

ORDINANCE NO. 141

AN ORDINANCE AMENDING HILL COUNTRY GALLERIA ZONING ORDINANCE NO. 05-03-08-A (ADOPTED ON MARCH 8, 2005), AS SUBSEQUENTLY AMENDED BY ZONING ORDINANCE NO. 06-08-22-A (ADOPTED ON AUGUST 22, 2006), AS SUBSEQUENTLY AMENDED BY ZONING ORDINANCE NO. 07-09-11 (ADOPTED ON AUGUST 11, 2007), AS SUBSEQUENTLY AMENDED BY ZONING ORDINANCE NO. 56 (ADOPTED ON SEPTEMBER 14, 2010); AS SUBSEQUENTLY AMENDED BY ZONING ORDINANCE NO. 72 (ADOPTED ON FEBRUARY 22, 2011), AS SUBSEQUENTLY AMENDED BY ZONING ORDINANCE NO. 118 (ADOPTED ON AUGUST 14, 2012), AMENDING THE CONCEPT PLAN IN ACCORDANCE WITH EXHIBIT "B" ATTACHED HERETO; AMENDING THE DEVELOPMENT STANDARDS CONTAINED IN EACH OF THE HEREIN REFERENCED ORDINANCES BUT ONLY AS TO THE PROPERTY DESCRIBED IN EXHIBIT "A", ATTACHED HERETO AND ONLY INsofar AS THE AMENDED DEVELOPMENT STANDARDS DESCRIBED IN EXHIBIT "C", ATTACHED HERETO, ARE INCONSISTENT WITH PRIOR DEVELOPMENT STANDARDS; 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 subsequently amended by Ordinance No. 06-08-22-A, Ordinance No. 07-09-11, Ordinance No. 56, Ordinance No. 72 and Ordinance No. 118 should be amended as set forth herein; and

WHEREAS, the Galleria is a large multi use development located in Town Center zoning wherein density of development is offset with requirements that would not otherwise be applicable to commercial development located in other parts of the City;

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 subsequently amended by Ordinance No. 06-08-22-A, Ordinance No. 07-09-11, Ordinance No. 56, Ordinance No. 72, and Ordinance No. 118, be and the same are hereby amended only as to the Property described herein as Exhibit "A", which is attached hereto and incorporated herein, so as to incorporate the Amended Development Standards attached hereto as Exhibit "C" to the prior Development Standards referenced in each of the previous ordinances.

SECTION 2. That all remaining terms, provisions and requirements of each of the herein described ordinances remain in full force and effect as to the Property described in Exhibit "A"

(Less the Property described in Section 3 and Section 4) and any other applicable property, except as same may be amended by this Ordinance. This Ordinance shall not be interpreted to amend previous Development Standards by implication, but shall only amend such previous Development Standards if such standards are expressly stated herein and in Exhibit "C", attached hereto.

SECTION 3. That Lot 4, Block A, Hill Country Galleria Amended Subdivision is hereby added to the Hill Country Galleria Planned Development District and the zoning of such property is hereby amended from Public Use to Town Center-Planned Development District. Provided however, that except as may be specifically described in Exhibit "C" attached hereto, this Property is not subject to the Development Standards applicable to any other property located in the Hill Country Galleria Project. Future development of Lot 4, Block A, Hill Country Galleria Subdivision shall be considered for approval in accordance with Town Center zoning and other ordinances and regulations of the City of Bee Cave in effect on March 26, 2013. At the time of the development of Lot 4, Block A, Hill Country Galleria shall be required to present for approval a Concept Plan for the property and demonstrate compliance with all City ordinances and regulations. Alternatively, the applicant may request and the City Council may approve the property for development in accordance with the Development Standards applicable to the Hill Country Galleria as described in Ordinance No. 05-03-08-A as subsequently amended. The Project shown on Exhibit "B", Concept Plan, for Lot 4, Block A, Hill Country Galleria, attached hereto, is only approved by this Ordinance insofar as it meets the current requirements for Town Center zoning and other current ordinances and regulations of the City of Bee Cave. Approval of this Ordinance does not recognize the project depicted in Exhibit "B" as being in compliance with City's ordinances or not.

