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BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:

PART 1. Austin Oaks Planned Unit Development (Austin Oaks PUD) is comprised of approximately 31.4 acres of land. The zoning map established by Section 25-2-191 of the City Code is amended to change the base district from limited office (LO), neighborhood commercial (LR), community commercial (GR), and family residence (SF-3) district to planned unit development (PUD) district on the property described in Zoning Case No. C814-2014-0120, on file at the Planning and Zoning Department, as follows:

Lot 5, Koger Executive Center Unit Three, a subdivision in Travis County, Texas, according to the map or plat of record in Volume 75, Page 322 of the Plat Records of Travis County, Texas, and;

Lots 6A and 6B, Resubdivision Lot 6, Koger Executive Center Unit Three, a subdivision in Travis County, Texas, according to the map or plat of record in Volume 77, Page 167 of the Plat Records of Travis County, Texas, and;

Lots 8, 9 and 10, Koger Executive Center Unit Four, a subdivision in Travis County, Texas, according to the map or plat of record in Volume 80, Page 176 of the Plat Records of Travis County, Texas, and;

Lots 3A, 3B and 3C, Resubdivision of a Portion of Lot 3, Koger Executive Center Unit Two, a subdivision in Travis County, Texas, according to the map or plat of record in Volume 76, Page 50 of the Plat Records of Travis County, Texas, and;

1 Tract 5:

2 Lot(s) 1, 2, 4A and 4B, Koger Executive Center Unit Five, a subdivision in Travis
3 County, Texas, according to the map or plat of record in Volume 84, Pages 6D-7A of
4 the Plat Records of Travis County, Texas (cumulatively, tracts referred to as Austin
5 Oaks PUD),

6 and locally known as 3409, 3420, 3429, 3445, 3520, 3636, 3701, 3721, 3724 and 3737
7 Executive Center Drive and 7601, 7718 and 7719 Wood Hollow Drive, in the City of
8 Austin, Travis County, Texas, and generally identified in the map attached as **Exhibit A:**
9 **Zoning Map.**

10 **PART 2.** This ordinance, including exhibits, constitutes the land use plan for the Austin
11 Oaks PUD. Development of and uses within the Austin Oaks PUD shall conform to the
12 limitations and conditions set forth in this ordinance and in the land use plan. If this
13 ordinance and an attached exhibit conflicts, this ordinance controls. Except as otherwise
14 provided by this ordinance, all other rules, regulations, and ordinances of the City in effect
15 at the time of permit application apply to development within the Austin Oaks PUD. In this
16 ordinance, Landowner means the owner of property located within the 31.4 acres of land
17 described in Part 1, and the owner's successors and assigns.

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

20 Exhibit A. Zoning Map

21 Exhibit B. Land Use Plan

22 Exhibit C. Phasing Plan

23 Exhibit D. Permitted Use Table

24 Exhibit E. Park Plan and Park Space

25 Exhibit F. Creek Plan

26 Exhibit G. Streetscape Plan

27 Exhibit H. Tree Plan

28 Exhibit I. Topography and Land Use Plan

Exhibit J. Open Space Plan

Exhibit K. Tree Survey

Exhibit L. Affordable Housing Restrictive Covenants

Exhibit M. Affordable Housing Agreement

PART 4. Definitions.

A. Section 25-1-21 is modified to add or revise the following terms:

1. AO Hotel is a classification for Parcel 6 as shown in **Exhibit B: Land Use Plan**.
2. AO Mixed Use is a classification for Parcel 9 as shown in **Exhibit B**.
3. AO Restaurant is a classification for Parcels 4 and 5 as shown in **Exhibit B**.
4. Mopac Expressway Office Mixed Use is a classification for Parcels 1, 2 and 3 as shown in **Exhibit B**.
5. Parcel means one of ten separate parcels as shown on **Exhibit B**.
6. Phasing Plan means the plan of development for the Austin Oaks PUD as shown in **Exhibit C: Phasing Plan**. Any portion of any parcel may be developed as a phase and any phase may be implemented at any time.
7. Spicewood Springs Office Mixed Use is a classification for Parcels 7 and 8 as shown in **Exhibit B**.
8. Streetscape is a classification for the portions of all parcels as shown in **Exhibit B** and **Exhibit G: Streetscape Plan** and for the public rights-of-way for Executive Center Drive, Wood Hollow Drive, and Hart Lane located within, or adjacent to, the Austin Oaks PUD.

PART 5. Land Use.

The following conditions apply:

- 1 A. A mixed-use development is required on Parcel 9 with a commercial ground floor
2 use and multifamily residential above the ground floor.
- 3 B. Automotive washing shall be considered an accessory use for office uses, may be
4 used solely for employees or patrons of the buildings, and shall occur only within
5 structured parking.
- 6 C. The minimum size of any lot within any parcel within the Austin Oaks PUD is
7 20,000 square feet.
- 8 D. The minimum width of any lot within any parcel within the Austin Oaks PUD is
9 100 feet.
- 10 E. Total impervious cover within the Austin Oaks PUD is limited to 58% of the
11 PUD's gross site area. This total impervious cover limit applies to the PUD
12 overall, not on an individual subdivision or site plan basis. In addition to the
13 overall limit, land uses within the PUD shall comply with the impervious cover
14 limits in **Exhibit B**. Impervious cover is limited to 50% within 300 feet of the
15 offsite springs as shown in **Exhibit B**. Impervious cover in dedicated parkland is
16 limited to a combined total for all dedicated parkland of 27,000 square feet. Each
17 subdivision or site plan application shall track the Austin Oaks PUD's
18 compliance with the impervious cover limits.
- 19 F. No more than a combined total of 250 residential dwelling units shall be
20 permitted within Parcel 9 and Parcel 6 (a hotel/motel room is not considered a
21 residential dwelling unit). The maximum number of each type of residential unit
22 shall be as follows:
- 23 1. The number of efficiency units shall not exceed 125 units.
- 24 2. The number of one-bedroom units shall not exceed 125 units.
- 25 3. The number of two-bedroom units shall not exceed 100 units.
- 26 G. Any cell towers or similar communications or information relay facilities
27 constructed on any parcel within the Austin Oaks PUD shall be screened
28 concurrently with the construction of, or architecturally incorporated into, a
29 building to be constructed on such parcel.

30 **PART 6. Open Space and Parkland.**

- 1 A. The Austin Oaks PUD shall include (1) open space and (2) dedicated parkland
2 for park and recreational purposes in accordance with **Exhibit E: Park Plan and**
3 **Park Space**. Development of the dedicated parkland will follow the Phasing Plan
4 as shown in **Exhibit C**. Parkland dedication requirements set forth in this
5 ordinance shall satisfy all City parkland requirements, including parkland
6 development fee requirements, for the Austin Oaks PUD, as set forth in **Exhibit**
7 **E**.
- 8 B. The Austin Oaks PUD shall include at least 11.01 acres of open space, as
9 generally shown on **Exhibit J: Open Space Plan**, which shall satisfy open space
10 requirements for any subdivision or site plan submitted within the Austin Oaks
11 PUD. Areas designated as open space may include, but are not limited to:
- 12 1. Natural and undeveloped areas, landscaped areas, plazas, patios, open air
13 gathering places, multi-use trails, and detention or water quality facilities
14 designed and maintained as an amenity;
 - 15 2. Vegetative roofs and other landscaped areas on roofs, if accessible to
16 building occupants and designed as an amenity; and
 - 17 3. All courtyards and other areas located within any building that are open and
18 unobstructed from the surface to the sky and that are covered by grass,
19 ground cover, or other landscaping.

20 **PART 7. Environmental.**

- 21 A. All buildings in the Austin Oaks PUD will achieve a two-star or greater rating
22 under the Austin Energy Green Building program using the applicable rating
23 version in effect at the time a rating registration application is submitted for the
24 building.
- 25 B. Landscaping
- 26 1. At least 75% of trees planted within the street yard shall be from the
27 Environmental Criteria Manual (ECM) Appendix N (City of Austin Preferred
28 Plant List). Trees planted within the street yard shall be no less than three inch
29 caliper in size and eight feet in initial height. If more than ten trees are
30 required in the street yard, pursuant to the ECM, no more than 30% of planted
31 trees shall be from the same species.

- 1 2. At least 75% of all non-turf plant materials shall be native to Central Texas or
2 included in the 5th Edition of City of Austin's "Grow Green Native and
3 Adapted Landscape Plants" guide (revised 2016). This requirement shall not
4 apply to plantings within dedicated parkland.

5 C. Tree Protection

- 6 1. The Landowner shall preserve a minimum of 3,150 caliper inches of
7 Protected and Heritage Trees, calculated together, which represents 75% of
8 the total caliper inches of Protected and Heritage Trees within the Austin
9 Oaks PUD. The Landowner shall also preserve a minimum of 7,137 caliper
10 inches of all trees eight inches in diameter at breast height or larger, which
11 represents 63% of the total caliper inches of regulated trees within the
12 Austin Oaks PUD. These requirements apply to the Austin Oaks PUD as a
13 whole and not on an individual subdivision or site plan basis. Each
14 subdivision, site plan, and building permit application that includes a tree
15 removal request shall demonstrate that the Austin Oaks PUD is in
16 compliance with these requirements.
- 17 2. The Landowner shall remove existing impervious cover and no new
18 impervious cover shall be placed within the full critical root zone (CRZ) of
19 Protected and Heritage Trees, except as follows:
- 20 a. Structures and access drives may be located within the outer half of the
21 CRZ in compliance with ECM Section 3.5.2;
- 22 b. For Parcels 1, 2, 3, 4 and 6, internal drive aisles and surface parking may
23 be located within the outer half of the CRZ in compliance with ECM
24 Section 3.5.2 or within the inner half of CRZ as long as at least 75% of
25 the entire area of the full CRZ is free of impervious cover;
- 26 c. Existing areas of impervious cover may remain within the CRZ of trees
27 identified as tag numbers 1029, 1038, 1288, 1333, 1334, 2000, 2001,
28 2016, 2052, 2074, 2094, 2136, and 2173, but no additional impervious
29 cover may be added within the CRZ;
- 30 d. Sidewalks and multi-use trails are allowed within the CRZ in compliance
31 with ECM Section 3.5.2.
- 32 3. Mitigation credit shall be granted for removing existing impervious cover
33 from the CRZ of preserved trees. Mitigation credit shall be defined as the

dollar value of the arboricultural services provided to remove the impervious cover, improve soil health and composition, and reduce compaction within the CRZ.

