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Zoning Case No. C814-05-0069

RESTRICTIVE COVENANT

OWNER: MAK Marshall Ranch, L.P., a Texas limited partnership

ADDRESS: 3809 Juniper Trace, Suite 203, Austin, Texas 78738

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

PROPERTY: A 417.93 acre tract of land, more or less, out of the Jose Antonio Navarro Seven League Grant, Abstract No. 18, in Travis County, the tract of land being more particularly described by metes and bounds in Exhibit "A" incorporated into this covenant.

WHEREAS, the Owners of the Property and the City of Austin have agreed that the Property should be impressed with certain covenants and restrictions;

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

1. A site plan or building permit for the Property may not be approved, released, or issued, if the completed development or uses of the Property, considered cumulatively with all existing or previously authorized development and uses, generate traffic that exceeds the total traffic generation for the Property as specified in that certain Traffic Impact Analysis ("TIA") prepared by WHM Transportation Engineering, Inc., dated September 14, 2005, or as amended and approved by the Director of the Watershed Protection and Development Review Department ("Director"). The TIA shall be kept on file at the Watershed Protection and Development Review Department. At the request of the owner of the affected Property, an updated or amended TIA may be approved administratively by the Director.
2. All development on the Property is subject to the recommendations from the Transportation Review Section of the Watershed Protection and Development Review Department that are contained in memorandums, dated December 2, 2005 and March 31, 2006, attached as Exhibit "B" and incorporated into this covenant.
3. Should the City of Austin construct a Fire/EMS station on the Property, it shall be designed and constructed in a manner that is aesthetically pleasing and complementary with the established development standards for the Watersedge planned unit development. The exterior of the station will utilize neutral colors and will be constructed of stone, masonry, or a masonry based product, together with a metal roof. Any glass elements used on the exterior of the building shall be non-reflective.

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4. At the time an application for approval of a site plan is submitted for development of the Property, or any portion of the Property, an Integrated Pest Management (IPM) plan shall be submitted to the Watershed Protection and Development Review Department for review and approval.
5. The IPM plan shall comply with the guidelines in Section 1.6.9.2 (D) and (F) of the Environmental Criteria Manual that are in effect on the date of this covenant.
6. If any person or entity shall violate or attempt to violate this agreement and covenant, it shall be lawful for the City of Austin to prosecute proceedings at law or in equity against such person or entity violating or attempting to violate such agreement or covenant, to prevent the person or entity from such actions, and to collect damages for such actions.
7. If any part of this agreement or covenant is declared invalid, by judgment or court order, the same shall in no way affect any of the other provisions of this agreement, and such remaining portion of this agreement shall remain in full effect.
8. If at any time the City of Austin fails to enforce this agreement, whether or not any violations of it are known, such failure shall not constitute a waiver or estoppel of the right to enforce it.
9. This agreement may be modified, amended, or terminated only by joint action of both (a) a majority of the members of the City Council of the City of Austin, and (b) by the owner(s) of the Property subject to the modification, amendment or termination at the time of such modification, amendment or termination.

EXECUTED this the 5TH day of April, 2006.


OWNERS:

**MAK Marshall Ranch, L.P.,
a Texas limited partnership**

By: MAK Marshall Ranch, Inc.,
a Delaware corporation,
its general partner

By: 
Curtis Davidson,
Vice President

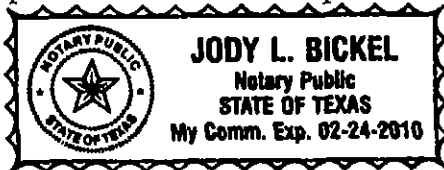
APPROVED AS TO FORM:


Assistant City Attorney
City of Austin

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the 5th day of April, 2006 by Curtis Davidson, Vice President of MAK Marshall Ranch, Inc., a Delaware corporation, general partner of MAK Marshall Ranch, L.P., a Texas limited partnership, on behalf of the corporation and the limited partnership.




