



**FARMERS
BRANCH**

ORDINANCE NO. 1965

AN ORDINANCE OF THE CITY OF FARMERS BRANCH, TEXAS, AMENDING THE COMPREHENSIVE ZONING ORDINANCE OF THE CITY OF FARMERS BRANCH, AS HERETOFORE AMENDED; BY AMENDING ORDINANCE NUMBER 1761, WHICH ESTABLISHED SPECIFIC USE AND DEVELOPMENT STANDARDS FOR 18.3 ACRES OF LAND GENERALLY LOCATED AT THE NORTHWEST CORNER OF THE MIDWAY ROAD AND LBJ FREEWAY INTERSECTION AND DESIGNATED SUCH AREA AS THE PLANNED DEVELOPMENT ZONING DISTRICT NUMBER 51 (PD-51); ESTABLISHING REVISED USE AND DEVELOPMENT STANDARDS FOR 17.5 ACRES OF THE SAME PROPERTY AND DESIGNATING THIS PORTION AS PLANNED DEVELOPMENT ZONING DISTRICT NUMBER 68; PROVIDING A SAVINGS CLAUSE; PROVIDING FOR INJUNCTIVE RELIEF; PROVIDING FOR SEVERABILITY; PROVIDING FOR A PENALTY OF FINE NOT TO EXCEED THE SUM OF TWO THOUSAND DOLLARS (\$2,000.00) FOR EACH OFFENSE; AND PROVIDING AN EFFECTIVE DATE.

Whereas, the City Planning and Zoning Commission of the City of Farmers Branch and the governing body of the City of Farmers Branch, in compliance with the Charter of the City of Farmers Branch, and the State Law with reference to changes to zoning classifications under the Zoning Ordinance Regulations and Zoning Map, having given the requisite notices by publication and otherwise, and after holding due hearings and affording a full and fair hearing to all the property owners generally, and to the persons interested and situated in the affected area and in the vicinity thereof, the governing body of the City of Farmers Branch is of the opinion that said change in zoning uses should be made;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF FARMERS BRANCH, TEXAS.

SECTION 1. That the Comprehensive Zoning Ordinance of the City of Farmers Branch, Texas, is hereby amended by amending the zoning use and development standards on the 17.5 acre tract of land located at the northwest corner of Midway Road and LBJ Freeway intersection as more specifically described in Exhibit "A".

SECTION 2. That all uses in Planned Development Number 68 (PD-68) zoning district shall conform in operation, location and construction to the performance and development standards set out in Exhibit "B" and, to those established by the Comprehensive Zoning Ordinance of the City of Farmers Branch, Texas, except as amended herein.

SECTION 3. That all uses in Planned Development Number 68 (PD-68) zoning district shall conform to the conditions and requirements of the Site Plan attached as Exhibit "C".

SECTION 4. That the above described tract of land shall be used only in the manner and for the purposes provided by the Comprehensive Zoning Ordinance of the City of Farmers Branch, as heretofore amended, and as amended herein.

SECTION 5. That any person, firm or corporation violating any of the provisions or terms of the ordinance shall be subject to the same penalty as provided for in the Comprehensive Zoning Ordinance of the City of Farmers Branch, and upon conviction shall be punishable by a fine not to exceed the sum of Two Thousand Dollars (\$2,000.00) for each offense.

SECTION 6. If any section, paragraph, subdivision, clause, phrase or provision of this ordinance shall be judged invalid or unconstitutional, the same shall not affect the validity of this ordinance as a whole or any portion thereof other than that portion so decided to be invalid or unconstitutional.

SECTION 7. In addition to, and accumulative of all other penalties, the City shall have the right to seek injunctive relief for any and all violations of this ordinance.

SECTION 8. Whereas, it has been found that there has been a change in conditions in the above described property, it is now necessary that it be given the above zoning classification in order to permit its proper development, and in order to protect the public interest, comfort and general welfare and requires that this ordinance shall take effect immediately from and after its passage, and publication of the caption of said Ordinance, as the law in such cases provides.

