

ORDINANCE NO. Z-05-05-26-11D1

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 19.31 ACRES OF LAND, OUT OF THE ASA THOMAS SURVEY, ABSTRACT NO. 609, IN ROUND ROCK, WILLIAMSON COUNTY, TEXAS, FROM DISTRICT PUD NO. 37 (PLANNED UNIT DEVELOPMENT) AND A PORTION OF DISTRICT PUD NO. 36 (PLANNED UNIT DEVELOPMENT) TO DISTRICT PUD NO. 62 (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 19.31 acres of land, out of the ASA Thomas Survey, Abstract No. 609, in Round Rock, Williamson County, Texas, being more fully described in Exhibit "A" attached hereto, from District PUD No. 37 (Planned Unit Development) and a portion of District PUD No. 36 (Planned Unit Development) to District PUD No. 62 (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. 62 (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. 62 (Planned Unit Development).

II.

A. All ordinances, parts of ordinances, or resolutions in conflict herewith are expressly repealed.

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

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

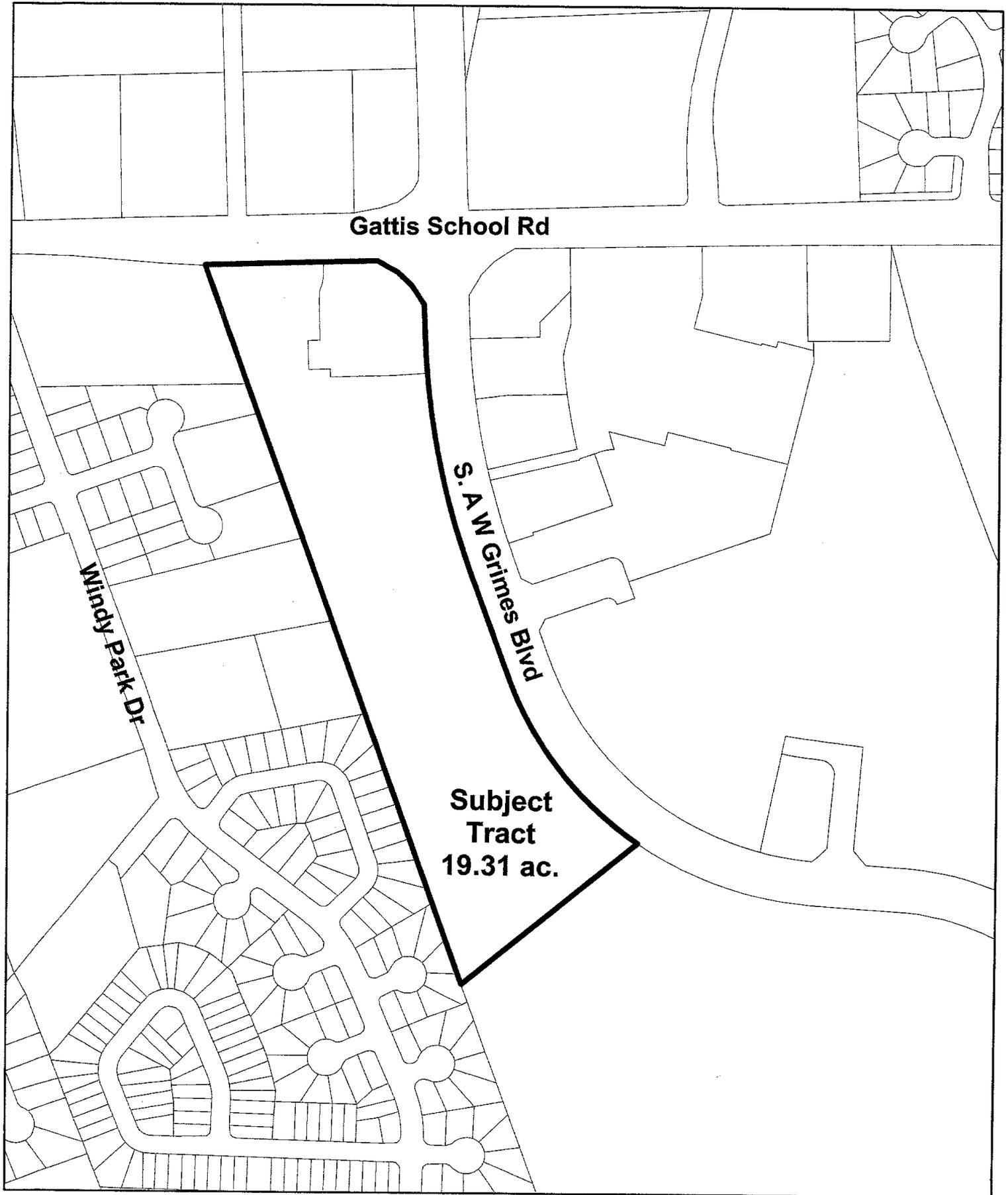


NYLE MAXWELL, Mayor
City of Round Rock, Texas

ATTEST:


CHRISTINE R. MARTINEZ, City Secretary

**Rezone from PUD No. 37 and a portion of PUD No. 36
to PUD No. 62
19.31 Acres**



**AGREEMENT AND DEVELOPMENT PLAN
PROVIDENT CROSSINGS PUD
PLANNED UNIT DEVELOPMENT NO. 62**

**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 TODAY PRA HICKERSON, L.P., a Texas limited partnership, its successors and assigns, having their offices at 975 One Lincoln Centre, 5400 LBJ Freeway, Dallas, Texas, 75240; and RB-3 ASSOCIATES, a New York partnership, its successors and assigns, having their offices at 8441 Cooper Creek Boulevard University Park, Florida 34201; and THE BENDERSON 85-1 TRUST, a New York Trust, its successors and assigns, having their offices at 8441 Cooper Creek Boulevard University Park, Florida 34201 (hereafter collectively referred to as the "Owners"). For purposes of this Agreement, the term Owners shall mean TODAY PRA HICKERSON, L.P., RB-3 ASSOCIATES, and THE BENDERSON 85-1 TRUST, their respective successors and assigns; provided, however, upon sale, transfer or conveyance of portions of the hereinafter described property, the duties and obligations of the Owners, as it relates to the respective property, shall be assumed by the new owner, and the Owners shall have no further liability relating to their respective property.

WHEREAS, the Owners are the owners of certain real property consisting of 19.31 acres, as more particularly described in **Exhibit "A"**, (herein after referred to as the "Property") attached hereto and made a part hereof.

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

WHEREAS, pursuant to Chapter 11, Section 314, Code of Ordinances (1995 Edition), City of Round Rock, Texas, the Owners have 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 May 18, 2005, the City's Planning and Zoning Commission recommended approval of the Owners' 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 Owners 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.16 below are followed.

3. ZONING VIOLATION

The Owners understand 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. LIENHOLDER 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"**.

5. MISCELLANEOUS PROVISIONS

5.1 Assignment.

Neither party may assign its rights and obligations under this Agreement without having first obtained the prior written consent of the other which consent shall not be unreasonably withheld. This section shall not prevent the Owners 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, and no consent shall be required in connection with such sale or lease provided the purchaser or tenant assumes Owners' obligations in writing as to such portions 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 herein are deemed invalid, illegal or unenforceable in any respect such invalidity, illegality or unenforceability shall not affect any other provisions hereof and in such event, this agreement shall be construed as if such invalid, illegal or unenforceable provision had never been contained herein.

5.4 Entire Agreement.

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

5.5 Applicable Law.

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

5.6 Venue.

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

Williamson County.

5.7 No Third Party Beneficiaries.

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

5.8 Duplicate Originals.

This Agreement may be executed in duplicate 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:

OWNERS

TODAY PRA HICKERSON, L.P.
975 One Lincoln Centre
5400 LBJ Freeway
Dallas, Texas 75240
Attn: Leon J. Backes

CITY OF ROUND ROCK

City of Round Rock, Texas
221 East Main Street
Round Rock, Texas 78664
Attn: Director of Planning

RB-3 ASSOCIATES, A NEW YORK PARTNERSHIP
8441 Cooper Creek Boulevard
University Park, Florida 34201

THE BENDERSON 85-1 TRUST, A NEW YORK TRUST
8441 Cooper Creek Boulevard
University Park, Florida 34201

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 90 days following receipt by the Owners of the written confirmation of the decision.

5.12 Binding Effect.

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

5.13 Termination of previous PUDs.

This Agreement and Development Plan supersedes the Agreements and Development Plans adopted by Ordinances Z-99-03-25-9C1 and Z-99-03-25-9C2 as they apply to the Property described in **Exhibit "A"** of this agreement.

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 (hereinafter referred to as "Plan") covers approximately 19.31 acres of land, located within the city limits of Round Rock, Texas, and more particularly described by metes and bounds in **Exhibit "A"**.

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 affect 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.

5. PERMITTED USES

The following principal uses are permitted:

All C-1 (General Commercial) uses identified in the City of Round Rock Zoning Ordinance except for uses listed in Paragraph 6, below.

6. PROHIBITED USES

The following uses are prohibited on the Property: self-standing wireless transmission towers and facilities, mini-warehouses, flea markets, sexually oriented businesses, portable buildings sales, except as incidental to other retail sales, outdoor amusement parks or carnivals, wholesale nurseries, recreational vehicle parks, outdoor shooting ranges, pawn shops, heavy equipment sales, kennels (but not prohibiting pet shops and veterinary clinics without overnight facilities), R.V., boat or vehicle sales, auto service facilities, auto repair, body and paint shops (but not excluding gasoline or convenience stations, which do not provide auto repairs, or auto retail service facilities selling parts or accessories, including tires, batteries, or mufflers and including installation on premises, such as Discount Tire and National Tire & Battery), truck stops, wrecking yards, bulk distribution centers, campgrounds, tattoo parlors, donation centers, video arcades (but not prohibiting video games as an ancillary use), bars and taverns (provided, however, that this does not prohibit any restaurant uses), fast food

restaurants that use a microphone and speaker system to place orders from the drive thru area, and billiard parlors (but not prohibiting billiards as an ancillary use).

