

**ORDINANCE NO. 277**

**AN ORDINANCE AMENDING THE ZONING FROM PUBLIC TO TOWN CENTER, PLANNED DEVELOPMENT DISTRICT ZONING FOR THE PROPERTY DESCRIBED IN EXHIBIT “A”, ATTACHED HERETO AND AMENDING THE CONCEPT PLANS APPROVED IN 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); AS SUBSEQUENTLY AMENDED BY ORDINANCE NO. 141 (ADOPTED ON MARCH 26, 2013); AS SUBSEQUENTLY AMENDED BY ORDINANCE NO. 198 (ADOPTED ON APRIL 22, 2014) TO INCORPORATE THE PROPERTY HEREIN DESCRIBED INTO THE PROJECT KNOWN AS THE GALLERIA IN ACCORDANCE WITH THE CONCEPT PLAN, ATTACHED HERETO AS EXHIBIT “B”; CREATING DEVELOPMENT STANDARDS (EXHIBIT “C”) APPLICABLE TO THE PROPERTY DESCRIBED IN EXHIBIT “A”, ATTACHED HERETO; 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 from Public District to Town Center Planned Development District should be granted and that the Concept Plans approved in 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, Ordinance No. 118, Ordinance 141, and Ordinance No. 198 all should be amended as applicable and 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.** Findings of Fact. All of the above premises are hereby found to be true and correct legislative and factual findings of the City and are hereby approved and incorporated into the body of this Ordinance as if copied in their entirety

**SECTION 2.** That the Property described in Exhibit “A”, attached hereto is hereby

amended from Town Center Planned Development District to Town Center Planned Development District and the Concept Plans adopted in 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, Ordinance No. 118, Ordinance No. 141 and Ordinance No. 198 (collectively the “Galleria Ordinances”) be and the same are hereby amended by this Ordinance to include the Property described herein in accordance with Exhibit “B”, Concept Plan, attached hereto and incorporated herein. The Property described herein shall not be subject to, or authorized to develop pursuant to the development standards described in the Galleria Ordinances, except as same are expressly described in Exhibit “C”, Development Standards, attached hereto and incorporated herein.

**SECTION 3.** No development that is shown on the Concept Plan attached hereto as Exhibit “B” which is not expressly approved herein and referenced in Exhibit “C” with specific development standards related thereto is approved by this Ordinance. Approval of this Ordinance or of any attached Concept Plan does not constitute approval that the development may be constructed as shown. Such proposed development shall be required at site plan approval to demonstrate compliance with the development standards of this Ordinance and current ordinances of the City, to the extent not inconsistent with the express development standards described herein and in Exhibit “C”, attached hereto.

**SECTION 4.** 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 Section 3, 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. The Elevations depicted in Exhibit “B-1”, attached hereto are hereby approved as part of the Concept Plan for this Property. The Landscape Plans depicted and described in Exhibit “B-2”, attached hereto are hereby approved as part of the Concept Plan for this Property.

**SECTION 5.** Transfer of Impervious Cover. Any approval by the City related to the transfer of impervious cover or assignment of impervious cover to a particular lot or tract applicable to this Ordinance and approved herein does not constitute approval of the use of that impervious cover for a particular use or purpose, or for use on a particular lot or tract within the Project unless the use or purpose has been expressly approved in this Ordinance, is depicted in the attached Concept Plan and the use of the impervious cover complies with the Development Standards as demonstrated in a subsequent Site Plan application. The transfer of any excess impervious cover approved for use on the Property described herein, but not ultimately used within the Property is subject to future approval by the City Council.

**SECTION 6.** That new pad sites approved in 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 “380 Agreement”). In particular, sales tax created by virtue of development of new pad sites in the Concept Plan for Lot 4 and Lot 5, Block A,

Amended final plat Hill Country Galleria of Lots 1-3, 6-8 and 10-26, Block A, Lots 1-3, Block B and Lot 1, Block C shall not be counted or considered in determining the amount of sales tax rebates payable by the City to the Developer pursuant to the 380 Agreement.

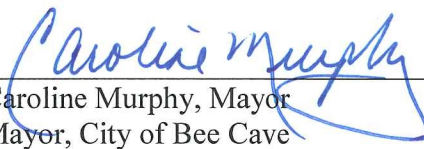
**SECTION 7. Amendment.** That the City Zoning Ordinance and Map of the City of Bee Cave, Texas, be and the same are hereby amended so as to grant a change of zoning for the Property described herein from Town Center Planned Development District to Town Center, Planned Development District and as part of the Galleria Project. In the event that the project depicted in the Concept Plan, attached hereto as Exhibit "B", is not constructed on or before December 31, 2020, or this ordinance is not otherwise amended by that date, the zoning of this Property shall revert to Town Center and be developed in accordance with the ordinances of the City in effect on March 26, 2013. In such case, a new Concept Plan will be required in accordance with Chapter 32 of the City's Code of Ordinances prior to issuance of a Site Plan.

**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.

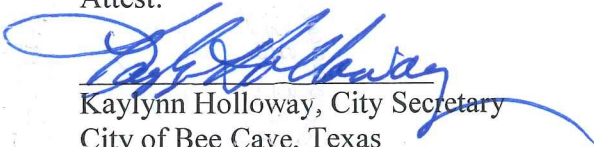
**SECTION 9. Repealer.** All ordinances or parts of ordinances in force regarding the zoning of this Property when the provisions of this Ordinance become effective are hereby repealed.

**SECTION 10.** 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 26 day of January, 2016.

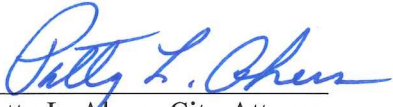
  
\_\_\_\_\_  
Caroline Murphy, Mayor  
Mayor, City of Bee Cave

Attest:



Kaylynn Holloway  
Kaylynn Holloway, City Secretary  
City of Bee Cave, Texas

Approved as to Form:



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

**Exhibit A**  
Property Description

**Lots 4, Block A and 5, Block A** of the *Amended Final Plat, Hill Country Galleria of Lots 1-8 and 10-26, Block A, Lots 1-3, and 5-8, Block B and Lot 1, Block A* (Document 200700378 of the Official Public Records of Travis County Texas).

**Exhibit B**  
Concept Plan



**Exhibit B-1**  
Elevations

Seal:

INCOMPLETE DOCUMENTS  
FOR INTERIM REVIEW ONLY.  
NOT FOR APPROVAL, PRICING,  
PERMIT, OR CONSTRUCTION.

11.04.15

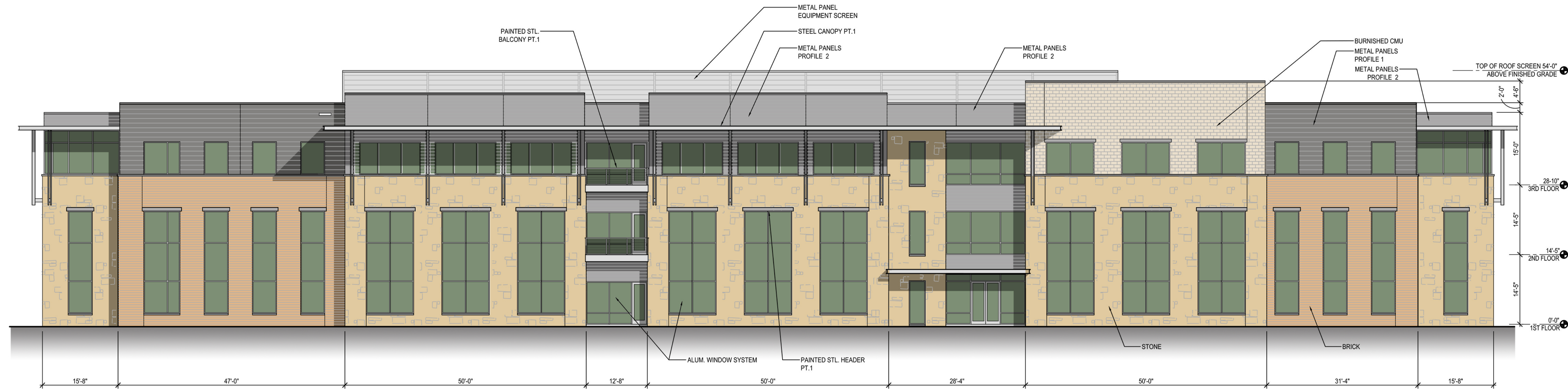
Hill Country  
Galleria  
VFW Tract  
Bee Cave, Texas

