

83
12-16-04

ORDINANCE NO.

1 **AN ORDINANCE DESIGNATING THE MUELLER PROPERTY AS A TAX**
2 **INCREMENT FINANCING DISTRICT NAMED "REINVESTMENT ZONE**
3 **NUMBER SIXTEEN, CITY OF AUSTIN, TEXAS"; CREATING A TAX**
4 **INCREMENT REINVESTMENT ZONE; ESTABLISHING A BOARD OF**
5 **DIRECTORS FOR THE REINVESTMENT ZONE; CREATING A TAX**
6 **INCREMENT BASE; ESTABLISHING A TAX INCREMENT FUND; AND**
7 **DECLARING AN EMERGENCY.**

8
9 **BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:**

10
11 **PART 1. Findings.** The City Council finds that:

- 12 (A) The City has proposed creation of a tax increment financing reinvestment zone
13 under Chapter 311 (*Tax Increment Financing Act*) of the Texas Tax Code
14 (Act) for the 709 acre area formerly known as Robert Mueller Municipal
15 Airport, as more particularly described by metes and bounds in Exhibit A and
16 the map in Exhibit B attached to and incorporated as part of this ordinance
17 (Reinvestment Zone).
- 18 (B) The City has prepared a preliminary reinvestment zone project and financing
19 plan, attached to and incorporated as part of this Ordinance as Exhibit C
20 (Preliminary Plan).
- 21 (C) As required by Section 311.003 (*Procedure for Creating Reinvestment Zone*)
22 of the Act, the governing body of each taxing unit that levies taxes on real
23 property in the proposed Reinvestment Zone has been given a copy of the
24 Preliminary Plan, provided notice of the creation of the proposed reinvestment
25 zone, and received a formal presentation from City staff.
- 26 (D) The governing bodies of each taxing unit that levies taxes on real property in
27 the proposed Reinvestment Zone waived the 60 day notice requirement
28 prescribed by Subsection 311.003(e) of the Act.
- 29 (E) The Preliminary Plan provides that the ad valorem taxes of the City that
30 constitute the City's tax increment from property within the proposed
31 Reinvestment Zone will be deposited into the Tax Increment Fund created by
32 this ordinance, and that the ad valorem taxes of the other taxing units
33 constituting their respective tax increments from property within the proposed

1 Reinvestment Zone may also be utilized for the purposes described in the
2 Preliminary Plan.

3 (F) On December 16, 2004, at 6:00 o'clock p.m., at the Lower Colorado River
4 Authority's John Hancock Building, Austin, Texas, the City held a public
5 hearing to receive public comments on the creation of the proposed
6 Reinvestment Zone and its benefits to the City and the property in the
7 proposed Reinvestment Zone.

8 (G) In compliance with the Act, notice of the public hearing on the proposed
9 Reinvestment Zone was published at least seven days before the date of the
10 public hearing in the Austin American-Statesman, a daily paper of general
11 circulation in the City.

12 (H) At the hearing, the city council heard comment from each interested person
13 supporting or opposed to: the creation of the proposed Reinvestment Zone; the
14 boundaries of the proposed Reinvestment Zone; inclusion of all or part of the
15 territory included in the proposed Reinvestment Zone; the concept of tax
16 increment financing; and the appointment of members to a board of directors
17 for the proposed Reinvestment Zone.

18 (I) The owners of property located within the proposed Reinvestment Zone, other
19 taxing units, and other interested persons were given a reasonable opportunity
20 at the public hearing to protest the creation of the proposed Reinvestment
21 Zone, including the inclusion of certain property in the proposed Reinvestment
22 Zone.

23 (J) The Reinvestment Zone meets the criteria for the creation of a reinvestment
24 zone as set forth in the Act because:

25 (1) It is a contiguous geographic area located wholly within the corporate
26 limits of the City.

27 (2) It meets the requirements of Section 311.005 (*Criteria for Reinvestment*
28 *Zone*) of the Act, including specifically Subsection 311.005(a)(2),
29 because the area is predominantly open and contains obsolete structures
30 and site improvements remaining following closure of the municipal
31 airport on the site that substantially impair the sound growth of the City.

32 (3) The improvements proposed to be implemented in the proposed
33 Reinvestment Zone will significantly enhance the value of all taxable
34 real property in the proposed Reinvestment Zone.

- 1 (K) The creation of the proposed Reinvestment Zone will benefit the City, its
2 residents and property owners, including the property, residents, and property
3 owners in the proposed Reinvestment Zone.
- 4 (L) The development or redevelopment of the property in the proposed
5 Reinvestment Zone will not occur solely through private investment in the
6 reasonably foreseeable future.
- 7 (M) The proposed Reinvestment Zone does not contain more than fifteen percent
8 of the total appraised value of real property taxable by a county or school
9 district and not more than ten percent of the property in the proposed
10 Reinvestment Zone is currently in use for residential purposes.
- 11 (N) According to the most recent appraisal rolls of the Travis Central Appraisal
12 District, the total appraised value of all taxable real property in the proposed
13 Reinvestment Zone together with the total appraised value of taxable real
14 property in all other existing reinvestment zones within the City does not
15 exceed fifteen percent of the current total appraised value of taxable real
16 property in the City and in the industrial districts created by the City, if any.
- 17 (O) The creation of the proposed Reinvestment Zone and the expenditure of funds
18 on deposit in the Tax Increment Fund is necessary or convenient to the
19 creation of the Reinvestment Zone or to the implementation of the Preliminary
20 Plan for the Reinvestment Zone, and constitutes a program to promote local
21 economic development and to stimulate business and commercial activity in
22 the City.

