

DRAFT PROGRAMMATIC SECTION 4(f)
NET BENEFIT EVALUATION

IH 35E: FROM PRESIDENT GEORGE BUSH
TURNPIKE TO FM 2181

HIGHLAND LAKES PARK

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INTRODUCTION

The following Programmatic Section 4(f) Net Benefit Evaluation discusses the unavoidable impacts to Highland Lakes Park in the City of Lewisville as a result of proposed reconstruction of IH 35E from the President George Bush Turnpike (PGBT) to Farm-to-Market (FM) Road 2181. Compliance with the Section 4(f) process requirements is of paramount importance to the successful implementation of the proposed project. Extensive planning efforts have been conducted and appropriate measures have been followed to minimize harm and develop mitigation necessary to preserve and enhance the features and values of Highland Lakes Park. The proposed project results in an overall enhancement when compared to the future do-nothing or avoidance alternatives and the present condition of the Section 4(f) property, considering the activities, features, and attributes that qualify the property for Section 4(f) protection.

Section 4(f) Legislation

Section 4(f), as established under the U. S. Department of Transportation (USDOT) Act of 1966 (49 USC 303, 23 USC 138), provides protection for publicly owned parks, recreation areas, or wildlife and/or waterfowl refuges of national, state, or local significance or land of an historic site of national, state, or local significance from conversion to transportation usage. Section 4(f) also applies to all archeological sites on or eligible for inclusion on the National Register of Historic Places (NRHP) and which warrant preservation in place. The Federal Highway Administration (FHWA) may not approve the use of publicly owned land of a publicly owned park, recreation area, wildlife and waterfowl refuge of national, state, or local significance, or land of an historic site of national, state, or local significance unless a determination is made that:

- There is no feasible and prudent alternative to the use of the land from the property; and
- The action includes all possible planning to minimize harm to the property resulting from such use (23 CFR 771.135).

Section 4(f) Programmatic Evaluation-Net Benefit

In April 2005, the FHWA issued a final nationwide programmatic Section 4(f) evaluation (programmatic evaluation) for use in certain Federal (Federal-aid or Federal Lands Highway) transportation improvement projects where the use of publicly owned property from a Section 4(f) park, recreation area, or wildlife and waterfowl refuge or property from a historic site results in a net benefit to the Section 4(f) property. The application of this programmatic evaluation is intended to promote environmental stewardship by encouraging the development of measures that enhance Section 4(f) properties and to streamline the Section 4(f) process by reducing the time it takes to prepare, review and circulate a draft and final individual Section 4(f) Evaluation (individual evaluation) that documents compliance with Section 4(f) requirements. This programmatic evaluation provides a procedural option for demonstrating compliance with the statutory requirements of Section 4(f) and is an addition to the existing nationwide programmatic evaluations, all of which remain in effect. This programmatic evaluation has been prepared for a federally assisted transportation improvement project on existing alignment that would use property of a Section 4(f) park, which in the view of the Administration and official(s) with jurisdiction over the Section 4(f) property, the use of the Section 4(f) property would result in a net benefit to the Section 4(f) property.

Section 6(f) Legislation

When parkland has been acquired or developed with funds provided by the Land and Water Conservation Fund (LWCF) Act of 1965 (16 USC 4601-4 to 4601-11) and this land is required for highway right-of-way (ROW), Section 6(f) procedures must be followed. Section 6(f) of the Land and Water Conservation Fund Act (LWCFA) concerns transportation projects that propose impacts, or the permanent conversion, of outdoor recreation property that was acquired or developed with LWCFA grant assistance which is administered by the TPWD through the Texas Recreation Park Account. Correspondence with the TPWD indicates the proposed project would not cause impacts to any LWCF or Local Parks Fund projects or sites (**Appendix A: Texas Parks and Wildlife Department Coordination**). Consequently, Highland Lakes Park is not subject to a Section 6(f) Evaluation which directs the National Park Service to assure that replacement lands are of equal value, location and usefulness as impacted lands.

PROPOSED ACTION

As stated in the corresponding Environmental Assessment (EA), IH 35E is proposed for reconstruction from PGBT to FM 2181 (**Exhibit 1: Location Map**). The proposed reconstruction includes:

- eight mainlanes (four in each direction);
- two to four collector distributor lanes (each direction) from south of PGBT to north of SH 121;
- four concurrent tolled HOV/managed lanes in the center median of IH 35E; and
- two, three, and four-lane continuous frontage roads in each direction along the entire project corridor including auxiliary lanes at the cross streets.

The need of the proposed project is to address the transportation needs of the area resulting from an increase in population and the subsequent increase in travel demand. The proposed project, which traverses Dallas and Denton Counties, is an essential element of the local and regional transportation system. Within the project area, IH 35E serves multiple purposes. It functions as an interstate and also serves as a major arterial serving local trips to and from work, school, shopping, etc. IH 35E also serves as an important regional commuter route connecting the Cities of Carrollton, Lewisville, Highland Village, Lake Dallas, Corinth and the Town of Hickory Creek, as well as neighboring developing communities.

The area adjacent to the IH 35E corridor between Dallas and Denton is in a state of rapid growth and continues to need substantial improvements to the existing transportation system. Between 1980 and 2000, the populations of Dallas and Denton Counties increased 42.5 percent and 202.5 percent, respectively.¹

The purpose of the proposed project is to address the transportation needs by increasing capacity, managing traffic congestion, improving mobility, and improving roadway deficiencies within the Dallas Fort Worth metropolitan area. The project will also serve to enhance the regional and national transportation system. Please reference the Need and Purpose section of the associated EA (Section I.B.) for supporting information.

¹ North Central Texas Council of Governments. *Census Total Population by Decade*.
<http://www.nctcog.org/ris/census/searchcounty.asp>

DESCRIPTION OF HIGHLAND LAKES PARK

Size and Location of Impact

Highland Lakes Park is approximately 1.4 acres (60,984 square ft) and is located on the west side of IH 35E, just north of Garden Ridge Boulevard. The park serves the Highland Lakes Phase II subdivision in Lewisville.

Ownership and Type of Property

Highland Lakes Park is publicly owned and operated by the City of Lewisville. Highland Lakes Park primarily serves as a neighborhood park within the Highland Lakes II subdivision. It is open to the public and visitation is permitted at essentially any time.

Function of Activities

Highland Lakes Park is a recent addition to the City of Lewisville Parks and Leisure Services Department. This small neighborhood park contains approximately 360 linear ft of hike and bike trail, a 5-space parking lot, four park benches, four picnic benches, three trash receptacles, and four barbeque grills. (**Exhibit 2: Photographs**). Because Highland Lakes Park is a small neighborhood park and the land was recently donated, there are no current planned or proposed improvements.

Access and Usage

Access to the park from IH 35E is currently available from the Garden Ridge Boulevard exit. Because Highland Lakes Park is a neighborhood park, most users are pedestrians and access is available from Chapelwood Drive or Balleybrooke Drive. Five off-street parking spaces, including one handicapped accessible parking space, are also provided for area residents choosing to drive to the park. Highland Lakes Park has limited facilities and usage is mostly from local neighborhood residents. Usage numbers are not available for this property.

Relationship to Other Similar Lands in the Area

Highland Lakes Park is one of 17 neighborhood parks located within the City of Lewisville. The nearest neighborhood park is Meadowlake Park, which is a 1.8 acre park located approximately one mile southwest of Highland Lakes Park. Neighborhood parks serve as small recreation areas generally located within walking distance of local residents and offer amenities such as passive recreation, jogging facilities, picnic areas and playground equipment. Because these amenities are intended primarily for use by a relatively small neighborhood area, a neighborhood park cannot be readily replaced by a similar park in another location. Use of another neighborhood park would not likely be as convenient to the residents using the park that is proposed to be impacted.

