

ORDINANCE NO. 841115-GG

AN ORDINANCE DESIGNATING APPROXIMATELY ONE HUNDRED SIXTY TWO (162) ACRES IN THE FOUR POINTS AREA A PLANNED DEVELOPMENT AREA AND AN INDUSTRIAL DISTRICT, SAID APPROXIMATELY ONE HUNDRED SIXTY-TWO ACRES BEING THE SITE OF ADMINISTRATIVE, OFFICE, RESEARCH, AND DEVELOPMENT FACILITIES PROPOSED BY MINNESOTA MINING AND MANUFACTURING COMPANY, INC. ("3M"); APPROVING A PLANNED DEVELOPMENT AREA AND INDUSTRIAL DISTRICT AGREEMENT WITH 3M; WAIVING THE REQUIREMENT THAT ORDINANCES BE READ ON THREE SEPARATE DAYS; WAIVING ANY NECESSITY FOR MORE THAN ONE READING OF AN ORDINANCE ON ANY ONE DAY; AND, DECLARING AN EMERGENCY.

WHEREAS, Minnesota Mining and Manufacturing Company, Inc. ("3M"), a corporation chartered under the laws of the State of Delaware, has expressed its desire to establish and operate a facility ("Facility") for administrative, office, research and development functions at the location within the City of Austin's ("City") extraterritorial jurisdiction described on Exhibit "A" attached hereto, incorporated herein by reference, and made a part hereof ("Property"), a site plan of the Property marked Exhibit "B" is attached hereto, incorporated herein by reference, and made a part hereof ("Site Plan"); and,

WHEREAS, it is recognized by the City of Austin and by 3M, that the Facility will be within the sphere of influence of the City of Austin, dependent on said City, among other things, for its labor market and utility systems, and that the City of Austin, in turn, will be affected by such development in terms of necessary expansion of utility services, transportation systems, effect of the Facility on outlying areas of the City in the vicinity of the Facility, and effect upon future expansion of the City; and

WHEREAS, 3M has requested, and City desires, that the Facility location be designated "Planned Development Area" and "Industrial District"; NOW THEREFORE,

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

SECTION 1. That the Property located within the City of Austin's extraterritorial jurisdiction which is described in Exhibit "A" attached to this Ordinance, incorporated into this Ordinance by reference and made a part of this Ordinance for all purposes, is hereby designated a Planned Development Area.

SECTION 2. That the Property located within the City of Austin's extraterritorial jurisdiction which is described in Exhibit "A" attached to this Ordinance, incorporated into this

Ordinance by reference and made a part of this Ordinance for all purposes is hereby designated an Industrial District in accordance with Sec. 5 of Article 970a, TEX. REV. CIV. STAT. ANN.

SECTION 3. That the City Council hereby approves and authorizes a Planned Development Area and Industrial District Agreement with 3M, the terms and conditions of which are set forth in Section 4 hereof.

SECTION 4. The development of the Property described in Exhibit "A" hereof shall be subject to the following provisions:

(a) Uses:

(1) No residential use shall be permitted upon the Property except for watchmen or custodians in conjunction with the Facility constructed on the Property.

(2) No outdoor storage or display of material or products shall be permitted other than (1) the temporary storage of construction materials and equipment; (2) the location of docks, trucks, trailers, equipment, dumpsters, drum storage, shipping and receiving areas so long as such items are screened from view from all public roads immediately adjacent to and at a level not more than ten (10) feet above the Property; and (3) storage tanks, cooling towers, treatment facilities, and support facilities normally segregated from primary structures.

(3) Uses permitted shall include:

a. Offices for administrative, business, financial, sales, and marketing operations.

b. Laboratories for product and process research, development, analysis and testing.

c. Matters incidental and accessory to the administrative, office, research and development activities such as (without limitation) food service facilities, meeting and training facilities, health and recreational facilities, storage facilities, maintenance facilities, storage tanks and areas, treatment facilities, control devices or equipment required by law, cooling towers, electrical transformers, substations and utility centers; and,

d. Support facilities normally segregated from primary structures.

(b) Height and Setback Provisions:

(1) Building Height: No building shall be higher than the extension of a straight line beginning at the

centerline of Highway RR 2222 and rising at a twelve (12) degree angle from the horizontal at the centerline. The line shall be extended from the point along the Highway RR 2222 centerline which is closest to the proposed building. Building height shall be measured from natural grade at the corner of the office-laboratory building which is nearest the right-of-way line of RR 2222. Any building in excess of forty (40) feet in height shall be at least three hundred (300) feet from the nearest residential unit. Notwithstanding anything contained herein to the contrary, each building shall be allowed a height of at least forty (40) feet and no building located within one thousand (1,000) feet of Highway RR 2222 shall be allowed a height in excess of ninety (90) feet. The height limitations contained herein do not apply to communication towers and antennas.

(2) Set Back: As shown on Site Plan attached to this Ordinance as Exhibit "B", incorporated into this Ordinance by reference and made a part of this Ordinance for all purposes.

(3) Coverage and Building Location: Not more than 50% of the portions of the Property having slopes of 0-15% gradient shall be covered by impervious cover. Impervious cover, if any, on those portions of the Property having slopes greater than 15% gradient shall be in compliance with the City of Austin's Lake Austin Watershed Ordinance. Impervious cover shall include all roads, parking areas, buildings and other impermeable construction covering the natural land surface of the Property; this shall include, but not be limited to all streets and pavement within the boundary lines of the Property. 3M may make changes in the building, parking and interior roadway designs and locations shown on the Site Plan (Exhibit "B") without further approval so long as the percentage of coverage on the Property does not exceed that which is permitted herein and improvements do not encroach into designated greenbelts as defined on any subdivision plat of the Property or on the Site Plan (Exhibit "B") and do not interfere with storm water flow to sedimentation-erosion or detention/filtration ponds.

(c) Signs:

(1) Name identification or advertising signs shall not be located within 100 feet of a residential lot.

(2) Flashing lights shall not be used on any signs designed to be viewed beyond the Property.

(d) Offstreet Parking:

(1) As long as there are 2000 or fewer employees assigned to Facility, there shall be at least 1 parking space for each 1.2 persons employed at Facility. As long as there are more than 2000 employees assigned to Facility, but not more

than 3,750 employees assigned to Facility, there shall be at least 1 automobile parking space for each 1.25 persons employed at Facility. As long as there are more than 3,750 employees assigned to Facility, there shall be at least 1 automobile parking space for each 1.5 persons employed at Facility.

(2) Offstreet loading: Shall be as shown on Site Plan ("Exhibit B").

(e) Performance Standards:

(1) General: No land or structure on the property shall be used or occupied in any manner so as to unreasonably create any dangerous, injurious, noxious, or otherwise objectionable noise, smoke, dust or other form of air pollution, liquid or solid refuse or waste, or other substance, condition, or element in such a manner or in such amount as to substantially affect any use of premises within the vicinity; the foregoing are hereinafter referred to as "dangerous or objectionable elements". The standards set forth in paragraph (3) below shall be used to determine whether such dangerous or objectionable elements exist.

(2) Locations Where Determinations Are To Be Made For Enforcement Standards.

a. Noise, Vibration, Glare, Toxic and Noxious Matter: At the Property Line.

b. Smoke: At the place of emission into the atmosphere.

(3) Standards for Enforcement:

a. Noise: At the points of measurement, the maximum sound pressure level radiated by any use or facility (other than transportation facilities or temporary construction work) shall not exceed the decibel limit values for the octave bands given in Table 1. The sound pressure level shall be measured with a Sound Level Meter and associated Octave Bank Analyzer conforming to standards prescribed by the American Standards Association. (American Standard Sound Level Meters for Measurement of Noise and Other Sounds, 224.3-1944, American Standards Association, Inc., New York, N.Y., and American Standard Specification for an Octave-Bank Filter Set for the Analysis of Noise and Other Sounds, 224.10-1953, American Standards Association, Inc., New York, N.Y., or latest approved revisions thereof at the date of adoption of this Ordinance shall be used.)

TABLE I

Frequency Ranges Containing Standard Octave Bands in Cycles per Second			Octave Bank Sound Pressure Level in Decibels re 0.0002 dyne/square centimeter
20	to	75	72
75	to	150	67
150	to	300	59
300	to	600	56
600	to	1,200	53
1,200	to	2,400	50
2,400	to	4,800	44
above		4,800	38

Between the hours of 10:00 p.m. and 6:00 a.m., the permissible sound levels shall be three decibels less than shown above.

Measurements shall be made, less background noises from other sources, using the flat network and the slow position of the sound level meter.

b. Vibration: At the points of measurements, earthborne vibrations from any operation or plan shall not exceed the limits set forth in Column I in Table II below, for the area in which located, unless the point of measurement is located on a Property line which is also the boundary line of a residential area or within eighty feet of a residential area boundary line which is located within a street right-of-way, in which case the limits set forth in Column II in Table II below shall apply.

TABLE II

Frequency Cycles per Second			Column I* Displacement (inches)	Column II* Displacement (inches)
0	to	10	.0010	.0004
10	to	20	.0008	.0002
20	to	30	.0005	.0001
30	to	40	.0004	.0001
40	to	over	.0003	.0001

*Steady State -- vibrations, for the purpose of this instrument, which are continuous or more frequent than sixty pulses per minute. Impact vibration, those less frequent than sixty pulses per minute, shall not cause more than twice the displacement stipulated.

c. Glare: Any operation or activity producing intense glare shall be performed in such a manner as not to create a nuisance or hazard across lot lines. Direct illumination from any source of light or direct welding flash shall be screened from adjoining properties and reflected light from these sources shall not exceed 0.4 foot candles across the source property lines.

d. Smoke and Particulate Matter: Smoke emitted from any vent, stack, chimney, skylight, window, building opening, or combustion process shall comply with the Texas Clean Air Act and the Rules and Regulations of the Texas Air Control Board.

e. Toxic and Noxious Matter: In no case shall the concentrations of toxic or noxious matter be released across source lot lines which will exceed the threshold limit for an industrial worker. Reference is made to the most recent publication, at the time of adoption of this Ordinance, of "Threshold Limit Values", adopted by the Texas State Board of Health in accordance with authority granted in Article 4418d of the Revised Civil Statutes of Texas.

f. Fire and Explosive Hazards: Activities involving the storage and utilization of materials or products which decompose by detonation are permitted only when specifically approved by the City of Austin Fire Department. Such materials shall include, but are not limited to, all primary explosives such as lead azide, lead styphnate, fulminates and tetracene; all high explosives such as TNT, HMX, PETN, and picric acid; propellants and components thereof such as nitrocellulose, black powder, boron hydrides, hydrazine and its derivatives; pyrotechnics and fireworks such as magnesium powder, potassium chlorate, and potassium nitrate; blasting explosives such as dynamite and nitroglycerin; unstable organic compounds such as acetylides, and ozonides; strong oxidizing agents such as perchloric acid, perchlorates, chlorates, and hydrogen peroxide in concentrations greater than thirty-five percent; and nuclear fuels, fissionable materials and products, and reactor elements such as Uranium 235 and Plutonium 239.

