

THE FLOWER MOUND JOINT TOWN COUNCIL AND PLANNING & ZONING COMMISSION WORK SESSION MEETING HELD ON THE 18th DAY OF JULY, 2013, IN THE FLOWER MOUND TOWN HALL, LOCATED AT 2121 CROSS TIMBERS ROAD IN THE TOWN OF FLOWER MOUND, COUNTY OF DENTON, TEXAS AT 6:00 P.M.

The Town Council met in a work session with the following members present:

Tom Hayden	Mayor
Steve Dixon	Mayor Pro Tem
Bryan Webb	Deputy Mayor Pro Tem
Michael Walker	Councilmember Place 1
Mark Wise	Councilmember Place 3
Jean Levenick	Councilmember Place 5

And the following Planning & Zoning Commission members present:

Mike McCall	Vice Chair
Eddie White	Commissioner, Place 1
Claudio Forest	Commissioner, Place 4
Perfecto Solis	Commissioner, Place 7
Angie Cox	Commissioner, Place 8

With the following members absent:

Tom Goss	Chair
Crystal Levonius	Commissioner, Place 2
Don McDaniel	Commissioner, Place 9

constituting a quorum with the following members of the Town Staff participating:

Theresa Scott	Town Secretary
Jimmy Stathatos	Town Manager
Debra Wallace	Assistant Town Manager/CFO
Doug Powell	Executive Director of Development Services

A. CALL WORK SESSION TO ORDER

Mayor Hayden called the work session to order at 6:00 p.m.

B. INVOCATION

Mr. Stathatos gave the invocation.

C. PLEDGE OF ALLEGIANCE TO THE AMERICAN FLAG AND THE TEXAS FLAG

Mayor Hayden led the pledges.

D. WORK SESSION ITEM

1. Discuss and consider matters related to the development project of The River Walk at Central Park located north of FM 1171, west of Morriss Road, and east of FM 2499.

Bobby Dollak, G & A Consultants, 111 Hillside Dr, Lewisville, TX

Mr. Dollak gave a presentation on the River Walk project outlining or identifying:

- Background information about Centurion American, including a list of some of their projects that are either under construction or completed.
- Background information about G & A Consultants.
- River Walk plan previously approved and the associated vision and density of the project (including parking).
- An aerial demonstrating development since 2008 in relation to buildings on the ground today
- A summary of past neighborhood meetings where those attending were informed about the project and questions were answered.
- The developer is set to close on July 29th
- There is a tentative pre-construction meeting on August 1st
- The development contractor is set to mobilize on August 15th to start building the channel for the river component.
- The basic original vision hasn't changed and the slides presented are for a request to decrease the amount of density within certain blocks due to the product type that the new developer wants to build. And in doing so they are also requesting to add a definition because there was not a definition to allow for single family detached. There was language for loft over apartments, condominiums, and townhomes; however, there was no definition for single family detached. Primarily this has to do with the originally vision calling for a parking garage and the desire to get as many units as possible to pay for that garage, however, when you go with surface parking you can go a different way. He pointed out the developer wants to put in high end villas. Originally there was a dozen or more parking garages planned, which gave the intensity of a lot more vertical height. The intensity will be reduced because there won't be a series of large multi-story buildings, and there will be a few less parking garages.
- The residential will not be five stories as previously planned in the approved concept.
- Clarified the steps involved in building the river amenity and the staging process which involves draining ponds and that will take 6 – 9 months.
- There will be a 30 foot elevation fall from the pond from the north to the south (all total there will be six waterfalls creating the white noise and look and feel of the waterfall). The channel will be 40 feet wide.
- Zoning amendments that need to be addressed to allow them to build villas and that being in addition to community residential (i.e. condos, etc.) there needs to be language that allows for villas.

- Comparison of the currently approved plan for one particular block (four-story apartments/condos, ground floor retail, structured parking, townhomes) and the new plan (single family detached villas, 97 lots, two-story). Pocket parks will be included in the neighborhoods. He also demonstrated the elevation changes with the currently approved plan and the new plan request.
- Development standards that would need to be changed for the project include SF Residential Ground floor retail, phasing, and an amendment in the development agreement.
- A desire to shift from the approved four-story apartments/condos, ground floor retail, structured parking, and townhomes to a new plan of single family detached villas with 97 lots and two-story.
- Described what a villa looks like and how they will be configured within the River Walk project
- Comparison plan for multi-family based on the current approved plan and the new plan (+/- 370 units and three and four story),
- They are in need of P & Z recommendation and Council's approval for the change to first floor retail.
- Comparison phasing.

Hayden: For the channel, will there be pipes to circulate the water?

Dollak: Yes, there will be an 18" recirculation pipe running down the middle of the channel and he pointed out the location on a map, noting they've hired Greenscape as their recirculation consultant that is working on this component of the project. They are required to put in two wells as part of the project as they are required to replace several gallons (est. 790 feet a year in make-up water due to evaporation lost). The whole park will be irrigated for the park from these wells.

