



August 16, 2017

Peter A. Dwyer
Cottonwood Holdings, Ltd.
9900 HWY 290 East
Manor, Texas 78653

RE: ShadowView Commercial Section 3 Construction Plans and Final Plat;
Abandonment of a portion of Manor Downs

Dear Pete:

This letter sets for the agreement between the City of Manor (the “City”) and Cottonwood Holdings (the “Developer”), collectively the “Parties”, regarding the closure, abandonment, and conveyance of the portion of Manor Downs described as “Manor Downs Rd to be Closed & Conveyed” in **Exhibit A** attached hereto and incorporated herein for all purposes (the “ROW”) and the approval of construction plans and final plat for ShadowView Commercial Section 3 (“Section 3”). The improvements described herein are being constructed pursuant to the Addendum to Development Agreement for the ShadowGlen Subdivision between the Parties dated May 23rd, 2014 and to comply with the City’s Thoroughfare Plan. The Developer will be required to construct the extension of Hill Lane from Gregg Manor eastward to a new intersection of Lexington Street. This Hill Lane extension requires the realignment of a portion of Manor Downs, and the modification of the intersection of Gregg Manor Road and Hill Lane in accordance with the approved construction plans (the “New Roads”) in connection with development of Section 3 and to install roadways consistent with the City’s Thoroughfare Plan. Construction of the New Roads will result in safer travel ways for vehicular and pedestrian traffic. In order to realign Manor Downs, the ROW and the Remainder Tract (described in the following paragraph) will need to be closed and abandoned and the New Roads shown in **Exhibit B** constructed and dedicated to the City. The Developer has requested that the ROW, which is the portion of Manor Downs located immediately adjacent to the Developer’s property on both sides of the ROW, be conveyed to the Developer in exchange for dedication of the New Roads to the City, and has provided the City with an appraisal of the land subject to this transaction that shows that the City will receive land of greater value than the land to be conveyed to the Developer.

In addition, a portion of Manor Downs located outside of the Developer’s property will be surplus and not needed after the New Roads are constructed and accepted by the City, identified as The Remainder Tract Subject to Possible Future Assignment, as generally shown on **Exhibit A** (the “Remainder Tract”). The City desires that the Developer assign any interest the Developer may have in the Remainder Tract to two adjacent property owners (the “Assignment”), so that the City will have the ability to convey the Remainder Tract to the adjacent property owners as determined appropriate by the City in the future.

The Parties desire to address the sequence of events related to approval of the construction plans and final plat for Section 3, the construction and dedication of the New Roads, and the closure, abandonment, and conveyance of the ROW to ensure that the New Roads are constructed and completed before the ROW is abandoned and conveyed.

The following sequence of events will govern this transaction:

1. The parties enter into this letter agreement.
2. The City Council approves an ordinance in a form substantially similar to that set forth in **Exhibit C** authorizing the closure, abandonment, and conveyance of the ROW to the Developer (the "Ordinance"); provided that such the abandonment and conveyance of the ROW will not occur and the deed conveying the ROW to the Developer (the "Deed") may not be signed and recorded in the real property records until the New Roads are constructed in accordance with the approved construction plans and applicable City regulations and accepted by the City and the Assignment is executed and recorded in the real property records.
3. The City will approve the construction plans for Section 3; provided that the construction plans address the sequencing of the construction of the New Roads, the closure and demolition of the portion of Manor Downs, the detouring and transition of traffic onto the New Roads, including traffic controls and a traffic control plan that is satisfactory to the City Engineer's office.
4. The Planning and Zoning Commission will conditionally approve the final plat for Section 3 (the "Final Plat"), with approval being contingent upon the following to occur, which will be referred to as the "Conditions Precedent": a) the New Roads being constructed in accordance with the approved construction plans and applicable City ordinances and accepted by the City; b) the closure, abandonment, and conveyance of the ROW becoming effective as provided in the Ordinance; and c) the Assignment and the Deed being executed and recorded in the real property records. The Final Plat will not be signed or recorded in the real property records until the Conditions Precedent have occurred.
5. The Developer will design, construct, complete, and obtain City acceptance of the New Roads in accordance with the approved construction plans and applicable regulations.
6. Upon City acceptance of the New Roads and delivery of the fully executed Assignment to the City, the City shall execute and record the Deed and the Assignment in the real property records.
7. After execution and recording of the Assignment and the Deed in the real property records, the City shall sign the Final Plat and cause it to be recorded in the real property records.

