

## **ZONING CHANGE REVIEW SHEET**

CASE: C14-2017-0148 – Zen Garden (*formerly Eightfold*)

DISTRICT: 1

ZONING FROM: LI-NP

TO: LI-PDA-NP, as amended April 2, 2019

ADDRESS: 3501 Ed Bluestein Boulevard

SITE AREA: 109.65 Acres

PROPERTY OWNER/APPLICANT: 3443 Zen Garden LP (Adam Zarafshani)

AGENT: Sprouse Shrader Smith PLLC (Terrence L. Irion)

CASE MANAGER: Heather Chaffin (512-974-2122, [heather.chaffin@austintexas.gov](mailto:heather.chaffin@austintexas.gov))

### STAFF RECOMMENDATION:

**Staff supports the Applicant's request of LI-PDA-NP zoning, with conditions.**

**The Applicant requests the following:**

- 1. The property is permitted to utilize a 50% parking and loading area reduction.**
- 2. Building B shall be no greater than 160' of height.**
- 3. All other buildings east of Semiconductor Drive shall be no greater than 120' of height.**
- 4. For the portion of the property that is bounded by Ed Bluestein Boulevard, Technicenter Drive, Semiconductor Drive and Central Avenue, buildings shall not exceed 400' of height.**
- 5. For the remaining portion of the property that is west of Semiconductor Drive, buildings shall not exceed 280' of height.**

**Staff supports conditions 1, 2, and 3 but does not support 4 or 5. With the exception of Building B, Staff recommends that all other buildings on the property shall not exceed 120' of height.**

*For a summary of the basis of staff's recommendation, see case manager comments on page 2.*

### PLANNING COMMISSION ACTION / RECOMMENDATION:

January 14, 2020: To grant the Applicant's request of LI-PDA with the added condition that impervious cover shall not exceed 60%. (9-0-1) [ P. Howard- 1<sup>st</sup>, C. Kenny- 2<sup>nd</sup>, J. Shieh- Abstain; A. Azar, C. Hempel, P. Seeger- Absent.

December 10, 2019: To grant a postponement to January 14, 2020 as requested by Applicant, on consent.

November 12, 2019: To grant a postponement to December 10, 2019 as requested by Applicant, on consent.

October 8, 2019: To grant a postponement to November 12, 2019 as requested by Neighborhood, on consent.

August 27, 2019: To grant a postponement to October 8, 2019 as requested by Applicant, on consent.

May 22, 2018: To grant indefinite postponement as requested by Applicant, on consent.

CITY COUNCIL ACTION:

ORDINANCE NUMBER:

**ISSUES:**

The subject property is a 109.65 acre portion of a +/- 228 acre mixed industrial area that previously housed the Freescale/Motorola campus from the 1970s to the early 2000s. The property is zoned LI-NP and is mostly unoccupied with few tenants. The Applicant proposes to redevelop the tract with a mixed use, multi-tenant campus featuring a variety of commercial uses. As a Planned Development Area (PDA), it would be possible to modify some site development regulations like building height and parking requirements while maintaining many features and entitlements of the existing LI zoning and approved site plan. Exhibit C shows the areas where varying building heights are requested. The request is:

Area I – 400 feet

Area II – 280 feet

Area III – 120 feet, excepting Building B at 160 feet

When originally filed, the Applicant requested 400' building height limit across the 109.65 acre tract, but later modified as shown on Page 1. ***Please see Exhibit B – Aerial Exhibit.***

**CASE MANAGER COMMENTS:**

The subject tract is located along the east side of Ed Bluestein Boulevard between the Colorado River and FM 969. Immediately north of the rezoning tract is property that was also previously part of the Motorola campus. The property is zoned LI-NP and houses limited industrial and office uses including NXP (chip fabrication), BAE (aerospace engineering), Austin Police Department offices, and more. Further north are properties zoned CS-NP and LI-NP that are mostly undeveloped but include a metal fabrication shop as well. Also to the north is property zoned LR-NP and SF-2-NP that are developed with daycare and single family residential. Immediately east of the property is the Walnut Creek Greenbelt, which is zoned P-NP. Also to the east is the rail right-of-way (ROW) for the future Capital Metro Green Line. South of the property is another area that is zoned LI-NP and was previously part of the Motorola campus. This area also houses a variety of limited industrial and office uses. Further south is LI-NP property that is primarily undeveloped, as well as SF-2-NP and SF-2 areas that are developed with single family residences. Across Ed Bluestein to the west are a mix of commercial and limited industrial uses zoned CS-NP and LI-NP. The property also contains a creek with floodplain and buffer zones. Since the site is located in the Walnut Creek Suburban watershed, commercial development is limited to 80%, or 90% with transfers. ***Please see Exhibits A and B—Zoning Map and Aerial Exhibit.***

A private restrictive covenant (RC) prohibits residential land uses on all three platted lots of the original Motorola subdivision. It appears that the private RC was created to protect residential development from the hazardous materials that were used at the site. Several other land uses were prohibited, ranging from adult oriented businesses to recycling facility. A public RC was created in 1975 for the entire original site establishing a 25' setback from Ed Bluestein Boulevard and a 100' building setback along the south and west property lines adjacent to residential areas. ***Please see Exhibits C and D—Private and Public Restrictive Covenants.***

This site is located within the Austin-Bergstrom Airport Controlled Compatible Land Use Area Overlay which prohibits uses or structures that can create electrical interference with navigational signals or radio communications between airport and aircraft, make it difficult for pilots to distinguish between the airport lights and others, result in glare in the eyes of pilots using the airport, impair visibility in the vicinity of the airport, create bird strike hazards or otherwise in any way endanger or interfere with the landing, taking off, or maneuvering of aircraft intending to use the Austin-Bergstrom Airport. ABIA Staff has determined that the proposed 400' building height would not interfere with ABIA flights. Additional review will be performed at time of site plan. ***Please see Exhibit E—Airport Overlay Letter.***

Development of the Motorola campus began prior to the annexation of the property in 1976. At that time, the property was zoned to D-Industrial zoning, which was revised to LI- Limited Industrial zoning with the 1985 Land Development Code. The property has been developed under a series of site plans from the

1980s to 2010s, including revisions and corrections along the way. Since the early 2000s the property has been underutilized with few tenants. The rezoning tract is not currently identified as an Employment Center in Imagine Austin, but Imagine Austin is an evolving document that has added new Centers as major new developments have appeared. For example, Colony Park was not originally identified as a Neighborhood Center when Imagine Austin was created. If approved, the proposed redevelopment of this mixed commercial and office project may meet the Imagine Austin definitions of a Job Center:

“Job centers accommodate those businesses not well-suited for residential or environmentally sensitive areas. These centers take advantage of existing transportation infrastructure such as arterial roadways, freeways, or the Austin-Bergstrom International Airport. Job centers will mostly contain office parks, manufacturing, warehouses, logistics, and other businesses with similar demands and operating characteristics. They should nevertheless become more pedestrian and bicycle friendly, in part by better accommodating services for the people who work in those centers. While many of these centers are currently best served by car, the Growth Concept Map offers transportation choices such as light rail and bus rapid transit to increase commuter options.”

The requested overlay is designed to allow flexibility for industrial, commercial highway and research/development properties. Regulations established by a PDA combining district may modify:

- (1) Permitted or conditional uses authorized in the base district;
- (2) Except for Subchapter C, Article 10 (Compatibility Standards), the site development regulations applicable in the base district; or
- (3) Off-street parking or loading regulations, sign regulations, or landscaping or screening regulations applicable in the base district.

The requested zoning is consistent with the purpose of the PDA overlay and complies with the parameters of the overlay. A PDA overlay does not allow the wide variety of modifications of Planned Unit Development (PUD) zoning and is more appropriate for a redevelopment of industrial property than a new land use plan.

Staff supports the rezoning request with the conditions that only Building B be permitted to reach 160' and all other buildings be limited to 120'. This would allow revitalization of a campus that once housed a major employer with a mix of uses. By increasing building heights and reducing parking requirements, the property will be able to provide a compact campus without requiring a sea of parking and impervious cover. The potential for a mix of commercial services could provide services for underserved residential areas nearby. The revitalization of the underused site could create a significant and compact destination that meets the Imagine Austin definition of a Job Center.

The Applicant has provided correspondence and exhibits related to the proposed rezoning. ***Please see Exhibit F – Applicant Correspondence and Exhibits.***

#### **BASIS OF RECOMMENDATION:**

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

The purpose of a planned development area (PDA) combining district is to:

- (1) Provide for industrial and commercial uses in certain commercial and industrial base districts; or
- (2) Incorporate the terms of a planned development area agreement into a zoning ordinance following annexation of a property that is subject to PDA agreement.

2. *Zoning should promote clearly-identified community goals, such as creating employment opportunities or providing for affordable housing.*

Revitalization of the former Motorola campus will create employment opportunities and provide services in an area that is underserved in commercial and employment opportunities.

**EXISTING ZONING AND LAND USES:**

	ZONING	LAND USES
Site	LI-NP	Administrative and business offices, Limited industrial
North	LI-NP, CS-NP, LI-CO-NP, SF-2-NP, LR-NP	Administrative and business offices, Limited industrial, Electronic prototype assembly
South	LI-NP, SF-2-NP, P, SF-2	Administrative and business offices, Limited industrial, single family residential, Walnut Creek Greenbelt
East		Capital Metro ROW, Walnut Creek Greenbelt
West	CS-NP, LI-NP, IP-NP	Mixed commercial and limited industrial

**NEIGHBORHOOD PLANNING AREA:** E MLK Combined Neighborhood Plan

**TIA:** N/A - Deferred to time of site plan

**WATERSHED:** Walnut Creek

**EXISTING STREET CHARACTERISTICS:**

Name	ROW	Pavement	Classification	Sidewalks	Bike Route	Capital Metro (within ¼ mile)
US HWY 183	420 ft (varies)	130 ft	Highway	No	Proposed multi-use path	No

**CASE HISTORIES:**

NUMBER	REQUEST	ZAP COMMISSION	CITY COUNCIL
C14-2019-0137 Delwau RV Park	SF-2 to CS-MU-CO	January 7, 2020: To grant with conditions	January 23, 2020:
C14-2018-0002 Delwau Campgrounds	SF-2 to CS-MU-CO and CS-1-MU-CO	May 15, 2018: To grant with conditions	August 23, 2018: To deny request
C14-2016-0017 Driveway Austin	GO to GR	August 2, 2016: <i>TO GRANT GR DISTRICT ZONING AS RECOMMENDED BY STAFF, ON CONSENT. (8-0) [B. Evans- 1<sup>st</sup>, S. Lavani- 2<sup>nd</sup>, G. Rojas, B. Greenberg, and J. Kiobassa- Absent]</i>	September 22, 2016: <i>To grant GR zoning as recommended by Staff, on consent (10-0) on CM Houston's motion, CM Casar's second. CM Troxclair was absent.</i>
C14-2011-0114 Southern Walnut Creek Hike & Bike Trail	CITY INITIATED SF-2 to P	October 18, 2011: To grant P as requested	November 3, 2011: To grant P as requested



NEIGHBORHOOD ORGANIZATIONS:

Austin Heritage Tree Foundation	Del Valle Community Coalition
Austin Neighborhoods Council	Friends of Austin Neighborhoods
Bike Austin	Imperial Valley Neighborhood Association
SEL Texas	East MLK Combined Neighborhood Contact Team
Sierra Club, Austin Regional Group	Lower Boggy Creek Neighborhood Association
FRS Property Owners Association	Del Valle ISD
Friends of Northeast Austin	Austin ISD
Black Improvement Association	Homeless Neighborhood Association
Neighbors United for Progress	East Austin Conservancy
Austin Inncity Alliance	Lincoln Garden Association
Preservation Austin	Jackie Robinson Acres
Claim Your Destiny Foundation	Lower Boggy Creek Neighborhood Association

OTHER STAFF COMMENTS:

COMPREHENSIVE PLANNING

E MLK Combined Neighborhood Plan - The Future Land Use Map (FLUM) of the E MLK Combined NP classifies the property and the area around it as ‘Industry’. The Industry land use category is defined as “Areas reserved for manufacturing and related uses that provide employment but are generally not compatible with other areas with lower intensity use. Industry includes general warehousing, research and development, and storage of hazardous materials.”

