

ORDINANCE NO. 08-04-22-A

AN ORDINANCE OF THE CITY OF BEE CAVE, TEXAS AMENDING THE ZONING FROM CURRENT ZONING AS A RETAIL DISTRICT TO A PLANNED DEVELOPMENT RETAIL DISTRICT FOR THE PROPERTY DESCRIBED AS LOT 1, BLOCK A HEB/BEE CAVE SUBDIVISION NO. 2 FOR WHICH PROPERTY IS DESCRIBED IN EXHIBIT "A" ATTACHED HERETO; APPROVING A CONCEPT PLAN, ATTACHED AS EXHIBIT "B"; PROVIDING SPECIAL DEVELOPMENT STANDARDS AND CONDITIONS, ATTACHED AS EXHIBIT "C"; APPROVING ELEVATIONS, ATTACHED AS EXHIBIT D; APPROVING A LANDSCAPE PLAN, ATTACHED AS EXHIBIT E; APPROVING SIGNAGE, ATTACHED AS EXHIBIT F; PROVIDING A SEVERABILITY CLAUSE; PROVIDING FOR PROPER NOTICE AND MEETING; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Owner of the land described herein and depicted in Exhibit "A" attached hereto (the "Property") has filed an application to change the zoning from Retail District to Planned Development District - Retail; and

WHEREAS, Section 14.155 of the City's Zoning Ordinance provides that the purpose of a Planned Development District is to provide for the development of land as an integral unit for single or mixed use in accordance with a Planned Development Concept Plan ("PD Concept Plan"), attached hereto as Exhibit "B", that may include uses, regulations and other requirements that vary from the provisions of other zoning districts, and to encourage flexible and creative planning to ensure the compatibility of land uses, and to allow for the adjustment of changing demands to meet the current needs of the community; and

WHEREAS, the development proposed by the applicant complies with the current City ordinances except as modified by the Planned Development Standards attached hereto as Exhibit "C" ("Planned Development Standards");

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 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 City Council of the City of Bee Cave is of the opinion and finds that said zoning change should be granted and that the Zoning Map should be amended as set forth herein; and

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

SECTION 1. Findings of Fact. All of the above premises are hereby found to be true and correct legislative and factual findings of the City Council and are hereby approved and incorporated into the body of this ordinance as if copied in their entirety.

SECTION 2. That the zoning for the herein described Property is hereby, amended so as to grant a change of zoning from Retail District to Planned Development District with base zoning of Retail for that property described as Lot 1, Block A of the HEB/Bee Cave Subdivision No.2, which Property is 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 City 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 3. That the Concept Plan for this Planned Development District which is attached hereto as Exhibit "B" and made a part hereof for all purposes is hereby approved for said Planned Development District as required by Chapter 14, of the Code of Ordinances of the City of Bee Cave, Texas. Any proposed use or development depicted on the concept plan shall not be deemed authorized or approved by the City 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 Code of Ordinances.

SECTION 4. That the Elevations (Exhibit "D"), the Landscape Plan (Exhibit "E") and the Signage (Exhibit "F") which are attached hereto and incorporated herein for all purposes for this Planned Development District are all hereby approved.

SECTION 5. That the granting of this Planned Development District is subject to all applicable development regulations contained in the Code of Ordinances of the City of Bee Cave, except as modified herein including, without limitation Chapter 14 as well as the following special conditions:

A. That the proposed project 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 as authorized in Chapter 14 of the Code of Ordinances, and with a detailed site plan, 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 Retail 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 City Council or (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 City, except as same may be modified by the terms

contained in Exhibit "C", 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 City including, without limitation, Chapter 14 (the Zoning Ordinance), and Chapter 10 (the Subdivision Ordinance), shall apply to this project and the Property, except for those requirements, which are modified for the project by the Planned Development Standards contained in Exhibit "C" attached hereto.

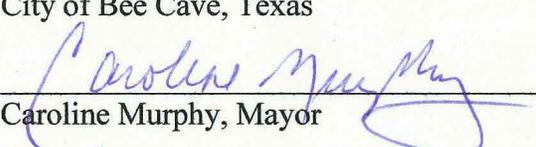
SECTION 6. The City Administrator is hereby authorized and directed to note the zoning change on the official Zoning Map of the City of Bee Cave, Texas.

SECTION 7. 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.

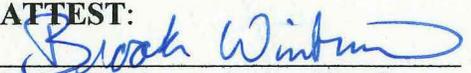
SECTION 8. That this Ordinance shall take effect immediately from and after its passage and publication as required by law.

DULY PASSED by the City Council of the City of Bee Cave, Texas, on the 22 day of April, 2008.

APPROVED:
City of Bee Cave, Texas


Caroline Murphy, Mayor

ATTEST:


Brook Winburn, Acting City Secretary

[SEAL]

APPROVED AS TO FORM:

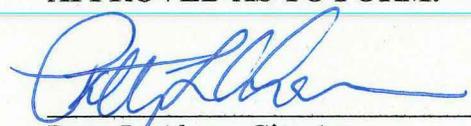

Patty L. Akers, City Attorney
City of Bee Cave, Texas

Exhibit "A"

Property Description

Lot 1, Block A HEB/Bee Cave Subdivision No. 2, according to the plat recorded at Volume 99, Page 374, Plat Public Records, Travis County, Texas.

