THE STATE OF TEXAS *

COUNTY OF WILLIAMSON *

CITY OF ROUND ROCK *

I, CHRISTINE MARTINEZ, Assistant 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 above and foregoing is a true and correct copy of Ordinance No. Z-99-08-12-9B6 which was passed and adopted by the City Council of the City of Round Rock, Texas, at a meeting held on the 12th day of August 1999 as recorded in Book 41 of the City Council minutes of the City of Round Rock on Pages 154-155.

CERTIFIED by my hand and seal of the City of Round Rock, Texas on this 9th day of November 1999.

Christine Martinez

CHRISTINE MARTINEZ
Assistant City Secretary

ORDINANCE NO. Z-99-08-12-9B6

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 139.833 ACRES OF LAND OUT OF THE ASA THOMAS SURVEY, ABSTRACT 609, IN ROUND ROCK, WILLIAMSON COUNTY, TEXAS PLANNED UNIT DEVELOPMENT (PUD) NO. 42.

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. 42, 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 28th day of July, 1999, 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.42, and

WHEREAS, on the 12th day of August, 1999, 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.42 meets the following goals and objectives:

(1) The development in PUD No.42 is equal to or superior to development that would occur under the standard ordinance requirements.

(2) P.U.D. No. 42 is in harmony with the general purposes, goals, objectives and standards of the General Plan.

(3) P.U.D. No. 42 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. 42 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. 42 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. 42, and that the Mayor is hereby authorized and directed to enter into the Agreement and Development Plan for PUD No. 42 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.

C. The City Council hereby finds and declares that written notice of the date, hour, place and subject of the meeting at which this Ordinance was adopted was posted and that such meeting was open to the public as required by law at all times during which this Ordinance and the subject matter hereof were discussed, considered and formally acted upon, all as required by the Open Meetings Act, Chapter 551, Texas Government Code, as amended, and the Act.

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 12th day of August, 1999.

Alternative 2.

READ and APPROVED on first reading this the _____ day of _____, 1999.

READ, APPROVED and ADOPTED on second reading this the _____ day of _____, 1999.

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

ATTEST:

Christine Martinez
~~JOANNE LAND~~, City Secretary
CHRISTINE MARTINEZ, ASST.

AGREEMENT AND DEVELOPMENT PLAN
WARNER RANCH
PLANNED UNIT DEVELOPMENT NO. 42

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 LODGE AT WARNER RANCH, L.P., a Delaware limited partnership (the "Lodge Partnership") and VILLAGES AT WARNER RANCH PUD, LP, a Delaware limited partnership, (the "Villages Partnership") its successors and assigns, having their offices at 5847 San Felipe, Suite 3600, Houston, Texas 77057 (hereafter collectively referred to as the "Owner"). For purposes of this Agreement, the term Owner shall mean the Lodge Partnership and the Villages Partnership, their respective successors and assigns; provided, however, upon sale, transfer or conveyance of portions of the hereinafter described property, the duties and obligations of the Owner, as it relates to the respective property, shall be assumed by the new owner, and the Owner shall have no further liability relating to their respective property.

WHEREAS, the Village Partnership is the owner of certain real property consisting of 120.643 acres, as more particularly described in Exhibit "A-1", attached hereto and made a part hereof (the "Village Tract") and the Lodge Partnership is the owner of certain real property consisting of 19.191 acres, as more particularly described on Exhibit "A-2", attached hereto and made a part hereof (the "Lodge Tract"").

WHEREAS, The Owner has submitted a request to the City to rezone the Village Tract and the Lodge Tract (collectively, the "Property") as a Planned Unit Development (the "PUD").

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, the City has held two public hearings required by law to solicit input from all interested citizens and affected parties; and

WHEREAS, on July 28, 1999, the City's Planning and Zoning Commission recommended approval of the Owner's application for a PUD; and

WHEREAS, the City Council has reviewed the proposed Development Plan and determined that it promotes the health, safety, and general welfare of the citizens of Round Rock and that it complies with the intent of the Planned Unit Development Ordinance of the City; and

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

That all uses and development within the Property shall conform to the Development Plan included 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.14 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

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

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 selling the Property or portions of the Property, together with all development rights and obligations contained in this Agreement and Development Plan, and no consent shall

be required in connection with such sale provided the purchaser assumes Owner's obligations as to such property.

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.

(remainder of page intentionally left blank)

5.3 **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.

5.4 **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 original, 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
Villages at Warner Ranch PUD, LP 5847 San Felipe, Suite 3600 Houston, Texas 77057 Attn: Kathy Binford, Vice President	City of Round Rock, Texas 221 East Main Street Round Rock, Texas 78664 Attn: Director of Planning

5.10 **Effective Date.**

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

5.11 **Appeal of Administrative Decisions.**

Administrative decisions provided for in this Agreement may be appealed to the City Council in writing within 90 days following receipt by the Owner of the written confirmation of the decision.

5.12 **Binding Effect.**

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

5.13 **Sunset Provision**

In the event that this Planned Unit Development is not recorded within four years from the date the Planned Unit Development is approved by the City Council, then the Planned Unit Development shall be automatically voided, and the property described herein shall be zoned Single Family-Residential (SF-1).

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) as amended, City of Round Rock, Texas, hereinafter referred to as "the Code".

2. **PROPERTY**

This Development Plan (hereinafter referred to as "Plan") covers approximately 139 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 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 the uses shown in **Exhibits "C"** and **"D"**, attached hereto and incorporated herein.

6. DEVELOPMENT STANDARDS

The Property shall be developed in accordance with the Development Standards set forth in **Exhibit "D"**, attached hereto and incorporated herein.

7. SIGNS

The Owner shall construct an architectural identification feature at the intersection of Louis Henna Boulevard and the Collector Road as shown on Exhibit "E" (Said Collector Road hereinafter referred to as "Warner Ranch Road"). The feature shall be similar to the design set forth in Exhibit "E", attached hereto. This feature may contain signage with a maximum of 100 square feet in total size for all signage for the purpose of project and area identification. Additional monument signs shall be permitted at other entrances to the development, as specified in Exhibit "D".

Notification Signs

Within ninety (90) days after the recording of the PUD, signs no less than thirty-two (32) square feet in area, shall be located within Parcels 1, 2 and 3, within fifty (50) feet of Warner Ranch Road, notifying the public of the proposed multi-family development.

8. BUILDINGS

Building size, dimension, height and setbacks for all parcels shall be as modified in **Exhibit "D"**, attached hereto, as applicable to each parcel and its designated use.

9. LANDSCAPING AND BUFFERING

Landscaping and buffering shall be as modified in **Exhibit "D"**, attached hereto, as applicable to each parcel and its designated use.

10. UNDERGROUND UTILITY SERVICE

Except where approved in writing by the Director of Public Works, all electrical, telephone and cablevision distribution and service lines, other than overhead lines, which are, three phase or larger, shall be placed underground.

11. DRIVEWAY ACCESS TO LOUIS HENNA BOULEVARD & CO. RD. 170:

11.1 Parcel 7, identified on Exhibit "C", shall be permitted one driveway access to Louis Henna Boulevard. This access shall be located at least two hundred feet (200') from the edge of the right of way of Warner Ranch Road.

11.2 Parcel 6, identified on Exhibit "C", shall be permitted two driveways to access Louis Henna Boulevard. The most westerly access drive shall be located at least two hundred feet (200') from the edge of right of way of Warner Ranch Road. The second driveway shall be located at least two hundred feet (200') east of the first driveway.

11.3 Parcel 6, identified on Exhibit "C", shall be permitted two driveways to access County Road 170. The most northerly access drive shall be located at least three hundred fifty feet (350') south of the current Louis Henna Boulevard right of way. The second access drive shall be located at least two hundred feet (200') from the first access drive.

11.4 Parcel 6, identified on Exhibit "C", shall be permitted two driveways to access Warner Ranch Road. The most northerly access drive shall be located at least three hundred fifty feet (350') from the edge of the existing Louis Henna Boulevard right-of-way. The second driveway shall be located two hundred feet (200') south of the first driveway.

11.5 Parcel 7, identified on Exhibit "C", shall be permitted two driveways to access Warner Ranch Road. The most northerly access drive shall be located three hundred fifty feet (350') from the edge of the existing Louis Henna Boulevard right-of-way. The second access drive shall be located two hundred feet (200') south of the first driveway.

11.6 Parcel 7, identified on Exhibit "C", shall be permitted one driveway onto Jazz Street. This driveway shall be located three hundred fifty feet (350') from the edge of the

existing Louis Henna Boulevard right-of-way. Trucks larger than one ton shall be prohibited from using this driveway.

12. STORMWATER DETENTION AND DRAINAGE

12.1 Regional Detention

12.1.1 Commercial / Industrial Development Parcels:

The Owner shall pay to the City $1,600.00 per acre, to participate in regional detention, for Parcels 4, 5, 6 and 7, as shown on **Exhibit "C"** attached hereto. The payment of these regional detention fees shall be in place of providing on-site detention facilities and shall represent full payment of all detention fees assessable to Parcels 4, 5, 6 and 7. The Regional Detention Fees shall be paid for each development parcel with the application for building permit for each development parcel.

12.1.2 Multifamily Residential Development Parcels:

The Owner shall pay to the City $1200.00 per acre, to participate in regional detention, for Parcels 1, 2 and 3 , as shown on **Exhibit "C"** attached hereto. The payment of these regional detention fees shall be in place of providing on-site detention facilities and shall represent full payment of all detention fees assessable to Parcels 1, 2 and 3. The Regional Detention Fees shall be paid for each development parcel with the application for building permit for each development parcel.

12.1.3 Single-Family Development Parcels:

The Owner shall pay to the City $800.00 per acre, to participate in regional detention, for Parcel 9, as shown on **Exhibit "C"** attached hereto. The payment of these regional detention fees shall be in place of providing on-site detention facilities and shall represent full payment of all detention fees assessable to Parcel 9. These fees shall be pre-paid, when the single family residential plat is recorded, as the Owner's share of joint drainage improvements.

12.1.4 Downstream Conveyance of Storm Water

If downstream conveyance is not sufficient to accommodate undetained storm water the Owner shall provide the required on-site detention and shall not pay the regional detention fees referenced in paragraphs 12.1.1, 12.1.2 and 12.1.3.

13. PHASING

The development of the Property may be phased at the developer's option. The portion of the Warner Ranch Road required to access each development parcel shall be constructed as a part of each parcel, except for parcel three which will require construction of Warner Ranch Road to the southern boundary of the property/parcel.

