

ORDINANCE NO. O-2026-155

AN ORDINANCE AMENDING ORDINANCE NO. Z-95-12-21-10A, ADOPTED BY THE CITY COUNCIL OF ROUND ROCK, TEXAS, ON DECEMBER 21, 1995, BY REPLACING EXHIBIT “D-5” OF THE DEVELOPMENT PLAN OF PUD NO. 23, APPROVED BY THE CITY COUNCIL IN SAID ORDINANCE; AND PROVIDING FOR A SAVINGS CLAUSE AND REPEALING CONFLICTING ORDINANCES OR RESOLUTIONS.

WHEREAS, on December 21, 1995, the City Council of the City of Round Rock, Texas, adopted Ordinance No. Z-95-12-21-10A, which established PUD No. 23, and

WHEREAS, on July 25, 2000, the City Council of the City of Round Rock, Texas, adopted Ordinance No. Z-00-07-25-12A1, which amended PUD No. 23, (Amendment No. 1), and

WHEREAS, on April 26, 2001, the City Council of the City of Round Rock, Texas, adopted Ordinance No. Z-01-04-26-13A3, which further amended PUD No. 23, (Amendment No. 2), and

WHEREAS, on July 14, 2005, the City Council of the City of Round Rock, Texas, adopted Ordinance No. Z-05-07-14-10C1, which further amended PUD No. 23, (Amendment No. 3), and

WHEREAS, on April 8, 2010, the City Council of the City of Round Rock, Texas, adopted Ordinance No. Z-10-04-08-9A1, which further amended PUD No. 23, (Amendment No. 4), and

WHEREAS, on February 8, 2018, the City Council of the City of Round Rock, Texas, adopted Ordinance No. O-2018-5162, which further amended PUD No. 23, (Amendment No. 5), and

WHEREAS, on May 28, 2020, the City Council of the City of Round Rock, Texas, adopted Ordinance No. O-2020-0148, which further amended PUD No. 23, (Amendment No. 6), and

WHEREAS, an application has been made to the City Council of the City of Round Rock, Texas, to replace Exhibit “D-5” of the Development Plan of PUD No. 23, and

WHEREAS, the Planning and Zoning Commission held a public hearing concerning the requested amendment to Ordinance No. Z-95-12-21-10A on the 6th day of May, 2026, following lawful publication of said public hearing, and

WHEREAS, after considering the public testimony received at such hearing, the Planning and Zoning Commission has recommended that Ordinance No. Z-95-12-21-10A be amended, and

WHEREAS, on the 11th day of June, 2026, after proper notification, the City Council held a public hearing on the requested amendment to Ordinance No. Z-95-12-21-10A, and

WHEREAS, the City Council determined that the requested amendment to Ordinance No. Z-95-12-21-10A promotes the health, safety, morals and general welfare of the community, and

WHEREAS, each and every requirement set forth in Chapter 211, Sub-Chapter A., Texas Local Government Code, and Zoning and Development Code, Chapter 10, Article I, Section 10-2 and Article IV, Section 10-22, Code of Ordinances (2018 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 CITY COUNCIL OF THE CITY OF ROUND ROCK,
TEXAS:**

I.

That the City Council hereby determines that the proposed amendment to Planned Unit Development (PUD) District #23 meets the following goals and objectives:

- (1) The amendment to P.U.D. #23 is equal to or superior to development that would occur under the standard ordinance requirements.
- (2) The amendment to P.U.D. #23 is in harmony with the general purposes, goals, objectives and standards of the General Plan.
- (3) The amendment to P.U.D. #23 does not have an undue adverse effect on adjacent property, the character of the neighborhood, traffic conditions, parking, utilities or any other matters affecting the public health, safety and general welfare.

II.

That Exhibit "D-5" regarding land *Uses and Development Standards for Parcel 4e* for PUD No. 23 is hereby deleted in its entirety and replaced with the new Exhibit "D-5", attached hereto and incorporated herein.

III.

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.

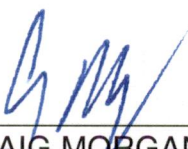
By motion duly made, seconded and passed with an affirmative vote of all the Council members present, the requirement for reading this ordinance on two separate days was dispensed with.

READ, PASSED, and ADOPTED on first reading this 17th day of June, 2026.

Alternative 2.

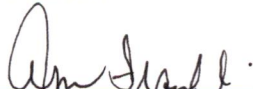
READ and **APPROVED** on first reading this the _____ day of _____, 2026.

READ, APPROVED and ADOPTED on second reading this the _____ day of _____, 2026.



CRAIG MORGAN, Mayor
City of Round Rock, Texas

ATTEST:



ANN FRANKLIN, City Clerk

**PUD No. 23
Preserve at Stone Oak
Amendment No. 7**

I.

GENERAL PROVISIONS

1. CONFORMITY WITH DEVELOPMENT STANDARDS

That all uses and development within the Property shall conform to the Development Standards included in Section II herein, (the "Plan").

2. CHANGES AND MODIFICATIONS

No changes or modifications will be made to this Plan unless all provisions pertaining to changes or modifications as stated in **Exhibit "B"**, Section 12.

3. ZONING VIOLATION

Owner understands that any person, firm, corporation, or other entity violating any conditions or terms of the Plan shall be subject to any and all penalties for the violation of any zoning ordinance provisions as stated in Part III, Article II, Code Of Ordinances, City of Round Rock, Texas, as amended.

