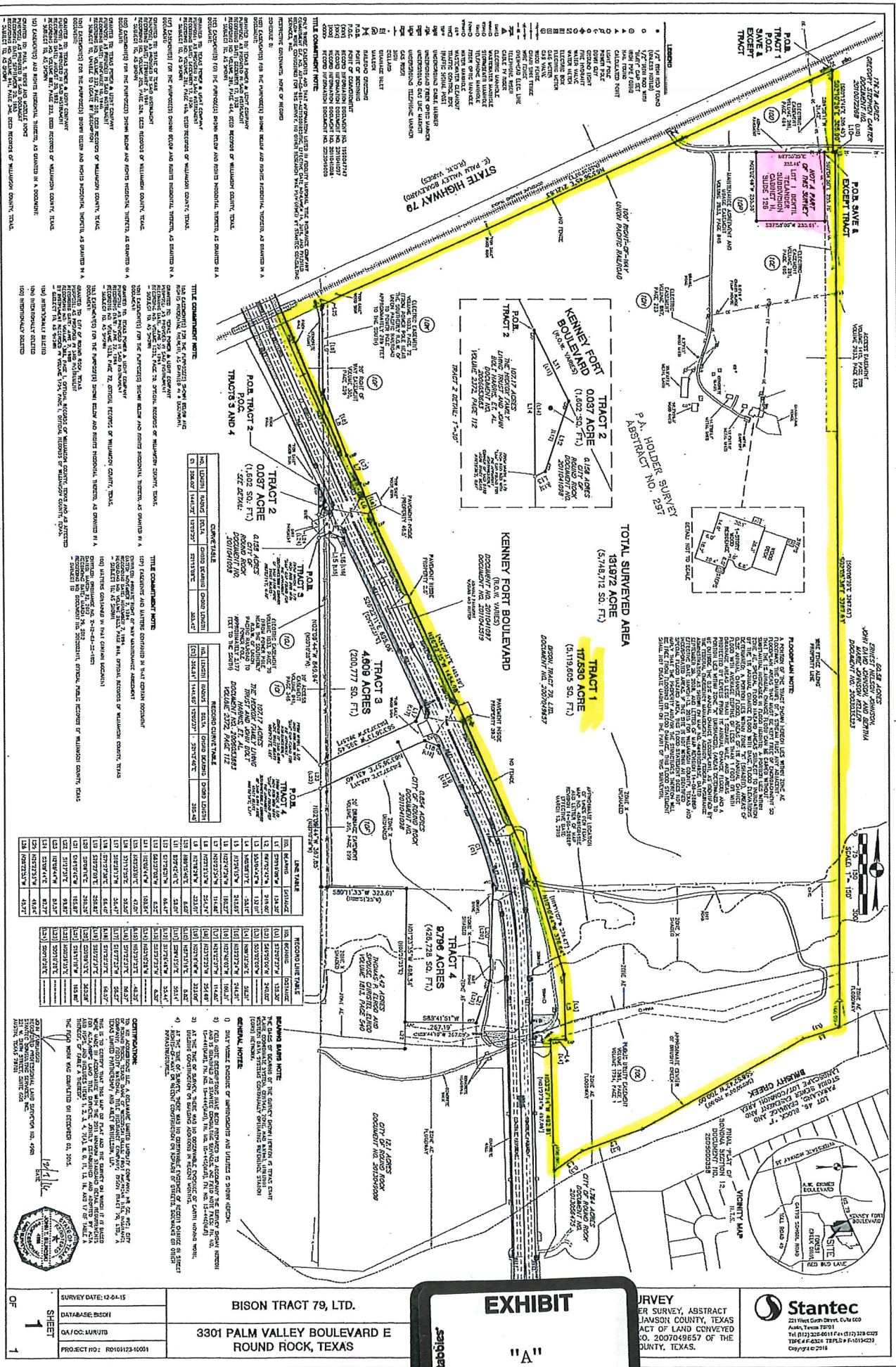




**DEVELOPMENT PLAN
PLANNED UNIT DEVELOPMENT NO. ____**

**I.
GENERAL PROVISIONS**

1.01 CONFORMITY WITH DEVELOPMENT STANDARDS

All uses and development within the Property, as defined herein, shall conform to the Development Standards included herein.

1.02 ZONING VIOLATION

Any person, firm, corporation or other entity violating any conditions or terms of this Plan shall be subject to any and all penalties for the violation of any zoning ordinance provisions as stated in Section 1-9, Code of Ordinances, City of Round Rock, Texas, as amended.

**II.
DEVELOPMENT STANDARDS**

2.01 DEFINITIONS

Except to the extent in conflict with this Plan, words and terms used herein shall have their commonly understood meaning, or as defined in the applicable provisions of the City of Round Rock Code of Ordinances, as amended, hereinafter referred to as "the Code."

2.02 PROPERTY

This Plan covers four tracts of land described as follows:

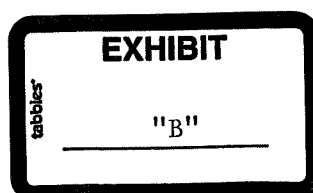
Tract 1: 117.530 acres known as Tract 1 of the Bison tract, as more fully described in Exhibit "B-1", attached hereto;

Tract 2: 61.496 acres known as the Keller/Johnson tract, as more fully described in Exhibit "B-2", attached hereto;

Tract 3: 156.769 acres known as the Krienke tract, as more fully described in Exhibit "B-3", attached hereto; and

Tract 4: Lot 1 of the Bertil Telander Subdivision, an addition in and to the City of Round Rock, recorded in Cabinet H, Slide 126, Plat Records, Williamson County, Texas, and Correction of Plat Dedication recorded in Volume 1419, Page 416, Official Records of Williamson County, Texas, known as the Boyles tract, as depicted on Exhibit "B-4".

The foregoing four tracts of land are collectively referred to herein as the "Property".



2.03 APPLICABILITY OF CITY ORDINANCES

A. Zoning Ordinances

The Property shall be regulated for purposes of zoning 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. In the event of a conflict between this Plan and the Code, the terms of this Plan shall control.

B. Other Ordinances

All other Ordinances within the Code, as amended, shall apply to the Property except as clearly modified by this Plan. In the event of a conflict, the terms of this Plan shall control.

2.04 PERMITTED USES

The uses listed below are permitted by right and are in addition to the uses applicable to the C-1a (General Commercial – Limited) zoning district.

- (1) Resort hotel
- (2) Convention center, which will include related activities by the owner and/or operator of the convention center, convention attendees and others, such as entertainment and retail sales
- (3) Indoor water park
- (4) Outdoor water park
- (5) Indoor family entertainment center
- (6) Outdoor family entertainment center
- (7) Wedding venue
- (8) Spa
- (9) Pet resort/small animal day care and boarding facility, where animals are not left outside overnight
- (10) Restaurants/bars, which will include related activities such as performance spaces and may have drive-through service
- (11) Retail sales and services
- (12) Golf entertainment venue
- (13) Mobile food establishments
- (14) Employee housing
- (15) Hotel/motel
- (16) Fuel sales/convenience store
- (17) Cinema
- (18) Aquarium
- (19) Day care
- (20) Campgrounds

2.05 PERMITTED TEMPORARY USES

Uses that are temporary and directly related to the Resort Hotel and/or Convention Center conventions, meetings, events or activities are permitted. The following are examples of such permitted temporary uses.

- (1) Boat sales
- (2) Camper sales
- (3) Flea markets
- (4) Truck, truck trailer, and semitrailer parking
- (5) Automotive parts
- (6) Automotive sales
- (7) Portable building sales
- (8) Heavy equipment sales, rental, and leasing

2.06 PROHIBITED USES.

Except as set forth in Section 2.05, the uses listed below are prohibited.