Notary Public, State of Texas

After Recording, Please Return to:

City of Austin

Department of Law

P. O. Box 1088

Austin, Texas 78767

Attention: Diana Minter, Legal Assistant

Exhibit "A"

METCALFE & SANDERS, INC./LAND SURVEYORS

4800 SOUTH CONGRESS
AUSTIN, TEXAS 78745
(512) 442-5363

SURVEYS & RECORDS SINCE 1904

METES AND BOUNDS DESCRIPTION OF A SURVEY OF 417.93 ACRES OF LAND, MORE OR LESS, A PORTION OF THE JOSE ANTONIO NAVARRO SEVEN LEAGUE GRANT, ABSTRACT NO. 18, IN TRAVIS COUNTY, TEXAS, SAID 417.93 ACRES OF LAND, MORE OR LESS, BEING ALL OF THAT 417.93 ACRE TRACT, A PORTION OF THE SAID JOSE ANTONIO NAVARRO SEVEN LEAGUE GRANT, AS DESCRIBED IN A WARRANTY DEED FROM E. H. SMARTT TO PERCY A. MARSHALL AND WIFE, AILEEN C. MARSHALL IN VOLUME 4540, PAGE 1618, DEED RECORDS OF TRAVIS COUNTY, TEXAS, THE SAID 417.93 ACRES OF LAND, MORE OR LESS, BEING COMPOSED OF THE FOLLOWING TRACTS: BEING ALL OF THAT 408.27 ACRE TRACT, SAVE AND EXCEPT THAT 9.656 ACRE TRACT, BOTH A PORTION OF THE SAID 417.93 ACRE TRACT, AS CONVEYED IN A SPECIAL WARRANTY DEED FROM MARSHALL FAMILY PARTNERSHIP TO LEWIS MARSHALL, KATHLEEN MARSHALL HARDIN AND AILEEN MARSHALL ROBERTS IN VOLUME 12297, PAGE 1776, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS; BEING ALL OF THAT ONE-HALF OF AN UNDIVIDED ONE-THIRD INTEREST IN SAID 408.27 ACRE TRACT, SAVE AND EXCEPT THAT 9.656 ACRE TRACT, AS CONVEYED IN A SPECIAL WARRANTY DEED FROM LEWIS MARSHALL TO SANDRA LYNN MARSHALL IN DOCUMENT NUMBER 2000053239, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS; BEING ALL OF THAT 5.07 ACRE TRACT, DESIGNATED AS TRACT ONE AND ALL OF THAT 5.0 ACRE TRACT, DESIGNATED AS TRACT TWO, BOTH A PORTION OF THE SAID 417.93 ACRE TRACT AND BOTH BEING DESCRIBED IN A SPECIAL WARRANTY DEED FROM AILEEN MARSHALL ROBERTS, INDEPENDENT EXECUTOR OF THE ESTATE OF AILEEN C. MARSHALL, DECEASED TO LEWIS MARSHALL, KATHLEEN MARSHALL HARDIN AND AILEEN MARSHALL ROBERTS IN VOLUME 13379, PAGE 216, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS; AND BEING ALL OF THAT 9.656 ACRE TRACT, A PORTION OF THE SAID 417.93 ACRE TRACT, AS DESCRIBED IN A WARRANTY DEED FROM MARSHALL FAMILY PARTNERSHIP TO LEWIS MARSHALL IN VOLUME 9700, PAGE 615, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, SAID 9.656 ACRE TRACT BEING ALSO DESIGNATED AS TRACT ONE AND CONVEYED (ONE-HALF INTEREST) IN A SPECIAL WARRANTY DEED FROM LEWIS MARSHALL TO SANDRA LYNN MARSHALL IN DOCUMENT NUMBER 2000053238, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, THE SAID 417.93 ACRES OF LAND, MORE OR LESS, BEING ALSO ALL OF THE FOLLOWING TRACTS CONVEYED TO THE S. R. SCOTT FAMILY LIMITED PARTNERSHIP: ALL OF THAT 408.27 ACRE TRACT, 417.93 ACRES, SAVE AND EXCEPT 9.656 ACRES, AS DESCRIBED IN A GENERAL WARRANTY DEED FROM SANDRA LYNN MARSHALL-DETEN AND DALE DETEN TO THE S.R. SCOTT FAMILY LIMITED PARTNERSHIP IN DOCUMENT NO. 2004005120, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS; ALL OF THAT 408.27 ACRE TRACT, 417.93

