



Prosper is a place where everyone matters.

AGENDA
Meeting of the Prosper Town Council
Prosper High School Cafeteria
301 Eagle Drive, Prosper, Texas
Tuesday, May 13, 2014
5:00 p.m.

1. Call to Order/Roll Call.

2. **EXECUTIVE SESSION:**

Recess into Closed Session in compliance with Section 551.001 et seq. Texas Government Code, as authorized by the Texas Open Meetings Act, to deliberate regarding:

2a. *Section 551.087 - To discuss and consider economic development incentives.*

2b. *Section 551.072 - To discuss and consider purchase, exchange, lease or value of real property for municipal purposes and all matters incident and related thereto.*

2c. *Section 551.074. - To discuss appointments to the Planning & Zoning Commission, Parks & Recreation Board, Prosper Economic Development Corporation Board, Board of Adjustment, Construction Board of Appeals, and Library Board.*

3. Reconvene in Regular Session and take any action necessary as a result of the Closed Session.

REGULAR MEETING – 6:00 P.M.

1. Invocation, Pledge of Allegiance and Pledge to the Texas Flag.

2. Announcements of upcoming events.

3. Proclamations.

- Presentation of a Proclamation to members of the Prosper Police Department declaring May 11-17, 2014, as *Police Week*, and declaring May 15, 2014, as *Peace Officers Memorial Day*.
- Presentation of a Proclamation to members of Denton ABATE declaring May 2014 as *Motorcycle Safety Awareness Month*.

4. CONSENT AGENDA:

(Items placed on the Consent Agenda are considered routine in nature and non-controversial. The Consent Agenda can be acted upon in one motion. Items may be removed from the Consent Agenda by the request of Council Members or staff.)

4a. Consider and act upon minutes from the following Town Council meetings. **(RB)**

- Special Called Meeting – April 22, 2014
- Regular Meeting – April 22, 2014
- Work Session – April 30, 2014

4b. Consider and act upon a resolution of the Town Council of the Town of Prosper, Texas, denying the rate increase requested by Atmos Energy Corp., Mid-Tex Division, under the Company's 2014 annual rate review mechanism (RRM) filing in all cities exercising original jurisdiction. **(KA)**

4c. Consider and act upon a resolution authorizing the Town Manager to execute an application to the Collin County Parks & Open Space Project Funding Assistance Program for Cockrell Park Land Acquisition. **(PN)**

4d. Consider and act upon authorizing the Town Manager to execute an agreement between Teague Nall and Perkins, Inc., and the Town of Prosper, Texas, related to the design of SH 289 Median Lighting. **(MR)**

4e. Consider and act upon authorizing the Town Manager to execute the Amended and Restated Potable Water Supply Contract between North Texas Municipal Water District and the Town of Prosper, Texas. **(FJ)**

5. CITIZEN COMMENTS:

(The public is invited to address the Council on any topic. However, the Council is unable to discuss or take action on any topic not listed on this agenda. Please complete a "Public Meeting Appearance Card" and present it to the Town Secretary prior to the meeting.)

Other Comments by the Public -

REGULAR AGENDA:

(If you wish to address the Council during the regular agenda portion of the meeting, please fill out a "Public Meeting Appearance Card" and present it to the Town Secretary prior to the meeting. Citizens wishing to address the Council for items listed as public hearings will be recognized by the Mayor. Those wishing to speak on a non-public hearing related item will be recognized on a case-by-case basis, at the discretion of the Mayor and Town Council.)

PUBLIC HEARINGS:

6. Conduct a Public Hearing, and consider and act upon a request to rezone 878.9± acres, located on the southeast and southwest corners of Prosper Trail and Dallas Parkway, from Planned Development-3 (PD-3), Planned Development-14 (PD-14), Planned

Development-23 (PD-23), Planned Development-34 (PD-34), Single Family-10 (SF-10), Single Family-12.5 (SF-12.5), Office (O), and Commercial Corridor (CC) to Planned Development-Single Family/Office/Retail (PD-SF/O/R). (Z13-0018). **(CC)**

7. Conduct a Public Hearing, and consider and act upon a request to rezone 621.1± acres, located on the northeast and northwest corners of U.S. 380 and Preston Road, from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial (PD-SF-10/TH/MF/O/R/C). (Z09-0013). **(CC)**

DEPARTMENT ITEMS:

8. Consider and act upon a resolution requesting the Texas Department of Transportation restrict commercial vehicle traffic along eastbound Frontier Parkway (FM 1461) between Preston Road (SH 289) and Custer Road (FM 2478). **(DK)**

9. **EXECUTIVE SESSION:**

Recess into Closed Session in compliance with Section 551.001 et seq. Texas Government Code, as authorized by the Texas Open Meetings Act, to deliberate regarding:

9a. Section 551.087 - To discuss and consider economic development incentives.

9b. Section 551.072 - To discuss and consider purchase, exchange, lease or value of real property for municipal purposes and all matters incident and related thereto.

9c. Section 551.074. - To discuss appointments to the Planning & Zoning Commission, Parks & Recreation Board, Prosper Economic Development Corporation Board, Board of Adjustment, Construction Board of Appeals, and Library Board.

10. Reconvene in Regular Session and take any action necessary as a result of the Closed Session.
11. Possibly direct Town staff to schedule topic(s) for discussion at a future meeting.
 - Downtown Enhancements Project
 - Set date to canvass May 10, 2014, General Election
 - Proactive traffic enforcement on US 380
 - Amendment to the Future Land Use Plan
12. Adjourn.

CERTIFICATION

I, the undersigned authority, do hereby certify that this Notice of Meeting was posted at the Town Hall of Prosper, Texas, 121 W. Broadway Street, Prosper, Texas, a place convenient and readily accessible to the general public at all times, and said Notice was posted on the following date and time:

On May 9, at 5:00 p.m., and remained so posted at least 72 hours before said meeting was convened.

Robyn Battle, Town Secretary

Date Noticed Removed

If during the course of the meeting covered by this Notice, the Town Council should determine that a closed or executive meeting or session of the Town Council or a consultation with the attorney/special counsel for the Town should be held or is required, then such closed or executive meeting or session or consultation with the attorney/special counsel as authorized by the Texas Open Meetings Act, Texas Government Code, §551.001, *et seq.*, will be held by the Town Council at the date, hour and place given in this Notice or as soon after the commencement of the meeting covered by this Notice as the Town Council may conveniently meet in such closed or executive meeting or session or consult with the attorney/special counsel for the Town concerning any and all subjects and for any and all purposes permitted by the Act, including, but not limited to, the following sections and purposes:

Texas Government Code:

§551.071 - Consultation with the attorney/special counsel for the Town.

§551.072 - Discussion regarding the purchase, exchange, lease or value of real property.

§551.074 - Discussion regarding personnel matters.

NOTICE

Pursuant to Town of Prosper Ordinance No. 13-63, all speakers other than Town of Prosper staff are limited to three (3) minutes per person, per item, which may be extended for an additional two (2) minutes with approval of a majority vote of the Town Council.

<p>NOTICE OF ASSISTANCE AT PUBLIC MEETINGS: The Prosper Town Council meetings are wheelchair accessible. Persons with disabilities who plan to attend this meeting and who may need auxiliary aids or services such as interpreters for persons who are deaf or hearing impaired, readers, or large print, are requested to contact the Town Secretary's Office at (972) 569-1011. BRAILLE IS NOT AVAILABLE.</p>



Prosper is a place where everyone matters.

MINUTES
Special Called Meeting of the
Prosper Town Council
Prosper Municipal Chambers
108 W. Broadway, Prosper, Texas
Tuesday, April 22, 2014

1. Call to Order/Roll Call.

The meeting was called to order at 4:30 p.m.

Council Members Present:

Mayor Ray Smith
Mayor Pro-Tem Meigs Miller
Deputy Mayor Pro-Tem Kenneth Dugger
Councilmember Michael Korbuly (arrived at 5:14 p.m.)
Councilmember Curry Vogelsang, Jr.
Councilmember Danny Wilson

Council Members Absent:

Councilmember Jason Dixon

Staff Members Present:

Harlan Jefferson, Town Manager
Robyn Battle, Town Secretary
Terrence Welch, Town Attorney
Pete Smith, Attorney
Hulon T. Webb, Jr., Executive Director of Development and Community Services
Chris Copple, Development Services Director
Kent Austin, Finance Director

2. EXECUTIVE SESSION:

Recess into Closed Session in compliance with Section 551.001 et seq. Texas Government Code, as authorized by the Texas Open Meetings Act, to deliberate regarding:

2a. Section 551.087 - To discuss and consider economic development incentives.

2b. Section 551.072 - To discuss and consider purchase, exchange, lease or value of real property for municipal purposes and all matters incident and related thereto.

The Town Council recessed into Executive Session at 4:38 p.m.

3. Reconvene in Regular Session and take any action necessary as a result of the Closed Session.

The meeting was reconvened at 6:05 p.m.

No action was taken as a result of the Executive Session.

4. Adjourn.

The meeting was adjourned at 6:05 p.m. on Tuesday, April 22, 2014.

These minutes approved on the 13th day of May, 2014.

APPROVED:

Ray Smith, Mayor

ATTEST:

Robyn Battle, Town Secretary



Prosper is a place where everyone matters.