- (1) Automotive or machinery services and repair
- (2) Automotive or machinery washes
- (3) Automotive parts as a primary use
- (4) Automotive sales as a primary use
- (5) Boat sales as a primary use
- (6) Bulk distribution centers
- (7) Camper sales as a primary use
- (8) Donation centers
- (9) Flea markets as a primary use
- (10) Heavy equipment sales, rental, and leasing as a primary use
- (11) Industrial building sales
- (12) Manufactured home sales
- (13) Outdoor kennels, defined as kennels where animals are left outside overnight
- (14) Pawn shops
- (15) Portable building sales as a primary use
- (16) Recreational vehicle parks
- (17) Recycling centers
- (18) Sexually oriented businesses
- (19) Shooting ranges
- (20) Tattoo parlors
- (21) Truck, truck trailer, and semitrailer parking as a primary use
- (22) Truck service or repair
- (23) Truck stops
- (24) Trucking terminals
- (25) Wholesale nurseries
- (26) Wrecking yards.

2.07 SPECIAL DEFINITIONS

A. *Resort Hotel* shall include the definition of “overnight accommodations” in Section 46-5 of the Code in addition to the following list of ancillary uses and activities, and including those uses and activities that are similar in nature:

- (1) Herb farm/livestock/Sunday house
- (2) Orchards
- (3) Trams or other devices for moving visitors and/or luggage from one part of the Property to another, whether on rails or not
- (4) Nyumba villas, defined as freestanding guest houses located on the resort grounds outside the primary hotel building, which may have their own separate kitchen facilities
- (5) Recreational lake and/or pond
- (6) Water taxis
- (7) Seasonal entertainment enhancements such as holiday lighting, pyrotechnics, and audio
- (8) On-street entertainment provided by individuals such as jugglers, balloon artists, mimes, magicians, etc.
- (9) Small-scale performance spaces
- (10) Hot air balloon rides
- (11) Parades on land and in water
- (12) Bicycle paths and rentals
- (13) Endurance events such as marathons and fun runs
- (14) Petting zoo
- (15) Horseback riding
- (16) Sky Trackers, which shall be limited to special events
- (17) Media Matrix Audio-Video Control Systems
- (18) Vineyards, related production facilities and ancillary uses
- (19) Event barn, defined as a free-standing rental space
- (20) Use of welders, torches or glass blowing furnaces and other similar equipment, whether indoors or outdoors by artists.

B. *Indoor family entertainment center* shall include all “indoor entertainment activities” listed in Section 46-5 of the Code in addition to the following list of uses and activities, and including those uses and activities that are similar in nature:

- (1) Arcade games
- (2) Rides
- (3) Trampoline park
- (4) Bowling alley
- (5) Laser tag
- (6) Go-cart track
- (7) Rock climbing walls
- (8) Ropes course, which may include a zip line
- (9) Miniature golf.

C. *Outdoor family entertainment center* shall include participatory recreation and entertainment uses such as the following list of uses and activities, and including those uses and activities that are similar in nature:

- (1) Carnival and other rides
- (2) Ropes course, which may include a zip line
- (3) Go-cart track
- (4) Sky tram rides or similar elevated, automated methods of transporting guests
- (5) Miniature golf
- (6) Batting cages
- (7) Rock climbing walls
- (8) Trampoline park.

D. *Employee housing* shall mean dormitory or multifamily style housing buildings primarily for employees of businesses located on the Property. Employee housing may include daycare facilities for employees.

E. *Golf entertainment venue* shall include high-tech golf-related games with on-site food and beverage service.

2.08 BUILDING AND DEVELOPMENT STANDARDS

A. Height and Setback Standards

- (1) All buildings and structures located more than 750 feet from the southern boundary of the Property shall have a maximum height of 180 feet.
- (2) All buildings and structures located 750 feet or less from the southern boundary of the Property shall have a maximum height of 75 feet.
- (3) Zip lines and other rides and attractions within 500 feet of the southern boundary of the Property shall have a maximum height of 150 feet. Zip lines and other rides and attractions located more than 500 feet of the southern boundary of the Property shall not be subject to any height restrictions.
- (4) There shall be no separation requirements between buildings or structures on the Property, except as required by applicable building and fire codes.

B. Building Materials

- (1) Exterior insulating finishing systems("EIFS") is permitted.
- (2) The use of painted, decorative concrete tilt-wall and pre-cast wall panels is permitted.
- (3) Standing seam metal is permitted as a roofing material.

- (4) Finished metal (including painted metal) is permitted for maintenance equipment and similar buildings and for walls designed to be removed in connection with future expansion. Certain walls in the convention center and indoor family entertainment center are currently designed to be removed in connection with future expansion.
- (5) All other materials shall be in compliance with the C-1a zoning district, but with no particular minimum or maximum amount of glass, stone or other masonry.

C. Building Design

- (1) The preliminary building design conceptually depicted on the attached Exhibit "B-5" shall fulfill the architectural requirements for building articulation, elevation variation, orientation, and glazing.

2.09 PARKING, DRIVE AISLES, ACCESS DRIVES AND FIRE LANES

- A. Two thousand, five hundred (2,500) parking spaces are required for the resort hotel, convention center, indoor and outdoor water park, and indoor and outdoor family entertainment center.
- B. No parking is required for employee housing.
- C. For subsequent development or expansions, shared parking for the Property shall be permitted and taken into account when determining how Section 46-196 of the Code applies. More parking spaces than required may be added at the discretion of the developer.
- D. Interior parking lot drive aisles may be a minimum of 24 feet in width if parking stalls taking access from the narrowed aisles are a minimum of 9 feet and 6 inches wide. Where parking stalls are less than 9 feet and 6 inches wide, all drive aisles shall be a minimum of 26 feet wide. No parking stalls shall be narrower than 9 feet wide.

III.
OTHER STANDARDS

3.01 BUFFER WALL AND SCREENING

No buffer wall shall be required on the southerly lot boundary for any development which is located on the western portion of the Property, as depicted on Exhibit "B-6" to this Plan.

A six-foot masonry buffer wall shall be required on the southerly lot boundary for all development which is located within 500 feet of the southern boundary line of the eastern portion of the Property, as depicted on Exhibit "B-6" to this Plan. The buffer wall shall otherwise meet the requirements of Section 46-200 (f) (2) of the Code. The Zoning Administrator shall have the authority to waive

this requirement (including the requirement that the wall be made of masonry) if at least one of the following conditions are met:

- (a) The Zoning Administrator determines that due to the site plan layout, potential adverse impacts will be negligible; or
- (b) The Zoning Administrator determines that existing and/or proposed vegetation will serve as an adequate buffer.

The screening of rooftop mechanical equipment shall not be required on any roof of the resort hotel or convention center. Detention pond screening is not required for ponds located south of the resort and adjacent to the floodplain.

3.02 NOISE

Speakers used for outdoor amplified music or non-emergency public-address systems are prohibited within 500 feet of the southern boundary line of the Property.

