

DECLARATION OF TRAFFIC PHASING RESTRICTIVE COVENANT

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

THAT this Declaration of Traffic Phasing Restrictive Covenant ("**Declaration**") is made and entered into by Club Deal 116 Indian Hills TX, LP, a Delaware limited partnership qualified to do business in Texas ("**Developer**"), on this ____ day of _____, 2010.

1. **Definitions.** For the purpose of this Declaration, each of the following terms has the meaning assigned to it in this section, unless the context clearly requires otherwise:

- (a) "**Property**" means the property that is the subject of this Declaration and is also the subject of City of Austin Zoning Case File No. C14-2009-0089, consisting of the land described in Exhibit A hereto.
- (b) "**Trip**", "**passby trip**", "**diverted linked trip**" and "**primary trip**" are defined in ITE Trip Generation Manual, 6th Edition (or most recent version adopted by the City of Austin) and the ITE Trip Generation Handbook, and those definitions, as well as the manner of measuring and determining the same that are set out therein are adopted herein by reference.
- (c) "**PHTs**" means PM peak hour trips that are defined as a single or one-directional vehicle movement with either the origin or the destination inside the Property, and shall be estimated using the ITE Trip Generation Manual, 6th Edition (or most recent version adopted by the City of Austin). "**Adjusted PHTs**" means PHTs that have been adjusted to account for passby, internal capture, and transit trips in accordance with guidelines set forth in the ITE Trip Generation Handbook, or as approved by City Staff.
- (d) "**TIA**" means the Traffic Impact Analysis dated March 18, 2009, prepared by Bury + Partners, Inc. regarding the Property.

2. **Covenant and Agreement.** To facilitate the orderly and efficient construction of the improvements contemplated for the Property, to promote the health, safety and welfare of the public, and to satisfy the City's zoning and development regulations, City hereby impresses the Property with the restrictive covenants contained

herein, such covenants to run with the land, so that the development of the Property shall be in conformity with this Declaration.

3. **Development Phasing and Limitation.** The development of the Property shall be a phased development comprising of three (3) periods or phases similar in character to that described in the TIA. The City need not approve development plans or issue permits for construction or uses that will contravene the PHT and fiscal requirements and limitations set out in Exhibit B attached hereto and incorporated herein for all purposes. With each final plat application (as to residential development that does not require a site plan) or site plan application (as to any development that requires a site plan) submitted in connection with the Property, any applicant must provide satisfactory evidence of its compliance with this Declaration. As a condition precedent to the City's obligation to approve future final plats or site plans with respect to the Property or any portion thereof, a sufficient number of PHTs must be allocated to the plat or site plan in accordance with the terms of this Section 3 to accommodate the proposed development of such final plat or site plan. Specifically, for any use requiring a site plan, the allocation of PHTs to the site shall be made at the time a site plan is approved. For any other use, the allocation of PHTs shall be at the time a final plat is approved. PHTs shall not be assigned by tract, but rather shall be assigned on a first-come, first-served basis. The number of PHTs to be utilized or required shall be calculated based upon the methodology set forth in Exhibit C attached hereto. The total number of adjusted PHTs available for the complete build-out of the Property is 4,411.

- (a) Phase 1: 706 adjusted PHTs shall be available upon posting of the fiscal for the Phase 1 improvements set forth in Exhibit B.
- (b) Phase 2: An additional 1,411 adjusted PHTs shall be available upon posting of fiscal for the Phase 2 improvements set forth in Exhibit B.
- (c) Phase 3: An additional 2,294 adjusted PHTs shall be available upon posting of fiscal for the Phase 3 improvements set forth in Exhibit B.

The PHTs in each phase shall become available to the Property when the fiscal surety in the amount shown for each such phase on Exhibit B is posted by or on behalf of the then owner of the Property. The fiscal surety shall be posted with the appropriate governmental entity, and any such surety that is used by a governmental entity shall be used for the roadway improvements described in the TIA and on Exhibit B. Such fiscal surety shall be posted upon such terms and conditions as are satisfactory to the governmental entity with which it is posted. The availability of PHTs shall not be contingent upon the commencement of construction, but rather PHTs shall be available immediately upon the arrangement for the posting, if necessary, of appropriate fiscal surety.

The Developer, City, and Travis County also desire to provide for the construction of FM 973 (a portion of road #3) and the Wildhorse Connector (road #8) as approximately shown on Exhibit D attached hereto (the "**Priority Roadways**") Therefore any fiscal surety posted hereunder may, at the City's discretion, also be used to fund Priority Roadways. Furthermore, Developer and Travis County are working out the details of an additional funding mechanism for the Priority Roadways. Which funding mechanism will include participation by other property owners along the SH 130 corridors as well as contributions from governmental entities. Subject to approval by the City, this Agreement may supplemented or replaced by such additional funding mechanisms.

