

EXHIBIT B
PLAN of DEVELOPMENT
Sunterra Lakes

A. Introduction

Sunterra Lakes (Project) is a master planned community consisting of approximately 1,464.79 acres located east of FM 362, south of FM 529, and north of Stockdick Road, as shown in Exhibit A, *Boundary Map*.

The developers, Astro Sunterra West, L.P. and Astro Sunterra Lakes North, L.P. (collectively referred to as the "Developer"), desires to construct a community surrounded by "resort style" amenities with numerous lakes, open space and recreation sites interconnected with on-street and off-street trails to allow easy access for residents. This development will boast a wide range of housing types and prices, a diverse selection of lots, including numerous lake-view lots, and an appropriate spectrum of non-residential land uses to support a quality residential development.

This Plan of Development (PD), its description, rules, and regulations shall apply to the property. The plan for the development and the projected lot count is shown in Exhibit C, *Conceptual Development Plan*.

This PD includes the following sections:

- A. Introduction
- B. General Provisions
- C. Land Uses
- D. Development Regulations
- E. Parks, Recreation and Trails
- F. Street Plan & Cross-Sections
- G. Building Regulations

B. General Provisions

- B1.** The PD approved herein will be constructed, developed, and maintained in compliance with the Development Agreement to which this PD is attached (Development Agreement), and other applicable ordinances of Waller County (County). If any provision or regulation of any County ordinance applicable in the Sunterra Lakes PD is not contained in this PD, all the regulations contained in the County's ordinance applicable to the Sunterra Lakes PD, in effect on the effective date of this PD, will apply to this PD as though written herein, except to the extent the County regulation or provision conflicts with a provision of this PD.
- B2.** If there are discrepancies between the text of this PD and the figures attached, the text shall prevail.

- B3.** The Project shall be developed in accordance with the following exhibits and figures that are attached to and made part of this PD:

Exhibit A:	<i>Boundary Map</i>
Exhibit B:	<i>Vicinity Map</i>
Exhibit C:	<i>General Development Plan</i>
Exhibit D:	<i>Jurisdiction Exhibit</i>
Exhibit E:	<i>Roadway Improvement Plan</i>
Exhibit F:	<i>Major Thoroughfare Plan</i>
Exhibit G:	<i>Fence Exhibit</i>
Exhibit H:	<i>Trails, Landscape and Open Space Exhibit</i>

Figure 1:	<i>Street cross section, Local Street – 60-foot Right-of-Way</i>
Figure 2:	<i>Street cross section, Collector Street – Four Lanes</i>
Figure 3:	<i>Street cross section, Collector Street – Two Lanes</i>

- B4.** A homeowners association (HOA) shall be established and made legally responsible to maintain all common areas, private streets, recreation reserves and community amenities not otherwise dedicated to the public. All land and facilities dedicated to a municipal utility district (MUD) shall be maintained by said MUD.
- B5.** The HOA shall enforce restrictions regarding on-street parking on residential streets. Said restrictions regarding on-street parking cannot be omitted, amended, or changed without the review and favorable vote of the County Commissioner's Court.
- B6.** The Developer may not add property to the Development Agreement and PD without additional County Commissioners Court approval. In the event of an annexation, all PD constraints on land uses, such as maximum lot or unit counts, will be increased proportionately to accommodate the additional annexation of property(s) into the Development Agreement and PD.
- B7.** The Developer or MUD shall maintain a construction/maintenance bond for a minimum of one year. Developer or MUD can reduce the required maintenance bond by 50% when the roadway is substantially complete and formally accepted into the one-year maintenance period. After the County accepts the roadway, the bond can be reduced by 100% and released.
- B8.** The Developer shall only fund or construct road improvements where the Developer constructs direct connections into existing County/TxDOT-maintained roads. Refer to Exhibit E.

B9. The parties agree this PD was created by the Developer for generally illustrating the boundary, lot mix and simplified layout of the Project. Any amendment to the PD shall be considered an amendment to the Development Agreement and shall replace the PD and become a part of the Development Agreement. The Waller County Engineer (the “County Engineer”) may administratively approve any amendments to the PD that the County Engineer deems in his/her reasonable discretion to be minor in nature. Any change in the PD that does not materially increase density of residences by more than 1.0 unit per gross acre shall be deemed minor in nature. Relocation of residential lots set forth in the PD shall be deemed minor in nature, so long as such relocation remains in the spirit of the PD. Upon approval by the County Engineer of a minor revised PD, or approval by the County Commissioner’s Court or County official or Commissioner with delegated authority for approval of a revised PD containing more than minor revisions, the revised PD shall replace and supersede the then-current PD.

