

ZONING CHANGE REVIEW SHEET

CASE: C14-2019-0159 (Arboretum Lot 9)

DISTRICT: 10

ADDRESS: 9401 Arboretum Boulevard

ZONING FROM: GR, CS, CS-1

TO: GR-MU

SITE AREA: 15.20 acres (662,112 sq. ft.)

PROPERTY OWNER: GF-ARB C, Ltd. % Live Oak Gottesman

AGENT: Drenner Group, PC (Amanda Swor)

CASE MANAGER: Sherri Sirwaitis (512-974-3057, sherri.sirwaitis@austintexas.gov)

STAFF RECOMMENDATION:

Staff recommends GR-MU, Community Commercial-Mixed Use Combining District, zoning.

ZONING AND PLATTING COMMISSION ACTION / RECOMMENDATION:

February 4, 2020 - Grant Applicant's postponement to February 18, 2020

CITY COUNCIL ACTION:

February 20, 2020

ORDINANCE NUMBER:

ISSUES: N/A

CASE MANAGER COMMENTS:

The site under consideration is a 15+ acre property located at the northwest corner of North Capital of Texas Highway and Arboretum Boulevard. The property is currently an undeveloped parcel within a retail center, adjacent to a detention pond and a parking garage. The applicant is requesting a rezoning of the property from GR, CS and CS-1 zoning to GR-MU zoning to allow for mixed use development.

The staff recommends GR-MU zoning for the property in question as it meets the intent of the Community Commercial-Mixed Use Combining District. This tract of land is surrounded by commercial uses/zoning to the north, east, and west. The property fronts and takes access to an arterial roadway, Arboretum Boulevard and a state highway, North Capital of Texas Highway. Site is located on an Activity Corridor, the Arboretum Boulevard Activity Corridor, as designated in the Imagine Austin Comprehensive Plan.

The applicant agrees with the staff's recommendation.

BASIS OF RECOMMENDATION:

1. *The proposed zoning should be consistent with the purpose statement of the district sought.*

Community Commercial district is intended for office and commercial uses serving neighborhood and community needs, including both unified shopping centers and individually developed commercial sites, and typically requiring locations accessible from major traffic ways.

The purpose of a mixed use (MU) combining district is to allow office, retail, commercial, and residential uses to be combined in a single development.

2. *The proposed zoning should promote consistency and orderly planning.*

The proposed GR-MU zoning would be compatible and consistent with the adjacent uses because this tract of land is surrounded by office and commercial uses/zoning to the north, south, east, and west. The property in question is located on an Activity Corridor, the Arboretum Boulevard Activity Corridor, as designated in the Imagine Austin Comprehensive Plan.

3. *The proposed zoning should allow for a reasonable use of the property.*

The Community Commercial district would allow for a fair and reasonable use of the site. GR zoning is appropriate for this location because of the commercial character of the area.

The proposed Mixed Use Combining District will permit the applicant to develop a mixture of commercial and high density residential uses at this location with access to an arterial roadway and a highway.

EXISTING ZONING AND LAND USES:

	ZONING	LAND USES
<i>Site</i>	GR, CS, CS-1	Undeveloped Area, Pond
<i>North</i>	GR. CS, CS-1	Office, Hotel/Motel Use (Renaissance Hotel), Arboretum at Great Hills Retail Center
<i>South</i>	ROW/Highway	North Capital of Texas Highway/ Loop 360
<i>East</i>	GR. CH, CS	Restaurants (Z-Tejas, Eddie V's), Office
<i>West</i>	GR, CS	Office, Parking Garage, Restaurant (Cheesecake Factory), Arboretum at Great Hills Retail Center

NEIGHBORHOOD PLANNING AREA: N/A

TIA: Not Required

WATERSHED: Bull Creek

SCHOOLS: Austin I.S.D.

Hill Elementary School
Murchison Middle School
Anderson High School

NEIGHBORHOOD ORGANIZATIONS:

Austin Independent School District
Austin Neighborhoods Council
Bull Creek Foundation
Bike Austin
Friends of Austin Neighborhoods
Great Hills VII HOA
Long Canyon Homeowners Association
Mountain Neighborhood Association (MNA)
Neighborhood Empowerment Foundation
North Oaks Neighborhood Association
Northwest Austin Civic Association
NW Austin Neighbors
SELTEXAS
Sierra Club, Austin Regional Group
TNR BCP – Travis County Natural Resources

AREA CASE HISTORIES:

NUMBER	REQUEST	COMMISSION	CITY COUNCIL
C14-2017-0028 (Great Hills Mixed Use: 9828 Great Hills Trail and 10224 Research Boulevard)	GR, LO to CS-MU-V	10/17/17: Approved the staff's recommendation for CS-MU-V zoning, with TIA conditions (8-0, D. Breithaupt, Y. Flores and S. Trinh-absent); S. Lavani-1 st , B. Evans-2 nd .	12/14/17: Approved CS-MU-V-CO zoning on 1 st reading, with a conditional overlay to prohibit the following uses: Adult-Oriented Business, Alternative Financial Services, Automotive Rentals, Automotive Repair Services, Automotive Sales Automotive Washing (of any type), Commercial Off-Street Parking, Exterminating Services, Funeral Services, Guidance Services, Pawn Shop Services, Pedicab Storage and Dispatch, Residential Treatment, Service Station, Short-Term Rental, Urban Farm, Veterinary Services, Monument Retail Sales, Vehicle Storage, Kennels, Convenience Storage, Campground, Limited Warehousing and Distribution and Drive-in service as an accessory use to Restaurants (general) and Restaurants (limited) is prohibited within 200 feet of Jollyville Road and a public restrictive covenant for the TIA conditions/ recommendations. (9-1-1, J. Flannigan-No, E. Troxclair-off the dais); A. Alter-1 st , L. Pool-2 nd . 2/01/18: Ordinance No. 20180201-083 for general commercial services-mixed use-vertical mixed use building (CS-MU-V-CO) combining district zoning, with conditions was approved on Council Member Alter's motion, Council Member Pool's second on an 8-2 vote. Those voting aye were: Mayor

			Adler, Mayor Pro Tem Tovo, Council Members Alter, Garza, Houston, Kitchen, Pool and Renteria. Those voting nay were: Council Members Flannigan and Troxclair. Council Member Casar was off the dais.
C14-2008-0182 (North Burnet /Gateway NP Rezoning: Metric Boulevard)	Add NP designation to existing zoning	9/09/08: Approved rezoning of certain tracts to NBG-NP or NBG-H-NP, with conditions (8-0)	10/16/08: Approved NBG-NP or NBG-H-NP (7-0); 1 st reading 3/12/09: Approved NBG-NP or NBG-H-NP (6-0); 2 nd /3 rd readings
C14-05-0182 (Cox Office Supply: 10938 Research Boulevard)	SF-2 to CS	11/15/05: Approved staff's recommendation for CS-CO zoning with additional conditions prohibiting Pawn Shop Services and Adult Oriented Businesses (7-0, J. Martinez, J. Gohil-absent); K. Jackson-1 st , M. Hawthorne-2 nd .	12/15/05: Approved CS-CO, with CO to limit the site to 2,000 vtpd and prohibiting Pawn Shop Services and Adult Oriented Businesses, zoning by consent (7-0); all 3 readings
C14-01-0127	LO-CO to GR	10/30/01: Approved LR-CO zoning with the condition of a 30-foot setback for structures from the property line along Jollyville Road (7-1, D. Castaneda-Nay, N. Spelman-absent)	11/29/01: Approved LR-CO with conditions on 1 st reading (7-0) 11/29/02: Case Expired
C14-01-0092 (Grace Covenant Church: 9310 Jollyville Road)	GO-CO to GO-CO	7/31/01: Approved staff rec. of GO-CO, with CO to limit the property to 1) LO site development regulations, 2) limit trips to 2,000 per day, 3) limit FAR to a max of 0.15 to 1, 4) prohibit all GO uses except those permitted in the LO district, off-site accessory parking and secondary educational facilities and 5) provide landscape buffer of 50' along southwest property line and 10' along western and southern property line (8-0).	8/30/01: Approve GO-CO with conditions (7-0); all 3 readings

