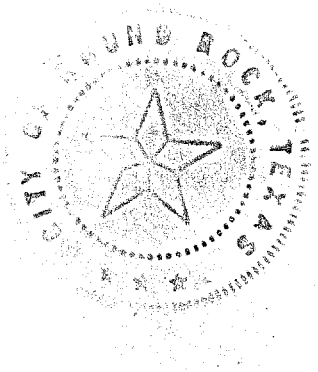
THE STATE OF TEXAS *

COUNTY OF WILLIAMSON *

CITY OF ROUND ROCK *

I, JOANNE LAND, Assistant City Manager/City Secretary of the City of Round Rock, Texas, do hereby certify that I am the custodian of the public records maintained by the City and that the attached is a true and correct copy of Ordinance No. Z-00-09-14-9B3 which was approved and adopted by the Round Rock City Council of the City of Round Rock, Texas, at a meeting held on the 14th day of September 2000, as recorded in the minutes of the City of Round Rock in Book 44.

CERTIFIED by my hand and seal of the City of Round Rock, Texas on this 4th day of December 2000.



Joanne Land

JOANNE LAND, Assistant City Manager/
City Secretary

ORDINANCE NO. Z-00-09-14-9B3

AN ORDINANCE AMENDING THE OFFICIAL ZONING MAP OF THE CITY OF ROUND ROCK, TEXAS ADOPTED IN SECTION 11.305(2), CODE OF ORDINANCES (1995 EDITION), CITY OF ROUND ROCK, TEXAS, AND MAKING THIS AMENDMENT A PART OF THE SAID OFFICIAL ZONING MAP, TO WIT: TO ZONE 147.076 ACRES OF LAND OUT OF THE P. A. HOLDER SURVEY, ABSTRACT 297, IN ROUND ROCK, WILLIAMSON COUNTY, TEXAS PLANNED UNIT DEVELOPMENT (PUD) NO. 40.

WHEREAS, an application has been made to the City Council of the City of Round Rock, Texas to amend the Official Zoning Map to zone the property described in **Exhibit "A"** as Planned Unit Development (PUD) No. 40, said exhibit being attached hereto and incorporated herein, and

WHEREAS, the City Council has submitted the requested change in the Official Zoning Map to the Planning and Zoning Commission for its recommendation and report, and

WHEREAS, the Planning and Zoning Commission held a public hearing concerning the requested change on the 16th day of August, 2000, following lawful publication of the notice of said public hearing, and

WHEREAS, after considering the public testimony received at such hearing, the Planning and Zoning Commission has recommended that the Official Zoning Map be amended so that the zoning classification of the property described in Exhibit "A" be changed to PUD No.40, and

WHEREAS, on the 14th day of September, 2000, after proper notification, the City Council held a public hearing on the requested amendment, and

WHEREAS, the City Council determines that the zoning provided for herein promotes the health, safety, morals and protects and preserves the general welfare of the community, and

WHEREAS, each and every requirement set forth in Chapter 211, Sub-Chapter A., Texas Local Government Code, and Section 11.300, Code of Ordinances (1995 Edition), City of Round Rock, Texas concerning public notices, hearings, and other procedural matters has been fully complied with, Now Therefore

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF ROUND ROCK, TEXAS, THAT:

I.

That the City Council has hereby determined the Planned Unit Development (PUD) No. 40 meets the following goals and objectives:

(1) The development in PUD No. 44 is equal to or superior to development that would occur under the standard ordinance requirements.

(2) P.U.D. No. 40 is in harmony with the general purposes, goals, objectives and standards of the General Plan.

(3) P.U.D. No. 40 does not have an undue adverse effect upon adjacent property, the character of the neighborhood, traffic conditions, parking, utilities or any other matters affecting the public health, safety and general welfare.

(4) P.U.D. No. 40 will be adequately provisioned by essential public facilities and services including streets, parking, drainage, water, wastewater facilities, and other necessary utilities.

(5) P.U.D. No. 40 will be constructed, arranged and maintained so as not to dominate, by scale and massing of structures, the immediate neighboring properties or interfere with their development or use in accordance with any existing zoning district.

II.

That the Official Zoning Map adopted in Section 11.305(2), Code of Ordinances (1995 Edition), City of Round Rock, Texas, is hereby amended so that the zoning classification of the property described in Exhibit "A", attached hereto and incorporated herein shall be, and is hereafter designated as Planned Unit Development (PUD) No. 40, and that the Mayor is hereby authorized and directed to enter into the Agreement and Development Plan for PUD No. 40 attached hereto as Exhibit "B", which agreement shall govern the development and use of said property.

III.

A. All ordinances, parts of ordinances, or resolutions in conflict herewith are expressly repealed.

B. The invalidity of any section or provision of this ordinance shall not invalidate other sections or provisions thereof.

Alternative 1.

By motion duly made, seconded and passed with an affirmative vote of all the Council members present, the requirement for reading this ordinance on two separate days was dispensed with.

READ, PASSED, and ADOPTED on first reading this 14th day of September, 2000.

Alternative 2.

READ and APPROVED on first reading this the _____ day of _____, 2000.

READ, APPROVED and ADOPTED on second reading this the ____ day of _____, 2000.

ROBERT A. STLUKA, JR., Mayor
City of Round Rock, Texas

ATTEST:

JOANNE LAND, City Secretary

AGREEMENT AND DEVELOPMENT PLAN FOR KENNEY FORT PLANNED UNIT DEVELOPMENT NO. 40

THE STATE OF TEXAS

COUNTY OF WILLIAMSON

THIS AGREEMENT AND DEVELOPMENT PLAN (this "Agreement") is made and entered by and between the **City of Round Rock, Texas,** a Texas municipal corporation, having its offices at 221 East Main Street, Round Rock, Texas 78664 (hereinafter referred to as the "City"), and **Round Rock Ranch, Ltd.**, (hereinafter referred to as the "Owner").

WHEREAS, the Owner has submitted a request to the City to zone approximately 147.076 acres of land as a Planned Unit Development ("PUD"), said property being more particularly described in **Exhibit "A"** (hereinafter referred to as the "Property"), and

WHEREAS, pursuant to Chapter 11, Section 11.3 16(8), Code of Ordinances (1995 Edition), City of Round Rock, Texas, the Owner has submitted a development plan setting forth the development conditions and requirements within the PUD (the "Development Plan"), which Development Plan is contained in Section II of this Agreement; and

WHEREAS, on August 16, 2000, the City's Planning and Zoning Commission recommended approval of the Owner's application for a PUD.

NOW THEREFORE BY THIS AGREEMENT WITNESSIETH that, in consideration of the covenants and conditions set forth herein, the City and the Owner agrees as follows:

I.

GENERAL PROVISIONS

1. CONFORMITY WITH DEVELOPMENT PLAN

All uses and development within the Property shall generally conform to the Development Plan set forth in Section II herein.

2. CHANGES AND MODIFICATIONS

No changes or modifications will be made to this Agreement or the Development Plan

unless all provisions pertaining to changes or modifications as stated in Article Ill, Section 1 below are followed.

3. ZONING VIOLATION

The Owner understands that any person, firm, corporation or other entity violating any conditions or terms of the Development Plan shall be subject to any and all penalties for the violation of any zoning ordinance as stated in Section 1.601, Code of Ordinances, (1995 Edition), City of Round Rock, Texas, as amended.

4. LIENHOLDER CONSENT

The lien holder of record against a portion of the Property has consented to this Agreement including any and all dedications to the public. A lien holder consent is attached hereto and incorporated herein as **Exhibit "B"**. There are no other outstanding debts secured by the Property and no other lien holders of record.

5. MISCELLANEOUS PROVISIONS

5.1 Assignment.

Neither party may assign its rights and obligations under this Agreement without having first obtained the prior written consent of the other which consent shall not be unreasonably withheld. This section shall not prevent the Owner from conveying the Property or portions of the Property, together with all development rights and obligations contained in this Agreement.

5.2 Necessary Documents and Actions.

Each party agrees to execute and deliver all such other and further instruments and undertake such actions as are or may become necessary or convenient to effectuate the purposes and intent of this Agreement.

