Zoning Public Hearing
CITY OF AUSTIN
RECOMMENDATION FOR COUNCIL ACTION

AGENDA ITEM NO.: Z-11
AGENDA DATE: Thu 05/19/2005
PAGE: 1 of 1

SUBJECT: C814-88-0001(RCA) - Gables at Westlake - Conduct a public hearing and approve a restrictive covenant amendment for the property locally known as 3100-3320 Capital of Texas Highway (Lake Austin Watershed). Zoning and Platting Commission Recommendation: To approve the restrictive covenant amendment. Applicant: Protestant Episcopal School Council (Brad Powell). Agent: Drenner Stuart Metcalfe von Kreisler (Steve Drenner). City Staff: Glenn Rhoades, 974-2775.

REQUESTING DEPARTMENT: Neighborhood Planning and Zoning

DIRECTOR'S AUTHORIZATION: Greg Guernsey

RCA Serial#: 7954 Date: 05/19/05 Original: Yes
Disposition: Postponed~THU 05/19/2005

Published: Fri 02/11/2005
Adjusted version published:

RESTRICTIVE COVENANT AMENDMENT REVIEW SHEET

CASE: C814-88-0001(RCA)

Z.A.P. DATE: January 4, 2005
January 18, 2005

C.C. DATE: February 17, 2005
March 24, 2005
April 28, 2005
May 12, 2005

ADDRESS: 3100-3320 N. Capitol of Texas Hwy.

OWNER/APPLICANT: Protestant Episcopal Church (Brad Powell)

AGENT: Drenner Stuart Wolff Metcalfe von Kriesler (Michele Haussmann)

APPLICANT'S REQUEST:

To amend an existing Restrictive Covenant to allow for multifamily residential use.

AREA: 31.844 acres

ZONING AND PLATTING COMMISSION RECOMMENDATION:

January 4, 2005 – Approved the restrictive covenant amendment to allow for townhouse and condominium (SF-6) district zoning regulations (Vote: 5-4, Baker, Martinez, Pinneli and Hammond – nay).

January 18, 2005 – Brought back to rescind and reconsider. However, it failed to garner the required two Commissioners to sponsor rescinding and reconsideration.

ISSUES:

The applicant in this case is proposing to amend an existing restrictive covenant that was approved in January of 1989. The restrictive covenant as it stands today, designates the property for this case as office and retail (see exhibit A) and the owner is proposing to amend the restrictive covenant in order to allow for multifamily residential. A full copy of the restrictive covenant is in the back of this report. The applicant is proposing 328 dwelling units.

In addition to the application to amend the restrictive covenant, the applicant has also filed an application to amend an associated Planned Unit Development (PUD). The PUD also designates the property for office/retail uses. This also needs to be amended in order to allow for multifamily residential (see exhibit B). The restrictive covenant amendment is to be heard at the same hearing as the PUD amendment. As part of the application to amend the PUD to allow for multifamily, the applicant is requesting two variances from the Land Development Code for construction on slopes and to the cut and fill requirements. The variance requests were considered by the Environmental Board on October 6, 2004 and were recommended with conditions (see exhibit C).

There has been substantial neighborhood opposition to the proposed change and at the November 16, 2004 Zoning and Platting Commission hearing a subcommittee was formed to see if there could be any compromise between the neighborhood and the property owners. The first meeting was held on November 22, 2004 and several representatives from both sides were in attendance. At the meeting it

was agreed that Mr. Steve Drenner, representative for the property owner, would forward a proposal to the neighborhood for review and the subcommittee would reconvene on December 13, 2004. The purpose of the second meeting was to find out if an agreement had been reached or if there was any room for compromise. At the end of the meeting it was determined that a compromise could not be reached at that time, but that dialogue between the neighborhood and the applicant would continue. Please see attached signatures in opposition to the proposed change.

BASIS FOR RECOMMENDATION:

Staff believes the proposed multifamily use is appropriate at this location. Generally, land uses transition from more intense uses to lower intensive uses between single-family neighborhoods and arterial roadways. The subject tract is adjacent to Capitol of Texas Highway to the east and a single-family neighborhood to the west. Presently, the property is proposed for an office/retail park and staff believes that a multifamily project would be more compatible with the single-family neighborhood to the west.

In addition, when the PUD was originally approved there was a Traffic Impact Analysis (TIA) that was conducted. The TIA allows 6,720 vehicle trips per day for the approved office retail complex. However, if the site were developed with 328 multifamily units, the trip generation would be significantly reduced to 2,70 vehicle trips per day (see transportation comments).

As previously stated, the applicant has requested two environmental variances from the Land Development Code, from cut and fill and building on slopes. The City's environmental staff recommended the variances to the Environmental Board and the Board has recommended their approval to City Council. The Board believes that the current proposal will "...provide for greater environmental protection than the approved PUD..." Please see the attached recommendation from environmental staff and the motion from the Environmental Board (see exhibit D).

EXISTING ZONING AND LAND USES:

	ZONING	LAND USES
Site	PUD	Undeveloped
North	PUD	Commercial
South	PUD	Undeveloped
East	SF-1	Single Family
West	PUD	Single Family

AREA STUDY: N/A

TIA: N/A

WATERSHED: Lake Austin

DESIRED DEVELOPMENT ZONE: No

CAPITOL VIEW CORRIDOR: No

HILL COUNTRY ROADWAY: Yes

NEIGHBORHOOD ORGANIZATIONS:

#153 – Rob Roy Homeowners Association
#303 – Bridgehill Homeowners Association
#331 – Bunny Run Homeowners Association
#434 – Lake Austin Business Owners
#511 – Austin Neighborhoods Council

#605 – City of Rollingwood
#920 – The Island on Westlake Homeowners Association
#965 – Old Spicewood Springs Neighborhood Association

CASE HISTORIES:

There have been no recent zoning cases in the immediate vicinity.

RELATED CASES:

There is an associated PUD amendment (C814-88-0001.08) that is to be heard concurrently with this application.

CITY COUNCIL DATE AND ACTION:

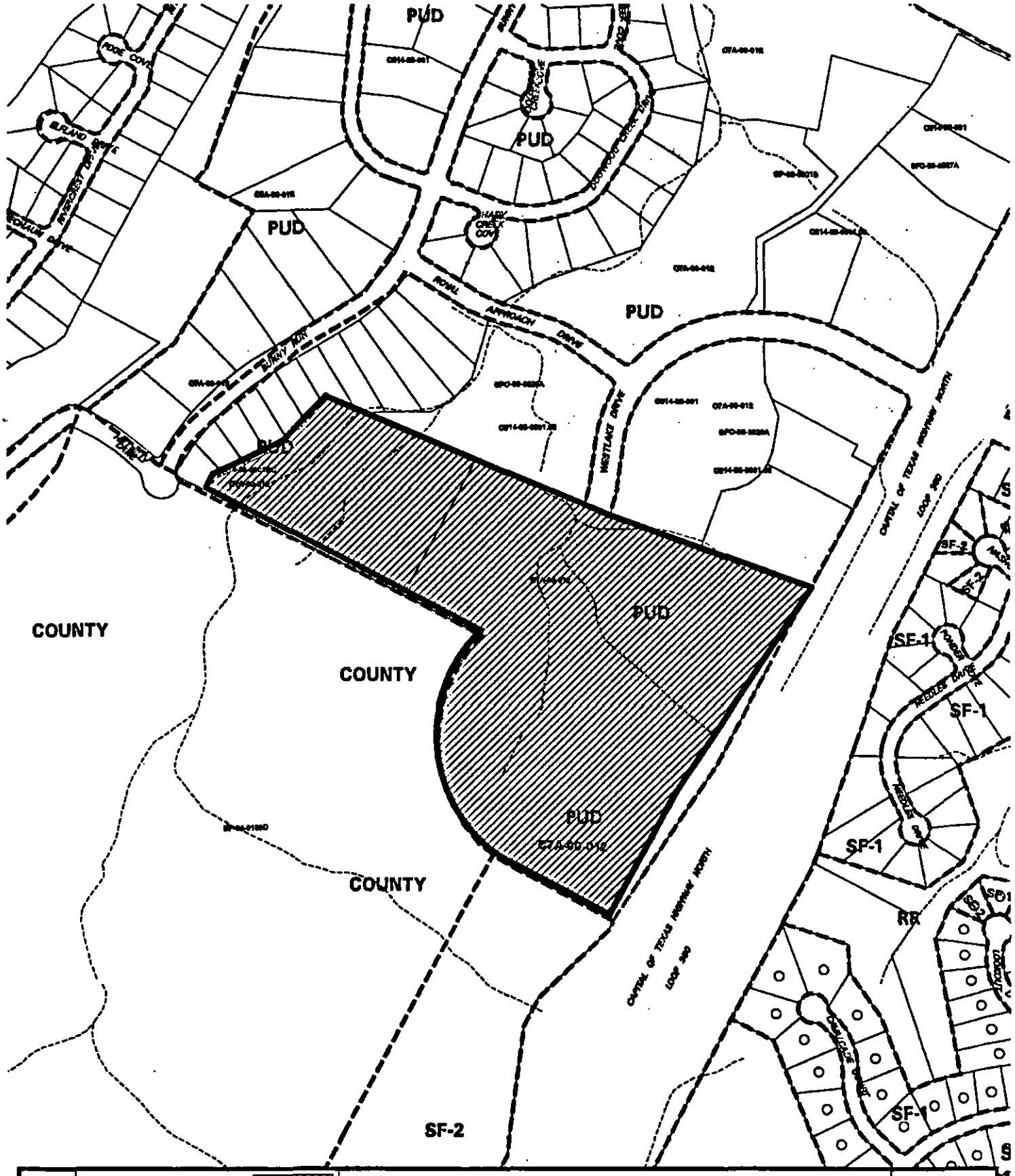
February 17, 2005 – Postponed at the request of the applicant to March 24, 2005 (Vote: 7-0).

March 24, 2005 – Postponed at the request of the neighborhood until April 21, 2005 (Vote: 7-0).

April 28, 2005 – Postponed at the request of the applicant until May 12, 2005 (Vote: 5-0, W. Wynn and B. McCraken – off dais).

CASE MANAGER: Glenn Rhoades **PHONE:** 974-2775

E-MAIL: glenn.rhoades@ci.austin.tx.us



N 1" = 400'	SUBJECT TRACT PENDING CASE ZONING BOUNDARY CASE MGR: G. RHOADES	PLANNED UNIT DEVELOPMENT CASE #: C814-88-0001(RCA) ADDRESS: N CAPITAL OF TEXAS HWY SUBJECT AREA (acres): 31.844	DATE: 04-10 INTLS: SM	CITY GRID REFERENCE NUMBER F27

STAFF RECOMMENDATION **C814-88-0001(RCA)**

Staff recommends amending the restrictive covenant to allow for multifamily residential.

BASIS FOR RECOMMENDATION

Staff believes the proposed multifamily use is appropriate at this location. Generally, land uses transition from more intense uses to lower intensive uses between single-family neighborhoods and arterial roadways. The subject tract is adjacent to Capitol of Texas Highway to the east and a single-family neighborhood to the west. Presently, the property is proposed for an office/retail park and staff believes that a multifamily project would be more compatible with the single-family neighborhood to the west.

In addition, when the PUD was originally approved there was a Traffic Impact Analysis (TIA) that was conducted. The TIA allows 6,720 vehicle trips per day for the approved office retail complex. However, if the site were developed with 328 multifamily units, the trip generation would be significantly reduced to 2,70 vehicle trips per day (see transportation comments).

As previously stated, the applicant has requested two environmental variances from the Land Development Code, from cut and fill and building on slopes. The City's environmental staff recommended the variances to the Environmental Board and the Board has recommended their approval to City Council. The Board believes that the current proposal will "...provide for greater environmental protection than the approved PUD..." Please see the attached recommendation from environmental staff and the motion from the Environmental Board.

Transportation

The proposed site generates significantly less trips than the originally approved use for this tract (office/retail). The TIA was waived for this revision because of the significantly reduced trips from the earlier application. The applicant is proposing to develop a multi family site with approximately 328 dwelling units which will generate approximately 2,070 trips per day. This is a difference of 4,650 vehicles per day less than what was approved with the original TIA. This site is still subject to all of the conditions assumed in the original TIA and will be required to post the appropriate pro rata share based on peak hour trips established with the TIA and as stated in the restrictive covenants and subsequent amendments.

Design and construction of the proposed Westlake Drive will be reviewed at the time of subdivision. At that time approval from TXDOT will be required and may modify the ultimate connection location between the proposed Westlake Drive and Capital of Texas Highway.

As stated in the summary letter no direct access to Capital of Texas Highway is proposed.

EXISTING CONDITIONS

Site Characteristics

The site is currently undeveloped.

EX. A

developed according to City standards as if it were within the limited purpose jurisdiction of the City, as and to the extent expressly set forth in this Restriction. Declarant agrees that the Property may remain in the status of being within the jurisdiction of the City for limited purposes for forty (40) years from the effective date of this Restriction, and expressly waives the right to request and require annexation for full purposes within three (3) years of the annexation for limited purposes. The City may from time to time annex all or a portion of the Property for full purposes at any time provided that such annexations shall be in accordance with this Restriction and all statutory requirements of the State of Texas regarding annexation of territory for full purposes.

1.10 Commercial use within the Property shall be limited to the commercial portions of the Property (as identified on the Concept Plans). The remainder of the Property shall be developed for single family residential uses.

1.11 The uses of the Property shall not be more intensive than the uses, and shall be subject to the restrictions, set forth on Exhibit B attached hereto and made a part hereof for all purposes. As to portions of the Property within the city limits of the City, uses shall be in accordance with the permanent zoning classifications fixed in the above referenced City of Austin Zoning Case. Development intensities as set forth on the Concept Plans and on Exhibit B may be subject to reduction on a lot by lot basis upon submittal to and review by the City of final site development permit plans containing full vegative and tree survey information and grading plans, based on such information and plans.

1.12 (a) The total developed area of the commercial portions of each Tract within the Property shall not exceed the floor-to-area ratio ("FAR") and the impervious cover ("Impervious Cover") as set forth on the Concept Plans.

EX. B

EXHIBIT "H"

CONCEPTUAL SITE PLAN

Davenport Ranch

PROJECT OWNER: WESTVIEW DEVELOPMENT INC.

DAVENPORT W[illegible] P.U.D.

CEI CANY ENGINEERING INCORPORATED

EX. C

ITEM FOR ENVIRONMENTAL BOARD AGENDA

BOARD MEETING DATE REQUESTED:	September 15, 2004
NAME/NUMBER OF PROJECT:	Davenport PUD (Gables Westlake)/C814-88-0001.08
NAME OF APPLICANT OR ORGANIZATION:	Gables Residential Jim Knight (Agent), 328-0011
LOCATION:	3100-3320 North Capital of Texas Highway
PROJECT FILING DATE:	June 9, 2004
WATERSHED PROTECTION STAFF:	Chris Dolan 974-1881 chris.dolan@ci.austin.tx.us
CASE MANAGER:	Glenn Rhoades 974-2775 glenn.rhoades@ci.austin.tx.us
WATERSHED:	Lake Austin (Water Supply Rural)
ORDINANCE:	West Davenport PUD (Ordinance # 890202-B)
REQUEST:	Amendment to PUD Ordinance that includes exceptions (variances) from Lake Austin Ordinance Sections 9-10-383 (Construction on Slopes), and 9-10-409 (Cut/Fill).
STAFF RECOMMENDATION:	RECOMMENDED WITH CONDITIONS.

MEMORANDUM

TO: Betty Baker
Chairman, City of Austin Zoning and Platting Commission

FROM: J. Patrick Murphy, Environmental Services Officer
Watershed Protection and Development Review Department

DATE: October 5, 2004

SUBJECT: Gables Westlake C814-88-0001.08

Description of Project Area

The proposed Gables residential project is located on Lot 1 of Block D and Lot 16 of Block E, within the Davenport West Planned Unit Development (PUD). The site is located within the full purpose jurisdiction of the City of Austin, on the west side of the Capital of Texas highway (Loop 360), just south of Westlake Drive. The referenced lots are currently zoned for office and retail development per the approved PUD Land Use Plan. The two lots have a combined acreage of 28.98 acres, and were allocated a total of 9.49 acres of impervious cover when the PUD Ordinance (89-02-02-B) was approved by City Council in 1989. The site is bordered by Loop 360 to the east, commercial development and undeveloped property to the north and west, and St Stephens School to the south. The site is within the Lake Austin Watershed, which is classified as a Water Supply Rural Watershed by the City's Land Development Code (LDC).

The lots in question (Lot 1, Block D; and Lot 16, Block E) are subject to the Lake Austin Ordinance (Ordinance Number 840301-F), as modified by the PUD Ordinance. Impervious cover limitations are dictated on an individual slope category basis for development subject to the Lake Austin Ordinance. Per the PUD Ordinance, allowable impervious cover is 5.13 acres for Lot 1, Block D, and 4.36 acres for Lot 16, Block E. In order to achieve the level of impervious cover allocated by the PUD Ordinance, exceptions (variances for cut/fill and construction on slopes) to the Ordinance requirements are being requested. The requested exceptions are typical for development sites in and adjacent to the Planned Unit Development. There is floodplain adjacent to St. Stephens Creek located at the west end of the site. No development is proposed within the floodplain.

Existing Topography and Soil Characteristics

The topography of the site generally slopes to the west/northwest, away from Loop 360, and toward St. Stephens Creek. The majority of the steep slopes on the site are located between Loop 360 and the proposed development on Lot 1. The site includes some relatively small areas with slopes (most of which are in the 15-25% category) upon which some development must occur in order to achieve the impervious cover limit allocated by the PUD Land Use Plan. Elevations range from approximately 774 feet above mean sea level (MSL) at the east end of Lot 1, to approximately 634 feet above MSL at the north end of Lot 16.

The soils on the site are classified as Brackett and Volente series soils. The Brackett soils are shallow and well drained, and the Volente soils consist of deep, well drained, calcareous soils occupying long and narrow valleys.

Vegetation

The majority of the site is dominated by Ashe juniper/oak woodlands, with multi-trunked Ashe juniper (cedar) intermixed with spots of Live oak and Texas oak. The project was designed to preserve the mature oaks to the maximum extent that was feasible. A majority of the protected size oaks are located in the floodplain, and will not be disturbed by the proposed development. Shrubs on the site include persimmon, agarita, flaming sumac, greenbriar and Mexican buckeye.

Tree replacements will be installed on the site to the maximum extent that is practical. As a condition of staff support, all replacement trees will be container grown from native seed.

The Hill Country Roadway Corridor Ordinance (HCRC), as modified by the PUD Ordinance, requires that 7.44 acres of Lot 1, and 4.32 acres of Lot 16 (for a total of 11.76 acres) be set aside as HCRC Natural Area. This project proposes to set aside 12.7 acres of Natural Area. As a condition of staff support, all revegetation within disturbed Natural Areas (which will be limited to vegetative filter strip areas) will be specified to be with a native grass/wildflower mix.

Critical Environmental Features/Endangered Species

Based on an Environmental Assessment, as well as a site visits by Watershed Protection Staff, there are no critical environmental features located on, or within 150 feet of the limits of construction. The issue of endangered species was addressed during the PUD approval process, and on June 7, 1990 a letter from the United States Fish and Wildlife Service was provided, indicating that the property did not contain endangered species habitat.

Requested Exceptions to the PUD Ordinance Requirements

The exceptions to the PUD Ordinance that are being requested by this project are to Environmental Sections 9-10-383 (Construction on Slopes) and 9-10-409 (Cut/Fill) of the Lake Austin Watershed Ordinance (Ordinance Number 840301-F). As previously noted, the

site is part of an approved PUD Land Use Plan for which impervious cover was allocated on an individual lot basis during the PUD Ordinance approval process. During the PUD approval process, a conceptual, zoning site plan for office/retail was approved for this site. In order to achieve the level of impervious cover allocated by the PUD Ordinance, the same exceptions (variances for cut/fill and construction on slopes) to the Ordinance requirements that would have been required for the approved conceptual office/retail plan are being requested for this PUD Amendment. While both the approved office/retail plan, and the proposed multi-family plan, would require the same cut/fill variance, the multi-family project will require less than one third of the cut, and just over half of the fill required by the approved office/retail plan. The majority of the proposed cut and fill would be from four to eight feet. There are small areas of cut (approximately 9,855 square feet) exceeding 8 feet, to a maximum of 16 feet. There are also a couple small areas of fill (4,995 square feet) exceeding 8 feet, to a maximum of 10 feet. All proposed cut/fill will be structurally contained.