RELATED CASES:

C14-78-054 - Previous Zoning Case
 C8-78-89.01.2(85) - Subdivision Case
 C14r-83-280 – Site Plan Case

EXISTING STREET CHARACTERISTICS:

Name	ROW	Pavement	Classification	Sidewalks	Bike Route	Capital Metro (within ¼ mile)
Research Blvd (US 183)	364 ft.	340 ft.	Highway	No	Yes, shared lane	Yes
Jollyville Road	100 ft.	75 ft.	Arterial	Yes	Yes, bike lane,	Yes
Great Hills Trails	100 ft.	75 ft.	Arterial	Yes	Yes, shared lane	Yes

OTHER STAFF COMMENTS:Comprehensive Planning

The subject tract for this zoning case is located along the **Arboretum Boulevard Activity Corridor** and just outside the boundaries of the **North Burnet/Gateway Station Regional Center**, and outside the boundaries of a small area plan. This zoning case is located on the northeast corner of Arboretum Boulevard and just north of Highway 360 (Capital of Texas Highway), on a 15.2 acre parcel that is undeveloped and also contains a large detention pond. Surrounding uses includes a hotel and a shopping center to the north; to the south is Highway 360 and office and residential uses; to the east is a shopping center and office uses; and to the west are retail and office uses. The proposed use is multifamily project.

Connectivity: The property abuts Arboretum Boulevard to the west and south. The western boundary of the subject property has no public sidewalks, bike lanes or public transit stops, while the southern portion only has public sidewalks on one side of the street. Commercial and retail uses are close by but are not readily accessible by foot or bicycle because of the intermittent and incomplete public sidewalk system and the lack of bike lanes. The mobility options in the area are below average even though there are nearby neighborhood serving uses.

Imagine Austin

This project is located by the **North Burnet/Gateway Station Regional Center** to the east and abuts the **Arboretum Boulevard Activity Corridor**. Like many Imagine Austin Centers, this center is represented by a circle or globular shape that reflects the general location where the center should be located in the future. The center's actual boundaries would need to be clarified through a small area planning process.

Page 106 of Imagine Austin states: "(Activity) Corridors are characterized by a variety of activities and types of buildings located along the roadway — shopping, restaurants and

cafés, parks, schools, single-family houses, apartments, public buildings, houses of worship, mixed-use buildings, and offices. Regional Centers are intended for retail, cultural, recreational, and entertainment destinations for Central Texas and are the places where the greatest density of people and jobs and the tallest buildings in the region will be located.

The following Imagine Austin policies are applicable to this project:

- **LUT P1.** Align land use and transportation planning and decision-making to achieve a compact and connected city in line with the growth concept map.
- **LUT P3.** Promote development in **compact centers, communities, or along corridors** that are connected by roads and transit that are designed to encourage walking and bicycling, and reduce health care, housing and transportation costs.
- **HN P10.** Create **complete neighborhoods** across Austin that have a mix of housing types and land uses, affordable housing and transportation options, and access to schools, retail, employment, community services, and parks and recreation options.

Based upon this property being situated along an **Activity Corridor**, which supports multifamily and mixed use; and the Imagine Austin policies referenced above that supports a variety of development that is designed to encourage walking and bicycling, this project appears to partially support the policies of Imagine Austin.

Environmental

The site is located over the Edwards Aquifer Recharge Zone. The site is in the Bull Creek Watershed of the Colorado River Basin, which is classified as a Water Supply Suburban Watershed by Chapter 25-8 of the City's Land Development Code. It is in the Drinking Water Protection Zone.

Under the current Ordinance No. 84-0202-K regulations, development or redevelopment on this site is subject to that approved with the original zoning site plan (C14R-83-280).

According to floodplain maps there is no floodplain within or adjacent to the project location.

Standard landscaping and tree protection will be required in accordance with the Ordinance requirements for all development and/or redevelopment.

At this time, site specific information is unavailable regarding vegetation, areas of steep slope, or other environmental features such as bluffs, springs, canyon rimrock, caves, sinkholes, and wetlands.

Site Plan

Site plans will be required for any new development other than single-family or duplex residential.

Any development which occurs in an SF-6 or less restrictive zoning district which is located 540 feet or less from property in an SF-5 or more restrictive zoning district will be subject to compatibility development regulations.

Any new development is subject to Subchapter E. Design Standards and Mixed Use.
Additional comments will be made when the site plan is submitted.

FYI: Additional design regulations will be enforced at the time a site plan is submitted.

COMPATIBILITY STANDARDS

The site is subject to compatibility standards due to proximity of SF-3 zoning to the south.

The following standards apply:

- No structure in excess of two stories or 30 feet in height may be constructed within 50 feet of the property line.
- No structure in excess of three stories or 40 feet in height may be constructed within 100 feet of the property line.
- For a structure more than 100 feet but not more than 300 feet from property zoned SF-5 or more restrictive, height limitation is 40 feet plus one foot for each 10 feet of distance in excess of 100 feet from the property zoned SF-5 or more restrictive.
- For a structure more than 300 feet but not more than 540 feet from property zoned SF-5 or more restrictive, 60 feet plus one foot for each four feet of distance in excess of 300 feet from the property zoned SF-5 or more restrictive.
- An intensive recreational use, including a swimming pool, tennis court, ball court, or playground, may not be constructed 50 feet or less from property in an SF-5 or more restrictive zoning district.

SCENIC ROADWAYS

This site is within the Scenic Roadway Sign District. All signs must comply with Scenic Roadway Sign District regulations. Contact Viktor Auzenne at (512) 974-2941 for more information.

HILL COUNTRY ROADWAY

A large portion of the site is located within 1,000 feet of Loop 360 and within a Hill Country Roadway Corridor. The site is located within the moderate intensity zone of Loop 360. The site may be developed with the following maximum floor-to-area ratio (FAR):

<u>Slope</u>	<u>Maximum FAR</u>
0-15%	0.25
15-25%	0.10
25-35%	0.05

Except for clearing necessary to provide utilities or site access, a 100-foot vegetative buffer will be required along Loop 360. At least 40% of the site (excluding dedicated right-of-way) must be left in a natural state. The allowable height is as follows: Within 200 feet of Loop 360 the maximum height is 28 feet, and beyond 200 feet the maximum height is 40 feet.

Prior to the issuance of a building permit for the proposed use, a site plan must be approved by the Land Use Commission.

DEMOLITION AND HISTORIC RESOURCES

The applicant is responsible for requesting relocation and demolition permits once the site plan is approved. The City Historic Preservation Officer will review all proposed building demolitions and relocations prior to site plan approval. If a building meets city historic criteria, the Historic Landmark Commission may initiate a historic zoning case on the property.

FYI: This site is in the Edwards Aquifer Recharge Zone and the Edwards Aquifer Recharge verification zone.

Transportation

The ASMP calls for 94 feet of right-of-way for ARBORETUM BLVD. Additional right-of-way dedication will be required at the time of site plan. A traffic impact analysis was not required for this case because the traffic generated by the proposed zoning does not exceed the threshold of 2,000 vehicle trips per day. The adjacent street characteristics table is provided below:

Name	ROW	Pavement	Classification	Sidewalks	Bicycle Route	Capital Metro (within ¼ mile)
ARBORETUM BLVD	90'	65'	ASMP level 3	No	Yes	No
N CAPITAL OF TEXAS HWY	375'	Multiple lane divided	TxDOT Roadway	No	Yes	No

Austin Water Utility

The landowner intends to serve the site with City of Austin water and wastewater utilities. The landowner, at own expense, will be responsible for providing any water and wastewater utility improvements, offsite main extensions, utility relocations and or abandonments required by the land use. The water and wastewater utility plan must be reviewed and approved by Austin Water for compliance with City criteria and suitability for operation and maintenance.

