

ORDINANCE NO. Z-94-01-13-8m
3046

AN ORDINANCE AMENDING EXHIBIT "B" OF ORDINANCE NO. 1297, ADOPTED BY THE CITY COUNCIL OF ROUND ROCK, TEXAS, ON MARCH 28, 1991, AND AMENDING THE OFFICIAL ZONING MAP OF THE CITY OF ROUND ROCK, TEXAS, ADOPTED IN SECTION 11.305(2), CODE OF ORDINANCES, 1990 EDITION, CITY OF ROUND ROCK, TEXAS, TO REFLECT THE AMENDMENTS TO EXHIBIT "B" OF ORDINANCE NO. 1297; PROVIDING FOR A SAVINGS CLAUSE AND REPEALING CONFLICTING ORDINANCES OR RESOLUTIONS.

WHEREAS, on March 28, 1991, the City Council of the City of Round Rock, Texas adopted Ordinance No. 1297, which amended the Official Zoning Map adopted in Section 11.305(2), Code of Ordinances, 1990 Edition, City of Round Rock, Texas, by establishing the 398.16 acres described in Exhibit "A" of said Ordinance as Planned Unit Development (PUD) District #4, and

WHEREAS, an application has been made to the City Council of the City of Round Rock, Texas to amend the Official Zoning Map by amending certain exhibits within Exhibit "B" of Ordinance No. 1297, and

WHEREAS, the Planning and Zoning Commission held a public hearing concerning the requested amendment to Ordinance No. 1297 and P.U.D. #4 on the 18th day of November, 1993, following lawful publication of said public hearing, and

WHEREAS, after considering the public testimony received at such hearing, the Planning and Zoning Commission has recommended that Ordinance No. 1297, which established P.U.D. #4, be amended, and that the Official Zoning Map reflect said amendments, and

**OFFICIAL RECORDS
WILLIAMSON COUNTY, TEXAS**

WHEREAS, on the 23rd day of November, 1993, after proper notification, the City Council held a public hearing on the requested amendments to Ordinance No. 1297 and P.U.D. #4, and

WHEREAS, the City Council determined that the amendments to Ordinance No. 1297 and P.U.D. #4 and the consequent amendment to the Official Zoning Map promote 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, 1990 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 hereby determine that the proposed amendments to Planned Unit Development (PUD) District #4 meet the following goals and objectives:

- (1) The changes to the development in the proposed P.U.D. #4 are equal to or superior to development that would occur under the standard ordinance requirements.
- (2) The amendments to P.U.D. #4 are in harmony with the general purposes, goals, objectives and standards of the General Plan.
- (3) The amendments to P.U.D. #4 do not have an undue adverse effect on adjacent property, the character of the neighborhood, traffic conditions, parking, utilities or any other matters affecting the public health, safety and general welfare.
- (4) The amendments to P.U.D. #4 will be adequately served by essential public facilities and services including

streets, parking, drainage, water, wastewater facilities, and other necessary utilities.

- (5) The amendments to P.U.D. #4 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 Ordinance No. 1297, passed and adopted by the City Council of Round Rock, Texas, on March 28, 1991, is hereby amended by deleting Exhibit "B" attached to said Ordinance in full and by substituting a new Exhibit "B", which is attached hereto and incorporated herein.

III.

That the Official Zoning Map adopted in Section 11.305(2), Code of Ordinances, 1990 Edition, City of Round Rock, Texas is hereby amended to reflect the amendments to Ordinance No. 1274 and P.U.D. #4 established therein.

IV.

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

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


Alternative 1.

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

READ, PASSED, and ADOPTED on first reading this 13th day
of January, 1994.
Alternative 2.

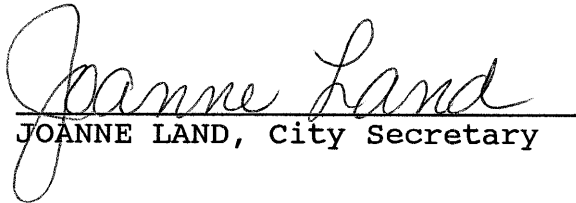
READ and APPROVED on first reading this the _____ day of
_____, 1994.

READ, APPROVED and ADOPTED on second reading this the
_____ day of _____, 1994.



CHARLES CULPEPPER, Mayor
City of Round Rock, Texas

ATTEST:



JOANNE LAND, City Secretary

**EXHIBIT A
TO CITY OF ROUND ROCK
ORDINANCE NO. 1297
CONSISTING OF FIFTEEN PAGES**

This exhibit describes the developable land as follows:

Original Franklin Tract	582.35 Acres
Less Golf course (Appendix 1)	170.00 Acres
Less Golf Course Access Road (Appendix 2)	14.19 Acres
AREA DESCRIBED	<u>398.16 Acres</u>

FIELD NOTES FOR A 398.16 ACRE TRACT OF LAND:

Vol 1020 tract 815
905501

FIELD NOTES FOR MR. BOB CLARK:

BEING 387.33 acres of land, of which 237.13 acres are situated in the E. V. Matheus Survey, Abstract No. 449 and 345.27 acres are situated in the John H. Randall Survey, Abstract No. 531 in Williamson County, Texas; said land being a portion of that certain First Tract, called 640 acres, and Second Tract, called 789 acres, as conveyed to Otto C. Pfluger by deed as recorded in Volume 347, Page 374, of the Deed Records of Williamson County, Texas, and that certain tract of land, called 100 acres, as conveyed to Otto C. Pfluger by deed as recorded in Volume 355, Page 394, of the Deed Records of Williamson County, Texas. Surveyed on the ground in the month of January, 1984, under the supervision of R. T. Hagness, Jr., Registered Public Surveyor, and being more particularly described as follows:

BEGINNING at an iron pin set at a fence corner on the East line of County Road No. 122, and being the N.W. corner of the above-referenced 100-acre Pfluger tract, for the N.W. corner hereof; said point being on or near the North line of the John H. Randall Survey, A-531;

THENCE, with a fence along the North line of the said 100-acre Pfluger tract, and along or near the said North line of the John H. Randall Survey, A-531, as follows: S 89° 36' 30" E, 925.10 feet to a 40d nail set; S 89° 06' 30" E, 1019.51 feet to an iron pin found; S 89° 15' 30" E, passing the N.E. corner of the said 100-acre Pfluger tract and the most northerly N.E. corner of the above-referenced Pfluger Second Tract, and continuing with a fence along the North line of the said Pfluger Second Tract, for a total distance of 1021.61 feet, in all, to a 40d nail set; S 88° 53' E, passing by or near the N.E. corner of the said John H. Randall Survey and the N.W. corner of the E. V. Matheus Survey, A-449, being the N.E. corner of the said Pfluger Second Tract and the N.W. corner of the above-referenced Pfluger First Tract, and continuing with the fence along the North line of the said Pfluger First Tract and along or near the North line of the said E. V. Matheus Survey, for a total distance of 1031.93 feet, in all, to an iron pin found; S 88° 50' E, 381.17 feet to an iron pin set at a fence corner and S 89° 13' E, 503.24 feet to a metal post, for the most northerly N.E. corner hereof;

THENCE S 12° 06' W, 612.06 feet to an iron pin set; S 48° 10' W, 766.74 feet to a 40d nail set in a fence, and S 9° 57' 30" W, 425.53 feet, with the said fence, to an iron pin set for an interior corner hereof;

THENCE S 89° 17' E, 3241.38 feet to an iron pin set in a fence on the East line of the said Pfluger First Tract, being on or near the East line of the E. V. Matheus Survey, for the most easterly N.E. corner hereof;

THENCE, with a fence along the said East line of the Pfluger First Tract, and along or near the said East line of the E. V. Matheus Survey, as follows: S 0° 48' W, 437.70 feet to an iron pin set at a fence corner and S 0° 45' 30" W, 1533.03 feet to an iron pin set, for the most easterly S.E. corner hereof;

THENCE N 89° 17' W, 2581.89 feet to an iron pin set for an interior corner hereof;

THENCE S 0° 43' W, 1512.14 feet to an iron pin found at a fence corner for the most southerly S.E. corner hereof;

THENCE, with a fence, N 89° 19' W, 1125.00 feet to an iron pin set on or near the common line between the said E. V. Matheus Survey and the John H. Randall Survey, being the common line between the said Pfluger First Tract and the said Pfluger Second Tract, and



EXHIBIT A

Greger & Higzell, Inc.
SURVEYORS
1000 N. W. 10th St., Ft. Worth, Texas 76102

Page 1 of 2
Job No. 2705

RECORDERS MEMORANDUM

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VOL 1020 PAGE 816

985581

FIELD NOTES FOR MR. BOB CLARK, Cont.

S 87° 03' 4. 163.99 feet to an iron pin found for the most southerly S.W. corner hereof;

THENCE N 1° 23' 30" E, 431.50 feet to an iron pin found for an interior corner hereof;

THENCE N 88° 56' 30" W, 1106.09 feet to an iron pin found marking the S.E. corner of Jackrabbit Subdivision, a subdivision of record in Cabinet E, Slides 213-214 of the Plat Records of Williamson County, Texas, for a southwesterly corner hereof;

THENCE N 0° 58' 30" E, 790.36 feet to an iron pin found marking the N.E. corner of the said Jackrabbit Subdivision for an interior corner hereof;

THENCE N 88° 41' W, 2404.80 feet to an iron pin found on the said East line of County Road No. 122, marking the N.W. corner of the said Jackrabbit Subdivision, for the most westerly S.W. corner hereof;

THENCE, with a fence, along the said East line of County Road No. 122, as follows: N 0° 43' E, 1443.73 feet to a 40d nail set; N 0° 36' E, 1822.83 feet to an iron pin set; N 76° 26' 30" E, 40.50 feet to an iron pin set; N 6° 38' 30" W, 259.14 feet to an iron pin set and N 1° 07' E, 255.13 feet to the place of BEGINNING and containing 582.35 acres of land.

SAVE AND EXCEPT a certain 170 acre tract described in Appendix 1 to this Exhibit, and a certain 14.19 acre Tract described in Appendix 2 to this Exhibit.

RECORDED IN THE PUBLIC RECORDS
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clearly legible for satisfactory recordation.

NOTE:

The above-described tract of land is subject to a 10-foot-wide Public Utility Easement along and 10 feet South of the entire most northerly North line.

The above-described tract of land is subject to an easement to Brushy Creek Water Control and Improvement District No. 1 of Williamson and Milam Counties of record in Volume 430, Page 643 of the Deed Records of Williamson County, Texas.

STATE OF TEXAS I
COUNTY OF WILLIAMSON I

KNOW ALL MEN BY THESE PRESENTS:

I, R. T. Magness, Jr., Registered Public Surveyor, do hereby certify that the above-described tract of land was surveyed on the ground under my personal supervision during the month of January, 1984, and that said description is true and correct to the best of my knowledge and belief.

TO CERTIFY WHICH, WITNESS my hand and seal at Georgetown, Williamson County, Texas, this the 12th day of January, 1984, A.D.

[Handwritten Signature]
R. T. Magness, Jr.
Registered Public Surveyor, No. 1433
State of Texas



NOTE: Access to a 100.00 acre tract in the N.E. corner of the said Pfluger First Tract is along an existing Pasture Road or as shown, said access to be 60 feet wide.



EXHIBIT A

Gieger & Bljzoll, Inc.
CONSULTING ENGINEERS - SURVEYORS
P. O. BOX 414 • DEDARCO, TEXAS

Revised 4-9-84 for Note

Page 2 of 2
Job No. 9205

[Handwritten Signature]

RECORDERS MEMORANDUM
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APPENDIX I TO EXHIBIT 'A'

Page 1 of 4

FIELD NOTES

BEING 170.00 acres of land out of the E. W. Matthews Survey, Abstract No. 449, and the John H. Randall Survey, Abstract No. 531, Williamson County, Texas, and being a part of that certain 582.35 acre tract of land described in a deed to Ben Franklin Corporation recorded in Volume 1020 at Page 812, Official Records of Williamson County, and being more particularly described by metes and bounds as follows:

BEGINNING at the northeast corner of said 582.35 acre tract, said point also being the southeast corner of Oak Bluff Estates, Phase 2, a subdivision of record filed in Cabinet F, Slide 253, Plat Records of Williamson County:

THENCE S 11° 59' 28" W a distance of 810.09 feet to an iron rod found;

THENCE S 48° 10' 52" W a distance of 766.87 feet to an iron rod found;

THENCE S 09° 51' 59" W a distance of 425.73 feet to an iron rod found;

THENCE S 89° 17' 00" E a distance of 490.00 feet to an iron rod set;

THENCE, traversing the interior of said 582.35 acre tract, the following described courses and distances to iron rods set:

- (1) S 00° 00' 00" W a distance of 170.00 feet;
- (2) S 77° 12' 11" E a distance of 395.39 feet;
- (3) N 89° 04' 33" E a distance of 620.08 feet;
- (4) S 78° 10' 19" E a distance of 975.72 feet;
- (5) S 50° 31' 39" E a distance of 110.11 feet;
- (6) S 26° 33' 54" E a distance of 223.61 feet;
- (7) S 05° 42' 38" W a distance of 201.00 feet;
- (8) S 15° 15' 18" E a distance of 342.05 feet;
- (9) S 20° 11' 27" W a distance of 128.16 feet;
- (10) S 56° 18' 36" W a distance of 90.14 feet;
- (11) S 25° 20' 46" W a distance of 210.24 feet;
- (12) S 90° 00' 00" W a distance of 110.00 feet;
- (13) S 56° 18' 36" W a distance of 144.22 feet;
- (14) N 72° 56' 15" W a distance of 920.49 feet;
- (15) N 79° 41' 43" W a distance of 559.02 feet;
- (16) S 64° 58' 59" W a distance of 185.53 feet;
- (17) S 18° 07' 10" W a distance of 578.71 feet;
- (18) S 39° 56' 11" W a distance of 560.80 feet;
- (19) S 62° 14' 29" W a distance of 107.35 feet;
- (20) S 90° 00' 00" W a distance of 195.00 feet;
- (21) N 52° 48' 55" W a distance of 182.00 feet;
- (22) N 03° 15' 07" E a distance of 440.71 feet;
- (23) N 26° 31' 54" E a distance of 111.80 feet;

MEMORANDUM

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- (24) N 67° 54' 16" E a distance of 241.51 feet;
- (25) N 00° 00' 00" E a distance of 215.00 feet;
- (26) N 34° 33' 45" E a distance of 273.22 feet;
- (27) N 09° 27' 44" W a distance of 182.48 feet;
- (28) N 32° 00' 19" W a distance of 377.36 feet;
- (29) N 03° 21' 59" E a distance of 425.73 feet;
- (30) N 21° 30' 05" W a distance of 532.02 feet;
- (31) N 07° 12' 51" E a distance of 796.30 feet;
- (32) N 64° 03' 28" W a distance of 285.73 feet;
- (33) S 59° 02' 11" W a distance of 174.93 feet;
- (34) S 53° 16' 02" W a distance of 418.00 feet;
- (35) S 45° 00' 00" W a distance of 671.73 feet;
- (36) S 00° 00' 00" W a distance of 325.00 feet;
- (37) S 54° 14' 46" W a distance of 308.06 feet;
- (38) S 10° 21' 59" W a distance of 416.80 feet;
- (39) S 15° 48' 09" E a distance of 550.82 feet;
- (40) S 00° 00' 00" W a distance of 110.00 feet;
- (41) S 30° 34' 45" W a distance of 127.77 feet;
- (42) S 57° 43' 28" W a distance of 112.56 feet;
- (43) S 90° 00' 00" W a distance of 315.00 feet;
- (44) N 19° 13' 50" W a distance of 227.71 feet;
- (45) N 48° 14' 21" W a distance of 137.68 feet;
- (46) S 90° 00' 00" W a distance of 260.00 feet;
- (47) S 81° 47' 34" W a distance of 525.38 feet;
- (48) S 46° 47' 26" W a distance of 452.77 feet;
- (49) N 77° 00' 19" W a distance of 66.71 feet;
- (50) N 26° 33' 54" W a distance of 78.26 feet;
- (51) S 90° 00' 00" W a distance of 150.00 feet;
- (52) N 17° 44' 41" W a distance of 131.24 feet;
- (53) N 61° 28' 37" W a distance of 201.77 feet;
- (54) N 43° 01' 30" W a distance of 205.18 feet;
- (55) N 12° 52' 30" W a distance of 179.51 feet;
- (56) N 20° 19' 23" E a distance of 431.89 feet;
- (57) N 06° 04' 21" W a distance of 216.33 feet;
- (58) N 23° 02' 22" W a distance of 472.70 feet;

RECORDERS MEMORANDUM
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- (59) N 00° 00' 00" E a distance of 165.00 feet;
 (60) N 52° 11' 04" E a distance of 331.85 feet;
 (51) N 37° 38' 51" E a distance of 221.02 feet;
 (62) N 53° 58' 22" E a distance of 1088.12 feet;
 (63) S 54° 17' 36" E a distance of 394.08 feet;
 (64) S 15° 50' 35" E a distance of 384.64 feet;
 (65) S 53° 38' 49" E a distance of 276.03 feet;
 (66) N 37° 41' 39" E a distance of 139.01 feet;
 (67) N 12° 13' 30" W a distance of 306.96 feet;
 (68) N 13° 17' 55" E a distance of 282.57 feet;
 (69) N 74° 30' 41" E a distance of 430.64 feet;
 (70) N 40° 48' 54" E a distance of 436.03 feet;
 (71) N 87° 34' 50" E a distance of 355.32 feet;
 (72) N 57° 46' 58" E a distance of 165.18 feet to an iron rod set in the north line of said 582.35 acre tract;

THENCE with the north line of said 582.35 acre tract and the south line of Oak Bluff Estates, Phase 2, the following described three (3) courses and distances:

- (1) S 88° 53' 40" E a distance of 283.81 feet to an iron rod found;
- (2) S 88° 47' 57" E a distance of 180.72 feet to an iron rod found, and;
- (3) S 89° 02' 29" E a distance of 501.86 feet to the Place of Beginning, containing 249.851 acres of land.

SAVE AND EXCEPT PARCEL I, described as follows, to wit:

BEGINNING at a point in said 582.35 acre tract, said point being in the interior of the above described 249.851 acre tract, and from which the northeast corner of said 582.35 acre tract bears N 12° 05' 37" E a distance of 1985.27 feet;

THENCE traversing the interior of said 249.851 acre tract, the following described courses and distances to iron rods set:

- (1) S 62° 59' 48" E a distance of 599.85 feet;
- (2) N 80° 14' 31" E a distance of 796.52 feet;
- (3) S 59° 02' 11" E a distance of 670.56 feet;
- (4) S 06° 40' 00" E a distance of 387.62 feet;
- (5) S 20° 33' 22" W a distance of 120.88 feet;
- (6) S 59° 51' 31" W a distance of 179.23 feet;
- (7) N 64° 56' 43" W a distance of 360.35 feet;
- (8) N 50° 37' 51" W a distance of 252.24 feet;
- (9) N 65° 39' 32" W a distance of 230.49 feet;
- (10) S 30° 06' 00" W a distance of 830.00 feet;
- (11) N 32° 19' 11" W a distance of 579.83 feet;

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(12) N 34° 09' 26" E a distance of 178.04 feet to the Place of Beginning, containing 25.296 acres of land.