Applicable Clauses Affecting Ownership

Highland Lakes Park was dedicated to the City of Lewisville by a developer, Highland Lakes II Development, Ltd., in accordance with the requirements for the Waterford Estates Preliminary Plat that was approved on September 20, 1994. This park is identified as Lot 216, Block D of Highland Lakes Phase II, a subdivision in the City of Lewisville (**Appendix B: City of Lewisville Park Ownership**).

Unusual Characteristics of the Property

Highland Lakes Park is a newly constructed facility (est. Winter 2003). Numerous site visits have been conducted. The most recent field visit was conducted in April 2009 to investigate the current condition of the facility. No unusual characteristics have been observed during field visits or determined during coordination with the City of Lewisville.

IMPACTS TO HIGHLAND LAKES PARK

The proposed reconstruction of IH 35E would require the use of approximately 0.5 acre of Highland Lakes Park, which totals 1.4 acres (**Exhibit 3: Existing Park Property**). Although portions of the existing trail, rock landscape features and park benches would be impacted, the reconstruction of IH 35E does not result in a substantial diminishment of the function or value that made Highland Lakes Park eligible for Section 4(f) protection. In addition to the No-Build Alternative, several Build Alternatives were analyzed and discussed in the Avoidance Alternatives & Findings section below.

AVOIDANCE ALTERNATIVES & FINDINGS

The intent of the Section 4(f) statute and the policy of the USDOT is to avoid the use of significant public parks, recreation areas, wildlife and waterfowl refuges and historic sites as part of a project, unless there is no feasible and prudent alternative to the use of such land. In order to demonstrate that there is no feasible and prudent alternative to the use of Section 4(f) land, the evaluation must address both location alternatives and design/alignment shifts that totally avoid the Section 4(f) property. The alternative selected must also address the need and purpose of the project.

As part of the associated EA and project development process, the No-Build and Build Alternatives were analyzed. Please reference the Alternatives section of the associated EA (Section III) for supporting information. The Alternatives were further refined with the objective to avoid impacts to Highland Lakes Park and meet the need and purpose of the proposed project.

The following Alternatives were considered, including:

1. No-Build;
2. Reconstructing IH 35E in a manner that addresses the need and purpose without the use of Highland Lakes Park property; and
3. Building a new facility on new location without the use of Highland Lakes Park property.

Alternative 1

No action would be taken to reconstruct IH 35E if Alternative 1 is implemented. The No-Build Alternative is not feasible and prudent because it neither addresses nor corrects the need as cited, which necessitated the proposed project. The No-Build Alternative is not consistent with local planning efforts of the local jurisdictions or the North Central Texas Council of Governments (NCTCOG) and would not satisfy 2030 transportation demand.

Alternative 2

Several build Alternatives were developed that addressed the need and purpose of the proposed project. Each build Alternative was assessed to determine if it would be feasible and prudent to avoid the Section 4(f) property through engineering design or transportation system management techniques. Design and techniques such as double-decking the mainlanes over frontage roads,

reducing or eliminating frontage roads, and bridging the managed lanes were considered.

Double-decking the mainlanes over the frontages roads would shift the proposed centerline alignment approximately 50 ft east of Highland Lakes Park. This shift would not require property from Highland Lakes Park, however, this Alternative would not allow for an exit ramp from southbound IH 35E. This Alternative would create adverse community impacts to adjacent homes and substantially increase the cost of the proposed facility.

Eliminating frontage roads would not allow for access to Highland Lakes Park or the Highland Lakes II subdivision which utilizes the park. To gain access to Garden Ridge Boulevard, motorists would need to circulate back to their respective closest road. This Alternative would reduce the operational and safety benefits provided by a three-lane frontage road and would create adverse community impacts to adjacent homes.

Bridging the managed lanes over the mainlanes would require cantilever design and construction. Cantilever construction allows for long structures without external bracing and a beam is anchored at one end and projected into space. While this Alternative would meet current transportation needs, future transportation needs could not be met and would substantially increase the cost of the proposed facility.

These Alternatives would result in a substantial missed opportunity to benefit the Section 4(f) property and the identified need would not be met. The impacts, costs, and problems would be of extraordinary magnitude when compared to the proposed use of Highland Lakes Park after taking into account measures to minimize harm and mitigate for adverse uses, and enhance the functions and values of Highland Lakes Park.

Alternative 3

Building a new facility on new location without the use of Highland Lakes Park property would not be feasible and prudent because of substantial adverse social, economic, and environmental impacts such as impacts to other Section 4(f) parkland as well as the required relocation of portions of the Union Pacific Railroad (UPRR), and displacement of a substantial number of residences and businesses. The new location would also substantially increase costs and create additional engineering difficulties, including meeting the requirements of various agencies, especially the U.S. Army Corps of Engineers, Texas Historical Commission, Environmental Protection Agency, and TPWD.

Such problems, impacts, costs, and difficulties would truly be unusual and of extraordinary magnitude when compared with the proposed use of Highland Lakes Park after taking in to account the proposed measures to minimize harm, mitigate for adverse impacts, and the enhancement of the property's functions and value.

Findings

The net impact of the No-Build (Alternative 1) and Build Alternatives (Alternatives 2-3) have considered the function and value of Highland Lakes Park before and after project implementation as well as the physical and/or functional relationship of Highland Lakes Park to the surrounding community. Given the present condition of Highland Lakes Park, Alternatives

1-3 described above are not feasible and prudent. There is no feasible and prudent alternative which avoids the use of the Section 4(f) property.

MEASURES TO MINIMIZE HARM

In order to reduce impacts to Highland Lakes Park, all appropriate measures to minimize harm have been included. Although the reconstruction of IH 35E proposes three-lane continuous frontage roads throughout most of the project limits, frontage roads have been minimized to two-lanes, thus further reducing impacts to Highland Lakes Park.

MITIGATION/ENHANCEMENT

A conceptual mitigation plan was presented to the City of Lewisville in July 2006 and was reviewed by city staff and the City Council. The conceptual mitigation plan was approved subject to the condition that a wrought iron safety fence proposed along TxDOT ROW would be replaced by a sound wall in a response letter from the city in October 2006. This conceptual mitigation plan proposed utilizing the remaining parcels from six residential properties that would have been displaced as depicted in the 2006 preliminary design. The remnant parcels totaled approximately 1.2 acres and would have been enhanced and deeded to the City of Lewisville as part of Highland Lakes Park.

Since that time, the preliminary design of IH 35E has been modified and the six homes adjacent to IH 35E and south of Highland Lakes Park would no longer be impacted, thereby reducing the proposed park mitigation area. Several mitigation options were developed by TxDOT and reviewed with City of Lewisville staff in 2009. After reviewing the mitigation options, the City of Lewisville met with the six property owners who unanimously requested the total acquisition of their properties for use as park mitigation. The City of Lewisville submitted a letter stating that the mitigation options presented in 2009 that did not utilize the six residential parcels, previously shown as displaced in the 2006 preliminary design and associated conceptual mitigation plan, did not provide the same contiguous neighborhood park atmosphere and quality of life for the adjoining residential area. The City of Lewisville requested that TxDOT acquire the six residential parcels to allow for replacement of parkland with property of reasonably equivalent usefulness and location, and of at least comparable value for impacts to Highland Lakes Park.

