

Parts of this PUD have been amended with regard to multi-family (MF) development by Ordinance No. Z-12-10-25-I3. These amendments **have not been incorporated into the text** of the PUD document; please refer to the appropriate part of the ordinance for amendments specific to the PUD.

Ordinance Z-12-10-25-I3 is posted here (copy and paste the link into your browser):
<http://www.roundrocktexas.gov/wp-content/uploads/2015/03/Z-12-10-25-I3-MF-in-PUDs.pdf>

<u>PUD 2</u>	(Part I.)	Paragraph Three amended
<u>PUD 4</u>	(Part II.)	Section II of the Development Guidelines of Exhibit "B"
<u>PUD 10</u>	(Part III.)	Sections 2.1 and 13.1 of the Development Plan of Exhibit "B"
<u>PUD 15</u>	(Part IV.)	Section II.5.1 of the Development Plan
<u>PUD 20</u>	(Part V.)	Section II.5.1 and II.5.2 of the Development Plan
<u>PUD 26</u>	(Part VI.)	Section II.5.1 of the Development Plan of Exhibit "C"
<u>PUD 31</u>	(Part VII.)	Section II.5 of the Development Plan
<u>PUD 39</u>	(Part VIII.)	Exhibits "F-2" "F-3" and "F-4"
<u>PUD 40</u>	(Part IX.)	Section 1.1 of Exhibit "E"
<u>PUD 42</u>	(Part X.)	Section 1 of the Development Standards for Parcels "1, 2 and 3" in Exhibit "D"
<u>PUD 53</u>	(Part XI.)	Section 1 of the Development Standards for Parcel 2 in Exhibit "D"
<u>PUD 68</u>	(Part XII.)	Section II.4.1 of the Development Plan of Exhibit "B"
<u>PUD 70</u>	(Part XIII.)	Sections II.4.1 and II.6 of the Development Plan of Exhibit "B"
<u>PUD 71</u>	(Part XIV.)	Section 1. (a) of Exhibit "D"
<u>PUD 73</u>	(Part XV.)	Section II.4.1 of the Development Plan of Exhibit "B"
<u>PUD 74</u>	(Part XVI.)	Sections II.4.1 and II.5.2 and II.7.3 of the Development Plan of Exhibit "B"
<u>PUD 78</u>	(Part XVII.)	Sections II.4.1 and II.5.2 and II.5.4 of the Development Plan of Exhibit "B"
<u>PUD 83</u>	(Part XVIII.)	Sections II.4.1 and II.6.4 (2) of the Development Plan of Exhibit "B"
<u>PUD 84</u>	(Part XIX.)	Section II.6.1(1)(b) of the Development Plan
<u>PUD 85</u>	(Part XX.)	Sections II.4.1 and II.5.1 of the Development Plan of Exhibit "B"
<u>PUD 89</u>	(Part XXI.)	Section II.4.1 and II.6.1 of the Development Plan of Exhibit "B"
<u>PUD 90</u>	(Part XXII.)	Sections II.4.1 and II.6 of the Development Plan of Exhibit "B" and Exhibits "B" and "D"

THE STATE OF TEXAS *

COUNTY OF WILLIAMSON *

CITY OF ROUND ROCK *

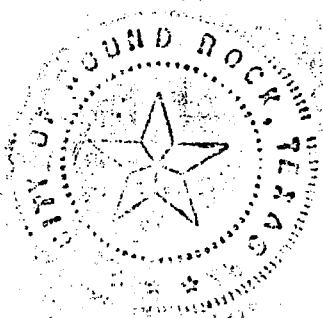
DOC# 9923405

I, JOANNE LAND, Assistant City Manager/City Secretary of the City of Round Rock, Texas, do hereby certify that I am the custodian of the public records maintained by the City and that the above and foregoing is a true and correct copy of Ordinance No. Z-99-02-25-12B4 which was passed and adopted by the City Council of the City of Round Rock, Texas, at a meeting held on the 25th day of February 1999 as recorded in the minutes of the City of Round Rock in Book 40.

CERTIFIED by my hand and seal of the City of Round Rock, Texas on this 7th day of April 1999.



JOANNE LAND, Assistant City Manager/
City Secretary



ORDINANCE NO. Z-99-02-25-12B4

AN ORDINANCE AMENDING THE OFFICIAL ZONING MAP OF THE CITY OF ROUND ROCK, TEXAS ADOPTED IN SECTION 11.305(2), CODE OF ORDINANCES (1995 EDITION), CITY OF ROUND ROCK, TEXAS, AND MAKING THIS AMENDMENT A PART OF THE SAID OFFICIAL ZONING MAP, TO WIT: TO ZONE 192.205 ACRES OF LAND AND TO REZONE 2.140 ACRES OF LAND OUT OF THE J.M. HARRELL SURVEY, ABSTRACT 284, IN ROUND ROCK, WILLIAMSON COUNTY, TEXAS, FROM DISTRICT C-1 (GENERAL COMMERCIAL) TO PLANNED UNIT DEVELOPMENT (PUD) NO. 39.

WHEREAS, an application has been made to the City Council of the City of Round Rock, Texas to amend the Official Zoning Map to zone 192.205 acres of land, and to rezone 2.140 acres of land out of the J.M. Harrell Survey, Abstract 284, in Round Rock, Williamson County, Texas, being more fully described in Exhibit "A", attached hereto and incorporated herein, from District C-1 (General Commercial) to Planned Unit Development (PUD) No. 39, and

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

WHEREAS, the Planning and Zoning Commission held a public hearing concerning the requested change on the 17th day of February, 1999, following lawful publication of the notice of said public hearing, and

WHEREAS, after considering the public testimony received at such hearing, the Planning and Zoning Commission has recommended that the Official Zoning Map be amended so that the property described in Exhibit "A" be zoned as Planned Unit Development (PUD) No. 39, and

WHEREAS, on the 25th day of February, 1999, after proper notification, the City Council held a public hearing on the requested amendment, and

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

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

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

I.

That the Official Zoning Map adopted in Section 11.305(2), Code of Ordinances (1995 Edition), City of Round Rock, Texas, is hereby amended so that the zoning classification of the property described in Exhibit "A" is hereafter designated as Planned Unit Development (PUD) No. 39.

II.

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

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

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

Alternative 1.

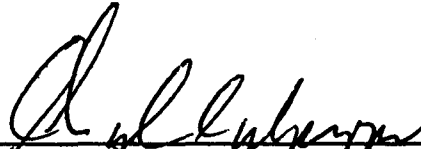
By motion duly made, seconded and passed with an affirmative vote of all the Council members present, the requirement for reading this ordinance on two separate days was dispensed with.

READ, PASSED, and ADOPTED on first reading this 25th day of February, 1999.

Alternative 2.

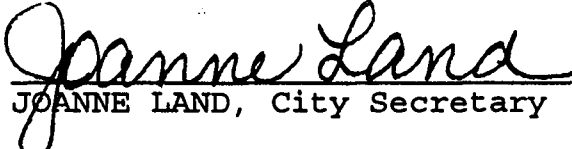
READ and APPROVED on first reading this the _____ day of _____, 1999.

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



CHARLES CULPEPPER, Mayor
City of Round Rock, Texas

ATTEST:



JOANNE LAND, City Secretary

List of Exhibits

1.	Exhibit A:	Property Description	page 5
2.	Exhibit B:	Agreement and Development Plan	page 15
3.	Exhibit C:	Lienholder Consent	page 22
4.	Exhibit D:	Development Areas	page 23
5.	Exhibit E:	Maximum Building Area	page 24
6.	Permitted Uses and Limitations for the following Development Areas:		
	a.	Exhibit F-1: Tract I - Office Flex Area	page 25
	b.	Exhibit F-2: Tract II - Campus Area	page 31
	c.	Exhibit F-3: Tract III - Central Green Area	page 38
	d.	Exhibit F-4: Tract IV - Mixed Use Area	page 44
7.	Exhibit G:	Project Identification Sign Locations	page 51
8.	Exhibit H:	Utility Schematic and Drainage Plan	page 52
9.	Exhibit I:	Roadway Light Fixtures	page 53
10.	Exhibit J:	Sidewalk Locations	page 54
11.	Exhibit K:	Parking Lot and Walkway Light Fixtures	page 55
12.	Exhibit L:	Traffic Impact Analysis	page 57

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EXHIBIT A

PROPERTY DESCRIPTION OF 194.345 ACRES OF LAND

Tract I: A 2.140 acre tract of land more fully described on Exhibit A-1 attached hereto.

Tract II: A 192.205 acre tract of land more fully described on Exhibit A-2 attached hereto.

P.U.D. - 2.140 Acre Tract
Page 1 of 2

P.U.D. - 2.140 ACRE TRACT

DESCRIPTION

FOR A 2.140 ACRE TRACT OF LAND SITUATED IN THE J. M. HARRELL SURVEY, ABSTRACT NO. 284, IN WILLIAMSON COUNTY, TEXAS, BEING ALL OF A 2.128 ACRE TRACT AS CONVEYED TO RIDGEHILL INVESTMENTS, INC., BY INSTRUMENT RECORDED IN VOLUME 2093, PAGE 800 OF THE OFFICIAL RECORDS OF SAID COUNTY AND A NARROW TRIANGULAR SHAPED STRIP OF LAND SITUATED BETWEEN THE SOUTHERLY BOUNDARY LINE OF SAID 2.128 ACRE TRACT OF LAND AND THE MONUMENTED NORTHERLY BOUNDARY LINE OF A 227.8382 ACRE TRACT CONVEYED TO 35/45 INVESTORS, L.P. BY INSTRUMENT RECORDED AS DOCUMENT NO. 9848753 (CONTAINING APPROXIMATELY 500 SQUARE FEET), SAID 2.140 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING on an iron rod found on the southwesterly corner of said 2.128 Acre Tract, same being an angle point in a northerly boundary line of said 227.8382 Acre Tract, same being the southwesterly corner and POINT OF BEGINNING hereof;

THENCE with the westerly boundary line of said 2.128 Acre Tract, same being an easterly boundary line of said 227.8382 Acre Tract, N 14° 20' 19" W (Bearing Basis/Directional Control Line) for a distance of 131.18 feet to an iron rod found on the northwesterly corner of said 2.128 Acre Tract, being the northwesterly corner hereof;

THENCE with the northerly boundary line of said 2.128 Acre Tract, the following three (3) courses and distances:

- 1) N 72° 59' 25" E for a distance of 76.26 feet to an iron rod found on a point of curvature hereof;
- 2) with the arc of a curve to the right, having a radius of 700.00 feet, a central angle of 14° 30' 33", an arc length of 177.26 feet, and a chord which bears N 80° 13' 08" E for a distance of 176.79 feet to an iron rod found on a point of tangency hereof;
- 3) N 87° 30' 50" E a distance of 98.77 feet pass the southwesterly corner of the termination of Hesters Crossing Road as dedicated by "Chisholm Valley South Section Seven" a subdivision according to the plat thereof recorded in Cabinet E, Slide 125, of the Plat Records of said County, continuing for a total distance of 345.24 feet to an iron rod found on the northeasterly corner of said 2.128 Acre Tract, same being the northwesterly corner of Lot 1, Chisholm Valley South Section 10, Resubdivision of Lots 1, 2, 3, 4, 5, recorded in Cabinet G, Slide 359, of the Plat Records of said County, same being a northeasterly corner hereof;

EXHIBIT A-1

Page 1 of 3

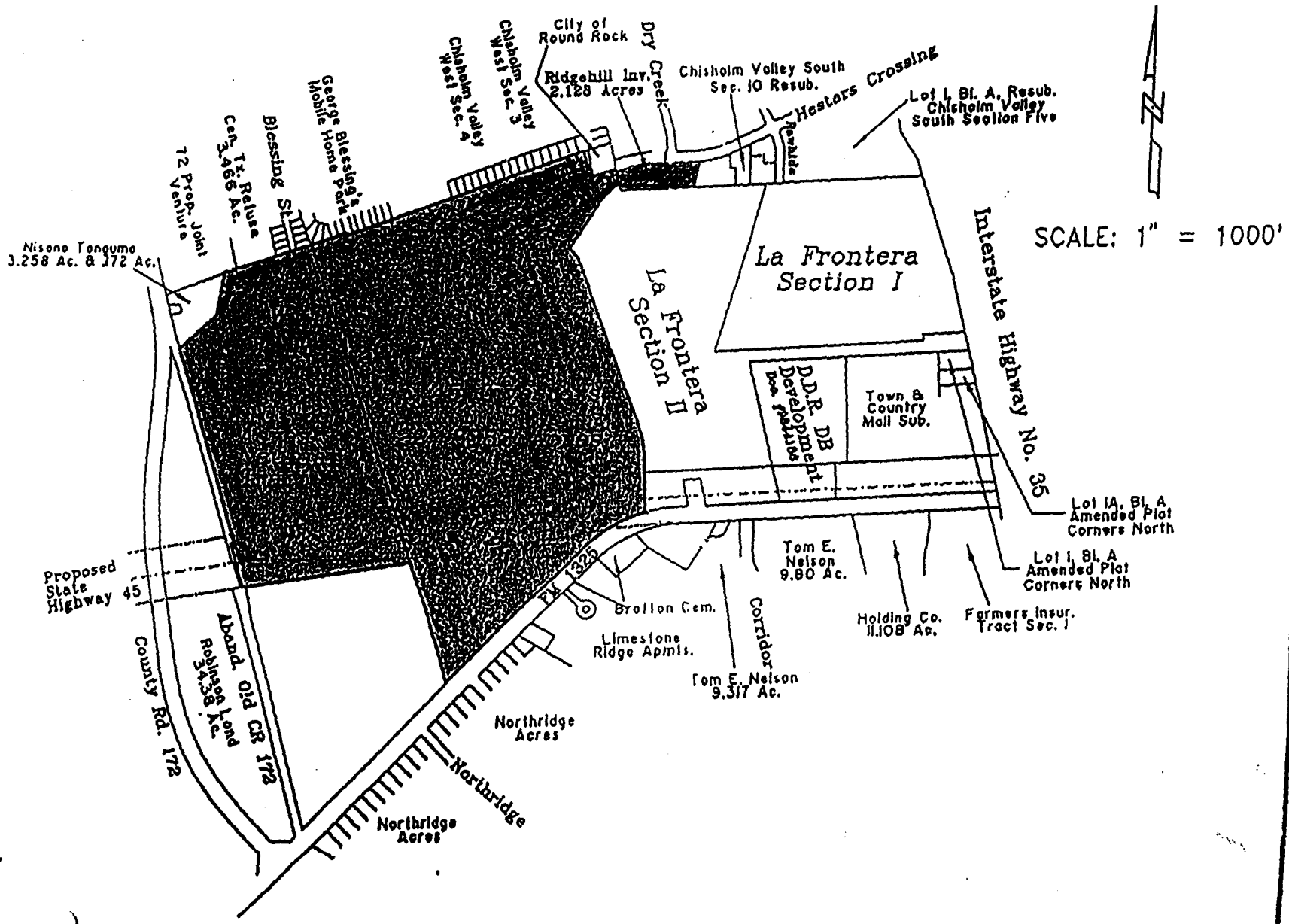


EXHIBIT A
 Page 2 of 2

RECORDERS MEMORANDUM
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 clearly legible for satisfactory recordation.

P.U.D. - 2.140 Acre Tract
Page 2 of 2

THENCE departing the southerly right-of-way line of said Hesters Crossing, in part with the easterly boundary line of said 2.128 Acre Tract, same being the westerly boundary line of said Lot 1 and with a projection thereof, S 09° 16' 58" W for a distance of 175.96 feet to a point in a northerly boundary line of said 227.8382 Acre Tract, said point being the southeasterly corner hereof;

THENCE with a northerly boundary line of said 227.8382 Acre Tract, S 87° 45' 45" W for a distance of 531.60 feet to the POINT OF BEGINNING hereof and containing 2.140 acres of land.

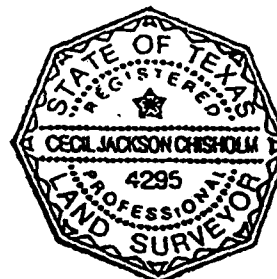
Surveyed under the direct supervision of the undersigned:

Cecil Jackson Chisholm

1-20-99

Cecil Jackson Chisholm
Registered Professional Land Surveyor No. 4295
BAKER-AICKLEN & ASSOCIATES, INC.
203 E. Main Street, Suite 201
Round Rock, Texas 78664
(512) 244-9620

Dated

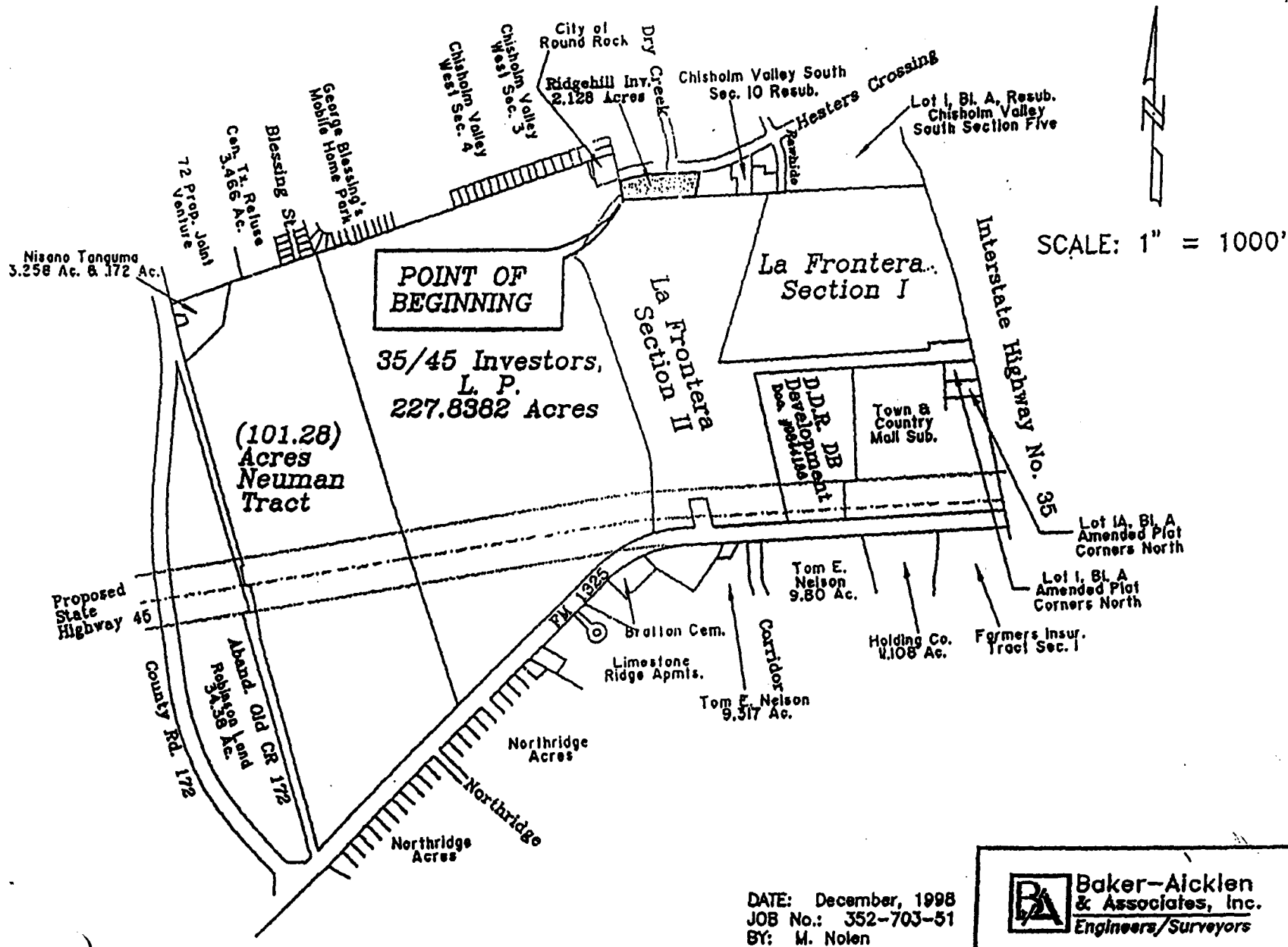


Job No.: 352-703-23 File Name: M:\MARGIE\352703\MB-PUD3

EXHIBIT A-1
Page 2 of 3

SKETCH TO ACCOMPANY DESCRIPTION

-9-



SCALE: 1" = 1000'

EXHIBIT A-1
Page 3 of 3

DATE: December, 1998
JOB No.: 352-703-51
BY: M. Nolen

Baker-Aicklen & Associates, Inc.
Engineers/Surveyors

File name: M:\MARGIE\352703\PUD
Plot date: 12/18/98

192.205 Acre Tract

Page 1 of 4

P.U.D. - WEST TRACT**DESCRIPTION**

FOR A 192.205 ACRE TRACT OF LAND SITUATED IN THE J. M. HARRELL SURVEY, ABSTRACT NO. 284, IN WILLIAMSON COUNTY, TEXAS, BEING A PORTION OF A 227.8382 ACRE TRACT OF LAND CONVEYED TO 35/45 INVESTORS, L.P., A TEXAS PARTNERSHIP, BY INSTRUMENT RECORDED AS DOCUMENT NO. 9848753 OF THE OFFICIAL RECORDS OF SAID COUNTY AND A PORTION OF A 102.64 ACRE TRACT OF LAND AS CONVEYED TO 34/45 INVESTORS, L.P. BY INSTRUMENT RECORDED AS DOCUMENT NO. 9903480 OF SAID OFFICIAL RECORDS, SAID 192.205 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING on an iron rod set on the curving southerly boundary line of said 227.8382 Acre Tract, same being a point in the curving northerly right-of-way line of F. M. 1325 (120' right-of-way width), said point being the southeasterly corner and POINT OF BEGINNING hereof, from which point a concrete monument found on a point of tangency of said 227.8382 Acre Tract bears N 79° 52' 56" E a distance of 250.01 feet;

THENCE with the northerly right-of-way line of said F. M. Highway No. 1325, same being the southerly boundary line said 227.8382 Acre Tract, the following three (3) courses and distances:

- 1) with the arc of a curve to the left, having a radius of 1014.88 feet, a central angle of 31° 04' 55", an arc length of 550.56 feet, and a chord which bears S 71° 24' 58" W for a distance of 543.83 feet to a point in the northerly right-of-way line of said F. M. Highway No. 1325, same being a point of non-tangency hereof;
- 2) S 43° 43' 45" W for a distance of 1010.67 feet to a concrete monument found on an angle point;
- 3) S 43° 46' 10" W for a distance of 378.79 feet to an iron rod found on the southwesterly corner of said 227.8382 Acre Tract, same being a southeasterly corner of said 102.64 Acre Tract, same being a southwesterly corner hereof;

THENCE departing the northerly right-of-way line of said F. M. Highway No. 1325, with the westerly boundary line of said 227.8382 Acre Tract, same being with the easterly boundary line of said 102.64 Acre Tract, N 18° 29' 40" W for a distance of 946.66 feet to a point in the southerly right-of-way line of proposed State Highway No. 45 (400' proposed right-of-way width), being an angle point hereof;

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192.205 Acre Tract

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THENCE with the southerly right-of-way line of said proposed State Highway No. 45, same being through the interior of said 102.64 Acre Tract, S 80° 14' 52" W for a distance of 1237.09 feet to a point in the westerly boundary line of said 102.64 Acre Tract, same being a southwesterly corner hereof;

THENCE with the westerly boundary line of said 102.64 Acre Tract, the following four (4) courses and distances:

- 1) N 03° 48' 39" W for a distance of 33.33 feet to an angle point hereof;
- 2) N 16° 05' 54" W for a distance of 305.73 feet to an angle point hereof;
- 3) N 69° 42' 36" E for a distance of 23.15 feet to an angle point hereof;
- 4) N 17° 40' 24" W for a distance of 1561.50 feet to an iron rod found on an angle point of said 102.64 Acre Tract, same being the most southerly corner of a 3.258 acre tract as described by instrument recorded in Volume 1290, Page 696, of said Official Records, same being an angle point hereof;

THENCE with a southerly boundary line of said 3.258 Acre Tract, same being with a northerly boundary line of said 102.64 Acre Tract, the following two (2) courses and distances:

- 1) N 45° 42' 36" E for a distance of 384.09 feet to an iron rod found on an angle point hereof;
- 2) N 07° 47' 11" E for a distance of 326.58 feet to an iron rod found on the most northerly corner of said 3.258 Acre Tract, same being an angle point hereof;