5.3 Severability.

In case any one or more provisions contained herein are deemed invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provisions hereof and in such event, this Agreement shall be construed as if such invalid, illegal or unenforceable provision had never been contained herein.

5.4 Entire Agreement.

This Agreement constitutes the entire agreement of the parties and supersedes any prior or contemporaneous oral or written understandings or representations of the

parties respecting the subject matter hereof.

5.5 Applicable Law.

This Agreement shall be construed under and in accordance with the laws of the State of Texas.

5.6 Venue.

All obligations of the parties created hereunder are performable in Williamson County, Texas and venue for any action arising hereunder shall be in Williamson County.

5.7 No Third Party Beneficiaries.

Nothing in this Agreement, express or implied, is intended to confer upon any person or entity, other than the parties hereto (and their respective successors and assigns) any rights, benefits or remedies under or by reason of this Agreement.

5.8 Duplicate Originals.

This Agreement may be executed in duplicate originals, each of equal dignity.

5.9 Notices.

Until changed by written notice thereof, any notice required under this Agreement may be given to the respective parties by certified mail, postage prepaid or by hand delivery to the address of the other party shown below:

OWNER:	CITY OF ROUND ROCK:
Round Rock Ranch, Ltd. Attn: Timothy Timmerman P.O. Box 163061 Austin, TX 78716	City of Round Rock, Texas Attn: Director of Planning 221 East Main Street Round Rock, Texas 78664

5.10 Effective Date.

This Agreement shall be effective from and after the date of due execution hereof by all parties.

5.11 Binding Effect.

This Agreement and the Development Plan binds and benefits the Owner and its successors and assigns.

II.

DEVELOPMENT PLAN

1. DEFINITIONS

Words and terms used herein, not specifically defined in this section, shall have their usual force and meaning, or as defined in the Code of Ordinances (1995 Edition), City of Round Rock, Texas, hereinafter referred to as "the Code".

CLUSTER HOUSING means a single-family detached residential subdivision that allows lots in a subdivision to be reduced in size to a minimum of 5,000 square feet with the resulting space gained being assigned to permanent open space. The overall gross density of a cluster housing subdivision shall not exceed two dwelling units for each acre of land, including parkland and open space within the subdivision. Lots may be irregular in shape and there are no minimum lot frontage or depth requirements. Building setback lines are flexible provided fire safety regulations are met and a minimum of 20 feet of driveway is provided between the garage door and the sidewalk. Cluster Housing developments must submit a site plan for approval by the City's Development Review Board prior to recordation of the respective final plat. All common areas that form part of a cluster housing development shall be maintained by either a Homeowners Association for private open space or by the City for public open space.

TOWNHOUSE means one or more multi-family residential buildings that contain four or more attached residential dwellings with each dwelling unit having a private external entrance, private parking, private yard area and having one or more common walls but no common floors or ceilings. Building setback lines are flexible provided fire safety regulations are met and a minimum of 20 feet of driveway is provided between the garage door and the sidewalk. Townhouse developments must submit a site plan for approval by the City's Development Review Board prior to recordation of the respective final plat. All common areas that form part of a townhouse development shall be maintained by either a Homeowners Association for private open space or by the City for public open space.

2. PROPERTY

This Development Plan covers approximately 147.076 acres of land, located within the city limits of Round Rock, Texas, and more particularly described in Exhibit "A".

3. PURPOSE

The purpose of this Plan is to insure a Planned Unit Development ("PUD") that: (i) is equal to or superior to development that would occur under the standard ordinance requirements,

(ii) is in harmony with the General Plan of the City of Round Rock, Texas, (iii) does not have an undue adverse affect upon adjacent property, the character of the neighborhood, traffic conditions, parking, utilities or any other matters affecting the public health, safety and welfare, (iv) is adequately provisioned by essential public facilities and services, and (v) will be developed and maintained so as to not dominate, by scale or massing of structures, the immediate neighboring properties or interfere with their development or use in accordance with any existing zoning district.

4. APPLICABILITY OF CITY ORDINANCES

4.1 Zoning and Subdivision Ordinance.

The Property shall be regulated for purposes of zoning and subdivision by this Plan. All aspects not specifically covered by this Plan shall be regulated by applicable sections of the Code.

4.2 Other Ordinances.

All other Ordinances within the Code shall apply to the Property, except as clearly modified by this Plan.

5. DEVELOPMENT AREAS

The Property will be divided into five (5) separate development areas as shown on **Exhibit "C"** attached hereto and incorporated herein. The total land area and the combined maximum building area for all buildings located in each development area is shown on **Exhibit "C"** attached hereto and incorporated herein.

6. PERMITTED USES AND LIMITATIONS

The Property will be used and developed in accordance with the requirements as set forth in this Agreement and, if not set forth herein, by applicable sections in the Code. Specific permitted uses and limitations applicable to the separate development areas are as follows:

6.1 Parcel A

The permitted uses and limitations for the Business Park Area shown on Exhibit "C" are detailed on **Exhibit "D"** attached hereto and incorporated herein.

6.2 Parcel B & C

The permitted uses and limitations for the Mixed Use Area shown on Exhibit "C" are detailed on **Exhibit "E"** attached hereto and incorporated herein.

6.3 Parcel D

The permitted uses and limitations for the Mixed Use Area shown on Exhibit "C" are

detailed on **Exhibit "F"** attached hereto and incorporated herein.

6.4. Parcel E

The permitted uses and limitations for the Mixed Use Area shown on Exhibit "C" are detailed on **Exhibit "G"** attached hereto and incorporated herein.

7. STORMWATER DETENTION.

7.1 Drainage

Plans for drainage facilities will be reviewed and approved by the City for each portion of the Property as each such portion of the Property is subdivided.

7.2 Storm water Facilities

Owner, at Owner's expense shall construct all storm water and/or detention ponds necessary to serve: (i) the public roads on the Property and (ii) the lots or other parcels of the Property. Owner may construct regional storm water ponds serving multiple lots or road segments to fulfill Owner's obligations under this Section 7.2. Owner may pay into a regional detention fund, in lieu of providing on-site detention, if the down stream capacity of the receiving waterway has been documented to the satisfaction of the Director of Public Works. Owner may delegate Owner's responsibility for construction and maintenance of the Storm water Ponds to: (i) purchasers of lots or other parcels of the Property, or (ii) a separate entity created for such purpose.

8. ROADWAYS TRAFFIC

Development of the roadways within the Property will be generally in accordance with the Round Rock Transportation Plan as adopted by the Round Rock City Council on January 14, 1999. Modifications may be made to the roadway plans or development phasing by written agreement between the Director of Public Works and Owner.

The Owner shall be responsible for the dedication of all required rights of way or portions of rights of way for Double Creek Drive, Forest Creek Drive, and Arterial A within the boundaries of the Property.

8.1 Phasing of Development

The development shall be phased to reflect the development of the arterial road system necessary to support various levels of development. The phasing shall be based on the Kenney Fort PUD Traffic Impact Analysis prepared by Robert J. Hall & Associates in association with Greear & Associates, dated June 30, 2000 (TIA), said TIA being on file with the Planning and Community Development Department.

Exhibit "I", attached hereto and incorporated herein, illustrates the roadway phasing plan. Exhibit "H", attached hereto and incorporated herein, describes the schedule of improvements.

The following street improvements shall be required to support each phase of development.

PHASE ONE

Phase One shall consist of development that would generate up to 564 PM peak hour trips to and from the Property. The determination of what development would generate one peak hour trip shall be based on "Trip Generation 6th Edition" published by the Institute of Traffic Engineers. Phase One shall require the following roadway improvements to be constructed prior to the issuance of any building permits for permitted development.

- Double Creek Drive shall be constructed to the standard identified in the TIA, from Gattis School Road north to Forest Creek Drive.

- Forest Creek Drive shall be constructed to the standards identified in the TIA, from Double Creek Drive to the western boundary of the Property.