Depending on the development plans submitted, water and or wastewater service extension requests may be required. All water and wastewater construction must be inspected by the City of Austin.

The landowner must pay the City inspection fee with the utility construction. The landowner must pay the tap and impact fee once the landowner makes an application for a City of Austin water and wastewater utility tap permit.

INDEX OF EXHIBITS TO FOLLOW

- A: Zoning Map
- B. Aerial Map
- C. Applicant's request letter

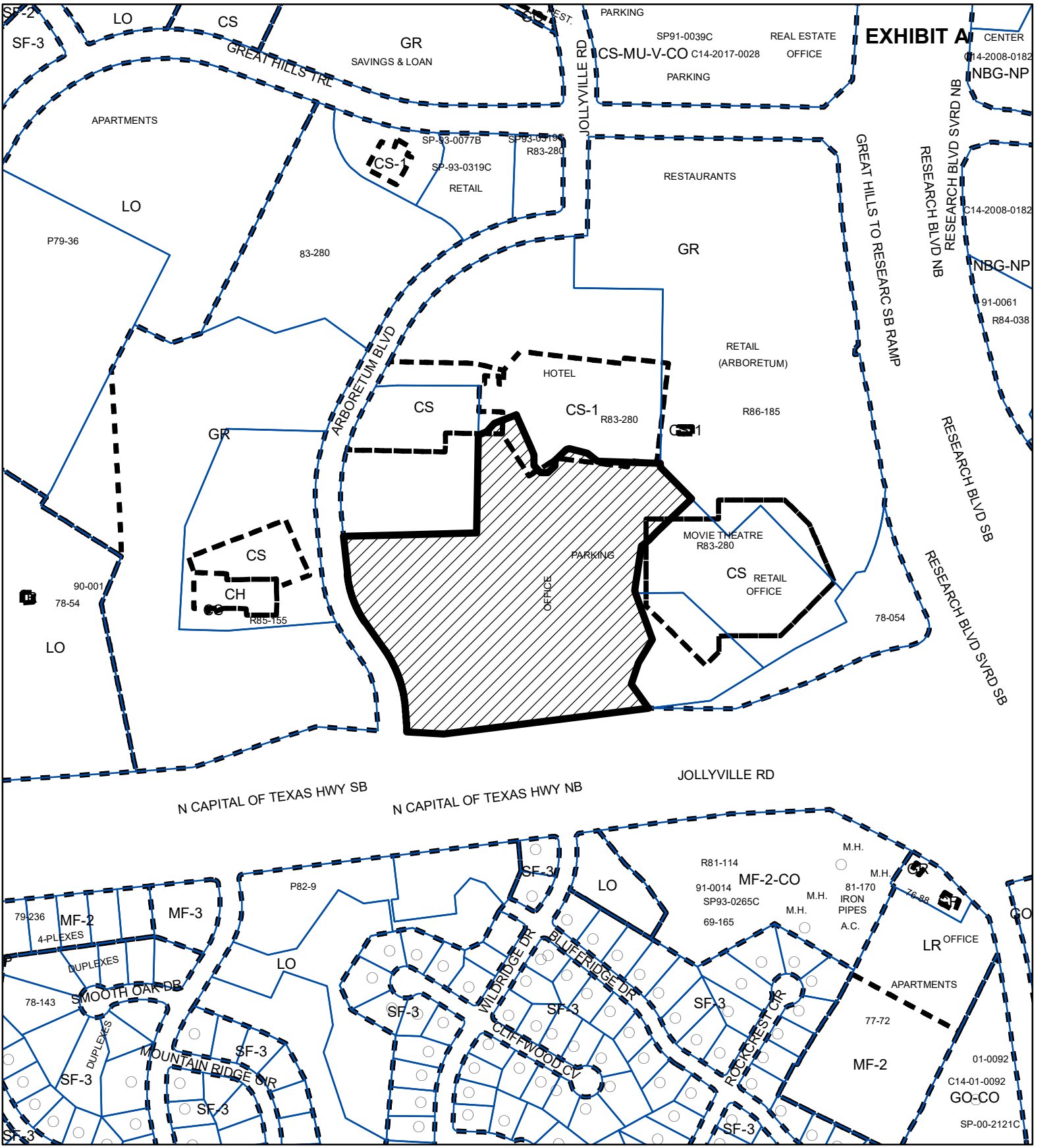





EXHIBIT A

ZONING

ZONING CASE#: C14-2019-0159



-  SUBJECT TRACT
-  PENDING CASE
-  ZONING BOUNDARY

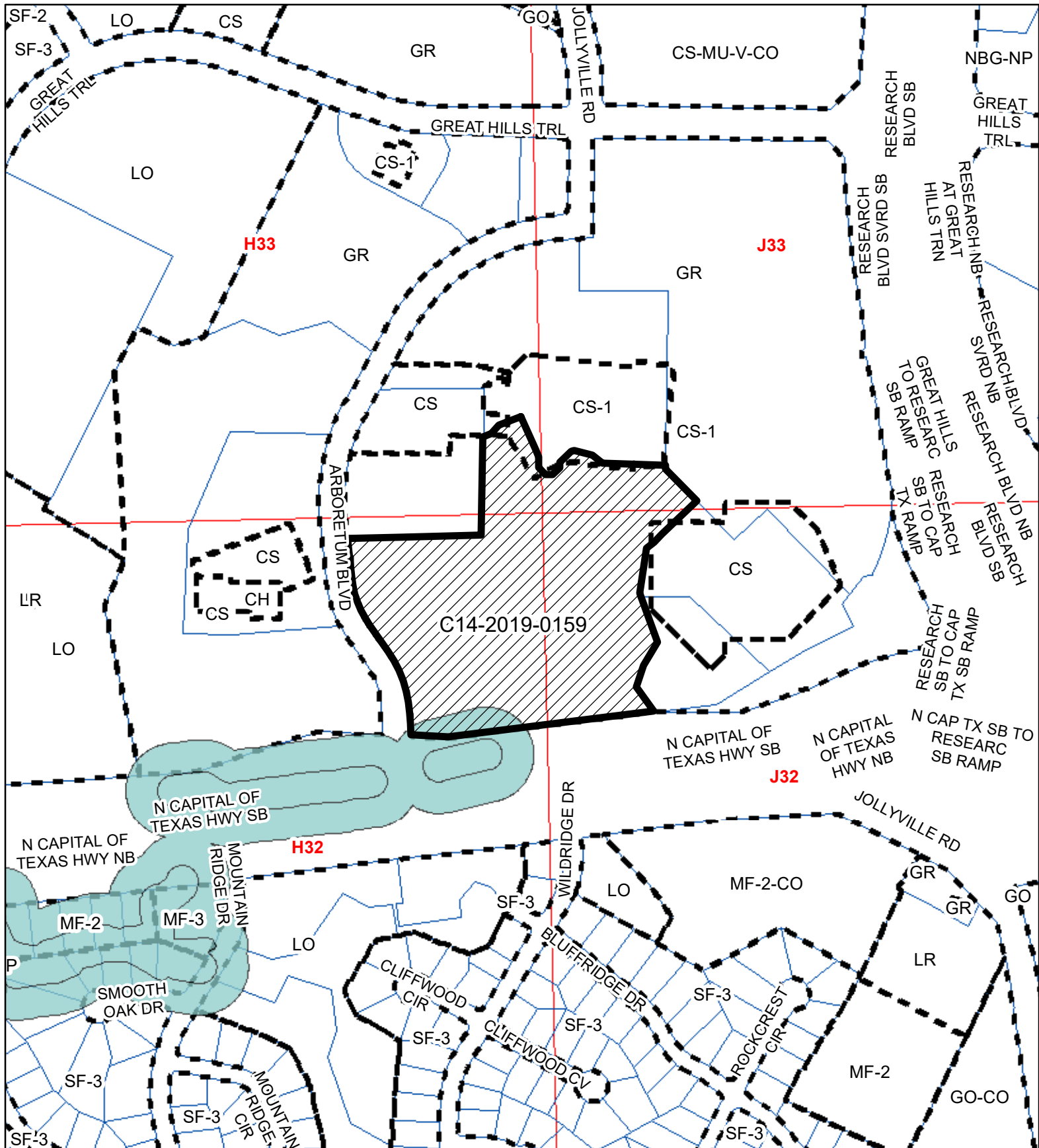
1" = 400'

This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.