MINUTES

Regular Meeting of the Prosper Town Council

Prosper Municipal Chambers
108 W. Broadway, Prosper, Texas
Tuesday, April 22, 2014

1. **Call to Order/Roll Call.**

The meeting was called to order at 6:06 p.m.

Council Members Present:

Mayor Ray Smith
Mayor Pro-Tem Meigs Miller
Deputy Mayor Pro-Tem Kenneth Dugger
Councilmember Michael Korbuly
Councilmember Curry Vogelsang, Jr.
Councilmember Danny Wilson

Council Members Absent:

Councilmember Jason Dixon

Staff Members Present:

Harlan Jefferson, Town Manager
Robyn Battle, Town Secretary
Terrence Welch, Town Attorney
Hulon T. Webb, Jr., Executive Director of Development and Community Services
Chris Cople, Development Services Director
Kent Austin, Finance Director
Doug Kowalski, Interim Police Chief

2. **Invocation, Pledge of Allegiance and Pledge to the Texas Flag.**

Pastor David Hancock led the invocation. The pledge of allegiance and the pledge to the Texas flag were recited.

3. **Announcements of upcoming events.**

Councilmember Korbuly made the following announcements:

Please join us on Saturday, April 26th, as we celebrate the 100th birthday of our Town's incorporation. Prosper's Centennial Celebration will kick off with an Opening Ceremony at 12:30 p.m., followed by entertainment, food and fun activities for the whole family until 4:00 p.m. For more information, please contact Town Secretary Robyn Battle.

The Prosper Police Department will host a Community Safety Initiative on May 10 at Frontier Park, from 10:00 a.m. to 1:00 p.m. Residents will have the chance to meet police officers in person, learn about crime prevention efforts in our community, and

enjoy free food, games, music and other activities. Please contact Officer Juan Flores for more information.

The Prosper Parks and Recreation Department is seeking input from residents as part of the Parks, Recreation and Open Space Master Plan update. A public visioning and discussion meeting will be held on Monday, May 12, from 7 to 8:30 p.m. at the Prosper High School cafeteria. Residents are encouraged to share their thoughts, ideas and vision for the Town's parks programs and facilities. Please contact Will Mitchell, Parks and Recreation Manager, for more information.

TxDOT and Mario Sinacola will close the eastern half of the Frontier Parkway and Preston Road intersection this weekend. Weather permitting, 5:30 p.m. on Friday, April 25, crews will close the east side of Frontier to allow for the set up and pouring of concrete on Saturday. The intersection is scheduled to reopen before 7:00 a.m. Monday morning. During this closure of Frontier Parkway, motorists are asked to utilize Prosper Trail or CR 83 through Celina to access Preston Road.

Councilmember Wilson announced that Kite Day will be held at Frontier Park on Saturday, May 17, from 10:00 a.m. to 2:00 p.m.

4. CONSENT AGENDA:

(Items placed on the Consent Agenda are considered routine in nature and non-controversial. The Consent Agenda can be acted upon in one motion. Items may be removed from the Consent Agenda by the request of Council Members or staff.)

- 4a. Consider and act upon minutes from the following Town Council meeting. (RB)**
 - Regular Meeting – April 8, 2014**
- 4b. Receive the March 2014 Financial Report.**
- 4c. Consider and act upon whether to direct staff to submit a written notice of appeal on behalf of the Town Council to the Development Services Department, pursuant to Chapter 4, Section 1.5(C)(7) and 1.6(B)(7) of the Town's Zoning Ordinance, regarding action taken by the Planning & Zoning Commission on any site plan or preliminary site plan. (CC)**
- 4d. Consider and act upon authorizing the Mayor to execute a Partial Termination of the Preannexation Agreement between the Town of Prosper and TVG Texas I, LLC. (CC)**
- 4e. Consider and act upon an Ordinance rezoning 29.5± acres, located on the southeast corner of Coit Road and Frontier Parkway, from Agricultural (A) to 17.9± acres of Single Family-17.5 (SF-17.5) and 11.6± acres of Retail (R). (Z14-0004). (CC)**

- 4f. **Consider and act upon an Ordinance granting a Specific Use Permit (SUP) for a Child Day Care Center, on 2.3± acres, located on the east side of Coit Road, 800± feet north of First Street. The property is zoned Retail (R). (S14-0001). (CC)**

Deputy Mayor Pro-Tem Dugger asked that items 4c and 4d be removed from the Consent Agenda.

Mayor Pro-Tem Miller made a motion and Councilmember Korbuly seconded the motion to approve all remaining items on the Consent Agenda. The motion was approved by a vote of 6-0.

Chris Copple, Director of Development Services, responded to questions from the Town Council on items 4c and 4d.

Deputy Mayor Pro-Tem Dugger made a motion and Councilmember Wilson seconded the motion to approve items 4c and 4d. The motion was approved by a vote of 6-0.

5. **CITIZEN COMMENTS:**

(The public is invited to address the Council on any topic. However, the Council is unable to discuss or take action on any topic not listed on this agenda. Please complete a "Public Meeting Appearance Card" and present it to the Town Secretary prior to the meeting.)

Comments by the Public:

Irwin "Cap" Parry, 850 Kingsview Drive, read portions of the Town of Prosper's Comprehensive Plan, and indicated that he believes the recent Planned Developments considered by the Town Council do not follow the Comprehensive Plan.

REGULAR AGENDA:

(If you wish to address the Council during the regular agenda portion of the meeting, please fill out a "Public Meeting Appearance Card" and present it to the Town Secretary prior to the meeting. Citizens wishing to address the Council for items listed as public hearings will be recognized by the Mayor. Those wishing to speak on a non-public hearing related item will be recognized on a case-by-case basis, at the discretion of the Mayor and Town Council.)

PUBLIC HEARINGS:

6. **Conduct a Public Hearing, and consider and act upon a request to rezone 878.9± acres, located on the southeast and southwest corners of Prosper Trail and Dallas Parkway, from Planned Development-3 (PD-3), Planned Development-14 (PD-14), Planned Development-23 (PD-23), Planned Development-34 (PD-34), Single Family-10 (SF-10), Single Family-12.5 (SF-12.5), Office (O), and Commercial Corridor (CC) to Planned Development-Single Family/Office/Retail (PD-SF/O/R). (Z13-0018). (CC)**
7. **Conduct a Public Hearing, and consider and act upon a request to rezone 621.1± acres, located on the northeast and northwest corners of U.S. 380 and Preston**

Road, from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development - Single Family-10/Townhome/Multifamily/Office/Retail/Commercial (PD-SF-10/TH/MF/O/ R/C). (Z09-0013). (CC)

Mayor Smith announced that the applicant for Items 6 and 7 has requested a work session on April 30, 2014, which will be open to the public. Items 6 and 7 will be tabled until after the work session.

Mayor Smith recognized the following individual who requested to speak:

Ron Underwood, 8A Rhea Mills Circle, Prosper, requested to speak on Item 7. He encouraged the Town Council to support the construction of a Veterans Memorial as part of the proposed request.

Deputy Mayor Pro-Tem Dugger made a motion and Councilmember Korbuly seconded the motion to table Items 6 and 7 to the May 13, 2014, Town Council meeting. The motion was approved by a vote of 6-0.

Mayor Smith announced that the May 13, 2014, Town Council meeting will be held at the Prosper High School cafeteria.

DEPARTMENT ITEMS:

8. **Consider and act upon an ordinance approving a Water Resource and Emergency Management Plan and Water Conservation Plan; establishing criteria for the initiation and termination of drought response states; establishing restrictions on certain water uses; establishing administrative fees for violation and provisions for enforcement of these restrictions; establishing procedures for granting variances; repealing Ordinance Nos. 96-23, 00-20, 01-11, 02-30, 06-01 and 11-57; providing for repealing, savings and severability clauses; providing for an effective date of this Ordinance; and providing for the publication of the caption hereof. (FJ)**

Hulon Webb, Executive Director of Development and Community Services, requested that this item be tabled so that staff can revise the proposed regulations for enforcement and notification, and get clarification from the North Texas Municipal Water District (NTMWD) on the proposed changes to the various stages of the water conservation plan. The Town Council requested that the updated plan address when and how repairs may be made to existing systems.

Deputy Mayor Pro-Tem Dugger made a motion and Councilmember Wilson seconded the motion to table Item 8. The motion was approved by a vote of 6-0.

9. **EXECUTIVE SESSION:**

Recess into Closed Session in compliance with Section 551.001 et seq. Texas Government Code, as authorized by the Texas Open Meetings Act, to deliberate regarding:

- 9a. *Section 551.087 - To discuss and consider economic development incentives.*
- 9b. *Section 551.072 - To discuss and consider purchase, exchange, lease or value of real property for municipal purposes and all matters incident and related thereto.*

The Executive Session was not held.

10. **Reconvene in Regular Session and take any action necessary as a result of the Closed Session.**
11. **Possibly direct Town staff to schedule topic(s) for discussion at a future meeting.**
12. **Adjourn.**

The meeting was adjourned at 6:26 p.m., on Tuesday, April 22, 2014.

These minutes approved on the 13th day of May, 2014.

APPROVED:

Ray Smith, Mayor

ATTEST:

Robyn Battle, Town Secretary



Prosper is a place where everyone matters.