PHASE TWO

Phase Two shall consist of development that would generate more than 574 cumulative PM peak hour trips and less than 1138 cumulative PM peak hour trips. The determination of what development would generate one peak hour trip shall be based on "Trip Generation 6th Edition" published by the Institute of Traffic Engineers. Phase Two shall require the following roadway improvements to be constructed prior to the issuance of any building permits for permitted development for Phase Two.

- Forest Creek Drive shall be constructed to the standards identified in the TIA between the western boundary of the Property and County Road 122.

PHASE THREE

Phase Three shall consist of development that would generate more than 1138 cumulative PM peak hour trips but less than 1434 cumulative PM peak hour trips. The determination of what development would generate one peak hour trip shall be based on "Trip Generation 6th Edition" published by the Institute of Traffic Engineers. Phase Three shall require the following roadway improvements to be constructed prior to the issuance of any building permits for permitted development.

- Double Creek Drive, Arterial A, or another roadway shall be constructed to the standards identified in the TIA from the Forest Creek Drive north to U. S. Highway 79.

The roadway improvements required to support each phase of development may be constructed by the Owner, the City, a third party as part of their development or combination thereof.

The development of the required roadways can, upon mutual agreement between the Owner and the City, be financed through a Public Improvement District or other form of cost sharing.

The schedule of roadway improvements and Peak Hour Trips set out in the TIA attached hereto as **Exhibit "H"** may be amended administratively by written approval of the City's Director of Public Works and Director of Planning.

9. KENNEY FORT

The original site of Kenney Fort, which consists of approximately one half acre, shall be Dedicated to the City as part of the plat that creates Parcel "A" as identified on **Exhibit "C"** to this agreement. This site will be contiguous to the approximately 34 acres of parkland or open Space to be provided with the development of the Property.

10. PROHIBITED USES AND PROHIBITED BUILDING MATERIALS

The following uses are prohibited on any portion of the Property regardless of the zoning designation or adopted Development Standards:

- Automotive and machinery repair or painting.
- Wrecking and Salvage Yards.
- Sexually Oriented Businesses.
- Flea markets
- Mini Warehouses.
- Pawn shops.
- Portable building sales or lease.
- Recreational vehicle parks.
- Outdoor shooting ranges.
- Automobile, boat, recreational vehicle, trailer, heavy equipment and other motorized vehicle sales or lease.
- kennels

The following materials are prohibited on the exterior walls of all buildings and structures, excluding roofs:

- Sheet metal, corrugated metal and unfinished aluminum.
- Asbestos
- Galvanized steel.
- Mirrored glass (reflectivity of 20% or more)

11. INTERPRETATION OF USE:

Interpretation of uses not clearly permitted or prohibited shall be made in writing by the Director of Planning. A copy of interpretations shall be provided to the Owner and the City Building

Inspector.

12. TREE SURVEY

A tree survey, which identifies all "protected trees", as defined in the Code, shall be required to accompany all site plans.

III

MISCELLANEOUS PROVISIONS

1. CHANGES TO DEVELOPMENT PLAN

1.1 Minor Changes.

Minor changes to this Agreement or the Development Plan which do not substantially change this Agreement or the Development Plan may be approved administratively, if approved in writing, by the Director of Public Works, the Director of Planning and Community Development, and the City Attorney.

1.2 Major Changes.

Major changes to this Agreement or the Development Plan must be resubmitted following same procedure required by the original PUD application.

2. GENERAL PLAN AMENDED

The Round Rock General Plan is hereby amended to reflect the provisions of this Agreement and Development Plan.

ROUND ROCK RANCH, LTD.

By: _____

Date: 12/1/00, 2000

CITY OF ROUND ROCK, TEXAS

By: _____

Date: SEPTEMBER 14, 2000

EXHIBIT "A"

August 10, 1993 147.076 Acre Tract

DESCRIPTION

DESCRIPTION OF THAT CERTAIN TRACT CONTAINING 147.076 ACRES OF LAND OUT OF AND A PART OF THE PRIOR A. HOLDER SURVEY, ABSTRACT No. 297 SITUATED IN WILLIAMSON COUNTY, TEXAS, SAID 147.076 ACRE TRACT BEING MORE FULLY DESCRIBED AS BEING ALL THAT CERTAIN 147.116 ACRE TRACT DESCRIBED IN A DEED TO ROUND ROCK J.V., LTD. OF RECORD IN VOLUME 2206, PAGE 574 OF THE DEED RECORDS OF WILLIAMSON COUNTY, TEXAS, SAID 147.076 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS;

BEGINNING at an iron rod found for the southeast corner of the said 147.116 acre tract, same being on the west line of that certain 11.08 acre tract described in a deed to Leigh H. Loveday of record in Volume 833, Page 526 of the Deed Records of Williamson County, Texas, same being on the northeast line of the M.K. & T. Railroad Right-of-Way as described in a deed of record in Volume 111, Page 302 of the Deed Records of Williamson County, Texas;

THENCE with the northeast line of the said M.K. & T. Railroad Right-of-Way the following eleven (11) courses and distances;

1. With a curve to the left containing the following elements, a radius length of 2914.93 feet, an arc length of 448.50 feet and whose chord bears N35°43'53"W for a distance of 448.06 feet to an iron rod set;
2. N49°51'17"E for a distance of 25.00 feet to an iron rod set;
3. With a curve to the left containing the following elements, a radius length of 2939.93 feet, an arc length of 307.94 feet and whose chord bears N43°08'41"W for a distance of 307.80 feet to an iron rod set;
4. S43°51'21"W for a distance of 25.00 feet to an iron rod set;
5. With a curve to the left containing the following elements, a radius length of 2914.93 feet, an arc length of 282.83 feet and whose chord bears N48°56'51"W for a distance of 282.72 feet to an iron rod found;
6. N51°44'46"W for a distance of 2091.80 feet to an iron rod found;
7. With a curve to the right containing the following elements, a radius length of 2914.93 feet, an arc length of 120.45 feet and whose chord bears N50°24'12"W for a distance of 120.44 feet to an iron rod found;
8. N40°28'05"W for a distance of 50.00 feet to an iron rod found;

9. With a curve to the right containing the following elements, a radius length of 2764.93 feet, an arc length of 247.47 feet and whose chord bears N46°36'24"W for a distance of 247.39 feet to an iron rod found;
10. S45°53'33"W for a distance of 50.00 feet to an iron rod found;
11. With a curve to the right containing the following elements, a radius length of 2814.93 feet, an arc length of 732.77 feet and whose chord bears N36°35'12"W for a distance of 730.70 feet to an iron rod found on the East line of that certain tract described in a deed to South Creek Joint Venture of record in Volume 2191, Page 865 of the Deed Records of Williamson County, Texas, same being on the West line of the aforesaid 147.116 acre tract;

THENCE N15°22'29"W for a distance of 5.44 feet to an iron rod found on the East line of the said South Creek Joint Venture tract, same being on the West line of the said 147.116 acre tract;

THENCE N02°14'40"W passing at a distance of 1093.72 feet a masonry nail found in concrete and continuing for a total distance of 1292.96 feet to a point in Brushy Creek for the northwest corner of the herein described tract;

THENCE with the North line of the herein described tract the following seventeen (17) courses and distances;

1. S73°22'05"E for a distance of 120.65 feet to a point;
2. S86°56'24"E for a distance of 201.02 feet to a point;
3. S84°34'16"E for a distance of 371.80 feet to a point;
4. N55°23'08"E for a distance of 50.12 feet to a point;
5. S71°20'16"E for a distance of 314.21 feet to a point;
6. S58°30'03"E for a distance of 219.87 feet to a point;
7. S36°01'58"E for a distance of 231.85 feet to a point;
8. S26°23'49"E for a distance of 212.42 feet to a point;
9. S48°10'44"E for a distance of 50.25 feet to a point;
10. S83°20'14"E for a distance of 34.05 feet to a point;
11. S52°01'21"E for a distance of 215.37 feet to a point;
12. S33°34'04"E for a distance of 182.51 feet to a point;
13. S50°00'05"E for a distance of 283.99 feet to a point;
14. S86°37'35"E for a distance of 288.43 feet to a point;
15. N49°12'37"E for a distance of 111.99 feet to a point;
16. N02°03'49"E for a distance of 161.85 feet to a point;
17. N81°41'43"E for a distance of 539.28 feet to a point for the northeast corner of the herein described tract, same being the northwest corner of that certain 193.12 acre tract described in a deed to J.E. Rusk of record in Volume 2064, Page 370 of the Deed Records of Williamson County, Texas;

