

Exhibit “C”

PLANNED DEVELOPMENT STANDARDS

The following amended Planned Development Standards together with the Development Standards contained in Ordinance No. 113 and Ordinance No. 201, to the extent not inconsistent herewith, shall be applicable within this Planned Development District. To the extent that any of the following standards conflict with other City Ordinances, the following shall control. All development activity undertaken on the Property, including but not limited to the indoor sports venue and other authorized activities (as described below) (the "Project"), shall comply with the development standards for Retail Zoning District (R) for the Property in effect as of May 22, 2012, and with all other City zoning, subdivision and construction codes and requirements, except as modified by Ordinance No. 113, Ordinance 201 and this Ordinance. Capitalized terms shall be defined as indicated in these Planned Development Standards, as reflected on the Concept Plan or as defined in the City of Bee Cave Code of Ordinances ("Code"), depending upon context.

1. General Project Overview and Purpose of Amendment

The Property is an approximate 8.6 acres generally located north of Highway 71 and west of Highway 620 and south of Bee Cave Parkway. The Project as approved in Ordinance No. 113 and 201 consisted of, among other things, an indoor sports facility 50 feet in height and consisting of a building footprint of 85,000 square feet. That portion of the Project has already been constructed and is nearing completion. The primary objective of this proposed PDD Amendment is to increase the maximum participant load established by the preceding Ordinance No. 201 from 198 to 413 participants. Related to that intent, adjustments to the square footage allocation of uses within the primary building will occur and a new parking garage facility shall be constructed to accommodate the increase in participants.

Indoor sports and activities are generally the same as authorized previously but the 9,000 square foot retail space and a portion of the support space is being converted to accommodate a larger health club use and other fitness-related components, thereby creating a second primary use to the sport courts uses. Some surface parking will still be provided on site and overflow parking remains the same.

2. Uses

A. The following indoor uses are authorized for the Project as depicted in the Concept Plan:

1 soccer/lacrosse/football field; 4 basketball/volleyball courts

4 batting cages

14,100 square foot health club/fitness center

2900 square foot exercise studio

5000 square foot strength training/weights

1200 square foot Party room/day care-flex space for use by teams for day rental for bags and equipment storage or before or after game strategy and accessory day care. Flex space may also be used for rental for birthday parties by members of the facility upon subsequent approval of a conditional use permit.

1800 square foot indoor ("Ballocity") playscape

3000 square foot rock climbing wall

1350 linear foot running track

7000 square foot open area/lounge/concession area (concession area shall be an incidental use with limited food preparation and shall not be eligible for a CO for a restaurant)

3700 square foot administrative offices

3688 square foot miscellaneous storage areas

Underground parking

B. Outdoor uses are as follows:

Outdoor playscape and seating area. A Site Plan Amendment with an updated layout is to be submitted and approved prior to a Certificate of Occupancy being issued for the primary building. Splash pad is required to be constructed within two years of issuance of the first Temporary or Permanent Certificate of Occupancy

480 square foot membership trailer temporary use located off-site until expiration of License agreement with the City.

Surface Parking, parking garage, open space and trails connecting adjoining property as depicted in the Concept Plan. Offsite parking for tournaments or special events only to be used if over flow parking is needed for such events, as depicted in the Concept Plan and described in previous Ordinances. City shall be authorized to reduce participants and Developer shall reduce the number of participants to the facilities in the event that available on-site parking is insufficient to accommodate the parking needs of participants

Comment [LAO1]: Language to be added to emphasize that the off-site parking is only authorized to be used in conjunction with special events, not as part of routine business.

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and visitors. Developer shall provide City with written authority (in conjunction with site plan approval) to enforce parking restrictions. Developer shall require members as a condition of membership to park only in the garage and surface parking within marked spaces.

Comment [LAO2]: This will be clarified to include, but not be limited to, enforcement of unauthorized parking within the HCI property, on adjacent/nearby roads (public or private), and on City property.