MINUTES
Prosper Town Council
Work Session
Prosper High School Cafeteria
301 Eagle Drive, Prosper, Texas
Wednesday, April 30, 2014

1. Call to Order/Roll Call.

The meeting was called to order at 6:10 p.m.

Council Members Present:

Mayor Ray Smith
Mayor Pro-Tem Meigs Miller
Deputy Mayor Pro-Tem Kenneth Dugger
Councilmember Michael Korbuly
Councilmember Curry Vogelsang, Jr.
Councilmember Danny Wilson
Councilmember Jason Dixon

Staff Members Present:

Harlan Jefferson, Town Manager
Robyn Battle, Town Secretary
Terrence Welch, Town Attorney
Hulon T. Webb, Jr., Executive Director of Development and Community Services
Chris Copple, Development Services Director

2. Receive a presentation from Blue Star Land and discuss the Gates of Prosper and Villages of Star Trail zoning applications.

Scott Shipp, a representative of Blue Star Land, reviewed the current Planned Development (PD) for the Villages of Star Trail project, and the revisions that have been made as a result of recommendations by Town staff, the Parks and Recreation Board, and the Planning and Zoning Commission. The proposed PD will consolidate four existing PDs: PD-14, PD-23, PD-34 and PD-3. The new proposal does not provide for any multifamily residential development. Mr. Shipp compared the four proposed residential lot sizes with those in the current PDs, and presented conceptual renderings of the homes to be constructed within the development. Responding to a question from the Town Council, Mr. Shipp specified that the two larger lot sizes could accommodate swing-entry garages. Some features of the proposed PD that exceed the Town's minimum development standards include entry features and signs, hike and bike trails, and architectural, fencing, driveway, and garage door standards. While Blue Star does not set the price point for homes sales, they anticipate that the starting price for single family homes in this development will be approximately \$250,000.

Mr. Shipp continued the presentation by reviewing the Gates of Prosper Planned Development project, which will consolidate PD-3 and PD-13 into one Planned Development. Mr. Shipp explained the existing zoning, and reviewed portions of the Town of Prosper's Comprehensive Plan as it relates to the project. The proposed site

plan includes regional retail, a lifestyle center that includes multifamily residential, a downtown center that includes office and mixed use, and a residential neighborhood. Some features of the proposed PD include landscaping along US 380, detention ponds to be treated as amenities, restrictions on the number of drive-through restaurants, gas stations, and multifamily units, height requirements for buildings east of Preston, and a stipulation that no multifamily units will be constructed until 300,000 square feet of retail space has been leased. The Town Council, Mr. Shipp and Town staff discussed the future expansion of Lovers Lane, setback requirements, median improvements, and whether truck routes could be established to limit traffic. Mr. Shipp presented conceptual photographs of the proposed retail development and urban-style multifamily development. A representative from Toll Brothers answered questions from the Town Council about their products. Town staff explained that after the work session, Blue Star will edit their PD submittal based on recommendations from the Planning & Zoning Commission, Town staff, and the Town Council, and the Town Council will consider the zoning request at the May 13, 2014, Town Council meeting. Regarding quality and standards, Mr. Shipp and Town staff responded that the standards in the proposed PD are at least as good, if not better, than those in the surrounding communities, and the comments made by Town staff on the proposal have all been addressed by Blue Star. Any significant change to the PD would require additional approval by the Planning & Zoning Commission and the Town Council. The project currently does not include the use of alleyways.

With no further discussion, Mr. Shipp concluded his presentation.

3. EXECUTIVE SESSION:

Recess into Closed Session in compliance with Section 551.001 et seq. Texas Government Code, as authorized by the Texas Open Meetings Act, to deliberate regarding:

- 3a. *Section 551.087 - To discuss and consider economic development incentives.***
- 3b. *Section 551.072 - To discuss and consider purchase, exchange, lease or value of real property for municipal purposes and all matters incident and related thereto.***
- 3c. *Section 551.074. - To discuss appointments to the Planning & Zoning Commission, Parks & Recreation Board, Prosper Economic Development Corporation Board, Board of Adjustment, Construction Board of Appeals, and Library Board.***

The Town Council recessed into Executive Session at 7:34 p.m.

4. Reconvene and take any action necessary as a result of the Closed Session.

The Work Session reconvened at 9:34 p.m.

No action was taken as a result of the Closed Session.

5. Adjourn.

The meeting was adjourned at 9:34 p.m. on Wednesday, April 30, 2014.

These minutes approved on the 13th day of May, 2014.

APPROVED:

Ray Smith, Mayor

ATTEST:

Robyn Battle, Town Secretary

DRAFT



FINANCE

To: Mayor and Town Council

From: Kent R. Austin, Finance Director

Through: Harlan Jefferson, Town Manager

Re: Town Council Meeting – May 13, 2014

Agenda Item:

Consider and act upon a resolution of the Town Council of the Town of Prosper, Texas, denying the rate increase requested by Atmos Energy Corp., Mid-Tex Division, under the Company's 2014 annual rate review mechanism (RRM) filing in all cities exercising original jurisdiction.

Description of Agenda Item:

Under state law, Texas cities have original jurisdiction over natural gas rates. The Town of Prosper and approximately 164 other cities comprise the Atmos Cities Steering Committee, or ACSC, a group that collectively reviews and responds to rate requests from Atmos Energy.

On October 22, 2013, the Town Council approved a settlement agreement between Atmos and the ACSC regarding the 2013 RRM increase. The impact on the average residential gas bill from that action was estimated at \$0.74, or 1.75%.

Atmos filed its 2014 RRM rate increase request of \$45.7 million on February 28, 2014. The increase would raise a typical consumer's monthly gas bill by 9.41%. ACSC consultants reviewed the rate increase request and concluded \$19 million was justified. Settlement discussions between the Company and ACSC were unsuccessful; accordingly, the ACSC Executive Committee recommended that member cities approve a denial resolution and allow the case to be resolved by the Texas Railroad Commission (RRC).

A more detailed explanation is contained in the attached background report provided by ACSC's legal counsel Lloyd Gosselink Rochelle & Townsend, P.C.

Budget Impact:

There is no budget impact at this time.

Legal Obligations and Review:

Terrence Welch of Brown & Hofmeister, L.L.P., has reviewed the resolution as to form and legality.

Attached Documents:

1. Background report
2. Resolution

Town Staff Recommendation:

Town staff recommends that the Town Council approve the resolution denying the rate increase requested by Atmos Energy Corp., Mid-Tex Division, under the Company's 2014 annual rate review mechanism (RRM) filing in all cities exercising original jurisdiction.

Recommended Motion:

I move to approve the resolution denying the rate increase requested by Atmos Energy Corp., Mid-Tex Division, under the Company's 2014 annual rate review mechanism (RRM) filing in all cities exercising original jurisdiction.

ATMOS ENERGY 2014 RRM RATE INCREASE REQUEST

BACKGROUND REPORT

The Town, along with approximately 164 other cities served by Atmos Energy Mid-Tex Division (“Atmos Mid-Tex” or “Company”), is a member of the Atmos Cities Steering Committee (“ACSC”). On or about February 28, 2014, Atmos Mid-Tex filed with the Town an application to increase natural gas rates pursuant to the Rate Review Mechanism (“RRM”) tariff renewed by the Town in 2013 as a continuation and refinement of the previous RRM rate review process. This is the second annual RRM filing under the renewed RRM tariff.

The Atmos Mid-Tex RRM filing sought a \$45.7 million rate increase system-wide based on an alleged test-year cost of service revenue deficiency of \$49 million. Of the total amount requested, almost \$37 million is attributable to the affected cities. The Town worked with ACSC to analyze the schedules and evidence offered by Atmos Mid-Tex to support its request to increase rates. Although a good faith attempt was made by ACSC to reach a compromise with Atmos Mid-Tex, an agreement was not reached. In the absence of an agreement, the ACSC Executive Committee and ACSC’s legal counsel have recommended that ACSC members adopt the attached Resolution denying the rate increase request.

The RRM tariff was adopted by the Town as an alternative to the Gas Reliability Infrastructure Program (“GRIP”), the statutory provision that allows Atmos to bypass the Town’s rate regulatory authority to increase its rates annually to recover capital investments. In past years, cities have been able to reach a compromise with Atmos to reduce the rate impact from the requested RRM increases, and these compromises have also been lower than the rates that Atmos would have been entitled to under the GRIP filing. In this case, the Company would have been entitled to an increase from GRIP of no more than \$31.5 million. The magnitude of the requested increase under the 2014 RRM filing, and the wide differences between it and the ACSC consultants’ recommendations made a compromise much more difficult and ultimately impossible. The Company demanded more than it would be entitled to if it had filed a GRIP case. For this reason, the ACSC Executive Committee and ACSC legal counsel recommend that all ACSC Cities adopt the Resolution denying the requested rate change.

RRM Background:

The RRM tariff was originally approved by ACSC Cities as part of the settlement agreement to resolve the Atmos Mid-Tex 2007 system-wide rate filing at the Railroad Commission. In early 2013, the Town adopted a renewed RRM tariff for an additional five years. This is the second RRM filing under the renewed tariff. This filing was made by agreement less than one year after the first filing in order for the RRM rate-setting process to hereafter use a calendar year as the test period.