Exhibit "C"

PLANNED DEVELOPMENT STANDARDS

The following Planned Development Standards shall be applicable within this Planned Development District – Retail Zoning District. To the extent that any of the following standards conflict with other City Ordinances, the following shall control. All development activity undertaken on the Property, shall comply with the development standards for Retail Zoning in effect on February 29, 2008, except as modified by Section 14.155 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

The Property is located generally at the intersection of US Hwy 71 and Bee Cave Road in the City of Bee Cave. The Project shall consist of, among other things, an approximately 97,000 square foot HEB grocery store (Building 1) with a drive-through pharmacy (of which 80,522 square feet is already constructed), and the following already constructed facilities: a fuel station (with canopy and kiosk) of approximately 3750 square feet (the "Fuel Station" shown as Building 5), approximately 30,000 square feet of in-line retail (Building 2), two pads for retail buildings of approximately 4,500 square feet each and one pad of approximately 5000 square feet, and associated parking and drive aisles, stormwater detention facilities, landscaping, and other ancillary improvements.

2. Building Height

- (a) The grocery store building (depicted as Building 1 on the Concept Plan) shall not exceed 40 feet in height.
- (b) All other buildings or structures shall have a maximum height of 35 feet.

3. Building Floor Area, Architectural Standards, Remodeling, Reconstruction and Redevelopment

- (a) The grocery store may have a maximum Building Footprint of 97,000 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. The front and side Building Facades of the grocery store shall be constructed as depicted in Exhibit "D" attached hereto and incorporated herein.
- (b) If the grocery store (Building 1) ever ceases to be used primarily as a grocery store, and the cost of reconstruction or remodeling of Building 1 exceeds 60% of the market value of Building 1 at the time that remodeling or redevelopment of the building

is sought, then Building 1 shall be reconstructed or remodeled so that it complies with the architectural standards of the Ordinances of the City in effect on February 28, 2008.

(c) The in-line retail (Building 2) shall have a maximum Building Footprint of 30,000 square feet. However, Building 2 may be expanded to 35,000 square feet if Building 2 is remodeled or reconstructed so that the front elevation complies with the architectural standards of the Ordinances of the City in effect on February 28, 2008.

(d) Two of the retail pad sites shall have a maximum Building Footprint of 4500 square feet. One retail pad site shall have a maximum Building Footprint of 5000 square feet. Provided however, that such pad sites may be moved anywhere within the Property and/or expanded by an additional 1000 square feet if the buildings are remodeled or reconstructed to comply with the architectural standards of the Ordinances of the City in effect on February 28, 2008 and so long as the pad sites are located outside of the 75 foot setbacks along Highway 71 and FM 2244.

(e) Any expansion authorized in (a) through (d) above shall not increase the impervious cover already constructed on the site which is 67%.

(f) The Fuel Station canopy may only be expanded to cover the Kiosk. The fuel pumps shall be located under the fuel canopy and the number of pumps may not be increased. The canopy and the kiosk of the Fuel Station can be replaced, reconstructed and repaired as necessary for ordinary maintenance without triggering the redevelopment or remodeling requirements of this Ordinance. However, the Fuel Station square footage may not be increased.

(g) All structures, buildings and other improvements of this Project which have previously been constructed are hereby authorized by this Ordinance except as otherwise modified by this Ordinance. Any existing development which may have been considered legal non-conforming prior to the date of this Ordinance is hereby deemed conforming subject to the conditions and development requirements set out herein.

(h) In the event that one or more buildings, structures or improvements within this Project are destroyed or damaged by a casualty, such building, structure or improvement may be reconstructed to its previous condition ("Reconstruction").

(i) Except as provided in subsections (b), (c), and (d) above, in the event that one or more buildings is remodeled ("Remodel") and the cost of the remodel exceeds 40% of the market value of the building being remodeled (excluding leasehold improvements), then the remodel must include compliance with the architectural standards contained in the City's Ordinances (but not site development standards) in effect on February 28, 2008.

(j) Except as provided in subsections (c) and (d) above, in the event that the Project is redeveloped ("Redevelopment"), then the Project and all buildings, structures and other improvements within the limits of construction (area of site under construction) shall be reconstructed and redeveloped in accordance with all of the City's Ordinances in effect on February 28, 2008 including site development ordinances and set back requirements. Provided however, that impervious cover for the entire Project shall be allowed at 55%,

water quality standards for the entire Project shall comply with the City's Ordinances in effect on February 28, 2008, and one single retail building may be constructed with a Building Footprint not to exceed 97,000 square feet and a height of 40 feet. Each additional retail building may not exceed a Building Footprint of 35,000 square feet and a building height of 35 feet. For purposes of this Ordinance, Redevelopment shall mean changing the footprints of the buildings within the Project by more than 30 %. If the Redevelopment causes a change of more than 60% of the footprints of the buildings within the Project, then the entire Project shall be required to comply as described above without regard to the limits of construction and the Project will be required to comply with all building set backs and buffer areas (including the 75 foot set back along Highway 71 and FM 2244) in effect on February 28, 2008.

