

**RESTRICTIVE COVENANT**

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OWNERS: Austin Goodnight Ranch, L.P., a Texas limited partnership,  
MVE Venture, Ltd., a Texas limited partnership, and  
Benchmark Land & Exploration, Inc., a Texas corporation  
(collectively, "Developer");  
Austin Independent School District ("AISD")

ADDRESS: See Below

CONSIDERATION: Ten and No/100 Dollars (\$10.00) and other good and valuable consideration paid by the City of Austin to the Owner, the receipt and sufficiency of which is acknowledged.

PROPERTY: A 703.254 acre tract of land, more or less, out of the Santiago Del Valle Grant, Travis County, the tract of land being more particularly described by metes and bounds in Exhibit "A" attached and incorporated into this covenant.

WHEREAS, the Owners of the Property and the City of Austin have agreed that the Property should be impressed with certain covenants and restrictions;

NOW, THEREFORE, it is declared that the Owners of the Property, for the consideration, shall hold, sell and convey the Property, subject to the following covenants and restrictions impressed upon the Property by this restrictive covenant. These covenants and restrictions shall run with the land, and shall be binding on the Owners of the Property, its heirs, successors, and assigns.

1. A site plan or building permit for the Property may not be approved, released, or issued, if the completed development or uses of the Property, considered cumulatively with all existing or previously authorized development and uses, generate traffic that exceeds the total traffic generation for the Property as specified in that certain Traffic Impact Analysis ("TIA") prepared by WHM Transportation Engineering, Inc., dated July 6, 2005, or as amended and approved by the Director of the Watershed Protection and Development Review Department. All development on the Property is subject to the recommendations contained in the memorandum from the Transportation Review Section of the Watershed Protection and Development Review Department, dated December 6, 2005 and May 22, 2006. The TIA shall be kept on file at the Watershed Protection and Development Review Department. Provided, however, the provisions of this Paragraph 1 shall apply to AISD's construction of public education facilities on the Property.
2. At the time an application for approval of a site plan is submitted for the development of the Property, or any portion of the Property, an Integrated Pest Management (IPM) Plan shall be submitted to the Watershed Protection and Development Review Department.

Restrictive covenant 11-16-06  
Goodnight Ranch PUD # 53

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review and approval. The IPM plan shall comply with the guidelines in Section 1.6.9.2 (D) and (F) of the Environmental Criteria Manual that are in effect on the date of this covenant.

3. Before a Certificate of Occupancy is issued for a residential use, or before the infrastructure construction is accepted by the City, street trees must be planted according to the following criteria.
  - a) A street tree is defined as a Class I shade tree having a minimum caliper of 2-1/2 inches. Additional species may be used with the approval of the City Arborist.
  - b) Street trees shall be planted along each street and in the street planter strips located between the curb and sidewalk. Street trees may be omitted where existing trees remain.
  - c) Street trees shall be planted between 30 and 40 feet on center, with modifications permitted to accommodate utilities and sight lines. Trees in retail areas may be grouped and/or have reduced spacing.
  - d) An automatic irrigation system is required for a minimum of two years after installation of the trees.
4. It is the intent of the Developer to enter into a public private partnership ("Partnership") with Travis County to construct an extension of Slaughter Lane through the Goodnight tract. The Slaughter Lane extension will be designed as a major arterial divided six-lane roadway ("MAD 6"). The Partnership as presently being considered would stipulate that the Developer donate the necessary right of way (140-foot width) and pay half the cost of construction of a major arterial divided four-lane roadway ("MAD 4") within the boundaries of Goodnight PUD. Construction is expected to occur in phases. The remaining two lanes of the Slaughter Lane MAD 6 will be constructed in the future as area traffic demands warrant, at no cost to the Developer.
5. If the Partnership does not occur, the Developer will be responsible for dedicating the necessary right of way for a MAD 6 roadway and the construction of two travel lanes of Slaughter Lane including turn lanes for the intersections of Slaughter Lane as identified in the TIA from WHM Transportation Engineering, Inc. dated May 23, 2006 (final submission). This obligation will be enforced through the typical City of Austin boundary street review at time of Final Plat.
6. If any person or entity shall violate or attempt to violate this agreement and covenant, it shall be lawful for the City of Austin to prosecute proceedings at law or in equity against such person or entity violating or attempting to violate such agreement or covenant, to prevent the person or entity from such actions, and to collect damages for such actions.
7. If any part of this agreement or covenant is declared invalid, by judgment or court order, the same shall in no way affect any of the other provisions of this agreement, and such remaining portion of this agreement shall remain in full effect.