D. Drainage

1. The Landowner shall provide a minimum of 20,000 cubic feet of on-site flood detention, as described in **Exhibit F: Creek Plan**.
2. Each subdivision or site plan shall demonstrate no adverse flooding impact to the confluence with Shoal Creek for the 2, 10, 25, and 100-year frequency storms, based on a PUD-wide analysis utilizing existing impervious cover as described in Part 10.B.4.

E. Riparian Restoration

1. The Landowner shall remove existing, non-compliant impervious cover from the critical water quality zone and critical environmental feature buffers within the Austin Oaks PUD, as illustrated in **Exhibit F**. The areas shall be restored as described in **Exhibit F**.
2. The Landowner shall lay back the west creek bank on Parcels 4 and 5, as illustrated in **Exhibit F**. The resulting inundation bench shall be restored as described in **Exhibit F**. Laying back the bank as described is a permitted floodplain modification within the critical water quality zone.

- F. An integrated pest management (IPM) plan that complies with Section 1.6.9.2 (D) and (F) of the ECM shall be submitted for approval with each site plan application. The Landowner shall provide copies of the IPM plan to all property owners within the Austin Oaks PUD.

PART 8. Affordable Housing Program.

In this Part 8, MFI means median family income for the Austin-Round Rock metropolitan statistical area, as determined annually by the United States Department of Housing and Urban Development. In order to meet the City's affordable housing goals and to ensure long term affordability, the Landowner agrees to the following:

A. Multifamily Rental Housing

At least 10% of the total number of multifamily rental housing units located within the Austin Oaks PUD will be set aside for occupancy by households with

1 incomes at 60% of or below the MFI for a rental affordability period of forty
2 years from the date the development achieves full compliance with the terms of
3 the affordable housing program. The 10% set aside under this section constitutes
4 the “Affordable Rental Units.” In addition the Landowner agrees to comply with
5 the following:

- 6 1. Each lot sold or developed for multifamily development use that will include
7 Affordable Rental Units shall be subject to a restrictive covenant using the
8 form shown in **Exhibit L: Affordable Housing Restrictive Covenants**
9 recorded at the time of sale or development in the official public records of
10 the county where the affordable development is located. The form of the
11 restrictive covenant may be revised by agreement of the Director of
12 Neighborhood Housing and Community Development (NHCD) and the
13 Landowner.
- 14 2. Income qualifications and rents must comply with NHCD compliance
15 guidelines. For each Affordable Rental Unit, income qualifications shall
16 include a requirement that households spend no more than 30% of the
17 household’s gross monthly income on utilities and rental payments.
18 Compliance with the affordable housing requirements will be monitored by
19 NHCD.

20 B. Owner-occupied Housing

21 At least 10% of the total number of units sold as owner-occupied residential
22 housing units located within the Austin Oaks PUD will be set aside for
23 occupancy by households with incomes at 80% of or below MFI for an
24 affordability period of ninety-nine years for fee-simple ownership units and
25 community land trust units. The 10% set aside under this section constitutes the
26 Affordable Ownership Units. In addition the Landowner agrees to comply with
27 the following:

- 28 1. The Affordable Ownership Units shall have substantially similar
29 architectural design and restrictions as other residential units offered for sale
30 to the general public.
- 31 2. Affordable Ownership Units:
 - 32 a. Must be sold to an income eligible household at 80% of or below MFI;
33 and

1 b. Shall be secured through a restrictive covenant using a form shown in
2 **Exhibit L** and recorded at the time of sale in the official public records of
3 the county where the Affordable Ownership Unit is located. The form of
4 the restrictive covenant may be revised by agreement of the Director of
5 NHCD and the Landowner. The restrictive covenant shall include, but
6 not be limited to the following:

- 7 i. Resale restrictions that require that resale of the affordable unit must
8 be to a household at 80% of or below MFI;
- 9 ii. Restrictions that will cap the equity gain to the homeowner that can
10 be realized upon resale of the affordable unit to maintain the unit's
11 long term affordability in accordance with NHCD guidelines;
- 12 iii. Right of First Refusal to the Austin Housing Finance Corporation
13 (AHFC) or other entity designated by the City that is assignable to
14 an income-qualified buyer, to ensure long term affordability.

15 C. The Landowner shall execute a blanket restrictive covenant in a form
16 substantially similar to the form attached in **Exhibit L**. To ensure that Affordable
17 Ownership and Rental Units are set aside in compliance with Part 8 of this
18 ordinance, the Landowner shall execute the agreement with the City attached as
19 **Exhibit M: Affordable Housing Agreement** that establishes the terms for
20 releasing the blanket restrictive covenant once the Affordable Ownership Units
21 and Affordable Rental Units have been identified within the Austin Oaks PUD.

22 D. The Landowner shall submit a condo declaration to the Director of NHCD for
23 review and approval and the declaration shall include provisions related to the
24 affordable units.

25 E. The Landowner shall file a written report, in a format approved by NHCD, with
26 the Director of NHCD including the number and location of each Affordable
27 Ownership Unit and Affordable Rental Unit meeting the Affordable Housing
28 Requirements within the Austin Oaks PUD. The initial report shall be filed not
29 later 15 calendar days following the date of recordation of a plat or site plan
30 within the Austin Oaks PUD and shall be updated every six months until the
31 Austin Oaks PUD is complete.

32 F. NHCD shall monitor compliance with the requirements of this ordinance, at a
33 minimum, through annual audits.

1 **PART 9. Transportation.**

- 2 A. The Landowner shall mitigate transportation impacts as set forth in the
3 Development Services Department, Transportation Review Section's
4 Transportation Impact Analysis (TIA) memo dated October 6, 2016, **Exhibit C**,
5 and **Exhibit G**. The Landowner shall pay 100% of costs, including design and
6 overhead, of the improvements specified in **Exhibit C**.
- 7 B. The portions of the public rights-of-way of Executive Center Drive, Wood
8 Hollow Drive, and Hart Lane within, or adjacent to, the Austin Oaks PUD shall
9 be developed in accordance with **Exhibit G** and as may be required by the TIA
10 memo and **Exhibit C**.
- 11 C. Cumulative parking tables shall be maintained as shown in **Exhibit B**.

12 **PART 10. Code Modifications.** In accordance with Chapter 25-2, Subchapter B, Article
13 2, Division 5 (*Planned Unit Development*) of the Code, the following site development
14 regulations apply to the Austin Oaks PUD instead of otherwise applicable City regulations:

15 A. Zoning

- 16 1. Chapter 25-2, Subchapter E (*Design Standards and Mixed Use*) is modified
17 as follows:
- 18 a. Subsections 2.2.2.B.–E. of Article 2 (*Site Development Standards*),
19 Section 2.2 (*Relationship of Buildings to Streets and Walkways*) are
20 modified so that regulations for the construction of sidewalks, the
21 supplemental zone, building placement, and off-street parking do not
22 apply within the Austin Oaks PUD;
- 23 b. Subsection 2.3.1.B. (*Standards*) of Article 2 (*Site Development*
24 *Standards*), Section 2.3 (*Connectivity Between Sites*) is modified to allow
25 building placement and pedestrian, bicycle, and vehicular connectivity
26 within the Austin Oaks PUD as designated in **Exhibit B**;
- 27 c. Section 2.4 (*Building Entryways*) is modified to allow entrances within
28 the Austin Oaks PUD as designated in **Exhibit G**;
- 29 d. Subsections 3.2.2.A.–C. of Article 3 (*Building Design Standards*),
30 Section 3.2 (*Glazing and Facade Relief Requirements*) are modified so

1 that the regulations do not apply to the AO Hotel on Parcel 6 or the AO
2 Mixed Use on Parcel 9;

3 e. Subsection 3.3.2. (*Building Design Options*) of Article 3 (*Building*
4 *Design Standards*), Section 3.3 (*Options to Improve Building Design*) is
5 modified to require a minimum total of five base points in the aggregate
6 for all buildings within the Austin Oaks PUD; and

7 2. Section 25-2-1062 (*Height Limitations and Setbacks for Small Sites*) is
8 modified to waive compatibility standards to allow for increased heights as
9 shown on **Exhibit B**.

10 3. Section 25-2-1063 (*Height Limitations and Setbacks for Large Sites*)
11 modified to waive compatibility standards to allow for increased heights as
12 shown on **Exhibit B**.

13 4. Section 25-2-1065 (A)-(D) (*Scale and Clustering Requirements*) is modified
14 to allow massing, clustering, and building placement within the Austin Oaks
15 PUD as designated in **Exhibit B**.

16 B. Environmental

17 1. ECM Section 2.4.3 (*Buffering*) is modified to allow shrubs used as buffering
18 elements on Parcels 1 and 4 to be planted in a permeable landscape area at
19 least three feet wide.

20 2. Section 25-2-1008(A) (*Irrigation Requirements*) is modified such that natural
21 areas and existing trees where impervious cover is removed shall be
22 considered undisturbed for purposes of this requirement. Portions of a site
23 within the Austin Oaks PUD that cannot comply with this code section using a
24 gravity fed conveyance system are exempt from its requirements.

