

ORDINANCE NO. 389

AN ORDINANCE OF THE CITY OF BEE CAVE, TEXAS (“CITY”) AMENDING ZONING FOR THE DEVELOPMENT KNOWN AS VILLAGE AT SPANISH OAKS FROM MIXED USE (“MU”) TO MIXED USE PLANNED DEVELOPMENT DISTRICT (“MU-PDD”) AND FROM AGRICULTURAL USE TO MIXED USE PLANNED DEVELOPMENT DISTRICT IN FURTHERANCE OF A DEVELOPMENT AGREEMENT DESCRIBED HEREIN BETWEEN THE CITY (FORMERLY “VILLAGE”) OF BEE CAVE AND CCNG DEVELOPMENT COMPANY, L.P., FOR APPROXIMATELY 80.37 ACRES LOCATED AT APPROXIMATELY 13453 STATE HIGHWAY 71 WEST AND WHICH PROPERTY IS DESCRIBED IN EXHIBIT “A” ATTACHED HERETO (THE “PROPERTY”); APPROVING A CONCEPT PLAN FOR THE PROJECT, ATTACHED HERETO AS EXHIBIT “B” (“CONCEPT PLAN”); APPROVING SPECIAL DEVELOPMENT STANDARDS AND CONDITIONS, ATTACHED HERETO AS EXHIBIT “C” (“DEVELOPMENT STANDARDS”); APPROVING THE PARCEL LAND USE TABLE, ATTACHED HERETO AS EXHIBIT “D”; APPROVING APPLICABLE ORDINANCES ATTACHED HERETO AS EXHIBIT “E”; APPROVING THE TRAFFIC IMPACT ANALYSIS AND PROPERTY OWNER (“OWNER”) CONTRIBUTIONS FOR MITIGATION ATTACHED HERETO AS EXHIBIT “F”; 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 Property is a part of the lands described in the Development Agreement entered into by and between the City of Bee Cave (formerly “Village”), Texas and CCNG Development Company dated April 26, 1999 (“Development Agreement”) and a portion of the Property was previously zoned as Mixed Use District in Ordinance No. 01-03-13-A and portions annexed into the city limits in Ordinance No. 308 were zoned Agriculture use by default and have not yet received permanent zoning. The zoning applicant has requested that a zoning amendment be approved for a Mixed Use project located on the

Property described in Exhibit “A”, attached hereto, which was contemplated in the Development Agreement and which project will comply with certain portions of the Development Agreement and will comply with certain portions of the City’s Code of Ordinances as of January 24, 2017, as described in this Ordinance and accompanying exhibits (the “Project”); 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, this proposed Project is a phase of and continuation of the overall Spanish Oaks community, which has been governed by a Development Agreement between the then Village of Bee Cave and CCNG Development Company, L.P. fully executed and agreed as of April 26, 1999; and

WHEREAS, this MU-PDD is in keeping with the original Concept Plan included in the 1999 Development Agreement, which called for less dense, luxury single-family homes and golf on the south side of Little Barton Creek and more intense development on the north side of the creek, along Highway 71. Since 1999, the development has followed that pattern; however, upon full build out based on this ordinance, the master plan will be only approximately half of its original allowable density. The Development Agreement contemplated a density of three LUEs per acre across 1,211 acres for a total permitted density of over 3,600 LUEs. Upon completion of The Village at Spanish Oaks as submitted herein, the Spanish Oaks master plan will use only approximately half of that number; and

WHEREAS, the proposed Project was initiated with plat, site plan and development plan submittals prior to the expiration of the Development Agreement in April of 2014. This MU-PDD is an effort between the City and the Owner to add specificity and ensure the quality of a large, mixed-use master plan. As such, both City and Owner recognize that the graphic representations included in this MU-PDD are representative images only. Except for specific Development Standards, such as those measured in feet or percentages for example, many of the provisions of this Ordinance are conceptual and/or representative in nature as to many aspects of the Project, which have not yet been finally designed by engineers,

architects and other professionals.

WHEREAS, the proposed Project supports many of the objectives of the City's Comprehensive Plan and the City finds that the Project meets the objectives of the Comprehensive Plan and that the proposed uses are compatible with adjoining land uses;

WHEREAS, for purposes of this MU-PDD Ordinance, the term "Owner" shall mean the owner of the Property on the Effective Date of this Ordinance and its successors and assigns;

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 Ordinance No. 01-03-13-A and the portion of the Property zoned Agriculture is hereby amended as set out in this Ordinance, and the City Zoning Ordinance and Map of the City of Bee Cave, Texas, be, amended so as to grant a change of zoning for the Property from Mixed Use ("MU") and Agriculture ("Ag") to Mixed Use Planned Development District ("MU-PDD"), which Property is more fully described in Exhibit "A", attached hereto.

SECTION 3. Development Governance. The base zoning district upon which this PD District is based is Mixed Use. The Property shall be developed in accordance with the provisions of this Ordinance. Exhibit E lists the specific ordinances from the City's Code of Ordinances and the DA Ordinances, as defined below, that shall apply to this PDD. However, in the event of a direct conflict between this Ordinance and the City's Code of Ordinances, the terms of this Ordinance shall control. In the event this Ordinance, including Exhibit E, does not specifically address a particular development standard, then in such case, the previous City Ordinances in effect at the time the Development Agreement ("DA Ordinances") became effective shall apply and be used as the basis for any interpretation. The term "City's Code of Ordinances" shall mean any ordinances and requirements in effect as of January 24, 2017. Upon approval of this Ordinance, the Development Agreement shall no longer be applicable to development of the Property.

SECTION 4. Development of the Project. Phase I of the Project shall include all infrastructure and may include tree removal and mass grading from and including Spanish Oaks Club Boulevard to the west. Phase I will include the loop trail around the Property as depicted

on the Concept Plan B-17 as well as the regional water quality ponds on parcels O and P. The signal light at the Project entrance at Highway 71 and Village Oaks Drive shall be constructed in Phase I, though the signal light will not be made operational until it receives TxDot approval. Phase II shall include all infrastructure and may include tree removal and mass grading east of Spanish Oaks Club Boulevard. In conjunction with the first site plan application applicable to Phase II, Owner shall convey an easement, at the location depicted in the Concept Plan B-6 on its eastern boundary, to the City for a future vehicular and pedestrian connection from the Property to the adjoining property owned by the City. Vertical development on individual parcels may proceed in any order as individual buildings are initiated; however, no Certificate of Occupancy will be issued for vertical development on an individual parcel until the infrastructure and other public improvements are completed for the phase that includes that parcel and that parcel has at least two ingress/egress points. Parcels D and K will be available for subdivision and development upon availability of two ingress/egress points onto Spanish Oaks Club Boulevard and associated infrastructure and improvements to serve those parcels.

SECTION 5. Concept Plan. The Concept Plan for this Planned Development District, which is attached as Exhibit “B”, is made a part hereof for all purposes and is hereby approved for said Planned Development District as required by Chapter 32.03.015 of the City’s Code of Ordinances. 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 site plan (“Site Plan”) is approved for such use and/or development in accordance with the terms and conditions of this Ordinance.

SECTION 6. Uses. The City Council for the City hereby expressly permits and approves the uses as listed and described in the Parcel Land Use Table, Exhibit “D”, which is attached hereto and incorporated herein for all purposes. If there is a discrepancy between Exhibit “D” and any other part of this Ordinance, the uses as described in Exhibit “D” shall control. The City Council would not necessarily authorize such change of zoning to allow such uses, authorize a waiver of the City’s requirements or subdivision regulation or authorize any other waivers, absent the development of the Property in accordance with the Project depicted in Exhibit “B” and according to the Development Standards described in Exhibit “C”, and other exhibits attached to this Ordinance. The authority granted by this Ordinance is therefore specific to this Project as it has been represented in the Applicant’s application, as depicted in the Concept Plan and as described in the Development Standards unless this Ordinance is subsequently amended or modified by approval of the City Council or unless such changes or modification are expressly authorized by the City’s Code of Ordinances, DA Ordinances, Exhibit “C”, Exhibit “D” or Exhibit “E” to this Ordinance. Any other Permitted or Conditional uses allowed in a Mixed Use District other than the uses authorized by this Ordinance must be approved by a future zoning ordinance in accordance with the City’s Code of Ordinances.

SECTION 7. Repealer. All ordinances or parts of ordinances in force regarding the zoning of this Property when the provisions of this Ordinance become effective are hereby repealed.

SECTION 8. That should any sentence, paragraph, subdivision, clause, phrase or section of this ordinance be adjusted or held to be unconstitutional, illegal or invalid, the same shall not affect the validity of this ordinance as a whole or any part or provision thereof, other than the part so declared to be invalid, illegal or unconstitutional.

SECTION 9. Termination. In the event that a Site Plan for Phase 1 of the Project is not submitted within four years from the Effective Date of this Ordinance and obtained by the Owner within five years from the Effective Date of this Ordinance, this Ordinance (and, if applicable, the Site Plan for Phase I) will automatically terminate and be of no further force or effect, unless this deadline is extended by the City Council prior to the expiration date. If no progress towards completion of Phase I of the Project has occurred within two years from the date of issuance of the Site Plan Permit, this Ordinance (and if applicable the Site Plan for Phase I) will automatically terminate and be of no further force or effect, unless this deadline is extended by the City Council prior to the expiration date. In the event that this Ordinance expires, the Property that is the subject of this PDD Ordinance shall be developed as Mixed Use in accordance with the Code of Ordinance requirements in effect at the time of development.

SECTION 10. That any person, firm or corporation violating any of the provisions of this ordinance shall be deemed guilty of a misdemeanor and, upon conviction in the municipal court of the City of Bee Cave, Texas, shall be punished by a fine not to exceed the sum of two thousand dollars (\$2,000.00) for each offense, and each and every day of any such violation shall be deemed to constitute a separate offense, in accordance with the City's Code of Ordinances.

SECTION 11. Effective Date. That this Ordinance shall take effect immediately from and after its passage.

SECTION 12. 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 AND APPROVED by the City Council of the City of Bee Cave, Texas, on the 23rd day of October, 2018.

CITY OF BEE CAVE, TEXAS



Monty Parker, Mayor

ATTEST:



Kaylynn Holloway, City Secretary

[SEAL]

APPROVED AS TO FORM:



Patty L. Akers, City Attorney

Exhibit "A"

Property Description

FIELD NOTE DESCRIPTION

DESCRIPTION OF 80.370 ACRES OF LAND IN THE NANCY GIBSON SURVEY NO. 521, ABSTRACT NO. 322 AND THE JARRETT MEDLIN SURVEY NO. 520, ABSTRACT NO. 539, TRAVIS COUNTY, TEXAS, SAID 80.370 ACRES OF LAND, BEING A PORTION OF THAT CERTAIN CALLED 26.762 ACRES (28.613 ACRES, SAVE AND EXCEPT 1.821 ACRES), DESIGNATED AS EXHIBIT A-1, AND ALSO BEING ALL OF THAT CERTAIN CALLED 18.716 ACRES, DESIGNATED AS EXHIBIT A-5, AND, ALSO BEING ALL OF THAT CERTAIN CALLED 5.278 ACRES DESIGNATED AS TRACT 1, EXHIBIT A-4 AND ALL OF THAT CERTAIN CALLED 25.592 ACRES, DESIGNATED AS TRACT 2, EXHIBIT A-4 AND ALL DESCRIBED IN THE SPECIAL WARRANTY DEED TO CCNG REAL ESTATE INVESTORS II, L.P. IN DOCUMENT NO. 2006123897, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, AND ALSO SAID 80.370 ACRES, BEING ALL OF LOT 1 AND LOT 2, BLOCK 'A', DESIGNATED AS SPANISH OAKS CLUB BOULEVARD, A VARIABLE WIDTH PRIVATE STREET, AND SHOWN ON SPANISH OAKS, SECTION V, A SUBDIVISION ACCORDING TO THE PLAT OF RECORD IN DOCUMENT NO. 200300184, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, AND ALSO BEING ALL OF LOT 1, BLOCK A, SPANISH OAKS OFFICE PARK PHASE ONE, A SUBDIVISION ACCORDING TO THE PLAT OF RECORD IN DOCUMENT NO. 201200109, OFFICIAL PUBLIC RECORD OF TRAVIS COUNTY, TEXAS; SAID 80.370 ACRES OF LAND, AS SURVEYED BY BOWMAN CONSULTING GROUP, LTD. AND SHOWN ON THE ACCOMPANYING SKETCH AS TRACT 1 (75.092 ACRES) AND TRACT 2 (5.278 ACRES), AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

TRACT 1 ~ 75.092 ACRES:

BEGINNING at a 5/8-inch steel rod found in the intersecting south right-of-way line of State Highway No. 71 and the west right-of-way line of Great Divide Drive, a 70 foot right-of-way as shown on The Homestead, a subdivision according to the plat of record in Plat Book 75, Page 132, Plat Records of Travis County, Texas, at the northwest corner of the said 25.592 acre tract, for the northwest corner and **POINT OF BEGINNING** of the tract described herein;

THENCE with the south right-of-way line of State Highway No. 71 and with the north lines of the said 25.592 acre tract, said Lot 1, Block A, Spanish Oaks, Section V, said Lot 1, Block A, Spanish Oaks Office Park Phase One, and the said 26.792 acre tract, with the north line of the tract described herein, the following five (5) courses and distances:

1. with an arc of curve to the left, having a radius of 2954.80 feet, an arc distance of 647.03 feet, and a chord which bears S 89°02'19" E, a distance 645.74 feet to a 1/2-inch steel rod with a cap stamped "LOOMIS" previously set for a point of curvature,
2. N 84°41'28" E, a distance 532.28 feet to a mag nail found in the intersecting south right-of-way line of State Highway No. 71 and the west line of said Spanish Oaks Club Boulevard, at the northwest corner of said Lot 1, Block A, Spanish Oaks, Section V and the northeast corner of the said 25.592 acre tract,
3. N 84°41'49" E, a distance 104.95 feet to a 1/2-inch steel rod with a cap stamped "M&S 1838" found at the northeast corner of said Lot 1, Block A, Spanish Oaks, Section V and the northwest corner of said Lot 1, Block A, Spanish Oaks Office Park Phase One;
4. N 84°41'28" E, a distance 516.01 feet to a 1/2-inch steel rod with a cap stamped "LOOMIS" previously set in the south right-of-way line of State Highway No. 71, same being the north line of the said 26.792 acre tract, for the northeast corner of said Lot 1, Block A, Spanish Oaks Office Park Phase One, and

5. N 84°41'28" E, a distance 488.25 feet to a 1/2-inch steel rod found at the northwest corner of that certain called 1.821 acres described in the Special Warranty Deed to Tosk, Inc. of record in Document No. 2005023259, Official Public Records of Travis County, Texas, for the most northerly northeast corner of the tract described herein;

THENCE leaving the south right-of-way line of State Highway No. 71, crossing the said 26.792 acre tract, with the west and south lines of the said 1.821 acre tract, with a northeast line of the tract described herein, the following three (3) courses and distances:

1. S 05°20'57" E, a distance 69.81 feet to a 1/2-inch steel rod with a cap stamped "M&S 1838" found at an angle point,
2. S 43°56'53" E, a distance 382.33 feet to a 1/2-inch steel rod found at an angle point, and
3. S 82°27'19" E, a distance 73.30 feet to a 1/2-inch steel rod found in the east line of the said 26.792 acre tract and the west line of Lot 1, Park Place, a subdivision according to the plat of record in Plat Book 94, Pages 47 and 48, Plat Records of Travis County, Texas, at the southeast corner of the 1.821 acre tract, for an angle point in the northeast line of the tract described herein;

THENCE with the east line of the said 26.792 acre tract and the west line of said Lot 1, Park Place, continuing with the northeast line of the tract described herein, the following two (2) courses and distances:

1. S 05°14'49" E, a distance 121.48 feet to a 1/2-inch steel rod found at an angle point, and
2. S 47°51'03" E, a distance 279.51 feet to a calculated point for the southeast corner of the said 26.792 acre tract, same being the north corner of Lot 3, Shops at the Galleria, a subdivision according to the plat of record in Document No. 200600169, Official Public records of Travis County, Texas, for the most easterly corner of the tract described herein;

THENCE S 42°08'57" W with the southeast line of the said 26.792 acre tract and the northwest line of Lot 3, Shops at the Galleria, with a southeast line of the tract described herein, a distance 285.43 feet to a calculated point in the approximate centerline of Little Barton Creek, for angle point in the north line of that certain called 22.083 acres described in the deed to West Travis Municipal Utility District No. 6 (MUD No. 6) of record in Document No. 2013219445, Official Public Records of Travis County, Texas, for the west corner of said Lot 3, Shops at the Galleria, for the southeast corner of the tract described herein;

THENCE with the approximate centerline of Little Barton Creek, with the south line of the said 26.792 acre tract and the north line of the said 22.083 acre MUD No. 6 tract, with a south line of the tract described herein, the following six (6) courses and distances:

1. N 59°55'12" W, a distance 5.46 feet to a 1/2-inch steel rod with a cap stamped "M&S 1838" found at an angle point,
2. N 75°55'38" W, a distance 195.72 feet to a 1/2-inch steel rod with a cap stamped "M&S 1838" found at an angle point,
3. N 80°10'09" W, a distance 248.06 feet to a calculated angle point,
4. S 59°30'39" W, a distance 262.05 feet to a 1/2-inch steel rod with a cap stamped "M&S 1838" found at an angle point,
5. S 31°38'55" W, a distance 99.41 feet to a calculated angle point, and

6. S 02°59'52" W, a distance 24.87 feet to a calculated point for the northeast corner of that certain called 2.0000 acres described in the deed to Stu Stubbs of record in Document No. 2006076446, Official Public Records of Travis County, Texas, for an angle point of the tract described herein;

THENCE continuing with the south and southeast lines of the said 26.792 acre tract and of the tract described herein, the following two (2) courses and distances:

1. N 87°00'20" W, a distance 133.97 feet to a 1/2-inch steel rod with cap stamped "M&S 1838" found at a re-entrant corner of the said 26.792 acre tract, at the northwest corner of the Stubbs Tract, for a re-entrant corner of the tract described herein, and
2. S 03°00'46" W, a distance 272.96 feet to a 1/2-inch steel rod with cap stamped "M&S 1838" found in the northeast line of Spanish Oaks Club Boulevard, same being the northeast line of said Lot 2, Block A, Spanish Oaks, Section V, at the southwest corner of the said 26.792 acre tract, same being a westerly southwest corner of that certain called 2.0000 acres described in the deed to Joseph A. Diquinzio, Jr. of record in Document No. 2002244048, Official Public Records of Travis County, Texas;

THENCE with the northeast line of Spanish Oaks Club Boulevard, with the northeast line of said Lot 2, Block A, Spanish Oaks, Section V and with the southwest line of the said 2.0000 acre Diquinzio tract, with a northeast line of the tract described herein, the following two (2) courses and distances:

1. with an arc of a curve to the right, having a radius of 24.00 feet and an arc distance of 34.24 feet, with a chord which bears S 14°17'18" E, a distance 31.41 feet to a calculated point of non-tangency, and
2. S 63°47'25" E, a distance 128.81 feet to a calculated point for the east corner of said Lot 2, Block A, Spanish Oaks, Section V and the southeast corner of the said 2.0000 acre Diquinzio tract, for a southeast corner of the tract described herein;

THENCE S 36°57'30" W, crossing Spanish Oaks Club Boulevard, with the southeast line of said Lot 2, Block A, Spanish Oaks, Section V and the northwest line of Lot 3, Block A, said Spanish Oaks, Section V, with a southeast line of the tract described herein, a distance 61.01 feet to a calculated point in the west line of Spanish Oaks Club Boulevard and the east line of the said 18.716 acre tract, for the south corner of said Lot 2, Block A, Spanish Oaks, Section V and the west corner of said Lot 3, Block A, Spanish Oaks, Section V, for a re-entrant corner of the tract described herein;

THENCE S 63°47'25" E with the west line of Spanish Oaks Club Boulevard and the east line of the said 18.716 acre tract, with a northeast line of the tract described herein, a distance 10.50 feet to a calculated point in the approximate centerline of Little Barton Creek, for the southeast corner of the said 18.716 acre tract, same being the northeast corner of that certain called 5.846 acres described in the deed to West Travis Municipal Utility District No. 6 (MUD No. 6) of record in Document No. 2013219445, Official Public Records of Travis County, Texas, for the most southerly southeast corner of the tract described herein;

THENCE with the approximate centerline of Little Barton Creek, with the south line of the said 18.716 acre tract and the north line of the said 5.846 acre MUD No. 6 tract, with the south line of the tract described herein, the following six (6) courses and distances:

1. S 31°32'35" W, a distance 27.33 feet to a 1/2-inch steel rod found at an angle point,
2. S 63°00'35" W, a distance 129.30 feet to a 1/2-inch steel rod found at an angle point,
3. S 80°14'28" W, a distance 265.18 feet to a 1/2-inch steel rod found at an angle point,

4. N 87°20'45" W, a distance 270.10 feet to a 1/2-inch steel rod found at an angle point,
5. N 77°06'02" W, a distance 361.92 feet to a 1/2-inch steel rod found at an angle point, and
6. N 75°18'11" W, a distance 175.51 feet to a 5/8-inch steel rod found at the southwest corner of the said 18.716 acre tract, same being the southeast corner of the said 25.592 acre tract, same being the northwest corner of the said 5.846 acre MUD No. 6 tract, same being the northeast corner of Lot 3, Block A, The Homestead Section Three, a subdivision according to the plat of record in Plat Book 78, Pages 165 thru 167, Plat Records of Travis County, Texas, for an angle point in the south line of the tract described herein;

THENCE continuing with the approximate centerline of Little Barton Creek, with the south line of the said 25.592 acre tract, with the north lines of Lot 3, Lot 2, Lot 1-A and Lot 1, said Block A, The Homestead Section Three, continuing with the south line of the tract described herein, the following seven (7) courses and distances:

1. N 79°52'21" W, a distance 149.09 feet to a 1/2-inch steel rod found at an angle point,
2. N 78°20'19" W, a distance 169.00 feet to a 1/2-inch steel rod found at an angle point,
3. N 62°38'03" W, a distance 170.19 feet to a 1-inch steel axel found at the northwest corner of said Lot 2, Block A, same being the northeast corner of said Lot 1-A, Block A,
4. N 55°41'08" W, a distance 309.14 feet to a 1/2-inch steel rod found at an angle point,
5. N 68°30'38" W, a distance 174.23 feet to a 1/2-inch steel rod found at an angle point,
6. S 88°51'51" W, a distance 186.06 feet to a 5/8-inch steel rod found at an angle point, and
7. S 55°33'31" W, a distance 130.70 feet to a 1/2-inch steel rod found in the east right-of-way line of Great Divide Drive, at the southwest corner of the said 25.592 acre tract, same being the northwest corner of said Lot 1, Block A, The Homestead Section Three, for an angle point in the south line of the tract described herein;

THENCE with an east, southeast, south and east line of Great Divide Drive and a west, northwest, north and west line of the said 25.592 acre tract, with the west line of the tract described herein, the following five (5) courses and distances:

1. N 00°54'20" W, a distance of 211.89 feet to a 5/8-inch steel pin found at a point of curvature,
2. with an arc of a curve to the right, having a radius of 276.99 feet and an arc distance of 308.09 feet, with a chord which bears N 31°03'10" E, a distance 292.46 feet to a 5/8-inch steel pin found at point of tangency,
3. N 62°54'10" E, a distance of 147.33 feet to a 5/8-inch steel pin found at a point of curvature,
4. with an arc of a curve to the left, having a radius of 363.19 feet and an arc distance 397.42 feet, with a chord which bears N 31°34'40" E a distance of 377.92 feet to a 5/8-inch steel pin found at a point of tangency, and
5. N 00°08'31" E, a distance of 128.08 feet to the **POINT OF BEGINNING** of the herein described tract, containing 75.092 acres of land, more or less.

TRACT 2 ~ 5.278 ACRES:

BEGINNING at a 5/8-inch steel pin found at the intersection of the curving south right-of-way line of State Highway No. 71 and the west right-of-line of said Great Divide Drive, at the northeast corner of the said 5.278 acre tract, for the northeast corner and the **POINT OF BEGINNING** the tract described herein;

THENCE with the west right-of-way line of said Great Divide Drive and the east line of the said 5.278 acre tract, with the east line of the tract described herein, the following five (5) courses and distances:

1. S 0°10'13" W, a distance of 137.59 feet to a 5/8-inch steel pin found at point of curvature,
2. with a curve to the right an arc distance of 320.59 feet, said curve having a radius of 293.19 feet and a chord of which bears S 31°35'20" W, a distance of 304.86 feet to a 5/8-inch steel pin found at point of tangency,
3. S 62°53'18" W, a distance of 147.49 feet to a 5/8-inch steel pin found at point of curvature,
4. with a curve to the left an arc distance of 385.89 feet, said curve having a radius of 346.99 feet and chord of which bears S 31°03'02" W 366.31 feet to a 5/8-inch steel pin found at point of tangency, and
5. S 00°52'16" E, a distance of 350.74 feet to a 1/2" steel pin found at the southeast corner of the said CCNG Real Estate Investors II, L.P. 5.278 acre tract and a northeast corner of Lot 12, Block B, The Homestead, Section Four, a subdivision of according to the plat of record in Plat Book 84, Pages 80C, 80D, 81A, 81B, Plat Records of Travis County, Texas, for the southeast corner of the herein described tract;

THENCE S 88°20'53" W, a distance of 5.65 feet to a 1/2-inch steel pin found at the southwest corner of the said 5.278 acre tract, same being an angle point in the north line of said Lot 12, Block B, The Homestead, Section Four, said 1/2-inch steel pin found being also the southeast corner of that certain called 44.9 acre tract described in a deed from Marcia Brown to Lamar William Brown in Volume 11673, Page 138, Real Property Records of Travis County, Texas, for the southwest corner of the tract described herein;

THENCE N 00°56'22" W, with the west line of the said 5.278 acre tract and the east line of the said Brown 44.9 acre tract, with the west line of the tract described herein, a distance of 789.17 feet to 1/2-inch steel pin found at the northeast corner of the said Brown 44.9 acre tract, same being an angle point in the west line of the said 5.278 acre tract, said 1/2-inch steel pin found being also the southeast corner of said Lot 3, Lake Travis Plaza, a subdivision according to the plat of record in Plat Book 97, Pages 396 and 397, Plat Records of Travis County, Texas;

THENCE continuing with the west line of the said 5.278 acre tract, with the east line of said Lot 3, Lake Travis Plaza, continuing with the west line of the tract described herein, the following three (3) courses and distances:

1. N 09°00'22" E, a distance of 157.10 feet to a 60d nail found in the west side of a 13" cedar tree;
2. N 10°30'34" E, a distance of 97.24 feet to a 60d nail found in the west side of a 15" cedar tree and from which 60d nail found, a second 60d nail found bears S 02°28'16" W 0.43 of one foot, and

3. N 15°48'24" E, a distance of 178.43 feet to a 5/8-inch steel pin found in the south right-of-way line of State High No. 71, at the northwest corner of the said 5.278 acre tract, same being the northeast corner of said Lot 3, Lake Travis Plaza, for the northwest corner of the tract described herein;

THENCE with the south right-of-way line of State Highway No. 71 and the north line of the said 5.278 acre tract, with a north line of the tract described herein, the following two (2) courses and distances:

1. S 77°27'57" E, a distance of 210.07 feet to a calculated point of curvature, and from which calculated point a Texas Department of Transportation concrete monument found bears N 12°32'03" E, 0.35 of one foot, and
2. with an arc of a curve to the left, having a radius of 2954.80 feet, an arc distance of 201.01 feet, and a chord which bears S 79°27'45" E, a distance 200.97 feet to the **POINT OF BEGINNING** and containing 5.278 acres of land, more or less

BEARING BASIS IS TEXAS COORDINATE SYSTEM, CENTRAL ZONE, NAD83, GRID, BASED ON NATIONAL GEODETIC SURVEY (NGS) ONLINE POSITIONING USER SERVICE (OPUS) SOLUTIONS GENERATED FROM GLOBAL POSITIONING SYSTEM (GPS) FIELD MEASUREMENTS MADE NOVEMBER 30, 2011.

BOWMAN WORD FILE: FN2162R1(km)

THE STATE OF TEXAS §
§ KNOW ALL MEN BY THESE PRESENTS
COUNTY OF TRAVIS §

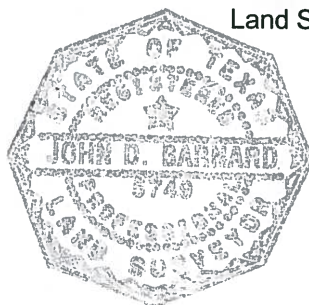
That I, John D. Barnard, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground in June 2018, under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, on this 31st day of August 2018 A.D.

