

ORDINANCE NO. 02-06-25-A

AN ORDINANCE OF THE VILLAGE OF BEE CAVE, TEXAS, AMENDING THE COMPREHENSIVE ZONING ORDINANCE AND MAP, ORDINANCE NO. 01-08-14A (ADOPTED ON AUGUST 14, 2001), AS HERETOFORE AMENDED, SO AS TO GRANT A PLANNED DEVELOPMENT DISTRICT FOR APPROXIMATELY 111 ACRE TRACT OF LAND MORE PARTICULARLY DESCRIBED IN EXHIBIT "A" ATTACHED; APPROVING A CONCEPT PLAN, ATTACHED AS EXHIBIT "B"; PROVIDING SPECIAL DEVELOPMENT STANDARDS AND CONDITIONS, ATTACHED AS EXHIBIT "C"; ; PROVIDING A SEVERABILITY CLAUSE; PROVIDING FOR A PENALTY OF A FINE NOT TO EXCEED THE SUM OF TWO THOUSAND DOLLARS (\$2,000.00) FOR EACH OFFENSE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Planning and Zoning Commission of the Village of Bee Cave and the Board of Aldermen of the Village of Bee Cave, in compliance with the laws of the State of Texas with reference to the granting of zoning classifications and changes, have given the requisite notices by publication and otherwise, and have held due hearings and afforded a full and fair hearing to all property owners generally and to all persons interested and situated in the affected area and in the vicinity thereof, and the Board of Aldermen of the Village of Bee Cave is of the opinion and finds that said zoning change should be granted and that the Comprehensive Zoning Ordinance and Map should be amended as set forth herein.

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE VILLAGE OF BEE CAVE, TEXAS:

SECTION 1. That the Comprehensive Zoning Ordinance and Map of the Village of Bee Cave, Texas, be and the same are hereby, amended so as to grant a Planned Development District for a mixed-use development project within the TC – Town Center – district, for that certain tract of real property ("Property") consisting of approximately 111 acres, and described in Exhibit " A" attached hereto and made a part hereof for all purposes. The Property shall be a Planned Development District pursuant to, and subject to compliance with, the terms and conditions of Section 14.127 of the Zoning Ordinance.

SECTION 2. That the concept plan for this Planned Development District is attached hereto as Exhibit "B" and made a part hereof for all purposes, and the same is hereby approved for said Planned Development District as required by Chapter 14, Section 14.127, of the Comprehensive Zoning Ordinance of the Village of Bee Cave, Texas. Any proposed use or development depicted on the concept plan shall not be deemed authorized or approved by the Village of Bee Cave until a final site plan is approved for such use and/or development in accordance with the terms and conditions of

EXHIBIT "C"
Planned Development Standards

The following development standards shall be permitted within this Planned Development. To the extent that any of the following development standards expressly conflict with the development standards applicable to the TC- Town Center Base Zoning District, the following shall control. All development activity undertaken on the Property, must comply with the development standards for said TC-Town Center Base Zoning District, as modified herein, and with all other Village zoning, subdivision and construction codes and requirements.

1. Building Height

Height limits for Buildings constructed on the Property shall be in accordance with the following:

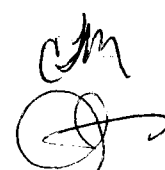
- a. Anchor Tenant (as shown on the Concept Plan) Use: Sixty feet (60');
- b. Retail (other than Anchor Tenant)/Restaurant/Entertainment (other than Motion Picture Theatre {Indoor}) Use: Forty feet (40');
- c. Hotel Use: Sixty feet (60');
- d. Office Use: Fifty feet (50');
- e. Motion Picture Theatre (Indoor) Use: Sixty feet (60'); and
- f. Other Uses Not Listed Above: Fifty feet (50').

The height of any building or other improvement shall be determined in accordance with the methodology for calculating same which is set forth in Section 14.135 of the Code of Ordinances, with the stipulation that, if any side of a building spans a linear distance greater than or equal to four hundred feet (400'), then the height of such building shall be calculated as if such building were multiple buildings demarcated by dividing the side or sides of the building into equal segments each with a length of no less than two hundred feet (200') and drawing a line from the dividing points through to the opposite side of the building. In addition to the foregoing, parapet walls, mechanical or safety features (including fire towers, stairways, elevator penthouses, heating or cooling equipment in protective covers) that are screened from view by parapet walls and ornamental towers, cupolas, domes and spires that are not designed for occupancy may exceed the referenced height limit by ten percent (10%) for all buildings other than those constructed in connection with any Motion Picture Theatre use on the Property.

2. Building Floor Area

The maximum gross floor area of buildings to be constructed in this Planned Development, exclusive of public gathering space areas, shall not exceed two million, two hundred eighty thousand (2,280,000) gross square feet of floor area, which shall be allocated among use categories as follows (all are expressed in square feet of gross floor area):

- a. Retail/Restaurant/Other Uses – One million three hundred and fifty thousand (1,350,000) square feet;
- b. Motion Picture Theatre (Indoor) Uses – Sixty-five thousand (65,000) square feet;
- c. Hotel Uses – Three hundred and fifty thousand (350,000) square feet;
- d. Office – Five hundred thousand (500,000) square feet;



- e. Municipal Uses – Fifteen Thousand (15,000) square feet;

Parking structures ancillary to, and servicing only, the above uses shall be permitted, but shall not exceed a total of six thousand (6,000) parking spaces.

In addition to the above, an accessory building housing heating, ventilation, air conditioning and other mechanical equipment servicing only the Property may be constructed on the Property provided same (i) is shown on an amended concept plan which is approved by the Village and (ii) would not result in any portion of the Property being in violation of the Village's Code of Ordinances. No other buildings may be constructed in this Planned Development, nor shall any other uses be made of the buildings constructed in this Planned Development other than as shown on the Concept Plan and the detailed site plan required for the Planned Development. For purposes of this Ordinance, the category in which a specific use falls shall be determined by reference to Section 14.130 of the Village's Code of Ordinances. For mixed-use buildings, the predominant use of a building shall determine in which of the use categories a building is placed for calculating compliance with the foregoing. For instance, if a three-story office building is proposed for construction in this Planned Development and such building contains ground floor retail uses, the entire building will be deemed to be an office building for purposes of this Ordinance. Notwithstanding the foregoing, if the mall areas shown on the Concept Plan are enclosed, as opposed to being "open-air", such mall areas shall not be included in the calculation of maximum square footage of gross floor area of the retail/restaurant buildings adjacent thereto. However, such mall areas shall be subject to all other limitations and requirements set forth in the Village's Code of Ordinances including, without limitation, all applicable limitations on allowable impervious cover.

3. **Shared Parking / Minimum Parking Ratios**

In recognition of the mixed-use nature of this Planned Development, and the complimentary nature of the uses to be included in the Planned Development, parking may be shared between uses. As such, minimum parking requirements for the Planned Development shall be as follows:

- a. Retail/Restaurant Uses – Four (4) parking spaces per one thousand (1,000) square feet of gross floor area, or any portion thereof;
- b. Hotel Uses – One-half (0.5) parking space per guest room;
- c. Cinema Uses – Four hundred (400) parking spaces per sixty-five thousand (65,000) square feet of gross floor area, or any portion thereof;
- d. Office Uses – Two (2) parking spaces per one thousand (1,000) square feet of gross floor area, or any portion thereof; and
- e. Parking requirements for any use not listed above shall be in accordance with Chapter 14, Zoning, of the Village of Bee Cave Code of Ordinances.