4. MISCELLANEOUS PROVISIONS

4.1 Severability

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

4.2 Venue

All obligations of the Plan are performable in Williamson County, Texas, and venue for any action shall be in Williamson County.

4.3 Effective Date

This Plan shall be effective from and after the date of approval by the City Council.

II.

DEVELOPMENT PLAN

1. **DEFINITIONS**

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

2. **PROPERTY**

This Plan covers approximately 13.22 acres of land, located within the city limits of Round Rock, Texas, and more particularly described in **Exhibit "A"**, (the "Property").

3. **PURPOSE**

The purpose of this Plan is to ensure a Planned Unit Development ("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 of the City of Round Rock, Texas,
- (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 to not dominate, by scale or massing of structures, the immediate neighboring properties or interfere with their development or use.

4. **APPLICABILITY OF CITY ORDINANCES**

4.1 **Zoning and Subdivision Ordinances**

The Property shall be regulated for the purposes of zoning and subdivision by this Plan. All aspects not specifically covered by this Plan shall be regulated by the **C-1a (General Commercial – Limited)** zoning district and other sections of the Code, as applicable and as amended. If there is a conflict between this Plan and the Code, this 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 the Plan shall control.

4.3 **Comprehensive Plan**

Approval of this Plan complies with the Commercial land use designation on the Future Land Use Map of the Round Rock 2030 Comprehensive Plan.

5. **CONCEPT PLAN**

Exhibit "C" shall serve as the Concept Plan for the project, according to Section 10-26 of the Code.

Exhibit "B"

USES AND DEVELOPMENT STANDARDS FOR PARCEL 4E

The following use regulations, design standards and development standards shall apply to all development on the portion of the Property identified as Parcel 4e on the Concept Plan, attached to this ordinance as **Exhibit "C"**, and further described by metes and bounds in **Exhibit "A"**. All aspects not specifically covered by these use regulations, design standards and development standards shall be regulated by applicable sections of the Code. Unless otherwise defined, all terms used shall correspond to the definitions in the Code.

1. PERMITTED USES:

- a. All uses permitted in **C-1a (General Commercial - Limited)** zoning districts, as defined in Section 2-35 of the Code, with the following additional conditions:
 - i. Day care facilities shall have a maximum gross building square footage of 15,000 square feet and must meet the minimum state requirements for such facilities. Playground and associated outdoor areas are not included in the gross building square foot maximum.
 - ii. Places of worship with unrestricted square footage of accessory uses shall meet the development standards and supplementary use standards for any accessory uses and are required to front on or have direct access to an arterial street.
 - iii. Senior group living uses that include assisted living, nursing homes, and congregate care.
 - iv. Fuel sales shall be subject to the following conditions:
 1. Shall be limited to four (4) fuel pump islands with no more than eight (8) individual fuel pumps.
 2. Fuel pumps, vacuums, air pumps, and associated gas station facilities shall be setback a minimum two hundred (200) feet from the residential property boundary shown as Parcel 4b on **Exhibit "C"**.
 - v. Auto service facilities shall be subject to the following conditions:
 1. The buildings shall be setback a minimum two-hundred (200) feet from the residential property boundary shown as Parcel 4b on **Exhibit "C"**.
 2. All services and repairs shall be conducted within an enclosed building.
 3. No facility shall be permitted to have bay doors facing the residential property boundary shown as Parcel 4b on **Exhibit "C"**.
 - vi. Restaurants/Bars shall be subject to the following conditions:

1. Bars are prohibited. Bars shall be defined as the following:
 - a. Sells alcoholic beverages for on-site consumption; and
 - b. Does not have a commercial kitchen; and
 - c. Does not meet the definition of “Restaurant/Bar” as defined by Sec. 1-50 of the Code.
 2. All outdoor eating, drinking areas, included patios, and associated Restaurant/Bar facilities, shall be located a minimum two-hundred (200) feet from any residential property boundary as shown as Parcel 4b on **Exhibit “C”**.
 3. No live outdoor music associated with a Restaurant/Bar shall be permitted.
- vii. Drive-through uses shall be subject to the following conditions:
1. A maximum of two (2) stand-alone drive-throughs shall be permitted. A third drive-through facility may be permitted only if it is located within a multi-tenant building. Drive-throughs include but are not limited to restaurants, banks, and pharmacies.
 2. Stacking spaces, speaker boxes, service windows, and other facilities associated with a drive-through lane shall be located a minimum of two-hundred (200) feet from any residential property boundary as shown as Parcel 4b on **Exhibit “C”**.
- viii. Dog Day Care, Indoor Kennel, Grooming, and Training Facility shall be subject to the following conditions:
1. All associated activities shall be conducted within an enclosed building.
 2. Animals shall not be allowed to be dropped off or picked up except between the hours of 6:00am and 9:00pm.
 3. All associated facilities shall be limited to a gross floor area of 7,500 square feet.
- ix. Sports Training Facilities/ Specialty Gym shall be subject to the following conditions:
1. All associated activities shall be conducted within an enclosed building.