25 3. Section 25-7-32 (*Director Authorized to Require Erosion Hazard Zone*
26 *Analysis*) shall not apply to the Austin Oaks PUD. An erosion hazard zone
27 analysis prepared by Urban Design Group, consisting of a report dated March
28 30, 2016 and an addendum dated August 15, 2016, was submitted with the
29 Austin Oaks PUD application and the identified erosion hazard zone shall be
30 used for future development applications.
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4. Section 25-7-61(A)(5) (*Criteria for Approval of Development Applications*) and Drainage Criteria Manual Section 1.2.2.D (*General*) are modified such that the drainage analysis shall be based on the Austin Oaks PUD boundary rather than the parcel boundaries. The drainage analysis shall utilize the Austin Oaks PUD's existing impervious cover, which is 66% of gross site area, as the benchmark for identifying additional adverse impacts.
5. Section 25-8-25(B)(1) and (3) (*Redevelopment Exception in Urban and Suburban Watersheds*) is modified such that impervious cover and vehicle trip limits shall apply to the Austin Oaks PUD overall rather than by site plan. For purposes of Section 25-8-25(B)(5), non-compliant development may be relocated within the critical water quality zone and critical environmental feature buffers if the degree of encroachment (total square footage and minimum distance to the protected feature) and overall impact to the protected feature do not increase.
6. Sections 25-8-621 (*Permit Require for Removal of Protected Trees: Exceptions*) and 25-8-641(B) (*Removal Prohibited*) are modified to allow the removal of trees identified in **Exhibit H: Tree Plan**, including those trees identified as tag numbers 904, 952, 1075, 1094, 1163, 1289, 2008, 2031, 2033, 2037, 2107, 2227 and 2233.
7. ECM Section 3.3.2.A (*General Tree Survey Standards*) is modified to allow **Exhibit K: Tree Survey** to be used for 20 years from the survey date. Development applications submitted after November 22, 2033 shall require a new tree survey that complies with the rules and regulations in effect at the time of application.

C. Transportation

1. Section 25-6-472(A) (*Parking Facility Standards*) is modified to allow the following minimum parking requirements within the Austin Oaks PUD:
 - a. 3.5 parking spaces per 1,000 square feet of office;
 - b. 5 parking spaces per 1,000 square feet of retail uses;
 - c. 8 parking spaces per 1,000 square feet of restaurant uses; and
 - d. 1 parking space per each multifamily dwelling unit.

2. For office, residential, and hotel uses, off-street bicycle parking shall comply with the requirements of Section 25-6-477 (*Bicycle Parking*), except that a minimum of 20% of all required bicycle parking spaces shall be located within 50 feet of any principal building entrance and shall not be obscured from public view.
3. Section 25-6-531 (*Off-Street Loading Facility Required*) is modified to provide that no off-street loading spaces shall be required for buildings in the AO Restaurant use classification on Parcels 4 and 5.

PART 11. Code Incorporations. The following code sections, as they exist on the effective date of this ordinance are (1) incorporated herein as if set forth in full; and (2) shall be considered as regulations adopted as part of this ordinance.

A. Environmental

1. Section 25-8-25 (*Redevelopment Exception in Urban and Suburban Watersheds*), except as modified in Part 10.B.5;
2. Section 25-8-63(C)(2) (*Impervious Cover Calculations*);
3. Section 25-8-261(B)(3), (D), and (E) (*Critical Water Quality Development*);
4. Section 25-8-262(C) (*Critical Water Quality Zone Crossings*); and
5. ECM Section 1.6.2.E (*Subsurface Ponds*).

B. General

1. The Accessory Use provisions of Chapter 25-2, Subchapter C, Article 5 apply within the Austin Oaks PUD;
2. The maximum heights of buildings are subject to the exceptions in Section 25-2-531 (*Height Limit Exceptions*), which shall apply to the Austin Oaks PUD.

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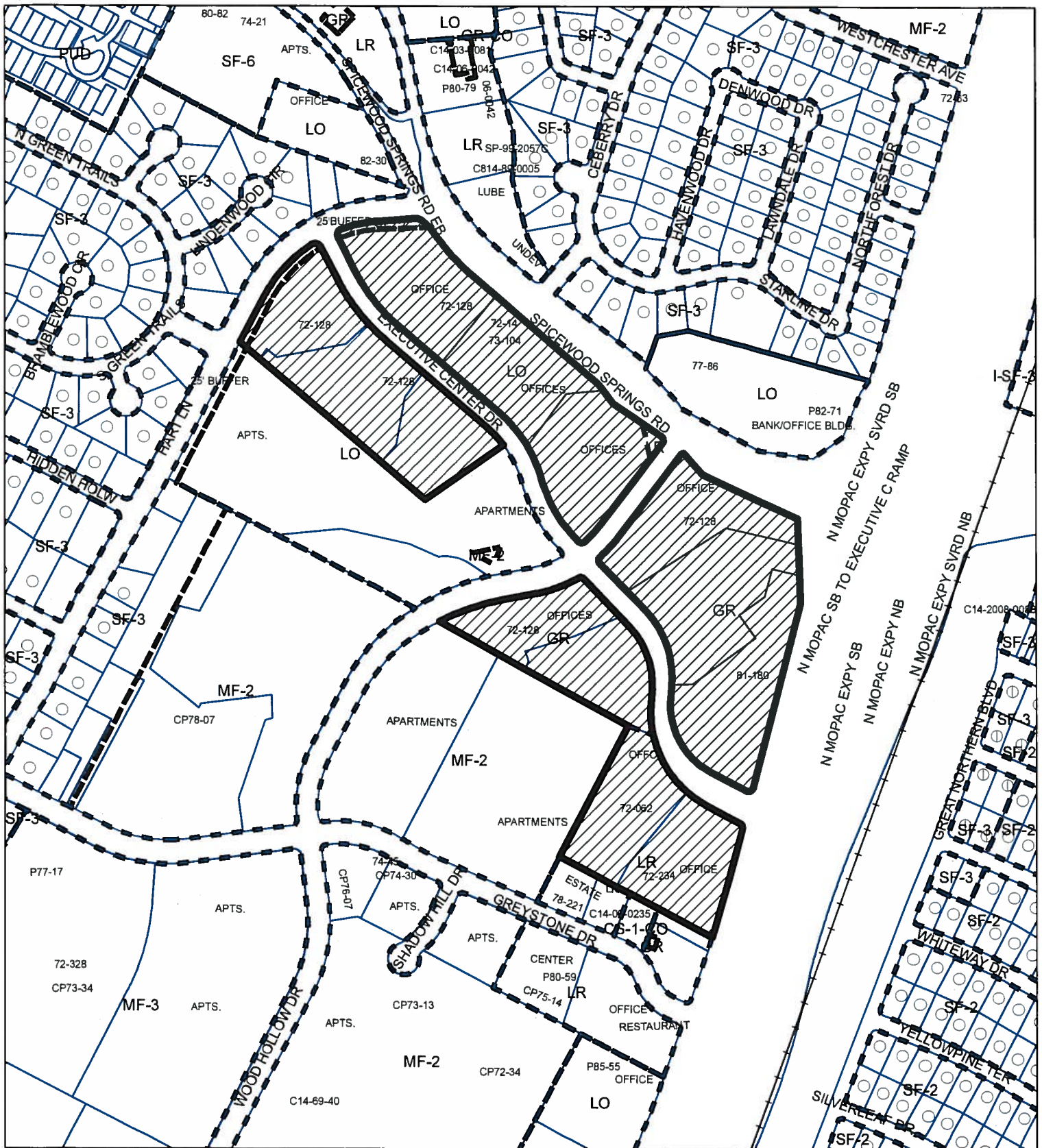
PART 12. This ordinance takes effect on _____, 2017.




PASSED AND APPROVED

_____, 2017 § _____
 §
 § Steve Adler
 § Mayor

APPROVED: _____ **ATTEST:** _____
 Anne L. Morgan Jannette S. Goodall
 City Attorney City Clerk

DRAFT



-  SUBJECT TRACT
-  PENDING CASE
-  ZONING BOUNDARY

1" = 400'

PLANNED UNIT DEVELOPMENT

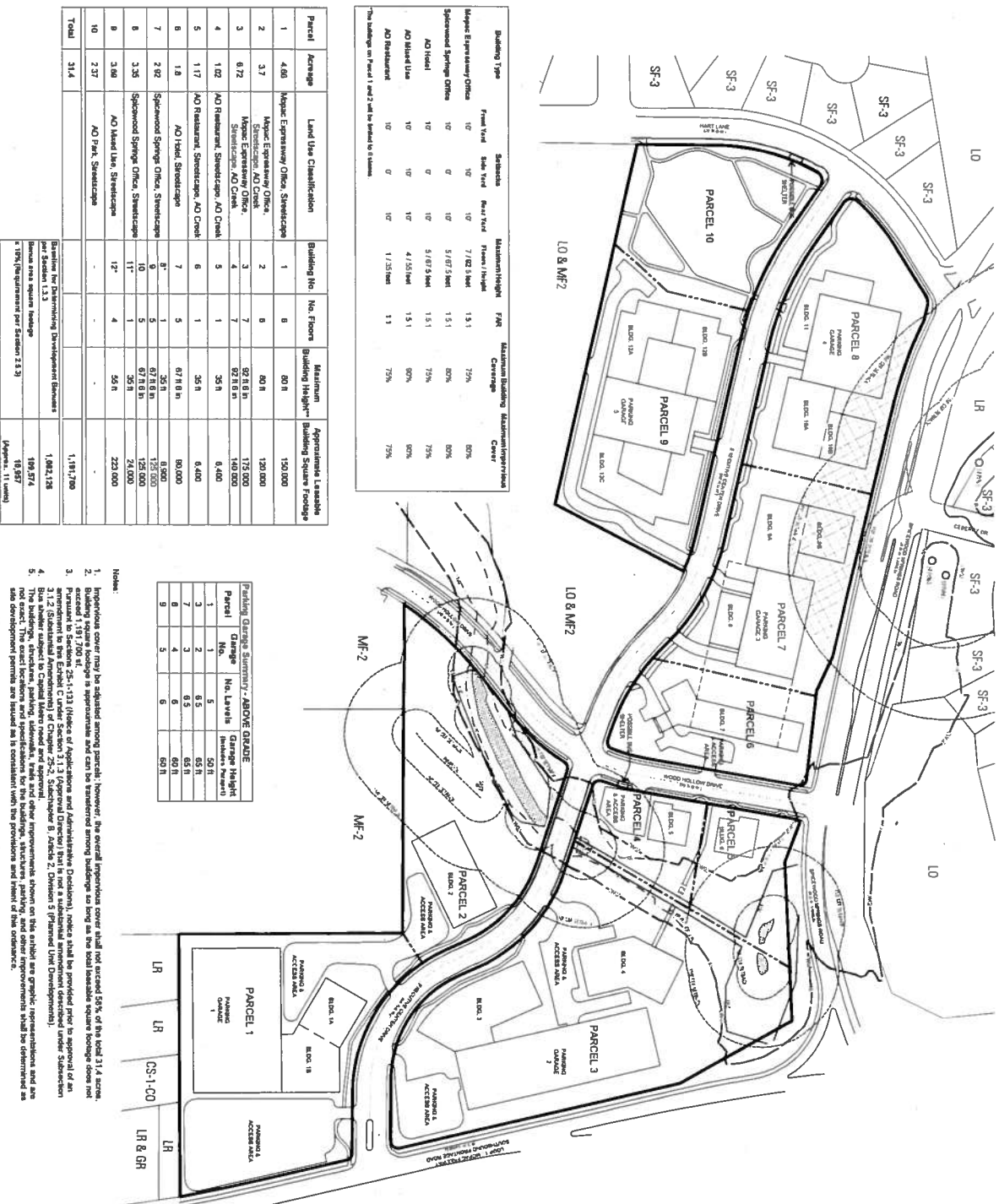
ZONING CASE#: C814-2014-0120

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.