THENCE continuing with a northerly boundary line of said 102.64 Acre Tract, N 71° 12' 55" E for a distance of 665.57 feet to an iron pipe found on the northeasterly corner of said 102.64 Acre Tract, same being a northwesterly corner of said 227.8382 Acre Tract, being an angle point hereof;

THENCE with a northerly boundary line of said 227.8382 Acre Tract, N 71° 51' 27" E for a distance of 264.28 feet to a concrete monument found on an angle point hereof;

THENCE with an angle in a northerly boundary line of said 227.8382 Acre Tract, S 20° 18' 48" E for a distance of 18.78 feet to a concrete monument found on an angle point hereof;

THENCE continuing with a northerly boundary line of said 227.8382 Acre Tract, N 71° 26' 53" E for a distance of 1783.33 feet to an iron rod found on the northwesterly

EXHIBIT A-2Page 2 of 5

192.205 Acre Tract

Page 3 of 4

corner of a 0.074 acre tract of land surveyed in conjunction with a pending land conveyance to the City of Round Rock, Texas, being an angle point hereof;

THENCE with the westerly boundary line of said 0.074 Acre Tract, S 17° 58' 19" E for a distance of 127.79 feet, to an iron rod found on the southwesterly corner of said 0.074 Acre Tract, same being an angle point hereof;

THENCE with the southerly boundary line of said 0.074 Acre Tract, N 71° 58' 22" E for a distance of 20.57 feet, to an iron found on the southeasterly corner of said 0.074 Acre Tract, same being in the westerly boundary line of a 0.75 acre tract as described by instrument recorded in Volume 1429, Page 462, of said Official Records, same being in an easterly boundary line of said 227.8382 Acre Tract, being an angle point hereof;

THENCE with the westerly boundary line of said 0.75 Acre Tract, same being with an easterly boundary line of said 227.8382 Acre Tract, S 14° 21' 45" E for a distance of 60.19 feet, to an iron rod found on the southwesterly corner of said 0.75 Acre Tract, same being an angle point of said 227.8382 Acre Tract, same being an angle point hereof;

THENCE with a northerly boundary line of said 227.8382 Acre Tract, same being the southerly boundary line of said 0.75 Acre Tract, N 71° 56' 59" E for a distance of 170.91 feet, to an iron rod found on the southeasterly corner of said 0.75 Acre Tract, same being a northeasterly corner of said 227.8382 Acre Tract, same being an angle point hereof;

THENCE with an easterly boundary line of said 227.8382 Acre Tract, S 14° 20' 19" E for a distance of 139.03 feet to an iron rod set on a northeasterly corner hereof;

THENCE through the interior of said 227.8382 Acre Tract the following eight (8) courses and distances:

- 1) with the arc of a curve to the left, having a radius of 950.00 feet, a central angle of 14° 03' 57", an arc length of 233.22 feet, and a chord which bears S 46° 58' 24" W for a distance of 232.63 feet to an iron rod set on a point of tangency hereof;
- 2) S 39° 56' 26" W for a distance of 109.62 feet to an iron rod set on a point of curvature hereof;
- 3) with the arc of a curve to the right, having a radius of 1000.00 feet, a central angle of 11° 11' 15", an arc length of 195.26 feet, and a chord which bears S 45° 32' 03" W for a distance of 194.95 feet to an iron rod set on an angle point hereof;
- 4) S 36° 34' 46" E for a distance of 73.94 feet to an iron rod set on a point of curvature hereof;

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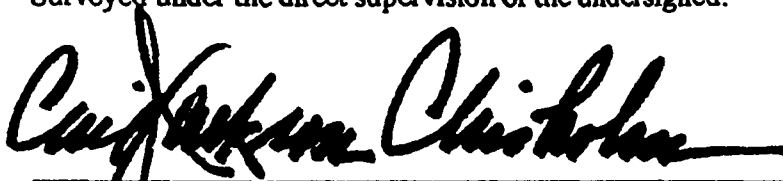
-12-

192.205 Acre Tract

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- 5) with the arc of a curve to the right, having a radius of 1040.00 feet, a central angle of 16° 03' 48", an arc length of 291.57 feet, and a chord which bears S 28° 32' 52" E for a distance of 290.62 feet to an iron rod set on a point of tangency hereof;
- 6) S 20° 30' 58" E (Bearing Basis/Directional Control Line) for a distance of 1135.10 feet to an iron rod set on a point of curvature hereof;
- 7) with the arc of a curve to the right, having a radius of 1040.00 feet, a central angle of 17° 27' 48", an arc length of 316.98 feet, and a chord which bears S 11° 47' 04" E for a distance of 315.76 feet to an iron rod set on a point of tangency hereof;
- 8) S 03° 03' 10" E for a distance of 356.15 feet to the POINT OF BEGINNING hereof and containing 192.205 acres of land.

Surveyed under the direct supervision of the undersigned:



Cecil Jackson Chisholm
 Registered Professional Land Surveyor No. 4295
 BAKER-AICKLEN & ASSOCIATES, INC.
 203 E. Main Street, Suite 201
 Round Rock, Texas 78664
 (512) 244-9620

Dated 1-20-99



Job No.: 352-703-23 File Name: M:\MARGIE\352703\MB-PUD2.doc

EXHIBIT A-2
 Page 4 of 5

SKETCH TO ACCOMPANY DESCRIPTION

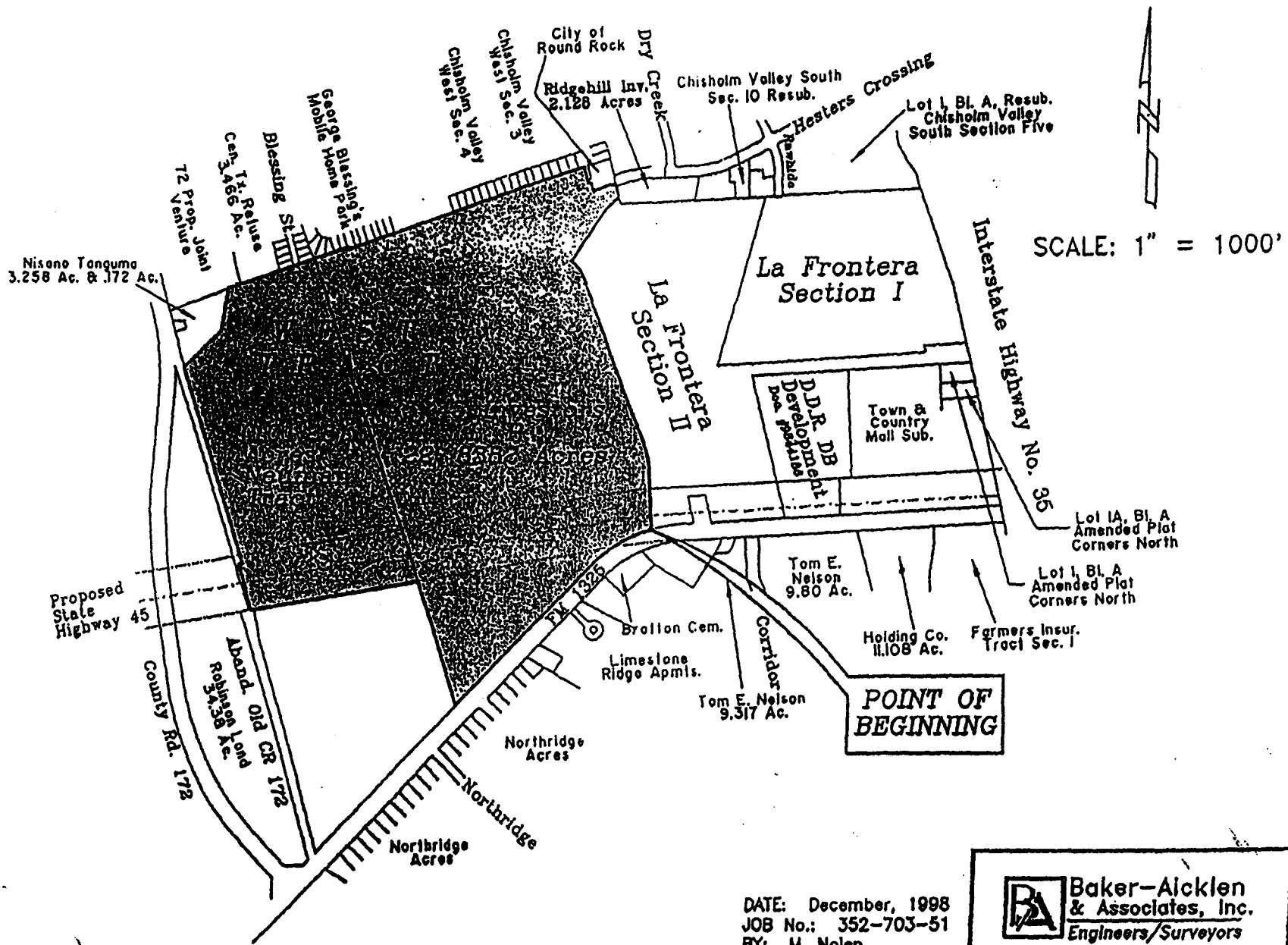


EXHIBIT A-2
Page 5 of 5

RECORDERS MEMORANDUM
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DATE: December, 1998
JOB No.: 352-703-51
BY: M. Nolen

 **Baker-Aicklen & Associates, Inc.**
Engineers/Surveyors

EXHIBIT B

**AGREEMENT AND DEVELOPMENT PLAN FOR LA FRONTERA WEST
PLANNED UNIT DEVELOPMENT NO. 39**

THE STATE OF TEXAS

COUNTY OF WILLIAMSON

THIS AGREEMENT AND DEVELOPMENT PLAN (this "Agreement") is made and entered by and between the **City of Round Rock, Texas**, a Texas municipal corporation, having its offices at 221 East Main Street, Round Rock, Texas 78664 (hereinafter referred to as the "City"), and **35/45 Investors, L.P.**, (hereinafter referred to as the "Owner").

WHEREAS, the Owner has submitted a request to the City to zone approximately 194.345 acres of land as a Planned Unit Development ("PUD"), said property being more particularly described in **Exhibit "A"** (hereinafter referred to as the "Property"), and

WHEREAS, pursuant to Chapter 11, Section 11.316(8), Code of Ordinances (1995 Edition), City of Round Rock, Texas, the Owner has submitted a development plan setting forth the development conditions and requirements within the PUD (the "Development Plan"), which Development Plan is contained in Section II of this Agreement; and

WHEREAS, on FEBRUARY 17, 1999, the City's Planning and Zoning Commission recommended approval of the Owner's application for a PUD.

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

I

GENERAL PROVISIONS

1. CONFORMITY WITH DEVELOPMENT PLAN

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

2. CHANGES AND MODIFICATIONS

No changes or modifications will be made to this Agreement or the Development Plan unless all provisions pertaining to changes or modifications as stated in Article III, Section 1 below are followed.

3. ZONING VIOLATION

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

4. LIENHOLDER CONSENT

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

5. MISCELLANEOUS PROVISIONS

5.1 Assignment.

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

5.2 Necessary Documents and Actions.

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

5.3 Severability.

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

5.4 Entire Agreement.

This Agreement constitutes the entire agreement of the parties and supersedes any prior or contemporaneous oral or written understandings or representations of the parties respecting the subject matter hereof.

5.5 Applicable Law.

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

5.6 Venue.

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

5.7 No Third Party Beneficiaries.

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

5.8 Duplicate Originals.

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

5.9 Notices.

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

OWNER

35/45 Investors, L.P.
808 West 10th Street
Austin, Texas 78701

Attn: William S. Smalling

CITY OF ROUND ROCK

City of Round Rock, Texas
221 East Main Street
Round Rock, Texas 78664

Attn: Director of Planning

5.10 Effective Date.

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

5.11 Binding Effect.

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

II.

DEVELOPMENT PLAN

1. DEFINITIONS

Words and terms used herein shall have their usual force and meaning, or as defined in the Code of Ordinances (1995 Edition), City of Round Rock, Texas, hereinafter referred to as "the Code".

2. PROPERTY

This Development Plan ("Plan") covers approximately 194.345 acres of land, located within the city limits of Round Rock, Texas, and more particularly described in Exhibit "A".

3. PURPOSE

The purpose of this Plan is to insure a Planned Unit Development ("PUD") that: (i) is equal to or superior to development that would occur under the standard ordinance requirements, (ii) is in harmony with the General Plan of the city of Round Rock, Texas, (iii) does not have an undue adverse affect upon adjacent property, the character of the neighborhood, traffic conditions, parking, utilities or any other matters affecting the public health, safety and welfare, (iv) is adequately provisioned by essential public facilities and services, and (v) will be developed and maintained so as to not dominate, by scale or massing of structures, the immediate neighboring properties or interfere with their development or use in accordance with any existing zoning district.

4. APPLICABILITY OF CITY ORDINANCES

4.1 Zoning and Subdivision Ordinance.

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

4.2 Other Ordinances.

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

5. DEVELOPMENT AREAS

The Property will be divided into four (4) separate development areas as shown on Exhibit "D" attached hereto and incorporated herein. The total land area and the combined maximum building area for all buildings located in each development area is shown on Exhibit "E" attached hereto and incorporated herein.

6. PERMITTED USES AND LIMITATIONS

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

- 6.1 **Tract I - Office-Flex Area:** The permitted uses and limitations for the Office-Flex Area shown on Exhibit "D" are detailed on Exhibit "F-1" attached hereto and incorporated herein.
- 6.2 **Tract II - Central Green Area:** The permitted uses and limitations for the Central Green Area shown on Exhibit "D" are detailed on Exhibit "F-2" attached hereto and incorporated herein.
- 6.3 **Tract III - Campus Area:** The permitted uses and limitations for the Campus Area shown on Exhibit "D" are detailed on Exhibit "F-3" attached hereto and incorporated herein.
- 6.4 **Tract IV - Mixed Use Area:** The permitted uses and limitations for the Mixed Use Area shown on Exhibit "D" are detailed on Exhibit "F-4" attached hereto and incorporated herein.

7. SIGNS

- 7.1 **Project Identification Signs:** Signs for the purpose of identifying the Property (the "Project Identification Signs") as "La Frontera" (or other development name) may be installed and maintained by Owner on the Property at the locations designated on Exhibit "G" attached hereto and incorporated herein, provided no more than one Project Identification Sign is placed at each location. The Project Identification Signs may be no more than five feet (5') high, four feet (4') deep, and twelve feet (12') wide, unless otherwise approved by the City. The Project Identification Signs may not identify any specific occupants of the Property. The Project Identification Signs must be placed in accordance with the provisions of: (i) the setback and spacing requirements of Table 3.1403 of the Code, and (ii) the corner lot vision clearance requirements of Section 11.304(7) of the Code. No Project Identification Sign may be placed in any street or road right-of-way without a license agreement executed by the City.
- 7.2 **Other Signs:** All freestanding signs for the purpose of identifying occupants of the Property will be monument signs installed and maintained in accordance with the Code. Additional signs for the purpose of identifying occupants of the Property may be mounted on (or made a part of) the exterior walls of the building occupied.

8. STORMWATER FILTRATION AND DETENTION.

8.1 Drainage: Plans for drainage facilities will be reviewed and approved by the City for each portion of the Property as each such portion of the Property is subdivided. A conceptual drainage plan is included in the Utility Schematic and Drainage Plan on file in the P&CD Department, a copy of which is attached hereto as **Exhibit "H"** and incorporated herein. Both the utility schematic and the drainage plan that are a part of **Exhibit "H"** are conceptual in nature and may be modified in the future.

8.2 Stormwater Facilities: Owner, at Owner's expense will construct all stormwater, sedimentation, filtration and/or detention ponds (the "Stormwater Ponds") necessary to serve: (i) the public roads on the Property and (ii) the lots or other parcels of the Property. Owner may construct regional Stormwater Ponds serving multiple lots or road segments to fulfill Owner's obligations under this Section 8.2. Owner may delegate Owner's responsibility for construction and maintenance of the Stormwater Ponds to: (i) purchasers of lots or other parcels of the Property, or (ii) a separate entity created for such purpose.

9. ROADWAYS/TRAFFIC

Development of the Property will be generally in accordance with the Traffic Impact Analysis attached hereto as **Exhibit "I"** and incorporated herein. Minor modifications may be made to the roadway plans by agreement between the Director of Public Works and Owner.

9.1 Road Construction: The following conditions concerning roads on the Property must be fulfilled before any building permit will be issued by the City for any lot that is a part of the Property:

- a. Road construction plans for all roads abutting such lot (collectively, the "Roads") have been approved by the City (the "Approved Plans").
- b. Fiscal security for the construction of the Roads has been posted in accordance with the Code or construction of the Roads has been completed in accordance with the Approved Plans.

9.2 Light Fixtures: In connection with the construction of the roads, street light fixtures will be installed in accordance with the design shown on **Exhibit "I"** attached hereto and incorporated herein and conforming with the following specifications:

- a. The light fixture will be black or dark bronze in color and of a horizontal design with sharp cutoff edges.
- b. The illumination source will be metal halide (or equivalent).
- c. The light fixture will be mounted on a metal pole. The pole will be the same color as the light fixture.

10. PHASED DEVELOPMENT

The Owner has the option to develop the Property as a phased development. The Property may be platted into two or more lots to accommodate phasing.

11. RESTRICTIONS

The Property will be developed in accordance with any conditions, covenants or restrictions of record with the Williamson County Clerk.

III.

MISCELLANEOUS PROVISIONS

1. CHANGES TO DEVELOPMENT PLAN

1.1 Minor Changes.

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

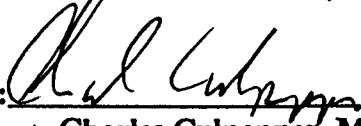
1.2 Major Changes.

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

2. GENERAL PLAN AMENDED

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

CITY OF ROUND ROCK, TEXAS

By: 
Charles Culpepper, Mayor
City of Round Rock, Texas

Date: 2-25, 1999

35/45 INVESTORS, L.P.

By: **35/45 Genpar, L.L.C.**

By: 
William S. Smalling, Manager

Date: March 31, 1999

EXHIBIT C

LIENHOLDER CONSENT

STATE OF TEXAS §
COUNTY OF WILLIAMSON §

That Kouri and Kouri, Ltd., organized and existing under the laws of the state of Texas, acting herein by and through its general partner, being the holder of a lien by way of Deed of Trust recorded in Document No. 9848754, Official Records of Williamson County, Texas on a portion of the Property described in the Agreement and Development Plan of 194.345 Acres of land situated in the City of Round Rock, Williamson County, Texas, does hereby consent to the Agreement and Development Plan and does further hereby join, approve, and consent to all provisions shown herein.

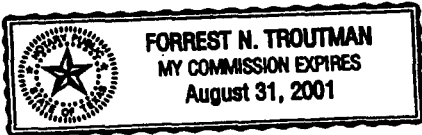
Kouri and Kouri, Ltd.

By: Tom Kouri
Tom Kouri, its general partner

THE STATE OF TEXAS §
COUNTY OF WILLIAMSON §

This instrument was acknowledged before me on the 1st day of MARCH, 1999, by Tom Kouri, general partner of Kouri & Kouri, Ltd., a Texas limited partnership, on behalf of said limited partnership.

Forrest N. Troutman
Notary Public in and for the state of Texas



FORREST N. TROUTMAN
Name - Typed or Printed

My Commission Expires: AUGUST 31, 2001

EXHIBIT D

DEVELOPMENT AREAS

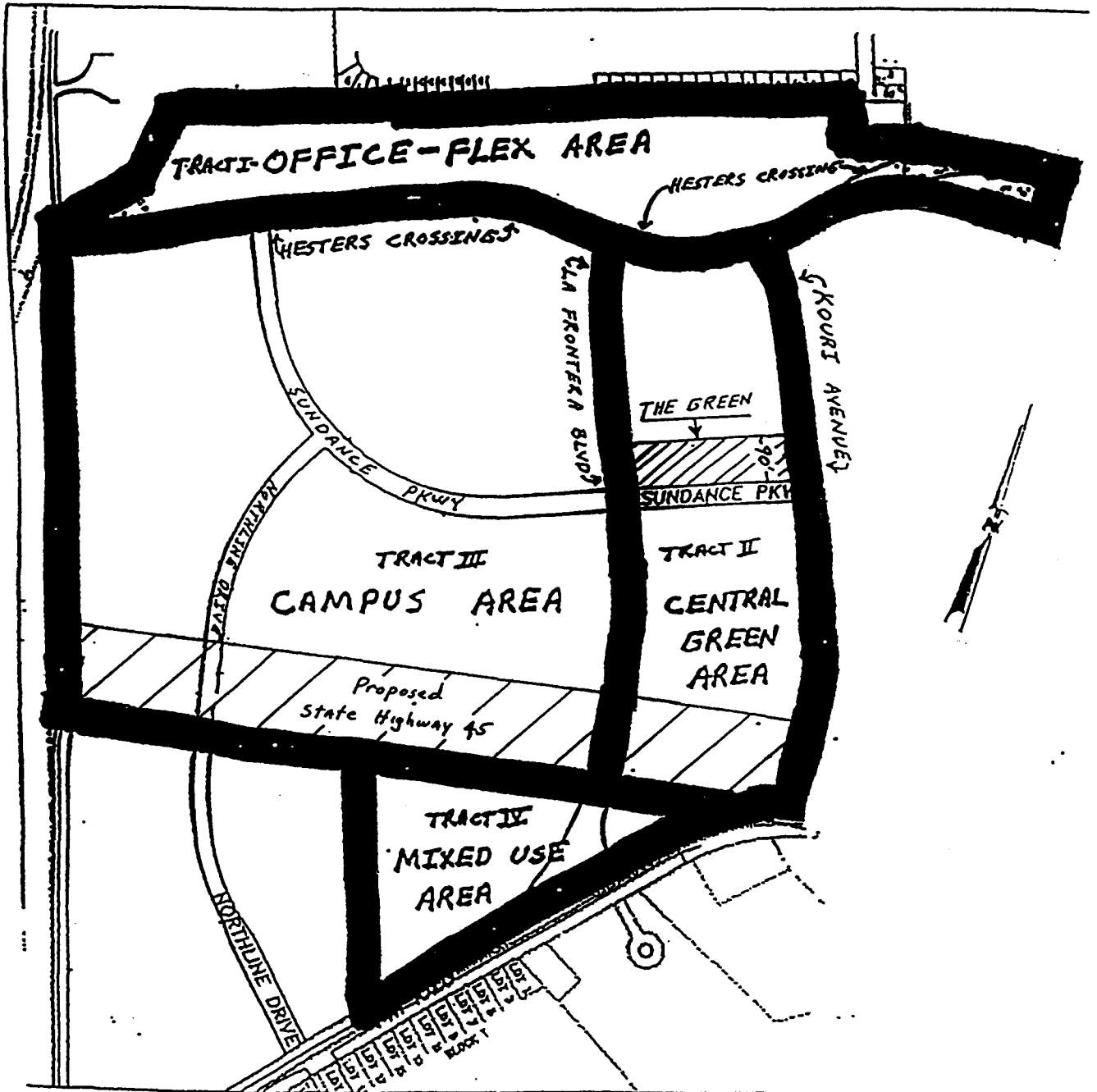


EXHIBIT E

MAXIMUM BUILDING AREA

Development Area	Total Land Area	Maximum Building Area
Tract I - Office-Flex Area	36.56 acres	398,138 sq. ft.
Tract II - Central Green Area	38.91 acres	1,694,920 sq. ft.
Tract III - Campus Area	103.50 acres	3,606,768 sq. ft.
Tract IV - Mixed Use Area	15.37 acres	401,710 sq. ft.

EXHIBIT F-1

**PERMITTED USES AND LIMITATIONS APPLICABLE TO
THE OFFICE-FLEX AREA**

The permitted uses and limitations applicable to the Office-Flex Area are as follows:

1. Permitted Uses, Heights and Setbacks.

Permitted uses, building height limitations, building setbacks and landscaping setbacks are detailed in the chart below:

Permitted Use*	Building Height Limitation	Building Setbacks from:		Landscaping Setbacks from Residential Areas **
		Hester's Crossing	Residential Areas **	
Office	45 feet ****	60 feet	100 feet	50 feet
Local Commercial (C-2)***	45 feet ****	60 feet	100 feet	50 feet
Business Park *****	45 feet ****	60 feet	100 feet	50 feet

- * Zoning designations noted in parentheses indicate all uses permissible under the Code for such designation as of the date of this Ordinance. Such uses may include, but are not limited to, other uses also listed in this chart. Limitations for any specific C-2 use listed in this chart will control over the general C-2 listing.
- ** Containing three rows of vegetative material, 20% of which will be trees with a caliper of no less than 2" in the area adjacent to the following subdivisions:
 - (i) Chisholm Valley West Section Three Amended
 - (ii) Chisholm Valley West Section Four
 - (iii) George Blessing Mobile Home Park
- *** Permitted only in locations wholly within the interior of buildings constructed primarily for other permitted uses.
- **** Limited to two stories.
- ***** Uses include, but are not limited to: office, research & development, technical schools, light manufacturing and assembly conducted wholly within a building, the sale of goods produced or assembled on site and day care services.