7. DESIGN STANDARDS

7.1 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
- Unfinished sheet metal, except for trim or minor decorative features

7.2 Primary Shopping Center Buildings

The following development standards apply to the primary shopping center buildings. The definition of primary shopping center buildings for the purpose of this section shall be all buildings that contain more than 10,000 square feet of gross floor area (heated and air conditioned space) or such smaller buildings, which are physically attached to such a building.

7.2.1 The front and side elevations shall be 100 percent masonry, except for doors, windows, roofs, patios, balconies, awnings, gutters, special decorative features and trim. Masonry shall mean brick, stone, stucco or such other similar quality material approved in writing by the Director of Planning. Stucco shall not comprise more than fifty (50) percent of this exterior finish. All other elevations shall be constructed of brick, stone, stucco, split face concrete block or concrete tilt wall, or such other similar quality material approved in writing by the Director of Planning.

7.2.2 Primary shopping center buildings shall be permitted flat roofs only when the building contains segments with pitched roof lines that are part of an overall architectural design approved by the Director of Planning. Roofing materials for pitched roof sections shall be limited to tile or pre-finished, non-reflective metal or such other similar quality material approved in writing by the Director of Planning.

7.3 Buildings Other Than Primary Shopping Center Buildings

The following development standards apply to all buildings not defined as primary shopping center buildings in Section 7.2 above.

- 7.3.1 All building elevations shall be 100 percent masonry except for doors, windows, roofs, patios, balconies, awnings, gutters, special decorative features and trim. Masonry shall mean brick, stone or stucco or such other similar quality material approved in writing by the Director of Planning. Stucco shall not comprise more than fifty (50) percent of this exterior finish.
- 7.3.2 All buildings shall be permitted flat roofs only when the building contains segments with pitched roof lines that are part of an overall architectural design approved by the Director of Planning. Roofing materials for pitched roof sections shall be limited to tile or pre-finished, non-reflective metal or such other similar quality material approved in writing by the Director of Planning.

8. DEVELOPMENT STANDARDS

8.1 Building Height

Building heights shall be as follows:

- 8.1.1 All buildings 100 feet to 150 feet from any single-family residential property line shall be limited to one (1) story and no more than twenty (20) feet.
- 8.1.2 All buildings 150 feet to 200 feet from any single-family residential property line shall be limited to two (2) stories and no more than thirty (30) feet.
- 8.1.3 All buildings at least 200 feet from any single-family residential property line shall be limited to three (3) stories and no more than forty-five (45) feet.
- 8.1.4 The height limits prescribed herein shall not apply to necessary mechanical appurtenances or design features located upon any building.

8.2 Building Setbacks

Building setbacks shall be as follows:

8.2.1 Minimum building setbacks from A.W. Grimes Boulevard and Gattis School Road shall be thirty (30) feet.

8.2.2 Minimum building setbacks from all internal lot lines shall be ten (10) feet, except that common walls shall not be required to have a setback

8.2.3 The minimum building setback from the western boundary of the Property shall be twenty-five (25) feet for a distance of 320 feet south from the northwest corner of the Property. The minimum building setback along the remainder of the western boundary of the Property shall be 100 feet.

8.2.4 The minimum building setback from the southern boundary of the Property shall be twenty-five (25) feet.

8.3 Density

The minimum lot size shall be one-half (1/2) acre.

9. SERVICE & LOADING AREAS

9.1 Screening Required

No dock high loading area is permitted unless such area is visually screened from public streets.

9.2 Delivery Vehicles

All delivery and utility vehicles parked on-site (other than when being actively loaded or unloaded) shall be parked within an area visually screened from public streets. No deliveries by vehicles with six or more wheels shall be permitted between the hours of midnight and 7:00 a.m.

9.3 Service Areas

Service areas shall be visually screened from all public rights-of-way. Methods of screening include walled entrances, evergreen landscaping and depressed

service areas.

9.4 Loading Areas

All loading and service areas must be clearly signed. Loading spaces must be clearly denoted on the pavement and designed so as not to prohibit on-site vehicular circulation when occupied. Loading spaces shall be located directly in front of or adjacent to a loading door.

Loading areas must be designed to accommodate backing and maneuvering on-site, not from a public street. Regardless of orientation, loading doors may not be located closer than fifty (50) feet from a public street. This provision does not prevent the location of doors that provide common entry to a building from being used for minor deliveries and courier service by vehicles with six or less wheels.