Modifications to this Declaration and to the timing and nature of the improvements identified herein may be permitted by the Director of the Planning and Development Review Department (the "Director") upon approval of an updated traffic impact analysis that demonstrates that all intersections would operate at the same or an acceptable level of service without the improvements identified above or with alternative improvements as identified in the updated traffic impact analysis. Modifications to this Declaration that would result in an increase in adjusted PM PHTs must be approved by the Director of the Planning and Development Review Department.

4. **PID Bonds**. Simultaneously herewith, the City has formed a Public Improvement District for Indian Hills (the "PID"). At the time bonds are issued under the PID (which is anticipated to occur in a number of phases), Developer will provide the City with various market studies to enable the City to determine the feasibility of the bonds. It is hereby acknowledged the Indian Hills Public Improvement District Financing Agreement will require that the Developer provide an updated traffic analysis as one of those market studies to be reviewed by the City in making its determination whether or not to issue bonds.

5. **General Provisions**. The following general provisions shall apply to this Declaration:

- (a) Developer owns the Property and is authorized to execute this Declaration.
- (b) If any person or entity shall violate or attempt to violate this Declaration, 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 this Declaration, to prevent the person or entity from such action, and to collect damages for such actions.
- (c) This Declaration is binding on the owners of the Property and its successors and assigns.

- (d) If any part of this Declaration is declared invalid by judgment or court order, the same shall in no way affect any of the other provisions of this Declaration, and such remaining portion of this Declaration shall remain in full effect.
- (e) If at any time the City of Austin fails to enforce this Declaration, whether or not any violations of it are known, such failure shall not constitute a waiver or estoppel of the right to enforce it.
- (f) Except as provided in Section 4 above, this Declaration may be modified, amended or terminated only by joint action of both (i) a majority of the members of the City Council of Austin, and (ii) Developer, or its Designated Successor and Assign. A "Designated Successor and Assign" is any entity to which Developer assigns (in writing) of its rights and obligations contained in this Agreement. Any sale of a portion of the WV Project or assignment of any right hereunder shall not be deemed a sale or assignment to a Designated Successor or Assign unless the conveyance or transfer instrument effecting such sale or assignment expressly states that the sale or assignment is to a Designated Successor or Assign.
- (g) When the context requires, singular nouns and pronouns include the plural.

[Signature Page to Follow]

EXECUTED this _____ day of _____, 2010

**CLUB DEAL 116 INDIAN HILLS TX, LIMITED
PARTNERSHIP**, a Delaware limited partnership qualified
to do business in Texas

By: CD116 Indian Hills Tx, LLC, a Delaware
limited liability company qualified to do
business in Texas

Its: General Partner

By: _____
Douglas H. Gilliland, Manager

STATE OF TEXAS §
 §
COUNTY OF _____ §

This instrument was acknowledged before me on _____, 2010, by
Douglas H. Gilliland, Manager of CD116 Indian Hills, Tx LLC, a Delaware limited
liability company qualified to do business in Texas, general partner of Club Deal 116
Indian Hills TX, Limited Partnership, a Delaware limited liability company qualified to
do business in Texas, on behalf of said company and partnership.

Notary Public in and for the State of Texas

List of Exhibits

Exhibit "A" – Property

Exhibit "B" – Intersection Improvements and Cost Estimates by Phase

Exhibit "C" – Methodology

EXHIBIT A

LEGAL DESCRIPTION

149.951 ACRES
INDIAN HILLS
REUBEN HORNSBY SURVEY

FN NO. 10-121(KWA)
JUNE 8, 2010
BPI JOB NO. 1758-05

DESCRIPTION

OF A 149.951 ACRE TRACT OUT OF THE REUBEN HORNSBY SURVEY NO. 17, ABSTRACT NO. 15, SITUATED IN TRAVIS COUNTY, TEXAS, BEING A PORTION OF THOSE CERTAIN TRACTS (TRACT ONE-149.45 ACRES, TRACT TWO-68.99 ACRES, TRACT THREE-7.17 ACRES, TRACT FOUR-7.18 ACRES, TRACT FIVE-7.18 ACRES) CONVEYED TO CLUB DEAL 116 INDIAN HILLS, TX, LIMITED PARTNERSHIP, BY DEED OF RECORD IN DOCUMENT NO. 2005232159, OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS; SAID 149.951 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a 1/2-inch iron rod with cap found at the northeasterly corner of that certain 19.67 acre tract conveyed to Gary W. Anderson, by Deed of record in Volume 12342, Page 5, of the Real Property Records of Travis County, Texas, being in the westerly line of that certain 1.067 acre tract conveyed to Jaketown 130 LLC, by Deed of record in Document No. 2007209496, of said Official Public Records, for the southeasterly corner of said 7.18 acre "Tract Five" and hereof;