The following E MLK Neighborhood Plan policies and text are applicable to this case:

Goal Two - Promote a mix of land uses that respect and enhance the existing neighborhood and address compatibility between residential, commercial, and industrial uses.

Objective 2.1: Where appropriate, address mis-matches between desired land use and zoning.

Goal Four - Promote the development and enhancement of the neighborhood’s major corridors.

Objective 4.1: Allow mixed use development along major corridors and intersections.

Objective 4.2: Facilitate the development of regional commercial and employment centers on US 183/Ed Bluestein.

The E MLK Plan appears to support the property to be continued to be utilized for light manufacturing and industrial uses, as long as the uses there ‘do not affect the neighborhood’ which is located to the north of this site.

Imagine Austin - The property is not located along an Activity Center or near an Activity Corridor, including a Job Center. However the overall goal of the Imagine Austin Comprehensive Plan (IACP) is to achieve ‘complete communities’ across Austin, where housing, services, retail, jobs, entertainment, health care, schools, parks, and other daily needs are within a convenient walk or bicycle ride of one another. The IACP states, “While most new development will be absorbed by centers and corridors, development will happen in other areas within the city limits to serve neighborhood needs and create complete communities. Infill development can occur as redevelopment of obsolete office, retail, or residential sites or as new development on vacant land within largely developed areas. New commercial, office, larger apartments, and institutional uses such as schools and churches, may also be located in areas outside of centers and corridors. The design of new development should be sensitive to and complement its context. It should also be connected by sidewalks, bicycle lanes, and transit to the surrounding area and the rest of the city.”

The following IACP policy supports mixed use and industrial parks:

- LUT P20. Locate industry, warehousing, logistics, manufacturing, and other freight-intensive uses in proximity to adequate transportation and utility infrastructure.

### ENVIRONMENTAL

1. The site is not located over the Edwards Aquifer Recharge Zone. The site is located in the Walnut Creek Watershed of the Colorado River Basin, which is classified as a Suburban Watershed by Chapter 25-8 of the City's Land Development Code.
2. Under current watershed regulations, development or redevelopment on this site will be subject to the following impervious cover limits if more restrictive than allowed by zoning.

<b>Development Classification</b>	<b>% of Gross Site Area</b>	<b>% of Gross Site Area with Transfers</b>
Single-Family (minimum lot size 5750 sq. ft.)	50%	60%
Other Single-Family or Duplex	55%	60%
Multifamily	60%	70%
Commercial	80%	90%

3. According to floodplain maps there is floodplain within or adjacent to the property.
4. According to watershed maps, there is a waterway with buffers/setback requirements.
5. At this time, site specific information is unavailable regarding vegetation, areas of steep slope, or other environmental features such as bluffs, springs, canyon rimrock, caves, sinkholes, and wetlands.
6. This site is required to provide on-site water quality controls (or payment in lieu of) for all development and/or redevelopment when 8,000 s.f. cumulative is exceeded, and on site control for the two-year storm.

Standard landscaping and tree protection will be required in accordance with LDC 25-2 and 25-8 for all development and/or redevelopment.

### SITE PLAN

SP 1. Site plans are required for any development other than single-family or duplex residential.

SP 2. Any development which occurs in an SF-6 or less restrictive zoning district which is located 540 feet or less from property in an SF-5 or more restrictive zoning district will be subject to compatibility development regulations.

SP 3. Any new development is subject to Subchapter E. Design Standards and Mixed Use.

Additional comments will be made when the site plan is submitted.

SP 4. FYI: Additional design regulations will be enforced at the time a site plan is submitted.

SP 5. The entire site is subject to compatibility standards due to proximity to property zoned SF-2-NP to the north and south. The following standards apply:

- For a structure more than 100 feet but not more than 300 feet from property zoned SF-5 or more restrictive, height limitation is 40 feet plus one foot for each 10 feet of distance in excess of 100 feet from the property zoned SF-5 or more restrictive.
- For a structure more than 300 feet but not more than 540 feet from property zoned SF-5 or more restrictive, 60 feet plus one foot for each four feet of distance in excess of 300 feet from the property zoned SF-5 or more restrictive.

SP 7. The site is subject to 25-2 Subchapter F. Residential Design and Compatibility Standards.

**TRANSPORTATION**

TR1. A Traffic Impact Analysis shall be required at the time of site plan if triggered per LDC 25-6-113. LDC, Sec. 25-6-113.

TR2. Janae Spence, Urban Trails, Public Works Department, Mike Schofield, and Nathan Wilkes, Bicycle Program, Austin Transportation Department may provide additional comments regarding bicycle and pedestrian connectivity per the Council Resolution No. 20130620-056.

TR3. According to the Austin 2014 Bicycle Plan approved by Austin City Council in November, 2014, a multi-use path is recommended for US 183.

TR4. If the requested zoning is granted, it is recommended, to provide sidewalks along both sides of the private drives, streets, and internal circulation routes connecting to the public right-of-way to improve walkability and connectivity. The sidewalk dimensions should comply with the Transportation Criteria Manual and be constructed in accordance with the latest ADA standards.

TR5. The application letter suggests the following TDM strategies, please provide details on how each will be accomplished.

☐ Make available mass transit facilities on-site.

☐ Provide private mass transit services to employees on the property to residential properties within 1 mile of the property

☐ Demonstrate an increase in bikeways and pedestrian ways available to serve mobility needs generated by the development.

TR 6. Existing roadway characteristics:

<b>Name</b>	<b>ROW</b>	<b>Pavement</b>	<b>Classification</b>	<b>Sidewalks</b>	<b>Bike Route</b>	<b>Capital Metro (within ¼ mile)</b>
US HWY 183	420 ft (varies)	130 ft	Highway	No	Proposed multi-use path	No

**WATER UTILITY**

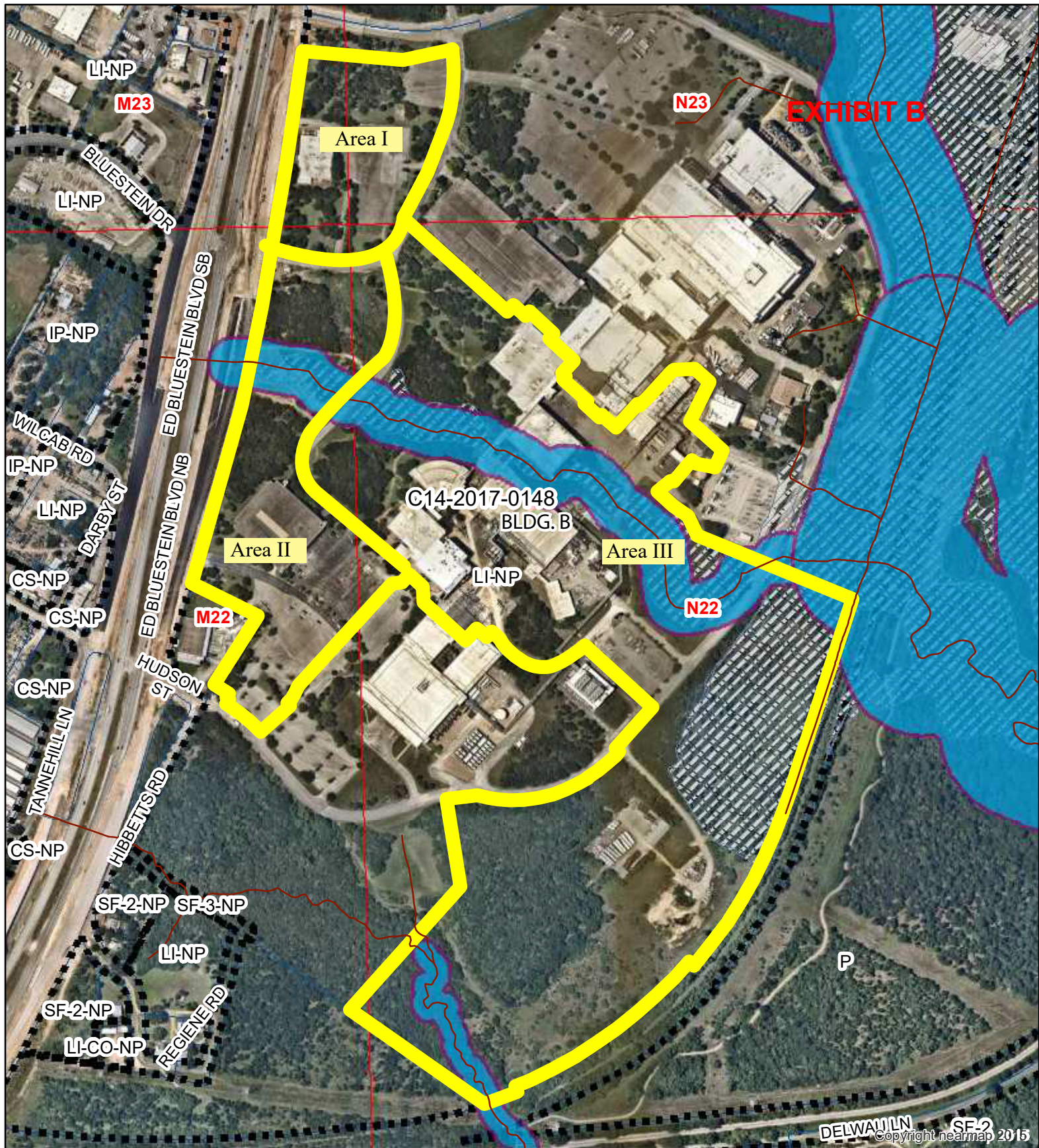
1. The landowner intends to serve the site with City of Austin water and wastewater utilities. The landowner, at own expense, will be responsible for providing any water and wastewater utility improvements, offsite main extensions, utility relocations and or abandonments required by the land use. Water and wastewater utility plans must be reviewed and approved by the Austin Water Utility for compliance with City criteria. All water and wastewater construction must be inspected by the City of Austin. The landowner must pay the City inspection fee with the utility construction. The landowner must pay the tap and impact fee once the landowner makes an application for a City of Austin water and wastewater utility tap permit.

