

**ORDINANCE NO.
16-323**

AN ORDINANCE OF THE CITY OF BEE CAVE, TEXAS (“CITY”) AMENDING THE ZONING OF REAL PROPERTY FROM CURRENT ZONING AS A PLANNED DEVELOPMENT OFFICE DISTRICT ESTABLISHED IN ORDINANCE NO. 14-212, TO A PLANNED DEVELOPMENT OFFICE DISTRICT (“PD- OFFICE”) FOR A TRACT OF LAND BEING APPROXIMATELY 35.139 ACRES, WHICH LAND IS LOCATED GENERALLY NORTH OF HIGHWAY 71 AND WEST OF HIGHWAY 620 AND SOUTH OF BEE CAVE PARKWAY IN THE CITY AND WHICH LAND IS MORE PARTICULARLY DESCRIBED IN EXHIBIT “A” ATTACHED HERETO (“PROPERTY”); APPROVING A CONCEPT PLAN, ATTACHED HERETO AS EXHIBIT “B” AND CONSISTING OF A CONCEPT PLAN, PEDESTRIAN CIRCULATION PLAN, BUILDING INFORMATION PLAN, PHASING AND PARKING PLANS, LAND USE PLAN, ROADWAY AND UTILITY PLANS, OPEN SPACE AND TREE PRESERVATION PLAN, DRAINAGE PLAN (COLLECTIVELY “CONCEPT PLAN”); PROVIDING SPECIAL DEVELOPMENT STANDARDS AND CONDITIONS, ATTACHED AS EXHIBIT “C” (“PLANNED DEVELOPMENT STANDARDS”); BUILDING ELEVATIONS, ATTACHED HERETO AS EXHIBIT “D”; EVENT TRAFFIC MANAGEMENT PLAN, ATTACHED HERETO AS EXHIBIT “E”; TRAFFIC IMPROVEMENTS ATTACHED HERETO AS EXHIBIT “F”; REPEALLING A TRANSFER OF IMPERVIOUS COVER TO RETURN THE IMPERVIOUS COVER FROM THE PROPERTY DESCRIBED IN EXHIBIT “A” TO THE PROPERTY DESCRIBED IN EXHIBIT “G”; ; TREE REMOVAL REMEDIATION PLAN ATTACHED HERETO AS EXHIBIT “H”; DISTRIBUTED ENERGY CENTER (DEC) DEVELOPMENT STANDARDS AND DESCRIPTION OF OPERATIONS HERETO ATTACHED AS EXHIBIT “I”; AND COMMUNITY GARDEN CONCEPT PLAN HERETO ATTACHED AS EXHIBIT “J”; PROVIDING A SEVERABILITY CLAUSE; PROVIDING FOR FINDINGS OF FACT, SEVERABILITY, EFFECTIVE DATE, AND PROPER NOTICE AND MEETING.

WHEREAS, the Planning and Zoning Commission and the City Council of the City, in compliance with the laws of the State of Texas, have given the requisite notices by publication and otherwise, and have held two public 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 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 development proposed by the zoning applicant complies with the current City Ordinances except as modified by the Planned Development Standards contained in Exhibit “C” of this Ordinance; and

WHEREAS, any protest made against the proposed change of Zoning Classification has been duly considered by the City Council; and

WHEREAS, Sec. 32.03.015 of the City Zoning Ordinance provides that the purpose of a Planned Development District is to provide for the development of land as an integral unit for single or mixed use in accordance with a Concept Plan that may include uses, regulations and other requirements that vary from the provisions of other zoning districts, and to encourage flexible and creative planning to ensure the compatibility of land uses, and to allow for the adjustment of changing demands to meet the current needs of the community; and

WHEREAS, the development proposed by the zoning applicant includes uses that have not been previously been considered for approval in the City nor does the City's current zoning regulations contain zoning standards that can accommodate such proposed land uses; and

WHEREAS, this Property is intended to continue to serve as the location for the outdoor music venue named "The Backyard" which business in 2014 celebrated its 22nd year in Bee Cave; and

WHEREAS, zoning applicant requested a transfer of impervious cover which was granted in Ordinance No. 212 and no longer intends to utilize the extra impervious cover on the Property; and

WHEREAS, the proposed development supports many of the objectives of the City's Comprehensive Plan which calls for Bee Cave to be a unique place that encourages unique types of businesses, particularly in the arts and that is structured for people who live, work and shop within the City with an emphasis on recreational trails, parks and pedestrian and bicycle traffic;

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. 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 from Office, Planned Development District to Office, Planned Development District with a base zoning of Office for the Property described in Exhibit "A".

SECTION 3. Development. That the Property shall be developed in compliance with this Ordinance, the Concept Plan, attached as Exhibit "B", all other Exhibits attached to this Ordinance, the terms and conditions of the City's Code of Ordinances, except as modified by the Planned Development Standards attached hereto as Exhibit "C".

SECTION 4. Concept Plan. That the Concept Plan for this Planned Development District which is attached as Exhibit “B” and consists of the Concept Plan, Pedestrian Circulation Plan, Building Information Plan, Phasing and Parking Plans, Land Use Plan, Roadway and Utility Plans, Trail and Open Space Plan, Drainage Plan, Tree Preservation and Mitigation Plan (collectively “Concept Plan”) are made a part hereof for all purposes and is hereby approved 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 and the requirements set out herein. Amendments to the Concept Plan may occur in accordance with the requirements of Chapter 32, of the Code of Ordinances, or as provided in Exhibit “C”.

SECTION 5. Uses. The City Council for the City hereby expressly permits and approves the uses listed in Section IV (C) of Exhibit “C” as Permitted Uses, which is attached hereto and incorporated herein for all purposes. Permitted Uses associated with Office District zoning are not authorized by this Ordinance unless listed as Permitted Uses in Section IV (C) of Exhibit “C”. Conditional Uses associated with Office District zoning are likewise not authorized by this Ordinance unless listed as a Permitted Use. Any uses listed in Exhibit “C” as a Conditional Use must be approved by a future zoning ordinance in accordance with the City’s Code of Ordinances. The City Council would not necessarily authorize such change of zoning to allow such uses, or authorize a waiver of the City’s set back requirements or any other waivers, absent the development of the Project in strict accordance with the Project depicted in Exhibit “B” and according to the Development Standards described in Exhibit “C”. The authority granted by this Ordinance is therefore specific to this Project as it has been represented in the applicant’s application and as depicted in the Concept Plan unless this Ordinance is subsequently amended or modified by approval of the City Council or unless such changes are expressly authorized by Exhibit “C” to this Ordinance.

SECTION 6. Transfer of Impervious Cover. The Developer’s request to repeal the transfer of impervious cover from the property described in Exhibit “G” (“Old Backyard Property”) to the Property described in Exhibit “A” is approved. The impervious cover is hereby returned to the Old Backyard Property and credited at the amount that existed before the requested transfer.

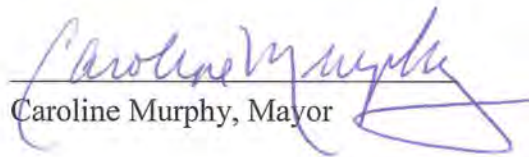
SECTION 7. Severability. That should any sentence, paragraph, subdivision, clause, phrase or section of this ordinance be adjusted or held to be unconstitutional, illegal or invalid, the same shall not affect the validity of this Ordinance as a whole or any part or provision thereof, other than the part 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 8. Repealer. All ordinances or parts of ordinances in force regarding

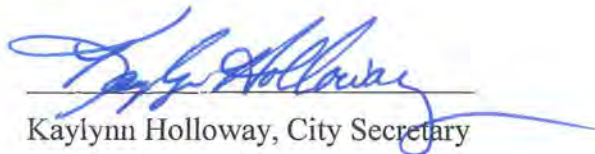
SECTION 10. Notice and Meeting Clause. It is hereby officially found and determined that the meeting at which this Ordinance was passed was open to the public and that public notice of the time, place and purpose of said meeting was given as required by the Open Meetings Act, Chapter 551 of the Texas Government Code.

PASSED APPROVED by the City Council of the City of Bee Cave, Texas, on the 13th day of December, 2016.

CITY OF BEE CAVE, TEXAS


Caroline Murphy, Mayor

ATTEST:


Kaylynn Holloway, City Secretary

APPROVED AS TO FORM:

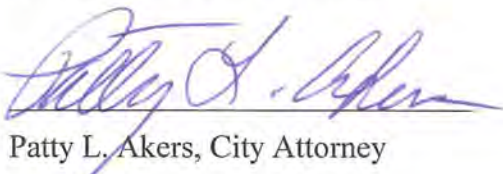

Patty L. Akers, City Attorney

Exhibit Table of Contents

- Exhibit A** Property Description
- Exhibit B** Concept Plan
- Exhibit C** Planned Development Standards
- Exhibit D** Building Elevations
- Hotel Buildings A, B & C
 - Office Buildings D, E, F & G
 - Garage/Office Buildings H & I
 - Data Centers Buildings J & K
 - Music Venue Buildings M1-M8, N1 & N2
 - Distributed Energy Center Buildings P1 & P2
- Exhibit E** Traffic Management Plan
- Exhibit F** Traffic Improvements
- Exhibit G** Description of Property from which Transfer of Impervious Cover is being Repealed
- Exhibit H** Tree Removal Remediation Plan
- Exhibit I** Distributed Energy Center (DEC) Development Standards and Description of Operations
- Exhibit J** Community Garden Concept Plan

16-323: Backyard at Bee Cave Planned Development District Amendment
Approved 13 December 2016

EXHIBIT A

Property Description

**Lots 1 and 2, Block A, a Final Plat of Planet Earth Music Subdivision
as recorded in document number 201000097
of the Official Public Records of Travis County Texas.**

16-323: Backyard at Bee Cave Planned Development District Amendment
Approved 13 December 2016

EXHIBIT B

Concept Plan

16-323: Backyard at Bee Cave Planned Development District Amendment
Approved 13 December 2016



HOTEL ANNEX BLDG. "C"
HILLTOP GARDEN

HIGH DENSITY PLANTING ZONE

HIGH DENSITY PLANTING ZONE

HIGH DENSITY PLANTING ZONE

WATER QUALITY POND "A"
(DRY POND)

BEE CAVE PARKWAY

BUILDING "J"

BUILDING "L"

BUILDING "G"

CITY OF
BEE CAVE
CENTRAL PARK

BUILDING "F"

BUILDING "I"

DECOMPOSED GRANITE PATH,
TYP.

BUILDING "A"

HOTEL POOL AMENITY AREA

GRASS-CRETE FIRELANE

BUILDING "B"

WILLIE WAY

BUILDING "M3"

BUILDING "M1"

WATER QUALITY POND "B"
(WET AMENITY POND)

LIVE OAK AMPHITHEATER

BUILDING "M5"

BUILDING "M8"

BUILDING "M7"

THE GLENN

BUILDING "N3"

BUILDING "M4"

BUILDING "N2"

BUILDING "M6"

BUILDING "M2"

VOLLEYBALL COURTS

DETENTION POND "D"
(WET AMENITY POND)

BUILDING "E"

BUILDING "D"

BUILDING "H"

BUILDING P1

BUILDING P2

BUILDING O2

BUILDING O1

WATER QUALITY POND "C"
(DRY POND)

LAND USE LEGEND	
	OFFICE BUILDINGS
	HOTEL BUILDING AND HOTEL ANNEX
	DATA CENTER
	DISTRIBUTED ENERGY CENTER
	VENUE
	OFFICE/GARAGE

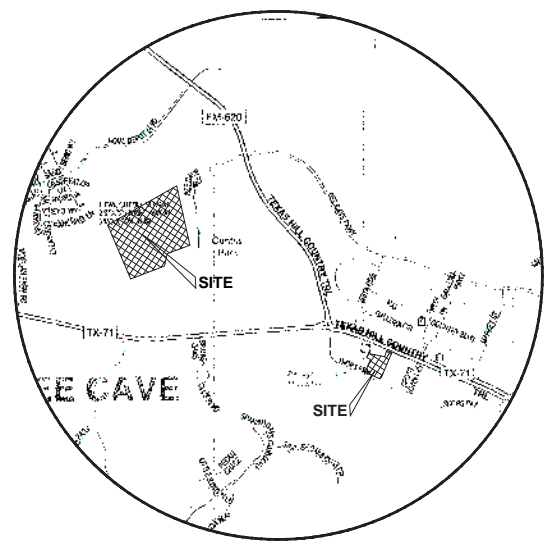
The Backyard - Bee Cave, Texas

Land Use Concept Plan

THE BACKYARD
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SHEET INDEX

SHEET NO.	DESCRIPTION
1	COVER SHEET
2	EXISTING CONDITIONS PLAN
3	LAND USE MAP
4	PHASING PLAN
5	ROADWAY PLAN
6	UTILITY PLAN
7	DRAINAGE PLAN
8	TREE PRESERVATION AND OPEN SPACE PLAN
9	TREE PRESERVATION LIST 1 OF 2
10	TREE PRESERVATION LIST 2 OF 2



VICINITY MAP
N.T.S.

PLANNED DEVELOPMENT AMENDMENT ORDINANCE No. 14-212 CONCEPT PLAN FOR THE BACKYARD

OWNER: BACKYARD PARTNERS LLC
13200 BEE CAVE PARKWAY
AUSTIN, TEXAS 78738
(512) 923-9796

ENGINEER: STANTEC CONSULTING SERVICES, INC.
221 WEST SIXTH STREET, SUITE 600
AUSTIN, TEXAS 78701
(512) 328-0011

LANDSCAPE ARCHITECT: STANTEC CONSULTING SERVICES, INC.
221 WEST SIXTH STREET, SUITE 600
AUSTIN, TEXAS 78701
(512) 328-0011

WATERSHED STATUS:
THIS PROJECT LIES WITHIN THE LITTLE BARTON CREEK WATERSHED.

FLOODPLAIN INFORMATION:
THE SUBJECT PROPERTY DOES NOT LIE WITHIN FLOOD HAZARD AREA IN ACCORDANCE WITH ANY MAPS ENTITLED: "FLOOD INSURANCE RATE MAP" PUBLISHED BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY, FEDERAL INSURANCE ADMINISTRATION PER COMMUNITY PANEL NO. 48453C0405H AND 48453C0415H, EFFECTIVE SEPTEMBER 26, 2008, FOR TRAVIS COUNTY AND INCORPORATED AREAS.

LEGAL DESCRIPTION:
LOT 1, BLOCK A OF THE PLANET EARTH MUSIC SUBDIVISION
LOT 2, BLOCK A OF THE PLANET EARTH MUSIC SUBDIVISION

ADDRESS : 13801 BEE CAVE PARKWAY
BEE CAVE, TEXAS 78738

SUBMITTAL DATE : December 2, 2015

SECOND SUBMITTAL DATE : April 15, 2016

THIRD SUBMITTAL DATE : August 25, 2016

FOURTH SUBMITTAL DATE : October 21, 2016

APPROVED FOR ACCEPTANCE:

CITY OF BEE CAVE _____ DATE _____



TARGET CORPORATION
 DOC. #2002160406
 47.297 ACRES
 ZONED: PD (PLANNED DEVELOPMENT COMMERCIAL)

LOT 1, BLOCK "B"
 REPLAT OF THE HOME
 DEPOT ADDITION
 DOC. #200200218

LOT 1, BLOCK A
 8.603 ACRES
 HCI SUBDIVISION
 Doc. #201300022

JSJIMCL LLC DOC
 # 2013019588
 8.603 ACRES
 ZONED: RETAIL

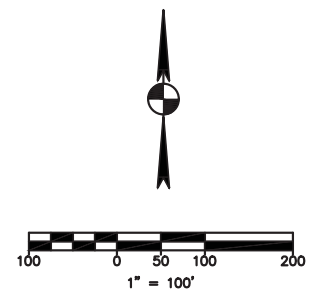
SKAGGS FAMILY PARTNERSHIP
 4.71 ACRES
 DOC #2013019590
 ZONED: RETAIL

TIM & BRENDA SKAGGS
 DOC # 2013121891

SKAGGS FAMILY PARTNERSHIP
 DOC # 2013019590 (4.641
 ACRES)
 O.P.R.T.C.T
 ZONED: COMMERCIAL

DOC # 2001091446
 (56.628 ACRES)
 REESE COMMERCIAL
 PROPERTIES LTD.
 ZONED: COMMERCIAL

DOC # 2001091446
 (56.628 ACRES)
 REESE COMMERCIAL
 PROPERTIES LTD.
 ZONED: COMMERCIAL



LEGEND

EXISTING	DESCRIPTION
---	PROPERTY (R.O.W.) LINE
---	RECORD INFORMATION
○	UTILITY POLE
●	FIRE HYDRANT
○	WATER VALVE
○	WATER METER
○	ELECTRIC BOX
○	ELECTRIC METER
○	GAS METER
○	GAS VALVE
○	CURB INLET (SIZE VARIES)
---	WIRE FENCE
---	WOOD FENCE
---	SIGN
---	STORMSEWER LINE
---	WATER LINE
---	WASTEWATER LINE
---	GAS LINE
---	UNDERGROUND ELECTRIC
○	WATER MANHOLE
○	ELECTRIC MANHOLE (SIZE VARIES)
○	WASTEWATER MANHOLE (SIZE VARIES)
○	STORMSEWER MANHOLE (SIZE VARIES)
○	TELEPHONE MANHOLE (SIZE VARIES)
---	CURB & GUTTER
---	EDGE OF PAVEMENT
---	CONCRETE SIDEWALKS
---	CONTOUR
○	EXISTING TREE
○	REMOVED TREE

APPROVAL	
REVISION	
NO.	
DATE	



EXISTING CONDITIONS PLAN

THE BACKYARD
 BEE CAVE, TEXAS
 BACKYARD PARTNERS, LLC

DRAWN BY: RWM
DESIGNED BY: LEB
QA / QC:
PROJECT NO.: R10175810001

SHEET
2
 OF 10

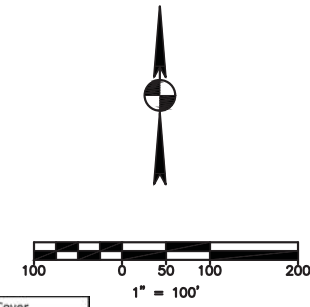
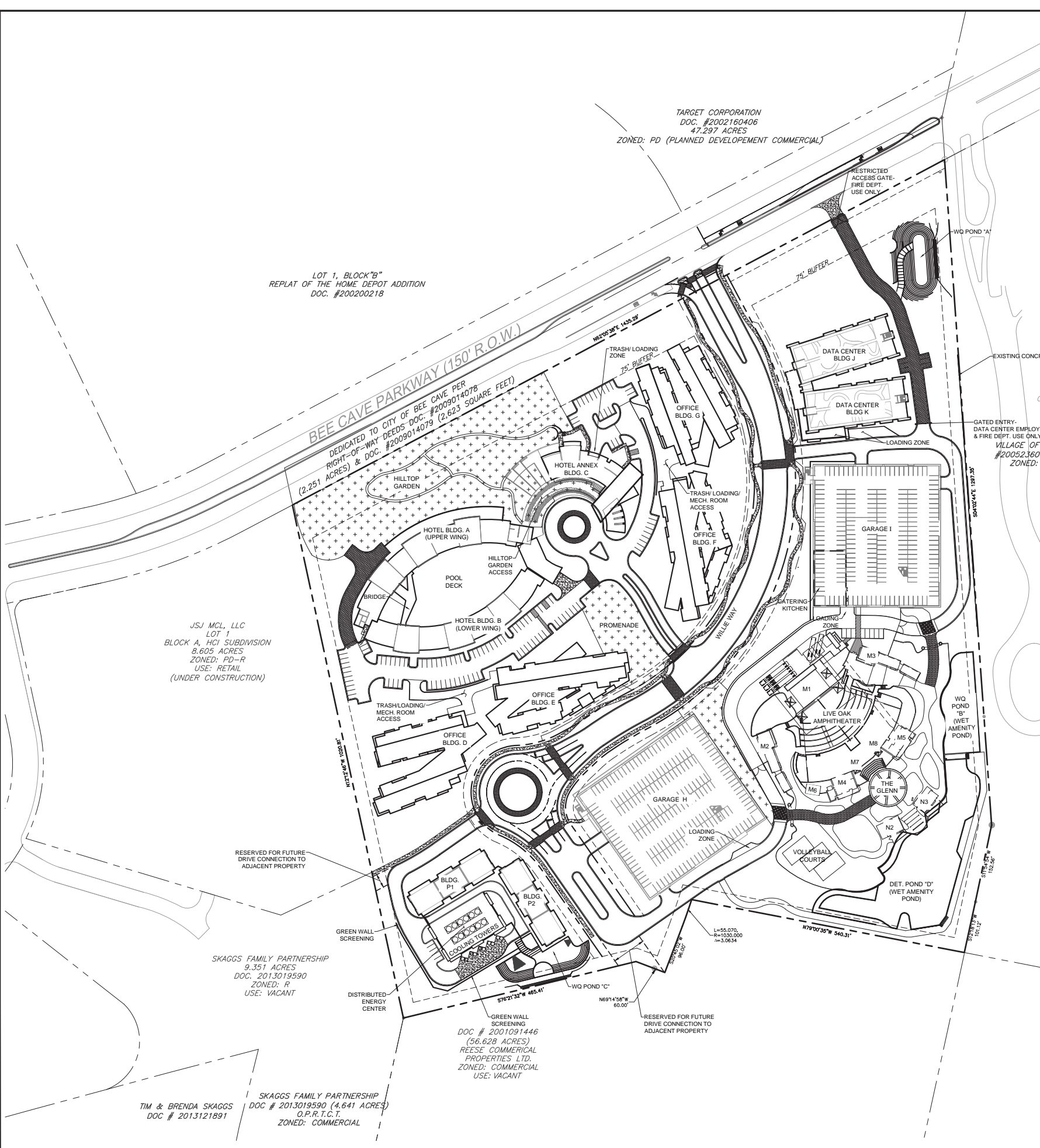
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NO.	DATE	REVISION	APPROVAL

LAND USE MAP

THE BACKYARD
 BEE CAVE, TEXAS
 BACKYARD PARTNERS, LLC

DRAWN BY: RWM
 DESIGNED BY: LEB
 QA / QC:
 PROJECT NO.: R10175810001



Backyard Impervious Cover	
	Area (ac)
Site Area	35.14
2.553-ac Old Backyard Tract	
Transfer Credit at 3:1 (2.553-ac total)	0.85
Bee Cave Parkway ROW	2.31
Total Site Area	38.30
Allowable Impervious Cover (40%)	15.32
Rainwater Harvesting Credit (+5%)	1.76
Total Allowable Imp Cover (45%)	17.08
Proposed Impervious Area*	17.08
Total Impervious Cover Percentage	44.59%

*Includes 50% pervious paver credit for restricted fire lanes and 100% wet amenity pond credit.

Required Parking Summary - Phase 1										
Building	Building Use	Units	Employees	Seats	Gross Area (square feet)	Ratio	COBC Code Required Parking	Weekday Analyzed Parking Demand***	Weekend Analyzed Parking Demand***	
Buildings A, B	Hotel	125	70*	-	-	1 space / 1 room	125	106	119	
	Restaurant	-	-	150	-	1 space / 2 employees	35	7	19	
Building C	Conference	-	-	-	6,200	1 space / 125 S.F.	50	50	50	
	Restaurant	-	-	125	-	1 space / 5 seats	25	14	16	
Building D	Office	-	-	-	59,237	1 space / 300 S.F.	198	19	0	
Building E	Office	-	-	-	62,179	1 space / 300 S.F.	208	19	0	
Building H	Office/Parking Garage	-	-	-	52,650**	1 space / 300 S.F.	176	17	0	
Building J	Data Center	-	-	-	4,500**	1 space / 300 S.F.	15	0	0	
Building N2	Restaurant	-	-	-	1,063	1 space / 100 S.F.	11	0	0	
Building N3	Restaurant	-	-	-	1,075	1 space / 100 S.F.	11	0	0	
Buildings P1	Distributed Energy Center	-	-	-	-	-	5	0	0	
	Amphitheater	-	-	2,000	-	1 space / 2.7 seats	-	741	741	
* INCLUDES BUILDING C (HOTEL ANNEX) STAFF								Total	990	964
** OFFICE SPACE AREA ONLY										
***PARKING DEMAND TOTALS PER SHARED PARKING STUDY PREPARED BY HDR										

Provided Parking - Phase 1			
Location	Regular	Accessible	Total
Garage H	731	17	748
Hotel & Annex Surface Parking	110	6	116
DEC Surface Parking	5	-	5
Data Center Surface Parking	6	-	6
Amphitheater Surface Parking	8	-	8
Temporary Surface Parking	130	-	130
Total	990	23	1,013

Required Parking Summary - Phase 2										
Building	Building Use	Units	Employees	Seats	Gross Area (square feet)	Ratio	COBC Code Required Parking	Weekday Analyzed Parking Demand***	Weekend Analyzed Parking Demand***	
Buildings A, B	Hotel	125	70*	-	-	1 space / 1 room	125	106	119	
	Restaurant	-	-	150	-	1 space / 2 employees	35	7	19	
Building C	Conference	-	-	-	6,200	1 space / 125 S.F.	50	50	50	
	Restaurant	-	-	125	-	1 space / 5 seats	25	14	16	
Building D	Office	-	-	-	59,237	1/300	198	19	0	
Building E	Office	-	-	-	62,179	1/300	208	19	0	
Building F	Office	-	-	-	61,120	1/300	204	19	0	
Building G	Office	-	-	-	58,703	1/300	196	18	0	
Building H	Office/Parking Garage	-	-	-	52,650**	1/300	176	17	0	
Building I	Office/Parking Garage	-	-	-	52,650**	1/300	176	17	0	
Buildings J, K	Data Center	-	-	-	4,500**	1/300	15	0	0	
Building N2	Restaurant	-	-	-	1,063	1 space / 100 S.F.	11	0	0	
Building N3	Restaurant	-	-	-	1,075	1 space / 100 S.F.	11	0	0	
Buildings P1 & P2	Distributed Energy Center	-	-	-	-	-	5	0	0	
	Amphitheater	-	-	3,410	-	1 space / 2.7 seats	1,263	1,263	1,263	
** OFFICE SPACE AREA ONLY								Total	1,566	1,486
***PARKING DEMAND TOTALS PER SHARED PARKING STUDY PREPARED BY HDR										

Provided Parking - Phase 2			
Location	Regular	Accessible	Total
Garage H	731	17	748
Garage I	708	15	723
Hotel & Annex Surface Parking	110	6	116
DEC Surface Parking	5	-	5
Data Center Surface Parking	6	-	6
Amphitheater Surface Parking	8	-	8
Total	1,568	38	1,606

LOT 1, BLOCK "B"
 REPLAT OF THE HOME DEPOT ADDITION
 DOC. #200200218

JSJ MCL, LLC
 LOT 1
 BLOCK A, HCD SUBDIVISION
 8.605 ACRES
 ZONED: PD-R
 USE: RETAIL
 (UNDER CONSTRUCTION)

SKAGGS FAMILY PARTNERSHIP
 9.351 ACRES
 DOC. # 2013019590
 ZONED: R
 USE: VACANT

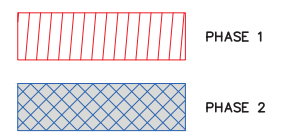
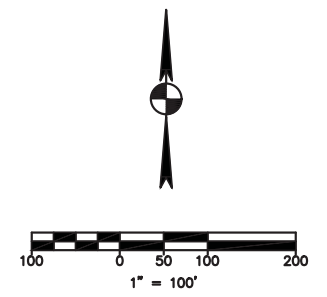
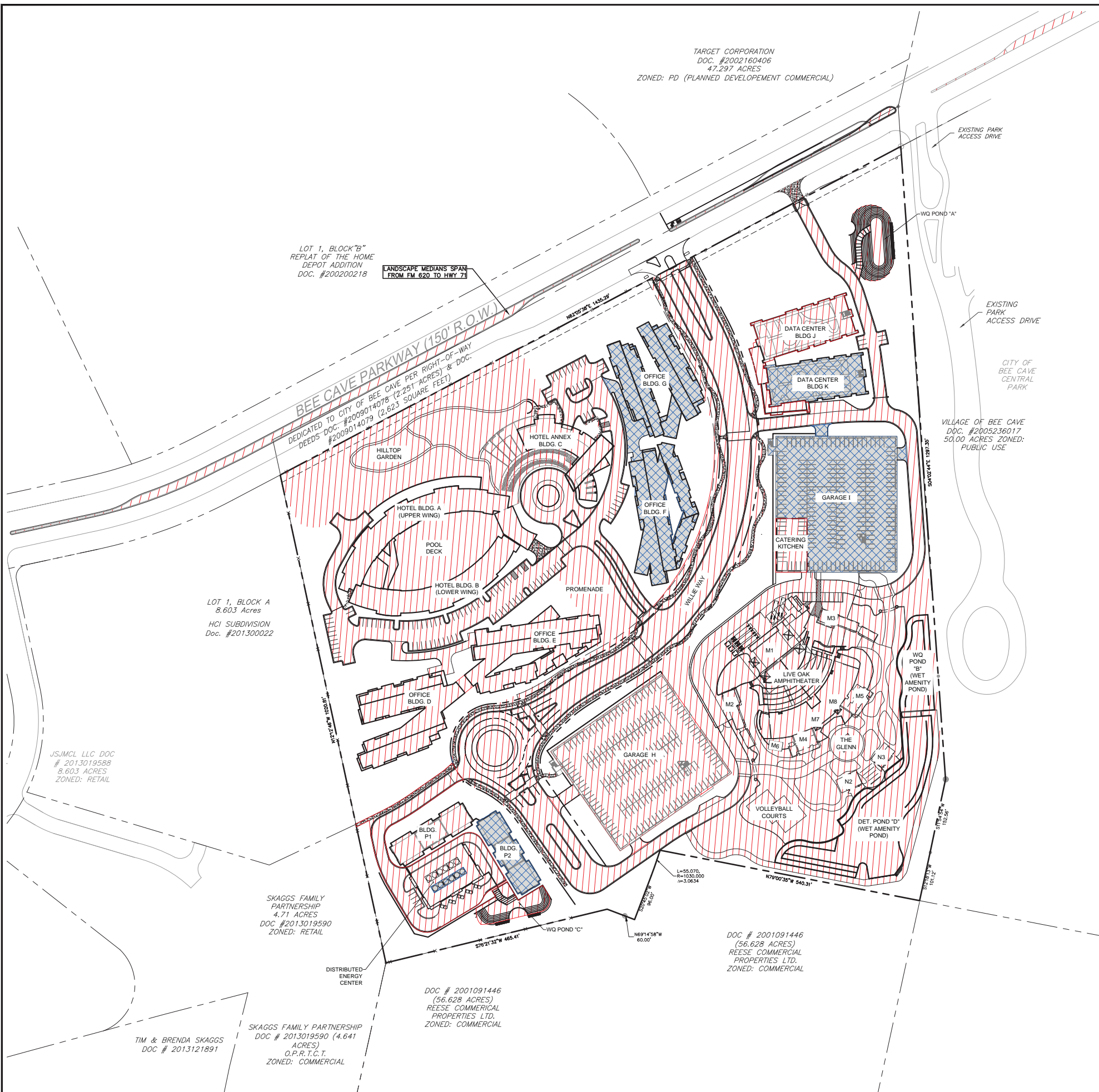
TIM & BRENDA SKAGGS
 DOC # 2013121891

SKAGGS FAMILY PARTNERSHIP
 DOC # 2013019590 (4.641 ACRES)
 O.P.R.T.C.F.
 ZONED: COMMERCIAL

GREEN WALL SCREENING
 DOC # 2001091446
 (56.628 ACRES)
 REESE COMMERCIAL PROPERTIES LTD.
 ZONED: COMMERCIAL
 USE: VACANT

TARGET CORPORATION
 DOC. #2002160406
 47.297 ACRES
 ZONED: PD (PLANNED DEVELOPMENT COMMERCIAL)

VILLAGE OF BEE CAVE
 #2005236017
 ZONED: P



NOTE: TEMPORARY SURFACE PARKING FOR PHASE 1 SHALL BE PROVIDED AT PHASE 2 OFFICE BUILDING F AND/OR PHASE 2 GARAGE I. THE EXACT LOCATION OF THE TEMPORARY PARKING LOTS SHALL BE DETERMINED DURING SITE PLAN DESIGN. ACCESS TO THE TEMPORARY PARKING LOTS WILL BE PROVIDED FROM THE PRIVATE DRIVES, NOT WILLIE WAY.

APPROVAL	
REVISION	
DATE	
NO.	

Stantec
 221 West Sixth Street, Suite 600
 Austin, Texas 78701
 Tel: (512) 328-0011 Fax: (512) 328-0025
 TDD: (512) 328-0011
 Copyright © 2016

PHASING PLAN

THE BACKYARD
 BEE CAVE, TEXAS
 BACKYARD PARTNERS LLC

DRAWN BY: RWIM	DESIGNED BY: LEB
QA / QC:	PROJECT NO.: R10175610001

SHEET

4

OF 10

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TARGET CORPORATION
 DOC. #2002160406
 47.297 ACRES
 ZONED: PD (PLANNED DEVELOPMENT COMMERCIAL)

LOT 1, BLOCK "B"
 REPEAT OF THE HOME
 DEPOT ADDITION
 DOC. #200200218

LOT 1, BLOCK A
 8.603 Acres
 HCI SUBDIVISION
 Doc. #201300022

SKAGGS FAMILY
 PARTNERSHIP
 4.71 ACRES
 DOC #2013019590
 ZONED: RETAIL

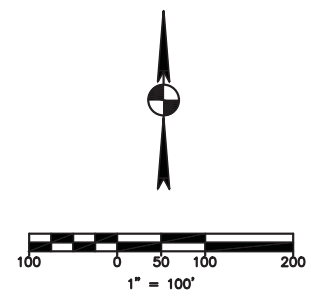
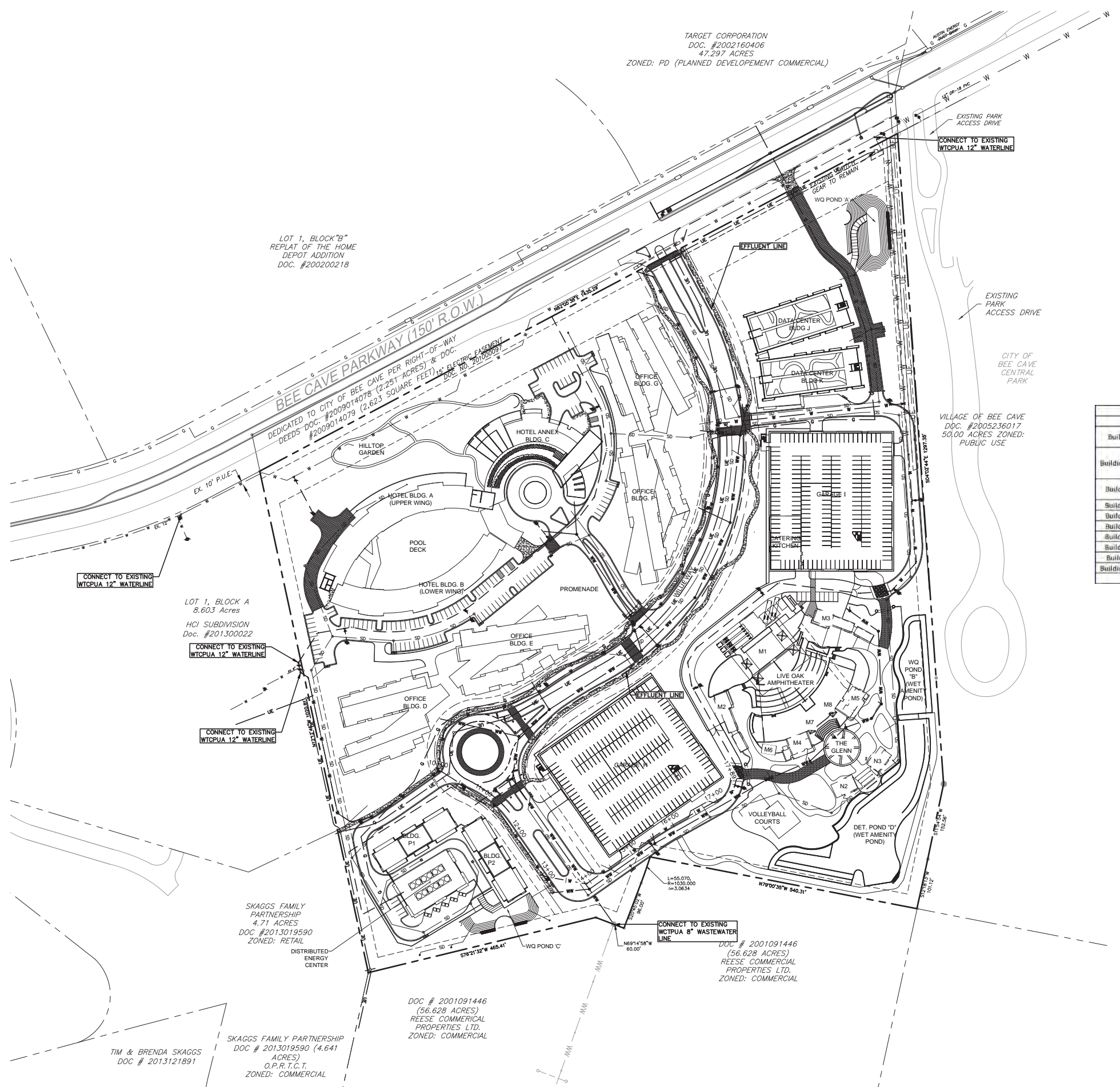
TIM & BRENDA SKAGGS
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SKAGGS FAMILY PARTNERSHIP
 DOC # 2013019590 (4.641
 ACRES)
 O.P.R.T.C.T.
 ZONED: COMMERCIAL

DOC # 2001091446
 (56.628 ACRES)
 REESE COMMERCIAL
 PROPERTIES LTD.
 ZONED: COMMERCIAL

DOC # 2001091446
 (56.628 ACRES)
 REESE COMMERCIAL
 PROPERTIES LTD.
 ZONED: COMMERCIAL

VILLAGE OF BEE CAVE
 DOC. #2005236017
 50.00 ACRES ZONED:
 PUBLIC USE



LEGEND

SD	STORM DRAIN LINE
W	WATER LINE
WW	WASTEWATER LINE
G	GAS LINE
E	EFFLUENT LINE

Water and Wastewater Demand Calculations

Building	Building Use	Lot Area (Ac.)	Proposed Building SF	# Units	LUEs/SF or LUEs/Unit	Total LUEs
Buildings A,B	Hotel			125	1/2	62.5
	Restaurant		2,700		1/200	13.5
Building C	Conference		6,200		1/3000	2.1
	Restaurant		2,350		1/200	11.8
Building D	Office		39,237		1/3000	19.7
Building E	Office		62,179		1/3000	20.7
Building F	Office		61,120		1/3000	20.4
Building G	Office		58,703		1/3000	19.6
Building H	Office		52,650		1/3000	17.6
Building I	Office		52,650		1/3000	17.6
Buildings J, L	Data Center		4,300		1/3000	1.5
TOTAL		35.14				206.9

