

Exhibit B

Bridle Oaks Planned Unit Development Ordinance

ARTICLE I.

BRIDLE OAKS / CLARK PUD

SECTION 1.1. LEGISLATIVE INTENT. Having given reasonable regard to (i) the comprehensive plan, (ii) current conditions and the character of current structures and uses in the Real Estate, (iii) the most desirable use for which the Real Estate is adapted, (iv) conservation of property values throughout the Town of Whitestown, and (v) responsible development and growth, it is the intent of the WPC in recommending, and the Town Council in adopting, to:

- A. Encourage improved land development and building site design;
- B. Encourage and allow a variety of innovative uses, building types and arrangements;
- C. Allow development of land areas so planned, located or situated as to merit and justify consideration as a PUD district.

SECTION 1.2. PROJECT NARRATIVE. This narrative is to serve as supplementary information related to the Zone Map change application originally submitted in 2019. The nature of the property and location are such that future development would implement the goals contained in the Town's Comprehensive Plan and, in particular, the land use objectives set forth for Special Development Area 6 which encompasses the property.

Specifically, the project includes a mix of residential types, including detached single-family home sites, a mixed-use and residential development area including retail/office, multi-family dwellings and townhomes. This variety of housing types will provide options which cater to young professionals and those seeking a more urban lifestyle. In this regard, the project accommodates a mix of densities with connectivity to the Farm Heritage Trail, as well as the Legacy Core. As anticipated for Special Development Area 6, the project includes a collection of potential office and commercial retail uses at its southernmost perimeter. It is anticipated, for example, that these office uses could include areas for a small business technology incubator or other like uses with the ability to expand into larger locations elsewhere in the Town. In this manner, the project will present opportunities for a live-work-play environment nestled in proximity to the downtown.

With access to the trail system and the Legacy Core, this project will help support redevelopment opportunities in the nearby Legacy Core by providing a population base to drive business there. For these reasons, this project represents one of the most ambitious and significant mixed-use projects in the Town's history and will serve as the eastern gateway into the Town.

SECTION 1.3. EFFECT. This Ordinance shall be in full force and effect in accordance with the laws of the State of Indiana. Unless specifically stated in the terms of this Ordinance, all terms of the UDO, as adopted in 2017, shall apply. Nothing in this Ordinance shall be interpreted to alter, change, exclude, delete or modify any rules or regulations beyond those contained in this Ordinance, unless specifically provided herein. To the extent that this Ordinance conflicts with the terms of the UDO, as adopted in 2017, the terms of this Ordinance shall prevail.

SECTION 1.4. DEFINITIONS. Unless otherwise specified in (i) this Ordinance or (ii) what is attached hereto and incorporated herein by reference as Exhibit 2, the definitions of the UDO, as adopted in 2017, shall apply to the words and terms used in this Ordinance.

ARTICLE II.

PUD STANDARDS

SECTION 2.1. The Real Estate is reclassified on Town of Whitestown Zoning Map (the "Zone Map") from the I-1 and R-2 District Classifications to the Planned Unit Development District (PUD) Classification. The underlying zoning district shall be the UDO's Residential-Three District (R3), where applicable, associated with single-family residential development. The underlying zoning district shall be the General Business District (GB), where applicable, associated with office and commercial development. The underlying zoning district shall be the Multi-family District (MF), where applicable, associated with multi-family residential or townhomes (or empty-nester or duplex type) development.

SECTION 2.2. LOCATION.

CONCEPT PLAN. The Development is depicted on the Concept Plan, which shall serve as the illustrative concept plan (Exhibit 3).

SECTION 2.3. USES. The following shall be permitted uses and accessory uses, in substantial compliance with the Concept Plan attached hereto as Exhibit 3 (the "Concept Plan"), as follows:

- A. **MIXED USE AND RESIDENTIAL AREA.** Commercial uses permitted in the Mixed Use and Residential Area shall include uses permitted in the GB District and shall also include: general offices, dental offices, banks/financial institutions, restaurants, drug stores, gasoline/fuel service stations, a hospital complex or hospital campus, which may include in-patient and out-patient facilities, day care, skilled nursing care, and medical-related research facilities. Residential uses permitted in the Mixed Use and Residential Area shall include uses permitted in the MF District and shall also include: assisted living facilities, attached senior living garden homes, duplexes, townhomes. Prohibited uses in the Mixed Use and Residential Area shall include self-service car wash, tattoo parlor, tobacco shop, billiard parlor, cemetery monument sales, large truck and trailer sales/rental.
- B. **SINGLE-FAMILY RESIDENTIAL AREA.** Residential uses permitted in the Single-family Residential shall include uses permitted in the R3 District.
- C. **FUTURE DEVELOPMENT AREA.** The uses permitted in the Future Development Area shall include uses permitted in the MF District and shall also include: attached senior living garden homes, assisted living facilities, and skilled nursing care facilities. Additionally, the uses permitted in the Future Development Area shall include single-family residences targeted to empty-nesters, and/or duplexes.

SECTION 2.4. DEVELOPMENT STANDARDS.

A. MIXED USE AND RESIDENTIAL AREA. Development of office or retail uses in the Mixed Use and Residential Area shall be in accordance with the GB District standards in the UDO except as modified below by the addition or modification of the provisions and text thereof. Development of residential use in the Mixed Use and Residential Area shall be in accordance with the MF District standards in the UDO except as modified below by the addition or modification of the provisions and text thereof:

1. Development of office and retail uses shall be in accordance with the Office and Retail Commercial Architectural Building Requirements in Exhibit 4.
2. The maximum height of any office and/or retail use building shall be forty-five (45) feet. Buildings designed exclusively for retail use (non-office) shall be limited to a maximum of forty (40) feet in height.
3. The maximum square footage of any single use permitted under 2.3.A hereto shall not exceed 90,000.
4. The streetscape along Main Street (650 East) or Albert S. White Boulevard adjacent to the Mixed Use and Residential Area shall be provided with a landscaping area adjacent to the right-of-way a minimum of twenty (20) feet in width, which shall be limited to landscaping materials in conformance with the overall Town of Whitestown standards. This twenty (20) foot wide landscaping area shall be unoccupied except for plant material, steps, pedestrian walkways, terraces, bike paths, utilities, driveways, lighting standards, signs or other similar structures (excluding parking).
5. The number of loading berths shall be as is required under the UDO and shall be constructed subject to the following requirements:
 - a. Loading docks and other service areas shall be placed to the rear and side of buildings.
 - b. Screening or landscaping shall minimize the direct view of the loading area from adjacent properties, and from residential development within the overall project.
 - c. Screening and buffering may be achieved through walls, fences and landscaping.
6. Development of multi-family residential uses shall be in accordance with the Multi-Family Residential Architectural Building Requirements in Exhibit 5.
7. Development standards for multi-family residential uses within the Mixed Use and Residential Area shall comply with the development standards of the MF District in the UDO, except where otherwise indicated by this Ordinance.

8. The maximum height of any multi-family residential building shall be forty-five (45) feet.
 9. Open Space for the Mixed Use and Residential Area shall be no less than fifteen percent (15%).
- B. SINGLE-FAMILY RESIDENTIAL AREA. Development of the Single-Family Residential Area shall be in accordance with the R3 District standards in the UDO except as modified below by the addition or modification of the provisions and text thereof:
1. Development of the Single-Family Residential Area shall be generally in accordance with the Concept Plan and in accordance with the Single-Family Residential Architectural Building Requirements in Exhibit 6.

