THE STATE OF TEXAS *

COUNTY OF WILLIAMSON *

CITY OF ROUND ROCK *

I, CHRISTINE R. MARTINEZ, 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. The above and foregoing is a true and correct copy of Ordinance No. Z-02-05-09-15D6 adopting original zoning on 64.83 acres and rezoning 37.25 acres of land out of the P.A. Holder Survey, Abstract 297, in Round Rock, Williamson County, Texas as Planned Unit Development No. 53 (Johnson Tract). This ordinance was approved and adopted by the City Council of the City of Round Rock, Texas, at a meeting held on the 9th day of May, 2002 and is recorded in the minutes of the City of Round Rock in Book 47.

CERTIFIED by my hand and seal of the City of Round Rock, Texas on this 14th day of May 2002.

Christine R. Martinez

CHRISTINE R. MARTINEZ, City Secretary

ORDINANCE NO. Z-02-05-09-15D6

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 ADOPT ORIGINAL ZONING ON 64.83 ACRES OF LAND AND TO RE-ZONE 37.25 ACRES OF LAND OUT OF THE P. A. HOLDER SURVEY, ABSTRACT 297, IN ROUND ROCK, WILLIAMSON COUNTY, TEXAS AS PLANNED UNIT DEVELOPMENT (PUD) NO. 53.

WHEREAS, an application has been made to the City Council of the City of Round Rock, Texas to amend the Official Zoning Map to adopt original zoning on 64.83 acres of land and to re-zone 37.25 acres of land, together described in Exhibit "1" as Planned Unit Development (PUD) No. 53, 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 6th day of February, 2002, 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 "1" be classified as PUD No. 53, and

WHEREAS, on the 11th day of April, 2002, 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:

I.

That the City Council has hereby determined the Planned Unit Development (PUD) No. 53 meets the following goals and objectives:

(1) The development in PUD No. 53 is equal to or superior to development that would occur under the standard ordinance requirements.

(2) P.U.D. No. 53 is in harmony with the general purposes, goals, objectives and standards of the General Plan.

(3) P.U.D. No. 53 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. 53 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. 53 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.

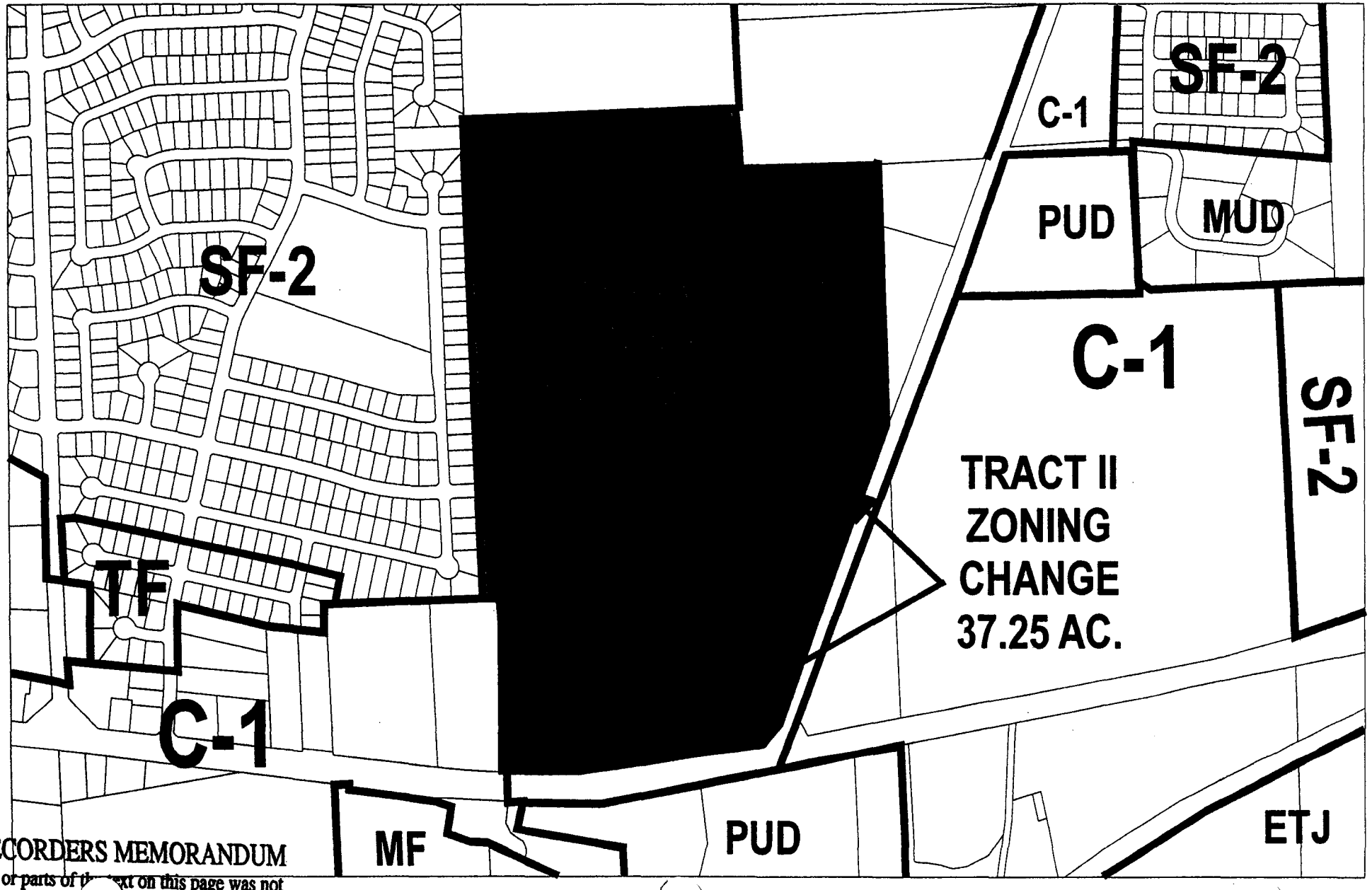
That the Official Zoning Map adopted in Section 11.305(2), Code of Ordinances (1995 Edition), City of Round Rock, Texas, is hereby amended so that the zoning classification of the property described in Exhibit "1", attached hereto and incorporated herein shall be, and is hereafter designated as Planned Unit Development (PUD) No. 53, and that the Mayor is hereby authorized and directed to enter into the Agreement and Development Plan for PUD No. 53 attached hereto as Exhibit "2", 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.

JOHNSON PUD #53
ZONING CHANGE AND ORIGINAL ZONING



RECORDERS MEMORANDUM
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AGREEMENT AND DEVELOPMENT PLAN
JOHNSON TRACT
PLANNED UNIT DEVELOPMENT NO. 53

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 Gordon S. Johnson, individually and as Trustee of Family Trust and the Gordon S. Johnson Trust, its successors and assigns, having their offices at (c/o H. E. Butt Grocery Company) 646 S. Main San Antonio, Texas 78204, (hereafter referred to as the "Owner"); 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 Owner is the owner of certain real property consisting of 102.077 acres, as more particularly described in **Exhibit "A"**, (herein after referred to as the "Property") attached hereto and made a part hereof.

WHEREAS, The Owner has submitted a request to the City to rezone 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 February 6, 2002, 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;

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.18 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 provisions as stated in Section 1.601, Code of Ordinances, (1995 Edition), City of Round Rock, Texas, as amended.

4. LIENHOLDER CONSENT

That the lien holder, if any, of record has consented to this Agreement and Development Plan, including any and all dedications to the public. Lien holder 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 or leasing 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 any lease or a sale provided the purchaser assumes Owner's obligations in writing as to such portions of the 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.

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
Gordon S. Johnson C/o HEB Grocery Company 646 S. Main San Antonio, Texas 78204	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 102.077 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 not to 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. If there is a conflict between this Agreement and Plan and the Code this Agreement and Plan shall supersede the specific conflicting provisions 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. 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.

8. LANDSCAPING AND BUFFERING

Landscaping and buffering shall be as modified in **Exhibit "D"** (including Exhibit "D-1") attached hereto, as applicable to each parcel and its designated use.

9. UNDERGROUND UTILITY SERVICE

The requirements regarding underground utility service are described in **Exhibit "D"**.

10. DRIVEWAY ACCESS TO U.S. Highway 79

10.1 **Parcel 1** (Commercial tract), identified on **Exhibit "C"** attached hereto, shall be permitted three access points onto U.S. Highway 79.

The most westerly access point shall be located at least 100 feet east of the western boundary of Parcel 1.

Each such access point shall be located at least 200 feet from each other access point to Highway 79 on Parcel 1 and shall either (x) line up with a driveway located across (i.e., on the south side of) Highway 79 or (y) be offset at least 200 feet from any driveways located across Highway 79.

11. DRIVEWAY ACCESS TO FM 1460

11.1 Parcel 1, shall be permitted two driveways to any portion of existing FM 1460 retained as a public street. These driveways shall be spaced a minimum of 200 feet from any street intersection or other driveway on the Property.

If FM 1460 is relocated, then Parcel 1 shall be permitted one joint access driveway (through the adjoining tract to the east) to the relocated FM 1460.

Parcel 1 shall also be permitted access to FM 1460 via Roadway A.

11.2 Parcels 2 & 3

Parcels 2 and 3 shall access FM 1460 via Roadway "A" as generally shown on Exhibit C, attached hereto.

12. TxDOT Approval Required

Access points to U.S. Highway 79 and FM1460 must also be approved by the Texas Department of Transportation (TxDOT) independently from City approval in this Agreement. If the location of access points in this Agreement are not approved by TxDOT the City Traffic Engineer may administratively modify this Agreement with the consent of Owner to address TxDOT concerns provided the number of access points are not increased.

