

ORDINANCE NO. 07-09-11

AN ORDINANCE AMENDING ZONING ORDINANCE NO. 05-03-08-A (ADOPTED ON MARCH 8, 2005 AND ATTACHED HERETO AS EXHIBIT A) AS PREVIOUSLY AMENDED BY ZONING ORDINANCE 06-08-22-A (ADOPTED ON AUGUST 22, 2006) AND ATTACHED HERETO AS EXHIBIT B SO AS TO APPROVE AMENDED DEVELOPMENT STANDARDS ATTACHED HERETO AS EXHIBIT C, AND SUBSTITUTE SAID AMENDED DEVELOPMENT STANDARDS FOR THE PRIOR DEVELOPMENT STANDARDS ATTACHED TO AND INCORPORATED IN ORDINANCE NO. 06-08-22-A; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Planning and Zoning Commission of the City of Bee Cave and the City Council of the City of Bee Cave, in compliance with the laws of the State of Texas, with reference to the granting of zoning classifications and changes, have given the requisite notices by publication and otherwise, and have held two hearings and afforded a full and fair hearing to all property owners generally and to all persons interested and situated in the affected area and in the vicinity thereof, and the City Council of the City of Bee Cave is of the opinion and finds that this zoning change should be granted and that Ordinance No. 05-03-08-A as previously amended by Ordinance No. 06-08-22-A should be amended as set forth herein;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF BEE CAVE, TEXAS:

SECTION 1. That Ordinance No. 05-03-08-A, as previously amended by Ordinance No. 06-08-22-A be and the same is hereby amended so as to substitute and incorporate the Amended Development Standards attached hereto as Exhibit C for the prior Development Standards attached as Exhibit C to Ordinance No. 06-08-22-A.

SECTION 2. That all remaining terms, provisions and requirements of Ordinance No. 05-03-08-A, as previously amended by Ordinance No. 06-08-22-A remain in full force and effect.

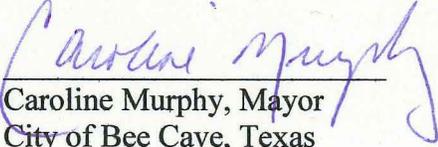
SECTION 3. That Ordinance No. 05-03-08-A as amended by Ordinance No. 06-08-22-A and as further amended by this Ordinance is approved as an acceptable substitute to the "Zoning Ordinance" for the Galleria Project referenced in the "Chapter 380 Economic Development Agreement between the Village of Bee Cave Texas and HCG Master Ground Lease L.P." executed by the City on August 11, 2005 (the "Galleria Economic Development Agreement").

SECTION 4. That should any sentence, paragraph, subdivision, clause, phrase or section of this ordinance be adjusted or held to be unconstitutional, illegal or invalid, the same shall not affect the validity of this ordinance as a whole or any part or provision thereof, other than the part so declared to be invalid, illegal or unconstitutional, and shall not affect the validity of Chapter 14, Zoning, of the City of Bee Cave Code of Ordinances and Map as a whole.

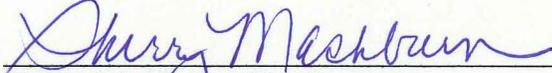
SECTION 5. That this ordinance shall take effect immediately from and after its passage and the publication as required by law.

DULY PASSED by the City Council of the City of Bee Cave, Texas, on the 11th day of August, 2007.

4/11/07


Caroline Murphy, Mayor
City of Bee Cave, Texas

ATTEST:


Sherry Mashburn, City Secretary
City of Bee Cave, Texas

(SEAL)

APPROVED AS TO FORM:


Patty L. Akers, City Attorney
City of Bee Cave

ORDINANCE NO. 05-03-08-A

AN ORDINANCE OF THE VILLAGE OF BEE CAVE, TEXAS AMENDING THE COMPREHENSIVE ZONING ORDINANCE AND MAP, ORDINANCE NO. 01-08-14A (ADOPTED ON AUGUST 14, 2001), AS HERETOFORE AMENDED, SO AS TO GRANT A CHANGE OF ZONING FROM CURRENT ZONING AS PLANNED DEVELOPMENT TOWN CENTER DISTRICT, NEIGHBORHOOD SERVICES, OFFICE, RETAIL AND PUBLIC TO PLANNED DEVELOPMENT DISTRICT FOR APPROXIMATELY 156.088 ACRES OF LAND MORE PARTICULARLY DESCRIBED IN EXHIBIT "A" ATTACHED HERETO; APPROVING A CONCEPT PLAN, ATTACHED AS EXHIBIT "B"; PROVIDING SPECIAL DEVELOPMENT STANDARDS AND CONDITIONS, ATTACHED AS EXHIBIT "C"; PROVIDING A SEVERABILITY CLAUSE; PROVIDING FOR A PENALTY OF A FINE NOT TO EXCEED THE SUM OF TWO THOUSAND DOLLARS (\$2,000.00) FOR EACH OFFENSE, AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Planning and Zoning Commission of the Village of Bee Cave and the Board of Aldermen of the Village of Bee Cave, in compliance with the laws of the State of Texas, with reference to the granting of zoning classifications and changes, have given the requisite notices by publication and otherwise, and have held due hearings and afforded a full and fair hearing to all property owners generally and to all persons interested and situated in the affected area and in the vicinity thereof, and the Board of Aldermen of the Village of Bee Cave is of the opinion and finds that said zoning change should be granted and that the Comprehensive Zoning Ordinance and Map should be amended as set forth herein; and

