

BATTLE CREEK SOUTH OF GRANGER STREET (69.32 Acres)

**NORTH AND EAST OF THE NORTHEAST CORNER
OF THE BROKEN ARROW EXPRESSWAY AND ASPEN (145th East Avenue)**

PLANNED UNIT DEVELOPMENT NO. 94-O, REVISED

an amendment of PUD No. 94

TEXT

SEPTEMBER 24, 2010

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I. Development Concept

The property which is the subject of this application for amendment of PUD No. 94 (designated as PUD No. 94-O, Revised), consists of 69.32 acres (net), located north and east of the northeast corner of the intersection of the Broken Arrow Expressway and Aspen (145th East Avenue) in the City of Broken Arrow, Oklahoma and is hereinafter referred to as the "Subject Property".

The Subject Property is a part of PUD No. 94, comprising 786.5 acres known as "Battle Creek", which was approved by the Broken Arrow City Council in 1995. Battle Creek was planned as a mixed use development including single family and multifamily residential uses, office and retail uses and as the centerpiece, included an 18 hole championship golf course. The Broken Arrow Comprehensive Plan as adopted September 2, 1997 and as amended March 17, 2003, incorporated the previously approved PUD No.94.

The Subject Property includes 56.87 acres owned by REIP, L.L.C., an Oklahoma limited liability company, ("REIP") located south of Granger Street but does not include the property owned by REIP which was the subject property of BAPC 105 (an amendment to the Comprehensive Plan approved by the City Council on January 5, 2010) and PUD No. 94-P (an amendment to PUD No. 94 approved by the City Council on June 7, 2010). BAPC 105 designated 18.11 acres (net) adjoining the Broken Arrow Expressway as Level 3 Intensity, and PUD No. 94-P implemented BAPC 105 by permitting use of a net 17.99 acres for an apartment development.

The balance of the PUD No. 94-O Subject Property consists of 12.45 acres owned by the City of Broken Arrow ("City Tract"), which was conveyed to the City of Broken Arrow by REIP in 2007 pursuant to an exchange agreement providing for the relocation of two golf holes of the Battle Creek Golf Course.

As requested by the City of Broken Arrow, BACP 111 was submitted seeking to change the designation of two small tracts presently owned by REIP, previously a part of the Battle Creek Golf Course but not included in BACP 105, from Public Recreation to Level 6 Intensity and to change the designation of the City Tract from Level 6 Intensity to Public Recreation. BACP 111 was approved by the City Council on June 7, 2010.

PUD No. 94-O, Revised is intended to amend PUD No. 94 to achieve consistency with the Comprehensive Plan to be amended as set forth within BAPC 105 and BACP 111, to achieve consistency with the relocation of the two golf holes, to provide for the planned collector street extending from Aspen to a point of connection with the west terminus of the existing collector located within the St. John Hospital campus, and to provide for the designation of additional retail areas in proximity to the St. John Hospital campus.

