 feet to a 1/2-inch iron rod found for the most northerly northeast corner of a called Tract 1 as conveyed to Hillwood/Willow Bend, Ltd and evidenced in a Correction Limited Warranty Deed recorded in Denton County Clerk's file number 95--R0027449 D.R.D.C.T.;

THENCE South 89°46'00" West, along the north line of said Tract 1, a distance of 1141.93 feet to a 5/8-inch iron rod set on the easterly right-of-way line of the aforementioned U.S. Highway No. 377;

THENCE in a northerly direction, along the easterly right-of-way line of said State Highway No. 377, the following:

- North 10°39'41" East, a distance of 216.94 feet to a 5/8-inch iron rod set at the beginning of a curve to the right;
- Along the arc of said curve to the right, through a central angle of 01°18'07", having a radius of 3199.04 feet and an arc length of 72.70 feet to a the end of said curve;
- South 62°38'28" East, a distance of 31.13 feet to a 5/8-inch iron rod set at the beginning of a non-tangent curve to the right;
- Along the arc of said curve to the right, having a radial bearing of South 78°11'10" East, through a central angle of 12°48'12", having a radius of 3169.04 feet and an arc length of 708.16 feet to a 5/8-inch iron rod set for the end of said curve;
- North 24°37'02" East, a distance of 31.90 feet to the POINT OF BEGINNING and CONTAINING 22.804 acres of land, more or less.

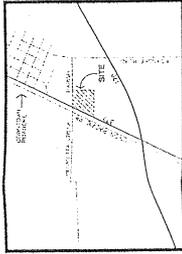
TRACT II

BEGINNING at a 1/2-inch iron rod found for the southwest corner of said 25.0-acre tract, same being the northwest corner of said Tract 1, said point also being on the original southeasterly right-of-way line of State Highway No. 377;

THENCE North 24°39'00" East, along the southeasterly right-of-way line at said State Highway No. 377, a distance of 126.01 feet to a 5/8-inch iron rod set at the intersection of said original southeasterly right-of-way line with the current westerly right-of-way line of State Highway No. 377 as set out in the aforementioned Judgment;

THENCE South 10°39'41" West, along the currently westerly right-of-way line of said State Highway No. 377, a distance of 116.41 feet to a 5/8-inch iron rod set on the north line of said Tract 1;

THENCE South 89°46'00" West, along the north line of said Tract 1, a distance of 31.02 feet to the POINT OF BEGINNING and CONTAINING 0.041 of an acre of land, more or less.



VICINITY MAP,
NOT TO SCALE



TOWN CENTRE AT ROANOKE
ROANOKE, TEXAS

FEBRUARY 9, 1998

A DEVELOPMENT OF
LENDERS EQUITY GROUP
TCAL, L.P.
5859 BENSINGER DRIVE, SUITE 700, DALLAS, TEXAS 75225

PARISH LANE

ALLIANCE
PROPERTY

UNION PACIFIC RAILROAD
STATE HIGHWAY NO. 377

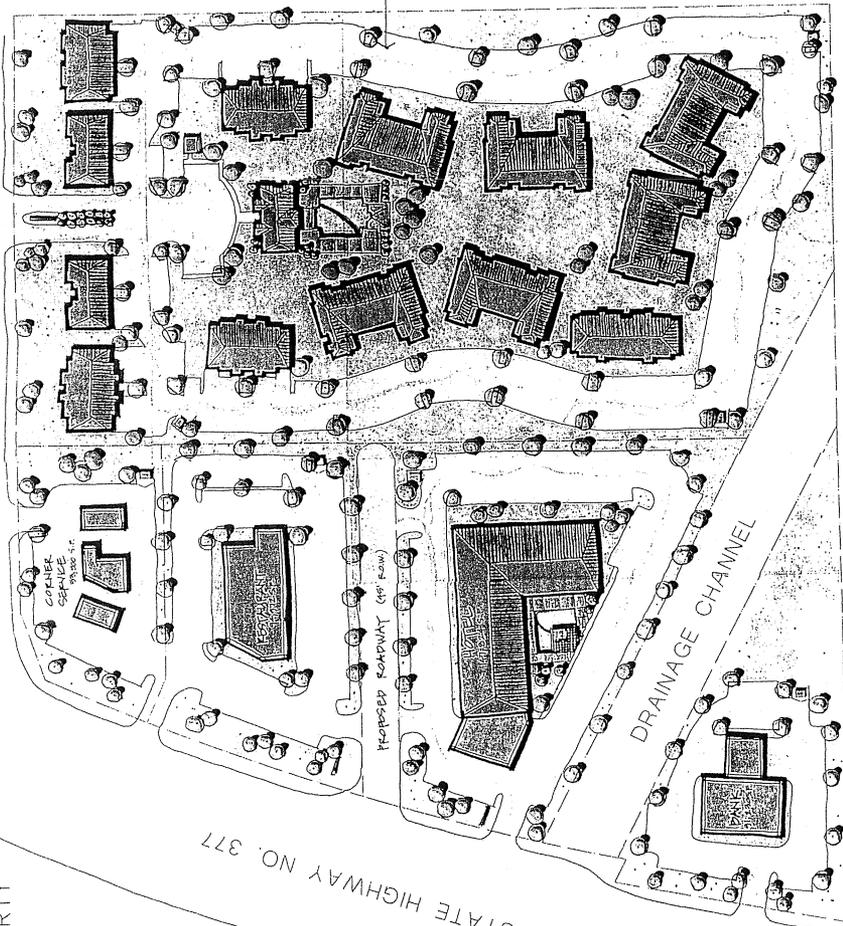


EXHIBIT C

EXHIBIT D

TOWN CENTRE AT ROANOKE – ROANOKE, TEXAS

Development schedule

Multifamily Development

Multifamily Development will commence as soon as possible after approval by Roanoke of the Development Site Plan for the multifamily site. Construction will begin as soon as plans are approved. Completion is scheduled for 12 months after commencement.

Horizontal development

Construction of the onsite and off-site infrastructure will be completed concurrently with the certificate of occupancy of the multifamily vertical development.

Commercial Vertical development

Upon completion of the horizontal development, the commercial sites will be available for development by Lenders Equity Group, L.L.C. Current market conditions indicate that vertical development will take place within 24 to 48 months of the site availability. This schedule, will of course, depend upon the creation of sufficient residential housing in the city of Roanoke and the surrounding communities to support such uses.