**INDEX OF EXHIBITS TO FOLLOW**

- A: Zoning Map
- B. Aerial Exhibit
- C. Private Restrictive Covenant
- D. Public Restrictive Covenant
- E. Airport Overlay Letter
- F. Applicant Correspondence and Exhibits







N



- SUBJECT TRACT
- ZONING BOUNDARY
- PENDING CASE
- FULLY DEVELOPED FLOODPLAIN
- CREEK BUFFER

1" = 200'

## EIGHTFOLD

ZONING CASE#: C14-2017-0148  
 LOCATION: 3443 ED BLUESTEIN BLVD NB  
 SUBJECT AREA: 109.36 Acres  
 GRID: M22, M23, N22, N23  
 MANAGER: Heather Chaffin



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





Declaration of Restrictive Covenants

STATE OF TEXAS §  
COUNTY OF TRAVIS §

KNOW ALL MEN BY THESE PRESENTS:

THIS DECLARATION OF RESTRICTIVE COVENANTS (this "**Declaration**") is made as of February 13, 2006 by **FREESCALE SEMICONDUCTOR, INC.**, a Delaware corporation ("**FS**").

RECITALS

A. FS owns certain real property located in Austin, Travis County, Texas more particularly described in Exhibit A attached hereto (the "**Property**");

B. In connection with the lease with option to purchase between FS and Hewlett-Packard Company ("**HP**") of even date with this Declaration, pursuant to which HP has acquired from FS a leasehold interest and option interest in a portion of the Property, FS desires to subject the Property to certain covenants, conditions and restrictions encumbering the Property, and otherwise restrict the use of the Property as set forth herein for the benefit of the owners and occupants, from time to time, of the Property;

NOW, THEREFORE, FS hereby declares that the Property shall be held, sold, conveyed, hypothecated, encumbered, leased, rented, used, occupied and improved subject to the following restrictions, covenants and conditions which are for the purpose of protecting the value and desirability of, and which shall run with, the Property and be binding on all parties having any right, title or interest in the Property or any part thereof, their heirs, successors and assigns, and which shall inure to the benefit of FS, its successors and assigns:

1. **Restrictions.** Restrictions mean the use restrictions as set forth in Article 2.
2. **Prohibitions.** No owner or occupant of the Property or any part thereof, without the express written consent of 100% of the owners of all the real property comprising the Property, may use or permit the use of all or any portion of the Property for any of the following uses or purposes:
  - (a) a daycare or child care center;
  - (b) a nursing home;
  - (c) any gathering place or other facility catering primarily to persons under the age of 18;
  - (d) any temporary or permanent residential use (whether single or multi-family, dormitories, or any other residential uses or structures);

- (e) a veterinarian office, animal shelter, kennel (or other animal boarding facility) or animal training facility;
- (f) any facility that performs commercial dry cleaning on-site;
- (g) a jail or other detention or correctional facility;
- (h) a flea market, antique or trade mart, or auction facility;
- (i) a facility for any use which is illegal or constitutes a legally recognized nuisance (including, without limitation, any manufacture, assembly or sale of explosives or fireworks);
- (j) a shooting gallery, gun range or other similar facility;
- (k) any excavation, quarry, mining or other similar activity;
- (l) a bar, tavern, cocktail lounge, night club, disco, hotel, motel, or other establishment which generates more than ten percent (10%) of its total gross revenues from the sale of alcoholic beverages for on-premises consumption;
- (m) gasoline or service station, automobile repair or service facility, or any other facility engaged in the sale of gasoline, diesel fuel or similar petroleum products;
- (n) a massage parlor (provided that a day spa or similar establishment providing massage services shall not be prohibited so long as the same are related to the permitted use which is not otherwise prohibited hereunder of the owner or occupant of the affected portion of the Property);
- (o) a funeral home;
- (p) a "sexually oriented business," as such term is defined in the ordinances of the City of Austin, Texas, any business or operation selling or displaying pornographic material, or any business selling or displaying paraphernalia for use with illicit drugs;
- (q) an off-track betting parlor;
- (r) a carnival, amusement park or circus;
- (s) a bowling alley, skating rink, arcade, pinball or computer game room;
- (t) a banquet hall or auditorium;
- (u) a theater of any kind;
- (v) a gymnasium, spa, sport or health club;
- (w) a hospital or other medical related facility.

(x) sale, rental, leasing, auction, repair, or storage of automobiles or other motor vehicles, trucks, trailers, boats, motorcycles or recreational vehicles (provided repair, servicing and storage of automobiles or other motor vehicles, including trucks and fleet storage, shall not be prohibited so long as the same are related to the permitted use which is not otherwise prohibited hereunder of the owner or occupant of the affected portion of the Property);

(y) warehousing, dumping, disposing or recycling of waste, garbage or refuse (provided such uses shall not be prohibited so long as the same are related to the permitted use of the owner or occupant which is not otherwise prohibited hereunder of the affected portion of the Property).

2.1. Notwithstanding the foregoing, if an owner or occupant of any portion of the Property constructs within its facilities any of the uses set forth in sub-Paragraph 2 (s) through (w) solely for use by the employees of such owner or solely for use by the employees of its tenant, such use shall not be deemed a violation of the Restrictions set forth herein.

2.2 FS, as the fee simple owner of the Property, establishes the Restrictions as covenants, conditions, and restrictions, whether mandatory, prohibitive, permissive, or administrative, to regulate the uses of the Property and the improvements placed on the Property. FS stipulates that (a) the Restrictions touch and concern the Property; (b) privity of estate exists by reason of the ownership of the Property; (c) notice is given by filing this instrument in the real property records of Travis County; and (d) the Restrictions are reasonable, their purposes being for the common benefit of FS and subsequent owners and occupants of the Property, which are affected by the uses of the Property. The Restrictions run with the land making up the Property, are binding on FS and its successors and assigns forever, and inure to the benefit of FS and its successors and assigns forever.

3. **Remedies.** In the event that any owner or occupant of any portion of the Property violates the Restrictions set forth in Article 2, the owner or occupant of the other portions of the Property, its successors and assigns, and any other owner or occupant of any portion of the Property may: (i) seek injunctive relief, specific performance and/or any other equitable remedies available to require the owner of the portion of the Property in violation of such the Restrictions to perform its obligations hereunder and to comply with such Restrictions; and/or (ii) sue for and collect any and all actual and special damages (including, without limitation, punitive and/or consequential damages) incurred as a result of the breach or violation of the Restrictions. In the event any owner or occupant of all or any portion of a benefited portion of the Property is required to commence or defend any action or proceeding against any owner(s) or occupant(s) of all or any portion of the Property by reason of any breach or claimed breach of the Restrictions, or to seek a judicial declaration of rights, duties or obligations hereunder, the party prevailing in such action or proceeding shall be entitled to recover from or to be reimbursed by the other party for the prevailing party's reasonable attorneys' fees and costs through all levels of proceedings.

4. **Waiver.** No provision contained in this Declaration is abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.



5. **Severability.** If any one or more of the provisions contained in this Declaration shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision of this Declaration, but this Declaration shall be construed as if such invalid, illegal or unenforceable provision had never been contained herein or therein.

6. **Authority.** It shall be conclusively presumed that the persons signing on the behalf of FS has been duly and legally authorized to sign.

[Signature follows]

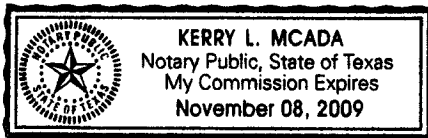
**FREESCALE SEMICONDUCTOR, INC.,  
a Delaware corporation**

By: *Alan Campbell*  
Name: Alan Campbell  
Title: CFO

**ACKNOWLEDGMENT**

STATE OF TEXAS  
COUNTY OF TRAVIS

This instrument was acknowledged before me on the 13<sup>th</sup> day of February, 2006,  
by Alan Campbell, CFO of **FREESCALE SEMICONDUCTOR,**  
**INC.,** a Delaware corporation, on behalf of said corporation.



*Kerry L. McAda*  
Notary Public, State of Texas

My Commission Expires: 11-08-2009

Exhibit A

**LEGAL DESCRIPTION**

Lot 1, Motorola Inc. Ed Bluestein Facility, a Subdivision in Travis County, Texas according to the map or plat thereof recorded in Volume 87, Pages 147B – 147C of the Plat Records of Travis County, Texas.

**FILED AND RECORDED**

OFFICIAL PUBLIC RECORDS

*Dana DeBeauvoir*

2006 Feb 15 03:58 PM

2006027098

KNOWLESR \$36.00

DANA DEBEAUVOIR COUNTY CLERK

TRAVIS COUNTY TEXAS

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50961.27

RECEIVED

AUG 13 1976

PLANNING DEPT.  
1742 \* 15.50

1550 EXHIBIT D

THE STATE OF TEXAS :

COUNTY OF TRAVIS :

1-35-5683

WHEREAS, the undersigned is the owner of 229.192 acres of land, more or less, out of the J. C. Tannehill League and the James Burleson Survey in Travis County, Texas, described in Exhibit A, which exhibit is attached hereto and made a part hereof for all purposes, which land is located in the City of Austin, Travis County, Texas; and

WHEREAS, the City of Austin is desirous of said property being developed properly and appropriately so that such City will be able to plan the future expansion of its utility and street systems in the area; and

WHEREAS, the City of Austin and the undersigned have agreed that the above described property owned by the undersigned should be impressed with a covenant and restriction running with the land and desire to set forth such agreement in writing:

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS: That the undersigned, the owner of the above described property in the City of Austin, Travis County, Texas, for a full valuable consideration to it in hand paid by the City of Austin, a municipal corporation, the receipt of which is hereby acknowledged, does hereby agree with respect to said property described in Exhibit A attached hereto, such agreement to be deemed and considered as a covenant running with the land, and which shall be binding upon it, its successors and assigns, as follows, to wit:

1. That the undersigned, or its successors in title, shall not:

a. Construct any improvements, except access drive-ways, landscaping, and a perimeter fence within twenty-five (25) feet of its west property line which is adjacent to the east right of way of Ed Bluestein Boulevard in Travis County, Texas.

b. Construct any buildings within one hundred (100) feet of its south and west perimeter property lines where adjacent to the presently existing residential property located in the southwest corner of the property described in Exhibit A attached hereto and outlined on the plat attached hereto as Exhibit B, which exhibit is made a part hereof for all purposes; provided, however, in the event the primary use of the property within the presently existing residential property is changed from those uses authorized in "A" Residential District to a more intensive use, as defined in the zoning ordinance of the City of Austin as of the date of the execution of this covenant, this building setback obligation shall terminate without any further action on the part of the City of Austin or the then owner of the property and from and after such date the building setback line shall be as determined by the then ordinances of the City of Austin.

2. If any person or persons shall violate or attempt to violate the foregoing agreement and covenant, it shall be lawful for the City of Austin, a municipal corporation, its successors and assigns, to prosecute proceedings at law or in equity against the person or persons violating or attempting to violate such agreement or covenant, or either to prevent him or them from so doing or to collect damages for such violation.

3. If any part or provision of the agreement or covenant herein contained shall be declared invalid by a Judge or Court order, the same shall in no wise affect any of the other provisions of this agreement, and such remaining portion of the agreement shall remain in full force and effect.

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

1-35-5685

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

Executed this 19th day of February, 1976.

MOTOROLA, INC.

NO SEAL

By John R. Welty  
Vice President

THE STATE OF ARIZONA :

COUNTY OF MARICOPA :  
Before me, the undersigned authority, on this day personally appeared John R. Welty, Vice President of Motorola, Inc., a corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, as the act and deed of said corporation, and in the capacity therein stated.

Given under my hand and seal of office, this 19th day of February, 1976.

