

ORDINANCE NO. 20090806-011

AN ORDINANCE AMENDING ORDINANCE NO. 041216-83 TO ADOPT THE FINAL PROJECT AND FINANCING PLAN FOR THE MUELLER REDEVELOPMENT PROJECT TAX INCREMENT FINANCING ZONE NO. 16.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:

PART 1. On December 16, 2004, the City Council adopted Ordinance No. 041216-83, which created the Mueller Redevelopment Project Tax Increment Financing Zone No. 16 ("Zone") and established a board of directors and preliminary project and financing plan for the Zone.

PART 2. Section 311.001, Tax Code, provides both that the Board of the Zone shall prepare and adopt a final project and financing plan for the Zone and that Council shall also adopt the final project and financing plan after approval by the Board.

PART 3. On August 6, 2009, the Board of the Zone adopted the final project and financing plan for the Zone that is attached to and incorporated into this ordinance as Exhibit A ("Plan"). Council finds that the Plan is feasible and conforms to the comprehensive plan of the City of Austin and adopts the Plan.

PART 4. This ordinance takes effect on August 17, 2009.

PASSED AND APPROVED

<p>_____ August 6, 2009</p>	<p>§ § § _____ Lee Jeffingwell Mayor</p>
<p>APPROVED: _____ David Allan Smith City Attorney</p>	<p>ATTEST: _____ Shirley A. Gentry City Clerk</p>

**City of Austin
Mueller Redevelopment Project
Tax Increment Financing Reinvestment Zone No. 16**

**Final
Project Plan and Reinvestment Zone Financing Plan**

August 2009

EXHIBIT A

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I. Executive Summary

On December 16, 2004, the Austin City Council approved Ordinance No. 041216-083 creating Tax Increment Reinvestment Zone No. 16 (the "TIF") to finance the construction of public improvements which are necessary for the redevelopment of approximately 700 acres of City-owned land formerly known as the Robert Mueller Municipal Airport herein referred to as the "Project". The TIF is bounded generally by 51st Street on the north, IH-35 on the west, Airport Boulevard on the west and the south, and Manor Road on the south and the east (see Exhibit 4 for TIF boundaries).

In accordance with State law, this final project plan and financing plan has been prepared to describe the Project and associated financing which includes the use of several funding sources: Master Development revenues (land sale proceeds and other revenue); contract revenue bonds; and dedicated ad valorem tax increment revenue from the City of Austin as the sole taxing unit participating in the TIF.

The Project is being implemented under the terms of a Master Development Agreement (the "MDA") with Catellus Austin, LLC who will serve as the master developer of the land. The purpose of the Project, which is partially financed through the TIF, is to redevelop the former municipal airport, which is near the heart of the City. The site is predominantly open and contains obsolete structures and site improvements remaining following closure of the municipal airport on the site that substantially impair the sound growth of the City.

Project costs discussed in this plan are a subset of total Master Development costs, which will be incurred to complete development of the land. Those costs that are included in Master Development costs but not in Project costs are discussed in the Non-project cost section of this document and will not be reimbursed by the TIF but instead will be reimbursed from Master Development revenues.

The Project is strategically located approximately three miles northeast of downtown Austin and the Texas Capitol building and also is within two miles of the University of Texas campus. The Project is designed as a model for responsible urban planning and development and will result in the creation of a community that is compact and pedestrian-scaled, supportive of transit, includes affordable housing, and is compatible and complementary with the surrounding single-family neighborhoods. The Project provides all public infrastructure and related costs necessary to redevelop the property such as roadway systems, water and sewer systems, and parks.

At full build-out the Project will be a mixed-use neighborhood with approximately 4,900 housing units, 1.1 million square feet of office, and 790,000 square feet of retail, and 1.2 million square feet of institutional uses, with schools, parks and open space. Key infrastructure elements of the project include almost 122,000 linear feet (lf) of water lines, over 93,000 lf of wastewater lines, 110,000 lf of storm sewers, 45,800 lf of reclaimed water lines, 140 acres of parks and greenways, and 149,000 lf of roadways ranging from 20 to 132 feet wide (including landscaped right-of-way and sidewalks). The total estimated cost of the Master Development is \$292.7 million and the Project is \$211.9 million (in 2009 dollars).

To finance the public infrastructure components of the Project, the City of Austin formed the TIF, in accordance with State law. In a tax increment reinvestment zone, one or more political subdivisions contribute up to 100% of the ad valorem tax on the increase in value of real property in the district (tax increment) as generated. Under the terms of the TIF, the City of Austin will contribute as much of its tax increment as necessary to repay debt that is issued.

While the majority of public infrastructure needed to accomplish the Project will be paid from Master Development revenues, a portion will be financed through the issuance of debt. The Mueller Local Government Corporation (the “LGC”), which was created on December 2, 2004, will issue debt that will be repaid from tax increment, collected during the duration of the TIF. The TIF will remain in place until all debt payable from TIF revenues has been retired.

II. Project Plan

A. Introduction

This section describes the project plan for the TIF and the Project, in the City of Austin, Texas, as required by Chapter 311 of the Texas Tax Code. The Project is for the redevelopment of the property that previously served as the City's airport, which is located approximately three miles northeast of downtown Austin. The purpose of the TIF is to finance reimbursements for a portion of costs associated with infrastructure to be constructed within the TIF including roadways, sidewalks, water and wastewater lines, storm sewers, parks, greenways, reclaimed water systems, flood detention and water quality controls, and other related miscellaneous infrastructure as well as demolition of existing airport structures.

In December 2004, after an extensive Request for Qualifications (RFQ), Request for Business Plan (RFBP), and negotiation process, the City of Austin entered into the MDA with Catellus Austin, LLC, to serve as master developer for the Project. Catellus will be responsible for managing the design and construction of all infrastructure required for redevelopment of the Project in the TIF. Catellus will also be responsible for marketing the property. The City will oversee and monitor the activities of Catellus as defined in the MDA. The City will be responsible for maintaining the infrastructure after it has been completed and conveyed to the City with the exception of certain open space areas that will be maintained by the Mueller Master Community Association. Under a tri-party agreement with the City and the TIF, the LGC, which was created by City Council on December 2, 2004, will be responsible for administering the TIF.

If the actual costs exceed estimated Master Development costs outlined in this project plan and financing plan, funding for such excess costs will be provided first by available Master Development revenues and then by the issuance of additional TIF-supported debt. The original proforma anticipates TIF revenues to exceed those required for repayment of debt issued to finance Project costs. TIF revenues that exceed those required for repayment of TIF-supported debt will be used to reimburse the City for grant payments made under the Economic Development and Grant Agreement between the City and the LGC authorized by City Council on April 27, 2006 pursuant to Chapter 380 of the Texas Local Government Code. The grant payments are used to fund debt service on the contract revenue bonds that were issued by the LGC to finance public infrastructure constructed within the TIF, and which were necessary for implementation of the TIF project plan. Responsibility for costs in excess of Master Development revenues, contract revenue bonds, and the maximum amount of TIF-supported debt will be primarily born by Catellus per the terms of the MDA.

At full build-out, the property will be a mixed-use neighborhood with approximately 4,900 housing units, 1.1 million square feet of office, and 790,000 square feet of retail, and 1.2 million square feet of institutional uses, with schools, parks and open space. Upon completion it is estimated that property values in the TIF will exceed \$1 billion in 2009 dollars, which will benefit both the City and other taxing jurisdictions, and will also benefit Austin citizens through the creation of jobs and recreational amenities.

The Mueller Master Plan for the site was created through a lengthy process, which included extensive opportunity for public involvement. The Robert Mueller Municipal Airport (RMMA) Redevelopment Advisory Group was established by City Council on October 23, 1997, and served throughout the development of the Master Plan. The RMMA Plan Implementation Advisory Commission was established by City Council on June 8, 2000 and serves throughout the implementation of the Master Plan. This commission continues to meet and monitor progress of the Project as well as its impact on surrounding neighborhoods.

Because of the large size of the Project, the site will be developed in thirteen sections. To date, infrastructure has been completed for Sections 1A, 2A, 3, 4, 5, and 12 and design is underway for Section 7 (see Exhibit 5-12). In addition, the northwest and southwest greenways, the lake park, pocket parks, and the first neighborhood park including the swim center have been completed. Master Development project costs incurred by Catellus and reimbursed to date have been reimbursed by land sale proceeds as well as the net proceeds of \$12 million in contract revenue bonds issued by the LGC. The outstanding contract revenue bonds are not secured by TIF revenues. It is anticipated that debt to be supported by TIF revenues will be issued in 2009.

Completed private development on the property includes the Dell Children's Medical Center of Central Texas, a 425,000 square foot regional retail shopping center, the University of Texas Dell Pediatric Research Institute, the Seton Family of Hospital's Administration Building, the Ronald McDonald House, and 440 single-family homes and 201 units as part of the initial 441-unit apartment complex. Approximately 120 single-family homes and the remaining 240 units of the 441-unit apartment complex are currently under construction.

B. Maps Showing Original Plat of Property and Map Showing Property at Full Build-out

The TIF includes approximately 700 acres. The boundaries of the TIF are generally 51st Street on the north, IH-35 on the west, Airport Boulevard on the west and the south, and Manor Road on the south and the east. Exhibit 1 provides a legal description of the metes and bounds of the zone. At the time of creation, the existing land use was public (either owned by the City or by a tax-exempt hospital) and had a taxable land value of \$0.

Exhibits 2 and 3 show the site as of the time of creation of the TIF and the proposed Project at full build-out of the site. Exhibit 4 shows the TIF boundary.

C. Proposed Changes of Zoning Ordinances, the Master Plan of the Municipality, Building Codes, and Other Municipal Ordinances

All project construction is anticipated to adhere to existing design and building criteria and regulations. The zoning for the Project site was Aviation Services (AV) until it was rezoned as a Planned Unit Development (PUD), approved by City Council August 26, 2004, (Ordinance No. 040826-061). This zoning designation was in place at the time the TIF was created. Two PUD amendments were processed subsequently: May 3, 2007 (Ordinance No. 20070503-065 and April 23, 2009 (Ordinance No. 20090423-087). In order to qualify to be a PUD, the Mueller Master Plan was deemed to be superior to development that would occur under the City of Austin's building codes and conventional zoning and subdivision regulations. All project

construction adheres to the Mueller Design Guidelines, a document that identifies the goals for the Project plus establishes site planning standards, building form and placement, building character, materials, and treatments. The Mueller Design Guidelines are administered by the New Construction Council, a group of three architects and representatives from Catellus and the City.

Future changes will continue to be reviewed with the RMMA Plan Implementation Advisory Commission in public meetings prior to presentation to City Council for action.

D. List of Estimated Non-Project Costs

The Project is necessary to facilitate the development of this strategically located property that is approximately three miles northeast of downtown Austin. All types of City infrastructure must be constructed before vertical development can occur. Anticipated redevelopment within the TIF will be accomplished by third-party users and developers after infrastructure construction has been completed for the various project sections. Non-project costs are those development items that will be funded by Master Development revenues (land sale proceeds or other revenues) and are necessary for the successful implementation of the Project. No tax increment reimbursement is provided for non-project costs. The current estimate for non-project costs is \$80.8 million. Non-project cost items primarily include predevelopment costs, project administration fees, marketing and public relations, swim centers, sales office and historic hangar, and developer return. Table 1 contains additional information on non-project costs.

E. Statement of Method of Relocating Persons to be Displaced as a Result of Implementing the Project

No persons will be displaced as a result of the construction of the Project.

III. Reinvestment Zone Financing Plan

As outlined previously, the Master Development has several sources of funding, with the TIF comprising only a small portion of total financing sources. A significant portion of the infrastructure will be funded by proceeds from land sales and other project related revenues. In addition, the LGC issued \$12 million in contract revenue bonds in 2006. The outstanding contract revenue bonds are not secured by TIF revenues. The LGC has the authority to issue an additional \$3 million in contract revenue bonds secured on a parity with the outstanding 2006 bond issue. Additional TIF debt to be issued will be repaid from TIF revenues.

The City of Austin will contribute up to 100% of its tax increment as necessary to fund debt service payments for this Project. It is anticipated that in the years immediately following the final debt issuance almost 100% of the tax increment will be needed for debt service payments. However, as time passes, it is anticipated that this percentage will decrease with any excess not required to support debt service, related debt covenants, or other obligations in the MDA flowing to the City. The TIF will remain in place until all debt payable from TIF revenues has been retired. The City will fund any infrastructure maintenance costs through its regular funding sources which will be allocated in future annual budgets.

The financing plan was developed in 2003 and 2004 in coordination with Catellus as the details of the MDA were being finalized. During that period, an illustrative site plan was prepared that included development detail at the street and lot level. This allowed the City and Catellus to develop a very detailed estimate of project costs as of 2004. The 2004 Master Development cost estimate was \$246.7 million. Due primarily to the rising cost of construction materials, Master Development costs and project costs have changed. The 2009 Master Development cost estimate is \$292.7 and the Project cost estimate is \$211.9 million. In addition, land values have also increased from original estimates. Finally, the timing of some of the sections of the Project has been adjusted. This financing plan will present both the original estimates as well as updates that were prepared in the summer of 2009 that reflect the types of changes discussed above.

A. List of the Estimated Project Costs of the Zone Including Administrative and Recurring Expenses

The total estimated development cost of the Project is \$211.9 (in 2009 dollars). Table 1 on the next page itemizes the estimated project costs as well as non-project costs originally estimated in 2004 and as updated in 2009. The Project is expected to incur bond financing costs but these costs have not been included in the table below.

Additional construction cost estimate information is available in: the original *Estimates of Total Development Costs* prepared by Economic and Planning Systems; *RMMA (Mueller) Redevelopment Cost Estimates* prepared by Bury + Partners, Inc.; *Intersection Improvement Estimated Costs* prepared by WHM Transportation Engineering; and *RMMA: Preliminary Cost Analysis for Park and Open Space* prepared by RVI, as well as updated *Estimate of Total Development Costs* prepared by Catellus. These studies are available on file with the Secretary of the TIF Board. The majority of the initial studies were prepared in late 2003 to mid-2004. The Bury studies have been updated periodically with the most recent update occurring January 2009.

Catellus periodically updates the Master Development and Project cost estimates based on the actual cost of infrastructure for the sections under construction.

