

M U E L L E R

AUSTIN TEXAS



MUELLER DESIGN BOOK

ADDENDUM B: AMENDMENT

(FEBRUARY 2009)

ORIGINAL EDITION: NOVEMBER 2004

This Addendum B is a supplement to and amendment of certain portions of the November 2004 Mueller Design Book, recorded as Document No. 2005193821 in the Official Public Records of Travis County, Texas, as amended by First Amendment to Mueller Design Book, recorded as Document No. 2008030214, Official Public Records of Travis County, Texas (“MDB”). As stated in Chapter 8 of the MDB, the “Design Book is envisioned as a dynamic document that will continue to evolve in response to changing conditions and to the Mueller character. As such, it is anticipated that over the life of the community, this Design Book will need to be refined or amended to incorporate new conditions.” The purpose of Addendum B is to consolidate all refinements and amendments to the MDB that have been approved by the Mueller New Construction Council (“NCC”) since the adoption of the MDB.

Having been approved by the NCC, Catellus Austin, LLC, and the City of Austin, the amendments contained in Addendum B are considered a part of the MDB and carry the same authority as the originally-adopted text. In addition to the actual text and exhibits associated with the amendments, the addendum includes a brief statement before each amendment that provides context for the amendment by explaining how the text and exhibits would be inserted into the MDB should a new version of the MDB ever be produced.

ADDENDUM B: AMENDMENT

The following amendment is considered a part of the Mueller Design Book:

REVISED GUIDELINES FOR AUSTIN FILM SOCIETY CAMPUS

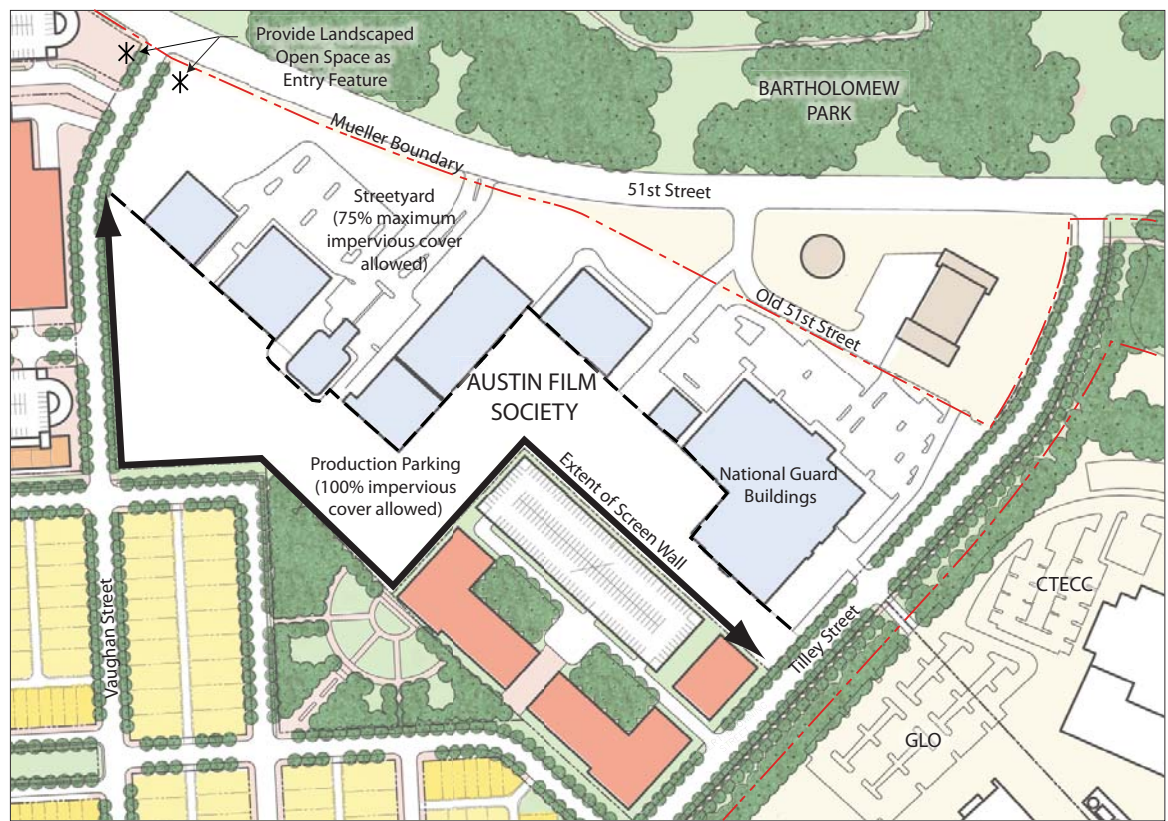
4.4 AUSTIN FILM SOCIETY CAMPUS

Since 2001, the Austin Film Society (AFS) has been operating a film production facility in several former general aviation buildings on the airport site along East 51st Street. This non-profit operation has been responsible for the production of several major motion pictures and television features that have helped to reinforce Austin as one of the most important film making centers in North America. The AFS has also been effective in promoting local and East Austin employment on film projects.

The plan for Mueller calls for the AFS and its production facility to remain and expand within a 20-acre campus in the Northeast Quadrant of the new community. It is important, however, that the development of the AFS campus be implemented in a way that assures compatibility with adjacent commercial and residential neighborhoods, while meeting its own operational and functional requirements. To this end, an architectural master plan must be prepared for the 20-acre campus, and reviewed and approved by the NCC. The architectural master plan must comply with the following guidelines:

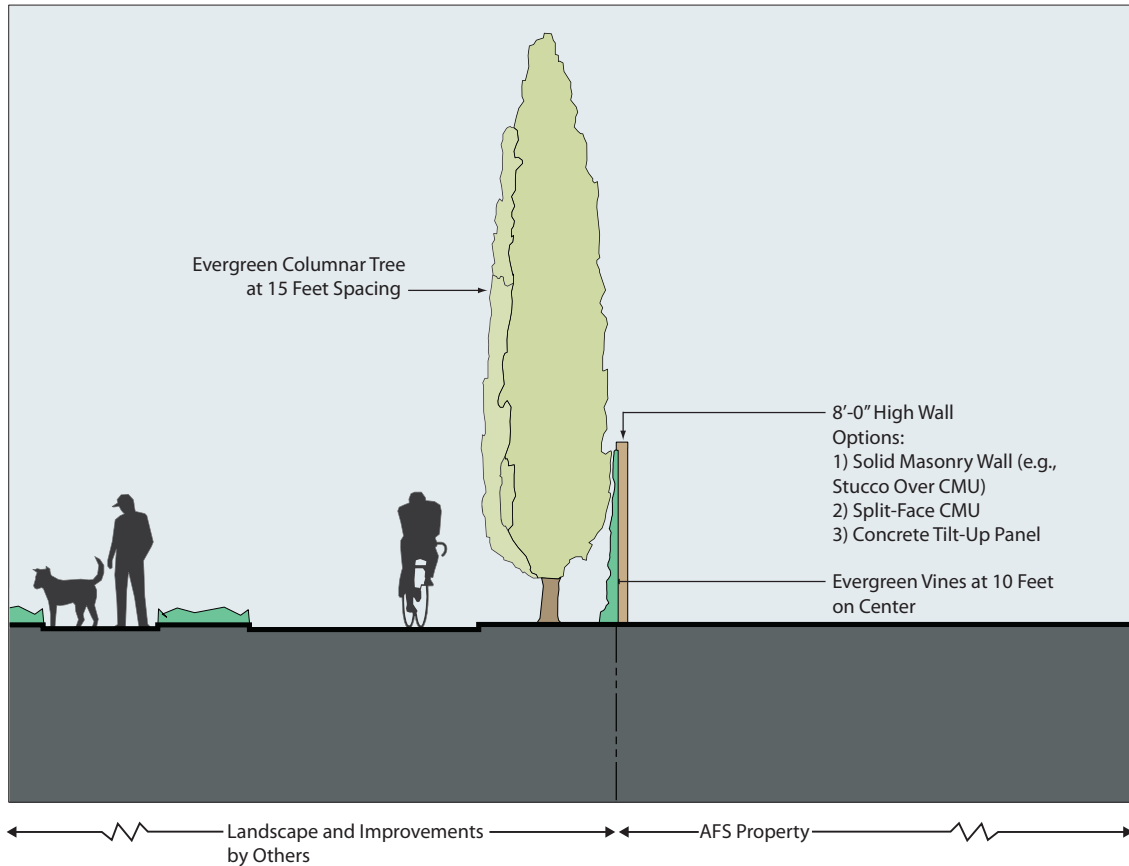
- Land uses within the campus will be limited to film production and support uses.
- The campus will be developed with a maximum of 220,000 gross square feet of development. Any additional development will be consistent with the Traffic Impact Analysis (TIA) for Mueller.
- The maximum height of buildings within the AFS campus will not exceed 60 feet, unless the NCC makes a finding that additional height is compatible with adjacent neighborhoods and the overall character of the community. New buildings should be set back from the AFS lease boundary edge by a minimum of 25 feet, if and where a proposed building height exceeds 40 feet.
- Development along the East 51st Street frontage will be set back from the property line by at least 50 feet to provide for landscaping that extends the open space character of Bartholomew Park, and offers visual screening and drainage opportunities.