EXHIBIT A

[illegible][illegible]

REVISED : JANUARY 4, 2017

CASE NUMBER C14-29-00000

EXHIBIT C

PHASING PLAN

A. The Austin Oaks PUD is divided into ten (10) separate parcels identified on the PUD Land Use plan as specific classifications. The Austin Oaks PUD shall be developed in phases to accommodate the redevelopment of the existing office building and parking improvements. Any one or more parcels may be included in a phase.

B. Within one (1) year of the Effective Date of this Ordinance, the amount of \$420,000.00 shall be deposited with the City which must be used for the installation of a traffic signal at the intersection of Hart Lane and Spicewood Springs Road.

C. The following shall be developed as part of the first phase of the development of the Austin Oaks PUD and shall be completed prior to, and as a condition to, the issuance of a permanent Certificate of Occupancy for the first new building to be constructed within the Austin Oaks PUD:

- (1) Subject to the approval of Texas Department of Transportation ("TxDOT"), the Landowner will offer to enter into an agreement with TxDOT to complete the work for the following three projects that were identified in the TIA: (i) a free eastbound right-turn movement from Spicewood Springs Road to Loop 1 SBFR, (ii) construct a southbound right-turn deceleration lane on Loop 1 SBFR (upstream of Executive Center Drive), and (iii) construct a southbound acceleration lane on Loop 1 SBFR (downstream of Executive Center Drive). The implementation of the construction will be done through an agreement with TxDOT that either (i) allows for the Landowner to design and construct the improvements with TxDOT approval or (ii) permits the Landowner to pay TxDOT to construct the improvements. If TxDOT refuses to enter into such agreement, the Landowner will contribute \$325,000 to the City for the City's implementation of transportation improvements within the area of the Property to provide alternative mitigation.
- (2) Subject to the City's approval, the Landowner will complete the work for the following two projects within the City's right-of-way that were identified in the TIA: (i) extend the westbound left-turn bay of Spicewood Springs Road to Wood Hollow Drive and (ii) provide a right-turn overlap operation at the northbound right-turn movement of Wood Hollow Drive to Spicewood Springs Road. If the City refuses or cannot approve the work set forth in this paragraph, the Landowner will contribute \$60,000 to the City for the City's implementation of transportation improvements within the area of the Property to provide alternative mitigation.

D. The development of the AO Mixed Use Parcel 9 shall occur prior to the construction of 500,000 leasable square feet of commercial space within any one or more new

buildings on the other Parcels within the Austin Oaks PUD and, further, the buildings on AO Mixed Use Parcel 9 must have residential above the ground floor.

E. The park on Parcel 10 shall be dedicated after improvements shown on a site plan are constructed and approved by the City; and prior to the issuance of either (1) a certificate of occupancy for any of the 250 multi-family units or (2) of a building containing the 500,000th square foot of constructed leasable space calculated across all parcels of the Austin Oaks PUD.

F. The Landowner will spend up to \$1,546,500 to redevelop Parcel 10 as a public park. Redevelopment costs may include, but are not limited to, additional soil, landscaping, and shade structures; but may not include costs related to demolition. The Landowner will be responsible for demolition of the building and removal of building infrastructure, including surface parking, and such cost shall not be included in the \$1,546,500 allocated amount. Any remaining portion of the \$1,546,500 not spent on Parcel 10 shall be used to develop parkland to be dedicated on Parcel 8, including for the placement of historic markers or interpretative signage related to the heritage trail as shown in **Exhibit E: Park Plan and Park Space**.

G. Prior to construction of any park facilities on Parcels 8 and 10, the Landowner shall develop a Park Master Plan for Parcels 8 and 10 to submit for approval to the Parks and Recreation Board. The Park Master Plan will be developed with input from neighbors surrounding the Austin Oaks PUD and the Parks and Recreation Department. The Park Master Plan approved by the Parks and Recreation Board may include costs exceeding \$1,546,500; however, the Landowner will only construct a combination of improvements on the public park on Parcel 10 or the heritage park on Parcel 8 totaling \$1,546,500. Proposed utility lines and systems, and necessary connections to such lines and systems to provide services to the buildings and improvements within the Austin Oaks PUD must be shown on the Park Master Plan submitted to the Parks and Recreation Board for approval

H. The AO Creek shall be restored consistent with **Exhibit F: Creek Plan** in phases as follows:

- (1) The parking areas on the southern portion of the creek, south of Executive Center Drive, shall be restored prior to or concurrently with the development of the office on Parcel 2. Such restoration of the parking areas shall be completed prior to, and as a condition to, the issuance of a temporary or permanent Certificate of Occupancy for the primary building constructed on Parcel 2. The southern portion of the creek south of Executive Center Drive, as shown in **Exhibits E** as parkland shall be conveyed to the City as a condition to the issuance of the permanent Certificate of Occupancy for the first building to be constructed on Parcel 2.
- (2) The northern portion of the creek, north of Executive Center Drive, that is located on Parcels 4 and 5 shall be restored prior to or concurrently with the development of improvements on all or any part of either Parcel 4 or 5, and shall be completed prior to, and as a condition to, the issuance of a temporary or permanent Certificate of Occupancy for the first building to be constructed on

either Parcel 4 or 5. The northern portion of the creek, north of Executive Center Drive, that is located on Parcels 4 and 5 and shown in **Exhibits E** as parkland shall be conveyed to the City as a condition of issuance of the permanent Certificate of Occupancy for the first building to be constructed on Parcel 4 or 5.

- (3) The northern portion of the creek, north of Executive Center Drive, that is located on Parcel 3, including the pedestrian bridge with any necessary support piers over the unnamed branch of the creek, shall be restored prior to or concurrently with the development of improvements on all or any part of Parcel 3, and shall be completed prior to, and as a condition to, the issuance of a temporary or permanent Certificate of Occupancy for the first building to be constructed on Parcel 3. The Landowner of Parcel 3 will be responsible for the maintenance of the hard surfaced trails and pedestrian bridge within the creek park for 10 years from the date of the permanent Certificate of Occupancy for the first building to be constructed on Parcel 3; and thereafter the City will be responsible for such maintenance. The pedestrian bridge will be a pre-engineered steel frame bridge with a minimum width of 8 feet. The northern portion of the creek, north of Executive Center Drive, which is located on Parcel 3 and shown in **Exhibits E** as parkland shall be conveyed to the City as a condition of issuance of the permanent Certificate of Occupancy for the first building to be constructed on Parcel 3.

I. The Streetscape shall be developed in phases as follows:

- (1) The portion of the Streetscape within the northern right-of-way of Executive Center Drive from Hart Lane to Wood Hollow Drive and within the western right-of-way of Wood Hollow Drive from Executive Center Drive to Spicewood Springs Road shall be developed prior to or concurrently with the development of the improvements on all or any part of the AO Hotel Parcel 6 or either of the Spicewood Springs Office Parcels 7 or 8, and shall be completed prior to, and as a condition to, the issuance of the permanent Certificate of Occupancy for the first building to be constructed on AO Hotel Parcel 6 or either of the Spicewood Springs Office Parcels 7 or 8.
- (2) The portion of the Streetscape within the southern right-of-way of Executive Center Drive from Hart Lane to Wood Hollow Drive shall be developed prior to or concurrently with the development of the improvements on all or any part of the AO Mixed Use Parcel 9, and shall be completed prior to, and as a condition to, the issuance of the permanent Certificate of Occupancy for the primary building to be constructed on the AO Mixed Use Parcel 9.
- (3) The portion of the Streetscape within the eastern right-of-way of Wood Hollow Drive from Executive Center Drive to Spicewood Springs Road shall be developed prior to or concurrently with the development of the improvements on all or any part of either AO Restaurant Parcels 4 or 5, and shall be completed

prior to, and as a condition to, the issuance of the permanent Certificate of Occupancy for the first building to be constructed on either AO Restaurant Parcel 4 or 5.

- (4) The portion of the Streetscape within the eastern right-of-way of Wood Hollow Drive from Executive Center Drive to the southern boundary of the Austin Oaks PUD shall be developed prior to or concurrently with the development of the improvements on all or any part of the MoPac Expressway Office Parcel 2, and shall be completed prior to, and as a condition to, the issuance of the permanent Certificate of Occupancy for the primary building to be constructed on the MoPac Expressway Office Parcel 2.
- (5) The portion of the Streetscape located outside of the right-of-way of Executive Center Drive and Wood Hollow Drive within each Parcel shall be developed prior to or concurrently with the development of the improvements on each such Parcel, and shall be completed prior to, and as a condition to, the issuance of the permanent Certificate of Occupancy for the primary building constructed on each such Parcel.

J. During construction of any phase, the required parking for then existing uses shall be provided on a cumulative basis on the entire Austin Oaks PUD property.

K. During construction of any phase of the Austin Oaks PUD, a construction office and a sales and leasing office may be located in the retail or garage portions of the building(s) within such phase.

