

A U S T I N C I T Y C O U N C I L
AGENDA

Thursday, November 16, 2006

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**Zoning Ordinances / Restrictive Covenants
(HEARINGS CLOSED)
RECOMMENDATION FOR COUNCIL ACTION**ITEM No. **53**

Subject: C814-04-0187 SH - Goodnight Ranch PUD - Approve third reading of an ordinance amending Chapter 25-2 of the Austin City Code by rezoning property locally known as the East side of Old Lockhart Highway between Nuckols Crossing Road and Capitol View Drive (Onion Creek Watershed) from interim-rural residence (I-RR) district zoning to planned unit development (PUD) district zoning with conditions. First reading approved on April 20, 2006. Vote: 6-0 (Mayor Pro Tem Thomas off the dais). Second reading approved on June 22, 2006. Vote: 5-0 (Council Members McCracken and Kim off the dais). Applicants: MVE Venture, Ltd. (Claude Dean Goodnight), Austin Goodnight Ranch, L.P. (Terry Mitchell); Benchmark Land & Exploration, Inc. (David C. Mahn); Austin Independent School District (Mark Williams, President, Board of Trustees). Agent: TBG Partners (Sean Compton). City Staff. Wendy Walsh, 974-7719.

Additional Backup Material

(click to open)

- Staff Report**
- Ordinance**

For More Information:

THIRD READING SUMMARY SHEET

ZONING CASE NUMBER: C814-04-0187.SH

REQUEST:

Approve third reading of an ordinance amending Chapter 25-2 of the Austin City Code by zoning property locally known as the east side of Old Lockhart Highway between Nuckols Crossing Road and Capitol View Drive (Onion Creek Watershed) from interim – rural residence (I-RR) district zoning to planned unit development (PUD) district zoning with conditions. The Restrictive Covenant addresses the Traffic Impact Analysis, IPM Plan, the installation of street trees, and a public – private partnership between the developer and Travis County for the construction of Slaughter Lane through the Property.

DEPARTMENT COMMENTS:

The Applicant has requested a revision to the draft Zoning Ordinance that would reduce the minimum number of units permitted in a mansion home from four to two. In addition, the Applicant has requested a revision to the draft Restrictive Covenant that would allow for trees in retail areas to be grouped in intervals that are less than 30 feet on center (Please refer to letter following this Summary Sheet). Staff does not object to the Applicant's requests.

The Conditional Overlay and Restrictive Covenant incorporate the conditions imposed by the City Council at Second Reading.

OWNERS/APPLICANTS: MVE Venture, Ltd. (Claude Dean Goodnight), Austin Goodnight Ranch, L.P. (Terry Mitchell), Benchmark Land & Exploration, Inc. (David C. Mahn); Austin Independent School District (Mark Williams, President, Board of Trustees)

AGENT: TBG Partners (Sean Compton).

DATE OF FIRST READING: April 20, 2006, approved PUD district zoning with conditions, on First Reading (6-0, Mayor Pro Tem temporarily off the dais)

DATE OF SECOND READING: June 22, 2006, approved PUD district zoning with Restrictive Covenant as on 1st Reading, and adding liquor sales and automotive repair services as permitted uses to the Neighborhood Mixed Use area and outlining the installation of street trees as requested by the Applicant, on 2nd Reading (5-0, McCracken, Kim off the dais).

CITY COUNCIL HEARING DATE: November 16, 2006

CITY COUNCIL ACTION:

ORDINANCE NUMBER

ASSIGNED STAFF: Wendy Walsh

e-mail: wendy.walsh@ci.austin.tx.us

ORDINANCE NO. _____

1 AN ORDINANCE ESTABLISHING INITIAL PERMANENT ZONING FOR THE
2 PROPERTY COMMONLY KNOWN AS THE GOODNIGHT RANCH PUD
3 LOCATED AT THE EAST SIDE OF OLD LOCKHART HIGHWAY BETWEEN
4 NUCKOLS CROSSING ROAD AND CAPITOL VIEW DRIVE AND CHANGING
5 THE ZONING MAP FROM INTERIM RURAL RESIDENCE (I-RR) DISTRICT
6 TO PLANNED UNIT DEVELOPMENT (PUD) DISTRICT

7
8 BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:
9

10 **PART 1.** The zoning map established by Section 25-2-191 of the City Code is amended to
11 change the base zoning district from interim rural residence (I-RR) district to planned unit
12 development (PUD) district on the property described in File C814-04-0187.SH on record
13 at the Neighborhood Planning and Zoning Department, as approximately 703.254 acres of
14 land, more or less, out of the Santiago del Valle Grant, being more particularly described
15 by metes and bounds in Exhibit A (*Description of Property*) incorporated into this
16 ordinance (the "Property"), locally known as the property located at the east side of Old
17 Lockhart Highway between Nuckols Crossing Road and Capitol View Drive, in the City of
18 Austin, Travis County, Texas, and generally identified in the map attached as Exhibit B
19 (*Zoning Map*).

20 **PART 2.** This ordinance, together with the attached Exhibits A through I, are the land use
21 plan for the Goodnight Ranch planned unit development district (the "PUD") created by
22 this ordinance. The PUD shall conform to the limitations and conditions set forth in this
23 ordinance and in the Goodnight Ranch planned unit development land use plan. If this
24 ordinance and the attached exhibits conflict, the ordinance applies. Except as otherwise
25 specifically provided by this ordinance, all other rules, regulations and ordinances of the
26 City in effect on the effective date of this ordinance apply to the PUD.

27 **PART 3.** The attached exhibits are incorporated into this ordinance in their entirety as
28 though set forth fully in the text of this ordinance. The exhibits are as follows:

29 Exhibit A: Description of Property
30 Exhibit B: Zoning Map
31 Exhibit C: Land Use Plan
32 Exhibit D: Environmental Background Information
33 Exhibit E: Zoning Use Summary Table
34 Exhibit F: Site Development Regulations
35 Exhibit G: Density Table

PART 4. Definitions.

A. In this ordinance:

1. LAND USE AREA means the following use categories into which the PUD is divided on Exhibit C (*Land Use Plan*): Neighborhood Mixed Use, Mixed Residential, and Open Space.
2. NEIGHBORHOOD MIXED USE AREA means the land use areas identified on Exhibit C. The Neighborhood Mixed Use Area serves as the center of the community, containing a variety of residential land uses as well as compatible retail, commercial, civic and public services to meet the needs of community residents. Office, multi-family residences and mixed use buildings are permitted. The Neighborhood Mixed Area is pedestrian-oriented, and it is designed to encourage pedestrian movement between this Area and the Mixed Residential Area. The Neighborhood Mixed Area is oriented to the public framework of streets and open spaces.
3. MIXED RESIDENTIAL AREA means the land use areas identified on Exhibit C. The Mixed Residential land use areas allow a wide diversity of residential building types, including single family, multi-family as well as sites for commercial, civic, and mixed use buildings.
4. OPEN SPACE means the land use areas identified on Exhibit C. The Open Space land use areas are intended to provide a continuous system of open space through the Goodnight Ranch PUD and include safety services and educational facilities, civic uses and commercial uses.
5. ROW HOUSE means an attached two or three-story townhouse on its own lot.
6. LIVE/WORK SHOPHOUSE means a row house with ground level workspace or commercial space and upper level living space. The work space or commercial space and living space must be used and occupied by the same owner or occupant.

7. MANSION HOME means a structure on one lot designed to appear like a large single family residence, but that is divided into four to six units, each with an individual entry.
8. MULTIFAMILY HOME means condominiums or apartments.
9. MULTI-USE BUILDING means a building used for both commercial and residential uses.
10. YARD HOUSE means a detached single-family residence. One accessory dwelling unit containing not more than 700 square feet of gross building area may be constructed over the garage.

B. All other terms have the meaning provided in the Code.

PART 5. Use Regulations.

- A. The locations of the land use areas within the PUD are shown on Exhibit C (*Land Use Plan*).
- B. Permitted, conditional and prohibited uses applicable to each land use area are shown in Exhibit E (*Zoning Use Summary Table*)

PART 6. In accordance with Section 25-2-411(A) (*Planned Unit Development District Regulations*) of the City Code, the following site development regulations apply to the PUD instead of otherwise applicable City regulations.

A. Zoning.

1. Section 25-2-243 (*Proposed District Boundaries Must be Contiguous*) does not apply to the PUD.
2. Subsection (I)(4)(a) of Section 25-2-411 (*Planned Unit Development District Regulations*) is modified to provide that the front and side yard requirements for nonresidential uses in the PUD are as established in Exhibit F (*Site Development Regulations*).
3. Subsection (I)(5) of Section 25-2-411 (*Planned Unit Development District Regulations*) is modified to delete the requirement that the number of curb cuts and driveways be shown on the land use plan.

1
2 4. Subsections (K)(1) and (2) of Section 25-2-411 (*Planned Unit Development*
3 *District Regulations*) are modified to provide that the open space
4 requirement for the PUD is as established in Exhibit F (*Site Development*
5 *Regulations*).
6

7 5. This section applies to compatibility standards within the PUD.
8

9 Within the boundaries of the Goodnight Ranch PUD, compatibility
10 standards as outlined in Chapter 25-2, Subchapter C, Article 10 of the Code
11 apply, except as modified below:
12

13 a) Compatibility standards shall not apply on a residential use to residential
14 use basis, as set forth in Section 25-2-1051(C) (*Applicability*).
15

16 b) The following are established as compatibility standards applicable to
17 commercial and other permitted uses:
18

19 i) Section 25-2-1065 (A) (*Scale and Clustering Requirements*) shall
20 apply.
21

22 ii) A 25-foot wide vegetative buffer area, measured from a property
23 line of a residential use to a building, shall be provided and
24 maintained between residential uses to the following commercial
25 and civic uses: automotive rentals, business or trade school,
26 business support services, cocktail lounge, commercial off-street
27 parking, consumer repair services, convenience storage, custom
28 manufacturing, drive-through services, food preparation, hotel-
29 motel, indoor entertainment, indoor sports and recreation, intensive
30 recreational uses as defined in 25-2-1067 (F) (*Design Regulations*)
31 of the Code, off-site accessory parking, outdoor entertainment, plant
32 nursery, printing and publishing, service station, software
33 development, theater, and veterinary services.
34

35 iii) Improvements permitted within a vegetative buffer zone area are:
36 hike and bike trails, pedestrian trails, sidewalks, solid fences,
37 detention facilities, water quality facilities and drainage facilities
38 consisting primarily of earthen structures, utility improvements,
39 overhead electric or communication lines, or those improvements
40 that may be otherwise required by the City of Austin.

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- iv) A 25-foot wide vegetative buffer area as described in Part 6 (A) (5) (b) (ii) does not apply to a Multi-Use Building or a Live/Work Shophouse .
 - v) The front yard setback requirements under Section 25-2-1064 (*Front Setback*) do not apply.
 - vi) Within 50 feet of an undeveloped platted residential lot (measured to the nearest setback line on the property), a commercial building may not exceed three stories or 40 feet in height. Within 50 feet of a developed residential building, a commercial building may not exceed two stories or 30 feet above the height of the existing residential use. Beyond 50 feet from a developed residential building, a commercial building may be constructed to the permitted height as set forth in this PUD.
 - vii) All exterior lighting must be hooded or shielded so that the light source is not directly visible from adjacent properties. Exterior lighting may not exceed 0.25 footcandles across the source property line.
 - viii) The noise level of mechanical equipment may not exceed 60 decibels at the property line.
 - ix) Dumpsters and permanently placed refuse receptacles must be located at least 25 feet from adjacent residential uses. The location of and access to dumpsters or any other refuse receptacles must comply with the Transportation Criteria Manual.
 - x) Commercial and civic uses must be screened in accordance with this subsection. Yards, fences, vegetative screening, or berms shall be provided to screen off-street parking areas containing 12 or more parking spaces on a single site, mechanical equipment, storage areas, and areas for refuse collection. A fence used for screening may not exceed a height of six feet unless otherwise permitted in the Land Development Code. The property owner must maintain fences, berms, and vegetative screening.

1 xi) A 100-foot wide buffer area, measured from the property line for
2 property developed with residential uses to a building developed
3 with industrial, commercial or civic uses, shall be provided and
4 maintained between all residential areas and property developed as
5 research assembly services, research services, research testing
6 services and postal facilities exceeding 10,000 square feet.
7

8 xii) Improvements within the 100-foot buffer area are: hike and bike
9 trails, pedestrian trails, solid fences, detention facilities and water
10 quality facilities consisting primarily of earthen structures, drainage
11 facilities, underground utility improvements, overhead electric or
12 communication lines, streets, alleys, driveways, surface parking
13 facilities limited to 12 spaces or fewer or those requirements that
14 may be otherwise required by the City of Austin or specifically
15 authorized in this ordinance.
16

17 c) Notwithstanding Subsection 5, development outside of the PUD triggers
18 the compatibility standards of Chapter 25-2, Article 10 (*Compatibility*
19 *Standards*) to development within the PUD.
20

21 B. Site Development.

22
23 Site development regulations applicable to each land use area are established in
24 Exhibits E (*Site Development Regulations*) and F (*Density Table*).
25

26 C. Landscaping.

- 27
28 1. Subsection (B) of Section 25-2-1003 (*General Requirements*) is modified to
29 provide that a street yard 1,000 square feet or less in size is not required to
30 be landscaped.
31
32 2. Subsection (C) of Section 25-2-1006 (*Visual Screening*) does not apply to
33 development within the PUD.
34
35 3. Section 25-2-1007 (*Parking Lots*) is modified to provide that a parking area
36 with 12 motor vehicle parking spaces or less is not required to have
37 landscaped islands, peninsulas, or medians.
38

39 D. Subdivision.

1. Subsection (H) (K) and (L) of Section 25-3-52 (*Subdivision Layout Requirements*) applies to development within the PUD.
2. Subsection (N) of Section 25-3-52 (*Subdivision Layout Requirements*) is modified to provide the following:
 - a) The maximum block length is 800 feet. The Director of the Watershed Protection and Development Review Department may approve a length up to 1,000 feet in length based on topography or existing street layout.
 - b) A block length that exceeds 800 feet must be traversed by a pedestrian path near the midpoint.
 - c) The maximum block width is 300 feet. The Director of the Watershed Protection and Development Review Department may approve a block width up to 400 feet based on topography or existing street layout.
 - d) There is no limit to the block length for open space that is parallel to a right-of-way internal to the PUD.
3. Except as modified in this Subsection, Subsection (C) of Section 25-3-82 (*Vehicular Access*) applies to the PUD.
 - a) Direct vehicular access from a single family residential lot to an alley is permitted and preferred. Lots containing multi-family residential, condominium, mixed-use, commercial and civic uses do not require direct vehicular access from a lot to an alley.
 - b) Except for the uses noted in Part 6 (D)(3)(a), direct vehicular access from a lot to a street is not permitted except as follows:
 - i) if a lot does not abut and take access to an alley or
 - ii) the Director of the Watershed Protection and Development Review Department determines it is warranted by exceptional circumstances.
 - c) Notwithstanding the above, vehicular access from a single family residential lot to a street is permitted provided that:

- i) a lot does not abut and take access to an alley or access is taken to a street with a standard cross-section as set forth in the Transportation Criteria Manual, and
 - ii) driveway separation requirements are met.
4. Subsection (A)(1) of Section 1.3.2 (*Classification Design Criteria*) of the Transportation Criteria Manual, may be utilized when it can be demonstrated that significant off-street parking will not occur or that off-street parking ratios are comparable to that achieved under the density provisions of single family residence standard lot (SF-2) district zoning.