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 Austin, Texas 78701
 Tel: (512) 328-0011 Fax: (512) 328-0325
 TBP# F-6324, TBP# F-10194230
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APPROVAL: _____
 REVISION: _____
 NO. _____
 DATE _____

UTILITY PLAN

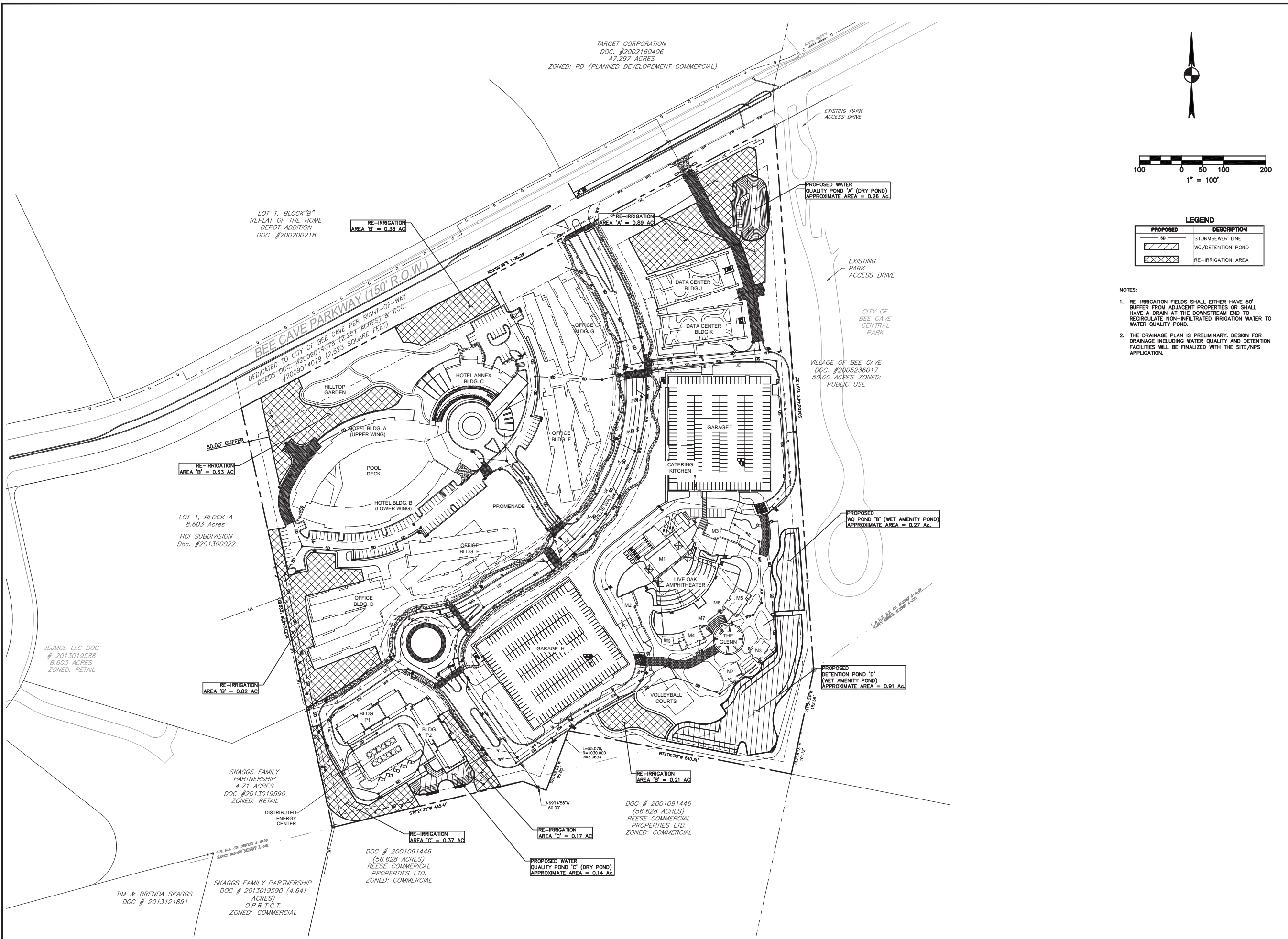
THE BACKYARD
 BEE CAVE, TEXAS

BACKYARD PARTNERS LLC

DRAWN BY: RWIM
 DESIGNED BY: ARL
 QA / DC:
 PROJECT NO.: R10175810001

SHEET
6
 OF 10

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TARGET CORPORATION
 DOC. #2002160406
 47.297 ACRES
 ZONED: PD (PLANNED DEVELOPMENT COMMERCIAL)

LOT 1, BLOCK "B"
 REPLAT OF THE HOME
 DEPOT ADDITION
 DOC. #200200218

LOT 1, BLOCK A
 8.603 Acres
 HCI SUBDIVISION
 Doc. #201300022

JS/MCL LLC DOC
 # 2013019588
 8.603 ACRES
 ZONED: RETAIL

SKAGGS FAMILY PARTNERSHIP
 4.71 ACRES
 DOC #2013019590
 ZONED: RETAIL

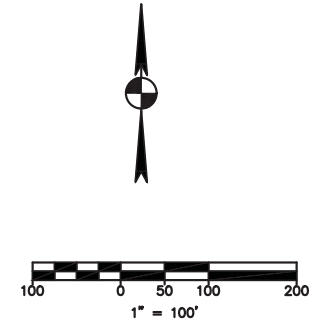
TIM & BRENDA SKAGGS
 DOC # 2013121891

SKAGGS FAMILY PARTNERSHIP
 DOC # 2013019590 (4.641
 ACRES)
 O.P.R.T.C.T.
 ZONED: COMMERCIAL

DOC # 2001091446
 (56.628 ACRES)
 REESE COMMERCIAL
 PROPERTIES LTD.
 ZONED: COMMERCIAL

DOC # 2001091446
 (56.628 ACRES)
 REESE COMMERCIAL
 PROPERTIES LTD.
 ZONED: COMMERCIAL

VILLAGE OF BEE CAVE
 DOC. #2005236017
 50.00 ACRES ZONED:
 PUBLIC USE



LEGEND

PROPOSED	DESCRIPTION
—SD	STORMSEWER LINE
▨	WG/DETENTION POND
▤	RE-IRRIGATION AREA

- NOTES:**
- RE-IRRIGATION FIELDS SHALL EITHER HAVE 50' BUFFER FROM ADJACENT PROPERTIES OR SHALL HAVE A DRAIN AT THE DOWNSTREAM END TO RECIRCULATE NON-INFILTRATED IRRIGATION WATER TO WATER QUALITY POND.
 - THE DRAINAGE PLAN IS PRELIMINARY. DESIGN FOR DRAINAGE INCLUDING WATER QUALITY AND DETENTION FACILITIES WILL BE FINALIZED WITH THE SITE/NPS APPLICATION.

	<p>Stantec 221 West Sixth Street, Suite 600 Austin, Texas 78701 Tel: (512) 328-0011 Fax: (512) 328-0325 TDP: #17-0324, #BPLS # F10194230 Copyright © 2016</p>			
DATE	NO.	REVISION	APPROVAL	
DRAINAGE PLAN				
<p>THE BACKYARD BEE CAVE, TEXAS</p> <p>BACKYARD PARTNERS LLC</p>				
DRAWN BY: RWM	DESIGNED BY: LEB	QA / QC:	PROJECT NO.: R10175910001	
SHEET				
7				
OF				10

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TARGET CORPORATION
 DOC. #2002160406
 47.297 ACRES
 ZONED: PD (PLANNED DEVELOPMENT COMMERCIAL)

LOT 1, BLOCK "B"
 REPLAT OF THE HOME
 DEPOT ADDITION
 DOC. #200200218

LOT 1, BLOCK A
 8.603 Acres
 HCI SUBDIVISION
 Doc. #201300022

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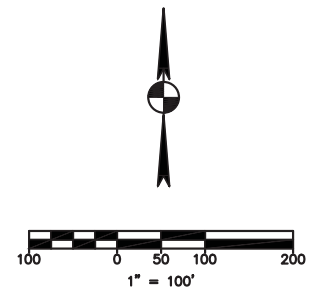
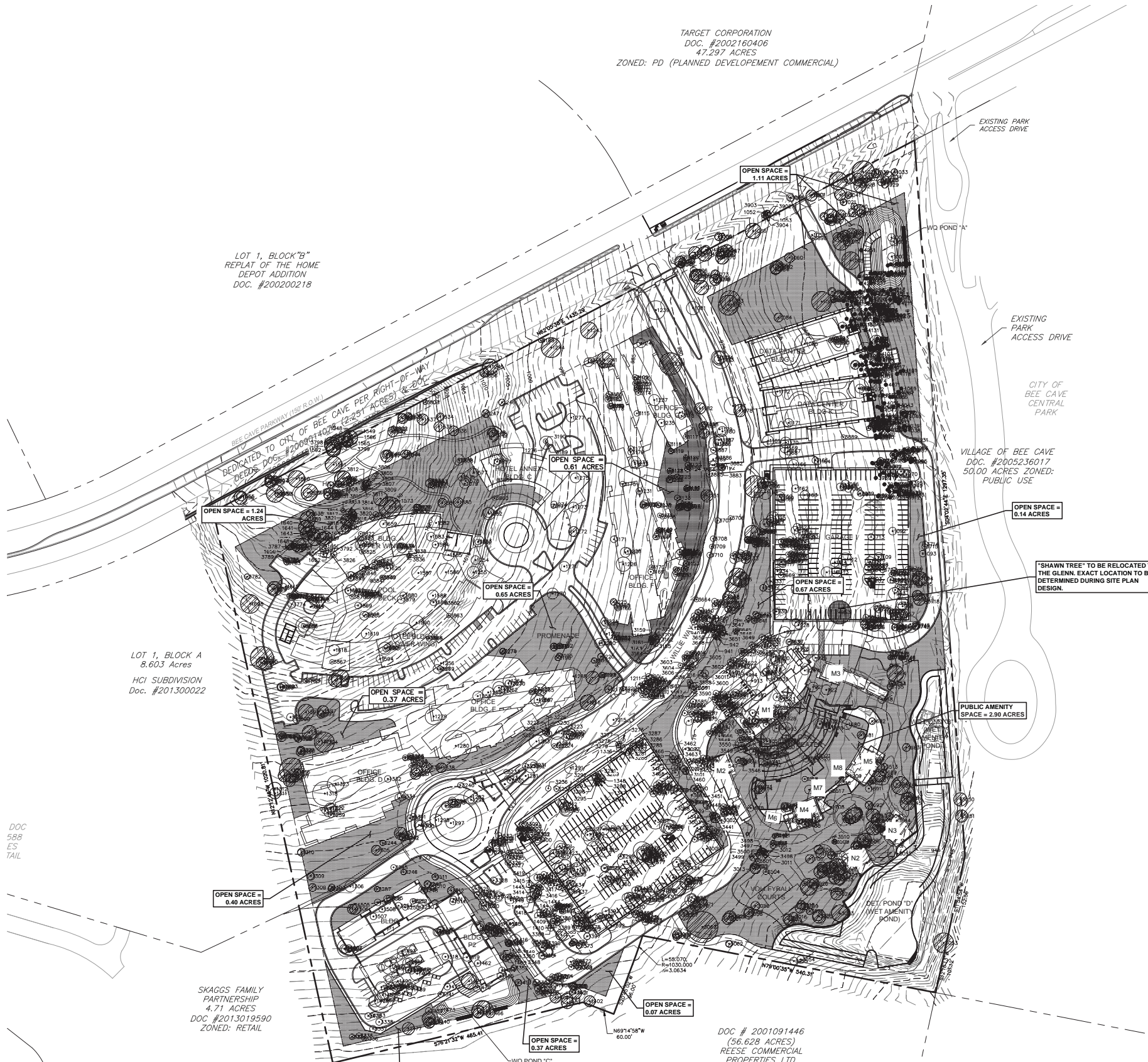
SKAGGS FAMILY
 PARTNERSHIP
 4.71 ACRES
 DOC #2013019590
 ZONED: RETAIL






TIM & BRENDA SKAGGS
 DOC # 2013121891

SKAGGS FAMILY PARTNERSHIP
 DOC # 2013019590 (4.641
 ACRES)
 O.P.R.T.C.T.
 ZONED: COMMERCIAL

DOC # 2001091446
 (56.628 ACRES)
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 PROPERTIES LTD.
 ZONED: COMMERCIAL

DOC # 2001091446
 (56.628 ACRES)
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 ZONED: COMMERCIAL



-  OPEN SPACE
-  TREE TO BE PRESERVED
-  TREE TO BE REMOVED
-  TREE TO BE RELOCATED
-  TREE THAT HAS BEEN REMOVED

Backyard						
Tract Description	Legal Description	Acreage	Open Space Required*		Estimated Provided Open Space	
			(%)	(Ac)	(%)	(Ac)
Backyard parcel	Lot 1 & 2, Block A, Planet Earth Music, Doc No 201000097	35.139	20%	7.028	24.7%	8.680
TOTAL BACKYARD		35.139		7.028		8.680



TREE PRESERVATION AND OPEN SPACE PLAN

THE BACKYARD
 BEE CAVE, TEXAS
 BACKYARD PARTNERS LLC

DRAWN BY: RMM
 DESIGNED BY: LEB
 QA/QC:
 PROJECT NO.: R10175810001

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The Backyard - Bee Cave, TX

Existing Conditions



LEGEND

- EXISTING TREES TO REMAIN - 4,029 INCHES
- EXISTING TREES TO BE REMOVED - 9,296 INCHES



LEGEND

- BIGTOOTH MAPLE
 - SHUMARD OAK
 - LIVE OAK
 - CEDAR ELM
 - BALD CYPRESS
 - EXISTING TREES TO REMAIN - 4,029
- 3,006 INCHES PROPOSED (OF WHICH
 NO MORE THAN 25% SHALL BE THE
 SAME SPECIES)

PROPOSED TREE SUMMARY

	QUANTITY	INCHES
2" CAL.	21	42
3" CAL.	32	96
4" CAL.	396	1584
6" CAL.	214	1284
TOTALS	663	3006

LOT 1, BLOCK "B"
 REPLAT OF THE HOME
 DEPOT ADDITION
 DOC. #200200218



LEGEND

- BIGTOOTH MAPLE
- SHUMARD OAK
- LIVE OAK
- CEDAR ELM
- BALD CYPRESS
- EXISTING TREES TO REMAIN

75' BUFFER ASSUMPTIONS

- INCLUDES PROPOSED 15' WIDE WATER LINE EASEMENT
- INCLUDES FUTURE 10' WIDE HIKE AND BIKE TRAIL FROM WILLIE WAY TO HILLTOP GARDEN
- EXISTING 15' ELECTRIC EASEMENT WILL BE VACATED WEST OF WILLIE WAY AND REMAIN EAST OF WILLIE WAY

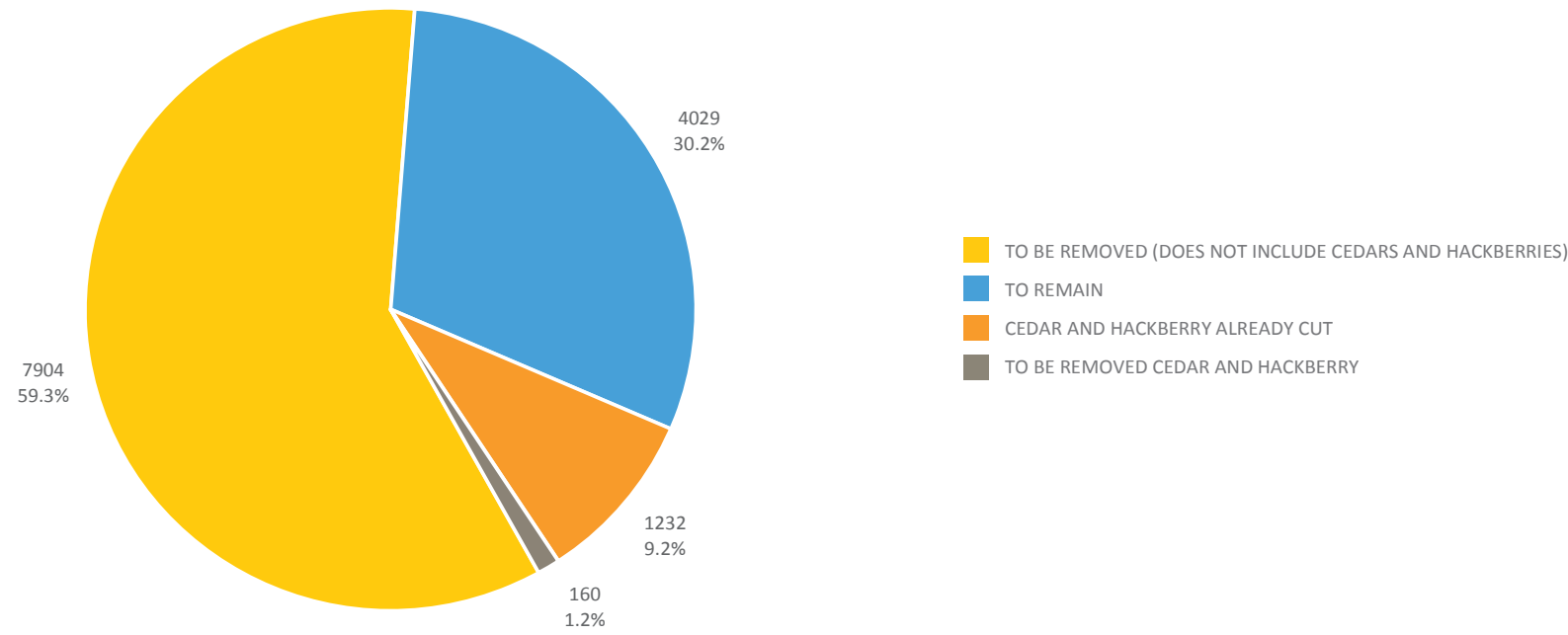
CODE REQUIREMENTS

BEE CAVE PARKWAY LINEAR FEET (EXCLUDING STREET ACCESS)-	1,333 LINEAR FEET
CODE REQUIREMENT PER 100 LINEAR FEET-	12 TREES (TOTALING 31 INCHES) PER 100 LINEAR FEET
TREE QUANTITY REQUIRED FOR 1,333 LINEAR FEET-	160 TREES
TREE INCHES REQUIRED FOR 1,333 LINEAR FEET-	413 INCHES

TREE SUMMARY CALCULATIONS

	QUANTITY	INCHES
EXISTING TREES		
VARIES	102	870
PROPOSED TREES		
2" CAL.	21	42
3" CAL.	32	96
4" CAL.	75	300
PROPOSED TREES IN THE BUFFER	128	438
TOTAL TREES IN THE BUFFER	230	1308

TREE PERCENTAGE SUMMARY



TOTAL EXISTING INCHES	13,325
TOTAL INCHES TO BE REMOVED (DOES NOT INCLUDE CEDARS AND HACKBERRIES)	7,904
CEDAR AND HACKBERRY INCHES TO BE REMOVED	160
TOTAL INCHES OF CEDAR AND HACKBERRY ALREADY REMOVED	1,232
TOTAL INCHES TO BE PRESERVED	4,029

MITIGATION CALCULATIONS

TREE PRESERVATION REQUIREMENTS (INCLUDES MITIGATION FOR CEDARS AND HACKBERRIES 12" AND GREATER)	
TOTAL EXISTING INCHES	13,325
CEDAR AND HACKBERRY UNDER 12" (INCLUDES TREES ALREADY REMOVED)	1,546
TOTAL EXISTING INCHES EXCLUDES CEDAR AND HACKBERRY UNDER 12"	11,779
TOTAL INCHES REQUIRED TO REMAIN = 60% OF EXISTING TREES EXCLUDING CEDAR AND HACKBERRY UNDER 12"	7,067
TOTAL PRESERVATION CREDIT (INCLUDES 150% FOR 12" AND LARGER TREES AND 115% FOR TREE CLUSTERS)	4,622
TREE INCHES REQUIRED TO BE REPLACED *	2,445

* THESE REPLACEMENT INCHES SHALL BE LOCATED OUTSIDE OF THE 75' BUFFER SETBACK

ADDITIONAL MITIGATION FOR TREES ALREADY REMOVED	
INCHES OF CEDAR AND HACKBERRY ALREADY CUT	1,232
INCHES TO BE MITIGATED (10%)	123

PROPOSED TREE INCHES IN THE BUFFER (SEE 75' LANDSCAPE BUFFER CONCEPT PLAN)	438
--	------------

TOTAL TREE INCHES PROPOSED= 2,445" + 123" + 438"= 3,006"

Backyard Building Information - As of September 26 2016									
Building #	Use(s)	Gross Area (SF)	Bldg Footprint (SF)	# Levels	Building Height (from low grade)	Building Height (at building perimeter)			
						North	East	South	West
A	Hotel - Lobby/Hotel Cafe/Guestrooms	60,500	28,050	3	47'-0"	47'-0"	47'-0"	47'-0"	47'-0"
B	Hotel – Guestrooms/Spa/Salon	40,000	18,700	3	47'-0"	47'-0"	47'-0"	47'-0"	47'-0"
C	Hotel - Ballroom/Bar/Meeting Rooms	31,800	16,500	3	38'-0"	28'-0"	38'-0"	38'-0"	28'-0"
D	Class A Office	58,474	17,544	3	45'-7"	41'-11"	44'-2 1/2"	45'-7"	44'-1 1/2"
E	Class A Office	61,952	19,665	3	45'-7"	40'-9 1/2"	45'-7"	45'-7"	41'-7"
F	Class A Office	58,462	18,566	3	45'-7"	45'-7"	45'-7"	45'-7"	38'-5"
G	Class A Office	58,001	18,215	3	45'-7"	42'-7"	45'-7"	45'-7"	33'-6"
H	Office/Garage	344,000	66,685	5	47' - 0"	37'-5"	47'-0"	47'-0"	45'-6"
I	Office/Garage/Catering Kitchen	344,000	66,685	5	47' - 0"	47'-0"	41'-6"	47'-0"	31'-10"
J	Data Center	34,000	17,000	2	47--0"	46'-0"	47'-0"	44'-8"	21'-11"
L	Data Center	34,000	17,000	2	47'-0"	45'-1"	47'-0"	41'-7"	22'-10"
M1	Amphitheater – Stage And Performance Support Building	29,311	17,020	2 above, 1 below grade	55'-0"	54'-0"	35'-0"	55'-0"	55'-0"
M2	Amphitheater – Restroom/Concessions 1	2,255	2,255	1	16'-2"	16'-2"	16'-2"	12'-2"	14'-0"
M3	Amphitheater – Restroom/Concessions 2	2,255	2,255	1	15'-10"	15'10"	18'-0"	15'-10"	15'-10"
M4	Amphitheater –VIP Suite 1	3,908	1,750	2	32'-0"	32'-0"	32'-0"	32'-0"	32'-0"
M5	Amphitheater –VIP Suite 2	4,138	1,867	2 above, 1 below grade	32'-0"	32'-0"	32'-0"	32'-0"	32'-0"
M6	Broadcast booth	500	500	1	12''-0"	12''-0"	12''-0"	12''-0"	12''-0"
M7	Amphitheater – Follow Spot Tower 1	80	8	1	35'-0"	35'-0"	35'-0"	35'-0"	35'-0"
M8	Amphitheater – Follow Spot Tower 2	80	8	1	35'-0"	35'-0"	35'-0"	35'-0"	35'-0"
N1	Amphitheater – Glenn Stage	690	690	1	20'-0"	20'-0"	20'-0"	18'-0"	20'-0"
N2	Amphitheater – Glenn Café #1	1,063	1,063	1	15'-0"	15'-0"	15'-0"	15'-0"	15'-0"
N3	Amphitheater - Glenn Café #2	1,075	1,075	1	15'-0"	15'-0"	15'-0"	15'-0"	15'-0"
P1	DEC	18,200	9,100	2	46' - 0"	35'-4"	31'-7"	46'-0"	33'-8"
P2	DEC	18,200	9,100	2	46' - 0"	31'-1"	45'-11"	38'-10"	46'-0"



LEGEND

- CONCRETE SIDEWALK (6' MINIMUM)
- 10' HIKE AND BIKE - CONCRETE TRAIL
- 5' TRAIL - DECOMPOSED GRANITE
- PAVILION WALK - MATERIALS TO BE DETERMINED WITH SITE PLAN

NOTES

- SIDEWALK CONNECTIONS FROM THE BUILDINGS TO TRAILS WILL BE INCLUDED IN FUTURE SITE PLANS
- FUTURE PEDESTRIAN ACCESS TO CENTRAL PARK WILL BE DETERMINED IN FUTURE SITE PLANS



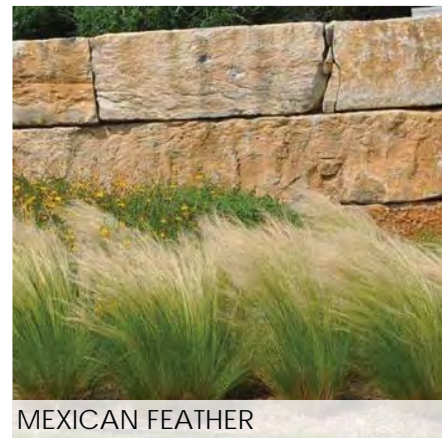
COREOPSIS



GULF MUHLY



MEXICAN BUSH SAGE



MEXICAN FEATHER



RED YUCCA



ROSEMARY

Hilltop Garden + Promenade : Design Intent



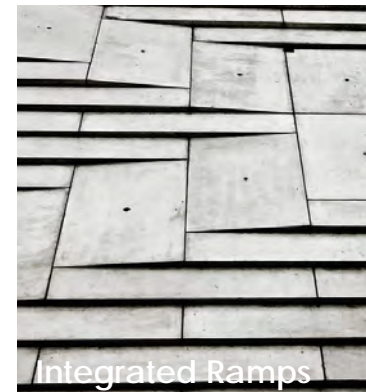
Landscaped Plaza



Earth Berms



Water Retention



Integrated Ramps



Activated Areas



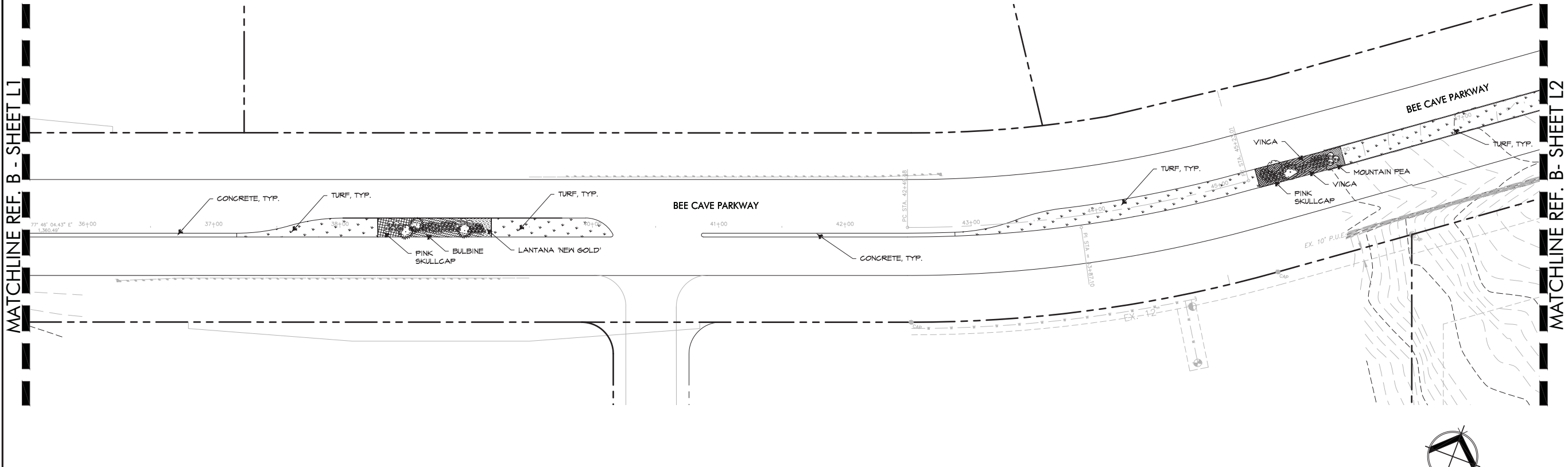
Integrated Stairs



Steel Risers

MATCHLINE REF. B - SHEET L1

MATCHLINE REF. B - SHEET L2

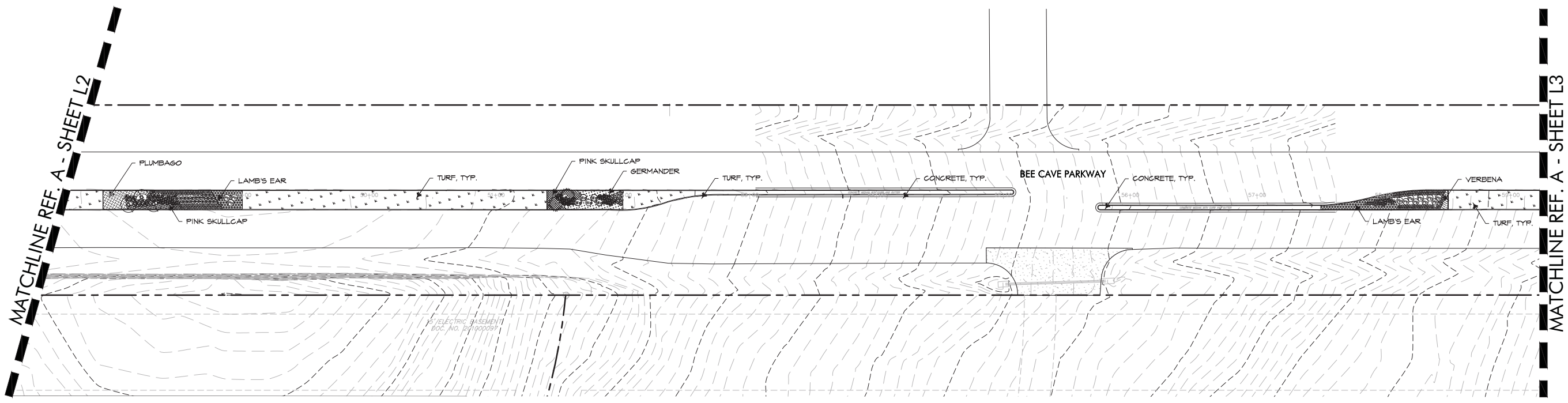


A BEE CAVE PARKWAY
PLAN

SCALE: 1"=40'-0"

MATCHLINE REF. A - SHEET L2

MATCHLINE REF. A - SHEET L3



B BEE CAVE PARKWAY
PLAN

SCALE: 1"=40'-0"

811
 THE LOCATION OF EXISTING UNDERGROUND UTILITIES ARE SHOWN IN AN APPROXIMATE WAY ONLY. THE CONTRACTOR SHALL DETERMINE THE EXACT LOCATION OF ALL EXISTING UTILITIES BEFORE COMMENCING WORK. HE AGREES TO BE FULLY RESPONSIBLE FOR ANY AND ALL DAMAGES WHICH MIGHT BE OCCASIONED BY HIS FAILURE TO EXACTLY LOCATE AND PRESERVE ANY AND ALL UNDERGROUND UTILITIES.

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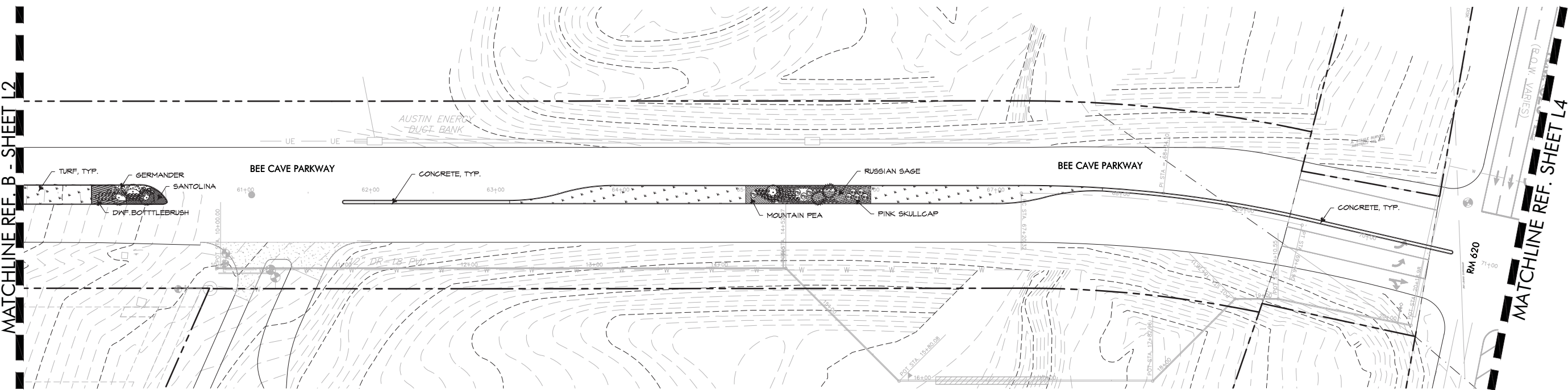
BEE CAVE PARKWAY
 BEE CAVE, TEXAS
INTERNATIONAL DEVELOPMENT
MANAGEMENT

△ ISSUES
DRAWN BY: AT
DESIGNED BY: RC
QA / QC: RC
PROJECT NO: 0101758-10002

SHEET
L2

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MATCHLINE REF. B - SHEET L2



MATCHLINE REF. SHEET L4

A BEE CAVE PARKWAY
PLAN



SCALE: 1"=40'-0"

811
 THE LOCATION OF EXISTING UNDERGROUND UTILITIES ARE SHOWN IN AN APPROXIMATE WAY ONLY. THE CONTRACTOR SHALL DETERMINE THE EXACT LOCATION OF ALL EXISTING UTILITIES BEFORE COMMENCING WORK. HE AGREES TO BE FULLY RESPONSIBLE FOR ANY AND ALL DAMAGES WHICH MIGHT BE OCCASIONED BY HIS FAILURE TO EXACTLY LOCATE AND PRESERVE ANY AND ALL UNDERGROUND UTILITIES.
 Call before you dig.

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LANDSCAPE CITY SUBMITTAL
PLAN

BEE CAVE PARKWAY
 BEE CAVE, TEXAS
INTERNATIONAL DEVELOPMENT MANAGEMENT

DRAWN BY: AT		DESIGNED BY: RC		QA / QC: RC		PROJECT NO.: 0101758-10002	
SHEET		L3		ISSUES			



RED YUCCA



MEXICAN OREGANO



SOFT LEAF YUCCA



FLOWERING SENNA



WEBER AGAVE



LAMBS EAR



RUSSIAN SAGE



COMPACT TEXAS SAGE



MEXICAN BUSH SAGE



PINK SKULLCAP



CHERRY SAGE



BULBINE



LANTANA 'PURPLE TRAILING'



COPPER CANYON DAISY



FLAME ACANTHUS

Bee Cave Parkway - Bee Cave, Texas

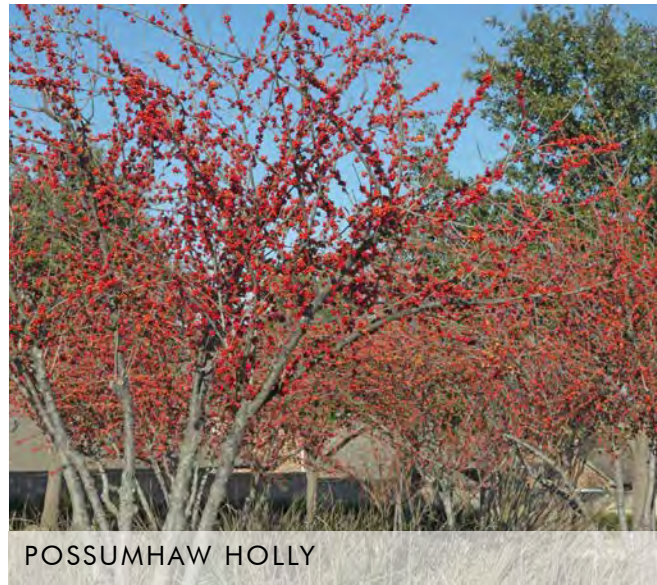
Parkway Median Plant Palette - Drought Tolerant Shrubs and Perennials



DESERT WILLOW



HUISACHE TREE



POSSUMHAW HOLLY

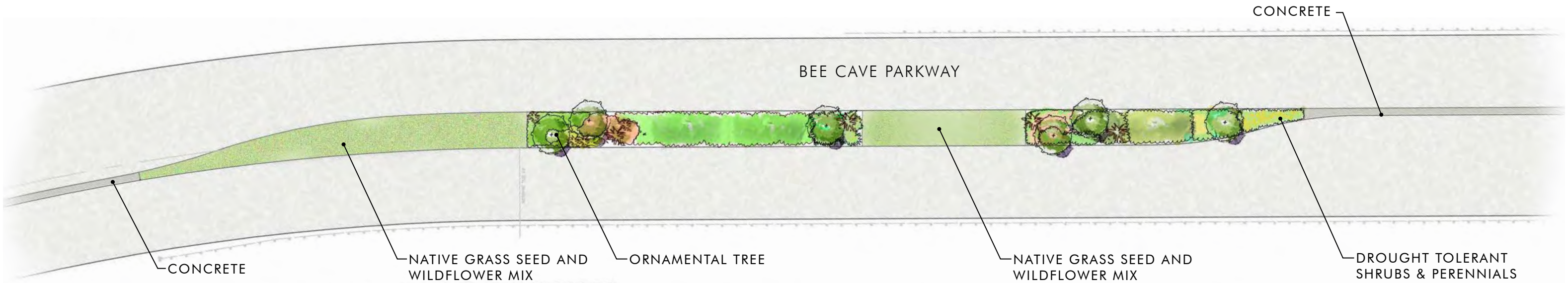


CRAPE MYRTLE



ANACACHO ORCHID

ORNAMENTAL TREES



BLUEBONNET



INDIAN BLANKET



NATIVE GRASSES



MEXICAN HAT

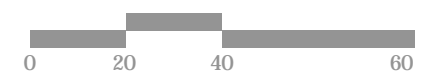


BEE BALM

NATIVE GRASS SEED AND WILDFLOWER MIX

Bee Cave Parkway - Bee Cave, Texas

Parkway Median Plant Palette



June 10, 2016

The information shown is based on the best information available and is subject to change without notice.