Bowman Consulting Group, Ltd.
1120 S. Capital of Texas Hwy.
Building 3, Ste. 220
Austin, Texas 78746



John D. Barnard
Texas Registered Professional
Land Surveyor #5749



0 200

SCALE: 1"=200'

JUNE, 2018
TRAVIS COUNTY, TEXAS

STATE HIGHWAY NO. 71

APPROX. LOCATION
OF SURVEY LINE

JARRETT MEDLIN SURVEY NO. 520
ABSTRACT NO. 539

L2 M&S

N 84°41'28" E 516.01'

N 84°

LOOMIS

LOT 1
BLOCK "A"

SPANISH OAKS OFFICE PARK
PHASE ONE
DN 201200109
O.P.R.T.C.TX.

CCNG, INC.
SPECIAL WARRANTY DEED
WITH VENDOR'S LIEN
DOC. NO. 2014080672
O.P.R.T.C.TX.

TRACT 1
75.092 ACRES

SPANISH OAKS OWNERS
ASSOCIATION, INC.
DEED WITHOUT WARRANTY
DOC. NO. 2005181411
O.P.R.T.C.TX.

CALLLED 18.716 ACRES
CCNG REAL ESTATE
INVESTORS II, L.P.
DOC. NO. 2006123897
O.P.R.T.C.TX.

LOT 1
BLOCK "A"

SPANISH OAKS, SECTION V
DN 200300184
O.P.R.T.C.TX.

LOT 2
BLOCK "A"

SPANISH OAKS, SECTION V
DN 200300184
O.P.R.T.C.TX.

LOT LINE

M&S

22.81'

111.16'

N87°00'20" W

133.97'

2.0000 AC.

2.0000 AC.

2.0000 AC.

2.0000 AC.

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{N80°09'30"W}
N79°52'21"W
149.09' 5/8"
{149.09'}

{N75°18'10"W}
N75°18'11"W
175.51'
{175.51'}

{N 77°06'00" W 361.92'}
N 77°06'02" W 361.92'

{N 87°20'40" W}
N 87°20'45" W
270.10'
{270.10'}

{S 80°14'30" W}
S 80°14'28" W
265.18'
{265.18'}

{129.30'}
129.30'
{S63°00'53" W}
{S63°00'50" W}

129.30'

S63°00'53" W

S63°00'50" W

27.33'

27.33'

27.33'

27.33'

27.33'

27.33'

27.33'

27.33'

27.33'

27.33'

27.33'

27.33'

27.33'

27.33'

27.33'

27.33'

LOT 3

WEST TRAVIS COUNTY
MUNICIPAL UTILITY DISTRICT NO. 6
5.846 ACRES
DOC. NO. 2013219445
O.P.R.T.C.TX.

Bowman
CONSULTING

Bowman Consulting Group, Ltd.
1120 South Capital of Texas Hwy, Bldg 3, Suite 220, Austin, Texas 78746
Phone: (512) 327-1180 Fax: (512) 327-4062
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TBPE Firm No. F-14309 | TBPLS Firm No. 101206-00

EXHIBIT TO ACCOMPANY
FIELD NOTES FN2162R1

PAGE 8 OF 10

CURVE TABLE

CURVE #	RADIUS	ARC DISTANCE	CHORD BEARING	CHORD DISTANCE
C1	2954.80'	201.01'	S 79°27'45" E	200.97'
C2	2954.80'	647.03'	S 89°02'19" E	645.74'
C3	293.19'	320.59'	S 31°35'20" W	304.86'
C4	346.99'	385.89'	S 31°03'02" W	366.31'
C5	24.00'	34.24'	S 14°17'18" E	31.41'
C6	276.99'	308.14'	N 31°03'24" E	292.49'
C7	363.19'	397.42'	N 31°34'27" E	377.89'

LINE TABLE

LINE #	BEARING	DISTANCE
L1	S 82°04'48" E	70.50'
L2	N 84°41'49" E	104.95'
L3	S 63°47'25" E	128.81'
L4	S 36°57'30" W	61.01'
L5	S 63°47'25" E	10.50'
L6	N 00°55'02" W	211.90'
L7	N 62°54'25" E	147.32'
L8	N 00°08'31" E	128.08'
L9	S 00°10'13" W	137.59'
L10	S 62°53'18" W	147.49'
L11	S 00°52'16" E	350.74'
L12	S 88°20'53" W	5.65'

LEGEND

● CSCI	1/2" IRON ROD W/ PLASTIC CAP STAMPED "CAPITAL SURVEYING CO., INC." FOUND
● M&S	1/2" IRON ROD W/ PLASTIC CAP STAMPED "M & S 1838" FOUND
○ LOOMIS	1/2" IRON ROD W/ PLASTIC CAP STAMPED "LOOMIS" FOUND
●	1/2" IRON ROD FOUND UNLESS OTHERWISE NOTED
⊗	COTTON GIN SPINDLE FOUND
▲	MAG NAIL FOUND
○	1/2" IRON ROD W/ PLASTIC CAP STAMPED "BCG" SET
{ }	RECORD INFORMATION PER DOC. NO. 2006123897, O.P.R.T.C.TX.
[]	RECORD ADJOINER
P.O.B.	POINT OF BEGINNING
D.R.T.C.TX.	DEED RECORDS OF TRAVIS COUNTY, TEXAS
P.R.T.C.TX.	PLAT RECORDS OF TRAVIS COUNTY, TEXAS
R.P.R.T.C.TX.	REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS
O.P.R.T.C.TX.	OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS

NOTES:

1. BEARING BASIS IS TEXAS COORDINATE SYSTEM, CENTRAL ZONE, NAD83, GRID, BASED ON NATIONAL GEODETIC SURVEY (NGS) ONLINE POSITIONING USER SERVICE (OPUS) SOLUTIONS GENERATED FROM GLOBAL POSITIONING SYSTEM (GPS) FIELD MEASUREMENTS MADE NOVEMBER 30, 2011.

2. DISTANCES SHOWN HEREON ARE BASED ON SURFACE MEASUREMENTS, TO CONVERT SURFACE DISTANCES TO GRID, MULTIPLY BY THE COMBINED SCALE FACTOR.

3. THE COMBINED SCALE FACTOR FOR THIS PROJECT IS 0.999916.

Bowman
CONSULTING

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TBPE Firm No. F-14309 | TBPLS Firm No. 101206-00

EXHIBIT TO ACCOMPANY
FIELD NOTES FN2162R1

PAGE 10 OF 10

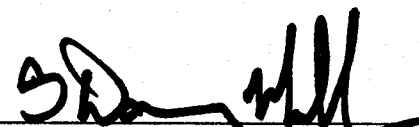
Exhibit "B"

Concept Plan

THE VILLAGE AT SPANISH OAKS

PDD CONCEPT PLAN

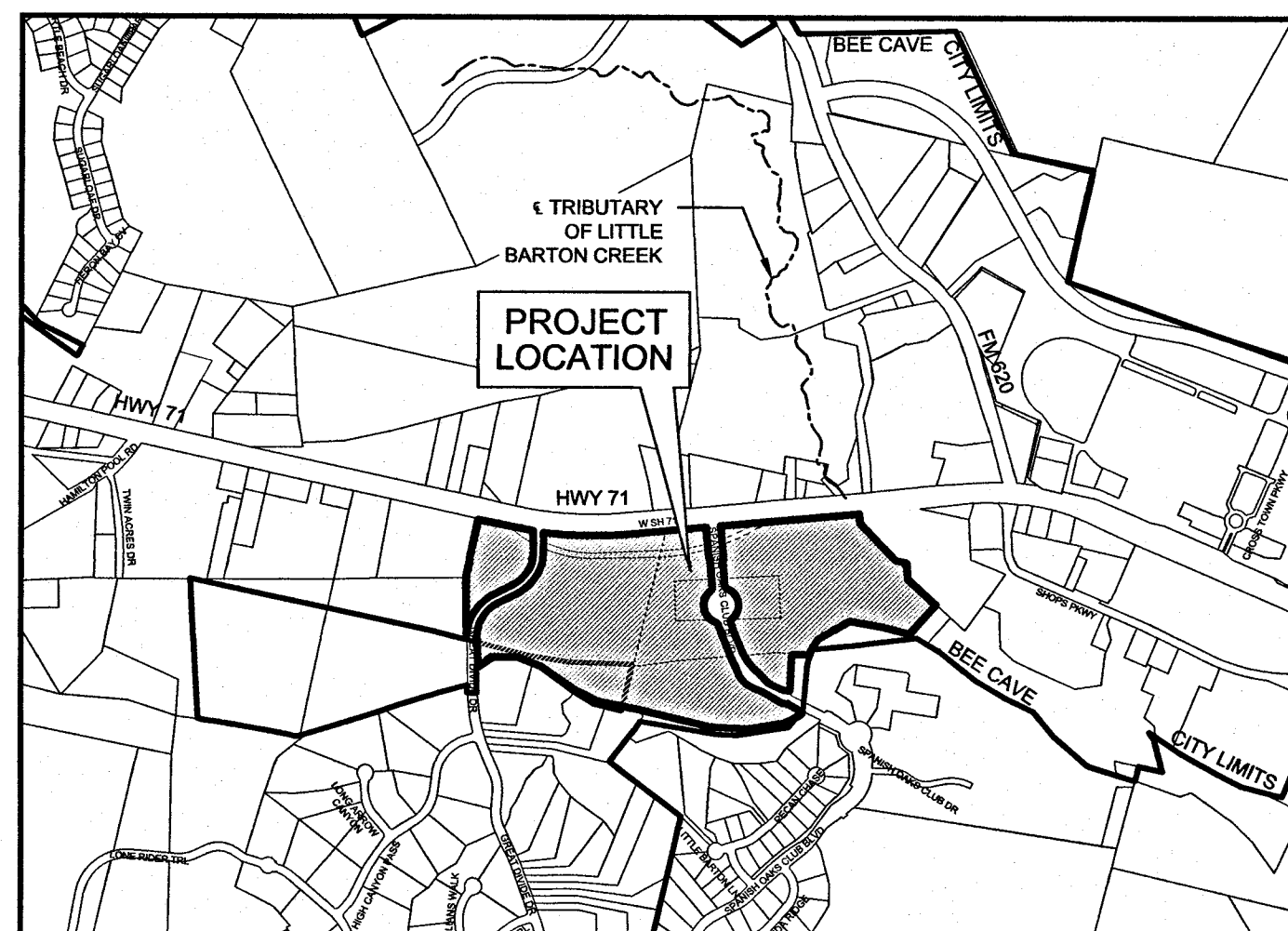
SUBMITTED FOR APPROVAL BY:
LJA ENGINEERING, INC.


S. DANNY MILLER, P.E. #82725
LICENSED PROFESSIONAL ENGINEER

9-13-18
DATE



CITY OF BEE CAVE APPROVAL DATE (ORIGINAL PLAN)



LOCATION MAP
(N.T.S.)

BEE CAVE, TX 78738

SUBMITTAL DATE: JANUARY 23, 2017

UPDATE #2 DATE: JUNE 6, 2017

UPDATE #3 DATE: SEPTEMBER 8, 2017

UPDATE #4 DATE: SEPTEMBER 13, 2018

NOTES:

1. A PORTION OF THE PROJECT IS WITHIN THE DESIGNATED FLOOD HAZARD AREA AS SHOWN ON THE FEDERAL EMERGENCY MANAGEMENT AGENCY (FEMA) FLOOD INSURANCE RATE MAP (FIRM) # 48453C0415H, TRAVIS COUNTY, TEXAS, DATED SEPTEMBER 26, 2008. A CONDITIONAL LETTER OF MAP REVISION WAS APPROVED BY FEMA ON FEBRUARY 22ND, 2018 TO REFLECT THE PROPOSED 100 YEAR SPECIAL FLOOD HAZARD AREA AS SHOWN HEREIN.

LEGAL DESCRIPTION

5.278 ACRES A PORTION OF THE NANCY GIBSON SURVEY NO. 521, ABSTRACT NO. 322

25.592 ACRES A PORTION OF THE NANCY GIBSON SURVEY NO. 521, ABSTRACT NO. 322 AND A PORTION OF THE JARRETT MEDLIN SURVEY NO. 520, ABSTRACT NO. 539 TRAVIS COUNTY, TEXAS MADE FOR CCNG DEVELOPMENT COMPANY, L.P. UPDATED FOR CR IV LAND, L.P.

18.713 ACRES OF LAND A PORTION OF THE JARRETT MEDLIN SURVEY NO. 520, ABSTRACT NO. 539 VILLAGE OF BEE CAVE, TRAVIS COUNTY, TEXAS MADE FOR CCNG PROPERTIES, L.P. UPDATED FOR CR IV LAND, LP

20.792 ACRES REMAINDER OF 26.792 ACRES OF LAND A PORTION OF THE JARRETT MEDLIN SURVEY NO. 520, ABSTRACT NO. 539 VILLAGE OF BEE CAVE, TRAVIS COUNTY, TEXAS MADE FOR CCNG DEVELOPMENT COMPANY, L.P. CCNG PROPERTIES, L.P. UPDATED FOR CCNG REAL ESTATE INVESTORS II, L.P.

6.000 ACRES - LOT 1, BLOCK A, SPANISH OAKS OFFICE PARK, PHASE ONE, DOC. NO. 201200109, O.P.R.T.C.TX

3.995 ACRES - LOT 1 & 2 BLOCK 'A' SPANISH OAKS SECTION DN 200300184 O.P.R.T.C.TX.

OWNER/ CO-DEVELOPER:	CCNG INC. 13453 W. HIGHWAY 71 BEE CAVE, TEXAS 78738 CONTACT PERSON : JACK CREVELING PHONE # (512) 421 - 8520
CO-DEVELOPER:	GREENBRIER SOUTHWEST CORPORATION 10869 NORTH SCOTTSDALE RD, #103-275 SCOTTSDALE, AZ 85254 CONTACT PERSON : TIM BOLINGER PHONE # (480) 778 - 0798
ARCHITECT:	OVERLAND PARTNERS 203 EAST JONES AVE. SUITE 104 SAN ANTONIO, TEXAS 78215 CONTACT PERSON : JOEL ALBEA PHONE # (210) 829 - 7003
LANDSCAPE ARCHITECT:	TEN EYCK LANDSCAPE ARCHITECTS 1214 WEST SIXTH STREET AUSTIN, TEXAS 78703 CONTACT PERSON : FRANNIE PETERSON PHONE # (512) 813 - 9999
ENGINEER:	LJA ENGINEERING INC. 5316 HIGHWAY 290 W., SUITE 150 AUSTIN, TEXAS 78735 CONTACT PERSON : DANNY MILLER, P. E. PHONE # (512) 439 - 4700 FAX # (512) 439 - 4716
SURVEYOR:	BOWMAN CONSULTING 1120 SOUTH CAPITAL OF TEXAS HWY BLD. 3 SUITE 220 AUSTIN, TEXAS 78746 PHONE # (512) 327 - 1180

SHEET NO.

DESCRIPTION

B-1	COVER PAGE
B-2	EXISTING CONDITIONS PLAN
B-3	OVERALL CONCEPT PLAN
B-4	PARCEL MAP
B-5	MAIN STREET DISTRICT
B-6	ROADWAY PLAN
B-7	SECTION KEY MAP
B-8 - B-12	STREETSCAPE CROSS-SECTIONS
B-13 - B-16	BUILDING HEIGHT CROSS-SECTIONS
B-17	PROPOSED TRAILS
B-18	OPEN SPACE / RECREATION SPACE PLAN AND TABLE
B-19	ARCHITECTURE PRECEDENT IMAGERY
B-20	LANDSCAPE PRECEDENT IMAGERY

THE VILLAGE AT SPANISH OAKS

A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION

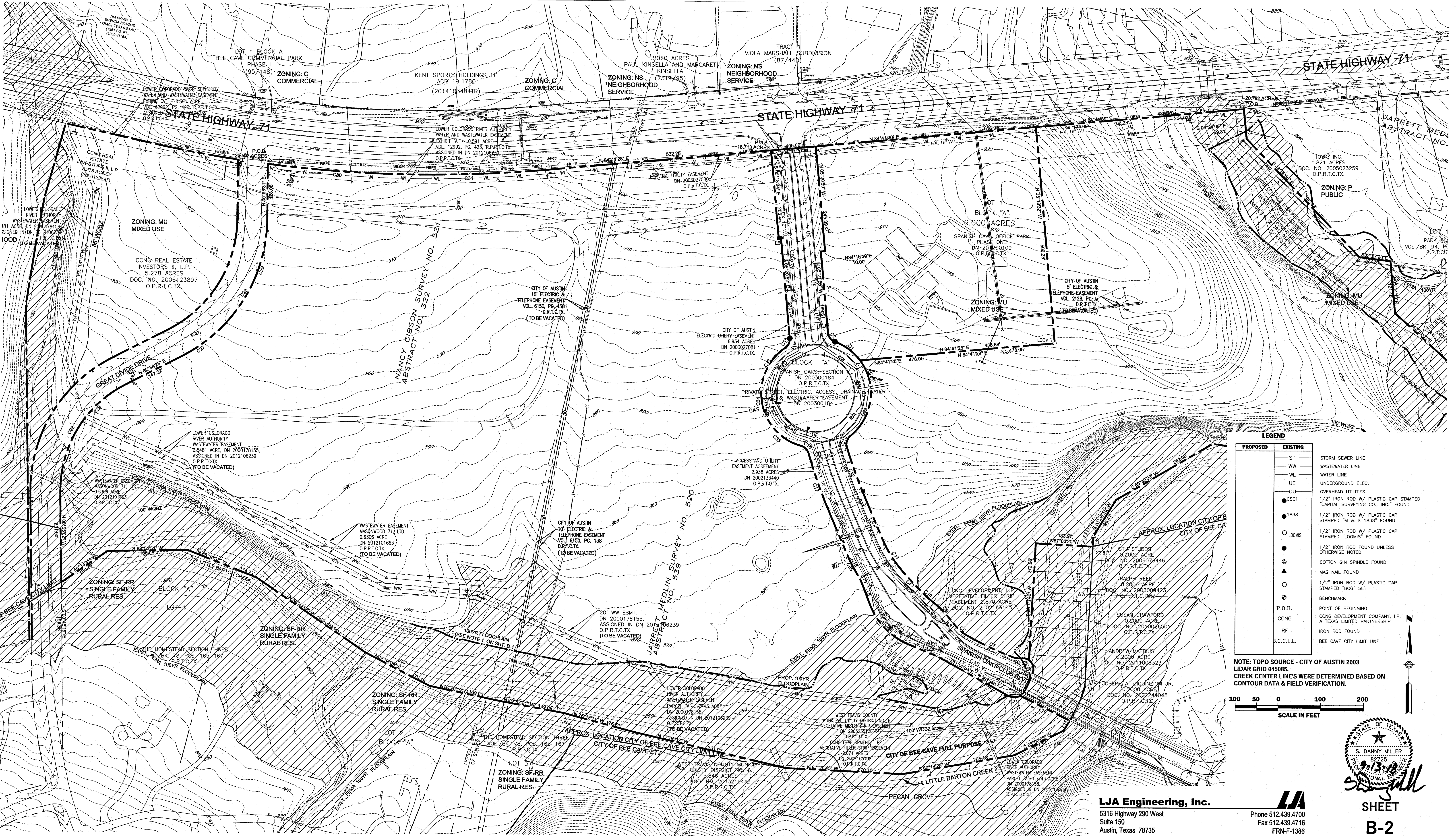
DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

LJA Engineering, Inc.

5316 Highway 290 West
Suite 150
Austin, Texas 78735

Phone 512.439.4700
Fax 512.439.4716
FRN-F-1386

SEPTEMBER 13, 2018



THE VILLAGE AT SPANISH OAKS
A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION
DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

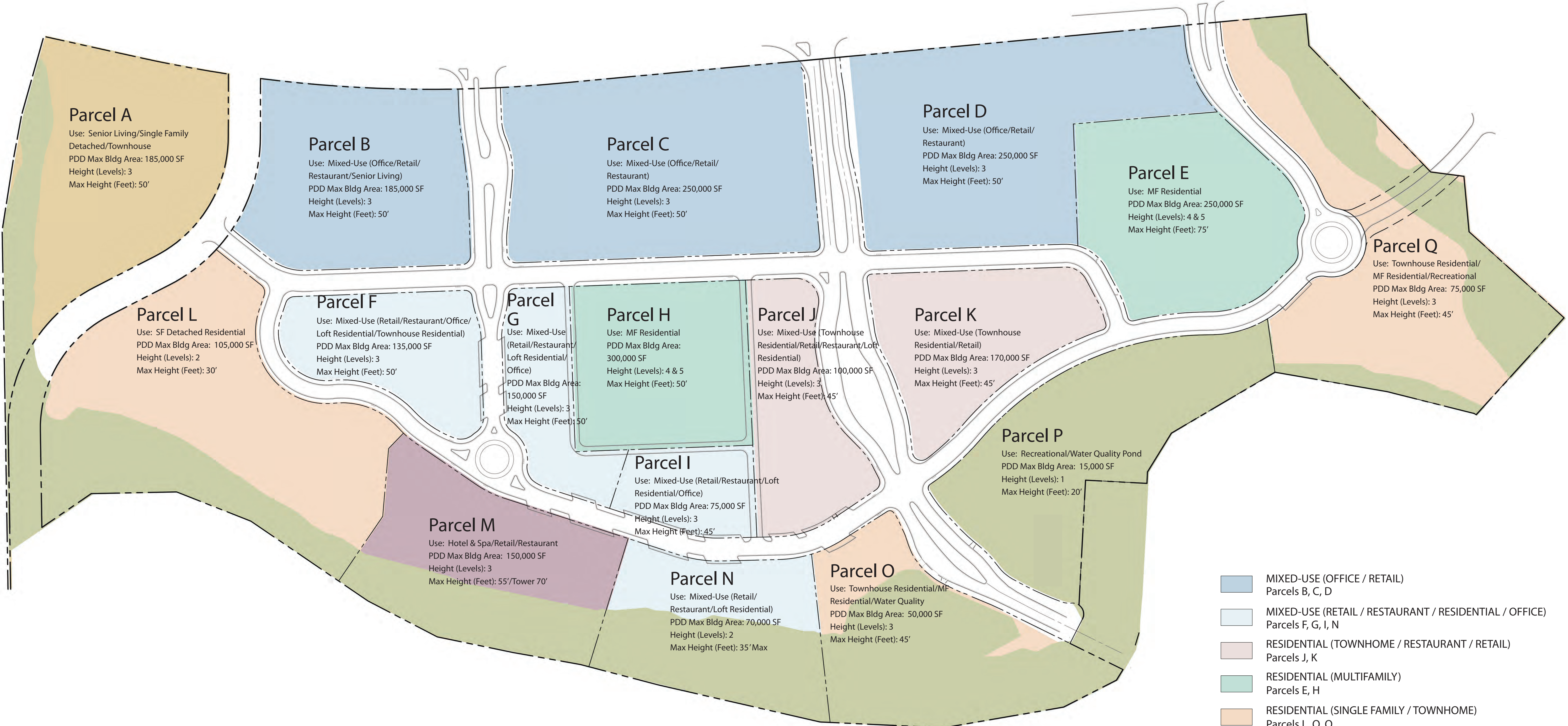
LJA Engineering, Inc.
5316 Highway 290 West
Suite 150
Austin, Texas 78735

Phone 512.439.4700
Fax 512.439.4716
FRN-F-1386

SHEET B-2

EXISTING CONDITIONS PLAN

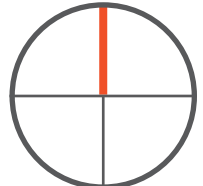
SEPTEMBER 13, 2018

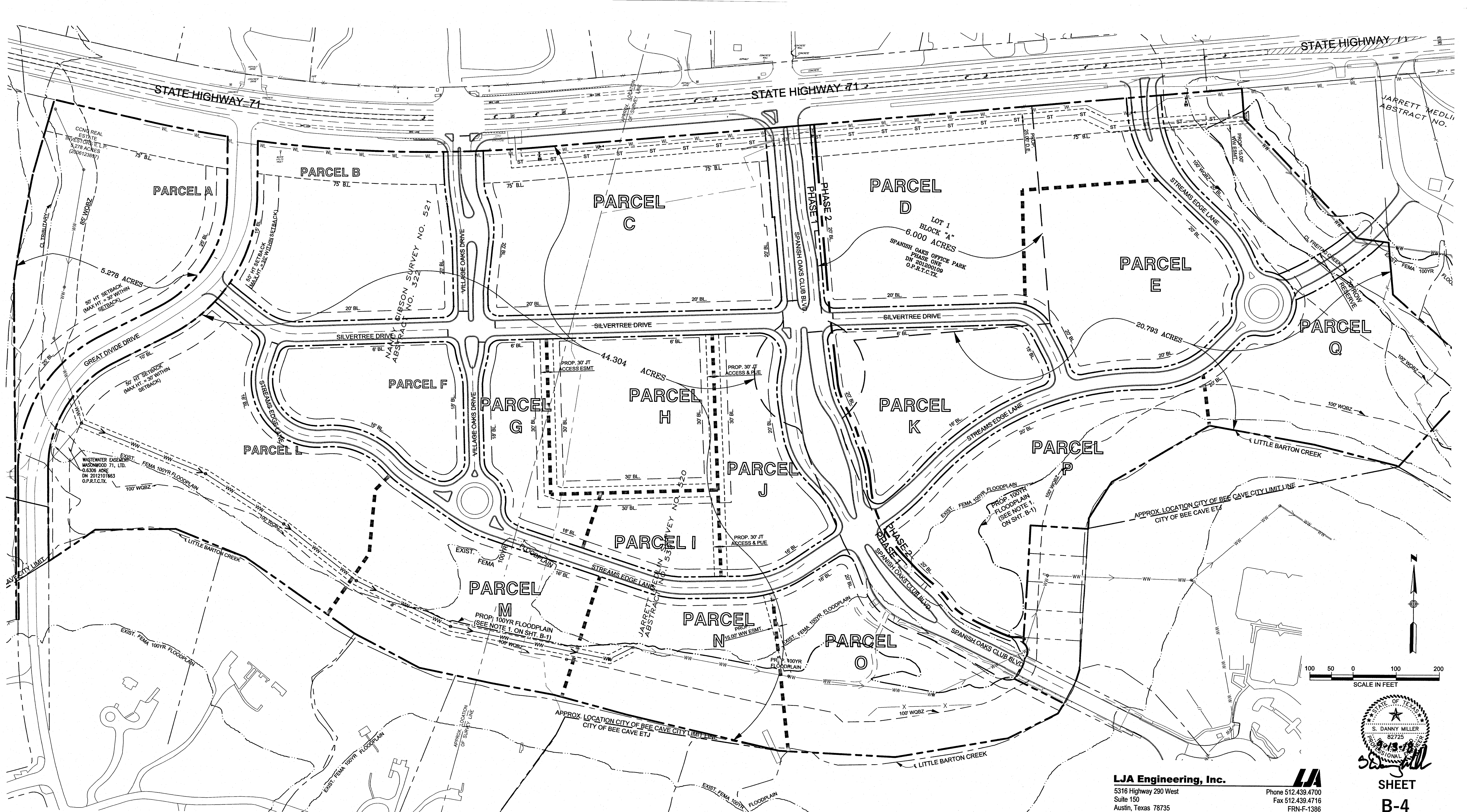


NOTES:

1. FINAL BUILDING AND SITE PLAN DESIGN SHALL BE REVIEWED AT SITE PLAN APPROVAL PHASE OF DEVELOPMENT.
2. PDD MAXIMUM BUILDING AREAS DO NOT INCLUDE PARKING GARAGES.
3. IMPERVIOUS COVER CALCULATIONS INCLUDE BUILDINGS, PARKING GARAGES, STREETS, SIDEWALKS ETC.
4. PARCEL LAND USE TABLE DETERMINES HEIGHT MEASUREMENT METHODOLOGY.
5. OVERALL PROJECT PDD MAXIMUM BUILDING AREA NOT TO EXCEED 1,965,000 SF.