Explosives shall be stored, utilized, and manufactured in accordance with applicable local, state, and federal codes. All applications for uses involving fire and explosive hazards may be referred to the office of the City of Austin Fire Department for approval. Such approval shall indicate compliance with all applicable fire codes and ordinances of the City of Austin and shall be indicated on the application within ten days from the date such application was made in the office of the Building Inspector.

g. Liquid or Solid Wastes: No discharge shall be made into a public sewer, any private sewage disposal

system, stream, or into the ground unless in accordance with the standards and ordinances approved by the City of Austin which are applicable to other similar types of industries and the standards and laws of the State of Texas which are applicable to the Property and the specific use.

(f) Streets, Utilities and Other Facilities:

(1) Streets and Utility Service: Easements for utilities and streets shall be granted by 3M at such time as it is determined by the City of Austin and 3M that they are needed. The City of Austin shall provide electricity and sewerage as specified in Exhibit "C" which is attached to and incorporated into this Ordinance by reference and made a part of this ordinance for all purposes and in accordance with the rates it charges other users of a like nature. Water for facility shall initially be provided from a source other than the City. However, 3M agrees that Facility shall become a water customer of City at such time City shall become able to provide water service to Facility at rates charged other users of like nature upon terms and conditions mutually agreeable to City and 3M.

(2) Utility Lines: Utility lines necessary to serve the Property and the uses herein approved shall be extended to the Property in accordance with the plan attached to this Ordinance as Exhibit "C" which is incorporated into this Ordinance by reference and made a part of this Ordinance for all purposes. Upon the effective date of this Ordinance, the City will undertake to acquire necessary right-of-way, if any, for such extensions; provided, however that 3M shall pay to City, in advance, sums sufficient to cover all costs of acquiring any such right-of-way. The City shall have no obligation to and shall not acquire any such right-of-way unless and until 3M has paid to City in advance all costs of any such acquisition.

(3) Access: 3M will open and maintain only the permanent street accesses shown on the Site Plan (Exhibit "B") at the approximate locations shown thereon, and no other. The access from Property to Highway 620 through the P-WB Joint Venture (said tract being specifically described in Exhibit "B", Page 3) as shown on the Site Plan (Exhibit "B", Page 2) shall be provided on or before the date 3M opens Facility. By its execution hereof, P-WB Joint Venture, agrees to provide the said access across his tract on or before the date 3M opens Facility and said agreement shall be binding on P-WB Joint Venture and its successors and assigns. Provided, however, that should additional permanent access or revisions to such access be deemed advisable by 3M, approval of the City Manager of the City of Austin shall be obtained in addition to such other authorities as may be required by law.

(g) Enforcement:

The property shall be developed only in accordance with this Ordinance, all other applicable ordinances and in accordance with all other governmental permits and approvals. The provisions of this Ordinance shall be binding on 3M, its successors and assigns. Enforcement of the provisions herein may be by the City of Austin in a court of competent jurisdiction in law or equity.

(h) Amendment:

Amendments of the obligations, conditions, covenants and restrictions herein may be granted upon the application of 3M to the City Manager of City or his designee, provided such amendments are consistent with the purposes and intent of this Ordinance. Any other amendments must be approved by the City Council of City and 3M.

(i) Annexation:

The City shall not be required to annex any portion of Property for limited or full purposes. However, within ten (10) days after the effective date hereof, 3M shall request limited purpose annexation of all of the Property. The City and 3M acknowledge that 3M has heretofore requested annexation of all of the Property in conjunction with its applications to the City for water and wastewater approach mains and its application for a water and wastewater service area amendment.

(j) Zoning Application:

3M agrees that within thirty days after all of the Property has been annexed by the City for limited or full purposes that it shall file and process with the City a zoning application requesting that the Property be zoned to the zoning category appropriate for the uses herein authorized. In the event all of the Property is not annexed for limited or full purposes, 3M agrees that it shall file and process with the City a zoning application requesting that any portion of the Property that is located within the City be zoned to the zoning category appropriate for the uses authorized herein.

SECTION 5. That upon final adoption of this Ordinance and execution of an acceptance hereof by 3M, 3M agrees to be contractually bound by all the terms and conditions contained herein, as evidenced by filing with the City Clerk, in writing, within fifteen (15) days after the final passage of this Ordinance, an acceptance of the Ordinance and promise to comply with and abide by all its provisions, terms and conditions. In the event the acceptance is not filed as provided for herein, this Ordinance shall terminate and be null and void.

SECTION 6. That upon final adoption of this Ordinance the City Manager or the Deputy City Manager is hereby authorized and directed to execute on behalf of the City of Austin the City's promise to be contractually bound by all its provisions, terms and conditions.

SECTION 7. That if any section, subsection, sentence, clause, phrase, word, words or other portion of this Ordinance if for any reason held invalid or unconstitutional by any court of competent jurisdiction, such portion shall be deemed a separate, distinct and independent provision and such holding shall not affect the validity of the remaining of the remaining portions of this Ordinance.

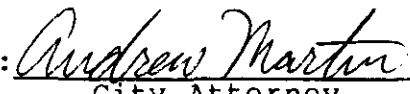
SECTION 8. That the requirement that ordinances be read on three separate days is hereby waived as is any necessity for more than one reading of an ordinance on any one day; and, that this Ordinance relates to immediate preservation of the health and safety and is hereby adopted as an emergency measure, the nature of the emergency being that 3M needs to proceed immediately with the plans for Facility and such immediate action will lead to (1) needed job opportunities for Austin citizens and (2) the addition of City revenues which will be derived from selling utility services to 3M; Therefore, an emergency is declared and this Ordinance shall be effective immediately upon its final passage pursuant to the Charter of City of Austin.

PASSED AND APPROVED

November 15, 1984

S
S
S


Ron Mullen, Mayor

APPROVED: 
City Attorney
for Paul Isham

ATTEST: 
City Clerk

06451

ACCEPTANCES

3M accepts and hereby agrees to be contractually bound by all the provisions, terms and conditions of Ordinance No. 841115-GG.

Date: November 29, 1984

[Signature]

By: L.E. JOINES
Its: VICE PRESIDENT ADMINISTRATION

The City of Austin hereby agrees to be contractually bound by all the provisions, terms and conditions of Ordinance No. 841115-GG.

Date: December 10, 1984

City of Austin
By: [Signature]
Its: City Manager

Executed this 30th day of November, 1984, by John P. Watson, Managing Venturer of P-WB Joint Venture.

[Signature]
Managing Venturer of P-WB Joint Venture

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me this the 29th day of November, 1984, by L.E. JOINES, VICE PRESIDENT ADMINISTRATION of 3M, a Delaware Corporation, and on behalf of said corporation.

[Signature]
NOTARY PUBLIC, STATE OF TEXAS

JANITH KAY GALBRAITH
PRINTED NAME OF NOTARY

MY COMMISSION EXPIRES: 9/24/85

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me this the 10th day of December, 1984, by George Carrasco, City Manager of The City of Austin.

Norma Taylor
NOTARY PUBLIC, STATE OF TEXAS

Norma Taylor
PRINTED NAME OF NOTARY

MY COMMISSION EXPIRES: Jan. 20, 1985

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me this the 30th day of November, 1984, by John P. Watson, Managing Venturer of P-WB Joint Venture.

Susan G. Sundbeck
NOTARY PUBLIC, STATE OF TEXAS

SUSAN G. SUNDBECK
MY COMMISSION EXPIRES

MARCH 9, 1985
PRINTED NAME OF NOTARY

MY COMMISSION EXPIRES: 3-9-85

0646I

A DESCRIPTION OF A 162.35 ACRE TRACT PREPARED FROM PUBLIC RECORD AND PRELIMINARY DATA COMPILED FROM AN ON THE GROUND SURVEY OUT OF THE WM. BELL SURVEY NO. 802 AND THE J. W. PREECE SURVEY NO. 2, AND BEING A PART OF THAT CERTAIN 172.59 ACRE TRACT CONVEYED TO W. C. HART AND LUCILE HART BY DEED RECORDED IN VOLUME 762, PAGE 235 OF THE DEED RECORDS OF THE TRAVIS COUNTY, TEXAS DEED RECORDS; SAID 162.35 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING at a 1/4 inch iron rod found in a rock mound for the approximate most northerly corner of said Wm. Bell Survey No. 802, same being the most easterly corner of that certain Tract I, a 33.569 acre tract conveyed to Harry E. Montandon by deed recorded in Volume 4134, Page 1377 of the Travis County, Texas Deed Records, same also being in the southerly line of that certain Tract No. One, a 112.5 acre tract conveyed to Harry E. Montandon by deed recorded in Volume 2165, Page 455 of the Travis County, Texas Deed Records, and same also being the northeast corner of the tract herein described;

THENCE with the northerly line of said Wm. Bell Survey No. 802, same being the southerly line of said 112.5 acre tract, and also being the northerly line of the tract herein described S 59° 56' 05" E a distance of 2402.17 feet to a 1/4 inch iron rod found for the southwest corner of said 112.5 acre tract, same being a corner of that certain 740.5 acre tract of land conveyed to Lucia Ribelin Francis, Charles Alvin Ribelin and Frank Karl Ribelin by deed recorded in Volume 5952, Page 251 of the Travis County, Texas Deed Records, same being in the northerly line of the tract herein described;

THENCE with the southerly line of said 740.5 acre tract, same being the northerly line of the tract herein described S 60° 29' 39" E a distance of 802.36 feet to a 60d nail found in a rock mound for the approximate northeast corner of said Wm. Bell Survey No. 802;