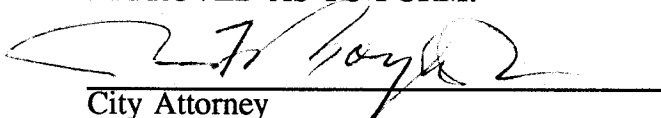
DULY PASSED BY THE CITY COUNCIL of the City of Farmers Branch, Texas, on this the 4th day of November, 1991.

APPROVED:



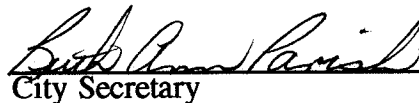
Mayor

APPROVED AS TO FORM:



City Attorney

ATTEST:



City Secretary

"BEING all of THIRD REVISED TREASURY ADDITION, an addition to the city of Farmers Branch, Dallas County, Texas, recorded in Volume 75212, Page 1531 of the Deed Records of Dallas County, Texas, and part of the REVISED TREASURY ADDITION, an addition to the city of Farmers Branch, Texas, recorded in Volume 75075, Page 833 of the Deed Records of Dallas County, Texas, and being more particularly described as follows:

BEGINNING at a $5/8"$ I.R. at the northeast corner of the abovementioned addition and in the west ROW line of Midway Road (a 100' ROW);

THENCE SOUTH, 55.40' with the west line of Midway Road to a $5/8"$ I.R. at the northeast corner of VINCENT'S SEAFOOD RESTAURANT ADDITION, an addition to the city of Farmers Branch, Texas, recorded in Volume 75212, Page 1539 of the Deed Records of Dallas County, Texas;

THENCE S $89^{\circ}47'50"$ W, 91.32' with the north line of VINCENT'S SEAFOOD RESTAURANT ADDITION to a $5/8"$ I.R. for corner at the beginning of a curve to the left having a central angle of $89^{\circ}45'56"$ and a radius of 19.50';

THENCE around said curve and with the north line of the aforementioned addition, a distance of 30.55' to a cross for corner;

THENCE S $00^{\circ}01'54"$ W, 295.55' with the west line of the aforementioned addition to a cross for corner at the beginning of a curve to the left having a central angle of $90^{\circ}03'15"$ and a radius of 19.50';

THENCE around said curve and with the west line of the aforementioned addition, a distance of 30.65' to a $5/8"$ I.R. for corner;

THENCE N $89^{\circ}58'39"$ E, 91.40' with the south line of the aforementioned addition to a nail for corner in the west line of Midway Road;

THENCE SOUTH, 82.50' with the west line of Midway Road to a $3/4"$ I.R. for corner at the beginning of a curve to the left having a central angle of $12^{\circ}43'40"$ and a radius of 813.94';

THENCE around said curve and with the west line of Midway Road, a distance of 180.81' to a $5/8"$ I.R. for corner;

THENCE SOUTH, 136.80' with the west line of Midway Road to a $5/8"$ I.R. for corner in the north ROW line of Interstate Highway 635 (a variable width ROW);

THENCE S $67^{\circ}25'40"$ W, 324.87' with the north line of I.H. 635 to a $3/4"$ I.R. for corner in the south line of the REVISED TREASURY ADDITION, an addition to the city of Farmers Branch, Texas, recorded in Volume 75075, Page 833 of the Deed Records of Dallas County, Texas;

THENCE N $89^{\circ}56'40"$ W, 191.45' with the north line of I.H. 635 to a cross for corner in the north ROW line of Valley View Lane (a variable width ROW);

THENCE N $00^{\circ}03'20"$ E, 20.00' with the north line of Valley View Lane to a nail for corner;

THENCE N $89^{\circ}56'40"$ W, 425.02' with the north line of Valley View Lane to a $1/2"$ I.R. at the southeast corner of Lot 3, Block A of the CENTRE ADDITION, an addition to the city of Farmers Branch, Texas, recorded in Volume 79206, Page 358 of the Deed Records of Dallas County, Texas;

THENCE NORTH, 892.96' with the east line of the aforementioned Lot 3 to a $1/2"$ I.R. for corner in the south ROW line of Blue Lake Circle (a 60' ROW);

THENCE EAST, 896.44' with the south line of Blue Lake Circle to the place of beginning and containing 761,047.91 square feet or 17.4713 acres of land.