The preferred Alternative would require approximately 0.5 acre of the 1.4 acre property to be converted from parkland to transportation use. Utilizing the six adjacent residential parcels would allow for the existing park area to be replaced with adjacent property to offer a similar neighborhood park experience. The six residential parcels total approximately 1.3 acres and would allow for the development of a linear park with passive and active recreation activities situated at the north and south ends connected by a new concrete trail. Because the final layout of proposed amenities and enhancements at Highland Lakes Park have not yet been determined, the proposed amenities are listed as to be determined (TBD) below and will be further refined further along in the project development process. The following mitigation and enhancements have been developed in conjunction with City of Lewisville Parks Department, City Engineer and City Manager and in formal correspondence presented in **Appendix C: City of Lewisville Coordination**.

Proposed Mitigation/Enhancements

The proposed mitigation and enhancements to Highland Lakes Park consist of replacing the impacted amenities and enhancing the remaining park remnant (0.9 acre) which consists of:

- Picnic benches (4);
- Trash receptacles (3);
- Parking lot with handicap accessible spaces (5);
- Rock landscape features;
- Light poles/fixtures for parking and new play structure (TBD);
- Drinking fountain near play structure (TBD);
- Park entry sign with stone veneer (TBD);
- Concrete sidewalk connecting the north and south ends of the park with native canopy, understory, shrubs, perennials and buffalo grass; and
- Providing a visual screening wall for aesthetic purposes similar to the existing wall previously built by the developer that would be maintained by the City of Lewisville.

Additionally, the six residential properties adjacent to IH 35E and south of the existing park would be acquired and incorporated as park property. These parcels total approximately 1.3 acres and would be deeded to the City of Lewisville as mitigation for the loss of park property.

The total park acreage after the mitigation and enhancements would be 2.2 acres. Please refer to the **Exhibit 4: Conceptual Mitigation Plan** for general locations of park mitigation areas and park enhancements.

Total Existing Park Size	1.4 acres
Acreage Impacted	0.5 acre (36%)
Proposed Mitigation/Enhancements	0.9 acre remaining park and 1.3 acres of remnant residential parcels 2.2 acres
Net Benefit	0.8 acre of additional parkland and enhancements itemized above

As stated in the associated EA, a noise barrier was determined to be both feasible and reasonable along the southbound mainlanes from just north of Highland Lakes Park to Pinehurst Boulevard and is proposed for incorporation into the project. The proposed noise barrier is not a Section 4(f) mitigation measure, but has been listed here for reference because the park is listed as a receiver that would be benefited by a noise barrier.

Highland Lakes Park is a small neighborhood park with minor passive and active recreational amenities as described previously. There are 17 other neighborhood parks located throughout Lewisville which all serve their immediate area. If the proposed IH 35E project would not be constructed and the Section 4(f) impacts would not occur, the park would continue to function as it currently does. Although the project impacts 36% of the existing park, the avoidance, minimization, and enhancement that has been designed and proposed would increase the park acreage by adding 0.8 acre as well as providing amenities and features in addition to what

currently exists. The proposed mitigation preserves and enhances the features and values of Highland Lakes Park that originally qualified it for Section 4(f) protection.

COORDINATION

Consultation has occurred with the City of Lewisville throughout the project development process. A meeting with Fred Herring, the City of Lewisville Director of Parks and Leisure Services, was held on June 19, 2003 to discuss park mitigation ideas. A follow-up meeting was conducted on July 8, 2004 and a preferred option was nominated to be proposed to the City of Lewisville Parks Board on July 14, 2004. The City agreed upon a list of conceptual mitigation options and supported the proposed mitigation improvements (**Appendix C: City of Lewisville Coordination 2004**).

Since the 2004 letter of support, design changes precluded the previously agreed upon mitigation option. TxDOT proposed a revised conceptual mitigation plan and has requested concurrence from the City of Lewisville (**Appendix C: City of Lewisville Coordination 2006**).

Additional design changes in 2009 prompted further revisions to the previously approved mitigation plan. The 2009 design changes avoided impacting the six residential parcels that were previously proposed as park mitigation in the 2006 concurrence documentation. At the request of the property owners, the City of Lewisville requested that the residential properties be acquired for park mitigation use and submitted a letter to TxDOT requesting specific mitigation elements. The mitigation modification requests have been accepted by TxDOT and incorporated in to the associated EA (VIII. Mitigation and Monitoring Commitments). TxDOT submitted a revised coordination letter to the City of Lewisville requesting concurrence from the officials with jurisdiction that the use of the Section 4(f) property will result in a net benefit to Highland Lakes Park with the proposed amenities and enhancements. TxDOT received concurrence from the City of Lewisville on March 22, 2010 (**Appendix C: City of Lewisville Coordination 2010**).

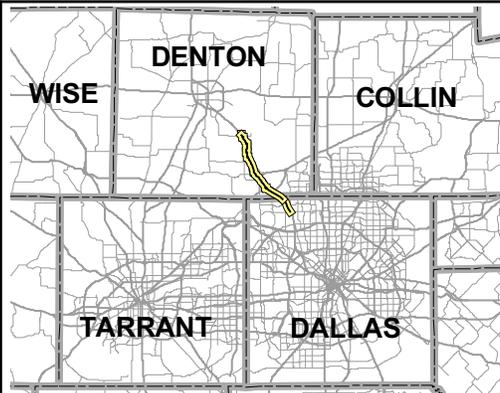
Public Involvement

The proposed project is consistent with the specific requirements of 23 CFR 771.111, early coordination, public involvement, and project development. Once the project is approved by the FHWA as satisfactory for further processing, a public hearing would be held for this project.

SUMMARY

The Alternatives set forth in the Avoidance Alternatives and Findings section of this Programmatic Section 4(f) Net Benefit Evaluation have been fully assessed. The findings in the Avoidance Alternatives and Findings section conclude that the Build Alternative identified in the associated EA is the only feasible and prudent alternative and results in a clear net benefit to Highland Lakes Park. This project complies with the Measures to Minimize Harm and Mitigation/Enhancement sections of this document and such measures will be incorporated in to the proposed reconstruction of IH 35E. The required coordination efforts are ongoing and future public involvement efforts shall be conducted and successfully completed. The most current written agreements can be reviewed in **Appendix C**.