SAVE AND EXCEPT PARCEL 2, described as follows, to wit:

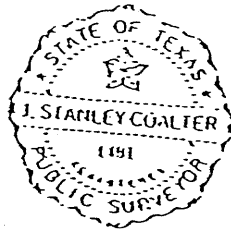
BEGINNING at a point in said 582.35 acre tract said point being in the interior of the above described 249.851 acre tract, and from which the northeast corner of said 582.35 acre tract bears N 61° 22' 40" E a distance of 2903.79 feet:

THENCE traversing the interior of said 249.851 acre tract, the following described courses and distances to iron rods set:

- (1) S 15° 56' 43" W a distance of 291.20 feet;
- (2) S 10° 42' 00" W a distance of 630.00 feet;
- (3) S 68° 36' 00" W a distance of 1212.19 feet;
- (4) N 61° 00' 00" W a distance of 508.13 feet;
- (5) N 45° 47' 05" E a distance of 258.12 feet;
- (6) N 00° 00' 00" E a distance of 180.00 feet;
- (7) N 24° 53' 29" W a distance of 673.44 feet;
- (8) N 45° 09' 58" E a distance of 1252.90 feet;
- (9) N 72° 53' 50" E a distance of 104.58 feet;
- (10) S 18° 05' 00" E a distance of 515.46 feet;
- (11) S 67° 22' 49" E a distance of 780.00 feet to the Place of Beginning, containing 54.555 acres of land.

The net area of the tract of land described herein is 170.00 acres.

J. Stanley Coalter
 Stan Coalter, RPS, LSCS
 9-12-89



RECORDERS MEMORANDUM
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APPENDIX 2 TO EXHIBIT 'A'

Page 1 of 7

FIELD NOTE DESCRIPTION

OF TWO TRACTS OF LAND BEING OUT OF THE REMAINDER OF THAT CERTAIN 582.35-ACRE TRACT OF LAND SITUATED IN THE E.W. MATTHEWS SURVEY, ABSTRACT NO. 449 AND THE JOHN H. RANDALL SURVEY, ABSTRACT NO. 531, WILLIAMSON COUNTY, TEXAS, SAID 582.35 ACRES BEING CONVEYED TO BEN FRANKLIN CORPORATION, A TEXAS CORPORATION, BY INSTRUMENT IN VOLUME 1020, PAGE 812, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS, SAID TWO TRACTS OF LAND BEING HEREIN MORE PARTICULARLY DESCRIBED FOR RIGHT-OF-WAY PURPOSES, BY METES AND BOUNDS AS TRACT ONE, BEING 10.7450 ACRES AND TRACT TWO, BEING 3.4506 ACRES AS FOLLOWS:

TRACT ONE

BEGINNING at an iron rod set on the east right-of-way line of Williamson County Road No. 122, same being the west line of said 582.35 acres from said POINT OF BEGINNING a 1/2-inch iron rod found for the southwest corner of said 582.35 acres bears $S00^{\circ}45'18''W$ a distance of 247.55 feet;

THENCE continuing with the aforementioned common east right-of-way line and west line of the 582.35 acres, same being the west line hereof, $N00^{\circ}45'18''E$ for a distance of 160.00 feet to a 1/2-inch iron rod set;

THENCE leaving the aforementioned common line and through said remainder of the 582.35-acre tract with the north line of the herein-described right-of-way the following described courses and distances to 1/2-inch iron rods set:

- 1) $S44^{\circ}14'35''E$ for a distance of 28.29 feet;
- 2) $S89^{\circ}14'28''E$ for a distance of 50.30 feet to a point of curvature of a curve to the left;
- 3) With said curve to the left having a radius of 330.00 feet, a central angle of $34^{\circ}14'51''$, a long chord of 194.33 feet (chord bears $N73^{\circ}38'07''E$) for an arc length of 197.25 feet to a point of tangency;
- 4) $N56^{\circ}30'42''E$ for a distance of 277.32 feet to a point of curvature of a curve to the right;
- 5) With said curve to the right having a radius of 520.00 feet, a central angle of $61^{\circ}53'58''$, a long chord of 534.86 feet (chord bears $N87^{\circ}27'40''E$) for an arc length of 561.78 feet to a point of tangency;
- 6) $S61^{\circ}35'23''E$ for a distance of 214.54 feet to a point of curvature of a curve to the left;
- 7) With said curve to the left having a radius of 430.00 feet, a central angle of $56^{\circ}40'51''$, a long chord of 408.25 feet (chord bears $S89^{\circ}55'47''E$) for an arc length of 425.38 feet to a point of tangency;
- 8) $N61^{\circ}43'50''E$ for a distance of 154.29 feet to a point of curvature of a curve to the right;
- 9) With said curve to the right having a radius of 570.00 feet, a central angle of $41^{\circ}34'51''$, a long chord of 404.64 feet (chord bears $N82^{\circ}31'14''E$) for an arc length of 413.66 feet to a point of non-tangency;
- 10) $S70^{\circ}15'53''E$ for a distance of 536.25 feet to a non-tangent point of curvature of a curve to the left;
- 11) With said curve to the left, having a radius of 290.00 feet, a central angle of $107^{\circ}03'49''$, a long chord of 466.43 feet (chord bears $N49^{\circ}46'44''E$) for an arc length of 541.90 feet to a point of tangency;
- 12) $N03^{\circ}45'10''W$ for a distance of 295.73 feet to a point of curvature of a curve to the right;
- 13) With said curve to the right having a radius of 710.00 feet, a central angle of $27^{\circ}31'39''$, a long chord of 337.84 feet (chord bears $N10^{\circ}00'39''E$) for an arc length of 341.12 feet to a point of tangency;
- 14) $N23^{\circ}46'31''E$ for a distance of 327.06 feet to a point of curvature of a curve to the left;

Page 2

- 15) With said curve to the left having a radius of 420.00 feet, a central angle of $83^{\circ}36'25''$; a long chord of 559.93 feet (chord bears $N18^{\circ}01'44''W$) for an arc length of 612.87 feet to a point of tangency;
- 16) $N59^{\circ}49'56''W$ for a distance of 170.58 feet to a point on the common interior line of said 170-acre tract and the remainder of said 582.35-acre tract of land for a corner hereof;

THENCE with the aforementioned common interior line, same being a line hereof, $N00^{\circ}00'00''E$ for a distance of 69.40 feet to a 1/2-inch iron rod set for a corner hereof;

THENCE leaving the aforementioned common interior line and continuing through said remainder of the 582.35-acre tract the following described courses and distances to 1/2-inch iron rods set:

- 1) $S59^{\circ}49'56''E$ for a distance of 205.46 feet to a point of curvature of a curve to the right;
- 2) With said curve to the right having a radius of 480.00 feet, a central angle of $83^{\circ}36'25''$, a long chord of 639.91 feet (chord bears $S18^{\circ}01'44''E$) for an arc length of 700.42 feet to a point of tangency;
- 3) $S23^{\circ}46'31''W$ for a distance of 327.06 feet to a point of curvature of a curve to the left;
- 4) With said curve to the left, having a radius of 650.00 feet, a central angle of $27^{\circ}31'39''$, a long chord of 309.29 feet (chord bears $S10^{\circ}00'39''W$) for an arc length of 312.29 feet to a point of tangency;
- 5) $S03^{\circ}45'10''E$ for a distance of 295.73 feet to a point of curvature of a curve to the right;
- 6) With said curve to the right having a radius of 350.00 feet, a central angle of $107^{\circ}03'49''$, a long chord of 562.93 feet (chord bears $S49^{\circ}46'44''W$) for an arc length of 654.01 feet to a point of non-tangency;
- 7) $N76^{\circ}41'20''W$ for a distance of 532.88 feet to a non-tangent point of curvature of a curve to the left;
- 8) With said curve to the left having a radius of 450.00 feet, a central angle of $41^{\circ}34'51''$, a long chord of 319.46 feet (chord bears $S82^{\circ}31'14''W$) for an arc length of 326.58 feet to a point of tangency;
- 9) $S61^{\circ}43'50''W$ for a distance of 154.29 feet to a point of curvature of a curve to the right;
- 10) With said curve to the right having a radius of 550.00 feet, a central angle of $56^{\circ}40'51''$, a long chord of 522.18 feet (chord bears $N89^{\circ}55'47''W$) for an arc length of 544.10 feet to a point of tangency;
- 11) $N61^{\circ}35'23''W$ for a distance of 214.54 feet to a point of curvature of a curve to the left;
- 12) With said curve to the left having a radius of 400.00 feet, a central angle of $61^{\circ}53'58''$, a long chord of 411.43 feet (chord bears $S87^{\circ}02'40''W$) for an arc length of 432.14 feet to a point of tangency;
- 13) $S56^{\circ}30'42''W$ for a distance of 277.32 feet to a point of curvature of a curve to the right;
- 14) With said curve to the right having a radius of 450.00 feet, a central angle of $34^{\circ}14'51''$, a long chord of 264.99 feet (chord bears $S73^{\circ}38'07''W$) for an arc length of 268.98 feet to a point of tangency;
- 15) $N89^{\circ}14'28''W$ for a distance of 50.29 feet;
- 16) $S45^{\circ}45'25''W$ for a distance of 28.28 feet to the POINT OF BEGINNING of the herein-described TRACT ONE containing 10.7450 acres (468,052 square feet) of land area.

TRACT TWO

BEGINNING at an iron rod set on the interior line of said 170-acre tract, same being an interior line of said remainder of the 582.35-acre tract and the west line hereof, from which the Point of Beginning of TRACT ONE bears $S47^{\circ}42'39''W$ a distance of 3379.41 feet;

THENCE leaving the aforementioned common line and through said remainder of the 582.35-acre tract the following described courses and distances to 1/2-inch iron rods set:

- 1) $N59^{\circ}49'56''W$ for a distance of 93.37 feet to a point of curvature of a curve to the right;
- 2) With said curve to the right having a radius of 541.03 feet, a central angle of $47^{\circ}46'32''$, a long chord of 438.18 feet (chord bears $N35^{\circ}56'41''W$) for an arc length of 451.13 feet to a point of tangency;
- 3) $N12^{\circ}03'32''W$ for a distance of 135.00 feet to a point of curvature of a curve to the right;
- 4) With said curve to the right having a radius of 330.00 feet, a central angle of $38^{\circ}56'33''$, a long chord of 220.00 feet (chord bears $N07^{\circ}24'52''E$) for an arc length of 224.29 feet to a point of compound curvature of a curve to the right;
- 5) With said curve to the right having a radius of 415.73 feet, a central angle of $31^{\circ}12'40''$, a long chord of 223.67 feet (chord bears $N42^{\circ}29'29''E$) for an arc length of 226.46 feet to a point of tangency;
- 6) $N58^{\circ}05'50''E$ for a distance of 392.61 feet to a point of curvature of a curve to the right;
- 7) With said curve to the right having a radius of 618.02 feet, a central angle of $32^{\circ}59'47''$, a long chord of 351.02 feet (chord bears $N74^{\circ}35'44''E$) for an arc length of 355.92 feet to a point of tangency;
- 8) $S88^{\circ}54'23''E$ for a distance of 540.73 feet to a point of curvature of a curve to the right;
- 9) With said curve to the right having a radius of 1194.99 feet, a central angle of $06^{\circ}59'52''$, a long chord of 145.86 feet (chord bears $S85^{\circ}24'27''E$) for an arc length of 145.95 feet to a point of tangency;
- 10) $S81^{\circ}54'31''E$ for a distance of 53.78 feet to a 1/2-inch iron rod set on the common interior line of said 170-acre tract and said remainder of the 582.35-acre tract for a corner hereof;

THENCE with the aforementioned common line, $S57^{\circ}46'58''W$ for a distance of 92.75 feet to a 1/2-inch iron rod set for a corner hereof;

THENCE leaving the aforementioned line and through said remainder of the 582.35-acre tract the following described courses and distances to 1/2-inch iron rods set:

- 1) $N81^{\circ}54'31''W$ for a distance of 16.95 feet to a point of curvature of a curve to the left;
- 2) With said curve to the left having a radius of 1134.99 feet, a central angle of $06^{\circ}59'52''$, a long chord of 138.53 feet (chord bears $N85^{\circ}24'27''W$) for an arc length of 138.62 feet to a point of tangency;
- 3) $N88^{\circ}54'23''W$ for a distance of 540.73 feet to a point of curvature of a curve to the left;
- 4) With said curve to the left having a radius of 558.02 feet, a central angle of $32^{\circ}59'47''$, a long chord of 316.94 feet (chord bears $S74^{\circ}35'44''W$) for an arc length of 321.36 feet to a point of tangency;
- 5) $S58^{\circ}05'50''W$ for a distance of 392.61 feet to a point of curvature of a curve to the left;
- 6) With said curve to the left having a radius of 355.73 feet, a central angle of $31^{\circ}12'40''$, a long chord of 191.39 feet (chord bears $S42^{\circ}29'29''W$) for an arc length of 193.78 feet to a point of compound curvature of a curve to the left;

Page 4

- 7) With said curve to the left having a radius of 270.00 feet, a central angle of $38^{\circ}56'33''$, a long chord of 180.00 feet (chord bears $S07^{\circ}24'52''W$) for an arc length of 183.51 feet to a point of tangency;
- 8) $S12^{\circ}03'32''E$ for a distance of 135.00 feet to a point of curvature of a curve to the left;
- 9) With said curve to the left having a radius of 481.03 feet, a central angle of $47^{\circ}46'32''$, a long chord of 389.58 feet (chord bears $S35^{\circ}56'41''E$) an arc length of 401.10 feet to a point of tangency;
- 10) $S59^{\circ}49'56''E$ for a distance of 101.30 feet to a 1/2-inch iron rod set on the common interior of said 170-acre tract and said remainder of the 582.35-acre tract for a corner hereof;

THENCE with the aforementioned common line, $S37^{\circ}41'39''W$ for a distance of 60.52 feet to the POINT OF BEGINNING of the herein-described TRACT TWO containing 3.4506 acres (150,308 square feet) of land area.

These field notes are a result of an on-the-ground survey, record information and calculated points under my direct supervision.

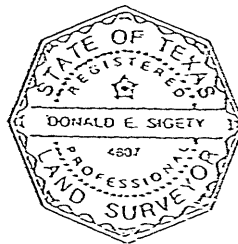
Donald E. Sigety
 Donald E. Sigety

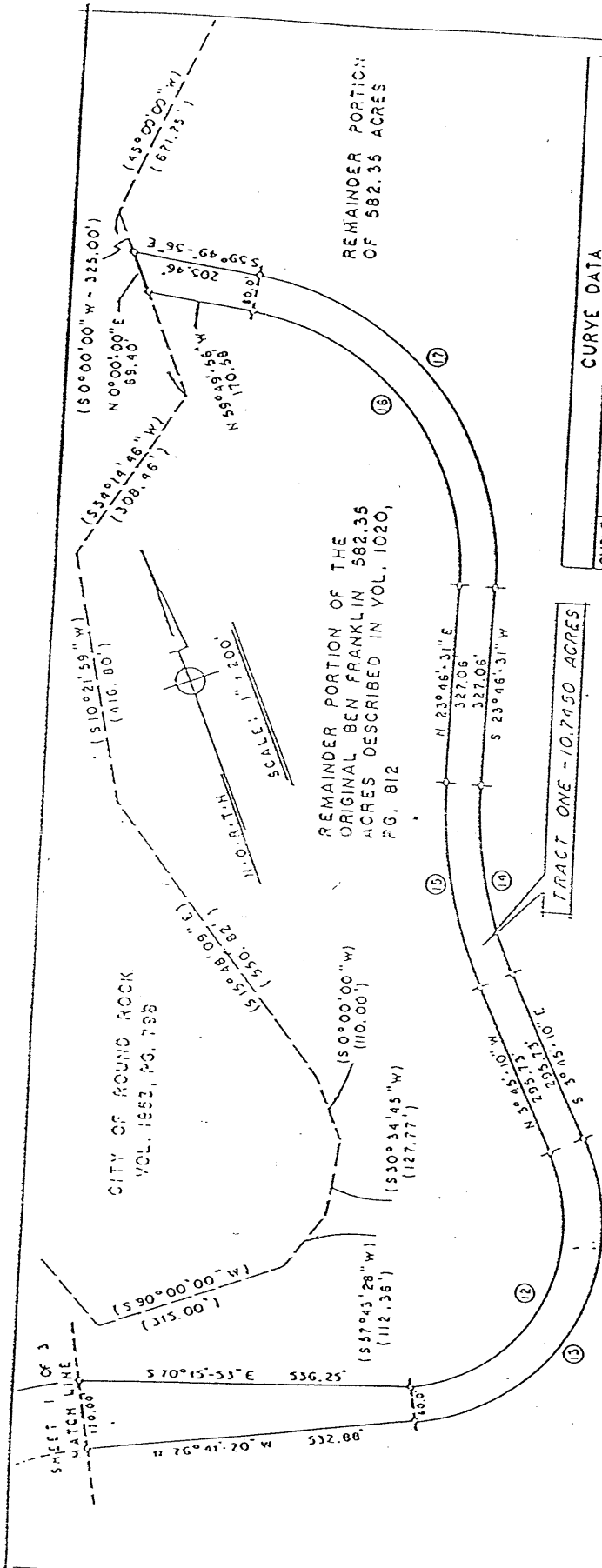
Registered Professional Surveyor No. 4807

6/15/90

Date Revised 8/20/90

DES:ek
 June 12, 1990
 Revised 08/20/90
 Job No. 601-013-11

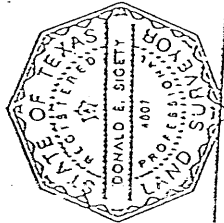




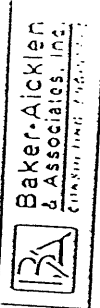
CURVE DATA

CURVE NO.	CENTRAL ANGLE	RADIUS	TANGENT	ARC	CHORD	CHORD BEARING
1	107°03'48"	290.00'	392.37'	511.90'	466.43'	N45°45'44"E
2	107°03'48"	350.00'	473.55'	634.01'	562.93'	S45°45'44"W
3	273°13'38"	850.00'	159.22'	312.29'	309.29'	S16°00'35"W
4	273°13'38"	710.00'	173.92'	341.12'	337.84'	N16°00'35"E
5	83°36'25"	420.00'	375.57'	612.87'	559.93'	N16°01'44"E
6	83°36'25"	480.00'	429.22'	700.42'	639.91'	S16°01'44"E

Skech to Accompany a Field Note Description of Tract One, 10.7450 acres and Tract Two, 3.4506 acres dedicated for right-of-way purposes being out of and part of the remainder portion of that certain 582.35-acre tract of land described in the Official Records of Williamson County, Texas.