SECTION 4. That Lot 3, Section One, Bee Cave Plaza Subdivision is hereby added to the Hill Country Galleria Planned Development District and the zoning of such property is hereby amended from Retail to Town Center - Planned Development District. Provided however, that except as may be specifically described in Exhibit "C" attached hereto, this Property is not subject to the Development Standards applicable to any other property located in the Hill Country Galleria Project. Development Standards applicable to this Property shall be the ordinances and regulations of the City in effect on July 3, 1996. Future redevelopment of Lot 3, Section One, Bee Cave Plaza Subdivision shall be in accordance with the Development Standards applicable to the Hill Country Galleria as described in Ordinance No. 05-03-08-A and as same is amended. The Project shown on the Concept Plan attached hereto as Exhibit "B" for this Property merely depicts the current buildings and uses and does not represent any future develop or redevelopment. Except as set out in Exhibit "C" attached hereto, the Property will be deemed to be subject to the Development Standards of Ordinance No. 05-03-08-A, as amended and the ordinances of the City in effect as described in that Ordinance, if proposed changes to the Property exceed the criteria set out in Article 32.02.001, Nonconforming Uses and Structures.

SECTION 5. Concept Plan. That the Concept Plan for this Planned Development District which is attached as Exhibit "B" and made a part hereof for all purposes is hereby approved subject to the limitations set out in Sections 3 and 4, for said Planned Development District as required by Chapter 32, 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 ("Site Plan") is approved for such use and/or development in accordance with the terms and conditions of Chapter 32 of the Code of Ordinances as same may modified by the applicable Development Standards.

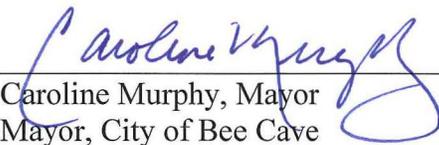
SECTION 6. That this Ordinance shall not have the effect of amending the Galleria Project referenced in the "Chapter 380 Economic Development Agreement between the Village of Bee Cave, Texas and HCG Master Ground Lease, LP" executed by the City on August 11, 2005 (the "Galleria Economic Development Agreement"). In particular, sales tax created by virtue of any new impervious cover that may be created by the addition of the new lots described herein or by the amendment of the Development Standards, attached hereto as Exhibit "C", which creates additional impervious cover and which results in the development of new businesses, shall not be counted in determining the amount of sales tax rebates payable by the City to the Developer pursuant to the Galleria Economic Development Agreement.

SECTION 7. Amendment. That the City Zoning Ordinance and Map of the City of Bee Cave, Texas, be and the same are hereby amended so as to grant a change of zoning for the Property described in Sections 3 and 4.

SECTION 8. 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 32, Zoning, of the City of Bee Cave Code of Ordinances and Map as a whole.

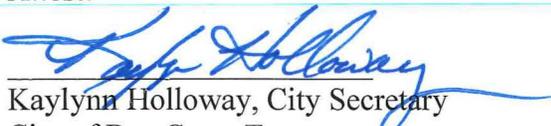
SECTION 9. That this ordinance shall take effect immediately from and after its passage and the publication as required by law.

PASSED by the City Council of the City of Bee Cave, Texas, on the 26th day of March, 2013.



Caroline Murphy, Mayor
Mayor, City of Bee Cave

Attest:



