

ORDINANCE NO. 04-04-13

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 AGRICULTURE DISTRICT AND/OR TOWN CENTER DISTRICT AND/OR PLANNED DEVELOPMENT DISTRICT TO PLANNED DEVELOPMENT DISTRICT FOR APPROXIMATELY 88 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 FOR ARTICULATION OF THE ANCHOR 1 STORE, ATTACHED AS EXHIBIT "D"; 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 land is subject to a prior development agreement which could allow more intensive development of the Land than is proposed by HCS ("developer") in this development; and

WHEREAS, the development proposed by HCS complies with most of the current Village ordinances and is far more compliant with current ordinances than the prior development; and

WHEREAS, HCS has agreed to voluntarily annex into the Village limits portions of the project that would not otherwise have been subject to Village development ordinances;

WHEREAS, HCS proposes to develop the Project using NPS pollution removal percentages that are more protective of the environment than the NPS removal percentages requirements specified in the 1999 Ordinances applicable to the prior development;

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 Agriculture District and/or Town Center District and/or Planned Development District to a Planned Development District for those certain tracts of real property ("Property") consisting of approximately 88 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 Section 14.127 of the Zoning Ordinance.

SECTION 2. That the concept plan for this Planned Development District 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, Section 14.127, of the Comprehensive Zoning Ordinance 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 Sections 14.127 and 14.111, Chapter 14 of the Code of Ordinances. The concept plan can only be amended in accordance with the requirements of Chapter 14, Section 14.127(h) of the 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 Sections 14.127 and 14.111 of the 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 the Development Standards (i) applicable to land located in the Town Center Base Zoning District as set forth in Section 14.122 of Chapter 14 of the Code of Ordinances; and (ii) as set forth in Chapter 14, Section 14.130 thru and including Section 14.146 of the Village's Code of Ordinances; except as same are modified by the terms of Exhibit "C" and Exhibit "D" to 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 and the attached Exhibit "C" and Exhibit "D".

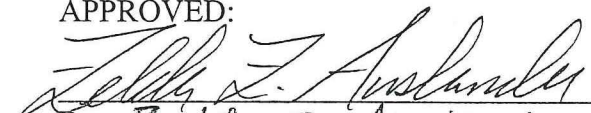
SECTION 4. That should any sentence, paragraph, subdivision, clause, phrase or section of this ordinance be adjusted or held to be unconstitutional, illegal or invalid, the same shall not affect the validity of this ordinance as a whole or any part or provision thereof, other than the part so declared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

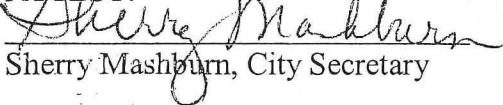
SECTION 6. That this ordinance shall take effect immediately from and after its passage and the publication of the caption.

13th DULY PASSED by the Board of Aldermen of the Village of Bee Cave, Texas, on the day of April, 2004.

APPROVED:


By: Zelda Z. Auslander
Title: Mayor Pro Tem

ATTEST:


Sherry Mashburn, City Secretary

[SEAL]

Exhibit A

to

Ordinance 04-04-13

METCALFE & SANDERS, INC. / LAND SURVEYORS

4800 SOUTH CONGRESS
AUSTIN, TEXAS 78745
(512) 442-5363

SURVEYS & RECORDS SINCE 1904

THE SHOPS AT THE GALLERIA 87.620 ACRES

METES AND BOUNDS DESCRIPTION OF 87.990 ACRES OF LAND, BEING A PORTION OF THE FOLLOWING SURVEYS, ALL IN TRAVIS COUNTY, TEXAS: A PORTION OF THE MATTHEW WILLIAMS SURVEY NO. 900, ABSTRACT NO. 823; A PORTION OF THE JAS. G. SWISHER SURVEY NO. 152, ABSTRACT NO. 691; A PORTION OF THE ORRAN WADE SURVEY NO. 540, ABSTRACT NO. 811; A PORTION OF THE JARRETT MEDLIN SURVEY NO. 520, ABSTRACT NO. 539; A PORTION OF THE JOHN HOBSON SURVEY NO. 527, ABSTRACT NO. 387; AND A PORTION OF THE WILLIAM P. MOORE SURVEY NO. 525, ABSTRACT NO. 557; CONTAINED WITHIN THE HEREIN DESCRIBED 87.990 ACRES OF LAND IS A 0.3701 OF ONE ACRE TRACT, A PORTION OF THE SAID ORRAN WADE SURVEY NO. 540, IN TRAVIS COUNTY, TEXAS, DESIGNATED AS TRACT 2 AND DESCRIBED IN A DEED FROM THE ESTATE OF NELLIE MARIE BOOTHE MOEHRING, DECEASED TO TERRY BOOTHE IN DOCUMENT NUMBER 2000032029, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, SAID 87.990 ACRES OF LAND BEING A PORTION OF THAT 122.35 ACRE, SAVE AND EXCEPT THE SAID 0.3701 OF ONE ACRE TRACT, A PORTION OF THE SAID JARRETT MEDLIN SURVEY NO. 520, AND OTHERS, IN TRAVIS COUNTY, TEXAS, AS DESCRIBED IN A CORRECTION SPECIAL WARRANTY DEED FROM CCNG DEVELOPMENT COMPANY, L.P. AND CCNG PROPERTIES, L.P. TO SPANISH OAKS COMMERCIAL PARTNERSHIP, L.P. IN DOCUMENT NUMBER 2002082879, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, AND BEING ALL OF LOT 1, AMENDED PLAT OF LOTS 1 AND 2, TRADING POST SUBDIVISION, A SUBDIVISION OF A PORTION OF THE SAID MATTHEW WILLIAMS SURVEY NO. 900 AND A PORTION OF THE SAID ORRAN WADE SURVEY NO. 540, IN THE VILLAGE OF BEE CAVE, TRAVIS COUNTY, TEXAS, OF RECORD IN PLAT BOOK 99, PAGE 135, PLAT RECORDS OF TRAVIS COUNTY, TEXAS, AS SURVEYED FOR INTERNATIONAL DEVELOPMENT MANAGEMENT AND REVISED FOR SPANISH OAKS COMMERCIAL PARTNERSHIP, L.P. AND HCS HOLDING COMPANY, L.P. BY METCALFE & SANDERS, INC., LAND SURVEYORS, 4800 SOUTH CONGRESS AVENUE, AUSTIN, TEXAS, SAID 87.990 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

Beginning at a 1/2" steel pin found at an angle point in the south line of State Highway No. 71 at an interior corner of that 122.35 acre, save and except 0.3701 of one acre tract, a portion of the Jarrett Medlin Survey No. 520, Abstract No. 539, and others, in Travis County, Texas, as described in a Correction Special Warranty Deed from CCNG Development Company, L.P. and CCNG Properties, L.P. to Spanish Oaks Commercial Partnership, L.P. in Document Number 2002082879, Official Public Records of Travis County, Texas (Spanish Oaks

EXHIBIT "A"

Commercial Partnership, L.P. 121.98 acre tract), said 1/2" steel pin found being also in the east line of Lot 1, Amended Plat of Lots 1 And 2, Trading Post Subdivision, a subdivision of a portion of the said Matthew Williams Survey No. 900 and the Orran Wade Survey No. 540, Abstract No. 811, in the Village of Bee Cave, Travis County, Texas, of recbrd in Plat Book 99, Page 135, Plat Records of Travis County, Texas, for the POINT OF BEGINNING and an interior corner of the herein described tract;

