DOC# 9711659

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 the above and foregoing is a true and correct copy of an agreement entered into by the City Council of the City of Round Rock, Texas, at a meeting held on the 13th day of February, 1997 which is recorded in the minutes of the City of Round Rock in book 36 page (s) 57-58.

CERTIFIED by my hand and seal of the City of Round Rock, Texas on this 19th day of March, 1997.

Joanne Land
JOANNE LAND
Assistant City Manager/
City Secretary

OFFICIAL RECORDS
WILLIAMSON COUNTY, TEXAS

ORDINANCE NO. Z-97-02-13-9F

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 REZONE 35.1820 ACRES OF LAND SITUATED IN THE ASA THOMAS SURVEY, ABSTRACT NO. 609, ROUND ROCK, WILLIAMSON COUNTY, TEXAS FROM DISTRICT MF (MULTIFAMILY) AND DISTRICT C-1 (GENERAL COMMERCIAL) TO PLANNED UNIT DEVELOPMENT (PUD) N0. 31.

WHEREAS, an application has been made to the City Council of the City of Round Rock, Texas to amend the Official Zoning Map to rezone the property described in Exhibit "A", pages (1-4), attached hereto and incorporated herein, from MF (Multifamily) and C-1 (General Commercial to Planned Unit Development (PUD) No. 31, 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 22nd day of January, 1997, 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 Planned Unit Development (PUD) No. 31, and

WHEREAS, on the 13th day of February, 1997, after proper notification, the City Council held a public hearing on the requested amendment, and

WHEREAS, the City Council has determined that substantial changes in conditions have occurred which justify the zoning classification change provided for herein, 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 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", pages (1-4) is hereby changed from MF (Multifamily) and C-1 (General Commercial) to Planned Unit Development (PUD) No. 31.

II.

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 13th day of February, 1997.

Alternative 2.

READ and APPROVED on first reading this the _____ day of _____, 1997.

READ, APPROVED and ADOPTED on second reading this the _____ day of _____, 1997.

CHARLES CULPEPPER, Mayor
City of Round Rock, Texas

ATTEST:

JOANNE LAND, City Secretary

AGREEMENT AND DEVELOPMENT PLAN FOR CATLYN CAPITAL CORP. PUD NO. 31.

THE STATE OF TEXAS

COUNTY OF WILLIAMSON

THIS AGREEMENT and Development Plan 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 **Catlyn Round Rock, Ltd., a Texas limited partnership**, (hereinafter referred to as the "Owner").

WHEREAS, the Owner has submitted a request to the City to rezone approximately 35.308 acres of land as a Planned Unit Development ("PUD"), said acreage being more particularly described by metes and bounds in Exhibit "A" attached hereto and made a part hereof (hereinafter referred to as the "Property"), and

WHEREAS, pursuant to Chapter 11, Section 11.316(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, which Development Plan is contained in Section II of this Agreement; and

WHEREAS, on JANUARY 22, 1997, the City's Planning and Zoning Commission recommended approval of the Owner's application for a PUD.

NOW THEREFORE BY THIS AGREEMENT WITNESSETH that, in consideration of the covenants and conditions set forth herein, the City and the Owner agree 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 Section II.15 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, (1990 Edition), City of Round Rock, Texas, as amended.

4. LIENHOLDER CONSENT

That the lienholder of record has consented to this Agreement and Development Plan, including any and all dedications to the public. A lienholder consent is attached hereto and incorporated herein as Exhibit "B".

5. MISCELLANEOUS PROVISIONS

5.1 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.

5.2 Severability.

In case 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.

5.3 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.

5.4 Applicable Law.

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

5.5 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.

5.6 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.

5.7 Duplicate Originals.

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

5.8 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
Catlyn Round Rock, Ltd. c/o Catlyn Capital Corp. 100 Crescent Court, Suite 250 Dallas, Texas 75201	City of Round Rock, Texas 221 East Main Street Round Rock, Texas 78664
Attn.: Robert L. Trimble	Attn.: Director of Planning

5.9 Effective Date.

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

5.10 Appeals of Administrative Decisions.

Administrative decisions provided for in this Agreement may be appealed to the City Council in writing within one year following receipt by the Owner of the written confirmation of the decision.

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 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".

2. PROPERTY

This Development Plan ("Plan") covers approximately 35.308 acres of land, located within the city limits of Round Rock, Texas, and more particularly described by metes and bounds in Exhibit "A", attached hereto.

3. PURPOSE

The purpose of this Plan is to insure a Planned Unit Development ("PUD") that 1) is equal to or superior to development that would occur under the standard ordinance requirements, 2) is in harmony with the General Plan as amended, 3) 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, 4) is adequately provisioned by essential public facilities and services, and 5) 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 Ordinances

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. PERMITTED USES

The Property shall be used and developed for multi family use in accordance with the Development Standards set forth in Exhibit "C" attached hereto and incorporated herein.

6. DEDICATION OF RIGHT OF WAY FOR STATE HIGHWAY 45

Within sixty days following the effective date of this Agreement, Owner shall dedicate to the Texas Department of Transportation ("TxDoT"), the southern one hundred and fifty (150') feet of the Property identified as ROW Land on Exhibit "D", attached hereto and incorporated herein (hereinafter referred to as the "ROW Land"). The dedication of the ROW Land shall be solely for the purpose of constructing State Highway 45 and related facilities and infrastructure. In this regard, the dedication document shall contain a reversionary clause to provide for the reversion of the ROW Land to the Owner if, and at such time as, the Texas Highway Department determines that the ROW Land is not needed for the construction of State Highway 45.