Table 1: Master Development Costs Segregated by Project and Non-Project Costs

Project Capital Item	2004	Estimated Cost	2009
Project Costs Eligible for TIF Reimbursement			
Construction Costs (hard and soft):			
Hospital Phase Development Costs (construction, design, and other)		\$ 17,750,100	\$ 16,444,931
Non- Hospital Phase Development Costs:			
Water, Wastewater, Reclaimed Water, Roadways, Storm Sewers and			
Erosion Control	\$ 45,411,387		\$ 60,214,919
Demolition	9,693,838		9,264,894
Grading	4,983,861		5,612,900
Water Quality/Retention Ponds	4,171,952		8,176,924
Landscaping and Amenities	17,751,997		23,056,480
Town Center Parking Facility	7,515,698		7,408,938
Electric	5,437,774		9,612,702
Other (street lighting, remediation, security, utilities, rehabilitation of tower, traffic improvements)	10,063,562		17,668,892
Design, Consulting, Permits, and Fees	25,029,050		23,732,392
Contingencies	21,114,156		10,312,255
Total Non- Hospital Phase Development Costs:		151,173,275	175,061,296
Total Construction Costs		168,923,375	191,506,227
Other Project Costs:			
Management Fee (4%)	5,165,816		6,843,011
Insurance	1,041,088		52,077
Other Project Costs	Note 1		3,540,436
Selling and Closing Costs	9,568,805		9,978,673
Total Other Project Costs		15,775,709	20,414,197
Total Project Costs Eligible for TIF Reimbursement		184,699,084	211,920,424
Non-Project Costs Required to Complete the Project			
Swim Centers (hard and soft, contingencies)	3,874,350		4,292,474
Sales Office and Hangar Renovations	2,500,000		5,443,123
Predevelopment Costs	6,717,055		6,355,652
Project Administration and Other Miscellaneous	6,331,329		8,294,790
Marketing and Public Relations Costs	Note 1		11,155,388
Developer Return	42,591,436		45,278,084
Total Non-Project Costs Required to Complete the Project		62,014,170	80,819,511
Total Master Development Costs (Note 2)		\$ 246,713,254	\$292,739,935

Note 1: Costs for marketing, public relations, legal services and several other minor miscellaneous items were anticipated but not estimated in the original pro forma. These are necessary costs of the project and hence have been included in the FY 2009 estimates. A portion of these costs is recovered through increased land sales revenues which were also not included in the original project revenue estimates.

Note 2: No annual infrastructure maintenance costs will be funded by the Project or by the TIF.

B. Statement Listing the Kind, Number and Location of All Proposed Public Works or Public Improvements in the Zone

The Project will provide all infrastructure and related costs necessary to redevelop the site in accordance with the Mueller Master Plan. Exhibits 5-1 through 5-12 provide maps and drawings of the various types of key infrastructure installed and future installations. Examples of this infrastructure include:

- Demolition Work – to remove preexisting airport structures
- Grading and Erosion Controls
- Wastewater – over 93,000 linear feet of 8 and 15 inch lines
- Reclaimed Water – approximately 45,800 linear feet of 6 to 12 inch lines
- Potable Water – approximately 122,000 linear feet of 8 to 16 inch lines
- Wet Ponds – in the Lake Park, Southwest Greenway and Southeast Greenway areas
- Drainage – over 110,000 linear feet of storm sewers
- Roadway System – over 149,000 linear feet of roadways ranging from 20 to 132 feet wide including sidewalks and landscaping within the rights-of-way
- Traffic Improvements
- Open Spaces including Parks, Greenways, and Trails
- Landscape and Amenities
- Street Lighting and Electric Distribution
- Miscellaneous Infrastructure including items such as street lighting, electric distribution
- Permits and Fees
- Contingency
- Town Center Parking Facilities
- Construction Management
- Project Management
- Performance and Payment Bonds
- Design and Consulting Services
- Environmental Studies and Consulting Services
- Miscellaneous Costs related to the costs listed above

C. Economic Feasibility Studies

Economic and Planning Systems (EPS) prepared the overall economic model for the Project. The project economic model has been updated based on increases in the cost of materials, increases in land values, and changes to timing of infrastructure sections. As recently as April 2009, EPS reviewed Catellus' financial information and compared the results and assumptions to those used in the MDA model in an attempt to indicate how the project is performing compared to earlier expectations. EPS concluded the following:

- The Project has performed better than expected to date, with higher land sale and other revenue sources and lower project costs than were anticipated in the MDA proforma.
- Most of Catellus' projections for the future appear reasonably conservative, and EPS believes it is possible that the Project will yield better returns than Catellus' model is now predicting, given the Project's performance to date.

The original economic model relied on several sources of information. Capital Market Research prepared residential and commercial market analyses which were used to estimate land sale

proceeds resulting from the Project, absorption, and tax revenues resulting from the Project. Bury + Partners Inc. prepared the detail of the majority of project costs based on the illustrative site plan. RVi prepared cost estimates for parks and open spaces and WHM Transportation Engineers provided estimates of intersection improvements. These cost estimates were reviewed by the City's independent engineering firm, Earth Tech, and were found to be reasonable. Based on all this input, the Project was found to be economically viable.

The original and updated economic model, market analyses, and engineering estimates are on file with the Secretary of the TIF Board and are incorporated by reference into this project plan and financing plan. Catellus is required under the terms of the MDA to annually update the economic model, which is then reviewed and approved by the City. The Project build-out and estimated ad valorem tax revenues are attached as Exhibit 6.

D. The Estimated Amount of TIF Bonded Indebtedness to be Incurred

The current estimate for the amount of bonded indebtedness to be incurred by the TIF is \$30 million. As estimates are revised in the future, this amount may be lower but should not exceed \$35 million. As previously stated, other sources of revenue may be used to fund Master Development costs before the issuance of debt. Estimated TIF debt requirements for the Project were arrived at by deducting these other revenue sources from total estimated Master Development costs as follows:

Table 2: Estimated Amount of TIF Bonded Indebtedness

Sources of Funding to Pay for Master Development Costs	2004 (in millions)	2009 (in millions)
Estimated Master Development Costs	\$ 246.71	\$ 292.74
Less:		
Land Sale Proceeds and Other Project Revenue	- 200.27	- 247.54
Contract Revenue Bonds (Net to Project)	- 13.53	- 14.58
TIF Revenue Collected Prior to Bond Issuance	- 1.46	- 0.68
Balance to be Financed by TIF No. 16	\$ 31.45	\$ 29.94

E. The Time When Monetary Obligations are to be Incurred

Monetary obligations for the Master Development began November 2003 and for the Project began December 16, 2004, beginning with demolition and construction of infrastructure on the first few sections of the project. As previously noted, because of the magnitude of the Project, infrastructure will be constructed and land will be sold in sections. Construction of all sections is expected to be completed in 2015.

The early sections of the Project were funded with \$10.6 million in proceeds from the sale of land to Seton for the development of the Dell Children's Medical Center of Central Texas.

F. Description of the Method of Financing All Estimated Project Costs and the Expected Sources of Revenue to Finance or Pay Project Costs Including the Percentage of Tax Increment to be Derived from the Property Taxes of Each Taxing Unit that Levies Taxes on Real Property in the Zone

Description of the Methods of Financing

The primary source of funding for the Master Development is proceeds from the sale of the land and other related revenues. These sources are projected to provide approximately 85 percent of total Master Development costs. In addition, as previously mentioned the LGC issued \$12 million in contract revenue bonds in August 2006 to provide additional funding.

Additional debt to be issued will be repaid from the TIF revenues. The initial issuance is expected to occur in 2009. The City of Austin is allowed, under the provisions of Section 311.015 of the Tax Increment Financing Act, to issue tax increment bonds or notes, the proceeds of which may be used to provide for project-related costs or to contract with another governmental entity to issue this debt. On December 2, 2004 the City Council created the LGC which will be responsible for issuing debt for the Project under a tri-party agreement with the City, the TIF, and the LGC.

Additional TIF-supported debt issuances are anticipated in fiscal years 2012, and 2016. The timing and number of these issuances are subject to change as annual evaluations of project performance and projected performance are reviewed.

It is expected that the City and the LGC will enter into a grant agreement, pursuant to which the City may, subject to annual appropriation by the City Council, appropriate funds to the LGC in the event that tax increment revenues securing bonds issued to finance project costs are not sufficient to make schedule debt service payments on the bonds.

Sources of Tax Increment Revenue

The tax increment revenue necessary to pay the Project costs is expected to come from increased property values in the TIF due to construction of commercial and residential buildings. Estimated build-out and tax revenues are shown in Exhibit 6. Build-out assumptions are based on projected land absorption. Vertical construction is estimated to be completed approximately one year after the land sale occurs. Land sale absorption was based on the original market analyses prepared by Capital Market Research and has been adjusted to reflect changes in the timing of project section completion.

The financing plan is based on the City of Austin contributing up to 100% of its collected incremental ad valorem tax revenue to the zone in amounts necessary to meet debt service obligations. In addition, the City is committed to contribute to the Project 100% of its incremental tax revenue collected prior to the fiscal year in which the first debt service payments are due. The City of Austin adopted tax rate for the 2009 fiscal year is \$.4012 per \$100 of valuation. From inception of the TIF through 2009, the City has committed 100% of TIF revenue to the Project.

G. The Current Total Appraised Value of Taxable Real Property in the Zone

The total appraised value within the TIF based on values for the 2004 tax year when the TIF was established in December 2004 was \$0. For the 2007 tax year the assessed value was \$52,866,137. The certified tax roll for 2008 indicates the assessed value is \$120,170,029. However, the preliminary tax roll for 2009 indicates the assessed value is approximately \$287 million. The certified tax roll for 2009 will not be known until the end of July 2009. Tax increment revenues estimated to be collected from inception of the TIF through 2009 are \$684,187.

H. The Actual and Estimated Captured Value of the Zone During Each Year of its Existence

The actual and estimated captured appraised value of the TIF during each year of its existence is shown in Exhibit 6. The assumptions in the economic model related to cumulative assessed value increment within the TIF over the estimated life of the TIF are considered reasonable and materially accurate for purposes of projecting future tax increment revenues.

I. Duration of the Zone

The zone took effect on December 16, 2004 and shall terminate on December 31, 2045, or at an earlier time designated by the City Council by ordinance if the council determines in its sole discretion that the TIF should be terminated due to insufficient private investment, accelerated private investment, or other good cause, or when all project costs and tax increment bonds, if any, including interest, have been paid in full.

EXHIBIT 1

Metes and Bounds of Property

**15.857 ACRES
MUELLER TRACT 1
ALONG 51ST STREET**

Lot 1, Block "C", MUELLER SECTION 1 PHASE A SUBDIVISION, a subdivision in Travis County, Texas, according to the map or plat thereof, recorded under Document No. 200400079 of the Official Public Records of Travis County, Texas.

[Note: Following additional right of way dedication(s), this tract is anticipated to be approximately 14.1 acres]

**14.460 ACRES
MUELLER TRACT 2
ALONG 51ST STREET**

Lot 1, Block "B", MUELLER SECTION 1 PHASE A SUBDIVISION, a subdivision in Travis County, Texas, according to the map or plat thereof, recorded under Document No. 200400079 of the Official Public Records of Travis County, Texas.

**19.665 ACRES
MUELLER R.O.W. AREA
(A.K.A. ROW PROPERTY)**

**FN NO. 03-164(MTH)
NOVEMBER 12, 2003
BPI JOB NO. 1400-01**

**INTERNAL ROW TRACT SURROUNDING SETON
TRACT, TRACT 1, TRACT 2 AND TRACT 3**

DESCRIPTION OF A 19.665 ACRE TRACT OF LAND OUT OF THE THOMAS HAWKINS SURVEY NO. 9 AND THE J.P. WALLACE SURVEY NO. 57, SITUATED IN THE CITY OF AUSTIN, BEING A PORTION OF THE TRACTS OF LAND CONVEYED TO THE CITY OF AUSTIN BY THE FOLLOWING DEEDS OF RECORD: VOLUME 665, PAGE 95; VOLUME 430, PAGE 201; VOLUME 680, PAGE 257, AND VOLUME 668, PAGE 396, ALL OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS; SAID 19.665 ACRES ALSO BEING A PORTION OF LOTS 26, 27, 32 AND 33 OF RIDGETOP GARDENS, A SUBDIVISION OF RECORD IN BOOK 3, PAGE 50 OF THE PLAT RECORDS OF TRAVIS COUNTY, TEXAS; SAID 19.665 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, at a 1/2 inch iron rod found in the existing easterly line of Interstate Highway 35 (R.O.W. Varies) at the southeasterly corner of the intersection of East 51st Street, being within Lot 20 Ridgetop Gardens, a subdivision of record in Book 3, Page 50 of the Plat Records of Travis County, Texas;

THENCE, along the curving easterly right-of-way line of Interstate Highway 35, over and across said Lot 20 and Lot 21 of said Ridgetop Gardens and a portion of the westerly line of the remaining portion of the said City of Austin Tract of record in Volume 665, Page 95, being a non-tangent curve to the left having a radius of 5704.58 feet, a central angle of 04°00'08", an arc length of 398.48 feet and a chord which bears S34°55'52"W, a distance of 398.40 feet to the POINT OF BEGINNING, and the westernmost northwesterly corner hereof;

THENCE, leaving the easterly right-of-way line of Interstate Highway 35, over and across said City of Austin Tract of record in Volume 665, Page 95, Lot 26 of said Ridgetop Gardens, and Lot 2, Ridgetop Gardens 26, a subdivision of record in Book 9, Page 168 of said Plat Records, for a portion of the northerly line hereof, the following four (4) courses and distances:

- 1) S62°28'52"E, a distance of 1161.77 feet to an angle point;
- 2) N72°53'09"E, a distance of 21.58 feet to an angle point;
- 3) N27°31'08"E, a distance of 532.90 feet to an angle point in the interior of said Lot 26;
- 4) N18°47'57"W, a distance of 24.53 feet to a point in the southerly right-of-way line of East 51st Street (R.O.W. Varies), same being in the interior of said Lot 2, Ridgetop Gardens 26 for the northernmost northwesterly corner hereof;

THENCE, S62°28'52"E, along the southerly right-of-way line of East 51st Street, for a portion of the northerly line hereof, a distance of 128.18 feet to a point in the interior of Lot 27 of said Ridgetop Gardens, for an angle point;

THENCE, leaving the southerly right-of-way line of East 51st Street, over and across said Lot 27, over and across said City of Austin of Tracts of record in Volume 665, Page 95 and Volume 430, Page 201, and over and across Lots 32-A and 32-B of the Resubdivision of the East One-Half of Lot 32 Ridgetop Gardens Subdivision of record in Book 9, Page 98 of the said Plat Records, for a portion of the northerly line hereof, the following seven (7) courses and distances:

- 1) S72°58'52"W, a distance of 24.47 feet to an angle point;
- 2) S27°31'08"W, a distance of 532.96 feet to an angle point;
- 3) S18°53'40"E, a distance of 21.58 feet to an angle point;
- 4) S62°28'52"E, a distance of 1192.58 feet to an angle point;

- 5) N72°02'37"E, a distance of 21.81 feet to an angle point;
- 6) N27°31'08"E, a distance of 532.93 feet to an angle point in the interior of said Lot 32-B;
- 7) N17°57'24"W, a distance of 23.56 feet to a point in the southerly right-of-way line of East 51st Street, for an angle point in the interior of said Lot 32-B;

THENCE, S62°28'52"E, along the southerly right-of-way line of East 51st Street, over and across said Lot 32-B and Lot 33 of said Ridgetop Gardens, for a portion of the northerly line hereof, a distance of 149.34 feet to a point in the interior of said Lot 33, for the northeasterly corner hereof;

THENCE, leaving the southerly right-of-way line of East 51st Street, over and across said Lot 33 and said City of Austin Tracts of record in Volume 430, Page 201 and Volume 668, Page 396, for the easterly line hereof, the following fifteen (15) courses and distances:

- 1) S72°02'38"W, a distance of 23.59 feet to an angle point;
- 2) S27°31'08"W, a distance of 2746.46 feet to the point of curvature of a tangent curve to the left;
- 3) Along said tangent curve to the left having a radius of 222.00 feet, a central angle of 36°07'49", an arc length of 139.99 feet and a chord which bears S09°27'14"W, a distance of 137.68 feet to the point of tangency;
- 4) S08°36'41"E, a distance of 65.11 feet to the point of curvature of a tangent curve to the left;
- 5) Along said tangent curve to the left having a radius of 55.50 feet, a central angle of 90°00'00", an arc length of 87.18 feet and a chord which bears S53°36'41"E, a distance of 78.49 feet to the point of tangency;
- 6) N81°23'19"E, a distance of 35.50 feet to an angle point;
- 7) S08°36'41"E, a distance of 84.00 feet to an angle point;
- 8) S81°23'19"W, a distance of 38.50 feet to the point of curvature of tangent curve to the left;
- 9) Along said tangent curve to the left having a radius of 85.50 feet, a central angle of 90°00'00", an arc length of 134.30 feet and a chord which bears S36°23'19"W, a distance of 120.92 feet to the point of tangency;
- 10) S08°36'41"E, a distance of 35.50 feet to an angle point;
- 11) S81°23'19"W, a distance of 50.00 feet to an angle point;

- 12) N08°36'41"W, a distance of 34.00 feet to the point of curvature of a non-tangent curve to the left;
- 13) Along said non-tangent curve to the left having a radius of 75.50 feet, a central angle of 90°00'00", an arc length of 118.60 feet and a chord which bears N53°36'41"W, a distance of 106.77 feet to the point of tangency;
- 14) S81°23'19"W, a distance of 362.05 feet to a non-tangent curve to the left;
- 15) Along said non-tangent curve to the left having a radius of 15.50 feet, a central angle of 72°56'05", an arc length of 19.73 feet and a chord which bears S44°55'17"W, a distance of 18.43 feet to a point in the curving northerly right-of-way line of Airport Boulevard (160' R.O.W.), being the southerly line of the remaining portion of said City of Austin Tract of record in Volume 668, Page 396 for the southeasterly corner hereof;

THENCE, along the curving northerly right-of-way line of Airport Boulevard, being the southerly line of said City of Austin remainder Tract of record in Volume 668, Page 396, for the southerly line hereof, being a non-tangent curve left having a radius of 1989.88 feet, a central angle of 03°52'57", an arc length of 134.84 feet and a chord which bears N33°28'41"W, a distance of 134.82 feet to the southwesterly corner hereof;

THENCE, leaving the northerly right-of-way line of Airport Boulevard, over and across said City of Austin Tract of record in Volume 668, Page 396; Volume 430, Page 201; Volume 680, Page 257 and Volume 665, Page 95, for the irregular westerly line hereof, the following twenty-one (21) courses and distances:

- 1) Along a non-tangent curve to the left having a radius of 65.50 feet, a central angle of 21°02'04", an arc length of 24.05 feet and a chord which bears S88°05'39"E, a distance of 23.91 feet to the point of tangency;
- 2) N81°23'19"E, a distance of 407.04 feet to the point of curvature of tangent curve to the left;
- 3) Along said tangent curve to the left having a radius of 45.50 feet, a central angle of 90°00'00", an arc length of 71.47 feet and a chord which bears N36°23'19"E, a distance of 64.35 feet to the point of tangency;
- 4) N08°36'41"W, a distance of 63.61 feet to the point of curvature of a tangent curve to the right;
- 5) Along said tangent curve to the right having a radius of 338.00 feet, a central angle of 36°07'49", an arc length of 213.14 feet and a chord which bears N09°27'14"E, a distance of 209.63 feet to the point of tangency;
- 6) N27°31'08"E, a distance of 869.43 feet to an angle point;

- 7) N21°18'09"W, a distance of 8.87 feet to an angle point;
- 8) N62°28'52"W, a distance of 738.09 feet to the point of curvature of a tangent curve to the right;
- 9) Along said tangent curve to the right having a radius of 450.00 feet, a central angle of 38°34'45", an arc length of 303.00 feet and a chord which bears N43°11'30"W, a distance of 297.31 feet to the point of reverse curvature;
- 10) Along said reverse curve to the left having a radius of 756.00 feet, a central angle of 26°01'33", an arc length of 343.40 feet and a chord which bears N36°54'54"W, a distance of 340.46 feet to the point of tangency;
- 11) N40°04'19"E, a distance of 60.00 feet to an angle point;
- 12) N74°47'53"E, a distance of 26.50 feet to an angle point;
- 13) N27°31'08"E, a distance of 883.11 feet to an angle point;
- 14) N24°25'18"W, a distance of 40.89 feet to an angle point;
- 15) S62°28'52"E, a distance of 92.19 feet to an angle point;
- 16) S27°31'08"W, a distance of 948.26 feet to the point of curvature of a non-tangent curve to the right;
- 17) Along said non-tangent curve to the right having a radius of 816.00 feet, a central angle of 20°14'04", an arc length of 288.18 feet, and a chord which bears S34°01'09"E, a distance of 286.68 feet to the point of reverse curvature;
- 18) Along said reverse curve to the left having a radius of 390.00 feet, a central angle of 38°34'44", an arc length of 262.60 feet and a chord which bears S43°11'29"E, a distance of 257.67 feet to the point of tangency;
- 19) S62°28'52"E, a distance of 744.77 feet to an angle point;
- 20) N27°31'08"E, a distance of 1170.00 feet to an angle point;
- 21) N62°28'52"W, a distance of 2501.67 feet to a point in the curving easterly right-of-way line of Interstate Highway 35, being the westerly line of said City of Austin remainder Tract of record in Volume 665, Page 95;

THENCE, along the easterly right-of-way line of Interstate Highway 35, being the westerly line of said City of Austin remainder Tract of record in Volume 665, Page 95, being along a non-tangent curve to the right having a radius of 5704.58 feet, a central angle of 00°56'15", an arc

length of 93.35 feet and a chord which bears N32°27'41"E, a distance of 93.34 feet to the POINT OF BEGINNING, containing an area of 19.665 acres (856,626 sq. ft.) of land, more or less, within these metes and bounds.

BASIS OF BEARINGS:

The Basis of Bearings is provided by the City of Austin GPS sub-harn data and is referenced to the NAD 83/93 Harn horizontal control datum Texas State Plane Coordinate System, Central Zone and NAVD 88 vertical control datum.

**32.212 ACRES
MUELLER SETON TRACT**

**FN NO. 03-164(MTH)
JULY 15, 2003
BPI JOB NO. 1400-01**

Lot 1, Block "A", MUELLER SECTION 1 PHASE A SUBDIVISION, a subdivision in Travis County, Texas, according to the map or plat thereof, recorded under Document No. 200400079 of the Official Public Records of Travis County, Texas, as more particularly described as follows:

A 32.212 ACRE TRACT OF LAND OUT OF THE THOMAS HAWKINS SURVEY, SITUATED IN THE CITY OF AUSTIN, BEING A PORTION OF THE TRACTS OF LAND CONVEYED TO THE CITY OF AUSTIN BY THE FOLLOWING DEEDS OF RECORD: VOLUME 665, PAGE 95; VOLUME 430, PAGE 201, AND VOLUME 680, PAGE 257, ALL OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS; SAID 32.212 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, at a concrete monument found at the southeasterly corner of the intersection of existing southerly line of East 51st Street (R.O.W. Varies) and the existing easterly line of Interstate Highway 35 (R.O.W. Varies), being within Lot 20 Ridgetop Gardens, a subdivision of record in Book 3, Page 50 of the Plat Records of Travis County, Texas;

THENCE, leaving the easterly right-of-way line of Interstate Highway 35, along the existing southerly right-of-way line of East 51st Street, being over and across Lots 20 and Lots 22-26 (inclusive) of said Ridgetop Gardens, the following three (3) courses and distances:

- 1) Along a curve to the left having a radius of 1213.92 feet, a central angle of 08°31'38", an arc length of 180.67 feet and a chord which bears S 67°24'07" E, a distance of 180.50 feet to a concrete monument found at the point of compound curvature;
- 2) Along said compound curve to the left having a radius of 588.56 feet, a central angle of 09°08'18", an arc length of 93.87 feet and a chord which bears S 67°14'54" E, a distance of 93.77 feet to a 1/2 inch iron rod with cap found at the end of said compound curve;
- 3) S 62°28'52" E, a distance of 791.14 feet to a point in the northerly line of said Lot 26;

THENCE, S 27°31'08" W, leaving the existing southerly right-of-way line of East 51st Street, over and across said Lot 26 and said City of Austin Tract conveyed in Volume 665, Page 95, a distance of 658.00 feet to a 1/2 inch iron rod with cap set for the POINT OF BEGINNING, and the northwesterly corner hereof;

THENCE, continuing over and across said City of Austin Tracts, for the northerly, easterly, southerly and westerly lines hereof, the following nine (9) courses and distances:

- 1) S 62°28'52" E, a distance of 1240.00 feet to a PK Nail with cap set for the northeasterly corner hereof;
- 2) S 27°31'08" W, a distance of 1170.00 feet to a PK Nail with cap set for the southeasterly corner hereof, from which an iron pipe found in the northerly right-of-way line of Airport Boulevard (R.O.W. Varies), being the southwesterly corner of that certain City of Austin Tract of record in Volume 668, Page 396, same being the southeasterly corner of that certain tract of land conveyed to James Bascom Giles, et ux from the City of Austin by deed of record in Volume 773, Page 477 of said Deed Records bears S 56°31'13" W, a distance of 1518.70 feet;
- 3) N 62°28'52" W, a distance of 744.77 feet to a 1/2 inch iron rod with cap set at the point of curvature of a tangent curve to the right;
- 4) Along said tangent curve to the right having a radius of 390.00 feet, a central angle of 38°34'44", an arc length of 262.60 feet and a chord which bears N 43°11'29" W, a distance of 257.67 feet to a 1/2 inch iron rod with cap set at the point of compound curvature to the left;
- 5) Along said compound curve to the left having a radius of 816.00 feet, a central angle of 20°14'04", an arc length of 288.18 feet and a chord which bears N 34°01'09" W, a distance of 286.68 feet to a 1/2 inch iron rod with cap set at the end of said compound curve for the southwesterly corner hereof;
- 6) N 27°31'08" E, a distance of 948.26 feet to the POINT OF BEGINNING, containing an area of 32.212 acres (1,403,134 sq. ft.) of land, more or less, within these metes and bounds.

BASIS OF BEARINGS:

The Basis of Bearings is provided by the City of Austin GPS sub-harn data and is referenced to the NAD 83/93 Harn horizontal control datum Texas State Plane Coordinate System, Central Zone and NAVD 88 vertical control datum.

**59.629 ACRES
MUELLER TRACT 3
IH 35 ALONG DELWOOD**

**FN NO. 04-310(MJJ)
AUGUST 5, 2004
BPI JOB NO. 1400-01.991**

DESCRIPTION OF A 59.629 ACRE TRACT OF LAND OUT OF THE THOMAS HAWKINS SURVEY NO. 9 AND THE J.P. WALLACE SURVEY NO. 57, SITUATED IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS, BEING A PORTION OF THOSE CERTAIN TRACTS OF LAND CONVEYED TO THE CITY OF AUSTIN BY DEEDS OF RECORD IN VOLUME 430, PAGE 201; VOLUME 694, PAGE 149; VOLUME 842, PAGE 485; VOLUME 2206, PAGE 347; VOLUME 776, PAGE 621; VOLUME 680, PAGE 257; VOLUME 665, PAGE 95 AND VOLUME 668, PAGE 396 ALL OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS; SAID 59.629 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a 1/2 inch iron pipe found in the curving easterly line of Airport Boulevard (160' R.O.W.), being the southeasterly corner of Lot 4, Block "N" Delwood Section Two, a subdivision of record in Volume 4, Page 282A of the Plat Records of Travis County, Texas, for the southernmost southwesterly corner hereof;

THENCE, along the easterly lines of Lots 4-14, Block "N" of said Delwood Section Two, the easterly lines of Lots 1-12 and Lots 14-20, Block "H" of said Delwood Section Two, the easterly lines of Lots 16-22, Block "G" of said Delwood Section Two, the northerly line of that certain 0.275 acre tract of land conveyed to Bruce C. Davis by deed of record in Volume 6203, Page 463 of said Deed Records and the northerly line of Lot 1, Emerald Oaks Addition, a subdivision of record in Volume 82, Page 58 of said Plat Records, for the southwesterly line hereof, the following eleven (11) courses and distances:

- 1) N27°18'32"E, a distance of 737.72 feet to a 1/2 inch iron rod with cap found for an angle point in the easterly line of said Lot 12, Block "N";
- 2) N07°18'29"W, a distance of 6.34 feet to a 1/2 inch iron pipe found at the common easterly corner of said Lots 12 and 13, Block "N";
- 3) N32°25'25"W, a distance of 115.25 feet to a 1/2 inch iron pipe found at the common easterly corner of said Lots 13 and 14, Block "N";
- 4) N49°28'41"W, a distance of 102.02 feet to a 1/2 inch iron pipe found at the common easterly corner of said Lot 14, Block "N" and said Lot 20, Block "H";
- 5) N61°29'40"W, a distance of 332.59 feet to a 1 inch iron pipe found at the northwesterly corner of said Lot 15, Block "H", being the northeasterly corner of said Lot 14, Block "H" and the southeasterly corner of said Lot 12, Block "H", for an angle point hereof;
- 6) N44°18'34"E, a distance of 112.31 feet to a 1/2 inch iron rod found at the common easterly corner of said Lots 10 and 11, Block "H";

- 7) N30°44'12"E, a distance of 87.52 feet to a 1/2 inch iron rod found at the common easterly corner of said Lots 9 and 10, Block "H";
- 8) N17°16'12"E, a distance of 92.63 feet to 1/2 inch iron rod found in the southerly line of said Lot 8, Block "H", being the northeasterly corner of said Lot 9, Block "H";
- 9) S88°01'02"E, a distance of 106.10 feet to a 1/2 inch iron rod found at the northeasterly corner of said Lot 8, Block "H";
- 10) N39°56'52"W, a distance of 1025.58 feet to a 1 inch iron pipe found in the easterly line of said Lot 17, Block "G";
- 11) N62°30'49"W, a distance of 445.22 feet to a 1/2 inch iron rod found in the easterly line of Interstate Highway 35 (R.O.W. varies), being the northwesterly corner of said Lot 1, Emerald Oaks Addition, for the southwesterly corner hereof;

THENCE, along the easterly line of Interstate Highway 35, being the westerly line hereof, the following four (4) courses and distances:

- 1) N27°49'52"E, a distance of 122.57 feet to a 1-1/2 inch iron rod found for the point of curvature of a non-tangent curve to the right;
- 2) Along said non-tangent curve to the right having a radius of 5704.58 feet, a central angle of 04°00'11", an arc length of 398.57 feet and a chord which bears N29°49'54"E, a distance of 398.49 feet to a 1 inch iron bolt found for the end of said curve;
- 3) N31°48'31"E, a distance of 406.45 feet to a 1/2 inch iron rod with cap found for the point of curvature of a non-tangent curve to the right;
- 4) Along said non-tangent curve to the right having a radius of 5704.58 feet, a central angle of 00°11'05", an arc length of 18.40 feet and a chord which bears N31°54'00"E, a distance of 18.40 feet to a 1/2 inch iron rod with cap set in the easterly line of Barbara Jordan Boulevard, a 93 foot wide dedicated right-of-way by Mueller Section 1 Phase A Subdivision, a subdivision of record in Document No. 200400079 of the Official Public Records of Travis County, Texas and also being the westernmost southwesterly corner of that certain 19.665 acre tract of land conveyed to Catellus Austin, LLC. by deed of record in Document No. 2003285270 of said Official Public Records, for the northwesterly corner hereof;