2. PROHIBITED USES:

- a. The following uses are prohibited:
 - i. Auto Body and Paint Shops
 - ii. Auto Sales, Rental, or Leasing Facility
 - iii. Call Center
 - iv. Car wash
 - v. Colleges and Universities
 - vi. Commercial parking
 - vii. Event Center
 - viii. Funeral Home
 - ix. Hotel/Motel/Lodging
 - x. Monopole

- xi. Outdoor and indoor shooting and archery ranges
- xii. Outdoor entertainment
- xiii. Passenger Terminal
- xiv. Retail Sales and Services consisting of predominantly outdoor storage or consumer loading areas
- xv. Self-Enclosed Monopole
- xvi. Self Service Storage
- xvii. Small-scale Alcohol Production
- xviii. Urgent Care Facility
- xix. Wireless Transmission Facilities Attached or Detached

3. DESIGN STANDARDS:

a. Place of Worship:

- i. At least twenty-five percent (25%) of the total exterior wall finish shall be native stone masonry similar in color and quality to that utilized on the walls, entryway, and amenity center buildings within Mayfield Ranch Subdivision as illustrated in **Exhibit "F"**.
- ii. Maximum height of principal building shall be two (2) stories. A parking structure may contain multiple levels, so long as the top level does not extend above the two-story building it is connected to.

b. All other permitted uses:

- i. Seventy-five percent (75%) of each exterior wall elevation of all buildings shall be constructed of glass or native stone masonry similar in color and quality to the materials utilized on the walls, entryway and amenity center buildings within the Mayfield Ranch subdivision, as illustrated in **Exhibit "F"**.
- ii. Earth-colored Portland cement plaster and concrete masonry units shall be allowed to satisfy up to thirty percent (30%) of the requirement for masonry construction.
- iii. Concrete siding products and exterior insulating foam systems (other than synthetic stucco materials) are not considered masonry for the purposes of this section.
- iv. Roofs, soffits, normal door and window openings, normal entryways and porches, and ornamental features are excluded from this requirement.
- v. Maximum height of principal building shall be one (1) story and no greater than thirty (30) feet.

4. SETBACKS:

- a. Minimum building setback abutting Parcel 4b of the Plan shall be fifty (50) feet for buildings with one story, or one-hundred (100) feet for buildings with two (2) stories.

5. COMPATIBILITY BUFFER:

- a. Owner shall be required to maintain existing trees and shrubs and install new plantings, at locations to be determined by the City, to provide a compatibility buffer planting area along the northern edge of the development area generally parallel to the boundary with Parcel 4-b of the Plan.

- b. The compatibility buffer planting area shall consist of:
- i. Existing trees - All existing hardwood trees shall remain in place, with no limb removal above six feet in height measured from the finished grade, except for dead trees and dead or damaged limbs, unless removal is necessary for compliance with Section 6, b. The intent is to keep the existing screening intact above the tops of the adjacent residential fences.
 - ii. New plantings shall be required on any portion of the area which is not adequately screened, as determined by the City, with existing evergreen hardwood trees or where non-hardwood trees (hackberry, chinaberry, ashe juniper, etc.) are removed. The following shall be the minimum requirement for new plantings:
 1. Large species evergreen shade trees (minimum 3"-caliper) shall be installed at a spacing of no more than 40 feet;
 2. Medium species evergreen trees (minimum 2"-caliper) shall be installed at a spacing of no more than 40 feet;
 3. Small species evergreen trees (minimum 1"-caliper) shall be installed at a spacing of no more than 20 feet;
 4. Shrubs and/or ornamental grasses (minimum 3-gallon size) shall be installed at a spacing of no more than 6 feet, with no gaps in coverage greater than 12 feet.
 5. All new plantings shall be container grown. No balled and burlapped plants will be permitted.
 6. Provide tree staking per requirements specified in the City of Round Rock Tree Technical Manual.
 7. Irrigation shall be provided to all new plantings from an automatic underground irrigation system meeting the following requirements.
 - a) A minimum of one (1) flood bubbler for each large, medium and small species tree.
 - b) Shrubs shall be watered with drip irrigation. Drip tubing shall be anchored in place with 6" landscape staples spaced no more than 4 feet apart.

6. LANDSCAPING AND COMPATIBILITY FENCING:

- a. The provisions of Section 8-10 of the Code shall apply, with the exception that landscaping along FM 1431 shall be subject to the location of the utilities adjacent to FM 1431.
- b. The required compatibility fencing along the northern boundary of the development area of the parcel generally abutting the residential uses in Parcel 4b, shall meet the following requirements:
 - i. Shall be constructed of natural stone or masonry, similar in color and quality to that utilized on the wall as illustrated in **Exhibit "D"**; and
 - ii. Shall be a minimum of six feet (6') in height.

- c. Based on variable topography, a compatibility fence shall be located to provide the maximum amount of screening from non-residential development to the residential abutting properties. The topography may result in the compatibility fence being non-contiguous. A site elevation study shall be provided concurrent with a Site Development Permit application to confirm maximum screening effectiveness.

7. TRASH DISPOSAL, STORAGE AND MECHANICAL EQUIPMENT

- a. Any walls required for the screening of trash disposal areas, storage areas or mechanical equipment shall include natural stone or masonry which is similar in color and quality to that utilized on walls, entryways and the amenity center buildings within the common areas of the Mayfield Ranch subdivision, as illustrated in **Exhibit "D"**.
- b. Dumpster and trash receptacles shall be contained within an enclosure with a minimum height of six (6) feet on three sides and an opaque gate on the fourth side.
- c. Mechanical equipment located on the roof shall be screened with an enclosure constructed of the same exterior materials as the building.
- d. Dumpster pads shall be concrete.