23 **PART 2. Creation.** A reinvestment zone is created for the area described in Exhibit A
24 and Exhibit B and this reinvestment zone is identified as "Reinvestment Zone Number
25 Sixteen, City of Austin, Texas" (Zone).

26 **PART 3. Board of Directors.** A board of directors for the Zone is established,
27 consisting of 11 members (Board).

28 (A) The Board of the Zone shall be appointed as follows:

- 29 (1) The Travis County Commissioner's Court and each other taxing unit
30 levying taxes in the Zone may appoint one member to the Board. The
31 Commissioner's Court or other taxing unit levying taxes in the Zone
32 shall make its initial appointment by resolution not later than the 60th day
33 after the effective date of this Ordinance, or as promptly thereafter as
34 reasonably possible. If the Commissioner's Court or other taxing units
35 levying taxes in the Zone waive the right to appoint a member of the

Board, the city council may appoint a Board member to fill the affected position.

(2) As provided in Subsection 311.009(a) of the Act, the remaining members of the Board are appointed by the city council.

(B) A Board member shall serve a two year term. The city council shall designate a member of the Board to serve as its chair. The Board shall elect from its members a vice chair and other officers as it deems necessary.

(C) The Board shall make recommendations to the City Council concerning the administration of the Zone. It shall prepare and adopt a final project plan and financing plan for the Zone and submit these plans to the city council for approval. The Board shall possess all powers necessary to prepare, implement and monitor the project plan and zone financing plan for the Zone as the city council considers advisable, including the submission of an annual report on the status of the Zone.

PART 4. Authority of the Board.

(A) The City Council authorizes the Board of the Zone to exercise any of the City's powers with respect to the administration, management, or operation of the Zone or the implementation of the project plan for the Zone, except that the Board may not: issue tax increment bonds or notes; impose taxes or fees; exercise the power of eminent domain; or give final approval to the project plan.

(B) The Board of the Zone may enter into a contract with a local government corporation created by the City under Chapter 431 (*Texas Transportation Corporation Act*) of the Texas Transportation Code, to manage the Zone or implement the approved project plan and financing plan. Funds on deposit in the Tax Increment Fund may be transferred to the local government corporation to secure bonds, notes or other obligations issued by the local government corporation relating to the implementation of the approved project plan and financing plan for the Zone.

PART 5. Tax Increment Base. The tax increment base for the Zone is the total appraised value determined as of December 16, 2004, of all taxable real property located in the Zone as set out in Exhibit D attached to and incorporated in this ordinance.

PART 6. Tax Increment Fund.

(A) A Tax Increment Fund for the Zone is established. The Tax Increment Fund may be divided into accounts and subaccounts as authorized by the city

council. All tax increments, less the amount not required to be paid into the Tax Increment Fund under the Act, must be deposited into the Tax Increment Fund. All revenues from the sale of tax increment bonds or notes issued by the City or property acquired as part of the financing plan, and other revenue dedicated to use in the Zone shall be deposited into the Tax Increment Fund to pay approved project costs for the Zone or to satisfy the claims of holders of tax increment bonds or notes issued for the Zone.

(B) The Tax Increment Fund including an account or subaccount shall be maintained at the City's depository bank and secured as prescribed by state law.

PART 7. Severability. If any section, paragraph, clause, or provision of this ordinance is for any reason held to be invalid or unenforceable, the invalidity or unenforceability of that section, paragraph, clause, or provision shall not affect any of the remaining provisions of this ordinance.

PART 8. Effective Date and Termination. The Zone shall take 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 Zone 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.

PART 9. Effective Date. The council finds that Subsection 311.004(a)(3) of the Act requires that the Zone take effect immediately upon passage of this ordinance, and that this constitutes an emergency. Because of the emergency, this ordinance takes effect immediately on its passage for the immediate preservation of the public peace, health, and safety, and to comply with state law.

PASSED AND APPROVED

§
§
§

_____, 2004

Will Wynn
Mayor

APPROVED:

David Allan Smith
City Attorney

ATTEST:

Shirley A. Brown
City Clerk

EXHIBIT A

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 hercof, 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 $36^{\circ}07'49''$, an arc length of 213.14 feet and a chord which bears $N09^{\circ}27'14''E$, a distance of 209.63 feet to the point of tangency;
- 6) $N27^{\circ}31'08''E$, a distance of 869.43 feet to an angle point;
- 7) $N21^{\circ}18'09''W$, a distance of 8.87 feet to an angle point;
- 8) $N62^{\circ}28'52''W$, 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 $38^{\circ}34'45''$, an arc length of 303.00 feet and a chord which bears $N43^{\circ}11'30''W$, 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 $26^{\circ}01'33''$, an arc length of 343.40 feet and a chord which bears $N36^{\circ}54'54''W$, a distance of 340.46 feet to the point of tangency;
- 11) $N40^{\circ}04'19''E$, a distance of 60.00 feet to an angle point;
- 12) $N74^{\circ}47'53''E$, a distance of 26.50 feet to an angle point;
- 13) $N27^{\circ}31'08''E$, a distance of 883.11 feet to an angle point;
- 14) $N24^{\circ}25'18''W$, a distance of 40.89 feet to an angle point;
- 15) $S62^{\circ}28'52''E$, a distance of 92.19 feet to an angle point;
- 16) $S27^{\circ}31'08''W$, 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 $20^{\circ}14'04''$, an arc length of 288.18 feet, and a chord which bears $S34^{\circ}01'09''E$, 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 $38^{\circ}34'44''$, an arc length of 262.60 feet and a chord which bears $S43^{\circ}11'29''E$, a distance of 257.67 feet to the point of tangency;
- 19) $S62^{\circ}28'52''E$, a distance of 744.77 feet to an angle point;
- 20) $N27^{\circ}31'08''E$, 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 $08^{\circ}31'38''$, an arc length of 180.67 feet and a chord which bears $S\ 67^{\circ}24'07''\ E$, 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 $09^{\circ}08'18''$, an arc length of 93.87 feet and a chord which bears $S\ 67^{\circ}14'54''\ E$, a distance of 93.77 feet to a 1/2 inch iron rod with cap found at the end of said compound curve;
- 3) $S\ 62^{\circ}28'52''\ E$, a distance of 791.14 feet to a point in the northerly line of said Lot 26;

THENCE, $S\ 27^{\circ}31'08''\ W$, 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) $S\ 62^{\circ}28'52''\ E$, a distance of 1240.00 feet to a PK Nail with cap set for the northeasterly corner hereof;
- 2) $S\ 27^{\circ}31'08''\ W$, 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 $S\ 56^{\circ}31'13''\ W$, a distance of 1518.70 feet;
- 3) $N\ 62^{\circ}28'52''\ W$, 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 $38^{\circ}34'44''$, an arc length of 262.60 feet and a chord which bears $N\ 43^{\circ}11'29''\ W$, 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 $20^{\circ}14'04''$, an arc length of 288.18 feet and a chord which bears $N\ 34^{\circ}01'09''\ W$, 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) $N\ 27^{\circ}31'08''\ E$, 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 $08^{\circ}18'52''$, an arc length of 193.07 feet and a chord which bears $S64^{\circ}32'56''E$, a distance of 192.90 feet to a 1/2 inch iron rod found for the end of said curve;
- 5) $S60^{\circ}20'26''E$, 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 $25^{\circ}35'26''$, an arc length of 406.60 feet and a chord which bears $S47^{\circ}40'24''E$, a distance of 403.23 feet to a 1/2 inch iron rod found for the end of said curve;
- 7) $S34^{\circ}54'27''E$, 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°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°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°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 southeasterly 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 $10^{\circ}09'02''$, an arc length of 134.12 feet and a chord which bears $S03^{\circ}43'49''W$, a distance of 133.94 feet to a 1/2 inch iron rod with cap found for the end of said curve;

THENCE, $S01^{\circ}21'12''E$, 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°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°09'44"W, a distance of 1027.86 feet to a hilti nail found for an angle point;
- 2) N63°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 BURLISON 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 $21^{\circ}07'33''$, an arc length of 314.29 feet and a chord which bears $S74^{\circ}47'47''E$, 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) $S27^{\circ}30'28''W$, a distance of 25.31 feet to a 1/2 inch iron rod found for an angle point;
- 2) $S23^{\circ}04'23''W$, 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) $S39^{\circ}44'32''E$, a distance of 91.31 feet to a 1/2 inch iron rod with cap found for an angle point;
- 4) $S25^{\circ}32'32''E$, a distance of 77.82 feet cut "X" in concrete found for an angle point;
- 5) $S38^{\circ}47'32''E$, a distance of 175.06 feet to a 1/2 inch iron rod found for an angle point;
- 6) $S58^{\circ}36'11''E$, 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 $04^{\circ}46'58''$, an arc length of 187.82 feet and a chord which bears $S51^{\circ}34'00''W$, 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) $N35^{\circ}04'40''W$, 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 B