E. Transportation.

1. Subsection (A) of Section 25-6-2 (*Driveway Approaches Described*) is modified to provide that a type 1 driveway approach is a concrete driveway approach that provides access from a roadway to property on which a Yard House, Row House or Mansion Home with a driveway that serves four or fewer parking spaces is located.
2. Subsection (B) of Section 25-6-2 (*Driveway Approaches Described*) is modified to provide that a type 2 driveway approach is a concrete driveway approach that provides access from a roadway other than a principal roadway to property used for a purpose other than a yard house, row house, mansion home with a driveway that serves four or fewer parking spaces is located.
3. Section 25-6-173 (*Collector Streets*) does not apply to development within the PUD and is replaced by Exhibit H (*Street Cross Section Table and Illustrations*).
4. Subsection (A) of 25-6-292 (*Design and Construction Standards*) applies to the PUD.
5. Section 25-6-321 (*Existing Driveway*) applies to the PUD.
6. Section 25-6, Article 7 (*Off-Street Parking*) and Section 25-6, Appendix A (*Tables of Off-Street Parking and Loading Requirements*) do not apply in the PUD. Development in the PUD shall comply with Exhibit I (*Parking Regulations and Ratios*).

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7. Subsections (A) (B) and (C) of Section 25-3-81 (*Roadway Design*) and Subsection (I) of Section 25-3-52 (*Subdivision Layout Requirements*) is modified to provide that streets, alleys, and pedestrian paths shall be designed and constructed in accordance with the Traditional Neighborhood District Manual, except as modified in Exhibit H (*Street Cross Section Table and Illustrations*).

8. Section 25-3-84 (*Parking Area Design and Construction Standards*) is modified to provide that design and construction guidelines for parking and loading facilities, circulation area, and queuing areas do not apply to the PUD.

9. Street connections to Capitol View Drive and Cheryl Lynn Drive are not required.

F. Sign Regulations.

1. The Neighborhood Mixed Use Area is subject to the commercial sign district regulations contained in Chapter 25-10.

2. The Mixed Residential Area is subject to the neighborhood sign district regulations contained in Chapter 25-10.

PART 7. This part is applicable to the location and site development of a Fire/EMS station site.

A. A Fire/EMS station site shall be reserved for a period of twenty years from the effective date of the zoning ordinance of the Goodnight Ranch PUD, and fee simple dedication of the site to the City of Austin prior to or concurrent with the issuance of a building permit for the Fire/EMS station upon a written request from the City of Austin. The City may release the reservation of the site prior to the twenty year period if the City has constructed or is in the process of constructing a Fire/EMS station site within 1.5 roadway miles of the reserved site.

B. The Fire/EMS station site shall have 45,000 square feet of impervious cover in development rights after any required boundary street impervious cover deduction. The development rights may be based on the net site area calculation of the tract or assigned from some other tract on the PUD.

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- C. The specific location of the Fire/EMS station site shall be determined prior to approval of the first Preliminary Plan or final plat application that includes any PUD tracts on the south side of Slaughter Lane.
 - D. The initial location of the Fire/EMS station site may be approved by the Director of the Neighborhood Planning and Zoning Department in accordance with the provisions of Section 25-2-403 of the Land Development Code.
 - E. The specific location of the Fire/EMS station site may be changed by mutual agreement between the developer and the City as long as the new station site meets all of the same site development and location criteria. The relocation of the Fire/EMS station site may be approved by the Director of the Neighborhood Planning and Zoning Department in accordance with the provisions of Section 25-2-403 of the Land Development Code.
 - F. The Fire/EMS station site shall be located on a roadway classified as a Neighborhood Center Boulevard, Neighborhood Main Street or Neighborhood Avenue, as described in Exhibit H, and in a manner that permits alignment with a full-function median break approved by the Watershed Protection and Development Review Department, or its successor.
 - G. Any roadway segment intersecting the southern right-of-way boundary line of Slaughter Lane shall be classified as a Neighborhood Center Boulevard, Neighborhood Main Street or Neighborhood Avenue for a minimum of 1500 feet south of the intersection with the Slaughter Lane right-of-way boundary line.
 - H. The fiscal posting for the final plat that abuts the Fire/EMS station site shall include fiscal posting for a traffic signal pre-emption device at the intersection of that roadway and Slaughter Lane.
 - I. Street parking is prohibited on the roadway segment abutting the Fire/EMS station site. An advance traffic control device system that may include signage, markings, and flashing lights, or other devices as approved by the City of Austin shall be required.

1 **PART 8.** This Part 8 is applicable to the development of public elementary and secondary
2 schools within the PUD. Notwithstanding anything herein to the contrary, the Austin
3 Independent School District's development of schools within the PUD shall be governed
4 by the School District Land Development Standards Agreement by and between the City of
5 Austin and the Austin Independent School District, as amended from time to time.

6
7 **PART 9.** This ordinance takes effect on _____, 2006.
8

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10 **PASSED AND APPROVED**

11
12
13 _____, 2006

§
§
§

Will Wynn
Mayor

14
15
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17
18
19 **APPROVED:**

David Allan Smith
City Attorney

ATTEST:

Shirley A. Gentry
City Clerk



**Professional Land Surveying, Inc.
Surveying and Mapping**

Office: 512-443-1724
Fax: 512-441-6987

2807 Manchaca Road
Building One
Austin, Texas 78704

84-04-0187.SH

**703.254 ACRES
GOODNIGHT RANCH**

A DESCRIPTION OF 703.254 ACRES IN THE SANTIAGO DEL VALLE GRANT, TRAVIS COUNTY, TEXAS, BEING ALL OF A 175.00 ACRE TRACT DESCRIBED IN A SPECIAL WARRANTY DEED TO BENCHMARK LAND DEVELOPMENT, INC. DATED MAY 02, 2005 AND RECORDED IN DOCUMENT NO. 2005078857 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, BEING ALL OF A 0.805 ACRE TRACT (TRACT 1) AND ALL OF THE REMAINDER OF A 679.66 ACRE TRACT (TRACT 2) BOTH DESCRIBED IN A SPECIAL WARRANTY DEED TO M.V.E. VENTURE DATED DECEMBER 23, 1992 AND RECORDED IN VOLUME 11841, PAGE 1943 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, AND BEING ALL OF A 22.818 ACRE TRACT (TRACT 3) DESCRIBED IN A SPECIAL WARRANTY DEED TO M.V.E. VENTURE DATED DECEMBER 28, 1989 AND RECORDED IN VOLUME 11093, PAGE 219 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS; SAID 703.254 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" rebar found at an angle point in the west line of the said 175.00 acre tract, being the northeast corner of a 1.477 acre tract described in a deed of record under Document No. 2003115738 of the Official Public Records of Travis County, Texas, and being also an angle point in the south right-of-way line of Nuckols Crossing Road (70' right-of-way width);

THENCE along the south right-of-way line of Nuckols Crossing Road and the north line of the 175.00 acre tract, the following seven (7) courses:

1. North 27°13'23" East, a distance of 107.04 feet to a 1/2" rebar found;
2. North 36°26'26" East, a distance of 98.94 feet to a 3/4" iron pipe found, from which a 1/2" rebar found, bears North 28°08'53" East, a distance of 15.87 feet;
3. North 27°09'55" East, a distance of 1122.38 feet to a 3/4" iron pipe found, from which a 1/2" rebar found, bears South 27°26'43" West, a distance of 6.29 feet;
4. Along a curve to the right, having a radius of 136.02 feet, an arc length of 214.24 feet, and a chord which bears North 72°14'38" East, a distance of 192.77 feet to a 3/4" iron pipe found, from which a 1/2" rebar found, bears South 63°10'57" East, a distance of 13.46 feet;

5. South 62°37'40" East, a distance of 734.70 feet to a nail found in a fence post;
6. Along a curve to the left, having a radius of 990.40 feet, an arc length of 286.98 feet, and a chord which bears South 70°56'14" East, a distance of 285.97 feet to a 1/2" rebar found;
7. South 79°14'59" East, a distance of 524.60 feet to a 1/2" rebar with cap set for the northeast corner of the 175.00 acre tract, being in the north line of the 679.66 acre tract;

THENCE with the south right-of-way line of Nuckols Crossing Road and the north line of the 679.66 acre tract the following two (2) courses:

1. South 79°14'59" East, a distance of 645.80 feet to a 3/4" iron pipe found, from which a 1/2" rebar found, bears South 84°49'23" East, a distance of 5.32 feet;
2. South 85°18'25" East, a distance of 178.50 feet to a 1/2" rebar found for the southwest corner of Lot 1, Gentry Estates, a subdivision of record in Volume 75, Page 88 of the Plat Records of Travis County, Texas;

THENCE South 61°01'04" East with the north line of the 679.66 acre tract and the south line of Lot 1, Gentry Estates, a distance of 1123.29 feet to a 3/4" iron pipe found for the southeast corner of Lot 1, Gentry Estates, being the southwest corner of a 14.760 acre tract of land described in Volume 8412, Page 663 of the Deed Records of Travis County, Texas;

THENCE South 61°02'12" East with the north line of the 679.66 acre tract and the south line of the 14.760 acre tract, a distance of 549.85 feet to a 1/2" rebar found for a northeast corner of the 679.66 acre tract, being the southeast corner of the 14.760 acre tract, being also in the west line of a 236.54 acre tract of land described in Document No. 2003099256 of the Official Public Records of Travis County, Texas;

THENCE with the common line of the 679.66 acre tract and the 236.54 acre tract the following three (3) courses:

1. South 26°18'36" West, a distance of 3355.94 feet to a 1/2" iron pipe found;
2. South 27°07'04" West, a distance of 357.86 feet to a 1/2" rebar found for the southwest corner of the 236.54 acre tract;

3. South 62°41'05" East, a distance of 379.46 feet to a 1/2" rebar found for the southwest corner of the 22.818 acre tract;

THENCE North 26°18'03" East with the west line of the 22.818 acre tract and the east line of the 236.54 acre tract, a distance of 766.53 feet to a 1/2" rebar found for the northwest corner of the 22.818 acre tract, being the southwest corner of a 22.8 acre tract of land described in Volume 4866, Page 1536 of the Deed Records of Travis County, Texas, from which a 1/2" rebar with cap found, bears South 89°18'46" East, a distance of 5.56 feet;

THENCE South 63°41'20" East with the north line of the 22.818 acre tract and the south line of the 22.8 acre tract, a distance of 1246.34 feet to a 1/2" rebar found for the northeast corner of the 22.818 acre tract, being the southeast corner of the 22.8 acre tract, being also in the west right-of-way line of an apparent road;

THENCE with the east line of the 22.818 acre tract and the west line of the apparent road the following two (2) courses:

1. South 13°41'32" West, a distance of 157.59 feet to a 1/2" rebar found;
2. South 27°10'07" West, a distance of 638.82 feet to a 1/2" rebar with cap set for the southeast corner of the 22.818 acre tract, being in the north right-of-way line of Capitol View Drive (60' right-of-way width), being also the northeast corner of Lot 15-B, Resubdivision of Lots 14 & 15, Capitol View Estates, a subdivision of record in Volume 47, Page 100 of the Plat Records of Travis County, Texas;

THENCE North 62°33'37" West with the south line of the 22.818 acre tract and the north line of Lot 15-B, a distance of 561.95 feet to a 1/2" rebar found for the northwest corner of Lot 15-B, being an angle point in the east line of the 679.66 acre tract;

THENCE South 27°16'23" West with the east line of the 679.66 acre tract, the west line of the said Resubdivision of Lots 14 & 15, Capitol View Estates, the west line of Capitol View Estates, a subdivision of record in Volume 45, Page 13 of the Plat Records of Travis County, Texas, the west line of the Resubdivision of Lots 10, 11, 21, 22 & 23, Capitol View Estates, a subdivision of record in Volume 48, Page 1 of the Plat Records of Travis County, Texas, the west line of the Resubdivision of Lot 5, Capitol View Estates, a subdivision of record in Volume 55, Page 47 of the Plat Records of Travis County, Texas, and the west line of the Resubdivision of Lot 4, Capitol View Estates, a subdivision of record in Volume 58, Page 66 of the Plat

Records of Travis County, Texas, a distance of 4347.40 feet to a 1/2" rebar found in the north right-of-way line of Old Lockhart Highway (right-of-way width varies), being the southeast corner of the 679.66 acre tract;

THENCE with the north right-of-way line of Old Lockhart Highway and the south line of the 679.66 acre tract the following ten (10) courses:

1. North 52°14'14" West, a distance of 88.15 feet to a 1/2" rebar found;
2. North 41°41'09" West, a distance of 711.88 feet to a 1/2" iron pipe found;
3. North 40°58'33" West, a distance of 460.57 feet to a 1/2" rebar found;
4. North 35°38'06" West, a distance of 332.61 feet to a 1/2" iron pipe found;
5. North 38°14'16" West, a distance of 94.62 feet to a 1/2" iron pipe found;
6. North 34°52'34" West, a distance of 116.37 feet to a 1/2" iron pipe found;
7. North 36°52'03" West, a distance of 761.83 feet to a 1/2" iron pipe found;
8. North 36°04'28" West, a distance of 525.66 feet to a 3/4" iron pipe found;
9. North 37°05'20" West, a distance of 350.14 feet to a metal fence post found;
10. North 35°03'44" West, a distance of 102.42 feet to a 3/4" iron pipe found for the southeast corner of the 0.805 acre tract;

THENCE North 36°56'38" West with the north right-of-way line of Old Lockhart Highway and the south line of the 0.805 acre tract, a distance of 158.54 feet to a 3/4" iron pipe found for the southwest corner of the 0.805 acre tract, being in the south line of the 679.66 acre tract;

THENCE North 36°41'16" West with the north right-of-way line of Old Lockhart Highway and the south line of the 679.66 acre tract, a distance of 400.57 feet to a 1/2" rebar found for a southwest corner of the 679.66 acre tract, being the southeast corner of a 0.994 acre tract of land described in Volume 12478, Page 528 of the Real Property Records of Travis County, Texas;

THENCE North 28°56'17" East with the west line of the 679.66 acre tract and the east line of the 0.994 acre tract, a distance of 321.00 feet to a calculated point for the

northeast corner of the 0.994 acre tract, being a southeast corner of a 3.59 acre tract of land described in Volume 13035, Page 304 of the Real Property Records of Travis County, Texas;

THENCE with the common line of the 679.66 acre tract and the 3.59 acre tract the following two (2) courses:

1. North 28°50'57" East, a distance of 437.63 feet to a 1/2" rebar found for the northeast corner of the 3.59 acre tract;
2. North 60°15'24" West, a distance of 130.11 feet to a 1/2" rebar found for the northwest corner of the 3.59 acre tract, being an angle point in the east line of a 16.540 acre tract of land described in Volume 6127, Page 695 of the Deed Records of Travis County, Texas;

THENCE with the common line of the 679.66 acre tract and the 16.540 acre tract the following three (3) courses:

1. North 59°54'43" West, a distance of 44.13 feet to a 1/2" rebar found;
2. North 29°01'25" East, a distance of 1551.18 feet to a 3/4" iron pipe found for the northeast corner of the 16.540 acre tract;
3. North 62°41'57" West, a distance of 345.07 feet to a 1/2" iron pipe found for the northwest corner of the 16.540 acre tract, being the northeast corner of Lot 7, Block D, Perkins Park, Section One, a subdivision of record in Volume 50, Page 78 of the Plat Records of Travis County, Texas;

