

**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:

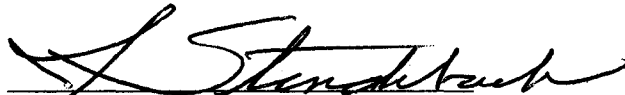
The Design Standards for a theater/cinema use shall generally be in accordance with the attached **Exhibit “I”**.


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

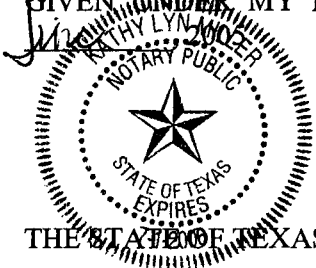
  
Charles Crossfield  
City Attorney

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 6<sup>th</sup> day of



Kathy Lynn Miller  
Notary Public Signature  
State of Texas

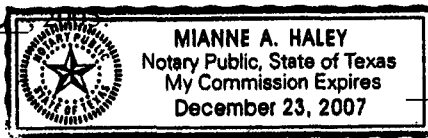
THE STATE OF TEXAS §

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 6<sup>th</sup> day of

June



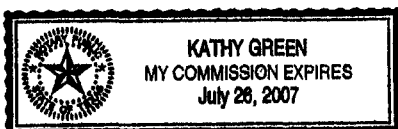
Mianne Haley  
Notary Public Signature  
State of Texas

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.

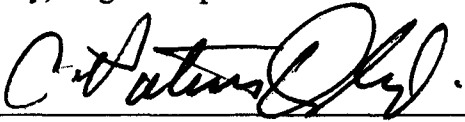


Kathy Green  
Notary Public Signature  
State of Texas

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

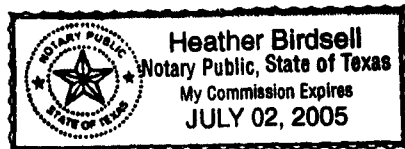
By:   
C. Patrick Oles, Jr., President

THE STATE OF TEXAS §

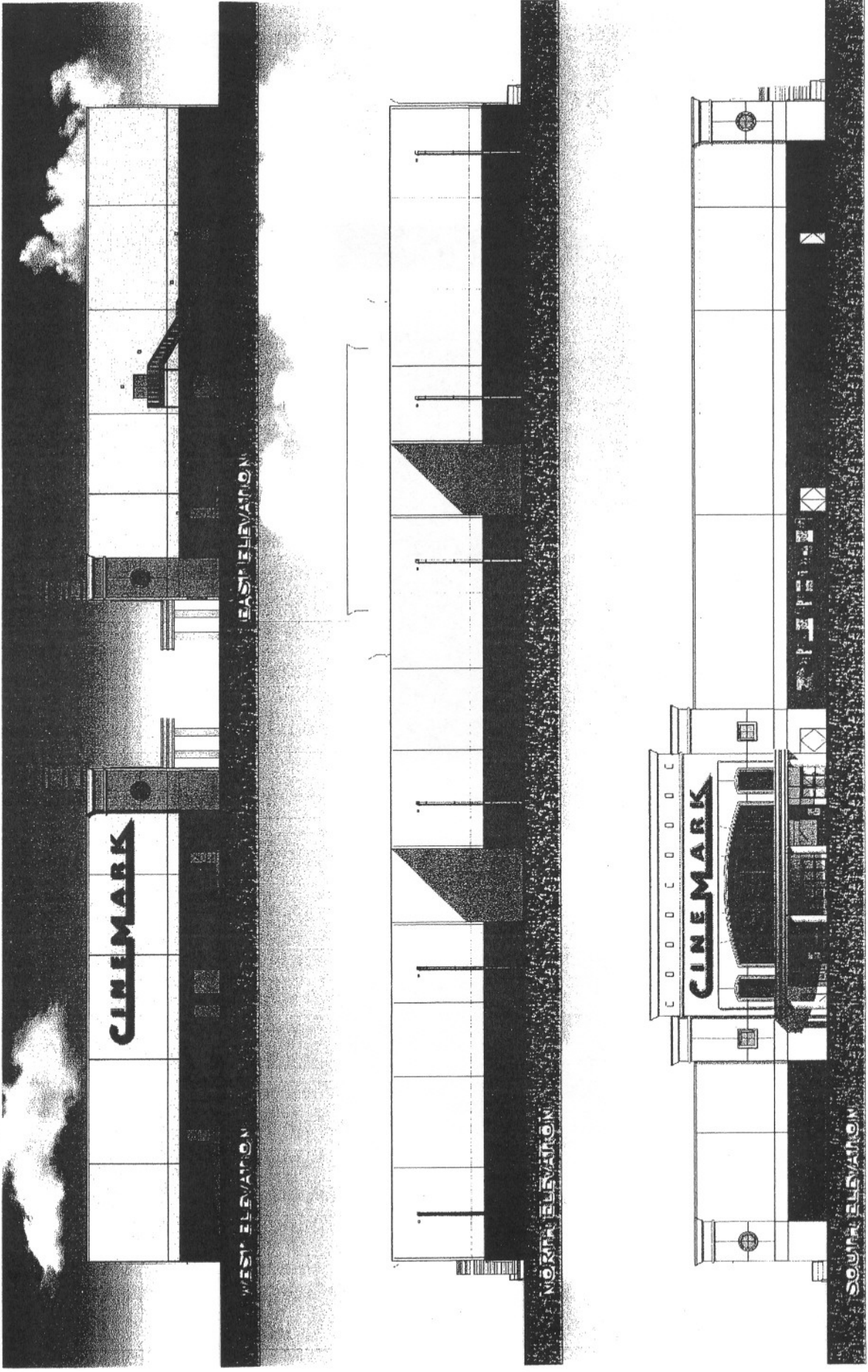
COUNTY OF TRAVIS §

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 7<sup>th</sup> day of June, 2005.



  
Notary Public Signature  
State of Texas



**ELEVATIONS**

**CINEMARK 12 ROUNDROCK, TEXAS**

**EXHIBIT I: THEATER/CINEMA DESIGN AND SIGNAGE**

**RECORDERS MEMORANDUM**

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

Please return to:

① Kathy Miller  
City of Round Rock  
301 W. Bagdad #210  
Round Rock, TX 78664

**FILED AND RECORDED**

OFFICIAL PUBLIC RECORDS 2005043038

*Nancy E. Rister*

06/08/2005 12:47 PM

MARY \$24.00

NANCY E. RISTER, COUNTY CLERK  
WILLIAMSON COUNTY, TEXAS