

**ORDINANCE 2024-11**

**ZONING CONCEPT SCHEME CHANGE  
BASTROP GATEWAY**

**AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF BASTROP, TEXAS, APPROVING THE ZONING CHANGE FOR 31.4559 +/- ACRES OUT OF THE A11 BASTROP TOWN TRACT, BASTROP COUNTY, TEXAS, MORE COMMONLY KNOWN AS BASTROP GATEWAY FROM P2 RURAL AND P5 CORE TO PLANNED DEVELOPMENT DISTRICT WITH P5 CORE BASE ZONING; PROVIDING FOR FINDINGS OF FACT; PROVIDING FOR REPEALER; PROVIDING FOR SEVERABILITY; PROVIDING FOR ENFORCEMENT; PROVIDING FOR PROPER NOTICE AND MEETING; AND ESTABLISHING AN EFFECTIVE DATE.**

**WHEREAS**, the City of Bastrop, Texas (City) is a Home-Rule City acting under its Charter adopted by the electorate pursuant to Article XI, Section 5 of the Texas Constitution and Chapter 9 of the Texas Local Government Code; and

**WHEREAS**, on or about November 11, 2023, Liz Horvath submitted a request for zoning modifications for certain properties located at the corner of Pitt Street and Highway 71, within the city limits of Bastrop, Texas described as being 31.4559 +/- acres of land out of the A11 Bastrop Town Tract more commonly known as Bastrop Gateway ("Property"); and

**WHEREAS**, the City Staff has reviewed the request for zoning modifications, and finds it to be justifiable based upon the Future Land Use Designation for this Property; and

**WHEREAS**, City Council has reviewed the request for zoning modifications, and finds the request to be reasonable and proper under the circumstances; and

**WHEREAS**, in accordance with Texas Local Government Code Chapter 211, public notice was given, and a public hearing was held before the City of Bastrop Planning and Zoning Commission (P&Z) on March 28, 2024; and

**WHEREAS**, in accordance with Texas Local Government Code Chapter 211, public notice was given, and a public hearing was held before the City Council regarding the requested zoning modification; and

**WHEREAS**, Texas Local Government Code Section 51.001 provides the City general authority to adopt an Ordinance or police regulations that are for good government, peace, or order of the City and are necessary or proper for

carrying out a power granted by law to the City; and

**WHEREAS**, after consideration of public input received at the hearing, the information provided by the Applicants, and all other information presented, City Council finds that it is necessary and proper to enact this Ordinance.

**NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF BASTROP, TEXAS THAT:**

- Section 1:** The foregoing recitals are incorporated into this Ordinance by reference as findings of fact as if expressly set forth herein.
- Section 2:** The Property, 31.4559 +/- acres tract of land out of the A11 Bastrop Town Tract more commonly known as Bastrop Gateway, more particularly shown and described in Attachment A which is attached and incorporated herein, is hereby rezoned from P2 Rural and P5 Core to Planned Development District with a base district of P5 Core. The City Manager is hereby authorized to promptly note the zoning change on the official Zoning Map of the City of Bastrop, Texas.
- Section 3:** All ordinances, resolutions, or parts thereof, that are in conflict or inconsistent with any provision of this Ordinance are hereby repealed to the extent of such conflict, and the provisions of this Ordinance shall be and remain controlling as to the matters regulated, herein.
- Section 4:** If any provision of this Ordinance or the application thereof to any person or circumstance is held invalid, that invalidity or the unenforceability will not affect any other provisions or applications of this Ordinance that can be given effect without the invalid provision.
- Section 5:** It is hereby officially found and determined that the meeting at which this Ordinance was passed was open to the public, and that public notice of the time, place, and purpose of said meeting was given as required by the Open Meetings Act, Texas Government Code, Chapter 551.
- Section 6:** This Ordinance shall be effective immediately upon passage and publication.