DONALD E. SIGETY
 REGISTERED PROFESSIONAL LAND SURVEYOR
 3011 FORT WORTH AVENUE
 SUITE 101
 AUSTIN TEXAS 78759
 Date: 6/15/90
 Revised: 8/20/90



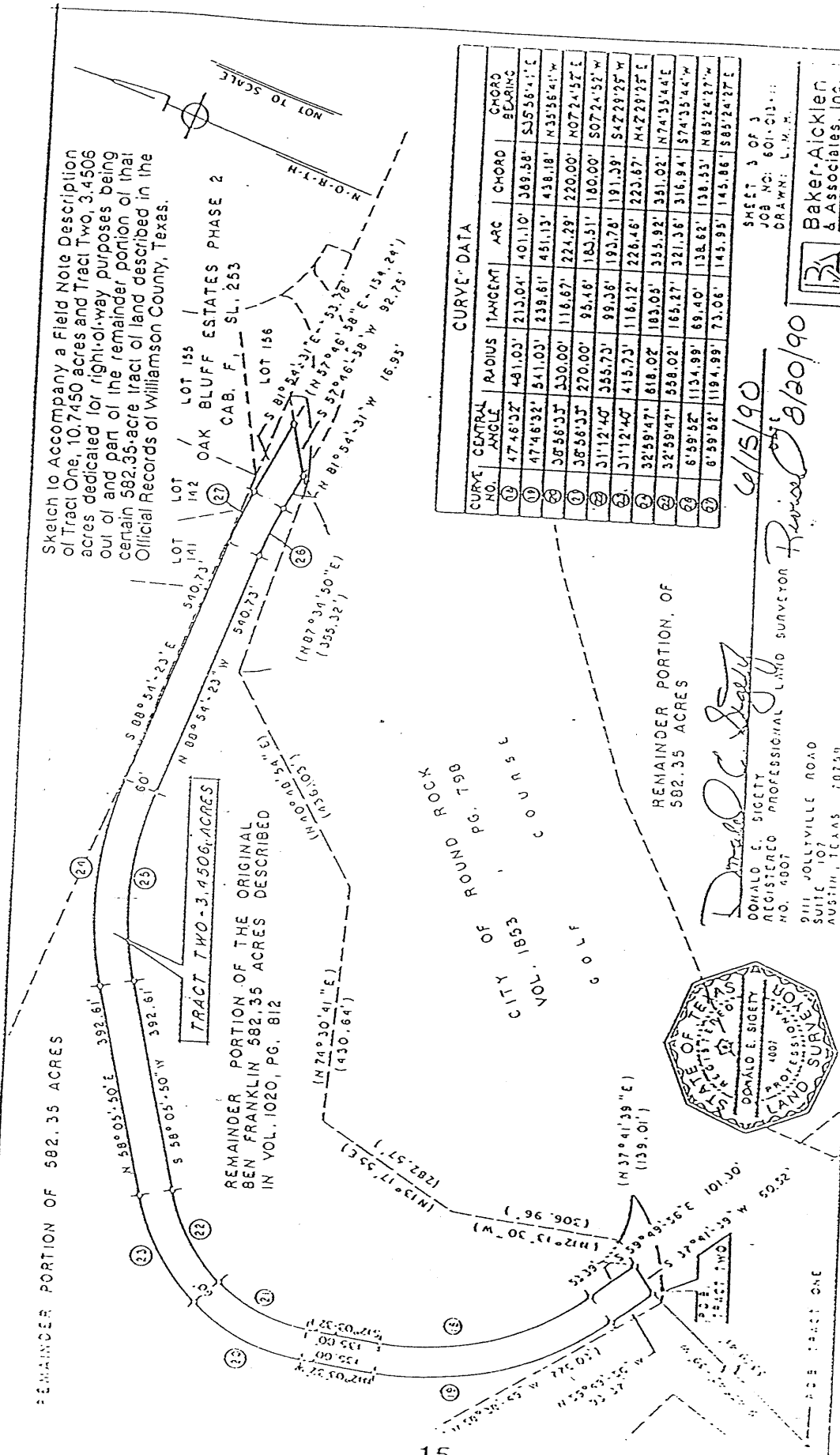
SHEET 2 OF 3
 JOB NO: 601-0311
 DRAWN: L. W. P.

EXHIBIT "A"

Sketch to Accompany a Field Note Description of Tract One, 10.7450 acres and Tract Two, 3.4506 acres dedicated for right-of-way purposes being out of and part of the remainder portion of that certain 582.35-acre tract of land described in the Official Records of Williamson County, Texas.

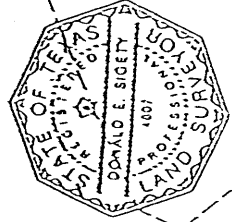
REMAINDER PORTION OF 582.35 ACRES

TRACT TWO - 3.4506 ACRES
 REMAINDER PORTION OF THE ORIGINAL BEN FRANKLIN 582.35 ACRES DESCRIBED IN VOL. 1020, PG. 812



CURVE NO.	CENTRAL ANGLE	RADIUS	TANGENT	ARC	CHORD	CHORD BEARING
21	47° 46' 32"	481.03'	213.04'	401.10'	389.58'	S 35° 36' 41" E
22	47° 46' 32"	541.03'	239.61'	451.13'	438.18'	N 35° 36' 41" W
23	38° 56' 33"	330.00'	116.67'	224.29'	220.00'	N 07° 24' 52" E
24	38° 56' 33"	270.00'	95.46'	183.51'	180.00'	S 07° 24' 52" W
25	31° 12' 40"	355.73'	89.36'	193.78'	223.67'	S 42° 29' 25" W
26	31° 12' 40"	415.73'	116.12'	228.46'	223.67'	N 42° 29' 25" E
27	32° 59' 47"	618.02'	183.03'	355.92'	351.02'	N 74° 35' 44" E
28	32° 59' 47"	558.02'	165.27'	321.36'	316.94'	S 74° 35' 44" W
29	61° 59' 52"	1134.99'	69.40'	138.62'	138.53'	N 85° 24' 27" W
30	61° 59' 52"	1194.99'	73.06'	145.95'	145.86'	S 85° 24' 27" E

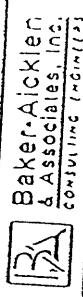
REMAINDER PORTION OF 582.35 ACRES



Donald E. Sigety
 DONALD E. SIGETY
 REGISTERED PROFESSIONAL LAND SURVEYOR
 NO. 4807
 9111 VOLLVILLE ROAD
 SUITE 107
 AUSTIN, TEXAS 78759

6/15/90

Revised 8/20/90



Baker-Aicklen & Associates, Inc.
 CONSULTING ENGINEERS

EXHIBIT "A"

**THE FOLLOWING EXHIBITS WITHIN EXHIBIT "B" ARE HEREBY AMENDED
BY ORDINANCE NO. Z-94-01-13-8M**

**EXHIBIT "D"
LAND USE L.U.E. AND DEVELOPMENT CONDITIONS**

**EXHIBIT "F"
COLLECTOR ROAD PLAN**

**EXHIBIT "I"
FENCE STANDARDS**

EXHIBIT "J"

AGREEMENT
between
THE CITY OF ROUND ROCK
and
FRANKLIN CAPITAL CORPORATION

P.U.D. No. FOUR

EXHIBIT "B"
to City of Round Rock
Ordinance No. 1297

This exhibit contains sixty-five pages
plus
two unnumbered notary pages

P.U.D. No. 90-5501

This agreement ("Agreement") is made the 28th day of March, 1991 between the City of Round Rock, Texas, having its offices at 221 East Main Street, Round Rock, Texas, (hereinafter called the "City"), and Franklin Capital Corporation, its successors and assigns, whose address for purposes hereof is P.O. Box 1723, Austin, Texas, 78767 (hereinafter called the "Owner"). For purposes of this Agreement, the term "Owner" shall mean Franklin Capital Corporation, its successors and assigns; provided, however, that upon the sale, transfer or conveyance of portions of the hereinafter described property, the duties and obligations of Franklin Capital Corporation as to such property shall be assumed by the new owner, and Franklin Capital Corporation shall have no further liability relating to such property, except as described in Sections 3.5, 3.6 and 3.7 of this Agreement.

WHEREAS the Owner has requested a planned unit development from the City for the development of 398.16 acres of land for a mixed residential development and two limited commercial/institutional sites; on a tract of land located within the corporate limits of the City and more particularly described by metes and bounds in Exhibit "A" attached hereto and made part hereof (hereinafter called "the land"); and,

WHEREAS the Owner, in accordance with Chapter 11, Section 11.316(8), Code of Ordinances, City of Round Rock, Texas, has submitted the development plan set forth in this Agreement ("Development Plan") to the City containing terms and conditions for the use and development of the land; and,

WHEREAS the Development Plan complies with the provisions of the concept plan approved by the Planning and Zoning Commission on September 7, 1989, and,

WHEREAS the Development Plan complies with the provisions of the Round Rock General Plan 1990; and

WHEREAS the City has held two public hearings required by law on 2/7/91, and 2/14/91, to solicit input from all interested citizens

and affected parties; and

WHEREAS the Planning and Zoning Commission has recommended approval of the P.U.D. zoning on Feb. 7, 1991; 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

WHEREAS, the City and the Owner have previously entered into a Dedication and Development Agreement dated September 28, 1989, as amended (the "Development Agreement"); and

WHEREAS the Development Agreement is, by this reference, incorporated herein for all purposes;

NOW THEREFORE BY THIS AGREEMENT WITNESSETH in consideration of the premises and the conditions and covenants hereinafter set forth, the City and the Owner covenant and agree as follows:

1. LIENHOLDER CONSENT

The Owner is the sole holder of fee simple title to the land.

2. DEVELOPMENT AND USE

2.1 Development Parcels

The land has been divided into 19 development parcels (parcels) for the purpose of regulating subdivision and development. These parcels are shown on Exhibit "C" attached hereto. To the extent such parcel descriptions conflict with the descriptions set forth in the Development Agreement, the parcel descriptions contained in this Agreement shall control.

These parcels may be developed for residential and limited commercial or institutional uses as outlined in Exhibit "D", attached hereto.

2.2 Living Unit Equivalents

The total development of the land shall be limited to 1500 living unit equivalents (L.U.E.) calculated in accordance with the ratios outlined in Exhibit "E", attached hereto.

2.2.1 Assigned Density

The development of each parcel shall not exceed the assigned density shown on Exhibit "D", except where modified within the limited provisions of this agreement.

2.2.2 Modification of Assigned Density

The assigned density of a parcel may be increased to a density not to exceed the maximum density for that parcel shown on Exhibit "D"; provided that any increase in density for one parcel is offset by corresponding decreases in density for one or more other parcels, in accordance with Section 2.4 of the Development Agreement.

Qualifying modifications of assigned densities will be granted in writing by the Director of Planning. When such a modification is granted, it shall state where assigned densities shall be reduced to offset the increase requested. When a modification of an assigned density is granted, the assigned densities of all affected parcels shall be amended accordingly on Exhibit "D".

2.3 Special Conditions

All development and subdivision shall meet the special conditions for all parcels outlined in Exhibits "D". To the extent such special conditions conflict with any special conditions set forth in the Development

Agreement, the special conditions set forth in this Agreement shall control.

3.0 STREETS

3.1 Public Streets

The collector street system for the land shall include, as a minimum, the collector streets shown on Exhibit "F" attached hereto.

All local public streets shall be constructed in strict compliance with the City subdivision ordinance requirements except where: (a) a modified standard is approved by the Director of Public Works and the Fire Chief of the City in accordance with the criteria outlined in Exhibit "G", attached hereto and made part of this Agreement, or (b) Owner obtains approval of alternate standards pursuant to the provisions of Section 2.4(g) of the Development Agreement.

3.2 Private Street Standards

The Owner shall have the option to designate streets, other than those which function as collector or arterial streets, as private streets and construct these facilities to modified standards approved by the Director of Public Works and the Fire Chief.

All plats submitted with private streets shall be accompanied by documentation to create a homeowners association, which shall be responsible for maintaining all private streets and their rights-of-way in perpetuity. The property owner shall provide all necessary easements to service and maintain utility lines within private street rights-of-way and shall hold the City harmless for any damage to streets required to maintain or repair such facilities.

The property owner shall also grant the City and County right of access on or over all private streets for all purposes deemed required by the City or

County.

3.3 Dedication of Right of Way for Widening County Rd. 122.

The property owner shall dedicate to the City, at no cost to the City, additional right of way adjacent to the eastern boundary of the existing right of way of County Road 122 to provide 60 feet of right of way measured east from the existing centerline of the road, for the purpose of future roadway improvements. This shall be dedicated concurrent with the first plat approved for the land.

3.4 Dedication of Right of Way for Golf Course Access Road

The property owner shall dedicate to the City, at no cost to the City, a right-of-way containing the Golf Course Access Road, as generally described in Appendix "2" to Exhibit "A", within thirty days of approval of this agreement by the City Council of the City of Round Rock.

3.5 Construction of Golf Course Access Road

The City shall construct, at its sole cost, a twenty-five (25) foot wide roadway, plus two eighteen (18) inch concrete ribbon curbs as shown on Exhibit "H" (the "Golf Course Access Road") prior to the opening of the Forest Creek Golf Club (the "Golf Course").

The Owner, as defined in Section 3.7 hereof, shall construct at its sole cost a second twenty-five (25) foot wide roadway plus two eighteen (18) inch concrete ribbon curbs from County Road 122 east for a distance of three thousand (3000) feet from its intersection with County Road 122 and parallel with the road known as Forest Creek Drive, as shown on Exhibit "H" (the "Second Golf Course Access Road"). Construction of the second golf course access road shall be commenced within thirty (30) days of the date of approval by the City Planning and Zoning Commission of the final plat containing the 600th L.U.E. out of the land. An irrevocable letter of credit in the form and amount required by the City for the paving and

drainage associated with said roadway shall be posted with the City on or before the date of approval of the final plat containing the 600th L.U.E. out of the land.

3.6 Construction of Second Access Road to County Road 122

The Owner, as defined in Section 3.7 hereof, shall construct a twenty-five (25) foot wide roadway plus two eighteen (18) inch ribbon curbs from Country Road 122 east approximately 2,500 feet to the Golf Course Access Road known as Forest Creek Drive, as shown on Exhibit "H" hereto (the "Second Access Road"). Construction of the Second Access Road shall be commenced within thirty (30) days of the date of approval by the City Planning and Zoning Commission of the final plat containing the 400th L.U.E. out of the land. An irrevocable letter of credit in the form and amount required by the City for the paving and drainage associated with said roadway shall be posted with the City on or before the date of approval of the final plat containing the 400th L.U.E. out of the land.

3.7 Obligation to Construct

As used in the foregoing Sections 3.5 and 3.6 only, the term "Owner" shall mean Franklin Capital Corporation ("Franklin") or any subsequent owner of all of the land. In the event Franklin should sell the land in parcels of less than the whole of the land, the obligation to construct the Second Golf course Access Road and the Second Access Road shall remain with Franklin, unless the assumption of such obligation by another party is expressly approved by the City. Franklin shall have no further obligation to construct either the Second Golf Course Access Road or the Second Access Road if Franklin sells all of the land to another owner, who shall then assume this obligation from Franklin, and provides written notice thereof to the City; or if Franklin sells a portion of the land to a subsequent owner who assumes the obligation to construct such roadways, provided such assumption is approved, in writing, by the City.

3.8 Construction of All Other Roadways

The construction of all other roadways shall be the sole responsibility of the Owner.

4.0 ACCESS

4.1 Each development parcel, as shown on Exhibit "C", shall have a minimum of two separate and distinct all weather access points served by public collector roadways.

4.2 Two twenty-five (25') foot collector roadways plus eighteen (18) inch concrete ribbon curbs shall be provided from parcel "Q" to the Pfluger Tract, as shown on Exhibit "F". The cross section of each of these collectors may be reduced to twenty-two (22) feet plus eighteen inch (18") ribbon curbs if they will ultimately serve less than one hundred fifty (150) dwelling units.

4.3 Except as shown on Exhibit "F", attached hereto, no access shall be provided to any tract lying south or east of the land, either directly or indirectly.

4.4 The City shall permit the Owner street access across the Golf Course, at points between greens and the next tee, as shown on Exhibit "F", to parcels "D" and "P", and in accordance with the terms and conditions outlined in the Land Use Agreement for Golf Course Tract, dated September 28, 1989 (the "Land Use Agreement").

4.5 Access to major collector street shall be restricted as shown on Exhibit "J" attached hereto.

5. STORMWATER DETENTION

Stormwater management and detention for the land has been designed and constructed into the Golf Course pursuant to the Development Agreement

authorized by Council's Resolution 1340R. Except as provided in Section 2.2 of the Development Agreement, all existing or future storm water management and detention requirements applicable to the land have been satisfied, as more fully described in the Development Agreement.

6. DRAINAGE

Drainage plans required for the development of a parcel due to the particular development thereon shall be accompanied by full and complete engineering data, as determined by the City Director of Public Works, necessary to determine the ability to carry the anticipated 100 year design storm flow based on fully developed drainage calculations for the parcel and any upstream areas which would drain through the parcel. No regional storm water management or detention fees will be imposed in connection with development of any parcel, it being acknowledged that the Owner's obligation with respect thereof has been satisfied, as more fully described in the Development Agreement. Any request to the City Council for modifications of the standards contained in the City's stormwater management ordinances may be granted only upon receipt of sufficient engineering data, to the satisfaction of the Director of Public Works, that appropriate design and maintenance standards have been met. The Owner shall be permitted to overflow the roadway to be constructed between Parcel A and Parcel B which shall include a low water crossing for a collector road in accordance with Section 3.1204 of the Code of Ordinances of the City.

7. PARKLAND DEDICATION

All existing or future City parkland dedication requirements for the land have been met in full through the prior dedication of 170 acres of land for a golf course to the City pursuant to the Development Agreement authorized by Council Resolution 1340R. The terms and conditions of this dedication are unaltered by this Agreement.

8. APPLICABILITY OF CITY ORDINANCES

8.1 Zoning and Subdivision

The land shall be regulated for the purposes of zoning and subdivision by this Agreement. All aspects not specifically covered by this Agreement, the Development Agreement or the Land Use Agreement or clearly modified by the intent of this Agreement, the Development Agreement or the Land Use Agreement shall conform to the provisions of the City Zoning and Subdivision Ordinances.

8.2 All Other Ordinances

All other City Ordinances shall apply to the land except where clearly modified by this Agreement, the Development Agreement or the Land Use Agreement.

9. COMPATIBILITY OF AGREEMENTS

The provisions of the Development Agreement dated September 28, 1989, as amended, shall apply to the land except where clearly modified by this Agreement. This agreement does not negate or modify, except where specifically stated, any other agreement, pertaining to the land, previously executed by the Owner and the City. However, to the extent that any provisions of this Agreement conflict with any provision set forth in the Development Agreement, the provisions of this Agreement shall control.

10. DESIGNATED CONCEPT PLAN

Exhibits "C", "D", and "F" attached hereto constitute the Concept Plan required by the City Subdivision Ordinance and revise the concept plan approved by the Planning and Zoning Commission on September 7, 1989, a copy of which is attached hereto as Exhibit "M". Such revised concept plan is hereby approved by the City.

11. COMPATIBILITY STANDARDS

This Development Plan indicates the desired relationship of land uses, interior circulation and access between the Golf Course and the contemplated development of the land. One (1) of the primary purposes of this Agreement is

to insure that land is developed and maintained in a manner which will maintain compatibility and overall visual continuity between the Golf Course and the adjacent development due to their interrelationship and close proximity. Accordingly, the City shall have flexibility in imposing reasonable requirements and conditions relative to the siting and design of improvements on the land consistent with the established design precepts as reflected in this Development Plan and the approved concept plan, development guidelines, additional development guidelines and performance standards for the land, as set forth in the Development Agreement.