EXHIBIT D

PERMITTED USES TABLE

LAND USE CLASSIFICATION:	Mopac Expressway Office	Spicewood Springs Office	AO Hotel	AO Mixed Use	AO Restaurant
RESIDENTIAL USES					
Condominium Residential	N	N	P	P	N
Multifamily Residential	N	N	N	P	N
COMMERCIAL USES					
Administrative & Business Office	P	P	N	P	N
Art Gallery	N	P	P	P	N
Art Workshop	N	P	P	P	N
Business or Trade School	P	P	N	N	N
Business Support Services	P	P	N	N	N
Cocktail Lounge (maximum Of 5,000 sq ft)	N	N	P	N	N
Commercial Off-Street Parking	P	P	P	P	P
Communication Services	P	P	N	P	N
Consumer Convenience Services	P	P	N	P	N
Consumer Repair Services	P	P	N	P	N
Financial Services	P	P	N	P	N
Food Preparation	P	P	P	P	P
Food Sales	P	P	P	P	P
General Retail Sales (Convenience)	N	P	P	P	N
General Retail Sales (General) (any one venue shall not exceed 15,000 sq. ft.)	N	P	P	P	N
Hotel-Motel	N	N	P	N	N
Indoor Entertainment	P	P	P	P	N
Indoor Sports & Recreation	N	P	N	P	N

LAND USE: CLASSIFICATION	MoPac Expressway Office	Spicewood Springs Office	AO Hotel	AO Mixed Use	AO Restaurant
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COMMERCIAL USES (continued)

Liquor Sales	N	N	N	N	N
Medical Office (exceeding 5,000 sq. ft. gross floor area)	P	P	N	N	N
Medical Office (not exceeding 5,000 sq. ft. gross floor area)	P	P	N	N	N
Off-Site Accessory Parking	P	P	P	P	P
Personal Improvement Services	P	P	P	P	N
Personal Services	P	P	P	P	N
Pet Services	P	P	P	P	N
Printing & Publishing	P	P	P	P	N
Professional Office	P	P	N	P	N
Research Services	P	P	N	N	N
Restaurant (General)	P	P	P	P	P
Restaurant (Limited)	P	P	P	P	P
Software Development	P	P	P	P	N

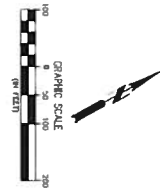
CIVIC USES

College and University Facilities	P	P	N	N	N
Communication Services Facilities	P	P	N	N	N
Counseling Services	P	P	N	P	N
Cultural Services	P	P	N	P	N
Day Care Services (Commercial)	P	P	N	P	N
Day Care Services (General)	P	P	N	P	N
Day Care Services (Limited)	P	P	N	P	N
Employee Recreation	P	P	N	N	N
Guidance Services	P	P	N	P	N
Hospital Services (General)	P	P	N	N	N
Hospital Services (Limited)	P	P	N	N	N
Park and Recreation (General)	P	P	P	P	P
Religious Assembly	P	P	P	P	P

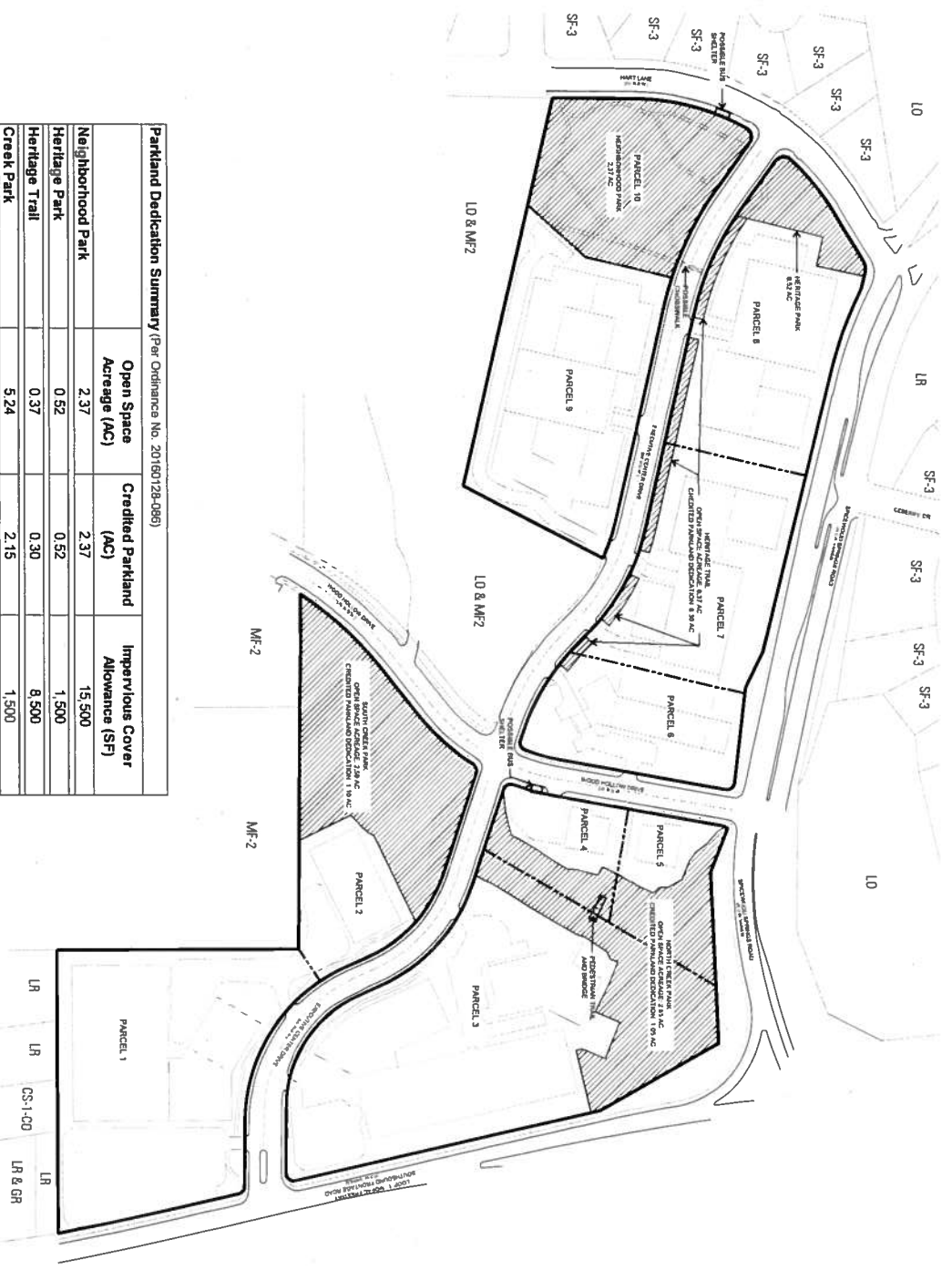
Note: "P" means a use is a permitted use, "N" means a use is prohibited.

EXHIBIT E

AUSTIN OAKS 15-054



LEGEND
PARKLAND DEDICATION



Parkland Dedication Summary (Per Ordinance No. 20160128-096)			
	Open Space Acreage (AC)	Credited Parkland (AC)	Impervious Cover Allowance (SF)
Neighborhood Park	2.37	2.37	15,500
Heritage Park	0.52	0.52	1,500
Heritage Trail	0.37	0.30	8,500
Creek Park	5.24	2.15	1,500
Total	8.50	5.34	27,000*

*Impervious Cover Not to Exceed 27,000 SF overall and may be allocated in any of the parkland areas.

- Notes:
1. The Owner will spend up to \$1,548,000 to develop Parcel 10 as a parkland dedication area. The parkland dedication area will be located on the east side of the site, adjacent to the existing parkland. The parkland dedication area will be used for passive recreation and will be subject to the City of Austin's Parkland Dedication Ordinance. The parkland dedication area will be used for passive recreation and will be subject to the City of Austin's Parkland Dedication Ordinance.
 2. This dedication is subject to City of Austin review and approval.
 3. The dedication is subject to City of Austin review and approval. The dedication is subject to City of Austin review and approval. The dedication is subject to City of Austin review and approval.
 4. The dedication is subject to City of Austin review and approval. The dedication is subject to City of Austin review and approval. The dedication is subject to City of Austin review and approval.

REVISED : DECEMBER 6, 2016

Urban Oaks Group, LLC
10000 N. Loop West, Suite 1000
Dallas, TX 75243
512.341.7040

TBG
The Berg Group, LLC
10000 N. Loop West, Suite 1000
Dallas, TX 75243
512.341.7040

AUSTIN OAKS PUD

AO PARK PLAN AND PARK SPACE

DATE: 08/11/16
BY: [Signature]
CHECKED: [Signature]
APPROVED: [Signature]