(k) If the Project undergoes Reconstruction, a Remodel or Redevelopment, or if the architectural standards of the City's Ordinances in effect on February 28, 2008 are required to be met pursuant to the terms of these development standards, then the Project shall be required to obtain an amendment to the Project's Site Plan and the proposed elevations of the buildings shall be considered for compliance with Section 14.195 of the City's Ordinances in effect on February 28, 2008 as part of the Site Plan Amendment.

4. Parking Areas

(a) Parking areas that are already constructed are hereby approved and any modifications shall be constructed in accordance with the parking areas depicted in the Concept Plan but shall be additionally screened with landscaping in accordance with Section 9 of these development standards, unless such parking areas have previously been screened in compliance with Section 9.

5. Lighting Standards

(a) The Fuel Station lighting shall be modified to recess the lights farther into the canopy and to reduce the total foot candles of the Fuel Station lighting in compliance with IES standards as adopted by the City as of February 28, 2008.

(B) Pole mounted luminaries on the Property shall not exceed twenty-five feet (25') as measured from the immediate adjacent grade to the top of the fixture. Pole mounted luminaries may be repaired, replaced, and reconstructed to their current dimensions. Any other lighting on the Property that is not in compliance with the Code of Ordinances as of the date of this Ordinance shall be brought into compliance with the Code prior to issuance of a Certificate of Occupancy for Building 1. If pole mounted luminaries are ever collectively replaced or if the Property is ever Redeveloped as described in Section 3 above, the pole mounted luminaries shall not exceed eighteen feet (18').

(c) The tube lighting under the side walk awnings of Building 2 and on Buildings 6 and 7 will be shielded.

6. Location of Water Quality and Detention Ponds

(a) Water quality and detention ponds shall be located and are hereby approved as constructed and as depicted on the Concept Plan.

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

(a) Impervious cover for the project described herein shall not exceed 67 %. If the project is Redeveloped as described above, the impervious cover shall not exceed 55%.

(b) The existing open space and drainage features on the Property as of the date of this Ordinance (which include a wet pond and detention pond utilizing grass earth slopes and constituting approximately 6.3 acres [or approximately 26% of the area of the Property] of open area, and which provide both pollutant removal and floodwater detention) are hereby approved for this Project.

8. Permitted Uses in the District

(a) All uses authorized within the Retail Zoning District are authorized uses and the following additional uses are hereby permitted.

- Cemetery (to the extent necessary to continue the current cemetery use shown on the Concept Plan)
- Contractor's Temporary On-Site Construction Office (Only during Construction)
- Drive Through: Bank and Pharmacy only
- Temporary Pharmacy Trailer (Only during Construction)
- Used merchandise or Thrift Store (not for profit only)
- Outdoor Storage as depicted in the Concept Plan
- Outside display of merchandise in front of Building 1 (but may not extend beyond the side walk in front of Building 1)

9. Landscaping

(a) Additional Landscaping shall be added to the project in accordance with Exhibit "E" (the Landscape Plan) which is attached hereto and incorporated herein. Such landscaping shall be used to accomplish the following: act as a screen to the parking lot from view along Highway 71, FM 2244, and Uplands Ridge; substantially screen utilities, loading doors, and propane tanks; and to address the area near the corner of Highway 71 and FM 2244 and around the pad sites located within this corner.

(b) Trees that are located within the expansion area of Building 1 and associated with the pharmacy drive through realignment as shown on the Concept Plan may be removed. Approximately 100 tree caliper inches will be removed in connection with the expansion of Building 1 and approximately 128 tree caliper inches will be added to the Project in mitigation, as depicted on Exhibit "E", the Landscape Plan.

10. Setbacks

- (a) Building setbacks for the project shall be as shown on the Concept Plan. No building or structure shall encroach into the 75 foot set backs located along Highway 71, RR 620 or FM 2244 except as shown on the Concept Plan.
- (b) Section 14.196(4) (pertaining to Setback from Cemetery) shall not be applicable to the project.