THENCE S03°56'27"E passing at a distance of 215.96 feet a 60d nail found in an oak tree and continuing for a total distance of 656.21 feet to an iron rod found;

THENCE S03°39'10"E for a distance of 404.67 feet to an iron rod found;

THENCE S04°35'04"E for a distance of 372.64 feet to an iron rod found;

THENCE S25°25'33"E for a distance of 52.92 feet to an iron rod found for the southwest corner of the said J.E. Rusk 193.12 acre tract, same being the northwest corner of that certain 9.02 acre tract described in a deed to C.H. Crossley of record in Volume 694, Page 756 of the Deed Records of Williamson County, Texas;

THENCE S30°10'16"E for a distance of 14.08 feet to an iron rod found for a point of intersection;

THENCE S01°42'18"E for a distance of 565.11 feet to an iron rod found for the southwest corner of the said 9.02 acre Crossley tract, same being the northwest corner of that certain 29.158 acre tract described in a deed to Wilbert Felfe of record in Volume 2149, Page 195 of the Deed Records of Williamson County, Texas;

THENCE S01°42'35"E for a distance of 1132.98 feet to an iron rod found for the southwest corner of that certain 10.80 acre tract described in a deed to Roger P. Fuller of record in Volume 2006, Page 192 of the Deed Records of Williamson County, Texas, same being the northwest corner of the aforesaid 11.08 acre Loveday tract;

THENCE S01°41'15"E for a distance of 145.73 feet to an iron rod found for a point of intersection;

THENCE S02°44'39"E for a distance of 14.22 feet to the POINT OF BEGINNING;

CONTAINING 147.076 acres of land.

The undersigned does hereby certify that the foregoing description represents the results of a survey made on the ground under my supervision according to law and that it is true and correct to the best of my knowledge and belief, this the 10th day of August, 1993.

Dennis E. Underwood
Registered Professional
Land Surveyor No. 4423

STATE OF TEXAS
REGISTERED
DENNIS EDMOND UNDERWOOD
4423
PROFESSIONAL
LAND SURVEYOR

EXHIBIT "B"

LIENHOLDER'S CONSENT

THE STATE OF TEXAS

COUNTY OF WILLIAMSON

That First Texas Bank, Round Rock,Texas, acting herein by and through its duly authorized officers being the holder of a lien as evidenced by Deed of Trust recorded in Document No. 199956276 of the Official Public Records of Williamson County, Texas, does hereby consent to the Agreement and Development Plan of 147.076 acres of land situated in Round Rock, Williamson County, Texas, and does further hereby join, approve and consent to all provisions shown therein.

FIRST TEXAS BANK
Round Rock, Texas

By:_____
Jon E. Sloan, President

ATTEST:

By_____
Maria Fulton
Assistant Vice President

THE STATE OF TEXAS

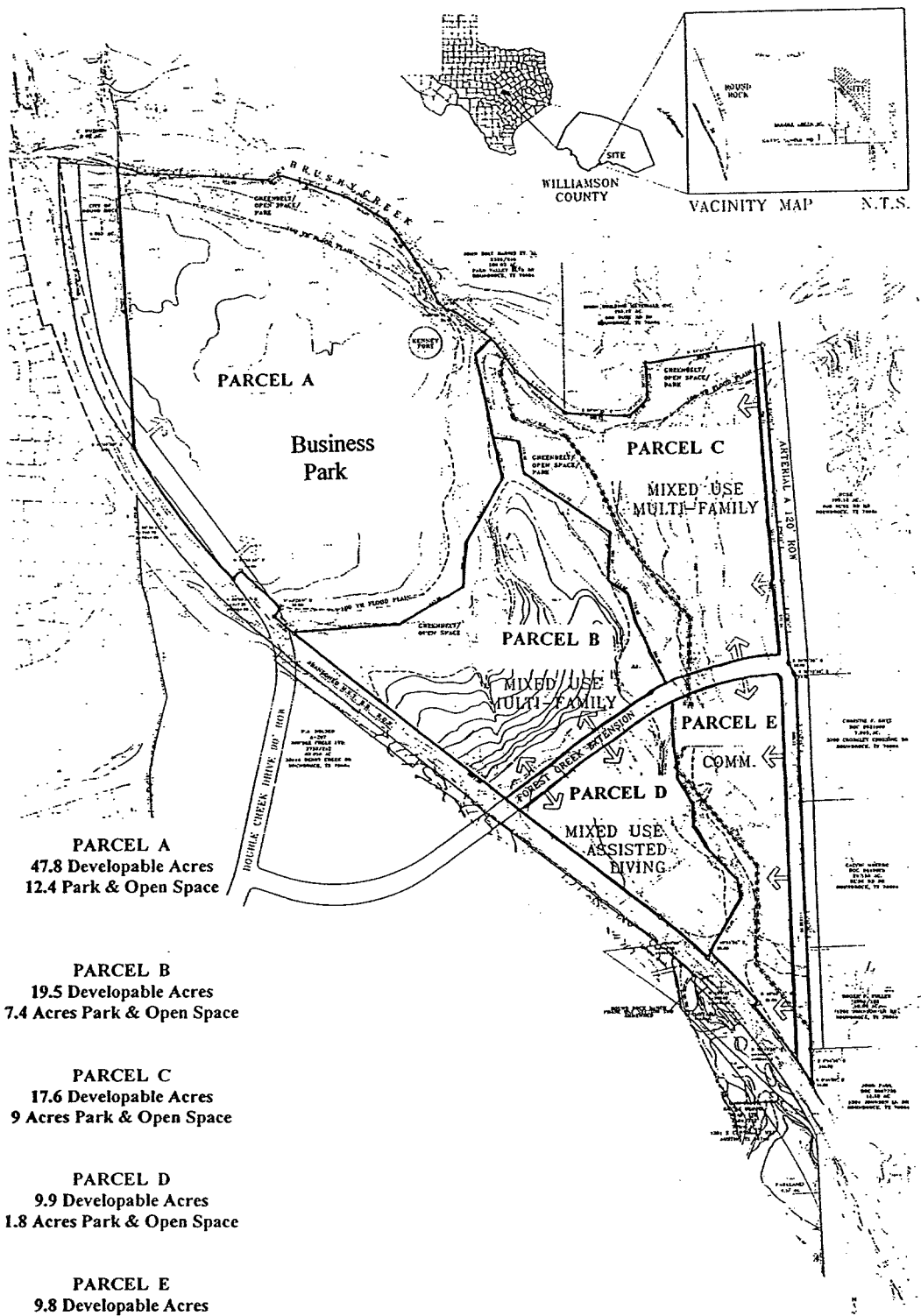
COUNTY OF WILLIAMSON

This instrument was acknowledged before me on the 8 day of August, 2000, by JON E. SLOAN, President of FIRST TEXAS BANK, Round Rock, Texas.

NOTARY PUBLIC STATE OF TEXAS
JANICE HEATH
Notary Public, State of Texas
My Commission Expires
MAY 6, 2003

_____
Notary Public, State of Texas

Exhibit "C"



PARCEL A
47.8 Developable Acres
12.4 Park & Open Space

PARCEL B
19.5 Developable Acres
7.4 Acres Park & Open Space

PARCEL C
17.6 Developable Acres
9 Acres Park & Open Space

PARCEL D
9.9 Developable Acres
1.8 Acres Park & Open Space

PARCEL E
9.8 Developable Acres
3.6 Acres Park & Open Space

KENNEY FORT

PLANNED UNIT DEVELOPMENT

SCALE: 1"=200'
DATE: 4/2/99

PLANNED ENVIRONMENTS INC.