Source: NCTCOG GIS Data - counties, cities, highways, streets, and lakes



**EXHIBIT 1
LOCATION MAP**

IH 35E
PGBT to FM 2181

Highland Lakes Park
Dallas and Denton Counties, Texas

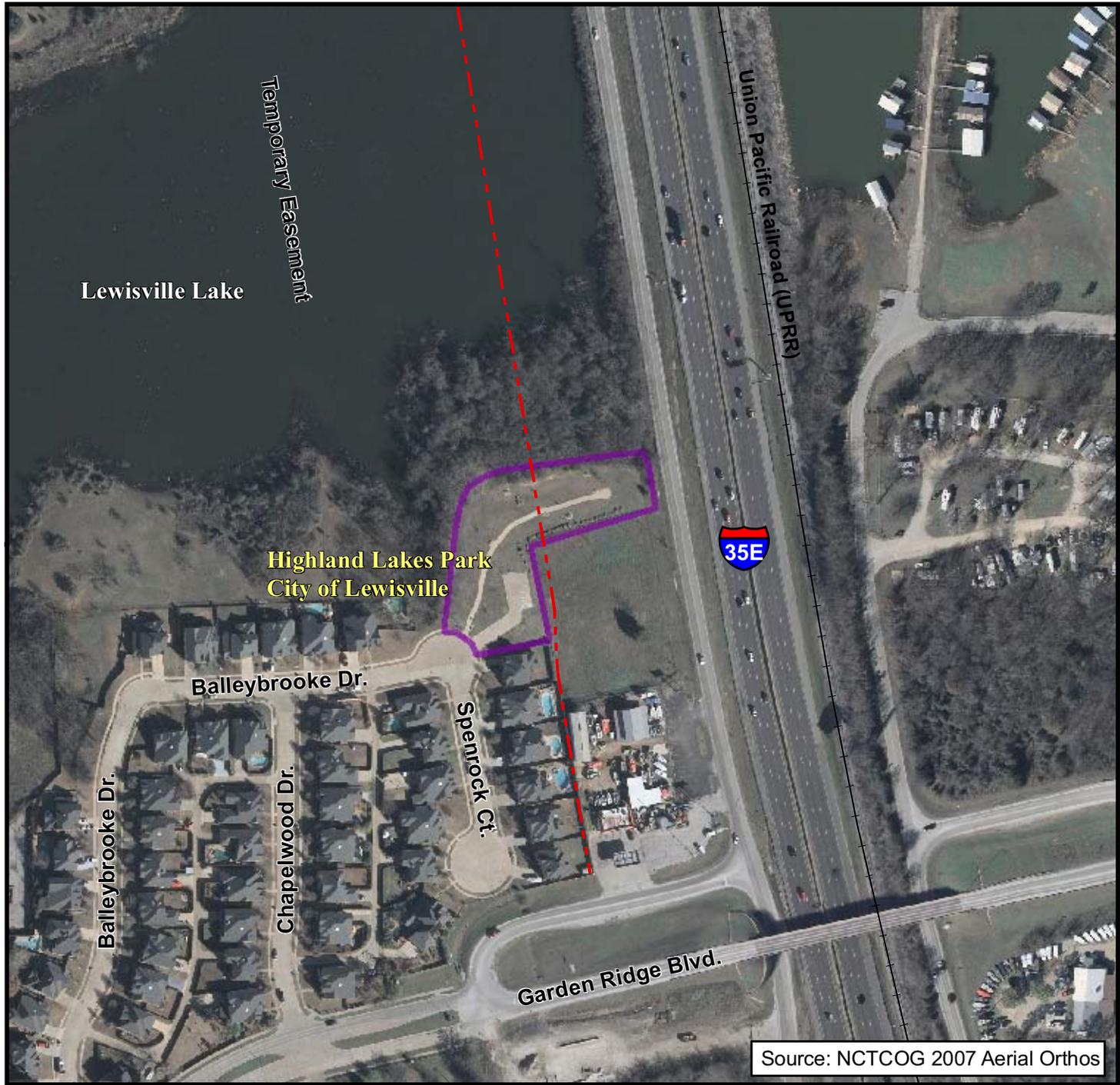
**EXHIBIT 2
HIGHLAND LAKES PARK PHOTOGRAPHS**



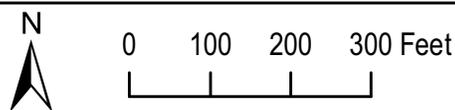
Photo 1: Highland Lakes Park entry.



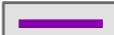
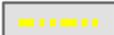
Photo 2: Picnic table and picnic area near cove.

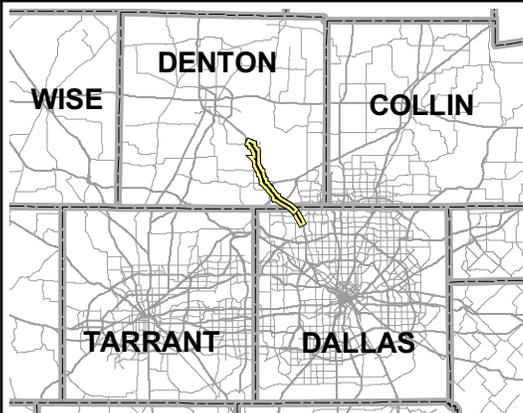


Source: NCTCOG 2007 Aerial Orthos



LEGEND

-  Existing Park Boundary
-  Existing ROW
-  Proposed ROW
-  Proposed Easement



**EXHIBIT 3
EXISTING PARK PROPERTY
HIGHLAND LAKES PARK**

IH 35E
PGBT to FM 2181

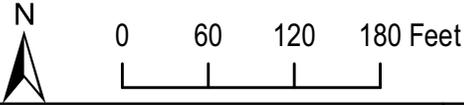
Highland Lakes Park
Dallas and Denton Counties, Texas

Proposed Amenities and Enhancements

- Picnic Benches
- Trash Receptacles
- Parking Lot
- Light Poles/Fixtures for Parking and Play Structure
- Drinking Fountain near Play Structure
- Park Entry Sign with Stone Veneer
- Concrete Sidewalk with Native Plantings
- Visual Screening Wall (Approximate Location for Planning Purposes Only)

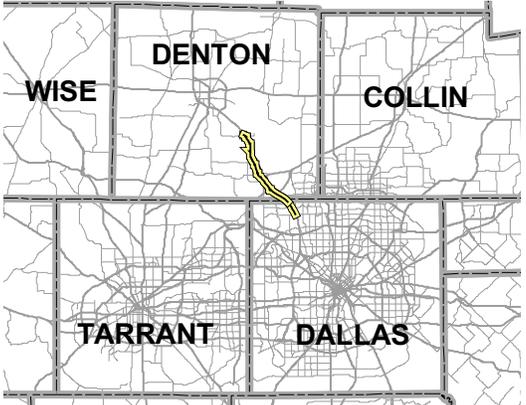


Source: NCTCOG 2007 Aerial Orthos



LEGEND

-  Proposed Pavement Edge
-  Existing ROW
-  Proposed ROW
-  Proposed Easement
-  Proposed Visual Screening Wall



**EXHIBIT 4
CONCEPTUAL
MITIGATION PLAN**

IH 35E
PGBT to FM 2181

Highland Lakes Park
Dallas and Denton Counties, Texas

APPENDIX A
TEXAS PARK AND WILDLIFE DEPARTMENT COORDINATION



July 18, 2003

Ms. Jennifer Halstead
Senior Environmental Planner
HNTB
5910 West Plano Parkway, Suite 200
Plano, Texas 75093

COMMISSIONERS
KATHARINE ARMSTRONG
CHAIRMAN, AUSTIN
ERNEST ANGELO, JR.
VICE CHAIRMAN, MIDLAND
JOHN AVILA, JR.
FORT WORTH
JOSEPH B. C. FITZSIMONS
SAN ANTONIO

ALVIN L. HENRY
HOUSTON
PHILIP MONTGOMERY
DALLAS
DONATO D. RAMOS
LAREDO
KELLY W. RISING, M.D.
BEAUMONT
MARK E. WATSON, JR.
SAN ANTONIO
LEE M. BASS
CHAIRMAN EMERITUS
FORT WORTH

Dear Ms. Halstead:

Based on the information provided for the proposed improvements to IH 35 in Dallas County, there does not appear to be any adverse impact to any Land and Water Conservation Fund or Local Parks Fund projects. Neither park referenced has received Grant funding. There would be no Section 6 (f) conversions involved.

However, changes in the alignment may require additional evaluations. If so, I may be contacted at 512/912-7112.