Development Standards Table – Single-Family Residential

Maximum Dwelling Units (Single-Family Residential Area)	330
Minimum Lot Area	6,000 sq. ft.
Minimum Lot Width	50'
Minimum Lot Depth	120'
Minimum Living Area	1,200 sq. ft.
Maximum Lot Coverage	60%
Maximum Building Height	35'
Minimum Front Yard Building Setback	25'
Minimum Distance Between Buildings	10'
Minimum Side Yard Setback	5'
Minimum Rear Yard Setback	20'

2. Street Standards. Subject to approval of the Director, centerline radii may be established at fifty (50) feet or greater to achieve the neighborhood streetscape design set forth in the Concept Plan.
- C. FUTURE DEVELOPMENT AREA. Development of the Future Development Area (including the possibility of townhomes and/or duplexes) shall be in accordance with the MF District standards in the UDO except where otherwise indicated by the “Development Standards

Table – Future Development Area (If Townhomes)” or as modified below by the addition or modification of the provisions and text thereof (single-family residences targeted to empty-nesters – refer to “Development Standards Table – Single-family Residential”):

1. Development of the Future Development Area shall be generally in accordance with the Concept Plan. Should townhomes be developed, said townhomes shall be in accordance with the Townhomes Architectural Building Requirements in Exhibit 7.
2. Grounds and lawn maintenance and snow removal in the Future Development Area shall be the responsibility of an association of the owners of the lots within the Area.

Development Standards Table – Future Development Area (If Townhomes)

Maximum Dwelling Units	50
Minimum Lot Area for all Lots except Corner Lots	2,833 sq. ft.
Minimum Lot Area for Corner Lots	3,541 sq. ft.
Minimum Lot Width	20’
Minimum Lot Depth	85’
Minimum Living Area	1,050 sq. ft.
Maximum Lot Coverage	65%
Maximum Building Height	40’
Minimum Front Yard Building Setback	15’
Minimum Distance Between Buildings	20’
Minimum Side Yard Setback	n/a
Minimum Rear Yard Setback	n/a

SECTION 2.5. LANDSCAPING STANDARDS. The applicable standards for landscaping shall be as set forth in the UDO.

SECTION 2.6. SIGNAGE. The applicable standards for signage shall be as set forth in the UDO.

SECTION 2.7. LIGHTING. The applicable standards for lighting shall be as set forth in the UDO.

Section 2.8. PARKING. The applicable standards for parking shall be as set forth in the UDO.

BRIDLE OAKS / CLARK PUD

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Exhibit 1

LAND DESCRIPTION

Real Estate Identified as "Mixed Use and Residential" on the Concept Plan:

Part of the Southeast Quarter of Section 19, Township 18 North, Range 2 East, in Worth Township, Boone County, Indiana, being an original legal description prepared by John J. Larrison, Indiana Professional Surveyor Number 20000230, described as follows:

Commencing at a Harrison Survey Monument which marks the southeast corner of the above captioned Southeast Quarter; thence South 88 degrees 03 minutes 36 seconds West (bearing of the south line of the Southeast Quarter, based upon Indiana State Plane, West Zone, Coordinate System – N.A.D. 1983), with the south line of the Southeast Quarter, 1095.89 feet; thence North 02 degrees 42 minutes 03 seconds West, 76.62 feet to a concrete right-of-way monument on the north right-of-way line of County Road 400 South (INDOT Project No. 1383408-2016) and the POINT OF BEGINNING of the parcel herein described; thence South 88 degrees 03 minutes 36 seconds West, with said north right-of-way line, 1567.38 feet to an iron survey nail with washer engraved "Larrison #20000230" on the west line of the Southeast Quarter and in County Road 650 East; thence North no degrees 19 minutes 24 seconds West, with the west line of the Southeast Quarter and in said county road, 1238.51 feet to an iron survey nail with a washer engraved "Larrison #2000230" which marks the northwest corner of the parcel described in Instrument Number 0109506; thence North 88 degrees 13 minutes 41 seconds East, 663.47 feet to an iron pin with cap engraved "Larrison #2000230" which marks the northeast corner of the parcel described in Instrument Number 0109506, also being a point on the west line of the 75.1581 acre parcel described as "Tract I" in Instrument Number 2019001795; thence North no degrees 24 minutes 21 seconds West, 4.25 feet to an Iron pin with cap engraved "Larrison #20000230" on the north line of the South Half of the Southeast Quarter, said point also being the northwest corner of said 75.1581 acre parcel; thence North 88 degrees 15 minutes 16 seconds East, with the north line of said South Half, 663.61 feet to an iron pin with cap engraved "Larrison #20000230" (for reference, an iron pin with cap engraved "Dodge" was found North 73 degrees 48 minutes West, 1.09 feet); thence North no degrees 31 minutes 38 seconds West, 657.43 feet to an iron pin with cap engraved "Dodge" was found North 07 degrees 14 minutes East, 0.56 feet); thence North 8 degrees 21 minutes no seconds East, 1159.15 feet to an iron pin with cap engraved "Larrison #20000230" on the west right-of-way line of the aforesaid County Road 400 South; thence with said west right-of-way line for the following two (2) courses; 1) South no degrees 49 minutes 34 seconds East, 1183.63 feet to an iron pin with cap engraved "Larrison #20000230"; 2) along a curve, concave to the northwest, having a radius of 720.00 feet, a central angle of 60 degrees 49 minutes 4 seconds, a long chord bearing South 29 degrees 35 minutes 13 seconds West, 729.01 feet, an arc distance of 764.41 feet to an iron pin with cap engraved "Larrison #20000230" on the east line of the parcel described in Instrument Number

2011-4490; thence North 02 degrees 42 minutes 03 seconds West to an iron pin engraved “Larrison #20000230” which marks the northeast corner of said parcel; thence South 88 degrees 03 minutes 36 seconds West, 567.00 feet to an iron pin with cap engraved “Larrison #20000230” which marks the northwest corner of said parcel; thence South 02 degrees 42 minutes 03 seconds East, with the west line of said parcel, 306.38 feet to the Point of Beginning.

Containing 82.149 acres, more or less, and subject to the right-of-way for the county road on the west side of the parcel, and to any other rights-of-way, easements or restrictions of record or observable.

Real Estate Identified for Single-Family Residential on the Concept Plan:

Part of the Northeast Quarter of Section 19, Township 18 North, Range 2 East, in Worth Township, Boone County, Indiana, being an original legal description prepared by John J. Larrison, Indiana Professional Surveyor Number 20000230, described as follows:

Commencing at a Harrison Survey Monument which marks the southeast corner of the above captioned Northeast Quarter (for reference, a concrete right-of-way monument was found North, 1.8 feet); thence South 88 degrees 27 minutes 02 seconds West (bearing of the south line of the Northeast Quarter, based upon Indiana State Plane, West Zone, Coordinate System – N.A.D. 1983), with the south line of the Northeast Quarter, 164.77 feet to an iron pin with cap engraved “Larrison #2000230” on the westerly right-of-way line of County Road 400 South (INDOT Project No. 1383408-2016, and the POINT OF BEGINNING of the parcel herein described; thence continuing South 88 degrees 27 minutes 02 seconds West, with the south line of the Northeast Quarter, 2478.22 feet to a point in County Road 650 East which marks the accepted southwest corner of the Northeast Quarter; thence North no degrees 25 minutes 15 seconds West, with the west line of the Northeast Quarter and in the county road, a distance of 337.27 feet to an iron pin with a cap engraved “Larrison #20000230”; thence North 89 degrees 24 minutes 45 seconds East, 354.00 feet to an iron pin with cap engraved “Larrison #20000230”; thence North no degrees 25 minutes 15 seconds West, 281.67 feet (for reference, a 1-inch iron pipe was found South 03 degrees 10 minutes West, 0.53 feet); thence South 8 degrees 44 minutes 5 seconds West, 214.03 feet to an iron pin with cap engraved “Larrison #20000230” which is 140.0 feet east of the west line of the Northeast Quarter; thence no degrees 25 minutes 15 seconds East, parallel with the west line of the Northeast Quarter, 656.22 feet to an iron pin with cap engraved “Larrison #20000230”; thence North 89 degrees 30 minutes 22 seconds East, 1180.15 feet to an iron pin with cap engraved “Larrison #20000230”; thence North no degrees 31 minutes 20 seconds West, 277.05 feet to an iron pin with cap engraved Larrison #20000230” on the southerly right-of-way line of the former Penn Central Railroad; thence South 64 degrees 27 minutes 49 seconds East, with said southerly right-of-way line, 1411.82 feet to an iron pin with cap engraved “Larrison #20000230” on the west right-of-way line of the aforesaid County Road 400 South; thence with said west right-of-way lines for the following two (2) courses; 1) South 10 degrees 10 minutes 59 seconds West, 302.72 feet to an iron pin with cap