The RRM tariff and the process implementing that tariff were created collaboratively by ACSC and Atmos Mid-Tex as an alternative to the legislatively-authorized GRIP surcharge process. ACSC has opposed GRIP because it constitutes piecemeal ratemaking, does not allow any review of the reasonableness of Atmos’ expenditures, and does not allow participation by

cities or recovery of cities' rate case expenses. In contrast, the RRM process has allowed for a more comprehensive rate review and annual adjustment as a substitute for GRIP filings. ACSC's consultants have calculated that had Atmos filed under the GRIP provisions, it would have received additional revenues from ratepayers of approximately \$31.5 million.

Purpose of the Resolution:

Rates cannot change without the adoption of rate ordinances by cities. No related matter is pending at the Railroad Commission. The purpose of the Resolution is to deny the rate increase requested by Atmos. Under the RRM tariff, Atmos may appeal the rate decision of the cities to the Railroad Commission; such appeal must be filed within thirty (30) days of the Town action.

The RRM tariff also allows Atmos to implement its requested rates effective June 1 while any appeal at the Commission is pending, subject to refunds based upon the outcome of the appeal. This would represent a monthly increase of approximately \$2.02 for the average residential customer, subject to any refund if the Commission reduces the rates implemented by Atmos. The actual impact will be slightly less than \$2.02 for most residential customers because the Company has indicated it will not appeal and thus concedes several of the issues raised by Cities. The Resolution also authorizes the Town to participate as a party to the appeal in conjunction with the ACSC, and requires the Company to reimburse the Town for its rate case expenses associated with the Town's review of the RRM filing, and with the appeal of the Town's denial of the rate increase.

Rate Impact of Appeal by Atmos Effective June 1:

The RRM tariff constrains the annual increase in the residential customer charge to no more than \$0.50. The current \$17.70 customer charge will be increased to \$18.22 per month with the addition of an energy conservation program surcharge of \$0.02. The current \$17.70 customer charge for unincorporated area customers will become \$20.32 per month because all of the increase associated with a GRIP filing, which is applicable to all customers not covered by a RRM tariff, is placed on the customer charge. However, the commodity charge for unincorporated residential service will be less than one-half of the commodity charge for residents of incorporated areas—\$0.04172 per Ccf vs. \$0.08998 per Ccf.

A comparison of rates and rate impact of what Atmos initially proposed in its RRM filing is reflected in the following chart:

Customer Class	Current Bill	New Bill	Difference	New Customer Charge	New Commodity Charge	Base Rate Increase
Residential	48.09	50.11	2.02	\$ 18.22	\$0.08998 Ccf	9.41%
Commercial	254.85	260.91	6.06	\$ 38.85	\$0.07678 Ccf	9.59%
Industrial	4,680.30	4,837.10	156.80	\$675.00	declining block	9.70%
Transportation	2,836.84	2,993.64	156.80	\$675.00	declining block	9.70%

However, Atmos has indicated that it will not appeal all issues raised by Cities and thus the impact should be slightly less than what is reflected in the above chart. A precise impact statement cannot be presented until after the Company's appeal is filed.

Reasons Justifying Approval of the Resolution:

Consultants working on behalf of ACSC Cities have investigated the Company's requested rate increase. While the evidence does not support the \$45.7 million increase requested by the Company, ACSC's consultants agree that the Company can justify an increase in revenues of a much lesser amount—namely, an increase of only \$19 million. The Executive Committee authorized a settlement value considerably above the consultants' recommendation but it was insufficient to meet the Company's expectation. The Company and ACSC Cities were too far apart in their positions to reach a compromise, and rather than granting a partial increase that the Company will not accept, the option remaining is to deny the rate increase request in its entirety, and participate in the Company's appeal of this decision at the Railroad Commission.

Explanation of "Be It Resolved" Paragraphs:

1. This paragraph approves all findings in the Resolution.
2. This section denies the requested rate increase, finds the proposed rates to be unreasonable and not in the public interest, and finds the existing rates to be just and reasonable.
3. This section requires the Company to reimburse ACSC Cities for reasonable ratemaking costs associated with reviewing and processing the RRM application.
4. This section authorizes participation by the Town in conjunction with ACSC in any appeal filed by the Company at the Railroad Commission, and authorizes ACSC and its counsel to act on behalf of the Town. This section also requires the Company to reimburse ACSC Cities for reasonable ratemaking costs associated with any appeal filed by the Company to the Town's resolution.
5. This section finds that the meeting was conducted in compliance with the Texas Open Meetings Act, Texas Government Code, Chapter 551.
6. This section is a savings clause, which provides that if any section(s) is later found to be unconstitutional or invalid, that finding shall not affect, impair, or invalidate the remaining provisions of this Resolution. This section further directs that the remaining provisions of the Resolution are to be interpreted as if the offending section or clause never existed.
7. This paragraph directs that a copy of the signed Resolution be sent to a representative of the Company and legal counsel for ACSC.

TOWN OF PROSPER, TEXAS

RESOLUTION NO. 14-

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS, DENYING THE RATE INCREASE REQUESTED BY ATMOS ENERGY CORP., MID-TEX DIVISION UNDER THE COMPANY'S 2014 ANNUAL RATE REVIEW MECHANISM FILING IN ALL CITIES EXERCISING ORIGINAL JURISDICTION; REQUIRING THE COMPANY TO REIMBURSE CITIES' REASONABLE RATEMAKING EXPENSES PERTAINING TO REVIEW OF THE RRM; AUTHORIZING THE TOWN'S PARTICIPATION WITH ATMOS CITIES STEERING COMMITTEE IN ANY APPEAL FILED AT THE RAILROAD COMMISSION OF TEXAS BY THE COMPANY; REQUIRING THE COMPANY TO REIMBURSE CITIES' REASONABLE RATEMAKING EXPENSES IN ANY SUCH APPEAL TO THE RAILROAD COMMISSION; DETERMINING THAT THIS RESOLUTION WAS PASSED IN ACCORDANCE WITH THE REQUIREMENTS OF THE TEXAS OPEN MEETINGS ACT; ADOPTING A SAVINGS CLAUSE; AND REQUIRING DELIVERY OF THIS RESOLUTION TO THE COMPANY AND THE STEERING COMMITTEE'S LEGAL COUNSEL.

WHEREAS, the Town of Prosper, Texas ("Town") is a gas utility customer of Atmos Energy Corp., Mid-Tex Division ("Atmos Mid-Tex" or "Company"), and a regulatory authority with an interest in the rates and charges of Atmos Mid-Tex; and

WHEREAS, the Town is a member of the Atmos Cities Steering Committee ("ACSC"), a coalition of approximately 164 similarly situated cities served by Atmos Mid-Tex that have joined together to facilitate the review of and response to natural gas issues affecting rates charged in the Atmos Mid-Tex service area; and

WHEREAS, pursuant to the terms of the agreement settling the Company's 2007 Statement of Intent to increase rates, ACSC Cities and the Company worked collaboratively to develop a Rate Review Mechanism ("RRM") tariff that allows for an expedited rate review process controlled in a three-year experiment by ACSC Cities as a substitute to the current Gas Reliability Infrastructure Program ("GRIP") process instituted by the Legislature; and

WHEREAS, the Town took action in 2008 to approve a Settlement Agreement with Atmos Mid-Tex resolving the Company's 2007 rate case and authorizing the RRM tariff; and

WHEREAS, in 2013, ACSC and the Company negotiated a renewal of the RRM tariff process for an additional five years; and

WHEREAS, the Town passed an ordinance renewing the RRM tariff process for the Town for an additional five years; and

WHEREAS, the RRM renewal tariff contemplates reimbursement of ACSC Cities' reasonable expenses associated with RRM applications; and

WHEREAS, on or about February 28, 2014, the Company filed with the Town its second annual RRM filing under the renewed RRM tariff, requesting to increase natural gas base rates by \$45.7 million; and

WHEREAS, ACSC coordinated its review of Atmos Mid-Tex's RRM filing through its Executive Committee, assisted by ACSC attorneys and consultants, to investigate issues identified by ACSC in the Company's RRM filing; and

WHEREAS, ACSC attorneys and consultants have concluded that the Company is unable to justify a rate increase of the magnitude requested in the RRM filing; and

WHEREAS, ACSC's consultants determined the Company is only entitled to a \$19 million increase, approximately 42% of the Company's request under the 2014 RRM filing; and

WHEREAS, the Company would only be entitled to approximately \$31 million if it had a GRIP case; and

WHEREAS, the Company's levels of operating and maintenance expense have dramatically risen without sufficient justification; and

WHEREAS, the Company has awarded its executives and upper management increasing and unreasonable levels of incentives and bonuses, expenses which should be borne by shareholders who received a 23% total return on investment in 2013; and

WHEREAS, the Company requested a drastically high level of medical expense that is unreasonable and speculatively based upon estimates; and

WHEREAS, ACSC and the Company were unable to reach a compromise on the amount of additional revenues that the Company should recover under the 2014 RRM filing; and

WHEREAS, the ACSC Executive Committee, as well as ACSC's counsel and consultants, recommend that ACSC Cities deny the requested rate increase; and

WHEREAS, the Company's current rates are determined to be just, reasonable, and in the public interest.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS:

SECTION 1

That the findings set forth in this Resolution are hereby in all things approved.