THENCE along the easterly line of said Wm. Bell Survey No. 802, same being an easterly line of the S.P.R.R. Co. Survey No. 1, and same also being a westerly line of said 740.5 acre tract S 19° 35' 45" W a distance of 600.56 feet to a 60d nail found in a rock mound for the approximate northwesterly corner of the J. W. Preece Survey No. 2, same being a corner of the tract herein described;

THENCE along the southerly line of said S.P.R.R. Co. Survey No. 1, same being the northerly line of said J. W. Preece Survey No. 2, same also being the southerly line of said 740.5 acre tract S 59° 42' 04" E a distance of 608.38 feet to a 3/4 inch iron rod for the northwest corner of that certain 5.00 acre tract conveyed to Hugh W. Reich by deed recorded in Volume 8365, Page 302 of the Travis County, Texas deed records, same being a corner of the tract herein described;

THENCE along the westerly line of said 5.00 acre tract S 30° 16' 24" W a distance of 724.19 feet to a 1/4 inch iron rod found for the southwesterly corner of said 5.00 acre tract, same being in the northerly right-of-way line of FM 2222; a 100 foot wide Travis County right-of-way, same also being the southwesterly corner of the tract herein described;

THENCE along the said northerly right-of-way line of FM 2222, same being the southerly line of the tract herein described the following eleven (11) courses and distances:

1. N 89° 37' 59" W a distance of 183.74' to a 1/4 inch iron rod set,
and

2. A distance of 173.67 feet with the arc of a curve to the right having a central angle of $03^{\circ} 30' 20''$, a radius of 2838.33 feet, and a chord bearing $N 87^{\circ} 52' 49'' W$, a distance of 173.64 feet to a $\frac{1}{2}$ inch iron rod set, and
3. $N 86^{\circ} 07' 38'' W$ a distance of 757.20 feet to a $\frac{1}{2}$ inch iron rod found in concrete, and
4. A distance of 294.60 feet with the arc of a curve to the right having a delta angle of $18^{\circ} 33' 20''$, a radius of 909.66 feet, and a chord bearing $N 76^{\circ} 50' 59'' W$ a distance of 293.31 feet to a $\frac{1}{2}$ inch iron found in concrete, and
5. $N 67^{\circ} 34' 19'' W$ a distance of 363.70 feet to a $\frac{1}{2}$ inch iron rod set, and
6. A distance of 182.69 feet with the arc of a curve to the left having a delta angle of $03^{\circ} 26' 23''$, a radius of 3043.13 feet, and a chord bearing $N 69^{\circ} 17' 30'' W$ a distance of 182.66 feet to a $\frac{1}{2}$ inch iron rod set, and
7. $N 71^{\circ} 00' 41'' W$ a distance of 702.40 feet to a $\frac{1}{2}$ inch iron rod found in concrete, and
8. A distance of 433.51 feet along the arc of a curve to the right having a delta angle of $22^{\circ} 35' 56''$, a radius of 1099.08 feet and a chord bearing $N 59^{\circ} 42' 43'' W$ a distance of 430.70 feet to a $\frac{1}{2}$ inch iron rod found in concrete, and
9. $N 48^{\circ} 24' 45'' W$ a distance of 611.99 feet to a $\frac{1}{2}$ inch iron rod found in concrete, and
10. A distance of 313.61 feet along the arc of a curve to the left having a delta angle of $06^{\circ} 11' 32''$, a radius of 2901.81 feet, and a chord bearing $N 51^{\circ} 30' 31'' W$ a distance of 313.46 feet to a $\frac{1}{2}$ inch iron rod found in concrete, and
11. $N 59^{\circ} 44' 27'' W$ a distance of 76.68 feet to a $\frac{1}{2}$ inch iron rod set for the southeasterly corner of that certain second tract, a 2.62 acre tract conveyed to James A. Chipman and Minnie Jo Chipman by deed recorded in Volume 5382, Page 297 of the Travis County, Texas Deed Records, same being the southwesterly corner of the tract herein described;

THENCE with the easterly line of said 2.62 acre tract, and also with the easterly line of that certain tract conveyed to Sidney Ann McDonald by deed recorded in Volume 5989, Page 480 of the Travis County, Texas Deed Records, same line also being the westerly line of the tract herein described $N 29^{\circ} 41' 35'' E$ a distance of 10.72 feet passing a $\frac{3}{4}$ inch iron pipe found, and continuing along said easterly line in all a total distance of 1230.10 feet to a $\frac{1}{2}$ inch iron rod found for the northeasterly corner of said McDonald tract, same being the southeasterly corner of said 33.569 acre tract, and also being the westerly line of said Wm. Bell Survey No. 802, and also being in the westerly line of the tract herein described;

THENCE with the easterly line of said 33.569 acre tract, same being the westerly line of said Wm. Bell Survey No. 802, same also being the westerly of the tract herein described $N 30^{\circ} 46' 18'' E$ a distance of 714.20 feet to the point of beginning and containing 162.35 acres of land more or less.

The 5.779 acre tract described below on pages 3 and 4 of Exhibit "A" is a part of Property and the 5.50 acre tract described below on pages 5 and 6 of Exhibit "A" is excluded from Property.

5.779 Acre Tract
P-WB Joint Venture

FN 1926 (DFJ)
August 29, 1984
EH&A Job No. 4591-11

A DESCRIPTION OF A 5.779 ACRE TRACT OUT OF THE A. E. PATTON SURVEY NO. 539, AND BEING COMPRISED OF A PORTION OF A 308.581 ACRE TRACT CONVEYED TO P-WB JOINT VENTURE BY DEED RECORDED IN VOLUME 8694, PAGE 676, TRAVIS COUNTY, TEXAS DEED RECORDS; SAID 5.779 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING at a 1/4 inch iron rod found for the most southerly common corner of said 308.581 acre tract and that certain 740.5 acre tract conveyed to Lucia Ribelin Francis, Charles Alvin Ribelin and Frank Karl Ribelin by deed recorded in Volume 5952, Page 251, Travis County Deed Records, same also being in the northerly line of that certain 162.16 acre tract conveyed to the Ben Franklin Corporation by deed recorded in Volume 8442, Page 330, Travis County Deed Records, and same also being the most southerly corner of the tract herein described;

THENCE along a southerly line of said 308.581 acre tract, same being the northerly line of said 162.16 acre tract, N 59° 56' 05" W, a distance of 912.95 feet to an iron rod set at the intersection of the southerly line of a 100 foot wide electric line easement as conveyed to the Lower Colorado River Authority by deed recorded in Volume 611, Page 616, Travis County Deed Records and the northerly line of said 162.16 acre tract, same being the most westerly corner of the tract herein described;

THENCE crossing said 308.581 acre tract and with the southerly line of said 100 foot easement, N 82° 03' 55" E, a distance of 895.33 feet to an iron rod set in the easterly line of said 308.64 acre tract, same being the westerly line of said 740.5 acre tract, same also being the most northerly corner of the tract herein described;

THENCE along said easterly line of said 308.64 acre tract, S 09° 21' 53" W, a distance of 256.30 feet to a 60d nail found under the fence;

THENCE continuing along said easterly line, S 09° 30' 20" W, a distance of 332.65 feet to the POINT OF BEGINNING and containing 5.779 acres of land, more or less.

THE STATE OF TEXAS |
 | KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS |

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

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the
6 day of SEPT., 1984, A.D.

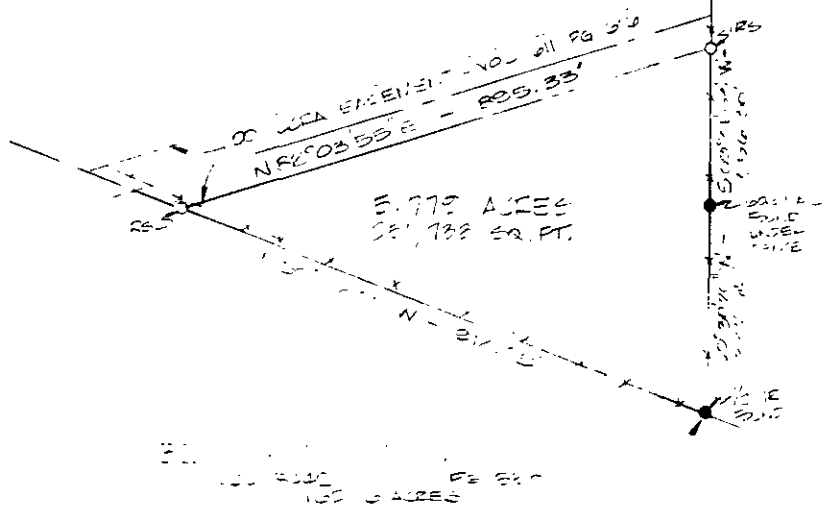
ESPEY, HUSTON & ASSOCIATES, INC.
Engineering & Environmental Consultants
P.O. Box 519
Austin, Texas 78767


Roger Wheat
Registered Public Surveyor
No. 4039 - State of Texas



A.E. PATTON SURVEY
NO. 353

P-WB JOINT VENTURE
VOL. 3021 PG 575
300.00 ACRES



SCALE 1"=200'

IR = IRON ROD
RSE = IRON ROD SET
+ = FENCE LINE

SKETCH TO ACCOMPANY
FIELD NOTES

REFERENCE E.H.A.
PLAT NO. 353

JOB NAME: P-WB TRACT
CREW:
OFFICE: D. JORDAN
DRAFTING: D. JORDAN
F.B.:
F.N.: 302
JOB NO.: 4881-11

eh

ESPEY, HUSTON & ASSOCIATES, INC.
P.O. BOX 519 (512) 327-6840
AUSTIN, TEXAS 78767

5.505 Acre Tract
Ben Franklin Corporation

FN 1927 (DFJ)
August 29, 1984
EH&A Job No. 4591-11

A DESCRIPTION OF A 5.505 ACRE TRACT OUT OF THE WM. BELL SURVEY NO. 802, AND BEING COMPRISED OF A PORTION OF A 162.16 ACRE TRACT CONVEYED TO THE BEN FRANKLIN CORPORATION BY DEED RECORDED IN VOLUME 8442, PAGE 330 OF THE TRAVIS COUNTY, TEXAS DEED RECORDS; SAID 5.505 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING at a 1/4 inch iron rod found in a rock mound for the occupied most northerly corner of said Wm. Bell Survey No. 802, same being a corner of that certain 308.581 acre tract conveyed to P-WB Joint Venture by deed recorded in Volume 8694, Page 676 of the Travis County Deed Records, same also being the most northerly corner of said 162.16 acre tract, same also being the most northerly corner of the tract herein described;