Hayden: For the lake at the south end, one of the residents asked if any changes would be made to that because it's his understanding that the lake is going to be narrower than it currently is.

Dollak: It's exactly like it was. Not one thing that has changed when it was approved the first time by FEMA, by the Water's Appropriation, by the neighborhood meetings we've had, and the developer.

Hayden: How long is it before someone could walk up and down the river?

Dollak: You can't get there to walk until you get the infrastructure in and that is why we're here tonight. We have to get to that point. So the answer is maybe 18 months.

Powell: I just want to make sure everyone knows that the pictures presented on the slide are not part of the zoning. The question is what is the real design in the River Walk going to look like?

Dollak: When we get the amenity package we'll come back and show you what it's going to look like.

Dixon: The waterfalls are in the same location, the elevations are the same, and the location and the general size of the two ponds north and south are the same, and phase 2 of the channel project is the amenities. Nothing really changes. They can't change what has been approved by the state, etc. The water transport channel is not different. What Doug was trying to explain, and Mr. Dollak with the pictures, is to say where the Mediterranean style of the villas and the scale and the height that was put out by Schwartz in 2006, is going to now be a lower and more natural setting.

Dollak: We can't submit the application for two blocks as there are a couple things in the zoning ordinance that doesn't allow us to submit the application on behalf of the developer to be able to build villas. We need to amend the schedule to allow for single family residential. In addition, the block has ground floor retail and it talks about when this was going to be parking structures it was envisioned to have ground floor retail due to the amount of density that was approved. He demonstrated those plans on a map. He noted the real change, by giving the definition to allow the single family in the identified areas, will result in a reconfiguration from four-story wrapped apartments and townhomes to 97 two-story tall villa lots. This change requires P & Z to recommend it and Council to approve it before we can move forward.

Walker: Asked why they changed the plan.

Dollak: New developer – new vision. The developer wants to keep the urban feel but doesn't want the density.

Walker: Is there more of a demand for the villas than the condos.

Dollak: I would assume there is a demand for both; however, it's more about the look they want to achieve. The villas are needed to meet the demand for that product. He furthered defined what villas are (zero lot line homes) and noted that product is driven by the market. The developer (Centurion American) has a track record of following through with vision and direction. He has plans that exceed what was talked about earlier.

Hayden: Asked for clarification that the original versus the proposed is going from 400 apartments to 97 homes.

Dollak: It's hard to say because the block changed up. He pointed out it depended on the breakup of the units – it was somewhere between 400 – 500 units that could have gone in if you maxed it out and built the parking garage. It could have been a four-story parking garage. Going down to 97 is an extreme reduction in density in this block.

Hayden: In the development agreement originally 1,250 apartments were approved and you could build half of those. Then you had to build the River Walk amenity, and then you could build the other half. He inquired how that will affect that language. Also, what does it mean to "build the River Walk" that will trigger the 2nd phase?

Dollak: The agreement states the Town and the developer agree that no more than 600 residential building permits shall be issued prior to the commencement of the construction of the River Walk amenity. There is a lot of language in the development agreement that talks about phasing. There is a lot of language that protects the Town.

Hayden: Just wanted to understand it's not completion – its commencement.

Hayden: I would like to see the detailed plans as to what is going to happen with the River Walk amenity. Also, for clarification purposes I would like to see the zoning change regardless of what happens in the future. What is the distance between homes?

Dollak: Ten feet. It's a one foot lot line on one side and on the other side it's nine feet because the villas sit right near the road. You walk out your front door and you are on the sidewalk. That is the vision of the River Walk. It's an urban setting.

Hayden: And there is an attached garage in the back?

Dollak: Yes, in the alley. Your yard is on the side of the house.

Walker: I would like to better understand the reason for the change and if it has anything to do with demand and if the market changed.

Dollak: For the previous developer it was about creating parking and density. That design didn't work in Centurion's model. They still want to keep the urban feel but you don't need all the garages. He explained that the difference between townhomes and villas is that townhomes are attached and villas are not. The villas would be 30' wide by 80' deep ranging from 2,500 – 3,500 square feet, with a two car garages, and they will be highly amenitized. He anticipated the demand is there given the low maintenance and location.

Walker: What I would like to hear is that the wisdom in 2008 has changed because the market dynamics have changed in our community and there is more of a demand for single family detached villas.

Dollak: The villas are about meeting the demand. I can't say the apartments wouldn't though because the apartments there now are doing quite well. We have a new developer that has a successful track record of following through.

Webb: When the original plan was approved, and for the two years that led up to it, was there any discussion about single family residential?

Dollak: Yes, but it didn't work with the parking structure. This project by the design architect and previous developer was about density and height and single family didn't work in their model for the vision.

Hayden: Asked Mr. Powell if there are villas anywhere in Flower Mound.

Powell: There will be in Lakeside. He provided background information as to what was discussed in 2007. He further explained the look and feel as to what is anticipated.

Hayden: I want to think about the transition. For the north end you have villas, and just to the south right behind the amphitheater there is going to be a three to four story building, and then next to that there is an entertainment area, and both of them will back up to the apartments. I am just trying to envision the transition between all of those structures.