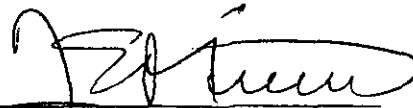
8. If at any time the City of Austin fails to enforce this agreement, whether or not any violations of it are known, such failure shall not constitute a waiver or estoppel of the right to enforce it.
9. This agreement may be modified, amended, or terminated only by joint action of both (a) a majority of the members of the City Council of the City of Austin, and (b) by the owner(s) of the Property subject to the modification, amendment or termination at the time of such modification, amendment or termination.
10. This Restrictive Covenant may be executed in any number of counterparts, each of which is deemed to be an original, and all of which are identical.

EXECUTED to be effective as of the 16<sup>th</sup> day of November, 2006.

**OWNERS:**

**Austin Goodnight Ranch, L.P.,  
a Texas limited partnership**

By: Austin Goodnight Ranch GP LLC,  
a Texas limited liability company,  
its general partner

By:   
Terry Mitchell,  
Manager

Date: 11-16-06

Owner 1717 West 6<sup>th</sup> St.; Suite 410,  
Address: Austin, TX 78703

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the 16<sup>th</sup> day of November, 2006, by Terry Mitchell, Manager, of Austin Goodnight Ranch GP LLC, a Texas limited liability company, on behalf of the company, and the company acknowledged this covenant as General Partner, on behalf of Austin Goodnight Ranch, L.P., a Texas limited partnership.

Restrictive covenant  
Goodnight Ranch PUD



Angela J. Risher  
Notary Public, State of Texas

OWNERS:

MVE Venture, Ltd.,  
a Texas limited partnership

By: MVE Venture GP, LLC,  
a Texas limited liability partnership,  
its general partner

By: Claude Dean Goodnight  
Member

Date: 11/16/06

Owner 4504 Congress Ave.,  
Address: Austin, TX 78745-1908

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the 16<sup>th</sup> day of November, 2006, by Claude Dean Goodnight, Member of MVE Venture GP, LLC, a Texas limited liability company, on behalf of the company, and the company acknowledged this covenant as general partner, on behalf of MVE Venture, Ltd., a Texas limited partnership.

Angela J. Risher  
Notary Public, State of Texas



Restrictive Covenant  
Goodnight Ranch PUD

OWNERS:

Benchmark Land & Exploration, Inc.,  
a Texas corporation

By: 

David C. Mahn,  
Secretary

Date: 11-16-06

Owner

Address: 6001 West Wm. Cannon, Bldg. 2,  
#201  
Austin, TX 78749

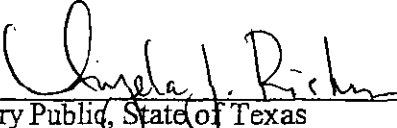
THE STATE OF TEXAS

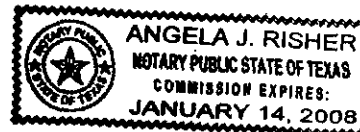
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COUNTY OF TRAVIS

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This instrument was acknowledged before me on this the 16<sup>th</sup> day of November, 2006, by David C. Mahn, Secretary, of Benchmark Land & Exploration, Inc., a Texas corporation, on its behalf.

