

ZONING REVIEW SHEET**CASE:** C14-2007-0141**P. C. DATE:** October 23, 2007**ADDRESS:** 10011 and 10015 Stonelake Boulevard**OWNER:** Estates of Fred C. Morse (Scott Morse)**AGENT:** Bury & Partners, Inc.
(Melissa Matthiesen)**REZONING FROM:** CS (Commercial Services)**TO:** MF-4 (Multifamily residence – Moderate high density)**AREA:** 6.95 Acres**SUMMARY STAFF RECOMMENDATION:**

Staff recommends the rezoning to MF-4-CO with conditions. The recommended conditional overlay shall limit the daily vehicle trips to less than 2,374 trips per day and the conditions shall implement recommendations from the Traffic Impact Analysis (TIA) as described in the attached TIA Memo from the Watershed Protection and Development Review Department dated October 16, 2007 (Please see Attachment A). The recommendation is based on the following considerations:

- 1.) The requested zoning classification is in conformance with the goals and vision of the North Burnet/Gateway Neighborhood Plan which encourages high density, mixed-uses while increasing density near transit stations;
- 2.) Proposed land uses are compatible with existing uses along Stonelake Boulevard;
- 3.) The proposed zoning change will diversify land uses in the area and will provide varying housing options; and
- 4.) The site will be subject to the recommendations of the TIA.

DEPARTMENT COMMENTS:

The subject rezoning area consists of a 6.95 acre site along Stonelake Boulevard north of Capital of Texas Highway currently zoned CS and is undeveloped. The site was rezoned to CS by Ordinance No. 86-0703-F and imposed use and site development limitations on the property relating to GR zoning under a restrictive covenant in Document No. 09839-0566 (Please see Attachment B). Furthermore, the site is subject to an additional restrictive covenant under Document No. 00005587918 prohibiting uses in GR and CS (Please see Attachment C). Both restrictive covenants shall remain in effect.

Surrounding land uses include a hotel and restaurants. The applicant proposes to rezone the property to MF-4 to accommodate development of multi-family residential. Access to the property is proposed off Stonelake Boulevard.

EXISTING ZONING AND LAND USES:

	ZONING	LAND USES
<i>Site</i>	CS	Undeveloped land
<i>North</i>	CS	Hotel
<i>South</i>	CS	Restaurant
<i>East</i>	MI-PDA	Undeveloped land
<i>West</i>	CS	Retail

NEIGHBORHOOD PLAN:

North Burnet / Gateway

TIA: Yes; Please see attached memo**WATERSHED:** Shoal Creek**DESIRED DEVELOPMENT ZONE:** Yes**CAPITOL VIEW CORRIDOR:** N/A**SCENIC ROADWAY:** N/A**NEIGHBORHOOD ORGANIZATIONS:**

511--Austin Neighborhoods Council
 742--Austin Independent School District
 786--Home Builders Association of Greater Austin
 1037--Homeless Neighborhood Organization
 1048--Austin Northwest Association

SCHOOLS:

Austin Independent School District

- Davis Elementary School
- Murchison Middle School
- Anderson High School

RELATED CASES:

NUMBER	REQUEST	COMMISSION	CITY COUNCIL
C14-85-244.7	SF-2, SF-3, MF-2, GR to CS	APVD CS & GR	01/30/86: APVD CS & GR (7-0); 1ST RDG 07/03/86: APVD CS & GR; 2ND/3RD RDGS
SP-98-0403C	Site Plan Approval	N/A	N/A

CASE HISTORIES:

NUMBER	REQUEST	COMMISSION	CITY COUNCIL
C14-97-0017	MI to MI-PDA; MF-2 to MI-PDA	07/08/97: APVD MI-PDA (5-0-3); AP AGREED TO PROVIDE PEDESTRIAN/SIDEWALK ACCESS TO DUVAL RD	08/14/97: APVD MI-PDA (7-0) ALL 3 RDGS
C14-00-2085	SF-2 to CS	10/27/00: WITHDRAWN BY APPLICANT	N/A
C14H-00-2177	LI-PDA to LI-PDA and LI-PDA-H	10/23/00: HLC: APVD H ZONING (6-0) BASED ON 1, 2-3, 5-9 & 12 10/24/00: APVD STAFF REC OF LI-PDA (1); LI-PDA-H (2) BY CONSENT (9-0)	10/30/00: APVD LI-PDA (1) & LI- PDA-H (2); (7-0); ALL 3 RDGS

C14-03-0016	MI to MI-PDA	06/11/03: APVD STAFF REC OF MI-PDA (8-0)	07/31/03: APVD MI-PDA (7-0); ALL 3 RDGS
C14-03-0017	MI to MI-PDA	06/11/03: PVD STAFF REC OF MI-PDA W/INCLUSION OF ORIG PDA CONDS (ORD. 000608-67); (8-0)	07/31/03: APVD MI-PDA (7-0); ALL 3 RDGS
C14-04-0146	P to CH	11/09/04: APVD STAFF ALT REC OF CH W/CONDS (8-0). Conditions: TIA	12/02/04: APVD CH (7-0); ALL 3 RDGS
C14-06-0077	LI-PDA to LI-PDA	06/13/06: APVD STAFF REC OF LI-PDA BY CONSENT (8-0)	07/27/06: APVD LI-PDA (7-0); ALL 3 RDGS
C14-03-0016	MI to MI-PDA	06/11/03: APVD STAFF REC OF MI-PDA (8-0)	07/31/03: APVD MI-PDA (7-0); ALL 3 RDGS
C14-04-0151	MI-PDA to MI-PDA	11/23/04: APVD STAFF REC INCL 5 CONDS IN WPDR MEMO OF 11-16-04 (7-0)	12/16/04: APVD MI-PDA (7-0); ALL 3 RDGS
C14-06-0154	MI-PDA to MI-PDA	08/08/06: APVD STAFF REC OF MI-PDA BY CONSENT (8-0)	09/28/06: APVD MI-PDA (7-0); 1ST RDG 10/05/06: APVD MI-PDA CHANGES A COND OF ZONING (6-0); ALL 3 RDGS
C14-06-0121	MI-PDA to MI-PDA	02/13/07: APVD STAFF REC OF MI-PDA W/CONDS (9-0)	04/13/07: Apvd Ord. 20070412-024 for MI-PDA (6-0); 2nd/3rd rdgs