2. Prohibited Uses.

The following uses are prohibited on the Property: mini-warehouses, flea markets, sexually oriented businesses (as defined in the Code), amusement parks or carnivals, portable building sales except as incidental to other retail sales, recreational vehicle parks, wholesale nurseries, outdoor shooting ranges, pawn shops, heavy equipment sales, kennels (but not prohibiting pet shops and veterinary clinics with overnight facilities), vehicle sales and truck stops.

3. Outdoor Sales and Displays.

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

4. Prohibited Building Materials.

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

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

5. Sidewalks.

All sidewalks will be located within the sidewalk zone as shown in the Traffic Impact Analysis attached hereto as Exhibit "L" and incorporated herein. One of the following is required along all public roads:

- a. **Standard Sidewalks:** Sidewalks at least 5 feet wide on both sides of the road as detailed on Exhibit "J" attached hereto and incorporated herein.
- b. **Wide Sidewalk:** A sidewalk at least 8 feet wide on one side of the road as detailed on Exhibit "J".

6. Service and Loading Areas.

- a. **Screening Required:** No dock high loading area is permitted unless such area is visually screened from public view.
- b. **Delivery Vehicles:** All delivery and utility vehicles stored on-site must be inside a closed building or within a screened portion of the site.
- c. **Service Areas:** Service areas will be screened from adjacent tracts, all public rights-of-way, and views from above. Methods of screening include walled entrances, evergreen landscaping, and depressed service areas. Screening walls must be constructed of the same materials as the main building. (refer to figure 1)

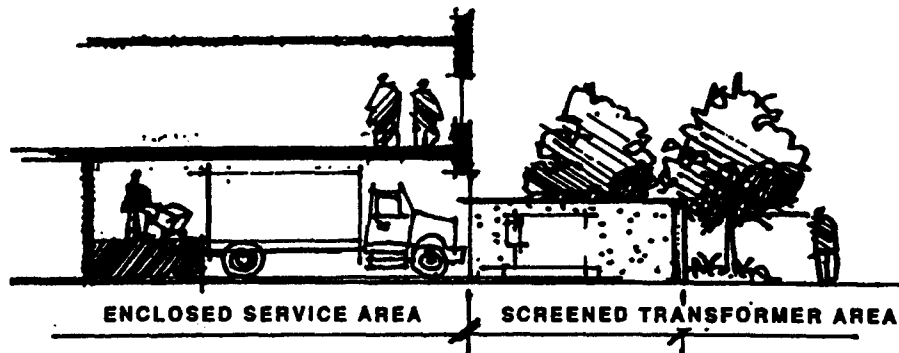


figure 1

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

- e. **Trash Storage:** Refuse storage enclosures are required for all buildings. Enclosures must be of sufficient height to screen all refuse containers completely and must be provided with gates, so as to provide screening of views from adjacent lots and public rights-of-way. All enclosures must be constructed of permanent materials (concrete, masonry, wood, steel, etc.) which are compatible with the building it serves. Refuse storage areas must be designed to contain all refuse generated on-site between collections. (refer to figure 2)

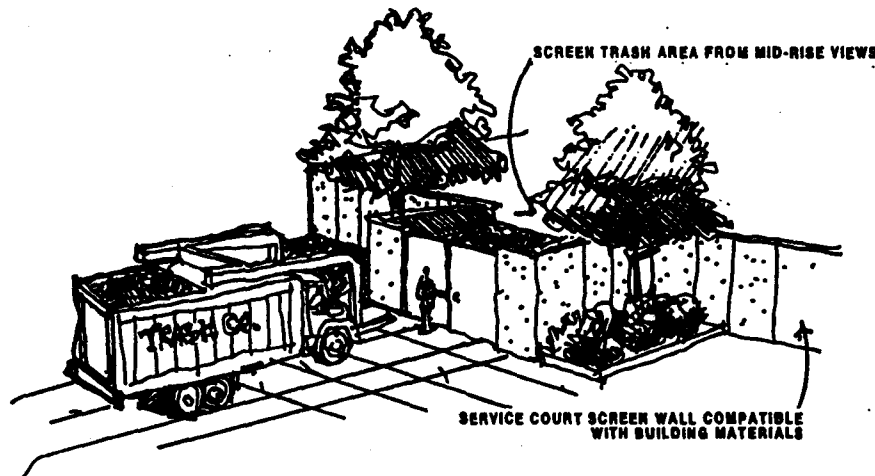


figure 2

- f. **Street Level Mechanical Equipment:** All ground-mounted service equipment (e.g., air conditioners, transformers, trash collection equipment) related to each building will be consolidated in an enclosed service area. Landscaping will be used to soften the visual appearance of the walls enclosing the service area. Service areas must be paved, curbed, and internally drained.
- g. **Roof Mounted Mechanical Equipment:** All roof mounted mechanical elements must be screened from view from the public right-of-way. Screening must be compatible with the building design. If roof decks with mechanical units are visible from any level of adjacent buildings, the mechanical units must be screened and painted to match the finished roof material.

7. **Exterior Lighting.**

- a. **Minimal Spillover:** All lighting must be installed to minimize light spillover onto adjacent properties.
- b. **Parking Lot Fixtures:** All light fixtures will be of a horizontal design with sharp cutoff edges. The fixture will be a rectangular box unit or a round puck-like unit (similar to Kim Lighting's Curvilinear Cutoff series) with a minimum diameter of 17" (width) and maximum diameter of 29" as detailed on Exhibit "K". The fixture will be made of spun aluminum or similar quality material with sidewalls free of welds or fasteners and will have an illumination source of mercury vapor or metal halide. All fixtures and light standards will have a black or dark bronze powder coated finish. Fixture glass must be white or clear. Light standards will be metal poles 40 feet high. (refer to figure 3)
- c. **Open Space, Walkway and Passenger Drop Off Areas:** All light fixtures will be of a horizontal design with sharp cutoff edges. The fixture will be a rectangular box unit or a round puck-like unit (similar to Kim Lighting's Curvilinear Cutoff series) with a minimum diameter of 17" (width) and maximum diameter of 29" as detailed on Exhibit "K". The fixture will be made of spun aluminum or similar quality material with sidewalls free of welds or fasteners and will have an illumination source of mercury vapor or metal halide. All fixtures and light standards will have a black or dark bronze powder coated finish. Fixture glass must be white or clear. Light standards will be metal poles between 10 and 15 feet high. (refer to figure 3)

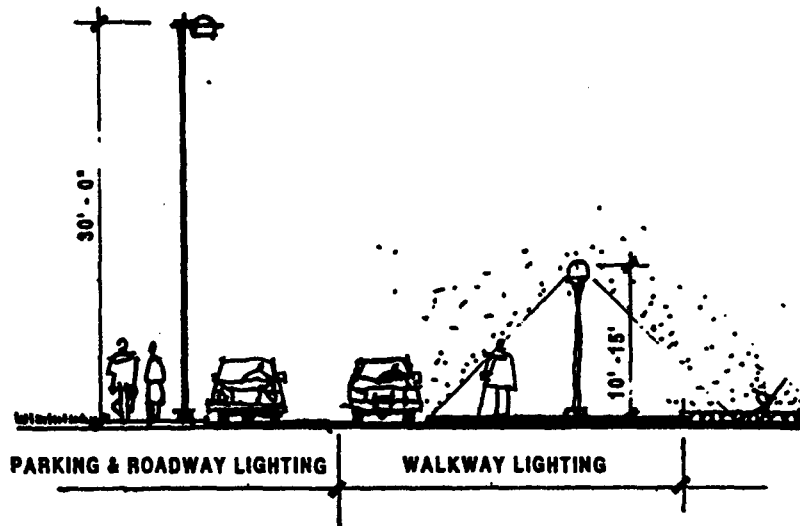


figure 3

8. Landscaping.

- a. **Existing Trees:** Existing large mature trees will be retained in accordance with the Code.
- b. **Tree Protection:** All existing trees of six (6) inch caliper or greater must be indicated on the proposed site plans. The proposed site plans will indicate trees to remain and those to be removed. All trees within an approved building site which are required to be preserved in accordance with the Code must be flagged and encircled with protective fencing. The fencing must extend beyond the full spread on the tree's branches to reasonably ensure successful protection. Existing trees in parking areas will be saved in groups and as specimens whenever practicable.
- c. **Open Space:** All areas not containing buildings, structures, parking lots, sidewalks, fountains, site furniture or other improvements, including, but not limited to, front, side and rear building set back areas, and all areas between the curb line and the property line, must be planted, landscaped, and maintained in good condition. The landscape planting design must provide for easy maintenance. Utility easements will be landscaped consistent with other landscape areas where allowed by the respective utility company.
- d. **Rights of Way:** Areas within the road right-of-way may be landscaped only in accordance with a license agreement with the City.
- e. **Grass:** All landscaped areas not in groundcover or shrub beds will be planted in grasses, preferable sod. Overseeding in fall with cool season native grasses is allowed. The use of edging material to separate all grass areas from shrub and groundcover areas is required. The edging material will be concrete, steel, brick or

stone. No plastic edging is allowed. Use of narrow paving "mowstrips" are allowed around building foundations for easy maintenance.

- f. **Irrigation:** An underground, automatic irrigation system must be installed in all landscaped areas. Sprinkler heads must be located to effectively water the landscaped areas with minimal spray onto roadways, parking areas and walkways.
- g. **Screening of Parking:** Parking areas must be screened visually from all roadways in accordance with the Code. Screening may be accomplished with landscaping or buildings. Berms may not exceed a 3:1 pitch. Shrubbery must be maintained to a minimum height of 3 feet. (refer to figure 4)

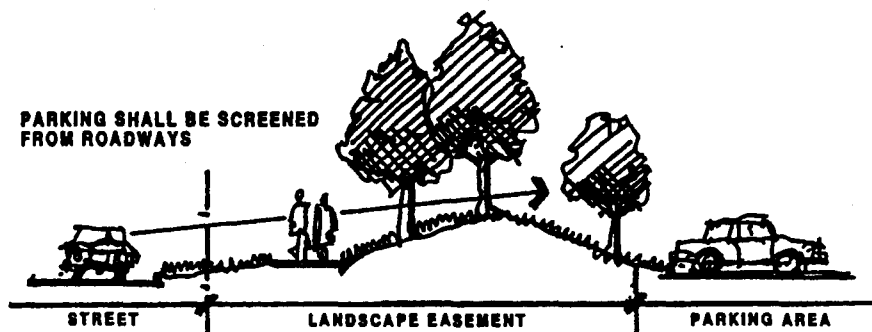


figure 4

- h. **Parking Areas:** In all vehicular use areas and parking areas, a minimum of 90 square feet for each 12 parking spaces must be devoted to landscaped strips, islands, peninsulas, medians, or other landscaped areas (the "Minimum Parking Area Landscaping Requirement"). As partial fulfillment of the Minimum Parking Area Landscaping Requirement, any parking area containing five or more parking rows of double vehicle depth will include a landscaped strip no less than ten feet (10") wide at least every fourth parking row of double vehicle depth. The landscaped strip will be installed with trees planted no less than every 60 linear feet.
- i. **Road Medians:** At least twenty percent (20%) of the median of Hesters Crossing will be landscaped with shrubbery and trees.
- j. **Fencing:** Fencing will be extended from east to west between the Office-Flex Area and the adjoining residential areas (to the north) as Hesters Crossing is constructed from east to west. The fencing will be installed in accordance with the Code with metal fence posts set in concrete footings.

9. Utility Lines.

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

EXHIBIT F-2

**PERMITTED USES AND LIMITATIONS APPLICABLE TO
THE CENTRAL GREEN AREA**

The permitted uses and limitations applicable to the Central Green Area are as follows:

1. Permitted Uses, Heights and Setbacks.

Permitted uses, building height limitations, building setbacks and landscaping setbacks are detailed in the chart below:

Permitted Use*	Building Height Limitation	Building Setbacks from:					Maximum Residential Units
		Hester's Crossing	La Frontera Boulevard	Kouri Avenue	South side of Sundance Parkway	Other Roads	
Office***	144 feet	60 feet	8 feet	8 feet	8 feet	25 feet	n/a
Hotel****	144 feet	60 feet	8 feet	8 feet	8 feet	25 feet	n/a
Restaurant*****	45 feet**	60 feet	8 feet	8 feet	8 feet	25 feet	n/a
General Commercial (C-1)	45 feet**	60 feet	8 feet	8 feet	8 feet	25 feet	n/a
Business Park *****	60 feet	60 feet	8 feet	8 feet	8 feet	25 feet	n/a
Multifamily (MF)*****	60 feet	60 feet	8 feet	8 feet	8 feet	25 feet	35 per acre

- * Zoning designations noted in parentheses indicate all uses permissible under the Code for such designation as of the date of this Ordinance. Such uses may include, but are not limited to, other uses also listed in this chart. Limitations for any specific C-1 or MF use listed in this chart will control over the general C-1 or MF listing.
- ** Decorative architectural features may exceed the stated height limitation by 15 feet.
- *** Including the following associated uses: Restaurant (including bar and liquor sales), Research & Development, and General Commercial (C-1).
- **** Including the following associated uses: Restaurant (including bar and liquor sales) and General Commercial (C-1).
- ***** Including bar and liquor sales.
- ***** Uses include, but are not limited to: office, office/warehouse, research & development, technical schools, light manufacturing and assembly conducted wholly within a building, the sale of goods produced or assembled on site and day care services.
- ***** Total residential units in the combined portions of the Property allowing multifamily units (Central Green Area, Campus Area and Mixed Use Area) may not exceed 900 units. Multifamily units are not permitted north of Sundance Parkway.

2. Prohibited Uses.

The following uses are prohibited on the Property: mini-warehouses, flea markets, sexually oriented businesses (as defined in the Code), amusement parks or carnivals, portable building sales except as incidental to other retail sales, recreational vehicle parks, wholesale nurseries, outdoor shooting ranges, pawn shops, heavy equipment sales, kennels (but not prohibiting pet shops and veterinary clinics with overnight facilities), vehicle sales and truck stops.

3. The Green.

No buildings or parking lots may be constructed in the portion of the Central Green Area shown as "The Green" on Exhibit "D".

4. Outdoor Sales and Displays.

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

5. Prohibited Building Materials.

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

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

6. Sidewalks.

All sidewalks will be located within the sidewalk zone as shown in the Traffic Impact Analysis attached hereto as Exhibit "L" and incorporated herein. One of the following is required along all public roads (except Farm to Market Road 1325):

- a. **Standard Sidewalks:** Sidewalks at least 5 feet wide on both sides of the road as detailed on Exhibit "J" attached hereto and incorporated herein.
- b. **Wide Sidewalk:** A sidewalk at least 8 feet wide on one side of the road as detailed on Exhibit "J".

7. **Service and Loading Areas.**

- a. **Screening Required:** No dock high loading area is permitted unless such area is visually screened from public view.
- b. **Delivery Vehicles:** All delivery and utility vehicles stored on-site must be inside a closed building or within a screened portion of the site.
- c. **Service Areas:** Service areas will be screened from adjacent tracts, all public rights-of-way, and views from above. Methods of screening include walled entrances, evergreen landscaping, and depressed service areas. Screening walls must be constructed of the same materials as the main building. (refer to figure 1)

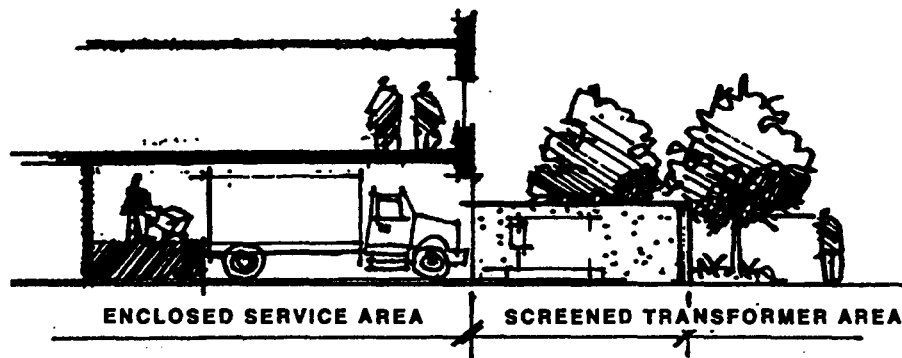


figure 1

- d. **Loading Areas:** All loading and service areas must be clearly signed. Loading spaces must be clearly denoted on the pavement and designed so as to not prohibit on-site vehicular circulation when occupied. Loading spaces will be located directly in front of a loading door. Loading areas must be designed to accommodate backing and maneuvering on-site, not from a public street. Regardless of orientation, loading doors may not be located closer than fifty feet (50') from a public or private right-of-way.
- e. **Trash Storage:** Refuse storage enclosures are required for all buildings. Enclosures must be of sufficient height to screen all refuse containers completely and must be provided with gates, so as to provide screening of views from adjacent lots and public rights-of-way. All enclosures must be constructed of permanent materials (concrete, masonry, wood, steel, etc.) which are compatible with the building it serves. Refuse storage areas must be designed to contain all refuse generated on-site between collections. (refer to figure 2)

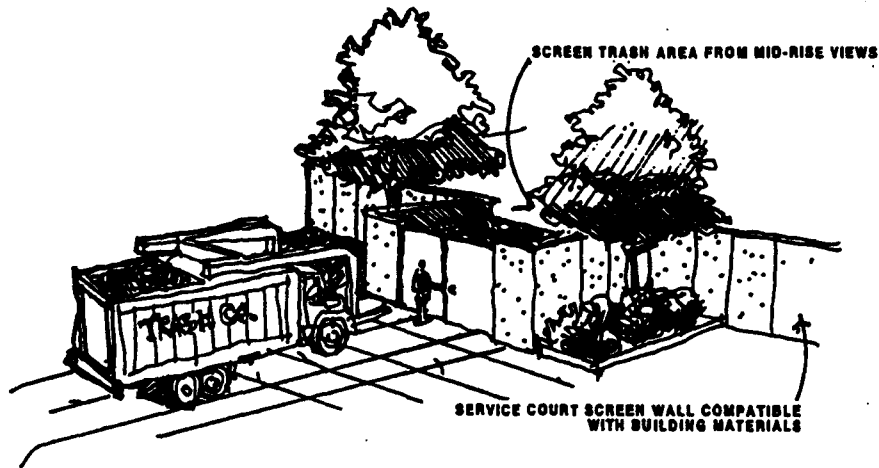


figure 2

- f. **Street Level Mechanical Equipment:** All ground-mounted service equipment (e.g., air conditioners, transformers, trash collection equipment) related to each building will be consolidated in an enclosed service area. Landscaping will be used to soften the visual appearance of the walls enclosing the service area. Service areas must be paved, curbed, and internally drained.
- g. **Roof Mounted Mechanical Equipment:** All roof mounted mechanical elements must be screened from view from the public right-of-way. Screening must be compatible with the building design. If roof decks with mechanical units are visible from any level of adjacent buildings, the mechanical units must be screened and painted to match the finished roof material.

8. **Exterior Lighting.**

- a. **Minimal Spillover:** All lighting must be installed to minimize light spillover onto adjacent properties.
- b. **Parking Lot Fixtures:** All light fixtures will be of a horizontal design with sharp cutoff edges. The fixture will be a rectangular box unit or a round puck-like unit (similar to Kim Lighting's Curvilinear Cutoff series) with a minimum diameter of 17" (width) and maximum diameter of 29" as detailed on Exhibit "K". The fixture will be made of spun aluminum or similar quality material with sidewalls free of welds or fasteners and will have an illumination source of mercury vapor or metal halide. All fixtures and light standards will have a black or dark bronze powder coated finish. Fixture glass must be white or clear. Light standards will be metal poles 40 feet high. (refer to figure 3)
- c. **Open Space, Walkway and Passenger Drop Off Areas:** All light fixtures will be of a horizontal design with sharp cutoff edges. The fixture will be a rectangular box unit or a round puck-like unit (similar to Kim Lighting's Curvilinear Cutoff series) with a minimum diameter of 17" (width) and maximum diameter of 29" as detailed on

Exhibit "K". The fixture will be made of spun aluminum or similar quality material with sidewalls free of welds or fasteners and will have an illumination source of mercury vapor or metal halide. All fixtures and light standards will have a black or dark bronze powder coated finish. Fixture glass must be white or clear. Light standards will be metal poles between 10 and 15 feet high. (refer to figure 3)

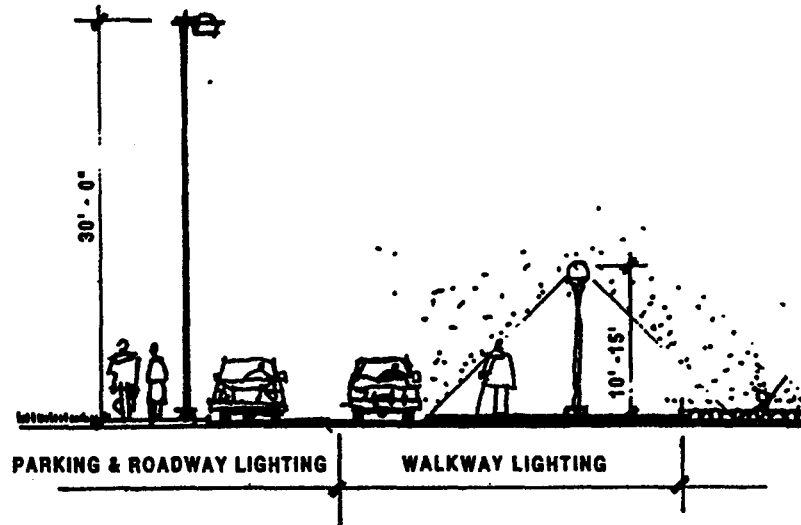


figure 3

9. Landscaping.

- a. **Existing Trees:** Existing large mature trees will be retained in accordance with the Code.
- b. **Tree Protection:** All existing trees of six (6) inch caliper or greater must be indicated on the proposed site plans. The proposed site plans will indicate trees to remain and those to be removed. All trees within an approved building site which are required to be preserved in accordance with the Code must be flagged and encircled with protective fencing. The fencing must extend beyond the full spread on the tree's branches to reasonably ensure successful protection. Existing trees in parking areas will be saved in groups and as specimens whenever practicable.
- c. **Open Space:** All areas not containing buildings, structures, parking lots, sidewalks, fountains, site furniture or other improvements, including, but not limited to, front, side and rear building set back areas, and all areas between the curb line and the property line, must be planted, landscaped, and maintained in good condition. The landscape planting design must provide for easy maintenance. Utility easements will be landscaped consistent with other landscape areas where allowed by the respective utility company.
- d. **Rights of Way:** Areas within the road right-of-way may be landscaped only in accordance with a license agreement with the City.