ACRES, SAVE AND EXCEPT 9.656 ACRES, AS DESCRIBED IN A GENERAL WARRANTY DEED FROM LEWIS MARSHALL, AILEEN MARSHALL ROBERTS, KATHLEEN MARSHALL HARDIN TO THE S.R. SCOTT FAMILY LIMITED PARTNERSHIP IN DOCUMENT NO. 2004005121, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS; AND ALL OF THAT 9.656 ACRE TRACT AS DESCRIBED IN A GENERAL WARRANTY DEED FROM SANDRA LYNN MARSHALL-DETEN AND DALE DETEN TO THE S.R. SCOTT FAMILY LIMITED PARTNERSHIP IN DOCUMENT NO. 2004005123, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, AS ORIGINALLY SURVEYED FOR E. H. SMARTT BY METCALFE ENGINEERING COMPANY, INC. AND UPDATED FOR STEVE SCOTT, THE S.R. SCOTT FAMILY LIMITED PARTNERSHIP AND MAK MARSHALL RANCH, L.P. BY METCALFE & SANDERS, INC., LAND SURVEYORS, 4800 SOUTH CONGRESS AVENUE, AUSTIN, TEXAS, SAID 417.93 ACRES OF LAND, MORE OR LESS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" steel pin with plastic cap set near corner of fence for the northeast corner of Lot 4-B of the Partition of the Ida Mae Burch Estate, a subdivision of a portion of the Jose Antonio Navarro Seven League Grant, Abstract No. 18, in Travis County, Texas, of record in Plat Book 9, Page 35, Plat Records of Travis County, Texas, and for an interior corner of that 417.93 acre tract, a portion of the said Jose Antonio Navarro Seven League Grant, as described in a Warranty Deed from E. H. Smartt to Percy A. Marshall and wife, Aileen C. Marshall in Volume 4540, Page 1618, Deed Records of Travis County, Texas, said 1/2" steel pin with plastic cap set being also the northwest corner of that 5.0 acre tract of land, a portion of the said 417.93 acre tract, designated as Tract Two and described in a Special Warranty Deed from Aileen Marshall Roberts, Independent Executor of the Estate of Aileen C. Marshall, Deceased to Lewis Marshall, Kathleen Marshall Hardin and Aileen Marshall Roberts in Volume 13379, Page 216, Real Property Records of Travis County, Texas, for the POINT OF BEGINNING and an interior corner of the herein described tract;

THENCE with the north line of said Lot 4-B and with the north end of Burch Drive and with the north line of Lot 5-B, of said Partition of the Ida Mae Burch Estate, and being also with a south line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, courses numbered 1 through 4 inclusive as follows:

- (1) N 68°45' W 562.85 feet to a 1/2" steel pin found;
- (2) N 70°48' W 188.89 feet to a 3/4" iron pipe previously set and found this date;
- (3) N 70°15' W 241.67 feet to a 3/4" iron pipe previously set and found this date;
- (4) N 69°30' W 95.56 feet to a 1/2" iron pipe found at the northwest corner of said Lot 5-B and near a northeast corner of that 91.49 acre tract of land, a portion of the said Jose Antonio Navarro Seven League Grant, in Travis County, Texas, as described in a Special Warranty Deed from The Hills of Onion Creek Joint Venture to Travis County, Texas, in Volume 13165, Page 954, Real Property Records of Travis County, Texas;

(5) THENCE with a south line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and being along or near a

north line of the said Travis County 91.49 acre tract, N 69°12' W 89.34 feet to a 3/4" iron pipe previously set and found this date at corner of fence for a southwest corner of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and a northwest corner of the said Travis County, Texas 91.49 acre tract, said 3/4" iron pipe previously set and found this date being also the northeast corner of that 2.0 acre cemetery tract, a portion of the said Jose Antonio Navarro Seven League Grant, in Travis County, Texas, as described in a deed from R. F. Jones to E. P. Norwood, et al, in Volume 87, Page 242, Deed Records of Travis County, Texas, for a southwest corner of the herein described tract;

(6) THENCE with the average of an old and crooked fence along a west line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and the most northerly east line of the said Travis County, Texas 91.49 acre tract, N 30°10' E 2639.0 feet to a 1" iron pipe previously set in the center of a gully and found this date at an interior corner of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and the most northerly northeast corner of the said Travis County, Texas 91.49 acre tract, for an interior corner of the herein described tract;