The maximum number of parking spaces on the Property shall be 7,500, which includes surface spaces and spaces located in parking structures.

4. **Permitted Uses**

Uses permitted within this Planned Development shall be in accordance with the uses allowed in the TC – Town Center – zoning district, except as provided below:

- a. The following conditional uses shall be permitted as a matter of right:
 - (1) Check Cashing Service
 - (2) Kiosk (providing a service)



- (3) Locksmith
 - (4) Bike Sales and/or Repair (provided no outside display or storage shall be allowed)
 - (5) Department Store
 - (6) Food or Grocery Store
 - (7) Garden Shop (Inside Storage)
 - (8) Pharmacy
 - (9) Retail Shop and General Retail Stores
 - (10) Auto Financing & Leasing (Indoor)
 - (11) Amusement Devices/Arcade (Four or More Devices)
 - (12) Child Day Care (Business)
- b. Parking structures for up to 6,000 spaces and constructed for the purpose of meeting the parking requirements for permitted uses – shall be permitted by right;
 - c. No residential uses shall be permitted in this Planned Development or on the Property; and
 - d. A Contractor's Temporary On-Site Construction Office may be placed on the Property provided the approval of the Village Administrator is first obtained as to the size, location, and duration of the stay of such temporary office.

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TABLE OF CONTENTS

- B - 1 CONCEPT PLAN
- B - 2 EXISTING CONDITIONS PLAN
- B - 3 TREE SURVEY PLAN
- B - 4 TREE LEGEND
- B - 5 LAND SURVEY

CONCEPT PLAN
TABLE OF CONTENTS

PROJECT:
HILL COUNTRY GALLERIA
114.67 ACRES SITUATED IN THE W.P.
W.P. MOORE SURVEY NO. 555, ABSTRACT NO. 557
THE JOHN HOBSON SURVEY 527, ABSTRACT NO. 307
AND THE JAMES SWISHER SURVEY NO. 152
ABSTRACT NO. 691 TRAVIS COUNTY, TEXAS

OWNER:
ROBERT BALDWIN
BALDWIN PROPERTIES, LTD.
P.O. BOX 1526
AUSTIN, TEXAS 78767

ARCHITECT:
PAGE SOUTHERLAND PAGE, LLP
606 WEST AVE.
AUSTIN, TEXAS 78701

DATE:
JUNE 10, 2002

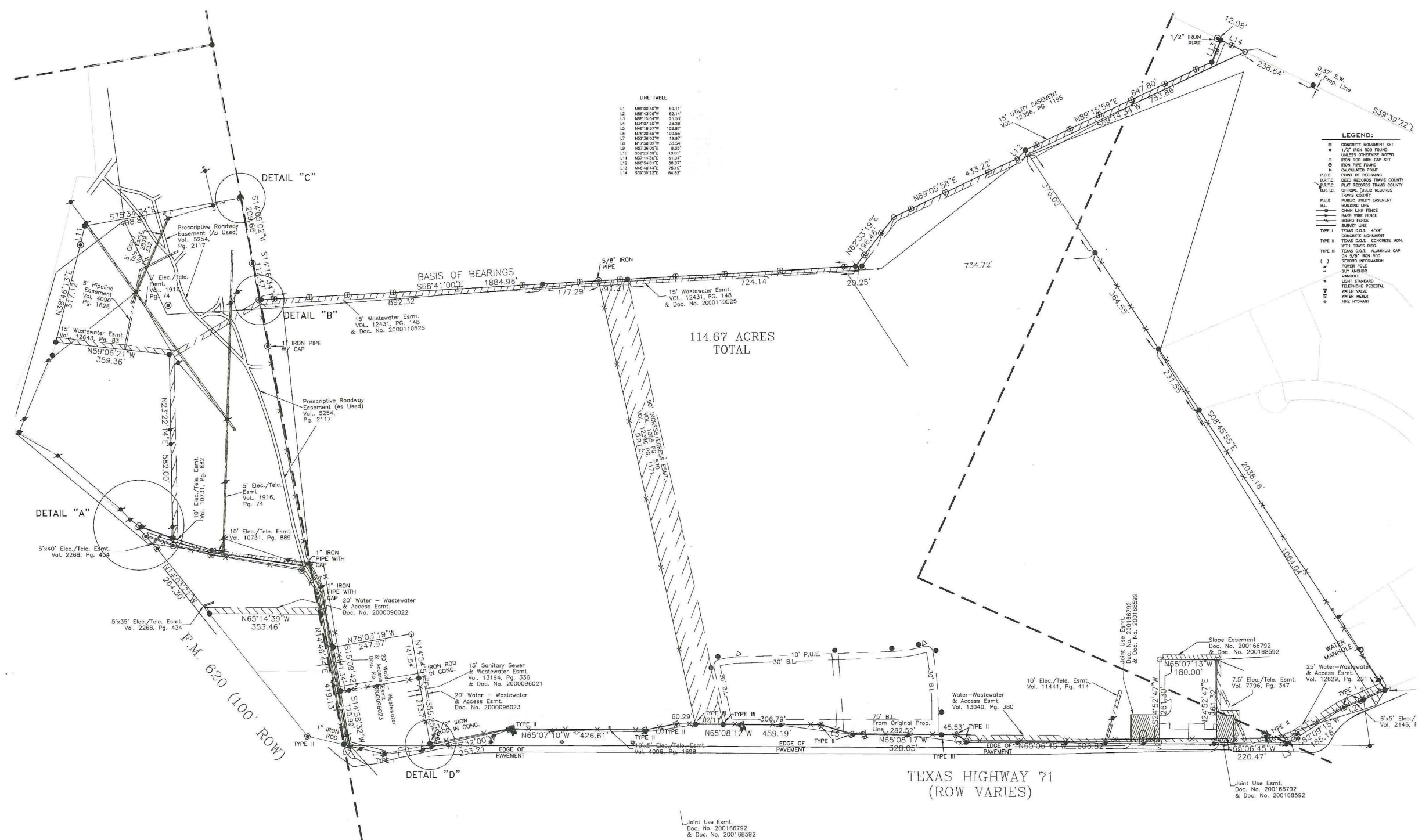
H I L L C O U N T R Y G A L L E R I A

LPC
LINCOLN PROPERTY COMPANY



EXHIBIT
B

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LINE TABLE

L1	N89°07'30\"/>	80.11'
L2	N89°07'30\"/>	25.14'
L3	N89°07'30\"/>	25.33'
L4	N89°07'30\"/>	25.39'
L5	N48°18'57\"/>	102.87'
L6	N75°02'00\"/>	103.85'
L7	N52°38'03\"/>	19.87'
L8	N75°02'00\"/>	28.54'
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L13	N48°42'42\"/>	75.10'
L14	N39°39'22\"/>	64.82'

- LEGEND:
- CONCRETE MONUMENT SET
 - 1/2" IRON ROD FOUND
 - UNLESS OTHERWISE NOTED
 - IRON ROD WITH CAP SET
 - IRON PIPE FOUND
 - CALCULATED POINT
 - P.B. POINT OF BEGINNING
 - D.A.C. DEED RECORDS TRAVIS COUNTY
 - P.L.C. PLAT RECORDS TRAVIS COUNTY
 - D.A.C. OFFICIAL PUBLIC RECORDS
 - TRAVIS COUNTY PUBLIC UTILITY EASEMENT
 - BL. BUILDING LINE
 - CHAIN LINK FENCE
 - BARS WIRE FENCE
 - BOARD FENCE
 - SURVEY LINE
 - TYPE I TENS 3.0" 4"x4" CONCRETE MONUMENT WITH BRASS DISC
 - TYPE II TENS 3.0" 4"x4" ALUMINUM CAP ON 3/8" IRON ROD RECORD INFORMATION
 - POWER POLE
 - 2" ANCHOR MANHOLE
 - LIGHT STANDBY
 - TELEPHONE PEDestal
 - WATER METER
 - FIRE HYDRANT

H I L L C O U N T R Y G A L L E R I A

L P C
LINCOLN PROPERTY COMPANY

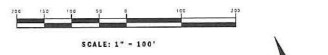
ALL DIMENSIONS ARE APPROXIMATE.