- e. **Grass:** All landscaped areas not in groundcover or shrub beds will be planted in grasses, preferable sod. Overseeding in fall with cool season native grasses is allowed. The use of edging material to separate all grass areas from shrub and groundcover areas is required. The edging material will be concrete, steel, brick or stone. No plastic edging is allowed. Use of narrow paving "mowstrips" are allowed around building foundations for easy maintenance.
- f. **Irrigation:** An underground, automatic irrigation system must be installed in all landscaped areas. Sprinkler heads must be located to effectively water the landscaped areas with minimal spray onto roadways, parking areas and walkways.
- g. **Screening of Parking:** Parking areas must be screened visually from all roadways in accordance with the Code. Screening may be accomplished with landscaping or buildings. Berms may not exceed a 3:1 pitch. Shrubbery must be maintained to a minimum height of 3 feet. (refer to figure 4)

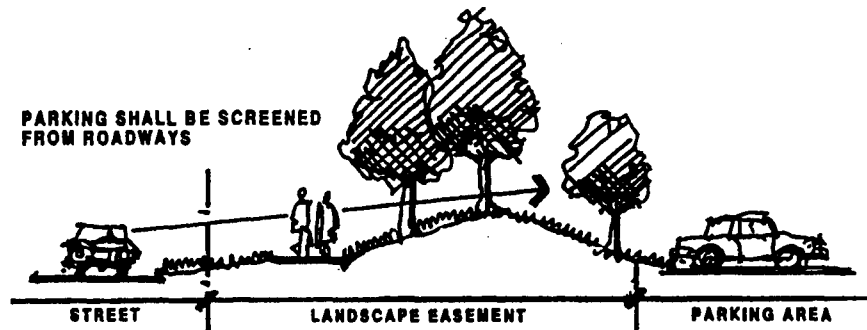


figure 4

- h. **Parking Areas:** In all vehicular use areas and parking areas, a minimum of 90 square feet for each 12 parking spaces must be devoted to landscaped strips, islands, peninsulas, medians, or other landscaped areas (the "Minimum Parking Area Landscaping Requirement"). As partial fulfillment of the Minimum Parking Area Landscaping Requirement, any parking area containing five or more parking rows of double vehicle depth will include a landscaped strip no less than ten feet (10") wide at least every fourth parking row of double vehicle depth. The landscaped strip will be installed with trees planted no less than every 60 linear feet.
 - i. **Road Medians:** At least twenty percent (20%) of the medians of the Hesters Crossing and La Frontera Boulevard will be landscaped with shrubbery and trees.
10. **Utility Lines.**

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

11. Building Orientation.

Buildings constructed on lots abutting Sundance Parkway must be oriented so that the primary architectural facade of the building faces the area indicated as "The Green" on Exhibit "D".

EXHIBIT F-3

**PERMITTED USES AND LIMITATIONS APPLICABLE TO
THE CAMPUS AREA**

The permitted uses and limitations applicable to the Campus Area are as follows:

1. Permitted Uses, Heights and Setbacks.

Permitted uses, building height limitations, building setbacks and landscaping setbacks are detailed in the chart below:

Permitted Use*	Building Height Limitation	Building Setbacks from:					Maximum Residential Units
		Hester's Crossing	La Frontera Boulevard	Sundance Parkway	Northline Boulevard	Other Roads	
Office***	144 feet	60 feet	8 feet	25 feet	25 feet	25 feet	n/a
Hotel****	144 feet	60 feet	8 feet	25 feet	25 feet	25 feet	n/a
Restaurant*****	45 feet**	60 feet	8 feet	25 feet	25 feet	25 feet	n/a
General Commercial (C-1)	45 feet**	60 feet	8 feet	25 feet	25 feet	25 feet	n/a
Business Park *****	60 feet	60 feet	8 feet	25 feet	25 feet	25 feet	n/a
Multifamily (MF)*****	60 feet	60 feet	8 feet	25 feet	25 feet	25 feet	35 per acre

- * Zoning designations noted in parentheses indicate all uses permissible under the Code for such designation as of the date of this Ordinance. Such uses may include, but are not limited to, other uses also listed in this chart. Limitations for any specific C-1 or MF use listed in this chart will control over the general C-1 or MF listing.
- ** Decorative architectural features may exceed the stated height limitation by 15 feet.
- *** Including the following associated uses: Restaurant (including bar and liquor sales), Research & Development, and General Commercial (C-1).
- **** Including the following associated uses: Restaurant (including bar and liquor sales) and General Commercial (C-1).
- ***** Including bar and liquor sales.
- ***** Uses include, but are not limited to: office, office/warehouse, research & development, technical schools, light manufacturing and assembly conducted wholly within a building, the sale of goods produced or assembled on site and day care services.
- ***** Total residential units in the combined portions of the Property allowing multifamily units (Central Green Area, Campus Area and Mixed use Area) may not exceed 900 units. Multifamily units are not permitted north of Sundance Parkway.

2. Prohibited Uses.

The following uses are prohibited on the Property: mini-warehouses, flea markets, sexually oriented businesses (as defined in the Code), amusement parks or carnivals, portable building sales except as incidental to other retail sales, recreational vehicle parks, wholesale nurseries, outdoor shooting ranges, pawn shops, heavy equipment sales, kennels (but not prohibiting pet shops and veterinary clinics with overnight facilities), vehicle sales and truck stops.

3. Outdoor Sales and Displays.

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

4. Prohibited Building Materials.

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

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

5. Sidewalks.

All sidewalks will be located within the sidewalk zone as shown in the Traffic Impact Analysis attached hereto as Exhibit "L" and incorporated herein. One of the following is required along all public roads:

- a. **Standard Sidewalks:** Sidewalks at least 5 feet wide on both sides of the road as detailed on Exhibit "J" attached hereto and incorporated herein.
- b. **Wide Sidewalk:** A sidewalk at least 8 feet wide on one side of the road as detailed on Exhibit "J".

6. Service and Loading Areas.

- a. **Screening Required:** No dock high loading area is permitted unless such area is visually screened from public view.
- b. **Delivery Vehicles:** All delivery and utility vehicles stored on-site must be inside a closed building or within a screened portion of the site.

- c. **Service Areas:** Service areas will be screened from adjacent tracts, all public rights-of-way, and views from above. Methods of screening include walled entrances, evergreen landscaping, and depressed service areas. Screening walls must be constructed of the same materials as the main building. (refer to figure 1)

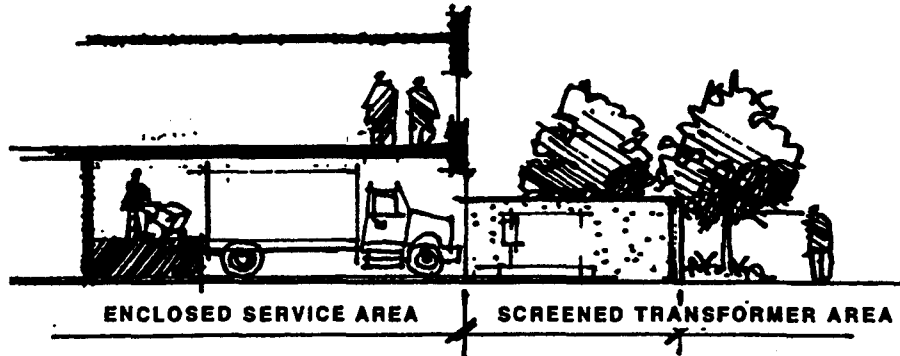


figure 1

- d. **Loading Areas:** All loading and service areas must be clearly signed. Loading spaces must be clearly denoted on the pavement and designed so as to not prohibit on-site vehicular circulation when occupied. Loading spaces will be located directly in front of a loading door. Loading areas must be designed to accommodate backing and maneuvering on-site, not from a public street. Regardless of orientation, loading doors may not be located closer than fifty feet (50') from a public or private right-of-way.
- e. **Trash Storage:** Refuse storage enclosures are required for all buildings. Enclosures must be of sufficient height to screen all refuse containers completely and must be provided with gates, so as to provide screening of views from adjacent lots and public rights-of-way. All enclosures must be constructed of permanent materials (concrete, masonry, wood, steel, etc.) which are compatible with the building it serves. Refuse storage areas must be designed to contain all refuse generated on-site between collections. (refer to figure 2)

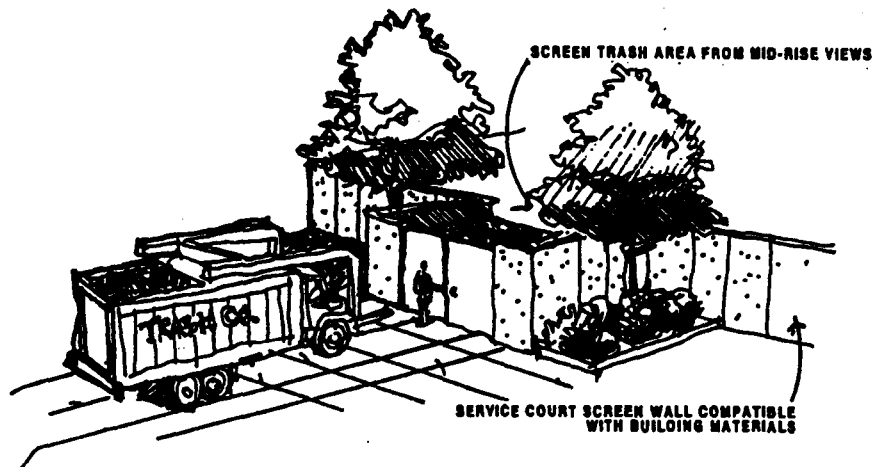


figure 2

- f. **Street Level Mechanical Equipment:** All ground-mounted service equipment (e.g., air conditioners, transformers, trash collection equipment) related to each building will be consolidated in an enclosed service area. Landscaping will be used to soften the visual appearance of the walls enclosing the service area. Service areas must be paved, curbed, and internally drained.
- g. **Roof Mounted Mechanical Equipment:** All roof mounted mechanical elements must be screened from view from the public right-of-way. Screening must be compatible with the building design. If roof decks with mechanical units are visible from any level of adjacent buildings, the mechanical units must be screened and painted to match the finished roof material.

7. **Exterior Lighting.**

- a. **Minimal Spillover:** All lighting must be installed to minimize light spillover onto adjacent properties.
- b. **Parking Lot Fixtures:** All light fixtures will be of a horizontal design with sharp cutoff edges. The fixture will be a rectangular box unit or a round puck-like unit (similar to Kim Lighting's Curvilinear Cutoff series) with a minimum diameter of 17" (width) and maximum diameter of 29" as detailed on Exhibit "K". The fixture will be made of spun aluminum or similar quality material with sidewalls free of welds or fasteners and will have an illumination source of mercury vapor or metal halide. All fixtures and light standards will have a black or dark bronze powder coated finish. Fixture glass must be white or clear. Light standards will be metal poles 40 feet high. (refer to figure 3)
- c. **Open Space, Walkway and Passenger Drop Off Areas:** All light fixtures will be of a horizontal design with sharp cutoff edges. The fixture will be a rectangular box unit or a round puck-like unit (similar to Kim Lighting's Curvilinear Cutoff series) with a minimum diameter of 17" (width) and maximum diameter of 29" as detailed on

Exhibit "K". The fixture will be made of spun aluminum or similar quality material with sidewalls free of welds or fasteners and will have an illumination source of mercury vapor or metal halide. All fixtures and light standards will have a black or dark bronze powder coated finish. Fixture glass must be white or clear. Light standards will be metal poles between 10 and 15 feet high. (refer to figure 3)

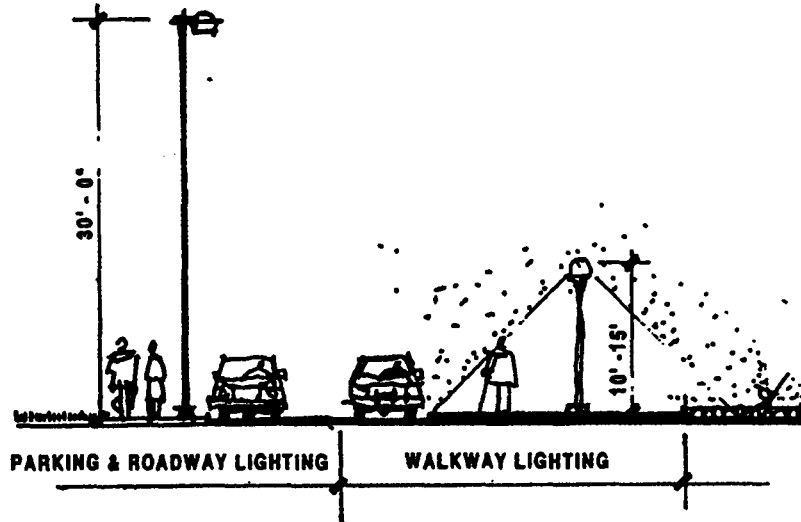


figure 3

8. Landscaping.

- a. **Existing Trees:** Existing large mature trees will be retained in accordance with the Code.
- b. **Tree Protection:** All existing trees of six (6) inch caliper or greater must be indicated on the proposed site plans. The proposed site plans will indicate trees to remain and those to be removed. All trees within an approved building site which are required to be preserved in accordance with the Code must be flagged and encircled with protective fencing. The fencing must extend beyond the full spread on the tree's branches to reasonably ensure successful protection. Existing trees in parking areas will be saved in groups and as specimens whenever practicable.
- c. **Open Space:** All areas not containing buildings, structures, parking lots, sidewalks, fountains, site furniture or other improvements, including, but not limited to, front, side and rear building set back areas, and all areas between the curb line and the property line, must be planted, landscaped, and maintained in good condition. The landscape planting design must provide for easy maintenance. Utility easements will be landscaped consistent with other landscape areas where allowed by the respective utility company.
- d. **Rights of Way:** Areas within the road right-of-way may be landscaped only in accordance with a license agreement with the City.

- e. **Grass:** All landscaped areas not in groundcover or shrub beds will be planted in grasses, preferable sod. Overseeding in fall with cool season native grasses is allowed. The use of edging material to separate all grass areas from shrub and groundcover areas is required. The edging material will be concrete, steel, brick or stone. No plastic edging is allowed. Use of narrow paving "mowstrips" are allowed around building foundations for easy maintenance.
- f. **Irrigation:** An underground, automatic irrigation system must be installed in all landscaped areas. Sprinkler heads must be located to effectively water the landscaped areas with minimal spray onto roadways, parking areas and walkways.
- g. **Screening of Parking:** Parking areas must be screened visually from all roadways in accordance with the Code. Screening may be accomplished with landscaping or buildings. Berms may not exceed a 3:1 pitch. Shrubbery must be maintained to a minimum height of 3 feet. (refer to figure 4)

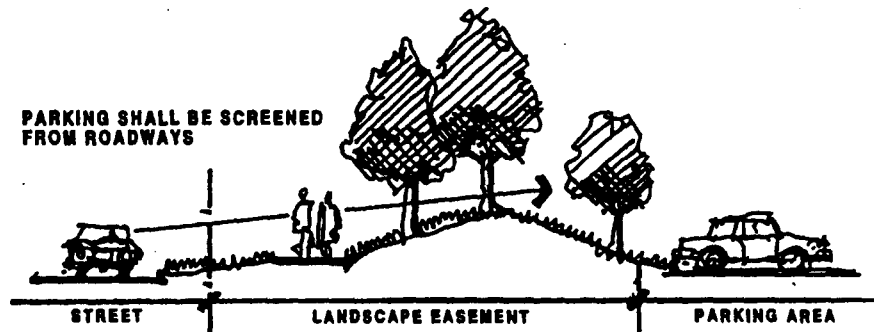


figure 4

- h. **Parking Areas:** In all vehicular use areas and parking areas, a minimum of 90 square feet for each 12 parking spaces must be devoted to landscaped strips, islands, peninsulas, medians, or other landscaped areas (the "Minimum Parking Area Landscaping Requirement"). As partial fulfillment of the Minimum Parking Area Landscaping Requirement, any parking area containing five or more parking rows of double vehicle depth will include a landscaped strip no less than ten feet (10") wide at least every fourth parking row of double vehicle depth. The landscaped strip will be installed with trees planted no less than every 60 linear feet.
- i. **Road Medians:** At least twenty percent (20%) of the medians of the Hesters Crossing and La Frontera Boulevard will be landscaped with shrubbery and trees.

10. Utility Lines.

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

EXHIBIT F-4

**PERMITTED USES AND LIMITATIONS APPLICABLE TO
THE MIXED USE AREA**

The permitted uses and limitations applicable to the Mixed Use Area are as follows:

1. Permitted Uses, Heights and Setbacks.

Permitted uses, building height limitations, building setbacks and landscaping setbacks are detailed in the chart below:

Permitted Use*	Building Height Limitation	Building Setbacks from:			Maximum Residential Units
		Northline Boulevard	La Frontera Boulevard	Other Roads	
General Commercial (C-1)	60 feet	25 feet	10 feet	25 feet	n/a
Shopping Center	60 feet	25 feet	10 feet	25 feet	n/a
Office**	120 feet	25 feet	10 feet	25 feet	n/a
Hotel***	120 feet	25 feet	10 feet	25 feet	n/a
Restaurant****	60 feet	25 feet	10 feet	25 feet	n/a
Business Park *****	60 feet	25 feet	10 feet	25 feet	n/a
Multifamily (MF)*****	60 feet	25 feet	10 feet	25 feet	35 per acre

- * Zoning designations noted in parentheses indicate all uses permissible under the Code for such designation as of the date of this Ordinance. Such uses may include, but are not limited to, other uses also listed in this chart. Limitations for any specific C-1 or MF use listed in this chart will control over the general C-1 or MF listing.
- ** Including the following associated uses: Restaurant (including bar and liquor sales), Research & Development, and General Commercial (C-1).
- *** Including the following associated uses: Restaurant (including bar and liquor sales) and General Commercial (C-1).
- **** Including bar and liquor sales.
- ***** Uses include, but are not limited to: office, office/warehouse, research & development, technical schools, light manufacturing and assembly conducted wholly within a building, the sale of goods produced or assembled on site and day care services.
- ***** Total residential units in the combined portions of the Property allowing multifamily units (Central Green Area, Campus Area and Mixed use Area) may not exceed 900 units.

2. Prohibited Uses.

The following uses are prohibited on the Property: mini-warehouses, flea markets, sexually oriented businesses (as defined in the Code), amusement parks or carnivals, portable building sales except as incidental to other retail sales, recreational vehicle parks, wholesale nurseries, outdoor shooting ranges, pawn shops, heavy equipment sales, kennels (but not prohibiting pet shops and veterinary clinics with overnight facilities), vehicle sales and truck stops.

3. Outdoor Sales and Displays.

Outdoor sales and displays are permitted in conjunction with the use of a building only in areas designated on the site plan filed with the City for such building. Outdoor sales and displays are further limited to the following areas:

- a. **Sidewalks:** on sidewalks adjacent to buildings, but limited to an area of no more than thirty percent (30%) of the sidewalk area that is located within twenty feet (20') from the building. In no event may the sidewalk sale and display area exceed five percent (5%) of the interior floor area of the adjoining building.
- b. **Dining:** any outdoor café or outdoor dining area (including outdoor seating for a food court) that: (i) is located and operated as an integral part of the principal use, and (ii) does not comprise a separate business use or a separate business activity. Parking requirements contained in the Code will apply to all outdoor cafes and dining areas in the same manner that such requirements apply to enclosed buildings.

4. Buildings.

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

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

- b. **Building Elevations and Rooflines:** To avoid the design of a continuous, unbroken wall facade and a continuous roofline (big box design), structures over 200 feet in length must be designed so as to stagger the front facades and rooflines to break up the visual expanse of the structures.

5. Sidewalks.

All sidewalks will be located within the sidewalk zone as shown in the Traffic Impact Analysis attached hereto as Exhibit "L" and incorporated herein. One of the following is required along all public roads (except Farm to Market Road 1325):

- a. **Standard Sidewalks:** Sidewalks at least 5 feet wide on both sides of the road as detailed on Exhibit "J" attached hereto and incorporated herein.
- b. **Wide Sidewalk:** A sidewalk at least 8 feet wide on one side of the road as detailed on Exhibit "J".

6. **Service and Loading Areas.**

- a. **Screening Required:** No dock high loading area is permitted unless such area is visually screened from public view.
- b. **Delivery Vehicles:** All delivery and utility vehicles stored on-site must be inside a closed building or within a screened portion of the site.
- c. **Service Areas:** Service areas will be screened from adjacent tracts, all public rights-of-way, and views from above. Methods of screening include walled entrances, evergreen landscaping, and depressed service areas. Screening walls must be constructed of the same materials as the main building. (refer to figure 1)

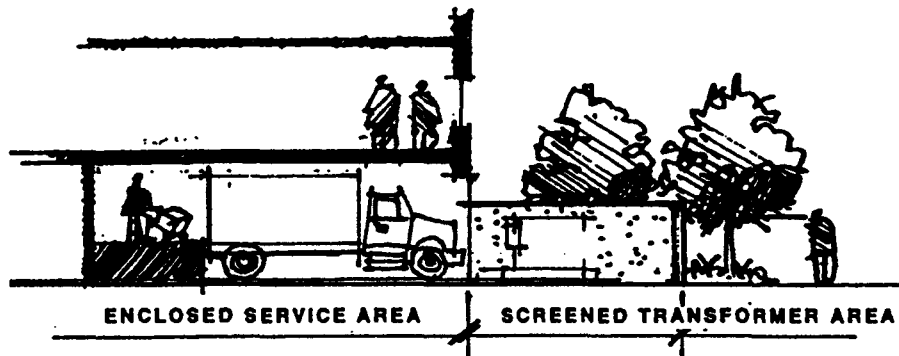


figure 1

- d. **Loading Areas:** All loading and service areas must be clearly signed. Loading spaces must be clearly denoted on the pavement and designed so as to not prohibit on-site vehicular circulation when occupied. Loading spaces will be located directly in front of a loading door. Loading areas must be designed to accommodate backing and maneuvering on-site, not from a public street. Regardless of orientation, loading doors may not be located closer than fifty feet (50') from a public or private right-of-way.
- e. **Trash Storage:** Refuse storage enclosures are required for all buildings. Enclosures must be of sufficient height to screen all refuse containers completely and must be provided with gates, so as to provide screening of views from adjacent lots and public rights-of-way. All enclosures must be constructed of permanent materials (concrete, masonry, wood, steel, etc.) which are compatible with the building it serves. Refuse

storage areas must be designed to contain all refuse generated on-site between collections. (refer to figure 2)

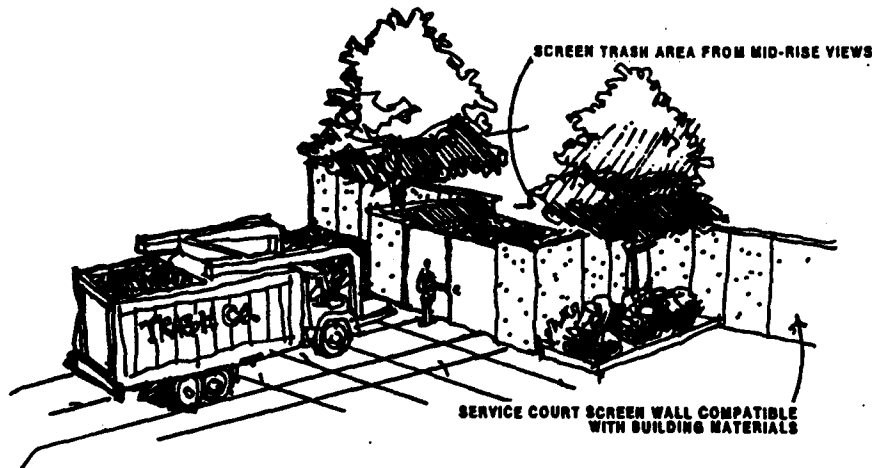


figure 2

- f. **Street Level Mechanical Equipment:** All ground-mounted service equipment (e.g., air conditioners, transformers, trash collection equipment) related to each building will be consolidated in an enclosed service area. Landscaping will be used to soften the visual appearance of the walls enclosing the service area. Service areas must be paved, curbed, and internally drained.
 - g. **Roof Mounted Mechanical Equipment:** All roof mounted mechanical elements must be screened from view from the public right-of-way. Screening must be compatible with the building design. If roof decks with mechanical units are visible from any level of adjacent buildings, the mechanical units must be screened and painted to match the finished roof material.
7. **Exterior Lighting.**
- a. **Minimal Spillover:** All lighting must be installed to minimize light spillover onto adjacent properties.
 - b. **Parking Lot Fixtures:** All light fixtures will be of a horizontal design with sharp cutoff edges. The fixture will be a rectangular box unit or a round puck-like unit (similar to Kim Lighting's Curvilinear Cutoff series) with a minimum diameter of 17" (width) and maximum diameter of 29" as detailed on Exhibit "K". The fixture will be made of spun aluminum or similar quality material with sidewalls free of welds or fasteners and will have an illumination source of mercury vapor or metal halide. All fixtures and light standards will have a black or dark bronze powder coated finish. Fixture glass must be white or clear. Light standards will be metal poles 40 feet high. (refer to figure 3)

- c. **Open Space, Walkway and Passenger Drop Off Areas:** All light fixtures will be of a horizontal design with sharp cutoff edges. The fixture will be a rectangular box unit or a round puck-like unit (similar to Kim Lighting's Curvilinear Cutoff series) with a minimum diameter of 17" (width) and maximum diameter of 29" as detailed on Exhibit "K". The fixture will be made of spun aluminum or similar quality material with sidewalls free of welds or fasteners and will have an illumination source of mercury vapor or metal halide. All fixtures and light standards will have a black or dark bronze powder coated finish. Fixture glass must be white or clear. Light standards will be metal poles between 10 and 15 feet high. (refer to figure 3)

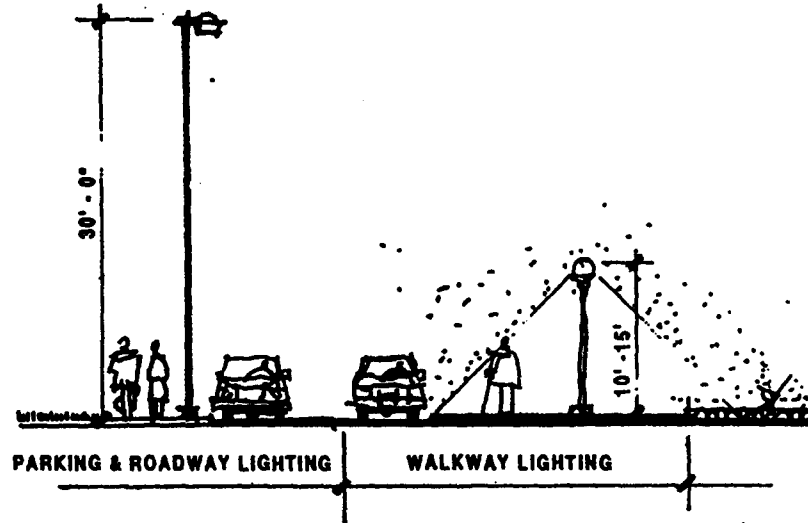


figure 3

8. Landscaping.

- a. **Existing Trees:** Existing large mature trees will be retained in accordance with the Code.
- b. **Tree Protection:** All existing trees of six (6) inch caliper or greater must be indicated on the proposed site plans. The proposed site plans will indicate trees to remain and those to be removed. All trees within an approved building site which are required to be preserved in accordance with the Code must be flagged and encircled with protective fencing. The fencing must extend beyond the full spread on the tree's branches to reasonably ensure successful protection. Existing trees in parking areas will be saved in groups and as specimens whenever practicable.
- c. **Open Space:** All areas not containing buildings, structures, parking lots, sidewalks, fountains, site furniture or other improvements, including, but not limited to, front, side and rear building set back areas, and all areas between the curb line and the property line, must be planted, landscaped, and maintained in good condition. The landscape planting design must provide for easy maintenance. Utility easements will

be landscaped consistent with other landscape areas where allowed by the respective utility company.