EXHIBIT C

Planned Development Standards

16-323: Backyard at Bee Cave Planned Development District Amendment

Approved 13 December 2016

Exhibit “C”

PLANNED DEVELOPMENT STANDARDS

The following Planned Development Standards (“Development Standards”) shall be applicable within this Planned Development District. To the extent that any of the Development Standards conflict with other City Ordinances, the Development Standards shall control. All development activity undertaken on the Property, including but not limited to, live outdoor music venues, hotel, offices, data centers and other authorized uses and activities (as described below) (the “Project”), shall comply with the land use development standards of the City and for the Office Zoning District (O) for the Property in effect as of March 7, 2014, except as modified by this Ordinance. Capitalized terms 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 (“Code”), depending upon context.

I. General Project Design Requirements

The Property is an approximate 35.139 acre tract generally located north of Highway 71 and west of Highway 620 and south of Bee Cave Parkway and is intended to be constructed in Phases over an approximate 5-7 year period. The Project is intended to provide a tightly integrated work and entertainment environment consisting of outdoor music venues which includes 2 VIP suite buildings, volleyball courts and 2 cafes/restaurants, one of which shall remain operational outside of events with four campus style professional office buildings, two data centers and a hotel. The hotel is intended to include a restaurant/café, recording studio, meeting rooms, bar and a hill top garden/trail area. Additional uses include two associated combination office/parking garages with a catering kitchen in one of the garages, storm water detention and water quality facilities, publicly accessible open space, trails, and a community garden (to be located on the Old Backyard property). The Music Venue (“Live Oak Amphitheater”) will be constructed and operated so that art, ballet and theater performances can be promoted in addition to music events. The stage will be large enough that an entire symphony can perform on stage. The smaller Music Venue (“The Glenn”) will promote the local live music scene. Other ancillary improvements and associated uses such as roof top gardens (not-public), and Distributed Energy Center (DEC) consisting of two buildings are planned for the Project. The square footage of building footprints and the location of the buildings and other structures and uses are as set forth on the Concept Plan. Landscape buffer areas are intended to be located at strategic areas of the Project as depicted in the Concept Plan as enhanced landscaping to provide compatibility to adjoining land uses and in particular the City’s Central Park. Noise attenuation measures are proposed to better manage impacts from the music venues on adjoining landowners and are further described below. Some of the water quality and detention ponds are likewise intended to serve as amenity ponds and are intended to be constructed so that they are park like areas that are accessible by the general public. The central street (“Willie Way”) that traverses the Project is positioned to provide vehicular connectivity between the various uses within the Project but is also located to provide connectivity in the future between Bee Cave

Parkway, Highway 71 and to adjoining property to the west. The project will also provide landscaping within the medians of Bee Cave Parkway, additional highway improvements as described in Exhibit F, turn lanes, and signalization to Bee Cave Parkway.

II. Project Phase I Phasing Plan. Music Venues Backyard/Glenn, Hotel, Conference Center, two stand-alone office buildings, one parking garage/office building, one data center, half of the distributed energy center and temporary surface parking or, at the developer's discretion, the Garage/Office Building on Lot I. The Project's Phasing Plan is depicted as part of Exhibit "B", Phase I of the Project is composed of the Live Oak Amphitheater and the Glenn and the Catering Kitchen within the envelope of future Building I (collectively, the "Music Venues"), the southeast amenity water quality and detention pond and the northeast and southwest water quality ponds, the Hotel, Hilltop Garden, the construction and layout of Willie Way, the construction and layout of all connector streets and trails providing accessibility from the Hotel to Willie Way and the trails/sidewalks along Willie Way, Office Building D, Office Building E, Parking Garage/Office Building H, Data Center Building J (including roof top garden for that data center), off-site traffic improvements (as described below), DEC Buildings P1 , and temporary surface parking Lot I. The Live Oak Amphitheater, the Glenn, Garage Building H, the temporary surface parking (where Garage I will be located in Phase II) and the traffic improvements shall all be constructed at the beginning of Phase I. In order to properly service the other buildings within the Project, Building P1 may be issued the first Certificate of Occupancy "CO", prior to all other buildings in the Project. The Music Venue and Garage Building H shall obtain a CO prior to other buildings in Phase I or simultaneously with the first CO issued by the City if multiple improvements are constructed at the same time. The Temporary Surface Parking Lot shall also be constructed and completed in conjunction with construction of the Music Venue. The enhanced landscaping and buffer areas along the western property line of the City's Central Park and along the northern property line of the Project, the enhanced landscaping of the medians within Bee Cave Parkway, the enhanced landscaping at the entrance to the City's Central Park, the trails adjacent to the amenity ponds, Willie Way and the trails parallel to Willie Way and the water quality and storm water detention ponds shall be completed prior to issuance of the first "CO" for Phase I. The Hilltop Garden and the trails connecting the hotel to Willie Way shall be constructed prior to issuance of a CO for the Hotel/Conference Center. The trails connecting the Project to the City's Central Park shall be constructed prior to issuance of a CO for Garage/Office Building H and in conjunction with construction of the temporary surface parking (at Building I location). The trails adjacent to all other buildings shall be constructed prior to a CO for the applicable building. A roof top garden shall be constructed in conjunction with Data Center Building J and prior to issuance of a CO. The Community Garden and any other Phase I improvements, that are not otherwise specifically obligated for completion in this section, shall be constructed prior to the issuance of a site plan for Phase II.

Although the Music Venues will be constructed at the beginning of Phase I to full capacity of 3410 attendees, and the other buildings and improvements described above will be constructed in conjunction with Phase I, the Music Venues, garage or other improvement will not

receive a CO or open until such time as sufficient vehicular access to Highway 71 through any adjacent property is constructed to the Project and Parking Garage H depicted on the Concept Plan has been constructed and obtained a CO.

III. Project Phase II Phasing Plan. Consists of Office/Parking Garage Building I, Data Center Building K, Office Building F, Distributed Energy Center Building P2 and Office Building G.

IV. Specific Building and Operation Requirements.

A. Backyard and Glenn

(1) The outdoor Music Venues are the areas labeled with “M” and “N” buildings and uses and are composed of the Glenn and the Live Oak Amphitheater and up to two water wells. The “M” and “N” buildings and uses shall be constructed and operated at the locations depicted in Exhibit “B”. Subject to restrictions described above, the occupancy of the Music Venues shall not exceed 3,410. The Glenn and the Live Oak Amphitheater may hold events concurrently so long as the maximum occupancy provided herein is not exceeded. The outdoor Music Venues may be used as outdoor music venues, theater performances, parks/open space, beach volleyball courts, food and beverage concessions, and consist of two restaurants (one of which may operate independently from the Music Venue). The Music Venues may also be used in conjunction with non-music events or as special activities venues. Other than outdoor music events and theater performances, any other events held at the Music Venues that will exceed occupancy of 500 attendees shall require a Special Event Permit.

(2) Building and structure height shall be measured in accordance with the City’s Code of Ordinances. The stage and any lighting/sound towers, fly, amphitheater shell, or accessory stage improvements for the Live Oak Amphitheater shall be allowed a maximum height of fifty five feet (55’) and for the Glenn a maximum height of thirty five feet (35’). Provided however, to minimize the impact of the height the stage structure and to provide additional sound attenuation the stage structure shall be built into the slope of the Property and constructed approximately 17’ feet lower than the finished grade of Willie Way. The retaining wall constructed at the rear of the stage area shall extend a minimum of 4 feet above the finished grade adjacent to Willie Way to screen vehicles and loading activities, provide additional security to artist and performers and protect patrons. The Wall will be landscaped on the side facing Willie Way and will be faced with stone on the side facing Willie Way.

(3) The VIP buildings and other buildings or structures within the Music Venues shall occupy the areas as depicted on the Concept Plan, and shall not exceed the maximum heights, building foot prints and gross area square footage described in the Building Information Plan, Exhibit B.

- (4) The elevations for the building facades associated with the Music Venue, including accessory structures, shall be substantially similar to those depicted in Exhibit “D” attached hereto.
- (5) Any changes in Building Facades from those depicted in Exhibit “D” attached hereto, or any structures or buildings which are subsequently added to the Music Venue shall conform at a minimum to the City’s Exterior Building Design Standards within the Bee Cave Code of Ordinances, unless the City Council, in its sole discretion, approves an alternate design in conjunction with approval of a future Site Plan. Any changes in exterior design from the exteriors depicted in Exhibit “D” shall be approved at site plan or if after approval of site plan in accordance with a site plan amendment. The City Council has authority to approve a building design which deviates from the City’s Exterior Building Design Standards if the City Council determines that an alternate design adequately meets the intent of the City’s Exterior Building Design Standards as well as the intent of the Project.
- (6) Parking for the outdoor Music Venue shall initially be provided by Parking Garage Building H and the Temporary Surface Parking Lot as depicted on the Concept Plan. In order for the Music Venue to expand to full attendance capacity, Parking Garage Building I must be constructed and obtain a CO. Any future subdivision of the Property shall be contingent on the Music Venue retaining a long term lease, easement, or other legal right to a dedicated number of parking spaces in one or both of Parking Garages sufficient to meet the parking requirements for the Music Venues if the subdivision does not include both Parking Garages in the lot with the Music Venue.
- (7) Two recreational vehicles or travel buses used by the artists and their staffs for non-residential purposes may be located in the Music Venue at the location designated on the Concept Plan. Such vehicles shall not be visible from Willie Way. The Music Venues staging areas shall be screened from view through structural screening and landscaping. Artist travel buses may be located within the staging areas for a maximum of 72 hours. Additional Screening and landscaping of the staging areas shall be approved in conjunction with Site Plan approval.
- (8) Except for stage lighting, lighting within the Music Venues shall be shielded and shall comply with City Ordinances. Other than lighting needed for security purposes, lighting within the Music Venue shall not be turned on except for events that occur within the outdoor Music Venue site. Provided however, that the City Council has the authority upon the request of the Project owner to approve a lighting plan which deviates from the City’s Code of Ordinances, and from this Ordinance, if the City Council determines that an alternate design meets or exceeds the intent of the City’s Ordinances. Alternate lighting plans may be considered for approval in conjunction with a future Site Plan approval or amendment or may be administratively approved if the change in lighting is compliant with the City’s Code of Ordinances.

(9) Lighting for the stage, lighting/sound towers, fly, amphitheater shell, and accessory stage improvements shall not be required to comply with the City's lighting requirements but shall be shielded to the extent feasible for a typical outdoor music venue.

(10) Noise generated from the Music Venue from live outdoor music events shall not exceed eighty five (85) decibels at the Property line of the Project. Developer of the Project shall be required to design, engineer and construct noise attenuating structures and incorporate sound attenuation materials into the Music Venues which will limit the noise generated by the Music Venues at or below the noise limits described herein. Examples of such structures and materials to be incorporated into construction include properly designed earth berms, raked seating and effective sound walls built to absorb sound and control reflections. Examples of operational sound mitigation include proper electro-acoustical design, configuration and location and positioning of speakers, electro/physical steering and pattern control of loudspeakers, use of in-ear monitoring systems, DPS control of sound levels and management of sound levels through artist/venue contracting. The City shall consider approval of the sound attenuation materials and structures and operational controls in conjunction with Site Plan approval and building permit applications as applicable.

(11) In addition the Music Venues shall be required to use a Sound Level Management System (a noise monitoring, logging, and limiting system or "governing" device, programmed to limit specific noise levels) during all outdoor music events. The equipment shall be capable and shall be operated so that it will automatically reduce the sound produced by the speaker systems to keep the noise from exceeding the noise limits described herein.

(12) Noise generated from the Music Venue from amplified outdoor music (not live music) shall not exceed sixty five (65) decibels at the Property line of the Project.

(13) Live outdoor music or other performances shall cease to be played by 10:30 pm on Monday through Thursday, and by 11:30 pm on Friday through Sunday within the Music Venue. Amplified (but not live music) may continue to be played with a decrease in volume following the live music/performance, but shall cease to be played by 11:30 p.m. on Monday through Thursday, and by 12:30 a.m. on Friday through Sunday. Music and other performance events, and Special Events exceeding 500 attendees shall not commence prior to 7:00 pm Monday through Thursday.

(14) The Music Venues may continue to operate for one hour past the cessation of all music.

(15) Until such time as the second Parking Garage (Building I) is constructed and is operational, the occupancy of the Music Venues shall not exceed 2000. Occupancy shall be maintained through ticket sales limited to 2000 until such time as the second Parking Garage (Building I) is constructed and operational (a CO issued).

(16) Parking Garages shall be operated during events at the Music Venues to minimize vehicles from stacking onto Bee Cave Parkway. Garage operations will be considered for approval by the City in conjunction with Site Plan approval for the Music Venue.

Exhibit C: Page 5 of 19

Ordinance 16-323: Backyard at Bee Cave Planned Development District

Approved 13 December 2016

B. Hotel and Associated Facilities.

- (1) The Hotel is the area composed of buildings and uses labeled as “A-C” on Exhibit “B”, Concept Plan. The Hotel area shall include buildings and uses consisting of a hotel (up to 125 rooms), a recording studio, meeting space, restaurant, and which may include additional uses such as a dance hall or restaurant, and a publicly accessible outdoor park labeled as Hilltop Garden on the Concept Plan. Additional uses, as described in Section IV C, may also be associated with the hotel use. Hotel shall include all of the following: outdoor pool, fitness center, business center, gift shop. An extended stay hotel is not a permitted use for the Project.
- (2) The “A-C” buildings and uses shall be constructed and operated at the locations depicted in Exhibit “B” and shall not exceed the building foot print square footage or the gross area square footage depicted on the Concept Plan for each building. Provided however, that the square footage of the recording studio may be expanded up to a maximum of 5,000 sf square feet so long as the expansion does not cause an increase in impervious cover. In the event that the expansion of the recording studio creates an increase in impervious cover or in the event that the expansion causes a change to the structural elevations of the hotel approved in Exhibit “D”, such changes will be considered for approval at site plan or upon a site plan amendment if the changes occur after approval of site plan.
- (3) Building and structure height shall be measured in accordance with the City’s Code of Ordinances and all buildings and structures shall not exceed the maximum heights and levels described in the Building Information Plan, Exhibit “B”.
- (4) The elevations for the Building Facades for the buildings and structures within the Hotel area shall be substantially similar to those depicted in Exhibit “D” attached hereto.
- (5) Any changes in Building Facades from those approved in Exhibit “D”, any structures or buildings which are subsequently added to the Hotel area, or any buildings or structures that do not have building elevations approved in Exhibit “D” shall be approved in conjunction with site plan or a site plan amendment if changes occur after issuance of the site plan and shall at a minimum conform to the City’s Exterior Building Design Standards within the Bee Cave Code of Ordinances, unless the City Council, in its sole discretion, approves an alternate design in conjunction with approval of a future Site Plan. The City Council has authority to approve a building design which deviates from the City’s Exterior Building Design Standards if the City Council determines that an alternate design adequately meets the intent of the City’s Exterior Building Design Standards as well as the intent of the Project.
- (6) Parking for the Hotel shall be provided by surface parking and the Parking Garages as depicted on the Concept Plan. Subject to Section IV(F)(22), below, 115 full size parking spaces shall be provided within the Hotel area as depicted in Exhibit “B”. Provided however, that Developer shall be required, prior to issuance of a Site Plan for construction of the Hotel, to conduct a parking study to verify that surface parking is sufficient to serve the Hotel. In the event that the Parking Study determines that surface parking is insufficient, or is greater than required, to serve the Hotel, the Developer will be required to provide additional surface parking

or may remove surface parking, as applicable, in conjunction with Site Plan approval. The square footage of occupied space may need to be removed in the event that parking is found to be insufficient. All parking requirements shall be determined according to City Ordinances. Any future subdivision of the Property shall be contingent on the Hotel lot retaining a long term lease, easement, or other legal right if parking needed for the Hotel is separated among different lots.

(7) The Hilltop Gardens shall be located as depicted on the Concept Plan and shall be accessible to the public without charge or fees. Parking for the Hilltop Gardens will be provided by surface parking adjacent to the site as depicted in the Concept Plan. A wrought iron fence shall be constructed between the Hilltop Gardens and parallel to Bee Cave Parkway and shall continue down the slope toward the eastern property line until the property adjacent to Bee Cave Parkway levels out. The fence may be constructed within the 75 foot buffer zone.

C. Data Centers

(1) The Data Centers is the area composed of buildings and uses labeled as J & K on Exhibit “B”, Concept Plan. There is one Data Center (Building J) authorized for Phase I and a second Data Center (Building K) authorized for construction in Phase II of the Project. Each Data Center shall be limited to two stories, forty seven (47) feet in height, a building footprint that does not exceed 18,000 square feet from outside wall to outside wall and a gross floor area of 36,000 square feet. To limit the impact of the height of the Data Centers each building shall be constructed so that it is partially underground and built into the slope of the property which slope may be enhanced with the construction of berms. Maximum height of the Data Centers shall not exceed forty seven (47) feet. Each face of the Data Center buildings shall not exceed the height that is described in Exhibit “B” for the face of the building that is depicted.

(2) Any changes to a Data Center facade as depicted in Exhibit “D”, attached hereto, shall be approved at site plan, or if changes occur after site plan approval through a site plan amendment. Changes shall at a minimum conform to the City’s Exterior Building Design Standards within the Bee Cave Code of Ordinances, unless the City Council, in its sole discretion, approves an alternate design in conjunction with approval of a future site plan. The City Council has authority to approve a building design which deviates from the City’s Exterior Building Design Standards if the City Council determines that an alternate design adequately meets the intent of the City’s Exterior Building Design Standards as well as the intent of the Project.

(3) Use of the Data Centers is limited to a data center use typical of the industry. Operation of the Data Centers is authorized for 24 hours per day. The Data Centers are inaccessible to the general public and will have approximately 6 employees at any given time. The Data Centers will consist of 2 floors of server racks with plenum space above and below to circulate air to keep the equipment cool. Within buildings J&K, a combined total of up to 4,500 square feet may be used for supporting office space.

(4) Data Center buildings shall be required to construct roof top gardens as described and depicted in Exhibit “B”. However, roof top gardens are not required to be publicly accessible.

D. Office Buildings D, E, F and G.

(1) Office Uses as described in Section V.C are permitted uses in Buildings D, E, F and G.

(2) Office Buildings D and E are authorized for Phase I. Office Buildings F and G are authorized for Phase II.

(3) The building footprint for Office Building D shall not exceed 17,544 square feet measured from outside wall to outside wall and shall not exceed 58,474 square feet of gross building square footage. Building D shall be constructed and operated at the location depicted on the Concept Plan. Building D shall not exceed a maximum height of 45'-7" and each building face shall not exceed 41'-11" (north), 45'-7" (south), 44'-2 1/2" (east), and 44'-1 1/2" (west) heights, as depicted in Exhibit D.

(4) The building footprint for Office Building E shall not exceed 19,665 square feet measured from outside wall to outside wall and shall not exceed 61,952 square feet of gross building square footage. Building E shall be constructed and operated at the location depicted on the Concept Plan. Building E shall not exceed a maximum height of 45'-7" and each building face shall not exceed 40'-9 1/2" (north), 45'-7" (south), 45'-7" (east), and 41'-7" (west) heights, as depicted in Exhibit D.

(5) The building footprint for Office Building F shall not exceed 18,566square feet measured from outside wall to outside wall and shall not exceed 58,462 square feet of gross building square footage. Building F shall be constructed and operated at the location depicted on the Concept Plan. Building F shall not exceed a maximum height of 45'-7" and each building face shall not exceed 45'-7" (north), 45'-7" (south), 45'-7" (east), and 38'-5" (west) heights, as depicted in Exhibit D.

(6) The building footprint for Office Building G shall not exceed 18,215square feet measured from outside wall to outside wall and shall not exceed 58,001 square feet of gross building square footage. Building G shall be constructed and operated at the location depicted on the Concept Plan. Building G shall not exceed a maximum height of 45'-7" and each building face shall not exceed 42'-7" (north), 45'-7" (south), 45'-7" (east), and 33'-6" (west) heights, as depicted in Exhibit D.

(7) Building and structure height shall be measured in accordance with the City's Code of Ordinances and shall not exceed the maximum height and levels described in the Building Information Plan portion of Exhibit "B".

(8) The facades for all Office Buildings shall be substantially similar to those depicted in Exhibit "D" attached hereto.

(9) Any changes in the any Office Building facades from the depictions in Exhibit "D" shall be considered for approval at site plan, or if the changes occur after site plan approval shall require a site plan amendment and shall conform at a minimum to the City's Exterior Building

Design Standards within the Bee Cave Code of Ordinances, unless the City Council, in its sole discretion, approves an alternate design in conjunction with approval of a future site plan. The City Council has authority to approve a building design which deviates from the City's Exterior Building Design Standards if the City Council determines that an alternate design adequately meets the intent of the City's Exterior Building Design Standards as well as the intent of the Project.

(10) Office buildings shall be constructed with outdoor courtyards and open spaces as depicted in Exhibit "D".

E. Parking Garage/Office Buildings H and I

(1) Parking Garage/Office Building H is authorized for Phase I of the Project. Parking Garage/Office Building I is authorized for Phase II of the Project.

(2) The building footprint of Building H shall not exceed 66,685 square feet measured from outside wall to outside wall and shall not exceed 344,000 square feet of gross building square footage. Building H shall be constructed and operated at the location depicted on the Concept Plan. Building H shall not exceed a maximum height of 47' - 0" and each building face shall not exceed the height and levels as depicted in the Building Information Plan. Subject to Section IV(F)(2), below, 748 full size parking spaces shall be provided in Building H. Provided however, that Developer shall conduct a Parking Study in conjunction with the study described in Section IV. B (6) above to verify that parking in Building H is sufficient to serve the buildings authorized for development in Phase I of the Project. In the event that the Parking Study determines that the parking is insufficient, or is greater than required, to serve Phase I of the Project, the Developer will be required to provide additional surface parking or may remove surface parking, as applicable, in conjunction with Site Plan approval. All parking requirements shall be determined according to City Ordinances. A maximum of 44,882 square feet of office space shall be provided in Building H. The square footage of occupied space may need to be removed in the event that parking is found to be insufficient.

(3) Parking and office use is a permitted use in Parking Garage Building I. A catering kitchen of not to exceed 6,200 square feet is also a permitted use in Building I.

(4) The building footprint of Building I shall not exceed 66,685 square feet measured from outside wall to outside wall and shall not exceed 344,000 square feet of gross building square footage. Building I shall be constructed and operated at the location depicted on the Concept Plan. Building I shall provide a gated pedestrian and vehicular access road from the adjoining public park into Building I as depicted on the Concept Plan. Building I shall not exceed a maximum height of 47' - 0" and each building face shall not exceed the height and levels as depicted in the Building Information Plan. A minimum of 708 full size and 15 handicapped parking spaces shall be provided in Building I. Provided however, that Developer shall conduct a Parking Study in conjunction with the Site Plan approval for Phase II to verify that parking in Building I is sufficient to serve the buildings authorized for development in Phase II of the

Project. In the event that the Parking Study determines that the parking is insufficient, or is greater than required, to serve Phase II of the Project, the Developer will be required to provide additional surface parking, or may remove parking, as applicable, in conjunction with Site Plan approval. All parking requirements shall be determined according to City Ordinances. The square footage of occupied space may need to be removed in the event that parking is found to be insufficient. A maximum of 44,882 square feet of office space shall be provided in Building I.

- (5) Parking and office use is a permitted use in Parking Garage Buildings H and I.
- (6) Both Parking Garage Building structure height shall be measured in accordance with the City's Code of Ordinances.
- (7) The elevations for the Building facades for the Parking Garage Buildings shall be substantially similar to the elevation depicted in Exhibit "D" attached hereto. Any changes in Parking Garage building facades from those depicted in Exhibit "D", attached hereto shall be considered for approval at site plan, or if changes occur after site plan approval, will require a site plan amendment and shall be considered at the City's sole discretion. The City Council has authority to approve a building design which deviates from the City's Exterior Building Design Standards if the City Council determines that an alternate design adequately meets the intent of the City's Exterior Building Design Standards as well as the intent of the Project.
- (8) Parking Garage Building I (and temporary surface parking) will be accessible via public access easements over private drives adjacent to Parking Garage Building I and connected to Willie Way and shall be available for use on the weekends and after 5:00 p.m. on weekdays by the general public, at no cost, when attending events in the adjacent City Park. Fees may be charged to anyone attending an event at the Music Venues. Parking fees shall be added to the ticket price. Tree # 953, depicted on the Concept Plan as the "Shawn Tree", shall be relocated within the Project.
- (9) Facades of the Parking Garages not containing office space shall be screened as depicted in Exhibit "D" and through the use of drought and heat resistant vines. A maintenance agreement shall be required as a condition of approval at site plan.

F. Community Garden/Enhanced Landscaping

- (1) The Community Garden shall count toward the open space/park requirements of this Project and shall be located on the Old Backyard property described in Exhibit "G".
- (2) The Community Garden shall be open to the general public and may contain one or more educational components. More detailed operation and public access requirements for the Community Garden shall be considered in conjunction with site plan approval for the Project. The Community Garden shall be constructed prior to issuance of a site plan for Phase II. Maintenance of the Community Garden shall be provided by the owner of the property and a

maintenance agreement shall be required in conjunction with consideration of the site plan. The Community Garden will be constructed so that it includes elements equal to or similar to those depicted in Exhibit “J”, attached hereto.

(3) The Project shall be required to provide enhanced landscaping within the adjoining Central Park owned by the City, within the 75 foot buffer area and along the eastern boundary of the Property as depicted in the Concept Plan and as described in the Landscape Plan. City and Developer shall enter into a separate license agreement for approval of the design and construction of the enhanced landscaping area located on City property which will include the ability to irrigate the area. The Agreement will provide for a temporary construction easement to the Developer for the purpose of constructing these improvements and will provide for the City to be named as an additional insured and indemnified against liability for the construction. Upon completion of construction the City will maintain the improvements.

G. Distributed Energy Center (“DEC”)

Development standards and description of operation of the DEC is included in Exhibit “I”, attached to this Ordinance. Trash dumpsters and centralized HVAC equipment needed for the Project shall be located at the DEC as depicted in the Concept Plan and screened from public view.

V. Requirements applicable to the Project as a Whole

A. Water Quality and Detention Ponds

(1) Water quality and detention facilities shall be authorized within buffer zones and setbacks as depicted on the Concept Plan. Any water quality and detention pond will be considered pervious so long as it is constructed and operated as wet amenity ponds or so long as it is not constructed with a liner. Amenity ponds shall be located as depicted on the concept Plan and shall be designed to function and operate as a landscape feature with views available to ponds, plantings, trails and site furnishings and shall be accessible by the public and contiguous to trails as depicted in the Tree and Open Space Plan, Exhibit “B”. Amenity ponds shall be maintained by the Developer in a park-like manner with benches and park-like amenities and shall be planted with grass surrounding the ponds and landscaping and be inviting for picnics or similar leisure activities. Water quality and detention facilities that are not intended to serve as amenity ponds shall be constructed at the locations depicted in the Concept Plan and in accordance with the requirements of the City’s Code of Ordinances.

(2) Future subdivision of the Property, if any, shall be contingent on each Lot obtaining an easement for water quality runoff and to convey storm water capture and detention into the applicable water quality pond and storm water detention facilities serving the Lot being subdivided.

(3) All proposed drainage and storm water runoff is conceptual until approved in conjunction with a Site Plan.

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

(1) Impervious Cover. The impervious cover created by construction of the Bee Cave Parkway shall not count as impervious cover of the Project. In addition, Developer shall be entitled to claim ½ of the area encompassed by Bee Cave Parkway directly adjacent to the Property (the “Parkway Area”) as if such area was included as part of the Property. Therefore forty percent (40%) of the Parkway Area (40,250 square feet) may be added as impervious cover of the Project. Fifty percent (50%) of the impervious cover created by construction of any future roadway connection from the Project to Highway 71 shall count as impervious cover of this Project. Current impervious cover approvals for this Project do not account for the future highway connection impervious cover. Developer shall be required to obtain future approval from the City for a transfer of off-site impervious cover if impervious cover available within the Property is not sufficient to construct the future Highway 71 connection. Such off-site transfer of impervious cover will be considered by City on a one to one basis (instead of three to one as required by the Code of Ordinances). Impervious cover for the Project shall not exceed a maximum of forty percent (40%) impervious cover, plus applicable credits and transfers as described herein. An additional impervious cover credit of five percent (5%) shall be authorized for construction and operation of a rainwater harvesting system for some or all buildings constructed in the Project in accordance with the City’s Code of Ordinances. Grass pavers, if used within the fire lane adjacent to the hotel and as depicted on the Concept Plan shall receive an impervious cover credit of fifty percent (50%). Trails and sidewalks that connect to the City’s trails and sidewalks system, as depicted on the Concept Plan, shall not count against the Project’s impervious cover.

(2) In Ordinance No. 212, a transfer of impervious cover of 32,026 square feet from the property described in Exhibit “G” to the Property described for this Project was approved by the City. If the owner of this Property chooses to do so, the impervious cover transferred from the property described in Exhibit “G” may be used on this Project, or it may be used on the Terraces project located at 13200 Bee Cave Parkway, so long as the impervious cover is not needed for this Project. The total amount of impervious cover available to this Project including the 40,250 square feet credit from Bee Cave Parkway, the 40% allowed to the Property by the Code of Ordinances, the 5% credit for rain water harvesting and the transfer from the property described in Exhibit “G” is 766,220 square feet. If all portions of the Project are constructed as authorized by this Ordinance (not including future highway connection impervious cover), the Project will

have 37,026 square feet of impervious cover remaining and not otherwise committed to this Project.

(3) Future subdivision of the Property, if any, shall be contingent on an allocation of available impervious cover being apportioned between the various lots so that the Project can be constructed in accordance with the Concept Plan and the impervious cover limits applied to individual lots. Individual lots may exceed the impervious cover limits established in subsection 1 above so long as the Project as a whole does not exceed the impervious cover limits set out in subsection 1.

(4) The Project water quality controls shall be constructed to achieve pollutant removals of 95% as required by the City's Code of Ordinances. The Project shall construct all water quality facilities and structures in conjunction with the first Site Plan application and Phase I and as required to serve the Project as a whole.

(5) The Project shall not be responsible for the capture and treatment of any overland flow across the Property resulting from Bee Cave Parkway. The Project shall be responsible for controlling runoff created by development of the Project so that drainage off site after development of the Project shall not be greater than off site drainage existing prior to development of the Project.

(6) The Project shall be responsible for the capture and treatment of any pollutants generated from the roadway connecting the Project to Highway 71 (whether treatment is provided within the Project or off site).

C. Uses

(1) Only those uses that are expressly authorized in this Ordinance are authorized and permitted uses. Other uses that would be considered as permitted uses in an Office District pursuant the City's zoning regulations are not considered permitted uses for this Project, except as expressly stated due to the nature of the variances, density and size of building and waivers set out in these Development Standards. The conversion of any building from a use specifically approved herein to a different use shall require an amendment to the zoning ordinance.

(2) The following uses will be considered as authorized office uses within the Buildings designated for Office use: offices (professional and general business). The following uses will be considered as authorized uses in conjunction with office uses within the Buildings designated for office use so long as such use or combination of such uses does not exceed ten percent (10%) of the square footage of the gross area of the Building or portion of the Building designated as Office: Art Dealer/Gallery, Artist Studio, Automatic Teller Machines ("ATMS"), Bakery (Retail), Bank, Barbershop (Non-College), cafeteria, child day care (business), church/place of worship, civic club, clinic (medical) not including drug, alcohol or other treatment or recovery type facility, community center (municipal), small grocery store (without gas), dance/music school (performing arts), government office (municipal, state or federal), health club (physical

fitness), laundry/dry cleaning (drop off/pick up only), library (public), museum, non-profit activities by church, , photo studio, rectory/parsonage, restaurant (no drive through/no in vehicle service), and retail shops and services.

(3) The following uses will be considered as Conditional Uses in conjunction with an office use: Day Camp, Kiosk (providing a service), philanthropic organization, Caretaker/guard's residence, recycling Kiosk and any use designated in subsection 2 above which would exceed the ten percent (10%) limitation. Mini-warehouse/self-storage is a prohibited use in office.

(4) The following uses will be considered as authorized uses in conjunction with the hotel use: Bed and Breakfast Inn, Bakery Retail, Sound Recording Studios, Automatic Teller Machines (ATMs), Exhibit Hall, Community Center (municipal), Dance Hall, health club, museum, park and/or playground, restaurant (no drive through/no in vehicle service), and retail shops and services so long as such retail shop or services use or combination of such uses does not exceed ten percent (10%) of the square footage of the gross area of the hotel. The following uses will be considered Conditional Uses in conjunction with the approved hotel use: Art Dealer/Gallery, Kiosk recycling, Kiosk (providing a service), and Caretaker/guard's residence. Extended stay hotel is a prohibited use.

(5) The following uses will be considered as authorized uses in conjunction with the Music Venue: outdoor music events and special events as otherwise described in these Development Standards, beach volleyball courts, and restaurant use.

(6) The following uses will be permitted for the Project generally: Contractor's Temporary On-site Construction Office (as a temporary use), surface parking, water well, Distributed Energy Center complex ("DEC") and accessory buildings/structures (non-residential) necessary to serve the Project.

(7) The Music Venue is allowed to be used as a special event venue for special events such as banquets, meetings, celebrations, gatherings, weddings and other similar events in accordance with these Development Standards and so long as an event which exceeds 500 participants shall not be conducted at the same time as another event within the Project which exceeds 500 participants unless a Special Event Permit is obtained from the City and covering both events.

D. Landscaping

(1) Except for the "Enhanced Landscape" Plan, the Hill Top Garden Landscape Plan, and the Bee Cave Parkway median Landscape Plan, all of which are attached hereto as a part of Exhibit "B", all other landscaping requirements applicable to any portion of the Project shall be considered for approval when the Site Plan applicable to that portion of the Project is submitted for approval and shall be in accordance with the City's Code of Ordinances. Landscaping of the Enhanced Areas and Hilltop Gardens shall receive landscaping credit toward the landscaping requirement for the Project as a whole. Future landscape requirements associated with the Project as a whole shall be in addition to the requirements required by the Code of Ordinances

and shall be used to accomplish the following: (i) substantially screen utilities and sound/lighting towers to the extent feasible; (ii) substantially screen the areas behind the stage and in particular the areas designated as parking for the artist travel and equipment trucks/buses (iii) substantially screen the Music Venues from the City's Central Park which adjoins the Music Venues; (iv) screen storage areas.

(2) Except as otherwise set out in herein, the Project shall comply with the landscape requirements of the City's Code of Ordinance. The areas marked on the Concept Plan as Enhanced Landscaping (which includes both Project site and offsite landscaping), shall comply with Exhibit B.

(3) Except with approval of the City, trees of any species located on the Property as of the last tree survey dated September 2016 and of eighteen caliper inches (18") or greater measured four and one half feet (4.5') above the ground are "protected trees" and shall not be disturbed or removed. Trees smaller than eighteen inches (18") shall only be removed or replaced in accordance with an approved Site Plan and as required by the City's Code of Ordinances and so long as the percentages of tree canopy required by the Code of Ordinances is met (or fees in lieu thereof paid). Any trees that were removed by the Developer prior to the approval of a Site Plan for the Project shall be replaced in accordance with the remediation plan attached hereto as Exhibit "H". Trees replaced under the remediation plan shall not be credited toward any of the landscape or enhanced landscape requirements for this Project.

(4) In conjunction with site plan approval that contains any Protected Trees, the Developer may provide a report performed by a licensed arborist in the State of Texas ("Arborist"). If the Arborist determines, in his/her reasonable professional opinion, that the applicable Protected Trees (i) constitute a hazard to life or property which cannot reasonably be mitigated without removing the tree, (ii) are dying, dead, or diseased to the point that its restoration to sound condition is not reasonably practicable, or that its disease can be expected to be transmitted to other trees and endanger their health, Developer shall have the right to remove the Protected Trees. Furthermore, if the Arborist determines, in his or her reasonable professional opinion, that the soil or other topographical or environmental conditions on the Property or Bee Cave Parkway right of way where the Protected Tree is to be relocated will not allow for the continued viability and growth of the Protected Trees, then the City may consider in conjunction with Site Plan approval, the replacement of caliper inches as an alternative to tree relocation.

(5) Trees that are located in areas that are not intended to be disturbed until construction in Phase II shall not be removed until construction of Phase II.

(6) Juniper, cedar and hackberry trees shall not be considered as "protected trees" and shall not be considered as being included within the requirements of the landscape provisions of the City's Code of Ordinances unless such trees are 12 caliper inches in size or greater.

(7) Landscaping of the medians within Bee Cave Parkway and the enhanced landscaping associated with the entrance to the City's Central Park shall occur in conjunction with construction of Phase 1. At site plan, City and Developer shall enter into a separate agreement

for approval of the design, construction and maintenance of the landscaping (and any applicable irrigation facilities) within the medians of Bee Cave Parkway and within the City's Central Park. Developer shall be responsible for extending water facilities to the median and park landscape areas to provide irrigation of the landscaped areas or may provide for irrigation by contracting with the West Travis County Public Utility Agency to provide irrigation through use of treated wastewater effluent. The Agreement will provide for a temporary construction license (or an easement if treated effluent lines cross City property) to the Developer for the purpose of constructing the landscaping and other improvements and will provide for the City to be named as an additional insured and indemnified against liability for the construction and will provide for a license agreement to the Developer to authorize maintenance of the improvements. Upon completion of the landscaping, the City will inspect the improvements and if the improvements are accepted, the Developer shall be responsible for the repair and maintenance of the improvements from the date of acceptance for a period of twenty (20) years.

E. Setbacks

- (1) The Project will meet the requirements of the 75' setback along Bee Cave Parkway with the exception of the embankments of the water quality pond, the fence adjacent to Bee Cave Parkway, trails, and rest areas (Hilltop Garden).
- (2) The Project will provide a minimum fifteen (15') foot front yard setback on interior front yard lot lines. The Project shall meet a minimum setback of ten (10) feet adjacent to Willie Way. Overhangs and awnings for the purposes of shade and shelter at pedestrian entrances are exempt from setbacks. Underground utilities may be placed within the setbacks. Pressurized utilities shall be located behind the curb adjacent to internal streets. Other utilities may be located beneath street pavement.
- (3) The Project will provide a twenty-five (25') foot setback on the exterior Project boundary lines associated with buildings and other above ground structures and a ten foot (10') setback related to driveways and parking areas (but not including underground utilities or fences), except as depicted on the Concept Plan.

