

signs, sidewalks, water supply systems, sewerage systems, waste treatment facilities, drainage systems, and park and recreation equipment and improvements, shall be constructed in accordance with the City's design criteria and specifications for similar facilities as applicable within the City, except as and to the extent modified by or pursuant to this Restriction; provided, however, that the Alternate Urban Standards Ordinance as in effect on September 18, 1980, shall govern as to the construction of certain streets within the Property identified on the Concept Plans. All plans and specifications for such facilities shall be submitted to and approved by the City prior to their construction. The City shall have the right to inspect the construction of the facilities and to require that the facilities be constructed in accordance with the provisions set forth herein.

1.04 The Lake Austin Watershed Ordinance (Nos. 840301-F, 840301-G, and 841213-L) shall apply to the Property; provided, however, that except as and to the extent modified by or pursuant to the provisions set forth herein, all critical water quality zones, as defined by the Comprehensive Watersheds Ordinance (No. 860508-V, as in effect May 7, 1987), shall be set aside and left undisturbed, and such critical water quality zones shall be included in all calculations for impervious cover, building square footage, and residential density; and provided further, that the variances set forth on the Concept Plans and on the preliminary subdivision plats pertaining to the Property in the above referenced City of Austin Case and approved by the City Council in connection with the PUD are hereby confirmed.

1.05 All provisions of the Loop 360 Ordinance (Nos. 840105-AA, 840628-T, and 841129-T), exclusive of the land use restrictions set forth in Section 13-2-233 thereof, and the landscape standards of the Hill Country Roadway Ordinance (No. 860116-J, as in effect May 7, 1987), modified on a lot by lot basis to reduce the natural area requirements from 40% to 25%

and the highway vegetative buffer area requirements from 100 feet to 50 feet or 20% of the lot, whichever is less, shall apply to the Property; provided, however, that the variances set forth on the Concept Plans and on the preliminary subdivision plats pertaining to the Property in the above referenced City of Austin Case and approved by the City Council in connection with the PUD are hereby confirmed.

1.06 All lots within the Property fronting on Loop 360 shall be subject to the access restrictions of the Hill Country Roadway Ordinance (No. 860116-J, as in effect May 7, 1987), and direct driveway access to Loop 360 shall be permitted only as and to the extent set forth on the Concept Plans.

1.07 Critical environmental feature setbacks as set forth in the Comprehensive Watersheds Ordinance (No. 860508-V, as in effect May 7, 1987) shall be required for the Property, and shall be depicted on the subdivision plats and site plans for the Property.

1.08 Ground water discharge areas (seeps and springs, according to criteria for critical environmental features as defined by the Comprehensive Watersheds Ordinance [No. 860508-V, as in effect May 7, 1987]) shall be depicted on all subdivision plats and site plans for the Property.

1.09 The City has annexed, for the limited purpose of "Planning and Zoning", all of the Property not previously within the City's zoning jurisdiction. If any or all of the Property is disannexed in the future, or otherwise not subject to the City's zoning jurisdiction, such property so disannexed shall be developed according to City standards as if it were within the limited purpose jurisdiction of the City, as and to the extent expressly set forth in this Restriction. Declarant agrees that the Property may remain in the status of being within the jurisdiction of the City for limited purposes for forty (40) years from the effective date of this Restriction, and expressly

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COUNTY OF BEXAR, TEXAS

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waives the right to request and require annexation for full purposes within three (3) years of the annexation for limited purposes. The City may from time to time annex all or a portion of the Property for full purposes at any time provided that such annexations shall be in accordance with this Restriction and all statutory requirements of the State of Texas regarding annexation of territory for full purposes.

1.10 Commercial use within the Property shall be limited to the commercial portions of the Property (as identified on the Concept Plans). The remainder of the Property shall be developed for single family and multi-family residential uses (as identified on the Concept Plans).