engraved "Larrison #20000230"; 2) along a curve, concave to the east, having a radius of 3280.00 feet, a central angle of 10 degrees 18 minutes 06 seconds, a long chord bearing South 05 degrees 01 minutes 18 seconds West, 588.94 feet, an arc distance of 589.73 feet to the Point of Beginning.

Containing 64.417 acres, more or less, and subject to any rights-of-way, easements or restrictions of record or observable.

Real Estate Identified as "Future Development" on the Concept Plan:

Part of the Northwest Quarter of Section 20, Township 18 North, Range 2 East, in Worth Township, Boone County, Indiana, being an original legal description prepared by John J. Larrison, Indiana Professional Surveyor Number 20000230, described as follows:

BEGINNING at a Harrison Survey Monument which marks the southwest corner of the above captioned Northwest Quarter (for reference, a concrete right-of-way monument was found North, 1.8 feet); thence North no degrees 31 minutes 16 seconds West (bearing of the west line of the Northwest Quarter, based upon Indiana State Plane, West Zone, Coordinate System – N.A.D. 1983), with the west line of the Northwest Quarter, and with the east right-of-way line of County Road 400 South (INDOT Project No. 1383408-2016), a distance of 148.03 feet to an iron pin with cap engraved "Larrison #20000230"; thence with said east right-of-way lines for the following two (2) courses; 1) along a curve, concave to the east, having a radius of 3120.00 feet, a central angle of 07 degrees 30 minutes 26 seconds, a long chord bearing North 06 degrees 25 minutes 03 seconds East 408.50 feet, an arc distance of 408.80 feet to an iron pin with cap engraved "Larrison #20000230" (or reference, a concrete right-of-way monument was found South 57 degrees West, 0.7 feet); 2) North 10 degrees 10 minutes 59 seconds East, 258.76 feet to an iron pin with cap engraved "Larrison #20000230" on the south right-of-way line of the former Penn Central Railroad; thence South 64 degrees 27 minutes 49 seconds East, with said former right-of-way line, a distance of 1363.36 feet to an iron pin with cap engraved "Larrison #20000230" on the accepted east line of the parcel described as "Tract II" in Instrument Number 2019001795; thence South no degrees 28 minutes 47 seconds East, with said east line, 175.82 feet to an iron pin with cap engraved "Larrison #20000230" on the south line of the Northwest Quarter, and the southeast corner of said parcel; thence South 88 degrees 02 minutes 42 seconds West, with the south line of the Northwest Quarter, 1322.48 feet to the Point of Beginning.

Containing 14.981 acres, more or less, and subject to any rights-of-way, easements or restrictions of record or observable.

LAND DESCRIPTION

TITLE COMMITMENT: CHICAGO TITLE INSURANCE COMPANY

COMMITMENT NO.: IN-207172-ANC

RECORD INSTRUMENT NO. 2019005572

THE NORTH HALF OF THE NORTHEAST QUARTER OF THE SOUTHEAST QUARTER AND THAT PART OF THE NORTHWEST QUARTER OF THE SOUTHEAST QUARTER OF SECTION 19, TOWNSHIP 18 NORTH, RANGE 2 EAST, WORTH TOWNSHIP, BOONE COUNTY, INDIANA, MORE FULLY DESCRIBED AS:

BEGINNING AT THE NORTHEAST CORNER OF THE SOUTHEAST QUARTER OF SAID SECTION 19; THENCE SOUTH 00 DEGREES 23 MINUTES 55 SECONDS EAST, ALONG THE SECTION LINE, A DISTANCE OF 655.19 FEET; THENCE SOUTH 88 DEGREES 47 MINUTES 46 SECONDS WEST, ALONG THE SOUTH LINE OF THE NORTH HALF OF THE NORTHEAST QUARTER OF THE SOUTHEAST QUARTER OF SAID SECTION 19, A DISTANCE OF 1324.17 FEET; THENCE SOUTH 00 DEGREES 08 MINUTES 10 SECONDS EAST, ALONG THE QUARTER-QUARTER SECTION LINE, A DISTANCE OF 657.49 FEET; THENCE SOUTH 88 DEGREES 41 MINUTES 57 SECONDS WEST, ALONG THE QUARTER-QUARTER SECTION LINE, A DISTANCE OF 888.31 FEET; THENCE NORTH 00 DEGREES 28 MINUTES 24 SECONDS WEST, ALONG THE EAST LINE OF THE HASHMAN PROPERTY AS RECORDED IN DEED RECORD 247, PAGE 788 AND SAID LINE EXTENDED, A DISTANCE OF 678.17 FEET; THENCE SOUTH 88 DEGREES 47 MINUTES 46 SECONDS WEST, ALONG AN EXISTING FENCE LINE AND THE EXTENSION THEREOF, A DISTANCE OF 431.81 FEET; THENCE NORTH 00 DEGREES 07 MINUTES 28 SECONDS EAST, ALONG THE QUARTER SECTION LINE AND THE APPROXIMATE CENTERLINE OF COUNTY ROAD 650 EAST, A DISTANCE OF 640.57 FEET; THENCE NORTH 88 DEGREES 53 MINUTES 37 SECONDS EAST, ALONG THE QUARTER SECTION LINE, A DISTANCE OF 2642.26 FEET TO THE POINT OF BEGINNING CONTAINING 53.1810 ACRES.

ALSO:

A PART OF THE NORTHWEST QUARTER OF THE SOUTHEAST QUARTER OF SECTION 19 TOWNSHIP 18 NORTH, RANGE 2 EAST, WORTH TOWNSHIP, BOONE COUNTY, INDIANA, MORE FULLY DESCRIBED AS:

COMMENCING AT THE NORTHWEST CORNER OF THE SOUTHEAST QUARTER OF SAID SECTION 19; THENCE SOUTH 00 DEGREES 07 MINUTES 28 SECONDS WEST, ALONG THE QUARTER SECTION LINE AND THE APPROXIMATE CENTERLINE OF COUNTY ROAD 650 EAST, A DISTANCE 640.57 FEET TO THE POINT OF BEGINNING; THENCE NORTH 88 DEGREES 47 MINUTES 46 SECONDS EAST, A DISTANCE OF 431.81 FEET; THENCE SOUTH 00 DEGREES 28 MINUTES 24 SECONDS EAST, A DISTANCE OF 184.75 FEET;

THENCE SOUTH 88 DEGREES 43 MINUTES 33 SECONDS WEST, ALONG THE NORTH DESCRIBED LINE OF THE HASHMAN PROPERTY AS RECORDED IN DEED RECORD 247, PAGE 788, A DISTANCE OF 123.11 FEET; THENCE NORTH 05 DEGREES 48 MINUTES 42 SECONDS WEST, ALONG SAID HASHMAN PROPERTY, A DISTANCE OF 32.75 FEET; THENCE NORTH 89 DEGREES 50 MINUTES 44 SECONDS WEST, ALONG THE NORTHERNMOST BOUNDARY OF SAID HASHMAN PROPERTY, A DISTANCE OF 307.16 FEET; THENCE NORTH 00 DEGREES 07 MINUTES 28 SECONDS EAST, ALONG THE APPROXIMATE CENTERLINE OF COUNTY ROAD 650 EAST, A DISTANCE OF 145.00 FEET TO THE POINT OF BEGINNING CONTAINING 1.5795 ACRES.