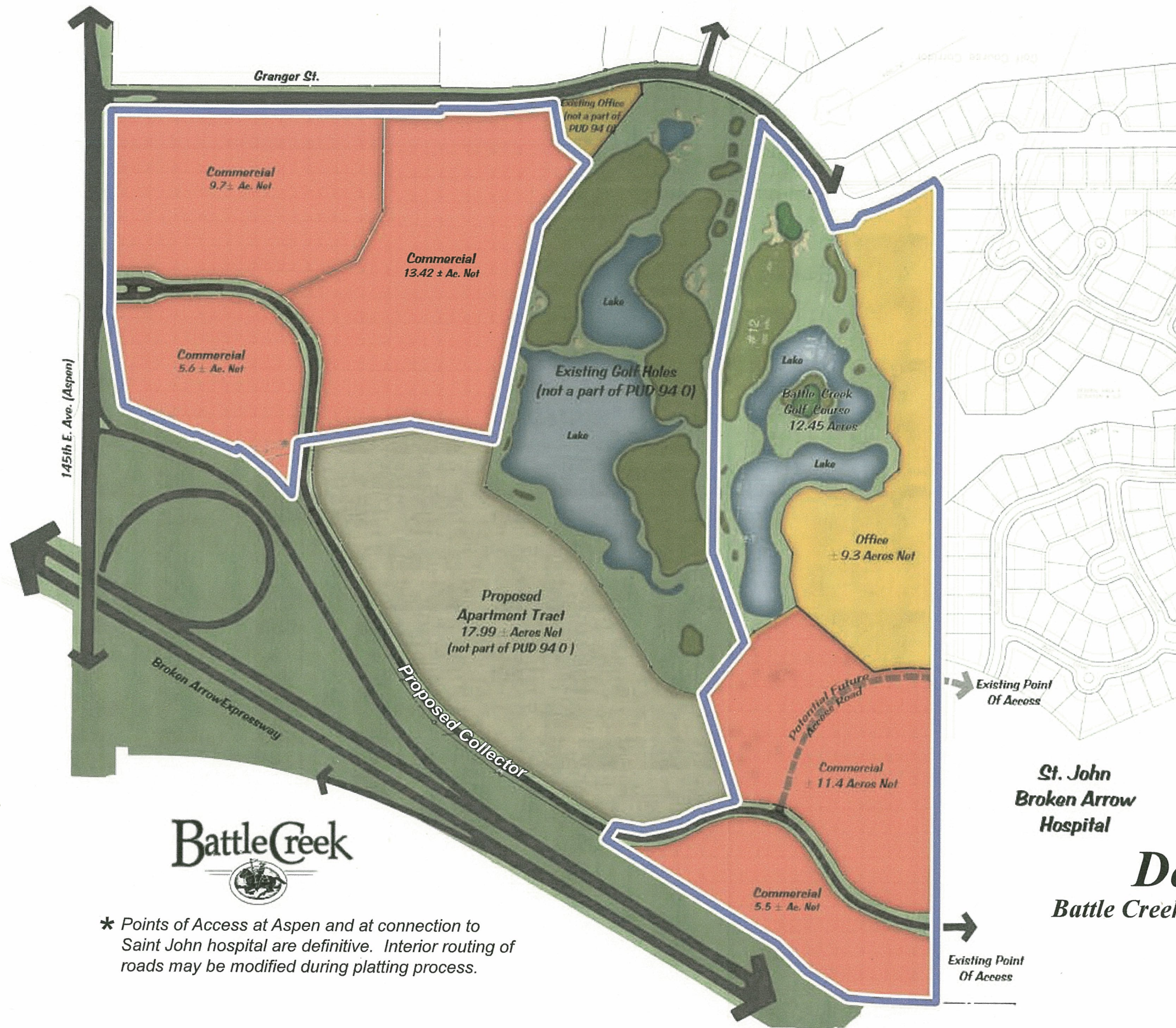
As originally submitted, the Conceptual Development Plan included with the text for PUD

94-O inadvertently designated as “Office” a 13.42 acre (net) tract located on the south side of Granger a distance of approximately 800 feet east of Aspen. (The 13.42 acre tract in the original PUD 94 and to the present date has been designated as “Commercial/Office”.) The Broken Arrow Planning Commission, in its meeting of May 13, 2010, recommended approval of PUD No. 94-O. Prior to the vote of the City Council on PUD No. 94-O in its meeting of June 7, 2010, the Applicant advised the City Staff that it was the intention of REIP that the 13.42 acres retain its designation as Commercial. Accordingly, City staff recommended, and the City Council voted to send PUD 94-O back to the Planning Commission in order that the application could be revised to designate the 13.42 acre tract as Commercial and to give new notice.

