

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

**THIRD AMENDMENT TO
DEVELOPMENT AGREEMENT FOR
THE SHADOWGLEN SUBDIVISION**

THIS THIRD AMENDMENT TO DEVELOPMENT AGREEMENT FOR THE SHADOWGLEN SUBDIVISION (this “Third Amendment”) is dated effective this ____ day of _____, 2021 and is entered into between THE CITY OF MANOR, TEXAS, a Texas home-rule municipal corporation (“City”); COTTONWOOD HOLDINGS, LTD., a Texas limited partnership (“Cottonwood”); SG LAND HOLDINGS LLC, a Delaware limited liability company (“SGLH”); MERITAGE HOMES OF TEXAS, LLC, an Arizona limited liability company (“Meritage”); TRAVIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 2, a Texas political subdivision governed by Chapters 49 and 54 of the Texas Water Code (“Travis County MUD No. 2”); WILBARGER CREEK MUNICIPAL UTILITY DISTRICT NO. 1, a Texas political subdivision governed by Chapters 49 and 54 of the Texas Water Code (“Wilbarger Creek MUD No. 1”); and WILBARGER CREEK MUNICIPAL UTILITY DISTRICT NO. 2, a Texas political subdivision governed by Chapters 49 and 54 of the Texas Water Code (“Wilbarger Creek MUD No. 2”). The City, Cottonwood, SGLH, Meritage, Travis County MUD No. 2, Wilbarger Creek MUD No. 1, and Wilbarger Creek MUD No. 2 are referred to collectively herein as the “Parties”; Cottonwood, Meritage and SGLH are jointly referred to herein as the “Developer”; and Travis County MUD No. 2, Wilbarger Creek MUD No. 1, and Wilbarger Creek MUD No. 2 are collectively referred to as the “MUDs”.

RECITALS

A. The City, Cottonwood, 2010 SHADOWGLEN, LLC, a Texas limited liability company (“2010 ShadowGlen”), Travis County MUD No. 2, Wilbarger Creek MUD No. 1, and Wilbarger Creek MUD No. 2, previously entered into that certain Development Agreement for the ShadowGlen Subdivision (the “Development Agreement”) dated effective January 10, 2011 (as between the City and the Developer) and a Memorandum of Agreement was recorded as Document No. 2012158027 in the Official Public Records of Travis County, Texas giving notice of the Development Agreement and its terms.

B. Pursuant to that certain Assignment and Assumption of Development Agreement dated December 21, 2012, 2010 ShadowGlen assigned its interest in the Development Agreement to SGLH (the “SGLH Assignment”).

C. Pursuant to that certain Addendum to Development Agreement for the ShadowGlen Subdivision dated May 21, 2014 by and between the City and Cottonwood (the “ROW Addendum”), the Development Agreement was supplemented to provide for certain provisions related to the dedication of right-of-way and construction of an extension of Hill Lane to Lexington Street.

D. Pursuant to that certain Addendum to Development Agreement for the ShadowGlen Subdivision (Phase 3 Property) dated March 7, 2018 by and between the City and SGLH and recorded as Document No. 2018046212 in the Official Public Records of Travis County, Texas (the “Phase 3 Addendum”), the Development Agreement was modified to amend certain development and parkland dedication requirements with respect to the “Phase 3 Property”, as defined in the Phase 3 Addendum, and to update the Approved Land Use Chart accordingly.

E. The Development Agreement was subsequently amended by that certain First Amendment to the Development Agreement for the ShadowGlen Subdivision dated effective March 4, 2021 (the “First Amendment”) and that certain Second Amendment to the Development Agreement for the ShadowGlen Subdivision dated effective July 2, 2021 (the “Second Amendment”).

F. Pursuant to that certain Partial Assignment and Assumption of Development Agreement dated August 14, 2021 which was recorded as Document No. 2021155115 in the Official Public Records of Travis County, Texas, SGLH assigned a portion of its interest in the Development Agreement to Meritage (the “Meritage Assignment”). The Development Agreement, as assigned and modified by the SGLH Assignment, the ROW Addendum, the Phase 3 Addendum, the Meritage Assignment, the First Amendment, and the Second Amendment, is referred to in this Third Amendment as the “Agreement”.

G. An affiliate of Cottonwood, Las Entradas Development Corporation, a Texas corporation (“Las Entradas”) intends to develop approximately 220.4 acres (“Las Entradas Property”), and approximately 37.51 acres of the ShadowGlen Subdivision (“ShadowGlen Property”), as a mixed-use, master planned project (“EntradaGlen Project”). The EntradaGlen Project is subject to the Development Agreement (Las Entradas) dated of even date herewith between the City and Las Entradas (the “EntradaGlen Development Agreement”).

H. The City and Cottonwood have agreed that any and all provisions related to the the dedication of right-of-way and construction of an extension of Hill Lane to Lexington Street which were previously contained in the Agreement and that certain Letter Agreement between Cottonwood and the City dated August 16, 2017 (collectively, the “Hill Lane Obligations”) shall remain in effect and solely remain the obligations of Cottonwood if bonds are not issued as contemplated in the EntradaGlen Development Agreement or the Hill Lane Extension is not built in accordance with applicable provisions provided within the EntradaGlen Development Agreement of which Cottonwood is a party to only with respect to expressly applicable provisions to Cottonwood.

I. Developer is the owner of a portion of Phases II and III of the Property subject to the Agreement, as more particularly described and/or depicted on Exhibit “B-2” attached hereto and incorporated herein for all purposes (the “Phase II & III Property”). Cottonwood is also the owner of a portion of the Property contained in the Planned Unit Development Amended and Revised Master Plan (the “PUD”) which is more particularly described on Exhibit “D” attached hereto and incorporated herein for all purposes (the “PUD Property”).

J. The Parties now desire to modify and amend the Agreement with respect to the Phase II & III Property and the PUD Property, as more particularly set forth in this Third

Amendment, as well as remove all of the Hill Lane Obligations, as more particularly set forth below.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. **Incorporation of Recitals.** The recitals set forth above are incorporated herein and made a part of this Third Amendment to the same extent as if set forth herein in full.
2. **Capitalized Terms.** All capitalized terms in this Third Amendment shall have the same meanings as in the Agreement unless expressly provided otherwise herein.
3. **Hill Lane Obligations.** The City and Cottonwood have agreed that the Hill Lane Obligations in the Agreement shall remain in effect and solely remain the obligations of Cottonwood if bonds are not issued as contemplated in the EntradaGlen Development Agreement. Provisions related to the Hill Lane Obligations are found in the EntradaGlen Development Agreement and Cottonwood is a party to the EntradaGlen Development Agreement only to the extent that provisions expressly apply to Cottonwood.
4. **Exhibit “C” The Master Land Plan Minimum Development Standards.** Exhibit “C” The Master Land Plan Minimum Development Standards to the Agreement is amended as stated below. Notwithstanding the forgoing, the following standards shall not apply to the Phase 3 Property, except for Parcel W-7A and Parcel W-7B, unless a parcel within the Phase 3 Property has a land use designation of Neighborhood Business or Multi-Family Residential:
 - A. **Approved Land Uses.** Based on the actual build out of the Property identified on the Master Land Use Plan to date and the revisions to the Phase II & III Property as set forth in this Third Amendment, the Approved Land Use Chart contained on the first page of Exhibit “C” of the Agreement is hereby revised as follows:

Land Use	Acreage	Percentage
Single Family Residential	832.8	74.3
Medium Density Residential	8	.7
Multi-Family Residential	51.4	4.6
Neighborhood Business	9.0	0.8
Open Space	132.9	11.9
Commercial (C-1 & C-2)	26.1	2.3
Major Roadways	57.4	5.1
Institutional (I)	3.2	0.3
Total	1120.8	100.0

5. **Multi-family Residential, Section 7:** Maximum Dwelling Units Per Acre of the Multi-Family Development Standards of Exhibit “C” is hereby deleted.

6. **All Uses Except Single Family Residential, Section 5:** Section 5 will be added to Exhibit “C” to require the following: ““Architectural Standards,” Chapter 14, Article 14.02, Division 6, of the City of Manor Code of Ordinances, including masonry requirements, shall apply. “Outdoor Lighting,” Article 15.05, of the City of Manor Code of Ordinances shall apply.” “Landscaping and Screening” Article 15.03 of the city of Manor code of Ordinances shall apply. “Parking Standards” Article 15.02 of the city of Manor Code of Ordinances shall apply.
7. **Medium Density Residential.** Exhibit “C” to the Agreement is amended to add minimum development standards to land designated “Medium Density Residential” on the Master Land Plan or any amendment of the Master Land Plan as follows:

“Medium Density Residential

1. Permitted Uses. The following uses are permitted:

(a) Medium Density Residential

- (i) Condominium
- (ii) Single-Family attached (2 units)
- (iii) Single-Family attached (3 units or more)
- (iv) Detached and attached townhome

2. Development Standards.

Residential Regulations	TF	TH
Minimum Lot Area	8,750 SF	3,000 SF per unit single lot ½ Acre common lot
Minimum Lot Width Corner Lots + 10'	70'	30' single lot 125' common lot
Front Setback	25'	25'
Streetscape Yard	NA	15' common lot
Interior Side Setback	NA	0' attached 10' detached
Exterior Side Setback to Residential	7.5'	0' attached 5' detached 15' common lot
Exterior Side Setback to Non-Residential	10'	15'
Streetside Setback	15'	15' common lot
Streetscape Yard	NA	15'

Rear Setback to Residential	20'	20'
Streetscape Yard	NA	15' common lot
Rear Setback to Non-Residential	25'	25'
Streetscape Yard	NA	15' common lot
Maximum Height	45'	45'
Maximum Principle Structure Lot Coverage	50%	50%
Max. Principle and Accessory Structure Lot Coverage	60%	60%
Minimum Dwelling Unit Size	1,000 SF	1,000 SF
Maximum Dwelling Units	2	1/single lot 12/acre common lot
Maximum Units per Structure	2	6

3. Parking Standards

(a) General Access Standards

(i) Sites, other than single-family, that are expected to generate more than 2,000 trips per day must have at least one access point from a collector or arterial roadway unless otherwise supported by a traffic impact analysis (TIA).

(ii) No single-family dwelling, condominium, townhouse, or two-family dwelling unit may take direct access to arterial or major collector roadways if the property has alternative access. If it can only be accessed by an arterial street, or major collector then adequate on-site maneuvering space must be provided, as vehicles will not be allowed to back directly into these roadways.

(iii) Driveways shall be located and designed with respect to both the public street and the onsite circulation to provide maximum safety and to minimize interference with street traffic. To ensure this, a traffic impact analysis may be required at the owner's expense.