THENCE North 62°57'34" West with the south line of the 679.66 acre tract and the north line of Perkins Park, Section One, a distance of 310.24 feet to a 1/2" rebar found for the northwest corner of Lot 8, Block K, Perkins Park, Section One, being the northeast corner of a 6.59 acre tract of land described in Document No. 2000167421 of the Official Public Records of Travis County, Texas;

THENCE with the common line of the 679.66 acre tract and the 6.59 acre tract the following three (3) courses:

1. North 62°54'58" West, a distance of 162.11 feet to a 1" iron pipe found for the northwest corner of the 6.59 acre tract;
2. South 29°33'50" West, a distance of 963.76 feet to a 1/2" rebar with cap set;

3. South 29°33'00" West, a distance of 753.69 feet to a 1/2" rebar found in the north right-of-way line of Old Lockhart Highway, being an angle point in the southwest line of the 679.66 acre tract, being also the southwest corner of the 6.59 acre tract;

THENCE with the common right-of-way line of Old Lockhart Highway and the 679.66 acre tract the following six (6) courses:

1. North 26°32'14" West, a distance of 566.22 feet to a 1/2" rebar found;
2. North 18°08'20" West, a distance of 141.82 feet to a 1/2" rebar found;
3. North 07°42'27" East, a distance of 89.82 feet to a 1/2" rebar found;
4. North 28°37'37" East, a distance of 229.06 feet to a 1" iron pipe found;
5. North 29°33'21" East, a distance of 670.57 feet to a 3/4" iron pipe found;
6. North 30°58'10" East, a distance of 129.75 feet to a 1/2" rebar found in the south line of a 1.5 acre tract of land described in Volume 11234, Page 365 of the Real Property Records of Travis County, Texas, from which a USGS Disk found, bears North 46°17'37" West, a distance of 10.32 feet;

THENCE with the common line of the 679.66 acre tract and the 1.5 acre tract the following three (3) courses:

1. South 26°34'49" East, a distance of 11.29 feet to a 1/2" rebar found;
2. North 27°27'35" East, a distance of 172.54 feet to a 1/2" rebar found;
3. North 26°27'24" East, a distance of 211.35 feet to a 1/2" rebar with cap set for the southwest corner of the 175.000 acre tract;

THENCE North 26°27'24" East with the west line of the 175.000 acre tract and the east line of the 1.5 acre tract, a distance of 16.17 feet to a 1/2" rebar found for the northeast corner of the 1.5 acre tract, being a southeast corner of a 67.95 acre tract of land described in Document No. 2002232017 of the Official Public Records of Travis County, Texas;

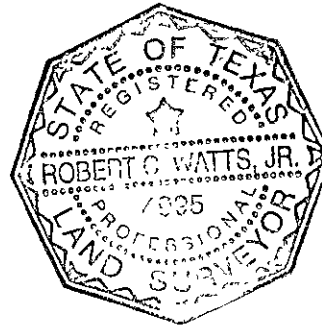
THENCE North 26°54'47" East with the west line of the 175.000 acre tract and the east line of the 67.95 acre tract, a distance of 1605.89 feet to a 1/2" rebar found for an angle point in the east line of the 67.95 acre tract, being the southeast corner of the 1.477 acre tract;

THENCE North 26°55'30" East with the west line of the 175.000 acre tract and the east line of the 1.477 acre tract, a distance of 364.88 feet to the **POINT OF BEGINNING**, containing 703.254 acres of land, more or less.

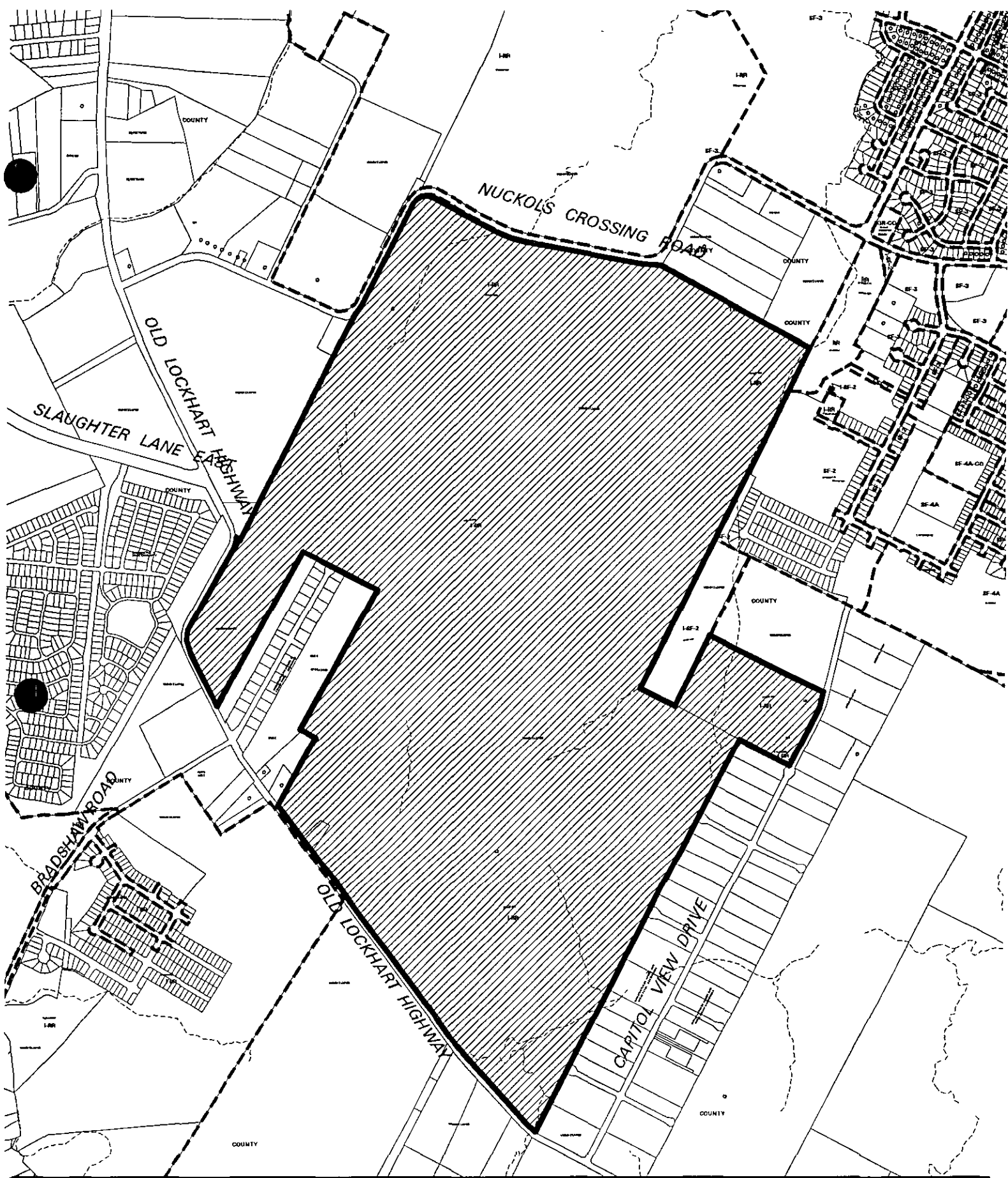
Surveyed on the ground March 16, 2005 and April 28, 2005. Bearing Basis: Grid azimuth for Texas central zone, 1983/93 HARN values from LCRA control network. Attachments: Drawing 471-001-TL.



Robert C. Watts, Jr.
Registered Professional Land Surveyor
State of Texas No. 4995

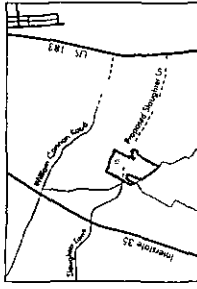


6-12-06



 1" = 1200'	SUBJECT TRACT 	PLANNED UNIT DEVELOPMENT <i>Exhibit B</i> CASE #. C814-04-0187.SH		CITY GRID REFERENCE NUMBER H12
	PENDING CASE 			
	ZONING BOUNDARY 	SUBJECT AREA (acres) 703.280	INTLS SM	
	CASE MGR W WALSH			

LOCATION MAP



NTS

Development Summary

Mixed Residential Area (MRA)

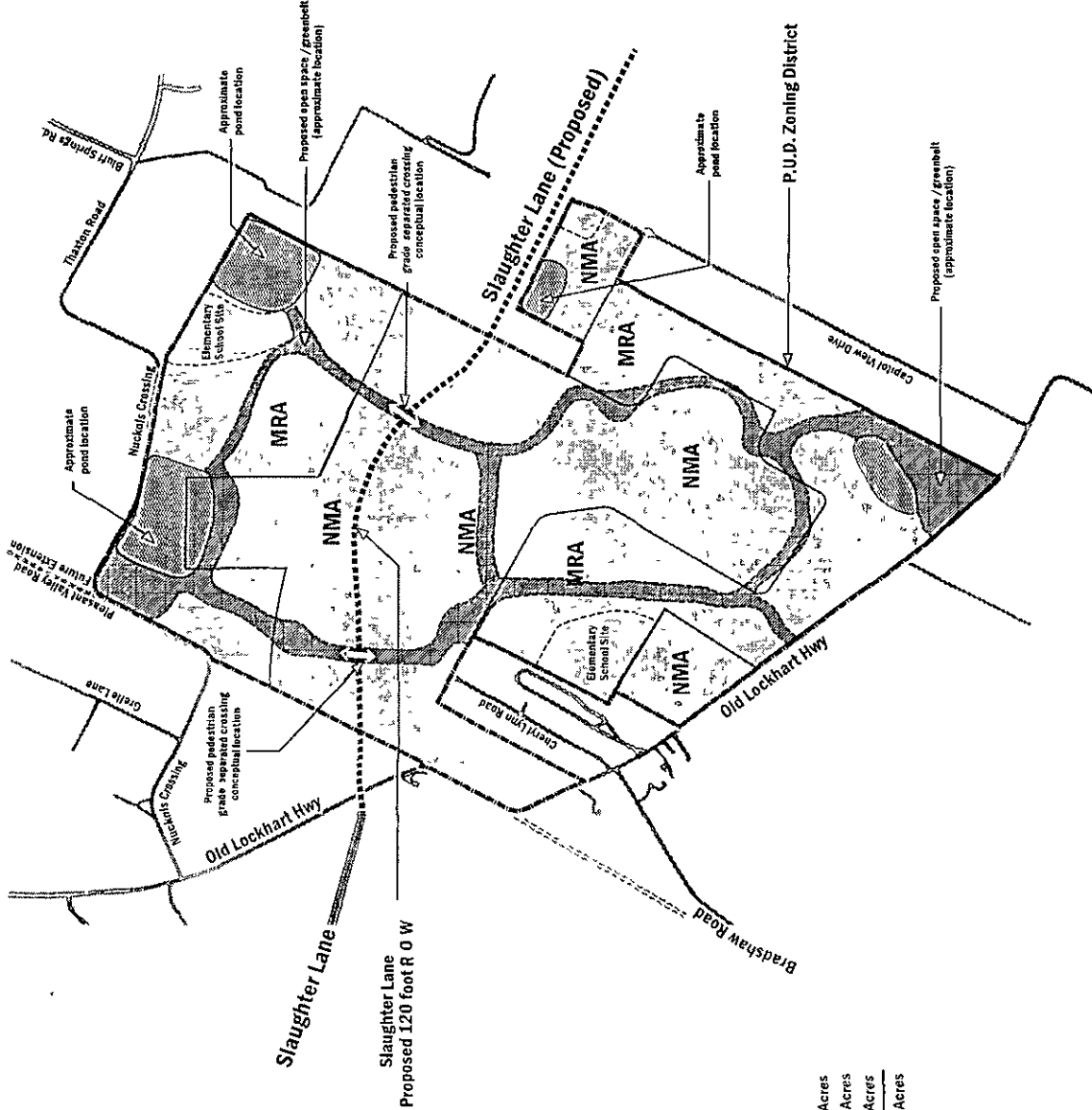
- Up to 1,583 residential dwelling units
- Up to 35,000 GSF of commercial, retail/office
- Up to 5,000 GSF of civic uses
- 2 elementary school sites

Neighborhood Mixed Use Area (NMA)

- Up to 1,950 residential dwelling units
- Up to 225,000 GSF commercial/retail/office
- Up to 10,000 GSF civic uses
- Fire Station Site

NOTES

1. The overall impervious cover shall not exceed 67% of the land area for the Net Site Area of the development. An impervious cover tracking table shall be submitted for each residential Final Plat and commercial site plan application.
2. The specific location of the Fire/EMS station site will be determined prior to approval of the preliminary plan for the Goodnight Ranch PUD (first preliminary plan south of Slaughter Lane if the entire PUD is not included in one preliminary plan).
3. Fees in lieu of Parkland Dedication shall fulfill Parkland Dedication requirements of the entire PUD. The developer will pay fees in lieu of parkland dedication, calculated as set forth in City Code. Fees shall be paid for the entire PUD development up front at the time of first Preliminary Plat, rather than on a plat-by-plat basis.
4. The open space/greenbelt configuration shown on Land-Use Map (Exhibit C) will be built as adjacent property is developed.



Owner:
MVE Venture, Ltd
4504 South Congress Avenue
Austin, TX 78745

Bradsher Family Trust
4504 South Congress Avenue
Austin, TX 78745

Agent:

Monark Development
P.O. Box 5654
Austin, TX 78763
512.331.1789
Contact: Terry Mitchell

Land Planner

T&G Partners
901 South Mopac
Building II, Suite 350
Austin, TX 78746
512.327.1011
Contact: Sean Compton

Engineer

Hanrahan - Pritchard
Engineering, Inc.
8333 Crosspark Drive
Austin, TX 78754
Austin, TX 78757
512.459.4734
Contact: Larry Hanrahan, P.E.

PUD Development Summary

Neighborhood Mixed-Use (NMA) - 358.2 Acres
Mixed Residential Area (MRA) - 328.0 Acres
Slaughter Lane R.O.W. - 13.9 Acres
Total Acreage - 700.1 Acres

February 28, 2006
Case Number: CS14-04-0187 SH

Goodnight Ranch PUD PUD General Land Use Plan (Exhibit C)




Owner:
MVE Venture, Ltd.
4504 South Congress Avenue
Austin, TX 78745

Agent:
Memark Development
P O Box 5654
Austin, TX 78763
512 391 1789
Contact Terry Mitchell

Land Planner:
TBG Partners
901 South Mojac
Building II, Suite 350
Austin, TX 78746
512 327 1011
Contact Sean Compton

Engineer:
Hamahan - Pritchard
Engineering, Inc
8333 Crosspark Drive
Austin, TX 78754
512 459 4734
Contact Larry Hamahan, P.E.