THENCE, N62°07'59"W, leaving the westerly line of said 1.067 acre tract, along the northerly line of said 19.67 acre tract, for the southerly line of said 7.18 acre "Tract Five" and hereof, a distance of 2067.52 feet to a 1/2-inch iron rod with cap set on the easterly right-of-way line of F.M. 973 (R.O.W. Varies), for the southwesterly corner of said 7.18 acre "Tract Five" and hereof;

THENCE, along said easterly right-of-way line of F.M. 973, being the westerly lines of said 7.18 acre "Tract Five", said 7.18 acre "Tract Four", said 7.17 acre tract, said 68.99 acre tract, and said 149.45 acre tract, for the westerly line hereof, the following six (6) courses and distances:

- 1) N27°36'23"E, a distance of 895.35 feet to a TxDOT Type I monument found at the point of curvature of a curve to the left;
- 2) Along said curve, having a radius of 11510.24 feet, a central angle of 02°56'06", an arc length of 589.61 feet, and a chord which bears N26°08'20"E, a distance of 589.55 feet to a TxDOT Type I monument found at the point of tangency of said curve;
- 3) N24°38'00"E, a distance of 250.71 feet to a 1/2-inch iron rod with cap set at the point of curvature of a curve to the right;

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JUNE 8, 2010
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- 4) Along said curve, having a radius of 5679.03 feet, a central angle of $03^{\circ}28'47''$, an arc length of 344.90 feet, and a chord which bears $N26^{\circ}26'44''E$, a distance of 344.85 feet to a TxDOT Type I monument found at the point of tangency of said curve;
- 5) $N28^{\circ}09'22''E$, a distance of 1363.06 feet to a 1/2-inch iron rod with cap set for an angle point;
- 6) $N27^{\circ}33'54''E$, a distance of 23.21 feet to a calculated point, for the northwesterly corner hereof;

THENCE, leaving said easterly right-of-way line, over and across said 149.45 acre tract, for the northerly line hereof, the following seven (7) courses and distances:

- 1) $S61^{\circ}54'56''E$, a distance of 483.59 feet to a calculated point, for an angle point;
- 2) $S28^{\circ}05'04''W$, a distance of 353.62 feet to a calculated point at the beginning of a non-tangent curve to the right;
- 3) Along said curve, having a radius of 1995.00 feet, a central angle of $03^{\circ}24'05''$, an arc length of 118.43 feet, and a chord which bears $S50^{\circ}42'30''E$, a distance of 118.41 feet to a calculated point at the end of said curve;
- 4) $S49^{\circ}00'30''E$, a distance of 169.57 feet to a calculated point at the point of curvature of a curve to the left;
- 5) Along said curve, having a radius of 1455.00 feet, a central angle of $18^{\circ}38'35''$, an arc length of 473.43 feet, and a chord which bears $S58^{\circ}19'45''E$, a distance of 471.35 feet to a calculated point at the point of tangency of said curve;
- 6) $S67^{\circ}39'01''E$, a distance of 394.14 feet to a calculated point at the beginning of a non-tangent curve to the right;
- 7) Along said curve, having a radius of 1495.00 feet, a central angle of $17^{\circ}19'48''$, an arc length of 452.18 feet, and a chord which bears $S58^{\circ}59'07''E$, a distance of 450.46 feet to a calculated point on the easterly line of said 149.45 acre tract, being the westerly right-of-way line of SH 130 (R.O.W. Varies), for the northeasterly corner hereof;

THENCE, along said westerly right-of-way line of SH 130, being the easterly lines of said 149.45 acre tract and said 68.99 acre tract, for a portion of the easterly line hereof, the following five (5) courses and distances:

FN NO. 10-121(KWA)
JUNE 8, 2010
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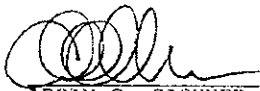
- 1) S27°12'02"W, a distance of 1130.00 feet to a 1/2-inch iron rod found at the easterly common corner of said 149.45 acre tract and said 68.99 acre tract, for an angle point;
- 2) S27°00'08"W, a distance of 233.27 feet to a 1/2-inch iron rod found, for an angle point;
- 3) S26°54'24"W, a distance of 531.43 feet to a 1/2-inch iron rod found, for an angle point;
- 4) S27°39'06"W, a distance of 420.03 feet to a 1/2-inch iron rod found, for an angle point;
- 5) S27°50'00"W, a distance of 14.88 feet to a 1/2-inch iron rod found, for an angle point;

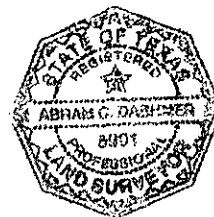
THENCE, S27°40'49"W, in part along said westerly right-of-way line and in part along the westerly line of said 1.067 acre tract, being the easterly lines of said 68.99 acre tract, said 7.17 acre tract, said 7.18 acre "Tract Four", and said 7.18 acre "Tract Five", for a portion of the easterly line hereof, a distance of 700.98 feet to the POINT OF BEGINNING, and containing 149.951 acres (6,531,871 square feet) of land, more or less, within these metes and bounds.