- (iv) The owner, successor or assigns shall do all work and pay all costs in connection with the construction of access driveways and their appurtenances on the right-of-way.
 - (v) If a curb inlet is present, there shall be ten feet between the inlet opening and the edge of the driveway curb return.
 - (vi) The angle of driveway approach shall be approximately 90 degrees.
 - (vii) All driveways must be constructed within the street frontage of the subject property, as determined by extending the side property lines to the curb line. Neither the driveway nor the curb returns shall overlap adjacent property frontage without written approval from the adjacent property owner.
 - (viii) Where divided driveways are proposed, on site circulation must be designed to minimize driver confusion and reinforce the one way traffic flow on either side of the driveway median.
- (b) Internal Circulation Standards
- (i) Internal vehicular circulation patterns must provide clear and direct paths to principal customer entrances, outlying pad sites and parking areas.
 - (ii) Major drive aisles, aisles which provide the primary access through the development and connect to the public right-of-way, shall serve as primary means of access for both vehicular and pedestrian access through the site. Major drive aisles shall:
 - (A) Provide a six-foot sidewalk along both sides;
 - (B) Create pedestrian and vehicular blocks no greater than 800 linear feet in length without an intersection of another major drive aisle;
 - (C) Be owned and maintained by the property owner or a property owner's association;
 - (D) Be included in a joint access easement when traversing more than one lot; and

(E) Are subject to the parking lot design and screening standards identified in Section 4.

(iii) Internal intersections of drive aisles must have adequate sightlines and traffic controls to minimize potential accidents.

(iv) Entry driveways equipped with controlled access gates must provide a minimum of 50 feet of storage space measured from the gate to the property line.

(v) All semicircular drop-off drives shall be designed to operate in one direction only.

(vi) The minimum width for an internal drive or circulation aisle with no parking is 20 feet for two-way traffic and ten feet for one-way traffic. Additional width, up to 26 feet for two-way traffic and 15 feet for one-way traffic, may be required where traffic volumes are heavy or where obstructions or circuitous alignment necessitates a wider drive for clearance of turning vehicles. Fire department access criteria must also be met.

(vii) Internal access drives must be aligned or offset by a minimum of 60 feet measured centerline to centerline.

(viii) All off-street parking spaces shall be accompanied by adequate automobile maneuvering area permitting full and direct ingress and egress to such parking spaces. The maneuvering area thereto shall be located entirely upon private property.

(ix) Dead-end parking aisles/modules restricted.

(A) Circulation for each row of parking spaces within nonresidential parking lots shall provide at least two points of ingress or egress so as to prevent the creation of dead-end parking aisles or modules.

(B) The development services director or his/her designee may exempt the development from this requirement if the development services director or his/her designee finds that:

(i) There are special conditions unique to the property, such as lot size, shape, orientation, topography, or other physical features that

are not generally characteristic of other properties in the area.

(ii) The undue hardship is not self-induced or created by the applicant, nor is it strictly pecuniary/financial.

(iii) In granting the exemption, the development services director or his/her designee may impose such additional conditions if necessary and desirable in the public interest.

(c) General Off-Street Parking Requirements

(i) Required off-street parking areas shall not be used for the commercial sale, repair, dismantling, servicing, storage or display of vehicles, equipment, materials, supplies or merchandise.

(ii) Where open land is used for manufacturing, storage, or other operations in a manner similar to indoor operations, such open land shall be added to floor space in determining the number of parking spaces required.

(iii) All off-street parking spaces, accompanying maneuvering areas and driveways specifically designed for licensed vehicles shall be asphalt or concrete.

(iv) Parking spaces must be arranged and marked and paved areas to provide for orderly and safe parking.

(v) All off-street parking areas shall be so graded and drained as to dispose of all surface water accumulated within the area, and shall be so arranged and marked as to provide the orderly and safe loading or unloading, parking and storage of vehicles in accordance with stormwater, detention and water quality requirements.

(vi) No requirement set forth in this chapter shall be construed to prevent collective utilization of any off-street parking facility for two or more buildings or uses, providing, however, that the total number of off-street parking spaces shall not be less than the sum of the requirements for the particular individual uses computed separately in accordance with the applicable regulations for off-street parking spaces.

(vii) All required off-street parking spaces shall be located entirely on the same lot as the principal structure or following the requirements for off-site accessory parking herein.

(A) Off-site parking spaces shall be located no further than an adjacent property or across one public or private right-of-way.

(B) Access to off-site parking shall not interfere with the normal movement of traffic along adjacent arterials or collectors, as specified in the transportation master plan, nor as to endanger pedestrians moving between the parking area and the structure served. Off-site parking is not allowed in any area that would require a pedestrian to cross an arterial street or higher category roadway.

(C) To discourage the use of thoroughfares by circulating vehicles, provisions for circulation between adjacent parcels should be provided through coordinated or joint parking systems.

(D) The off-site parking area shall remain in use as long as the parking requirement exists or until such time that adequate on-site parking is provided.

(E) In any case where required parking spaces are not located on the same property with the activity or establishment, or where such spaces are collectively or jointly provided and used, a written agreement thereby assuring their retention for such purposes shall be properly drawn and executed by the parties concerned, approved as to form by the city attorney, filed with Travis County and submitted with the application for site plan approval.

(viii) Shared parking agreements. The city council may grant a special exception to allow two or more uses to share parking spaces upon showing that the particular uses in question will require parking at different times and the grantor of the shared parking must provide a letter stating their total number of available spaces on the property and the number of spaces they are permitting to be shared and the times those spaces are available to the grantee. Only properties sharing a common property boundary will be allowed to share parking. Any spaces the council allows to be shared count toward the number of spaces each use must

provide. The grantor may only share a maximum of 25 percent of their total available parking to the grantee.

(ix) Compact spaces are prohibited.

(x) The location and design of handicapped parking spaces shall be as required by ordinance and state and federal law including, but not limited to, current ADA Standards for Accessible Design.

(xi) Automotive vehicles or trailers not bearing current license plates and state motor vehicle inspection stickers, excluding racing cars, antique cars, and cars belonging to members of armed forces who are on active duty, shall be parked or stored on any residential area only in completely enclosed buildings. No vehicle, trailer or major recreational equipment shall be parked or stored on any lot except that it shall be enclosed in a building or parked on a driveway or a concrete, paved, stone pad or all-weather surface installed for such purpose and subject to the requirements herein.

(xii) The maximum number of parking spaces for nonresidential use areas shall not exceed 150 percent of the parking required pursuant to the minimum parking requirements of this article.

(xiii) The maximum number of parking spaces for residential use areas shall not exceed 125 percent of the parking pursuant to the minimum parking requirements of this article.

(xiv) Required parking spaces and drives must be ready for use and approved by the building official before a certificate of occupancy may be issued.

(d) Minimum Parking Requirements

(i) Two-Family Residential shall have a minimum two spaces for each dwelling unit, and one-half space for each additional bedroom above two

(ii) Townhouse Residential shall have two spaces for each dwelling unit plus an additional 20 percent of the total number of units for guests when developed on a common lot.

(iii) Non-residential uses shall have minimum parking requirements as the same or similar uses as those found in Ordinance 571 Site Development

(iv) Lots containing more than one use shall provide parking in the amount equal to the total of the requirements for all uses.

(v) Parking requirements may be administratively amended as approved by the building official.

(e) Parking Space and Parking Lot Design

(i) Parking Space Dimensions

A. Accessibility. Parking spaces designated as handicapped must comply with the design and location requirements of the American National Standards Institute (A117.1) and the Texas Accessibility Standards administered by the Texas Department of Licensing and Regulation.

B. Dimensions. All parking areas and spaces shall be provided with wheel stops for each individual parking space, or wheel stop curbing designed to prevent parked vehicles from extending beyond the property lines, damaging adjacent landscaping, walls or buildings, or overhanging sidewalk areas. Each handicapped accessible parking space without a curb stop should be furnished with a parking barrier. Barriers should not block the access aisles between handicapped accessible spaces. If the parking space is located adjacent to a sidewalk a wheel stop for each individual parking space is required in addition to any raised curb provided.

C. Minimum parking dimensions

Minimum Parking Dimensions					
Angle (Degrees)	Width (ft)	Length (ft)	Adjacent Aisle Width (ft)		
			One-Way	Two-Way	Fire Lane
90	9	19	N/A	24	26'
75	8.5	19.5	25	24	26'

60	8.5	17	18	24	26'
45	8	16	18	22	26'
Parallel	8	25	15	20	26'

(ii) Parking Lot Setback

- A. See section 2 for distances regarding streetscape yard.
- B. Parking lots within 20 feet of a public right-of-way must have a maximum of seven contiguous spaces separated by a landscape island that is a minimum of 18 feet by 19 feet, the area of two parking stalls.
- C. Parking is discouraged along major entrance drives.

(iii) Drive Aisle Widths

- A. For aisles without parking spaces, Aisle widths may be reduced to 20 feet for two-way traffic and 10 feet for one-way traffic unless otherwise required by the Fire Code.

(iv) Parking Lot Landscaping

- A. Landscaping shall be included within surface parking lots in accordance with section 4.

(v) Parking Lot Striping

- A. All striping for parking stalls shall be minimum of four (4) inches wide of white safety traffic paint designated for such use. All other markings required to designate crosswalks, directional arrows, fire lanes, ADA accessible spaces, or service areas shall be in compliance with the State Manual of Uniform Traffic Control Devices (MUTCD) and/or the International Fire Code.

Parking requirement may be administratively amended, as approved by the building official.

4. Landscaping and Screening

(a) Selection

(i) Plantings shall consist of a mix of native drought tolerant trees, shrubs, ornamental grasses, flowering perennials and ground cover or a similar Central Texas native plant resource approved by the development services director.

(ii) When native material is not appropriate for the intended use or appearance, the development services director may consider alternatives meeting the following criteria:

(A) Species is found within zones 8—9 of the USDA Plant Hardiness Zones with preference given to species located in zone 8b; or

(B) Species is considered regionally adapted to heat, cold, and drought conditions, is non-invasive, and is not readily susceptible to disease or pests.

(iii) All new plant material shall meet the latest requirements of the American Standard for Nursery Stock (ANSI Z60.1).

(iv) All new plant material shall be planted and maintained in accordance with the latest edition of the American National Standards Institute requirements for Tree, Shrub, and Other Woody Plant Maintenance (ANSI A300 Parts 1 through 6).

(b) Trees

(i) Type A and B trees provided shall be a minimum of three-inch caliper at planting.

(ii) Type C trees provided shall be a minimum of two-inch caliper at planting.

(c) Shrubs, vines, ground cover, perennials and ornamentals

(i) Shrubs, vines, ground cover, and perennials shall be planted within landscape planting beds to minimize the amount of irrigated lawn or turf grass.

(ii) Shrubs, vines, ground cover, and perennials shall be a native Central Texas variety, and a minimum three-gallon container size at time of planting.

(iii) Ornamental grasses shall be a native Central Texas variety if utilized in lieu of shrubs so long as they are a minimum three-gallon container size at time of planting.

(iv) Yuccas, agaves, succulents, cacti, and sotols recognized as native or hardy to the area by the Lady Bird Johnson Wildflower

Center may be considered in lieu of shrubs if they are a minimum three-gallon container size at time of planting.

(d) Turf and lawn grass

(i) Turf areas may be sodded, plugged, sprigged, or seeded, except in times of stage 3 or greater drought at which time solid sod shall be utilized. Solid sod shall also be used in swales or other areas subject to erosion as determined by the city engineer.

(ii) Right-of-way shall be restored and maintained with vegetative ground cover as required by the city engineer.