  
Notary Public, State of Texas



Restrictive Covenant  
Goodnight Ranch PUD

OWNERS:

Austin Independent School District

By: Mark Williams  
Mark Williams, *App'd as to legal form*  
President, Board of Trustees *11/13/06*

Date: 11/13/06

Owner 1111 West 6<sup>th</sup> St., Suite B-300,  
Address: Austin, TX 78703

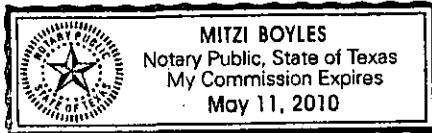
THE STATE OF TEXAS

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COUNTY OF TRAVIS

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This instrument was acknowledged before me on this the 13 day of November, 2006, by Mark Williams, President of the Board of Trustees of the Austin Independent School District, on behalf of the Board and the school district.

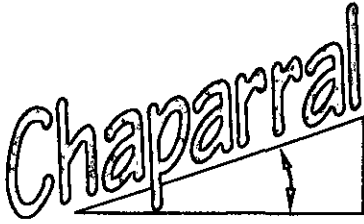


Mitzi Boyles  
Notary Public, State of Texas

APPROVED AS TO FORM:

Rebecca Thomas  
Assistant City Attorney  
City of Austin

Restrictive Covenant  
Goodnight Ranch PUD



**Professional Land Surveying, Inc.  
Surveying and Mapping**

C814-04-0187.SH

Office: 512-443-1724

Fax: 512-441-6987

2807 Manchaca Road  
Building One  
Austin, Texas 78704

**703.254 ACRES  
GOODNIGHT RANCH**

A DESCRIPTION OF 703.254 ACRES IN THE SANTIAGO DEL VALLE GRANT, TRAVIS COUNTY, TEXAS, BEING ALL OF A 175.00 ACRE TRACT DESCRIBED IN A SPECIAL WARRANTY DEED TO BENCHMARK LAND DEVELOPMENT, INC. DATED MAY 02, 2005 AND RECORDED IN DOCUMENT NO. 2005078857 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, BEING ALL OF A 0.805 ACRE TRACT (TRACT 1) AND ALL OF THE REMAINDER OF A 679.66 ACRE TRACT (TRACT 2) BOTH DESCRIBED IN A SPECIAL WARRANTY DEED TO M.V.E. VENTURE DATED DECEMBER 23, 1992 AND RECORDED IN VOLUME 11841, PAGE 1943 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, AND BEING ALL OF A 22.818 ACRE TRACT (TRACT 3) DESCRIBED IN A SPECIAL WARRANTY DEED TO M.V.E. VENTURE DATED DECEMBER 28, 1989 AND RECORDED IN VOLUME 11093, PAGE 219 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS; SAID 703.254 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

**BEGINNING** at a 1/2" rebar found at an angle point in the west line of the said 175.00 acre tract, being the northeast corner of a 1.477 acre tract described in a deed of record under Document No. 2003115738 of the Official Public Records of Travis County, Texas, and being also an angle point in the south right-of-way line of Nuckols Crossing Road (70' right-of-way width);

**THENCE** along the south right-of-way line of Nuckols Crossing Road and the north line of the 175.00 acre tract, the following seven (7) courses:

1. North 27°13'23" East, a distance of 107.04 feet to a 1/2" rebar found;
2. North 36°26'26" East, a distance of 98.94 feet to a 3/4" iron pipe found, from which a 1/2" rebar found, bears North 28°08'53" East, a distance of 15.87 feet;
3. North 27°09'55" East, a distance of 1122.38 feet to a 3/4" iron pipe found, from which a 1/2" rebar found, bears South 27°26'43" West, a distance of 6.29 feet;
4. Along a curve to the right, having a radius of 136.02 feet, an arc length of 214.24 feet, and a chord which bears North 72°14'38" East, a distance of 192.77 feet to a 3/4" iron pipe found, from which a 1/2" rebar found, bears South 63°10'57" East, a distance of 13.46 feet;

5. South 62°37'40" East, a distance of 734.70 feet to a nail found in a fence post;
6. Along a curve to the left, having a radius of 990.40 feet, an arc length of 286.98 feet, and a chord which bears South 70°56'14" East, a distance of 285.97 feet to a 1/2" rebar found;
7. South 79°14'59" East, a distance of 524.60 feet to a 1/2" rebar with cap set for the northeast corner of the 175.00 acre tract, being in the north line of the 679.66 acre tract;