Site Map of Proposed Reinvestment Zone Number Sixteen

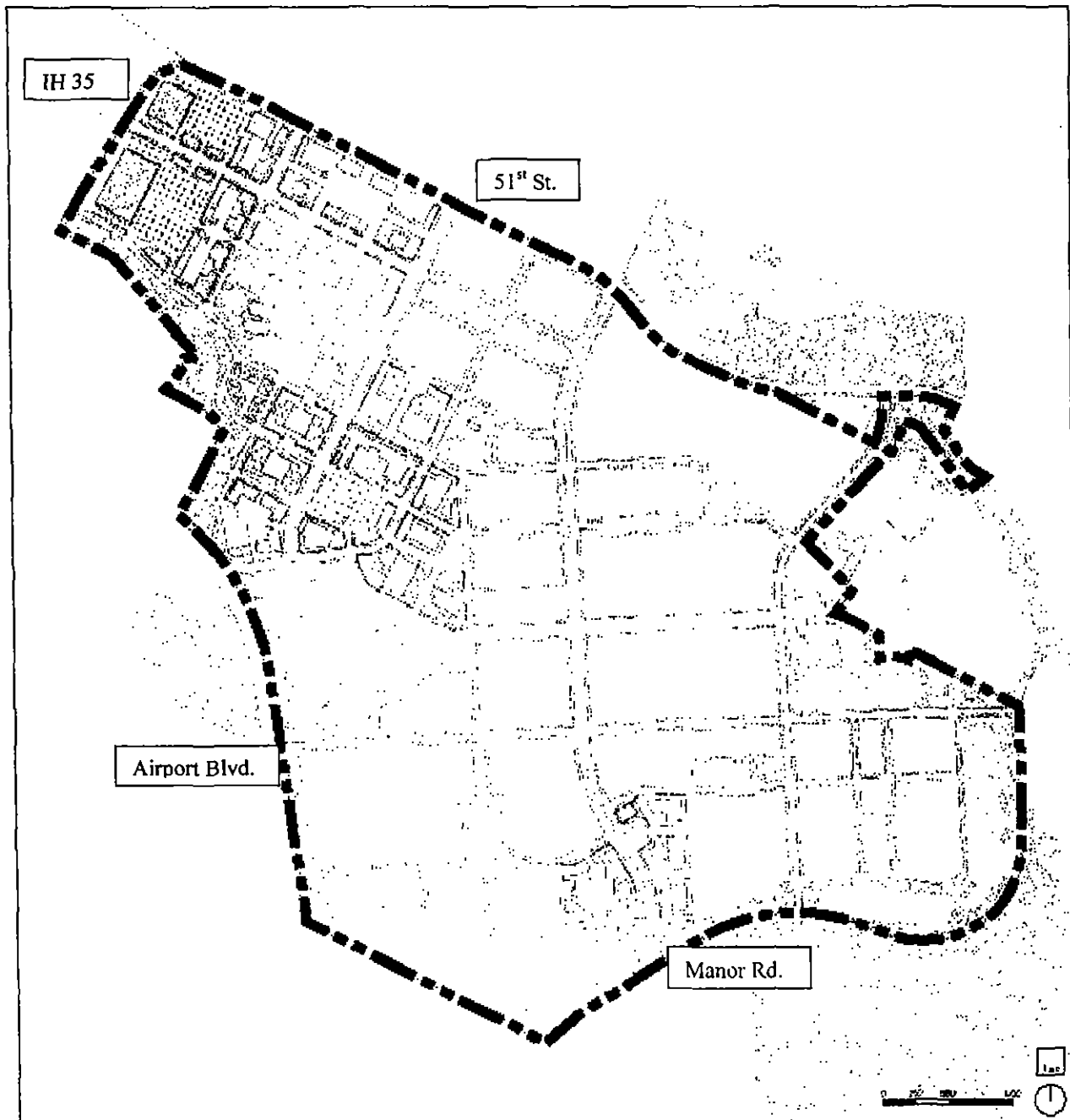


Exhibit C

Tax Increment Reinvestment Zone Number 16 Preliminary Reinvestment Zone Project and Financing Plan

On November 4, 2004, the Austin City Council set a public hearing and adopted public hearing notice that evidenced the intent of the Austin City Council to create a reinvestment zone pursuant to the Tax Increment Financing Act, Chapter 311, Texas Tax Code (the "Act"), for the purpose of encouraging redevelopment.

Proposed Boundaries of the Zone

The proposed reinvestment zone is approximately 700 acres and comprises the site of the former Robert Mueller Municipal Airport (RMMA). The site is bounded generally by 51st Street on the north, III-35 on the west, Airport Boulevard on the west and the south, and Manor Road on the south and the east. A detailed description of the property is provided in the *RMMA Metes and Bounds Description & Survey*, which is attached to City Ordinance No. 040826-61 (the RMMA PUD Ordinance), available on the City's website at www.ci.austin.tx.us/mueller/redevelopment.htm and is also attached as Exhibit A to this ordinance.

Plans for Redevelopment of the Proposed Zone

This site, comprising approximately 700 acres, will be redeveloped as a mixed-use neighborhood with approximately 4,600 housing units, 2.5 million square feet of office, and 650,000 square feet of retail, with schools, parks and open space.

The redevelopment of RMMA will be an urban in-fill project, with extensive deconstruction of runways and remaining RMMA facilities. In addition, the project will have features and amenities considerably in excess of those found in most developments, including: a 25% affordable housing component; a 20% dedication of open space to parks, sports fields, and greenways; a transit boulevard, alleyways; and, a comprehensive network of bicycle facilities. More information on the redevelopment of the zone can be found at www.ci.austin.tx.us/mueller/redevelopment.htm.

Effect of the Proposed Zone on Property Values and Tax Revenues

The City of Austin estimates that at full build-out, the redevelopment will add approximately one billion dollars in incremental assessed value to the City's ad valorem tax roll. At the City's fiscal year 2005 tax rate of .4912 cents per \$100 of assessed valuation, this additional value would produce tax revenue of approximately \$4.9 million.