*[Signatures on following page]*

**READ & ACKNOWLEDGED** on First Reading on this the 9th day of April 2024.

**READ & ADOPTED** on Second Reading on this the 23 day of April 2024.

**APPROVED:**

\_\_\_\_\_  
Lyle Nelson, Mayor

**ATTEST:**

\_\_\_\_\_  
Ann Franklin, City Secretary

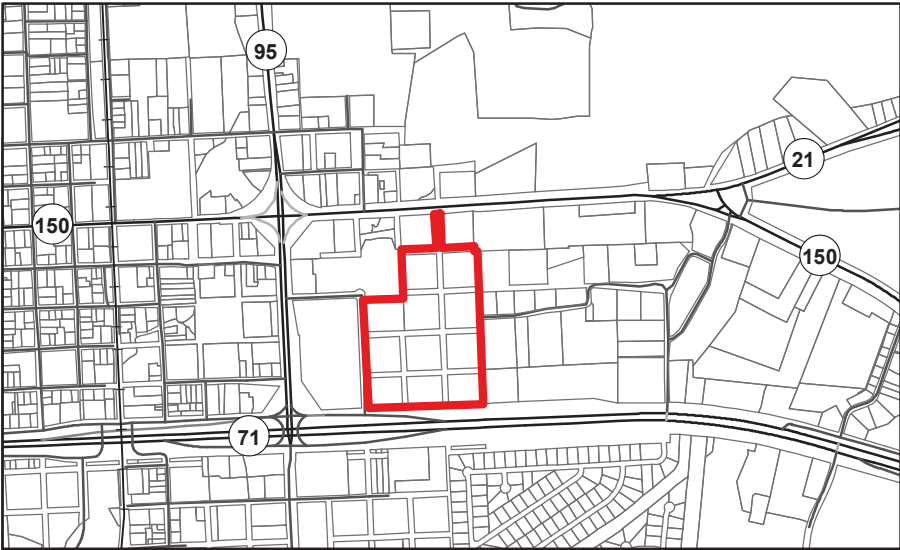
**APPROVED AS TO FORM:**

\_\_\_\_\_  
Alan Bojorquez, City Attorney

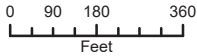
## **ATTACHMENT A**

### **Property Description**

# Location Map



## Bastrop Gateway PDD Location Map



1 inch = 400 feet



Date: 3/19/2024

The accuracy and precision of this cartographic data is limited and should be used for information /planning purposes only. This data does not replace surveys conducted by registered Texas land surveyors nor does it constitute an "official" verification of zoning, land use classification, or other classification set forth in local, state, or federal regulatory processes. The City of Bastrop, nor any of its employees, do not make any warranty of merchantability and fitness for particular purpose, or assumes any legal liability or responsibility for the accuracy, completeness or usefulness of any such information, nor does it represent that its use would not infringe upon privately owned rights.

## **BASTROP GATEWAY PLANNED DEVELOPMENT DISTRICT (PDD)**

### **Purpose & Intent**

The goal of the Bastrop Gateway PDD and Project is to promote a range of development within an overall street network, public space, and sustainable infrastructure framework that will become a model vibrant, walkable, and ecological neighborhood for the City of Bastrop, Texas. The vision for this new overlay district builds upon the recent growth and momentum that has shaped the City of Bastrop into one of Austin's most desirable regional suburban centers, setting a new standard for building the highest quality suburban environment for residents and visitors alike. Bastrop Gateway will join major regional transportation pathways and be fully connected to historic sites like Main Street to the west and Lost Pines Park to the east. Pedestrian trails throughout the development will assure interaction with nature and protection of heritage trees within an exciting mixed-use / new town atmosphere.

Bastrop Gateway is designed as a destination for residential, commercial and retail activity near major connecting highways just east of the Colorado River, less than ½ mile from City Hall and the Central Business District. This PDD is located on the eastern side of Bastrop with access from State Hwy 71, State Hwy 21 and 95. This 30-acre area sits high above the City Center with vistas east, west and south overlooking the Colorado River basin and luscious fertile agricultural land downstream.

The City of Bastrop enjoys significant visibility and adjacency to both Austin and Houston. As population growth continues to encroach on Bastrop from both of these major metropolitan areas, the Bastrop Gateway PDD provides a mix of commercial and retail activity within a concentrated setting of multifamily apartments, condominiums, and entertainment venues. The "Gateway" to Bastrop will be visible for miles in all directions and become a landmark for residents, visitors, businesspeople, transient guests, performers and sophisticated, creative thinkers. Bastrop Gateway will be a "new town" cluster of interdependent businesses within an established and growing historic City.

The purpose of the Bastrop Gateway PDD (hereafter referred to as Gateway) is to guide the future development of the property, located near the northeast corner of SH 71 and SH 95 intersection. Inspired by a new appreciation for convenient, "live-work" environments this PDD brings nature closer to an evolving culture of work-from-home settings.

- A. The Gateway is intended to be a diverse multi-generational, mixed-use, residential neighborhood that includes retail streets, a neighborhood office complex, senior facilities, hotel, a community center, child care, urgent care, and multi-family and townhouse residential units with a neighborhood trail in a park-like setting.
- B. The objective of the Gateway is to build a mixed use community that is both highly sustainable and unique in character, while offering a range of amenities for residents, set within an attractive pedestrian environment.
- C. The Gateway land use strategy focuses on several key neighborhood spaces within convenient walking distance for all residents. The result will be a neighborhood in which residents can easily engage in a wide range of services, businesses, public spaces and supporting amenities without requiring the use of cars.