THENCE with the approximate northerly line of said Wm. Bell Survey No. 802, same being a southerly line of said 308.581 acre tract, same also being the northerly line of said 162.16 acre tract, S 59° 56' 05" E, a distance of 793.05 feet to an iron rod set at the intersection of the northerly line of a 100 foot wide electric line easement as conveyed to the Lower Colorado River Authority by deed recorded in Volume 644, Page 76 of the Travis County Deed Records and the northerly line of said 162.16 acre tract, same being the most easterly corner of the tract herein described;

THENCE crossing said 162.16 acre tract and with the northerly line of said 100 foot easement, S 82° 59' 38" W, a distance of 1003.29 feet to an iron rod set in an easterly line of said 308.581 acre tract, same being in the westerly line of said 162.16 acre tract, same also being the most easterly corner of the tract herein described;

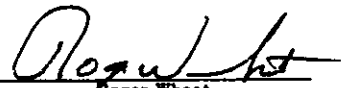
THENCE along said easterly line of said 308.581 acre tract, same being the westerly line of said 162.16 acre tract, N 30° 46' 18" E, a distance of 604.84 feet to the POINT OF BEGINNING and containing 5.505 acres of land, more or less.

THE STATE OF TEXAS |
COUNTY OF TRAVIS | KNOW ALL MEN BY THESE PRESENTS:

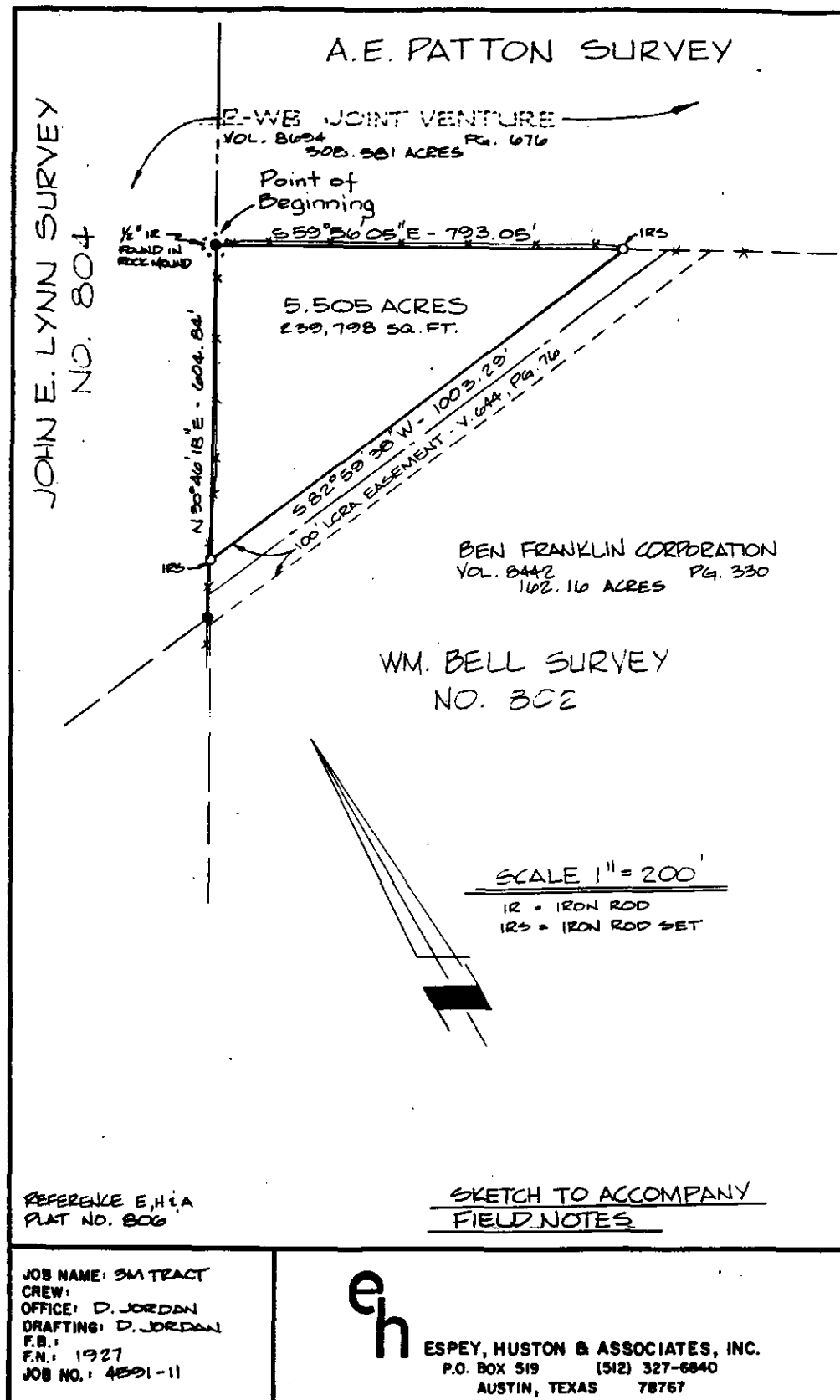
That I, Roger Wheat, a Registered Public Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and that the property described herein was determined by a survey made on the ground under my direction and supervision.

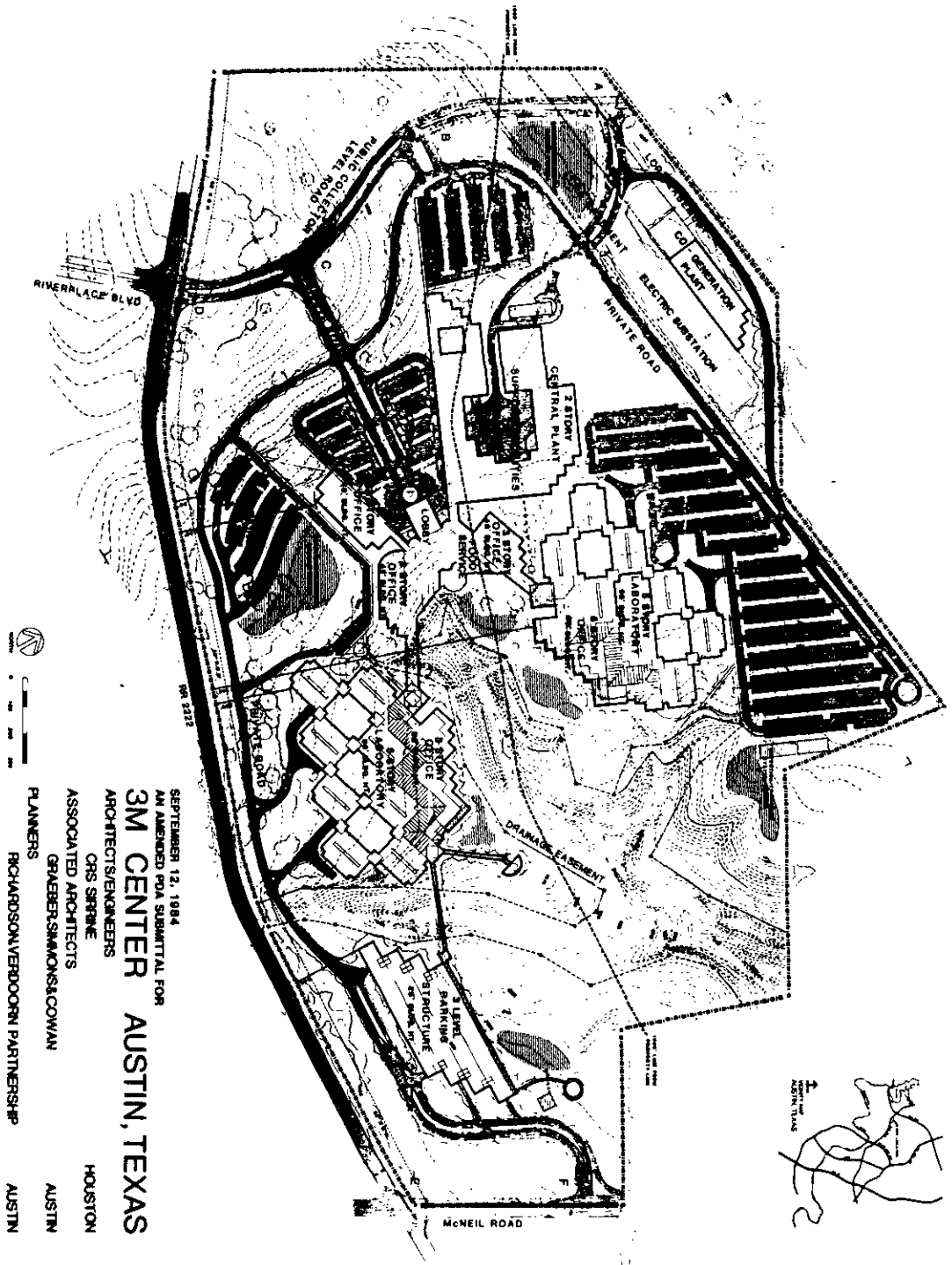
WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the
6 day of SEPT., 1984, A.D.