(1) THENCE with the southwest line of State Highway No. 71 and a northeast line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, S 57°16'20" E 704.07 feet to a 1/2" steel pin with plastic cap found at the most easterly corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the most northerly corner of Lot 2, Block A, Los Robles Subdivision, a subdivision of a portion of the said Matthew Williams Survey No. 900, in Travis County, Texas, of record in Document No. 200100338, Official Public (Plat) Records of Travis County, Texas, for the most easterly corner of the herein described tract;

(2) THENCE with the most northerly west line of; said Lot 2, Block A, Los Robles Subdivision and with the most northerly west line of that 10.44 acre tract, a portion of the said Matthew Williams Survey No. 900, in Travis County, Texas, as described in a Special Warranty Deed from CCNG Development Company, L.P. to Daniel B. Porter in Document Number 2001082946, Official Public Records of Travis County, Texas, and being also with the most easterly east line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, S 32°44'20" W at 86.39 feet passing a 1/2" steel pin with plastic cap found at a west corner of said Lot 2, Block A, Los Robles Subdivision and the most northerly corner of the said Daniel B. Porter 10.44 acre tract, in all 281.63 feet to a 1/2" steel pin with plastic cap set in rock found in the approximate center line of Little Barton Creek, at an angle point in the most northerly west line of the said Porter 10.44 acre tract and in a northeast line of that 230.92 acre tract, a portion of the said Matthew Williams Survey No. 900, and others, in Travis County, Texas, as described in a Warranty Deed from Nellie Hampe Partnership I, Ltd. to Daniel B. Porter in Volume 15212, Page 2535, Real Property Records of Travis County, Texas, said 1/2" steel pin with plastic cap set in rock found being also the most easterly south corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, for the most easterly south corner of the herein described tract;

THENCE with a west, southwest, south and southeast line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, and an east, northeast, north and northwest line of the said Porter 230.92 acre tract and being also with the meanders of the approximate center line of Little Barton Creek, courses numbered 3 through 10 inclusive as follows:

- (3) N 26°20'00" W 60.04 feet to a 1/2" steel pin previously set in rock found;
- (4) N 56°50'30" W 110.16 feet to a 1/2" steel pin; previously set in rock found;
- (5) N 78°01'00" W 132.47 feet to a 5/8" steel pin; found;
- (6) N 86°54'50" W 131.21 feet to a calculated point;
- (7) S 68°10'10" W 56.13 feet to a calculated point;
- (8) S 49°15'10" W 49.09 feet to a calculated point;
- (9) S 41°57'50" W 43.22 feet to a 5/8" steel pin found;

(10) S 80°44'50" W 25.82 feet to a 5/8" steel pin found at a northwest corner of the said Porter 230.92 acre tract and the most northerly corner of that 2.000 acre tract, a portion of the said Matthew Williams Survey No. 900, in Travis County, Texas, as described in a Special Warranty Deed from CCNG Development Company, L.P. to Daniel B. Porter in Document Number 2000013836, Official Public Records of Travis County, Texas;

(11) THENCE with a southeast line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the northwest line of the said Porter 2.000 acre tract and being also with the approximate center line of Little Barton Creek, S 50°01'40" W 135.83 feet to a 5/8" steel pin set in rock found at a south corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the most easterly corner of that 4.029 acre tract, a portion of the said Matthew Williams Survey No. 900 and a portion of the said Orran Wade Survey No. 540, in Travis County, Texas, designated as Tract 1 and described in a deed from The Estate of Nellie Marie Boothe Moehring, Deceased to Terry Boothe in Document Number 2000032029, Official Public Records of Travis County, Texas, for a south corner of the herein described tract;

THENCE with a west, southwest, southeast and east line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and an east, northeast, northwest and west line of the said Boothe Tract 1 of 4.029 acres, courses numbered 12 through 18 inclusive as follows:

(12) N 6°13'20" W 133.27 feet to a 1/2" steel pin set in rock found;
(13) N 52°59'20" W 61.51 feet to a 1/2" steel pin set in rock found;
(14) N 27°22'00" W 249.84 feet to a 1/2" steel pin set in rock found;
(15) N 66°21'40" W 276.40 feet to a 1/2" steel pin found at an interior corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the northwest corner of the said Boothe Tract 1 of 4.029 acres, for an interior corner of the herein described tract;

(16) with a curve to the left an arc distance of 219.26 feet, said curve having a radius of 298.35 feet, a central angle of 42°06'23" and a chord of which bears S 34°38'50" W 214.36 feet to a 1/2" steel pin with plastic cap found at point of compound curve;

(17) with a curve to the left an arc distance of 44.01 feet, said curve having a radius of 30.45 feet, a central angle of 82°49'11" and a chord of which bears S 23°11'10" E 40.28 feet to a 1/2" steel pin with plastic cap found at point of reverse curve;

(18) with a curve to the right an arc distance of 224.56 feet, said curve having a radius of 113.58 feet, a central angle of 113°16'34" and a chord of which bears S 0°16'30" E 189.73 feet to a 1/2" steel pin with plastic cap found at the southwest corner of the said Boothe Tract 1 of 4.029 acres and at a corner of that 20.975 acre tract, a portion of the said Orran Wade Survey No. 540, a portion of the said Matthew Williams Survey No. 900, and others, in Travis County, Texas, as described in a Special Warranty Deed from CCNG Development Company, L.P. to Daniel B. Porter in Document Number 2001047246, Official Public Records of Travis County, Texas;

THENCE with a south, east, north, east, south, northeast, east and south line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and a north, west, south, west, north, southwest, west and north line of the said Porter 20.975 acre tract, courses numbered 19 through 31 inclusive as follows:

(19) with a curve to the right an arc distance of 25.05 feet, said curve having a radius of 113.58 feet, a central angle of $12^{\circ}38'12''$ and a chord of which bears $S 62^{\circ}41'00'' W 25.00$ feet to a 1/2" steel pin with plastic cap found at an interior corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and a northwest corner of the said Porter 20.975 acre tract, for an interior corner of the herein described tract;

(20) $S 21^{\circ}00'00'' E 13.05$ feet to a PK nail found set in the concrete ring of an electric manhole at an interior corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the most northerly southwest corner of the said Porter 20.975 acre tract, for an interior corner of the herein described tract;

(21) $S 85^{\circ}20'50'' E 60.78$ feet to a 1/2" steel pin with plastic cap found at a northeast corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and an interior corner of the said Porter 20.975 acre tract, for a northeast corner of the herein described tract;

(22) $S 1^{\circ}45'20'' W 112.71$ feet to a 1/2" steel pin with plastic cap found;

(23) $S 11^{\circ}38'30'' W 229.76$ feet to a 1/2" steel pin with plastic cap found;

(24) $S 64^{\circ}33'00'' W 182.21$ feet to a 1/2" steel pin with plastic cap found;

(25) $N 75^{\circ}32'30'' W 320.48$ feet to a 1/2" steel pin with plastic cap found;

(26) $N 62^{\circ}54'10'' W 254.02$ feet to a 1/2" steel pin with plastic cap found;

(27) $N 60^{\circ}38'20'' W 229.39$ feet to a 1/2" steel pin with plastic cap found;

(28) $N 56^{\circ}20'00'' W 292.74$ feet to a 1/2" steel pin with plastic cap found at an interior corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and a northwest corner of the said Porter 20.975 acre tract, for an interior corner of the herein described tract;

(29) $S 35^{\circ}33'00'' E 61.34$ feet to a 1/2" steel pin with plastic cap found;