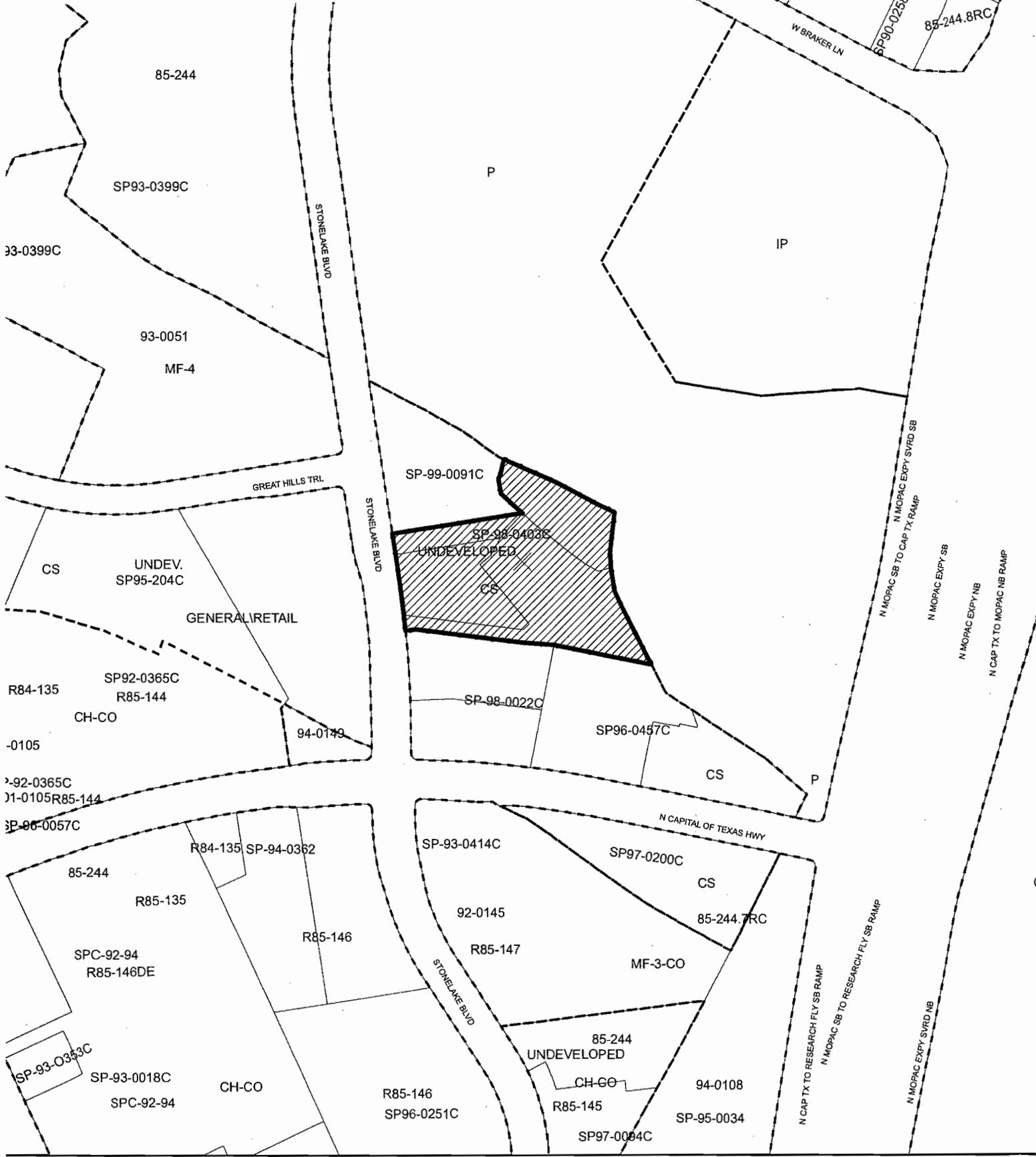
ABUTTING STREETS:

Name	ROW	Pavement	Classification	Sidewalks	Bike Route	Bus Route
MoPac	Varies	Varies	Arterial	No	No	No

CITY COUNCIL DATE:

November 8, 2007

ACTION:**ORDINANCE READINGS:** 1st 2nd 3rd**ORDINANCE NUMBER:****CASE MANAGER:** Jorge E. Rousselin, NPZD**PHONE:** 974-2975**E-MAIL:** jorge.rousselin@ci.austin.tx.us