The northern boundary of the ROW Land shall be considered street frontage for the purpose of establishing building setbacks and street yards under this Development Plan.

7. DENSITY TRANSFER:

Upon dedication of the ROW Land, Owner shall be granted a density transfer for the apartment units which could have been constructed on the dedicated ROW Land. The density transfer results in a maximum of 704 units on the balance of the Property, after dedication of the ROW Land.

8. PARKLAND

City parkland dedication requirements shall be waived in exchange for the construction of private on- site amenities described in Exhibit "C".

9. HIKE & BIKE TRAIL

Owner shall have the option to construct a hike and bike trail in lieu of sidewalk construction along Louis Henna Blvd. If this option is chosen, the Owner shall construct a six foot (6') wide hike and bike trail within the area of the Property which lies immediately north of the ROW Land. This trail shall be constructed of crushed granite or concrete, at the Owner's option. The trail shall include landscaping as outlined in the landscaping section of Exhibit "C". The trail shall be constructed in sections as part of each phase of development of the Property and shall be designed to connect into any similar trail system located on the southern portion of the tracts immediately adjacent to the Property on both the east and west borders.

Prior to the completion of a connecting trail system on the southern portion of the adjacent tracts to the east and west of the Property, the Owner shall be required to construct only the portion of the trail system within the phase of the Property being developed. Within 180 days of Owner's receipt of written notice from the City that the connecting trail system on the southern part of an adjacent tract has been

constructed, the Owner shall complete the trail to provide a connection to the completed trail system on the southern portion of the adjacent tracts.

At such time as 1) fifty (50%) or more of the land area within the Property is developed, or 2) a sidewalk or trail system is completed on either side of the Property, the Owner shall complete the construction of the entire trail system within the Property.

10. PHASED DEVELOPMENT

The Property may be developed in phases.

11. BUILDINGS

Building size, dimension, height and setbacks shall be regulated by the Development Standards set forth in Exhibit "C".

12. LANDSCAPING

Landscaping and buffering shall be regulated by the Development Standards set forth in Exhibit "C".

In addition trees eight (8") inches or greater in diameter located along the drainage area generally shown in Exhibit "E" shall be preserved or replaced with equivalent trees. This drainage area shall be contoured and landscaped as an open surface drainage way, **unless an enclosed drainage system is required by the Director of Public Works.**

13. SIGNAGE

Signs shall be regulated by the Development Standards set forth in Exhibit "C".

14. ACCESS

Vehicular access to the Property from Louis Henna Blvd. within 200 feet of the western boundary of the Property shall be aligned with Jazz Street where it intersects the south right of way line of Louis Henna Blvd, unless otherwise dictated by the State of Texas or other applicable governmental agency. All other vehicular access shall be as approved by the State of Texas or other applicable governmental agency. Vehicular access from Louis Henna Blvd. to the property shall be limited to three (3) locations.

15. CHANGES TO AGREEMENT AND DEVELOPMENT PLAN

15.1 Minor Changes

Minor changes to this Agreement or Plan which do not substantially change this 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.

15.2 Major Changes

Major changes shall be resubmitted following the same procedure required by the original PUD application.

15.3 Inclusion of Adjacent Land into the PUD

In the event that the adjacent five acre tract, shown as Parcel "A" in Exhibit "E", is acquired by the Owner, it may be included as part of this PUD following the procedures set forth in Section 15.2 above.

16. GENERAL PLAN AMENDED

The Round Rock General Plan 1990 is hereby amended to reflect the provisions of this Agreement and Development Plan.

CITY OF ROUND ROCK, TEXAS

By: _____
Charles Culpepper, Mayor

Date: 2/25/97

CATLYN ROUND ROCK, LTD.

By: Catlyn Capital Corp.
It's general partner.

By: _____
~~C. Baker Montgomery, Pres.~~
Robert L. Trimble, Exec. Vice Pres.

Date: 3-6-97

EXHIBIT "A"

FIELD NOTES FOR CATLYN ROUND ROCK, LTD.

BEING 35.308 acres of land, situated in the Asa Thomas Survey, Abstract No. 609, in Williamson County, Texas. Said land being a portion of that certain tract of land, called 22.50 acres, as described in a deed to Oscar J. Grossman and wife, Edith Grossman, of record in Volume 2173, Page 117, of the Official Records of Williamson County, Texas, also being that certain tract of land, called 18.94 acres, as conveyed to Billy W. Glenn and wife, Janet Glenn, by deed as recorded in Volume 1375, Page 321, of the Official Records of Williamson County, Texas. Surveyed on the ground in the month of November, 1996, under the supervision of Don H. Bizzell, Registered Professional Land Surveyor, and being more particularly described as follows;