- MIXED-USE (OFFICE / RETAIL)
Parcels B, C, D
- MIXED-USE (RETAIL / RESTAURANT / RESIDENTIAL / OFFICE)
Parcels F, G, I, N
- RESIDENTIAL (TOWNHOME / RESTAURANT / RETAIL)
Parcels J, K
- RESIDENTIAL (MULTIFAMILY)
Parcels E, H
- RESIDENTIAL (SINGLE FAMILY / TOWNHOME)
Parcels L, O, Q
- SENIOR LIVING
Parcel A
- HOTEL & SPA
Parcel M
- RECREATIONAL
Parcel P, Water quality, Trail system





THE VILLAGE AT SPANISH OAKS

A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION

DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

LJA Engineering, Inc.
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LJA
Phone 512.439.4700
Fax 512.439.4716
FRN-F-1386

STATE OF TEXAS
S. DANNY MILLER
82725
Professional Engineer
9-13-18
S.D.M.
**SHEET
B-4**

PARCEL MAP

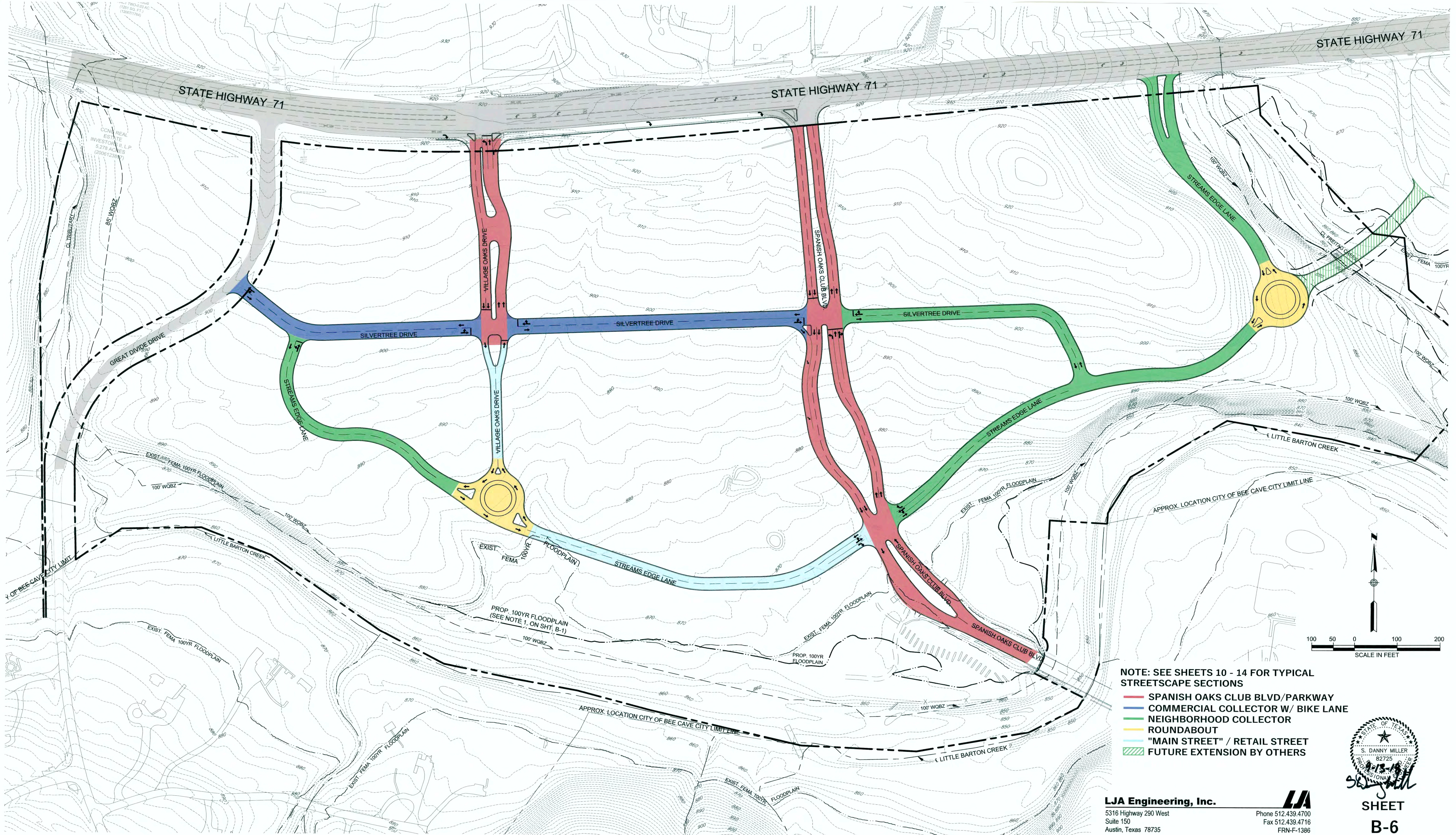
SEPTEMBER 13, 2018



THE VILLAGE AT SPANISH OAKS

A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION

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THE VILLAGE AT SPANISH OAKS

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Fax 512.439.4716
FRN-F-1386



**SHEET
B-6**

ROADWAY PLAN

SEPTEMBER 13, 2018



THE VILLAGE AT SPANISH OAKS

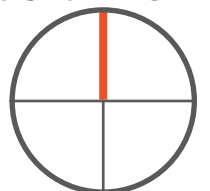
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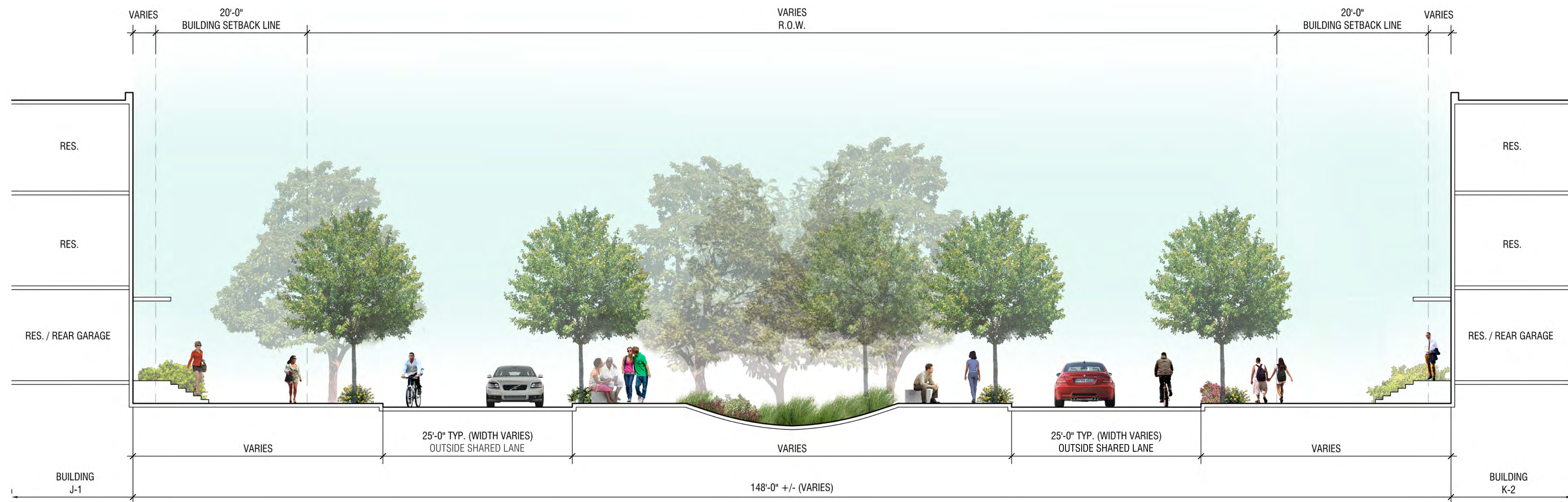
DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

SHEET B-7

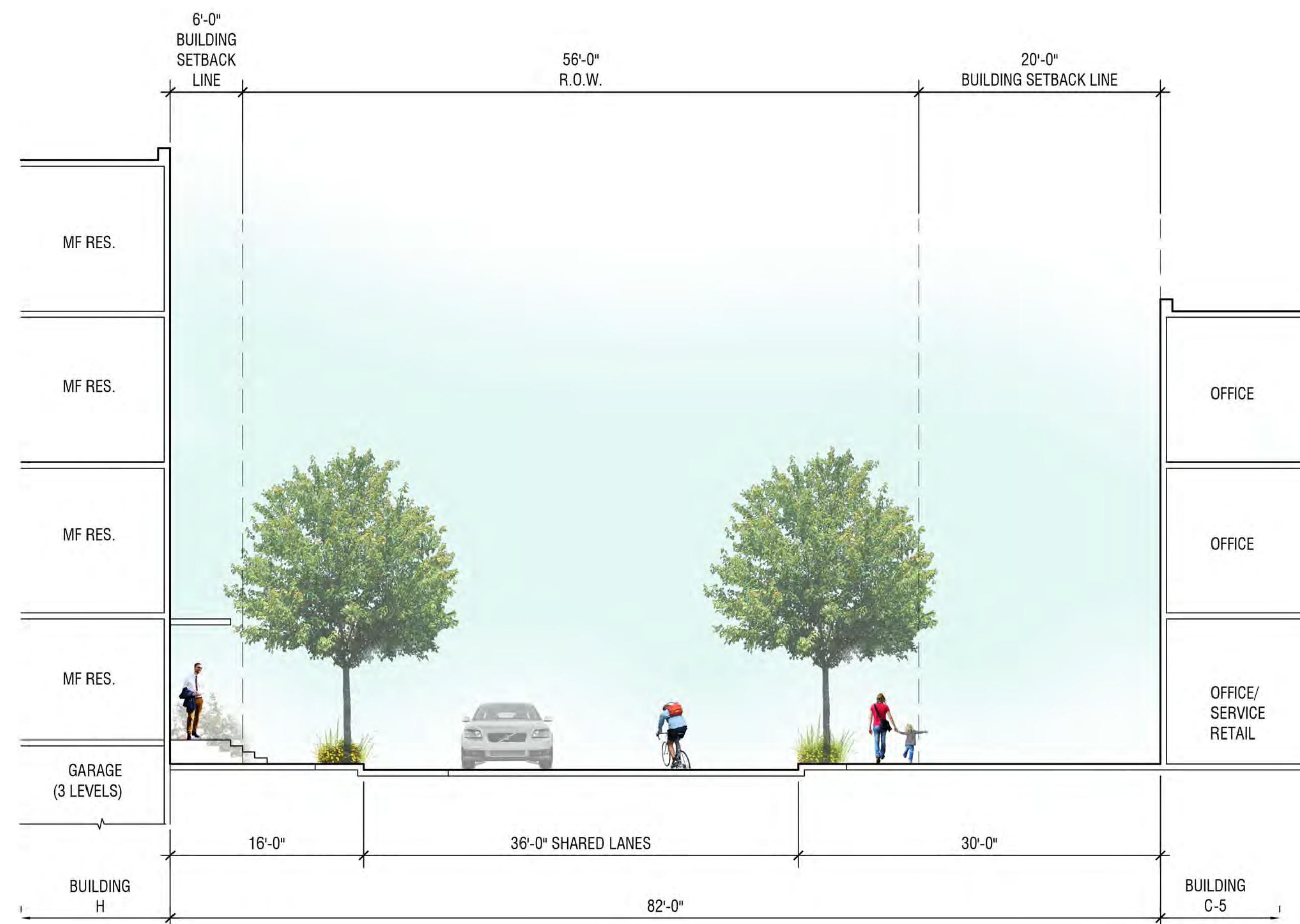
SECTION KEY PLAN | 1"=100'

SEPTEMBER 13, 2018

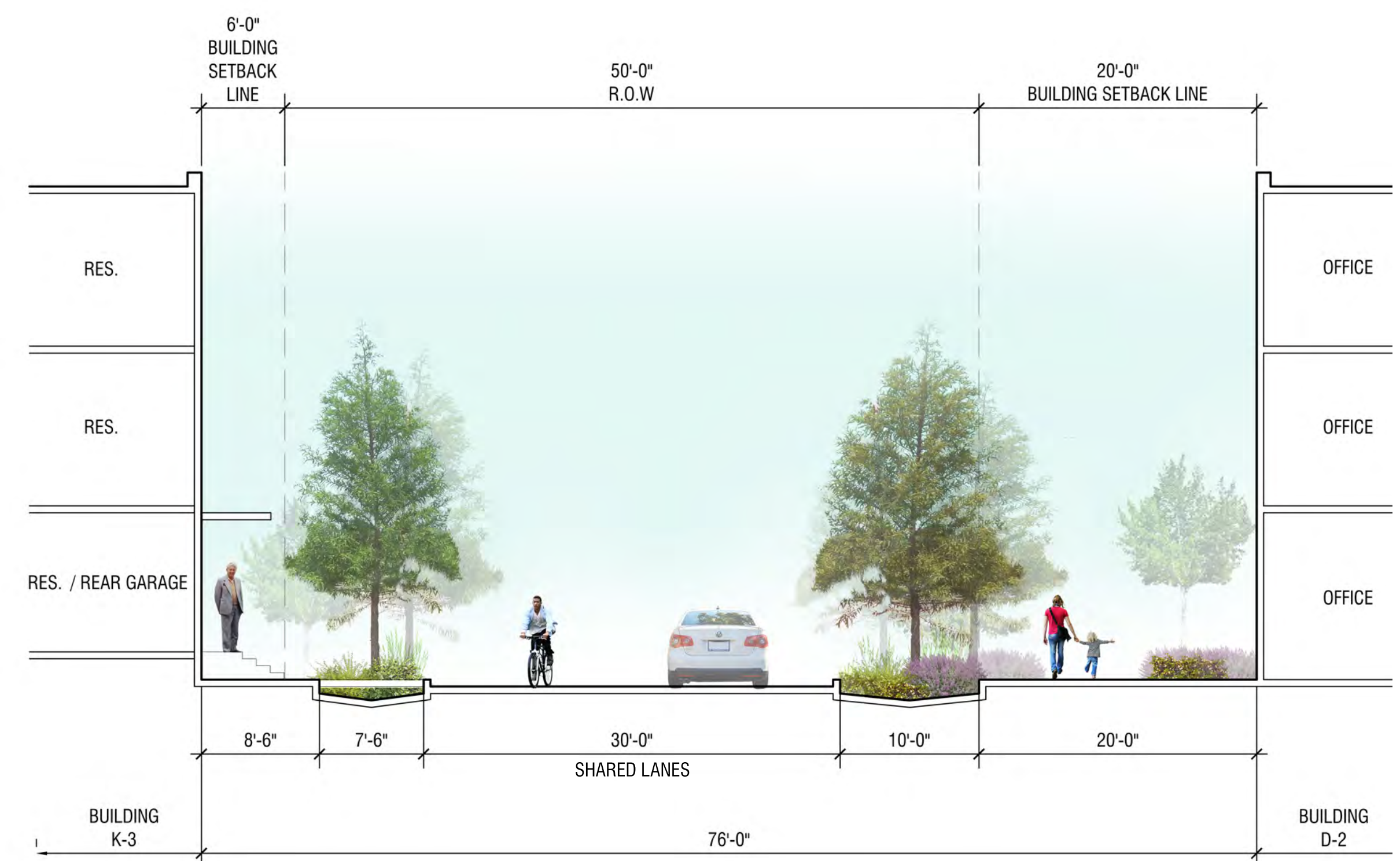




1 SPANISH OAKS CLUB BLVD



2 SILVERTREE DRIVE WITH BIKE SHARROWS



3 SILVERTREE DRIVE WITH OPTIONAL BIOSWALE

THE VILLAGE AT SPANISH OAKS

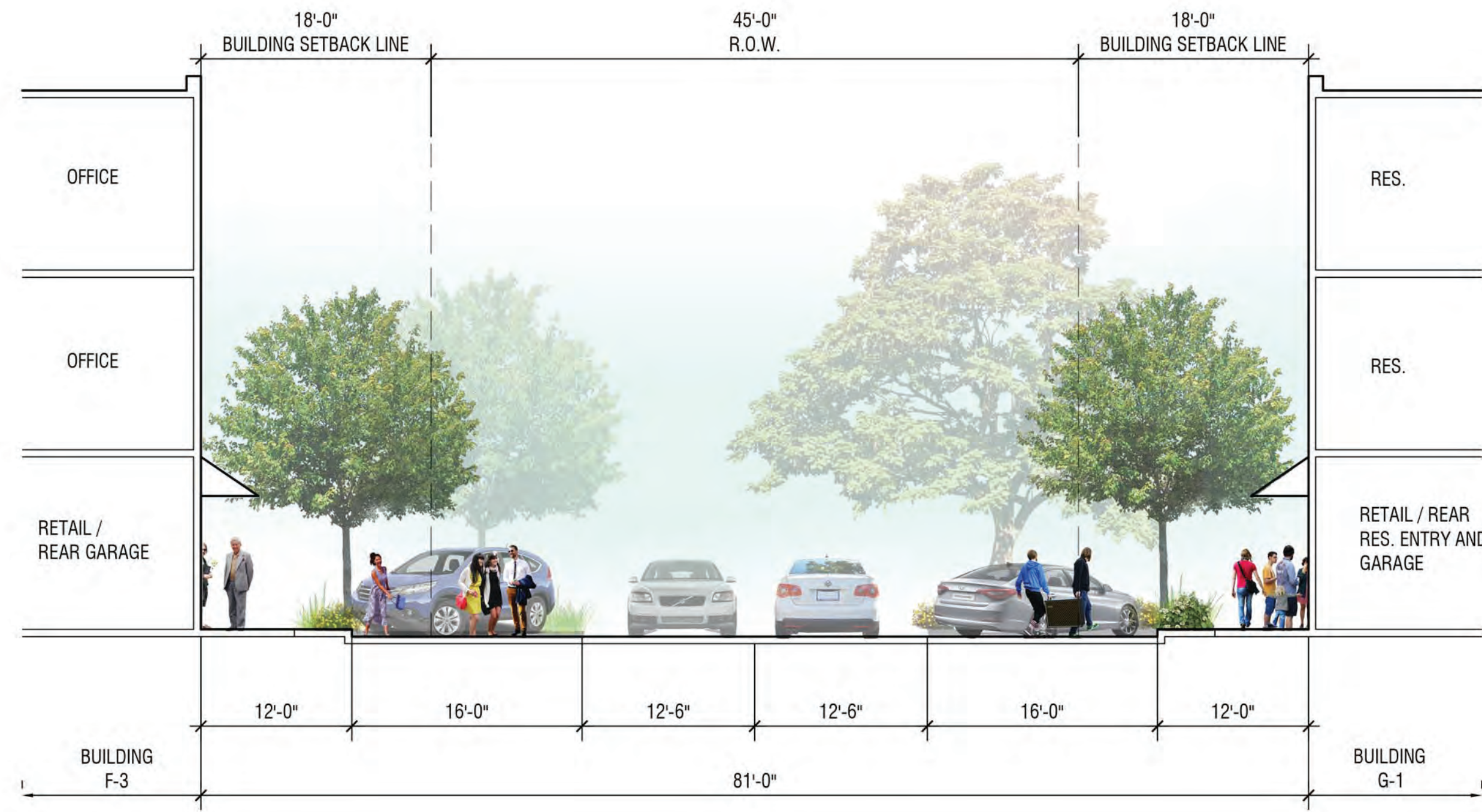
A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION

DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

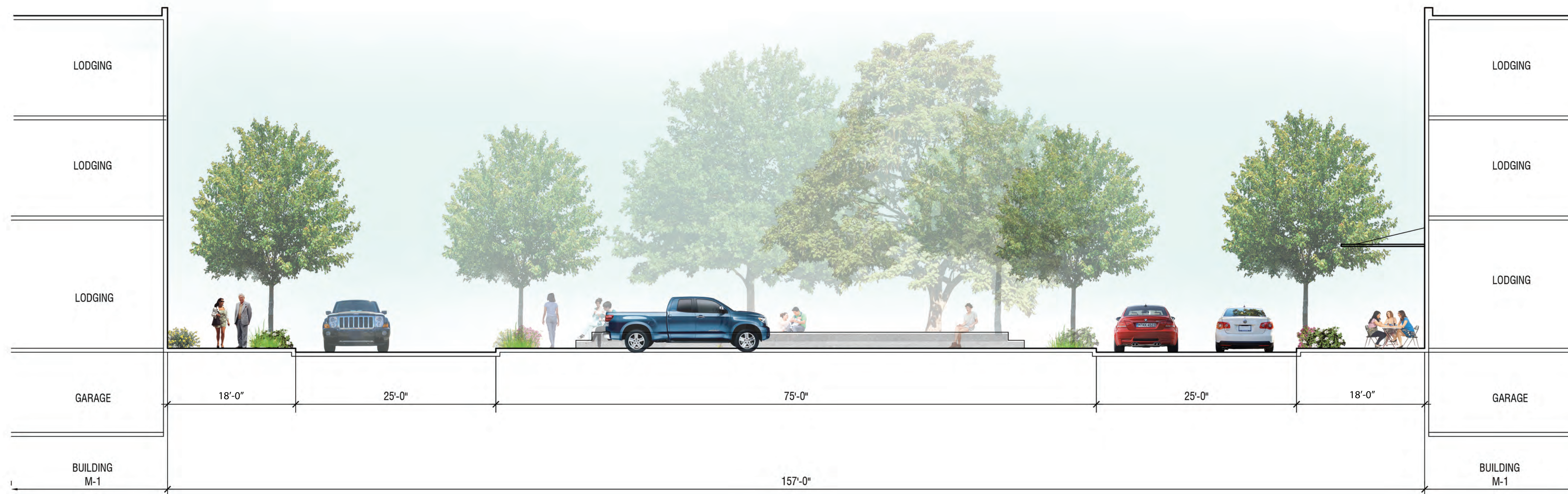
SHEET B-8

STREETSCAPE SECTIONS | 1"=8'

SEPTEMBER 13, 2018



4 MAIN STREET DISTRICT



5 INN ENTRY COURT

THE VILLAGE AT SPANISH OAKS

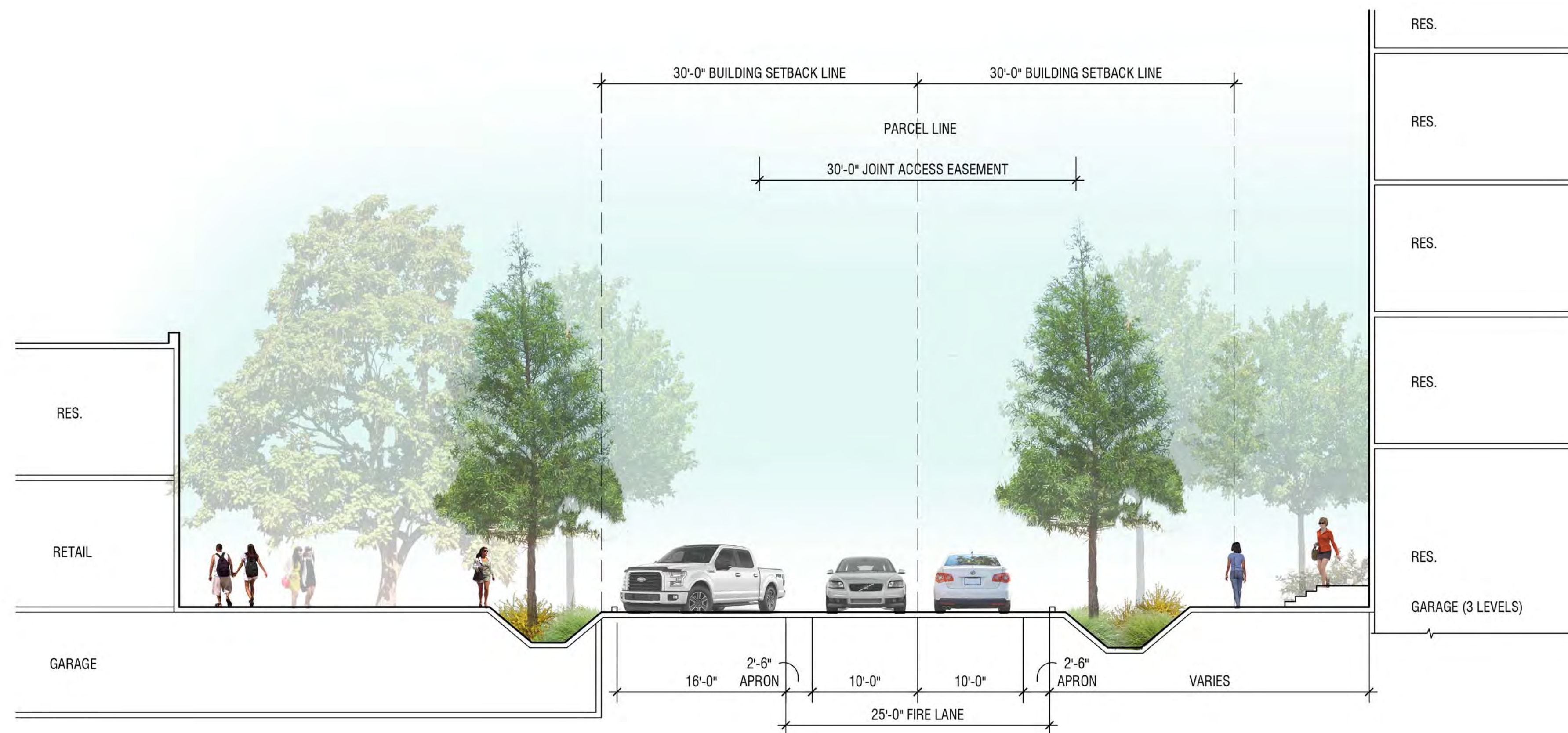
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DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

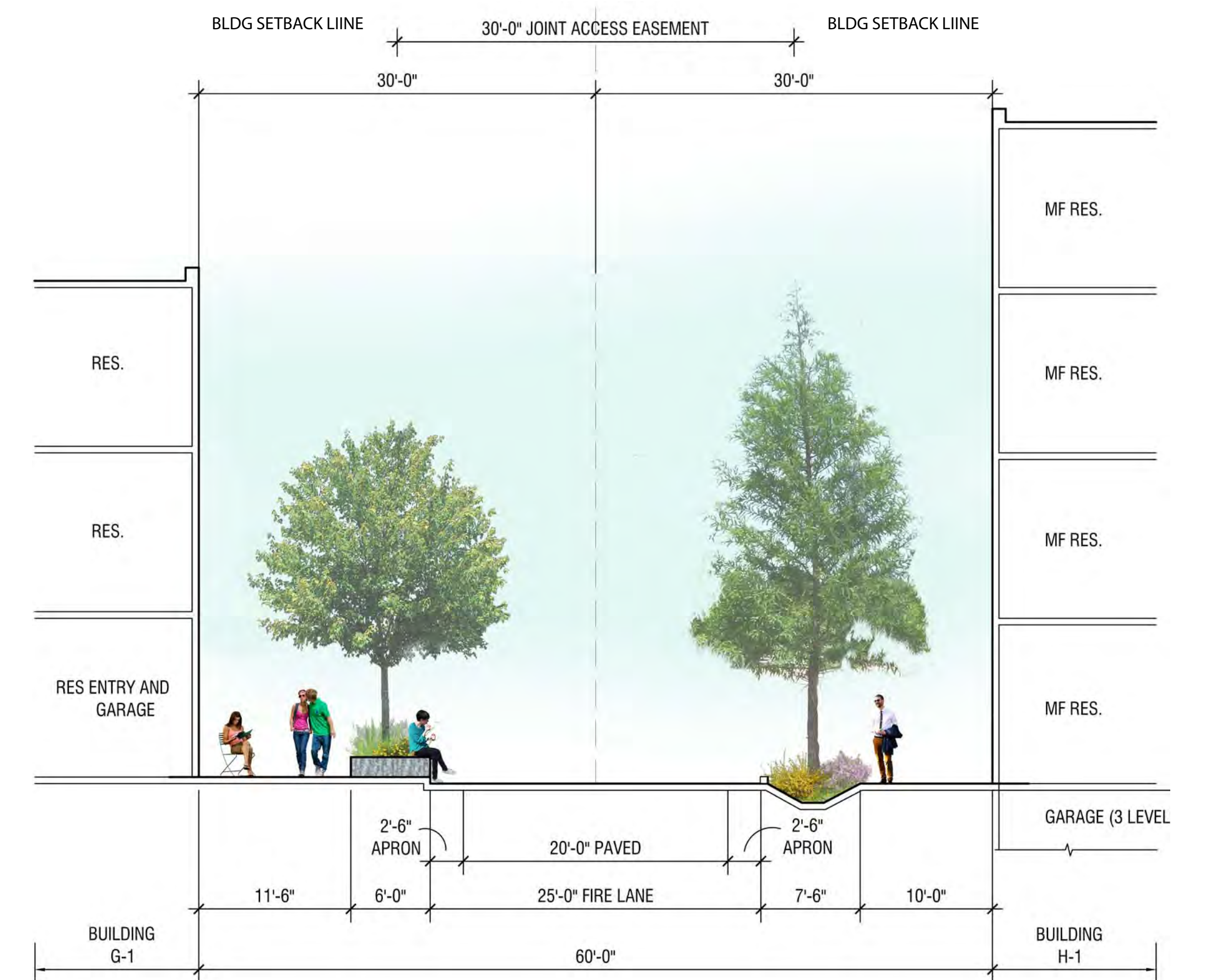
SHEET B-9

STREETSCAPE SECTIONS | 1"=8'