Financing Plan Details

Most of the financial information related to the Zone is included in Attachment J of the Master Development Agreement which is attached and labeled as "Pro Forma Assumptions and Pro Forma". This attachment is the Pro Forma for the project which shows estimated revenues, expenses, and debt issuances for the project over its projected life which is currently about 10 years. This pro forma was developed using the input of economists, engineers, the City's financial advisors and others with knowledge of this type of project in the area. Based on current and projected market conditions at this time, we believe the project build-out is economically feasible. The pro forma analysis will be further considered when the economic feasibility study, prepared in satisfaction of the provisions of Section 311.011(c)(3) of the Act, is presented to the Zone board of directors and the City Council of the City in connection with the approval of the final project and financing plan for the Zone.

Exhibit L to the Master Development Agreement which is labeled "Public Finance Reimbursable Costs", also attached, is a listing of the types of costs that may be paid with public financing. Note that developer profit is not one of the eligible costs.

Current appraised value of the property is \$0. Appraised value at full build out is \$1 billion.

The Zone will be in existence until the debt is paid off. Currently the last debt issuance is anticipated in 2014. Assuming 20 year debt, the Zone will be in existence approximately 30 years.

A list of the various types of infrastructure and related costs is also attached.

The Preliminary Financing Plan assumes the City will be the sole contributor of tax increment in the zone. Contributions will vary depending on the amount and timing of debt issuances and will be set to cover debt service. As such they may vary as a percentage of increment from year to year.

Public Finance Reimbursable Project Costs

Public Finance Reimbursable Project Costs mean expenditures made or estimated to be made and monetary obligations incurred or estimated to be incurred with respect to the Project and which are to be reimbursed from the proceeds of the issuance of public debt under Applicable Law, including, without limitation:

- (a) capital costs, including the actual costs of the acquisition and construction of public works, public improvements, new buildings, structures, and fixtures; the actual costs of the acquisition, demolition, alteration, remodeling, repair, or reconstruction of existing buildings, runways, structures, and fixtures; and the actual costs of the acquisition of land and equipment and the clearing and grading of land;
- (b) financing costs, including all interest paid to holders of evidences of indebtedness or other obligations issued to pay for project costs and any premium paid over the principal amount of the obligations because of the redemption of the obligations before maturity;
- (c) real property assembly costs;
- (d) professional service costs, including those incurred for architectural, planning, engineering, and legal advice and services;
- (e) relocation costs (other than development personnel);
- (f) organizational costs, including the costs of conducting environmental impact studies or other studies, the cost of publicizing the creation of the TIRZ, and the cost of implementing the project plan for the TIRZ;
- (g) interest before and during construction and for one year after completion of construction, whether or not capitalized;
- (h) the cost of operating the TIRZ; and
- (i) the amount of any contributions made by the City from general revenue with respect to the Project to the extent approved by Catellus, which approval will not be unreasonably withheld, conditioned or delayed.

The Base Developer Return, the Developer Return and the Base Developer Return Shortfall are not Public Finance Reimbursable Project Costs.

Reinvestment Zone Number Sixteen
Examples of Infrastructure Costs

- *Design and Consulting Services*
- *Wastewater and Reclaimed Water*
- *Potable Water*
- *Roadway System*
- *Wet Ponds*
- *Drainage*
- *Miscellaneous Infrastructure*
- *Demolition Work*
- *Permits and Fees*
- *Traffic Improvements*
- *Landscape and Amenities*
- *Contingency*
- *Town Center Parking Facilities*
- *Construction Management*
- *Bond Guarantees*
- *Grading and Erosion Controls*

Pro Forma Assumptions

The attached Pro Forma represents the current best estimate for revenues, costs, and Public Financing for the Property. Because the Property is developed over such a long period of time, it is likely that the final project accounting will be different from the current Pro Forma. As such, the Pro Forma is not intended to be a budget, but rather a tool to evaluate the economics of the Property at a point in time. The Pro Forma is based on a number of assumptions, including without limitation:

1. Development and all land sales excluding the Hospital Property will occur over approximately ten years. Land will be transferred to Catellus, and the corresponding Infrastructure constructed in phases over that period.
2. Regional retail will be developed on the Regional Retail Property.
3. The following non-tax based entities will be located on the Property:
 - a. Dell Children's Medical Center of Central Texas
 - b. Neighborhood school
 - c. Academic Health Center
4. All land sale revenues are deposited into the Project Revenue Fund for payment of Project Costs, Catellus returns, and City returns.
5. Land sale revenues assume 25% of housing is Affordable Housing.
6. Public Financing will be issued periodically and supported solely by Sales Taxes and Ad Valorem Taxes for payment of Public Finance Reimbursable Project Costs. The Pro Forma reflects that debt service proceeds after issuance costs are deposited into the Public Finance Fund. Initial bond issuances supported by Sales Taxes include 2 years of capitalized interest.
7. Any Sales Taxes or Ad Valorem Taxes collected prior to the first bond issuances will be deposited into the Public Financing Fund.
8. Revenue from the sale of the Hospital Property is used to fund Project Costs.
9. Catellus provides interim equity financing for the Property. Current estimates show that the maximum outstanding equity investment in the Property is \$35 million.
10. Infrastructure costs include Backbone Infrastructure as well as what is more traditionally Intract Infrastructure such as residential streets, alleys, water and wastewater lines other than mains. It is further assumed that the achievable land sales prices will reflect the added value of this Infrastructure being installed.
11. A parking garage will be constructed in the Town Center and funded by the Property.
12. Catellus pays normal development fees which are included as a cost to the Property. These fees will be revenue to the City which can be used for normal governmental purposes but are not committed specifically to the Property. As such, they are not shown as revenues to the Property.