EXHIBIT "B"

PERFORMANCE & DEVELOPMENT STANDARDS

FOR PLANNED DEVELOPMENT ZONING DISTRICT NUMBER 68.

The following performance and development standards, (the "Standards") shall be considered in the use, operation, design, location, siting and construction of any structure or other development features within Planned Development Zoning District Number 68 (the "District").

Variations to these standards may be requested by the developer and shall be considered as a part of the building site plan approval. All variations requested by the developer as a part of the building site plan approval shall be specifically identified on the building site plan as a variance request.

A. USES: The following uses shall be permitted within the District:

1. Primary Uses Permitted:

- a. Retail furniture store
- b. General retail stores and shops
- c. Department stores
- d. Drug stores
- e. Restaurants
- f. Office (includes, but is not limited to: private corporate offices, government offices, professional offices, medical and diagnostic offices)
- g. Hotels
- i. Banks, savings and loan associations, and other financial institutions, including related drive-in facilities. As used herein, a related drive-in facility shall be a drive-in facility of a bank, savings and loan association or other financial institutions which has a regular facility located within the District
- j. Medical and dental laboratories

- k. Signage and other property related identification uses generally permitted in a planned development district ("PD") under Section 8-108, as amended, of the Farmers Branch Comprehensive Zoning Ordinance, and as specifically amended herein in terms of size, quantity and location on an approved site plan as herein required.
- l. Commercial parking lots or structures servicing the occupants, patrons, customers and visitors of permitted primary and secondary uses and uses allowed by specific use permits.
- m. Utility, accessory and incidental uses limited to the following:
 - (i) Community Center (private)
 - (ii) Electrical Substation
 - (iii) Electrical transmission line
 - (iv) Fire station or similar public safety building
 - (v) Gas transmission line and metering station
 - (vi) Local utility distribution lines
 - (vii) Swimming pool (private)
 - (viii) Telephone line and exchange switching or relay station
 - (ix) Water reservoir, water pumping station or well

2. Secondary Uses Permitted:

- a. Showroom retail
- b. Furniture warehouse

3. Specific Use Permit Required:

- a. Commercial recreational and entertainment uses
- b. Private clubs/mixed beverages
- c. Indoor theatre (movie or legitimate)
- d. Health club or studio, public or private
- e. Swim or tennis club
- f. Wholesale business
- g. Grocery Supermarket

- h. Home improvement centers
- i. Drive-thru restaurants
- j. Gasoline service stations
- k. Auto service and repair

4. Use Limitation:

- a. All development occurring within the District, whether constructed at one time or in phases, shall be done in strict accordance with all requirements established by the City, including, but not limited to, these Standards.
- b. All primary uses shall be permitted only in locations specifically designated on an approved building site plan.
- c. Secondary uses shall be permitted only within Retail Furniture store buildings.
- d. The total gross floor area of secondary uses shall not exceed 49 percent of the total square footage of the primary use within which such secondary uses are located.
- e. No significant change to an approved site plan shall be permitted unless an amended site plan showing proposed changes is resubmitted in accordance with all requirements herein stipulated and approved by the City Council following a recommendation of the Planning and Zoning Commission.

B. DENSITY: The term "density" as used herein, shall mean the relationship between the total gross square footage of above grade buildings or structures of any type placed on the property and the square footage area of the property.

The maximum allowable floor area ratio (F.A.R.) computed by comparing the total building structure square footage on the property within the District to the area of all property within the District measured in square feet, shall not exceed a 4:1 ratio, with such building structure calculation including the square footage area of all at-grade parking structure levels and above-grade parking structure levels. Any below-grade mechanical rooms and related access ways and/or below-grade parking structure levels shall not be included in the building structure calculation in determining this ratio.

C. **HEIGHTS:** Buildings (other than parking structures) may be constructed to any height allowed by the Federal Aviation Agency (FAA) or its successor. A copy of the approved FAA building height shall be submitted to the Building Official.

Parking structures shall not contain more than three (3) floors above grade, and shall not exceed a maximum height of forty (40) feet above the ground level measured at the mid-point of the parking structures. All other required parking shall be at or below ground level.

No free standing sign shall exceed a height of forty (40) feet above grade.