WHEREAS, the Village recognizes that the majority of the land covered by the zoning application is the subject of pending litigation which alleges that prior development rights exist against the property which could allow more intensive development of the Land than is proposed by the zoning applicants (collectively "HCG") in this development; and

WHEREAS, the development proposed by HCG complies with the current Village ordinances except as modified by the Planned Development Standards and is far more compliant with current ordinances than a prior proposed development which is the subject of the litigation; and

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE VILLAGE OF BEE CAVE, TEXAS:

SECTION 1. That the Comprehensive Zoning Ordinance and Map of the Village of Bee Cave, Texas, be and the same are hereby, amended so as to grant a change of zoning from Planned Development District Town Center, Neighborhood Services, Office, Retail, and Public to a Planned Development District for those certain tracts of real property ("Property")

consisting of approximately 156.088 acres, and described in Exhibit "A" attached hereto and made a part hereof for all purposes. The Property shall be a Planned Development District pursuant to, and subject to compliance with, the terms and conditions of the Village Comprehensive Code of Ordinances except as modified by the Planned Development Standards attached hereto as Exhibit "C" which exhibit is incorporated herein for all purposes.

SECTION 2. That the concept plan for this Planned Development District which is attached hereto as Exhibit "B" and made a part hereof for all purposes and the same is hereby approved for said Planned Development District as required by Chapter 14, of the Comprehensive Code of Ordinances of the Village of Bee Cave, Texas. Any proposed use or development depicted on the concept plan shall not be deemed authorized or approved by the Village of Bee Cave until a final site plan is approved for such use and/or development in accordance with the terms and conditions of Chapter 14 of the Comprehensive Code of Ordinances. The concept plan can only be amended in accordance with the requirements of Chapter 14, of the Comprehensive Code of Ordinances.

SECTION 3. That the granting of this Planned Development District is subject to all applicable development regulations contained in the Code of Ordinances of the Village of Bee Cave, except as modified herein including, without limitation Chapter 14 as well as the following special conditions:

- a. That the Planned Development shall be constructed in accordance with the concept plan, which is attached hereto as Exhibit "B", as same may be amended from time to time in accordance with Section 2 of this Ordinance, and with the detailed site plans, which must be submitted, reviewed and approved as required by Chapter 14 of the Code of Ordinances prior to any development taking place on the Property;
- b. That the Planned Development on the Property must comply with (i) the Development Standards applicable to land located in the Town Center Base Zoning District as set forth in Chapter 14 of the Code of Ordinances; except as same are modified by the terms of Exhibit "C" to this Ordinance; (ii) the Concept Plan for this Project as approved by the Board of Alderman (iii) as otherwise required by this Ordinance.
- c. That the detailed site plan(s) required for any specific development on the Property, and all development shown thereon, must conform to the approved Concept Plan and all other ordinances of the Village and must be approved by the Board of Aldermen prior to the issuance of any permit or certificate necessary to proceed with accomplishment of the development indicated on the Concept Plan; and
- d. That all of the requirements of the Code of Ordinances of the Village including, without limitation, Chapter 14 (the Zoning Ordinance), and Chapter 10 (the Subdivision Ordinance), shall apply to this Planned Development and the Property, except for those requirements, which are modified for the Planned Development in this Ordinance attached Exhibit "C".

SECTION 4. That should any sentence, paragraph, subdivision, clause, phrase or section of this ordinance be adjusted or held to be unconstitutional, illegal or invalid, the same shall not affect the validity of this ordinance as a whole or any part or provision thereof, other than the part so declared to be invalid, illegal or unconstitutional, and shall not affect the validity of Chapter 14, Zoning, of the Village of Bee Cave Code of Ordinances and Map as a whole.

SECTION. 5. That any person, firm or corporation violating any of the provisions of this ordinance or Chapter 14, Zoning, of the Code of Ordinances, as amended hereby, shall be deemed guilty of a misdemeanor and, upon conviction in the municipal court of the Village of Bee Cave, Texas, shall be punished by a fine not to exceed the sum of two thousand dollars (\$2,000.00) for each offense, and each and every day of any such violation shall be deemed to constitute a separate offense, in accordance with Section 1.106 of the Village's Code of Ordinances.

SECTION 6. That this ordinance shall take effect immediately from and after its passage and the publication of the caption.