Environmental Summary
Contour Interval - 2 feet
Source Analytical Survey Inc. 1997

100 Year Floodplain - 
Source FEMA 1996

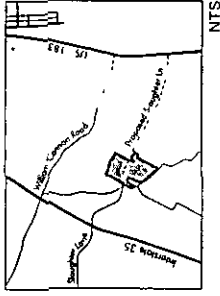
0% - 15%	698.83 acres
15% - 25%	1.13 acres
25% - 35%	13 acres
Over 35%	.01 acres
Total Acreage	700.10 acres

February 28, 2006
Case Number C814-04-0187 SH

Goodnight Ranch PUD PUD Environmental Background Information (Exhibit D)



LOCATION MAP



GOODNIGHT RANCH PUD
PUD ZONING LAND USE SUMMARY TABLE, EXHIBIT E

P = Permitted Use C = Conditional Use Permit NP= Not Permitted

RESIDENTIAL USES	MRA	NMA	OS
Bed & Breakfast (Group 1)	P	P	NP
Bed & Breakfast (Group 2)	P	P	NP
Condominium Residential	P	P	NP
Duplex Residential	P	P	NP
Group Residential	P	P	NP
Livework Shophouse	P	P	NP
Mansion Home	P	P	NP
Mobile Home Residential	NP	NP	NP
Multifamily Residential	P	P	NP
Retirement Housing (Small Site)	P	P	NP
Retirement Housing (Large Site)	P	P	NP
Rowhouse	P	P	NP
Single-Family Attached Residential	P	P	NP
Single-Family Residential	P	P	NP
Small Lot Single-Family Residential	P	P	NP
Townhouse Residential	P	P	NP
Two-Family Residential	P	P	NP
Yard House	P	P	NP
COMMERCIAL USES	MRA	NMA	OS
Administrative and Business Offices	P	P	NP
Agricultural Sales and Services	NP	NP	NP
Art Gallery	P	P	NP
Art Workshop	P	P	NP
Automotive Rentals	NP	P	NP
Automotive Repair Services	NP	P	NP
Automotive Sales	NP	NP	NP
Automotive Washing (of any type)	NP	NP	NP
Bail Bond Services	NP	NP	NP
Building Maintenance Services	NP	NP	NP
Business or Trade School	NP	P	NP
Business Support Services	NP	P	NP
Campground	NP	NP	NP
Carriage Stable	NP	NP	NP
Cocktail Lounge	NP	NP	NP
Commercial Blood Plasma Center	NP	C*	NP
			*Maximum gross floor area is 5 000 square feet

P = Permitted Use C = Conditional Use Permit NP= Not Permitted

COMMERCIAL USES continued	MRA	NMA	OS
Commercial Off-Street Parking	NP	P	NP
Communications Services	NP	P	NP
Construction Sales and Services	NP	NP	NP
Consumer Convenience Services	P	P	NP
Consumer Repair Services	NP	P	NP
Convenience Storage	NP	C	NP
Custom Manufacturing and Printing	NP	P	NP
Drop-Off Recycling Collection Facility	P*	P*	NP
Electronic Prototype Assembly	NP	NP	NP
Equipment Repair Services	NP	NP	NP
Equipment Sales	NP	NP	NP
Exterminating Services	NP	NP	NP
Financial Services	P	P	NP
Food Preparation	NP	P	NP
Food Sales	NP	P	NP
Funeral Services	NP	NP	NP
General Retail Sales (Convenience)	NP	P	NP
General Retail Sales (General)	NP	P	NP
Hotel-Motel	NP	P	NP
Indoor Entertainment	NP	P	NP
Indoor Sports and Recreation	NP	P	NP
Kennels	NP	NP	NP
Laundry Services	NP	P	NP
Liquor Sales	NP	NP	NP
Marina	NP	NP	NP
Medical Offices -- exceeding 5000 sq ft gross floor area	NP	P	NP
Medical Offices -- not exceeding 5000 sq ft gross floor area	NP	P	NP
Monument Retail Sales	P	P	NP
Off-Site Accessory Parking	P	P	NP
Outdoor Entertainment	NP	P	NP
Outdoor Sports and Recreation	NP	NP	NP
Pawn Shop Services	NP	NP	NP
Personal Improvement Services	NP	P	NP
Personal Services	NP	P	NP
Pet Services	NP	P	NP
Plant Nursery	NP	P	NP
Printing and Publishing	NP	NP	NP

* Maximum gross floor area is 10,000 square feet

* Maximum gross floor area is 5,000 square feet

P = Permitted Use C = Conditional Use Permit NP= Not Permitted

COMMERCIAL USES continued	MRA	NMA	OS
Professional Office	P	P	NP
Recreational Equipment Maint & Stor	NP	NP	NP
Recreational Equipment Sales	NP	NP	NP
Research Assembly Services	NP	P	NP
Research Services	NP	P	NP
Research Testing Services	NP	P	NP
Research Warehousing Services	NP	NP	NP
Restaurant (General)	NP	P	NP
Restaurant (Limited)	NP	P	NP
Scrap and Salvage	NP	NP	NP
Service Station	NP	P	NP
Software Development	NP	P	NP
Special Use Historic	NP	NP	NP
Stables	NP	NP	NP
Theater	NP	P	NP
Vehicle Storage	NP	NP	NP
Veterinary Services	NP	P	NP

P = Permitted Use C = Conditional Use Permit NP= Not Permitted

CIVIC USES	MRA	NMA	OS
Administrative Services	P	P	NP
Aviation Facilities	NP	NP	NP
Camp	NP	NP	NP
Cemetery	P	P	NP
Club or Lodge	NP	P	NP
College and University Facilities	NP	P	NP
Communication Service Facilities	P	P	NP
Community Events	NP	P	NP
Community Recreation (Private)	P	P	P
Community Recreation (Public)	P	P	P
Congregate Living	NP	P	NP
Convalescent Services	NP	NP	NP
Convention Center	NP	NP	NP
Counseling Services	NP	P	NP
Cultural Services	P	P	NP
Day Care Services (Commercial)	NP	P*	NP
Day Care Services (General)	P	P	NP
Day Care Services (Limited)	P	P	NP
Detention Facilities	NP	NP	NP
Employee Recreation	NP	NP	NP
Family Home	P	P	NP
Group Home, Class I (General)	P	P	NP
Group Home, Class I (Limited)	P	P	NP
Group Home, Class II	P	P	NP
Guidance Services	NP	P	NP
Hospital Services (General)	NP	NP	NP
Hospital Services (Limited)	NP	P	NP
Local Utility Services	P	P	P
Maintenance and Service Facilities	NP	NP	NP
Major Public Facilities	C	C	NP
Major Utility Facilities	C	C	NP
Military Installations	NP	NP	NP

* Must be located on a collector or a minor arterial. Not allowed to access on a local street.

P = Permitted Use C = Conditional Use Permit NP= Not Permitted

CIVIC USES	MRA	NMA	OS
Park and Recreation Services (General)	P	P	P
Park and Recreation Services (Special)	NP	P	P
Postal Facilities	P	P	NP
Private Primary Educational Facilities	P	P	P
Private Secondary Educational Facilities	P	P	NP
Public Primary Educational Facilities	P	P	P
Public Secondary Educational Facilities	P	P	P
Railroad Facilities	NP	NP	NP
Religious Assembly	P	P	P
Residential Treatment	NP	NP	NP
Safety Services	P	P	P
Telecommunication tower -- subject to SS 25-2-839 (13-2-235 and 13-2-273)	P	P	P
Transitional Housing	NP	C	NP
Transportation Terminal	NP	C	NP
All other Civic Uses	NP	NP	NP

* Must be located on a collector or a minor arterial. Not allowed to front on a local street

* A telecommunications tower must be located on top of a building or be an architectural component

INDUSTRIAL USES	MRA	NMA	OS
Basic Industry	NP	NP	NP
Custom Manufacturing	NP	NP	NP
General Warehousing and Distribution	NP	NP	NP
Light Manufacturing	NP	NP	NP
Limited Warehousing and Distribution	NP	NP	NP
Recycling Center	NP	NP	NP
Resource Extraction	NP	NP	NP

AGRICULTURAL USES	MRA	NMA	OS
Urban Farm	NP	NP	P
All Other Agricultural Uses	NP*	NP*	NP*

* Agriculture, plant and tree nursery and ranching uses are permitted on any portion of the property prior to Final Platting

GOODNIGHT RANCH PUD

SITE DEVELOPMENT REGULATIONS, EXHIBIT "F"

Mixed Residential Area (MRA)						
	YARD HOUSE	ROW/HOUSE LIVE/WORK SHOPHOUSE	MANSION HOUSE	MULTI-FAMILY HOME	COMMERCIAL ⁽²⁾	CIVIC
Minimum Lot Size	2,500 SF, 3,500 SF on corner lot	1,375 SF, 1,500 SF on corner lot	7,000 SF	12,500 SF	2,500 SF	2,500 SF
Minimum Lot Width ⁽⁴⁾	30 FT. 35 FT on corner lot	16 FT., 25 FT. on corner lot	70 FT.	80 FT.	25 FT.	25 FT.
Maximum Height ⁽³⁾	35 FT	35 Ft and 3 stories	35 FT and 3 stories	35 FT and 3 stories	35 FT	35 FT
Minimum Front Yard Setback	5 FT	5 FT	10 FT	10 FT	5 FT	5 FT
Minimum Front Garage Setback	20 FT	20 FT	20 FT	20 FT	N/A	N/A
Minimum Street Side Yard Setback	10 FT	10 FT	10 FT	10 FT	10 FT	10 FT
Minimum Interior Side Yard Setback ⁽⁶⁾	3 FT-6 IN ⁽¹⁾ 0 FT Garage ⁽⁶⁾	0 FT	5 FT 0 FT Garage ⁽⁶⁾	10 FT	5 FT	5 FT.
Minimum Rear Yard Setback	5 FT	5 FT.	5 FT	15 FT, 5 FT Garages	10 FT.	10 FT
Maximum Building Coverage	55%	80%	65%	65%	55%	60%
Maximum Impervious Cover	65%	95%	75%	75%	65%	70%
Maximum F A R.	N/A	N/A	N/A	N/A	1:1 F A R	1:1 F A R

Notes

- 1) A minimum side yard of 3'-6" is permitted (measured from face of building to property line) provided that the adjoining side yard setback is a minimum of 3'-6" to create a face-of-building to face-of-building space of at least 7 feet
- 2) Mixed-use multifamily buildings with ground floor commercial use shall follow commercial site development regulations.
- 3) The development shall comply with the modified Compatibility Standards for Goodnight Ranch PUD as set forth in Exhibit B
- 4) Lots less than 40' wide will be rear-loaded and lots that are front-loaded must be wider than 40'
- 5) For parks, see site development regulations under Open Space
- 6) The minimum distance between garages on adjoining lots is 10 feet, except that the garage side yard setback may be reduced to zero feet provided that applicable fire rating and building codes are met. The wall of a garage built adjacent to a zero lot line or within three feet of a common side lot line must be solid and opaque and may not contain an opening.

GOODNIGHT RANCH PUD

SITE DEVELOPMENT REGULATIONS, EXHIBIT "F"

NEIGHBORHOOD MIXED USE AREA (NMA)					
	YARD HOUSE	ROWHOUSE LIVE/WORK SILOPHOUSE	MANSION HOUSE	MULTI-FAMILY HOME	COMMERCIAL ⁽²⁾
Minimum Lot Size	2,500 SF 3,500 SF on corner lot	1,375 SF ⁽¹⁾ 1,500 SF on corner lot	7,000 SF	12,500 SF	2,500 SF
Minimum Lot Width ⁽³⁾	30 FT, 35 FT	16 FT 21 FT on corner lot	70 FT	80 FT	25 FT
Maximum Height ⁽⁴⁾	35 FT	40 FT and 3 stories	40 FT and 3 stories	40 FT and 3 stories	65 FT
Minimum Front Yard Setback	5 FT	5 FT	10 FT	5 FT	5 FT
Minimum Front Garage Setback	20 FT	20 FT	20 FT	20 FT	N/A
Minimum Street Side Yard Setback	10 FT	10 FT	10 FT	10 FT	10 FT
Minimum Interior Side Yard Setback	3 FT 1 IN ⁽⁵⁾ 0 FT Garage ⁽⁶⁾	0 FT	5 FT 0 FT Garage ⁽⁶⁾	10 FT	5 FT
Minimum Rear Yard Setback	5 FT	5 FT	5 FT	10 FT 5 FT Garage	10 FT
Maximum Building Coverage	55%	80%	65%	65%	70%
Maximum Impervious Cover	65%	95%	75%	75%	80%
Maximum F.A.R.	N/A	N/A	N/A	N/A	2.1 F.A.R.

Notes

- 1) Parking facilities in the NMA may be retained in common for reciprocal use by NMA commercial and office/civic tenants, and may be included as part of the building lot. Example: a lot containing retail uses on ground floor with residential and/or office use above, designed to accommodate common parking facilities. Such shared parking facilities are limited to the NMA.
- 2) The development shall comply with the modified Compatibility Standards for Goodnight Ranch PUD as set forth in Exhibit B.
- 3) Mixed use multifamily buildings with ground floor commercial use shall follow commercial site development regulations.
- 4) A minimum side yard of 3'-6" is permitted (measured from face of building to property line), provided that the adjoining side yard and set back is a minimum of 3'-6" to create a face-of-building to face-of-building space of at least 7 feet.
- 5) Lots less than 40' wide will be rear-loaded and lots that are front-loaded must be wider than 40'.
- 6) The minimum distance between garages on adjoining lots is 10 feet, except that the garage side yard setback may be reduced to zero feet provided that applicable fire rating and building codes are met. The wall of a garage built adjacent to a zero lot line or within three feet of a common side lot line must be solid and opaque and may not contain an opening.

GOODNIGHT RANCH PUD

SITE DEVELOPMENT REGULATIONS, EXHIBIT "F"

	OPEN SPACE			
	SAFETY SERVICES & EDUCATIONAL FACILITIES	OTHER CIVIC USES ¹	COMMERCIAL	
Minimum Lot Size	1 Acre	5,000 SF	5,000 SF	
Minimum Lot Width	50 FT	20 FT	20 FT	
Maximum Height ⁽²⁾	35 FT	35 FT	35 FT	
Minimum Front Yard Setback	25 FT	10 FT	10 FT	
Minimum Street Side Yard Setback	10 FT	10 FT	10 FT	
Minimum Interior Side Yard Setback	10 FT	15 FT	15 FT	
Minimum Rear Yard Setback	25 FT	10 FT	10 FT	
Maximum Impervious Cover	75%	75%	75%	
Maximum F A R	0.250 F A R	0.250 F A R	0.250 F A R	

Notes

- 1) Includes all park sites except safety services and educational facilities such as fire station or elementary school.
- 2) The development shall comply with the modified Compatibility Standards for Goodnight Ranch PUD as set forth in Exhibit B

**GOODNIGHT RANCH PUD
DENSITY TABLE EXHIBIT "G"**

	Land Area (acres)	% of Total	MAXIMUM ALLOWABLE INTENSITIES
Mixed Residential Area (MRA) (land area excludes neighborhood parks and open space, but includes street/alley right-of-way)	328.0	47 %	<ul style="list-style-type: none"> ▪ Up to 1,583 residential dwelling units ▪ Up to 35,000 GSF of commercial/retail/office (maximum 1:1 F A R) ▪ Up to 5,000 GSF of civic uses ▪ 2 sites: 1,000 student elementary school
Neighborhood Mixed-Use Area (NMA) (land area excludes neighborhood parks and open space but includes street/alley right-of-way)	358.2	51 %	<ul style="list-style-type: none"> ▪ Up to 1,950 residential dwelling units ▪ Up to 225,000 GSF commercial/retail/office (maximum 2:1 F A R) ▪ Up to 10,000 GSF of civic uses ▪ Fire Station site, up to 45,000 SF of impervious cover allowance plus req'd boundary street impervious cover assignment shall be allocated
Open Space/Community Facilities (OS)	—	—	<p>A. Fees in lieu of Parkland Dedication -The developer will pay full fees in lieu of parkland dedication, calculated as set forth in City code.</p> <p>B. Neighborhood Parks</p> <ol style="list-style-type: none"> 1. Inclusion of a five-acre private park, or series of parks totaling a minimum of five acres, within the project. This private neighborhood park(s) shall include a minimum of three recreational uses for residential use: 1) Picnic/BBQ stations (seven stations), 2) children's playscape and 3) informal multi-use playing field 2. The park(s) locations shall be determined by the developer as the project develops at locations that the developer deems appropriate for resident use <p>C. Additional Private Open Space Open to Residents</p> <ol style="list-style-type: none"> 1. Minimum of 65 acres for private open space will be made available for use by the residents. The uses within this open space may consist of uses permitted in the Open Space Area of the PUD (see Exhibit E for complete listing of permitted and prohibited uses). 2. Maximum GSF allowed within open space areas up to 12,000 GSF of open space-related structures (maximum 0.25 1 F.A.R.) 3. Detention and water quality facilities will be owned and maintained by the Homeowners Association <p>The items above satisfy all Parkland Dedication requirements of the entire PUD.</p>
Slaughter Lane R O W.	13.9	2 %	
Total Maximum Residential Allowed			<ul style="list-style-type: none"> ▪ 3,533 residential dwelling units, of which a maximum of 2,150 du may be multifamily

				residential (mansion home, rowhouse, live/work shophouse, condominium, triplex and apartments (subject to Traffic Impact Analysis) at a maximum density of 36 du/ac.
Total Maximum Commercial/Civic Allowed				<ul style="list-style-type: none"> 275,000 GSF plus 2 school sites and 1 fire station site (subject to Traffic Impact Analysis)
Total Land Area	700 1		100 %	

Notes:

- 1) All maximum allowable intensities are subject to the Traffic Impact Analysis
- 2) So long as uses are permitted in an area, residential maximum allowable densities may be transferred from one Area to another provided that the overall project maximum for residential intensity is not exceeded.
- 3) Open space is inclusive of neighborhood parks located in each of the Mixed Residential Areas and the Neighborhood Mixed-Use Areas
- 4) A mandatory Property Owners Association will be established for all property owners (except the Austin Independent School District) prior to recordation of the first Final Plat. Any property owned by the Austin Independent School District will be excluded from any Property Owners Association, so long as such property is used for public education purposes.
- 5) Open Space (OS) land area is included as a portion of the MRA / NMA Areas.