This product has been produced by CTM for the sole purpose of geographic reference. No warranty is made by the City of Austin regarding specific accuracy or completeness.







Created: 12/3/2019



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-  SUBJECT TRACT
-  ZONING BOUNDARY
-  PENDING CASE
-  CREEK BUFFER

1" = 400'

Arboretum Lot 9

ZONING CASE#: C14-2019-0159
 LOCATION: 9401 Arboretum Blvd
 SUBJECT AREA: 15.2 ACRES
 GRID: H32
 MANAGER: Sherri Sirwaitis



This map has been produced by the Communications Technology Management Dept. on behalf of the Planning Development Review Dept. for the sole purpose of geographic reference. No warranty is made by the City of Austin regarding specific accuracy or completeness.



1" = 400'

- SUBJECT TRACT
- ZONING BOUNDARY
- PENDING CASE
- CREEK BUFFER

Arboretum Lot 9

ZONING CASE#: C14-2019-0159
 LOCATION: 9401 Arboretum Blvd
 SUBJECT AREA: 15.2 ACRES
 GRID: H32
 MANAGER: Sherri Sirwaitis



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DRENNER GROUP

November 27, 2019

Ms. Denise Lucas
Planning and Zoning Department
City of Austin
505 Barton Springs Road
Austin, TX 78704

Via Hand Delivery

Re: Arboretum Lot 9 – Zoning application for the 15.20-acre piece of property known as Arboretum Lot 9, located at 9401 Arboretum Boulevard in the City of Austin, Travis County, Texas (the “Property”).

Dear Ms. Lucas:

As representatives of the owner of the Property, we respectfully submit the enclosed zoning application for 9401 Arboretum Boulevard. The project located in the full purpose jurisdiction of the City of Austin and consists of 15.20 acres. The Property is located at the northeast corner of Arboretum Boulevard and Capital of Texas Highway Loop 360 and Property is currently undeveloped. The majority of the Property is zoned GR, Community Commercial, with small portions zoned CS, General Commercial Services, and CS-1, Commercial – Liquor Sales, see enclosed zoning map. The requested rezoning is from GR, CS, and CS-1 to GR-MU, Community Commercial – Mixed Use, zoning district.

The existing zoning was established via ordinance 781102-H and case number C14-78-054. A zoning site plan was approved for the Property via City of Austin case number C14r-83-280. This rezoning will amend this tract from the existing zoning site plan per ordinances 840202-K and 940609-L. These ordinances are enclosed with this application package.

The Property is not located with a City of Austin neighborhood planning area; therefore, the Property does not have a Future Land Use Map designation and a Neighborhood Plan Amendment is not required. A Traffic Impact Analysis (“TIA”) has been waived via a TIA waiver from Amber Mitchell, dated May 22, 2019 with the note that a TIA determination will be deferred until the time of site development permit, when land use mix and intensities have been finalized.

Please let me know if you or your team members require additional information or have any questions. Thank you for your time and attention to this project.

Very truly yours,

A handwritten signature in black ink that reads "Amanda Swor". The signature is written in a cursive, flowing style.

Amanda Swor
Drenner Group

cc: Sherri Sirwaitis, Planning and Zoning Department (*via electronic delivery*)
Joi Harden, Planning and Zoning Department (*via electronic delivery*)

RESTRICTIVE COVENANT

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THE STATE OF TEXAS §
COUNTY OF TRAVIS §

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WHEREAS, CROW-GOTTESMAN-SHAFER #1, a Texas Limited Partnership, and TRAMMELL CROW COMPANY #30, a Texas Limited Partnership, are the owners of the following described property, to-wit:

Tract I of Great Hills Commercial Three, a subdivision in Travis County, Texas, according to the map or plat thereof recorded in Volume 77, Page 302-304, Plat Records of Travis County, Texas, and being more fully described by metes and bounds in "Exhibit A" attached hereto and made a part hereof.

WHEREAS, Crow-Gottesman-Shafer #1 and Trammell Crow Company #30 and the City of Austin have agreed that the above described property should be impressed with certain covenants and restrictions running with the land and desire to set forth such agreement in writing:

NOW, THEREFORE, CROW-GOTTESMAN-SHAFER #1 and TRAMMELL CROW COMPANY #30, (both hereinafter called "Crow"), for and in consideration of One and No/100 Dollars (\$1.00) and other good and valuable consideration in hand to the undersigned paid by the City of Austin, the receipt of which is hereby acknowledged, do hereby agree with respect to said property described above and below, such agreement to be deemed and considered as a covenant running with the land, and which shall be binding on them, their successors and assigns, as follows, to-wit:

1. It is anticipated that one or more of the office buildings to be constructed on the above referenced tract will contain financial institutions. These uses are allowed under the "GR" General Retail zoning currently existing on the property. Nevertheless, at such time as each office building is leased, should it be determined by Crow that "GR" zoning is not needed for the building, then the zoning for the building will be rezoned to "O" Office zoning. The goal here is for the use and the zoning of the buildings to be consistent in order to insure that site-generated traffic for the project does not exceed the scope of the City-approved Traffic Impact Analysis (including the January 3, 1984 Addendum) for the Arboretum at Great Hills.

REAL PROPERTY RECORDS
Travis County, Texas

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2. The area on the site that is reserved for a Conservation Area will be rezoned to an appropriate zoning category that will preclude its use for commercial or residential facilities, when the Principal Roadway Area site plan as required by Zoning Ordinance is approved. The size of the area is approximately 30 acres, and is shown on the attached site plan attached hereto as "Exhibit B".

3. Crow will assist the Balcones Civic Association to reduce traffic through their neighborhood by working with the State Department of Highways and Public Transportation and the City of Austin to close the Loop 360 median at Mountain Ridge Drive, opening a median at Chula Vista and signalizing it, modifying the median at Wildridge Drive so that only left turns off Loop 360 southbound can be made. When construction on U.S. 183 begins, this median at Wildridge will also be closed. Crow will pay for these improvements. In addition, Crow will participate in the funding for the other improvements to boundary streets as enumerated in the Traffic Impact Analysis and its addendums.

4. The proposed five-story building adjacent to Great Hills Trail, as shown on "Exhibit B" attached hereto, will be shifted as close to the internal ring road as possible, within the design guidelines of the project.

5. Crow may request a plus-or-minus 10 per cent change on the 178,000 existing retail square footage as the retail design is finalized, to a maximum additional retail square footage of 17,800 square feet ($178,000 \times 10\% = 17,800$ square feet). If City Staff does not want to approve the change administratively, Crow will go through Planning Commission and/or City Council as applicable under standard City processes for review.

6. Crow will plan and construct a pedestrianway within the Conservation Area. Representatives of the Balcones Civic Association and the Great Hills Neighborhood Association will be invited to participate in the design process.

7. Crow will make every reasonable effort to make a meeting room available to the Balcones Civic Association and the Great Hills Neighborhood Association for their regularly scheduled meetings, if it does not burden the paid tenants of the buildings.

If any person, persons, corporation or entity of any other character shall violate or attempt to violate the foregoing agreement and covenant, it shall be lawful for the City of Austin, a municipal corporation, its successors and assigns, to prosecute proceedings at law, or in equity,

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against said person, or entity violating or attempting to violate such agreement or covenant and to prevent said person or entity from violating or attempting to violate such agreement or covenant.

If any part or provision of this agreement or covenant herein contained shall be declared invalid, by judgment or court order, the same shall in nowise affect any of the provisions of this agreement, and such remaining portion of this agreement shall remain in full force and effect.