9.5 Trash Storage

Refuse storage enclosures are required for all buildings. Enclosures must be of sufficient height to visually screen all refuse containers, so as to provide visual screening of views from adjacent lots and public rights-of-way. All enclosures must be constructed of permanent materials (concrete, masonry, split face block, etc.), which are compatible with the building it serves. Refuse storage areas must be designed to contain all refuse generated on-site between collections. Gates shall be required only if required to achieve the needed visual screening.

9.6 Street Level Mechanical Equipment

All ground-mounted service equipment (e.g., air conditioners, transformers, trash collection equipment) related to each building shall be visually screened and landscaped. Large equipment shall be visually screened and landscaping shall be used to soften the visual appearance of the walls enclosing service areas. Service areas must be paved and drained.

9.7 Roof Mounted Mechanical Equipment

All roof mounted mechanical equipment must be visually screened from view from the public streets from a height of five (5) feet above grade measured at the lot line of the site on which the building is located. Screening must be compatible with the building design.

10. LIGHTING STANDARDS

All development within the Property shall be restricted to the following standards:

- 10.1** Light poles within 150 feet of any single-family residential property line shall not exceed twenty (20) feet in height.
- 10.2** Light poles on the remainder of the Property shall not exceed thirty (30) feet in height
- 10.3** All exterior lighting shall be hooded or shielded so that light is directed downward to minimize excessive glare and sky glow pollution.

11. LANDSCAPING AND BUFFERING

11.1 Landscape and Sidewalk Easement

A twenty (20) foot wide landscape easement shall be provided adjacent to the public utility easement along A. W. Grimes Boulevard and Gattis School Road.

All areas located within these easements shall be used solely for the purpose of landscaping and sidewalks, except for driveways crossing the easement, lighting, monument signs, irrigation, entry features, underground utilities, meters, utility structures and equipment required to provide utilities to the Property.

Surface drainage swales may be placed within these easements, provided they are approved by the Director of Planning as part of a comprehensive landscape plan.

Drainage, detention and water quality structures are prohibited in these easements.

Landscaping within these easements shall be credited against street yard landscape requirements.

11.2 Street Trees

Street trees shall be planted within the landscape easement adjacent to all public streets in accordance with the following criteria:

11.2.1 Spacing of and size of trees shall meet the following criteria:

- Street trees along A. W. Grimes Boulevard and Gattis School Road shall be large size tree species with a minimum caliper size of three and one half (3.5) inches and shall be spaced no more than forty (40) feet apart.
- Tree species size shall be in accordance with the City of Round Rock Tree Technical Manual: Standards and Specifications (Tree Technical Manual).

11.2.2 Caliper size, height, measurement and other specifications shall be as specified in the Tree Technical Manual.

11.2.3 Street trees shall be planted to avoid interference with streetlights, signage and other fixtures.

11.2.4 Street trees shall be planted at least eight (8) feet from edge of driveways.

11.2.5 Street trees shall be planted no less than eight (8) feet from the back of curb along A. W. Grimes Boulevard and Gattis School Road.

11.2.6 Street trees shall be planted on a lot-by-lot basis. Each lot in the Property shall have the required street trees and the associated irrigation system inspected for compliance with this Section prior to the issuance of the first Certificate of Occupancy for any development within the lot.

11.2.7 A Property Owners Association (POA) shall be established, funded and assigned the responsibility for ongoing maintenance, repair and replacement of both street trees and irrigation. Irrigation shall be paid for by the POA.

11.3 Rights of Way

Areas within the public street right-of-way must be landscaped and irrigated only in accordance with a license agreement with the City.

11.4 Open Space

All parcels for which a building permit and a Certificate of Occupancy have been issued and which do not contain buildings, structures, parking lots, sidewalks, fountains, site furniture or other improvements, including, but not limited to, front, side and rear building set back areas, and all areas between the curb line and the property line, must be planted and landscaped. All such landscaped areas not planted in groundcover or shrub beds will be planted in grasses, preferably sod. Over seeding in fall with cool season native grasses is allowed.

All plantings shall be maintained in good condition. The landscape planting must provide for easy maintenance.

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

11.5 Parking Areas

In all vehicular use areas and parking areas, landscaped medians shall be provided along primary access drives, as determined by the Director of Planning. Additional landscape medians shall be provided for every eight (8) single rows of parking. All landscape medians shall be a minimum of ten (10) feet in width and trees shall be planted in accordance with the same specifications established for street trees in this Section unless otherwise approved by the Director of Planning. Caliper size, height, measurement and other specifications shall be as specified in the Tree Technical Manual.

11.6 Planting Plan

The Owners shall submit a planting plan for parking lot and other on-site landscaping with the submittal of construction plans for each phase of development.