D. **SETBACKS:** Building structures shall be set back a minimum distance from the right-of-way line of public streets and adjacent property lines as follows:

1. Public street rights-of-way (ROW):

Above ground building structures shall be setback a minimum of 20 feet (15 feet for underground and cantilevered structures) from all street right-of-way lines. Architectural features may project into required setback a maximum of 2 feet.

2. Side and rear property lines:

Building structures shall be set back a minimum of 10 feet from property lines shared with adjacent properties and not fronting onto public street right-of-way unless a greater setback (not to exceed 12 feet) is required on the building site plan for fire lanes or public utility purposes.

3. Setbacks for free standing signs to be determined at time of site plan approval.

E. **SITE COVERAGE:** The gross ground floor area of buildings and parking structures may cover up to, but shall not exceed, 50% of the building site area after ROW dedication. Building site coverage may be increased as landscaped open space is increased. For every 1% increase above 10% in landscaped open space, building site coverage may be increased 4% above the 50% limit. This allowable increase shall proceed to an absolute maximum building site coverage of 70% of the gross building site area. Increases to site coverage shall not increase allowable density set forth in Section B.

F. **LANDSCAPED OPEN SPACE:** The following shall establish the minimum requirements for Landscaped Open Space (herein so called) within the District.

1. For purposes hereof, Landscaped Open Space shall be defined as those unpaved areas of the Property within which are planted trees, shrubs, ground cover, grass, and flowering plants. Paved external pedestrian courtyards and walkways (other than required sidewalks), waterways (i.e., streams) or waterbodies (i.e., lakes)

may be counted as Landscaped Open Space up to 50% of the total Landscaped Open Space requirement of Item 3 below.

2. Landscaped Open Space, as hereinabove defined, shall be limited to areas of the building site located outside the external wall lines of building structures. Open courtyard areas internal to buildings specifically are excluded from being counted in meeting minimum Landscaped Open Space requirements provided for herein.
3. The Landscaped Open Space area provided within the District shall not be less than 10% of the net site area (gross site area after ROW dedication and outside the external wall lines of building structures).
4. All planted Landscaped Open Space areas within the District shall be supplied with a fully automatic irrigation system.
5. All Landscaped Open Space areas and other physical development located within the District shall conform to the approved concept plan and other requirements of these standards.

G. PARKING: Parking shall be provided for the proposed uses at the following minimum ratios:

1. Offices (other than medical offices): One space per 333 square feet of gross floor area.
2. Medical Offices: One space per 250 square feet of gross floor area.
3. Hotels: One space per rental unit for the first 250 rooms, three-quarters of one space per rental unit for all additional rooms for 251 to 500, and one-half space per rental unit for all additional rooms over 500, plus such spaces as required by included uses, ballrooms, and affiliated facilities.
4. Retail and affiliated office support services: One space per 250 square feet of gross floor area.
5. Eating establishments: One space per 100 square feet of gross floor area.
6. Theaters: One space for every 4 seats.
7. Showroom retail: One space for every 500 square feet of gross floor area.
8. Furniture Warehouse: One space for every 1,000 square feet of gross floor area.

9. **Mixed-Use Parking Discounts:** In order to provide adequate off-street parking for large-scale mixed-use projects, the following may be considered in the calculation of off-street parking requirements when approved by a site plan.
 - a. Discount ten percent (10%) of the required parking for an office use when that use totals in excess of 250,000 square feet in gross floor area and is developed on the same building site with qualifying hotel, retail, or restaurant uses.
 - b. Discount ten percent (10%) of the required parking for a hotel use when that use totals in excess of 250 guest rooms and is developed on the same building site with qualifying office, retail, or restaurant uses.
 - c. Discount ten percent (10%) of the required parking for all retail uses, when those uses total in excess of 10,000 square feet of gross floor area and are developed on the same building site with qualifying office, hotel, or restaurant uses.
 - d. Discount fifty percent (50%) of the required parking for all recreation, entertainment, private clubs, and restaurant uses when developed on the same building site as qualifying office or hotel uses.

The discounts set forth above shall be cumulative.

