




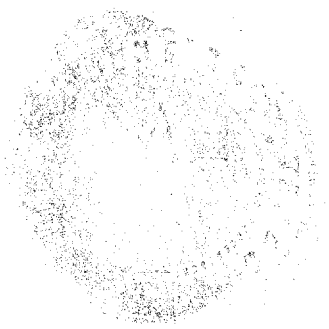
THE STATE OF TEXAS *
COUNTY OF WILLIAMSON *
CITY OF ROUND ROCK *

I, SHERRI MONROE, Assistant City Secretary of the City of Round Rock, Texas, do hereby certify that I am the custodian of the public records maintained by the City and that the above and foregoing is a true and correct copy of Ordinance No. Z-05-05-26-11D3, which approves the rezoning of 50.154 acres of land from District PUD No. 37 to District PUD No. 59. This ordinance was approved by the City Council of the City of Round Rock, Texas, at a regular scheduled meeting held on the 26th of May 2005. These minutes are recorded in the official City Council Minute Book No. 52.

CERTIFIED by my hand and seal of the City of Round Rock, Texas on this 16th day of June 2005.



SHERRI MONROE, Assistant City Secretary



ORDINANCE NO. Z-05-05-26-11D3

AN ORDINANCE AMENDING THE OFFICIAL ZONING MAP OF THE CITY OF ROUND ROCK, TEXAS ADOPTED IN SECTION 11.401(2)(a), CODE OF ORDINANCES (1995 EDITION), CITY OF ROUND ROCK, TEXAS, AND MAKING THIS AMENDMENT A PART OF THE SAID OFFICIAL ZONING MAP, TO WIT: TO REZONE 50.154 ACRES OF LAND, OUT OF THE EPHRAIM EVANS SURVEY, ABSTRACT NO. 212, IN ROUND ROCK, WILLIAMSON COUNTY, TEXAS, FROM DISTRICT PUD NO. 37 (PLANNED UNIT DEVELOPMENT) TO DISTRICT PUD NO. 59 (PLANNED UNIT DEVELOPMENT).

WHEREAS, an application has been made to the City Council of the City of Round Rock, Texas to amend the Official Zoning Map to rezone 50.154 acres of land, out of the Ephraim Evans Survey, Abstract No. 212, in Round Rock, Williamson County, Texas, being more fully described in Exhibit "A" attached hereto, from District PUD No. 37 (Planned Unit Development) to District PUD No. 59 (Planned Unit Development), 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 18th day of May 2005, 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 District PUD No. 59 (Planned Unit Development), and

WHEREAS, on the 26th day of May, 2005, 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 and Section 11.400, Code of Ordinances (1995 Edition), City of Round Rock, Texas concerning public notices, hearings, and other procedural matters has been fully complied with, Now Therefore

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

I.

That the Official Zoning Map adopted in Section 11.401(2)(a), 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 District PUD No. 59 (Planned Unit Development).

II.

That the City Council has hereby determined that PUD No. 59 meets the following goals and objectives:

- (1) The development in PUD No. 59 is equal to or superior to development that would occur under the standard ordinance requirements;
- (2) PUD No. 59 is in harmony with the general purposes, goals, objectives and standards of the General Plan;

- (3) PUD No. 59 does not have an undue adverse effect upon adjacent property, the character of the neighborhood, traffic conditions, parking, utilities or any other matters affecting the public health, safety and general welfare;
- (4) PUD No. 59 will be adequately provisioned by essential public facilities and services including streets, parking, drainage, water, wastewater facilities, and other necessary utilities; and
- (5) PUD No. 59 will be constructed, arranged and maintained so as not to dominate, by scale and massing of structures, the immediate neighboring properties or interfere with their development or use in accordance with any existing zoning district.

III.

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:

- (i) the zoning classification of the property described in **Exhibit "A"**, is hereafter designated as Planned Unit Development No. 59, and the Mayor is hereby authorized and directed to enter into the Agreement and Development Plan for PUD No. 59, attached hereto as **Exhibit "B"**, which agreement shall govern the development and use of said property.

IV.

That 3.139 acres of real property, as described in Exhibit C-4 of the Agreement and Development Plan shall be dedicated to the City of Round Rock free of all monetary liens, with the first plat of Parcel 1. If said right-of-way is not dedicated as stated in the Agreement and Development Plan, the zoning applicable to Parcel 1 shall automatically revert back to the zoning classification applicable to Parcel 1 immediately prior to the effective date of this ordinance. Further, the owner of Parcel 1 shall dedicate right-of-way for the widening of Chandler Road and a wastewater lien easement, both as shown in Exhibit "H" in the Agreement and

Development Plan, with six (6) months after the effective date of this ordinance. If said right-of-way and wastewater easement are not dedicated within said six month period, then the zoning applicable to Parcel 1 shall automatically revert back to the zoning classification applicable to Parcel 1 immediately prior to the effective date of this ordinance.

V.

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.
Alternative 1.

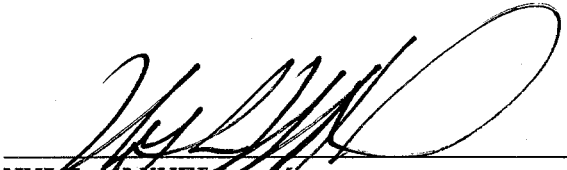
By motion duly made, seconded and passed with an affirmative vote of all the Council members present, the requirement for reading this ordinance on two separate days was dispensed with.

READ, PASSED, and ADOPTED on first reading this 26 day of May, 2005.

Alternative 2.

READ and APPROVED on first reading this the _____ day of _____, 2005.

READ, APPROVED and ADOPTED on second reading this the _____ day of _____, 2005.



NYLE MAXWELL, Mayor
City of Round Rock, Texas

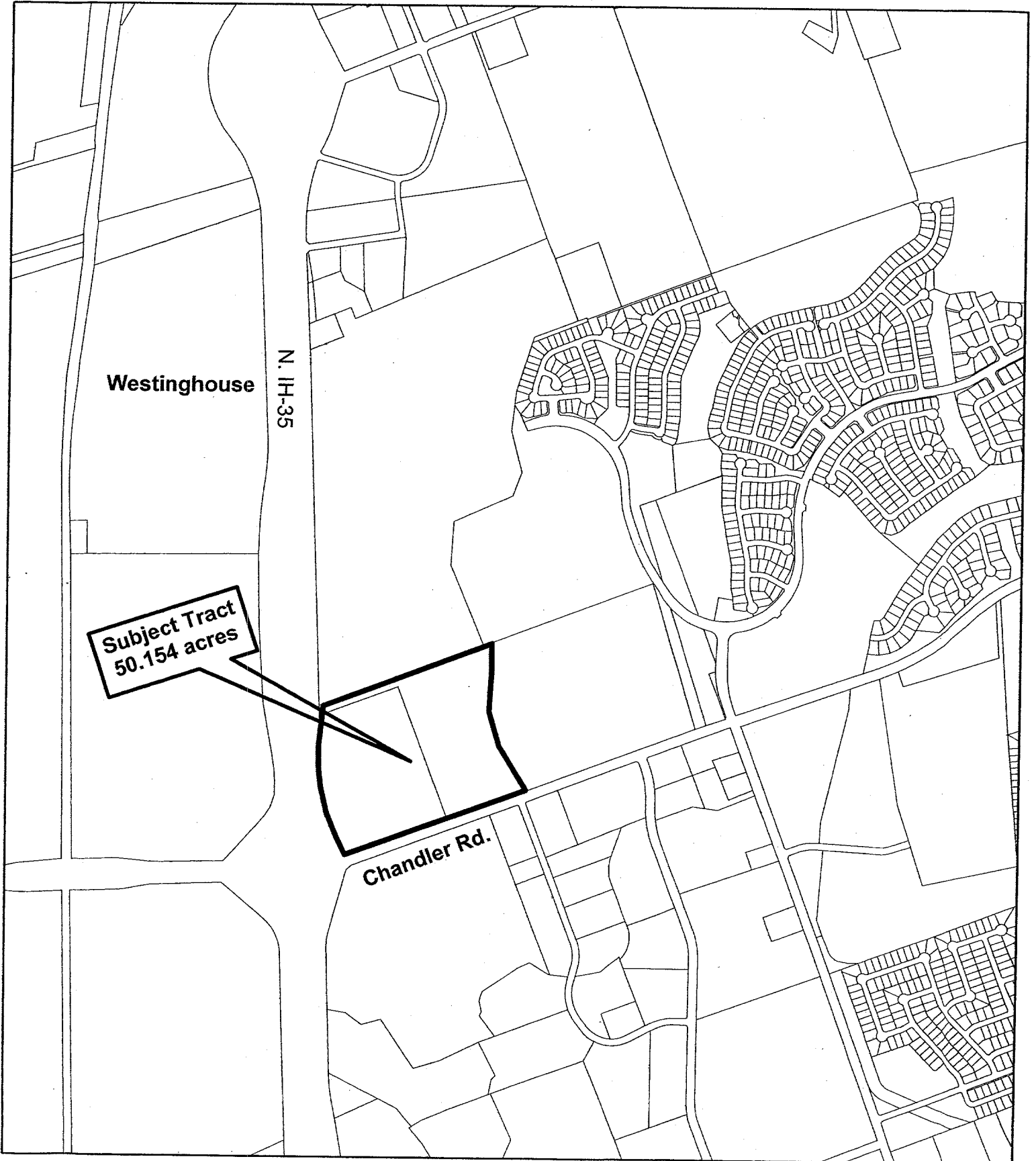
ATTEST:



CHRISTINE R. MARTINEZ, City Secretary



Rezoning - Barshop & Oles Tract PUD 59 - 50.154 Acres



**AGREEMENT AND DEVELOPMENT PLAN
CHANDLER IH 35 RETAIL, LTD. PUD
PLANNED UNIT DEVELOPMENT NO. 59**

**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 Chandler IH 35 Retail, Ltd., a Texas limited partnership, having its offices at 801 Congress, Suite 300, Austin, Texas 78701 (hereafter referred to as the "Owner"). For purposes of this Agreement, the term Owner shall mean Chandler IH 35 Retail, Ltd., its respective successors and assigns; provided, however, upon sale, transfer or conveyance of portions of the hereinafter described property, the duties and obligations of the Owner, as it relates to the respective property, shall be assumed by the new owner, and the Owner shall have no further liability relating to their respective property.

WHEREAS, the Owner is the owner of certain real property consisting of approximately 50.154 acres, as more particularly described in **Exhibit "A"**, (herein after referred to as the "Property") attached hereto and made a part hereof.

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

WHEREAS, pursuant to Chapter 11, Section 11.314, Code of Ordinances (1995 Edition), City of Round Rock, Texas, the Owner has submitted a Development Plan setting forth the development conditions and requirements within the PUD, which Development Plan is contained in Section II of this Agreement; and

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

WHEREAS, on March 16, 2005, the City's Planning and Zoning Commission recommended approval of the Owner's application for a PUD; and

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

Ordinance of the City;

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

I.

GENERAL PROVISIONS

1. CONFORMITY WITH DEVELOPMENT PLAN

That all uses and development within the Property shall conform to the Development Plan included in Section II herein.

2. CHANGES AND MODIFICATIONS

No changes or modifications will be made to this Agreement or the Development Plan unless all provisions pertaining to changes or modifications as stated in Section II.13 below are followed.

3. ZONING VIOLATION

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

4. LIEN HOLDER CONSENT

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

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 Owner from selling or leasing the Property or portions of the Property, together with all development rights and obligations contained in this Agreement and

Development Plan. No consent shall be required in connection with such sale of the Property.

5.2 Necessary Documents and Actions

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

5.3 Severability

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

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.

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 shall be in Williamson County.

5.7 No Third Party Beneficiaries

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

5.8 Duplicate Originals

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

5.9 Notices

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

OWNER

Chandler IH 35 Retail, Ltd.
c/o Barshop & Oles
801 Congress Avenue, Suite 300
Austin, Texas 78701
Attn: Milo Burdette

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 Appeal of Administrative Decisions

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

5.12 Binding Effect

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

II.

DEVELOPMENT PLAN

1. DEFINITIONS

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

hereinafter referred to as "the Code."

2. PROPERTY

This Development Plan ("Plan") covers approximately 50.154 acres of land, located within the city limits of Round Rock, Texas, and more particularly described by metes and bounds in **Exhibit "A"**. For the purpose of assigning land use and development standards, the Property has been divided into development parcels, as shown in **Exhibit "C"**.

3. PURPOSE

The purpose of this Plan is to ensure a PUD that 1) is equal to or superior to development that would occur under the standard ordinance requirements, 2) is in harmony with the General Plan, as amended, 3) does not have an undue adverse effect upon adjacent property, the character of the neighborhood, traffic conditions, parking, utilities or any other matters affecting the public health, safety and welfare, 4) is adequately provisioned by essential public facilities and services, and 5) will be developed and maintained so as not to dominate, by scale or massing of structures, the immediate neighboring properties or interfere with their development or use in accordance with any existing zoning district.

4. APPLICABILITY OF CITY ORDINANCES

4.1 Zoning and Subdivision Ordinances

The Property shall be regulated for purposes of zoning and subdivision by this Plan. All aspects not specifically covered by this Plan shall be regulated by applicable sections of the Code. If there is a conflict between this Agreement and Plan and the Code, this Agreement and Plan shall supersede the specific conflicting provisions of the Code.

4.2 Other Ordinances

All other Ordinances within the Code shall apply to the Property, except as clearly modified by this Plan. In the event of a conflict, the terms of this Agreement shall control.

5. PERMITTED USES

The Property shall be used and developed for the uses as shown in **Exhibits "D-1", "D-2" and "D-3"**.

6. DEVELOPMENT STANDARDS

The Property shall be developed in accordance with the development standards set forth in Exhibits "D-1", "D-2" and "D-3", attached hereto, as applicable to each parcel and its designated use.

7. UNDERGROUND UTILITY SERVICE

Except where approved in writing by the City Engineer, all electrical, telephone and cablevision distribution and service lines, other than overhead lines that are three phase or larger, installed by or at the request of Owner, shall be placed underground to connecting points provided by the service provider. All transformers must be visually screened.

8. DRIVEWAY ACCESS

Driveway access shall be regulated in accordance with the Traffic Impact Analysis approved by the City's Director of Transportation Services.

9. DRIVEWAY THROAT LENGTH

All driveways shall provide a minimum driveway throat of 100 feet, except the northernmost driveway on Oakmont Drive (providing access to the rear of the retail buildings) shall provide a minimum driveway throat of 50 feet. No parking spaces or internal access drives shall intersect with access driveways within this 100-foot or 50-foot, as applicable, throat. Throat length shall be measured from the property line along the street right-of-way.

10. RIGHT-OF-WAY AND EASEMENT DEDICATIONS

The required right-of-way for the proposed Oakmont Drive shall be dedicated or cause to be dedicated to the City, free of all monetary liens, with the final plat for Parcel 1, or pursuant to an agreement or agreements by and between the City of Round Rock and Simon Property Group (Texas), L.P. The right-of-way to be dedicated shall be in accordance with the metes and bounds description shown in Exhibit "C-4". If said right-of-way is not dedicated in accordance with this section, the zoning applicable to Parcel 1 shall automatically revert back to the zoning classification applicable to Parcel 1 immediately prior to the effective date of the ordinance to which this agreement is an exhibit.