(30) $S 14^{\circ}25'30'' E 242.13$ feet to a 1/2" steel pin with plastic cap found at a southeast corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and an interior corner of the said Porter 20.975 acre tract, for a southeast corner of the herein described tract;

(31) $N 77^{\circ}22'10'' W 354.86$ feet to a 1/2" steel pin found at an interior corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the most westerly northwest corner of the said Porter 20.975 acre tract, said 1/2" steel pin found being also at a northeast corner of that 300.800 acre tract, a portion of the said Jarrert Medlin Survey No. 520, and others, in Travis County, Texas, designated as Tract One and described in a Warranty Deed With Vendor's Lien With Correction from Limestone Cooper Properties L.P., et al to CCNG Properties, L.P. in Document Number 2001021869, Official Public Records of Travis County, Texas, for an interior corner of the herein described tract;

THENCE with an east line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the most westerly west line of the said Porter 20.975 acre tract, and being also with an east line of the said CCNG Properties, L.P. Tract One of 300.800 acres, courses numbered 32 through 33 inclusive as follows:

(32) $S 9^{\circ}01'20'' E 73.48$ feet to a 1/2" steel pin set in rock found;

(33) $S 2^{\circ}19'40'' E 30.82$ feet to a 1/2" steel pin in rock found at a southeast corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the most westerly southwest of the said Porter 20.975 acre tract, and being also a northwest corner of the said Porter 230.92 acre tract, said 1/2" steel pin in rock found being in the approximate center line of Little Barton Creek, for a southeast corner of the herein described tract;

THENCE with a south, southwest and south line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and with the meanders of the approximate center line of Little Barton Creek, courses numbered 34 through 40 inclusive as follows:

- (34) N 72°26'10" W 215.93 feet to a 1/2" steel pin with plastic cap found;
- (35) N 49°11'30" W 323.22 feet to a 1/2" steel pin with plastic cap found;
- (36) N 39°04'30" W 235.85 feet to a 1/2" steel pin with plastic cap found;
- (37) N 65°26'10" W 220.67 feet to a 1/2" steel pin with plastic cap found;
- (38) N 59°13'30" W 247.13 feet to a calculated point;
- (39) N 52°03'30" W 353.26 feet to a 1/2" steel pin with plastic cap set in rock found;
- (40) N 59°55'10" W 238.08 feet to a calculated point, for a southwest corner of the herein described tract, and from which calculated point a 1/2" steel pin with plastic cap found bears N 59°55'10" W 5.54 feet;

(41) THENCE crossing the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, N 42°09'00" E at 14.28 feet passing a 60d nail set in a leaning 13" cedar tree, at 55.97 feet passing a 1/2" steel pin with plastic cap set, at 115.62 feet passing a 1/2" steel pin with plastic cap set, in all 285.41 feet to a calculated point in a northeast line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and a southwest line of Lot 1, Park Place, a subdivision of a portion of the said Jarrett Medlin Survey No. 520, in the Village of Bee Cave, Travis County, Texas, of record in Plat Book 94, Page(s) 47, 48, Plat Records of Travis County, Texas, for a north corner of the herein described tract;

THENCE with a northeast, northwest and southwest line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the southwest, southeast and northeast line of said Lot 1, Park Place, courses numbered 42 through 44 inclusive as follows:

- (42) S 47°51'00" E 279.51 feet to a 1/2" steel pin with plastic cap found at an interior corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the south corner of said Lot 1, Park Place, for an interior corner of the herein described tract;
- (43) N 35°37'30" E 504.24 feet to a 1/2" steel pin found in concrete at an interior corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and at the most easterly or most easterly northeast corner of said Lot 1, Park Place, for an interior corner of the herein described tract;
- (44) N 67°54'10" W 272.37 feet to a 1/2" steel pin with plastic cap set, for a southwest corner of the herein described tract;

(45) THENCE crossing the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, N 2°46'10" W 293.60 feet to a 1/2" steel pin with plastic cap found at an interior corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the southeast corner of that 0.487 of one acre tract, a portion of the said Jarrett Medlin Survey No. 520 and a portion of the John Hobson Survey No. 527, Abstract No. 387, in the Village of Bee Cave, Travis County, Texas, as described in a Special Warranty Deed from NAJD II Corp. to Limestone Creek Properties L.P., et al in Volume 12080, Page 2245, Real Property Records of Travis County, Texas;

(46) THENCE with a west line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the east line of the said Limestone Creek Properties L.P., et al 0.487 of one acre tract, N 15°45'40" E at 125.02 feet passing a 1/2" iron pipe found in concrete, in all 125.28 feet to a 1/2" steel pin with plastic cap found in the curving south line of State Highway No. 71 at a northwest corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the northeast corner of the said Limestone Creek Properties L.P., et al 0.487 of one acre tract, for a northwest corner of the herein described tract;

(47) THENCE with the curving south line of State Highway No. 71 and a curving north line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, with a curve to the right an arc distance of 216.06 feet, said curve having a radius of 1819.40 feet, a central angle of 6°48'15" and a chord of which bears S 89°30'40" E 215.94 feet to 1/2" steel pin with plastic cap set in concrete found at a northeast corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and at the northwest corner of that 35 yards square tract (for a public schoolhouse), as recognized and used upon the ground, a portion of the said John Hobson Survey No. 527, and a portion of the said Jarrett Medlin Survey No. 520, in the Village of Bee Cave, Travis County, Texas, as described in a deed from Frederick Freitag, et ux to Travis County, Texas (James W. Smith, County Judge) in Volume 47, Page 606, Deed Records of Travis County, Texas;

(48) THENCE with the east line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the west line of the said Travis County, Texas 35 yards square tract, as recognized and used upon the ground, S 13°01'10" W at 0.22 of one foot passing a 1/2" iron pipe found, in all 182.32 feet to a 3/4" iron pipe found in concrete at an interior corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the southwest corner of the said Travis County, Texas 35 yards square tract, as recognized and used upon the ground, for an interior corner of the herein described tract;

(49) THENCE with a north line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the south line of the said Travis County, Texas 35 yards square tract, as recognized and used upon the ground, S 78°40'20" E 104.90 feet to a Southwestern Bell Telephone Company brass disc found set in concrete at the southeast corner of the said Travis County, Texas 35 yards square tract, as recognized and used upon the ground, and the southwest corner of that 0.693 of one acre tract, a portion of the said Jarrett Medlin Survey No. 520 and a portion of the William P. Moore Survey No. 525, Abstract No. 557, in the Village of Bee Cave, Travis County, Texas, as described in a deed from the Bee Caves Telephone Company to Southwestern Bell Telephone Company in Volume 2355, Page 147, Deed Records of Travis County, Texas;

(50) THENCE with a north line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the south line of the said Southwestern Bell Telephone Company 0.693 of one acre tract, S 76°50'30" E 158.05 feet to a Southwestern Bell Telephone Company brass disc found set in concrete at the southeast corner of the said Southwestern Bell Telephone Company

0.693 of one acre tract and the southwest corner of that 0.7599 of one acre tract, a portion of the said Jarrett Medlin Survey No. 520 and a portion of the said William P. Moore Survey No. 525, in the Village of Bee Cave, Travis County, Texas, as described in a Warranty Deed from Barbara Ellen's A Hill Country Restaurant, Inc. to Southwestern Bell Telephone Company in Document Number 2001186588, Official Public Records of Travis County, Texas;

THENCE with a north line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the south line of the said Southwestern Bell Telephone Company 0.7599 of one acre tract, courses numbered 51 through 53 inclusive as follows:

(51) S 77°22'50" E 60.09 feet to a steel pin with plastic cap stamped LCRA found;
(52) S 78°48'30" E 37.06 feet to a steel pin with plastic cap stamped LCRA found;
(53) S 76°54'30" E 67.87 feet to a 60d nail found in the southeast side of a 16" live oak tree at the southeast corner of the said Southwestern Bell Telephone Company 0.7599 of one acre tract and the southwest corner of that 1.723 acre tract, called to be a portion of the said William P. Moore Survey No. 525, and being also a portion of the said Jarrett Medlin Survey No. 520, in the Village of Bee Cave, Travis County, Texas, as described in a Special Warranty Deed from Allison E. O'Connor to James T. O'Connor, Jr. in Volume 11918, Page 709, Real Property Records of Travis County, Texas;

(54) THENCE with a north line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the south line of the said James T. O'Connor, Jr. 1.723 acre tract, S 78°12'40" E 196.97 feet to a 1/2" steel pin with plastic cap set, for a northeast corner of the herein described tract;

THENCE crossing the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, courses numbered 55 through 62 inclusive as follows:

(55) S 23°20'40" W 74.65 feet to a 1/2" steel pin with plastic cap set, for an interior corner of the herein described tract;
(56) S 66°39'20" E 70.00 feet to a 1/2" steel pin with plastic cap set, for a northeast corner of the herein described tract;
(57) S 23°20'40" W 230.00 feet to a 1/2" steel pin with plastic cap set, for an interior corner of the herein described tract;
(58) S 66°39'20" E 211.67 feet to a 1/2" steel pin with plastic cap set;
(59) S 66°45'30" E 57.64 feet to a 1/2" steel pin with plastic cap set, for an interior corner of the herein described tract;
(60) N 23°20'00" E 29.23 feet to a 1/2" steel pin with plastic cap set;
(61) N 68°14'30" E 14.16 feet to a 1/2" steel pin with plastic cap set;
(62) N 23°20'00" E 428.21 feet to a 1/2" steel pin with plastic cap set in the south line State Highway No. 71 and in a north line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, for a northwest corner of the herein described tract;

(63) THENCE with the south line of State Highway No. 71 and a north line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, S 66°39'20" E 1301.19 feet to a 3/4" iron pipe found at a northeast corner of the said Spanish Oaks Commercial Partnership, L.P.

121.98 acre tract and the northwest corner of that 1.0 acre tract, a portion of the said Orran Wade Survey No. 540, in the Village of Bee Cave, Travis County, Texas, as described in a deed from George P. Shackelford, and wife, Louise B. Shackelford to Harriette A. Wells in Volume 4184, Page 2183, Deed Records of Travis County, Texas, for a northeast corner of the herein described tract;

THENCE with an east, north and west line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the west, south and east line of the said Harriette A. Wells 1.0 acre tract, courses numbered 64 through 66 inclusive as follows:

(64) S 23°21'40" W 171.39 feet to a 1/2" steel pin in rock found at an interior corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the southwest corner of the said Harriette A. Wells 1.0 acre tract, for an interior corner of the herein described tract;

(65) S 64°49'10" E 248.86 feet to a 1/2" iron pipe found at an interior corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the southeast corner of the said Harriette A. Wells 1.0 acre tract, for an interior corner of the herein described tract;

(66) N 23°04'20" E 67.77 feet to a 3/4" iron pipe found at a northwest corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the southwest corner of Lot 5, Trading Post Subdivision, a subdivision of a portion of the said Orran Wade Survey No. 540 and a portion of the said Matthew Williams Survey No. 900, in the Village of Bee Cave, Travis County, Texas, of record in Plat Book 94, Page 296, Plat Records of Travis County, Texas, for a northwest corner of the herein described tract;

THENCE with a north line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the south line of said Lot 5, Trading Post Subdivision, being also with the south line of Lots 4 and 3 of said Trading Post Subdivision, courses numbered 67 through 69 inclusive as follows:

(67) S 66°39'10" E 74.64 feet to a 1/2" steel pin found at the southeast corner of said Lot 5 and the southwest corner of said Lot 4;

(68) S 66°40'10" E 59.72 feet to a 1/2" steel pin found at the southeast corner of said Lot 4 and the southwest corner of said Lot 3;

(69) S 66°44'20" E at 6.66 feet passing a 1/2" steel pin found 0.30 of one foot south of line, in all 212.75 feet to a 1/2" steel pin found at the southeast corner of said Lot 3 and the southwest corner of Lot 2 of said Amended Plat of Lots 1 and 2, Trading Post Subdivision;

(70) THENCE with a north line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract and the south line of said Lot 2, Amended Plat of Lots 1 and 2, Trading Post Subdivision, S 66°42'10" E 113.52 feet to a 1/2" steel pin found at the southeast corner of said Lot 2 and the southwest corner of said Lot 1, Amended Plat of Lots 1 and 2, Trading Post Subdivision, said 1/2" steel pin found being also an interior corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, for an interior corner of the herein described tract;

(71) THENCE with the west line of said Lot 1 and the east line of said Lot 2, Amended Plat of Lots 1 and 2, Trading Post Subdivision, and being also with a west line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, N 23°18'30" E 141.19 feet to a PK nail found in asphalt in the south line of State Highway No. 71 at the northwest corner of said Lot 1 and the northeast corner of said Lot 2, Amended Plat of Lots 1 and 2, Trading Post Subdivision, said PK nail found in asphalt being also a northwest corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, for a northwest corner of the herein described tract;

(72) THENCE with the south line of State Highway No. 71 and the north line of said Lot 1, Amended Plat of Lots 1 and 2, Trading Post Subdivision, and being also with a north line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, S 66°40'10" E 135.55 feet to a 1/2" steel pin found at an angle point in the south line of State Highway No. 71 at the northeast corner of said Lot 1, Amended Plat of Lots 1 and 2, Trading Post Subdivision and a northeast corner of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, for a northeast corner of the herein described tract;

(73) THENCE with the south line of State Highway No. 71 and the east line of said Lot 1, Amended Plat of Lots 1 and 2, Trading Post Subdivision, and being also with an east line of the said Spanish Oaks Commercial Partnership, L.P. 121.98 acre tract, S 15°51'40" W 10.87 feet to the point of beginning of the herein described tract, containing 87.990 acres of land, **SAVE AND EXCEPT** that 0.3701 of one acre tract of land located within the boundaries of the above 87.990 acre metes and bounds description, said 0.3701 of one acre tract being designated as Tract 2 and described in a deed from The Estate of Nellie Marie Boothe Moehring, Deceased to Terry Boothe in Document Number 2000032029, Official Public Records of Travis County, Texas, leaving a net acreage of 87.620 acres of land.

Note: The plastic caps on the steel pins found or set which are denoted as being capped are inscribed with "M & S 1838".

Metes and Bounds Description Revised December 4, 2003
From a Survey Completed March 13, 2003 and
Last Revised December 2, 2003.



METCALFE & SANDERS, INC.
Land Surveyors

By.

A handwritten signature in black ink, appearing to read "George L. Sanders".