1.11 The uses of the Property shall not be more intensive than the uses, and shall be subject to the restrictions, set forth on Exhibit B attached hereto and made a part hereof for all purposes. As to portions of the Property within the city limits of the City, uses shall be in accordance with the permanent zoning classifications fixed in the above referenced City of Austin Zoning Case. Development intensities as set forth on the Concept Plans and on Exhibit B may be subject to reduction on a lot by lot basis upon submittal to and review by the City of final site development permit plans containing full vegetative and tree survey information and grading plans, based on such information and plans.

1.12 (a) The total developed area of the commercial portions of each Tract within the Property shall not exceed the floor-to-area ratio ("FAR") and the impervious cover ("Impervious Cover") as set forth on the Concept Plans.

(b) The FAR or Impervious Cover may be transferred among the lots within each Tract, and on any portion of a particular Tract may exceed the limit specified for such Tract, provided that the total FAR or Impervious Cover within each Tract does not exceed the total allowable FAR or Impervious cover limits

specified for such Tract on the Concept Plan. Declarant shall have the right to effectuate any such allocation of FAR or Impervious Cover within a Tract by a notice of allocation filed by Declarant in the Real Property Records of Travis County, Texas. Declarant shall deliver written notice of such allocation to the Director of the City's Planning Department or any successor agency thereto ("Planning Director"). In such event, Declarant shall have the right to receive from the Planning Director certificates verifying such allocation of FAR and/or Impervious Cover and that the affected portion(s) of Tract(s) comply with the FAR and/or Impervious Cover requirements of this Restriction. Further, in the event of an allocation of FAR and/or Impervious Cover by Declarant under the terms hereof, the allocated FAR and/or Impervious Cover may only be utilized in connection with the designated portion of the Tract to which such allocation has been made, unless Declarant makes a reallocation of FAR and/or Impervious Cover as set forth above.

(c) The right to allocate and reallocate FAR and/or Impervious Cover hereunder is assignable in whole or in part by Declarant, but such assignment must be expressly made in writing and filed of record in the Real Property Records of Travis County, Texas, and the mere conveyance of any portion of the Property without the express transfer of the right to allocate FAR and/or Impervious Cover hereunder shall not be considered to transfer or assign any allocation rights hereunder. Further, written notice of any assignment of allocation rights hereunder must be delivered to the Planning Director before such notice of assignment shall be binding upon the City for purposes hereof.

(d) In the event FAR and/or Impervious Cover are allocated to a particular portion of any Tract under the terms hereof, the owner(s) of such portion shall have the right to allocate available FAR and/or Impervious Cover within such portion by written agreements filed with the Planning Director and

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in the Real Property Records of Travis County, Texas. In the event that FAR and/or Impervious Cover are allocated to a particular portion of any Tract under the terms hereof and it is subsequently determined that the actual FAR and/or Impervious Cover required for the full development of such portion is less than the FAR and/or Impervious Cover so allocated to such portion, then, subject to the limitations set forth on the Concept Plans, the unused FAR and/or Impervious Cover shall be deemed available for use by other portions of such Tract and the right to allocate or reallocate such excess FAR and/or Impervious Cover shall automatically be deemed to have reverted to Declarant or to the entity to whom Declarant has assigned the right to allocate such excess available FAR and/or Impervious Cover.

(e) Once available FAR and/or Impervious Cover has been allocated to a particular portion of any Tract under the terms hereof, such FAR and/or Impervious Cover allocation shall be deemed to be a right running with the land which shall automatically be conveyed by the deed(s) transferring the pertinent portion unless previously reallocated as provided herein or specifically reserved in whole or in part by the owner(s) of such portion in the deed(s) conveying such portion.

1.13 The maximum height of each building within the commercial portions of each Tract within the Property shall not exceed the height set forth on the Concept Plans. This restriction shall not limit the number of stories within each building so long as the height limitation set forth on the Concept Plans is not exceeded.

1.14 Upon the approval and release of a site plan in accordance with applicable ordinances of the City of Austin as to any portion of the Property, the development proposed for such portion of the Property with respect to which such site plan has been issued shall be deemed to have complied with all terms and provisions of this Restriction.

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ARTICLE II.

Water and Wastewater Services

2.01 The PUD shall receive water and wastewater services as provided and subject to the conditions set forth on the preliminary subdivision plats pertaining to the Property in the above referenced City of Austin Case.