(iii) Synthetic or artificial lawns or plants shall be prohibited.

(e) Landscape planting beds

(i) Landscape planting beds containing native shrubs, vines, perennials and ornamentals are encouraged to minimize the amount of irrigated lawn or turf grass.

(ii) Irrigation within landscape beds shall be limited to a drip irrigation system as required within this article.

(iii) All debris, wood chips, pavement, concrete, and rock over two inches in diameter shall be removed from the planting pit to a minimum of 24-inch depth. The entire planting bed shall contain a minimum depth of 24 inches of soil suitable for plant establishment and growth and may not be compacted or stabilized.

(iv) A native drought tolerant ground cover or an organic wood mulch shall be installed to conserve moisture in the ground and improve soil fertility. Native rock such as limestone, river rock, crushed granite or similar architectural material may be considered in landscape planting beds when used in combination with the native drought tolerant ground cover or organic mulch to enhance interest and add variety in the landscape. At no point shall an entire site's landscape planting bed be covered in rock, unless otherwise approved by the development services director.

(v) Landscape planting beds may be used as stormwater collection areas commonly known as rain gardens, provided the planting beds are designed to prevent loss of mulch and planting material, include plants capable of surviving wet and drought conditions, and include either engineered soils or other design measures to prevent stagnant conditions.

(f) Minimum Landscaping Requirement

- (i) Two-Family and single lot Townhome developments shall have:
 - A. 2 Trees for properties 6,000 s.f. or less.
 - B. 3 Trees for properties between 6,001 and 8,750 s.f.
 - C. 4 Trees for properties above 8,751 s.f.
 - D. All lots — 4 shrubs per 10' foundation facing a street, exception of driveway.

- (ii) Common lot residential developments shall have:
 - A. 1 Tree per each non-corner dwelling unit and 2 trees per each corner dwelling unit. A corner residential dwelling shall be considered a dwelling adjacent to two public streets, internal drives, or a combination thereof.
 - B. 4 shrubs per 10' of foundation facing a street or internal drive.

- (iii) Neighborhood Business developments shall have a minimum of 20% landscaped area with:
 - A. 2 Trees per 600 s.f. of landscaped area
 - B. 4 shrubs per 600 s.f. of landscaped area

(iv) Additional plantings may be required to comply with the streetscape, building, bufferyard, screening, and parking lot landscaping requirements.

(g) Tree Diversity

(i) If 30 or more new trees are required, there shall be no more than 20 percent of any tree species, and no more than 40 percent of any tree genus planted on a site.

(ii) If 30 or fewer new trees are required, tree diversity shall be provided in accordance with the table below.

(iii) No more than 50 percent of the total number of new trees required on site may be Type C trees per the table below.

Number of New Trees Required	Minimum Number of Species of Tree Required
1-10	1
11-20	2
21-30	3

(h) Placement of Landscaping

(i) Streetscape yard landscaping. Street trees help to provide a visual and audible buffer to mitigate vehicular traffic from adjacent land uses, and also assist with improving regional air quality. The streetscape yard required per section 2 shall include the street trees

and shrubs required below. Trees may be planted in a non-linear or clustered fashion as long as the total number of trees otherwise required are provided and all trees and shrubs are planted so as to not block views of vehicles entering or exiting a development. Street yard trees and shrubs may be used to meet the overall landscaping requirements established in section 4(f).

(A) One medium or large tree (Type A or B) must be planted for every 40 linear feet of street frontage when overhead utilities are absent.

(B) One small tree (Type C) must be planted for every 20 linear feet of street frontage when overhead utilities are present.

(ii) Building foundation landscaping. A landscape planting bed consisting of a minimum five-foot deep planting strip as measured at ground level extending outward from the building façade and extending at least 50 percent of the length of the building's primary facades shall be provided.

(A) One shrub shall be planted every four linear feet on center within the planting strip.

(B) Ornamental Type C trees may be planted within the planting strip.

(C) Shall comply with the general planting criteria as provided in this chapter.

(D) The building foundation landscaping requirements may be used to meet the overall landscaping requirements established in section 4(f). Above ground planters, tree wells, vegetative roof systems or similar approaches may be considered when traditional building landscaping is not feasible.

(iii) Surface parking design requirements. Landscaping is required for all off-street surface parking areas, with exception of an individual single-family dwelling driveway, and may be used to meet the overall landscaping requirements. Landscaping shall be designed as provided below without blocking views of vehicles entering or exiting at intersections within the parking lot, along adjacent streets, at driveways, and access easements. Where designated on-street parking spaces are proposed as part of a development, this provision shall apply.

(A) End Islands. An end or raised island at least 180 square feet in area must be located at both ends of every interior and peripheral parking row, regardless of the length of the parking row. End islands may have sidewalks through them.

(1) All end islands must be raised at least six inches, curbed and must contain a surface, the majority of which is planted or treated with enhanced paving. The soil within the planted area shall not be compacted or stabilized. An alternative end island design may be considered to address stormwater runoff if approved by the city engineer.

(B) Interior islands. All interior islands must be raised at least six inches and curbed, with the majority of the area of each island planted or treated with enhanced paving. The soil within the planted area shall not be compacted or stabilized. An alternative interior island design may be considered to address stormwater runoff if approved by the city engineer.

(C) Medians. A landscape median must be raised at least six inches, curbed and must contain a surface, the majority of which is planted or treated with enhanced paving. Medians shall be a minimum of ten feet in width measured from back of curb to back of curb.

(1) The soil within the planted area shall not be compacted or stabilized. An alternative median design may be considered to address stormwater runoff if approved by the city engineer.

(D) Parking rows. A parking space delineated by striping or curbing may not be located more than 50 feet from a landscaped area containing a tree.

(1) A parking row adjacent to a public right-of-way or major drive aisle shall have a maximum of ten contiguous parking spaces separated from the right-of-way or drive aisle by a landscape peninsula of at least 360 square feet as measured from the backs of curbs or the equivalent of two parking spaces.

(2) In no case shall a parking row exceed ten parking spaces without a separation of a landscape island or peninsula of at least 180 square feet as measured from the backs of curbs.

(3) There shall be no more than three adjacent parking rows without a landscape median of least ten feet in width measured from back of curb to back of curb. A sidewalk may be included within the landscape median if the median is expanded to ensure a minimum ten feet wide landscape area is maintained.

(4) Landscape medians shall be utilized within parking area designs to segment large expanses of surface parking into "parking rooms" such that each parking room has no more than 200 parking spaces.

(5) All parking rows must terminate with a landscape end island or peninsula of at least 180 square feet regardless of parking row length. End islands or peninsulas may have sidewalks through them.

(6) Landscape islands, peninsulas, and medians may be utilized to accommodate innovative storm water management approaches (i.e. rain gardens) provided they are designed and certified by a registered landscape architect or engineer and approved by the development services director in consultation with the city engineer. All landscape islands, peninsulas, and medians shall contain a surface, the majority of which is vegetated.

(7) Any landscape area adjacent to pavement must be protected with a concrete curb and/or an equivalent barrier such as a wheel stop.

(E) Required plantings within the landscape islands, peninsulas, and medians.

(1) One tree shall be planted within each landscape island and peninsula. If a landscape island extends the length of two parking spaces then two trees shall be planted within the landscape island.

(2) One tree shall be planted at least every 30 feet within a landscape median, measured from the center of each trunk.

(3) All new trees within a parking lot must be planted in a pervious area of at least 180 square feet and with a minimum interior width of eight feet.

(i) Screening Requirements

(i) Screening of parking lots. All off-street surface parking associated with non-residential and multi-family uses and districts must be screened from public rights-of-way and major drive aisles using one or more of the screening methods: A vegetated berm; a planting screen utilizing evergreen shrubs; a three-foot tall wood picket fence, or a three-foot tall native rock, stone, or brick wall may be permitted if used in combination with native ornamental grasses, shrubs, flowering perennials or similar; or a combination of any of the above and trees.

(A) Planted screening must be capable of providing a solid screen of at least 36-inches in height within two years, and must be planted in a prepared bed that is at least three feet in depth. Parking lot screening shrubs may be used to meet the overall landscaping requirements established in section 4(f).

(B) Screening must have a visual offset of at least three feet every 60 linear feet. While a physical offset is required, the use of clumped street trees within planting beds may be considered when establishing the visual offset.

(ii) Screening of mechanical equipment. Mechanical equipment utilized in all developments shall be subject to the following screening requirements:

(A) All ground and wall-mounted mechanical equipment (e.g., air handling equipment, compressors, duct work, transformers and elevator equipment) must be screened from public view from a street or parking area, and on a minimum of three sides.

(B) Roof-mounted mechanical equipment must be completely screened from ground level view on all sides using a parapet wall. The parapet wall shall be provided along the full perimeter of the building and be architecturally integrated into the structure. If topography prevents full screening of the mechanical equipment through the use of a parapet wall, alternative screening of the mechanical equipment in the area where a conflict occurs may be considered by the building official.

(C) Wall or ground-mounted equipment screening must consist of native evergreen vegetation, brick, stone, reinforced concrete, or other similar masonry materials.

(D) All fence or wall posts shall be concrete-based masonry or concrete pillars.

(E) Exposed conduit, ladders, utility boxes and drain spouts must be painted to match the color of the principal structure. Natural metallic finishes are an acceptable alternative to paint.

(iii) Screening of outdoor storage.

(A) Outdoor storage in non-residential zoning districts shall only be located on the side or rear of the principal structure and must be screened from public view at ground level.

(B) Outdoor storage shall be screened with a minimum eight-foot tall screen consisting of one or more of the following:

(1) A masonry wall or other material that is similar to the principal structure;

(2) Native, evergreen shrubs planted a maximum of four feet apart on center that shall create a solid screen to a minimum height of eight feet within two years; or

(3) A three-foot landscaped berm in conjunction with the aforementioned masonry wall or evergreen shrubs.

(iv) Screening of refuse containers. All trash, recycling, compost and similar refuse containers for non-residential and multi-family uses and districts shall comply with the following standards and screening:

(A) Containers shall be located on the side or rear of the principal structure and screened from ground level public view. Enclosure gates shall not face a public street unless otherwise approved by the development services director.

(B) Containers shall be located at least 50 feet away from the property line of any conforming residential use or the boundary of any residential district with exception, the distance requirement shall not be applicable when adjacent to a multi-family property or district.

(C) Containers shall be located on a reinforced slab that is at least six inches thick and sloped to an internal drain which is connected to a stormwater line.

(D) Containers shall be screened on all four sides, using an enclosure that screens the container from view at the property line. Screening shall be at least as tall as the container(s) and comprised of materials and color schemes that are visually and aesthetically compatible

with the overall project that incorporate the following: Brick; Stone; Stucco; Reinforced concrete; or Other similar masonry materials as approved by the development services director.

(E) Concrete filled steel pipes (bollards) of minimum six-inch diameter shall be located around the enclosure to protect it from vehicle operations while not obstructing operations associated with the container.

(F) Container enclosures shall have steel gates with spring-loaded hinges, or the equivalent, and fasteners to keep them closed. With exception of typical container operations, the container lid and enclosure doors shall be in the closed position. At no time shall a container enclosure door be left in the open position.