Issue  
1 11.04.15 Permit Review

Project Number, 15-026a  
Drawn By, Robert & Miles  
Checked By, Robert

PERMIT ELEVATIONS

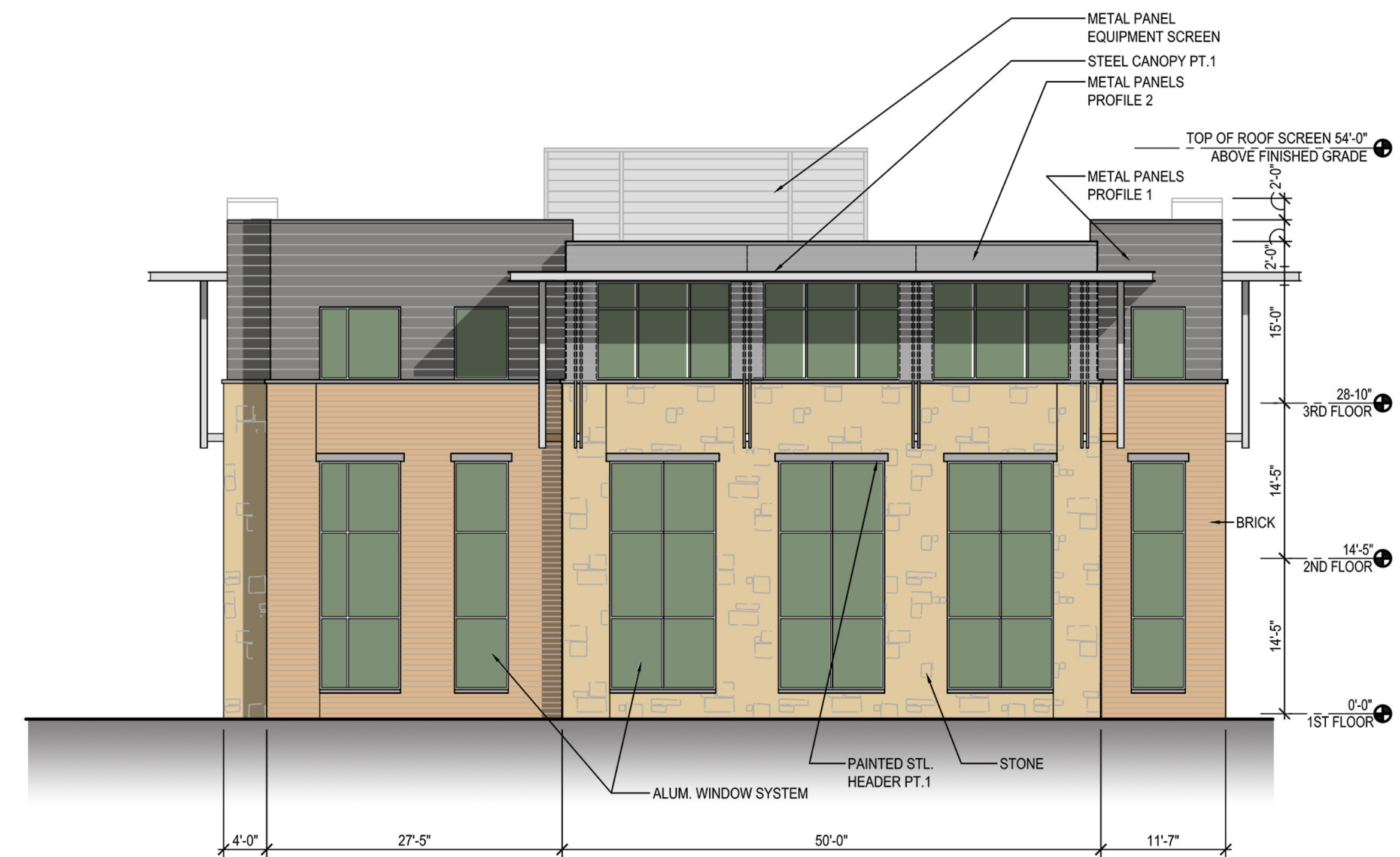
**A300**



MATERIAL	MANUFACTURER	COLOR
BRICK	ACME	FLASHED GOLDEN SUNSET
STONE	CUSTOM STONE SUPPLY	SUNFLOWER CHOP BLEND
PRE-FINISHED METAL PANELS	BERRIDGE	ZINC GREY
BURNISHED CONCRETE MASONRY UNITS	FEATHERLITE	707 - AUSTIN IVORY
GLAZING	PPG SOLARBAN XL 70XL	CLEAR
PAINT PT.1	SHERWIN WILLIAMS	GAUNTLET GRAY (SW7019)

WEST GLAZING  
WALL AREA: 14,255 S.F.  
GLAZING AREA: 4,716 S.F.  
GLAZING PERCENTAGE: 33%

**2 Building 1 - West Elevation**  
Scale: 3/32"=1'-0"



SOUTH GLAZING  
WALL AREA: 4,203 S.F.  
GLAZING AREA: 1,525 S.F.  
GLAZING PERCENTAGE: 36%

**1 Building 1 - South Elevation**  
Scale: 3/32"=1'-0"

Seal:

INCOMPLETE DOCUMENTS  
FOR INTERIM REVIEW ONLY.  
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PERMIT, OR CONSTRUCTION.

11.04.15

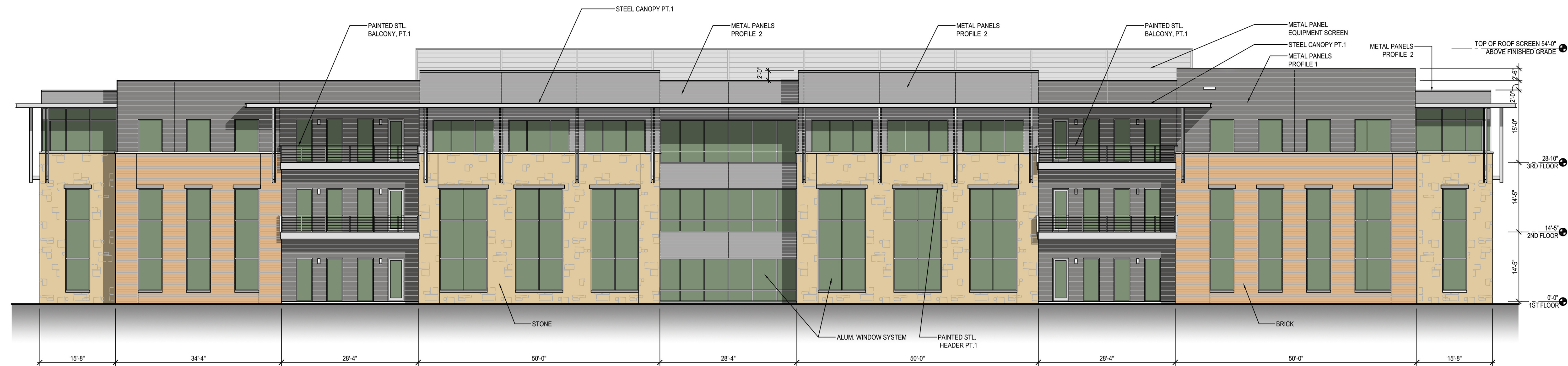
Hill Country  
Galleria  
VFW Tract  
Bee Cave, Texas