EXCEPTING THEREFROM:

A PART OF THE NORTH HALF OF THE NORTHEAST QUARTER OF THE SOUTHEAST QUARTER OF SECTION 19, TOWNSHIP 18 NORTH, RANGE 2 EAST, BOONE COUNTY, INDIANA, MORE FULLY DESCRIBED AS:

BEGINNING AT THE NORTHEAST CORNER OF SAID SOUTHEAST QUARTER, THENCE SOUTH 0 DEGREES 49 MINUTES 35 SECONDS EAST 655.22 FEET (655.19 FEET BY INSTRUMENT NUMBER 201000000995) ALONG THE EAST LINE OF SAID SECTION TO THE SOUTHEAST CORNER OF SAID HALF-QUARTER-QUARTER SECTION; THENCE SOUTH 88 DEGREES 21 MINUTES 11 SECONDS WEST 165.02 FEET ALONG THE SOUTH LINE OF SAID HALF-QUARTER-QUARTER SECTION; THENCE NORTH 0 DEGREES 49 MINUTES 35 SECONDS WEST 615.52 FEET; THENCE NORTHERLY 39.98 FEET ALONG AN ARC TO THE RIGHT HAVING A RADIUS OF 3,280.00 FEET AND SUBTENDED BY A LONG CHORD HAVING A BEARING OF NORTH 0 DEGREES 28 MINUTES 38 SECONDS WEST AND A LENGTH OF 39.98 FEET TO THE NORTH LINE OF SAID SOUTHEAST QUARTER; THENCE NORTH 88 DEGREES 27 MINUTES 04 SECONDS EAST 164.77 FEET ALONG SAID NORTH LINE TO THE POINT OF BEGINNING AND CONTAINING 2.482 ACRES, MORE OR LESS.

LAND DESCRIPTION BASED UPON SURVEY

A PART OF THE SOUTHEAST QUARTER OF SECTION 19, TOWNSHIP 18 NORTH, RANGE 2 EAST OF THE SECOND PRINCIPAL MERIDIAN, WORTH TOWNSHIP, BOONE COUNTY, INDIANA MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AS THE NORTHWEST CORNER OF SAID SOUTHEAST QUARTER SECTION, BEING MARKED BY A HARRISON MONUMENT PER BOONE COUNTY SURVEYOR REFERENCE TIES: THENCE NORTH 88 DEGREES 27 MINUTES 01 SECOND EAST (GRID BEARINGS BASED ON INDIANA STATE PLANE WEST ZONE) ALONG THE NORTH LINE OF SAID SOUTHEAST QUARTER SECTION A DISTANCE OF 2,478.04 FEET TO A POINT OF CURVATURE OF A NON-TANGENT CURVE TO THE LEFT HAVING A RADIUS

3,280.00 FEET AND CHORD BEARING OF SOUTH 00 DEGREES 28 MINUTES 44 SECONDS EAST AND DISTANCE OF 40.04 FEET, SAID POINT BEING ON THE WEST RIGHT-OF-WAY LINE OF ALBERT S. WHITE DRIVE AS DESCRIBED IN INSTRUMENT NUMBER 201600005292 AS RECORDED IN THE OFFICE OF THE RECORDER, BOONE COUNTY, INDIANA; THENCE SOUTHERLY ALONG SAID CURVE AND WEST RIGHT-OF-WAY LINE AN ARC DISTANCE OF 40.04 FEET; THENCE SOUTH 00 DEGREES 49 MINUTES 43 SECONDS EAST ALONG SAID WEST RIGHT-OF-WAY LINE A DISTANCE OF 615.52 FEET TO THE SOUTH LINE OF THE NORTH HALF OF THE NORTHEAST QUARTER OF SAID SOUTHEAST QUARTER SECTION; THENCE SOUTH 88 DEGREES 21 MINUTES 11 SECONDS WEST ALONG SAID SOUTH LINE A DISTANCE OF 1159.35 FEET TO THE SOUTHWEST CORNER OF SAID NORTH HALF QUARTER-QUARTER SECTION; THENCE SOUTH 00 DEGREES 34 MINUTES 23 SECONDS EAST ALONG THE EAST LINE OF THE NORTHWEST QUARTER OF SAID SOUTHEAST QUARTER SECTION A DISTANCE OF 657.56 FEET TO THE SOUTHEAST CORNER OF SAID QUARTER-QUARTER SECTION; THENCE SOUTH 88 DEGREES 15 MINUTES 21 SECONDS WEST ALONG THE SOUTH LINE OF SAID QUARTER-QUARTER SECTION A DISTANCE OF 888.43 TO THE EAST LINE OF A TRACT OF LAND DESCRIBED IN INSTRUMENT NUMBER 201300009837, THE FOLLOWING FOUR (4) COURSES BEING ALONG THE EAST AND NORTH LINES OF SAID TRACT: (1) NORTH 00 DEGREES 55 MINUTES 01 SECOND WEST A DISTANCE OF 493.55 FEET; (2) SOUTH 88 DEGREES 17 MINUTES 05 SECONDS WEST A DISTANCE OF 123.11 FEET; (3) NORTH 06 DEGREES 15 MINUTES 19 SECONDS A DISTANCE OF 32.75 FEET; (4) SOUTH 89 DEGREES 42 MINUTES 39 SECONDS WEST A DISTANCE OF 307.16 FEET TO THE WEST LINE OF SAID SOUTHEAST QUARTER SECTION; THENCE NORTH 00 DEGREES 19 MINUTES 09 SECONDS WEST ALONG SAID WEST LINE A DISTANCE OF 785.57 FEET TO THE POINT OF BEGINNING, CONTAINING 52.293 ACRES, MORE OR LESS.

And,

A part of the Northwest Quarter of the Southeast Quarter of Section 19, Township 18 North, Range 2 East, Worth Township, Boone County, Indiana, more fully described by:

Commencing at the Northwest corner of the Southeast Quarter of said Section 19; thence South 00 degrees 07 minutes 28 seconds West, along the quarter section line and the approximate centerline of County Road 650 East, a distance of 785.57 feet to the point of beginning; thence South 89 degrees 50 minutes 44 seconds East, a distance of 307.16 feet; thence South 05 degrees 48 minutes 42 seconds East, a distance of 32.75 feet; thence North 88 degrees 43 minutes 42 seconds East, a distance of 123.11 feet; thence South 00 degrees 28 minutes 24 seconds East, along an existing fence line, a distance of 493.41 feet; thence South 88 degrees 41 minutes 57 seconds West, along the South line of the Northwest Quarter of the Southeast Quarter of said Section 19, a distance of 206.41 feet; thence North 00 degrees 07 minutes 28 seconds East, along the East described line of the Owens property, as recorded by Deed Record 187, page 921, a

distance of 125.00 feet; thence South 88 degrees 41 minutes 57 seconds West, along the North described line of said Owens property, a distance of 232.50 feet; thence North 00 degrees 07 minutes 28 seconds East, along the quarter section line the approximate centerline of County Road 650 East, a distance of 409.03 feet to the Point of Beginning, containing 4.5345 acres, more or less and subject to all highways, rights of way and easements.