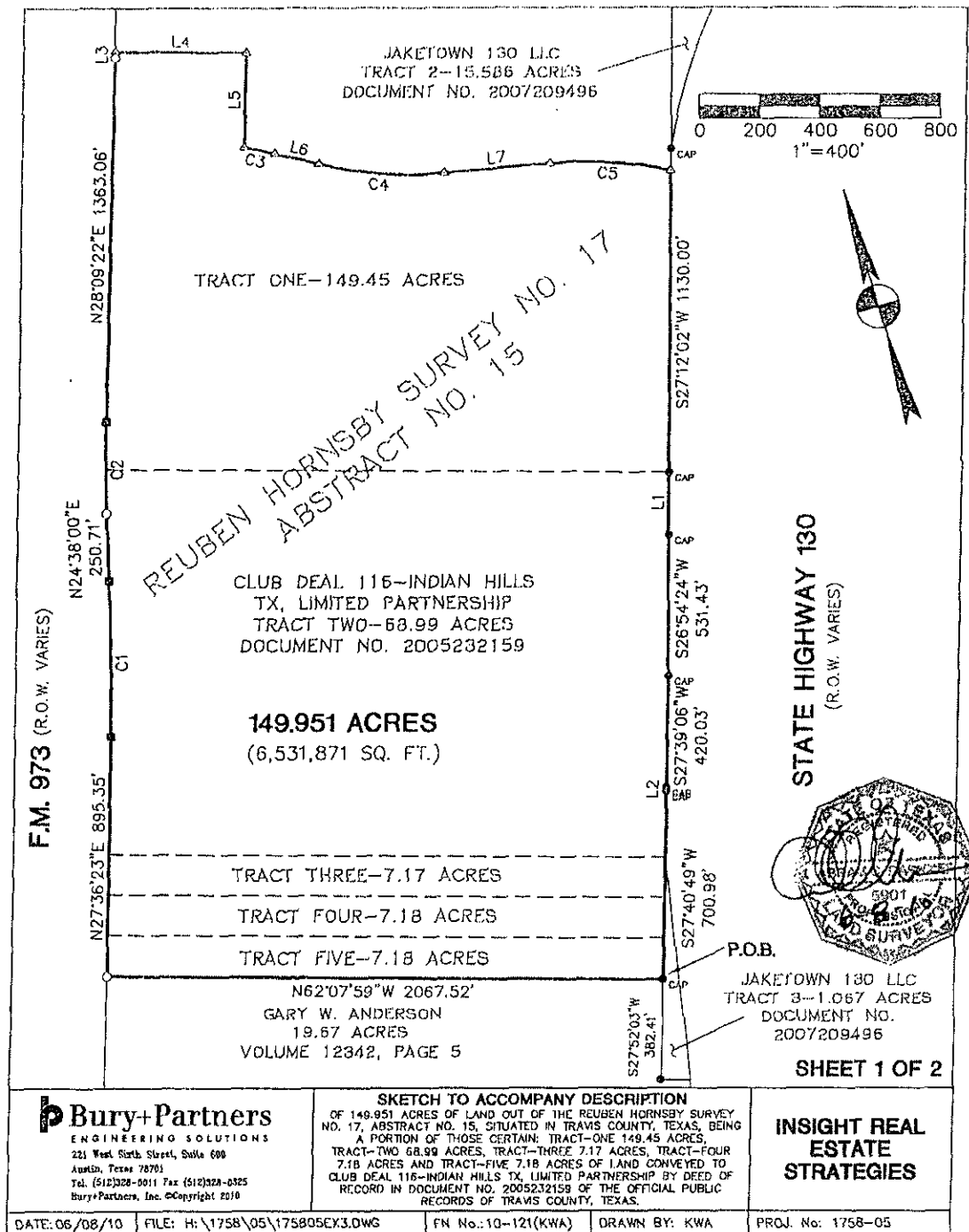
BEARING BASIS: TEXAS COORDINATE SYSTEM, CENTRAL ZONE, NAD 83(93), UTILIZING LCRA GPS CONTROL MONUMENTATION.

I, ABRAM C. DASHNER, A REGISTERED PROFESSIONAL LAND SURVEYOR, DO HEREBY CERTIFY THAT THE ABOVE DESCRIPTION WAS DETERMINED BY A SURVEY MADE ON THE GROUND BY ME OR UNDER MY DIRECTION AND SUPERVISION, AND IS TRUE AND CORRECT TO THE BEST OF MY ABILITIES. A SURVEY SKETCH EXHIBIT WAS PREPARED TO ACCOMPANY THIS DESCRIPTION.