ARCHITECTURAL DESIGN WILL COMPLY WITH THE COMPREHENSIVE PLAN OF THE VILLAGE OF BEE CAVE, TEXAS.

BUILDING HEIGHTS SHALL BE IN ACCORDANCE WITH EXHIBIT C PLANNED DEVELOPMENT STANDARDS OF THE PD ZONING ORDINANCE FOR THIS PROPERTY.

THE SURVEY INFORMATION CONTAINED HEREIN WAS OBTAINED FROM VARA LAND SURVEYING PLAT NO. 01-003-85.

EXISTING CONDITIONS PLAN



PROJECT:
HILL COUNTRY GALLERIA
114.67 ACRES SITUATED IN THE W.P.
W.P. MOORE SURVEY NO. 525, ABSTRACT NO. 557
THE JOHN HOBSON SURVEY 527, ABSTRACT NO. 367
AND THE JAMES SWISHER SURVEY NO. 152
ABSTRACT NO. 691 TRAVIS COUNTY, TEXAS

OWNER:
ROBERT BALDWIN
BALDWIN PROPERTIES, LTD.
P.O. BOX 1526
AUSTIN, TEXAS 78767

ARCHITECT:
PAGE SOUTHERLAND PAGE, LLP
506 WEST AVE.
AUSTIN, TEXAS 78701

DATE:
JUNE 10, 2002

EXHIBIT
B-2

Handwritten signatures and initials in blue ink.



LINE TABLE

L1	N89°02'00\"/>	80.11'
L2	N89°43'30\"/>	82.14'
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L6	N79°29'30\"/>	100.55'
L7	N52°38'03\"/>	18.87'
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L13	N40°49'44\"/>	75.10'
L14	S39°39'22\"/>	84.82'

- LEGEND:
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 - 1/2" IRON ROD FOUND UNLESS OTHERWISE NOTED
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 - ⊙ IRON PIPE FOUND
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 - MANHOLE
 - LIGHT STANDARD
 - TELEPHONE POSTAL
 - WATER VALVE
 - WATER METER
 - FIRE HYDRANT

114.67 ACRES TOTAL

H I L L C O U N T R Y G A L L E R I A

L P C
LINCOLN PROPERTY COMPANY



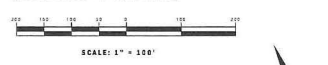
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THE SURVEY INFORMATION CONTAINED HEREIN WAS OBTAINED FROM VARA LAND SURVEYING PLAT NO. 01-003-85.

TREE SURVEY PLAN
(REFER TO EXHIBIT C-4 FOR TREE LEGEND)



PROJECT:
HILL COUNTRY GALLERIA
114.67 ACRES SITUATED IN THE W.P.
W.P. MOORE SURVEY NO. 523, ABSTRACT NO. 587
THE JOHN HOOPER SURVEY 527, ABSTRACT NO. 387
AND THE JAMES SWISHER SURVEY NO. 182
ABSTRACT NO. 681 TRAVIS COUNTY, TEXAS

OWNER:
ROBERT BALDWIN
BALDWIN PROPERTIES, LTD.
P.O. BOX 1528
AUSTIN, TEXAS 78767

ARCHITECT:
PAGE SOUTHERLAND PAGE, LLP
608 WEST AVE.
AUSTIN, TEXAS 78701

DATE:
JUNE 10, 2002

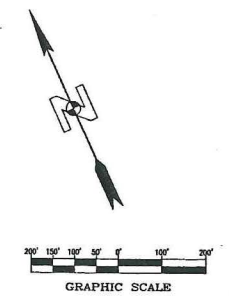
EXHIBIT
B-3

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RBB III
[Signature]

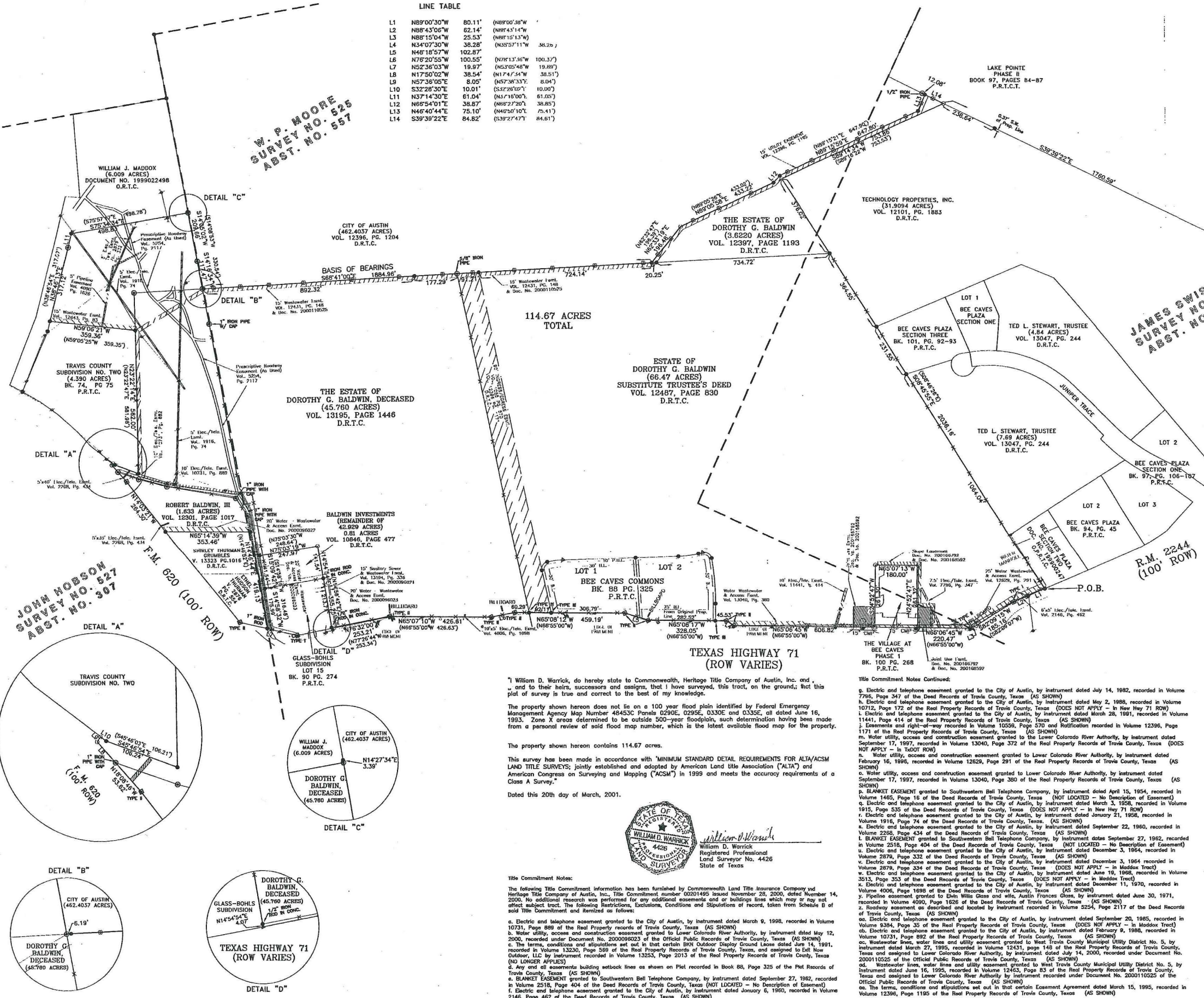
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W. P. MOORE
SURVEY NO. 525
ABST. NO. 557