ZONING

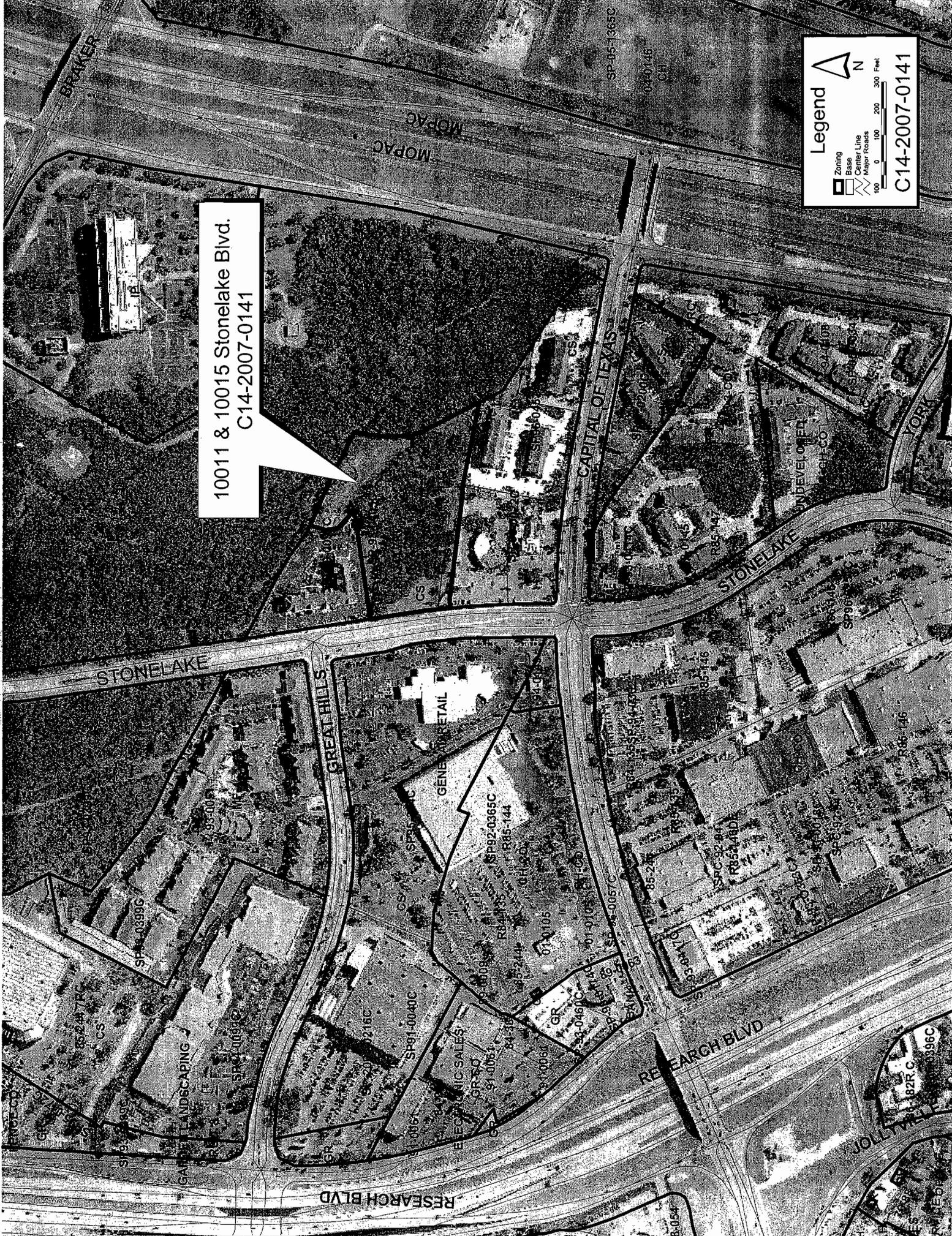

 Subject Tract
 Zoning Boundary
 Pending Cases

ZONING CASE#: C14-2007-0141
ADDRESS: 10011 AND 10015 STONELAKE BLVD
SUBJECT AREA: 6.95 ACRES
GRID: J33
MANAGER: J. ROUSSELIN



1" = 400' OPERATOR: SM

This map has been produced by G.I.S. Services for the sole purpose of geographic reference. No warranty is made by the City of Austin regarding specific accuracy or completeness.



10011 & 10015 Stonelake Blvd.
C14-2007-0141

Legend

- Zoning
- Base
- Center Line
- Major Road

0 100 200 300 Feet

C14-2007-0141



Date: October 16, 2007
To: Jorge Rousselin, Case Manager
CC: Kathleen A. Hornaday, P.E., HDR|WHM Transportation Eng
Reference: Crescent Stonelake TIA Case # C14-2007-0141

The Transportation Review Section has reviewed the Traffic Impact Analysis for Crescent Stonelake zoning, dated August 2007, prepared by Kathleen A. Hornaday of HDR|WHM Transportation Engineering.

The Crescent Stonelake is about 7 acre parcel located in the Arboretum area. Currently vacant property is located on the east side of Stonelake Blvd between Great Hills Trail and Loop 360. The applicant has requested a zoning change to MF-4. The estimated completion of the project is expected in the year 2010.

TRIP GENERATION

Based on the standard trip generation rates established by the Institute of Transportation Engineers (ITE), the development will generate approximately 2,374 unadjusted average daily trips (ADT).

The table below shows the adjusted trip generation by land use for the proposed development:

Table: Trip Generation						
			AM Peak		PM Peak	
LAND USE	Size	ADT	Enter	Exit	Enter	Exit
Apartments	370 DU	2,374	148	56	144	77

ASSUMPTIONS

- 1) Traffic growth rates for the area were assumed at 3 percent annually.
- 2) In addition to these growth rates, background traffic for Year 2010 included estimated traffic volumes for the following projects:
 - Target Arboretum (SP-2007-0216C)

- Quarry Oaks Madison (SP-06-0698C)
- Shops at Arbor Walk (SP-05-1365C)

3) No reductions were taken for pass by trips, internal capture or transit trips.

EXISTING AND PLANNED ROADWAYS

Braker Lane – This section of roadway is classified as 6-lane divided major arterial by AMATP and CAMPO 2030 Mobility Plan. 36,000 vehicles per day (vpd) are estimated on Braker Lane, east of Stonelake Blvd based on 2007 peak period traffic counts. No improvements are currently planned for this roadway in the vicinity of the project site.

Great Hills Trail – This section of roadway is classified as 4-lane divided major arterial by AMATP and CAMPO 2030 Mobility Plan. Based on review of peak hour traffic counts, 8400 vpd are estimated on Great Hills Trail, west of Stonelake Blvd. No improvements are currently planned for this roadway in the vicinity of the project site.

Loop 360 – This section of roadway is classified as 6-lane divided major arterial by AMATP and CAMPO 2030 Mobility Plan. 36,000 vehicles per day (vpd) are estimated on Loop 360, east of Stonelake Blvd. No improvements are currently planned for this roadway in the vicinity of the project site.

Stonelake Blvd – This roadway is a 6-lane divided roadway in the vicinity of the project site. 9,600 vpd are estimated on Stonelake Blvd north of Loop 360. No improvements are currently planned for this roadway in the vicinity of the project site.

INTERSECTION LEVEL OF SERVICE (LOS)

The TIA analyzed 4 intersections, 3 of which are signalized. Existing and projected levels of service are as follows:

Table: Level of Service				
Intersection	2007 Existing		2010 Site + Forecasted	
	AM	PM	AM	PM
Stonelake Blvd / Braker Lane	C	D	C	D

Stonelake Blvd / Great Hills Trail	B	C	C	C
Stonelake Blvd / Loop 360	B	C	C	C
Stonelake Blvd / Private Driveway A*	A	A	A	A

* Unsignalized

RECOMMENDATIONS

- 1) Two copies of the final TIA are required to be provided prior to 3rd Reading at City Council.
- 2) Department of Public Works has approved this TIA.
- 3) Development of this property should be limited to uses and intensities which will not exceed or vary from the projected traffic conditions assumed in the TIA, including peak hour trip generations, traffic distribution, roadway conditions, and other traffic related characteristics.

If you have any questions or require additional information, please contact me at 974-2219.