If the owner of Parcel 1 has not both (i) dedicated right-of-way for the widening of Chandler Road in the area shown on **Exhibit "H"** attached hereto, and (ii) granted to the City a wastewater line easement in the area shown on **Exhibit "H"** attached hereto, within six (6) months after the date of this ordinance, then the zoning applicable to Parcel 1 shall automatically revert back to the zoning classification applicable to Parcel 1 immediately prior to the effective date of this ordinance.

Further, Owner shall construct, or cause to be constructed, at least two lanes of Oakmont Drive within the right-of-way described above, along with associated roadway improvements, including a pro-rated share of costs of construction of the traffic signal at the intersection of Oakmont Drive and Chandler Road, when and if said signal is required. Owner shall also pay a pro-rated share of the traffic signal at the intersection of Chandler Road and the driveway to Parcel 1. This payment shall be made to the City within thirty (30) days of a receipt of a written request from the City that warrants have been met justifying the construction of said signal.

11. STREETSCAPE

The streetscape for Oakmont Drive shall be landscaped substantially in accordance with **Exhibits "F-1"** and **"F-2"**. Street medians and streetside planting areas for Oakmont Drive shall have a minimum of two (2) large trees and three (3) small trees for every one hundred (100) linear feet.

Street trees for Oakmont Drive shall be irrigated by a permanent automatic irrigation system constructed to current City standards by the Owner.

12. WATER FEATURES

The perimeter of the water feature area in Parcel 3, as identified on the Parcel Map attached to this ordinance as **Exhibit "C"**, abutting the IH-35 frontage road shall have, on average, large trees spaced a minimum of fifty (50) feet on center and one (1) small tree spaced a minimum of thirty (30) feet on center. Additionally, pedestrian paths (minimum of six (6) feet wide) shall be provided to connect the proposed structures along the south side of the water feature to the walking trails and community plaza along the eastern side.

Unless expressly approved by the Director of Planning, the design of the water features in Parcels and 1 and 3 shall make reasonable efforts to preserve and accommodate existing trees in the pond area.

13. CHANGES TO AGREEMENT AND DEVELOPMENT PLAN

13.1 Minor Changes

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

13.2 Major Changes

All changes not permitted under section 13.1 above shall be resubmitted following the same procedure required by the original PUD application; provided, however, that nothing herein or otherwise shall require an owner of a portion of the Property (the "Rezoning Owner") to obtain the consent or approval of any other owner of a portion of the Property for a change in zoning (including amending this Agreement) as it applies to the land of the Rezoning Owner.

14. CONCEPT PLAN APPROVED

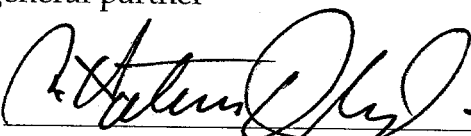
Approval of this Agreement constitutes Concept Plan approval under the City Subdivision Ordinance.

15. GENERAL PLAN 2000

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


CHANDLER IH 35 RETAIL, LTD.,
a Texas limited partnership

By: B&O Development G.P., L.L.C.,
A Texas limited liability company,
its general partner

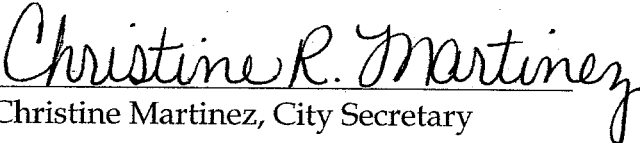
By: 
C. Patrick Oles, Jr., President

Date: June 7, 2005

CITY OF ROUND ROCK, TEXAS

By: 
Nyle Maxwell, Mayor

ATTEST:

By: 
Christine Martinez, City Secretary

LIST OF EXHIBITS

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
Exhibit "A"	Metes and Bounds Description of Property
Exhibit "B"	Lien Holder Consent
Exhibit "C"	Development Parcels
Exhibit "C-1"	Metes and Bounds Description of Parcel 1
Exhibit "C-2"	Metes and Bounds Description of Parcel 2
Exhibit "C-3"	Metes and Bounds Description of Parcel 3
Exhibit "C-4"	Metes and Bounds Description of Oakmont Drive
Exhibit "D-1"	Uses and Development Standards for Parcel 1
Exhibit "D-2"	Uses and Development Standards for Parcel 2
Exhibit "D-3"	Uses and Development Standards for Parcel 3
Exhibit "E"	Reserved
Exhibit "F-1"	Streetscape (Plan View)
Exhibit "F-2"	Streetscape (Profile View)
Exhibit "G"	Architecture
Exhibit "H"	Right of Way and Easement Locations
Exhibit "I"	Theater/Cinema Design and Signage

EXHIBIT A

METES AND BOUNDS DESCRIPTION OF PROPERTY

50.154 ACRES
SCOTT & WHITE TRACT
IH-35 & CHANDLER ROAD

FN. NO. 05-116(CAG)
FEBRUARY 18, 2005
BPI JOB NO. 392-37

DESCRIPTION

OF A 50.154 ACRE TRACT OF LAND OUT OF THE EPHRAIM EVANS SURVEY, ABSTRACT NO. 212, SITUATED IN WILLIAMSON COUNTY, TEXAS BEING ALL OF LOT 1, BLOCK A, FIRST LIMITED ADDITION, A SUBDIVISION OF RECORD IN CABINET O, SLIDES 22-23 OF THE PLAT RECORDS OF WILLIAMSON COUNTY, TEXAS, AND ALSO BEING A PORTION OF THAT CERTAIN 74.590 ACRE TRACT OF LAND CONVEYED TO SCOTT & WHITE MEMORIAL HOSPITAL AND SCOTT, SHERWOOD AND BRINDLEY FOUNDATION BY DEED OF RECORD IN DOCUMENT NO. 9733254 OF THE OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 50.154 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a 1/2 inch iron rod found in the easterly right-of-way line of Interstate Highway 35 (R.O.W. varies), being the southwesterly corner of that certain 132.28 acre tract of land conveyed to ANC-Round Rock Assets II, LP by deed of record in Document No. 2001001644 of the Official Public Records of Williamson County, Texas, same being the northwesterly corner of said 74.590 acre tract and hereof;

THENCE, N69°15'57"E, leaving the easterly line of Interstate Highway 35, along a portion of the northerly line of said 74.590 acre tract, being in part the southerly line of said 132.28 acre tract and in part a portion of the westerly line of that certain 107.44 acre tract of land conveyed to NNP-Teravista by deed of record in Document No. 2001001639 of said Official Public Records, for the northerly line hereof, passing at a distance of 1548.87 feet a 1/2 inch iron rod with cap found for the southeasterly corner of said 132.28 acre tract, being an angle point in the westerly line of said 107.44 acre tract, and continuing for a total distance of 1609.98 feet to a 1/2 inch iron rod with cap set in the curving easterly right-of-way line of future Oakmont Drive (100' R.O.W.) for the northeasterly corner hereof, from which a 1/2 inch iron rod found, being the northeasterly corner of said 74.590 acre tract, same being an angle point in the westerly line of said 107.44 acre tract bears N69°15'57"E, a distance of 1514.38 feet;

THENCE, leaving the westerly line of said 107.44 acre tract, over and across said 74.590 acre tract, along the easterly right-of-way line of future Oakmont Drive for the easterly line hereof, the following three (3) courses and distances:

- 1) Along a non-tangent curve to the left having a radius of 2200.00 feet, a central angle of 23°28'12", an arc length of 901.18 feet, and a chord which bears S08°58'06"E, a distance of 894.89 feet to a 1/2 inch iron rod with cap set for the point of tangency;

FN 05-116(CAG)
FEBRUARY 18, 2005
PAGE 2 OF 2

- 2) S20°42'11"E, a distance of 436.20 feet to a 1/2 inch iron rod with cap set for an angle point;
- 3) S65°42'54"E, along a right-of-way cutback at the intersection of future Oakmont Drive and Chandler Road (R.O.W. varies), a distance of 35.35 feet to a 1/2 inch iron rod with cap set for the southeasterly corner hereof, being in the northerly right-of-way line of Chandler Road and the southerly line of said 74.590 acre tract from which a 1/2 inch iron rod found in the northerly right-of-way line of Chandler Road, being the southeasterly corner of said 74.590 acre tract, same being the southwesterly corner of said 107.44 acre tract bears N69°17'01"E, a distance of 1575.90 feet;

THENCE, along the northerly right-of-way line of Chandler Road, being the southerly and a portion of the westerly line of said 74.590 acre tract, for a portion of the southerly line hereof, the following two (2) courses and distances:

- 1) S69°17'01"W, a distance of 763.18 feet to a cotton gin spindle found for the southwesterly corner of said 74.590 acre tract for an angle point hereof;
- 2) N20°43'37"W, a distance of 20.06 feet to a 1/2 inch iron rod found for an angle point hereof, being the southeasterly corner of said Lot 1;

THENCE, S69°17'30"W, leaving the westerly line of said 74.590 acre tract, continuing along the northerly right-of-way line of Chandler Road, being the southerly line of said Lot 1 for a portion of the southerly line hereof, a distance of 934.24 feet to a 1/2 inch iron rod with cap found for the southwesterly corner of said Lot 1 and hereof, being in the easterly right-of-way line of Interstate Highway 35;

THENCE, leaving the northerly right-of-way line of Chandler Road, along the easterly right-of-way line of Interstate Highway 35, being the westerly line of said Lot 1 and a portion of the westerly line of said 74.590 acre tract for the westerly line hereof, the following three (3) courses and distances:

- 1) N22°52'19"W, a distance of 330.08 feet to a concrete highway monument found at the point of curvature of a curve to the right;
- 2) Along said curve to the right having a radius of 1095.90 feet, a central angle of 20°51'40", an arc distance of 399.01 feet and a chord which bears N12°29'06"W, a distance of 396.81 feet to a concrete highway monument found for the end of said curve;


FN 05-116 (CAG)
FEBRUARY 18, 2005
PAGE 3 OF 3

- 3) N02°04'48"W, a distance of 626.96 feet to the **POINT OF BEGINNING**, containing an area of 50.154 acres (2,184,720 square feet) of land, more or less, within these metes and bounds.

BEARING BASIS: REFERENCED TO THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE BASED ON PUBLISHED NAD 83/93 HARN VALUES FOR THE CITY OF GEORGETOWN MONUMENTATION NETWORK.

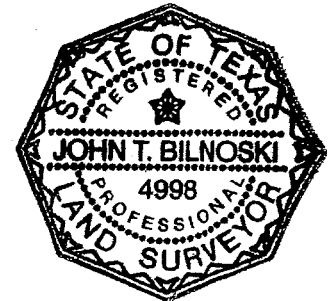
I, JOHN T. BILNOSKI, A REGISTERED PROFESSIONAL LAND SURVEYOR, DO HEREBY CERTIFY THAT THE PROPERTY DESCRIBED HEREIN WAS DETERMINED BY A SURVEY MADE ON THE GROUND UNDER MY DIRECTION AND SUPERVISION. A SURVEY EXHIBIT WAS PREPARED TO ACCOMPANY THIS DESCRIPTION.

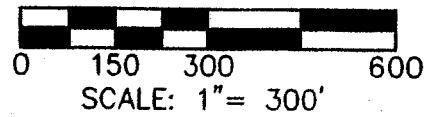
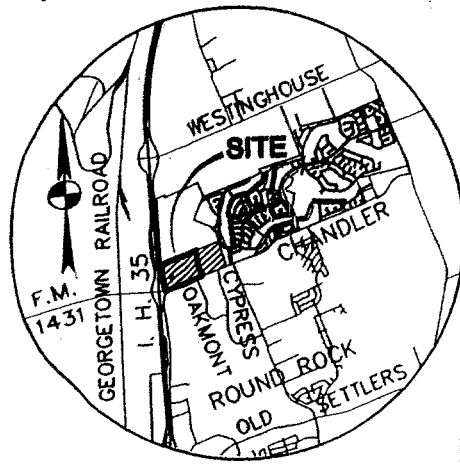
BURY & PARTNERS, INC.
ENGINEERS AND SURVEYORS
3345 BEE CAVES ROAD, SUITE 200
AUSTIN, TEXAS 78746



JOHN T. BILNOSKI
R.P.L.S #4998
STATE OF TEXAS

2/18/05





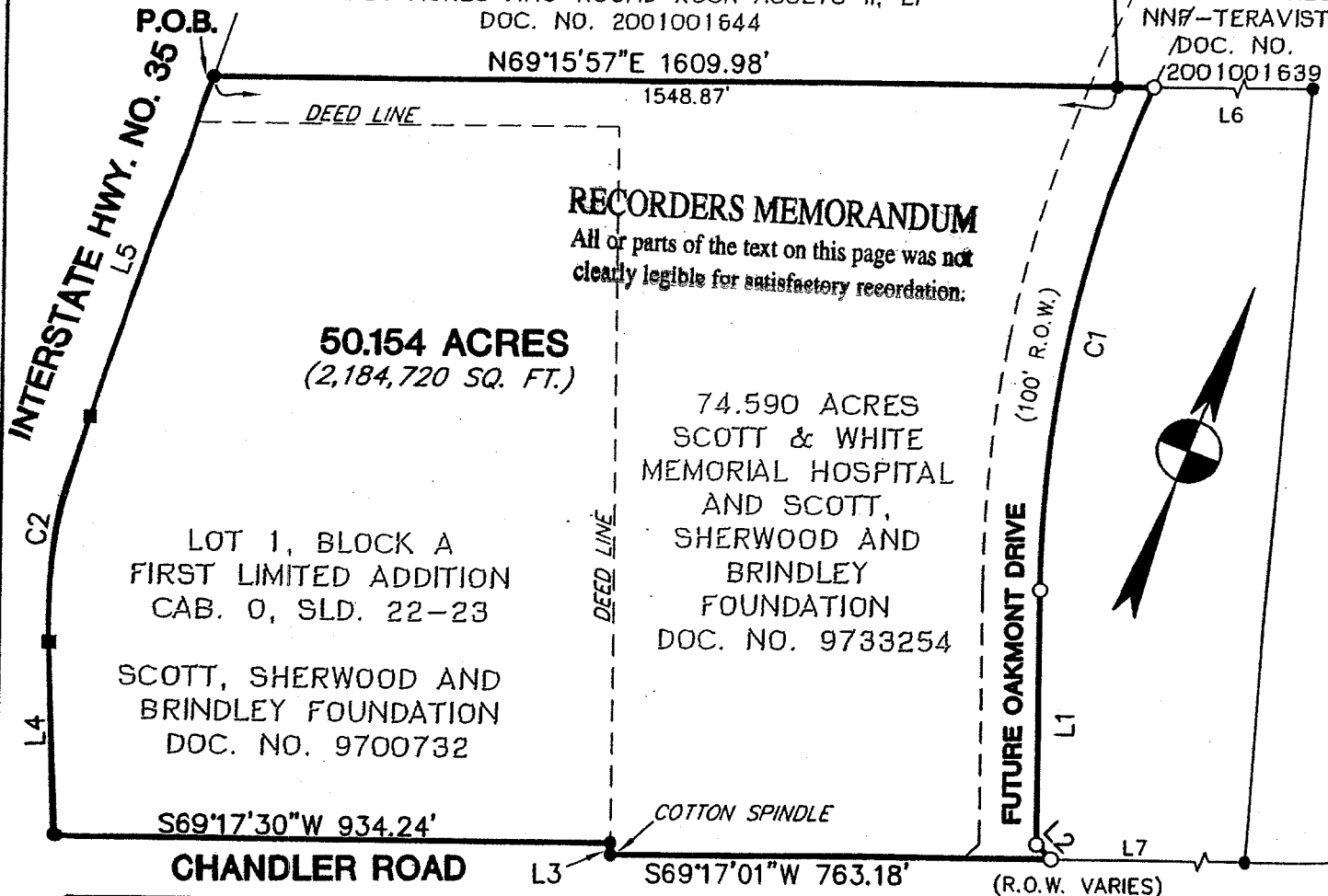
LINE TABLE		
No.	Bearing	Distance
L1	S20°42'11"E	436.20'
L2	S65°42'54"E	35.35'
L3	N20°43'37"W	20.06'
L4	N22°52'19"W	330.08'
L5	N02°04'48"W	626.96'
L6	N69°15'57"E	1514.38'
L7	N69°17'01"E	1575.90'

CURVE TABLE					
No.	Delta	Radius	Arc Length	Chord Length	Chord Bearing
C1	23°28'12"	2200.00	901.18	894.89	S08°58'06"E
C2	20°51'40"	1095.90	399.01	396.81	N12°29'06"W

VICINITY MAP
N.T.S.