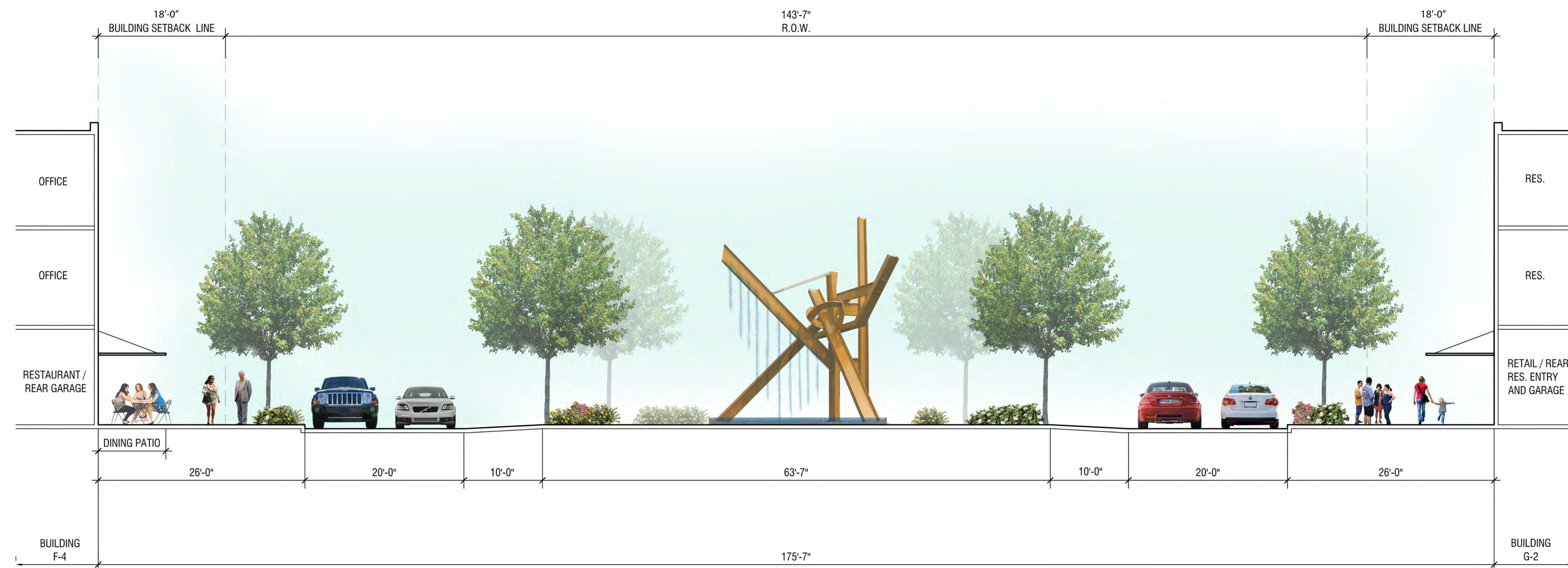
SEPTEMBER 13, 2018



6 PARKING PLAZA



7 GREEN PRIVATE DRIVE



8 VILLAGE PLAZA ROUNDABOUT

THE VILLAGE AT SPANISH OAKS

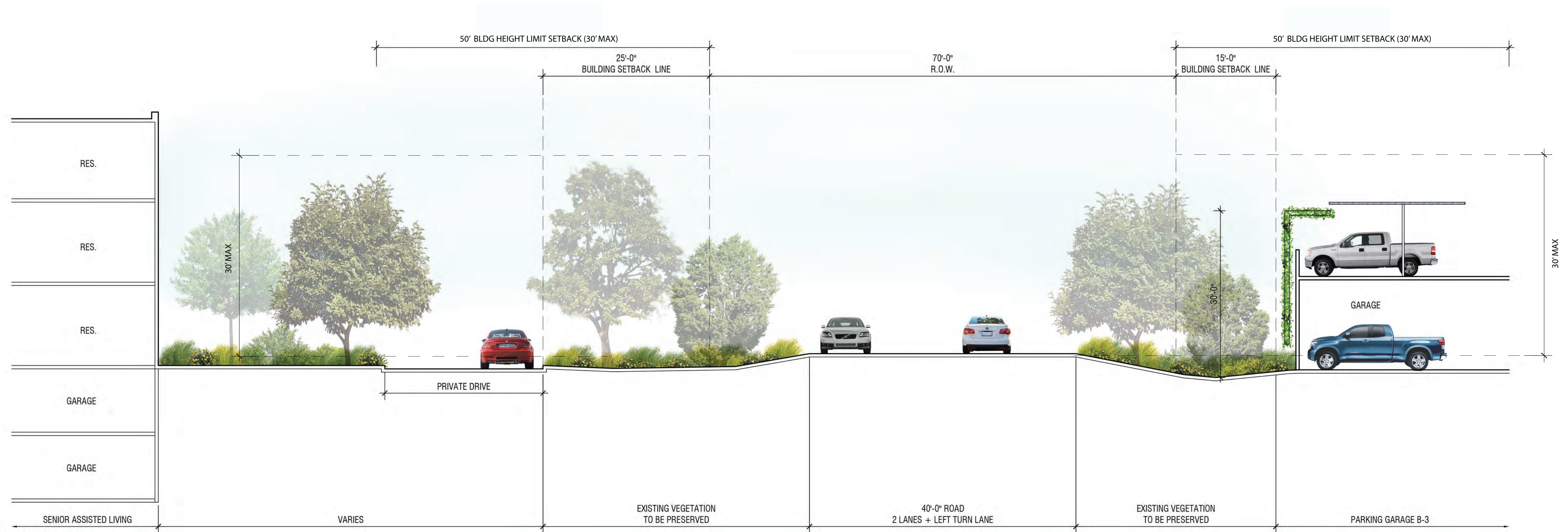
A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION

DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

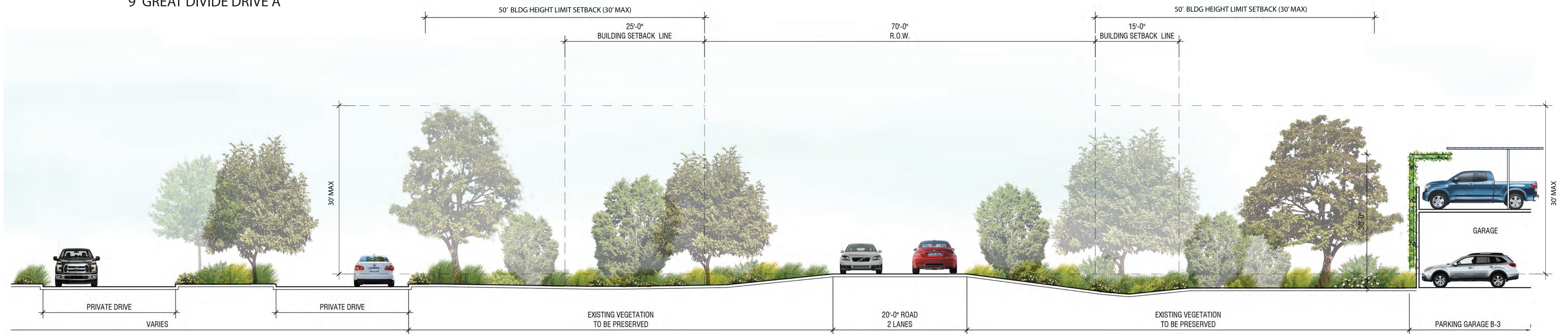
SHEET B-10

STREETSCAPE SECTIONS | 1"=8'

SEPTEMBER 13, 2018



9 GREAT DIVIDE DRIVE A



10 GREAT DIVIDE DRIVE B

THE VILLAGE AT SPANISH OAKS

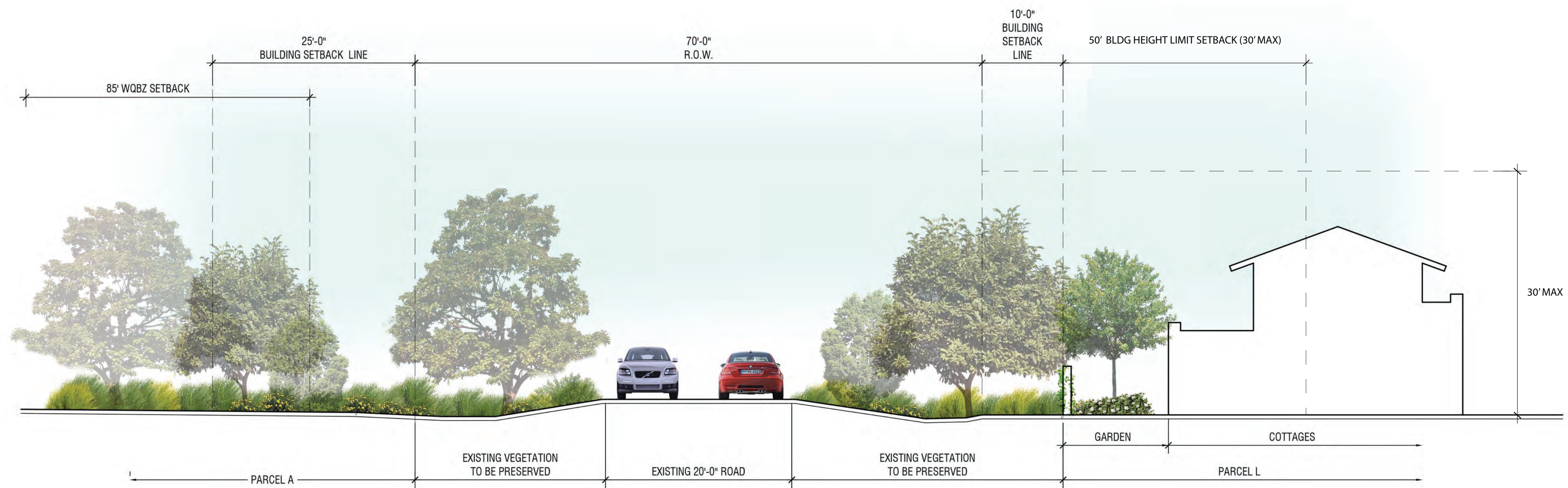
A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION

DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

SHEET B-11

STREETSCAPE SECTIONS | 1"=8'

SEPTEMBER 13, 2018



11 GREAT DIVIDE DRIVE C

THE VILLAGE AT SPANISH OAKS

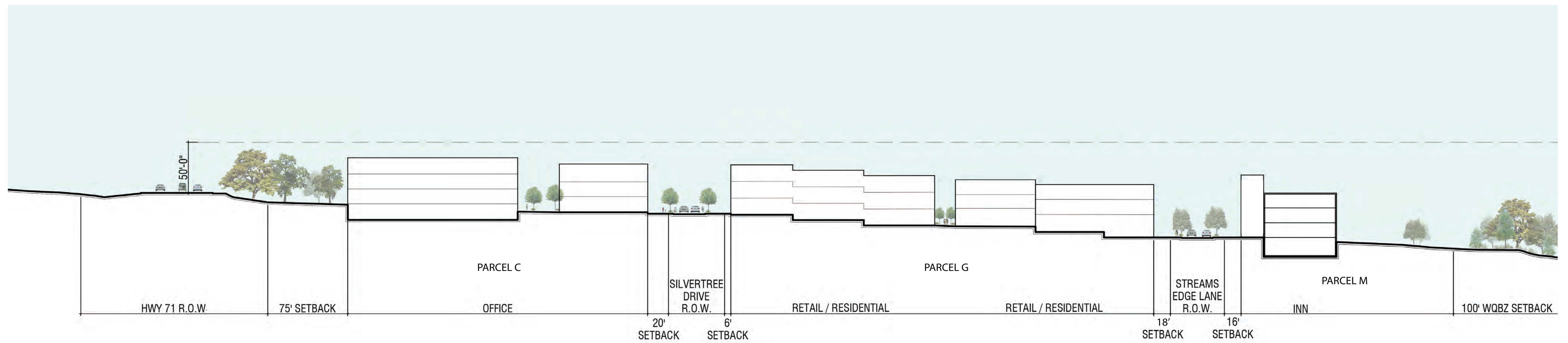
A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION

DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

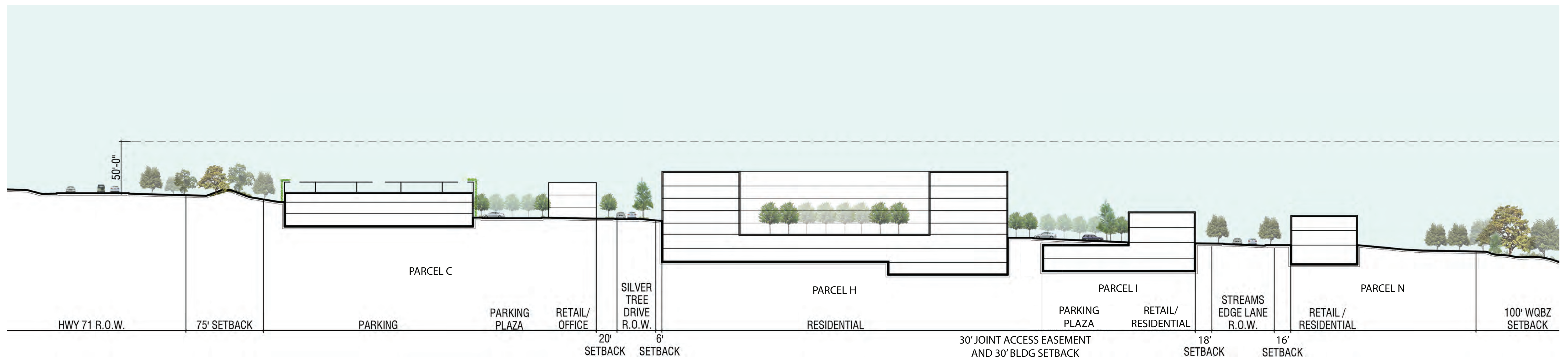
SHEET B-12

STREETSCAPE SECTIONS | 1"=8'

SEPTEMBER 13, 2018



12 SECTION



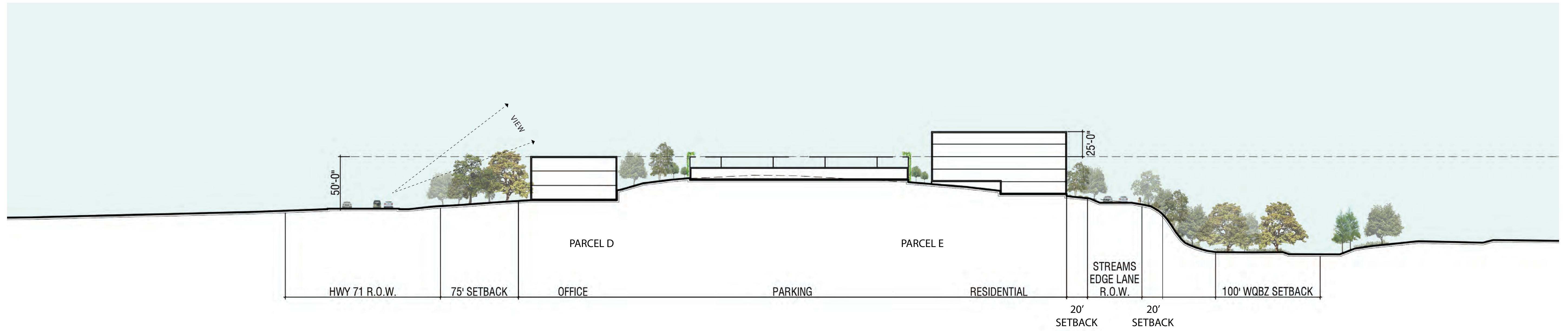
13 SECTION

THE VILLAGE AT SPANISH OAKS

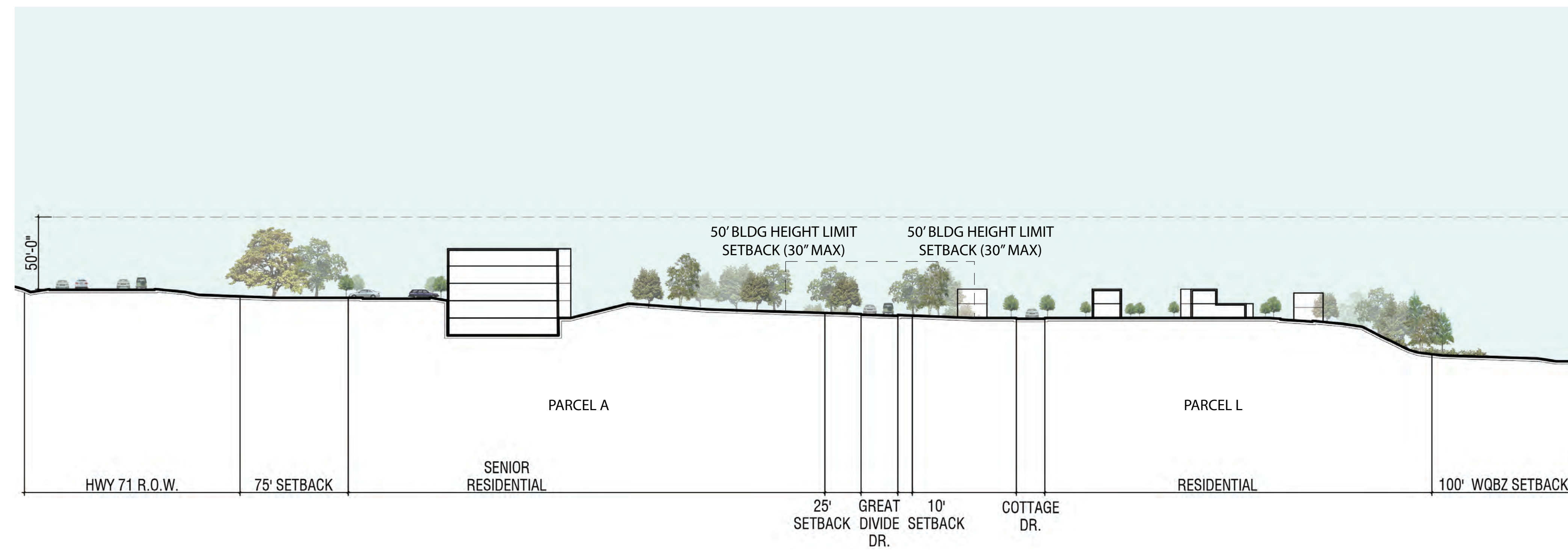
A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION
 DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

SHEET B-13

BUILDING HEIGHT CROSS-SECTIONS | 1"=64'
 SEPTEMBER 13, 2018



14 SECTION



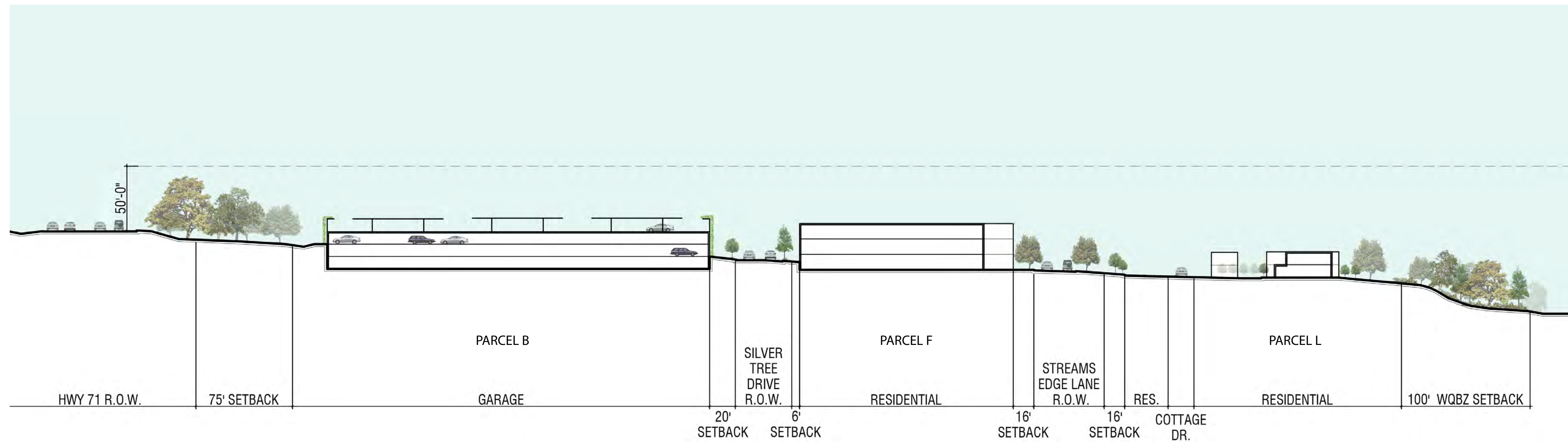
15 SECTION

THE VILLAGE AT SPANISH OAKS

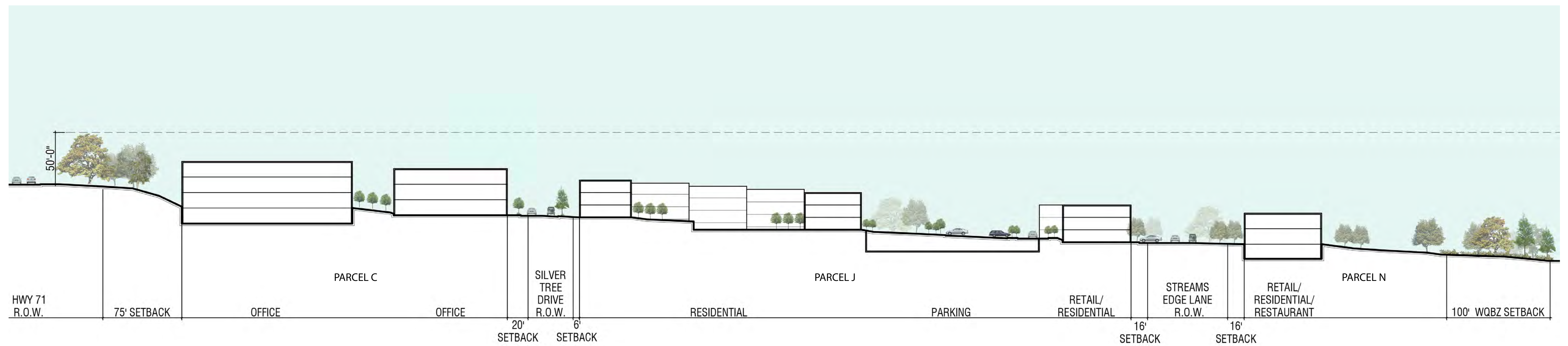
A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION
 DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

SHEET B-14

BUILDING HEIGHT CROSS-SECTIONS | 1"=64'
 SEPTEMBER 13, 2018



16 SECTION



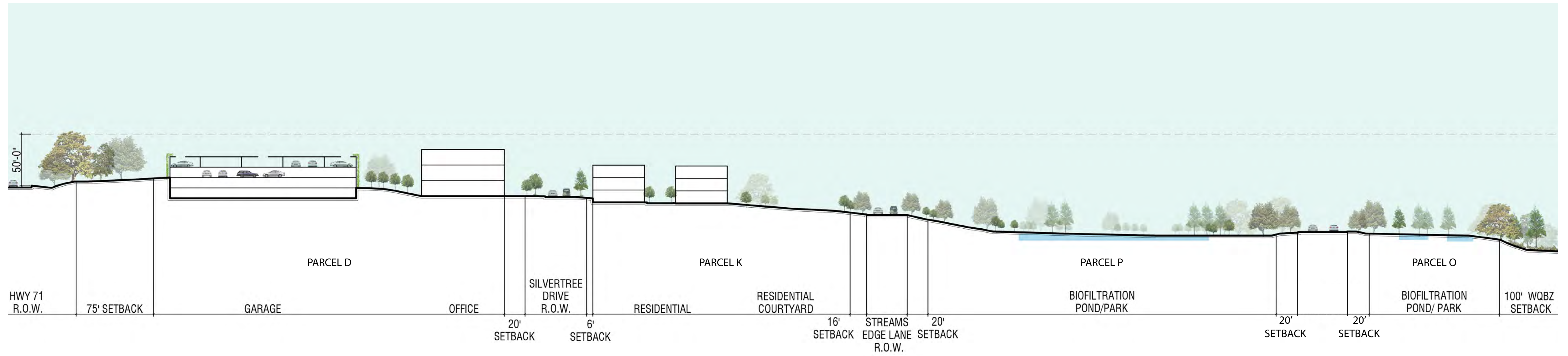
17 SECTION

THE VILLAGE AT SPANISH OAKS

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SHEET B-15

BUILDING HEIGHT CROSS-SECTIONS | 1"=50'
 SEPTEMBER 13, 2018



18 SECTION

THE VILLAGE AT SPANISH OAKS

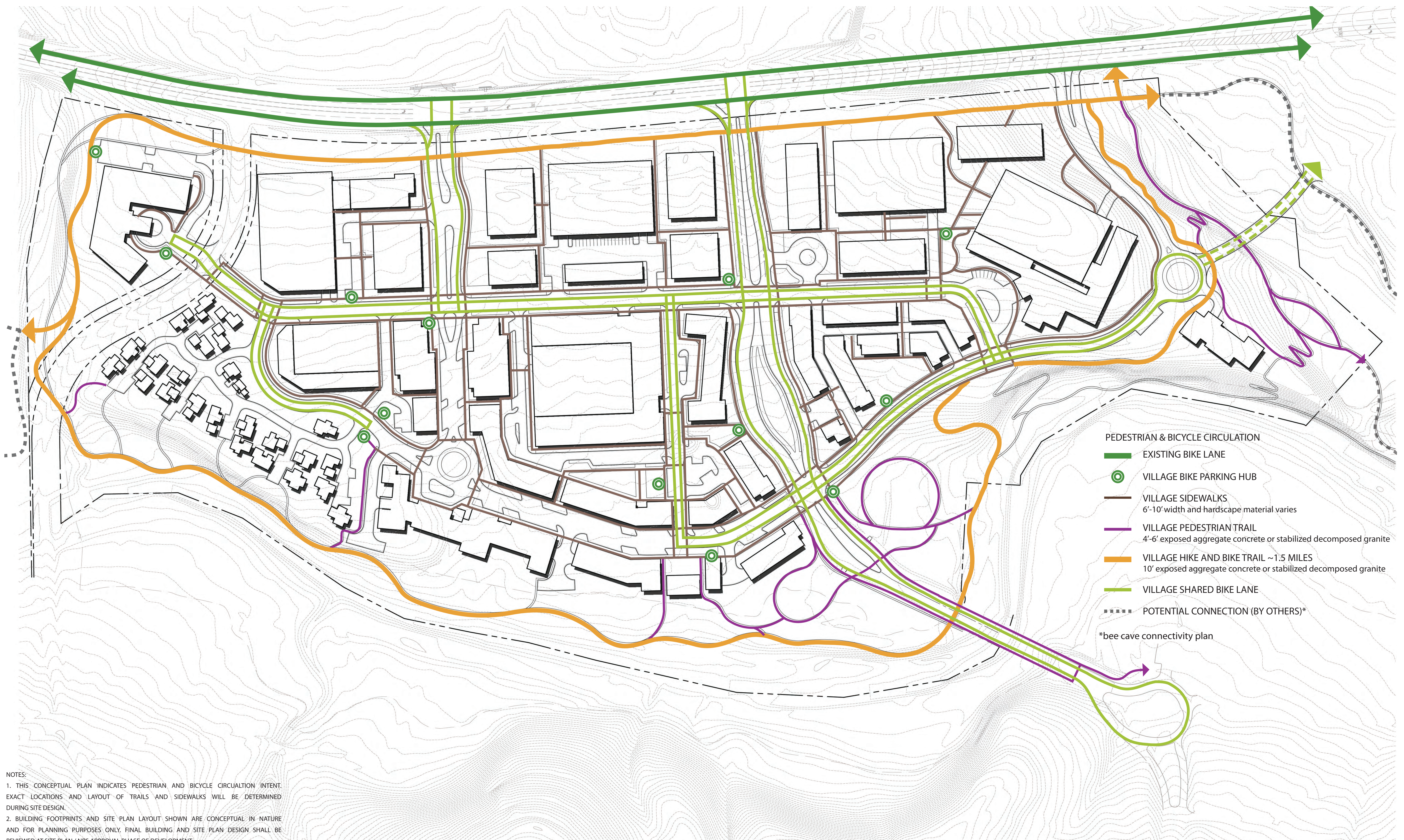
A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION

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SHEET B-16

BUILDING HEIGHT CROSS-SECTIONS | 1"=50'

SEPTEMBER 13, 2018



NOTES:

1. THIS CONCEPTUAL PLAN INDICATES PEDESTRIAN AND BICYCLE CIRCULATION INTENT. EXACT LOCATIONS AND LAYOUT OF TRAILS AND SIDEWALKS WILL BE DETERMINED DURING SITE DESIGN.
2. BUILDING FOOTPRINTS AND SITE PLAN LAYOUT SHOWN ARE CONCEPTUAL IN NATURE AND FOR PLANNING PURPOSES ONLY. FINAL BUILDING AND SITE PLAN DESIGN SHALL BE REVIEWED AT SITE PLAN / NPS APPROVAL PHASE OF DEVELOPMENT.

