



Zoning Case No. C14-2008-0123

AUSTIN CITY CLERK
POSTING: DATE/TIMERESTRICTIVE COVENANT2010 APR 12 9:11 33
OWNER: South Austin I-35 Associates, a California limited partnership

ADDRESS: 24012 Calle de la Plata, Suite 460, Laguna Hills, CA 92653

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

PROPERTY: Being 60.597 acres of land consisting of a 54.597 acre tract of land and a 6.0 acre tract of land, more or less, out of the Santiago Del Valle Grant, Abstract No. 24, in Travis County, the tracts of land being more particularly described by metes and bounds in Exhibit "A" incorporated into this restrictive covenant.

WHEREAS, the Owner (the "Owner", whether one or more) of the Property and the City of Austin have agreed that the Property should be impressed with certain covenants and restrictions;

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

1. A site plan or building permit for the Property may not be approved, released, or issued, if the completed development or uses of the Property, considered cumulatively with all existing or previously authorized development and uses, generate traffic that exceeds the total traffic generation for the Property as specified in that certain Traffic Impact Analysis ("TIA") prepared by HDR/WHM Transportation Engineering, Inc., dated October 15, 2009, or as amended and approved by the Director of the Planning and Development Review Department ("PDRD"). All development on the Property is subject to the recommendations contained in the memorandum from the Transportation Review Section of the PDRD, dated February 25, 2010. The TIA shall be kept on file at the PDRD.
2. Twenty-four hour commercial operations or uses are prohibited within 200 feet of Bluff Springs Road.
3. If any person or entity shall violate or attempt to violate this Agreement, it shall be lawful for the City of Austin to prosecute proceedings at law or in equity against such person or entity violating or attempting to violate such Agreement, to prevent the person or entity from such actions, and to collect damages for such actions.
3. If any part of this Agreement is declared invalid, by judgment or court order, the same shall in no way affect any of the other provisions of this Agreement, and such remaining portion of this Agreement shall remain in full effect.

3-11-10
52

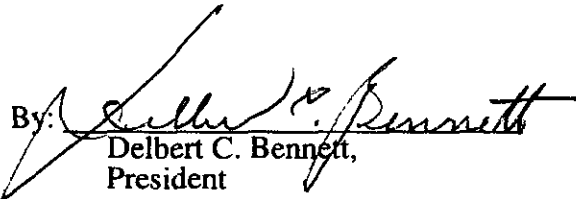
4. If at any time the City of Austin fails to enforce this Agreement, whether or not any violations of it are known, such failure shall not constitute a waiver or estoppel of the right to enforce it.
5. This Agreement may be modified, amended, or terminated only by joint action of both (a) a majority of the members of the City Council of the City of Austin, and (b) by the owner(s) of the Property subject to the modification, amendment or termination at the time of such modification, amendment or termination.

EXECUTED this the 22 day of FEB, 2010.

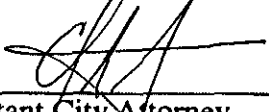
OWNER:

**South Austin I-35 Associates,
a California limited partnership**

By: Bennett Realty Group, Inc.,
a California corporation,
its managing general partner

By: 
Delbert C. Bennett,
President

APPROVED AS TO FORM:



Assistant City Attorney
City of Austin

THE STATE OF CALIFORNIA §

COUNTY OF ORANGE §

This instrument was acknowledged before me on this the _____ day of _____, 2010, by Delbert C. Bennett, President of Bennett Realty Group, Inc., a California corporation, managing general partner of South Austin I-35 Associates, a California limited partnership, on behalf of the corporation and the partnership.

SEE ATTACHED STATE OF CALIFORNIA ACKNOWLEDGMENT

Signature of Notary Public

Type or Print Name of Notary Public

My Commission Expires: _____

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

ACKNOWLEDGMENT

State of California
County of Orange)

On February 22, 2010 before me, Gabriella E. Fenner, Notary Public
(insert name and title of the officer)

personally appeared Delbert C. Bennett
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in
his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____

(Seal)

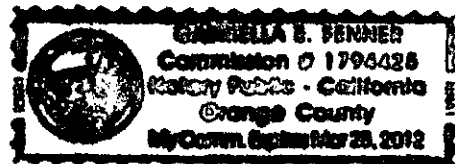
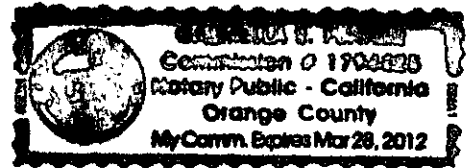


EXHIBIT A

FIELD NOTE DESCRIPTION FOR A 54.597 ACRE TRACT OF LAND:

BEING A TRACT OR PARCEL OF LAND SITUATED IN TRAVIS COUNTY, TEXAS AND BEING OUT OF AND A PART OF THE SANTIAGO DEL VALLE GRANT, ABSTRACT NO. 24, AND BEING A PART OF THAT CERTAIN TRACT OF LAND AS DESCRIBED IN A DEED TO SOUTH AUSTIN I-35 ASSOCIATES, A CALIFORNIA LIMITED PARTNERSHIP FROM 62 LIMITED, A TEXAS LIMITED PARTNERSHIP, DATED AUGUST 15, 1983, AND RECORDED IN VOLUME 8231, OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at an iron rod found in the east right-of-way line of Interstate Highway No. 35, for the Southwest corner of that certain tract of land as described in a deed to AVM-AUS, Ltd. From JadeNYX, L.P., dated August 31, 2003, and recorded in Document No. 2003205536, of the Official Public Records of Travis County, Texas, for the Northwest corner of the said South Austin I-35 Associates tract, and for the Northwest corner and POINT OF BEGINNING of the herein described tract;

THENCE with the north line of the said South Austin I-35 Associates tract, North $71^{\circ}28'16''$ East, at a distance of 473.53 pass the Southeast corner of the said AVM-AUS tract, the same being the Southwest corner of Hudson – Hill Addition, a subdivision recorded in Volume 79, Page 331, of the Plat Records of Travis County, Texas, in all a total distance of 1,600.57 feet to an iron rod set in the west right-of-way line of Bluff Springs Road, for the Northwest corner of that certain tract of land as described in a deed to Travis County from South Austin I-35 Associates, dated April 28, 1993, recorded in Volume 11952, Page 522, of the Real Property Records of Travis County, Texas, and for the Northeast corner of this tract;

THENCE with the west line of said Bluff Springs Road and the west line of the said Travis County tract, the following two (2) courses:

1. South $17^{\circ}02'09''$ West, a distance of 299.46 feet to an iron rod found at the beginning of a curve to the left;
2. Along said curve to the left an arc length of 1,306.00 feet, having a radius of 4,045.00 feet, a delta angle of $18^{\circ}29'56''$, a chord bearing of South $07^{\circ}50'39''$ West, and a chord distance of 1,300.34 feet to an iron rod found, for the Northeast corner of the remainder of that certain tract of land as described in a deed to Abney and Fritts Garrett, recorded in Volume 3559, Page 639, of the Deed Records of Travis County, Texas, for the Southwest corner of the said Travis County tract, and for the Southeast corner of this tract;

THENCE with the south line of the said South Austin I-35 Associates tract, North 65°09'08" West, a distance of 1,749.53 feet to an iron rod set, for the southerly most Southwest corner of this tract;


THENCE through the said South Austin I-35 Associates tract, the following three (3) courses:

1. North 30°57'30" East, a distance of 572.96 feet to an iron rod set, for an angle corner of this tract;
2. North 24°16'47" East, a distance of 112.20 feet to an iron rod set, for an interior corner of this tract;
3. North 65°09'08" West, a distance of 381.44 feet to an iron rod set in the east right-of-way line of said I-35, for the northerly most Southwest corner of this tract;

THENCE with the east right-of-way line of said I-35 and the west line of the said South Austin I-35 Associates tract, the following two (2) courses:

North 24°16'47" East, a distance of 107.56 feet to an iron rod found, for an angle corner of this tract;

North 30°50'38" East, a distance of 577.71 feet to the POINT OF BEGINNING, containing 54.597 acres of land, more or less.


George E. Lucas
R.P.L.S. No. 4160
State of Texas
October 30, 2007

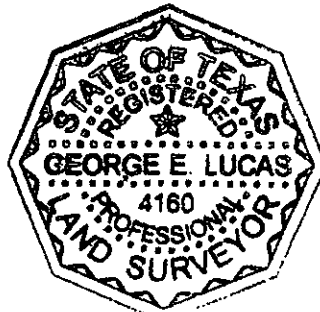


EXHIBIT A

FIELD NOTE DESCRIPTION FOR A 6.000 ACRE TRACT OF LAND:

BEING A TRACT OR PARCEL OF LAND SITUATED IN TRAVIS COUNTY, TEXAS AND BEING OUT OF AND A PART OF THE SANTIAGO DEL VALLE GRANT, ABSTRACT NO. 24, AND BEING A PART OF THAT CERTAIN TRACT OF LAND AS DESCRIBED IN A DEED TO SOUTH AUSTIN I-35 ASSOCIATES, A CALIFORNIA LIMITED PARTNERSHIP FROM 62 LIMITED, A TEXAS LIMITED PARTNERSHIP, DATED AUGUST 15, 1983, AND RECORDED IN VOLUME 8231, OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING for a point of reference at an iron rod found in the east right-of-way line of Interstate Highway No. 35, for the Southwest corner of that certain tract of land as described in a deed to AVM-AUS, Ltd. From JadeNYX, L.P., dated August 31, 2003, and recorded in Document No. 2003205536, of the Official Public Records of Travis County, Texas, and for the Northwest corner of the said South Austin I-35 Associates tract;

THENCE with the east right-of-way line of said I-35, and the west line of the said South Austin I-35 Associates tract, the following two (2) courses:

1. South 30°50'38" West, a distance of 577.71 feet to an iron rod found;
2. South 24°16'47" West, a distance of 107.56 feet to an iron rod set, for the Northwest corner and POINT OF BEGINNING of the herein described tract;