FILE: 1072

AUGUST 30, 2016

UOG JOB NO. 15-054

1-07

CITY OF AUSTIN CHAIRMAN

EXHIBIT F

AUSTIN OAKS 15-564

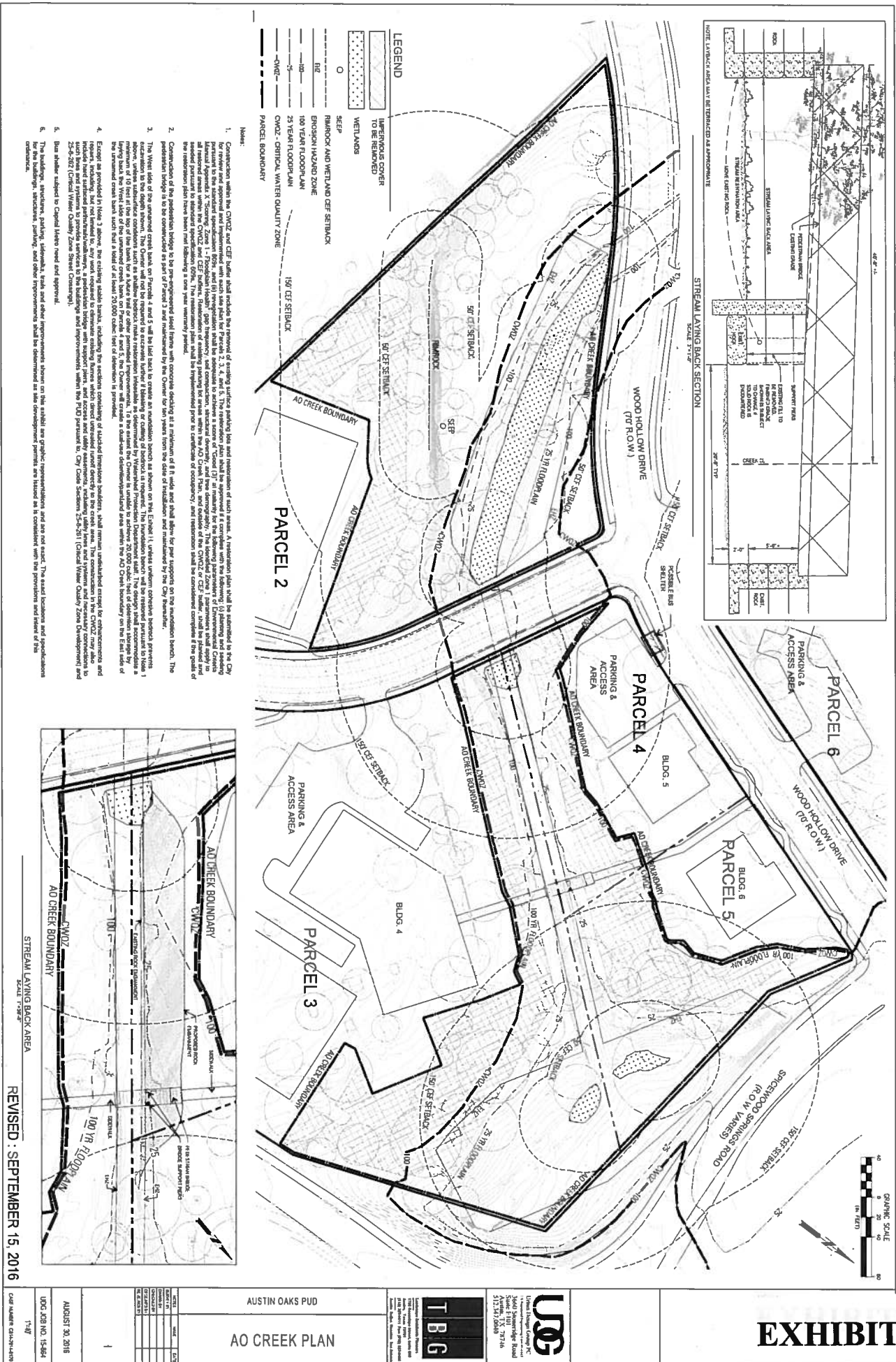
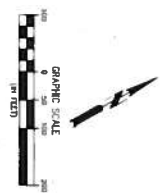
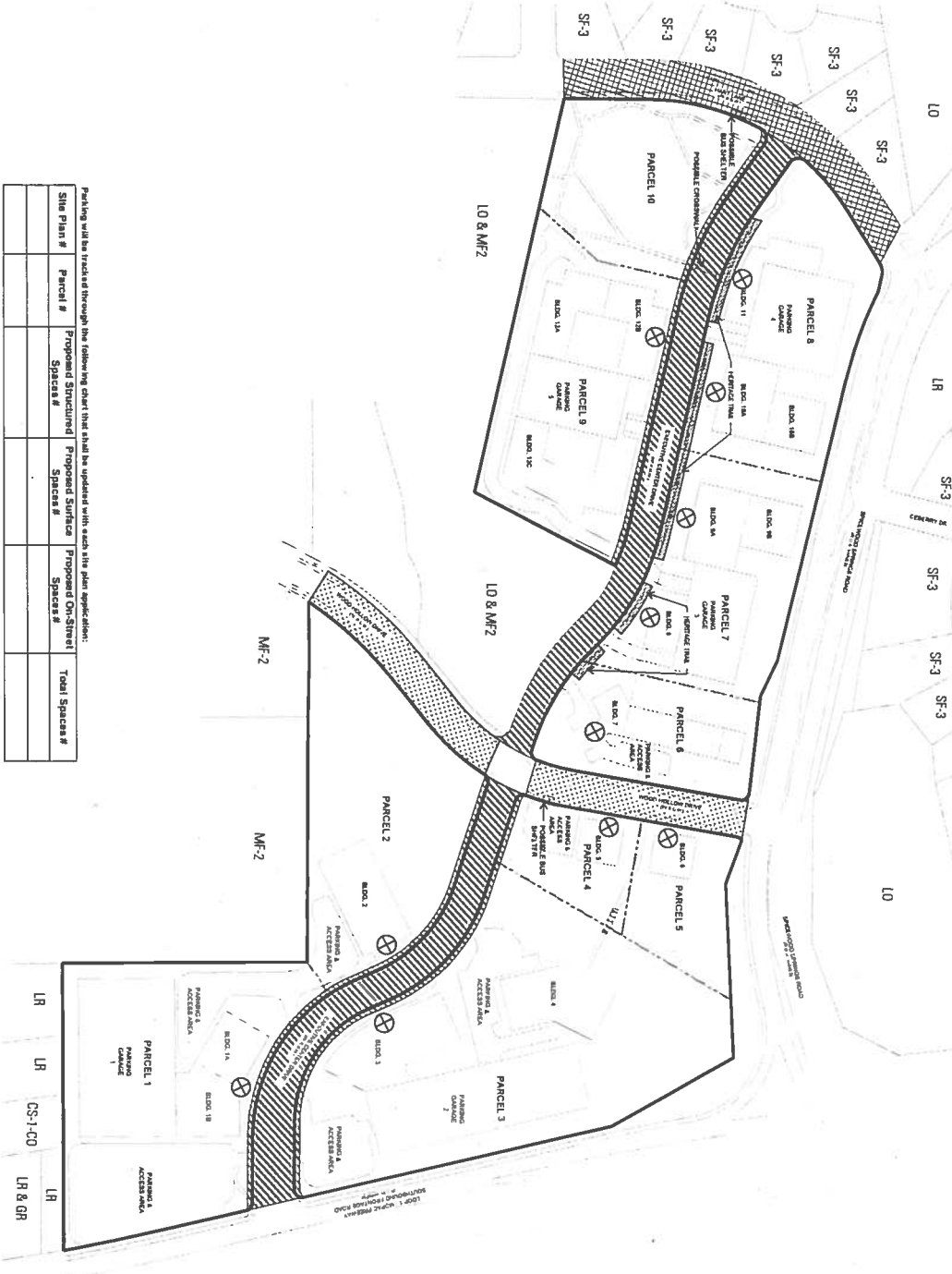


EXHIBIT G



- LEGEND**
- EXECUTIVE CENTER DRIVE STREETSCAPE
 - WOOD HOLLOW DRIVE STREETSCAPE
 - HART LANE STREETSCAPE
 - INDICATES AT LEAST ONE ENTRY ON STREET FRONT PORCH OF BUILDING



Parking will be tracked through the following chart that shall be updated with each site plan application:

Site Plan #	Parcel #	Proposed Structure	Proposed Spaces #	Proposed On-Street Spaces #	Total Spaces #

- NOTES**
1. AT THE TIME OF SITE PLAN A PUBLIC ACCESSORY ELEMENT WILL BE PROVIDED FOR THE PORTION OF THE HERITAGE TRAIL LOCATED WITHIN THE PARCEL FOR WHICH A SITE PLAN IS SUBMITTED.
 2. AT THE TIME OF SITE PLAN (AND AT THE OWNERS DISCRETION) A PEDESTRIAN PATHWAY WITHIN A PARCEL SHALL BE PROVIDED TO THE HERITAGE TRAIL TO SPECIFIED SPRINGS ROAD ON EITHER PARCEL TO OWNER DISCRETION.
 3. STREETSCAPE DESIGN WITHIN R.O.W. ARE SUBJECT TO TRAFFIC IMPACT ANALYSIS IMPROVEMENTS AND BUS SHELTER SUBJECT TO CAPITAL METRO NEED AND APPROVAL.
 4. STRUCTURES, PARKING, SIDEWALKS, TRAILS AND OTHER IMPROVEMENTS SHOWN ON THIS EXHIBIT ARE GRAPHIC ONLY. THE EXACT LOCATIONS AND SPECIFICATIONS FOR THE BUILDINGS, STRUCTURES, PARKING AND OTHER DEVELOPMENT PERMITS ARE ISSUED AS SITE DEVELOPMENT PERMITS ARE ISSUED AS IS CONSISTENT WITH THE PROVISIONS AND INTENT OF THIS ORDINANCE.