11. Signs

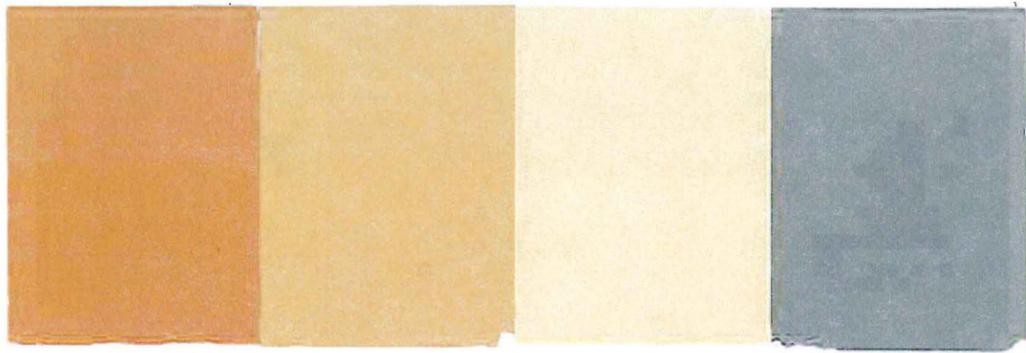
- (a) The cans on the "HEB" logo signs on Building 1, the Fuels Station, and the Highway 71 monument sign shall be repainted in connection with the expansion of Building 1. The six "HEB" logo signs (2 on Building 1, 2 on the Fuel Station, and 2 on the monument sign) will be refaced with 3M opaque film. Provided however, that the "HEB red" shall be an authorized color. The signs attached hereto as Exhibit "F", as well as the Highway 71 monument sign, are hereby authorized. Any tenant sign that is not in compliance with the City's sign ordinance shall be brought into compliance at such time as an existing tenant is replaced with a new tenant. Each of the outlot buildings will be allowed up to two building signs per tenant, provided that any such building sign that does not currently exist will be in a location as approved by the City. Any other changes to signage within the Project, or amendments to signage authorized herein, shall be made in accordance with the City's Sign Ordinance in effect on the date the application for such change or amendment is received by the City. Such changes or amendments to signage shall not require an amendment to this Ordinance.

12. Additional Architectural Requirements and Maintenance

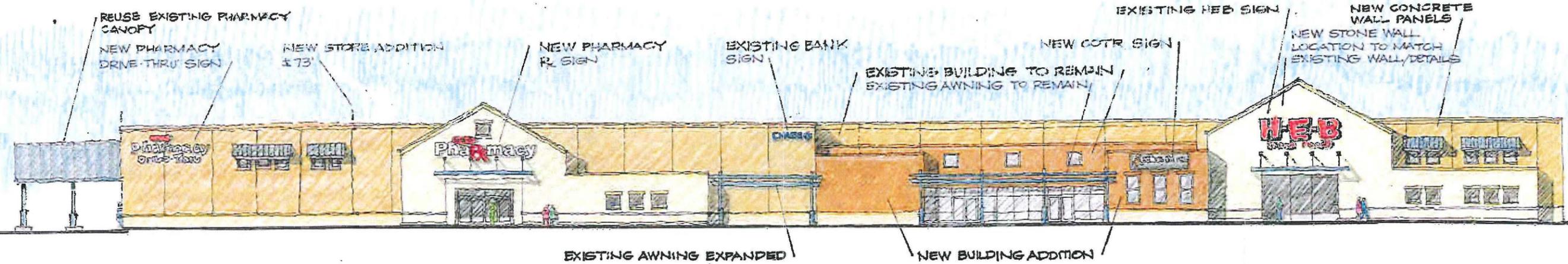
- (a) All improvements located within the Property including paint, signs, lights, utilities, irrigation and other fixtures and materials shall be maintained in good repair and all stone surfaces on buildings 1, 2, 6 and 7, the Fuel Station, and on monument signage shall be power washed at least once each 3 year period.
- (b) Trash dumpsters shall be screened from view in accordance with Section 14.192(f) (7) of the City Ordinances.
- (c) The metal roof gutters, and downspouts of Buildings 1, 2, 6, and 7 and the Fuel Station shall be repainted and maintained properly as a first class shopping center in the Bee Cave area.
- (d) The overhead truck rail on Uplands Ridge Drive shall be removed (including the concrete bases).

13. Other Requirements

- (a) Streets, driveways, alleys and parking lots may be paved with asphalt, provided that coal tar sealants are not used.
- (b) Construction Traffic Control Plans shall be submitted and approved by the City Administrator prior to the issuance of any building permit. To the extent reasonably feasible, truck deliveries to the project and construction traffic shall be limited to off-peak hours and reasonable efforts shall be made to limit truck traffic impacts from construction to the extent feasible to avoid traffic stopping on Hwy 71, FM 2244, and RR 620. Truck deliveries shall be prohibited from entering from Uplands Ridge Drive.
- (c) “Minor Modifications” of the Concept Plan and/or Site Plan for the project may be approved administratively by the City Administrator in accordance with the Code of Ordinances.
- (d) A Traffic Impact Analysis is not required for the expansion of Building 1. Any future expansion or Redevelopment of the Property may require a Traffic Impact Analysis if such an analysis is otherwise required pursuant to the then applicable Ordinances of the City.
- (e) The project shall be maintained clean from litter and disorderly placement of shopping carts. A litter management and control program for the project shall be subject to review and approval by the City Administrator.
- (f) If retaining walls are constructed they shall be constructed in compliance with Section 14.193(d) (1-4) of the City’s Code of Ordinances.
- (g) The signage described herein and depicted in Exhibit “F” is approved by this Ordinance. If new signage is proposed in the future, the signage shall be considered for approval by a separate application submitted and considered in accordance with the City’s sign regulations, as amended from time to time.
- (h) Hours of operation for any store on the Property shall be 5:00am until 1:00 am. The hours of operation for the Fuel Station and any ATM shall be 24 hours.
- (i) Traffic flow patterns within the Project shall be as shown on the Concept Plan.