BEGINNING at an iron pin found on the north line of County Road No. 170, being on the west line of the above-referenced 22.50 acre Grossman tract, being the Northwest corner of that certain tract of land, called 2.245 acres, as conveyed to the County of Williamson by deed as recorded in Volume 1629, Page 891, of the Official Records of Williamson County, Texas, marking the Southeast corner of that certain tract of land, called 41.10 acres, as conveyed to Dell Computer Holdings, L.P., by deed as recorded in Document #9606843, of the Official Records of Williamson County, Texas, said point being N 5° 34' 30" E, 83.70 feet, more or less, from the Southwest corner of the said 22.50 acre tract, for the Southwest corner hereof;

THENCE, along the said west line of the said 22.50 acre Grossman tract, being the east line of the said 41.10 acre Dell Computer Holdings, L.P. tract, N 5° 34' 30" E, 1,321.78 feet to an iron pin found marking the Southwest corner of that certain tract of land, called 5.00 acres, as conveyed to Round Rock County Road 170 Ltd., by deed as recorded in Volume 1002, Page 1, of the Official Records of Williamson County, Texas, for the most westerly Northwest corner hereof;

THENCE, S 84° 23' 30" E, 588.78 feet to an iron pin found on the east line of the said 22.50 acre Grossman tract, being the west line of the above-referenced 18.94 acre Glenn tract, marking the Southeast corner of the said 5.00 acre Round Rock County Road 170 Ltd. tract, for an interior corner hereof;

THENCE, N 5° 39' E, 377.74 feet to an iron pin found on a southerly line of that certain tract of land, called 187 acres, (Save & Except 70 acres) as conveyed to Doyle Hickerson and wife, Evelyn Hickerson, by deed as recorded in Volume 526, Page 50, of the Deed Records of Williamson County, Texas, for the Northwest corner of the said 18.94 acre Glenn tract, being the Northeast corner of the said 5.00 acre Round Rock County Road 170, Ltd. tract and the Northeast corner of the said 22.50 acre Grossman tract, for the most northerly Northwest corner hereof;

THENCE, with a fence along the north line of the said 18.94 acre Glenn tract, being a southerly line of the said Hickerson tract; S 86° 22' 30" E, 131.31 feet to a nail found, and S 86° 27' 30" E, 457.20 feet to an iron pin set at a fence corner marking an interior corner of the said Hickerson tract, being the Northeast corner of the said 18.94 acre Glenn tract, for the Northeast corner hereof;

THENCE, along the east line of the said 18.94 acre Glenn tract, with a fence S 2° 45' 30" W, 670.51 feet to an iron pin found at a fence corner marking the most southerly Southwest corner of the said Hickerson tract, being the Northwest corner of that certain tract of land, called 11.30 acres, as conveyed to Bunny Neyens by deed as recorded in Volume 817, Page 708, of the Deed Records of Williamson County, Texas, being the most northerly corner of that certain tract of land, called 0.049 of an acre, as conveyed to Bunny Neyens by deed as recorded in Volume 817, Page 710, of the Deed Records of Williamson County, Texas, and leaving the said fence, S 2° 20' W, 607.94 feet to an iron pin found on the said north line of County Road No. 170, marking the Southeast corner of the said 18.94 acre Glenn tract, being the Southwest corner of the said 0.049 of an acre Neyens tract, being the most easterly corner of that certain tract of land, called 1.092 acres, as conveyed to The County of Williamson by deed as recorded in Volume 1629, Page 891, of the Official Records of Williamson County, Texas, for the Southeast corner hereof;

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

THENCE, along the said north line of County Road No. 170, being the south line of the said 18.94 acre Glenn tract, and the northerly line of the said 1.092 acre County of Williamson tract, as follows; N 58° 23' W, 121.63 feet to an iron pin set; N 76° 20' 30" W, 61.53 feet to an iron pin set; S 84° 13' W, 74.06 feet to an set; S 63° 23' 30" W, 59.85 feet to an iron pin set; S 54°.21' 30" W, 192.05 feet to an iron pin set; S 55° 51' 30" W, 136.26 feet to an iron pin set for the most westerly corner of the said 1.092 acre County of Williamson tract, being the most easterly corner of the said 2.245 acre County of Williamson tract, and continuing along the north line of the said 2.245 acre County of Williamson, Texas tract, S 77° 13' W, at 119.23 feet, passing an iron pin found marking the Southwest corner of the said 18.94 acre Glenn tract, being on the east line of the said 22.50 acre Grossman tract, for a total distance of 183.99 feet, in all, to an iron pin found at the beginning of a curve to the left, (Radius = 11,760.10 feet, Long Chord bears S 76° 21' W, 351.44 feet);

Thence, along the said curve for an arc distance of 351.45 feet to an iron pin set;

Thence, S 75° 30' W, 208.11 feet to the Place of BEGINNING and containing 35.308 acres (1,538,130 square feet) of land.