13. Roadway A

a. If Parcel 1 is developed first:

The owner of Parcel 1 shall construct Roadway A from FM 1460 to the most westerly driveway off of Parcel 1 onto Roadway A (the "Parcel 1 Terminus") prior to the issuance of the first certificate of occupancy for Parcel 1. The Owner of Parcel 3 shall construct Roadway A from the Parcel 1 Terminus to the western boundary of the Property to connect to Mesa Park Drive prior to issuance of the first building permit for a residence for Parcel 3.

b. If Parcel 3 is developed first:

The Owner of Parcel 3 shall construct Roadway A from FM 1460 to the western boundary of the Property to connect to Mesa Park Drive prior to issuance of the first building permit for a residence for Parcel 3.

c. Roadway A shall be constructed as a 40-foot wide collector roadway in a 60-foot wide right of way between Parcels 1 and 2, and in a 65-foot wide right of way running through Parcel 3.

d. Nothing in this section prohibits the Owner of Parcel 1 from constructing all or part of Roadway A if said Owner chooses to do so.

14. PHASING

The development of the Property may be phased.

15. PARKLAND DEDICATION

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

15.1 Trail and Drainage System

a. The owner of Parcel 1 or 3 (as applicable) shall construct that portion of the 8-foot wide trail generally shown on **Exhibit C**, attached hereto and incorporated herein which is located on its respective Parcel prior to the issuance of the first certificate of occupancy for its respective Parcel. The trail shall be crushed gravel or similar material, (except that any portion of the trail within the 100-year flood plain shall be asphalt or concrete). The construction plans for the trail shall be submitted to the Director of Parks & Recreation for approval with the plat for any portion of Parcel 1 or 3 (as applicable). The owners of Parcel 1 and 3 (as applicable) shall not be responsible for landscaping for the trail.

The owner of Parcel 1 or 3 (as applicable) shall plat a lot to accommodate that portion of the trail system that is located on its respective Parcel as part of the

first plat of any portion of its respective Parcel. This lot shall be sized to accommodate the finished channel for the ultimate 100-year flood plus twenty-five feet (25') for the trail along the east side of the channel.

The owner of Parcel 1 or 3 (as applicable) shall provide a Special Warranty Deed for that portion of the trail and drainage lot which is located on its respective Parcel to the City with its request to record the first plat of any portion of its respective Parcel.

15.2 Multi-family amenities:

Parcel 2 (multi-family tract) shall provide the following recreational amenities as part of the multi-family development.

- Five square feet of clubhouse for every apartment unit constructed on Parcel 2, exclusive of areas used for leasing and administrative offices.
- Six square feet of swimming pool water surface for every apartment unit constructed on Parcel 2.

16. STREET RIGHT OF WAY DEDICATION

The Owner shall make the following right of way dedications.

16.1 U.S. Highway 79:

Prior to or simultaneously with recordation of the first plat for Parcel 1, or when requested by the City for commencement of a road construction project, whichever occurs first, the owner of Parcel 1 shall dedicate to the City of Round Rock, free of all monetary liens, right-of-way abutting the existing U.S. Highway 79 as generally shown on **Exhibit C** and described by metes and bounds in **Exhibit E** attached hereto and incorporated herein.

16.2 FM 1460

There is no right of way dedication required for FM 1460. If existing FM 1460 right of way is vacated in connection with the relocation of FM 1460, then the City will cooperate with the Owner of Parcel 1 in negotiating a right of way swap with TX DoT, such that the Owner of Parcel 1 receives a credit for the right of way it dedicated on Highway 79 against the cost of any FM 1460 right of way released to the Owner of Parcel 1. The City, however, is not required to compensate the Owner for any portion of dedicated right of way.

17. SIGNS

17.1 Except as otherwise provided herein, all freestanding signs shall be restricted to monument signs, as defined in the Code.

17.2 Freestanding monument signs shall not exceed six feet in height.

17.3 One freestanding monument sign shall be permitted for each platted lot of less than three (3) acres in size. The maximum area of monument signs, defined as the area contained within a polygon containing the actual lettering and any logo, shall be fifty (50) square feet on each side of the sign (for a total aggregate of 100 square feet per two sided sign). "Sign area" is defined as the number of square feet contained within the smallest single polygon that will encompass the actual lettering and any logo on one face of the sign (a logo may be measured using a separate polygon or circle from that containing the lettering). The portions of a masonry structure on which the sign is located are not counted as part of the fifty square feet provided they are not contained within the polygon. The maximum area of all other signs shall be regulated by the Code.

17.4 More than one freestanding monument sign for each lot of three (3) acres or larger shall be permitted in accordance with the regulations contained in the Code. However, each sign permitted shall be sized in accordance with Section 17.3 above.

17.5 Monument signs shall not be located so as to, in the opinion of the City Traffic Engineer, adversely restrict the vision of drivers entering or leaving the Property. A monument sign permitted by Sections 17.3 or 17.4 may identify more than one business whether or not that business is located on that lot, provided the business is located on Parcel 1.

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

17.7 Notwithstanding any provision of this Agreement to the contrary, the primary shopping center to be located on Parcel 1 shall be permitted three (3) Freestanding signs (as defined by the Code): two (2) shall be permitted along Highway 79 and one shall be permitted along FM 1460. The Freestanding signs on Parcel 1 may exceed the height and area requirements identified above, provided they are designed and constructed substantially in accordance with the depictions on **Exhibit "F"** attached hereto. The Freestanding signs on Parcel 1 shall not exceed 30 feet in height and shall be designed as part of the overall architectural theme of the shopping center. In no case shall the sign area, as defined in Section 17.3 above, exceed 200 square feet on each side of such signs. The portions of the masonry structure on which the sign is located are not counted as part of the sign provided they are not within a polygon or circle containing lettering or logos.

17.8 Parcel 1 shall also be permitted one (1) Fuel Outlet sign (as defined by the Code) which exceeds the height and area requirements identified above, provided it is designed and constructed substantially in accordance with design shown on **Exhibit "F"** attached hereto. The Fuel Outlet sign shall not exceed 16 feet in height and shall be designed as part of the overall architectural theme of the Shopping Center. In no event shall the sign area, as identified in Section 17.3 above, exceed 40 square feet on each side of the

sign (for a total aggregate of 80 square feet per two sided sign). This sign together with all other Freestanding signs on the lot shall be counted toward the total number of signs permitted by the Code.

17.9 The total number of permitted Freestanding, Fuel Outlet, and monument signs allowed on Parcel 1 shall be determined by this article 17 (Signs). The freestanding monument signs located on the lots platted out of Parcel 1 permitted by Sections 17.3 and 17.4, the Freestanding signs on Parcel 1 permitted by Section 17.7, and the Fuel Outlet sign permitted by Section 17.8 shall be counted separately from one another, so that, for example, the number of monument signs on platted lots permitted under Section 17.3 or 17.4 (as applicable) does not count toward the total number of permitted Freestanding or Fuel Outlet signs permitted by Sections17.7 and 17.8, respectively, and vice versa.

18. CHANGES TO AGREEMENT AND DEVELOPMENT PLAN

18.1 Minor Changes

Minor changes to this Agreement or Plan, which do not substantially and adversely 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.

18.2 Major Changes

All changes not permitted under section 18.1 above, shall be resubmitted following the same procedure required by the original PUD application; provided, however, that nothing herein or otherwise shall require an owner of a portion of the Property (the "Rezoning Owner") to obtain the consent or approval of any other owner of a portion of the Property for a change in zoning (including amending this Agreement) as it applies to the land of the Rezoning Owner.

19. CONCEPT PLAN APPROVED

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

20. GENERAL PLAN 2000

This Agreement amends the Round Rock General Plan 2000, which was adopted on June 10, 1999.

21. LANDSCAPE REQUIREMENTS

Notwithstanding any existing or future landscape ordinance or requirements of the City, the Property shall be subject to (and developed in accordance with) only those landscape requirements described on **Exhibit D-1** attached hereto.

22. DRAINAGE REQUIREMENTS

22.1 The developer/owner of Parcel 3 shall, at its sole cost and expense, design and construct all drainage improvements (the "Drainage Improvements") that are necessary to cause the stormwater which is currently draining in a channel on and along the back of lots 1 – 17, Block K, and lots 1 and 2, Block T, Mesa Ridge Subdivision located along Mills Meadow Drive (the "Mills Meadow Lots") to instead drain through the Property. Included within the Drainage Improvements is the obligation and responsibility to fill in the existing drainage channel along the back of the Mills Meadow Lots. At the time an application for subdivision plat approval is made for all or a portion of Parcel 3, the Drainage Improvements shall be deemed to be part of the subdivision improvements otherwise required by Chapter 8 of the Code of Ordinances of the City of Round Rock. This means that the plans, review process, construction, inspection, acceptance, etc., by the City of the Drainage Improvements shall be done in accordance with said Chapter 8 and as part of the subdivision plat approval process.

22.2 Stormwater conveyance for the Property will be accomplished through participation in the Regional Stormwater Management Program. The requirements for participation in the Regional Stormwater Management Program will be those ordinances, rules, and regulations of the City of Round Rock which are in effect as of the date of this Agreement except as may be modified herein. Notwithstanding any aspect of the Regional Stormwater Management Program to the contrary, (i) the fee applicable to Parcel 1 shall be $115,000.00 and the fee applicable to Parcel 2 shall be $ 75,000.00, (ii) the fee for a given Parcel shall be due and payable at the time the plans for subdivision improvements for the first development on that Parcel are accepted by the City, and (iii) no fee shall be due for Parcel 3 due to its obligations under 22.1 above. In consideration of the Owner's agreement to construct the improvements described in 22.1 above and participate in the Regional Stormwater Management Program (as provided above), the City agrees (subject to TXDoT approval) to design and construct, at no cost to the Owner, new culverts under U.S. Hwy 79 near the western boundary of the Property and any additional offsite drainage improvements which are necessary to convey downstream through such new culverts the fully developed flows from the Property and the upstream watershed (such offsite improvements, including the new culverts, are referred to herein as, the "Outfall Improvements"). The City also agrees to obtain, at no cost to the Owner, all permits, easements or rights of way necessary to mitigate the impacts of, and provide downstream conveyance for, all stormwater flows through the Outfall Improvements.