ESPEY, HUSTON & ASSOCIATES, INC.
Engineering & Environmental Consultants
P.O. Box 519
Austin, Texas 78767

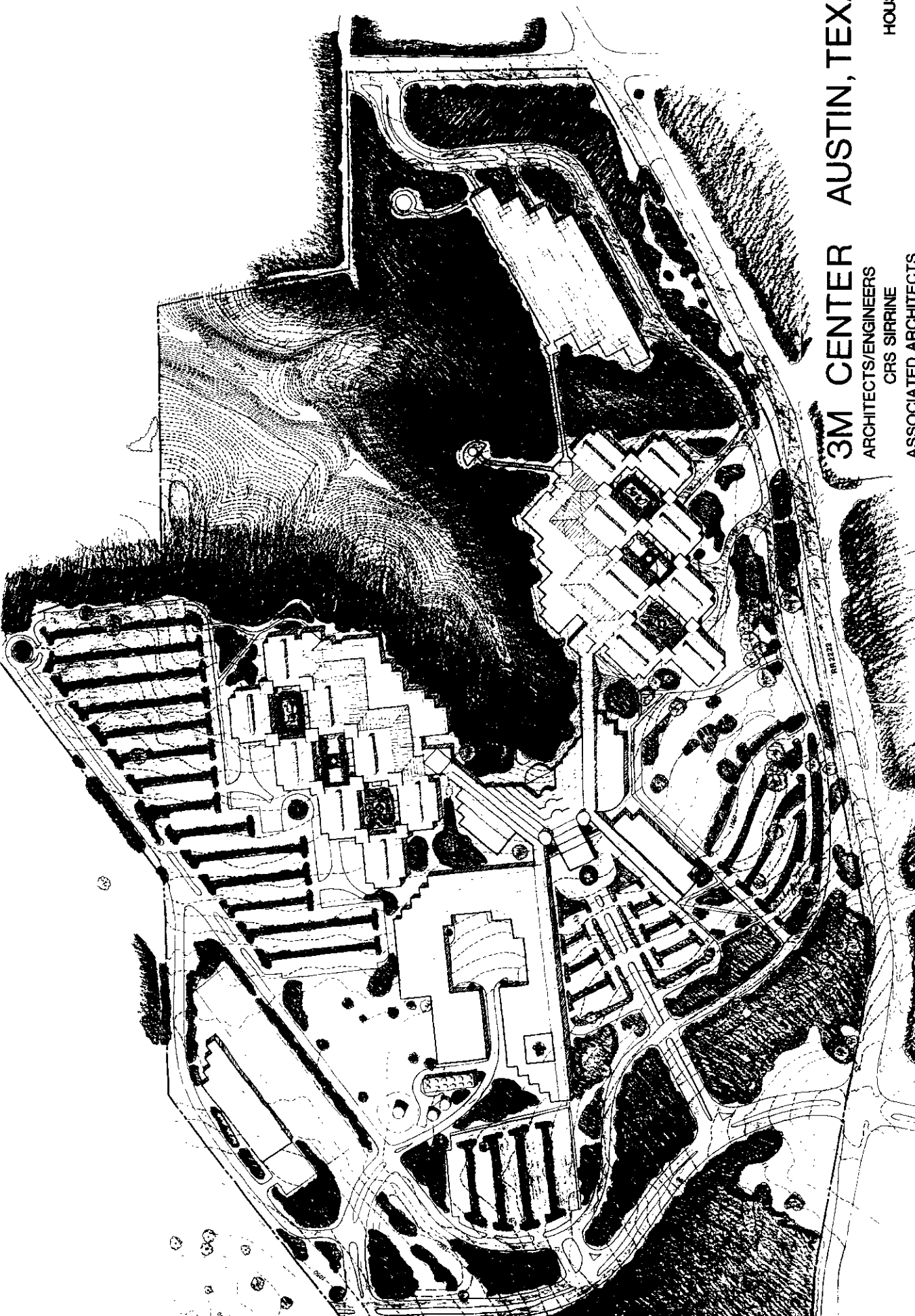

Roger Wheat
Registered Public Surveyor
No. 4039 - State of Texas







SEPTEMBER 12, 1984
 AN AMENDED POA SUBMITTAL FOR
3M CENTER AUSTIN, TEXAS
 ARCHITECTS/ENGINEERS
 CRS SERVICE
 ASSOCIATED ARCHITECTS
 GRAEBER, SIMMONS & COWAN
 PLANNERS
 RICHARDSON/VERDOORN PARTNERSHIP
 HOUSTON
 AUSTIN
 AUSTIN