SECTION 2

That the Town Council finds that Atmos Mid-Tex was unable to justify the appropriateness or the need for the increased revenues requested in the 2014 RRM filing, and that existing rates for natural gas service provided by Atmos Mid-Tex are just and reasonable.

SECTION 3

That Atmos Mid-Tex shall reimburse the reasonable ratemaking expenses of the ACSC Cities in processing the Company's RRM application.

SECTION 4

That in the event the Company files an appeal of this denial of rate increase to the Railroad Commission of Texas, the Town is hereby authorized to intervene in such appeal, and shall participate in such appeal in conjunction with the ACSC membership. Further, in such event Atmos Mid-Tex shall reimburse the reasonable expenses of the ACSC Cities in participating in the appeal of this and other ACSC Town rate actions resulting from the 2014 RRM filing.

SECTION 5

That the meeting at which this Resolution was approved was in all things conducted in strict compliance with the Texas Open Meetings Act, Texas Government Code, Chapter 551.

SECTION 6

That if any one or more sections or clauses of this Resolution is adjudged to be unconstitutional or invalid, such judgment shall not affect, impair, or invalidate the remaining provisions of this Resolution and the remaining provisions of the Resolution shall be interpreted as if the offending section or clause never existed.

SECTION 7

That a copy of this Resolution shall be sent to Atmos Mid-Tex, care of Chris Felan, Manager of Rates and Regulatory Affairs, at Atmos Energy Corporation, 5420 LBJ Freeway, Suite 1862, Dallas, Texas 75240, and to Geoffrey Gay, General Counsel to ACSC, at Lloyd Gosselink Rochelle & Townsend, P.C., P.O. Box 1725, Austin, Texas 78767-1725.

DULY PASSED AND APPROVED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS, THIS 13TH DAY OF MAY, 2014.

Ray Smith, Mayor

ATTEST:

Robyn Battle, Town Secretary

APPROVED AS TO FORM AND LEGALITY:

Terrence S. Welch, Town Attorney



PARKS & RECREATION

To: Mayor and Town Council
From: Paul Naughton, RLA, Landscape Architect
Through: Harlan Jefferson, Town Manager
Re: Town Council Meeting – May 13, 2014

Agenda Item:

Consider and act upon a resolution authorizing the Town Manager to execute an application to the Collin County Parks & Open Space Project Funding Assistance Program for Cockrell Park Land Acquisition.

Description of Agenda Item:

The Collin County Parks & Open Space Project Funding Assistance Program has been in place since 1999, utilizing County bond funds to assist local municipalities in acquisition of land for parks, construction of hike and bike trails, and capital improvements to improve park land. The funding assistance matches the Town's dollars and in-kind donations at a 1:1 ratio. In the past, the Town of Prosper has been awarded assistance for capital improvements at Folsom Park, acquisition of park land for Frontier Park and Creek Crossing Community Park, 1,500 linear feet of hike and bike trail in La Cima and capital improvements at Frontier Park.

The estimated purchase price for the additional land acquisition is \$1,050,000. The Town of Prosper is requesting the maximum matching funding of \$525,000.

Budget Impact:

The requested amount from the Collin County Funding Assistance Program is \$525,000. Park Dedication Funds could be utilized to match the Collin County funds and cover any additional costs beyond the funds approved.

Attached Documents:

1. Collin County Parks & Open Space Project Funding Assistance Program Application
2. Resolution
3. Concept Plan

Town Staff Recommendation:

Town staff recommends the Town Council consider and act upon a resolution authorizing the Town Manager to execute an application to the Collin County Parks & Open Space Project Funding Assistance Program for Cockrell Park Land Acquisition.

Proposed Motion:

I move to approve a resolution authorizing the Town Manger to execute an application to the Collin County Parks & Open Space Project Funding Assistance Program for Cockrell Park Land Acquisition.



Please use Arial Font size 11 and submit a signed original Application and 12 photocopies stapled and pages numbered. Please no cover pages, this should be Page 1.

SECTION 1: APPLICANT AND PROJECT INFORMATION

1. Project Applicant Information	
Applicant – (Legal Name): <input type="text" value="Town of Prosper"/>	Project Contact Name/Title: <input type="text" value="Paul Naughton/ Landscape Architect"/>
Complete Mailing Address: <input type="text" value="Town of Prosper"/> <input type="text" value="PO BOX 307"/> <input type="text" value="Prosper, TX 75078"/>	Telephone Number: <input type="text" value="(972) 346-3502"/>
Fax Number: <input type="text" value="(972) 347-9006"/>	E-mail Address: <input type="text" value="paul_naughton@prospertx.gov"/>
Federal Tax Identification Number: <input type="text" value="75-6000642"/>	Date Resolution Signed: <input type="text"/>
2. Project Title:	
<input type="text" value="Cockrell Park Land Acquisition"/>	
3. Brief Description of Purpose of Project:	
<input type="text" value="To purchase +/-19 acres of Parkland that will be used to provide park facilities for the Town of Prosper."/>	
4. General Project Information:	
a. Please check the one category this application addresses: <input checked="" type="radio"/> Land Acquisition for Parks and Open Space <input type="radio"/> Regional Trail Connector or Trail Project <input type="radio"/> Facilities (Capital) Improvements for Parks and Open Space	
b. Amount of Funding Requested: <input type="text" value="\$ 525,000"/>	c. Total Project Costs: <input type="text" value="\$ 1,050,000"/>
d. Start Date of Project: <input type="text" value="12/14/14"/>	e. End Date of Project: <input type="text" value="12/14/14"/>
5. Authorized Signature (signatory must have contract signing authority):	
Signature:	Title: <input type="text" value="Town Manager"/>
Print Name: <input type="text" value="Harlan Jefferson"/>	Date: <input type="text"/>

SECTION 2: AUTHORIZED REPRESENTATIVE

The Applicant hereby designates the individual named below as the person authorized to act on behalf of the Applicant.

Authorized Project Representative: The following person is authorized to receive direction, manage work performed, sign required reports, and other acts on behalf of the Applicant.

Signature:	<input type="text" value="Landscape Architect"/>
	Title:
<input type="text" value="Paul Naughton"/>	<input type="text" value="(972) 569-1063"/>
Printed Name:	Phone Number:
<input type="text" value="Town of Prosper"/>	<input type="text" value="paul_naughton@prospertx.gov"/>
<input type="text" value="PO Box 307"/>	E-mail Address:
<input type="text" value="Prosper, TX 75078"/>	
Address:	

Has Collin County previously provided funding for this Project?

- Yes No

<i>For Collin County Parks Foundation Advisory Board Use Only</i>	
<i>Does the proposed project advance the mission of the County Parks /Open Space Strategic Plan? ____ yes ____ no</i>	
<i>Is the application administratively complete? _____ Yes _____ No</i>	
<i>Did the applicant receive funding for this project in previous years? ____ yes ____ no (If yes, were they successful in the timely completion of the project? _____ yes _____ no</i>	

1. Certifications

In order to receive funding under this program, the proposed project goals must be similar to and support or advance the mission published in the *Collin County Parks and Open Space Strategic Plan* (October 2001). By signing this Application, the person acting on behalf of the Applicant makes the certifications below.

a. Authority to Sign Application

The person signing this Application hereby certifies that he/she is the official contact regarding this Application and has authority from the Applicant to sign the Application and that such authority will bind the Applicant in subsequent agreements.

b. Application Contains No False Statements

The Applicant certifies that this Application has no false statements and that the Applicant understands that signing this Application with a false statement is a material breach of contract and shall void the submitted Application and any resulting contracts.

c. This is a Reimbursement Program

Applicants must have a minimum dollar for dollar in matching funds, comprised of direct cash, value of land to be improved, donated labor, material or in-kind services for the project being proposed. Under special circumstances at the recommendation of the Parks Foundation Advisory Board and approval by the Commissioners' Court, a direct payment may be considered.

d. Eligible Applicants

The Applicant must be a 501(c)(3) tax exempt organization, non-political group or any unit of local government, including municipalities, school districts, or county located in Collin County, Texas. Faith-based organizations are eligible to apply as long as inherently religious activities, such as worship and religious instructions are not conducted.

e. Technical Feasibility

The Applicant certifies that he/she has carefully reviewed the Project Narrative and Action Plan. To the best of their knowledge all activities are technically feasible and can be satisfactorily completed within the time frame proposed.

f. Costs Reasonable and Necessary

The Applicant certifies to the best of their knowledge that the proposed activities and the expenses outlined in the Budget are reasonable and necessary to accomplish the project objectives, and the proposed expenses are consistent with the costs of comparable goods and services.

2. Assurances**a. Compliance with Progress and Result Reporting**

Applicant provides assurances that, if funded, the Applicant will comply with the requirements for reporting: reporting on the progress of the project activities and deliverables on a quarterly basis; providing before, during and after photos; and promptly notifying the Parks Foundation Advisory Board of any changes in plans.

b. Financial Management

Applicant provides assurances that, if funded, the Applicant will comply with contractual provisions and requirements necessary to ensure that expenses are reasonable and necessary, and to adhere to financial administration and reimbursement procedures and provide financial reports on a schedule established by Collin County.

c. Accessibility

Applicant provides assurances that, if funded, the park or proposed improvements will be accessible to **all** County residents.

d. Compliance with Americans with Disabilities Act

Applicant provides assurances that, if funded, the Applicant will comply with all applicable requirements of the Americans with Disabilities Act of 1990, 42 U.S.C. § 12101-12213 (Pamphlet 1995).

