

CITY OF MANSFIELD, TEXAS
S, SOUTH MANSFIELD FORM-BASED DEVELOPMENT DISTRICT
DEVELOPMENT AGREEMENT NO. 2.

This Development Agreement (this “**AGREEMENT**”) is made and entered into by and between BV LANDCO LP, a Texas limited partnership, its successors and assigns (“**DEVELOPER**”), and the CITY OF MANSFIELD, TEXAS, a home rule city and municipal corporation (the “**CITY**”). The City and Developer may also be referred to collectively as the “**PARTIES**”, or individually as a “**PARTY**”.

RECITALS

WHEREAS, Developer intends to develop in partnership with City a certain +/-26.8-acre tract of real property (the “**PROPERTY**”) more fully described in EXHIBIT “A” that is attached hereto and incorporated herein; **AND**

WHEREAS, Developer intends to develop the Property as mixed-use, with a complementary mixture of retail, residential, civic space, and other uses with an emphasis on cultural arts; **AND**

WHEREAS, the City Council considered and approved Developer’s request to rezone the Property on the 14TH day of **NOVEMBER, 2022**, to the “S, SOUTH MANSFIELD FORM-BASED DEVELOPMENT DISTRICT” as found and enumerated in the City’s Zoning Ordinance; **AND**

WHEREAS, the regulations for the “S, SOUTH MANSFIELD FORM-BASED DEVELOPMENT DISTRICT” require the City and Developer to establish the terms and conditions for development of the Property and construction of the Project (as further defined in below) pursuant to a development agreement; **AND**

WHEREAS, the regulations for the “S, SOUTH MANSFIELD FORM-BASED DEVELOPMENT DISTRICT” describe the minimum terms and conditions of such development agreement; **AND**

WHEREAS, the City and Developer are desirous of creating a development agreement in accordance with the regulations for the “S, SOUTH MANSFIELD FORM-BASED DEVELOPMENT DISTRICT”;

NOW, THEREFORE, in consideration of the mutual benefits and promises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the City and Developer agree as follows:

ARTICLE I.

DEFINITIONS

In this Agreement, each of the following terms shall have the meanings indicated:

“EFFECTIVE DATE” shall mean the date that this Agreement is executed by the Parties.

“PROJECT” shall mean construction of a mixed-use community on the Property (as defined below) and includes, without limitation, the addition of commercial and multi-family uses,

pursuant to all the rules and regulations of the S, SOUTH MANSFIELD FORM-BASED DEVELOPMENT DISTRICT as set forth in the Zoning Ordinance of the City.

“**PROPERTY**” shall have the meaning set forth in the Recitals to this Agreement, and consists of the real property described on EXHIBIT “A”.

ARTICLE II.

OBLIGATIONS OF DEVELOPER

A. **CONCEPT PLAN.** Developer shall develop (or cause to be developed) the Property and construct (or cause to be constructed) the Project in substantial accordance with the Concept Plan shown on the attached EXHIBIT “B”.

1. **TRANSECT ZONES.** The transect zones for the Project shall be limited to the following:
 - i. T-4, urban transition transect zone.
 - ii. T-5, urban center transect zone.
2. **BUILDING HEIGHT RESTRICTIONS.** Principal buildings shall be restricted to a maximum building height of two (2) stories when abutting any property currently zoned as:
 - i. PR, Pre-development district.
 - ii. A, agricultural district.
 - iii. SF, single-family residential district.
 - iv. 2F, two-family residential district.

- v. PD, planned development district, provided that single-family residential structures are an allowable use of land.

3. ADDITIONAL PROJECT ATTRIBUTES.

- i. Exterior Finish. Primary exterior finish shall be limited to brick and stone. Secondary exterior finish shall be limited to cementitious fiber board, metal, and stucco. Where used on a single building, secondary exterior finish shall not exceed 25 percent of the total building wall area, with each building façade being calculated independently.
 - a. Exterior insulation and finish systems (E.I.F.S.) and vinyl shall be prohibited.
- ii. Architectural Character (Live-work Units). The architectural character for all live-work units to be constructed on the Property shall be derived from the stylistic materials and details for the live-work units that were designed and constructed for the Wheeler District in Oklahoma City, Oklahoma (see EXHIBIT “C”).
- iii. Architectural Character (All Other Buildings). The architectural character of all other buildings to be constructed on the Property, with the exception of Wisteria Hall as described herein, shall have a combination of materials, shapes of openings, and designs that are most common to the industrial chic architectural style.