14. PARKLAND DEDICATION

The parkland dedication requirements for the Property shall be met in full by providing the following:

a. Dedication of Parcel 8 as shown on Exhibit "C" for landscaped buffer easement and parkland. This dedication may be to either the City of Round Rock or a neighborhood homeowners association. This dedication shall be made with recordation of the first multi family residential plat.

b. Construction of one or more clubhouses for Parcels 1, 2 and 3), as shown on **Exhibit "C"**. Clubhouses will contain a minimum of one thousand (1000) square feet per for each one hundred (100) dwelling units constructed. Additional area may be added to each clubhouse, at the Owners option, for the purpose of accommodating leasing offices and other administrative or maintenance uses. The calculation of the required clubhouse area shall not include leasing offices and other administrative or maintenance uses.

c. Construction of one or more swimming pools for Parcels 1, 2 and 3, as shown on **Exhibit "C"**. Pools shall contain a minimum of six (6) square feet of water surface per dwelling unit constructed on each development parcel.

15. HIGHWAY RIGHT OF WAY DEDICATION

The following right of way dedications shall be made by the Owner.

15.1 State Highway 45:

Simultaneously with recordation of the PUD, the Owner shall dedicate to the City of Round Rock, free of all liens, right-of-way adjacent to existing Louis Henna Blvd. sufficient to total four hundred feet (400'). The City Attorney shall prepare the dedication deed and Owner shall provide the survey.

15.2 Arterial "B":

The Owner shall dedicate to the City, free of all liens, thirty-five feet (35') of right-of-way along the portions of the western boundary of existing County Road 170, required for the construction of Arterial B.

This dedication shall be made within ninety (90) days following the City providing the required field notes describing the exact limits of the right of way dedication to the Owner of Parcel 6.

As partial consideration for the dedication of the rights-of-way described herein, in addition to the granting of this PUD, the City shall attempt to convey to Owner any strips of land owned by the City lying between the PUD and Arterial B, as finally constructed. Said conveyance is contingent upon the City Attorney determining that said conveyance is lawful.

16. CHANGES TO AGREEMENT AND DEVELOPMENT PLAN

16.1 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.

16.2 Major Changes

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

17. CONCEPT PLAN APPROVED

Approval of this Agreement constitutes Concept Plan approval under the City Subdivision Ordinance.

18. GENERAL PLAN 2000

This Agreement is in compliance with the Round Rock General Plan 2000, which was adopted on June 10, 1999.

VILLAGES AT WARNER RANCH PUD, LP

By: THC/Southwest Division Limited Partnership,
Its sole general partner
By: Hanover G.P. L.L.C., its sole general partner
By: Kathy K. Binford
Kathy Binford, Vice President

Date: 10-5-99

LODGE AT WARNER RANCH, L.P.
By: THC/ Southwest Division Limited Partnership
By: Hanover G. P., L.L.C.
By: Kathy K. Binford
Kathy K. Binford, Vice President

~~CITY OF~~ ROUND ROCK, TEXAS

By: Robert A. Stluka
ROBERT A. STLUKA

ATTEST:

By: Christine Martinez
~~JOANNE LAND~~, CITY SECRETARY
CHRISTINE MARTINEZ, ASST.

EXHIBIT "A-1"

TRACT I 138.543 ACRES OF LAND

DESCRIPTION

FIELD NOTES FOR 138.543 ACRES OF LAND SITUATED IN THE MEMUCAN HUNT SURVEY, ABSTRACT NO. 314 THE WM. BARKER SURVEY, ABSTRACT NO. 107, WILLIAMSON COUNTY, TEXAS, AND THE WM. BARKER SURVEY, ABSTRACT NO. 109, TRAVIS COUNTY, TEXAS; BEING OUT OF TRACT ONE CALLED 141.27 ACRES CONVEYED BY BILLY WRAY GLENN et al, TO ROUND ROCK INDUSTRIAL PARK IN DEED FILED FOR RECORD FEBRUARY 29, 1984 IN VOLUME 980, PAGE 925, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID TRACT ONE CALLED 141.27 ACRES BEING A PORTION OF THIRD TRACT CALLED 44 ACRES CONVEYED BY HEDDA BLAD et al TO G. W. GLENN IN DEED FILED FOR RECORD DECEMBER 15, 1931 IN VOLUME 260, PAGE 368, DEED RECORDS OF WILLIAMSON COUNTY, TEXAS AND A PORTION OF A CALLED 152.5 ACRE TRACT CONVEYED BY BETTIE E. GLENN TO BILLY WRAY GLENN IN DEED FILED FOR RECORD SEPTEMBER 27, 1966 IN VOLUME 490, PAGE 534, DEED RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 138.543 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a ¾ inch iron rod found at the base of an 18 inch elm tree used for a fence corner post, for the northeast corner of REMINGTON HEIGHTS, PHASE 1, SECTION A, according to the map or plat thereof recorded in Cabinet N, Slide 238-240, Plat Records of Williamson County, Texas, and an ell corner in the west line of the herein described tract, from which a ½ inch iron rod found at the base of said 18 inch elm tree, bears N 35°50' W, a distance of 1.71 feet;

THENCE, along the westerly line of said Tract One called 141.27 acres, and with the north line of said REMINGTON HEIGHTS, PHASE 1, SECTION A and the westerly line of the herein described tract, S 87°39'50" W (called S 87°20'30" W), a distance of 249.69 (249.00) feet to a ½ inch iron rod found for an ell corner in the west line of said Tract One called 141.27 acres, the southeast corner of a called 0.92 acre tract conveyed by Milburn Investments, Inc. to Round Rock Industrial Park in deed filed for record January 2, 1996 in Document No. 9600209 Official Records of Williamson County, Texas, from which a ½ inch iron rod with cap set for the southwest corner of said 0.92 acre tract and the southeast corner of the remainder of Tract Two called 1.64 acres conveyed by Billy Wray Glenn et al, to Round Rock Industrial Park in said deed filed for record February 29, 1984 in Volume 980, Page 925, Official Records of Williamson County, Texas, bears, S 86°50'59" W, a distance of 51.25 feet;

THENCE, with the west line of said Tract One called 141.27 acres, the east line of said 0.92 acre tract and west line of the herein described tract, N 14°09'55" W (called N 14°09' W), a distance of 808.86 (called 808.67) feet to a ½ inch iron rod set in the existing south right of way line of Louis

Henna Boulevard (formerly known as County Road No. 170) (right of way width varies), for the northwest corner of said Tract One called 141.27 acres, the northeast of said 0.92 acre tract and the northwest corner of the herein described tract, from which a ½ inch iron rod found for the northeast corner of the remainder of said Tract Two called 1.64 acres and the northwest corner of said called 0.92 acre tract, bears S 77°44'20" W, a distance of 50.17 feet;

THENCE, with the existing south right of way line of Louis Henna Boulevard (formerly known as County Road No. 170) (right of way width varies), the north line of said Tract One called 141.27 acres and the north line of the herein described tract, N 72°27'52" E (called N 72°27'30" E), a distance of 262.72 feet to a ½ inch iron rod found at the beginning of a non-tangent curve to the right for the west corner of a called 1.616 acre tract, conveyed by Round Rock Industrial Park to Williamson County, Texas in Correction Dedication of Right of Way filed for record March 11, 1988 in Volume 1639, Page 420, Official Records of Williamson County, Texas, for an angle corner in the north line of the herein described tract;

THENCE, over and across said Tract One called 141.27 acres, with the common line of said Louis Henna Boulevard (formerly known as County Road No. 170) (right of way width varies), said called 1.616 acre tract and the herein described tract the following four (4) courses and distances;

1) with said non-tangent curve to the right having a central angle of 02°27'48", a radius of 3260.57 feet, an arc length of 140.19 feet, and a chord bearing and distance of N 81°19'03" E, 140.18 feet to a ½ inch iron rod found at the end of said curve;

2) N 82°25'39" E, a distance of 390.65 feet to a ½ inch iron rod found at the beginning of a curve to the left;

3) with said curve to the left having a central angle of 10°42'47", a radius of 2182.60 feet, an arc length of 408.10 feet, and a chord bearing and distance of N 77°10'25" E, 407.50 feet to a ½ inch iron rod found for at the end of said curve, from which a ½ inch iron rod found, bears N 82°11' E, a distance of 0.13 feet;

4) N 71°22'15" E, a distance of 11.16 feet to a ½ inch iron rod found in the existing southwest right of way line of County Road No. 170 (right of way width varies), the northeast line of said Tract One called 141.27 acres, for the southeast corner of said called 1.616 acre tract and the north corner of the herein described tract, from which a ½ inch iron rod found, bears S 57°50' E, a distance of 0.26 feet;

THENCE, with the existing southwest right of way line of said County Road No. 170 (right of way width varies), the northeast line of said Tract One called 141.27 acres and the northeast line of the herein described tract the following three (3) courses and distances;

1) S 51°43'28" E (called S 51°43'30" E), a distance of 618.37 feet to a ½ inch iron rod found for an angle corner;

2) S 51°57'32" E (called S 51°56'30" E), a distance of 174.59 (called 174.86) feet to a ½ inch iron rod found for an angle corner;

3) S 51°49'18" E (called S 51°50' E), passing a ½ inch iron rod found at a distance

of 176.23 and continuing for a total distance of 261.55 (called 261.69) feet to a ½ inch iron rod found for the northwest corner of a called 5.04 acre tract of land conveyed by Billy Wray Glenn to Tommy Dale Arnold in deed filed for record in Volume 686, Page 241, Deed Records of Williamson County, Texas, for the northeast corner of said Tract One called 141.27 acres and the northeast corner of the herein described tract, from which a concrete monument found in the existing southwest right of way line of said County Road No. 170 (right of way width varies), for the northeast corner of said called 152.5 acre tract, and the approximate northwest of a called 1.52 acre tract conveyed by Fritz Ganzert to Adolf Priem in deed filed for record in Volume 2058, Page 239, Deed Records of Travis County, Texas, bears, S 51°43'33" E, a distance of 1135.93 feet;

THENCE, continuing with the northeast line of said Tract One called 141.27 acres, the northeast line of the herein described tract and the westerly line of said called 5.04 acre tract, the following two (2) courses and distances;

1) S 30°05'30" W (called S 30°03' W), a distance of 438.96 (called 439.00) feet to a ½ inch iron rod found bent and replaced for the southwest corner of said called 5.04 acre tract;