George L. Sanders
Texas Registered Professional
Land Surveyor No. 1838

Plan 7839R.3

FB 881, P 18-26, 31, 34-48, 63-75 & DC

FB 862, P 1-25 & DC

FB 861, P 29-59 & DC

FB 848, P 8-16, 35, 40-59 & DC

FB 843, P 1-42 & DC

FB 837, P 1-25, 37 & DC

FB 836, P 32-59 & DC

FB 822, P 1-42 & DC

FB 607, P 55-56

FB 590, P 1-19

Ref Plan 7839R.2

Plan 7839R

Plan 7839Q

Plan 7839N

Plan 7839L

Plan 7839G

Plan 7839F

Plan 7839A

Plan 9827

Plan 9807

Plan 9671

Job No. 02361.01

c:\project\00015\doc\galleria\fn87_6ac.doc

METCALFE & SANDERS, INC. / LAND SURVEYORS

4800 SOUTH CONGRESS
AUSTIN, TEXAS 78741
(312) 443-1263

SURVEYS & RECORDS SINCE 1904

BOOTHE 0.3701 OF ONE ACRE

METES AND BOUNDS DESCRIPTION OF A SURVEY OF 0.3701 OF ONE ACRE OF LAND, A PORTION OF THE ORRAN WADE SURVEY NO. 540, ABSTRACT NO. 811, IN TRAVIS COUNTY, TEXAS, SAID 0.3701 OF ONE ACRE OF LAND BEING ALL OF THAT 0.3701 OF ONE ACRE TRACT, A PORTION OF THE SAID ORRAN WADE SURVEY NO. 540, IN TRAVIS COUNTY, TEXAS, DESIGNATED AS TRACT 2 AND DESCRIBED IN A DEED FROM THE ESTATE OF NELLIE MARIE BOOTHE MOEHRING, DECEASED TO TERRY BOOTHE IN DOCUMENT NUMBER 2000032029, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, AS SURVEYED FOR THE NELLIE HAMPE PARTNERSHIP I, LTD. AND REVISED FOR CCNG DEVELOPMENT COMPANY, L.P. BY METCALFE & SANDERS, INC., LAND SURVEYORS, 4800 SOUTH CONGRESS AVENUE, AUSTIN, TEXAS, SAID 0.3701 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING FOR REFERENCE at a 1/2" steel pin in concrete found in the south line of State Highway No. 71 at the most northerly northwest corner of that 135.7205 acre tract, a portion of the Orran Wade Survey No. 540, Abstract No. 811, and others, in Travis County, Texas, as described in a Special Warranty Deed from Nellie Hampe Partnership I, Ltd. to CCNG Development Company, L.P. in Document Number 2000013832, Official Public Records of Travis County, Texas, and the northeast corner of that 1.723 acre tract, a portion of the William P. Moore Survey No. 525, Abstract No. 557, in Travis County, Texas, as described in a Special Warranty Deed from Allison E. O'Connor to James T. O'Connor, Jr. in Volume 11918, Page 709, Real Property Records of Travis County, Texas;

Thence S 10° 10' 10" E 784.94 feet to a 1/2" steel pin found at the north corner of that 0.3701 of one acre tract, a portion of the said Orran Wade Survey No. 540, in Travis County, Texas, designated as Tract 2 and described in a deed from The Estate of Nellie Marie Boothe Moehring, Deceased to Terry Boothe in Document Number 2000032029, Official Public Records of Travis County, Texas, for the POINT OF BEGINNING and north corner of the herein described tract;

THENCE with the northeast, southeast, southwest and northwest line of the said Boothe Tract 2 of 0.3701 of one acre, courses numbered 1 through 4 inclusive as follows:

- (1) with a line 5.28 feet northeast of the northeast face of an existing one story metal building, S 41°30'00" E 200.24 feet to a 1/2" steel pin found at the east corner of the said Boothe Tract 2 of 0.3701 of one acre, for the east corner of the herein described tract;
- (2) with the line of the southeast face of the building, S 48°32'20" W 80.54 feet to the south corner of the building at the south corner of the said Boothe Tract 2 of 0.3701 of one acre, for the south corner of the herein described tract;

 A. -

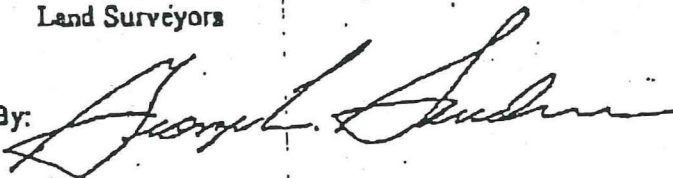
(3) with the southwest face of the building, N 41°29'00" W 200.21 feet to the west corner of the building at the west corner of the said Boothe Tract 2 of 0.3701 of one acre, for the west corner of the herein described tract;

(4) with the line of the northwest face of the building, N 48°31'00" E 80.49 feet to the POINT OF BEGINNING of the herein described tract, containing 0.3701 of one acre of land.

Metes and Bounds Description Revised February 25, 2002
From a Metes and Bounds Description Prepared
December 20, 1999, Previous Surveys And A
Survey Completed August 14, 2001.



METCALFE & SANDERS, INC.
Land Surveyors

By: 