(7) THENCE with a south line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and the most northerly north line of the said Travis County, Texas 91.49 acre tract, N 60°38' W at 594.09 feet passing the most northerly northwest corner of the said Travis County, Texas 91.49 acre tract, in all 616.11 feet to a 1" iron pipe previously set on the south bank of Onion Creek at the most northerly southwest corner of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, for the most northerly southwest corner of the herein described tract;

THENCE downstream with the meanders of the southeast, east and south bank of Onion Creek and being also with the northwest, west and north line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, courses numbered 8 through 39 as follows:

- (8) N 64°25' E 175.56 feet to a 3/4" iron pipe previously set and found November 14, 2003;
- (9) N 65°47' E 147.85 feet to an iron stake;
- (10) N 53°42' E 94.5 feet to an iron stake;
- (11) N 59°48' E 158.8 feet to a 3/4" iron pipe previously set and found November 14, 2003;
- (12) N 53°11' E 200.35 feet to an iron stake;
- (13) N 22°17' E 126.8 feet to an iron stake;
- (14) N 14°16' E 230.55 feet to an iron stake;
- (15) N 9°30' E 122.8 feet to a 3/4" iron pipe previously set and found November 14, 2003;
- (16) N 5°40' W 92.7 feet to a 3/4" iron pipe previously set and found November 14, 2003;
- (17) N 0°05' W 312.9 feet to an iron stake;

- (18) N 7°35' W 187.0 feet to an iron stake;
- (19) N 2°35' W 155.2 feet to an iron stake;
- (20) N 2°03' E 199.3 feet to an iron stake;
- (21) N 12°09' E 54.95 feet to an iron stake;
- (22) N 20°47' E 89.35 feet to an iron stake;
- (23) N 40°43' E 223.0 feet to an iron stake;
- (24) N 64°16' E 176.65 feet to an iron stake;
- (25) N 89°58' E 142.8 feet to an iron stake;
- (26) S 75°41' E 174.7 feet to an iron stake;
- (27) S 64°09' E 185.5 feet to an iron stake;
- (28) S 61°24' E 94.8 feet to an iron stake;
- (29) S 59°50' E 161.15 feet to an iron stake;
- (30) S 57°23' E 259.9 feet to an iron stake;
- (31) S 60°53' E 370.3 feet to an iron stake;
- (32) S 58°07' E 132.6 feet to an iron stake;
- (33) S 70°01' E 233.4 feet to an iron stake;
- (34) S 80°35' E 242.1 feet to an iron stake;
- (35) S 86°28' E 343.3 feet to an iron stake;
- (36) N 82°38' E 350.4 feet to an iron stake;
- (37) N 70°57' E 297.1 feet to an iron stake;
- (38) N 67°58' E 91.05 feet to an iron stake;
- (39) N 66°49' E 274.65 feet to an iron stake at the intersection of the wet bank of Onion Creek with the old bed of Onion Creek;

THENCE with the meanders of the south bank of old Onion Creek and the north line of the said Marshall 417.93 acre tract, courses numbered 40 through 42 inclusive as follows:

- (40) N 88°44' E 76.0 feet to an iron stake;
- (41) N 78°18' E 237.9 feet to an iron stake;
- (42) N 74°27' E 333.84 feet to a 1" iron pipe previously set and found this date on the south bank of the old bed of Onion Creek at the northeast corner of the said Marshall 417.93 acre tract and in or near the most northerly west line of that 284.0563 acre tract, a portion of the said Jose Antonio Navarro Seven League Grant, as described in Warranty Deed with Vendor's Lien from The Johnson Family Limited Partnership to David L. Mellenbruch, et ux in Volume 12352, Page 1108, Real Property Records of Travis County, Texas, for the northeast corner of the herein described tract, and from which 1" iron pipe found a 36" Cottonwood (now dead) marked x bears S 85°30' E 66.6 feet and a 30" Elm marked x bears S 0°05' E 27.1 feet;