THE VILLAGE AT SPANISH OAKS

A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION

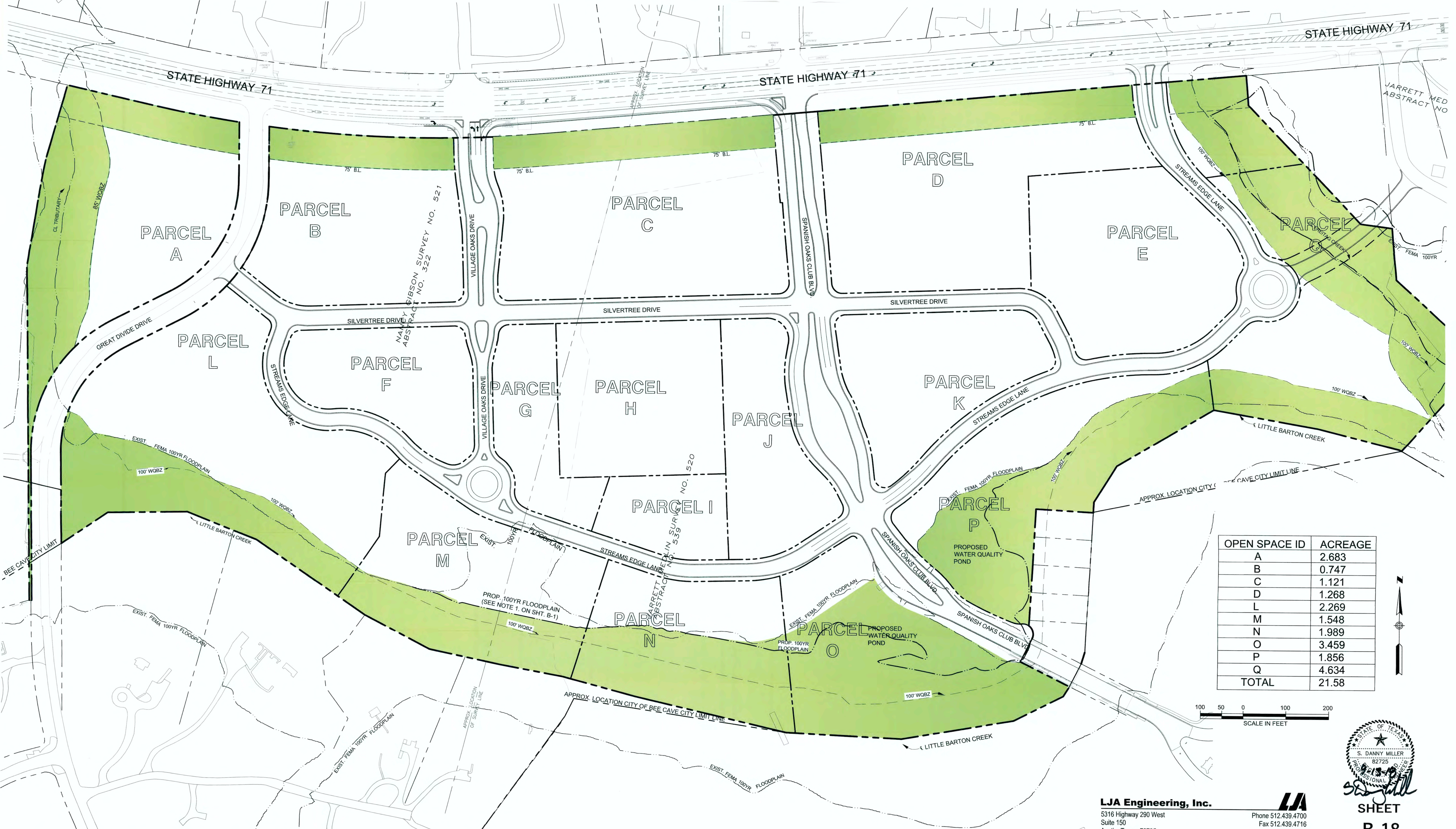
DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

SHEET B-17

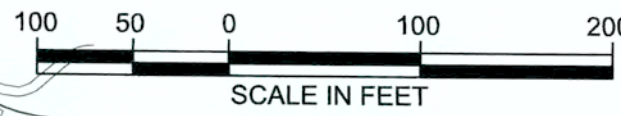
PROPOSED TRAILS | 1'=100'

SEPTEMBER 13, 2018





OPEN SPACE ID	ACREAGE
A	2.683
B	0.747
C	1.121
D	1.268
L	2.269
M	1.548
N	1.989
O	3.459
P	1.856
Q	4.634
TOTAL	21.58



THE VILLAGE AT SPANISH OAKS

A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION
DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

LJA Engineering, Inc.
5316 Highway 290 West
Suite 150
Austin, Texas 78735
Phone 512.439.4700
Fax 512.439.4716
FRN-F-1386



**SHEET
B-18**



1: REPRESENTATIVE RETAIL AND LOFT RESIDENTIAL WEST ELEVATION



2: REPRESENTATIVE INN AND SPA NORTH ELEVATION



3: REPRESENTATIVE OFFICE WEST ELEVATION



4: SENIOR LIVING



5: MARKET



6: OFFICE



7: OFFICE



8: REPRESENTATIVE LEASED RESIDENTIAL EAST ELEVATION



9: TOWNHOUSE



10: FOR-RENT RESIDENTIAL



11: HIGH DENSITY RESIDENTIAL



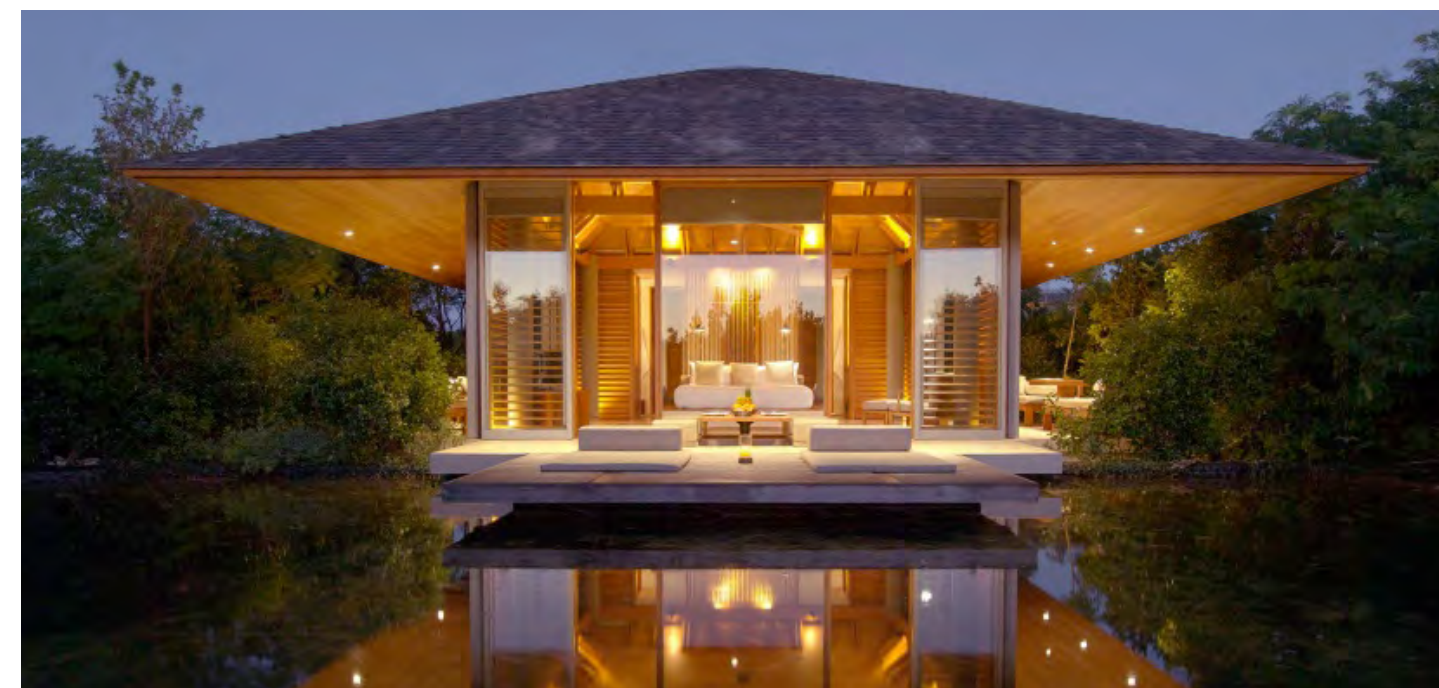
12: CAFE



13: REPRESENTATIVE TOWNHOUSE EAST ELEVATION



14: MEDICAL OFFICE



15: SPA



16: GREENBELT COTTAGE



17: REPRESENTATIVE FOR-SALE RESIDENTIAL FRONT ELEVATION



18: RESTAURANT



19: GREENBELT COTTAGE



20: RETAIL



21: INN

THE VILLAGE AT SPANISH OAKS

A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION
 DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP



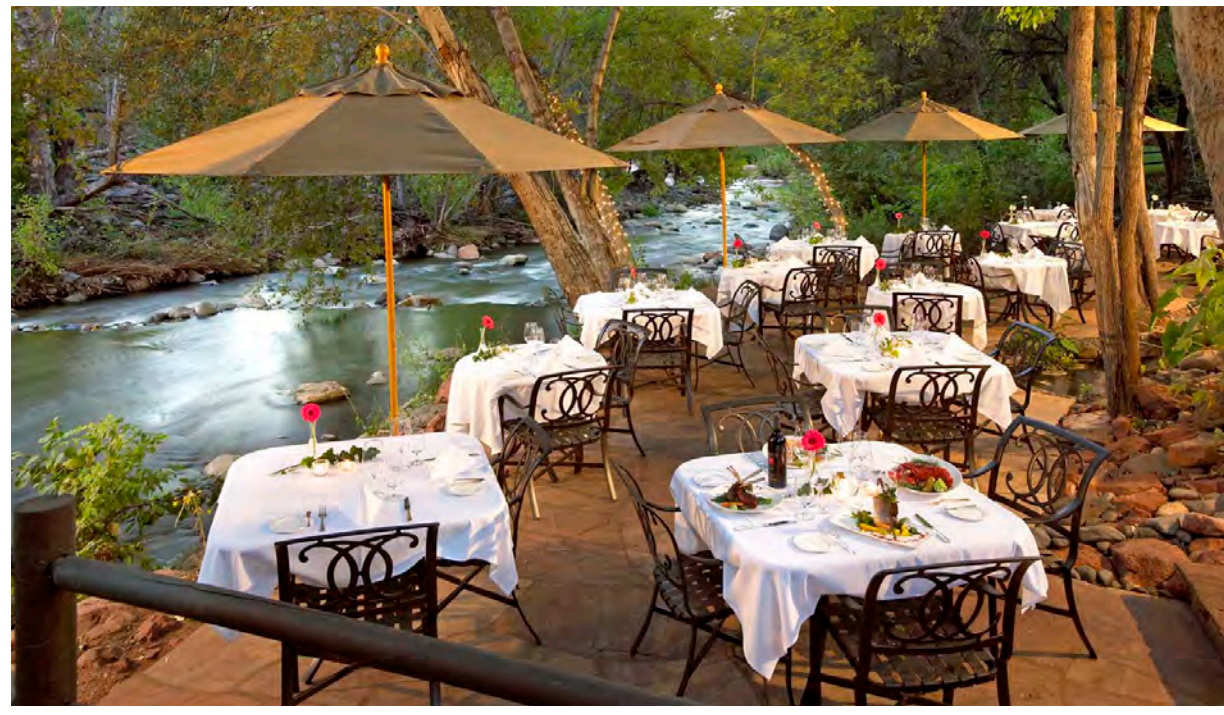
1 VILLAGE TRAIL



2 MAIN STREET DISTRICT



3 VILLAGE PLAZA



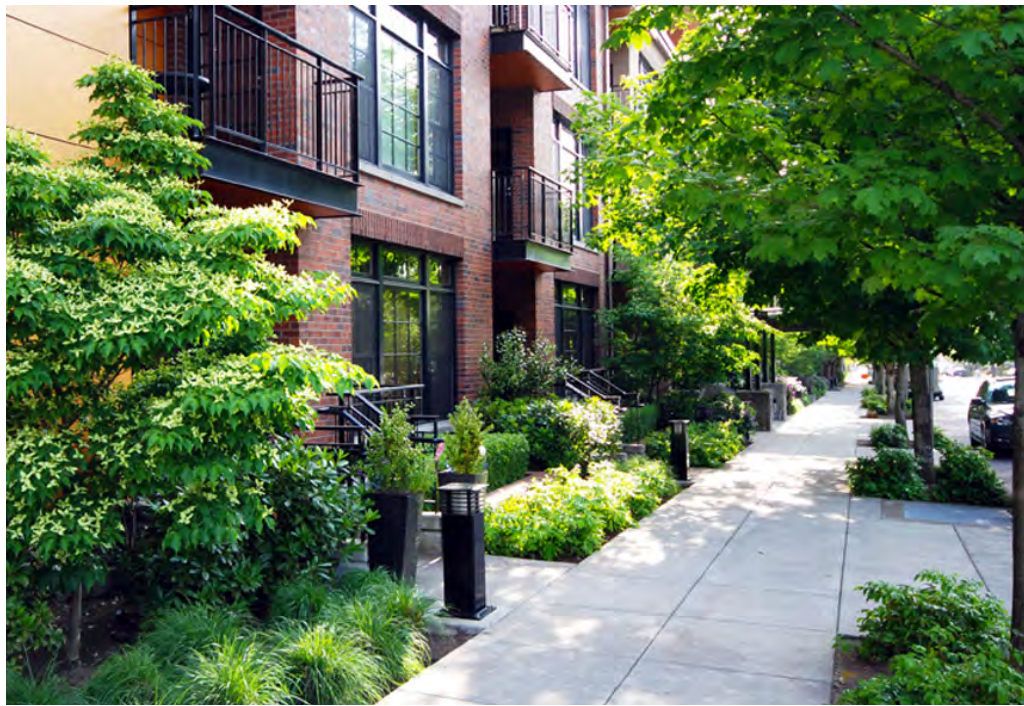
4 CREEKSIDE DINING



5 GREEN SCREEN - BUTTERFLY VINE



6 BIOFILTRATION



7 RESIDENTIAL STREETSCAPE



8 PARKING GARDEN



9 OUTDOOR DINING



10 CREEKSIDE GATHERING



11 PARK & BIOFILTRATION



12 PARK & BIOFILTRATION



13 CISTERN



14 WATER FEATURE



15 RUNNEL



16 MAIN STREET DISTRICT



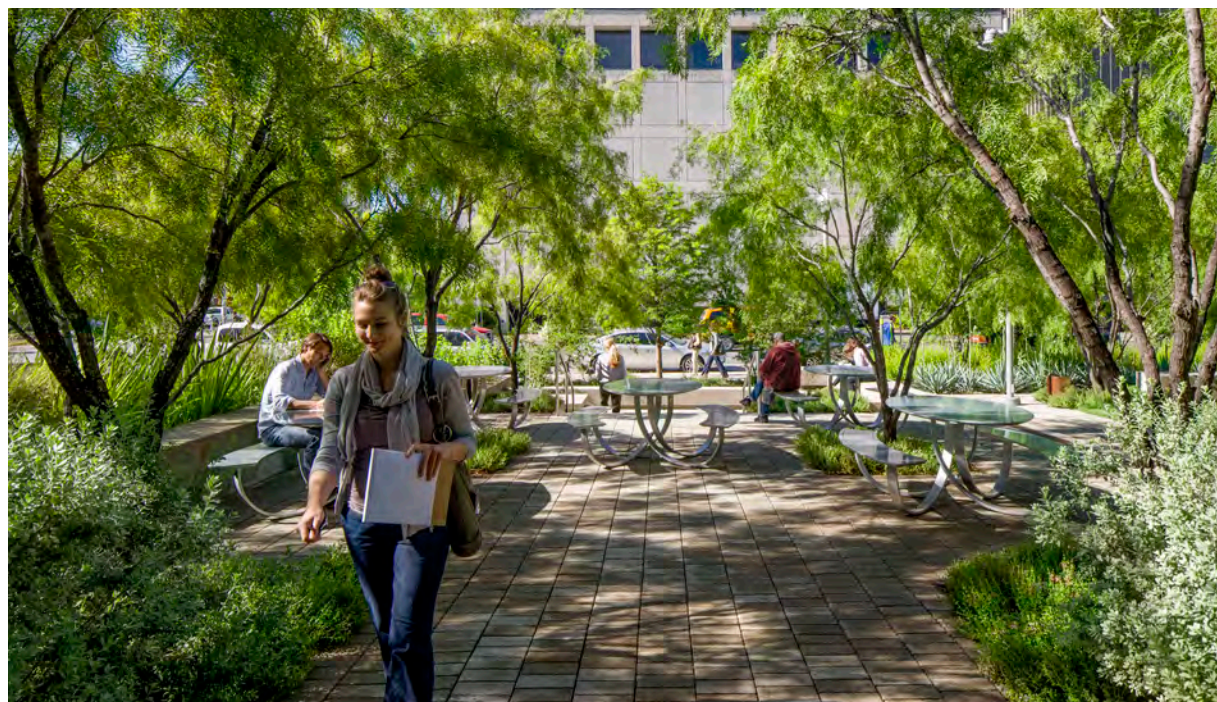
17 BIOSWALE



18 BIOSWALE



19 EVENT LAWN



20 OFFICE PLAZA



21 "BROWNSTONE" TOWNHOMES



22 TOWNHOMES



23 GREENBELT



24 EXISTING HWY 71 ROCK WALL



25 CREEKSIDE OPEN SPACE



26 TRUMPET VINE



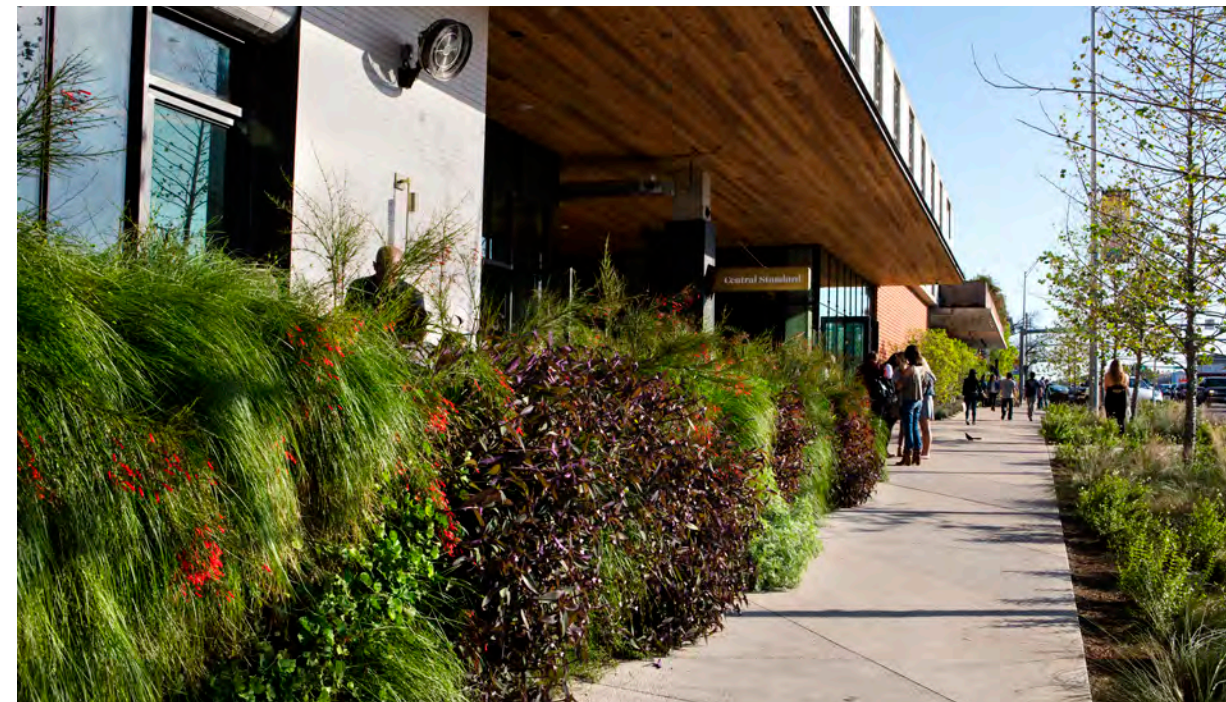
27 BUTTERFLY VINE



28 VEGETATED ARCHITECTURE



29 QUARRY BLOCK WALL



30 LIVING WALL



31 TRELLIS



32 PEDESTRIAN PLAZA

THE VILLAGE AT SPANISH OAKS

A DEVELOPMENT OF: CCNG INC. | GREENBRIER SOUTHWEST CORPORATION

DESIGN TEAM: OVERLAND PARTNERS | TEN EYCK LANDSCAPE ARCHITECTS | LJA ENGINEERING | ARUP

SHEET B-20

LANDSCAPE PRECEDENT IMAGERY

SEPTEMBER 13, 2018

Exhibit “C”

DEVELOPMENT STANDARDS

The following Planned Development Standards (“Development Standards”) shall be applicable within this Planned Development District. Except as described in Section 3 of the Ordinance, to the extent that any of the Development Standards conflict with City Ordinances, these Development Standards shall control. Capitalized terms shall be defined as indicated in these Development Standards, or as reflected on the Concept Plan, depending upon context.

The Village at Spanish Oaks Project consists of approximately 80.37 acres of land which includes Lot 1, Block A of the CCNG Office Complex Phase I. The Project is located on the south side of SH71, approximately ¼ mile west of the intersection of RR 620 and SH 71. The Project takes access from State Highway 71 at the existing Great Divide Drive to the west; an approved and partially constructed signalized intersection at Highway 71 and a roadway to be known as Village Oaks Drive; the existing Spanish Oaks Club Boulevard; and an existing driveway to be converted to a right-in/right-out intersection at the east.

The Village at Spanish Oaks PDD is a Mixed Use District. The Project is intended to provide a mixture of uses, but a range of residential uses comprises the majority of the Project. The residential components are both for-sale and for-rent in a variety of configurations including detached single-family in a condominium regime or fee-simple parcels; common-wall townhome; multi-story, elevator-served multifamily and condominium; residential lofts over retail; and senior living. Nonresidential uses are planned to consist of office, hotel, neighborhood service, retail, data centers and restaurant uses. Uses will be located within the Property generally in accordance with the Concept Plan, with the primary retail and restaurant use cluster (“Main Street District”) located in the southernmost block of Village Oaks Drive and first block to the east of the plaza, as generally depicted in the Concept Plan B-5. Building Footprints related to individual buildings and uses shall not exceed the footprints and densities described in the Parcel Land Use Table, Exhibit D. For purposes of these Development Standards, the term “Owner” shall mean the owner of the Property on the Effective Date of this Ordinance and its successors and assigns.

I. General Project Development Standards

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

1. Impervious Cover. The impervious cover authorized for this Project shall not exceed

2,096,115 square feet as depicted in the Parcel Land Use Table, Exhibit D. For the purposes of this Ordinance, impervious cover is defined as buildings, parking areas, roads, and other impermeable man-made improvements covering the natural land surface that prevent infiltration as further defined in Section 20.04.044 except as exempted per Section 20.04.050(a)(3). Owner shall provide to the City as a condition of approval of any Site Plan for the Project a running total of the amount of impervious cover used by previous Site Plan approvals and the amount of impervious cover remaining within the Project. Provided however, that the impervious cover authorized by this section is only authorized to the extent that such development and each parcel can meet the water quality standards and treatment requirements described in Section 2 below. If any parcels are subdivided and sold such parcel shall be sold with a deed recordable document or by plat note evidencing the amount of impervious cover applicable to development of the parcel and consistent with the requirements of this Ordinance. Areas constructed exclusively for use as a fire lane shall receive 50% credit against impervious cover if constructed with pervious pavers or similar pervious surfaces and so long as such materials are maintained.

2. Water Quality and Treatment. The Project shall meet portions of the requirements of Chapter 20.04, City's Code of Ordinances as described below and in Exhibit E except that (i) the pollutant removal requirements shall be a minimum of 90% removal, (ii) best management practices (BMP) as described in the LCRA Highland Lakes Ordinance Technical Guidance Manual, 2007, Section I, Chapters 3, 4, and 5 may be utilized to meet the pollutant removal requirements, but must be designed to meet public improvement standards, and (iii) water quality ponds may be located within the 100-year flood plain as further described in Section I.G. Water quality BMPs will be sized in accordance with City of Austin Environmental Criteria Manual (ECM) or LCRA Highland Lakes Water Quality Ordinance (HLWO) requirements, at Owner's election. Pollutant removal efficiencies shall be consistent with the methodology being used, i.e. if LCRA is being used, then removal efficiencies shall be assumed as published by LCRA. In an effort to improve biological uptake of total phosphorus (TP), biofiltration vegetation shall be used in all controls, including the extended detention basin. The sizing of the secondary and tertiary ponds shall be based upon infiltration test results and supporting calculations. In addition to the LCRA Highland Lakes Ordinance Technical Guidance Manual, 2007, Section I, Chapter 3, 4, and 5, the following sections of the City's Code of Ordinances also shall apply to the Project: 30.03.010 (not including sections h and i), 20.04.049(e), 20.04.056, 20.04.057, 20.04.104, 20.04.104.1, 20.04.110 and 20.04.111. All water quality controls and treatment systems necessary to the Project at full build out shall be considered for approval in conjunction with the first Site Plan application applicable to the Project and shall be constructed prior to issuance of the first Certificate of Occupancy issued

for the Project, with the exception of parcels A, L, and Q. Water quality controls and treatment systems necessary to the Project for parcels A, L, and Q shall be considered for approval in conjunction with the Site Plan application applicable to each of those parcels and shall be constructed prior to issuance of the first Certificate of Occupancy issued for each of those parcels.

Project Water Quality for all parcels, except A, L and Q, shall be treated in regional water quality ponds located on parcels O and P. Owner shall provide to the City as a condition of approval of any Site Plan for the Project a running total of the amount of treatment capacity used by previous Site Plan approvals and the amount of treatment capacity remaining in the regional water quality ponds. If any parcels are subdivided and sold, such parcels shall be sold with a deed-recordable document or plat note, evidencing the amount of water quality treatment capacity applicable to the development of the parcel and consistent with the requirements of this ordinance.

Water quality and detention ponds or re-irrigation areas which utilize vegetative areas for treatment and which are not concrete constructed structures shall be designed and constructed so that they are park-like areas that blend into the natural environment and are accessible by the general public. Water quality or detention ponds which are concrete structures shall be designed and constructed to blend in with the natural environment. They shall be faced with stone, and exposed concrete shall be minimized, landscaped, and screened as depicted in the Concept Plan B-20.

B. Uses. At full development, the Project will include a mix of uses, which is controlled by the Development Standards herein and in particular the Parcel Land Use Table, Exhibit D. For purposes of this section, multifamily residential building area means square footage associated with multi-storied attached residential structures regardless of whether they are owner occupied or for rent. Hotel, Loft Residential over Retail and Senior Living shall not be counted as multifamily. Attached Townhouses are considered single family. Detached condominiums whether offered for sale or rent shall be considered as single-family, but multi-storied attached condominiums will be considered multifamily even if offered only for sale. Uses are authorized for each parcel as per Section IV of these Development Standards and the Parcel Land Use Table, Exhibit D. The authorized uses are defined as follows:

1. Residential Uses:

- i. Single-family Detached (on fee simple or condominium-regime lots).
- ii. Single-family Townhouse (attached, on fee simple or condominium-regime lots).
- iii. Loft Residential. Loft Residential is further defined as a residential dwelling that is located directly above the nonresidential ground floor of a multistory building.

- iv. Multifamily (apartments and multi-storied attached condominiums).
2. Senior Living Uses are defined by the City's Code of Ordinance Section 32.05.014 as Assisted Living Facility, Continuing Care Retirement Community, Retirement Housing for Elderly and further understood to include Skilled Nursing Facility as also defined in City's Ordinance Section 32.05.014, and Memory Care.
3. Hotel Use is defined as a commercial establishment providing nightly accommodation, food and drink, retail shops, meeting rooms and event spaces, spa, and fitness services.
4. Retail Uses. The uses listed below shall be considered retail uses for the purposes of the Project. A "P" indicates the use is permitted. A "C" indicates a Conditional Use Permit will be required before the use can be developed in the Project.