George L. Sanders
Texas Registered Professional
Land Surveyor No. 1838

Plan 7839R
FB 843, P 1-42 & DC
FB 822, P 1-24 & DC
FB 607, P 55-56
FB 590, P 7-19

Ref. Plan 7839G
Plan 7839F

Job No. 01142.01

c:\project\00015\doc\m0_37ac.doc

Exhibit B

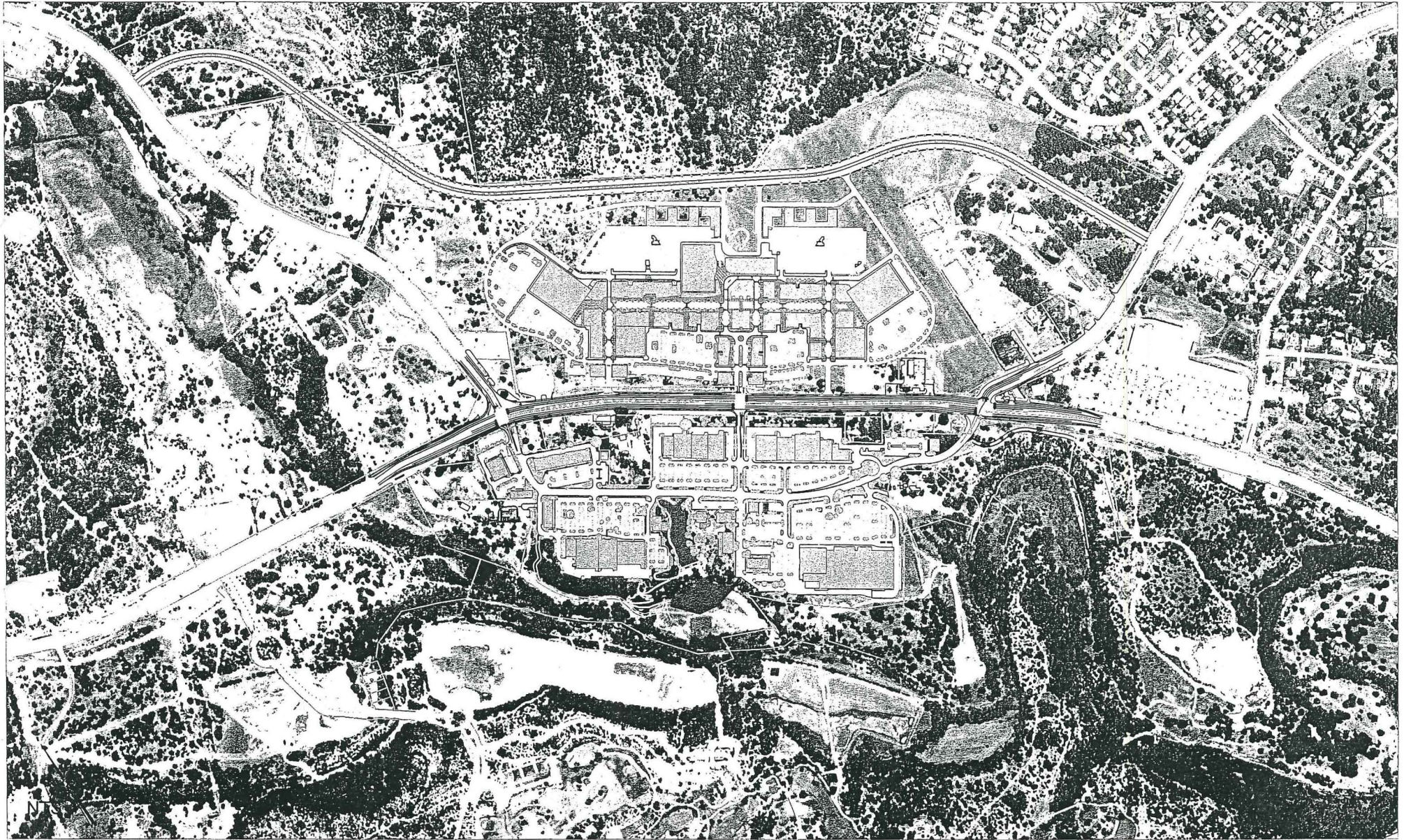
to

Ordinance 04-04-13

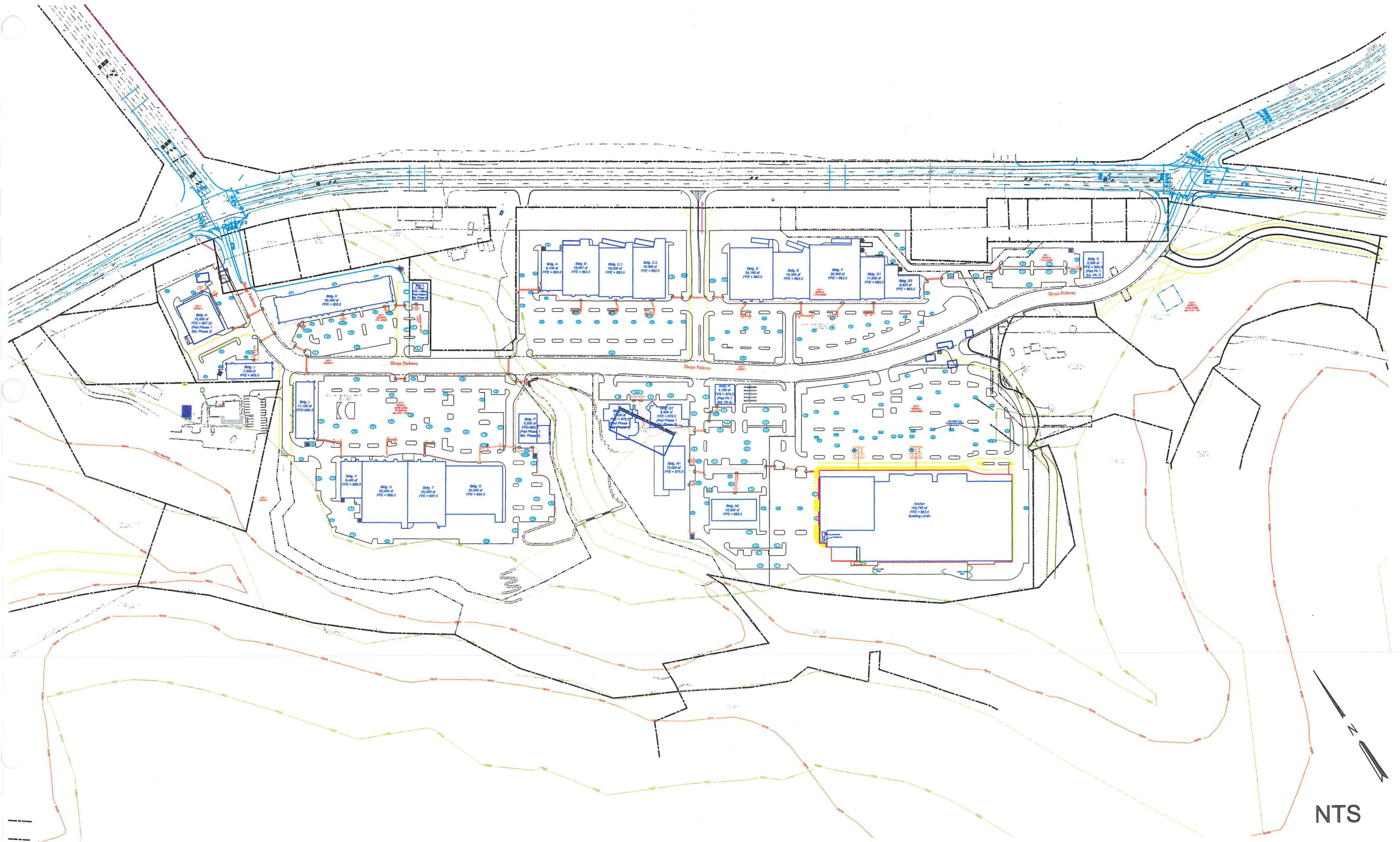
Hill Country Galleria - The Shops at the Galleria

(45% Green Space)

(44% Green Space)



Concept Plan



NTS

Exhibit C

to

Ordinance 04-04-13

Exhibit "C"

PLANNED DEVELOPMENT STANDARDS

The following development standards shall be permitted within this Planned Development, to the extent that any of the following development standards conflict with Village Ordinances, other than the Village Subdivision Ordinance, the following shall control. All development activity (the "Project") undertaken on the Property, must comply with the development standards for TC - Town Center Base Zoning District, except as modified herein, and with all other Village zoning, subdivision and construction codes and requirements, except as modified herein. The term "Developer" shall mean the Project Developer, or its successors and assigns in the event of a transfer of ownership.

1. Building Height

Height limits for buildings constructed on the Property shall be in accordance with the following:

- a. All buildings shall have no more than two occupied stories;
- b. All building shall not exceed a height of 50 feet, above the buildings ground floor grade (excluding parapets).

2. Building Floor Area

The building floor area for buildings constructed on the Property shall be in accordance with the following:

- a. The maximum interior floor area measured in square feet ("Gross Floor Area") is 550,000 square feet. Gross Floor Area shall be measured from outside wall to outside wall and shall include any permanent outdoor sales area.
- b. No single tenant or occupant, excepting Anchor 1, shall exceed 35,000 square feet of Gross Floor Area and no single building shall extend more than 700 linear feet.
- c. The Gross Floor Area of Anchor 1 shall not exceed 170,000 square feet. If Anchor 1 ceases to be used as a home-improvement store, Anchor 1 shall be split into separate stores so long as no one store exceeds 85,000 square feet of Gross Floor Area after the split and no other store shall exceed 35,000 feet of Gross Floor Area.