2) S 59°54'30" E (called S 59°57' E), passing a point in the westerly line of a 50 foot wide access road easement (known as Glenn Drive), as described in the following instruments filed for record in; Volume 681, Page 797, Volume 715, Page 929, Volume 686, Page 241, Volume 763, Page 777, Volume 787, Page 776, Volume 912, Page 135, Volume 917, Page 701 and Volume 917, Page 708, Deed Records of Williamson County, Texas at a distance of 524.66 feet and continuing for a total distance of 549.66 (called 549.84) feet to ½ inch iron rod found bent and replaced in the centerline of said 50 foot wide access road easement (known as Glenn Drive), in the westerly line of a called 5.15 acre tract conveyed to L. C. Schwartz, in deed filed for record in Volume 659, Page 405, Deed Records of Williamson County, Texas, for an ell corner in the northeast line of said Tract One called 141.27 acres, an ell corner in the northeast line the herein described tract and for the southeast corner of said called 5.04 acre tract;

THENCE, continuing with the northeast line of said Tract One called 141.27 acres, the northeast line of the herein described tract, the centerline of said 50 foot wide access road easement (known as Glenn Drive), and the northwest line of said 5.15 acre tract, S 30°02'46" W (called S 30°11' W), a distance of 109.36 (called 109.47) feet to ½ inch iron rod found, for an ell corner in the northeast line of said Tract One called 141.27 acres, an ell corner in the northeast line of the herein described tract and the southwest corner of said called 5.15 acre tract;

THENCE, continuing with the northeast line of said Tract One called 141.27 acres, the northeast line of the herein described tract, and the South line of said called 5.15 acre tract, S 59°52'46" E (called S 59°54'30" E), passing ½ inch iron rod found in the easterly line of said 50 foot wide access road easement (known as Glenn Drive) at a distance of 25.01 feet, from said ½ inch iron rod a ½ inch iron rod found, bears, S 04°01' W, a distance of 0.55 feet and continuing for a total distance of 574.66 (called 574.91) feet to a $^{5}/_{8}$ inch iron rod found in the east line of said called 152.5 acre tract, in the west line of said called 1.52 acre, for the east corner of said Tract One

called 141.27 acres, for the east corner of the herein described tract and for the southeast corner of said called 5.15 acre tract, from which said concrete monument found for the northeast corner of said called 152.5 acre tract, bears, N 30°11'39" E, a distance of 236.92 feet and N 29°54'56" E, a distance of 150.02 feet;

THENCE, with the easterly line of said Tract One called 141.27 acres, the easterly line of said called 152.5 acre tract, the westerly line of said called 1.52 acre tract and the easterly line of the herein described tract, S 30°00'21" W (called S 30°02' W), a distance of 386.14 (called 386.20) feet to a $^5/_8$ inch iron rod found for the northeast corner of a called 5.11 acre tract conveyed by Billy Wray Glenn to James Burrows in deed filed for record June 15, 1978 in Volume 715, Page 929, Deed Records of Williamson County, Texas, for an ell corner in the easterly line of said Tract One called 141.27 acres and for an ell corner in the easterly line the herein described tract;

THENCE, continuing with the easterly line of said Tract One called 141.27 acres, the easterly line of the herein described tract and the northerly, westerly and southerly line of said called 5.11 acre tract, the following three courses and distances;

1) N 59°58'53" W (called N 60°00' W), passing a point in the easterly line of said 50 foot wide access road easement (known as Glenn Drive) at a distance of 549.93 feet, and continuing for a total distance of 574.93 (called 574.91) feet to a ½ inch iron rod found bent and replaced in the centerline of said 50 foot wide access road easement (known as Glenn Drive) for the northwest corner of said called 5.11 acre tract and for an ell corner;

2) with the centerline of said 50 foot wide access road easement (known as Glenn Drive), S 30°02'46" W (called S 30°02'30" W), a distance of 386.77 (called 386.84) feet to a ½ inch iron rod found for the southwest corner said called 5.11 acre tract and for an ell corner;

3) S 59°57'49" E (called S 59°59' E), passing a point in the westerly line of said 50 foot wide access road easement (known as Glenn Drive) at a distance of 25.00 feet, and continuing for a total distance of 575.00 (called 574 91) feet, a $^5/_8$ inch iron rod found in the east line of said called 152.5 acre tract, in the west line of a said called 1.52 acre, for the southeast corner of said called 5.11 acre tract and for an ell corner of said Tract One called 141.27 acres and an ell corner of the herein described tract ;

THENCE, continuing with the easterly line of said Tract One called 141.27 acres, the easterly line of said called 152.5 acre tract, the westerly line of said called 1.52 acre tract and the easterly line of the herein described tract, S 29°58'43" W (called S 29°58' W), a distance of 1160.57 (called 1160.54) feet to a ½ inch iron rod found for the northeast corner of a called 5.35 acre tract conveyed by Glenn Drive Ventures to Matt A, Lasater et ux in deed filed for record September 1, 1995 in Document No. 9538506, Official Records of Williamson County, Texas, for the south corner of said Tract One called 141.27 acres and the south corner of the herein described tract;

THENCE, with the southwest line of said Tract One called 141.27 acres, the northerly line of said called 5.35 acre tract, the northerly line of a called 5.19 acre tract conveyed by T. J. Davidson to Iraj Eric Shahavndi et ux, in deed filed for record May 19, 1993 in Volume 2304, Page 345, Official Records of Williamson County, Texas, N 59°56'14" W (called N 59°57'00" W), passing a

½ inch iron rod found in the easterly line of said 50 foot wide access road easement (known as Glenn Drive) at a distance 551.37 feet, passing a point in the centerline of said 50 foot wide road easement, for the northwest corner of said called 5.35 acre tract and the northeast corner of said called 5.19 acre tract at a distance 576.37 feet, and continuing with the centerline of said 50 foot wide road easement for a total distance of 1126.60 (called 1126.51) feet to a $^{3}/_{8}$ inch iron rod found for the northwest corner of said called 5.19 acre tract, for an ell corner in the southwest line of said Tract One called 141.27 acres and for an ell corner in the southwest line of the herein described tract;

THENCE, continuing with the southwest line of said Tract One called 141.27 acres, the west line of said called 5.19 acre tract and the southwest line of the herein described tract and crossing said 50 foot wide road easement, S 30°02'21" W (called S 30°01' W), passing the southwest line of said 50 foot wide road easement at a distance of 25.0 feet and continuing for a total distance of 410.40 (called 410.46) feet to a ½ inch iron rod found in the southerly line of said called 152.5 acre tract, in the northerly line of Tract 2 called 41.702 acres, conveyed by Texas Commercial Bank - Austin National Association to F-Victoria L. P. in deed filed for record September 2, 1992 in Volume 2186, Page 208, Official Records of Williamson County, Texas, for an ell corner in the southwest line of said Tract One called 141.27 acres, for an ell corner in the southwest line of the herein described tract and the southwest corner of said called 5.19 acre tract and;

THENCE, continuing with the southwesterly line of said called 152.5 acre tract, the southwesterly line of said Tract One called 141.27 acres, the northerly line of said Tract 2 called 41.702 acres and the southwesterly line of the herein described tract the following two (2) courses and distances;

1) N 60°28'05" W (called N 60°22'30" W), a distance of 125.63 feet to a ½ inch iron rod found for an angle corner;

2) N 59°47'00" W (bearing basis), passing a ½ inch iron rod found at a distance of 291.35 feet, passing a ½ inch iron rod found at a distance of 1001.05 feet, and continuing for a total distance of 1046.17 (called 1046.10) feet to a ½ inch iron rod set in the easterly line of Breaux Lane (50' right of way width), as dedicated by REMINGTON HEIGHTS PHASE 2, SECTION B, according to the map or plat thereof recorded in Cabinet O, Slide 392-393, Plat Records of Williamson County, Texas, for the southwest corner of said Tract One called 141.27 acres, for the southwest corner of the herein described tract and for the northwest corner of said Tract 2 called 41.702 acres, from which a ½ inch iron rod found for the southeast corner of said REMINGTON HEIGHTS PHASE 2, SECTION B and the northwest corner of the remainder of Tract 12 called 68.794 acres conveyed by Resolution Trust Corporation to Michael W. Ayer in deed filed for record March 18, 1993 in Volume 2271, Page 354, Official Records of Williamson County, Texas and filed for record February 8, 1993 in Volume 11868, Page 121, Real Property Records of Travis County, Texas, bears, S 30°13'50" W, a distance of 168.44 feet;

THENCE, with the easterly line of said REMINGTON HEIGHTS PHASE 2, SECTION B, the easterly line of REMINGTON HEIGHTS PHASE 1, SECTION B, according to the map or plat thereof recorded in Cabinet O, Slide 18-20, Plat Records of Williamson County, Texas, the

easterly line of said REMINGTON HEIGHTS PHASE 1, SECTION A, and the westerly line of the herein described tract and along the west line of said Tract One called 141.27 acres and the west line of said called 152.5 acre tract, N 30°06'04" E (called N 30°02'00" E), passing a ½ inch iron rod found at the northeast corner of said Breaux Lane (50' right of way width) and the southeast corner of Lot 31, Block B of said REMINGTON HEIGHTS PHASE 2, SECTION B, at a distance of 12.36 feet, passing a ½ inch iron rod found for the northeast corner of said REMINGTON HEIGHTS PHASE 2, SECTION B and the southeast corner of said REMINGTON HEIGHTS PHASE 1, SECTION B at a distance of 624.06 feet, passing a ½ inch iron rod found for the northeast corner of said REMINGTON HEIGHTS PHASE 1, SECTION B and the southeast corner of said REMINGTON HEIGHTS PHASE 1, SECTION A at a distance of 1024.06 feet, and continuing for a total distance of 1789.25 (called 1789.74) feet to the POINT OF BEGINNING, containing 138.543 acres of land, more or less, within these metes and bounds

Reference is herein made to map or plat of this 138.543 acre tract accompanying this field note description.

Bearing Reference: The southwest line of Tract One called 141.27 acres conveyed by Billy Wray Glenn et al, to Round Rock Industrial Park in deed filed for record February 29, 1984 in Volume 980, Page 925, Official Records of Williamson County, Texas. (N 59°47'00"W)

I hereby certify that this description was prepared from the results of a survey made on the ground under my supervision.

CUNNINGHAM-ALLEN, INC.

