

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.

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 section II.13.

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 57.15 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 insure 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.

5. CONCEPT PLAN

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

6. LAND USE AND PERMITTED USES

6.1 Land Uses

The purpose of the Plan is to provide for development on the property as described below and identified in Exhibit “A”.

6.2 Permitted Uses

The following uses are permitted on the Property, as identified by Area on Exhibit “B” (Concept Plan):

A. Parcel Area 1

- 1. Data Center
- 2. Uses permitted in the C-1a (General Commercial Limited) zoning district.

B. Parcel Area 2

- 1. Major Utility – Primary. Electric Substation shall be permitted when established in conjunction with a Data Center Use on Parcel Area 1.
- 2. Uses permitted in the C-1a (General Commercial Limited) zoning district.

C. Parcel Area 3

- 1. Uses permitted in the C-1a (General Commercial Limited) zoning district.
- 2. Office/Warehouse

6.3 Use Definitions

A. Unless otherwise described below, the definitions of all terms used to describe uses in this document shall be those found in the Code of the City of Round Rock, as amended.

- 1. Data Center shall be defined as an establishment primarily involved in the compiling, storage, and maintenance of digital documents, records, and other types of information in digital form utilizing a mainframe computer, switches, routers, and other infrastructure critical for technology providers.

7. DEVELOPMENT STANDARDS FOR COMMERCIAL DEVELOPMENT AND OFFICE/WAREHOUSE DEVELOPMENT

7.1 Commercial development proposed on Parcel Areas 1-3 shall be in accordance with the development standards of the C1-a (General Commercial Limited) zoning district and the landscape standards of Part III, Chapter 2, Section 8-10 of the Code.

7.2 Office/Warehouse development, as permitted on Parcel Area 3, shall be in accordance with the development standards of the C1-a (General Commercial Limited) zoning district and the landscape standards of Part III, Chapter 2, Section 8-10 of the Code.

8. DEVELOPMENT STANDARDS FOR DATA CENTERS AND ELECTRIC SUBSTATION

8.1 Parking Requirements

- A. Where Data Center use is proposed, no minimum parking shall be required.
- B. Where Major Utility - Primary Electric Substation is proposed, no parking shall be required.

8.2 Building Design

- A. Building materials, articulation, and design shall be in accordance with design standards of the Light Industrial (LI) zoning district as specified in Part III, Chapter 2, Section 2-45.
- B. Building articulation facing IH-35. A minimum of three (3) features from the following list shall be incorporated into the building design:
 - 1. Decorative cornices.
 - 2. Concrete masonry unit (CMU) accents.
 - 3. Decorative tile or metal.
 - 4. Awnings.
 - 5. Parapets.
 - 6. Other feature as approved by the Zoning Administrator.
- C. Building elevation variation facing IH-35. The following regulations shall apply to the primary façade and all building elevations facing a public street (right-of-way):
 - 1. Changes in wall planes shall be provided with a minimum depth of twelve (12) inches at intervals of not more than eighty (80) feet.
 - 2. Building elevations shall include a change in color, texture, and/or exterior wall finish material at horizontal intervals of not more than eighty (80) feet.
- D. No overhead doors shall face IH-35.

8.3 Walls and Fences for Data Centers and Electric Substation

Data Center(s) structures shall be entirely contained within a perimeter wall or fence. The following requirements apply to walls and fences proposed for perimeter security and/or screening purposes:

- A. All walls shall provide a finished face to abutting public rights-of-way and all adjacent properties.
- B. Walls shall not conflict with sight visibility triangles at street intersections or obstruct views from adjacent driveways.

- C. Walls shall be constructed of brick, natural stone, precast concrete panel, or architectural concrete masonry units (“CMU”) and have a decorative finish.
- D. Pillars shall be constructed of masonry, steel, or iron.
- E. The minimum height for perimeter or screening walls/fences shall be no less than eight (8) feet. The maximum height for perimeter or screening walls/fences shall be no more than twenty (20) feet.
- F. Ornamental iron or other decorative view-fencing shall be permitted for Data adjacent to open space areas and public rights of way provided that mechanical equipment yards and electric substation are screened with walls meeting the criteria in 8.4.A-E above.

8.4 Landscaping

Where Parcel Areas 1 and 2 are developed for Data Center use and/or Electric Substation use, the following landscaping standard shall apply:

- A. All applicable requirements for landscaping found in Part III, Chapter 2, Section 8-10 of the Code shall apply, with the following exceptions:
 - 1. The interior parking lot landscaping specified in Section 8-10 (f) shall not be required.
 - 2. The parking lot landscape buffers specified in Section 8-10 (g) shall not be required.
 - 3. The foundation treatment specified in Section 8-10 (h) shall not be required.

B. Perimeter Buffers

Landscape buffers that measure at least eight (8) feet wide shall be provided in the locations depicted on Exhibit “B” Concept Plan. Buffers shall be subject to the following planting requirements:

- 1. Buffer Type 1:
 - i. One (1) large tree shall be provided for every fifty (50) linear feet of buffer length, on center. Large trees shall be a minimum caliper of four (4) inches in diameter at time of planting.
 - ii. One (1) medium tree shall be provided for every fifty (50) linear feet of buffer length. Medium trees shall be a minimum caliper of two (2) inches in diameter at time of planting.
 - iii. One (1) large shrub shall be provided for every eight (8) linear feet of buffer length.
 - iv. Trees and shrubs shall not be planted within utility easements.

2. Buffer Type 2:

- i. One (1) large tree shall be provided for every fifty (50) linear feet of buffer length, on center. Large trees shall be a minimum caliper of four (4) inches in diameter at time of planting.
- ii. One (1) medium tree shall be provided for every fifty (50) linear feet of buffer length. Medium trees shall be a minimum caliper of two (2) inches in diameter at time of planting.
- iii. Trees shall be an evergreen species selected from the City Tree Technical Manual.
- iv. Trees shall not be planted within utility easements.

3. Buffer Type 3:

- i. One (1) medium tree shall be provided for every twenty (20) linear feet of buffer length. Medium trees shall be a minimum caliper of two (2) inches in diameter at time of planting.
- ii. Trees shall be an evergreen species selected from the City Tree Technical Manual.
- iii. Trees shall not be planted within utility easements.

8.5 Monarch Tree Removal

- 1. Parcel Area 2, as depicted on the concept plan, contains three (3) Monarch trees:

Tree # 960	36" Live Oak
Tree # 963	49" Live Oak
Tree # 964	48" Live Oak

In the event that Parcel 2 develops as an Electric Substation (Major Utility - Primary Electric) use, to accommodate the large footprint, Monarch Tree designation for Tree # 960 may be removed without separate City Council request where:

- i. Mitigation is provided through tree replacement and/or payment of tree mitigation fees as required by Section 8-20 of the Code and,
 - ii. Trees # 963 and # 964 are preserved as specified by Section 8-22 of the Code.
- 2. Development of Parcel Area 2 to accommodate C-1a (General Commercial Limited) uses shall not qualify for removal of Tree # 960 through this PUD.

9. CHANGES TO DEVELOPMENT PLAN

9.1 Minor Changes

A. 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.

B. 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.

9.2 Major Changes.

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

LIST OF EXHIBITS

- Exhibit "A" Legal Description
Exhibit "B" Concept Plan
Exhibit "C" Data Center Screening Plan