3. Building Facades and Roof

Building facades and roofs shall be constructed in accordance with the following:

- a. Exposed front building facades will be faced with natural stone or brick or synthetic stone of like quality and appearance and/or Commercial Grade of Stucco (“EIFS”).
- b. Roofs shall have parapet walls with height sufficient to shield any roof mounted mechanical equipment when viewed from the project’s parking area or Highway 71. Decorative screening shall shield any roof mounted mechanical equipment from view.
- c. The front facade of Anchor 1, shown on the Concept Plan, shall be articulated in accordance with Exhibit “D”, attached to this Ordinance. The Village requests that Developer include on Anchor 1 additional windows and earth tone colors.
- d. To the extent that buildings are depicted on the Concept Plan without depiction of architectural elevations, such buildings, including front, side, and rear elevations, shall be constructed to conform to the design criteria and in an architectural style and character consistent with and similar to the other project buildings depicted in the Concept Plan. Such buildings shall be aesthetically consistent with regard to articulation and variation, and detailed with architectural elements which provide shadow lines and visual depth, unless substantially screened with landscaping, whereby the landscape screening in itself provides the aesthetic detailing.
- e. The landscape of the overall project shall include approved retaining walls faced with natural stone or brick or synthetic stone of like quality and appearance, pedestrian connectivity between the various shops, periodic fountains, bicycle racks and sitting areas shall be incorporated throughout the Project.

4. **Parking**

Parking shall be constructed and maintained in accordance with the following:

- a. Parking may be shared between uses.
- b. Coal tar sealants shall not be used in the surface of parking or private roadway areas.
- c. Parking ratios shall be based on and calculated for the overall Project without regard to the number of platted lots or the proximity of such parking spaces to a particular building and without regard to a particular buildings’ Gross Floor Area. Up to 2,508 parking spaces shall be allowed for the project and compact spaces of 8’ by 16’ shall be allowed. Parking spaces may be located up to 100 feet from trees.

5. Non-point Source Pollution Standards and Impervious Cover Standards

- a. Notwithstanding any other requirement to the contrary, the Project shall be designed, constructed and operated to achieve compliance with the substantive requirements of the Village Non-Point Source Ordinance in effect on April 26, 1999, except that in lieu of the pollution removal percentage requirements of the Ordinance in effect on April 26, 1999, the Project shall be required to meet the following pollution removal percentages as calculated on the annual pollutant load pursuant to the data, specifications and methods set forth in the LCRA Non-Point Source Pollution Control Manual (Third Edition):

85% removal of phosphorus
85% removal of oil and grease
85% removal of total suspended solids

In the event the April 26, 1999 Non-Point Source Ordinance calls for a higher percentage removal rate due to slopes, the Project shall meet the higher percentage removal requirement of the April 26, 1999 Ordinance.

- b. To the extent that the above pollutant removal percentages can be improved upon over and above the percentages listed above at the same or similar cost to asphalt or other impervious materials, pervious pavement products may be incorporated to improve such removal percentages. If pervious pavement products are used, the maintenance of such products shall be the responsibility of developer and be included in a maintenance agreement.
- c. Impervious Cover for all development in the PD District shall not exceed 58 acres all of which is deemed used in approval of this Project.
- d. Proposed compliance with the above requirements will be demonstrated in the application for a NPS permit for the Project. The NPS permit application for the Project shall also include a maintenance schedule for the Project parking lots that incorporates best management practices ("BMPs") to reduce the potential pollutant run-off from such parking lots.
- e. Prior to the approval of the first Certificate of Occupancy ("CO") or the approval of a Final Plat, whichever shall occur first, Developer shall apply for and obtain an Annual NPS Operating Permit in accordance with Section 13.129 of the Village Ordinances.
- f. Developer shall comply with Sections 13.130 (Water Quality Control Plan) and 13.131 (Erosion Control Plan) prior to the issuance of a site development permit.
- g. The following procedures and timetables will govern the submission, processing and approval of the NPS Permit for development in the PD District, in lieu of the procedures and timetables set forth in any conflicting or inconsistent ordinance:

- 1) The Application for the NPS Permit may be scheduled for consideration and action by the Planning and Zoning Commission following a determination by the Village Administrator that the Application is complete.
- 2) The Application for the NPS Permit may be considered by the Board of Alderman after action is taken by the Planning and Zoning Commission. A simple majority vote by the Board of Alderman is required to adopt, amend or reverse the recommendation of the Planning and Zoning Commission on the NPS Permit. The NPS Permit will be effective on the date approved by the Board of Alderman.
- 3) Public comment, if any is submitted, on the NPS Permit Application shall be heard by the Planning and Zoning Commission and the Board of Alderman prior to action being taken by the Commission or the Board.
- 4) The minimum timeframes for the Commission and Board to schedule meetings, notice meetings and act on the NPS Permit Application shall be those minimum times necessary for compliance with the Texas Open Meetings laws.

6. Permitted Uses

Uses permitted within this Planned Development District shall be in accordance with the permitted uses allowed in the TC - Town Center - Zoning District except as provided below:

- a. The following conditional uses shall be permitted as a matter of right:
 - (1) Contractor's temporary on-site construction office
 - (2) Department store
 - (3) Food or grocery store
 - (4) Garden shop
 - (5) Home improvement center; Anchor 1
 - (6) Retail shop and general retail sales
 - (7) Amusement services indoors
 - (8) Pharmacy
- b. Anchor 1 is limited to a home-improvement store, except as authorized by Section 2(c) above.

7. Landscaping

- a. The landscape of the overall project shall include stone faced retaining walls faced with natural stone, brick or synthetic stone of like quality and appearance, pedestrian connectivity between the various shops, periodic fountains, and sitting areas.

- b. The Landscape Plan for the Project shall be analyzed based upon the Project as a whole regardless of the number of lots actually platted within the Project. At least 15% of all vehicular use areas shall utilize landscape areas (including islands, peninsulas and/or medians). Such 15% requirement may be satisfied through clustering to promote preservation of existing trees. Existing trees which are slated for removal may be moved to landscape areas, in lieu of new plantings or existing trees in the landscape area, on an inch per inch or greater basis. A landscape island shall be located at each end of all parking bays and shall contain four (4) inch or greater caliper shade trees chosen from the Village approved plant list. The Village Landscape Ordinance applies to this Project except as otherwise modified by this Ordinance.
- c. In construction of the parking lots, tree trunks may be less than five (5) feet from paving or curbs if a certified arborist certifies to the Village that the trees will not be adversely impacted by the proximity of the curbing or pavement to the tree.
- d. Building pads may be constructed without immediate construction of associated buildings to accommodate construction of all site work including construction of pads, driveways, and parking areas. However, if vertical construction of a building on a pad site does not commence within 90 days from the date the pad site is constructed, the developer will landscape the pad site.
- e. Retaining walls along the private roadway shall be visually broken up with vines or other greenery.

8. Other Requirements

- a. The Project will be designed and constructed to include a non-exclusive vehicular connection between the Shops Parkway shown on the Concept Plan and the Village's existing municipal parking areas which will allow for access from the Village owned property to the Parkway, and hence the signalized intersections of the Parkway at RR 620 and FM 2244. In areas along the boundary with the Village owned property, the Project shall include a dense vegetative buffer of at least five (5) feet in width and landscaping to be approved by the Village sufficient to obscure the view of the Project from the Village owned property. Trees within thirty (30) feet of the property line with the Village owned property may be relocated to accommodate construction in accordance with the Concept Plan so long as such trees are replaced to a location acceptable to the Village.
- b. The park area around the pond depicted on the Concept Plan shall be designed to be an attractive destination area for families with amenities typical of a public park including tables, benches and umbrella covered eating areas. In particular, there shall be designated parking for access to the park and developer shall locate "shoplike" tenants around the pond. Decking areas shall be incorporated. The wet pond areas depicted on the Concept Plan shall not be required to be screened but shall be designed to function as a landscape feature with views to the pond

and its plantings, trails and site furnishings. All such features and amenities shall be maintained by developer.