## PLANNED DEVELOPMENT DISTRICT (PDD)

FOR

### BASTROP GATEWAY

#### 1 PROPERTY

**1.1** This PDD applies to approximately 31.4559 acres of land located within the full purpose jurisdiction of the City of Bastrop, Texas, as shown on **Exhibit "A"**, which land consists of ten (10) lots and public right-of-way combined being 31.4559 acres out of the s5310 - Building Block Abstract 11, Bastrop County, Texas, which are collectively herein defined as the "Property", and which are legally described as follows:

##### AVICHI PITT STREET LLC

- BUILDING BLOCK 126 E W ST, ACRES 2.1599
- BUILDING BLOCK 127 E W ST, ACRES 2.5466
- BUILDING BLOCK 138 E W ST, ACRES 2.5400

##### AUSTIN BASTROP LLC

- BUILDING BLOCK 136 E W ST, ACRES 2.433
- BUILDING BLOCK 137 E W ST, ACRES 2.557
- BUILDING BLOCK 139 E W ST, ACRES 2.178
- BUILDING BLOCK 162 E W ST, ACRES 2.133
- BUILDING BLOCK 163 E W ST, ACRES 2.503
- BUILDING BLOCK 164 E W ST, ACRES 2.528
- BUILDING BLOCK 165 E W ST, ACRES 2.400

##### CITY OF BASTROP

- RIGHT-OF-WAY, ACRES 7.4774

#### 2 APPLICABILITY OF CITY ORDINANCES

**2.1** This PDD shall be applicable to zoning as it applies to all portions of the Property. All design, development, and use criteria not specifically covered by this PDD shall be subject to the applicable provisions of the B3 Code. All design, development and use of the Property shall conform to the PDD described herein and, unless superseded, amended or controverted by the terms of this PDD, to a CORE (P5) place type, which is the zoning designations most similar to and compatible with the design, development and use proposed for the Property.

#### 3 Tree Preservation Plan

**3.1** All tree mitigation and preservation requirements within the B3 Code shall be addressed prior to any disturbance of any soil on the site. The goal of this PDD is to identify, preserve, and protect heritage trees where feasible.

#### 4 DEVELOPMENT SUB-DISTRICTS

**4.1** Improvements on the Property shall be designed and developed in three sub-districts as shown on **Exhibit "C"**, being **Sub-District 1, Sub-District 2, and Sub-District 3.**

- 4.2 Sub-District 1 consists of approx. 9.2792 AC and is generally comprised of Master Plan Parcels A, B, H, & I
- 4.3 Sub-District 2 consists of approx. 8.8212 AC and is generally comprised of Master Plan Parcels C, F, & G
- 4.4 Sub-District 3 consists of approx. 9.0894 AC and is generally comprised of Master Plan Parcels D & E
- 4.5 Sub-District Uses defined as shown on the Master Plan **Exhibit “B”**

SUB-DISTRICT	PRIMARY USE	SECONDARY USE
1	Commercial	Office / Multi-Family
2	Hotel / Multi-family	Commercial / Office
3	Multi-Family	Commercial / Office

- 4.6 Improvements on the Property shall be designed and developed in accordance with the B3 PLACE TYPE P5 ZONING DISTRICT as listed below and with the following modifications:

B3 CODE SECTION	DESCRIPTION	DEVELOPMENT ISSUE	PROPOSED ALTERNATIVE - SUB-DISTRICTS			REASONING
			1	2	3	
6.3.005 (d) (5)	ALLEYS & DRIVEWAY LOCATIONS DRIVEWAY WITH A MAXIMUM WIDTH OF 24' FOR TWO-WAY	STANDARD TWO-WAY DRIVES WITH 90 DEGREE PARKING IS 26'	26' MAX. WIDTH FOR TWO-WAY			ALLOWS TWO-WAY DRIVEWAYS WITH PARKING AS WELL AS MINIMUM REQUIREMENT FOR FIRE ACCESS.
6.5.003.A	LOT COVERAGE 80% MAX.	TO CREATE A DENSE URBAN DEVELOPMENT AS DEPICTED ON PDD MASTER PLAN REQUIRES MORE COVERAGE FOR BUILDINGS, PARKING, AND MULTI-USE PATHWAYS	90% MAX.	90% MAX.	80% MAX.	LOT COVERAGE MUST INCREASE ON THE MORE DENSELY PLANNED AREAS.
	BUILDING FRONTAGE AT BUILD-TO-LINE 80% MIN.	TO CREATE A DENSE URBAN DEVELOPMENT AS DEPICTED ON PDD MASTER PLAN REQUIRES LARGER VARIABLE OF BUILDING CONFIGURATIONS THAT CANNOT MEET THE MINIMUM	20% MIN.			BASED ON THE CURRENT MARKETABLE USES AND MULTIPLE STREET FRONTAGES, THE BUILD-TO-LINE FRONTAGE REQUIREMENT CANNOT BE ACHIEVED.