The failure at any time to enforce this agreement by the City of Austin, its successors and assigns, whether any violations hereof are known or not, shall not constitute a waiver or estoppel of the right to do so.

This agreement may be modified, amended or terminated only by joint action of both (a) the majority of the members of the City Council of the City of Austin, or such other governing body as may succeed the City Council of the City of Austin, and (b) by the owners of the above described property at the time of such modification, amendment or termination.

EXECUTED, this the 2nd day of February, 1984.

TRAMMELL CROW COMPANY NO. 30,
a Texas Limited Partnership

CROW-GOTTESMAN-SHAFER #1,
a Texas Limited Partnership

By [Signature]
Trammell S. Crow
General Partner

By [Signature]
Sanford L. Gottesman
Managing General Partner

THE STATE OF TEXAS §
COUNTY OF TRAVIS §

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared Sanford L. Gottesman, Managing General Partner of CROW-GOTTESMAN-SHAFER #1, a Texas Limited Partnership, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2nd day of Feb., 1984.



MARSHA PERRY
NOTARY PUBLIC STATE OF TEXAS
COMMISSION EXPIRES 8/2/86

[Signature] NOTARY SEAL
Notary Public in and for Travis
County, Texas.

THE STATE OF TEXAS §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared Trammell S. Crow, General Partner of TRAMMELL CROW COMPANY #30, a Texas Limited Partnership, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of Feb., 1984.

NOTARY SEAL

[Signature]
Notary Public in and for Dallas
County, Texas.

A DESCRIPTION OF A 95.26 ACRE PARCEL OF LAND BEING A PART OF THE JAMES M. MITCHELL SURVEY NO. 17, BEING A PART OF THE 1559.81 ACRE TRACT AS RECORDED IN VOLUME 5821, PAGES 714 OF THE TRAVIS COUNTY DEED RECORDS, BEING A PART OF THE SUBDIVISION KNOWN AS GREAT HILLS COMMERCIAL THREE AS RECORDED IN PLAT BOOK 77, PAGES 302-304 OF THE TRAVIS COUNTY PLAT RECORDS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

THE POINT OF BEGINNING is a found 5/8" iron pin which marks the northwest corner of the said Great Hills Commercial Three (tract one) as recorded in Plat Book 77, Pages 302-304 of the Travis County Plat Records, which point is on the south line of Great Hills Trail "B" 90 foot R.O.W. as recorded in Street Dedication Book 76, Page 135 of the Travis County Plat Records;

THENCE with the north line of Great Hills Commercial Three (tract one) being the south line of Great Hills Trail "B" R.O.W. S 70° 04' 44" E, a distance of 150.65 feet to a found 1/2" iron pin, being a point of curvature;

THENCE with a curve to the left being the north line of Great Hills Commercial Three (tract one) being the south line of Great Hills Trail "B" R.O.W. said line having a radius of 776.72 feet, an arc of 258.31 feet, a chord bearing of S 79° 41' 35" E, a chord distance of 257.13 feet to a found 1/2" iron pin, being the point of tangency;

THENCE with the north line of Great Hills Commercial Three (tract one) being the south line of Great Hills Trail "B" R.O.W. S 89° 08' 01" E, a distance of 182.66 feet to a found 1/2" iron pin;

THENCE with the north line of Great Hills Commercial Three (tract one) being the south line of Great Hills Trail "B" R.O.W. S 87° 47' 37" E, a distance of 200.06 feet to a found 5/8" iron pin;

THENCE with the north line of Great Hills Commercial Three (tract one) and the south line of Great Hills Trail "B" R.O.W. S 89° 13' 38" E, a distance of 95.46 feet to a 1/2" iron pin set to mark the point, which point is on the west line of the 100 foot Jollyville Road Vacated R.O.W. as recorded in Volume 6430, Page 1567 of the Travis County Deed Records;

THENCE with the north line of Great Hills Commercial Three (tract one) being the south line of Great Hills Trail "B" R.O.W. S 89° 12' 16" E, a distance of 112.39 feet to a found 1/2" iron pin which is on the east line of said Vacated Jollyville Road R.O.W.;

THENCE with the north line of Great Hills Commercial Three (tract one) being the south line of a 90 foot R.O.W. as recorded in Plat Book 76, Page 135 of the Travis County Plat Records, designated as Great Hills Trail "A", S 69° 14' 02" E, a distance of 660.12 feet to a 1/2" iron pin set on the curving west line of the U.S. Highway 183 R.O.W.;

THENCE with a curve to the left being the east line of Great Hills Commercial Three (tract one) being the west line of the U.S. Highway 183 R.O.W., said curving line having a radius of 3064.93 feet, arc of 755.51 feet, a chord bearing of S 08° 13' 06" E, a distance of 756.58 feet to a 1/2" iron pin set at a non-tangent point;

THENCE with the east line of Great Hills Commercial Three (tract one) being the west line of the U.S. Highway 183 R.O.W. S 05° 41' 47" E, a distance of 157.96 feet to a 1/2" iron pin set at a non-tangent point;

THENCE with a curve to the right being the east line of Great Hills Commercial Three (tract one) being the west line of the U.S. Highway 183 R.O.W., said curving line having a radius of 638.51 feet, arc of 490.73 feet, a chord bearing of $S 04^{\circ} 05' 52'' W$, a distance of 478.74 feet to $\frac{1}{8}''$ iron pin set on the north line of the Loop 360 R.O.W.;

THENCE with the south line of Great Hills Commercial Three (tract one) being the north line of the Loop 360 R.O.W. $S 80^{\circ} 35' 43'' W$, a distance of 27.21 feet to a found concrete highway monument on the east line of the Vacated Jollyville Road R.O.W.;

THENCE with the south line of Great Hills Commercial Three (tract one) being the north line of the Loop 360 R.O.W. $S 36^{\circ} 26' 25'' W$, a distance of 111.42 feet to a found $3/4''$ iron pin, on the west line of the Vacated Jollyville Road R.O.W.;

THENCE with the south line of Great Hills Commercial Three (tract one) being the north line of the Loop 360 R.O.W. $S 27^{\circ} 50' 37'' E$, a distance of 74.67 feet to a found concrete highway monument;

THENCE with the south line of Great Hills Commercial Three (tract one) being the north line of the Loop 360 R.O.W. $S 62^{\circ} 28' 57'' W$, a distance of 184.03 feet to a found concrete highway monument;

THENCE with the south line of Great Hills Commercial Three (tract one) being the north line of the Loop 360 R.O.W. $S 58^{\circ} 21' 38'' W$, a distance of 313.37 feet to a found concrete highway monument;

THENCE with the south line of Great Hills Commercial Three (tract one) being the north line of the Loop 360 R.O.W. $S 82^{\circ} 47' 54'' W$, a distance of 850.11 feet to a found concrete highway monument;

THENCE with the south line of Great Hills Commercial Three (tract one) being the north line of the Loop 360 R.O.W. $N 86^{\circ} 35' 45'' W$, a distance of 96.72 feet to a found $3/4''$ iron pin on the east line of the Chula Vista Drive R.O.W.;

THENCE with the south line of Great Hills Commercial Three (tract one) being the north line of Loop 360 R.O.W. $N 86^{\circ} 35' 45'' W$, a distance of 101.79 feet to a found $\frac{1}{8}''$ Hilti nail in stone on the west line of the Chula Vista Drive R.O.W.;

THENCE with the south line of Great Hills Commercial Three (tract one) being the north line of Loop 360 R.O.W. $N 86^{\circ} 35' 30'' W$, a distance of 208.10 feet to a found concrete highway monument;

THENCE with the south line of Great Hills Commercial Three (tract one) being the north line of Loop 360 R.O.W. $S 71^{\circ} 33' 26'' W$, a distance of 409.75 feet to a found concrete highway monument;