THENCE with the northerly prolongation of a fence and with said fence, and being also with the most northerly east line of the said Marshall 417.93 acre tract and along or near the most northerly west line of the said Mellenbruch 284.0563 acre tract, and being also along or near the west line of that 25.0000 acre tract of land, a portion of the said Jose Antonio Navarro Seven League Grant, as described in a Warranty Deed from David L. Mellenbruch, et ux, to Claire W. Dees in Volume 12352, Page 1104, Real Property Records of Travis County, Texas, and being also with the east line of that 9.656 acre tract, a portion of the said 417.93 acre tract, as described

in a Warranty Deed from Marshall Family Partnership to Lewis Marshall in Volume 9700, Page 615, Real Property Records of Travis County, Texas, courses numbered 43 through 44 inclusive as follows:

(43) S 29°57' W 3419.47 feet to a 3/4" iron pipe previously set and found this date at the northeast corner of the said Marshall 9.656 acre tract;

(44) S 29°10' W 364.91 feet to a 3/4" iron pipe previously set and found this date at the northeast corner of that 2.8 acre tract of land, a portion of the said Jose Antonio Navarro Seven League Grant, described as a forty foot wide lane for a County Road in a deed from Mrs. Ella J. Washington, Individually and as Independent Executrix of the T. P. Washington Estate to Travis County, Texas, in Volume 548, Page 273, Deed Records of Travis County, Texas, and the southeast corner of the said Marshall 9.656 acre tract, said 3/4" iron pipe found being the most northerly southeast corner of the said Marshall 417.93 acre tract and the present northeast corner of Dr. Scott Drive, for the most northerly southeast corner of the herein described tract;

(45) THENCE with the north line of the said Travis County, Texas 2.8 acre tract as fenced and the south line of the said Marshall 9.656 acre tract and being also with the north line of Dr. Scott Drive as fenced and used on the ground and a south line of the said Marshall 417.93 acre tract, N 59° 06' W 95.20 feet to a 1 1/4 " drill stem with 3/4" threads at the top previously set and found this date for the northwest corner of Dr. Scott Drive as fenced and used upon the ground and an interior corner of the said Marshall 417.93 acre tract, for an interior corner of the herein described tract;

THENCE with the west line of Dr. Scott Drive, as found fenced and used upon the ground, and the most southerly east line of the said Marshall 417.93 acre tract, courses numbered 46 through 48 inclusive as follows:

(46) S 28°50' W 2512.76 feet to a 3/4" iron pipe previously set and found this date;

(47) S 27°43' W 369.66 feet to a 3/4" iron pipe previously set and found this date;

(48) S 25°19' W 378.33 feet to a square head bolt found;

(49) THENCE with the west line of Dr. Scott Drive, as found fenced and used upon the ground, and the most southerly east line of the said Marshall 417.93 acre tract, S 29°33' W 390.99 feet to a concrete highway marker found at the intersection of the west line of Dr. Scott Drive with the north line of Texas State Highway No. 71, said concrete highway marker found being also the most southerly southeast corner of the said Marshall 417.93 acre tract, for the most southerly southeast corner of the herein described tract;

THENCE with the north line of Texas State Highway No. 71 and the most southerly south line of the said Marshall 417.93 acre tract, courses numbered 50 through 51 inclusive as follows:

(50) S 83°07' W 639.64 feet to a concrete highway marker found;

(51) S 83°06' W 1027.80 feet to a 3/4" iron pipe previously set and found this date at the most southerly southwest corner of the said Marshall 417.93 acre tract and the southeast corner of that 1.0 acre tract, a portion of the said Jose Antonio Navarro Seven League Grant, as described in a deed from Richard Sterling, et ux, to Israel Thompson, et ux, in Volume 1058,

Page 512, Deed Records of Travis County, Texas, for the most southerly southwest corner of the herein described tract;

(52) THENCE with the most southerly west line of the said Marshall 417.93 acre tract and the east line of the Thompson 1.0 acre tract, N 7°02' W 340.6 feet to a 3/4" iron pipe previously set and found this date at the north corner of the said Thompson 1.0 acre tract in the east line of Lot 1-B of said Partition of the Ida Mae Burch Estate, of record in Plat Book 9, Page 35, Plat Records of Travis County, Texas;