THENCE, leaving the easterly line of Interstate Highway 35, along the southerly and irregular westerly lines of said 19.665 acre tract, being the southerly and irregular westerly lines of said Mueller Section 1 Phase A Subdivision, for the northerly and irregular easterly lines hereof, the following fifteen (15) courses and distances:

- 1) S62°28'52"E, a distance of 1169.48 feet to a 1/2 inch iron rod with cap set;

- 2) S24°25'18"E, a distance of 40.89 feet to a 1/2 inch iron rod with cap set;
- 3) S27°31'08"W, a distance of 883.11 feet to a 1/2 inch iron rod with cap set;
- 4) S74°47'53"W, a distance of 26.50 feet to a 1/2 inch iron rod with cap set;
- 5) S40°04'19"W, a distance of 60.00 feet to a 1/2 inch iron rod with cap set for the point of curvature of a non-tangent curve to the right;
- 6) Along said non-tangent curve to the right having a radius of 756.00 feet, a central angle of 26°01'33", an arc length of 343.40 feet and a chord which bears S36°54'54"E, a distance of 340.46 feet to a 1/2 inch iron rod with cap set for the point of curvature of a reverse curve to the left;
- 7) Along said reverse curve to the left having a radius of 450.00 feet, a central angle of 38°34'45", an arc length of 303.00 feet and a chord which bears S43°11'30"E, a distance of 297.31 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 8) S62°28'52"E, a distance of 738.09 feet to a 1/2 inch iron rod with cap set;
- 9) S21°18'09"E, a distance of 8.87 feet to a 1/2 inch iron rod with cap set;
- 10) S27°31'08"W, a distance of 869.43 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the left;
- 11) Along said tangent curve to the left having a radius of 338.00 feet, a central angle of 36°07'49", an arc length of 213.14 feet and a chord which bears S09°27'14"W, a distance of 209.63 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 12) S08°36'41"E, a distance of 63.61 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the right;
- 13) Along said tangent curve to the right having a radius of 45.50 feet, a central angle of 90°00'00", an arc length of 71.47 feet and a chord which bears S36°23'19"W, a distance of 64.35 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 14) S81°23'19"W, a distance of 407.04 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the right;
- 15) Along said tangent curve to the right having a radius of 65.50 feet, a central angle of 21°02'04", an arc length of 24.05 feet and a chord which bears N88°05'39"W, a distance of 23.91 feet to a 1/2 inch iron rod with cap set in the curving easterly line of Airport Boulevard, being the southernmost southeasterly corner of said 19.665 acre tract, for the southeasterly corner hereof;

THENCE, along the curving easterly line of Airport Boulevard, being the southerly line hereof, along a non-tangent curve to the left having a radius of 1989.88 feet, a central angle of 14°40'44", an arc length of 509.79 feet and a chord which bears N42°45'31"W, a distance of 508.40 feet to the **POINT OF BEGINNING**, containing an area of 59.629 acres (2,597,450 sq. ft.) of land, more or less, within these metes and bounds.

**515.591 ACRES
MUELLER TRACT 4**

**FN NO. 04-408(MJJ)
AUGUST 5, 2004
BPI JOB NO. 1400-01.991**

DESCRIPTION OF A 515.591 ACRE TRACT OF LAND OUT OF THE THOMAS HAWKINS SURVEY NO. 9, THE J.P. WALLACE SURVEY NO. 57, THE JOSEPH BURLESON SURVEY, THE HENRY WARNELL SURVEY AND THE J.C. HARRELSON SURVEY, SITUATED IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS, BEING OUT OF THE FOLLOWING TRACTS OF LAND CONVEYED TO THE CITY OF AUSTIN IN THE FOLLOWING FIFTY-TWO (52) INSTRUMENTS OF RECORD IN THE DEED RECORDS OF TRAVIS COUNTY, TEXAS:

VOLUME 428, PAGE 242; VOLUME 428, PAGE 244; VOLUME 428, PAGE 245; VOLUME 430, PAGE 201, VOLUME 621, PAGE 31; VOLUME 651, PAGE 526; VOLUME 668, PAGE 396; VOLUME 681, PAGE 293; VOLUME 682, PAGE 289; VOLUME 2773, PAGE 8; VOLUME 2884, PAGE 462; VOLUME 2884, PAGE 469; VOLUME 2940, PAGE 2385; VOLUME 3063, PAGE 510; VOLUME 2992, PAGE 2172; VOLUME 3948, PAGE 320; VOLUME 2012, PAGE 421; VOLUME 1947, PAGE 78; VOLUME 1964, PAGE 397; VOLUME 1950, PAGE 94; VOLUME 1946, PAGE 385; VOLUME 1949, PAGE 332; VOLUME 1872, PAGE 131; VOLUME 1994, PAGE 238; VOLUME 1959, PAGE 430; VOLUME 2054, PAGE 266; VOLUME 2171, PAGE 381; VOLUME 2178, PAGE 344; VOLUME 2692, PAGE 463; VOLUME 3330, PAGE 1266; VOLUME 2172, PAGE 123; VOLUME 1688, PAGE 23; VOLUME 1698, PAGE 280; VOLUME 1707, PAGE 310; VOLUME 1698, PAGE 382; VOLUME 1700, PAGE 301; VOLUME 2539, PAGE 103; VOLUME 1714, PAGE 171; VOLUME 1714, PAGE 156; VOLUME 1714, PAGE 167; VOLUME 1714, PAGE 164; VOLUME 1699, PAGE 163; VOLUME 2394, PAGE 263; VOLUME 2388, PAGE 303; VOLUME 1714, PAGE 505; VOLUME 1814, PAGE 174; VOLUME 2388, PAGE 268; VOLUME 2171, PAGE 358; VOLUME 2927, PAGE 65; VOLUME 2211, PAGE 314; VOLUME 2518, PAGE 288; AND VOLUME 3637, PAGE 1979; AND ALSO BEING OUT OF PORTIONS OF THE FOLLOWING STREETS VACATED BY THE CITY OF AUSTIN: OLD MANOR ROAD (ORDINANCE NO. 570502-B); KLEBERG LANE (ORDINANCE NO. 570509-B); OLD MANOR ROAD (ORDINANCE NO. 580410-D); OLD MANOR ROAD AND NOLEN STREET (ORDINANCE NO. 610105-A); LOVELL DRIVE (ORDINANCE NO. 880414-E); WARWICK DRIVE; OLD MANOR ROAD (VOLUME 10942, PAGE 1004); LOVELL DRIVE (ORDINANCE NO. 791011-K, VOLUME 6776, PAGE 2043); NOLEN STREET (FILE NO. V 15-1215) AND OUT OF A PORTION OF LOVELL LANE, WARWICK DRIVE AND NOLEN STREET; AND ALSO BEING OUT OF A PORTION OF

LOTS 33-39, RIDGETOP GARDENS, OF RECORD IN BOOK 3, PAGE 50, OF LOTS 1-8, S.R. NOLEN SUBDIVISION, OF RECORD IN BOOK 3, PAGE 144, THE REMAINDER OF BLOCKS "A" AND "E" AND ALL OF BLOCK "D", DEVONSHIRE PARK, OF RECORD IN BOOK 6, PAGE 128, OF LOTS 1-5, BLOCK "A", LOTS 1-3, BLOCK "B" AND LOTS 1-8, BLOCK "F", DEVONSHIRE PARK SECTION ONE RESUBDIVISION, OF RECORD IN BOOK 9, PAGE 40 AND OF LOTS 1-5, BLOCK "C" AND LOTS 23 AND 24, BLOCK "F", DEVONSHIRE PARK SECTION TWO, OF RECORD IN BOOK 14, PAGE 56, ALL OF THE PLAT RECORDS OF TRAVIS COUNTY, TEXAS;

SAID 515.591 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a 1/2 inch iron rod with cap set in the southerly line of East 51st Street (90' R.O.W.), being the northeasterly corner of that certain 19.665 acre tract of land conveyed to Catellus Austin, LLC. by deed of record in Document No. 2003285270 of the Official Public Records of Travis County, Texas, for the northwesterly corner hereof;

THENCE, along the southerly line of East 51st Street, over and across Lots 33-39 of said Ridgetop Gardens, being over and across said City of Austin tracts of record in Volume 2773, Page 8, Volume 2884, Page 462, Volume 2884, Page 469, Volume 2940, Page 2385, Volume 3063, Page 510, Volume 2992, Page 2172, Volume 621, Page 31 and Volume 428, Page 245, for the most northerly line hereof, the following eight (8) courses and distances:

- 1) S62°28'52"E, a distance of 502.02 feet to a 1/2 inch iron rod found for the point of curvature of a non-tangent curve to the left;
- 2) Along said non-tangent curve to the left having a radius of 1702.35 feet, a central angle of 06°13'00", an arc length of 184.71 feet and a chord which bears S66°07'07"E, a distance of 184.62 feet to a 1/2 inch iron rod with cap found for the end of said curve;
- 3) S68°43'22"E, a distance of 73.30 feet to a 1 inch iron bolt found for the point of curvature of a non-tangent curve to the right;
- 4) Along said non-tangent curve to the right having a radius of 1330.45 feet, a central angle of 08°18'52", an arc length of 193.07 feet and a chord which bears S64°32'56"E, a distance of 192.90 feet to a 1/2 inch iron rod found for the end of said curve;
- 5) S60°20'26"E, a distance of 147.97 feet to a 1/2 inch iron rod found for the point of curvature of a non-tangent curve to the left;
- 6) Along said non-tangent curve to the right having a radius of 910.36 feet, a central angle of 25°35'26", an arc length of 406.60 feet and a chord which bears S47°40'24"E, a distance of 403.23 feet to a 1/2 inch iron rod found for the end of said curve;
- 7) S34°54'27"E, a distance of 106.67 feet to a 1/2 inch iron rod found for the point of curvature of a non-tangent curve to the left;

- 8) Along said non-tangent curve to the left having a radius of 1000.23 feet, a central angle of $14^{\circ}00'56''$, an arc length of 244.68 feet and a chord which bears $S41^{\circ}51'29''E$, a distance of 244.07 feet to a 1/2 inch iron rod with cap set for the northernmost northeasterly corner hereof;

THENCE, leaving the southerly line of East 51st Street, continuing over and across said City of Austin tract of record in Volume 428, Page 245, for a portion of the northerly line hereof, the following nine (9) courses and distances:

- 1) $S41^{\circ}08'03''W$, a distance of 393.66 feet to a 1/2 inch iron rod with cap set for an angle point;
- 2) $S03^{\circ}00'00''E$, a distance of 602.27 feet to a 1/2 inch iron rod with cap set for an angle point;
- 3) $N87^{\circ}00'00''E$, a distance of 521.40 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the right;
- 4) Along said tangent curve to the right having a radius of 120.00 feet, a central angle of $45^{\circ}19'09''$, an arc length of 94.92 feet and a chord which bears $S70^{\circ}20'25''E$, a distance of 92.46 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 5) $S47^{\circ}40'51''E$, a distance of 393.70 feet to a 1/2 inch iron rod with cap set for an angle point;
- 6) $S42^{\circ}04'53''W$, a distance of 259.62 feet to a 1/2 inch iron rod with cap set for an angle point;
- 7) $S48^{\circ}09'29''E$, a distance of 631.60 feet to a 1/2 inch iron rod with cap set for an angle point;
- 8) $N42^{\circ}17'44''E$, a distance of 278.81 feet to a 1/2 inch iron rod with cap found for an angle point;
- 9) $S42^{\circ}54'23''E$, a distance of 455.28 feet to a cut "X" found in concrete in the westerly line of that certain tract of land conveyed to the State of Texas by deed of record in Document No. 2000151986 of Official Public Records, being the easterly line of said City of Austin tract of record in Volume 428, Page 245, for an angle point hereof;

THENCE, $S26^{\circ}33'20''W$, along a portion of the easterly line of said City of Austin tract of record in Volume 428, Page 245, being a portion of the westerly line of said State of Texas tract of record in Document No. 2000151986, a distance of 26.13 feet to a punch hole found in concrete being an angle point in the easterly line of said City of Austin tract of record in Volume 428, Page 245 and the westernmost southwesterly corner of said State of Texas tract of record in Document No. 2000151986 for an angle point hereof;

THENCE, along the common line of said City of Austin tract of record in Volume 428, Page 245 and said State of Texas tract of record in Document No. 2000151986, for a portion of the northerly line hereof, the following two (2) courses and distances:

- 1) S57°42'29"E, a distance of 41.78 feet to a 3/8 inch iron pipe found for an angle point;
- 2) S28°33'02"W, a distance of 127.11 feet to a 1/2 inch iron rod found in the westerly line of that vacated portion of Old Manor Road by City of Austin Ordinance No. 880414-D of record in Volume 10942, Page 997 of said Real Property Records, for an angle point;

THENCE, S47°23'12"W, continuing along the common line of said City of Austin tract of record in Volume 428, Page 245 and said State of Texas tract of record in Document No. 2000151986, being the westerly line of said vacated portion of Old Manor Road by City of Austin Ordinance No. 880414-D, a distance of 104.60 feet to a 1/2 inch iron rod found at the southernmost southwesterly corner of said State of Texas tract of record in Document No. 2000151986, being the southwesterly corner of said vacated portion of Old Manor Road in Ordinance No. 880414-D, being the northwesterly corner of said vacated portion of Old Manor Road by Ordinance No. 880414-E of record in Volume 10942, Page 1004 of said Real Property Records, for an angle point hereof;

THENCE, S74°23'59"E, along the southerly line of said State of Texas tract of record in Document No. 2000151986, being the northerly line of said vacated portion of Old Manor Road in Volume 10942, Page 1004 and the southerly line of said vacated portion of Old Manor Road of record in Volume 10942, Page 997, for a portion of the northerly line hereof, a distance of 112.05 feet to a 1/2 inch iron rod found at the northeasterly corner of said vacated portion of Old Manor Road of record in Volume 10942, Page 1004, being the southeasterly corner of said vacated portion of Old Manor Road of record in Volume 10942, Page 997 and also being the northwesterly corner of said Lot 1, Block "A" Devonshire Park Section One Resubdivision;

THENCE, S62°09'12"E, along the northerly line of said City of Austin tract of record in Volume 2539, Page 103, being the northerly line of said Block "A" Devonshire Park Section One Resubdivision, being the southerly line of said State of Texas tract of record in Document No. 2000151986, a distance of 271.80 feet to a 1/2 inch iron rod found at the northwesterly corner of that certain 0.293 acre tract of land conveyed to the State of Texas by deed of record in Document No. 2000151987 of said Official Public Records;

THENCE, along the westerly and southerly lines of said 0.293 acre State of Texas tract, over and across said City of Austin tract of record in Volume 2539, Page 103, over and across said vacated portion of Warwick Drive of record in Volume 10942, Page 1004 and over and across said Block "A" and "B" Devonshire Park Section One Resubdivision, for a portion of the northerly line hereof, the following three (3) courses and distances:

- 1) S02°54'55"E, a distance of 183.39 feet to a cotton spindle found for an angle point;

- 2) N87°04'57"E, a distance of 53.72 feet to a cotton spindle found for the point of curvature of a non-tangent curve to the right;
- 3) Along said non-tangent curve to the right having a radius of 660.00 feet, a central angle of 02°16'57", an arc length of 26.29 feet and a chord which bears N88°10'51"E, a distance of 26.29 feet to a cotton spindle found at the southeasterly corner of said 0.293 acre State of Texas tract, being the southwesterly corner of that certain 0.349 acre tract of land conveyed to the State of Texas by deed of record in Document No. 2000151987 of said Official Public Records;