It is the intent of the City and the Owner that the development of the land shall be of a quality which is compatible with the adjacent Golf Course and consistent with first class country club developments which prevail in the area. Accordingly, building design standards applicable to each parcel, which shall address landscaping, the minimum square footage of any uses, and permitted building materials, shall be incorporated into restrictive covenants which shall be submitted to the City for approval at the time a preliminary plat covering such parcel is filed with the City as a part of the platting process applicable to such parcel. The City's approval shall be granted consistent with the statement of intent set forth above, and shall not be unreasonably withheld or delayed. Such restrictive covenants shall be recorded by the Owner, its successors and assigns, at the time a final plat covering such parcel is recorded.

It is intended that the proposed building design standards applicable to any parcel shall be reviewed by the City taking into consideration current market conditions and preferences which are consistent with the desired quality development, and it is understood that prevailing market conditions and circumstances may change with time.

12. DESIGN STANDARDS FOR FENCES

All fences constructed within twenty-five (25) feet of the boundary of major

collectors or the boundary of the Golf Course shall be constructed to the standards outlined in Exhibit "I" attached hereto.

13. UNDERGROUND ELECTRIC AND UTILITY LINES

Except where approved in writing by the Director of Planning and the Director of Public Works, all electrical, telephone and cablevision distribution and service lines, other than currently existing overhead lines and overhead lines, three-phase or larger, located around the perimeter boundaries of the land, shall be installed underground.

14. CHANGES TO THE DEVELOPMENT PLAN

After this Development Plan has been accepted and approved by the City Council, any substantial alterations in excess of those allowed in Exhibit "D" shall be resubmitted for consideration to the City Council following the same procedure required in the original adoption of this Development Plan. Any minor alterations to the Development Plan which do not substantially change the concept or intent of the Planned Unit Development may be approved administratively, in writing, by the Director of Planning. The Director of Planning shall, at his sole discretion, determine what constitutes a substantial change.

15. ADDITIONAL RESTRICTIONS

Compliance by Owners. Each property owner shall comply with, or cause to be complied with, the following additional restrictions and covenants, which restrictions and covenants shall be incorporated into the restrictive covenants submitted to and approved by the City, pursuant to paragraph 11 hereof.

15.1 Temporary Buildings. No tents, trailers, vans, shacks, tanks, temporary accessory buildings or structures shall be erected or permitted to remain on the land; provided, however, that the foregoing shall not restrict or prevent the construction and maintenance of temporary facilities as are

essential to the development and construction of the subdivision or used as a sales office in connection with the sale of portions of the land, provided the design and period of use of such sales office are approved by the Director of Planning of the City, which approval shall not be unreasonably withheld or delayed, all such temporary facilities shall comply with the requirements of applicable governmental agencies.

- 15.2 Mineral Extraction. No portion of the land shall be used for the purpose of boring, drilling, mining, quarrying, exploring for or removing oil, gas, coal, coal tar or other hydrocarbons, minerals, gravel, rock, cement, limestone, sand or earth; provided, however, that nothing contained herein shall prohibit or restrict removal of fill or earth materials to construct the subdivision in accordance with this Agreement.
- 15.3 Outdoor Storage. No outdoor storage of any nature shall be permitted within any front yard or any yard area which abuts the Golf Course. The storage of up to two cords of firewood is exempted from this restriction in a rear or side yard only.
- 15.4 Weeds and Underbrush. No weeds, underbrush or other unsightly growths shall be permitted to grow or remain upon the land and no refuse pile or unsightly objects shall be allowed to be placed or permitted to remain anywhere thereon. In the event the property owner shall fail or refuse to keep, or cause to be kept, such owner's property or any improvements thereon free of weeds, underbrush, sight obstruction, refuse piles or other unsightly growths or objects, and such failure or refusal shall continue for fifteen (15) days after delivery of written notice thereof, then the City may enter upon such property and remove or correct the same at the expense of the property owner and such entry shall not be deemed a trespass. Notwithstanding the foregoing provisions of this section to the extent the matters the subject of this section are the

subject of currently effective ordinances of the City, the City shall enforce said ordinances in accordance with the terms and provisions thereof.

- 15.5 Vehicle Parking. To the extent reasonably practical, the property owner shall restrict, limit or prohibit the use of any driveway or parking area which may be in front of, adjacent to or visible from any part of the Golf Course as a parking place for commercial vehicles, trailers, recreational vehicles, self-propelled motor homes, motorcycles and boats; provided, that, to the extent the requirements set forth in the immediately preceding portion of this sentence cannot be accomplished in a reasonably practical manner, said driveways or parking areas shall be screened in a manner reasonably satisfactory to the City's Director of Planning. Overnight parking of automobiles, trucks or commercial vehicles or storage of trucks or commercial vehicles in excess of three-quarter ton rated capacity on any portion of the land in front of or adjacent to and visible from the Golf Course, except in enclosed buildings, is prohibited. No unregistered or inoperable motor vehicle or trailer of any kind may be disassembled, serviced, repaired or stored on the land, except in an enclosed building.
- 15.6 Swimming Pools, Tennis Courts and Sport Courts. Any swimming pool, tennis court or sport court, and the screening or fencing of such, to be constructed on the land adjacent to and visible from the Golf Course shall be subject to the approval and requirements of the City, which shall include, but which shall not be limited to, the following: (1) above ground swimming pools will not be allowed and, (2) the materials, design and construction thereof shall meet standards generally accepted by the industry and shall comply with regulations of all applicable governmental agencies, and shall meet all fence and setback criteria established by this agreement and city ordinances.
- 15.7 Accessory Buildings: Accessory buildings shall not be permitted in any yard area which abuts the Golf Course.

- 15.8 General Signage Standards. All signs visible from the Golf Course (both temporary and permanent) shall be constructed for low maintenance and shall be approved in advance by the City. In the event a sign is not properly maintained, the City may give the sign owner written notice thereof. Required repairs must be made within five (5) business days of notification or City shall have the right, but not the obligation, to have repairs made and charged to the sign owner. Prohibited signs include bench signs; billboards; banner signs; signs with flashing or blinking lights or mechanical movement; dayglo colors; signs which make or create noise; animated moving signs; exposed neon, fluorescent or incandescent illumination; painted wall signs; pennants; trailer signs; signs with beacons; and any sign that obstructs the view in any direction of an intersection.
16. HOLD HARMLESS It is acknowledged that golfers from time to time will hit stray golf balls on to the land. Therefore, the restrictive covenants set forth on Exhibit "K", attached hereto, shall be placed of record in the Deed Records of Williamson County, Texas, at the time any plat containing lots located within fifty feet (50') of the Golf Course is recorded, and such restrictive covenant shall be noted as a plat note on each plat containing lots within fifty feet (50') of the Golf Course. No plat shall be approved without adequate referencē to this requirement together with the necessary restrictive covenants.
17. Appendix 1 and 2 to Exhibit "A" may be substituted by the City Attorney with revised field notes describing the Golf Course and the Golf Course access road when the deed to the Golf Course Access Road and the replacement deed for the Golf Course are prepared.

18. DEFINITIONS

Definitions shall be standard definitions as defined by Blacks Legal Dictionary except where specifically defined in Exhibit "L", attached hereto or, where applicable, as specifically defined in the Development Agreement.

19. EXHIBITS

Exhibits "A" through "M" attached hereto are part of this agreement.

20. ENTIRE AGREEMENT AND MODIFICATIONS. This Agreement, the Development Agreement and the Land Use Agreement, as the same may be amended from time to time, embody and constitute the entire understanding among the parties with respect to the transactions contemplated herein. Neither this Agreement nor any provision hereof may be waived, modified, amended, discharged or terminated except by an instrument in writing signed by the City or its designated representative, as set forth herein, and the then owner of the portion of the land affected by such waiver, modification, amendment, discharge or termination.

21. APPLICABLE LAW. This Agreement shall be governed by and construed in accordance with the laws of the State of Texas.

22. CAPTIONS. The captions in this Agreement are inserted for convenience of reference only and in no way define, describe or limit the scope or intent of this Agreement or any of the provisions hereof.

23. SEVERABILITY. If any provision of this Agreement is held to be illegal, invalid or unenforceable under present or future laws, such provision shall be fully severable and shall not invalidate this Agreement. In such event, such illegal, invalid or unenforceable provision shall be replaced with a provision which as nearly as possible fulfills the intent of the severed provision, but is not illegal,

invalid or unenforceable, and the remaining provisions of the Agreement shall remain in full force and effect and shall not be affected by the illegal, invalid or unenforceable provisions or by its severance from this Agreement.

24. GENDER OF WORDS. Words of any gender shall include the other gender where appropriate.
25. BINDING EFFECT. This Agreement will inure to the benefit of and bind the respective heirs, personal representatives, successors and assigns of the parties hereto.
26. STATUS OF PARTIES' RELATIONSHIP. Nothing in this Agreement shall be construed to make any party the partner or joint venturer of or with respect to any other party.
27. COUNTERPART EXECUTION. This Agreement may be executed in multiple original counterparts, each of which shall be deemed an original but all of which together shall constitute but one and the same instrument.
28. AUTHORITY. Each person executing this Agreement warrants and represents that he has the power and authority to enter into this Agreement in the name, title and capacity herein stated and on behalf of the entity represented or purported to be represented by such person.

ATTEST:

Joanne Land
JOANNE LAND, ^{CITY} Secretary

CITY:

CITY OF ROUND ROCK, TEXAS

By: Mike Robison
MIKE ROBINSON
Mayor

Date: April 2, 1991

FRANKLIN:

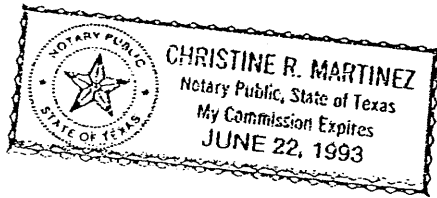
FRANKLIN CAPITAL CORPORATION,
a Texas corporation

By: J.S. Norman, III
J.S. NORMAN, III
President

Date: 1/10/91

THE STATE OF TEXAS *
*
COUNTY OF WILLIAMSON *

This instrument was acknowledged before me on the 2nd day of April, 1991,
by Mike Robinson, Mayor of the City of Round Rock, Texas.



Christine R. Martinez
Notary Public, State of Texas

Name Printed: CHRISTINE R. MARTINE

Commission Expires: 6-22-93

THE STATE OF TEXAS *

COUNTY OF TRAVIS *

This instrument was acknowledged before me on the 10 day of January, 1991,
by J.S. NORMAN, III, President of Franklin Capital Corporation, a Texas corporation,
on behalf of said corporation.

Pamela S. Morris
Notary Public, State of Texas

Name Printed: Pamela S. Morris

Commission Expires: 10/15/92

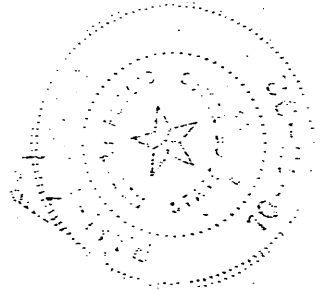


EXHIBIT "A"

This exhibit describes the developable land as follows:

Original Franklin Tract	582.35 Acres
Less Golf course (Appendix 1)	170.00 Acres
Less Golf Course Access Road (Appendix 2)	14.19 Acres
AREA DESCRIBED	<u>398.16 Acres</u>

EXHIBIT "A"

FIELD NOTES FOR A 398.16 ACRE TRACT OF LAND:

vol 1020 PAGE 815
905501

FIELD NOTES FOR MR. BOB CLARK:

BEING 582.35 acres of land, of which 237.13 acres are situated in the E. W. Matthews Survey, Abstract No. 449 and 345.22 acres are situated in the John H. Randall Survey, Abstract No. 531 in Williamson County, Texas; said land being a portion of that certain First Tract, called 640 acres, and Second Tract, called 289 acres, as conveyed to Otto C. Pfluger by deed as recorded in Volume 347, Page 574, of the Deed Records of Williamson County, Texas, and that certain tract of land, called 100 acres, as conveyed to Otto C. Pfluger by deed as recorded in Volume 355, Page 394, of the Deed Records of Williamson County, Texas. Surveyed on the ground in the month of January, 1984, under the supervision of R. T. Hagness, Jr., Registered Public Surveyor, and being more particularly described as follows:

BEGINNING at an iron pin set at a fence corner on the East line of County Road No. 122, and being the N.W. corner of the above-referenced 100-acre Pfluger tract, for the N.W. corner hereof; said point being on or near the North line of the John H. Randall Survey, A-531;

THENCE, with a fence along the North line of the said 100-acre Pfluger tract, and along or near the said North line of the John H. Randall Survey, A-531, as follows: S 89° 34' 30" E, 925.10 feet to a 40d nail set; S 89° 06' 30" E, 1019.51 feet to an iron pin found; S 89° 15' 30" E, passing the N.E. corner of the said 100-acre Pfluger tract and the most northerly N.E. corner of the above-referenced Pfluger Second Tract, and continuing with a fence along the North line of the said Pfluger Second Tract, for a total distance of 1021.61 feet, in all, to a 40d nail set; S 88° 53' E, passing by or near the N.E. corner of the said John H. Randall Survey and the N.W. corner of the E. W. Matthews Survey, A-449, being the N.E. corner of the said Pfluger Second Tract and the N.W. corner of the above-referenced Pfluger First Tract, and continuing with the fence along the North line of the said Pfluger First Tract and along or near the North line of the said E. W. Matthews Survey, for a total distance of 1031.93 feet, in all, to an iron pin found; S 88° 50' E, 381.12 feet to an iron pin set at a fence corner and S 89° 13' E, 503.74 feet to a metal post, for the most northerly N.E. corner hereof;

THENCE S 12° 04' W, 612.04 feet to an iron pin set; S 48° 10' W, 766.74 feet to a 40d nail set in a fence, and S 9° 57' 30" W, 425.53 feet, with the said fence, to an iron pin set for an interior corner hereof;

THENCE S 89° 17' E, 3241.38 feet to an iron pin set in a fence on the East line of the said Pfluger First Tract, being on or near the East line of the E. W. Matthews Survey, for the most easterly N.E. corner hereof;

THENCE, with a fence along the said East line of the Pfluger First Tract, and along or near the said East line of the E. W. Matthews Survey, as follows: S 0° 48' W, 437.70 feet to an iron pin set at a fence corner and S 0° 45' 30" W, 1533.03 feet to an iron pin set, for the most easterly S.E. corner hereof;

THENCE N 89° 17' W, 2581.89 feet to an iron pin set for an interior corner hereof;

THENCE S 0° 43' W, 1512.14 feet to an iron pin found at a fence corner for the most southerly S.E. corner hereof;

THENCE, with a fence, N 89° 19' W, 1125.00 feet to an iron pin set on or near the common line between the said E. W. Matthews Survey and the John H. Randall Survey, being the common line between the said Pfluger First Tract and the said Pfluger Second Tract, and

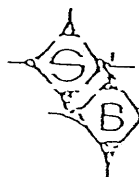


EXHIBIT A

Gieger & Bizzell, Inc.
CONSULTING ENGINEERS - SURVEYORS
P. O. BOX 444 - GEORGETOWN, TEXAS

Page 1 of 2
Job No. 0205

VOL 1020 PAGE 816

905501

FIELD NOTES FOR MR. BOB CLARK, Cont.

S 87° 03' W, 163.99 feet to an iron pin found for the most southerly S.W. corner hereof;

THENCE N 1° 23' 30" E, 431.50 feet to an iron pin found for an interior corner hereof;

THENCE N 88° 56' 30" W, 1106.09 feet to an iron pin found marking the S.E. corner of Jackrabbit Subdivision, a subdivision of record in Cabinet E, Slides 213-214 of the Plat Records of Williamson County, Texas, for a southwesterly corner hereof;

THENCE N 0° 58' 30" E, 790.36 feet to an iron pin found marking the N.E. corner of the said Jackrabbit Subdivision for an interior corner hereof;

THENCE N 88° 41' W, 2404.80 feet to an iron pin found on the said East line of County Road No. 122, marking the N.W. corner of the said Jackrabbit Subdivision, for the most westerly S.W. corner hereof;

THENCE, with a fence, along the said East line of County Road No. 122, as follows: N 0° 43' E, 1443.73 feet to a 40d nail set; N 0° 36' E, 1822.83 feet to an iron pin set; N 76° 26' 30" E, 40.50 feet to an iron pin set; N 6° 38' 30" W, 259.14 feet to an iron pin set and N 1° 07' E, 255.13 feet to the place of BEGINNING and containing 582.35 acres of land.

SAVE AND EXCEPT a certain 170 acre tract described in Appendix 1 to this Exhibit, and a certain 14.19 acre Tract described in Appendix 2 to this Exhibit.

NOTE:

The above-described tract of land is subject to a 10-foot-wide Public Utility Easement along and 10 feet South of the entire most northerly North line.

The above-described tract of land is subject to an easement to Brushy Creek Water Control and Improvement District No. 1 of Williamson and Milam Counties of record in Volume 430, Page 643 of the Deed Records of Williamson County, Texas.

STATE OF TEXAS

I

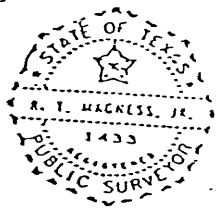
KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF WILLIAMSON I

I, R. T. Magness, Jr., Registered Public Surveyor, do hereby certify that the above-described tract of land was surveyed on the ground under my personal supervision during the month of January, 1984, and that said description is true and correct to the best of my knowledge and belief.

TO CERTIFY WHICH, WITNESS my hand and seal at Georgetown, Williamson County, Texas, this the 12th day of January, 1984, A.D.

R. T. Magness, Jr.
R. T. Magness, Jr.
Registered Public Surveyor, No. 1433
State of Texas



NOTE: Access to a 100.00 acre tract in the N.E. corner of the said Pfluger First Tract is along an existing Pasture Road or as shown, said access to be 60 feet wide.