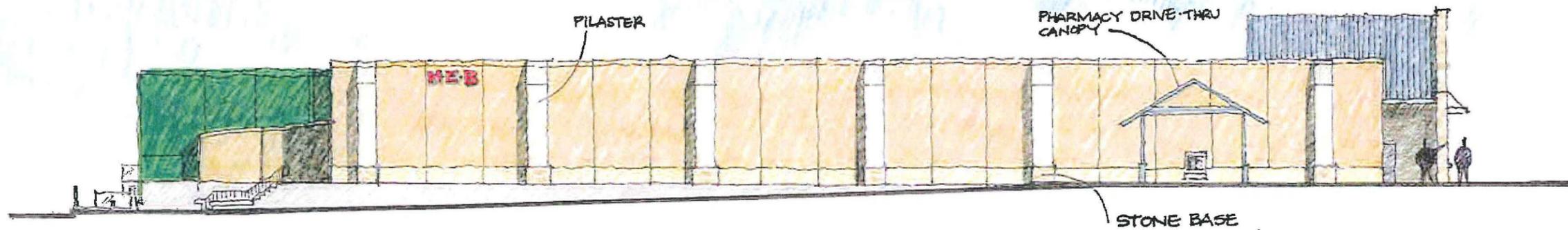
P E



Austin 21 - Bee Cave, Texas

Schematic Exterior Elevation

Exhibit D-1



Austin 21 - Bee Cave, Texas

LEGEND

"ST" SYMBOLS REPRESENT STREETYARD TREES.
"S" SYMBOLS REPRESENT SCREENING TREES.
"P" SYMBOLS REPRESENT PARKING TREES.



96,178 S.F.
F.F.E. = 9000

REVISIONS

NO.	DATE	COMMENTS

HEB 21 BUILDING EXPANSION
CITY OF BEE CAVE, TEXAS
LANDSCAPE EXHIBIT - CLOSE UP AREA 1

SCALE
SEE SCALE BAR
DATE
XX/XX/XX

LAND
DESIGN
PARTNERS

LANDSCAPE ARCHITECTS
PLANNERS
222 West Sixth Street, Suite 300
Austin, Texas 78701
Phone 512.327.9999
Fax 512.328.4253

EX.
E-1

40160-54

Exhibit E-1



LEGEND

"ST" SYMBOLS REPRESENT STREETYARD TREES.
"S" SYMBOLS REPRESENT SCREENING TREES.
"P" SYMBOLS REPRESENT PARKING TREES.

REVISIONS	COMMENTS
DATE	

HEB 21 BUILDING EXPANSION
 CITY OF BEE CAVE, TEXAS
 LANDSCAPE EXHIBIT - CLOSE UP AREA 5

SCALE
 SEE SCALE BAR
DATE
 XX/XX/XX

**L A N D
 D E S I G N
 P A R T N E R S**

**LANDSCAPE ARCHITECTS
 PLANNERS**
 221 West Sixth Street, Suite 300
 Austin, Texas 78701
 Phone 512.327.5960
 Fax 512.328.1253

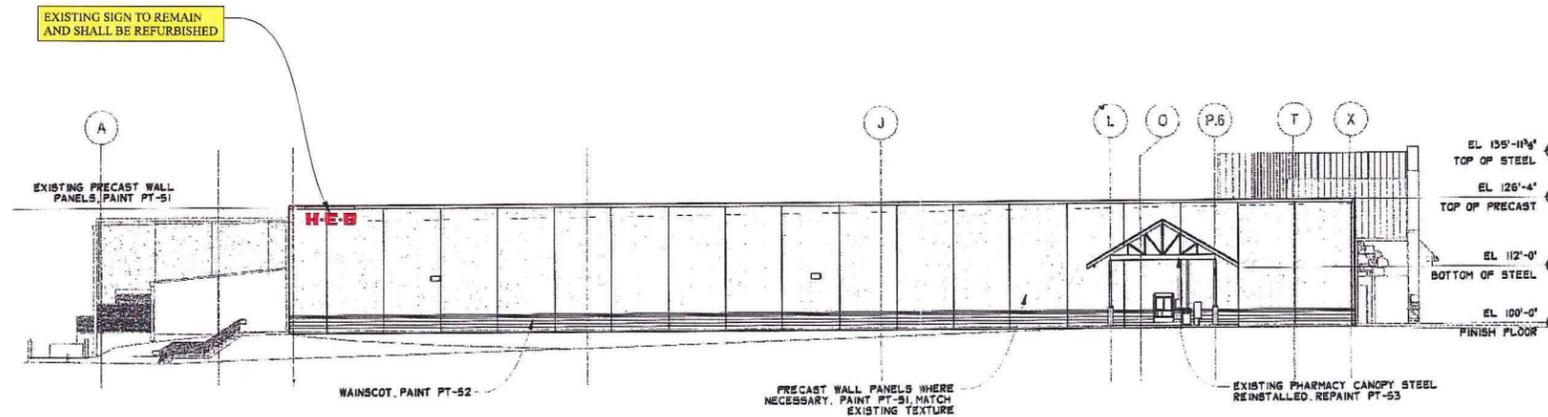
EX.
E-5
 40160-54

Exhibit E-5



Front Building Elevation

Scale: 1" = 30'