F. Additional Performance Standards

- (1) A minimum of twenty percent (20%) of the gross land area within the entire PD District shall be devoted to open space, consistent with the open space recommendations in the City's Comprehensive Plan.
- (2) All trash dumpsters shall be located within the DEC area and screened from view in accordance with Section III G. Loading areas and any surface mounted equipment, or water wells shall be screened from view in accordance with the City's Code of Ordinances.

(3) Private streets within the PDD shall be permitted for site circulation in conjunction with Site Plan approval and will be designed to meet all current Code standards for a public right-of-way, except as specifically set out herein or as otherwise approved in conjunction with site plan approval. Dead-end streets shall be permitted within the PDD with approved turnaround or connection to a private drive for turn around. Provided however, that the private music venue drive which provides access from Bee Cave Parkway to the Music Venue will not be used for traffic circulation purposes and is not required to meet City Code standards for public streets.

(4) The PDD shall be allowed one public access point from Bee Cave Parkway and one private drive with emergency vehicle access as depicted on the Concept Plan. A second public access roadway from the Project to Highway 71 across any adjacent property is required prior to the issuance of any CO for the Project. A third limited public access point shall be provided between the City's Central Park and the surface parking/Garage Building I. Terms and conditions of access between the City Park and the Project shall be considered for approval in conjunction with site plan approval.

(5) Sec. 30.03.001(c)(10)(C) of the City's Code of Ordinance related to a private street subdivision and a minimum of eighty feet (80') of access frontage on a public collector or arterial street for subdivision entrances shall not be required for the Private Drives located adjacent to the City Central Park. However, because the private access roadway is expected to be gated, provide emergency access and additional standards and turn around areas will be required, such standards and conditions shall be considered for approval by the City in conjunction with site plan approval.

(6) A property management company, property owners association or similar association or entity shall be created for the purpose of managing the Project on an on-going basis and for being responsible for compliance with the development standards and other requirements associated with this Project. The management company or association shall be authorized to enforce compliance on individual lot owners and shall ensure the upkeep and maintenance of property and facilities constructed for the benefit of the Project as a whole. This entity will be the entity responsible for compliance of the Project and with any permits or agreements between the City and the Project. Documents necessary to establish the company or association shall be reviewed and approved by the City in conjunction with plat or site plan approval, as applicable, to ensure that they conform to these and other applicable City ordinances. The documents shall be filed of record with the Travis County Clerk in order to ensure that there is an entity in place for long-term management of the Project.

(7) As depicted generally on the Concept Plan, the Project proposes approximately 1.0 mile of public and private trails and connectivity throughout the development. All open space, parks and trails located within the Project will be privately maintained by the Project, but may be dedicated to the City pursuant to a separate mutually acceptable written agreement between City and Owner or may be provided by public access easement. Trails and open space dedication or public access easements shall be considered by the City in conjunction with the first site plan application for the Project.

(8) A Traffic Impact Analysis has been completed for the Project. Developer shall construct at its sole cost and expense, or deposit it's pro rata share, whichever process the City approves at site plan for all roadway and signalization improvements described in Exhibit "F", attached hereto. The Traffic Impact Analysis shall be updated throughout development of the Project whenever a site plan application is submitted for approval.

(9) Except for construction of the Music Venue, cut and fill shall be minimized throughout the Project. The buildings shall be terraced following the natural terrain. This creates a high and low side to many of the buildings, but is an appropriate approach to the Project. Disturbances of the natural fall of the land shall be minimized. The construction plan shall conform to this site, rather than making the site conform to the plan.

(10) "Minor Modifications" of the Concept Plan and/or Site Plan as defined by the City's Code of Ordinances for the Project 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, except as modified herein, a violation of specific Development Standards described in this Ordinance, cause an increase in the amount of impervious cover or an increase in Annual Pollutant Load, or cause additional encroachments into the setbacks established for the Property.

(11) Construction Traffic Control Plans during all phases shall be submitted and approved by the City Manager prior to the issuance of any applicable building permit.

(12) The Project shall be maintained clean from litter. A litter management and control program for the project shall be subject to review and approval by the City Administrator.

(13) Utilities located along Bee Cave Parkway, Highway 71 and within the boundaries of the Project shall be buried.

(14) Traffic control and event security shall be maintained by the Project in accordance with the terms contained in Exhibit "E" attached to this Ordinance. In particular, Exhibit "E" shall provide for limited delay in entering or exiting the Property and each parking garage and shall provide 2 inbound turn lanes for Music Venue events. Police assistance will also be provided at entry and exits points. Exhibit "E" may be amended from time to time by mutual agreement of the City and the Project Owner without the need to amend this Zoning Ordinance.

(15) In the event that the location of streets, driveways, parking, utilities, or water quality or detention ponds, drainage ways or lot lines, are subsequently approved by the City Council in association with plat approval or site plan approval, such changes shall be authorized herein without the need for an amendment to the Concept Plan or these development standards. However, Project owner shall provide amended Concept Plan documents to the City that depict such changes.

(16) The Project shall be required to construct a wall or fence between the Property and the City's Central Park which construction requirements and type of fencing shall be approved at site

plan. No other walls or fences shall be constructed within 25 feet from the property line of the City's Park unless it shall have been approved in advance by the City prior to construction.

(17) Building or structure height listed in the Building Information Plan, Exhibit "B" shall include the height of any parapets, mechanical equipment, elevator housing or other structural components in accordance with the City's Code of Ordinances. Flag poles or lighting fixtures shall not be included in calculation of the height.

(18) Easements associated with infrastructure improvements contemplated in this Ordinance may be established by separate instrument. The easement locations will be further defined at the time of site plan approval.

(19) For purposes of this Ordinance, the term "Developer" or "Project Owner" shall mean Backyard Partners LLC or its successors and assigns.

(20) Garage lighting structures shall be limited to four (4) feet in height and shall be shielded or low wattage or may consist of shielded wall pack units.

(21) Two water wells may be used for supplemental irrigation for on-site landscaping and to supplement water to maintain amenity ponds at their permanent pool elevation. Location of the wells shall be considered for approval at site plan.

(22) Developer is authorized in conjunction with site plan approval to seek a reduction from the parking requirements described in this Ordinance if a subsequent parking study demonstrates that less parking is required.

(23) Trails and pedestrian access shall be constructed in accordance with ADA guidelines. Bike Lanes, pedestrian crossings and trails along the promenades shall be constructed at the locations depicted in Exhibit "B".

(24) Loading zones for all office buildings shall be located behind the building and shall not be visible from Willie Way.

(25) Cooling Towers located at the DEC shall be screened from public view by walls and green screens.

(26) Open spaces may also be used for reirrigation of stormwater from the ponds so long as signage concerning the type of stormwater being used is appropriately displayed; no pesticides, fertilizers or herbicides are used in the same areas; so long as a secondary rain-sensitive irrigation system is used to maintain vegetation during dry periods; and so long as operations between irrigation of storm water and open space is in accordance with all state and federal environmental requirements.

EXHIBIT D

Building Elevations

16-323: Backyard at Bee Cave Planned Development District Amendment

Approved 13 December 2016

EXHIBIT D

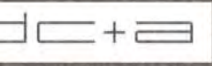
Building Elevations

HOTEL

Buildings A, B & C

16-323: Backyard at Bee Cave Planned Development District Amendment

Approved 13 December 2016



DICK CLARK + ASSOCIATES
ARCHITECTURE • INTERIORS

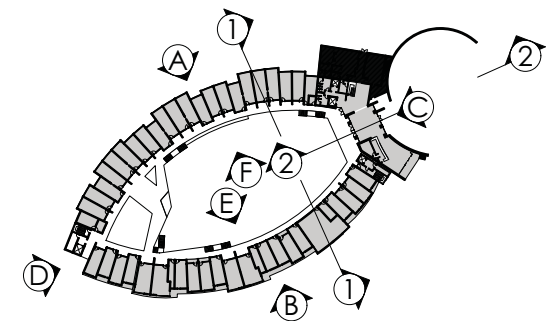


Hotel (The Backyard Building A, B)

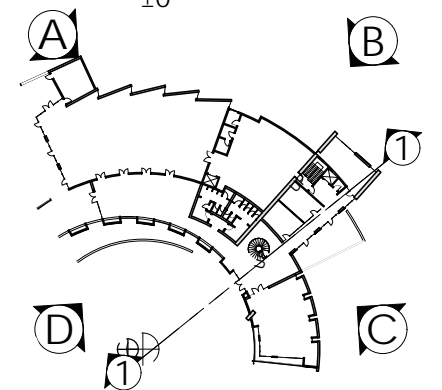
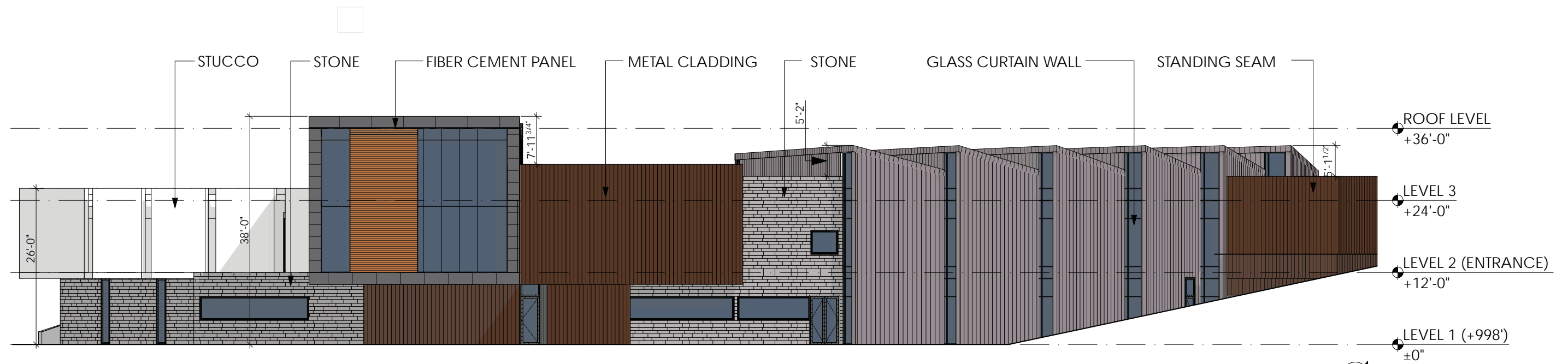
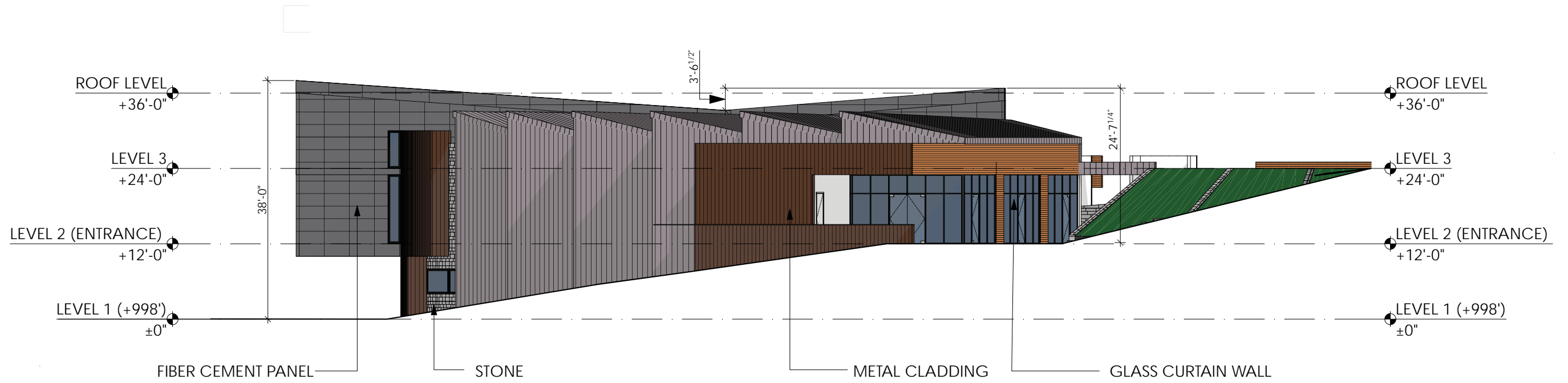
ELEVATION C - BUILDING A+B



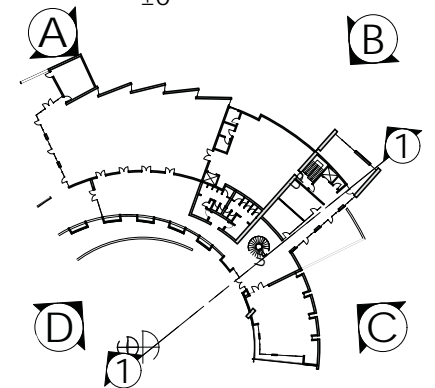
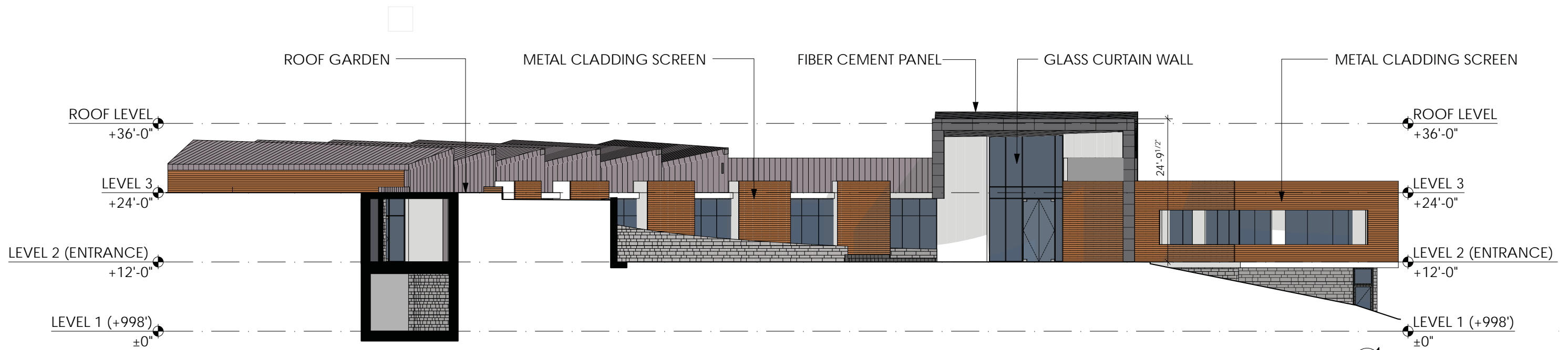
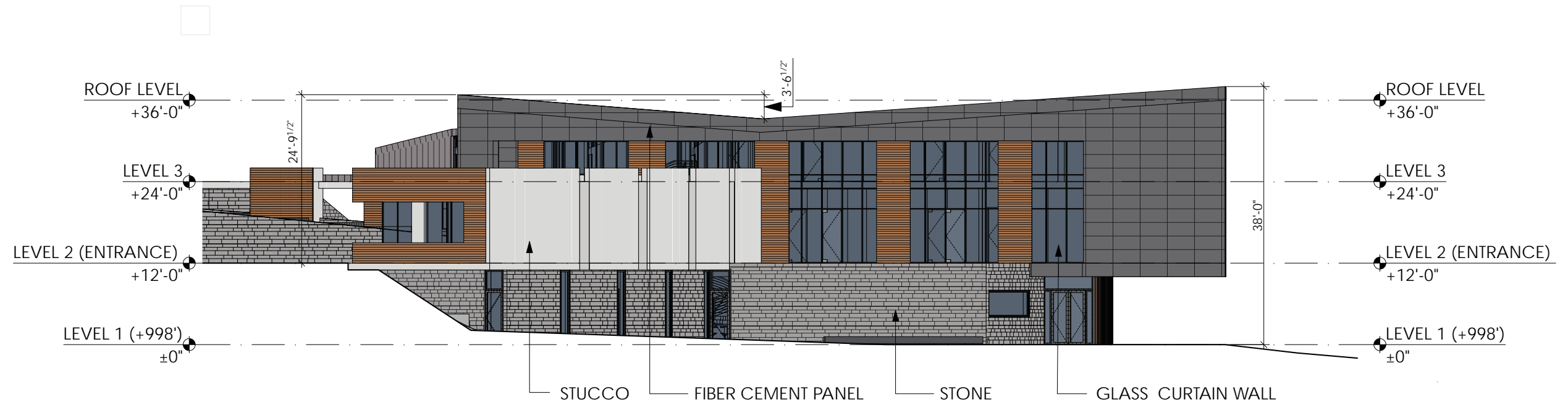
ELEVATION D - BUILDING A+B



Hotel Annex (The Backyard Building C)



Hotel Annex (The Backyard Building C)



Hotel + Annex : Materials



Pool + Pool Deck



Stone



Metal Cladding



Window



Fiber Cement Panel



Stucco



Concrete Formwork



Stone



DICK CLARK + ASSOCIATES
ARCHITECTURE • INTERIORS

EXHIBIT D

Building Elevations

OFFICE

Buildings D, E, F & G

16-323: Backyard at Bee Cave Planned Development District Amendment

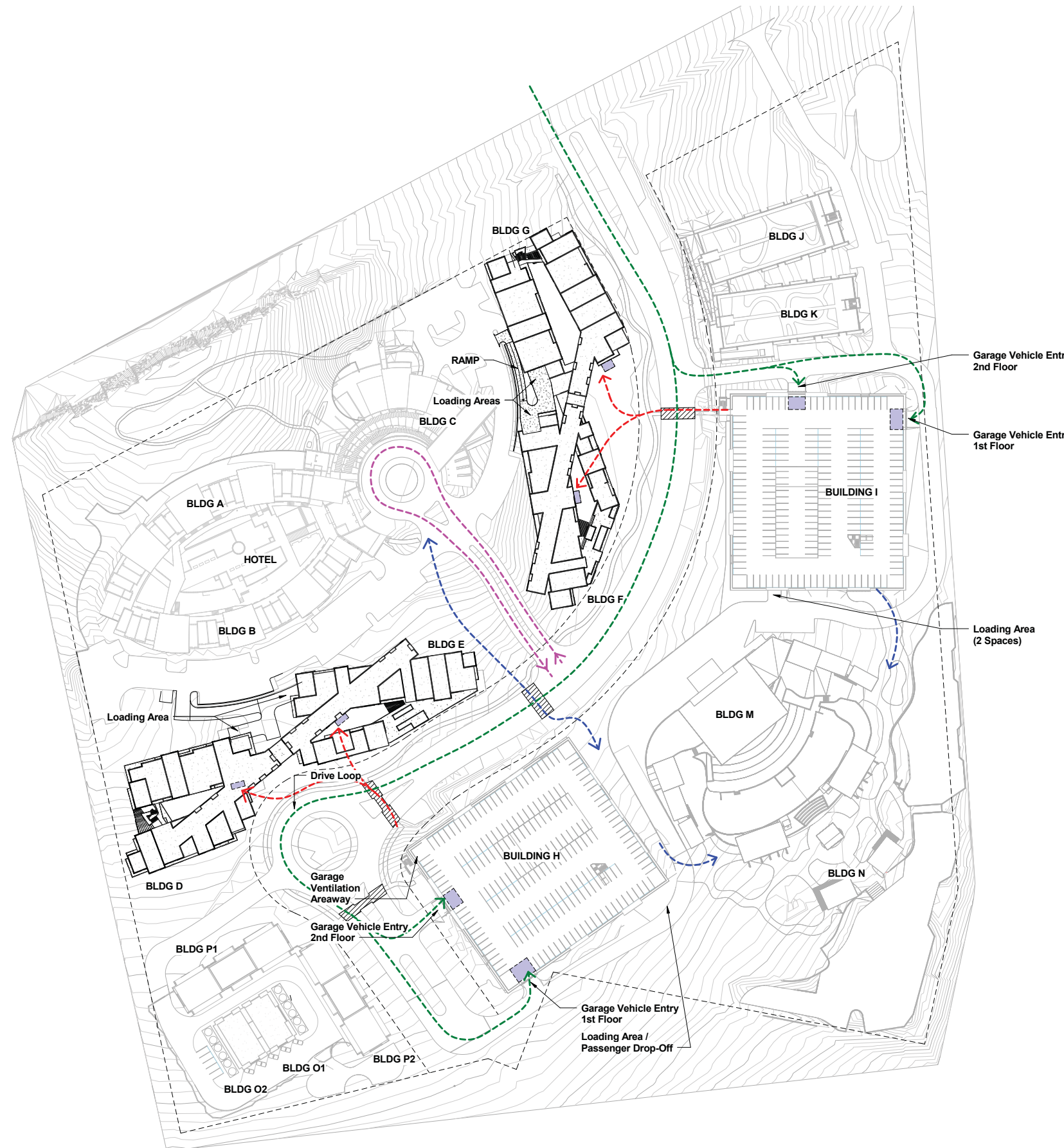
Approved 13 December 2016



Architect at Site Plan approval after final utility locations and comments have been established.
Pending design.



Architect at Site Plan approval after final utility locations and comments have been established.
Pending design.



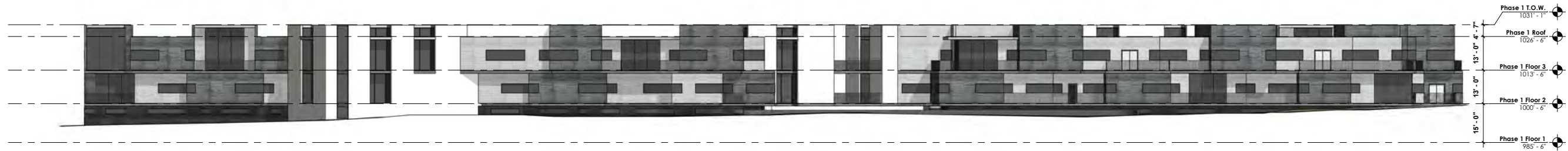
- - - - - HOTEL ENTRY ROUTE
- - - - - AMPHITHEATER PEDESTRIAN TRAFFIC
- - - - - MAIN VEHICULAR TRAFFIC
- - - - - OFFICE PEDESTRIAN TRAFFIC

THE BACKYARD
OFFICES

bercy chen studio LP

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plan true
20 October 2016 A100
Scale 1" = 60'-0"



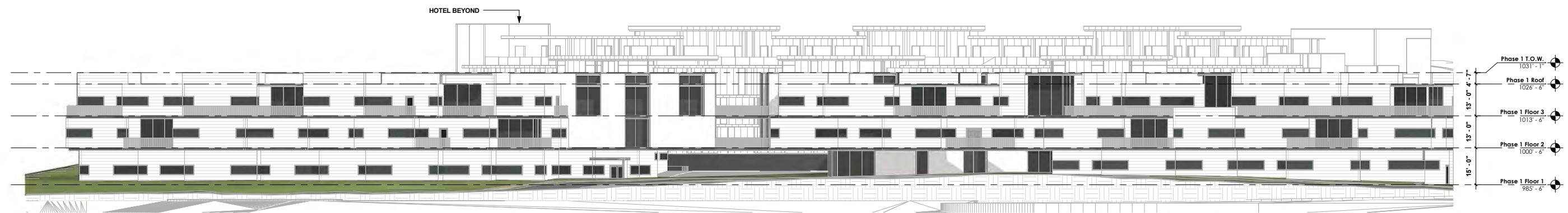
4 BUILDINGS D+E NORTH
1" = 20'-0"



3 BUILDINGS D+E WEST
1" = 20'-0"



2 BUILDINGS D+E EAST
1" = 20'-0"



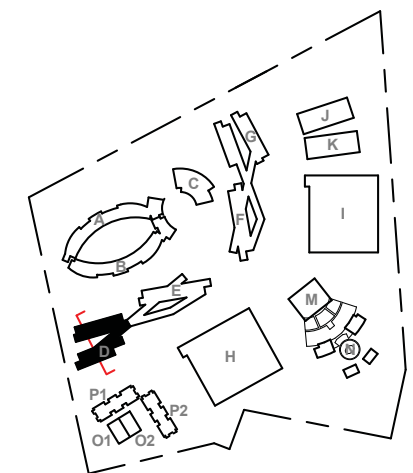
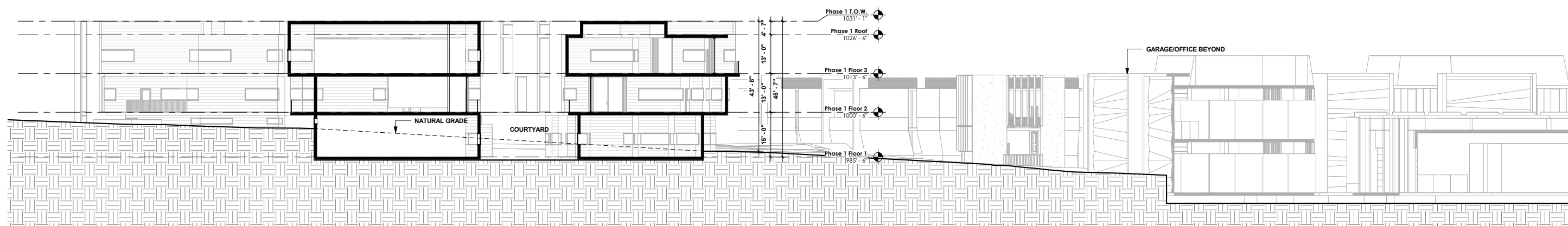
1 BUILDINGS D+E SOUTH
1" = 20'-0"

THE BACKYARD
OFFICES

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20 October 2016 **D100**
Scale 1" = 20'-0"

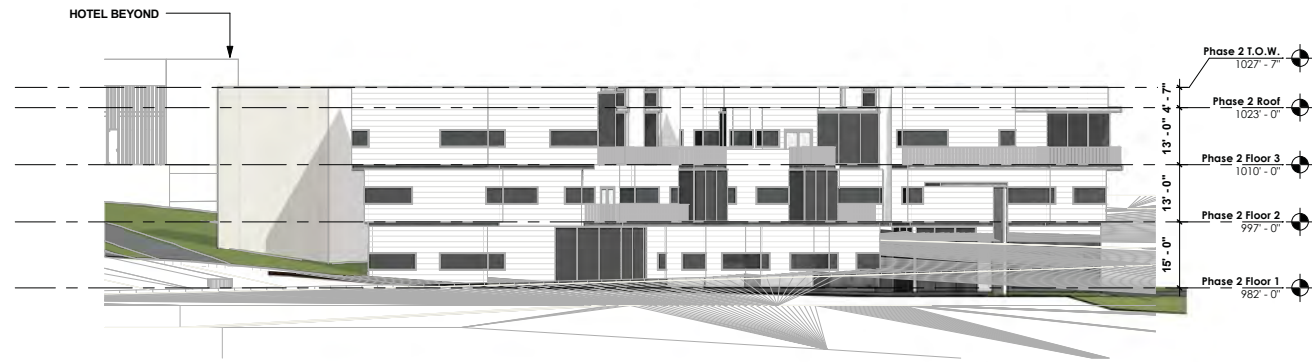


THE BACKYARD
OFFICES

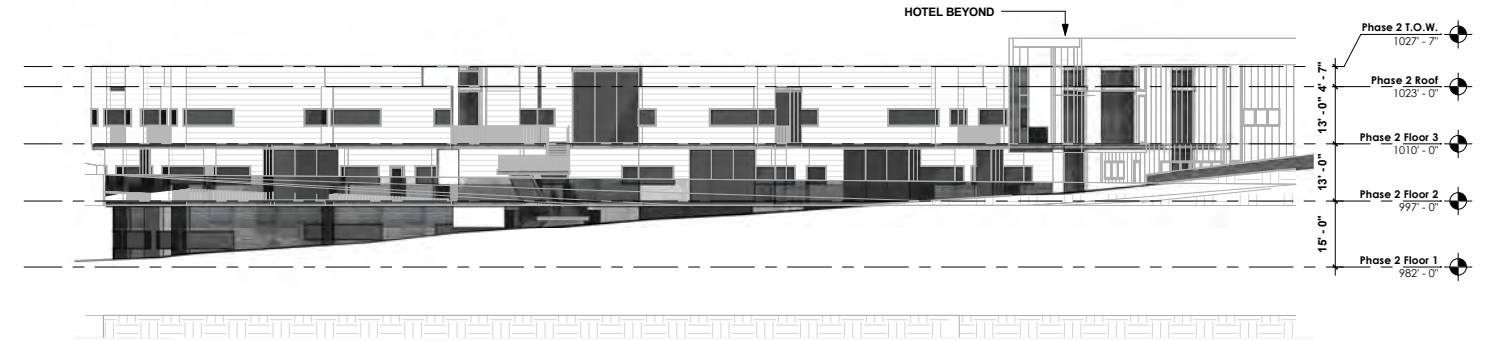
bercy chen studio LP

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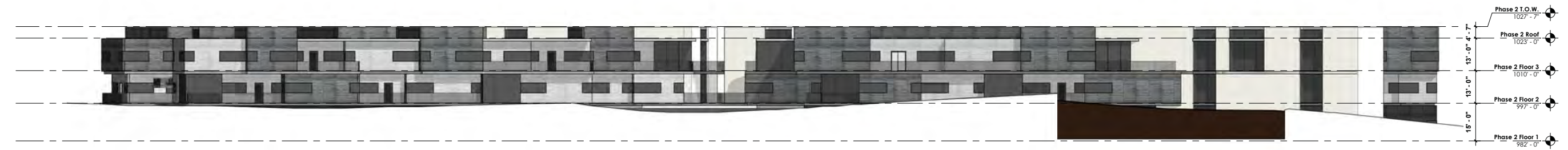
20 October 2016 **D201**
Scale 1/16" = 1'-0"



4 BUILDINGS F+G SOUTH
1" = 20'-0"



3 BUILDINGS F+G NORTH
1" = 20'-0"



2 BUILDINGS F+G WEST
1" = 20'-0"



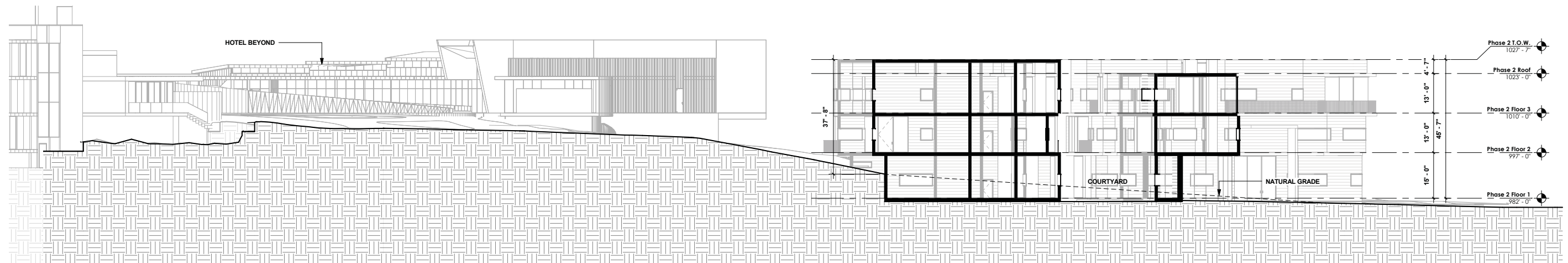
1 BUILDINGS F+G EAST
1" = 20'-0"

THE BACKYARD
OFFICES

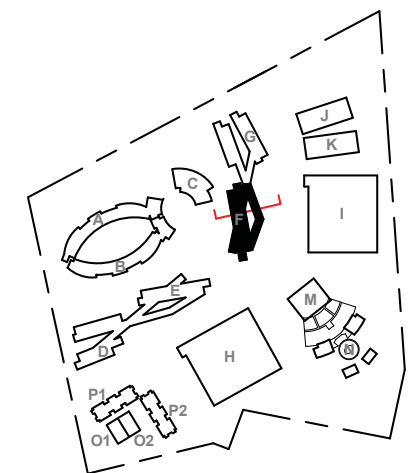
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20 October 2016 **F100**
Scale 1" = 20'-0"



1 BUILDING 'F' SECTION
1/16" = 1'-0"



THE BACKYARD
OFFICES

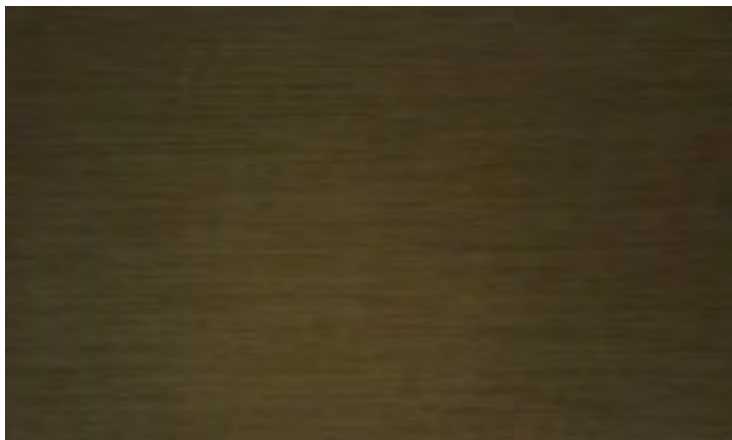
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20 October 2016 F201

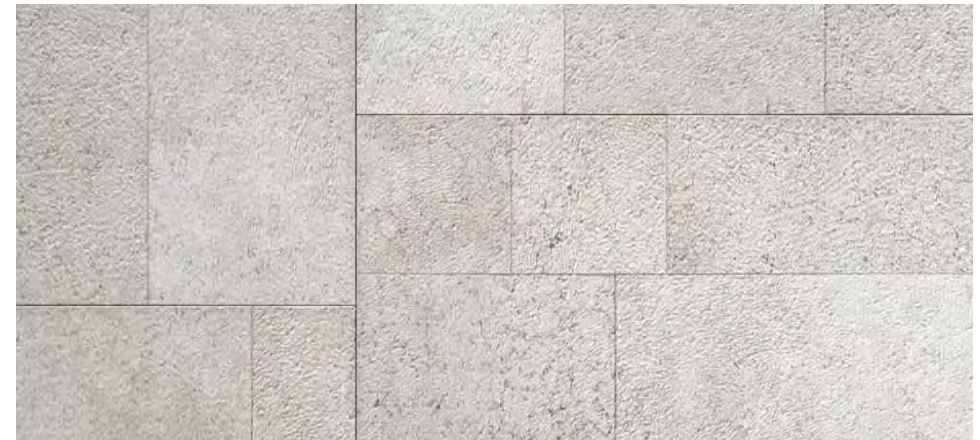
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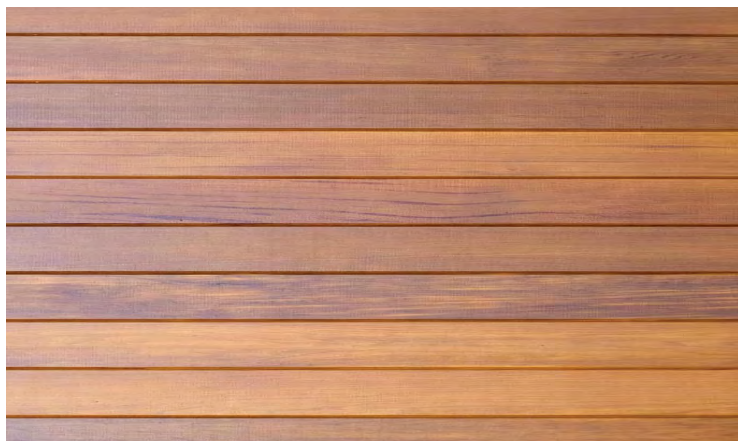
Low-E Glass
(Exterior glazing)



Bronze Metal
(Exterior handrails)



Limestone 3
(Exterior walls)



Tropical Hardwood
(Exterior terraces)



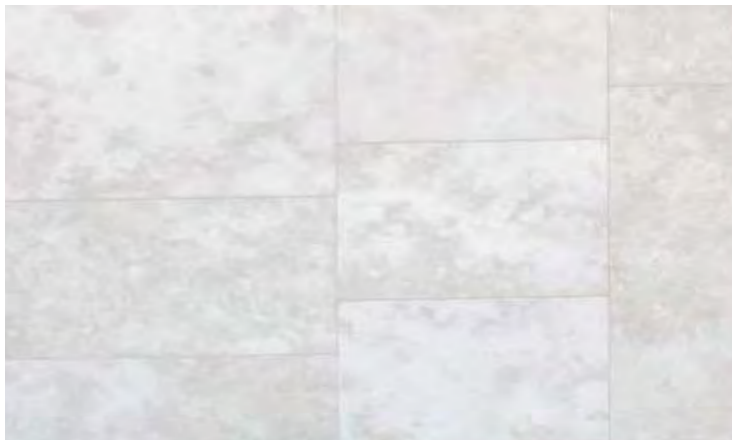
Textured Concrete
(Exterior walls)



Limestone 2
(Exterior walls)



Painted Metal
(Exterior window mullions)



Limestone 4
(Exterior walls)



Limestone 1
(Exterior walls)

THE BACKYARD
OFFICES

EXHIBIT D

Building Elevations

GARAGE/OFFICE

Buildings H & I

16-323: Backyard at Bee Cave Planned Development District Amendment

Approved 13 December 2016



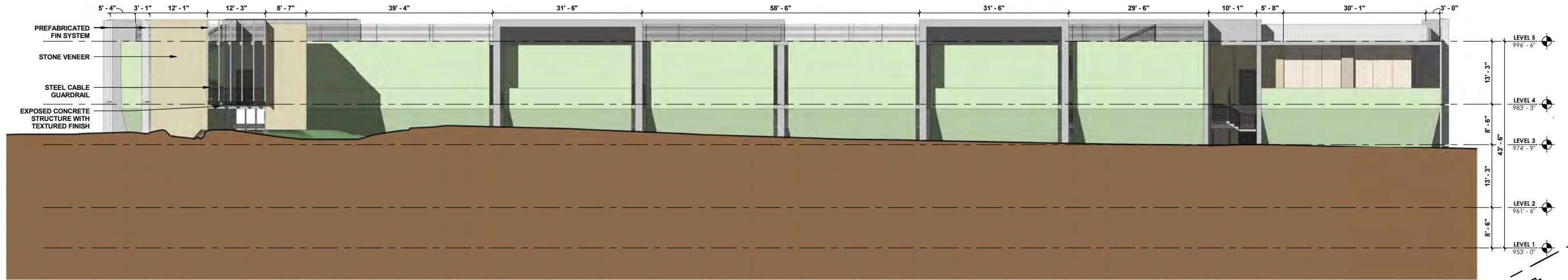
Architect at Site Plan approval after final utility locations and comments have been established.
Final design.