This application further revises PUD No. 94-O as originally submitted to incorporate changes to the design statement recommended by staff in its report to the Planning Commission for the May 13, 2010 Planning Commission meeting and to provide for alternative fencing along the common boundary of the planned unit development and the golf course upon approval by the Planning Commission at detail site plan review.

The proposed commercial uses and intensity of use and relevant development standards are hereinafter set forth. The format of the initial PUD No.94 has been substantially followed.

The proposed commercial uses and intensity of use are consistent with the underlying zoning existing at the time of the initial approval of the Battle Creek planned unit development, and no change of the underlying zoning (currently CG) is proposed.



* Points of Access at Aspen and at connection to Saint John hospital are definitive. Interior routing of roads may be modified during platting process.

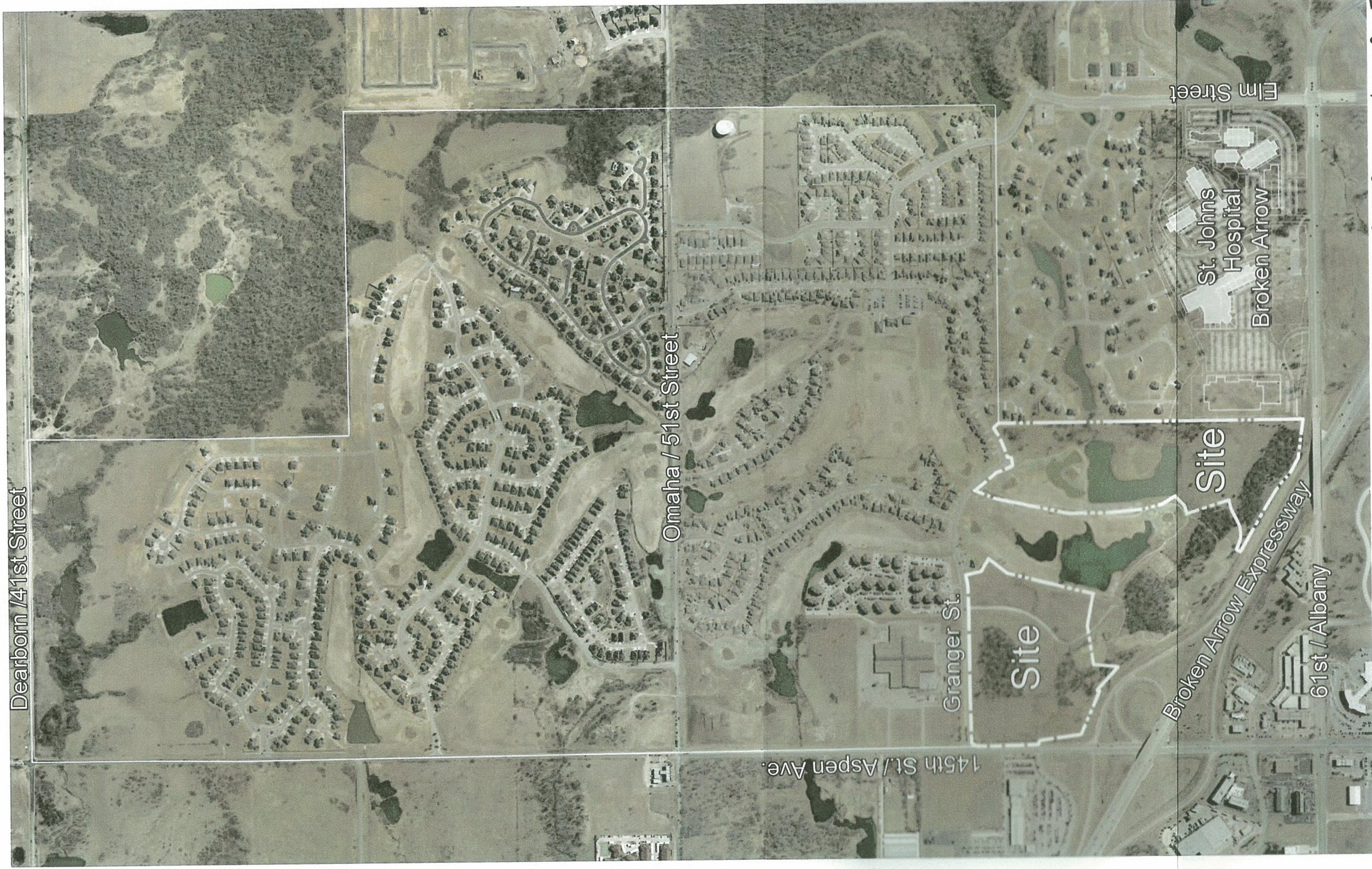
St. John
Broken Arrow
Hospital

Conceptual Development Plan

Battle Creek South of Granger - 69.32 Acres

Exhibit A
PUD 94-O
Revised

Dearborn / 41st Street



Proximity Aerial *Exhibit B*

PUD 94-O

Revised

II. Development Standards - Commercial

Permitted Uses:	As permitted within a C-2 District, as existing on 1.31.08
Maximum Floor Area	.415 floor area ratio
Maximum Building Height	No limitations
Minimum Internal Landscaped Open Space	10% of net lot area
Minimum Building Setbacks:	
From abutting public streets	50 feet
From abutting residential lot	50 feet
From Battle Creek Golf Course	30 feet
From office development area	20 feet
From interior lot lines.	0 feet
Minimum Off-street Parking Spaces:	One space per 200 sq.ft. of floor area
Other Bulk and Area Requirements:	As required within a C-2 District as existing on 1.31.08

III. Development Standards - Office

Permitted Uses:	As permitted within an O-2 District, as existing on 1.31.08
Maximum Floor Area	.326 floor area ratio
Maximum Stories:	2 stories
Maximum Building Height	35 feet
Minimum Internal Landscaped Open Space	10% of net lot area

Minimum Building Setbacks:

From abutting public streets	50 feet
From abutting residential lot	50 feet
From Battle Creek Golf Course	30 feet
From commercial development area	20 feet
From interior lot lines.	0 feet