- Temporary production parking and staging areas not visible from the East 51st Street edge, (including the paved areas currently located to the south of the existing AFS stages and National Guard Buildings) are exempt from requirements related to tree per parking space ratio.
- Truck and vehicular access to the AFS campus will be primarily from driveways connecting to East 51st Street or from Old 51st Street fronting the National Guard Site. Tilley Street may also be used as a secondary access and egress, with a maximum of one curb cut to be aligned exactly with the shared driveway/access for CTECC and the GLO properties, as shown on the plan diagram below. Driveway widths shall not exceed 24 feet in width.
- Portable buildings, service areas, such as loading docks and dumpsters, as well as any new automobile parking areas, shall not be visible from East 51st Street, nor from any of the adjacent streets within the Mueller community.
- The maximum impervious coverage of the area north of the existing film studio buildings shall not exceed 75 percent. Open space, swales planting



Austin Film Society Lease Area

Note: Mueller master plan outside of Austin Film Society campus is subject to change.



Austin Film Society Screen Wall

beds, etc., should be distributed throughout this area to intercept and reduce runoff. Production parking with up to 100% impervious cover allowed, will be located south of the existing film studio buildings.

- Along the western (Vaughan Street) and southern (Philomena Street) boundaries of the AFS lease property, an eight-foot tall perimeter wall will be constructed, creating an attractive public appearance and providing security and visual privacy for AFS. The wall should be constructed of high quality materials, such as pre-cast concrete, brick or other masonry. Murals or other artistic elements that convey the creative film-making activities of the complex are encouraged to be integrated with/into the screen walls. Along the AFS’s northern (East 51st Street) and eastern (Tilley Street) boundaries, a see-through fence will be constructed. The use of wrought iron tubular steel and other decorative high quality materials and treatments is recommended.
- To the extent practicable, community and public-oriented uses within the AFS campus are encouraged along the Neighborhood Park and Philomena Street, with entries and windows oriented to the neighborhood. Such uses could include a

screening room or event space, public information or interpretive center, gift or bookshop, etc. Parking for such uses should be confined to the street and to interior parking lots within the campus.

- Pedestrian and bicycle access between the AFS campus and the hike-and-bike trail along Philomena Street should be provided at one or more points, from the adjacent neighborhood park, as practicable from a security standpoint.