8th **DULY PASSED** by the Board of Aldermen of the Village of Bee Cave, Texas, on the day of March, 2005.

APPROVED:

Zelda Auslander
By: Zelda Auslander
Title: Mayor Pro Tem

ATTEST:

Sherry Mashburn
Sherry Mashburn, City Secretary

[SEAL]

ORDINANCE NO. 06-08-22-A

AN ORDINANCE AMENDING ZONING ORDINANCE NO. 05-03-08-A (ADOPTED ON MARCH 8, 2005 AND ATTACHED HERETO AS EXHIBIT A) SO AS TO APPROVE AN AMENDED CONCEPT PLAN ATTACHED HERETO AS EXHIBIT B AND AMENDED DEVELOPMENT STANDARDS ATTACHED HERETO AS EXHIBIT C, AND SUBSTITUTE SAID AMENDED CONCEPT PLAN AND AMENDED DEVELOPMENT STANDARDS FOR THE PRIOR CONCEPT PLAN AND DEVELOPMENT STANDARDS ATTACHED TO AND INCORPORATED IN ORDINANCE NO. 05-03-08-A.

WHEREAS, the Planning and Zoning Commission of the Village of Bee Cave and the Board of Aldermen of the Village of Bee Cave, in compliance with the laws of the State of Texas, with reference to the granting of zoning classifications and changes, have given the requisite notices by publication and otherwise, and have held due hearings and afforded a full and fair hearing to all property owners generally and to all persons interested and situated in the affected area and in the vicinity thereof, and the Board of Aldermen of the Village of Bee Cave is of the opinion and finds that this zoning change should be granted and that Ordinance No. 05-03-08-A should be amended as set forth herein; and

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE VILLAGE OF BEE CAVE, TEXAS:

SECTION 1. That Ordinance No. 05-03-08-A, be and the same is hereby amended so as to substitute and incorporate the Amended Concept Plan attached hereto as Exhibit B for the Concept Plan attached as Exhibit B to Ordinance No. 05-03-08-A.

SECTION 2. That Ordinance No. 05-03-08-A, be and the same is hereby amended so as to substitute and incorporate the Amended Development Standards attached hereto as Exhibit C for the prior Development Standards attached as Exhibit C to Ordinance No. 05-03-08-A.

SECTION 3. That all remaining terms, provisions and requirements of Ordinance No. 05-03-08-A remain in full force and effect.

SECTION 4. That the Amended Concept Plan attached hereto as Exhibit B is approved as an acceptable substitute to the Concept Plan for the Galleria Project referenced in Section IV of the Chapter 380 Economic Development Agreement between the Village of Bee Cave, Texas and HCS Holding Company L.P. previously approved on December 14, 2004.

~~SECTION 5. That Ordinance No. 05-03-08-A as amended by this Ordinance is approved as an acceptable substitute to the "Zoning Ordinance" for the Galleria Project referenced in the "Chapter 380 Economic Development Agreement between the Village of Bee Cave Texas and HCG Master Ground Lease L.P." executed by the Village on August 11, 2005 (the "Galleria Economic Development Agreement"), and that the Lake Pointe screening wall reflected on the Amended Concept Plan attached hereto as Exhibit B is approved as an "alternate screening buffer" as defined in Section IV(9) of the Galleria Economic Development Agreement.~~

SECTION 6. That should any sentence, paragraph, subdivision, clause, phrase or section of this ordinance be adjusted or held to be unconstitutional, illegal or invalid, the same shall not affect the validity of this ordinance as a whole or any part or provision thereof, other than the part so declared to be invalid, illegal or unconstitutional, and shall not affect the validity of Chapter 14, Zoning, of the Village of Bee Cave Code of Ordinances and Map as a whole.

SECTION 7. That this ordinance shall take effect immediately from and after its passage and the publication of the caption.

DULY PASSED by the Board of Aldermen of the Village of Bee Cave, Texas, on the 22nd day of August, 2006.

APPROVED:

By: Caroline Murphy
Title: Mayor

ATTEST:

Sherry Mashburn
Sherry Mashburn, City Secretary

[SEAL]

Exhibit C

**PLANNED DEVELOPMENT STANDARDS AS AMENDED BY
ORDINANCE NO. 07-09-11**

The following development standards shall be applicable within this Planned Development. To the extent that any of the following standards conflict with other Village Ordinances, the following shall control. All development activity undertaken on the Property (the "Project"), shall comply with the development standards for TC – Town Center Base Zoning District in effect on January 26, 2005 ("The Applicable Town Center Development Standards"), except as modified by Section 14.156 of the City of Bee Cave Code of Ordinances or as modified herein, and with all other City zoning, subdivision and construction codes and requirements, except as modified herein. Capitalized terms contained herein shall be defined as indicated in these Planned Development Standards, as reflected on the Concept Plan or as defined in the City of Bee Cave Code of Ordinances, depending upon context.