132.28 ACRES ANC-ROUND ROCK ASSETS II, LP
DOC. NO. 2001001644

107/44 ACRES
NNF-TERAVISTA
DOC. NO.
2001001639



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

50.154 ACRES
(2,184,720 SQ. FT.)

74.590 ACRES
SCOTT & WHITE
MEMORIAL HOSPITAL
AND SCOTT,
SHERWOOD AND
BRINDLEY
FOUNDATION
DOC. NO. 9733254

LOT 1, BLOCK A
FIRST LIMITED ADDITION
CAB. 0, SLD. 22-23
SCOTT, SHERWOOD AND
BRINDLEY FOUNDATION
DOC. NO. 9700732

S69°17'30"W 934.24'

COTTON SPINDLE

S69°17'01"W 763.18'

LEGEND

- 1/2" IRON ROD FOUND (UNLESS NOTED)
- 1/2" IRON ROD SET WITH CAP
- CONCRETE MONUMENT FOUND
- P.O.B. POINT OF BEGINNING

MCNEIL CONSUMER
PRODUCTS CO.
VOL. 657, PG. 659

LOT 1
OAKMONT
CENTRE
SEC. 2

OAKMONT
PROVIDENT
DEV. CO.

LOT 1
OAKMONT
CENTRE
SEC. 4

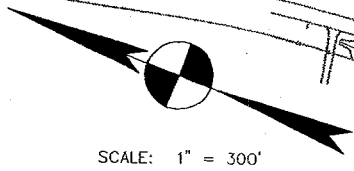
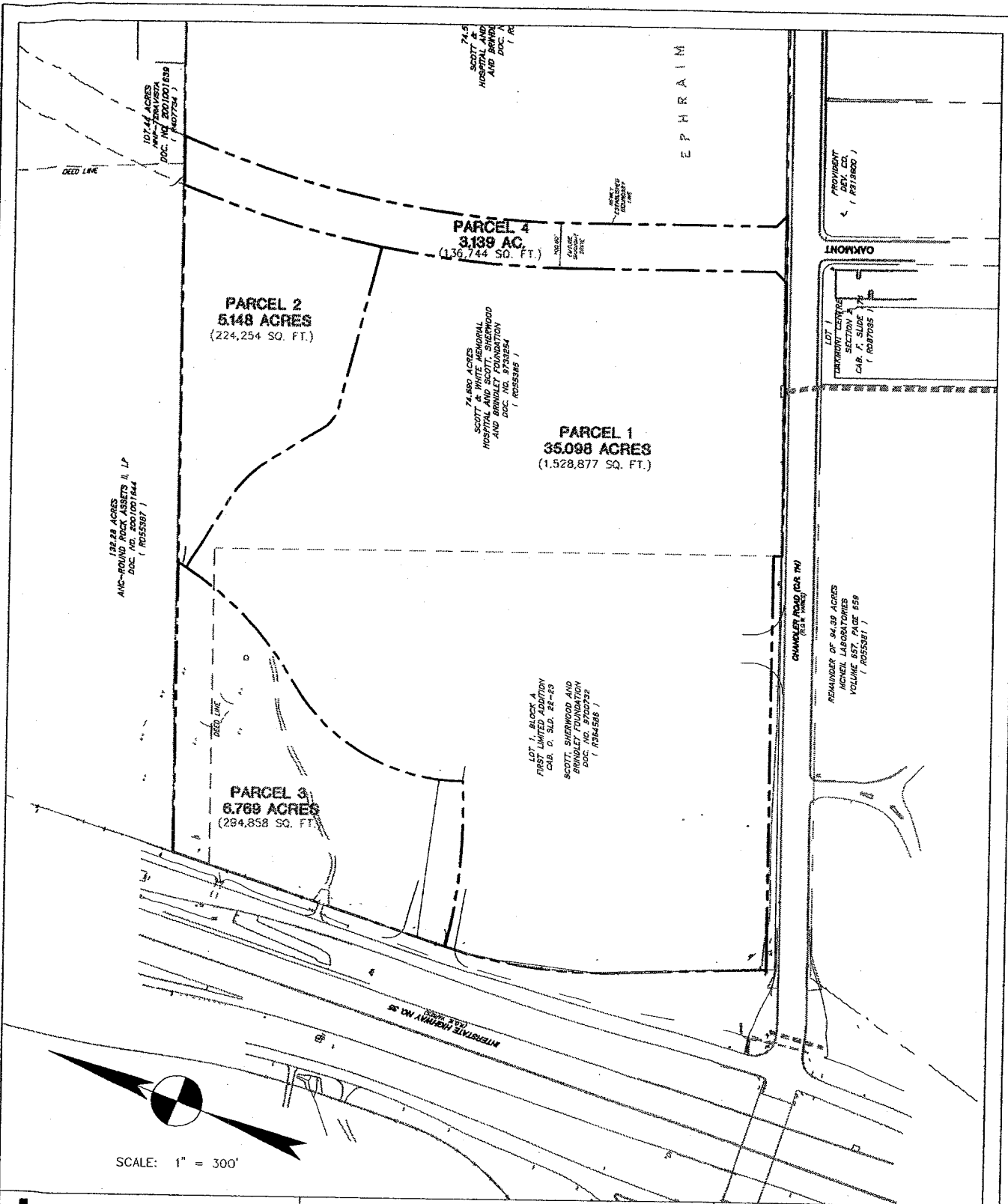
BARSHOP & OLES

SKETCH TO ACCOMPANY DESCRIPTION

OF 50.154 ACRES OF LAND OUT OF THE EPHRAIM EVANS SURVEY, ABSTRACT NO. 212, SITUATED IN WILLIAMSON COUNTY, TEXAS BEING A PORTION OF THAT CERTAIN 74.590 ACRE TRACT OF LAND CONVEYED TO SCOTT AND WHITE MEMORIAL HOSPITAL AND SCOTT, SHERWOOD AND BRINDLEY FOUNDATION BY DEED OF RECORD IN DOCUMENT NO. 9733254 OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, AND ALL OF LOT 1, BLOCK A, FIRST LIMITED ADDITION, A SUBDIVISION OF RECORD IN CABINET 0, SLIDES 22-23 OF THE PLAT RECORDS OF WILLIAMSON COUNTY, TEXAS

EXHIBIT C

DEVELOPMENT PARCELS



SCALE: 1" = 300'

RECORDERS MEMORANDUM
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clearly legible for satisfactory recordation.

<p>Bury+Partners ENGINEERING SOLUTIONS 3345 Bee Caves Road, Suite 200 Austin, Texas 78746 Tel. (512)328-0011 Fax (512)328-0325 Bury+Partners, Inc. ©Copyright 2005</p>	<p>CHANDLER/I-35 RETAIL, LTD. PUD #59</p>		<p>DEVELOPMENT PARCELS EXHIBIT C</p>
	<p>BARSHOP & OLES</p>		
<p>DATE: 02/23/05</p>	<p>SCALE: 1" = 1'</p>	<p>DRAWN BY: SPM</p>	<p>PROJECT No.: 392-37.10</p>
		<p>FILE: G:\392\37\39237EXH112</p>	

EXHIBIT C-1

METES AND BOUNDS DESCRIPTION OF PARCEL 1

35.098 ACRES
SCOTT & WHITE TRACT
BARSHOP & OLES

FN. NO. 05-083 (CAG)
FEBRUARY 5, 2005
BPI JOB NO. 392-37

DESCRIPTION

OF A 35.098 ACRE TRACT OF LAND OUT OF THE EPHRAIM EVANS SURVEY, ABSTRACT NO. 212, SITUATED IN WILLIAMSON COUNTY, TEXAS, BEING A PORTION OF THAT CERTAIN 74.590 ACRE TRACT OF LAND CONVEYED TO SCOTT & WHITE MEMORIAL HOSPITAL AND SCOTT, SHERWOOD AND BRINDLEY FOUNDATION BY DEED OF RECORD IN DOCUMENT NO. 9733254 OF THE OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS, AND A PORTION OF LOT 1, BLOCK A, FIRST LIMITED ADDITION, A SUBDIVISION OF RECORD IN CABINET O, SLIDES 22-23 OF THE PLAT RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 35.098 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a 1/2 inch iron rod found at the intersection of the easterly right-of-way line of Interstate Highway 35 (R.O.W. varies) and the northerly right-of-way line of Chandler Road (R.O.W. varies), being the southwesterly corner of said Lot 1 and hereof;

THENCE, leaving the northerly right-of-way line of Chandler Road, along the easterly line of Interstate Highway 35, being a portion of the westerly line of said Lot 1, for a portion of the westerly line hereof, the following two (2) courses and distances:

- 1) N22°52'19"W, a distance of 330.08 feet to a concrete highway monument found, being the point of curvature of a curve to the right;
- 2) Along said curve to the right having a radius of 1095.90 feet, a central angle of 20°18'17", an arc distance of 388.37 feet and a chord which bears N12°45'48"W, a distance of 386.34 feet to a 1/2 inch iron rod with cap set for the point of curvature of a non-tangent curve to the left, from which a concrete highway monument found for the end of said curve in the easterly line of Interstate Highway 35 bears with the arc of said curve N02°19'58"W, a chord distance of 10.64 feet;

THENCE, leaving the easterly right-of-way line of Interstate Highway 35, over and across said Lot 1, and over and across said 74.590 acre tract, for the northerly line hereof, the following nine (9) courses and distances:

- 1) Along said non-tangent curve to the left having a radius of 1274.94 feet, a central angle of $16^{\circ}53'49''$, an arc length of 375.99 feet and a chord which bears $N74^{\circ}20'15''E$, a distance of 374.62 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 2) $N20^{\circ}43'21''W$, a distance of 2.86 feet to a 1/2 inch iron rod with cap set for the point of curvature of a curve to the right;
- 3) Along said curve to the right having a radius of 430.00 feet, a central angle of $60^{\circ}13'28''$, an arc length of 451.98 feet, and a chord which bears $N09^{\circ}23'23''E$, a distance of 431.46 feet to a 1/2 inch iron rod with cap set for the point of curvature of a reverse curve to the left;
- 4) Along said reverse curve to the left having a radius of 770.00 feet, a central angle of $26^{\circ}45'31''$, an arc length of 359.61 feet, and a chord which bears $N26^{\circ}07'22''E$, a distance of 356.35 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 5) $S80^{\circ}00'18''E$, a distance of 182.14 feet to a 1/2 inch iron rod with cap set for the point of curvature of a curve to the right;
- 6) Along said curve to the right having a radius of 260.25 feet, a central angle of $27^{\circ}15'46''$, an arc length of 123.83 feet, and a chord which bears $S66^{\circ}22'25''E$, a distance of 122.67 feet to a 1/2 inch iron rod with cap set for the point of tangency;
- 7) $S52^{\circ}44'31''E$, a distance of 153.59 feet to a 1/2 inch iron rod with cap set for an angle point;
- 8) $S74^{\circ}43'22''E$, a distance of 33.11 feet to a 1/2 inch iron rod with cap set for an angle point;

- 9) N83°17'48"E, a distance of 382.83 feet to a 1/2 inch iron rod with cap set for the point of curvature of a non-tangent curve to the left, being in the westerly right-of-way line of future Oakmont Drive (100' R.O.W.);

THENCE, continuing over and across said 74.590 acre tract, along the westerly right-of-way line of future Oakmont Drive for the easterly line hereof, the following two (2) courses and distances:

- 1) Along said non-tangent curve to the left, having a radius of 2300.00 feet, a central angle of 10°57'26", an arc length of 439.86 feet, and a chord which bears S15°13'28"E, a distance of 439.19 feet to a 1/2 inch iron rod with cap set for the point of tangency;
- 2) S20°42'11"E, a distance of 436.23 feet to a 1/2 inch iron rod with cap set for an angle point in the westerly line hereof;

THENCE, S24°17'06"W, along a right-of-way cutback at the intersection of future Oakmont Drive and Chandler Road, a distance of 35.36 feet to a 1/2 inch iron rod with cap set for the southeasterly corner hereof, being in the northerly right-of-way line of Chandler Road, from which a 1/2 inch iron rod found for the common southerly corner of said 74.590 acre tract and that certain 107.44 acre tract of land conveyed to NNP-Teravista LP by deed of record in Document No. 2001001639 of the Official Public Records of Williamson County, Texas bears N69°17'01"E, a distance of 1725.90 feet;

THENCE, along the northerly line of Chandler Road, being the southerly and a portion of the westerly line of said 74.590 acre tract, for a portion of the southerly line hereof, the following two (2) courses and distances:


- 1) S69°17'01"W, a distance of 613.18 feet to a cotton gin spindle found for an angle point;
- 2) N20°43'37"W, a distance of 20.06 feet to a 1/2 inch iron rod found, being the southeasterly corner of said Lot 1;

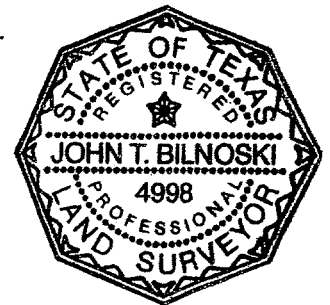
FN 05-083 (CAG)
FEBRUARY 5, 2005
Page 4 of 4

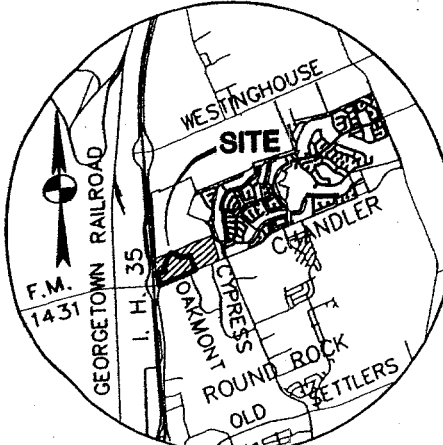
THENCE, S69°17'30"W, leaving the westerly line of said 74.590 acre tract, continuing along the northerly line of Chandler Road, being the southerly line of said Lot 1 for a portion of the southerly line hereof, a distance of 934.24 feet to the **POINT OF BEGINNING**, containing an area of 35.098 acres (1,528,877 sq. ft.) of land, more or less, within these metes and bounds.