ROBERT L. COOK
EXECUTIVE DIRECTOR

Sincerely,

C. R. Downey, P.E.
Staff Engineer
Recreation Grants Program



Take a kid
hunting or fishing

* * *

Visit a state park
or historic site

APPENDIX B
CITY OF LEWISVILLE PARK OWNERSHIP

4604 00155

EXHIBIT "A"

LEGAL DESCRIPTION

Being Lots 1 through 22, Block D, Lots 1 through 17, Block E, and Lots 1 through 13, Block F of Highland Lakes Phase II, an addition to the City of Lewisville, Texas, according to the Plat thereof recorded in Cabinet O, Pages 97 & 98, County Clerk No. 97R0088664, Plat Records, Denton County, Texas.

4604 00153

15²

RELEASE OF LIEN

THE STATE OF TEXAS,

052151

Know All Men By These Presents:

County of **DENTON**

That in consideration of the payment in full according to the face and tenor thereof, of certain promissory note in the amount of One Million One Hundred Fifty Thousand and No/100
~~_____~~
~~(\$1,150,000.00)~~

described in a certain Deed of Trust executed by Highland Lakes II Development, Ltd to Gary W Orr, TRUSTEE dated the 13TH day of February, 1998, and recorded in VOLUME 4032, PAGE 01147 of the records of REAL PROPERTY of Denton County, Texas,

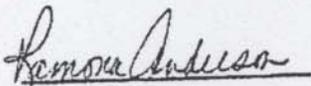
Comerica Bank Texas a Corporation, duly organized and existing under the Laws of The State of Texas the owner and holder of said note, does hereby release the Deed of Trust lien shown by said instrument to exist upon the following described property, to secure payment of said note lien shown by said instrument to exist upon the following described property, to secure payment of said note viz:

All of Highland Lakes, Phase II, an addition to the City of Lewisville, Denton County, Texas, according to the plat thereof recorded in Cabinet "O" page 97, plat records, denton County, Texas Texas And

This also releases the COLLATERAL ASSIGNMENT OF CONTRACTS AND SALES PROCEEDS filed on February 18, 1998 in Volume 4032, Page 01131

IN WITNESS WHEREOF, the said Corporation has caused these presents to be signed by its duly authorized officers and to be sealed with the Seal of the Corporation, at Dallas, Texas this 19th day of May, 2000.

COMERICA BANK TEXAS



By: Ramona Anderson Assistant Vice President

4604 00154

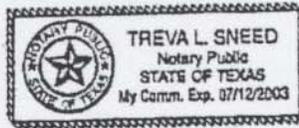
CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS)
COUNTY OF DALLAS)

This instrument was acknowledged before me on the 19th day of May, 2000, by Ramona Anderson Assistant Vice President, of Comerica Bank Texas a Texas Banking Corporation, on behalf of said Corporation.

Treva L. Sneed

Notary Public, State of Texas



APPENDIX C
CITY OF LEWISVILLE COORDINATION



July 12, 2004

Mr. H. Stan Hall
District Advance Project Development Engineer
Dallas District
Texas Department of Transportation
4777 East Highway 80
Mesquite, Texas 75150-6643

Dear Mr. Hall:

The City of Lewisville endorses the proposed project improvements to the IH 35E corridor from IH 635 to U.S. 380. Although this project will impact Highland Lakes Park, we are in favor of the mitigation options presented by TxDOT.

As part of the mitigation process, we appreciate all of your efforts to maintain a neighborhood park atmosphere for the Highland Lakes Community. The proposed mitigation ideas enhance the park experience and amenities.

In coordination with the current Environmental Assessment, the City of Lewisville agrees with the list of conceptual mitigation items presented in the Draft Section 4(f) document that may be implemented when funding becomes available for this project. Thank you for the opportunity to work with TxDOT on this corridor project.

Sincerely,

A handwritten signature in cursive script that reads "Fred Herring".

Fred Herring, Director
City of Lewisville
Parks and Leisure Services

Attachment

July 3, 2006

CSJ: 0196-02-068, etc.

Highway: IH 35E

From President George Bush Turnpike (PGBT)

To FM 2181

Dallas and Denton Counties

Mr. Fred Herring

Director of Parks and Leisure Services

City of Lewisville

P.O. Box 299002

Lewisville, TX 75029-9002

Dear Mr. Herring:

As you are aware, the Texas Department of Transportation (TxDOT) is proposing improvements to the Interstate Highway (IH) 35E corridor from the President George Bush Turnpike (PGBT) to Farm-to-Market (FM) 2181. As part of this planning effort TxDOT has been developing a design schematic and Environmental Assessment (EA) and has coordinated this process with the City of Lewisville. The most current schematic would require right-of-way (ROW) from Highland Lakes Park, which is approximately 1.4 acres. The ROW needed from Highland Lakes Park is approximately 0.8 acre. A Section 4(f) evaluation is being conducted for impacts to Highland Lakes Park and TxDOT would like to offer the following as mitigation:

- Enhancement of the park remnant
- Providing additional park property by deeding the remnant residential properties and portions of existing TxDOT ROW to the City of Lewisville.
- Additional amenities/improvements

The total park acreage after the mitigation is provided would be 1.8 acres. Please refer to the attached "Conceptual Mitigation Plan" for general locations of park mitigation areas and park amenities and improvements.

TxDOT has been advised that the city is requesting the acquisition of the Tower Bay RV Park as potential mitigation for the impacts to Highland Lakes Park. Acquiring this parcel would require numerous displacements because the lots are currently occupied. This would present additional issues that would have to be addressed in the EA, such as socioeconomic and environmental justice concerns.

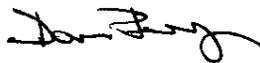
In keeping with Section 4(f) policy, providing in kind mitigation on or near the impacted site is the preferred course of action, therefore the Tower Bay RV Park acquisition will not be pursued as part of this projects mitigation.

Mr. Fred Herring
July 3, 2006
Page 2

TxDOT would like the city's concurrence that the above listed mitigation is satisfactory and would appreciate a written response concurring with the Conceptual Mitigation Plan within 15 day of this letter. Thank you for your partnership and continued support and cooperation in moving this project forward.

Should you have any questions, please contact Nasser Askari, P.E. at (214) 320-6628.