1. General Project Design Requirements and Open Space

(a) The Project shall be designed and constructed as an open air mixed use, development that includes retail, restaurants, cinema, office, residential and potentially hotel uses as well as a City Hall, dedicated open spaces, an outdoor amphitheatre, extensive sidewalks, outdoor eating and seating areas, attractive water features, and a pedestrian trail system as depicted on the Concept Plan. The 45% of pervious cover depicted on the Concept Plan, which includes dedicated parkland and trail systems is sufficient to meet the open space requirements for the District, although this open space will include improved trails, transplanted trees and other landscaping improvements.

2. Building Height

(a) The Anchor Tenant building, Cinema building, and corner tower architectural elements of buildings may have a maximum height of 60 feet;

(b) Hotel and residential buildings shall have pitched roofs and shall not exceed 60 feet in height if constructed as four (4) stories or 50 feet in height if constructed as three (3) stories.

(c) The City Hall may have a maximum height of 60 feet with a roof design approved by the City Council in its discretion in conjunction with approval of the Site Plan;

(d) Parking garages shall have a maximum height of 45 feet, provided that the City Council shall have the discretion to approve a garage height of up to 50 feet in conjunction with approval of the Site Plan;

(e) Hotel and residential buildings may be a maximum of four (4) stories high; and

(f) Building heights shall be measured from the ground level of the finished grade to the roof ridge or parapet top.

3. Building Floor Area

(a) The Cinema building may have a maximum Building Footprint area of 69,000 square feet; The term "Building Footprint" as used in this Ordinance shall mean the gross area in square feet of the ground floor of any building measured from outside wall to outside wall;

(b) The Anchor 1 Tenant building may have a maximum Building Footprint area up to 100,000 square feet;

(c) The Anchor 2 Tenant building may have a maximum Building Footprint area of 85,000 square feet.

(d) The maximum Building Footprint for each structured parking garage depicted as Parking Garages A1, A2, B1 and B2 on the Concept Plan shall not exceed 75,000 square feet per structure. The maximum Building Footprint for each structured parking garage combined with the residential structures and depicted as Future Phases A,B,C, and D shall not exceed 75,000 square feet per combined residential and garage structure if constructed as four (4) stories, or 85,000 square feet per combined residential and garage structure if constructed as three (3) stories.

(e) The maximum Building Footprint area allowed for any other building not referenced herein is 50,000 square feet.

4. Construction Standards for Facades of Buildings, Retaining Walls and Parking Garages

(a) In addition to the materials permitted in Section 14.195(b)(1)(B) of the City Code of Ordinances, building facades, parking garages and retaining walls are permitted to be faced with metal panels, synthetic stone or brick of like quality and appearance as natural stone or brick, commercial grade stucco, and/or synthetic exterior insulation and finish systems ("EIFS"). Painted wood or synthetic material with like quality and appearance as painted wood is permitted on the Anchor 2 Tenant Building and may be permitted on other buildings in the City Council's sole discretion in conjunction with approval of the Site Plan. Building walls and screening walls in service and dumpster areas which are shielded from public view may be faced with painted concrete.

(b) Parking garages may also be faced with precast concrete panels (which may be painted).

(c) Exterior walls may have a maximum surface area of forty percent (40%) covered in glass. No banded or curtain wall windows shall be allowed.

(d) The Parking Garage for Anchor Tenant 1 shall be located as depicted in Exhibit B1 or Exhibit B2.

5. Concept Plan and Site Plan Depictions of Buildings, Parking Garages and Exterior Building Design Standards

(a) In order to accommodate the phasing of development and/or allow tenants and other building users the opportunity to provide input into the final building design, buildings and parking garages may be depicted on the Concept Plan or Site Plan without depiction of front, side, and rear architectural elevations; however, such elevations shall be submitted for approval in conjunction with approval of the Site Plan for the phase of development in which such building or parking garage is to be constructed.

(b) Parking garages shall include architectural reveals, shadow lines, embellishments and vertical articulation of the upper level profiles at minimum spacing of every 50 feet in order to provide an acceptable aesthetic appearance of the garages as viewed from the Galleria Parkway. The Landscape Plan shall include obscuring vegetation for the parking garages.

(c) The massing, variation, articulation, offsets/insets, aesthetic detailing and other Exterior Building Design details for the Anchor Tenant, Anchor 2 Tenant Building and Cinema Building shall be either 1) as depicted in the elevations of these buildings and approved with the Concept Plan, 2) as depicted in alternate elevations approved by the City Council in its sole discretion in conjunction with approval of the associated Site Plan or 3) designed in conformance with the Exterior Design Standards provided in Chapter 14 of the City Code of Ordinances. The elevations of parking garages and the Village Hall shall be submitted for approval by the City Council in its sole discretion in conjunction with approval of the Site Plan. All other buildings in the Project shall conform to the City's Exterior Building Design Standards provided in Section 14.195(c) of the City of Bee Cave's Code of Ordinances, unless the City Council in its sole discretion approves an alternate design in conjunction with approval of the Site Plan. In conjunction with approval of the Site Plan, the City Council has authority to approve a building design which deviates from the City's Exterior Building Design Standards if the Council determines in its sole judgment that an alternate design adequately meets the intent of the City's Exterior Building Design Standards.