3.03 SIGNS

- A. One double sided pylon sign with an electronic messaging center ("EMC") shall be permitted along East Palm Valley Blvd. to serve the entire property. The maximum height shall be 60 feet, with maximum EMC display area of 740 square feet per side and maximum total sign display area of 1,085 square feet per side.
- B. Two double sided EMC signs shall be permitted along Kenney Fort Blvd. to serve the entire Property. The northern sign may be a pylon sign or monument sign with maximum height of 43 feet, EMC display area up to 435 square feet per side, and maximum total sign display area of 780 square feet per side. The southern sign may be a pylon sign or monument sign with maximum height of 20 feet. The maximum EMC display area shall be 140 square feet and the total display area shall not exceed 200 square feet per side.
- C. Animated Signs, as that term is defined in Sec. 30-4 of the Code, as amended, are prohibited.
- D. All public roads within the Property shall be considered Commercial Roadways for the purpose of sign regulation in Chapter 30 of the Code, as amended.
- E. Wayfinding signs for the Property, which do not adversely impact traffic safety as determined in the sole discretion of the Director of Transportation, shall be permitted in the rights-of-ways of public streets within the Property. Permission for these signs will be granted by and through the City's standard license agreement.
- F. In addition to the signs listed above, twelve (12) building and freestanding signs, excluding pylon signs, each with a maximum display area of 1,000 square feet per side shall be permitted on the Property.

- G. The Zoning Administrator shall have the authority to grant specific exceptions to the sign regulations in Chapter 30 of the Code if the Zoning Administrator finds that the following conditions exist:
- (1) there are no associated vehicular safety issues that would result from the location or size of the sign;
 - (2) the sign is compatible with the surrounding development; and
 - (3) the sign does not result in reduced compliance with regulations in other chapters of the Code.

3.04 LIGHTING

- A. LED lighting shall be permitted.
- B. The height of freestanding light fixtures shall not exceed 40 feet in the Resort Hotel and Convention Center parking areas, excluding Nyumba parking.
- C. The height of freestanding light fixtures shall not exceed 25 feet in all other areas.

3.05 ALCOHOL SALES

There shall be no limit on the number of bars. The days or hours of alcoholic beverage service, or the manner of alcoholic beverage service on the Property, whether for bars, restaurants or otherwise, shall be governed by the laws, rules and regulations of the Texas Alcoholic Beverage Commission.

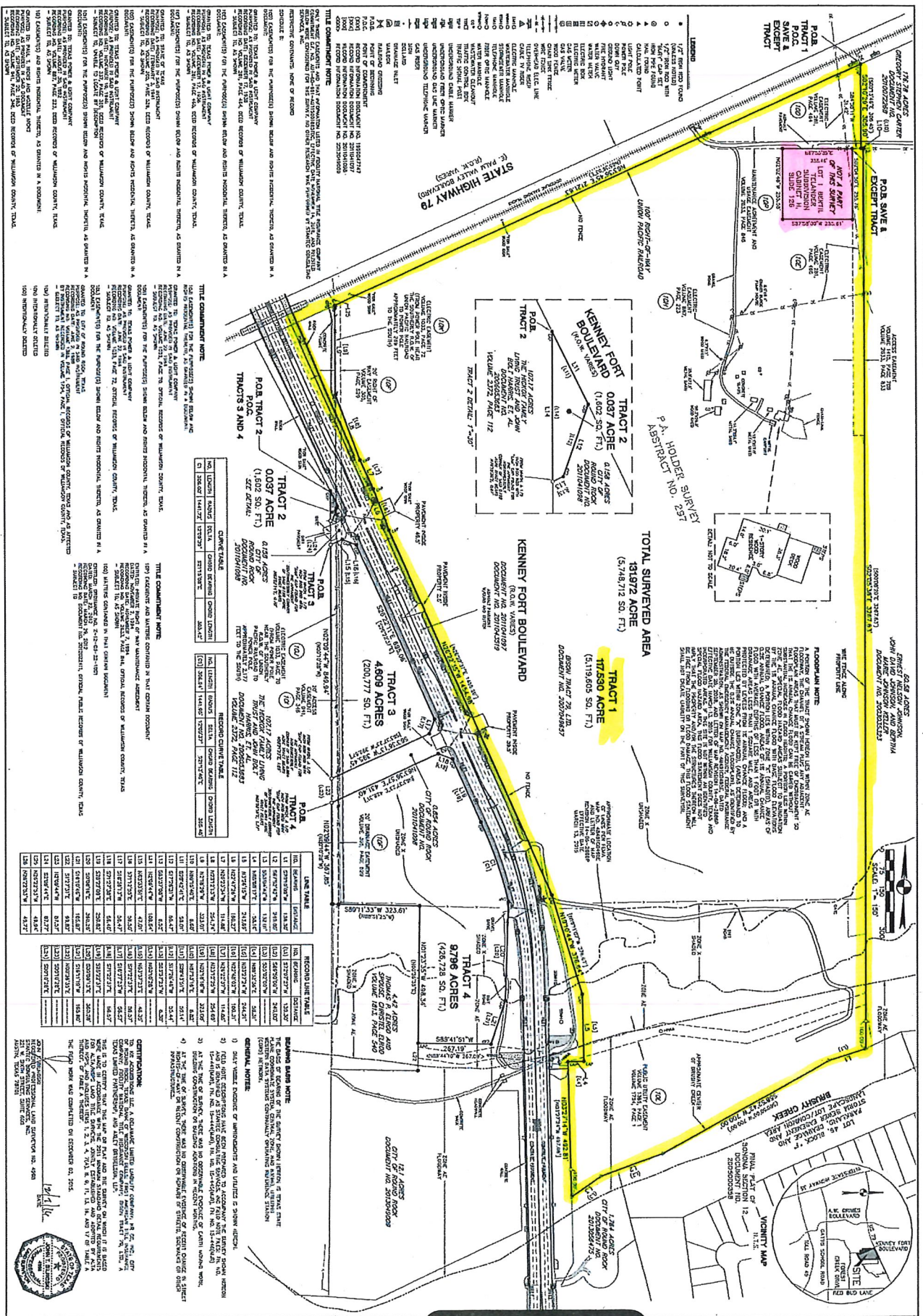
IV. CHANGES TO DEVELOPMENT PLAN

4.01 MINOR CHANGES

Minor changes to this Plan which do not substantially and adversely change this Plan may be approved administratively if approved in writing by the Director of Planning and Development Services and the City Attorney. If the Code is amended on or after January 1, 2018, changes to this Plan that incorporate prior Code provisions (if approved in writing by the Director of Planning and Development Services and the City Attorney) shall be considered minor changes subject to the prior sentence.

4.02 MAJOR CHANGES

All changes not permitted above shall be resubmitted following the procedure required by the Code, as amended.

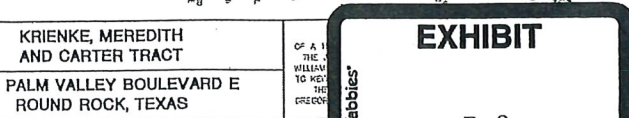


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SHEET 1		EXHIBIT B-1	
OF 1		SURVEY	
OLDER SURVEY, ABSTRACT		Stantec	
WILLIAMSON COUNTY, TEXAS		221 West 10th Street, Suite 1000	
TRACT OF LAND CONVEYED		Austin, Texas 78701	
TO NO. 2007049557 OF THE		Tel (512) 328-0611 Fax (512) 328-0227	
COUNTY, TEXAS.		TWP # 4S-32E T8P # 1N-10E	
		City of Round Rock	