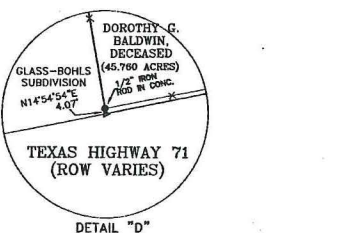
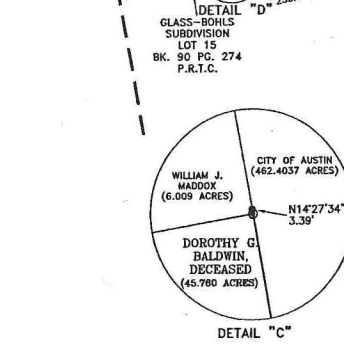
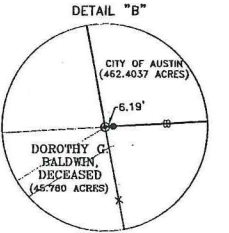
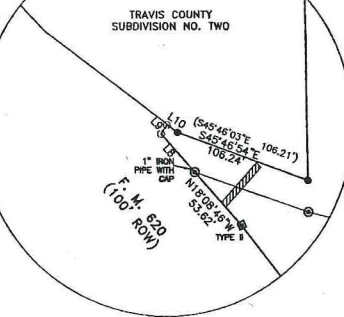


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 - WATER METER
 - FIRE HYDRANT



JOHN HOBSON
SURVEY NO. 527
ABST. NO. 307

JAMES SWISHER
SURVEY NO. 152
ABST. NO. 691



114.67 ACRES
TOTAL

ESTATE OF DOROTHY G. BALDWIN
(66.47 ACRES)
VOL. 12397, PAGE 1193
D.R.T.C.

ESTATE OF DOROTHY G. BALDWIN
SUBSTITUTE TRUSTEE'S DEED
VOL. 12487, PAGE 830
D.R.T.C.

TEXAS HIGHWAY 71
(ROW VARIES)

"I William D. Warrick, do hereby state to Commonwealth, Heritage Title Company of Austin, Inc. and to their heirs, successors and assigns, that I have surveyed, this tract, on the ground; that this plat of survey is true and correct to the best of my knowledge.

The property shown hereon does not lie on a 100 year flood plain identified by Federal Emergency Management Agency Map Number 48453C Panels 0290E, 0295E, 0330E and 0335E, all dated June 16, 1993. Zone X areas determined to be outside 500-year floodplain, such determination having been made from a personal review of said flood map number, which is the latest available flood map for the property.

The property shown hereon contains 114.67 acres.

This survey has been made in accordance with "MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS"; jointly established and adopted by American Land Title Association ("ALTA") and American Congress on Surveying and Mapping ("ACSM") in 1999 and meets the accuracy requirements of a Class A Survey."

Dated this 20th day of March, 2001.

WILLIAM D. WARRICK
4426
REGISTERED PROFESSIONAL
LAND SURVEYOR NO. 4426
STATE OF TEXAS

Title Commitment Notes:

The following Title Commitment information has been furnished by Commonwealth Land Title Insurance Company and Heritage Title Company of Austin, Inc. Title Commitment number 00201495 issued November 20, 2000, dated November 14, 2000. No additional research was performed for any additional easements and/or buildings lines which may or may not affect subject tract. The following Restrictions, Exclusions, Conditions and Stipulations of record, taken from Schedule B of said Title Commitment and itemized as follows:

a. Electric and telephone easement granted to the City of Austin, by instrument dated March 9, 1998, recorded in Volume 10731, Page 889 of the Real Property Records of Travis County, Texas. (AS SHOWN)

b. Water utility, access and construction easement granted to Lower Colorado River Authority, by instrument dated May 12, 2000, recorded under Document No. 2000098023 of the Official Public Records of Travis County, Texas. (AS SHOWN)

c. The terms, conditions and stipulations set out in that certain Bill Outdoor Display Ground Lease dated June 14, 1991, recorded in Volume 13230, Page 569 of the Real Property Records of Travis County, Texas, and assigned to Edt Now Outdoor, LLC by instrument recorded in Volume 13253, Page 2013 of the Real Property Records of Travis County, Texas (NO LONGER APPLIES)

d. Any and all easements building setback lines as shown on Plat recorded in Book 88, Page 325 of the Plat Records of Travis County, Texas. (AS SHOWN)

e. BLANKET EASEMENT granted to Southwestern Bell Telephone Company, by instrument dated September 27, 1982, recorded in Volume 2518, Page 404 of the Deed Records of Travis County, Texas (NOT LOCATED - No Description of Easement)

f. Electric and telephone easement granted to the City of Austin, by instrument dated January 6, 1990, recorded in Volume 2146, Page 482 of the Deed Records of Travis County, Texas. (AS SHOWN)

g. Electric and telephone easement granted to the City of Austin, by instrument dated July 14, 1982, recorded in Volume 7765, Page 347 of the Deed Records of Travis County, Texas. (AS SHOWN)

h. Electric and telephone easement granted to the City of Austin, by instrument dated May 2, 1988, recorded in Volume 10712, Page 172 of the Real Property Records of Travis County, Texas. (DOES NOT APPLY - In New Hwy 71 ROW)

i. Electric and telephone easement granted to the City of Austin, by instrument dated March 28, 1981, recorded in Volume 11441, Page 414 of the Real Property Records of Travis County, Texas. (AS SHOWN)

j. Easements and right-of-way recorded in Volume 10559, Page 570 and ratification recorded in Volume 12396, Page 171 of the Real Property Records of Travis County, Texas. (AS SHOWN)

k. Water utility, access and construction easement granted to the Lower Colorado River Authority, by instrument dated September 17, 1997, recorded in Volume 13040, Page 372 of the Real Property Records of Travis County, Texas. (DOES NOT APPLY - In TxDOT ROW)

l. Water utility, access and construction easement granted to Lower Colorado River Authority, by instrument dated February 16, 1998, recorded in Volume 12629, Page 291 of the Real Property Records of Travis County, Texas. (AS SHOWN)

m. Water utility, access and construction easement granted to Lower Colorado River Authority, by instrument dated September 17, 1997, recorded in Volume 13040, Page 300 of the Real Property Records of Travis County, Texas. (AS SHOWN)

n. BLANKET EASEMENT granted to Southwestern Bell Telephone Company, by instrument dated April 15, 1984, recorded in Volume 1485, Page 16 of the Deed Records of Travis County, Texas. (NOT LOCATED - No Description of Easement)

o. Electric and telephone easement granted to the City of Austin, by instrument dated March 3, 1958, recorded in Volume 1915, Page 535 of the Deed Records of Travis County, Texas. (DOES NOT APPLY - In New Hwy 71 ROW)