The Developer shall cause the contractor that installs the New Roads to carry a commercial general liability insurance policy, written by a company reasonably acceptable to the City and licensed to do business in Texas, with a combined single limit of not less than one million and No/100 Dollars (\$1,000,000.00), which coverage may be provided in the form of a rider and/or endorsement to a previously existing insurance policy. Such insurance coverage shall specifically name the City as an additional-insured. This insurance coverage shall cover all perils arising from the activities of contractor, its officers, directors, employees, agents or contractors, relative to this construction of the New Roads and to the installation of the New Roads. A true copy of each policy or a certificate of insurance evidencing such coverage shall be delivered to the City within thirty (30) days from the Effective Date of this Agreement.

The Developer shall further, in the Developer's written agreement with the contractor, cause the contractor to indemnify, defend, and hold harmless the City and its officers, agents and employees against all claims, suits, demands, judgments, expenses, including attorney's fees, or other liability for personal injury, death, or damage to any person or property which arises from or is in any manner caused by the construction or installation of the New Roads. A copy of such executed agreement shall be delivered to the City before the Developer or contractor begins work on the construction of the New Roads.

The parties will cooperate to cause the events set forth in this letter agreement and the Ordinance to be accomplished.

Sincerely,



Thomas Bolt, City Manager

AGREED:

Cottonwood Holdings, Ltd.
a Texas limited partnership

By: Cottonwood General Partner, L.C.
a Texas limited liability company, as General Partner



Name: Peter A. Dwyer
Title: President

8/17/2017

LEGAL DESCRIPTION
0.197 OF AN ACRE OF LAND

0.197 of an acre of land being all situated in William Standerford Survey No. 69, Abstract No. 742, City of Manor, Travis County, Texas, being a portion of the Gregg Manor Rd. (100' R.O.W.) and the Manor Downs Rd. (R.O.W. Varies); said 0.197 of an acre being more particularly described as follows:

COMMENCING at a 1/2-inch iron rod found on the easterly right of way line of Gregg Manor Rd., being the westerly line of that certain Lot 1, Block A, St. Mary Magdalene Episcopal Church Subdivision, according to the map or plat thereof recorded in Document No. 2014080057, Plat Records of Travis County, Texas;

THENCE, southwesterly, along the common boundary line of said Lot 1 and easterly right of way line of Gregg Manor Road, and along the arc of a curve to the left having a radius of 532.96 feet, a central angle of 01°11'11", an arc length of 11.04 feet, and chord bearing: South 03°56'55" West, 11.04 feet, to a point marking the common corner of said Lot 1 and that certain 181.445 acres tract described as Tract 1 of 1, Cottonwood Holdings, Ltd., as recorded in Volume 12266, Page 1144 of the Official Public Records of Travis County, Texas, for the **POINT OF BEGINNING** of the herein described tract;

THENCE, southeasterly, continuing along the common boundary line of said 181.445 acres tract and easterly right of way line of Gregg Manor Road, and along the arc of a curve to the left having a radius of 532.96 feet, a central angle of 26°38'43", an arc length of 247.85 feet and chord bearing: South 09°42'07" East, 245.62 feet, to a point located in the northerly right of way line of Manor Downs Rd.;

THENCE, into the Manor Downs Rd. and Gregg Manor Road, the following courses:

Northwesterly, along the arc of a curve to the right having a radius of 693.00 feet, a central angle of 05°38'11", an arc length of 68.17 feet and chord bearing: North 66°01'30" West, 68.15 feet to a point;

North 63°12'24" West, a distance of 36.25 feet to a point;

Northwesterly, along the arc of a curve to the right having a radius of 15.00 feet, a central angle of 91°55'15", an arc length of 24.06 feet and chord bearing: North 17°14'47" West, 21.57 feet to a point;

Northeasterly, along the arc of a curve to the left having a radius of 515.00 feet, a central angle of 20°54'29", an arc length of 187.93 feet and chord bearing: North 18°15'36" East, 186.89 feet to a point;

North 89°55'50" East, a distance of 1.07 feet to the **POINT OF BEGINNING** and containing 0.197 of an acre (8,565 square feet) of land, more or less.