Gregory Schmidt
Registered Professional Land Surveyor No 4437
Date: 9/15/99

STATE OF TEXAS
REGISTERED
GREGORY SCHMIDT
4437
PROFESSIONAL
LAND SURVEYOR

SAVE AND EXCEPT that certain 19.191 acre tract or parcel of land being more particularly described as follows:

DESCRIPTION

FIELD NOTES FOR 19.191 ACRES OF LAND SITUATED IN THE MEMUCAN HUNT SURVEY, ABSTRACT NO. 314, WILLIAMSON COUNTY, TEXAS, BEING OUT OF THOSE CERTAIN TRACT ONE DESCRIBED IN DEED FROM BILLY WRAY GLENN et al. TO ROUND ROCK INDUSTRIAL PARK, RECORDED FEBRUARY 29, 1984 IN VOLUME 980, PAGE 925, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 19.191 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS

BEGINNING at a 1/2 inch iron rod found bent and replaced for the southwest corner of that certain tract of land described in deed from Billy Wray Glenn to Tommy Dale Arnold, recorded in Volume 686, Page 241, Deed Records of Williamson County, Texas, same being an interior ell corner of said Tract One, from which a 1/2 inch iron rod found in the south right of way line of County Road No 170 (right of way width varies), for the easternmost northeast corner of said Tract One and the northwest corner of said Arnold tract, bears N 30°05'30" E a distance of 438.96 feet

THENCE, with a north line of said Tract One, the north line of the herein described tract, and the south line of said Arnold tract, S 59°54'30" E, a distance of 524.66 feet to a 1/2 inch iron rod set for the northeast corner of the herein described tract, in the west line of a 50 foot wide access road easement (also known as Glenn Drive), as described in the following instruments of record: Volume 681, Page 797, Volume 715, Page 929, Volume 686, Page 241, Volume 763, Page 777, Volume 787, Page 776, Volume 912, Page 135, Volume 917, Page 701 and Volume 917, Page 708, Deed Records of Williamson County, Texas, from which a 1/2 inch iron rod found bent and replaced in the centerline of said 50 foot wide access road easement, in the west line of that certain tract described in deed to L. C. Schwartz, recorded in Volume 659, Page 405, Deed Records of Williamson County, Texas, for an exterior ell corner of said Tract One, bears S 59°54'30" E a distance of 25.00 feet;

THENCE, over and across said Tract One, 25 00 feet west of and parallel with the centerline of said 50 foot wide access road easement, and with the east line of the herein described tract, S 30°02'46" W a distance of 670.05 feet to a 1/2 inch iron rod set for the southeast corner of the herein described tract;

THENCE, continuing over and across said Tract One, with the south, west, and north lines of the herein described tract, the following three (3) courses:

1) N 63°50'14" W a distance of 1299 62 feet to a 1/2 inch iron rod set for the southwest corner of the herein described tract;

2) with a curve to the left having a central angle of 39°31'25", a radius of 623 35 feet, an arc length of 430 00 feet, and a chord bearing and distance of N 06°38'35" E 421 52 feet to a ½ inch iron rod set for the northwest corner of the herein described tract,

3) S 81°32'18" E a distance of 1010 24 feet to the POINT OF BEGINNING, containing 19 191 acres of land, more or less, within these metes and bounds.

Bearing Reference: The southwest line of Tract One called 141.27 acres conveyed by Billy Wray Glenn et al. to Round Rock Industrial Park in deed filed for record February 29, 1984 in Volume 980, Page 925, Official Records of Williamson County, Texas. (N 59°47'00"W)

I hereby certify that this description was prepared from the results of a survey made on the ground under my supervision.

CUNNINGHAM-ALLEN, INC.

Gregory Schmidt
Registered Professional Land Surveyor No. 4437
Date: 9/2/99

STATE OF TEXAS
REGISTERED
GREGORY SCHMIDT
4437
PROFESSIONAL
LAND SURVEYOR

DESCRIPTION

FIELD NOTES FOR 0.363 ACRES OF LAND SITUATED IN THE MEMUCAN HUNT SURVEY, ABSTRACT NO. 314, WILLIAMSON COUNTY, TEXAS, BEING OUT OF TRACT TWO CALLED 1.64 ACRES CONVEYED BY BILLY WRAY GLENN et al, TO ROUND ROCK INDUSTRIAL PARK IN DEED FILED FOR RECORD FEBRUARY 29, 1984 IN VOLUME 980, PAGE 925, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 1.64 ACRE TRACT BEING A PORTION OF THIRD TRACT CALLED 44 ACRES CONVEYED BY HEDDA BLAD et al TO G. W. GLENN IN DEED FILED FOR RECORD DECEMBER 15, 1931 IN VOLUME 260, PAGE 368, DEED RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 0.363 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a ½ inch iron rod with cap set in the existing easterly right of way line of Jazz Street (70' right of way width), as dedicated by REMINGTON HEIGHTS, PHASE 1, SECTION A, according to the map or plat thereof recorded in Cabinet N, Slide 238-240, Plat Records of Williamson County, Texas, in the south line of said Tract Two called 1.64 acres, for the southeast corner of a called 1.27 acre tract conveyed by Round Rock Industrial Park to Milburn Investments, Inc., in deed filed for record January 2, 1996 in Document No. 9600204, Official Records of Williamson County, Texas, for the northwest corner of Lot 1, Block A of said REMINGTON HEIGHTS, PHASE 1, SECTION A, and for the southwest corner of the herein described tract, from which a ¾ inch iron rod found in the existing westerly right of way line of said Jazz Street (70' right of way width) and for the northeast corner of Lot 30, Block G, of said REMINGTON HEIGHTS, PHASE 1, SECTION A, bears, S 87°15'42" W, a distance of 71.72 feet;

THENCE, over and across said Tract Two called 1.64 acres, with the existing easterly right of way line of Jazz Street (70' right of way width), the easterly line of said called 1.27 acre tract and the westerly line of the herein described tract, N 14°09'13" W, a distance of 797.30 feet to a ½ inch iron rod set in the existing south right of way line of Louis Henna Boulevard (formerly known as County Road No. 170) (right of way width varies), for the northeast corner of said Jazz Street (70' right of way width), for the northeast corner of said called 1.27 acre tract and for the northwest corner of the herein described tract;

THENCE, with the existing south right of way line of said Louis Henna Boulevard (formerly known as County Road No. 170) (right of way width varies), the north line of said Tract Two called 1.64 acres and the north line of the herein described tract, N 77°51'59" E (called N 77°55' E), a distance of 19.82 feet to a ½ inch iron rod found for the northeast corner of said Tract Two called 1.64 acres, the northwest corner of said called 0.92 acre tract and the northeast corner of the herein described tract, from which a ½ inch iron rod set for the northwest corner of

Tract One called 141.27 acres conveyed by Billy Wray Glenn et al, to Round Rock Industrial Park in deed filed for record February 29, 1984 in Volume 980, Page 925, Official Records of Williamson County, Texas and the northeast corner of said called 0.92 acre tract, bears, N 77°44'20" E, a distance of 50.17 feet;

THENCE, with the east line of said Tract Two called 1.64 acres, the west line of said called 0.92 acre tract and the east line of the herein described tract, S 14°09'13" E (called S 14°09' E), a distance of 800.73 (called 800.70) feet to a ½ inch iron rod with cap set in the north line of said Lot 1, Block A, REMINGTON HEIGHTS, PHASE 1, SECTION A, for the southeast corner of said Tract Two called 1.64 acres, the southwest corner of said called 0.92 acre tract and the southeast corner of the herein described tract, from which a ½ inch iron rod found for an ell corner of said Tract One called 141.27 acres and the southeast corner of said called 0.92 acre tract, bears N 86°50'59" W, a distance of 51.25 feet;

THENCE, with the north line of said Lot 1, Block A, REMINGTON HEIGHTS, PHASE 1, SECTION A, the south line of said Tract Two called 1.64 acres and the south line of the herein described tract, S 87°36'54" W (called S 87°22" W), a distance of 20.23 feet to the POINT OF BEGINNING, containing 0.363 acres of land, more or less, within these metes and bounds

Reference is herein made to map or plat of this 0.363 acre tract accompanying this field note description.

Bearing Reference: The westerly line of Tract One called 141.27 acres conveyed by Billy Wray Glenn et al, to Round Rock Industrial Park in deed filed for record February 29, 1984 in Volume 980, Page 925, Official Records of Williamson County, Texas.

I hereby certify that this description was prepared from the results of a survey made on the ground under my supervision.

CUNNINGHAM-ALLEN, INC.

Gregory Schmidt
Registered Professional Land Surveyor No. 4437
Date: 9/15/99

STATE OF TEXAS
REGISTERED
GREGORY SCHMIDT
4437
PROFESSIONAL
LAND SURVEYOR

DESCRIPTION

FIELD NOTES FOR 0.928 ACRES OF LAND SITUATED IN THE MEMUCAN HUNT SURVEY, ABSTRACT NO. 314, WILLIAMSON COUNTY, TEXAS, BEING ALL OF A CALLED 0.92 ACRE TRACT CONVEYED BY MILBURN INVESTMENTS, INC. TO ROUND ROCK INDUSTRIAL PARK IN DEED FILED FOR RECORD JANUARY 2, 1996 IN DOCUMENT NO. 9600209, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 0.92 ACRES BEING A PORTION OF A CALLED 40.464 ACRE TRACT OF LAND CONVEYED BY MICHAEL W. AYER TO MILBURN INVESTMENTS, INC., IN DEED FILED IN DOCUMENT NO. 9546338, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 40.464 ACRES BEING A PORTION OF TRACT 12 CALLED 68.794 ACRES CONVEYED BY RESOLUTION TRUST CORPORATION TO MICHAEL W. AYER IN DEED FILED FOR RECORD MARCH 18, 1993 IN VOLUME 2271, PAGE 354, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS AND FILED FOR RECORD FEBRUARY 8, 1993 IN VOLUME 11868, PAGE 121, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS; SAID 0.928 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a ½ inch iron rod found in the north line of Lot 2, Block A, REMINGTON HEIGHTS, PHASE 1, SECTION A, according to the map or plat thereof recorded in Cabinet N, Slide 238-240, Plat Records of Williamson County, Texas, for an ell corner of Tract One called 141.27 acres, conveyed by Billy Wray Glenn et al to Round Rock Industrial Park in deed filed for record February 29, 1984 in Volume 980, Page 925, Official Records of Williamson County, Texas, for the southeast corner of said called 0.92 acre tract and the southeast corner of the herein described tract, from which a ¾ inch iron rod found at the base of an 18 inch tree used for a fence corner post, for the northeast corner of said REMINGTON HEIGHTS, PHASE 1, SECTION A and for an ell corner in the west line of said Tract One called 141.27 acres, bears, N87°39'50" E, a distance of 249.69 feet;