13. Catellus retains 15% of each land sale as a preliminary payment of the Developer Return.
14. The City defers up-front land payments in return for maximized Ad Valorem Taxes and participation in the distribution of proceeds at the end of the project.
15. Proceeds from the sale of deconstructed materials are not estimable at this time but will be shown as revenues in the future.
16. No other governmental entities participate in the Public Financing.
17. A contingency of 17% of hard and soft costs is included as a Project Cost.
18. Other Project Costs include security, fencing, remediation, and rehabilitation of remaining structures.
19. The Pro Forma captures only revenues and costs of the Property. Revenues to the City which are not specifically dedicated to the Property in the Agreement do not appear as revenues on the Pro Forma.
 - a. Revenues from Sales Taxes and Ad Valorem Taxes in excess of debt service payments are estimated at \$55 million over the first 20 years of the Property.
 - b. Site development fees for vertical development are currently not estimable.

[PRO FORMA IN ATTACHED PDF FILE]

Projected Cash Flow
Mueller Master Developer Agreement

Item	Total	2003	2004	2005	2006	2007	2008
SOURCES OF FUNDS							
Total Land Sale Revenue (uninflated)	\$ 146,814,937	0	0	0	19,816,351	21,067,668	21,442,560
Total Land Sale Revenue (Inflated)	\$ 184,995,805	0	0	0	22,065,654	24,490,121	25,799,526
Public Financing							
City Sales Tax Bond	\$ 9,733,381	0	0	0	9,733,381	0	0
City Sales Tax Bond - Reissuing Proceeds	\$ 3,797,964	0	0	0	0	0	267,063
City TIRZ Bond	\$ 6,771,920	0	0	0	0	0	0
City TIRZ Bond - Reissuing Proceeds	\$ 24,675,447	0	0	0	0	0	0
Pre-Debt Issuance Tax Revenues	\$ 1,458,087	0	0	0	0	936,895	\$21,192
Total Public Financing Sources (Inflation included in figures)	\$ 46,436,807	0	0	0	9,733,381	936,895	788,255
Cumulative Public Financing	\$ 46,436,807	0	0	0	9,733,381	10,670,275	11,458,531
Other Revenue Sources							
Hospital Site Development Fund	\$ 10,500,000	1,518,000	8,982,000	0	0	0	0
Other	\$ 4,780,641	0	0	0	556,257	747,813	668,801
Cumulative Other Revenue Sources	\$ 15,280,641	1,518,000	8,982,000	0	556,257	747,813	668,801
TOTAL SOURCES (Inflated)	\$ 246,713,254	\$1,518,000	\$8,982,000	\$0	\$32,355,291	\$26,174,828	\$27,256,582
USES OF FUNDS							
Hospital Site Development Cash Flow Expenses							
Unreimbursed Hospital Site Cash Flow Expenses	\$ 7,250,100	0	2,608,500	4,641,600	0	0	0
Non-Hospital Infrastructure and Site Preparation							
Design and Consulting Services	\$ 19,342,482	0	0	2,651,931	3,874,779	2,756,150	3,454,011
Permits and Fees	\$ 4,299,580	0	0	723,555	885,672	718,985	1,002,450
Wastewater and Reclaimed Water	\$ 7,458,919	0	0	272,776	545,551	1,436,604	1,436,636
Potable Water	\$ 6,945,869	0	0	257,229	514,457	1,190,347	1,410,748
Roadway System	\$ 15,793,910	0	0	628,923	1,257,847	3,189,416	2,846,978