And, also

A PART OF THE NORTHWEST QUARTER OF THE SOUTHEAST QUARTER OF SECTION 19, TOWNSHIP 18 NORTH, RANGE 2 EAST OF THE SECOND PRINCIPAL MERIDIAN, SITUATED IN WORTH TOWNSHIP, BOONE COUNTY, INDIANA, AND CONTAINING .67 ACRES, MORE OR LESS, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

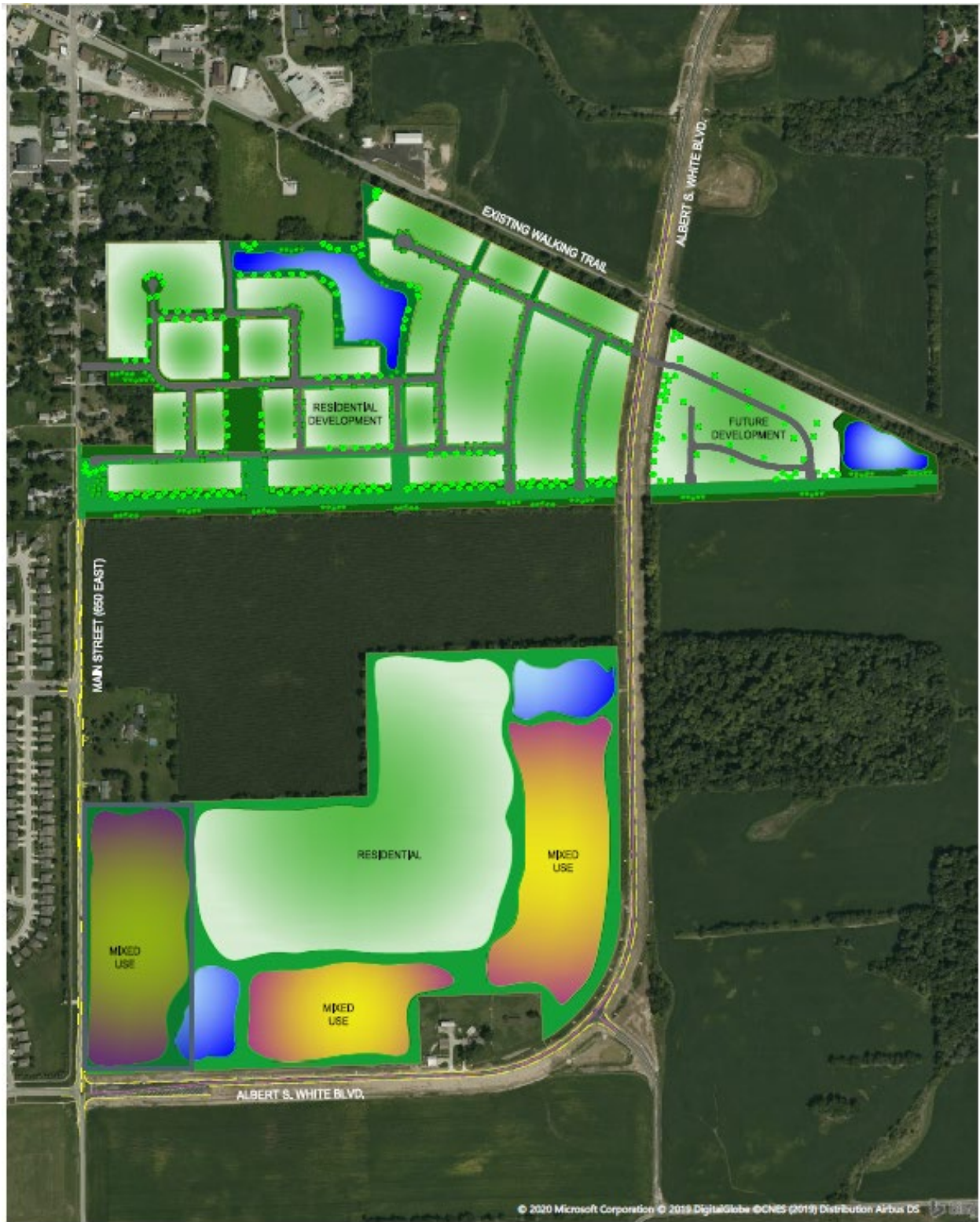
BEGINNING AT THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF THE SOUTHEAST QUARTER OF SECTION 19, TOWNSHIP 18 NORTH, RANGE 2 EAST, AND RUN THENCE NORTH 125 FEET FOLLOWING THE QUARTER SECTION LINE AND CENTER OF THE PUBLIC ROAD; THENCE EAST 232.50 FEET; THENCE SOUTH 125 FEET TO THE QUARTER-QUARTER SECTION LINE; THENCE WEST 232.50 FEET FOLLOWING THE QUARTER-QUARTER SECTION LINE TO THE PLACE OF BEGINNING.

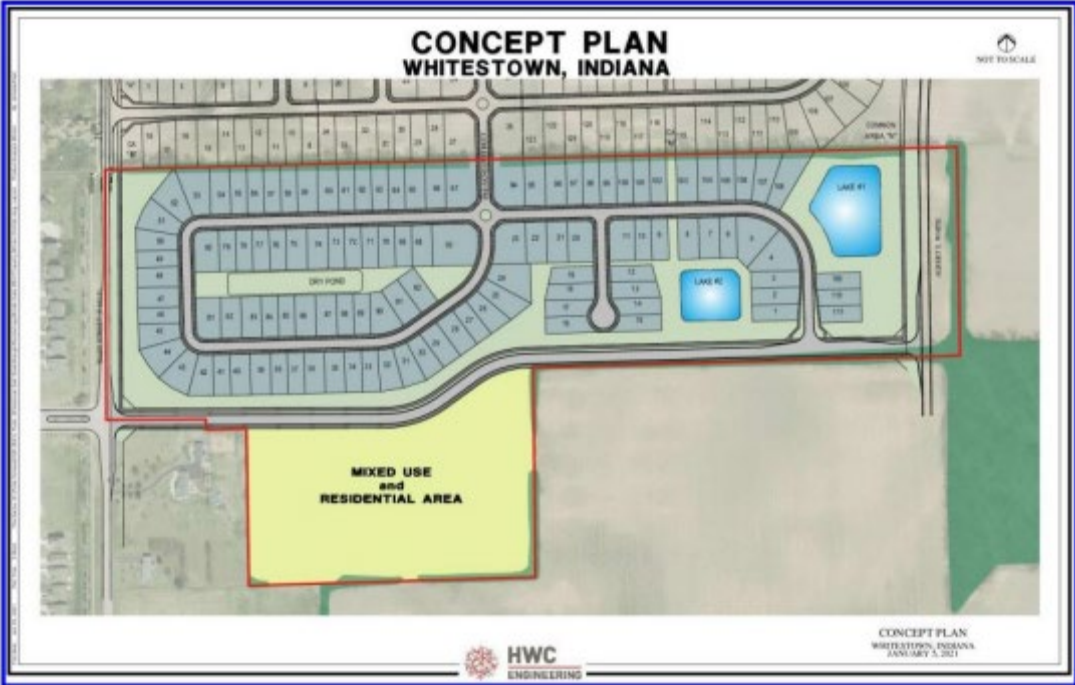
Exhibit 2 DEFINITIONS

The following words and terms, not defined elsewhere in the Bridle Oaks / Clark PUD or its Exhibits, shall have the following meanings:

1. **Area.** A portion of the Real Estate depicted on the Concept Plan consisting of either the Mixed Use and Residential Area, or the Single-Family Residential Area, or the Future Development Area.
2. **Concept Plan.** The depiction of the illustrative concept plan for the Development set forth in Exhibit 3.
3. **Development.** The project depicted on the Concept Plan set forth in Exhibit 3.
4. **Director.** The Director of Planning and Community Development for the Town of Whitestown.
5. **Future Development Area.** The area located in the northern portion of the Concept Plan, located east of Albert S. White Boulevard.
6. **Mixed Use and Residential Area.** The area identified as “MIXED USE” AND “RESIDENTIAL” in the southern portion of the Concept Plan.
7. **Multi-Family Architectural Building Requirements.** The architectural guidelines set forth in Exhibit 5 applicable to the Mixed Use and Residential Area.
8. **Office and Retail Commercial Architectural Building Requirements.** The architectural guidelines set forth in Exhibit 4 applicable to the Mixed Use and Residential Area for Office or Retail uses.
9. **Plan Commission.** The Town of Whitestown Plan Commission.
10. **Real Estate.** The real estate, as described in Exhibit 1.
11. **Single-Family Residential Architectural Building Requirements.** The architectural guidelines set forth in Exhibit 6 applicable to the Single-Family Residential Area.
12. **Single-Family Residential Area.** The area located in the northern portion of the Concept Plan, with the conceptual street layout, located west of Albert S. White Boulevard.
13. **Townhomes.** Single-family residential attached, which may include a row of attached dwellings, or duplexes.
14. **Townhomes Architectural Building Requirements.** The architectural guidelines set forth in Exhibit 7 applicable to the development of Townhomes wherever they might be developed.
15. **Unified Development Ordinance (UDO).** The Town of Whitestown Unified Development Ordinance as adopted in 2017.

Exhibit 3 CONCEPT PLAN





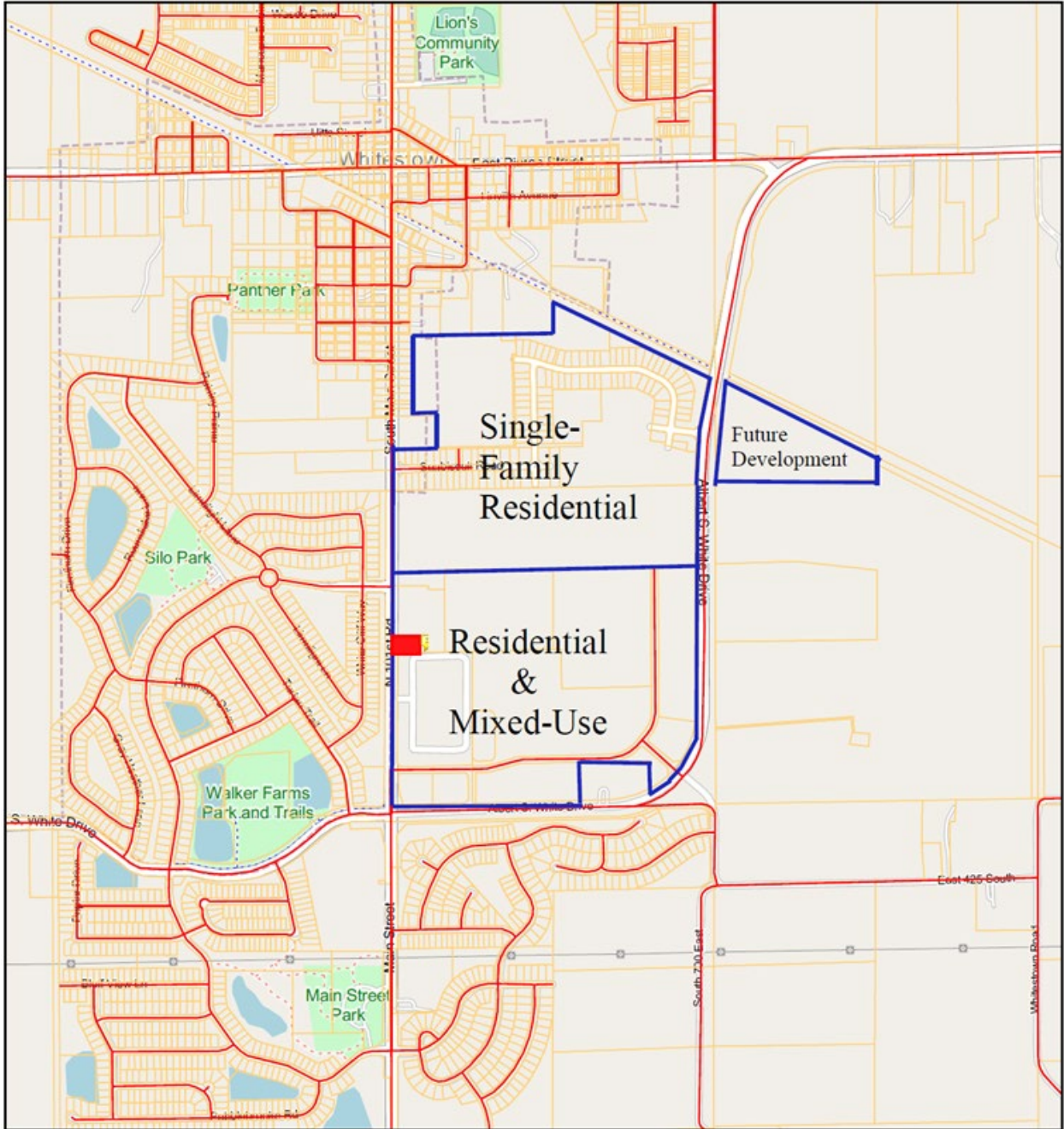


Exhibit 4

OFFICE AND RETAIL COMMERCIAL ARCHITECTURAL BUILDING REQUIREMENTS

GENERAL DESIGN GOALS

The development of office and/or retail commercial uses within the Mixed Use and Residential Area of the Bridle Oaks / Clark PUD project is to reinforce the establishment of a mixed-use area that provides an office and/or retail focal point within an attractive development appropriate to the vicinity near the original Whitestown town center. Buildings shall be constructed generally in accordance with the conceptual representations contained within the photographic exhibits attached hereto.

In order to add architectural interest and variety, avoid the effect of a single, long or massive wall, and establish high quality attractive structures, the following general standards shall apply:

1. On buildings along Main Street (650 East) or Albert S. White Boulevard (400 South), no wall that faces either of these two streets shall have a blank, uninterrupted length exceeding thirty (30) feet without including one of the following: change in plane, change in height, change in texture or masonry pattern; doors, windows, faux windows, trellis with vines, or an equivalent element that subdivides the wall into human scale proportions.
2. Side or rear walls along designated walkways may incorporate the use of false windows and door openings defined by frames, sills and lintels, or similarly proportioned modulations of the wall to break up the façade to meet the above mentioned requirements.
3. All sides of the building shall include design characteristics perceived to be generally consistent with those on the front. Buildings along Main Street (650 East) or Albert S. White Boulevard (400 South) shall have side and rear façades that are of the same materials as the front elevation.
4. Buildings (other than buildings located upon outlots) along Main Street (650 East) or Albert S. White Boulevard (400 South) shall appear (at a minimum) as one and one-half (1 ½) stories from the front and sides. The minimum height for the front façade of any building (facing either Main Street (650 East) or Albert S. White Boulevard (400 South)) shall be twenty (20) feet, either at the roofline or at the top of the parapet wall. Minimum heights for other sides of the buildings shall be eighteen (18) feet, either at the roofline or at the top of the parapet wall.

BUILDING BASE, BODY, AND CAP

All architectural elevations of primary buildings (not accessory buildings/structures) shall consist of a base, a body, and a cap.

Base: Building materials that are used to accentuate the transition from grade to a height consistent with requirements in this section. (For instance, materials different from those used in the body of the building — like textured concrete masonry. Or designs to accentuate materials used in the body of the building — like brick rowlocks or soldier courses.)