STATE OF TEXAS {

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF WILLIAMSON {

The undersigned hereby certifies to Cathyn Round Rock, Ltd. and the City of Round Rock that a survey was made on the ground in November, 1996, under my supervision and correctly shows, on the basis of a field transit survey made in accordance with the current accuracy standards of the Texas Surveyor's Association Standards and Specifications for a Category 1A, Condition 3 survey; (i) a fixed a determinable position and location of the herein described land (including the position of the point of beginning) and the boundary lines and dimensions and area of the land indicated hereon; (ii) the location of all improvements and the relation of all such improvements to the property lines of the land; and (iii) the location and dimensions of all alleys, street, roads, drive-ways or other cuts on the curbs along any street upon which the land abuts, rights-of-way, easements and other matters of record of which the undersigned has knowledge or has been advised affecting the land according to the legal description in such easements and other matters (with instrument, book and page number indicated). The undersigned further certifies that (a) except as clearly shown and identified as such, there are no visible easements, rights-of-way, drainage ditches, power lines, set back and/or building lines, roadways, party walls or conflicts which affect the subject property; (b) except as clearly shown and identified as such, there are no visible encroachments on adjoining premises, streets or alleys by any of said buildings, structures, or other improvements and, except as clearly shown and identified as such, there are no visible encroachments on the subject property by buildings, structures or other improvements situated on adjoining premises; (c) ingress to and egress from the subject property is provided by County Road No. 170, the same being paved, a dedicated public right-of-way maintained by Williamson County; (d) all required building set back lines on the subject property are located as shown hereon; and (e) the Survey reflects boundary lines of the herein described land which "close" by engineering calculations.

Don H. Bizzell

Don H. Bizzell
Registered Professional Land Surveyor, No. 2218
State of Texas
1978 S. Austin Avenue
512-863-4521
S & B Project No. 18239

12/12/96
Date

STATE OF TEXAS
DON H. BIZZELL
2218
PROFESSIONAL LAND SURVEYOR

Revised: December 12, 1996

File: 18239fnx.doc

RECORDERS MEMORANDUM
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EXHIBIT "B"

Lienholders Consent

THERE ARE NO LIENHOLDERS OF RECORD

EXHIBIT "C"
DEVELOPMENT STANDARDS
MULTI-FAMILY RESIDENTIAL

1. PERMITTED USE

The permitted use shall be residential apartments and/or condominiums.

2. DENSITY

A maximum of 704 units shall be allowed on the balance of the Property after dedication of ROW Land.

3. HEIGHT

3.1 No more than fifty percent (50%) of apartment buildings located within 100 feet of the northern right of way boundary of Louis Henna Boulevard, or within 100 feet of the western boundary of the Property shall exceed two stories in height. Exhibit "F", attached hereto, contains an illustration of this height requirement. (Exhibit "F" serves as an example of the height requirement only and should not be considered the final architectural rendering of the actual buildings which will be constructed).

3.2 No buildings on the Property shall exceed three stories in height.

3.3 One story buildings are permitted anywhere on the Property.

4. DESIGN STANDARDS

4.1 All walls which exceed 75 feet in length shall include offsets.

4.2 One hundred percent (100%) of the exterior walls on all buildings shall consist of Masonry. Masonry shall mean stone, brick, stucco, or cementous base siding such as "Hardi Plank".

4.3 The minimum standard for roofing materials shall be 25 year laminated architectural dimensional shingles.

4.4 All apartment buildings shall have pitched roofs, with a pitch of no less than 3 / 12.

5. BUILDING SETBACKS:

5.1 Primary Building Setbacks:

5.1.1 Street Yard: Street Yard setbacks shall be 25 feet if no parking is located in the Yard, or 50 feet if parking is located in the Yard.

5.1.2 All Other yards: The setbacks for all other Yards shall be 20 feet.

5.2 Carport Setbacks:

5.2.1 Street yard: Carports shall not be permitted within a Street Yard.

5.2.2 All Other Yards: The carport setbacks for all other Yards shall be 10 feet.

5.3 Phased Developments:

When development is 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.

6. LANDSCAPING:

6.1 Street Yards and Yard Abutting the Western Boundary of the PUD: Landscaping shall be provided in the Street Yard and the Side Yard which fronts the western boundary of the PUD as a buffer from the adjoining tracts. Such buffering may be accomplished by providing landscaping or a combination of landscaping and berming. Landscaping and berming shall meet one of the two following criteria:

6.1.1 Landscaping: The method of calculating the number and size of plant materials shall be based on planting or preserving one large tree (3" or larger caliper), two small trees (1.5" or larger caliper), and six shrubs (one gallon or larger) per every thirty (30) linear feet of street frontage.

6.1.2 Berms and Landscaping: Berms shall be a minimum of three feet high along its total length The berm shall be placed to blend into the natural surroundings of the site. When landscaping is combined with berms the method of calculating the number and size of plant

materials shall be based on planting or preserving one large tree (3" or larger caliper, two small trees (1.5" or larger caliper) and six shrubs (1 gallon or larger) per every forty (40) linear feet of street frontage.

When parking is located in a Street Yard the parking area shall be buffered by berms or landscaping at Owners option.

6.1.3 Site Plan: Although the requirements of 6.1.1 and 6.1.2 must be met, plant materials may be concentrated at various locations to permit the greatest design flexibility when approved as part of a site plan by the City's Development Review Board.

7. 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:

7.1 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 required to ensure a sturdy and durable fence. Street yard fence materials shall wrap around and extend 50 feet along side property lines.

7.2 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 wrought iron or steel set in concrete. The finished side of all perimeter fencing shall face the outside of the development.

7.3 Western Boundary Fence: Owner shall build a fence along the western boundary of the PUD constructed of wood, woodcrete, masonry, or wrought iron.