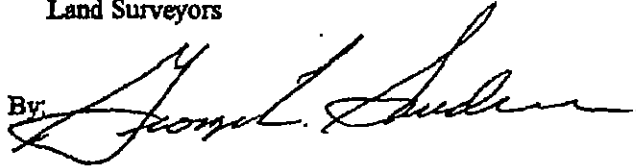
(53) THENCE with the most southerly west line of the said Marshall 417.93 acre tract and the east line of said Lot 1-B and the east line of Lots 2-B and 3-B of said Partition of the Ida Mae Burch Estate, and with the east line of said Lot 4-B, and being also with the west line of the said Marshall Tract Two of 5.0 acres of record in Volume 13379, Page 216, Real Property Records of Travis County, Texas, N 30°00' E at 120.12 feet passing a 3/4" iron pipe found at the northeast corner of said Lot 1-B and the southeast corner of said Lot 2-B, in all 1716.90 feet to POINT OF BEGINNING of the herein described tract, containing 417.93 acres of land, more or less.

Note: The plastic caps on the steel pins set which are denoted as being capped are inscribed with "M & S 1838".

Metes and Bounds Description Revised January 7, 2005
From A Metes and Bounds Description Prepared December, 1972
Survey Last Updated January 4, 2005
From A Survey Completed December 1972.



METCALFE & SANDERS, INC.
Land Surveyors

By: 

George L. Sanders
Texas Registered Professional
Land Surveyor No. 1838

Plan 8595
FB 891, P 1-9 & DC
FB 509, P 40-49

Job No. 05003.01

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EXHIBIT B



MEMORANDUM

TO: Sherri Sirwaitis, Case Manager
CC: Members of the Zoning and Platting Commission
 Jim Vater, Planned Environments, Inc.
 Steve Sherrill, Makar Properties, Inc.
 Kathy Hornaday, P.E., WHM Transportation Engineering, Inc.
FROM: Joe Almazan, Transportation Reviewer
DATE: December 2, 2005
SUBJECT: Traffic Impact Analysis for Watersedge PUD
 Zoning Case No. C814-05-0069.SH

The Transportation Review Section has reviewed the traffic impact analysis for Watersedge PUD dated September 14, 2005, prepared by Kathy Hornaday, P.E. WHM Transportation Engineering, Inc. and provide the following comments:

Trip Generation

Watersedge PUD is a 417.93-acre development located at the northwest corner of Doctor Scott Drive and SH 71 in southwest Austin. The proposed development will consist of 389,900 sq.ft. of retail shopping center, 1,254 single-family residential dwelling units, 323 multi-family apartment dwelling units, and 244 town home residential dwelling units.

The property is currently undeveloped and located in the Limited Purpose Jurisdiction. The property was annexed into the City's Limited Purpose Jurisdiction on September 9, 2005 and given Interim Rural Residential or I-RR zoning. The applicant has filed a zoning request for Planned Unit Development or PUD zoning. Final build-out for the project is anticipated by 2010. Access to the site is proposed via site roadways and driveways to SH 71 and Doctor Scott Drive.

The table below shows the adjusted trip generation by land use for the proposed development:

Table 1. Adjusted Trip Generation						
Land Use	Size	ADT	AM Peak		PM Peak	
			Enter	Exit	Enter	Exit
Shopping Center	388,900 sq.ft.	8,669	114	73	389	421
Single-Family Residential	1,254 d.u.	10,118	211	632	625	367
Apartments	323 d.u.	1,987	30	124	121	65
Townhouses	244 d.u.	1,302	17	83	80	39
Total		22,076	372	912	1,215	892

Assumptions

1. Traffic growth rates provided by the Texas Department of Transportation were as follows:

Table 2. Growth Rates Per Year	
Roadway Segment	Percent (%)
All Roads	5%

2. In addition, background traffic volumes for 2010 included estimated site traffic for the following projects:

Burch Drive Business Park (SP-02-0203D)
Burch Retail Center (SP-04-0313D)
AAA Storage Highway 71 (SP-04-1031D)
Garfield Commercial (SP-04-1107D)
Pearce Lane Tract (C8-02-0109)
Lexington Parke (C8J-03-0111.SH)

3. Reductions were assumed for pass-by capture and internal capture for the following uses:

Table 3. Pass-By and Internal Capture Reductions in Percent (%)				
Land Use	Pass-By		Internal Capture	
	AM	PM	AM	PM
Shopping Center	34%	34%	20%	20%
Single-Family Residential			5%	5%
Apartments			5%	5%
Townhouses			5%	5%