Sangeeta Jain, AICP
Senior Planner Transportation Review Staff, WPDR

STAFF RECOMMENDATION

Staff recommends the rezoning to MF-4-CO with conditions. The recommended conditional overlay shall limit the daily vehicle trips to less than 2,374 trips per day and the conditions shall implement recommendations from the Traffic Impact Analysis (TIA) as described in the attached TIA Memo from the Watershed Protection and Development Review Department dated October 16, 2007 (Please see Attachment A). The recommendation is based on the following considerations:

- 1.) The requested zoning classification is in conformance with the goals and vision of the North Burnet/Gateway Neighborhood Plan which encourages high density, mixed-uses while increasing density near transit stations;
- 2.) Proposed land uses are compatible with existing uses along Stonelake Boulevard;
- 3.) The proposed zoning change will diversify land uses in the area and will provide varying housing options; and
- 4.) The site will be subject to the recommendations of the TIA.

BASIS FOR RECOMMENDATION

1. *Zoning changes should promote a balance of intensities and densities.*

Allow increased density and building heights to accommodate some of the expected population growth in the region.

The North Burnet/Gateway Master Plan allows for increased density and building heights to accommodate some of the expected population growth in the region. The proposed development for the site will accommodate this land use goal.

2. *Zoning changes should promote compatibility with adjacent and nearby.*

Existing uses adjacent to the subject property are mixed uses and commercial uses. The proposed change will be compatible as it will integrate itself to the surrounding land uses.

EXISTING CONDITIONS

Site Characteristics

The subject rezoning area consists of a 6.95 acre site along Stonelake Boulevard north of Capital of Texas Highway currently zoned CS and is undeveloped. The site was rezoned to CS by Ordinance No. 86-0703-F and imposed use and site development limitations on the property relating to GR zoning under a restrictive covenant in Document No. 09839-0566 (Please see Attachment B). Furthermore, the site is subject to an additional restrictive covenant under Document No. 00005587918 prohibiting uses in GR and CS (Please see Attachment C). Both restrictive covenants shall remain in effect.

Transportation

1. A traffic impact analysis is required and has been received. Additional right-of-way, participation in roadway improvements, or limitations on development intensity may be recommended based on review of the TIA. [LDC, Sec. 25-6-142]. Comments will be provided in a separate memo.

Environmental

1. The site is not located over the Edwards Aquifer Recharge Zone. The site is located in the Shoal Creek Watershed of the Colorado River Basin, which is classified as an Urban Watershed by Chapter 25-8 of the City's Land Development Code. It is in the Desired Development Zone.
2. Impervious cover is not limited in this watershed class; therefore the zoning district impervious cover limits will apply.
3. This site is required to provide on-site structural water quality controls (or payment in lieu of) for all development and/or redevelopment when 5,000 s.f. cumulative is exceeded, and detention for the two-year storm. At this time, no information has been provided as to whether this property has any pre-existing approvals which would preempt current water quality or Code requirements.
4. According to flood plain maps, there is no flood plain within the project area.
5. At this time, site-specific information is unavailable regarding existing trees and other vegetation, areas of steep slope, or other environmental features such as bluffs, springs, canyon rimrock, caves, sinkholes, and wetlands.
6. Standard landscaping and tree protection will be required in accordance with LDC 25-2 and 25-8 for all development and/or redevelopment.

Water and Wastewater

1. The landowner intends to serve the site with City of Austin water and wastewater utilities. The landowner, at own expense, will be responsible for providing the water and wastewater utility improvements, offsite main extensions, system upgrades, utility relocation, and abandonment. The water and wastewater plan must be in accordance with the City of Austin utility design criteria. The water and wastewater utility plan must be reviewed and approved by the Austin Water Utility. All water and wastewater construction must be inspected by the City of Austin. The landowner must pay the City inspection fee with the utility construction. The landowner must pay the tap and impact fee once the landowner makes an application for a City of Austin water and wastewater utility tap permit.

Site Plan

1. No comments.

9.10.86/302

4 10 8616

Zoning Case No. C 14-85-244 (Part 7)

RESTRICTIVE COVENANT

THE STATE OF TEXAS §
COUNTY OF TRAVIS §

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, the ESTATE OF FRED MORSE, DECEASED, and ESTELLE K. MORSE, Individually, are the owners of the following described property ("Property") located in Travis County, Texas:

TRACT 1

71.91 acres of land lying within and being a part of the James Rogers Survey in Travis County, Texas and being the several tracts of land in said Rogers Survey conveyed by C.R. Puckett and wife, Lottie Puckett, to Tully L. Witter and wife, Ermine Witter, by warranty deed dated October 15, 1946, of record in Vol. 816, Pages 571-573, of the Travis County Deed Records, and more particularly described by metes and bounds as follows:

BEGINNING at an iron stake at the southwest corner of Tract No. 4 of 41.75 acres as described in the aforementioned deed;

THENCE N. 24 degrees 36' E. 771.74 feet to an iron stake set by a leaning Live Oak tree for an ell corner of this tract;

THENCE N. 60 degrees 13' W. 1120.00 feet to an iron stake set in the east line of Charlie Hamilton's land for the most westerly southwest corner of this tract;

THENCE along the east line of Charlie Hamilton's land N. 33 degrees 14' E. 963.07 feet to an iron stake set for the northwest corner of this tract;

THENCE S. 57 degrees 41' E. 513.54 feet to an iron stake and rock mound for a corner of this tract;

THENCE S. 26 degrees 31' W. 220.02 feet to an iron stake by a dead Live Oak for a corner of this tract;

THENCE S. 13 degrees 17' E. 62.89 feet to an iron stake and a six inch elm for a corner of this tract;

THENCE S. 36 degrees 32' E. 131.95 feet to an iron stake for a corner;

THENCE S. 27 degrees 10' W. 203.62 feet to an iron stake for a corner;

THENCE S. 58 degrees 21' E. 2009.99 feet to an iron pipe found in a root of a 12 inch elm for a corner of this tract;

THENCE S. 2 degrees 20' W. 247.85 feet to an iron pipe for a corner of this tract;

REAL PROPERTY RECORDS
Travis County, Texas

09839 0566

THENCE S. 25 degrees 34' E. 356.29 feet to an iron stake by a 14 inch Live Oak;

THENCE S. 52 degrees 28' E. 552.18 feet to an iron stake at the end of a rock wall;

THENCE S. 28 degrees 50' W. 543.40 feet to a cedar post in the middle of a rock wall for the southeast corner of this tract;

THENCE N. 59 degrees 13' W. 2063.95 feet to an iron stake in the fence line;

THENCE N. 73 degrees 50' W. 489.54 feet to the place of beginning and being the same land conveyed by Tully Witter and wife, Ermine Witter, to E. H. Nelle and wife, Lula Belle Nelle, by deed dated November 1, 1948, of record in Vol. 2046, Page 440, of the Travis County Deed Records;

as surveyed by O. P. Schoolfield, Registered Public Surveyor, in June, 1959.