Due to the topography of the site, as well as the proposed design that includes an improved WQ Plan, impervious cover for the 15-25% slope category exceeds what is allowable under the Lake Austin Ordinance (LAO). Allowable impervious cover for this slope category is .65 acres, and approximately .77 acres is proposed by the multi-family project. The applicant worked diligently with Staff to reduce impervious cover on the 15-25% slopes, and the resulting .12 acres (approximately 6100 square feet) that exceeds what is allowable under the LAO is still less than would have been requested with the office/retail plan. The applicant has worked closely with COA Water Quality Review Staff to provide a WQ Plan for the site that exceeds the Lake Austin Ordinance requirements. The proposed capture volume depth will be approximately double the requirement of the LAO. Treatment of ROW runoff was not required with the approved, conceptual office/retail plan. Water Quality for the multi-family plan will treat and remove pollutants for approximately 4.42 acres of TXDOT ROW, and 4.2 nacres of the Westlake Drive extension ROW. The proposed multi-family plan will provide overland flow and grass lined channels over most of the site allowing the use of vegetative filter strips which, along with the standard WQ ponds, will result in an overall WQ Plan that meets current code requirements (as opposed to the less stringent requirements of the LAO). The vegetative filter strip areas will be restored with native vegetation, and an IPM Plan will be provided. In addition, the office/retail plan was approved with on-site wastewater treatment (septic), and the proposed multi-family project will convey wastewater to a COA wastewater treatment facility.

Lake Austin Watershed Ordinance, Section 9-10-383, Construction on Slopes

Section 9-10-383 of the Lake Austin Watershed Ordinance limits impervious based on individual slope category. Forty (40) percent impervious cover is allowed on slopes under 15%; ten (10) percent impervious cover is allowed on slopes between 15 and 25%; five (5) percent impervious cover is allowed on slopes between 25 and 35%.

Lake Austin Watershed Ordinance, Section 9-10-409, Cut and Fill Requirements

Section 9-10-409 of the Lake Austin Watershed Ordinance limits cut and fill, with the exception of what is required for structural excavation (defined as excavation required for

building foundations), to 4 feet. The Ordinance also states that all slopes exceeding a 3 to 1 ratio, that were generated by the cut and fill, shall be stabilized by a permanent structural means.

The proposed PUD Amendment, including exceptions to the standards of the PUD Ordinance, is recommended by Staff with conditions.

Conditions

1. All cut/fill to be structurally contained.
2. All restoration of disturbed natural areas (including vegetative filter strips) to be with native grass/wildflower mix.
3. All replacement trees to be Class 1 trees, container grown from native seed.
4. Provide Water Quality measures that meet all current code requirements (as opposed to the less stringent requirements of the LAO). Provide an IPM Plan.
5. Provide a minimum of 12.7 acres of Hill Country Natural Area (per the PUD Ordinance, only 11.76 acres are required).

If you have any questions or require further assistance, please contact Chris Dolan at 974-1881.

Patrick Murphy, Environmental Officer
Watershed Protection and Development Review Department

ENVIRONMENTAL BOARD MOTION 100604-B1

Date: October 6, 2004

Subject: Amendments to the Davenport PUD Ordinance # 890202-B

Motioned By: Tim Riley Seconded By: Dave Anderson

Recommendation

The Environmental Board recommends **conditional approval** of the amendment to the Davenport PUD (Ordinace # 890202-B) including the exceptions to the Lake Austin Ordinance Sections 1) 9-10-383 – to allow construction on slopes and 2) 9-10-409 – to allow cut and fill in excess of 4' with the following conditions:

Staff Conditions

1. All cut/fill to be structurally contained;
2. All restoration of disturbed natural areas (including vegetative filter strips to be with native grass/wildflower mix;
3. All replacement trees to be Class I trees, container grown from native seed;
4. Provide water quality measures that meet all current code requirements (as opposed to the less stringent requirements of the LAO);
5. Provide an IPM Plan;
6. Provide a minimum of 12.7 acres of Hill Country Natural Area (per the PUD Ordinance, only 11.76 acres required).

Additional Board Conditions

7. The construction of the level spreaders and berms associated with the vegetative filter strips will be performed by non-mechanical equipment.
8. The project will comply with City of Austin Green Builder Program at a one star level.

Continued on back

9. Require 194-3 inch container grown Class 1 trees. Trees will be selected to provide overall species diversity and shall have a 2-year fiscal posting (this Board condition supersedes Staff condition 3).

10. Reduction of impervious cover for Westlake Drive by reducing the roadway lanes from four lanes to two lanes (with appropriate turn bays).

11. Capture and treatment of 4.42 acres of right-of-way for Capital of Texas Highway (Loop 360).

12. Coal-tar based sealants shall not be used.

Rationale

The proposed amendments, on balance, provide for greater environmental protection than the approved PUD Ordinance. The proposed amendments and conceptual design provide for greater protection of the existing tree canopy than the approved PUD Ordinance. The proposed multi-family plan provides for greater water quality protection through the use of sedimentation/filtration ponds and vegetative filter strips. Additionally, the applicant agrees with the staff condition that the development will meet current code requirements relative to water quality measures. The multi-family plan significantly reduces the required cut and fill needed as compared to the original approved office/retail plan. Also, the multi-family plan reduces impervious cover on slopes 15-25% and slopes greater than 35%. The applicant guarantees that 194 3" container grown Class 1 trees will be planted and that there will be a diversity of species incorporated into the site design. The applicant states that the multi-family plan will reduce traffic by 60%, thereby reducing associated non-point source pollution. The multi-family plan also reduces impervious cover by downsizing the Westlake Drive extension from 4-lanes to 2-lanes. The multi-family plan will also incorporate an Integrated Pest Management Program and will voluntarily comply with the City of Austin's Green Builder Program at the one star level.

Vote 7-0-0-1

For: Ascot, Anderson, Holder, Leffingwell, Maxwell, Moncada, Riley

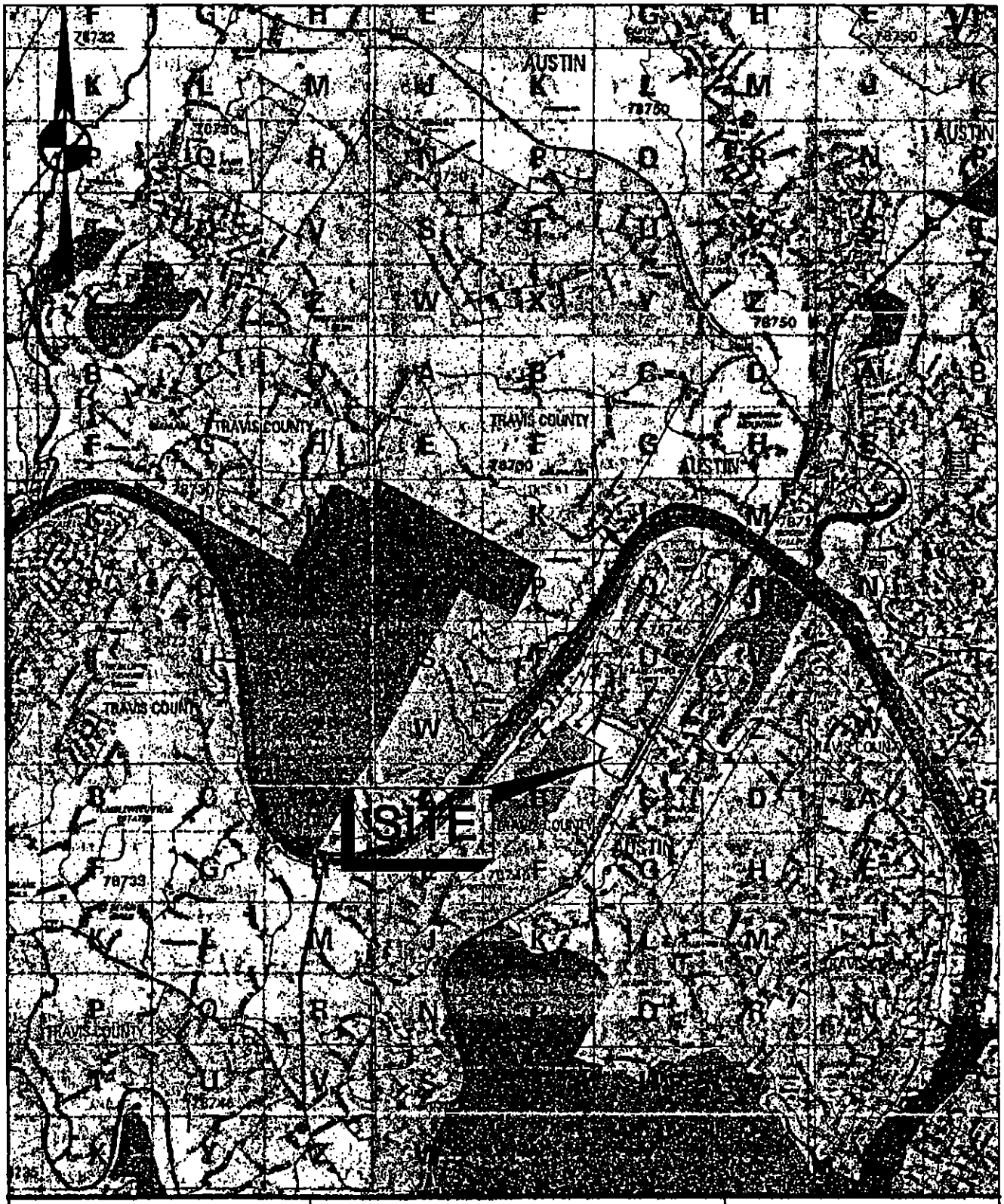
Against: None

Abstain: None

Absent: Curra

Approved By:

Lee Leffingwell, Chair



Bury+Partners
Consulting Engineers and Surveyors

GABLES WESTLAKE
LOOP 360 AND WESTLAKE DRIVE

GABLES RESIDENTIAL

SITE LOCATION

DATE: 03/05/04	SCALE: N.T.S.	DRAWN BY: RWM	FILE:G:\659\15\EXHIBITS\65915EXH12	PROJECT No.: 659-15.56

Davenport Ranch West PUD
Tract F, Block D, Lot 1 and Tract F, Block E, Lot 16

	Original Approved Office\Retail Plan	Proposed Multi-family Plan	Comparison
Land Use:			
Office	281,450 sf	0 sf	–
Retail	40,000 sf	0 sf	
Parking Garage	162,500 sf	0 sf	
Multi-Family	0	323 units	
Water Quality Standards:			
Onsite:			Multi-family plan provides approximately 23,300 cubic feet of additional water quality volume
Methodology	60" French drain pipe	Vegetative filter strips Sedimentation\filtration ponds	
Capture Volume	0.5"	0.9"\1.0"	
Offsite:			
Treating Loop 360	No		
Treating Westlake Dr. Extension	No		
Wastewater:	Onsite septic	Connecting to City of Austin enclosed system	–
Cut\Fill:			
Max. Cut	24 ft	16 ft	Office/Retail plan provides 3 ½ times more total cut area than the proposed MF plan*
Max. Fill	16 ft	10 ft	Office/Retail plan provides 1 ½ times more total fill area than the proposed MF plan*
		–	*See summary table
		–	
Impervious Cover on Slopes:			
0 – 15%	8.31 Ac	8.41 Ac.	*Multi-family plan reduces impervious cover* on slopes 15-25% and slopes >35%
15% - 25%	0.85 Ac.*	0.77 Ac.*	
25 – 35%	0.05 Ac.	0.05 Ac.	
>35%	0.02 Ac.*	0.00 Ac.	
	*Would require Env. Variances	*Requested variance (over by ±6,185 SF)	
Tree Replacements:	No guarantee of tree replacement	194-3" container grown trees guaranteed	Multi-family plan guarantees 194-3" container grown trees.
Traffic:	6,720 trips per day 4-lane Westlake Dr. Extension cross-section	2,070 trips per day 2-lane Westlake Dr. Extension cross-section	Multi-family plan will reduce traffic (69%) and *related pollutants. Reduce impervious cover* for Westlake Drive Extension.
Integrated Pest Management Program:	No	Yes	
Green Builder Program:	No	Yes	

GABLES-WESTLAKE
DAVENPORT RANCH PALNNED UNIT DEVELOPMENT
CUT/FILL AREA COMPARISON

MULTI FAMILY PLAN

CUT (feet)	AREA (SF)
4 – 6	31,050
6 – 8	10,650
8 – 10	5,025
10 – 12	2,025
12 – 14	1,395
14 – 16	1,410
	51,555 SF

FILL (feet)	AREA (SF)
4 – 6	67,950
6 – 8	11,470
8 – 10	4,995
	84,415 SF

OFFICE PLAN

CUT (feet)	AREA (SF)
4 – 8	85,700
8 – 12	52,600
12 – 16	23,550
16 – 20	14,400
20 – 24	11,400
	187,650 SF

FILL (feet)	AREA (SF)
4 – 8	100,000
8 – 12	55,200
12 – 16	1,100
	156,300 SF

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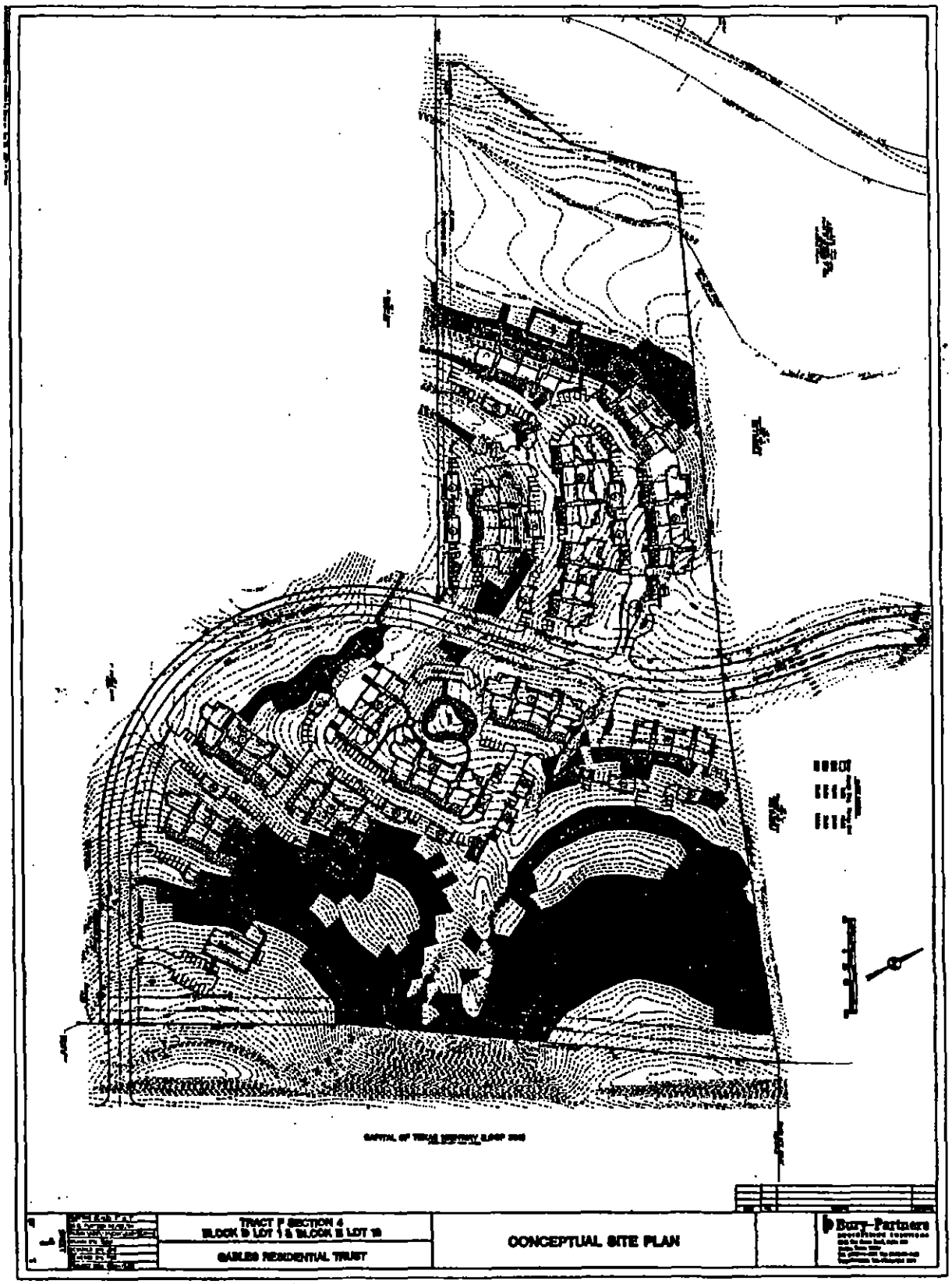
SITE
Bury+Partners



TRACT F SECTION 4
BLOCK 9 LOT 1 & BLOCK 8 LOT 19

OAKLEE RESIDENTIAL TRUST

CONCEPTUAL SITE PLAN

Bury-Partners

HAND DELIVERED,
(COPY BY EMAIL)

Scott R. Crawley
3702 Rivercrest Drive
Austin, TX 78746

December 27, 2004

Mr. Glenn Rhoades
Neighborhood Planning and Zoning Department
City of Austin
505 Barton Springs Rd
Mail room 475
Austin, TX 78704

Re. Gables Westlake-Case Number C814-88-0001.08

Mr. Rhoades:

My fellow residents on Rivercrest Drive (approximately 75 homes), in the absence of an official HOA, have asked me to write to you to voice and register our overwhelming opposition to the Gables Westlake's proposed zoning change in case number C814-88-0001.08.

After meetings with officials from Gables, discussions with city officials and careful review of the proposal and potential implications and impact on our neighborhood, the residents of Rivercrest Drive have concluded that the proposed development is not in the best interests of the neighborhood.

Our list of concerns is considerable and includes the certainty that the neighborhood will be adversely affected by issues related to safety, impervious land usage and adverse traffic patterns. In addition, we are yet to experience the full effect of several recently completed, currently under-occupied, high density housing developments in the area (at least one by Gables). Further to these concerns, I would ask you to make careful note of the following points:

- The original 1988 agreement between St Stephens School, the Bunnyrun Neighborhood Association and the Owners/Developers of the land in question, granted specific consideration to each party in carefully planning and ultimately agreeing on equitable usage of the land. The consideration granted to the neighborhood was an agreement that the land would not be used for multi-family or high density housing. Any moves to discard this agreement or its intent would amount to a serious breach of contract.
- The increase in general residential development in the Davenport area and usage of the 360 corridor over the past few years has put an enormous strain on traffic in the neighborhood. What the neighborhood requires more than anything is more local commercial development to service the local community. Commercial development would have the added advantage of creating captive traffic within the neighborhood that would not require use of 360. I understand that minimizing or reducing traffic flow on 360 is one of the city's major concerns.

Consequently, the Residents of Rivercrest Drive have concluded that the original retail/office land use, as presently permitted is preferable to the proposed multi-family land use.

Please note the Rivercrest Drive residents' opposition to this development and notify us of any deadlines, hearing dates or other calendar items pertaining to this application.

Thank you for your assistance with this matter.

Yours Sincerely,

Scott R. Crawley

cc: Beverly Dorland
Hank Coleman
Steve Wagh

TERRENCE L. IRION
ATTORNEY AT LAW
3660 STONE RIDGE ROAD, STE. B-102
AUSTIN, TEXAS 78746

TELEPHONE: (512) 347-9977 FAX: (512) 347-7085

September 23, 2004

slleffingwell@austin.rr.com
AND U.S. MAIL
Mr. S. Lee Leffingwell
4001 Bradwood Road
Austin, Texas 78722

Re: St. Stephen's School Property - Tract F, Block D, Lot 1 and Block E, Lot 16; C814-88-0001.08; Davenport PUD/Gables

Dear Mr. Leffingwell:

I represent the Creek at Riverbend Homeowners Association, Hunterwood Homeowners Association and an association of property owners living in the Bunny Run Peninsula, Rivercrest and Bridgehill neighborhoods.

Reference is made to my letter to Joe Pantalion, et al., dated September 15, 2004, a copy of which is attached for your reference.

While I never received any response to this letter, item no. 2 from the September 15, 2004 Environmental Board Agenda entitled "Davenport PUD (Gables Westlake)" was pulled from that agenda. It has come to the attention of my clients that this item may be working its way back on to the Environmental Board Agenda of October 6, 2004.

The purpose of this letter is to request that you, as Chairman, direct that this matter be permanently removed from the agenda because it seeks an advisory opinion and recommendation regarding a re-zoning request which is outside the jurisdiction of the Environmental Board to consider.

By copy of this letter to David Smith, Austin City Attorney, I am requesting that he advise you on this matter.

The enclosed copy of my September 15, 2004 letter lays out the legal basis for this request; namely that i) the request requires a re-zoning from "non-residential PUD" to "residential PUD" before any site plan can be considered; ii) the Order of Process in Section 25-1-61 requires that approvals be obtained in the proper order; iii) no re-zoning application has ever been filed; iv) no site plan has been submitted to Watershed Protection Development Review and Inspection Department for a determination if the revised site plan and land use constitutes the same project with respect to the portion of the PUD which is being re-zoned.

The purpose of this letter is to give you a very brief background on the extensive stakeholder process that resulted in the original PUD zoning and why my clients feel so passionate about the maintenance of all land use designations in the PUD unless the re-zoning of the PUD is approved by the City Council after a public hearing process in which all the stakeholders in the original PUD

zoning case have had an opportunity to fully address their concerns with any proposed amendments to Zoning Ordinance No. 890202B.