Issue  
1 11.04.15 Permit Review

Project Number, 15-026a  
Drawn By, Robert & Miles  
Checked By, Robert

PERMIT ELEVATIONS

**A301**



MATERIAL	MANUFACTURER	COLOR
BRICK	ACME	FLASHED GOLDEN SUNSET
STONE	CUSTOM STONE SUPPLY	SUNFLOWER CHOP BLEND
PRE-FINISHED METAL PANELS	BERRIDGE	ZINC GREY
BURINSHED CONCRETE MASONRY UNITS	FEATHERLITE	707 - AUSTIN IVORY
GLAZING	PPG SOLARBAN XL 70XL	CLEAR
PAINT PT.1	SHERWIN WILLIAMS	GAUNTLET GRAY (SW7019)

**2 Building 1 - East Elevation**  
Scale: 3/32"=1'-0"

EAST GLAZING  
WALL AREA: 14,057 S.F.  
GLAZING AREA: 4,453 S.F.  
GLAZING PERCENTAGE: 32%



**1 Building 1 - North Elevation**  
Scale: 3/32"=1'-0"

NORTH GLAZING  
WALL AREA: 4,203 S.F.  
GLAZING AREA: 1,426 S.F.  
GLAZING PERCENTAGE: 34%

Seal:

INCOMPLETE DOCUMENTS  
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11.04.15

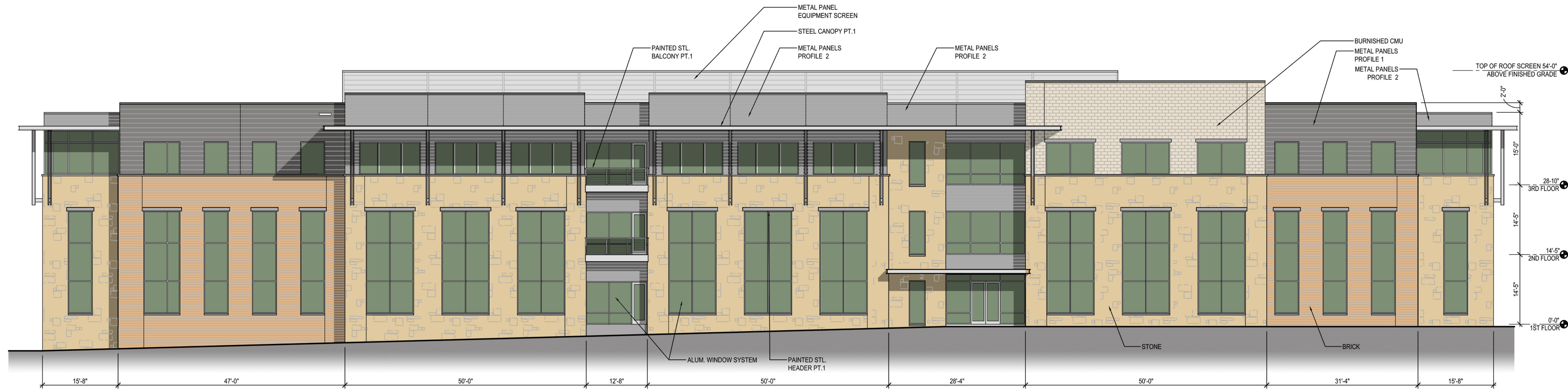
Hill Country  
Galleria  
VFW Tract  
Bee Cave, Texas

Issue  
1 11.04.15 Permit Review

Project Number, 15-026a  
Drawn By, Robert & Miles  
Checked By, Robert

PERMIT ELEVATIONS

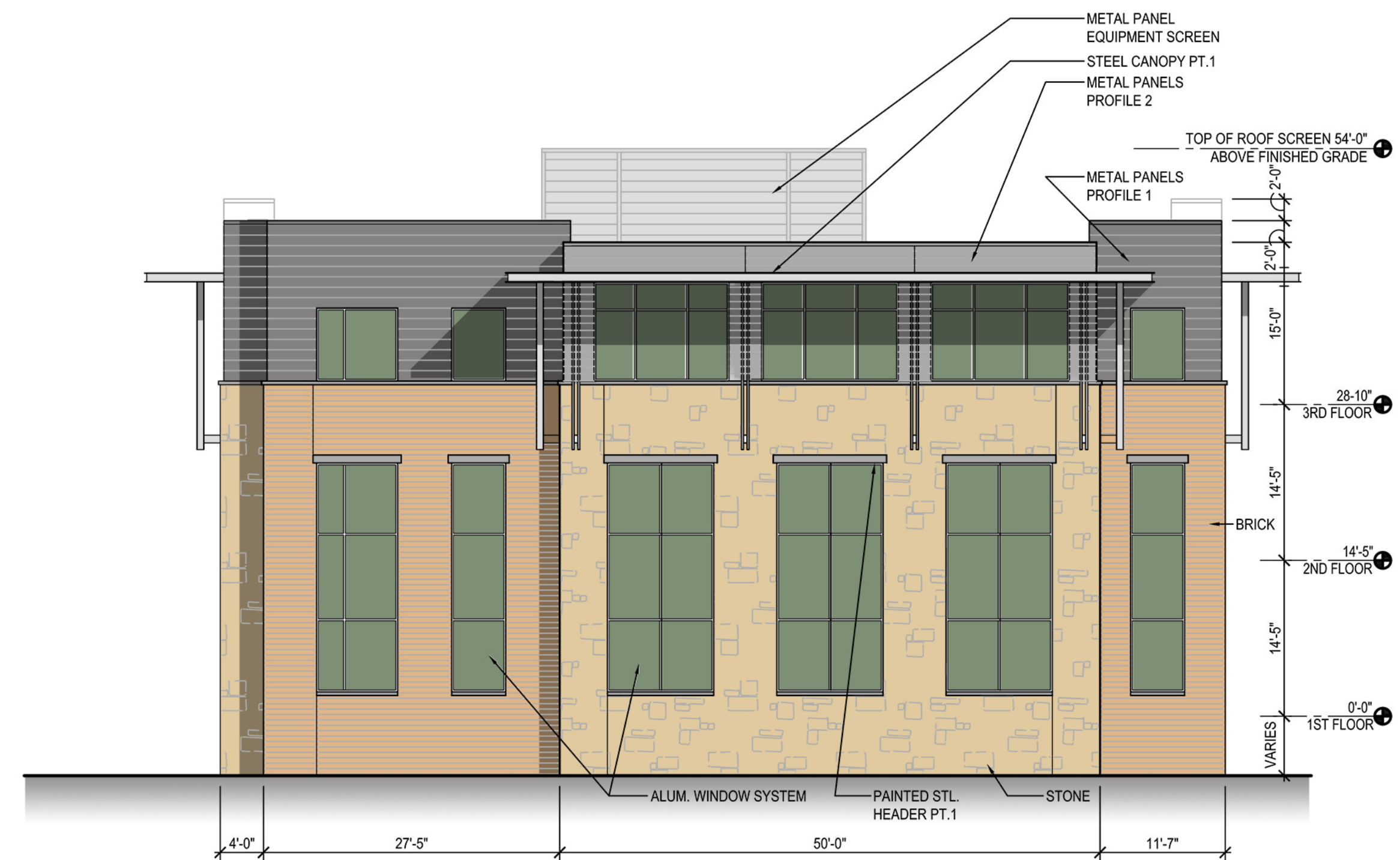
**A302**



MATERIAL	MANUFACTURER	COLOR
BRICK	ACME	FLASHED GOLDEN SUNSET
STONE	CUSTOM STONE SUPPLY	SUNFLOWER CHOP BLEND
PRE-FINISHED METAL PANELS	BERRIDGE	ZINC GREY
BURNISHED CONCRETE MASONRY UNITS	FEATHERLITE	707 - AUSTIN IVORY
GLAZING	PPG SOLARBAN XL 70XL	CLEAR
PAINT PT.1	SHERWIN WILLIAMS	GAUNTLET GRAY (SW7019)

