

EXHIBIT “F”

WALLER DISTRICT DESIGN GUIDELINES

[ATTACHED]

WALLER DISTRICT DESIGN GUIDELINES

June 12, 2013

District Wide Standards

Alleys

- Alleys should be retained and all development abutting an alley should be required to use alleys for loading, servicing and parking access.
- Alley vacation should not be permitted, unless more than half is owned by same owner, then vacation only with approval of responsible directors and the Land Use Commission, provided that service access is maintained generally along the same alignment and that such abandonment does not impact access to any adjacent property.
- The City should work with property owners to eliminate dumpsters and above-grade grease traps from alleys. In older areas more efficient systems for trash collection, recycling and composting should be established.
- When possible, primary or secondary access and egress to and from on-site parking should be taken from the alley. This will be more possible once alleys become less cluttered with dumpsters and other obstacles.

Building Setbacks

- Buildings should be built to property line of street or within 5', unless greater setback is needed to implement the typical Great Streets 18' sidewalk.
- Buildings along I-35 should be setback 5'.

Great Streets:

- Great Streets should be required for all new development on all street frontages.
- In-lieu fee should be collected where deemed not reasonable with the proceeds directed into Great Streets improvements within the Waller District.

Publicly-Accessible Open Space:

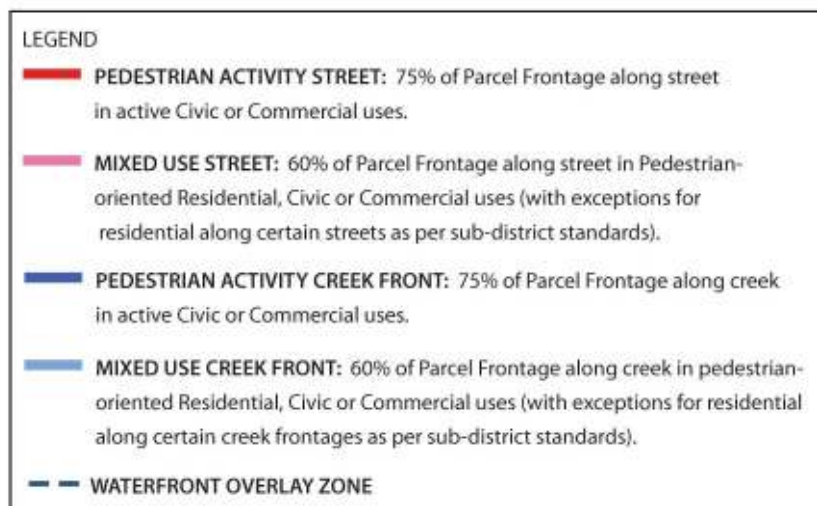
- Exceptions will be granted to building setbacks if buildings are made to accommodate publicly accessible open space that meet the following criteria:
 - The open space setback has a minimum area of 600 square feet, and a minimum dimension of 15 feet;
 - The area is accessible and useable by the general public throughout daylight hours and is visible from the public sidewalk or Waller Creek;
 - The area provides public seating and/or serves as a public pedestrian passageway connecting one public sidewalk with another or with a creekside trail/path;
 - The area has no conditioned building space above it and at least 75 percent of the area is open to the sky; and
 - The area has interior ground level building space overlooking and accessible to it, with public entry door(s);
 - The use of switchback ramps for creek access should be prohibited.

Pedestrian-Oriented Streetfront Use

- Ground level uses will be determined by the adjacent street. Two types of frontages are proposed, Pedestrian Activity Streets and Mixed Use Streets. See map below for frontage locations throughout the Waller District.



Figure 1: Waller District Street Types



Pedestrian Activity Streets (See Figure 1: Waller District Street Types)

- 75% of developed parcel frontage should be occupied by one or more of the following uses:
 1. Art Gallery
 2. Art Workshop
 3. Cocktail Lounge
 4. Consumer Convenience Service
 5. Food Sales
 6. General Retail Sales
 7. Hotel-Motel
 8. Liquor Sales, up to a maximum gross floor area of 5,000 square feet per site
 9. Personal Services
 10. Restaurant
 11. Theater
 12. Cultural Services
 13. Other uses as determined by the Director

Mixed Use Streets (See Figure 1: Waller District Street Types)