EXHIBIT A

Gieger & Bizjoll, Inc.
CONSULTING ENGINEERS - SURVEYORS
P. O. BOX 414 • GEORGETOWN, TEXAS 75226

Revised 4-9-84 for Note

Page 2 of 2
Job No. 9206

[Signature]

1050 211

APPENDIX I TO EXHIBIT 'A'

Page 1 of 4

FIELD NOTES

BEING 170.00 acres of land out of the E. W. Matthews Survey, Abstract No. 449, and the John H. Randall Survey, Abstract No. 531, Williamson County, Texas, and being a part of that certain 582.35 acre tract of land described in a deed to Ben Franklin Corporation recorded in Volume 1020 at Page 812, Official Records of Williamson County, and being more particularly described by metes and bounds as follows:

BEGINNING at the northeast corner of said 582.35 acre tract, said point also being the southeast corner of Oak Bluff Estates, Phase 2, a subdivision of record filed in Cabinet F, Slide 253, Plat Records of Williamson County;

THENCE S 11° 59' 28" W a distance of 810.09 feet to an iron rod found;

THENCE S 48° 10' 52" W a distance of 766.87 feet to an iron rod found;

THENCE S 09° 53' 59" W a distance of 425.73 feet to an iron rod found;

THENCE S 89° 17' 00" E a distance of 490.00 feet to an iron rod set;

THENCE, traversing the interior of said 582.35 acre tract, the following described courses and distances to iron rods set:

- (1) S 00° 00' 00" W a distance of 170.00 feet;
- (2) S 77° 12' 11" E a distance of 395.39 feet;
- (3) N 89° 04' 33" E a distance of 620.08 feet;
- (4) S 78° 10' 19" E a distance of 975.72 feet;
- (5) S 50° 31' 39" E a distance of 110.11 feet;
- (6) S 26° 33' 54" E a distance of 223.61 feet;
- (7) S 05° 42' 38" W a distance of 201.00 feet;
- (8) S 15° 15' 18" E a distance of 342.05 feet;
- (9) S 20° 33' 27" W a distance of 128.16 feet;
- (10) S 56° 18' 36" W a distance of 90.14 feet;
- (11) S 25° 20' 46" W a distance of 210.24 feet;
- (12) S 90° 00' 00" W a distance of 110.00 feet;
- (13) S 56° 18' 36" W a distance of 144.22 feet;
- (14) N 72° 56' 35" W a distance of 920.49 feet;
- (15) N 79° 41' 43" W a distance of 559.02 feet;
- (16) S 64° 58' 59" W a distance of 165.53 feet;
- (17) S 18° 07' 19" W a distance of 578.71 feet;
- (18) S 39° 56' 11" W a distance of 560.80 feet;
- (19) S 62° 14' 29" W a distance of 107.35 feet;
- (20) S 90° 00' 00" W a distance of 195.00 feet;
- (21) N 52° 48' 55" W a distance of 182.00 feet;
- (22) N 03° 15' 07" E a distance of 440.71 feet;
- (23) N 26° 33' 54" E a distance of 111.80 feet;

- (24) N 62° 54' 16" E a distance of 241.51 feet;
- (25) N 00° 00' 00" E a distance of 215.00 feet;
- (26) N 34° 33' 45" E a distance of 273.22 feet;
- (27) N 09° 27' 44" W a distance of 182.48 feet;
- (28) N 32° 00' 19" W a distance of 377.36 feet;
- (29) N 03° 21' 59" E a distance of 425.73 feet;
- (30) N 21° 30' 05" W a distance of 532.02 feet;
- (31) N 07° 12' 51" E a distance of 796.30 feet;
- (32) N 64° 03' 28" W a distance of 205.73 feet;
- (33) S 59° 02' 11" W a distance of 174.93 feet;
- (34) S 53° 16' 02" W a distance of 418.00 feet;
- (35) S 45° 00' 00" W a distance of 671.75 feet;
- (36) S 00° 00' 00" W a distance of 325.00 feet;
- (37) S 54° 14' 46" W a distance of 308.05 feet;
- (38) S 10° 21' 59" W a distance of 416.80 feet;
- (39) S 15° 48' 09" E a distance of 550.82 feet;
- (40) S 00° 00' 00" W a distance of 110.00 feet;
- (41) S 30° 34' 45" W a distance of 127.77 feet;
- (42) S 57° 43' 28" W a distance of 112.36 feet;
- (43) S 90° 00' 00" W a distance of 315.00 feet;
- (44) N 19° 13' 50" W a distance of 227.71 feet;
- (45) N 48° 14' 23" W a distance of 187.60 feet;
- (46) S 90° 00' 00" W a distance of 260.00 feet;
- (47) S 81° 47' 34" W a distance of 525.38 feet;
- (48) S 48° 47' 24" W a distance of 452.77 feet;
- (49) N 77° 00' 19" W a distance of 66.71 feet;
- (50) N 26° 33' 54" W a distance of 78.26 feet;
- (51) S 90° 00' 00" W a distance of 150.00 feet;
- (52) N 17° 44' 41" W a distance of 131.24 feet;
- (53) N 61° 28' 37" W a distance of 201.77 feet;
- (54) N 43° 01' 30" W a distance of 205.18 feet;
- (55) N 12° 52' 30" W a distance of 179.51 feet;
- (56) N 20° 19' 23" E a distance of 431.89 feet;
- (57) N 06° 04' 21" W a distance of 236.33 feet;
- (58) N 23° 02' 22" W a distance of 472.70 feet;

- (59) N 00° 00' 00" E a distance of 165.00 feet;
- (60) N 59° 11' 04" E a distance of 331.85 feet;
- (61) N 37° 38' 51" E a distance of 221.02 feet;
- (62) N 53° 58' 22" E a distance of 1088.12 feet;
- (63) S 54° 17' 36" E a distance of 394.08 feet;
- (64) S 15° 50' 35" E a distance of 384.61 feet;
- (65) S 53° 38' 49" E a distance of 776.03 feet;
- (66) N 37° 41' 39" E a distance of 139.01 feet;
- (67) N 12° 13' 30" W a distance of 306.96 feet;
- (68) N 13° 17' 55" E a distance of 282.57 feet;
- (69) N 74° 30' 41" E a distance of 430.64 feet;
- (70) N 40° 48' 54" E a distance of 436.03 feet;
- (71) N 87° 34' 50" E a distance of 355.32 feet;
- (72) N 57° 46' 58" E a distance of 165.18 feet to an iron rod set in the north line of said 582.35 acre tract;

THENCE with the north line of said 582.35 acre tract and the south line of Oak Bluff Estates, Phase 2, the following described three (3) courses and distances:

- (1) S 88° 53' 40" E a distance of 283.81 feet to an iron rod found;
- (2) S 88° 47' 57" E a distance of 380.72 feet to an iron rod found, and;
- (3) S 89° 02' 29" E a distance of 501.86 feet to the Place of Beginning, containing 249.851 acres of land.

SAVE AND EXCEPT PARCEL 1, described as follows, to wit:

BEGINNING at a point in said 582.35 acre tract, said point being in the interior of the above described 249.851 acre tract, and from which the northeast corner of said 582.35 acre tract bears N 12° 05' 37" E a distance of 1985.27 feet;

THENCE traversing the interior of said 249.851 acre tract, the following described courses and distances to iron rods set:

- (1) S 68° 59' 48" E a distance of 599.85 feet;
- (2) N 80° 14' 31" E a distance of 796.52 feet;
- (3) S 59° 02' 11" E a distance of 670.56 feet;
- (4) S 06° 40' 00" E a distance of 387.62 feet;
- (5) S 20° 33' 22" W a distance of 170.88 feet;
- (6) S 59° 51' 31" W a distance of 179.23 feet;
- (7) N 69° 56' 43" W a distance of 360.35 feet;
- (8) N 50° 37' 51" W a distance of 252.24 feet;
- (9) N 65° 39' 32" W a distance of 230.49 feet;
- (10) S 90° 06' 00" W a distance of 830.00 feet;
- (11) N 32° 19' 11" W a distance of 579.83 feet;

(12) N 38° 09' 28" E a distance of 178.04 feet to the Place of Beginning, containing 25.296 acres of land.

SAVE AND EXCEPT PARCEL 2, described as follows, to wit:

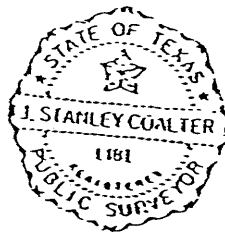
BEGINNING at a point in said 582.35 acre tract said point being in the interior of the above described 249.851 acre tract, and from which the northeast corner of said 582.35 acre tract bears N 63° 22' 40" E a distance of 2903.79 feet:

THENCE traversing the interior of said 249.851 acre tract, the following described courses and distances to iron rods set:

- (1) S 15° 56' 43" W a distance of 291.20 feet;
- (2) S 10° 42' 00" W a distance of 630.00 feet;
- (3) S 68° 36' 00" W a distance of 1212.19 feet;
- (4) N 61° 00' 00" W a distance of 508.13 feet;
- (5) N 45° 47' 05" E a distance of 258.12 feet;
- (6) N 00° 00' 00" E a distance of 180.00 feet;
- (7) N 24° 53' 29" W a distance of 673.44 feet;
- (8) N 45° 09' 58" E a distance of 1252.90 feet;
- (9) N 72° 53' 50" E a distance of 104.58 feet;
- (10) S 18° 05' 00" E a distance of 515.46 feet;
- (11) S 67° 22' 49" E a distance of 780.00 feet to the Place of Beginning, containing 54.555 acres of land.

The net area of the tract of land described herein is 170.00 acres.

J. Stanley Coalter
 Stan Coalter, RPS, LSLS
 9-12-89



APPENDIX 2 TO EXHIBIT 'A'

Page 1 of 7

FIELD NOTE DESCRIPTION

OF TWO TRACTS OF LAND BEING OUT OF THE REMAINDER OF THAT CERTAIN 582.35-ACRE TRACT OF LAND SITUATED IN THE E.W. MATTHEWS SURVEY, ABSTRACT NO. 449 AND THE JOHN H. RANDALL SURVEY, ABSTRACT NO. 531, WILLIAMSON COUNTY, TEXAS, SAID 582.35 ACRES BEING CONVEYED TO BEN FRANKLIN CORPORATION, A TEXAS CORPORATION, BY INSTRUMENT IN VOLUME 1020, PAGE 812, OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS, SAID TWO TRACTS OF LAND, BEING HEREIN MORE PARTICULARLY DESCRIBED FOR RIGHT-OF-WAY PURPOSES, BY METES AND BOUNDS AS TRACT ONE, BEING 10.7450 ACRES AND TRACT TWO, BEING 3.4506 ACRES AS FOLLOWS:

TRACT ONE

BEGINNING at an iron rod set on the east right-of-way line of Williamson County Road No. 122, same being the west line of said 582.35 acres from said POINT OF BEGINNING a 1/2-inch iron rod found for the southwest corner of said 582.35 acres bears $S00^{\circ}45'18''W$ a distance of 247.55 feet;

THENCE continuing with the aforementioned common east right-of-way line and west line of the 582.35 acres, same being the west line hereof, $N00^{\circ}45'18''E$ for a distance of 160.00 feet to a 1/2-inch iron rod set;

THENCE leaving the aforementioned common line and through said remainder of the 582.35-acre tract with the north line of the herein-described right-of-way the following described courses and distances to 1/2-inch iron rods set:

- 1) $S44^{\circ}14'35''E$ for a distance of 28.29 feet;
- 2) $S89^{\circ}14'28''E$ for a distance of 50.30 feet to a point of curvature of a curve to the left;
- 3) With said curve to the left having a radius of 330.00 feet, a central angle of $34^{\circ}14'51''$, a long chord of 194.33 feet (chord bears $N73^{\circ}38'07''E$) for an arc length of 197.25 feet to a point of tangency;
- 4) $N56^{\circ}30'42''E$ for a distance of 277.32 feet to a point of curvature of a curve to the right;
- 5) With said curve to the right having a radius of 520.00 feet, a central angle of $61^{\circ}53'58''$, a long chord of 534.86 feet (chord bears $N87^{\circ}27'40''E$) for an arc length of 561.78 feet to a point of tangency;
- 6) $S61^{\circ}35'23''E$ for a distance of 214.54 feet to a point of curvature of a curve to the left;
- 7) With said curve to the left having a radius of 430.00 feet, a central angle of $56^{\circ}40'51''$, a long chord of 408.25 feet (chord bears $S89^{\circ}55'47''E$) for an arc length of 425.38 feet to a point of tangency;
- 8) $N61^{\circ}43'50''E$ for a distance of 154.29 feet to a point of curvature of a curve to the right;
- 9) With said curve to the right having a radius of 570.00 feet, a central angle of $41^{\circ}34'51''$, a long chord of 404.64 feet (chord bears $N82^{\circ}31'14''E$) for an arc length of 413.66 feet to a point of non-tangency;
- 10) $S70^{\circ}15'53''E$ for a distance of 536.25 feet to a non-tangent point of curvature of a curve to the left;
- 11) With said curve to the left, having a radius of 290.00 feet, a central angle of $107^{\circ}03'49''$, a long chord of 466.43 feet (chord bears $N49^{\circ}46'44''E$) for an arc length of 541.90 feet to a point of tangency;
- 12) $N03^{\circ}45'10''W$ for a distance of 295.73 feet to a point of curvature of a curve to the right;
- 13) With said curve to the right having a radius of 710.00 feet, a central angle of $27^{\circ}31'39''$, a long chord of 337.84 feet (chord bears $N10^{\circ}00'39''E$) for an arc length of 341.12 feet to a point of tangency;
- 14) $N23^{\circ}46'31''E$ for a distance of 327.06 feet to a point of curvature of a curve to the left;

Page 2

- 15) With said curve to the left having a radius of 420.00 feet, a central angle of $83^{\circ}36'25''$, a long chord of 559.93 feet (chord bears $N18^{\circ}01'44''W$) for an arc length of 612.87 feet to a point of tangency;
- 16) $NS9^{\circ}49'56''W$ for a distance of 170.58 feet to a point on the common interior line of said 170-acre tract and the remainder of said 582.35-acre tract of land for a corner hereof;

THENCE with the aforementioned common interior line, same being a line hereof, $N00^{\circ}00'00''E$ for a distance of 69.40 feet to a 1/2-inch iron rod set for a corner hereof;

THENCE leaving the aforementioned common interior line and continuing through said remainder of the 582.35-acre tract the following described courses and distances to 1/2-inch iron rods set:

- 1) $S59^{\circ}49'56''E$ for a distance of 205.46 feet to a point of curvature of a curve to the right;
- 2) With said curve to the right having a radius of 480.00 feet, a central angle of $83^{\circ}36'25''$, a long chord of 639.91 feet (chord bears $S18^{\circ}01'44''E$) for an arc length of 700.42 feet to a point of tangency;
- 3) $S23^{\circ}46'31''W$ for a distance of 327.06 feet to a point of curvature of a curve to the left;
- 4) With said curve to the left, having a radius of 650.00 feet, a central angle of $27^{\circ}31'39''$, a long chord of 309.29 feet (chord bears $S10^{\circ}00'39''W$) for an arc length of 312.29 feet to a point of tangency;
- 5) $S03^{\circ}45'10''E$ for a distance of 295.73 feet to a point of curvature of a curve to the right;
- 6) With said curve to the right having a radius of 350.00 feet, a central angle of $107^{\circ}03'49''$, a long chord of 562.93 feet (chord bears $S49^{\circ}46'44''W$) for an arc length of 654.01 feet to a point of non-tangency;
- 7) $N76^{\circ}41'20''W$ for a distance of 532.88 feet to a non-tangent point of curvature of a curve to the left;
- 8) With said curve to the left having a radius of 450.00 feet, a central angle of $41^{\circ}34'51''$, a long chord of 319.46 feet (chord bears $S82^{\circ}31'14''W$) for an arc length of 326.58 feet to a point of tangency;
- 9) $S61^{\circ}43'50''W$ for a distance of 154.29 feet to a point of curvature of a curve to the right;
- 10) With said curve to the right having a radius of 550.00 feet, a central angle of $56^{\circ}40'51''$, a long chord of 522.18 feet (chord bears $N89^{\circ}55'47''W$) for an arc length of 544.10 feet to a point of tangency;
- 11) $N61^{\circ}35'23''W$ for a distance of 214.54 feet to a point of curvature of a curve to the left;
- 12) With said curve to the left having a radius of 400.00 feet, a central angle of $61^{\circ}53'58''$, a long chord of 411.43 feet (chord bears $S87^{\circ}27'40''W$) for an arc length of 432.14 feet to a point of tangency;
- 13) $S56^{\circ}30'42''W$ for a distance of 277.32 feet to a point of curvature of a curve to the right;
- 14) With said curve to the right having a radius of 450.00 feet, a central angle of $34^{\circ}14'51''$, a long chord of 264.99 feet (chord bears $S73^{\circ}38'07''W$) for an arc length of 268.98 feet to a point of tangency;
- 15) $N89^{\circ}14'28''W$ for a distance of 50.29 feet;
- 16) $S45^{\circ}45'25''W$ for a distance of 28.28 feet to the POINT OF BEGINNING of the herein-described TRACT ONE containing 10.7450 acres (468,052 square feet) of land area.

Page 3

TRACT TWO

Page 3 of 7

BEGINNING at an iron rod set on the interior line of said 170-acre tract, same being an interior line of said remainder of the 582.35-acre tract and the west line hereof, from which the Point of Beginning of TRACT ONE bears S47°42'39"W a distance of 3379.41 feet;

THENCE leaving the aforementioned common line and through said remainder of the 582.35-acre tract the following described courses and distances to 1/2-inch iron rods set:

- 1) N59°49'56"W for a distance of 93.37 feet to a point of curvature of a curve to the right;
- 2) With said curve to the right having a radius of 541.03 feet, a central angle of 47°46'32", a long chord of 438.18 feet (chord bears N35°56'41"W) for an arc length of 451.13 feet to a point of tangency;
- 3) N12°03'32"W for a distance of 135.00 feet to a point of curvature of a curve to the right;
- 4) With said curve to the right having a radius of 330.00 feet, a central angle of 38°56'33", a long chord of 220.00 feet (chord bears N07°24'52"E) for an arc length of 224.29 feet to a point of compound curvature of a curve to the right;
- 5) With said curve to the right having a radius of 415.73 feet, a central angle of 31°12'40", a long chord of 223.67 feet (chord bears N42°29'29"E) for an arc length of 226.46 feet to a point of tangency;
- 6) N58°05'50"E for a distance of 392.61 feet to a point of curvature of a curve to the right;
- 7) With said curve to the right having a radius of 618.02 feet, a central angle of 32°59'47", a long chord of 351.02 feet (chord bears N74°35'44"E) for an arc length of 355.92 feet to a point of tangency;
- 8) S88°54'23"E for a distance of 540.73 feet to a point of curvature of a curve to the right;
- 9) With said curve to the right having a radius of 1194.99 feet, a central angle of 06°59'52", a long chord of 145.86 feet (chord bears S85°24'27"E) for an arc length of 145.95 feet to a point of tangency;
- 10) S81°54'31"E for a distance of 53.78 feet to a 1/2-inch iron rod set on the common interior line of said 170-acre tract and said remainder of the 582.35-acre tract for a corner hereof;

THENCE with the aforementioned common line, S57°46'58"W for a distance of 92.75 feet to a 1/2-inch iron rod set for a corner hereof;

THENCE leaving the aforementioned line and through said remainder of the 582.35-acre tract the following described courses and distances to 1/2-inch iron rods set:

- 1) N81°54'31"W for a distance of 16.95 feet to a point of curvature of a curve to the left;
- 2) With said curve to the left having a radius of 1134.99 feet, a central angle of 06°59'52", a long chord of 138.53 feet (chord bears N85°24'27"W) for an arc length of 138.62 feet to a point of tangency;
- 3) N88°54'23"W for a distance of 540.73 feet to a point of curvature of a curve to the left;
- 4) With said curve to the left having a radius of 558.02 feet, a central angle of 32°59'47", a long chord of 316.94 feet (chord bears S74°35'44"W) for an arc length of 321.36 feet to a point of tangency;
- 5) S58°05'50"W for a distance of 392.61 feet to a point of curvature of a curve to the left;
- 6) With said curve to the left having a radius of 355.73 feet, a central angle of 31°12'40", a long chord of 191.39 feet (chord bears S42°29'29"W) for an arc length of 193.78 feet to a point of compound curvature of a curve to the left;

Page 4

- 7) With said curve to the left having a radius of 270.00 feet, a central angle of $38^{\circ}56'33''$, a long chord of 180.00 feet (chord bears $S07^{\circ}24'52''W$) for an arc length of 183.51 feet to a point of tangency;
- 8) $S12^{\circ}03'32''E$ for a distance of 135.00 feet to a point of curvature of a curve to the left;
- 9) With said curve to the left having a radius of 481.03 feet, a central angle of $47^{\circ}46'32''$, a long chord of 389.58 feet (chord bears $S35^{\circ}56'41''E$) an arc length of 401.10 feet to a point of tangency;
- 10) $S59^{\circ}49'56''E$ for a distance of 101.30 feet to a 1/2-inch iron rod set on the common interior of said 170-acre tract and said remainder of the 582.35-acre tract for a corner hereof;

THENCE with the aforementioned common line, $S37^{\circ}41'39''W$ for a distance of 60.52 feet to the POINT OF BEGINNING of the herein-described TRACT TWO containing 3.4506 acres (150,308 square feet) of land area.