Retail Uses	Permitted (P) or Conditional (C)
Alcoholic Beverage Sales for Consumption on Premises; provided the establishment derives less than seventy-five (75%) percent of its gross revenues from the on-premises sale of alcoholic beverages.	P
Alcoholic Beverage Sales for Consumption Off-premises	P
Amusement Services (Indoors)	C
Dance Hall/Dancing Facility	C
Day Spa Defined as a business which provides a variety of services for the purpose of improving health, beauty and relaxation through personal care treatments, such as massage; facials; waxing; body wraps; salt scrubs; manicures; pedicures; aromatherapy and similar, but specifically excluding services requiring medical licensure.	P
Dinner Theatre	P
Exercise Studio (Indoor)	P
Fitness Boot Camp (Outdoor)	P
Health Club (Physical Fitness)	P
Motion Picture Theatre (Indoors)	P
Museum	P
Performing Arts Instruction Center	P
Restaurant, including Outdoor Dining- No in-vehicle service - see definition in City's Code of Ordinance Section 32.05.014	P
Restaurant - in-vehicle service - see definition in City's Code of Ordinance Section 32.05.014; eligible for CUP on Parcel K Only	C
Theatre (Non-Motion Picture)	P
Video Rental/Sales	P
Church/Place of Worship	P
Civic Club	P
Electrical Generating Plant	C

Electrical Substation	C
Electrical Transmission Line	C
Emergency Care Clinic	P
Fire Station	P
Franchised Private Utility (not listed)	P
Fraternal Organization	P
Gas Transmission Line (Regulating Station)	C
Governmental Building (Municipal, State or Federal)	P
Library (Public)	P
Mailing Service (Private)	P
Non-Profit Activities by Church	P
Philanthropic organization	C
Phone Exchange/ switching Station	C
Police Station	P
Post Office (Governmental)	P
Rectory/Parsonage	P
Sewage Pumping Station	P
Utility Distribution Line	P
Wastewater Treatment Plant (Public)	P
Water Supply Facility (Elevated Water Storage)	P
Water Supply Facility (Private)	P
Water Treatment Plant (Public)	P
Antique Shop, Sales Indoors	P
Appliance Repair	P
Artist Studio	P
Automatic Teller Machines (ATM's)	P
Bank	P
Barber Shop (Non-College)	P
Beauty Shop (Non-College)	P
Catalog Sales with Showroom Defined as follows: A store where customers make purchase primarily from a catalog, with limited sales from the display floor. Goods may be picked up immediately, at some future time, or delivered. No more than twenty (20) percent of gross floor area may be devoted to storage.	P
Communication Equip (Install/ Repair-No outdoor sales/storage)	C
Kiosk (Providing a Service)	C
Laundry/Dry Cleaning (Drop Off/Pick Up)	P
Locksmith	P
Photo Studio	P
Photocopying/Duplicating	P
Real Estate Office Up to one (1) real estate office may be established within the Main Street District of the Project.	P
Shoe Repair	P
Tailor Shop	P

Travel Agency	P
Accessory Building/Structure (Non-Residential)	P
Art Dealer / Gallery	P
Bakery (Retail)	P
Bike Sales and/or Repair	P
Book Store	P
Cafeteria	P
Confectionary Store (Retail)	P
Consignment Shop	P
Drapery Shop / Blind Shop (No Manufacturing)	P
Florist	P
Food or Grocery Store	P
Furniture Sales (Indoor)	P
Garden Shop (Inside Storage)	P
Handicraft Shop	P
Hardware Store	P
Major Appliance Sales (Indoor)	P
Market (Farmer's)	C
Needlework Shop	P
Pet Shop / Supplies	P
Pharmacy	P
Recycling Kiosk	C
Retail Shop and General Retail Stores	P
Vacuum Cleaner Sales and Repair	C
Veterinarian (Indoor Kennels)	C

5. Office Uses. The uses listed below shall be considered office uses for the purposes of the Project. A “P” indicates the use is permitted. A “C” indicates a Conditional Use Permit will be required before the use can be developed in the Project.

Office Uses	Permitted (P) or Conditional (C)
Bank	P
Data Center * Data Centers occupying more than 35% of a building's area are required to obtain a Conditional Use Permit.	P/C*
Offices, Professional and General Business	P
Savings and Loan	P
Credit Union	P
Financial Services (Advice/Invest)	P
Retail or Services, Incidental	P

6. Recreation Uses. The following uses shall be considered permitted recreation uses for the purposes of the Project: private neighborhood recreation facilities or private parks

and public recreation as defined by the City's Code of Ordinances.

7. In addition to the uses listed above, Contractors shall each be allowed to have a Temporary On-site Construction Office at the locations depicted and approved by subsequent Site Plans. Temporary On-site Construction Offices shall be permitted when there is active construction on a site and shall be removed within 30 days of final site acceptance or Certificate of Occupancy, whichever comes first.
8. The permissibility within the Project of new or unlisted uses, defined as those uses not listed in this section or within the City's Code of Ordinances Section 32.04.001, shall be determined by the process outlined in City's Code of Ordinance Section 32.04.001(d).
9. Hours of Operation. All permitted Retail uses within the Project, with the exception of restaurants and health-care facilities, , shall have hours of operation between 7:00 a.m. and 9:00 p.m. Restaurant hours of operation shall not extend beyond 10:00 p.m. Sunday – Thursday, and 12:00 a.m. Friday-Saturday. Office uses with hours of operation that extend beyond 7:00 a.m. and 9:00 p.m. shall install motorized window coverings on automatic timers to be utilized in the areas occupied during those extended hours. Such required window coverings shall block a minimum of 95% of the inside light from external view. There shall be no outdoor amplified sound after 8:00 p.m. Sunday – Thursday and 10:00 p.m. Friday-Saturday. Deliveries within the Project are prohibited between the hours of 11:00 p.m. and 6:00 a.m.

C. Streets, Lots, Parking, Service Areas and Utilities

1. Internal Streets. Streets shall be constructed in accordance with the City of Austin, Texas, Transportation Criteria Manual, standards for public improvements in effect on January 24, 2017, and Chapter 30 of the City's Code of Ordinances as amended and included in Exhibit E. at the locations as generally depicted on the Concept Plan B-6 and will have minimum widths as depicted on the Streetscape Sections of the Concept Plan B-8 – B-12. Silvertree Drive shall connect to Great Divide Drive, which may have a right-of-way less than the 80 feet required by 30.03.001c(10)(C). Except for Great Divide Drive, streets shall be private and shall be constructed and privately maintained by a Property Owners Association or West Travis County MUD8 ("MUD8"); provided however, that streets may not be gated and City may enforce speed limits, traffic signs and no-parking zones within the Project. The portion of Streams Edge Lane west of the plaza shall have a design speed of 20 mph. The portion of Silvertree Drive east of Spanish Oaks Club Boulevard shall have a design speed of 20 mph. The intersection of Silvertree Drive and Great Divide Drive shall be

designed to accommodate the turning movements of delivery trucks and standard sized vehicles with horse trailers. Alleys shall be permitted and shall not be required to be constructed using reinforced concrete. Documents to implement traffic enforcement shall be approved in conjunction with Site Plan approvals that propose road construction. Other than the street connections depicted in the Concept Plan B-6, no other street connections to Great Divide Drive or Highway 71 shall be authorized. Also, no curb cut directly to Parcel L or to the Parcel B garage off of Great Divide Drive is authorized. Parcel A curb cuts shall be limited to the minimum number of curb cuts needed for safety, and one curb cut shall align with Silvertree Drive unless an alternative configuration is authorized by Council in conjunction with Site Plan approval. If a second curb cut is required, it shall not be located north of Silvertree Drive. Parcel A is authorized to have more than the two driveways if required by Travis County ESD #6.

2. Parking. A Parking Study will be required in conjunction with each Site Plan application only if shared, valet, and/or reduced parking is being proposed; otherwise parking requirements shall be determined in accordance with the City's Code of Ordinances Section 32.05.001(f) Parking Requirements by Use, and as follows for residential uses:
 - i. Single-family Detached units shall adhere to the parking standards of Section 32.03.005(d)(4) of the City's Code of Ordinances;
 - ii. Single-family Townhouse units shall adhere to the parking standards of Section 32.03.006(d)(4) of the City's Code of Ordinance with the exception that front-facing garages are allowable on internal private drives and tandem garages for two cars are acceptable;
 - iii. Loft Residential units shall adhere to the parking standards of Section 32.03.007(d)(6) of the City's Code of Ordinances; and
 - iv. Multifamily units shall adhere to the parking standards of Section 32.03.007(d)(6) of the City's Code of Ordinances.

For Senior Living uses the parking ratio for Assisted Living units shall be 1.0 space per unit. The parking ratio for Skilled Nursing Facilities and Memory Care shall be in accordance with the parking ratio as stated in Section 32.05.001(f) (30) of the City's Code of Ordinances, and the parking ratios for Continuing Care Retirement Communities shall be in accordance with those for assisted living, retirement housing for the elderly and nursing homes as applicable based on the number and types of units, beds, and other spaces within the facility.

The parking ratio for Data Centers shall be 1.0 space per 1,000 sq. ft.

Shared and reciprocal parking shall be allowed across the entire Project, regardless of any parcel or lot lines, as long as demonstrated viable by a Parking Study. However, a Certificate of Occupancy shall not be issued until all parking required to serve the associated building has been constructed. Because street widths vary within the Project, on-street parking may be authorized only as depicted in the Concept Plan B-8-B-12. On-street parking may be counted towards the required parking of the uses in the adjacent block only.

The Project is intended to reflect four primary types of parking: structured multi-level garages adjacent to buildings, below-grade garages, in-building private garages, and surface parking. Additional categories of parking that are also authorized in conjunction with a Site Plan approval include podium parking and wrapped parking. Surface Parking shall be authorized at full Project build-out generally as stated in the Parcel Land Use Table Exhibit D and Section IV herein. Surface parking may also be authorized in conjunction with Site Plan approval for the first permitted buildings on Concept Plan Parcels B, C, and D, until additional buildings are permitted on the parcel, at which time structured or below-grade garages shall replace portions of the surface parking.

- i. Structured Parking shall be configured generally as described in the Parcel Land Use Table Exhibit D and Section IV herein. The structures are required to include level-floor internal ramps with a usable ceiling height at the ground level and to be lower than the adjacent buildings that they serve. Structured parking garages are allowed to have rooftop terraces or shaded parking on the roof deck, though shaded parking on the roof deck will be within height limitations. The requirement for level floors and usable ceiling height at the ground level shall provide for the conversion of at least one level of any parking structure into an occupied use as the Project evolves. Conversions of parking garage use to another use can only be considered for approval in conjunction with a Concept Plan Amendment.
- ii. Below-grade garages are authorized as generally described in the Parcel Land Use Table Exhibit D and Section IV herein. Below-grade garages shall be primarily located in the Main Street District of the Project and in conjunction with the hotel and spa uses, unless otherwise submitted for approval at Site Plan. Below-grade garages may extend under buildings and under streets and other improvements.
- iii. Podium parking is authorized as generally described in the Parcel Land Use Table Exhibit D and Section IV herein. Podium parking is defined as a structured parking garage beneath a building where, on a sloping site, at least one but not all façades of the building meet ground level.

- iv. Wrapped parking is authorized as generally described in the Parcel Land Use Table Exhibit D and Section IV herein, consisting of a central parking structure embedded within a building complex such as a higher density residential development.
 - v. In-building private garages are authorized as generally described in the Parcel Land Use Table Exhibit D and Section IV herein, in conjunction with for-sale or for-rent residential components of the Project, including Loft residential buildings, townhouses, and detached single family.
3. Utilities. Utilities within the boundaries of the Property and any utility extensions to the Property shall be located underground. Off-site storm sewer lines may be located within the 75-foot setback on the south side of Highway 71 as depicted in the Concept Plan B-4. The existing overhead electric service to the Homestead subdivision will be reconstructed underground on the Property but will return to overhead service crossing Little Barton Creek and southward. “Gang-style” boxes may be permitted, if adequately screened in accordance with the City’s Code of Ordinances Section 32.05.003. Ten foot (10’) easements shall be allowed for dry utilities.
4. Minimum Lot Widths/Configuration. Minimum lots widths shall be 100 feet as measured along the primary road frontage, with the exception of attached townhomes that are a minimum of 24 feet maintaining an average of 30 feet within a specific parcel. The requirements of the City’s Code of Ordinances Section 30.03.006(d), (e), and (h) shall not apply to non-residential uses within the Project.
5. Service Areas. Service areas shall be located and screened in accordance with the City’s Code of Ordinances Section 32.05.003. In addition, (i) front service is authorized only for the Main Street District unless otherwise approved in conjunction with Site Plan approval; (ii) Multifamily Residential buildings may locate service areas within garages; (iii) loading and service areas for buildings adjacent to Little Barton Creek shall be located and accessed from the ends of buildings rather than the backs adjacent to the Creek and/or within garages and shall be fully screened.
6. Setbacks. Building setbacks shall be required as generally depicted in the Concept Plan B-4 and as described herein. Above grade structures, unless expressly authorized, are prohibited within the building setbacks. This prohibition does not include landscaping, hardscaping and recreational trails, or parking within the setbacks in the Main Street District as depicted in the Concept Plan B-9.
- i. State Highway 71 West Setback. There shall be a minimum setback of 75 feet

from the Hwy. 71 right-of-way line. Within that setback shall be allowed landscaping, including berms; small retaining walls (less than 3 feet in height); landscape lighting; shallow grass swales of not more than three feet in depth for water quality purposes; trails; underground utilities, storm sewer and irrigation water lines and other structures as authorized by the City's Code of Ordinances. In particular Owner may construct up to a six-foot-high (6') rock wall (slightly higher where grade dips) to match the existing rustic stone wall in appearance as depicted in the Concept Plan B-20. The wall shall be located as far as practical from the Property line while matching the location of the existing wall but shall be authorized to meander to avoid trees.

- ii. Great Divide Drive Setback. Minimum building setbacks on parcels A, B and L from Great Divide Drive right of way shall be as described herein and depicted in the Concept Plan B-4. On Parcel L, Owner shall construct a six- to nine-foot tall masonry and/or stone wall along the setback line a minimum of 10' from existing public ROW of Great Divide Drive (which is approximately 35' from edge of paving). Facing Great Divide Drive, this wall shall match the look of the Owner-installed wall within the Highway 71 setback area.
- iii. Water Quality Buffer Zones ("WQBZ"). There shall be a setback of 100 feet from the center line of Little Barton Creek. There shall be a setback of 100 feet from the center line of Freitag Creek on the east side of the Property and an 85-foot setback from the creek tributary on the west side of the Property. A creek maintenance and protection plan shall be required in conjunction with the approval of the first Site Plan. The City of Austin IPM Plan as of 01/24/2017 as cited in Exhibit E will be the criteria used to create this manual.

WQBZ shall remain free of construction, development, or other alterations, except as expressly authorized below. Roadways crossing through the WQBZ are prohibited with the exception of the one (1) crossing depicted in the Concept Plan on Parcel Q, necessary as the possible connectivity to the east can only be reached by crossing the WQBZ. In addition, the existing wastewater collector will be adjusted per the CLOMR modification and will cross the WQBZ as necessary. Other alterations within the WQBZ may be approved in conjunction with Site Plan approval and include utility crossings, but only when necessary, fences, low impact parks, and open space. Roadways and utility crossings should be approximately perpendicular to the buffer zone. Low impact park development within the WQBZ shall be limited to trails, picnic facilities, and similar construction that does not significantly alter the existing vegetation or introduce impervious cover into the WQBZ, except for insignificant amounts of impervious

cover such as concrete pads for bench or picnic table installation.

Any disturbance of areas within the WQBZ or 100-year floodplain outside of improvements listed above shall be restored to pre-construction conditions or better as soon as reasonably practical following completion of construction.

- iv. **Building Setbacks.** Subject to subsection a and b below, buildings located on internal roads shall be subject to the setbacks as depicted in the Streetscape Sections included in the Concept Plan B-8-B-12.
 - a. **Retail/Restaurant Build-to Lines.** Where retail/restaurant buildings face each other across an internal street frontage, the setback depicted may be increased for the accommodation of additional pedestrian amenities.
 - b. **Parking within Setbacks.** On-street parking shall be allowed within the setback applicable to subsection a.
- v. **Zero Lot Lines.** Town home and condominium residential structures are authorized to be constructed based upon zero-lot-line setbacks whether developed as a fee simple lot or within a condo regime.
- vi. **Other Setbacks.** All other setbacks shall be in accordance with the Concept Plan.

D. Building Heights.

- 1. **General Building Heights/Height Measurement Methodology.** Building heights for all buildings shall not exceed the heights listed in the Parcel Land Use Table, Exhibit D, on a parcel-by-parcel basis and calculated based on the methodology described therein. Building height shall vary due to topography as depicted in the cross-sections in the Concept Plan B-13-B-16, which depicts the relationship between above-ground and below ground stories. Height shall be measured at the highest roof ridgeline or parapet (not including any chimneys, elevator overruns, screened roof-mounted mechanical equipment, or other structural or architectural embellishments located on the roof), or as otherwise stated in the Parcel Land Use Table, Exhibit D.
- 2. **Great Divide Building Height Limit Setback.** On parcels A, B and L, there will be a 50-foot (50') setback from Great Divide Drive right of way within which buildings will be limited to a maximum 30 feet (30') in height as measured from grade.
- 3. **Parcel E.** The residential building shall be situated on the lower southern portion of Parcel E, shall not exceed 75 feet over the centerline of Highway 71 (measurement

defined in the Parcel Land Use Table, Exhibit D) and shall not exceed four stories facing Highway 71 and five visible/above-grade stories facing south. Above-ground levels of the associated parking garage shall not exceed two levels and shall be visually screened as required in the Development Standards herein.

4. Parcel H. The building on Parcel H may go up to five stories above ground but may not exceed 50 feet over the nearest centerline of Highway 71 (measurement defined in Parcel Land Use Table, Exhibit D). The associated parking garage shall be visually screened as described in the Development Standards herein depending on its construction as wrap, podium or structured.
5. Parcel M. The Inn may have an architectural tower that is up to 70 feet (70') tall as long as that tower does not have occupiable space. Any lighting within the tower will be based on low-level interior downlighting that will be turned off no later than 10:00 p.m. and must be specifically approved with the architectural approval for the Inn/Parcel M.
6. Parking Garages. Structured parking garages shall be below 50 feet in height as measured from the elevation at the nearest centerline of Highway 71 at the center of the garage building and shall not be taller than the adjacent occupied buildings to provide for visual screening. Parking garages shall only have two levels adjacent to Hwy 71 and may have office above on Parcel B but, if so, shall not be more than three total levels. However, due to topography, garages are authorized to contain additional levels so long as the additional levels are not adjacent to Highway 71. Garage levels that are completely underground and are not visible from the exterior shall not count as a level. Garages shall be constructed above ground or below ground as generally depicted in the Parcel Land Use Table, Exhibit D or as described in these Development Standards by Parcel. Parking garage elevations that are not screened with green screens or by an adjacent building shall include a combination of architectural reveals, shadow lines, and embellishments in addition to vertical articulation of the upper level profiles at minimum spacing of every 50 feet in order to provide an acceptable aesthetic appearance to the garage. Garages that are screened by "green screen" shall be screened with drought tolerant (unless using reclaimed water for irrigation) and heat resistant vines. A maintenance agreement shall be required as a condition of Site Plan approval for maintenance of green screens. All structured parking garage levels will be a maximum of 12 feet in height floor-to-floor with the exception of the at-grade level, which shall be a maximum of 14 feet in height floor-to-floor, in order to achieve usable space for potential future uses.

E. Maximum Building Areas/Building Footprints. Building area means the total square

footage of heated and air-conditioned space within a building and including rooftops that are intended to include use(s) requiring additional parking spaces and/or contain vertical elements that create the external appearance of a story, with the exception of shade for a rooftop terrace that does not require additional parking spaces. Actual building areas by parcel shall be determined in accordance with the applicable Site Plan for the parcel and shall not exceed the square footage per parcel set out in the “PDD Max Bldg Area” column of the Parcel Land Use Table, Exhibit D. The Project total shall not exceed 1,965,000 square feet of building area as per the “PDD Max” depicted in the Parcel Land Use Table, Exhibit D. Parking garages are not considered buildings for purposes of calculating the Parcel Maximum or the PDD Maximum building area square footages. Provided however, that structured parking garages within the Project shall be limited to six (6) structures, which may be located on Parcels B, C, D, E, F and H. These structures shall be limited to the building footprints described in the Parcel Land Use Table, Exhibit D and sized to meet the parking requirements per Section I.C.2 within the height limitations of Section I.D.4. Applicant shall provide to the City as a condition of approval of any Site Plan for the Project a running total of the amount of building area approved in previous Site Plan approvals and used by prior vertical construction and the amount of maximum building area remaining within the Project. When a lot is platted or, in the event that a lot is subsequently subdivided, each newly created lot will be allocated a maximum amount of building area that is consistent with the requirements of this Ordinance and recorded in the Deed records.

The building footprint shall mean the gross square footage from outside wall to outside wall for the ground floor of the building or garage. The maximum building footprint for any individual building within the Project shall not exceed 50,000 sq. ft. without meeting the requirements of Section II.A.6. The maximum building footprints and maximum building areas for garages and buildings within the Project are stated on the Parcel Land Use Table, Exhibit D, and such maximum shall not be exceeded except by ordinance amendment, site plan approval or site plan amendments as applicable.

- F. Trail System. Hike-and-bike trails shall be constructed as generally depicted in the Trails Map in the Concept Plan B-17. Trails will be located so as to provide connections with the City’s broader trail system allowing public access. Trails internal to the Project will be publicly accessible and constructed and maintained by Owner or assigns. In particular, pedestrian connectivity shall be provided from the Project to Great Divide Drive and the 44-acre tract owned by the City on the opposite side of Great Divide. Public access shall be provided by an easement or public declaration to the City on a form acceptable to the City which can be recorded in the deed records. The form of the easement shall include the Owner’s maintenance obligations and shall be considered for approval in conjunction with site plan approval. The easement or declaration will be executed and deed recorded only

upon completion of construction of the trails and inspection and approval of the City. Owner may condition public access of the trails upon receipt from the City of liability insurance naming Owner and MUD8 as additional insureds.

G. Floodplain.

Upon completion of the floodplain reclamation, no structures other than trails, underground utilities, storm sewer lines, overhead power to the Homestead subdivision, and water quality ponds shall be located within the designated Flood Hazard Area as depicted in the Concept Plan B-2.

H. Governance/Permitting.

1. Property Owners Association/MUDs. Owner of Phase I and Phase II shall be responsible for ordinance compliance, oversight, maintenance and responsibilities set out in this Ordinance until such time as such Owner assigns such obligations to a Municipal Utility District (“MUD”), and/or a Property Owners Association (“POA”), or similar association or entity, created in accordance with Chapter 30 of the City’s Code of Ordinances as referenced in Exhibit E and such assignee expressly assumes such ordinance compliance, oversight, maintenance and other responsibilities. The entirety of the Property shall be included within the POA or MUD authority, as applicable, prior to subdivision of the Property. The Owner or assignee shall be responsible for compliance of the Project with any permits or agreements between the City and the Owner. Documents necessary to establish the POA shall be reviewed and approved by the City in conjunction with Phase I and II Site Plan approvals, or prior to final plat, whichever occurs first to ensure that they conform to this Ordinance and other applicable development standards. The document establishing the POA for long-term maintenance, and other responsibilities set out herein, shall include deed restrictions applicable to the Development Standards which standards shall be identified in a separate and distinct section from the rest of the document and which will provide that such requirements shall not be amended in a way that would contradict this Ordinance without the express consent of the City. The document which provides assumption of the obligations and responsibilities of a MUD shall likewise include similar language. In the event that the POA/MUD does not have authority over portions of the Project, Owner shall continue to be responsible for the oversight, maintenance and responsibilities applicable to such portions of the Project until the POA/MUD or another similar entity is given the authority.

2. Platting/Subdivision.

Owner will comply with Chapter 30 of the City’s Code of Ordinances as referenced in

Exhibit E for platting and subdivision for the Project.

- i. If any parcel as depicted in the Concept Plan (Exhibit B) is subdivided, all resulting plats shall contain plat notes (or provide separate instruments) that address the list of uses permitted for development on the parcel, the maximum building footprint(s) permissible on the parcel, a maximum amount of impervious cover available, a maximum amount of water quality treatment capacity available and the amount of gross building area available for development to the parcel(s) or tract(s) being conveyed in a manner consistent with this ordinance.
 - ii. Owner may record final plats prior to Site Plan submittal. Platting will generally adhere to the following chronology. After finalization of this MU-PDD Ordinance, Owner will prepare (i) a Preliminary Plat for the entire site or a preliminary plat for Phase I plus any parcels required to be included as described in subsection 2; (ii) a Final Plat for the entire site or Phase I plus applicable parcel(s); and (iii) a Site Plan for the entire site or Phase I and any applicable parcel(s). Preliminary and Final Plats may be submitted simultaneously.
3. Concept Plan/Ordinance Amendments. The Concept Plan and this ordinance shall be amended by Owner prior to site plan approval in the event that Owner proposes (i) changes to the Project or a Parcel regarding the uses described herein, or (ii) if development is proposed that increases the maximum impervious cover, maximum building or garage footprint, maximum building area square footage, or maximum building or garage height as depicted in Exhibit “B”, as listed and described in Exhibit “C”, and as stated in the Parcel Land Use Table, Exhibit D, or (iii) any changes in the configuration of Project’s internal roadways and associated building setbacks as depicted in Exhibit “B” shall require an Amendment of this Ordinance. Changes to the parcel arrangement as depicted in the Concept Plan, excepting changes limited to the subdivision of parcels or boundary changes to parcels that do not affect the Roadway Plan, will require amendment of the Concept Plan and this Ordinance. With regard to the interior “superblock” comprising parcels G, H, I and J, the total parcel area of Parcel H may adjust in size up to fifteen percent (15%), thereby adjusting the adjacent parcels accordingly without requiring amendment of the Concept Plan or this ordinance, but such adjustment shall not affect the permissible parcel land uses, maximum building or garage footprint, maximum building area square footage, or maximum building or garage height as depicted in Exhibit “B”, as listed and described in Exhibit “C”, and as stated in the Parcel Land Use Table, Exhibit D. Any changes other than the aforementioned shall be considered in conjunction with Site Plan approval or Site Plan amendment process. Except as otherwise expressly provided in this Ordinance, amendments shall be considered for approval in accordance with Section 32.02.006 of the City’s Code of Ordinances.

4. Site Plan/NPS Approvals. Each Site Plan, Site Plan amendment and NPS plan submitted for approval shall be processed in accordance with the applicable Ordinances outlined in Exhibit E and contain a total of the amount of impervious cover, the amount of water quality treatment capacity required (for all parcels other than A, L and Q), and the amount of gross building area developed or allocated to development within the Project to the date of the Site Plan application and be consistent with any previous plat approvals. In addition, each Site Plan submittal shall include a trip count by use to update maximum TIA trip counts for the Project which may trigger an updated TIA in accordance with Section I.M. Furthermore, the first Site Plan shall include a comprehensive environmental assessment of the Property per Section 20.04.059 of the City's Code of Ordinances as included in Exhibit E with no further environmental assessments required for individual parcel Site Plans. Site Plan approvals related to individual parcels within the Project shall expire after two (2) years if no progress towards completion of the Site Plan development has occurred. Site Plans shall be submitted on a parcel-by-parcel basis as such parcels are depicted in the Concept Plan or as otherwise amended.
5. Minor Amendments to Site Plans. "Minor Amendments" of the Site Plan as defined by the City's Code of Ordinances Section 32.02.006(k)(5) for the Project may be approved administratively by the City Manager provided such modifications would not otherwise result in a violation of a specific Development Standard described in this Ordinance, cause an increase in the total amount of impervious cover allowed pursuant to Section I.A.1. of these Development Standards, cause an increase in Maximum Building Area, Maximum Building Footprint, or cause additional encroachments into the setbacks or other easements established for the Project or for a Parcel.

Modifications that are not Minor Amendments are considered Major Amendments and require approval by City Council in conjunction with a Site Plan Amendment.

The permanent closure of any roadway within the Project shall be considered a Major Amendment and require approval by the City Council in conjunction with a Site Plan Amendment. Permitted temporary closures shall not, in any event, interfere with access to the traffic signal at Village Oaks Drive and Highway 71.

6. Architectural Pre-design Approval Process. Prior to site plan application for any parcel within the Project, the Owner may submit an architectural package to the City that includes scaled renderings of all four sides of each building proposed for the parcel and a building materials sample board. The Planning and Zoning Commission shall review the architectural pre-design submittal and shall recommend approval, approval subject to certain conditions, or disapproval. If the Commission recommends

approval, with or without conditions, the architectural pre-submittal will be forwarded to Council for consideration. If the Commission recommends disapproval of architectural pre-design submittal, the Commission shall state such disapproval and the reasons therefor. The applicant may revise and resubmit for Planning & Zoning Commission reconsideration or appeal such decision to Council pursuant to the procedures of the City's Code of Ordinances Section 32.02.006(h)(2). Approval by the Council of the pre-design application does not affect the Council's authority to approve or deny any subsequent Site Plan application for a reason other than architectural design. Site plan applications shall be consistent with any architectural pre-design approval. In the event Owner elects to forego the architectural pre-design approval process described above for any parcel within the Project, the architectural package shall be submitted with the corresponding Site Plan.