Side Building Elevation

Not To Scale

H-E-B

sheet 1 of 1	salesperson <i>Pete Sitterle</i>
client H-E-B	date 4-11-08
location Austin #21 12400 Hwy. 71 West Bee Cave, TX	scale as noted
	computer file heb-wipe/austin 21/elevations

important
<input type="checkbox"/> approved
<input type="checkbox"/> approved as noted
<input type="checkbox"/> revise & resubmit
by _____
date _____

electrical
volts _____
amps _____
20 amp circuits required



THIS DRAWING IS EXCLUSIVE PROPERTY OF COMET NEON ADVERTISING. ANY USE OR REPRODUCTION OF THIS DRAWING WITHOUT WRITTEN AUTHORIZATION FROM COMET NEON IS PROHIBITED. OWNERSHIP AND COPYRIGHT IS RETAINED IN ACCORDANCE WITH U.S. AND INTERNATIONAL TRADEMARK/COPYRIGHT LAWS.

EXHIBIT F-1

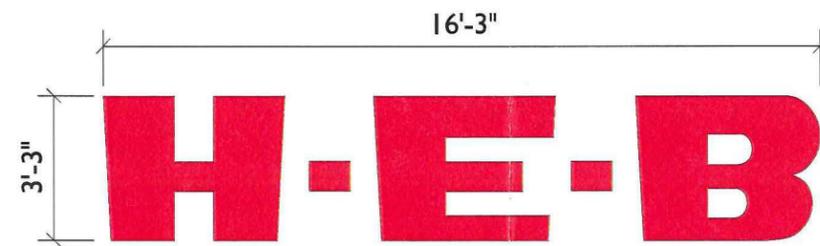


A "Existing" Channel Letters - Front Elevation

Scale: 1/4" = 1'-0"

REMOVE EXISTING CHANNEL LETTERS PRIOR TO BUILDING RENOVATION. RE-INSTALL AFTER RENOVATION IS COMPLETE. LETTERS SHALL BE REFURBISHED.

LETTERS SHALL BE EXTERNALLY ILLUMINATED WITH SHIELDED FLOOD LIGHTING.



B "Existing" Channel Letters - Side Elevation

Scale: 1/4" = 1'-0"

REMOVE EXISTING CHANNEL LETTERS PRIOR TO BUILDING RENOVATION. RE-INSTALL AFTER RENOVATION IS COMPLETE. LETTERS SHALL BE REFURBISHED.

LETTERS SHALL BE EXTERNALLY ILLUMINATED WITH SHIELDED FLOOD LIGHTING.

H-E-B	sheet 2 of 1	salesperson <i>Pete Sitterle</i>	important	electrical	 <p>THIS DRAWING IS EXCLUSIVE PROPERTY OF COMET NEON ADVERTISING. ANY USE OR REPRODUCTION OF THIS DRAWING WITHOUT WRITTEN AUTHORIZATION FROM COMET NEON IS PROHIBITED. OWNERSHIP AND COPYRIGHT IS RETAINED IN ACCORDANCE WITH U.S. AND INTERNATIONAL TRADEMARK/COPYRIGHT LAWS.</p>
	client <i>H-E-B</i>	date <i>4-11-08</i>	<input type="checkbox"/> approved	volts _____	
	location <i>Austin #21 12400 Hwy. 71 West Bee Cave, TX</i>	scale <i>as noted</i>	<input type="checkbox"/> approved as noted	amps _____	
	computer file <i>heb-wip/austin 21/heb channel ltrs</i>	by _____ date _____	<input type="checkbox"/> revise & resubmit	_____ 20 amp circuits required	