My Commission Expires June 28, 1978

Ernest Jackson  
Notary Public, Maricopa County,  
Arizona

NOTARY SEAL

TRACT I:

1-35-5686

155.962 ACRES OF LAND, BEING A PORTION OF THE J. C. TANNERILL LEAGUE SURVEY #29 AND A PORTION OF THE JAMES BURLESON SURVEY #19 IN TRAVIS COUNTY, TEXAS, AND BEING COMPOSED OF THE FOLLOWING TRACTS OF LAND, ALL OF WHICH WERE CONVEYED TO TRACOR INDUSTRIAL LAND COMPANY:

0.51 OF ONE ACRE OF LAND FROM GERALD D. HINES OF RECORD IN VOLUME 3485, PAGE 970, TRAVIS COUNTY DEED RECORDS;

2.90 ACRES OF LAND FROM EDUARD MESCHKE, ET UX, AS RECORDED IN VOLUME 3191, PAGE 131, TRAVIS COUNTY DEED RECORDS;

A PORTION OF THAT 37.69 ACRE TRACT FROM J. W. GREGG, ET AL, AS RECORDED IN VOLUME 3178, PAGE 2376, TRAVIS COUNTY DEED RECORDS;

A PORTION OF THAT 6.54 ACRE TRACT FROM TRACOR, INC. AS RECORDED IN VOLUME 3485, PAGE 988, TRAVIS COUNTY DEED RECORDS;

A PORTION OF THAT 180.685 ACRE TRACT FROM A. C. BULL, ET AL, AS RECORDED IN VOLUME 3177, PAGE 1394, TRAVIS COUNTY DEED RECORDS;

AND A PORTION OF THAT 0.4 OF ONE ACRE TRACT OF LAND FROM RICHARD CORDELL BROWN, ET UX, OF RECORD IN VOLUME 3381, PAGE 995, TRAVIS COUNTY DEED RECORDS, FROM FRED D. MAHON OF RECORD IN VOLUME 3355, PAGE 1956, TRAVIS COUNTY DEED RECORDS, AND FROM WILLIAM BRADFORD, ET AL, OF RECORD IN VOLUME 3974, PAGE 1243, TRAVIS COUNTY DEED RECORDS;

BEGINNING at a concrete monument at the Southwest corner of that 180.685 acre tract as conveyed in a deed from A. C. Bull, et al, to Tracor Industrial Land Company in Volume 3177, Page 1394, Travis County Deed Records, said beginning concrete monument being all ell corner of Lot 1 as shown on a map or plat of Tiemann & Rymer Subdivision of record in Book 57, Page 27, in the Plat Records of Travis County, Texas;

THENCE with the Southwest line of the said Tracor Industrial Land Company 180.685 acre tract, courses numbering 1-3 inclusive, as follows:

- (1) S. 59°18' E. 936.65 feet to a concrete monument;
- (2) S. 59°25' E. 637.70 feet to a concrete monument;
- (3) S. 59°40' E. 655.74 feet to a concrete monument for the Southeast corner of the said Tracor Industrial Land Company 180.685 acre tract;

EXHIBIT A

RECORDERS MEMORANDUM  
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THENCE with the Southeast lines of the said Tracor Industrial Land Company 180.685 acre tract, same being the Northwest right-of-way line of the M. K. T. Railroad 50 feet from and parallel with the centerline of said Railroad, courses numbering 1-5 inclusive, as follows:

- (1) N. 26°14' E. 95.41 feet to a concrete monument;
- (2) N. 23°37' E. 98.14 feet to a concrete monument;
- (3) N. 21°39' E. 98.71 feet to a concrete monument;
- (4) N. 20°37' E. 94.75 feet to a concrete monument;
- (5) N. 20°30' E. 2650.00 feet to a concrete monument;

THENCE N. 69°30' W. 618.24 feet to an iron stake at point of curve;

THENCE with a curve to the right, an arc distance of 299.24 feet, said curve having a radius of 1714.51 feet, and a chord which runs N. 64°30' W. 298.65 feet to an iron stake at point of tangency;

THENCE N. 59°30' W. 502.58 feet to an iron stake at point of curve;

THENCE with a curve to the left, an arc distance of 292.97 feet, said curve having a radius of 553.68 feet, and a chord which runs N. 74°39' W. 289.56 feet to an iron stake at point of tangency;

THENCE N. 89°49' W. 317.69 feet to an iron stake at point of curve;

THENCE with a curve to the left, an arc distance of 128.66 feet, said curve having a radius of 1208.90 feet, and a chord which runs S. 87°08' W. 128.60 feet to an iron stake at point of tangency;

THENCE S. 84°05' W. 200.00 feet to an iron stake at point of curve;

THENCE with a curve to the right, an arc distance of 227.29 feet, said curve having a radius of 1332.75 feet, and a chord which runs S. 88°58' W. 227.02 feet to an iron stake on said curve;

THENCE continuing with said curve an arc distance of 237.93 feet, said curve having a radius of 1332.75 feet, and a chord which runs N. 81°02' W. 237.60 feet to an iron stake at point of tangency;

THENCE N. 75°55' W. 100.00 feet to a concrete monument in the East right-of-way line of Ed Bluestein Boulevard (Loop 111);

THENCE with the East right-of-way line of Ed Bluestein Boulevard, courses numbering 1-3 inclusive, as follows:

- (1) S. 14°05' W. 198.90 feet to a concrete monument;
- (2) S. 0°05' W. 103.00 feet to a concrete monument;
- (3) S. 14°05' W. 246.42 feet to a concrete monument at the Northwest corner of that 10.00 acre tract conveyed to Turner-Hines, Ltd. as recorded in Volume 3930, Page 1249, Travis County Deed Records;

THENCE with the North lines of the said Turner-Hines, Ltd. 10.00 acre tract, courses numbering 1 and 2, as follows:

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(1) S. 82°55' E. 615.00 feet to a concrete monument;

1-35-5688

(2) S. 79°50' E. 353.30 feet to a concrete monument at the Northeast corner of the said Turner-Hines, Ltd. 10.00 acre tract;

THENCE with the Southeast line of said Turner-Hines, Ltd. 10.00 acre tract, S. 16°43' W. 410.00 feet to a concrete monument for the Southeast corner of the Turner-Hines, Ltd. 10.00 acre tract;

THENCE with the South lines of the said Turner-Hines, Ltd. 10.00 acre tract, courses numbering 1-4 inclusive, as follows:

(1) With a curve to the left, an arc distance of 349.12 feet, said curve having a radius of 752.41 feet, and a chord which runs N.

86°35' W. 346.00 feet to a concrete monument at point of tangency;

(2) S. 80°07' W. 100.00 feet to a concrete monument at point of curve;

(3) With a curve to the right, an arc distance of 394.13 feet, said curve having a radius of 940.92 feet, and a chord which runs N. 87°53' W. 391.25 feet to a concrete monument at point of tangency;

(4) N. 75°53' W. 118.00 feet to a concrete monument in the East right-of-way line of Ed Bluestein Boulevard;

THENCE with the East right-of-way line of Ed Bluestein Boulevard S. 4°41' E. 121.66 feet to an iron stake;

THENCE S. 54°43' E. 608.31 feet to an iron stake;

THENCE S. 27°15' W. 200.00 feet to an iron stake;

THENCE N. 60°32' W. 490.83 feet to an iron stake in the East right-of-way line of Ed Bluestein Boulevard;

THENCE with the East line of Ed Bluestein Boulevard, courses numbering 1-3 inclusive, as follows:

(1) S. 14°08' W. 256.98 feet to a concrete monument;

(2) S. 30°40' W. 288.74 feet to a concrete monument;

(3) S. 13°32' W. 176.64 feet to a concrete monument at the Northwest corner of Lot 1, as shown on a map or plat of Tienann & Rymer Subdivision, as recorded in Book 57, Page 27, in the Plat Records of Travis County, Texas;

THENCE with the Northeast line of said Lot 1, S. 60°53' E. 367.80 feet to a concrete monument at the Northeast corner of said Lot 1;

THENCE with the most Northerly East line of said Lot 1, S. 28°41' W. 155.51 feet to the place of the beginning, containing 155.962 acres of land.

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## TRACT II:

61.23 acres of land out of the James Burleson Survey No. 19 in Travis County, Texas, same being a portion of that certain tract of land conveyed to G. B. Barnhart by deed of record in Volume 752 at Page 48 of the Deed Records of Travis County, Texas, said 61.23 acres of land being more particularly described by metes and bounds as follows:

BEGINNING at an iron pin found at the intersection of the South line of the Barnhart tract and the East line of Tannehill Lane, which point of beginning is the Southwest corner of this tract and the Northwest corner of that certain tract of land conveyed to James H. Harrold by deed of record in Volume 3101 at Page 1204 of the Deed Records of Travis County, Texas, and from which point of beginning a concrete right-of-way marker found at the intersection of the East line of Tannehill Lane and the East right-of-way line of Loop 111 bears S 35°27' W 49.56 feet;

THENCE, with the East line of Tannehill Lane, N 30°36' E 174.59 feet to an iron pin set, N 24°51' E 50.25 feet to an iron pin set N 30°34' E 462.03 feet to an iron pin set and N 06°37' E 21.80 feet to an iron pin found in the southerly prolongation of the most Easterly East line of Tiemann and Rymer Subdivision, a subdivision of record in Book 57 at Page 27 of the Plat Records of Travis County, Texas;

THENCE, with the most Easterly East line of Tiemann and Rymer Subdivision, and its Southerly prolongation, N 34°42' E 472.71 feet to an iron pin set in concrete on the South line of that certain tract of land described in Minute Book 76 at Page 516 of the Probate Court Records of Travis County, Texas, in Cause No. 8143 of the Estate of Maggie Castleman Bull to A. C. Bull et al, which point is the

Northwest corner of this tract, and from which point an iron pipe in a rock mound found bears N 59° 53' W 29.21 feet;

THENCE, with the South line of the Bull tract, S 59°53' E 907.44 feet to an iron pin found, S 59°59' E 637.70 feet to an iron pin found and S 60°16' E 655.74 feet to an iron pin found in concrete on the West right-of-way line of the M-K-T Railroad, which point is the Northeast corner of this tract, and from which point another iron pin found on the West right-of-way line of the M-K-T Railroad bears N 25°38' E 95.42 feet;

THENCE, with the West right-of-way line of the M-K-T Railroad, as fenced and used upon the ground, in a Southerly and Westerly direction with the following seventeen (17) courses;

1-35-5690

(1) S 28°17' W 99.53 feet to an iron pin set;  
 (2) S 31°43' W 100.07 feet to an iron pin set;  
 (3) S 34°41' W 100.23 feet to an iron pin set;  
 (4) S 39°03' W 100.42 feet to an iron pin set;  
 (5) S 40°45' W 112.28 feet to an iron pin set;  
 (6) N 46°16' W 24.37 feet to an iron pin set;  
 (7) S 44°02' W 87.06 feet to an iron pin set;  
 (8) S 47°45' W 99.69 feet to an iron pin set;  
 (9) S 50°36' W 100.08 feet to an iron pin set;  
 (10) S 53°37' W 100.51 feet to an iron pin set;  
 (11) S 56°21' W 99.90 feet to an iron pin set;  
 (12) S 59°39' W 100.28 feet to an iron pin set;  
 (13) S 62°54' W 100.27 feet to an iron pin set;  
 (14) S 65°40' W 100.66 feet to an iron pin set;  
 (15) S 69°15' W 62.15 feet to an iron pin set;  
 (16) S 18°00' E 23.05 feet to an iron pin set; and  
 (17) S 71°51' W 139.00 feet to an iron pin set  
 in concrete at the Southeast corner of this tract, and  
 which point is the Northeast corner of that certain tract  
 of land conveyed to C. Ben Hibbets by deed of record  
 in Volume 1794 at Page 144 of the Deed Records of  
 Travis County, Texas;

THENCE, with the North line of the Hibbets tract, and  
 its Westerly prolongation, N 53°05' W 1220.84 feet to  
 an iron pin found at the Northeast corner of that cer-  
 tain tract of land conveyed to J. O. Mitchell, et ux,  
 by deed of record in Volume 1795 at Page 245 of the Deed  
 Records of Travis County, Texas;

THENCE, with the North line of the Mitchell tract,  
 N 57°23' W 293.60 feet to an iron pin found at the  
 Northeast corner of the aforesaid Harrold tract;

THENCE, with the North line of the Harrold tract,  
 N 49°47' W 213.33 feet to the POINT OF BEGINNING, and  
 containing 61.23 acres of land.