Special Events- any activity or use which would exceed the maximum participant limit of 413 participants shall require approval by a separate Special Event Permit (as required in previous ordinances).D. Notwithstanding any other provision to the contrary the participant limit shall be 198 participants until such time as the City issues a Certificate of Occupancy (“CO”) for the Parking Garage. Upon issuance of the Parking Garage CO the participant limit shall be 413 participants. Until such time as the Parking Garage is issued a CO, the portions of the indoor facilities (approximately 22,000 square feet) intended for health club/fitness use shall not receive a final CO and shall not be open for any use. The term Participants shall mean all occupants of the facility at a given time, including but not limited to those using and arriving to use the fields (players, coaches, referees, etc), spectators arriving separately from the primary field user, gym/fitness area patrons, lounge and concession area patrons, party room patrons, and staff.

3. Parking Garage/Parking

- A. The Parking Garage building shall consist of four (4) levels of parking and a minimum of 322 full size parking spaces. The height shall not exceed 47 feet from finished grade including any fixtures or other structures located on the parking garage. Provided however, that the northeastern portion of the Parking Garage shall be constructed a minimum of 8 feet below natural grade. The Parking Garage shall be constructed at the location depicted in Exhibit “B” and according to the elevations depicted in Exhibit “B1”. The Parking Garage shall be located a minimum of 25 feet from the eastern property line. The footprint of the Parking Garage shall not exceed 30000 square feet. Screening of the Parking Garage shall be provided on all four sides and maintained with all-season, drought, and heat tolerant vines such as creeping fig as depicted in Exhibit “B1”. A minimum of five (5) shade/large canopy trees shall be planted on the south side of the garage and a minimum of _ten (10)___shade/large canopy trees shall be planted on the east side of the garage. Lighting within the Parking garage shall be shielded and constructed flush with the ceiling, comply with city ordinances, the dark skies policy and utilize the fixtures depicted in the diagram attached hereto as Exhibit “B-3”. Low wattage bollards and wall packs instead of light poles shall provide lighting on the upper deck of the Parking Garage.

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- B. All impervious cover created by construction of the Parking Garage and transferred from the Reese Tract shall be subject to water quality controls, treatment standards and best management practices as required by the City's Code of Ordinances and shall not be dependent upon or utilize the water quality pond located on adjacent property (Skaggs). Use of the Skaggs property water quality treatment facilities shall be limited to 40 % of the Project's impervious cover.
- C. Similarly, any additional storm water run-off created by impervious cover which exceeds 40% shall be contained and managed on-site by the developer and not discharged into the water quality or storm water ponds located on adjacent (Skaggs or City) property.
- D. The Project shall now have 522 total on-site parking spaces via a combination of 148 surface spots, the same 52 spots under the Sports Building, and the new 322 space parking garage. The proposed layout as depicted in Exhibit "B" removes a row of approximately 50 parking spaces between Bee Cave Parkway and the northern side of the building.

4. Additional Traffic Impacts

- A. In conjunction with site plan approval for the Parking Garage and in addition to the Developer's requirement to provide its pro rata share of traffic improvements required by Ordinance No. 201, Developer shall contribute its pro rata share of thirty three (33%) percent of the costs and expenses of designing, constructing, relocating utilities (if necessary), survey costs and right of way acquisitions costs (if necessary) for a second dedicated left turn lane from Bee Cave Parkway to RR 620 as described in Exhibit "B4" and for any realignment of Bee Cave Parkway on the opposite side of the intersection.

In conjunction with site plan approval for the Parking Garage and in addition to the Developer's requirement in the preceding paragraph, Developer shall contribute its pro rata share of thirteen (13%) percent of the costs and expenses of designing, constructing, relocating utilities (if necessary), survey costs and right of way acquisitions costs (if necessary) for a second, eastbound, left turn lane on Hwy 71 (Hamilton Pool Rd intersection) to Bee Cave Parkway as described in Exhibit "B4".

- B. For purposes of determining the costs associated with the pro rata share for any required traffic improvements, the costs shall mean and include all cost associated with the implementation of the traffic mitigations identified in the 2015 TIA and shall include costs of design, construction, surveying, utility relocation (if any), additional right of way acquisition (if needed), restriping, realignment of streets and any other associated costs.