p. Electric and telephone easement granted to the City of Austin, by instrument dated January 21, 1958, recorded in Volume 1916, Page 74 of the Deed Records of Travis County, Texas. (AS SHOWN)

q. Electric and telephone easement granted to the City of Austin, by instrument dated September 22, 1960, recorded in Volume 2258, Page 434 of the Deed Records of Travis County, Texas. (AS SHOWN)

r. BLANKET EASEMENT granted to Southwestern Bell Telephone Company, by instrument dated September 27, 1982, recorded in Volume 2518, Page 404 of the Deed Records of Travis County, Texas. (NOT LOCATED - No Description of Easement)

s. Electric and telephone easement granted to the City of Austin, by instrument dated December 3, 1984, recorded in Volume 2879, Page 332 of the Deed Records of Travis County, Texas. (AS SHOWN)

t. Electric and telephone easement granted to the City of Austin, by instrument dated December 3, 1984, recorded in Volume 2879, Page 334 of the Deed Records of Travis County, Texas. (DOES NOT APPLY - In Madox Tract)

u. Electric and telephone easement granted to the City of Austin, by instrument dated June 19, 1968, recorded in Volume 3513, Page 353 of the Deed Records of Travis County, Texas. (DOES NOT APPLY - In Madox Tract)

v. Electric and telephone easement granted to the City of Austin, by instrument dated December 11, 1970, recorded in Volume 4006, Page 1698 of the Deed Records of Travis County, Texas. (AS SHOWN)

w. Pipeline easement granted to Edt Now Outdoor Display Ground Lease, by instrument dated June 30, 1971, recorded in Volume 4090, Page 1626 of the Deed Records of Travis County, Texas. (AS SHOWN)

x. Roadway easement as described and located by instrument recorded in Volume 5254, Page 2117 of the Deed Records of Travis County, Texas. (AS SHOWN)

aa. Electric and telephone easement granted to the City of Austin, by instrument dated September 20, 1985, recorded in Volume 5384, Page 35 of the Real Property Records of Travis County, Texas. (DOES NOT APPLY - In Madox Tract)

ab. Electric and telephone easement granted to the City of Austin, by instrument dated February 9, 1988, recorded in Volume 10731, Page 892 of the Real Property Records of Travis County, Texas. (AS SHOWN)

ac. Watermaster lines, water lines and utility easement granted to West Travis County Municipal Utility District No. 5, by instrument dated March 27, 1995, recorded in Volume 12431, Page 148 of the Real Property Records of Travis County, Texas and assigned to Lower Colorado River Authority, by instrument dated July 14, 2000, recorded under Document No. 2000110525 of the Official Public Records of Travis County, Texas. (AS SHOWN)

ad. Watermaster lines, water lines and utility easement granted to West Travis County Municipal Utility District No. 5, by instrument dated June 15, 1995, recorded in Volume 12463, Page 83 of the Real Property Records of Travis County, Texas and assigned to Lower Colorado River Authority by instrument recorded under Document No. 2000110525 of the Official Public Records of Travis County, Texas. (AS SHOWN)

ae. The terms, conditions and stipulations set out in that certain Easement Agreement dated March 15, 1995, recorded in Volume 12396, Page 1195 of the Real Property Records of Travis County, Texas. (AS SHOWN)

Title Commitment Notes Continued:

af. Water utility, access and construction easement granted to Lower Colorado River Authority, by instrument dated September 19, 1997, recorded in Volume 13040, Page 365 of the Real Property Records of Travis County, Texas. (DOES NOT APPLY - In New TxDOT ROW)

ag. As. Terms, conditions and stipulations of that certain Lease Agreement executed by and between Baldwin-Dallan Interests and Baldwin Investment Company, as Lessor, and Reagan National Advertising of Austin, Inc. as evidenced by instrument recorded in Volume 12702, Page 123 of the Real Property Records of Travis County, Texas (SEVERAL BILLBOARDS ON PROPERTY, UNABLE TO DETERMINE WHICH BILLBOARD THIS LEASE APPLIES TO)

ah. Sanitary sewer and water easement granted to JED Interests, by instrument dated March 5, 1999 recorded in Volume 13194, Page 336 of the Real Property Records of Travis County, Texas and assigned to Lower Colorado River Authority by instrument dated May 12, 2000, recorded under Document No. 2000098021 of the Official Public Records of Travis County, Texas. (AS SHOWN)

ai. Water utility, access and construction easement granted to Lower Colorado River Authority, by instrument dated May 12, 2000, recorded under Document No. 2000098022 of the Official Public Records of Travis County, Texas. (AS SHOWN)

aj. BLANKET EASEMENT granted to the City of Austin, by instrument dated December 6, 1984, recorded in Volume 8058, Page 914 of the Real Property Records of Travis County, Texas. (BLANKET EASEMENT - NOT LOCATED - No Description)

ak. The terms, conditions and stipulations set out in that certain Certificate of Adjudication filed September 15, 1988, recorded in Volume 10775, Page 260 of the Real Property Records of Travis County, Texas (NO LONGER APPLIES)

al. The terms, conditions and stipulations set out in that certain Easement Agreement dated October 3, 2000, recorded under Document No. 2000165792 of the Official Records of Travis County, Texas. (AS SHOWN)

am. Easement as set out and described in instrument dated October 10, 2000, recorded under Document No. 2000168592 of the Official Records of Travis County, Texas. (AS SHOWN)

SURVEYORS NOTE:
NUMEROUS BUILDINGS, CROSS FENCES AND FIELD ROADS EXIST IN THE INTERIOR OF THIS PROPERTY, BUT AT THE REQUEST OF THE CLIENT, WERE NOT LOCATED FOR THIS SURVEY.

PROJECT:
HILL COUNTRY GALLERIA
114.67 ACRES SITUATED IN THE W.P.
W.P. MOORE SURVEY NO. 525, ABSTRACT NO. 557
THE JOHN HOBSON SURVEY #27, ABSTRACT NO. 307
AND THE JAMES SWISHER SURVEY NO. 152
ABSTRACT NO. 691 TRAVIS COUNTY, TEXAS

OWNER:
ROBERT BALDWIN
BALDWIN PROPERTIES, LTD.
P.O. BOX 1526
AUSTIN, TEXAS 78767

ARCHITECT:
PAGE SOUTHERLAND PAGE, LLP
605 WEST AVE.
AUSTIN, TEXAS 78701

DATE:
JUNE 10, 2002

		7035 F.M. 2244 SUITE # 200 AUSTIN, TEXAS 78746 (512) 328-1340	PROJECT: VILLAGE @ BEE CAVES Boundary Survey JOB NUMBER: 01-003-85 DATE: 03-16-01 SCALE: 1"=200' SURVEYOR: WARRICK TECHNICIAN: WARRICK DRAWING: 01-003/TWS/01-003-85.DWG FIELD NOTES: 01-003-85-01 PARTY CHIEF: R. HARDWICK FIELD BOOKS: 8	SURVEY OF 114.67 ACRES SITUATED IN THE W.P. W.P. MOORE SURVEY NO. 525, ABSTRACT NO. 557 THE JOHN HOBSON SURVEY NO. 527, ABSTRACT NO.307 AND THE JAMES SWISHER SURVEY NO. 152 ABSTRACT NO. 691 TRAVIS COUNTY, TEXAS	SHEET 1 OF 1 VARA PLAT NO. 01-003-85
DATE	BY	REVISIONS			

Handwritten initials and signatures: RAB, W, and others.