THENCE, continuing over and across said City of Austin tract of record in Volume 2539, Page 103, along the southerly and easterly lines of said 0.349 acre State of Texas tract, for a portion of the northerly line hereof, the following two (2) courses and distances:

- 1) Along a curve to the right having a radius of 660.00 feet, a central angle of 12°40'31", an arc length of 146.01 feet and a chord which bears S84°20'06"E, a distance of 145.71 feet to a cut "X" found in concrete at the southeasterly corner of said 0.349 acre State of Texas tract, for an angle point hereof;
- 2) N12°09'29"E, a distance of 64.44 feet to a 1/2 inch iron rod found in the northerly line of said City of Austin tract of record in Volume 2539, Page 103, being the northeasterly corner of said 0.349 acre State of Texas tract and the southwesterly corner of that certain tract of land conveyed to the Carter Family Partnership by deed of record in Volume 11359, Page 163 of said Real Property Records and also being the southeasterly corner of said State of Texas tract of record in Document No. 2000151986, for an angle point hereof;

THENCE, S62°21'20"E, along the northerly line of said City of Austin tract of record in Volume 2539, Page 103, being the southerly line of said Carter Family Partnership tract, for a portion of the northerly line hereof, a distance of 940.56 feet to a point in the curving westerly line of Manor Road (80' R.O.W.), being the northeasterly corner of said City of Austin tract of record in Volume 2539, Page 103 and the southwesterly corner of said Carter Family Partnership tract, for the easternmost northeasterly corner hereof;

THENCE, along the westerly line of Manor Road, being the easterly line of said City of Austin tract of record in Volume 2539, Page 103, for a portion of the easterly line hereof, along a curve to the left having a radius of 757.02 feet, a central angle of 10°09'02", an arc length of 134.12 feet and a chord which bears S03°43'49"W, a distance of 133.94 feet to a 1/2 inch iron rod with cap found for the end of said curve;

THENCE, S01°21'12"E, continuing along the westerly line of Manor Road, in part the easterly line of said City of Austin tract of record in Volume 2539, Page 103 and in part along the easterly line of said Block "C", Devonshire Park Section Two and in part along the easterly line of said vacated portion of Lovell Drive of record in Ordinance No. 791011-K, and in part with the easterly line of said Block "F", Devonshire Park Section Two and over and across said City

of Austin tract of record in Volume 1698, Page 382, a distance of 903.24 feet to a 1/2 inch iron rod with cap found for the point of curvature of a non-tangent curve to the right;

THENCE, continuing along the westerly line of Manor Road, over and across said City of Austin tracts of record in Volume 1698, Page 382, Volume 1814, Page 174, Volume 1714, Page 505 and said portion of vacated Kleberg Lane of record in Ordinance No. 570509-B, in part along the easterly lines of said City of Austin tracts of record in Volume 2927, Page 65, Volume 2178, Page 344, Volume 2171, Page 381, Volume 2692, Page 463 and Volume 2927, Page 65 and in part along the southeasterly line of said vacated portion of Old Manor Road of record in Ordinance No. 610105-A, for a portion of the easterly line hereof, the following seven (7) courses and distances:

- 1) Along a non-tangent curve to the right having a radius of 762.43 feet, a central angle of $111^{\circ}22'08''$, an arc length of 1481.97 feet and a chord which bears $S54^{\circ}20'59''W$, a distance of 1259.45 feet to a 1/2 inch iron rod with cap found for the end of said curve;
- 2) $N69^{\circ}58'23''W$, a distance of 241.22 feet to a 1 inch bolt found for the point of curvature of a non-tangent curve to the left;
- 3) Along said non-tangent curve to the left having a radius of 1472.70 feet, a central angle of $51^{\circ}30'54''$, an arc length of 1324.11 feet and a chord which bears $S84^{\circ}17'42''W$, a distance of 1279.96 feet to a 1/2 inch iron rod found for the end of said curve;
- 4) $S58^{\circ}32'03''W$, a distance of 1053.37 feet to a 1/2 inch iron rod found for an angle point;
- 5) $S58^{\circ}39'53''W$, a distance of 54.14 feet to a 1/2 inch iron rod found for an angle point;
- 6) $S49^{\circ}31'01''W$, a distance of 261.13 feet to a 1 inch bolt found for an angle point;
- 7) $S49^{\circ}28'18''W$, a distance of 72.03 feet to a 1/2 inch iron rod found at the intersection of the westerly line of Manor Road with the northerly line of Anchor Lane (50' R.O.W.), for the southernmost southeasterly corner hereof;

THENCE, along the northerly line of Anchor Lane, being the southerly line of said City of Austin tracts of record in Volume 2211, Page 314, Volume 2927, Page 65 and Volume 682, Page 289, being in part the northerly line of vacated Ease 38 1/2 Street of record in Ordinance R, Page 249 and in part the northerly lines of Lots 1 and 2, Block "E" Manor Hill, a subdivision of record in Book 8, Page 10 of said Plat Records, for the most southerly line hereof, the following two (2) courses and distances:

- 1) $N63^{\circ}09'44''W$, a distance of 1027.86 feet to a hilti nail found for an angle point;
- 2) $N63^{\circ}11'58''W$, a distance of 1049.66 feet to a 1/2 inch iron rod found at the intersection of the northerly line of Anchor Lane with the easterly line of Airport Boulevard (160' R.O.W.), for the southwesterly corner hereof;

THENCE, along the easterly line of Airport Boulevard, being the westerly lines of said City of Austin tract of record in Volume 682, Page 289 and over and across said City of Austin tract of record in Volume 668, Page 396, for the southwesterly line hereof, the following two (2) courses and distances:

- 1) N07°42'43"W, a distance of 1926.44 feet to a 1/2 inch iron pipe found for the point of curvature of a non-tangent curve to the left;
- 2) Along said non-tangent curve to the left having a radius of 1989.88 feet, a central angle of 23°44'16", an arc length of 824.41 feet and a chord which bears N19°40'05"W, a distance of 818.53 feet to a 1/2 inch iron rod with cap set for the southernmost southeasterly corner of said 19.665 acre Catellus Austin, LLC. tract, for an angle point hereof;

THENCE, leaving the easterly line of Airport Boulevard, being the easterly line of said 19.665 acre Catellus Austin, LLC. tract, for the westerly line hereof, the following fifteen (15) courses and distances:

- 1) Along a curve to the right having a radius of 15.50 feet, a central angle of 72°56'05", an arc length of 19.73 feet and a chord which bears N44°55'17"E, a distance of 18.43 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 2) N81°23'19"E, a distance of 362.05 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the right;
- 3) Along said tangent curve to the right having a radius of 75.50 feet, a central angle of 90°00'00", an arc length of 118.60 feet and a chord which bears S53°36'41"E, a distance of 106.77 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 4) S08°36'41"E, a distance of 34.00 feet to a 1/2 inch iron rod with cap set for an angle point;
- 5) N81°23'19"E, a distance of 50.00 feet to a 1/2 inch iron rod with cap set for an angle point;
- 6) N08°36'41"W, a distance of 35.50 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the right;
- 7) Along said tangent curve to the right having a radius of 85.50 feet, a central angle of 90°00'00", an arc length of 134.30 feet and a chord which bears N36°23'19"E, a distance of 120.92 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 8) N81°23'19"E, a distance of 38.50 feet to a 1/2 inch iron rod with cap set for an angle point;

- 9) N08°36'41"W, a distance of 84.00 feet to a 1/2 inch iron rod with cap set for an angle point;
- 10) S81°23'19"W, a distance of 35.50 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the right;
- 11) Along said tangent curve to the right having a radius of 55.50 feet, a central angle of 90°00'00", an arc length of 87.18 feet and a chord which bears N53°36'41"W, a distance of 78.49 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 12) N08°36'41"W, a distance of 65.11 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the right;
- 13) Along said tangent curve to the right having a radius of 222.00 feet, a central angle of 36°07'49", an arc length of 139.99 feet and a chord which bears N09°27'14"E, a distance of 137.68 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 14) N27°31'08"E, a distance of 2746.46 feet to a 1/2 inch iron rod with cap set for an angle point;
- 15) N72°02'38"E, a distance of 23.59 feet to the **POINT OF BEGINNING**, containing an area of 515.591 acres (22,459,129 sq. ft.) of land, more or less, within these metes and bounds.

**21.238 ACRES
MUELLER TRACT 5
FILM SOCIETY PROPERTY**

**FN NO. 04-407(MJJ)
AUGUST 5, 2004
BPI JOB NO. 1400-01.991**

DESCRIPTION OF A 21.238 ACRE TRACT OF LAND OUT OF THE JOSEPH BURLESON SURVEY, SITUATED IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS, BEING A PORTION OF THOSE CERTAIN TRACTS OF LAND CONVEYED TO THE CITY OF AUSTIN BY DEEDS OF RECORD IN VOLUME 621, PAGE 31 AND VOLUME 428, PAGE 245 BOTH OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS; SAID 21.238 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a 1/2 inch iron rod found in the curving southerly line of East 51st Street (R.O.W. varies), being the southwesterly corner of the westerly terminus of a portion of vacated Old 51st Street by City Ordinance No. 810129-K dated January 29, 1981 and the southwesterly

corner of Lot 1, FVMF Addition, a subdivision of record in Volume 80, Page 209 of the Plat Records of Travis County, Texas;

THENCE, S62°29'38"E, leaving the southerly line of East 51st Street, over and across said City of Austin tract, along the southerly line of vacated Old 51st Street, being a portion of the southerly line of said Lot 1 and also being a portion of the northerly line hereof, a distance of 328.97 feet to a 1/2 inch iron rod with cap set for the northeasterly corner hereof;

THENCE, leaving the southerly line of vacated Old 51st Street, being the southerly line of said Lot 1, over and across said City of Austin tracts, for the easterly, southerly and westerly lines hereof, the following six (6) courses and distances:

- 1) S42°04'53"W, a distance of 816.39 feet to a 1/2 inch iron rod with cap set for the southeasterly corner hereof;
- 2) N47°40'51"W, a distance of 393.70 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the left;
- 3) Along said tangent curve to the left having a radius of 120.00 feet, a central angle of 45°19'09", an arc length of 94.92 feet and a chord which bears N70°20'25"W, a distance of 92.46 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 4) S87°00'00"W, a distance of 521.40 feet to a 1/2 inch iron rod with cap set for the southwesterly corner hereof;
- 5) N03°00'00"W, a distance of 602.27 feet to a 1/2 inch iron rod with cap set for an angle point;
- 6) N41°08'03"E, a distance of 393.66 feet to a 1/2 inch iron rod with cap set in the curving southerly line of East 51st Street, for the northwesterly corner hereof;

THENCE, along the southerly line of East 51st Street, being a portion of the northerly line hereof, the following three (3) courses and distances:

- 1) Along a non-tangent curve to the left having a radius of 1000.23 feet, a central angle of 17°43'33", an arc length of 309.44 feet and a chord which bears S57°43'43"E, a distance of 308.21 feet to a 1/2 inch iron rod found for the end of said curve;

- 2) S66°37'37"E, a distance of 366.27 feet to a 1/2 inch iron rod found for the point of curvature of a non-tangent curve to the left;
- 3) Along said non-tangent curve to the left having a radius of 1477.39 feet, a central angle of 13°23'28", an arc length of 345.30 feet and a chord which bears S73°16'55"E, a distance of 344.51 feet to the **POINT OF BEGINNING**, containing an area of 21.238 acres (925,134 sq. ft.) of land, more or less, within these metes and bounds.

**16.839 ACRES
MUELLER TRACT 6
NATIONAL GUARD PROPERTY**

**FN NO. 04-312(MJJ)
AUGUST 5, 2004
BPI JOB NO. 1400-01.991**

DESCRIPTION OF A 16.839 ACRE TRACT OF LAND OUT OF THE JOSEPH BURLESON SURVEY, SITUATED IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS, BEING A PORTION OF THAT CERTAIN TRACT OF LAND CONVEYED TO THE CITY OF AUSTIN BY DEED OF RECORD IN VOLUME 428, PAGE 245 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS; SAID 16.839 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a spike nail found in the southerly line of vacated Old 51st Street by City Ordinance No. 810129-K dated January 29, 1981, being the southerly line of Lot 1, FVMF Addition, a subdivision of record in Volume 80, Page 209 of the Plat Records of Travis County, Texas and also being a point in the westerly line of that certain 13.94 acre lease to the 911 Emergency Management Center, for the northeasterly corner hereof;

THENCE, S42°17'44"W, leaving the southerly line of vacated Old 51st Street, being the southerly line of said Lot 1, over and across said City of Austin tract, along a portion of the westerly line of said 13.94 acre lease tract, passing at a distance of 960.00 feet a 1/2 inch iron rod with cap found for the southwesterly corner of said 13.94 acre lease tract and continuing for a total distance of 1238.81 feet to a 1/2 inch iron rod with cap set for the southeasterly corner hereof;

THENCE, continuing over and across said City of Austin tract, for the southerly and westerly lines hereof, the following two (2) courses and distances:

- 1) N48°09'29"W, a distance of 631.60 feet to a 1/2 inch iron rod with cap set for the southwesterly corner hereof;
- 2) N42°04'53"E, a distance of 1076.01 feet to a 1/2 inch iron rod with cap set in the southerly line of vacated Old 51st Street, being the southerly line of said Lot 1, for the northwesterly corner hereof;

THENCE, S62°29'38"E, along a portion of the southerly line of vacated Old 51st Street, being a portion of the southerly line of said Lot 1, for the northerly line hereof, a distance of 657.38 feet to the **POINT OF BEGINNING**, containing an area of 16.839 acres (733,496 sq. ft.) of land, more or less, within these metes and bounds.