THENCE with the south line of Great Hills Commercial Three (tract one) being the north line of the Loop 360 R.O.W. $S 86^{\circ} 04' 55'' W$, a distance of 160.22 feet to a $\frac{1}{8}''$ iron pin set on the east line of the proposed Great Hills Commercial Two (tract three) as recorded in Volume 5821, Page 714 of the Travis County Deed Records;

THENCE with the west line of Great Hills Commercial Three (tract one) being the east line of said Great Hills Commercial Two (tract three) $N 11^{\circ} 42' 17'' W$, a distance of 100.00 feet to a found 60d nail;

Trammell-Carr
Great Hills Commercial Three (tract one)
95.26 Acre Tract

FN 673 (JFW)
January 17, 1983
EH&A Job No. 3100-01

THENCE with the west line of Great Hills Commercial Three (tract one) being the east line of said Great Hills Commercial Two (tract three) N 22° 49' 03" E, a distance of 163.13 feet to a found 3/4" iron pin on the south line of the vacated R.O.W. for Mountain Ridge Drive as recorded in Volume 6430, Page 1562 of the Travis County Deed Records;

THENCE with the south line of Great Hills Commercial Three (tract one) being the north line of said Great Hills Commercial Two (tract three) N 57° 43' 59" W, a distance of 300.77 feet to a 1/2" iron pin set for angle point on said line;

THENCE with the west line of Great Hills Commercial Three (tract one), being the east line of said Great Hills Commercial Two (tract three) N 32° 17' 42" E, a distance of 30.02 feet to a found 1/2" iron pin;

THENCE with the west line of Great Hills Commercial Three (tract one) being the east line of Great Hills Commercial Three (tract four) N 32° 17' 42" E, a distance of 29.98 feet to a found 1/2" iron pin.

THENCE with the west line of Great Hills Commercial Three (tract one), being the east line of Great Hills Commercial Three (tract four) N 26° 46' 33" E, a distance of 584.40 feet to a found 1/2" iron pin;

THENCE with the west line of Great Hills Commercial Three (tract one), being the east line of Great Hills Commercial three (tract four) S 63° 13' 07" E, a distance of 130.01 feet to a found 1/2" Hiltl nail in rock;

THENCE with the west line of Great Hills Commercial Three (tract one) being the east line of Great Hills Commercial Three (tract four) N 71° 45' 47" E, a distance of 98.98 feet to a found 1/2" iron pin;

THENCE with the west line of Great Hills Commercial Three (tract one) being the east line of Great Hills Commercial Three (tract four) N 26° 45' 10" E, a distance of 819.08 feet to the POINT OF BEGINNING, and containing 95.26 acres, more or less.

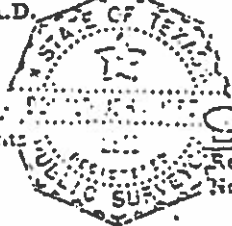
THE STATE OF TEXAS |
 |
COUNTY OF TRAVIS |

KNOW ALL MEN BY THESE PRESENTS:

That I, Donald Kirby, a Registered Public Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and that the property described herein was determined by a survey made on the ground under my direction and supervision.

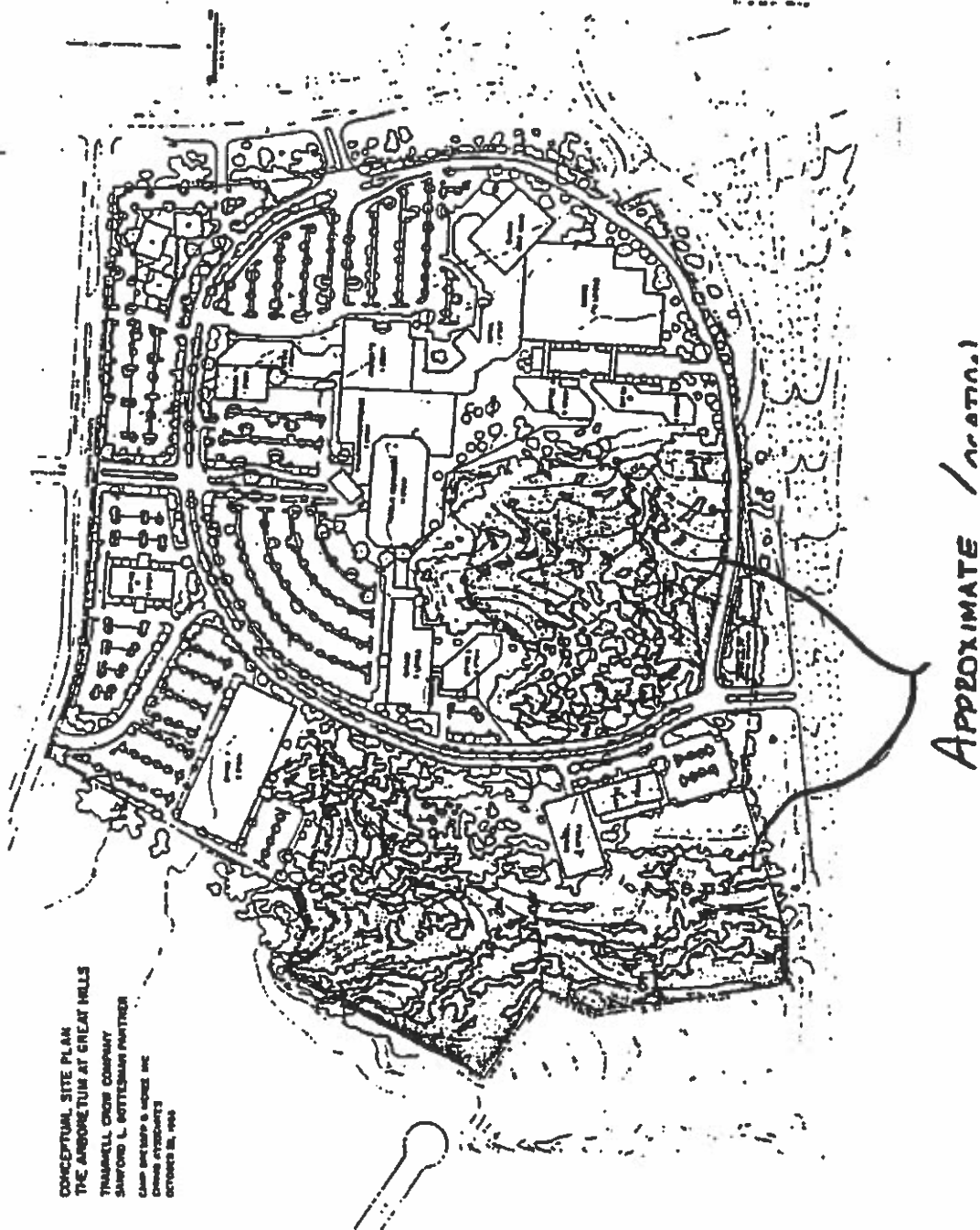
WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the
19 day of January, 1983, A.D.

ESPEY, HUSTON & ASSOCIATES, D.C.
Engineering & Environmental Consultants
P.O. Box 519
Austin, Texas 78727



Donald Kirby
Registered Public Surveyor
No. 2505 - State of Texas

09846 0085



CONCEPTUAL SITE PLAN
THE ARBORETUM AT GREAT HILLS
THAMMILL CROW COMPANY
SAUNDERS L. BOTTLEMAN PARTNER
CLUB MOUNTAIN & LODGE, INC.
CHINA SPRING, TEXAS
OCTOBER 1986

RECORDERS MEMORANDUM:

At the time of recording, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All documents, exhibits and changes were present at the time the instrument was filed and recorded.