ARTICLE III.

Development Phasing Related

To Roadway Improvements

3.01 The PUD will generate additional traffic on adjacent roadways, and certain roadway improvements will be necessary in connection therewith. Accordingly, Declarant has agreed that the development of the PUD shall be subject to that certain Restrictive Covenant, Development and Roadway Construction Agreement (the "Roadway Agreement") of even date to be recorded in the Real Property Records of Travis County, Texas.

ARTICLE IV.

Miscellaneous Provisions

4.01 If any person, corporation or entity of any other character shall violate or attempt to violate the foregoing agreements and covenants, it shall be lawful for the City or Declarant, or their respective successors and assigns, to prosecute proceedings at law or in equity against said person or entity violating or attempting to violate such agreements or covenants and to prevent said person or entity from violating or attempting to violate such agreements or covenants.

4.02 The failure at any time to enforce any agreement or covenant herein by the City, Declarant, or their respective successors and assigns, whether any violation hereof is known or not, shall not constitute a waiver or estoppel of the right to do so.

4.03 Except as provided otherwise herein, this Restriction 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, or such other governing body as may succeed the City Council of the City of Austin, and (b) by the owner(s) who is/are the owner(s) at the time of such modification, amendment or termination, of the portion(s) of the Property which is/are directly affected by the proposed modification, amendment or termination. Notice of any proposed modification shall be provided in the same manner as required by applicable City ordinances for an application for a zoning change.

EXECUTED this 19 day of January, 1989.

DAVENPORT LIMITED, a Texas limited partnership

By: Westview Development, Inc.,  
its managing partner

By: Wilhelmina R. Morian  
Name: WILHELMINA R. MORIAN  
Title: PRESIDENT

CITY OF AUSTIN, TEXAS

By: [Signature]  
Name: Barney L. Knight  
Title: Acting City Manager

THE STATE OF TEXAS

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COUNTY OF TRAVIS

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This instrument was acknowledged before me on this 19 day of January, 1989, by Wilhelmina R. Morian, President of Westview Development, Inc., managing partner of DAVENPORT LIMITED, a Texas limited partnership, on behalf of said corporation and said partnership.



Carol Boyd  
Notary Public in and for the  
State of Texas

My Commission Expires: JAN 1990

Print Name: \_\_\_\_\_

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THE STATE OF TEXAS

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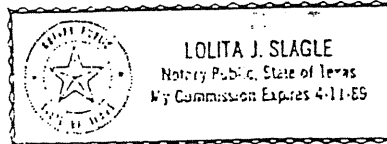
COUNTY OF TRAVIS

This instrument was acknowledged before me on this 16<sup>th</sup> day  
of March, 1989, by Barney L. Knight, Acting City Manager  
of the CITY OF AUSTIN, TEXAS, a municipal corporation, on behalf  
of said corporation.

Lolita J. Slagle  
Notary Public in and for the  
State of Texas

My Commission Expires:

Print Name: \_\_\_\_\_



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R-6782  
01/12/89



EXHIBIT A

TRACT2FN:1 M4 D13  
TRACT NO. 2

D. WEST PHASE II  
98.3487 ACRES

FIELD NOTES

FIELD NOTES FOR 98.3487 ACRES OUT OF THE BURKE TRAMMELL SURVEY NO. 3 AND THE ANTONIO RODRIGUEZ SURVEY NO. 4 IN TRAVIS COUNTY, TEXAS, SAID 98.3487 ACRES BEING OUT OF A 404.82 ACRE TRACT CONVEYED TO THE PROTESTANT EPISCOPAL CHURCH COUNCIL OF THE DIOCESE OF TEXAS BY DEED RECORDED IN VOLUME 6177 PAGE 1858 OF THE TRAVIS COUNTY DEED RECORDS, SAID 98.3487 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" steel pin set at the intersection of the north line of the 404.82 acre tract and the west right-of-way line of the Capital of Texas Highway (Loop 360), same being in the south line of lot 52 of Lakeside Addition, a subdivision of record, a plat of which is recorded in Book 3 Page 66 of the Travis County Plat Records;