Body: Building materials and designs that make up the main proportion of the building (should be approximately 80% of the vertical height of the façade, but will vary in relationship to overall design character of each individual building).

Cap: Building materials that are used to accentuate the transition from the body to the top of the building, consistent with the requirements in this section. (For instance, a cornice, crown mold, eave or a sloped roof structure designs.)

1. The base shall occupy the lowest portion of the elevation, and shall have a height no less than five percent (5%) of the average wall height.
2. The body shall occupy the middle portion of the elevation, and shall have a height no less than fifty percent (50%) of the average wall height.
3. The cap shall occupy the highest portion of the elevation, excluding the roof, and shall have a height no less than five percent (5%) of the average wall height.
4. The cap shall consist of at least one of the following architectural features: a cornice, parapet, awning, canopy, sloped roof or eaves.
5. The base and cap shall be clearly distinguishable from the body through changes in color, material, pattern, profile, or texture.

MATERIALS

Predominant exterior building materials must be of high quality, and be aesthetically pleasing and compatible with materials used in adjoining neighborhoods within and outside of the Development. The following are permitted:

1. Building Body: Wood, brick, architectural cast stone, Quick-Brick (rear wall elevations only), EIFS (Synthetic Stucco), decorative tiles, and limestone shall be permitted as siding materials for the body of the building.

2. Building Base: Brick, architectural cast stone, limestone or textured concrete masonry units (Quick-Brick or Split Faced Units) shall be permitted as base finish materials.
3. Building Cap: Brick, architectural cast stone, limestone, textured concrete block, wood, metal coping or applied materials such as EIFS (Synthetic Stucco) or other synthetic materials (i.e. "Fypon") are examples of materials permitted for the building cap.

FAÇADE COLORS

The use of low reflectance, subtle, red brick, or earth tone colors as the predominant colors on the façade is generally acceptable. The use of high intensity colors, metallic colors, fluorescent colors or black as the predominant façade color would have to be reviewed by the Director on a case-by-case basis. However, building trim and accent areas may feature black or brighter colors, including primary colors, but the use of neon tubing as a feature for building trim or accent area is not permitted.

ROOFS

In order to reduce the massive size of large structures, flat roofs should be enhanced through the utilization of parapets. The roof treatment should harmonize with the character of the surrounding residential character and zoning of the area and with the designs of the buildings adjacent to the structure. Building walls, parapets, and/or roof systems shall be designed to conceal all roof-mounted mechanical equipment from all sides. Mechanical equipment shall be screened from view, at five (5) feet above ground level.

1. Permitted roof styles shall include gable, mansard, and hip roofs. Flat roofs are permitted if sufficiently disguised through the use of parapet walls.
2. The height of any pitched roof shall not exceed one-half (1/2) of the overall building height.
3. Permitted materials for pitched roofs include wood, slate, fiberglass reinforced asphalt 3-D roof shingles, and standing seam or terne metal. Other roof materials shall require specific approval by the Director on a case-by-case basis.
4. Flat canopies (such as those associated with convenience stores with gasoline sales) must be designed in such a manner to create a strong association with the building itself.

ADDITIONAL OUTLOT BUILDINGS GUIDELINES

Retail buildings with less than 8,000 leasable square feet should be oriented closer to Main Street (650 East) or Albert S. White Boulevard (400 South), subject to a 50' building setback line as measured from the improved rights-of-way.

Sidewalk areas in front of buildings should be no less than 5-feet in width.





Exhibit 5

MULTI-FAMILY RESIDENTIAL ARCHITECTURAL BUILDING REQUIREMENTS

GENERAL DESIGN GOALS

Building designs shall minimize the effects of size and scale by highlighting individual dwelling unit's separate entrances, use of variable roof lines, door and window openings, façade protrusions or recesses, and use of porticos, overhangs, arcades and arches. Mechanicals should be hidden from view. Accessory structures should be compatible with principle structures in terms of character, roof shape, building material, color, and architectural detail. Building façades shall have unified and complimentary finished materials. Exterior entrances should be clearly defined and visible by using distinct materials.

Buildings shall avoid long, monotonous, uninterrupted walls or roof planes. No wall shall have a blank uninterrupted length exceeding sixty (60) feet without a minimum two (2) foot recess or bump-out change in plane. Windows facing external streets shall be provided with shutters.

Buildings shall also incorporate at least two (2) architectural elements such as gables, chimneys, balconies, changes in wall plane or other architectural elements on any façade that faces a walkway or is visible from any public street or circulation drive.

Building façade colors shall not include the use of high intensity colors. Metallic colors on façades and roofs are not permitted.

First floor dwelling units may access from the building's interior.

Buildings shall be constructed substantially in accordance with the conceptual representations contained within the photographic exhibits attached hereto.

BUILDING EXTERIOR

The exposed exterior wall area, exclusive of door, window, and covered porch, breezeways and corridors, shall be a minimum of fifty (50) percent brick, masonry veneer, stucco, or other similar low maintenance cementitious material. Allowed masonry material shall be:

- (a) Hard fired stacked in place, mortared joints, face or building brick with a minimum nominal depth of three (3) inches.
- (b) Stone material consisting of granite, sandstone, slate, limestone, marble or other hard and durable all weather stone; or
- (c) Split faced, fluted, sandblasted, glazed or textured concrete masonry units; or
- (d) Stucco or other similar cementitious material.

The remaining fifty (50) percent of exterior wall area shall be an alternate color, texture or material, including wood or Hardiplank.

Buildings that face an enclosed parking courtyard, and that are either more than three hundred (300) feet from walkways, public streets or circulation drives, or not visible from same, may be clad with non-masonry materials. Vinyl siding and/or aluminum siding shall be prohibited.

Patio and balconies must remain open and not be enclosed after occupancy.

Patios fronting on, and level with, a public street shall be shielded with material compatible with the architectural character of the project or with shrubs.

ROOF ARTICULATION

Roof articulation, such as changes in plane or use of traditional roof forms, shall be incorporated into the design. Articulation may be achieved by changes in plane of no less than two (2) feet and/or the use of traditional roof forms including, but not limited to gables, hips and dormers.

Roof slopes shall have a pitch between 4:12 and 14:12. Shed roofs (single-plane pitched roofs) are permitted only when the ridge is attached to an exterior wall of a building, and shall conform to pitch between 4:12 and 12:12. Flat roofs are permitted when consistent with the style of architecture, if edged by a railing or parapet, and if rooftop mechanical equipment is either visually integrated into the overall design of the building. Mechanical equipment shall be screened from view, at five (5) feet above ground level.

PARKING

Garages and perimeter carports shall be constructed with compatible architectural treatment with other site elements, including pitched roofs, enclosed gables and roof materials that match the main buildings.

AMENITIES AND SCREENING

The multi-family residential area will include amenities, such as a clubhouse and exercise facilities. The multi-family residential area may not have a full Amenity Center.

Storage areas, air conditioning compressors, loading areas, roof objects, trash containers, satellite dishes larger than twenty-four (24) inches in diameter, utility boxes, and maintenance facilities shall either be housed in closed buildings or otherwise screened from view from public streets. Such screening shall include landscaping or permanent fences or solid materials.



Exhibit 6

SINGLE-FAMILY RESIDENTIAL ARCHITECTURAL BUILDING REQUIREMENTS

GENERAL DESIGN GOALS

Building designs shall include architectural design variations and/or exterior material or color variations where single-family dwellings are immediately adjacent or directly across a street. Mechanicals should be hidden from view. Accessory structures should be compatible with principle structures in terms of character, roof shape, building material, color, and architectural detail.

Building façades shall have unified and complimentary finished materials. Acceptable materials include cultured stone, stucco, brick, cement board, and wood.