BEARING BASIS: REFERENCED TO THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE BASED ON PUBLISHED NAD 83/93 HARN VALUES FOR THE CITY OF GEORGETOWN MONUMENTATION NETWORK

BURY+PARTNERS, INC.
ENGINEERS-SURVEYORS
3345 BEE CAVE ROAD
SUITE 200
AUSTIN, TEXAS 78746


JOHN T. BILNOSKI, R.P.L.S. 2/5/05
NO. 4998
STATE OF TEXAS





LINE TABLE

No.	Bearing	Distance
L1	N22°52'19"W	330.08'
L2	N20°43'21"W	2.86'
L3	S80°00'18"E	182.14'
L4	S52°44'31"E	153.59'
L5	S74°43'22"E	33.11'
L6	N83°17'48"E	382.83'

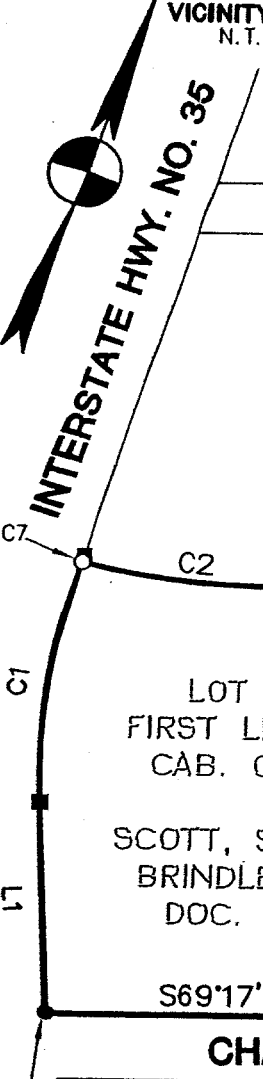
LINE TABLE

No.	Bearing	Distance
L7	S20°42'11"E	436.23'
L8	S24°17'06"W	35.36'
L9	S69°17'01"W	613.18'
L10	N20°43'37"W	20.06'
L11	N69°17'01"E	1725.90'

CURVE TABLE

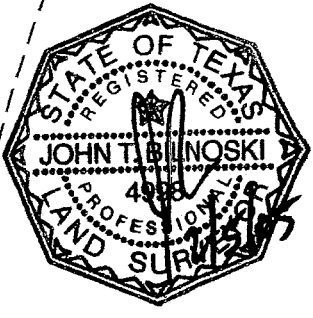
No.	Delta	Radius	Arc Length	Chord Length	Chord Bearing
C1	20°18'17"	1095.90	388.37	386.34	N12°45'48"W
C2	16°53'49"	1274.94	375.99	374.62	N74°20'15"E
C3	60°13'28"	430.00	451.98	431.46	N09°23'23"E
C4	26°45'31"	770.00	359.61	356.35	N26°07'22"E
C5	27°15'46"	260.25	123.83	122.67	S66°22'25"E
C6	10°57'26"	2300.00	439.86	439.19	S15°13'28"E
C7	00°33'23"	1095.90	10.64	10.64	N02°19'58"W

VICINITY MAP
N.T.S.



132.28 ACRES ANC-ROUND ROCK ASSETS II, LP
DOC. NO. 2001001644
DEED LINE

107.44 ACRES
NNP-TERAVISTA
DOC. NO.
2001001639



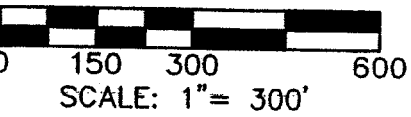
35.098 ACRES
(1,528,877 SQ. FT.)

74.590 ACRES
SCOTT & WHITE
MEMORIAL HOSPITAL
AND SCOTT,
SHERWOOD AND
BRINDLEY
FOUNDATION
DOC. NO. 9733254

LOT 1, BLOCK A
FIRST LIMITED ADDITION
CAB. O, SLD. 22-23
SCOTT, SHERWOOD AND
BRINDLEY FOUNDATION
DOC. NO. 9700732

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

- LEGEND**
- 1/2" IRON ROD FOUND (UNLESS NOTED)
 - 1/2" IRON ROD SET WITH CAP
 - CONCRETE MONUMENT FOUND
 - P.O.B. POINT OF BEGINNING



MCNEIL CONSUMER PRODUCTS CO.
VOL. 657, PG. 659

LOT 1
OAKMONT CENTRE
SEC. 2

OAKMONT
PROVIDENT DEV. CO.

LOT 1
OAKMONT CENTRE
SEC. 4

BARSHOP & OLES

SKETCH TO ACCOMPANY DESCRIPTION

OF 35.098 ACRES OF LAND OUT OF THE EPHRAIM EVANS SURVEY, ABSTRACT NO. 212, SITUATED IN WILLIAMSON COUNTY, TEXAS BEING A PORTION OF THAT CERTAIN 74.590 ACRE TRACT OF LAND CONVEYED TO SCOTT AND WHITE MEMORIAL HOSPITAL AND SCOTT, SHERWOOD AND BRINDLEY FOUNDATION BY DEED OF RECORD IN DOCUMENT NO. 9733254 OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, AND A PORTION OF LOT 1, BLOCK A, FIRST LIMITED ADDITION, A SUBDIVISION OF RECORD IN CABINET O, SLIDES 22-23 OF THE PLAT RECORDS OF WILLIAMSON COUNTY, TEXAS

Bury+ Partners
Consulting Engineers and Surveyors
Austin, Texas Tel 512/328-0011 Fax 512/328-0325
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EXHIBIT C-2

METES AND BOUNDS DESCRIPTION OF PARCEL 2

5.148 ACRES
SCOTT & WHITE TRACT
BARSHOP & OLES

FN NO. 05-075 (CAG)
FEBRUARY 2, 2005
BPI JOB NO. 392-37

DESCRIPTION

OF 5.148 ACRES OF LAND OUT OF THE EPHRAIM EVANS SURVEY, ABSTRACT NO. 212, SITUATED IN WILLIAMSON COUNTY, TEXAS BEING A PORTION OF THAT CERTAIN 74.590 ACRE TRACT OF LAND CONVEYED TO SCOTT AND WHITE MEMORIAL HOSPITAL AND SCOTT, SHERWOOD AND BRINDLEY FOUNDATION BY DEED OF RECORD IN DOCUMENT NO. 9733254 OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 5.148 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a 1/2 inch iron rod found in the easterly right-of-way line of Interstate Highway 35 (R.O.W. varies), being the southwesterly corner of that certain 132.28 acre tract of land conveyed to ANC-Round Rock Assets II, LP by deed of record in Document No. 2001001644 of the Official Public Records of Williamson County, Texas, same being the northwesterly corner of said 74.590 acre tract;

THENCE, N69°15'57"E, leaving the easterly line of Interstate Highway 35, along the southerly line of said 132.28 acre tract, being a portion of the northerly line of said 74.590 acre tract a distance of 657.06 feet to a 1/2 inch iron rod with cap set for the **POINT OF BEGINNING**, being the northwesterly corner hereof;

THENCE, N69°15'57"E, continuing along the southerly line of said 132.28 acre tract, being a portion of the northerly line of said 74.590 acre tract, for the northerly line hereof, a distance of 844.33 feet to a 1/2 inch iron rod with cap set for the point of curvature of a non-tangent curve to the left, being in the westerly right-of-way line of future Oakmont Drive (100' R.O.W.), for the northeasterly corner hereof, from which a 1/2 inch iron rod with cap found in the northerly line of said 74.590 acre tract, being the common southerly corner of said 132.28 acre tract and that certain 107.44 acre tract of land conveyed to NNP-Teravista by deed of record in Document No. 2001001639 of said Official Public Records, bears N69°15'57"E, distance of 47.49 feet

THENCE, leaving the southerly line of said 132.28 acre tract, over and across said 74.590 acre tract, along the westerly right-of-way line of future Oakmont Drive, along said non-tangent curve to the left having a radius of 2300.00 feet, a central angle of 11°26'01", an arc length of 458.98 feet, and a chord which bears S04°01'44"E, a distance of 458.22 feet to a 1/2 inch iron rod with cap set for the southeasterly corner hereof;


FN 05-075(CAG)
FEBRUARY 2, 2005
PAGE 2 OF 2

THENCE, leaving the westerly right-of-way line of Future Oakmont Drive, continuing over and across said 74.590 acre tract along the southerly and westerly lines hereof, the following six (6) courses and distances:

- 1) S83°17'48"W, a distance of 382.83 feet to a 1/2 inch iron rod with cap set for an angle point;
- 2) N74°43'22"W, a distance of 33.11 feet to a 1/2 inch iron rod set for the southwesterly corner hereof;
- 3) N52°44'31"W, a distance of 153.59 feet to 1/2 inch iron rod with cap set for the point of curvature of a curve to the left;
- 4) Along said curve to the left having a radius of 260.25 feet, a central angle of 27°15'46", an arc length of 123.83 feet, and a chord which bears N66°22'25"W, a distance of 122.67 feet to a 1/2 inch iron rod with cap set for the point of tangency;
- 5) N80°00'18"W, a distance of 182.14 feet to a 1/2 inch iron rod with cap set for the point of curvature of a non-tangent curve to the left;
- 6) Along said non-tangent curve to the left having a radius of 770.00 feet, a central angle of .01°32'57", an arc length of 20.82 feet, and a chord which bears N11°58'08"E, a distance of 20.82 feet to the **POINT OF BEGINNING** containing an area of 5.148 acres (224,254 sq. ft.) of land, more or less, within these metes and bounds.

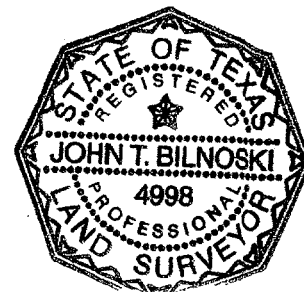
BEARING BASIS: REFERENCED TO THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE BASED ON PUBLISHED NAD 83/93 HARN VALUES FOR THE CITY OF GEORGETOWN MONUMENTATION NETWORK.

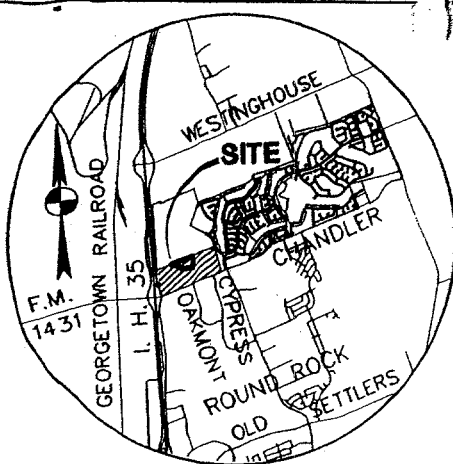
BURY & PARTNERS, INC.
ENGINEERS-SURVEYORS
3345 BEE CAVE ROAD, SUITE 200
AUSTIN, TEXAS 78746



JOHN T. BILNOSKI
R.P.L.S. NO. 4998
STATE OF TEXAS

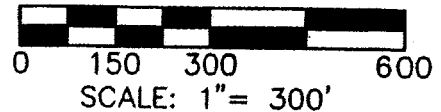
2/2/05
DATE





LINE TABLE

No.	Bearing	Distance
L1	S83°17'48"W	382.83'
L2	N74°43'22"W	33.11'
L3	N52°44'31"W	153.59'
L4	N80°00'18"W	182.14'
L5	N69°15'57"E	47.49'



CURVE TABLE

No.	Delta	Radius	Arc Length	Chord Length	Chord Bearing
C1	11°26'01"	2300.00	458.98	458.22	S04°01'44"E
C2	27°15'46"	260.25	123.83	122.67	N66°22'25"W
C3	01°32'57"	770.00	20.82	20.82	N11°58'08"E

VICINITY MAP
N.T.S.

INTERSTATE HWY. NO. 35

P.O.C.
N69°15'57"E 657.06'

132.28 ACRES ANC-ROUND ROCK ASSETS II, LP
DOC. NO. 2001001644

P.O.B.
N69°15'57"E 844.33'

107.44 ACRES
NNP-TERAVISTA
/DOC. NO.
2001001639

5.148 ACRES
(224,254 SQ. FT.)

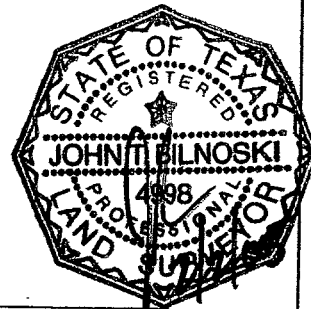
LOT 1, BLOCK A
FIRST LIMITED ADDITION
CAB. O, SLD. 22-23

SCOTT, SHERWOOD AND
BRINDLEY FOUNDATION
DOC. NO. 9700732

74.590 ACRES
SCOTT & WHITE
MEMORIAL HOSPITAL
AND SCOTT,
SHERWOOD AND
BRINDLEY
FOUNDATION
DOC. NO. 9733254

FUTURE OAKMONT DRIVE

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



CHANDLER ROAD

LEGEND

- 1/2" IRON ROD FOUND (UNLESS NOTED)
- 1/2" IRON ROD SET WITH CAP
- P.O.C. POINT OF COMMENCEMENT
- P.O.B. POINT OF BEGINNING

MCNEIL CONSUMER
PRODUCTS CO.
VOL. 657, PG. 659

LOT 1
OAKMONT
CENTRE
SEC. 2

OAKMONT

PROVIDENT
DEV. CO.

LOT 1
OAKMONT
CENTRE
SEC. 4

BARSHOP AND OLES

SKETCH TO ACCOMPANY DESCRIPTION

OF 5.148 ACRES OF LAND OUT OF THE EPHRAIM EVANS SURVEY, ABSTRACT NO. 212,
SITUATED IN WILLIAMSON COUNTY, TEXAS BEING A PORTION OF THAT CERTAIN 74.590 ACRE
TRACT OF LAND CONVEYED TO SCOTT AND WHITE MEMORIAL HOSPITAL AND SCOTT,
SHERWOOD AND BRINDLEY FOUNDATION BY DEED OF RECORD IN DOCUMENT NO. 9733254 OF
THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS

Bury+ Partners
Consulting Engineers and Surveyors
Austin, Texas Tel 512/328-0011 Fax 512/328-0325
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EXHIBIT C-3

METES AND BOUNDS DESCRIPTION OF PARCEL 3

6.769 ACRES
SCOTT & WHITE TRACT
BARSHOP & OLES

FN NO. 05-074 (CAG)
FEBRUARY 2, 2005
BPI JOB NO. 392-37

DESCRIPTION

OF 6.769 ACRES OF LAND OUT OF THE EPHRAIM EVANS SURVEY, ABSTRACT NO. 212, SITUATED IN WILLIAMSON COUNTY, TEXAS BEING A PORTION OF THAT CERTAIN 74.590 ACRE TRACT OF LAND CONVEYED TO SCOTT AND WHITE MEMORIAL HOSPITAL AND SCOTT, SHERWOOD AND BRINDLEY FOUNDATION BY DEED OF RECORD IN DOCUMENT NO. 9733254 OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS; AND A PORTION OF LOT 1, BLOCK A, FIRST LIMITED ADDITION, A SUBDIVISION OF RECORD IN CABINET O, SLIDES 22-23 OF THE PLAT RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 6.769 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a 1/2 inch iron rod found in the easterly right-of-way line of Interstate Highway 35 (R.O.W. varies), being the southwesterly corner of that certain 132.28 acre tract of land conveyed to ANC-Round Rock Assets II, LP by deed of record in Document No. 2001001644 of the Official Public Records of Williamson County, Texas, same being the northwesterly corner of said 74.590 acre tract and hereof;

THENCE, N69°15'57"E, leaving the easterly line of Interstate Highway 35, along the southerly line of said 132.28 acre tract, being a portion of the northerly line of said 74.590 acre tract, for the northerly line hereof, a distance of 657.06 to a 1/2 inch iron rod with cap set for the point of curvature of a non-tangent curve to the right, being the northeasterly corner hereof, from which a 1/2 inch iron rod with cap found in the northerly line of said 74.590 acre tract, being the common southerly corner of said 132.28 acre tract and that certain 107.44 acre tract of land conveyed to NNP-Teravista by deed of record in Document No. 2001001639 of said Official Public Records, bears N69°15'57"E, distance of 891.82 feet