THENCE along the north boundary of the 404.82 acre tract the following four (4) courses:

1. N60°13'01"W a distance of 697.04 feet to a 1" iron pipe found;
2. N60°13'00"W a distance of 60.00 feet to a 1" iron pipe found;
3. N60°13'01"W a distance of 682.43 feet to a 1" iron pipe found;
4. N60°13'00"W a distance of 341.14 feet to a 1" iron pipe found at the southeast corner of Bridge Hill Subdivision, a subdivision of record, a plat of which is recorded in Book 82 Page 200 of the Travis County Plat Records;

THENCE continuing along the north boundary of the 404.82 acre tract and the south boundary of Bridge Hill Subdivision N60°13'01"W a distance of 744.10 feet to a 1/2" steel pin set at a corner in the east boundary line of Barrow's Lakeside Addition, a subdivision of record, a plat of which is recorded in Book 78 Page 19 of the Travis County Plat Records;

THENCE along the northwest boundary of the 404.82 acre tract, being also that line described in a boundary line agreement recorded in Volume 946 Page 540 of the Travis County Deed Records, S20°49'27"W a distance of 156.22 feet to a 1 inch iron pipe found;

Thence along the boundary line described in a quit claim deed recorded in Vol. 2408, Page 207 of the Travis County Deed Records the following three courses:

1. S08°59'58"W a distance of 277.72 feet to a 1" iron pipe found;
2. S27°00'04"W a distance of 182.19 feet to a 1" iron pipe found;
3. N60°58'56"W a distance of 70.74 feet to a 1" iron pipe found said point being in the northwest boundary line of the 402.82 acre tract;

THENCE along the northwest boundary of the 402.82 acre tract being also that line described in the referenced boundary line agreement the following five (5) courses:

1. S25°49'15"W a distance of 195.26 feet to a 1" iron pipe found;

EXHIBIT A

2. S14°43'48"W a distance of 197.97 feet to a 1" iron pipe found;
3. S34°01'30"W a distance of 159.69 feet to a 1" iron pipe found;
4. S23°11'11"W a distance of 432.97 feet to a 1" iron pipe found;
5. S39°41'33"W a distance of 42.95 feet to a 1" iron pipe found at the northwest corner of a 2.856 acre tract conveyed to Walter Bohn by deed recorded in Volume 3500 Page 2325 of the Travis County Deed Records;

THENCE S60°19'29"E a distance of 200.15 feet to a 1" iron pipe found at the northeast corner of the 2.856 acre tract;

THENCE crossing the 404.82 acre tract the following nine (9) courses:

1. S89°22'16"E a distance of 245.00 feet to a 1/2" steel pin set;
2. S56°22'16"E a distance of 547.75 feet to a 1/2" steel pin set at a point of curvature;
3. Along a curve to the left an arc distance of 75.06 feet, said arc having a radius of 532.24 feet and a chord which bears S60°24'41"E a distance of 75.00 feet to a 1/2" steel pin set;
4. S17°42'27"W a distance of 230.00 feet to a 1/2" steel pin set;
5. S42°42'27"W a distance of 100.00 feet to a 1/2" steel pin set;
6. S64°40'15"W a distance of 75.21 feet to a 1/2" steel pin set;
7. N89°11'39"W a distance of 240.00 feet to a 1/2" steel pin set;
8. S66°01'59"E a distance of 897.53 feet to a 1/2" steel pin set;
9. S68°48'48"E a distance of 695.07 feet to a concrete monument found in the west right-of-way of Loop 360 at highway reference station 463+00;

THENCE along the west right-of-way line of Loop 360 N29°09'00"E a distance of 1836.88 feet to the POINT OF BEGINNING, containing 98.8502 acres of land, more or less.

Surveyed on the ground and field notes prepared by Canyon Engineering, 1000 Westlake High Drive, Bldg. 5A Austin, Tx. 78746

Kenton J. Tunks 10-14-86  
Kenton J. Tunks Date  
LPS 3777