22.3 So long as the City has completed the Outfall Improvements, the Owner (at its sole cost and expense) will design and construct any on-site drainage improvements on the Property so that only the flows from Parcel 1 will go to the existing culverts under Hwy

79, with the remainder of the runoff being directed to the Outfall Improvements. If the Outfall Improvements have not been completed by the City at the time that an Owner seeks an approval or permit from the City that is necessary for development or occupation of improvements on the Owner's Parcel, then the Owner may construct temporary on-site detention on the Property, including within the area dedicated (or to be dedicated) to the City for the trail system, as described in Section 15 of this Agreement. In the event that the area in which a portion of the Trail system is to be built is used temporarily for detention, and notwithstanding any provision of this Agreement to the contrary (including, without limitation, Section 15 hereof), (i) the deed for the trail and drainage lot (described in Section 15.1 hereof) shall include a temporary easement for such detention, and (ii) the Owner of the Parcel that would otherwise be responsible for construction of the trail improvements shall have no such construction obligation unless and until such time as the City finishes construction of the Outfall Improvements.

Gordon S. Johnson

Gordon S. Johnson

Gordon S. Johnson

Gordon S. Johnson, Trustee for the Family Trust and the Gordon S. Johnson Trust

Date: 5/13/2002

CITY OF ROUND ROCK, TEXAS

By:

ROBERT A. STLUKA, Jr. Mayor

ATTEST:

By: Christine Martinez

CHRISTINE MARTINEZ , CITY SECRETARY

Bury+Partners
Consulting Engineers and Surveyors

102.08 ACRES
JOHNSON TRACT
05232EX1.DWG

FN NO. SA01-051.PVH
JUNE 7, 2001
JOB NO. 50005-232.

FIELD NOTE DESCRIPTION

FOR A 102.08 ACRE TRACT OF LAND SITUATED IN THE CITY OF ROUND ROCK, WILLIAMSON COUNTY, TEXAS, OUT OF THE P.A. HOLDER SURVEY, ABSTRACT NO. 297 AND BEING A PORTION OF THAT CERTAIN TRACT OF LAND CONVEYED TO GORDON S. JOHNSON AND WIFE GLADYS A. JOHNSON AS EVIDENCED BY DOCUMENT OF RECORD IN VOLUME 491, PAGE 564 OF THE DEED RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 102.08 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a ½ inch iron rod found in the northerly line of U.S. HWY. No. 79 for the southwest corner of said Johnson tract and hereof, same iron rod being the southeast corner of that certain tract of land conveyed to James P. Halbert and wife, Susan J. Halbert as evidenced by Document Number 9710458 of the Deed Records of Williamson County, Texas;

THENCE leaving the northerly line of U.S. Hwy. No. 79, along the westerly line of said Johnson tract and hereof, same being the easterly line of said Halbert tract, the following two (2) courses and distances:

1) N09°51'22"W, a distance of 778.22 feet to a ½ inch iron rod found for an interior ell corner of said Johnson tract and hereof, same being the northeast corner of said Halbert tract;

2) S80°31'57"W, a distance of 70.88 feet to a ½ inch iron rod found an exterior ell corner of said Johnson tract and hereof, same iron rod being the southeast corner of Lot 5, Block D, Mesa Ridge Section 1, a subdivision of record in Cabinet "D" Slide 3, of the Plat Records of Williamson County, Texas;

THENCE N09°23'00"W along the westerly line of said Johnson tract and hereof, same being the easterly line of said Mesa Ridge Section 1, and Mesa Ridge Section 6, a subdivision of record in Cabinet D, Slide 232 and Mesa Ridge Section 7, a subdivision of

EXHIBIT A

record in Cabinet E, Slide 134 of the Plat Records of Williamson County, Texas, a distance of 1874.44 feet to a ½ inch iron rod found for the northwest corner of said Johnson tract and hereof, same iron rod being the southwest corner of that certain tract of land conveyed to Round Rock Independent School District as evidenced by Document Number 9745918 of the Deed Records of Williamson County, Texas;

THENCE N80°31'21"E, along the northerly line of said Johnson tract and hereof, same being the southerly line of said School District tract, a distance of 1253.32 feet to a ½ inch iron rod found for the southeast corner of said School District tract, same iron rod being the southwest corner of that certain tract of land conveyed to William B. Rhodes By document of record in Volume 1973, Page 978 of the Deed Records of Williamson County, Texas;

THENCE N79°41'43"E, continuing along the northerly line of said Johnson tract and hereof, same being the southerly line of said Rhodes tract, a distance of 620.12 feet to a ½ inch iron rod with a BPI cap set for the northeast corner of said Johnson tract and hereof, same iron rod being the northwest corner of that certain tract of land conveyed to Ross Santis d/b/a/ Pedro S.S. Services, Inc. as evidenced by Document Number 9637823 of the Deed Records of Williamson County, Texas;

THENCE S09°42'38"E, leaving the southerly line of said Rhodes tract, along the easterly line of said Johnson tract and hereof, same being the westerly line of said Santis tract, a distance of 1197.03 feet to a ½ inch iron rod found in the westerly line of F.M. 1460 for an exterior ell corner of said Johnson tract and hereof, same iron rod being the south corner of said Santis tract;

THENCE along the easterly line of said Johnson tract and hereof, same being the westerly line of F.M. 1460, the following two courses and distances:

1) S13°25'20"W a distance of 1353.52 feet to a ½ inch iron rod found for an angle point of said Johnson tract and hereof;

2) S32°55'04"W a distance of 170.21 feet to a ½ inch iron rod found in the northerly line of U.S. Hwy No. 79 for an angle point of said Johnson tract and hereof;

THENCE along the southerly line of said Johnson tract and the northerly line of U.S. Hwy No. 79, the following two courses and distances:

1) S71°43'47"W a distance of 491.18 feet to a ½ inch iron rod found for a point of curvature of a curve to the right;

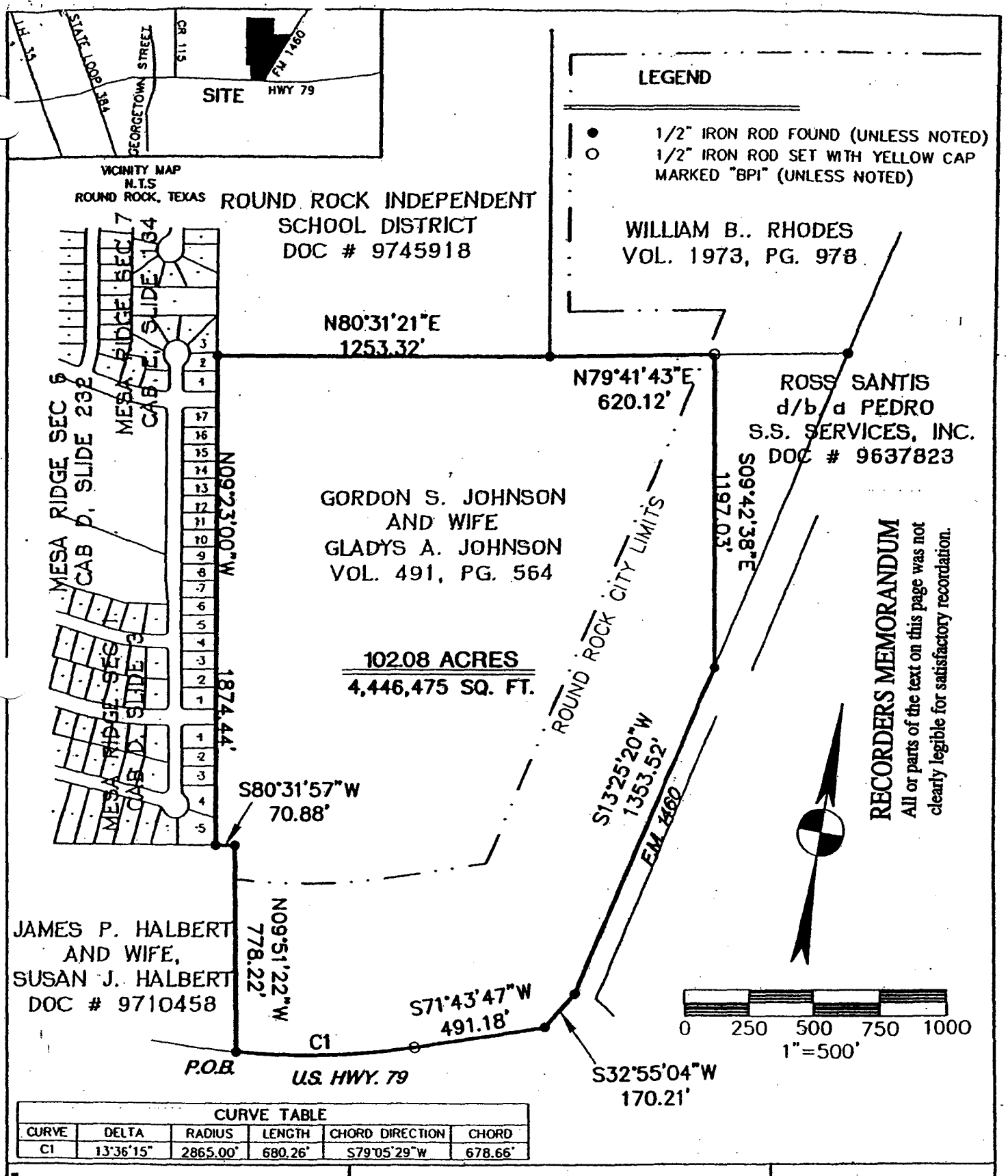
2) Along said curve to the right having a radius of 2865.00 feet, a central angle of 13°36'15", an arc length of 680.26 feet, and a chord which bears S79°05'29"W, a distance of 678.66 feet to the **POINT OF BEGINNING**, containing an area of 102.08 acres of land, more or less, within these metes and bounds.