**3.303 ACRES
MUELLER TRACT 7
WILBARGER CREEK**

**FN NO. 04-314(MJJ)
AUGUST 5, 2004
BPI JOB NO. 1400-01.991**

DESCRIPTION OF A 3.303 ACRE TRACT OF LAND OUT OF THE JOSEPH BURLESON SURVEY, THE HENRY WARNELL SURVEY AND THE A.B. SPEAR SURVEY, SITUATED IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS, BEING A PORTION OF THOSE CERTAIN TWO (2) 2 ACRE TRACTS OF LAND CALLED "FIRST TRACT" AND "SECOND TRACT" CONVEYED TO THE CITY OF AUSTIN BY DEED OF RECORD IN VOLUME 2376, PAGE 157, A PORTION OF THAT CERTAIN 1.83 ACRE TRACT OF LAND CONVEYED TO THE CITY OF AUSTIN BY DEED OF RECORD IN VOLUME 2683, PAGE 579, AND ALSO BEING A PORTION OF THAT CERTAIN 12,130 SQUARE FOOT TRACT OF LAND CONVEYED TO THE CITY OF AUSTIN BY DEED OF RECORD IN VOLUME 1111, PAGE 53 ALL OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS; SAID 3.303 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a brass disc found in concrete in the curving southerly line of East 51st Street (90' R.O.W.), being the northeasterly corner of Lot 1, F.V.M.F. Addition, a subdivision of record in Volume 80, Page 209 of the Plat Records of Travis County, Texas;

THENCE, along the curving southerly line of East 51st Street, being the most northerly line hereof, along a curve to the right having a radius of 852.39 feet, a central angle of 21°07'33", an arc length of 314.29 feet and a chord which bears S74°47'47"E, a distance of 312.51 feet to a 1/2 inch iron rod found at the northwesterly corner of Lot 1-A, Resubdivision of Lot 62, Manor Hills Section 8, a subdivision of record in Volume 17, Page 98 of said Plat Records, for the northernmost northeasterly corner hereof;

THENCE, leaving the southerly line of East 51st Street, along the westerly line of said Lot 1-A and along the westerly line and southerly line of Lot 8-A of said Resubdivision of Lot 62, Manor Hills Section 8, being a portion of the northerly line hereof, the following six (6) courses and distances:

- 1) S27°30'28"W, a distance of 25.31 feet to a 1/2 inch iron rod found for an angle point;
- 2) S23°04'23"W, a distance of 188.55 feet to a 5/8 inch iron pipe found at the southwesterly corner of said Lot 8-A, for an angle point hereof;
- 3) S39°44'32"E, a distance of 91.31 feet to a 1/2 inch iron rod with cap found for an angle point;

- 4) S25°32'32"E, a distance of 77.82 feet cut "X" in concrete found for an angle point;
- 5) S38°47'32"E, a distance of 175.06 feet to a 1/2 inch iron rod found for an angle point;
- 6) S58°36'11"E, a distance of 135.00 feet to a point in the curving westerly line of Old Manor Road (R.O.W. varies), being the southeasterly corner of said Lot 8-A, for the easternmost northeasterly corner hereof;

THENCE, along the curving westerly line of Old Manor Road, for the easterly line hereof, along a curve to the left having a radius of 2250.00 feet, a central angle of 04°46'58", an arc length of 187.82 feet and a chord which bears S51°34'00"W, a distance of 187.77 feet to a 1/2 inch iron rod found for the southeasterly corner hereof;

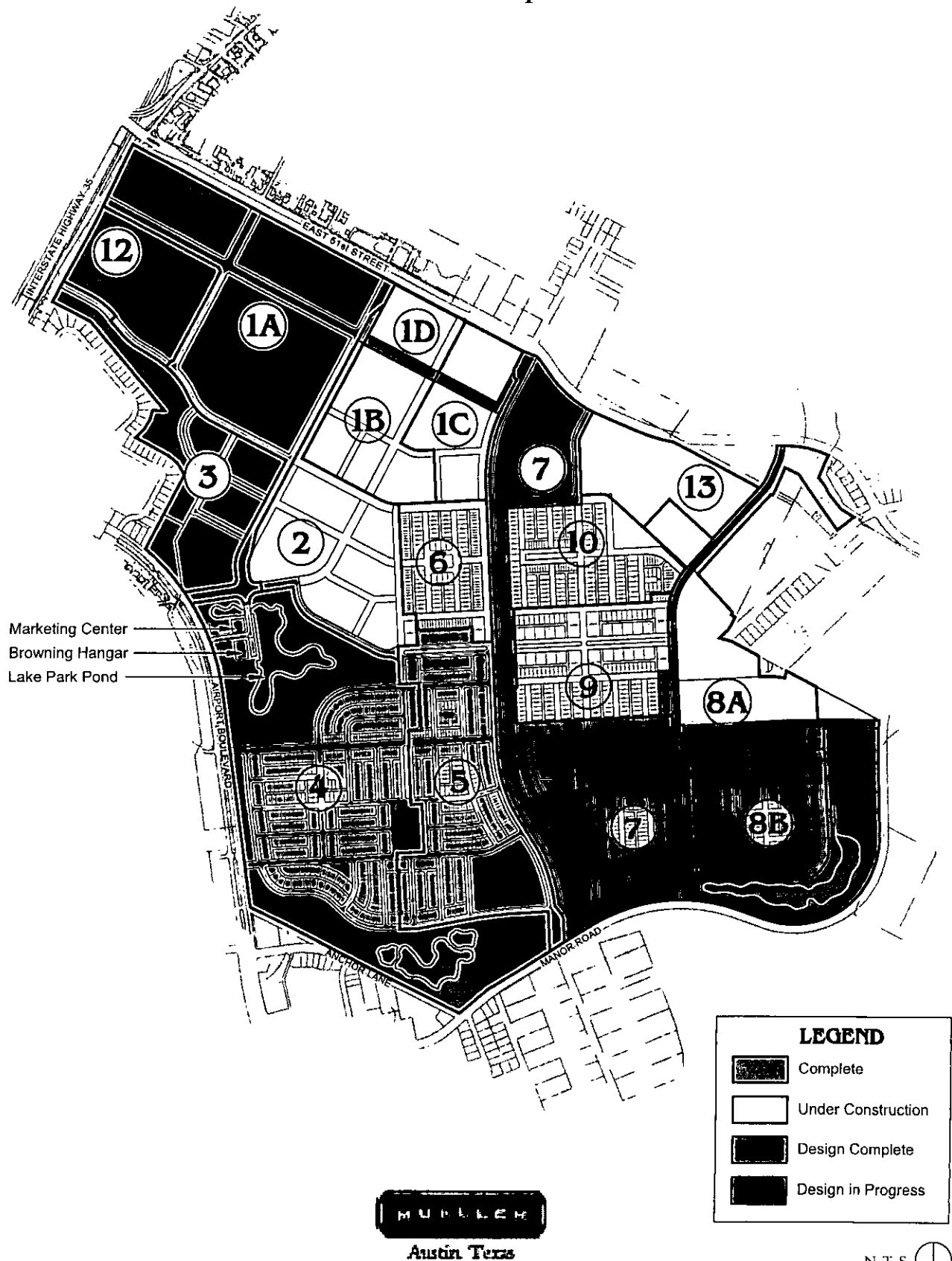
THENCE, leaving the westerly line of Old Manor Road, over and across said 1.83 acre tract, said 12,130 square foot tract, said 2 acre "Second Tract" and said 2 acre "First Tract", for the southerly line hereof, the following (2) courses and distances:

- 1) N35°04'40"W, a distance of 603.91 feet to a 1/2 inch iron rod with cap found for an angle point;
- 2) N64°41'10"W, a distance of 132.39 feet to a 1/2 inch iron rod with cap found in the easterly line of said Lot 1, being the westerly line of said 2 acre "First Tract", for the southwesterly corner hereof;

THENCE, N22°59'00"E, along a portion of the easterly line of said Lot 1, being a portion of the westerly line of said 2 acre "First Tract", for the westerly line hereof, a distance of 207.43 feet to the **POINT OF BEGINNING**, containing an area of 3.303 acres (143,875 sq. ft.) of land, more or less, within these metes and bounds.

Exhibit 5-12

Infrastructure Completed to Date



Infrastructure Status Map
 Prepared for Catellus Austin, LLC by RVI

DISPATCH 21, 2009

Exhibit 2
Property as of Date of TIRZ Creation

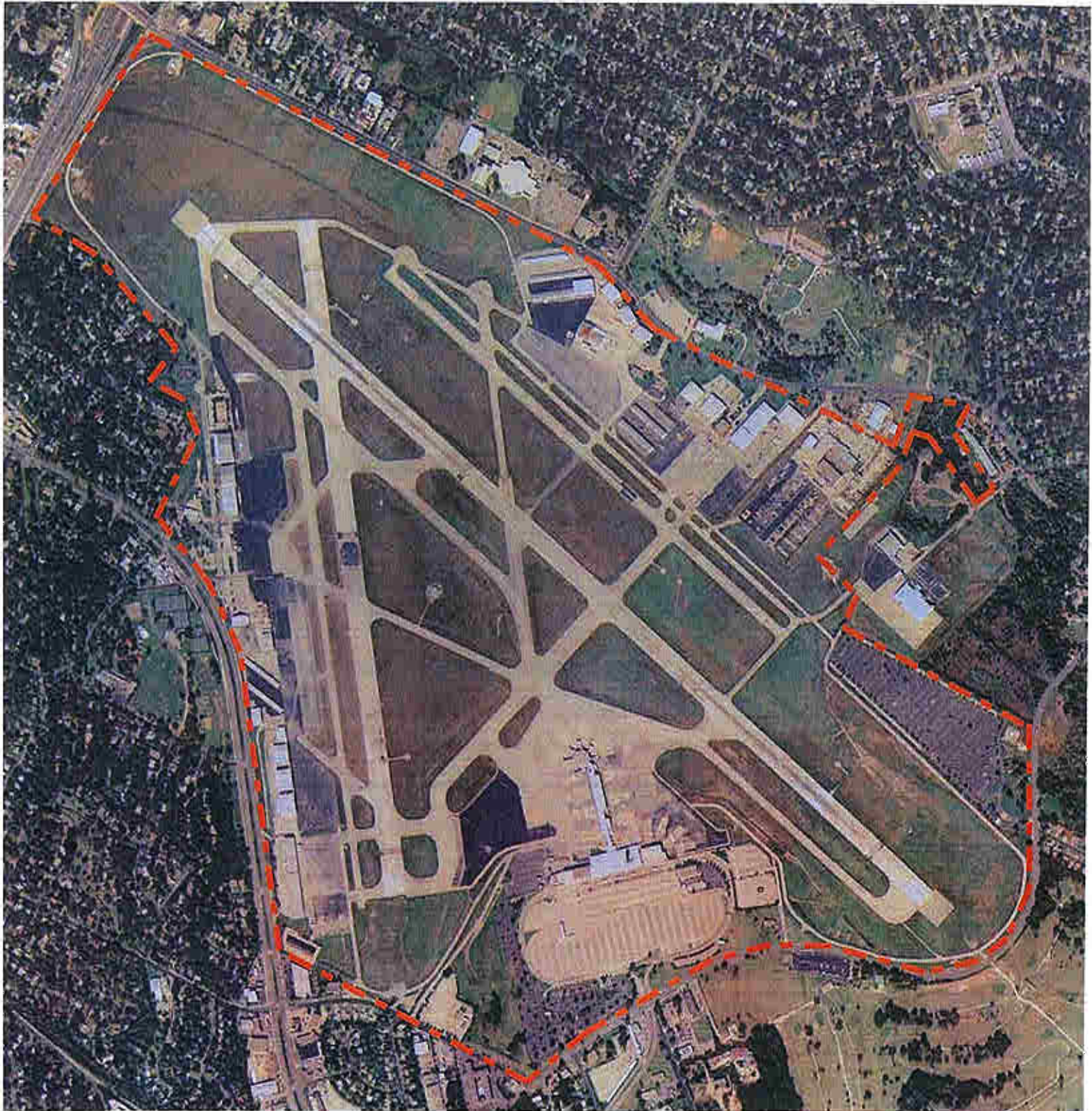
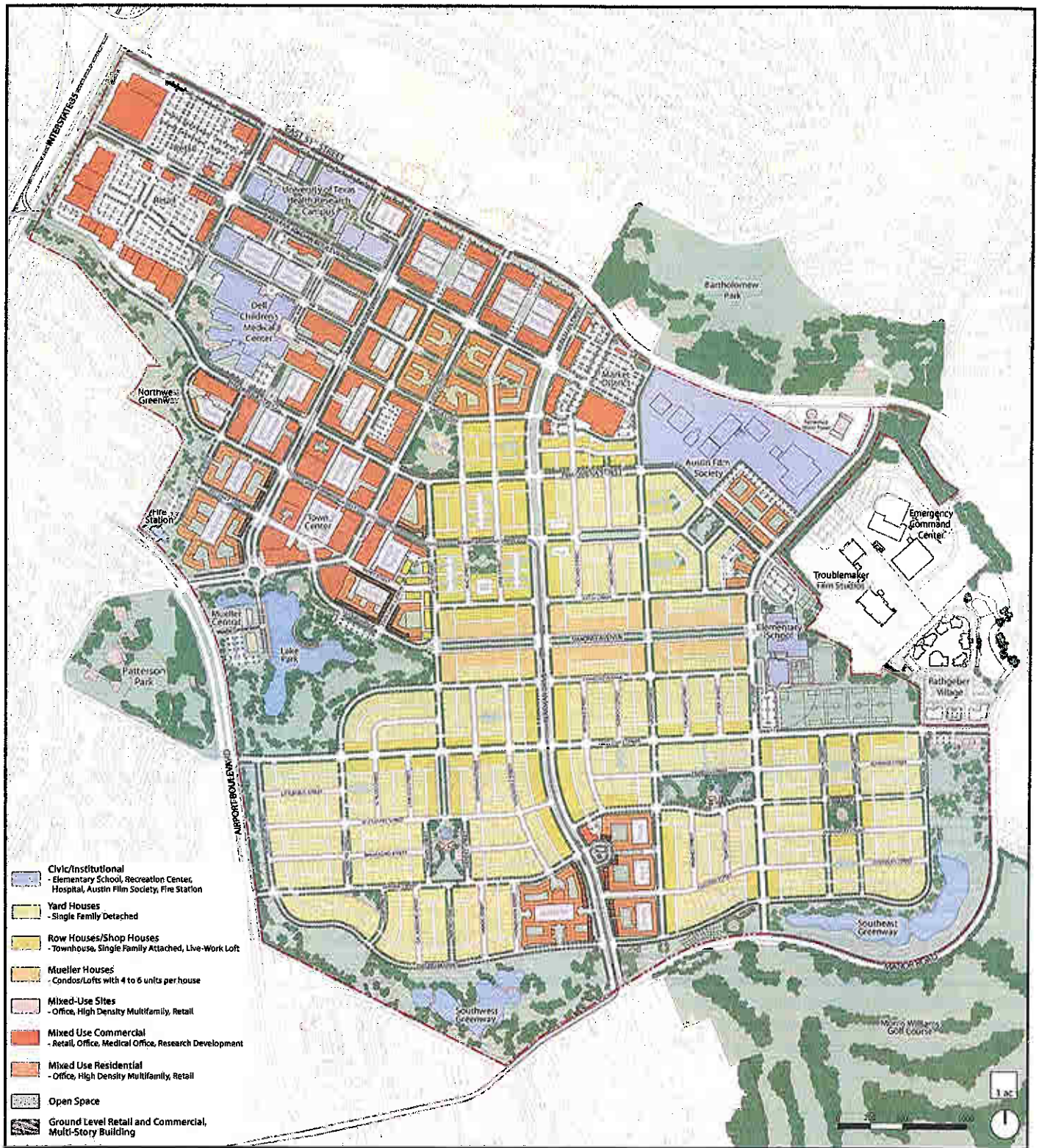