GOODNIGHT RANCH PUD

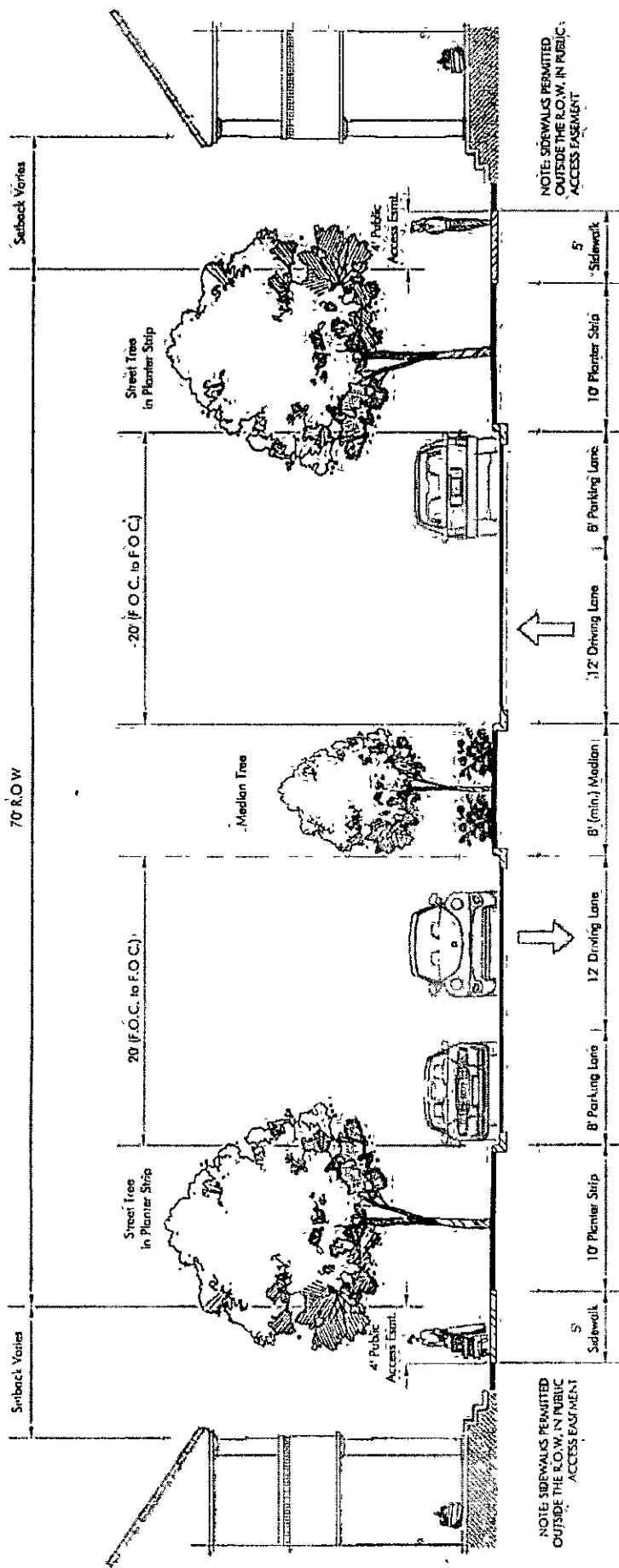
STREET CROSS SECTION TABLE

Exhibit H

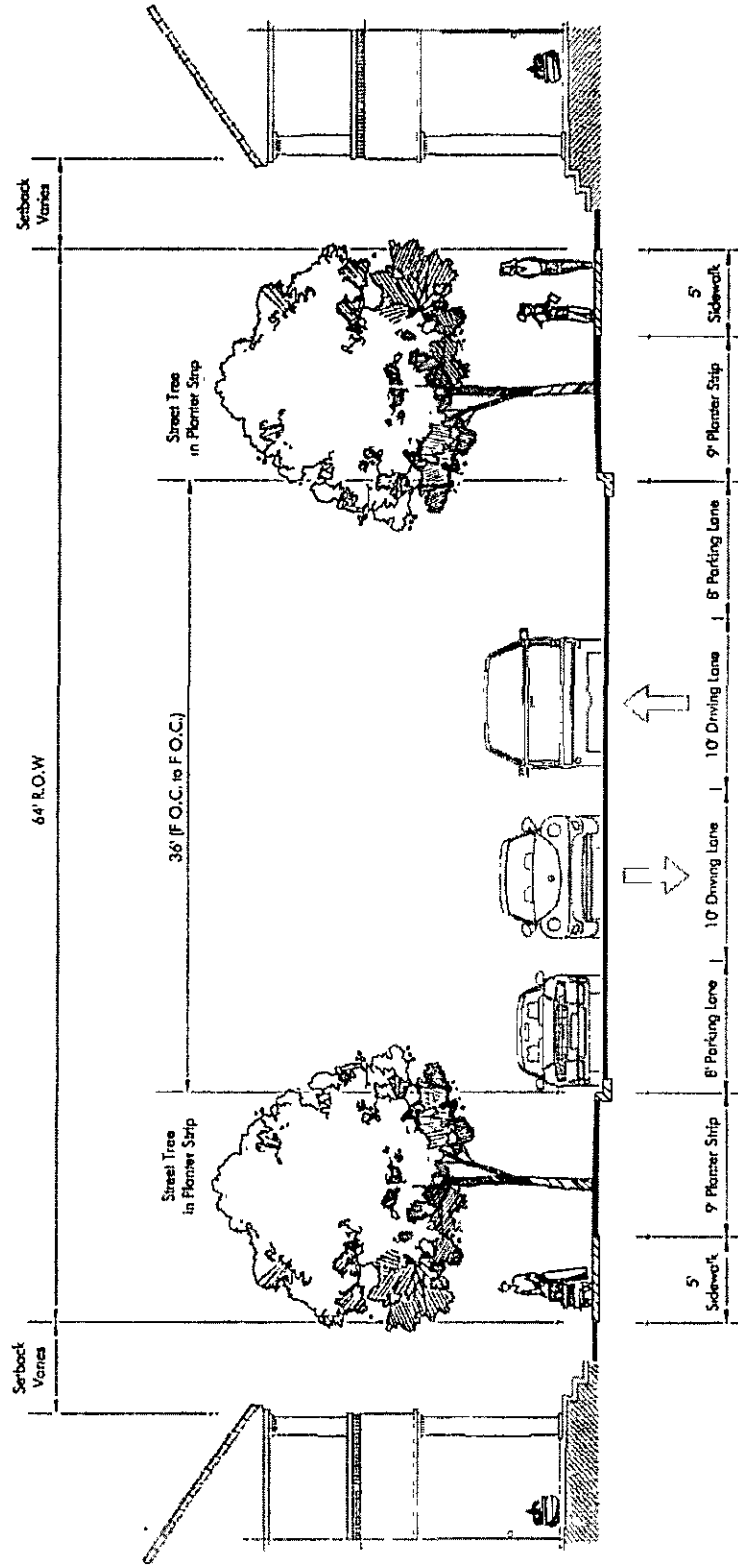
KEY	ROADWAY TYPE	ROW	No. of Lanes	Min. Curb Basis	Sidewalk*	Paving	Parking	Bike Lanes	Street Classification for Pavement Design Only
A	Neighborhood Center Boulevard	70'	2, divided	11'	Yes	2 @ 20', 8' median minimum	2 sides	No	Neighborhood Collector
B	Neighborhood Center Main Street	64'	2	14'	Yes	36'	2 sides	No	Neighborhood Collector
C	Neighborhood Center Avenue	64'	2	13'	Yes	34'	2 sides	No	Neighborhood Collector
D	Neighborhood Center Alley	20'	1 (shared for 2-way traffic)	N/A	No	20'	None	No	Local
E	Mixed Residential Boulevard	70'	2, divided	13'	Yes	2 @ 18', 8' median minimum	2 sides	No	Residential Collector
F	Mixed Residential Avenue	60'	2	13'	Yes	34'	2 sides	No	Residential Collector
G	Mixed Residential Street	50'	1 (shared for 2-way traffic)	11'	Yes	28'	2 sides	No	Local
H	Mixed Residential Lane	50'	1 (shared for 2-way traffic)	12'	Yes	26'	2 sides	No	Local
I	Mixed Residential One Way Street	38'	1	10'	Yes	18'	1 side	No	Local
J	Mixed Residential Alley	20'	1 (shared for 2-way traffic)	2 5'	No	15'	None	No	Local

* All sidewalks shall have a minimum 5' width

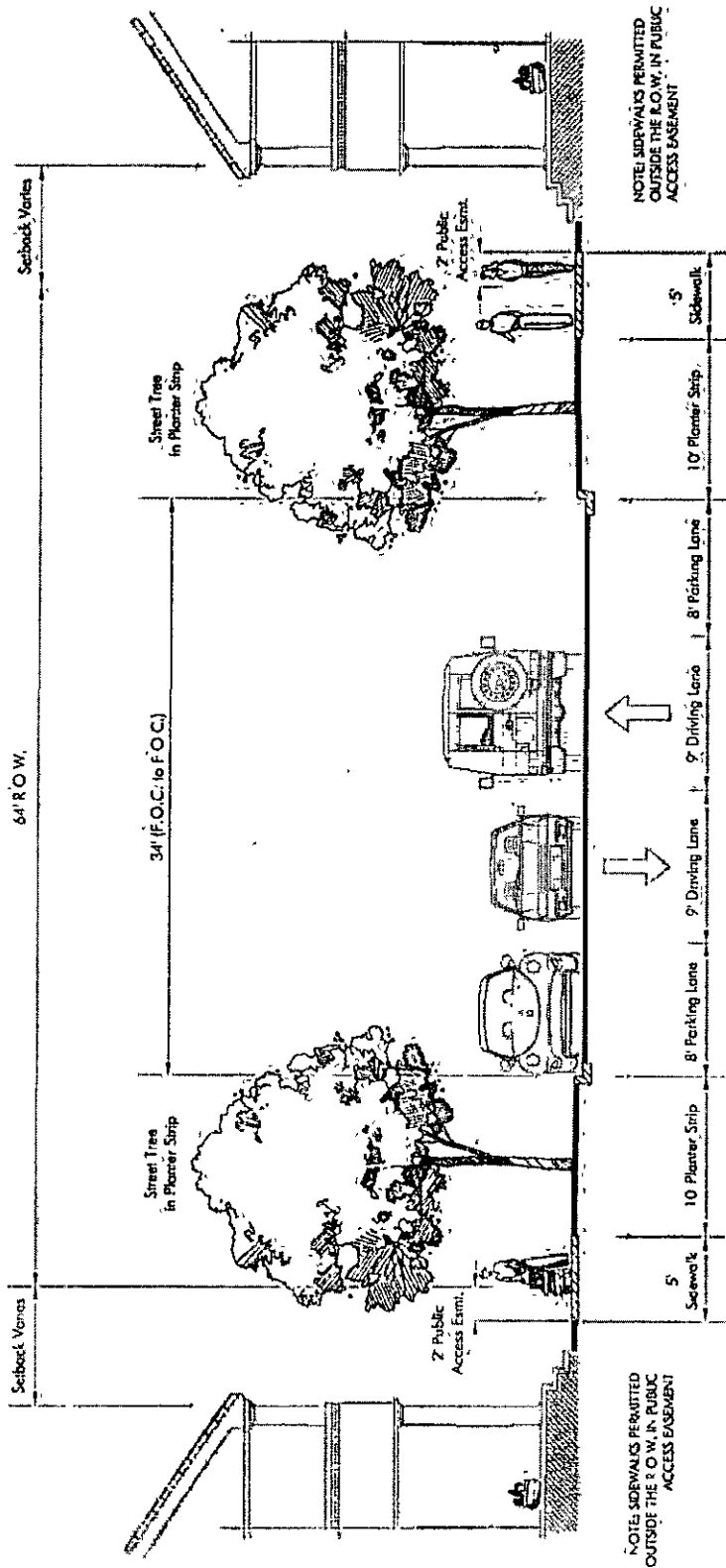
- 1 Construction of cul-de-sacs is discouraged. Should a temporary cul-de-sac be required for construction purposes, the design requirements contained in the City of Austin Transportation Criteria Manual Section 1 3 2 should be followed.
- 2 Street cross-sections may be modified with the approval of both Watershed Protection and Development Review and TPSD.
- 3 Except as otherwise set forth above, the PUD street designs shall comply with the street standards set forth in the Traditional Neighborhood District Criteria Manual (i.e. design speed, typical ADT range, etc.)