THENCE, leaving the southerly line of said 132.28 acre tract, over and across said 74.590 acre tract and over and across said Lot 1, along the irregular southerly line hereof, the following four (4) courses and distances:

- 1) Along said non-tangent curve to the right having a radius of 770.00 feet, a central angle of 28°18'28", an arc length of 380.43 feet, and a chord which bears S25°20'53"W, a distance of 376.57 feet to a 1/2 inch iron rod with cap set for the point of curvature of a reverse curve to the left;
- 2) Along said reverse curve to the left having a radius of 430.00 feet, a central angle of 60°13'28", an arc length of 451.98 feet, and a chord which bears S09°23'23"W, a distance of 431.46 feet to a 1/2 inch iron rod with cap set for the point of tangency;


- 3) S20°43'21"E, a distance of 2.86 feet to a 1/2 inch iron rod with cap set for the point of curvature of a non-tangent curve to the right;
- 4) Along said non-tangent curve to the right having a radius of 1274.94 feet, a central angle of 16°53'49', an arc length of 375.99 feet and a chord which bears S74°20'15"W, a distance of 374.62 feet to a 1/2 inch iron rod with cap set in the curving easterly right-of-way line of Interstate Highway 35 for the point of curvature of a non-tangent curve to the right, from which a concrete highway monument found in the easterly right-of-way line of Interstate Highway 35 bears with the arc of a curve S12°45'48"E, a chord distance of 386.34 feet;

THENCE, along the easterly line of Interstate Highway 35, being the westerly line of said Lot 1 and a portion of the westerly line of said 74.590 acre tract, for the westerly line hereof, the following two (2) courses and distances:

- 1) Along said curve to the right having a radius of 1095.90 feet, a central angle of 00°33'23", an arc length of 10.64 feet, and a chord which bears N02°19'58"W, a distance of 10.64 feet to a concrete highway monument found for the end of said curve;
- 2) N02°04'48"W, a distance of 626.96 feet to the **POINT OF BEGINNING** containing an area of 6.769 acres (294,844 sq. ft.) of land, more or less, within these metes and bounds.

BEARING BASIS: REFERENCED TO THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE BASED ON PUBLISHED NAD 83/93 HARN VALUES FOR THE CITY OF GEORGETOWN MONUMENTATION NETWORK.

BURY & PARTNERS, INC.
ENGINEERS-SURVEYORS
3345 BEE CAVE ROAD, SUITE 200
AUSTIN, TEXAS 78746



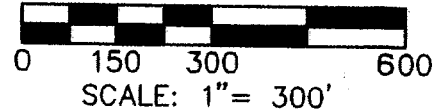
JOHN T. BILNOSKI
R.P.L.S. NO. 4998
STATE OF TEXAS

2/2/05
DATE



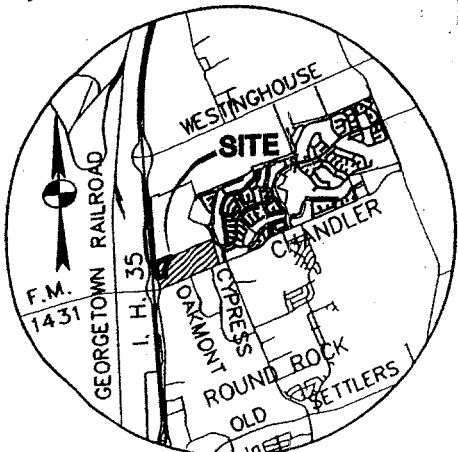
LINE TABLE

No.	Bearing	Distance
L1	N69°15'57"E	657.06'
L2	S20°43'21"E	2.86'
L3	N02°04'48"W	626.96'

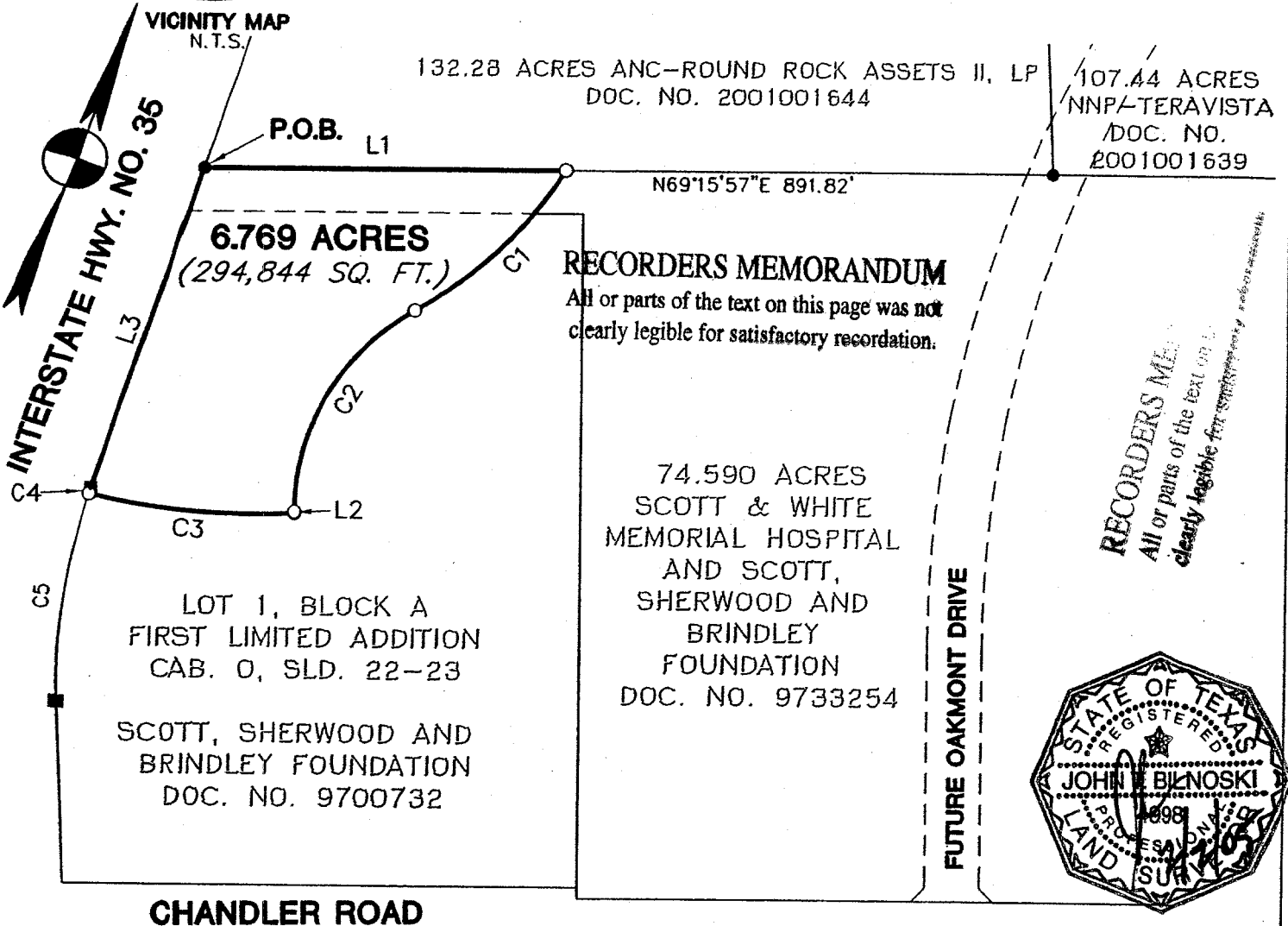


CURVE TABLE

No.	Delta	Radius	Arc Length	Chord Length	Chord Bearing
C1	28°18'28"	770.00	380.43	376.57	S25°20'53"W
C2	60°13'28"	430.00	451.98	431.46	S09°23'23"W
C3	16°53'49"	1274.94	375.99	374.62	S74°20'15"W
C4	00°33'23"	1095.90	10.64	10.64	N02°19'58"W
C5	20°18'17"	1095.90	388.37	386.34	S12°45'48"E



VICINITY MAP
N.T.S.



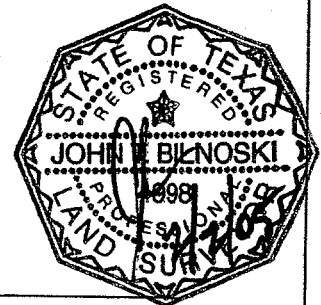
RECORDERS MEMORANDUM

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74.590 ACRES
SCOTT & WHITE
MEMORIAL HOSPITAL
AND SCOTT,
SHERWOOD AND
BRINDLEY
FOUNDATION
DOC. NO. 9733254

RECORDERS MEMORANDUM
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FUTURE OAKMONT DRIVE



CHANDLER ROAD

LEGEND

- 1/2" IRON ROD FOUND (UNLESS NOTED)
- 1/2" IRON ROD SET WITH CAP
- MONUMENT FOUND
- P.O.B. POINT OF BEGINNING

MCNEIL CONSUMER PRODUCTS CO.
VOL. 657, PG. 659

LOT 1
OAKMONT
CENTRE
SEC. 2

OAKMONT

PROVIDENT DEV. CO.

LOT 1
OAKMONT
CENTRE
SEC. 4

BARSHOP AND OLES

Bury+Partners
Consulting Engineers and Surveyors
Austin, Texas Tel 512/328-0011 Fax 512/328-0325
Bury+Partners, Inc. ©Copyright 2004

SKETCH TO ACCOMPANY DESCRIPTION

OF 6.769 ACRES OF LAND OUT OF THE EPHRAIM EVANS SURVEY, ABSTRACT NO. 212, SITUATED IN WILLIAMSON COUNTY, TEXAS BEING A PORTION OF THAT CERTAIN 74.590 ACRE TRACT OF LAND CONVEYED TO SCOTT AND WHITE MEMORIAL HOSPITAL AND SCOTT, SHERWOOD AND BRINDLEY FOUNDATION BY DEED OF RECORD IN DOCUMENT NO. 9733254 OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS; AND A PORTION OF LOT 1, BLOCK A, FIRST LIMITED ADDITION, A SUBDIVISION OF RECORD IN CABINET O, SLIDES 22-23 OF THE PLAT RECORDS OF WILLIAMSON COUNTY, TEXAS

EXHIBIT C-4

METES AND BOUNDS DESCRIPTION OF OAKMONT DRIVE

3.139 ACRES
SCOTT & WHITE TRACT
BARSHOP & OLES

FN. NO. 05-102(CAG)
FEBRUARY 9, 2005
BPI JOB NO. 392-37

DESCRIPTION

OF A 3.139 ACRE TRACT OF LAND OUT OF THE EPHRAIM EVANS SURVEY, ABSTRACT NO. 212, SITUATED IN WILLIAMSON COUNTY, TEXAS BEING A PORTION OF THAT CERTAIN 74.590 ACRE TRACT OF LAND CONVEYED TO SCOTT & WHITE MEMORIAL HOSPITAL AND SCOTT, SHERWOOD AND BRINDLEY FOUNDATION BY DEED OF RECORD IN DOCUMENT NO. 9733254 OF THE OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 3.139 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a cotton gin spindle found in the northerly right-of-way line of Chandler Road (R.O.W. varies), being the southwesterly corner of said 74.590 acre tract, from which a 1/2 inch iron rod found in the northerly right-of-way line of Chandler Road, being the southeasterly corner of Lot 1, Block A First Limited Addition, a subdivision of record in Cabinet o, Slides 22-23 bears $N20^{\circ}43'37''W$, a distance of 20.06 feet;

THENCE, $N69^{\circ}17'01''E$, along the northerly right-of-way line of Chandler Road, being a portion of the southerly line of said 74.590 acre tract, a distance of 613.18 feet to a 1/2 inch iron rod with cap set for the **POINT OF BEGINNING** and the southwesterly corner hereof;

THENCE, leaving the northerly right-of-way line of Chandler Road, over and across said 74.590 acre tract, for the westerly line hereof, the following three (3) courses and distances:

- 1) $N24^{\circ}17'06''E$, a distance of 35.36 feet to a 1/2 inch iron rod with cap set for an angle point;
- 2) $N20^{\circ}42'11''W$, a distance of 436.23 feet to a 1/2 inch iron rod with cap set for the point of curvature of a curve to the right;
- 3) Along said curve to the right, having a radius of 2300.00 feet, a central angle of $22^{\circ}23'28''$, an arc length of 898.83 feet, and a chord which bears $N09^{\circ}30'28''W$, a distance of 893.12 feet to a 1/2 inch iron rod with cap set for the northwesterly corner hereof, being in the northerly line of said 74.590 acre tract, same being in the southerly line of that certain 132.28 acre tract of land conveyed to ANC-Round Rock Assets II, LP by deed of record in Document No. 2001001644 of the Official Public Records of Williamson County, Texas;

THENCE, N69°15'57"E, along a portion of the northerly line of said 74.590 acre tract, being in part a portion of the southerly line of said 132.28 acre tract and in part a portion of the westerly line of that certain 107.44 acre tract of land conveyed to NNP-Teravista LP by deed of record in Document No. 2001001639 of said Official Public Records for the northerly line hereof, passing at a distance of 47.49 feet a 1/2 inch iron rod found for the southeasterly corner of said 132.28 acre tract, same being an angle point in the westerly line of said 107.44 acre tract, and continuing for a total distance of 108.60 feet to a 1/2 inch iron rod with cap set for the northeasterly corner hereof, being the point of curvature of a non-tangent curve to the left;


THENCE, leaving the westerly line of said 107.44 acre tract, over and across said 74.590 acre tract, for the easterly line hereof, the following three (3) courses and distances;

- 1) Along said non-tangent curve to the left, having a radius of 2200.00 feet, a central angle of 23°28'12", an arc length of 901.18 feet, and a chord which bears S08°58'06"E, a distance of 894.89 feet to a 1/2 inch iron rod with cap set for the point of tangency;
- 2) S20°42'11"E, a distance of 436.20 feet to a 1/2 inch iron rod with cap set for an angle point;
- 3) S65°42'54"E, a distance of 35.35 feet to a 1/2 inch iron rod with cap set for the southeasterly corner hereof, being in the northerly right-of-way line of Chandler Road, from which a 1/2 inch iron rod found for the common southerly corner of said 74.590 acre tract and said 107.44 acre tract bears N69°17'01"E, a distance of 1575.90 feet;

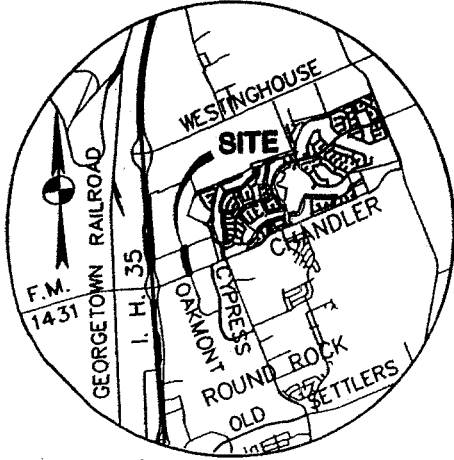
THENCE, S69°17'01"W, along the northerly line of Chandler Road, being a portion of the southerly line of said 74.590 acre tract, for the southerly line hereof, a distance of 150.00 feet to the **POINT OF BEGINNING**, containing an area of 3.139 acres (136,744 sq. ft.) of land, more or less, within these metes and bounds.