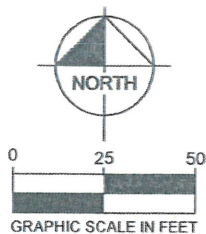
Basis of bearings is the Texas State Plane Coordinate System, Central Zone 4203, NAD 1983.



Roberto A. Araujo-Cruz 7/20/17
Roberto A. Araujo-Cruz
Registered Professional Land Surveyor No. 6653
Kimley-Horn and Associates, Inc.
601 NW Loop 410, Suite 350
San Antonio, Texas 78216
Ph. 210-541-9166
roberto.araujo-cruz@kimley-horn.com



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MANOR INDEPENDENT
SCHOOL DISTRICT
27.4043 ACRES
VOL. 12597, PG. 1548

25' PUE & BL
DOC. #201400143
O.P.R.T.C.T.

PROTESTANT EPISCOPAL
CHURCH OF DIOCESE, TX
(LOT 1, BLOCK A,
ST. MARY MAGDALENE
EPISCOPAL CHURCH
SUBDIVISION)
23.00 ACRES
DOC. # 2014080057

P.O.C.
IRF

N89°55'50"E
1.07'

P.O.B.

15' PUE
DOC. #201400143

WILLIAM STANDERFORD SURVEY
No. 69, ABSTRACT No. 742

$\Delta = 20^\circ 54' 29''$
R=515.00'
L=187.93'
CB=N18°15'36"E
C=186.89'

$\Delta = 26^\circ 38' 43''$
R=532.96'
L=247.85'
CB=S9°42'07"E
C=245.62'

PORTION OF 181.445 ACRES
(TRACT 1 OF 1)
COTTONWOOD HOLDING, LTD.
VOL. 12266, PG. 1144

GREGG MANOR RD.
(100' R.O.W.)

0.197 ACRES
8,565 SQ. FT.

$\Delta = 91^\circ 55' 15''$
R=15.00'
L=24.06'
CB=N17°14'47"W
C=21.57'

MANOR DOWNS RD.
(R.O.W. VARIES)

15' WATERLINE ESMT
VOL. 12617, PG. 1980
(TO BE VACATED)

$\Delta = 5^\circ 38' 11''$
R=693.00'
L=68.17'
CB=N66°01'30"W
C=68.15'

LEGEND

Δ = CENTRAL ANGLE
P.O.C. = POINT OF COMMENCING
P.O.B. = POINT OF BEGINNING
IRF = IRON ROD FOUND
R.O.W. = RIGHT OF WAY

Roberto A. Araujo-Cruz
ROBERTO A. ARAUJO-CRUZ
REGISTERED PROFESSIONAL
LAND SURVEYOR NO. 6653
601 NW LOOP 410, SUITE 350
SAN ANTONIO, TEXAS 78216
PH. 210-541-9166
roberto.araujo-cruz@kimley-horn.com



7/20/17

NOTES:

Basis of bearings is the Texas State Plane Coordinate
System, Central Zone 4203, NAD 1983.