B10. The following major modifications of the PD require approval by the County Commissioner’s Court:

1. Any increase in the maximum permitted single-family lots or multifamily units as outlined in **Section C - Land Uses**.
2. Deviations from the Development Regulations specified in **Section D** that are intended to achieve a different design character. However, this does not preclude any individual variances with a physical hardship that may be approved by the Commissioners Court on a case-by-case basis.

B11. A phase update to the General Development Plan shall not be required unless there are substantial changes to collector road alignments or internal street patterns. The Developer shall submit such changes to the County Engineer and the County Engineer shall review and determine if the changes are substantial enough to warrant a new General Development Plan that requires approval by the County Commissioners Court. Changes in lot sizes shall not constitute a substantial change if the lot size split percentages are consistent with this PD.

C. Land Uses

- C1.** The maximum number of single-family lots shall not exceed 4,500 lots, and a maximum of 400 multi-family for a total number of dwelling units not to exceed 4,900.
- C2.** Within the proposed Project area, land shall be dedicated to the County, MUD(s), or HOA for parks and open spaces at a rate of one acre per 54 planned dwelling units. Public park areas must have at least 60 feet of frontage on a public street. Open spaces without developer-added improvements—such as trails, benches, or shelters that support active recreation—will not count toward the minimum public park requirement. Maintenance of all public parks and open spaces may be handled by the HOA or MUD(s).

- C3.** Commercial and non-residential uses are regulated by applicable County ordinances and design guidelines imposed by the Developer. The Developer has limited the Development Plan to one potential multifamily development on one of the swing/flex tracts shown on Exhibit C: *General Development Plan*.

C4. Build-to-rent shall be prohibited in the Sunterra Lakes Subdivision.

- C4.** For the purposes of this Agreement, “Build-to-Rent” shall mean any residential development in which multiple dwelling units—including, but not limited to, single-family homes, duplexes, or townhomes—are constructed on public or private streets, and held under common ownership for the primary purpose of leasing to individual tenants, rather than for sale to individual owner-occupants.

Build-to-Rent developments shall be permitted solely within those portions of the Sunterra Lakes Subdivision designated as Swing/Flex land use, as depicted in Exhibit C. Build-to-Rent developments are expressly prohibited in all other areas of the Sunterra Lakes Subdivision. Furthermore, apartment developments are strictly prohibited throughout the entirety of the Sunterra Lakes Subdivision.

D. Development Regulations

- D1. Roadway Design** – Roadways within this Project shall be developed in accordance with the following regulations:

a. Prairie Parkway (SH 36A)

1. Developer shall plat 180’ of right-of-way (ROW) with adjacent development as it progresses. An additional 270’ of width on either side of the 180’ will be dedicated to the MUD(s) and be available for an ultimate width of 450’. The MUD will be allowed to occupy this additional 270’ with drainage, detention, landscape, walking paths, sidewalks and utilities. No homes or other vertical structures shall be constructed in this 450’ width.
2. Developer shall not be required to construct any part of the Prairie Parkway (SH 36A) roadway except what is required to cross with the planned at-grade collector roadway.
3. Water, wastewater, storm sewer, drainage ditches, dry utilities (gas, telecom, power, etc) will be allowed to cross the platted 180’ ROW where necessary to serve the development.
4. See *Exhibit I Future 36A*.

b. Arterial Streets (Major Thoroughfares) – roadway geometry for major thoroughfares shall comply with all County regulations and requirements in effect as of this date of this Agreement, as adopted by the County Commissioners Court and attached as Appendix A and *Exhibit F Major Thoroughfare Plan*.

1. Stockdick Road
 - i. Developer shall dedicate 50’ of ROW from the existing center line of Stockdick Road from FM 362 to the north-south collector.