BEARING BASIS: REFERENCED TO THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE BASED ON PUBLISHED NAD 83/93 HARN VALUES FOR THE CITY OF GEORGETOWN MONUMENTATION NETWORK

BURY+PARTNERS, INC.
ENGINEERS-SURVEYORS
3345 BEE CAVE ROAD
SUITE 200
AUSTIN, TEXAS 78746


2/9/05
JOHN T. BILNOSKI, R.P.L.S.
NO. 4998
STATE OF TEXAS

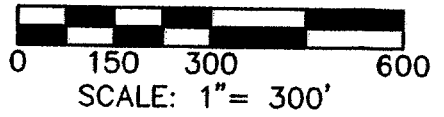




VICINITY MAP
N.T.S.

LINE TABLE

No.	Bearing	Distance
L1	N24°17'06"E	35.36'
L2	N20°42'11"W	436.23'
L3	N69°15'57"E	108.60'
L4	S20°42'11"E	436.20'
L5	S65°42'54"E	35.35'
L6	S69°17'01"W	150.00'
L7	N20°43'37"W	20.06'
L8	N69°17'01"E	613.18'
L9	N69°17'01"E	1575.90'



CURVE TABLE

No.	Delta	Radius	Arc Length	Chord Length	Chord Bearing
C1	22°23'28"	2300.00	898.83	893.12	N09°30'28"W
C2	23°28'12"	2200.00	901.18	894.89	S08°58'06"E

INTERSTATE HWY. NO. 35

132.28 ACRES ANC-ROUND ROCK ASSETS II, LP
DOC. NO. 2001001644

107.44 ACRES
NNP-TERAVISTA
DOC. NO.
2001001639

DEED LINE

DEED LINE

3.139 ACRES
(136,744 SQ. FT.)

74.590 ACRES
SCOTT & WHITE
MEMORIAL HOSPITAL
AND SCOTT,
SHERWOOD AND
BRINDLEY
FOUNDATION
DOC. NO. 9733254

LOT 1, BLOCK A
FIRST LIMITED ADDITION
CAB. O, SLD. 22-23

SCOTT, SHERWOOD AND
BRINDLEY FOUNDATION
DOC. NO. 9700732

DEED LINE

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

107.44 ACRES
NNP-TERAVISTA

P.O.C.

P.O.B.

CHANDLER ROAD (R.O.W. VARIES)

COTTON SPINDLE

LEGEND

- 1/2" IRON ROD FOUND (UNLESS NOTED)
- 1/2" IRON ROD SET WITH CAP
- P.O.C. POINT OF COMMENCEMENT
- P.O.B. POINT OF BEGINNING

MCNEIL CONSUMER
PRODUCTS CO.
VOL. 657, PG. 659

LOT 1
OAKMONT
CENTRE
SEC. 2

OAKMONT

PROVIDENT
DEV. CO.

LOT 1
OAKMONT
CENTRE
SEC. 4

BARSHOP & OLES

SKETCH TO ACCOMPANY DESCRIPTION

Bury+Partners
Consulting Engineers and Surveyors
Austin, Texas Tel 512/328-0011 Fax 512/328-0325
Bury+Partners, Inc. ©Copyright 2004

OF 3.139 ACRES OF LAND OUT OF THE EPHRAIM EVANS SURVEY, ABSTRACT NO. 212,
SITUATED IN WILLIAMSON COUNTY, TEXAS BEING A PORTION OF THAT CERTAIN 74.590 ACRE
TRACT OF LAND CONVEYED TO SCOTT AND WHITE MEMORIAL HOSPITAL AND SCOTT,
SHERWOOD AND BRINDLEY FOUNDATION BY DEED OF RECORD IN DOCUMENT NO. 9733254 OF
THE OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS

EXHIBIT D-1

USES AND DEVELOPMENT STANDARDS FOR PARCEL 1

In accordance with Section 11.314 of the Round Rock Zoning Ordinance, the following use regulations, design standards and development standards shall apply to all development on the portion of the Property identified as Parcel 1 on the Parcel Map, attached to this ordinance as **Exhibit "C"**, and further described by metes and bounds in **Exhibit "C-1"**. Unless otherwise defined, all terms used shall correspond to the definitions in the City of Round Rock Code of Ordinances.

1. PERMITTED USES

The following principal uses are permitted:

- Grocery Stores (within a structure containing at least 125,000 square feet)
- Retail Sales and Services provided Retail Services shall be limited to the following:
 - Florist
 - Cleaners (drop-off and pick-up only)
 - Hair Salon
 - Alteration Shop (Tailor)
 - Copy Business Center
 - Dental Service*
 - Shoe Repair*
 - Real Estate Office*
 - Day Spa*
 - Travel Agency*
 - Dance Studio*
 - Private Postal Service*
 - Jewelry Repair*
 - Weight Loss Center*
 - Dental Service*
 - Chiropractor*
 - Educational Learning Center*
 - Stocks and Bonds Brokers*
 - Mortgage Companies*
 - Insurance Agents*

* The aggregate square footage of the services marked with an asterisk operating on Parcel 1 at any time shall not exceed 10,000 square feet and shall only be permitted in a building facing Chandler Road, or Oakmont Drive.

- Bank (including off-site cash machines). This includes banks, savings and loans, and credit unions.
- Indoor Entertainment Activities (provided such activities shall be limited to an operation which includes both a mix of entertainment activities and food and beverage service).
- Eating Establishments, excluding drive through services (except that a "to go" window shall be permitted for a sit down restaurant)
- Drive through services for a bank or pharmacy
- Outdoor Entertainment (this use shall be limited only to an outdoor music venue)
- Theater/Cinema
- Bars/Pubs/Taverns, which is the use of a site for the retail sale of alcoholic beverages for consumption on premises
- Hotel
- Conference Center
- Fire or Police Station
- Visitor Center, which is the use of a site for the provision of information to the public regarding a development, project, or the surrounding community, as well as related activities, events, programs and tourist locations.
- Wireless Transmission Facility, Stealth
- Wireless Transmission Facility, Attached
- Park, Private
- Park, Linear/Linkage
- Park, Community
- Park, Neighborhood
- Park, Regional/Metropolitan

2. **PROHIBITED USES**

The following uses are prohibited:

- Gasoline & fuel sales
- Automotive & machinery repair
- Automotive & machinery services
- Automotive parts
- Automotive sales
- Automotive rental
- Automotive & machinery washes
- Wrecking yards
- Sale of used goods (except antiques and estate sales)
- Sexually oriented businesses
- Trucking terminals

- Truck service or repair
- Truck stops
- Bulk distribution centers
- Mini warehouses
- Flea markets
- Portable building sales
- Manufactured home sales
- Boat sales
- Camper sales
- Industrial building sales
- Amusement parks or carnivals
- Campgrounds
- Shooting ranges
- Kennels
- Video arcades (as a primary use)
- Billiard parlors & pool halls (as a primary use)
- Tattoo parlors
- Donation centers
- Recycling centers
- Wholesale nurseries
- Recreational vehicle parks
- Pawn shops
- Heavy equipment sales
- Wireless Transmission Facility, Self-Standing

3. SPECIAL EXCEPTIONS

All other uses that are not specifically addressed in this ordinance will require a special exception, in accordance with the City of Round Rock Code of Ordinances.

4. DESIGN STANDARDS

4.1 Prohibited Materials

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

- Asbestos
- Mirrored Glass (reflectivity of 20% or more)
- Corrugated metal (except for trim or minor decorative features approved by the Director of Planning)

- Unfinished sheet metal (except for trim or minor decorative features approved by the Director of Planning)

4.2 Requirements

Except as modified by this ordinance, the project shall comply with the C-1 Design Standards specified in Section 11.409(4) of the Round Rock Zoning Ordinance. Buildings and structures in Parcel 1 shall incorporate similar and compatible architectural styles currently planned for buildings and structures in Parcel 1 of PUD 60 (Round Rock Premium Outlet Mall) as generally depicted on **Exhibit "G"** attached hereto, utilizing similar building materials, colors and designs. Emphasis shall also be placed on human scale design and pedestrian connectivity between buildings, utilizing shaded pedestrian walkways, public plazas, landscaping and other public amenities.

Building elevations demonstrating compliance with the requirements of this section shall be submitted with the Preliminary Site Plan for City review and approval; such approval not to be unreasonably withheld.

4.3 Wet Pond

The detention/retention pond to be located at the Southwest corner of Parcel 1 (the corner of I-35 and Chandler Road) shall be designed and constructed as a "Wet Pond" water feature (i.e., a constant body of water with natural shape combining storm water detention and filtration functions, as required, with water retention). Aquatic plantings shall be installed around the perimeter of the pond for biological filtration of the storm water. A fountain feature shall also be included in the pond for water aeration.

EXHIBIT D-2

USES AND DEVELOPMENT STANDARDS FOR PARCEL 2

In accordance with Section 11.314 of the Round Rock Zoning Ordinance, the following use regulations, design standards and development standards shall apply to all development on the portion of the Property identified as Parcel 2 on the Parcel Map, attached to this ordinance as **Exhibit "C"**, and further described by metes and bounds in **Exhibit "C-2"**. Unless otherwise defined, all terms used shall correspond to the definitions in the City of Round Rock Code of Ordinances.

1. PERMITTED USES

The following principal uses are permitted:

- Theater/Cinema
- Retail Sales
- Retail Services, which shall be limited to the following:
 - Florist
 - Cleaners (drop-off and pick-up only)
 - Hair Salon
 - Alteration Shop (Tailor)
 - Copy Business Center
 - Athletic or health club
- Eating Establishments
- Bars/Pubs/Taverns, which is the use of a site for the retail sale of alcoholic beverages for consumption on premises
- Drive through services
- Bank or Financial Services, which is the use of a site for the provision of financial and banking services. This includes banks, stocks and bonds brokers, loan and lending activities, off-site cash machines, and other similar services.
- Visitor Center, which is the use of a site for the provision of information to the public regarding a development, project, or the surrounding community, as well as related activities, events, programs and tourist locations.
- Park, Private
- Park, Linear/Linkage
- Park, Community
- Park, Neighborhood
- Park, Regional/Metropolitan

2. PROHIBITED USES

The following uses are prohibited:

- Grocery stores
- Gasoline & fuel sales
- Automotive & machinery repair
- Automotive & machinery services
- Automotive parts
- Automotive sales
- Automotive rental
- Automotive & machinery washes
- Wrecking yards
- Sale of used goods
- Sexually oriented businesses
- Trucking terminals
- Truck service or repair
- Truck stops
- Bulk distribution centers
- Mini warehouses
- Flea markets
- Portable building sales
- Manufactured home sales
- Boat sales
- Camper sales
- Industrial building sales
- Amusement parks or carnivals
- Campgrounds
- Shooting ranges
- Kennels
- Video arcades (as a primary use)
- Billiard parlors & pool halls (as a primary use)
- Tattoo parlors
- Donation centers
- Recycling centers
- Wholesale nurseries
- Recreational vehicle parks
- Pawn shops
- Heavy equipment sales
- Wireless Transmission Facility, Self-Standing

3. REMAINING USES

All other uses that are not specifically addressed in this ordinance will require an amendment in accordance with Section 13 of this Agreement.

4. DESIGN STANDARDS

4.1 Prohibited Materials

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

- Asbestos
- Mirrored Glass (reflectivity of 20% or more)
- Corrugated metal (except for trim or minor decorative features approved by the Director of Planning)
- Unfinished sheet metal (except for trim or minor decorative features approved by the Director of Planning)

4.2 Requirements

Except as modified by this ordinance, the project shall comply with the Design Standards specified in Section 11.409(4) of the Round Rock Zoning Ordinance. Buildings and structures in Parcel 2 other than a theater/cinema shall incorporate similar and compatible architectural styles with buildings and structures in Parcel 1, utilizing similar building materials, colors and designs. Emphasis shall also be placed on human scale design and pedestrian connectivity between buildings, utilizing shaded pedestrian walkways, public plazas, landscaping and other public amenities.

The Design Standards for a theater/cinema use shall generally be in accordance with the attached **Exhibit "I"**.

Building elevations demonstrating compliance with the requirements of this section shall be submitted with the Preliminary Site Plan for City review and approval. These elevations shall be reviewed and approved by Owner prior to submittal and shall include a signature block indicating such review and approval.

EXHIBIT D-3

USES AND DEVELOPMENT STANDARDS FOR PARCEL 3

In accordance with Section 11.314 of the Round Rock Zoning Ordinance, the following use regulations, design standards and development standards shall apply to all development on the portion of the Property identified as Parcel 3 on the Parcel Map, attached to this ordinance as **Exhibit "C"**, and further described by metes and bounds in **Exhibit "C-3"**. Unless otherwise defined, all terms used shall correspond to the definitions in the City of Round Rock Code of Ordinances.

1. PERMITTED USES

Parcel 3 shall be developed as pad sites consisting of any the following uses:

- Eating Establishments without drive-through services
- Bars/Pubs/Taverns, which is the use of a site for the retail sale of alcoholic beverages for consumption on premises
- Retail Sales
- Retail Services, which shall be limited to the following:
 - Florist
 - Cleaners (drop-off and pick-up only)
 - Hair Salon
 - Alteration Shop (Tailor)
 - Copy Business Center
 - Athletic or health club
- Off-site cash machines
- Hotels
- Visitor Center, which is the use of a site for the provision of information to the public regarding a development, project, or the surrounding community, as well as related activities, events, programs and tourist locations.
- Park, Private
- Park, Linear/Linkage
- Park, Community
- Park, Neighborhood
- Park, Regional/Metropolitan

2. PROHIBITED USES

The following uses are prohibited:

- Grocery stores
- Gasoline & fuel sales
- Automotive & machinery repair
- Automotive & machinery services
- Automotive parts
- Automotive sales
- Automotive rental
- Automotive & machinery washes
- Wrecking yards
- Sale of used goods
- Sexually oriented businesses
- Trucking terminals
- Truck service or repair
- Truck stops
- Bulk distribution centers
- Mini warehouses
- Flea markets
- Portable building sales
- Manufactured home sales
- Boat sales
- Camper sales
- Industrial building sales
- Amusement parks or carnivals
- Campgrounds
- Shooting ranges
- Kennels
- Video arcades (as a primary use)
- Billiard parlors & pool halls (as a primary use)
- Tattoo parlors
- Donation centers
- Recycling centers
- Wholesale nurseries
- Recreational vehicle parks
- Pawn shops
- Heavy equipment sales
- Wireless Transmission Facility, Self-Standing

3. REMAINING USES

All other uses that are not specifically addressed in this ordinance will require an amendment in accordance with Section 13 of this Agreement.

4. DESIGN STANDARDS

4.1 Prohibited Materials

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

- Asbestos
- Mirrored Glass (reflectivity of 20% or more)
- Corrugated metal (except for trim or minor decorative features approved by the Director of Planning)
- Unfinished sheet metal (except for trim or minor decorative features approved by the Director of Planning)

4.2 Requirements

Except as modified by this ordinance, the project shall comply with the Design Standards specified in Section 11.409(4) of the Round Rock Zoning Ordinance. Buildings and structures in Parcel 3 shall incorporate similar and compatible architectural styles with buildings and structures in Parcel 1, utilizing similar building materials, colors and designs. Emphasis shall also be placed on human scale design and pedestrian connectivity between buildings, utilizing shaded pedestrian walkways, public plazas, landscaping and other public amenities.