SECTION 4: PROJECT COSTS AND ELEMENTS

Item 4c

Name of Applicant:

Project Name:

Either use this form or create an Excel spreadsheet using this format

Item No.	Description	U/M	Quantity	Unit Cost	Total	Requested Amount	Match Amount
1	Parkland	Ac	19	\$55,26	\$1,050,00	\$525,000	\$525,000
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
	Project Total				\$1,050,00	\$525,000	\$525,000

<input type="text" value="Paul Naughton, RLA"/> Prepared By:	<input type="text" value="Landscape Architect"/> Title:
<input type="text" value="Town of Prosper"/> <input type="text" value="409 E. First Street"/> <input type="text" value="Prosper, TX 75078"/> Address:	<input type="text" value="(972) 569-1063"/> Phone Number:
<input type="text" value="paul_naughton@prospertx.gov"/> E-mail Address:	<input type="text" value="06/12/14"/> Date Prepared:

SECTION 5: RESOLUTION

Item 4c

The sponsoring entity (governing board) must approve a resolution authorizing the project application submittal and designation of project official/representative. A copy of the resolution must be included in this application. **Insert photocopy of signed resolution.**

SECTION 6: PROJECT NARRATIVE

(No more than 5 pages, single spaced, Arial 11 font)

SECTION 7: LOCATION MAPS, SITE PHOTOS, PROJECT SKETCHES, etc.

SECTION 8: LETTERS OF COMMITMENT (Provide photocopy)

SECTION 9: EVIDENCE OF NON-PROFIT STATUS (Photocopy of Current Valid IRS Tax Exemption Certificate if non-governmental agency)

TOWN OF PROSPER, TEXAS

RESOLUTION NO. 14-__

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS, HEREBY AUTHORIZING THE TOWN MANAGER OF THE TOWN OF PROSPER, TEXAS, TO EXECUTE AN APPLICATION TO THE COLLIN COUNTY PARKS & OPEN SPACE PROJECT FUNDING ASSISTANCE PROGRAM FOR COCKRELL PARK LAND ACQUISITION.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS:

SECTION 1

The Town Manager of the Town of Prosper, Texas, is hereby authorized to execute, on behalf of the Town Council of the Town of Prosper, Texas, an application to the Collin County Parks & Open Space Project Funding Assistance Program for Cockrell Park Land Acquisition, as hereto attached.

SECTION 2

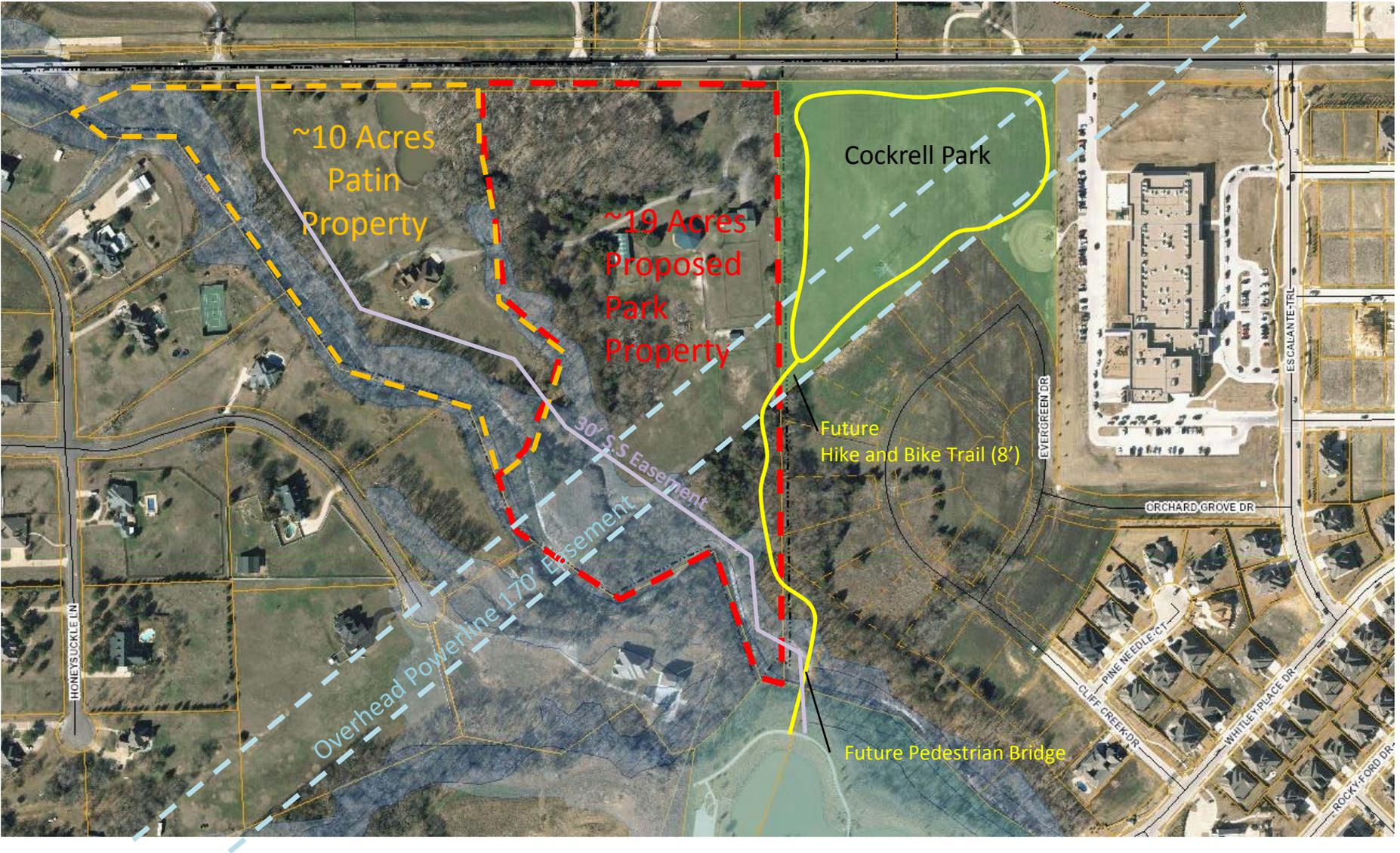
This Resolution shall take effect immediately upon its passage.

DULY PASSED AND APPROVED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS, THIS THE 13TH DAY OF MAY, 2014.

Ray Smith, Mayor

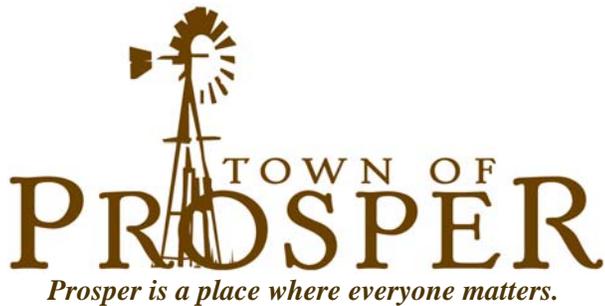
ATTEST:

Robyn Battle, Town Secretary



Proposed Potential Property

Area within floodplain:	4.3 acres
Area within powerline easement (outside of floodplain):	1.8 acres
Area not encumbered:	12.9 acres



ENGINEERING

To: Mayor and Town Council

From: Matt Richardson, P.E., Senior Engineer

Through: Harlan Jefferson, Town Manager

Re: Town Council Meeting – May 13, 2014

Agenda Item:

Consider and act upon authorizing the Town Manager to execute an agreement between Teague Nall and Perkins, Inc., and the Town of Prosper, Texas, related to the design of the SH 289 Median Lighting.

Description of Agenda Item:

This engineering contract is for the design of median lighting on SH 289 (Preston Road) between US 380 and FM 1461. The project will include conduit, electrical wiring and services, concrete foundations, and decorative LED street lighting fixtures. The street lighting will be continuous starting at the ramps to/from US 380 to FM 1461. This project will improve the safety of traffic traveling on SH 289 and will improve the image of one of the Town's primary transportation corridors.

Lighting of the US 380 interchange, including the SH 289 overpass, is not included in this project. Lighting of the US 380 interchange will be a separate cooperative project between the Town of Prosper, the City of Frisco, and TxDOT following completion of the planned improvements to US 380.

A list of qualified firms to provide professional engineering and related services to the Town of Prosper was approved by Town Council on March 25, 2014. Teague Nall and Perkins, Inc., was one of six firms on that list qualified in the area of roadway design, which includes lighting design as a specialized subcategory.

Budget Impact:

The total cost of this engineering contract is \$43,600. The total budget for this project, including design and construction, is \$600,000 per the approved Capital Improvement Plan. The proposed engineering budget is \$50,000 which includes a \$6,400 contingency.

Legal Obligations and Review:

Terrance Welch of Brown & Hofmeister, L.L.P., has reviewed the agreement as to form and legality.