- d. **Rights of Way:** Areas within the road right-of-way may be landscaped only in accordance with a license agreement with the City.
- e. **Grass:** All landscaped areas not in groundcover or shrub beds will be planted in grasses, preferable sod. Overseeding in fall with cool season native grasses is allowed. The use of edging material to separate all grass areas from shrub and groundcover areas is required. The edging material will be concrete, steel, brick or stone. No plastic edging is allowed. Use of narrow paving "mowstrips" are allowed around building foundations for easy maintenance.
- f. **Irrigation:** An underground, automatic irrigation system must be installed in all landscaped areas. Sprinkler heads must be located to effectively water the landscaped areas with minimal spray onto roadways, parking areas and walkways.
- g. **Screening of Parking:** Parking areas must be screened visually from all roadways in accordance with the Code. Screening may be accomplished with landscaping or buildings. Berms may not exceed a 3:1 pitch. Shrubbery must be maintained to a minimum height of 3 feet. (refer to figure 4)

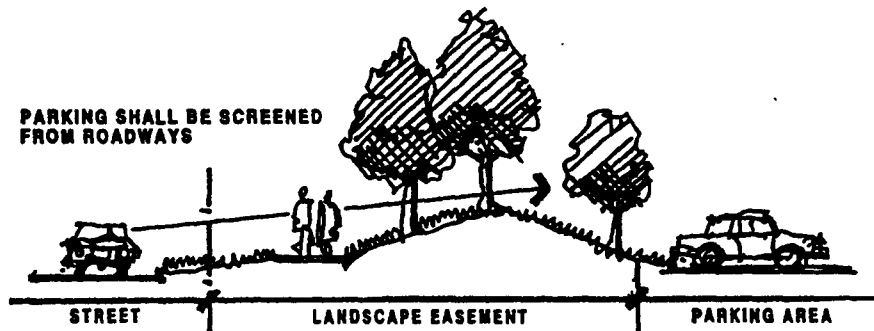


figure 4

- h. **Parking Areas:** In all vehicular use areas and parking areas, a minimum of 90 square feet for each 12 parking spaces must be devoted to landscaped strips, islands, peninsulas, medians, or other landscaped areas (the "Minimum Parking Area Landscaping Requirement"). As partial fulfillment of the Minimum Parking Area Landscaping Requirement, any parking area containing five or more parking rows of double vehicle depth will include a landscaped strip no less than ten feet (10") wide at least every fourth parking row of double vehicle depth. The landscaped strip will be installed with trees planted no less than every 60 linear feet.

9. Utility Lines.

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

EXHIBIT G
PROJECT IDENTIFICATION SIGN LOCATIONS

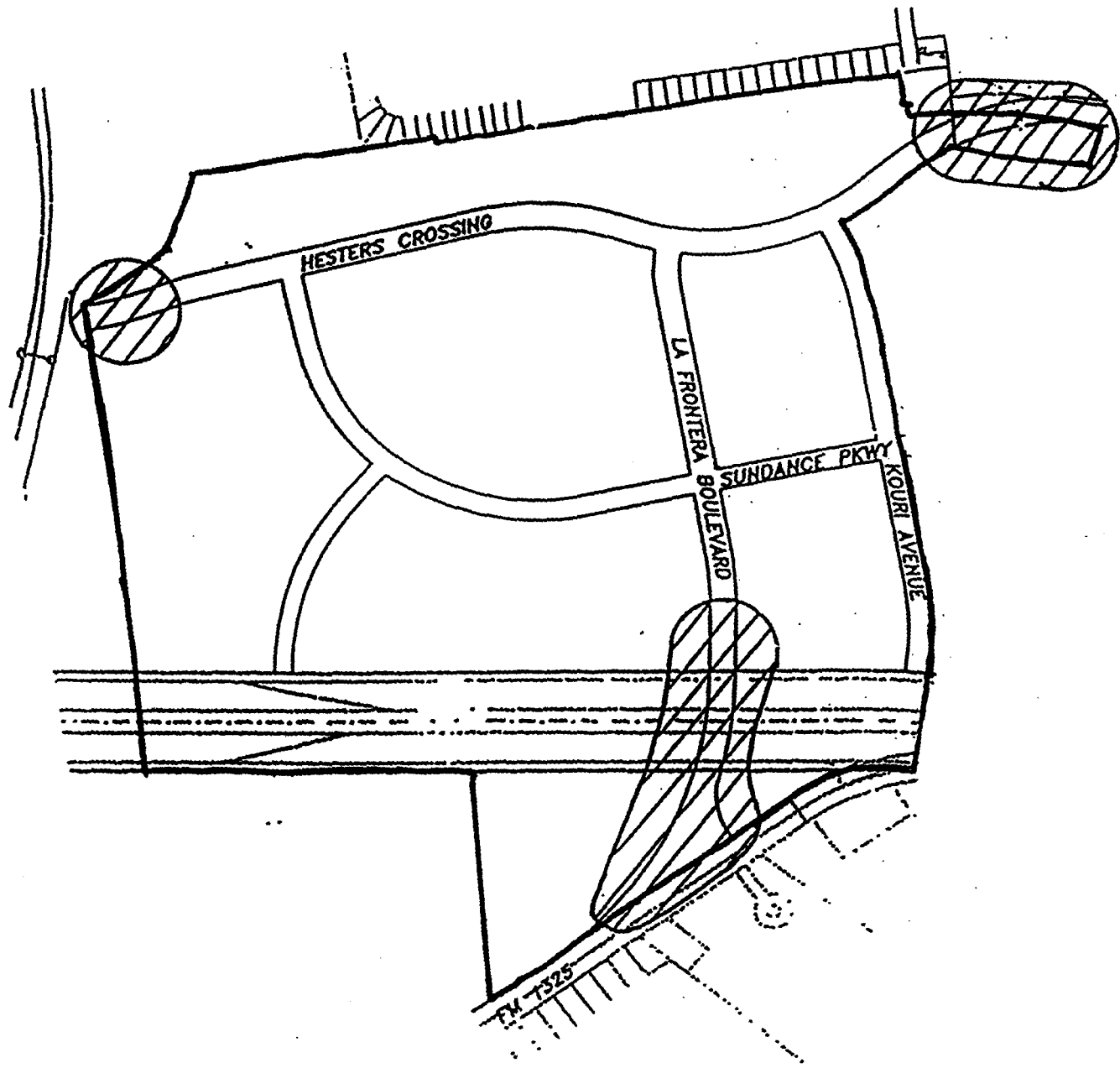
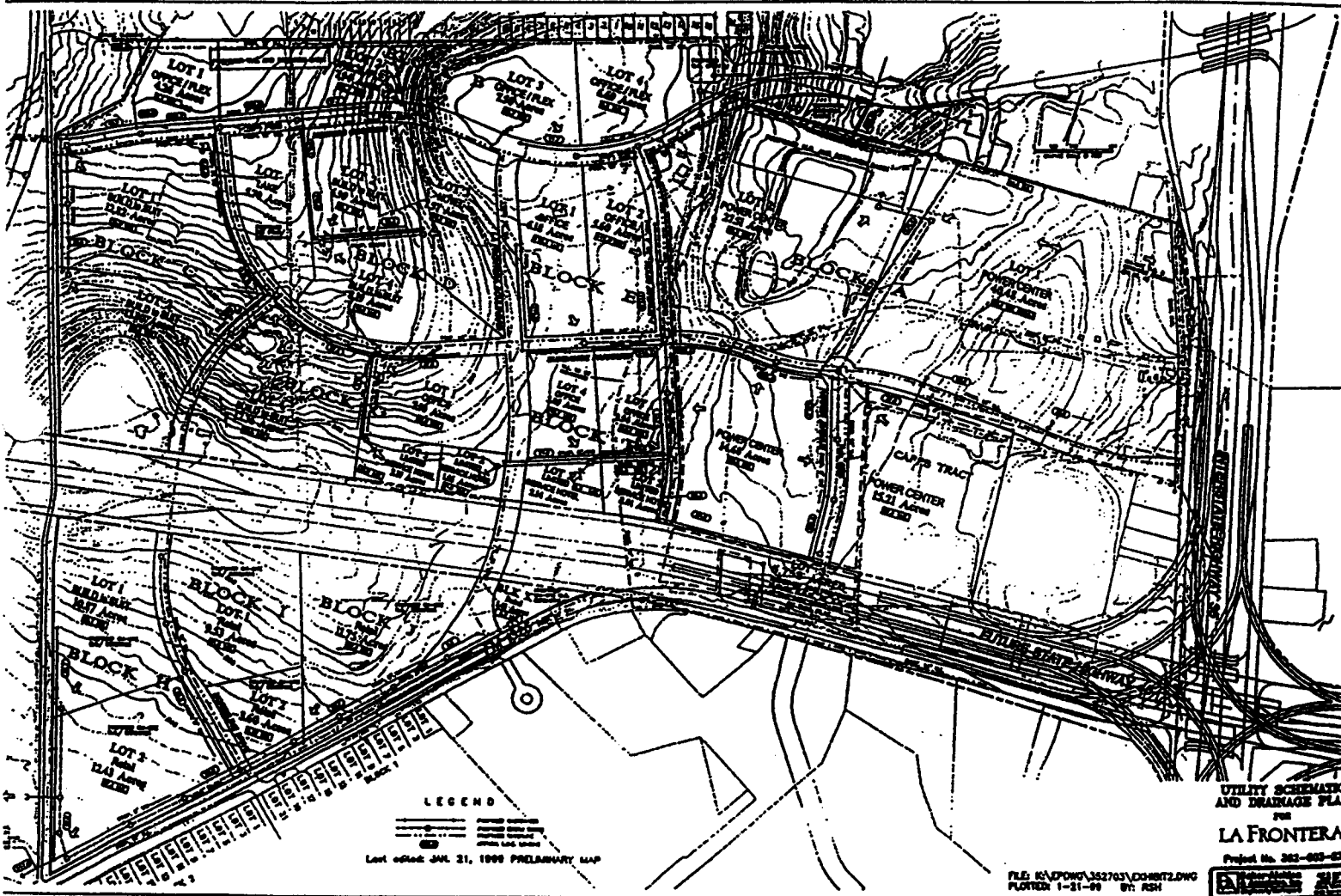


EXHIBIT H

UTILITY SCHEMATIC AND DRAINAGE PLAN



RECORDERS MEMORANDUM

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EXHIBIT I

ROADWAY LIGHT FIXTURES

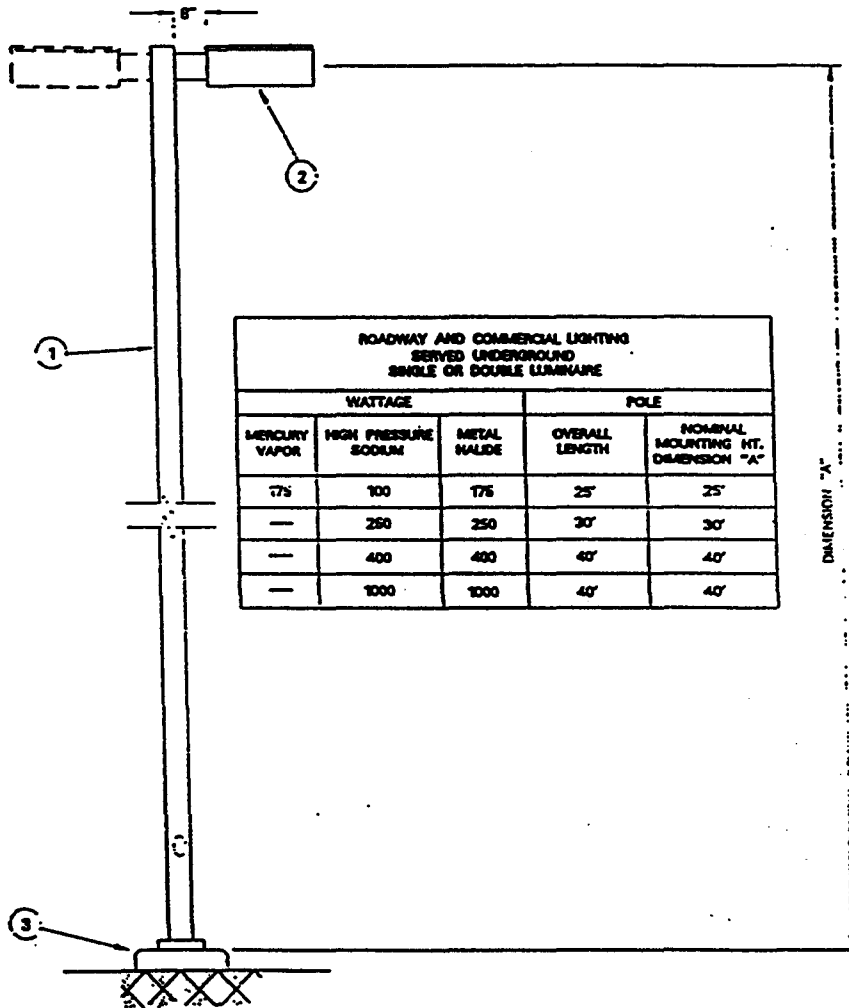
213 - 530

10 - 85

213 - 530

10 - 85

STREET LIGHT LUMINAIRE
RECTANGULAR - UNDERGROUND
SQUARE STEEL POLE - ANCHOR BASE



ITEM	QTY	DESCRIPTION	TSN/REF	CJ	MU
1	1	POLE, SQUARE, STRAIGHT, STEEL, PAINTED DARK BRONZE, ANCHOR BASE	213-410	SLP25/30/40	
2	1	LUMINAIRE (AS REQ'D)	213-402	LR-----	
3	1	FOUNDATION	213-330	SLP25	
4	1	CONDUCTOR, (IN POLE)	213-420		
5	1	POLE GROUND	213-400	(INCLUDED IN FOUNDATION CJ)	
6	1	FUSING	213-419		
			213-420		
			213-421		

La Frontera West - PUD No. 39
Roadway Light Fixtures
Page 1 of 1

APPROVED BY **TUELECTRIC**

RECORDERS MEMORANDUM

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EXHIBIT J

SIDEWALK LOCATIONS

Standard Sidewalks

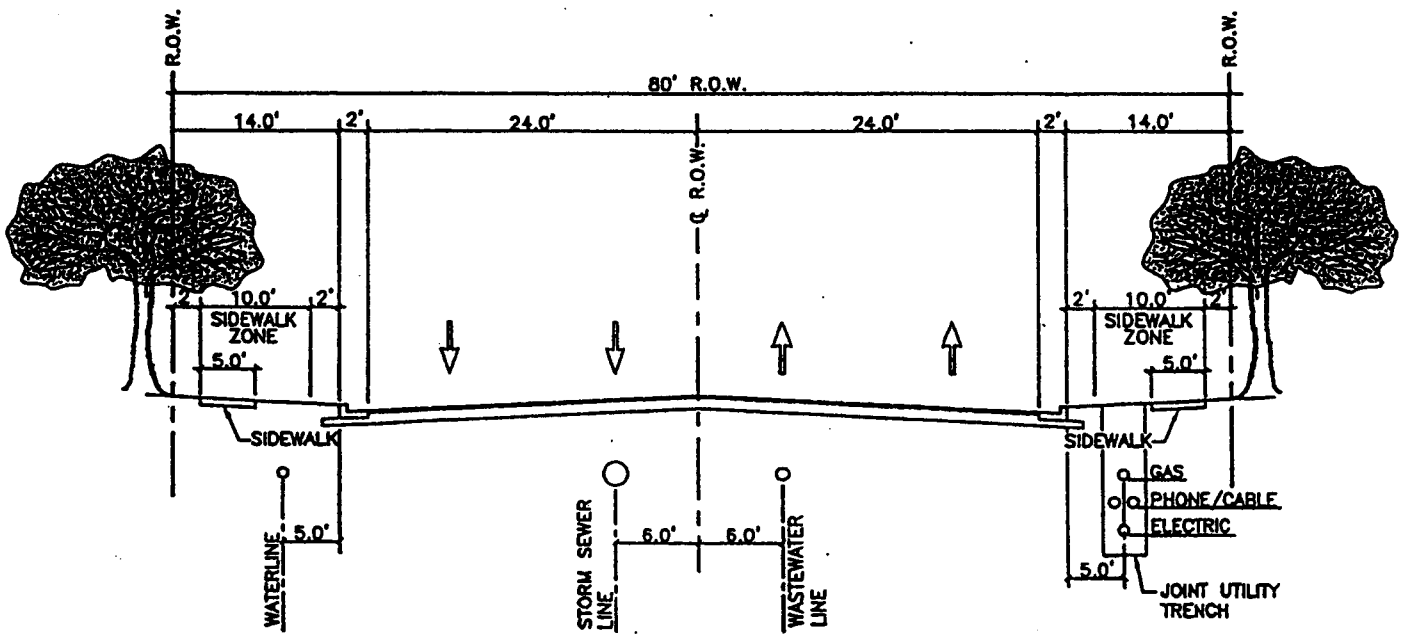


EXHIBIT J

SIDEWALK LOCATIONS

Wide Sidewalk

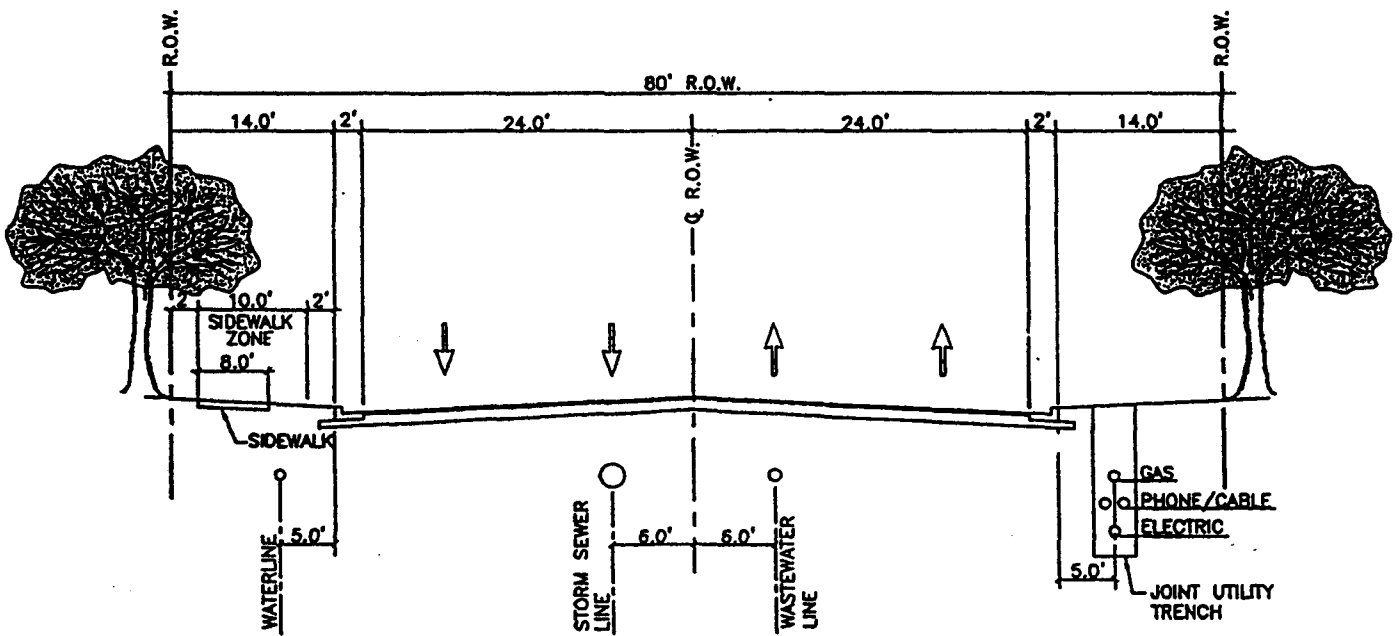
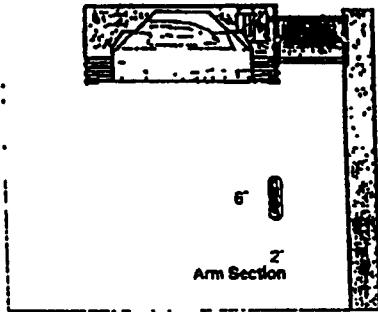


EXHIBIT K

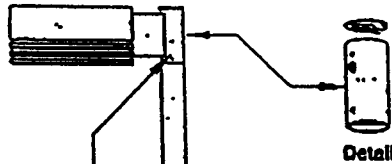
PARKING LOT AND WALKWAY LIGHT FIXTURES

SPECIFICATIONS
AND DETAILS
ARM MOUNT

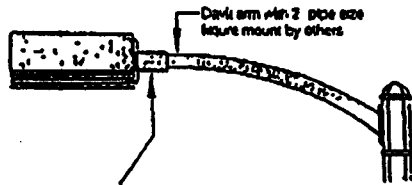
STANDARD ARM MOUNT



MOUNTING OPTIONS

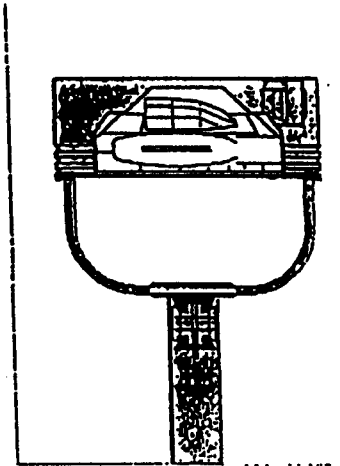


Vertical Slipfitter Mount: Allows standard fixture and support arm to be mounted to poles having a 2" pipe size tenon (2 1/2" O.D. x 4 1/2" min. length). Any mounting configuration can be used (1A, 2B, 2L, 3T or 4C). 4" dia. cast aluminum with flush cap, secured by (4) 3/8" stainless steel set point allen screws. Finished to match fixture and arm.



Horizontal Slipfitter Mount: Cast aluminum clamp-type slipfitter mount with single set screw anti-rotation lock. Bolts to housing from inside electrical compartment using mounting holes for standard support arm. Fitter clamps to any horizontal pole davit-arm with 2" pipe size mounting end (2 1/4" O.D.). Finished to match fixture and arm.