These field notes are a result of an on-the-ground survey, record information and calculated points under my direct supervision.

Donald E. Sigety
 Donald E. Sigety

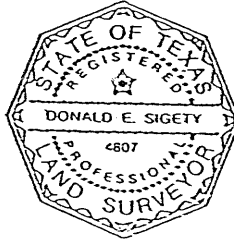
Registered Professional Surveyor No. 4807

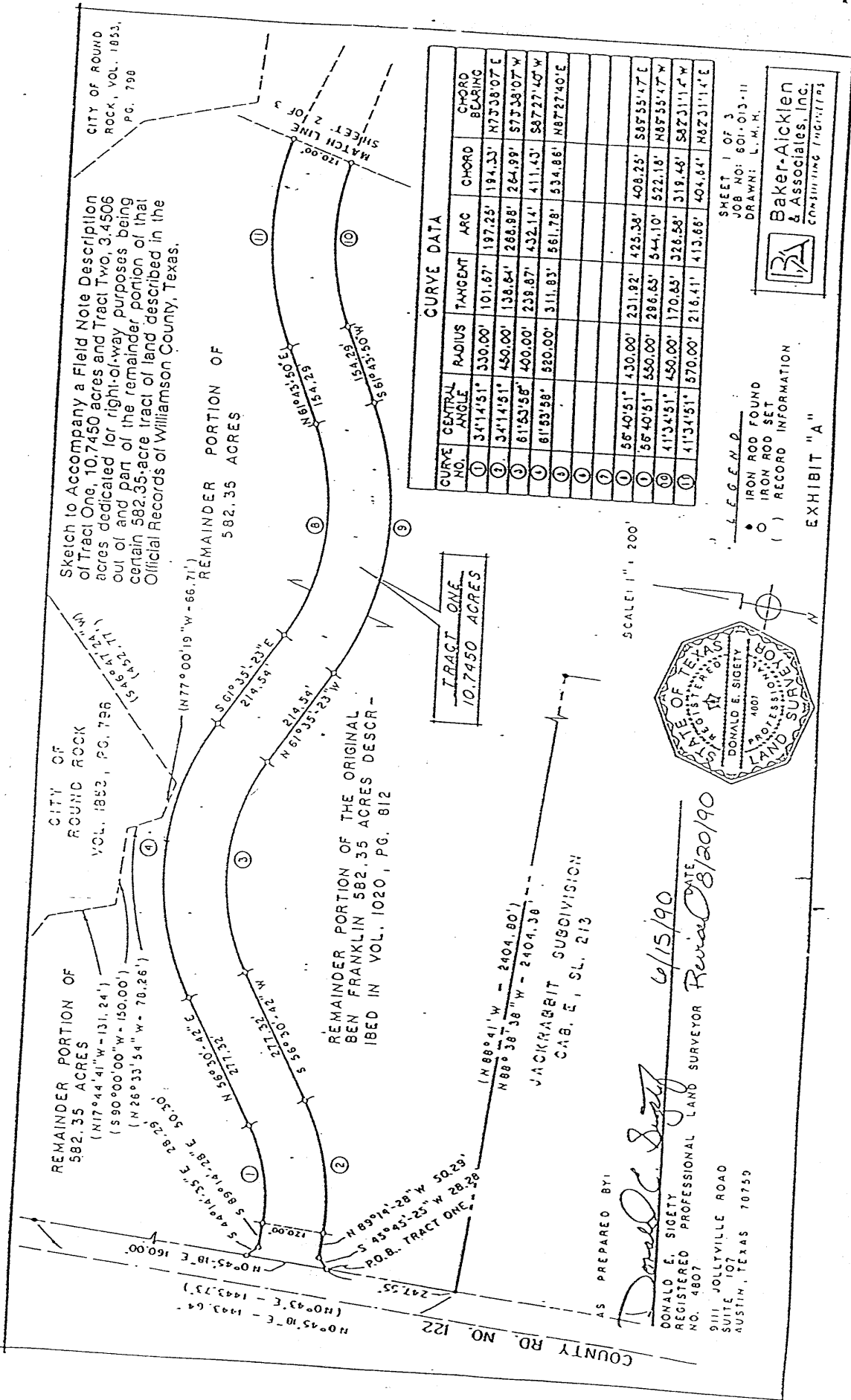
6/15/90

Date

Revised 08/20/90

DES:ek
 June 12, 1990
 Revised 08/20/90
 Job No. 601-013-11

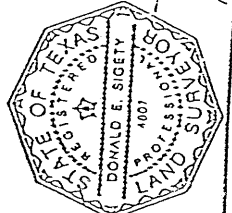




CURVE DATA

CURVE NO.	CENTRAL ANGLE	RADIUS	TANGENT	ARC	CHORD	CHORD BEARING
1	34°14'51"	330.00'	101.67'	197.25'	194.33'	N73°38'07"E
2	34°14'51"	450.00'	138.64'	268.88'	264.99'	S73°38'07"W
3	61°53'58"	400.00'	238.87'	432.14'	411.43'	S87°27'40"W
4	61°53'58"	520.00'	311.83'	561.78'	534.86'	N87°27'40"E
5						
6						
7	56°40'51"	430.00'	231.92'	425.38'	408.25'	S87°55'47"E
8	56°40'51"	550.00'	296.65'	544.10'	522.18'	N87°55'47"W
9	41°34'51"	450.00'	170.35'	326.58'	319.48'	S87°31'14"W
10	41°34'51"	570.00'	216.41'	413.66'	404.64'	N87°31'14"E

SHEET 1 OF 3
 JOB NO: 601-013-11
 DRAWN: L.M.H.
Baker-Aicklen & Associates, Inc.
 CONSULTING ENGINEERS
 L.L.C.E.N.D.
 IRON ROD FOUND
 IRON ROD SET
 () RECORD INFORMATION
 EXHIBIT "A"



SCALE 1" = 200'

AS PREPARED BY
Donald E. Sigety
 DONALD E. SIGETY
 REGISTERED PROFESSIONAL LAND SURVEYOR
 NO. 4807
 9111 JOLLYVILLE ROAD
 SUITE 107
 AUSTIN, TEXAS 78750

6/15/90
 Revised 8/20/90

JACKRABBIT SUBDIVISION
 CAB. E., SL. 213

REMAINDER PORTION OF THE ORIGINAL
 BEN FRANKLIN 582.35 ACRES DESCRIBED
 IN VOL. 1020, PG. 812

TRACT ONE
 10.7450 ACRES

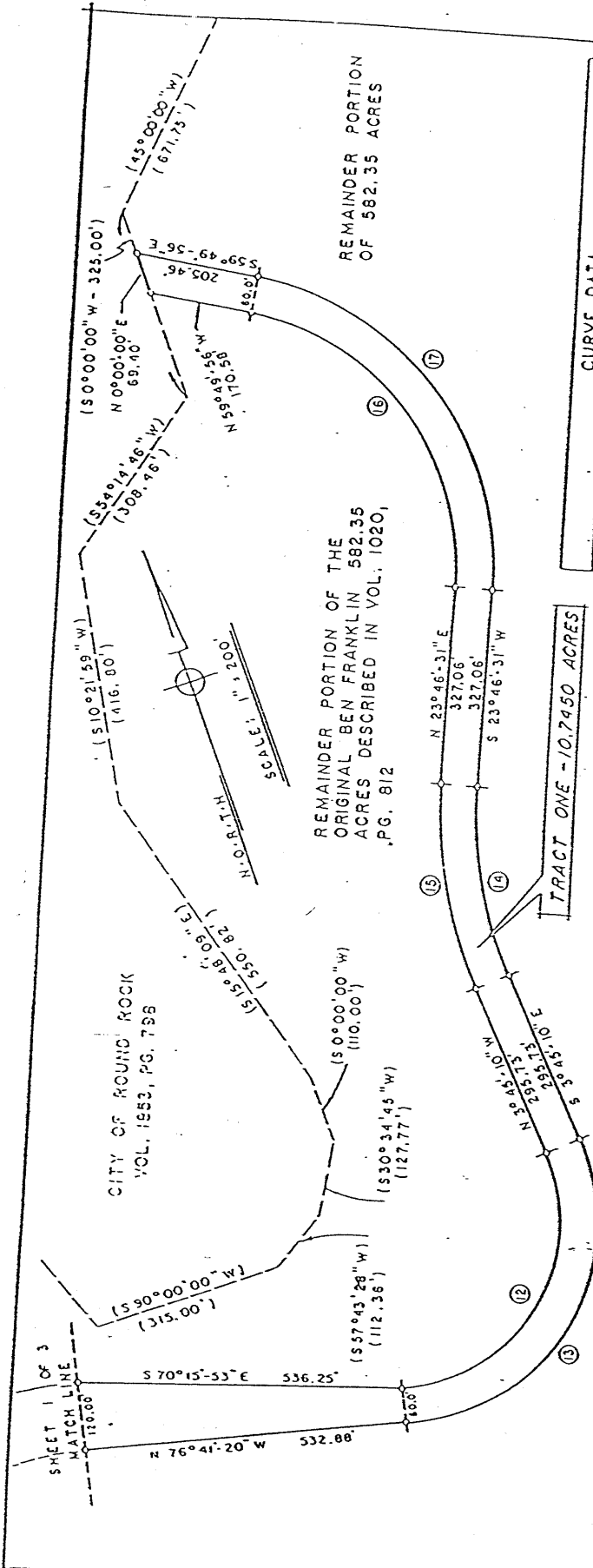
REMAINDER PORTION OF
 582.35 ACRES
 (N17°44'41"W - 131.24')
 (S90°00'00"W - 150.00')
 (N28°33'34"W - 70.26')

CITY OF
 ROUND ROCK
 VOL. 1852, PG. 796
 (S45°47'24"W - 145.15)
 (N77°00'19"W - 66.71')

CITY OF ROUND
 ROCK, VOL. 1853,
 PG. 798

REMAINDER PORTION OF
 582.35 ACRES

(N0°45'10"E - 1493.64)
 (N0°43'E - 1443.73')
 247.55'
 (N0°45'10"E - 1600.00')
 (S49°14'28"E - 28.29')
 (S44°14'35"E - 27.32')
 (N56°30'42"E - 27.32')
 (S56°30'42"W - 27.32')
 (N87°35'23"W - 214.54')
 (S67°35'23"E - 214.54')



CURVE DATA

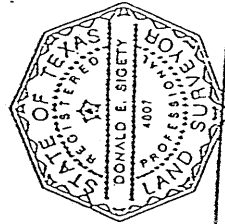
CURVE NO.	CENTRAL ANGLE	RADIUS	TANGENT	ARC	CHORD	CHORD BEARING
12	107°03'49"	290.00'	392.37'	541.90'	466.43'	N19°48'44"E
13	107°03'49"	350.00'	473.85'	654.01'	562.93'	S47°16'44"W
14	27°31'39"	650.00'	159.22'	312.29'	309.29'	S10°00'39"W
15	83°38'25"	420.00'	375.57'	341.12'	337.84'	N10°00'39"E
16	83°38'25"	480.00'	429.22'	700.42'	639.91'	N10°11'44"E

Sketch to Accompany a Field Note Description of Tract One, 10.7450 acres and Tract Two, 3.4506 acres dedicated for right-of-way purposes being out of and part of the remainder portion of that certain 582.35-acre tract of land described in the Official Records of Williamson County, Texas.

AS PREPARED BY:

Donald E. Sigety

DONALD E. SIGETY
 REGISTERED PROFESSIONAL LAND SURVEYOR
 NO. 4807
 9111 JOLLYVILLE ROAD
 SUITE 107
 AUSTIN, TEXAS 78759



SHEET 2 OF 3
 JOB NO: 601-013-11
 DRAWN: L.M.H.

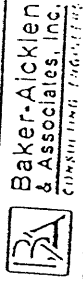


EXHIBIT "A"

Sketch to Accompany a Field Note Description of Tract One, 10,745.0 acres and Tract Two, 3,450.6 acres dedicated for right-of-way purposes being out of and part of the remainder portion of that certain 582.35-acre tract of land described in the Official Records of Williamson County, Texas.

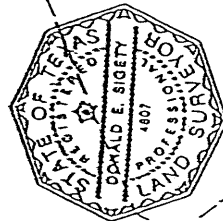
REMAINDER PORTION OF 582.35 ACRES

TRACT TWO - 3,450.6 ACRES

REMAINDER PORTION OF THE ORIGINAL BEN FRANKLIN 582.35 ACRES DESCRIBED IN VOL. 1020, PG. 812

ROCKWOOD ROAD PG. 1798
CITY OF VOL. 1853
C O U R S E
G O L F

REMAINDER PORTION OF 582.35 ACRES



6/15/90

SHEET 3 OF 3
JOB NO: 601-013-11
DRAWN: L. M. H.

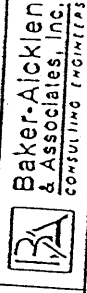


EXHIBIT "A"

CURVE NO.	CENTRAL ANGLE	RADIUS	TANGENT	ARC	CHORD	CHORD BEARING
1	47°46'32"	481.03'	213.04'	401.10'	389.58'	S35°56'41"E
2	47°46'32"	541.03'	238.61'	451.13'	438.18'	N35°56'41"W
3	38°56'33"	330.00'	118.67'	224.29'	220.00'	N07°24'52"E
4	38°56'33"	270.00'	95.46'	183.51'	180.00'	S07°24'32"W
5	31°12'40"	355.73'	99.38'	193.78'	191.39'	S47°29'29"W
6	31°12'40"	415.73'	118.12'	228.48'	223.67'	N47°29'29"E
7	32°59'47"	618.02'	183.05'	355.92'	351.02'	N74°35'44"E
8	32°59'47"	598.02'	165.27'	321.36'	316.94'	S74°35'44"W
9	6°59'52"	1134.99'	89.40'	138.62'	138.83'	N85°24'27"W
10	6°59'52"	1194.99'	73.06'	145.95'	145.86'	S85°24'27"E

REVISION 8/20/90

DONALD E. SIGETY
REGISTERED PROFESSIONAL LAND SURVEYOR
NO. 4807
9111 JOLLYVILLE ROAD
SUITE 107
AUSTIN, TEXAS 78759

EXHIBIT "B"

CONSENTS

THERE ARE NO LIENHOLDERS OF RECORD.
FDIC IS NOT REQUIRED TO APPROVE THIS AGREEMENT.

FRANKLIN CAPITAL CORPORATION,
a Texas corporation

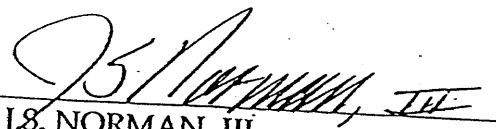
By: 
J.S. NORMAN, III
President

EXHIBIT "C"
DEVELOPMENT PARCELS

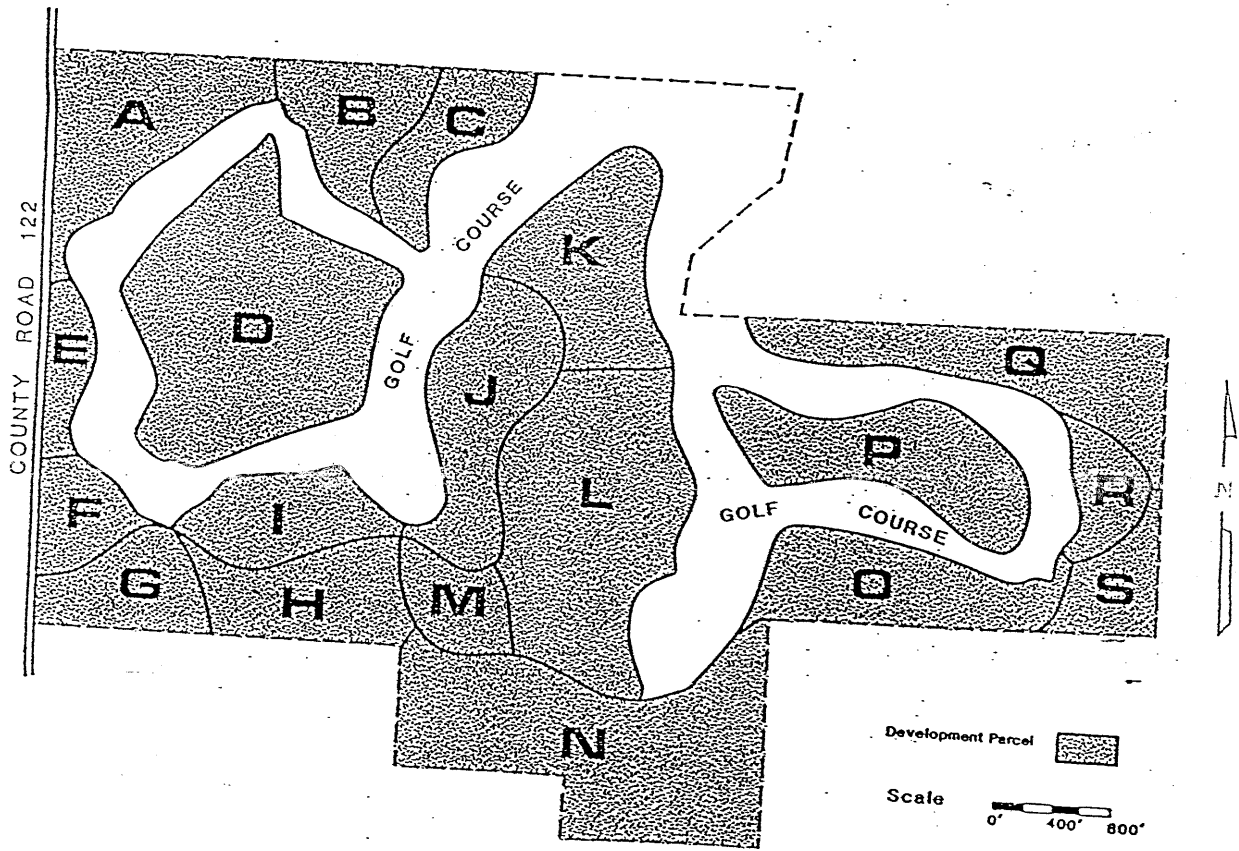


EXHIBIT "D"
 AMENDED NOVEMBER, 1993

PARCEL:	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S
PARCEL SIZE (ACRES)	21	15	10	49	6	7	10	15	13	20	24	48	10	52	19	26	26	6	10
ASSIGNED L.U.E.	85	54	36	172	24	59	73	60	30	70	108	168	77	180	65	90	92	21	36
MAXIMUM L.U.E.	93	59	40	189	26	65	80	66	33	77	119	185	85	198	72	99	101	23	40
SINGLE FAMILY RESIDENTIAL	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
ATTACHED RESIDENTIAL						X	X				X								
MULTI FAMILY RES.						X							X						
LIMITED COMMERCIAL						X	X												
DAYCARE						X	X												
CHURCHES						X	X												
Amend. # 1 Assigned LUE Changes						+37	+43		.75										

SPECIAL CONDITIONS:	1	1	1	4	3	5	8	8

LEGEND OF SPECIAL CONDITIONS:

1. Lots adjacent to the northern property line shall have a minimum lot size of 10,000 sq.ft.
2. Lots adjacent to County Road 122 shall have a minimum lot size of 10,000 sq.ft.
3. A maximum of two accesses from this parcel to County Road 122 may be permitted.
4. A maximum of four access points to County Road 122 shall be permitted.
5. All buildings, other than single family detached homes, shall maintain a 100 foot setback from the southern boundary of the parcel.
6. Commercial uses shall be located adjacent to County Road 122.
 (This does not preclude access to the Golf Course access road from this parcel.)
7. A buffer along the southern boundary of the parcel shall be provided by use of landscaping, berming or fencing.
8. Lots adjacent to the southern property line shall have a minimum lot size of 10,000 sq.ft.
9. Total impervious cover shall not exceed 80 percent of each lot.
10. Park, subdivision amenity areas and schools are permitted uses on all development parcels.