Sections 14.127 and 14.111 of the Zoning Ordinance. The concept plan can only be amended in accordance with the requirements of Section 14.127(h) of the Zoning Ordinance; provided, however, that in the event a written agreement between the owner of the Property and/or its authorized designee and the Village provides a different procedure for amending the concept plan, such different procedure shall be followed.

SECTION 3. That the granting of this Planned Development District is subject to all applicable development regulations contained in the Code of Ordinances of the Village of Bee Cave, including, without limitation the Zoning Ordinance and Subdivision Ordinance as well as the following special conditions:

- a. That the Planned Development shall be constructed in accordance with the concept plan, which is attached hereto as Exhibit "B", as same may be amended from time to time in accordance with Section 2 of this ordinance, and with the detailed site plans which must be submitted, reviewed and approved as required by Sections 14.127 and 14.111 of the Zoning Ordinance prior to any development taking place on the Property;
- b. That the Planned Development on the Property must comply with the Development Standards (i) applicable to land located in the Town Center Base Zoning District as set forth in Section 14.122 of the Zoning Ordinance, as same are expressly modified by the terms of Exhibit "C" to this Ordinance; and (ii) set forth in Division 4 of the Zoning Ordinance (i.e. Section 14.131 thru and including Section 14.139 of the Village's Code of Ordinances);
- c. That the detailed site plan(s) required for any specific development on the Property, and all development shown thereon, must conform to the approved concept plan and all other ordinances of the Village and must be approved by the Board of Aldermen prior to the issuance of any permit or certificate necessary to proceed with accomplishment of the development indicated on the concept plan; and
- d. That all of the requirements of the Code of Ordinances of the Village including, without limitation, Chapter 14 (the Zoning Ordinance), and Chapter 9 (the Subdivision Ordinance), shall apply to this Planned Development and the Property, except for those requirements which are specifically modified for the Planned Development in the attached Exhibit "C".

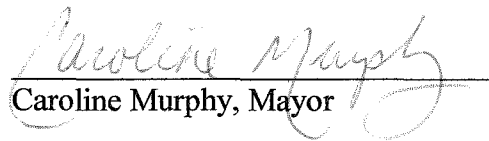
SECTION 4. That should any sentence, paragraph, subdivision, clause, phrase or section of this ordinance be adjusted or held to be unconstitutional, illegal or invalid, the same shall not affect the validity of this ordinance as a whole or any part or provision thereof, other than the part so declared to be invalid, illegal or unconstitutional, and shall not affect the validity of the Comprehensive Zoning Ordinance and Map as a whole.

SECTION 5. That any person, firm or corporation violating any of the provisions of this ordinance or the Comprehensive Zoning Ordinance, as amended hereby, shall be deemed guilty of a misdemeanor and, upon conviction in the municipal court of the Village of Bee Cave, Texas, shall be punished by a fine not to exceed the sum of two thousand dollars (\$2,000.00) for each offense, and each and every day of any such violation shall be deemed to constitute a separate offense, in accordance with Section 1.106 of the Village's Code of Ordinances.

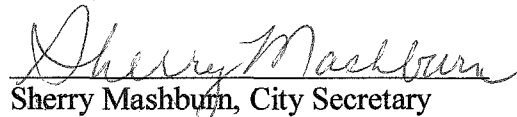
SECTION 6. That this ordinance shall take effect immediately from and after its passage and the publication of the caption.

DULY PASSED by the Board of Alderman of the Village of Bee Cave, Texas, on the 25th day of June, 2002.

APPROVED:


Caroline Murphy, Mayor

ATTEST:


Sherry Mashburn, City Secretary

[SEAL]

Exhibit A

LEGAL DESCRIPTION

An approximately 111 acre tract of land being the approximately 114 acre tract of land described on Exhibit "A-1" SAVE and EXCEPT that approximately 3.622 acre tract of land described on "A-2".

CJM
RBB III
CS

Exhibit A-1

DESCRIPTION OF A 114.67 ACRE TRACT OF LAND, SITUATED IN THE W. P. MOORE SURVEY NO. 525, ABSTRACT NO. 557, THE JAMES SWISHER SURVEY NO. 152, ABSTRACT NO. 691 AND THE JOHN HOBSON SURVEY NO. 527, ABSTRACT NO. 307, BEING ALL OF THAT CERTAIN CALLED 1.633 ACRE TRACT OF LAND DESCRIBED IN A DEED TO ROBERT BALDWIN, III OF RECORD IN VOLUME 12301, PAGE 1017 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS, BEING ALSO A PORTION OF THAT CERTAIN CALLED 45.760 ACRE TRACT OF LAND AS DESCRIBED IN A DEED TO THE ESTATE OF DOROTHY G. BALDWIN, DECEASED, OF RECORD IN VOLUME 13195, PAGE 1446 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS, BEING ALSO A PORTION OF THAT CERTAIN 66.47 ACRE TRACT OF LAND AS DESCRIBED IN A SUBSTITUTE TRUSTEE'S DEED TO THE ESTATE OF DOROTHY G. BALDWIN OF RECORD IN VOLUME 12487, PAGE 830 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS, BEING ALL OF THAT CERTAIN 3.6220 ACRE TRACT OF LAND AS DESCRIBED IN A DEED TO THE ESTATE OF DOROTHY G. BALDWIN OF RECORD IN VOLUME 12397, PAGE 1193 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS AND BEING A PORTION OF BEE CAVES COMMONS A SUBDIVISION OF RECORD IN BOOK 88, PAGE 325 OF THE PLAT RECORDS OF TRAVIS COUNTY, TEXAS, SAID 114.67 ACRE TRACT BEING DESCRIBED BY METES AND BOUNDS AS FOLLOWS;

BEGINNING at a ½ inch iron rod found for the southeast corner of the herein described tract, being also the southeast corner of said 66.47 acre tract, being also the southwest corner of Bee Caves Plaza, Section Two, a subdivision of record in Document No. 199900247 of the Official Records of Travis County, Texas and being in the north line of R.M. 2244, a 100 foot wide right-of-way;

THENCE, with the south line of the herein described tract, the south line of said 66.47 acre tract and the north line of said R.M. 2244, the following four (4) courses and distances;

1. N 89°00'30" W for a distance of 80.11 feet to a 4" x 4" Texas Department of Transportation (TxDOT) concrete monument found for an angle point,
2. N 88°43'06" W for a distance of 62.14 feet to a 4" x 4" TxDOT concrete monument found for an angle point,
3. S 82°09'15" W for a distance of 185.16 feet to a ½ inch iron rod with cap set for an angle point, and
4. N 88°15'04" W for a distance of 25.53 feet to a TxDOT concrete monument with brass cap found at the intersection of the north line of said R.M. 2244 and the north line of Texas Highway 71, a variable width right-of-way;

ym
RB/SM
[Signature]

THENCE N 65° 06' 45" W, continuing with the south line of the herein described tract and the south line of said 66.47 acre tract and with the north line of said Texas Highway 71, for a distance of 220.47 feet to a ½ inch iron rod with cap set at the southeast corner of The Village At Bee Caves, Phase 1, a subdivision of record in Book 100, Page 268 of the Plat Records of Travis County, Texas;

THENCE with the east, north and west lines of said The Village At Bee Caves, Phase 1, the south line of the herein described tract, and the south line of said 66.47 acre tract, the following three (3) courses and distances;