Kaylynn Holloway, City Secretary
City of Bee Cave, Texas

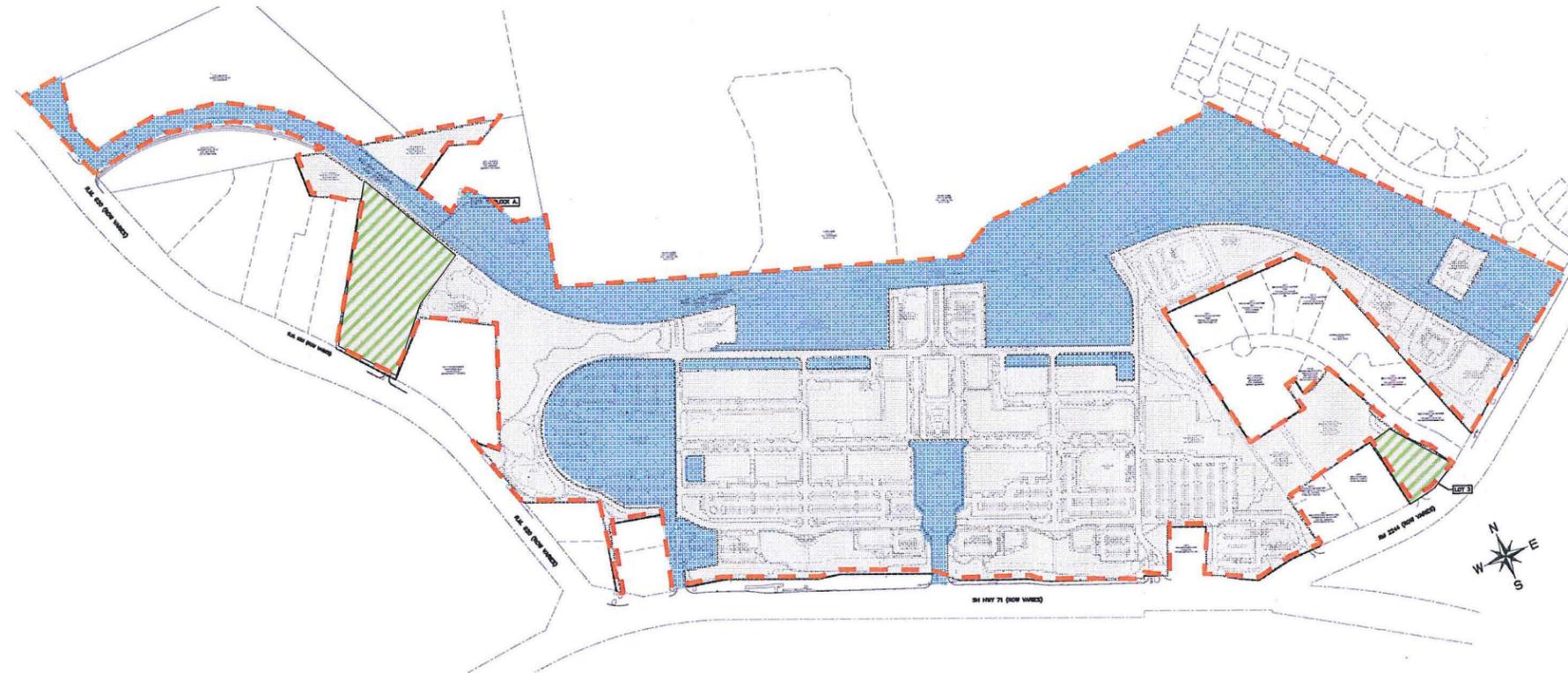
(seal)

Approved as to Form:

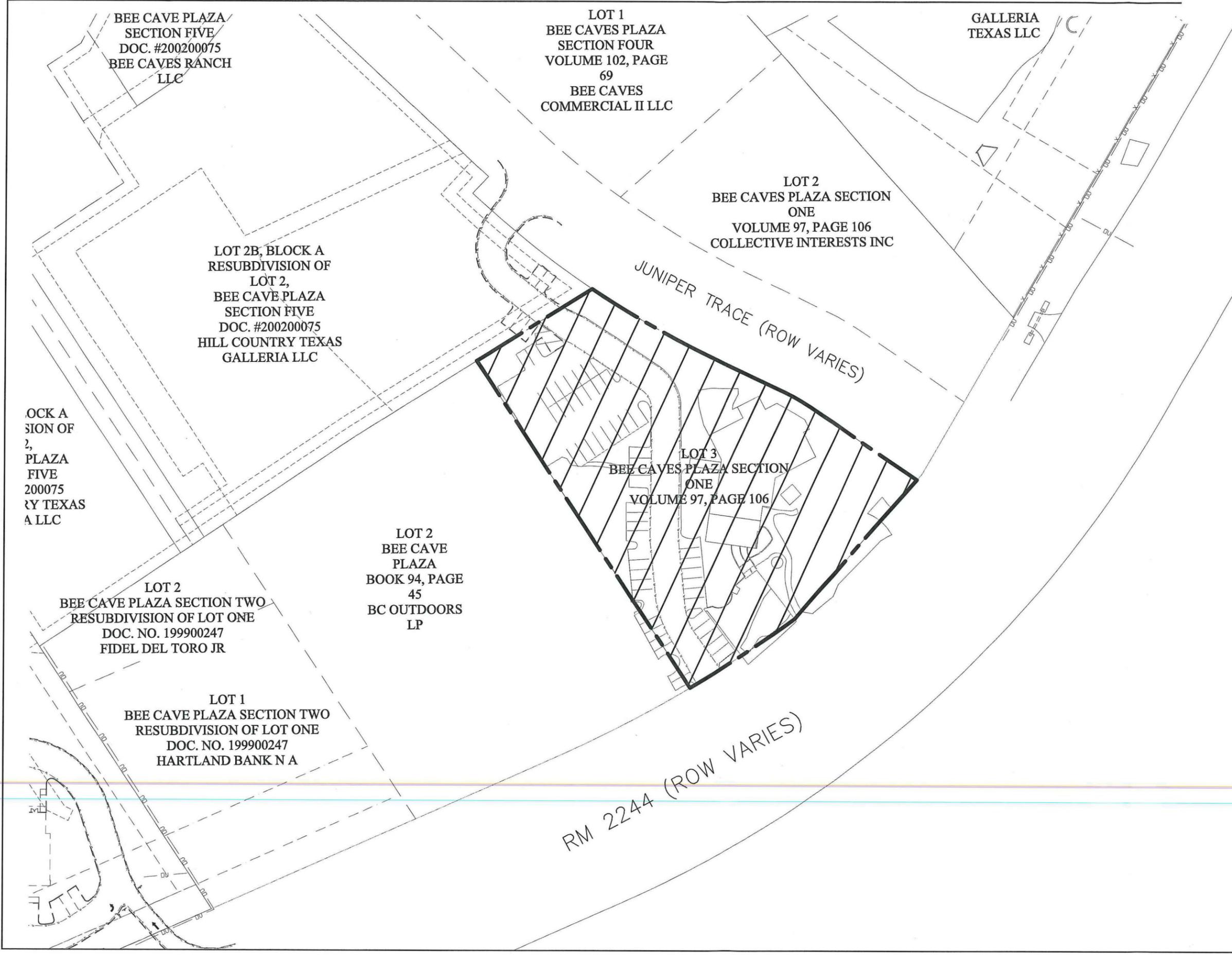
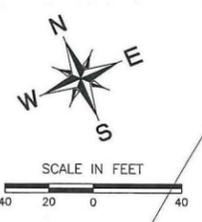
A handwritten signature in blue ink, appearing to read "Patty L. Akers", written over a horizontal line.

Patty L. Akers, City Attorney
City of Bee Cave

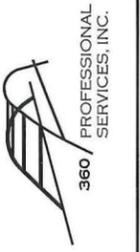
Hill Country Galleria Property Description



-  Hill Country Galleria (HCG) Project boundaries.
-  Properties within HCG Project subject to Ordinance 141.
-  Properties added to HCG Project by and subject to Ordinance 141.
-  Properties within HCG Project not subject to Ordinance 141.



TEXAS REGISTRATION F4932
 CEDAR PARK, TEXAS 78613
 PHONE (512) 354-4682
 FAX (512) 900-7962



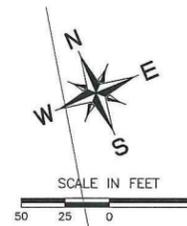
HILL COUNTRY
 GALLERIA
 BEE CAVE, TEXAS

LOT 3
 BEE CAVES PLAZA
 SECTION ONE

Scale: AS SHOWN
Designed by:
Drawn by:
Checked by:
Date: MAY 2013
Project No.

SHEET
 OF

DOC. #20600357
MADDUX, WILLIAM J



LOT 5, BLOCK A
AMENDED FINAL PLAT
DOC. #200700378
GALLERIA TEXAS LLC

BEE CAVE PARKWAY
(110' ROW)

FUTURE
LOT 5, BLOCK B
AMENDED FINAL PLAT
DOC. #200700378

LOT 4, BLOCK A
AMENDED FINAL PLAT
DOC. #200700378
HILL COUNTRY TEXAS GALLERIA LLC

LOT 1, BLOCK A
AMENDED FINAL PLAT
DOC. #200700378
HILL COUNTRY TEXAS
GALLERIA LLC

R.M. 620 (ROW VARIES)