BURY + PARTNERS, INC.
ENGINEERING-SOLUTIONS
221 WEST SIXTH ST., SUITE 600
AUSTIN, TEXAS 78701

 6-8-10
ABRAM C. DASHNER, R.P.L.S.
NO. 5901
STATE OF TEXAS



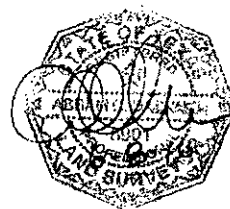


LEGEND

- 1/2" IRON ROD FOUND (UNLESS NOTED)
- IRON PIPE FOUND
- △ CALCULATED POINT
- MONUMENT FOUND
- P.O.B. POINT OF BEGINNING

LINE TABLE

LINE	BEARING	LENGTH
L1	S27°00'08"W	233.27
L2	S27°50'00"W	14.88
L3	N27°33'54"E	23.21
L4	S61°54'56"E	483.59
L5	S28°05'04"W	353.62
L6	S49°00'30"E	169.57
L7	S67°39'01"E	394.14



CURVE TABLE

No.	Delta	Radius	Arc Length	Chord Length	Chord Bearing
C1	2°56'06"	11510.24	589.61	589.55	N26°08'20"E
C2	3°28'47"	5679.03	344.90	344.85	N26°26'44"E
C3	3°24'05"	1995.00	118.43	118.41	S50°42'30"E
C4	18°38'35"	1455.00	473.43	471.35	S58°19'45"E
C5	17°19'48"	1495.00	452.18	450.46	S58°59'07"E

SHEET 2 OF 2

Bury+Partners
ENGINEERING SOLUTIONS
221 West Sixth Street, Suite 600
Austin, Texas 78701
Tel: (512)328-0011 Fax: (512)328-0325
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SKETCH TO ACCOMPANY DESCRIPTION
OF 149.951 ACRES OF LAND OUT OF THE REUBEN HORNSBY SURVEY
NO. 17, ABSTRACT NO. 15, SITUATED IN TRAVIS COUNTY, TEXAS, BEING
A PORTION OF THOSE CERTAIN: TRACT-ONE 149.45 ACRES,
TRACT-TWO 68.99 ACRES, TRACT-THREE 7.17 ACRES, TRACT-FOUR
7.18 ACRES AND TRACT-FIVE 7.18 ACRES OF LAND CONVEYED TO
CLUB DEAL 116-INDIAN HILLS TX, LIMITED PARTNERSHIP BY DEED OF
RECORD IN DOCUMENT NO. 2005232159 OF THE OFFICIAL PUBLIC
RECORDS OF TRAVIS COUNTY, TEXAS.

**INSIGHT REAL
ESTATE
STRATEGIES**

DATE: 06/08/10

FILE: H:\1758\05\175805EX3.DWG

FN No.: 10-121(KWA)

DRAWN BY: KWA

PROJ. No: 1758-05

89.907 ACRES
INDIAN HILLS
REUBEN HORNSBY SURVEY

FN NO. 10-120 (KWA)
JUNE 8, 2010
BPI JOB NO. 1758-05

DESCRIPTION

OF A 89.907 ACRE TRACT OUT OF THE REUBEN HORNSBY SURVEY NO. 17, ABSTRACT NO. 15, SITUATED IN TRAVIS COUNTY, TEXAS, BEING A PORTION OF THAT CERTAIN 149.45 ACRE TRACT CONVEYED TO CLUB DEAL 116 INDIAN HILLS, TX, LIMITED PARTNERSHIP, BY DEED OF RECORD IN DOCUMENT NO. 2005232159, OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS; SAID 89.907 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a 1/2-inch iron rod found on the easterly right-of-way line of F.M. 973 (R.O.W. Varies), being the southwesterly corner of that certain 18.36 acre tract conveyed to Winding Prairie Grass Trails, Ltd., by Deed of record in Document No. 20000202543, of said Official Public Records, for the northwesterly corner of said 149.45 acre tract and hereof;

THENCE, S56°05'52"E, leaving said easterly right-of-way line, along the southerly line of said 18.36 acre tract, for a portion of the northerly line of said 149.45 acre tract and hereof, a distance of 653.35 feet to a 1/2-inch iron pipe found in concrete at the southeasterly corner of said 18.36 acre tract, being the southwesterly corner of that certain 71.930 acre tract conveyed to Decker Creek Estates Limited, by Deed of record in Volume 12715, Page 1040, of the Real Property Records of Travis County, Texas, also being the northwesterly corner of that certain 12.13 acre tract conveyed to the City of Austin, by Deed of record in Volume 3310, Page 1682, of the Deed Records of Travis County, Texas, for an angle point;

THENCE, along the westerly and southerly lines of said 12.13 acre tract, being the northerly line of said 149.45 acre tract, for a portion of the northerly line hereof, the following four (4) courses and distances:

- 1) S27°24'41"W, a distance of 804.78 feet to a 1/2-inch iron pipe found in concrete at the southwesterly corner of said 12.13 acre tract, for an angle point;
- 2) S61°27'34"E, a distance of 1050.70 feet to a 1/2-inch iron rod found for an angle point;
- 3) S27°34'27"W, a distance of 322.94 feet to a 1/2-inch iron rod found for an angle point;
- 4) S64°13'26"E, a distance of 362.67 feet to a 1/2-inch iron rod with cap found at the southeasterly corner of said 12.13 acre tract, being on the westerly line of that certain 15.586 acre tract conveyed to Jaketown 130 LLC, by Deed of record in Document No. 2007209496, of said Official Public Records, for the northeasterly corner of said 149.45 acre tract and hereof;

THENCE, S27°12'10"W, along the westerly line of said 15.586 acre tract, being the easterly line of said 149.45 acre tract, for a portion of the easterly line hereof, a distance of 1399.85 feet to a 1/2-inch iron rod with cap found at the most southerly corner of said 15.586 acre tract, being an angle point in the westerly right-of-way line of SH 130 (R.O.W. varies), for an angle point;

THENCE, S27°12'02"W, along said westerly right-of-way line of SH 130, being the easterly line of said 149.45 acre tract, for a portion of the easterly line hereof, a distance of 80.83 feet to a calculated point at the beginning of a non-tangent curve to the left, for the southeasterly corner hereof;

THENCE, leaving said westerly right-of-way line, over and across said 149.45 acre tract, for the southerly line hereof, the following seven (7) courses and distances:

- 1) Along said curve, having a radius of 1495.00 feet, a central angle of 17°19'48", an arc length of 452.18 feet, and a chord which bears N58°59'07"W, a distance of 450.46 feet to a calculated point at the point of tangency of said curve;
- 2) N67°39'01"W, a distance of 394.14 feet to a calculated point at the point of curvature of a curve to the right;
- 3) Along said curve, having a radius of 1455.00 feet, a central angle of 18°38'35", an arc length of 473.43 feet, and a chord which bears N58°19'45"W, a distance of 471.35 feet to a calculated point at the point of tangency of said curve;
- 4) N49°00'30"W, a distance of 169.57 feet to a calculated point at the beginning of a non-tangent curve to the left;
- 5) Along said curve, having a radius of 1995.00 feet, a central angle of 03°24'05", an arc length of 118.43 feet, and a chord which bears N50°42'30"W, a distance of 118.41 feet to a calculated point at the end of said curve;
- 6) N28°05'04"E, a distance of 353.62 feet to a calculated point, for an angle point;
- 7) N61°54'56"W, a distance of 483.59 feet to a calculated point on the westerly line of said 149.45 acre tract, being said easterly right-of-way line of F.M. 973, for the southwesterly corner hereof;

THENCE, along said easterly right-of-way line, being the westerly line of said 149.45 acre tract, for the westerly line hereof, the following two (2) courses and distances:


FN NO. 10-120(KWA)
JUNE 8, 2010
PAGE 3 OF 4

- 1) N27°33'54"E, a distance of 1486.14 feet to a TxDOT Type I monument found for an angle point;
- 2) N27°32'27"E, a distance of 777.67 feet to the POINT OF BEGINNING, and containing 89.907 acres (3,916,336 square feet) of land, more or less, within these metes and bounds.