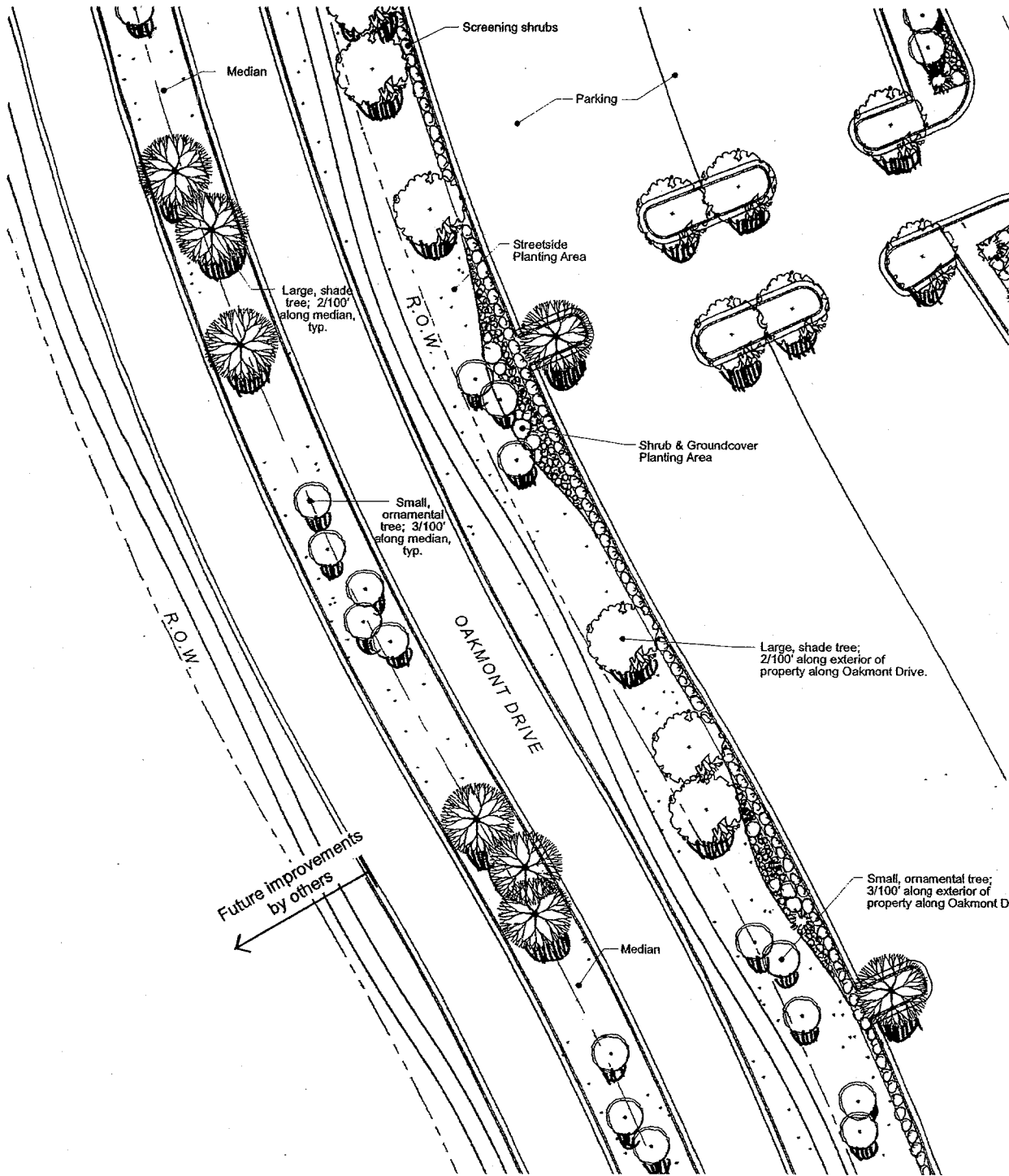
Building elevations demonstrating compliance with the requirements of this section shall be submitted with the Preliminary Site Plan for City review and approval. These elevations shall be reviewed and approved by Owner prior to submittal and shall include a signature block indicating such review and approval.

EXHIBIT E

RESERVED

EXHIBIT F-1

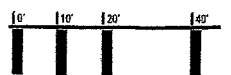
STREETSCAPE (PLAN VIEW)



RECORDERS MEMORANDUM
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T B G
 PARTNERS
 931 South Moore, Building 2,
 Suite 350, Austin, Texas 78746
 TEL: 512.327.1011 FAX: 512.327.0988
 LANDSCAPE
 ARCHITECTURE
 and PLANNING

CHANDLER / I-35 RETAIL
 EXHIBIT F-1
 Streetscape (Plan View)

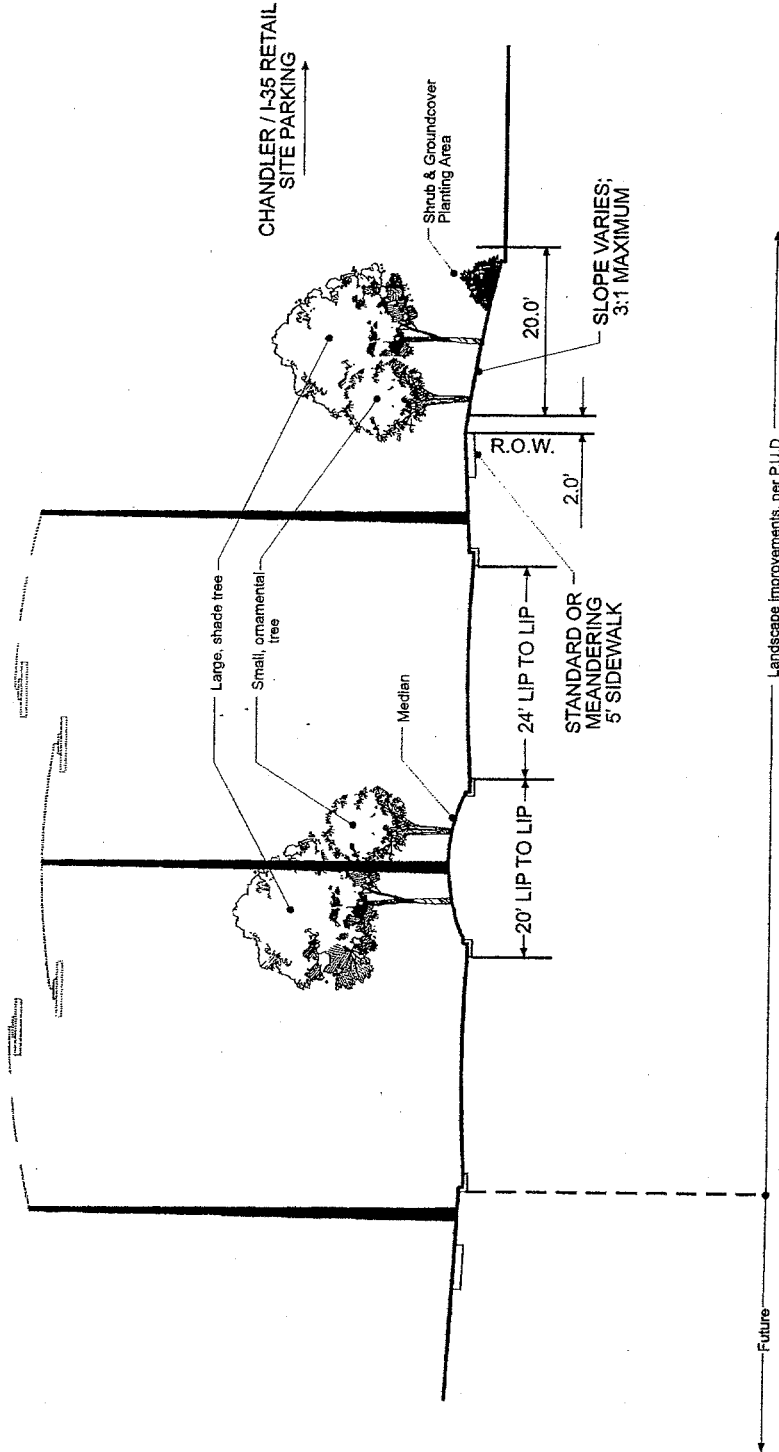


MARCH 4, 2005

The information shown is based on the best information available and is subject to change without notice.

EXHIBIT F-2

STREETSCAPE (PROFILE VIEW)

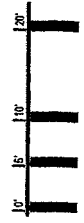


RECORDERS MEMORANDUM

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CHANDLER / I-35 RETAIL

EXHIBIT F-2
Streetscape (Profile View)



MARCH 4, 2005

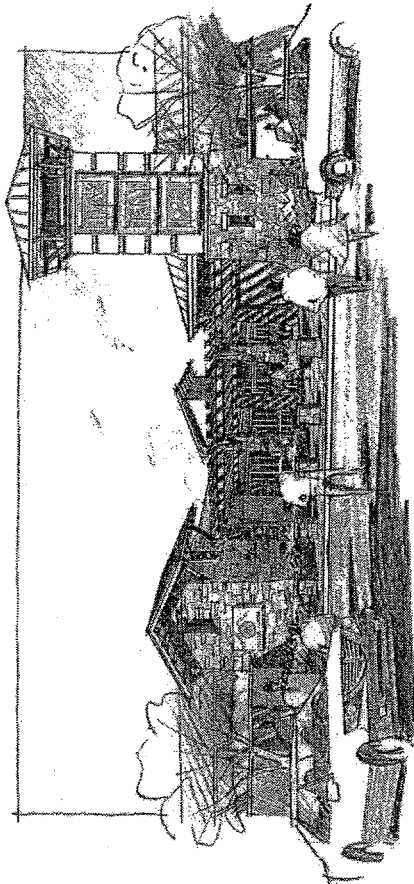
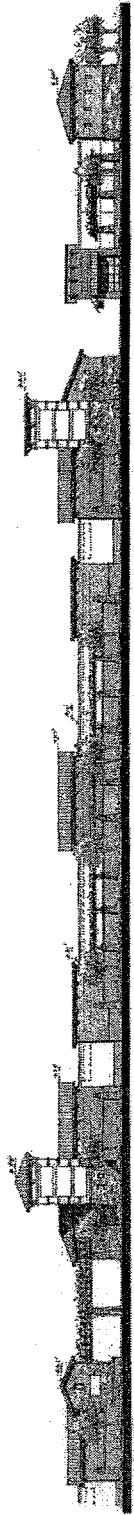
This site plan or drawing is being put on file and may contain confidential information. It is subject to change without notice.

T B G
PARTNERS
 801 South Meares, Building 2,
 Suite 350, Austin, Texas 78746
 TEL 512 327 0011 FAX 512 327 0988
LANDSCAPE
ARCHITECTURE
and PLANNING

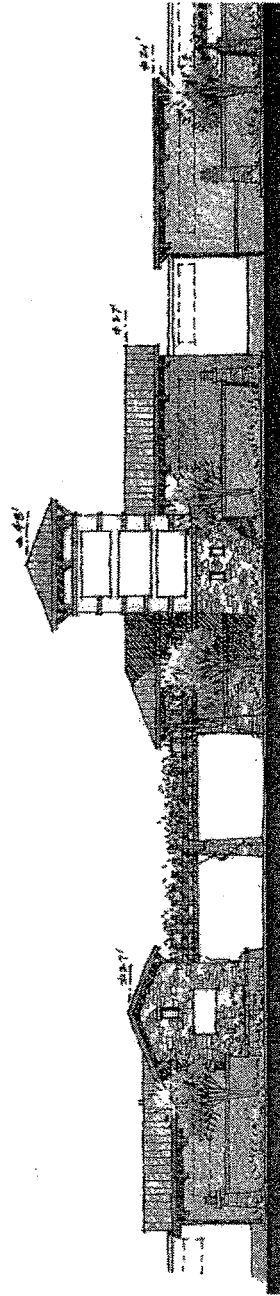
EXHIBIT G

ARCHITECTURE

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



VIEW AT MAIN ENTRY



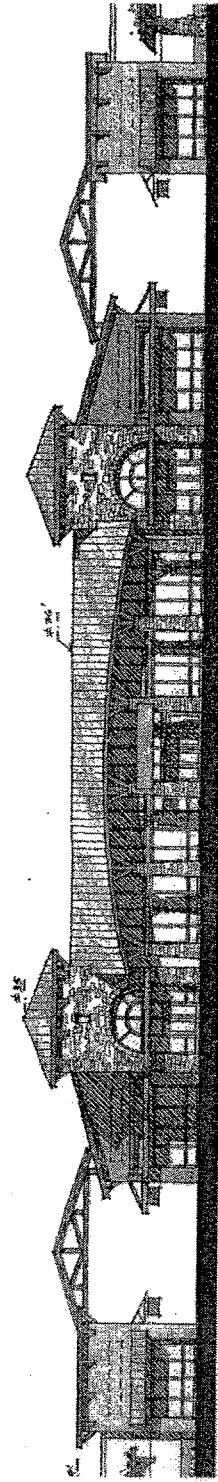
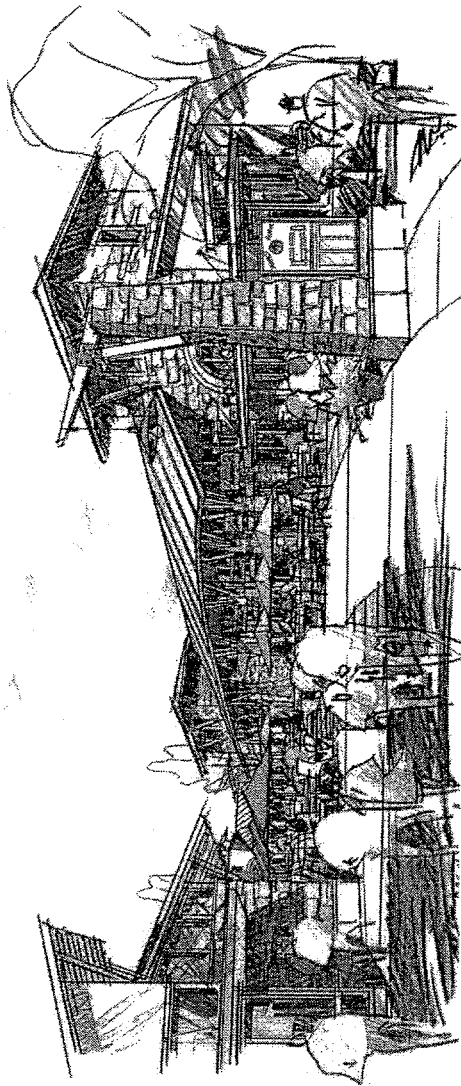
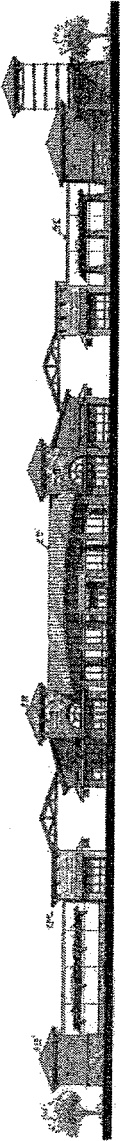
VIEW FROM PARKING & IH-35 NORTH

SIMON

• ROUND ROCK PREMIUM OUTLETS •



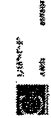
EXHIBIT G: Architecture (1 of 2)



VIEW OF ROUND COURT & ADJACENT BUILDINGS

SIMON

• ROUND ROCK PREMIUM OUTLETS •



The information contained in this document is confidential and is not to be distributed outside the project team without the prior written consent of the architect.