Exhibit 3 Proposed Project Plan at Build-out



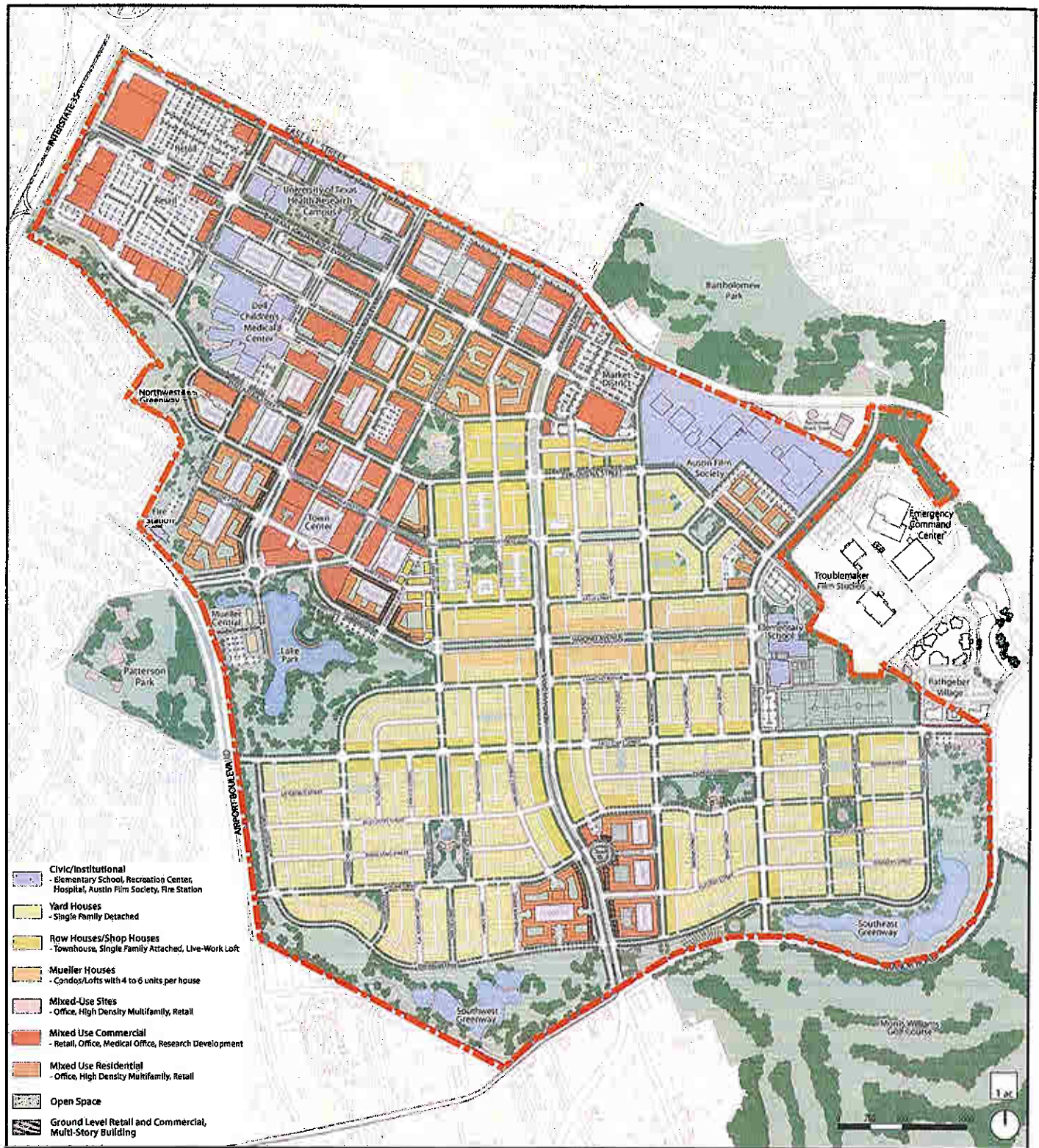
The information contained in this site plan is subject to change without notice. Each of Catellus Development Group, Catellus Development Corporation, Prologis, their affiliates and representatives makes, and expressly disclaims any representations or warranties as to the accuracy of the site plan or that the site plan will not change. Each party receiving this site plan acknowledges it is relying on its own investigations in connection with the Mueller property and not on any statements in the site plan or on the site plan not changing.

MUELLER

ILLUSTRATIVE PLAN

Prepared for Catellus Development Group by ROMA Austin

Exhibit 4 TIRZ Boundaries



The information contained in this site plan is subject to change without notice. Each of Catellus Development Group, Catellus Development Corporation, Prologis, their affiliates and representatives makes, and expressly disclaims any representations or warranties as to the accuracy of the site plan or that the site plan will not change. Each party receiving this site plan acknowledges it is relying on its own investigations in connection with the Mueller property and not on any statements in the site plan or on the site plan not changing.

MUELLER

ILLUSTRATIVE PLAN

Prepared for Catellus Development Group by ROMA Austin

Exhibit 5-1 | Roadways

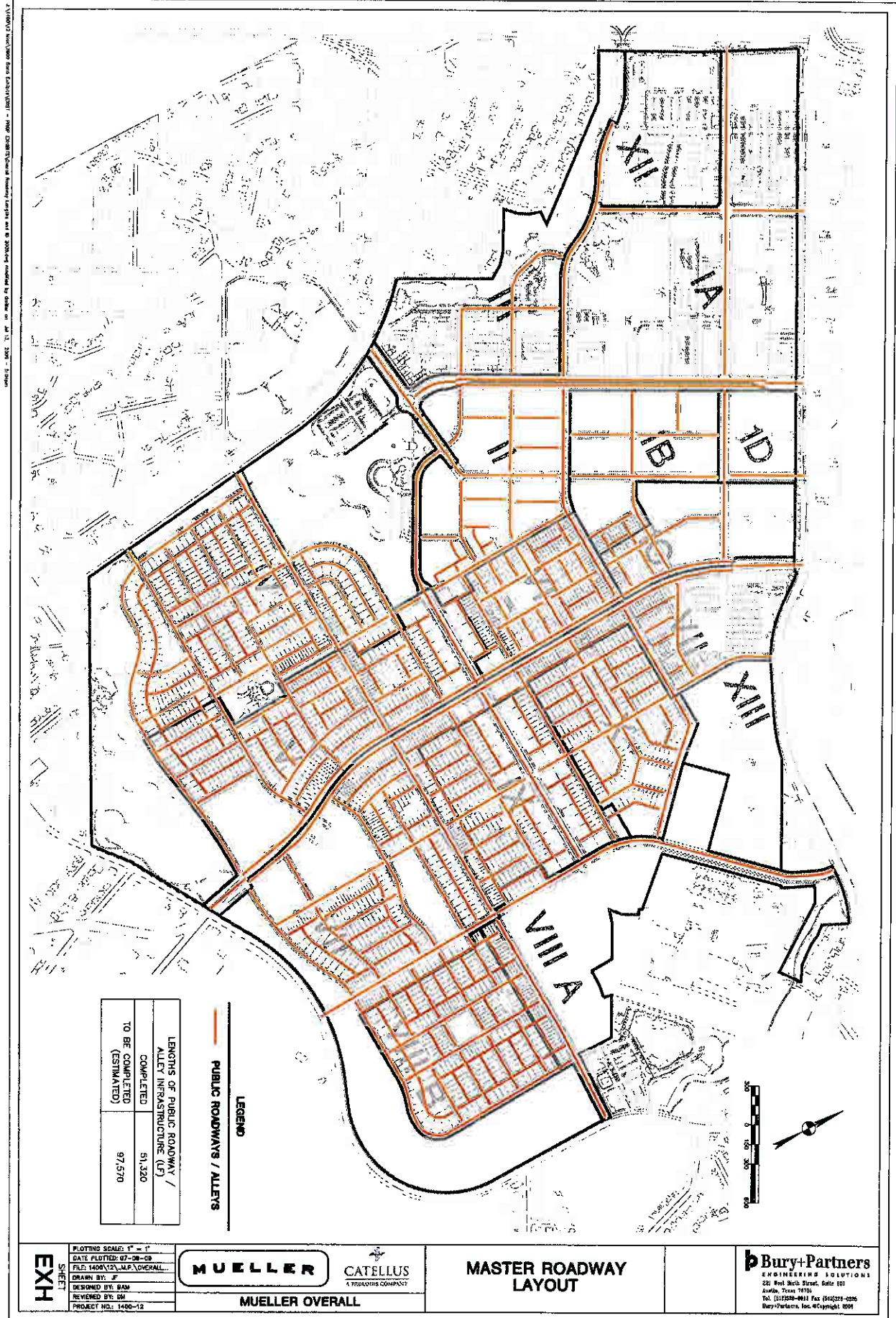
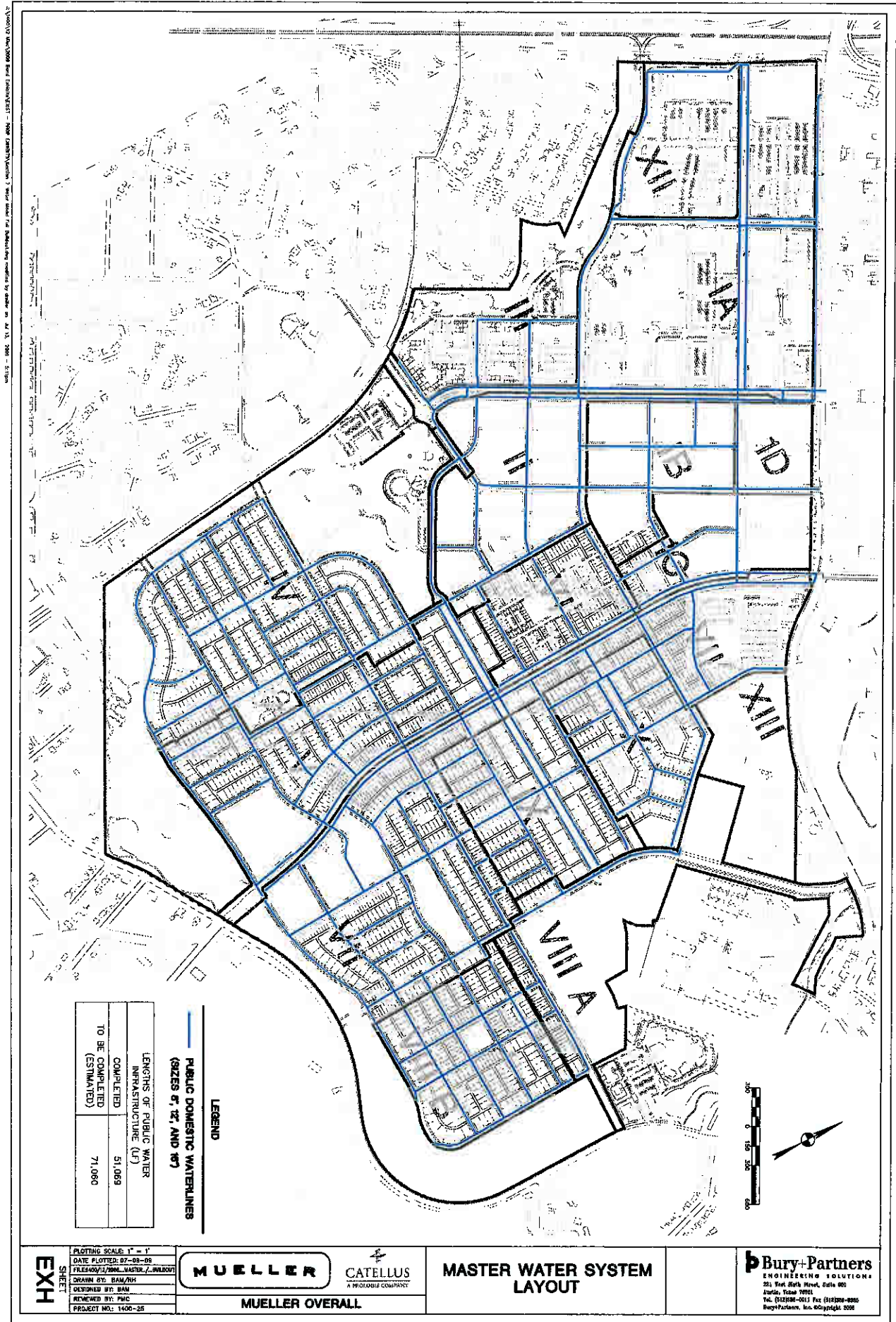


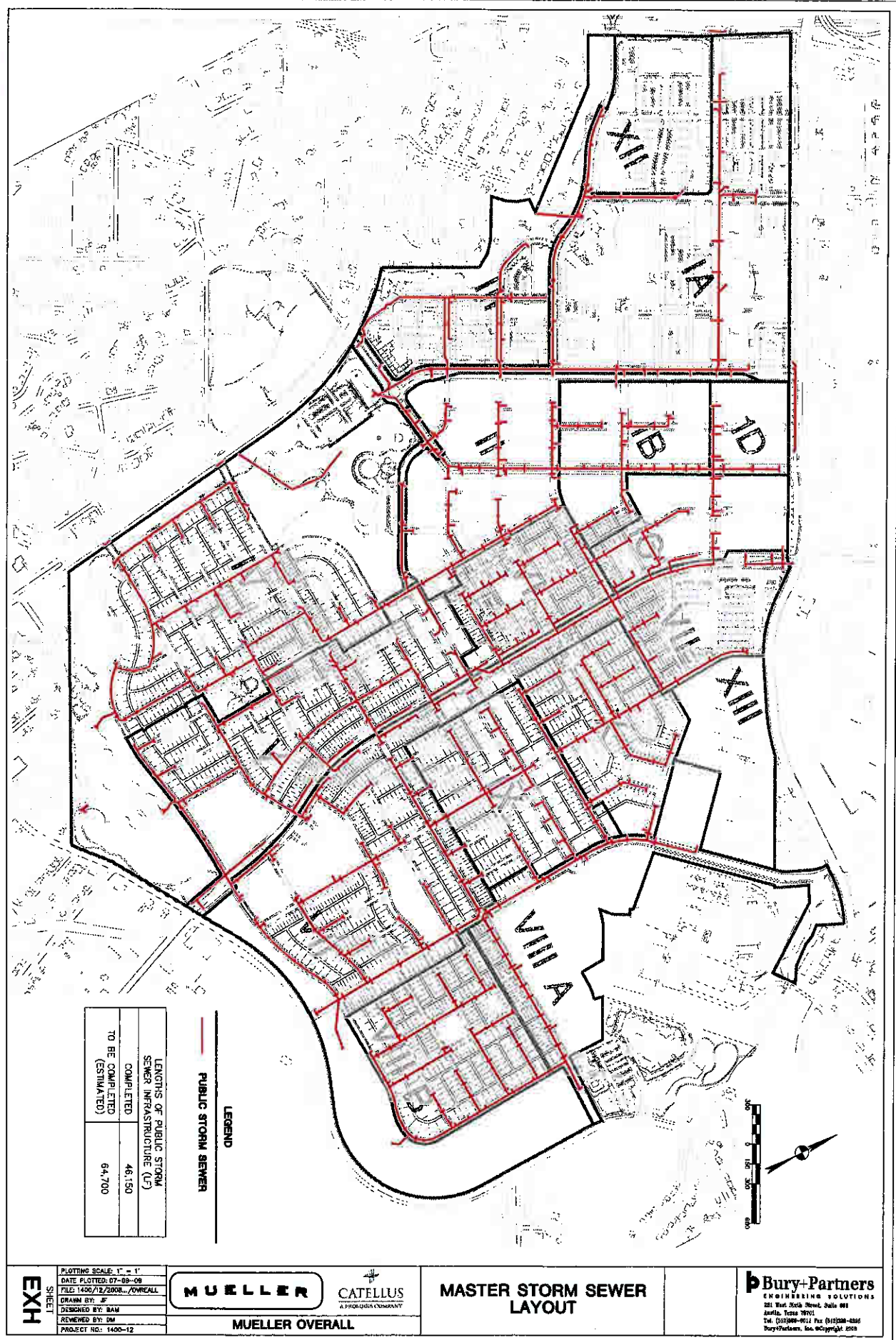
Exhibit 5-2 | Water



2/16/01/12 Mike/K2003 Bond Edition/Vol 1/121 - PROOF DOCUMENTS/please see below 07-03-09 changed by daniel on Jul 12, 2009 - 5:03pm



24/10/2009 14:00:09 Error: Email address - PROOF EXHIBIT 3 (Forward Screening modified by author on Jul 12, 2009 - 5:59pm)



doi:10.1371/journal.pone.0219587.g002



Exhibit 5-6 | Lake Park



Lake Park: 30.13 total acres
(This acreage does not include the Visitor's Center or the Browning Hangar)