3M CENTER AUSTIN, TEXAS

ARCHITECTS/ENGINEERS

CPS SIRRINE

ASSOCIATED ARCHITECTS

GRAEBER, SIMMONS & COWAN

PLANNERS

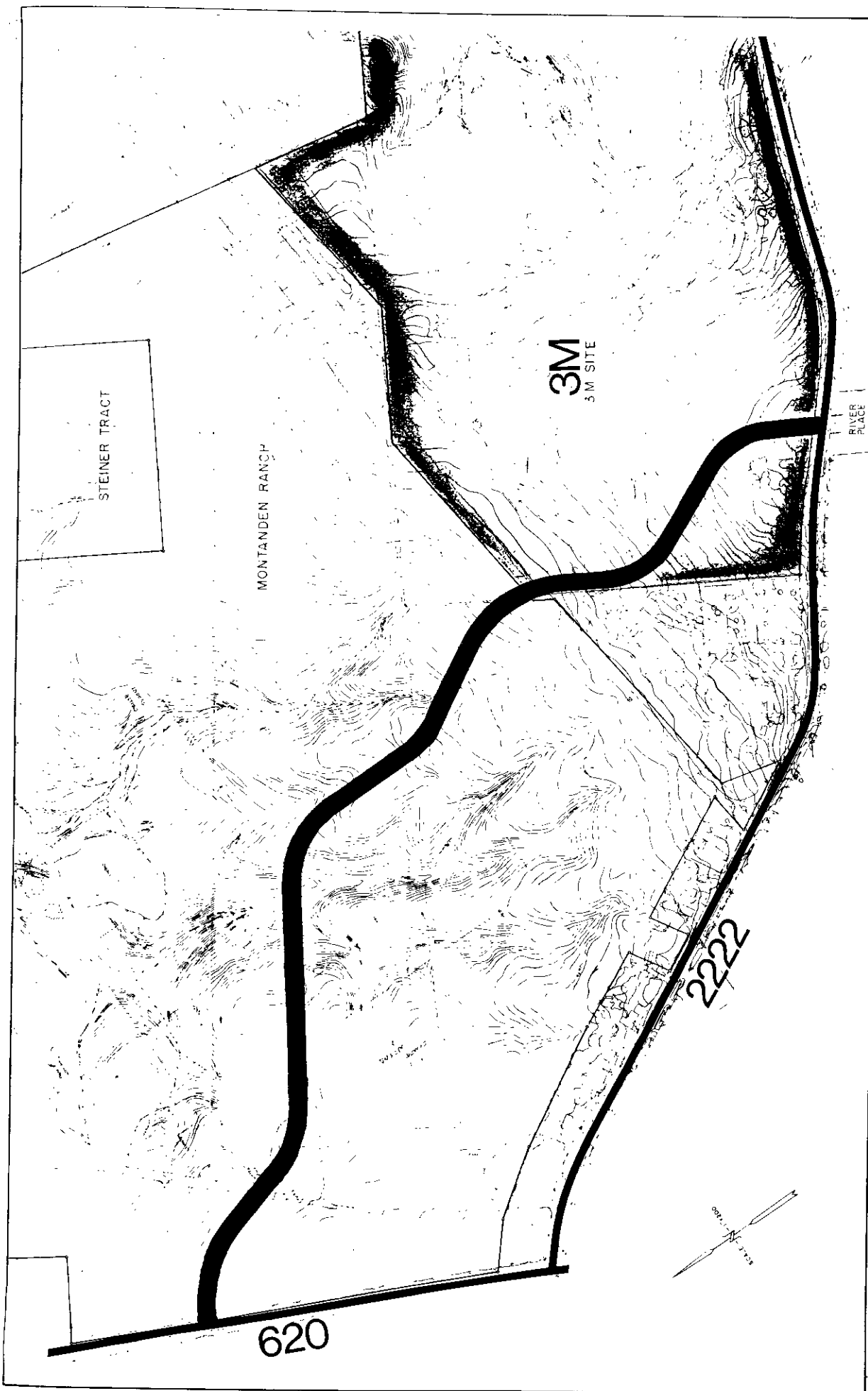
RICHARDSON, VERDOORN PARTNERSHIP

HOUSTON

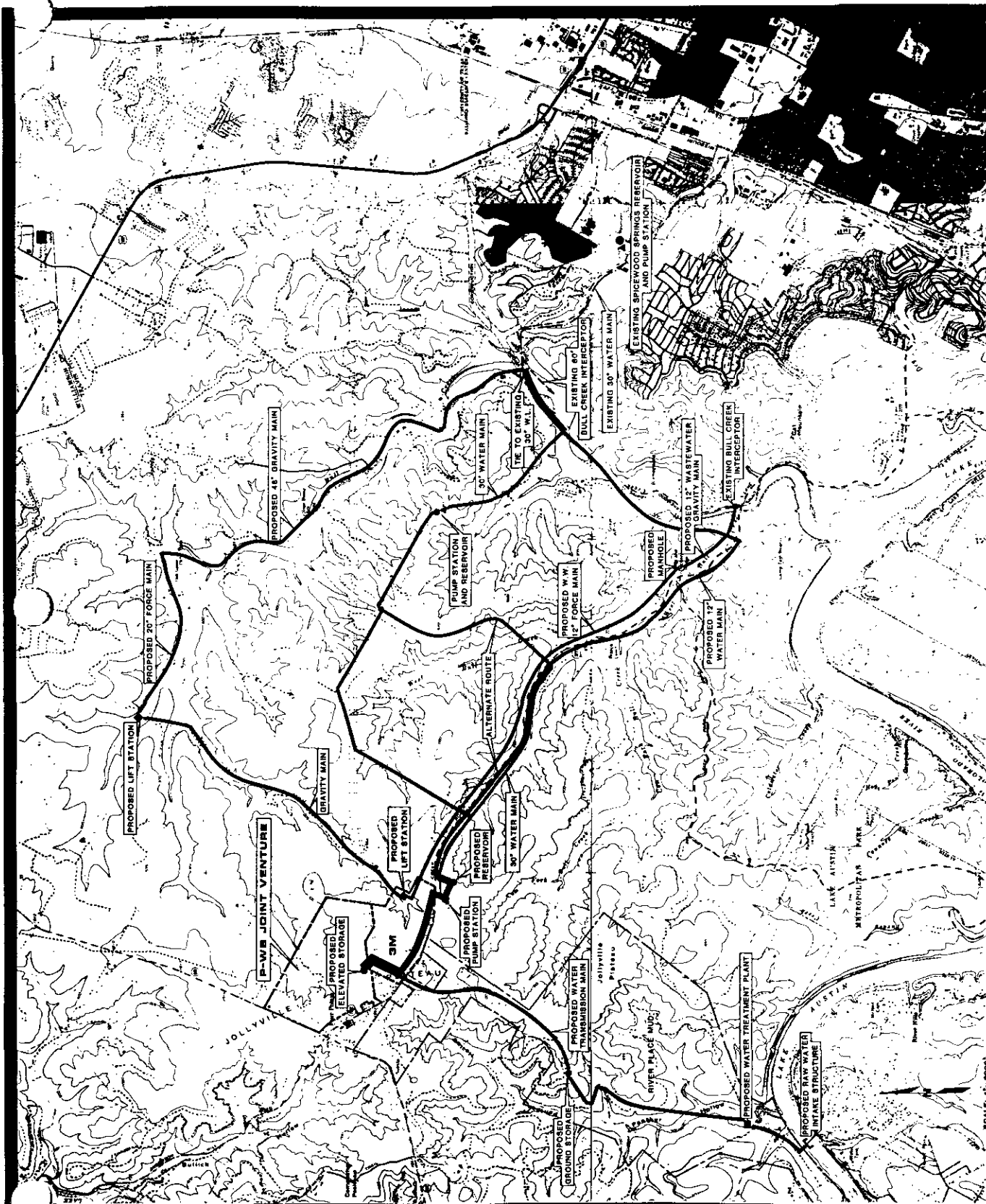
AUSTIN

AUSTIN

EXHIBIT "B"
Page One-A



DESIGNED BY: DRAWN BY: CHECKED BY: APPROVED BY: DATE:		ESPEY, HUSTON & ASSOCIATES, INC. <i>Engineering & Environmental Consultants</i> 916 CAPITAL OF TEXAS HWY. SOUTH (512) 327-6840 P.O. BOX 519 AUSTIN, TEXAS 78767	3-M PRELIMINARY ROAD ROUTING	SHEET NO. 1 OF 1 SCALE: 1" = 400'
NO. _____ REVISION _____ BY _____ DATE _____				FILE NO. 4591



WATER AND WASTEWATER OPTIONS

- RIVER PLACE WATER
- 2222 WASTEWATER APPROACH MAIN
- 2222 WATER APPROACH MAIN
- BULL CREEK WASTEWATER INTERCEPTOR
- WEST BULL CREEK REGIONAL WATER SYSTEM


 H. E. ROUSE & ASSOCIATES, INC.

SCALE: 1" = 2000'

A 308.581 Acre Tract
Montandon Tract
Prepared From A Survey
By J. Leroy Bush, Dated
March 19, 1984 and Public Record

FN 1722 (DFJ)
June 4, 1984
EH&A Job No. 4591-33

A DESCRIPTION OF A 308.581 ACRE TRACT PREPARED FROM A SURVEY BY J. LEROY BUSH, DATED MARCH 19, 1984 AND PUBLIC RECORD OUT OF THE ALEX DUNLAP SURVEY NO. 805, THE JOHN E. LINN SURVEY NO. 804 AND THE A. E. PATTON SURVEY NO. 639, AND BEING COMPRISED OF THOSE CERTAIN TRACTS, TRACT 1 (112.5 ACRES), TRACT 2 (1.2 ACRES) AND TRACT 3 (201.7 ACRES) CONVEYED TO HARRY E. MONTANDON BY DEED RECORDED IN VOLUME 2165, PAGE 455, TRAVIS COUNTY, TEXAS DEED RECORDS AND ALSO THOSE CERTAIN TRACTS, TRACT 1 (33.596 ACRES), TRACT 2 (30.388 ACRES), TRACT 3 (1 ACRE), TRACT 4 (1 ACRE) CONVEYED TO HARRY E. MONTANDON BY DEED RECORDED IN VOLUME 4134, PAGE 1377, TRAVIS COUNTY DEED RECORDS; SAID 308.581 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING at an iron rod set by J. Leroy Bush for the northwest corner of that 1.116 acre tract conveyed to Brown Properties by deed recorded in Volume 7989, Page 686, Travis County, Texas Deed Records, same being in the easterly right-of-way line of FM 620, a Travis County right-of-way, and same also being the most westerly corner of the tract herein described;

THENCE along said easterly right-of-way, N 25° 00' 40" E, a distance of 2123.55 feet to an iron stake found for the southwest corner of a certain 3.498 acre tract conveyed to Samuel H. Tate by deed recorded in Volume 8347, Page 618, Travis County, Texas Deed Records, same being a corner of the tract herein described;

THENCE along the south line of said 3.498 acre tract, S 59° 43' 10" E, a distance of 437.47 feet to an iron rod set by J. Leroy Bush for the southeast corner of said 3.498, same being a corner of the tract herein described;

THENCE along the easterly line of said 3.498 acre tract, N 24° 43' 50" E, a distance of 349.87 feet to an iron stake found for the northeast corner of said 3.498 acre tract, same being in the southerly line of that certain 2500 square foot tract conveyed to Allen R. Rundell by deed recorded in Volume 6056, Page 1864, Travis County, Texas Deed Records, same also being in a corner of the tract herein described;

THENCE along the southerly line of said 2500 square foot tract, S 59° 36' E, a distance of 12.90 feet to an iron stake found for the southeast corner of said 2500 square foot tract, same being a corner of that certain 5.00 acre tract conveyed to Zimmerman Joint Venture by deed recorded in Volume 8355, Page 167, Travis County, Texas Deed Records, same also being an angle point of the tract herein described;

THENCE along the southerly line of said 5.00 acre tract, S 59° 51' E, a distance of 52.29 feet to an iron stake found for the southeast corner of the said 5.00 acre tract, same being the southwest corner of that certain 10.181 acre tract conveyed to the Veteran's Land Board of the State of Texas by deed recorded in Volume 5388, Page 1219, Travis County, Texas Deed Records, same also being an angle point of the tract herein described;

THENCE along the southerly line of said 10.181 acre tract, S 59° 44' E, a distance of 582.94 feet to an iron rod set by J. Leroy Bush for the southeast corner of said 10.181 acre tract, same being the southwest corner of that certain 6.599 acre tract conveyed to Freddie J. Smith, et ux., Joyce Smith by deed recorded in Volume 4133, Page 976, Travis County, Texas Deed Records, same also being an angle point of the tract herein described;

A 308.581 Acre Tract
Montandon Tract
Prepared From A Survey
By J. Leroy Bush, Dated
March 19, 1984 and Public Record

FN 1722 (DFJ)
June 4, 1984
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THENCE along the southerly line of said 6.599 acre tract, S 59° 42' 50" E, a distance of 400.00 feet passing an iron rod set by J. Leroy Bush; and continuing along said southerly line in all a total distance of 445.50 feet, and continuing along said southerly line, S 59° 37' E, a distance of 215.45 feet to an iron stake found for the southwest corner of that certain 6.599 acre tract conveyed to Wolfred C. Attal, et ux., by deed recorded in Volume 3718, Page 2347, Travis County, Texas Deed Records, same also being an angle point of the tract herein described;

THENCE along the southerly line of said 6.599 acre tract, S 59° 39' E, a distance of 495.40 feet to an iron stake found for the southeast corner of said 6.599 acre tract, same being the southwest corner of that certain 2.006 acre tract conveyed to Daniel P. Weaver and wife, Anne M. Weaver by deed recorded in Volume 6512, Page 1896, Travis County, Texas Deed Records, same also being an angle point of the tract herein described;

THENCE along the southerly line of said 2.006 acre tract, S 59° 26' 40" E, a distance of 199.20 feet to an iron stake found for the southeast corner of said 2.006 acre tract, same being the southwest corner of that certain 20.219 acre tract conveyed to Ordell Dube by deed recorded in Volume 3559, Page 1027, Travis County, Texas Deed Records, same also being an angle point of the tract herein described;

THENCE along the southerly line of said 20.219 acre tract, S 59° 45' 10" E, a distance of 995.98 feet to an iron stake found at a 36 inch live oak for the most westerly corner of that certain 229.745 acre first tract as conveyed to Robert Hardie Bowman by deed recorded in Volume 5678, Page 361, Travis County, Texas Deed Records, and S 56° 44' 20" E, a distance of 340.20 feet to an iron rod set by J. Leroy Bush for the northwest corner of that certain 25 acre third tract as described in the first tract conveyed to T. C. Steiner by deed recorded in Volume 735, Page 325 of the Travis County, Texas Deed Records and also described as 50 acres less 25 acres in Cause No. 65102, Volume 85, Page 75 of the Civil Minutes of the 98th District Court, same being a corner of the tract herein described;

THENCE along the westerly line of said 25 acre tract, S 29° 36' 25" W, a distance of 1067.70 feet to an iron rod set by J. Leroy Bush for the southwest corner of said 25 acre tract, same being a corner of the tract herein described;

THENCE along the southerly line of said 25 acre tract, S 60° 23' 35" E, a distance of 1020.83 feet to an iron rod set by J. Leroy Bush for the southeast corner of said 25 acre tract, same being a corner of the tract herein described;

THENCE along the easterly line of said 25 acre tract, N 29° 36' 25" E, a distance of 1067.70 feet to an iron rod set by J. Leroy Bush for the northeast corner of said 25 acre tract, same being in the southerly line of said 229.745 acre tract, same also being a corner of the tract herein described;

THENCE along the southerly line of said 229.745 acre tract, S 59° 36' 40" E, a distance of 175.34 feet to an iron rod set by J. Leroy Bush for a corner in that certain 740.5 acre tract conveyed to Lucia Ribelin Francis, Charles Alvin Ribelin and Frank Karl Ribelin by deed recorded in Volume 5952, Page 251, Travis County, Texas Deed Records, same being the most easterly corner of the tract herein described;

THENCE along a westerly line of said 740.5 acre tract the following four (4) courses and distances:

1. S 09° 26' 50" W, a distance of 426.51 feet to a 60d nail set by J. Leroy Bush,

A 308.581 Acre Tract
Montandon Tract
Prepared From A Survey
By J. Leroy Bush, Dated
March 19, 1984 and Public Record