8. LIGHTING

- a. Lighting shall comply with Section 8-1(b)(4) of the Code, general compatibility and illumination standards.
- b. Free standing lighting shall not exceed twenty (20) feet. Building mounted lighting shall not exceed the height of the building or structures.
- c. Up-lighting on buildings and building signs is permitted so long as the provisions of Section 8-1(b)(4) are not violated. Specifically, up-lighting shall be designed in order that:
 - i. The light source shall not be visible from any street right-of-way or residential district.
 - ii. Fixtures shall be mounted so that the cone of light does not cross any residential property line.

9. SIGNS - PLACE OF WORSHIP

- a. Signs shall be regulated by Section 8-70 of the Code, as applicable and as amended, with the following exceptions:
 - i. The base of each Monument Sign shall have a minimum vertical dimension of three (3) feet and be constructed of native stone, which shall be similar in color and quality to that utilized on entryway monuments within the common areas of Mayfield Ranch, as illustrated in **Exhibit "E"**.

10. SIGNS - ALL USES OTHER THAN PLACE OF WORSHIP

Signs shall be regulated by Section 8-70 of the Code, as applicable and as amended, with the following exceptions:

a) Multi-tenant sign:

One (1) monument multi-tenant sign shall be permitted, which may serve all businesses within Parcel 4e and shall be generally located at the intersection of RM 1431 and the new private driveway east of Sendero Springs Road.

1. The multi-tenant monument sign shall:

- a. Contain no more than five (5) panels;
- b. Not exceed twenty (20) feet above finished grade;
- c. Not exceed two hundred (200) square feet of sign display area;
- d. Not to exceed eighty (80) square feet of sign display area for a single tenant; and
- e. Not to exceed a total of four hundred (400) square feet including the stone base.

b) Individual Lot Monument signs:

- i. A maximum of one (1) single monument sign per platted lot may be permitted in area defined as Parcel 4e.
- ii. A monument sign shall:
 1. Not exceed eight (8) feet above finished grade; and
 2. Not exceed a total of one hundred (100) square feet of sign display area; and
 3. Not to exceed a total of one hundred and sixty (160) square feet including the stone base.

c) Design standards for signs:

1. The base of the multi-tenant monument sign shall have a minimum vertical dimension of four (4) feet and be constructed of native stone, which shall be similar in color and quality to that utilized on entryway monuments within the common areas of Mayfield Ranch, as illustrated in **Exhibit "E"**.
2. The base of the individual monument sign shall have a minimum vertical dimension of two (2) feet and be constructed of native stone, which shall be similar in color and quality to that utilized on entryway monuments within the common areas of Mayfield Ranch, as illustrated in **Exhibit "E"**.
3. Unless there is a conflict with public utilities or required sight distance, there shall be no front setback requirements for a monument sign.

4. Minimum monument sign width shall be two (2) feet. Allowed sign cladding materials are limited to: concealed fastener prefinished metal panels; native limestone similar in color and quality to that utilized on entryway monuments within the common areas of Mayfield Ranch, as illustrated in **Exhibit “E”**; or cut limestone.
5. A monument sign shall not include a changeable copy feature; provided however that a fuel outlet may utilize a changeable copy feature that is up to fifty percent (50%) of the display area to post fuel prices. The changeable copy feature may utilize electronic digital display technologies (i.e. LED).
6. A monument sign shall not be an animated sign with the following exception: a monument sign may utilize electronic digital display technologies (i.e. LED) if:
 - a) The electronic sign display area is no greater than twenty-five percent (25%) of the maximum allowed display area;
 - b) The total display area of the combined electronic and static display areas do not exceed the maximum areas defined in this section;
 - c) The electronic sign area does not display scrolling or flashing text/images
7. Reference **Exhibit “E”** for monument sign illustrations.

11. PEDESTRIAN ACCESS

- a. A pedestrian path shall be generally provided along the eastern side of the private drive (that aligns with Sendero Springs). The pedestrian path shall:
 - i. Be a minimum of four (4) feet in width; and
 - ii. Be constructed of decomposed granite material or a comparable equivalent approved by the Planning and Development Services Director.
- b. Deviations from the required alignment or routing may be approved by the Planning and Development Services Director at the time of Site Development permit, provided the intent of this section is maintained.

12. CHANGES TO DEVELOPMENT PLAN

- a. Minor Changes
 - i. The Planning and Development Services Director shall have the authority to administratively approve a minor change to a development plan of up to ten percent (10%) of any numerical standard contained within the plan. Minor changes may include, but not be limited to, adjustments to lot lines, parking and loading areas, driveways, parking counts, building configurations and orientations, architectural design, building and landscaping materials, tree retention, street alignments, sidewalks, drainage facilities, project phasing, lighting, and site layout. The Planning and Development Services Director shall also have the authority to administratively approve a change in the development plan to the maximum height of a free- standing sign or a change to the maximum allowable display area of any signage.

ii. Minor amendments shall not include:

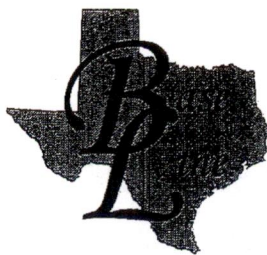
1. Changes in land use;
2. Increases in density, building height, or coverage of the site;
3. Decreases in setbacks abutting residential land uses and zoning districts;
4. Decreases in parkland or open space;
5. Any proposed modification that reduces the quality of the PUD, as determined by the Planning and Development Services Director; or any proposed modification that seeks to alter a condition, standard, or requirement that was incorporated into the development plan as a result of public testimony during a Planning & Zoning Commission or a City Council hearing.

b. Major Changes.

- i. All changes not permitted above shall be resubmitted following the same procedure required by the original PUD application.