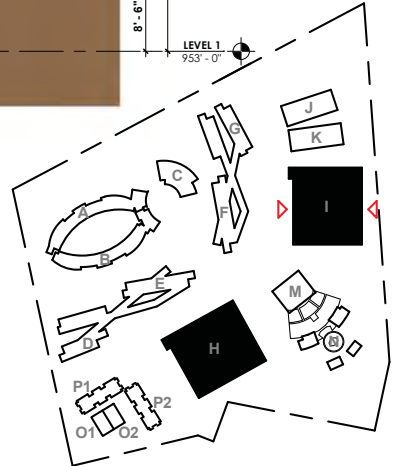
Architect at Site Plan approval after final utility locations and comments have been established.
Landscape design. Vegetation depicted is the existing condition.

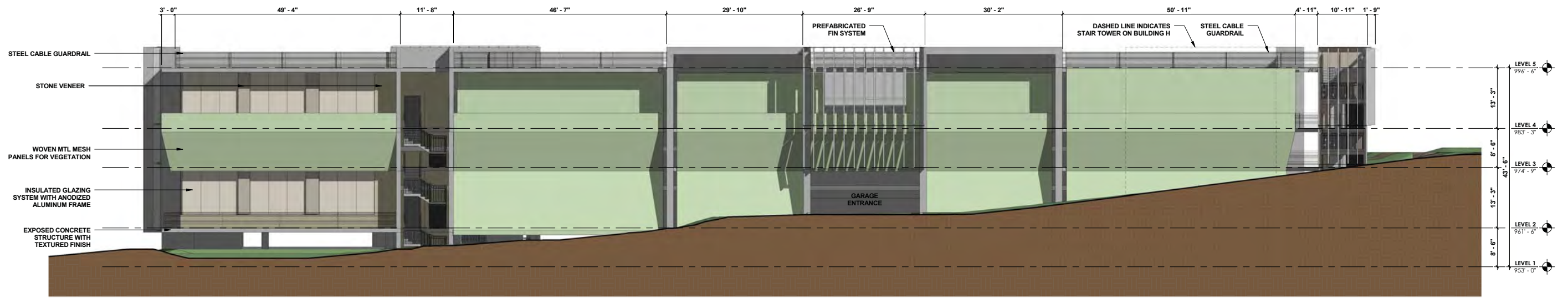


1 EAST (NOTE: BUILDING H SOUTH ELEVATION SIMILAR; OPPOSITE HAND)
 3/32" = 1'-0"



2 West (NOTE: BUILDING H NORTH ELEVATION SIMILAR; OPPOSITE HAND)
 3/32" = 1'-0"

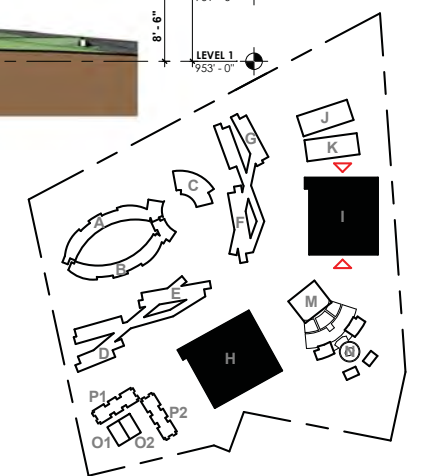




1 NORTH (NOTE: BUILDING H WEST ELEVATION SIMILAR; OPPOSITE HAND)
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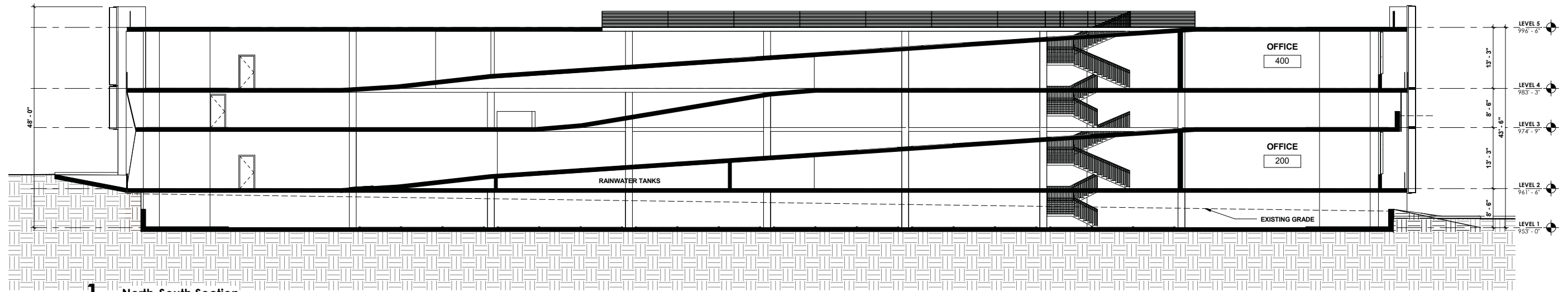


2 SOUTH (NOTE: BUILDING H EAST ELEVATION SIMILAR; OPPOSITE HAND)
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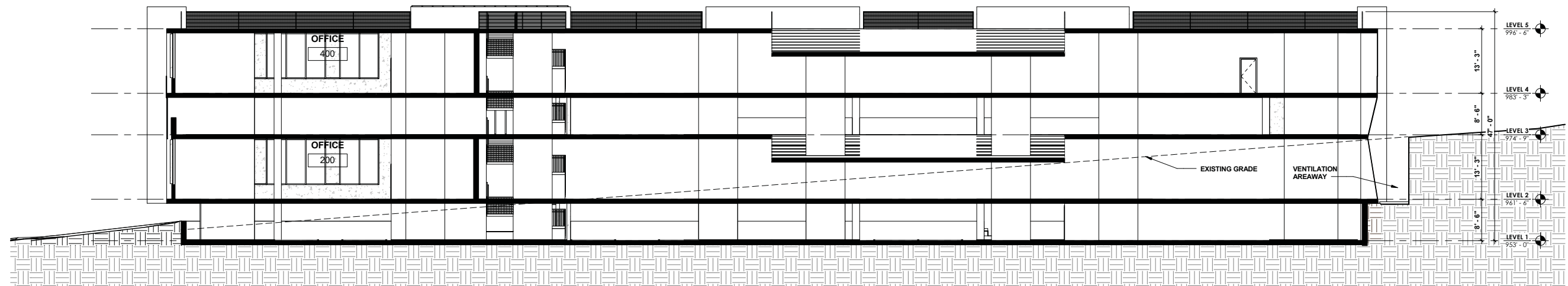


THE BACKYARD
OFFICE/GARAGE

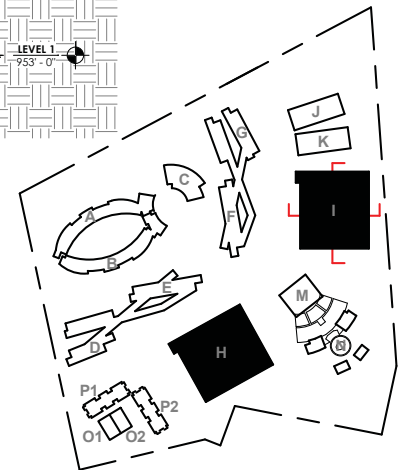
bercy chen studio LP



1 North-South Section
3/32" = 1'-0"



2 East-West Section
3/32" = 1'-0"



THE BACKYARD
OFFICE/GARAGE

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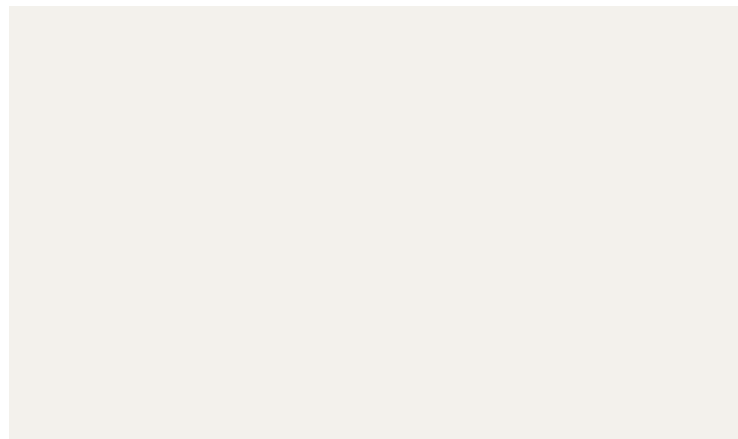
Low-E Glass
(Exterior glazing)



Vines
(Exterior on green screen)



Architectural Mesh
(Exterior green screen)



Painted Metal
(Exterior trim)



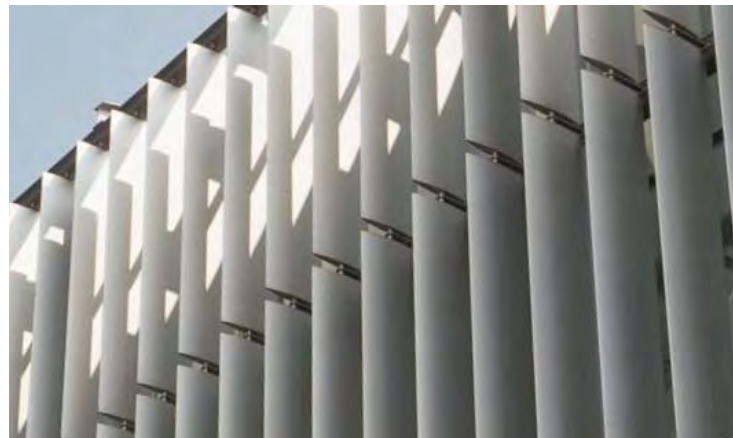
Cable Railing
(Exterior railings)



Limestone
(Exterior walls)



Painted Metal
(Exterior window mullions)



Painted Metal Fins
(Exterior fins)



Textured Concrete
(Exterior walls)

THE BACKYARD
OFFICE/GARAGE

bency chen studio LP

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20 October 2016

EXHIBIT D

Building Elevations

DATA CENTERS

Buildings J & K

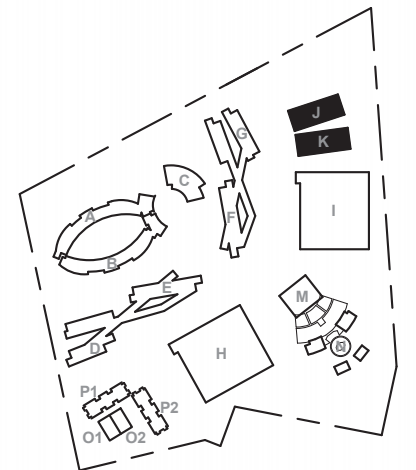
16-323: Backyard at Bee Cave Planned Development District Amendment

Approved 13 December 2016





Architect at Site Plan approval after final utility locations and comments have been established.
Landscape design.



Depicted landscaping is preliminary. Final landscape design to be provided by landscape architect at Site Plan approval after final utility locations and easements have been established.

Data Center - Site Plan

preliminary, not for regulatory approval, permitting, or construction | Cale Montgomery | texas reg. #18773

THE BACKYARD
DATA CENTERS

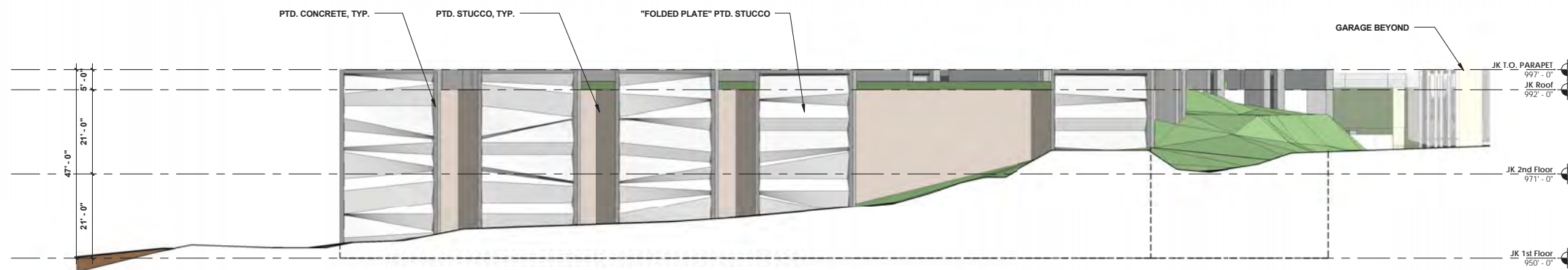
bercy chen studio LP

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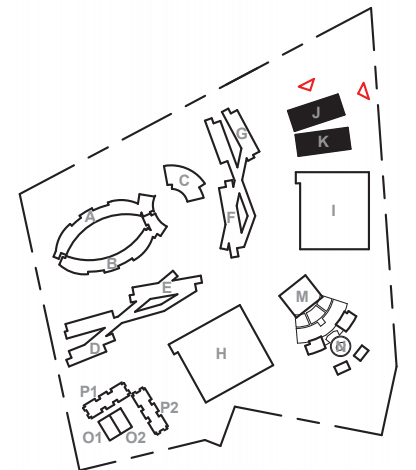
plan true
20 October 2016
Scale 1" = 30'-0"

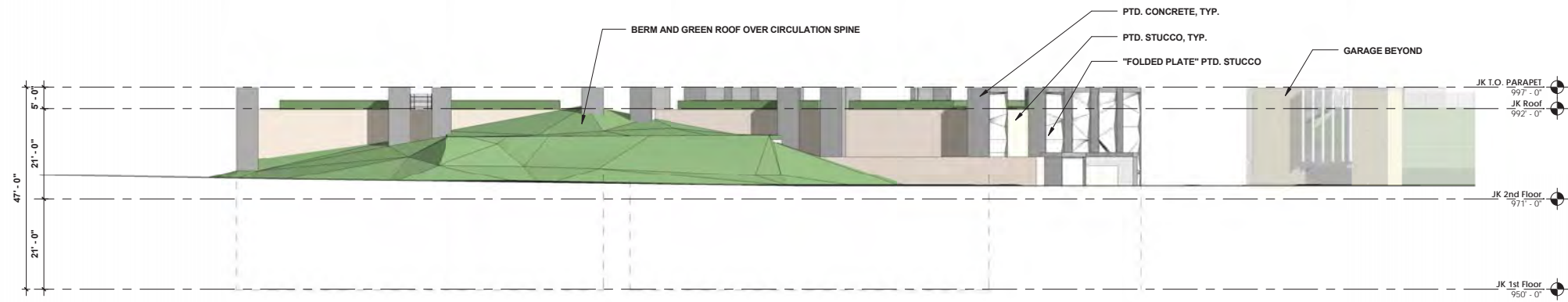


2 JK East Elevation
1/16" = 1'-0" A201

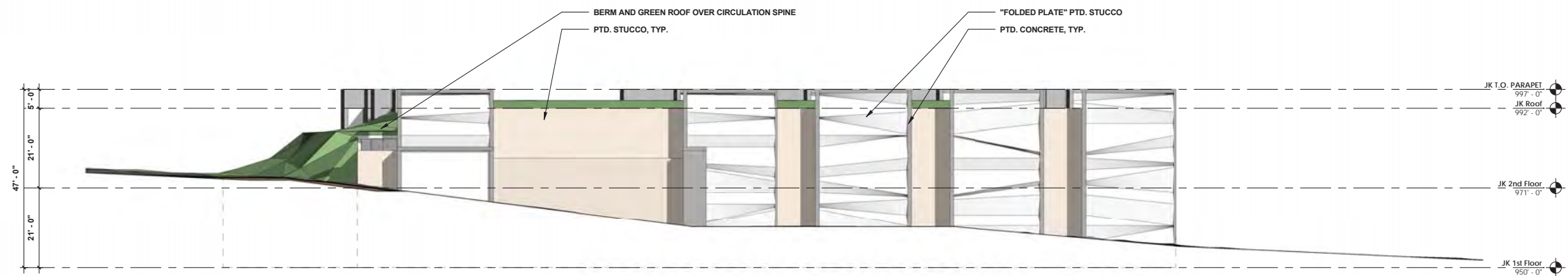


1 JK North Elevation
1/16" = 1'-0" A201

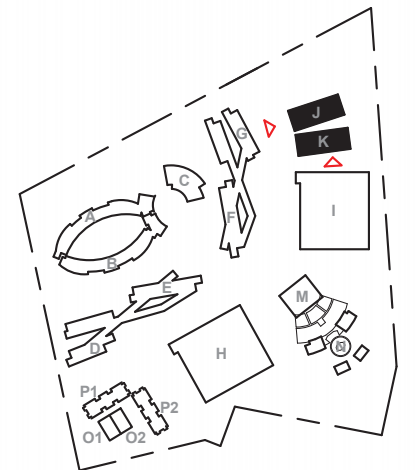




2 JK West Elevation
1/16" = 1'-0" A202



1 JK South Elevation
1/16" = 1'-0" A202



THE BACKYARD
DATA CENTERS

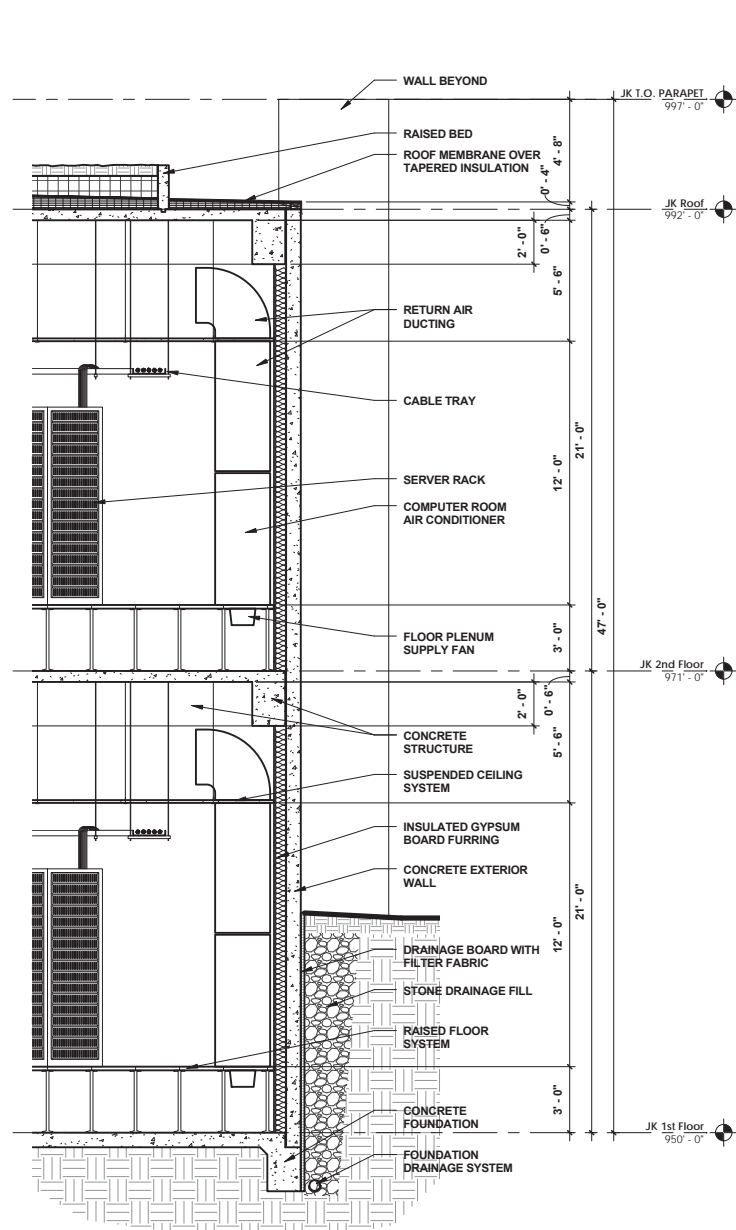
bercy chen studio LP

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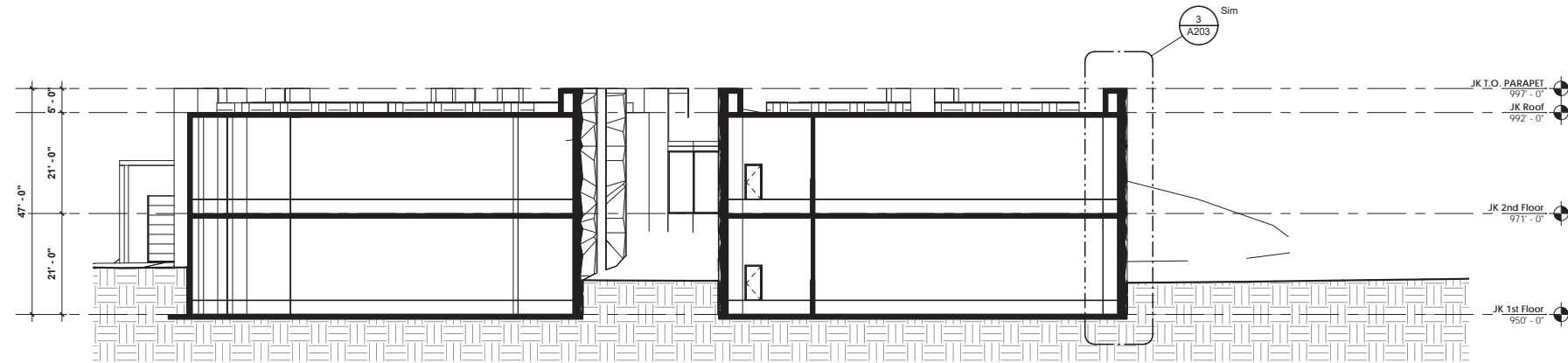
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20 October 2016

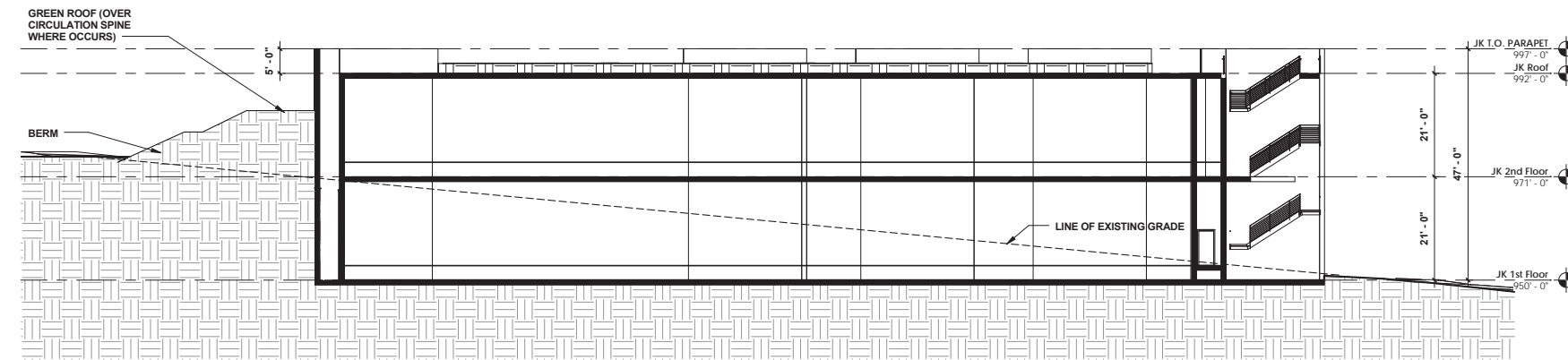
Scale 1/16" = 1'-0"



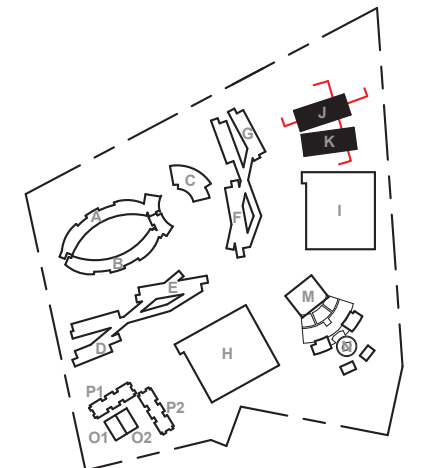
3 Typical Data Center Section
1/4" = 1'-0" A203



2 Building JK Section
1/16" = 1'-0" A203



1 Building J Section
1/16" = 1'-0" A203



THE BACKYARD
DATA CENTERS

bercy chen studio LP
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20 October 2016
Scale As indicated



Low-E Glass
(Exterior glazing)



Decorative Gravel
(Roof)



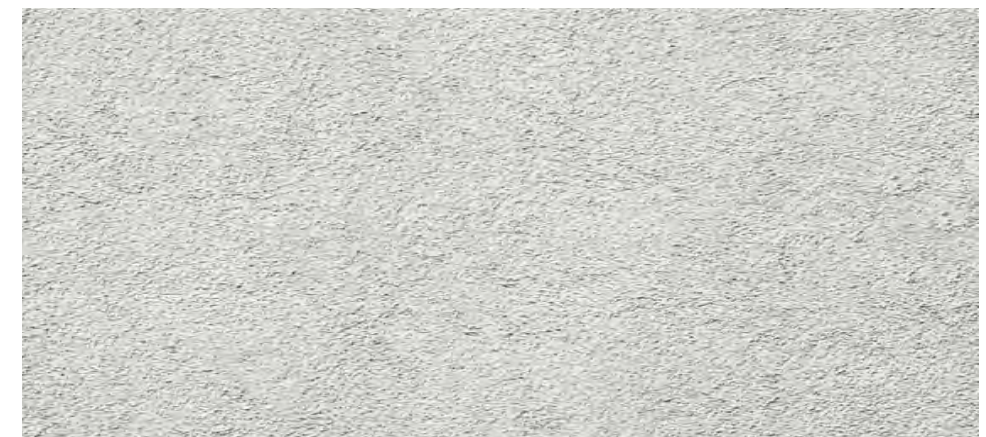
Painted Stucco
(Exterior walls and soffits)



Painted Metal
(Exterior window mullions)



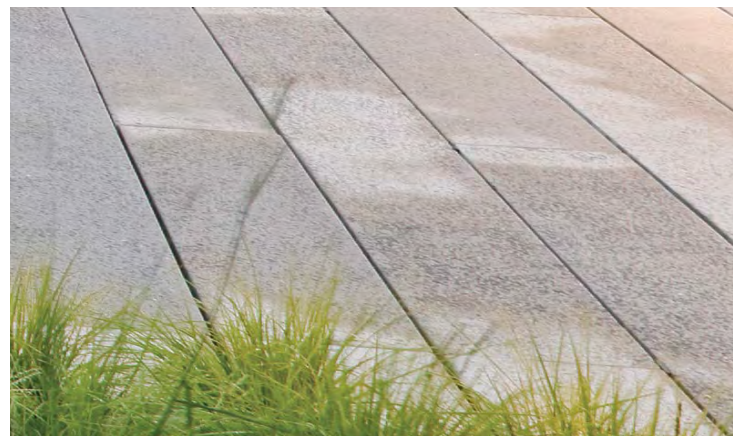
Cable Railing
(Exterior railings)



Painted Concrete 2
(Exterior walls)



Green Roof
(Roof)



Concrete Pavers
(Roof)



Painted Concrete 1
(Exterior walls)

THE BACKYARD
DATA CENTERS

EXHIBIT D

Building Elevations

MUSIC VENUE

Buildings M1-M8, N1 & N2

16-323: Backyard at Bee Cave Planned Development District Amendment

Approved 13 December 2016



Depicted landscaping is preliminary. Final landscape design to be provided by landscape architect at Site Plan approval after final utility locations and easements have been established.



STEINBOMER, BRAMWELL & VRAZEL ARCHITECTS



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STEINBOMER, BRAMWELL & VRAZEL ARCHITECTS



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STEINBOMER, BRAMWELL & VRAZEL

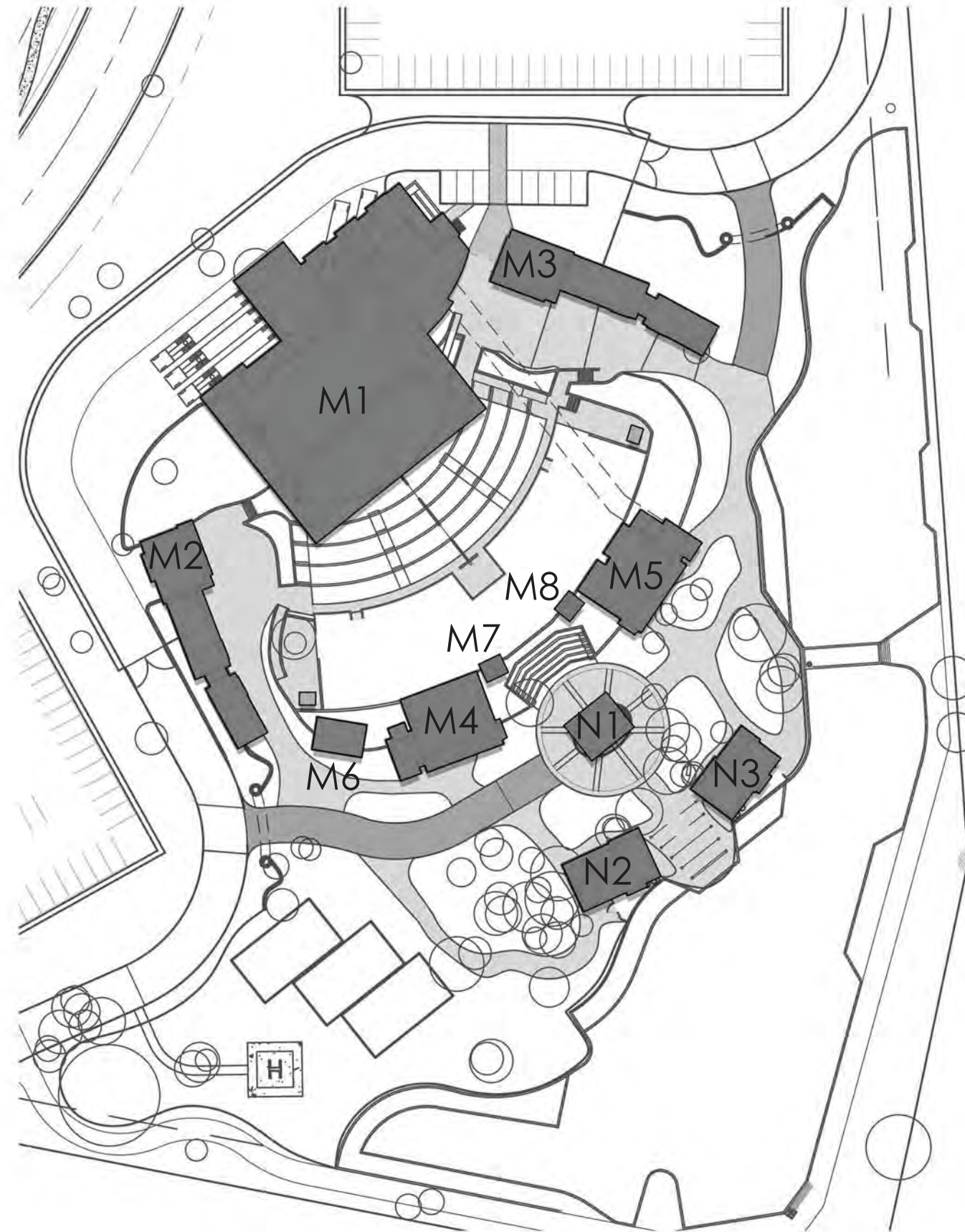
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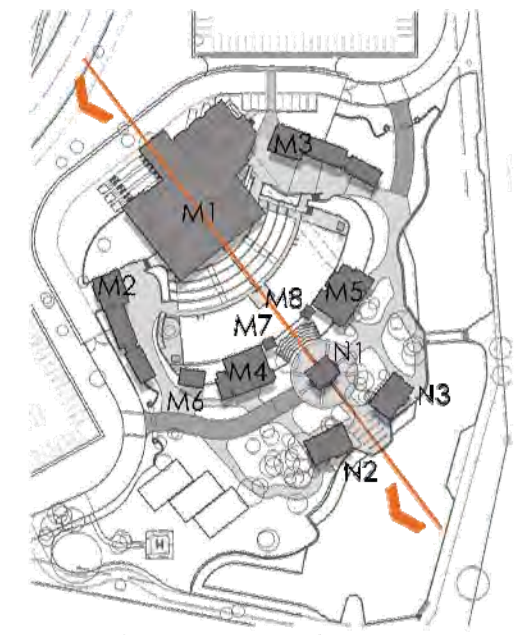
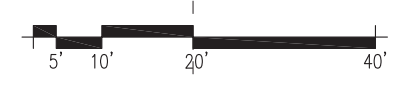
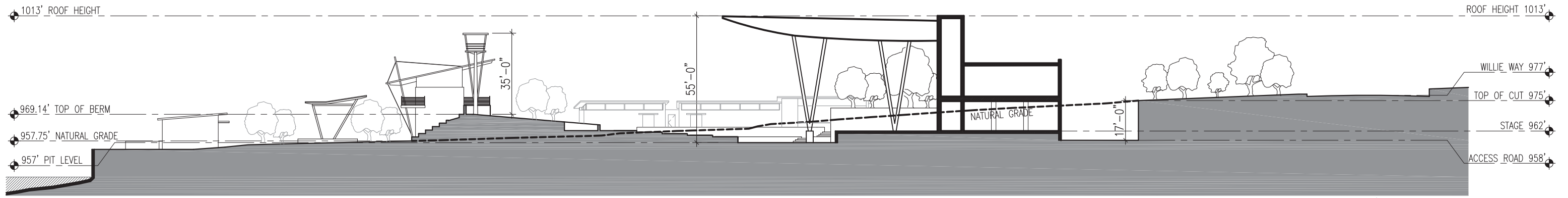
Depicted landscaping is preliminary. Final landscaping to be provided by landscape architect at Site Plan after final utility locations and easements have been e

SITE PLAN

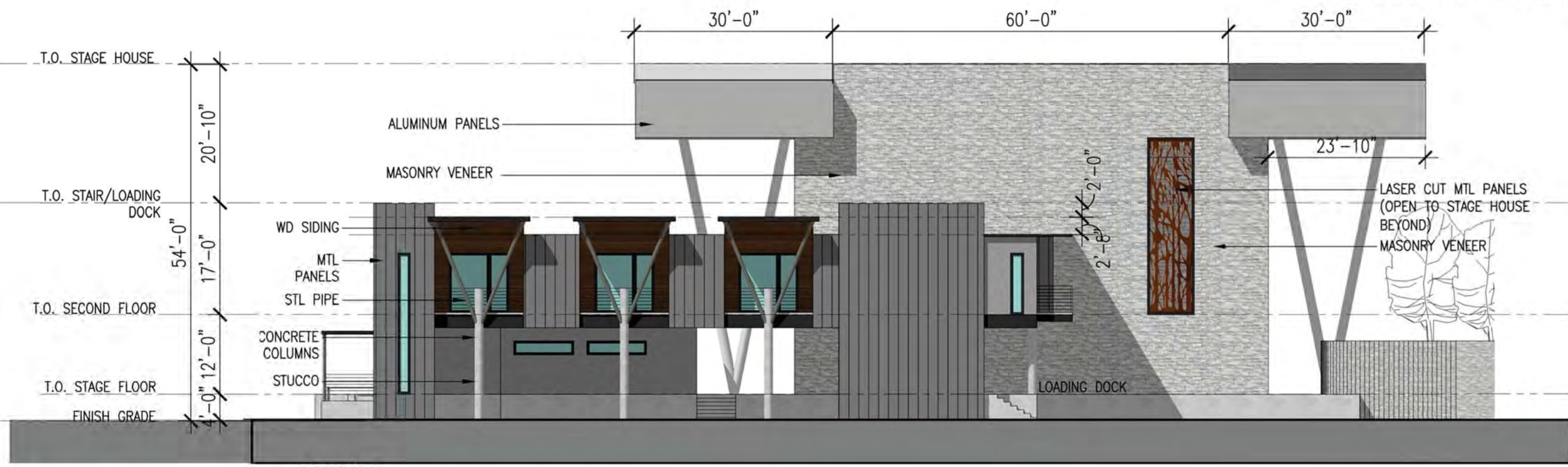
THE LIVE OAK AMPHITHEATER AT THE BACKYARD