Wet Ponds/Drainage	\$ 13,782,827	0	0	838,031	1,677,062	2,347,999	2,500,064
Utilities (Gas, Electric, Telecomm)	\$ 7,781,033	0	0	494,180	988,359	1,645,125	765,450
Demolition Work	\$ 8,682,953	0	0	887,432	0	1,850,647	1,973,067
Offsite Traffic Improvements	\$ 595,622	0	0	0	0	213,180	0
Onsite Traffic Improvements	\$ 2,373,940	0	0	130,480	260,960	453,225	253,890
Grading and Erosion Controls	\$ 5,645,192	0	0	276,753	553,507	1,273,511	1,090,970
Landscape and Amenities	\$ 19,184,260	0	0	1,064,703	2,129,407	7,524,210	1,748,600
Other (Rehab, Remediation, Security)	\$ 4,795,200	0	0	320,000	640,000	1,830,000	165,000
Bonds/Fiscals	\$ -	0	0	0	0	0	0
Contingency	\$ 19,451,614	0	0	990,782	1,981,565	4,703,560	2,324,537
Town Center Parking Facilities	\$ 6,808,851	0	0	0	0	0	6,808,851
Total Non-Hospital Infra. and Site Prep Costs (Uninflated)	\$ 142,942,059	0	0	9,537,685	19,309,936	31,131,959	28,441,252
Total Non-Hospital Infra. and Site Prep Costs (Inflated at 2.50%)	\$ 158,416,454	0	0	9,776,127	16,085,054	33,525,714	31,393,821
Predevelopment Costs							
Reimbursed City Costs	\$ -	0	0	0	0	0	0
Predevelopment including reimbursed City Costs	\$ 6,717,055	0	6,382,609	334,446	0	0	0
Total Predevelopment Costs (Roll-up inflation included)	\$ 6,717,055	0	6,382,609	334,446	0	0	0
Other Project Costs							
Catellus Const. Mgmt. at 4.0% of Inflated Eligible Non-Hospital Costs	\$ 5,165,816	0	0	275,483	466,556	1,222,306	802,622
Catellus Project Administration	\$ 3,641,067	0	41,667	500,000	500,000	500,000	500,000
City Project Administration	\$ 1,820,833	0	20,833	250,000	250,000	250,000	250,000
Property Taxes at 0.0245% of Raw Land Value	\$ -	0	0	0	0	0	0
Property Liability Insurance at 0.18% of Inflated Non-Hospital Costs	\$ 285,150	0	0	17,597	28,953	60,346	56,509
Environmental Insurance	\$ 755,598	0	0	0	0	0	0
Selling Costs at 6.0% of Inflated Land Value (excl. Yard & Row House)	\$ 3,947,419	0	0	0	113,960	419,605	571,533
Selling Costs at 3.0% of Inflated Land Value (Yard & Row House)	\$ 3,346,603	0	0	0	375,428	524,901	468,219
Closing Costs at 1.0% of Inflated Land Value (All Units)	\$ 1,849,958	0	0	0	220,657	244,901	257,995
Bond Guarantee Costs at 2.0% of Sales Tax Bond	\$ 424,825	0	0	0	212,412	212,412	0
Catellus Profit at 15% of Land Sales	\$ 27,749,371	0	0	0	3,309,848	3,673,518	3,889,929
TOTAL USES (Inflated)	\$ 231,871,188	\$1,518,000	\$18,691,546	\$15,795,253	\$21,562,868	\$40,633,704	\$38,190,628
NET PROJECT CASH FLOW with Profit Margin as Cost Item							
Maximum Developer Equity Out-of-Pocket	\$ (48,338,482)	\$0	(\$9,709,546)	(\$15,795,253)	\$10,792,423	(\$14,458,876)	(\$10,934,045)
Project Internal Rate of Return	5.12%	#NUM!	#NUM!	#NUM!	#NUM!	#NUM!	#NUM!
NET PROJECT CASH FLOW without Profit Margin as Cost Item							
Maximum Developer Equity Out-of-Pocket	\$ (34,369,349)	\$0	(\$9,709,546)	(\$15,795,253)	\$14,102,271	(\$10,785,358)	(\$7,064,116)
Internal Rate of Return	15.00%	#NUM!	#NUM!	#NUM!	#NUM!	#NUM!	#NUM!