SOUTH GLAZING  
WALL AREA: 14,255 S.F.  
GLAZING AREA: 4,716 S.F.  
GLAZING PERCENTAGE: 33%

**2** Building 2 - South Elevation  
Scale: 3/32"=1'-0"



EAST GLAZING  
WALL AREA: 4,203 S.F.  
GLAZING AREA: 1,525 S.F.  
GLAZING PERCENTAGE: 36%

**1** Building 2 - East Elevation  
Scale: 3/32"=1'-0"

Seal:

INCOMPLETE DOCUMENTS  
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11.04.15

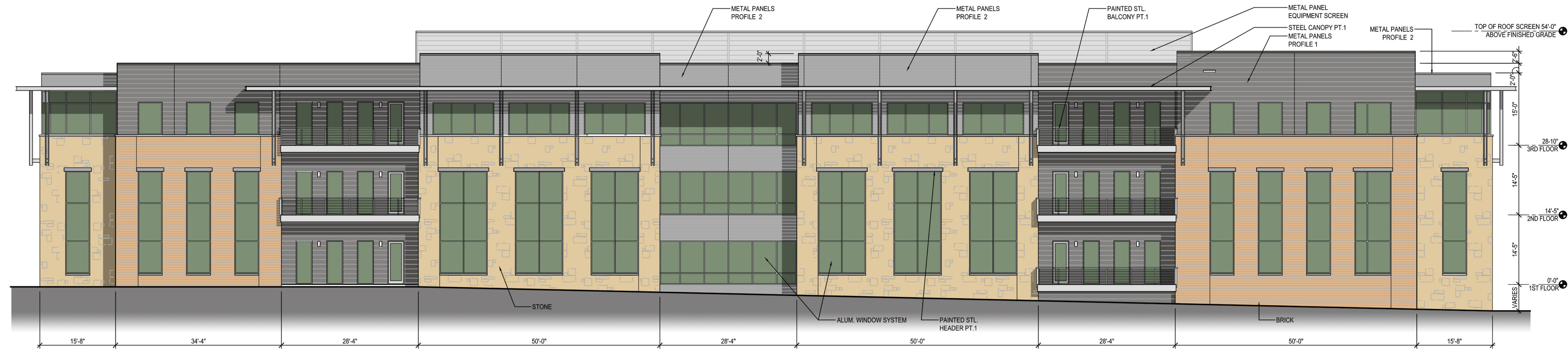
Hill Country  
Galleria  
VFW Tract  
Bee Cave, Texas

Issue  
1 11.04.15 Permit Review

Project Number, 15-026a  
Drawn By, Robert & Miles  
Checked By, Robert

PERMIT ELEVATIONS

**A303**



MATERIAL	MANUFACTURER	COLOR
BRICK	ACME	FLASHED GOLDEN SUNSET
STONE	CUSTOM STONE SUPPLY	SUNFLOWER CHOP BLEND
PRE-FINISHED METAL PANELS	BERRIDGE	ZINC GREY
BURINSHED CONCRETE MASONRY UNITS	FEATHERLITE	707 - AUSTIN IVORY
GLAZING	PPG SOLARBAN XL 70XL	CLEAR
PAINT PT.1	SHERWIN WILLIAMS	GAUNTLET GRAY (SW7019)

NORTH GLAZING  
WALL AREA: 14,057 S.F.  
GLAZING AREA: 4,453 S.F.  
GLAZING PERCENTAGE: 32%

**2 Building 2 - North Elevation**  
Scale: 3/32"=1'-0"




WEST GLAZING  
WALL AREA: 4,203 S.F.  
GLAZING AREA: 1,426 S.F.  
GLAZING PERCENTAGE: 34%

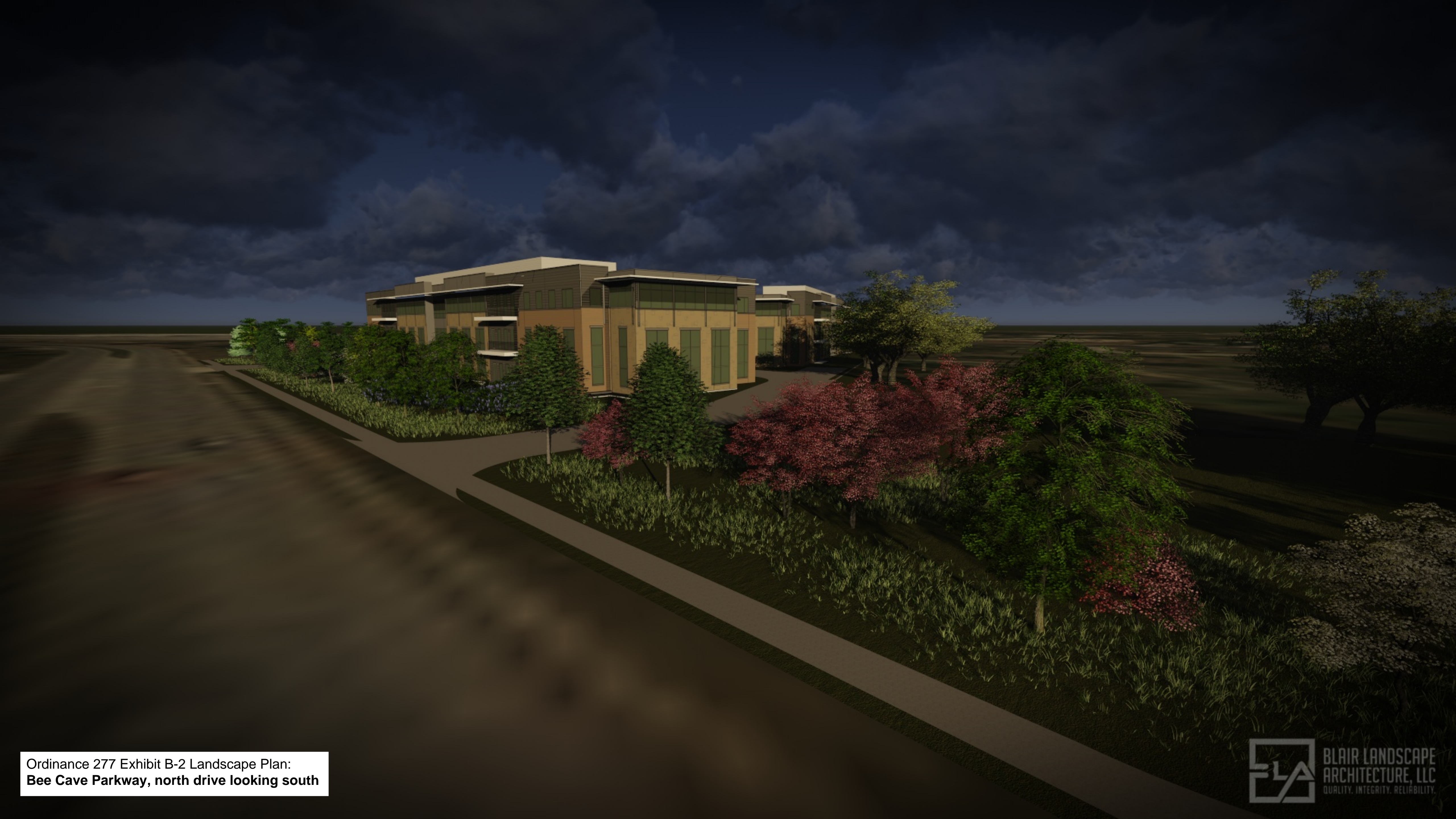
**1 Building 2 - West Elevation**  
Scale: 3/32"=1'-0"