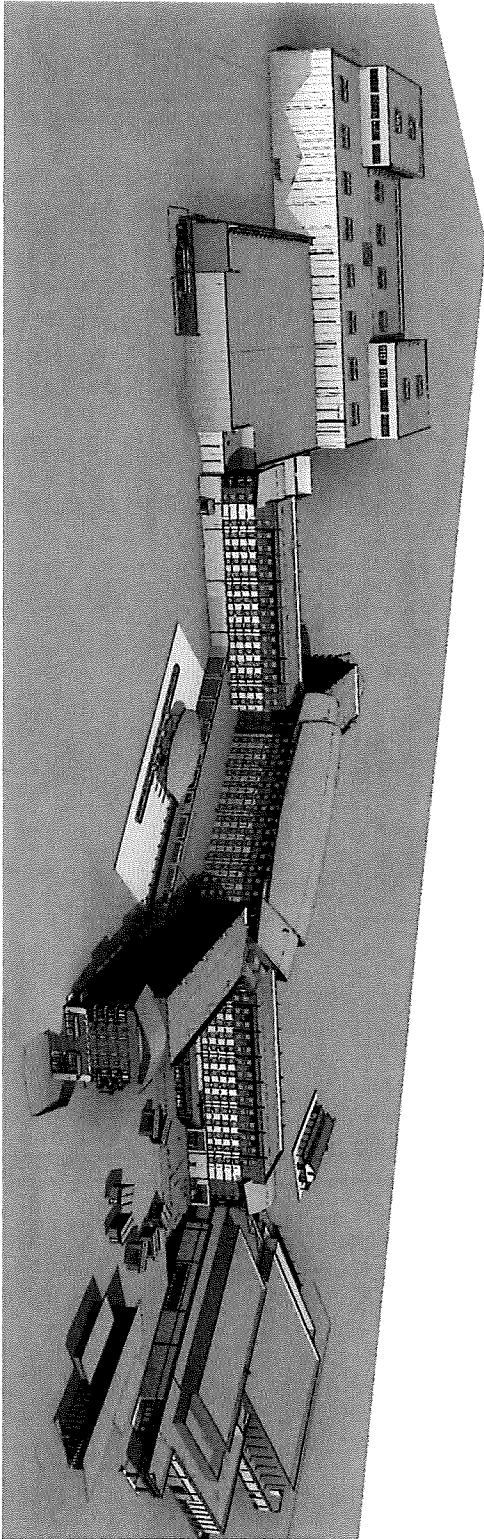
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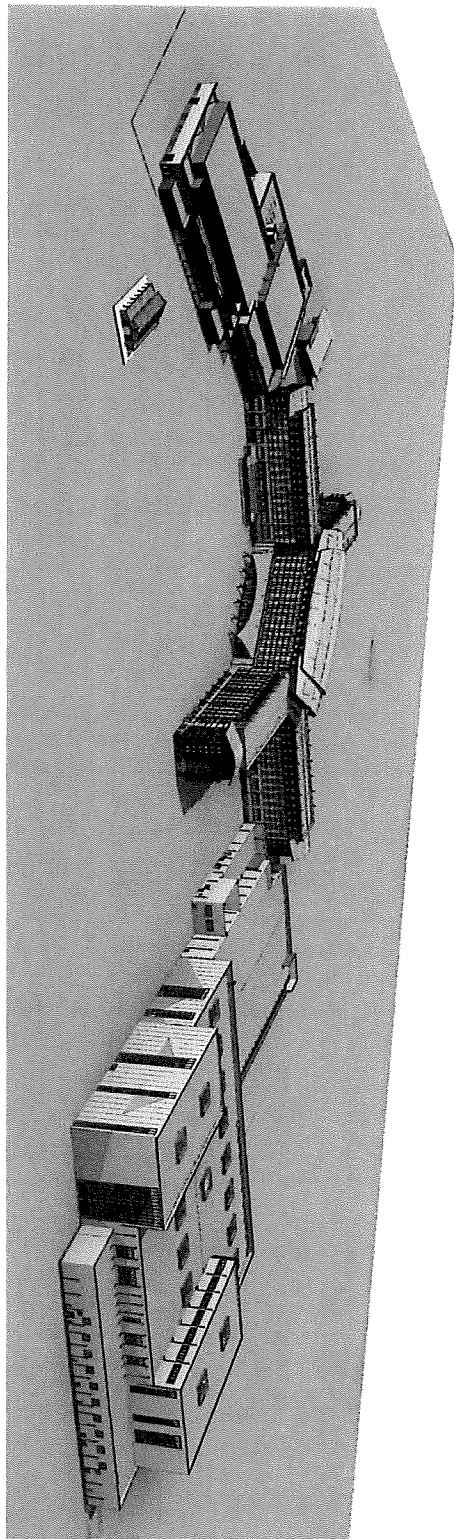
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B-5



01 AERIAL, LOOKING SOUTH



02 AERIAL, LOOKING NORTH

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DATE	
BY	
REVISION	
01.01.2018	FINAL DESIGN DEVELOPMENT EXTERIOR IMAGES
02.01.2018	
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KALAHARI
 ROUND ROCK
 RESORTS & CONVENTIONS



KALAHARI
 ROUND ROCK

EXHIBIT

B-5

tabbles

HKS

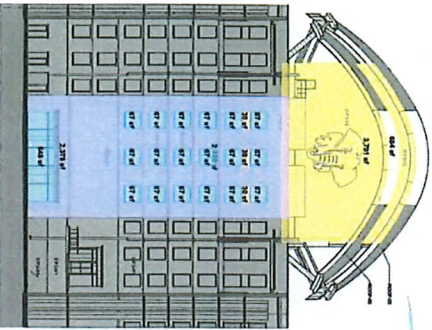
HKS is a leading provider of architectural, interior design, engineering, and construction services. We are currently seeking qualified individuals for the following positions:
 ARCHITECTURAL DESIGNER
 INTERIOR DESIGNER
 ENGINEER
 CONSTRUCTION MANAGER
 PROJECT MANAGER
 DESIGN DEVELOPMENT
 SUSTAINABILITY
 LEED CERTIFICATION
 BIDDING
 CONTRACT ADMINISTRATION
 CLIENT RELATIONS
 MARKETING
 FINANCIAL
 HR
 IT
 LEGAL
 POLICE
 PUBLIC AFFAIRS
 RECEPTION
 SECURITY
 TRAVEL
 WAREHOUSE
 WELFARE

HOTEL EXTERIOR MATERIAL DIAGRAMS

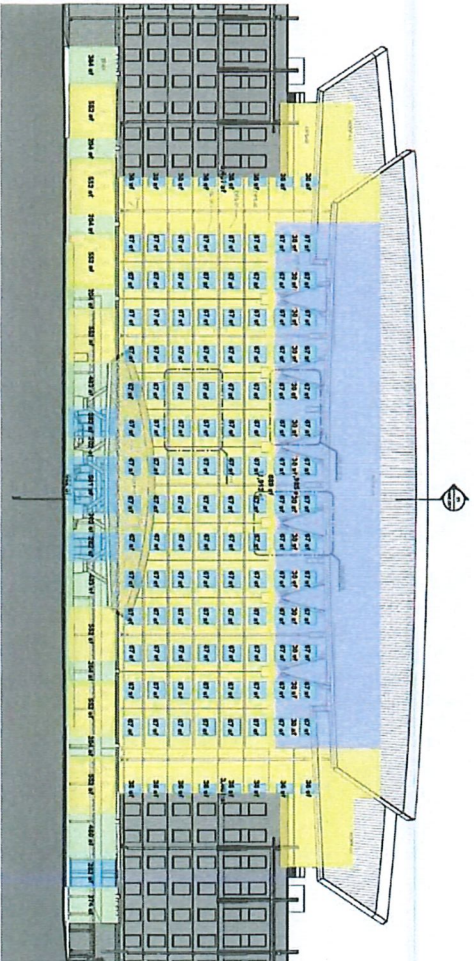
SK-20180103-HKS-02.01

KALAHARI ROUND ROCK
HKS 20673
1/3/2018

H/TOTALS	EXTERIOR INSULATION FINISH SYSTEM (EIFS)	170501	31.3%
	GLASS FIBER REINFORCED CONCRETE PANELS (GFRP/ WOOD GRAIN)	120138	22.1%
	STONE	36321	6.7%
	GLASS	122626	22.5%
	STEEL/METAL	94507	17.4%
	WOOD	414	0.1%
	TOTAL	544507	