Projected Cash Flow
Mueller Master Developer Agreement

Item	Total	2009	2010	2011	2012	2013	2014
SOURCES OF FUNDS							
Total Land Sale Revenue (uninflated)	\$ 146,814,937	16,646,372	23,981,528	22,295,350	13,502,055	6,596,751	1,466,302
Total Land Sale Revenue (inflated)	\$ 184,995,805	20,772,316	31,309,017	30,167,323	18,918,626	9,443,516	2,029,705
Public Financing							
City Sales Tax Bond	\$ 9,733,381	0	0	0	0	0	0
City Sales Tax Bond - Reissuing Proceeds	\$ 3,797,964	0	0	0	3,530,901	0	0
City TIRZ Bond	\$ 6,771,929	6,771,929	0	0	0	0	0
City TIRZ Bond - Reissuing Proceeds	\$ 24,675,447	0	0	13,481,576	0	11,193,871	0
Pro-Debt Issuance Tax Revenues	\$ 1,458,087	0	0	0	0	0	0
Total Public Financing Sources (Inflation included in figures)	\$ 46,436,807	6,771,929	0	13,481,576	3,530,901	11,193,871	0
Cumulative Public Financing	\$ 46,436,807	18,230,460	18,230,460	31,712,036	35,242,936	46,436,807	46,436,807
Other Revenue Sources							
Hospital Site Development Fund	\$ 10,500,000	0	0	0	0	0	0
Other	\$ 4,780,841	479,927	875,485	817,747	421,610	212,002	0
Cumulative Other Revenue Sources	\$ 15,280,841	479,927	875,485	817,747	421,610	212,002	0
TOTAL SOURCES (Inflated)	\$ 246,713,254	\$28,024,173	\$32,185,502	\$44,466,646	\$22,871,136	\$20,849,389	\$2,029,705
USES OF FUNDS							
Hospital Site Development Cash Flow Expenses	\$ 17,750,100	0	0	0	0	0	0
Unreimbursed Hospital Site Cash Flow Expenses	\$ 1,250,100	0	0	0	0	0	0
Non-Hospital Infrastructure and Site Preparation							
Design and Consulting Services	\$ 10,342,482	2,905,354	1,848,311	975,522	664,423	212,002	0
Permits and Fees	\$ 4,299,580	631,165	246,483	18,057	73,213	0	0
Wastewater and Reclaimed Water	\$ 7,458,919	1,795,096	1,200,328	630,680	0	141,248	0
Potable Water	\$ 6,845,869	1,721,587	1,140,277	591,608	0	119,636	0
Roadway System	\$ 15,793,910	3,611,471	2,578,599	1,187,292	71,777	422,607	0
Wet Ponds/Drainage	\$ 13,782,827	3,374,284	2,024,696	958,991	0	0	0
Utilities (Gas, Electric, Telecomm)	\$ 7,761,039	1,588,425	1,355,325	618,175	15,750	410,250	0
Demolition Work	\$ 8,682,953	1,757,356	1,228,828	401,299	218,049	365,275	0
Offsite Traffic Improvements	\$ 595,622	0	148,093	234,349	0	0	0
Onsite Traffic Improvements	\$ 2,373,940	506,685	415,065	315,835	3,150	34,650	0
Grading and Erosion Controls	\$ 5,645,192	936,618	1,100,617	307,652	45,000	60,564	0
Landscape and Amenities	\$ 19,184,260	2,476,093	3,275,577	646,270	251,000	68,400	0
Other (Rehab, Remediation, Security)	\$ 4,795,000	1,330,000	330,000	160,000	10,000	10,000	0
Bonds/Fiscals	\$ -	0	0	0	0	0	0
Contingency	\$ 19,451,614	3,978,075	3,116,356	1,253,662	151,407	351,641	0
Town Center Parking Facilities	\$ 6,808,651	0	0	0	0	0	0
Total Non-Hospital Infra. and Site Prep Costs (Uninflated)	\$ 142,942,059	26,612,190	20,009,554	8,199,392	1,503,769	2,198,273	0
Total Non-Hospital Infra. and Site Prep Costs, inflated at 2.43%	\$ 158,416,454	30,109,260	23,204,948	9,746,500	1,832,197	2,742,843	0
Predevelopment Costs							
Reimbursed City Costs	\$ -	0	0	0	0	0	0
Predevelopment Including reimbursed City Costs	\$ 6,717,055	0	0	0	0	0	0
Total Predevelopment Costs (Roll-up inflation included)	\$ 6,717,055	0	0	0	0	0	0
Other Project Costs							
City Const. Mgmt. at 4.0% of Inflated Eligible Non-Hospital Costs	\$ 5,165,816	1,072,884	842,458	343,476	40,907	99,123	0
City Const. Project Administration	\$ 3,641,667	500,000	500,000	400,000	100,000	100,000	0
City Project Administration	\$ 1,820,833	250,000	250,000	200,000	50,000	50,000	0
Property Taxes at 0.0245% of Raw Land Value	\$ -	0	0	0	0	0	0
Property Liability Insurance at 0.18% of Inflated Non-Hospital Costs	\$ 285,150	54,197	41,769	17,544	3,298	4,937	0
Environmental Insurance	\$ 755,938	0	0	100,000	0	0	0
Selling Costs at 6.0% of Inflated Land Value (Yard & Row House)	\$ 3,947,419	648,592	667,126	599,414	513,232	292,175	121,782
Selling Costs at 3.0% of Inflated Land Value (Yard & Row House)	\$ 3,346,603	298,874	605,708	605,313	310,943	137,218	0
Closing Costs at 1.0% of Inflated Land Value (All Uses)	\$ 1,849,958	207,723	313,090	301,673	189,186	94,435	20,297
Bond Guarantee Costs at 2.0% of Sales Tax Bond	\$ 424,825	0	0	0	0	0	0
City Const. Profit at 15% of Land Sales	\$ 27,749,371	3,115,847	4,696,353	4,525,098	2,837,794	1,416,527	304,456
TOTAL USES (Inflated)	\$ 231,871,188	\$36,257,367	\$31,121,452	\$16,839,019	\$5,877,556	\$4,937,259	\$446,535
NET PROJECT CASH FLOW with Profit Margin as Cost Item							
Maximum Developer Equity Out-of-Pocket	\$ (48,338,492)	(\$8,233,194)	\$1,064,050	\$27,627,628	\$16,993,580	\$15,912,130	\$1,583,170
Project Internal Rate of Return	5.12%	#NUM!	#NUM!	#DIV/0!	-1.17%	4.67%	5.12%
NET PROJECT CASH FLOW without Profit Margin as Cost Item							
Maximum Developer Equity Out-of-Pocket	\$ (34,369,349)	(\$5,117,347)	\$5,760,402	\$32,152,726	\$19,831,374	\$17,328,657	\$1,887,626
Internal Rate of Return	15.00%	#NUM!	#NUM!	\$3,543,780	\$23,375,154	\$40,703,811	\$42,591,437