TRACT III.

2.00 ACRES OF LAND, BEING ALL OF LOT 1 OF TIEMANN  
 AND RYMER SUBDIVISION, ACCORDING TO A PLAT OF RECORD  
 IN BOOK 57 AT PAGE 27, PLAT RECORDS OF TRAVIS COUNTY,  
 TEXAS, WHICH TRACT OF LAND CONTAINING 2.00 ACRES IS  
 MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS  
 FOLLOWS:

BEGINNING at a concrete right-of-way marker at the  
 Northwest corner of said lot 1, in the east right-of-  
 way line of Ed. Bluestein Boulevard;

THENCE, S 61°27' E 367.28 feet to an iron stake found;

THENCE, S 28°08' W 155.52 feet to an iron stake found;

THENCE, S 59°53' E 29.19 feet to an iron stake found;

THENCE, S 34°42' W 98.61 feet to an iron stake found;

THENCE, N 61°30' W 315.77 feet to an iron stake found  
 in the east right-of-way line of Ed Bluestein Boulevard;

THENCE, with the east right-of-way line of Ed Bluestein  
 Boulevard, N 12°57' E 264.40 feet to the POINT OF BEGINNING.

1-35-5691

TRACT IV:

FIELD NOTES OF A SURVEY OF 7.00 ACRES OF LAND, BEING A PORTION OF THE J. C. TANKHILL LEAGUE SURVEY # 29 IN TRAVIS COUNTY, TEXAS, AND BEING A PORTION OF A 37.69 ACRE TRACT AS DESCRIBED IN A DEED FROM CAL MARSHALL TO TRACOR INDUSTRIAL LAND CO. AS RECORDED IN VOLUME 3178, PAGE 2376, TRAVIS COUNTY DEED RECORDS, AND BEING A PORTION OF A 180.635 ACRE TRACT AS DESCRIBED IN A DEED FROM ALFRED CARLHMAN BULL, ET AL, TO TRACOR INDUSTRIAL LAND CO. AS RECORDED IN VOLUME 3177, PAGE 1394, TRAVIS COUNTY DEED RECORDS, AS PREPARED FOR GERALD D. KIMES INTERESTS BY FORREST B. SCOTT, REGISTERED PUBLIC SURVEYOR, AUSTIN, TEXAS.

BEGINNING at a concrete monument in the east-right-of-way line of Ed Bluestein Blvd. (Loop 111) said beginning concrete monument being S 59° 10' E 85.15 feet and S 30° 43' W 285.10 feet from a concrete monument at the southwest corner of a 2.90 acre tract of land, a portion of the J. C. Tankhill League Survey # 29 in Travis County, Texas as described in a deed from Edward Hsachke, et al, to Tracor Industrial Land Co. as recorded in Volume 3191, Page 131, Travis County Deed Records and being also the southeast corner of a 2.85 acre tract as described in a deed from Ed Hsachke, et al, to the State of Texas as recorded in Volume 2768, Page 196, Travis County Deed Records;

THENCE with the east right-of-way line of Ed Bluestein Blvd. (Loop 111)

N 30° 43' E 225.10 feet to a point;

THENCE S 82° 55' E 503.35 feet to a point;

THENCE N 3° 01' E 250.63 feet to a point;

THENCE S 82° 55' E 95.00 feet to an iron stake;

THENCE S 79° 50' E 353.30 feet to a concrete monument;

THENCE S 16° 43' W 410.00 feet to a concrete monument in the curving north line of a proposed 80 foot street;

THENCE with the curving north line of said proposed 80 foot street an arc distance of 349.12 feet, said curve having a radius of 752.41 feet and a chord of which runs N 86° 35' W 346.00 feet to a concrete monument at point of tangency;

THENCE continuing with the northwest line of a proposed 80 foot street S 80° 07' W 100.00 feet to a concrete monument at point of curve;

THENCE with the curving north line of a proposed 80 foot street an arc distance of 394.13 feet, said curve having a radius of 940.92 feet, and a chord of which runs N 87° 53' W 391.25 feet to a concrete monument at point of tangency;

THENCE continuing with the northeast line of a proposed 80 foot street N 73° 53' W 118.00 feet to a concrete monument in the east right-of-way line of Ed Bluestein Blvd. (Loop 111);

THENCE with the east right-of-way line of Ed Bluestein Blvd. (Loop 111) N 4° 41' W 30.08 feet to the place of the beginning, containing 7.00 acres of land.

RECORDING INFORMATION  
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TRACT V:

1-35-5692

FILIED EVIDENCE OF A SURVEY OF 3.00 ACRES OF LAND, BEING A PORTION OF THE J. C. FARMHILL LEAGUE SURVEY # 29 IN TRAVIS COUNTY, TEXAS, AND BEING A PORTION OF A 2.90 ACRE TRACT OF LAND AS DESCRIBED IN A DEED FROM EDWARD MESCHKE, ET AL, TO TRACOR INDUSTRIAL LAND CO. AS RECORDED IN VOLUME 3191, PAGE 131, TRAVIS COUNTY DEED RECORDS, AND BEING A PORTION OF A 37.69 ACRE TRACT AS DESCRIBED IN A DEED FROM CAL MARSHALL TO TRACOR INDUSTRIAL LAND CO. AS RECORDED IN VOLUME 3178, PAGE 2376, TRAVIS COUNTY DEED RECORDS, AS PREPARED FOR GERALD D. HINTS INTERESTS BY FOREST E. SCOTT, REGISTERED PUBLIC SURVEYOR, AUSTIN, TEXAS.

BEGINNING at a concrete monument in the east right-of-way line of EA Bluestein Blvd. (Loop 111), said concrete monument being the southwest corner of a 2.90 acre tract of land, a portion of the J. C. Farmhill League Survey # 29 in Travis County, Texas as described in a deed from Edward Meschke, et al, to Tracor Industrial Land Co. as recorded in Volume 3191, Page 131, Travis County Deed Records, and being also the southeast corner of a 2.85 acre tract as described in a deed from Ed Meschke, et al, to the State of Texas as recorded in Volume 2768, Page 196, Travis County Deed Records;

THENCE with the east line of EA Bluestein Blvd. (Loop 111) and the west line of the said 2.90 acre Tracor Industrial Land Co. tract N 14° 05' E 162.91 feet to a concrete monument;

THENCE S 82° 53' E 320.00 feet to a point;

THENCE S 3° 01' W 250.63 feet to a point;

THENCE N 82° 55' W 503.35 feet to a point in the east right-of-way line of EA Bluestein Blvd. (Loop 111);

THENCE with the east line of EA Bluestein Blvd. (Loop 111) N 30° 43' E 59.00 feet to a concrete monument placed by the Texas Highway Dept.;

THENCE continuing with the northeast right-of-way line of EA Bluestein Blvd. (Loop 111) N 59° 10' W 89.15 feet to the place of the beginning, containing 3.00 acres of land.

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5527 1812



# City of Austin

**EXHIBIT E**

## Aviation Department

### Austin-Bergstrom International Airport

3600 Presidential Blvd., Ste. 411, Austin, Texas 78719  
512/530-6376 Fax: 512/530-6555

FROM: Stephen Dick, Research Analyst  
City of Austin - Aviation Department

DATE: February 2, 2018

SUBJECT: Office Park  
3351 Ed Bluestein Blvd.  
Austin, TX 78721  
Case No. SP-XXXX-XXXXC

The Department of Aviation staff has completed a preliminary review for the above referenced subject. The review was based on two exhibits provided in an email dated January 31, 2018, and sent by Ms. Heather Chaffin. The review is to determine the probable impact of the proposed project upon operations at Austin-Bergstrom International Airport. With conditions, the proposed project does not appear to negatively impact airport operations. Any future changes to the site plan will require additional reviews. Elevations in this review will be approximated. An exhibit on the last page is included to illustrate the proposed project site with the imaginary surfaces over the site.

The proposed project site is located under the Federal Aviation Administration's (FAA) Part 77 imaginary Approach Surface Slope for runway 17R, 17L, and the Transition Slope for 17R. For this review, a location where the ground elevation is closest to the bottom of the imaginary surface was selected to report what appears to be the most restrictive height limitation for the project site. The maximum height of a structure (including any structures on top of a roof such as radio frequency antennas, HVAC systems) that could be built within this area is approximately 440 feet above ground level (990' Mean Sea Level). The project will require the architectural and engineering team to submit a FAA 7460 form for FAA review. Additionally, the contractor may be required to make changes, and/or alterations, to the project plan should the FAA deem necessary during their review process. Below is a link to this form:  
<http://www.faa.gov/forms/index.cfm/go/document.information/documentID/186273>

The project site does exist within the boundaries of the Controlled Compatible Land Use Area (CCLUA) and is subject to conforming to the City of Austin's Land Development Code, Chapter 25-13 Airport Hazard and Compatible Land Use Regulations. Hazards to airport operations include any land use, structure, or object of natural growth located within the CCLUA that exceeds height limitations, creates electronic interference with aircraft navigation or radio communications, inhibits a pilot's ability to distinguish airport lighting from other lighting, results in glare in the eyes of a pilot, impairs visibility in the vicinity of the airport, creates a wildlife hazard (i.e., bird attractants), or otherwise endangers or interferes with the landing, taking off, or maneuvering of aircraft is prohibited.