Minimum Off-street Parking Spaces:	One space per 300 sq.ft. of floor area
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Other Bulk and Area Requirements:	As required within an O-2 District as existing on 1.31.08
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IV. General Development Standards

A. Landscaping, Fencing and Lighting

Landscaping, fencing and lighting throughout the planned unit development, shall meet the requirements of the applicable provisions of the Broken Arrow Zoning Code, as existing on 1.31.08, provided however, an ornamental metal fence having the appearance of wrought iron and not less than 6 feet in height with brick columns no more than 50 feet on center, shall be provided along the common boundary of the planned unit development and the Battle Creek Golf Course. Alternative fencing plans shall be permitted if approved by the Planning Commission at detail site plan review.

B. Signs and Exterior Building Materials

Signs and exterior building materials shall meet the requirements of the applicable provisions of the Broken Arrow Zoning Code as existing on 1.31.08.

C. Site Plan Review

Development areas may be developed in phases, and no building permit shall issue until a detailed site plan (including landscaping) of the proposed improvements has been submitted to the City of Broken Arrow and approved as being in compliance with the development concept and the development standards. No certificate of occupancy shall issue for a building until the landscaping of the applicable phase of development has been installed in accordance with a landscaping plan and phasing schedule submitted to and approved by the City of Broken Arrow.

D. Platting Requirement

Development areas may be developed in phases, and no building permit shall issue until the development phase for which a permit is sought has been included within a subdivision plat submitted to and approved by the City of Broken Arrow Planning Commission and the Broken Arrow City Council and duly filed of record. The required subdivision plat shall include covenants of record implementing the development standards of the approved planned unit development, and the City of Broken Arrow shall be a beneficiary thereof.

E. Other Requirements

The requirements of PUD 94 as currently existing which are not amended as above set forth shall remain applicable.