Dollak: Previously vertical massing was the key thing in putting it all together. The reason why it was a four-story building wrapped with apartments is because the building was going to be an eight-story condominium. So if you have an eight-story building you don't want a little villa next to it. It's not going to be an eight-story building; it's going to be a three-story office building at best. So when I'm talking about bringing the massing down the villa product fits within that theory. Consequently, you wouldn't put in a four-story parking garage.

Dollak: There are six to eight villa types with various elevations so they won't all look the same.

Dollak: He pointed out a location on the map south of the existing apartments where they had four-story loft apartments and ground floor retail and townhomes on Morriss. He also demonstrated the change in design with respect to elevations and roof lines which simulates a townhome with a multi-family use. They also want to go from what was previously a wrapped parking garage structure to on-street ground parking. In order to make application for this block (to design the streets, water, and sewer) we need approval for the removal of ground floor retail because it doesn't work with that product. You can't cut out the bottom floor and put in a coffee shop below. You would have to go back to that four-story structure and build the parking garage to support that structure and the retail.

Forest: When you're looking at the River Walk it was sold as something that would draw people. When you take out the retail portion of this and make it an urban feel, with just houses along that River Walk, do you really think you're going to get a lot of people coming here to walk that River Walk? It appears you're removing the ground floor retail, and the whole urban feel, and taking away the retail that will be a draw for that area. By putting houses along the street you're not really creating that urban feel.

Dollak: We'll get there. I can only present what is out there. If the market is for a parking garage, etc. The Baptist (Foundation) have been working ever since they got the property back to try and figure out how to make it work.

Hayden: Has the amount of the commercial changed a lot?

Dollak: Indicated he will demonstrate that further into the presentation.

Dixon: When you are talking about these, have some numbers when stating we're asking for approval and point out what was approved originally. Then explain the reason why we're here is because we're taking this commercial use and we're making it residential. Having the approximate square footage of the ground floor commercial, and now going to residential, would be something that we could visualize as opposed to saying "this area" or "this screen".

Dollak: We will come back with that information.

Dixon: In your bullet points relative to the number of units it's important to be able to see that range, as well as a side by side comparison, to see things in context. Management summary, bullet points, and back up would be helpful.

Hayden: What do you estimate the cost to be for the actual River Walk amenity?

Dollak: Between \$7 – 8 million (digging it, water falls, walls, etc.)

Hayden: For the residential there is an impact fee that is applied and over time it was estimated (when it was 1,250 apartments) that it would generate about \$5 million dollars that would go into an escrow account. Then as that money comes in to the Town their development agreement stated that money would then be reimbursed to the developer to offset the cost of the River Walk. So while the River Walk may cost \$7 – 8 million the fees that the Town is going to collect will then be reimbursed to the developer. Then the Town, through a fee process, will be paying for two thirds of the cost of the River Walk.

Hayden: Solicited feedback from the Planning and Zoning Commission related to their input.

White: When you have density with people the businesses will figure out how to get there. If you take the people out of the picture, you have to ask what is going to draw businesses to the River Walk, especially when you have competition to the north and south ends of Town.

Dollak: That is part of our discussion (including that escrow funding). There is "x" amount per unit for things like parkland dedication and parkland fees. It's roughly \$3,000 per unit that has to be put into that account, and by decreasing the density it's less money that the developer is paying in that goes back to the developer. For that reason it's really counterproductive for him to decrease the density because it's less money coming back to him.

Hayden: There are 1,250 apartments being talked about but also there is another area to the south being talked about for senior housing and that's about 500 separate units (not part of the 1,250).

Powell: One of the things talked about during the creation of the mixed use ordinance was that in order to have a viable downtown (walkable and pedestrian

oriented) you need to have a residential component. There is no magic number. What those people do is bring vibrancy to the development. Even if you built every one of those units there is not enough people there to drive most businesses to be there. For example, Southlake has apartments but they are not keeping the businesses open. I do think it needs to be discussed as to what's the threshold of people for the number that needs to be living there to drive the market for those businesses to stay in business.

Dollak: We'll address the comments when we come back. He pointed out they just got to number two with the ground floor retail. Now, for the phasing. He pointed out that the approved plan had seven to eight phases. The first part of phase I was for the apartments and he pointed out a few other buildings, all of which are built. Building 103 is approved; however, the site plan hasn't come in yet. Red (color coded map) was phase II, which was the wrapped four-story parking garage. That was the vision at that time. When the development agreement was put together that was where the 600+ came from and it goes back to the triggers. Then it jumps to Phase III with the River Walk amenity. He further identified what was anticipated for the other phases and how the escrow account works. He demonstrated on a map a new phasing plan Centurion American is proposing for the project and pointed out what the various color coding on the map represents, with yellow being phase I and what was built, red for phase II (building the River Walk, getting started on the villas, and the last area is under contract with Zerga Development to do an independent living complex. Everything in red is anticipated to come forward and be built as soon as possible. Now the restaurants, offices and other businesses will come with the future Phase III. With regards to the developer agreement, Centurion would like Council to consider amending the section related to the funds that are escrowed by the living units (apartments/villas) in that they are paying "x" amount per unit. The developer would like to see it where it's structured based upon performance where he submits invoicing from his contractor and if he's done \$1 million worth of work he can draw upon that escrow account. This is like a public park that is privately maintained. We would like to revisit the entire development agreement because it references phasing that should reflect the new plan and come up with something that everyone is comfortable with.