THENCE, with the north line of said Lot 2, Block A, the north line of Lot 1, Block A of said REMINGTON HEIGHTS, PHASE 1, SECTION A, S 86°50'59" W (called S 86°48'04" W), a distance of 51.25 (called 51.24) feet to a ½ inch iron rod with cap set for the southeast corner of the remainder of Tract Two called 1.64 acres, conveyed by Billy Wray Glenn et al to Round Rock Industrial Park in deed filed for record February 29, 1984 in Volume 980, Page 925, Official Records of Williamson County, Texas, for the southwest corner of said called 0.92 acre tract and the southwest corner of the herein described tract, from which a ½ inch iron rod with cap set in the south line of said Tract Two called 1.64 acres, in the existing easterly right of way line of Jazz Street (70' right of way width), as dedicated by said REMINGTON HEIGHTS, PHASE 1, SECTION A, for the northwest corner of said Lot 1, Block A and the southeast corner of a called

1.27 acre tract conveyed by Round Rock Industrial Park to Milburn Investments, Inc., in deed filed for record January 2, 1996 in Document No. 9600204, Official Records of Williamson County, Texas, bears S 87°36'54" W, a distance of 20.23 feet;

THENCE, with the east line of said Tract Two called 1.64 acres, the west line of said called 0.92 acre tract and the west line of the herein described tract, N 14°09'13" W (called N 14°12'08" W), a distance of 800.73 (called 800.61) feet to a ½ inch iron rod found in the existing south right of way line of Louis Henna Boulevard (formerly known as County Road No. 170) (right of way width varies), for the northeast corner of said Tract Two called 1.64 acres, the northwest corner of said called 0.92 acre tract and the northwest corner of the herein described tract, from which a ½ inch iron rod set for the northeast corner of said Jazz Street (70' right of way width), for the northeast corner of said called 1.27 acre tract, bears, S 77°51'59" W, a distance of 19.82 feet;

THENCE, with the existing south right of way line of said Louis Henna Boulevard (formerly known as County Road No. 170) (right of way width varies), the north line of said called 0.92 acre tract and the north line of the herein described tract, N 77°44'20" E (called N 77°41'25" E), a distance of 50.17 (called 50.16) feet a ½ inch iron rod set for the northeast corner of said called 0.92 acre tract, for the northwest corner of said Tract One called 141.27 acres and for the northeast corner of the herein described tract, from which a ½ inch iron rod found at the west corner of a called 1.616 acre tract, conveyed by Round Rock Industrial Park to Williamson County, Texas in a Correction Dedication of Right of Way filed for record March 11, 1988 in Volume 1639, Page 420, Official Records of Williamson County, Texas, bears, N 72°27'52" E, a distance of 262.72 feet;

THENCE, with the west line of said Tract One called 141.27 acres, the east line of said 0.92 acre tract and east line of the herein described tract, S 14°09'55" E (called S 14°09'00" E), a distance of 808.86 (called 808.67) feet to the POINT OF BEGINNING, containing 0.928 acres of land, more or less, within these metes and bounds

Reference is herein made to map or plat of this 0.928 acre tract accompanying this field note description.

Bearing Reference: The southwest line of Tract One called 141.27 acres conveyed by Billy Wray Glenn et al, to Round Rock Industrial Park in deed filed for record February 29, 1984 in Volume 980, Page 925, Official Records of Williamson County, Texas. (N 59°47'00"W)

I hereby certify that this description was prepared from the results of a survey made on the ground under my supervision.

CUNNINGHAM-ALLEN, INC.

Gregory Schmidt
Registered Professional Land Surveyor No. 4437
Date: 7/15/99

STATE OF TEXAS
REGISTERED
GREGORY SCHMIDT
4437
PROFESSIONAL
LAND SURVEYOR

CAI-239-0210.02

EXHIBIT A-1

TRACT 1.doc

EXHIBIT " A-2 "

DESCRIPTION

FIELD NOTES FOR 19.191 ACRES OF LAND SITUATED IN THE MEMUCAN HUNT SURVEY, ABSTRACT NO. 314, WILLIAMSON COUNTY, TEXAS, BEING OUT OF THOSE CERTAIN TRACT ONE DESCRIBED IN DEED FROM BILLY WRAY GLENN et al, TO ROUND ROCK INDUSTRIAL PARK, RECORDED FEBRUARY 29, 1984 IN VOLUME 980, PAGE 925, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 19.191 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2 inch iron rod found bent and replaced for the southwest corner of that certain tract of land described in deed from Billy Wray Glenn to Tommy Dale Arnold, recorded in Volume 686, Page 241, Deed Records of Williamson County, Texas, same being an interior ell corner of said Tract One, from which a 1/2 inch iron rod found in the south right of way line of County Road No. 170 (right of way width varies), for the easternmost northeast corner of said Tract One and the northwest corner of said Arnold tract, bears N 30°05'30" E a distance of 438.96 feet

THENCE, with a north line of said Tract One, the north line of the herein described tract, and the south line of said Arnold tract, S 59°54'30" E, a distance of 524.66 feet to a 1/2 inch iron rod set for the northeast corner of the herein described tract, in the west line of a 50 foot wide access road easement (also known as Glenn Drive), as described in the following instruments of record: Volume 681, Page 797, Volume 715, Page 929, Volume 686, Page 241, Volume 763, Page 777, Volume 787, Page 776, Volume 912, Page 135, Volume 917, Page 701 and Volume 917, Page 708, Deed Records of Williamson County, Texas, from which a 1/2 inch iron rod found bent and replaced in the centerline of said 50 foot wide access road easement, in the west line of that certain tract described in deed to L. C. Schwartz, recorded in Volume 659, Page 405, Deed Records of Williamson County, Texas, for an exterior ell corner of said Tract One, bears S 59°54'30" E a distance of 25.00 feet;

THENCE, over and across said Tract One, 25.00 feet west of and parallel with the centerline of said 50 foot wide access road easement, and with the east line of the herein described tract, S 30°02'46" W a distance of 670.05 feet to a 1/2 inch iron rod set for the southeast corner of the herein described tract;

THENCE, continuing over and across said Tract One, with the south, west, and north lines of the herein described tract, the following three (3) courses:

1) N 63°50'14" W a distance of 1299.62 feet to a 1/2 inch iron rod set for the southwest corner of the herein described tract;

2) with a curve to the left having a central angle of 39°31'25", a radius of 623 35 feet, an arc length of 430.00 feet, and a chord bearing and distance of N 06°38'35" E 421 52 feet to a ½ inch iron rod set for the northwest corner of the herein described tract;

3) S 81°32'18" E a distance of 1010.24 feet to the POINT OF BEGINNING, containing 19 191 acres of land, more or less, within these metes and bounds.

Bearing Reference: The southwest line of Tract One called 141.27 acres conveyed by Billy Wray Glenn et al, to Round Rock Industrial Park in deed filed for record February 29, 1984 in Volume 980, Page 925, Official Records of Williamson County, Texas. (N 59°47'00"W)

I hereby certify that this description was prepared from the results of a survey made on the ground under my supervision.

CUNNINGHAM-ALLEN, INC.

Gregory Schmidt
Registered Professional Land Surveyor No. 4437
Date: 9/2/99

STATE OF TEXAS
REGISTERED
GREGORY SCHMIDT
4437
PROFESSIONAL
LAND SURVEYOR

EXHIBIT " 3 "

LIENHOLDER'S CONSENT

THE STATE OF TEXAS §
§
COUNTY OF WILLIAMSON §

That Mellon Bank, N.A., acting herein by and through its duly authorized officers, being the holder of a lien as evidenced by Deed of Trust and Security Agreement recorded in ~~Volume~~ Document No. ~~Page~~ 199965666 of the Official Records of Williamson County, Texas, covering 19.191 acres of land situated in Round Rock, Williamson County, Texas, being more particularly described therein, does hereby consent to the Agreement and Development Plan of Warner Ranch Planned Unit Development No. 42, and does further hereby join, approve and consent to all provisions shown therein.

MELLON BANK, N.A.

By: James G. McDunn
Name: James G. McDunn
Title: Vice President

~~ATTEST~~:

~~By:~~ _____
~~Name:~~ _____
~~Title:~~ _____

COMMONWEALTH OF PENNSYLVANIA §
§
COUNTY OF ALLEGHENY §

This instrument was acknowledged before me on the 27th day of September, 1999 by JAMES G. McDUNN, VICE PRESIDENT of Mellon Bank, N.A., a national banking association, on behalf of said association.

Christine Shostek
Notary Public, Commonwealth of Pennsylvania
Printed Name of Notary:
CHRISTINE SHOSTEK
Commission Expires: 4-17-03

Notarial Seal
Christine Shostek, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Apr. 17, 2003
Member, Pennsylvania Association of Notaries