- ii. Developer shall be responsible to construct two (2) westbound lanes from FM 362 to the north-south collector.
 - iii. Developer shall dedicate 100' of ROW from the north-south collector east to the eastern property line.
 - iv. The Developer shall be responsible to construct the four (4) lane roadway from the north-south collector road to the eastern property line.
2. Beckendorff Road
- i. Developer shall dedicate 100' of ROW.
 - ii. Developer shall construct a four (4) lane boulevard from FM 362 to the eastern property line prior to 90% of the lots are platted.

c. Collector Streets

1. 80' minimum ROW width
2. 10' minimum landscape reserve adjacent to ROW
3. 500' minimum centerline radius
4. Paving width shall be 33' B-B minimum.
5. A divided collector shall be 21' B-B both ways with 20' wide median.
6. All collector streets shall be considered self-imposed collector streets as the Project is not subject to any collector streets on the County's Major Thoroughfare Plan at the time of approval and execution of this PD.

d. Local Streets

1. 60' minimum ROW width
2. 28' paving width
3. 125' minimum centerline radius
4. 50' centerline radius on knuckles
5. 60' radius on knuckle bulbs
6. 60' radius on cul-de-sac bulbs
7. 50' radius on cul-de-sac and knuckle bulbs (back of curb)
8. Center point of bulb on cul-de-sac or knuckle may be offset from right of way centerline.

e. Private Streets - Shall be designed as a local street and adhere to **Item d** above.

f. Except as specifically stated herein, roadway construction details for concrete thickness, reinforcement, and subgrade shall comply with County regulations and requirements, as adopted by the County Commissioners Court.

g. The Developer is not responsible for any improvements to any exterior roadways except as determined by the *Royal Wailea Traffic Impact Analysis* dated February 26, 2024, submitted by Quiddity Engineering, LLC (Engineer) and reviewed by Waller County. The County has no objections to the mitigation measures as submitted. In the event any ROW or additional paving improvements are required outside the Project boundary per the TIA, County shall be responsible for obtaining such ROW at its cost and Developer shall commence construction after such ROW is obtained. The Developer is only responsible for making existing roadway improvements as identified by the TIA and shown on Exhibit E, *Roadway Improvement Plan*.

h. If the Developer does not complete the full construction of any future County-maintained roadway within the tract boundary, the Developer shall contribute funds for the future construction of such roadways by the County. The County shall provide the cost per linear foot for the length of the roadway to be constructed within the development boundary.

D2. Points of Access - Points of access within the Project shall be determined for all residential sections based on the following:

- a. One (1) point of access is allowed for up to 150 lots.
- b. The Developer will provide a second point of access for any phase of development or section greater than 150 lots.
 1. A boulevard paving section shall be considered two (2) points of access.
 2. Construction of the various external connection and internal street patterns may be phased, except that the ultimate design shall not allow more than 150 lots to be limited to a single point of ingress and egress to the larger interconnected street network.

D3. Block Length and Intersection Spacing - The proposed subdivision shall adhere to the block length and intersection spacing standards as outlined in Exhibit C - General Development Plan. The design will ensure that block lengths are manageable to promote accessibility and connectivity within the development. Additionally, intersection spacing will be established to facilitate safe and efficient vehicular and pedestrian movement, thereby enhancing traffic flow throughout the subdivision.

D4. Roundabouts

- a. Roundabout design will be reviewed on a case-by-case basis depending on the roadway intersection type(s) and any relevant information as specified in the TIA.
- b. Roundabouts will be designed in accordance with any relevant regional or national design standards and are intended to be designed similarly to other roundabouts found within the region.

D5. Development Regulations for Single-Family Lots – Single-family home sites within the Project shall be developed in accordance with the following regulations:

a. Lots

1. The maximum number of lots shall not exceed 4,500 lots.
2. Minimum lot size, forty feet (40') wide.
3. Lots less than fifty feet (50') in width shall not exceed 34% of the total lot count.
4. Lot width measurement shall be taken at the building line. The measurement of the building line shall be based off a tangential width on radial shaped lots, not based on arc length.
5. The minimum lot width on a cul-de-sac or knuckle that is fronted entirely by lots (no landscape reserves or other reserves) shall be such that the projected width at the curb line allows for thirteen (13') feet plus the width of the driveway and radii (3 feet) on each side of the driveway.
6. Lots less than five thousand (5,000 s.f.) square feet shall be subject to a \$3.33 per square foot fee for any lots under 5,000 square feet. Fees shall be due to Waller County upon submission and approval of the final plat.
7. Maximum lot coverage: Sixty-five (65%) percent calculated as the ground covered by building structures, principal or accessory, of the gross lot surface area.