02 HOTEL TOWER - EAST ELEVATION



01 HOTEL TOWER NORTH ENTRY ELEVATION

HKS

KALAHARI
ROUND ROCK

RESORTS & CONVENTIONS

ARCHITECT: HKS
10000 WEST 10TH AVENUE
SUITE 1000
DALLAS, TEXAS 75243
TEL: 214.424.4000
WWW.HKS.COM

DATE: 1/3/2018

PROJECT: KALAHARI ROUND ROCK
DRAWING: EXTERIOR MATERIAL DIAGRAMS
DESIGNED BY: HKS
CHECKED BY: HKS
APPROVED BY: HKS

HA5.211

10.27.2017

50% DESIGN

DEVELOPMENT

HOTEL

ELEVATIONS

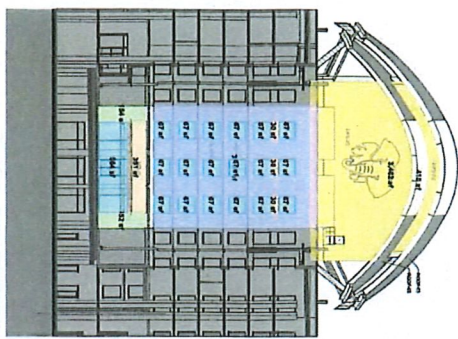
TOWER JAC

HOTEL EXTERIOR MATERIAL DIAGRAMS

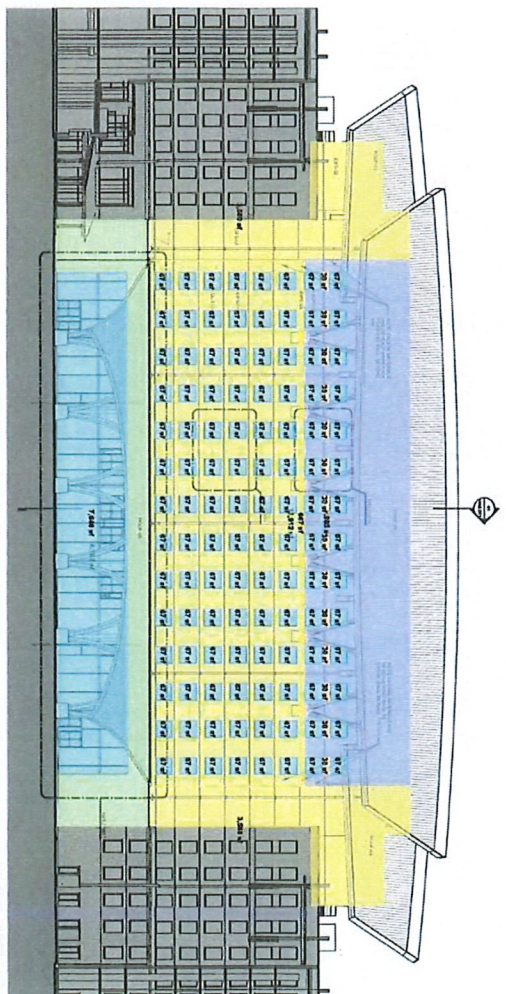
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KALAHARI ROUND ROCK 1/3/2018
HKS 20673

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	GLASS FIBER REINFORCED CONCRETE PANELS (GFRP/WOOD GRAIN)	120138	22.1%
	STONE	36321	6.7%
	GLASS	122626	22.5%
	STEEL/METAL	94507	17.4%
	WOOD	414	0.1%
TOTAL		544507	



02 HOTEL TOWER WEST ELEVATION



04 HOTEL TOWER SOUTH (LOBBY) ELEVATION

HKS

KALAHARI
ROUND ROCK



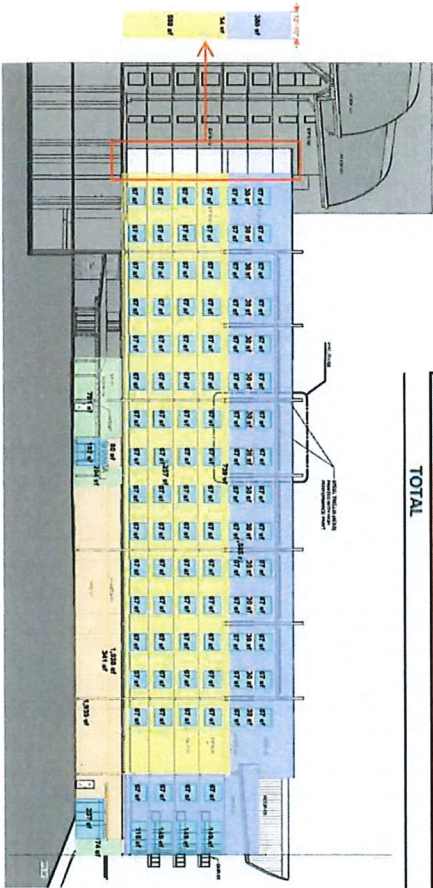
HA5.212

HOTEL EXTERIOR MATERIAL DIAGRAMS

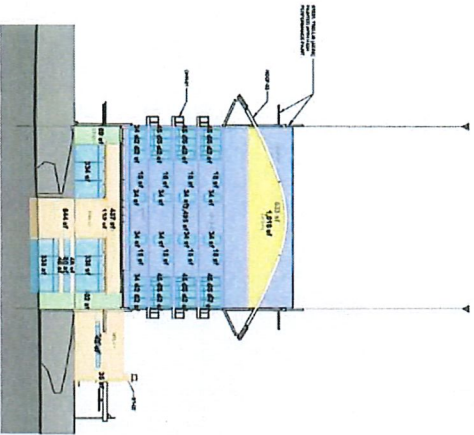
SK-20180103-HKS-02.04

KALAHARI ROUND ROCK 1/3/2018
HKS 20673

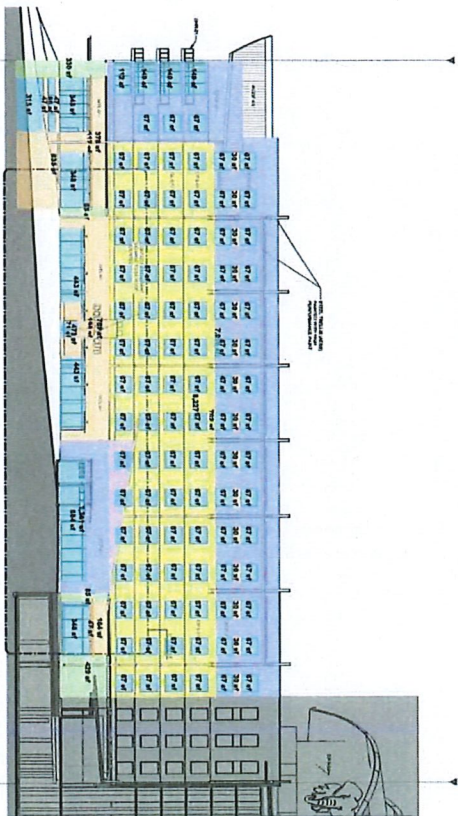
H/TOTALS		EXTERIOR INSULATION FINISH SYSTEM (EIFS)	
GLASS FIBER REINFORCED CONCRETE PANELS (GFRG/ WOOD GRAIN)	170501	31.3%	
STONE	120138	22.1%	
GLASS	36321	6.7%	
STEEL/METAL	122626	22.5%	
WOOD	94507	17.4%	
TOTAL	544507	0.1%	