10. To foster mixed-use interaction between existing and future uses, the Planning and Zoning Commission may consider shared parking and authorize a reduction in the required parking as outlined in this section. The reduction shall be shown on the approved site plan.
 - a. The parking requirement may be reduced based on shared parking agreements between owners of adjacent properties.
 - b. The parking requirement may be reduced based on shared parking of users within the District when shown as feasible by a traffic engineering study.
11. A maximum of ten (10) percent of the required parking may be devoted to compact car spaces of not less than 128 square feet.

H. LOADING FACILITIES:

1. All office, commercial, hotel, and restaurant uses shall provide and maintain off-street loading facilities in the quantities stated below:

- a. Office uses:
 - i. 10,000 to 50,000 gross square feet (GSF): One space
 - ii. Each additional 100,000 GSF: One space
 - b. Commercial uses:
 - i. Up to 2,000 GSF: The necessity for a loading zone to be determined by City Staff as part of site plan approval.
 - ii. 2,001 to 25,000 GSF: one space.
 - iii. Single user buildings in excess of 25,000 GSF: The number of loading spaces to be determined by the City staff as part of site plan approval.
 - iv. Multi user buildings in excess of 25,000 GSF: one space for each additional 20,000 GSF.
 - c. Hotel uses:
 - i. One space per 100,000 GSF.
 - d. Restaurant uses:
 - i. Restaurants in multi user buildings shall be treated as other commercial uses.
 - ii. Single user restaurant buildings: One space.
2. The City Staff shall determine as part of site plan approval, the off-street loading requirements for uses not specified, based on the most similar use listed above.
 3. A structure containing more than one use must meet the loading requirements of each use, unless one use occupies 90% or more of the gross building area, in which case the loading requirement is calculated as if that use occupied the entire structure.
 4. Whether or not a required loading facility must be suitable for semi-tractor trailer delivery vehicles, shall be determined and recommended by the City Staff as a part of the site plan approval.

5. Loading facilities for more than one building may be provided in a common terminal if connections between building and terminal are off-street.
6. Loading facilities shall be designated to minimize interference with traffic flow and to eliminate the need to use any public street for the maneuvering of any delivery vehicle.

I. **STREETS:** All public streets and rights-of-way, public alleys and fire lanes within the District shall be constructed in conformance with City engineering design criteria.

J. **SITE ACCESS:**

1. In order to ensure that the signalized access drive required by the City of Farmers Branch to serve the previously approved high-rise office development on the east side of Midway Road (PD-66, Ordinance Number 1743) remains unaffected by development of property within the zoning district herein established (PD-68), the owner(s) and/or developer(s) of property in PD-68 shall either:

- a) reconfigure the existing driveway access to Midway Road, adjacent to the south side of the Vincent's Seafood Addition, to align with the previously approved signalized drive serving the office development on the east side of Midway Road, or
- b) continue to make use of the existing driveway access to Midway Road adjacent to the south side of the Vincent's Seafood Addition indefinitely, with the understanding that the existing Midway Road median opening currently providing for northbound ingress and egress will be eliminated once construction of the signalized drive access commences.

Should the existing median opening referenced above be eliminated, northbound ingress and egress shall be maintained on Midway Road to serve the existing driveway located adjacent to the north side of the Vincent's Seafood Addition.

- c) any amendment of the approved concept plan associated with Ordinance Number 1743 which affects the need to reconfigure the existing driveway adjacent to the south side of the Vincent's Seafood Addition, as determined by the City, shall void any obligation to reconfigure the existing driveway as stated above in paragraph (a).

2. Heavy truck traffic and service truck vehicles shall be prohibited from entering or exiting the District via the driveway on Blue Lake Circle. Whatever means is employed to comply with this objective must be clearly indicated on the approved site plan.