1. N 24°52'47" E for a distance of 261.32 feet to a ½ inch iron rod with cap set for the northeast corner of said The Village At Bee Caves;
2. N 65°07'13" W for a distance of 180.00 feet to a ½ inch iron rod with cap set for the northwest corner of said The Village At Bee Caves, and
3. S 24°52'47" W for a distance of 261.30 feet to a ½ inch iron rod with cap set for the southwest corner of said The Village At Bee Caves, and being in the north line of said Texas Highway 71;

THENCE continuing with the south line of the herein described tract, the south line of said 66.47 acre tract, and the north line of said Texas Highway 71, the following three (3) courses and distances;

1. N 65°06'45" W for a distance of 606.82 feet to a TxDOT concrete monument with brass cap found for an angle point,
2. N 34°07'30" W for a distance of 38.28 feet to a TxDOT concrete monument with brass cap found for an angle point, and
3. N 65°08'17" W, at a distance of 45.53 feet pass an iron rod with aluminum cap found, for the southeast corner of said Bee Caves Commons, for a total distance of 328.05 feet to a TxDOT concrete monument with brass cap found for an angle point;

THENCE continuing with the south line of the herein described tract and the north line of said Texas Highway 71 and with the south line of said Bee Caves Commons, the following two (2) courses and distance;

1. N 48°18'57" W for a distance of 102.87 feet to a TxDOT concrete monument with brass cap found for an angle point, and
2. N 65°08'12" W, at a distance of 306.79 pass an iron rod with aluminum cap found for the southwest corner of said Bee Caves Commons, at a distance of 398.90 feet pass an iron rod with aluminum cap found for the southwest corner of said 66.47 acre tract

CJM
RBBM
CA

and being the southeast corner of said 45.760 acre tract, for a total distance of 459.19 feet to a TxDOT concrete monument with brass cap found for an angle point;

THENCE continuing with the south line of the herein described tract and the north line of said Texas Highway 71 and with the south line of said 45.760 acre tract, the following three (3) courses and distance;

1. N 76°20'55" W for a distance of 100.55 feet to a TxDOT concrete monument with brass cap found for an angle point,
2. N 65°07'10" W for a distance of 426.61 feet to a TxDOT concrete monument with brass cap found for an angle point, and
3. N 76°32'00" W for a distance of 253.21 feet to calculated point for the southeast corner of Lot 15, Glass-Bohls Subdivision of record in Book 90, Page 274 of the Plat Records of Travis County, Texas and being an ell corner in the south line of said 45.760 acre tract;

THENCE N 14°54'54" E, with the south line of the herein described tract and the south line of said 45.760 acre tract and the east line of said Lot 15, at a distance of 4.07 feet pass a ½ inch iron rod in concrete found for reference, at a distance of 213.71 feet pass an iron rod in concrete found for the northeast corner of said Lot 15, and being the southeast corner of that certain remaining portion of 42.929 acre tract of land as described in a deed to Baldwin Investments of record in Volume 10846, Page 477 of the Deed Records of Travis County, Texas, for a total distance of 355.25 feet to a ½ inch iron rod with cap set for the northeast corner of said remaining portion of 42.929 acre tract;

THENCE N 75°03'19" W, continuing with the south line of the herein described tract and the south line of said 45.760 acre tract and with the north line of said remaining portion of 42.929 acre tract, for a distance of 247.97 feet to an iron rod with cap found for the northwest corner of said remaining portion of 42.929 acre tract;

THENCE S 15°09'42" W, continuing with the south line of the herein described tract and the south line of said 45.760 acre tract and with the west line of said remaining portion of 42.929 acre tract, for a distance of 141.54 feet to a ½ inch iron rod found for the southwest corner of said remaining portion of 42.929 acre tract and being the northwest corner of said Lot 15, Glass-Bohls Subdivision;

THENCE S 14°58'32" W, continuing with the south line of the herein described tract and the south line of said 45.760 acre tract and with the west line of said Lot 15, for a distance of 175.99 feet to a ½ inch iron rod with cap set for the southwest corner of said Lot 15 and being in the north line of said Texas Highway 71;

THENCE N 52°36'03" W, continuing with the south line of the herein described tract and the south line of said 45.760 acre tract and with the north line of said Texas Highway 71, for a distance of 19.97 feet to a 1 inch iron rod found for the most southwesterly corner of said 45.760

acre tract, being also the most southwesterly corner of the herein described tract and being the southeast corner of that certain tract of land as described in a deed to Ethel Hudson Thurman of record in Volume 2876, Page 554 of the Deed Records of Travis County, Texas;

THENCE N 14°46'44" E, with the west line of the herein described tract, the west line of said 45.760 acre tract and the east line of said Ethel Hudson Thurman tract, for a distance of 419.13 feet to a ½ inch iron rod found for the northeast corner of that certain tract of land to Shirley Thurman Grumbles of record in Volume 13323, Page 1016 of the Deed Record of Travis County, Texas and being the southeast corner of said 1.633 acre Robert Baldwin, III tract;

THENCE N 65°14'39" W, with the west line of the herein described tract, the south line of said 1.633 acre tract and the north line of said Shirley Thurman Grumbles tract, for a distance of 353.46 feet to a ½ inch iron rod found for the southwest corner of said 1.633 acre tract, being also the northwest corner of said Shirley Thurman Grumbles tract and being in the east line of F.M. 620, a 100 foot wide right-of-way;

THENCE with the west line of the herein described tract, the west line of said 1.633 acre tract and the east line of said F.M. 620, the following two (2) courses and distances;

1. N 14°03'21" W for a distance of 264.30 feet to a 4" x 4" TxDOT concrete monument found for an angle point, and
2. N 18°08'46" W for a distance of 53.62 feet to a 1 inch iron pipe with cap found for the northwest corner of said 1.633 acre tract and being an angle point in the west line of said 45.760 acre tract;

THENCE with the west line of the herein described tract, the east line of said F.M. 620 and the west line of said 45.760 acre tract, the following two (2) courses and distances;

1. N 17°50'02" W for a distance of 38.54 feet to a ½ inch iron rod with cap set for an angle point, and
2. N 57°36'05" E for a distance of 8.05 feet to a ½ inch iron rod with cap set for an angle point in the south line of Travis County Subdivision No. Two of record in Book 74, Page 75 of the Plat Records of Travis County, Texas;

THENCE with the west line of the herein described tract, the west line of said 45.760 acre tract and the south line of said Travis County Subdivision No. Two, the following two (2) courses and distances;

1. S 32°28'30" E for a distance of 10.01 feet to a ½ inch iron rod found for an angle point, and
2. S 45°46'54" E for a distance of 106.24 feet to a ½ inch iron rod found for the southeast corner of said Travis County Subdivision No. Two;

CM
R.B. III
Q

THENCE N 23°22'14" E, with the west line of the herein described tract, the west line of said 45.760 acre tract and the east line of said Travis County Subdivision No. Two, for a distance of 582.00 feet to a ½ inch iron rod found for the northeast corner of said Travis County Subdivision No. Two;

THENCE N 59°06'21" W, with the west line of the herein described tract, the west line of said 45.760 acre tract and the north line of said Travis County Subdivision No. Two, for a distance of 359.36 feet to a ½ inch iron rod found for the northwest corner of said Travis County Subdivision No. Two and being in the east line of that certain 6.009 acre tract of land as described in a deed to William J. Maddox of record in Document No. 1999022498 of the Official Records of Travis County, Texas;

THENCE with the west line of the herein described tract, the west line of said 45.760 acre tract and the east line of said 6.009 acre tract, the following two (2) courses and distances;