Hayden: For the phasing I have some concerns that everything in red is residential and everything commercial is in purple. There is nothing commercial being put in while we are putting in residential.

Dollak: You have to create something for them to want to come.

Dixon: Clarified that the amphitheater, parks, and several streets are also in red.

Dollak: The whole parks system. He pointed out the locations of the infrastructure. All of the purple can't be developed without developing what's in red. You have to put in the infrastructure and get it graded out. It's what sets it to life and what makes the retailers want to come here.

Hayden: I know it's going to be a concern to someone that we're building all of this residential, but I just think what if something happens and nothing else gets done. That "what if" will always be there and how do we get beyond that?

Dollak: You have a good developer with a proven track record for this project who wants to build the River Walk and that sends a message. You build the river, get the roads in, start building the villas, and then the brokers come out to showcase the product.

Hayden: The Phase III section is not set in stone. For example, it is possible the next phase happens concurrently. You may not have to wait two years to get to the purple.

Dollak: I fully expect to be back before you later this year or early next year with some additional amendments to the zoning ordinance that have to do with some of these areas in purple. We're not ready to ask for them now because we're still working on them. We're still having community meetings and getting input from neighbors. We have the rights to do a certain amount in there but what does it look like. There is a lot of flexibility in the ordinance as to what can be built. I might not have to come in for anything and we simply submit the plans and go. But I do believe that due to the ideas that the developer has, we might be coming forward for some slight modifications to the zoning ordinance.

Dollak: Summarized that he will be coming back with some numbers on apartments and the retail, along with a request for a recommendation from P & Z and approval by Council so they can move forward with their plans.

Dollak: Identified future development ideas such as the five acre central park plaza which includes an amphitheater. He offered an illustration as to what this amenity would look like and how it will be a draw for the community, and how it is above and beyond the zoning ordinance. Additional future development ideas include an entertainment district and outdoor dining. In looking at the river you have Park Avenue and River Walk drive on each side of the river and then you have your buildings on the outside of the street. If you have ground floor retail you're on the other side of the street and you can't see the water so the vision of this developer is that he has to have 30,000+ square feet of restaurant space with outdoor patios sitting on the River Walk. We had to take River Walk Drive, which previously went straight to an "s" curve, so they could accommodate patios for sit down restaurants to be right on the river. This means he has to come back to Council in the future to modify the zoning to allow us this major change to the alignment of the River Walk street to accommodate this change. We're trying to create that desire to come here versus other restaurant competitors.

Dixon: This is important to me because people need to be able to see the River Walk amenity. He expressed interest in having this presentation, along with future presentations, be put on the Town's web site so the public can follow the steps.

Dollak: We also have the plans on our web site and we've discussed with staff the possibility about linking them. These are all just ideas and not part of the approved zoning at this time.

Hayden: What kind of footprint are those restaurants in the entertainment district?

Dollak: 6,000 square foot footprints and 3,000 square feet of patios. And if you put that kind of square footage in here you have to have some type of parking across the road. You can't have 30,000 square feet of restaurants without parking. So the arrangement of the parking will probably include a few teaser spots up front, valet parking, and we're going to have to work through that. He pointed out the foot bridge and access bridge on the site plan, noting there are also sidewalks down by the streets. He identified an area that is currently master planned for residential use; however, they are looking at doing something different with the entertainment district for this area. For example currently there is a feasibility study underway for an Alamo Drafthouse Cinema and he identified the proposed location on the site plan. This type of business would require potentially a two-story parking garage to make the cinema work. It pulls people in and gives them a place to go. So you would have apartments, villas, a three story office building, and then the cinema on the other side. He also pointed out its one-way traffic in one direction and one-way in the other direction, noting you're at 3.2 miles so it fits into the blocks of what we have.

Hayden: Will those one-way two-lane roads be too congested?

Dollak: No. The way the TIA was done in the original development (the yellow area on the map) there was a TIA for the overall streets and that's where the escrow money came in. As part of this process we will be doing an updated TIA to reflect the reduction in water, sewer, etc. as a result of the villas, etc. We had two engineers (Town and G & A) come up with how traffic would flow.

Hayden: You were talking about putting in a parking garage and abutting it to the River Walk. Wouldn't there be a better location.

Dollak: We might have ground floor retail underneath that. That first floor could be ground floor retail for coffee shops. You would drive by and it would look like a building but it's a parking garage. We're not asking for that today. These are just all ideas.

White: Are there plans to put a sidewalk along the river?