B. PHASING PLAN. Development of the Property and the construction of the Project is anticipated to occur in accordance with the estimated schedule described in the attached EXHIBIT “C” and as further described below provided, however, that development of the

Property and the construction of the Project may be completed in a single phase at the sole discretion and option of Developer.

1. PHASE 1. The Development of the Property shall include a commercial building with a minimum of 5,000 square feet fronting East Broad Street; civic space; and live-work units.
2. PHASE 2. Development of the Property shall include the construction of multi-family residential buildings; civic space; and live-work units as shown on EXHIBIT “B”.
3. WISTERIA HALL. For the purposes of this Agreement, “Wisteria Hall” is defined as the civic building to be located and constructed within the center of the Project that will have a minimum of 10,000 square feet dedicated to arts, culture, and education and conferences and meetings. Wisteria Hall may be constructed at any time during the first or second phase of the Project (i.e., Phase 1 or Phase 2), provided that Wisteria Hall shall be constructed and in operation prior to the issuance of any certificate of occupancy by the City for the last multi-family residential building constructed on the Property. It is acknowledged by the City and Developer that, an affiliate of the City and / or Developer shall construct (or shall cause to be constructed) Wisteria Hall subject to terms and conditions negotiated, contemplated, and agreed to in other agreements. However, nothing that is contained within this Agreement shall be construed or interpreted to mean that Wisteria Hall is not to be constructed as part of this Project and that such civic building is not in operation by the completion of the Project as set forth herein.

- C. **APPLICABLE ORDINANCES AND REGULATIONS.** Developer shall develop (or shall cause to be developed) the Property in accordance with all City ordinances and

regulations that apply to development within the City limits, and more specifically, City development ordinances and regulations that apply within the “S, SOUTH MANSFIELD FORM-BASED DEVELOPMENT DISTRICT” as found in the City’s Zoning Ordinance, provided, however, that nothing contained herein shall prohibit Developer from requesting a warrant pursuant to provisions found in the “S, SOUTH MANSFIELD FORM-BASED DEVELOPMENT DISTRICT” or any variance or other special exception from the City’s ordinances and regulations and only in accordance with the procedures that are appropriate to the requested variance or exception or as outlined and agreed to in this agreement.

- D. CHAPTER 245 PERMIT AND PROJECT.** The Parties agree and acknowledge that this Agreement shall constitute a “permit” and the Project shall constitute a “project” as those terms are defined in Chapter 245 of the Texas Local Government Code.

[signatures on following pages]

EXECUTED to be effective as of the **10TH** day of **April , 2023**.

CITY OF MANSFIELD, TEXAS:

BY:



City Manager or Designee

APPROVED AS TO FORM:

BY:



City Attorney

DEVELOPER:

BY:

BV LANDCO LP



Benjamin Breunig, Manager

EXHIBIT “A” – Metes and Bounds of +/-26.8 – Acre Tract (Survey).

EXHIBIT “B” – Concept Plan.

EXHIBIT “C” – Phasing Plan.

EXHIBIT “D” – Architectural Character of Live-Work Units in the Wheeler District.

EXHIBIT "A"

Legal description of land

Tract 1: (203 S. Wisteria St.)