7. Review/Submittal Fees. Owner shall pay review and development fees in accordance with the City's current fee schedule. Such fees shall not be increased or any new fees added that are not based upon reasonable costs incurred by the City in processing development applications for this Project specifically.
- I. Construction. Traffic control plans associated with construction shall be approved in conjunction with each Site Plan application. Owner shall employ commercially reasonable efforts to ensure that construction traffic controls are followed by all employees, suppliers and subcontractors and that construction traffic is minimized during peak traffic times in the day. Construction traffic shall be prohibited on Great Divide Drive with the exception of construction traffic necessary for the development of Parcel A, which lies directly west of Great Divide Drive, and construction of the intersection of Great Divide Drive and Silvertree Drive. Hours of construction within the Project are limited to 7:00 a.m. – 7:00 p.m. Monday – Friday and 8:00 a.m. – 7:00 p.m. Saturday – Sunday.
- J. Open Space. The Project will include approximately 21.5 acres (approximately 18 acres excluding Highway 71 setback) of open space as depicted on the Concept Plan B-18. Open space shall be accessible by the public and shall include appropriate trail system amenities. In recognition of the character of the Project as a master-planned mixed-use development and in acknowledgement of the substantial public access and parkland, greenbelts, trail and park improvements that will be provided within the Project as set forth in the Concept Plan, no additional parkland dedication or fees will be required for the Project.
- K. Vehicular Connectivity. The Project shall provide right-of-way with a minimum width of 70 feet for connectivity from the eastern property line of the Property to the City of Bee Cave (police station) property line as generally depicted in the Concept Plan.

- L. Traffic Improvements/Street Improvements. A Traffic Impact Assessment (TIA) has been completed and reviewed by the City's consulting traffic engineering firm. Owner shall provide a TIA mitigation agreement to fund the mitigation improvements listed in Exhibit "F", attached to this Ordinance, upon City approval of the Phase I site plan and prior to commencement of construction. If the actual cost of construction exceeds the cost estimates in Exhibit F, the Owner shall be responsible for the balance of the pro rata share of the mitigation improvement; if the actual cost of construction is less than the estimate in Exhibit F, the Owner shall receive a refund of the remaining balance of the pro-rata share of the mitigation improvement. Except as outlined above, no additional funding of offsite improvements shall be required so long as the Project traffic volumes do not exceed those in the TIA. If projected daily trip generation for the Project exceeds the 19,012 trips utilized for the TIA, Owner agrees to fund an additional TIA updating the data utilizing the same criteria and fund additional mitigation improvements as may be determined applicable by the TIA update.

Owner shall complete installation of traffic signal at Highway 71 and Village Oaks Drive in conjunction with Phase I infrastructure, though the signal will be operational only upon TxDot approval. Owner shall provide funding through the TIA mitigation agreement for additional traffic improvements at Highway 71 and Spanish Oaks Club Boulevard and Highway 71 and Great Divide Drive, but those improvements shall be implemented when and in a configuration deemed necessary by TxDOT. Cost estimates for modifications to these intersections are included in Exhibit F, but are recognized to be two of several potential variations for modifying turning movements. . Left-hand (westbound) turning movements out of Spanish Oaks Club Boulevard may be limited at TXDOT's discretion, in which case intersections modifications within the private right of way of Spanish Oaks Club Blvd must be accommodated.

II. Development Standards - Design

These Development Standards may be augmented by additional principles to be developed by Owner in a governing set of Covenants, Codes and Restrictions (CC&Rs) for the Project so long as such additions or changes are consistent with the requirements set out in this Ordinance. The City shall review and approve of the CC&Rs for the Project prior to recordation to ensure that they conform to this Ordinance

A. Architecture.

Primary colors and bright or fluorescent colors shall not be used. Building architecture shall be considered for approval at Site Plan for each individual parcel, pursuant to Section I. H. 9 and shall comply with City's Code of Ordinances Section 32.05.005 save and except the Project-specific standards following and elsewhere within this Ordinance, which will control to the extent that they vary from the City's Code of Ordinances Section 32.05.005.

1. Shade. Significant roof overhangs, porches and shade structures (such as awnings, canopies, and colonnades) should be employed where appropriate. Additionally, façade details should be employed to create shade and shadow for architectural interest. Canopies, shade structures, pergolas and colonnades providing sun and rain protection to pedestrians are encouraged and are permitted to extend into setback areas in the Main Street District. Canopies or awnings are encouraged on the north face of a building while colonnades are preferred on the south. Where retail and restaurant uses are contiguous to create a retail concentration, sidewalk shade structures shall be generally continuous along the building frontages, although such shade structures shall vary based on the use within. Shade structures may be made of the Building Materials described below, including glass, natural wood/organic wood substitutes, and metals to include pre-weathered, non-reflective natural copper, galvanized steel, galvalume or zinc, fabric, or materials authorized in the City's Code of Ordinances Section 32.05.005, at the election of the Owner. Primary colors and bright or fluorescent colors shall not be used.
2. Building Materials. Wall materials (residential and non-residential) may be brick, glass, stone, architectural concrete, natural wood/organic wood substitutes, stucco, plaster, tile and/or metal panels to include pre-weathered, non-reflective natural copper, galvanized steel, galvalume or zinc, or materials authorized in the City's Code of Ordinances Section 32.05.005.
3. Roofs. Commercial and multifamily building roofs may be predominantly flat with sloped roof architectural features, to include elements such as hip roofs, gable roofs, single-sloped pitched roofs, curved roofs, butterfly roofs, tower elements, and flat roof elements such as large overhangs and shading elements, such as trellises. Rooftop terraces shall be encouraged for both commercial and residential uses. Single-family Detached and Single-Family Townhouse (Attached) residential roofs will be predominantly sloped but may have flat accent roofs. Sloped roofs will be no greater than 8:12 pitch and no wider than 50 feet from eave to eave. Curved roofs will be no taller than 16 feet above the plate or cornice line. Pitched roof material (residential and non-residential) may be metal, including pre-weathered, non-reflective natural copper, galvanized steel, galvalume or zinc, slate, clay tile or cement tile, or materials authorized in the City's Code of Ordinances Section 32.05.005. All mechanical units must be screened in accordance with City's Code of Ordinances Section 32.05.003(g) and shall not be considered in determining the height of the building. Screening shall be considered for approval at Site Plan.
4. Windows/Glass/Glazing. Windows should be clear glass that is not heavily tinted or

mirrored/highly reflective. While the use of glazing on buildings within the Project should adhere to current environmentally responsible design (cutting energy use by providing daylight) and acknowledge the human desire for natural light, no full-glass curtainwall buildings or mirrored/highly reflective glass buildings shall be allowed. Careful design consideration shall be given to southern and western exposures to provide for shade and heat mitigation versus the eastern and, especially, the northern elevations that should be more open. Building elevations shall be limited to 70% maximum glazing. Glazing shall not be limited by the City's Code of Ordinances Section 32.05.005(c)(11.) governing width of glass windows. For restaurants and retail shops located within the first story/street level of buildings in the Main Street District of the Project, a maximum of 80% glazing on elevations adjacent to roadways shall be allowed, with all other stories and elevations related to those buildings conforming to the glazing restrictions above, the percentage of which shall be calculated independently from the first story/street level glazing percentage.

5. Variation and Articulation. All building sides shall have aesthetic detail including articulation and variation with architectural elements that provide shadow lines and visual depth.
 - i. Variation shall be accomplished in accordance with the standards of City's Code of Ordinances Section 32.05.005(c)(3), with the following modification:
 - a. For any building elevation adjacent to a roadway, a minimum of five (5) changes in variation, to include colors, textures, design features, and/or building materials, is required, excluding the roof, doors and gutters; the required number of variation or design features is reduced to three (3) changes for all other building sides.
 - b. A minimum of thirty-three percent (33%) of the elevation adjacent to a roadway shall contain variation. This percentage is reduced to twenty-five percent (25%) for other building elevations.
 - ii. Articulation shall be accomplished in accordance with the standards of City's Code of Ordinances Section 32.05.005(c)(5) with the following exceptions:
 - a. The facades of buildings including retail uses located within Concept Plan Parcels F, G, I, and N shall be exempt for the requirements of City's Code of Ordinances Section 32.05.005(c)(5) provided the individual retail tenant spaces within the same structure are visually differentiated from one another on the exterior through variation as defined in Section 32.05.005(c)(3), and provided that the maximum width without variation shall be 40 feet. Additionally, City's Code of Ordinances Section 32.05.005(c)(9) does not apply to these buildings.
 - b. The facades of residential use buildings located within Concept Plan Parcels F, J, K, L O, and Q shall be exempt for the requirements of

City's Code of Ordinances Section 32.05.005(c)(5) provided individual residential uses within the same structure are visually differentiated from each one another through variation as defined in Section 32.05.005(c)(3).

- c. The facades of buildings shall have wall planes that extend no more than 100 feet in length without articulation.
6. Building Separations. Buildings with footprints of 50,000 square feet and above will have massing and façade articulations that will visually reduce the structures into smaller components to maintain the scale and character of the City of Bee Cave and are subject to approval by the City Council. This strategy will include but not be limited to: changes in plane of the façade at appropriate intervals, physically separating building footprints into smaller pads and connecting them with bridging elements and variations in roof types, roof silhouettes, arcades, window openings and materials. The success of these strategies is at the sole discretion of City Council at the architectural pre-design approval process. The minimum width of any “break” shall be 20 feet. These breaks shall cause the building areas separated by the break to be counted as separate building footprints, however, the building materials used for the facades of these breaks shall be allocated on an equal basis to the adjoining buildings and be counted towards any applicable proscribed minimum or maximum percentages, e.g. the maximum percentages of glazing permissible under Section II.A.4 above. Larger building footprints shall make best efforts to meet City Code of Ordinances Section 32.05.005(c)(13) but shall not be required to do so.
7. Doors. Glazed garage-style roll-up doors facing roadways will be allowed in the Main Street District for restaurant and retail uses.
8. Elevated Water Storage Tanks and Pump Stations. May be constructed of natural, pre-weathered metal.

B. Landscape

The Project is a master-planned community, and landscaping shall be used to link the various uses so that the overall Project appears as a single community. Rather than dividing the uses, landscaping shall be placed to provide cohesion between the different uses and phases, although there may be subtle differences in the landscaping that, while complementary to the overall landscape plan, provide special identity to a particular neighborhood. Landscaping shall be used to reinforce the connections and not to separate uses within the Project. Final landscaping and hardscape plans shall be considered for approval in conjunction with Site Plan review. Landscaping shall comply with the DA Ordinances in Exhibit E save and except the following Project-specific standards herein,

which will control to the extent that they vary from the DA Ordinances in Exhibit E.

1. Landscape Plans Required. Landscape plans shall be submitted with any application for site plan approval. A landscape plan shall meet the requirements of the DA Ordinances in Exhibit E, modified such that a tree survey related to that specific Site Plan depicting species and size is only required to identify trees 24 caliper inches (24”) and greater whether or not such tree will be preserved or transplanted as well as to identify trees four caliper inches (4”) and greater proposed to be preserved. Additionally, all Landscape Plans shall include the following and be certified by a Landscape Architect as satisfying the requirements of this Ordinance.
 - i. The legal description of the property;
 - ii. The name, address and phone number of the landscape architect who prepared the Landscape Plan;
 - iii. A topographical map with two-foot (2') contours, referenced to sea level datum, showing building footprints, streets, driveways, utility and drainage easements, parking areas, drainage and utility structures, and other site improvements drawn to scale,
 - iv. Specified plant and tree species, container size, initial planted height, plant spacing and caliper size, as appropriate for each type of plant material, included in the proposed landscape;
 - v. All installed vegetation shall meet the standards identified in ANSI American Standard for Nursery Stock; and
 - vi. Location of and construction details for any landscape ornament or yard art, over 30 inches in height, including but not limited to, windmills, wagons, and other similar design features.
2. Tree Mitigation: Based upon an assumption there are eight (8) eight-inch (8”) caliper trees per acre across the approximately 56-acre net development area, Owner shall mitigate, either by preservation, transplantation or replacement, a minimum of 3,584 caliper inches of trees. Any tree measuring 24 caliper inches (24”) or greater that will not be preserved or transplanted shall be mitigated at a rate of three-hundred percent (300%) in addition to the required minimum 3,584 caliper inches.
3. Tree Mitigation Calculations: All trees with a minimum four-inch (4”) caliper, whether preserved or proposed in a landscape plan, shall count toward the mitigation percentage. In order to promote the retention of larger trees, all preserved or transplanted trees with a caliper equal to or greater than twelve inches (12”) may be computed at one hundred fifty percent (150%) of their actual caliper in the post-development calculation. Clusters of three or more trees located less than ten feet apart shall be credited at one hundred fifteen percent (115%) for each tree in the

cluster with a minimum four-inch (4") caliper.

Replacement trees may be planted within the Project, including street trees as discussed in Section II.B.5ii; within the required 75' State Highway 71 Buffer; or within designated WQBZ as construction of the relevant project per an approved site plan is completed. In lieu of on-site mitigation, Owner may choose to pay a fee in the amount of \$250 per caliper inch to the City.

4. Required Maintenance and Replacement of Dead Plantings. Dead plant materials within required plantings, landscape areas, green screens and other areas, as per the approved landscape plan, shall be replaced within three (3) months after they die.
5. Planting and Irrigation
 - i. Landscaping of Street Yards.
 - a. Street yards shall be defined in the City's current Code of Ordinances Section 32.05.002(c).
 - b. With the exception of street trees per Section II.B.5(ii), no newly planted trees in the public right-of-way shall be counted towards the satisfaction of street yard landscaping requirements.
 - c. Where landscaping of the natural roadway buffer as described in Section (6) below is required, street-yard landscaping shall not be required.
 - d. Street-yard landscaping requirements shall apply in addition to any applicable parking lot or vehicular use area landscaping requirements.
 - ii. Street Trees. Shade/canopy trees planted in an orderly fashion along streets add to the definition, comfort and safety of the street. Tree types may be varied by street to create variety and a greater sense of place. Tree spacing shall be between 15 feet and 35 feet depending on the neighborhood and in a regular pattern that creates or reinforces the line of the street. Street trees shall continue to within 20 feet of any significant street corner (closer on pedestrian thoroughfares). Once established, the spacing pattern of street trees should not be broken nor trees removed along that street for driveways, buildings, or other special circumstances if at all possible. Every reasonable effort shall be made to design around the trees for these circumstances before removing them. Street trees shall be of at least a four-inch (4") caliper, or 15 feet in height, at the time of installation.
 - iii. Tree Planters. Tree wells or trenches within which trees are being placed will be sized to ensure that the trees will thrive.
 - iv. Irrigation. All landscaped areas shall be fully irrigated.
 - v. Green Screens. All structured parking garages will have green screens or other approved architectural screening on those elevations fronting a public

thoroughfare in addition to normal landscaping for screening and buffering. Green screen plantings must achieve a minimum of 60% block of the view of the parking from ground level within in 24 months or two growing seasons of installation, whichever is greater and 90% within four growing seasons.

6. State Highway 71 Buffer Landscaping. Except for the clearing necessary to provide utilities, sidewalks, or access, no clearing of trees shall be permitted within seventy-five feet (75') of State Highway 71. Any planting in this roadway buffer shall emulate the natural form of the rural landscape. Formal planting patterns with uniform intervals are not allowed. Plant materials shall be grouped informally, emulating native patterns. Planting shall provide the appearance of depth to the site, not just a single-dimensional screen.
 - i. A minimum of twelve (12) trees – seven (7) two-inch caliper trees, three (3) three-inch caliper trees, and two (2) four-inch caliper trees – shall be planted per 100 lineal feet of roadway buffer (not including drives or other access points). Credit shall be provided for any existing trees within the roadway buffer on a one-for-one basis, except for *Celtis Occidentalis* (Hackberry), *Juniperus Virginiana* and *Juniperus Ashei* (Common Cedar) with a caliper of less than twelve (12) inches, which shall receive no credit.
 - ii. Small trees and shrubs shall be planted where there is no existing understory plant material within the roadway buffer. Such materials shall be provided in a quantity sufficient to produce a natural screen within twenty-four months or two growing seasons of installation, whichever is greater, when combined with trees and existing vegetation in the roadway buffer.
 - iii. Trees planted in the 75-foot setback shall consist of shade trees with a height two times the height of the Owner-installed rock wall.
7. Parking Lot Shading. A minimum of twenty-five percent (25%) of each surface parking lot or vehicular use area within the Project shall be shaded in accordance with the requirements and standards of the City's Code of Ordinances Section 32.05.002(f)(14).

III. Development Standards - Lighting

A. General Lighting Standards.

Lighting plans shall be approved in conjunction with Site Plan approval. Lighting within the Project shall comply with the requirements of City's Code of Ordinances, save and except the following Project-specific standards, which will control to the extent that they vary from the City's Code of Ordinances as follows:

Outdoor lighting shall refer to current IES Outdoor Lighting Level Guidelines for safety and personal security in areas of public assembly and traverse, as well as municipal, commercial, industrial, and institutional uses where there is outdoor public activity during hours of darkness. Glare and light trespass control shall be required to protect inhabitants and adjoining landowners from the consequences of stray light shining in inhabitants' eyes or onto neighboring properties. These glare, light trespass, and light pollution requirements shall apply to all uses, including residential.

1. Optical Control. Fixtures with good optical control shall be utilized to distribute light in the most effective and efficient manner.
2. Shielded Outdoor Light Fixtures. Only shielded outdoor light fixtures may be utilized.
3. Automatic Timers. Indoor and outdoor light fixtures shall only be energized when necessary by means of automatic timing devices. Except for fixtures used for life safety or security purposes, light fixtures shall be turned off between 8:30 p.m. and sunrise, or when a property closes for business and is not in operation 24 hours. Automatic sensors or building automation will control after- hours light trespass from office buildings.
4. Minimum Quantity. The Project shall utilize only the minimum quantity of light to meet the lighting criteria as depicted in the current IES Outdoor Lighting Level Guidelines.

B. Outdoor Lighting Types

1. Signage Lighting. Shall meet the City's Code of Ordinances except as allowed in the Main Street District.
2. Streetlights. In order to minimize light pollution and the overspill of lighting onto residential properties, and in order to preserve the integrity of nighttime darkness, which is valued by City residents, and the visibility of stars and heavenly bodies, no streetlights shall be required in any residential area of the Project. Where provided, street lighting light sources shall be LED and have a Kelvin Temperature of 3500K with an allowed variance of 150 Kelvin higher or lower.
3. Parking Garage Lighting. It is the purpose of this section to create standards for parking garage lighting design that will minimize glare, light trespass, light pollution and urban sky glow and curtail the degradation of the overall nighttime visual environment. Parking garage structures shall comply with the following:
 - i. Optical Control. Fixtures with good optical control shall be utilized to distribute light in the most effective and efficient manner.
 - ii. Shielded Outdoor Light Fixtures. Only shielded outdoor light fixtures may be utilized.
 - iii. Automatic Timers. Parking garage light fixtures shall only be energized when

necessary by means of automatic timing devices. Except for fixtures used for life safety or security purposes, certain outdoor light fixtures shall be turned off between 8:30 p.m. and sunrise when a property closes for business and is not in operation 24 hours.

- iv. Kelvin Temperature. Parking garage light fixtures shall be Metal Halide, fluorescent or LED outdoor light fixtures with a Kelvin Temperature rating not over 3500K with a variance range no more than 150K.
 - v. Design Solution. A parking garage lighting design solution shall block the direct view of the light source when viewed from outside the parking structure, either by fully shielded light fixture selections and/or a façade design developed in a manner so as to obstruct direct view of the light source. Lighting within the Parking garage shall be shielded and constructed flush with the ceiling (not recessed). Low wattage bollards and/or wall packs instead of light poles shall provide lighting on the upper deck of the parking garages. All wall-packs shall be fully shielded.
 - vi. Enforcement. Light fixtures in parking garages within the Project that are constructed after approval but do not meet these requirements shall be replaced prior to occupancy of the associated building(s).
4. Special Event or Holiday Lighting. Construction, emergency or special event/holiday decorative lighting is allowed, provided that the lighting is temporary, and is discontinued within seven (7) days upon completion of the project or special event and fourteen (14) days upon the completion of the holiday for which the lighting was provided.

C. Outdoor Lighting Approved Materials, Installation and Maintenance

- 1. Light Sources. The efficiency of a light source is measured in lumens per watt, also called efficacy. Sources also vary significantly in lamp life, color temperature when illuminated). Selection of a source must take into consideration these factors. The following is a list of the Project's allowable light sources:
 - i. LED
 - ii. Metal Halide
 - iii. Fluorescent
 - iv. Tungsten Halogen (also called Quartz)
 - v. Incandescent
 - vi. Neon/argon (only in Main Street District as indicated in the Concept Plan B-5With the exception of neon/argon, which are allowed only in the Main Street District, all allowable light sources shall not exceed a Kelvin Temperature of 3500K.
- 2. Mounting Height. Outdoor pole-mounted (excluding roadway and street lighting) in parking lots shall not exceed eighteen feet (18'-0") in height, including base, as measured from the immediate adjacent grade to the top of the fixture. Building-

mounted light fixtures shall not be used to provide parking lot lighting.

3. Pole Mounts. Poles shall be placed on pedestals or mounted away from vehicular traffic. Breakaway pole bases shall not be used near pedestrian traffic since falling poles could inflict major injuries and property damage. Within parking areas, all poles shall be located in landscaped medians or islands.
4. Bollard Lights. Bollard lights are to be utilized in high-traffic areas and are encouraged to be surrounded by edging to reduce the chance that lawn maintenance equipment will come into contact with them. Durable vandal-proof luminaire construction is encouraged for use in public settings.
5. Low-level Landscape/Walkway Lighting. Low-level landscape/walkway lighting shall be allowed. Landscape/walkway lighting must be low-voltage and fixtures shall be of the cutoff luminaire type if the rated output of the lamp or light source is greater than 1,800 lumens.
6. Up-Lighting. Up-lighting is prohibited.
7. Replacement of Inoperative Fixtures. Inoperative luminaires shall be brought into full compliance upon replacement including source, cutoff fixture type and aiming. The new or replacement outdoor lighting fixture shall be brought up to the current approved standards if installed longer than eight (8) years or, if not installed longer than eight (8) years, be replaced to match the standards under which the Project was approved.

IV. Development Standards by Parcel

The narratives below outline the development intent for each parcel. For a detailed description of parcel design parameters, please refer to the Parcel Land Use Table, Exhibit D. If there is a conflict between these narratives and the Parcel Land Use Table, Exhibit D, the Parcel Land Use Table, Exhibit D shall control.

- A. **Parcel A – Approved Uses: Senior Living; Residential.** This site has an initial designated use as Senior Living and includes services such as food service to the residents. The Senior Living on this parcel may provide not only independent living but also assisted living as well as skilled nursing and memory care. Other approved uses are single-family detached residential or townhomes. The site is accessed by Great Divide Drive along the east and has a 75-foot building setback from Highway 71 on the north with no access from Highway 71. A tributary of Little Barton Creek that runs only during storm events is along the west and south of the parcel. The parcel has both floodplain and setback restrictions from the creeks and tributaries.
- B. **Parcel B – Approved Uses: Office; Retail (maximum of 20% gross building area to be retail); Senior Living.** This site is initially designated for a combination of Office or Senior Living and specialty retail/specialty grocery/restaurant uses. Data center use is

included as an office use. However, data centers are intended to occur in office buildings predominately below grade and as a use in conjunction with usual and customary office uses. If a data center is intended to occupy more than 35 percent of the building's building area, a Conditional Use Permit ("CUP") is required. Senior Living uses also are approved for this parcel, including services such as food service to the residents. Parcel B is at the southwest corner of the primary entrance to the core of the Project, which occurs at the intersection of Highway 71 controlled by the planned traffic light previously permitted for this Project. Parking is anticipated to be primarily in a single parking structure, but development of a first phase with surface parking and a second phase to include structured parking is allowed. If a parking structure is adjacent to Great Divide Drive or Highway 71, it will be treated with green-screen landscaping or approved architectural screening on the elevations of the structure adjacent to those public thoroughfares as well as significant landscaping in the adjacent setback areas. Owner will also have the option of having Office or Senior Living uses above a parking structure provided it does not exceed the height limitation outlined in the Parcel Land Use Table, Exhibit D. On the southern portion of the site, approved uses may be located in front of or within the ground level of the parking structure. This parcel may include a retail use on the northeast corner at Highway 71. The retail use may have surface parking. Curb cuts on Highway 71 and on Great Divide Drive are prohibited, and a 75-foot landscaped building setback shall be provided along the highway frontage.

- C. **Parcel C – Approved Uses: Office; Retail (maximum of 20% of gross building area to be retail).** This site is the southeast corner of Village Oaks Drive and Highway 71 at the planned traffic signal and abuts the intersection of Spanish Oaks Club Boulevard and Highway 71 on its east. The primary use is office, with retail, data center and restaurant as additional permitted uses to support the office use. However, data centers are intended to occur in office buildings predominately below grade and as a use in conjunction with usual and customary office uses. If a data center is intended to occupy more than 35 percent of the building's building area, a CUP is required.

The office buildings on Parcel C are located on the Highway 71 corners at Village Oaks Drive and Spanish Oaks Club Boulevard. Retail with convenience surface parking may be located on Parcel C. The office buildings are currently configured to allow development of a first phase with surface parking and a second phase to include structured parking. At build-out, parking for the office uses will be provided internal to the parcel in a garage or garages constructed partially below grade into the elevation drop from Highway 71. Garage(s) will be treated with green-screen landscaping or other architectural screening on the elevations of the structure adjacent to Highway 71 and will have significant landscaping in the adjacent 75-foot Highway 71 building setback area.

- D. **Parcel D – Approved Uses: Office; Retail (maximum of 20% of gross building area to be retail).** This is a site with a primary use of office and related parking. Additional approved uses are retail/restaurant and data center as office support uses. However, data centers are intended to occur in office buildings predominately below grade and as a use in conjunction with usual and customary office uses. If a data center is intended to occupy more than 35 percent of the building's building area, a CUP is required. The office buildings are currently configured to allow development of a first phase with surface parking and additional phases to include structured parking. The Highway 71 frontage has a landscaped 75-foot building setback and no curb cuts to the highway. Parking garage elevations adjacent to Highway 71 will be extensively screened with landscaping and green screens or other architectural screening on the structure. There will be limited convenience surface parking available along with the parking garage. The existing buildings are allowable until replaced with newly approved buildings.
- E. **Parcel E – Approved Use: Residential.** This site's primary use is multi-story multifamily residential. The site receives its access from local streets within the Project. The residential use is on the southern portion of the site and oriented to the south to capture the views over the Little Barton Creek greenbelt and the Spanish Oaks golf course. The residential building is up to five levels, which allows it to entirely screen the parking structure from the residential community to the south. This parcel may be developed in phases with surface parking in the first phase and structured parking for additional phases. The parking structure elevations adjacent to Highway 71 will be extensively screened with landscaping and green-screened or architecturally screened on the structure.
- F. **Parcel F – Approved Uses: Retail (minimum of 20% of gross building area to be retail); Residential; Office.** This parcel is mixed-use, combining office/medical office with retail/restaurant buildings that have loft residential or loft office above. The office building wraps the west and south sides of the parking structure and is intended to provide office, medical office and other neighborhood support services, which may include retail and restaurant. Single-family townhomes are an approved alternate use for this building. On the west portion of the site, the retail/restaurant buildings front on Village Oaks Drive. The retail/restaurant buildings are to be located to create an approximately 81.5-foot building-front to building-front dimension from the retail/restaurant buildings on Parcel G and to provide over-sidewalk shade structures and other design features to create a pedestrian-centric retail and restaurant environment on the core streetscape adjacent to the Village Plaza. These buildings will be served by on-street diagonal parking along the Village Oaks Drive but will also share parking in the Parcel F or Parcel H parking structures and may have parking at the rear of the retail buildings accessed by private drive.

- G. **Parcel G – Approved Uses: Retail (minimum of 20% of gross building area to be retail); Residential; Office.** This parcel is configured for mixed uses to include office, retail/restaurant, and loft residential. The buildings may be configured to include garages to provide dedicated parking for the residential lofts. The buildings are to be located to create an approximately 81.5-foot building-front to building-front dimension from the retail/restaurant buildings on Parcel F and to provide over-sidewalk shade structures and other design features to create a pedestrian-centric retail and restaurant environment on the core streetscape adjacent to the Village Plaza. These buildings will be served by on-street diagonal parking along the Village Oaks Drive but will also share parking with Parcel F and/or Parcel H and may have parking at the rear of the retail building accessed by private drive.
- H. **Parcel H – Approved Uses: Residential, Retail, Office (maximum 20% of gross building area to be retail or office).** Parcel H is the primary concentration of residential units designed to energize the retail and restaurant offerings of the Project. The site is designated for multifamily residential use up to five levels with support uses being office and retail incidental to the residential use. The parking necessary for this parcel is a garage either beneath, or structured internal to, the residential building. The building type is elevator-served, interior-corridor residential with a central amenity courtyard.
- I. **Parcel I – Approved Uses: Retail (minimum of 20% of gross building area to be retail); Residential; Office.** This site fronts the northern edge of the east-west roadway paralleling Little Barton Creek. This parcel holds the most concentrated restaurant and retail uses of the Project, with loft residential or loft office above. The buildings are to be located to create an approximately 81.5-foot building-front to building-front dimension with the retail/restaurant buildings on Parcel N and to provide over-sidewalk shade structures and other design features to create a pedestrian-centric retail and restaurant environment. The buildings are currently configured to allow development of a first phase with surface parking and additional phases to include surface parking behind the buildings, diagonal parking spaces along the roadway, and in a garage below the surface parking and the buildings. Parking may be phased as market conditions dictate. This site also provides a portion of the parking for Parcel N to the south.
- J. **Parcel J – Approved Uses: Residential; Retail (maximum of 20% of gross building area to be retail).** Parcel J has as its primary use common-wall townhomes in a “brownstone” format with rear-access enclosed, private parking garages. The majority of the residences on this parcel will front on the west side of the existing Spanish Oaks Club Boulevard and are intended to provide an appropriate transition from the office buildings at Highway 71 to the golf course residential community behind the gate to the south. Fronting the internal street to the south, there will be either additional for-sale or for-lease

townhome or retail/restaurant uses with for-lease or for-sale loft residential above.