LOT A TRAVIS
COUNTY
SUBDIVISION NO. 2
ABS 387 SUR 527
TRAVIS COUNTY
TRUSTEE

TEXAS REGISTRATION F4932
P. CEDAR PARK, TEXAS 78630
PHONE (512) 354-4682
FAX (512) 900-7862

360 PROFESSIONAL
SERVICES, INC.

HILL COUNTRY
GALLERIA
BEE CAVE, TEXAS

LOT 4, BLOCK A
HILL COUNTRY GALLERIA
AMENDED PLAT

Scale: AS SHOWN
Designed by:
Drawn by:
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Date: MAY 2013
Project No.

SHEET

OF

Exhibit C
**HILL COUNTRY GALLERIA
PLANNED DEVELOPMENT STANDARDS AS AMENDED BY
ORDINANCE NO. 141 AMENDED**

The following amended development standards shall only be applicable to the Property described in Exhibit A. To the extent that any of the following standards conflict with other City Ordinances, the following shall control. Except as otherwise described herein, all development activity undertaken on the Property, 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 herein and as same may have been modified in previous Planned Development District Ordinances and amendments. Lot 4, Block A, Hill Country Galleria shall be subject to the developments standards for TC- Town Center Base Zoning District and City development ordinances in effect on March 26, 2013. Lot 3, Bee Cave Section One subdivision shall be subject to the City development ordinances in effect on July 3, 1996, so long as the property continues to be used as a restaurant or is used as an office or for retail use and any structures located on the property are not expanded or reconfigured beyond what is authorized in these development standards, or so long as the use of the property and associated structures on the property are not expanded beyond what is authorized in Section 32.02.001, Nonconforming Uses and Structures. 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. Hotel Project

(a) Subject to the conditions described in this section, a hotel project is authorized for development at the location identified in the Amended Concept Plan attached as Exhibit “B” to Ordinance 141. Development of the hotel will be consistent with development standards previously approved for the Project as a whole, except as expressly stated herein.

(b) Unless otherwise approved by the City at site plan approval, the hotel will be constructed with a minimum of the following amenities:

- 150-250 rooms
- 8,000-10,000 square feet of function or meeting space
- a roof top bar
- coffee shop/sundries shop
- pool
- catering kitchen
- underground parking (to be located in the depression where the dry detention pond is depicted in previous approved concept plans for the project;)
- Developer shall use best efforts to provide a viewing area in conjunction with the roof top bar

(c) The hotel exterior walls may contain up to 50% glass. Final elevations of the hotel and orientation of the hotel will be considered for approval at site plan approval. The City will have discretion at site plan approval to reduce the amount of glass to 30%. The back and side elevation of the hotel that faces or is viewable from Bee Cave Parkway will be treated as a front for architectural articulation purposes.

(d) For any building constructed as a hotel, the maximum height shall be 60 feet and the height shall be measured from the highest roof line to the highest point on the surface of Bee Cave Parkway adjacent to the hotel building provided however that any portion of the hotel building including parking below the highest point on the surface of Bee Cave Parkway adjacent to the hotel building shall not count in calculation of the maximum building height. The parapet and/or elevator over run, rooftop equipment or roof top bar may exceed the allowable building height by no more than 10 feet. Provided the previously approved height is not exceeded, there shall not be a limit on the number of floors in the hotel. A pitched roof is not required in order for the hotel to be constructed up to 60 feet.

(e) Subject to site plan approval, the impervious cover allowable for the hotel site is 102,366 square feet. The hotel building foot print is authorized to be greater than 25,000 square feet.

(f) The hotel is hereby granted a variance to Section 32.04.005 to allow for the sale of alcohol within 300 feet of a day care and/or private school.

(g) Subject to site plan approval, the hotel construction may be extended into the dry detention pond located on Lot 2, Block A. The detention pond on Lot 2 Block A will be reduced in size to fit immediately east of the Hotel and within the same lot. Every effort will be made to convert the dry detention pond to a wet amenity pond and such pond shall not count as impervious cover so long as the pond is not operated as a wet pond for water quality treatment.