STEWART TITLE AUSTIN, INC.
812 San Antonio St.
Austin, Texas 78701

National Closing Div.
GF#: Arboretum
Attn: Dana

RETURN TO: STC

FILED

AUG 22 4 42 PM '86

Doris Thompson
COUNTY CLERK
TRAVIS COUNTY, TEXAS

STATE OF TEXAS COUNTY OF TRAVIS
I hereby certify that this instrument was FILED on
the date and at the time stated herein by me, and
was duly RECORDED, in the Volume and Page of the
Recorded RECORDS of Travis County, Texas as

AUG 22 1986



Doris Thompson
COUNTY CLERK
TRAVIS COUNTY, TEXAS

TOTAL P. 08

09846 0086

FILM CODE

00005173202

**AMENDMENT TO RESTRICTIVE COVENANT
FOR
Zoning File No.: C14r-83-280**

Owners:	SECURITY PACIFIC NATIONAL TRUST COMPANY,	3:23 PM 6157	1	23.00 IND)
	SCAO # 1, LTD.,		1	07/25/94
	CONTINUUM CROW-ARBORETUM, LTD.,	3:23 PM 6157	1	5.00 RECI
	ARBORETUM A & B ASSOCIATES,		1	07/25/94
	CONNECTICUT GENERAL LIFE INSURANCE COMPANY,	3:23 PM 6157	1	1.00 SEC
CTF AUSTIN CORPORATION,		1	07/25/94	
POINT PARTNERS 93 LTD.,				
GF-ARB C, LTD.,				
<i>[the above mentioned Owners being hereinafter referred to in the Amendment as the "Current Property Owners"]</i>				

Owner's Address: c/o Trammell Crow Central Texas, Inc.,
301 Congress Avenue, Suite 1300, P.O. Box 2176, Austin, Texas, 78768-2176

City: The City of Austin, a home-rule city, municipal corporation and political subdivision of the State of Texas, in Travis County, Texas.

City Council: The City Council of the City of Austin.

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

RECITALS

WHEREAS, CROW-GOTTESMAN-SHAFER # 1, a Texas limited partnership, and TRAMMELL CROW COMPANY # 30, a Texas limited partnership, *[hereinafter referred to in this Amendment as the "Original Property Owners"]* were the previous owners of that certain real property generally known as the Arboretum development, located in the City of Austin, Travis County, Texas, as more particularly described in Zoning File No. C14r-83-280, as follows:

Tract I of Great Hills Commercial Three, a subdivision in Travis County, Texas, according to the map or plat of record in Plat Book 77, Pages 302-304, of the Plat Records of Travis County, Texas, as being more particularly described by metes and bounds in the "Exhibit A" attached and incorporated to the Original Restrictive Covenant recorded in the Deed Records of Travis County, Texas, at Volume 9846, beginning at Page 0080, *[hereinafter referred to in this Amendment as the "Property"]*; and,

WHEREAS, the Original Property Owners, as the sole owners of the Property, imposed certain restrictions and covenants on the Property by the Original Restrictive Covenant recorded in the Deed Records of Travis County, Texas, at Volume 9846, beginning at Page 0080, *[hereinafter referred to in this Amendment as the "Original Restrictive Covenant"]*; and,

WHEREAS, the Original Restrictive Covenant provided that the covenant could be modified, amended, or terminated only by joint action of both (a) a majority of the members of the City Council and (b) the Owners of the Property at the time of such modification, amendment or termination; and,

WHEREAS, the Current Property Owners are the sole and current owners of the Property described in this Amendment, on the date of this Amendment, and desire to amend the Original Restrictive Covenant; and,

WHEREAS, the Current Property Owners, as the sole and current owners of the Property, and the City Council of the City of Austin agreed said Original Restrictive Covenant should be amended for the purpose of imposing modified restrictions and conditions for the future development of the Property

NOW, THEREFORE, for and in consideration of the premises and mutual promises, covenants, and agreements hereinafter set forth, the CITY OF AUSTIN and Current Property Owners agree as follows:

1. Paragraph No. 5 of the Original Restrictive Covenant is amended to read as follows:
 5. Development of that portion of the Property identified as Lot 6, Resubdivision of Lot 2 of the Arboretum at Great Hills Subdivision, according to the map or plat of record in Plat Book 86, Pages 63A-63C of the Plat Records of Travis County, Texas, comprised of approximately 20.8511 acres of land, shall not exceed a maximum of 220,000 square feet of gross floor area.
2. The Original Restrictive Covenant is not amended, modified, or terminated by this Amendment except as expressly provided in this Amendment. Each and every one of the terms, conditions, and provisions of the Original Restrictive Covenant, as set forth in the Original Restrictive Covenant or as amended by this Amendment, shall continue in full force and effect for the remaining balance of the Property on and after the effective date of this Amendment.
3. The City Manager, or his designee, shall execute, on behalf of the City, this Amendment to Restrictive Covenant for Zoning File No.: C14r-83-280 as authorized by the City Council of the City of Austin. This Amendment to Restrictive Covenant for Zoning File No.: C14r-83-280 shall be filed in the Deed Records of Travis County, Texas, which will amend the document of record at Volume 09846, beginning at Page 0080, for the Property, generally known as the Arboretum development, located in the City of Austin, Travis County, Texas.

[SEE FOLLOWING PAGES FOR PROPER SIGNATURES AND ACKNOWLEDGEMENTS]

**BANKAMERICA NATIONAL TRUST COMPANY AS SUCCESSOR TRUSTEE TO SECURITY
PACIFIC NATIONAL TRUST COMPANY (NEW YORK), BY TRANSAMERICA OCCIDENTAL
LIFE INSURANCE COMPANY AS SERVICING AGENT**

By: Lennart H. Walin
Lennart H. Walin
Investment Officer

Date: June 1, 1994.

ACKNOWLEDGEMENT

**THE STATE OF CALIFORNIA >
COUNTY OF LOS ANGELES >**

This instrument was acknowledged before me on this the 1 day of June, 1994, by **LENNART H. WALIN** as **INVESTMENT OFFICER** of **BANKAMERICA NATIONAL TRUST COMPANY AS SUCCESSOR TRUSTEE TO SECURITY PACIFIC NATIONAL TRUST COMPANY (NEW YORK), BY TRANSAMERICA OCCIDENTAL LIFE INSURANCE COMPANY AS SERVICING AGENT**, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said **BANKAMERICA NATIONAL TRUST COMPANY AS SUCCESSOR TRUSTEE TO SECURITY PACIFIC NATIONAL TRUST COMPANY (NEW YORK), BY TRANSAMERICA OCCIDENTAL LIFE INSURANCE COMPANY AS SERVICING AGENT**, and that as said person and officer was duly authorized to execute the same as the act of said **BANKAMERICA NATIONAL TRUST COMPANY AS SUCCESSOR TRUSTEE TO SECURITY PACIFIC NATIONAL TRUST COMPANY (NEW YORK), BY TRANSAMERICA OCCIDENTAL LIFE INSURANCE COMPANY AS SERVICING AGENT**, for the purposes and consideration therein, expressed, and in the capacity therein stated.

Stanley C. Elman
Notary Public Signature

Stanley C. Elman
Stanley C. Elman
My Commission Expires: 5/30/95



REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

12235 1214

SCAO # 1, LTD.,

BY: *Sanford L. Gottesman*

Date: June 6, 1994.

Print Name: Sanford L. Gottesman

Print Title: General Partner

ACKNOWLEDGEMENT

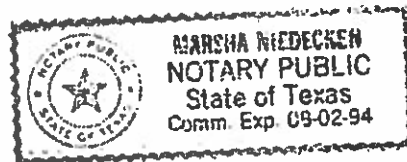
THE STATE OF Texas
COUNTY OF Travis

§
§

This instrument was acknowledged before me on this the 6 day of June, 1994, by Sanford L. Gottesman, as General Partner of SCAO # 1, a Texas limited partnership, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said SCAO # 1, and that as said person and officer was duly authorized to execute the same as the act of said SCAO # 1, for the purposes and consideration therein, expressed, and in the capacity therein stated.