The subject Tract F (Block D, Lot 1 and Block E, Lot 16) was zoned "non-residential" as a result of a land swap which involved St. Stephen's School, Davenport, Ltd. and the City of Austin. It included the following components:

1. Davenport Ltd., would sell 150 acres of land abutting Wild Basin, which was destined for commercial development, and donate an additional 60 acres for the proposed Wild Basin Preserve. This would remove almost all the commercial development from the Rob Roy neighborhood entrance.

2. Davenport Ltd. would swap 100 acres which abutted St. Stephen's School campus and which St. Stephen's School desired to protect as a view corridor in return for 75% of Tract F owned by St. Stephen's School at the extension of Westlake Drive west of Loop 360.

3. The Davenport Ltd. Wild Basin sale was conditioned on the City's approval of the Davenport West PUD, which would allow St. Stephen's and Davenport Ltd. to obtain commercial zoning on Tract F, including the subject Properties.

4. Each participant received something through the Agreement:
   a) Davenport Ltd., by working with the City of Austin on the 200-acre Wild Basin set aside, could secure the right to develop the balance of the Davenport Ranch without U.S. Fish and Wildlife intervention.
   b) The City of Austin, by purchasing 150 acres from Davenport Ltd. for $2,000,000.00 and obtaining an additional 60-acre dedication from Davenport Ltd., could preserve the largest breeding colony of Black Capped Vireos in the world.
   c) St. Stephen's School would benefit by being able to protect their view corridor along Loop 360 just north of the entrance to the Rob Roy neighborhood on Pascal Lane.

The original Concept Plan for the swapped land included multi-family high density residential along Bunny Run, multi-family where the Creek at Riverbend now exists, a hotel on Cedar Street, and other multi-family residential. These plans were opposed by the neighborhoods and the final approved PUD Zoning Ordinance resulted in agreements between the neighborhoods and Davenport Ltd. and St. Stephen's School which are reflected in the approved PUD. The land use designation on the PUD for Tract F was very intentionally designated "non-residential". It was not designated "commercial" because it was the intent of all parties participating in the original PUD hearings that Tract F would never be developed with "multi-family" and all parties wanted to make it clear that whether multi-family was considered "commercial" or not, it would not be developed with multi-family housing.

My clients feel like a deal was made; a deal in which St. Stephen's School and Davenport Ltd. participated and benefitted. The deal can not and should not now be undone by an administrative review process that looks only at environmental plan modifications to the existing PUD concept site plan; a PUD site plan that is not governed by the new Division V, Chapter 25-2, Section 25-2-391 et sequitur, as adopted by Ordinance No. 031211-11, because it was subject to the PUD requirements adopted before December 15, 1988.

The neighborhoods believe they are entitled to a full debate on the merits and equities of a wholesale change to the land use, which was approved through the consensus building process that resulted in PUD Zoning Ordinance No. 890202-B.

Finally, my clients believe that if the project changes from commercial to residential, the administrative process for determining whether the project retains its vested rights pursuant to H.B. 1704 should be followed. While zoning regulations are generally exempt from H.B. 1704 consideration, where they affect lot size, lot dimensions, lot coverage, building size, or development rights controlled by restrictive covenant, H.B. 1704 rights may be affected. It is our understanding from the limited review my clients have had of the multi-building apartment plan proposed by Gables, that it would require the use of the entire 40% impervious cover entitlements of the existing approved PUD. The irony is that my clients have hired their own experts to determine the economic feasibility of developing a residential project on the site that complies with current environmental ordinance requirements, and has found that such a plan is feasible.

The Gables Plan appears to be neither the most environmentally appropriate alternative to the existing approved project, nor anything close to resembling the agreed upon PUD land uses approved by all stakeholders in the 1989 PUD Ordinance.

Accordingly, we ask that you support our request that any change to the approved project as proposed by Gables go through the orderly process mandated by the Land Development Code and require a debate on the propriety of changing the land use through a re-zoning case before any site plan review is made to any Board or Commission.

Sincerely,

Terrence L. Irion
Attorney for Creek at Riverbend HOA, Hunterwood HOA and the Bunny Run Peninsula, Rivercrest and Bridgehill Neighborhoods

TLI:lm:Enclosure
cc: The Honorable Betty Baker
Chair, Zoning and Platting Commission

TERRENCE L. IRION
ATTORNEY AT LAW
3660 STONE RIDGE ROAD, STE. B-102
AUSTIN, TEXAS 78746

TELEPHONE: (512) 347-9977 FAX: (512) 347-7085

COPY

September 15, 2004

VIA FACSIMILE
Mr. Joe Pantalion, Director
Mr. Glen Rhodes, Case Manager
Mr. Roderick Burns
Watershed Protection
Development Review and Inspection
Department
City of Austin
505 Barton Springs Road
Austin, Texas 78704

Re: St. Stephens School Property Tract F C814-88-0001.08 Davenport PUD Gables

Gentlemen:

I represent The Creek at Riverbend Home Owners Association, Hunterwood Home Owners Association, and an association of property owners living in the Bunny Run Peninsula, Rivercrest and Bridgehill neighborhoods.

My clients object to the posting of an agenda item on the Environmental Board for this evening to consider an informal advisory opinion on a proposed re-development of the above referenced project for the following reasons:

1. My clients have not yet seen the full set of re-development plans and are not prepared for a public hearing on the proposed PUD changes without a full understanding of all of the proposed land use changes, height, setback, building footprint relocations, access and traffic, screening and other issues involved in changing a project from a commercial project to a multi-family residential project. The applicant wants to present a very narrow, telescopic issue to the environmental board which is neither fair to the Board, nor to my clients and is meaningless in the overall scope of the project changes which must be considered before the Council can re-zone the PUD to accomplish this new project.

2. Presentation of a narrow environmental issue to the Environmental Board for a theoretical project which cannot be built without a zoning change and a new site plan application after a 1704 determination has been made on the development rules, regulations, requirements and ordinances which will be applicable to the changed project constitutes an inappropriate request for an advisory opinion and misuse of the Environmental Board.

It is not the prerogative of the Environmental Board to recommend zoning change amendments to the City Council. This is the exclusive, statutory prerogative of the Zoning and Platting Commission.

It is the 1704 Committee which determines whether the scope of project changes constitutes a new project that is subject to current rules. The applicant is attempting to skirt the submittal of this project through the appropriate committee in the Watershed Protection Development Review and Inspection Department ("WPDRID") for a determination of vested rights, and seeks an advisory opinion from the Environmental Board on its vested rights. The Environmental Board does not have the authority to determine vested rights and should not be used in this manner by the applicant.

3. The appropriate Order of Process pursuant to the Land Development Code, Section 25-1-61 is to seek appropriate zoning for the project first. Once zoning is secured, the next determination is whether or not any amendments to the subdivision will be required. If not, the third step is site plan. In conjunction with the submittal of the site plan, a determination of vested rights will be made by the appropriate committee of WPDRID. The applicant has gotten outside the appropriate order of process pursuant to the Land Development Code with his request to the Environmental Board. The hearing before the Environmental this evening is premature and inappropriate.

For all the foregoing reasons, my clients, who constitute more than 300 families in the Bunny Run area that will be affected by this project, request this matter be removed from the Environmental Board Agenda and that the applicant be directed to comply with the Order of Process designated by the City of Austin Land Development Code and seek first a zoning change prior to proceeding with any site plan review matters.

Very truly yours,

Terrence L. Irion

TLI:lm
Cc: David Smith
Marty Terry
Pat Murphy

CASE # 814-88-0001.08
PETITION CONCERNING GABLES WESTLAKE PROPOSED PUD AMENDMENT/ ZONING CHANGE FROM OFFICE RETAIL TO MULTI-FAMILY

I live in the neighborhood adjoining the land subject to the above-referenced proposed PUD Amendment. By my signature below I am stating my opposition to the proposed PUD Amendment/Zoning Change. My reasons for this opposition include the following:

1. In 1988, the Bunny Run Neighborhood Association, on behalf of the entire neighborhood, entered into a comprehensive neighborhood land use plan with the Davenport Ranch Westview Development Inc. and St. Stephens, which rejected proposed multi-family land use as part of the PUD. I continue to support the office/retail zoning on this tract authorized by the 1988 comprehensive neighborhood land use plan.
2. It is my belief that the zoning authorized by the 1988 comprehensive neighborhood land use plan is less intrusive on the neighborhood and best maintains the original rural/suburban character of the greater Bunny Run Neighborhood area.

PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
Lyra Bemis	4508 Agua Verde	343-6116	Lyra B	8-26-04
Charles Smith	4504 Agua Verde	327-1757	Charles Smith	8-26-04
Lisa Poth	4500 Agua Verde	306-0824	LDPoth	8/26/04
Leslie D Pool	4402 Agua Verde	327-5634	Leslie D Pool	8/26/04
Robert Foster	4302 Agua Verde	327-1183	Robert Foster	8/26/04
D. Fisher	4204 Agua Verde	732-2733	D Fisher	8.26.4
C Fisher	4204 AQUA VERDE	732-2733	C Fisher	8-26-4
C Petri	4509 Bunny Run #	347-0337	Chris Petri	8-28-04
W Nail	4509 BUNNY RUN	347-7800	W Nail	8-28-04
Geoffrey Allen	4509 BUNNY RUN	328-9980	Geoffrey Allen	8-28-04
Ginny Rooton	4509-V Bunny Run	347.0454	Ginny Rooton	8/28/04
Laura Colangelo	4507 Aqua Verde	328-1878	L Colangelo	8/28/04

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PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
Hugh Huang	4509 Agua Verde Dr.	HughHuang @Yahoo.com		8/28/04
Lloyd E Burns III	4508 Agua Verde Dr	LEBThree4 Hotmail.com		8/28/04
Thomas Burns	6604 Live Oak Dr	tburns@swsol.com		9/1/04
Sharon Burns	6604 Live Oak Dr	" "		9/1/04

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PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
[redacted]				
Carol Winkley	4202 Agua Verde	327-4144	Carol Winkley	8/30/04
DAVID REICHERT	4508 BUNNY RUN	327-2522		8/31/04
Jan Bates	4614 Bunny Run	327-5579	Jan Bates	8/31/04
Bill Nalle	4615 Bunny Run	327-2666	Bill Nalle	8/31/04
Sandra S Nalle	" "	"	Sandra S Nalle	8/31/04

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PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
CATHY ROMANO	3006 Rivercrest Dr.	cathyr@austin.rr.com	Cathy Romano	8-5-04
Robert Romano	3006 Rivercrest Dr.	rromano@austin.rr.com	Robert Romano	8-5-04
Dulce Bohn	3201 Rivercrest	327 1616	Dulce Bohn	8-7-04
Conrad Bohn	3201 Rivercrest	327 1616	Conrad Bohn	8-7-04
MIL RHODES	6708 LEPRECHAUN	milrhodes@austin.rr.com	Mil & Phodes	8-7-4
DUANE RHODES	6708 LEPRECHAUN	"	D Rhodes	8-7-4
John Ripley	3003 Rivercrest Drive	jripley@austin.rr.com	John Ripley	8-7-4
Paul BEAMAN	3001 Rivercrest Dr	PEBEAMAN@AOL.COM	Paul Beaman	8-7-4
Marilyn Beaman	3001 Rivercrest Dr.	[redacted]	Marilyn Beaman	8-7-4
JOHN ALLMAN	3105 Rivercrest Dr. rusty	[illegible]	[illegible]	8-7-4
Susie Bruce	3004 Rivercrest	jbruce@austin.rr.com	Susie Bruce	8-7-04
James Bruce	3004 Rivercrest	306-1557	[illegible]	8-7-04

CASE # 814-88-0001.06
PETITION CONCERNING GABLES WESTLAKE PROPOSED PUD AMENDMENT/ ZONING CHANGE FROM OFFICE RETAIL TO MULTI-FAMILY

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PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
Madeline Aldridge	4210 Agua Verde Dr.	aldridgese@austin.rr.com	Madeline Aldridge	8/26/2004
Dora T Cersonsky	4512 Agua Verde Dr	306-8700	Dora Cersonsky	8-26-04
Rosalie Clarke Lisa & Mark Pierce	4505 Agua Verde Dr.	329-8389		8-26-04
Jane Huang	4509 Agua Verde Dr	330-9594		8/26/04
Becky McKown	4502 AQUA VERDE	329-6760		8/26/04
Joseph Kalmowitz	" " "	"		8-26-04
Catherine Baughman	4306 Agua Verde	306-0186	C Baughman	8-26-04
Jeannie Lightsey	4301 Agua Verde Dr	lightsey@austin.rr.com		8/26/04
Nassor Sabri	4203 Agua Verde	347-8577		8/26/04
Susan Martin	4102 Agua Verde Dr.	328-3780		8/26/04
Elizabeth Hunter	4105 AQUA VERDE DR	327-5697		8/26/04
Greg Kaiser	4104 AQUA VERDE DR	328-3030		8/26/04

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PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
DAVID DIMSTON	4405 BUNNY RUN	306-0878 dimston@austin.rr.com		8-29-04
DON WILHELM	4509 BUNNY RUN IV	dwilhelm@austin.rr.com		8-29-04
GEOFF FINDLAY	4303 Agua Verde	347-1176		8-29-04
Priscilla L. Foster	4302 Agua Verde	327-1182		8-29-04
DANIEL BATES	4614 Bunny Run	327-5575		8/29/04
Karen Chitwood	4205 Agua Verde	328 2446		8-29-04
Alexander SIMKO	4504 Bunny Run	328-2950		8-29-04
LILLIAN LARSEN	3806 BUNNY RUN	347-7837		9-02-04
Erika Burmeister	1821 Westlake Dr	327-2425		9-2-04
ZVI YANIV	4610 Agua Verde Dr	349-2043		9-2-04
MONICA YANIV	" "	349-2043		9-2-04
DAVE Siegel	4410 Bunny Run	480-6340		9-2-04

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PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
Laurie Reece	4400 Bunny Run 78746	327-5523	Laurie Reece	8/29/04
CONNIE L. REECE	4400 BUNNYRUN 78746	327-5523		8-29-04
David Holmes	4603 Charles Ave. 78746	davidjholmes@mail.utexas.edu		8-29-04
Bill Hanspaw	4401 Aqua Verde Dr 78746	328-4741		8-29-04
MARJORIE HANSPAW	4401 AQUA VERDE	328-4741	Marjorie Hanspaw	8-29-04
Benita Dryden	4311 Bunny Run	330-0525		8-29-04
Paula Hetherly	4314 Bunny Run	328-4465	Paula Hetherly	8-29-04
Tom Carter	4600 Bunny Run	329-0177	T. J. Carter III	8-29-04
Teresa Carter	4600 Bunny Run	329-0177	Teresa T. Carter	8/29/04
LeAnn Gillette	5207 Rivercrest	328-4668	LeAnn G. Gillette	9/1/04
TERRELL A. POTH	4500 AQUA VERDE DR.	306-0821		9/1/04

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PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
Karen Hackett	4110-9 Bunny Run	Karen@Hackett.name		8/29/04
Don Hackett	4110-9 Bunny Run	DAN@HACKETT.NAME		8-29-04
Maggie Scaff	4110-10 Bunny Run	maggie@scaff.com		8/30-04
Rena Rogers	4110-8	RROGERS@STEPHENSON.COM		8/30/04
Laura Gammon	4110-7 Bunny Run	lggoodie2shoes@yahoo.com		8-30-04
Carol Call	4110-1 Bunny Run	ccall@Keystone-media.com	Carol Call	8-30-04
Roger Gammon	4110-7 Bunny Run	rgammon@austin.rr.com		8/30/04
Lynn Neely	4110-4 Bunny Run	LNEELY411@hotmail.com		9/2/04
Brian Scaff	4110-10 Bunny Run	scaff@scaff.com		9/2/04

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CASE # 814-88-0001.08
PETITION CONCERNING GABLES WESTLAKE PROPOSED PUD AMENDMENT/ ZONING CHANGE FROM OFFICE RETAIL TO MULTI-FAMILY

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PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
RICHARD WITEK	4110-6 BUNNY RUN	306-0360		31-AUG-04
Deborah Witek	4110-6 Bunny Run	306-0360	Deborah Witek	8/31/2004

CASE # 814-88-0001.08

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PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
Dagni Stone	[illegible]	347-9835	3306 Rivercrest Dr 78746	Sept. 26 2004
Virginia B Griffith	[illegible]	326-5532	4407 AQUA VERDE DR 78746	9-26-04
Gadin Griffith	[illegible]	328-5532	4407 AQUA VERDE DR 78746	9-28-04
Lisa Faik	[illegible]	lisafaik@microsoft.com	3208 Rivercrest	9-28-04
Ann Messick	7 Lake Trail Dr	329-3600	[illegible]	9/28/04

CASE # 814-88-0001.08
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Hilton Pinkett	4500 Bunny Run	328-5469		8/28/04
LEAH PETRI	4509 Bunny Run #1	347-0337	Leah Petri	8/28/04
TERRY HELLER	4401 AQUA VERDE	328-1688		8/28/04
Rhea Copening	4401 Aqua Verde Drive	rheacopening@earthlink.net	Rhea Copening	8/28/04
Rachel Sandoval	4509 Bunny Run-2	338-5028	Rachel Sandoval	8/28/04
Tony Sandoval	4509 Bunny Run-2	"	"	8/28/04
GREG BLACKBURN	4102 TRIPLE CROWN	328-8557		8/28/04
Wayne Radwanski	4502 BUNNY RUN	327-6126	Wayne Radwanski	8/29/04
LINDA RADWANSKI	4502 Bunny Run	327-6126	Linda S. Radwanski	8/29/04
TREVOR SEYMOUR	4501 BUNNY RUN	327-2236		8/29/04
DON W STEINCE	4403 AQUA VERDE DR.	dwsc5@sbcglobal.net	Don W Steince	8/29/04
CONNIE M. REECE	4607 LIVE OAK DR	327-2004	Connie M. Reece	8/29/04

CASE # 814-88-0001.08

PETITION CONCERNING GABLES WESTLAKE PROPOSED PUD AMENDMENT/ ZONING CHANGE FROM OFFICE RETAIL TO MULTI-FAMILY

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PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
Lynn Perry	3106 Rivercrest Dr.	Lynn_M_Perry @yahoo.com	Lynn Perry	9-13-04
Leslie Brown	4312 Bunny Run	lbrown34@ austin.rr.com	Leslie Brown	9-13-04
Greg Crouch	3206 Riverecrest Dr.	greg@r crouchinsurance.com		9-14-04
Eileen F. Steinle	4403 Aqua Verde Dr	efs@sbc global.net	Eileen F. Steinle	9-15-04
NADEAN PHILLIPS	4306 AQUA VERDE DR	327-3715	Nadean Phillips	9-15-04
RALPH PHILLIPS	4306 AQUA VERDE DR	327-3715		9-15-04
Jeff Perry	3106 Rivercrest Dr.	—		9-15-04
Jeffrey C. Bland	4312 Bunny Run	327-0755		9/17/04
ANGELA SMOGUR	8307 Rivercrest	347 7926		9/17/04
STEPHEN A. WAGH	3500 Upper Rivercrest Dr.	347-1812		9/18/04
VICKIE WAGH	3500 Upper Rivercrest Dr.	347-1812		9-18-04
Bill Hanshaw	4101 Aqua Verde Dr,	328-4741		9-18-04

CASE # 814-88-0001.08
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Jennifer Findlay	4303 Agua Verde	347-1136		9/18/04
Dan Gardner	4201 Agua Verde Dr	327-1548		9/19/04
PAM GARDNER	4201 AGUA VERDE DR	327-1548		9/19/04
LYNN KEE	4503 CHARLES AVE.	327-7375		9/20/04
MARK FLORIAN	4503 Agua Verde Dr	329-9609		9/20/04
JORGE C.G. RAMIREZ	4104 RIVERCREST DR	306-1302		9/21/04
RICK PECHACEK	"	"		9/21/04
SARA DIMSTON	4405 BUNNY RUN	306-0878		9/21/04
MARJORIE HANSHAW	4101 AGUA VERDE DR.	328-4741		9/24/04

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PS Lowell	3308 Rivercrest	327-5570	P S Lowell	6 Aug 04
CM Smagur	3307 Rivercrest Dr	SMOCH01@CA.com	C M Smagur	8/6/04
PA Sanger	6707 Troll Haven	329-8812	P A Sanger	8/6/04
G Karin	6702 Troll haven	329-0330	G Karin	8/6/04
D. Haynie	6700 Troll Hvn	327-1611	Dale Haynie	8-6-04
J. Haynie	6700 Troll Hvn	327-1611	Jim Haynie	8-6-04
Jeanette Graham	3300 Rivercrest Dr	327-8401	Jeanette Graham	8-6-04
Arva Reyna	3302 Rivercrest Dr	330-1766	Arva Reyna	8-7-04
David Chamberlain	"	"	David Chamberlain	"
Jim Root	3304 Rivercrest	3283624	Jim Root	8-7-4
Ann Root	3304 Rivercrest	3283624	Ann Root	8-7-04
Lisa Lowell	3308 Rivercrest	327-5570	Lisa Lowell	8-7-04
Logan Lowell	3308 Rivercrest Dr.	327-5570	Logan Lowell	8/7/04