**Exhibit B-2**  
Landscape Plan

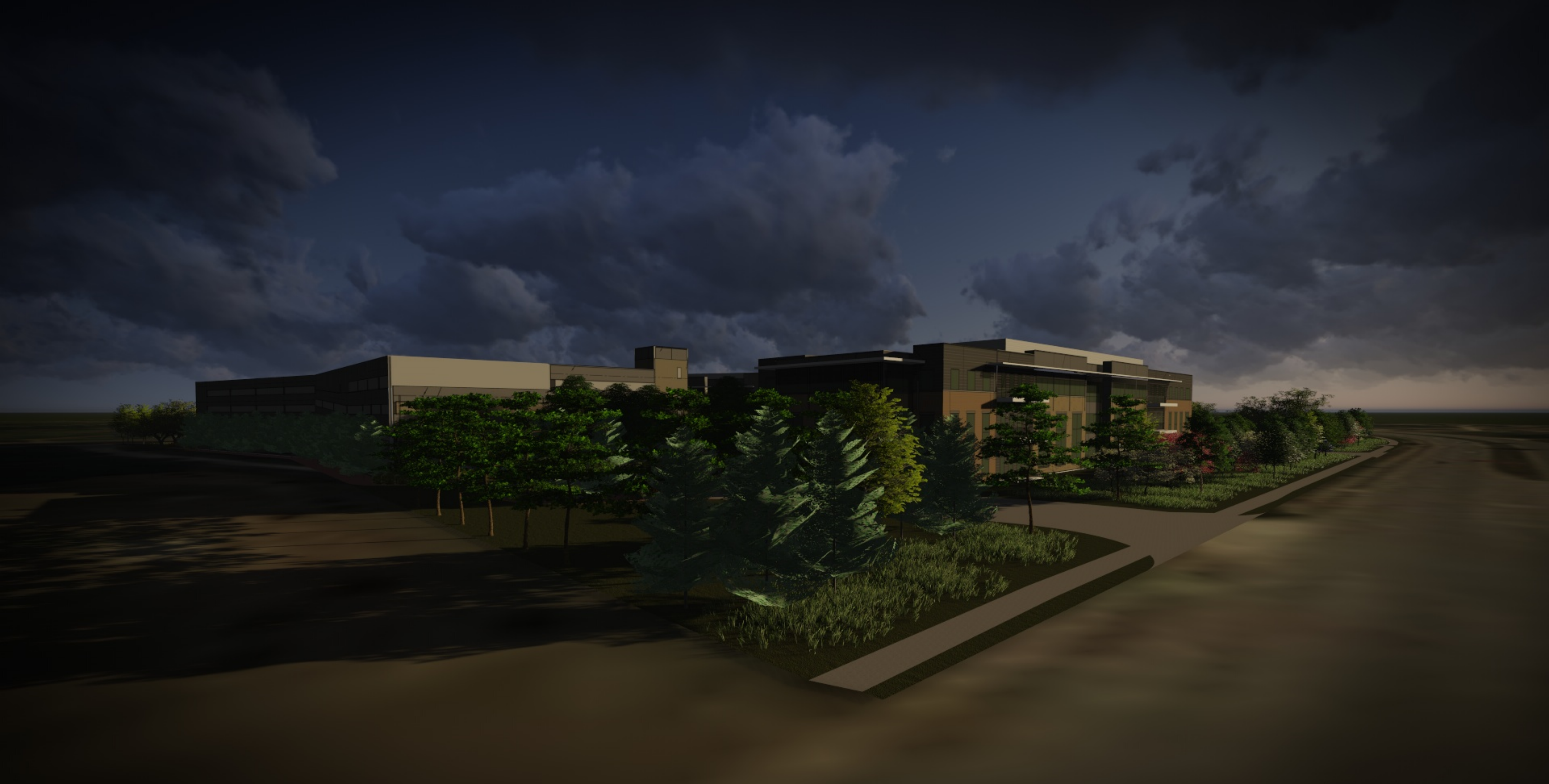




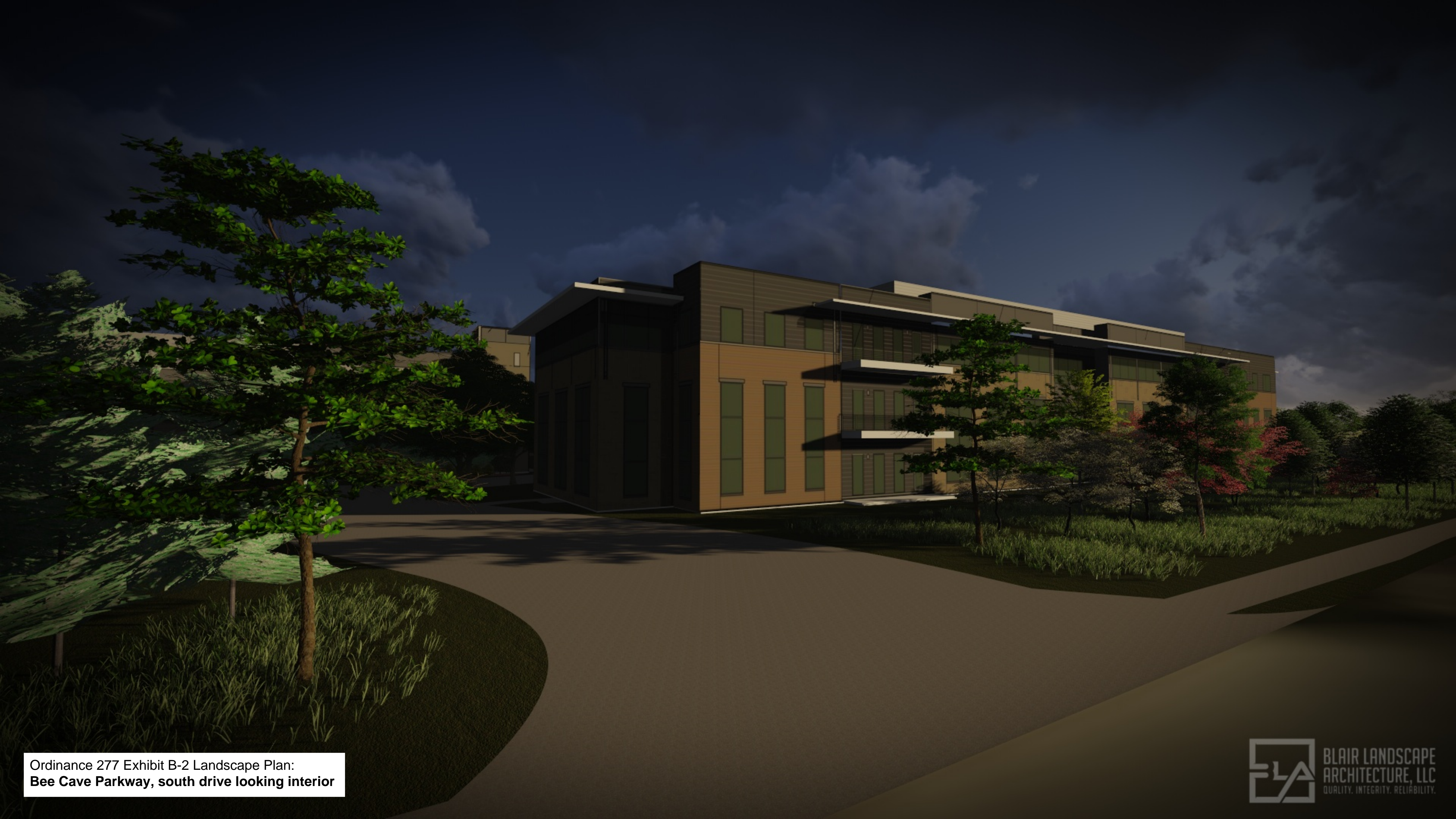
 General location of trees to screen the garage pursuant to Exhibit C.14. Not to be located in Bee Cave right-of-way.