RECORDERS MEMORANDUM

All or parts of the text on this page was not clearly legible for satisfactory recordation.

EXHIBIT "D"

PARCEL A
DEVELOPMENT STANDARDS
Business Park

Parcel A is comprised of approximately 47.8 net developable acres. In addition, approximately 12.4 acres will be designated for Parkland or Open Space along Brushy Creek and its tributaries.

The approximately 12.4 acres of parkland and open space shall be used for hike and bike trails, and passive park- like uses such as picnic areas. In addition, it may be used to provide street crossings, utilities and drainage facilities. No permanent structures will be permitted within this area without consent from the Director of Parks and Recreation. Parkland will be subdivided as a separate lot and dedicated to the City for public parkland at the time of final platting of this parcel.

The development standards for the approximately 47.8 net developable acres shall be as follows:

1. **PERMITTED USES:**

   Business Park and Research and Development Uses, as permitted in I-1 Zoning District, including but not limited to, office, office/warehouse, research and development, light manufacturing and assembly conducted wholly within a building, daycare and technical schools.

2. **OUTDOOR STORAGE:**

   No outdoor storage of materials or equipment shall be permitted in any front yard, side street yard or buffer yard, unless screened from abutting property. Any outdoor storage on any other portion of the property shall be screened so as to not be visible from abutting properties or city streets. All screening shall be approved by the Director of Planning at site plan approval.

3. **DENSITY:**

   Up to 20% of Parcel A can be platted into lots with a minimum lot size of one (1) acre.
   Up to 60% of Parcel A can be platted into lots with a minimum lot size of five (5) acres.
   Up to 100% of Parcel A can be platted into lots with a minimum lot size of ten (10) acres.

4. **BUILDINGS SETBACKS:**

   4.1 Street Yards – 50 feet adjacent to all arterial or collector streets (rights of way over 60 feet in width) and 25 feet adjacent to local streets (rights of way of 60 feet or less).

   4.2 Yards abutting residential development – 50 feet.

   4.3 All other yards – 25 feet.

5. **HEIGHT:**

Building height shall be limited to three stories.

6. **SIGN REGULATIONS**:

6.1 All freestanding signs shall be monument signs.

6.2 Freestanding signs shall not exceed six feet in height.

6.3 One freestanding sign shall be permitted for lots of less than three acres in size.

6.4 The maximum areas of masonry monument signs, defined as the area within a polygon containing the actual lettering and any logo, shall be fifty square feet.

6.5 The maximum size of all other freestanding signs shall be defined by the Code.

6.6 Additional freestanding monument signs shall be permitted for lots of three acres or larger in accordance with the regulations contained in the Code.

6.7 Directional signs solely for the purpose of directing traffic or identifying buildings and facilities shall be permitted provided they are restricted to a size required for their function as determined by the Director of Planning.

7. **PARKING & LOADING REQUIREMENTS**:

The number of parking and loading spaces shall be provided in accordance with the current standards set forth in the Code.

8. **LANDSCAPING & BUFFERING**:

8.1 A landscaped screen shall be provided to provide a visual screen of any parking or loading areas. The screen shall consist of a berm, landscaping , masonry wall or a combination of these materials. The screen shall be a minimum of three (3) feet in height and shall be landscaped to provide visual screen of any parking, loading or storage areas.

8.2 A site plan shall be submitted to the Director of Planning for approval prior to the issuance of any building permit. A tree survey, which identifies all protected trees as defined in the Code, shall be provided as part of all site plan applications.

8.3 Trees shall be planted in landscape easements immediately abutting all public streets or PUE's abutting public streets. These trees shall be planted as part of the construction of the subdivision improvements. These trees shall be selected from the City's list of preferred trees and shall be a minimum of 3-inch caliper (at time of planting) and shall be placed at intervals of twenty-five (25) feet to forty (40') feet apart. Individual property owners or a homeowners association shall maintain trees. This

requirement may be waived by the Director of Planning & Community Development upon his or her review of a site plan that identifies existing native trees to be protected and a determination that the protected trees compensate for the waiver of the street tree requirement.

9. **LIGHTING STANDARDS**:

All development within the Property shall be restricted to the following standards:

9.1 Maximum light pole height shall be thirty (30') feet.

9.2 All exterior lighting shall be hooded or shielded to direct light down. Lighting levels at abutting property boundaries shall not exceed lighting levels typical for standard residential street lighting.

10. **SCREENING REQUIREMENTS FOR DUMPSTERS AND MECHANICAL EQUIPMENT**

All dumpsters shall be screened with solid fencing and mechanical equipment shall be screened by either vegetatative screening or solid fencing so that they are not visible either from the street or from single family development. Fencing shall be constructed from the same materials and finishes as the primary buildings on the lot.

EXHIBIT "E"

PARCELS B & C
DEVELOPMENT STANDARDS
Mixed Use

Parcel B is comprised of approximately 19.5 net developable acres. In addition, approximately 7.4 acres will be designated for Parkland or Open Space along the tributaries of Brushy Creek.

Parcel C is comprised of approximately 17.6 net developable acres. In addition, approximately 9 acres will be designated for Parkland or Open Space along Brushy Creek and its tributaries.

The approximately 16.4 acres designated for Parkland/ Open Space shall be used for hike and bike trails, and passive park like uses such as picnic areas. In addition it may be used to provide street crossings, utilities and drainage facilities. No permanent structures will be permitted within this area without consent from the Director of Parks and Recreation. Residential densities shall be calculated based on gross acres. Parkland will be subdivided as a separate lot and dedicated to the City as public parkland at time of final platting of these parcels.

The development standards for the approximately 19.5 net developable acres shall be as follows:

1. **PERMITTED USES:**

1.1 Residential Uses:

- Townhouses (as defined in Section 1 of the Development Plan portion of this Agreement).
- Multi-family residential.
- Cluster housing (as defined in Section 1 of the Development Plan portion of this agreement).
- Residential Condominiums.
- Single-family residential.

1.2 Non- residential uses:

- place of worship
- local commercial services, including daycare and restaurants (excludes drive through restaurants).
- Offices.

2. **OUTDOOR STORAGE:**

No outdoor storage of materials or equipment shall be permitted.

3. DENSITY:.

Residential Uses:

- Cluster Housing – Minimum lot size of 5,000 square feet.
- Townhouses & Townhouse Condominiums – One dwelling unit for each 3,000 square feet of Lot area.
- Multi-family residential & Multi-family Condominiums– 20 dwelling units per acre.
- Single-family, – Densities shall be in accordance with the SF-2 (single-family standard lot).
- Local Commercial Services – Densities shall be in accordance with the C-2 (Local Commercial Zoning District.

4. DEVELOPMENT STANDARDS:

Special Development Standards identified in **Exhibit J**, attached hereto, shall apply to the development of all Multi-family, Townhouse and Residential Condominiums. Non-residential uses shall be developed in accordance with the Code except as modified in this Exhibit.

5. BUILDING SETBACKS:

5.1 Single-family residential uses:

- Front Yard – 25 feet
- Rear Yard – 20 feet
- Side Yard – 5 feet
- Side yard abutting a street – 15

5.2 Cluster Housing and Townhouse

- Building setbacks shall be in accordance with the definition of "Cluster Housing" and "Townhouse" in the Development Agreement.

5.3 All uses other than single-family, and cluster housing uses.

- Street Yard Setback – 25 feet
- Rear Yard Setback – 20 feet
- Side Yard Setback– 15 feet.

6. HEIGHT:

6.1 No building within one hundred (100) feet of a single-family residential lot, shall exceed two (2) stories in height.

6.2 All other buildings shall be limited to three (3) stories in height.

7 SIGN REGULATIONS:

- All freestanding signs shall be monument signs as defined in the Code.
- Freestanding signs shall not exceed six feet in height.
- One freestanding sign shall be permitted for each lot.

- The maximum area of masonry monument signs, defined as the area contained within a polygon containing the actual lettering and any logo, shall be fifty square feet.
- The maximum size of all other freestanding signs shall be defined by the Code.
- Small signs to direct clients, delivery trucks, and subdivision signs, as needed, will be permitted following approval of design guidelines set forth for this subdivision.
- Area Identification Signs, as defined in the Code of Ordinances, shall be permitted.