I, JAMES W. RUSSELL, A REGISTERED PROFESSIONAL LAND SURVEYOR, DO HEREBY CERTIFY THAT THE PROPERTY DESCRIBED HEREIN WAS DETERMINED FROM A SURVEY MADE ON THE GROUND UNDER MY DIRECTION AND SUPERVISION. A SURVEY EXHIBIT WAS PREPARED TO ACCOMPANY THIS DESCRIPTION.

James W Russell

BURY & PARTNERS, INC.
ENGINEERS AND SURVEYORS
10000 SAN PEDRO, SUITE #100
SAN ANTONIO, TEXAS 78216

JAMES W. RUSSELL 06/07/2001
R.P.L.S #4230
STATE OF TEXAS



CURVE TABLE					
CURVE	DELTA	RADIUS	LENGTH	CHORD DIRECTION	CHORD
C1	13°36'15"	2865.00'	680.26'	S79°05'29"W	678.66'

Bury+Partners
Consulting Engineers and Surveyors
San Antonio, Texas
Tel 210/525-9090 Fax 210/525-0529
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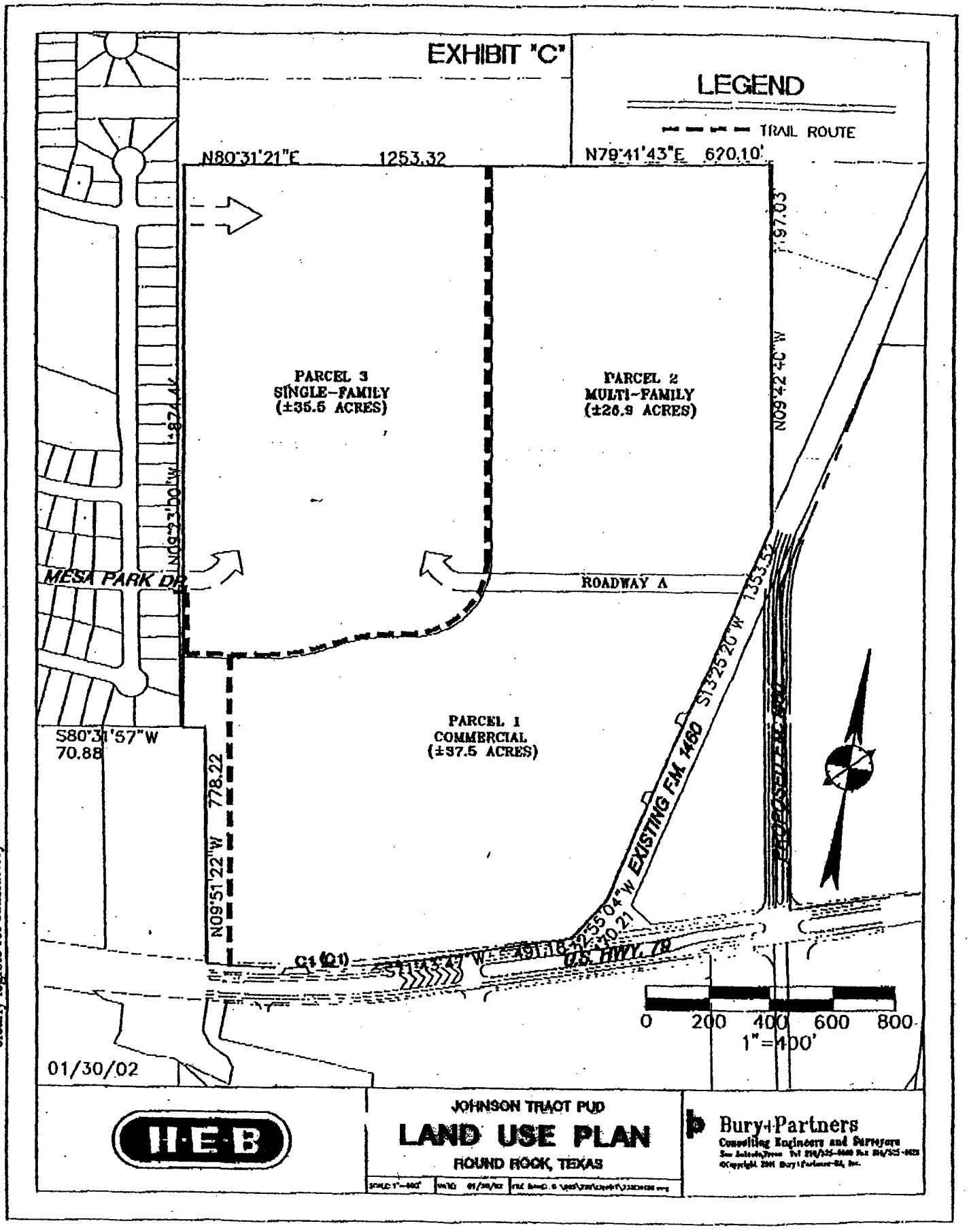
SKETCH TO ACCOMPANY DESCRIPTION OF A 102.08 ACRE TRACT OF LAND OUT OF THE P.A. HOLDER SURVEY, ABSTRACT NO. 297 WILLIAMSON COUNTY, TEXAS

H.E. BUTT GROCERY COMPANY

DATE: 06/07/01	DRAWN BY: PVH	FILE: H:\50005\232\05232EX1.DWG	FN NO. SA01-051.PVH	PROJECT No.-50005-232

EXHIBIT "B"

<u>THERE ARE NO LIENHOLDERS OF RECORD</u>



RECORDERS MEMORANDUM
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EXHIBIT "D"

DEVELOPMENT STANDARDS

PARCEL 1

COMMERCIAL DEVELOPMENT PARCEL

The Following Development Standards shall apply to all development on portions of the Property, which are identified as Parcel "1" on the 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 free standing towers over thirty (30') feet in height, mini-warehouses, flea markets, sexually oriented businesses, portable buildings sales, except as incidental to other retail sales, outdoor 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.

No land in Parcel 1 located within one hundred feet (100') of Lots 4 and 5, Block D, Mesa Ridge Section 1, a subdivision in the City of Round Rock, Texas, may include a commercial building, structure, outdoor storage or display, or service area, provided that such restriction shall not prevent the location thereon of any portion of the trail system or any drainage, pipeline, or utility easement.

3. OUTDOOR SALES & DISPLAYS

Outdoor sales and displays are permitted as accessory uses in conjunction with the principal use of a building only in areas designated on the site plan approved by the Director of Planning for such building or an amended site plan approved at a later date. All outdoor sales and display areas shall be located and operated as part of the principal use, and shall not comprise a separate business use. Parking requirements contained in the Code shall apply to all outdoor cafes and dining areas in the same manner that such requirements apply to enclosed buildings.

4. DEVELOPMENT STANDARDS:

4.1 The following materials are prohibited on the exterior walls and roofs of all buildings and structures.

- Asbestos
- Mirrored Glass (reflectivity of 20% or more)
- Corrugated metal

4.2 The following materials are prohibited on all exterior walls (not including flashing and similar type improvements on the roof) of all buildings and structures. This section does not apply to trim or minor decorative features.

- Unfinished sheet metal.

4.3 Primary shopping center buildings:

The following development standards apply to the primary shopping center buildings. The definition of primary shopping center buildings for the purpose of this section shall be all buildings that contain more than five thousand (5,000) square feet of gross floor area (heated and air conditioned space) or such smaller buildings, which are physically attached to such a building.

4.3.1 The front and side elevations shall be 100 percent masonry, except for doors, windows, roofs, patios, balconies, awnings, gutters, special decorative features and trim. Masonry shall mean brick, stone, stucco, EFIS (Exterior Finish Insulation System), decorative CMU (including split faced concrete block), or such other similar quality material approved in writing by the Director of Planning, provided that stucco, EFIS, and decorative CMU shall not comprise more than fifty (50) percent of this exterior masonry finish. All EFIS installed within eight feet of finished grade or sidewalk level shall be "abuse resistant". Notwithstanding the foregoing, (i) any and all exterior elevations may include the same type of prefabricated concrete panels used on the HEB store located at the intersection of Greenlawn Boulevard and Louis Henna Boulevard, and (ii) a side elevation that is wholly or partly covered by an adjoining building, or within five (5) feet of an adjacent building, need not conform to the materials limitations and requirements of this Section 4.3.1.

4.3.2 Primary shopping center buildings shall be permitted flat roofs provided that segments of the front elevation of such buildings, and any side elevation that faces Highway 79, FM 1460 or Roadway A, shall include architectural elements such that the roof line of a primary shopping center building is not 100% horizontal. Such elements may be non-structural, decorative features, and may include pitched awnings or covers over doors and windows, provided that some portion of such pitched element extends above the horizontal portion of the roof line.

4.3.3 No building shall exceed three (3) stories in height.

4.4 Buildings other than primary shopping center buildings:

The following development standards apply to all buildings not defined as primary shopping center buildings in section 4.3 above.

4.4.1 All building elevations shall be 100 percent masonry except for doors, windows, roofs, patios, balconies, awnings, gutters, special decorative features and trim. Masonry shall mean brick, stone or stucco, split face concrete block, CMU or such other similar quality material approved in writing by the Director of Planning. Stucco shall not comprise more than fifty (50) percent of this exterior finish.

4.4.2 Buildings shall be permitted flat roofs provided that segments of the front elevation of such buildings, and any side elevation that faces Highway 79, FM 1460 or Roadway A, shall include architectural elements such that the roof line of a primary shopping center building is not 100% horizontal. Such elements may be non-structural, decorative features, and may include pitched awnings or covers over doors and windows, provided that some portion of such pitched element extends above the horizontal portion of the roof line.

4.4.3 No building shall exceed two (2) stories in height.

4.5 The minimum building setback from any public street shall coincide with the limits of the landscape easement furthest from the public street.

4.6 Minimum building setbacks from all internal property lines shall be twenty-five (25) feet, or zero (0) feet for a common wall. However, this may be reduced to fifteen (15) feet when a joint-access fire lane with the abutting property is approved by the Fire Marshall.