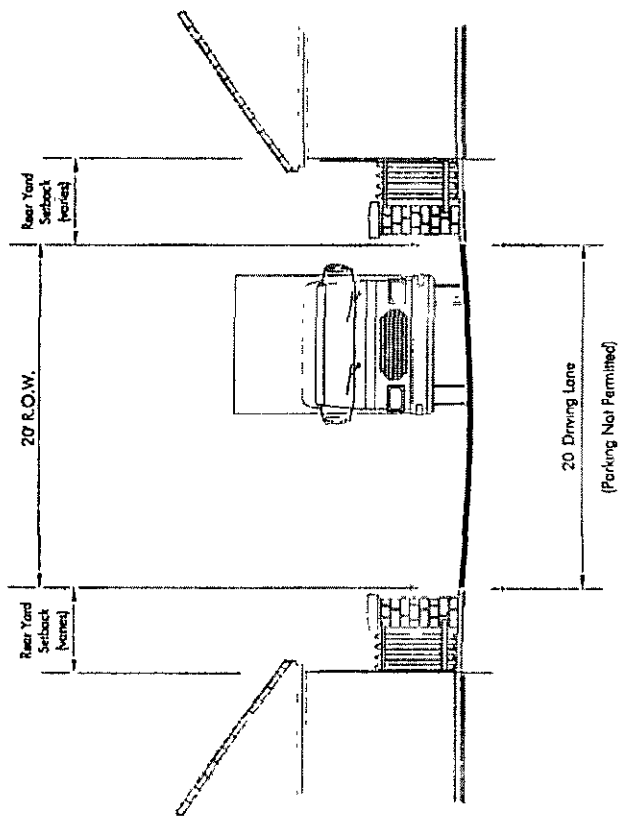
A. Neighborhood Center Boulevard



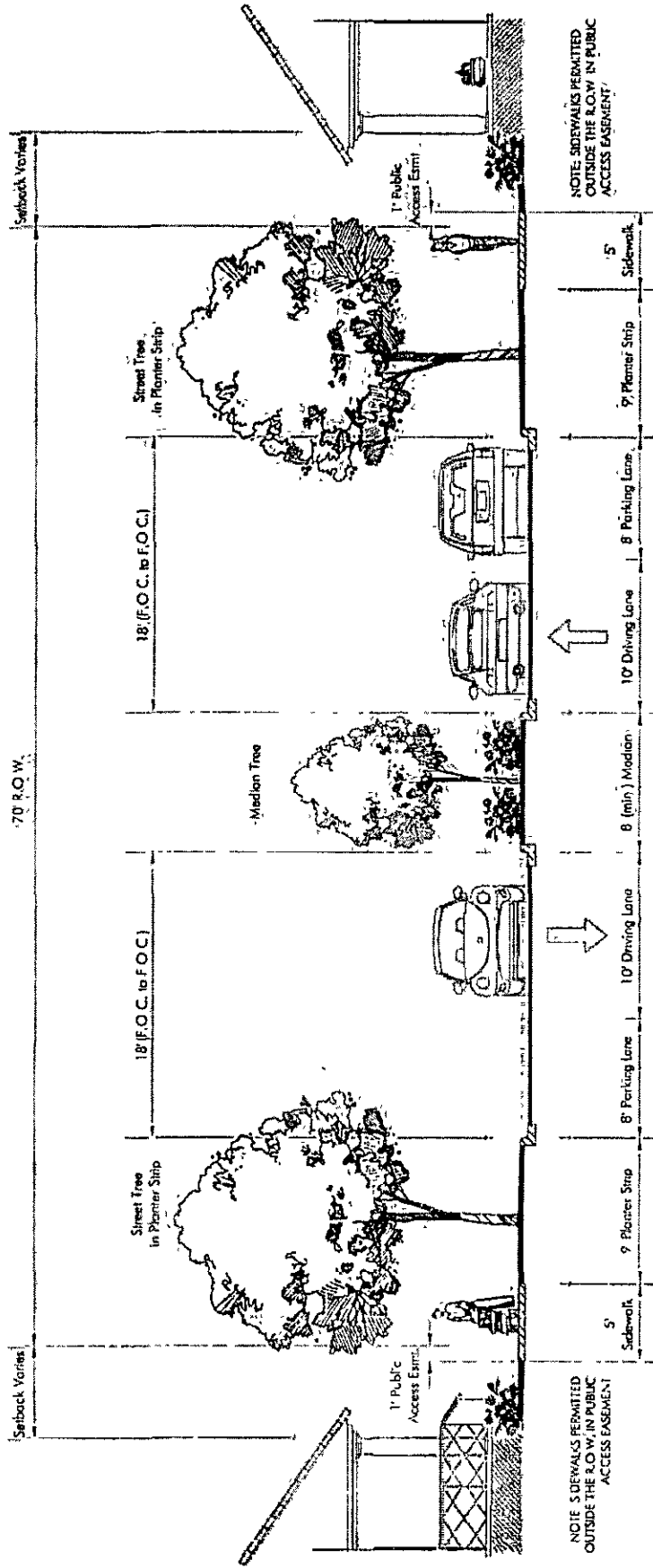
B. Neighborhood Center Main Street



C. Neighborhood Center Avenue



D. Neighborhood Center Alley

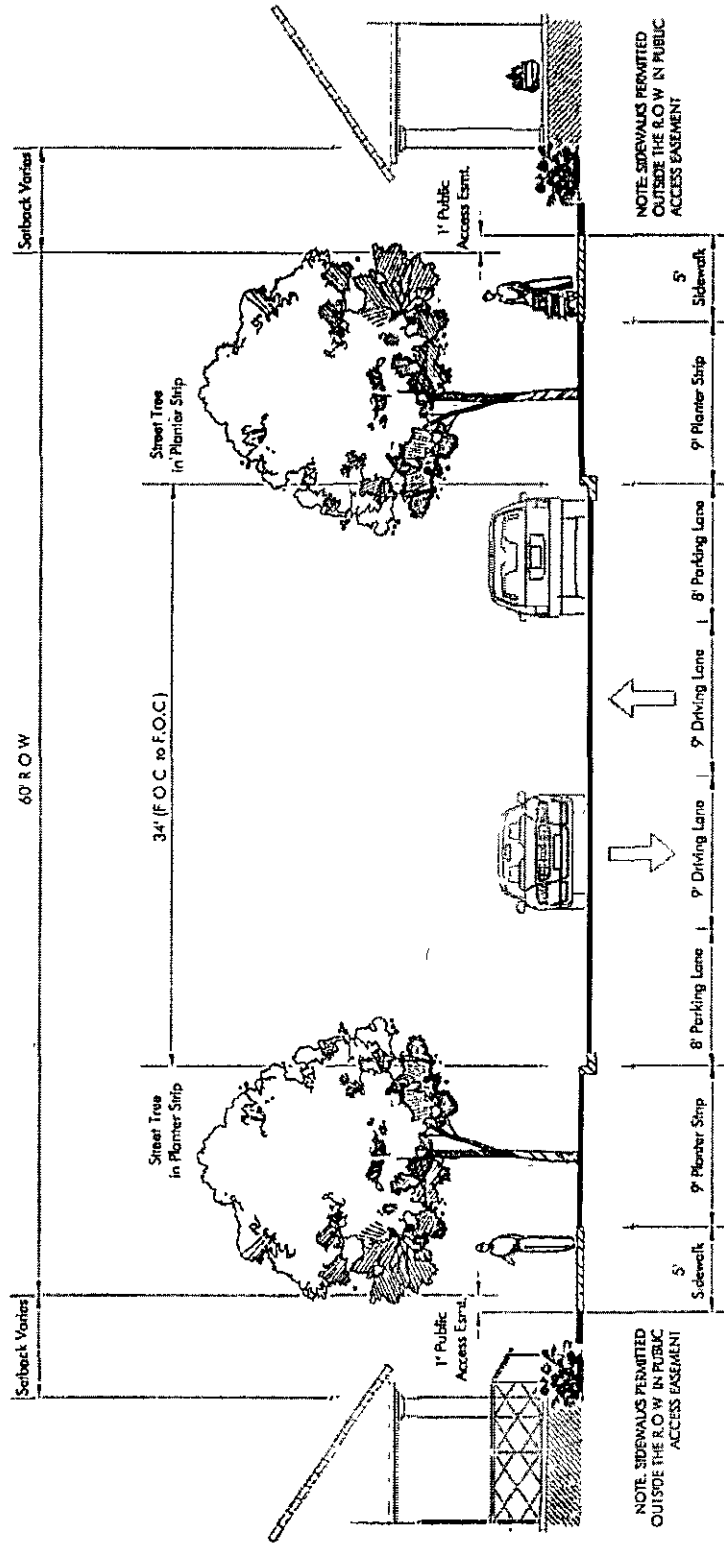


NOTE: SIDEWALKS PERMITTED OUTSIDE THE R.O.W. IN PUBLIC ACCESS EASEMENT.

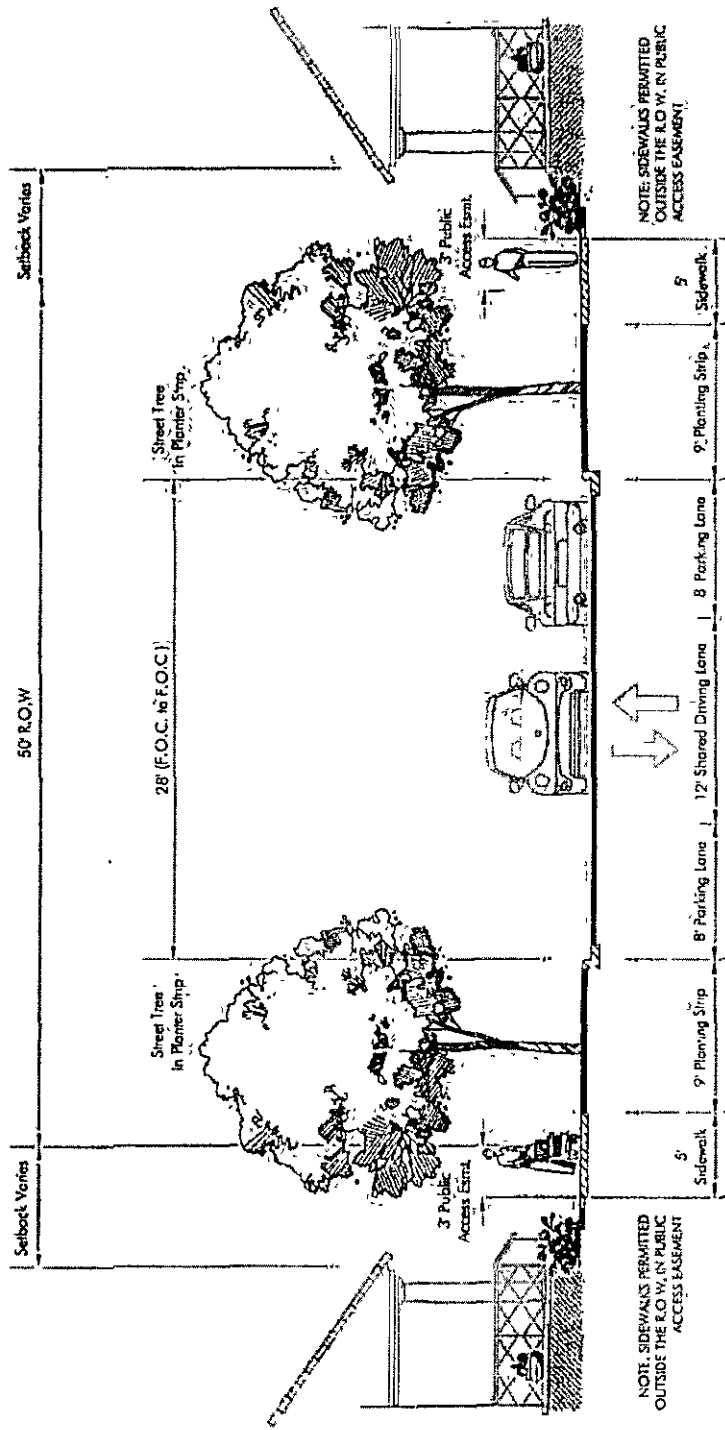
NOTE: SIDEWALKS PERMITTED OUTSIDE THE R.O.W. IN PUBLIC ACCESS EASEMENT.