8. **PARKING & LOADING REQUIREMENTS:**

The number of parking and loading spaces for multi-family, townhouse and residential condominiums shall be provided in accordance with the standards set forth in Exhibit "J" to this agreement. The parking and loading requirements for all other uses shall be in accordance with the Code.

9. **LANDSCAPING & BUFFERING:**

9.1 The following regulations shall apply to all development other than single-family, and cluster housing.

A landscaped screen shall be provided to provide a visual screen of any parking or loading areas. The screen shall consist of a berm, landscaping, masonry wall or a combination of these materials. The screen shall be a minimum of three (3) feet in height and shall be landscaped to provide a visual screen of any parking or loading areas.

9.2 The following regulations shall apply to all development:

A site plan shall be submitted to the Director of Planning for approval prior to the issuance of a building permit. A tree survey, which identifies all protected trees as defined in the Code, shall be provided as part of all site plan applications. (single family, duplex and fourplex lots are exempted).

Trees shall be planted in a landscape easement immediately abutting all public streets or PUEs that abut these streets. These trees shall be selected from the City's list of preferred trees and shall be a minimum of 3 inch caliper (at time of planting) and shall be planted at intervals of 25 feet to 40 feet apart. Trees shall be maintained by individual property owners or a Property Owners Association. This requirement may be waived by the Director of Planning & Community Development upon his or her review of a site plan that identifies native trees to be protected and a determination that the protected trees compensate for the waiver of the street tree requirement.

10. **<u>LIGHTING STANDARDS</u>:**

All development within the Property shall be restricted to the following standards:

Maximum light pole height shall be thirty (30') feet.All exterior lighting shall be hooded or shielded to direct light down. Lighting levels at adjacent property boundaries shall not exceed lighting levels typical for standard residential street lighting.

11. SCREENING REQUIREMENTS FOR DUMPSTERS AND MECHANICAL EQUIPMENT:

All dumpsters shall be screened with solid fencing and mechanical equipment shall be screened by either vegetation screening or solid fencing so that they are not visible either from the street or from single family development. Fencing shall be constructed from the same materials and finishes as the primary building on the lot.

EXHIBIT "F"

PARCEL D
DEVELOPMENT STANDARDS
Mixed Use

Parcel D is comprised of approximately 9.9 net developable acres. In addition, approximately 1.8 acres will be designated for Parkland or Open Space along the tributaries of Brushy Creek.

The approximately 1.8 acres, shall be designated for Parkland or Open Space shall be used for hike and bike trails, and Passive Park like uses, such as picnic areas. In addition it may be used to provide street crossings, utilities and drainage facilities. No permanent structures will be permitted within this area without the written consent from the City's Director of Parks & Recreation. Residential densities may be calculated based on gross acres. Parkland will be subdivided as a separate lot and dedicated to the City for public parkland, at time of final platting of this parcel.

The Development Standards for the approximately 9.9 net developable acres shall be as follows:

1. **PERMITTED USES:**

1.1 Primary Uses:

- Assisted care
- Townhouse (as defined in Section 1 of the Development Plan portion of this Agreement).
- Cluster Housing (as defined in Section 1 of the Development Plan portion of this Agreement).
- Residential Condominiums
- Nursing Home
- Church
- Local Commercial uses permitted in the C-2 (Local Commercial Zoning District).

2.1 Secondary Uses:

- Local commercial and personal services that are part of an assisted care, or nursing home facility.

2. **OUTDOOR STORAGE**:

No outdoor storage of materials or equipment shall be permitted.

3. **DENSITY:**

Residential uses:

- Cluster Housing – Minimum lot size of 5,000 square feet for each dwelling unit.
- Townhouse & Townhouse Condominiums – one dwelling unit for each 3000 square feet of lot area.

4. BUILDING SETBACKS:

4.1 Cluster Housing and Townhouse

- Building setbacks shall be in accordance with the definition of "Cluster Housing" and "Townhouse"in the Development Agreement.

4.2 All uses other than Cluster Housing

- Street Yards – 25 feet.
- Rear yards – 20 feet.
- Side yards other than street yards – 15 feet.
- No side yards are required for Townhouses between units sharing common walls.

5. DEVELOPMENT STANDARDS:

Special Development Standards identified in Exhibit I, attached hereto, shall apply to the development of Multi-family, Townhouse and Residential Condominiums. Non residential uses shall be developed in accordance with the Code except as modified by this Exhibit.

6. BUILDING HEIGHT:

6.1 No building within one hundred (100) feet of a single-family lot, located outside of the boundaries of the Property, shall exceed two (2) stories in height.

6.2 All other buildings shall be limited to four (4) stories or sixty-feet (60') in height.

7. SIGN REGULATIONS:

7.1 All freestanding signs shall be Monument Signs as defined by the Code.

7.2 Freestanding signs shall not exceed six feet in height.

7.3 Freestanding signs shall not restrict visibility for traffic entering or leaving the site.

7.4 One Freestanding sign shall be permitted for each individual tract other than cluster housing tracts within Parcel D.

7.5 The maximum area of masonry monument signs, defined as the area contained within a polygon containing the actual lettering and any logo, shall be fifty square feet.

7.6 The maximum size of other freestanding signs shall be defined by the Code.

7.7 Small signs to direct clients, delivery trucks, and subdivision signs, as needed will be permitted following approval of design guidelines set forth for this subdivision.

7.8 Area Identification Signs, as defined in the Code of Ordinances, shall be permitted.

8. PARKING & LOADING REQUIREMENTS:

The number of parking and loading spaces for multi-family, townhouse and residential condominiums shall be provided in accordance with the standards set forth in Exhibit I to this agreement. The parking and loading requirements for all other uses shall be in accordance with the Code.

9. LANDSCAPING & BUFFERING:

9.1 The following regulations shall apply to all development other than cluster housing .

- A landscaped screen shall be provided to provide a visual screen of any parking or loading areas. The screen shall consist of a berm, landscaping , masonry wall or a combination of these materials. The screen shall be a minimum of three (3) feet in height and shall be landscaped to provide a screen of any parking or loading areas from public streets.

9.2 The following regulations shall apply to all development.

- A site plan shall be submitted to the Director of Planning for approval prior to the issuance of any building permit. A tree survey, which identifies all protected trees as defined in the Code, shall be provided as part of all site plan applications.

- Trees shall be planted in a landscape easement abutting all public street or PUE's that abut these streets. These trees shall be selected from the City's list of preferred trees and shall be a minimum of 3-inch caliper (at time of planting) and shall be placed between twenty-five (25) and forty (40) feet apart. Trees shall be maintained by the individual property owners or Property Owners Association. This requirement may be waived by the Director of Planning & Community Development upon his or her review of a site plan that identifies native trees to be protected and a determination that the protected trees compensate for the waiver of the street tree requirement.

10. <u>LIGHTING STANDARDS</u>:

All development within the Property shall be restricted to the following standards:

- Maximum light pole height shall be thirty (30') feet.

- All exterior lighting shall be hooded or shielded to direct light down. Lighting levels at adjacent property boundaries shall not exceed lighting levels typical for standard residential street lighting.

11. <u>SCREENING REQUIREMENTS FOR DUMPSTERS AND MECHANICAL EQUIPMENT</u>

All dumpsters shall be screened with solid fencing and mechanical equipment shall be screened by either vegetation screening or solid fencing so that they are not visible either from the street or from single family development. Fencing shall be constructed from the same materials and finishes as the primary building on the lot.

12 **SCREENING REQUIREMENTS FOR ROOF MOUNTED MECHANICAL EQUIPMENT**

All roof mounted mechanical elements shall be screened from view from public rights of way. Screening must be compatible with the building design.

EXHIBIT "G"

PARCEL E
DEVELOPMENT STANDARDS
Mixed Use – Residential / Commercial

Parcel E is comprised of approximately 9.8 net developable acres. In addition, approximately 3.6 acres will be designated for Parkland or Open space along the tributaries of Brushy Creek.