(G) When an enclosure is located adjacent to a landscaped area, trees, shrubs, vines, perennials and ornamental plantings as permitted in this article shall be located around the container enclosure to enhance the aesthetics. All screening and landscaping shall be maintained by the property owner at all times.

(H) The ingress, egress, and approach to all container pads must conform to fire lane requirements.

(v) Screening of storm water detention. Storm water detention and water quality ponds (if provided) should be located to the side or rear of a lot to minimize visibility from a public street, major drive aisle, and patron parking. All storm water detention and any water quality facilities within the city shall be screened by means of the following landscape elements:

(A) One type A or type B tree shall be planted for every 30 linear feet of the detention and/or water quality facility visible from a public street or major drive aisle; and

(B) One Type C tree shall be planted for every 30 linear feet of the detention and/or water quality facility visible from a public street or major drive aisle; and

(C) One large shrub (minimum five-gallon size) shall be planted on center for every four linear feet of the detention and/or water quality facility visible from a public street or major drive aisle; and

(D) Wrought iron fence (minimum four feet in height) shall be installed around the perimeter of the detention and/or water quality facility when a fence is required to ensure safety. Plantings shall be installed in front of the fence.

(E) Full or partial exceptions to the screening requirement may be approved by the development services director if the facility is designed as a retention pond with a waterfall, fountain or similar feature used as a visual enhancement to a development.

(j) Bufferyard Screening Standards

(i) Minimum requirements.

(A) Four large and/or medium evergreen trees and 15 shrubs per 100 linear feet of the site development boundary;

(B) Opaque bufferyard wall as required below; and

(C) Minimum distance from the property line as established in section 2.

(D) The landscaping required within bufferyards shall be provided in addition to the site landscaping required in section 4(f).

(ii) Existing conditions.

(A) When healthy, native trees and shrubs are located within the required bufferyard, the existing trees and shrubs shall not be removed or replaced with new plantings.

(B) In areas where vegetation is not present, where nuisance vegetation (i.e. poison ivy) is dominant, or where diseased or dead trees or shrubs exist, bufferyard plantings shall be required as provided above.

(iii) Permitted encroachments.

(A) Passive recreation including pedestrian or bike trails provided that:

- (1) None of the required plantings are eliminated;
- (2) The total depth of the bufferyard from the property line is maintained;
- (3) All other regulations of this article are met; and
- (4) If approved by the development services director.

(B) Stormwater detention may be considered if:

- (1) Designed as a commonly known rain garden with engineered soils;
- (2) None of the required plantings are eliminated;
- (3) The total depth of the bufferyard from the property line is maintained;

- (4) All other regulations of this chapter are met; and
- (5) If approved by the development services director.

(iv) Bufferyard walls.

(A) Walls shall be at least six feet and at most eight feet tall. When the adjacent property and the bufferyard are at different elevations, the development services director may require a fence or wall height, berms or other device greater than eight feet to ensure adequate buffering.

(B) Walls shall be placed within one-foot of the common property line when physically possible and preferably replace existing fence lines. In the event that there is a physical constraint that will not allow the construction of a wall on the common boundary line (including, but not limited to, the existence of a drainage way, easement, or existing vegetation), the development services director may authorize the wall to be located further from the property line or an alternative screening type to be utilized.

(C) Walls shall not encroach into a main drive aisle.

(D) When the adjacent use is across a street, no wall shall be required.

(E) When the required bufferyard plantings are tripled or there is an existing tree line proposed for preservation abutting an existing fence, the development services director may allow the wall or planting requirement to be reduced.

(F) A building permit is required for walls taller than six feet. Walls and masonry columns shall meet the footing standards prescribed by the building code for such structures.

(G) Walls may be masonry, stone, concrete, masonry fencing, or a combination of these materials, and shall be finished on both sides. Walls may be accented by brick, stone, stucco, exterior insulation and finish system (EIFS), or concrete columns.

4. Additional Conditions and Limitations

(a) Cul-de-sac lot widths shall be measured at the building setback line and be equal to the minimum lot width.

(b) Allowed Setback Encroachments. With the exception of required bufferyard setback landscaping areas, building setbacks can be encroached upon in a manner described in this subsection.

- (i) Driveways and vehicular use areas.
- (i) Stairways, balconies, covered porches, mechanical equipment, bay or box windows or other building extensions approved by the Building Official that do not intrude more than six (6) feet into the rear or street setback, provided they remain outside of all easements.
- (ii) A private, single-family swimming pool may have the edge of water located no closer than three (3) feet to a rear or side property line, provided the pool remains outside of all easements.
- (iii) With the exception of the provision listed above every part of a required setback or court shall be open from its lowest point vertically to the sky, unobstructed, except for the ordinary projections of sills, belt courses, cornices, chimneys, buttresses, ornamental features, and eaves.
- (iv) Rain barrels, cisterns and solar panels may be no closer than two (2) feet from the property line.
- (v) Accessory buildings may encroach into required setbacks according to Table vii(a) below. In no case shall an accessory building encroach into a drainage or public utility easement.

a. Residential Accessory Building Setback Table

Type of Accessory Building	Distance from Property Boundary			
	Street	Rear	Side	Street Side
Detached Garage	25'	7.5'	5'	15'
Accessory Structures 120 sf and over, excluding detached garage	25'	7.5'	5'	15'
Accessory Structure under 120 sf	25'	5'	5'	5'

(c) Unless otherwise satisfied pursuant to the City's Subdivision Ordinance, Multi-Family, Neighborhood Business, and common lot townhome developments shall provide a minimum 1 acre per 150 dwelling units or 5% of the total site area, whichever is greater, shall be provided to satisfy recreational open space and amenity requirements. Such recreational and amenity shall be located or arranged so as to function as a recreational or amenity area and be uniformly beneficial to all of the dwelling units in the project or development. Open space required to separate structures and

stormwater facilities shall not be considered to be part of the required recreational open space.

(d) Amenities. Multi-Family, Neighborhood Business, and common lot townhome developments shall require at least one private amenity, selected from the list below, for every fifty (50) or more dwelling units. The amenities shall be located on a private open space or landscape lot and shall be owned and maintained by the property owner.

Amenities for multi-family and mixed-use structures

Number of Dwelling Units	Minimum Number of Amenities
0 – 49	0
50 – 99	1
100 – 149	2
150 – 199	3
200 – 249	4
250 or more	5

Amenities

Playground equipment meeting minimum guidelines by the National Playground Safety Institute with a covered shade structure
Dog park (not smaller than 2,500 sq. ft) with minimum depth of twenty-five (25) feet, fenced, and containing a pet drinking fountain
Covered picnic area to contain no fewer than two (2) tables with seating and two (2) grills
Swimming pool
Splash pad
Tennis or racquet ball court
Basketball court
Volleyball court
Community garden or orchard with irrigation (minimum 800 sq. ft)
Gazebo, band stand or outdoor amphitheater
Amenity center with social room for resident use
Private fitness facility
Kitchen available for resident use
Billiards or similar
Theater or similar media room
As approved by the Building Official

8. **Neighborhood Business.** Neighborhood Business (NB) is added to Exhibit “C” as a permitted land use. All development in the NB land use shall comply with the requirements in NB established in the City of Manor Code of Ordinances, with the following exceptions:

A. Hotel use, as defined in the City of Manor Code, as of the date of this Addendum, is added as a permitted use to Section 14.02.017 – Non-residential and mixed-use districts land use table and meeting the following conditions”

- 1) External balconies must be set back at least 200 feet from any residential zoning district.
- 2) Must provide staff on-site 24 hours a day.
- 3) All guest rooms must be accessed through internal hallways, lobby, or courtyard.
- 4) Must provide at least three amenities from the list below:
 - i. Indoor/Outdoor Pool
 - ii. Spa/Sauna
 - iii. Weight Room/Fitness Center
 - iv. Playground
 - v. Sports Court
 - vi. Plaza/Atrium
 - vii. Game Room
 - viii. Jogging Trail
 - ix. Conference Room (1,000 square foot minimum)
 - x. Full-service restaurant (minimum seating capacity of 35)
- 5) The height limit does not apply to hotels. Hotels may be erected to a height not to exceed 10 stories or 150 feet.

B. Commercial use within the NB land is optional but not required.

9. **Planned Unit Development Provisions.** Exhibit “F” to the Agreement is amended as set forth on *Schedule I* attached hereto.

10. **Exhibit “B” The Master Land Use Plan.** Exhibit “B” to The Master Land Use Plan is hereby updated for the Phase II & III Property and is attached hereto as “Exhibit B-2”.

11. **Exhibit “D” Planned Unit Development Amended and Revised Master Plan.** Exhibit “D” to the Agreement is hereby deleted in its entirety and replaced with Exhibit “D” attached hereto.

12. **Exhibit “C” Approved Land Uses.** The statement in this section, “Any application for a change in land uses shown on the Master Plan is deemed approved if the Planning and Zoning Commission does not disapprove it within 30 days after the date the application is filed with the City Secretary” is hereby waived for all development subject to this Third Amendment.

13. **Timing of Platting.** Article 2 Property Development is hereby amended to add subsection 2.04 as follows:

“2.04 **Timing of Platting.** The Developer agrees to waive the submission requirements of the City’s Subdivision Ordinance and the City agrees to allow concurrent review of the concept plan, preliminary plat, construction plans, and final plat. Upon each submittal the City shall have thirty (30) days to respond to the Developer and/or its authorized representative with comments citing the deficiencies of the plats and plans. After the City has determined the plats and plans meet the minimum requirements of the City’s Subdivision Ordinance, and any other applicable code or regulation, the plats and plans will be heard

before the applicable governing body for approval. Reviews of the plats and plans may occur concurrently, but approvals with the applicable governing body must follow the sequence set forth in the City's Subdivision Ordinance. Payment amounts under the TIA shall be made pursuant to the provisions above and not be required at plat review."

14. **Future Amendments.** The Parties hereby agree that to the extent the Agreement needs to be further amended and such amendment only pertains to a portion of the Subdivision and does not modify the obligations in the Agreement as to the remaining owners, then this Agreement may be modified or amended only by joint action of both (a) the City and (b) by the owner of the property subject to the modification or amendment at the time of such modification or amendment. If any amendment covers property within the boundary of one or more of the Municipal Utility districts, then the applicable Municipal Utility District(s) shall also execute any applicable amendment. Notwithstanding the foregoing, in no event shall individual homeowners be required to execute any such amendment.

15. **Ratification of Agreement/Conflict.** All terms and conditions of the Agreement are hereby ratified and affirmed, as modified by this Third Amendment. To the extent there is any inconsistency between the Agreement and this Third Amendment, the provisions of this Third Amendment shall control. To the extent there is a conflict between this Agreement, including this Third Amendment and the EntradaGlen Development Agreement solely with respect to the Hill Lane obligations and/or Shadowglen Property, the terms of the EntradaGlen Development Agreement shall control. If any of the terms contained in this Agreement, including this Third Amendment, conflict with the terms and conditions ultimately contained in the PID Financing Agreement for the EntradaGlen Project but solely with respect to the Shadowglen Property, the terms and conditions of the PID Financing Agreement shall control.