E. Mixed Residential Boulevard

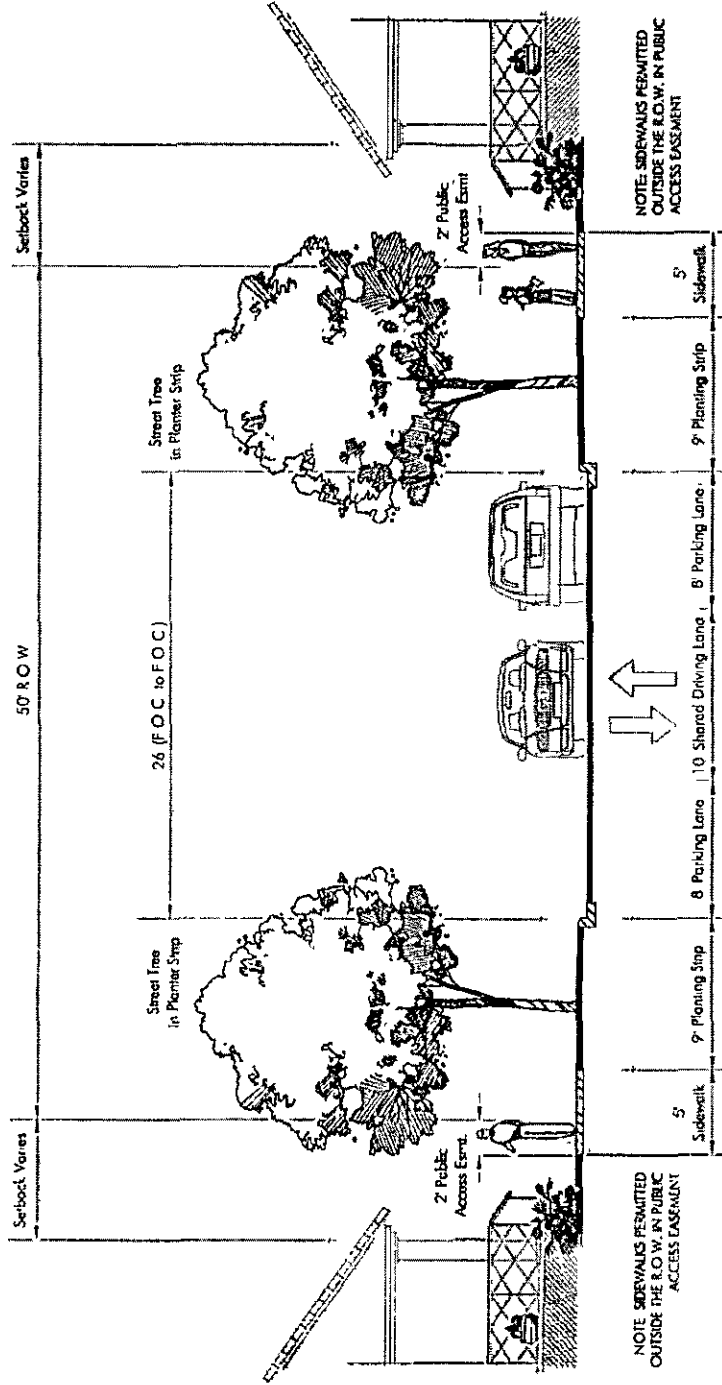




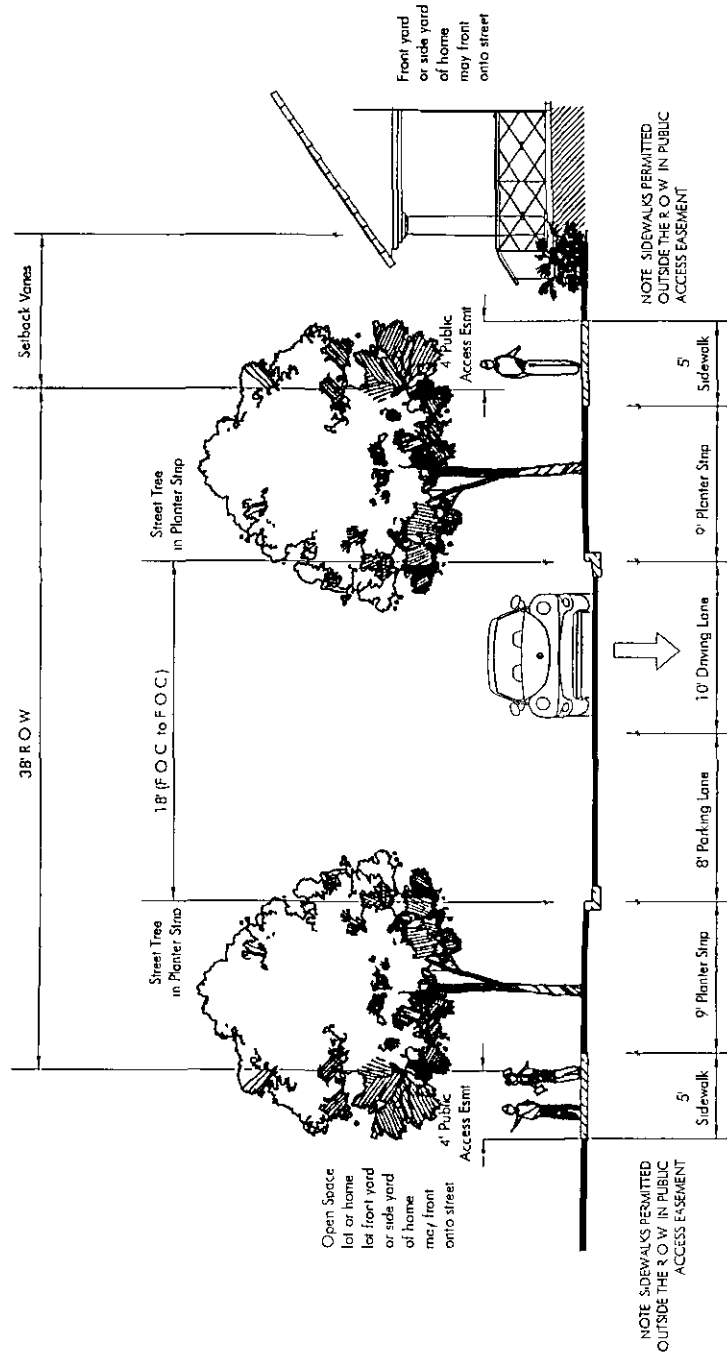
F. Mixed Residential Avenue



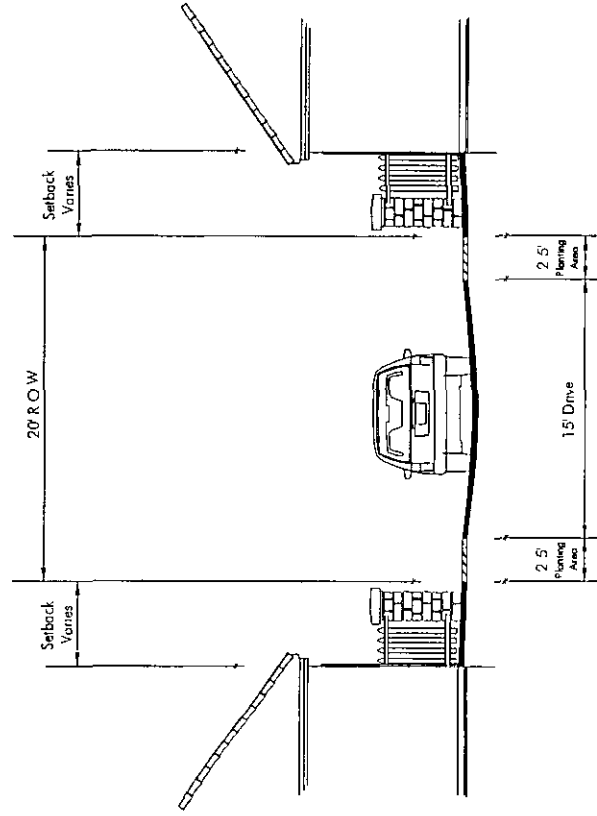
G. Mixed Residential Street



H. Mixed Residential Lane



I. Mixed Residential Street (One Way)



J. Mixed Residential Alley

GOODNIGHT RANCH PUD

PARKING REGULATIONS AND RATIOS "EXHIBIT I"

Following are the proposed Goodnight Ranch PUD parking requirements, adapted from the City of Austin Code for Traditional Neighborhood Developments (TND), Section 25-3-83

PARKING

(A) The following parking regulations apply within the Goodnight Ranch PUD

- (1) There is no off-street loading requirement for a building with less than 10,000 square feet of gross building area. The Director shall determine the location, number, and dimensions of the off-street loading for a larger building.
- (2) Except as approved by the Director, parking in alleys is prohibited.
- (3) A parking lot located at the rear or side of a building is preferred and allowed. If a parking lot is located at the front of the building, buffering, in the form of landscaping, berming, decorative walls or fences, is required to buffer pedestrian activity along the street where adjacent to the parking lot. If located at the side of a building, screening shall be provided at, or near, the lot line by landscaping or decorative walls or fences.
- (4) Compact parking spaces are prohibited.
- (5) Minimum parking requirements are as follows:
 - (a) Except as otherwise provided in these parking requirements, a commercial use, other than restaurant, must provide a minimum of one parking space for every 300 square feet of gross building area. A restaurant use must provide a minimum of one parking space for every 100 square feet of gross building area.
 - (b) General offices, professional offices and other commercial office uses must provide a minimum of one parking space for every 500 square feet of gross building area.
 - (c) Medical offices must provide a minimum of one parking space for every 500 square feet of gross building area.
 - (d) For condominium, multi-family, group residential and retirement housing, one parking space for the first bedroom and 0.5 spaces for each additional bedroom. For row house, yard house, and mansion home, two parking spaces for each dwelling unit [See 25-3-83(6)(d)].
 - (e) A townhouse, single-family residential, duplex, group home, or family home use, yard house and mansion home must provide two parking spaces for each dwelling unit.
 - (f) A daycare services, primary educational facilities, or secondary educational facilities use must provide one parking space for each employee.
 - (g) Hospitals must provide one visitor parking space for every 4 beds and one parking space for every two employees (largest work shift).
 - (h) The Director shall determine the parking requirement for an amphitheater and/or auditoriums based on similar uses, location and characteristics of the use, and the appropriate traffic engineering and planning data.
 - (i) The Director shall determine the parking requirement for community centers based on similar uses, location and characteristics of the use, and the appropriate traffic engineering and planning data.
 - (j) The Director shall determine the parking requirement for playing fields based on similar uses, location and characteristics of the use, and the appropriate traffic engineering and planning data.
 - (k) The Director shall determine the parking requirement for neighborhood parks, pavilions, picnic shelters or tables, playgrounds, swimming pools, boat rental facilities, basketball/sports courts, or bike rental facilities based on similar uses, location and characteristics of the use, and the appropriate traffic engineering and planning data.
 - (l) The Director shall determine the parking requirement for any use not listed in this subsection.
 - (m) A 25-foot turning radius shall be provided for parking accessed from the alley.

- (4) Bicycle parking shall be provided in accordance with Chapter 25-6, Appendix A of the City Code, except as follows
- (a) A commercial use parking lot or garage must provide not less than one bicycle parking space for every 10 motor vehicle parking spaces

(B) The following regulations apply in the Goodnight Ranch Neighborhood Mixed Use Area (NNMA)

- (1) A commercial or a multi-family use may apply adjacent on-street parking toward the minimum parking requirements in the Neighborhood Mixed Use Area (NNMA)

RESTRICTIVE COVENANT

OWNERS Austin Goodnight Ranch, L P', a Texas limited partnership,
MVE Venture, Ltd., a Texas limited partnership, and
Benchmark Land & Exploration, Inc , a Texas corporation
(collectively, "Developer"),
Austin Independent School District ("AISD")

ADDRESS: See Below

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 703.254 acre tract of land, more or less, out of the Santiago Del Valle Grant, Travis County, the tract of land being more particularly described by metes and bounds in Exhibit "A" attached and 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 July 6, 2005, or as amended and approved by the Director of the Watershed Protection and Development Review Department All development on the Property is subject to the recommendations contained in the memorandum from the Transportation Review Section of the Watershed Protection and Development Review Department, dated December 6, 2005 and May 22, 2006 The TIA shall be kept on file at the Watershed Protection and Development Review Department Provided, however, the provisions of this Paragraph 1 shall not apply to AISD's construction of public education facilities on the Property
- 2 At the time an application for approval of a site plan is submitted for the 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. 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.

3. Before a Certificate of Occupancy is issued for a residential use, or before the infrastructure construction is accepted by the City, street trees must be planted according to the following criteria.
 - a) A street tree is defined as a Class I shade tree having a minimum caliper of 2-1/2 inches. Additional species may be used with the approval of the City Arborist.
 - b) Street trees shall be planted along each street and in the street planter strips located between the curb and sidewalk. Street trees may be omitted where existing trees remain.
 - c) Street trees shall be planted between 30 and 40 feet on center, with modifications permitted to accommodate utilities and sight lines. Trees in retail areas may be grouped
 - d) An automatic irrigation system is required for a minimum of two years after installation of the trees.
4. It is the intent of the Developer to enter into a public private partnership ("Partnership") with Travis County to construct an extension of Slaughter Lane through the Goodnight tract. The Slaughter Lane extension will be designed as a major arterial divided six-lane roadway ("MAD 6"). The Partnership as presently being considered would stipulate that the Developer donate the necessary right of way (140-foot width) and pay half the cost of construction of a major arterial divided four-lane roadway ("MAD 4") within the boundaries of Goodnight PUD. Construction is expected to occur in phases. The remaining two lanes of the Slaughter Lane MAD 6 will be constructed in the future as area traffic demands warrant, at no cost to the Developer
5. If the Partnership does not occur, the Developer will be responsible for dedicating the necessary right of way for a MAD 6 roadway and the construction of two travel lanes of Slaughter Lane including turn lanes for the intersections of Slaughter Lane as identified in the TIA from WHM Transportation Engineering, Inc. dated May 23, 2006 (final submission). This obligation will be enforced through the typical City of Austin boundary street review at time of Final Plat.
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.
10. This Restrictive Covenant may be executed in any number of counterparts, each of which is deemed to be an original, and all of which are identical.

EXECUTED to be effective as of the _____ day of _____, 2006.

OWNERS:

**Austin Goodnight Ranch, L.P.,
a Texas limited partnership**

By: Austin Goodnight Ranch GP LLC,
a Texas limited liability company,
its general partner

By: _____
Terry Mitchell,
Manager

Date: _____

Owner 1717 West 6th St.; Suite 410,
Address: Austin, TX 78703

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the ____ day of _____, 2006, by Terry Mitchell, Manager, of Austin Goodnight Ranch GP LLC, a Texas limited liability company, on behalf of the company, and the company acknowledged this covenant as General Partner, on behalf of Austin Goodnight Ranch, L.P., a Texas limited partnership.

Restrictive covenant
Goodnight Ranch PUD

Notary Public, State of Texas

OWNERS:

**MVE Venture, Ltd.,
a Texas limited partnership**

By: MVE Venture GP, LLC,
a Texas limited liability partnership,
its general partner

By: _____
Claude Dean Goodnight,
Member

Date: _____

Owner 4504 Congress Ave ,
Address Austin, TX 78745-1908

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the ____ day of _____, 2006, by Claude Dean Goodnight, Member of MVE Venture GP, LLC, a Texas limited liability company, on behalf of the company, and the company acknowledged this covenant as general partner, on behalf of MVE Venture, Ltd., a Texas limited partnership.

Notary Public, State of Texas

OWNERS:

**Benchmark Land & Exploration, Inc.,
a Texas corporation**

By: _____
David C. Mahn,
Secretary

Date: _____

Owner Address 6001 West Wm. Cannon, Bldg. 2,
#201
Austin, TX 78749

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the ____ day of _____, 2006, by David C. Mahn, Secretary, of Benchmark Land & Exploration, Inc., a Texas corporation, on its behalf.

Notary Public, State of Texas

OWNERS:

Austin Independent School District

By _____
Mark Williams,
President, Board of Trustees

Date _____

Owner 1111 West 6th St., Suite B-300,
Address: Austin, TX 78703

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the ____ day of _____, 2006, by Mark Williams, President of the Board of Trustees of the Austin Independent School District, on behalf of the Board and the school district

Notary Public, State of Texas

APPROVED AS TO FORM

Assistant City Attorney
City of Austin

Restrictive Covenant
Goodnight Ranch PUD



**Professional Land Surveying, Inc.
Surveying and Mapping**

Office: 512-443-1724
Fax: 512-441-6987

2807 Manchaca Road
Building One
Austin, Texas 78704

**703.254 ACRES
GOODNIGHT RANCH**

A DESCRIPTION OF 703.254 ACRES IN THE SANTIAGO DEL VALLE GRANT, TRAVIS COUNTY, TEXAS, BEING ALL OF A 175.00 ACRE TRACT DESCRIBED IN A SPECIAL WARRANTY DEED TO BENCHMARK LAND DEVELOPMENT, INC. DATED MAY 02, 2005 AND RECORDED IN DOCUMENT NO. 2005078857 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, BEING ALL OF A 0.805 ACRE TRACT (TRACT 1) AND ALL OF THE REMAINDER OF A 679.66 ACRE TRACT (TRACT 2) BOTH DESCRIBED IN A SPECIAL WARRANTY DEED TO M.V.E. VENTURE DATED DECEMBER 23, 1992 AND RECORDED IN VOLUME 11841, PAGE 1943 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, AND BEING ALL OF A 22.818 ACRE TRACT (TRACT 3) DESCRIBED IN A SPECIAL WARRANTY DEED TO M.V.E. VENTURE DATED DECEMBER 28, 1989 AND RECORDED IN VOLUME 11093, PAGE 219 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS; SAID 703.254 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" rebar found at an angle point in the west line of the said 175.00 acre tract, being the northeast corner of a 1.477 acre tract described in a deed of record under Document No. 2003115738 of the Official Public Records of Travis County, Texas, and being also an angle point in the south right-of-way line of Nuckols Crossing Road (70' right-of-way width);

THENCE along the south right-of-way line of Nuckols Crossing Road and the north line of the 175.00 acre tract, the following seven (7) courses:

1. North 27°13'23" East, a distance of 107.04 feet to a 1/2" rebar found;
2. North 36°26'26" East, a distance of 98.94 feet to a 3/4" iron pipe found, from which a 1/2" rebar found, bears North 28°08'53" East, a distance of 15.87 feet;
3. North 27°09'55" East, a distance of 1122.38 feet to a 3/4" iron pipe found, from which a 1/2" rebar found, bears South 27°26'43" West, a distance of 6.29 feet;
4. Along a curve to the right, having a radius of 136.02 feet, an arc length of 214.24 feet, and a chord which bears North 72°14'38" East, a distance of 192.77 feet to a 3/4" iron pipe found, from which a 1/2" rebar found, bears South 63°10'57" East, a distance of 13.46 feet;

5. South 62°37'40" East, a distance of 734.70 feet to a nail found in a fence post;
6. Along a curve to the left, having a radius of 990.40 feet, an arc length of 286.98 feet, and a chord which bears South 70°56'14" East, a distance of 285.97 feet to a 1/2" rebar found;
7. South 79°14'59" East, a distance of 524.60 feet to a 1/2" rebar with cap set for the northeast corner of the 175.00 acre tract, being in the north line of the 679.66 acre tract;