Dollak: There is a sidewalk right down the river and then the landscaping goes up, and there is another sidewalk along the street. Also, there are trees every 30 feet, as well as up and down the street so you have two paths (street level and River Walk sidewalk). So when you are sitting on the patio there will be people walking aside the river on the meandering sidewalk.

White: From a marketability standpoint, for the 97 single family detached units, I know people are going to want to own these, but is there not a need for any kind of public community center or neighborhood pool? I would think if you are in a zero lot line, where you really don't have a front or back yard, there might be interest in that.

Dollak: My understanding is for this type of development you don't see any pools or community centers. Here it's a lifestyle where you walk to your amenities all throughout the River Walk. This is a different product. A club house is not envisioned at all.

White: I just thought there might be something for those residents given it's so hot in July and August and I wouldn't want them to be stuck inside all day.

Dollak: I suppose it's a choice when you're buying into it.

Dixon: For the phasing plan, this goes back to Claudio's point on the first floor retail. The villa section goes from the crescent all the way up to the park so when you come back before P & Z and Council you might want to talk about adjacency and what will be facing the river. And then when you go down across from the entertainment area, where you're talking about putting in different things and some areas would have first floor retail, what that is facing.

Solis: As it relates to the removal of all the structured parking and the two requests for proposals that you will be bringing forward, is that going to have any bearing at all to the commercial entertainment area, understanding this a holistic plan that was put together. I'm simply wondering about the impacts or influences on that commercial area.

Dollak: He pointed out previously there were 16 parking areas that supported the original plan. For the entertainment area, and to accommodate the hospital and the MOB's, we still envision 1-3 parking garages to support the massing of buildings in that square. I envision that the buildings coming forward will match in mass across the street from each other. The parking also paves the way for a boutique hotel.

Dixon: The programming of the amphitheater would be an ongoing thing to draw in people, which in turn the boutique hotel, cinema, and restaurants would be a draw as well.

Powell: For the things that have come up and the issue about what was envisioned, the ground floor retail was added at a previous meeting. He illustrated on a map that location and what is being asked for. He also pointed out the pedestrian access points. He noted they are not getting rid of all of the ground floor retail and it makes sense where it is. He pointed out there is some depth from the location of the villas to the retail across the river, recognizing they truly are two different areas. He also provided background information related to the previous plans for parking vaults and it was a different discussion about the density.

Dixon: Provided background information related to when the River Walk was first envisioned and what that would look like. The vision is continuing from what was presented but the scale of the residential and the other buildings is not as high.

Conceptually it was 15 stories at one time.

Cox: On the slide for the pocket parks, based on what they were versus what's being proposed, they look smaller. She asked for clarification if that is true. Also, what would be in that pocket park?

Dollak: Some are smaller and some are larger but the vision of the parks is there and in the ordinance exhibits addresses what's in the park (i.e. number of benches, sidewalk, etc.). We have to come back with full plans for the parks. The villa infrastructure plan includes the parks. They will get built with that subdivision.

Cox: What is the price point of the villas? Are they going to be built as specs, or are you going to build and sell as you go, and will you allow it to be more of a custom design.

Dollak: The villas will be in a range from \$350,000 - \$500,000, depending on the level of upgrades desired. There will be 4-5 floor plans with 3-4 different choices of elevations. There will be HOA specifications as well. It won't look like a track home villa development. There will be a model and a few specs to start and they will take orders from there because they will want to customize it for the end user.

Cox: Can you clarify why you want the reduction in phases (going from 8 and what does that do).

Dollak: It's market driven. The philosophy of having these parking vaults surrounded by four and five story apartments has changed. This developer doesn't want to build that many parking garages – they are \$10,000 a spot. They are reducing the density and bringing in independent living so there will be different age groups in the development.

Dollak: He indicated they plan to submit a zoning request on July 22nd, followed by going to P & Z on August 12th, and then Council on August 19th to ask for these changes because we would like to submit our villas and infrastructure plans for this phase II because we're starting construction on the river on August 16th.

Walker: With respect to phasing what I am understanding is that it is very difficult to explain the rendering on the left to anybody that may be interested in doing something on the River Walk beyond CA as to what's going on there. There's a lot of phasing. So to portray the River Walk on a go forward basis, the red area is the one that's a critical component to get interest in the other phases, and like you said, if I can see and believe it then I'm more interested. He further outlined the next phases and noted there is a possibility that they may overlap.

Dollak: Not considering the amphitheater and just the way the plans are now with the river, its \$7 – 8 million for the river itself and when you put in the infrastructure that has to go in for the red area you're looking at another \$11 million. That's the cost for getting up to phase III and the pictures are great but you can't get there without the infrastructure.

Dollak: The developer's agreement as written has language that has been taken care of previously and some things have been paid and accounted for. When you

go back to phasing (number 6 in the agreement) it starts talking about the River Walk amenity with all of these trigger events to put the incentive on building the River Walk. On August 16th we're starting and I want everyone to look at the new phasing plan and make an adjustment to allow for accountability in the transfer as millions of dollars are being put in. We would like the developer agreement to be performance based.