8. SITE PLAN REQUIRED

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

9. SIGNS

9.1 All Freestanding Signs shall be Monument Signs, as defined by the Code.

9.2 One sign shall be permitted at each entrance to the **Property**. The maximumarea of each sign, defined as the area contained within a polygon

containing the actual lettering and any logo, shall be one hundred square feet.Portions of the structure on which the sign is located, which are not contained within the polygon, are not counted as part of this one hundred feet.

9.3 Internal directional signs, facility identification signs, building identification signs, and regulatory signs are not restricted.

10. VEHICLES IN STREET YARD

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

11. AMENITY PACKAGE

Private recreation amenities shall be provided on the Property, in lieu of parkland dedication.

The Owner shall provide swimming pools and clubhouse facilities in accordance with the following minimum standards:

Swimming Pools:	6 square feet of water surface per dwelling unit
Clubhouse Facilities:	5 square feet of floor area per dwelling unit

It is understood that there may be multiple swimming pools and clubhouse facilities depending upon the number of dwelling units.

Additionally, the Owner shall provide, at his option, one of the following recreational amenities in accordance with the following minimum standards in each development phase:

Exercise Facilities:	1 square foot per dwelling unit
Putting Greens:	1.6 square feet per dwelling unit, with a minimum of 400 square feet
Sports Courts:	4 square feet per dwelling unit, with a minimum of 1200 square feet
Tennis Courts:	24 square feet per dwelling unit, with a minimum of 7200 square feet

12. PARKING STANDARDS

Parking shall be provided as follows:

12.1 Efficiency units shall be allowed 1.0 space per unit.

12.2 One bedroom units shall be allowed 1.5 spaces per unit.

12.3 Two bedroom units shall be allowed 2.0 spaces per unit.

12.4 Three bedroom units shall be allowed 3.0 spaces per unit.

12.5 Additional guest parking spaces shall also be provided in a number equal to five percent (5%) of the number of parking spaces required for the total number of units.

12.5 All parking spaces shall be a minimum of nine feet (9') wide.

EXHIBIT "D"

FIELD NOTES FOR PROPOSED RIGHT-OF-WAY

BEING 3.356 acres of land, situated in the Asa Thomas Survey, Abstract No. 609, in Williamson County, Texas. Said land being a portion of that certain tract of land, called 22.50 acres, as described in a deed to Oscar J. Grossman and wife, Edith Grossman, of record in Volume 2173, Page 117, of the Official Records of Williamson County, Texas, and a portion of that certain tract of land, called 18.94 acres, as conveyed to Billy W. Glenn and wife, Janet Glenn, by deed as recorded in Volume 1375, Page 321, of the Official Records of Williamson County, Texas. Surveyed on the ground in the month of November, 1996, under the supervision of Don H. Bizzell, Registered Professional Land Surveyor, and being more particularly described as follows;

BEGINNING at an iron pin found on the north line of County Road No. 170, marking the Southeast corner of the said 18.94 acre Glenn tract, being the Southwest corner of that certain tract of land, called 0.049 of an acre, as conveyed to Bunny Neyens by deed as recorded in Volume 817, Page 710, of the Deed Records of Williamson County, Texas, being the most easterly corner of that certain tract of land, called 1.092 acres, as conveyed to The County of Williamson by deed as recorded in Volume 1629, Page 891, of the Official Records of Williamson County, Texas, for the Southeast corner hereof;

THENCE, along the said north line of County Road No. 170, being the north line of the said 1.092 acre County of Williamson tract, being the south line of the said 18.94 acre Glenn tract, as follows; N 58° 23' W, 121.63 feet to an iron pin set; N 76° 20' 30" W, 61.53 feet to an iron pin set; S 84° 13' W, 74.06 feet to an set; S 63° 23' 30" W, 59.85 feet to an iron pin set; S 54° 21' 30" W, 192.05 feet to an iron pin set; S 55° 51' 30" W, 136.26 feet to an iron pin set for the most easterly corner of that certain tract of land, called 2.245 acres, as conveyed to The County of Williamson by deed as recorded in Volume 1629, Page 891, of the Official Records of Williamson County, Texas, being the most westerly corner of the said 1.092 acre County of Williamson tract, and continuing along the north line of the said 2.245 acre County of Williamson tract, S 77° 13' W, at 119.23 feet pass an iron pin found marking the Southwest corner of the said 18.94 acre Glenn tract, being on the east line of the above-referenced 22.50 acre Grossman tract, for a total distance of 183.99 feet, in all, to an iron pin found at the beginning of a curve to the left, (Radius = 11,760.10 feet, Long Chord bears S 76° 21' W, 351.44 feet);

Thence, along the said curve for an arc distance of 351.45 feet to an iron pin set;

Thence, S 75° 30' W, 208.11 feet to an iron pin found on the west line of the said 22.50 acre Grossman tract, being the Northwest corner of the said 2.245 acre County of Williamson tract, marking the Southeast corner of that certain tract of land, called 41.10 acres, as conveyed to Dell Computer Holdings, L.P., by deed as recorded in Document #9606843, of the Official Records of Williamson County, Texas, said point being N 5° 34' 30" E, 83.70 feet, more or less, from the Southwest corner of the said 22.50 acre tract, for the Southwest corner hereof;