K. CONCEPT PLAN APPROVAL: Prior to submittal of the first Building Site Plan within the District, approval of a concept plan for the District may be required. The Concept Plan shall be for the purpose of setting forth the general overall location of uses within the District but shall not necessarily be conclusive as to future development on specific building sites within the District. The following are the submittal requirements for Concept Plan approval:

1. A vicinity map at a scale not smaller than 1 inch - 1,000 feet as part of the Concept Plan, showing the site in relation to major streets.
2. A boundary survey of the District, including the following:
 - a. Metes and bounds of all boundary lines of the District.
 - b. Total land area within the District.
 - c. Graphic scale and North arrow.
 - d. Names and route numbers of boundary streets and rights-of-way.
 - e. Existing topography with a maximum contour interval of one foot.
3. A generalized land use plan showing approximate location of proposed land uses, circulation corridors, and public utility corridors. This shall include a statement of maximum allowable building area and parking space and anticipated building heights.
4. A plan showing the anticipated location and sequence of development phases within the District.

L. SITE PLAN APPROVAL: Prior to the beginning of any development on a building site within the District, a comprehensive building site plan detailing the proposed development shall be submitted for approval as required by Paragraph 8-502 of the Comprehensive Zoning Ordinance. This submittal shall be required before a building permit shall be issued. The following are the submittal requirements for such approval:

1. A vicinity map at a scale not smaller than 1 inch = 1,000 feet.
2. A boundary survey of the building site, including the following:

- a. Metes and bounds of all boundary lines of the building site.
 - b. Total land area within the building site.
 - c. Graphic scale and north arrow.
 - d. Names and route numbers of boundary streets and right-of-way.
 - e. Existing topography with a maximum contour interval of two feet.
3. An aerial photograph of the building site and all adjacent properties within at least 500 feet, stating date of photograph.
 4. A detailed and to scale building site plan showing:
 - a. Existing and proposed public or private streets and curb cuts.
 - b. Existing and proposed building and parking structure locations, including size in number of square feet, number of floors, number of spaces and size of spaces in parking structures, and height above grade. This shall include a statement of maximum allowable building heights as restricted by the FAA and a copy of a letter or other certificate from the FAA verifying same.
 - c. Existing and proposed utility easements and fire lanes.
 - d. Landscape Plan for Landscaped Open Space areas within the building site showing the proposed locations, types, and sizes at time of planting for all types of trees, shrubs, ground cover, flowering plants and other plant materials.

An irrigation system plan showing the proposed locations and sizes of supply lines; locations, types, capacities and coverage areas for irrigation heads; and type, location(s) and zoning for any automatic control system.
 - e. Proposed at-grade parking lots and loading facilities.
 - f. A statement of proposed floor area ratio, building site coverage ratio, and landscape area ratio, Also, an updated tabulation of previously approved building square footage of primary uses and the remaining square footage capacity of these uses within the District.
 - g. Proposed on-site identification and directional signage.

- h. Anticipated uses within the building site.
 - i. Proposed drainage and grading plan.
 - j. All existing and proposed utilities, including size and tap locations and all fire hydrants.
5. If any portion of the buildings or parking structures within the building site are to be located below grade, a separate below grade building site plan shall be submitted showing the boundaries of the building site; above ground public street rights-of-way and street paving; the elevations and grades of the ground level floor of all buildings and parking structures; the elevation and grade of all surface parking; plans for all proposed underground structures, including parking levels and vehicle circulation; graphic scale and North arrow. The underground structures shall be drawn in solid lines, and the above ground structures shall be shown with dashed lines.
 6. If a building site is to be developed in phases, the submittal should also include a conceptual plan for future phases showing the approximate location of circulation corridors and public utility corridors; and the approximate location of buildings and parking for future phases.
 7. A statement identifying any requested variances from these Standards.
 8. Any other information reasonably necessary to determine compliance of the Site Plan with the Comprehensive Zoning Ordinance, as amended hereby.

M. **PHASING:** Development within the District will be phased depending upon market conditions. A developer's contract shall be executed between the City and any developer of property within the District to provide the City with appropriate means for acquiring necessary rights-of-way within the District for certain improvements to Midway Road and Valley View Lane.

Street improvements to mitigate the impact of the development will be required in phases described below.

1. **Phase 1 Development.** Phase 1 shall include any development within the District up to a maximum density of 300,000 square feet (exclusive of parking structures). The traffic related improvements required to be in place prior to the issuance of any Certificate of Occupancy for the Phase 1 Development are:
 - a. Dedication of sufficient right-of-way to accommodate an additional south bound lane along Midway Road. Maximum right-of-way width not to

exceed twenty (20) feet. Actual right-of-way needed to be determined at time of site plan approval.