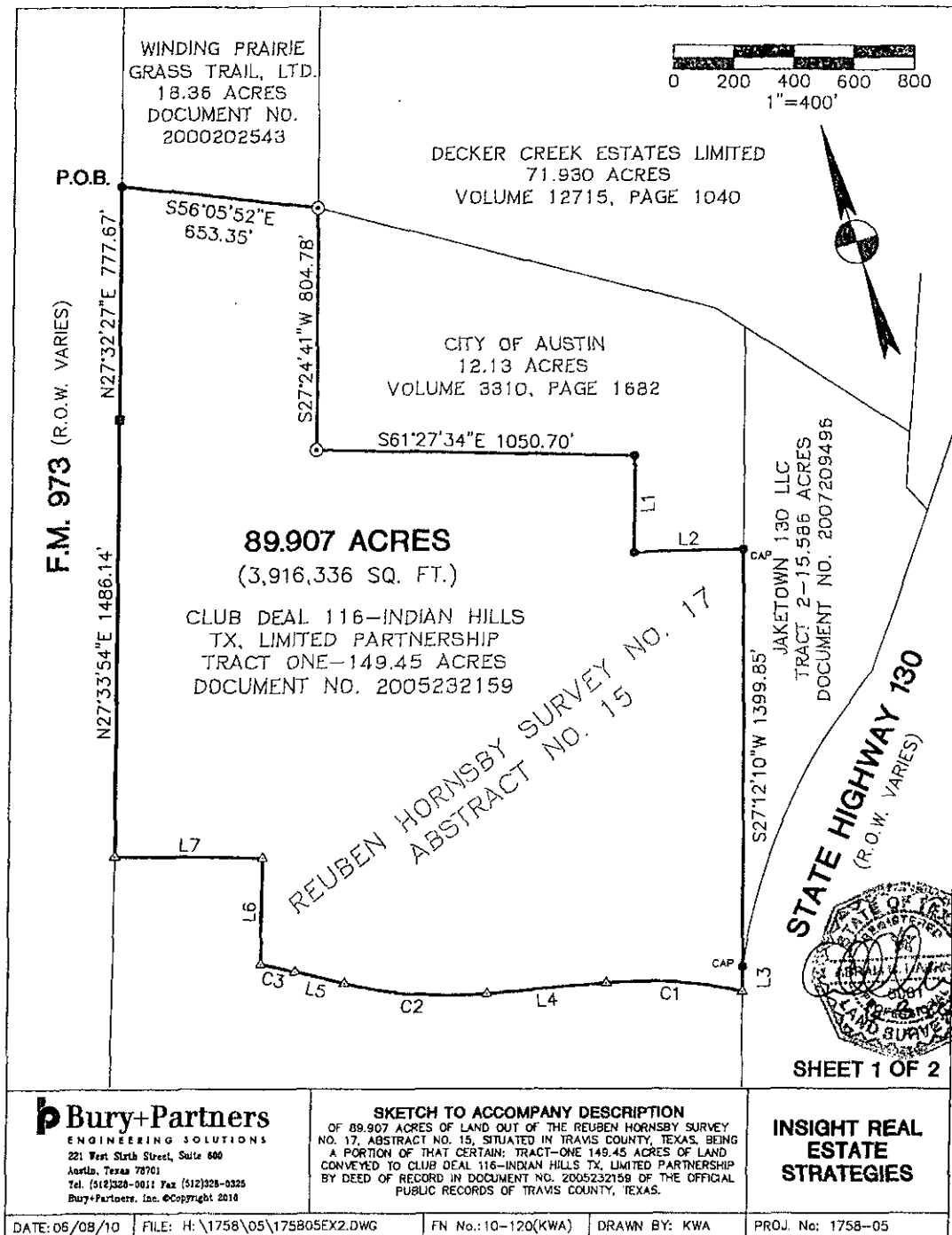
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I, ABRAM C. DASHNER, A REGISTERED PROFESSIONAL LAND SURVEYOR, DO HEREBY CERTIFY THAT THE ABOVE DESCRIPTION WAS DETERMINED BY A SURVEY MADE ON THE GROUND BY ME OR UNDER MY DIRECTION AND SUPERVISION, AND IS TRUE AND CORRECT TO THE BEST OF MY ABILITIES. A SURVEY SKETCH EXHIBIT WAS PREPARED TO ACCOMPANY THIS DESCRIPTION.

BURY + PARTNERS, INC.
ENGINEERING-SOLUTIONS
221 WEST SIXTH ST., SUITE 600
AUSTIN, TEXAS 78701

 6-8-10
ABRAM C. DASHNER, R.P.L.S.
NO. 5901
STATE OF TEXAS





LEGEND

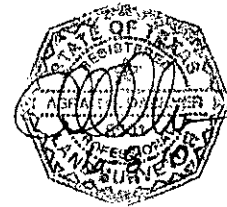
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ⊙ IRON PIPE FOUND
- △ CALCULATED POINT
- MONUMENT FOUND
- P.O.B. POINT OF BEGINNING

LINE TABLE

LINE	BEARING	LENGTH
L1	S27°34'27"W	322.94
L2	S64°13'26"E	362.67
L3	S27°12'02"W	80.83
L4	N67°39'01"W	394.14
L5	N49°00'30"W	169.57
L6	N28°05'04"E	353.62
L7	N61°54'56"W	483.59

CURVE TABLE

No.	Delta	Radius	Arc Length	Chord Length	Chord Bearing
C1	17°19'48"	1495.00	452.18	450.46	N58°59'07"W
C2	18°38'35"	1455.00	473.43	471.35	N58°19'45"W
C3	3°24'05"	1995.00	118.43	118.41	N50°42'30"W



SHEET 2 OF 2

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ENGINEERING SOLUTIONS
221 West Sixth Street, Suite 600
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DATE: 06/08/10 FILE: H:\1758\05\175805EX2.DWG FN No.: 10-120(KWA) DRAWN BY: KWA PROJ. No: 1758-05