Marsha Niedecken
Notary Public Signature

MARSHA Niedecken
Type or Print Name of Notary
My Commission Expires: 8-2-94



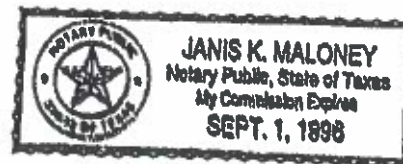
CONTINUUM CROW-ARBORETUM, LTD.,

BY: *John L. Westermann III*Date: May 16, 1994.Print Name: John L. Westermann IIIPrint Title: CFO**ACKNOWLEDGEMENT**THE STATE OF Texas
COUNTY OF Travis§
§

This instrument was acknowledged before me on this the 16th day of May, 1994, by John L. Westermann III as Chief Financial Officer of CONTINUUM CROW-ARBORETUM, LTD., a Delaware Corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said CONTINUUM CROW-ARBORETUM, LTD., and that as said person and officer was duly authorized to execute the same as the act of said CONTINUUM CROW-ARBORETUM, LTD., for the purposes and consideration therein, expressed, and in the capacity therein stated.

Janis K. Maloney
Notary Public Signature

Janis K. Maloney
Type or Print Name of Notary
My Commission Expires: 9/1/96



ARBORETUM A & B ASSOCIATES,
by: Crow-Gottesman-Blanco #2 Limited Partnership

BY: *Sanford L. Gottesman*
Sanford L. Gottesman

Date: June 6, 1994, 1994.

Print Name: _____

Print Title: Managing General Partner

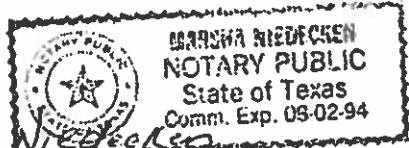
ACKNOWLEDGEMENT

THE STATE OF Texas
COUNTY OF Travis

§
§

This instrument was acknowledged before me on this the 6 day of June, 1994,
by Sanford L. Gottesman as MGP of Crow-Gottesman-Blanco #2, of ARBORETUM A
& B ASSOCIATES, a Texas Limited Partnership, known to me to be the person and
officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act
of the said ARBORETUM A & B ASSOCIATES, and that as said person and officer was duly authorized to
execute the same as the act of said ARBORETUM A & B ASSOCIATES, for the purposes and consideration
therein, expressed, and in the capacity therein stated.

Marsha Niedecken
Notary Public Signature


Marsha Niedecken
Type or Print Name of Notary
My Commission Expires: 8-2-94

CONNECTICUT GENERAL LIFE INSURANCE COMPANY,

BY: [Signature]
Print Name: THOMAS W. JOHNSON
Print Title: Vice President

Date: MAY 31, 1994.

ACKNOWLEDGEMENT

THE STATE OF CT
COUNTY OF Hartford

§
§

This instrument was acknowledged before me on this the 31 day of May, 1994, by THOMAS W. JOHNSON, as Vice President of CONNECTICUT GENERAL LIFE INSURANCE COMPANY, a CONNECTICUT CORPORATION, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said CONNECTICUT GENERAL LIFE INSURANCE COMPANY, and that as said person and officer was duly authorized to execute the same as the act of said CONNECTICUT GENERAL LIFE INSURANCE COMPANY, for the purposes and consideration therein, expressed, and in the capacity therein stated.

[Signature]
Notary Public Signature

SUSAN M. GINSBERG
Type or Print Name of Notary
My Commission Expires: 9-30-97

SUSAN M. GINSBERG
NOTARY PUBLIC
MY COMMISSION EXPIRES SEPT. 30, 1997



CTF AUSTIN CORPORATION,

BY:



Date: June 1, 1994.

Print Name: Robert W. Olesen

Print Title: Vice President

ACKNOWLEDGEMENT

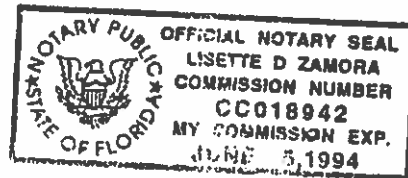
THE STATE OF Florida
COUNTY OF Dade

§
§

This instrument was acknowledged before me on this the 1st day of June, 1994, by Robert W. Olesen, as Vice President of CTF AUSTIN CORPORATION, a Delaware corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said CTF AUSTIN CORPORATION, and that as said person and officer was duly authorized to execute the same as the act of said CTF AUSTIN CORPORATION, for the purposes and consideration therein, expressed, and in the capacity therein stated.


Notary Public Signature

Lisette D. Zamora
Type or Print Name of Notary
My Commission Expires: 6-6-94



REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

12235 1219

POINT PARTNERS 93 LTD.,

By: Crow GB #10, Inc., General Partner

BY: *Sanford L. Gottesman*

Date: *June 6,* 1994.

Print Name: Sanford L. Gottesman

Print Title: President

ACKNOWLEDGEMENT

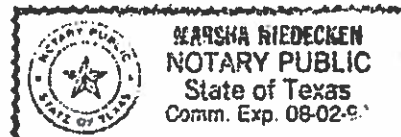
THE STATE OF Texas
COUNTY OF Travis

§
§

This instrument was acknowledged before me on this the 6 day of June, 1994, by Sanford L. Gottesman, as President of Crow GB #10, Inc. / General Partner of POINT PARTNERS 93 LTD., a Texas limited partnership, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said POINT PARTNERS 93 LTD., and that as said person and officer was duly authorized to execute the same as the act of said POINT PARTNERS 93 LTD., for the purposes and consideration therein, expressed, and in the capacity therein stated.

Marsha Niedecken

Notary Public Signature



Type or Print Name of Notary
My Commission Expires: 8-2-95

MARSHA Niedecken

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

12235 1220

GF-ARB C, LTD.,

By: ORI, INC., its general partner

BY: *Sanford L. Gottesman*

Date: *June 6,* 1994.

Print Name: Sanford L. Gottesman

Print Title: President

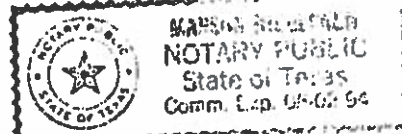
ACKNOWLEDGEMENT

THE STATE OF Texas
COUNTY OF Travis

§
§

This instrument was acknowledged before me on this the 6 day of June, 1994, by Sanford L. Gottesman, as Pres. of ORI, Inc., General Partner of GF-ARB C, LTD., a Texas limited partnership, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said GF-ARB C, LTD., and that as said person and officer was duly authorized to execute the same as the act of said GF-ARB C, LTD., for the purposes and consideration therein, expressed, and in the capacity therein stated.

Marsha Niedeker
Notary Public Signature



Type or Print Name of Notary
My Commission Expires: 8-2-94
Marsha Niedeker

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

12235 1221

CITY OF AUSTIN:

BY:


Jim Smith
Acting Administrator For Development Services
City of Austin

Date: 6/16, 1994.

CITY OF AUSTIN ACKNOWLEDGEMENT

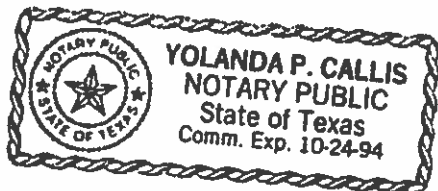
THE STATE OF TEXAS
COUNTY OF TRAVIS

§
§

This instrument was acknowledged before me on this the 11th day of June, 1994, by Jim Smith, Acting Administrator For Development Services, of the City of Austin, a municipal corporation, on behalf of said municipal corporation.


Notary Public Signature

Type or Print Name of Notary
My Commission Expires: _____



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

JUL 25 1994




COUNTY CLERK
TRAVIS COUNTY, TEXAS

FILED
94 JUL 25 PM 3:20
DANA L. BLOND
COUNTY CLERK
TRAVIS COUNTY, TEXAS

AFTER RECORDING, PLEASE RETURN TO:
CITY OF AUSTIN
DEPARTMENT OF LAW
P. O. BOX 1088
AUSTIN, TEXAS 78767
ATTENTION: JOE JIMENEZ, LEGAL ASSISTANT

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

Page 11 of 11

12235 1222