RECORDERS MEMORANDUM
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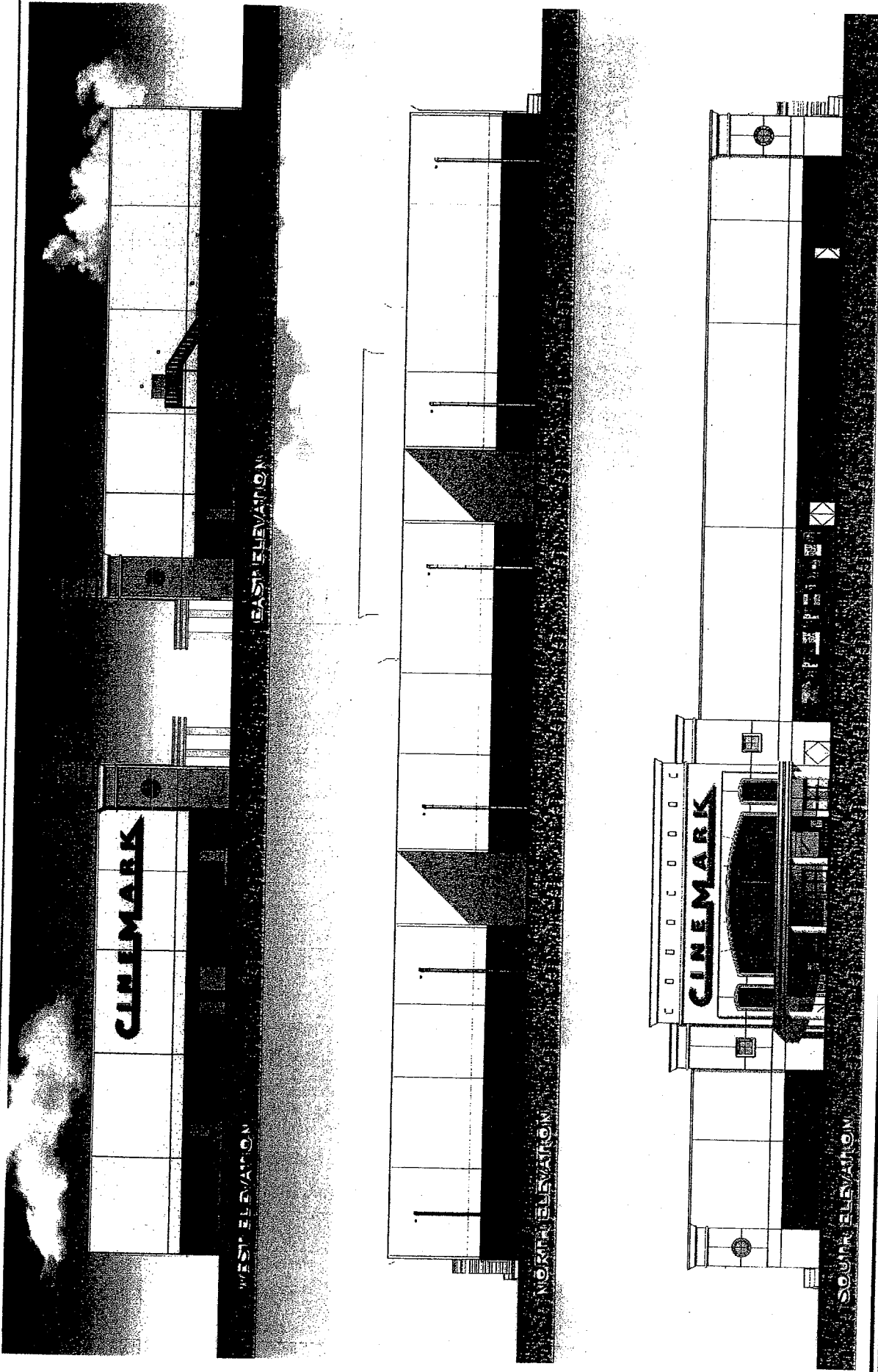
EXHIBIT G: Architecture (2 of 2)

EXHIBIT H

RIGHT-OF-WAY AND EASEMENT LOCATIONS

EXHIBIT I

THEATER/CINEMA DESIGN AND SIGNAGE



50' 00" 00

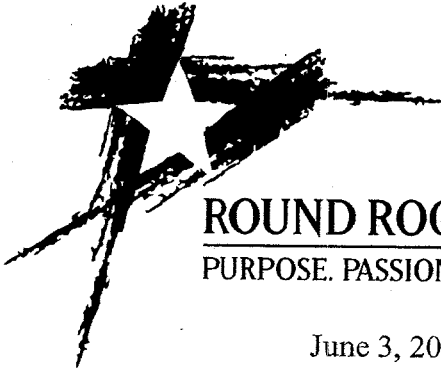
BECKS

ELEVATIONS

CINEMARK 12 ROUNDROCK, TEXAS

EXHIBIT I: THEATER/CINEMA DESIGN AND SIGNAGE

RECORDERS MEMORANDUM
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ROUND ROCK, TEXAS
PURPOSE. PASSION. PROSPERITY.

June 3, 2005

Mr. Milo Burdette
Vice President of Development
Barshop & Oles Company
801 Congress Ave., Suite 300
Austin, TX 78701

RE: Administrative Amendment to PUD 59, uses and design standards

Dear Mr. Burdette:

As we discussed, due to a clerical error, Parcels 2 and 3 of PUD 59 (“the Barshop PUD”) do not match Parcels 2 and 3 of PUD 60 (“the Simon PUD”). The intent of all involved parties (the City, Barshop & Oles and Simon/Chelsea Property Group) has been to ensure that the uses and development standards outlined for Parcels 2 and 3 in the Barshop PUD mirror the uses and development standards outlined for Parcels 2 and 3 in the Simon PUD. This intent has also been publicly presented to both the Planning and Zoning Commission and the City Council.

In order to correct the oversight and ensure consistency between the two PUD’s, I have made the following administrative amendment as provided for by section 13.1 of the Development Plan contained in PUD 59:

1. In *Exhibit D-3, Uses and Development Standards for Parcel 3*, under “Permitted Uses”, “Retail Sales and Services” has been replaced with the following:

- Retail Sales
- Retail Services, which shall be limited to the following:
 - Florist
 - Cleaners (drop-off and pick-up only)
 - Hair Salon
 - Alteration Shop (Tailor)
 - Copy Business Center
 - Athletic or health club

Mayor
Nyle Maxwell

Mayor Pro-tem
Alan McGraw

Council Members
Tom Nielson
Joe Clifford
Scot Knight
Scott Rhode
Gary Coe

City Manager
James R. Nuse, P.E.

City Attorney
Stephan L. Sheets

2. In *Exhibit D-2, Uses and Development Standards for Parcel 2*, under

“Permitted Uses”, “Retail Sales and Services” has been replaced with the following:

- Retail Sales
- Retail Services, which shall be limited to the following:
 - Florist
 - Cleaners (drop-off and pick-up only)
 - Hair Salon
 - Alteration Shop (Tailor)
 - Copy Business Center
 - Athletic or health club

3. In *Exhibit D-2, Uses and Development Standards for Parcel 2*, under “Design Standards”, the following line has been added:

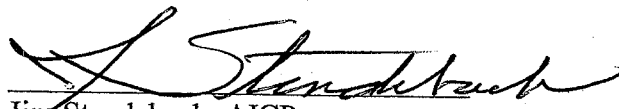
The Design Standards for a theater/cinema use shall generally be in accordance with the attached **Exhibit “I”**.

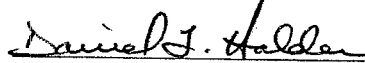
4. Exhibit “T”, attached to this document, has been included in the PUD.


With these changes, the only remaining differences between Parcels 2 and 3 of the Barshop PUD and Parcels 2 and 3 of the Simon PUD will be (1) the allowance for outdoor entertainment in the “community plaza” provided for in the Simon PUD but not the Barshop PUD (the “community plaza” is located only in the Simon PUD), and (2) the allowance for hotels provided for in the Barshop PUD but not in the Simon PUD (the proposed hotel site is located only in the Barshop PUD).

Because the Barshop PUD approved by the Round Rock City Council on May 26, 2005, did not include the owner’s signature (due to the timing of the land transactions), the changes referenced above will be incorporated into the final version that is signed and recorded subsequent to the purchase of the property by Chandler IH 35 Retail, Ltd. The Mayor will re-sign the ordinance with full knowledge of these changes.

Sincerely,


Jim Stendebach, AICP
Director of Planning


Daniel L. Halden, P.E.
City Engineer

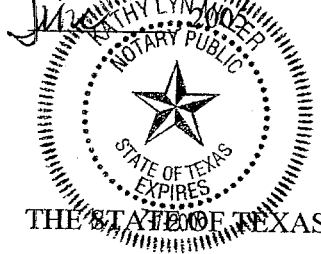

Charles Crossfield
City Attorney

THE STATE OF TEXAS §

COUNTY OF WILLIAMSON §

BEFORE ME, the undersigned authority, on this day personally appeared Jim Stendebach, known to me to be the person whose name is subscribed to the foregoing instrument as the Director of Planning of the City of Round Rock, Texas, a municipal corporation, and he acknowledged to me that he executed the same for the purposes and considerations therein expressed, in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 6th day of June



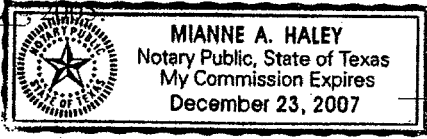
Kathy Lynn Miller
Notary Public Signature
State of Texas

THE STATE OF TEXAS §

COUNTY OF WILLIAMSON §

BEFORE ME, the undersigned authority, on this day personally appeared Daniel L. Halden, known to me to be the person whose name is subscribed to the foregoing instrument as the City Engineer of the City of Round Rock, Texas, a municipal corporation, and he acknowledged to me that he executed the same for the purposes and considerations therein expressed, in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 6th day of June



Mianne Haley
Notary Public Signature
State of Texas

THE STATE OF TEXAS §

COUNTY OF WILLIAMSON §

BEFORE ME, the undersigned authority, on this day personally appeared Charles Crossfield, known to me to be the person whose name is subscribed to the foregoing instrument as City Attorney of the City of Round Rock, Texas, a municipal corporation, and he acknowledged to me that he executed the same for the purposes and considerations therein expressed, in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 6 day of June, 2005.



Kathy Green
Notary Public Signature
State of Texas

AGREED TO BY OWNER:

CHANDLER IH 35 RETAIL, LTD.,
a Texas limited partnership

By: B&O Development G.P., L.L.C., a Texas limited liability
company, its general partner

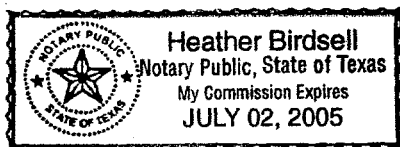
By: *C. Patrick Oles, Jr.*
C. Patrick Oles, Jr., President

THE STATE OF TEXAS §

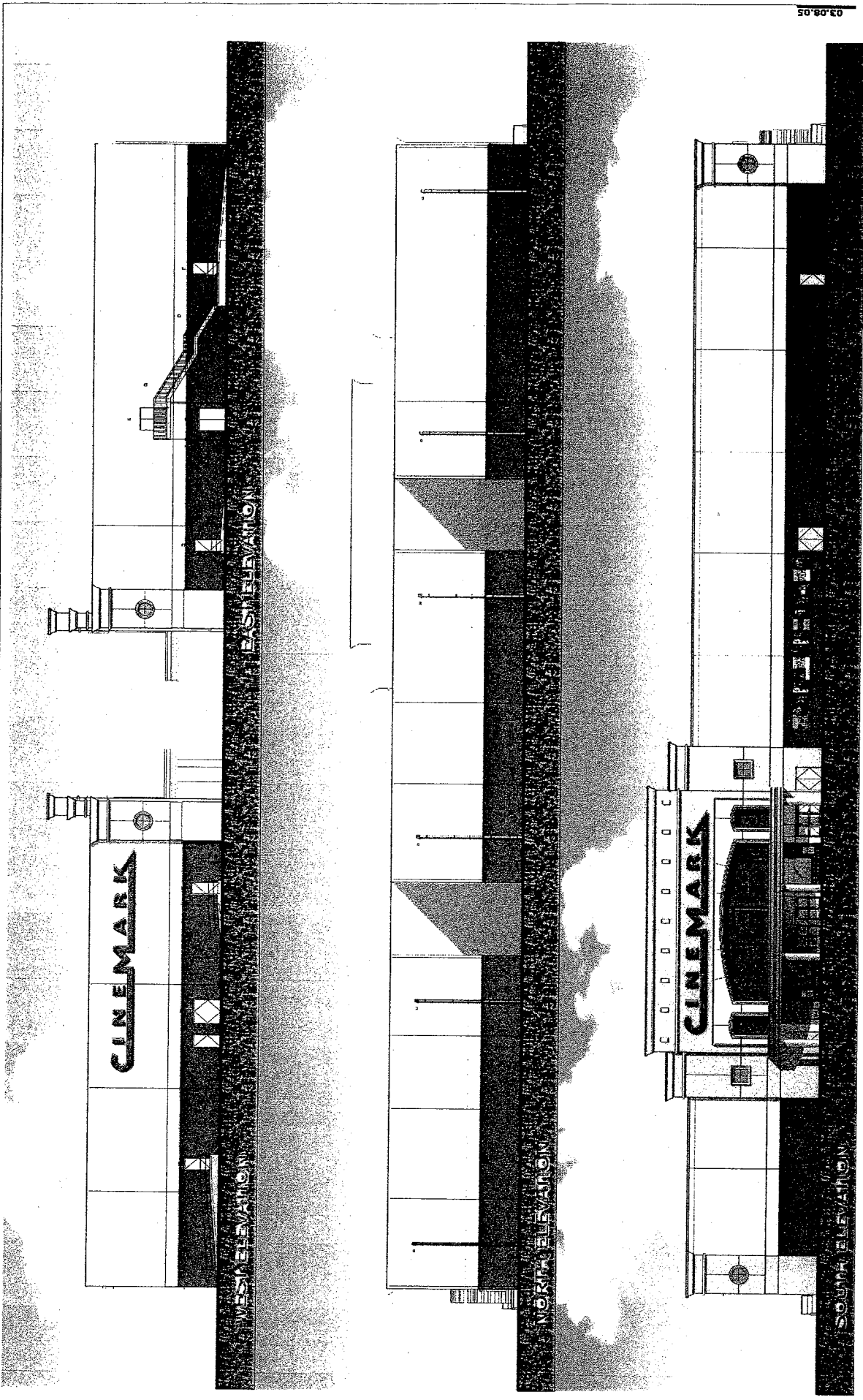
COUNTY OF TRAVIS §

BEFORE ME, the undersigned authority, on this day personally appeared C. Patrick Oles, known to me to be the person whose name is subscribed to the foregoing instrument as President of B&O Development G.P., L.L.C., a Texas limited liability company, and he acknowledged to me that he executed the same for the purposes and considerations therein expressed, in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 7th day of June, 2005.



Heather Birdsell
Notary Public Signature
State of Texas



50' 00" 00

RECS

ELEVATIONS

CINEMARK 12 ROUNDROCK, TEXAS

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

EXHIBIT I: THEATER/CINEMA DESIGN AND SIGNAGE

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS 2005046057

Nancy E. Rister

06/20/2005 08:44 AM

MARY \$274.00

NANCY E. RISTER, COUNTY CLERK
WILLIAMSON COUNTY, TEXAS

Please record & return to:
Christine Martinez

③

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