V. Expected Schedule of Development

Development will occur as market conditions permit.

VI. Legal Description

Exhibit C - Legal (69.32 acres)

EXHIBIT C

PUD 94-O, Revised

LEGAL DESCRIPTION

A tract of land located in the west-half of Section 34, Township 19 North, Range 14 East of the Indian Base Meridian, Broken Arrow, Tulsa County, Oklahoma, more particularly described as:

Commencing at the Northwest Corner of Section 34; Thence South 2,407.28 feet; Thence East 63.05 feet to a point said point being the intersection of the South Right of Way of West Granger Street and the East Right of way of Aspen Avenue to the **Point of Beginning**;

Thence N89°55'20"E along the south right of way of West Granger Street a distance of 1024.95 feet;

Thence N00°04'21"W along said right of way a distance of 10.00 feet;

Thence N89°55'20"E along said right of way a distance of 150.88 feet;

Thence along a curve to the left said curve having a radius of 1225.97 feet a central angle of 09°32'37", a length of 204.21 feet a chord bearing of N85°09'01"E, and a chord length of 203.97 feet;

Thence S09°37'13"E a distance of 120.88 feet;

Thence S52°06'54"E a distance of 105.03 feet;

Thence S37°47'15"W a distance of 244.67 feet;

Thence S11°15'48"W a distance of 682.16 feet;

Thence S11°20'43"W a distance of 150.56 feet;

Thence S57°18'34"E a distance of 196.66 feet;

Thence along a curve to the right, said curve having a radius of 639.91 feet, a central angle of 25°44'46", a length of 287.55 feet, a chord bearing of S44°26'11"E, a chord distance of 285.13 feet;

Thence S31°33'55"E a distance of 274.79 feet;

Thence along a curve to the left said curve having a radius of 200.00 feet a central angle of 58°29'22", a length of 204.17 feet a chord bearing of S60°48'35"E, and a chord length of 195.42 feet;

Thence N39°01'15"E a distance of 251.64 feet;

Thence N58°26'58"E a distance of 156.76 feet;

Thence N16°02'16"W a distance of 86.38 feet;

Thence N04°07'07"E a distance of 84.46 feet;

Thence N 28°20'57"W a distance of 71.70 feet;

Thence N05°19'06"E a distance of 49.28 feet;

Thence along a curve to the right, said curve having a radius of 102.03 feet, a central angle of 63°18'41", a length of 112.74 feet, a chord bearing of N36°58'27"E, a chord distance of 107.09 feet;

Thence N 75°01'59"E a distance of 25.63 feet;

Thence S68°58'10"E a distance of 40.67 feet;

Thence N86°37'03"E a distance of 71.22 feet;

Thence S64°21'46"E a distance of 70.91 feet;

Thence N 62°42'07"E a distance of 59.58 feet;

Thence N02°27'14"E a distance of 26.51 feet;

Thence N47°47'20"E a distance of 60.94 feet;

Continued . . .

Thence N 05°08'57"E a distance of 60.80 feet;
Thence N36°53'22"W a distance of 67.61 feet;
Thence N03°26'48"E a distance of 140.65 feet;
Thence N36°28'26"W a distance of 101.81 feet;
Thence N17°46'54"W a distance of 147.35 feet;
Thence N03°24'04"W a distance of 134.73 feet;

Thence along a curve to the right, said curve having a radius of 268.63 feet, a central angle of 33°01'28", a length of 154.83 feet, a chord bearing of N24°51'31"W, a chord distance of 152.70 feet;

Thence N79°35'02"E a distance of 60.01 feet;
Thence N31°52'19"E a distance of 36.97 feet;

Thence along a curve to the left said curve having a radius of 612.54 feet a central angle of 16°05'03", a length of 171.95 feet a chord bearing of N67°46'42"E, and a chord length of 171.39 feet;