BEING a 12.031 acre tract of land situated in the William C. Price Survey, Abstract No. 1240, Tarrant County, Texas; said tract being all of Lot 2R2, Block 47 of Hillcrest Addition Replat, an addition to the City of Mansfield, Texas according to the plat recorded in Cabinet A, Slide 9110 of the Plat Records of Tarrant County, Texas, said Lot 2R2 being part of that tract of land described in Special Warranty Deed to Silgan Containers Manufacturing Corporation recorded in Volume 13035, Page 234 of the Deed Records of Tarrant County, Texas; said 12.037 acre tract being more particularly described as follows;

BEGINNING, at a 1/2-inch iron rod with "PACHECO KOCH" cap found for corner in the East right-of-way line of S. Wisteria Street (a 60-foot wide right-of-way); said point being the Northwest corner of said Lot 2R2 and the Southwest corner of Lot 2R1, Block 47 of said addition;

THENCE, North 82 degrees, 27 minutes, 27 seconds East, along the South line of Lot 2R1, a distance of 646.20 feet to a point for corner; said point being the Southeast corner of said Lot 2R;

THENCE in a Northerly direction, along the East line of said Lot 2R1, the following four (4) calls:

North 02 degrees, 32 minutes, 49 seconds West, a distance of 205.69 feet to a point for corner;

North 54 degrees, 08 minutes, 00 seconds West, a distance of 121.38 feet to a point at the beginning of a nontangent curve to the right;

Along said curve to the right having a central angle of 21 degrees, 54 minutes, 37 seconds, a radius of 126.00 feet, a chord bearing and distance of North 41 degrees, 09 minutes, 79 seconds West. 47.89 feet, an arc distance of 48.18 feet to a point at the end of said curve;

North 30 degrees, 12 minutes, 00 seconds West, a distance of 90.58 feet to a point for corner in the South rightof-way line of E. Broad Street (a variable width right-of-way); said point being the Northeast corner of said Lot 2R1 and the beginning of a non-tangent curve to the left;

THENCE, in a Northeasterly direction, along the said South line of E. Broad Street and said curve to the left, having a central angle of 02 degrees, 31 minutes, 23 seconds, a radius of 1,043.50 feet, a chord bearing and distance of North 69 degrees, 23 minutes, 50 seconds East 45.95 feet an arc distance of 45.95 feet to a point at the end of said curve;

THENCE, North 68 degrees, 08 minutes, 09 seconds East continuing along the said South line of E. Broad Street, a distance of 133.25 feet to a point for corner in the West line of Lot 3A, Block 47 Hillcrest Addition, an addition to the City of Mansfield, Texas according to the plat recorded in Volume 388-45, Page 29 of said Deed Records;

THENCE, South 30 degrees, 12 minutes, 00 seconds East departing the said South line of E. Broad Street and along the West line of said Lot 3A, a distance of 343.00 feet to a 1/2-inch iron rod with "T VOGT 1928" cap found for angle point;

THENCE, South 15 degrees, 52 minutes, 00 seconds West, continuing along the said West line of Lot 3A, a distance of 1,012.24 feet to a point for corner in the Northeasterly right-of-way line of the H.T.C. Railroad Co. Right-of-Way (a 100-foot wide right-of-way);

THENCE, North 74 degrees, 38 minutes, 00 seconds West, along said Northeasterly line of H.T.C. Railroad Co. Right-of-Way a distance of 600.00 feet to a point for corner in the said East line of S. Wisteria Street;

THENCE, in a Northerly direction, along the said East line of S. Wisteria Street, the following three (3) calls:

North 15 degrees, 52 minutes, 00 seconds East a distance of 132.77 feet to a 3/8-inch iron rod found at the beginning of a curve to the left;

Along said curve to the left, having a central angle of 23 degrees, 24 minutes, 00 seconds, a radius of 965.76 feet, a chord bearing and distance of North 04 degrees, 10 minutes, 00 seconds East, 391.69 feet an arc distance of 394.42 feet to a 3/8-inch iron rod found at the end of said curve;

North 07 degrees, 32 minutes, 00 seconds West, a distance of 46.56 feet to the POINT OF BEGINNING;

CONTAINING: 524,076 square feet or 12.031 acres of land, more or less.

Tract 2: (1304 E. Broad St.)

Lot 3, in Block 47, of Hillcrest Addition, an addition to the City of Mansfield, Tarrant County,

Texas, according to the Plat thereof recorded in/under Volume 388-45, Page 29, Map Records,

Tarrant County, Texas.