Ordinance 277 Exhibit B-2 Landscape Plan:  
Bee Cave Parkway, north drive looking south



Ordinance 277 Exhibit B-2 Landscape Plan:  
Bee Cave Parkway, south drive looking north



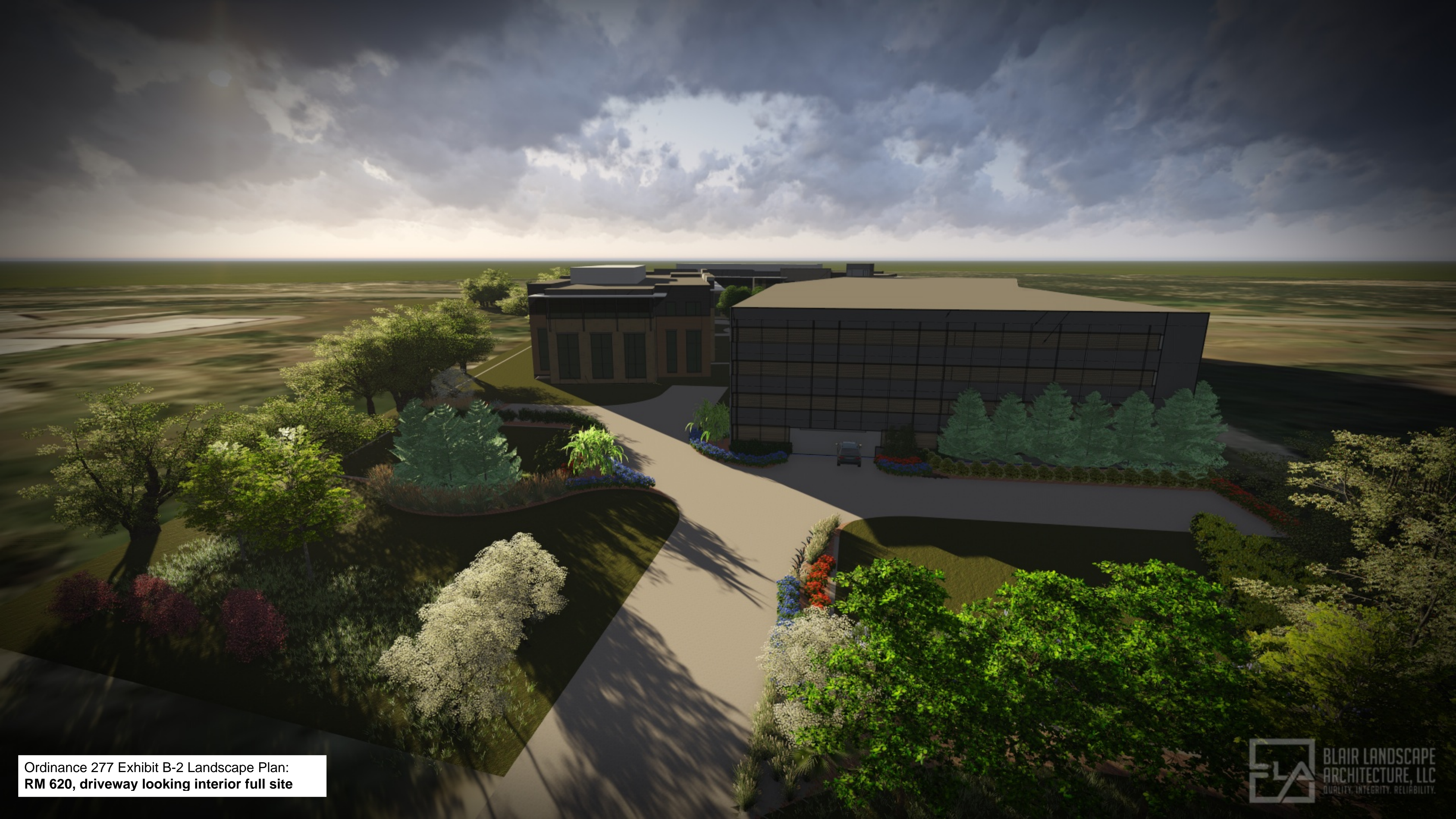
Ordinance 277 Exhibit B-2 Landscape Plan:  
Bee Cave Parkway, south drive looking interior



Ordinance 277 Exhibit B-2 Landscape Plan:  
**Bee Cave Parkway, north drive looking south full site**



Ordinance 277 Exhibit B-2 Landscape Plan:  
RM 620, driveway looking interior



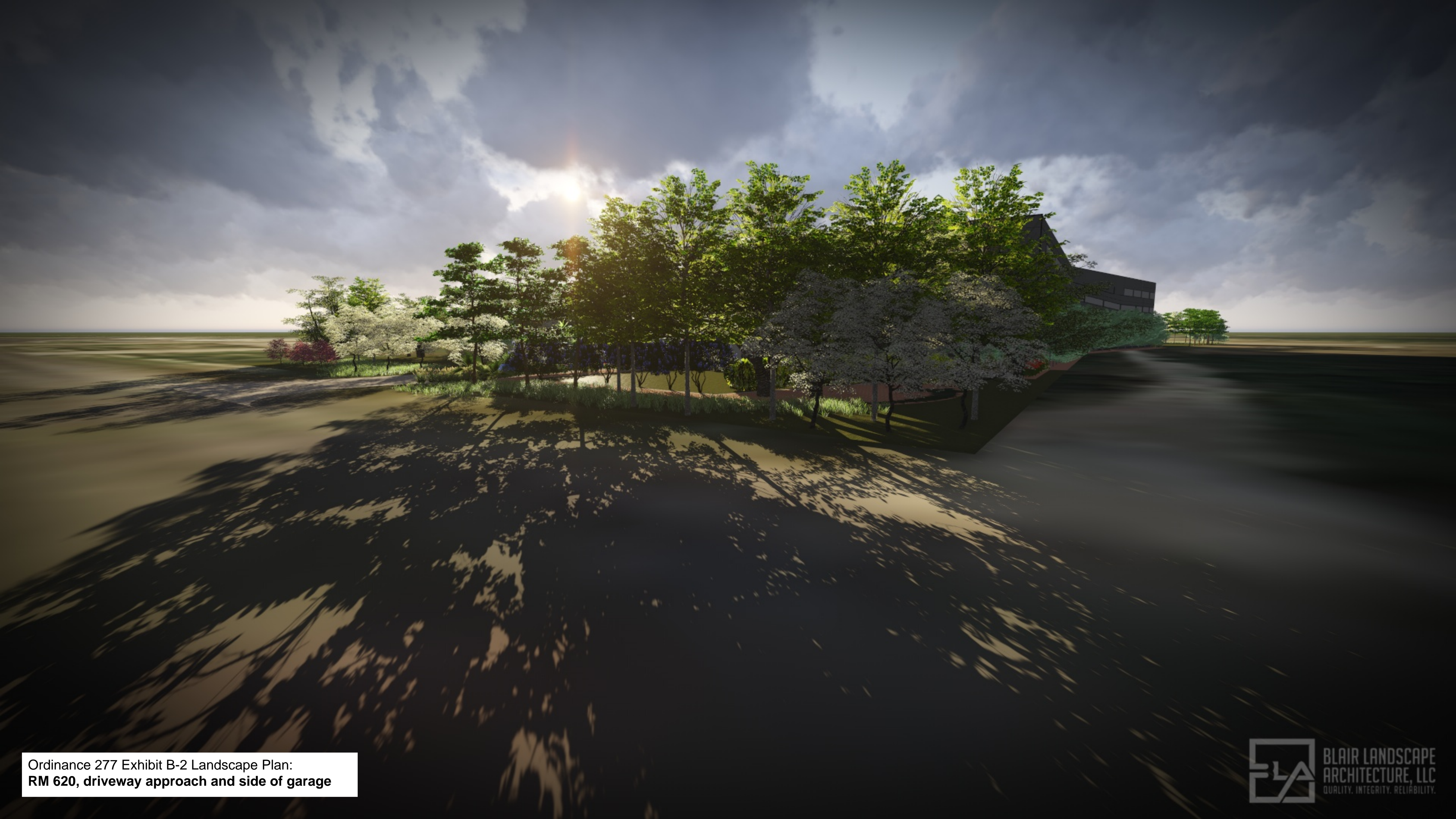
Ordinance 277 Exhibit B-2 Landscape Plan:  
RM 620, driveway looking interior full site