CASE # 814-88-0001.08
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Huajun Wen	4110 Bunny Run	680-6339	Huajun Wen	9/2/2004
Kathy Johnston	4007 Bunny Run	347-8589	Kathy Johnston	9/3/2004
Jim Johnston	4007 Bunny Run	"	Jim Johnston	9/5/2004
Sonja Cinn	4207 Aqua Verde Dr.	328-8438	Sonja Cinn	9/6/2004
Peter Kim	4207 Aqua Verd Dr	328-8438	Peter Kim	9/6/2004
Tom Winkley	4202 Aqua Verde	327-4144		9/7/04
Jennifer Nichols	4106 Charles	329-8404	Jennifer Nichols	9/7/04

HW

CASE # 814-88-0001.08

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JOHN + CAROLYN WILLINGHAM	3710 Hunterwood	306-9617		8/19/04
Roberto + Deborah Canby	3701 Hunterwood	306-9244		8/19/04
Cheryl & Ro Parra	3725 Hunterwood Pt.	771-2917	Cheryl Parra	8/19/04
Erik + Sheri Mound	3801 Hunterwood Pt.	329-5568		8/19/04
Kim + Steve Widner	3807 Hunterwood Pt.	347-7717	Kim Widner	8/19/04
Annie + Brian Bucker	3837 Hunterwood Pt.	328-6444		8/22/04
STEVE & STACEY PRICE	3845 HUNTERWOOD Pt. AUSTIN 78746	328-0221		8/22/04
JAY WESTERMAN	3844 HUNTERWOOD	329-9973		8/22/04
SHANNON & BOBBY WONG	3838 Hunterwood Pt.	330-9893		8-22-04
Irene	3820 Hunterwood Pt.			8/22/04
Jimmy + Sarah Mansour	3824 Hunterwood	328-5609		8/22/04

H61

CASE # 814-03-0001.03
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ZONING CHANGE FROM OFFICE RETAIL TO MULTI-FAMILY

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PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
Gil + Virginia BURCIAGA	3734 Hunterwood Pt	970-2888 gilbeaucentaur.com		9/23/04
Alan + Wendy Topfer	~~3720 Hunterwood Pt~~	345-6678		9/23/04
Lee TRUCHARD	3816 HUNTERWOOD PT.	(512) 327-2864	Lee Truchard	9/29/04

RC

CASE # 814-88-0001.08
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X Sundra Balarsky	2108 Real Catorce Austin TX 78746	(512) 736-5778	Sundra Balarsky	9/27/04
BRIAN BALARSKY	2108 REAL CATORCE AUSTIN 78746	Brian Balarsky@ Brian Balarsky.com		9/27/04
Gary Little	2806 Rivercrest Austin TX 78746	GPL220 AOL.com		9/27/04
Francie Little	2806 Rivercrest Dr, Austin TX 78746	Flittea@aol.com	Francie Little	9/27/04
AL Bentley	3306 River Crest Dr	306 8710		9-27-04
JoAnn Bentley	3306 River Crest Dr	306 8710		9-27-04
Paula Mizell	3007 Rivercrest Austin TX 78746	327 8373		10.1.04
FREDERICK KOPEC	2800 Rivercrest AUSTIN 78746	328-4811		10-2-04

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Katelyn Rossi	3101 Rivercrest Dr	Kelwr@austin.rr.com	Katelyn Rossi	10/1/04
Stan Rossi	"	stkr@austin.rr.com	Stanley Rossi	10/1/04

CASE # 814-88-0001.08
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PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
Julia Curry	2707 Rivercrest 78746	512-330-9662	Julia Curry	10-2-4
Glen Curry	"	"	Glen M. Curry	10-2-4

BRIDGEHILL HOMEOWNER ASSOCIATION

RECEIVED
AUG 31 2004
BY:

CASE # 814-88-0001.08

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ED BUSTER	6709 BRIDGEHILL	328-1174		8/4/04
WITCHER McCULLOUGH	6707 Bridge Hill Cove	327-2044		8/4/04
Buster, DONNA	6709 Bridge Hill Cv	328-1174		8-7-04
Debbie Levari	6700 Bridgehill Cove	329-5005		8-7-04
Lisa Thomas	6701 Bridgehill Cv. 78746	328-3965		8-7-04
Liz Blatt	6706 Bridgehill Cv	329-8127		8-7-04
Jeff Blatt	6706 Bridgehill Cv.	329-8127		8/7/04
PAT THOMAS	6706 Bridgehill Cv	328-3965		8/8/04
Barry McCullough	6707 Bridgehill Cove	327-2044		8/8/04
Rosemarie Durbin	6708 Bridgehill	328-8416		8/8/04
Stephanie Wottrich	6705 Bridgehill	328-1000		8/8/04

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Jerel Wottrich SR	6705 Bridgehill Cv 78746	328-1680		8/10/04
Jerel K. Wottrich Jr	6705 Bridgehill Cv 78746	328-1680		8/10/04
Scott Buster	6709 Bridgehill Cove	329-1174	Scott Buster	8/10/04

Creek at Riverbend

CASE # C14-03-0001.03

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Marcus	Janyce Marcus	3800 Meandering Creek Cove	633 7006		8/5/04
Wilson	Jerome Wilson	6704 Dogwood Creek Dr Austin TX 78746	329 9974		8/6/04
Wilson	Dayna Wilson	6704 Dogwood Creek Dr Austin TX 78746	329 9974		8/6/4
West	Tom West	3704 Dogwood Creek Austin TX 78746	347-7756		8/6/04
West	[illegible]	3704 Dogwood Creek Austin, TX 78746	347-7756	[illegible]	8/6/04
Magee	Don Magee	3700 Dogwood Creek Cove Austin, TX 78746	330 0522	Don H. Magee	8-6-04
Magee	Shannon Magee	3700 Dogwood Creek Cove Austin, TX 78746	330-0522	Shannon M. Magee	8/6/04
Dorland	Mark Dorland	6637 Dogwood Creek Austin, TX 78746	380-9808	Mark A Dorland	8/6/04
Woodard	Sabrina Woodard	3705 Dogwood Creek Cove Austin, TX 78746	347-9905	Sabrina Woodard	8/10/04
Holzman	Grace Holzman	6624 Dogwood Creek Dr. Austin, TX 78746	328-8222		8/10/04
Holzman	Steven Holzman	"	"		8/10/04

Creek at Riverbend

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Borland	Beverly Dorland	6637 Dogwood Creek Drive	bdorland@juno.com	B A Dorland	8/4/04
Woodard	Shayne Woodard	3705 Dogwood Creek Cove	shayne.woodard@sbcglobal.net	Shayne Woodard	8/4/04
Gruber	Ryan Gruber	6625 Dogwood Creek Drive Austin	rgruber@austin.rr.com		8/4/04
Hillary	Dawn Hillary	6619 Dogwood Cr Drive, Austin	dawnheawin@rr.com		8/5/04
Hillary		6619 Dogwood Cr. Drive Austin			8/5/04
Bordas	Mark Bordas	6609 Dogwood Creek Cv. Austin TX 78746	236-9242		
Bordas	DENISE BORDAS	6609 Dogwood Creek Austin, TX 78746	347-2735		8/5/04
Southreau	Tamie Gauthreaux	6601 Dogwood Creek	306-9916		8/5/04
Southreau	Kyle Gauthreaux	6601 Dogwood Creek 78746	306-9916		8/5/04
Gutierrez	G. Gutierrez	3601 Shady Creek Cv.	genarojg@mail.utexas.edu		8/5/04
Gutierrez	G. Gutierrez	3601 Shady Creek Cv	3060143		8/5/04

Creek at Riverbend

CASE # 814-03-0001.03

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Stupeck	Tony Stupeck	6616 Dogwood Creek Dr Austin, TX 78746	512 327-7369	Tony Stupeck	8/5/04
stupeck	Jill Stupeck	6616 Dogwood Creek Austin, TX 78746	"	Jill Stupeck	8-5-04
Rose	DEAN ROSE	6628 DOGWOOD CREEK DR AUSTIN TX 78746	PFA@AUSTIN.RR.COM	D. W. Rose	8-5-04
Scholar	Jonathan & Marla Scholar	6640 Dogwood Creek Austin Tx 78746	347-8833		8/05/04
	Chris & Stefanie March	6632 Dogwood Creek Dr Austin, TX 78746	732-2104	Stefanie March	8-5-04
Pagley	Robin Pagley	6631 DOGWOOD CREEK DR AUSTIN TX 78746	347-0813	Robin Pagley	8/5/04
Ward	Holly Ward	3805 Meandering Creek Austin 78746	306-7919	Hward	8/5/04
Pullen	Sherri & Corey Pullen	3409 Day Star Cove Austin 78746	732-2682	Sherri Pullen	8/6/04
Loeffel	Karen Loeffel	3801 Meandering Creek Austin, TX 78746	347-9380	Karen Loeffel	8/6/04
oeffel	ERIC LOEFFEL	3801 Meandering Creek Austin, TX. 78746	347-9380		8/6/04
Narcus	ANDREW MARCUS	3800 MEANDERING CREEK AUSTIN, TX 78746	330-0007	Andrew Marcus	8/6/04

PETITION CONCERNING GABLES WESTLAKE PROPOSED PUD AMENDMENT/ ZONING CHANGE FROM OFFICE RETAIL TO MULTI-FAMILY

Creek at Riverbend

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FRANK D. HANZLIK	3709 Dogwood Creek Cove	512-347-7832		8/15/04
TINA C HANZLIK	3709 Dogwood Creek Cove	512-347-7832	Tina C Hanzlik	8/15/04
Sue Snyder	6615 Dogwood	512-347-7320		8/15/04
Alyson Perrin	6612 Dogwood creek	512.347.8799		8/15/04
Michael Perrin	6612 Dogwood Creek	512.347.8799		8.15.04
Peter Miller	3605 Shady Creek Cv.	512 826-3038 347-9490		8/15/04
Linda Miller	3605 Shady Creek Cv	347-9490		8.15.04
SCOTT SNYDER	6615 DOGWOOD CREEK	347-7320		8/15/04
Luann Dunn	6605 Dogwood Cr.	329-3250		8/15/04
D Nick Dunn	—	—		8/15/04
Paul Pegley	6631 Dogwood creek	347-8813		8/15/04

Creek at Quarterb

CASE # 814-88-0001.08

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Greg Meserole	3600 Shady Creek Cv Austin TX 78746	512-347-7724		8/15/04
Susie Meserole	3600 Shady Creek Cv. Austin Tx 78746	512. 347-7724		8/15/04
Kathlene Crist	6620 Dogwood Cv. Austin, Tx	328-6212		8/15/04
David Crist	6620 Dogwood Cv. Austin, Tx	328-6212		8/15/04
Kelly Simmons	6636 Dogwood Cv. Austin, TX 78746	347-0904	Kelly Simmons	8/16/04
Bruce Simmons	6636 Dogwood Cv Austin, TX 78746	347-0904		8/1/04

CASE # 814-88-0001.08

PETITION CONCERNING GABLES WESTLAKE PROPOSED PUD AMENDMENT/ ZONING CHANGE FROM OFFICE RETAIL TO MULTI-FAMILY

I live in the neighborhood adjoining the land subject to the above-referenced proposed PUD Amendment. By my signature below I am stating my opposition to the proposed PUD Amendment/Zoning Change. My reasons for this opposition include the following:

1. In 1988, the Bunny Run Neighborhood Association, on behalf of the entire neighborhood, entered into a comprehensive neighborhood land use plan with the Davenport Ranch Westview Development Inc. and St. Stephens, which rejected proposed multi-family land use as part of the PUD. I continue to support the office/retail zoning on this tract authorized by the 1988 comprehensive neighborhood land use plan.
2. It is my belief that the zoning authorized by the 1988 comprehensive neighborhood land use plan is less intrusive on the neighborhood and best maintains the original rural/suburban character of the greater Bunny Run Neighborhood area.

PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
Caro L Driscoll	1604 Nashua ct.	[redacted] 82-7299		8/21/04
Julia Lydick	3711 Westlake			8/21/04
Hallie Seaguss Smith	5425 Petticoat Ln.	347-1963		8/20/04
Padraig Mac	3108 Clearbrook Cv			8/20/04
Tracy Cardenas	4505 Charles Ave	304-8752		8/20/04
Kayla Stone	6900 Waymaker Cv	306-0473		8/20/04
[illegible]	5301 [illegible]	329-0[illegible]		
Lynn Jones	5616 Clarion Ave	330 0684		8-20-04
Kelly Sakai	4700 Mantle Dr	347-8525		8/21/04
Lori Dickey	3911 Trailview Mesa Ter	732 2293		8/20/04
Louise Meyer	6006 Ascot Cv.	347-0150		8/20/04

CASE # 814-03-0001.03

PETITION CONCERNING GABLES WESTLAKE PROPOSED PUD AMENDMENT/ ZONING CHANGE FROM OFFICE RETAIL TO MULTI-FAMILY

I live in the neighborhood adjoining the land subject to the above-referenced proposed *PUD* Amendment. By my signature below *I* am stating my opposition to the proposed PUD Amendment/Zoning Change. My reasons for this opposition include the following:

1. In 1988, the Bunny Run Neighborhood Association, on behalf of the entire neighborhood, entered into a comprehensive neighborhood land use plan with the Davenport Ranch Westview Development Inc. and St. Stephens, which rejected proposed multi-family land use as part of the *PUD*. I continue to support the office/retail zoning on this tract authorized by the 1988 comprehensive neighborhood land use plan.
2. It is my belief that the zoning authorized by the 1988 comprehensive neighborhood land use plan is less intrusive on the neighborhood and best maintains the original rural/suburban character of the greater Bunny Run Neighborhood area.

PRINTED NAME	STREET ADDRESS	PHONE # OR E.MAIL	SIGNATURE	DATE
Grace M Holmes	4603 Charles Ave	577-1635 gmholmes@austin.rr.com	Grace M Holmes	Aug 20, 04
Mita Thaker	1733 Canonero DR.	347-8955	Mita	Aug/20/04
Ann Messer	7 Lake Trail Dr	329-5600		8/20/04

CASE # 814-88-0001.08

PETITION CONCERNING GABLES WESTLAKE PROPOSED PUD AMENDMENT/ ZONING CHANGE FROM OFFICE RETAIL TO MULTI-FAMILY

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2. It is my belief that the zoning authorized by the 1988 comprehensive neighborhood land use plan is less intrusive on the neighborhood and best maintains the original rural/suburban character of the greater Bunny Run Neighborhood area.

PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
Elena McAllister	401 Pace Pipe Path		Elena McAllister	8/18/04
Joy Butler	4800 Manke Dr.	Patjoy@yahoo.com		8/18/04
Lisa Larson	309 N Weston DR			8/18/04
Chris O'Connell	2801 Calaw Cove	694-1854		8/18/04
Cheryl Vallaw	2800 Waymaker	784-0791		8/18/04
Joyce Turner	6308 Ayres Dr	328-5901		
Cecilia Richter	9800 Vista Vista	996-9152		8/18/04
Daniela Knight	3200 Rithowa CV	327-2254		8/18/04
Stacy Barton	4010 Longchamp	329-6109		8/18/04
Karen Burns	3101 Riva Ridge	328-6647		8/18/04
Lisa Savage	6000 Northern Dancer	327-7304		8/18/04

CASE # 814-88-0001.08

PETITION CONCERNING GABLES WESTLAKE PROPOSED PUD AMENDMENT/ ZONING CHANGE FROM OFFICE RETAIL TO MULTI-FAMILY

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2. It is my belief that the zoning authorized by the 1988 comprehensive neighborhood land use plan is less intrusive on the neighborhood and best maintains the original rural/suburban character of the greater Bunny Run Neighborhood area.

PRINTED NAME	STREET ADDRESS	PHONE # OR EMAIL	SIGNATURE	DATE
Polly Lines	#7 Ehrlich Rd	plines@austin.rr.com		8/18/04
TANIA SCHWARTZ	4136 WESTLAKE DR	taniaschwartz@austin.rr.com		8/18/04
CHRISTINE HALL	2011 PASEANO RD	blanchehall@yahoo		8/18/04
Tracey Petersen	3501 Native Dancer	tpetersen@austin.rr.com		8/18/04
Ann Stotts	4104 Shadow Oak Ln	astotts@austin.rr.com		8/18/04
Holley Boyd	3987 Westlake	holleyboyd@austin.rr.com		8/18/04
Sue Ellen Young	2906 Mill Reef Cove	syoung2@austin.rr.com		8/18/04

Rhoades, Glenn

From: LeAnn Gillette [LGILLETTE@austin.rr.com]
Sent: Wednesday, August 04, 2004 3:59 PM
To: Rhoades, Glenn; Ramirez, Diana
Cc: tburns@swsoft.com
Subject: The St Stephens/ Gables Westlake Apartment zoning

Dear Mr. Rhoades and Ms. Ramirez:

As a member of the Bunnyrun/Rivercrest Neighborhood Association my husband and I have the following objections to the shift from office to multi-family zoning on the Gables Westlake project.

Last year our family moved back to Austin after 12 years in the congested Washington DC area. We were so glad to be back in Austin in a lovely old quiet one-street neighborhood with minimal traffic. Therefore, we were surprised and dismayed at the zoning change proposal.

First, a change to multi-family zoning will create a serious traffic issue. With the possibility of 2 cars per unit, that means close to 700 more cars on Bunny Run and Royal Approach. Neither of these roads can accommodate this type of increase. Bunny Run and Royal Approach already have severe traffic congestion due to St. Stephen's morning and afternoon traffic.

Furthermore we are concerned with more cars, joggers, and bike riders going down Hillbilly Lane to Rivercrest Drive to see the lake. The increase in traffic on the narrow winding Hillbilly Lane will badly alter the original character and intended use of the street from residential access to a congested dangerous route.

We respectfully and strongly request you reconsider your proposal and keep this project zoned as office only. Please put us on the email list relating the Gables Westlake project. Thank you.

Sincerely,

Michael and LeAnn Gillette
3207 Rivercrest Drive
328-4668

Rhoades, Glenn

From: Elizabeth Baskin [ebaskin@baskin.com]
Sent: Wednesday, August 04, 2004 12:20 PM
To: Rhoades, Glenn; Ramirez, Diana
Subject: Gables Westlake Project

Please be advised that there is much opposition in our neighborhood to the proposed zoning change from office/retail to multi-family on the St. Stephens tract. We are strongly opposed to this change and would like to be informed regarding any meetings or new information on this project. The increased traffic in our neighborhood would be a disaster. The traffic created by St.Stephens School is pushing the limit during peak times as it now stands. The loss of natural green space would be tragic. Thank you for registering our opinion on this matter and keeping us informed.

Very truly yours,
Elizabeth Baskin
4110-2 Bunny Run
Austin, TX 78746

Rhoades, Glenn

From: CDALAMO@aol.com
Sent: Tuesday, August 03, 2004 1:40 PM
To: Rhoades, Glenn
Cc: tburns@swsoft.com
Subject: St. Stephens/Gables Apts

Dear Mr. Rhoades,
As a homeowner at 4204 Aqua Verde in the Bunny Run neighborhood, I strongly oppose the zoning change of the St. Stephens' property from retail/office to residential.

The number of single dwelling homes will be overwhelmed by the number of multi-family homes west of 360 between Lake Austin and Westlake. The multi-housing development will squeeze out the value and the feel of our neighborhood, making us a small, odds-out strip of homes between the Lake and the apartments.

The zoning change also means the change of the value, the texture, and the tone of this long established and respected neighborhood.

Please let us assimilate the new apartments just south of the Lake before making this decision that is monumental to the many families who live here.

Please let us assimilate the new threat of making 360 a toll road (without the voice of the people) before making this decision that is monumental to the many families who live here.

I am new to Austin and am constantly amazed at the number of old-time Austinites from all over town who know Bunny Run Road and its history. It is part of the legacy of Austin.

We bought our properties in good faith, under the current zoning restrictions. Please help us maintain this historical patch of Austin.

Debbie Fisher

Rhoades, Glenn

From: Cathy Romano [cathyr@austin.rr.com]
Sent: Saturday, July 31, 2004 9:12 PM
To: Rhoades, Glenn
Subject: Rivercrest opposes zoning changes

Glen,

I know you've heard from me before about issues that involve Rivercrest, but now I am asking you to hear me about another issue that also involves everyone who lives down here. We are all, and I feel confident that I speak for all 74 homeowners on our street, opposed to the proposed apartments that are supposed to be built above us for the following reasons:

1. Increased traffic problems, as apartment dwellers will be on the same schedule as those of us who live here and already deal with the huge lines of cars coming and going into St. Stephens school and leaving the elementary school and our neighborhoods.