- 60% of parcel of the developed parcel frontage should be occupied by one or more of the “Pedestrian Activity Street” uses and/or one or more of the following commercial, civic or residential uses:
 1. Residential
 2. Consumer Repair Services
 3. Financial Services
 4. Administrative Offices
 5. Indoor Entertainment
 6. Indoor Sports and Recreation
 7. Liquor Sales
 8. Pet Services
 9. Club or Lodge
 10. College/University
 11. Day Care
 12. Education
 13. Religious Assembly
 14. Other uses as determined by the Director

Pedestrian-Oriented Creekfront Use (See Figure 1: Waller District Street Types)

- 75% of developed parcel to be pedestrian-oriented use (as defined under Pedestrian Activity Streets) along Pedestrian Activity Creekfronts unless otherwise specified in the sub-district standards.
- 60% of developed parcel frontage to be pedestrian-oriented use (as defined under Mixed Use Streets) along Mixed Use Creekfronts

Off-Site Parking Accessory

- Currently allowed as a Conditional Use.
- Surface parking should be permitted if:
 1. It serves a specific use and is located on a parcel less than ¼ block in size
 2. It is not feasible to provide on-site parking
 3. Such parking lot:
 - Has no more than 60 spaces;
 - Is not located on a Pedestrian Activity Street;
 - Does not occupy more than 70 linear feet of street frontage;
 - Includes improved sidewalks along all adjacent street frontages to meet the minimum standard;
 - Is screened at its perimeter with a low masonry wall or hedge of at least 36 inches in height but no more than 54 inches located at/near the back of sidewalk along street frontages;
 - Provides adequate lighting (minimum 1 footcandle) to ensure pedestrian safety; and
 - Is available for public parking when not occupied by the primary use.
- Freestanding parking garages will be allowed if such garages comply with ground-level streetfront and Great Streets requirements set forth in these Guidelines, and if at least 25 percent of the parking is available to the public at all times and is located on the levels most accessible to the street.

Drive-Through Facilities

- Drive-Through Facilities are not allowed.

Ground Level Commercial Treatment along Streetfronts

All ground-level commercial or civic uses facing public streets should be subject to the following building design standards:

Pedestrian Activity Streetfronts (See Figure 1: Waller District Street Types)

- 60 percent of the wall area between 2-10' above grade should be glazed storefront;
- All glazing on ground floor facades that face a public street or creekfront should have a Visible Transmittance of 0.6 or higher;
- Shading devices should be required along at least 75% of street frontage;
- Public building entries should be oriented to streetfronts and generally flush with the elevation of the sidewalk; no ramps or stairs are permitted to project within the public right-of-way, or front setback areas; and
- The minimum floor-to-floor height of non-residential ground floor space should be 18 feet. The minimum depth of such uses should be 30 feet along the required frontage

Mixed Use Streetfronts (See Figure 1: Waller District Street Types)

- 40 percent of the wall area between 2-10' above grade should be glazed storefront;
- All glazing on ground floor facades that face a public street or creekfront should have a Visible Transmittance of 0.6 or higher;
- Shading devices should be required along at least 50 percent of street frontage;
- Public building entries should be oriented to streetfronts and generally flush with the elevation of the sidewalk; no ramps or stairs are permitted to project within the public right-of-way, or front setback areas; and
- The minimum floor-to-floor height of non-residential ground floor space should be 15 feet. The minimum depth of such uses should be 30 feet along the required frontage

Ground Level Commercial Treatment along Creekfronts

- Outdoor spaces are permitted and encouraged on the frontage of buildings adjacent to creeks. Outdoor spaces and access-ways should be located within the boundaries of the property, and, where permitted to encroach onto public easements (subject to license agreement requirements), as provided for below:
 - 50% of wall area of the ground level facing a creekfront between 2 and 10 feet above grade should be storefront glazing. All glazing should have a Visible Transmittance (VT) of 0.6 or higher.
 - Shading devices required over all entries and 50% of any publicly-accessible space on the creek frontage. Canopy trees may be substituted for shading devices for publicly accessible spaces.
 - Accessible building entries should be oriented to publicly-accessible outdoor spaces, at intervals no greater than 100'.
 - Minimum ground level floor-to-floor height should be no less than 15 feet except for creek-oriented basement space.

Ground level treatment – Residential

- Where permitted living spaces should be separated from public sidewalks and trails by a setback of at least 5 feet or as required by zoning whichever is greater.
- Unit entries with stoops are encouraged along streetfronts and portions of the creek trail, as appropriate.