Thence N 59°39'23"E a distance of 87.86 feet;
Thence S 30°21'24"E a distance of 31.19 feet;
Thence S00°07'14"E a distance of 2530.45 feet, to a point on the north right of way of Oklahoma State Highway 51;
Thence S 89°59'23"W, along said right of way, a distance of 157.42 feet;
Thence N82°44'19"W, along said right of way, a distance of 117.77 feet;
Thence N58°55'15"W, along said right of way, a distance of 158.07 feet;
Thence N47°36'41"W, along said right of way, a distance of 127.50 feet;
Thence N58°55'14"W, along said right of way, a distance of 639.18 feet;
Thence N58°55'14"W, along said right of way, a distance of 363.93 feet;
Thence N52°22'27"W, 267.94 feet;

Thence along a curve to the right, said curve having a radius of 1281.83 feet, a central angle of 13°02'43", a length of 291.85 feet, a chord bearing of N34°24'00"W, a chord distance of 291.22 feet;

Thence N30°03'33"W, along said right of way, a distance of 429.39 feet;

Thence along a curve to the left, said curve having a radius of 667.02 feet, a central angle of 28°27'44", a length of 331.55 feet, a chord bearing of N44°22'45"W, a chord distance of 327.95 feet;

Thence S31°18'02"W, along said right of way, a distance of 10.00 feet;
Thence N68°07'19"W, along said right of way, a distance of 374.62 feet to a point on the eastern right of way of Aspen Avenue;
Thence N09°34'49"W, along said right of way, a distance of 281.66 feet;
Thence N00°04'22"W, along said right of way, a distance of 638.04 feet to the **Point of Beginning**, said tract containing 3,338,462.18 square feet or ± 77.79 acres more or less.