5. SERVICE & LOADING AREAS:

5.1 Except as provided otherwise in Section 5.2, the following requirements apply to all development on Parcel 1:

5.1.1 Screening Required:

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

5.1.2 Delivery Vehicles:

All delivery and utility vehicles parked on-site (other than when being actively loaded or unloaded) shall be parked within an area visually screened from public streets.

5.1.3 Service Areas:

Service areas will be visually screened from all public streets and the trail system. Methods of screening include walled entrances, wood fences and evergreen landscaping.

5.1.4 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 or adjacent to 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 street. This provision does not prevent the location of doors that provide common entry to a building from being used for minor deliveries and courier service by vehicles with six or less wheels.

5.1.5 Trash Storage

Refuse storage enclosures are required for all buildings. Enclosures must be of sufficient height to visually screen all refuse containers, so as to provide visual screening of views from adjacent lots and public rights-of-way. Nothing contained herein, however, shall be deemed to require roofs on such enclosures. All enclosures must be constructed of permanent materials (concrete, masonry, split face block, etc.), which are compatible with the building it serves. Refuse storage areas must be designed to contain all refuse generated on-site between collections. Gates shall be required only if required to achieve the needed visual screening.

5.1.6 Street Level Mechanical Equipment:

All ground-mounted service equipment (e.g., air conditioners, transformers, trash collection equipment) related to each building shall be visually screened from public view and landscaped. Large equipment shall be visually screened from public view and landscaping shall be used to soften the visual appearance of the walls enclosing service areas. Service areas must be paved and drained.

5.1.7 Roof Mounted Mechanical Equipment:

All roof mounted mechanical equipment must be visually screened from view from public streets from a height of five (5) feet above grade measured at the property line for Parcel 1. Screening must be compatible with the building design.

5.2 Alternative Screening

Notwithstanding Section 5.1 hereof, the owner of any platted lot on which a Primary Shopping Center Building will be built may choose to satisfy the screening requirements of Section 5.1 by satisfying the requirements of Section (2).C.(v) of **Exhibit D-1** hereto (Alternative Screening and Buffering) instead. Any trees planted in compliance with this Section 5.2 shall be credited against any other landscaping requirement of this Agreement for the same area.

5.3 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 any applicable street yard setback, landscape easement, or buffering requirements shall apply to the frontage on such street.

6. LANDSCAPING:

6.1 Landscape Easements:

6.1.1 A thirty-five foot (35') landscape easement shall be provided abutting the rights of way of US Hwy 79 and FM 1460 (as it is realigned). (To the extent that FM 1460 as it is realigned is not located adjacent to the Property, then the owner of the Property shall have no obligation under this Section 6.1 to provide a landscape easement in connection with such non-adjacent portion of the realigned FM 1460.)

6.1.2 A fifteen foot (15') landscape easement shall be provided abutting the right of way of Roadway A.

All areas located within these landscape easements shall be used solely for the purpose of landscaping, except for sidewalks, driveways crossing the easement, lighting, monument signs, irrigation, entry features, utility meters, transformers and other structures and equipment required to provide utilities to the Property. Surface drainage swales may be placed within the landscape easements, provided that they are first approved by the Director of Planning as part of a comprehensive landscape plan.

Drainage detention and water quality structures or ponds are prohibited in landscape easements, unless such a pond is a landscape feature that is part of (or consistent with) a landscape plan approved by the Director of Planning.

The landscaping requirement for the landscape easements shall be as set out in Section (2)..A of Exhibit D-1 hereto. Any landscaping installed within landscape easements in compliance with this Section 6.1 shall be credited against any other landscaping requirement of this Agreement for the same area.

6.2 Rights of Way and Utility Easements:

Areas within abutting public street rights-of-way (ROW) between the property line of any platted lot within Parcel 1 and the adjacent curb or pavement edge within the ROW must be planted in grass (or otherwise landscaped) and irrigated only in accordance with a license agreement with the City and/or TxDOT, as applicable. The irrigation of such areas is governed by Section 6.3 hereof.

Utility easements may be landscaped consistent with other landscape areas where allowed by the respective utility company, but in no event will the owner of the abutting platted lot within Parcel 1 be required to plant more than grass in such area.

All grass planted in compliance with this section 6.2 shall be mowed, irrigated and maintained by the abutting owner of the platted lot in Parcel 1.

6.3 Irrigation:

An underground, automatic irrigation system must be installed in all landscaped areas, other than areas approved by the Director of Planning for plant materials that do not normally require irrigation. Sprinkler heads must be located to effectively water the landscaped areas with minimal spray onto roadways, parking areas and walkways.

If TxDOT does not permit the installation of required irrigation within State ROW, required landscaping within the ROW shall be irrigated by sprinkler heads located outside of the ROW that spray toward the respective roadway. In this instance, spray across sidewalks shall be permitted provided it occurs between the hours of 2:00 AM and 6:00 AM.

All irrigation systems shall be inspected and approved prior to the issuance of a certificate of occupancy for the building for which the landscaping is required.

6.4 Parking Areas:

Landscaping within parking areas shall be as required in Section (2).B. of **Exhibit D-1** hereto.

6.5 Planting Plan:

The Owner shall submit a planting plan in accordance with the requirements of this Agreement for parking lot and other on-site landscaping with the submittal of construction plans for each phase of development.

7. UTILITY LINES:

All utility service lines (other than 3-phase electric lines) must be underground to connection points provided by the utility service provider. All transformers must be visually screened from public rights-of-way.

8. SITE PLAN REQUIRED:

A site plan for each phase of development shall be submitted to the City to ensure compliance with the terms of this Agreement prior to the issuance of each building permit.

9. SIGNS:

All freestanding signs shall be in accordance with Section 17 of the Agreement.

10. PARKING STANDARDS:

10.1 Parking spaces shall be provided with each phase of development in the number required by the Code in effect at the time each building permit is applied for.

10.2 All parking spaces shall be a minimum of nine feet (9') wide and eighteen feet (18') deep.

10.3 Raised curbs or other means shall be provided in parking lots and along drives to prevent vehicular traffic from driving across or onto landscaped areas.

10.4 All asphalt drives and parking areas shall be edged with concrete curbs where asphalt pavement abuts an unpaved area. Raised concrete wheel stops shall be provided for all parking spaces that abut unpaved areas without raised curbs.

11. DRIVEWAY WIDTH AND THROAT LENGTH

All driveways that access U.S. Highway 79 or FM 1460 shall provide a minimum driveway width of 36 feet, and a maximum width of 45 feet. A wider drive may be authorized by the City Traffic Engineer if a driveway contains a landscaped center median.

All driveways that access U.S. Highway 79 or FM 1460 shall provide a minimum driveway throat of 100 feet. No parking spaces or internal access drives shall intersect with access driveways within this 100- foot throat. Throat length shall be measured from the property line along the street right-of-way.

12. 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 or fiberglass poles.

PARCEL 2

MULTI-FAMILY DEVELOPMENT PARCEL

The following Development Standards shall apply to all development on portions of the Property which are identified as Parcel " 2" on the Plan attached hereto as Exhibit "C".

1. PERMITTED USES:

The following principal uses are permitted:

A maximum density of seventeen (17) Multi-family residential dwelling units per acre, together with accompanying recreational amenities, shall be permitted on Parcel " 2".

The requirements of this 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.

The requirements of this 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 100 percent masonry, except for doors, windows, roofs, patios, balconies, awnings, gutters, special decorative features and trim. Masonry shall mean stone, simulated stone, brick, stucco, or cement based siding such as "Hardi Plank", or such other similar quality material approved in writing by the Director of Planning. Cement based siding or stucco shall not comprise more than a combined total of fifty percent (50%) of the exterior finish (breezeways, free standing garages and patio or balcony insets are not included in this calculation). Notwithstanding the above stucco may be used on one-hundred percent (100%) of the exterior finish if and only if it is combined with a tile roof.

3.2 Roofing Materials:

Roofing materials shall consist of twenty-five (25) year architectural dimensional shingles, tile or pre-finished, non-reflective metal, or such other similar quality material approved in writing by the Director of Planning. Roofs shall have a minimum 4/12 pitch

3.3 Building Elevations:

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

3.4 Building Height Variation:

Multi-family buildings located within 100 feet of a public street 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.

4. BUILDING SETBACKS:

4.1 Primary Building Setbacks:

4.1.1 Minimum building setbacks from FM 1460 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-five (25) feet. As used herein, the term "internal property lines" refers to the property lines between Parcel 2 and any adjoining Parcel or Property, but does not include internal lot lines between lots subdivided within Parcel 2.

4.1.4 Minimum setbacks from the common boundary with Parcel 3 shall be twenty-five (25) feet.

4.2 Carports and garages:

4.2.1 Street Yard setbacks: Carports and garages shall not be permitted within any street yard or within any required landscape easements.

4.2.2 All other yard set backs: Carport and garage setbacks for all other yards shall be fifteen (15') feet.

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.

6. SERVICE AREAS:

6.1 Trash Storage

Refuse storage enclosures are required for all trash facilities. Enclosures must be of sufficient height to visually screen all refuse containers. All enclosures must be constructed of permanent materials (concrete, masonry, split face block, 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. Gates shall be required only if required to achieve the required visual screening. No portion of a refuse storage area may be located within an easement or public right of way.

6.2 Street Level Mechanical Equipment:

All ground-mounted service equipment (e.g., air conditioners, transformers, trash collection equipment) related to each building shall be visually screened from public view and landscaped. Large equipment shall be visually screened from public view and landscaping shall be used to soften the visual appearance of the walls enclosing service areas. Service areas must be paved and drained.

6.3 Roof Mounted Mechanical Equipment:

All roof mounted mechanical equipment must be visually screened from view from the public streets and Development Parcel 4, from a height that is five (5) feet above grade measured at the property line for Parcel 2. Screening must be compatible with the building design.

7. LANDSCAPING:

7.1 Landscape Easement:

A thirty-five foot (35') landscape easement shall be provided abutting the right of way of FM 1460 and a fifteen foot (15') landscape easement shall be provided abutting the right of way of Roadway "A".