Building massing

Development is subject to the following building form standards:

- Streetfront setbacks: at least 55 percent of building mass above 90 feet should stepback 8 feet minimum. Buildings within historic districts or landmarks adjacent to historic structures should stepback 8 feet minimum no greater than 10 feet above or below the building for a horizontal distance of at least 25 feet.

- **Tower length:** No tower should occupy more than 220 feet or 80 percent of the block length or frontage along a street.
- **Tower floor plate:** The maximum floorplate of a tower above 120 feet should not exceed 60 percent of the site area or 30,000 square feet, whichever is less.
- **Non-reflective materials:** No glazing or other cladding of highly reflective material.
- **Creekfront setbacks:** all development within 60 feet of the centerline of Waller Creek should not exceed 60 feet in height.
- **Tower spacing:** All towers should be setback 56 feet minimum from other towers, 18 feet from an alley, and 28 feet from an interior property line. Setbacks may be waived by the responsible directors if an adjoining property has height limits or easements that would prevent future development to exceed 90 feet. (See Figure 2: Building Form Guidelines)

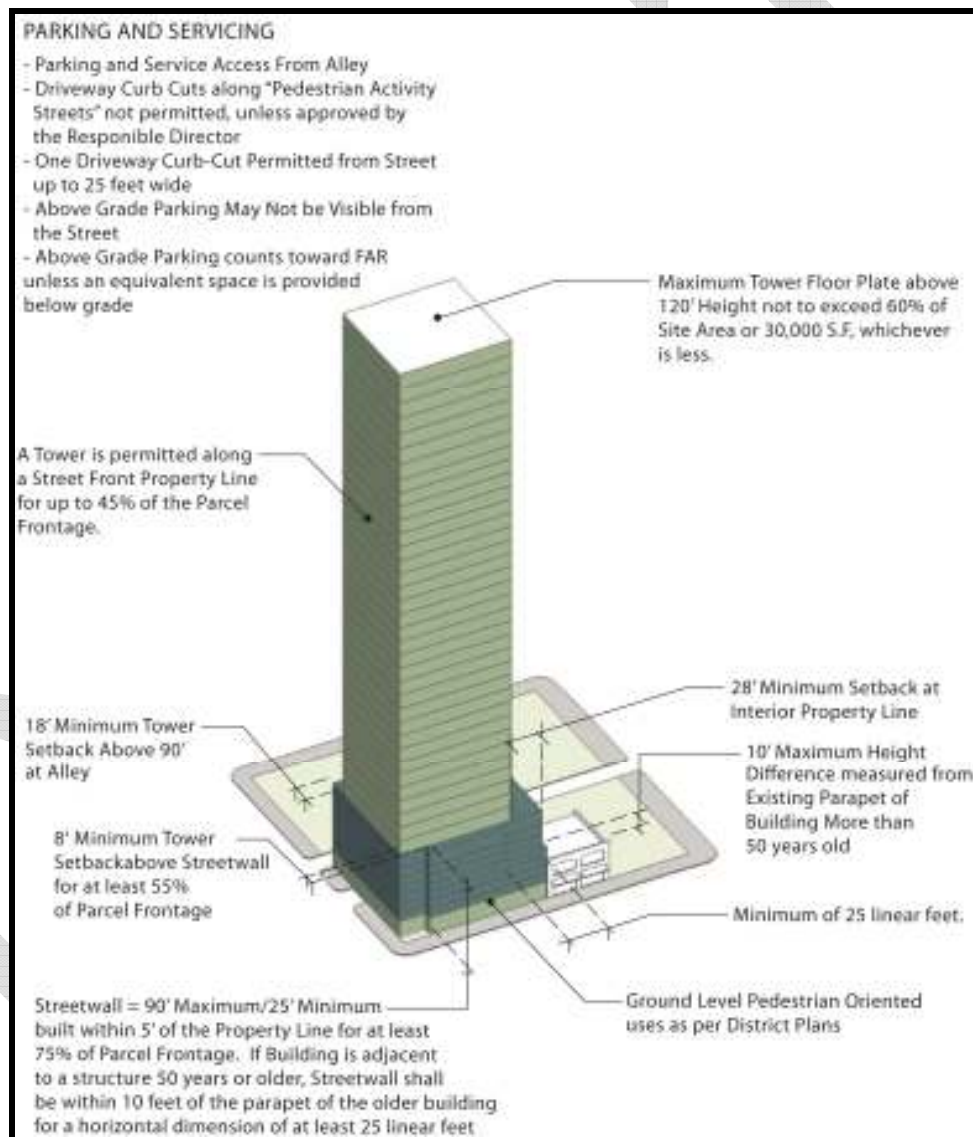


Figure 2: Building Form Guidelines

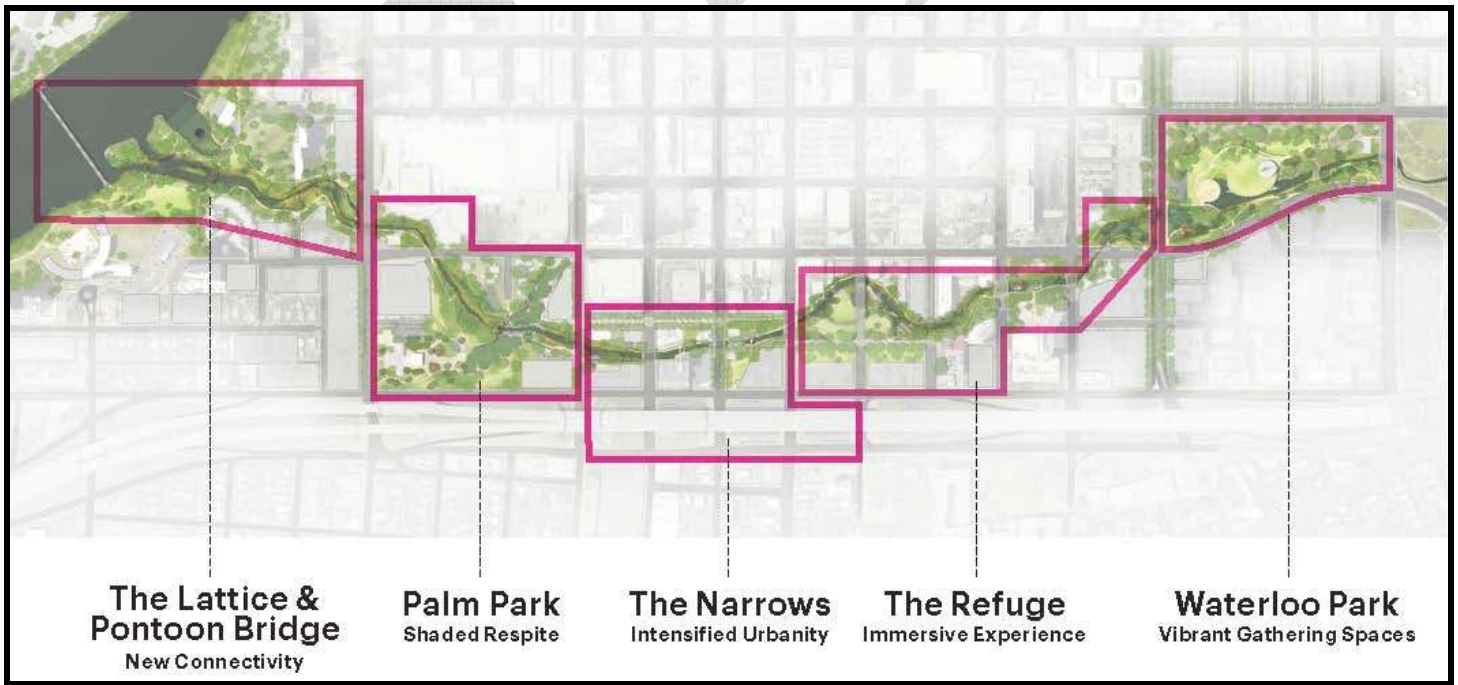
- **Curb cuts & driveways:** No curbcuts or driveways should be permitted along Pedestrian Activity Streets. One will be permitted for each 140 feet of parcel frontage along Mixed Use streets, unless otherwise stated in the Sub-District Standards. Waivers may be granted by the responsible director, if it is found that there are no practical means of compliance.

- Porte-Cocheres and On-site drop-off areas: Permitted on a case-by-case basis, subject to the following:
 - Volume of drop-offs requires a drop-off area on-site, AND
 - Driveways that cross sidewalk are 25 feet maximum in width and at the same height of sidewalk surface, clearly demarcated with contrasting paving and texture.
- Treatment of service area: Should be located along public alleys and where located along public streets, frontages should be minimized. All truck maneuvering should occur within the interior of the structure or loading area. Service areas and/or their service roads should not be visible from the creek.
- Parking treatment: Surface parking should follow accessory parking guidelines. Parking garages should be underground or encapsulated and architecturally-integrated and screened from public view. Freestanding garages should include ground level “liner uses” along streetfronts and the creek in compliance with the ground level requirements above.