5. Additional Tree Mitigation

Some of the trees previously preserved in Ordinance No. 201 will be removed with construction of the Parking Garage. In accordance with the Code of Ordinances, Developer shall provide an additional 515 caliper inches to the Project above what was approved in Ordinance No. 201 to maintain the minimum 60% preservation requirement. Developer has not requested and is not authorized by this Ordinance to utilize off site trees toward mitigation of the number of caliper inches needed for compliance. However, Developer can request mitigation in conjunction with Site Plan approval of the Parking Garage which may include the addition of trees on the adjoining property if sufficient space is not available on the Project and the City approves of same in conjunction with Site Plan approval.

Comment [LAO3]: As of 5/15, applicant has sufficiently demonstrated that neither now nor in the 2015 approval are they proposing to use off-site mitigation to satisfy tree preservation requirements. However, HCI shares staff's concern that the proposed density of trees may compromise their health and are offering to put a negotiated amount of trees on adjacent City property instead. If City is interested in this, it could be a condition of site plan approval. The last sentence of the ensuing paragraph appears to capture that.

6. Impervious Cover Transfer/Maximum Impervious Cover/Water Quality/Storm Water

- A.** Developer is authorized to transfer twenty five thousand (25,000)square feet of impervious cover from the Reese Tract to the Property and will receive 1 to 1 credit for the transfer. Developer shall provide the City with a satisfactory deed restriction document for the Reese Tract to be recorded in conjunction with Site Plan approval for the Parking Garage. Including the amount of transferred impervious cover the total impervious cover for the Project shall not exceed fifty one point seven percent (51.7%) or one hundred ninety three thousand eight hundred thirty six (193,836) square feet.
- B.** Water Quality treatment for the 25,000 square feet of impervious cover transferred from the Reese Tract is proposed (but not approved herein) via an extended detention pond on the first floor of the Parking Garage. Preliminary calculations indicate that Developer can slow storm water flows to pre-development conditions to avoid needing a drainage easement on an adjacent property. Developer shall be required to demonstrate compliance with the City's Code of Ordinances for both water quality and storm water management in conjunction with Site Plan approval of the Parking Garage. Alternatives to the proposed water quality treatment and storm water management may be required by the City.

7. Other

- A.** No wall or fence between the Property and the City's adjoining property shall be constructed unless it shall have been approved in advance by the City prior to construction.

- B. In conjunction with Site Plan approval the Project shall provide City with an easement for a 20 foot wide area (mutually agreeable area) that meanders through the property and connects the adjoining property on the east and west property lines to the Project for trail and pedestrian connectivity purposes. The easement agreement will provide that the city shall be entitled to construct, at its sole cost and expense within the 20 foot area a 10 foot wide concrete trail and associated five foot wide vegetative buffer area. Once constructed the city shall cause the trail and improvements to be surveyed and the easement tract shall be reduced from 20 feet in width to the actual width of the trail and associated improvements. The costs of maintenance and repair of the trail shall be the responsibility of the City. All other open space and trails, if any, located within the Project will be privately maintained by the Project, but may be dedicated to the City pursuant to a separate mutually acceptable written agreement between City and Owner or may be provided by public access easement. Trails and open space dedication or public access easements shall be considered by the City in conjunction with the Site Plan application for the Parking Garage.
- C. Additional traffic control and event security may be required by the City in conjunction with Special Events.
- D. Developer is authorized in conjunction with a site plan amendment (but not prior to one year from the date of issuance of the CO for the Parking Garage) to seek an increase in the participant limit in the event that parking is demonstrated to exceed what is required for 412 participants.
- E. All other procedures, requirements, exhibits or development standards adopted pursuant to Ordinance No. 113, Ordinance No. 201 or an associated site plan and not inconsistent with these Development Standards shall continue to govern the development of this Project. However, any and all previous development standards or City approvals associated with construction and operation of an outdoor sports field are not intended to be carried over with this Ordinance and shall not be considered as approved for this Project without a future amendment hereto.