13. LIST OF EXHIBITS:

- Exhibit "A":** Field Notes
Exhibit "B": Uses and Development Standards for Parcel 4e
Exhibit "C": Concept Plan
Exhibit "D": Compatibility Fence
Exhibit "E": Sign
Exhibit "F": Building Façade



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METES AND BOUNDS DESCRIPTION

BEING 54.05 ACRES OF LAND, SURVEYED BY BASELINE LAND SURVEYORS, INC., OUT OF THE EPHRAIM EVANS SURVEY, ABSTRACT NO. 212, IN WILLIAMSON COUNTY, TEXAS, AND BEING A PORTION OF A REMAINDER OF A 1437.45 ACRE TRACT OF LAND CONVEYED TO TOM E. NELSON, JR. TRUSTEE NO. 1 BY DEED OF RECORD IN VOLUME 571, PAGE 446 OF THE DEED RECORDS OF WILLIAMSON COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" rebar set with plastic cap, which reads "BASELINE INC." in the north line of F.M. Highway Number 1431 (200' R.O.W.), same being the southeast corner of the remainder of said 1437.45 acre tract and also being the southwest corner of Lot 26, Block G, Stone Oak at Round Rock Section I, Amended; a subdivision of record in Cabinet M, Slide 354 of the Plat Records of Williamson County, Texas;

THENCE South 70°21'00" West (record: South 70°21'00" West-Basis of Bearings) along the north line of said F.M. Highway 1431 and the south line of the remainder of a 1437.45 acre tract a distance of 2325.02 feet to a 1/2" rebar set with plastic cap, which reads "BASELINE INC." for the southwest corner of the remainder of the 1437.45 acre tract and being in the east right-of-way line of Mayfield Ranch Boulevard (R.O.W. varies);

THENCE along the west line of the remainder of a 1437.45 acre tract and the east right-of-way line of said Mayfield Ranch Boulevard the following five (5) courses:

1. North 65°19'07" West a distance of 85.71 feet (record: North 66°01'34" West a distance of 86.59 feet) to a 1/2" rebar found with plastic cap, which reads "K.C. ENG.";
2. North 19°45'21" West a distance of 24.04 feet (record: North 19°45'19" West a distance of 24.04 feet) to a 1/2" rebar set with plastic cap, which reads "BASELINE INC." for a point of curvature;
3. along a tangential curve to the left, having a radius of 1032.00 feet (record: 1032.00 feet), a length of 363.95 feet (record: 363.95 feet), a delta angle of 20°12'23" (record: 20°12'22") and a chord which bears North 29°51'32" West a distance of 362.07 feet (record: North 29°51'30" West a distance of 362.07 feet) to a 1/2" rebar set with plastic cap, which reads "BASELINE INC." for a point of tangency;
4. North 39°57'43" West a distance of 349.06 feet (record: North 39°57'41" West a distance of 349.06 feet) to a 1/2" rebar found with plastic cap, which reads "K.C. ENG." for a point of curvature;

5. along a tangential curve to the right, having a radius of 1086.50 feet (record: 1086.50 feet), a length of 107.95 feet, a delta angle of $05^{\circ}41'34''$ and a chord which bears North $37^{\circ}06'55''$ West a distance of 107.91 feet to a 1/2" rebar found with plastic cap, which reads "BASELINE INC." for the northwest corner of the remainder of a 1437.45 acre tract, same being the southwest corner of the remainder of an 89.21 acre tract of land conveyed to MDSR GP, Inc. by instrument of record in Document Number 2003041536 of the Official Public Records of Williamson County, Texas;

THENCE along the north line of the remainder of a 1437.45 acre tract and the south line of said remainder of an 89.21 acre tract the following two (2) courses:

1. North $60^{\circ}18'23''$ East a distance of 1569.88 feet (record: North $60^{\circ}18'23''$ East a distance of 1569.88 feet to a 1/2" rebar found with plastic cap, which reads "BASELINE INC.");
2. North $70^{\circ}24'00''$ East, passing at a distance of 59.79 feet a 1/2" rebar found with plastic cap, which reads "BASELINE INC." for the southeast corner of the remainder of an 89.21 acre tract, same being the southwest corner of Lot 60, Block A, Village at Mayfield Ranch Phase Two-A, a subdivision of record in Cabinet Z, Slide 87 of the Plat Records of Williamson County, Texas and Document Number 2004068703 of the Official Public Records of Williamson County, Texas and continuing along the north line of the remainder of a 1437.45 acre tract and the south line of said Village at Mayfield Ranch Phase Two-A for a total distance of 493.55 feet (record: North $70^{\circ}24'00''$ East a distance of 493.55 feet to a 1/2" rebar found with plastic cap, which reads "BASELINE INC." for the northeast corner of the remainder of a 1437.45 acre tract, same being the southeast corner of Lot 61, Block A, Village at Mayfield Ranch Phase Two-A and being in the west line of Lot 2, Block C, Preserve at Stone Oak Phase One, Section Two, a subdivision of record in Cabinet R, Slide 325 of the Plat Records of Williamson County, Texas and Document Number 199974769 of the Official Public Records of Williamson County, Texas;

THENCE along the east line of the remainder of a 1437.45 acre tract and the west line of said Lot 2, Block C, Preserve at Stone Oak Phase One, Section Two the following two (2) courses:

1. South $07^{\circ}51'00''$ East (record: South $07^{\circ}51'52''$ East) a distance of 61.03 feet to a 1/2" rebar set with plastic cap, which reads "BASELINE INC.");
2. South $72^{\circ}52'12''$ East a distance of 304.48 feet (record: South $72^{\circ}49'54''$ East a distance of 304.53 feet) to a cotton spindle found for the southernmost southwest corner of Lot 2, Block C, Preserve at Stone Oak Phase One, Section Two, same being the northernmost northwest corner of Lot 26, Block G, of said Stone Oak at Round Rock Section I, Amended;

THENCE along the east line of the remainder of a 1437.45 acre tract and the west line of said Lot 26, Block G, Stone Oak at Round Rock Section I, Amended the following three (3) courses:

1. South $25^{\circ}32'07''$ East a distance of 133.95 feet (record: South $25^{\circ}31'53''$ East a distance of 133.95 feet) to a 1/2" rebar set with plastic cap, which reads "BASELINE INC.");
2. South $36^{\circ}34'31''$ East a distance of 191.36 feet (record: South $36^{\circ}34'12''$ East a distance of 191.41 feet) to a 1/2" rebar found with plastic cap, which reads "K.C. ENG.");
3. South $43^{\circ}54'35''$ East a distance of 642.27 feet (record: South $43^{\circ}54'25''$ East a distance of 642.78 feet) to the POINT OF BEGINNING.

This parcel contains 54.05 acres of land, more or less, out of the Ephraim Evans Survey, Abstract No. 212, in Williamson County, Texas. Bearing Basis: The north right-of-way line of F.M. 1431, per 1984 TxDOT R.O.W. map being: North 70°21'00" East.

Ronnie Wallace 15 Dec. 2004

Ronnie Wallace Date
Registered Professional Land Surveyor
State of Texas No. 5222

File: S:\Projects\Mayfield\Docs\Fieldnotes\Mayfield 54ac Remainder_fn.doc
Dwg: S:\Projects\Mayfield\Docs\Fieldnotes\54ac Remainder Boundary.dwg



Exhibit "C"

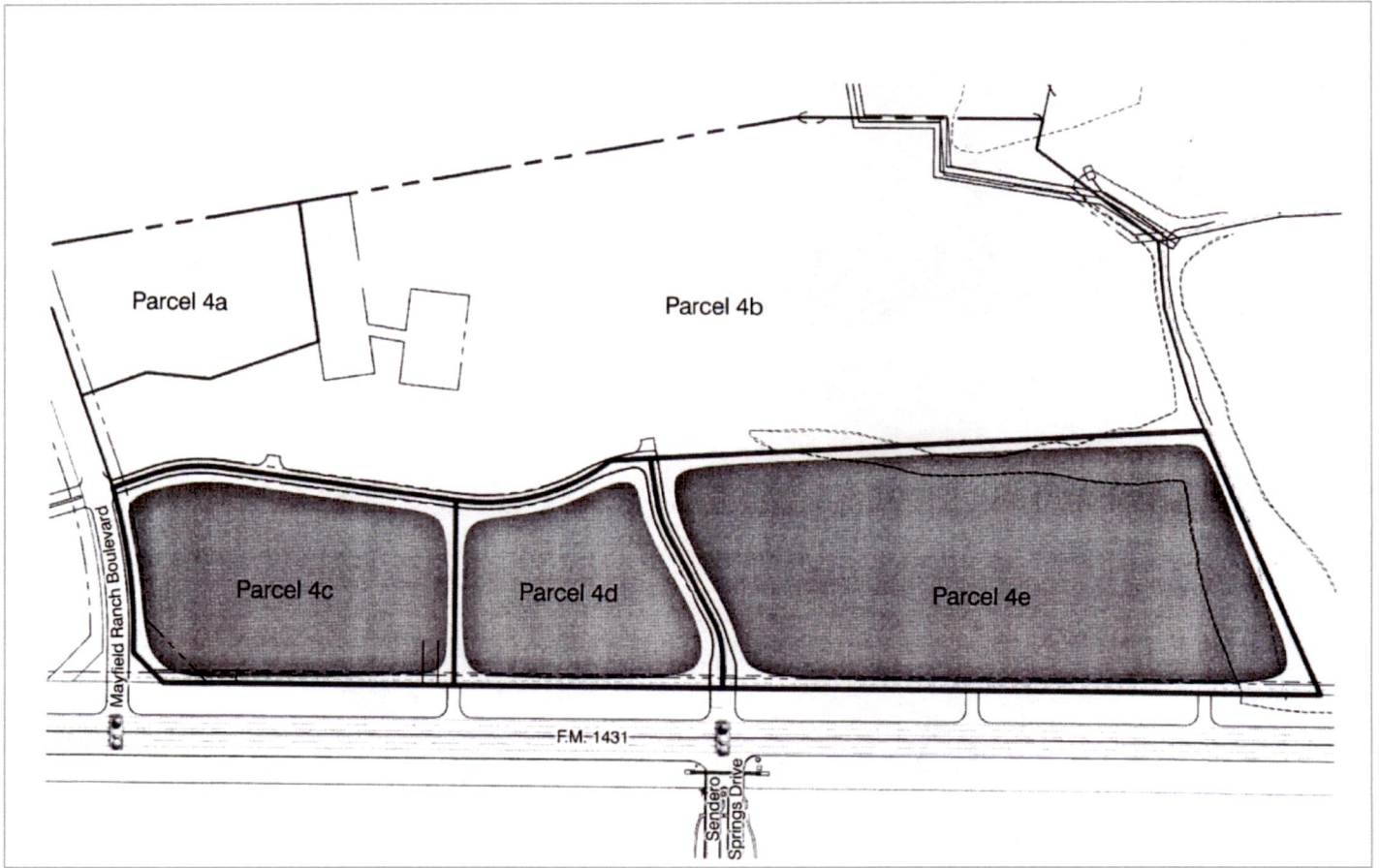


Exhibit "D"