Kimley»Horn

601 NW Loop 410, Suite 350
San Antonio, Texas 78216

FIRM # 10193973

Tel. No. (210) 541-9166
www.kimley-horn.com

Scale	Drawn by	Checked by	Date	Project No.	Sheet No.
1" = 50'	APS	RAAC	7/18/2017	069241705	1 OF 1

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LEGAL DESCRIPTION
0.563 OF AN ACRE OF LAND

0.563 of an acre of land being all situated in James Manor Survey No. 40, Abstract No. 546, City of Manor, Travis County, Texas, and being a portion of the Manor Downs Rd. (R.O.W. Varies); said 0.563 of an acre being more particularly described as follows:

COMMENCING at a found concrete monument marking the intersection of the northerly right of way line of U.S. Highway 290 East (R.O.W. Varies) with the westerly right of way line of Manor Downs Rd., and same being the northeasterly corner of that certain 0.583 acre tract conveyed to K-N Corporation as recorded in Document No. 2001211467 of the Official Public Records of Travis County, Texas;

THENCE, North 39°38'34" West, leaving the U.S. Highway 290 East and along the common boundary line of said 0.583 acres tract and westerly right of way line of Manor Downs Road, a distance of 241.68 feet, to a point marking the common corner of that certain 3.566 acre tract conveyed to Cottonwood Holding, LTD, as recorded in Document No. 2015140596, Official Public Records of Travis County, Texas, and that certain 0.736 acre tract conveyed to Doan Xuan, ET AL, as recorded in Document No. 2016079366, Official Public Records of Travis County, Texas, for the **POINT OF BEGINNING** of the herein described tract;

THENCE, North 38°21'13" West, continuing common boundary line of said 3.566 acres tract and the westerly right of way line of Manor Downs Road, a distance of 384.50 feet, to a point;

THENCE, leaving the westerly right of way line of Manor Downs Road and into the Manor Downs Road, the following courses:

South 63°12'24" East, a distance of 7.67 feet to a point;
Easterly, along the arc of a curve to the left having a radius of 757.00 feet, a central angle of 11°20'27", an arc length of 149.84 feet and chord bearing: South 68°52'38" East, 149.59 feet to a point located in the easterly right of way line of Manor Downs Road, and same being the westerly line of that certain 3.056 acre tract conveyed to Cottonwood Holdings, Ltd., as recorded in Volume 12266, Page 1144, Official Public Records of Travis County, Texas;

THENCE, South 38°21'13" East, along the common boundary line of said 3.056 acres tract and the easterly right of way line of Manor Downs Road, a distance of 245.39 feet to a point;

THENCE, South 49°16'18" West, leaving the easterly right of way line of Manor Downs Road and crossing the Manor Downs Road, a distance of 79.27 feet to the **POINT OF BEGINNING** and containing 0.563 of an acre (24,518 square feet) of land, more or less.

Basis of bearings is the Texas State Plane Coordinate System, Central Zone 4203, NAD 1983.

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MANOR DOWN RD.
(VARIABLE R.O.W.)

S63°12'24"E
7.67'

$\Delta=11^{\circ}20'27''$
R=757.00'
L=149.84'
CB=S68°52'38"E
C=149.59'

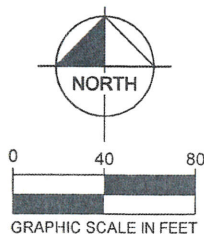
REMAINDER OF 181.445 ACRES
(TRACT 1 OF 1)
COTTONWOOD HOLDINGS LTD.
VOL.12266, PG.1144

JAMES MANOR
SURVEY No. 40,
ABSTRACT No. 546

3.566 ACRES
COTTONWOOD HOLDING, LTD
Doc. No. 2015140596

LEGEND

Δ = CENTRAL ANGLE
P.O.C. = POINT OF COMMENCING
P.O.B. = POINT OF BEGINNING



0.563 ACRES
24,518 SQ. FT.

N38°21'13"W 384.50'

P.O.B.

15' WATERLINE ESMT
VOL.12617, PG. 1980
(TO BE VACATED)

3.056 ACRES
COTTONWOOD
HOLDING, LTD.
VOL. 12266, PG. 1144

S49°16'18"W
79.27'

0.736 ACRES
DOAN XUAN, ET AL
DOC.#2016079366

0.583 ACRES
K-N CORPORATION
(BETH ANDREA
SAWYER & THOM
MARK)
DOC.#2001211467

MANOR DOWNS RD.
(R.O.W. VARIES)

P.O.C.
CONCRETE
MONUMENT

U.S. 290 EAST
(R.O.W. VARIES)



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