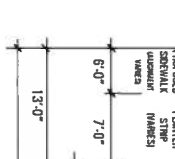
AUSTIN OAKS PUD
STREETSCAPE PLAN



PAGE 105
AUGUST 20, 2018
LOG JOB NO. 15664
T-107
CARTER OAKS 2018



HIS



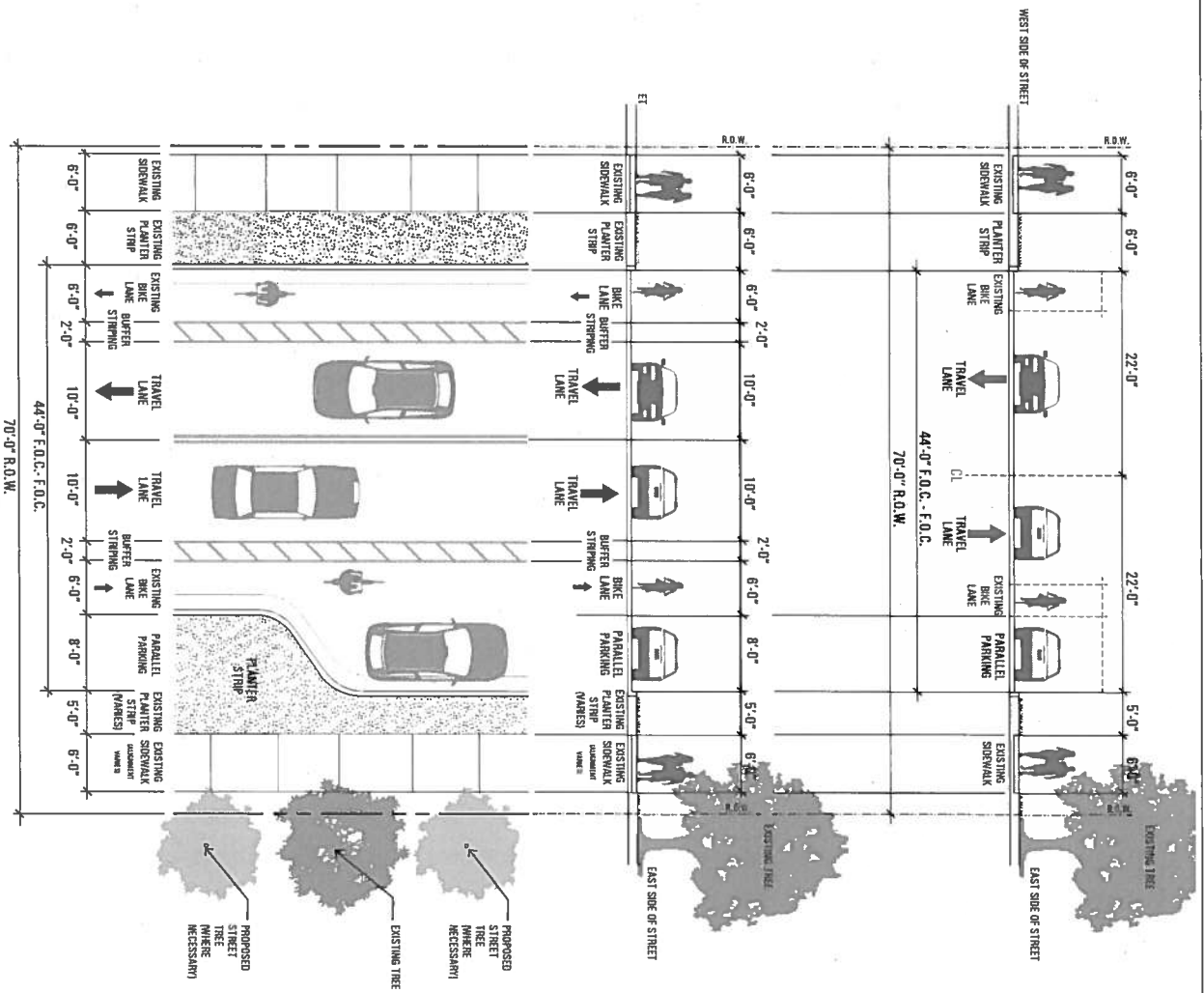
- DOH-00112, 100 CHAMBERS ST. 10TH FL. NEW YORK, NY 10007

WOOD HOLLOW DRIVE - EXISTING CONDITIONS

MTB

WOOD HOLLOW DRIVE - PROPOSED CONDITIONS

MTB



- NOTES
1. WHERE FEASIBLE, GIVEN EXISTING TREES, UTILITIES, SITE VISIBILITY, STREET LIGHTS, AND OTHER FACTORS, STREET TREES SHOULD BE PLACED AT AN AVERAGE SPACING OF 30 FT ON CENTER WITHIN THE PLANTER STRIP ALIGNMENT WILL VARY DEPENDING ON EXISTING TREES AND OTHER SITE CONDITIONS, AND CURB VARIATION TO ALLOW BUMP-OUTS, AT OWNERS DISCRETION.
 - 2.
 - 3.

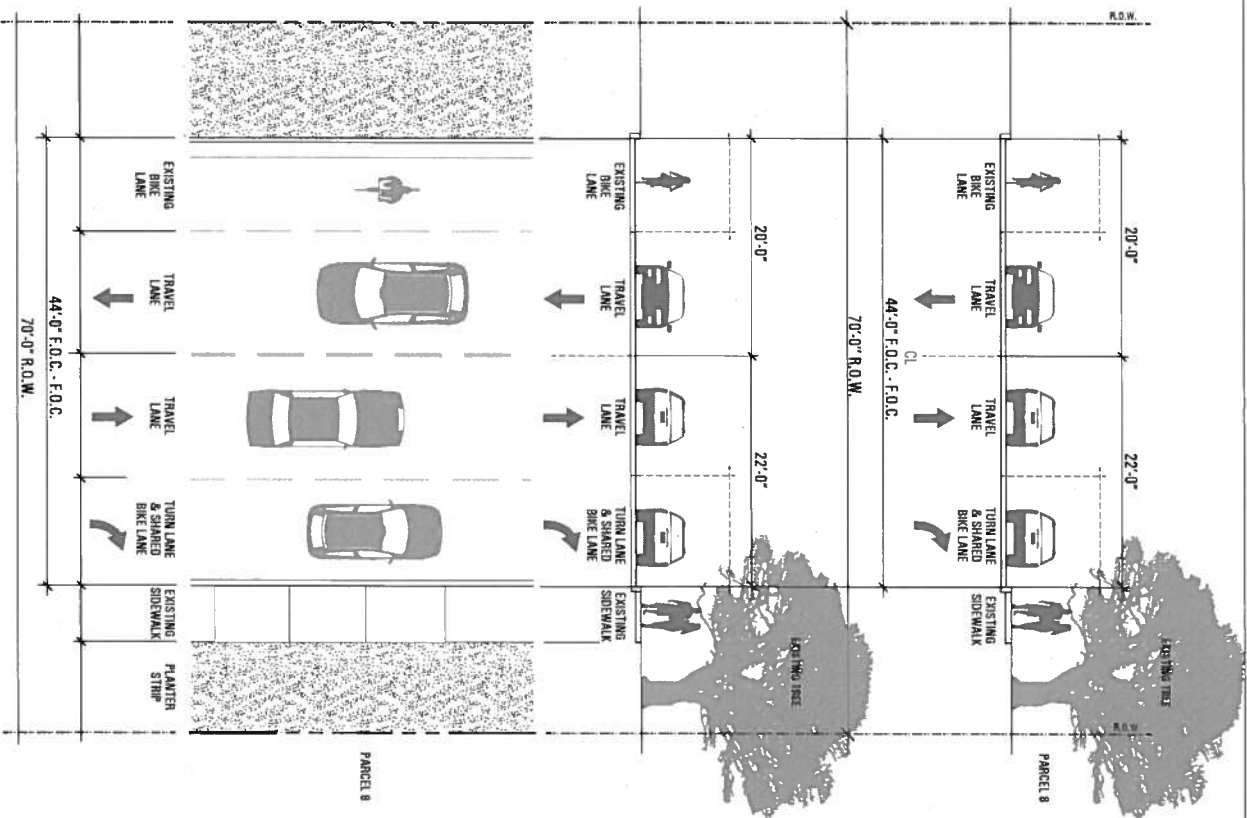
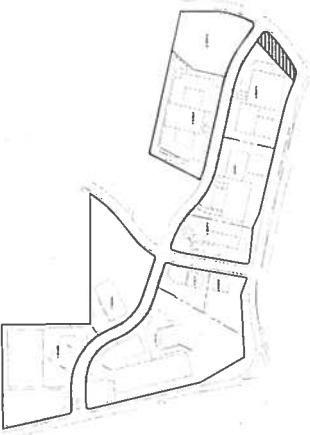
HART LANE- EXISTING CONDITIONS AT PARCEL 8

N18

HART LANE- PROPOSED CONDITIONS AT PARCEL 8

N18

LOCATION MAP
PLAN OF HART LANE STREETSCAPE ALONG PARCEL 8



- NOTES
1. WHERE FEASIBLE, OPEN EXISTING TREES SHALL BE MAINTAINED AND NEW TREES SHALL BE PLANTED. RESTRICTIONS, STREET TREES SHALL BE PLACED WITHIN THE PLANTER STRIP ALONG PARCEL 8 FRONTAGE.

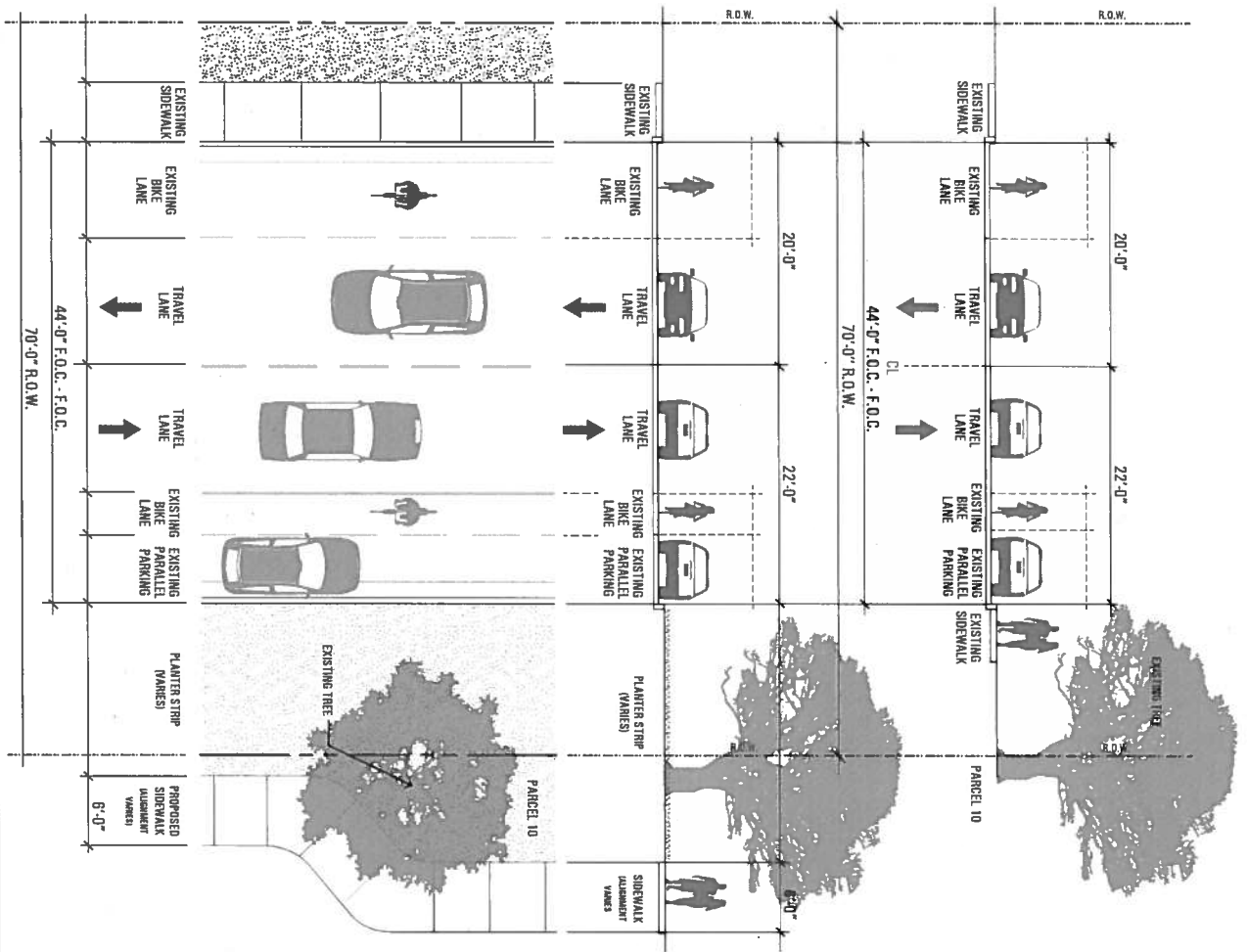
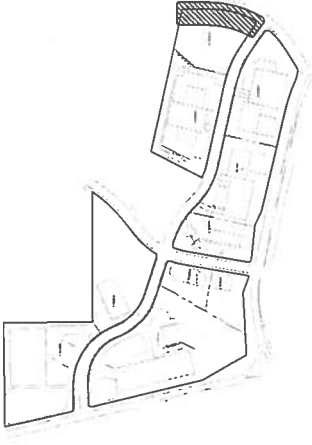
HART LANE - **EXISTING** CONDITIONS AT PARCEL 10