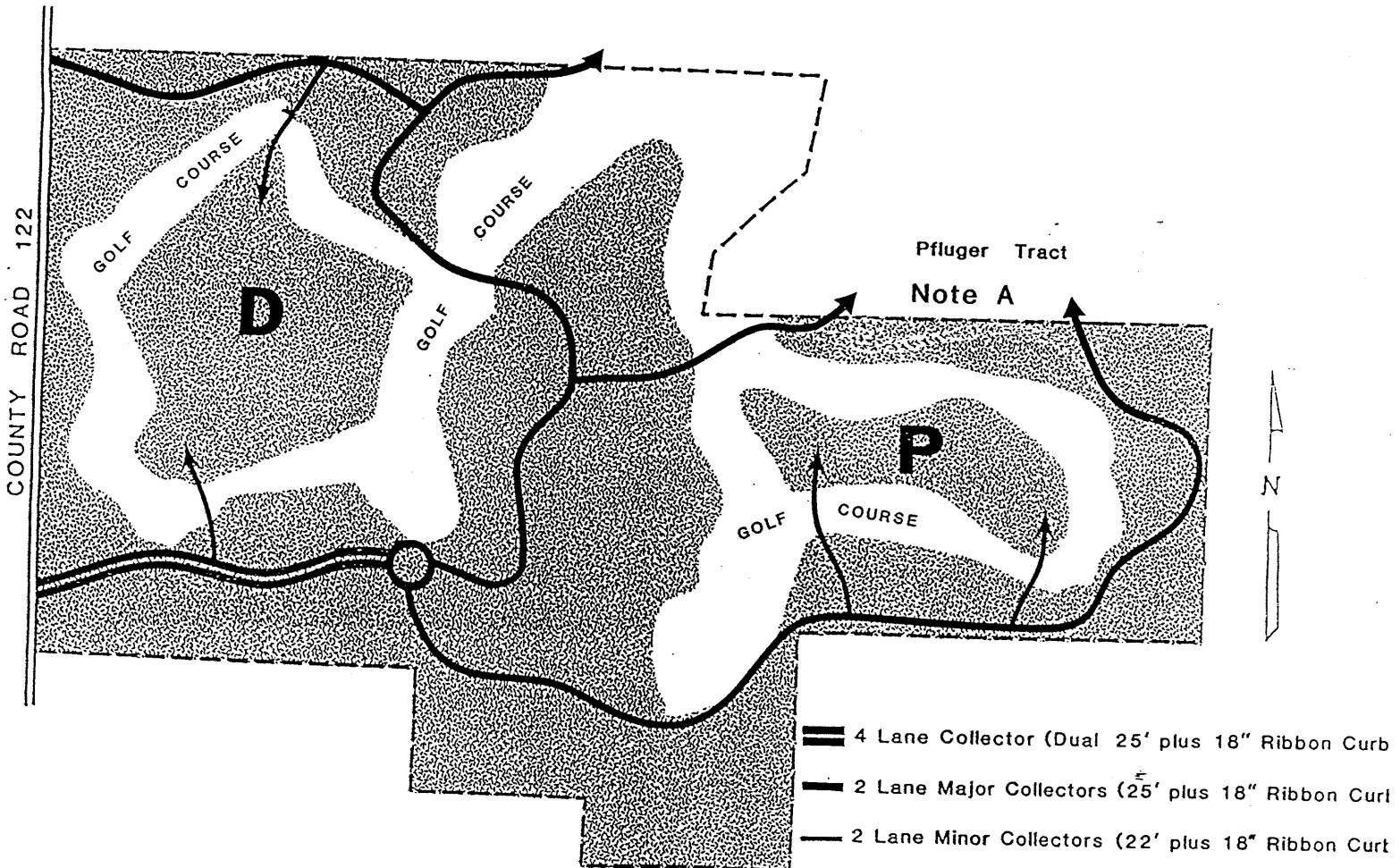
EXHIBIT "E"

CALCULATION OF L.U.E.

SINGLE FAMILY RESIDENCE	1 L.U.E./DWELLING UNIT
DUPLEX	0.9 L.U.E./DWELLING UNIT
MULTI-FAMILY OR TOWNHOUSE	0.7 L.U.E./DWELLING UNIT

COMMERCIAL BUILDING AREA (SQ.FT.) X 6 X LAND AREA (ACRES)
LAND AREA (SQ.FT.)

EXHIBIT "F"
COLLECTOR ROAD PLAN
(Amended November 1993)



Note B

The major collector roads shall be constructed to include grade separations between the roadway and the golf cart pathway at the cost of the Owner.

Note A

The major collector road system may be contained wholly on the land or may be comprehensively designed to serve both the land the Pfluger Tract.

Note C

Two lane collectors may be built to City standards. (Amended Nov. 1993)

EXHIBIT "G"

ALTERNATIVE ROADWAY STANDARDS

1. COLLECTOR ROADWAYS (shown on Exhibit "F")
 - 1.1 Four lane collector section
 - * Dual 25 foot pavement widths
 - * Plus an 18" concrete ribbon curb on each side of pavement
 - * Includes a landscaped median a minimum of 14' wide
 - 1.2 Two lane major collector section
 - * 25 foot pavement width
 - * Plus an 18" concrete ribbon curb on each side of pavement
 - 1.3 Two lane minor collector section
 - * 22 foot pavement width
 - * Plus an 18" concrete ribbon curb on each side
 - 1.4 SPECIAL CONDITIONS
 - 1.4.1 NO CLEARING: No clearing of any protected tree, as defined in the City landscape ordinance, within the public right of way of collector roadways shown as a major collector on Exhibit "F" of this agreement, shall be permitted except when a comprehensive design for utilities and landscaping is approved by the Director of Planning and the Director of Public Works. This provision amends the "no clearing" provision shown on Exhibit "B" of the Concept Plan approved by the City Planning and Zoning Commission on September 7, 1989.
 - 1.4.2 PARKING: Parking shall be prohibited on a collector roadway with a cross section of less than 30', except in designated parking areas approved in writing by the Director of Planning as part of the platting process.
 - 1.4.3 ACCESS: Driveway access for single family residential uses is restricted to collector roadways, as indicated on Exhibit "J".
2. RESIDENTIAL STREETS
 - 2.1 MINIMUM STANDARDS: Residential streets may be constructed to the following minimum standards. These are based on the number of dwelling units which a street serves and the frontage the residential lots to which it provides access.

Number of Dwelling Units

LOT WIDTH	< 7	7 - 14	15 - 30
90' AND ABOVE	17' Plus Ribbon Curbs	17' Plus Ribbon Curbs	19' Plus Ribbon Curbs
60' - 89'	17' Plus Ribbon Curbs	20' Plus Ribbon Curbs	22' Plus Ribbon Curbs
LESS THAN 60'	23' Plus Ribbon Curbs	26' Plus Ribbon Curbs	30' Plus Ribbon Curbs

**Minimum ribbon curb is 18"*

2.2 SPECIAL CONDITIONS

2.2.1 **PARKING:** Parking shall be prohibited on all streets with less than thirty feet of pavement width, except in designated parking areas approved in writing by the Director of Planning as part of the platting process.

2.2.2 **FIRE PROTECTION:** All streets shall be designed to permit access and turning movements for fire trucks. This shall be determined by the City fire official and may result in increasing standards. The City fire official shall determine accessibility by applying the regulations and standards contained in the most current edition of the Standard Fire Prevention Code.

2.2.3 **CONSTRUCTION:** All pavement construction standards shall be in accordance with City codes except as specifically approved in writing by the Director of Public Works to meet the intent of this agreement.

2.2.4 **BUILDING SETBACK LINES AND MINIMUM PARKING REQUIREMENTS:** Building setback lines may be increased or additional parking may be required to compensate for the loss of street parking resulting from the owner choosing modified street standards.

2.2.5 STREET RIGHT OF WAY WIDTH

All street rights of way shall be of sufficient width to accommodate the street plus utility lines plus drainage swales and sidewalks.

2.2.6 SIDEWALKS

The approval of alternative roadway standards does not waive city sidewalk requirements. However, alternative forms of pedestrian access may be approved by the Planning and Zoning Commission as part of the plat approval process.

EXHIBIT "H"

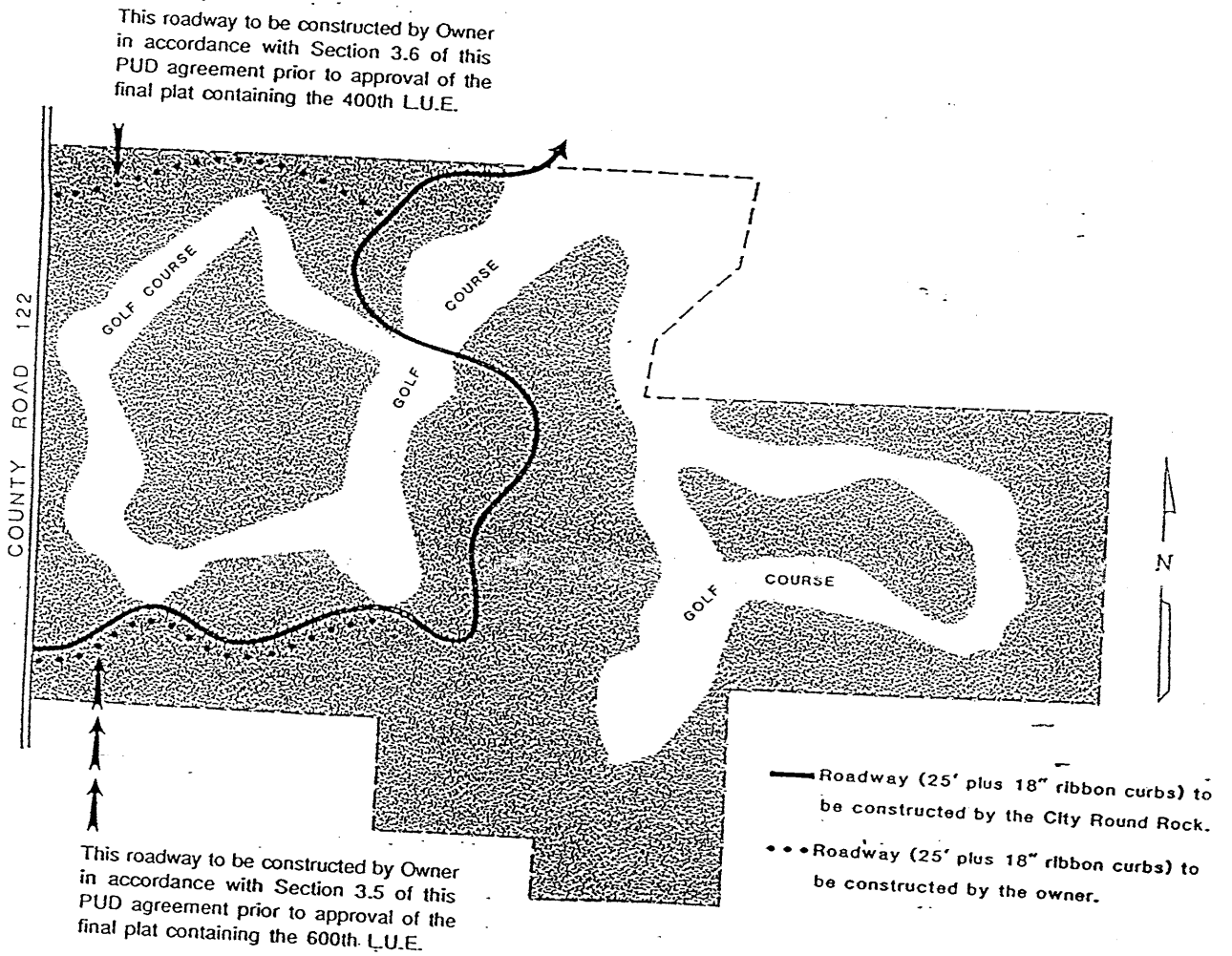


EXHIBIT "T"
FENCE STANDARDS

In order to assure a continuity of design and maintenance of all fences which are located adjacent to either the Golf Course or a roadway designated as a major collector by this Agreement, the following guidelines shall apply to the construction of fences on the lands.

1. FENCES ADJACENT TO GOLF COURSE

All fences constructed along the boundary of the Golf Course shall be constructed in accordance with the following criteria.

- 1.1 Design - All fences along the boundary of the golf course shall be constructed of (a) treated split rail wood (two rails) with limestone columns, not to exceed 3.5 feet in height, (b) wrought iron with limestone columns not to exceed 6.5 feet in height, (c) or such other material of equal or greater quality approved in writing by the Director of Planning.
- 1.2 Maintenance - It shall be unlawful to maintain a fence in such a manner as to allow:

- any portion of a fence to lean so that the fence's axis is more than five (5) degrees out of perpendicular alignment with its base.
- missing, loose, or damaged stone or wood rails in the fence.
- symbols, writings, and other graffiti on the fence.

Fence maintenance shall be the responsibility of the property owner and all damage shall be repaired within thirty days of written notification by the City.

2. FENCES ADJACENT TO ROADWAY

2.1 Rear Property Line

Fences adjacent to roadways designated collector roadways by this agreement shall be constructed by the owner as part of the construction of each subdivision and must be completed prior to acceptance of the subdivision. Such fences shall be a minimum of four feet and a maximum of 6.5 feet in height and shall be constructed using masonry or wrought iron or an equivalent maintenance free material. (Common cement or cinder block, and chain link are specifically excluded.) The design, materials and specifications of such fencing shall be approved by the Director of Planning and Community Development prior to the approval of the first subdivision plat on the Land. The Owner shall include in his fence design accent landscaping in the public right of way to complement all rear lot line fencing.

Fences may be constructed, if designed by a professional, if such fence is part of a weather resistant wood, metal, and masonry fence system, designed to minimize maintenance of the fence with the finished side facing the roadway, and approved by the Director of Planning.

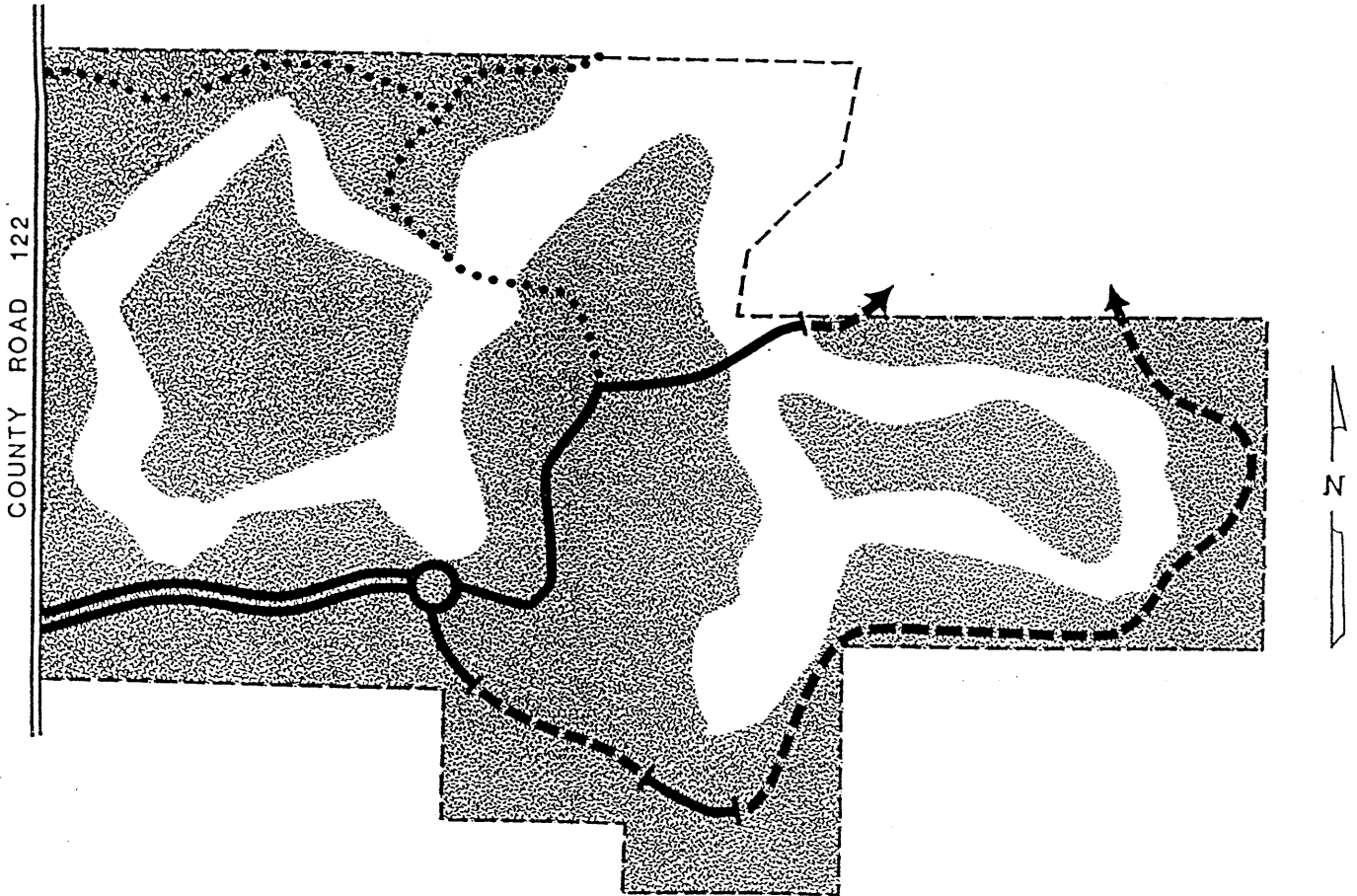
2.2 Maintenance - It shall be unlawful to maintain a fence in such a manner as to allow:

- any portion of a fence to lean so that the fence's axis is more than five (5) degrees out of perpendicular alignment with its base.
- missing, loose, or damaged stone in the fence.
- symbols, writings, and other graffiti on the fence.

Fence maintenance shall be the responsibility of the property owner and all damage shall be repaired within thirty days of written notification by the City.

3. While the Land remains undeveloped and has an agricultural tax exemption, the above restrictions are waived to the extent that a standard farm fence shall be permitted.

EXHIBIT "J"
(Amended- November 1993)



..... No direct access to single family lots with less than 80 feet of frontage and 10,000 sq. feet of lot area.

- - - Direct access allowed to roadway constructed to city standards with a 40 foot front setback.

————— No direct access to single family lots. *

* This may be waived by the Planning and Zoning Commission as a part of plat approval, at locations where the ultimate number of dwelling units to be served by a section of road will not exceed 150 and the minimum lot frontages are 100 feet.