SPECIFICATIONS
AND DETAILS
POST TOP MOUNT



MOUNTING OPTIONS

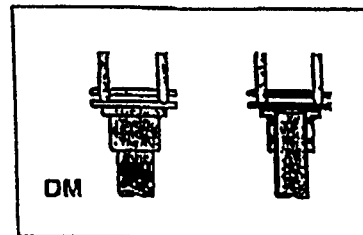
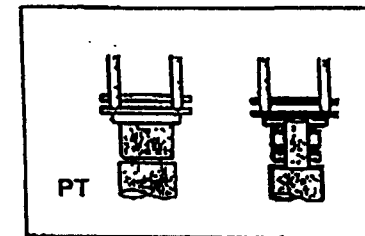
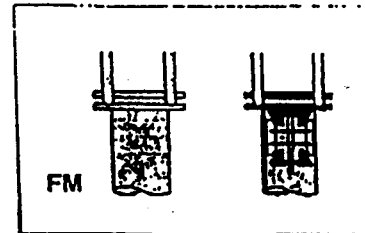


EXHIBIT L

TRAFFIC IMPACT ANALYSIS

LA FRONTERA

TRAFFIC IMPACT ANALYSIS

Prepared For

35 / 45 Investors, L.P.

Original Submission: September 1998

Interim Submission: November 1998

December 1998

Final Submission: February 1999

WHM

LA FRONTERA

TRAFFIC IMPACT ANALYSIS

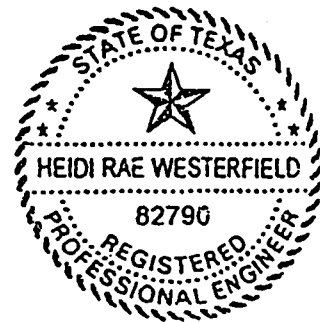
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Heidi Westerfield
2/10/99

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LA FRONTERA

TRAFFIC IMPACT ANALYSIS

SYNOPSIS

La Frontera is a 327 acre mixed-use development project located in southern Williamson County at the intersection of IH 35 and FM 1325 as shown in Figure 1. Proposed land uses include retail, office, hotel, cinema and restaurants.

The site is bounded by IH 35 on the east, by FM 1325 on the south, by Quick Hill Road and undeveloped land on the west, and by a mixture of commercial and residential development on the north. Figure 2 shows a more detailed view of the La Frontera property and defines the parcels used for land use assumptions.

The traffic-related characteristics of the proposed development activities require evaluation to determine their effect on the adjacent roadway network. An analysis was conducted that evaluated the impact of traffic generated by the project with the findings and recommendations reported herein.

The purpose of the Traffic Impact Analysis (TIA) is to examine the interaction of existing and planned land use activities, their intensity and traffic characteristics, and identify actions that would create a successful, effective and safe development program under both existing and future traffic conditions. A TIA for the project was conducted utilizing accepted traffic engineering methods and techniques. Existing traffic conditions were examined on area roadways and at selected intersections and compared with traffic conditions that could be expected at buildout of the project considering both site generated and external (background) traffic. Based on the analysis, recommended actions were identified and are summarized as follows:

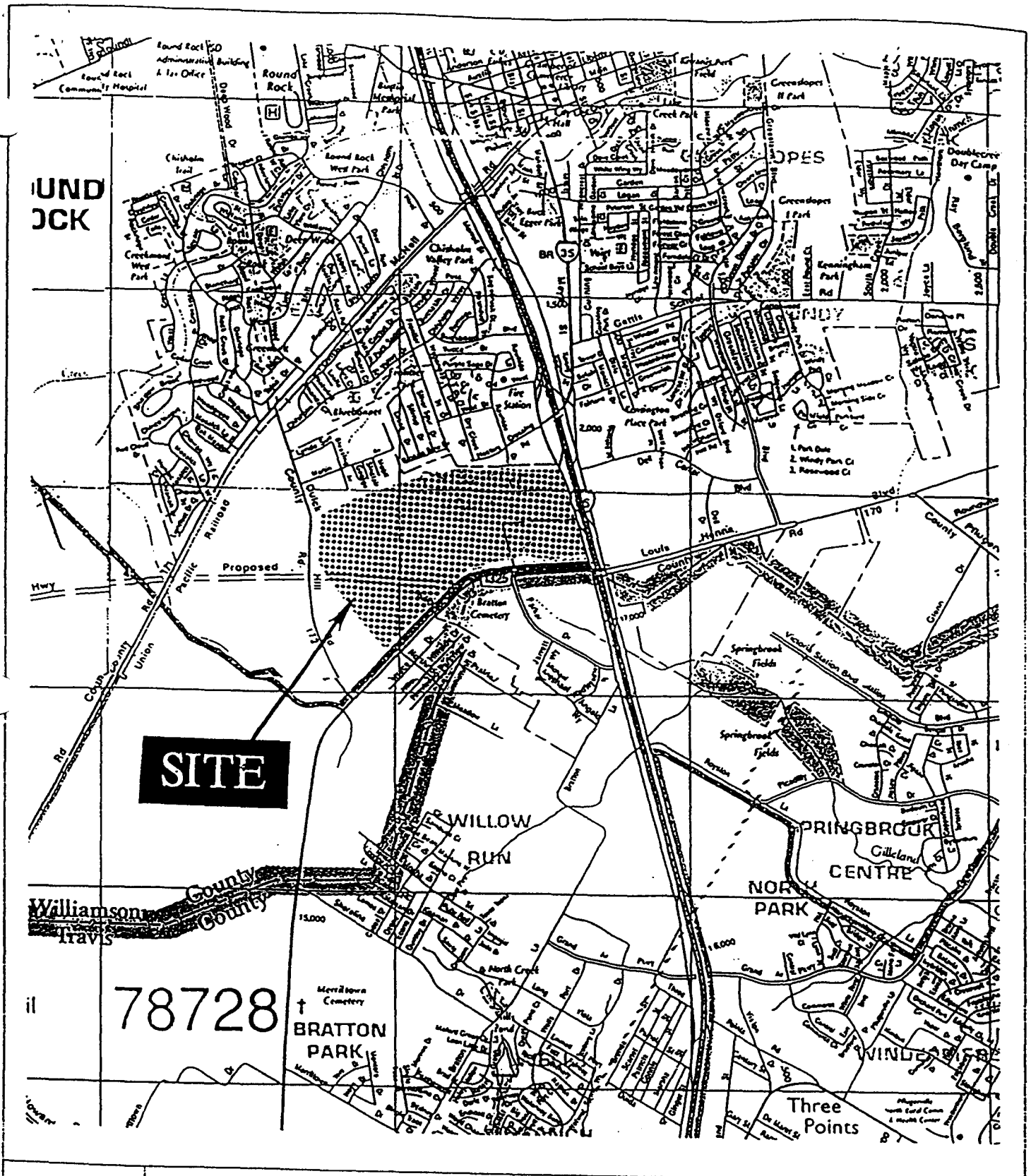
The following recommendations are provided for traffic conditions existing prior to the construction of SH 45:

- (1) Hester's Crossing should be extended from its current termination point west of IH 35 through the site to Quick Hill Road.

- (2) A divided arterial should be constructed from Hester's Crossing to the south to intersect FM 1325 at the Limestone Ranch driveway. This intersection should be signalized.
- (3) Site circulation roadways being constructed as part of the project should align with Parker Drive and Northridge Drive. Parker Drive is assumed to be signalized. Recommended intersection geometrics are shown in Figure 7.
- (4) Adequate intersection spacing to allow appropriate left turn lanes and vehicle storage should be provided within the site, particularly along the proposed arterial extension from Hester's Crossing to FM 1325.
- (5) Dual left turn lanes should be provided along FM 1325 with the proposed signalized intersections discussed previously and as shown in Figure 7. This improvement should be coordinated with TxDOT since FM 1325 is a state facility.
- (6) The benefits derived through trip generation reductions due to synergy among land uses will be increased for the proposed land uses due to the comprehensive roadway network proposed through the site and the ability for the network to distribute traffic to all directions without using adjacent roadways.
- (7) Capital Metro service is not currently available within the area of the site. For this reason, it will be desirable to encourage travel demand management as much as possible among the site land uses; i.e., car/van pools and staggered work hours.

The following recommendations are provided for traffic operations in the vicinity of the site with the construction of SH 45:

- (1) An underpass should be constructed for FM 1325 to pass beneath the mainlanes of SH 45 to extend as an arterial north through the La Frontera site to Hester's Crossing. With the construction of SH 45, it will be necessary to realign FM 1325 to create a 90 degree intersection with the freeway frontage roads. The intersections of FM 1325 with the SH 45 eastbound and westbound frontage roads should be signalized.
- (2) Site internal roadway intersections with Parker Drive and Northline Drive will become right-in, right-out driveways as a result of the SH 45 freeway and frontage road construction.



SITE

78728

NORTH

RECORDERS MEMORANDUM
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FIGURE 1
 AREA SITE LOCATION



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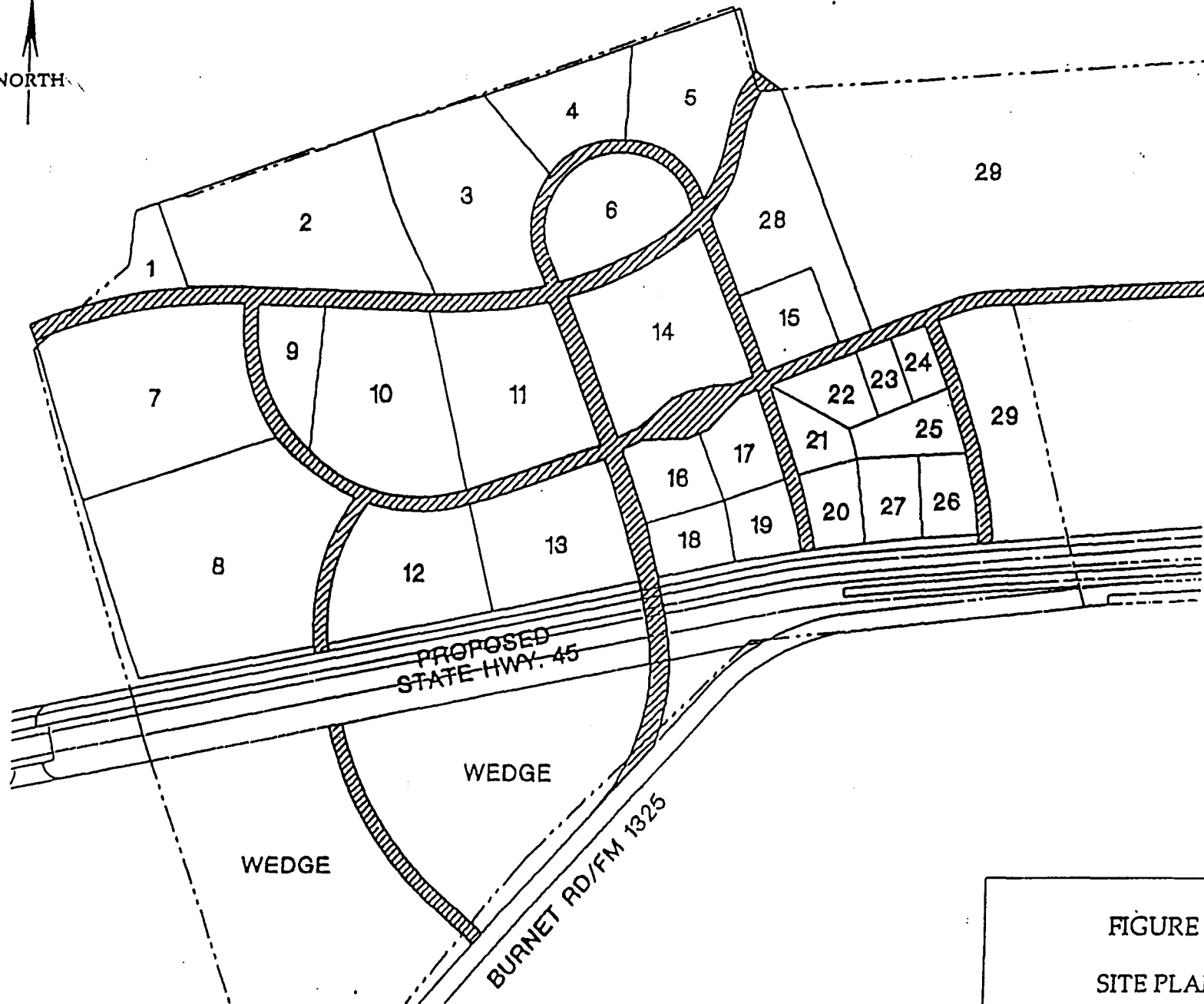


FIGURE 2
SITE PLAN

INTRODUCTION

La Frontera is a 327 acre mixed-use development project located in southern Williamson County at the intersection of IH 35 and FM 1325 as shown in Figure 1. Proposed land uses include retail, office, hotel, cinema and restaurants. The site is bounded on the east by IH 35, on the south by FM 1325, on the west by Quick Hill Road and undeveloped land, and a mixture of commercial and on the north by residential development. It is projected that the development of this site will be completed by 2004.

Site and Access Characteristics

Figure 2 shows the location of development parcels within the project. Access for this project is proposed through site circulation roadways which connect to IH 35, FM 1325, Quick Hill Road, and Hester's Crossing. The internal roadway network will be constructed with the project development.

Since the project is located along IH 35 and FM 1325 the programmed development activities and traffic related characteristics require evaluation. Examining the interaction of existing and programmed land use activities, their intensity and traffic characteristics is necessary to render an appreciation of appropriate actions required to create a successful, efficient, and safe program. This report on the analysis of the traffic conditions, present and future, addresses these objectives.

EXISTING THOROUGHFARE SYSTEM

As indicated on the area wide and site location maps (Figures 1 and 2), the project is located at the intersection of IH 35 and FM 1325. Other nearby roadways of importance include Hester's Crossing, Quick Hill Road, and Greenlawn Boulevard. The interrelationship of these roadways and others in the area is shown on the previous Figure 1.

FUTURE ROADWAY IMPROVEMENTS

Several pertinent roadway improvements have been recommended and approved by the Round Rock City Council, Williamson County Commissioner's Court, and the Texas Department of Transportation (Ref. 1, 2).

Hester's Crossing: Hester's Crossing will be extended from its current termination point west of IH 35 through the site to Quick Hill Road as a part of project development.

FM 1325 (SH 45): The Texas Turnpike Authority has underway a consultant contract to prepare route location, environmental studies, tollway studies, and preliminary design for SH 45 from Lakeline Boulevard to south of the San Gabriel River. The current alignment falls within the southern portion of the project site. A portion of FM 1325 is planned for reconstruction and realignment as a part of the construction of SH 45. Current plans include realignment of FM 1325 to intersect the eastbound SH 45 frontage road midway between IH 35 and Loop 1. Development of La Frontera anticipates the realignment and extension of FM 1325 to the north to Hester's Crossing. This roadway would be extended beneath the SH 45 main lanes and create signalized intersections with the frontage roads. A request has been submitted to the Round Rock City Council for inclusion of this arterial extension on the City's Thoroughfare Plan.

SH 45 will most likely not be constructed prior to buildout of the La Frontera site.

Greenlawn Boulevard: This street currently intersects CR 170 (Louis Henna Boulevard) east of IH 35. Current plans include extension of this roadway to the south to intersect the northbound frontage road of IH 35. Ultimate plans include overpasses at SH 45 and IH 35.

TRAFFIC ANALYSIS

In order to assess the traffic implications of the proposed development, two time periods and travel conditions were evaluated:

- (1) 1998 - Existing Conditions
- (2) 2004 - Forecasted with Site Generated Traffic Conditions

Intersections in the vicinity of the site are considered the locations of principal concern because they are the locations of highest traffic conflict and delay. The standard used to evaluate traffic conditions at intersections is Level of Service (LOS), which is a qualitative measure of the effect of a number of factors such as speed, volume of traffic, geometric features, traffic interruptions, freedom to maneuver, safety, driving comfort, convenience, and operating cost.

Analysis was performed using the microcomputer program "Highway Capacity Software" by the Federal Highway Administration (Ref. 3), which is based on the procedures contained in the Highway Capacity Manual (Ref. 4), as well as PASSER III (Ref. 5).

1998 Existing Conditions

The analysis of existing traffic required the acquisition of secondary data from the City of Round Rock, as well as the collection of primary data on the major roadways and intersections. A field survey was designed through discussions with City staff and implemented to obtain the necessary data and to verify the trends established by data available from previous years.

Signalized Intersections

The following intersections within the study area are signalized:

- IH 35 and Hester's Crossing
- FM 1325 and CR 172 (Quick Hill Road)
- FM 1325 and Northridge Road

Existing peak hour traffic volumes at the above intersections and other locations adjacent to the site are presented in Figure 3. Current lane use and level of service are summarized in Figure 4.

NORTH

NOT TO SCALE

LA FRONTERA SITE

HESTER'S CROSSING

MAYS ST.

OAK HILL RD.

IH 35 WFR

IH 35 EFR

FM 1325

CR 170

LIMESTONE RANCH DRWY.

PARKER DR.

NORTHRIDGE RD.

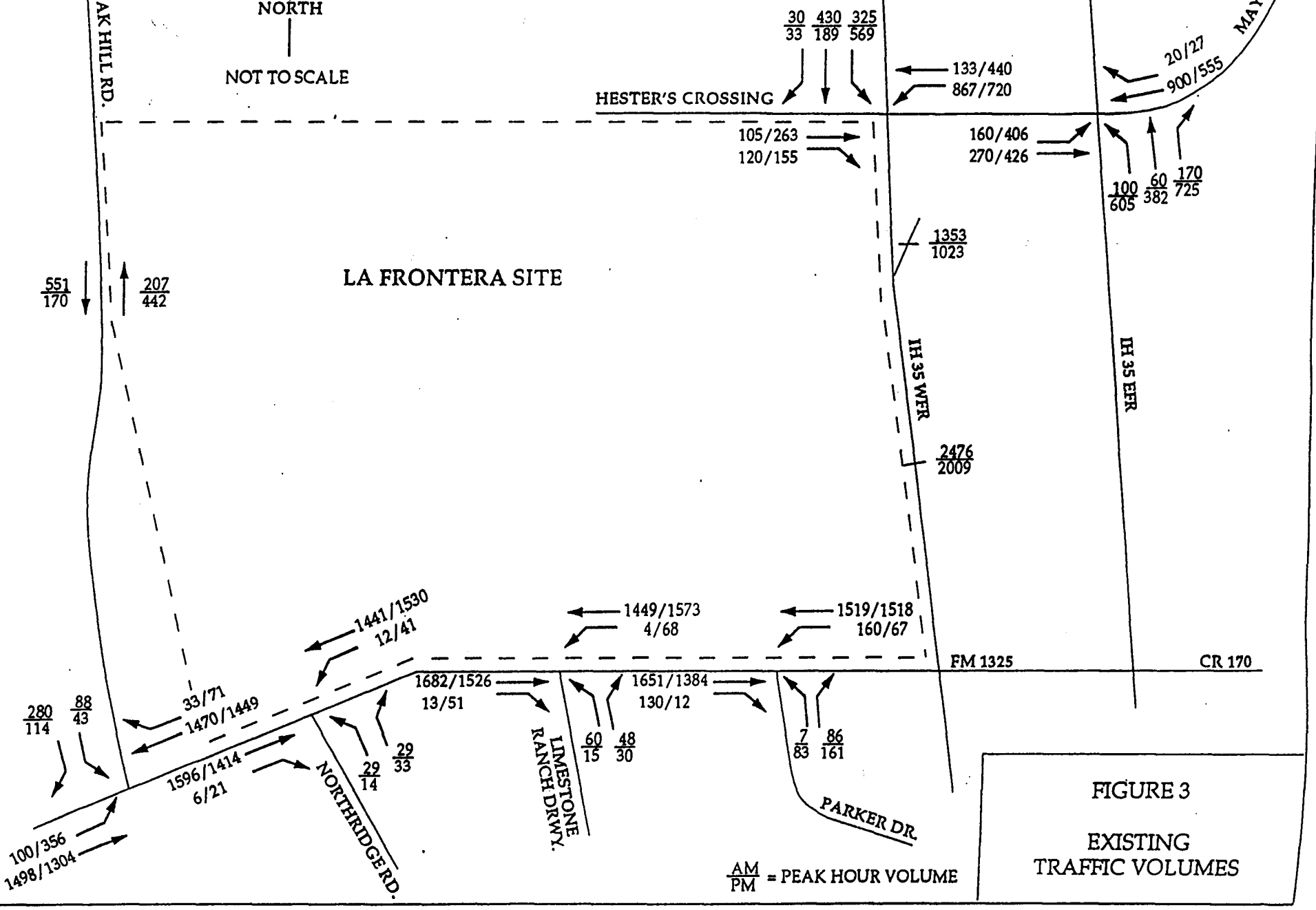


FIGURE 3
EXISTING
TRAFFIC VOLUMES

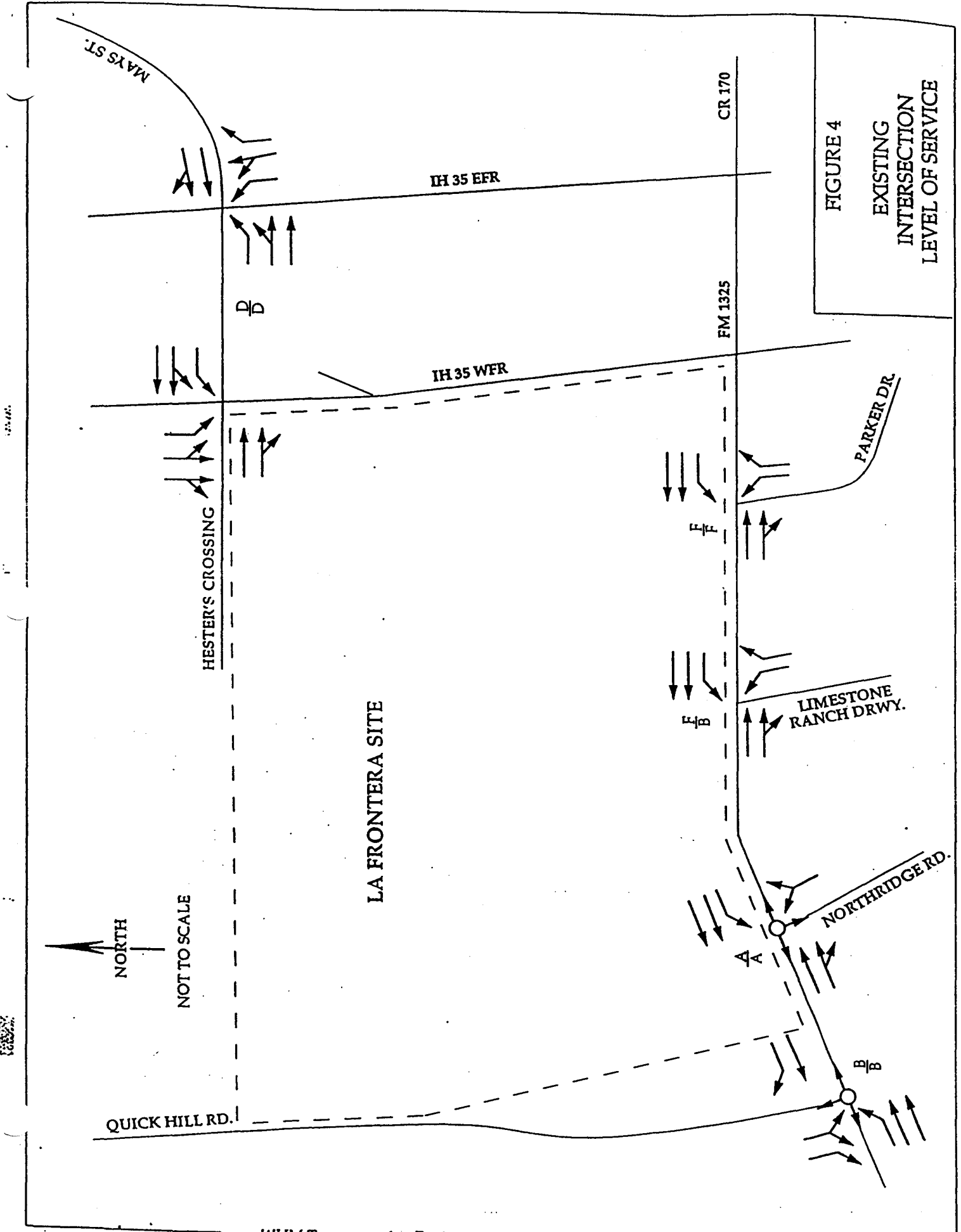


FIGURE 4
EXISTING
INTERSECTION
LEVEL OF SERVICE

2004 Forecasted Conditions With Site Generated Traffic

The year 2004 was established as the year in which the project would become fully occupied. This time frame was utilized to assess the major roadway effects and to facilitate the evaluation of alternative improvements. Forecasted traffic was projected using available information. This process was facilitated by using trends established by prior data for the major roadways in the immediate vicinity of the project site.