16. **No Waiver.** No Party's execution of this Third Amendment shall (a) constitute a waiver of any of its rights and remedies under the Agreement or at law with respect to any other Party's obligations under the Agreement or (b) be construed as a bar to any subsequent enforcement of any of its rights or remedies against any other Party.

17. **Governing Law.** This Third Amendment shall be construed and enforced in accordance with the laws of the State of Texas.

18. **Entire Agreement; Binding Effect.** This Third Amendment sets forth the entire understanding of the Parties and supersedes all prior agreements and understandings, whether written or oral, with respect to the subject matter hereof. The Parties hereto agree and understand that this Third Amendment shall be binding on them and their successors and permitted assigns.

19. **Counterparts.** This Third Amendment may be executed in multiple counterparts, each of which will be deemed an original, and all of which will constitute one and the same agreement.

IN WITNESS WHEREOF, the Parties have executed this Third Amendment to be effective as of the date first written above.

[SIGNATURE PAGES FOLLOW]

**COUNTERPART SIGNATURE PAGE TO
THIRD AMENDMENT TO DEVELOPMENT AGREEMENT FOR THE
SHADOWGLEN SUBDIVISION**

CITY:

CITY OF MANOR, TEXAS, a Texas home-rule
municipal corporation

By: _____
Dr. Larry Wallace Jr., Mayor

Attest:

By: _____
Lluvia T. Almaraz, City Secretary

Approved as to form:

By: _____
Veronica Rivera, Assistant City Attorney

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on the ____ day of _____,
2021, by Dr. Larry Wallace Jr., Mayor of THE CITY OF MANOR, TEXAS, a Texas home-rule
municipal corporation, on behalf of said municipal corporation.

[S E A L]

Notary Public, State of Texas

**COUNTERPART SIGNATURE PAGE TO
THIRD AMENDMENT TO DEVELOPMENT AGREEMENT FOR THE
SHADOWGLEN SUBDIVISION**

COTTONWOOD:

COTTONWOOD HOLDINGS LTD., a Texas
limited partnership

By: Cottonwood General Partner, L.C., a Texas
limited liability company, its General Partner

By: _____

Name: _____

Title: _____

STATE OF TEXAS §

§

COUNTY OF TRAVIS §

§

This instrument was acknowledged before me on the ____ day of _____,
2021, by _____, _____ of Cottonwood General
Partner, L.C., a Texas limited liability company, General Partner of Cottonwood Holdings, Ltd., a
Texas limited partnership, on behalf of said limited liability company and limited partnership.

[S E A L]

Notary Public, State of Texas

**COUNTERPART SIGNATURE PAGE TO
THIRD AMENDMENT TO DEVELOPMENT AGREEMENT FOR THE
SHADOWGLEN SUBDIVISION**

SGLH:

SG LAND HOLDINGS LLC, a Delaware limited liability company

By: _____

Name: _____

Title: _____

STATE OF TEXAS §

§

COUNTY OF TRAVIS §

This instrument was acknowledged before me on the _____ day of _____, 2021, by _____, _____ of SG Land Holdings LLC, a Delaware limited liability company, on behalf of said limited liability company.

[S E A L]

Notary Public, State of Texas

**COUNTERPART SIGNATURE PAGE TO
THIRD AMENDMENT TO DEVELOPMENT AGREEMENT FOR THE
SHADOWGLEN SUBDIVISION**

MERITAGE:

MERITAGE HOMES OF TEXAS, LLC, an
Arizona limited liability company

By: _____
Elliot Jones
Vice President of Land Acquisition

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on the ____ day of _____,
2021, by Elliot Jones, Vice President of Land Acquisition of Meritage Homes of Texas, LLC, an
Arizona limited liability company, on behalf of said limited liability company.

[S E A L]

Notary Public, State of Texas

**COUNTERPART SIGNATURE PAGE TO
THIRD AMENDMENT TO DEVELOPMENT AGREEMENT FOR THE
SHADOWGLEN SUBDIVISION**

TRAVIS COUNTY MUD NO. 2:

**TRAVIS COUNTY MUNICIPAL UTILITY
DISTRICT NO. 2**, a political subdivision of the
State of Texas

By: _____
Wilmer Roberts, President
Board of Directors

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on the _____ day of _____,
2021, by Wilmer Roberts, President of the Board of Directors of Travis County Municipal Utility
District No. 2, a political subdivision of the State of Texas, on behalf of said political subdivision.

[S E A L]

Notary Public, State of Texas

**COUNTERPART SIGNATURE PAGE TO
THIRD AMENDMENT TO DEVELOPMENT AGREEMENT FOR THE
SHADOWGLEN SUBDIVISION**

WILBARGER CREEK MUD NO. 1:

**WILBARGER CREEK MUNICIPAL UTILITY
DISTRICT NO. 1**, a political subdivision of the
State of Texas

By: _____
Bill Kochwelp, President
Board of Directors

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on the ____ day of _____,
2021, by Bill Kochwelp, President of the Board of Directors of Wilbarger Creek Municipal Utility
District No. 1, a political subdivision of the State of Texas, on behalf of said political subdivision.

[S E A L]

Notary Public, State of Texas

**COUNTERPART SIGNATURE PAGE TO
THIRD AMENDMENT TO DEVELOPMENT AGREEMENT FOR THE
SHADOWGLEN SUBDIVISION**

WILBARGER CREEK MUD NO. 2:

**WILBARGER CREEK MUNICIPAL UTILITY
DISTRICT NO. 2**, a political subdivision of the
State of Texas

By: _____
James A. Baker, President
Board of Directors

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on the _____ day of _____,
2021, by James A. Baker, President of the Board of Directors of Wilbarger Creek Municipal Utility
District No. 2, a political subdivision of the State of Texas, on behalf of said political subdivision.

[S E A L]

Notary Public, State of Texas

Schedule 1

“Planned Unit Development Provisions (Exhibit F)”

1. Exhibit F Amended and Revised Master Plan PUD Variances.

A. Based on the actual build out to date of the PUD Property, the Approved Land Uses chart contained on the first page of Exhibit “F” of the Agreement is hereby revised as follows:

Land Use	Acreage	Percentage of total acreage
Commercial (C-1 & C-2)	69.5	11.67
Multi-Family (MF-1 & MF-2)	18.2	3.06
Neighborhood Business	7.9	1.33
Open Space (OS)	481.4	80.81
Institutional (I)	6.8	1.14
Major Roadways	11.9	1.99
Total	595.7	100.0

B. Neighborhood Business. Neighborhood Business (NB) is added to Exhibit F as a permitted land use. All development in the NB land use shall comply with the requirements in NB established in the City of Manor Code of Ordinances, with the following exceptions:

1. Hotel use, as defined in the City of Manor Code, as of the date of this Addendum, is added as a permitted use to Section 14.02.017 – Non-residential and mixed-use districts land use table and meeting the following conditions”

- a) External balconies must be set back at least 200 feet from any residential zoning district.
- b) Must provide staff on-site 24 hours a day.
- c) All guest rooms must be accessed through internal hallways, lobby, or courtyard.
- d) Must provide at least three amenities from the list below:
 - i. Indoor/Outdoor Pool
 - ii. Spa/Sauna
 - iii. Weight Room/Fitness Center
 - iv. Playground
 - v. Sports Court
 - vi. Plaza/Atrium
 - vii. Game Room

- viii. Jogging Trail
- ix. Conference Room (1,000 square foot minimum)
- x. Full-service restaurant (minimum seating capacity of 35)

e) The height limit does not apply to hotels. Hotels may be erected to a height not to exceed 10 stories or 150 feet.

2. Commercial use within the NB land is optional but not required.

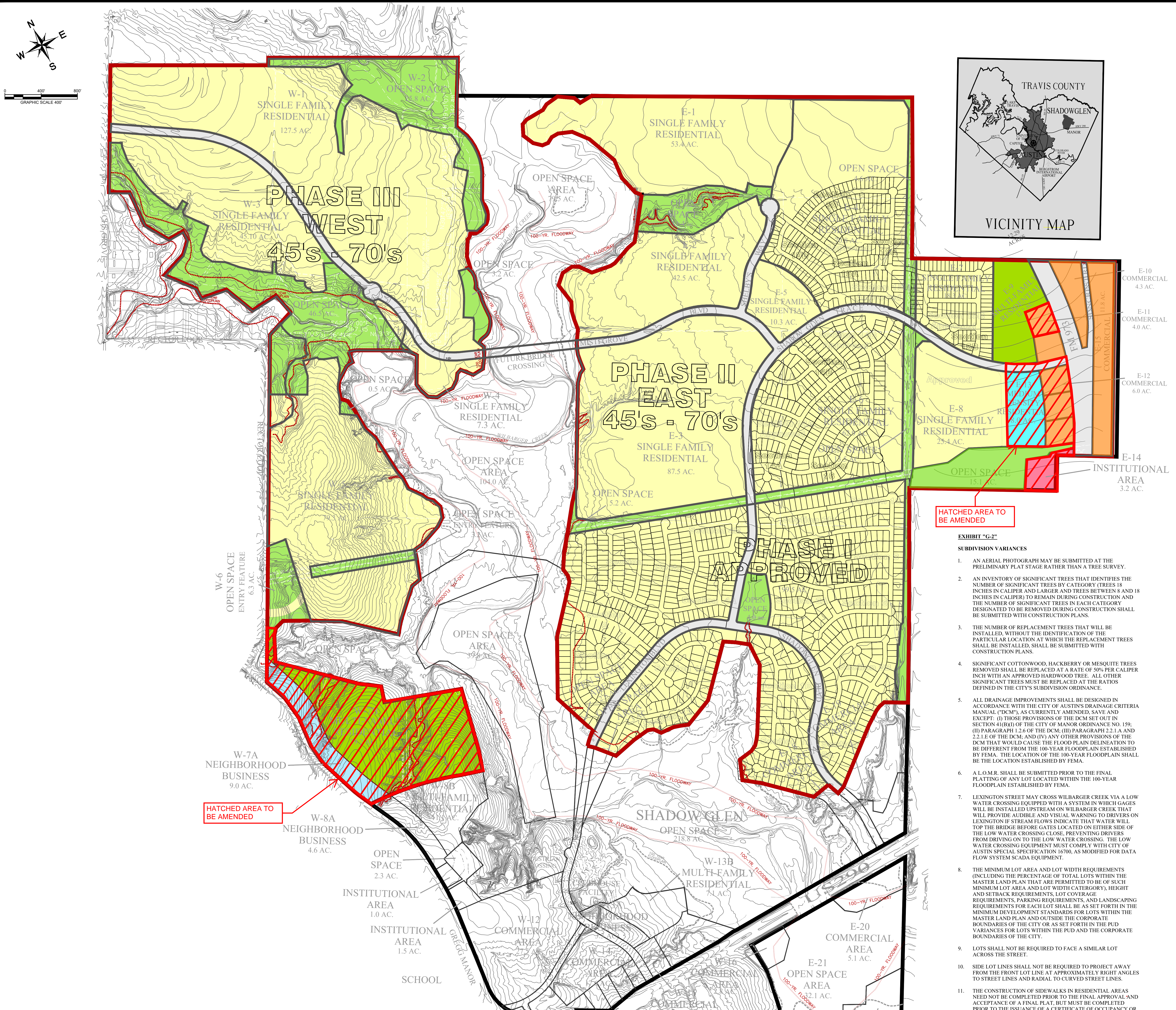
C. If a multifamily use is an age restricted development, with common facilities (such as, but not limited to, a cafeteria), then 30 units per acre shall be permitted.