(h) The hotel and site construction shall comply with the 25 foot set back from Bee Cave Parkway. The hotel shall be entitled to a curb cut onto Bee Cave Parkway for a right in and right out turn lane only if the proposed location of the driveway meets the City's requirements as set out in the TCSS Manual. Compliance with the TCSS requirements will be determined as part of site plan approval. No median cut is being allowed.

(i) Notwithstanding the development standards authorized in the preceding subsections, the authorization to construct the hotel according to the development standards described herein is expressly contingent on all of the following:

That any modification or reduction to the detention pond as determined as part of site plan review and approval together with the additional impervious cover associated with construction of the hotel will not cause any portion of the Galleria Project to exceed water quality or storm water detention ordinances and requirements applicable to the Project. In making this determination the City will consider any and all previously approved development located within the Galleria Project whether or not such development has been constructed.

That sufficient impervious cover is demonstrated to be available for construction of the hotel as proposed. At site plan review the City will consider whether or not there is sufficient impervious cover available to construct the hotel as proposed. As of the date of Ordinance 141, there is available for development 150,116 square feet of impervious cover composed of impervious cover recognized in Ordinance No. 72 and Ordinance No. 118 and as approved in subsequent site plan approvals that has not been utilized by the Project as of the date of this Ordinance and 78,476 square feet of new impervious cover created by section 4(a) of these Development Standards. A total impervious cover of 228,592 square feet is therefore available for construction of the hotel.

That any and all applicable approvals, consents, replats and amended deed restrictions be obtained as required by state law or city ordinances prior to approval of a site plan. The detention pond is platted as part of the Galleria subdivision as Lot 2, Block A. Property owners within the Galleria in addition to the applicant utilize the detention pond for the retention of storm water runoff created by development on their respective lots. The pond shall not be reduced in size and the hotel project shall not be authorized unless and until the legal impediments to construction on Lot 2, Block A have been removed.

2. Lot 4, Block A, Hill Country Galleria (VFW tract)

(a) The uses currently allowed on this tract shall be:

Restaurant

Entertainment

Retail

(b) Impervious cover from this tract may be transferred to a tract within the Galleria Project described in Exhibit "A" attached to Ordinance 141. Available impervious cover from the Galleria Project may be transferred to this tract. The transfer of impervious cover from this tract to another tract in the Galleria Project shall be accomplished in accordance with the requirements set out in Ordinance No. 72 and this Section. The amount of impervious cover available for transfer from this tract to another tract in the Galleria Project is established in Ordinance No. 72. No impervious cover will be transferred from this tract to the Galleria Project without specific council approval.

(c) Development of this tract shall occur in accordance with the ordinances of the City in effect as of March 26, 2013 unless the City approves the development of the tract in accordance with the Development Standards applicable to the Galleria Project and as set out in Ordinance No. 05-03-08-A, as amended. In either case applicant shall be required to submit a Concept Plan application for approval if any uses are proposed on the tract other than the uses specified herein or if the applicant seeks to have the development of this tract made subject to the Galleria Development Standards. If the applicant does not propose new uses or does not seek to have the tract developed pursuant to the Galleria Development standards, development standards for the tract can be approved by the City at Site Plan approval. Development on this tract shall be subject to the 75 foot setback requirements applicable to RR 620 and Bee Cave Parkway.

(d) Developer will use best efforts to provide an appropriate memorial to the memory of Jean Drysdale at the property.

3. Lot 3, Bee Cave Section One (formerly the Los Cucos and El Arroyo property)

(a) The uses currently allowed on this tract shall be:

Restaurant

Office

Retail

All such uses shall be limited to the square footage and footprint of the existing structure. Provided however, that a roof top deck is authorized for construction.. The existing structure with the roof top deck shall not exceed 40 feet in height and two stories.

(b) Applicant shall provide for a second point of access to the restaurant by constructing a driveway as shown on the Concept Plan attached to Ordinance No. 141 as Exhibit "B". Impervious Cover for the driveway shall be counted against the Galleria Project's available impervious cover.

(c) The existing building, parking, and other impervious cover on the property equals 34,676 square feet or 52 percent of the property and feeds into a regional detention pond on Lot ____, Bee Cave Plaza. This impervious cover is not available for transfer to the Galleria Project. The property shall continue to be regulated in accordance with the ordinances and regulations in place on July 3, 1996 until such time as the property is redeveloped.