Hayden: Asked for feedback from the Planning and Zoning Commission related to the villas, the ground floor retail, phasing, and if they were open to changing the reimbursement schedule.

White: For the most part I'm aligned and I do believe that the ground floor retail for the other side has to shrink for a business to operate successfully out of the main traffic line. My biggest unknown out of the project has to do with envisioning the look and feel of it based upon what was shown tonight. I would like to see more than four to five plans to choose from (such as five to seven) so it doesn't look as cookie cutter as you run that risk with a zero lot line project. I would like more of an idea when you're driving into it what it is going to look like.

Dollak: When we come back I will give you some pictures that will give you ideas as to what this product looks like on the ground.

Hayden: What does P & Z think about the concept of reducing 400 apartments to 97 villas?

Solis: I'm for less density. I didn't sense any fatal flaws in the presentation tonight as it relates to reducing the density. I'm somewhat concerned about the reduction in the structured parking because as we move forward with the entertainment and commercial district that it is sized appropriately and we have adequate parking. What I sense from this presentation is that there is a very real desire to create a downtown district. For reducing the storefront, I think there are certain areas that can be reduced effectively, but you will want to try and maintain some of that as it relates to the ability to be able to create that downtown feel that everybody is looking for. I'm a little interested in the amenity payment schedule. It seems to be directly tied to (in a lot of ways) the original agreement that was developed and we are now consolidating that and it looks like we're trying to escalate some of that payment associated with the River Walk itself. But it seems like it's appropriate given the timing on what we're trying to do.

McCall: I like less density for sure. We keep talking about a Central Business District and this is more like a Central Residential District with some business. I'm a little concerned about taking out some of the stuff on the east side, but we can't have businesses that are going out of business. I think it looks good. Yes, it's scaled down a bit but maybe it needed to be scaled down.

Hayden: To that point I think you (Dollak) need to come back with more concrete numbers on that area such as how much commercial is planned and how much was originally proposed, including the office.

White: More information about the parking is also needed such as what you think the traffic is going to be.

Forest: As for as the reimbursements, I don't see why the Town can't come up with a schedule just like any other commercial project where you pay the developer based on performance and what's been invested and you keep some money as backup. As long as you have security along the way that certain points are met you're fine. One of the things I think needs to be addressed when you come back is that even though you're taking out the parking structures, even in that 97 unit development, are you accounting for plenty of parking for people having guests and relatives visit, or those with three cars. For the on-street parking, how big are the streets, etc. You need to address that as well, as it doesn't seem that there is additional parking considered.

Dollak: There is parallel parking on all streets so there is parking out in front and each has one to two guest spots, in addition to the two-car garage in the back. In some areas they will be over parked. For the park there will be additional parking for those that want to access the trails. The parking spaces are in public right away and there are 6" trees every 30 feet down every street so we develop this canopy effect. We're working closely with the apartments because they have their formula, and perimeter, and interior parking, which that formula has to work.

Forest: It's always a concern that a developer will put in less than more parking.

Hayden: The Town has standards for the type of establishment that have to be followed with respect to parking.

Forest: Certain types of businesses bring in more or less parking. Common sense needs to be applied relative to this plan based on the end users and the type of draw that will necessitate the proper amount of parking. That's why I'm asking for what is being planned, what was approved, what is being requested, and why it is better.

Cox: Echoed Mr. White's comment about offering a variety of styles to choose from so they're not all the same. She indicated being pleased with the price point, less density, however, didn't like how the parks are very close together. She liked how they were previously with some distance apart. Even though it's only 97 lots maybe it's just the way it works, but it would be nice if they were a little further apart from each other instead of right next to each other.

Dollak: It was the geometry of the layout and in fitting them in. He pointed out there is a 30-acre Timber Creek Park right across the street. So you have the Timber Trails Park and people will go across the street. We'll take a look at it and see if we can move it closer into the center and adjust some lots accordingly.

Cox: Lastly, as mentioned earlier it's probably going to continue to change due to the diversity of people within the River Walk and it will dictate the businesses and other things that are going to go in. For that reason I'm approaching this project with an open mind.

Hayden: Asked Council to bring forward their thoughts related to what has been presented.

Levenick: When it comes back she requested to see a side by side detailed comparison related to what was approved and what changes are being requested (for commercial and residential) because at this juncture only what is being removed is known.

Dollak: As far as numbers?

Levenick: Yes, numbers because everyone is talking about a decrease in density and what I would like to know is how much is going down. For the entertainment area she mentioned being in favor of moving the road as was previously mentioned related to future plans. For the villas, she recognized they are small lots; it just looks like they are stacked in there with no imagination at all.

Wise: In addition, for that same comment, I would like to see not just the rectangles but a better aerial as to how the houses are going to sit.

Dollak: I can put the footprint on there.

Hayden: How much is the villa area?

Dollak: The lots are 40 x 105 deep, so roughly 10 houses to an acre. It's not much different than the townhomes and the walkability component.

Levenick: I recognize that is what was approved, however, you have an opportunity to be a bit more imaginative. This is the time to do it.