EXHIBIT "K"
HOLD HARMLESS AGREEMENT
between
THE CITY OF ROUND ROCK
and
FRANKLIN CAPITAL CORPORATION

Restrictive Covenant to be placed on map or plat and filed with Restrictive Covenants of Subdivisions containing lots which are located within fifty feet (50') of the Golf Course ("Golf Course Lots") as shown on the map or plat of the Subdivision:

"It is acknowledged and agreed that, from time to time, golf balls may be hit which leave the boundaries of the Golf Course and stray onto the Golf Course Lots and which cause a potential danger and hazard to the owners of the Golf Course Lots, their families, tenants, guests and employees, and to personal property situated on the Golf course Lots. Each owner of any of the Golf Course Lots shall and does hereby, on behalf of such owner, his heirs, legal representatives, successors, and assigns, release and hold harmless the City of Round Rock, the Forest Creek Golf Club, Franklin Capital Corporation, and their respective successors and assigns from any claims, liabilities, causes of action, court costs, expenses, attorney's fees, losses and damages arising out of or related to any damage to persons or property caused by golf balls straying onto such owner's Golf Course Lot. This release shall be a condition of the purchase or sale of each of the Golf Course Lots, and shall constitute a covenant running with the land comprising the Golf Course Lots, which shall be binding upon the owners of the Golf Course Lots, their heirs, successors and assigns, and shall inure to the benefit of the City of Round Rock, Forest Creek Golf Club, Franklin Capital Corporation and their respective successors and assigns."

Deed Restriction to be included in deeds to any Golf Course Lots covered directly by Franklin Capital Corporation to a Purchaser:

"This conveyance is subject to and, by acceptance of this deed Grantee hereby agrees on behalf of Grantee, his heirs, successors, and assigns, to the following covenant:

Grantee, on behalf of Grantee, his heirs, legal representatives, successors, and assigns, agrees to and does hereby release and hold harmless the City of Round Rock, the Forest Creek Golf Club, Franklin Capital Corporation and their respective successors and assigns from any claims, liabilities, causes of action, court costs, expenses, attorney's fees, losses and damages arising out of or related to any damage to persons or property caused by golf balls straying onto the Property from Forest Creek Golf Club. The foregoing shall constitute a covenant running with the land comprising the Property, and shall bind Grantee, and Grantee's heirs, successors and assigns and all future owners of the Property.

EXHIBIT "L"

DEFINITIONS

DEVELOPMENT PARCEL:

Means a tract of land designated for subdivision and development for which a single preliminary plat application is required as part of the ongoing approval process.

PARCEL SIZE:

Means the size of the parcel in acres. The size is approximate and may vary slightly due to more accurate measurement when surveyed.

ASSIGNED L.U.E.:

Means the total number of L.U.E. assigned to the parcel.

MAXIMUM L.U.E.:

Means the maximum total numbers of L.U.E. allowed to be assigned to the parcel administratively through the density transfer provisions of this agreement.

SPECIAL CONDITIONS:

Means specific development or design criteria which regulate all or part of the subdivision or development of a parcel.

ATTACHED RESIDENTIAL:

Means duplexes and cluster housing where no more than three units are attached. Attached residential specifically excludes most forms of multi-family residential including, but not limited to, apartments, townhouses, row-housing and four-plexes.

LIMITED COMMERCIAL:

Means uses and buildings as permitted in the City "Local Commercial Zone", plus restaurants.

ALL WEATHER ACCESS:

Means an asphalt or concrete roadway with no part being inundated by the 100 year design storm flow.

PFLUGER TRACT:

Means that 84.75 acre tract lying immediately north of the land and generally identified on Exhibit "F".

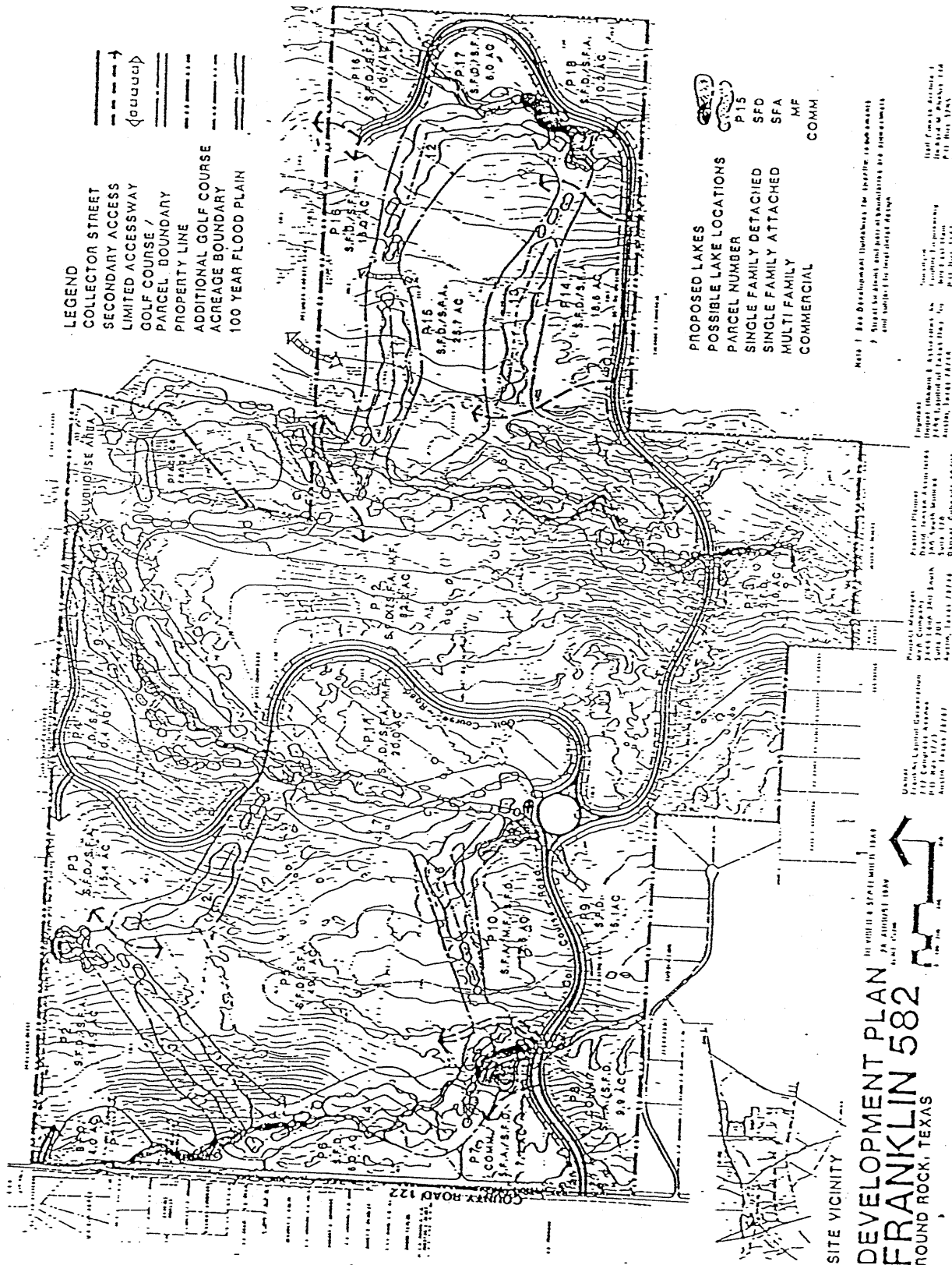
DIRECTOR OF PLANNING:

Means the Director of Planning and Community Development of the City of Round Rock, Texas or his designate.

DIRECTOR OF PUBLIC WORKS:

Means the Director of Public Works of the City of Round Rock, Texas or his designate.

EXHIBIT "M"



DEVELOPMENT GUIDELINES
FOR
FRANKLIN 582 CONCEPT PLAN
AS APPROVED BY THE CITY OF ROUND ROCK
PLANNING AND ZONING COMMISSION
SEPTEMBER 7, 1989

TABLE OF CONTENTS

	<u>Page</u>
I. STATEMENT OF PURPOSE AND INTENT	1
II. AUTHORITY/DEFINITION	3
III. LAND USE SUMMARY	5

I. STATEMENT OF PURPOSE AND INTENT

Franklin 582 is a planned community. While its primary focus is residential, both the recreational and other special use components play an integral part in creating a unique living environment.

The Franklin 582 development standards are intended to carry out the goals of this planned community. They are written to ensure a unified, quality development. Through creativity in design, sensitivity to the characteristics of the site and compatibility of land uses, a commitment is made to the future of the community.

The following principles will be used in guiding development towards a planned community which can respond to changing market conditions;

- o Encouraging FLEXIBILITY in site design with respect to building spacing, heights and density of buildings, open space, and parking.
- o Allowing a variety of CREATIVE SOLUTIONS to project design that may not be possible through the strict application of the local zoning and subdivision.
- o Encouraging a mixed-use, MASTER PLANNED community providing for residential, recreational, and limited commercial, office and community services.
- o Encouraging INNOVATIONS in land use that result in the availability of attractive development opportunities.
- o Promoting more EFFICIENT use of land and energy through reasonable infrastructure requirements.
- o Maximizing the UNIQUE physical features of the site.
- o Creating development patterns and project design that further the GOALS and POLICIES of the local governmental agencies.
- o Providing appropriate TRANSITIONS between land uses while encouraging an overall community focus.
- o Providing FLEXIBILITY for both land use type and density to be TRANSFERRED between parcels, responding better to the needs of the consumer and changing market conditions.

o Encourage FLEXIBILITY in the design of streets to allow departure from strict enforcement of present codes regarding design standards, street widths, drainage, curb and gutters, street lighting, landscaping, utilities and similar aspects.

II. AUTHORITY/DEFINITIONS

Authority

These standards will guide the preparation of a P.U.D. for the Franklin 582 development.

Definitions

The following definitions shall apply:

- o Single Family Detached
One-family detached dwelling with a density ranging from 2.0 du/ac to 6.0 du/ac.
- o Single Family Detached/Attached
One-family detached dwelling with a density ranging from 2.0 du/ac to 8.0 du/ac; two-family dwelling (duplex); three-plex through six-plex attached dwellings; row houses, townhouses, with a maximum density of 12 du/ac.
- o Multi-Family - All uses allowed in Single Family Detached and Single Family Detached/Attached and including apartments for rent, condominiums (stacked flats) for sale with a maximum density of 18 du/ac.
- o Parcels - Parcels for development have been identified with their own uses, character, identity and development standards.
- o L.U.E. (Living Unit Equivalent) as defined in the Round Rock City Codes.
- o Commercial - Intended to provide local commercial and office uses at a floor area ratio (F.A.R.) of .45 within two (2) story buildings. Permitted uses include offices, neighborhood services, governmental and institutional uses, daycare facilities, schools and local commercial and retail activities.
- o Special Uses - Throughout Franklin 582 the following uses may be allowed: places of worship, schools, private recreation amenities, group homes, daycare facilities subject to site plan approval.
- o Density Transfer - Within the Franklin 582 P.U.D. allowable density may be transferred between parcels.
- o Cluster Development - Single family units which may be attached or have lot sizes smaller than normal, where

the development protects the natural features and attributes of the parcel through the grouping of units.

- o Zero-Lot-Line Development - Single family detached units placed on lots so that the unit sits along one or more lot lines.
- o Density - The maximum density per parcel, expressed in units per acre.

III. LAND USE SUMMARY

<u>Use</u>	<u>Area</u>
Single Family Detached 4.0 units/acre	77.7 ac
Single Family Detached Single Family Attached 6.0 units/acre 8.0 units/acre	92.2 ac 93.4 ac
Single Family Detached Single Family Attached Multi-Family 10.0 units/acre 12.0 units/acre	82.2 ac 32.6 ac
Commercial .45 F.A.R.	12.1 ac
Golf Course/Clubhouse	170.0 ac
Collector Street R.O.W.	21.8 ac
Total	<u>582.0 ac</u>

Unit quantities, acreage and types may vary, however, the overall density may not exceed 1,500 Living Unit Equivalents.

The maximum total units within Franklin 582 is dependent on the distribution of L.U.E.'S which is presently limited to a total of 1,500 L.U.E.'s. The present overall L.U.E. density is 2.58 L.U.E.'s.

The parcels of Franklin 582 have the potential to develop at densities designated on the parcel summary, provided other parcels are reduced in density to allow for any adjustments. The uses identified for each parcel allow for flexibility to respond to market conditions, while maintaining the character and integrity of the overall development plan.

A minimum of 80% of the total dwelling units to be constructed within Franklin 582 will be single family detached residential. The L.U.E.'s establish the overall density for Franklin 582. The total of 1,500 L.U.E.'s are to be calculated based on the following criteria:

- a. Single Family Residence 1.0 LUE/unit
- b. Duplex .9 LUE/unit
- c. Multi-Family or Townhome .7 LUE/unit
- d. Commercial .1377 LUE/
1,000 s.f. of building

The following parcel numbers refer to the development parcels on the Development Plan and provide a land use summary for each parcel and alternate use.

The density of each parcel allows for the most intense use to occur within that parcel. Totalling the maximum L.U.E.'s of all parcels would result in more than the 1,500 L.U.E.'s allowed. When one parcel uses its maximum L.U.E.'s other parcels would be reduced. In no case will the overall L.U.E.'s exceed that allowed by City Council.

PARCEL: P-1

USE: Single Family Detached
DENSITY: Residential: 4.0 du/ac
ACREAGE: 4.0
MAX. L.U.E.: 16

SPECIAL CONDITIONS:

1. One direct access will be allowed onto County Road #122.

PARCEL: P-2

USE: Single Family Attached
Single Family Detached

DENSITY: 6.0
ACREAGE: 18.9
MAXIMUM L.U.E.: 113

SPECIAL CONDITIONS:

1. Single Family Attached buildings shall not occur within 100' of exterior property line.
2. Lots adjacent to the northern property line will be single family detached lots.
3. A buffer may be provided along the northern P.U.D. perimeter consisting of landscaping, berming or fencing.

PARCEL: P-3

USE: Single Family Detached
Single Family Attached

DENSITY: 6.0

ACREAGE: 15.4

MAXIMUM L.U.E.: 92

SPECIAL CONDITIONS:

1. Lots within 150' of the northern property line will be single family detached lots.
2. A buffer may be provided along the northern P.U.D. perimeter consisting of landscaping, berming or fencing.

PARCEL: P-4

USE: Single Family Attached
Single Family Detached

DENSITY: 6.0

ACREAGE: 10.4

MAXIMUM L.U.E.: 62

SPECIAL CONDITIONS:

1. Lots within 150' of the northern property line will be single family detached lots.
2. A buffer may be provided along the northern P.U.D. perimeter consisting of landscaping, berming or fencing.

PARCEL: P-5

USE: Single Family Attached
Single Family Detached

DENSITY: 6.0

ACREAGE: 49.1

MAXIMUM L.U.E.: 352

SPECIAL CONDITIONS:

1. Access shall be provided from parcels P-3 and P-10. A limited 14' access may be allowed to the Golf Course Road between holes #2 and #7.

PARCEL: P-6

USE: Single Family Detached

DENSITY: 4.0

ACREAGE: 6.0

MAXIMUM L.U.E.: 24

PARCEL: P-7

USE: Neighborhood Commercial & Office
Single Family Detached
Single Family Attached

DENSITY: Commercial: .45 F.A.R.
Residential: 8 du/ac

ACREAGE: 7.1

MAXIMUM L.U.E.: 51

SPECIAL CONDITIONS:

1. One direct access may be allowed onto County Road #122.

PARCEL: P-8

USE: Neighborhood Commercial & Office
Single Family Detached
Single Family Attached

DENSITY: Commercial: .45 F.A.R.
Residential: 4.0 du/ac

ACREAGE: 9.9

MAXIMUM L.U.E.: 39

SPECIAL CONDITIONS:

1. Neighborhood commercial and office buildings shall maintain a 100' setback from the existing residential lots to the south.
2. Residential lots within 150' of the southern property line will be Single Family Detached lots.
3. One direct access may be allowed onto County Road #122.
4. Only 5.0 acres of this parcel may be developed as Neighborhood Commercial and Office uses.
5. Commercial uses shall be located adjacent to County Road and the Golf Course Road.
6. A buffer along the southern P.U.D. perimeter will consist of landscaping, berming or fencing.

PARCEL: P-9

USE: Single Family Detached

DENSITY: 4.0

ACREAGE: 15.1

MAXIMUM L.U.E.: 60

PARCEL: P-10

USE: Single Family Attached
Single Family Detached
Multi-Family

DENSITY: 12.0

ACREAGE: 12.6

MAXIMUM L.U.E.: 105

PARCEL: P-11

USE: Single Family Attached
Single Family Detached
Multi-Family

DENSITY: 12.0

ACREAGE: 20.0

MAXIMUM L.U.E.: 168

PARCEL: P-12

USE: Single Family Detached
Single Family Attached
Multi-Family

DENSITY: 10.0

ACREAGE: 82.2

MAXIMUM L.U.E.: 575

PARCEL: P-13

USE: Single Family Detached
 DENSITY: 4.0
 ACREAGE: 51.6
 MAXIMUM L.U.E.: 206

SPECIAL CONDITIONS:

1. The drainageways shall be maintained as natural open space except that roadways may cross the open space and paths may be located in the open space.

PARCEL: P-14

USE: Single Family Detached
 Single Family Attached
 DENSITY: 8.0
 ACREAGE: 18.6
 MAXIMUM L.U.E.: 133

SPECIAL CONDITIONS:

1. Access may be provided to parcel P-15 across the golf course at each end of hole #13.
2. A buffer along the southern P.U.D. perimeter will consist of landscaping, berming or fencing.

PARCEL: P-15

USE: Single Family Attached
 Single Family Detached
 DENSITY: 8.0
 ACREAGE: 25.7
 MAXIMUM L.U.E.: 184

PARCEL: P-16

USE: Single Family Detached
Single Family Attached

DENSITY: 6.0

ACREAGE: 26.4

MAXIMUM L.U.E.: 158

SPECIAL CONDITIONS:

1. Two access points may be provided to the property north of Franklin 582.
2. Access shall be provided to parcel P-12.

PARCEL: P-17

USE: Single Family Attached
Single Family Detached

DENSITY: 6.0

ACREAGE: 6.0

MAXIMUM L.U.E.: 36

SPECIAL CONDITIONS:

1. A minimum 10' buffer between the eastern P.U.D. perimeter and East Road will consist of landscaping, berming or fencing.

PARCEL: P-18

USE:

Single Family Attached
Single Family Detached

DENSITY:

6.0

ACREAGE:

10.2

MAXIMUM L.U.E.:

61

SPECIAL CONDITIONS:

1. A minimum 10' buffer between the eastern P.U.D. perimeter and East Road will consist of landscaping, berming or fencing.

STATE OF TEXAS COUNTY OF WILLIAMSON
 I hereby certify that this instrument was FILED
 on the date and at the time stamped hereon
 by me, and was duly RECORDED in the Volume
 and Page of the named RECORDS of Williamson
 County, Texas, as stamped hereon by me, on

JAN 19 1994



Clare Byrd
 COUNTY CLERK
 WILLIAMSON COUNTY, TEXAS

COUNTY CLERK

Clare Byrd

1994 JAN 19 PM 2:32

FILED FOR RECORD
WILLIAMSON COUNTY, TX