



ADMINISTRATIVE AMENDMENT TO PUD 60 AND PUD 59



ROUND ROCK, TEXAS
PURPOSE. PASSION. PROSPERITY.

January 3, 2006

Kathy Shields
Vice President of Development
Simon
115 West Washington Street
Indianapolis, Indiana 46204

RE: Administrative Amendment to PUD 60 and PUD 59, Cinema Design

Dear Ms. Shields:

Because the appearance of the proposed cinema to be located on a portion of Parcel 2 of PUD 60 (Round Rock Premium Outlets) and a portion of Parcel 2 of PUD 59 (Chandler IH 35 Retail, Ltd.) does not match the required design standards shown in **Exhibit K** of PUD 60 and **Exhibit I** of PUD 59, we have replaced these exhibits with revised versions to ensure consistency between what is required by the PUD and the actual construction drawings. The revised **Exhibits K** and **I** are attached to this document. This change is being made as an administrative amendment as provided for by Section 15.1 of PUD 60 and Section 13.1 of PUD 59.

The design for the cinema shown in the revised exhibits is of a superior quality to that shown in the original exhibits and includes a number of additional features that will make the cinema more compatible with the architecture of the nearby outlets. In this sense, the revised exhibits not only maintain the original intent of the PUDs, but they also enhance the compatibility of the various uses within the PUD and further promote the architectural theme of the primary buildings.

Sincerely,

Mayor

Nyle Maxwell

Mayor Pro-tem

Alan McGraw

Council Members

Rufus Honeycutt

Joe Clifford

Carlos T. Salinas

Scott Rhode

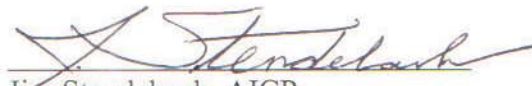
Gary Coe

City Manager

James R. Nuse, P.E.

City Attorney

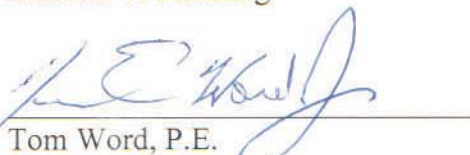
Stephan L. Sheets



Jim Stendebach, AICP
Director of Planning



Charles Crossfield
City Attorney



Tom Word, P.E.
Chief of Public Works Operations

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 11 day of January, 2008

Bernadette A. Hayes
Notary Public Signature
State of Texas



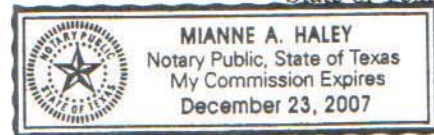
THE STATE OF TEXAS §

COUNTY OF WILLIAMSON §

BEFORE ME, the undersigned authority, on this day personally appeared Tom Word, known to me to be the person whose name is subscribed to the foregoing instrument as the Chief of Public Works Operations 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 12 day of January 2008

Mianne A. Haley
Notary Public Signature
State of Texas



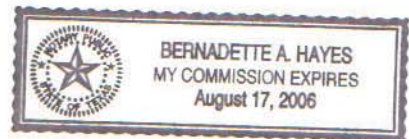
THE STATE OF TEXAS §

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 11 day of January, 2005.

Bernadette A. Hayes
Notary Public Signature
State of Texas



AGREED TO BY OWNER:

SPG ROUND ROCK NS, L.P.,
A Delaware limited partnership

By: VPI LANDCO, L.L.C.,
an Illinois limited liability company,
General Partner

By: VIRGINIA PROPERTIES, INC.,
An Illinois corporation,
Manager

By: James M. Barkley

James M. Barkley
General Counsel

INDIANA

THE STATE OF ~~TEXAS~~ §

COUNTY OF ~~BEXAR~~ § MARION

James Barkley BEFORE ME, the undersigned authority, on this day personally appeared James Barkley, known to me to be the person whose name is subscribed to the foregoing instrument as an Authorized Representative for SPG ROUND ROCK NS, L.P., and she acknowledged to me that she 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 JAN, 2008.