The approximately 3.6 acres of Parkland or Open Space shall be used for hike and bike trails, and passive park like uses such as picnic areas. In addition it may be used to provide street crossings, utilities and drainage facilities. No permanent structures will be permitted within this area without the written consent of the City's Director of Parks and Recreation. Residential densities shall be calculated based on gross acres. Parkland will be subdivided as a separate lot and dedicated to the City for public parkland at the time of final platting of this parcel.

The development standards for the approximately 9.8 net developable acres shall be as follows:

1. **PERMITTED USES:**

   1.1 **Primary Uses:**
   - C-1 (General Commercial) Uses.
   - Church
   - Assisted care
   - Townhouses (as defined in Section 1 of the Development Plan portion of this Agreement).
   - Cluster housing (as defined in Section 1 of the Development Plan portion of this Agreement).
   - Residential condominiums

   1.2 **Secondary Uses:**
   - caretakers residence
   - day care
   - other services related to a primary use.

2. **OUTDOOR STORAGE:**

   No outdoor storage of materials or equipment shall be permitted in any front yard, side street yard or buffer yard. Any outdoor storage on any other portion of the property shall be fully screened so as to not be visible from abutting properties or city streets. All screening shall be approved by the Director of Planning prior to construction.

3. **DENSITY:**

Residential Uses:

- Cluster Housing - Minimum lot size of 5,000 square feet for each dwelling unit. There are no minimum frontages or depth requirements for Cluster Housing lots.

- Townhouse & Townhouse Condominiums - one dwelling unit for each 3000 square feet of lot area.

Commercial Uses:

- Commercial & Office Uses – as regulated by the Code.

4. **BUILDINGS SETBACKS:**

4.1 Cluster Housing and Townhouse

- Building setbacks shall be in accordance with the definition of "Cluster Housing" and "Townhouse" in the Development Agreement.

4.2 All uses other than Cluster Housing

- Street Yards – 25 feet.
- Rear Yards – 20 feet.
- Side Yards other than street yards – 15 feet.

5. **BUILDING HEIGHT:**

5.1 No building within one hundred (100) feet of a single family lot, located outside the boundaries of the Property, shall exceed two (2) stories in height.

5.2 All other buildings shall be limited to three (3) stories in height.

6. **DEVELOPMENT STANDARDS:**

Special Development Standards identified in Exhibit J, attached hereto, shall apply to the development of multi-family, Townhouse and Residential Condominiums. Non residential uses shall be developed in accordance with the Code except as modified by this Exhibit.

7. **SIGN REGULATIONS:**

7.1 All free standing signs shall be monument signs as defined by the Code.

7.2 Free standing signs shall not exceed six feet in height.

7.3 Free standing signs shall not restrict visibility for traffic entering or leaving the site.

7.4 One free standing sign shall be permitted for each lot.

7.5 The maximum area of masonry monument signs, defined as the area contained within a polygon containing the actual lettering and any logo, shall be fifty square feet.

7.6 The maximum size of other freestanding signs shall be defined by the Code.

7.7 Small signs to direct clients or delivery trucks will be permitted if approved in writing by the Director of Planning.

7.8 Area Identification Signs, as defined in the Code, shall be permitted in addition to other permitted signs.

8. **LANDSCAPING & BUFFERING:**

8.1 The following regulations shall apply to all development other than Cluster Housing.

A landscaped screen shall be provided to provide a visual screen of any parking or loading areas. The screen shall consist of a berm, landscaping or a masonry wall or a combination of these materials. The screen shall be a minimum of three (3) feet in height and shall be landscaped to provide a visual screen of any parking, loading or storage areas.

8.2 The following regulations shall apply to all development.

A site plan shall be submitted to the Director of Planning for approval prior to the issuance of a building permit. A tree survey, which identifies all protected trees as defined in the Code, shall be provided as part of all site plan applications.

Trees shall be planted in a landscape easement immediately abutting all public streets or PUE's that abut these streets. These trees shall be selected from the City's list of preferred trees, shall be a minimum of 3-inch caliper (at time of planting) and shall be planted between twenty-five (25) and forty (40) feet apart. Trees shall be maintained by individual property owners or a Property Owners Association. This requirement may be waived by the Director of Planning & Community Development upon his or her review of a site plan that identifies exisiting native trees to be protected and a determination that the protected trees compensate for the waiver of the street tree requirement.

9. **PARKING & LOADING REQUIREMENTS**:

9.1 The number of parking and loading spaces for multi-family, townhouse and residential condominiums shall be provided in accordance with the standards set forth in Exhibit I to this agreement. The parking and loading requirements for all other uses shall be in accordance with the Code.

9.2 No parking or loading for uses other than Cluster Housing and Townhouses shall be permitted in any required front yard or street side yard, except that visitor parking may be permitted in up to twenty-five (25) percent of the street yards, exclusive of driveways.

10. LIGHTING STANDARDS

All development within the Property shall be restricted to the following standards:

Maximum light pole height shall be thirty (30') in height.

All exterior lighting shall be hooded or shielded to direct light down. Lighting levels at adjacent property boundaries shall not exceed lighting levels typical for standard residential street lighting

11. SCREENING REQUIREMENTS FOR DUMPSTERS AND MECHANICAL EQUIPMENT

All dumpsters shall be screened with solid fencing so that they are not visible either from the street or from single family development. Fencing shall be constructed from the same materials and finishes as the primary buildings on the lot.

All roof mounted mechanical equipment shall be screened from view from public rights of way. Screening shall be compatible with the building design.