TRACT 2

Two (2) acres of land out of the James Rogers Survey No. 19, in Travis County, Texas, being out of a tract of land conveyed to Emma F. Elliott by Walter Williams by deed dated February 14, 1920, recorded in Vol. 317, Page 21, of the Travis County Deed Records, and more particularly described by metes and bounds as follows:

BEGINNING at an iron stake in the east line of U.S. Highway No. 183, same being the northwest corner of a 0.94 acre tract conveyed to W. M. Robinson by deed recorded in Vol. 2017, Page 49, of the Travis County Deed Records;

THENCE S. 84 deg. 25' E. along the north line of said Robinson tract 193.38 feet to an iron stake;

THENCE N. 28 deg. 50' E. 166.40 feet to a point;

THENCE N. 31 deg. 39' E. 194.60 feet to an iron stake for the northeast corner of this tract;

THENCE N. 84 deg. 25' W. 344.90 feet to an iron stake set in the east line of U.S. Highway No. 183;

THENCE S. 5 deg. 35' W. along the said east line of said U.S. Highway No. 183, 327.50 feet to the place of beginning.

WHEREAS, the City of Austin, Texas, and the Owners of the Property have agreed that the Property should be impressed with certain covenants and restrictions running with the land, and desire to set forth such agreement in writing;

NOW, THEREFORE, in consideration of One and No/100 Dollars (\$1.00) and other good and valuable consideration paid by the City of Austin in hand to the Owners, the receipt and sufficiency of which is acknowledged, the Owners do hereby impress upon the Property shown on Exhibit A attached hereto and incorporated herein by reference, the following covenants and conditions which shall be considered to be covenants running with the land, and which shall be binding on the Owners, their heirs, legal representatives, successors and assigns, as follows:

TRACT 1

1. Use of the Property shall be limited to a maximum floor area ratio of .9 to 1.0, as described in sections 3150 through 3152 of Chapter 13-2A of the Austin City Code of 1981, and shall comply with site development regulations applicable to "GR" Community Commercial uses, as described in section 2504 of Chapter 13-2A of the Austin City Code of 1981.
2. Any development of the Property shall be subject to public site plan review.
3. Any development of the Property shall comply with the staff proposed roadway map on page 40 of the Golden Triangle Area Study [conducted by OLDS] (as existing at the date of this covenant and as amended at any time).
4. At any time subdivision approval is sought for the Property, Owner agrees to dedicate whatever right-of-way is needed by the City of Austin for MoPac Boulevard (Loop 1).

TRACT 2

1. Use of the Property shall be limited to a maximum floor area ratio of .9 to 1.0, as described in sections 3150 through 3152 of Chapter 13-2A of the Austin City Code of 1981, and shall comply with site development regulations applicable to "GR" Community Commercial uses, as described in section 2504 of Chapter 13-2A of the Austin City Code of 1981.
2. Any development of the Property shall be subject to public site plan review.
3. Any development of the Property shall comply with the staff proposed roadway map on page 40 of the Golden Triangle Area Study [conducted by OLDS] (as existing at the date of this covenant and as amended at any time).

TRACTS 1 AND 2

1. If any person or entity shall violate or attempt to violate the foregoing agreement and covenant, it shall be lawful for the City of Austin, a municipal corporation, its successors and assigns, 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.
2. If any part of this agreement or covenant shall be declared invalid, by judgement 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.
3. If at any time the City of Austin, its successors or assigns, 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.
4. 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, or such other governing body as may succeed the City Council of the City of Austin,

and (b) by the owner(s) of the Property at the time of such modification, amendment or termination.

EXECUTED this the 1st day of July, 1986.

ESTATE OF FRED MORSE

By *Fred C. Morse, Jr.*
FRED C. MORSE, JR.
INDEPENDENT EXECUTOR OF THE ESTATE
OF FRED MORSE, DECEASED

Estelle K. Morse
ESTELLE K. MORSE,
INDIVIDUALLY AND AS INDEPENDENT
EXECUTRIX OF THE ESTATE OF FRED
MORSE, DECEASED

THE STATE OF TEXAS §
§
COUNTY OF TRAVIS §

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared FRED C. MORSE, JR., INDEPENDENT EXECUTOR OF THE ESTATE OF FRED MORSE, DECEASED, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purpose and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 30th day of June, 1986.

Catherine E. Jennings
Notary Public, State of Texas

NOTARY SEAL

CATHERINE E. JENNINGS
Type or Print Name of Notary Public

My Commission Expires: 12/17/89

GOLDEN TRIANGLE STUDY AREA
PROPERTY OWNERS MAP



EXHIBIT "A"

09839 0571

GOLDEN TRIANGLE AREA STUDY ORDINANCES

C14-85-244

NO.	ORDINANCE #	AGENDA ITEM	DESCRIPTION	ACRES	DATE FILED
1	860313-J	E. 15.c	Golden Tri	4338	5/1/86
2	860327-D	E. 15.b	Milburn#8	2	5/1/86
3	860109-U	C. 9.a	Seton Tract	14.85	
4	860417-G	D. 5.d	Small #9	5.73	5/1/86
5	860626-F	D. 1.a (6)	Crow #4	44.48	9/26/86
6	860703-F	D. 1.e (5)	Morse #7	73.04	9/26/86
7	870911-A		Rt. S. Savoy	3.18	
8	870319-A	D. 1.a (1)	J. Joseph	10.00	
9	870423-B	D. 1.a (2)	T. Madison	10.00	
TOTAL				4478.1	
				4678.1	
10	870625-	D. 1.c (2)	C. Smith Hill	10.0	
Oak Hill Area Study Ordinances					
41	870604-	D. 1.c (1)	Central Hills #150	20.0	
42	870604-	D. 1.c (2)	Davis #135	9.13	
43	870604-	D. 1.c (4)	Jackson Co. #152	1.89	
44	870604-	D. 1.c (5)	SW Bell #124	1.4	
45	870611-	D. 1.c (1)-(11)	C14-85-282A	2,301.0	

CM-85-114

32.42

Final Ordinances:

GTA's 10.00
 OHA's 2301.
 TOTAL: 2311

In Process

Acres:
 N. Lower 23.55
 Duker 944.00
 OHA's 600.
 TOTAL: 1567.55

Also make copy of
 from "find in my in box"
 then make another

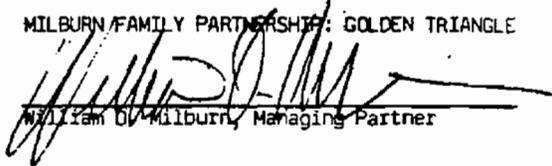
1,574.2 acres zoned
 -430-600 pending

4550 acres total
 - 1574.0 acres zoned
 - 75.0 acres still base

of Austin, or such other governing body as may succeed the City Council of the City of Austin, and (b) by the Owner of the above described property at the time of such modification, amendment or termination.