Fencing

- Fencing/enclosures on properties facing Waller Creek shall not exceed 6’ average height within the 60’ creek setback.
- Fencing should be constructed of materials approved for exterior use and have an exterior surface treatment specifically manufactured for weather and decay resistance. Discouraged materials include barbed wire, razor wire, fiberglass or corrugated metal panels, electrified fencing, hog fencing, tarp fencing, and chain-link fencing with the following exceptions:
 - Fencing which can support the growth of non-invasive climbing vegetation (and the incorporation of such planting is encouraged.
 - Vinyl-coated chain-link fencing with mesh size less than 2 inches is permitted in this application.

Sub-District Standards



Pedestrian Oriented Streetfront Use

- Use should be the same as district-wide standards, except ground-level living is not permitted along Cesar Chavez or IH 35. (Lobbies and common areas are excepted from this provision.)

Pedestrian Oriented Creekfront Use

- Developments are encouraged to include pedestrian and family-oriented uses on at least 50% of building frontage that faces the creek.
- Excessive lighting along the creek-facing frontage is discouraged and should comply with International Dark-Sky Association's Model Lighting Ordinance.

Building Massing/Stepbacks

- Eliminate the following requirement of the Waterfront Overlay North Shore Central Subdistrict:
 - Structure must fit within a 70-degree angle starting at a line 45 feet above the property boundary nearest Lady Bird Lake or Waller Creek.
- No changes to the Waterfront Overlay requirements along Lady Bird Lake frontage.

Density Bonus

The following apply within this district in addition to the overall Downtown density bonus (part of Downtown Austin Plan):

- On the HACA site (south of Cesar Chavez St. and east of Trinity St.) the floor area of on-site low-income housing units at or below 50% MFI should not be counted toward Floor Area Ratio (F.A.R.).
- The assembled parcels, south of Cesar Chavez St. and between Waller Creek and Red River St.; 10 square feet of additional floor space should be allowed for each square foot of a public accessible pedestrian way and associated open space provided the pedestrian path:
 - Is open to the public during daylight hours;
 - Is not less than 10 feet in width and includes a clear space (from building wall to building wall) no less than 20 feet in width or 6,000 square feet in total area; and
 - Includes pedestrian-oriented uses on at least 25 percent of the frontage along its length.
- Publicly accessible open space = 12 square feet bonus floor area/ 1 SF open space provided, if the following criteria is met:
 - Has a minimum area of 2,400 square feet and no dimension less than 40 feet;
 - Includes shaded areas over at least 25 percent of the open space, with the use of trees, pergolas, canopies, etc.
 - Includes 30 percent of the area in "softscape" (turf, planting beds or ground cover);
 - Includes pedestrian-oriented uses along at least 50 percent of its frontage;
 - Includes at least one public entrance directly from the open space.

Curb Cuts & Site Access

- No curb cuts or driveways should be allowed on Cesar Chavez, except in the vicinity of the small parcel south of Cesar Chavez between existing easements to provide trail access and/or development that is provided on-site, 1 mid-block curb cut should be allowed everywhere else.
- Parking and service access should occur on Red River and Trinity Streets, and/or the public alley between Lakeside Apartments and Trinity St. Joint Ventures property.
- Curb cuts should be consolidated and minimized where possible.
- Parking and service access should be provided from Driskill St. for properties south of Cesar Chavez Street and north of Driskill Street, and between Red River Street and IH 35 Frontage Road.

Publicly Accessible Open Space and Circulation

- Strengthen pedestrian accommodation at the termini of Red River and Trinity Streets south of Cesar Chavez.
- Integrate small-scale open spaces along or at the end of the east-west passages that can serve an emerging residential community near the Lattice Sub-District/Rainey Street. Possible uses include: “tot-lot” playgrounds, dog-runs, etc.
- Establish the intersection of Red River and Cesar Chavez Streets as the “gateway” to the north-south axis of Waller Creek by encouraging safe and inviting pedestrian crossings and fostering north-south connectivity at the creek-level.