All areas located within these landscape easements shall be used solely for the purpose of landscaping, except for sidewalks, driveways crossing the easement, lighting, fencing, monument signs, irrigation, entry features, utility meters, transformers and other structures and equipment required to provide utilities to the Property. Surface drainage swales may be placed within the landscape easements, provided that they are first approved by the Director of Planning as part of a comprehensive landscape plan.

Drainage detention and water quality structures or ponds are prohibited in landscape easements, unless such a pond is a part of a landscape plan approved by the Director of Planning.

Any landscaping installed within landscape easements in compliance with this Section 7.1 shall be credited against any other landscaping requirement of this Agreement for the same area.

7.2 Rights of Way and Utility Easements:

Areas within abutting public street rights-of-way (ROW) between the property line of any platted lot within Parcel 2 and the adjacent curb or pavement edge within the ROW must be planted in grass (or otherwise landscaped) and irrigated only in accordance with a license agreement with the City and/or TxDOT, as applicable. The irrigation of such areas is governed by Section 7.3 hereof.

Utility easements may be landscaped consistent with other landscape areas where allowed by the respective utility company, but in no event will the owner of the abutting platted lot within Parcel 2 be required to plant more than grass in such area.

All grass planted in compliance with this section 7.2 shall be mowed, irrigated and maintained by the abutting owner of the platted lot in Parcel 2.

7.3 Irrigation:

An underground, automatic irrigation system must be installed in all landscaped areas, other than areas approved by the Director of Planning for plant materials that do not normally require irrigation. Sprinkler heads must be located to effectively water the landscaped areas with minimal spray onto roadways, parking areas and walkways.

If TxDOT does not permit the installation of required irrigation within State ROW required landscaping within the ROW shall be irrigated by sprinkler heads located outside of the

ROW that spray toward the respective roadway. In this instance, spray across sidewalks shall be permitted provided it occurs between the hours of 2:00 AM and 6:00 AM.

All irrigation systems shall be inspected and approved prior to the issuance of a certificate of occupancy for the building for which the landscaping is required.

8. UTILITY LINES:

All utility service lines must be underground to connection points provided by the utility service provider. All transformers must be visually 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 with stone or brick columns. All columns 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. Street trees shall be located on the street side of fences located in street yards.

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.

9.3 Fencing Adjacent to Trail: Fencing adjacent to the trail identified on Exhibit C shall be constructed of wrought iron or similar material approved by the Director of Planning. All columns shall be set in concrete to a sufficient depth to ensure a sturdy and durable fence as determined by the Director of Public Works. The Owner of Parcel 2 may elect, however, to not construct any fence adjacent to the trail.

10. SITE PLAN REQUIRED:

A site plan for each phase of development shall be submitted to the City 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 and modified by this Agreement.

12. VEHICLES IN STREET YARDS:

No recreational vehicles, boats, trailers or commercial trucks shall be permitted to be parked in any street yard. Standard Sport Utility Vehicles are not restricted by this section.

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.	2.5 spaces

Additional parking in the amount equal to five percent (5%) 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 and eighteen feet (18') long.

No tandem parking shall be permitted except where garages are provided, which are attached directly to the apartment unit they serve and the tandem space is located behind the garage door and assigned to the same unit s as the garage. Garage parking spaces shall be included in the parking count provided Covenants, Restrictions and Conditions are recorded with each plat that require the Owner of Parcel 2 to use commercially reasonable efforts, including through the use of tenant lease provisions, to cause tenants to use said garages in a way which permits parking within a garage by the number of vehicle intended for such garage.

Raised curbs or other means shall be provided in parking lots and along drives to prevent vehicular traffic from driving across or onto landscaped areas.

All asphalt drives and parking areas shall be edged with concrete curbs where asphalt pavement abuts an unpaved area. Raised concrete wheel stops shall be provided for all parking spaces that abut unpaved areas without raised curbs.

14.PEDESTRIAN ACCESS TO SHOPPING CENTER

A sidewalk, which provides pedestrian access from the apartments constructed on Parcel 2 to the shopping center constructed on Parcel 1, shall be constructed as part of each phase of apartment development prior to the issuance of the first certificate of occupancy for such phase of Parcel 2. This sidewalk shall connect to the sidewalks to be constructed along Roadway A.

PARCEL "3"

SINGLE FAMILY RESIDENTIAL PARCEL

1. DEVELOPMENT STANDARDS:

Parcel "3", 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. MINIMUM HOME SIZE

The minimum home size on Parcel 3 (exclusive of garages) shall be 1,400 square feet.

3. FENCES

Fences constructed adjacent to or abutting the trail tract identified on Exhibit "C" shall be constructed to the fence standards contained in Section 8.616 of the City's subdivision ordinances, as such Section reads on the date of this Agreement, for fences adjacent to a "Major Collector or higher thoroughfare", which standards provide for, among other acceptable materials, cedar fence panels.

4. STREET EXTENSIONS

Mesa Park Drive shall be extended as a collector roadway to connect to Roadway A as part of the platting of Parcel "3". This extension may be indirect.

Bayland Street shall be extended as a local street into Parcel "3" as part of the platting of Parcel "3". This extension may end in a cul-de-sac or may connect to the internal street system as part of the plat.

EXHIBIT "H"

—RESERVED—

EXHIBIT D-1
Landscape Requirements

(1) Definitions

Berm: An earthen mound designed to promote visual interest and topographic variety, as well as, screening undesirable views and assisting in noise reduction. A berm shall have a minimum height of 36" with a maximum side slope of three (3) horizontal feet to one (1) vertical foot. Berms are to be sited as not to encroach upon the critical root zones of existing trees.

Caliper: Caliper is the term used to define the diameter of a young tree. The caliper is measured six (6) inches above the ground for trees that are up to and including four (4) inch caliper size. For the trees that are larger than four (4) inch caliper, then it should be measured twelve (12) inches above the ground.

Diameter: The diameter is a form of measurement of an existing tree trunk. Diameter is measured at 4-1/2 feet above the ground level. Trees that split into multi-trunks below 4-1/2 feet shall use the sum of each individual trunk measured 4-1/2 feet above the natural grade level to determine the diameter.

Dripline: The periphery of the area underneath a tree that would be encompassed by perpendicular lines dropped from the outermost edges of the canopy of the tree. The word dripline also includes "Canopy" or "crown".

Evergreen: Plant material with foliage that remains green year-round. For purposes of this document, "evergreen" includes deciduous trees that keep their leaves for most but not all of the year, including, for example, live oaks and magnolias.

Grading: The mechanical or physical act of disturbing, moving, removing, transferring, or redistributing soil or earthen surfaces.

Irrigation system: A permanent, automatic, underground water system that is designed to transport and distribute water to landscape plant material.

Landscape: The improvement and enhancement of an area of land with any combination and/placement of plant material (trees, shrubs, vines, groundcover, turf, or flowers), natural elements (berms, rocks, stones, boulders, or water) and/or structural features (not limited to walkways, walls, fences, pools, fountains, outdoor art work, or benches).

Screening: A method of visually obscuring nearby structures or land uses (i.e. parking, vehicle use areas, outdoor storage) from another land use by

using one or a combination of fencing, walls, dense vegetation, and berming.

Shrub: Any species of plant material, typically multi-stemmed, that reaches a height of approximately three (3) feet upon maturity.

Tree, large: Any species of tree that typically reaches a height of forty (40) feet or more upon maturity.

Tree, medium: Any soecies of tree that typically reaches a height of between twenty-five (25) feet and forty (40) feet

Tree, small: Any species of tree that typically reaches a height of eight (8) feet to twenty five (25) feet upon maturity.

Vehicular use areas: Paved surface areas used for the purpose of vehicular circulation (i.e. drives, aisles,) parking and storage.

(2) Compliance

A. Landscape easements:

The landscape easement areas described in Section 6.1 of Exhibit D shall include the following plantings:

(i) Landscape easement abutting US Highway 79.

(a) One large tree per fifty (50) linear feet of frontage, which large trees shall be at least three-inch (3") caliper size at planting: and.

(b) One small tree per 20 linear feet of frontage; and

(c) One five (5) gallon container size shrub per four (4) linear feet of frontage.

(ii) All other landscape easements.

(a) One large tree per fifty (50) linear feet of frontage, which large trees shall be at least two-inch (2") caliper size at planting; and

(b) One small tree per 20 linear feet of frontage; and

(c) One five (5) gallon container sizeshrub per eight (8) linear feet of frontage.

B. Interior Parking Lot Landscaping.

Landscape medians shall be provided along both sides of all primary circulation driveways. Such driveways shall include driveways that access public streets, fire lanes, driveways that provide connections to abutting property and connections between such driveways intended primarily for circulation within the parking lot.

All median islands within parking areas, including those located adjacent to primary access and circulation drives, shall be landscaped with a combination of large and small trees. Trees shall be spaced no more than forty feet (40') apart on center. One third of the total number of trees shall be large trees. Large trees shall be a minimum of two (2) caliper inches when planted. Small trees shall be a minimum of one (1) caliper inch when planted.

An end island with a minimum width of ten (10) feet from back of curb to back of curb shall be provided at the terminus of each parking bay. Each end island shall be landscaped with at least one (1) large tree, which large trees shall be at least two-inch (2") caliper size at planting.

In addition to the other requirements of this Section (2)B pertaining to interior parking lot landscaping, and in full satisfaction of any requirement to mitigate for the removal of existing trees, a minimum of thirty-two (32) additional small and large trees in the aggregate shall be planted in the parking fields located on Parcel 1, in locations and groupings chosen by owner in owner's sole discretion, subject to any line-of-sight or other safety limitations of this Agreement, such trees to be at least one-inch (1") caliper size (for small trees) and two-inch (2") caliper size (for large trees) at planting. (The owner of a tract is also sometimes referred to as "applicant" herein.)