D. Exterior rear and exterior side setbacks between conforming multi-family may follow exterior rear and exterior side setbacks as non-residential.

E. All Uses Except Single Family Residential, Section 5: Section 5 will be added to require the following: ““Architectural Standards,” Chapter 14, Article 14.02, Division 6, of the City of Manor Codes of Ordinances, including masonry requirements, shall apply.” “Outdoor Lighting,” Article 15.05, of the City of Manor Code of Ordinances shall apply.” “Landscaping and Screening” Article 15.03 of the city of Manor code of Ordinances shall apply. “Parking Standards” Article 15.02 of the city of Manor Code of Ordinances shall apply.

Exhibit B-2

Phase II & III Property



PHASE I (APPROVED)
EAST OF WILBARGER CREEK
AND SOUTH OF POWER EASEMENT

PHASE II
EAST OF WILBARGER CREEK
AND NORTH OF POWER EASEMENT

PHASE III
WEST OF WILBARGER CREEK

PROPOSED LAND USE TABLE

Land Use	Acreage	Percentage	Original Acreage	Percentage
SINGLE FAMILY RESIDENTIAL	832.8	74.3	835.7	74.6
MEDIUM DENSITY RESIDENTIAL	8.0	0.7	0	0
MULTI-FAMILY RESIDENTIAL	51.4	4.6	65.5	5.8
NEIGHBORHOOD BUSINESS	9.0	0.8	0	0
OPEN SPACE	132.9	11.9	135.1	12.1
COMMERCIAL (C-1 & C-2)	26.1	2.3	23.6	2.1
MAJOR ROADWAYS	57.4	5.1	60.9	5.4
INSTITUTIONAL (I)	3.2	0.3	0	0
Total	1120.8	100.0	1120.8	100

ORIGINAL
ACREAGE
VALUES

ORIGINAL PARCEL	PROPOSED PARCEL
E-9, 12.2 AC, MFR	E-9, 12.2 AC, MDR
E-10, 4.3 AC, COM	E-10, 4.3 AC, COM
E-11, 2.0 AC, COM	E-11, 4.0 AC, COM
E-12, 2.0 AC, COM	E-12, 6.0 AC, COM
E-14, 2.0 AC, COM	E-13, 8.0 AC, MDR
E-15, 2.0 AC, COM	E-14, 3.2 AC, I
E-16, 8.0 AC, MFR	W-7B, 39.2 AC, MFR
E-17, 3.2 AC, COM	W-7A, 9.0 AC, NB
W-7, 48.2 AC, MFR	

- EXHIBIT "G-2"**
SUBDIVISION VARIANCES
- AN AERIAL PHOTOGRAPH MAY BE SUBMITTED AT THE PRELIMINARY PLAT STAGE RATHER THAN A TREE SURVEY.
 - AN INVENTORY OF SIGNIFICANT TREES THAT IDENTIFIES THE NUMBER OF SIGNIFICANT TREES BY CATEGORY (TREES 18 INCHES IN CALIPER AND LARGER AND TREES BETWEEN 8 AND 18 INCHES IN CALIPER) TO REMAIN DURING CONSTRUCTION AND THE NUMBER OF SIGNIFICANT TREES IN EACH CATEGORY DESIGNATED TO BE REMOVED DURING CONSTRUCTION SHALL BE SUBMITTED WITH CONSTRUCTION PLANS.
 - THE NUMBER OF REPLACEMENT TREES THAT WILL BE INSTALLED, WITHOUT THE IDENTIFICATION OF THE PARTICULAR LOCATION AT WHICH THE REPLACEMENT TREES SHALL BE INSTALLED, SHALL BE SUBMITTED WITH CONSTRUCTION PLANS.
 - SIGNIFICANT COTTONWOOD, HACKBERRY OR MESQUITE TREES REMOVED SHALL BE REPLACED AT A RATE OF 50% PER CALIPER INCH WITH AN APPROVED HARDWOOD TREE. ALL OTHER SIGNIFICANT TREES MUST BE REPLACED AT THE RATIOS DEFINED IN THE CITY'S SUBDIVISION ORDINANCE.
 - ALL DRAINAGE IMPROVEMENTS SHALL BE DESIGNED IN ACCORDANCE WITH THE CITY OF AUSTIN'S DRAINAGE CRITERIA MANUAL ("DCM"), AS CURRENTLY AMENDED, SAVE AND EXCEPT: (i) THOSE PROVISIONS OF THE DCM SET OUT IN SECTION 41(B)(1) OF THE CITY OF MANOR ORDINANCE NO. 159; (ii) PARAGRAPH 12.6 OF THE DCM; (iii) PARAGRAPH 2.2.1.A AND 2.2.1.E OF THE DCM; AND (iv) ANY OTHER PROVISIONS OF THE DCM THAT WOULD CAUSE THE FLOOD PLAIN DELINEATION TO BE DIFFERENT FROM THE 100-YEAR FLOODPLAIN ESTABLISHED BY FEMA. THE LOCATION OF THE 100-YEAR FLOODPLAIN SHALL BE THE LOCATION ESTABLISHED BY FEMA.
 - A L.O.M.R. SHALL BE SUBMITTED PRIOR TO THE FINAL PLATTING OF ANY LOT LOCATED WITHIN THE 100-YEAR FLOODPLAIN ESTABLISHED BY FEMA.
 - LEXINGTON STREET MAY CROSS WILBARGER CREEK VIA A LOW WATER CROSSING EQUIPPED WITH A SYSTEM IN WHICH GATES WILL BE INSTALLED UPSTREAM ON WILBARGER CREEK THAT WILL PROVIDE AUDIBLE AND VISUAL WARNING TO DRIVERS ON LEXINGTON IF STREAM FLOWS INDICATE THAT WATER WILL TOP THE BRIDGE BEFORE GATES LOCATED ON EITHER SIDE OF THE LOW WATER CROSSING CLOSE, PREVENTING DRIVERS FROM DRIVING ON TO THE LOW WATER CROSSING. THE LOW WATER CROSSING EQUIPMENT MUST COMPLY WITH CITY OF AUSTIN SPECIAL SPECIFICATION 16700, AS MODIFIED FOR DATA FLOW SYSTEM SCADA EQUIPMENT.
 - THE MINIMUM LOT AREA AND LOT WIDTH REQUIREMENTS (INCLUDING THE PERCENTAGE OF TOTAL LOTS WITHIN THE MASTER LAND PLAN THAT ARE PERMITTED TO BE OF SUCH MINIMUM LOT AREA AND LOT WIDTH CATEGORY), HEIGHT AND SETBACK REQUIREMENTS, LOT COVERAGE REQUIREMENTS, PARKING REQUIREMENTS, AND LANDSCAPING REQUIREMENTS FOR EACH LOT SHALL BE AS SET FORTH IN THE MINIMUM DEVELOPMENT STANDARDS FOR LOTS WITHIN THE MASTER LAND PLAN AND OUTSIDE THE CORPORATE BOUNDARIES OF THE CITY OR AS SET FORTH IN THE PUD VARIANCES FOR LOTS WITHIN THE PUD AND THE CORPORATE BOUNDARIES OF THE CITY.
 - LOTS SHALL NOT BE REQUIRED TO FACE A SIMILAR LOT ACROSS THE STREET.
 - SIDE LOT LINES SHALL NOT BE REQUIRED TO PROJECT AWAY FROM THE FRONT LOT LINE AT APPROXIMATELY RIGHT ANGLES TO STREET LINES AND RADIAL TO CURVED STREET LINES.
 - THE CONSTRUCTION OF SIDEWALKS IN RESIDENTIAL AREAS NEED NOT BE COMPLETED PRIOR TO THE FINAL APPROVAL AND ACCEPTANCE OF A FINAL PLAT, BUT MUST BE COMPLETED PRIOR TO THE ISSUANCE OF A CERTIFICATE OF OCCUPANCY OR WITHIN 2 YEARS FROM THE APPROVAL OF THE FINAL PLAT. A COST ESTIMATE FOR THE CONSTRUCTION OF ANY SIDEWALKS IN RESIDENTIAL AREAS NOT COMPLETED PRIOR TO THE FINAL APPROVAL AND ACCEPTANCE OF THE FINAL PLAT SHALL BE PREPARED AND A BOND FOR 10% OF SUCH COSTS SHALL BE POSTED WITH THE CITY. EACH YEAR THE DEVELOPER AND CITY MAY AGREE TO THE ADDITIONAL SIDEWALKS IN RESIDENTIAL AREAS THAT WERE COMPLETED DURING THE PREVIOUS YEAR AND REDUCE THE AMOUNT OF THE BOND TO REFLECT THE CONSTRUCTION COSTS OF THE SIDEWALKS THAT HAVE BEEN COMPLETED. SIDEWALKS IN RESIDENTIAL AREAS NOT COMPLETED PRIOR TO THE END OF THE 2-YEAR PERIOD SHALL BE COMPLETED BY THE DEVELOPER OR BY THE CITY WITH THE BOND FUNDS. FAILURE TO PROVIDE SUFFICIENT BONDS OR COMPLETE THE SIDEWALKS IN RESIDENTIAL AREAS SHALL NOT OBLIGATE THE CITY TO BUILD SIDEWALKS. THE CONSTRUCTION OF SIDEWALKS IN NON-RESIDENTIAL AREAS SHALL BE COMPLETED DURING SUBDIVISION CONSTRUCTION.
 - THE AREA WITHIN THE CITY'S TERRITORIAL JURISDICTION ZONED DISTRICT "D-S" SHALL SATISFY THE CITY'S PARKLAND DEDICATION REQUIREMENTS FOR ALL LAND SHOWN WITHIN THE PUD OR THE MASTER LAND PLAN. ALL PROPERTY IDENTIFIED AS OPEN SPACE ON THE PUD PLAN OR ON THE MASTER LAND PLAN SHALL BE DEDICATED TO THE CITY OR TO A MUNICIPAL UTILITY DISTRICT.
 - THE AREA OF NON-RECTANGULAR LOTS SHALL BE PROVIDED WITH THE FILING OF A FINAL PLAT.