(d) Redevelopment of the property will subject the property to the Development Standards applicable to the Galleria Project as set out in Ordinance No. 05-03-08-A, as amended.

(e) Based on current ordinances of the City, the square footage of the existing restaurant combined with the anticipated addition of the roof top deck, the site is currently under parked. Applicant shall provide additional parking to the property through the use of a shared parking agreement with the Galleria sufficient to meet current City parking requirements. Applicant shall also provide and maintain a crushed granite trail between the property and the Galleria parking areas for pedestrian access to the restaurant. To the extent feasible Applicant shall provide Valet parking and shuttle access between the Galleria shared parking area and the restaurant.

(f) Developer will use best efforts to preserve the small historic structure located on the property (historic outhouse).

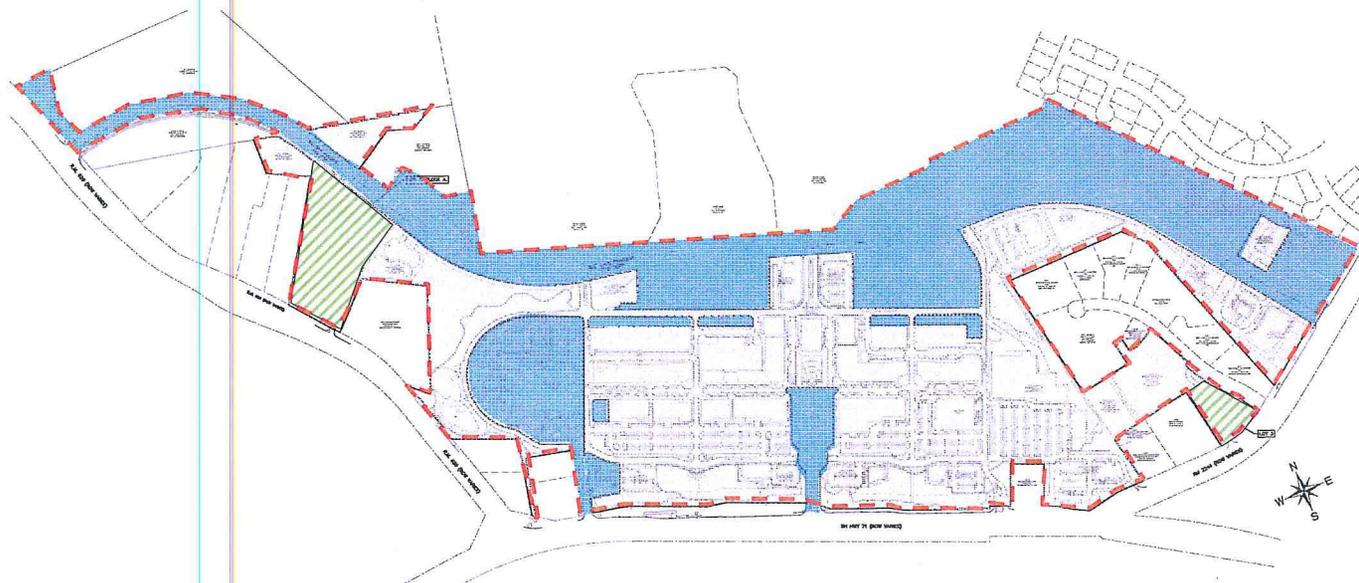
4. Amended Development Standards.

(a) Water quality and amenity ponds which are not required to be lined for their water quality function, but which are lined with impermeable liners, shall be treated as pervious

for all purposes including calculations determining allowable impervious cover. Any reduction in previously calculated impervious cover as a result of the operation of this section on the existing ponds which are depicted in Exhibit "B" attached to Ordinance No. 141, will be assigned to the legal lot on which the ponds are located, subject to existing or future transfer rights. The impervious cover created by this subsection will provide the Galleria Project with an additional 78,476 square feet of impervious cover. The impervious cover created by this section shall only be used to construct the hotel.

(b) Parking spaces as depicted in the Exhibit "B" attached to Ordinance No. 141 for Lot 15, Block A shall be allowed within the 75 foot setback to Highway 71 and Highway 2244 but no closer than 25 feet. The parking lot shall be screened from view of highway 71 and Highway 2244 with landscaping, which landscaping plan shall be considered for approval at site plan approval.