4. No reductions were assumed for transit use.

Existing and Planned Roadway System

SH 71 – This roadway is classified as a four-lane, divided major arterial between FM 973 and the eastern boundary of the Austin Metropolitan Area Transportation Plan (AMATP) study area. The traffic volumes for year 2003 on SH 71, between SH 130 (future) and the Travis County line were 29,000 vehicles per day. The AMATP shows SH 71 to be upgraded to a six-lane freeway between FM 973 and the eastern boundary of the AMATP study area by 2025. Currently, the Austin Bicycle Plan has no recommended priority routes along SH 71 in the vicinity of the site.

SH 130 – This roadway is a proposed four-lane freeway with toll facilities anticipated to be completed by 2007. SH 130 will have two-lane frontage roads in the vicinity of the site. Because design plans from the Texas Department of Transportation were not available, the TIA assumed geometric conditions for the proposed SH 130 interchange with SH 71 for final build-out of the PUD in 2010. Projected traffic volumes provided by CAMPO show SH 130, north and south of SH 71, will be 31,900 and 27,600 vehicles per day, respectively by 2015.

Doctor Scott Drive – This roadway is classified as a two-lane collector roadway in the vicinity of the site. No traffic volumes are available.

Burch Drive – This roadway is classified as a two-lane collector roadway in the vicinity of the site. No traffic volumes are available.

Ross Road – This roadway is classified as a two-lane minor arterial between SH 71 and Pearce Lane. The traffic volumes for year 2005 on Ross Road, north of Pearce Lane were 4,413 vehicles per day. The AMATP shows Ross Road to be upgraded to a four-lane, divided major arterial between SH 71 and Pearce Lane by 2025. Currently, the Austin Bicycle Plan has no recommended priority routes along Ross Road in the vicinity of the site.

Pearce Lane – This roadway is classified as a two-lane minor arterial between FM 973 and the eastern boundary of the AMATP study area. The traffic volumes for year 2005 on Pearce Lane, east and west of Ross Road were 4,348 and 5,611 vehicles per day, respectively. The AMATP shows Pearce Lane to be upgraded to a four-lane, divided major arterial between FM 973 and the eastern boundary of the AMATP study area by 2025. Currently, the Austin Bicycle Plan has no recommended priority routes along Pearce Lane in the vicinity of the site.

Intersection Level of Service (LOS)

The TIA analyzed thirteen (13) intersections, of which, Ross Road and SH 71 is currently signalized. Existing and projected levels of service are as follows, assuming that all roadway and intersection improvements recommended in the TIA are constructed:

Table 4. Level of Service				
Intersection	2010 Existing		2010 Site + Forecasted	
	AM	PM	AM	PM
Ross Road and SH 71*	C	C	D	D
Doctor Scott Drive and SH 71	A	A	C	A
Burch Drive and SH 71	A	A	A	A
Ross Road and Pearce Lane	A	A	D	D
SH 130 EFR and SH 71 NFR	-	-	A	A
SH 130 WFR and SH 71 NFR	-	-	A	A
SH 130 EFR and SH 71 SFR	-	-	A	A
SH 130 WFR and SH 71 SFR	-	-	B	A
Doctor Scott Drive and Roadway A	-	-	A	A
Doctor Scott Drive and Driveway B	-	-	A	A
Driveway C and SH 71	-	-	A	A
Driveway D and SH 71	-	-	A	A
Roadway E and SH 71	-	-	D	C

* = Existing traffic signal

Recommendations/Conclusions

- (1) Prior to 3rd reading at City Council, fiscal surety is required to be posted for the following improvements:

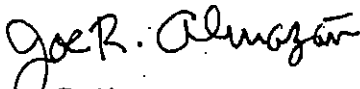
Intersection	Improvements	Total Costs	Pro-Rata Share Percentage (%)	Pro-rata Share Dollars (\$)
Doctor Scott Drive and SH 71	Construct westbound deceleration lane	\$34,767	97.7 %	\$33,932
	Construct southbound right-turn lane	\$	%	\$
Ross Road and Pearce Lane	Install traffic signal	\$110,000	15.5%	\$17,097
Roadway E and SH 71	Construct eastbound left-turn lane	\$52,825	100.0%	\$52,825
	Extend existing eastbound left-turn lane	\$47,648	100.0%	\$47,648
	Construct westbound right-turn lane	\$21,957	100.0%	\$21,957
	Install traffic signal	\$110,000	100.0%	\$110,000
Total		\$377,196		\$283,459