THENCE, along the said west line of the said 22.50 acre Grossman tract, being the east line of the said 41.10 acre Dell Computer Holdings, L.P. tract, N 5° 34' 30" E, 150.00 feet to a point, for the Northwest corner hereof;

THENCE, N 75° 52' E, at 625.42 feet pass the east line of the said 22.50 acre Grossman tract, being the west line of the said 18.94 acre Glenn tract, for a total distance of 1,313.14 feet, in all, to a point on the east line of the said 18.94 acre Glenn tract, being the west line of the said 0.049 of an acre Neyens tract, for the Northwest corner hereof;

THENCE, S 2° 20' W, 150.00 feet to the Place of BEGINNING and containing 3.356 acres (146,190 Square Feet) of land, of which 2.022 acres (88,080 Square Feet) of land are situated in

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

the said 22.50 acre Grossman tract and 1.334 acres (58,110 Square Feet) of land are situated in the said 18.94 acre Glenn tract.

STATE OF TEXAS {

COUNTY OF WILLIAMSON { KNOW ALL MEN BY THESE PRESENTS:

The undersigned hereby certifies to Catlyn Round Rock, Ltd. and the City of Round Rock that a survey was made on the ground in November, 1996, under my supervision and correctly shows, on the basis of a field transit survey made in accordance with the current accuracy standards of the Texas Surveyor's Association Standards and Specifications for a Category 1A, Condition 3 survey; (i) a fixed a determinable position and location of the herein described land (including the position of the point of beginning) and the boundary lines and dimensions and area of the land indicated hereon; (ii) the location of all improvements and the relation of all such improvements to the property lines of the land; and (iii) the location and dimensions of all alleys, street, roads, drive-ways or other cuts on the curbs along any street upon which the land abuts, rights-of-way, easements and other matters of record of which the undersigned has knowledge or has been advised affecting the land according to the legal description in such easements and other matters (with instrument, book and page number indicated). The undersigned further certifies that (a) except as clearly shown and identified as such, there are no visible easements, rights-of-way, drainage ditches, power lines, set back and/or building lines, roadways, party walls or conflicts which affect the subject property; (b) except as clearly shown and identified as such, there are no visible encroachments on adjoining premises, streets or alleys by any of said buildings, structures, or other improvements and, except as clearly shown and identified as such, there are no visible encroachments on the subject property by buildings, structures or other improvements situated on adjoining premises; (c) ingress to and egress from the subject property is provided by County Road No. 170, the same being paved, a dedicated public right-of-way maintained by Williamson County; (d) all required building set back lines on the subject property are located as shown hereon; and (e) the Survey reflects boundary lines of the herein described land which "close" by engineering calculations.

Don H. Bizzell

Don H. Bizzell
Registered Professional Land Surveyor, No. 2218
State of Texas
1978 S. Austin Avenue
512-863-4521
S & B Project No. 18239

12/12/96
Date

STATE OF TEXAS
DON H. BIZZELL
2218
REGISTERED
PROFESSIONAL
LAND SURVEYOR

Revised: December 12, 1996

File: 18239row.doc

RECORDERS MEMORANDUM
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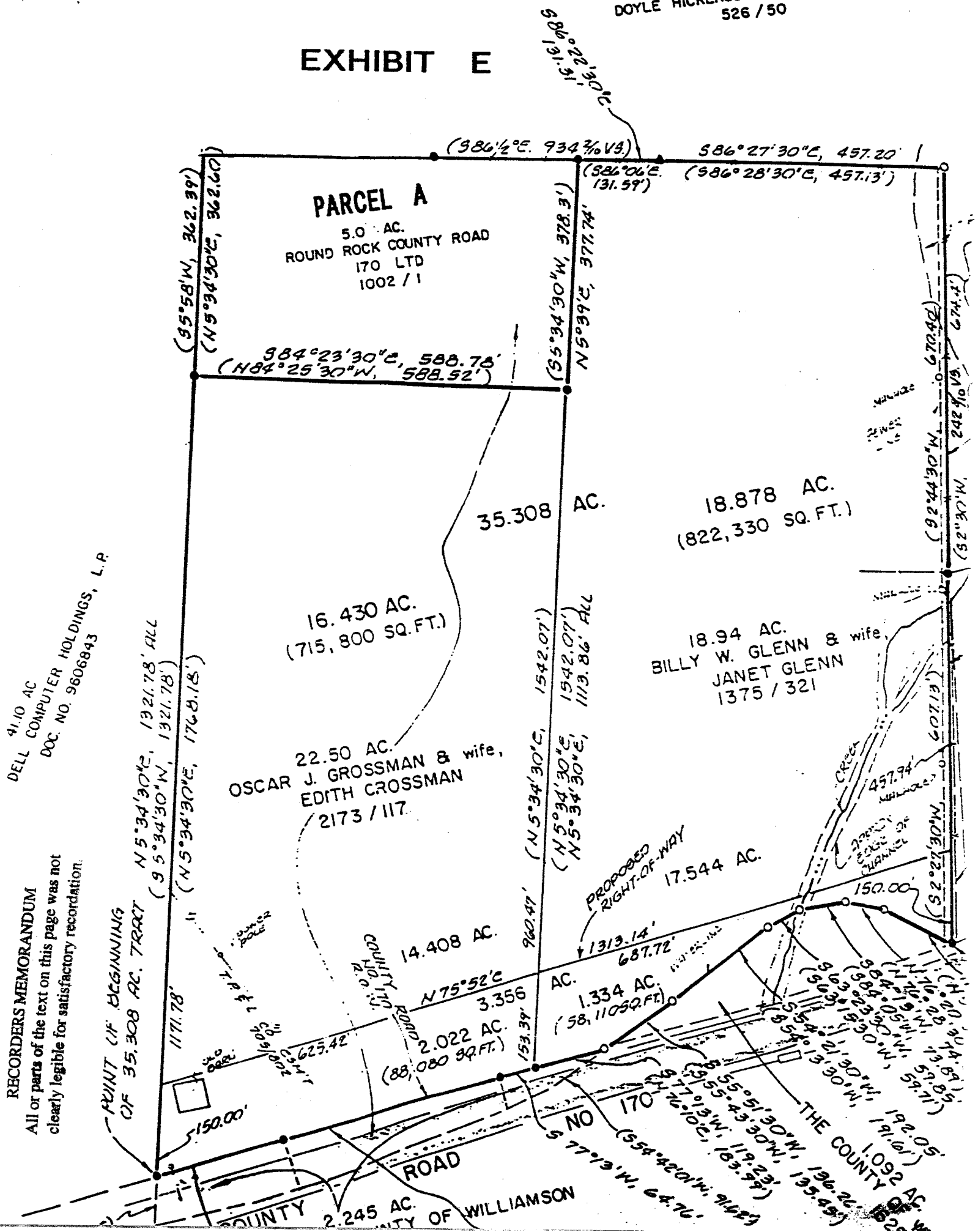
SAVE & EXCEPT TO
DOYLE HICKERSON & wife, EVELYN HICKERSON
526 / 50