11.7 Western Boundary Landscape Buffer Requirements

A fifty (50) foot landscape buffer shall be provided along the western boundary of the Property, beginning 320 feet south of the northwest corner of the Property, in accordance with the following standards.

11.7.1 The landscape buffer shall include a precast concrete panelized fence with a brick or stone design eight (8) feet tall, which shall be located on the western boundary of the Property commencing on the southwest corner of the Property and continuing to the north to

a point one hundred and sixty (160) feet south of the northwest corner of the Property. The construction of the entire fence shall be completed within sixty (60) days of the issuance of any new building permit within the Property.

11.7.2 The westernmost thirty (30) feet of the fifty (50) foot landscape buffer shall remain solely for the purpose of landscaping.

11.7.3 All planting within the landscape buffer shall create a continuous solid screen, consisting of trees and shrubs. The minimum quantity of landscaping shall be determined by the following requirements:

- One large tree per fifty (50) linear feet (75% of selected material shall be of an evergreen species)
- One medium size tree per thirty (30) linear feet (75% of selected material shall be of an evergreen species)
- One small tree per fifteen (15) linear feet (75% of selected material shall be of an evergreen species)
- One large shrub per four (4) linear feet.

11.7.4 The Director of Planning shall review the landscaping, elevations and abutting uses to ensure that the required visual screen is provided.

12. 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, shall be placed underground. All transformers shall be visually screened.

13. DRIVEWAY ACCESS

Driveway access shall be permitted in accordance the following criteria, as illustrated in **Exhibit "C"**:

13.1 The Property shall be permitted two driveways onto Gattis School Road. The most westerly driveway shall be located at the proposed median cut across from East Rock Cove. The easterly access shall be located

approximately 300 feet east of the western boundary of the Property.

13.2 The Property shall also have five (5) driveways onto A.W. Grimes Boulevard to be located as follows:

13.2.1 The most northerly driveway shall be located approximately 300 feet south of the intersection of A.W. Grimes and Gattis School Road.

13.2.2 The second driveway shall be located at the northernmost existing median cut in A.W. Grimes south of Gattis School Road.

13.2.3 The third driveway shall be located at the median cut in A.W. Grimes Boulevard across from Town Centre Drive.

13.2.4 The fourth and fifth driveways shall be located a minimum of 200 feet from the driveway described in 14.2.3 and shall have a minimum separation of two hundred (200) feet from each other.

14. DRIVEWAY THROAT LENGTH

All driveways that access A.W. Grimes Boulevard or Gattis School Road shall provide a minimum driveway throat of 100 feet. No parking spaces or internal access drives shall intersect with access driveways within this 100-foot throat. Throat length shall be measured from the property line along the street right-of-way.

15. SIGNS

15.1 All freestanding signs shall be restricted to monument signs, as defined in the Code.

15.2 Freestanding monument signs shall not exceed six (6) feet in height.

15.3 One freestanding monument sign shall be permitted for lots of less than three (3) acres in size. The maximum area of masonry monument signs, defined as the area contained within a polygon containing the actual lettering and any logo, shall be fifty (50) square feet on each side of the sign. The portions of a masonry structure on which the sign is located shall not be counted as part of the fifty (50) square feet provided they are not contained within the polygon. The maximum area of all other signs shall be regulated by the Code.

- 15.4 More than one freestanding monument sign for lots of three (3) acres or larger shall be permitted in accordance with the regulations contained in the Code. However, each sign permitted shall be sized in accordance with Section 15.3 above.
- 15.5 Monument signs shall not be located so as to, in the reasonable opinion of the City Traffic Engineer, adversely restrict the vision of drivers entering or leaving the Property.
- 15.6 Directional signs solely for the purpose of directing traffic or identifying building numbers shall be permitted provided they are restricted to a size required by their function as determined by the Director of Planning.

16. **CHANGES TO AGREEMENT AND DEVELOPMENT PLAN**

16.1 **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 the City Attorney.

16.2 **Major Changes**

All changes not permitted under Section 16.1 above, shall be resubmitted following the same procedure required by the original PUD application.

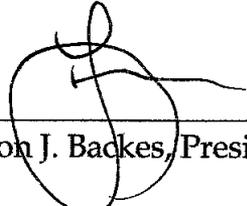
17. **GENERAL PLAN 2000**

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

TODAY PRA HICKERSON, LP

By: Gattis School Partners, L. P.
Its sole general partner

By: PRA General Partner, Inc.
Its sole general partner

By:  _____
Leon J. Backes, President

Date: 6/22/05

RB-3 ASSOCIATES, a New York Partnership

By: _____
Randall Benderson, Partner

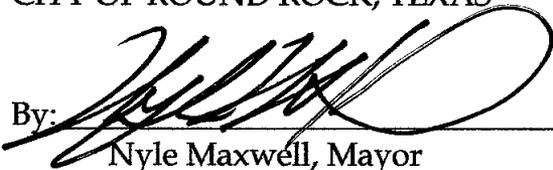
Date: _____

THE BENDERSON 85-1 TRUST, a New York Trust

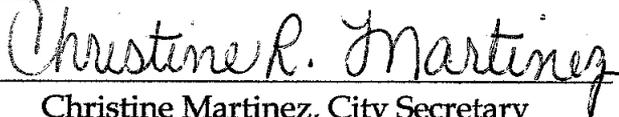
By: _____
David H. Baldauf, Trustee

Date: _____

CITY OF ROUND ROCK, TEXAS

By:  _____
Nyle Maxwell, Mayor

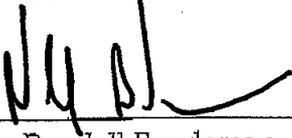
ATTEST:

By:  _____
Christine Martinez, City Secretary

By: _____
Leon J. Backes, President

Date: _____

RB-3 ASSOCIATES, a New York Partnership

By:  _____
Randall Benderson, Partner

Date: 6/22/05

THE BENDERSON 85-1 TRUST, a New York Trust

By:  _____ *with*
David H. Baldauf, Trustee

Date: 6/22/05

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"	Property Metes and Bounds Description
Exhibit "B"	Lien Holder Consent
Exhibit "C"	Driveway Access

19.31 Acres
ASA Thomas Survey A-609
Williamson County, Texas



FN 2825 (MLQ)
March 10, 2003
SAM, Inc. Job No. 23060-20

DESCRIPTION OF A 19.31 ACRE TRACT OF LAND LOCATED IN THE ASA THOMAS SURVEY, ABSTRACT NO. 609, WILLIAMSON COUNTY, TEXAS, BEING A PORTION OF THE REMAINDER OF A CALLED 20.356 ACRE TRACT OF LAND (TRACT 2) DESCRIBED IN THE DEED TO TODAY PRA HICKERSON, L.P., AS RECORDED IN DOCUMENT NO. 2000049743 OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, AND A CALLED 1.90 ACRE TRACT OF LAND CONVEYED IN THE DEED TO RB-3 ASSOCIATES, A NEW YORK GENERAL PARTNERSHIP AS RECORDED IN DOCUMENT NO. 2002073317 OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS; SAID 19.31 ACRE TRACT OF LAND AS SHOWN ON THE ACCOMPANYING SKETCH, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2-inch iron rod with a SAM, Inc. plastic cap found in the south Right-of-Way (ROW) line of Gattis School Road (a varying width ROW), same being in the east line of a called 4.7956 acre tract of land described in the deed to Grace Presbyterian Church, as recorded in Document No. 199940052 of the Official Records of Williamson County, Texas, for the southwest corner of a called 0.74 acre tract of land dedicated to the City of Round Rock for ROW and recorded in Document No. 2002054922 of the Official Public Records of Williamson County, Texas, same being the northwest corner of said remainder of a called 20.356 acre tract and the tract described herein, from which a 1/2-inch iron rod found for the northeast corner of said 4.7956 acre tract bears, N 19° 44' 42" W, a distance of 50.53 feet;

THENCE leaving said east line with said south ROW line, same being the north lines of said remainder tract and said 1.90 acre tract the following five (5) courses and distances:

1. with the arc of a curve to the left a distance of 35.93 feet through a central angle of 01° 25' 31", having a radius of 1444.39 feet, and whose chord bears N 89° 01' 18" E, a distance of 35.93 feet to a concrete monument found for a point of tangency,
2. N 88° 18' 34" E, passing a distance of 278.84 feet a 1/2-inch iron rod with a SAM, Inc. plastic cap found for the north common corner of said 1.90 acre tract and said remainder tract for a total distance of 424.28 feet to a concrete monument found,
3. S 60° 46' 25" E, a distance of 63.30 feet to a concrete monument found,
4. S 47° 03' 57" E, a distance of 50.00 feet to a concrete monument found, and
5. S 33° 21' 29" E, a distance of 63.30 feet to a concrete monument found in the east line of said 1.90 acre tract, same being the west ROW line of A.W. Grimes Boulevard (120-foot wide ROW) as described in Document No. 2001038661 of the Official Public Records of Williamson County, Texas, for the southeast corner of said 0.74 acre tract, same being a northeast corner of said 1.90 acre tract and the tract described herein, from which a concrete monument found in said west ROW line for a northeast corner of said 0.74 acre tract bears, N 02° 26' 27" W, a distance of 121.10 feet;

19.31 Acres
ASA Thomas Survey A-609
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THENCE leaving said common line with the east lines of said remainder tract and said 1.90 acre tract, same being said west ROW line the following four (4) courses and distances:

1. S 02° 26' 27" E, a distance of 89.77 feet to a concrete monument found for a point of curvature, from which a concrete monument found in the east ROW line of said A.W. Grimes Boulevard bears, N 87° 33' 33" E, a distance of 120.00 feet,
2. with the arc of a curve to the left passing at a distance of 95.49 feet a 1/2-inch iron rod with a SAM, Inc. plastic cap found for the east common corner of said 1.90 acre tract and said remainder tract, continuing for a total distance of 655.47 feet through a central angle of 17° 31' 15", having a radius of 2143.48 feet, and whose chord bears, S 11° 12' 05" E, a distance of 652.92 feet to a concrete monument found,
3. S 19° 57' 42" E, a distance of 288.04 feet to a concrete monument found for a point of curvature, and
4. with the arc of a curve to the left a distance of 583.20 feet through a central angle of 35° 29' 31", having a radius of 941.47 feet, and whose chord bears S 37° 42' 28" E, a distance of 573.92 feet to a 1/2-inch iron rod found for the north corner of the remainder of a called 33.509 acre tract of land described in the deed to Dell Computer Holdings, L.P., as recorded in Document No. 1999971259 of the Official Public Records of Williamson County, Texas, same being the southeast corner of said remainder tract, and the tract described herein, from which a concrete monument found for a point of tangency in said west ROW line bears with the arc of a curve to the left a distance of 505.05 feet, through a central angle of 30° 44' 09", having a radius of 941.47 feet, and a chord which bears, S 70° 49' 18" E, a distance of 499.01 feet;

THENCE leaving said common line and with the common line of said 33.509 acre tract, and said remainder tract, S 50° 45' 49" W, a distance of 605.92 feet to a 1/2-inch iron rod found in the east line of Windy Park Section Two-Revised, a subdivision of record in Cabinet I, Slide 232 of the Plat Records of Williamson County, Texas, for the northwest corner of said 33.509 acre tract, same being the southwest corner of said remainder tract and the tract described herein, from which a 1/2-inch iron rod found for the southwest corner of said 33.509 acre tract bears, S 19° 44' 42" E, a distance of 640.36 feet;

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THENCE with the west line of said 20.356 acre tract, and the east lines of said Windy Park, a called 1.301 acre tract, conveyed in the deed to Robert Espinoza, et. al. as recorded in Document No. 2000014735 of the Official Public Records of Williamson County, Texas, a called 2.7412 acre tract conveyed to Joseph V. Gregor and spouse, Judith E. Gregor as recorded in Volume 2516, Page 853, of the Official Records of Williamson County, Texas, a called 2.00 acre tract conveyed to The Kent Revocable Trust as recorded in Document No. 9721630 of the Official Records of Williamson County, Texas, a called 4.21 acre tract conveyed to The Kent Revocable Trust as recorded in Document No. 9721630 of the Official Records of Williamson County, Texas, and said 4.7956 acre tract, N 19° 44' 42" W, a distance of 2064.28 feet (called N 17° 56' W in Document No. 2000049743 of the Official Public Records of Williamson County, Texas) to the **POINT OF BEGINNING**, and containing 19.31 acres of land, more or less.

This is not a boundary survey and is meant for exhibit purposes only.

Bearing Basis: Bearings are based on the Texas State Plane Coordinate System, NAD 83, Central Zone and adjusted to surface using a surface adjustment factor of 1.00012, as provided by Doug Anderson, RPLS, Survcon, Inc.

THE STATE OF TEXAS

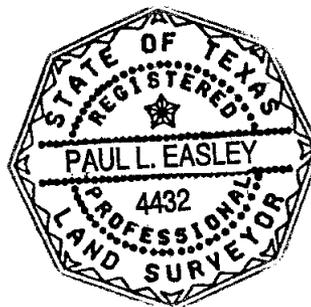
KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TRAVIS

That I, Paul L. Easley, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground during January 2003 under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 11th day of March 2003 A.D.

SURVEYING AND MAPPING, Inc.
5508 West Highway 290, Building B
Austin, Texas 78735




Paul L. Easley
Registered Professional Land Surveyor
No. 4432 - State of Texas

GATTIS SCHOOL ROAD
(R.O.W. WIDTH VARIES)

CALLED 0.74 ACRE DEDICATED
TO THE CITY OF ROUND ROCK
DOC. # 2002054922
O.P.R.W.C.TX.

CALLED 4.7956 AC.
GRACE PRESBYTERIAN CHURCH
DOC. # 199940052
O.R.W.C.TX.

CALLED 4.21 AC.
THE KENT REVOCABLE TRUST
DOC. # 9721630
O.R.W.C.TX.

CALLED 2.00 AC.
THE KENT REVOCABLE TRUST
DOC. # 9721630
O.R.W.C.TX.

CALLED 2.7412 AC.
JOSEPH V. GREGOR AND
SPOUSE, JUDITH E. GREGOR
VOL. 2516, PG. 853
O.R.W.C.TX.

CALLED 1.90 AC.
RB-3 ASSOCIATES,
A NEW YORK GENERAL
PARTNERSHIP
DOC. # 2002073317
O.P.R.W.C.TX.