	BUILD-TO-LINE 2'-15'	TO CREATE A DENSE URBAN DEVELOPMENT AS DEPICTED ON PDD MASTER PLAN REQUIRES LARGER VARIABLE OF BUILD-TO-LINE	2'-NO MAX			BASED ON THE CURRENT MARKETABLE USES AND MULTIPLE STREET FRONTAGES, THE BUILD-TO-LINE SETBACK CANNOT BE ACHIEVED.
6.5.003 (B)	PRINCIPAL BUILDING 5 STORY MAX.	TO CREATE A DENSE URBAN DEVELOPMENT AS DEPICTED ON PDD MASTER PLAN REQUIRES TALLER BUILDINGS IN THE RETAIL AND CENTRAL CORE AREAS	8 STORIES MAX.	9 STORIES MAX. WITH EXCEPTION OF ONE BUILDING ALLOWED 12 STORIES MAX.	8 STORIES MAX.	IN ORDER TO CREATE AN URBAN MIXED USE DEVELOPMENT, FLEXIBILITY ON HEIGHT OF BUILDINGS IS REQUIRED.
6.5.003 (D)	NO FIRST LAYER PARKING NOT PERMITTED	BASED ON LIMITATIONS ON THE SITE AND STREET CONFIGURATION, PARKING MUST BE ALLOWED IN ALL THREE LAYERS.	PERMITTED			BASED ON LIMITATIONS ON THE SITE AND STREET CONFIGURATION, PARKING MUST BE ALLOWED IN ALL THREE LAYERS.
	SECOND LAYER PARKING NOT PERMITTED		PERMITTED			
	THIRD LAYER PARKING PERMITTED		PERMITTED			
7.4.002 (a)	BLOCK LENGTH 330 ft max	BLOCK LENGTH MAXIMUM IS TOO SMALL BASED ON PDD MASTER PLAN ROAD CONFIGURATIONS	NO MAX			DUE TO THE PDD LOCATION TO ADJACENT LAND USES IN PLACE, STANDARD BLOCK LENGTHS CANNOT BE ACHIEVED IN IT'S PLANNED CONFIGURATION.
	BLOCK PERIMETER 1,320 ft. MAX.	BLOCK PERIMETER MAXIMUM IS TOO SMALL BASED ON PDD MASTER PLAN ROAD CONFIGURATIONS	NO MAX			DUE TO THE PDD LOCATION TO ADJACENT LAND USES IN PLACE, STANDARD BLOCK PERIMETERS CANNOT BE ACHIEVED IN IT'S PLANNED CONFIGURATION.

**4.7** A proposed rendering of the project which remains subject to modification as permitted under this PDD and the Code is depicted in **Exhibit "B"**, attached hereto and incorporated herein by reference. The final number, size, use and location of Buildings may vary on the final site plan(s) in accordance with the master plan and sub-districts.

**4.8** The final site plan(s) shall be subject to City approval. This PDD allows for multiple site plans or subdivisions within the Property in order to allow for phased development. City approval shall be based upon each individual site plan, provided that, taken together, all site plans provide for

an integrated mixed use development on the Property, and conforms to any subdivision requirements not listed in this document including, but non limited to, local, state, and federal laws (i.e. Texas Local Government Code, B3 Code etc.). The Approval of site plan is not contingent upon approval of other site plans, it is contingent upon a final plat and access to publicly dedicated street/ public improvements.

- 4.9** The Property shall have an assignment of at least 10% of its land dedicated to Civic/Open Space. Since Civic/Open space is not proportional among the phases of development, a reservation will be executed prior to development specifying what land will be dedicated to Civic/Open space to ensure such space will be provided. Developer shall seek City consent for the location of the dedicated land and the City shall have the right to accept the land for Civic/Open Space.

## **5 PEDESTRIAN & VEHICULAR CIRCULATION**

- 5.1** The improvements within this PDD will be designed to maximize pedestrian and vehicular circulation within the Property.
- 5.2** This PDD will include pedestrian and vehicular circulation plans designed to provide access to all areas within the Property and will incorporate homogenous design features for all Buildings and other improvements and appurtenances within the Property. Off-site pedestrian connectivity from the PDD site to the rodeo grounds will be allowed for in the final site plans.
- 5.3** After final approval of this PDD, the general alignment of proposed internal pedestrian and vehicular circulation may be modified from the proposed rendering shown in **Exhibit "B"** to accommodate Building locations on the approved site plan(s) and for the protection of trees and fire safety requirements. A schematic presentation of suggested internal pedestrian and vehicular circulation is depicted in **Exhibit "B"**, attached hereto and incorporated herein by reference. It is the intent of this PDD that vehicular streets internal to the Property and depicted as such in **Exhibit "C"** be considered as public streets. Pedestrian and vehicle circulation shall generally conform to that which is shown in Exhibit B. Any major (or substantive) modification/deviation from the design in Exhibit B shall only be made with written City consent.
- 5.4** A completed and approved Traffic Impact Analysis (TIA) shall be required prior to approval of the preliminary plat.