2. More transients in our neighborhood. We are experiencing this already, as the hot weather has drawn many people to our street. Many joggers and bikers have already discovered Rivercrest and if 300 or more families rent apartments, then they, too, will add to the congestion which already exists making both Bunny Run and Rivercrest less safe.

3. Additional families adding to our already overcrowded Eanes School District, namely Bridgepoint Elementary. The numbers that we received from the developers were not accurate and I would urge you to call the school at 732-9200 and find out for yourself just how crowded the school is. Add 300 more families, plus the 250 from the other apartment complex just south of the 360 bridge, and the classrooms will be even more crowded than they are now. Teachers will get frustrated, kids won't be able to learn.

4. Environmental issues--where will the animals live? Less trees mean less oxygen. Soil erosion and land altercations lead to run-offs and who is at greatest risk here since we live at the bottom of it all? Rivercrest.

Glen, despite what you may have already heard, we are ***all*** opposed of the zoning change from commercial to multi-family. Please come visit the area and I think you will be shocked at the amount of growth that has occurred and the increased joggers, bikers, walkers, dogs, kids and students commuting to school presently. An increase in those numbers and a dangerous situation will exist, if it doesn't already. If you would like me to organize a neighborhood meeting so that you can come speak to the group, I'd be happy to do that and I'm sure you will be amazed at the opposition to the proposed project by all who will attend. And for this issue, you will get a tremendous turn-out from folks who want their voices heard and their safety and lifestyles considered before it is too late.

Please don't hesitate to call me if you have any questions. We have circulated a petition that should arrive in your office sometime this week.

Cathy Romano
cathyr@austin.rr.com
(512)329-5111

Rhoades, Glenn

From: Brian Scaff [scaff@scaff.com]
Sent: Monday, August 02, 2004 7:49 AM
To: Rhoades, Glenn
Cc: Tom Burns
Subject: RE: Westlake Gables

Just wanted to let you know I OPPOSE the change of zoning. Please leave it as planned.

Brian Scaff
4110 Bunny Run #10

Rhoades, Glenn

From: carter@trilogy.com

Sent: Sunday, August 01, 2004 10:17 PM

To: Rhoades, Glenn; Ramirez, Diana

Subject: proposed zoning change could reduce home values by $100,000 per home

My name is Tom Carter, and I live at 4600 Bunny Run. I am writing to voice my objection to the proposed zoning change of the St. Stephen's property because I believe such a change may reduce the local home values by as much as $100,000 per home in as little as 5 years.

The overwhelming majority of my neighbors, perhaps even 100%, oppose the zoning change for one reason or another. I'm sure you've heard many of the reasons, from subjective analyses of traffic patterns to the lack of proper support (sidewalks, park/open area, etc.) on Bunny Run for additional families. I'm sure many of the complaints have appeared to be subjective, perhaps with a tone of whining. Please allow me a moment to make a simple economic argument against the zoning change. I believe an economic view of this is the most objective way for you to make your decision and recommendation.

My argument starts with the assertion that housing prices are largely a function of supply & demand. I hope that is a basic enough principal that you would agree with that statement. Assuming that to be true, let's individually look at what will happen to the supply and demand for housing in our neighborhood if the zoning is changed.

First, let's look at the future demand for homes in this area based on the current zoning agreement for commercial development. Assuming some number of businesses occupy the St. Stephen's land, then I believe it is a fair assumption that demand would increase because some percentage of the employees that would work in the area would also want to live in the area. When fully developed into business property, the development will easily support hundreds and possibly a thousand or more employees. These employees are likely to be well-paid professionals who could certainly afford to live in our neighborhood, and I believe many would like to live in the neighborhood. The building of businesses on the St. Stephen's land would generate a much greater demand for our houses, and in turn should raise property values by a significant amount.

By contrast, a change in the zoning from commercial development will eliminate the future employees that will want homes in our neighborhood, resulting in a reduction in the future demand for our homes. By eliminating the future commercial development, the future employees, and the future demand, our property values will decrease compared to the current expectation based on the 1988 zoning agreement.

Now let's look at the future supply for homes in the area if the zoning is changed to allow multi-family homes. That change will increase the number of residences in our neighborhood by ~350, a figure that has been provided by the potential developers. This is in fact more residences that we currently have in the neighborhood. The supply of residences in the area will increase dramatically with the building of multi-family homes, lowering the current homeowners' property values.

The net of this is that a change to the zoning of the St. Stephen's land doubly punishes our neighborhood both by denying us an increase in demand for our homes and by increasing the supply of other homes. Based on what I have seen in the neighborhood over the past several years as other housing areas have been added to Bunny Run, I believe that your decision will directly affect the value of my home by at least $100,000 over the next 5 years. My house is one of the oldest and least expensive in the neighborhood, so I believe that this estimate may in fact be low when considering the greater number of more expensive homes in the neighborhood. A change in the current zoning could collectively inflict tens of millions of dollars of damage to the property values in this neighborhood.

While my financial estimates may be subjective and open to discussion, I believe every economist in the world would agree with the basic premise that a dramatic increase in supply and a concurrent reduction in demand will have a damaging effect on our home values. Are you really prepared to take away what could be tens of

millions of dollars from the individual homeowners? We're no longer talking about subjective opinions on traffic. We're talking about a large economic impact on the current neighborhood.

I believe the proposed zoning change would amount to the opposite of the Robin Hood principle. A zoning change will effectively steal money from individual home owners and give money to the very large businesses of St. Stephen's and Gables. If the current zoning was already stated to be multi-family, I could understand why you might resist taking action to change it, since it's always easier to leave things as they stand. However, the current neighborhood zoning plan was explicitly put in place back in 1988. That 1988 agreement involved a much broader view of the entire area and a plan for the areas future. Who is St. Stephen's and Gables to revisit just one little piece of that larger plan and agreement? Do you believe the conditions of the 1988 agreement have changed radically enough to justify revisiting that entire decision?

St. Stephen's and Gables will (of course) only present their limited view of their impact on the neighborhood, but I believe you have a responsibility to the community. St. Stephen's and Gables are putting up a smoke-screen by getting people to focus only on subjective matters like the impact on traffic, but you need to see through their smoke screen, be objective, and look at the economic impact to the area. The community spoke and made a decision back in 1988 which did consider the future of our neighborhood. The community is speaking again. We stand to lose a tremendous amount on our property values with a change that would allow multi-family homes. Please be objective and listen to the full story.

I don't know if anyone has presented this argument to you until now. I would like to give you the benefit of the doubt and believe you simply have not been fully aware of the economic consequences of your decisions and recommendations. Now that you are aware of those consequences, I ask that you strongly support the individual property owners of the area and object to the proposed zoning change. Will you support the wishes of the individual property owners in their decision in 1988 and their decision today?

I stand ready to discuss and defend my assertions. Please contact me personally if you have even the smallest inclination to go against the wishes of every individual property owner and allow the zoning change. We can get past this event without lawyers if we all try to remain objective, understand the history of the 1988 decision, and look at the true economic impact of any zoning change to the neighborhood. That is the best way to decide the proper future for our neighborhood.

Sincerely,

Thomas Carter
carter@trilogy.com
4600 Bunny Run
Austin, TX 78746
(512) 874-3140 w
(512) 329-0177 h

Rhoades, Glenn

From: Dave Kolar [davekolar@yahoo.com]
Sent: Monday, August 02, 2004 4:26 PM
To: Rhoades, Glenn; Ramirez, Diana
Cc: Tom Burns
Subject: Opposition to Gables Westlake project

Mr Rhoades and Ms. Ramirez,

I am a resident in the Bunny Run neighborhood and would like to tell you my family and I are opposed to your proposed "high density" zoning change regarding the Gables Westlake project. We would like to see you make your investment in another neighborhood. I would like to ask you to put me on the email list regarding this project.

Dave Kolar, 4405 Aqua Verde Ln

Rhoades, Glenn

From: Jim Johnstone [jjohnstone@austin.rr.com]
Sent: Saturday, July 31, 2004 7:02 PM
To: Rhoades, Glenn
Subject: Gables Westlake Project

I am a resident of Bunny Run and I am opposed to the zoning change that permits the Gables Westlake apartment Project over the Commercial office building that is already approved for this tract.

Adding apartments in an area already glutted by apartments at the corner of 2222 and 360 does not seem like a great idea. A condo project is also just being completed on 360 near the river.

I believe the apartments will lower my property value more than the commercial development that is approved.
The traffic generated by the Apartments may b less but it will be 24x7 wheras the office complex would be heaviest twice a day for 5 days a week when traffic is already heavy due to St Stephens School.

I hope you are listening to the Bunny Run Neighbors who recently met to hear about the Gables project from its developers. We had a lengthy discussion of this topic which led me to oppose this zoning change.

Regards

Jim Johnstone
4007 Bunny Run
Austin, Tx 78746

Rhoades, Glenn

From: Kateva Rossi [kateva@austin.rr.com]
Sent: Monday, August 02, 2004 6:53 AM
To: Rhoades, Glenn; Ramirez, Diana; glen.rhoades@ci.austin.tx.us
Cc: tburns@swsoft.com
Subject: Zoning Change for the Bunny Run/Rivercrest Neighborhood Area

Dear Mr. Rhoades and Ms. Rameriz,

My husband and I purchased our home on Rivercrest Drive ten years ago in order to enjoy a quiet life in the city and to have a place that would hold its value so that we could eventually sell our investment and use the proceeds to retire. We were fully prepared for the growth that would come around 360 and later were aware of the area that was zoned office retail and were prepared for the impact that would have on our investment.

It is our understanding that you do not believe that the neighborhood objects to the zoning change from office to multi-family. You couldn't be more wrong. Please add me to your e mail list regarding the Gables West Lake project so I can be informed about this issue.

We are very concerned that, if you allow this zoning change to take place, that our most important investment will suffer a significant loss. We currently have a wonderful, quiet place where children can grow up in a comfortable, safe, and secure group of families who know and care about each other. Having an office building where you have people in and out of the neighborhood during the day is one thing, but adding 350 families to a quiet neighborhood as this in such a small space will change it forever, destroy our way of life, and plummet our property values.

Personally, if the value of our home is negatively impacted, retirement will be out of the question.

For every story like ours, there is another family with another similar story. Please, before you change all of our ways of life with your action, visit Rivercrest. See if you don't agree that it is a special place and look at the surrounding area to see if you really believe you can make your zoning change without damaging a lot of families.

Growth is important, but neighborhoods need to be protected. We feel it is your responsibility to help us protect ours.

Kateva Rossi
3101 Rivercrest Drive
Austin, Texas 78746
512 327-1969

Rhoades, Glenn

From: Kathy Johnstone [kjohnstone@austin.rr.com]
Sent: Monday, August 02, 2004 6:57 AM
To: Rhoades, Glenn; Ramirez, Diana
Cc: tburns@swsoft.com
Subject: St. Stephens zoning issue

To: Glenn Rhodes
Diana Ramirez

Subject: proposed St. Stephens zoning change

I am Kathy Johnstone, and I live at 4007 Bunny Run.

I know that the Bunny Run Neighborhood Association, as well as individual neighbors, have written to express opposition to the re-zoning of the St. Stephens property. I would like to add my comments as well.

In addition to the probable loss of property values that would be caused by the change of zoning from commercial to residential (see Tom Carter's email to you), this change would negatively affect the quality of life in our neighborhood.

For example, we already get very heavy traffic from St. Stephens parents dropping off their children each morning and picking them up each afternoon. For those St. Stephens families arriving from Loop 360 heading south, instead of staying on Loop 360 through the line waiting for an extra traffic light (at Westlake Dr./360) these people take a right turn (thus also avoiding the light at Cedar/360) and travel down Bunny Run. By making this turn on Cedar, the motorists also save themselves waiting at a very long line of traffic waiting to turn left from Royal Approach onto Bunny Run.

Now imagine what this traffic each day does to those of us who are trying to get out of our driveways to leave for work each morning! Then, trying to return home in the afternoon can also be difficult due to St. Stephens people exiting the Bunny Run area.

Now add the traffic caused by residents of the proposed apartment complex to the existing traffic. This would be intolerable.

Due to the major increase of residents to this area, the "rural" atmosphere of this neighborhood will be ruined if this zoning change is permitted.

After the slap in the face Austin residents received when their elected officials didn't listen to opposition to toll roads, it would be salt in the wound for the city once again to ignore the voices of the residents of the Bunny Run area in their opposition to this zoning change.

A couple of years ago my section of Bunny Run was annexed into the city. This has caused a major increase in our taxes and even in an increase of our garbage pick-up fees (for less service, I might add). One saving grace for the price we are paying for residing within the city limits of Austin could be that at least our city acts on the concerns and values of its residents.

Please do not abandon our 1988 agreement to allow this zoning change.

Kathy Johnstone
4007 Bunny Run
347-8589

Rhoades, Glenn

From: lbemis [lbemis@brrlaw.com]
Sent: Monday, August 02, 2004 7:51 PM
To: Rhoades, Glenn
Subject: St Stephens/ Gables Westlake Apartment zoning case

Dear Mr. Rhoades,

I am the Vice-President of the Bunny Run Neighborhood Association and a resident of the Bunny Run neighborhood. My wife and I are both opposed to the proposed change of development of the St. Stephens' property from office-retail to multi-family. This proposal will lead to a significant decline in our neighborhood and all of the neighbors with whom I have discussed the matter share this opinion.

My concerns are heightened by the fact that the Gables Company has not demonstrated themselves to be a good steward of the lands which they have previously developed. Their development on the corner of 360 and 2222 demonstrates their disregard for both Austin's landscape and the ability of our fire and emergency services to adequately respond to a fire or other emergency at this facility.

We are also concerned that if this development is allowed it will discourage neighborhoods and owners from working together to arrive at an agreed development plan. When this site was originally allowed to be zoned as office-retail development it was the result of an agreement between the neighborhood and St. Stephens in the late 1980's. It is my understanding that the original developer also sought multi-family zoning, but it was rejected by the neighborhood and St. Stephens. St. Stephens, by its proposed development plan with Gables, is now seeking to breach its original agreement with the neighborhood. While it appears that St. Stephens now feels that its development profits will be maximized by multi-family development, this does not justify a breach of the original development agreement.

Please advise me of any hearing dates or other deadlines that I will need to calendar to pursue a protest of this proposal.

Sincerely,

Lloyd E. Bemis, III
Bemis, Roach and Reed
4100 Duval Rd., Building 1, Suite 200
Austin, Texas 78759
Phone (512) 454-4000
Facsimile (512) 453-6335

Rhoades, Glenn

From: lightsey@csr.utexas.edu
Sent: Monday, August 02, 2004 11:19 AM
To: Rhoades, Glenn; Ramirez, Diana
Cc: tburns@swsoft.com
Subject: AGAINST proposed St. Stephens zoning change

Dear Mr. Rhoades and Ms. Ramirez,

Despite the fact that my family and I are presently out of the state on vacation, I wanted to take the time to assure you that we are strongly opposed to the proposed St. Stephens/Gables Westlake Apartments re-zoning from residential to commercial. We think this proposal, if approved, would significantly damage our quality of life, our environment, and our family values that we have grown to cherish about our neighborhood. We are much more willing to accept the currently zoned office/commercial development of the property. The differences have to do with the density of population and housing, land and water quality, the impacts on our schools and other community services, and additional traffic that a residential project of this size would bring to the area. As I am sure that you know, the Loop 360 area within a mile of the proposed site has already added several new apartment and single home complexes, and the additional residential growth would not be helpful to the neighborhood.

The president of our Bunny Run Neighborhood Association, Mr. Tom Burns, has told us that you stated you heard little from our neigborhood about this proposal. I would like to witness that I was present at one of the largest meetings of the BRNA that I have ever seen (more than 100 households present), and everyone there was unanimously opposed to the re-zoning proposal. We are all united in our belief that the proposed re-zoning is not in the best long term interests of the neighborhood and the community at large. I hope that you will take this into consideration when you make your decision.

Sincerely,

Glenn and Jeannie Lightsey
4301 Aqua Verde Dr.

Rhoades, Glenn

From: Matthew O'Hayer [matthew@ohayer.com]
Sent: Monday, August 02, 2004 10:00 PM
To: Rhoades, Glenn; Ramirez, Diana
Subject: proposed zoning change for St. Stephens

My name is Matthew O'Hayer and I live at 4100 Rivercrest Drive in the Bunny Run neighborhood. I am writing to voice my objection to the proposed zoning change of the St. Stephen's property. This is a travesty. If you like to hear my litany of reasons, feel free to reply. But, I am sure that you have heard them from my neighbors. We appear to be 100% against it. I am sure we will all be asking for reductions in our property taxes if this goes through, since it will kill the value of our homes.

Rhoades, Glenn

From: Paula Mizell [pmizell@austin.rr.com]
Sent: Saturday, July 31, 2004 1:02 PM
To: Rhoades, Glenn; Ramirez, Diana
Cc: tburns@swsoft.com
Subject: Proposed St. Stephen's/Gables apartments

As a Rivercrest subdivision resident, I strongly oppose the apartments/zoning change proposed on the former St. Stephen's land. This feels as though it is being swept through the process without outside opinion solicitation. There will be increased traffic issues, increased resource depletion, property value decreases, etc. We all oppose this change. Please let me know what we can do to stop this.

Thank you-
Paula Mizell 3007 Rivercrest Drive

Rhoades, Glenn

From: pcbeaman@juno.com
Sent: Saturday, July 31, 2004 9:59 PM
To: Rhoades, Glenn; Ramirez, Diana
Cc: tburns@swsoft.com; cathyr@austin.rr.com
Subject: St Stephens/Gables Apt Zoning

Dear Mr Rhoades,

I live in the Rivercrest subdivision and want to let you know I think a serious mistake will be made if the St Stephens track is rezoned for Apts.

There are many reasons that are frequently discussed, however there is one that may be overlooked. That is the fact that Austin needs to work to balance the traffic flow so that everyone will not be headed to and from downtown at the same period. That can be accomplished if offices are built miles from downtown. Then some of the traffic flow will be in the reverse from normal and some will never have to jam the streets going downtown or other neighborhoods to go to work.

The constraint of the amount of traffic that can be accommodated by the loop 360 bridge and the number of cars that can travel down 2222 and 2244 make this site ideal for an office where people living west of 360 and north and south of Westlake Dr can avoid adding to the congestion on those roads and Mopac.

Building apartments in this area is a very bad idea and will not add to the liveability of Austin.

I am interested in this project so please let me know when this case will be coming up.

Paul Beaman
3001 Rivercrest Dr. 78746

Rhoades, Glenn

From: Ramirez, Diana
Sent: Tuesday, August 03, 2004 7:22 AM
To: Rhoades, Glenn
Subject: FW: St Stephens/ Gables Westlake Apartment zoning case

-----Original Message-----
From: lbemis [mailto:lbemis@brrlaw.com]
Sent: Monday, August 02, 2004 7:52 PM
To: Ramirez, Diana
Subject: St Stephens/ Gables Westlake Apartment zoning case

Dear Ms. Ramirez,

I am the Vice-President of the Bunny Run Neighborhood Association and a resident of the Bunny Run neighborhood. My wife and I are both opposed to the proposed change of development of the St. Stephens' property from office-retail to multi-family. This proposal will lead to a significant decline in our neighborhood and all of the neighbors with whom I have discussed the matter share this opinion.

My concerns are heightened by the fact that the Gables Company has not demonstrated themselves to be a good steward of the lands which they have previously developed. Their development on the corner of 360 and 2222 demonstrates their disregard for both Austin's landscape and the ability of our fire and emergency services to adequately respond to a fire or other emergency at this facility.

We are also concerned that if this development is allowed it will discourage neighborhoods and owners from working together to arrive at an agreed development plan. When this site was originally allowed to be zoned as office-retail development it was the result of an agreement between the neighborhood and St. Stephens in the late 1980's. It is my understanding that the original developer also sought multi-family zoning, but it was rejected by the neighborhood and St. Stephens. St. Stephens, by its proposed development plan with Gables, is now seeking to breach its original agreement with the neighborhood. While it appears that St. Stephens now feels that its development profits will be maximized by multi-family development, this does not justify a breach of the original development agreement.

Please advise me of any hearing dates or other deadlines that I will need to calendar to pursue a protest of this proposal.

Sincerely,

Lloyd E. Bemis, III
Bemis, Roach and Reed
4100 Duval Rd., Building 1, Suite 200
Austin, Texas 78759
Phone (512) 454-4000
Facsimile (512) 453-6335

Rhoades, Glenn

From: Rich Witek [rich_witek@mac.com]
Sent: Saturday, July 31, 2004 8:10 PM
To: Rhoades, Glenn; Ramirez, Diana
Subject: St. Stephens / Gables zoning

I live a 4110-6 Bunny run. I was not able to make the open meeting on this
but am opposed and want you to know this. I would much rather have an office building then the planned appts. I have expressed this at the meetings
at st. stephens on with the developers. they tried to make an office building sound bad. I use to work on plaza on the lake and biked to work.
I would love to see more office/home mixes in the area.

Please do not change the zoning.