**THENCE** with the south right-of-way line of Nuckols Crossing Road and the north line of the 679.66 acre tract the following two (2) courses:

1. South 79°14'59" East, a distance of 645.80 feet to a 3/4" iron pipe found, from which a 1/2" rebar found, bears South 84°49'23" East, a distance of 5.32 feet;
2. South 85°18'25" East, a distance of 178.50 feet to a 1/2" rebar found for the southwest corner of Lot 1, Gentry Estates, a subdivision of record in Volume 75, Page 88 of the Plat Records of Travis County, Texas;

**THENCE** South 61°01'04" East with the north line of the 679.66 acre tract and the south line of Lot 1, Gentry Estates, a distance of 1123.29 feet to a 3/4" iron pipe found for the southeast corner of Lot 1, Gentry Estates, being the southwest corner of a 14.760 acre tract of land described in Volume 8412, Page 663 of the Deed Records of Travis County, Texas;

**THENCE** South 61°02'12" East with the north line of the 679.66 acre tract and the south line of the 14.760 acre tract, a distance of 549.85 feet to a 1/2" rebar found for a northeast corner of the 679.66 acre tract, being the southeast corner of the 14.760 acre tract, being also in the west line of a 236.54 acre tract of land described in Document No. 2003099256 of the Official Public Records of Travis County, Texas;

**THENCE** with the common line of the 679.66 acre tract and the 236.54 acre tract the following three (3) courses:

1. South 26°18'36" West, a distance of 3355.94 feet to a 1/2" iron pipe found;
2. South 27°07'04" West, a distance of 357.86 feet to a 1/2" rebar found for the southwest corner of the 236.54 acre tract;



3. South 62°41'05" East, a distance of 379.46 feet to a 1/2" rebar found for the southwest corner of the 22.818 acre tract;

**THENCE** North 26°18'03" East with the west line of the 22.818 acre tract and the east line of the 236.54 acre tract, a distance of 766.53 feet to a 1/2" rebar found for the northwest corner of the 22.818 acre tract, being the southwest corner of a 22.8 acre tract of land described in Volume 4866, Page 1536 of the Deed Records of Travis County, Texas, from which a 1/2" rebar with cap found, bears South 89°18'46" East, a distance of 5.56 feet;

**THENCE** South 63°41'20" East with the north line of the 22.818 acre tract and the south line of the 22.8 acre tract, a distance of 1246.34 feet to a 1/2" rebar found for the northeast corner of the 22.818 acre tract, being the southeast corner of the 22.8 acre tract, being also in the west right-of-way line of an apparent road;

**THENCE** with the east line of the 22.818 acre tract and the west line of the apparent road the following two (2) courses:

1. South 13°41'32" West, a distance of 157.59 feet to a 1/2" rebar found;
2. South 27°10'07" West, a distance of 638.82 feet to a 1/2" rebar with cap set for the southeast corner of the 22.818 acre tract, being in the north right-of-way line of Capitol View Drive (60' right-of-way width), being also the northeast corner of Lot 15-B, Resubdivision of Lots 14 & 15, Capitol View Estates, a subdivision of record in Volume 47, Page 100 of the Plat Records of Travis County, Texas;

**THENCE** North 62°33'37" West with the south line of the 22.818 acre tract and the north line of Lot 15-B, a distance of 561.95 feet to a 1/2" rebar found for the northwest corner of Lot 15-B, being an angle point in the east line of the 679.66 acre tract;

**THENCE** South 27°16'23" West with the east line of the 679.66 acre tract, the west line of the said Resubdivision of Lots 14 & 15, Capitol View Estates, the west line of Capitol View Estates, a subdivision of record in Volume 45, Page 13 of the Plat Records of Travis County, Texas, the west line of the Resubdivision of Lots 10, 11, 21, 22 & 23, Capitol View Estates, a subdivision of record in Volume 48, Page 1 of the Plat Records of Travis County, Texas, the west line of the Resubdivision of Lot 5, Capitol View Estates, a subdivision of record in Volume 55, Page 47 of the Plat Records of Travis County, Texas, and the west line of the Resubdivision of Lot 4, Capitol View Estates, a subdivision of record in Volume 58, Page 66 of the Plat