THENCE with the south right-of-way line of Nuckols Crossing Road and the north line of the 679.66 acre tract the following two (2) courses:

1. South 79°14'59" East, a distance of 645.80 feet to a 3/4" iron pipe found, from which a 1/2" rebar found, bears South 84°49'23" East, a distance of 5.32 feet;
2. South 85°18'25" East, a distance of 178.50 feet to a 1/2" rebar found for the southwest corner of Lot 1, Gentry Estates, a subdivision of record in Volume 75, Page 88 of the Plat Records of Travis County, Texas;

THENCE South 61°01'04" East with the north line of the 679.66 acre tract and the south line of Lot 1, Gentry Estates, a distance of 1123.29 feet to a 3/4" iron pipe found for the southeast corner of Lot 1, Gentry Estates, being the southwest corner of a 14.760 acre tract of land described in Volume 8412, Page 663 of the Deed Records of Travis County, Texas;

THENCE South 61°02'12" East with the north line of the 679.66 acre tract and the south line of the 14.760 acre tract, a distance of 549.85 feet to a 1/2" rebar found for a northeast corner of the 679.66 acre tract, being the southeast corner of the 14.760 acre tract, being also in the west line of a 236.54 acre tract of land described in Document No. 2003099256 of the Official Public Records of Travis County, Texas;

THENCE with the common line of the 679.66 acre tract and the 236.54 acre tract the following three (3) courses:

1. South 26°18'36" West, a distance of 3355.94 feet to a 1/2" iron pipe found;
2. South 27°07'04" West, a distance of 357.86 feet to a 1/2" rebar found for the southwest corner of the 236.54 acre tract;

3. South 62°41'05" East, a distance of 379.46 feet to a 1/2" rebar found for the southwest corner of the 22.818 acre tract;

THENCE North 26°18'03" East with the west line of the 22.818 acre tract and the east line of the 236.54 acre tract, a distance of 766.53 feet to a 1/2" rebar found for the northwest corner of the 22.818 acre tract, being the southwest corner of a 22.8 acre tract of land described in Volume 4866, Page 1536 of the Deed Records of Travis County, Texas, from which a 1/2" rebar with cap found, bears South 89°18'46" East, a distance of 5.56 feet;

THENCE South 63°41'20" East with the north line of the 22.818 acre tract and the south line of the 22.8 acre tract, a distance of 1246.34 feet to a 1/2" rebar found for the northeast corner of the 22.818 acre tract, being the southeast corner of the 22.8 acre tract, being also in the west right-of-way line of an apparent road;

THENCE with the east line of the 22.818 acre tract and the west line of the apparent road the following two (2) courses:

1. South 13°41'32" West, a distance of 157.59 feet to a 1/2" rebar found;
2. South 27°10'07" West, a distance of 638.82 feet to a 1/2" rebar with cap set for the southeast corner of the 22.818 acre tract, being in the north right-of-way line of Capitol View Drive (60' right-of-way width), being also the northeast corner of Lot 15-B, Resubdivision of Lots 14 & 15, Capitol View Estates, a subdivision of record in Volume 47, Page 100 of the Plat Records of Travis County, Texas;

THENCE North 62°33'37" West with the south line of the 22.818 acre tract and the north line of Lot 15-B, a distance of 561.95 feet to a 1/2" rebar found for the northwest corner of Lot 15-B, being an angle point in the east line of the 679.66 acre tract;

THENCE South 27°16'23" West with the east line of the 679.66 acre tract, the west line of the said Resubdivision of Lots 14 & 15, Capitol View Estates, the west line of Capitol View Estates, a subdivision of record in Volume 45, Page 13 of the Plat Records of Travis County, Texas, the west line of the Resubdivision of Lots 10, 11, 21, 22 & 23, Capitol View Estates, a subdivision of record in Volume 48, Page 1 of the Plat Records of Travis County, Texas, the west line of the Resubdivision of Lot 5, Capitol View Estates, a subdivision of record in Volume 55, Page 47 of the Plat Records of Travis County, Texas, and the west line of the Resubdivision of Lot 4, Capitol View Estates, a subdivision of record in Volume 58, Page 66 of the Plat

Records of Travis County, Texas, a distance of 4347.40 feet to a 1/2" rebar found in the north right-of-way line of Old Lockhart Highway (right-of-way width varies), being the southeast corner of the 679.66 acre tract;

THENCE with the north right-of-way line of Old Lockhart Highway and the south line of the 679.66 acre tract the following ten (10) courses:

1. North 52°14'14" West, a distance of 88.15 feet to a 1/2" rebar found;
2. North 41°41'09" West, a distance of 711.88 feet to a 1/2" iron pipe found;
3. North 40°58'33" West, a distance of 460.57 feet to a 1/2" rebar found;
4. North 35°38'06" West, a distance of 332.61 feet to a 1/2" iron pipe found;
5. North 38°14'16" West, a distance of 94.62 feet to a 1/2" iron pipe found;
6. North 34°52'34" West, a distance of 116.37 feet to a 1/2" iron pipe found;
7. North 36°52'03" West, a distance of 761.83 feet to a 1/2" iron pipe found;
8. North 36°04'28" West, a distance of 525.66 feet to a 3/4" iron pipe found;
9. North 37°05'20" West, a distance of 350.14 feet to a metal fence post found;
10. North 35°03'44" West, a distance of 102.42 feet to a 3/4" iron pipe found for the southeast corner of the 0.805 acre tract;

THENCE North 36°56'38" West with the north right-of-way line of Old Lockhart Highway and the south line of the 0.805 acre tract, a distance of 158.54 feet to a 3/4" iron pipe found for the southwest corner of the 0.805 acre tract, being in the south line of the 679.66 acre tract;

THENCE North 36°41'16" West with the north right-of-way line of Old Lockhart Highway and the south line of the 679.66 acre tract, a distance of 400.57 feet to a 1/2" rebar found for a southwest corner of the 679.66 acre tract, being the southeast corner of a 0.994 acre tract of land described in Volume 12478, Page 528 of the Real Property Records of Travis County, Texas;

THENCE North 28°56'17" East with the west line of the 679.66 acre tract and the east line of the 0.994 acre tract, a distance of 321.00 feet to a calculated point for the

northeast corner of the 0.994 acre tract, being a southeast corner of a 3.59 acre tract of land described in Volume 13035, Page 304 of the Real Property Records of Travis County, Texas;

THENCE with the common line of the 679.66 acre tract and the 3.59 acre tract the following two (2) courses:

1. North 28°50'57" East, a distance of 437.63 feet to a 1/2" rebar found for the northeast corner of the 3.59 acre tract;
2. North 60°15'24" West, a distance of 130.11 feet to a 1/2" rebar found for the northwest corner of the 3.59 acre tract, being an angle point in the east line of a 16.540 acre tract of land described in Volume 6127, Page 695 of the Deed Records of Travis County, Texas;

THENCE with the common line of the 679.66 acre tract and the 16.540 acre tract the following three (3) courses:

1. North 59°54'43" West, a distance of 44.13 feet to a 1/2" rebar found;
2. North 29°01'25" East, a distance of 1551.18 feet to a 3/4" iron pipe found for the northeast corner of the 16.540 acre tract;
3. North 62°41'57" West, a distance of 345.07 feet to a 1/2" iron pipe found for the northwest corner of the 16.540 acre tract, being the northeast corner of Lot 7, Block D, Perkins Park, Section One, a subdivision of record in Volume 50, Page 78 of the Plat Records of Travis County, Texas;

THENCE North 62°57'34" West with the south line of the 679.66 acre tract and the north line of Perkins Park, Section One, a distance of 310.24 feet to a 1/2" rebar found for the northwest corner of Lot 8, Block K, Perkins Park, Section One, being the northeast corner of a 6.59 acre tract of land described in Document No. 2000167421 of the Official Public Records of Travis County, Texas;

THENCE with the common line of the 679.66 acre tract and the 6.59 acre tract the following three (3) courses:

1. North 62°54'58" West, a distance of 162.11 feet to a 1" iron pipe found for the northwest corner of the 6.59 acre tract;
2. South 29°33'50" West, a distance of 963.76 feet to a 1/2" rebar with cap set;

3. South 29°33'00" West, a distance of 753.69 feet to a 1/2" rebar found in the north right-of-way line of Old Lockhart Highway, being an angle point in the southwest line of the 679.66 acre tract, being also the southwest corner of the 6.59 acre tract;

THENCE with the common right-of-way line of Old Lockhart Highway and the 679.66 acre tract the following six (6) courses:

1. North 26°32'14" West, a distance of 566.22 feet to a 1/2" rebar found;
2. North 18°08'20" West, a distance of 141.82 feet to a 1/2" rebar found;
3. North 07°42'27" East, a distance of 89.82 feet to a 1/2" rebar found;
4. North 28°37'37" East, a distance of 229.06 feet to a 1" iron pipe found;
5. North 29°33'21" East, a distance of 670.57 feet to a 3/4" iron pipe found;
6. North 30°58'10" East, a distance of 129.75 feet to a 1/2" rebar found in the south line of a 1.5 acre tract of land described in Volume 11234, Page 365 of the Real Property Records of Travis County, Texas, from which a USGS Disk found, bears North 46°17'37" West, a distance of 10.32 feet;

THENCE with the common line of the 679.66 acre tract and the 1.5 acre tract the following three (3) courses:

1. South 26°34'49" East, a distance of 11.29 feet to a 1/2" rebar found;
2. North 27°27'35" East, a distance of 172.54 feet to a 1/2" rebar found;
3. North 26°27'24" East, a distance of 211.35 feet to a 1/2" rebar with cap set for the southwest corner of the 175.000 acre tract;

THENCE North 26°27'24" East with the west line of the 175.000 acre tract and the east line of the 1.5 acre tract, a distance of 16.17 feet to a 1/2" rebar found for the northeast corner of the 1.5 acre tract, being a southeast corner of a 67.95 acre tract of land described in Document No. 2002232017 of the Official Public Records of Travis County, Texas;

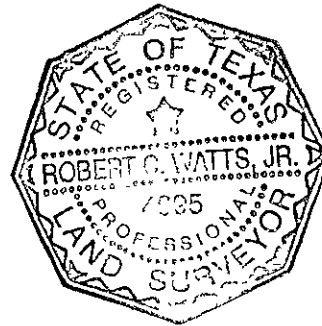
THENCE North 26°54'47" East with the west line of the 175.000 acre tract and the east line of the 67.95 acre tract, a distance of 1605.89 feet to a 1/2" rebar found for an angle point in the east line of the 67.95 acre tract, being the southeast corner of the 1.477 acre tract;

THENCE North 26°55'30" East with the west line of the 175.000 acre tract and the east line of the 1.477 acre tract, a distance of 364.88 feet to the **POINT OF BEGINNING**, containing 703.254 acres of land, more or less.

Surveyed on the ground March 16, 2005 and April 28, 2005. Bearing Basis: Grid azimuth for Texas central zone, 1983/93 HARN values from LCRA control network. Attachments: Drawing 471-001-TL.



Robert C. Watts, Jr.
Registered Professional Land Surveyor
State of Texas No. 4995



6-12-06

After Recording, Please Return to:

City of Austin

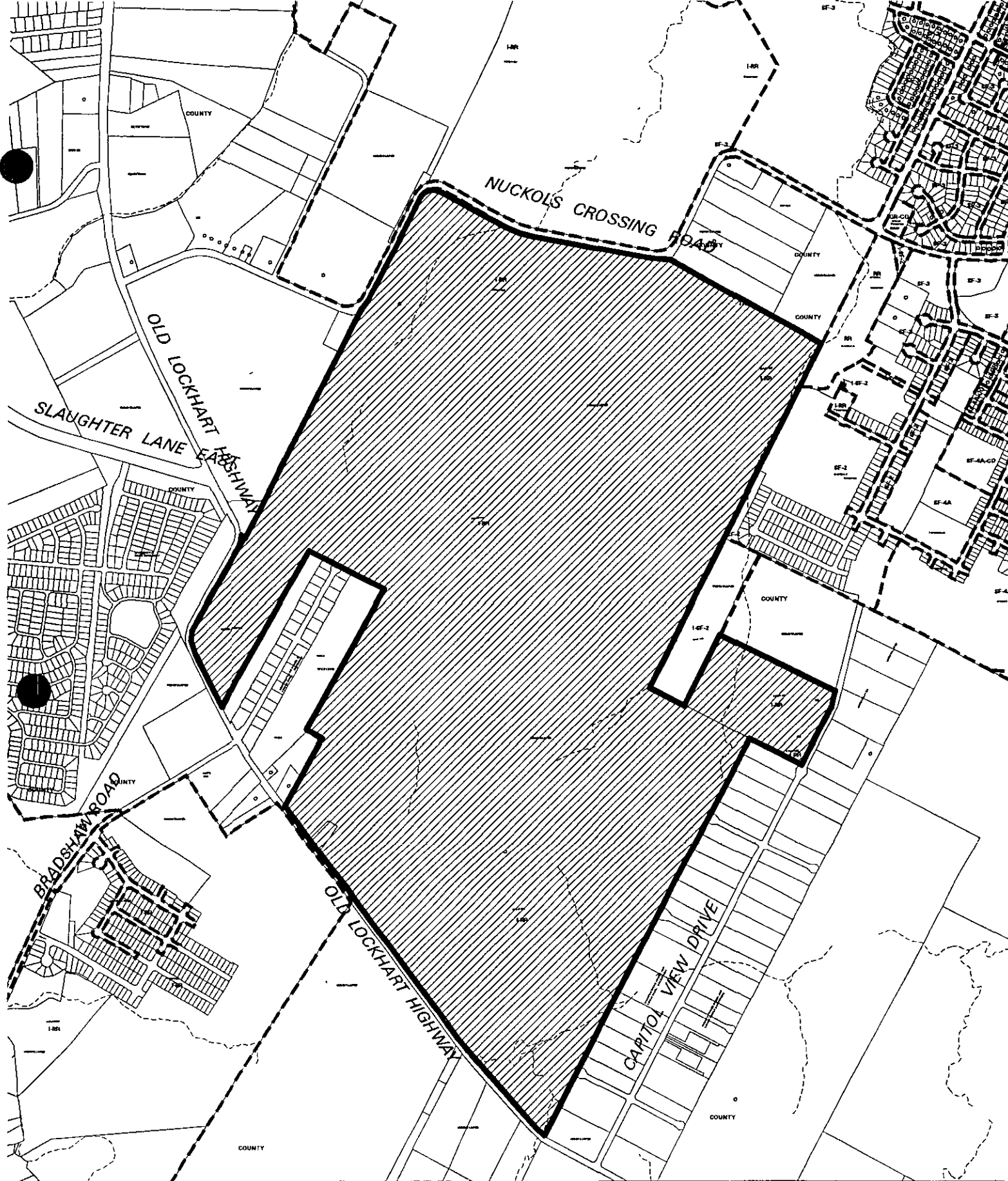
Department of Law

P. O. Box 1088

Austin, Texas 78767

Attention: Diana Minter, Legal Assistant

Restrictive Covenant
Goodnight Ranch PUD



	SUBJECT TRACT		PLANNED UNIT DEVELOPMENT		CITY GRID REFERENCE NUMBER H12
	PENDING CASE		CASE #: C814-04-0187.SH		
	ZONING BOUNDARY		ADDRESS OLD LOCKHART HWY		
	CASE MGR W WALSH		DATE 06-06		
			SUBJECT AREA (acres) 703.280		
			INTLS: SM		