Site Generated Traffic

Determining the generated traffic or the traffic which is considered to be contributed by development of the proposed project was a major analysis process element. Total trips per day as well as the peak hour traffic associated with the project were estimated using the microcomputer program "Trip Generation" by Microtrans Corporation (Ref. 6), which is based on recommendations and data contained in the Institute of Transportation Engineers report Trip Generation (Ref. 7). Table 1 provides a detailed summary of the traffic production which is directly related to the assumed land use activity. As a point of reference, the total PM peak hour trips were estimated at 9,588. Table 2 summarizes trip generation estimates which have been adjusted in accordance with analysis assumptions discussed in the following section. The adjusted total PM peak hour trip generation is 7,122.

Directional Distribution

Once site generated trips were known, the next step involved distribution of those trips to appropriate geographic directions and logical connecting roadways. The major thoroughfares which have a direct bearing on the accessibility of the project have been previously identified.

Traffic counts conducted during the study provided the basis for the directional distribution of traffic approaching and departing the project site as summarized in Table 3. Given the total site generated traffic and the directional distribution by approach, the next step in the process was to assign the traffic destined to and from the project to the most likely travel paths. This was done by investigating a number of alternative travel patterns as well as ingress/egress points along the project boundaries. Primary consideration was given to the traffic flow and safety of the major roadways.

TABLE 1. TRIP GENERATION ESTIMATES - LA FRONTERA PROPOSED DEVELOPMENT

Lot Number	Land Use	Size SF	Daily Traffic Volume	AM Peak Hour		PM Peak Hour		Buildout Year
				Enter	Exit	Enter	Exit	
1	Office	35,937	605	73	10	20	99	1999
2	Office	55,539	845	103	14	24	117	1999
3	Office	118,701	1,514	188	26	36	176	2000
4	Office	52,272	806	98	13	23	114	2000
5	Office	74,052	1,054	129	18	28	135	2000
6	Office	126,324	1,588	198	27	38	183	2002
7	Office	287,496	3,165	395	54	73	356	2001
8	Office	392,040	4,316	538	73	99	485	2003
9	Office	63,162	933	114	16	26	125	2002
10	Office	141,570	1,733	216	30	40	198	2003
11	Office	202,554	2,230	278	38	51	250	2004
12A	Office	99,317	1,320	163	22	32	158	2001
12B	Office	99,317	1,320	163	22	32	158	2002
13	Office	167,706	1,974	248	34	45	222	2000
14A	Hotel	200 rms	1,646	68	44	65	57	2000
14B	Office	200,376	2,206	275	38	51	248	2000
16	Hotel	120 rms	988	41	26	39	34	2004
17	Hotel	120 rms	988	41	26	39	34	1999
18	Hotel	90 rms	741	31	20	29	26	1999
19	Hotel	90 rms	741	31	20	29	26	2000
15+28	Cinema	4500 seats	-	-	-	334	296	2000
20	Restaurant (HT Sit-down)	10,454	1,363	50	47	68	45	2000
21	Restaurant (HT Sit-down)	8,886	1,158	43	40	58	39	2000
22	Restaurant (HT Sit-down)	9,409	1,226	45	42	61	41	2000
23	Restaurant (HT Sit-down)	5,750	749	28	26	37	25	2000
24	Restaurant (HT Sit-down)	5,750	749	28	26	37	25	2001
25	Restaurant (HT Sit-down)	11,500	1,499	55	51	75	50	2001
26	Restaurant (HT Sit-down)	9,932	1,295	48	44	65	43	2001
27	Restaurant (HT Sit-down)	11,500	1,499	55	51	75	50	2001
29	Shopping Center	607,727	26,084	382	244	1,091	1,182	1999
	Subtotal	2,797,271 620 rms 4,500 seats	66,335	4,125	1,142	2,720	4,997	
Wedge	Shopping Center	1,306,800	12,339	181	115	516	559	2001
Wedge	Shopping Center	435,600	4,113	60	38	172	186	2002
Wedge	Office	653,400	3,237	404	55	74	364	2003
	Subtotal	2,395,800	19,689	645	208	762	1,109	
	TOTAL Trips		86,024	4,770	1,350	3,482	6,106	

TABLE 2. ADJUSTED TRIP GENERATION ESTIMATES - LA FRONTERA PROPOSED DEVELOPMENT

Lot Number	Land Use	Size SF	Daily Traffic Volume	AM Peak Hour		PM Peak Hour		Buildout Year
				Enter	Exit	Enter	Exit	
1	Office	35,937	514	62	9	17	84	1999
2	Office	55,539	718	88	12	20	99	1999
3	Office	118,701	1,287	160	22	31	150	2000
4	Office	52,272	685	83	11	20	97	2000
5	Office	74,052	896	110	15	24	115	2000
6	Office	126,324	1,350	168	23	32	156	2002
7	Office	287,496	2,690	336	46	62	303	2001
8	Office	392,040	3,669	457	62	84	412	2003
9	Office	63,162	793	97	14	22	106	2002
10	Office	141,570	1,473	184	26	34	168	2003
11	Office	202,554	1,896	236	32	43	213	2004
12A	Office	99,317	1,122	139	19	27	134	2001
12B	Office	99,317	1,122	139	19	27	134	2002
13	Office	167,706	1,678	211	29	38	189	2000
14A	Hotel	200 rms	1,399	58	37	55	48	2000
14B	Office	200,376	1,875	234	32	43	211	2000
16	Hotel	120 rms	840	35	22	33	29	2004
17	Hotel	120 rms	840	35	22	33	29	1999
18	Hotel	90 rms	630	26	17	25	22	1999
19	Hotel	90 rms	630	26	17	25	22	2000
15+28	Cinema	4500 seats	-	-	-	284	252	2000
20	Restaurant (HT Sit-down)	10,454	695	26	24	35	23	2000
21	Restaurant (HT Sit-down)	8,886	591	22	20	30	20	2000
22	Restaurant (HT Sit-down)	9,409	625	23	21	31	21	2000
23	Restaurant (HT Sit-down)	5,750	382	14	13	19	13	2000
24	Restaurant (HT Sit-down)	5,750	382	14	13	19	13	2001
25	Restaurant (HT Sit-down)	11,500	764	28	26	38	26	2001
26	Restaurant (HT Sit-down)	9,932	660	24	22	33	22	2001
27	Restaurant (HT Sit-down)	11,500	764	28	26	38	26	2001
29	Shopping Center	607,727	16,407	240	153	686	743	1999
	Subtotal	2,797,271 620 rms 4,500 seats	47,377	3,302	806	1,909	3,878	
Wedge	Shopping Center	1,306,800	8,495	125	79	355	385	2001
Wedge	Shopping Center	435,600	2,552	37	24	107	115	2002
Wedge	Office	653,400	2,751	343	47	63	309	2003
	Subtotal	2,395,800	13,799	505	150	525	810	
	TOTAL Trips		61,176	3,807	955	2,434	4,688	

Table 3. Forecast Directional Distribution of Site Oriented Traffic

Direction	% of Site Traffic	
	Entering	Exiting
North on IH 35	25	25
South on IH 35	30	30
West/south on FM 1325	30	30
East on Louis Henna Boulevard	5	5
East on Mays Street	5	5
North on Quick Hill Road	<u>5</u>	<u>5</u>
Total	100	100

Analysis Assumptions

The traffic impact analysis process involves the use of primary data and engineering judgment on transferable parameters. Specifically, engineering judgment is required for estimation of background traffic growth and transit trip reductions, both of which are further described below.

Background Traffic

Background traffic volumes were determined based on an annual growth rates along FM 1325 as well as data contained in a recent study conducted for the City of Round Rock (Ref. 8).

Pass-By Capture

Studies have shown that retail land uses will capture from 20 to 60 percent of their traffic as pass-by trips, depending upon their size (Ref. 7). It is well documented that many other land uses also experience significant pass-by trip capture, such as fast food restaurants. The amount of trip reduction which each tract may attribute to the pass-by phenomenon will depend directly on the type of land use which is developed.

Internal Capture

Once the total buildout of proposed land uses occurs, there will be interaction among the uses within this development. Internal capture is accounted for in two ways. First, to account for internal capture among similar retail land uses in adjacent areas, the sizes may be combined during the trip generation process. Because the equations used in trip generation estimations are logarithmic, the number of trips generated by a site

does not increase in direct proportion to an increase in the square footage of a development. By combining retail projects in close proximity to each other, a lower number of trips will be estimated, thereby taking into account the internal capture factor. The second way to account for internal capture is to reduce the expected number of trips directly by some percentage which reflects expected multipurpose trip-making among different types of land uses which are in close proximity. However, as with pass-by trip reductions, internal capture depends on the type and quantity of land uses.

Intersection Analysis

The total 2004 traffic demand will be the sum of traffic generated by this proposed development, traffic generated by other development projects, and changes in existing traffic. Figure 5 summarizes projected AM and PM peak hour site traffic volumes at study area intersections prior to construction of SH 45. Buildout year AM and PM peak hour traffic volumes, including both site and background traffic, at study area intersections are presented in Figure 6. Recommended lane use and level of service analysis results are summarized in Figure 7.

Upon completion of the construction of SH 45, access to the site will differ from that which will exist upon initial development. Planned modifications to the roadway network were described previously. Figure 8 illustrates projected site traffic volumes within the study area which will result from the roadway system modifications.

NORTH
NOT TO SCALE

LA FRONTERA SITE

HESTER'S CROSSING

QUICK HILL RD.

IH 35 W.F.R.

IH 35 E.F.R.

FM 1325

CR 170

LIMESTONE RANCH DRWY.

PARKER DR.

NORTHRIDGE RD.

190/122
48/234
15/80
200/88
80/474
13/77
373/161
770/569

48/234
15/80

200/88

86/475
28/172

73/35
223/1041

384/183
399/463

209/75
210/602

265/210
162/425

83/367
57/261

278/164
335/309

121/176
98/510

54/199
62/277

256/1290
89/488

509/258
63/107

459/381
144/560

99/373

691/384
70/103

381/243

156/739

208/1056
48/234

571/365

190/122

AM
PM = PEAK HOUR VOLUME

FIGURE 5
SITE TRAFFIC
BEFORE SH 45
CONSTRUCTION

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NORTH
NOT TO SCALE

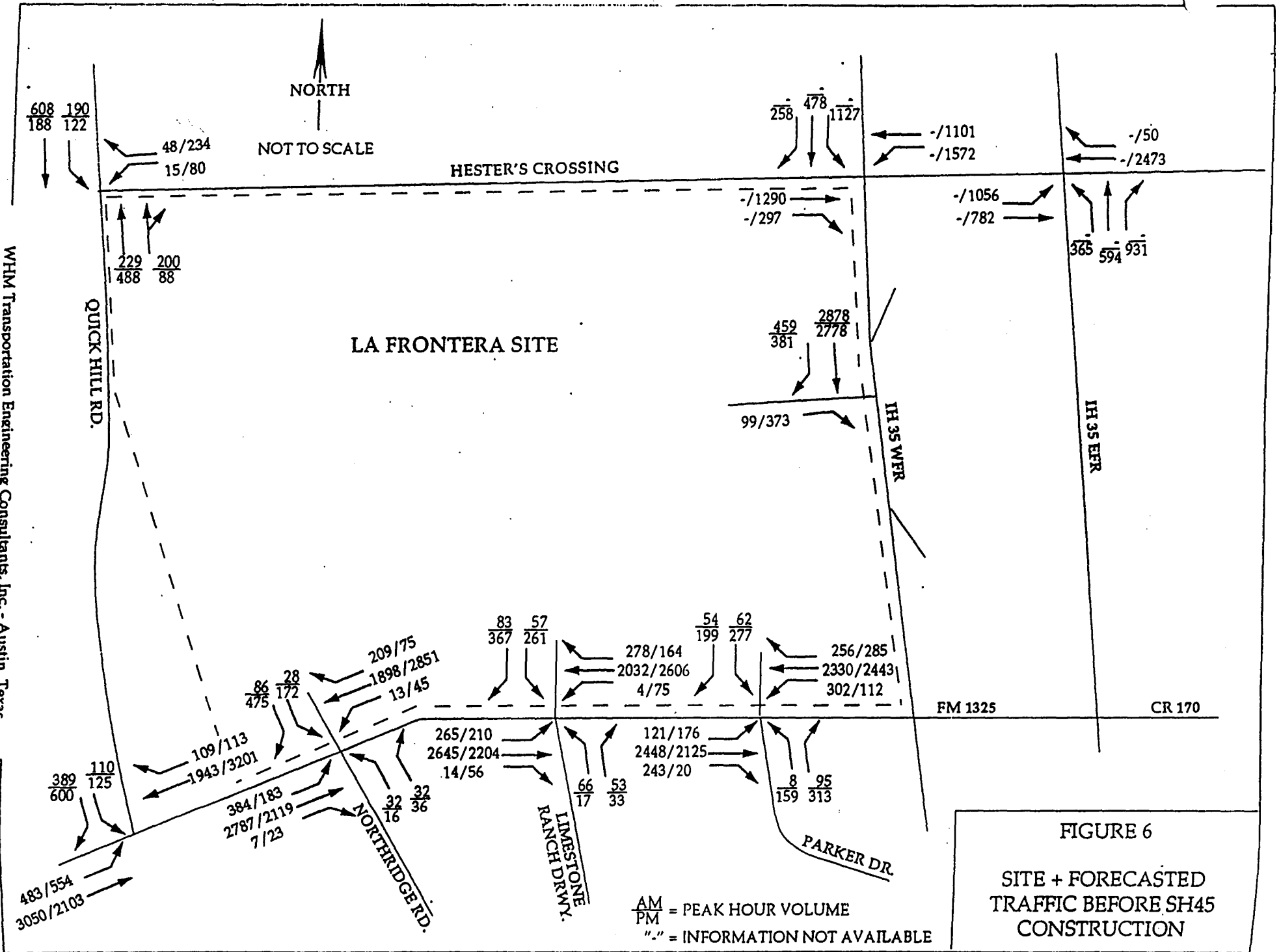


FIGURE 6

SITE + FORECASTED
TRAFFIC BEFORE SH45
CONSTRUCTION

WHM Transportation Engineering Consultants, Inc. - Austin, Texas



NOT TO SCALE

HESTER'S CROSSING

LA FRONTERA SITE

QUICK HILL RD.

IH 35 W/F/R

IH 35 E/F/R

FM 1325

CR 170

F/B

J/D

J/F

F/F

NORTHRIDGE RD.

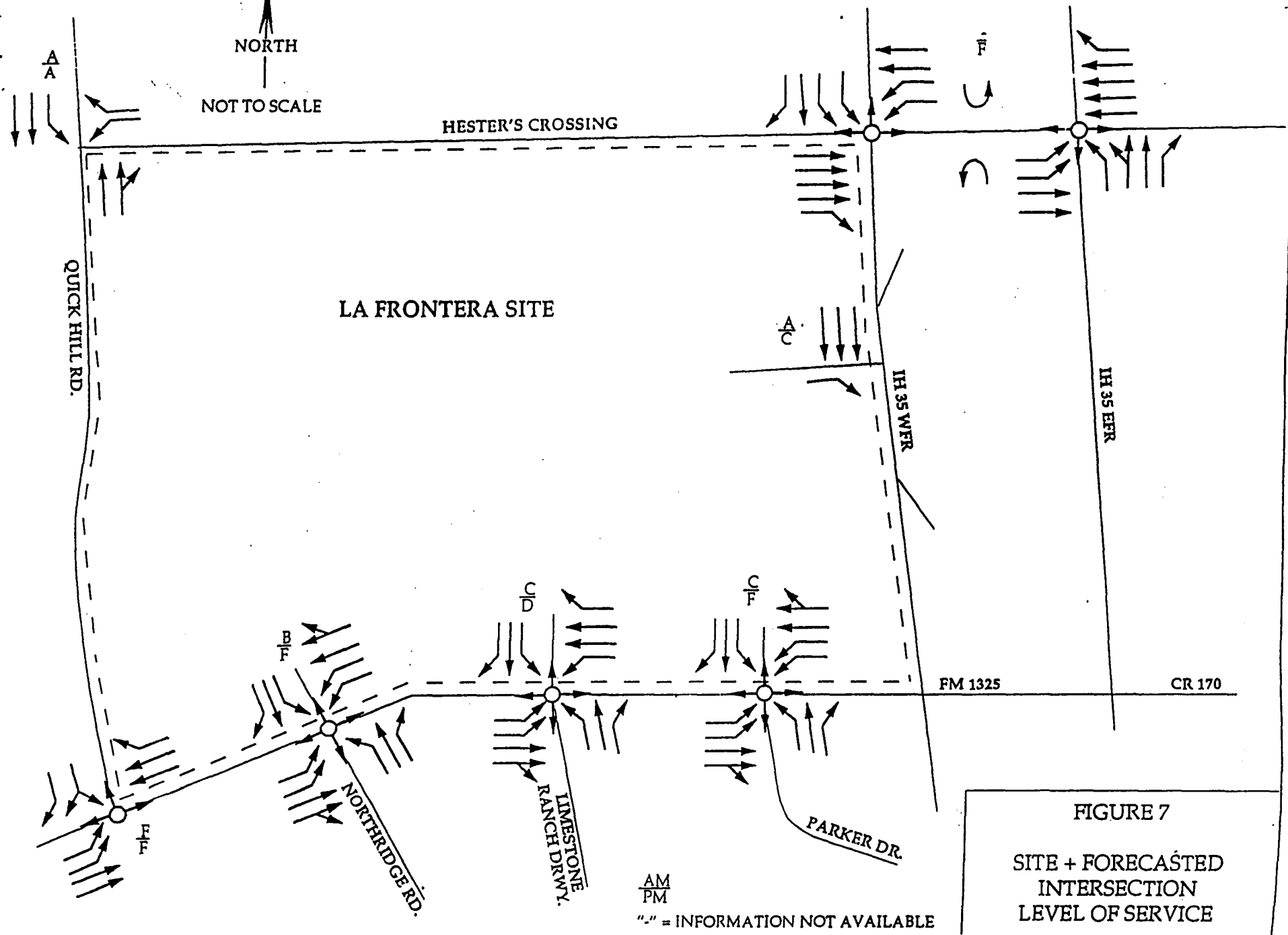
LIMESTONE RANCH DRWY.

PARKER DR.

AM
PM

"-" = INFORMATION NOT AVAILABLE

FIGURE 7
SITE + FORECASTED
INTERSECTION
LEVEL OF SERVICE



DRIVEWAY SPACING ON ADJACENT ROADWAYS

The La Frontera site will be developed along the IH 35 West Frontage Road and FM 1325. When SH 45 is constructed through the area, the site will be located along the SH 45 North Frontage Road; FM 1325 will be realigned to intersect with La Frontera Boulevard within the La Frontera site. In order to provide for safe and efficient traffic operations in and around the La Frontera site, a comprehensive internal roadway network will be constructed as part of site development. With the high level of activity on roadways surrounding the site, it is desirable to move traffic from adjacent roadways into the site as efficiently as possible. The following recommendations have been developed for driveway locations along IH 35, FM 1325, and proposed SH 45.

In general, it is recommended that a minimum 300 foot driveway spacing be maintained for the La Frontera site. As is always the case, driveways should be spaced as far apart as possible. Reflected in the following paragraphs are compromises developed between the City of Round Rock staff and the developer of the property on the number of driveways to be permitted within each section of roadway. The proposed driveway spacing and locations have been proposed in order to address City of Round Rock requirements. Any changes to proposed roadway alignments, intersection locations, or driveway spacing requirements described in the following paragraphs must be approved by the City of Round Rock.

FM 1325

The La Frontera site will access FM 1325 via three future connections at Parker Drive, La Frontera Boulevard, and Northridge Road/Northline Drive. Given existing traffic conditions along FM 1325, additional access to the site via left turns is not recommended. The three proposed roadways which will provide left turn access from FM 1325 into the site will be sufficient to handle left turn demands. The roadways will be constructed to connect with additional internal site roadways, and will provide for efficient circulation within the site. As shown in Figure 9, as part of the internal roadway network, the developer proposes to construct a section of roadway between Parker Drive and La Frontera Boulevard at the future location of the SH 45 North Frontage Road to provide access to Kouri Avenue. When SH 45 is constructed, this internal connector roadway will no longer be necessary.

In addition to the fully directional access locations along FM 1325, WHM had proposed a limited number of right-in, right-out (RIRO) driveways to be constructed approximately midway between site access roadways with physical barriers (a raised median section) to prohibit left turn maneuvers into and out of the La Frontera site. At the request of the City of Round Rock, the property owner has agreed to construct only one limited access service driveway on the east side of the property frontage along FM 1325. Access to this driveway will be restricted to delivery vehicles. A crash gate will be installed on-site which will prevent the use of this driveway by the general public to access the remainder of the La Frontera development. Therefore, the only access along FM 1325 which will be available for use by the general public will be provided via the Parker Drive, La Frontera Boulevard and Northridge Road/Northline Drive intersections.

IH 35 West Frontage Road

Figure 9 shows a conceptual diagram of the site prior to construction of SH 45 (distances are dimensioned for reference purposes). A southbound exit ramp is located along the section of the IH 35 West Frontage Road in front of the La Frontera site. At a minimum, TxDOT requires that access be prohibited 50 feet upstream from the intersection of travelways of the ramp and the frontage road, and for a distance of 250 feet downstream from the intersection of travelways. The access-denied area of 300 feet which has been noted on Figure 9 is associated with the exit ramp.

Sundance Parkway is proposed to be constructed on the La Frontera site approximately 380 feet south of the access-denied area associated with the exit ramp. This roadway will serve as a primary collector for La Frontera traffic. It is recommended that no site driveways be constructed between Sundance Parkway and the IH 35 exit ramp since weaving maneuvers will be occurring in this section. However, an additional driveway should be permitted north of the 300 foot access-denied area associated with the ramp (see Figure 9).

In the future, the existing IH 35 southbound exit ramp is proposed to be removed in conjunction with construction of the IH 35/SH 45 directional interchange. The City of Round Rock has indicated the desire to provide no additional driveways when the exit ramp is removed. The La Frontera property developers have agreed to the restriction requested by the City of Round Rock and will maintain the two proposed access points after the IH 35 ramp is removed. The number of access points will not be increased at

any time in the future; however, the City of Round Rock has indicated it will consider the possibility of shifting access point locations along IH 35 frontage after removal of the existing exit ramp.

SH 45

When FM 1325 is replaced with SH 45, the La Frontera site will front the SH 45 North Frontage Road as shown in Figure 10. Access roadways from the SH 45 North Frontage Road into the La Frontera site will include Parker Drive, Kouri Avenue, La Frontera Boulevard, and Northline Drive. With the exception of La Frontera Boulevard, each of these access roadways will function as a RIRO roadway. La Frontera Boulevard is proposed to connect to FM 1325 south of SH 45.

Based on discussions with the Texas Turnpike Authority and Turner Collie and Braden, Inc., the SH 45 westbound exit ramp which will serve the La Frontera site will be located east of Parker Drive. The limited access service driveway east of Parker Drive which will access FM 1325 prior to construction of SH 45 will most likely require removal due to access control restrictions associated with the SH 45 exit ramp. All weaving will be accomplished prior to vehicles reaching Parker Drive.

WHM has recommended that the section of La Frontera frontage along the SH 45 North Frontage Road should be restricted with a minimum driveway spacing requirement of 300 feet. However, in order to address comments from the City of Round Rock, proposed driveway locations have been restricted. Figure 10 shows proposed driveway locations. As shown on Figure 10, one driveway should be permitted between Parker Drive and Kouri Avenue, no driveways between Kouri Avenue and La Frontera Boulevard, two driveways between La Frontera Boulevard and Northline Drive, and one driveway between Northline Drive and the western property line. At no time should driveways be spaced less than 300 feet from each other or access roadways into the site.

The single driveway proposed between Parker Drive and Kouri Avenue should be located midway between the two roadways (providing an approximate spacing of 360 feet between access points). This driveway will serve as a RIRO driveway for seven restaurant tracts.