Records of Travis County, Texas, a distance of 4347.40 feet to a 1/2" rebar found in the north right-of-way line of Old Lockhart Highway (right-of-way width varies), being the southeast corner of the 679.66 acre tract;

**THENCE** with the north right-of-way line of Old Lockhart Highway and the south line of the 679.66 acre tract the following ten (10) courses:

1. North 52°14'14" West, a distance of 88.15 feet to a 1/2" rebar found;
2. North 41°41'09" West, a distance of 711.88 feet to a 1/2" iron pipe found;
3. North 40°58'33" West, a distance of 460.57 feet to a 1/2" rebar found;
4. North 35°38'06" West, a distance of 332.61 feet to a 1/2" iron pipe found;
5. North 38°14'16" West, a distance of 94.62 feet to a 1/2" iron pipe found;
6. North 34°52'34" West, a distance of 116.37 feet to a 1/2" iron pipe found;
7. North 36°52'03" West, a distance of 761.83 feet to a 1/2" iron pipe found;
8. North 36°04'28" West, a distance of 525.66 feet to a 3/4" iron pipe found;
9. North 37°05'20" West, a distance of 350.14 feet to a metal fence post found;
10. North 35°03'44" West, a distance of 102.42 feet to a 3/4" iron pipe found for the southeast corner of the 0.805 acre tract;

**THENCE** North 36°56'38" West with the north right-of-way line of Old Lockhart Highway and the south line of the 0.805 acre tract, a distance of 158.54 feet to a 3/4" iron pipe found for the southwest corner of the 0.805 acre tract, being in the south line of the 679.66 acre tract;

**THENCE** North 36°41'16" West with the north right-of-way line of Old Lockhart Highway and the south line of the 679.66 acre tract, a distance of 400.57 feet to a 1/2" rebar found for a southwest corner of the 679.66 acre tract, being the southeast corner of a 0.994 acre tract of land described in Volume 12478, Page 528 of the Real Property Records of Travis County, Texas;

**THENCE** North 28°56'17" East with the west line of the 679.66 acre tract and the east line of the 0.994 acre tract, a distance of 321.00 feet to a calculated point for the

northeast corner of the 0.994 acre tract, being a southeast corner of a 3.59 acre tract of land described in Volume 13035, Page 304 of the Real Property Records of Travis County, Texas;

**THENCE** with the common line of the 679.66 acre tract and the 3.59 acre tract the following two (2) courses:

1. North 28°50'57" East, a distance of 437.63 feet to a 1/2" rebar found for the northeast corner of the 3.59 acre tract;
2. North 60°15'24" West, a distance of 130.11 feet to a 1/2" rebar found for the northwest corner of the 3.59 acre tract, being an angle point in the east line of a 16.540 acre tract of land described in Volume 6127, Page 695 of the Deed Records of Travis County, Texas;

**THENCE** with the common line of the 679.66 acre tract and the 16.540 acre tract the following three (3) courses:

1. North 59°54'43" West, a distance of 44.13 feet to a 1/2" rebar found;
2. North 29°01'25" East, a distance of 1551.18 feet to a 3/4" iron pipe found for the northeast corner of the 16.540 acre tract;
3. North 62°41'57" West, a distance of 345.07 feet to a 1/2" iron pipe found for the northwest corner of the 16.540 acre tract, being the northeast corner of Lot 7, Block D, Perkins Park, Section One, a subdivision of record in Volume 50, Page 78 of the Plat Records of Travis County, Texas;

**THENCE** North 62°57'34" West with the south line of the 679.66 acre tract and the north line of Perkins Park, Section One, a distance of 310.24 feet to a 1/2" rebar found for the northwest corner of Lot 8, Block K, Perkins Park, Section One, being the northeast corner of a 6.59 acre tract of land described in Document No. 2000167421 of the Official Public Records of Travis County, Texas;