Ordinance 277 Exhibit B-2 Landscape Plan:  
RM 620 driveway approach



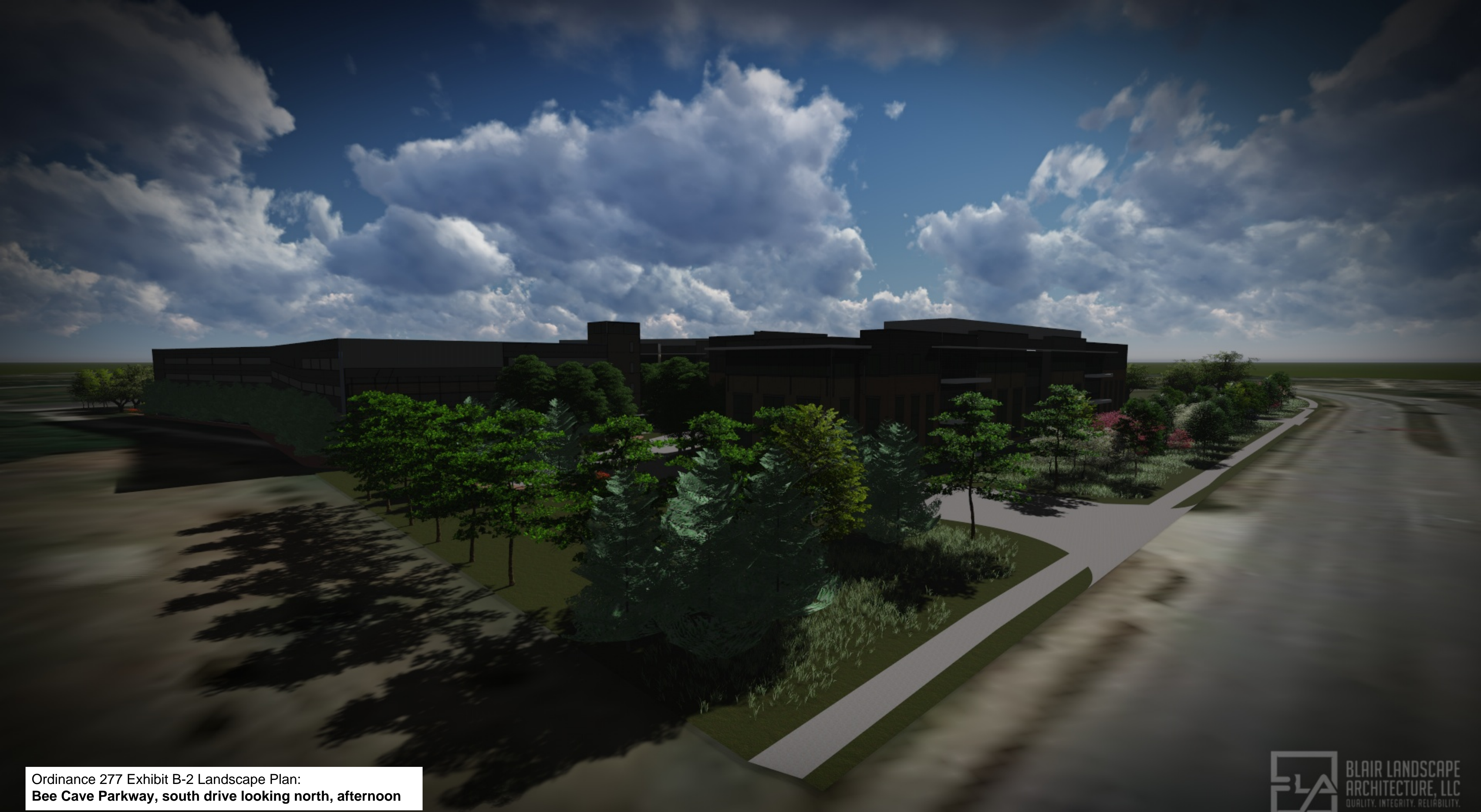
BLAIR LANDSCAPE  
ARCHITECTURE, LLC  
QUALITY. INTEGRITY. RELIABILITY.



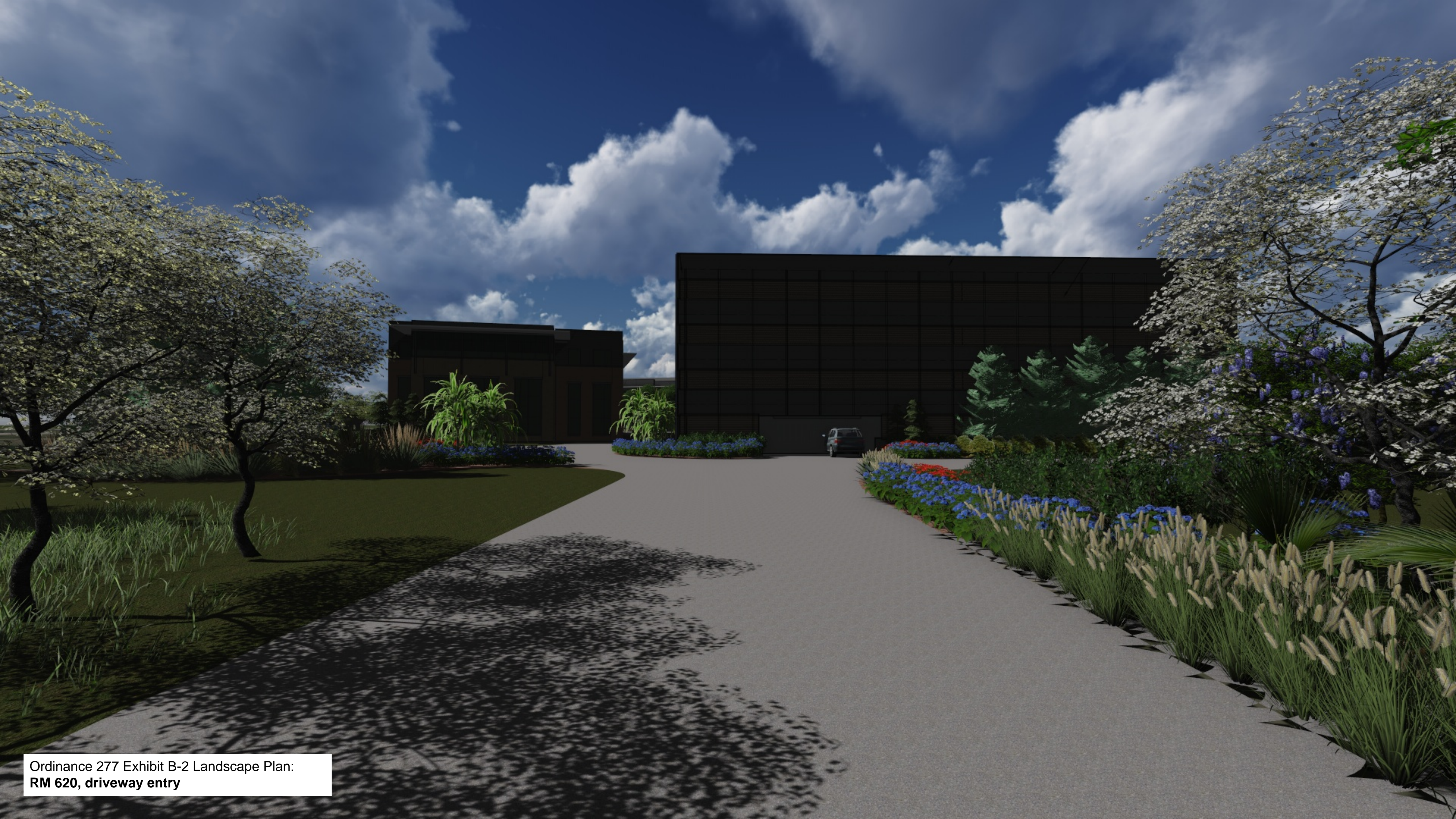
Ordinance 277 Exhibit B-2 Landscape Plan:  
RM 620, driveway approach and side of garage