Sincerely,



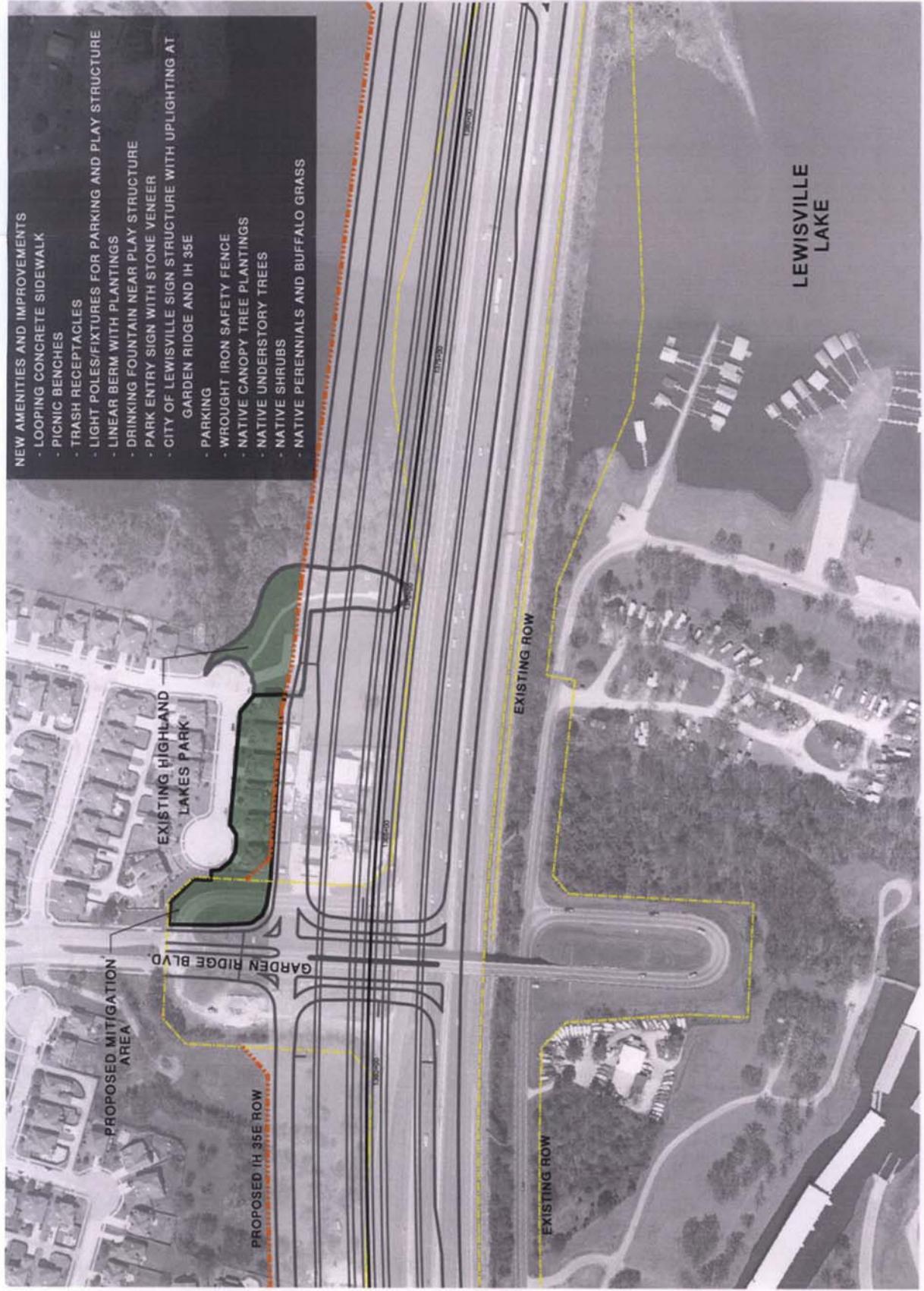
H. Stan Hall, P.E.
District Advance Project
Development Engineer

Attachments

NA:na

Copy to: Elsom, Pittman, Askari, Robert Hall, C-5E (0196-02-068, 1.2, Highland lakes Park, 7-3-06)





- NEW AMENITIES AND IMPROVEMENTS**
- LOOPING CONCRETE SIDEWALK
 - PICNIC BENCHES
 - TRASH RECEPTACLES
 - LIGHT POLES/FIXTURES FOR PARKING AND PLAY STRUCTURE
 - LINEAR BERM WITH PLANTINGS
 - DRINKING FOUNTAIN NEAR PLAY STRUCTURE
 - PARK ENTRY SIGN WITH STONE VENEER
 - CITY OF LEWISVILLE SIGN STRUCTURE WITH UPLIGHTING AT GARDEN RIDGE AND IH 35E
 - PARKING
 - WROUGHT IRON SAFETY FENCE
 - NATIVE CANOPY TREE PLANTINGS
 - NATIVE UNDERSTORY TREES
 - NATIVE SHRUBS
 - NATIVE PERENNIALS AND BUFFALO GRASS



HIGHLAND LAKES PARK
Conceptual Mitigation Plan
 City of Lewisville, Denton County, Texas





October 6, 2006

Mr. Nasser Askari, P.E.
Texas Department of Transportation – Dallas District
4777 East Highway 80
Mesquite, Texas 75149

RE: HIGHLANDS LAKE PARK, IH35E, CSJ: 0196-02-068

Dear Mr. Askari:

The City of Lewisville has reviewed the proposed mitigation plan for Highland Lakes Park prepared by the Texas Department of Transportation as detailed in the letter dated July 3, 2006.

The plan proposed by TxDOT has been reviewed by both City staff and the City Council and has received approval by the Council subject to the following condition.

The plan indicates the use of a wrought iron safety fence along the TxDOT right-of-way line, but the City believes that a sound wall would be a better option. There are a number single-family residences located on the street opposite of the proposed park area and the incorporation of a sound wall serves not only as a safety fence separating the park from the IH 35E facility, but improves the quality of life for the adjoining residential area.

As such, the City strongly encourages TxDOT to revise the proposed plan and incorporate a sound wall in place of the wrought iron safety fence.

The City appreciates the time and effort TxDOT has taken in this matter, and we look forward to working with TxDOT to advance this project further.

Sincerely,

A handwritten signature in blue ink, appearing to read "Claude King", is written over the typed name and title.

Claude King
City Manager



Received
July 21, 09

July 14, 2009

Mr. Nasser Aksari, P.E.
Texas Department of Transportation – Dallas District
4777 East Highway 80
Mesquite, Texas 75149

RE: HIGHLAND LAKES PARK MITIGATION, IH 35E, CSJ 0196-02-068

Dear Mr. Askari:

Over the past several years the Texas Department of Transportation (TxDOT) has coordinated with the City of Lewisville regarding impacts to Highland Lakes Park due to the proposed construction of Interstate Highway (IH) 35E. TxDOT prepared a *Draft Nationwide 4(f) Evaluation for Net Benefit* that addressed alternatives considered, mitigation and measures to minimize harm, and coordination that has occurred regarding Highland Lakes Park and presented a draft document to the City of Lewisville for review.

The conceptual mitigation plan presented to the City of Lewisville prepared by TxDOT as detailed in the July 3, 2006 letter, which included the acquisition of six residential properties along IH-35E, was reviewed by both City staff and City Council. The conceptual mitigation plan was approved subject to the condition that a wrought iron safety fence proposed along TxDOT right-of-way would be replaced by a sound wall in a response letter from the City submitted to TxDOT on October 6, 2006.

Since that time, the City of Lewisville understands that the preliminary schematic design of IH 35E has been modified and the six homes adjacent to IH 35E and south of Highland Lakes Park would no longer be impacted, thereby reducing the proposed park mitigation area. The reduced mitigation area does not provide the same contiguous neighborhood park atmosphere and quality of life for the adjoining residential area. The City of Lewisville requests that TxDOT acquire the six residential parcels that were previously impacted by the proposed construction of IH 35E to allow for replacement of parkland with property of reasonably equivalent usefulness and location, and of comparable value for impacts to Highland Lakes Park. A copy of the homeowners' willingness of property acquisition is enclosed for your use.

The City understands that this project is a regional priority and strongly encourages TxDOT to revise the proposed mitigation plan to incorporate the six residential properties and create a linear park as shown on the attached Exhibit 4. In addition, please provide a sound wall/noise wall for the benefit of the adjoining residential area. The City appreciates the time and effort TxDOT has taken to date with this matter and looks forward to working with TxDOT to further advance the project.

Sincerely,

A handwritten signature in black ink, appearing to read "Claude King".