Rich Witek
4110-6 Bunny Run

Rhoades, Glenn

From: Sybil Raney [sybilraney@hotmail.com]
Sent: Sunday, August 01, 2004 2:55 PM
To: Rhoades, Glenn; diana.ramierz@ci.austin.tx.us
Cc: tburns@swsoft.com; cathy@austin.rr.com
Subject: Opposition to Westlake Gables

Dear Mr. Rhoades and Ms. Ramierz,
We are distressed upon hearing of the proposed zoning change from office/retail to multifamily of the area between Royal Approach and Bunny Run to accomodate the Westlake Gables project. This area by no means can handle the amount of people and traffic that are part and parcel of an apartment complex of this size. Surely both of you, who have served us well in the past, have overlooked the impact this will have on our tiny neighborhood. Please reconsider the effects of changing the zoning to accomodate this behemoth! We are very concerned as are all our neighbors!
Sincerely,
Sybil and Jim Raney
3704 Rivercrest Dr.
Austinl,Tx. 78746

Rhoades, Glenn

From: Sybil Raney [sybilraney@hotmail.com]
Sent: Sunday, August 01, 2004 3:01 PM
To: Rhoades, Glenn
Cc: tburns@swsoft.com; cathy@austin.rr.com
Subject: Opposition to Westlake Gables

Dear Mr. Rhoades and Ms. Ramierz,
We are distressed upon hearing of the proposed zoning change from office/retail to multifamily of the area between Royal Approach and Bunny Run to accomodate the Westlake Gables project. This area by no means can handle the amount of people and traffic that are part and parcel of an apartment complex of this size. Surely both of you, who have served us well in the past, have overlooked the impact this will have on our tiny neighborhood. Please reconsider the effects of changing the zoning to accomodate this behemoth! We are very concerned as are all our neighbors!
Sincerely,
Sybil and Jim Raney
3704 Rivercrest Dr.
Austin,Tx. 78746

Rhoades, Glenn

From: Lyra [LyraB3@hotmail.com]

Sent: Wednesday, August 04, 2004 11:31 PM

To: Rhoades, Glenn

Subject: St Stephens/ Gables Westlake Apartment zoning case +***+

Hi Glenn,

I don't know if you remember me when I worked at the City of Austin Law Department, its been quite a while since I worked there. However, I just wanted to let you know that I live in the Bunny Run Neighborhood on Aqua Verde.

When the developer made its presentation at our last neighborhood meeting, it was represented that there plans for the St. Stephen's property was not before your Department. At the same meeting and after the presentation ALL in attendance voted against supporting the development plan for apartments on the property.
I find myself wondering why we were not given notice of the requested change in zoning before your department's recommendation to change it.

I also find myself wondering why the City would consider such a dense development which would put hundreds of more vehicles on 360, when 360 is unable to support the traffic on it now. Currently our neighborhood includes Riverbend Church, Hill Elementary school and St. Stephens. Look at the road map, just three streets *accomodate all of the current traffic through the neighborhood. No traffic engineer can tell me that vehicles* from these apartments will not use Cedar and Bunny Run to beat traffic or traffic lights to go north. Our neighborhood is saturated with traffic. Adding 350 apartments, and realistically 600 more vehicles on our neighborhood streets is more than this little area can withstand and still be a neighborhood.

Thanks Lyra Bemis

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7908.88-CK#

THE STATE OF TEXAS

COUNTY OF TRAVIS

CITY OF AUSTIN
CASE
NUMBER C814-88-0001

RESTRICTIVE COVENANT, DEVELOPMENT AND ROADWAY CONSTRUCTION AGREEMENT

Dated as of January 31, 1989

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS
10909 1537

TABLE OF CONTENTS

(This Table of Contents is for convenience of referenced only and is not a part of the Agreement)

RESTRICTIVE COVENANT, DEVELOPMENT AND
ROADWAY CONSTRUCTION AGREEMENT

THIS RESTRICTIVE COVENANT, DEVELOPMENT AND ROADWAY CONSTRUCTION AGREEMENT (this "Agreement") is made and entered into as of the 31 day of January, 1989, by the Protestant Episcopal Church Council of the Diocese of Texas, whose address is 520 San Jacinto Street, Houston, Texas (the "Owner").

WHEREAS, Owner owns that certain tract of land in Austin, Travis County, Texas, more specifically described on Exhibit "A" attached hereto and incorporated herein by reference (the "Property"); and

WHEREAS, Owner believes that the Property is reasonably necessary for the operation of a private school and for use of Owner's buildings as a residential school, and has no present intention to develop any part of the Property, however, it is contemplated that there may be future development (by Owner and/or Owner's successors) of the Property in accordance with that certain plan described below; and

WHEREAS, Owner has requested that the Property be zoned as a Planned Unit Development zoning district authorizing development of certain uses in accordance with site development regulations, as desired by Owner; and

WHEREAS, the Property is generally located at the intersection of Loop 360 South and Westlake Drive, and improvements to existing and proposed roadways in the vicinity of the Project have been proposed to improve the traffic circulation, traffic carrying capacity, safety and level of service of such roadways; and

WHEREAS, the City Council of the City of Austin has determined that immediate development of the Property to its maximum development potential under the requested zoning would be inappropriate at this time and would adversely affect the public interest if such zoning were granted without adequate assurances

that certain improvements to roadways affected by traffic generated from development of the Property will be provided; and

WHEREAS, in order to provide such assurances, the City of Austin, a municipal corporation situated in Travis and Williamson Counties, Texas (the "City") and Owner deem it to be in the best interest of the City and the development of the Property as contemplated by the Plan that the timing of the approval of site plans in connection with development of the Property be related to and conditioned upon the improvement of the roadway system in the immediate area of the Property to insure that the roadway system can adequately handle the traffic generated by the development of the Property as contemplated by the Plan; and

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

WHEREAS, Owner and the City agree that the procedures to be followed in the development of the Property as reflected in this Agreement are to be consistent with and supplemental to all applicable City ordinances, regulations, and procedures and that should direct conflicts between the agreements contained herein and existing City policies, procedures and ordinances arise, the City policies, procedures, and ordinances in effect at the time of the conflict shall control, unless provided for otherwise herein or by other applicable agreements between Owner and the City or applicable State law; and

WHEREAS, Owner understands and acknowledges that this Agreement has been executed and is voluntarily offered to satisfy a condition imposed by the City Council for its passing on third reading an ordinance zoning the Property to the PUD zoning district requested by Owner in the below referenced zoning case;

NOW, THEREFORE, in consideration of the covenants, conditions, and premises contained herein and other good and valuable

consideration, the receipt and sufficiency of which are hereby acknowledged, Owner agrees that the Property shall be developed in accordance with the following conditions and procedures, in addition to other applicable City ordinance requirements or governmental regulations, such conditions and procedures to be deemed and considered as a covenant running with the land which shall be binding (subject to Section 3.8 below) on the parties hereto, and their successors and assigns, as follows:

ARTICLE I

DEFINITIONS

Section 1.1 Defined Terms. For all purposes of this Agreement, each of the following terms shall have the meaning assigned to it in this Section 1.1, notwithstanding any contrary meaning assigned to it in the preamble of this Agreement, unless the context in which it is used clearly requires otherwise:

(a) "Access Points" shall mean the following roadway intersections: Loop 360 South and Westlake Loop, and Loop 360 South and Cedar Street.

(b) "Agreement" shall mean this Restrictive Covenant, Development and Roadway Construction Agreement and any amendments and supplements thereto.

(c) "Available PHT's" shall mean the total number of PHT's available to the Project at any point in time as provided in Section 2.4.

(d) "Baseline" shall mean the maximum amount of PHT's available to the Project without construction of any roadway improvements external to the Property or satisfaction of any other contingency.

(e) "City" shall mean the City of Austin, a municipal corporation located in Travis and Williamson Counties, Texas.

(f) "City Code" shall mean the Code of the City of Austin, 1981, as amended.

(g) "City Council" shall mean the City Council of Austin, Texas.

(h) "Director" shall mean the Director of the Planning Department of the City or any successor department responsible for the duties currently performed by such department.

(i) "Fiscal Surety" shall mean a surety bond acceptable to the City, a cash deposit to be held by the City in escrow or an irrevocable letter of credit.

(j) "Notice of Pending Zoning Change" shall mean and refer to a written notice advising Owner of a proposed zoning change application on any Similarly Situated Project.

(k) "Notice of Protest" shall mean and refer to a written notice protesting a proposed zoning change application in connection with any Similarly Situated Project and delivered to the Director within fifteen (15) days after the date upon which Owner has received delivery of a Notice of Pending Zoning Change in connection with such proposed zoning change application.

(l) "Plan" shall mean the chart presentation of the Project attached hereto and made a part hereof for all purposes as Exhibit "B".

(m) "Planning Commission" shall mean the Planning Commission of the City, or any successor body or agency of the City performing the tasks of the Planning Commission.

(n) "Planning Department" shall mean the Planning Department of the City or any successor department responsible for the duties currently performed by such department.

(o) "PHT's" shall mean peak hour trips which are defined as a single or one-directional vehicle movement with either the origin or destination inside the Project.

(p) "Project" shall mean the proposed use of the Property as depicted on the Plan.

(q) "Project TIA" shall mean the Traffic Impact Analysis for the Project dated March 1987 and performed by Traffic Consultants, Inc., and all supplements thereto.

(r) "Roadway Curative Action" shall mean any action which is reasonably intended to prevent the Access Points from operating at an Unacceptable Level of Service.

(s) "Roadway Improvements" shall mean the improvements listed on Exhibit "C" attached hereto and made a part hereof for all purposes.

(t) "Similarly Situated Project" shall mean and refer to any proposed development project within the corporate limits of the City: (i) which contains any property located within the area bounded by Lake Austin on the west, north, and east, the northern city limits line of Westlake Hills from Lake Austin to Loop 360, Loop 360 to Ranch Road 2244, Ranch Road 2244 to Saint Stephens Road, Saint Stephens Road to the southern boundary of the Saint Stephens School campus, and along such boundary to Lake Austin; and (ii) which is anticipated to generate a minimum of 500 PHT's and more than five percent (5%) of the traffic at any Access Point not operating and (disregarding traffic generated by the proposed development project) not projected to operate at an Unacceptable Level of Service but which is anticipated, upon full development of the proposed development project, to generate traffic at such Access Point at a level which is projected to cause such Access Point to operate at an Unacceptable Level of Service. Notwithstanding anything contained herein to the contrary, it is expressly agreed and acknowledged that the proposed development project with respect to the property designated as "Tract F" in the above referenced zoning case, excluding the Property, is a Similarly Situated Project, and that the owner of such property has provided Roadway Curative Action by execution of an agreement of even date herewith in form similar to this Agreement.

(u) "Site Plan" shall mean a site plan as defined in Chapter 13-1 of the City Code.

(v) "Subject Tract" shall mean any tract of land within the Property.

(w) "Unacceptable Level of Service" shall mean a Level of Service worse than Level of Service D, as such terms are defined in the Transportation Research Board Special Report 209 Highway Capacity Manual, as the same may be revised or amended from time to time. For all purposes hereunder (i) an Access Point which is signalized will be considered to be operating at an Unacceptable Level of Service if the intersection as a whole is operating at worse than Level of Service D and (ii) an Access Point which is not signalized will be considered to be operating at an Unacceptable Level of Service if any turning movement in the intersection is operating at worse than Level of Service D.

Section 1.2 Articles and Section Headings. The headings or titles of the several articles and sections of this Agreement, and the cover page and table of contents appended hereto, are solely for convenience of reference and shall not affect the meaning, construction, or effect of these provisions.

Section 1.3 Interpretation. The singular form of any word used herein shall include the plural, and vice versa, unless the context requires otherwise. The use of a word of any gender herein shall include all other genders, unless context requires otherwise. This Agreement and all of its terms and provisions shall be construed so as to effectuate the purposes contemplated hereby and to sustain the validity hereof.

ARTICLE II

PROJECT DEVELOPMENT

Section 2.1 Plan. Owner has previously filed with the City zoning and subdivision applications consistent with the Plan to allow Owner's proposed development of the Property. This Agreement is being executed as part of and in connection with the ordinances in City of Austin Case No. C814-88-0001, and as contemplated in and pursuant to that certain First Amendment

Agreement to the Contract Concerning Creation and Operation of Davenport Ranch Municipal Utility District. Nothing herein shall be construed to (a) limit or prevent the right of Owner or Owner's successors or assigns to amend the Plan, subject to compliance with other applicable governmental regulations, or (b) prevent the City Council from exercising its powers to regulate land for purposes of health, safety, and the general welfare of the community.

Section 2.2 Site Plan Approval.

(a) As a condition precedent to the City's obligation to approve a proposed Site Plan (or final subdivision plat with respect to any single family residential lot) for any Subject Tract, Owner shall be required (i) to allocate sufficient PHT's to the Subject Tract to service the development proposed for construction thereon under the terms of such Site Plan (or final subdivision plat with respect to any single family residential lot), and (ii) to furnish a traffic information report on the Subject Tract. The allocation of PHT's to a particular Subject Tract shall be made by Owner in accordance with the terms of Section 2.5, and the traffic information report for such Subject Tract shall be furnished in accordance with the terms of Section 2.2(b). The City Council, Planning Commission, Planning Department, and/or the Director, as applicable, may not disapprove a Site Plan (or final subdivision plat with respect to any single family residential lot), based on anticipated traffic generation if sufficient PHT's have been allocated to the Subject Tract to service the improvements which are proposed to be constructed upon the Subject Tract. The determination as to the number of PHT's required for such development shall be made in accordance with the PHT Generation Conversion Table attached hereto as Exhibit "D" and incorporated herein by reference. If Owner has allocated PHT's to a Subject Tract in a number equal to or greater than the number of PHT's which would be required,

- Howling to allocate

under the formula set forth in Exhibit "D", to service the improvements shown on a proposed Site Plan for such Subject Tract, then the Owner will be considered to have allocated a sufficient number of PHT's to the Subject Tract.

(b) Unless waived by the Director, each Site Plan (or final subdivision plat with respect to any single family residential lot) submitted for approval by the City shall be accompanied by an updated traffic report prepared in accordance with City guidelines. The intent of the updated traffic report is to confirm that the development contemplated in connection with such Site Plan (or such final subdivision plat with respect to any single family residential lot) is consistent with the originally-approved TIA. The scope of study for the updated traffic report shall be defined by the Planning Department and may include, but not necessarily be limited to, the trip generation and distribution assumptions, driveway locations, signal warrants, intersection operations, and other necessary transportation conditions. The purpose of this updated traffic report is to demonstrate one of the following: (i) that the Roadway Improvements identified in Exhibit "C" and more specifically defined in the TIA (as required for the contemplated development) have been constructed or are under contract, or (ii) that Fiscal Surety has been posted for such development's pro-rata share of such Roadway Improvements, or (iii) that such development may be accessed by an alternative facility (excluding West Lake Loop) which provides Level of Service D or better. The updated traffic report must be approved by the Planning Director prior to the release of the Site Plan or approval of the final plat. So long as the cumulative allocated PHT's do not exceed the total PHT's then available to the Project, the Director may not disapprove an updated traffic report if (x) the required Roadway Improvements are in place or have been otherwise provided for as indicated above, and (y) the number of PHT's required by such development is not

greater than the number of unallocated PHT's then available to the Project, and (z) the directional distribution of inbound and outbound PHT's is not materially different from the TIA. If Owner has allocated PHT's to a Subject Tract in a number equal to or greater than the number of PHT's which would be required, under the formula set forth in Exhibit "C", to service the development shown on a proposed Site Plan for such Subject Tract, then Owner will be considered to have allocated a sufficient number of PHT's to the Subject Tract.

Section 2.3 Required PHT's for the Plan.

(a) The total number of PHT's required for the complete build out of the Project in accordance with the Plan is 932. The PHT's will become available to the Project in increments as set forth below:

(i) A Baseline of 9 PHT's is available to the Project on the date of this Agreement. This Baseline level of PHT's is available only with respect to single family residential lots within the Project, without necessity of constructing any Roadway Improvements or satisfaction of any other contingency.

(ii) 22 additional PHT's will be available to the Project upon either the execution of one or more contracts for, or posting by Owner with the City of Fiscal Surety to secure Owner's prorata share of cost participation in, the construction of the Phase I Roadway Improvements which are described in Exhibit "C".

(iii) 352 additional PHT's shall be available to the Project upon either the execution of one or more contracts for, or posting by Owner with the City of Fiscal Surety to secure Owner's prorata share of cost participation in, the construction of the Phase II Roadway Improvements which are described in Exhibit "C".

(iv) 143 additional PHT's shall be available to the Project upon either the execution of one or more contracts for, or posting by Owner with the City of Fiscal Surety to secure Owner's prorata share of cost participation in, the construction of the Phase III Roadway Improvements which are described in Exhibit "C".

(v) 406 additional PHT's shall be available to the Project upon either (I) the execution of one or more contracts for or (II) posting by Owner with the City of Fiscal Surety to secure Owner's prorata share of cost participation in, the construction of the Phase IV Roadway Improvements which are described in Exhibit "C", and when appropriate arrangements shall have been made to assure actual construction of the Phase IV Roadway Improvements and funding of the full construction costs thereof from public and/or private sources.

Any Fiscal Surety posted hereunder shall comply with the terms of Section 2.3(b) and shall be callable only under the terms of Section 2.3(b). Owner will not be required to pay any other sums to the City for or in connection with any off-site traffic improvements benefitting the Project, as a condition to the granting of any site plan, building permit, or other governmental approval necessary to develop the Project as the Project is approved on the date of this Agreement. The PHT's described in subparagraphs (ii), (iii), (iv) and (v) above shall become available to the Project immediately upon the satisfaction of the preconditions set forth in each such subparagraph, separately, and there is no requirement that such increments be made available in sequence.

(b) The City may draw upon any Fiscal Surety posted in accordance with Section 2.3(a) above upon the occurrence of one or more of the following events:

(i) Funding is necessary for the construction of any Phase Roadway Improvements, or a portion thereof, or for payment to a constructing owner as provided below.

(ii) If the Fiscal Surety is letter(s) of credit or corporate surety bond(s), Owner fails to renew or replace the same at least ten (10) days before its expiration date, but only after the City has given notice in writing of the City's pending action at least thirty (30) days before the expiration date.

(iii) If the Fiscal Surety is letter(s) of credit, Owner fails to replace or confirm the letter(s) of credit if the issuer of the letter of credit ("Issuer") fails to maintain the minimum acceptable rating established under the City's financial institution rating system, but only after the City has given notice in writing to Owner of such failing by the Issuer and the passing of a sixty (60) day period after giving such notice for the Owner to replace or confirm the letter(s) of credit.

(iv) If the Fiscal Surety is letter(s) of credit or surety bond(s), Issuer acquires the Property or a portion of the Property through foreclosure or an assignment or conveyance in lieu of foreclosure.

Notwithstanding anything contained herein to the contrary, if any Phase Roadway Improvement is or has been constructed by the owner of any Similarly Situated Project during the term of this Agreement, the City shall, upon completion of such construction and acceptance of such Improvement by the appropriate governmental entity, draw upon all Fiscal Surety then or thereafter posted (under this Agreement or otherwise) with respect to such Improvement and pay all funds so drawn to such constructing owner; and all Fiscal Surety required to be posted (under this Agreement or otherwise) with respect to such Improvement shall be posted irrespective of the fact such Improvement has been so constructed.

(c) Funds may be drawn in advance of the actual construction of the particular portion of any Roadway Improvements for which the call of Fiscal Surety is being made, but the call documents must specify the particular portion of the Roadway

Improvements for which the call is being made and that such portion is scheduled for commencement of construction within one (1) year after such draw. Except as and to the extent provided in Section 2.3(b) above, all cash deposited hereunder and all proceeds from any call under any Fiscal Surety shall be placed in an interest-bearing escrow account, and all interest from such account may not be drawn upon until and unless all public funds available for the construction of such particular portion of the Roadway Improvements have been exhausted, and all funds drawn from the account may be used only for the construction of the portion of the Roadway Improvements for which the call on the Fiscal Surety was made.

(d) The amount drafted under Owner's Fiscal Surety shall be prorated with all other Fiscal Surety posted for the purpose of insuring the construction of the particular portion of the Roadway Improvements, if any, based upon the relative amounts of such Fiscal Surety.

(e) Any letters of credit or surety bonds posted with the City hereunder shall be in a form reasonably acceptable to the City and shall have a term of at least one year. The form of letter of credit which is attached hereto as Exhibit "E" is deemed to be acceptable to the City.

(f) After the acceptance (and payment of all construction costs, by draw(s) under Fiscal Surety or otherwise) of any portion of the Roadway Improvements, the amount which the City is entitled to draw on the Fiscal Surety shall be reduced by an amount equal to the portion of the Fiscal Surety attributable to such accepted Improvements. Upon completion of any portion of the Roadway Improvements, at the written request of Owner or Issuer, and if neither Owner nor Issuer is then in default under this Agreement or the Fiscal Surety, the City shall complete, execute, and deliver to the Issuer a reduction letter verifying the acceptance of such completed Improvements and documenting

that the Fiscal Surety has been reduced as provided by the first sentence of this subsection (f).