(d) Section 14.195(c)(9) of the City's Code of Ordinances shall not be applicable to the Project, but rather sidewalks and pedestrian spaces shall be located as generally depicted in the Concept Plan to accommodate a traditional main street style design which is open and inviting to pedestrians and accommodating to street front retail.

5A. Concept Plan and Site Plan Depictions and Standards Relating to Kiosks

(a) Permanent kiosks may be placed at the locations indicated on the Concept Plan, or may be placed at an alternate location approved by the City Council in its discretion in conjunction with approval of the Site Plan applicable to the kiosk.

(b) Kiosks shall be designed as generally depicted on Exhibit 2 to this Exhibit C, or may be designed pursuant to an alternate elevation as may be approved by the City

Council in its discretion in conjunction with approval of the Site Plan applicable to the kiosk.

5B. Buildings Depicted with a Range of Square Footage or Alternate Approved Location

(a) Buildings may be depicted on the Concept Plan as having a range of square footage or maximum square footage. With respect to such buildings, the specific square footage for the building shall be identified on the Site Plan applicable to the building.

(b) Buildings may be depicted on the Concept Plan as having alternate approved locations. With respect to such buildings, the specific location for the building shall be depicted on the Site Plan applicable to the building.

6. Parking Areas

(a) Parking requirements for phases 1 through 8 of the Project shall be based on and calculated for the overall Project within phases 1 through 8 without regard to the number of platted lots, the use of a particular building or the proximity of such parking spaces to a particular building, and without regard to a particular buildings' Gross Floor Area. A maximum of 4,850 parking spaces shall be allowed for phases 1 through 8 of the Project. Compact spaces shall be allowed. No minimum number of parking spaces is required for phases 1 through 8 of the Project. The maximum number of surface parking spaces allowed for residential buildings (including apartments, condominiums and town homes) in subsequent phases is one parking space per bedroom or two spaces per residential units whichever is less. Garage parking spaces for residential buildings are not subject to a maximum or minimum number of parking spaces. The number of parking spaces for all other phases and uses shall comply with Section 14.191(f) and 14.191(g) of the City Code of Ordinances.

(b) In conjunction with approval of the Site Plan and in an effort to preserve clusters of existing trees, the City Council may in its discretion approve parking spaces located up to 100 feet from trees or landscaped areas.

(c) Parking area light poles may be a maximum of 23 feet in height, excepting that 1) the light poles on the perimeter of the Development are limited to a maximum of 18 feet in height and 2) light poles on the roadway between the Anchor Tenant Building and Anchor 2 Tenant Building and on the roadway which connects the City Hall to SH 71 and the Galleria Parkway must have decorative fixtures and be no more than 12 feet in height. Bases for light poles may be constructed of concrete (which may be painted).

(d) Vehicle stopping devices such as wheel stops are not required in parking or loading areas bordered by a curb in which the vehicle overhang area will not interfere with landscape plantings, landscape features or the minimum sidewalk width required by the City Code of Ordinances.

(e) Standard parking spaces shall be sized at nine feet (9') by eighteen feet (18') regardless of parking lot configuration, provided however that smaller "compact spaces" at specified locations may be approved in conjunction with approval of the Site Plan. Compact spaces shall not be located adjacent to the City Hall building.

(f) No angled parking shall be allowed adjacent to the amphitheater lot.

7. Location of Water Quality and Detention Ponds

(a) Project water quality and detention ponds may be located as depicted on the Concept Plan.

8. Impervious Cover and Non-Point Source Pollution Control Standards for Water Quality Controls

(a) Impervious cover for all development in the PD District is allowed up to a maximum of 55 percent of the PD District area.

(b) Water Quality Controls for the Project shall be Retention/Irrigation Systems which are sized and designed in conformance with the current Sections 1.6.4.E and 1.6.7.D of the City of Austin Environmental Criteria Manual, attached as Exhibit 1 to this Exhibit C, except as modified by the City of Bee Cave TCSS Manual. Water Quality Controls meeting such sizing and design criteria are deemed to meet or exceed the Chapter 13, City Code of Ordinances required 95% performance standards for Removal of Annual Pollutant Loads. The volume of runoff (water quality volume) to be captured by each water quality control required by this standard shall be determined using the runoff depths shown in Table 1-12 attached as Exhibit 1(a) to this Exhibit C.

(c) All other requirements of Chapter 13 of the City Code of Ordinances are applicable to the Project except as modified herein.