SHADOWGLEN
MASTER LAND USE PLAN
MANOR, TEXAS
NOVEMBER, 2018

DWG NAME:
LAND SHADES

K:\AUS_CIVIL\SHADOWGLEN\DEVELOPMENT\88044014 SHADOWGLEN - GREENS MFCDC DEVELOPMENT AGREEMENT ADDENDUM\CADE\HRTS\PLAN SHEETS\20200303 MASTER LAND USE PLAN (CURRENT AND FORMER ACREAGES).DWG
4/20/2021 1:00 PM

APPROVAL AND AUTHORIZED FOR RECORD BY THE CITY COUNCIL FOR THE CITY OF MANOR, TEXAS.
DATED THIS _____ DAY OF _____, 2018.
BY: _____
HONORABLE MAYOR RITA G. JENSE
MAYOR OF THE CITY OF MANOR, TEXAS
ATTEST: _____
CITY SECRETARY
THIS PLAT HAS BEEN SUBMITTED TO AND CONSIDERED BY THE PLANNING AND ZONING COMMISSION OF THE CITY OF MANOR, TEXAS, AND IS HEREBY RECOMMENDED FOR APPROVAL BY THE CITY COUNCIL.
DATED THIS _____ DAY OF _____, 2018.
BY: _____
CHAIRPERSON

Kimley Horn
10814 Jollyville Road
Suite 300
Austin, Texas 78759
512-415-1771
State of Texas Registration No. F-928

NOTE: THIS PLAN IS CONCEPTUAL IN NATURE AND HAS BEEN PREPARED WITHOUT THE BENEFIT OF A SURVEY. TOPOGRAPHY, UTILITIES, CONTACT WITH THE CITY, ETC.

Exhibit D
PUD Property

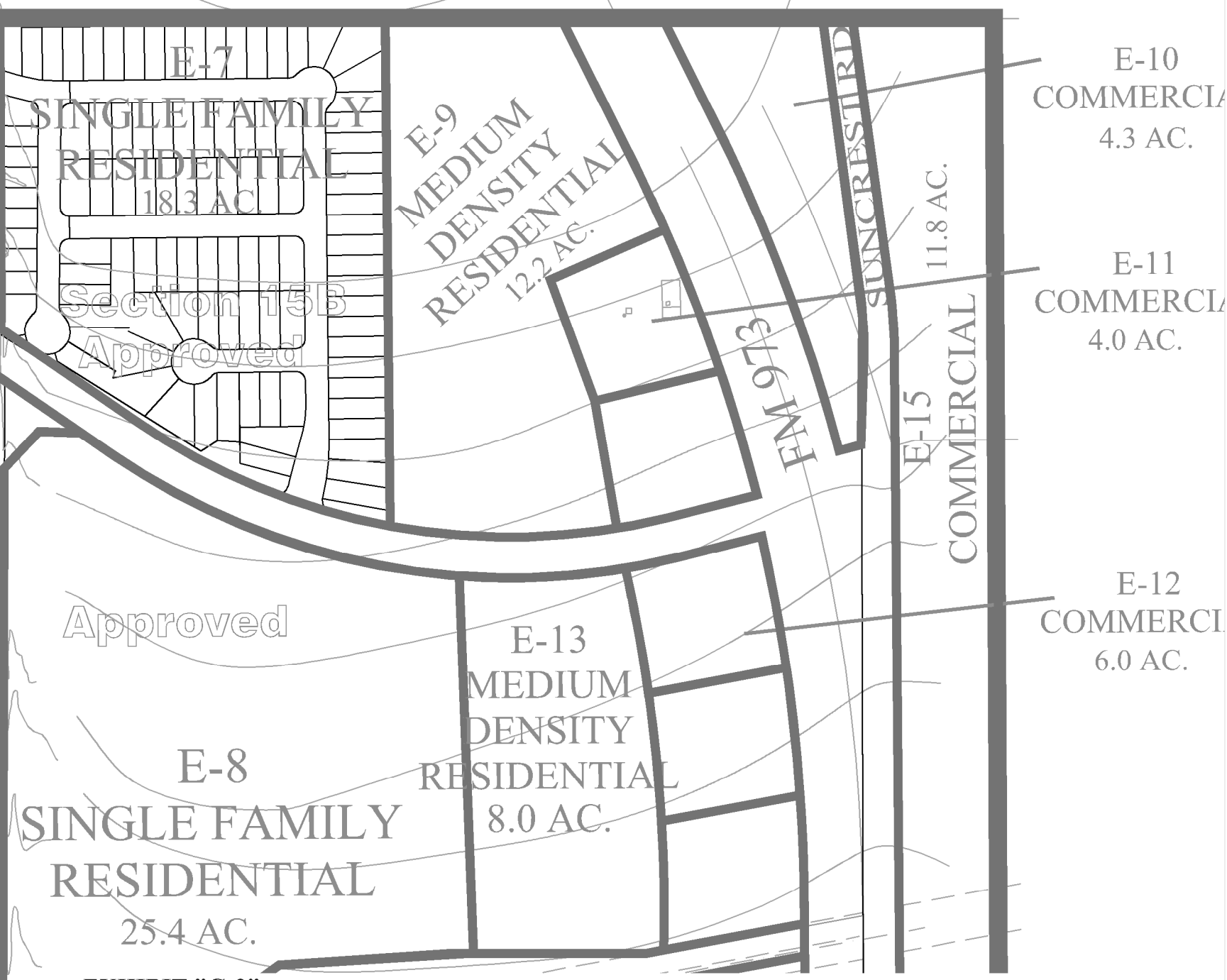
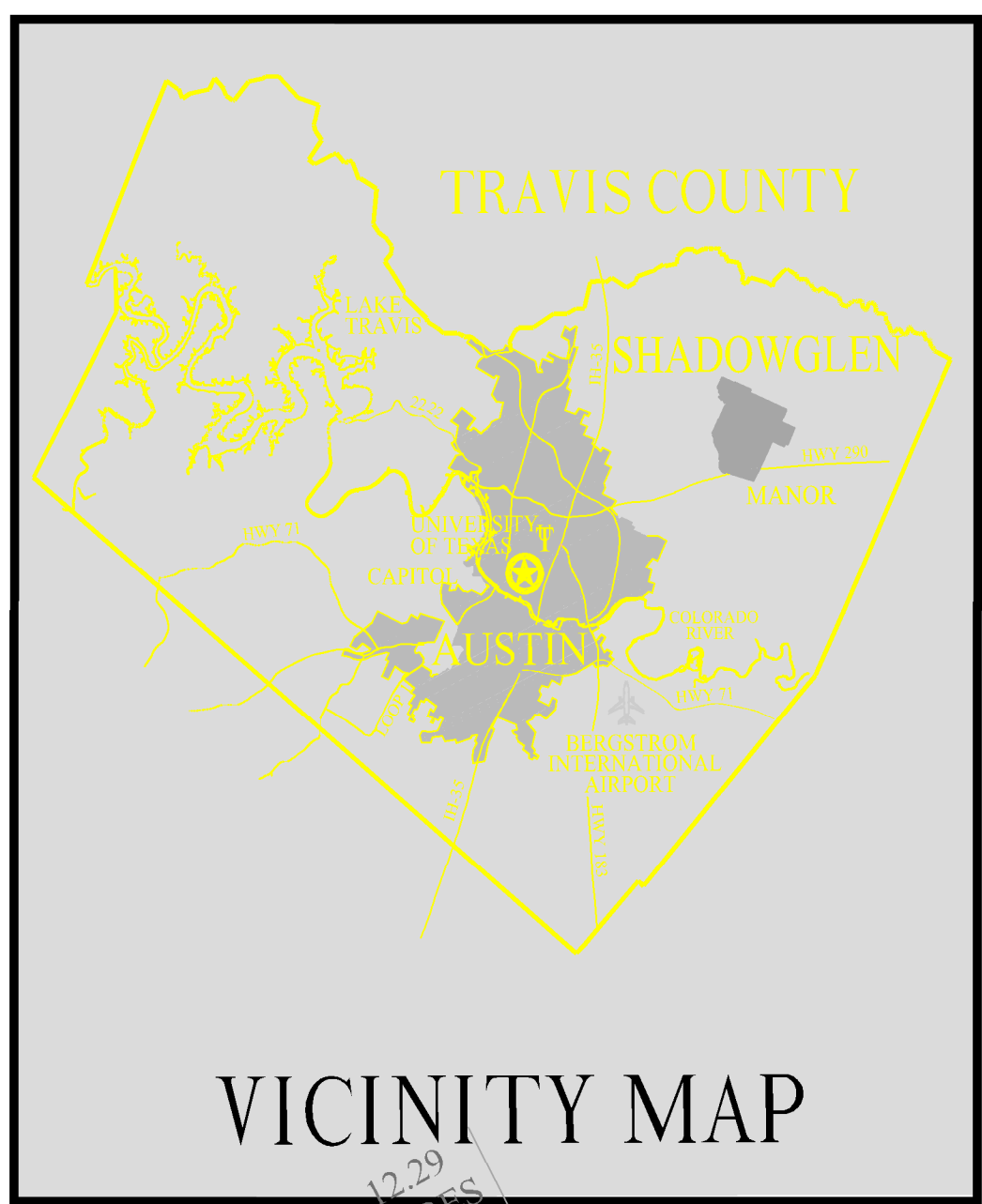
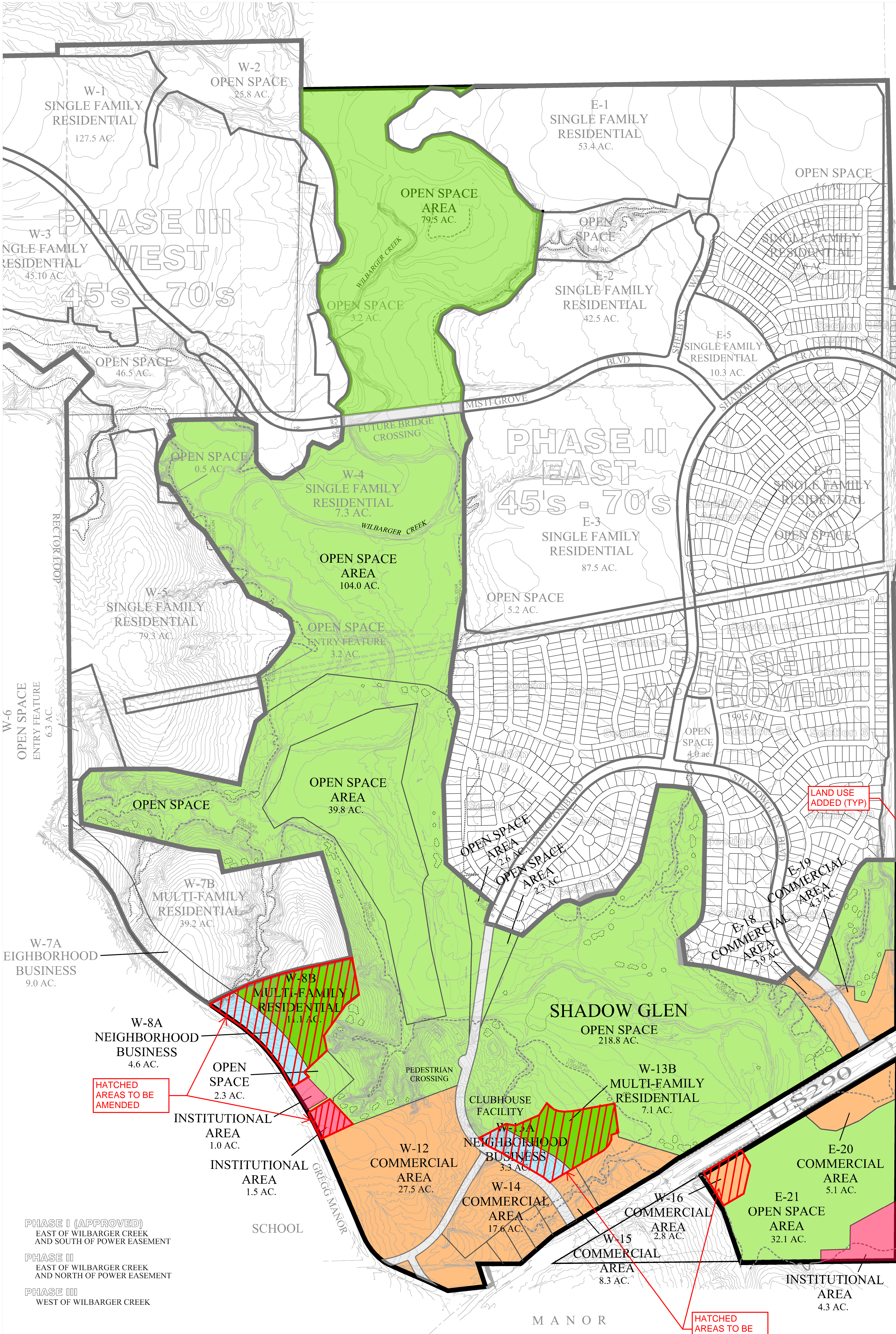