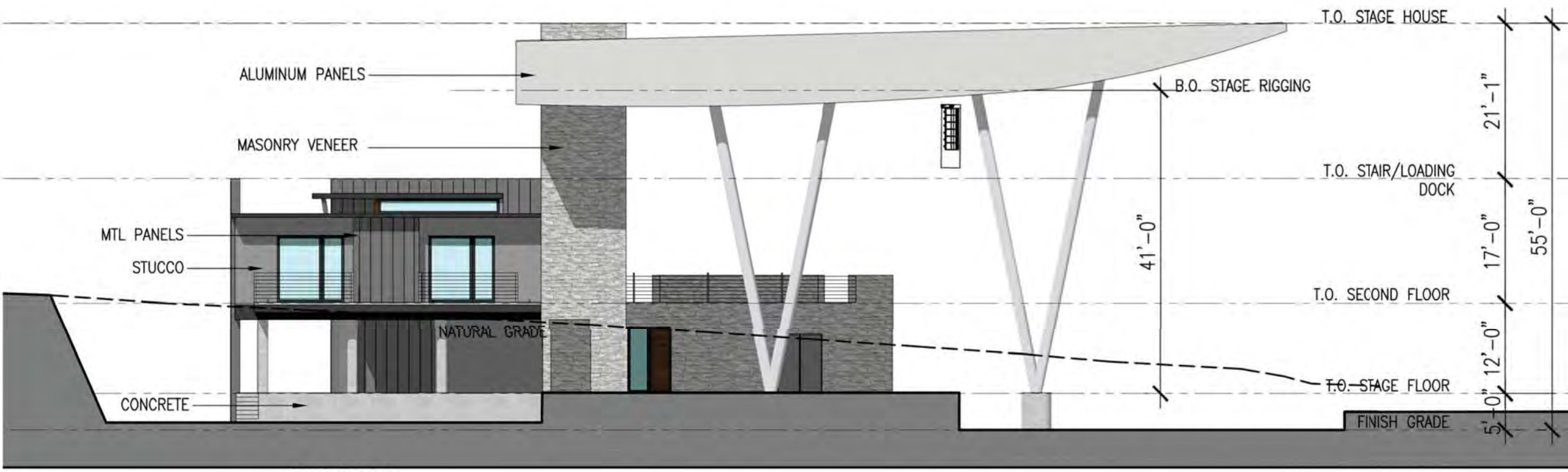
SITE SECTION



THE LIVE OAK AMPHITHEATER AT THE BACKYARD



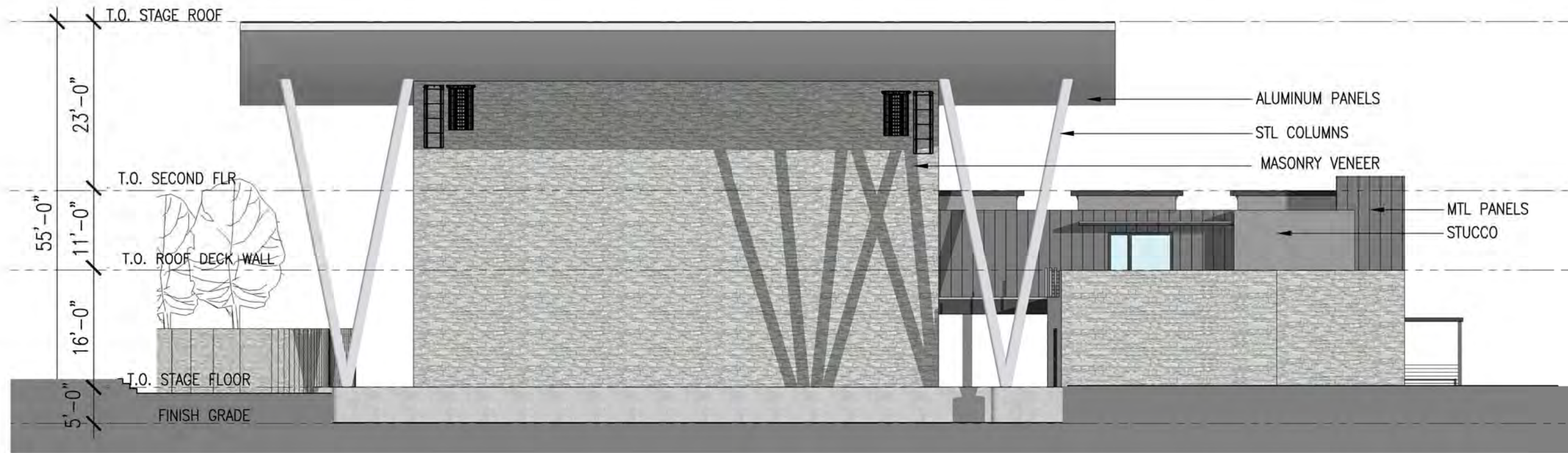
ELEVATION D



ELEVATION C



THE LIVE OAK AMPHITHEATER AT THE BACKYARD



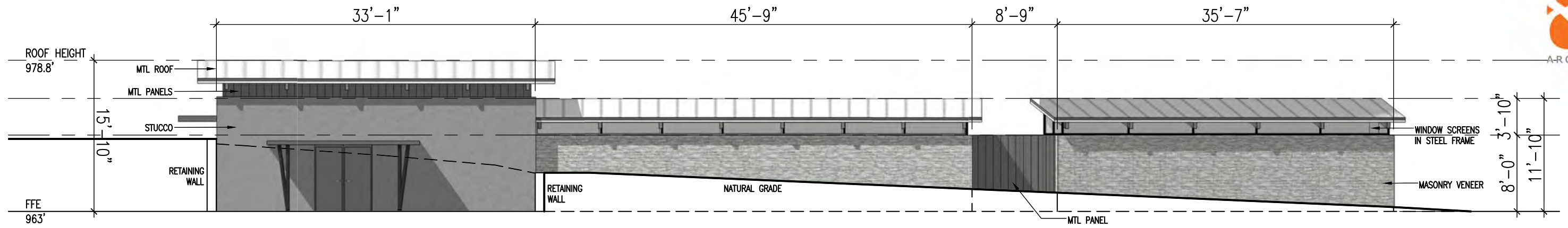
ELEVATION B



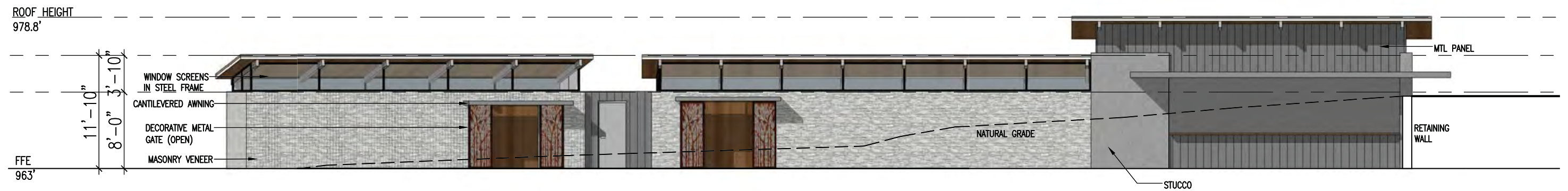
ELEVATION A



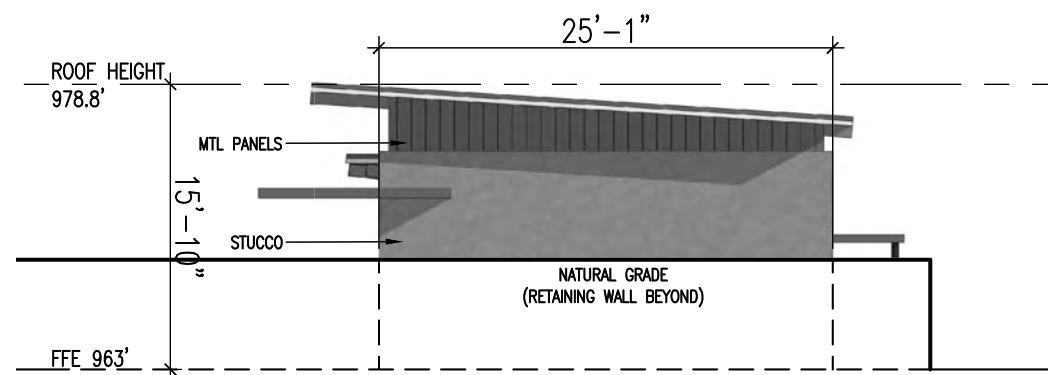
THE LIVE OAK AMPHITHEATER AT THE BACKYARD



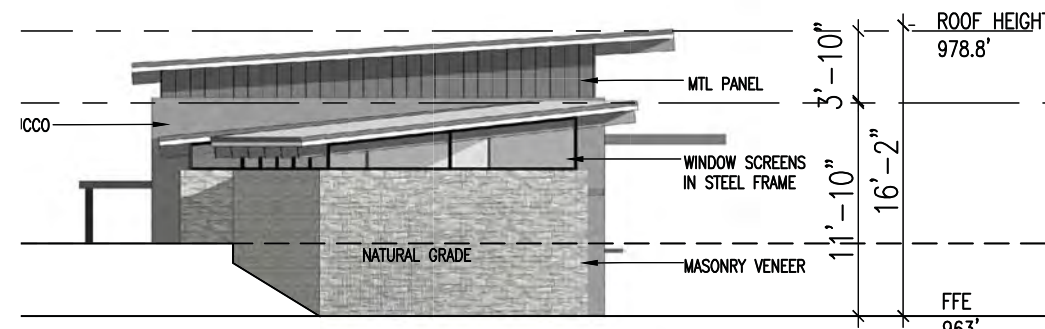
ELEVATION D



ELEVATION C

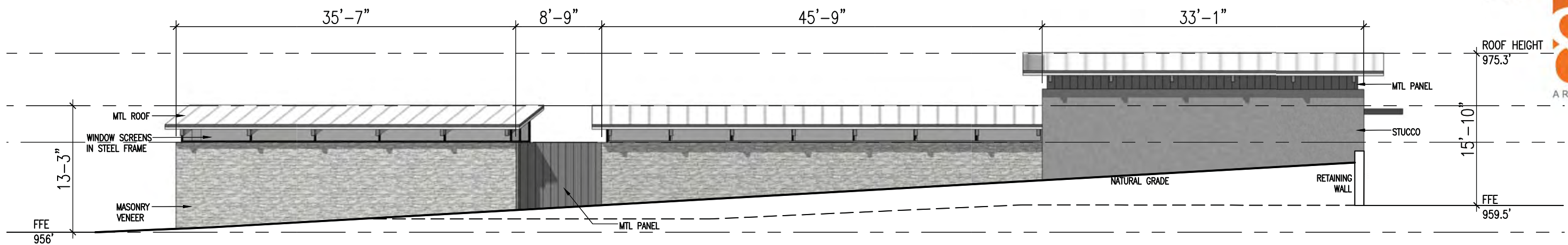


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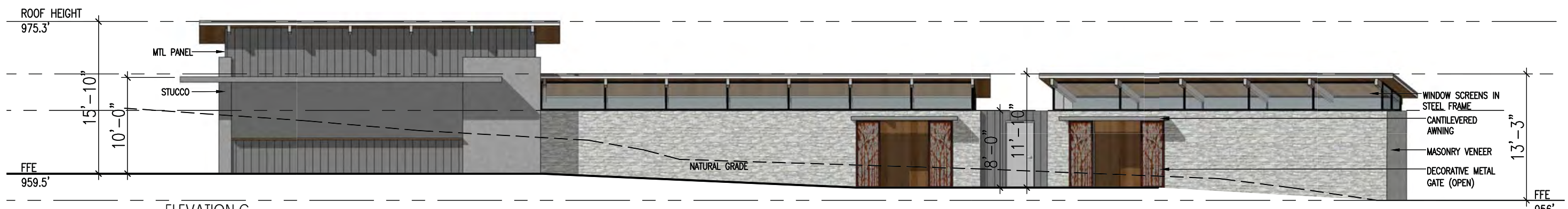


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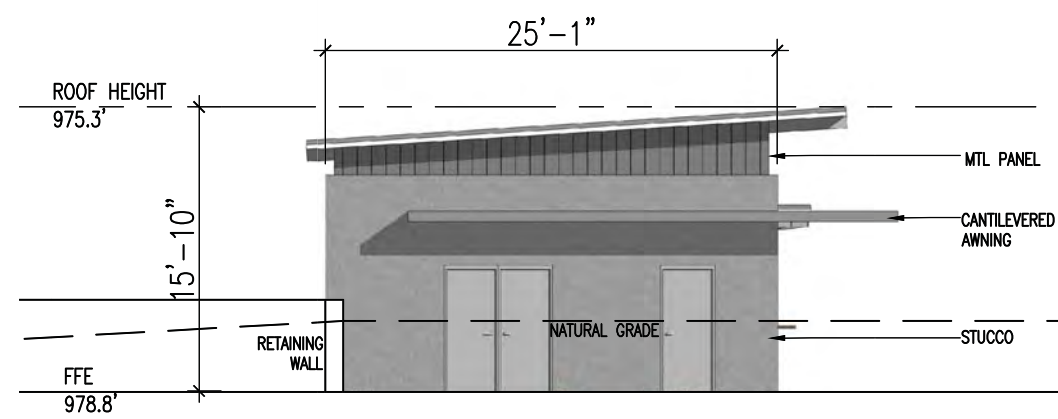




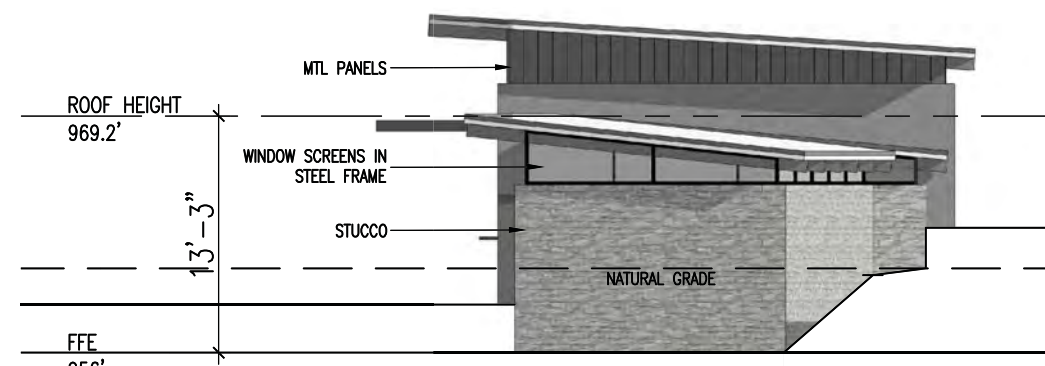
ELEVATION D



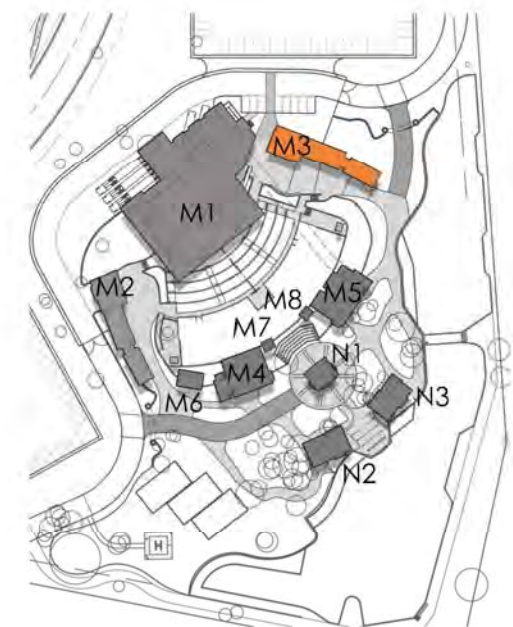
ELEVATION C

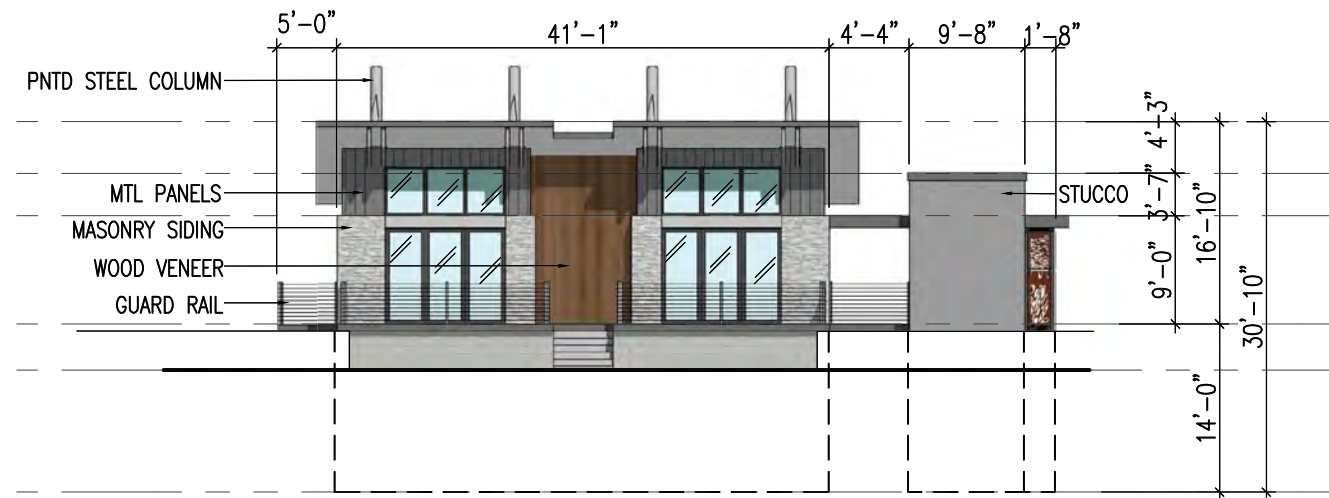


ELEVATION B

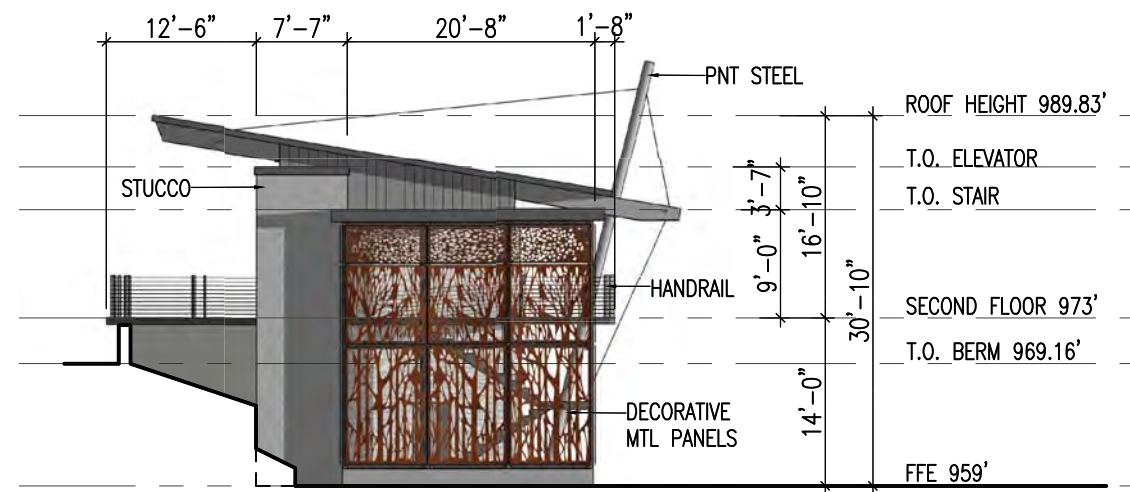


ELEVATION A

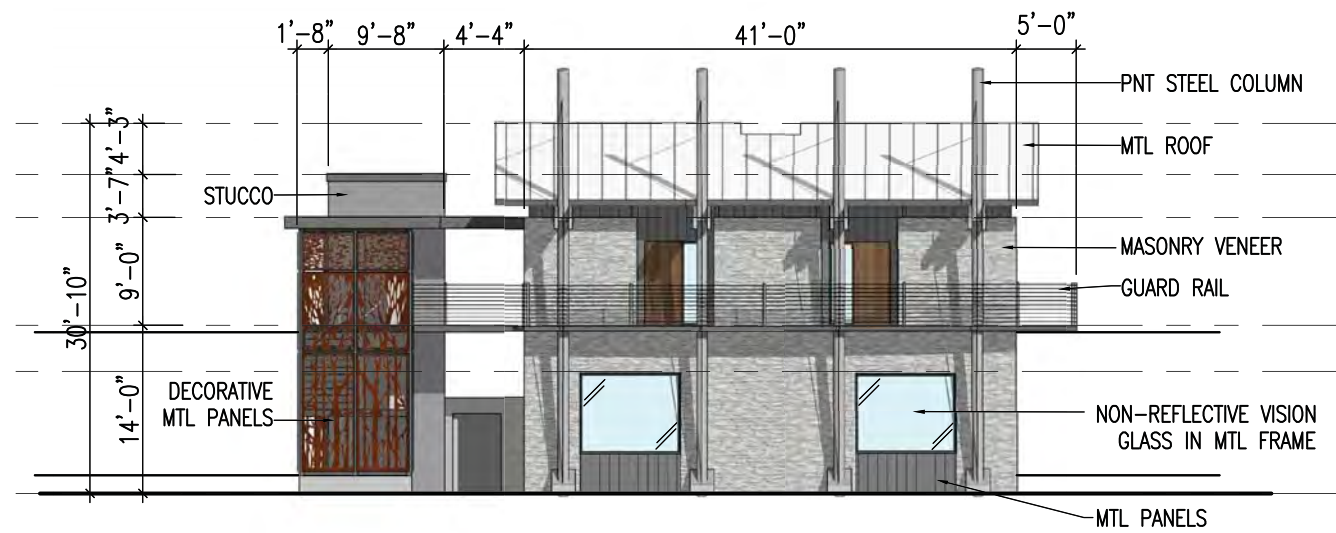




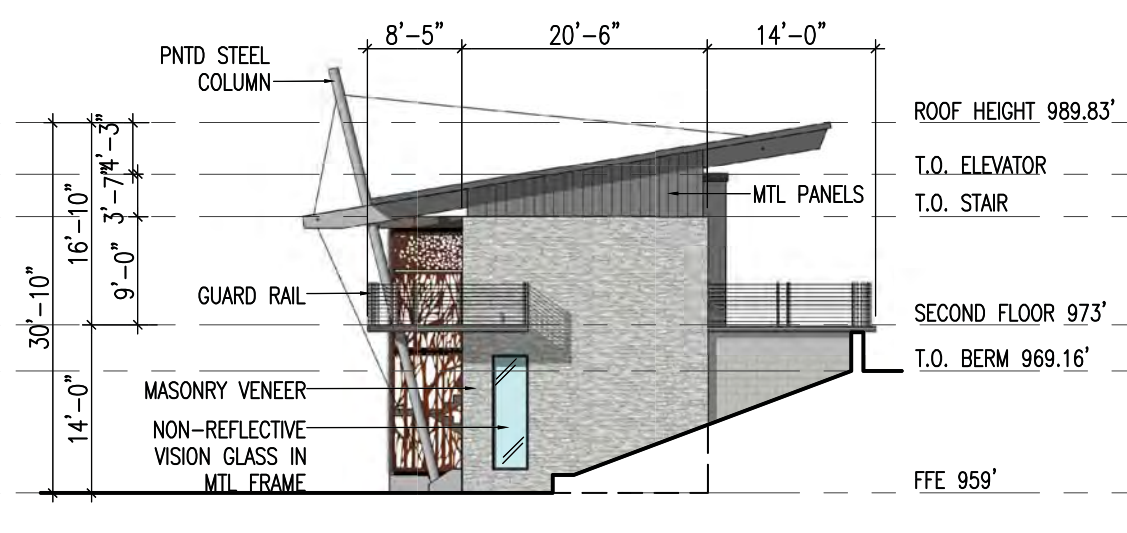
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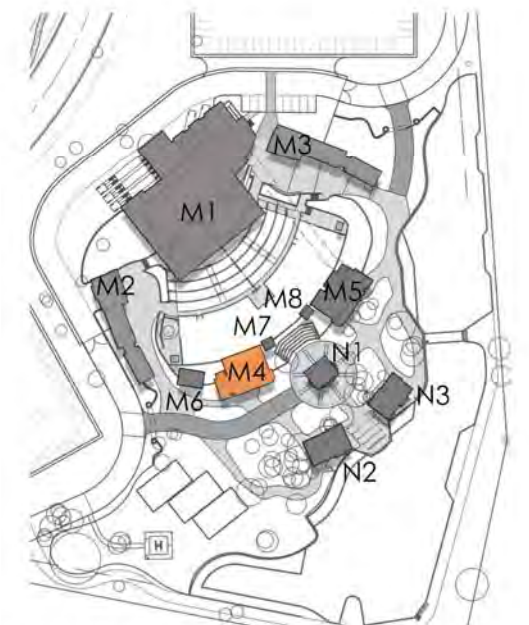
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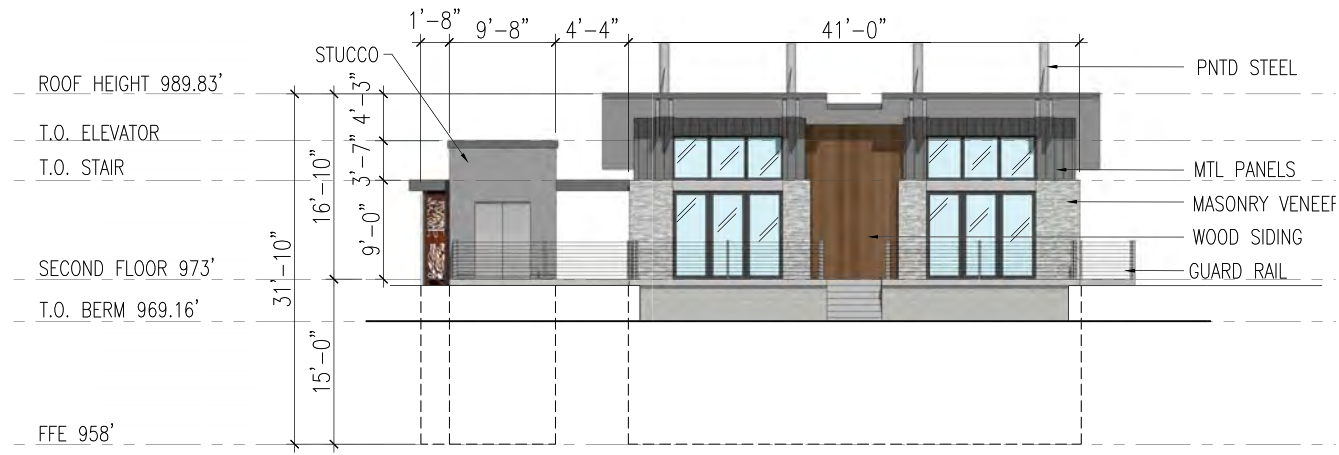
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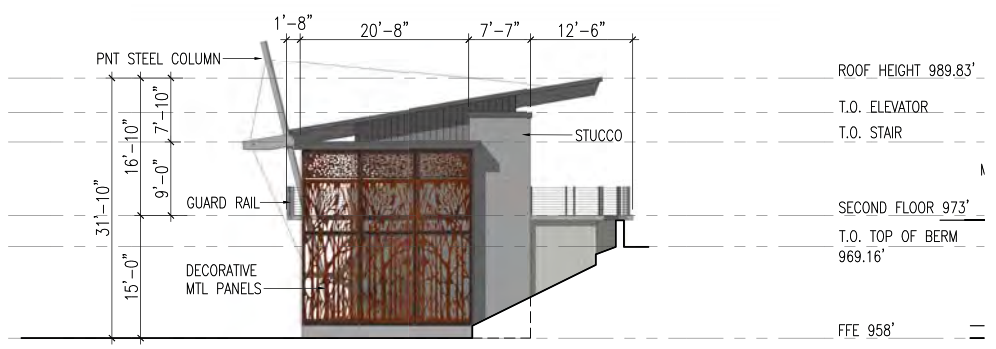
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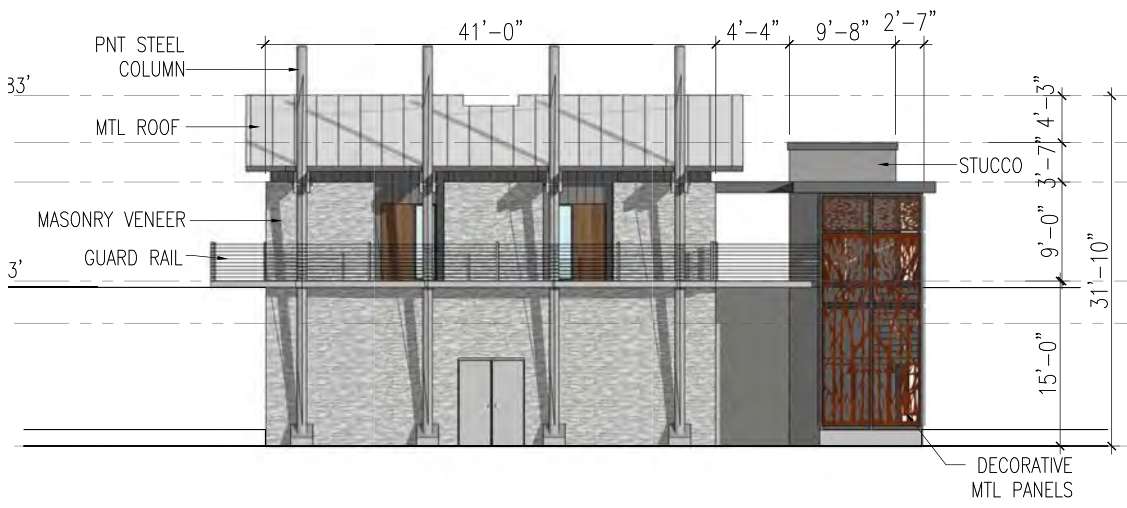
THE LIVE OAK AMPHITHEATER AT THE BACKYARD



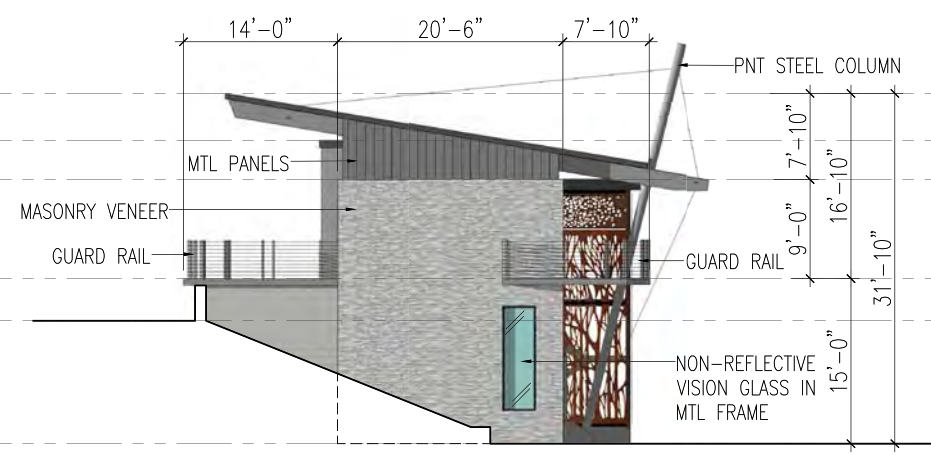
ELEVATION A



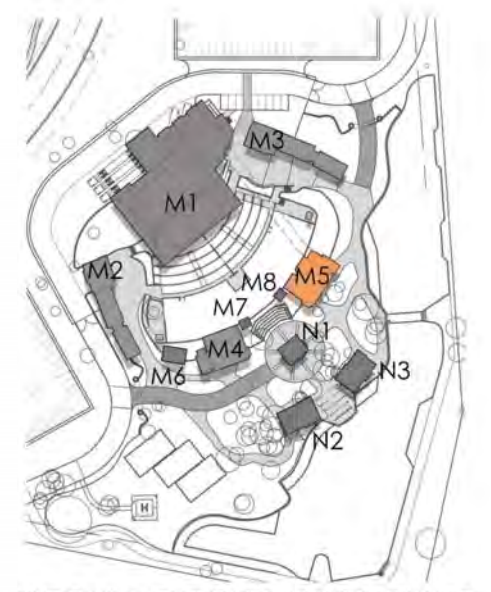
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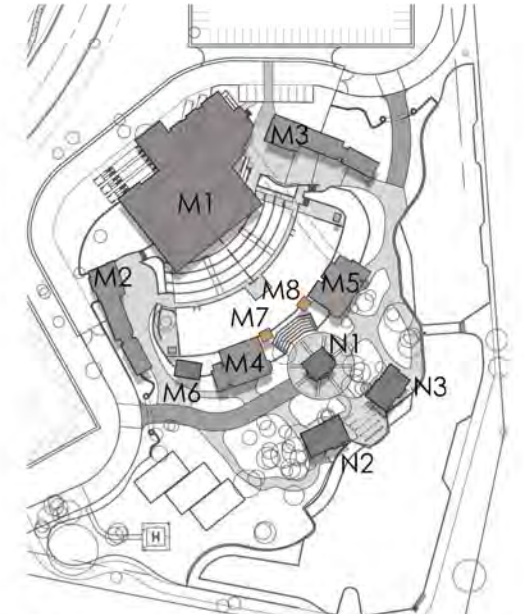
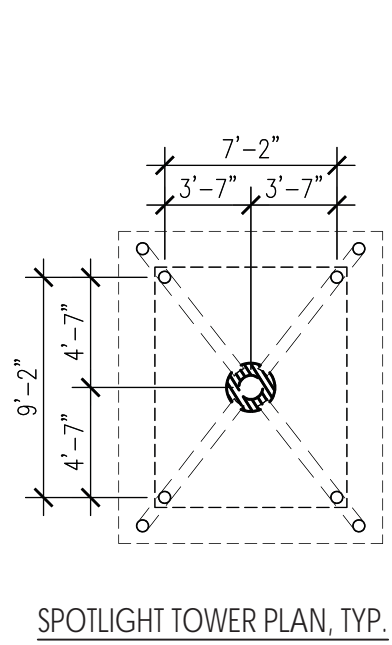
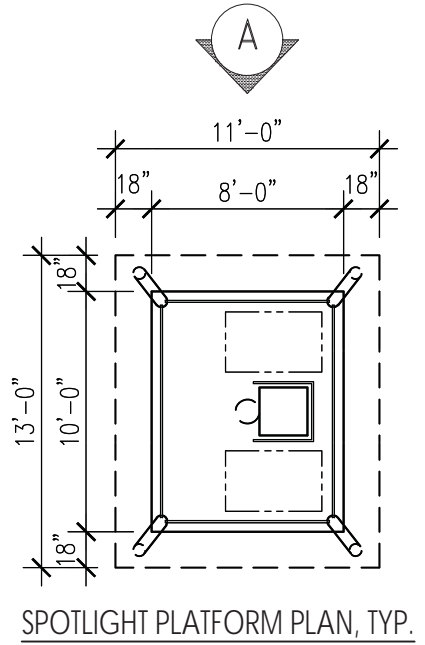
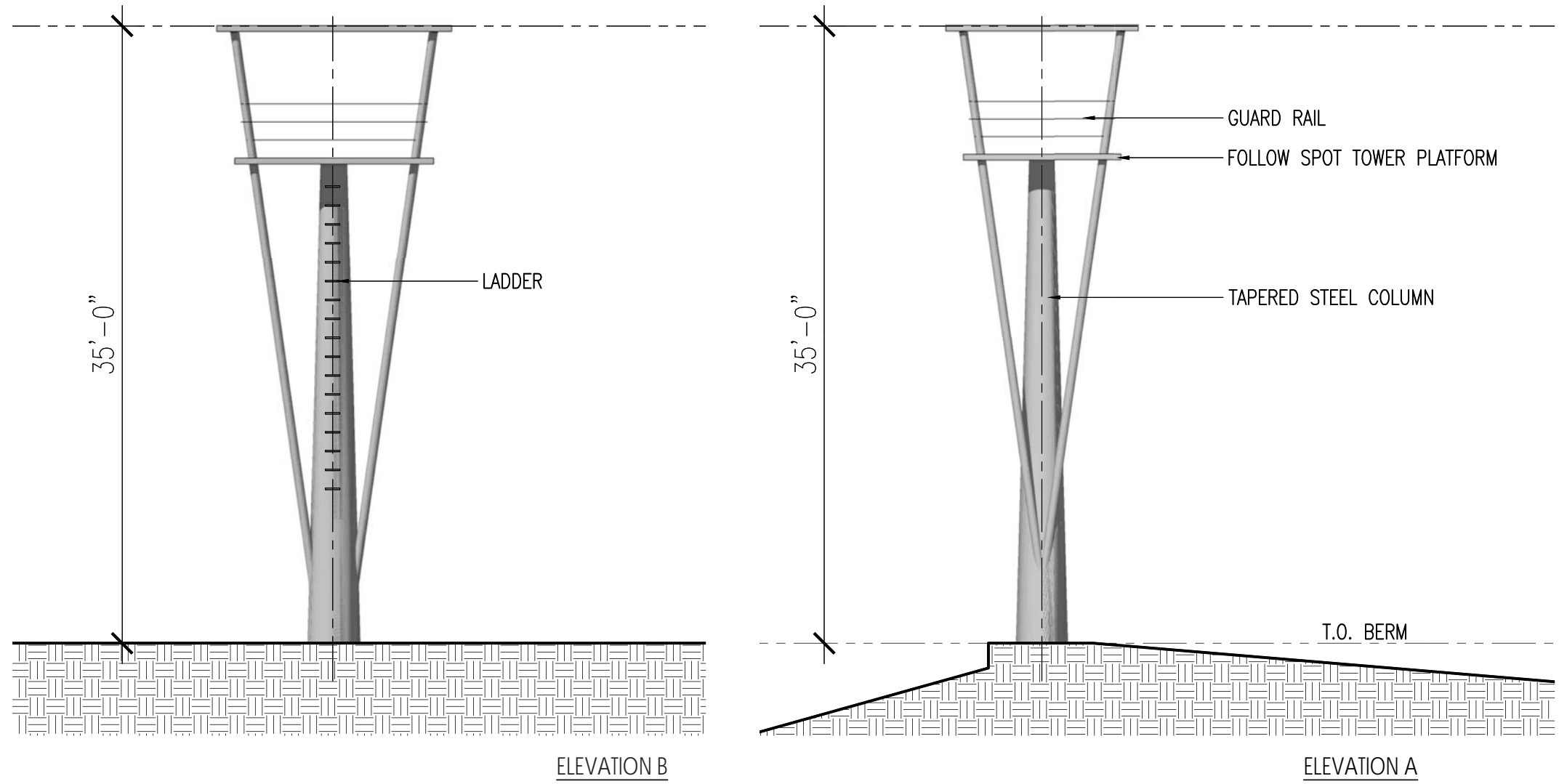
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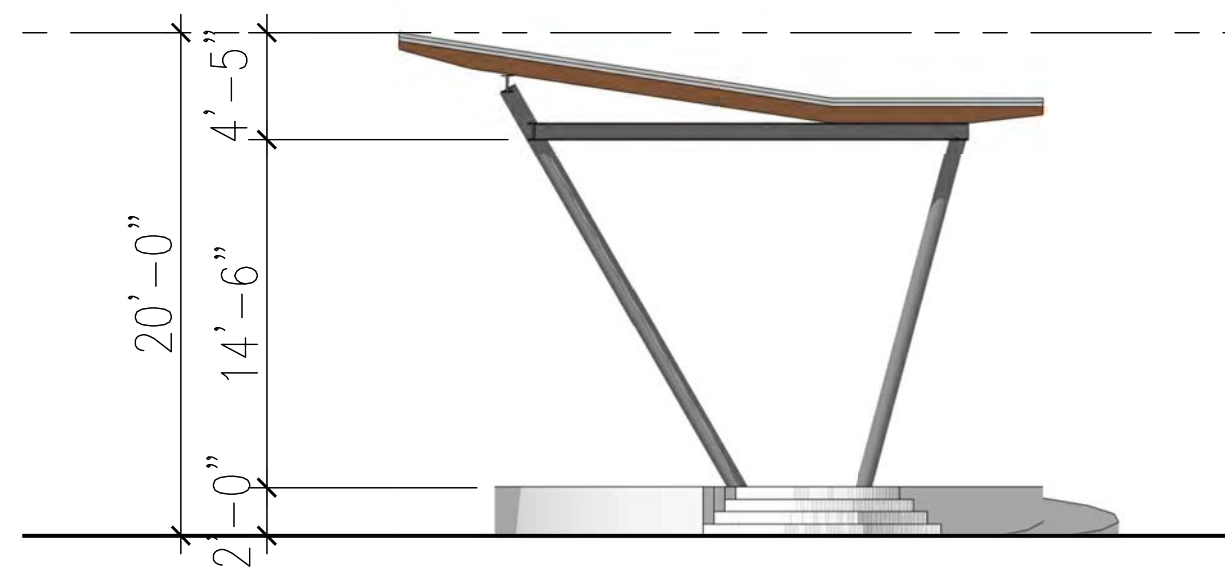