EXHIBIT E



RECORDERS MEMORANDUM
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A2

THIS IS AN EXAMPLE ONLY

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

EXHIBIT F

Doc# 9711659
Pages: 24
Date : 03-20-1997
Time : 08:30:41 A.M.
Filed & Recorded in
Official Records
of WILLIAMSON County, TX.
ELAINE BIZZELL
COUNTY CLERK
Rec. $ 55.00

THE STATE OF TEXAS
COUNTY OF WILLIAMSON

This is to certify that this document was FILED and RECORDED in the Official Public Records of Williamson County, Texas on the date and time stamped thereon.

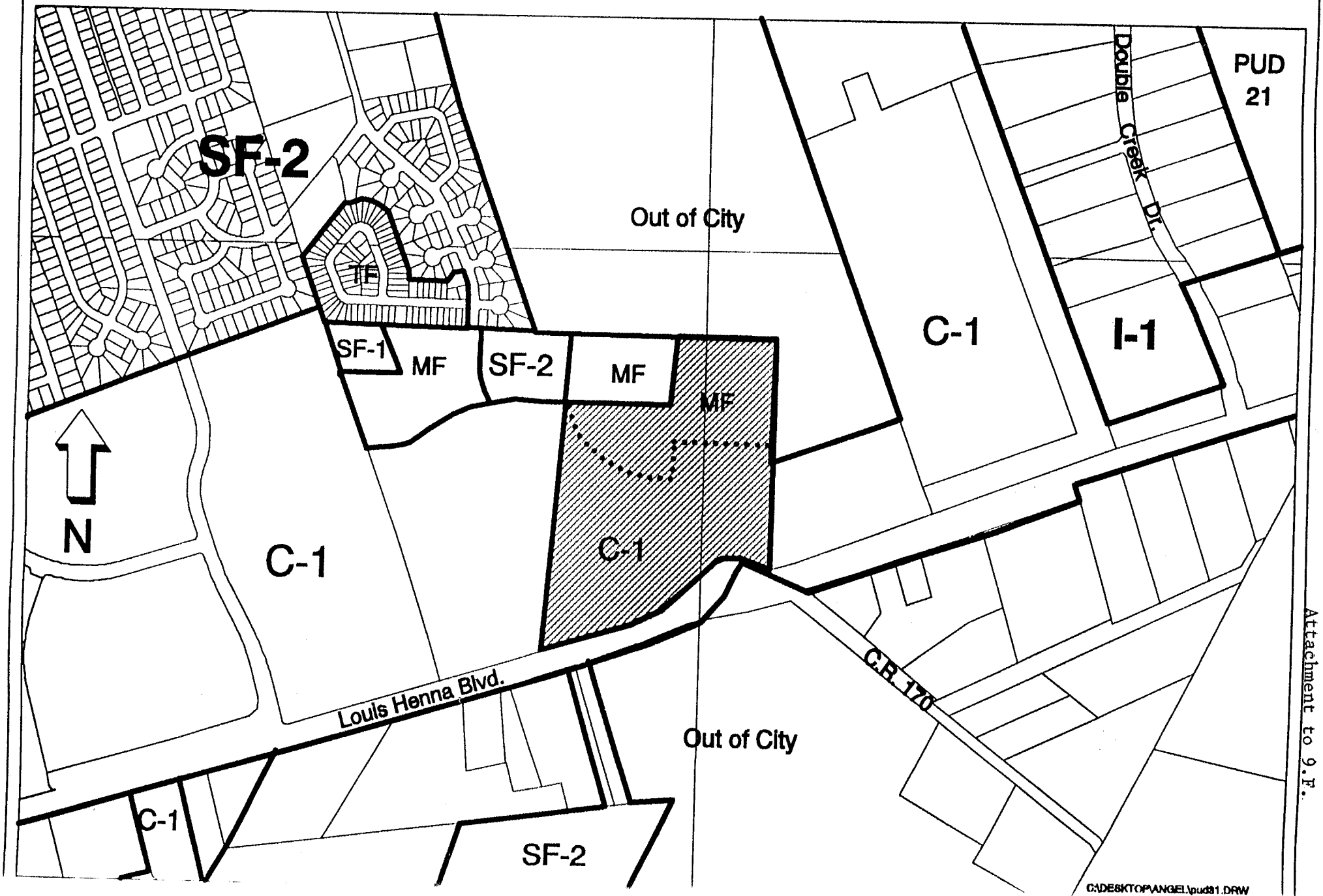
Elaine Bizzell
COUNTY CLERK
WILLIAMSON COUNTY, TEXAS