02 TOWER 2 - NORTH ELEVATION



03 TOWER 3 - WEST ELEVATION



01 TOWER 1 - SOUTH ELEVATION

HKS

**KALAHARI
ROUND ROCK**



**Kalahari
RESORTS &
CONVENTIONS**

OTHER SHEET ONLY
THIS SHEET IS A PART OF THE PROJECT
AND SHOULD NOT BE USED SEPARATELY
FOR ANY OTHER PROJECT

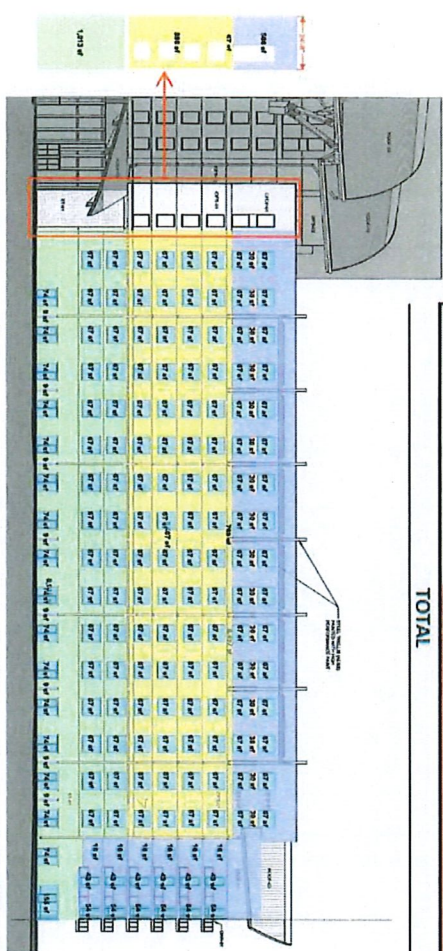
DATE: 10/27/2017
BY: 10/27/2017
SOX DESIGN
HOTEL
ELEVATIONS
TOWER 3K
HKS.231

HOTEL EXTERIOR MATERIAL DIAGRAMS

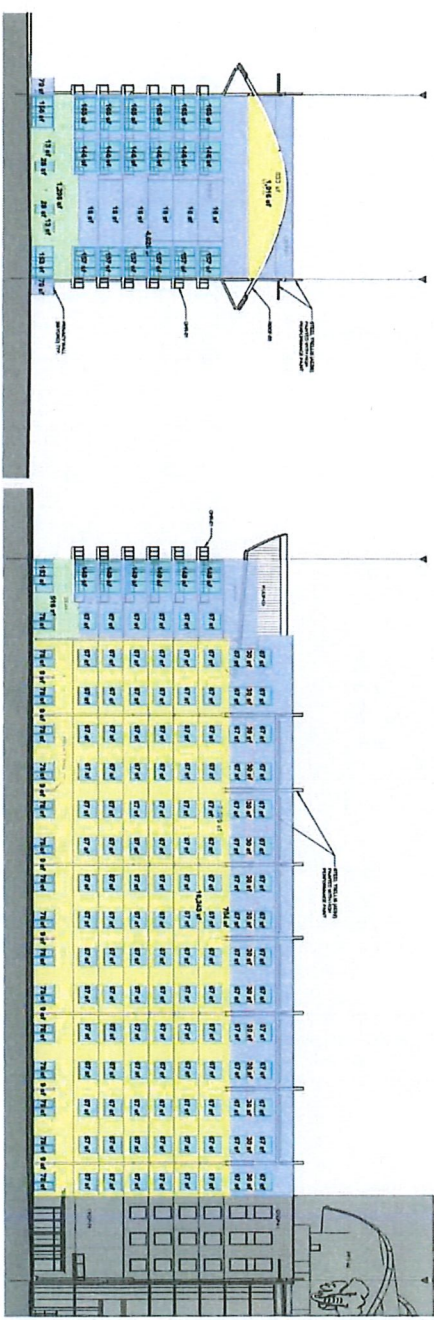
SK-20180103-HKS-02.05

KALAHARI ROUND ROCK
HKS 20673
1/3/2018

H/TOTALS	EFIS	170501	31.3%
	CFPC	120138	22.1%
	STONE	36321	6.7%
	GLASS	122626	22.5%
	STEEL/METAL	94507	17.4%
	WOOD	414	0.1%
	TOTAL	544507	



02 TOWER T.L. SOUTH ELEVATION



03 TOWER T.L. END ELEVATION

01 TOWER T.L. NORTH ELEVATION

HKS

ARCHITECTS

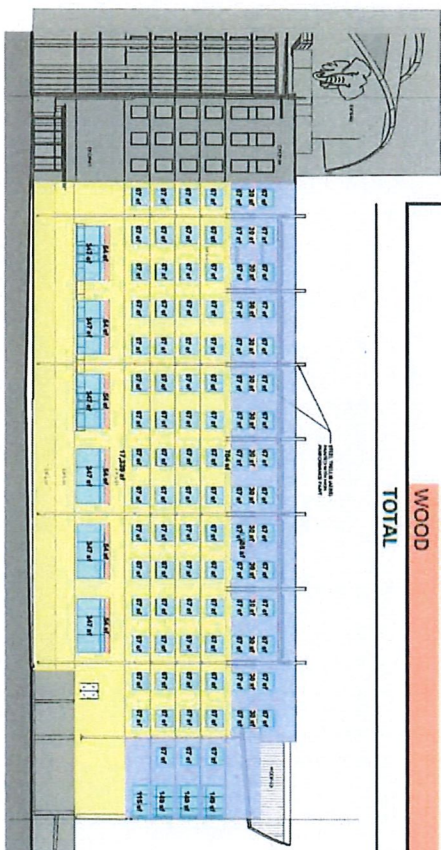
1000 PINE BLVD, SUITE 1000
HOUSTON, TEXAS 77002
713.261.1000
WWW.HKS.COM

Kalahari
RESORTS & CONVENTIONS

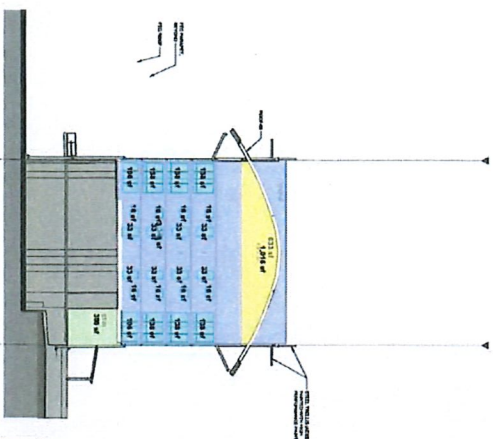
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50% DESIGN
DEVELOPMENT
HOTEL
ELEVATIONS
TOWER T.L.