(g) Notwithstanding anything contained herein to the contrary, any Fiscal Surety deposited by Owner hereunder shall be released upon the earlier of (i) five (5) years from the date of the original posting of such Fiscal Surety or (ii) the date upon which construction of the Roadway Improvements for which such Fiscal Surety was deposited has been completed and accepted by the appropriate governmental entity.

Section 2.4 Available PHT's.

(a) The total number of PHT's available to the Project at any point in time will be equal to: (i) the Baseline number of PHT's which are currently available to the Project as described in Section 2.3(a)(i); plus (ii) the number of PHT's that have become available to the Project under the terms of Sections 2.3(a)(ii), 2.3(a)(iii), 2.3(a)(iv), and/or 2.3(a)(v); plus (iii) the number of PHT's that have been regained under the terms of Section 2.5; less (iv) the number of PHT's that have been allocated by Owner to Subject Tracts in accordance with Section 2.5.

(b) For purposes hereof, PHT's which have become available to the Project under the terms herpof will be considered to have been utilized and thus no longer available to the Project only upon the allocation of PHT's to a Subject Tract under the terms of Section 2.5. PHT's which have been deemed to have been utilized by allocation under the terms of Section 2.5 may be regained and shall again become available to the Project under the provisions relating thereto set forth in Section 2.5. Since PHT's are considered to have been utilized under the terms hereof upon the allocation under Section 2.5 of PHT's to a Subject Tract, the subsequent approval of a Site Plan for such Subject Tract will not cause a further reduction in the number of PHT's which are available to the Project.

Section 2.5 Allocation of PHT's.

(a) Provided that sufficient PHT's are available to the Project, Owner shall have the right to allocate and reallocate available PHT's to any Subject Tract within the Property by delivering written notice of such allocation to the Director in the form attached hereto as Exhibit "F". In the event of an allocation of PHT's by Owner under the terms hereof, the allocated PHT's may only be utilized in connection with the Subject Tract to which they have been allocated by Owner unless Owner makes a reallocation of PHT's in writing delivered to Director. The mere conveyance of a Subject Tract within the Property shall not be considered to transfer or assign any rights to PHT's unless PHT's have been previously allocated to such Subject Tract by Owner under the terms of this Section 2.5(a). However, once available PHT's have been allocated to a Subject Tract under the terms of this Section 2.5(a), such allocated PHT's shall be deemed to be rights running with and appurtenant to such Subject Tract which shall pass with any conveyance thereof, unless such allocated PHT's have previously reverted or been reallocated as provided herein or have been specifically reserved in whole or in part in the deed conveying such Subject Tract. Such PHT's shall, however, always remain subject to the reversion provisions set forth herein.

(b) Once PHT's have been allocated to a Subject Tract within the Property under the terms hereof, Site Plans (or final subdivision plats with respect to any single family residential lot), shall be approved for improvements to the Subject Tract which would, under the formula set forth in Exhibit "D", generate up to the number of PHT's which have been allocated to the Subject Tract, provided all other applicable requirements for such Site Plans or plats have been met. In addition, Owner shall have the right to receive from the Director certificates verifying the allocation of PHT's to the Subject Tract and that Site Plans or

plats may be obtained for improvements to be constructed upon the Subject Tract, provided all other applicable requirements for such Site Plans or plats have been met. Nothing herein shall restrict the ability of any party to obtain a building permit for any Subject Tract, once a Site Plan or final plat has been released as to such Tract.

(c) The right of Owner to allocate and reallocate PHT's hereunder is assignable in whole or in part, but such assignment must be expressly made in writing and filed of record in the Real Property Records of Travis County, Texas, and the mere conveyance of a Subject Tract within the Property without the express transfer of the right to allocate PHT's hereunder shall not be considered to transfer or assign any rights hereunder to allocate PHT's. Further, written notice of any assignment hereunder must be delivered to the Director before such notice of assignment shall be considered to have been received by the City for purposes hereof.

(d) If a Site Plan or plat is approved for any Subject Tract and subsequently expires or is terminated for any reason, the Owner of the Subject Tract may obtain a new Site Plan or plat for the Subject Tract based upon the PHT's which have already been allocated thereto. Alternatively, if Owner (or a party to whom Owner has assigned reallocation rights) is the owner of such Subject Tract, Owner (or such party with assigned reallocation rights) may reallocate the PHT's to another Subject Tract. If a new Site Plan or plat is obtained for any Subject Tract which utilizes fewer PHT's than the original Site Plan or plat, then any unused PHT's shall be deemed available for use in connection with other Subject Tracts within the Property, and the rights to allocate or reallocate such unused PHT's shall revert to Owner, if Owner retains title to any Subject Tract within the Property at such time, or to any person or entity who has been assigned the reallocation rights with respect to such excess PHT's.

(e) Owner and any future owners of Subject Tracts within the Property shall have the right to allocate available PHT's among their various tracts by written agreements filed with the Director; provided, however, that so long as Owner or any assignee of the rights hereunder retains title to any Subject Tract within the Property, any reallocation of available PHT's shall require the consent of Owner or its assignee.

(f) In the event, prior to the total allocation or reallocation of all PHT's under this Agreement, Owner ceases to exist and has failed to assign its right to allocate or reallocate PHT's, the Director shall have the right to allocate and reallocate PHT's within the Property whenever Site Plan applications are received by the City.

Section 2.6. Conduit for Traffic Signalization. Owner shall provide and install conduit, as reasonably determined by the Director of the Department of Transportation and Public Services of the City to be necessary in accordance with City signalization standards, for traffic control signals at the intersection of Loop 360 and Westlake Loop. Such conduit will be provided at the time Westlake Loop is paved, and Owner shall not be required to provide or install conduit (i) under any roadways which are not within the paved portion of Westlake Loop, or (ii) if conduit has already been so installed at such intersection.

ARTICLE III

MISCELLANEOUS PROVISIONS

Section 3.1 Effective Date of Agreement. This Agreement and all rights, duties, and obligations hereunder shall become effective only upon the third and final reading by the City Council of the ordinances referenced in Section 2.1. If for any reason such ordinances are not so finalized and executed by the City, then this Agreement shall be void.

Section 3.2 Enforcement. If any person, corporation, or entity of any other character shall violate or attempt to violate

the foregoing agreements and covenants, it shall be lawful for the City, its successors and assigns, to prosecute proceedings in equity against the person or entity violating or attempting to violate such agreements or covenants and to prevent said person or entity from violating or attempting to violate such agreements or covenants. If any decision or determination made by the Director or any other official of the City under the terms hereof is adverse to Owner or Owner's successors or assigns, Owner or Owner's successors or assigns may appeal such decision or determination by filing a written appeal with the City Clerk within ten (10) days from the date of such decision or determination. Any such appeal shall be considered by the City in the same manner and under the same time schedules and procedures as are provided in the City Code for appeals with respect to Site Plans. Nothing contained herein shall be deemed to limit any other rights or remedies available to the parties to this Agreement or under general principles of law and equity.

Section 3.3 Amendment and/or Termination. This Agreement and any Exhibits attached hereto may be modified, amended or terminated only in the following manner:

(a) Owner shall submit to the Director, in the form of an amendment to this Agreement, any proposed amendments necessary to make technical corrections or minor revisions or modifications to this Agreement. In the event the Director approves any such amendment, the amendment shall be executed by Owner and the Director, the terms and provisions of same shall become a part hereof, and such amendment shall be recorded in the Real Property Records of Travis County, Texas.

(b) Revisions, modifications, amendments or termination of this Agreement other than under Section 3.3(a) may be made only by the joint action of each of the following: (i) the City Manager or other authorized representative of the City, acting upon authorization by a majority of the members of the City

Council; (ii) the owners as of the time of such action of the portion of the Property affected thereby (it being agreed and understood that if this Agreement is amended only insofar as it affects a portion of the Property, it shall not be necessary to obtain approval or joinder by the owners of the remainder of the Property); and (iii) Owner, or the assignee of the Owner's rights of amendment approval hereunder pursuant to assignment from Owner as permitted herein; provided, however, that joinder of Owner or its assignee, as the case may be, will not be required in the event that Owner or its assignee (as the case may be) no longer possesses an interest in the Property or any portion thereof, either as an owner or as a lienholder, at the time of such action.

(c) If the City initiates and approves a change in the zoning for any portion of the Property and such rezoning is opposed by the owner thereof, then Owner shall have the right to terminate this Agreement with respect to such portion by giving written notice of termination to the City.

(d) Owner shall have the right to exercise the remedies set forth in Section 3.3(e) by delivering written notice of Owner's exercise of such remedies to the City if the following events occur: (i) the owner of any Similarly Situated Project files any zoning change application with the City after the date of this Agreement; (ii) the City delivers to Owner a Notice of Pending Zoning Change by first class mail and Owner delivers to the City a Notice of Protest by first class mail; (iii) the City does not require, as a condition to approval of such zoning change application, that the owner of such Similarly Situated Project provide Roadway Curative Action; and (iv) such zoning change application is approved on final reading by the City Council. Notwithstanding anything contained herein to the contrary, Owner shall have the right to exercise the remedies set forth in Section 3.3(e) without necessity of providing a Notice of Protest to the City if the City does not provide to Owner a Notice of Pending Zoning Change.

(e) If the events described in Section 3.3(d) occur, Owner may elect to exercise the following remedy. Owner shall be relieved of any obligation to post fiscal surety for the Roadway Improvements described as Phases III(a) and IV in Exhibit "C". If Owner has posted Fiscal Surety for any of such Roadway Improvements, the City shall immediately refund to Owner and/or Issuer any such Fiscal Surety.

Section 3.4 In Kind Contribution Credits. The City acknowledges that it is the intent of Owner to make certain right-of-way dedications and other contributions in excess of existing ordinance requirements ("In Kind Contributions") as set forth in Exhibit "G" attached hereto and incorporated herein by reference. The City agrees that Owner shall be entitled to credits hereunder ("In Kind Contribution Credits") on and against the financing of the Phase IV Roadway Improvements for which Owner is responsible hereunder, in the event Owner makes such In Kind Contributions. The actual credit allowed Owner hereunder for any such right-of-way dedications shall be based upon the actual area of the right-of-way so dedicated and an appraisal which is conducted within four (4) months of the date of the actual right-of-way dedication and reviewed and approved by the appropriate department of the City. In Kind Contribution Credits to which Owner is entitled hereunder shall be credited immediately upon the assignment or dedication by Owner to any governmental or quasi-governmental entity of each In Kind Contribution contemplated in Exhibit "G".

Section 3.5 Updated TIA's. Notwithstanding anything contained herein to the contrary, Owner from time to time may demonstrate in an updated TIA (provided to and approved by the Director) that additional PHT's in any Roadway Improvement Phase hereunder in excess of those deemed to be available upon completion of Roadway Improvements for any Roadway Improvement Phase hereunder are available for allocation to Subject Tracts under Section 2.5, as a result of any of (but not limited to) the following:

(a) The improvements actually constructed on the Property at full build out have resulted in a smaller requirement for PHT's than projected on Exhibit "C".

(b) Improvements (other than the Roadway Improvements) to the road system, increased mass transit use, and/or use of other traffic reduction measures, such as ride sharing and/or staggered work hours or flextime, have resulted in the availability of additional PHT's.

(c) The execution of contracts for the construction of or other arrangements for additional roadway improvements other than the Roadway Improvements have resulted in the availability of additional PHT's.

(d) Other transportation or mass transit facility improvements have resulted in the availability of additional PHT's.

In no event, however, shall Owner be entitled to utilize and allocate hereunder PHT's in excess of the total number of PHT's specified in Section 2.3.

Section 3.6 Entire Agreement. This Agreement contains the complete and entire Agreement between the parties respecting the matters addressed herein, and supersedes all prior negotiations, agreements, representations, and understandings, if any, between the parties respecting such matters. This Agreement may not be modified, discharged or changed in any respect whatsoever, except as provided in Section 3.3.

Section 3.7 Approvals. Any consent, waiver, approval or authorization required hereunder shall be effective if signed by the party granting or making such consent, waiver, approval, or authorization, and no consent, waiver, approval or authorization shall be unreasonably withheld, delayed or conditioned.

Section 3.8 Survival. Except as otherwise provided herein, this Agreement shall be binding upon and inure to the benefit of the heirs, personal representatives, successors and assigns of Owner and all future owners of the Property or any portion thereof,

and of the City. If Owner or Owner's successors or assigns transfers or conveys its interest (other than by way of a mortgage or deed of trust) in the Property or any Subject Tract, then the transferor shall be released from all liability and obligations of Owner under this Agreement, it being the intention of the parties that this Agreement shall be a covenant running with the land.

Section 3.9 Notices. Except as may be otherwise specifically provided in this Agreement, all notices required or permitted hereunder shall be in writing and will be deemed to be delivered and received when (i) deposited in the United States Mail (certified or registered mail, return receipt requested), (ii) delivered to Federal Express or similar carrier for courier delivery, (iii) delivered to a telegraph company for delivery as a telegram, delivery charges prepaid, or (iv) delivered in person, properly addressed to the parties at their respective addresses set forth herein or at such other addressees as may have previously been specified by written notice delivered in accordance herewith, provided that all notices to parties with addresses outside the United States shall be by telegram or by International Federal Express. For purposes hereof, the initial addresses of the City and of Owner shall be as follows:

The City:	c/o Director of Planning P. O. Box 1088 Austin, Texas 78767-8828
Owner:	Office of the Bishop 520 San Jacinto Street Houston, Texas 77002

Section 3.10 Other Instruments. The parties hereto covenant and agree that they will execute such other instruments and documents as are or may become necessary or convenient to effectuate and carry out the purposes of this Agreement.

Section 3.11 Invalid Provision. Any part of this Agreement held by a Court of competent jurisdiction to be invalid, illegal, or ineffective shall not impair or invalidate the remainder of

this Agreement, but the effect thereof shall be confined to the part so held to be invalid, illegal or ineffective.

Section 3.12 Applicable Law. This Agreement shall be construed under the laws of the State of Texas, and all obligations of the parties hereunder are performable in Travis County, Texas.

Section 3.13 Saturday, Sunday, or Legal Holiday. If any date set forth in this Agreement for the performance of any obligation or for the delivery of any instrument or notice should be on a Saturday, Sunday, or legal holiday, the compliance with such obligation or delivery shall be acceptable if performed on the next business day following such Saturday, Sunday, or legal holiday. For purposes of this Section, "legal holiday" shall mean any state or federal holiday for which financial institutions or post offices are generally closed in Travis County, Texas, for observance thereof and all holidays observed by the City of Austin for which its offices are closed for business.

Section 3.14 Exhibits. All recitals and all schedules and exhibits referred to in this Agreement are incorporated herein by reference and shall be deemed part of this Agreement for all purposes as if set forth at length herein.

Section 3.15 Counterparts. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed an original and all of which shall together constitute one and the same instrument. The terms of this Agreement shall become binding upon each party from and after the time that it executes a copy hereof. In like manner, from and after the time that any party executes a consent or other document authorized or required by the terms of this Agreement, such consent or other document shall be binding upon such parties.

EXECUTED to be effective as of the effective date set forth in Section 2.1 this the 31 day of January, 1989.

OWNER:

THE PROTESTANT EPISCOPAL CHURCH COUNCIL OF THE DIOCESE OF TEXAS

By: Duncan E. Osborne
Printed Name: Duncan E. Osborne
Title: Agent

APPROVED AND ACCEPTED:

THE CITY OF AUSTIN

By:
Printed Name: Barney L. Knight
Title: Acting City Manager

THE STATE OF TEXAS §
§
COUNTY OF TRAVIS §

This instrument was acknowledged before me on Jan. 31, 1989, by Duncan E. Osborne, Agent of THE PROTESTANT EPISCOPAL CHURCH COUNCIL OF THE DIOCESE OF TEXAS, on behalf of said church council.

Jill A. McAuliffe
NOTARY PUBLIC, State of Texas

My Commission Expires:
8-20-92

Print Name:

JILL McAULIFFE
Notary Public, State of Texas
My Commission Expires 8-20-92

THE STATE OF TEXAS §
§
COUNTY OF TRAVIS §

This instrument was acknowledged before me on March 16, 1989, by Barney L. Knight Acting City Manager [Title] of THE CITY OF AUSTIN, on behalf of said City.

Lolita J. Slagle
NOTARY PUBLIC, State of Texas

My Commission Expires:

Print Name:

LOLITA J. SLAGLE
Notary Public, State of Texas
My Commission Expires 4-11-89

R-7889
01/24/89

EXHIBIT A

TRACTIFIED 366 D33
TRACT NO. 2

D. WEST PHASE II
46.8582 ACRES

FIELD NOTES

FIELD NOTES FOR 46.8582 ACRES OUT OF THE BURKE TRAVISCIL SURVEY NO. 2 AND THE ANTONIO RODRIGUEZ SURVEY NO. 4 IN TRAVIS COUNTY, TEXAS, SAID 46.8582 ACRES BEING OUT OF A 484.82 ACRE TRACT CONVEYED TO THE PROTESTANT EPISCOPAL CHURCH COUNCIL OF THE DIOCESE OF TEXAS BY DEED RECORDED IN VOLUME 8277 PAGE 1858 OF THE TRAVIS COUNTY DEED RECORDS, SAID 46.8582 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING FOR REFERENCE at a 1/2" steel pin set at the intersection of the north line of the 484.82 acre tract and the west right-of-way line of the Capital of Texas Highway (Loop 360);

THENCE along the west right-of-way line of Loop 360 S23°08'00"W a distance of 183.28 feet to a concrete monument found at highway reference station 463+00 for the POINT OF BEGINNING;

THENCE along the west right-of-way line of Loop 360 S24°07'56"W a distance of 800.83 feet to a concrete monument found;

THENCE continuing along the west right-of-way line of Loop 360 S23°08'44"W a distance of 458.80 feet to a 1/2" steel pin set;

THENCE leaving the west right-of-way line of Loop 360 and crossing the 484.82 acre tract the following nine (9) courses:

1. N67°36'16"W a distance of 355.81 feet to a 1/2" steel pin set at a point of curvature;

2. Along a curve to the right an arc distance of 904.76 feet, said arc having a radius of 678.73 feet and a chord which bears N28°48'37"W a distance of 776.49 feet to a 1/2" steel pin set at the point of tangency;

3. N67°25'02"E a distance of 2.96 feet to a 1/2" steel pin set;

4. N21°17'38"W a distance of 1134.52 feet to a 1/2" steel pin set;

5. N21°07'41"E a distance of 32.78 feet to a 1/2" steel pin set;

6. N68°52'19"W a distance of 78.00 feet to a 1/2" steel pin set at a point of non-tangent curve;

7. Along a curve to the right an arc distance of 24.33 feet, said arc having a radius of 15.00 feet and a chord which bears S46°16'25"W a distance of 21.75 feet to a 1/2" steel pin set at the point of tangency;

8. N67°25'26"W a distance of 87.71 feet to a 1/2" steel pin set at a point of curvature;

9. Along a curve to the left an arc distance of 206.36 feet, said arc having a radius of 735.00 feet and a chord which bears N75°22'54"W a distance of 205.71 feet to a 1/2" steel pin set in the northwest line of the 484.82 acre tract, being also the southeast line of a 2.856 acre tract conveyed to Walter Bahn by deed recorded in Volume 2500 Page 2225 of the Travis County Deed Records;

THENCE along the southeast line of the 2.856 acre tract and the northwest line of the 484.82 acre tract N53°39'44"E a distance of 257.12 feet to a 3" iron pipe found;

THENCE along the east line of the 2.856 acre tract and the northwest line of the 484.82 acre tract N32°37'44"E a distance of 629.46 feet to a 1" iron pipe found at the northeast corner of the 2.856 acre tract;

THENCE crossing the 484.82 acre tract the following nine (9) courses:

1. S59°22'16"E a distance of 343.98 feet to a 1/2" steel pin set;

EXHIBIT A

2. S54°32'38"E a distance of 547.76 feet to a 1/2" steel pin set at a point of curvature;

3. Along a curve to the left an arc distance of 75.86 feet, said arc having a radius of 532.34 feet and a chord which bears S59°34'41"E a distance of 75.80 feet to a 1/2" steel pin set;