Ordinance 277 Exhibit B-2 Landscape Plan:  
**Interior Circular Courtyard**



Ordinance 277 Exhibit B-2 Landscape Plan:  
**Bee Cave Parkway, south drive looking north, afternoon**



Ordinance 277 Exhibit B-2 Landscape Plan:  
RM 620, driveway entry

**Exhibit C**  
**HILL COUNTRY GALLERIA**  
**PLANNED DEVELOPMENT STANDARDS AS AMENDED**

The following amended development standards shall only be applicable to the Property described in Exhibit A (“Lots 4 and 5 Block A”) 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 TC – Town Center Base Zoning District in effect on March 26, 2013, (“The Applicable Town Center Development Standards”), 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. These development standards shall only apply to the uses shown on the attached Concept Plan, attached hereto as Exhibit “B”. Provided however, that office use shall include the right to have such incidental uses as are Permitted in Section 32.04.001 (Use Chart) of the Code of Ordinances applicable to office district zoning. The City may consider an amendment of these Development Standards as applied to the uses authorized herein in conjunction with Site Plan approval so long as such amendments do not change the uses authorized for this Property.
2. For the purposes of development under these standards Lot 4 and 5 Block A shall be treated as a single lot. However, development on Lot 5 is limited to uses associated with water quality and re-irrigation unless the City approves in conjunction with Site Plan approval partial use of Lot 5 for construction of a driveway.
3. Office Buildings on Lots 4 Block A shall not exceed three (3) stories and have a maximum height of 55 feet (including equipment overruns elevator rooms, and stairways). Maximum height without roof equipment, elevator rooms, and stairways shall not exceed 47 feet. Provided however, that Building 2 as depicted in the Elevations, attached as Exhibit “B-1” is authorized to be a maximum 64 feet in height for the portion of Building 2 that is located on the down slope of the Property and 56 feet in height without roof equipment. Rooftop mechanical equipment shall be inset a minimum of 20 feet from the edge of the roofline. Building height shall be measured as described in the City’s Code of Ordinances. The building roof shall not constitute a story. The requirements of this section may be amended by the City in conjunction with Site Plan approval.

4. Office buildings and the parking structure shall not exceed the foot print or total square footage depicted on the Concept Plan. Square footage shall be measured from outside wall to outside wall.
5. Parking structures on Lot 4 Block A shall be a maximum height of 54 feet (including equipment overruns, elevator rooms, and stairways) Maximum height without roof equipment, elevator rooms, and stairways shall not exceed 47 feet. Building height shall be measured as described in the City's Code of Ordinances.
6. All roof or upper deck parking equipment shall be screened as required by the City's Code of Ordinances.
7. The hours of operation set out in the City's Code of Ordinances for Town Center zoning shall apply to this Property. However, hours of operation will not apply to users of office space.
8. The shared parking structure depicted on the Concept Plan shall meet the parking standards as required in the City's Code of Ordinances and shall provide parking for all improvements on Lots 4 and 5 Block A. Provided however, that the minimum parking for an office use shall be 1 space per 300 square feet of floor area. The project as a whole is permitted to have one loading area. Loading areas shall be screened as required by the City's Code of Ordinances and shall be considered for approval at Site Plan.
9. The set back from Bee Cave Parkway shall be a minimum of 50 feet provided that landscaping walls and other associated improvements shall be allowed within the setback so long as they do not exceed nine (9) feet in height. The setback from RR620 shall be 75 feet; provided however, that detention and water quality facilities including associated walls and other related facilities shall be allowed to be located in the RR 620 setback so long as such facilities are not located closer than 50 feet from RR620. The requirements of this section may be amended by the City in conjunction with Site Plan approval.
10. Office buildings constructed on Lot 4 Block A are authorized to have exterior walls which total up to 40% glass for each face of the building as generally depicted in the Elevations, attached hereto as Exhibit "B-1".
11. Each building shall have, at a minimum, the landscaping depicted in the Elevations.
12. The office buildings elevations as provided in the attached Concept Plan (Exhibit "B-1") are hereby approved. The Elevations may be amended at the request of the Property owner in conjunction with Site Plan approval at the sole discretion of the City. Alternatively, Property owner may submit

elevations that comply with the City's Code of Ordinances in conjunction with Site Plan approval. The garage Elevations are not approved in this Ordinance; they will be approved at Site Plan.

13. Water quality ponds which are not required by the City's Code of Ordinances to have an impermeable liner, shall be treated as pervious cover.
14. The Landscape Plan depicted and described in Exhibit "B-2", attached here is approved for this Property. No trees or other ground cover shall be removed from the Property unless and until Site Plan has been approved. The Landscape Plan shall include screening of the Parking Garage in accordance with the City's Code of Ordinances and as described in Exhibit "B-2", unless the City requires alternative screening. Trees shall be planted on property adjacent to this Property and as depicted in the Landscape Plan to provide screening of the Parking Garage from Bee Cave Parkway. The Landscape Plan may be amended in conjunction with Site Plan approval if the Property Owner requests changes to the Elevations.
15. In addition the Parking structure shall be constructed with architectural reveals, shadow lines, embellishments and vertical articulation of the upper level profiles at minimum spacing of every 65 feet in order to provide an acceptable aesthetic appearance of the garages as viewed from Bee Cave Parkway. The elevation of the garage will be approved at Site Plan. In the event that the parking structure cannot be screened as required in the Code of Ordinances or as otherwise required herein, the Property owner may submit an alternative mitigation plan to the City for consideration in conjunction with the Site Plan. Approval of any alternative mitigation plan shall be at the sole discretion of the City.
16. A Traffic Impact Analysis shall be required for the Property and shall be considered for approval in conjunction with Site Plan approval.
17. The square footage associated with this Property Project shall not count toward the 1,600,000 square foot limitation on total heated and air conditioned square footage applicable to the Hill Country Galleria as a whole. To the extent that a retail use is developed on the Property, such retail use shall not count toward the 650,000 square footage limitation on total heated and air conditioned square footage for all retail buildings applicable to the Hill Country Galleria as a whole.
18. This Property is receiving transferred impervious cover from the Hill Country Galleria Project as described in Exhibit "D", attached hereto; which document is identified and recorded in the real property records of Travis County Texas as an "Assignment of Impervious Cover" (TCOPR 2014137453). This transfer is approved. The maximum amount of impervious cover authorized for development on Lots 4 and 5 Block A is 157,104 SF. No

impervious cover is allowed on Lot 5 except for impervious cover associated with use of the Lot 5 for water quality and re-irrigation purposes or for partial use for a drive way if such driveway is approved at Site Plan.

19. The current crushed granite trail in the Bee Cave Parkway right of way that abuts this Property will be replaced with a 6 foot wide concrete path by the Property owner at his cost. Impervious cover associated with the construction of the trail will not be charged against Lots 4 or 5, Block A. The Property Owner shall provide on-going maintenance of the concrete trail.
20. Minor Modifications of the Concept Plan and/or Site Plan as defined by the City's Code of Ordinances may be approved administratively by the City Manager provided such modifications would not otherwise result in a violation of the City's Code of Ordinances. The City Manager may approve up to 1,000 SF of impervious cover increases provided the increase does not exceed the maximum allowable impervious cover.
21. Upon request by the City, a 10-foot nonexclusive pedestrian easement for hike and/or bike purposes shall be provided and dedicated to the City in conjunction with Site Plan approval along the property line on Bee Cave Parkway and FM 620.
22. In order to promote Pedestrian Circulation and Amenities, the Property shall
  - i) include bicycle parking racks to be contained within the parking garage and/or in proximity to buildings and
  - ii) include outdoor seating areas in the courtyard of the Project.