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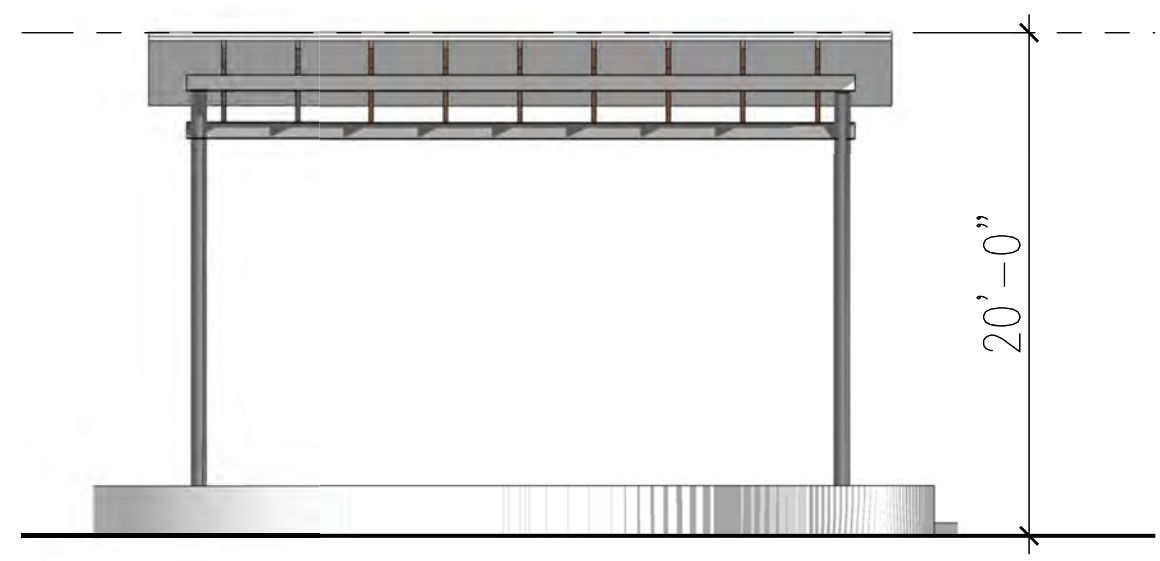


THE LIVE OAK AMPHITHEATER AT THE BACKYARD

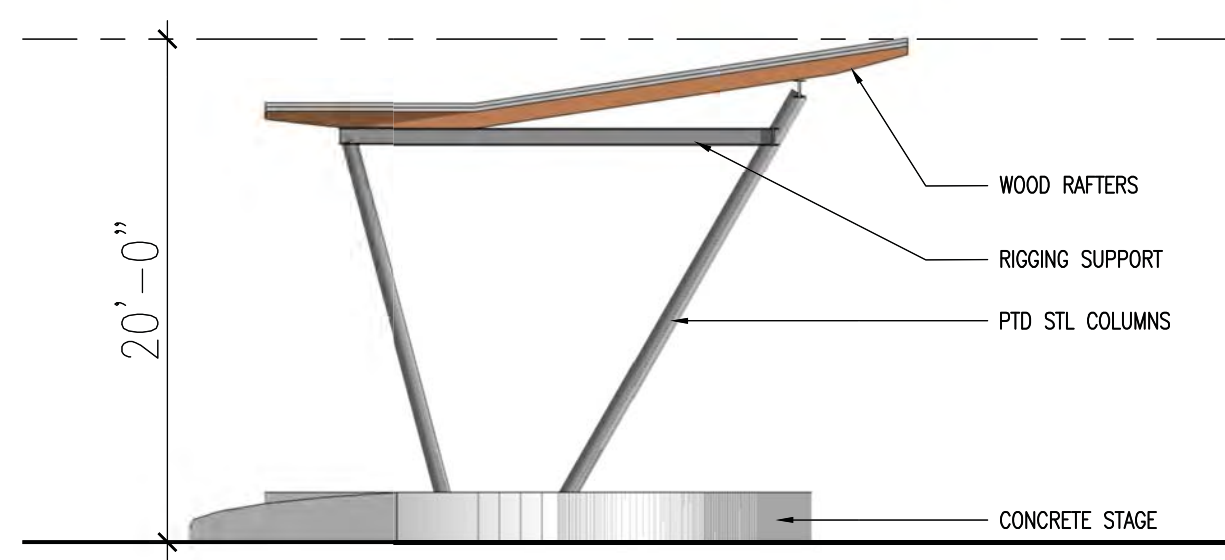




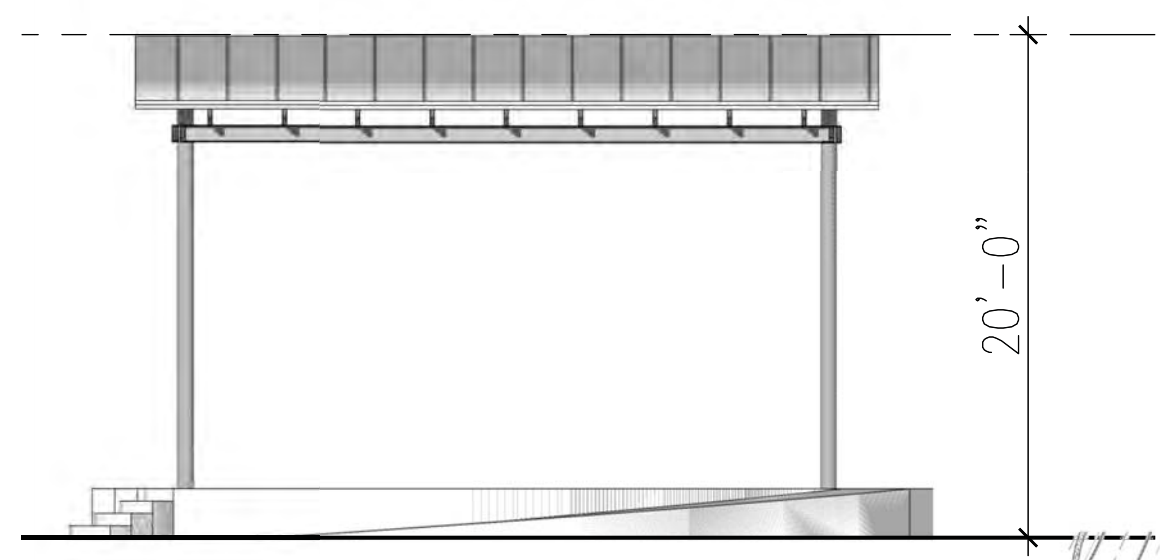
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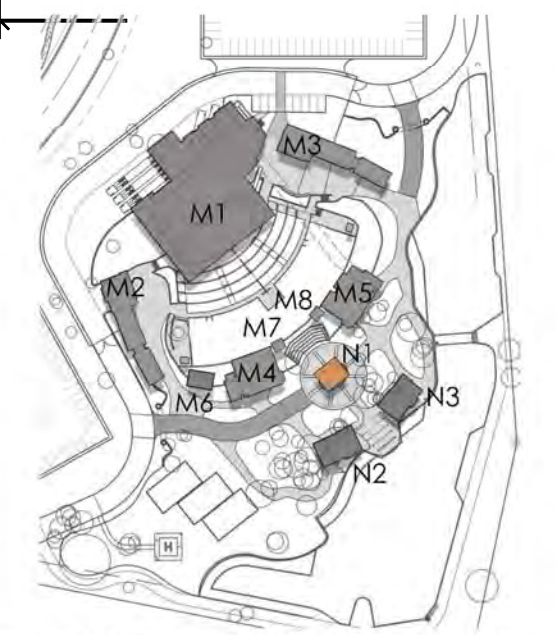
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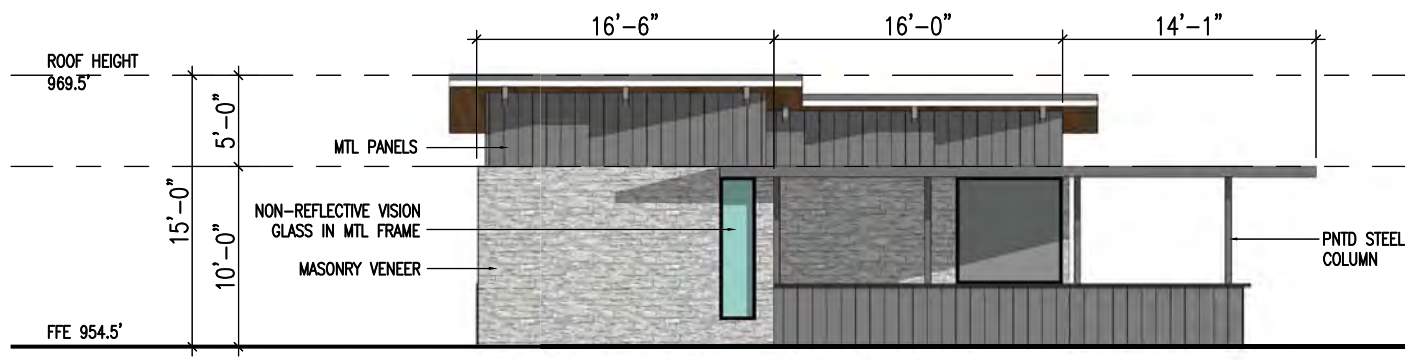


ELEVATION B

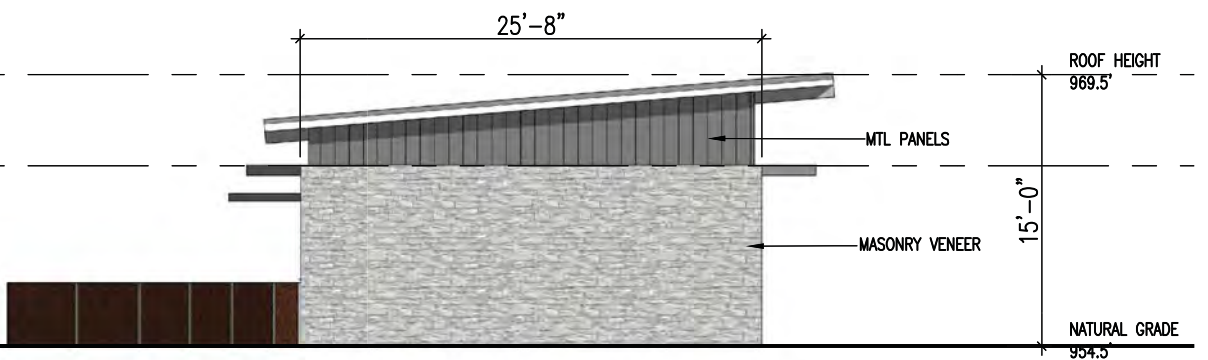


ELEVATION A

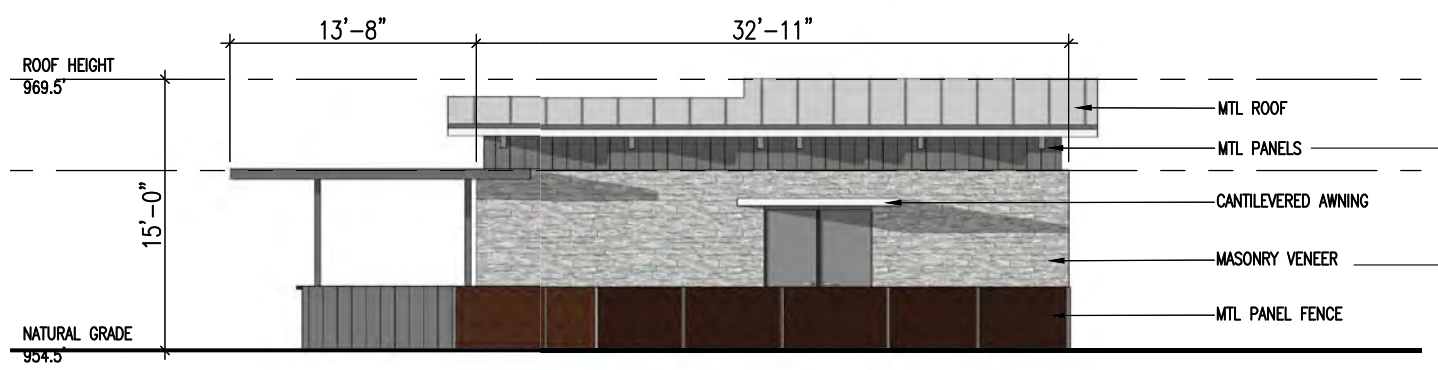




ELEVATION A



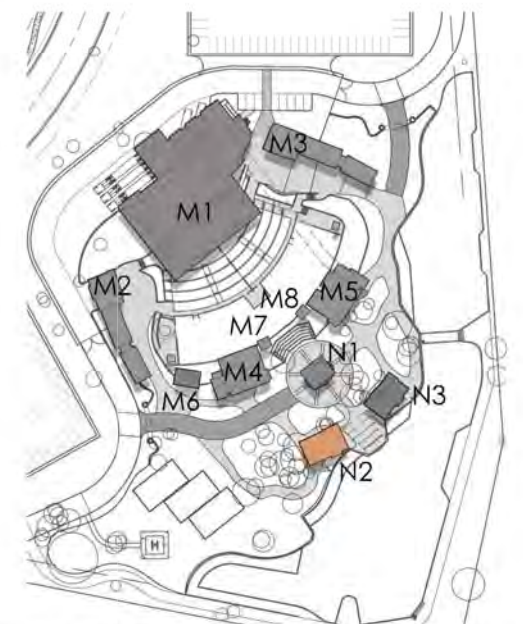
ELEVATION B



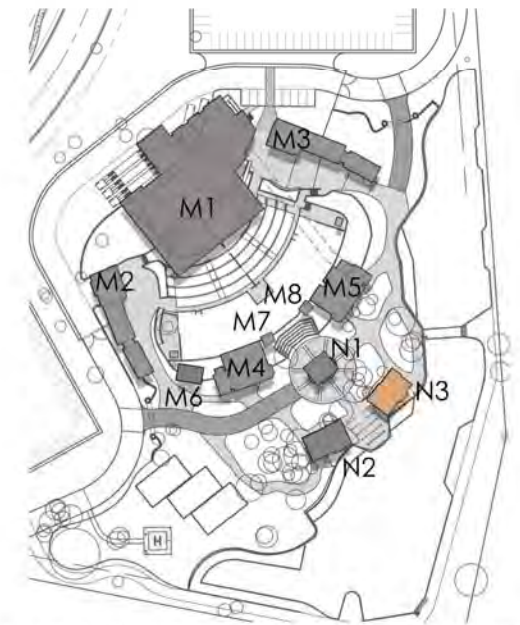
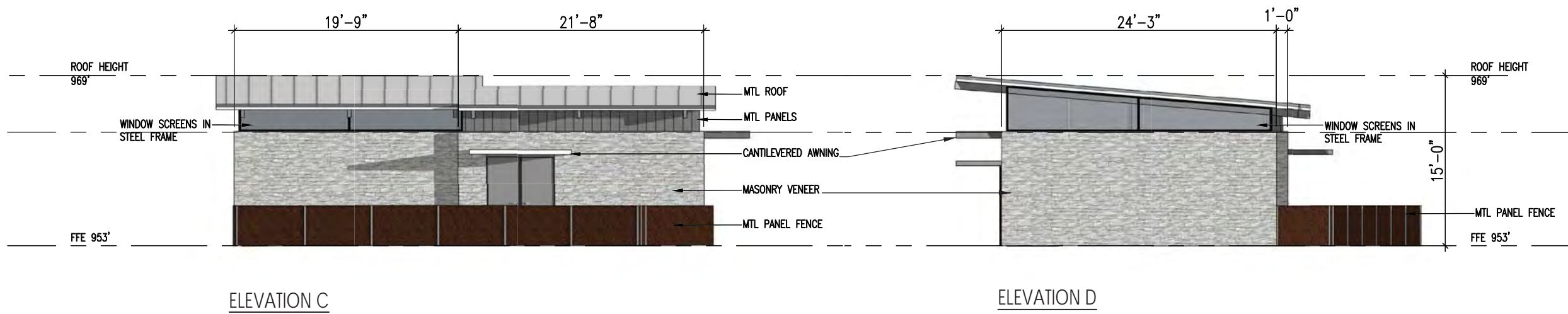
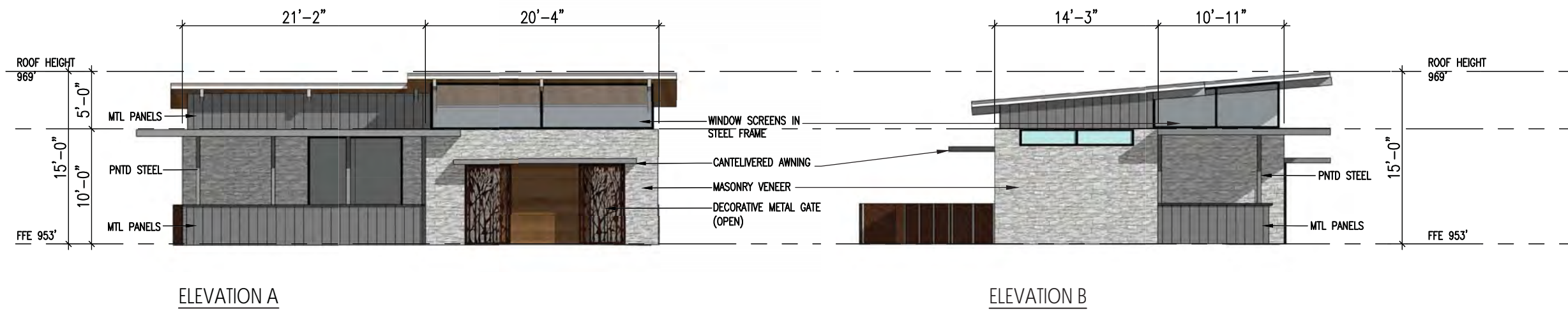
ELEVATION C



ELEVATION D



THE LIVE OAK AMPHITHEATER AT THE BACKYARD



THE LIVE OAK AMPHITHEATER AT THE BACKYARD

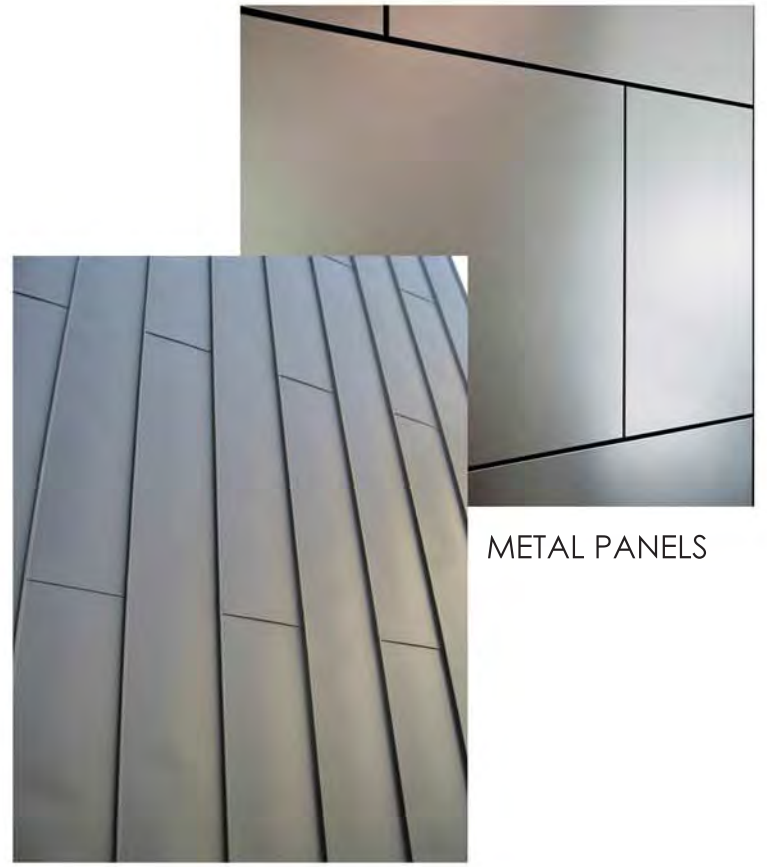


BURNISHED BLOCK

NATURAL STONE



CONCRETE



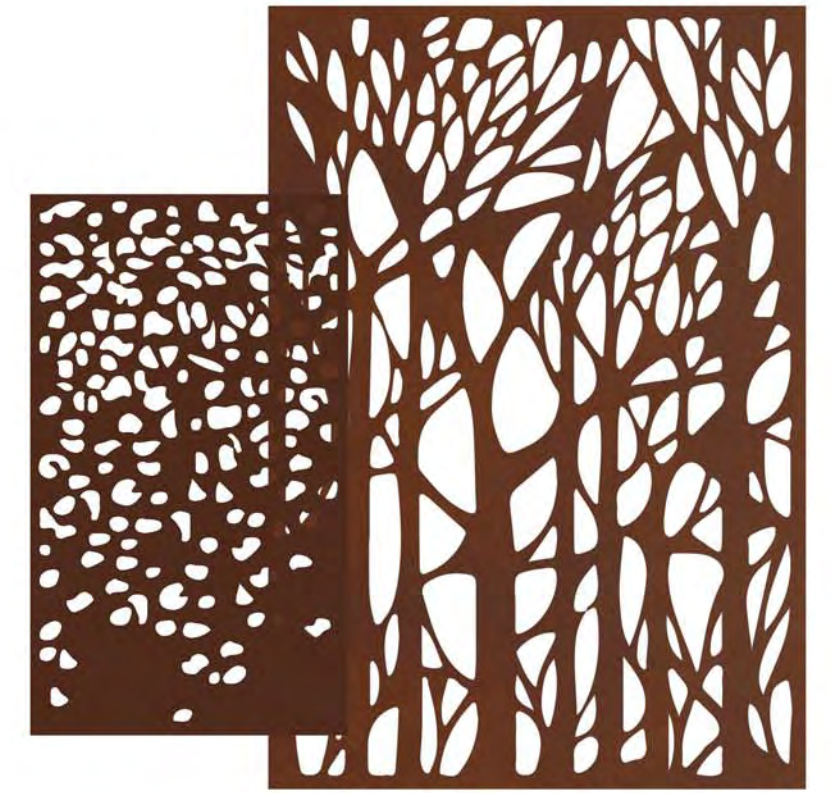
METAL PANELS



WOOD



STUCCO



LASER CUT METAL PANELS

EXHIBIT D

Building Elevations

DISTRIBUTED ENERGY CENTER

Buildings P1 & P2

16-323: Backyard at Bee Cave Planned Development District Amendment

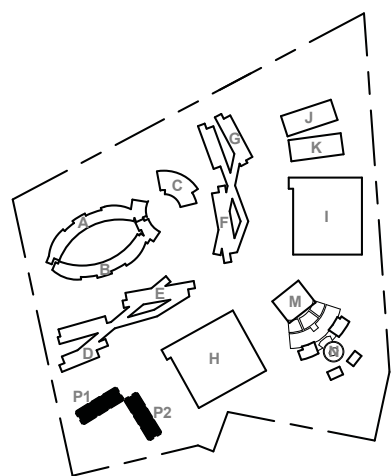
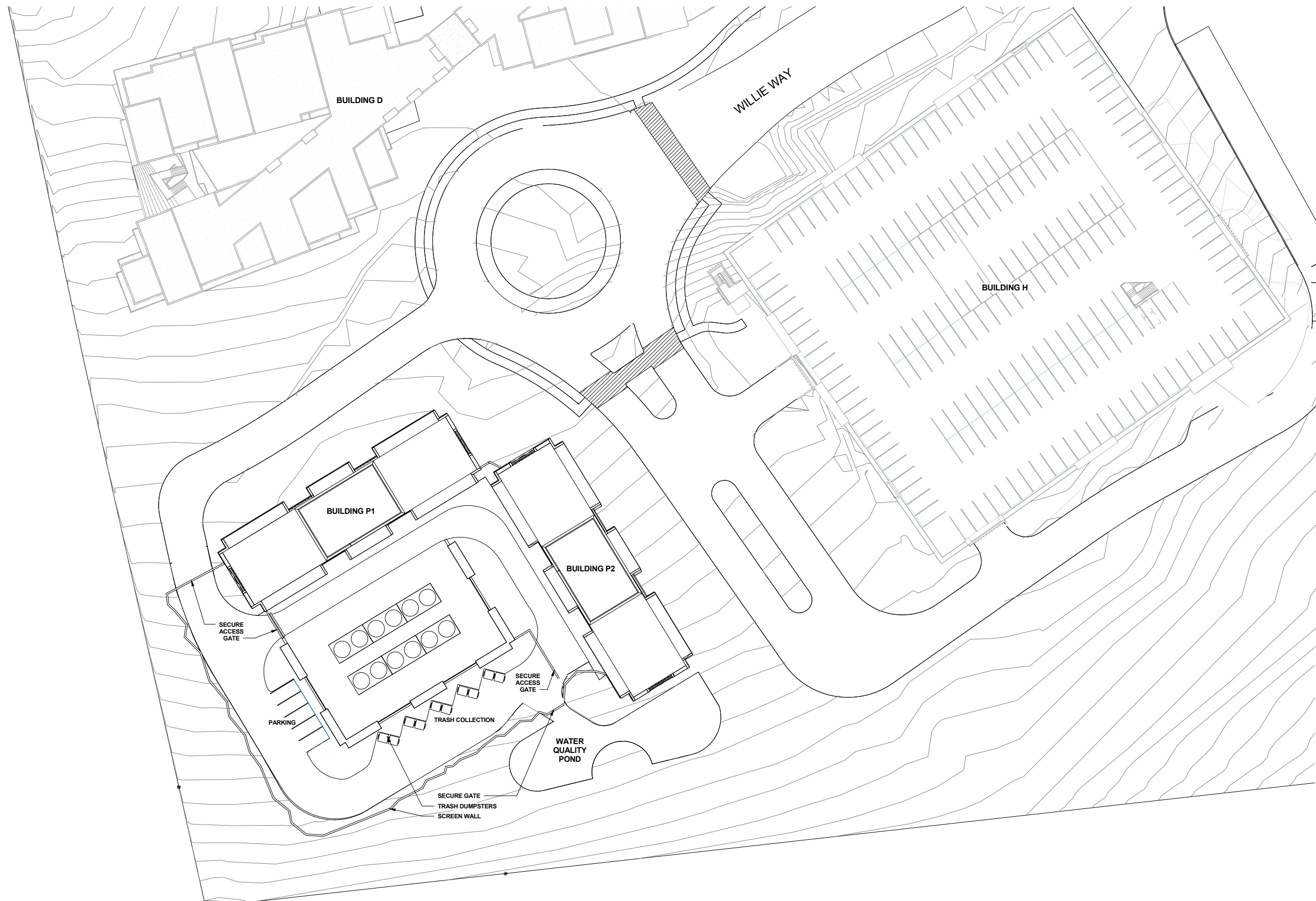
Approved 13 December 2016



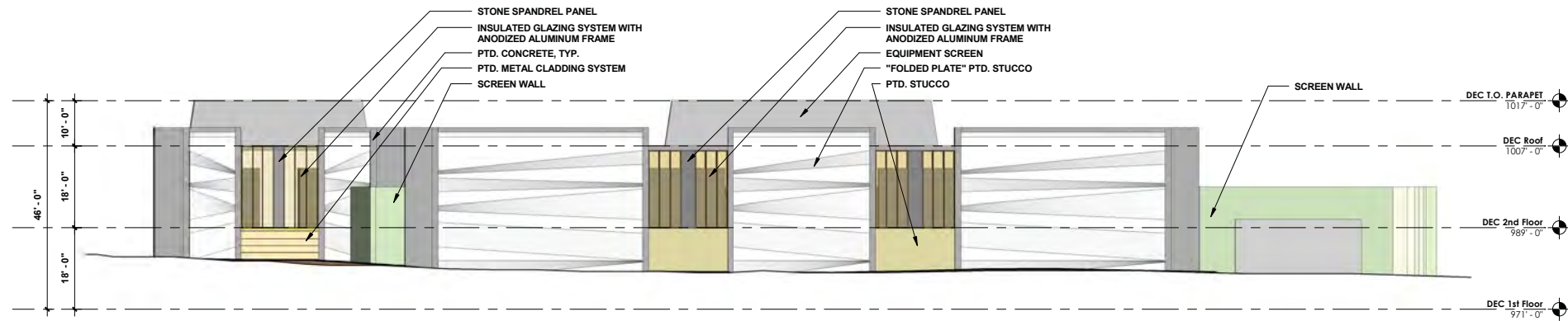
Architect at Site Plan approval after final utility locations and comments have been established.
Final design



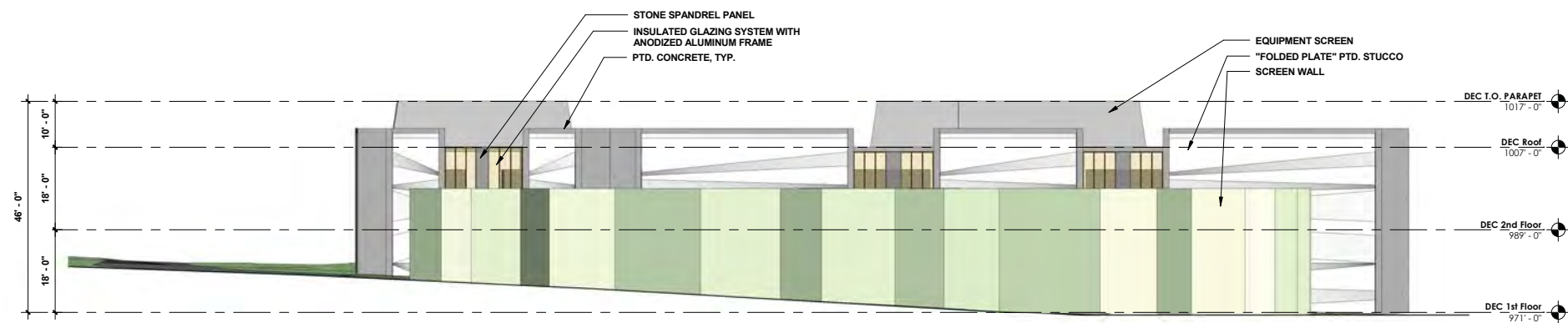
Architect at Site Plan approval after final utility locations and comments have been established.
Pending design.



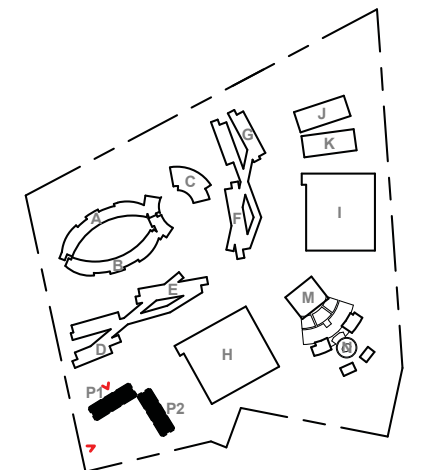
Depicted landscaping is preliminary. Final landscape design to be provided by landscape architect at Site Plan approval after final utility locations and easements have been established.



2 West DEC Elevation
1/16" = 1'-0"



1 South DEC Elevation
1/16" = 1'-0"



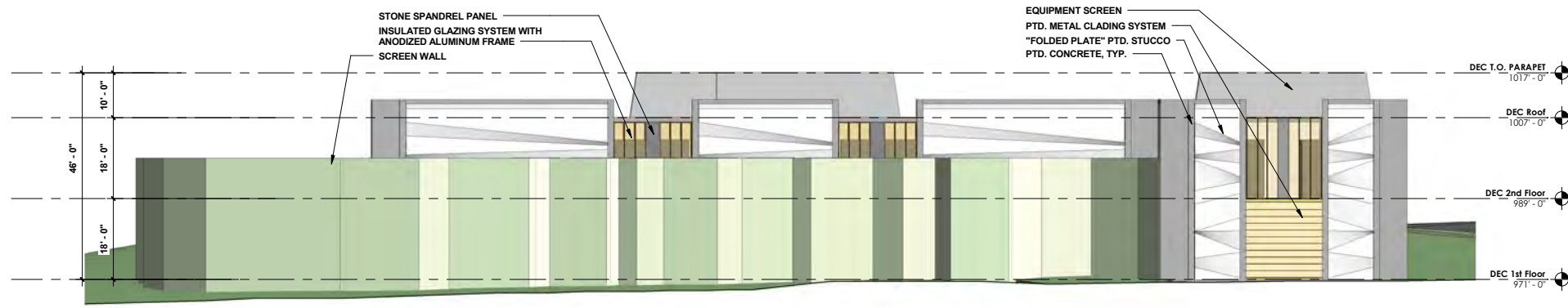
THE BACKYARD
DISTRIBUTED ENERGY CENTER

bercy chen studio LP

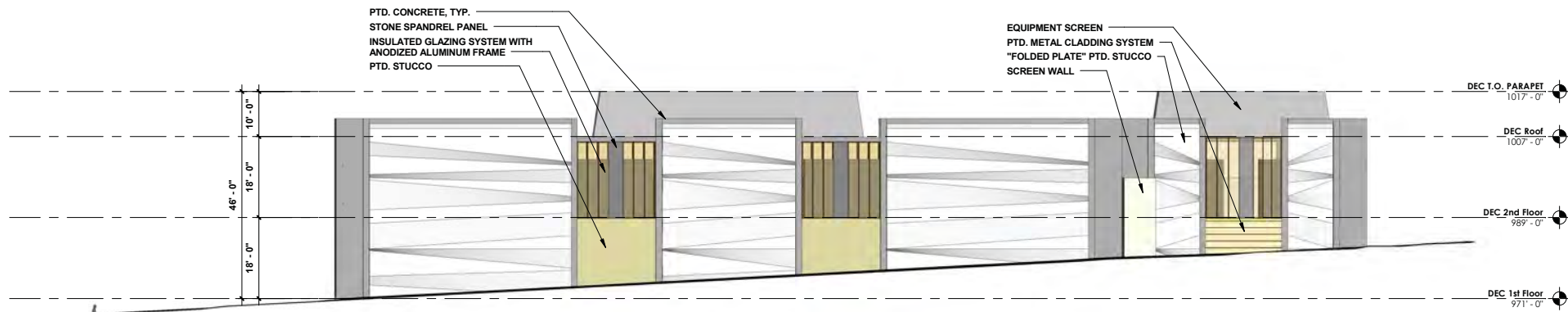
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8 November 2016

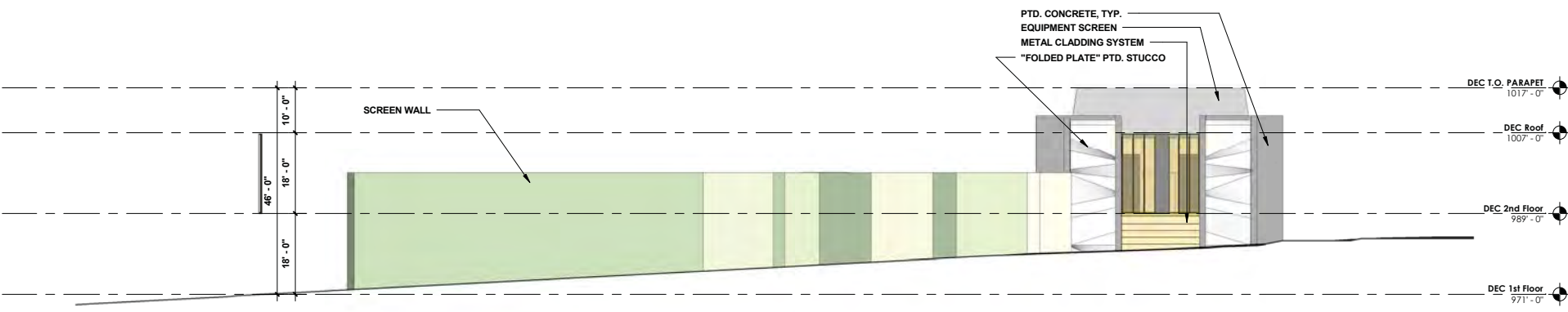
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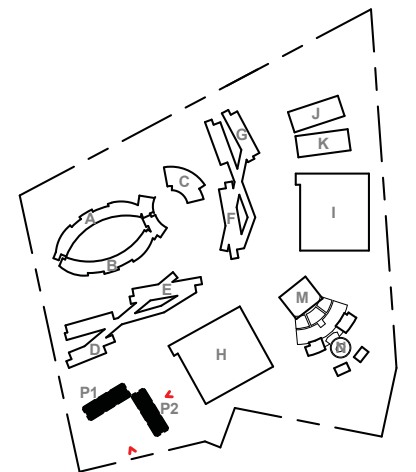
3 East DEC Elevation
1/16" = 1'-0"