Z:\legal\warner ranch\lienholder consent

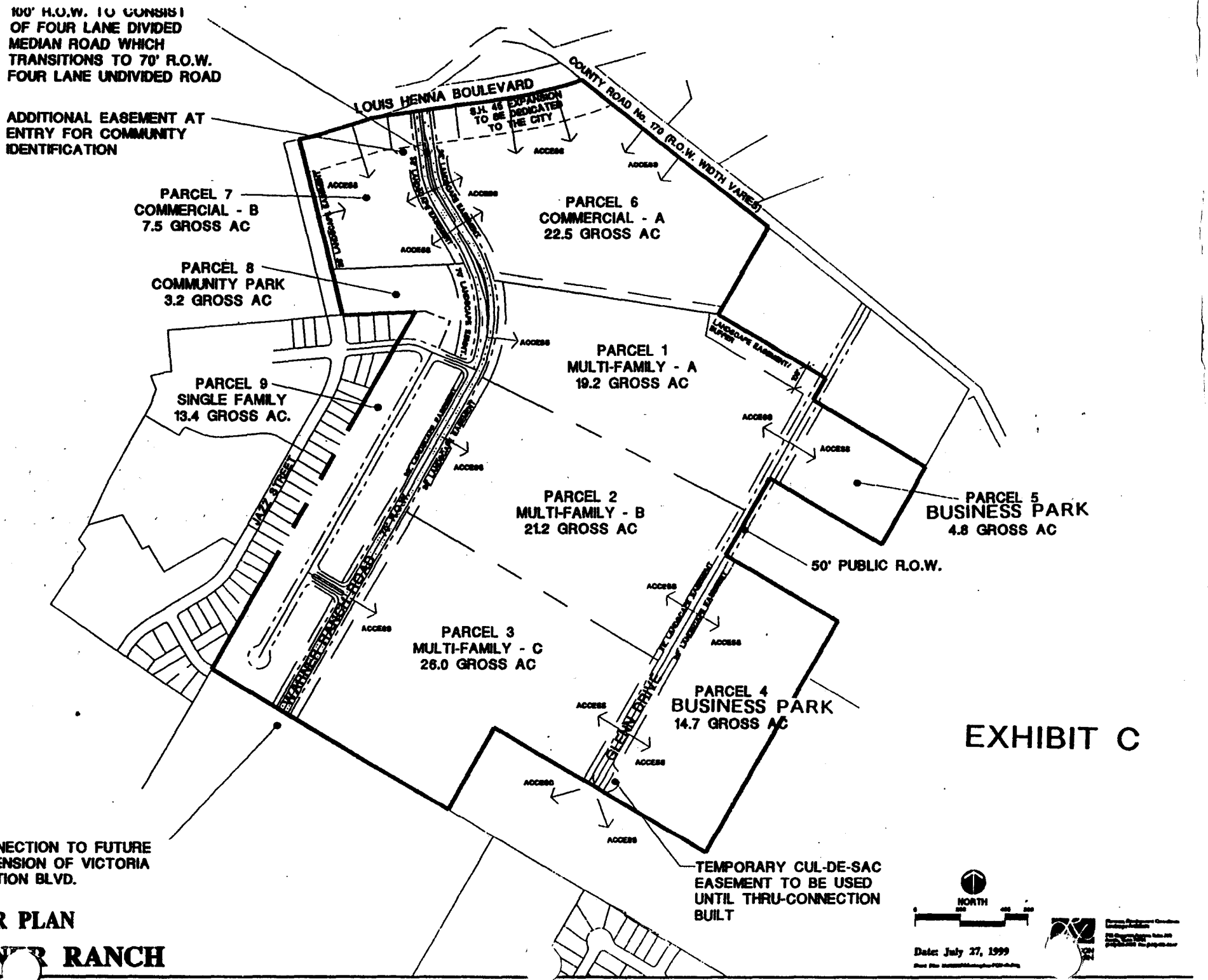


EXHIBIT C

MASTER PLAN

WARNER RANCH

THE HANOVER COMPANY

EXHIBIT "D"

DEVELOPMENT STANDARDS

DEVELOPMENT PARCELS "1, 2 and 3"

MULTI-FAMILY DEVELOPMENT PARCELS

The following Development Standards shall apply to all development on portions of the Property which are identified as Development Parcels "1, 2 and 3" on the Master Plan attached hereto as Exhibit "C".

1. PERMITTED USES:

The following principal uses are permitted:

A maximum density of twenty (20) Multi-family residential dwelling units per acre, together with accompanying recreational amenities, shall be permitted on Parcels 1, 2 and 3.

The requirements of this Development Agreement replace 11.320 (3), (q) and (r) of the Code.

2. HEIGHT:

No building on the property shall exceed three (3) stories in height or fifty feet (50'), measured from the finished slab elevation to the peak of the roof, except as otherwise specified herein.

The requirements of this Development Agreement replace 11.310 (4), (b), (iii) and (iv) of the Code.

3. DESIGN STANDARDS:

3.1 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 (breezeways and patio or balcony insets are not included in this calculation).

3.2 Roofing Materials:

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

3.3 Building Elevations:

Any wall in excess of seventy-five (75') feet in length shall include off sets, to preclude a box design.

3.4 Building Height Variation:

Multi-family buildings located within 100 feet of Warner Ranch Ranch shall be one (1) story, two (2) story or three story / two story split buildings.

3.5 Special Design Features:

All buildings, other than garages, shall contain a minimum 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.

3.5.1 Bow window.
3.5.2 Bay window.
3.5.3 Arched window.
3.5.4 Gable window.
3.5.5 Oval or round windows.
3.5.6 Shutters.
3.5.7 Arched entry, balcony or breezeway entrance.
3.5.8 Stone or brick accent wall.
3.5.9 Decorative stone or brick band.
3.5.10 Decorative tile.
3.5.11 Veranda, terrace, porch or balcony.
3.5.12 Projected wall or dormer.
3.5.13 Variation of roof lines on the building.
3.5.14 Decorative caps on chimneys.
3.5.15 Gable, gambrel, mansard and hip roof design, or as approved by the Director of Planning & Community Development.

4. BUILDING SETBACKS:

4.1 Primary Building Setbacks:

4.1.1 Minimum building setbacks from the Warner Ranch Road shall be thirty-five (35') feet.

4.1.2 Minimum building setbacks from any other public streets shall be twenty-five (25') feet.

4.1.3 Minimum building setbacks from all internal property lines shall be twenty (20') feet.

4.2 Carports and garages:

4.2.1 Street Yard setbacks: Carports and garages shall not be permitted within the landscape easements identified on Exhibit "C".

4.2.2 All other yard set backs: Carport and garage setbacks for all other yards shall be ten (10') feet.

4.2.3 A minimum of eighteen percent (18%) of the dwelling units shall be provided with covered parking in the form of an attached garage, a detached garage, or a carport.

5. PHASED DEVELOPMENT:

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.

The exact area and configuration of Parcels 1, 2 and 3 may vary from those identified in Exhibit "C" but the total area and the configuration of the Parcels 1, 2 and 3 combined shall be as identified on Exhibit "C", but shall not exceed a combined total of 65.91 acres, and shall be no more than three parcels.

6. SERVICE AREAS:

6.1 Trash Storage

Refuse storage enclosures are required for all developments. Enclosures must be of sufficient height to completely screen all refuse containers and must be provided with gates, so as to provide screening of views from adjacent lots and public rights-of-way. All enclosures must be constructed of permanent materials (concrete, masonry, wood,

steel, etc., but not chain link). Refuse storage areas must be designed to contain all refuse generated on-site between collections.

6.2 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.

6.3 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.

7. LANDSCAPING:

7.1 Landscape Easement:

7.1.1 Easement adjacent to public streets: A thirty-five foot (35') wide landscape easement shall be provided adjacent Warner Ranch Road. All areas located within these Landscape Easements shall be used solely for the purpose of landscaping, except for sidewalks, driveways, lighting, monument signs, irrigation, entry features, underground utilities, meters, utility structures and equipment required to provide utilities to the Property. This shall be credited against the street yard landscaping requirement of the Code.

7.2 Boulevard Trees:

Boulevard trees shall be planted within the landscape easement adjacent to all public streets. Boulevard trees shall be planted thirty feet (30') apart. Boulevard trees shall have a minimum caliper size of 2.5-inches and be selected from one of the following species; Live Oak, Bur Oak, Shumard Oak, Cedar Elm, Pecan, Chinkapin Oak or Bradford Pear.

Boulevard trees shall be planted prior to the issuance of a Certificate of Occupancy for each development parcel.

7.3 Open Space:

All areas of a development parcel for which a Certificate of Occupancy has been issued, and which do not contain buildings, structures, parking lots, sidewalks, fountains, site furniture or other improvements, including, but not limited to, front, side and rear building set back areas, and all areas between the curb line and the property line, must be planted, landscaped, and maintained in good condition. The landscape planting must provide for easy maintenance. Utility easements will be landscaped consistent with other landscape areas where allowed by the respective utility company.

7.4 Rights of Way:

Owner shall be responsible for landscaping and irrigating areas within all rights-of-way, pursuant to a license agreement with the City.

7.5 Grass:

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

7.6 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.

8. UTILITY LINES:

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

9. 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:

9.1 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.

9.2 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.

10. 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.

11. SIGNS:

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

12. VEHICLES IN STREET YARDS:

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

13. PARKING STANDARDS:

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

Parking spaces for each one bedroom dwelling unit.	1.5 spaces
Parking spaces for each two bedroom dwelling unit.	2.0 spaces
Parking spaces for each three bedroom dwelling unit.	3.0 spaces

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

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

No tandem parking shall be permitted.

DEVELOPMENT PARCELS "4" and "5":

Development Parcels "4" and "5", as generally identified on Exhibit "C", shall be developed in accordance with the following development standards.

The Following Development Standards shall apply to all development on portions of the Property, which are identified as Development Parcels "4 and 5" on the Master Plan attached hereto as Exhibit "C".

1. PERMITTED USES:

The following principal uses are permitted:

Business Park uses, which is herein defined as a use intended to accomodate, in a park-like setting, a limited group of office, office-warehouse, research & development, technical schools, light manufacturing & assembly conducted wholly within a building, the sale of goods produced or assembled on site, and limited commercial support services, such as daycare centers and health clubs.

2. PROHIBITED USES:

The following uses are prohibited: cell telephone towers or other towers in excess of thirty (30') feet, mini-warehouses, flea markets, sexually oriented businesses, portable buildings sales except as incidental to other retail sales, amusement parks or carnivals, wholesale nurseries, recreational vehicle parks, outdoor shooting ranges, pawn shops, heavy equipment sales, kennels (but not prohibiting pet shops and veterinary clinics with overnight facilities), vehicle sales, auto body and paint shops and truck stops.

3. ACCESS

Access to Development Parcels 4 and 5 shall be from a thirty-foot (30') wide public street to be constructed within a fifty-foot (50') right of way. Parking on this street shall be prohibited.

4. PROHIBITED BUILDING MATERIALS:

The following materials are prohibited on the exterior walls of all buildings and structures (this section does not apply to roofs):

Sheet metal, corrugated metal, and unfinished Aluminum
Asbestos
Galvanized Steel
Mirrored Glass (reflectivity of 20% or more)

5. SERVICE & LOADING AREAS:

5.1 Screening Required:

No dock high loading area is permitted unless such area is visually screened from public streets.

5.2 Delivery Vehicles:

All delivery and utility vehicles stored on-site must be inside a closed building or within a screened portion of the site.

5.3 Service Areas:

Service areas will be screened from all public streets. Methods of screening include walled entrances, evergreen landscaping, and depressed service areas. Screening walls must be constructed of the same materials as the main building.

5.4 Loading areas:

All loading and service areas must be clearly signed. Loading spaces must be clearly denoted on the pavement and designed so as not to prohibit on-site vehicular circulation when occupied. Loading spaces will be located directly in front of a loading door. Loading areas must be designed to accommodate backing and maneuvering on-site, not from a public street. Regardless of orientation, loading doors may not be located closer that fifty feet (50') from a public or private right-of-way.

5.5 Trash Storage

Refuse storage enclosures are required for all buildings. Enclosures must be of sufficient height to completely screen all refuse containers, so as to provide screening of views from public streets. All enclosures must be constructed of permanent materials (concrete, masonry, wood, etc.) which are compatible with the building it serves. Refuse storage areas must be designed to contain all refuse generated on-site between collections.

5.6 Street Level Mechanical Equipment:

All ground-mounted service equipment (e.g., air conditioners, transformers, trash collection equipment) related to each building will be consolidated in an enclosed service area. Landscaping will be used to soften the visual appearance of the walls enclosing the service area. Service areas must be paved, curbed, and internally drained.