Dollak: I need you to elaborate on that.

Levenick: It looks like you drew a square and then a bunch of lines were drawn straight down it.

Webb: Suggested when you come back to give us a streetscape drawing.

Dollak: When you see trees every 30 feet, and the walkability and pedestrian friendly setting, it will help.

Webb: In talking about the trees every 30 feet, it wasn't too long ago where the density of those trees was called into question that it might create a cave effect. In that project they had some small front yards and those yards would need sunlight to grow green grass. Your project is not going to have the front yard. You'll have front landscape only so I would ask if we need to adjust that 30 foot spacing because now would be the best time to do it. If your landscape crews and engineers and architects says that works for us still, that's great. I just wanted to raise the issue that was brought before us a few months ago.

Dollak: You can drive out to the apartments to see what it looks like and the spacing of those trees. The apartments and the MOB's are all in compliance with that streetscape spacing so we can get a good feel of what that looks like but we can't imagine 20 years from now.

Webb: There are people that are trained for that and can tell.

Dollak: Yes, based on the tree selection, and there are only four to five species that you can have along the streets appropriate for that space.

Webb: I would hate to get into this and 15 years later have to thin out trees. Also, he echoed Ms. Cox's concern about the park location, and I understand how you got there (the way the streets are graded out), because that was a place where you didn't have a real deep lot. But if there is something that could be done to perhaps bring it closer to the center that would be good.

Dollak: From a design perspective it's going to be challenging because the infrastructure was put in that area where the road is for emergency access and all of those utilities would need to be adjusted. We'll play with the lines and see what we can do though.

Webb: For the area where you want to pull the ground floor retail out, I think it makes sense not to have it there. It's a dead end. It would be like walking up an alley and I don't think you'd get businesses to go in, and especially on the north half. Lastly, he commented these are changes from what we were looking at five years ago, and anticipates there will be additional changes in the future. Even if we had moved forward with the plan and he didn't have the recession, we would have been adjusting that plan.

Dollak: It's been changed numerous times. That is the beauty of the ordinance in that it allows the community to make changes.

Webb: As progress goes on the River Walk he hoped that something can be worked out between Town staff, legal counsel, and your team that makes sense for everybody.

Walker: Indicated he agreed with many of the comments made tonight. He simply wanted to reinforce the "why" component. For example, when you talk about eliminating that one phase to the single family villas talk about more than just referencing the reduction of apartments because 2+ years were spent on making this a great project, and now we're modifying and altering. But again, the "why" part is very important to me because some people are not aware and would be interested to know why are we changing it. For the amenity payment schedule we're talking about releasing money on an interim basis to create the River Walk amenity, and he asked to have a time line for that.

Wise: He indicated being in agreement with many of the comments made. In addition, he didn't have a problem with the payment schedule. The phasing makes complete sense to me. I agree things are going to be fluid. For the ground floor retail I agree with not having retail at that north end. As for the residential the lower density makes sense, however, he would also like to see an aerial to better understand it.

Dollak: We have already met with a tree arborist and an area has been identified where a tree farm will be put on site. They will be bur lapped and will have access to water.

Mayor Hayden opened up an opportunity for comments from the public.

Public Participation:

Dave Johnson, Flower Mound, TX

Mr. Johnson spoke in favor of what was presented.

Carol Kohankie, Flower Mound, TX

Ms. Kohankie spoke in favor of what was presented. She questioned if there would be public hearings on all of this as it goes through. Lastly, for the senior living, will those homes be for purchase or rent, and if so, what is the price point?

Dollak: Its independent living but we're not sure if it's for purchase or rent.

Renee Doyle, Flower Mound, TX

Ms. Doyle clarified her comments relate to a desire to do the right thing and doesn't necessarily mean she is against development. She stating having somewhat of an issue about advancing the payments through the escrow if we're going to do a PID, as perhaps we're giving incentives that way. If we're already paying 75% of the River Walk amenity, and the developer is getting that money back through escrow payments, then he's going to get it back anyway, so why do we have to give it back to him before it's built.

I had an issue with the apartments being too close to the road from the beginning. If Morriss Road is going to be expanded, when is that going to happen (the six lanes)? She requested to see the new TIA study (if there is or will be one) before you vote on some of this to see what makes them different. Also, she questioned what makes this unique or different from the McKinney site and the Westlake site, as it looks the exact same and we keep hearing it's going to be a destination site, but if it looks just like the others what makes this truly a destination, or is it truly just a destination for Flower Mound residents. She also noted for Westlake they are getting \$10,000 per unit to go towards their schools and expressed interest in having something like that in the developer agreement (something to go towards schools). She also expressed interest in seeing the development agreement. All of which she would like to see before they started digging dirt on August 15th. She indicated there needs to be more transparency of information, such as being able to see the pictures in advance of what was presented this evening.