8. Minimum front yard building setback: 25 feet; 20 feet on cul-de-sac bulbs as measured from the front property / ROW.
9. Minimum side yard building setbacks: 5 feet for interior, non-corner lots and the non-street side of corner lots; 15 feet exterior side yard for corner lots. Minimum 25 feet garage setback if the garage door faces the side street.
10. Minimum rear yard building setback: 10 feet for lots backing local and collector streets, except when the rear utility easement width is greater than ten (10) feet, in which case the greater width is the minimum rear yard building setback. When a lot or a reserve is either directly adjacent to a major thoroughfare ROW or directly adjacent to a reserve less than fifteen (15) feet wide that is adjacent to a major thoroughfare, the minimum rear yard building setback is twenty-five (25) feet measured from the street ROW line and a minimum of ten (10) feet from the rear property line. When a residential lot backs to a designated major thoroughfare and a detached one-story garage is constructed on the residential lot, the rear yard building setback between the detached one-story garage and the rear property line may be reduced to a minimum of three (3) feet if a minimum of twenty-five (25) feet is maintained between the rear of the one-story detached garage and the ROW line of the major thoroughfare.

b. Shade Trees

1. All lots shall have a minimum of one (1) tree, planted in the ROW or front yard setback. The trees must be a minimum of two and one-half (2-1/2) inches in caliper width measured from the base of the trunk to 6" above soil level, and a minimum height of eight (8) feet as measured at the tree trunk from the ground as planted.
2. In addition, one tree shall be provided within 15 feet of a street-side lot line per 50 feet of lot frontage on the side street, or portion thereof. Required trees shall be placed within the side yard setback or the adjacent ROW.

c. Parking

Each single-family home in the Project shall be subject to parking restrictions to be memorialized in separately filed covenants and restrictions as follows:

1. Resident Parking. Vehicles of residents shall be parked in the resident's garage or driveway.
2. Guest parking. Guests of residents must park in the driveway of the single-family residence they are visiting and may only park on the street if the driveway is not capable of parking another vehicle. This provision does not apply to law enforcement vehicles, emergency services vehicles, vehicles of service workers such as landscapers, construction workers, or plumbers, but does apply to vehicles belonging to caregivers or domestic help that routinely provide services to the resident.

3. Enforcement. The enforcement of these parking restrictions shall be done both in accordance with Chapter 684 of the Texas Transportation Code relating to the towing of vehicles, and in accordance with provisions relating to the issuance of fines and the granting of variances from the parking restrictions to be contained in separately filed covenants and restrictions.

d. Screening Walls

Where residential lots are platted adjacent to major roadways a minimum six feet (6') tall masonry wall shall be built along the back or side lot line adjacent to major thoroughfares as shown on Exhibit G, *Fence Exhibit*. At the Developer's opinion six feet (6') tall masonry or enhanced cedar will be installed along the collector roads.

e. Specialty Products

1. 20% of total lot count (not to exceed).
2. Specialty Project shall include:
 - i. Townhome (attached or detached)
 - ii. Patio Home (not centered patio homes)
 - iii. Duplex
 - iv. Cluster
 - v. Quads
 - vi. Alley Loaded Product (with primary access from a road)
 - vii. New product dictated by market trends
3. Minimum lot sizes shall be 3,000 square feet.

E. Parks, Recreation and Trails

As shown on Exhibit H, *Trails, Trails, Landscape and Open Space Exhibit*, an integrated network of open space and recreational amenities shall be provided in accordance with the following regulations:

- a. A maximum of fifty percent (50%) of the required area for neighborhood park land may be provided by private neighborhood park land consisting of the following;
 1. Small "pocket parks", recreation or open space reserves of a minimum one-tenth (1/10) acre, strategically located near the entries of various neighborhood pods, as shown on Exhibit H, *Trails, Landscape and Open Space*. The contributing park / recreation / open space areas will be dispersed throughout the community so that nearly every home is located within one-quarter (1/4) mile from the nearest neighborhood park.
 2. Two large, recreation reserves of a minimum area of five (5) acres each including water recreation, playground, picnic areas and/or other active recreational uses.