Improvements	Quantity
Hardscape Improvements	
Simond Ave. Parking Lot: exposed aggregate concrete with ribbon curb	46 spaces
Stabilized Decomposed Granite Trail	12,585 sf
Concrete Trail w/ exposed aggregate	53,620 sf
Amphitheatre w/ broom finish concrete	310 sf
Entry Drive and Pedestrian Paving: Hanover asphalt pavers	5,600 sf
"Beaches" with Boulders & Rough-Back Lueders Limestone Paving	200 lf
Flagstone Path at "Beach" edge	440 sf
Concrete Retaining Wall, max. 18" height	350 lf
Steel Trellis w/ cast-in-place Concrete Columns, inc. 18" Wall	240 lf
Stone Fire Ring w/ Steel Grate	1 ea
Landscape Improvements	
Shade Trees	690 ea
Ornamental Trees	300 ea
Mulched Plant Beds	21,150 sf
Bermuda Grass	3.8 ac
Wet Pond	
Wet Pond Planting	39,000 sf
Wet Pond Make-up Water	
Floating Fountains w/ Lights	2 ea
Pond Aerator	2 ea
Concrete Bulkhead Edges	950 lf
Stepped Stone Bulkhead Edge, 12' height	490 lf
Irrigation	
Reclaimed Water Irrigation System	22 ac
Hunter ACC Irrigation Controller w/ Decoders	2 ea
Restroom/ Storage Building	
	900 sf

Improvements	Quantity
Furniture	
Drinking Fountain Model No. 440-SM-SS-FR, by Most Dependable Fountains	3 ea
Drinking Fountain Model No. 493-SM-SS-FR, by Most Dependable Fountains	1 ea
Trash Receptacles Model No. 157-32-25BT, by DuMor	9 ea
Recycling Receptacles Model No. 157-32-25RC, by DuMor	9 ea
Pet Station Model No. JJB12A-SP, by JJB	3 ea
Bike Racks Model 83-00G, by DuMor	10 ea
Free-standing Charcoal Grill	2 ea
Stone/Concrete Picnic Table w/ Bench Seats	9 ea
Concrete Table, round, with seating	7 ea
Concrete Bench w/ Ipe Slats Model No. 3238-P, by Kenneth Lynch & Sons	34 ea
Trailhead	
Exercise Equipment, by Kompan	6 ea
Outdoor Shower Model No. 500-SS-SM, by Most Dependable Fountains	1 ea
Rubberized Safety Surface	875 sf
Playscape	
Playscape Equipment, by Kompan	11 ea
Play Equipment, Swings, Sand Play	
Playscape & Swings w/ eng. wood fiber mulch & drainage system	7,282 sf
Sand Play Area	346 sf
Fence	800 lf
Gate	3 ea

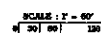
NOTE: This list has been developed from construction documents. Final quantities of items may vary from quantities on this list. Items from the Visitor's Center and Browning Hangar are not listed here.



FILE: L58823430MaintenanceMaintenance-Enlarged Plans-civiltying
The developer has received the right-of-way notice, to make changes to this map and other aspects of the development to comply with governmental requirements and to fulfill its mandatory objective.

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LAKE PARK



All information furnished regarding this property is from sources deemed reliable. However, RFL has not made an independent investigation of these sources and no warranty or representation is made by RFL as to the accuracy thereof and same is submitted subject to errors, omissions, land price changes, or other nonconditions. This land plan is made available in nature and does not represent any regulatory approval. Land plans are subject to change.

Exhibit 5-7 | Northwest Greenway



Northwest Greenway: 13.65 total acres
This area includes Fire Station Lot (2.37 ac) & excludes
Existing Detention Pond (1.41 ac).

Improvements	Quantities
Hardscape Improvements	
Stabilized Decomposed Granite Trail	44,065 sf
Concrete Trail w/ exposed aggregate	7,300 sf
Playscape & Swings w/ eng. wood fiber mulch and drainage system	4,300 sf
Lueders Limestone Paving	2,340 sf
Steel Pavilion w/ cast-in-place Concrete Columns, inc. 18" Wall	1,800 sf
Stone Retaining Walls	100 lf
Stone Band	95 lf
Landscape Improvements	
Shade Trees	184 ea
Ornamental Trees	119 ea
Mulched Plant Beds	36,980 sf
Naturalistic Buffer Planting at fence	2,255 lf
Turf grass	260,721 sf
Native grass & Wildflower Mix	228,778 sf
Furniture	
Drinking Fountain	2 ea
Model No. 2002 SM, by Most Dependable Fountains	
Stone/concrete picnic table with bench seats	4 ea
Recycled plastic lumber picnic table on d.g.	4 ea
Model Gretchen, by Landscape Forms	
Bench	7 ea
Model Gretchen w/ arms, by Landscape Forms	
Trash Receptacle	4 ea
Model No. 157-32-25BT, by DuMor	
Bike Rack	1 ea
Model No. 130-30-S1, by DuMor	
Fencing	
CMU Block Fence Columns	21 ea
Ornamental Steel Fence	3,590 lf
Concrete Privacy Fence	900 lf
Irrigation	
Reclaimed Water Irrigation System	12 ac
Hunter ACC Irrigation Controller w/ Decoders	1 ea

NOTE: This list has been developed from construction documents.
Final quantities of items may vary from quantities on this list.



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NORTHWEST GREENWAY

SCALES: 1" = 80'
1" = 50' 50' 100'



All information furnished regarding this property is from sources deemed reliable. However, it is not made an independent investigation of these sources and no warranty or representation is made by this firm as to the accuracy of the same. It is recommended that the client obtain a professional survey and/or other information to verify the information furnished. The firm shall not be responsible for errors or omissions in this plan or for any consequences arising therefrom. This plan is subject to change.

Exhibit 5-8 | Southwest Greenway



Southwest Greenway: 32.35 total acres

Improvements	Quantity
Hardscape Improvements	
Stabilized Decomposed Granite Trail	45,000 sf
Concrete Trail w/ exposed aggregate	20,150 sf
Interpretive Signage	1
Overlook w/ Concrete Wall	50 lf
Boulder Wall	80 lf
Ornamental Steel Fence	1,175 lf
CMU Block Fence Columns	8 ea
Landscape Improvements	
Dry Creek Bed w/ Boulders	980 sf
Demonstration Gardens	6,500 sf
Monoculture Garden	28,800 sf
Shade Trees	310 ea
Ornamental Trees	270 ea
Mixed Grass Prairie	5 ac
Tall Grass Prairie	4 ac
Short Grass Savanna	6 ac
Roadside Wildflower Planting at Mueller Boundary	3 ac
Mowed Paths	1,995 lf
Furniture	
Bench by Landscape Forms	19 ea
Drinking Fountain	1 ea
Pet Station	1 ea
Model No. JJB 12A-SP, by JJB	
Stone/concrete picnic table with bench seats	13 ea
Stone benches	17 ea
Trash receptacle	13 ea
Model No. 157-32-25BT, by DuMor	
Recycling receptacle	13 ea
Model No. 157-32-25RC, by DuMor	
Bike rack	4 ea
Model No. 83-00/S-2, by DuMor	

Improvements	Quantity
Wet Pond	
Wet Pond Edge Planting	1,265 lf
Wet Pond Make-up Water	
Irrigation	
Reclaimed Water Irrigation System	28 ac
Hunter ACC Irrigation Controller w/ Decoders	1 ea

NOTE: This list has been developed from construction documents. Final quantities of items may vary from quantities on this list.

Exhibit 5-10 | Neighborhood Park at Swim Center



Swim Center: 2.48 total acres

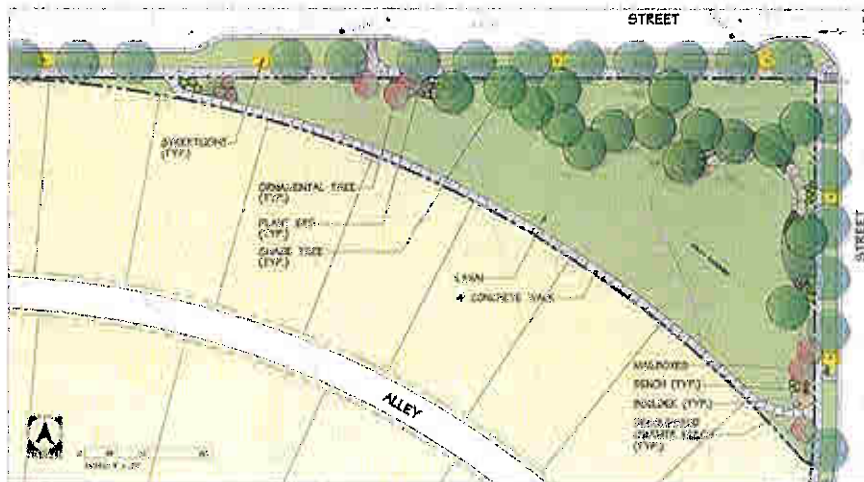
Improvements	Quantity
Hardscape Improvements	
Stabilized Decomposed Granite Trail	2,710 sf
Concrete Trail and Paving	9,000 sf
Basketball Court	5,040 sf
Playscape w/ safety surfacing	2,775 sf
Ornamental Steel Fence, 4' height	265 lf
Ornamental Steel Fence, 6' height	450 lf
Stone Wall, variable height	900 lf
Landscape Improvements	
Shade Trees	167 ea
Ornamental Trees	33 ea
Lawn	67,385 sf
Mulched Plant Beds	18,710 sf
Irrigation (lawn & beds)	86,095 sf

Improvements	Quantity
Furniture	
Benches	17 ea
Picnic Table w/ Bench Seats	10 ea
Round Table	6 ea
Table Umbrellas	7 ea
Dual Purpose Recycle / Litter Receptacle	10 ea
Bike Racks	14 ea
Drinking Fountain	3 ea
Telephone Call Box	1 ea
Bathhouse (footprint)	3,255 sf
Swimming Pool	4,795 sf

NOTE: This list has been developed from construction documents. Final quantities of items may vary from quantities on this list.

NOTE: Costs associated with the Swim Center facility are not included for reimbursement from the TIRZ.

Exhibit 5-11 | Neighborhood Park Triangle



Neighborhood Park: 0.52 total acres

Improvements	Quantity
Hardscape Improvements	
Decomposed Granite	225 sf
Concrete Trail	1,400 sf
Boulder Wall	50 lf
Landscape Improvements	
Shade Trees	16 ea
Ornamental Trees	6 ea
Lawn	19,425 sf
Mulched Plant Beds	1,815 sf
Irrigation	
Irrigation System - potable water	21,240 sf
Hunter ICC Irrigation Controller	1 ea
Furniture	
Benches	2 ea

NOTE This list has been developed from construction documents. Final quantities of items may vary from quantities on this list.

Exhibit 5-12

Infrastructure Completed to Date



HURLEY

Austin, Texas

Infrastructure Status Map
Prepared for Catellus Austin, LLC by RVI

EXHIBIT 5-12

N. T. S.

Exhibit 6
Mueller TIF (City of Austin TIF Reinvestment Zone No. 16)
Actual, Estimated, and Projected Buildout and Tax Revenues Schedule

Tax Year	Fiscal Year	Estimated City Tax		Assessed Value		Total Property Tax		Notes
		Base		Increment		Revenue		
2005 Actual	2006 Actual	\$	-	\$	-	\$	-	
2006 Actual	2007 Actual	\$	-	\$	-	\$	-	
2007 Actual	2008 Actual	\$	52,866,137	\$	52,866,137	\$	213,262	Note 1
2008 Estimated	2009 Estimated	\$	120,170,029	\$	120,170,029	\$	482,122	Note 2
	2009	2010	\$ 286,989,618	\$	286,989,618	\$	1,242,091	Note 3
	2010	2011	\$ 385,387,260	\$	385,387,260	\$	1,667,956	
	2011	2012	\$ 448,834,657	\$	448,834,657	\$	1,942,556	
	2012	2013	\$ 542,279,373	\$	542,279,373	\$	2,346,985	
	2013	2014	\$ 598,382,754	\$	598,382,754	\$	2,589,801	
	2014	2015	\$ 671,228,337	\$	671,228,337	\$	2,905,076	
	2015	2016	\$ 806,041,487	\$	806,041,487	\$	3,488,548	
	2016	2017	\$ 886,183,193	\$	886,183,193	\$	3,835,401	
	2017	2018	\$ 1,027,015,139	\$	1,027,015,139	\$	4,444,922	
	2018	2019	\$ 1,065,014,700	\$	1,065,014,700	\$	4,609,384	
	2019	2020	\$ 1,104,420,244	\$	1,104,420,244	\$	4,779,931	
	2020	2021	\$ 1,145,283,793	\$	1,145,283,793	\$	4,956,788	
	2021	2022	\$ 1,187,659,293	\$	1,187,659,293	\$	5,140,189	
	2022	2023	\$ 1,231,602,687	\$	1,231,602,687	\$	5,330,376	
	2023	2024	\$ 1,277,171,986	\$	1,277,171,986	\$	5,527,600	
	2024	2025	\$ 1,324,427,350	\$	1,324,427,350	\$	5,732,122	
	2025	2026	\$ 1,373,431,162	\$	1,373,431,162	\$	5,944,210	
	2026	2027	\$ 1,424,248,114	\$	1,424,248,114	\$	6,164,146	
	2027	2028	\$ 1,476,945,295	\$	1,476,945,295	\$	6,392,219	
	2028	2029	\$ 1,531,592,271	\$	1,531,592,271	\$	6,628,731	
	2029	2030	\$ 1,588,261,185	\$	1,588,261,185	\$	6,873,994	
	2030	2031	\$ 1,647,026,848	\$	1,647,026,848	\$	7,128,332	
	2031	2032	\$ 1,707,966,842	\$	1,707,966,842	\$	7,392,080	
	2032	2033	\$ 1,771,161,615	\$	1,771,161,615	\$	7,665,587	
	2033	2034	\$ 1,836,694,595	\$	1,836,694,595	\$	7,949,214	
	2034	2035	\$ 1,904,652,295	\$	1,904,652,295	\$	8,243,335	
	2035	2036	\$ 1,975,124,430	\$	1,975,124,430	\$	8,548,339	
	2036	2037	\$ 2,048,204,034	\$	2,048,204,034	\$	8,864,627	
	2037	2038	\$ 2,123,987,583	\$	2,123,987,583	\$	9,192,618	
	2038	2039	\$ 2,202,575,123	\$	2,202,575,123	\$	9,532,745	
	2039	2040	\$ 2,284,070,403	\$	2,284,070,403	\$	9,885,457	
	2040	2041	\$ 2,368,581,008	\$	2,368,581,008	\$	10,251,219	
	2041	2042	\$ 2,456,218,505	\$	2,456,218,505	\$	10,630,514	
	2042	2043	\$ 2,547,098,590	\$	2,547,098,590	\$	11,023,843	
	2043	2044	\$ 2,641,341,238	\$	2,641,341,238	\$	11,431,725	
	2044	2045	\$ 2,739,070,863	\$	2,739,070,863	\$	11,854,699	
	2045	2046	\$ 2,840,416,485	\$	2,840,416,485	\$	12,293,323	

Note 1 - Not transferred until fiscal year 2009

Note 2 - Actual transfer based on estimated AV

Note 3 - Preliminary AV received from TCAD