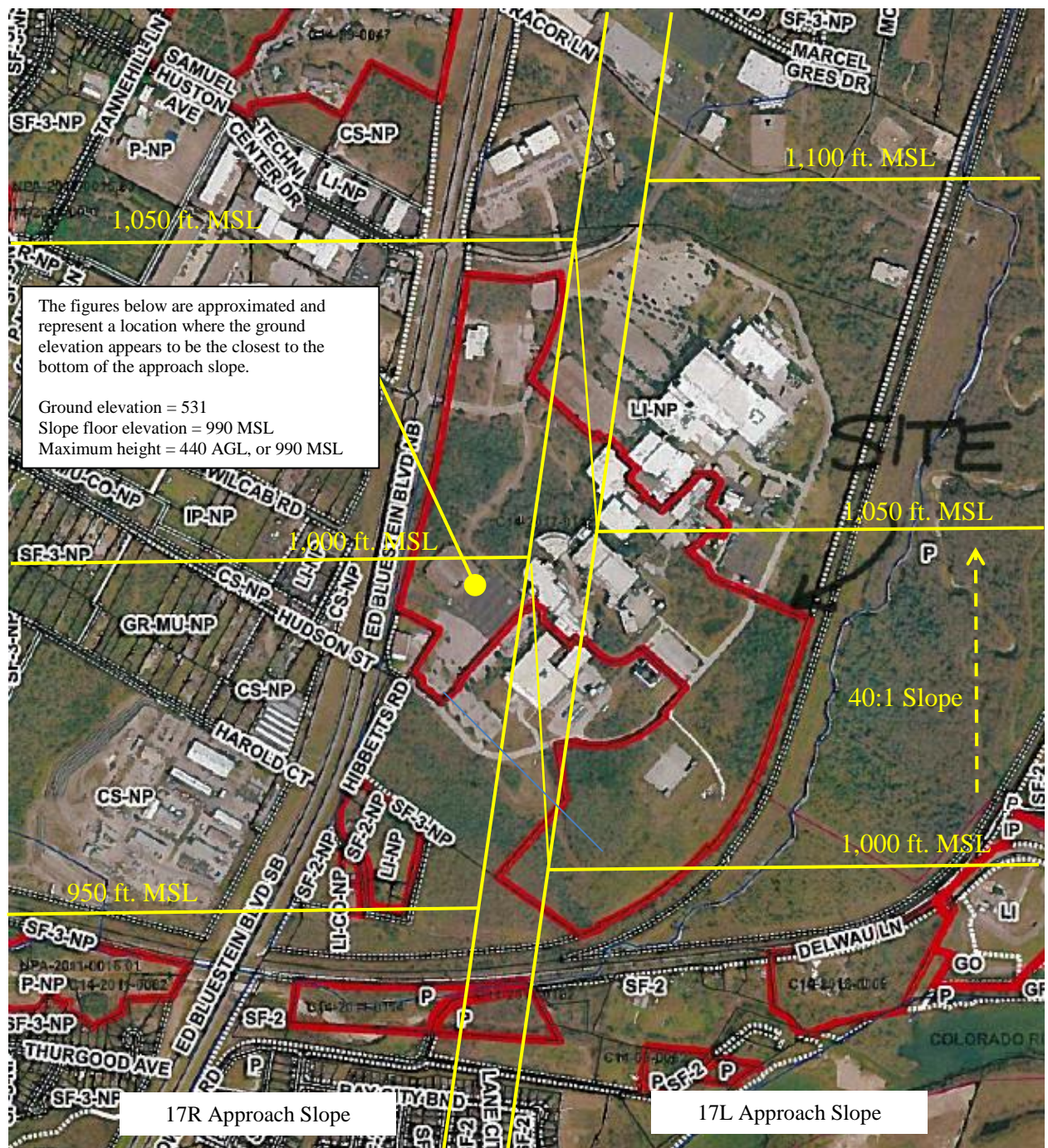
Should you have any questions or require additional information, feel free to contact me.

Sincerely,

Stephen Dick  
Research Analyst  
Austin-Bergstrom International Airport



## Exhibit





SPROUSE SHRADER SMITH PLLC  
ATTORNEYS AT LAW

TERRENCE L. IRION, ATTORNEY

(512) 615-6653

ORIGINAL SUBMITTAL

November 20, 2017

Case Manager  
Planning and Development  
Review Department  
City of Austin  
505 Barton Springs Rd.  
Austin, Texas 78704

Re: 3443 Zen Garden LP

Ladies and Gentlemen:

Attached please find 3443 Zen Garden LP's application for a zoning approval of a plan development area combining district overlay on Lot 1A-B Motorola Subdivision. Enclosed with this cover letter are the following documents:

1. Application Form.
2. Submittal Verification Form.
3. Site Check Permission Form.
4. Acknowledgement Form.
5. Full size tax maps showing properties within 500 feet of the zoning request.
6. Current tax certificate.
7. Application fee.
8. Zoning Restrictive Covenant: Volume 5527, Page 1803.
9. Special Warranty Deed: Document No. 2016189772.
10. List of site development permits issues to this on-going project.

No Educational Impact Statement is included for the reasons described below. The application fee in the amount of \$63,737.44 is paid under protest as being exorbitant and not consistent with the actual cost to process this application, which seeks only to modify the site development height regulation, FAR and the parking requirement on this Property. Assuming an average hourly rate for Staff review time of thirty dollars per hour, the application fee would suggest that the Staff will require over twenty-one hundred hours of Staff time to process this application, which would seem highly unlikely. We would ask that it be noted when this application reaches the City Council that the Owner has paid the fee under protest in order to preserve applicant's right to protest the fee.

---

1250 S. Capital of Texas Hwy.  
3 Cielo Center, Suite 601  
Austin, TX 78746  
Ph. (512) 615-6651  
Alt. (512) 347-9977



The subject Property is a 109.65 acre lot re-platted without vacation out of the 1988 Motorola Subdivision Plat consisting of 228.14 acres; platted in accordance with Case File No. C8s-87-014 and recorded in Volume 87, Page 147B-147C, Plat Records of Travis County, Texas.

The 2009 re-plat without vacation of the 1987 Plat completed the division of the original Motorola one lot subdivision into three lots with the middle lot being the subject property.

The Property was originally zoned "D" Industrial upon annexation in 1976 pursuant to annexation File No. C7a-75-011. The zoning was completed in August of 1976 and the "D" zoning district was converted to the "LI" (Limited Industrial) District by the Comprehensive Zoning Code adopted effective January 1, 1985.

The original zoning was conditioned upon a Restrictive Covenant required by the City of Austin mandating a twenty-five foot set-back described by metes and bounds from US HWY 183 and which required privacy fencing for any abutting residential use property. This Restrictive Covenant was recorded in Volume 5527, Page 1803, Deed Records of Travis County, Texas. The twenty-five foot setback area from Ed Bluestein was later acquired by TXDOT in a condemnation for widening of US HWY 183 several decades ago. There is no residential use abutting the subject lot out of the original Motorola zoned Property, so the Restrictive Covenant described above no longer has any impact on the subject lot.

The "D" Industrial Zoning Ordinance adopted in August of 1976 in effect adopted conforming zoning to the then existing industrial use to which Motorola Corporation had already started developing on the Property.

There are a number of buildings on the subject Property which are currently being remodeled and enlarged from two story to four story buildings. When the Phase I remodel and additions are completed in the second quarter of next year, 512,915 square feet will be available on the site. The Phase II redevelopment/remodel buildings will be completed in 2019 at which time the total redeveloped square footage on the Property will be 1,490,000 square feet.

The available surface and structured parking on the Lot today totals 7,166 parking spaces. The total Phase I and Phase II square feet of refurbished buildings in the amount of 1,490,000 square feet will require 5,418 spaces at current parking ratios. There is an ample amount of existing parking for all of the Phase I and Phase II redevelopment.

The current FAR is 1:1 or approximately 4,776,354 square feet. The Applicant purchased the Property in November of 2016 with the goal to repurpose the Property for a major corporate campus and employment center. In order to accommodate the full and productive redevelopment of this major corporate campus facility, Applicant desires to modify site development height regulation of the LI Zoned District from 60 feet to 400 feet. This will allow a corporate end user to master plan the site to maximize the current density allowance (4,776,354

square feet) while preserving much of the open space, wooded trails, wildlife habitat, and allow signature corporate towers typically desired by major corporate campus development.

The Property is in the Desired Development Zone. The majority of the Tract is in the Walnut Creek Watershed in the Suburban water supply class. A small portion of the Property is in the Boggy Creek Watershed in the Urban water supply class. Both water supply classes allow 80% impervious cover as does the LI base Zoning District. This proposed Planned Development Area Combining District would reduce the allowed impervious cover to 70% or less in return for the increased height.

The Property is bounded on the west by US HWY 183 Toll Road and on the east by the MKT Railroad and the City of Austin Walnut Creek Wastewater Treatment Plant. On the north is the 78 acre NXP industrial site Lot 1A-A Motorola Subdivision. On the south is the Hewlett Packard industrial site (Lot 2A Motorola Subdivision) and a 16 acre industrial zone tract currently under contract by the Applicant for the purpose of re-zoning to high density multi-family subject to amendment of the East MLK Neighborhood Combining District Plan. The subject 109 acre Lot for which this PDA is requested, is in the Ed Bluestein Sub District of the MLK-183 Neighborhood Plan combining district. However, the Ordinance creating the Neighborhood Plan (Ordinance 021107-2-12B) did not make any changes to the subject property base district or impose any special conditions or site development regulations on the subject lot. The Property is isolated from any residential neighborhood and has very substantial buffers from the west with the Toll Road, from the north and south with industrial use land, and on the east with the MKT Railroad and the Walnut Creek Wastewater Treatment Plant. Increasing the height to 400 feet will have no negative impact on any neighborhood.

The modernization and revitalization of this engineering and high tech employment center will be accomplished with very cutting edge energy and environmental innovations, including a thermal cooling chilling station (already underway), a multi-acre planned solar energy array located on the rooftops of existing and proposed buildings, and a data center in existing Building B. The Master Plan includes the development of additional land in close proximity to the subject lot for high density, multi-family development to provide walk-able and bike-able access to the campus and reduce parking demand.

For this reason the Applicant is requesting, in addition to the height limit modification, that the parking requirement be reduced by 50% as it has been in the CBD (Central Business District) and as has been considered in other areas of the City. This will encourage mass transit use as well as other alternate mobility options. Applicant is committed to partnering with the City of Austin and Capital Metro in providing transit stations and encouraging the expansion of mass transit opportunities.

In addition, the Applicant has not completed the Educational Impact Statement since no residential development is planned with this PDA overlay. In fact, there is a private Restrictive Covenant imposed on all three platted Lots out of the original Motorola Subdivision which prohibits residential development on any of the three Lots.

In summary, Applicant requests that the PDA Combining District Overlay modify the Site Development Regulations on the LI zoned Property by increasing the height limit from 60 feet to 400 feet and by reducing the off-street parking and loading requirement by 50% subject to the Property Owner making available public mass transit facilities on-site, providing private mass transit services to employees on the Property to residential properties within a one mile radius of the Property, by demonstrating the increase in public and private mass transit services, bikeways, and pedestrian ways available to serve mobility needs generated by development on the Property, and other actions deemed to effectively reduce the parking demand on-site. A TIA will be provided prior to requesting any new development pursuant to a site plan.

This Property has a long history of co-existing with other uses on this highly buffered tract. The modification of the two site development regulations requested by this PDA should have no negative impact on surrounding uses or neighborhoods and will promote the most productive, efficient, and highest quality redevelopment and revitalization of this historic Property.

Respectfully submitted,



Terrence L. Irion  
Agent for Applicant, 3443 Zen Garden, LP

TLI/aa

cc: David Cancialosi  
Adam Zarafshani

## Chaffin, Heather

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**Subject:** FW: 3443 Zen Garden L.P.: Planned Development Agreement: C14-2017-0148  
**Attachments:** Exhibit Presentation\_shortened.pdf

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**From:** Terry Irion  
**Sent:** Tuesday, September 24, 2019 11:53 AM  
**To:** Chaffin, Heather <Heather.Chaffin@austintexas.gov>  
**Cc:** Adam Zarafshani  
**Subject:** 3443 Zen Garden L.P.: Planned Development Agreement: C14-2017-0148

\*\*\* External Email - Exercise Caution \*\*\*

Heather,

As you prepare the staff recommendation for the October 8, 2019 Planning Commission Agenda I wanted you to know the exhibit that I have tentatively put together for presentation to the Commission. Please let me know if you think I have inaccurately portrayed staff's recommendation.