- (2) In accordance with the Austin Metropolitan Area Transportation Plan (AMATP), additional right-of-way for SH 71 will be required at the time of subdivision application.
- (3) In accordance with the Transportation Criteria Manual, additional right-of-way for Doctor Scott Drive will be required at the time of subdivision application.
- (4) At the time of subdivision application, the applicant may be required to post fiscal for Doctor Scott Drive for improving the roadway width up to 48 feet of pavement for the entire street frontage. As part of boundary street fiscal surety requirements, the applicant will be responsible for one-half (50%) of the roadway improvements, which will be determined during the platting review process. At that time, the applicant must submit a construction cost estimate signed and sealed by an engineer to verify the amount required for posting.
- (5) As recommended in the TIA, the site's driveways should be designed and located in accordance with City of Austin and Texas Department of Transportation requirements.
- (6) It should be noted that the roadway geometry and signalization for the interchange of SH 71 and SH 130 was assumed for the analysis since design plans were not available from the TxDOT. A typical diamond interchange design assumed. As stated in the TIA, the applicant will continue coordination with the State to obtain the final design plans for this future interchange and revise the traffic analysis, as needed. Upon completion of the revised analysis, copies of the TIA addendum should be submitted to the City of Austin.
- (7) It is also recommended that appropriate pedestrian and bicycle linkages between the proposed mixed residential developments and the proposed parks and community recreational amenity centers be emphasized to assure readily visible relationships between the uses and available amenities. Sidewalks should be designed to accommodate pedestrian safety,

reduced walking distances, convenience, and comfort. Convenient and secure bicycle facilities are also recommended. Bicycle trails or "routes" should be designated with proper signage and markings.

- (8) Based on the proposed PUD land use plan, outlets for additional street access may be required at the time of subdivision application. The street classification, in accordance with the Transportation Criteria Manual, for any potential street access as shown for tracts A-5, A-10, and B-3 will be determined based on the development plan proposed at the time of the subdivision application.
- (9) Development of this property should be limited to uses and intensities which do not exceed or vary from the projected traffic conditions assumed in the TIA, including peak hour trip generation, traffic distribution, roadway conditions, and other traffic related characteristics.

If you have any questions or require additional information, please contact me at 974-2674.



Joe R. Almazan
Development Services Process Coordinator
Land Use Review/S.M.A.R.T. Housing
Watershed Protection and Development Review Department

EXHIBIT B



MEMORANDUM

TO: Sherri Sirwaitis, Case Manager
CC: Members of the City Council
Jim Vater, Planned Environments, Inc.
Steve Sherrill, Makar Properties, Inc.
Kathy Hornaday, P.E., WHM Transportation Engineering, Inc.
FROM: Joe Almazan, Transportation Reviewer
DATE: March 31, 2006
SUBJECT: Traffic Impact Analysis for Watersedge PUD **Addendum**
Zoning Case No. C814-05-0069.SH

The Transportation Review Section has no objection to deferring and posting fiscal surety for roadway and traffic related improvements identified in the traffic impact analysis (TIA) until the subdivision process with approval of the first final plat application.

In addition, staff has no objection to an updated or amended TIA, submitted at the request of the owner of the affected property, to be reviewed and approved administratively by the Director of Watershed Protection & Development Review Department.

If you have any questions or require additional information, please contact me at 974-2674.

A handwritten signature in black ink that reads "Joe R. Almazan". The signature is fluid and cursive.

Joe R. Almazan
Development Services Process Coordinator
City of Austin, Watershed Protection and Development Review Department
Land Use Review/One Stop Shop
505 Barton Springs Rd., 4th Floor
Tel: 974-2674
Fax: 974-3010

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

2006 Apr 20 12:00 PM 2006071736

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DANA DEBEAUVOIR COUNTY CLERK

TRAVIS COUNTY TEXAS