Please
Return to :

1

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

Glen-Grossman Tract
Rezoning from MF, C1 to PUD 31 (31.182 Ac)



Attachment to 9.F.

3

DOC# 9717065

RIGHT-OF-WAY DEED

THE STATE OF TEXAS §
§
COUNTY OF WILLIAMSON §

WHEREAS, Catlyn Round Rock, Ltd., a Texas limited partnership ("Grantor"), is the owner of the Property (herein so called) comprising Planned Unit Development No. 31 of the City of Round Rock, Texas ("PUD No. 31") created pursuant to Ordinance No. Z-97-02-13-9F of the City of Round Rock, Texas read, passed and adopted on the 13th day of February, 1997 (the "PUD No. 31 Ordinance"); and

WHEREAS, pursuant to the PUD No. 31 Ordinance and the Agreement and Development Plan for PUD No. 31 Grantor is required to dedicate a portion of the Property for use as a right-of-way for Texas State Highway 45 and related facilities and infrastructure.

NOW, THEREFORE, in satisfaction of that obligation, Grantor hereby grants, dedicates and conveys to the City of Round Rock, Texas ("Grantee") that certain land situated in the Asa Thomas Survey, Abstract No. 609, in Williamson County, Texas and more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes (the "Right-of-Way Land") for use as a right-of-way for Texas State Highway 45 and related facilities and infrastructure, subject, however, to the matters set forth on Exhibit "B" attached hereto and incorporated herein by reference for all purposes.

To have and to hold the Right-of-Way Land to Grantee its successors and assigns and Grantor binds itself and its successors and assigns to warrant and forever defend all and singular the Right-of-Way Land to Grantee and Grantee's successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under Grantor but not otherwise.

EXECUTED to be effective the 9th day of April, 1997.

CATLYN ROUND ROCK, LTD., a Texas limited partnership
By: Catlyn Capital Corp., a Texas corporation, General Partner

By: Robert L. Trimble
Robert L. Trimble
Executive Vice President

OFFICIAL RECORDS
WILLIAMSON COUNTY, TEXAS

THE STATE OF TEXAS §
§
COUNTY OF DALLAS §

This instrument was acknowledged before me on the 15th day of April, 1997, by Robert L. Trimble, the Executive Vice President of Catlyn Capital Corp., a Texas corporation, the General Partner of Catlyn Round Rock, Ltd., a Texas limited partnership, on behalf of said partnership.

Joyce Pitkin
Notary Public in and for the State of Texas

JOYCE PITKIN
Notary Public
State of Texas
Commission Expires 10-26-97

Printed Name of Notary

My commission expires: _____

EXHIBIT "A"

FIELD NOTES FOR PROPOSED RIGHT-OF-WAY

BEING 3.356 acres of land, situated in the Asa Thomas Survey, Abstract No. 609, in Williamson County, Texas. Said land being a portion of that certain tract of land, called 22.50 acres, as described in a deed to Oscar J. Grossman and wife, Edith Grossman, of record in Volume 2173, Page 117, of the Official Records of Williamson County, Texas, and a portion of that certain tract of land, called 18.94 acres, as conveyed to Billy W. Glenn and wife, Janet Glenn, by deed as recorded in Volume 1375, Page 321, of the Official Records of Williamson County, Texas. Surveyed on the ground in the month of November, 1996, under the supervision of Don H. Bizzell, Registered Professional Land Surveyor, and being more particularly described as follows;

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(1)

PLEASE RETURN TO:

Charles Crossfield
Brown McCarroll Sheets and Crossfield, L.L.P.
309 East Main
Round Rock, TX 78664

Doc# 9717065
Pages: 3
Date : 04-21-1997
Time : 02:00:19 P.M.
Filed & Recorded in
Official Records
of WILLIAMSON County, TX.
ELAINE BIZZELL
COUNTY CLERK
Rec. $ 13.00

STATE OF TEXAS
COUNTY OF WILLIAMSON

I hereby certify that this document was FILED and RECORDED in the Official Public Records of Williamson County, Texas on the date and time stamped thereon.

COUNTY CLERK
WILLIAMSON COUNTY, TEXAS