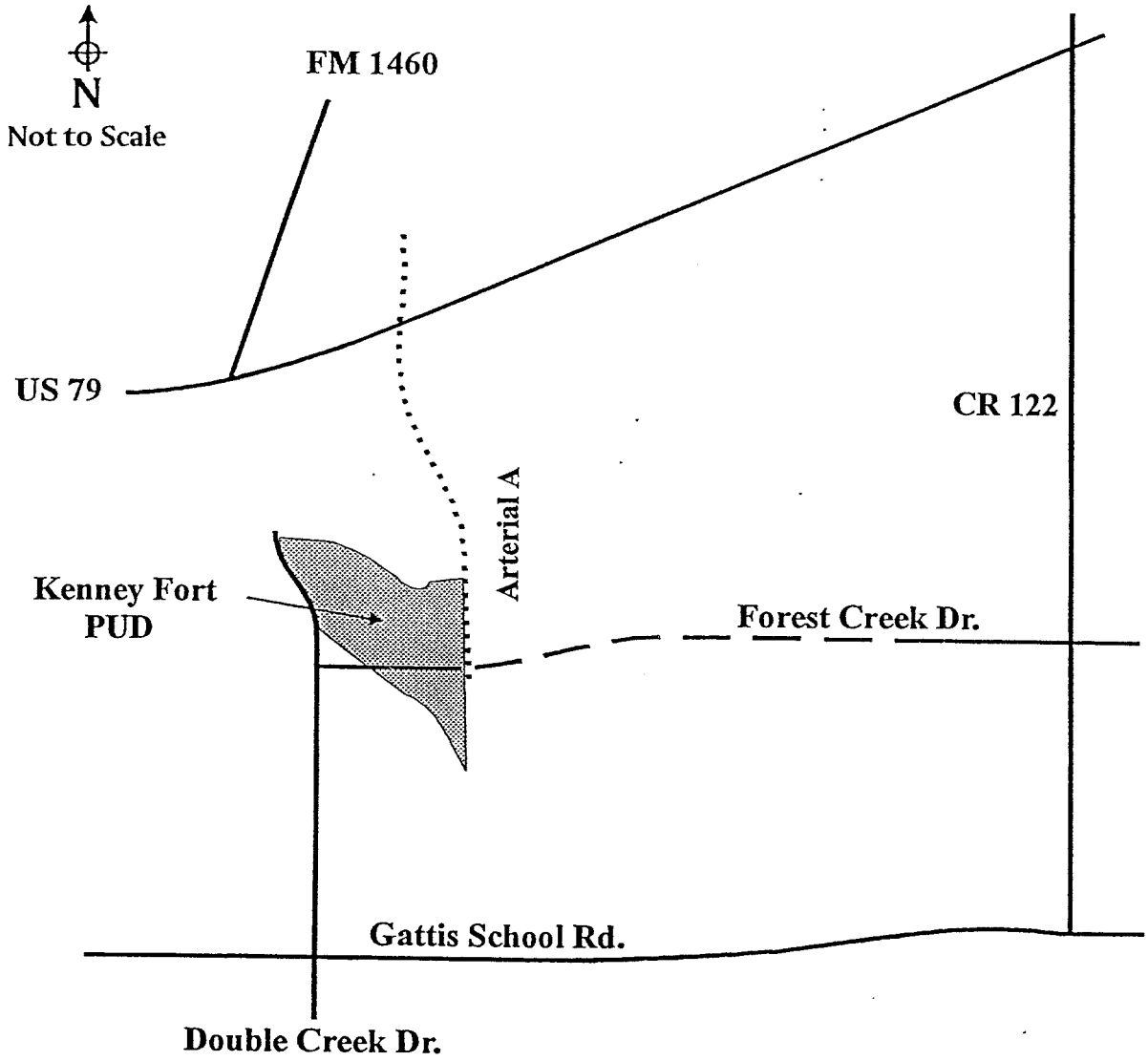
EXHIBIT H

SCHEDULE OF IMPROVEMENTS AND PM PEAK HOUR PHTs

PHASE	ROADWAY IMPROVEMENTS	ADDED PHTs	TOTAL PHTs
1	a) Double Creek Drive: o construct as a four-lane roadway north from Gattis School Road to Forest Creek Drive o provide southbound right turn lane in Double Creek Drive at Gattis School Road o provide southbound left turn lane in Double Creek Drive at Gattis School Road intersection		
	b) Forest Creek Drive: o construct as a four-lane roadway east from Double Creek Drive to the western boundary of the Kenney Fort PUD		
	c) Double Creek Drive/Gattis School Road intersection: o traffic signal		
	PHASE 1 PHTs	564	564
2	a) Forest Creek Drive: o Construct as a continuous four-lane roadway from Double Creek Drive to CR 122		
	b) Double Creek Drive/Forest Creek Drive intersection: o traffic signal (when warranted)		
	PHASE 2 PHTs	574	1,138
3	a) Arterial A or other four-lane roadway: o construct roadway with a minimum four-lane cross-section from Forest Creek Drive to US 79		
	b) Arterial A or other four-lane roadway/US 79 intersection: o traffic signal (when warranted)		
	c) Double Creek Drive/Forest Creek Drive intersection: o provide dual westbound left turn lanes within Forest Creek Drive		
	PHASE 3 PHTs	296	1,434

Note: A PHT is defined as one (1) vehicle trip either entering or exiting any lot in the Kenney Fort PUD during the PM peak hour.

EXHIBIT I



Legend

- Phase 1 (2000) Roadway
- Phase 2 (2001) Roadway
- Phase 3 (2003) Roadway

Kenney Fort PUD

Figure 1

Project Location and Roadway Phasing

Robert J. Halls & Associates

EXHIBIT "J"

DESIGN STANDARDS

MULTI-FAMILY & TOWNHOUSE DEVELOPMENT PARCELS

The following Development Standards shall apply to all development of Multi-Family and Townhouse on the property.

1. DESIGN STANDARDS:

1.1 Exterior Finish:

The exterior finish of all buildings shall be masonry, except for doors, windows and trim. Masonry shall mean stone, simulated stone, brick, stucco, or cement based siding such as "Hardi Plank". Cement based siding shall not comprise more than fifty percent (50%) of the exterior finish (breezways and patio or balcony insets are not included in this calculation).

1.2 Roofing Materials:

Roofing materials shall consist of twenty-five (25) year architectural dimensional shingles, tile or non-reflective metal.

1.3 Special Design Features:

All multi-family buildings, excluding townhouses or garages shall contain a minimum of four (4) of the following design features, which shall be chosen by the Owner. The design features are as defined in *Identifying American Architecture*, by John Blumenson, 2nd Edition, Copyright 1981, W.W. Norton & Co., N.Y.

- Bow window
- Bay window
- Arched window
- Gable window
- Oval or round windows
- Shutters
- Arched entry, balcony or breezeway entrance
- Stone or brick accent wall
- Decorative stone or brick band

- Decorative tile
- Veranda, terrace, porch or balcony
- Projected wall or dormer
- Variation of roof lines on the building
- Decorative caps on chimneys
- Gable, gambrel, mansard and hip roof design, or as approved by the Director of Planning and Community Development

2. PHASED DEVELOPMENT:

When developments phased on the property and such phasing is designed to be part of a single development, setback requirements will not apply between development phases, unless access to any such development phase is provided directly from a public street, in which case the street yard setback shall apply to the frontage on such street.

2.1 Roof Mounted Mechanical Equipment:

All roof mounted mechanical elements must be screened from view from the public right-of-way. Screening must be compatible with the building design.

2.2 Street Level Mechanical Equipment:

All ground mounted service equipment (e.g., air conditioners, transformers, trash collection equipment) related to each building will be screened with landscaping to soften the visual appearance.

2.3 Grass:

All landscaped areas not in groundcover or shrub beds shall be sodded with grass. Over seeding in fall with cool season native grasses is allowed.

2.4 Irrigation:

An underground, automatic irrigation system must be installed in all landscaped areas. Sprinkler heads must be located to effectively water the landscaped areas with minimal spray onto roadways, parking areas and walkways.

3. UTILITY LINES:

All utility service lines must be underground to connection points provided by the utility service provider. All transformers must be screened.

4. FENCING:

Fencing may be constructed in any yard and along any property line for the purpose of screening or security. When fencing is constructed it shall meet the following standards:

4.1 Street Yard: Fencing in street yards shall be constructed of wrought iron or similar material, masonry or woodcrete. All posts shall be set in concrete to ensure a sturdy and durable fence. Street yard fence materials shall wrap around and extend a minimum of fifty feet (50') along side property lines.

4.2 Other Yards: Fencing in yards other than street yards shall be constructed of wood, woodcrete, masonry or wrought iron. All fence posts shall be either masonry or rust resistant steel, treated wood or similar material set in concrete. The finished side of all perimeter fencing shall face the outside of the development.

4.3 Perimeter fencing where development backs onto an arterial or major collector roadway shall be comprehensively designed and a single fence design shall be submitted by the Owner with the first plat that requires a perimeter fence. Following the approval of the perimeter fence design by the City all future perimeter fences along the same roadway within the Property shall utilize the same design. The actual construction of the perimeter fence shall be part of the construction associated with each individual plat.

5. SITE PLAN REQUIRED:

A site plan for each phase of development shall be submitted to the City's Development Review Board to ensure compliance with the terms of this agreement prior to the issuance of each building permit.

6. VEHICLES IN STREET YARDS:

No recreational vehicles, boats, trailers or commercial trucks shall be permitted to be parked in any street yard.

7. PARKING STANDARDS:

The following Parking requirements shall be provided with each phase of development.

Parking spaces for each 1-bedroom unit	2.0 spaces
Parking spaces for each 2-bedroom unit	2.0 spaces

Parking spaces for each 3-bedroom unit	3.0 spaces

Additional parking spaces in the amount equal to three percent (3%) of the combined parking required for all the dwelling units shall be provided to accommodate guest parking.

All parking spaces shall be nine feet (9') wide.

Tandem parking shall be permitted only when it is located in front of a garage, which is attached to a dwelling unit and the tandem space is assigned solely to the dwelling unit to which the garage is attached

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FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Nancy E. Rister

12-18-2000 08:00 AM 2000083178
ANDERSON $91.00
NANCY E. RISTER ,COUNTY CLERK
WILLIAMSON COUNTY, TEXAS

Please Return to:

(8) CITY OF ROUND ROCK
ADMINISTRATION
221 EAST MAIN STREET
ROUND ROCK, TEXAS 78664