Most of the buildings that are existing will be refurbished at less than 120' height. For example, buildings F,H, and J are existing 2 story buildings, being refurbished as four story buildings under 60'. Building B is proposed ( with staff support) to be increased to 160'. Building C will likely be refurbished at or about 120'. The remaining existing buildings ( all lettered) will be at or under 120'.

Proposed buildings 1-3 are on about a 10 acre site. There will be a massive underground parking garage and the three buildings will rise above the underground parking. The existing site is mostly existing asphalt surface parking. The eight acre site where buildings 4 and 5 are will have a large detention pond being built by CTRMA on it. The condemnation of this area is still pending, but will encompass approximately four of the eight acres. These two sites are the only portions of the 109.6 acre tract where applicant is seeking greater height than the staff is recommending. We have invited all the Planning Commissioners and the East MLK neighborhood Association members to a preview of the PDA request and a site tour on Saturday, October 5. Brunch will be served. You, Joi and Jerry are welcome to attend.

As you know, applicant is not seeking any increase in allowed density, use or FAR for this site. The height increase is requested in order to reduce allowed impervious cover, maximize the campus attributes of the site, and allow major corporate tenants to be in state of the art signature architectural buildings.

We look forward to your formal recommendation.

Terry Irion

TERRENCE L. IRION | MEMBER  
SPOUSE SHRADER SMITH PLLC

**Note our new Austin address:**

Las Cimas III, 805 Las Cimas Pkwy, Suite 350 | Austin, TX 78746

Ph. (512) 615-6653 | Alt. (512) 347-9977

| [www.SprouseLaw.com](http://www.SprouseLaw.com)



**SPROUSE SHRADER SMITH PLLC**  
ATTORNEYS AT LAW

TERRENCE L. IRION, ATTORNEY

(512) 615-6653

December 5, 2017

*VIA E-Mail*

Heather Chaffin

Senior Planner

Planning and Development Services

505 Barton Springs Rd.

Austin, Texas 78704

**Re: Case Number C14200170148**

Dear Heather:

Thank you for meeting with me yesterday regarding the PDA Zoning Modification of the maximum height regulation for the re-development of the Motorola Site as a corporate campus or high density office node on the east side of US Hwy 183.

As we discussed, this 109 acre Property did not previously appear in any City long range planning document for high density development because it was considered an existing Motorola facility and "off the board" for purposes of master planning. However, as we discussed, this Property is under new ownership with a plan to repurpose the site for a high density office or corporate campus development. The Property is zoned LI and has an existing 1:1 FAR for more than 4,765,000 square feet. The suburban and urban watersheds, in which this Property is located, is entitled to 80% impervious cover and the LI zoning also allows 80% impervious cover.

The Applicant believes a high end office/campus environment should have more open space. Applicant would prefer to cover less land area and develop the site vertically. There does not appear to be any negative impact on adjacent properties from allowing the currently entitled FAR to be developed vertically as opposed to covering 80% of the land area. The Property has very strong buffers from other potential incompatible uses. To the west is the new thirteen lane US 183 Toll Road. To the east the Property is bounded by MKT Railroad and the City of Austin Walnut Creek Wastewater Treatment Plant. To the north the Property is buffered by the NXP chip manufacturing facility and to the south is the Hewlett Packard data center industrial use.

The Property is well situated to be an anchor project to open up major business expansion east of US Hwy 183. We have seen recent plans develop for the Travis County Expo Center as a major sports arena and retail center. The timing for major new development east of US Hwy 183 is finally looking at this under-developed area in the Desired Development Zone. This application presents the City with an opportunity to support an anchor project such as the Eightfold Project on this well positioned site for a high class office or corporate campus development.

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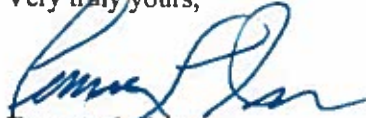
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Ph. (512) 615-6651  
Alt. (512) 347-9977

Chaffin  
December 5, 2017  
Page 2

We hope you and your team will consider the environmental and employment benefits of encouraging business growth in this prime under-developed quarter of the Desired Development Zone.

Thank you for your attention to this matter.

Very truly yours,



Terrence L. Irion

TLI/aa

cc: Adam Zarafshani



**SPROUSE SHRADER SMITH PLLC**  
ATTORNEYS AT LAW

TERRENCE L. IRION, ATTORNEY  
terry.irion@sprouseclaw.com  
(512) 615-6653

November 20, 2017

Case Manager  
Planning and Development  
Review Department  
City of Austin  
505 Barton Springs Rd.  
Austin, Texas 78704

**Re: 3443 Zen Garden LP**

Ladies and Gentlemen:

Attached please find 3443 Zen Garden LP's application for a zoning approval of a plan development area combining district overlay on Lot 1A-B Motorola Subdivision. Enclosed with this cover letter are the following documents:

1. Application Form.
2. Submittal Verification Form.
3. Site Check Permission Form.
4. Acknowledgement Form.
5. Full size tax maps showing properties within 500 feet of the zoning request.
6. Current tax certificate.
7. Application fee.
8. Zoning Restrictive Covenant: Volume 5527, Page 1803.
9. Special Warranty Deed: Document No. 2016189772.
10. List of site development permits issues to this on-going project.

No Educational Impact Statement is included for the reasons described below. The application fee in the amount of \$63,737.44 is paid under protest as being exorbitant and not consistent with the actual cost to process this application, which seeks only to modify the site development height regulation, FAR and the parking requirement on this Property. Assuming an average hourly rate for Staff review time of thirty dollars per hour, the application fee would suggest that the Staff will require over twenty-one hundred hours of Staff time to process this application, which would seem highly unlikely. We would ask that it be noted when this application reaches the City Council that the Owner has paid the fee under protest in order to preserve applicant's right to protest the fee.

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The subject Property is a 109.65 acre lot re-platted without vacation out of the 1988 Motorola Subdivision Plat consisting of 228.14 acres; platted in accordance with Case File No. C8s-87-014 and recorded in Volume 87, Page 147B-147C, Plat Records of Travis County, Texas.

The 2009 re-plat without vacation of the 1987 Plat completed the division of the original Motorola one lot subdivision into three lots with the middle lot being the subject property.

The Property was originally zoned "D" Industrial upon annexation in 1976 pursuant to annexation File No. C7a-75-011. The zoning was completed in August of 1976 and the "D" zoning district was converted to the "LI" (Limited Industrial) District by the Comprehensive Zoning Code adopted effective January 1, 1985.

The original zoning was conditioned upon a Restrictive Covenant required by the City of Austin mandating a twenty-five foot set-back described by metes and bounds from US HWY 183 and which required privacy fencing for any abutting residential use property. This Restrictive Covenant was recorded in Volume 5527, Page 1803, Deed Records of Travis County, Texas. The twenty-five foot setback area from Ed Bluestein was later acquired by TXDOT in a condemnation for widening of US HWY 183 several decades ago. There is no residential use abutting the subject lot out of the original Motorola zoned Property, so the Restrictive Covenant described above no longer has any impact on the subject lot.

The "D" Industrial Zoning Ordinance adopted in August of 1976 in effect adopted conforming zoning to the then existing industrial use to which Motorola Corporation had already started developing on the Property.

There are a number of buildings on the subject Property which are currently being remodeled and enlarged from two story to four story buildings. When the Phase I remodel and additions are completed in the second quarter of next year, 512,915 square feet will be available on the site. The Phase II redevelopment/remodel buildings will be completed in 2019 at which time the total redeveloped square footage on the Property will be 1,490,000 square feet.

The available surface and structured parking on the Lot today totals 7,166 parking spaces. The total Phase I and Phase II square feet of refurbished buildings in the amount of 1,490,000 square feet will require 5,418 spaces at current parking ratios. There is an ample amount of existing parking for all of the Phase I and Phase II redevelopment.

The current FAR is 1:1 or approximately 4,776,354 square feet. The Applicant purchased the Property in November of 2016 with the goal to repurpose the Property for a major corporate campus and employment center. In order to accommodate the full and productive redevelopment of this major corporate campus facility, Applicant desires to modify site development height regulation of the LI Zoned District from 60 feet to 400 feet. This will allow a corporate end user to master plan the site to maximize the current density allowance (4,776,354



square feet) while preserving much of the open space, wooded trails, wildlife habitat, and allow signature corporate towers typically desired by major corporate campus development.

The Property is in the Desired Development Zone. The majority of the Tract is in the Walnut Creek Watershed in the Suburban water supply class. A small portion of the Property is in the Boggy Creek Watershed in the Urban water supply class. Both water supply classes allow 80% impervious cover as does the LI base Zoning District. This proposed Planned Development Area Combining District would reduce the allowed impervious cover to 70% or less in return for the increased height.

The Property is bounded on the west by US HWY 183 Toll Road and on the east by the MKT Railroad and the City of Austin Walnut Creek Wastewater Treatment Plant. On the north is the 78 acre NXP industrial site Lot 1A-A Motorola Subdivision. On the south is the Hewlett Packard industrial site (Lot 2A Motorola Subdivision) and a 16 acre industrial zone tract currently under contract by the Applicant for the purpose of re-zoning to high density multi-family subject to amendment of the East MLK Neighborhood Combining District Plan. The subject 109 acre Lot for which this PDA is requested, is in the Ed Bluestein Sub District of the MLK-183 Neighborhood Plan combining district. However, the Ordinance creating the Neighborhood Plan (Ordinance 021107-2-12B) did not make any changes to the subject property base district or impose any special conditions or site development regulations on the subject lot. The Property is isolated from any residential neighborhood and has very substantial buffers from the west with the Toll Road, from the north and south with industrial use land, and on the east with the MKT Railroad and the Walnut Creek Wastewater Treatment Plant. Increasing the height to 400 feet will have no negative impact on any neighborhood.

The modernization and revitalization of this engineering and high tech employment center will be accomplished with very cutting edge energy and environmental innovations, including a thermal cooling chilling station (already underway), a multi-acre planned solar energy array located on the rooftops of existing and proposed buildings, and a data center in existing Building B. The Master Plan includes the development of additional land in close proximity to the subject lot for high density, multi-family development to provide walk-able and bike-able access to the campus and reduce parking demand.

For this reason the Applicant is requesting, in addition to the height limit modification, that the parking requirement be reduced by 50% as it has been in the CBD (Central Business District) and as has been considered in other areas of the City. This will encourage mass transit use as well as other alternate mobility options. Applicant is committed to partnering with the City of Austin and Capital Metro in providing transit stations and encouraging the expansion of mass transit opportunities.

In addition, the Applicant has not completed the Educational Impact Statement since no residential development is planned with this PDA overlay. In fact, there is a private Restrictive Covenant imposed on all three platted Lots out of the original Motorola Subdivision which prohibits residential development on any of the three Lots.