Photo Survey - Existing Conditions



Photo Survey - Existing Conditions



Proposed Renovations



Proposed Renovations

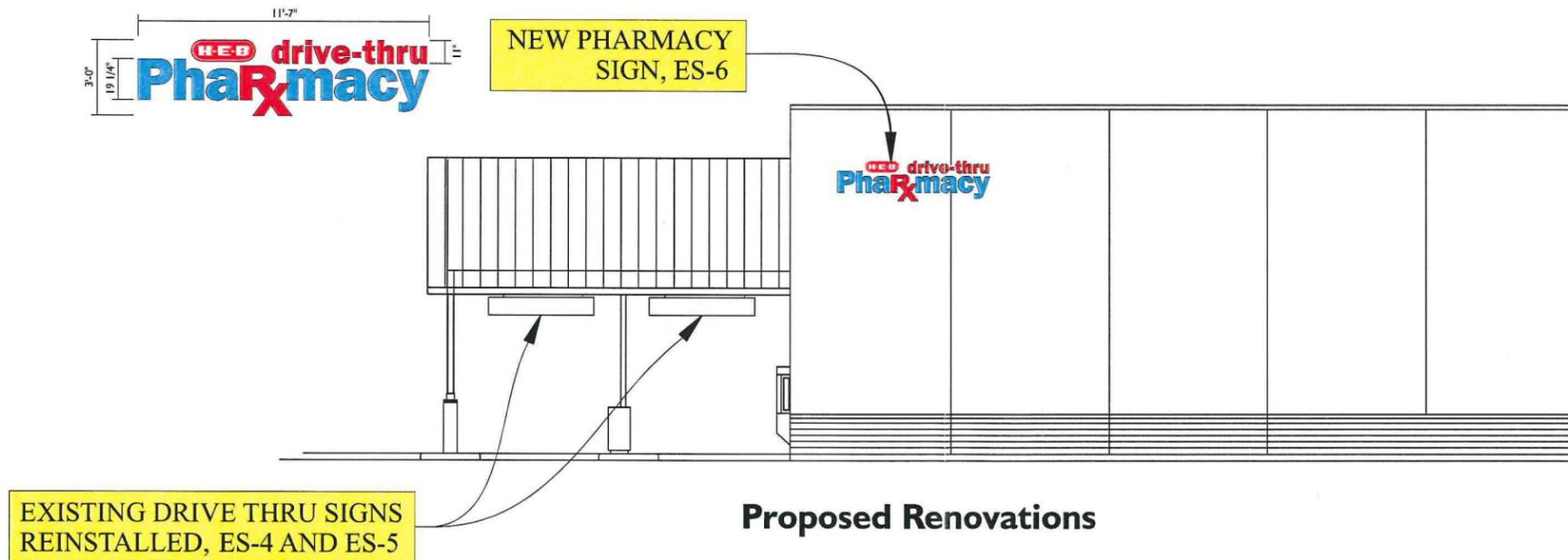
H-E-B	sheet 1 of 1	salesperson <i>Pete Sitterle</i>	important	electrical	 <p>THIS DRAWING IS EXCLUSIVE PROPERTY OF COMET NEON ADVERTISING. ANY USE OR REPRODUCTION OF THIS DRAWING WITHOUT WRITTEN AUTHORIZATION FROM COMET NEON IS PROHIBITED. OWNERSHIP AND COPYRIGHT IS RETAINED IN ACCORDANCE WITH U.S. AND INTERNATIONAL TRADEMARK/COPYRIGHT LAWS.</p>	
	client <i>H-E-B</i>	date <i>4-11-08</i>	<input type="checkbox"/> approved	volts _____		
	location <i>Austin #21 12400 Hwy. 71 West Bee Cave, TX</i>	scale <i>as noted</i>	<input type="checkbox"/> approved as noted	<input type="checkbox"/> revise & resubmit		amps _____
		computer file <i>heb-wipe/austin 21/towers</i>	by _____	date _____		20 amp circuits required