THENCE through the said South Austin I-35 Associates tract, the following three (3) courses:


1. South 65°09'08" East, a distance of 381.44 feet to an iron rod set, for the Northeast
2. South 24°16'47" West, a distance of 112.20 feet to an iron rod set, for an angle corner of this tract;
3. South 30°57'30" West, a distance of 572.96 feet to an iron rod set in the north line of the remainder of that certain tract of land as described in a deed to Abney and Fritts Garrett, recorded in Volume 3559, Page 639, of the Deed Records of Travis County, Texas and the south line of the said South Austin I-35 Associates tract, for the Southeast corner of this tract;

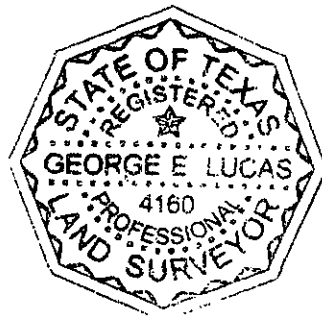
THENCE with the south line of the said South Austin I-35 Associates tract, North 65°09'08" West, a distance of 383.60 feet to an iron rod set in the east right-of-way line of said I-35, for the Southwest corner of the said South Austin I-35 Associates tract, and for the Southwest corner of this tract;

THENCE with the east right-of-way line of said I-35 and the west line of the said South Austin I-35 Associates tract, the following two (2) courses:

North 30°57'30" East, a distance of 591.54 feet to a concrete right-of-way monument found, for an angle corner of this tract;

North 24°16'47" East, a distance of 93.73 feet to the POINT OF BEGINNING, containing 6.000 acres of land, more or less.


George E. Lucas
R.P.L.S. No. 4160
State of Texas
October 30, 2007

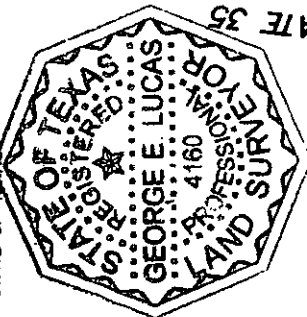


I, GEORGE E. LUCAS, A REGISTERED PROFESSIONAL LAND SURVEYOR, DO HEREBY CERTIFY THAT THIS SURVEY WAS MADE ON THE GROUND OF THE PROPERTY SHOWN HEREON ON OCTOBER 30, 2007, UNDER MY DIRECTION AND SUPERVISION AND IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

10/31/2007

DATE:

GEORGE E. LUCAS
REGISTERED PROFESSIONAL LAND
SURVEYOR NO. 4160
STATE OF TEXAS



TRACT 1:

A 54.597 ACRES OF THE SANTIAGO DEL VALLE GRANT, ABSTRACT NO. 24, TRAVIS COUNTY, TEXAS, PART OF A TRACT OF LAND RECORDED IN VOLUME 8231, PAGE 932, TRAVIS COUNTY, TEXAS.

TRACT 2:

A 8.000 ACRES OF THE SANTIAGO DEL VALLE GRANT, ABSTRACT NO. 24, TRAVIS COUNTY, TEXAS, PART OF A TRACT OF LAND RECORDED IN VOLUME 8231, PAGE 932, TRAVIS COUNTY, TEXAS.

HUDSON - HILL ADDITION
79/331 T.C.P.R.
1600.57'

AVM-AUS, LTD.
2003205536 T.C.O.P.R.
S7128'16"E

AUSTIN CITY LIMITS
ANX. 5/17/1973
AUSTIN CITY LIMITS
ANX. 12/31/2001

54.597 ACRES
TRACT 1

8.000 ACRES
TRACT 2

N30°50'38"E 577.71'

N30°57'30"E 591.54'

S30°57'30"W 572.96'

1749.53'

2133.13'

ABNEY AND FRITTS GARRETT
3559/639 T.C.D.R.

BLUFF SPRINGS ROAD

SCALE
1" = 300'

S17°02'09"W 299.46'

LEGEND
● = IRON ROD FOUND
○ = IRON ROD SET

LINE TABLE			
LINE	BEARING	CHORD	DISTANCE
L1	N24°18'47"E	201.29	
L2	N24°16'47"E	93.73	
L3	N24°16'47"E	107.56	
L4	S85°09'08"E	381.44	
L5	S24°16'47"W	112.20	

CURVE TABLE			
CURVE	LENGTH	RADIUS	TANGENT
C1	1306.00	4045.00	658.73
			1300.34
			S07°50'39"W 18°28'58"

THE WATERS AT BLUFF SPRINGS
DOC. NO. 200100047 T.C.O.P.R.

CELCO SURVEYING

LAND, ENGINEERING & CONSTRUCTION SURVEYS

435 LITTLE LAKE ROAD HUTTO, TEXAS 78634 (512) 835-4857

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

2010 Mar 22 11:52 AM 2010038464

GONZALES \$52.00

DANA DEBEAUVOIR COUNTY CLERK

TRAVIS COUNTY TEXAS

Recorders Memorandum-At the time of recordation this instrument was found to be inadequate for the best reproduction, because of illegibility, carbon or photocopy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.