- b. A minimum of fifty percent (50%) of the required area for neighborhood park land shall be provided consisting of the following:
 - 1. Unencumbered landscape buffer, open space and trails.
 - 2. Land which is encumbered by detention areas, lake and drainage channel borders, or other similar characteristics shall qualify at a fifty percent (50%) credit for public park but only if it complies with criteria listed below.
 - i. Shall have a minimum frontage of 60 feet on a public street. Portions of open space that do not have any additional man-made improvements provided by the Developer, such as concrete cart path, hiking/running trail, benches or shelters that facilitate an active human recreational role will not be considered contributing to the minimum neighborhood park area requirement.
 - ii. Areas along lake and drainage channel borders shall have a minimum width of twenty feet (20'). Borders along lakes and drainage channels adjacent to roadways shall be measured from the back of curb to top of bank; and
 - iii. Side slopes for area used in credit not to exceed a four to one (4:1) ratio.
 - iv. A minimum of two (2) view corridors per lake with an unobstructed view from the adjacent streets with a minimum combined width of 60 feet, per lake, shall be provided to each permanent lake. The minimum width of a single view corridor is 20 feet. Views to the permanent lakes from the view corridors shall not be obstructed by fences, structures, screening or landscaping that would prevent seeing the lake area.
 - v. View corridors shall be separated by a minimum of one thousand (1,000) feet as measured along the lake water edge. Unless the lake is less than one thousand (1,000) feet in length in which case the view corridors shall be separated by at least $\frac{4}{5}$ the total length of the lake.
- c. Minimum 5-foot-wide sidewalks shall be provided along both sides of local residential streets. All sidewalks shall be constructed in accordance with the County details and shall meet the State of Texas American with Disabilities Act accessibility guidelines.
- d. Minimum 5-foot-wide sidewalks shall be provided along both sides of major thoroughfares and internal collectors within and adjacent to the property. The sidewalks may meander out of the ROW and into an adjacent landscape reserve if so provided. The HOA or MUD, and not the County, shall be responsible for the maintenance of ancillary signage and landscape features. Where a walking trail is provided along a major thoroughfare or internal collector and adjacent to a pipeline or detention/amenity pond, a sidewalk in the ROW shall not be required. However, the walking trail and sidewalk should be connected to provide a continuous connection.

- e. The Developer, HOA, or MUD shall be eligible to install landscaping features within the ROW. All such features must adhere to applicable County design and safety standards. Landscaping features may include, but are not limited to, softscape elements (e.g., trees, shrubs, and ground cover), hardscape elements (e.g., decorative pavers and retaining walls), irrigation systems, and entry monumentation. The HOA or MUD, and not the County, shall bear full responsibility for the maintenance, repair, and replacement of these landscaping features to ensure their continued functionality and aesthetic appeal.

F. Street Plan and Cross Sections

All new construction will be concrete curb and gutter with the ultimate storm sewer. Dead-end streets that terminate at properties with potential for future development may remain as dead-end streets, with extensions required up to the property line. Dead-end streets that will remain as dead-ends shall end in a temporary cul-de-sac with a minimum ROW radius of 60 feet (minimum base 50-foot radius) with dead-end street signs clearly posted. All other County requirements for dead-end street design shall remain applicable.

1. Street cross sections listed below.
 - Figure 1: *Street cross section, Local Street – 60-foot Right-of-Way*
 - Figure 2: *Street cross section, Collector Street – Four Lanes*
 - Figure 3: *Street cross section, Collector Street – Two Lanes*
2. Street improvements: Streets shall be built in phases as the Project develops in accordance with the County's Engineering Design Criteria, Development Agreement, and as shown on Exhibit E, *Roadway Improvement Plan*.
3. Upon approval of this PD, the County will amend its major thoroughfare plan to reflect the revised alignments of Prairie Parkway (SH 36A) in accordance with Exhibit F, *Major Thoroughfare Plan* of this PD.

G. Building Regulations

Single-family homes within the Project shall be developed in accordance with the following building regulations:

The Developer and/or the HOA will establish an Architectural Review Committee to create, review and enforce architectural and design standards for the single-family homes within the Project. There may be additional sub-homeowner associations and Property Owner's Associations (POA) may be established for non-residential property owners for the same purpose. These construction guidelines will be developed prior to any single-family home construction and will be filed in the property records separately from this PD.

H. Other Provisions

After 25% of planned residential units are occupied (not platted lots) within the Development, it is understood and agreed that the Developer and/or HOA shall contract with the Waller County Sheriff's Department to provide supplemental police protection services to Developer's Property. The interlocal agreement for such services shall be identical to the form of agreement entered into with other municipal utility districts in Waller County, Texas.

I. Applicability

This PD shall apply to any development within this Project and has no expiration. It shall be upheld for any and all existing and future developers or builders, except and unless a new amended agreement is written and approved by all owners and applicable agencies.