235 W. TURBO | SAN ANTONIO, TX 78216 | ph: (210) 341-7244 fax: (210) 341-7279 | www.cometsigns.com

Exhibit F-3

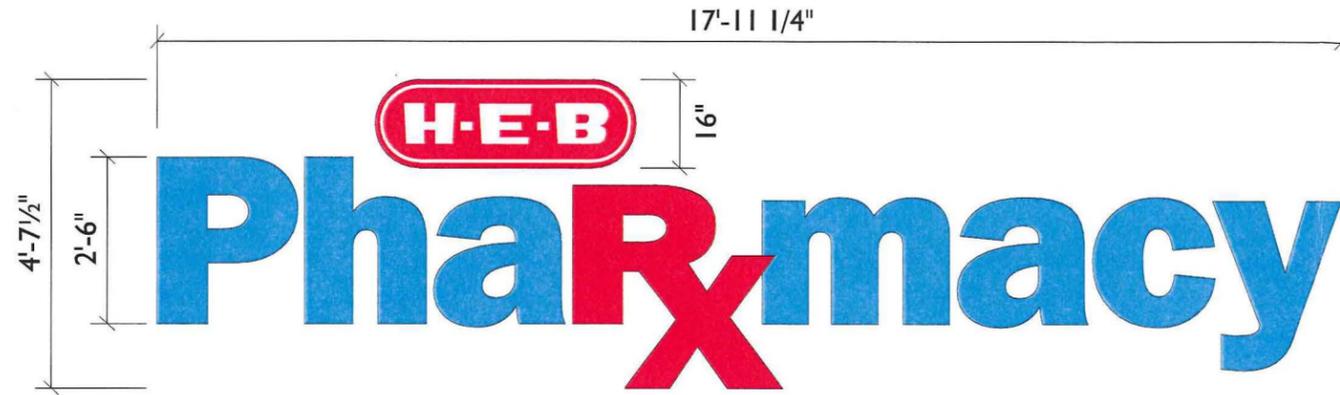


Photo Survey - Existing Conditions



H-E-B	sheet 1 of 1	salesperson Pete Sitterle	important	electrical	 <p>THIS DRAWING IS EXCLUSIVE PROPERTY OF COMET NEON ADVERTISING. ANY USE OR REPRODUCTION OF THIS DRAWING WITHOUT WRITTEN AUTHORIZATION FROM COMET NEON IS PROHIBITED. OWNERSHIP AND COPYRIGHT IS RETAINED IN ACCORDANCE WITH U.S. AND INTERNATIONAL TRADEMARK/COPYRIGHT LAWS.</p>	
	client H-E-B	date 4-11-08	<input type="checkbox"/> approved	volts _____		
	location Austin #21 12400 Hwy. 71 West Bee Cave, TX	scale as noted	<input type="checkbox"/> approved as noted	<input type="checkbox"/> revise & resubmit		amps _____
	computer file heb-wiplaustin 21/drive-thru pharmacy		by _____			20 amp circuits required
			date _____			

Exhibit F.4



C "New" Pharmacy Channel Letters

Scale: 3/8" = 1'-0"

FABRICATE NEW REVERSE CHANNEL ALUMINUM LETTERS AND LOGO AND INSTALL IN SAME LOCATION AS EXISTING DRUGSTORE LETTERS. (DRUGSTORE LETTERS TO BE REMOVED)
 LETTERS SHALL HAVE .125" ALUMINUM FACES WITH .063" ALUMINUM RETURNS AND SHALL HAVE A PAINTED FINISH.
 PHA MACY: PAINTED TO MATCH PROCESS BLUE
 RX: PAINTED TO MATCH PMS 485C
 LOGO: PAINTED TO MATCH PMS 485C WITH WHITE VINYL GRAPHICS

LETTERS SHALL BE EXTERNALLY ILLUMINATED WITH SHIELDED FLOOD LIGHTING.



D "New" Drive-Thru Pharmacy Channel Letters

Scale: 3/8" = 1'-0"

FABRICATE NEW REVERSE CHANNEL ALUMINUM LETTERS AND LOGO AND INSTALL ON FRONT BUILDING ELEVATION CLOSEST TO DRIVE-THRU PHARMACY. (EXISTING DRIVE-THRU RX CABINET TO BE REMOVED)
 LETTERS SHALL HAVE .125" ALUMINUM FACES WITH .063" ALUMINUM RETURNS AND SHALL HAVE A PAINTED FINISH.
 PHA MACY: PAINTED TO MATCH PROCESS BLUE
 RX AND DRIVE-THRU: PAINTED TO MATCH PMS 485C
 LOGO: PAINTED TO MATCH PMS 485C WITH WHITE VINYL GRAPHICS

LETTERS SHALL BE EXTERNALLY ILLUMINATED WITH SHIELDED FLOOD LIGHTING.



Side View

E "New" Single Face Wall Sign

Scale: 3/8" = 1'-0"

FABRICATE AND INSTALL (1) SINGLE FACE, EXTERNALLY ILLUMINATED SIGN CABINET. SIGN FACE SHALL BE .125" ALUMINUM WITH A BLACK PAINTED FINISH. SIGN CABINET SHALL BE FABRICATED USING AN 8" ALUMINUM EXTRUSION. ALL GRAPHICS SHALL BE VINYL APPLIED.
 CAFE: TO MATCH PMS 152 ORANGE, ALL OTHER GRAPHICS TO BE WHITE.

SIGN SHALL BE EXTERNALLY ILLUMINATED WITH SHIELDED FLOOD LIGHTING.

H-E-B	sheet 1 of 1	salesperson Pete Sitterle	important	electrical	<p>THIS DRAWING IS EXCLUSIVE PROPERTY OF COMET NEON ADVERTISING. ANY USE OR REPRODUCTION OF THIS DRAWING WITHOUT WRITTEN AUTHORIZATION FROM COMET NEON IS PROHIBITED. OWNERSHIP AND COPYRIGHT IS RETAINED IN ACCORDANCE WITH U.S. AND INTERNATIONAL TRADEMARK/COPYRIGHT LAWS.</p>
	client H-E-B	date 4-11-08	<input type="checkbox"/> approved	volts _____	
	location Austin #21 12400 Hwy. 71 West Bee Cave, TX	scale as noted	<input type="checkbox"/> approved as noted	amps _____	
	computer file heb-wip/austin 21/pharmacy & café	by _____ date _____	<input type="checkbox"/> revise & resubmit	20 amp circuits required	
235 W. TURBO		SAN ANTONIO, TX 78216		ph: (210) 341-7244 fax: (210) 341-7279 www.cometsigns.com	

Exhibit F-5