2 North DEC Elevation - Phase 2
1/16" = 1'-0"



1 North DEC Elevation - Phase 1
1/16" = 1'-0"

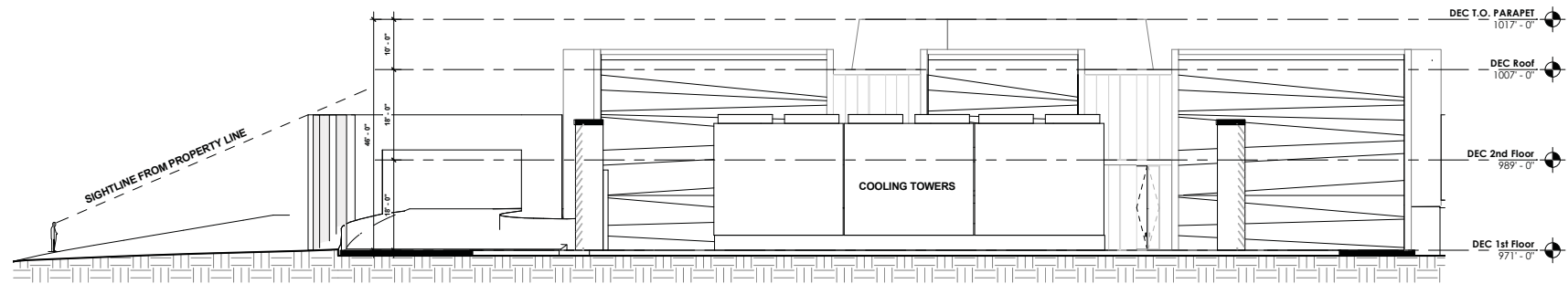


THE BACKYARD
DISTRIBUTED ENERGY CENTER

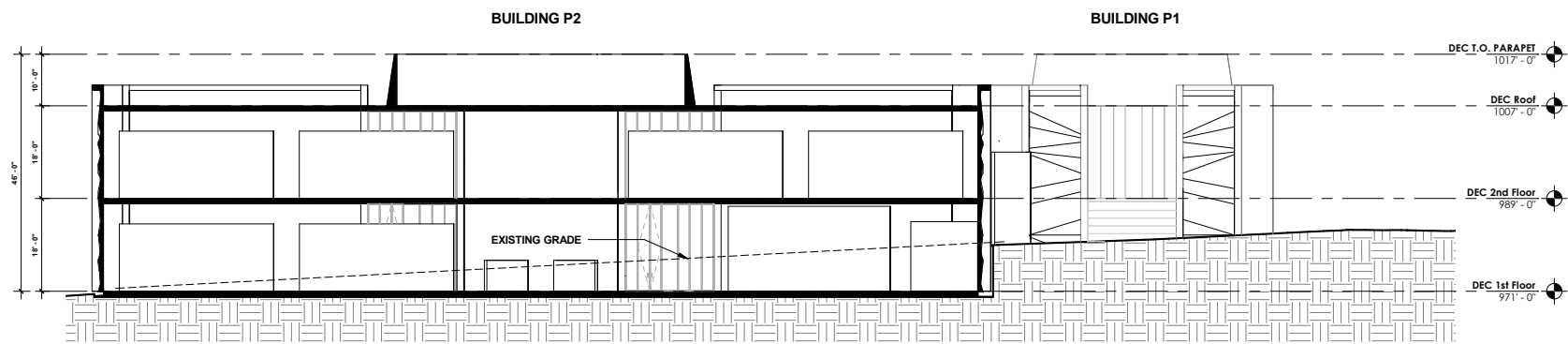
bercy chen studio LP

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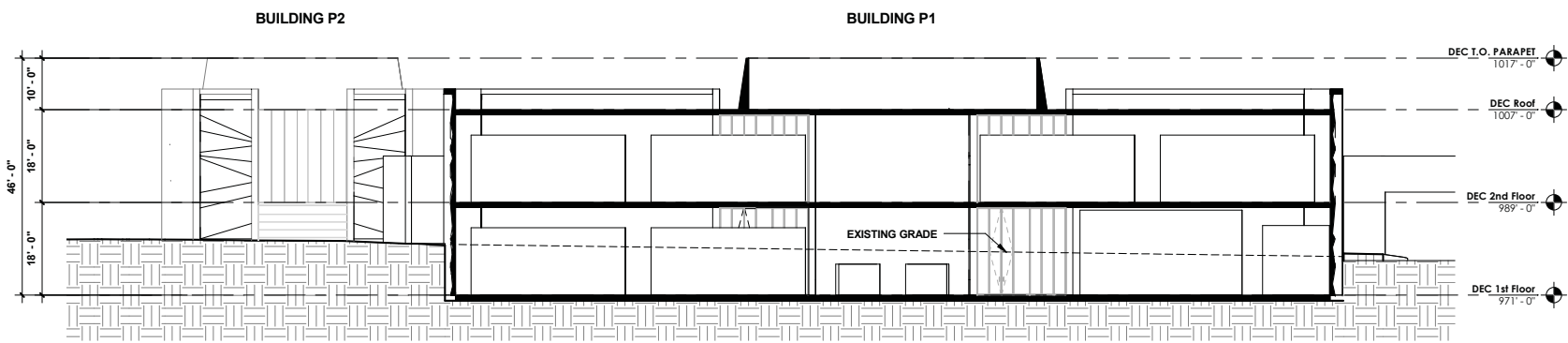
8 November 2016
Scale 1/16" = 1'-0"



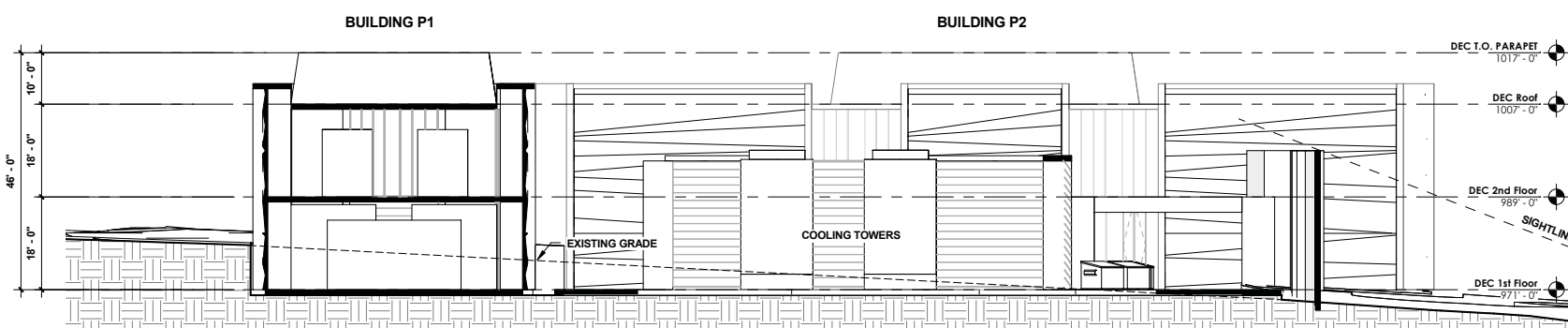
4 Yard East/West Section
1/16" = 1'-0"



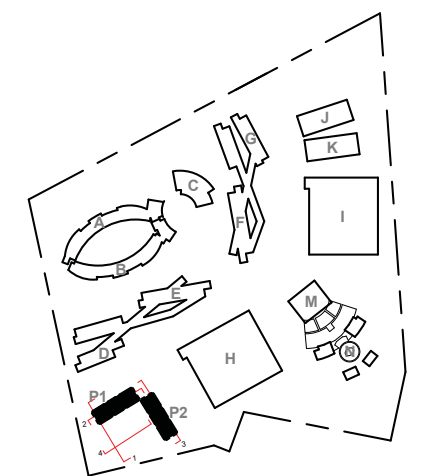
3 P2 North/South Section
1/16" = 1'-0"



2 P1 East/West Section
1/16" = 1'-0"



1 P1 North/South Section
1/16" = 1'-0"



THE BACKYARD
DISTRIBUTED ENERGY CENTER

bercy chen studio LP

EXHIBIT E

Traffic Management Plan

16-323: Backyard at Bee Cave Planned Development District Amendment

Approved 13 December 2016



Memo

Date: Wednesday, June 21, 2017

Project: The Backyard TIA

To: Lindsey Oskoui, City of Bee Cave, Kerri Collins, Parsons Brinkerhoff

From: Leslie Pollack, P.E., PTOE, HDR

Subject: The Backyard Event Traffic Management Plan

The purpose of this memo is to summarize the provisions required for the Backyard venue to be open and the traffic management plan that will be utilized when events take place at the Backyard venue. **It should be noted that this plan is preliminary and should be revisited as the development moves into the site plan stage.**

Event Provisions

The following provisions have been identified as required before the Backyard venue can be re-opened:

1. Willie Way will be constructed as a full-purpose roadway, with two inbound and outbound lanes.
2. Installation of a traffic signal at Willie Way.
3. Extend the westbound left-turn lane bay on Bee Cave Parkway to maximize the storage without impeding access to the park driveway to the east.
4. Construct the eastbound right-turn lane to provide a channelized, free-flowing right-turn movement from Bee Cave Parkway onto Willie Way.
5. The structured parking Garage H is completed and opened for use.
6. The Backyard venue even traffic will be limited to ticket sales of 2,000 attendees until access to SH 71 is obtained, after which ticket sales will be limited to 3,410 attendees.

Traffic Management Plan

The existing venue hosts concerts and events on two stages: The Backyard and The Glen at the Backyard. Events at The Backyard will have a maximum occupancy of approximately 3,410 attendees. The Glen at the Backyard is a smaller venue which hosts events with an occupancy of approximately 500 attendees. Events at the Backyard and the Glen at the Backyard will not occur simultaneously. Typical average vehicle occupancy for these shows is 2.7 persons/vehicle and event traffic will be parked in the garages built as part of this project.

For Phase 1, the Backyard venue will limit ticket sales to 2,000 attendees until SH 71 access is provided. Once the second parking garage is constructed and SH 71 access is obtained, ticket sales will be increased to the venue's maximum occupancy of approximately 3,410 attendees. "Before event" and "after event" signal timing plans will be used at the intersection of Bee Cave Parkway and Willie Way, along with police officers, to facilitate entry and exit of vehicles.

Vehicles accessing the site for events will travel the length of Willie Way through the roundabout to access Garage H, through its' two entrances. For maximum occupancy events, the two entrances at Garage I will be utilized for event parking; vehicles will still travel the length of Willie Way through the roundabout access Garage I. Venue provided flaggers will be on-site and place traffic cones to direct vehicles to access the garage entrances evenly and manage the traffic. It is anticipated that a parking system will be utilized in the garages; however, the parking system will not be in operation during an event at the Backyard, allowing vehicles to enter the parking garages freely.



The Phase 1 and Full Occupancy Event Management Exhibits depict preliminary traffic management plans. Please feel free to contact me if you have any questions or need additional information.

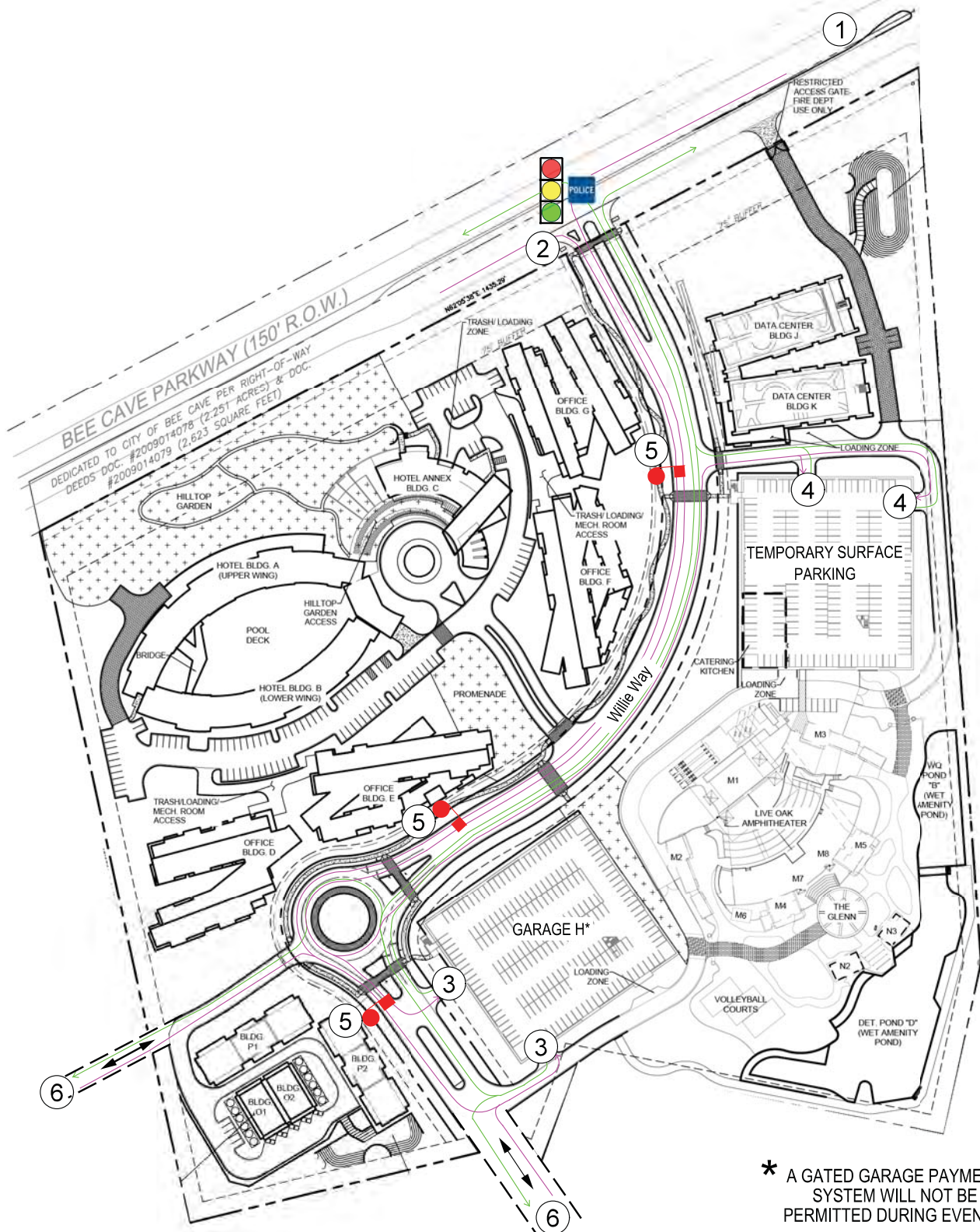
Sincerely,

A handwritten signature in black ink that reads "Leslie D. Pollack". The signature is written in a cursive style.

Leslie D. Pollack, P.E., PTOE

Project Manager

cc: Christopher Milam, Backyard Partners LLC
Amanda Brown, Talley Williams, Metcalfe Wolff Stuart & Williams, LLP
Lance Oriti, Bury, Inc.
Lindsey Oskoui, City of Bee Cave



* A GATED GARAGE PAYMENT SYSTEM WILL NOT BE PERMITTED DURING EVENTS.

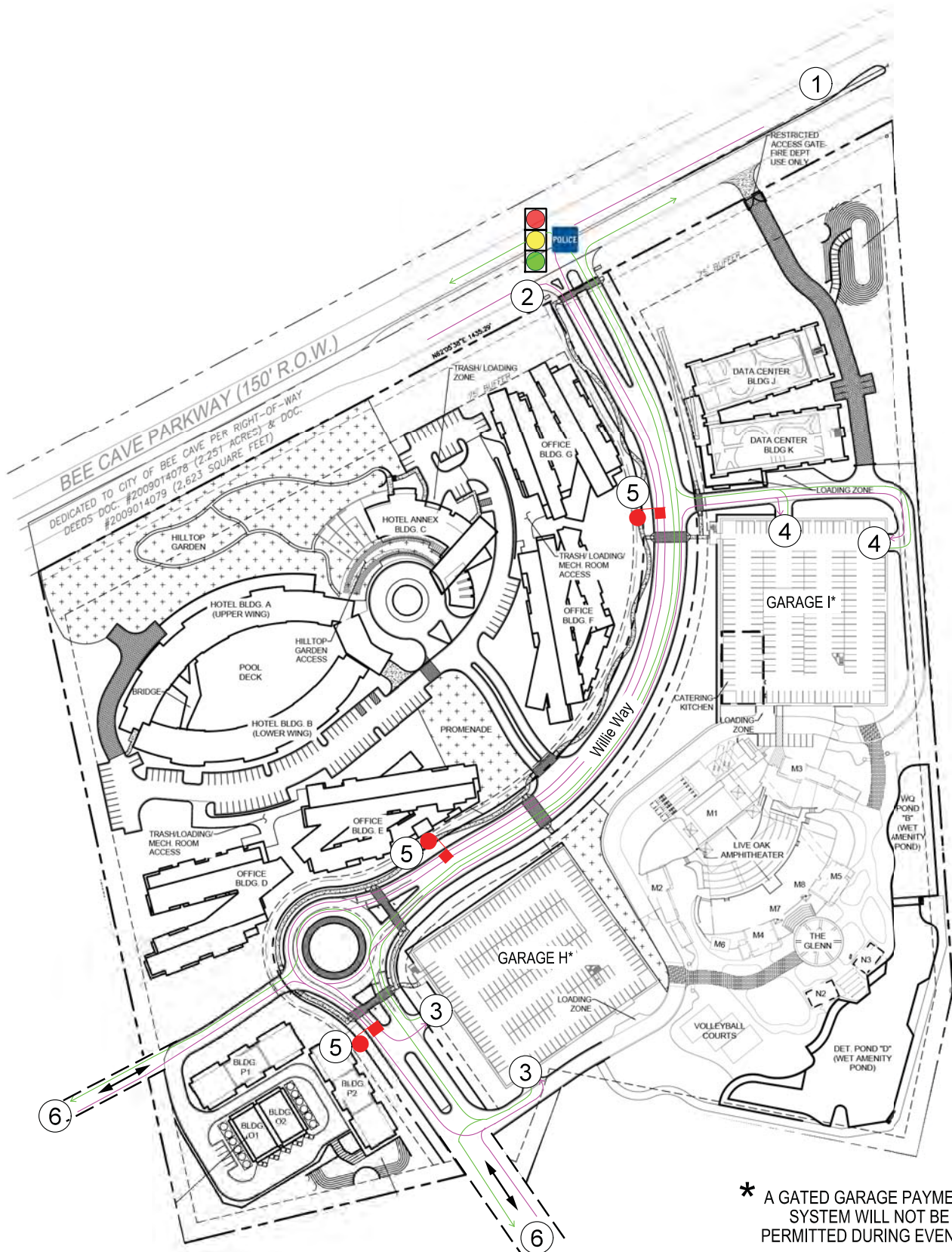
LEGEND

- ① = Westbound left-turn lane extension
- ② = Channelized, free-flowing eastbound right-turn lane
- ③ = Parking Garage H Entrances
- ④ = Surface Parking Entrances
- ⑤ = Venue Flagger
- ⑥ = Potential Location for Connection to SH 71

- = Traffic signal with "Before Event" and "After Event" signal timing plans
- = Police Officer
- = Venue Flagger
- = Enter
- = Exit

more locations may be determined after the venue is operational.

**PHASE 1 EVENT
TRAFFIC MANAGEMENT
EXHIBIT**



* A GATED GARAGE PAYMENT SYSTEM WILL NOT BE PERMITTED DURING EVENTS.

LEGEND

- ① = Westbound left-turn lane extension
- ② = Channelized, free-flowing eastbound right-turn lane
- ③ = Parking Garage H Entrances
- ④ = Parking Garage I Entrances
- ⑤ = Venue Flagger
- ⑥ = Potential Location for Connection to SH 71

- = Traffic signal with "Before Event" and "After Event" signal timing plans
 - = Police Officer
 - = Venue Flagger
 - = Enter
 - = Exit
- more locations may be determined after the venue is operational.

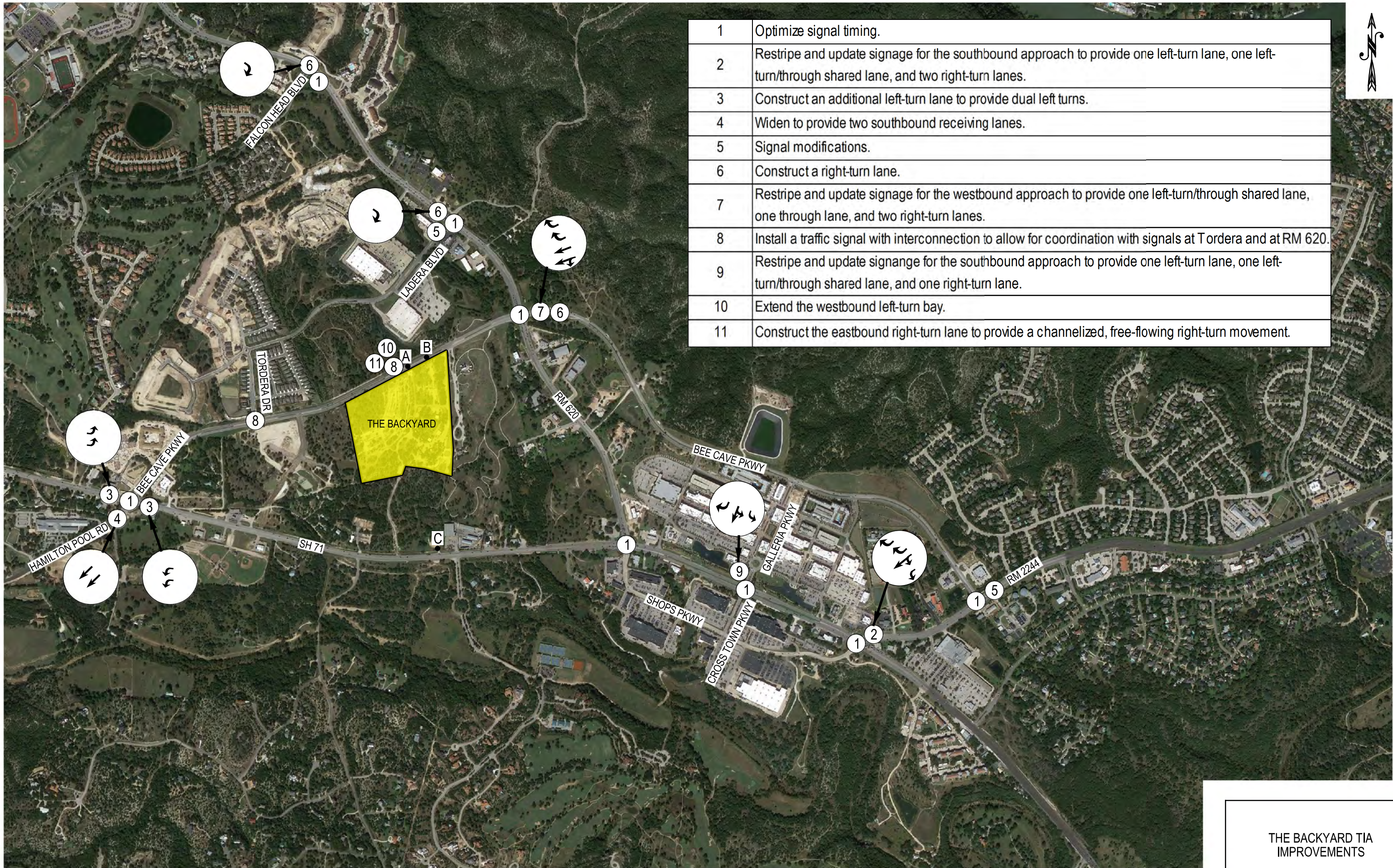
**FULL OCCUPANCY EVENT
TRAFFIC MANAGEMENT
EXHIBIT**

EXHIBIT F

Traffic Improvements

16-323: Backyard at Bee Cave Planned Development District Amendment

Approved 13 December 2016



1	Optimize signal timing.
2	Restripe and update signage for the southbound approach to provide one left-turn lane, one left-turn/through shared lane, and two right-turn lanes.
3	Construct an additional left-turn lane to provide dual left turns.
4	Widen to provide two southbound receiving lanes.
5	Signal modifications.
6	Construct a right-turn lane.
7	Restripe and update signage for the westbound approach to provide one left-turn/through shared lane, one through lane, and two right-turn lanes.
8	Install a traffic signal with interconnection to allow for coordination with signals at T ordera and at RM 620.
9	Restripe and update signange for the southbound approach to provide one left-turn lane, one left-turn/through shared lane, and one right-turn lane.
10	Extend the westbound left-turn bay.
11	Construct the eastbound right-turn lane to provide a channelized, free-flowing right-turn movement.



THE BACKYARD TIA IMPROVEMENTS

**The Backyard TIA
Traffic Improvement (Site+Off-Site) Preliminary Opinion of Probable Costs and and Pro-Rata Fiscal Share**

Assumptions:

1. All estimates are preliminary and may change based on site details and design details
2. No ROW or easement costs are assumed in the estimate. This estimate will be developed and included at Site Plan.
3. Utility relocation costs are not included in the estimate. This estimate will be developed and included at Site Plan.
4. The developer is ultimately responsible for pro rata share of all actual costs, including ROW and easement acquisitions, utility costs, design, etc. The estimate will be updated at Site Plan.

ALL IMPROVEMENTS

Intersection	Recommended Improvements	Backyard Pro-Rata	Approximate Improvement Cost	Backyard Fiscal Share
SH 71 and RM 2244/Shops Parkway	§ Restripe and update signage on the southbound approach to provide one left-turn lane, one left-turn/through shared lane, and two right-turn lanes.	2.3%	\$2,596.00	\$59.71
	§ Optimize signal timing. (2 Buildouts)	2.3%	\$10,000.00	\$230.00
SH 71 and Galleria Parkway/Cross Town Parkway	§ Restripe and update signage on the southbound approach to provide one left-turn lane, one left-turn/through lane, and one right-turn lane.	0.0%	\$2,525.00	\$0.00
	§ Optimize signal timing.	0.0%	\$5,000.00	\$0.00
SH 71 and RM 620	§ Optimize signal timing.	1.9%	\$5,000.00	\$95.00
SH 71 and Hamilton Pool Road/Bee Cave Parkway	§ Construct an additional eastbound left-turn lane to provide dual left turns.	13.5%	\$797,843.50	\$107,708.87
	§ Construct an additional westbound left-turn lane to provide dual left turns.	3.3%	\$797,843.50	\$26,328.84
	§ Widen Hamilton Pool Road to provide two southbound receiving lanes.	3.3%	\$274,553.00	\$9,060.25
	§ Optimize signal timing. (2 Buildouts)	3.3%	\$10,000.00	\$330.00
RM 2244 and Bee Cave Parkway	§ Install a southbound right-turn overlap phase	9.3%	\$9,077.00	\$844.16
	§ Optimize signal timing. (2 Buildouts)	2.5%	\$10,000.00	\$250.00
Galleria Parkway and Bee Cave Parkway	§ No improvements.	-	-	\$0.00
RM 620 and Bee Cave Parkway	§ Construct a westbound right-turn lane. ***	100.0%	\$1,200,000.00	\$1,200,000.00
	§ Restripe and update signage on the westbound approach to provide one left-turn/through lane, one through lane, and two right-turn lanes. **	0.0%	\$0.00	\$0.00
	§ Optimize signal timing.	5.3%	\$5,000.00	\$265.00
RM 620 and Ladera Boulevard	§ Construct a southbound right-turn lane.	5.0%	\$171,559.00	\$8,577.95
	§ Modify the eastbound and westbound signal heads to provide permissive-only phasing.	8.7%	\$56,704.00	\$4,933.25
	§ Optimize signal timing and phasing.	3.9%	\$5,000.00	\$195.00
RM 620 and Falcon Head Boulevard	§ Construct a southbound right-turn lane.	4.1%	\$277,457.00	\$11,375.74
	§ Optimize signal timing.	3.1%	\$5,000.00	\$155.00
Tordera Drive and Bee Cave Parkway	§ Install a traffic signal.	6.6%	\$200,000.00	\$13,200.00
Bee Cave Parkway and Driveway A (Backyard)	§ Install a traffic signal with interconnection to allow for coordination with signals at Tordera and at RM 620. *	100.0%	\$200,000.00	\$200,000.00
	§ Extend left-turn bay and Construct the eastbound right-turn lane to provide a channelized, free-flowing right-turn movement. *	100.0%	\$183,822.00	\$183,822.00
Bee Cave Parkway and Driveway B (Terrace)	§ Install a traffic signal. (Median relocation will be completed as part of the site development.) *	0.0%	\$200,000.00	\$0.00
				\$1,767,430.76

* To be constructed by the developer as part of the site development

** Construction cost included in the Westbound Right Turn Lane at RM 620 and Bee Cave Parkway

*** To be constructed by the developer as part of the Backyard site development, unless the Terrace development timeline moves up and is completed first.

EXHIBIT G

Description of Property from which Transfer of Impervious Cover is being Repealed

2.553 acres being a portion of the William P. Moore Survey No. 525, Abstract No. 557, the Jarrett Medlin Survey No. 520, Abstract No. 539 and the Orran Wade Survey No. 540, Abstract No. 811 Travis County, Texas, being all of that certain called 2.553 acre tract described in the General Warranty Deed to John Paul Dejoria, Trustee of the John Paul Dejoria Family Trust of record in Document No. 2012031804, Official Public Records of Travis County, Texas.

16-323: Backyard at Bee Cave Planned Development District Amendment
Approved 13 December 2016

EXHIBIT H

Tree Removal Remediation Plan

16-323: Backyard at Bee Cave Planned Development District Amendment

Approved 13 December 2016



LEGEND

- BIGTOOTH MAPLE
 - SHUMARD OAK
 - LIVE OAK
 - CEDAR ELM
 - BALD CYPRESS
 - EXISTING TREES TO REMAIN - 4,029
- 3,006 INCHES PROPOSED (OF WHICH NO MORE THAN 25% SHALL BE THE SAME SPECIES)

PROPOSED TREE SUMMARY

	QUANTITY	INCHES
2" CAL.	21	42
3" CAL.	32	96
4" CAL.	396	1584
6" CAL.	214	1284
TOTALS	663	3006

LOT 1, BLOCK "B"
 REPLAT OF THE HOME
 DEPOT ADDITION
 DOC. #200200218



LEGEND

- BIGTOOTH MAPLE
- SHUMARD OAK
- LIVE OAK
- CEDAR ELM
- BALD CYPRESS
- EXISTING TREES TO REMAIN

75' BUFFER ASSUMPTIONS

- INCLUDES PROPOSED 15' WIDE WATER LINE EASEMENT
- INCLUDES FUTURE 10' WIDE HIKE AND BIKE TRAIL FROM WILLIE WAY TO HILLTOP GARDEN
- EXISTING 15' ELECTRIC EASEMENT WILL BE VACATED WEST OF WILLIE WAY AND REMAIN EAST OF WILLIE WAY

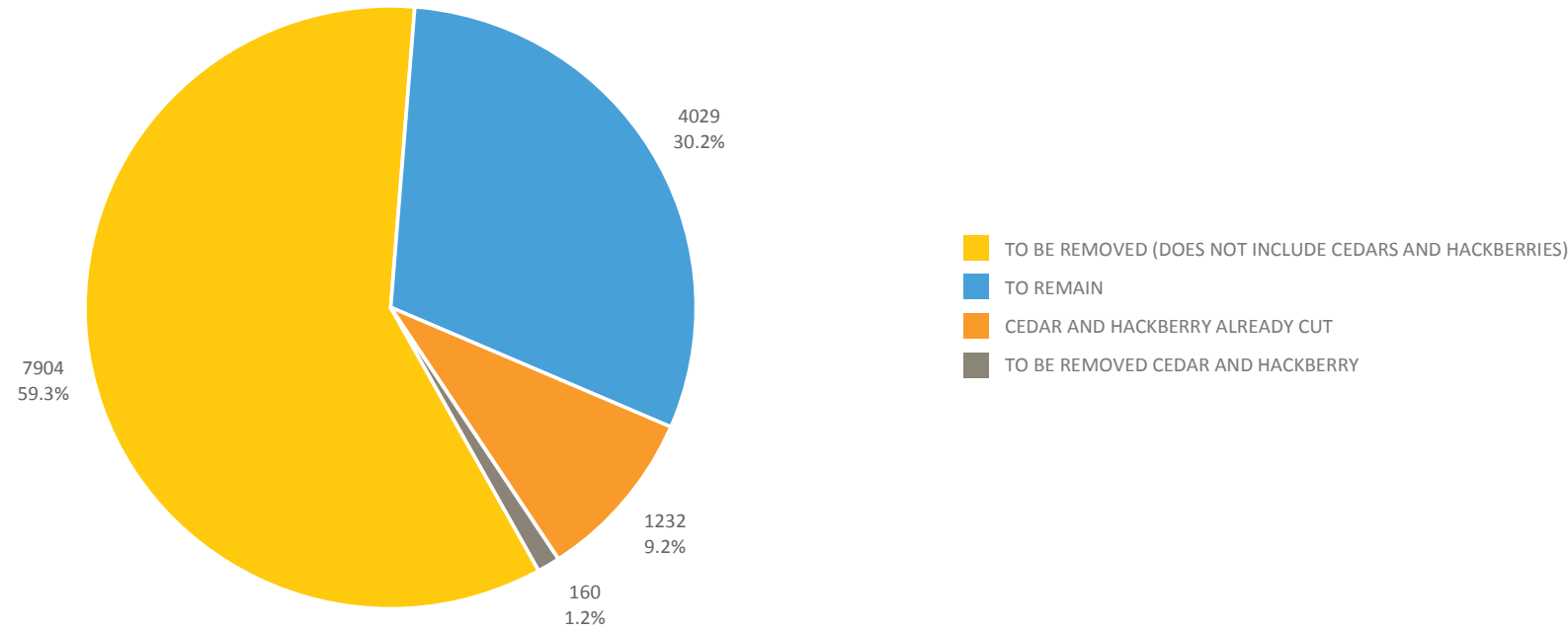
CODE REQUIREMENTS

BEE CAVE PARKWAY LINEAR FEET (EXCLUDING STREET ACCESS)-	1,333 LINEAR FEET
CODE REQUIREMENT PER 100 LINEAR FEET-	12 TREES (TOTALING 31 INCHES) PER 100 LINEAR FEET
TREE QUANTITY REQUIRED FOR 1,333 LINEAR FEET-	160 TREES
TREE INCHES REQUIRED FOR 1,333 LINEAR FEET-	413 INCHES

TREE SUMMARY CALCULATIONS

	QUANTITY	INCHES
EXISTING TREES		
VARIES	102	870
PROPOSED TREES		
2" CAL.	21	42
3" CAL.	32	96
4" CAL.	75	300
PROPOSED TREES IN THE BUFFER	128	438
TOTAL TREES IN THE BUFFER	230	1308

TREE PERCENTAGE SUMMARY



TOTAL EXISTING INCHES	13,325
TOTAL INCHES TO BE REMOVED (DOES NOT INCLUDE CEDARS AND HACKBERRIES)	7,904
CEDAR AND HACKBERRY INCHES TO BE REMOVED	160
TOTAL INCHES OF CEDAR AND HACKBERRY ALREADY REMOVED	1,232
TOTAL INCHES TO BE PRESERVED	4,029

MITIGATION CALCULATIONS

TREE PRESERVATION REQUIREMENTS (INCLUDES MITIGATION FOR CEDARS AND HACKBERRIES 12" AND GREATER)	
TOTAL EXISTING INCHES	13,325
CEDAR AND HACKBERRY UNDER 12" (INCLUDES TREES ALREADY REMOVED)	1,546
TOTAL EXISTING INCHES EXCLUDES CEDAR AND HACKBERRY UNDER 12"	11,779
TOTAL INCHES REQUIRED TO REMAIN = 60% OF EXISTING TREES EXCLUDING CEDAR AND HACKBERRY UNDER 12"	7,067
TOTAL PRESERVATION CREDIT (INCLUDES 150% FOR 12" AND LARGER TREES AND 115% FOR TREE CLUSTERS)	4,622
TREE INCHES REQUIRED TO BE REPLACED *	2,445

* THESE REPLACEMENT INCHES SHALL BE LOCATED OUTSIDE OF THE 75' BUFFER SETBACK

ADDITIONAL MITIGATION FOR TREES ALREADY REMOVED	
INCHES OF CEDAR AND HACKBERRY ALREADY CUT	1,232
INCHES TO BE MITIGATED (10%)	123

PROPOSED TREE INCHES IN THE BUFFER (SEE 75' LANDSCAPE BUFFER CONCEPT PLAN)	438
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TOTAL TREE INCHES PROPOSED= 2,445" + 123" + 438"= 3,006"

EXHIBIT I

Distributed Energy Center (DEC) Development Standards and Description of Operations

16-323: Backyard at Bee Cave Planned Development District Amendment
Approved 13 December 2016

Distributed Energy Center

The Microgrid receives energy from multiple sources and manages the usage and delivery of these energies to minimize waste and emissions. Energy sources for this Microgrid will be sourced from a combination of Austin Energy, onsite gas-fired generators, and harvesting of the exhaust heat from the generators to produce hot and chilled water to be used for environmental controls and culinary purposes. The primary source of energy for the Development will be produced in the Distributed Energy Center on a 24/7 basis and distributed to the various facilities through electrical, hot and chilled water loops. These loops will be placed underground, connecting the Distributed Energy Center to each building.

The primary design objective of the Backyard Microgrid is to utilize every possible mMBTU of natural gas delivered on site for some utility purpose. The natural gas will first pass through the generators in the Distributed Energy Center, in which the gas is converted into both electricity and exhaust heat. While the electricity is utilized to serve the electric load of the development, the exhaust heat is harvested and recycled to produce hot water through a heat exchanger system and chilled water through the use of absorption chillers. As a result of this design effort, up to 95% of the natural gas delivered on site can be utilized for some purpose. This fuel efficiency is also carbon efficiency, and reduces the environmental impact to a corresponding degree.

To promote an educational environment, each generator will incorporate a sound-attenuating enclosure rated for 65 dB at 10 feet. This will ensure that conversations and lectures can be clearly heard inside, while eliminating sound outside of the Center. The cooling towers located outside utilize a high volume, low rpm design that reduces the sound footprint extensively. Total sound emissions from the cooling towers will be no greater than 73 dB at the source. Enclosing the cooling tower yard with buildings and fencing will mitigate this sound well below conversation level outside of the DEC area.

The power capacity of the Distributed Energy Center will be built-out using multiple generators, to a total capacity estimated to be approximately 18,000 kW (18 megawatts). Each generator has an uptime rating greater than 98%. Arranging the generators together in an array enables a total system uptime of greater than 99.999% with redundant generators built into the Center. However, to ensure energy security, the Development will maintain a tie to Austin Energy, which can deliver up to 3,000 kW of electricity. This “backup” electricity provides extra assurance to the buildings’ owners, allowing for maintenance and repair of the system without any power outages.

The Distributed Energy Center itself will be designed to minimize safety and environmental hazards. Both the generators and the gas supply line will be protected with shut-off valves that can be operated manually or by the control system to eliminate fuel supply to any fires. The generators themselves are NFPA rated for commercial use. Oil containment will be built into the generator pedestals, preventing the spread of any lube oil that rarely escapes from the

generators and provide for easy clean-up. All visitors will receive an in-depth safety presentation prior to any admittance into the operations areas of the facility.

The Distributed Energy Center is also being designed to be aesthetically pleasing. The façade of the building will be either tilt-wall or structural steel with masonry cladding construction and follow the design requirements of the City of Bee. The Center will be built with clean and uninhibited walkways to allow for tours throughout the facility. Outside of the Center, the cooling towers supporting the absorption chilling system are being designed to minimize visual impact.

The Distributed Energy Center is approved to provide power, HVAC, and other utilities on-site only. Any expansion of the facility or request to serve off-site requires an amendment to the PDD.

EXHIBIT J

Community Garden Concept Plan

16-323: Backyard at Bee Cave Planned Development District Amendment

Approved 13 December 2016



Community Garden - The "Old" Backyard

Concept Plan

NOTE: FINAL DESIGN MAY INCLUDE A PORTION OF A PEDESTRIAN CROSSING ACROSS HIGHWAY 71



February 24, 2017

The information shown is based on the best information available and is subject to change without notice.