- b. Dedication of sufficient right-of-way to accommodate an additional westbound lane along Valley View Lane. Maximum right-of-way width not to exceed twenty (20) feet. Actual right-of-way needed to be determined at time of site plan approval.
 - c. Dedication of sufficient right-of-way and construction of a southbound right turn lane at the Midway Road and westbound LBJ service road intersection. Actual amount of right-of-way needed to be determined at time of site plan approval.
2. Phase 2 Development. Phase 2 Development shall include development within the District of a density in excess of 300,000 square feet (not including the square footage of parking structures). The traffic related improvements required to be in place prior to the issuance of Certificates of Occupancy for the Phase 2 Development are:
- a. Dedication of sufficient right-of-way and construction of a four (4) lane undivided roadway from Blue Lake Circle south to Valley View Lane along the west property line of the District.
 - b. Any other street improvements necessary to address the impact of any Phase 2 Development within the District as determined by a traffic study executed in association with any proposed development and accepted by the City.

These requirements may be waived or adjusted, as part of individual site plan approval for any development in Phase 2, if determined by the Council not to be necessary.

**HOLD HARMLESS
AND
INDEMNITY AGREEMENT**

STATE OF TEXAS)

COUNTY OF DALLAS)

FOR AND IN CONSIDERATION of the City of Farmers Branch, Texas, approving and allowing the construction or placement of a sign within utility easements, located on the property known as PACE ADDITION, an addition to the City of Farmers Branch, Dallas County, Texas, Owner(s) of this tract, agree(s) to enter into this Agreement whereby they agree to fully RELEASE, RELIEVE, QUIT-CLAIM, HOLD HARMLESS AND DEFEND the City, its agents, servants, and employees, and any and all public utility companies, their agents, employees, servants, contractors and subcontractors from any suits, claims, losses, cause of action, personal injuries or property damage, which have accrued or which may be accrued, during and after the construction or placement of said sign, because of such construction or placement, and/or actions of any type of character arising out of or related to the operation, maintenance and/or repair of any existing or proposed public facilities within said easements. In addition, PACE, or its successors or assigns, shall promptly remove and relocate, if necessary, any sign within the utility easements solely at its expense upon receipt of a request from the City in the event the City or public utility companies need to utilize the easements for public purposes.

EXECUTED THIS the 21st day of August, 1992.

PACE MEMBERSHIP WAREHOUSE, INC.

OWNERS:

By: *Alex J. Lelli, Jr.*

Alex J. Lelli, Jr.

Vice President Real Estate & Construction

ACKNOWLEDGEMENT

STATE OF COLORADO)

COUNTY OF ARAPAHOE)

BEFORE ME, the Undersigned a Notary Public, in and for said County and State, on this day personally appeared Alex J. Lelli, Jr., Vice President Real Estate and Construction of PACE known to me to be the person whose name is subscribed to the foregoing instrument and that he executed the same for the purposes and consideration therein expressed and that he have the authority and power to enter into the foregoing instrument.

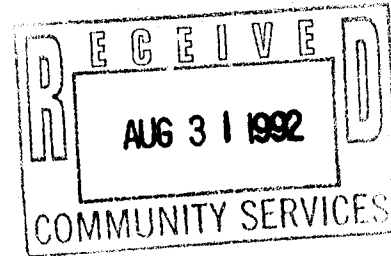
SUBSCRIBED AND SWORN TO BEFORE ME on this 24th day of August, 1992.

Printed name:

Margie S. Gordon
Margie Gordon

My Commission expires: 01/25/96

August 26, 1992



Mr. Tom Scales
Director of Community Services
City of Farmers Branch
P. O. Box 819010
Farmers Branch, Texas 75381

Re: PACE #2461
Signage - Hold Harmless and Indemnity Agreement

Dear Mr. Scales:

Pursuant to our conversation, please find enclosed one (1) original, executed copy of the above referenced agreement.

If I might be of further assistance, advise.

Sincerely,

A handwritten signature in cursive script that reads "Carolyn S. Posey".

Carolyn S. Posey

/cp
Enclosure