## **6 PDD MODIFICATIONS**

- 6.1** This PDD represents the allowable uses and design standards for the Property. Any substantial amendment to the PDD Plans and Exhibits, as determined by the city manager, shall be considered a PDD amendment, which shall require Council approval. Non-substantial modifications may be approved administratively by the city manager. Non-substantial modifications may include:
- Area/boundary – less than 10% (increases or decreases)
  - Road Configuration – Street locations may not move more than 100' in any direction
  - Road Cross Sections – modifications through the design process (The road cross-section should meet all City street standards. In accordance with adopted street cross sections and approved by City.)
  - Detention areas – location, configuration, shape
  - Public Space Configuration – as allowed by the PDD
  - Lot Coverage – within the guidelines and up to the maximum allowed in this PDD

- Building Height – within the guidelines and up to the maximum allowed in this PDD
- Use mix – Uses allowed by sub-district in this PDD (section 4.5) and the P5 zoning as long as the primary use is 51% or more of the parcel. Conference center / events center can occur in multiple sub-districts as long as it ties into the hotel location.

**6.2** Upon approval of this document and prior to or in conjunction with Site Development Permit Submittal, Architectural Guidelines will be developed and promulgated to control the continuity of the entire Planned Development District.

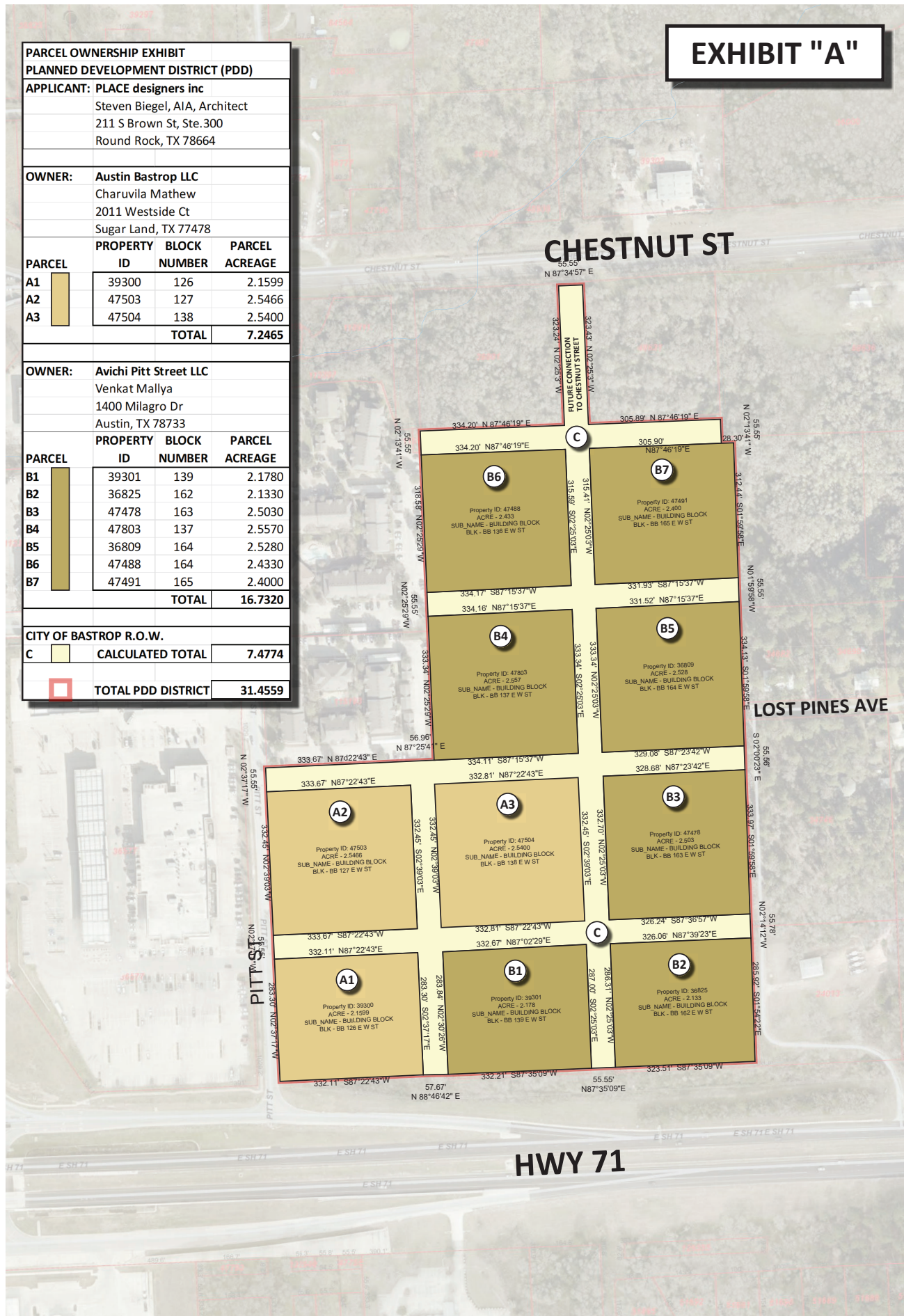
## **7 LIST OF EXHIBITS**

**7.1** The following exhibits are attached hereto and incorporated herein by reference:

- A. PDD OWNERSHIP & R.O.W. EXHIBIT
- B. PDD MASTER PLAN
- C. PDD DISTRICT MAP
- D. PDD PHASING PLAN

# EXHIBIT "A"

<b>PARCEL OWNERSHIP EXHIBIT</b>			
<b>PLANNED DEVELOPMENT DISTRICT (PDD)</b>			
<b>APPLICANT: PLACE designers inc</b>			
Steven Biegel, AIA, Architect 211 S Brown St, Ste.300 Round Rock, TX 78664			
<b>OWNER: Austin Bastrop LLC</b>			
Charuvila Mathew 2011 Westside Ct Sugar Land, TX 77478			
<b>PARCEL</b>	<b>PROPERTY ID</b>	<b>BLOCK NUMBER</b>	<b>PARCEL ACREAGE</b>
A1	39300	126	2.1599
A2	47503	127	2.5466