5.7 Roof Mounted Mechanical Equipment:

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

6. LANDSCAPING:

6.1 Landscape easement adjacent to public streets:

A twenty-five foot (25') wide landscape easement shall be provided adjacent to the public roadway generally identified on Exhibit "C". All areas located within these Landscape Easements shall be used solely for the purpose of landscaping, except for sidewalks, driveways, lighting, monument signs, irrigation, entry features, underground utilities, meters, utility structures and equipment required to provide utilities to the Property. This shall be credited against the street yard landscape requirements in the Code.

6.2 Boulevard Trees:

Boulevard trees shall be planted within the landscape easement adjacent to the street. Boulevard trees shall be planted thirty feet (30') apart. Boulevard trees shall have a minimum caliper size of 2.5-inches and be selected from one of the following species; Live Oak, Bur Oak, Shumard Oak, Cedar Elm, Bradford Pear, Pecan or Chinkapin Oak.

Boulevard trees shall be planted prior to the issuance of a Certificate of Occupancy for each development parcel.

6.3 Open Space:

All parcels for which a building permit and a Certificate of Occupancy have been issued and which do not contain buildings, structures, parking lots, sidewalks, fountains, site furniture or other improvements, including, but not limited to, front, side and rear building set back areas, and all areas between the curb line and the property line, must be planted, landscaped, and maintained in good condition. The landscape planting must provide for easy maintenance. Utility easements will be landscaped consistent with other landscape areas where allowed by the respective utility company.

6.4 Rights of Way:

Areas within the road right-of-way must be landscaped only in accordance with a license agreement with the City.

6.5 Grass:

All landscaped areas not in groundcover or shrub beds will be sodded. Overseeding in fall with cool season native grasses is allowed.

6.6 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.

7. UTILITY LINES:

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

8. DESIGN STANDARDS:

8.1 Height:

The maximum height of buildings, including towers, on the property shall be two (2) stories or thirty feet (30').

8.2 Building Setbacks:

8.1.1 Minimum building setbacks from public streets shall be twenty five feet (25').

8.1.2 Minimum building setbacks from all internal property lines shall be twenty feet (20').

8.3 Phased Development:

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.

9.0 PARKING LOT LIGHTING

All fixtures shall be shielded or hooded so that light is directed downward to minimize execessive glare and sky glow pollution. Light Standards shall be metal poles.

DEVELOPMENT PARCELS "6 and 7"

COMMERCIAL DEVELOPMENT PARCELS

The Following Development Standards shall apply to all development on portions of the Property, which are identified as Development Parcels "6 and 7" on the Master Plan attached hereto as Exhibit "C".

1. PERMITTED USES:

The following principal uses are permitted:

All C-1 General Commercial uses identified in the City of Round Rock Zoning Ordinance except for uses listed in Paragraph 2, below.

2. PROHIBITED USES:

The following uses are prohibited on the property: cell towers and other towers over thirty (30') feet in height, mini-warehouses, flea markets, sexually oriented businesses, portable buildings sales except as incidental to other retail sales, amusement parks or carnivals, wholesale nurseries, recreational vehicle parks, outdoor shooting ranges, pawn shops, heavy equipment sales, kennels (but not prohibiting pet shops and veterinary clinics with overnight facilities), vehicle sales, auto body and paint shops and truck stops.

3. OUTDOOR SALES & DISPLAYS

Outdoor sales and displays are permitted in conjunction with the use of a building only in areas designated on the site plan filed with the City for such building. Outdoor sales and displays are further limited to outdoor cafes and outdoor dining areas that: (i) are located and operated as an integral part of the principal use, and (ii) do not comprise a separate business use or a separate business activity. Parking requirements contained in the Code will apply to all outdoor cafes and dining areas in the same manner that such requirements apply to enclosed buildings.

4. PROHIBITED BUILDING MATERIALS:

The following materials are prohibited on the exterior walls of all buildings and structures (this section does not apply to roofs):

Sheet metal, corrugated metal, and unfinished Aluminum
Asbestos

Galvanized Steel
Mirrored Glass (reflectivity of 20% or more)

5. SERVICE & LOADING AREAS:

5.1 Screening Required:

No dock high loading area is permitted unless such area is visually screened from public view.

5.2 Delivery Vehicles:

All delivery and utility vehicles stored on-site must be inside a closed building or within a screened portion of the site.

5.3 Service Areas:

Service areas will be screened from adjacent tracts and all public rights-of–way. Methods of screening include walled entrances, evergreen landscaping, and depressed service areas.

5.4 Loading areas:

All loading and service areas must be clearly signed. Loading spaces must be clearly denoted on the pavement and designed so as not to prohibit on-site vehicular circulation when occupied. Loading spaces will be located directly in front of a loading door. Loading areas must be designed to accommodate backing and maneuvering on-site, not from a public street. Regardless of orientation, loading doors may not be located closer than fifty feet (50') from a public or private right-of-way.

5.5 Trash Storage

Refuse storage enclosures are required for all buildings. Enclosures must be of sufficient height to completely screen all refuse containers, so as to provide screening of views from adjacent lots and public rights-of-way. All enclosures must be constructed of permanent materials (concrete, masonry, wood, etc.) which are compatible with the building it serves. Refuse storage areas must be designed to contain all refuse generated on-site between collections.

5.6 Street Level Mechanical Equipment:

All ground-mounted service equipment (e.g., air conditioners, transformers, trash collection equipment) related to each building will be consolidated in an enclosed service area.

Landscaping will be used to soften the visual appearance of the walls enclosing the service area. Service areas must be paved, curbed, and internally drained.

5.7 Roof Mounted Mechanical Equipment:

All roof mounted mechanical elements must be screened from view from the public right-of-way and Development Parcels 1, 2 and 3. Screening must be compatible with the building design.

6. LANDSCAPING:

6.1 Landscape Easement:

6.1.1 Easement adjacent to public streets: A thirty-five foot (35') wide landscape easement shall be provided adjacent to Warner Ranch Road as generally identified on Exhibit "C". All areas located within these Landscape Easements shall be used solely for the purpose of landscaping, except for sidewalks, driveways, lighting, monument signs, irrigation, entry features, underground utilities, meters, utility structures and equipment required to provide utilities to the Property. This will be credited against Street Yard Landscape requirements.

6.1.2 Easement adjacent to Louis Henna Boulevard: The one hundred fifty foot (150') right of way dedication for State Highway 45 shall permit a landscape and irrigation easement which would allow the Owner the right, but not the obligation, to landscape and maintain landscaping within the dedicated right of way, until such time as the property is actually required for highway construction. A license agreement covering the terms of the easement shall be required prior to the Owner landscaping any portion of the right of way. This easement shall be provided at no cost to the Owner.

6.1.3 Easement adjacent to Jazz Street: A twenty-five foot (25') landscape easement shall be provided adjacent to Jazz Street as generally identified on Exhibit "C", attached hereto. All areas located within these Landscape Easements shall be used solely for the purpose of landscaping, except for sidewalks, driveways, lighting, monument signs, irrigation, entry features, underground utilities, meters, utility structures and equipment required to provide utilities to the Property. This will be credited against Street Yard Landscape requirements.

6.2 Boulevard Trees:

Boulevard trees shall be planted within the landscape easement adjacent toWarner Ranch Road. The boulevard trees shall be planted prior to the issuance of a Certificate of Occupancy for the first multi-family building on development parcels 1, 2 or 3. This requirement includes Boulevard trees along the entire Warner Ranch Road frontage of the development parcel for which the Certificate of Occupancy is issued. If development parcels

6 or 7 are developed prior to development parcels 1, 2 or 3, the required Boulevard Trees adjacent to that development parcel shall be constructed as part of that development.

Boulevard trees shall be planted thirty feet (30') apart. Boulevard trees shall have a minimum caliper size of 2.5-inches and be selected from one of the following species; Live Oak, Bur Oak, Shumard Oak, Cedar Elm, Bradford Pear, Pecan or Chinkapin Oak.

6.3 Open Space:

All parcels for which a building permit and a Certificate of Occupancy have been issued and which do not contain buildings, structures, parking lots, sidewalks, fountains, site furniture or other improvements, including, but not limited to, front, side and rear building set back areas, and all areas between the curb line and the property line, must be planted, landscaped, and maintained in good condition. The landscape planting must provide for easy maintenance. Utility easements will be landscaped consistent with other landscape areas where allowed by the respective utility company.

6.4 Rights of Way:

Areas within the road right-of-way must be landscaped and irrigated only in accordance with a license agreement with the City.

6.5 Grass:

All landscaped areas not in groundcover or shrub beds will be planted in grasses, preferably sod. Overseeding in fall with cool season native grasses is allowed.

6.6 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.

6.7 Parking Areas:

In all vehicular use areas and parking areas, a minimum of ninety (90) square feet for each twelve (12) parking spaces must be devoted to landscaped strips, islands, peninsulas, medians, or other landscaped areas (the "Minimum Parking Area Landscaping Requirement"). As partial fulfillment of the Minimum Parking Area Landscaping Requirement, any parking area containing five or more parking rows of double vehicle depth will include a landscaped strip no less than ten feet (10') wide at least every fourth parking row of double vehicle depth. The landscaped strip will be installed with trees planted no less

than every sixty (60) linear feet. This shall be credited against Street Yard Landscape requirements and other applicable landscape requirements.

7. UTILITY LINES:

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

8. DESIGN STANDARDS:

8.1 Height:

The maximum height of buildings on the property shall be sixty feet (60') (as specified in the C-1 General Commercial Zoning District).

8.2 Building Setbacks:

8.2.1 Minimum building setbacks from the Warner Ranch Road identified on Exhibit "C" shall be Thirty-five (35') feet.

8.2.2 Minimum building setbacks from any other public streets shall be twenty-five feet (25').

8.2.3 Minimum building setbacks from all internal property lines shall be twenty feet (20').

8.3 Phased Development:

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.

9. SPECIAL PROVISIONS FOR JAZZ STREET

Trucks larger than one ton shall be prohibited from using the Jazz Street driveway to Parcel 7, identified on Exhibit "C", attached hereto.

10. PARKING LOT LIGHTING

All light fixtures shall be shielded or hooded so that light is directed downward to minimize excessive glare and sky glow pollution. Light standards shall be metal poles.

DEVELOPMENT PARCEL "8"

PARK PARCEL

1. DEVELOPMENT STANDARDS:

Development Parcel "8", as generally identified on Exhibit "C", shall be developed for public or private recreational uses and open space. Development standards shall be those standards contained in the OS (Open Space) Zoning District.

2. LANDSCAPE EASEMENT:

An additional thirty-five foot (35') wide landscape easement shall be provided adjacent to the Collector Street. This will result in a total landscape easement of seventy feet (70').