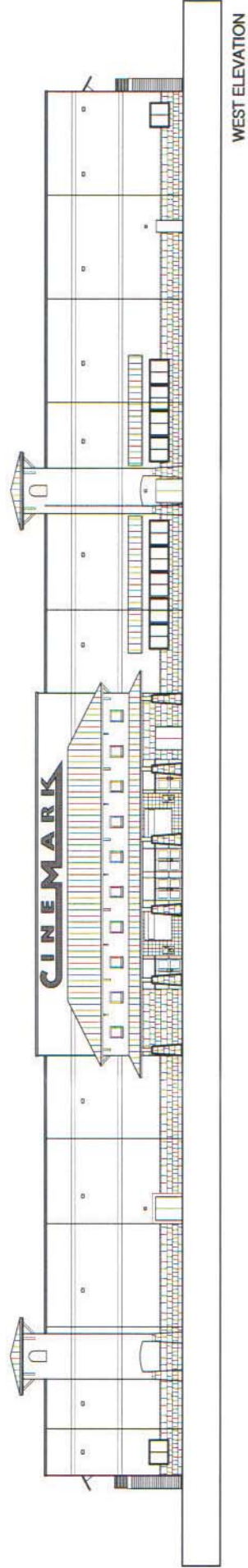
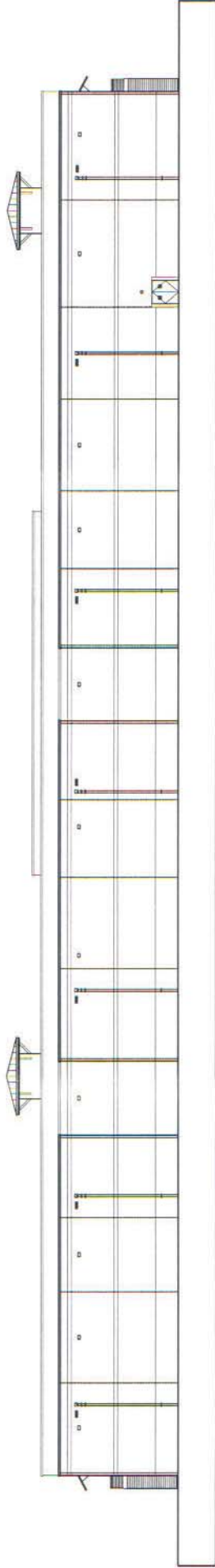
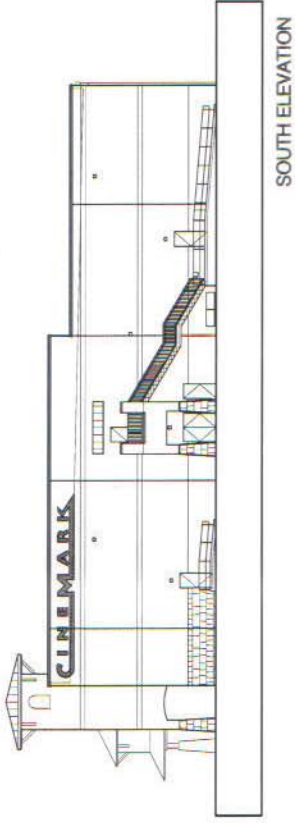
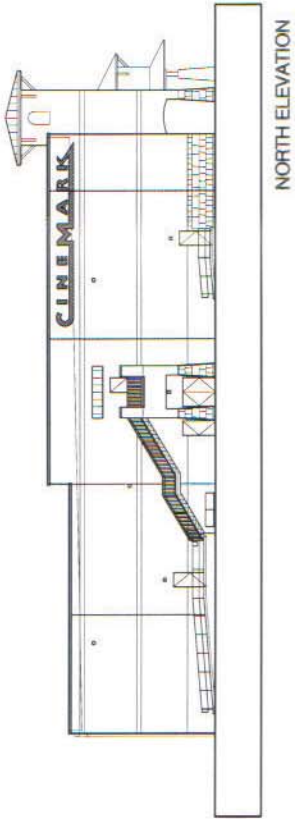
Teresa M. Wall

Notary Public Signature
State of Indiana



TERESA M. WALL
Res. of Marion Co.
Comm. Exp. 8-8-2009

RECORDERS MEMORANDUM
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clearly legible for satisfactory reoperation.