A3	47504	138	2.5400
	<b>TOTAL</b>		<b>7.2465</b>
<b>OWNER: Avichi Pitt Street LLC</b>			
Venkat Mallya 1400 Milagro Dr Austin, TX 78733			
<b>PARCEL</b>	<b>PROPERTY ID</b>	<b>BLOCK NUMBER</b>	<b>PARCEL ACREAGE</b>
B1	39301	139	2.1780
B2	36825	162	2.1330
B3	47478	163	2.5030
B4	47803	137	2.5570
B5	36809	164	2.5280
B6	47488	164	2.4330
B7	47491	165	2.4000
	<b>TOTAL</b>		<b>16.7320</b>
<b>CITY OF BASTROP R.O.W.</b>			
<b>C</b>	<b>CALCULATED TOTAL</b>		<b>7.4774</b>
<b>□</b>	<b>TOTAL PDD DISTRICT</b>		<b>31.4559</b>



## BASTROP GATEWAY BASTROP, TEXAS

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PLACE designers, inc.

PLANNING | LANDSCAPE ARCHITECTURE | ARCHITECTURE

211 S. BROWN | SUITE 300 | ROUND ROCK | TX | 78664  
T: [512] 238 8912 | F: [512] 238 8913 | PLACEdesigners.com



NORTH

SCALE: 1" = 200'



31.46 TOTAL ACRES

MARCH 19, 2024

## PDD OWNERSHIP & R.O.W. EXHIBIT

BASTROP GATEWAY											2/15/2024				
YIELD ANALYSIS															
PLANNED DEVELOPMENT DISTRICT (PDD)															
ID	PARCEL ACREAGE	USE	STORIES	FLOOR S.F.	GROSS S.F.	NET S.F.	80%	UNIT COUNT	FLOOR S.F.	GARAGE LEVELS	GARAGE S.F.	PARKING	SURFACE PARKING	TOTAL PARKING	RATIO
A	3.3530	DAYCARE (OR URGENT CARE)	2	9,600	9,600	7,680						54	54	54	177.8
B	1.9115	RETAIL	2	21,500	43,000	34,400						111	111	111	387.4
C	3.5902	MULTI-FAMILY	5	77,000	385,000	308,000		371	115,000	2	230,000	575	575	575	1.5
D	6.3289	MULTI-FAMILY	3	58,850	170,550	136,440		144				56	173	173	1.2
E	2.7605	TOWNHOMES	3	29,017	87,051	69,641		28				56	56	56	2.0
F	2.332	HOTEL	10	24,750	247,500	198,000		239	45900	2	91,800	230	114	344	1.4
G	2.899	MULTI-FAMILY	6	54,000	324,000	259,200		312	84100	2	168,200	421	161	441	1.4
H	2.4803	THEATER	1	16,000	16,000	12,800								161	99.4
I	2.5344	RETAIL	1	21,630	21,630	17,304								85	254.5
	4.2717	RIGHT OF WAY													
<b>TOTAL</b>				<b>31,4615</b>	<b>PLANNED DEVELOPMENT DISTRICT</b>										

# EXHIBIT "B"

**NOTE:**  
MULTI-FAMILY, MIXED USE, COMMERCIAL, RETAIL, ENTERTAINMENT AND SUCH OTHER USES AS ARE PERMITTED IN THE BASE P-5 ZONE.



THIS IS AN ILLUSTRATION ONLY. DETAILS, TYPOLOGY, IMAGERY, USES, LOT COVERAGE, ROADWAY LOCATIONS, BUILDING HEIGHT, ETC. SUBJECT TO CHANGE PER THE TERMS OF THIS PDD.