HAS.241

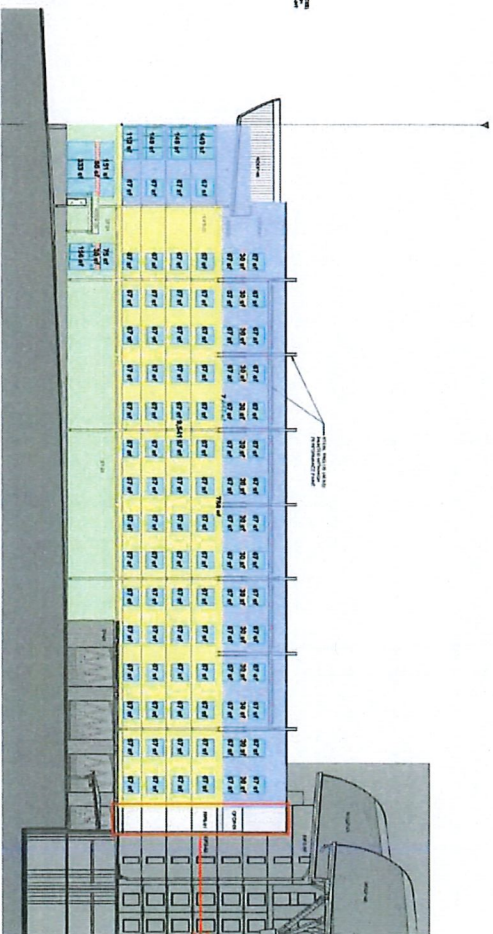
H/TOTALS	EPIS	170501	31.3%
	CPPC	120138	22.1%
	STONE	36321	6.7%
	GLASS	122626	22.5%
	STEEL/METAL	94507	17.4%
	WOOD	414	0.1%
	TOTAL	544507	



02 TOWER 7M



03 TOWER "M" - NORTH ELEVATION
511' x 14'



01 TOWER NW - WEST ELEVATION
VAF-14

INDOOR WATER PARK EXTERIOR MATERIAL DIAGRAMS

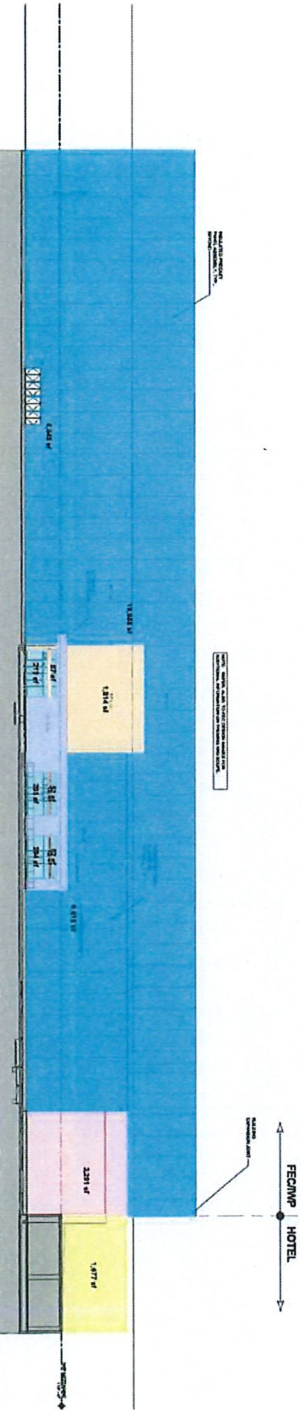
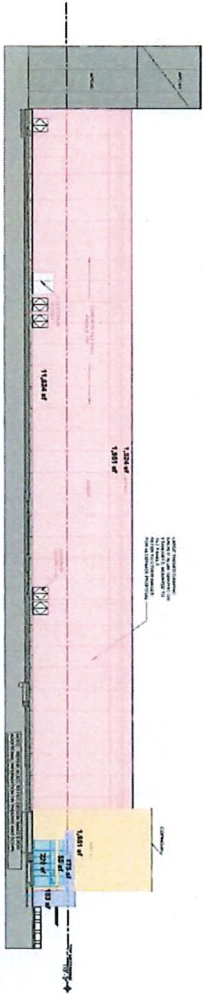
SK-20180103-HKS-03.01

KALAHARI ROUND ROCK

1/3/2018

HKS 20673

IMP/TOTALS	EXTERIOR INSULATION FINISH SYSTEM (EIFS)	8807	4.6%
	PAINTED TILT WALL CONCRETE	22426	11.6%
	ARCHITECTURAL PRECAST CONCRETE (APC)	129366	66.5%
	GLASS FIBER REINFORCED CONCRETE PANELS (GFRP/WOOD GRAIN)	1788	0.9%
	STEEL/METAL	4128	2.1%
	GLASS	26781	13.9%
TOTAL		193298	



HKS

KALAHARI
ROUND ROCK

Kalahari
RESORTS &
CONVENTIONS

FOR REVIEW ONLY
NOT FOR CONSTRUCTION

PA5.310

INDOOR WATER PARK EXTERIOR MATERIAL DIAGRAMS

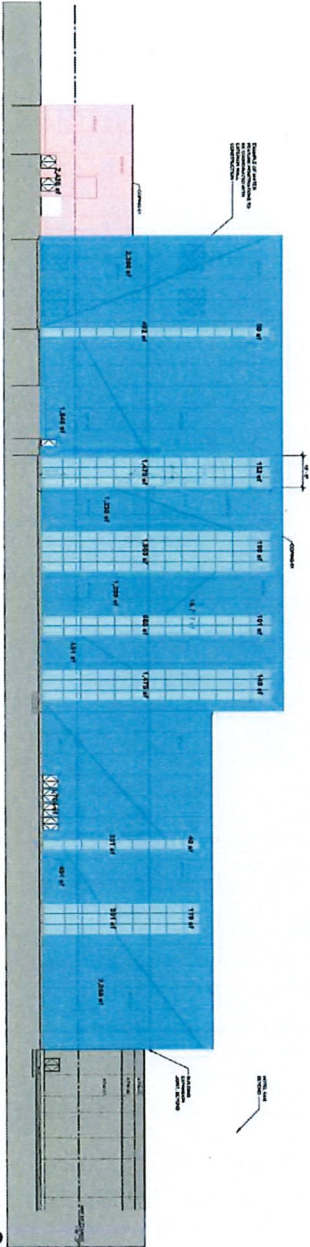
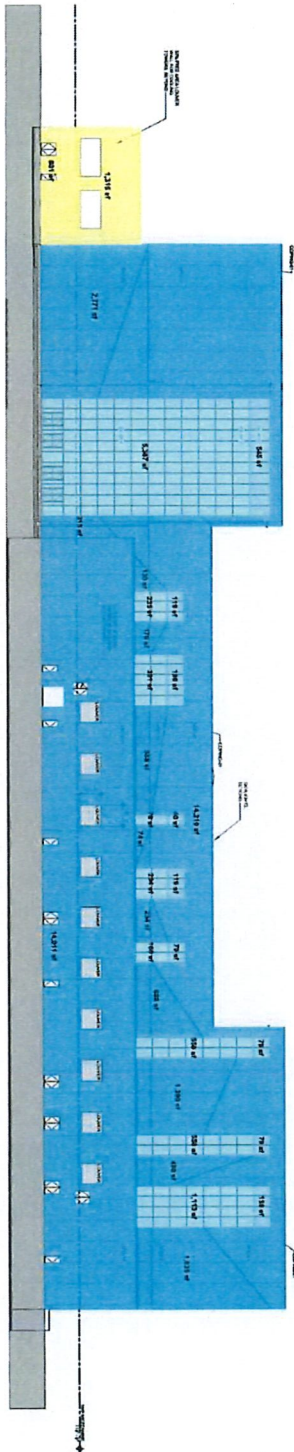
SK-20180103-HKS-03.02

KALAHARI ROUND ROCK

1/3/2018

HKS 20673

IMP/TOTALS	EXTERIOR INSULATION FINISH SYSTEM (EIFS)	8807	4.6%
	PAINTED TILT WALL CONCRETE	22426	11.6%
	ARCHITECTURAL PRECAST CONCRETE (APC)	129366	66.5%
	GLASS FIBER REINFORCED CONCRETE PANELS (GFRC/ WOOD GRAIN)	1788	0.9%
	STEEL/METAL	4128	2.1%
	GLASS	26781	13.9%
TOTAL		193298	