EXHIBIT "B"

CONCEPT PLAN

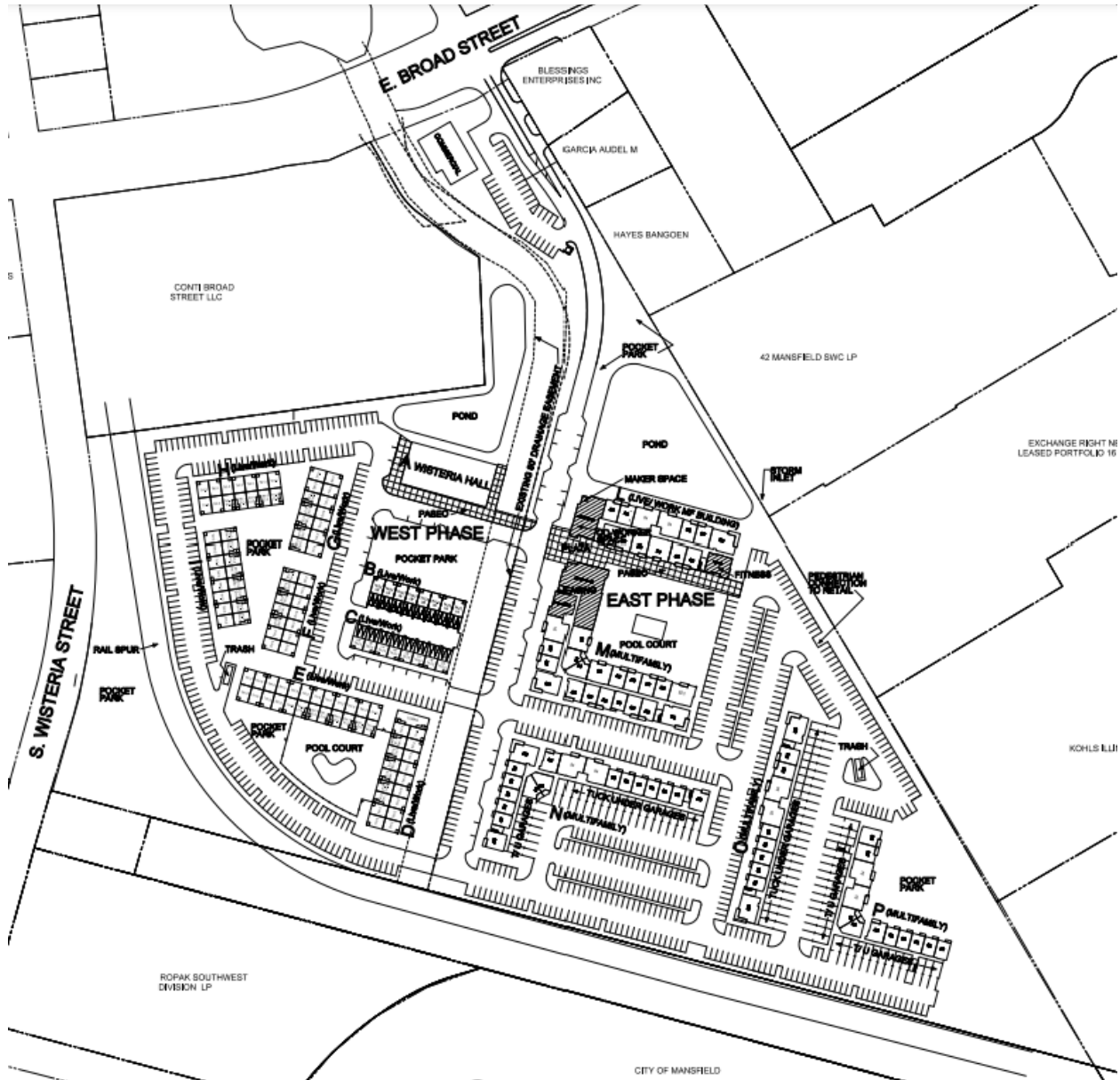


EXHIBIT "C"

PHASING PLAN



EXHIBIT “D”

ARCHITECTURAL CHARACTER OF LIVE-WORK UNITS IN THE WHEELER DISTRICT