## BASTROP GATEWAY BASTROP, TEXAS

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MARCH 19, 2024

## PDD MASTER PLAN



SCALE: 1" = 200'

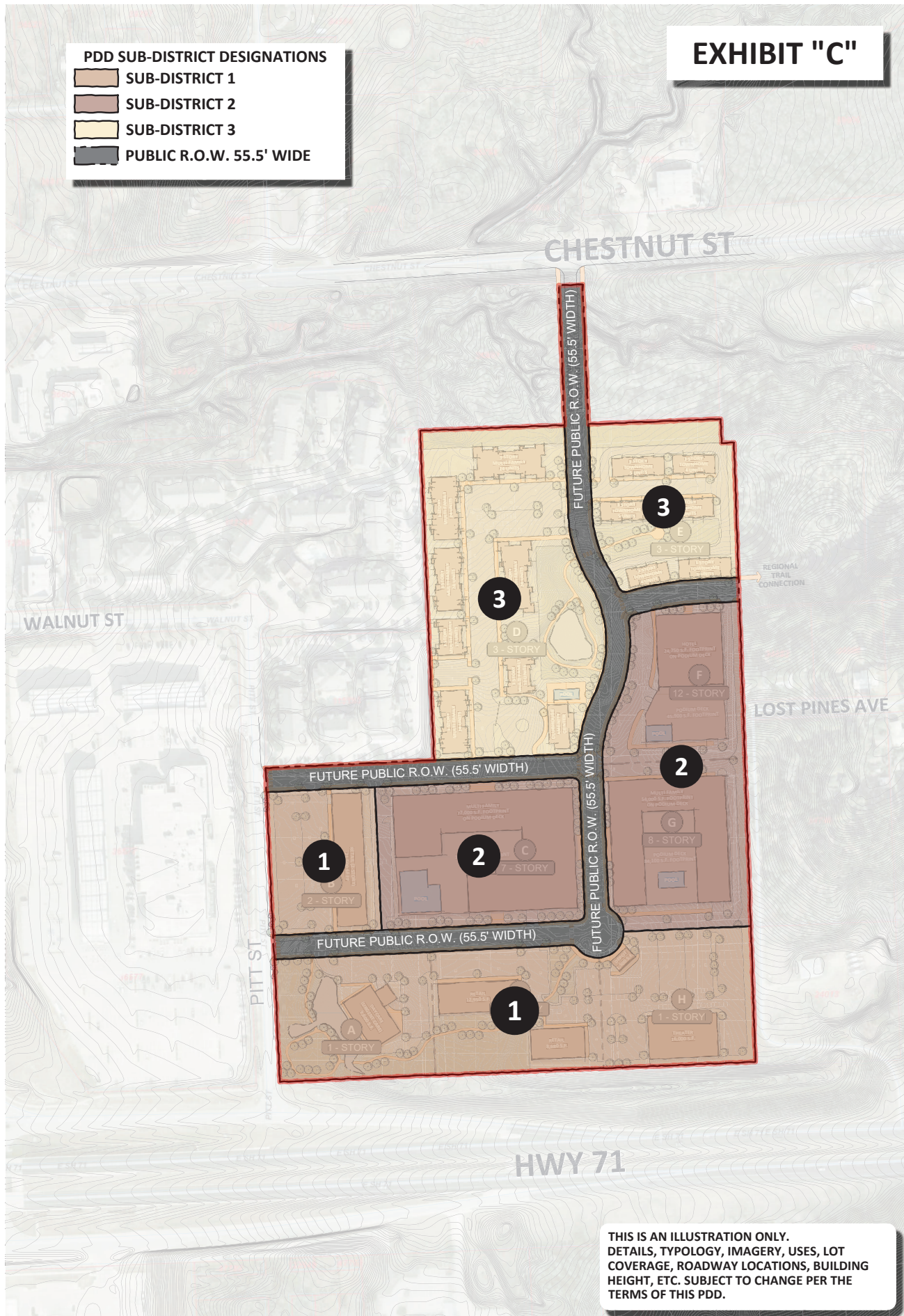


31.46 TOTAL ACRES

# EXHIBIT "C"

**PDD SUB-DISTRICT DESIGNATIONS**

- SUB-DISTRICT 1
- SUB-DISTRICT 2
- SUB-DISTRICT 3
- PUBLIC R.O.W. 55.5' WIDE



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MARCH 19, 2024

## BASTROP GATEWAY BASTROP, TEXAS



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## PDD SUB-DISTRICT MAP



SCALE: 1" = 200'