Claude King
City Manager

c: T. S. Kumar, P.E., City Engineer

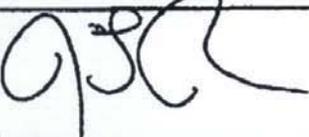
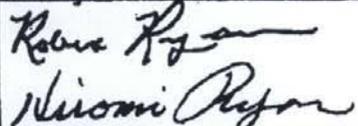
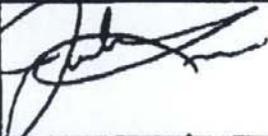
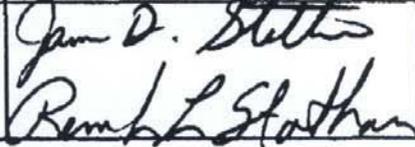
P.O. Box 299002
Lewisville, Texas 75029-9002

C-5E (0196-02-068) 1.2, Highland Lakes Park Mitigation, Lewisville let 7,21,09

To: T. S. Kumar, P.E.
 City Engineer
 City of Lewisville
 P.O. Box 299009
 Lewisville, Texas 75029-9002

Re: Property Acquisition of 2301, 2303, 2305, 2307, 2309, and 2311 Spenrock Court

As a follow-up to the IH-35E widening meeting held by the City on Wednesday, June 10, 2009, the property owners listed below petition the City Council of the City of Lewisville to pursue the total acquisition of our properties with the Texas Department of Transportation

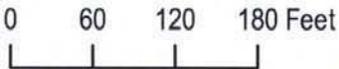
Name of Property Owner	Street Address / Legal Address		Signature
Justin L. Petri	2307 Spenrock Ct.	Highland Lakes Ph II Blk D Lot 19	
Robert & Hiromi Ryan	2305 Spenrock Ct.	Highland Lakes Ph II Blk D Lot 20	
Julie M. Lovoi	2309 Spenrock Ct.	Highland Lakes Ph II Blk D Lot 18	
Bruce Harman	2311 Spenrock Ct.	Highland Lakes Ph II Blk D Lot 17	
Michael Shaw	2303 Spenrock Ct.	Highland Lakes Ph II Blk D Lot 21	
James D. & Reneah L. Statham	2301 Spenrock Ct.	Highland Lakes Ph II Blk D Lot 22	

We look forward to working with the City and TxDOT in the future as needed.

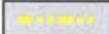
- Proposed Amenities and Enhancements**
- Picnic Benches
 - Trash Receptacles
 - Parking Lot
 - Light Poles/Fixtures for Parking and Play Structure
 - Drinking Fountain near Play Structure
 - Park Entry Sign with Stone Veneer
 - Concrete Sidewalk with Native Plantings

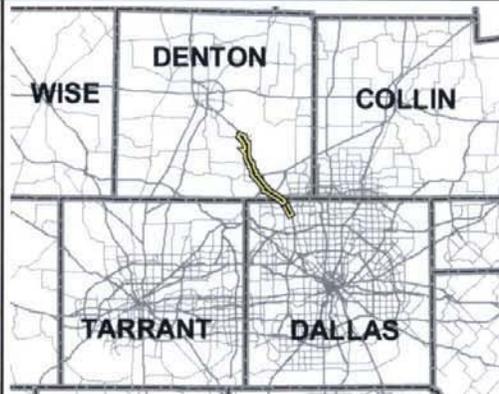


Source: NCTCOG 2007 Aerial Orthos



LEGEND

-  Proposed Pavement Edge
-  Existing ROW
-  Proposed ROW
-  Proposed Easement



**EXHIBIT 4
CONCEPTUAL
MITIGATION PLAN**

IH 35E
PGBT to FM 2181

Highland Lakes Park
Dallas and Denton Counties, Texas



Texas Department of Transportation

P.O. BOX 133067 • DALLAS, TEXAS 75313-3067 • (214) 320-6100
March 19, 2010

CSJ: 0196-02-068, etc.

Highway: IH 35E

From President George Bush Turnpike (PGBT)

To FM 2181

Dallas and Denton Counties

Claude King

City Manager, City of Lewisville

151 West Church

P.O. Box 299002

Lewisville, Texas 75057



Dear Mr. King:

This letter serves as a continuation of the coordination regarding the proposed mitigation for the use of Highland Lakes Park along the Interstate Highway (IH) 35E corridor in Dallas and Denton Counties. TxDOT has prepared a *Draft Nationwide 4(f) Evaluation for Net Benefit* that addresses alternatives considered, mitigation and measures to minimize harm, and coordination that has occurred regarding Highland Lakes Park. As part of the proposed project, TxDOT would provide Section 4(f) mitigation for the use of Highland Lakes Park along IH 35E.

Alternatives have been considered and evaluated for the proposed project. The "Do Nothing" or "No-Build" alternative has been evaluated and is considered to not be feasible and prudent because it would neither address, nor correct, the transportation need that necessitated the project. The No-Build Alternative is not consistent with local planning efforts of the local jurisdictions or the North Central Texas Council of Governments (NCTCOG) and would not satisfy 2030 transportation demand.

Several Build Alternatives were developed that addressed the need and purpose of the proposed project. Each Build Alternative was assessed to determine if it would be feasible and prudent to avoid the Section 4(f) property through engineering design or transportation system management techniques. Design modifications and techniques such as double-decking the mainlanes over frontage roads, reducing or eliminating frontage roads, and bridging the managed lanes were considered. The Build Alternatives explored did not require the use of Highland Lakes Park; however, the impacts, costs, and problems would be of extraordinary magnitude when compared to the proposed use of Highland Lakes Park after taking into account measures to minimize harm and mitigate for adverse uses, and enhance the functions and values of the Section 4(f) resource. The Build Alternatives that would avoid Highland Lakes Park would result in a substantial missed opportunity to benefit the Section 4(f) property and the identified need would not be met.

Furthermore, a Build Alternative at a location that does not require use of the Section 4(f) property was evaluated and considered not to be feasible and prudent. Building IH 35E on new location without the use of Highland Lakes Park would not be feasible and prudent because of substantial adverse social, economic, and environmental impacts such as impacts to other Section 4(f) property as well as the required relocation of portions of the UPRR, and displacement of a substantial number of residences and businesses. The new location would also substantially increase costs, require considerable amounts of additional ROW, and create additional engineering difficulties.

THE TEXAS PLAN

REDUCE CONGESTION • ENHANCE SAFETY • EXPAND ECONOMIC OPPORTUNITY • IMPROVE AIR QUALITY
INCREASE THE VALUE OF OUR TRANSPORTATION ASSETS

The proposed project has incorporated both mitigation and measures to minimize harm. All possible planning to minimize harm has been included in the proposed action. This was accomplished, in part, by reducing the originally proposed design of the IH 35E frontage roads from three-lane to two-lane roads, thereby minimizing impacts Highland Lakes Park. Mitigation measures would consist of:

- Replacing impacted amenities and enhancing the remaining park remnant (0.9 acre) which consists of:
 - Picnic benches;
 - Trash receptacles;
 - Parking lot with handicap accessible spaces;
 - Rock landscape features;
 - Light poles/fixtures for parking and new play structure;
 - Drinking fountain near play structure;
 - Park entry sign with stone veneer; and
 - Concrete sidewalk connecting the north and south ends of the park with native canopy, understory, shrubs, perennials and buffalo grass.
- Utilizing the six residential properties adjacent to IH 35E and south of the existing park and incorporating as additional park property (approximately 1.3 acres).
- Providing a visual screening wall for aesthetic purposes similar to the existing wall previously built by the developer that would be maintained by the City of Lewisville.

The total park acreage after the mitigation and enhancements would be approximately 2.2 acres. See the attached Conceptual Mitigation Plan, which is also Exhibit 4 from the *Draft Nationwide 4(f) Evaluation for Net Benefit* that has been prepared for Highland Lakes Park, for additional details regarding impacts and proposed mitigation.