EXECUTED, this the 3rd day of March, 1986.

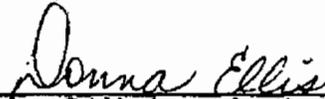
MILBURN FAMILY PARTNERSHIP: GOLDEN TRIANGLE


William O. Milburn, Managing Partner

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

BEFORE ME, the undersigned authority, on this day personally appeared WILLIAM O. MILBURN, MANAGING PARTNER, MILBURN FAMILY PARTNERSHIP: GOLDEN TRIANGLE, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity therein stated.




Notary Public in and for the State of Texas

DONNA ELLIS
Printed/typed name

My commission expires: 10-29-88

FIELD NOTES

FIELD NOTES FOR A 2.066 ACRE TRACT OF LAND SITUATED IN THE JAMES RODGERS SURVEY NO. 19, SAID 2.066 ACRE TRACT BEING OUT OF AND A PART OF THAT CERTAIN 56.968 ACRE TRACT CONVEYED TO CROW-GOTTESMAN-HILL, A TEXAS LIMITED PARTNERSHIP, BY DEED DATED MARCH 29, 1985 AND RECORDED IN VOLUME 9096, PAGE 358 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS AND INCLUDING THAT CERTAIN 22.700 ACRE TRACT OF LAND CONVEYED TO CROW-GOTTESMAN-SHAFER #2, A TEXAS LIMITED PARTNERSHIP FORM NORTH LOOP BUSINESS PARK, LTD., AND NORTH LOOP BUSINESS PARK II, LTD., A TEXAS LIMITED PARTNERSHIP, BY DEED DATED OCTOBER 13, 1983 AND RECORDED IN VOLUME 8295, PAGES 582-586 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS AND BEING OUT OF AND A PART OF THAT CERTAIN 127.32 ACRE TRACT CONVEYED TO DORIS JEAN SMITH UMSTATTD AND CHARLES AUBREY SMITH, JR. BY DEED RECORDED IN VOLUME 3269, PAGE 1637 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS; SAID 127.32 ACRES BEING A PORTION OF THAT CERTAIN 202.07 ACRE TRACT OUT OF THE JAMES RODGERS SURVEY NO. 19, ABSTRACT NO. 659, DESCRIBED IN VOLUME 413, PAGE 26 OF THE JUDGEMENT RECORDS OF THE DISTRICT COURT OF TRAVIS COUNTY, TEXAS, AND ALSO INCLUDING THAT CERTAIN 34.268 ACRE TRACT OF LAND CONVEYED TO L & K PARTNERSHIP, A TEXAS GENERAL PARTNERSHIP FROM JEANNE SMITH UMSTATTD AND CHARLES AUBREY SMITH, JR. BY DEED DATED OCTOBER 13, 1983 AND RECORDED IN VOLUME 8295, PAGES 755-758 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS; SAID 2.066 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING FOR REFERENCE at an iron pin found at the Southeast corner of Calle Verde Drive in the most southerly line of Balcones Woods Section Two, a subdivision of record in the City of Austin, Travis County, Texas as recorded in Volume 59, Page 57 of the Plat Records of Travis County, Texas.

THENCE the following three (3) courses to the Northwest corner and the POINT OF BEGINNING:

- (1) S 60° 27' 40" E, 168.64 feet to an iron pin found,
- (2) S 33° 26' 42" W, (State Department of Highways & Public Transportation course of S 33° 03' 07" W) 306.29 feet to an iron pin found for the point of curvature of a curve to the left;
- (3) S 28° 10' 50" W, (State Department of Highways & Public Transportation course of S 27° 47' 15" W) 1051.41 feet along the chord of the curve to the left with an arc length of 1052.89 feet and a radius of 5,729.578 feet; to an iron pin set for the POINT OF BEGINNING of the tract herein described;

EXHIBIT "A"

Page 1 of 2

THENCE S 22° 23 '43" W, (State Department of Highways & Public Transportation course of S 22° 00' 08" W) 104.17 feet along the chord of the same said curve to the left, said curve having an arc of 104.17 feet to a nail found in a rock, said nail being 300 feet right of the proposed center line station 139 + 00 of State Highway Loop 1;

THENCE S 38° 08' 46" W, (State Department of Highways & Public Transportation course of S 37° 45' 11") 139.49 feet to a point for a cutback corner in the said right-of-way and being the most Southerly corner hereof:

THENCE N 83° 39' 40" W, (State Department of Highways & Public Transportation course of N 84° 02' 15" W) 168.71 feet to a 1/2" iron pipe found on the North line of proposed Braker Lane, a dedicated roadway of the City of Austin, Texas, for a corner hereof,

THENCE N 60° 24' 07" W, 144.70 feet to an iron pipe found in the North right-of-way line of said Braker Lane and being the most Westerly corner hereof;

THENCE N 29° 36' 41" E, 308.00 feet to an iron pin found for the most Northerly corner hereof;

THENCE S 60° 23' 05" E, 307.30 feet to the POINT OF BEGINNING and containing 90,000.29 square feet or 2.066 acres of land.

Date: 10-25-85



Andrew L. Wells, Jr.
Andrew L. Wells, Jr., P.E.
Registered Public Surveyor
No. 3633

RESTRICTIVE COVENANT

FILM CODE

00005587918

214

THE STATE OF TEXAS §
§
COUNTY OF TRAVIS §

WHEREAS, Frederic Clarke Morse, III, and Scott Notley Morse as Independent Co-Executors of the Estate of Frederic Clarke Morse, Deceased, and Texas Commerce Bank, N.A., Independent Executor of the Estate of Estelle Morse, Deceased ("Owners"), are the owners of the following described property located in Travis County, Texas, to wit:

313 acres of Land, more or less, out of the James Rogers Survey No. 19 and the James P. Wallace Survey No. 18, as more fully described in Exhibit "A" attached hereto (the "Property").