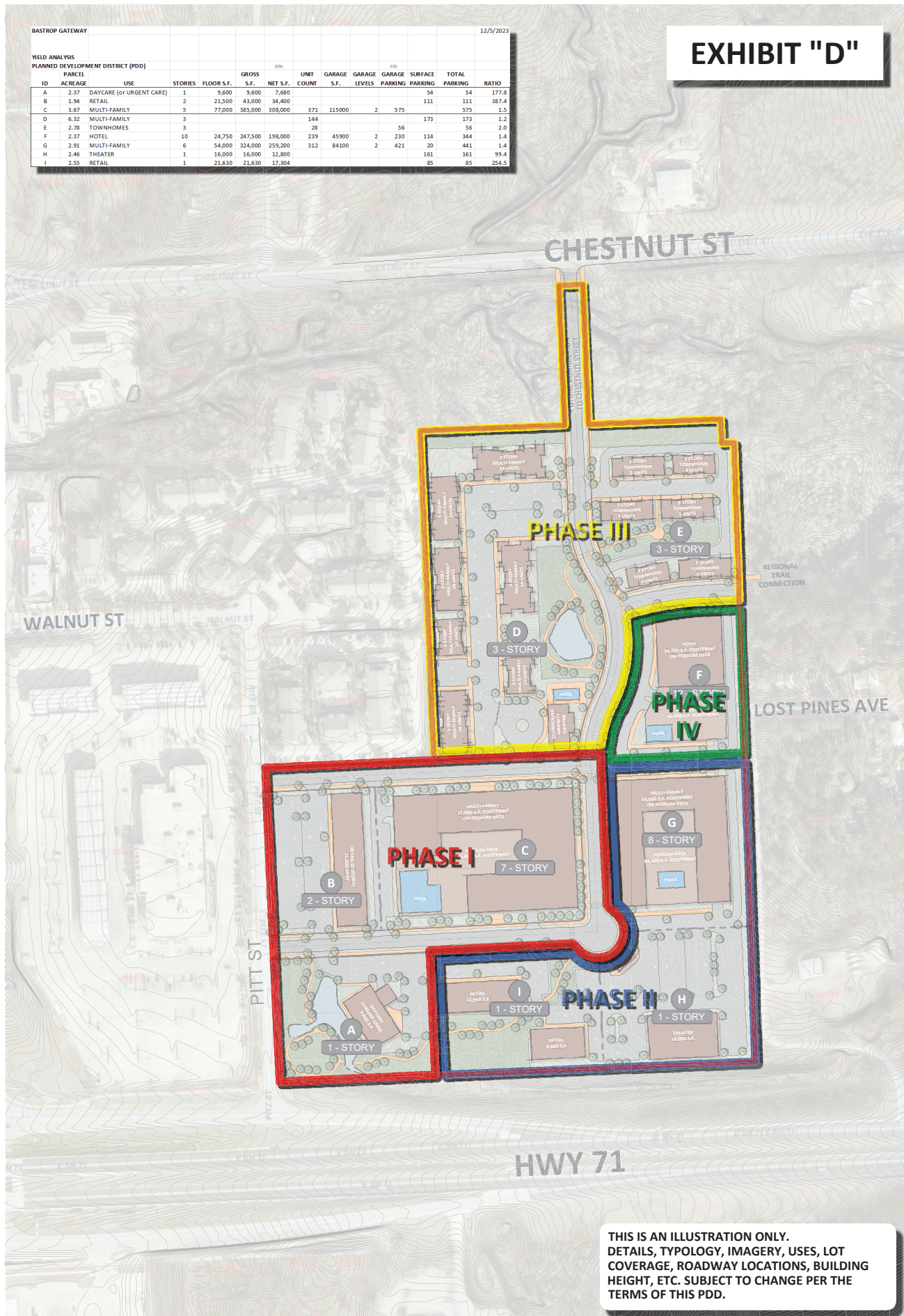


31.46 TOTAL ACRES

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BASTROP GATEWAY											12/5/2023		
FIELD ANALYSIS													
PLANNED DEVELOPMENT DISTRICT (PDD)													
PARCEL ID	ACREAGE	USE	STORIES	FLOOR S.F.	GROSS S.F.	NET S.F.	UNIT COUNT	GARAGE S.F.	GARAGE LEVELS	GARAGE PARKING	SURFACE PARKING	TOTAL PARKING	RATIO
A	2.37	DAYCARE (OF URGENT CARE)	1	9,600	9,600	7,880					54	54	177.8
B	1.94	RETAIL	2	21,500	43,000	36,400					111	111	387.4
C	3.67	MULTI-FAMILY	5	77,000	385,000	308,000	371	115,000	2	575	173	575	1.5
D	6.32	MULTI-FAMILY	3				144				56	173	1.2
E	2.78	TOWNHOMES	3				28				56	56	2.0
F	2.37	HOTEL	10	24,750	247,500	198,000	239	45,900	2	230	114	344	1.4
G	2.91	MULTI-FAMILY	6	54,000	324,000	259,200	312	84,100	2	421	20	441	1.4
H	2.46	THEATER	1	16,000	16,000	12,800					161	161	99.4
I	2.55	RETAIL	1	21,630	21,630	17,304					85	85	254.5

# EXHIBIT "D"



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## BASTROP GATEWAY BASTROP, TEXAS

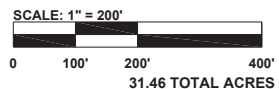
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## PDD MASTER PLAN PHASING

MARCH 19, 2024