Exhibit "E"

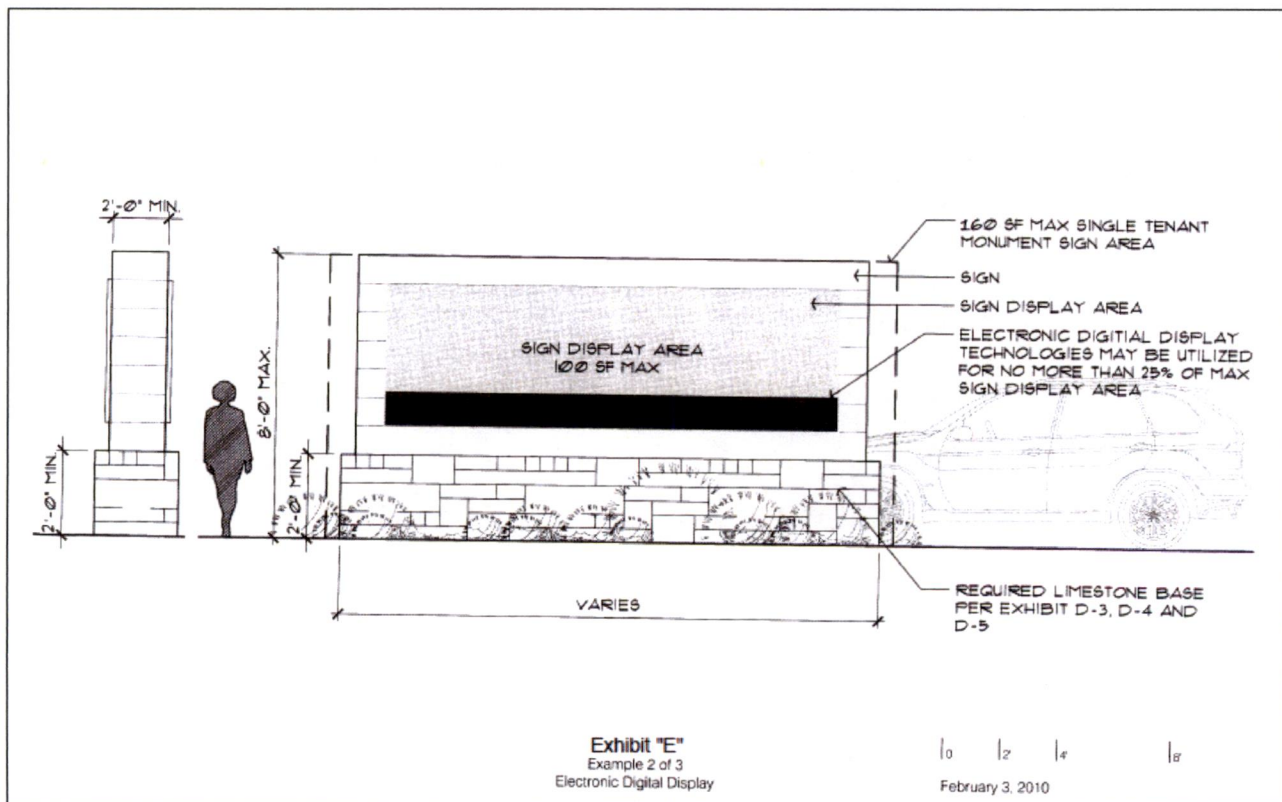
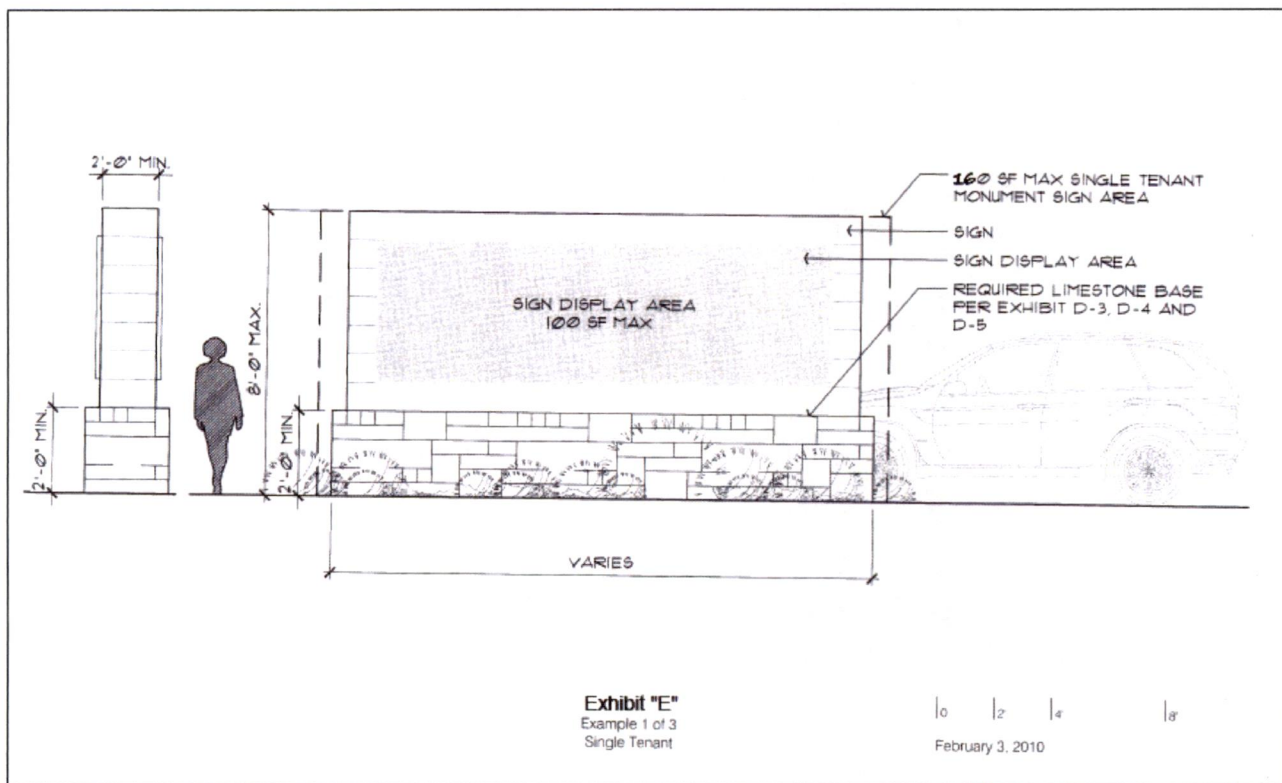