9. Permitted Uses In the District In Addition to TC District Permitted Uses

(a) The following uses are permitted by right as Additional Uses (the singular may include the plural):

- Amusement Devices/Arcade
- Amusement services indoors
- Amphitheater Music and Performing Arts venue
- Auto Financing and Leasing (Indoor)
- Bike Sales and/or Repair
- Centralized Propane distribution facility for District users (provided that commercial natural gas service is not reasonably available)
- Check Cashing Service
- Child Day Care

- Contractor's temporary on-site construction office and temporary concrete plant
- Credit Union
- Dance Hall/Dancing Facility
- Department store
- Electrical Generating Plant
- Electrical Substation
- Electrical Transmission Line
- Exhibition Hall
- Extended Stay Hotel/Motel
- Food or grocery store
- Garden shop
- Gas Transmission Line
- Kiosks
- Locksmith
- Minor Medical Emergency Clinic
- Market
- Multi-Family Residential (including apartments and condominiums)
- Pharmacy
- Public Garage/Parking Structure
- Retail shop and general retail sales
- School, Vocational
- Spa
- Specialized hardware/home furnishing store

(b) Retail heated and air-conditioned Gross Floor Area is permitted up to a maximum of 650,000 square feet, for the first 1,000,000 square feet of heated and air conditioned Gross Floor Area developed in the PD District. For development in excess of 1,000,000 square feet of heated and air conditioned Gross Floor Area, retail heated and air-conditioned Gross Floor Area is permitted up to a maximum of 50% of the Project heated and air-conditioned Gross Floor Area or 650,000 square feet whichever is greater. Residential heated and air conditioned Gross Floor Area shall not exceed 300,000 square feet plus up to an additional 60 "For Sale" town home style units which provide screening for parking garages. The 60 "For Sale" Town Home units are not subject to the 300,000 square foot limitation on residential Gross Floor Area. Total heated and air conditioned square footage for all buildings in the District shall not exceed 1,500,000 square feet, exclusive of hotel square footage or 1,600,000 square feet inclusive of hotel square footage.

(c) Uses, building sizes and height limitations for development located on the area described as the Staats Property on the Concept Plan will adhere to the permitted uses and requirements for NS – Neighborhood Service as designated in the City's Current Code of Ordinances, except that restaurants, pharmacies and banks shall be permitted as a matter of right.

10. Landscaping

(a) No minimum pervious area is required for trees planted within tree grates and landscape areas located along and within sidewalks, drives and roadways within the Project if approved by a certified arborist or a landscape architect.

(b) Tree trunks may be located less than five (5) feet from paving or curbs if a certified arborist or landscape architect certifies to the City that the proximity of the curbing or pavement is not likely to harm the tree.

(c) Removal of trees is permitted as reflected in the Tree Preservation/Concept Landscape Plan incorporated in the Concept Plan, provided however, that trees targeted for removal shall be relocated to the maximum extent feasible. A minimum of 1,600 caliper inches scheduled for removal shall be relocated or replaced with trees of six inch (6") caliper trees or greater. Relocated trees may be moved to the highway frontages including the north and south highway frontages of Highway 71, RR620 and FM 2244. Trees shall not be relocated to the interior area of the Staats property unless approved in advance by the City. A tree relocation plan shall be submitted to the City for review and approval prior to City approval of the Site Construction Plan.

(d) Landscaping may be provided as described in a detailed landscape plan which is submitted by a certified landscape architect and approved by the City Council of Aldermen in conjunction with Site Plan approval (the "Approved Landscape Plan"). To the extent there is any conflict between the Approved Landscape Plan for the Project and any other City landscape ordinance, the requirements of the Approved Landscape Plan shall control.

Subject to approval from TxDOT, the oak tree at RR 620 and Highway 71 shall be relocated to the City Hall site. This shall not be a requirement if a certified arborist selected by the City determines that the tree because of its size or health can not be successfully relocated in a manner that would reasonably guarantee its continued survival. If the tree can not be moved, a mature oak tree shall be planted at the City Hall site to be approved as part of the Approved Landscape Plan.

11. Off Street Loading

(a) Loading areas and service entrances may face public streets if substantially screened by screening walls and/or landscaping. Such screening walls, if used, shall have color variation, shadow lines or associated landscaping.

(b) A public roadway between FM 2244 and RR 620 (the Galleria Parkway) generally as shown on the Concept Plan shall be constructed and offered for dedication to the City prior to the issuance of the first CO for a building in the PD District. The Galleria Parkway shall be constructed according to the City TCSS requirements, except that additional grading may be provided within the applicable setback as may be approved by the City Engineer. A public utility easement shall be dedicated along the Galleria Parkway free and clear of any liens or encumbrances in a form reasonably acceptable to the City.

(c) Driveways in the PD District may be constructed with curbs.