EXHIBIT B

Indian Hills Intersection Improvements and Cost Estimates By Phase				
"Exhibit B"				
Improvement	Cost	Developer %	Developer Cost	
PHASE I (2014)				
FM 3177 and US 290 Improvements	\$ 16,906.39	7%	\$ 1,183.45	
FM 973 and FM 969 Improvements - (DEDICATED NBRT/EBRT)	\$ 2,000.00	100%	\$ 2,000.00	
Decker Lane and FM 969 Improvements - (SIGNAL OPTIMIZATION)	\$ 13,863.80	4%	\$ 554.55	
FM 973 and Decker Lake Road Improvements - (WBRT)	\$ 25,155.41	32%	\$ 8,049.73	
FM 973 and Decker Lake Road Improvements - (NBLT/WBRT/SBLT/EBLT)	\$ 150,000.00	32%	\$ 48,000.00	
FM 973 and Decker Lake Road Improvements - (SIGNAL)	\$ 2,000.00	100%	\$ 2,000.00	
FM 973 and Decker Lake Road Improvements - (SIGNAL OPTIMIZATION)	\$ 209,925.60	29%	\$ 61,787.73	
Phase I (2014) Subtotal				
PHASE II (2018)				
FM 969 and SH 130 Improvements - (SIGNAL)	\$ 220,000.00	10%	\$ 22,000.00	
FM 969 and SH 130 Improvements - (OPTIMIZATION)	\$ 2,000.00	100%	\$ 2,000.00	
Decker Lane and FM 969 Improvements - (SBRT)	\$ 13,863.80	9%	\$ 1,247.74	
Decker Lane and FM 969 Improvements - (OPTIMIZATION)	\$ 2,000.00	100%	\$ 2,000.00	
Loyola Lane and Colony Loop Improvements - (SIGNAL)	\$ 170,000.00	8%	\$ 13,600.00	
Loyola Lane and Colony Loop Improvements - (OPTIMIZATION)	\$ 2,000.00	100%	\$ 2,000.00	
FM 973 and Decker Lake Road Improvements - (NBRT/SBRT/EBRT)	\$ 19,449.74	33%	\$ 6,418.41	
FM 973 and Driveway A Improvements - (NBRT/SBLT)	\$ 14,111.66	100%	\$ 14,111.66	
FM 973 and Driveway A Improvements - (SIGNAL)	\$ 150,000.00	32%	\$ 48,000.00	
FM 973 and Driveway B Improvements - (NBRT/SBLT)	\$ 2,000.00	100%	\$ 2,000.00	
FM 973 and Driveway B Improvements - (OPTIMIZATION)	\$ 17,049.37	100%	\$ 17,049.37	
FM 973 and Driveway C Improvements - (NBRT/SBLT)	\$ 14,797.12	100%	\$ 14,797.12	
FM 973 and Driveway D Improvements - (NBRT/SBLT)	\$ 14,797.12	100%	\$ 14,797.12	
FM 973 and Driveway D Improvements - (SIGNAL)	\$ 150,000.00	22%	\$ 33,000.00	
FM 973 and Driveway D Improvements - (OPTIMIZATION)	\$ 2,000.00	100%	\$ 2,000.00	
Phase II (2018) Subtotal				
PHASE III (2022)				
FM 973 and SH 130 Improvements - (SBRT/NBRT)	\$ 16,946.90	18%	\$ 3,050.44	
FM 973 and SH 130 Improvements - (OPTIMIZATION)	\$ 2,000.00	100%	\$ 2,000.00	
FM 973 and FM 969 Improvements - (WBRT/EBRT)	\$ 17,887.52	26%	\$ 4,650.76	
Decker Lane and Decker Lake Road Improvements - (WBRT)	\$ 9,886.60	31%	\$ 3,058.65	
Decker Lane and Decker Lake Road Improvements - (OPTIMIZATION)	\$ 2,000.00	100%	\$ 2,000.00	
Phase III (2022) Subtotal				
Total				
	\$ 1,052,695.43	26%	\$ 271,569.00	

EXHIBIT C

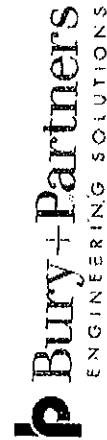
Methodology

EXHIBIT "C" Methodology

LAND USE CATEGORY	PM PEAK HOUR TRIP RATES (PHT'S)	
	UNITS	EQUATION
General Office	1,000 sq. ft.	1.17
Research	1,000 sq. ft.	1.01
Industrial	1,000 sq. ft.	0.83
Shopping Center	1,000 sq. ft.	7.44
Multi-Family	dwelling units	0.57

NOTES:

- Trip rates are based on information derived from the Traffic Impact Analysis completed by Bury + Partners, Inc. on March 18, 2009.
- The number of Trips calculated in accordance with the Trip Rate Chart above are unadjusted. In order to calculate the number of adjusted PM PHT's the unadjusted trips should be reduced by 10% for all land uses to reflect internal capture, pass-by trips, pedestrian and bike traffic, and transit.
- Trip generation for each phase of development should be determined by calculating cumulative trip generation for all land uses developed through current and all previous phases, and then subtracting cumulative trips for all previous phases of development.
- Future rates for these and any other land use categories will be determined in accordance with the latest edition of the ITE Trip Generation Manual adopted by the City of Austin.



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EXHIBIT D Priority Roadways