The two driveways proposed between La Frontera Boulevard and Northline Drive will serve five tracts (two limited-service hotel tracts and three office tracts). The limited-service hotel tracts are shallow tracts which front the SH 45 frontage road and are located immediately west of La Frontera Boulevard. The provision of a single RIRO driveway to these two tracts will provide better operating conditions than the required configuration if the driveway were not constructed. If not permitted, a fully-directional access point to these sites would be required on La Frontera Boulevard. Since these sites are shallow in depth, it would be necessary to locate a median opening on the proposed arterial (La Frontera Boulevard) 150 to 200 feet north of the SH 45 frontage road. With a proposed underpass at the La Frontera Boulevard and SH 45 intersection, more than 200 feet will be required for queue storage of southbound traffic on La Frontera Boulevard. By providing a RIRO driveway on SH 45, a median opening on La Frontera Boulevard can be eliminated, thus providing more efficient operating conditions for all traffic traveling through the La Frontera Boulevard/SH 45 intersection.

The additional driveway proposed in the section between La Frontera Boulevard and Northline Drive will serve the remaining office tracts.

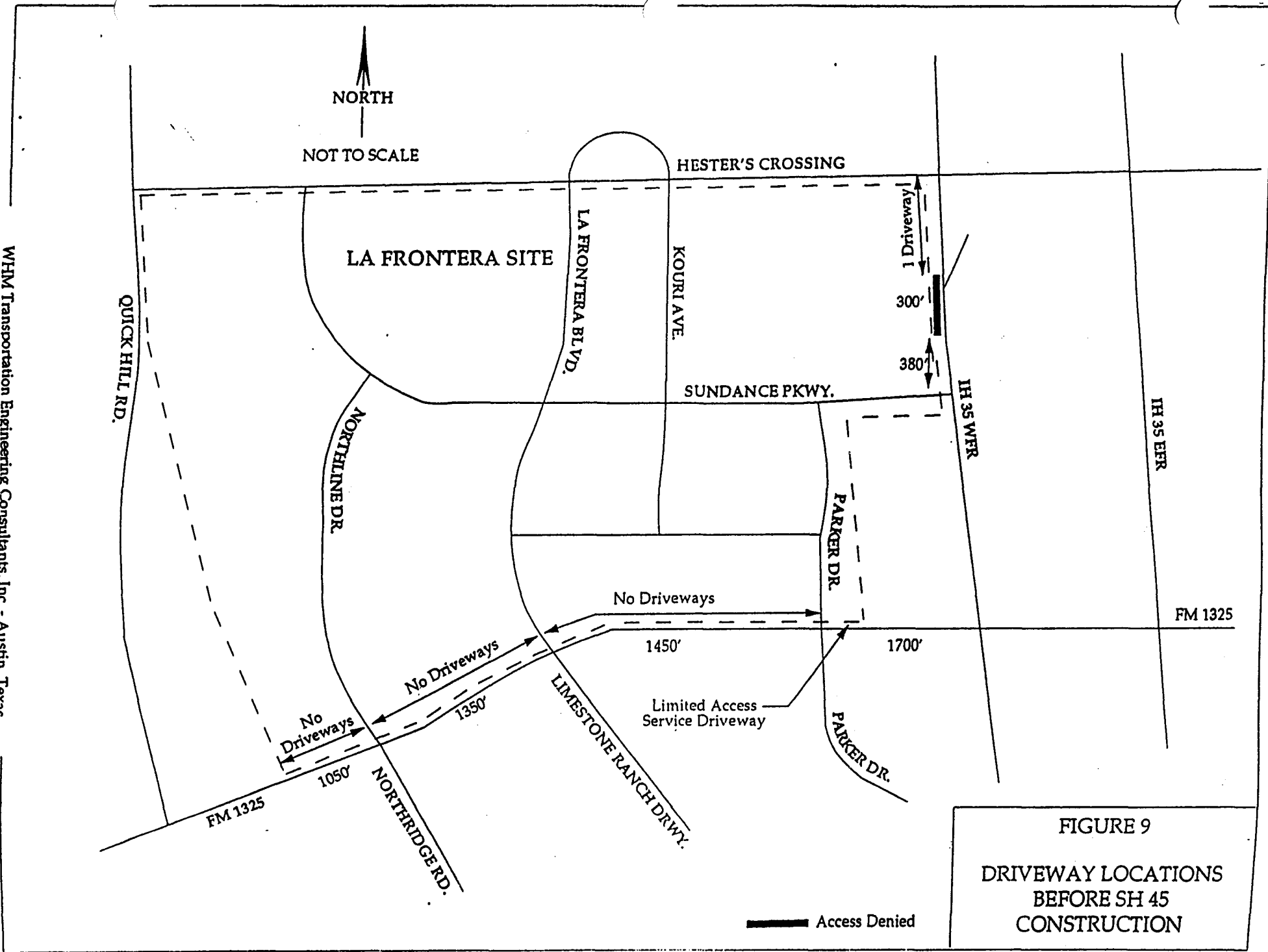


FIGURE 9
DRIVEWAY LOCATIONS
BEFORE SH 45
CONSTRUCTION

Access Denied

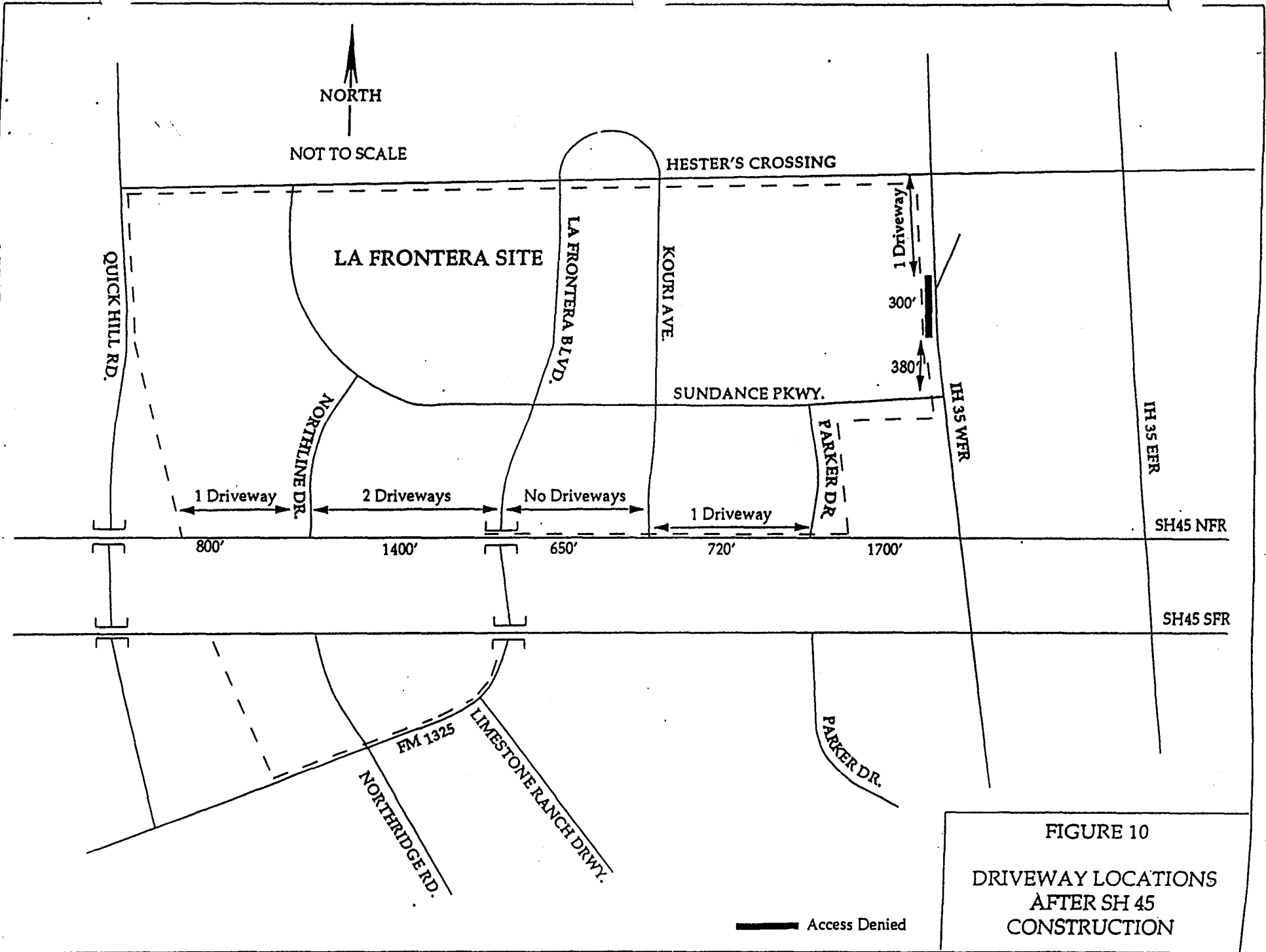


FIGURE 10
DRIVEWAY LOCATIONS
AFTER SH 45
CONSTRUCTION

ROADWAY CROSS-SECTIONS

A well-developed internal circulation network will provide efficient access into and out of the site. The proposed roadway network which will provide for internal circulation among land uses was shown in Figure 10. Patterns of egress and ingress were examined to determine the projected demand on each internal roadway. From there, appropriate cross-section recommendations were developed based on future vehicular traffic demands, pedestrian patterns, and land use requirements. Roadway cross-section recommendations are provided in the following figures (Figures 11 through 14).

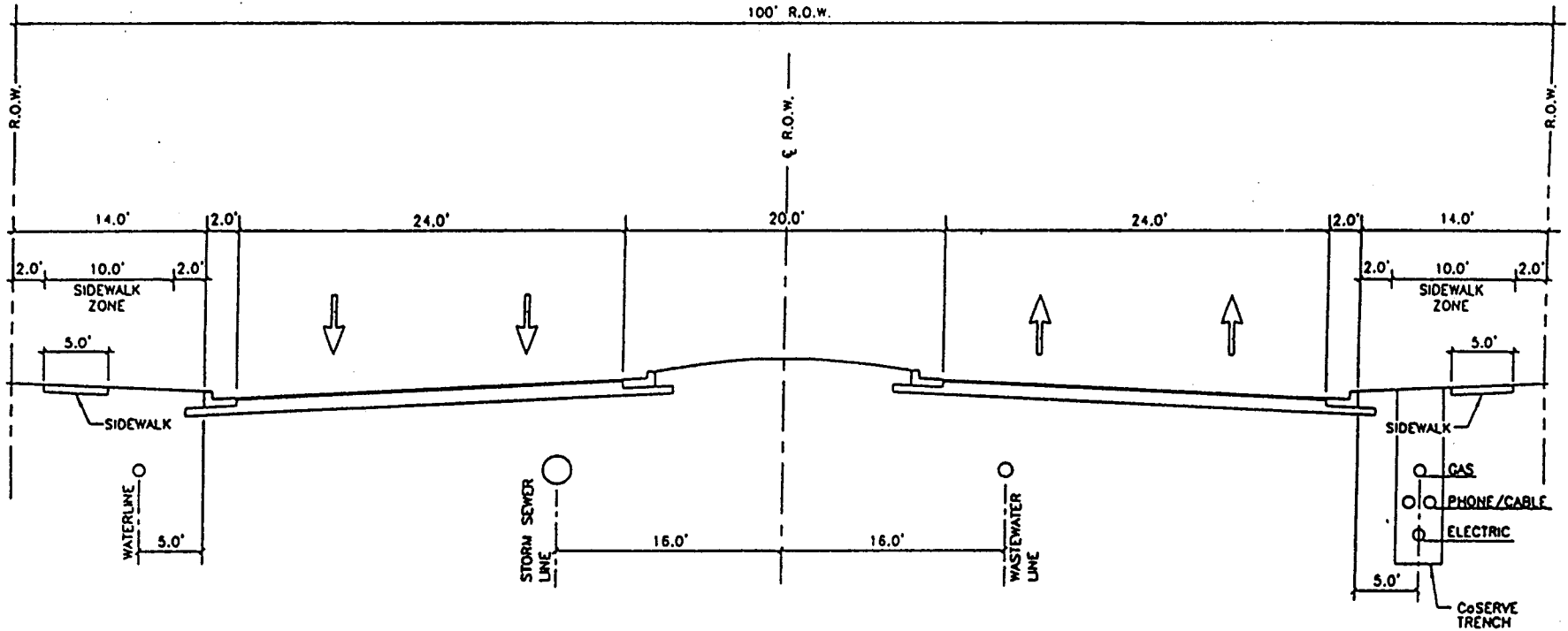


FIGURE 11
TYPICAL STREET SECTION
HESTER'S CROSSING
LA FRONTERA BOULEVARD
PARKER DRIVE
N.T.S.

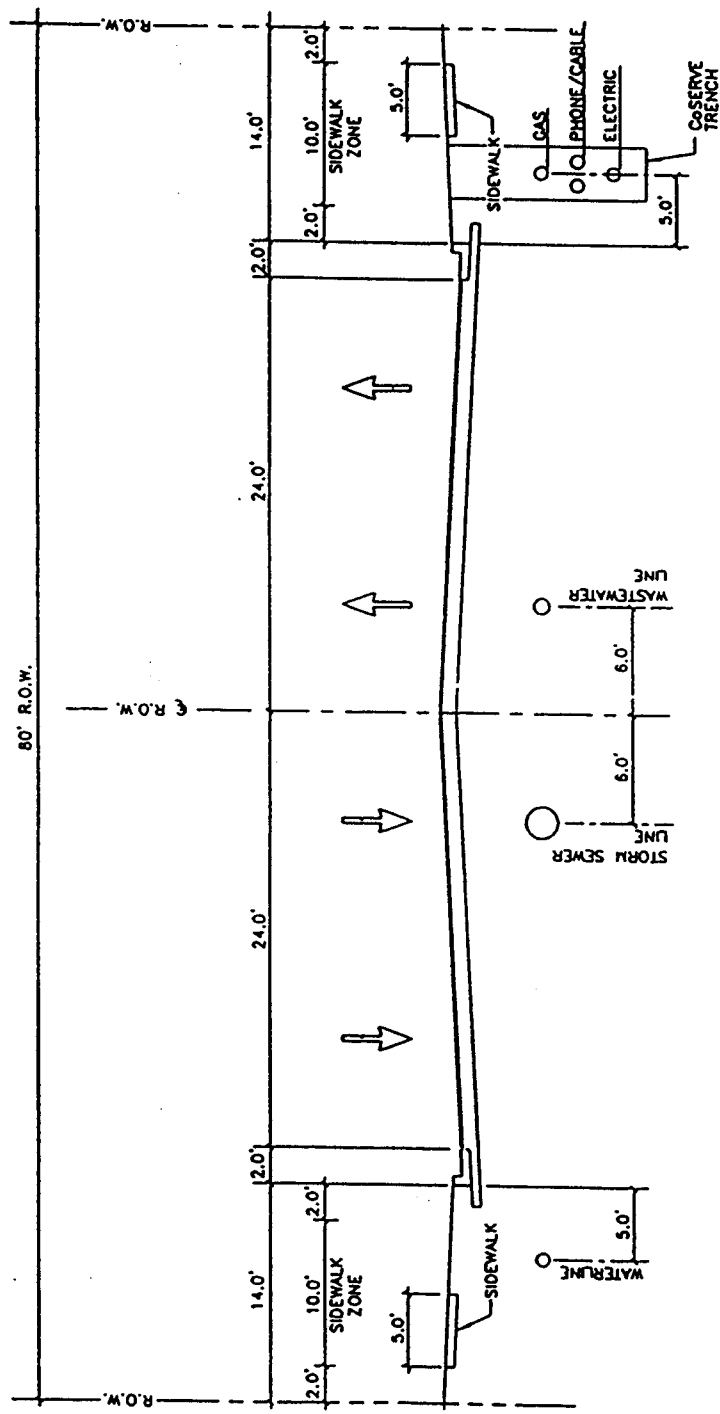


FIGURE 12

TYPICAL STREET SECTION

SUNDANCE PARKWAY (WESTERN END)
 KOURI DRIVE

N.T.S.

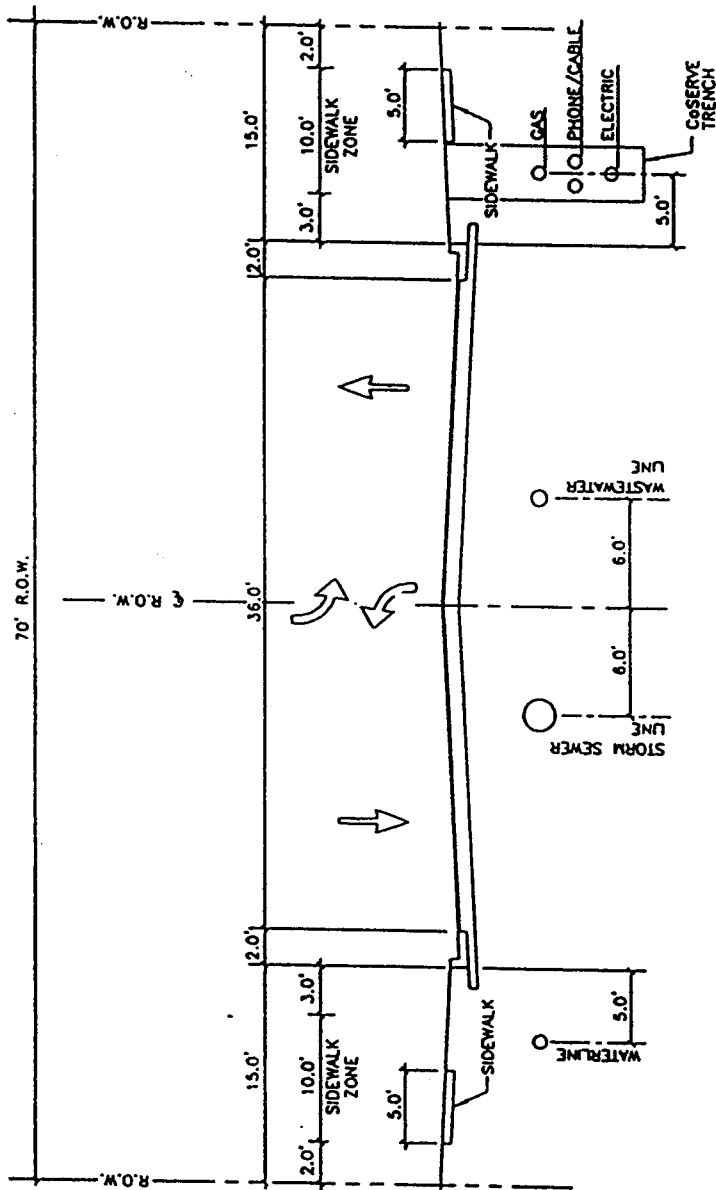


FIGURE 13

TYPICAL STREET SECTION

SUNDANCE PARKWAY (EASTERN END)

N.T.S.

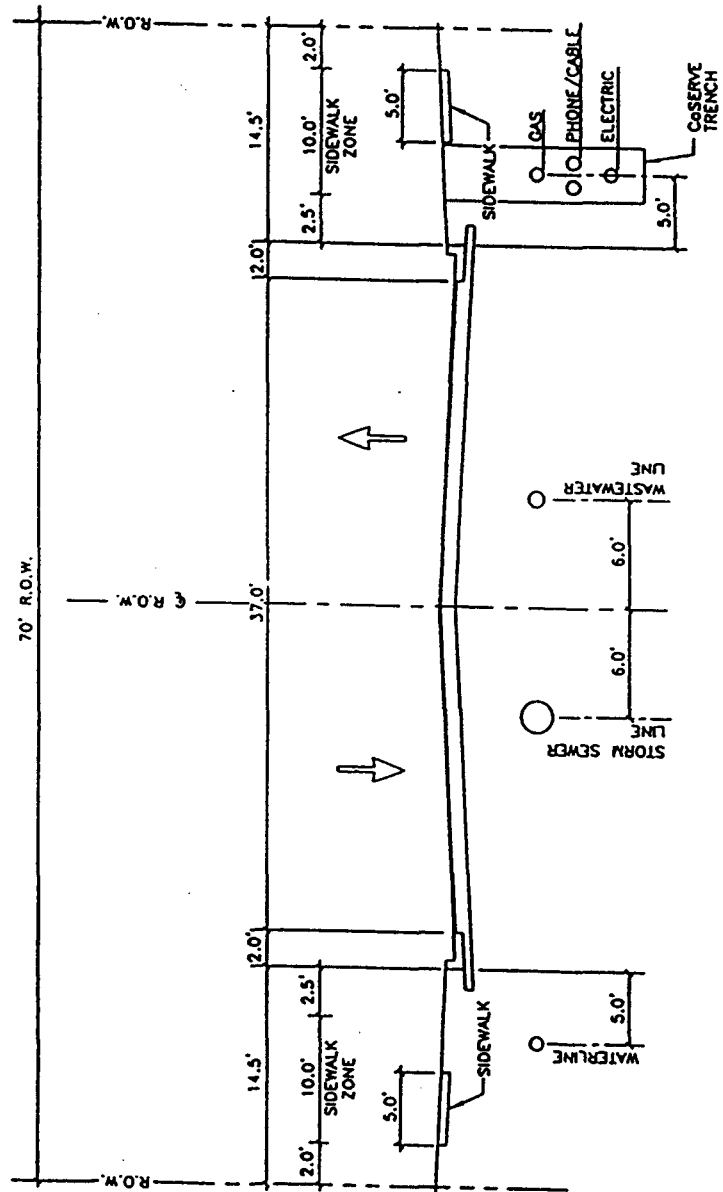


FIGURE 14

TYPICAL STREET SECTION
NORTHLINE BOULEVARD

N.T.S.

SUMMARY AND RECOMMENDATIONS

The preceding analyses have illustrated the effects of site generated and forecasted traffic demand upon the street and roadway network adjacent to and in the vicinity of the project site. Generated traffic volumes were developed in a conservative scenario and assuming complete site development by 2004. Based on the analysis of existing and projected conditions and in order to provide the safest and most effective movement into and out of the site, the following recommendations were developed.

The following recommendations are provided for traffic conditions existing prior to the construction of SH 45:

- (1) Hester's Crossing should be extended from its current termination point west of IH 35 through the site to Quick Hill Road.
- (2) A divided arterial should be constructed from Hester's Crossing to the south to intersect FM 1325 at the Limestone Ranch driveway. This intersection should be signalized.
- (3) Site circulation roadways being constructed as part of the project should align with Parker Drive and Northridge Drive. Parker Drive is assumed to be signalized. Recommended intersection geometrics are shown in Figure 7.
- (4) Adequate intersection spacing to allow appropriate left turn lanes and vehicle storage should be provided within the site, particularly along the proposed arterial extension from Hester's Crossing to FM 1325.
- (5) Dual left turn lanes should be provided along FM 1325 with the proposed signalized intersections discussed previously and as shown in Figure 7. This improvement should be coordinated with TxDOT since FM 1325 is a state facility.
- (6) The benefits derived through trip generation reductions due to synergy among land uses will be increased for the proposed land uses due to the comprehensive roadway network proposed through the site and the ability for the network to distribute traffic to all directions without using adjacent roadways.

- (7) Capital Metro service is not currently available within the area of the site. For this reason, it will be desirable to encourage travel demand management as much as possible among the site land uses; i.e., car/van pools and staggered work hours.

The following recommendations are provided for traffic operations in the vicinity of the site with the construction of SH 45:

- (1) An underpass should be constructed for FM 1325 to pass beneath the mainlanes of SH 45 to extend as an arterial north through the La Frontera site to Hester's Crossing. With the construction of SH 45, it will be necessary to realign FM 1325 to create a 90 degree intersection with the freeway frontage roads. The intersections of FM 1325 with the SH 45 eastbound and westbound frontage roads should be signalized.
- (2) Site internal roadway intersections with Parker Drive and Northline Drive will become right-in, right-out driveways as a result of the SH 45 freeway and frontage road construction.

REFERENCES

1. Austin Metropolitan Area Transportation Plan, Austin Transportation Study, December 12, 1994.
2. City of Round Rock Thoroughfare Plan, Update study underway by Rust Lichliter/Jameson.
3. "Highway Capacity Software," United States Department of Transportation, Federal Highway Administration, January 1995.
4. Highway Capacity Manual, (SR 209), Transportation Research Board, Washington, D.C., 1994.
5. PASSER III - 90, Texas Transportation Institute, Texas A&M University, College Station, Texas, March 1991.
6. Buttko, Carl H., "Trip Generation," Microtrans Corporation, Portland, Oregon, 1997.
7. Trip Generation, 6th Edition, Institute of Transportation Engineers, Washington, D.C., 1997.
8. Traffic Study of the Southeast Commercial Access Plan, City of Round Rock, Rust Lichliter/Jameson, June 1998.

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Williamson County, Texas



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