12. Roadway Improvements

(a) Development in the PD District shall include construction of turn lanes into and out of the Project along Hwy 71, RR 620 and FM 2244, including new or modified signal lights. With the exception of improvements related to the Highway 71 construction project administered by TxDOT, the newly constructed turn lanes and signals shall be completed prior to issuance of the first Certificate of Occupancy ("CO") for any building in the PD District; except for the buildings shown on the Concept Plan and located on the Staats property. Final design of the improvements shall be subject to TxDOT approval. Site plans and Preliminary Plats may be approved and building permits issued for buildings in the PD District prior to final engineering plans for such roadway improvements being approved by TxDOT and submitted to the City. However, all building permits on the Project may be suspended and no further building permits issued if TxDOT does not approve these roadway improvements by January 1, 2006, unless the City Council in its discretion extends this January 1, 2006 deadline.

(b) A public roadway between FM 2244 and RR 620 (the Galleria Parkway) generally as shown on the Concept Plan shall be constructed and offered for dedication to the City prior to the issuance of the first CO for a building in the PD District. The Galleria Parkway shall be constructed according to the City TCSS requirements, except that additional grading may be provided within the applicable setback as may be approved by the City Engineer. A public utility easement shall be dedicated along the Galleria Parkway free and clear of any liens or encumbrances in a form reasonably acceptable to the City.

(c) Driveways in the PD District may be constructed with curbs.

13. Other Requirements

(a) Building pads, including foundations, may be constructed without immediate construction of associated buildings to accommodate coordinated construction of all site work including construction of pads, driveways, and parking areas, provided that any such pad shall be landscaped if construction of associated buildings does not begin within six months of completion of the building pad. Once exterior walls of a building are completed, all exterior architectural features of the building must be completed within 180 days of the date the walls are constructed.

(b) In the event that construction of any building or pad site is discontinued for more than 180 days, the site shall be cleared of construction materials and abandoned improvements and revegetated at Developer's expense, unless the City Council in its discretion provides an extension to the deadline.

(c) Pedestrian passages and paseos between buildings may be as narrow as 18 feet wide and vehicular passages between buildings may be as narrow as 30 feet wide if constructed in accordance with the approved Concept Plan. The spaces restricted from public access between the cinema and surrounding buildings and the spaces between

structured parking garages and surrounding buildings are exempt from minimum width requirements provided all fire and safety related building code requirements are met as determined by the City Administrator.

(d) Sidewalks are not required adjacent to public or private roads located along the perimeter of the Project, except as depicted on the Concept Plan.

(e) Water Quality and Detention ponds as depicted on the Concept Plan are not required to be screened if designed with landscaping to function as a water feature with views available to ponds, plantings, trails and site furnishings. Additional exemptions from screening requirements or alternate screening plans may be approved by the City Council in its discretion in conjunction with approval of the Site Plan.

(f) Streets, driveways, alleys and parking lots may be paved with asphalt, provided that coal tar sealants are not used.

(g) Construction Traffic Control Plans shall be submitted and approved by the City Administrator prior to the issuance of the first building permit.

(h) The posting of fiscal security for construction of Public Improvements shall not be required if such improvements are constructed and accepted or approved by the City prior to approval of the Final Plat.

(i) Building Permits may be issued prior to construction of all public improvements or approval of the Final Plat. Certificates of Occupancy may not be issued until all required public improvements, except for Highway 71 improvements, are constructed, and the Final Plat is approved for the lot on which the building is located; provided however, that the City of Bee Cave may issue a Temporary Certificate of Occupancy prior to completion of all required public improvements if a bond or other financial security in an amount up to 110% of the estimated cost of completing the improvements in a form satisfactory to the City of Bee Cave is provided to guarantee completion if all required public improvements.

(j) "Minor Modifications" of the Concept Plan and/or Site Plan for the Project may be approved administratively by the City Administrator provided such modifications would not otherwise result in a violation of the City's Code of Ordinances as modified by these Development Standards, and provided further that modifications to the architectural elevations of buildings and parking garages previously approved by the City Council must be also specifically approved by the City Council. "Minor Modifications" are defined as:

- (1) adjustments of no more than 100 feet to the location or configuration of roadways, sidewalks, utilities, parking areas, buildings, landscape features, (including plants and trees,) ponds and any other improvements depicted on the Concept and/or Site Plan;