C. Screening and Compatibility Buffering

Compliance with this section requires that all detention ponds, ground mounted equipment (i.e., transformers, air conditioner units), dumpsters, trash receptacles, refuse storage containers, loading docks, large utility cabinets, storage sites, and other similar uses (collectively, "Service Uses" herein) be sufficiently screened from all public views, and that adjoining single family residential uses be buffered from such Service Uses.

(i) <u>Detention Ponds and/or water quality ponds.</u>

All proposed detention pond and/or water quality pond facilities shall be screened by means of the following landscape elements:

(a) One large tree with at least a two-inch (2") caliper size shall be planted for every thirty (30) linear feet around the boundary of the detention pond; and

(b) One small tree shall be planted for every fifteen (15) linear feet around the boundary of the detention pond; and

(c) One shrub (minimum 3'0" in height) shall be planted for every eight (8) linear feet around the boundary of the detention pond; and

(d) Either a landscape Berm or a masonry wall (minimum 3'0"in height).

Required trees shall be located to maximize the effective screening of the ponds.

Notwithstanding the foregoing, detention facilities that are grass-lined and located adjacent to a landscaped buffer area required under this Agreement (e.g., a landscape easement, the trail system, or an interior parking area landscaping area) need not be screened as otherwise provided in this section, provided, however, that any such detention or water quality facility with at least 25% of its perimeter located adjacent to US Hwy 79 shall also be landscaped with at least five (5) small trees and one (1) large tree each, located and grouped in applicant's sole discretion.

(ii) Dumpster, Trash Receptacles, Outdoor Storage

All proposed dumpsters, trash receptacles, refuse storage containers, and outdoor storage shall be located within an enclosure providing screening from all views by means of combining the following landscape elements:

(a) Decorative masonry wall with a non-masonry gate (minimum six feet [6'0"] in height). The construction materials of the wall shall match material used on the principal building located on the same lot; and

(b) Large shrubs and small trees shall be arranged as foundation planting around the perimeter of pad area. One small tree shall be planted on each of three sides of the enclosure, except the side where the gate is located. One large shrub shall be planted for every four (4) linear feet of wall constructed. The opening for the equipment however shall not be obstructed. (Minimum shrub height at installation shall be two and one half feet (2-1/2').

(iii) Ground Mounted Equipment

All proposed ground mounted equipment shall be screened from public views by the following means:

Planting one (1) large shrub for every three (3) linear feet around the boundary of the equipment. Shrubs shall be a minimum height of two and one-half feet at installation.

(iv) Loading Docks

Loading Dock areas shall be screened with a landscape berm and landscaping.

(v) Alternative Screening and Buffering

In lieu of the screening requirements listed in sections (ii) – (iv) above, applicant may screen the view of all such Service Uses with a berm and landscaping; or with appropriately located segments of six-foot wood privacy fencing, provided, however, that this alternative may not be used in connection with detention ponds located along US Hwy 79. In order to buffer adjoining single family residential uses from the Service Uses, applicant may provide a greenbelt area for the portion of the trail described in Section 15.1 of this Agreement that is located on the tract owned by applicant. The trail system shall be buffered from commercial uses by planting on such commercial tract (a) one (1) large tree of at least two-inch (2") caliper size at planting for every fifty (50) linear feet, and (b) one (1) small tree of at least one-inch (1") caliper size at planting for every twenty (20) linear feet, of the trail system greenbelt located on or immediately adjacent to the applicant's tract, provided, however, that for every twenty (20) linear feet of fencing constructed in satisfaction of the alternative screening requirement described in this Section 2(C)(v), the number of small trees to be planted in satisfaction of this buffering requirement shall be reduced by one (1) small tree. At least fifty percent (50%) of the large trees planted in satisfaction of the foregoing buffer requirement shall be of an evergreen species. Applicant's compliance with these alternative screening and buffering requirements shall satisfy all screening and buffering requirements otherwise applicable to the Service Uses, whether set out in this Agreement, the City's Code of Ordinances, or any other source whatsoever.

Any and all trees planted in satisfaction of the requirements of this Section (2)C shall be credited against any other landscaping requirement of this Agreement for the same area.

(3) Planting Criteria

A. Planting Criteria for Screening

Except as may be provided otherwise in a specific, alternative screening plan described herein, planted material used for the purposes of screening shall comply with the following minimum standards in addition to General Planting Requirements:

Selected plant material shall be evergreen for screening or may be a combination of evergreen and deciduous for other uses. Shrubs used for the purpose of screening shall be a minimum 5-gallon container size at the time of installation.

The mature height of a plant shall meet or exceed a sufficient height to effectively obscure views.

Growth habit of selected plant materials shall provide a dense foliage pattern that will effectively obscure views.

B. General Planting Requirements

All trees shall be planted in a pervious area no less than eight (8) feet wide in any direction (4 feet from the tree in any direction).

All newly planted trees shall be selected from a list of approved trees available in the Planning Department.

Neither trees nor shrubs that are required pursuant to this Agreement need to be planted in a line but shall be planted in accordance with an approved landscape plan prepared by a Landscape Architect licensed in the State of Texas..

At the time of installation all shrubs planted for the purpose of screening (but not including the shrubs to be planted in the landscape easements described herein) shall have a minimum height of two and one half feet (2-1/2') measured from the top of the root ball to the top of the plant.

No more than 50% of the trees and shrubs shall be from the same species.

All landscaping shall be separated from vehicular use areas by some form of barrier such as a raised concrete curbing, bollards, curb stops, or other suitable permanent alternative.

Landscaping shall not obstruct the view between the street and access drives and parking aisles near the street yard entries and exits, nor shall any landscaping which creates an obstruction of view be located in the radius of any curb return.

No artificial plant material may be used in any form to satisfy the requirements of this section.

C. Irrigation

All required landscape areas shall be irrigated by an underground automatic system. This system shall adhere to manufacturer specifications and the rules and regulations established by Texas Natural Resource Conservation Commission (TNRCC) or successor agency. In addition, an irrigation system shall comply with the following guidelines:

Sprinkler head spacing shall be designed for head-to-head coverage and adjusted for prevailing winds. Subject to provisions in this Agreement to the contrary (including, without limitation, those pertaining to landscaping in TxDOT rights-of-way), the system shall promote minimum run-off and minimum over spray onto non-irrigated areas (i.e., paving, walkway, building).

Sprinkler heads shall have matched precipitation rates within each control valve circuit.

Adjustable flow controls shall be required on circuit remote control valves. Pressure regulation component(s) shall be required where static pressure exceeds manufacturer's recommended operating range.

Valves and circuits shall be separated based on water use requirements, so that turf areas can be watered separately from shrubs, trees, and groundcover areas. A minimum of one (1) bubbler each shall be provided for all large trees.

Serviceable check valves shall be required where elevation differential may cause low head drainage adjacent to paving areas.

All automatic irrigation systems shall be equipped with an electronic controller capable of dual or multiple programming. Controller(s) shall have multiple cycle start capacity and a flexible calendar program, including the capability of being set to water every five days. All automatic irrigation systems shall be equipped with a rain and freeze sensor shut-off device.

(4) Alternative Compliance

In cases where a particular site opportunity exists, or where there is an unusual construction or site circumstance, an alternative landscape plan which may not strictly comply with the terms of this section may be submitted for approval to the Director of Planning and Community Development.

A. Standards

Approval shall be based on the applicant's ability to design a plan that substantially meets the intent of the code as well as strict compliance with the minimum required standards set forth in this section.

B. Letter

The plan must be submitted with a letter stating how the plan meets the intent of the Code and the details of the methods used meet the intent.

Bury+Partners
Consulting Engineers and Surveyors

1.10 ACRES
DEDICATION
05232DEDICATION.DWG

FN NO. SA02-014.MAV
JANUARY 31, 2002
JOB NO. 50005-232.

FIELD NOTE DESCRIPTION

FOR A 1.10 ACRE TRACT OF LAND SITUATED IN THE CITY OF ROUND ROCK, WILLIAMSON COUNTY, TEXAS, OUT OF THE P.A. HOLDER SURVEY, ABSTRACT NO. 297 AND BEING A PORTION OF THAT CERTAIN TRACT OF LAND CONVEYED TO GORDON S. JOHNSON AND WIFE GLADYS A. JOHNSON AS EVIDENCED BY DOCUMENT OF RECORD IN VOLUME 491, PAGE 564 OF THE DEED RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 1.10 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a ½ inch iron rod found in the northerly line of U.S. HWY. No. 79 for the southwest corner of said Johnson tract and hereof, same iron rod being the southeast corner of that certain tract of land conveyed to James P. Halbert and wife, Susan J. Halbert as evidenced by Document Number 9710458 of the Deed Records of Williamson County, Texas;

THENCE leaving the northerly line of U.S. Hwy. No. 79, and crossing the said Gordon s. Johnson tract, the following three (3) courses and distances:

1) N76°12'50"E, a distance of 728.50 feet to a ½ inch iron rod set for an angle corner;
2) N66°16'18"E, a distance of 493.90 feet to a ½ inch iron rod set for an angle corner;
3) N79°29'46"E, a distance of 36.26 feet to a ½ inch iron rod set in the Westerly line of F.M. 1460, for the northeasterly corner of herein described tract;

THENCE S32°55'04"W along the westerly line of said F.M. 1460, a distance of 115.00 feet to a ½ inch iron rod found in the northerly line of U.S. Hwy No. 79;

THENCE along the southerly line of said Gordon S. Johnson tract, same being the northerly line of U.S. Hwy No. 79, the following two courses and distances:

FN NO. SA02-014.MAV
DEDICATION
JANUARY 31, 2002

1) S71°43'47"W a distance of 491.18 feet to a 60D nail in a concrete monument found for a point of curvature of a curve to the right;

2) Along said curve to the right having a radius of 2865.00 feet, a central angle of 13°36'15", an arc length of 680.26 feet, and a chord which bears S79°05'28"W, a distance of 678.66 feet to the **POINT OF BEGINNING**, containing an area of 1.10 acres of land, more or less, within these metes and bounds.