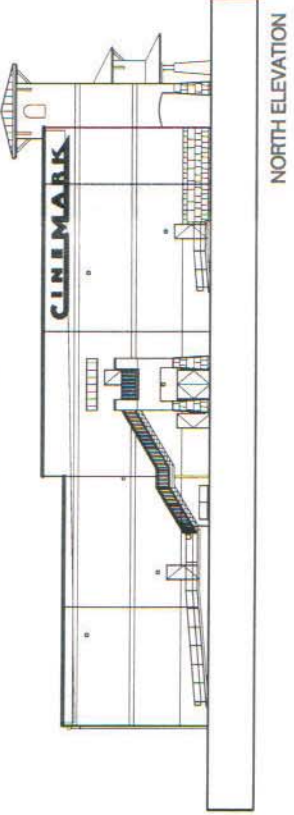


CINEMARK MOVIES 14 - ROUND ROCK, TEXAS

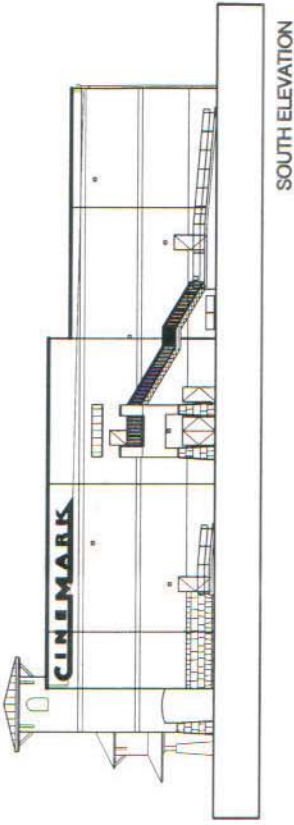
EXHIBIT K



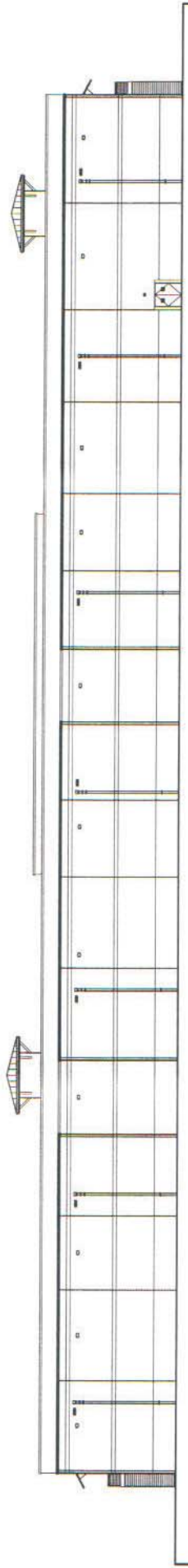
RECORDERS MEMORANDUM
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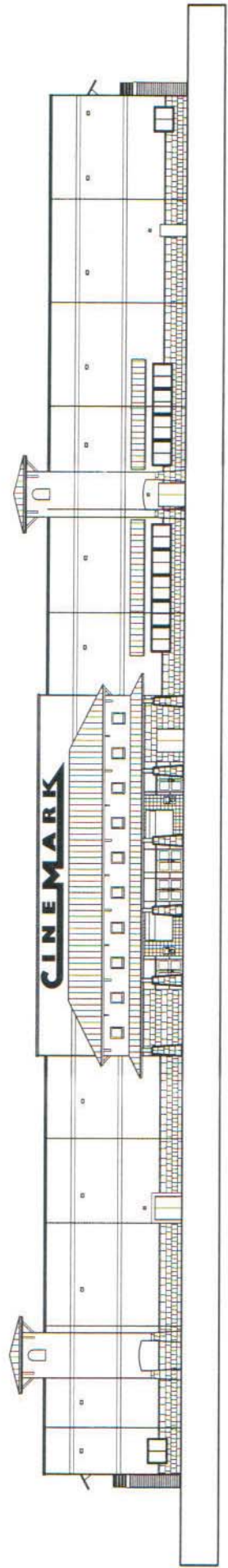
NORTH ELEVATION



SOUTH ELEVATION



EAST ELEVATION



WEST ELEVATION

CINEMARK MOVIES 14 - ROUND ROCK, TEXAS

EXHIBIT I
0 10 20 40 ft

Please return to:

Shannon Burke, AICP
Senior Planner
City of Round Rock
301 W. Bagdad St., Ste. 210
Round Rock, Texas 78664

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS 2006005772

Nancy E. Rister

01/24/2006 04:06 PM

CARRILLO \$36.00

NANCY E. RISTER, COUNTY CLERK
WILLIAMSON COUNTY, TEXAS