Setbacks

- New buildings should be prohibited an additional 30’ from the existing Downtown Creeks Overlay requirement of 60’ of creek channel centerline.
- Development should provide a minimum 10 foot setback from shared lot lines, or provide one passage at least 20 feet wide per 150 feet of street frontage.
- New development on the block between Sabine Street, IH 35 Frontage Road, Cesar Chavez and 2nd Street should be setback from Cesar Chavez Street to align with the northern edge of the pre-1960’s addition (approximately 140 feet).

Private Development

- Between the MACC and Lake Shore Apartments, introduce unifying site furnishings (such as pole lights and benches) and planting (such as canopy trees) to reinforce the sense of public space.
- Development should meet the American Forests Organization recommendation for tree canopy coverage measured by the publication “Tree Measuring Guidelines of the Eastern Native Tree Society.
- Provide east-west connectivity, with either new mid-block passages or improved alleys, between Waller Creek, Red River Street, and Rainey Street.

THE GROVE

Pedestrian-Oriented Creek and Streetfront Uses:

- Ground level residential not permitted (Lobbies and common areas are excepted from this provision.)
- Ground level use for Ironworks and Cesar Chavez property immediately overlooking the Creek is limited to restaurant or pedestrian-oriented use as determined by director
- At least 50% frontage of the entire building frontage should be for pedestrian-oriented uses as defined in the District-wide Guidelines.

Historic Preservation:

- Consider relocating the Castleman-Bull House to the Convention Center property east of Red River Street, preserved and adaptively reused for a restaurant or other active, public-oriented use.
- Use of Trask House should become a more public-oriented use.
- Publicly-accessible open space between the historic houses should be created.
- Consider relocating or reconfiguring the existing water quality pond into an amenity and is integral with the open space.

Curb Cuts & Site Access

- No new curb cuts or driveways should be proposed along Cesar Chavez.
- Service access should be provided along 3rd or Red River Sts.

Creek Setbacks:

- New buildings should be prohibited an additional 30' from the existing Downtown Creeks Overlay requirement of 60' of creek channel centerline.

Existing Open Space

- Encourage vehicle service and parking access to development sites from streets that bound internal open space (IH 35 Frontage Road, 4th Street, Cesar Chavez, and Sabine Streets). No roadways should be constructed within the interior of the open space. All parking accommodation should be located below street level.
- All development that faces onto the open space should be grade-separated from open spaces. At least 50 percent of the entire building frontage should be for pedestrian-oriented uses.
- 35 percent of publicly accessible open space areas should be shaded.
- At least 50 percent of privately owned public space areas facing the Grove should be hardscape.
- Sites should avoid obstructing sightlines between the Grove and points of connection.
- Provide clearly indicated, universally accessible walks to interior open space.
- Size programming of ground floor uses to accommodate family-oriented and large group activities. Developments are encouraged to offer public bathrooms facing the open space associated with the Grove.

Public Development

- Materials of pathways and site fixtures should be unified character coordinated with PARD performance criteria.

Density Bonus

- The following apply within this district in addition to the overall Downtown density bonus (part of Downtown Austin Plan):
 - Cultural and/or community-oriented space accessible from Palm Park = 4 SF/ 1 SF cultural space provided

THE NARROWS

Building Setbacks

- Along Sabine Street buildings should be built up to the property line. Setbacks may be granted if allows publicly accessible open space or passage between Sabine Street and the creek.

Encroachments within the Creek Corridor

- Encroachments will be permitted subject to the following provisions:
 1. The encroachment is utilized for outdoor restaurant or café seating and/or public open space or accessways, and does not include any habitable or conditioned interior space;
 2. The encroachment does not protrude more than 20 feet into an easement or into parkland. (Note: greater encroachments may be permitted, if the responsible director finds that such additional encroachment complements the creek improvements and does not impede public access or enjoyment of the creek.)
 3. The encroachment occurs subsequent to approved improvements within the creek corridor, including but not limited to: re-vegetation, bank stabilization, removal of dams or other obstructions, creation of public access to adjacent streets, etc. These should be negotiated individually with private property owners as a condition for the encroachment.
 4. Any encroachment into designated parkland must be approved by PARD and is subject to review and approval in accordance with Chapter 26, Texas Parks and Wildlife code.

- Decks, patios, and balconies adjacent to new frontage should not cover more than 25% of the width of creek as measured from the top of bank.