Hill Country Galleria Property Description



- - - Hill Country Galleria (HCG) Project boundaries.

□ Properties within HCG Project subject to Ordinance 141.

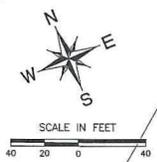
▨ Properties added to HCG Project by and subject to Ordinance 141.

▨ Properties within HCG Project not subject to Ordinance 141.

BEE CAVE PLAZA
SECTION FIVE
DOC. #200200075
BEE CAVES RANCH
LLC

LOT 1
BEE CAVES PLAZA
SECTION FOUR
VOLUME 102, PAGE
69
BEE CAVES
COMMERCIAL II LLC

GALLERIA
TEXAS LLC



LOT 2
BEE CAVES PLAZA SECTION
ONE
VOLUME 97, PAGE 106
COLLECTIVE INTERESTS INC

LOT 2B, BLOCK A
RESUBDIVISION OF
LOT 2,
BEE CAVE PLAZA
SECTION FIVE
DOC. #200200075
HILL COUNTRY TEXAS
GALLERIA LLC

JUNIPER TRACE (ROW VARIES)

LOT 3
BEE CAVES PLAZA SECTION
ONE
VOLUME 97, PAGE 106

LOT 2
BEE CAVE
PLAZA
BOOK 94, PAGE
45
BC OUTDOORS
LP

LOT 2
BEE CAVE PLAZA SECTION TWO
RESUBDIVISION OF LOT ONE
DOC. NO. 199900247
FIDEL DEL TORO JR

LOT 1
BEE CAVE PLAZA SECTION TWO
RESUBDIVISION OF LOT ONE
DOC. NO. 199900247
HARTLAND BANK N A

RM 2244 (ROW VARIES)

PLAT REGISTRATION #4032
D.W. BARNES
CEDAR PARK, TEXAS 78613
P.O. BOX 1002
P.O. BOX 1002
P.O. BOX 1002
P.O. BOX 1002



HILL COUNTRY
GALLERIA
BEE CAVE, TEXAS

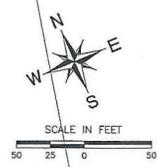
LOT 3
BEE CAVES PLAZA
SECTION ONE

Scale: AS SHOWN
Designed by:
Drawn by:
Checked by:
Date: MAY 2013
Project No.

SHEET
OF

LOT 5, BLOCK A
 AMENDED FINAL PLAT
 DOC. #200700378
 GALLERIA TEXAS LLC

DOC. #20600357
 MADDUX, WILLIAM J



TEXAS REGISTRATION #1432
 P.O. BOX 3839
 AUSTIN, TEXAS 78762-0389
 PHONE (512) 354-4827
 FAX (512) 350-7862



HILL COUNTRY
 GALLERIA
 BEE CAVE, TEXAS

LOT 4, BLOCK A
 HILL COUNTRY GALLERIA
 AMENDED PLAT

Scale: AS SHOWN
 Designed by:
 Drawn by:
 Checked by:
 Date: MAY 2013
 Project No.

SHEET
 OF

360 / PROFESSIONAL SERVICES, INC. PLOT DATE: 5/7/2013 11:38AM PLOTTED BY: MADDUX, WILLIAM J

BEE CAVE PARKWAY
 (110' ROW)

FUTURE

LOT 5, BLOCK B
 AMENDED FINAL PLAT
 DOC. #200700378

LOT 4, BLOCK A
 AMENDED FINAL PLAT
 DOC. #200700378
 HILL COUNTRY TEXAS GALLERIA LLC

LOT 1, BLOCK A
 AMENDED FINAL PLAT
 DOC. #200700378
 HILL COUNTRY TEXAS
 GALLERIA LLC

R.M. 620 (ROW VARIES)

LOT A TRAVIS
 COUNTY
 SUBDIVISION NO. 2
 ABS 387 SUR 527
 TRAVIS COUNTY
 TRUSTEE

WATER LINE EASEMENT
 DOC. #200700378

WATER LINE EASEMENT
 DOC. #200700378

WATER LINE EASEMENT
 DOC. #200700378

WATER LINE EASEMENT
 DOC. #200700378