Powell: In response to some of the comments made by Ms. Doyle, he pointed out the reason that there is a work shop is so all of this doesn't hit P & Z at a public hearing Monday night with a packet going out on Thursday. This provides additional time for this information and that is why we hold these work sessions. For the issue about the TIA, I want to make sure with respect to the impact and when going to the slide about the phasing, the original development agreement talked about this phase III and everything in that phase needed a new TIA because it was supposed to be so many years out. What has been discussed is that what they are doing now (the action they will request on Monday) is to change it, and tweak it by lowering the density and intensity. We will do the studies to make sure the need hasn't changed, but it's going to drop the need for water, sewer, and roads. The big change that the developer has talked about is perhaps coming in the new phase III. We think at that point there will probably be a need to go back and redo the TIA, as the development agreement stipulates it should be reviewed for future phases. For what is suggested right now we're going to look at it but it's not going to cause anything to be needed. The water and sewer is there and the roadways are fine.

Wise: Asked for clarification in that the dollars being talked about were reimbursements the developer had and it wasn't such that the Town was giving them money ahead of time.

Powell: Correct. In addition, you have to remember what was discussed with the River Walk in that they were building private parks open to the public. The question was asked do they have to pay any park fees at all because, in essence, they are building the parks that would be required under our ordinance. It got to the point of a discussion related to when the amenity got built, there was this "up until the River Walk got built" language which is phase III. We're going to escrow money to make sure that the River Walk is built. But it really goes back to this function if you add up all the parks that they have more parks than would have been required and all of those parks will be open to the public and privately maintained. So that goes to that phasing part. Once those are built all of those funds goes to the developer for things that he spent money on. Not only the amenity, but it's improvements to Timber Trails Park that is part of that phase III.

Hayden: Asked for clarification related to the trigger for Morriss Road to be six lanes.

Powell: The existing TIA stated that at the ultimate build out of the River Walk you would have to widen Morriss Road. Once they get the new plan that is going to change the uses, and we need to look at the amount and types of retails uses (as they peak at different times) to understand the impact to the existing facilities. In addition, TIAs are based on estimates and forecast and this one was done back in 2007 that estimated the amount of traffic that would be here today and in 2013. It was so long ago and they will probably change the land use so we'll probably have to go back and look at all of those infrastructure components to see if there is an impact or not.

Hayden: In addition, the TIA was done prior to the improvements on Morriss Road.

Connie Smith, Flower Mound, TX

Ms. Smith spoke in favor of the overall project. She suggested when talking about the River Walk itself it would be helpful to reference the width of it. Also, she expressed a concern relative to the reduction of the ground floor retail in that is there still going to be areas for ground floor retail without being under a parking garage. Also, for the reduction of commercial, how does that possibly impact the sales tax revenue that was forecasted for this complex to bring in? Another concern I have (and even with how great it is) it lends the resemblance of a mini Lakeside and I have to wonder somehow if they will compete against or cannibalize each other.

Hayden: Each development will draw from other regional areas as well as from the residents that live at each. There will always be some.

Dixon: I asked Mr. Archie with Realty Capital about the question and the competition there; however, he stated he welcomed that because it means all boats will rise. He suggested to Mr. Dollak that when they come back they have someone in that line of business that could address that concern. For the statement about the measurements, it would be important to have the measurements (yardage, feet, acreage, length, etc.) of the actual canal, for both tiers of the sidewalk, and also the perimeter between the buildings.

Stathatos: For Westlake, they actually own the charter school so they are the school district. The school board is actually the town council. That is how they are able to dictate it. I don't think legally the Town can make them donate to the school district, in addition to being a challenge with four different school districts. For the comment about transparency, this meeting is the epitome of transparency. We all saw the presentation at the same time, we are having an open discussion to talk about these changes because, as Mr. Powell stated, the last thing we want is for someone to get a Council or P & Z packet and have these proposed changes in a vacuum. He offered appreciation for those that came tonight and pointed out the presentation will be posted on the Town's web site and welcomed questions and comments from the public thereafter.

Mr. Dollak's presentation can be viewed on the Town's web site at <http://www.flower-mound.com/index.aspx?nid=1143>

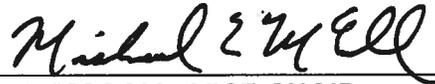
E. ADJOURN WORK SESSION,

Mayor Hayden adjourned the work session at 9:00 p.m. on Thursday, July 18, 2013, and all were in favor.

TOWN OF FLOWER MOUND, TEXAS

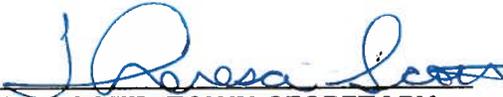


THOMAS E. HAYDEN, MAYOR
TOWN COUNCIL



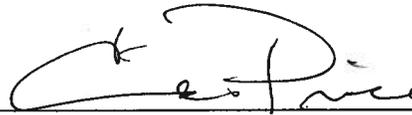
MIKE MCCALL, VICE CHAIR
PLANNING & ZONING COMMISSION

ATTEST:



THERESA SCOTT, TOWN SECRETARY

ATTEST:



CINDI PRICE, EXECUTIVE ASSISTANT
DEVELOPMENT SERVICES