A twenty-five foot (25') wide landscape easement shall be provided along the southern boundary of Parcel 7 for the purpose of providing additional screening of commercial uses on Parcel 7 from park uses on Parcel 8.

3. BOULEVARD TREES:

Boulevard trees shall be planted within the landscape easement adjacent toWarner Ranch Road. Boulevard trees shall be planted thirty feet (30') apart. Boulevard trees shall have a minimum caliper size of 2.5-inches and be selected from one of the following species; Live Oak, Bur Oak, Shumard Oak, Cedar Elm, Bradford Pear, Pecan or Chinkapin Oak.

Boulevard trees shall be planted prior to the first Certificate of Occupancy for multi family development on development parcels 1, 2 or 3.

DEVELOPMENT PARCEL "9"

SINGLE FAMILY RESIDENTIAL PARCEL

1. DEVELOPMENT STANDARDS:

Development Parcel "9", as generally identified on Exhibit "C", shall be developed for Single family Residential uses as permitted in the City of Round Rock SF-2 Zoning District. Development standards for this development shall be those contained in the SF-2 Zoning District.

2. LANDSCAPE EASEMENT:

A twenty (20') foot wide landscape easement shall be provided between the single-family residential lots and the Warner Ranch Road identified on Exhibit "C". All areas located within the landscape easements shall be used solely for the purpose of landscaping, except for sidewalks, driveways, lighting, irrigation, underground utilities, meters, utility structures and equipment required to provide utilities to the Property.

3. BOULEVARD TREES:

Boulevard trees shall be planted within the landscape easement adjacent to the Collector Street. Boulevard trees shall be planted thirty feet (30') apart. Boulevard trees shall have a minimum caliper size of 2.5-inches and be selected from one of the following species: Live Oak. Bur Oak, Shumard Oak. Cedar Elm or Bradford Pear.

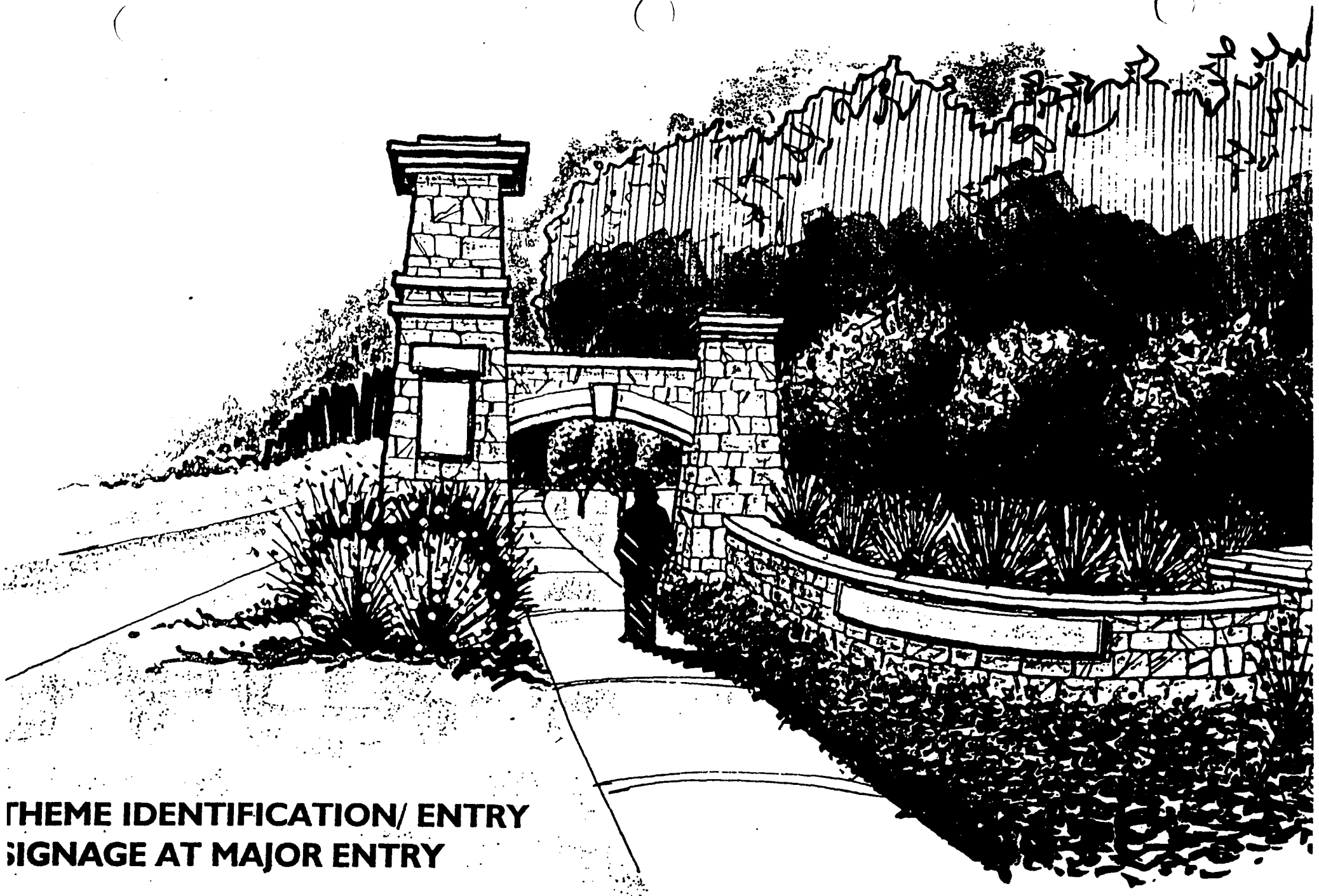
Boulevard trees shall be planted prior to the issuance of the first building permit for single family development.

4. MINIMUM HOME AND LOT SIZE:

The minimum home size exclusive of garages shall be 1,400 square feet. The minimum lot size shall be 6,500 sq. ft.

5. PROTECTION OF EXISTING TREES:

The existing trees located along the common boundary between Parcel 9 and the Remington Heights Subdivision shall be protected during the platting and construction of the subdivision of Parcel 9. A tree survey shall be submitted with the final subdivision plat.



THEME IDENTIFICATION/ ENTRY
SIGNAGE AT MAJOR ENTRY

EXHIBIT "E"

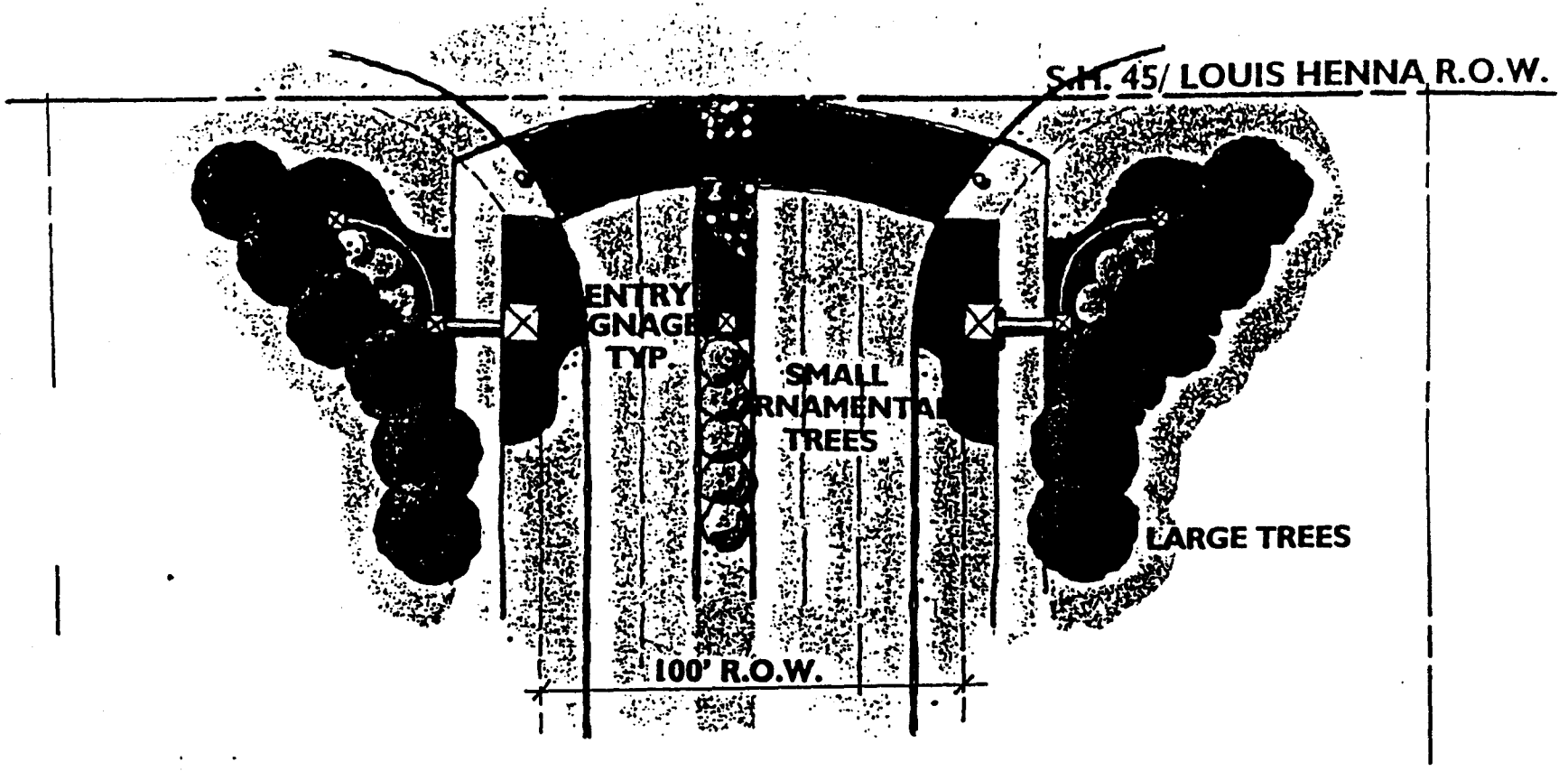

S.H. 45/ LOUIS HENNA R.O.W.
ENTRY
GNAGE
TYP.
SMALL
RNAMENTA
TREES
LARGE TREES
100' R.O.W.

EXHIBIT "E"

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Nancy E. Rister

11-09-1999 11:45 AM 199976018
MILLER $137.00
NANCY E. RISTER ,COUNTY CLERK
WILLIAMSON COUNTY, TEXAS

Return to:

1

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