EXHIBIT "G-3"

AMENDED AND REVISED MASTER PLAN
PUD VARIANCES

THE FOLLOWING ZONING VARIANCES SHALL APPLY TO PROPERTY LOCATED WITHIN THE PUD AND WITHIN THE CORPORATE LIMITS OF THE CITY.

1. APPROVED LAND USES

THE LAND USES SHOWN ON THE AMENDED AND REVISED MASTER PLAN SHALL BE PERMITTED. CHANGES TO THE LOCATION OF THE LAND USES SHOWN ON THE AMENDED AND REVISED MASTER PLAN SHALL BE GRANTED BY THE PLANNING AND ZONING COMMISSION IF: (A) THE PROPOSED LAND USES ARE CONSISTENT WITH THE FOLLOWING TABLE; OR (B) THE CHANGE IN LOCATION OF LAND USES DOES NOT RESULT IN A HIGHER DENSITY USE THAN THE USE SHOWN ON THE AMENDED AND REVISED MASTER PLAN BEING LOCATED ADJACENT TO PROPERTY OUTSIDE THE AMENDED AND REVISED MASTER PLAN. ANY APPLICATION FOR A CHANGE IN LOCATION OF LAND USES IS DEEMED APPROVED IF THE PLANNING AND ZONING COMMISSION DOES NOT DISAPPROVE IT WITHIN 30 DAYS AFTER THE DATE THE APPLICATION IS FILED WITH THE CITY SECRETARY. IF THE PLANNING AND ZONING COMMISSION DISAPPROVES AN APPLICATION FOR A CHANGE IN LOCATION OF LAND USES, THEN THE APPLICANT MAY APPEAL THAT DISAPPROVAL TO THE CITY COUNCIL. THE CITY COUNCIL WILL ACT ON THE APPEAL WITHIN 30 DAYS OF THE DATE THE APPEAL IS FILED WITH THE CITY SECRETARY.

2. MINIMUM LOT SIZE, HEIGHT AND PLACEMENT REQUIREMENTS

LAND USE	FRONT YARD SETBACK	SIDE YARD SETBACK	STREET SIDE YARD SETBACK	REAR YARD SETBACK	MIN. LOT SIZE SF AREA	MIN. LOT WIDTH	MAX. HEIGHT LIMIT
C-1 & C-2	25 FT.	7 FT.	15 FT.	15 FT.	7,500	60 FT.	60 FT.**
SB***	25 FT.	10 FT.	15 FT.	15 FT.	7,500	60 FT.	60 FT.**
OS***	25 FT.	10 FT.	15 FT.	25 FT.	7,000	60 FT.	50 FT.
I	25 FT.	15 FT.	15 FT.	15 FT.	7,500	60 FT.	35 FT.**

* THIS HEIGHT LIMIT DOES NOT APPLY TO HOTELS. HOTELS MAY BE ERRECTED TO A HEIGHT NOT TO EXCEED 10 STORIES OR 150 FEET.

** THIS HEIGHT LIMIT DOES NOT APPLY TO WATER TOWERS.

*** THE REQUIREMENTS FOR THE OS DISTRICT ARE SUBJECT TO THE FOLLOWING EXCEPTIONS:

- THE MINIMUM FRONT YARD, REAR YARD AND SIDE YARD SETBACKS FOR THE CLUBHOUSE FACILITY AND THE COMFORT STATION SHALL BE 0 FEET.
- THE MINIMUM FRONT YARD SETBACK FOR ANY STRUCTURE LOCATED WITHIN THAT PORTION OF THE OPEN SPACE BEING DEVELOPED AS A GOLF COURSE SHALL BE 5 FEET, UNLESS THE FRONT YARD ADJOINS A SINGLE-FAMILY RESIDENTIAL DEVELOPMENT, IN WHICH CASE THE FRONT YARD SETBACK WILL BE 25 FEET FROM THE SINGLE-FAMILY RESIDENTIAL DEVELOPMENT.
- THE MINIMUM SIDE YARD SETBACK FOR ANY STRUCTURE LOCATED WITHIN THAT PORTION OF THE OPEN SPACE BEING DEVELOPED AS A GOLF COURSE SHALL BE 5 FEET, UNLESS THE SIDE YARD ADJOINS A SINGLE-FAMILY RESIDENTIAL DEVELOPMENT, IN WHICH CASE THE SIDE YARD SETBACK WILL BE 25 FEET FROM THE SINGLE-FAMILY RESIDENTIAL DEVELOPMENT.
- THE MINIMUM STREET SIDE YARD SETBACK FOR ANY STRUCTURE LOCATED WITHIN THAT PORTION OF THE OPEN SPACE BEING DEVELOPED AS A GOLF COURSE SHALL BE 5 FEET.
- THE MINIMUM REAR YARD SETBACK FOR ANY STRUCTURE LOCATED WITHIN THAT PORTION OF THE OPEN SPACE BEING DEVELOPED AS A GOLF COURSE SHALL BE 5 FEET, UNLESS THE REAR YARD ADJOINS A SINGLE-FAMILY RESIDENTIAL DEVELOPMENT, IN WHICH CASE THE REAR YARD SETBACK WILL BE 25 FEET FROM THE SINGLE-FAMILY RESIDENTIAL DEVELOPMENT.

3. LOT COVERAGE

LAND USE	MAIN BUILDINGS	MAIN & ACCESSORY BUILDINGS
C-1 & C-2	60%	70%
SB***	40%	50%
OS	50%	60%
I	50%	60%

4. PARKING

(A) OFF-STREET PARKING AREAS FOR MORE THAN FIVE VEHICLES AND LOADING AREAS SHALL BE EFFECTIVELY SCREENED BY A PRIVACY FENCE, HEDGE, PLANTING OR NATURAL VEGETATION OR TOPOGRAPHY ON EACH SIDE WHICH ADJOINS LAND DESIGNATED FOR A RESIDENTIAL USE OR A RESIDENTIAL USE.

(B) THE SITE DEVELOPMENT PLAN FOR THE CLUBHOUSE FACILITY, INCLUDING CART BARN, MAY INCLUDE UP TO 205 PARKING SPACES.

5. LANDSCAPING

(A) EXCEPT AS EXPRESSLY PROVIDED IN SUBSECTION (B), THE FOLLOWING PERCENTAGE OF THE NET AREA OF EACH LOT SHALL BE LANDSCAPED. THE NET LOT AREA SHALL EQUAL THE TOTAL LOT AREA LESS THE AREA TO BE LEFT UNIMPROVED BECAUSE OF THE EXISTENCE OF NATURAL FEATURES THAT ARE WORTHY OF PRESERVATION OR THAT MAKE IMPROVEMENTS IMPRACTICAL.

LAND USE	NET LOT AREA
C-1 & C-2	15%
SB***	15%
OS	20%
I	N/A

(B) THE SITE DEVELOPMENT PLAN FOR THE CLUBHOUSE FACILITY, INCLUDING THE CART BARN AND PARKING, SHALL INCLUDE 65 TREES AND 133 SHRUBS.

(C) LANDSCAPING PLACED WITHIN PUBLIC RIGHT-OF-WAYS SHALL NOT BE CREDITED TO THE MINIMUM LANDSCAPE REQUIREMENTS BY THIS SECTION UNLESS THE DEVELOPER AND THE CITY NEGOTIATE A LICENSE AGREEMENT BY WHICH THE DEVELOPER ASSUMES THE RESPONSIBILITY FOR THE MAINTENANCE, REPAIR AND REPLACEMENT FOR ALL LANDSCAPING LOCATED WITHIN THE PUBLIC RIGHT-OF-WAY.

6. MAXIMUM DENSITY

LAND USE	MAXIMUM DENSITY
C-1 & C-2	1.8 TO 1.9
SB***	0.7 TO 1.0
R-3 VILLAGE CLUSTER	10 UNITS/ACRE

Land Use	Acreage	Percentage of Total Acreage	Original Acreage	Original Percentage of Total Acreage
COMMERCIAL (C-180.9 & C-2)	69.5	11.67	80.9	13.38
MULTI-FAMILY RESIDENTIAL	18.2	3.06	15.7	2.64
NEIGHBORHOOD BUSINESS	7.9	1.33	0	0
OPEN SPACE (OS)	481.4	80.81	484.2	80.28
INSTITUTIONAL (I)	6.8	1.14	5.3	0.89
MAJOR ROADWAYS	11.9	1.99	9.6	1.61
TOTAL	595.7	100.0	595.7	100.0

ORIGINAL
ACREAGE
VALUES

APPROVAL AND AUTHORIZED FOR RECORD BY THE CITY COUNCIL FOR THE CITY OF MANOR, TEXAS.

DATED THIS _____ DAY OF _____ 2018.

BY:

HONORABLE MAYOR RITA G. JENSE
MAYOR OF THE CITY OF MANOR, TEXAS

ATTEST:

CITY SECRETARY

THIS PLAT HAS BEEN SUBMITTED TO AND CONSIDERED BY THE PLANNING AND ZONING COMMISSION OF THE CITY OF MANOR, TEXAS, AND IS HEREBY RECOMMENDED FOR APPROVAL BY THE CITY COUNCIL.

DATED THIS _____ DAY OF _____ 2018.

BY:

CHAIRPERSON

PLANNED UNIT DEVELOPMENT AMENDED & REVISED MASTER PLAN

MANOR, TEXAS
NOVEMBER, 2018

Kimley Horn

10814 Jollyville Road
Suite 300
Austin, Texas 78759
512-418-1771
State of Texas Registration No. F-526

NOTE: THIS PLAN IS CONCEPTUAL IN NATURE AND HAS NOT BEEN PREPARED FOR THE PURPOSE OF A SURVEY. TOPOGRAPHY, UTILITIES, CONTACT WITH ADJACENT ETC.