PA5.311

KALAHARI
ROUND ROCK



Kalahari
RESORTS &
CONVENTIONS

DESIGNED BY
HKS
ARCHITECTS
P.C.
10000 W. 100th Ave.
Suite 100
Denver, CO 80231
Tel: 303.440.1000
Fax: 303.440.1001
www.hks.com

DATE: 1/3/2018
BY: HKS
PROJECT: KALAHARI ROUND ROCK
SHEET: PA5.311
SCALE: 1/8" = 1'-0"

50% DESIGN
ELEVATIONS

HIKS
OFFICESHIP
KALAMAZOO COUNTY & SOUTHWEST

ITEM/TOTALS	EXTERIOR INSULATION FINISH SYSTEM (EIFS)	
PAINTED TILT WALL CONCRETE	8807	4.6%
ARCHITECTURAL PRECAST CONCRETE (APC)	22426	11.6%
GLASS FIBER REINFORCED CONCRETE PANELS (GFRC/ WOOD GRAIN)	129368	66.9%
STEEL/METAL	1788	0.9%
GLASS	4128	2.1%
TOTAL	26781	13.9%
	1993298	



CONVENTION CENTER EXTERIOR MATERIAL DIAGRAMS

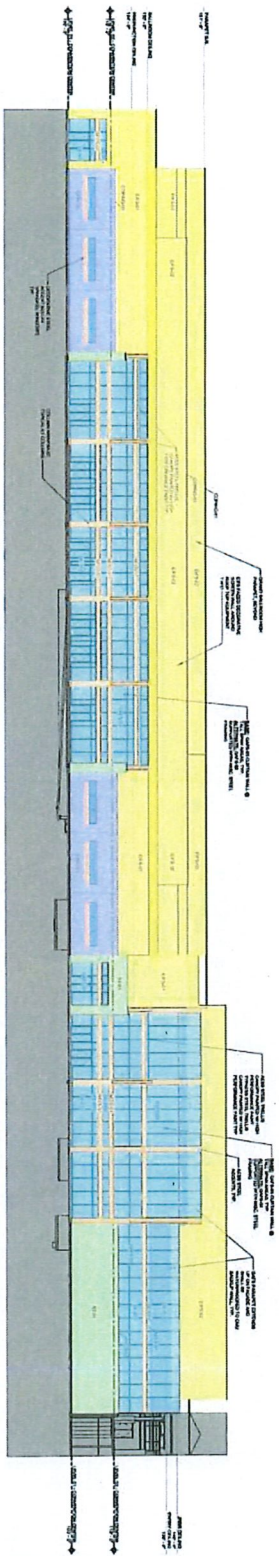
SK-20180103-HKS-01.01

KALAHARI ROUND ROCK

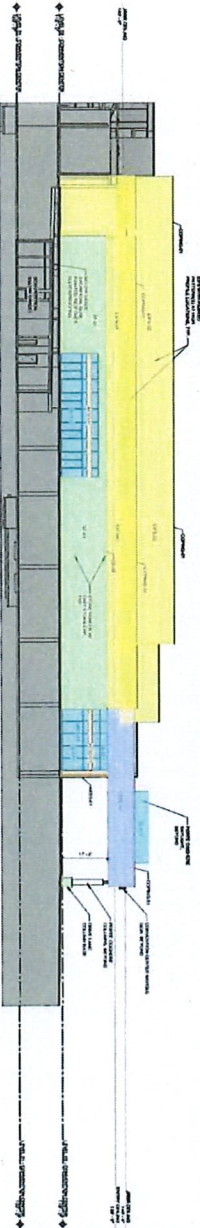
1/3/2018

HKS 20673

CC/TOTALS	EXTERIOR INSULATION FINISH SYSTEM (EIFS)	58657	68.9%
	STONE	6912	8.1%
	GLASS FIBER REINFORCED CONCRETE PANELS (GFRC/WOOD GRAIN)	4262	5.0%
	STEEL/METAL	2472	2.9%
	GLASS	12788	15.0%
TOTAL		85091	



02 NORTHEAST ELEVATION



01 NORTHWEST ELEVATION

HKS

KALAHARI ROUND ROCK

Kalahari
RESORTS &
CONVENTIONS

10/27/2017

CAS.101

CONVENTION CENTER EXTERIOR MATERIAL DIAGRAMS

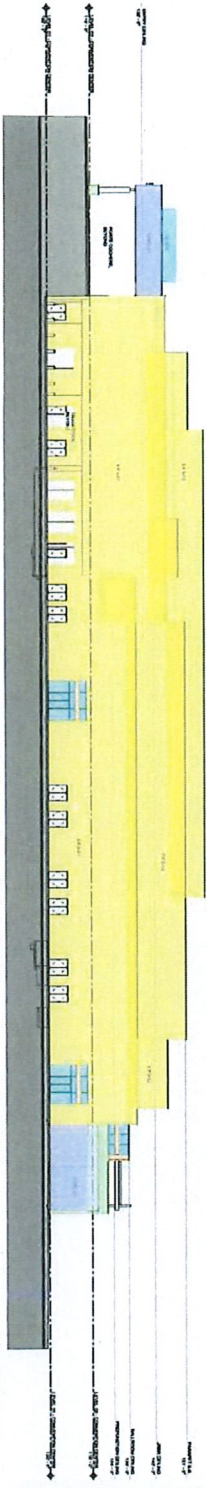
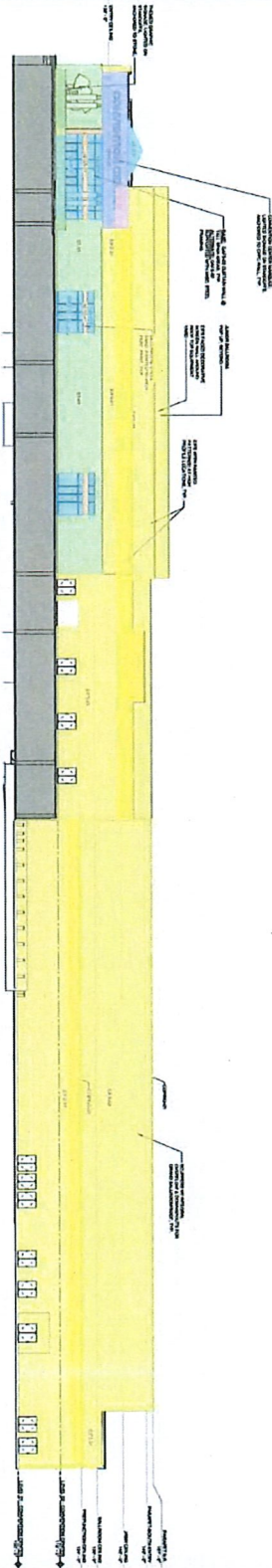
SK-20180103-HKS-01.02

KALAHARI ROUND ROCK

1/3/2018

HKS 20673

CC/TOTALS	EXTERIOR INSULATION FINISH SYSTEM (EIFS)	STONE	GLASS FIBER REINFORCED CONCRETE PANELS (GFRG/WOOD GRAIN)	STEEL/METAL	GLASS	TOTAL
	58657	6912	4262	2472	12788	85091
	68.9%	8.1%	5.0%	2.9%	15.0%	



HKS

KALAHARI ROUND ROCK

20673.000
10.27.2017
SK, DESIGN
DEVELOPMENT
CONVENTION CENTER
ELEVATIONS

Kalahari
RESORTS &
CONVENTIONS

20673.000
10.27.2017
SK, DESIGN
DEVELOPMENT
CONVENTION CENTER
ELEVATIONS

CAS.102



PAGES: 18/18 DATA		
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