As stated in the associated EA, a noise barrier was determined to be both feasible and reasonable along the southbound mainlanes from just north of Highland Lakes Park to near Pinehurst Boulevard and is proposed for incorporation into the project. The proposed noise barrier is not a Section 4(f) mitigation measure, but has been listed here for reference because the park is listed as a receiver that would be benefited by a noise barrier.

TxDOT has conducted extensive coordination with the City of Lewisville through a series of coordination letters, meetings, and development of conceptual plans. TxDOT, in cooperation with the City of Lewisville, has formulated solutions that minimize harm to Highland Lakes Park, including appropriate mitigation measures.

TxDOT is seeking concurrence from the City of Lewisville regarding the following:

- Assessment of impacts to Highland Lakes Park;
- Proposed measures to minimize all possible harm;
- Mitigation (as currently proposed would preserve, rehabilitate and enhance those features and values of the property) and would result in a net benefit to Highland Lakes Park;
- Use of Highland Lakes Park does not result in a substantial diminishment of the function or value that made the property eligible for Section 4(f) protection; and

Claude King
March 19, 2010
Page 3 of 3

- The cumulative result would be an overall improvement and enhancement of Highland Lakes Park when compared to both the future No-Build or avoidance alternative and the present condition of the property.

TxDOT will continue to coordinate with the City of Lewisville regarding the proposed amenities and enhancements at Highland Lakes Park as the layout and final design have not yet been determined at this phase in the project development process. This project is a regional priority and if you concur with this net benefit determination, please sign and return this letter within 15 days. Thank you for your partnership and continued support, and cooperation in moving this project forward.

Should you have any questions, please contact Nasser Askari, P.E. at 214-320-6628.

Sincerely,



H. Stan Hall, P.E.
District Advance Project
Development Engineer

Concur

Do not concur

CLAUDE KING

Printed Name

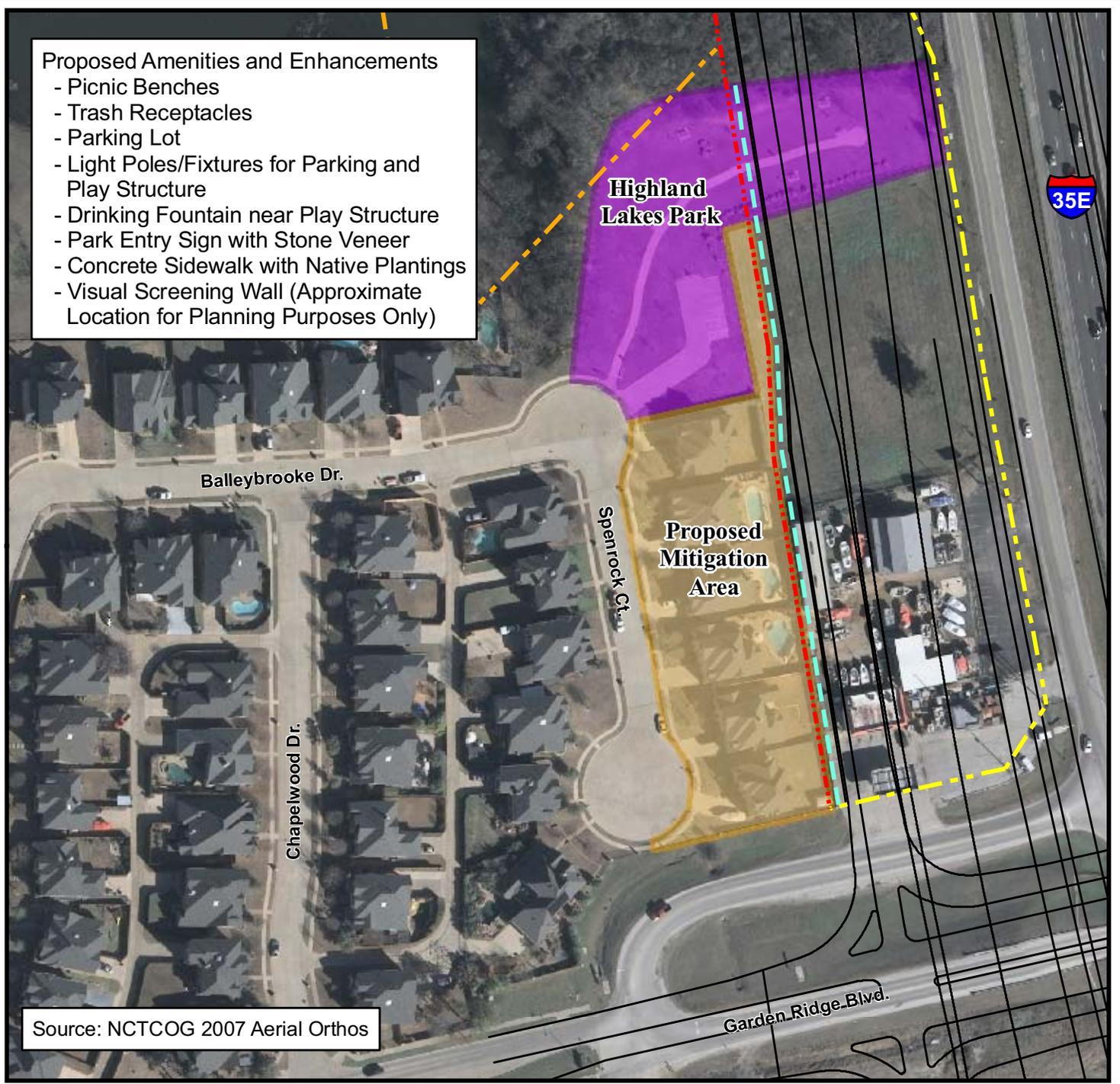


Signature

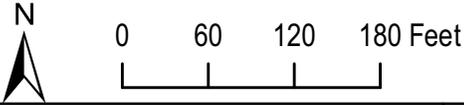
Attachments

Proposed Amenities and Enhancements

- Picnic Benches
- Trash Receptacles
- Parking Lot
- Light Poles/Fixtures for Parking and Play Structure
- Drinking Fountain near Play Structure
- Park Entry Sign with Stone Veneer
- Concrete Sidewalk with Native Plantings
- Visual Screening Wall (Approximate Location for Planning Purposes Only)

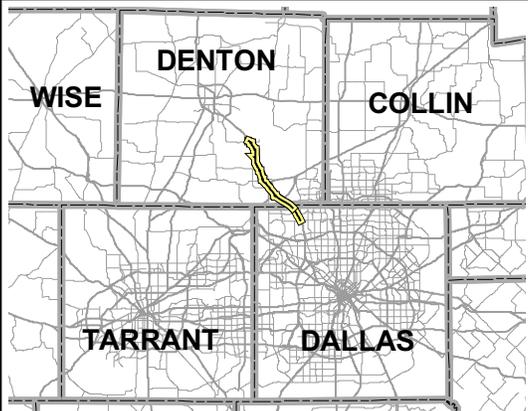


Source: NCTCOG 2007 Aerial Orthos



LEGEND

-  Proposed Pavement Edge
-  Existing ROW
-  Proposed ROW
-  Proposed Easement
-  Proposed Visual Screening Wall



**EXHIBIT 4
CONCEPTUAL
MITIGATION PLAN**

IH 35E
PGBT to FM 2181

Highland Lakes Park
Dallas and Denton Counties, Texas