AND

A TRACT OF LAND BEING A PART OF THE NORTHWEST QUARTER (NW/4) AND THE SOUTHWEST QUARTER (SW/4) OF SECTION THIRTY-FOUR (34), TOWNSHIP NINETEEN (19) NORTH, RANGE FOURTEEN (14) EAST OF THE INDIAN BASE AND MERIDIAN, ACCORDING TO THE U.S. GOVERNMENT SURVEY THEREOF, CITY OF BROKEN ARROW, TULSA COUNTY, OKLAHOMA, SAID TRACT OF LAND BEING DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHWEST CORNER OF SAID NW/4; THENCE DUE NORTH ALONG THE WEST LINE OF SAID NW/4 FOR 230.00 FEET TO A POINT ON THE SOUTH RIGHT-OF-WAY LINE OF WEST GRANGER STREET, A PUBLICLY DEDICATED STREET; THENCE NORTH 89°59'41" EAST ALONG SAID SOUTH RIGHT-OF-WAY LINE FOR 1084.94 FEET; THENCE DUE NORTH ALONG SAID SOUTH RIGHT-OF-WAY LINE FOR 10.00 FEET; THENCE NORTH 89°59'41" EAST ALONG SAID SOUTH RIGHT-OF-WAY LINE FOR 150.88 FEET TO A POINT OF CURVE; THENCE EASTERLY AND NORTHEASTERLY ALONG SAID SOUTH RIGHT-OF-WAY LINE AND ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 1225.97 FEET AND A CENTRAL ANGLE OF 17°53'12" FOR 382.73 FEET TO A POINT OF REVERSE CURVE; THENCE NORTHEASTERLY, EASTERLY, AND SOUTHEASTERLY ALONG SAID SOUTH RIGHT-OF-WAY LINE AND ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 500.00 FEET AND A CENTRAL ANGLE OF 61°26'48" FOR 539.08 FEET TO THE POINT OF BEGINNING OF SAID TRACT OF LAND; THENCE SOUTHEASTERLY ALONG SAID SOUTH RIGHT-OF-WAY LINE AND ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 500.00 FEET AND A CENTRAL ANGLE OF 5°31'18" FOR 48.19 FEET TO A POINT OF TANGENCY; THENCE SOUTH 40°35'45" EAST ALONG SAID SOUTH RIGHT-OF-WAY LINE FOR 132.37 FEET TO A POINT OF CURVE; THENCE SOUTHEASTERLY ALONG SAID SOUTH RIGHT-OF-WAY LINE AND ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 340.00 FEET AND A CENTRAL ANGLE OF 32°19'22" FOR 191.81 FEET TO A POINT OF REVERSE CURVE; THENCE SOUTHEASTERLY ON A CURVE TO THE LEFT HAVING A RADIUS OF 268.63 FEET AND A CENTRAL ANGLE OF 33°01'28" FOR 154.83 FEET; THENCE SOUTH 03°19'40" EAST FOR 134.73 FEET; THENCE SOUTH 17°42'30" EAST FOR 147.35 FEET; THENCE SOUTH 38°24' 02" EAST FOR 101.81 FEET; THENCE SOUTH 03°31'12" WEST FOR 140.85 FEET; THENCE SOUTH 36°48'58" EAST FOR 67.61 FEET; THENCE SOUTH 05°13'21" WEST FOR 60.80 FEET; THENCE SOUTH 47°51'44" WEST FOR 60.94 FEET; THENCE SOUTH 02°31'38" WEST FOR 26.51 FEET; THENCE SOUTH 82°48'31" WEST FOR 59.58 FEET; THENCE NORTH 84°17'22" WEST FOR 70.91 FEET; THENCE SOUTH 88°41'27" WEST FOR 71.22 FEET; THENCE NORTH 58°53'46" WEST FOR 40.87 FEET; THENCE SOUTH 75°08'23" WEST FOR 25.63 FEET; THENCE SOUTH 68°42'11" WEST FOR 0.00 FEET TO A POINT OF CURVE; THENCE SOUTHWESTERLY ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 102.03 FEET AND A CENTRAL ANGLE OF 63°18'41" FOR 112.74 FEET TO A POINT OF TANGENCY; THENCE SOUTH 05°23'30" WEST FOR 49.28 FEET; THENCE SOUTH 28°15'33" EAST FOR 71.70 FEET; THENCE SOUTH 04°11'31" WEST FOR 84.46 FEET; THENCE SOUTH 15°56'14" EAST FOR 86.47 FEET; THENCE SOUTH 58°31'22" WEST FOR 156.76 FEET; THENCE SOUTH 39°26'54" WEST FOR 100.10 FEET; THENCE NORTH 02°52'07" EAST FOR 71.47 FEET; THENCE NORTH 20°23'27" WEST FOR 243.84 FEET; THENCE NORTH 00°54'25" EAST FOR 588.83 FEET; THENCE NORTH 11°21'01" EAST FOR 736.73 FEET; THENCE NORTH 36°48'56" EAST FOR 64.18 FEET TO THE POINT OF BEGINNING OF SAID TRACT OF LAND.

CONTAINS 542,476 SQUARE FEET OR 12.454 ACRES, MORE OR LESS.

LESS AND EXCEPT :

A TRACT OF LAND IN THE WEST HALF (W/2) OF SECTION 34, TOWNSHIP 19 NORTH, RANGE 14 EAST OF THE INDIAN BASE AND MERIDIAN, BROKEN ARROW, TULSA COUNTY, OKLAHOMA, MORE PARTICULARLY DESCRIBED AS FOLLOWS, TO-WIT:

COMMENCING AT THE NORTHWEST CORNER OF SECTION 34. THENCE S 01°22'38"E ALONG THE WEST LINE OF SAID SECTION A DISTANCE OF 2317.72 FEET. THENCE N 88°37'24"E A DISTANCE OF 1703.33 FEET TO THE NORTHEAST CORNER OF LOT 1, BLOCK 1, 5TH GREEN OFFICE PARK, PLAT NUMBER 5336. THE S 06°43'07"E ALONG THE EAST LOT LINE A DISTANCE OF 34.57 FEET. THENCE S 36°29'01"W A DISTANCE OF 268.49 FEET TO THE MOST SOUTHERLY CORNER OF SAID LOT 1. THENCE CONTINUING S 36°29'01"W A DISTANCE OF 244.67 FEET. THENCE S 09°58'27"W A DISTANCE OF 636.56 FEET TO THE POINT OF BEGINNING. THENCE CONTINUING S 09°58'27"W A DISTANCE OF 196.28 FEET. THENCE S 58°36'43"E A DISTANCE OF 196.47 FEET. THENCE ALONG A CURVE TO THE RIGHT WITH A CENTRAL ANGLE OF 25°44'31", A RADIUS OF 640.00 FEET, A LENGTH OF 287.54 FEET, A CHORD BEARING OF S 45°44'28"E AND A CHORD DISTANCE OF 285.13 FEET. THENCE S 32°52'10"E A DISTANCE OF 274.79 FEET. THENCE ALONG A CURVE TO THE LEFT WITH A CENTRAL ANGLE OF 64°07'11", A RADIUS OF 200.00 FEET, A LENGTH OF 223.82 FEET, A CHORD BEARING OF S 64°55'45"E AND A CHORD DISTANCE OF 212.32 FEET. THENCE S 17°14'16"E A DISTANCE OF 332.90 FEET. THENCE S 06°26'51"W A DISTANCE OF 47.64 FEET. THENCE S 08°34'11"E A DISTANCE OF 40.00 FEET. THENCE IN A SOUTHWESTERLY DIRECTION ALONG A CURVE TO THE LEFT WITH A CENTRAL ANGLE OF 15°13'28", A RADIUS OF 350.00 FEET, A LENGTH OF 93.00 FEET, A CHORD BEARING OF S 73°49'06"W AND A CHORD DISTANCE OF 92.73 FEET TO A POINT OF REVERSE CURVE. THENCE ON A CURVE TO THE RIGHT WITH A CENTRAL ANGLE OF 53°34'09", A RADIUS OF 350.00 FEET, A LENGTH OF 327.24 FEET, A CHORD BEARING OF N 87°00'34"W AND A CHORD DISTANCE OF 315.45 FEET. THENCE S 29°46'31"W A DISTANCE OF 40.00 FEET. THENCE N 60°13'29"W A DISTANCE OF 363.93 FEET. THENCE N 53°40'41"W A DISTANCE OF 267.94 FEET. THENCE ALONG A CURVE TO THE RIGHT WITH A CENTRAL ANGLE OF 11°04'36", A RADIUS OF 1183.24 FEET, A LENGTH OF 228.75 FEET, A CHORD BEARING OF N 36°54'05"W AND A CHORD DISTANCE OF 228.39 FEET. THENCE N 31°21'47"W A DISTANCE OF 492.45 FEET. THENCE ALONG A CURVE TO THE LEFT WITH A CENTRAL ANGLE OF 00°50'18", A RADIUS OF 662.96 FEET, A LENGTH OF 9.70 FEET, A CHORD BEARING OF N 31°46'56"W AND A CHORD DISTANCE OF 9.70 FEET. THENCE N 58°38'13"E A DISTANCE OF 40.07 FEET. THENCE ALONG A CURVE TO THE RIGHT WITH A CENTRAL ANGLE OF 39°30'05", A RADIUS OF 350.00 FEET, A LENGTH OF 241.30 FEET, A CHORD BEARING OF N 11°36'45"W AND A CHORD DISTANCE OF 236.55 FEET. THENCE N 79°30'28"E A DISTANCE OF 463.48 FEET. THENCE S 80°01'34"E A DISTANCE OF 135.31 FEET TO THE POINT OF BEGINNING. CONTAINING 20.92 ACRES, MORE OR LESS