CALLED 1.301 AC.
ROBERT L. ESPINOZA, ET. AL.
DOCUMENT # 2000014735
O.P.R.W.C.TX.



SCALE: 1" = 300 FEET
MARCH 2003
ASA THOMAS SURVEY A-609
WILLIAMSON COUNTY, TEXAS

19.31 ACRES

A. W. GRIMES BOULEVARD
DOC. # 2001038661
O.P.R.W.C.TX.
(UNDER CONSTRUCTION)
(120'-WIDE ROW)

C1 Δ = 01°25'31" R=1444.39' L=35.93' T=17.97' CB=N89°01'18"E C=35.93'	C2 Δ = 17°31'15" R=2143.48' L=655.47' T=330.31' CB=S11°12'05"E C=652.92'
-----------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------

C3
Δ = 35°29'31"
R=941.47'
T=301.30'
L=583.20'
CB=S37°42'28"E
C=573.92'

C4
Δ = 30°44'09"
R=941.47'
T=258.76'
L=505.05'
CB=S70°49'18"E
C=499.01'

REMAINDER OF A CALLED 20.356
ACRE TRACT (TRACT 2)
TODAY PRA HICKERSON, L.P.
DOC. # 2000086743 O.P.R.W.C.TX.

LEGEND

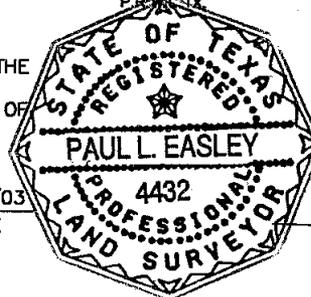
- CONCRETE MONUMENT FOUND
- 1/2" IRON ROD FOUND
- 1/2" IRON ROD W/SAM INC. PLASTIC CAP FOUND
- △ CALCULATED POINT

- () RECORD INFORMATION
- ROW RIGHT-OF-WAY
- P.O.B. POINT OF BEGINNING
- D.R.W.C.Tx. DEED RECORDS WILLIAMSON COUNTY, TEXAS
- P.R.W.C.Tx. PLAT RECORDS WILLIAMSON COUNTY, TEXAS
- O.R.W.C.Tx. OFFICIAL RECORDS WILLIAMSON COUNTY, TEXAS
- O.P.R.W.C.Tx. OFFICIAL PUBLIC RECORDS WILLIAMSON COUNTY, TEXAS

BEARING BASIS: BEARINGS ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, NAD 83, CENTRAL ZONE AND ADJUSTED TO SURFACE USING A SURFACE ADJUSTMENT FACTOR OF 1.00012. AS PROVIDED BY DOUG ANDERSON, RPLS, SURVCON, INC.

I HEREBY CERTIFY THAT THIS SURVEY WAS MADE ON THE GROUND UNDER MY DIRECTION AND SUPERVISION AND THAT THIS PLAT IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Paul L. Easley
03/11/03 DATE
PAUL L. EASLEY
REGISTERED PROFESSIONAL LAND SURVEYOR
NO. 4432 - STATE OF TEXAS



REMAINDER OF
A CALLED 33.509 AC.
DELL COMPUTER HOLDINGS, L.P.
DOC. # 1999971259
O.P.R.W.C.TX.

PROJECT:	OVERALL PARCELS 1&2
JOB NUMBER:	23060-20
DATE:	03-11-03
SURVEYOR:	PLE
PARTY CHIEF:	LG/WJM
FIELDBOOK:	
FIELDNOTE:	2825
TECHNICIAN:	MLD
DRAWING:	FN2825.DWG
SCALE:	1" = 300'



5508 WEST HIGHWAY 290
BUILDING B
AUSTIN TEXAS, 78735
(512) 447-0575
FAX: (512) 326-5029
EMAIL: SAM@SAMINCAUS.COM

EXHIBIT C

DRIVEWAY ACCESS

East Rock Cv

Round Rock East Section 1

South Creek Section 19

Gattis School Road

MC

CC

Eckerd Drug Store

CC

PUD 36 (Amended)

MC

A.W. Grimes Boulevard

MC

CC

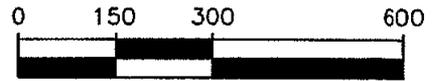
Town Centre Dr.

CC

RandallsTown Centre Section 1

Legend

MC.....Median Cut
CC.....Curb Cut



SCALE: 1" = 300'

Windy Park Section 2 Revised

Windy Park Dr.
Windy Park Str.

Provident Realty Advisors
PUD No. 36 Amended

Driveway Access
Exhibit C

JC JONES & CARTER, INC.
ENGINEERS • PLANNERS • SURVEYORS

805 Las Cimas Parkway, Suite 230 Austin, Texas 78746-5493 (512) 441-9493

Exhibit C

Job No. A023-015

Date DATE