NTS

HART LANE - **PROPOSED** CONDITIONS AT PARCEL 10

NTS

LOCATION MAP
PLAN OF HART LANE STREETSCAPE ALONG PARCEL 10



- NOTES:
- WHERE FEASIBLE, GIVEN EXISTING TREES, UTILITIES, SITE VISIBILITY, STREET LIGHTS, AND OTHER FACTORS, PLANTINGS SHOULD BE PLACED AT AN AVERAGE SPACING OF 30 FT ON CENTER WITHIN THE PLANTER STRIP ALONG PARCEL 10.
 - SIDEWALK AND PLANTER STRIP ALONG PARCEL 10 VARY DEPENDING ON EXISTING TREES AND OTHER SITE CONDITIONS.

EXHIBIT H

AUSTIN OAKS 15-054



TREES LEGEND:

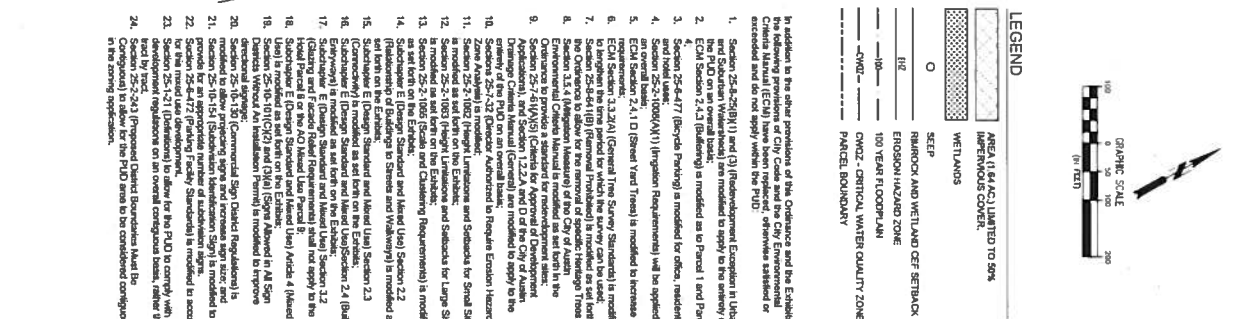
- 70 EXISTING HERITAGE TREES ON-SITE
- 57 HERITAGE TREES PRESERVED
- 97 EXISTING PROTECTED TREES ON-SITE
- 66 PROTECTED TREES PRESERVED
- 566 NON-PROTECTED/REGULATORY TREES ON-SITE
- 327 NON-PROTECTED/REGULATORY TREES PRESERVED
- 13 HERITAGE TREES - TO BE REMOVED
- 31 PROTECTED TREES TO BE REMOVED
- 239 NON-PROTECTED/REGULATORY TREES TO BE REMOVED

AUSTIN OAKS PUD

TREE PLAN



AUGUST 30, 2016
L005.000.M01.15-054
1-37
CASE NUMBER: 15-054-000



1. Section 25-42-101 (b) and (d) [Prohibited Exclusion in Urban Areas] is amended to read:
2. Cities Manual (ECM) is amended to add the following provisions to City Code and the City Environmental Codes Manual (ECM) as amended to apply to the entirety of the PLD on an overall basis:
3. Section 25-4-271 (Bicycle Parking) is modified for office, residential, and retail uses.
4. Section 25-4-271 (Bicycle Parking) is modified to be applicable to all uses.
5. Section 25-4-271 (Bicycle Parking) is modified to be applicable to all uses.
6. Section 25-4-271 (Bicycle Parking) is modified to be applicable to all uses.
7. Section 25-4-271 (Bicycle Parking) is modified to be applicable to all uses.
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22. Section 25-4-271 (Bicycle Parking) is modified to be applicable to all uses.
23. Section 25-4-271 (Bicycle Parking) is modified to be applicable to all uses.
24. Section 25-4-271 (Bicycle Parking) is modified to be applicable to all uses.

REVISÉD : JANUARY 4, 2017

Parcel	Acreage	Land Use Classification	Building No.	No. Floors	Maximum Building Height*	Approximate Leasable Building Square Footage
1	4.60	Major Expressway Office, Streetscape	1	6	80 ft	120,000
2	3.7	Major Expressway Office, Streetscape, AO Creek	2	6	80 ft	120,000
3	8.72	Major Expressway Office, Streetscape, AO Creek	3	7	92 ft 6 in	175,000
4	1.02	AO Restaurant, Streetscape, AO Creek	4	1	35 ft	6,400
5	1.17	AO Restaurant, Streetscape, AO Creek	5	1	35 ft	6,400
6	1.6	AO Hotel, Streetscape	7	5	67 ft 6 in	60,000
7	2.82	Spacious Spring Office, Streetscape	8*	1	35 ft	6,000
8	3.26	Spacious Spring Office, Streetscape	10	5	67 ft 6 in	125,000
9	3.80	AO Mixed Use, Streetscape	11*	1	35 ft	24,000
10	2.57	AO Town, Streetscape	12*	4	55 ft	223,000
Total	31.4					1,181,700

*Basis for Determining Development Intensity per Section 1.3.3

Bonus area square footage is 17% (development per Section 1.3.3)

(approx. 11 units)

1,042,126

989,574

16,657

Building Type	Seismicity	Modelling Method	PdF	Modelling Software	Modelling Output
	Fixed	Fixed	Fixed / Rigid		Response Spectra
Major Emergency Office	1D	1D	7 / 8.25 km	1.5.1	80%
Subsidiary Emergency Office	1D	1D	5 / 6.75 km	1.5.1	80%
AO (local)	1D	1D	5 / 6.75 km	1.5.1	75%
AO District Office	1D	1D	4 / 5.5 km	1.5.1	80%
AO residential	1D	1D	1 / 2.5 km	1.1	75%

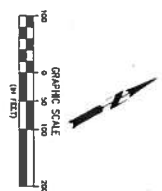


Parking Garage Summary - ABOVE GRADE			
Parcel	Garage No.	No. Levels	Garage Height (includes Project)
1	1	5	50 ft
2	2	6.5	65 ft
7	3	6.5	65 ft
8	4	6	60 ft
9	5	6	60 ft

[illegible]

REVISÉD : JANUARY 4, 2017

EXHIBIT J



LEGEND
 PROVIDED OPEN SPACE

Open Space (Per City Code, Chapter 25-2, Subchapter B, Article 2, Division 5, Section 2.3.1)				
Primary Land Use	Land Use Acreage	Required Open Space	Required Open Space (AC)	Provided Open Space (AC)
Nonresidential Tracts	25.34	20%	5.07	8.17
Office/Retail/Restaurant/Hotel				
Residential Tracts	3.69	10%	0.37	0.47
Multi-Family				
Subtotal	29.03	n/a	5.44	8.64
Additional Open Space	2.37	n/a	2.37	2.37
Neighborhood Park				
Total	31.4	n/a	7.81	11.01

40.57 % More Open Space Provided Than Required

- NOTES**
1. OPEN SPACE REQUIREMENTS FOR THE PROPERTY ARE PROVIDED AND CALCULATED ON AN OVERALL PUD BASIS AND EXCEED THEREFORE. INDIVIDUAL PARCELS DO NOT HAVE TO ACHIEVE OPEN SPACE REQUIREMENTS AT THE TIME OF SITE PLAN SUBMITTAL.
 2. OPEN SPACE AREAS INCIDENTAL TO THE PROPERTY LOCATED BETWEEN BUILDINGS, AREAS, IT DOES NOT INCLUDE ADDITIONAL OPEN SPACE PROVIDED.

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 512.817.0040

TBG
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 10000 N. Mopac Expressway
 Suite 1000
 Austin, TX 78753
 512.817.0040

AUSTIN OAKS PUD

OPEN SPACE PLAN

UOG JOB NO. 15-564

1-100

CAD NUMBER: 15-11-100

AUGUST 30, 2016

EXHIBIT L
AFFORDABLE HOUSING RESTRICTIVE COVENANTS
(PENDING)

EXHIBIT M
(PENDING)