In summary, Applicant requests that the PDA Combining District Overlay modify the Site Development Regulations on the LI zoned Property by increasing the height limit from 60 feet to 400 feet and by reducing the off-street parking and loading requirement by 50% subject to the Property Owner making available public mass transit facilities on-site, providing private mass transit services to employees on the Property to residential properties within a one mile radius of the Property, by demonstrating the increase in public and private mass transit services, bikeways, and pedestrian ways available to serve mobility needs generated by development on the Property, and other actions deemed to effectively reduce the parking demand on-site. A TIA will be provided prior to requesting any new development pursuant to a site plan.

This Property has a long history of co-existing with other uses on this highly buffered tract. The modification of the two site development regulations requested by this PDA should have no negative impact on surrounding uses or neighborhoods and will promote the most productive, efficient, and highest quality redevelopment and revitalization of this historic Property.

Respectfully submitted,



Terrence L. Irion  
Agent for Applicant, 3443 Zen Garden, LP

TLI/aa

cc: David Cancialosi  
Adam Zarafshani



**SPROUSE SHRADER SMITH PLLC**  
ATTORNEYS AT LAW

TERRENCE L. IRION, ATTORNEY  
[REDACTED]

June 7, 2018

Matt Dugan  
Acting Planning Manager  
Long Range Planning  
505 Barton Springs Road  
Austin, TX 78704

RE: Lot 1A-B Re-subdivision of Motorola Subdivision Ed Bluestein Facility

Dear Mr. Dugan,

As the attorney for Eightfold Development LLC, the development arm of 3443 Zen Garden Limited Partnership, owner of the above-referenced Lot 1A-B Motorola Subdivision Ed Bluestein Facility, and applicant on a zoning PDA for the above-referenced property, I am addressing this request for a Small Area Plan amendment to the Imagine Austin Comprehensive Plan.

The subject property at 3443 Ed Bluestein Boulevard is a 109.6 acre platted lot that is being redeveloped from a dormant industrial site to a mixed-use campus style commercial development.

We hope to partner with the City of Austin, CTRMA, Travis County and Cap Metro to transform this site into a vibrant hub of activity that will both support Austin's short term goals for rail and high capacity bus lines impacting where residents will choose to live and work, as well as enhancing the site's potential to reach Austin's long term growth goals which favor compact growth capitalizing on land and infrastructure already in place. The focus is to provide redevelopment of this area which has significant existing transportation and utility infrastructure. The Eightfold site sits along the planned expansion of US 183 into a 13 lane toll road and is linked by road, bikeway and future rail lines to nearby designated mixed-used corridors

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Alt. (512) 347-9977

including Met Center and Colony Park. Eightfold believes that this site has the potential to make a much larger impact on the sustainability and connectivity of Austin as a whole.

The subject Lot 1A-B Motorola Subdivision Ed Bluestein Facility is currently zoned LI (Limited Industrial), which allows for a broad range of commercial uses at a 1:1 floor to area ratio, at an impervious cover development rate of 80% of the gross site area of the property. This allows for a total of 4,700,060 square feet of commercial development. We currently have a pending PDA application with the City to modify the height restriction and the required parking ratio in the "LI" zoned district in light of the planned transit improvements and mixed-use plans for the site and adjacent properties. For these changes, we feel it is appropriate for the long range planning division to approve an amendment to the Imagine Austin Comprehensive Plan that would include the Motorola Site in a Small Area Plan as a high density transit-oriented development. We think it would be both in Eightfold's and the City's interest to include our site in the Comprehensive Plan for several reasons, all of which comport with and would greatly further goals outlined in Imagine Austin.

#### The Redevelopment of Motorola Lot 1A-B:

Redevelopment of Motorola Lot 1A-B by itself constitutes an example of Imagine Austin's goal to focus development efforts on potential redevelopment and compact development – preserving natural resources and the natural environment. Eightfold plans to redevelop the 109.6 acre lot to include high rise office buildings in a campus style environment which maximizes the allowed FAR with reduced impervious cover to enhance the campus environment, preserves trees, trails and other amenities of the project. The first 350,000 square feet of refurbished buildings should be available for office use by the end of the first quarter of 2019. The planned redevelopment also includes hotels, restaurants, retail and civic uses including a medical clinic, veteran services, facilities for community groups including local arts groups, veteran groups and a partnership with Huston-Tillotson University. In addition, midrise to high-rise multi-family development is planned on several adjacent properties immediately to the south of the subject lot in order to increase the supply and variety of housing closer to existing and future jobs in the area.

#### Transit-oriented Development:

Eightfold is also partnering with Capital Metro to ensure construction of a high capacity transit station along the Green Line adjacent to the subject property, and incorporate into its Master Plan improvements to enhance access to the Walnut Creek bikeway. The proposed transit station will serve as a hub for both bicycle and rail modes of transportation and would

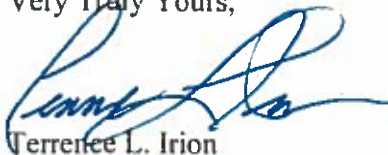
open up the opportunity for more dense transit-oriented development along the east MLK/ Springdale Road mixed-use corridors and links to Capital Metro's Red Line and future Blue Line.

We would request a Small Area Plan designation to the Imagine Austin Comprehensive Plan that would identify for future planning purposes this site as a high density transit-oriented corridor. We believe the compact and connected transit-oriented development envisioned by Eightfold, as well as the location of the site between multiple already existing mix-use corridors, brings this site in line with other high density mixed-use areas such as the Triangle and Domain and could additionally serve as a catalyst for similar development on adjacent sites.

We hope to work with you in the Long Range Planning Department, CTRMA, Travis County and Cap Metro to craft this Small Area Plan in a way that will enable this site to grow into the regional hub we believe it could be for Austin.

Please contact the undersigned as soon as possible to discuss how to move forward with this designation. Thank you for your attention to this matter.

Very Truly Yours,



Terrence L. Irion

TLI/kc

Enclosures

cc: Adam Zarafshani  
Heather Chaffin  
Joe Pantalione  
Jerry Rushoven  
David Cancialosi  
Garrett Groos



**SPROUSE SHRADER SMITH PLLC**  
ATTORNEYS AT LAW

TERRENCE L. IRION, ATTORNEY

(512) 615-6653

April 2, 2019

Heather Chaffin, Senior Planner  
Planning & Development Services Dept.  
505 Barton Springs Rd  
Austin, TX 78704

*Re: Planned Development Agreement Application for 3443 Zen Garden, Ltd.  
Partnership; C14-2017-0148*

Dear Heather,

Attached please find a concept site plan for the existing and proposed future buildings on the Zen Garden site together with concept plans for the five proposed new office towers and an exhibit detailing the new building height, square footage, and parking assumptions. The applicant is scheduling a site tour with neighborhood leaders and interested Planning Commission and Council members and County Commissioners later this month so I will want to coordinate Planning Commission Public Hearing date with you after we have firmed that date.

I also want to modify the applicant's zoning request in response to discussions with your Department over the past months. In lieu of requesting a 400 ft. height limit modification on the entire 109.60 acre site, applicant is now limiting the request to modify the site development regulations on this platted "LI" zoned lot as follows:

1. Modify the height limit on an approximate 10.07 acre site fronting on US Highway 183 tollway to 400 feet for a maximum of three building towers in the approximate location of buildings one, two and three as shown on the attached land plan exhibit.
2. Modify the height limit on not more than two building towers to 280 feet on an approximate 8 acre site fronting on US Highway 183 tollway as shown in the approximate location of buildings four and five on the attached land plan exhibit.

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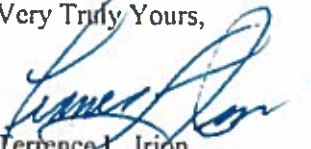
3. Modify the height limit across the balance of the site (91.5 acres) to 120 feet as suggested by Staff except for existing Building C (185 feet) and existing Building B (185 feet).
4. Modify the parking requirement to a 50% reduction in the otherwise required parking requirements of Appendix A of Chapter 25-6.

I am enclosing with the land plan exhibit a building and parking assumption sheet which details the breakdown of the parking required for the five new building towers for the estimated new building square footage of 2,950,000 square feet. Approximately 5,695 parking spaces are proposed to be in the 4.5 level under-building structure on the 10.07 acre site and two small under-building parking structures on the 8 acre site. The existing parking garages and existing surface parking on the site will accommodate the remaining refurbished existing buildings on the site at build out.

I look forward to receiving the Staff's formal recommendation and the scheduling of the Public Hearing before the Planning Commission in the coming weeks.

Thank you for your attention in this matter.

Very Truly Yours,



Terrence L. Irion

TLI/kc

Enclosures

cc: Joi Hardin  
Jerry Rusthoven  
Adam Zarafshani

# Campus Site Map



Mixed-Use Development Sq. Ft.: **+4,774,000**

# REQUEST

## REZONE FROM “LI” Limited Industrial District to “LI-PDA” PLANNED DEVELOPMENT DISTRICT

- **Modify Height Limit from 60’ to 120’** on all but 18 acres. Height limit on an approximate 18 acres including one existing building to 160’ and five new buildings to 280’ to 400’.
- **Reduce parking requirement by 50%** because of Toll Road, Bus Transportation HUB, Green Line Commuter Rail; Walnut Creek Regional Bikeway
- Staff Recommendation: **Modify Height Limit from 60’ to 120’** on entire 109.6 acre tract with exception of existing Building B to 160’.
- **Modify parking requirement by 50%.**
- 109.6 ACRES; Suburban Water Supply and Urban Water Supply Zone: Walnut Creek and Boggy Creek Watersheds: Desired Development Zone
- Hi-Tech Employment Center/Office Campus
- Cutting Edge Energy/Environmental Innovations: Participant in Property Assessed Clean Energy Act (PACE) Chapter 399 Texas Local Government Code
- Transit Oriented Access: Cap Metro Green Line: Bus Transportation HUB: Walnut Creek Regional Bikeway
- East MLK Neighborhood Combining District

### LOT 1 A-B RESUBDIVISION OF MOTOROLA SUBDIVISION: ED BLUESTEIN FACILITY

DESCRIPTION	SIZE/RATIO
Impervious Cover	80%
Floor to Area Ratio	1:1
Allowed square footage	4,774,000 sq. ft.
Existing unoccupied building	512,000 sq. ft.
<b>Phase I:</b> Proposed refurbished building	1,400,000 sq. ft.
<b>Phase II:</b> Five new office towers	2,950,000 sq. ft.
<b>Phase III:</b> Civic Uses: Market: Music Venues	300,000+ sq. ft.

# Building Assumptions

Three office buildings (400+) +  
two office buildings on top of above grade parking  
garage (280)

All calculations based off of City of Austin Requirements

BUILDING	LENGTH	WIDTH	FLOOR AREA	HEIGHT	FLOORS	TOTAL FLOOR AREA	TOTAL BUILDING HEIGHT
Building 1	250	100	25,000	14	28	700,000	400
Building 2	250	100	25,000	14	28	700,000	400
Building 3	250	100	25,000	14	28	700,000	400
Building 4	250	100	25,000	14	17	425,000	280
Building 5	250	100	25,000	14	17	425,000	280
Total Gross Building Square Feet			125,000	2,950,000			



# Buildings 1-5

	1	2	3	4	5
Length	250	250	250	250	250
Width	100	100	100	100	100
Floor Area	25,000	25,000	25,000	25,000	25,000
Height	14	14	14	14	14
Floors	28	28	28	17	17
Total Floor Area	700,000	700,000	700,000	425,000	425,000
Total Building Height	400	400	400	280	280