4. S17°43'27"W a distance of 230.00 feet to a 1/2" steel pin set;

5. S43°43'21"W a distance of 180.00 feet to a 1/2" steel pin set;

6. S54°08'35"W a distance of 73.23 feet to a 1/2" steel pin set;

7. N89°11'26"W a distance of 340.00 feet to a 1/2" steel pin set;

8. N54°51'56"E a distance of 897.83 feet to a 1/2" steel pin set;

9. N53°45'45"E a distance of 885.87 feet to the POINT OF BEGINNING, containing 48.5542 acres of land, more or less.

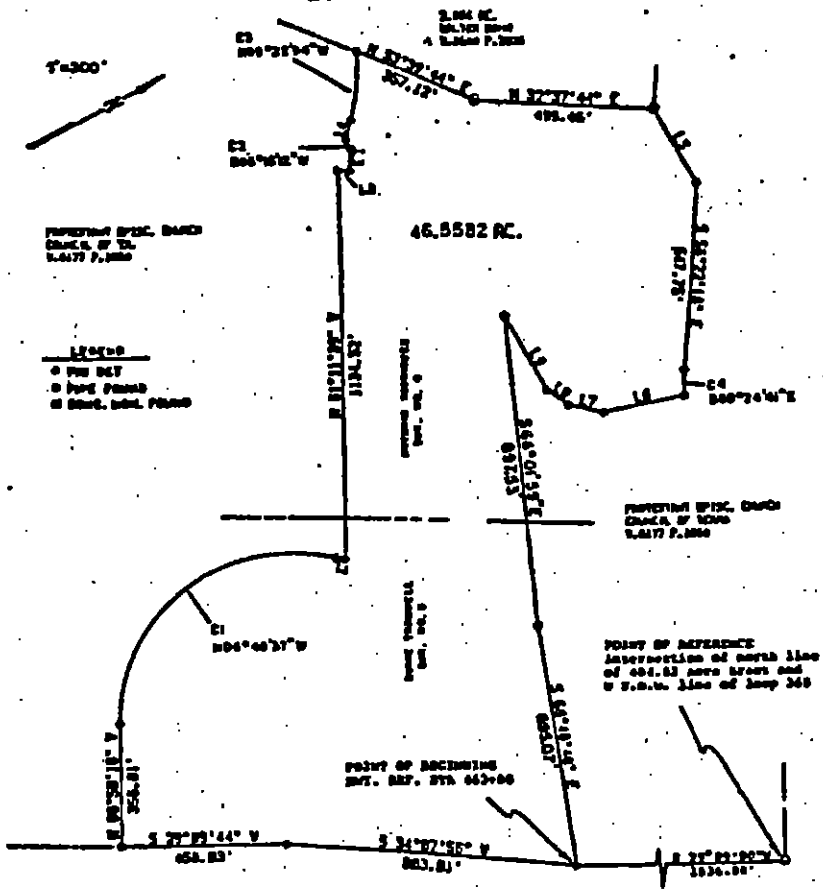
Surveyed on the ground and field notes prepared by Cuervo Engineering, 1000 Westlake High Drive, Bldg. 5A Austin, Texas 78746

Kenton J. Tenke
RPS 3777

2-23-88
Date

SKETCH TO ACCOMPANY FIELD NOTES FOR 46.5582 ACRES
OUT OF A 404.82 ACRE TRACT, VOL.6177 PAGE 1858
TRAVIS COUNTY, TEXAS

EXHIBIT A



CURVE	DELTA ANGLE	RADIUS	ARC LENGTH	CHORD
C1				
C2				
C3				
C4				

LINE	DIRECTION	DISTANCE
L1		
L2		
L3		
L4		
L5		
L6		
L7		
L8		
L9		
L10		

CANYON ENGINEERING INCORPORATED

4-21-97

10-97

TRACT C AND F – ST. STEPHENS SCHOOL PROPERTY – SECTION 3 & 4

EXHIBIT B

ORDINANCE INFORMATION
TRACT F – OVERALL

ORDINANCE INFORMATION
ST STEPHENS SCHOOL PROPERTY

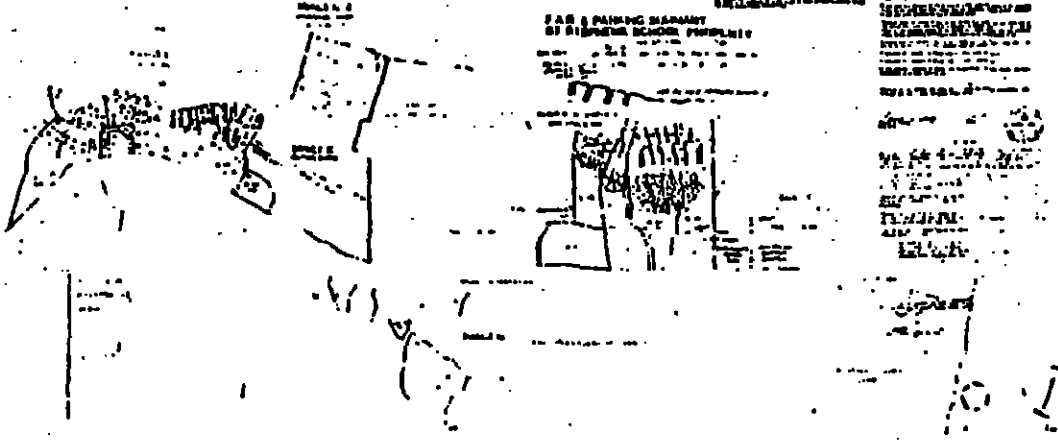
TYPICAL NOTES FOR SECTIONS 3 & 4

CONTROLLING ORDINANCES

TYPICAL PARKING BAY

SECTION 3 FIELD NOTES

SECTION 4 FIELD NOTES



Davenport Ranch

WESTVIEW DEVELOPMENT

CANYON ENGINEERING INCORPORATED

LANDCORP

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS
10909 1565

TRACT F – SECTION 5 / DAVENPORT RANCH PORTION

ORDINANCE INFORMATION
TRACT F – OVERALL

ORDINANCE INFORMATION
DAVENPORT RANCH PORTION
TRACT F – SECT. 5

FIELD NOTES FOR SECTION 5

CONTROLLING ORDINANCES

TYPICAL PARKING BAY

Davenport Ranch

PROJECT NAME WESTVIEW DEVELOPMENT INC.

CANYON ENGINEERING INCORPORATED

LANDCORP

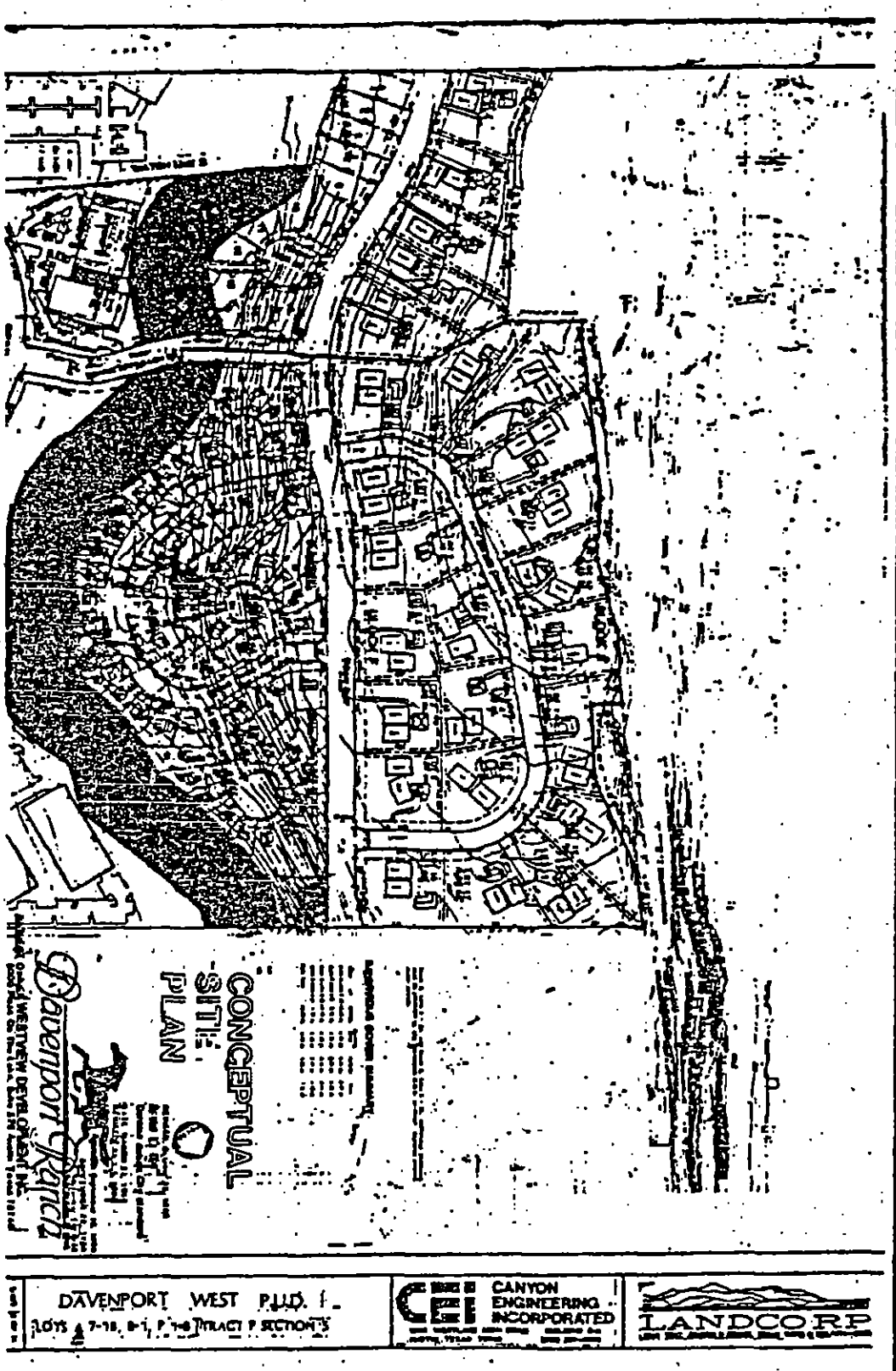
DAVENPORT RANCH WEST
PLANNED UNIT DEVELOPMENT
TRACT F SECTION 5

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

10909 1566

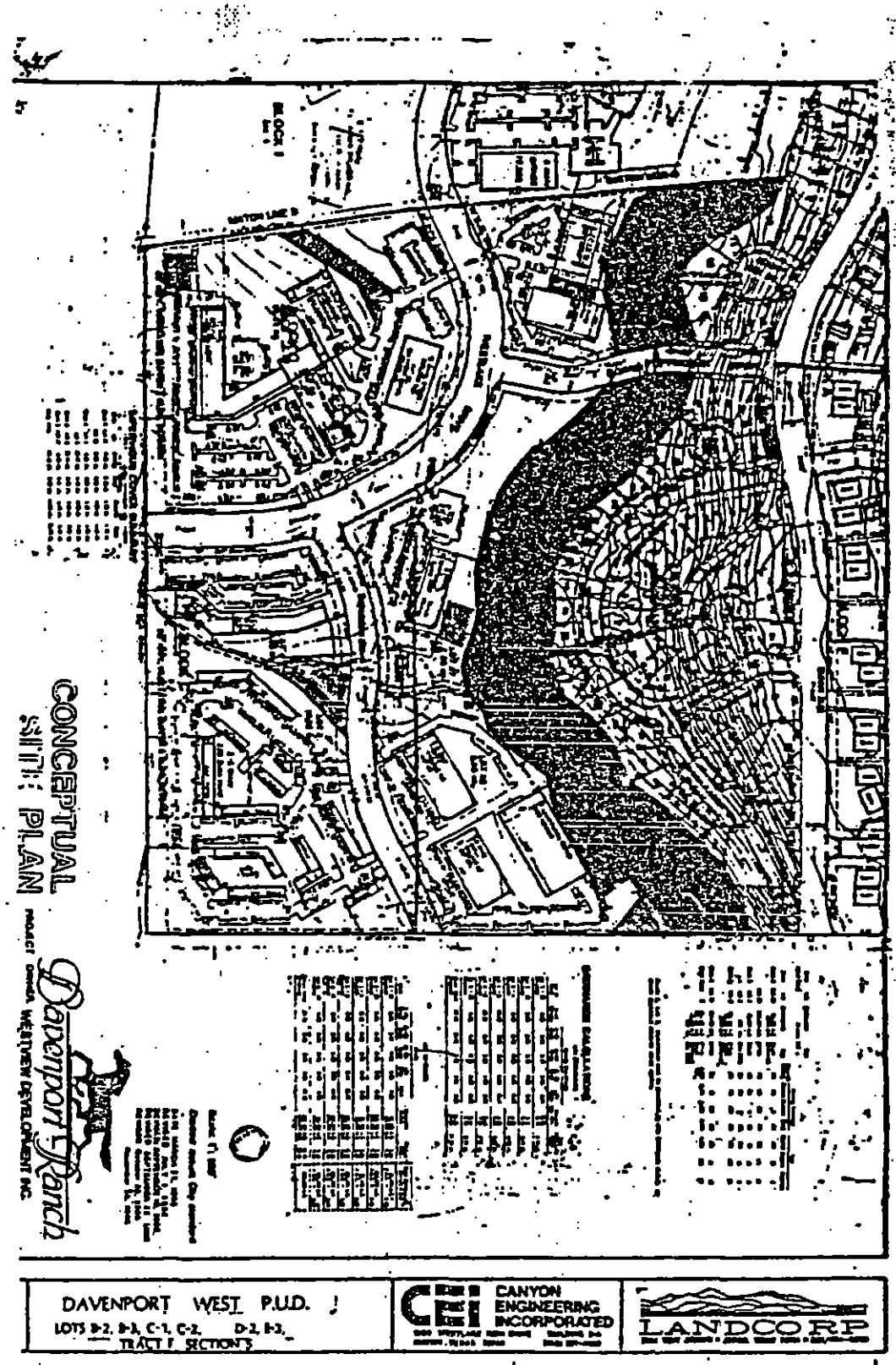
REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

10909 1567



REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

10909 1568



REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

10909 1569

ST. STEPHENS

LAND USE SUMMARY

BLOCK/LOT	LAND USE	DENSITY (# SF OR UNITS)	PETS
A 1 - 6	Single Family	6 units	6
D 1	Office Shopping Center	133,650 40,000	250 387
E 1 - 15	Single Family	15 units	16
E 16	Office	147,800	273
		TOTAL	932

EXHIBIT "C"
Page 1 of 3

12-21-88
P-39;SPHASING

TABLE 1
DAVENPORT PHASE II
(TRACT F - ST. STEPHENS)

SCHEDULE OF IMPROVEMENTS

PHASE	NETWORK IMPROVEMENTS	ADDITIONAL PHTs	CUMULATIVE PHTs	PRO RATA COST SHARE
Baseline		N/A	9	N/A
I	Flare eastbound approach of Cedar St/Loop 360 intersection to provide exclusive right & left turn lanes	22	31	10.6%
II	Upgrade signal head to provide fourth leg of West Lake/Loop 360 intersection	352	383	32.2%
III	Upgrade Loop 360/West Lake intersection to provide dual left turn for the eastbound and northbound approaches and exclusive right turn lanes for the southbound and eastbound approaches	143	526	32.2%
IV	Construct interchange at West Lake/360 *	406	932	17.4%

*If, at the time the PHT's with respect to the Phase IV Roadway Improvements are available, Royal Approach Drive between West Lake Loop and Bunny Run is not already either constructed, under contract for such construction, or subject to Fiscal Surety posted to secure such construction, Owner shall dedicate Owner's share of the right-of-way for Royal Approach Drive (as shown on the preliminary plan presently on file in City of Austin Case No. C814-88-0001) and shall post with the City Fiscal Surety to secure Owner's prorata share of cost participation in the construction of Royal Approach Drive. The prorata cost share of Owner with respect to such Royal Approach Drive shall be 19.1%.

TABLE 2

Schedule of Formulas for Determining Development Levels

I. To determine size (number of square feet, dwelling units or rooms) of any particular land use allowed, when given allowable PHTs, the following formula should be used:

LAND USE SIZE = ALLOWABLE PHTs/PHTs PER UNIT x UNIT *

For example, to determine how many square feet of retail (100,000 - 199,999 SF) can be built, given 3,500 allowable PHTs:

RETAIL SIZE = 3,500 ALLOWABLE PHTs/6.25 PHTs PER UNIT x 1,000 SF PER UNIT

RETAIL SIZE = 560,000 SF IN 100,000 TO 199,999 SF UNITS

II. To determine number of PHTs required for a particular land use, the following formula shall be used:

REQUIRED PHTs = LAND USE SIZE /UNIT x PHTs PER UNIT

For example, to determine how many PHTs are required for 560,000 SF of retail in 100,000 to 199,999 SF units:

REQUIRED PHTs = 560,000 SF/1,000 SF PER UNIT x 6.25 PHTs PER UNIT

REQUIRED PHTs = 3,500 PHTs

* See attached Table 3, PM Peak Hour Trip Rates (PHTs), to determine PHTs per unit and units.

12-21-88
P-39;5phase2

TABLE 3
DAVENPORT PHASE II
(TRACT F; ST. STEPHENS)

PM PEAK HOUR TRIP RATES (PHT's)

LAND USE CATEGORIES	UNIT	PEAK HOUR TRIP RATE
Single Family	dwelling unit	1.00
Gen. Office, 100,000-199,999 SF	1,0000 SF	1.86
Shopping Center < 100,000 SF	1,000 SF	9.68

NOTES: (a) see Exhibit A for specific Block, Lot, Land use and Density breakdown for the parcels

(b) Trip rates for any other land use categories will be determined in accordance with the latest edition of the ITE Trip Generation Manual

EXHIBIT "D"

IH11/33

EXHIBIT "E"

ADOPTED: December 10, 1987

IRREVOCABLE LETTER OF CREDIT NO. _____

To: City of Austin, Texas

DATE: _____, 19_____

We hereby authorize you to draw at sight on [NAME AND LOCATION OF BANK], for the account of [NAME OF CUSTOMER] (the "Customer"), up to the aggregate amount of _____ DOLLARS ($_____) (the "Stated Amount") available by your draft, accompanied by a certification by the City Manager, any Assistant City Manager, the Director of Financial Services, the Assistant Director of Financial Services, the Director of the Office of Land Development Services, or any Assistant Director of the Office of Land Development Services that the following condition exists:

> "A Condition of Draw exists under the Subdivision* Construction Agreement dated _____, 19____, by and between Subdivider and the City of Austin (the "Agreement"). City is in substantial compliance with the terms of said Agreement and has calculated the amount of this draft in accordance with the terms of the Agreement."

Drafts must be drawn and presented by or on [EXPIRATION DATE] by the close of business of the issuer of this credit and must specify the date and number of this credit. Drafts will be honored within five calendar days of presentment. We hereby engage all drawers that drafts drawn and presented in accordance with this credit shall be duly honored. Partial draws are permitted and the letter of credit shall be reduced by the amount of such partial draws as well as by any reduction letters authorized by the City. The sum of such partial draws shall on no account exceed the Stated Amount of this credit, and upon any draw or reduction letter which exhausts this credit, the original of this credit will be surrendered to us.

Except as expressly stated, this credit shall be subject to the Uniform Customs And Practice for Documentary Credits (1983 Revision), International Chamber of Commerce (Publication No. 400).

This credit is irrevocable prior to its expiration date unless both parties consent to revocation in writing.

Address of Issuer:

_____

_____

_____

_____
Issuer

_____
Signature, Authorized Officer

*Restrictive Covenant, Development and Roadway Construction Agreement

EXHIBIT E

EXHIBIT "F"

ALLOCATION OF PHT'S

THE STATE OF TEXAS §
§ KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS

THAT, WHEREAS, the undersigned is the holder of the right to allocate PHT's under the terms of that certain "Restrictive Covenant, Development and Roadway Construction Agreement" (the "Phasing Agreement"), of record in Volume _____, Pages _____, et seq., Real Property Records of Travis County, Texas; and

WHEREAS, it is now the desire of the undersigned to allocate PHT's to the property described hereinbelow, as permitted under the terms of Section 2.5 of the Phasing Agreement:

NOW, THEREFORE, the undersigned does hereby allocate, under the terms and provisions of Section 2.5 of the Phasing Agreement, _____ PHT's to that certain tract of real property described on Exhibit "A" which is attached hereto and incorporated herein by reference.

Executed by the undersigned on the date set forth hereinbelow.

_____

By: _____

Its: _____

Date: _____

IH11/6

EXHIBIT "G"

In-Kind Contributions

In connection with certain portions of the Roadway Improvements, Owner may make certain right-of-way dedications and other contributions (such as engineering and design plans) in excess of existing ordinance requirements, subject to approval and acceptance thereof by the appropriate governmental entity. Owner shall receive a credit on and against the financing of Roadway Improvements for which Owner is responsible for any such In-Kind Contributions so made by Owner. Owner is responsible for the financing of all on-site roadway improvements (as determined and provided in connection with the final subdivision plat for each Tract), and shall receive no In-Kind Contribution Credit with respect thereto.

STATE OF TEXAS — COUNTY OF TRAVIS

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

APR 4 1989

COUNTY CLERK
TRAVIS COUNTY, TEXAS

FILED
1989 APR -4 PM 2:47
DANA DE BEAUVOIR
COUNTY CLERK
TRAVIS COUNTY, TEXAS

After recording return to:
CITY OF AUSTIN
DEPT. OF LAW
P. O. BOX 1088
AUSTIN, TEXAS 78767
Attn: Betty Lewis

RECORDER'S MEMORANDUM:
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.

IH11/6

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