Windows facing external streets shall be provided with shutters, or window trim a nominal size of 1" x 4", or window grids.

Buildings shall also incorporate at least one (1) architectural element such as gables, chimneys, balconies, changes in wall plane or other architectural elements on any façade that faces a public street.

Buildings shall be constructed generally in accordance with the conceptual representations contained within the photographic exhibits attached hereto.

BUILDING EXTERIOR

The exposed exterior wall area, exclusive of door, window, and covered porch, breezeways and corridors, shall be predominantly brick, masonry veneer, stucco, or other low maintenance cement board, similar low-maintenance material or vinyl. Allowed masonry material shall be:

- (a) Hard fired stacked in place, mortared joints, face or building brick with a minimum nominal depth of three (3) inches.
- (b) Stone material consisting of granite, sandstone, slate, limestone, marble or other hard and durable all weather stone; or
- (c) Split faced, fluted, sandblasted, glazed or textured concrete masonry units; or
- (d) Stucco or other similar cement board material.

Vinyl siding and/or aluminum siding shall be permitted, and shall be permissible for gutters, eaves, cornices, or other decorative architectural features. Vinyl siding shall consist of a higher-grade vinyl material of at least 0.04 inch thickness.

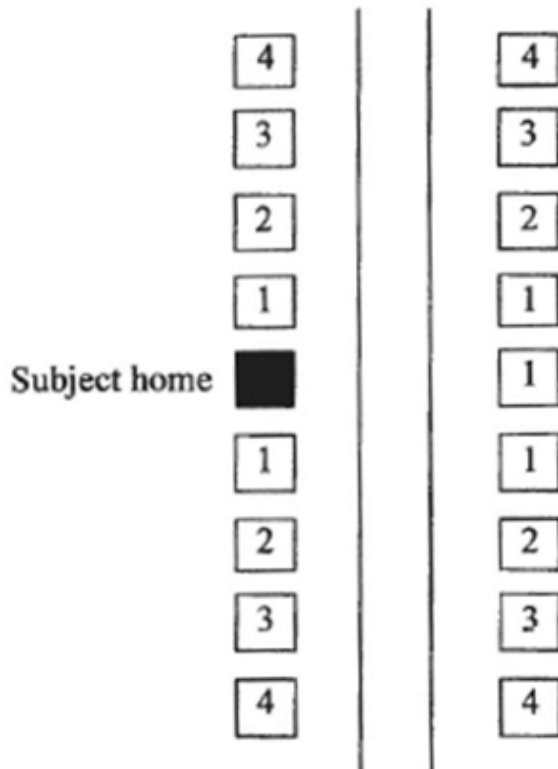
ARCHITECTURAL STANDARDS

The perimeter lot requirements and internal lot requirements (including window treatments) identified in the Whitestown UDO do not apply.

The floor plans and facades requirements of Section 7.3 the Whitestown UDO, as adopted in 2017, are applicable, except for roof requirements and anti-monotony. The anti-monotony requirements of the PUD shall be as follows:



MONOTONY CODE GRAPHIC



- 1** Home cannot be of the same elevation of the same plan as the Subject home. Must be a different color package.
- 2** Home cannot be of the same elevation of the same plan as the Subject home. Cannot be the identical color package as the Subject home but may have the same brick.
- 3** Home may be of the same plan and elevation as the Subject home, but must be a different color package.
- 4** May be identical to Subject home.

GARAGES

The width and placement of attached garages shall conform to the following:

- (a) The width of a garage door shall not exceed 70% of the width of the primary structure.
- (b) A garage for a traditional single-family dwelling oriented to families in the Single-family Residential Area may extend forward of the primary structure by 6 feet. No more than 20% of these lots shall be allowed to have a garage that protrudes over 6 feet. When a garage protrudes beyond 6-feet from the primary structure, the garage width will be under 60% of the front width of the home.
- (c) A garage for a dwelling oriented to empty nesters, whether in the Single-family Residential Area or the Future Development Area, may extend forward of the primary structure by 12 feet.

PARKING

Each home shall be provided with an attached, 2-car garage.

AMENITIES AND SCREENING

A playground will be provided in common area for the single-family residential, rather than a full Amenity Center.

If located in front of buildings, air conditioning compressors, satellite dishes larger than twenty-four (24) inches in diameter, and utility boxes shall be screened from view from public streets.







Exhibit 7

TOWNHOMES ARCHITECTURAL BUILDING REQUIREMENTS

GENERAL DESIGN GOALS

Building designs shall minimize the effects of size and scale by highlighting individual dwelling unit's separate entrances, use of variable roof lines, door and window openings, façade protrusions or recesses, and use of porticos, overhangs and arches. Mechanicals should be hidden or screened from view. Accessory structures should be compatible with principle structures in terms of character, roof shape, building material, color, and architectural detail. Building façades shall have unified and complimentary finished materials. Acceptable materials include glass, cultured stone, stucco, brick, wood and vinyl. Exterior entrances should be clearly defined and visible by using distinct materials.

Buildings shall avoid long, monotonous, uninterrupted walls or roof planes. No wall shall have a blank uninterrupted length exceeding sixty (60) feet without a minimum two (2) foot recess or bump-out change in plane.

Buildings shall also incorporate at least two (2) architectural elements such as gables, chimneys, balconies, changes in wall plane or other architectural elements on any façade that faces a walkway or is visible from any public street or circulation drive.

Building façade colors shall not include the use of high intensity colors. Metallic colors on façades and roofs are not permitted.

Buildings shall be constructed generally in accordance with the conceptual representations contained within the photographic exhibits attached hereto.

BUILDING EXTERIOR

The exposed exterior wall area, exclusive of door, window, and covered porch, breezeways and corridors, shall be brick, masonry veneer, stucco, or other similar low maintenance cementitious material, similar low-maintenance material or vinyl. Allowed masonry material shall be:

- (a) Hard fired stacked in place, mortared joints, face or building brick with a minimum nominal depth of three (3) inches.
- (b) Stone material consisting of granite, sandstone, slate, limestone, marble or other hard and durable all weather stone; or
- (c) Split faced, fluted, sandblasted, glazed or textured concrete masonry units; or
- (d) Stucco or other similar cementitious material.

Vinyl siding and/or aluminum siding shall be permitted, and shall be permissible for gutters, eaves, cornices, or other decorative architectural features. Vinyl siding shall consist of a higher-grade vinyl material of at least 0.04 inch thickness.

Patios fronting on, and level with, a public street shall be screened from the street with material compatible with the architectural character of the project or with shrubs.

ROOF ARTICULATION

Roof articulation, such as changes in plane or use of traditional roof forms, shall be incorporated into the design. Articulation may be achieved by changes in plane of no less than two (2) feet and/or the use of traditional roof forms including, but not limited to gables, hips and dormers.

Roof slopes shall have a pitch between 4:12 and 14:12. Shed roofs (single-plane pitched roofs) are permitted only when the ridge is attached to an exterior wall of a building, and shall conform to pitch between 4:12 and 12:12. Flat roofs are permitted when consistent with the style of architecture, if edged by a railing or parapet, and if rooftop mechanical equipment is either visually integrated into the overall design of the building. Mechanical equipment shall be screened from view, at five (5) feet above ground level.

PARKING

Garages and/or carports shall be constructed with compatible architectural treatment with other site elements, including pitched roofs, enclosed gables and roof materials that match the main buildings.

AMENITIES AND SCREENING

The townhomes area may not have a full Amenity Center.

Storage areas, air conditioning compressors, loading areas, roof objects, trash containers, satellite dishes larger than twenty-four (24) inches in diameter, utility boxes, and maintenance facilities shall either be housed in closed buildings or otherwise screened from view from public streets. Such screening shall include landscaping or permanent fences or solid materials.