- K. **Parcel K – Approved Uses: Residential; Retail (maximum of 10% of gross building area to be retail).** This site on the east side of the existing Spanish Oaks Club Boulevard has as its primary use townhome residential to provide an appropriate transition from the office buildings at Highway 71 to the golf course residential community behind the gate to the south. Dedicated in-building parking garages will be accessed from parking courts behind the units. This site also may include a small-scale retail/restaurant not to exceed 3,500 square feet at the southwest corner, which may be allowed to have one drive-through lane with the approval of a CUP.
- L. **Parcel L – Approved Use: Residential.** This site is adjacent to Little Barton Creek to the south and Great Divide to the west. With its immediate access to the greenbelt's recreational trail, its use is single-family detached residential, "Cottages at the Inn." The adjacent Inn at Spanish Oaks on Parcel M is intended to provide services to and marketing for these residences. The Cottages may be utilized as additional hospitality properties available through a voluntary agreement between the Inn and the homeowner.
- M. **Parcel M – Approved Uses: Hotel & Spa; Retail.** This parcel, located at the terminus of the primary north-south "main street" of the Project (Village Oaks Drive), is planned for hotel, retail, restaurant and spa uses. This site is adjacent to the Little Barton Creek greenbelt, fronts on the Village Plaza and is the centerpiece of the retail/restaurant core of the Project. Parking will be below the building but there will be incidental parking in the entry court and diagonal parking along the spa/retail frontage. The associated spa will be connected to the Inn, fronting on the east-west roadway paralleling Little Barton Creek.
- N. **Parcel N – Approved Uses: Retail (minimum of 20% of gross building area to be retail); Residential.** Parcel N is the southern edge of the east-west roadway paralleling Little Barton Creek. These buildings are intended for a mix of retail and restaurant uses, including a potential street-side courtyard with outdoor dining in the courtyard and along the greenbelt, and connections to the Little Barton Creek greenbelt. Pedestrian plazas and courtyards shall be bordered by restaurants and shops on Parcel N and connect to the greenbelt generally as depicted on the Landscape Precedent Imagery plan in Exhibit B-20. These buildings may include loft residential. The buildings are to be located to create an approximately 81.5-foot building-front to building-front dimension from the retail/restaurant buildings on Parcel I and to provide over-sidewalk shade structures and other design features to create a pedestrian-centric retail and restaurant environment. Parking is provided by diagonal parking spaces along the roadway as well as beneath these buildings, however they may also share parking with Parcel I.

- O. **Parcel O – Approved Uses: Residential; Recreational; Water Quality Pond; Mail Kiosk.** The primary use of Parcel O is townhome or multifamily residences at the southwest corner of Spanish Oaks Club Boulevard and the east-west roadway paralleling Little Barton Creek. These units, which back onto a park/open space and the greenbelt’s recreational trail, will share a parking garage below. This site will also accommodate a landscaped regional water quality pond and park space along the greenbelt as well as a covered mail kiosk for the Spanish Oaks residents behind the gate to the south. The new Spanish Oaks mail kiosk is not subject to setbacks and will be located adjacent to the existing mail kiosk vehicle pull-out that provides adequate stacking distance so as not to impede traffic on Spanish Oaks Blvd.
- P. **Parcel P – Approved Use: Recreational; Water Quality Pond.** Parcel P is located at the southeast corner of Spanish Oaks Club Boulevard and the east-west roadway paralleling Little Barton Creek. This parcel, adjacent to the Little Barton Creek greenbelt, is planned for recreational amenities such as a swim club, park/open space and a landscaped regional water quality pond.
- Q. **Parcel Q – Approved Uses: Residential; Recreational.** Parcel Q is located at the far southeastern point of the Project. The parcel is planned for townhome or multifamily residences above a below-grade parking garage or recreational facilities.

Exhibit D

PARCEL LAND USE TABLE
October 23, 2018

PARCEL	PERMISSIBLE LAND USES	GROSS PARCEL AREA		Creekside Buffer	DEVELOPMENT AGREEMENT NET SITE AREA		WQIBZ & 100 YR Floodplain	Highway 71 75' Buffer	PDD NET USABLE AREA		PDD MAX BLDG AREA SF per Parcel	PDD MAX BLDG FOOTPRINTS SF per Parcel		PDD MAX RESIDENTIAL Units per Parcel		PDD MAX Units per Parcel Senior & Lodging	MAXIMUM HEIGHT Height shall be measured pursuant to Exhibit C, Section I.D.1.
		SF	ACRE		SF	ACRE			SF	ACRES		Buildings Inc. Internal Garages	Garages Free-standing	Townhouse, Loft & Cottage	Multifamily & Condominium		
PARCEL A	Senior Living with Associated Services; Townhouse; Single-family Detached Residential. Surface and below-grade and podium and in- building parking.	229,910	5.278	2.109	138,042	3.169	2.109	0.574	113,039	2.595	185,000	100,000		40		125	Buildings up to 3 levels and no more than 50 feet above centerline of Hwy 71 as measured by a section taken at the mid-point of parcel north boundary. 30-foot height limit above finish grade within 50 feet of Great Divide Drive ROW. Parking structures and buildings may have additional lower levels open at lower grades and additional levels completely below grade.
PARCEL B	Office; Retail; Specialty Retail; Grocery; Restaurant; Senior Living with Associated Services; Surface, structured, and below-grade and podium parking; Data Center as an Ancillary Use. Maximum of 20% of gross building area to be retail.	181,645	4.170		181,645	4.170		0.747	149,106	3.423	185,000 Permitted up to 225,000 if parcel's use is Senior Living	100,000	60,000			150	Buildings up to 3 levels and no more than 50 feet above centerline of Hwy 71 as measured by a section taken at the mid-point of parcel north boundary. Parking structure 2 levels above grade measured at Highway 71 setback line at midpoint of parcel north boundary. Parking structures and buildings may have additional lower levels open at lower grades and additional levels completely below grade.
PARCEL C	Office; Retail; Restaurant; Surface and structured and below-grade and podium parking; Data Center as an Ancillary Use. Maximum of 20% of gross building area to be retail.	264,104	6.063		264,104	6.063		1.131	214,820	4.932	250,000	125,000	60,000				Buildings up to 3 levels and no more than 50 feet above centerline of Hwy 71 as measured by a section taken at the mid-point of parcel north boundary. Parking structures no more than 2 levels above grade measured at Highway 71 setback line at midpoint of parcel north boundary. Parking structures and buildings may have additional lower levels open at lower grades and additional levels completely below grade.
PARCEL D	Office; Retail; Restaurant; Surface and structured and below-grade and podium parking; Data Center as an Ancillary Use. Maximum of 20% of gross building area to be retail.	261,368	6.000		261,368	6.000		1.268	206,133	4.732	250,000	125,000	60,000				Buildings up to 3 levels and no more than 50 feet above centerline of Hwy 71 as measured by a section taken at the midpoint of parcel north boundary. Parking structures no more than 2 levels above grade adjacent to Highway 71 setback line as measured by a section taken at midpoint of parcel north boundary. Parking structures and buildings may have additional lower levels open at lower grades and additional levels completely below grade.
PARCEL E	Multifamily Residential (up to 5 stories); Surface, structured and below-grade and podium and in-building parking	177,044	4.064		177,044	4.064			177,044	4.064	250,000	85,000	60,000		250		Buildings up to 5 levels or no more than 75 feet above centerline of Highway 71 as measured by a section taken at the midpoint of parcel north boundary. Parking surface or below grade or podium. Parking structures 2 levels above final grade as measured at the midpoint of the northern elevation of the parking structure. Parking structures and buildings may have additional lower levels open at lower grades and levels below grade. Buildings to be located on south half of parcel if above 3 levels or above 50 feet above centerline of Highway 71 as measured by a section taken at the midpoint of parcel north boundary.
PARCEL F	Retail; Restaurant; Office; Loft Office; Medical Office; Surface, structured, below-grade, podium or in-building parking. Loft & Townhouse Residential. Minimum of 20% of gross building area retail and restaurant.	99,186	2.277		99,186	2.277			99,186	2.277	135,000	45,000	40,000		30		Buildings up to 3 levels and no more than 50 feet above centerline of Hwy 71 as measured by a section taken at mid-point of parcel north boundary. Parking structures 3 levels above grade but not located adjacent to Village Oaks Drive. Parking structures and buildings may have additional lower levels open at lower grades and additional levels completely below grade.
PARCEL G	Retail; Restaurant; Office; Loft Office; Loft Residential. Surface, below-grade, podium or in-building parking. Minimum of 20% of gross building area retail and restaurant.	70,872	1.627		70,872	1.627			70,872	1.627	150,000	50,000		25			Buildings up to 3 levels and no more than 50 feet above centerline of Hwy 71 as measured by a section taken at mid-point of parcel north boundary.
PARCEL H	Multifamily Residential (up to 5 levels). Surface, structured, podium or in-building parking. Maximum of 20% of gross building area retail and office	139,087	3.193		139,087	3.193			139,087	3.193	300,000	120,000	60,000		300		Buildings up to 4 levels on north side of Parcel and up to 5 levels on south side of parcel, both no more than 50 feet above centerline of Hwy 71 as measured by a section taken at mid-point of parcel north boundary. Structured parking to be wrapped within or substantially screened.
PARCEL I	Retail; Restaurant; Office; Loft Office, and Loft Residential. Surface, below-grade, podium or in-building parking. Minimum of 20% of gross building area retail and restaurant.	53,143	1.220		53,143	1.220			53,143	1.220	75,000	25,000		15			Buildings up to 3 levels and no more than 45 feet (based on highest ridgeline of roof) from finish grade measured at mid-point of parcel south boundary.
PARCEL J	Along Spanish Oaks Club Blvd: Townhouse Residential. On south street frontage: Townhouse, Loft Residential; Retail, Restaurant. Surface, below-grade, podium or in-building parking. Maximum of 20% of gross building area retail.	102,018	2.342		102,018	2.342			102,018	2.342	100,000	50,000		40			Buildings up to 3 levels above grade and no more than 45 feet (based on highest ridgeline of roof) measured at parcel west boundary at mid-point of building or residential unit.
PARCEL K	Townhouse Residential & Retail. At southwest corner of parcel: Restaurant/Retail pad with drive-through. Surface, below grade, podium or in-building parking. Maximum of 10% of gross building area retail and restaurant. * Drive-through permitted by CUP only	126,150	2.896		126,150	2.896			126,150	2.896	170,000	85,000		80			Buildings up to 3 levels above grade and no more than 45 feet (based on highest ridgeline of roof) measured at parcel east boundary at mid-point of building or residential unit.
PARCEL L	Single-family Detached Residential; Surface or in-building parking.	302,566	6.946	1.940	218,060	5.006	2.269		203,728	4.677	105,000	90,000		30			Buildings up to 2 levels. Within 50 feet of Great Divide Drive ROW 30-foot height limit (based on highest ridgeline of roof) from finish grade measured as average of four corners of building.
PARCEL M	Hotel; Retail; Restaurant; Spa; Below-grade, podium and surface parking	179,222	4.114	0.984	136,363	3.130	1.548		111,791	2.566	150,000	75,000			100		Buildings up to 3 levels and no more than 55 feet (based on highest ridgeline of roof) from finish grade measured at mid-point of parcel north boundary. Tower architectural elements no more than 70 feet.
PARCEL N	Retail; Restaurant; Loft Residential; Surface, below-grade or podium parking. Minimum of 20% of gross building area retail.	145,233	3.334	1.134	95,836	2.200	1.989		58,592	1.345	70,000	35,000		15			Buildings up to 2 levels and no more than 35 feet (based on highest ridgeline of roof) from finish grade measured at mid-point of parcel north boundary.
PARCEL O	Townhouse & Multifamily Residential; Surface, below-grade and podium parking; Park; Landscaped Water Quality Pond; Spanish Oaks Resident Mail Kiosk.	175,883	4.038	1.423	113,897	2.615	3.459		25,209	0.579	50,000	20,000		15	15		Buildings up to 3 levels and no more than 45 feet (based on highest ridgeline of roof) from finish grade measured at mid-point of parcel north boundary.
PARCEL P	Recreational, including Swim Club with clubhouse and surface parking; Open Space; Park; Landscaped Water Quality Ponds.	193,983	4.453	1.076	147,112	3.377	1.856		113,135	2.597	15,000	15,000					Buildings 1 level and no more than 20-foot measured from adjacent street ROW line at mid-point of building.
PARCEL Q	Townhouse & Multifamily Residential; Surface, below-grade and podium parking; Recreational; Swim Club.	284,769	6.537	4.391	93,497	2.146	4.634		82,912	1.903	75,000	25,000		25	25		Buildings up to 3 levels but no more than 45 feet (based on highest ridgeline of roof) from finish grade measured at street ROW at mid-point of parcel. Below building parking may be open at grades lower than street ROW.
ROADS	Private rights-of-way, including Spanish Oaks Club Drive, but excluding existing Great Divide Drive dedicated City of Bee Cave right-of-way.	514,749	11.817		514,749	11.817											
CREEKSIDE BUFFER	Recreational Open Space; Landscaping; Trails; Wastewater and Irrigation Water Easements																
HIGHWAY 71 BUFFER	Landscaping including Berms, Walls, Lighting; Trail; Storm Water Facilities, Water Quality Facilities, and Irrigation Water and Underground Utility Easements																
TOTAL AREAS		3,500,931	80.370	13.057	2,932,172	67.313	17,864	3.720	2,045,965	46.969	2,330,000	*	*	315	Parcels E & H 550	375	
PDD MAX IMPERVIOUS COVER		2,100,559		2,100,559		Total Buffers 21.58		PDD MAX 1,965,000		Note: PDD MAX per Parcel Only		PDD MAX 600					
MAX IMPERVIOUS COVER PERCENTAGE		60%		72%													
October 23, 2018																	

Exhibit E Applicable Ordinances to VSO PDD Ordinance

	Current Ordinances 1/24/17	1999 Ordinances	Comments/Exceptions:
Title I. General Ordinances			
Chapter 20 Utilities	✓		Not including Article 20.04 Nonpoint Source Pollution Control except as noted below:
<i>Inclusions from Current Code Chapter 20.04 superseding "DA Ordinances" Nonpoint Source Pollution Control</i>			
20.04.044 Impervious Cover Definition	✓		
20.04.049(e) IPM	✓		
20.04.050(a)(3) BMP Public Trails	✓		
20.04.056 Maintenance of Water Quality Controls	✓		
20.04.057 Operation of Water Quality Controls	✓		
20.04.059 Environmental Assessments	✓		Completed and submitted with first Site Plan for Project, as per PDD-MU Ordinance Section I.H.4
20.04.101 Summary of Review and Approval Process	✓		
20.04.102 Fees	✓		
20.04.103 Development Permit	✓		
20.04.104 Annual Operating Permit	✓		
20.04.104.1 Functionality Inspections	✓		
20.04.105 Water Quality Control Plan	✓		
20.04.106 Erosion Control Plan	✓		
20.04.107 NPDES Permit	✓		
20.04.108 Variances	✓		
20.04.109 Citizen Complaints	✓		
20.04.110 Release Reporting and Cleanup	✓		
20.04.111 Access for Maintenance and Monitoring	✓		
20.04.112 Compliance Monitoring Prior to and During Construction	✓		
20.04.113 Compliance Monitoring Upon Project Completion	✓		
20.04.114 Fiscal Security	✓		
20.04.115 Supplemental Enforcement Actions	✓		
20.04.116 Stop Work Orders	✓		
20.04.117 Permit Revocation	✓		
20.04.118 Denial of Approvals and Permits	✓		
20.04.119 Penalty; Injunctive Relief	✓		
Title II. Buildings; Development; Property Maintenance			
Chapter 28 Signs	✓		
Chapter 30 Subdivisions	✓		PDD is subject to Current Code Chapter 30, with exceptions as noted below:
THE FOLLOWING COMPONENTS ARE INCLUDED IN THE 'ORDINANCES APPLICABLE TO THE VILLAGE AT SPANISH OAKS DEVELOPMENT HANDBOOK'			
TCSS Manual Revisions			See TCSS Manual - References and Changes attached hereto.
30.01.003(b)(3) - Compliance with NPS			Refer to inclusions from Chapter 20.04 and the DA Ordinances Nonpoint Source Pollution Control below.
30.01.007(b)(1)(2); (c)(1)(2)(3) - Ch. 245 re Expiration of Existing Permits & Projects			See MU-PDD Ordinance Section 9
30.01.010 - Definition NPS			Refer to inclusions from Chapter 20.04 and the DA Ordinances Nonpoint Source Pollution Control below.
30.01.010 - Definition TCSS Manual			See TCSS Manual - References and Changes attached hereto.
30.02.002(k)(5) - Plat Submission Procedures: P&Z/CC Action			See PDD-MU Sections I.H.2.(i)(ii)(iii)(iv)(v)(vi)
30.02.003(f)(12) - Plat Information Requirements: Watercourses/Floodplains			See PDD-MU Sections II.6.B.(2)(3) Re. Trees
30.02.003(g) - Effect of Plat Approval			See MU-PDD Ordinance Section 9
30.02.004(a)(2) - Exceptions			See MU-PDD Ordinance for hierarchy of rules, codes and ordinances.
30.02.005 - NPS Permits			Refer to inclusions from Chapter 20.04 and the DA Ordinances Nonpoint Source Pollution Control below.
30.02.006(d)(4)(5)(11) - Construction Plans: Required Information			See MU-PDD Section II.B
30.02.007(d)(3) - Final Plat: Standards of Approval			Refer to inclusions from Chapter 20.04 and the DA Ordinances Nonpoint Source Pollution Control below.
32.02.008(a) - Lapse of Plat Approval: Preliminary Plat			See MU-PDD Ordinance Section 9
30.02.009(c)(1)(2)(3)(6) - Development Plat: Standards of Approval			See MU-PDD Ordinance for hierarchy of rules, codes and ordinances.
30.02.013(e)(1)(A) - City Initiated Plat Vacation			Omit
30.03.001(c)(10) - Private Streets			See MU-PDD Ordinance Section I.C.1.
30.03.002 - Alleys			See MU-PDD Ordinance Section I.C.1.
30.03.003 - Easements			Ten foot (10') dry utility easements shall be permitted.
30.03.006(d)(e)(h) - Lots/Lot Lines			See PDD-MU Ordinance Sections I.H.2.(i)(ii)(iii)(iv)(v)(vi)
30.03.007(2) - Front Setback			See MU-PDD Ordinance Section I.C.6. - Setbacks & Lots
30.03.010(d)(2); (h) - Stormwater Collection and Conveyance Systems			See MU-PDD Ordinance Exhibit B
30.04.003(a) - Property Owners Association: City Takeover in Case of Default			Omit sentences 3,4,5 and 6
30.04.003(c)(9) - City Entrance for Maintenance			Omit
30.04.004 - Park Land & Public Facility Dedication			See MU-PDD Ordinance Section I.J.
30.05.003 - Street Lights			See MU-PDD Ordinance Section III. A,B and C
30.05.005(b) - Street & Alley Improvements: Reinforced Concrete for Alleys			Omit
30.05.006 - Retaining Wall Requirements			Per Chapter 24 Building Code
30.05.007(a)(c) - Screening & Landscaping Construction Regulations			See MU-PDD Ordinance Section II.B.; 30.05.007(b) Entryway Features shall apply

Exhibit E Applicable Ordinances to VSO PDD Ordinance

	Current Ordinances 1/24/17	1999 Ordinances	Comments/Exceptions:
Chapter 32 Zoning			
THE FOLLOWING COMPONENTS ARE INCLUDED IN THE 'ORDINANCES APPLICABLE TO THE VILLAGE AT SPANISH OAKS DEVELOPMENT HANDBOOK'			
<i>Inclusions from Current Code Chapter 32 superseding "DA Ordinances" Zoning</i>			
32.01 General Provisions	✓		
32.02 Zoning Procedures	✓		
32.03.005(d)(4) Parking - Single Family Detached	✓		
32.03.006(d)(4) Parking - Single Family Townhouses	✓		
32.03.007(d)(6) Parking - Loft Residential	✓		
32.03.007(d)(6) Parking - Multifamily	✓		
32.03.015 Planned Development District	✓		
32.04.002 Accessory Buildings and Use Regulations	✓		
32.04.003 Wireless Communication Facilities	✓		
32.04.001(d) Classification of New and Unlisted Uses	✓		
32.04.004 Sexually Oriented Businesses	✓		
32.04.005 Alcoholic Beverage Sales	✓		
32.05.001(f) Parking Requirements Based Upon Use	✓		
32.05.001(f) Parking - Senior Living	✓		
32.05.002(f)(14) Required Landscaping in Vehicular Use Areas	✓		
32.05.003(c)(7) Screening Requirements: Service Areas	✓		
32.05.003(g) Screening Requirements: Mechanical Screening	✓		
32.05.005 Exterior Construction and Design Requirements	✓		With exceptions noted in MU-PDD Ordinance Section II.A.
32.05.006(f) Supplemental Regulations: Open Storage Areas	✓		
32.05.006(g) Supplemental Regulations: Sight Visibility	✓		
32.05.007 Performance Standards	✓		
32.05.008 Noise Standards	✓		
32.05.009 Smoke, Particulate Matter and Odorous Standards	✓		
32.05.010 Fire or Explosive Hazard Material, and Toxic and Noxious Matter Standards	✓		
32.05.011 Vibration Standards	✓		
32.05.013 Home Occupation Regulations	✓		
32.05.014 Definitions (including Senior Living Uses)	✓		
32.05.016 Laboratory and Research Facilities	✓		
"DA Ordinances" - Ordinances in Effect April 1999			
THE FOLLOWING COMPONENTS ARE INCLUDED IN THE 'ORDINANCES APPLICABLE TO THE VILLAGE AT SPANISH OAKS DEVELOPMENT HANDBOOK'			
Site Development Regulations		✓	With exceptions noted above.
Nonpoint Source Pollution		✓	With exceptions as noted above & Replacing DA Ordinance 11.104 (1)(A)(B)(C); Table 1; and (4)(A)(B), with City's Code of Ordinances 20.04.043 (1)(A)(B)(C)(b) [with 90% removal as per PDD-MU Ordinance Section I.A.2]; TCSS Manual 5.2.3 N, reference COA ECM in effect at time of adoption of this ordinance; TCSS Manual 5.2.4 C, reference Removal Efficiency based on Table 2-6, LCRA HLO TGM (2006, pg 2-11).
Zoning Ordinance		✓	Ordinance 94-07-12-A; with exceptions as noted above.
Landscaping		✓	Ordinance 90-07-26; with exceptions noted above.

TCSS Manual - References and Changes

Where references to the "Village of Bee Cave, Texas Official Technical Construction Standards and Specifications" occur, typically as "TCSS Manual" the following shall apply:

Section 1 – Refer to City of Austin Standard Specifications

Section 2 – Refer to City of Austin Transportation Criteria Manual

Section 3 – Refer to Texas Commission on Environmental Quality criteria or West Travis County PUA criteria, whichever is more stringent.

Section 4 – Refer to City of Austin Drainage Criteria Manual

Section 5 – Does not Apply; refer to 99 NPS Ordinance plus modifications as listed in Exhibit C.

Section 6 – Does not Apply; refer to 99 NPS Ordinance plus modifications as listed in Exhibit C.

Section 7 – Does not apply; all construction per current building code.

Section 8 – No changes.

Section 9 – Strike:

9.5.4 - Refer to PDD Exhibit C, parking

9.8.0 – Refer to Exhibit C, 99 NPS Ordinance plus modifications

9.8.1.B.20 – Refer to Exhibit C, Tree mitigation

9.8.1.E – Refer to Exhibit C, 99 Ordinance for Landscaping

9.8.1.G. – Use City of Austin Environmental Resource Inventory format, for entire site; with initial site plan only.

Section 10 – Does not apply.



THE VILLAGE AT SPANISH OAKS SUMMARY OF INTERSECTION IMPROVEMENTS AND PRO-RATA SHARE				
Intersection	Recommendation	Total Estimated Cost	Pro-Rata Share	Fiscal Contribution
SH 71 and Hamilton Pool/Bee Cave Parkway	Construct an additional westbound right-turn lane and left-turn lane to provide dual left-turn lanes, two through lanes, and separate right turn lane for the approach.	\$553,200.00	15.12%	\$83,700.00
	Construct an additional eastbound left-turn lane to provide dual left-turns (Terrace & Backyard Recommendation)	\$309,200.00	15.12%	\$46,800.00
	Widen Hamilton Pool Road to provide two southbound receiving lanes (Terrace & Backyard Recommendation)	\$286,300.00	15.12%	\$43,300.00
	Construct an additional southbound through lane to provide two through lanes	\$323,200.00	15.12%	\$48,900.00
	Construct an additional northbound right-turn lane to provide dual right-turn lanes	\$264,400.00	15.12%	\$40,000.00
	Optimize Signal timing	\$10,000.00	15.12%	\$1,600.00
SH 71 and Great Divide Drive	Construct hooded left turn lanes for eastbound and westbound SH 71 left turning movements	\$118,300.00	79.52%	\$94,100.00
	Construct SH 71 eastbound right turn lane	\$190,700.00	79.52%	\$151,700.00
SH 71 & Village Oaks Drive	Intersection Signal Improvements (Per 2013 Donation Agreement with TxDOT)	\$611,000.00	50.00%	\$305,500.00
SH 71 and Spanish Oaks Club Blvd	Construct hooded left turn lanes for eastbound and westbound SH 71 left turning movements	\$157,200.00	75.64%	\$119,000.00
	Construct SH 71 eastbound right turn lane	\$225,100.00	75.64%	\$170,300.00
SH 71 & Streamside Drive	Construct SH 71 eastbound right turn lane	\$229,100.00	100.00%	\$229,100.00
SH 71 and RM 620/Shops Parkway	Construct a southbound through lane to provide one right-turn lane, two through lanes and dual left-turns	\$443,800.00	12.62%	\$56,100.00
	Widen Shops Parkway to provide two southbound receiving lanes	\$112,400.00	12.62%	\$14,200.00
	Optimize Signal timing	\$10,000.00	12.62%	\$1,300.00
SH 71 and Hill Country Galleria/Cross Town Parkway	Restripe northbound approach as a left turn lane, left turn lane/through shared lane and shared through/right-turn lane	\$6,700.00	11.17%	\$800.00
	Restripe southbound approach as a left turn lane, left turn lane/through shared lane and shared through/right-turn lane	\$10,000.00	11.17%	\$1,200.00
	Provided striping for Hill Country Galleria to provide two receiving northbound lanes	\$10,000.00	11.17%	\$1,200.00
	Signal modifications for installation of flashing yellow arrows for permitted left turn during non-peak hours	\$10,000.00	11.17%	\$1,200.00
	Optimize Signal timing	\$10,000.00	11.17%	\$1,200.00
SH 71 and FM 2244	Optimize Signal timing	\$10,000.00	10.05%	\$1,000.00
RM 620 and Bee Cave Parkway	Construct an additional westbound right turn lane to provide dual right turns (Terrace & Backyard Recommendation)	Already 100% funded by Terrace		
	Widen and construct an additional lane for the southbound approach to provide dual left-turn lanes, three through lanes and one right-turn lane	\$252,500.00	1.14%	\$2,900.00
	Widen RM 620 to provide three southbound receiving lanes	\$239,200.00	1.14%	\$2,800.00
	Widen and construct an additional lane for the northbound approach to provide one left-turn lane, three through lanes and one right-turn lane	\$299,900.00	1.14%	\$3,500.00
	Widen RM 620 to provide three northbound receiving lanes	\$268,800.00	1.14%	\$3,100.00
	Optimize Signal timing	\$10,000.00	1.14%	\$200.00
REQUIRED FISCAL				\$1,424,700.00
FISCAL PREVIOUSLY CONTRIBUTED BY DEVELOPER PER DONATION AGREEMENT				\$305,500.00
FISCAL CONTRIBUTED IN EXCESS OF PRO-RATA SHARE (DEVELOPER TO CONSTRUCT HOODED LEFTS AND EB RIGHT TURN LANES AT GREAT DIVIDE DR & SPANISH OAKS CLUB BLVD AT FULL COST)				\$156,200.00
REMAINING TOTAL				\$963,000.00