**THENCE** with the common line of the 679.66 acre tract and the 6.59 acre tract the following three (3) courses:

1. North 62°54'58" West, a distance of 162.11 feet to a 1" iron pipe found for the northwest corner of the 6.59 acre tract;
2. South 29°33'50" West, a distance of 963.76 feet to a 1/2" rebar with cap set;

3. South 29°33'00" West, a distance of 753.69 feet to a 1/2" rebar found in the north right-of-way line of Old Lockhart Highway, being an angle point in the southwest line of the 679.66 acre tract, being also the southwest corner of the 6.59 acre tract;

**THENCE** with the common right-of-way line of Old Lockhart Highway and the 679.66 acre tract the following six (6) courses:

1. North 26°32'14" West, a distance of 566.22 feet to a 1/2" rebar found;
2. North 18°08'20" West, a distance of 141.82 feet to a 1/2" rebar found;
3. North 07°42'27" East, a distance of 89.82 feet to a 1/2" rebar found;
4. North 28°37'37" East, a distance of 229.06 feet to a 1" iron pipe found;
5. North 29°33'21" East, a distance of 670.57 feet to a 3/4" iron pipe found;
6. North 30°58'10" East, a distance of 129.75 feet to a 1/2" rebar found in the south line of a 1.5 acre tract of land described in Volume 11234, Page 365 of the Real Property Records of Travis County, Texas, from which a USGS Disk found, bears North 46°17'37" West, a distance of 10.32 feet;

**THENCE** with the common line of the 679.66 acre tract and the 1.5 acre tract the following three (3) courses:

1. South 26°34'49" East, a distance of 11.29 feet to a 1/2" rebar found;
2. North 27°27'35" East, a distance of 172.54 feet to a 1/2" rebar found;
3. North 26°27'24" East, a distance of 211.35 feet to a 1/2" rebar with cap set for the southwest corner of the 175.000 acre tract;

**THENCE** North 26°27'24" East with the west line of the 175.000 acre tract and the east line of the 1.5 acre tract, a distance of 16.17 feet to a 1/2" rebar found for the northeast corner of the 1.5 acre tract, being a southeast corner of a 67.95 acre tract of land described in Document No. 2002232017 of the Official Public Records of Travis County, Texas;

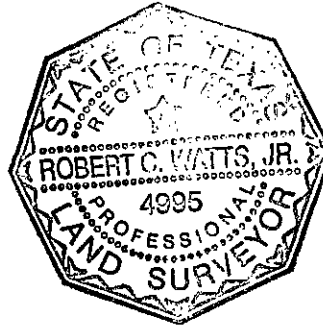
**THENCE** North 26°54'47" East with the west line of the 175.000 acre tract and the east line of the 67.95 acre tract, a distance of 1605.89 feet to a 1/2" rebar found for an angle point in the east line of the 67.95 acre tract, being the southeast corner of the 1.477 acre tract;

**THENCE** North 26°55'30" East with the west line of the 175.000 acre tract and the east line of the 1.477 acre tract, a distance of 364.88 feet to the **POINT OF BEGINNING**, containing 703.254 acres of land, more or less.

Surveyed on the ground March 16, 2005 and April 28, 2005. Bearing Basis: Grid azimuth for Texas central zone, 1983/93 HARN values from LCRA control network. Attachments: Drawing 471-001-TL.



Robert C. Watts, Jr.  
Registered Professional Land Surveyor  
State of Texas No. 4995



612-06

After Recording, Please Return to:  
City of Austin  
Department of Law  
P. O. Box 1088  
Austin, Texas 78767  
Attention: Diana Minter, Legal Assistant

**FILED AND RECORDED**

OFFICIAL PUBLIC RECORDS

*Dana DeBeauvoir*

2006 Dec 04 02:24 PM 2006231771

FERGUSONLL \$88.00

DANA DEBEAUVOIR COUNTY CLERK

TRAVIS COUNTY TEXAS

Restrictive Covenant  
Goodnight Ranch PUD