1. N 38°46'13" E for a distance of 317.12 feet to an iron pipe found for an angle point, and
2. N 37°14'30" E for a distance of 61.04 feet to a ½ inch iron rod found for the most northwesterly corner of said 45.760 acre tract, being also the most northwesterly corner of the herein described tract and being an ell corner in the east line of said 6.009 acre tract;

THENCE S 75°34'34" E, with the north line of the herein described tract, the north line of said 45.760 acre tract and a south line of said 6.009 acre tract, for a distance of 498.83 feet to an iron pipe found for the southeast corner of said 6.009 acre tract, being also the most northerly northeast corner of said 45.760 acre tract, being also in the west line of that certain 462.4037 acre tract of land as described in a deed to The City of Austin of record in Volume 12396, Page 1204 of the Deed Records of Travis County, Texas, being also in the east line of said John Hobson Survey No. 527 and being in the west line of said W. P. Moore Survey No. 525;

THENCE with an east line of said 45.760 acre tract, the north line of the herein described tract, the west line of said 462.4037 acre tract, the east line of said John Hobson Survey No. 527 and the west line of said W. P. Moore Survey No. 525, the following two (2) courses and distances;

1. S 14°05'02" W for a distance of 209.66 feet to an iron pipe found for an angle point, and
2. S 14°16'34" W for a distance of 117.47 feet to an iron pipe found for the southwest corner of said 462.4037 acre tract;

THENCE S 68°41'00" E, with the south line of said 462.4037 acre tract, the north line of said 45.760 acre tract and the north line of the herein described tract, at a distance of 1069.61 feet pass a 5/8 inch iron pipe found for the northeast corner of said 45.760 acre tract and being the northwest corner of said 66.47 acre tract, for a total distance of 1884.96 feet to a ½ inch iron rod found for the most westerly corner of said 3.6220 acre Estate of Dorothy G. Baldwin tract;

THENCE departing the north line of said 66.47 acre tract and with the north line of said 3.6220 acre tract, the north line of the herein described tract and the south line of said 462.4037 acre tract, the following five (5) courses and distances;

1. N 62°33'19" E for a distance of 196.48 feet to a ½ inch iron rod with cap set for an angle point,
2. N 89°05'58" E for a distance of 433.22 feet to a ½ inch iron rod found for an angle point,
3. N 66°54'01" E for a distance of 38.87 feet to a ½ inch iron rod found for an angle point,
4. N 89°15'59" E for a distance of 647.80 feet to a ½ inch iron rod found for an angle point, and
5. N 46°40'44" E for a distance of 75.10 feet to a ½ inch iron rod found for the northeast corner of the herein described tract, being also the northeast corner of said 3.622 acre tract and being in the west line of Lake Pointe, Phase II a subdivision of record in Book 97, Pages 84-87 of the Plat Records of Travis County, Texas;

THENCE S 39°39'22" E, with the east line of the herein described tract, the east line of said 3.6220 acre tract and the west line of said Lake Pointe, Phase II, for a distance of 84.82 feet to a ½ inch iron rod with cap set for the most easterly corner of said 3.6220 acre tract, being also the most easterly corner of the herein described tract and being the northeast corner of that certain 31.9094 acre tract of land as described in a deed to Technology Properties, Inc. of record in Volume 12101, Page 1883 of the Deed Records of Travis County, Texas;

THENCE S 89°14'34" W, with the south line of said 3.6220 acre tract, the north line of said 31.9094 acre tract and a south line of the herein described tract, for a distance of 753.86 feet to a ½ inch iron rod with cap set for an ell corner and being the northwest corner of said 31.9094 acre tract;

THENCE S 08°45'55" E, with the west line of said 31.9094 acre tract, the east line of said 3.6220 acre tract and the east line of the herein described tract, at a distance of 376.02 feet pass a ½ inch iron rod found for the southeast corner of said 3.6220 acre tract and being the northeast corner of said 66.47 acre tract, at a distance of 740.57 feet pass a ½ inch iron rod found for the most westerly southwest corner of said 31.9094 acre tract and being the northwest corner of Bee Caves Plaza, Section Three a subdivision of record in Book 101, Pages 92-93 of the Plat Records of Travis County, Texas, at a distance of 972.12 feet pass a ½ inch iron rod found for the southwest corner of said Bee Caves Plaza, Section Three and being the northwest corner of that certain 7.69 acre tract of land as described in a deed to Ted L. Stewart, Trustee of record in Volume 13047, Page 244 of the Deed Records of Travis County, Texas, for a total distance of 2036.16 feet to the POINT OF BEGINNING and containing 114.67 acres of land.

Exhibit A-2

FIELD NOTES FOR A 3.6220 ACRES OUT OF THE HT & B. RAILROAD COMPANY SURVEY NO. 1, THE W.P. MOORE SURVEY NO. 525 ABSTRACT NO. 557 AND THE JAMES SWISHER SURVEY NO. 152 IN TRAVIS COUNTY, TEXAS. BEING A PORTION OF A 1176.439 ACRE TRACT DESCRIBED IN VOL. 11679 PAGE 2028 DEED RECORDS OF TRAVIS COUNTY, TEXAS, SAID TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a 60D nail in a fence post found on the East line of a 466.0257 acre tract conveyed to the City of Austin in March of 1995 said point being the West corner of a 92.251 acre tract conveyed to Southwest Travis County LTD. in Vol. 11383, Page 359, Deed Records of Travis County, Texas.

THENCE S 39° 27' 47" E with the West line of said 92.251 acre tract, 169.96 feet to an iron pin found for the Northeast corner of this tract and the **POINT OF BEGINNING**.

THENCE S 39° 27' 47" E continuing with the West line of said 92.251 acre tract, 15.11 feet to an iron pin found.

THENCE S 39° 27' 47" E continuing with the West line of said 92.251 acre tract, 69.50 feet to a 10" Live Oak in the fence line for corner also being the Northeast corner of a 31.905 acre tract conveyed to Henry L. Gato in Vol. 9102, Page 845, Deed Records of Travis County, Texas for the Southeast corner of this tract.

THENCE S 89° 16' 22" W 753.53 feet to a nail in a fence corner; said point being the Northwest corner of said 31.905 Gato tract for an interior ell corner of this tract.

THENCE S 08° 41' 21" E, 376.70 feet to iron pin found; said point being in the West line of said 31.905 Gato tract; also being the Northeast corner of a 33.232 acre tract conveyed to John W. Dalton, in Vol. 11583, Page 749, Deed Records of Travis County, Texas.

THENCE N 68° 40' 51" W, with the North line of said 33.232 acre tract, passing the Northeast corner of a 28.512 acre tract conveyed to Robert B. Baldwin III, in Vol. 11583, Page 749, Deed Records of Travis County, Texas, 734.13 feet to an iron pin found.

THENCE N 68° 40' 51" W, continuing with the North line of said of said 28.512 acre Baldwin tract, 20.43 feet to an iron pin found for the West corner of this tract.

THENCE through the interior of said 466.0257 acre tract the following five courses:

- 1) N 62° 32' 47" E, 196.39 feet to an iron pin found.
- 2) N 89° 05' 26" E, 433.02 feet to an iron pin found.
- 3) N 66° 27' 20" E, 38.85 feet to an iron pin found.
- 4) N 89° 15' 21" E, 647.90 feet to an iron pin found.
- 5) N 46° 50' 10" E, 75.41 feet to the **POINT OF BEGINNING** and containing 3.6220 acres more or less.

CM
RBB
[Signature]