- (2) adjustments of no more than five percent (5%) in building square footage of any individual building to be constructed as part of the Project as compared to such building's initial square footage shown on the Concept Plan or Site Plan; provided no such change may be administratively approved if the change would cause the Project to exceed the limitations on impervious cover, height or floor area specified in these Planned Development Standards;
- (3) a reduction in size of parking lot areas or structured parking garages;
- (4) adjustments of no more than ten percent (10%) of the total square footage of all landscape areas as compared to the square footage shown on the Tree Preservation/Landscape Concept Plan or Landscape Plan approved in conjunction with the Site Plan, provided no such change may be administratively approved if the change would cause the Project to exceed the limitations on impervious cover in these Planned Development Standards; or
- (5) adjustments of no more than ten percent (10%) of the number of parking spaces or square footage of parking areas as shown on the Concept Plan or Site Plan provided no such change may be administratively approved if the change would cause the Project to exceed the limitations on impervious cover or the maximum or minimum number of parking spaces specified in these Planned Development Standards.
- (k) Streets and roadways constructed within the Project, save and except for the Galleria Parkway, shall not be deemed to create street yards or any other set backs or construction requirements applicable to public streets or roadways, whether or not such streets or roadways are dedicated or conveyed for public use. The Galleria Parkway shall be exempt from street yard and other setback requirements with respect to buildings and improvements already in existence as of January 10, 2005, provided the City engineer approves the location of the Galleria Parkway with respect to such existing improvements.
- (l) To the extent reasonably feasible, truck deliveries to the Project and construction traffic shall be limited to off-peak hours.
- (m) Reasonable efforts shall be required to limit truck traffic impacts from construction to the extent feasible to avoid traffic stopping on Hwy 71, FM 2244, and RR 620. Construction traffic or staging shall not be allowed on or across the Staats property except as necessary to construct improvements on the Staats property.
- (n) Roof mounted mechanical equipment shall be shielded from public view from Bee Cave Road, Highway 71 or Highway 620. Roof mounted mechanical equipment shall be shielded from view from the Galleria Parkway as the City Council determines is necessary in conjunction with its approval of the Site Plan.
- (o) The minimum distances between driveways accessing Highway 71 and the Galleria Parkway are approved as depicted on the Concept Plan.

(p) For purposes of determining compliance with City ordinances, the entire District shall be treated as a single lot, regardless of the number of lots platted within the District and regardless of dedication of property within the District to the City or any other governmental entity.

(q) Developer shall be responsible for development and maintenance of a litter management and control program for the Project which program shall be subject to review and approval by the City.

(r) If retaining walls are constructed they shall be faced with natural stone or brick or synthetic stone of like quality and appearance. The Project shall include pedestrian connectivity between the various shops, periodic fountains, bicycle racks and sitting areas which shall be incorporated throughout the Project. Landscaping and architectural amenities as generally depicted in the RTKL, Concept Board entitled Landscaping and Hardscape, attached hereto as Exhibit 2 and incorporated herein, shall be used throughout the Project and shall be designed to blend with natural Hill Country landscape and Texas Hill Country style architecture. The areas around the Project and the water amenity ponds depicted on the Concept Plan as ponds that will constantly contain water shall be designed to be an attractive destination area for families with amenities typical of a public park including tables, benches and covered eating areas.

(s) Signage depicted on the Concept Plan is not approved by this Ordinance. Signage shall be considered for approval either (1) in conjunction with a separate application submitted and considered in accordance with Chapter 10, the City Sign Ordinance, as amended from time to time, or (2) in conjunction with a request for approval pursuant to separate signage standards tailored specifically for the Project which are approved by the City Council in its discretion.

(t) Prior to the approval of any building permits for vertical construction on the Project, the developer shall cause the conveyance of good and indefeasible title in and to 50 contiguous acres of land within the City limits to the Village. The conveyance of the 50 acres must be by special warranty deed in form and content acceptable to the City and must be free and clear of any and all liens, easements which the City believes may adversely affect the future use of the 50 acres and other encumbrances. As part of such conveyance the City will receive an owner's title insurance policy insuring that the City has good and indefeasible title subject only to exceptions which the City may approve. The policy shall be in an amount equal to the fair market value of the 50 acres at the time of conveyance. This land is being conveyed in order to increase the percentage of impervious cover allowed for construction of the Project to 55%.

~~(u) Lots having frontage on a privately maintained street with a dedicated access easement to a public road, and lots which are deed restricted to prohibit future buildings (such as irrigation lots and water quality pond lots) are not required to have public roadway frontage.~~

(v) The Galleria Parkway may be restriped as directed by the City to provide a bike friendly lane.

14. Outdoor Seating.

(a) The placement of tables, chairs and benches on sidewalks, patios and paseos adjacent to buildings constructed on the Property ("Outdoor Seating Areas") shall be permitted. All Outdoor Seating Areas shall be subject to current fire, safety, and access codes.

(b) Outdoor Seating Areas may be covered. Awnings and umbrellas are permitted to provide cover for Outdoor Seating Areas. Other covering for Outdoor Seating Areas may be approved by the Bee Cave City Council in its discretion.

(c) The placement of fencing, or other barriers, shall be allowed, but shall not exceed 40 inches in height.

15. Amphitheater Use.

(a) The amphitheater is approved for use for live music performances, theater, exhibitions of art, outdoor movies, and other outdoor gatherings, events and exhibitions that would be a permissible use in a Town Center Zoning District. All uses shall be subject to current safety, nuisance and access codes. Hours of operation for the amphitheater shall be Monday through Sunday from 10 am until 10 pm. The amphitheater shall not be scheduled for musical events on the Second or Fourth Tuesday of each month after 6 pm so as not to conflict with regular City Council meetings. In the event that regular Council meeting nights are scheduled to occur on a different night, the parties may negotiate for a change to this requirement without the need to amend these Development Standards.