I, JAMES W. RUSSELL, A REGISTERED PROFESSIONAL LAND SURVEYOR, DO HEREBY CERTIFY THAT THE PROPERTY DESCRIBED HEREIN WAS DETERMINED FROM A SURVEY MADE ON THE GROUND UNDER MY DIRECTION AND SUPERVISION. A SURVEY EXHIBIT WAS PREPARED TO ACCOMPANY THIS DESCRIPTION.

BURY & PARTNERS, INC.
ENGINEERS AND SURVEYORS
10000 SAN PEDRO, SUITE #100
SAN ANTONIO, TEXAS 78216

JAMES W. RUSSELL 01/31/2002
R.P.L.S #4230
STATE OF TEXAS

STATE OF TEXAS
REGISTERED
JAMES W. RUSSELL
4230
PROFESSIONAL
LAND SURVEYOR

RECORDERS MEMORANDUM
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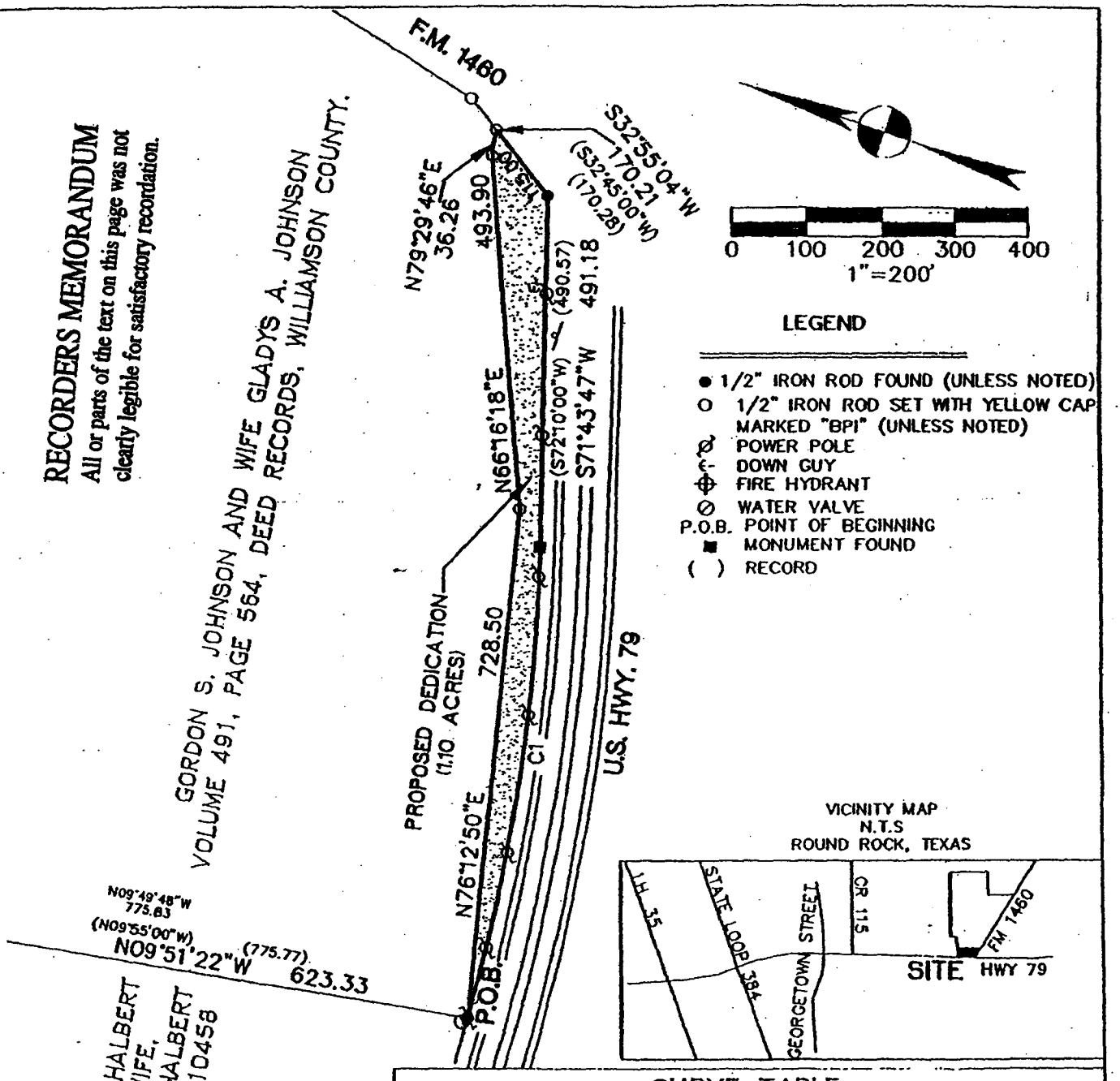

CURVE TABLE

CURVE	DELTA	RADIUS	LENGTH	CHORD DIRECTION	CHORD
C1	13°36'15"	2865.00'	680.26'	S79°05'28"W	678.66'

(RECORD CURVE TABLE)

CURVE	DELTA	RADIUS	LENGTH	CHORD DIRECTION	CHORD
C1	13°36'18"	2865.00'	680.30'	S79°03'00"W	678.70'

Bury+Partners
Consulting Engineers and Surveyors
San Antonio, Texas
Tel 210/525-9090 Fax 210/525-0529
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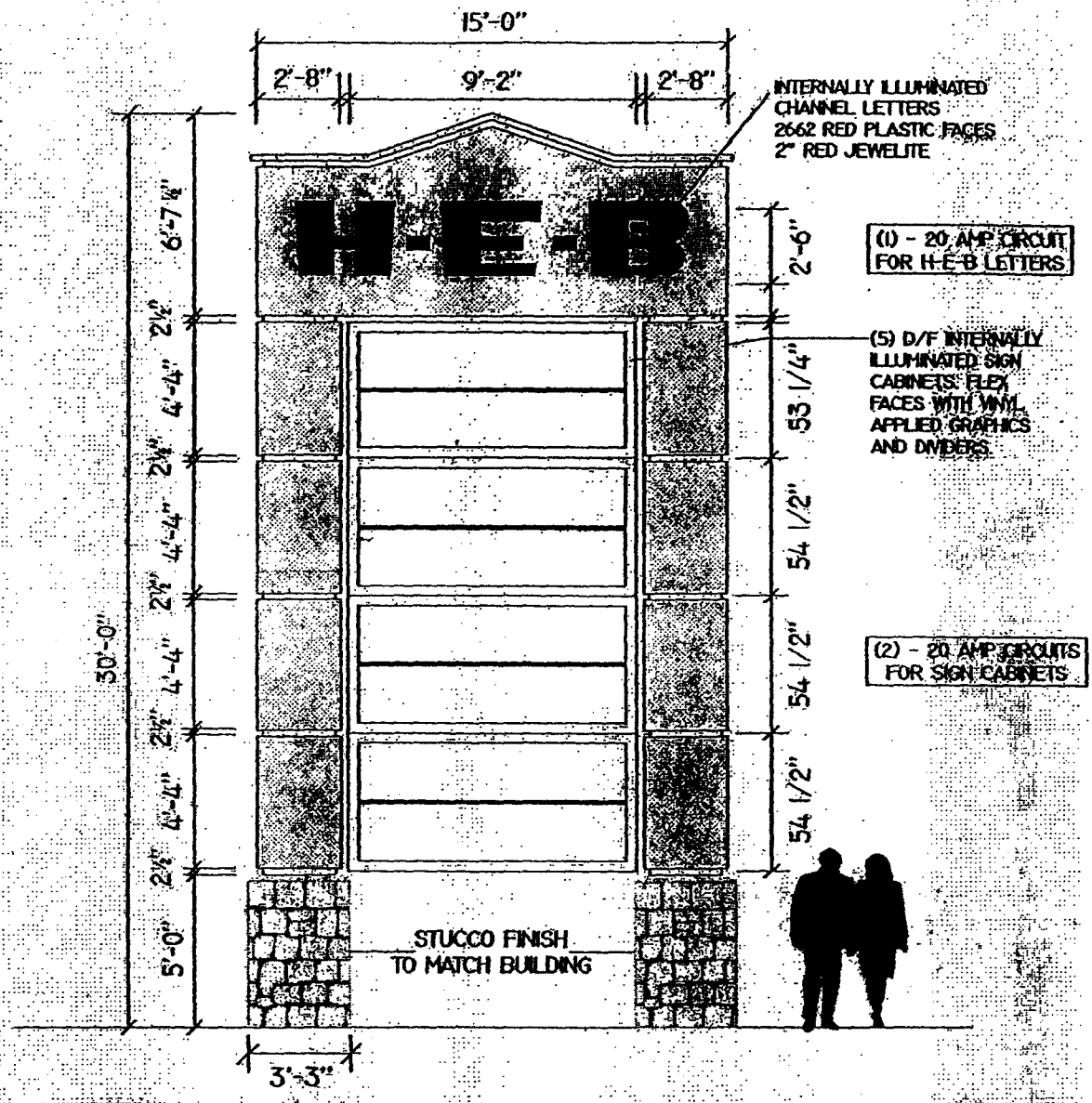
EXHIBIT OF PROPOSED DEDICATION

H.E.B.

DATE: 06/08/01	DRAWN BY: MAV	FILE: H:\50005\232\DEDICATION.DWG	FN NO. 02-014.MAV	PROJECT No.-05-232.91



MULTIPLE TENANT PYLON SIGN ELEVATION
ROUND ROCK, TX.
SCALE; 3/16"=1'-0"

RECORDERS MEMORANDUM

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Comet SIGNS

EXHIBIT C

Z-02-05-09-15D6
PUD No. 53
Johnson Tract

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Nancy E. Rister

05-16-2002 08:47 AM 2002037040
ANDERSON $213.00
NANCY E. RISTER ,COUNTY CLERK
WILLIAMSON COUNTY, TEXAS

Please return to:

(14)

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