- c. Subject to TxDOT approval, development in the PD District shall be designed to include turn lanes into and out of the Project at RR 620 and FM 2244, including new or modified signal lights for such turn lanes. The developer constructed turn lanes and signals shall be constructed and completed prior to issuance of the first Certificate of Occupancy ("CO") for a building in the PD District.
- d. The Project will be designed and constructed to provide a private access drive between FM 2244 and RR 620 generally as shown on the Concept Plan. The private roadway shall be constructed of concrete. A public utility easement shall be dedicated to the Village along the private access way free and clear of any liens or other encumbrances. In the event that portions of the private access drive are required by TxDOT to be a public road, such portion(s) of the private access drive will be dedicated to the Village as necessary to satisfy TxDOT requirements. The private access drive will be designed, reviewed and approved by the Village in accordance with the Construction Site Plan review and approval process.
- e. Engineering Plans for highway improvements and Traffic Control Plans shall be approved prior to the approval of the Final Plat or the first CO whichever occurs earlier.
- f. Sidewalks shall be provided for as shown on the Concept Plan and shall be compliant with the Americans with Disabilities Act ("ADA").
- g. Developer shall use best efforts to limit truck traffic impacts from construction to the extent feasible to avoid traffic stopping on Highway 71.
- h. All public improvements shall be constructed prior to the approval of the Final Plat. Developer shall not be required to post fiscal security for construction of public improvements if such improvements are constructed and accepted by the Village prior to approval of the Final Plat.
- i. Developer will accommodate the placement of stealth towers to the extent feasible for the Project.
- j. Developer shall not be authorized to perform contouring and sloping activities within the 75 foot buffer zone along Highway 71. However, limited encroachment of not more than two (2) feet into the 75 foot setback shall be authorized during and to accommodate construction of the wall. No trees shall be removed within the buffer zone.
- k. Truck deliveries to the Project and construction traffic shall be limited to the extent reasonably feasible to off-peak hours.

- l. The Staats property shall not be used for staging of construction or construction access for development of the Project.
- m. To the extent that buildings are depicted on the Concept Plan without depiction of architectural elevations, such buildings shall be constructed to conform to the design criteria and in an architectural style and character consistent with and similar to the other project buildings depicted in the Concept Plan. Such buildings shall be aesthetically consistent with regard to articulation and variation, and detailed with architectural elements with provide shadow lines and visual depth, unless substantially screened with landscaping, whereby the landscape screening in itself provides the aesthetic detailing.
- n. The Project will be designed, constructed, and operated in conformance with the requirements of the U.S. Fish & Wildlife letter dated January 28, 2000, as amended by the December 2003 letter, addressed to David B. Armbrust, as application to the development. The Village shall not be responsible for enforcing the U.S. Fish & Wildlife letter, but may require the developer to provide proof of its compliance with the letter prior to the issuance of any construction permits for the Project and may withhold any such approvals pending receipt of such proof. A letter issued by U.S. Fish & Wildlife attesting to the compliance shall constitute sufficient proof of compliance or a letter from developer's engineer certifying the compliance of the Project with the portions of the U.S. Fish & Wildlife letter that are applicable to the Project shall satisfy the requirements of this section.
- o. Building Permits may be issued prior to approval of the Final Plat for the Project.
- p. Signage depicted on the Concept Plan is not approved by this Ordinance. Signage shall be considered for approval by a separate application submitted and considered in accordance with the Village Sign Ordinance, as amended from time to time.
- q. All pesticides, fertilizers or other hazardous materials offered for sale at Anchor 1 shall be placed under a structural covered roof.
- r. Any development standard listed in this Ordinance and/or Exhibit "C" which would result in a variance to the Subdivision Ordinance shall require approval of a variance by the Village pursuant to the requirements of the Subdivision Ordinance.
- s. 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 Village.
- t. Developer shall be responsible for maintaining private security for the Project.

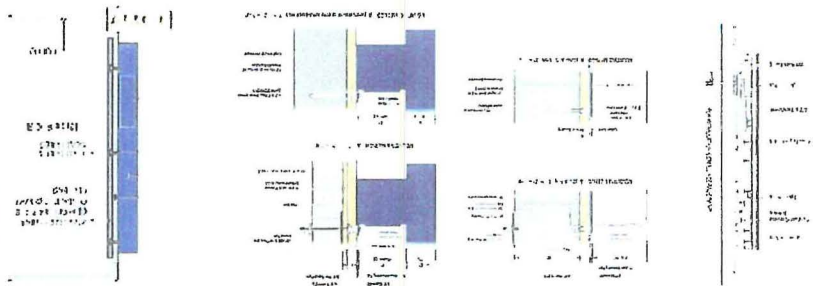
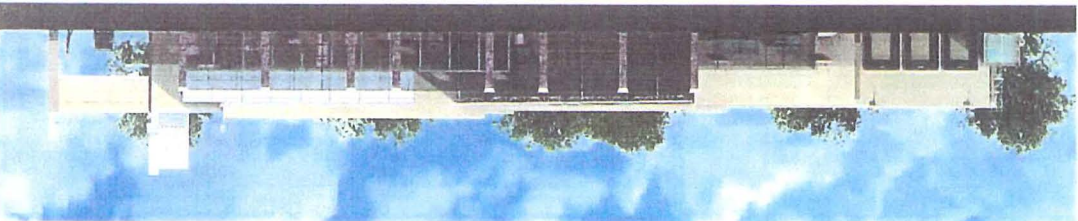
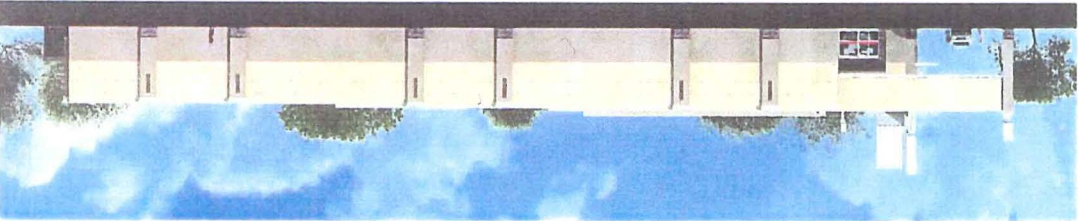
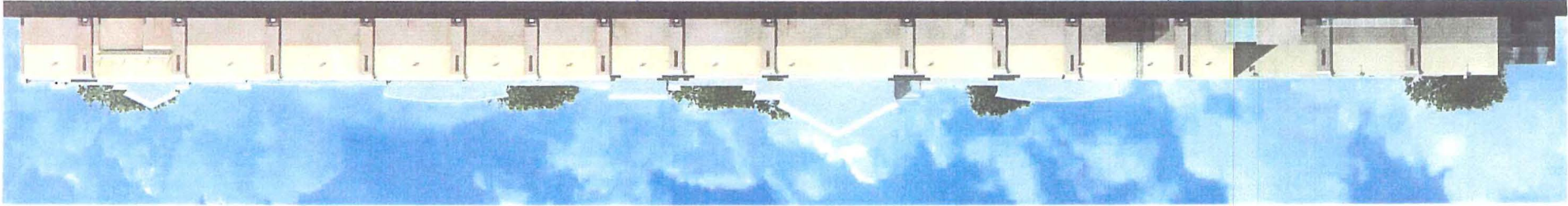
- u. Hours of operation for all retail tenants shall be no earlier than 6:00 am or later than 10:00 pm Monday through Saturday and 8:00 am to 7:00 pm Sunday, with the exception of the uses identified in Section 14.121 of the Village Comprehensive Zoning Ordinance.

Exhibit D

to

Ordinance 04-04-13

EXHIBIT D



Architectural rendering of a building facade with a dark, textured exterior and a dark roof, featuring a central entrance area.