WHEREAS, Owners desire to prohibit certain uses of the Property which prohibited uses shall constitute covenants and restrictions running with the Property;

NOW THEREFORE, Owners hereby restrict the Property to prohibit the following uses which prohibitions shall be a covenant running with the Property, and which shall be binding on Owners, their successors, assigns, and transferees as follows:

1. Prohibitive Uses. The Property shall not be used for any of the purposes set forth in the attached Exhibit "B".

2. Enforcement. Enforcement of this restrictive covenant may be made by Owners, their successors, assigns, and transferees as owners of the Property, by proceedings at law or in equity against any persons violating or attempting to violate the same, whether the relief sought is an injunction, recovery of damages, or both, but failure by Owners, their successors, assigns, and transferees to enforce any covenant, condition or restrictions herein contained shall in no event be deemed a waiver of the right to do so thereafter. Any successor, assignee or transferee shall have the right to enforce this restrictive covenant as if such person were named as Owner herein. With respect to any litigation hereunder, the prevailing party shall be entitled to recover reasonable attorneys' fees and court costs from the non-prevailing party.

3. Amendment. This covenant may be modified, amended, terminated or the enforcement waived only by the joint action of the then owner(s) of the Property at the time of such modification, amendment or termination.

4. Binding Effect and Duration. This restrictive covenant shall run with and bind the Property and shall inure to the benefit of and be enforceable by Owners, their successors, assigns, and transferees from the date that this instrument is recorded in the Deed Records of Travis County, Texas. Any part or provision of this restrictive covenant shall be declared invalid by

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judgment or a court order, the same shall in no way affect any of the other provisions of this restrictive covenant, and such remaining portion shall remain in full force and effect.

IN WITNESS WHEREOF, Owner has caused this instrument to be executed on this 10th day of June, 1997.

OWNER:

INDEPENDENT CO-EXECUTORS OF THE ESTATE OF FREDERIC CLARKE MORSE, DECEASED

Frederic Clarke Morse, III

Frederic Clarke Morse, III

Scott Notley Morse

Scott Notley Morse

TEXAS COMMERCE BANK, N.A., INDEPENDENT EXECUTOR OF THE ESTATE OF ESTELLE MORSE, DECEASED

Richard D. Miller

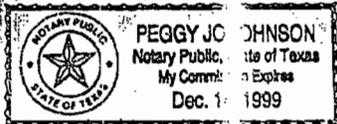
By: Richard Miller

Title: Sr. Vice President

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 10 day of June, 1997, by Frederic Clarke Morse, III, as Independent Co-Executor of the Estate of Frederic Clarke Morse, Deceased.



Peggy Jo Johnson

Notary Public, State of Texas

Peggy Jo Johnson

(Name - Typed or Printed)

Date Commission Expires:

12/14/99

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Page 2 of 3

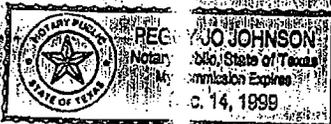
REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

12952 0693

THE STATE OF TEXAS §
§
COUNTY OF TRAVIS §

Page 3 of 3

This instrument was acknowledged before me on the 5th day of June, 1997,
by Scott Notley Morse, as Independent Co-Executor of the Estate of Frederic Clarke Morse,
Deceased.

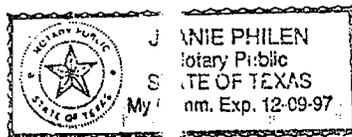


Tracy Jo Johnson
Notary Public, State of Texas
Tracy Jo Johnson
(Name - Typed or Printed)

Date Commission Expires:
12/14/99

THE STATE OF TEXAS §
§
COUNTY OF Jacinto §

This instrument was acknowledged before me on the 10th day of June, 1997,
by Richard D. Mer, Sr. Vice President, Texas Commerce Bank, as Independent Co-Executor
of the Estate of Belle Morse, Deceased.



Jeanie Philen
Notary Public, State of Texas
Jeanie Philen
(Name - Typed or Printed)

Date Commission Expires:
12-09-97

RETURN TO: PHYLLIS DONELSON
HERITAGE TITLE
98 SAN JACINTO BLVD. STE. 400
AUSTIN, TEXA 78701
GF# 620-00

AUS1:305198.1
8097.32946

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS
12952 0700

19.313 ACRES

FIELD NO. 3 DESCRIBING 19.313 ACRES OF LAND, MORE OR LESS, OUT OF THE JAMES ROGERS SURVEY NO. 19 AND THE JAMES P. WALLACE SURVEY NO. 18 SITUATED IN THE CITY OF AUSTIN AND THE NORTHWEST TRAVIS COUNTY ROAD DISTRICT NO. 3 (GOLDEN TRIANGLE) IN TRAVIS COUNTY, TEXAS; SAME BEING A PORTION OF THAT CERTAIN 71.91 ACRE TRACT CONVEYED TO FRED C. MORSE BY WARRANTY DEED RECORDED IN VOLUME 2082 PAGE 34 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS ("DRTCN"); SAID 71.91 ACRE TRACT HAVING AN UNDIVIDED ONE-HALF (1/2) INTEREST CONVEYED TO TEXAS COMMERCE BANK-AUSTIN AND ESTELLE MORSE, AS CO-TRUSTEES OF THE ESTELLE MORSE TRUST BY SPECIAL WARRANTY DEED RECORDED IN VOLUME 978 PAGE 199 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS ("RPRCT"); SAID 19.313 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at an iron rod set in the north right-of-way line of Capital of Texas Highway North at the northeast corner of that certain 3.35 acre tract conveyed by Estelle K. Morse, et al. to the North at Travis County Road District No. 3 (Golden Triangle) ["District"] by Street Right-of-Way Deed recorded in Volume 11008 Page 436, RPRCT, said point of beginning also being in the easterly line of said 71.91 acre Morse tract;

THENCE from said beginning point run the following twenty one (21) courses and distances:

THENCE with the north right-of-way line of Capital of Texas Highway North courses 1 through 3 as follows:

- 1) N 77°20'50" W 613.23 feet to an iron rod at a point of curvature;
- 2) N 82°25'10" W 606.52 feet along the chord of a curve to the left where the elements are CA=10°08'41", R=3439.00', T=304.45' and A=607.1' to an iron rod at a point of reverse curvature;
- 3) N 43°08'30" W 27.95 feet along the chord of a curve to the right where the elements are CA=88°38'34", R=20.00', T=19.53' and A=30.94' to an iron rod;

THENCE with the east right-of-way line of Stonelake Boulevard also conveyed to the District by Street R.O.W. Deed as above, by courses 4 through 6 as follows:

- 4) N 01°10'40" E 70.93 feet to an iron rod at a point of curvature;
- 5) N 03°04'20" W 507.52 feet along the chord of a curve to the left where the elements are CA=08°29'51", R=3425.10', T=254.46' and A=507.8' to an iron rod at a point of tangency;
- 6) N 07°19'30" W 599.90 feet to a point in the northerly line of said 71.91 acre Morse tract as fenced and used on the ground;

THENCE with the northerly line of said 71.91 acre Morse tract as fenced and used on the ground, also being the southerly lines of four (4) tracts of land conveyed to the Board of Regents of the University of Texas System by deeds as follows:

- (1) 67.0 acre Tract No. 3 - Volume 4971 Page 1661, DRTCN
- (2) 2.0 acre Tract No. 1 - Volume 4971 Page 1661, DRTCN
- (3) 38.0 acre Tract - Volume 994 Page 337, DRTCN
- (4) 3.0 acre Tract No. 2 - Volume 4971 Page 1661, DRTCN

THENCE with said line by courses 7 through 20 as follows:

- 7) S 60°50'00" E 126.85 feet to an iron rod set by JHE;
- 8) S 61°04'00" E 73.27 feet to an iron rod set by JHE;
- 9) S 59°42'00" E 139.60 feet to a 60d nail found in an 8" cedar;
- 10) S 52°57'00" E 139.72 feet to an iron rod set by JHE;
- 11) S 64°26'00" E 200.12 feet to an 60d nail found;
- 12) S 61°08'00" E 140.61 feet to an iron pipe found;
- 13) S 64°28'00" E 166.81 feet to an iron rod set by JHE;

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

EXHIBIT A

12952 0701

- 14) S 08°22' 5" W 127.60 feet to an iron pipe found;
- 15) S 01°43' 2" E 47.43 feet to an iron rod set by JEE;
- 16) S 07°48' 5" E 75.47 feet to an iron pipe found;
- 17) S 23°25' 7" E 47.61 feet to an iron pipe found;
- 18) S 25°44' 1" W 309.45 feet to a 60d nail found in cedar post;
- 19) S 55°46' 7" E 381.37 feet to a point;
- 20) S 47°41' 9" E 171.47 feet to a 60d nail found in corner of cedar post;

THENCE with the east line of said 71.91 acre Morse tract by course 21 as follows:

- 21) S 28°18' 1" W 81.52 feet to the POINT OF BEGINNING,

AND containing 19.313 acres of land, more or less, as calculated by JERYL HARE ENGINEERS, INC. in July, 1991 from surveys done in 1984.

Jeryl D. Hare
 Jeryl D. Hare R.P.L.S. #2377

7-22-91
 Date

236,91023C

BEARING BASE: Northwest Travis County Road District No. 3 (Golden Triangle) and Stonebridge subdivisions



REAL PROPERTY RECORDS
 TRAVIS COUNTY, TEXAS

12952 0702

bingo parlor or bowling alley

PROHIBITED USES

1. Any use which produces noise or sound that is objectionable due to intermittence, high frequency, shrillness or loudness; provided, however, that reasonable and ordinary noise and sound produced in connection with the operation of a hotel and/or restaurant shall not be deemed to be "objectionable".
2. Any use which produces obnoxious odors; provided, however, reasonable and ordinary odors produced by restaurant and hotel cooking facilities shall not be deemed "obnoxious odors".
3. Any use which produces noxious, toxic, caustic or corrosive fuel or gas.
4. Any use which produces dust, dirt or fly ash in excessive quantities; provided, however, such dust, dirt or fly ash that are not above standards that are reasonable in the hotel and restaurant industry shall not be deemed "excessive".
5. Any use which as a part of its customary and normal operation produces dangerous or damaging fire, explosion or other damaging or dangerous hazard.
6. Any storage, display or sale of explosives or fireworks.
7. Any warehouse other than retail or wholesale warehouse concepts.
8. Any assembling, manufacturing, industrial, distilling (excluding brew pubs), refining, melting, agriculture or mining operation.
9. Any establishment selling or exhibiting pornographic materials, excluding any retail store, shop or vending area in a hotel, which does not designate more than 30% of its floor sales area to such materials.
10. A massage parlor (excluding legitimate massage services offered in connection with a hotel), or the business of "adult" materials, including, without limitation, magazines, books, movies, videos, and photographs, excluding any retail store, shop or vending area in a hotel which does not designate more than 30% of its floor sales area to such materials and excluding adult movie channels made available to televisions in hotel rooms.
11. Any mortuary.
12. Any skating rink, bingo parlor or bowling alley.
13. Any lounge, tavern, nightclub, disco, discotheque, or dance hall other than in connection with a restaurant or hotel.

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EXHIBIT B

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

12952 0703

- 14. Any strip show or other business displaying live public nudity
- 15. Any establishment which sells alcoholic beverages for on-site or off-site consumption, other than in connection with a restaurant, hotel or convenience store
- 16. Pawn shop.
- 17. Off-track betting sites

STATE OF TEXAS COUNTY OF TRAVIS
 I hereby certify that this instrument was FILED on
 the date and at the time stamped hereon by me, and
 was duly RECORDED, in the Volume and Page of the
 named RECORDS of Travis County, Texas, on

JUN 10 1997



Dana DeBeauvoir
 COUNTY CLERK
 TRAVIS COUNTY, TEXAS

FILED

97 JUN 10 PM 3:55

DANA DEBEAUVOIR
 COUNTY CLERK
 TRAVIS COUNTY, TEXAS

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 8097.32946

RECEIVED: 800076300 TRAVIS: 57467 DEPT: REGULAR RECORDS: \$21.00
 CASHIER: 80716 FILE DATE: 6/10/97 TRAVIS COUNTY RECORDS
 PAID BY: LED/LEASER 004864 REAL PROPERTY RECORDS
 TRAVIS COUNTY, TEXAS

12952 0704