Exhibit "E"

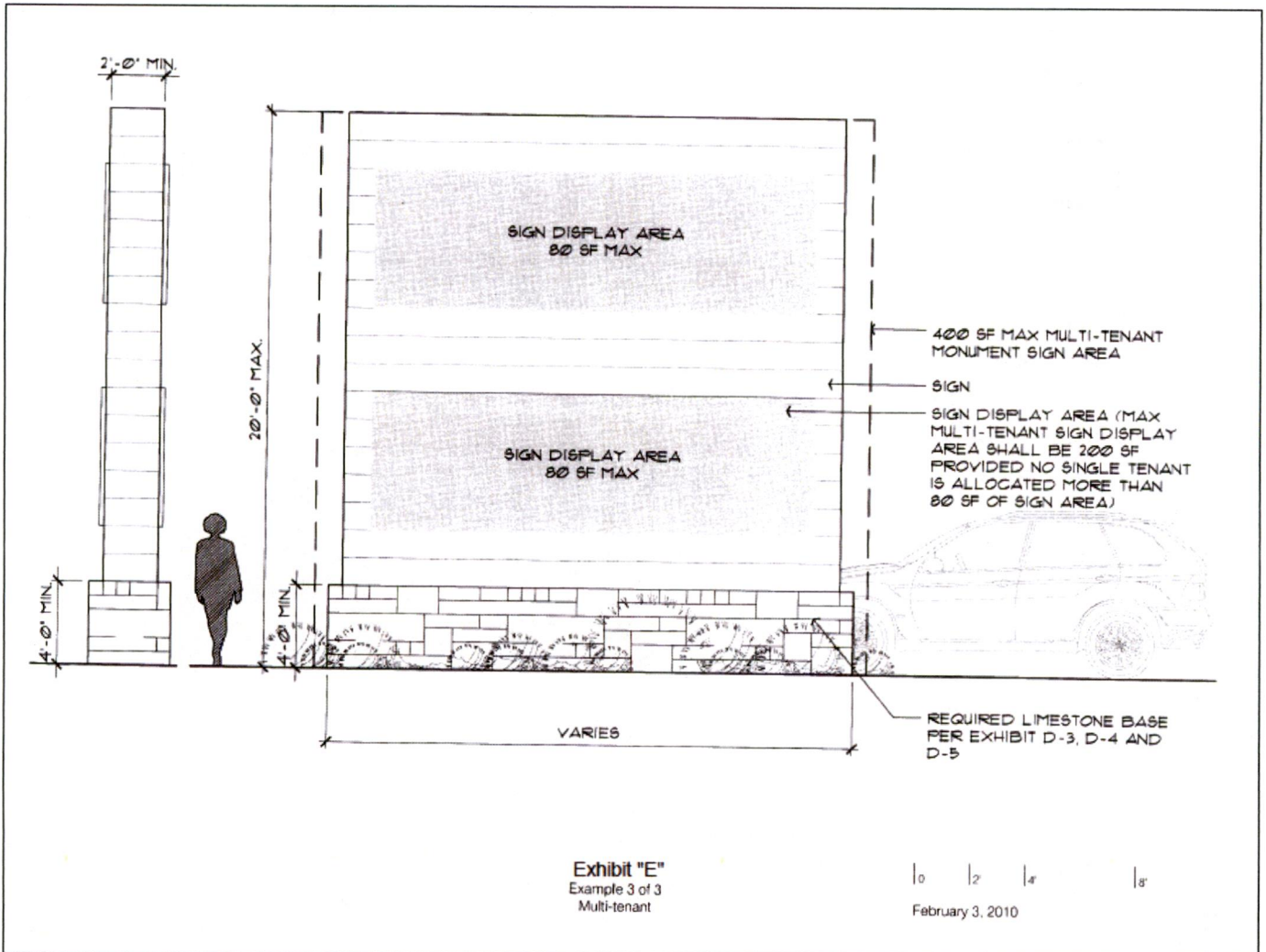


Exhibit "F"