Pedestrian-Oriented Streetfront Use

- Ground level residential not permitted (Lobbies and common areas are excepted from this provision.)

Historic Preservation

- Establish a street wall along 3rd Street (between Red River Street and extension of Sabine Street) to create a relationship with the Waterloo Compound. This area should be preserved and adaptively reused.

Parking

- No on-site parking should be allowed east of Sabine Street and west of the creek.

Curb cuts & site access

- No curb cuts should be allowed along the south face of 4th Street, along Sabine Street and allowed along IH 35 only at alleys.
- Access should be limited to alleys or a single mid-block location.

Private Development

- Development should incorporate east-west mid-block connections between Sabine Street, IH 35 frontage road and the creek edge, either inside or outside the building.
- Lighting should be installed on facades of creek-facing buildings. The quality of light (temperature and rendition) should be coordinated with that of the overall creek development.
- Awnings should be required at building entries and 50% of privately-owned public open space.
- Create new creek frontage in both existing building stock and new development.
- Leasing space below street level should be fine-grained to accommodate local and small businesses, no more than 1,000 square feet, at least 50% of creek frontage should be storefront glazing.

Public Development

- Alleys should not be vacated and should accommodate universal access to the creek channel.
- Concrete pavement is preferred over asphalt for all pavement surfaces.
- Utilize plant species appropriate to handle drought and reflected heat conditions.

THE REFUGE

Encroachments within the Creek Corridor

- Encroachments into existing and proposed public easements along the creek corridor, will be permitted subject to the following provisions:
 1. The encroachment is utilized for outdoor restaurant or café seating and/or public open space or access-ways, and does not include any habitable or conditioned interior space;
 2. The encroachment does not protrude more than 40 feet into an easement or into parkland. (Note: greater encroachments may be permitted, if the responsible director finds that such additional encroachment complements the creek improvements and does not impede public access or enjoyment of the creek.)
 3. The encroachment occurs subsequent to approved improvements within the creek corridor, including but not limited to: re-vegetation, bank stabilization, removal of dams or other obstructions, creation of public access to adjacent streets, etc. These should be negotiated individually with private property owners as a condition for the encroachment.

Creek Setbacks:

- New buildings should be prohibited an additional 30' from the existing Downtown Creeks Overlay requirement of 60' of creek channel centerline.

Pedestrian-Oriented Streetfront Uses

New developments along street frontages should incorporate ground level pedestrian-oriented uses defined within the District-wide Standards.

- Ground level residential (not including lobbies and common areas is not permitted).
- 50 percent of building frontage of entire development should be pedestrian oriented.

Building Massing and Configuration

- Redevelopment of APD site: building above 45' should be stepped back 20' from the creek.
- Massing and configuration of site should bring the amenity of the creek into the site.
- Arcades, pergolas, canopies and other shading devices should be provided along the edges of the creek.

Private Development

- New development should have frontage onto Waller Creek with privately-owned public open space at building entries that should be at street level.
- Developments are encouraged to install public seating and necessary facilities to support non-amplified outdoor performances and markets.
- Provide vehicle services and parking access to development sites from streets that bound internal open space (IH 35 Frontage Roads, 7th Street, and 11th Street).
- No roadways should be constructed within interior open space facing the Refuge.
- All parking should be located below street level.
- Fencing/enclosures on properties facing Waller Creek shall not exceed 6' average height within the 60' creek setback.
- Existing structures elevated on stilts no longer in the floodplain are encouraged to provide short-term leases for events and cultural programs.
- Publicly accessible open space should be at least 35 percent shaded.

Public Development

- Developments are encouraged to remove existing parking and not propose new parking directly over the creek.
- Expand pedestrian sidewalk.

THE CONFLUENCE**Pedestrian-Oriented Streetfront Uses**

New developments along street frontages should incorporate ground level pedestrian-oriented uses defined within the District-wide Standards

- Ground level residential (not including lobbies and common areas) is not permitted.

Building Massing and Configuration

- Buildings adjacent to Symphony Square should be stepped back 20 feet above 30 feet.
- Buildings on block faces along 11th & Red River Streets should be stepped back 8 feet above 30feet.
- A pedestrian access should be provided to Symphony Square from the parcel to the east.

Public Development

- Provide multiple pedestrian crossing points across Red River Street for Brackenridge Hospital, not only at 12th and 15th Streets, but also at least two between either end of the campus.
- Remove parking lane along Red River Street and restripe for back-in diagonal parking.