Attached Documents:

1. Professional Services Agreement
2. Median Lighting Standard
3. Location Map

Town Staff Recommendation:

Town staff recommends authorizing the Town Manager to execute an agreement in the amount of \$43,600 between Teague Nall and Perkins, Inc., and the Town of Prosper related to the design of the SH 289 Median Lighting.

Proposed Motion:

I move to authorize the Town Manager to execute an agreement between Teague Nall and Perkins, Inc., and the Town of Prosper, Texas, related to the design of the SH 289 Median Lighting.

AGREEMENT BETWEEN THE TOWN OF PROSPER, TEXAS, AND TEAGUE NALL AND PERKINS, INC. FOR ENGINEERING DESIGN SERVICES

THIS AGREEMENT is made and entered on this ___ day of _____, 20___, by and between the **Town of Prosper, Texas**, a Home-Rule Municipal Corporation, hereinafter referred to as the Town, and **Teague Nall and Perkins, Inc.** hereinafter referred to as the Consultant, to be effective from and after the date as provided herein, hereinafter referred to as Agreement.

WHEREAS, the Town desires to engage the services of the Consultant to design and/or prepare construction documents for Preston Road Illumination design between US 380 and Frontier Parkway, hereinafter referred to as Project; and

WHEREAS, the Consultant desires to render such professional engineering services for the Town upon the terms and conditions provided herein.

IN CONSIDERATION of the covenants contained herein, and for the mutual benefits to be obtained hereby, the parties agree as follows:

ARTICLE 1 CONSULTANT'S SERVICES

- 1.1 **Employment of the Consultant** – The Town hereby agrees to retain the Consultant to perform professional engineering services in connection with the Project. The Consultant agrees to perform such services in accordance with the terms and conditions of this Agreement. The Consultant further agrees that if any employee of the Consultant, who is performing the day-to-day services under this Agreement for the Project, is separated, for any reason, from employment with the Consultant, the Consultant shall notify, in writing, a minimum of five (5) business days prior to said separation unless circumstances reasonably warrant a shorter notice period which shall not exceed two (2) business days following the separation.
- 1.2 **Scope of Services** – The parties agree that the Consultant shall perform such services as are set forth and described in Exhibit A, which is attached hereto and incorporated herein by reference for all purposes. The parties understand and agree that deviations or modifications to the scope of services described in Exhibit A, in the form of written change orders, may be authorized from time to time by the Town.
- 1.2.1 **Requirement of Written Change Order** – Extra work, or claims invoiced as extra work, or claims which have not been issued as a duly executed, written change order by the Prosper Town Manager, will not be authorized for payment and/or shall not become part of the subcontracts. A duly executed written change order shall be preceded by the Town of Prosper

Town Council's authorization for the Prosper Town Manager to execute said change order.

- 1.2.2 **DO NOT PERFORM ANY EXTRA WORK AND/OR ADDITIONAL SERVICES WITHOUT A DULY EXECUTED WRITTEN CHANGE ORDER ISSUED BY THE PROSPER TOWN MANAGER.** Project Managers, Superintendents, and/or Inspectors of the Town are not authorized to issue verbal or written change orders.
- 1.3 **Schedule of Work** – The Consultant agrees to commence work immediately upon the execution of this Agreement, and to proceed diligently with said work to completion as described in the Compensation Schedule/Project Billing/Project Budget attached hereto as Exhibit B and incorporated herein by reference for all purposes. If notice to proceed is received on or before May 13, 2014, the design work for the project will be completed no later than July, 4, 2014 which will allow the project to be let in August, 2014 and completed by end of March, 2015.

ARTICLE 2 THE TOWN'S RESPONSIBILITIES

The Town shall do the following in a timely manner so as not to delay the services of the Consultant:

- 2.1 **Project Data** – The Town shall furnish required information, that it currently has in its possession, as expeditiously as necessary for the orderly progress of the work, and the Consultant shall be entitled to rely upon the accuracy and completeness thereof. The Town will obtain and provide CAD files from TxDOT for current roadway and landscaping improvements to Consultant for use in developing base map for Illumination layout. The roadway files will include existing utilities.
- 2.2 **Town Project Manager** – The Town shall designate, when necessary, a representative authorized to act on the Town's behalf with respect to the Project (the Project Manager). The Town or such authorized representative shall examine the documents submitted by the Consultant and shall render any required decisions pertaining thereto as soon as practicable so as to avoid unreasonable delay in the progress of the Consultant's services. The Project Manager is not authorized to issue verbal or written change orders for extra work or claims invoiced as extra work.

ARTICLE 3 CONSULTANT'S COMPENSATION

- 3.1 **Compensation for Consultant's Services** – As described in Article 1, Consultant's Services, compensation for BASIC SERVICES (including expenses) in this Project shall be on a Fixed Fee Basis, for an amount not to exceed Forty-

three Thousand Six Hundred Dollars and 00/100 Dollars (\$43,600.00), and shall be paid in accordance with Article 3 and the Compensation Schedule / Project Billing / Project Budget as set forth in Exhibit B.

- 3.1.1 **Completion of Record Documents** – The Town and the Consultant agree that the completion of the Record Documents and/or As-Built Documents, including hard copy formatting and electronic formatting, shall be completed, submitted to, and accepted by the Town prior to payment of the final five percent (5%) of the Consultant’s Fee, or Two Thousand One Hundred Eighty and 00/100 Dollars (\$2,180.00). The electronic formatting shall be consistent with the standards established in Exhibit C, Town of Prosper Guidelines for Computer Aided Design and Drafting (CADD). Completion of the Record Documents and/or As-Built documents shall be included in the Consultant’s Fee and considered to be within the Scope of Services defined under this Agreement.
- 3.2 **Direct Expenses** – Direct Expenses are included in the Consultant’s Fee as described in Article 3.1 and include reasonable and necessary expenditures made by the Consultant and the Consultant’s employees and subcontractors in the interest of the Project. All submitted Direct Expenses are to be within the amounts as stated in the Compensation Schedule / Project Billing / Project Budget set forth in Exhibit B, and consistent with Exhibit D, Town of Prosper Guidelines for Direct Expenses; General and Administrative Markup; Travel and Subsistence Expenses. The Consultant shall be solely responsible for the auditing and accuracy of all Direct Expenses, including those of its subcontractors, prior to submitting to the Town for reimbursement, and shall be responsible for the accuracy thereof. Any over-payment by the Town for errors in submittals for reimbursement may be deducted from the Consultant’s subsequent payment for services; provided, however this shall not be the Town’s sole and exclusive remedy for said over-payment.
- 3.3 **Additional Services** – The Consultant shall provide the services as described in the Scope of Services as set forth in Exhibit A of this Agreement. If authorized in writing by the Town, the Consultant shall provide additional services, to be compensated on an hourly basis in accordance with this paragraph (Additional Services). These services may include, but are not limited to:
- 3.3.1 Additional meetings, hearings, work-sessions, or other similar presentations which are not provided for or contemplated in the Scope of Services described in Exhibit A.
- 3.3.2 Additional drafts and revisions to the Project which are not provided for or contemplated in the Scope of Services as described in Exhibit A.

- 3.3.3 Additional copies of final reports and construction plans which are not provided for or contemplated in the Scope of Services as described in Exhibit A.
- 3.3.4 Photography, professional massing models which are not provided for or contemplated in the Scope of Services as described in Exhibit A.
- 3.3.5 Compensation for Additional Services authorized by the Town shall be in addition to the Consultant's Fee and shall be based on direct billable labor rates and expenses.
- 3.3.6 Compensation for Additional Services authorized by the Town shall be in addition to the Consultant's Fee and shall be based on an hourly basis according to the rates set forth in ATTACHMENT 'A'.
- 3.4 **Invoices** – No payment to the Consultant shall be made until the Consultant tenders an invoice to the Town. The Consultant shall submit monthly invoices for services rendered by Task, based upon the actual percentage of work complete at the time the invoice is prepared. On all submitted invoices for services rendered and work completed on a monthly basis, the Consultant shall include a breakdown of appropriate documentation to support the submitted charges on said invoice.
- 3.5 **Timing of Payment** – The Town shall make payment to the Consultant for said invoices within thirty (30) days following receipt and acceptance thereof. The parties agree that payment by the Town to the Consultant is considered to be complete upon mailing of payment by the Town. Furthermore, the parties agree that the payment is considered to be mailed on the date that the payment is postmarked.
- 3.6 **Disputed Payment Procedures** – In the event of a disputed or contested billing by the Town, only that portion so contested may be withheld from payment, and the undisputed portion will be paid. The Town shall notify the Consultant of a disputed invoice, or portion of an invoice, in writing by the twenty-first (21st) calendar day after the date the Town receives the invoice. The Town shall provide the Consultant an opportunity to cure the basis of the dispute. If a dispute is resolved in favor of the Consultant, the Town shall proceed to process said invoice, or the disputed portion of the invoice, within the provisions of Article 3.5. If a dispute is resolved in favor of the Town, the Consultant shall submit to the Town a corrected invoice, reflecting any and all payment(s) of the undisputed amounts, documenting the credited amounts, and identifying outstanding amounts on said invoice to aid the Town in processing payment for the remaining balance. Such revised invoice shall have a new invoice number, clearly referencing the previous submitted invoice. The Town agrees to exercise reasonableness in contesting any billing or portion thereof that has background materials supporting the submitted charges.