FN 1722 (DFJ)
June 4, 1984
EH&A Job No. 4591-33

2. S 09° 17' 10" W, a distance of 978.98 feet to a 60d nail set by J. Leroy Bush,
3. S 09° 24' 40" W, a distance of 633.95 feet to a 60d nail set by J. Leroy Bush, and
4. S 09° 33' 40" W, a distance of 332.64 feet to an iron rod set by J. Leroy Bush at the base of a corner post for a corner of said 740.5 acre tract, same being in the northerly line of that certain 162.16 acre tract conveyed to the Ben Franklin Corporation by deed recorded in Volume 8442, Page 330, Travis County, Texas Deed Records, same also being a corner of the tract herein described;

THENCE along the northerly line of said 162.16 acre tract, N 59° 52' 20" W, a distance of 2402.00 feet to an iron rod set by J. Leroy Bush for the northwest corner of said 740.5 acre tract, same being a corner of the tract herein described;

THENCE along the westerly line of said 740.5 acre tract, S 30° 50' 20" W, a distance of 714.24 feet to an iron rod set by J. Leroy Bush for the northeast corner of that certain tract conveyed to Sidney Ann McDonald by deed recorded in Volume 5989, Page 480, Travis County, Texas Deed Records, same being a corner of the tract herein described;

THENCE along the northerly line of said McDonald Tract, S 82° 43' 30" W, a distance of 483.58 feet to the northwest corner of said McDonald Tract, same being the northeast corner of that certain 11.12 acre tract conveyed to Tommy Joe Pulatie by deed recorded in Volume 7601, Page 284, Travis County, Texas Deed Records, same also being an angle point of the tract herein described;

THENCE along the northerly line of said 11.12 acre tract, S 82° 46' 20" W, a distance of 669.21 feet to an iron stake found and N 89° 56' 30" W, a distance of 77.96 feet to a concrete monument found for the northwest corner of said 11.12 acre tract, same being a corner of the tract herein described;

THENCE along the westerly line of said 11.12 acre tract, S 25° 28' E, a distance of 88.87 feet to an iron stake found for the most northerly corner of that certain 2 acre tract conveyed to Walter L. Carven, and wife, Melba Craven by deed recorded in Volume 6183, Page 875, Travis County, Texas Deed Records, same being a corner of the tract herein described;

THENCE along the east line of said 2 acre tract, S 26° 35' W, a distance of 245.78 feet to an iron stake found for the southwest corner of said 2 acre tract, same being in the easterly right-of-way line of FM 2222, a Travis County right-of-way, and same also being a corner of the tract herein described;

THENCE along said easterly right-of-way line, N 27° 07' 25" W, a distance of 374.79 feet to an iron stake found for the most southerly corner of that certain tract conveyed to S. H. Sheppard by deed recorded in in Volume 788, Page 487, Travis County, Texas Deed Records, same being a corner of the tract herein described;

THENCE along the easterly line of said Sheppard Tract, N 83° 58' 20" E, a distance of 216.98 feet to an iron stake found for the most easterly corner of said Sheppard Tract, same being a corner of the tract herein described;

A 308.581 Acre Tract
Montandon Tract
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June 4, 1984
EH&A Job No. 4591-33

THENCE along easterly line of said Sheppard Tract, N 25° 58' 20" W, a distance of 205.79 feet to an iron rod set by J. Leroy Bush for an angle point, in said easterly line, same also being an angle point of the tract herein described;

THENCE continuing along said easterly line, N 26° 29' 10" W, passing the most northerly corner of said said Sheppard Tract, same being the most easterly corner of that certain 1 acre tract conveyed to Alvin Rader and wife, Pinkie Rader by deed recorded in Volume 1046, Page 158, Travis County, Texas Deed Records and continuing along the easterly line of said 1 acre tract in all a total distance of 182.16 feet to an iron rod set by J. Leroy Bush for an angle point in said easterly line, same also being an angle point of the tract herein described;

THENCE continuing along said easterly line of said 1 acre tract, N 28° 03' 20" W, passing the most northerly corner of said 1 acre tract, same being the most easterly corner of that certain tract conveyed to Texas District Council of Assemblies of God by deed recorded in Volume 693, Page 324, Travis County, Texas Deed Records and continuing along the easterly line of said Assemblies of God Tract in all a total distance of 198.39 feet to an iron stake found for the most northerly corner of said Assemblies of God Tract, same being a corner of the tract herein described;

THENCE along the northerly line of said Assemblies of God Tract, S 58° 36' 10" W, a distance of 212.96 feet to iron stake found for the most southerly corner of said Assemblies of God Tract, same being in the easterly right-of-way line of said FM 2222, same also being a corner of the tract herein described;

THENCE along said easterly right-of-way line the following three (3) courses:

1. N 27° 27' 10" W, a distance of 203.10 feet to an iron rod set by J. Leroy Bush,
2. N 27° 13' 50" W, a distance of 17.68 feet to a concrete monument found, and
3. N 26° 49' W, a distance of 253.48 feet to an iron stake found for the most westerly corner of that certain 0.794 acre tract conveyed to Nicholas Errico by deed recorded in Volume 4543, Page 660, Travis County, Texas Deed Records, same being a corner of the tract herein described;

THENCE along the southerly line of said 0.794 acre tract, N 59° 15' 20" E, a distance of 231.74 feet to an iron stake found for the most easterly corner of said 0.794 acre tract, same being a corner of the tract herein described;

THENCE along the easterly line of said 0.794 acre tract, N 27° 17' 20" W, a distance of 49.92 feet passing an iron rod set by J. Leroy Bush, and continuing along said easterly in all a total distance of 149.92 feet to an iron stake found for the most northerly corner of said 0.794 acre tract, same being the most easterly corner of that certain tract conveyed to Nicholas Errico by deed recorded in Volume 4552, Page 1626, Travis County, Texas Deed Records, same also being an angle point of the tract herein described;

THENCE along the easterly line of said Errico Tract, N 29° 36' 10" W, a distance of 77.43 feet to an iron stake found for the most northerly corner of said Errico Tract, same being the most easterly corner of that certain 1 acre tract conveyed to Walter E. Little by deed recorded in Volume 4094, Page 1739, Travis County, Texas Deed Records, same also being an angle point of the tract herein described;

A 308.581 Acre Tract
Montandon Tract
Prepared From A Survey
By J. Leroy Bush, Dated
March 19, 1984 and Public Record

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June 4, 1984
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THENCE along the easterly line of said 1 acre tract, N 29° 04' 50" W, passing the most northerly corner of said 1 acre tract, same being the most easterly corner of that certain 0.98 acre tract conveyed to Joel Howard Smith, et ux., by deed recorded in Volume 7524, Page 89, Travis County, Texas Deed Records, and continuing along the easterly line of 0.98 acre tract passing the most easterly corner said 0.98 acre tract, same being the most easterly corner of that certain 0.889 acre tract conveyed to Scott William Broadus, Jr. by deed recorded in Volume 7583, Page 535, Travis County, Texas Deed Records, and continuing along the easterly line of said 0.889 acre tract to an iron stake found for an angle point in the easterly line of said 0.889 acre tract, same being an angle point of the tract herein described, in all a total distance of 481.31 feet;

THENCE continuing along the easterly line of said 0.889 acre tract, N 30° 13' W, a distance of 68.94 feet to an iron stake found for the most northerly corner of said 0.889 acre tract, same being the most easterly corner of that certain 1.16 acre tract conveyed to Tim Brown, Trustee by deed recorded in Volume 8227, Page 895, Travis County, Texas Deed Records, same also being an angle point of the tract herein described;

THENCE along the easterly line of said 1.16 acre tract, N 35° 51' 30" W, a distance of 326.50 feet to an iron stake found for the most northerly corner of said 1.16 acre tract, same being in the easterly right-of-way of the Old Jollyville Road Abandoned by deed recorded in Volume 944, Page 389, Travis County, Texas Deed Records, same also being an angle point of the tract herein described;

THENCE across said abandoned right-of-way, N 36° 11' 30" W, a distance of 56.05 feet to an iron stake found in the westerly line of said abandoned right-of-way, same being the most easterly line of that certain 1.116 acre tract as conveyed to Brown Properties by deed recorded in Volume 7989, Page 868, Travis County, Texas Deed Records, same being an angle point of the tract herein described;

THENCE along the northerly line of said 1.116 acre tract, N 49° 22' 50" W, a distance of 253.77 feet to the POINT OF BEGINNING and containing 308.581 acres of land, more or less.

The 5.505 acre tract described below on pages 8 and 9 of Exhibit "B" is included as a part of the ~~TRACT~~ and the 5.779 acre tract described below on pages 10 and 11 of Exhibit "B" is excluded from the ~~TRACT~~

5.505 Acre Tract
Ben Franklin Corporation

FN 1927 (DFJ)
August 29, 1984
EH&A Job No. 4591-11

A DESCRIPTION OF A 5.505 ACRE TRACT OUT OF THE WM. BELL SURVEY NO. 802, AND BEING COMPRISED OF A PORTION OF A 162.16 ACRE TRACT CONVEYED TO THE BEN FRANKLIN CORPORATION BY DEED RECORDED IN VOLUME 8442, PAGE 330 OF THE TRAVIS COUNTY, TEXAS DEED RECORDS; SAID 5.505 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING at a 1/4 inch iron rod found in a rock mound for the occupied most northerly corner of said Wm. Bell Survey No. 802, same being a corner of that certain 308.581 acre tract conveyed to P-WB Joint Venture by deed recorded in Volume 8694, Page 676 of the Travis County Deed Records, same also being the most northerly corner of said 162.16 acre tract, same also being the most northerly corner of the tract herein described;

THENCE with the approximate northerly line of said Wm. Bell Survey No. 802, same being a southerly line of said 308.581 acre tract, same also being the northerly line of said 162.16 acre tract, S 59° 56' 05" E, a distance of 793.05 feet to an iron rod set at the intersection of the northerly line of a 100 foot wide electric line easement as conveyed to the Lower Colorado River Authority by deed recorded in Volume 644, Page 76 of the Travis County Deed Records and the northerly line of said 162.16 acre tract, same being the most easterly corner of the tract herein described;

THENCE crossing said 162.16 acre tract and with the northerly line of said 100 foot easement, S 82° 59' 38" W, a distance of 1003.29 feet to an iron rod set in an easterly line of said 308.581 acre tract, same being in the westerly line of said 162.16 acre tract, same also being the most easterly corner of the tract herein described;

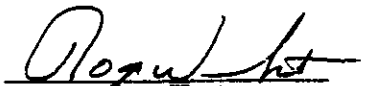
THENCE along said easterly line of said 308.581 acre tract, same being the westerly line of said 162.16 acre tract, N 30° 46' 18" E, a distance of 604.84 feet to the POINT OF BEGINNING and containing 5.505 acres of land, more or less.

THE STATE OF TEXAS |
| KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS |

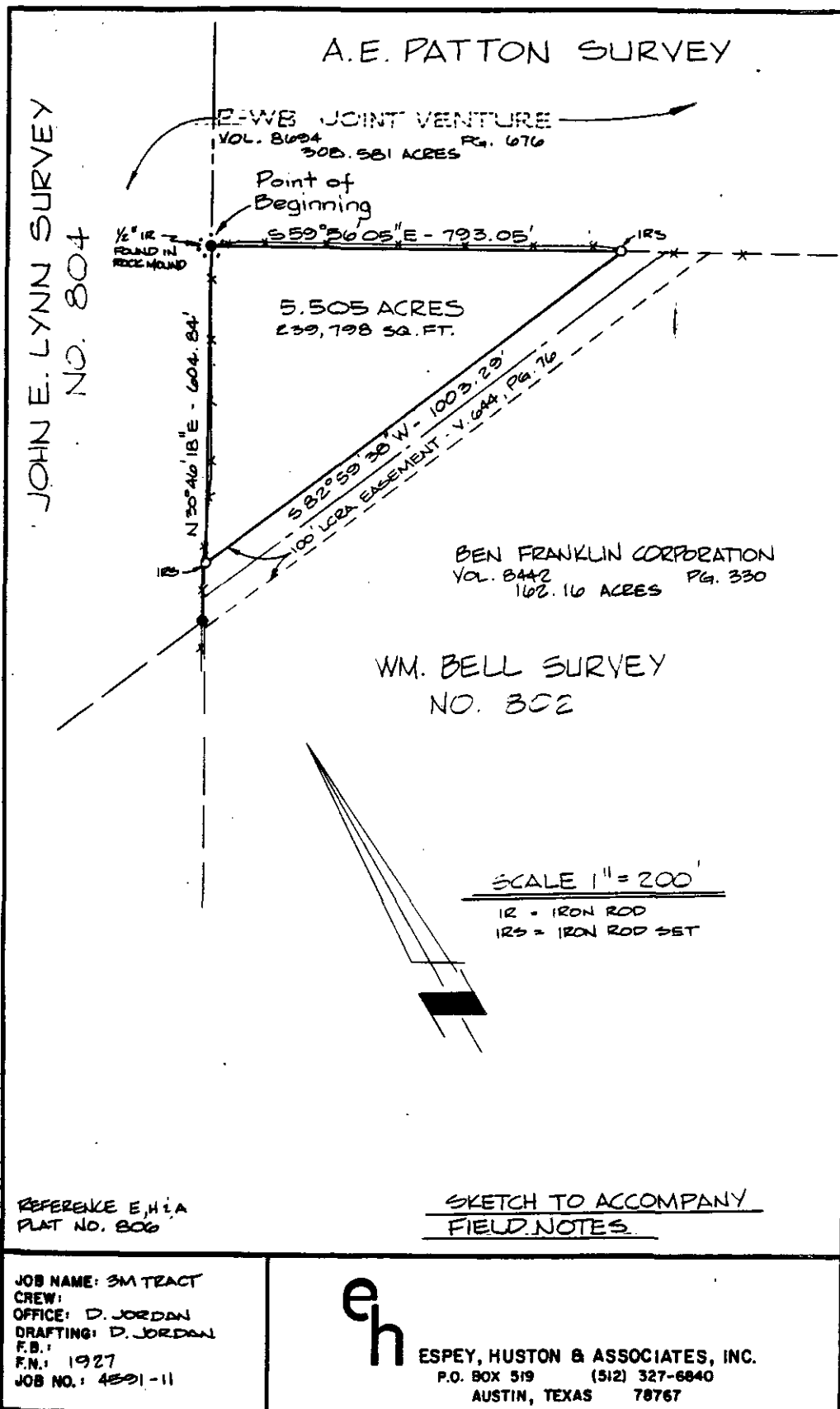
That I, Roger Wheat, a Registered Public Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the
6 day of SEPT., 1984, A.D.

ESPEY, HUSTON & ASSOCIATES, INC.
Engineering & Environmental Consultants
P.O. Box 519
Austin, Texas 78767


Roger Wheat
Registered Public Surveyor
No. 4039 - State of Texas





5.779 Acre Tract
P-WB Joint Venture

FN 1926 (DFJ)
August 29, 1984
EH&A Job No. 4591-11

A DESCRIPTION OF A 5.779 ACRE TRACT OUT OF THE A. R. PATTON SURVEY NO. 539, AND BEING COMPRISED OF A PORTION OF A 308.581 ACRE TRACT CONVEYED TO P-WB JOINT VENTURE BY DEED RECORDED IN VOLUME 8694, PAGE 676, TRAVIS COUNTY, TEXAS DEED RECORDS; SAID 5.779 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING at a 1/4 inch iron rod found for the most southerly common corner of said 308.581 acre tract and that certain 740.5 acre tract conveyed to Lucia Ribelin Francis, Charles Alvin Ribelin and Frank Karl Ribelin by deed recorded in Volume 5952, Page 251, Travis County Deed Records, same also being in the northerly line of that certain 162.16 acre tract conveyed to the Ben Franklin Corporation by deed recorded in Volume 8442, Page 330, Travis County Deed Records, and same also being the most southerly corner of the tract herein described;

THENCE along a southerly line of said 308.581 acre tract, same being the northerly line of said 162.16 acre tract, N 59° 56' 05" W, a distance of 912.95 feet to an iron rod set at the intersection of the southerly line of a 100 foot wide electric line easement as conveyed to the Lower Colorado River Authority by deed recorded in Volume 611, Page 616, Travis County Deed Records and the northerly line of said 162.16 acre tract, same being the most westerly corner of the tract herein described;

THENCE crossing said 308.581 acre tract and with the southerly line of said 100 foot easement, N 82° 03' 55" E, a distance of 895.33 feet to an iron rod set in the easterly line of said 308.64 acre tract, same being the westerly line of said 740.5 acre tract, same also being the most northerly corner of the tract herein described;

THENCE along said easterly line of said 308.64 acre tract, S 09° 21' 53" W, a distance of 256.30 feet to a 60d nail found under the fence;

THENCE continuing along said easterly line, S 09° 30' 20" W, a distance of 332.65 feet to the POINT OF BEGINNING and containing 5.779 acres of land, more or less.

THE STATE OF TEXAS }
COUNTY OF TRAVIS }

KNOW ALL MEN BY THESE PRESENTS:

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

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the
6 day of SEPT., 1984, A.D.

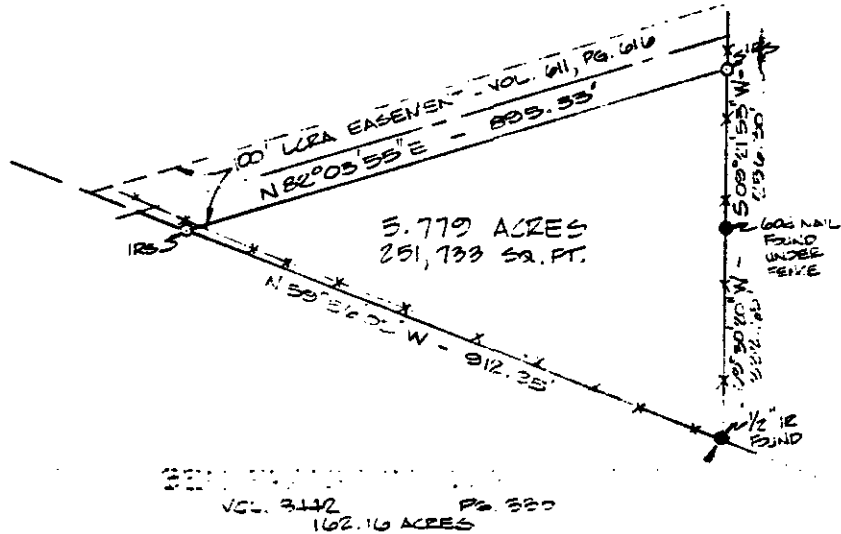
ESPEN, HUSTON & ASSOCIATES, INC.
Engineering & Environmental Consultants
P.O. Box 519
Austin, Texas 78767


Roger Wheat
Registered Public Surveyor
No. 4039 - State of Texas



A.E. PATTON SURVEY
NO. 532

P-WB JOINT VENTURE
VOL. 3624 PG. 676
309.531 ACRES



RECEIVED
10/1/80
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SCALE 1"=200'

1R = IRON ROD
2S = 20N ROD SET
X = FENCE LINE

SKETCH TO ACCOMPANY
FIELD NOTES

REFERENCE E, H & A
PAT NO. 853

JOB NAME: P-WB TRACT
CREW:
OFFICE: D. JORDAN
DRAFTING: D. JORDAN
F.S.:
P.N.: 1926
JOB NO.: 1591-11



ESPEY, HUSTON & ASSOCIATES, INC.
P.O. BOX 519 (512) 327-6840
AUSTIN, TEXAS 78767

ELECTRIC SUPPLY

City agrees to sell and deliver to 3M electricity reasonably required by 3M, such electricity to be supplied from the City's electrical distribution system as extended by the City in accordance with City's policies.

RATES

Rates for utility services delivered pursuant to this Exhibit shall not be less than those normally charged by the City for comparable customers within the City or more than those normally charged by the City for comparable customers outside the City, all as established from time to time by the Austin City Council.

WASTEWATER DISPOSAL

The City agrees to receive, treat, and dispose of all wastewater and sewage generated by 3M not to exceed 1.4 million gallons of wastewater flow per day. Said sewage shall be delivered by 3M to the City at a point or points of delivery on the City's sanitary sewer trunk line as extended by 3M at 3M's expense in accordance with the map on Page 3 of this Exhibit C". Sewage treatment and disposal services provided to 3M shall be nondiscriminatory and uniform with the policy or policies established by the Austin City Council for the provision of utilities to other similarly situated customers. The City presently has, and will maintain, adequate sewage treatment capacity to provide service to the 3M. The City agrees that it will maintain the capability to receive, treat, and dispose of 1.4 million gallons of wastewater flow per day from the Facility.