- 3.7 **Failure to Pay** – Failure of the Town to pay an invoice, for a reason other than upon written notification as stated in the provisions of Article 3.6 to the Consultant within sixty (60) days from the date of the invoice shall grant the Consultant the right, in addition to any and all other rights provided, to, upon written notice to the Town, suspend performance under this Agreement, and such act or acts shall not be deemed a breach of this Agreement; however, the Consultant shall not suspend performance under this Agreement prior to the tenth (10th) calendar day after written notice of suspension was provided to the Town, in accordance with Chapter 2251, Subchapter D (Remedy for Nonpayment) of the Texas Government Code. The Town shall not be required to pay any invoice submitted by the Consultant if the Consultant breached any provision(s) herein.
- 3.8 **Adjusted Compensation** – If the Scope of the Project or if the Consultant's services are materially changed due to no error on behalf of the Consultant in the performance of services under this Agreement, the amounts of the Consultant's compensation shall be equitably adjusted as approved by the Town. Any additional amounts paid to the Consultant as a result of any material change to the Scope of the Project shall be authorized by written change order duly executed by both parties before the services are performed.
- 3.9 **Project Suspension** – If the Project is suspended or abandoned in whole or in part for more than three (3) months, the Consultant shall be entitled to compensation for any and all work completed to the satisfaction of the Town in accordance with the provisions of this Agreement prior to suspension or abandonment. In the event of such suspension or abandonment, the Consultant shall deliver to the Town all finished or unfinished documents, data, studies, drawings, maps, models, reports, photographs, and/or any other items prepared by the Consultant in connection with this Agreement prior to the Consultant receiving final payment. If the Project is resumed after being suspended for more than three (3) months, the Consultant's compensation shall be equitably adjusted as approved by the Town. Any additional amounts paid to the Consultant after the Project is resumed shall be agreed upon in writing by both parties before the services are performed.

ARTICLE 4 OWNERSHIP OF DOCUMENTS

- 4.1 **Documents Property of the Town** – The Project is the property of the Town, and the Consultant may not use the documents, plans, data, studies, surveys, drawings, maps, models, reports, photographs, and/or any materials for any other purpose not relating to the Project without the Town's prior written consent. The Town shall be furnished with such reproductions of the Project, plans, data, documents, maps, and any other information as defined in Exhibit A. Upon completion of the work, or any earlier termination of this Agreement under Article

3 and/or Article 8, the Consultant will revise plans, data, documents, maps, and any other information as defined in Exhibit A to reflect changes while working on the Project through the date of completion of the work, as solely determined by the Town, or the effective date of any earlier termination of this Agreement under Article 3 and/or Article 8, and promptly furnish the same to the Town in an acceptable electronic format. All such reproductions shall be the property of the Town who may use them without the Consultant's permission for any purpose relating to the Project, including, but not limited to, completion of the Project, and/or additions, alterations, modifications, and/or revisions to the Project. Any reuse of the documents not relating to the Project shall be at the Town's own risk.

- 4.2 **Documents Subject to Laws Regarding Public Disclosure** – The Consultant acknowledges that the Town is a governmental entity and that all documents, plans, data, studies, surveys, drawings, maps, models, reports, photographs, and/or any items prepared or furnished by the Consultant (and the Consultant's professional associates and/or Sub-consultants) under this Agreement are instruments of service in respect of the Project and property of the Town and upon completion of the Project may be subject to release under the Texas Public Information Act (Texas Government Code, Chapter 552) and/or any other applicable laws requiring public disclosure of the information contained in said documents.

ARTICLE 5 CONSULTANT'S INSURANCE REQUIREMENTS

- 5.1 **Required General Liability Insurance** – Consistent with the terms and provisions of Exhibit E, Town of Prosper Contractor Insurance Guidelines, the Consultant shall maintain, at no expense to the Town, a general liability insurance policy with a company that maintains a minimum rating of "A" by A.M. Best's Key Rating Guide, or other equivalent rating service(s), authorized to transact business in the State of Texas, in an amount not less than One Million and 00/100 Dollars (\$1,000,000.00) for each occurrence, and Two Million and 00/100 Dollars (\$2,000,000.00) in the aggregate. Such policy shall name the Town, its officers, agents, representatives, and employees as additional insured as to all applicable coverage. Such policy shall provide for a waiver of subrogation against the Town for injuries, including death, property damage, or any other loss to the extent that same is covered by the proceeds of the insurance. Such policy shall require the provision of written notice to the Town at least thirty (30) days prior to cancellation, non-renewal, or material modification of any policies, evidenced by return receipt or United States Certified Mail. The Consultant shall furnish the Town with certificates evidencing such coverage prior to commencing work on the Project.
- 5.2 **Required Professional Liability Insurance** – Consistent with the terms and provisions of Exhibit E, Town of Prosper Contractor Insurance Guidelines, the

Consultant shall maintain, at no expense to the Town, a professional liability (errors and omissions) insurance policy with a company that maintains a minimum rating of “A” by A.M. Best’s Key Rating Guide, or other equivalent rating service(s), authorized to transact business in the State of Texas, in an amount not less than One Million and 00/100 Dollars (\$1,000,000.00) for each claim, and Two Million and 00/100 Dollars (\$2,000,000.00) in the aggregate. Such policy shall require the provision of written notice to the Town at least thirty (30) days prior to cancellation, non-renewal, or material modification of any policies, evidenced by return receipt or United States Certified Mail. The Consultant shall furnish the Town with certificates evidencing such coverage prior to commencing work on the Project.

- 5.3 **Required Workers Compensation Insurance** – Consistent with the terms and provisions of Exhibit E, Town of Prosper Contractor Insurance Guidelines, the Consultant shall maintain, at no expense to the Town, all Statutory Workers Compensation Insurance as required by the laws of the State of Texas. Such insurance policy shall be with a company that maintains a minimum rating of “A” by A.M. Best’s Key Rating Guide, or other equivalent service(s), and authorized to transact business in the State of Texas. Such policy shall require the provision of written notice to the Town at least thirty (30) days prior to cancellation, non-renewal, or material modification of any policies, evidenced by return receipt or United States Certified Mail. The Consultant shall furnish the Town with certificates evidencing such coverage prior to commencing work on the Project.
- 5.4 **Circumstances Requiring Umbrella Coverage or Excess Liability Coverage** – If Project size and scope warrant, and if identified on the checklist located in Exhibit E, Town of Prosper Contractor Insurance Guidelines, the Consultant shall maintain, at no expense to the Town, an umbrella coverage or excess liability coverage insurance policy with a company that maintains a minimum rating of “A” by A.M. Best’s Key Rating Guide, or other equivalent rating service(s), authorized to transact business in the State of Texas, in an amount of Two Million and 00/100 Dollars (\$2,000,000.00). Such policy shall require the provision of written notice to the Town at least thirty (30) days prior to cancellation, non-renewal, or material modification of any policies, evidenced by return receipt or United States Certified Mail. The Consultant shall furnish the Town with certificates evidencing such coverage prior to commencing work on the Project.

ARTICLE 6 CONSULTANT’S ACCOUNTING RECORDS

Records of Direct Expenses and expenses pertaining to services performed in conjunction with the Project shall be kept on the basis of generally accepted accounting principles. Invoices will be sent to the Town as indicated in Article 3.4. Copies of employee time sheets, receipts for direct expense items and other records of Project expenses will be available for City review if requested.

ARTICLE 7
AUDITS AND RECORDS / PROHIBITED INTEREST / VENDOR DISCLOSURE

The Consultant agrees that at any time during normal business hours and as often as the Town may deem necessary, the Consultant shall make available to representatives of the Town for examination all of its records with respect to all matters covered by this Agreement, and will permit such representatives of the Town to audit, examine, copy and make excerpts or transcripts from such records, and to make audits of all contracts, invoices, materials, payrolls, records of personnel, conditions of employment and other data relating to all matters covered by this Agreement, and for a period of four (4) years from the date of final settlement of this Agreement or for such other or longer period, if any, as may be required by applicable statute or other lawful requirement.

The Consultant agrees that it is aware of the prohibited interest requirement of the Town Charter, which is repeated on the Affidavit, attached hereto as Exhibit F and incorporated herein for all purposes, and will abide by the same. Further, a lawful representative of the Consultant shall execute the Affidavit attached hereto as Exhibit F. The Consultant understands and agrees that the existence of a prohibited interest during the term of this Agreement will render the Agreement voidable.

The Consultant agrees that it is further aware of the vendor disclosure requirements set forth in Chapter 176, Local Government Code, as amended, and will abide by the same. In this connection, a lawful representative of the Consultant shall execute the Conflict of Interest Questionnaire, Form CIQ, attached hereto as Exhibit G and incorporated herein for all purposes.

ARTICLE 8
TERMINATION OF AGREEMENT / REMEDIES

The Town may, upon thirty (30) days' written notice to the Consultant, terminate this Agreement, for any reason or no reason at all, before the termination date hereof, and without prejudice to any other remedy it may have. If the Town terminates this Agreement due to a default of and/or breach by the Consultant and the expense of finishing the Project exceeds the Consultant's Fee at the time of termination, the Consultant waives its right to any portion of Consultant's Fee as set forth in Article 3 herein and agrees to pay any costs over and above the fee which the Town is required to pay in order to finish the Project. On any default and/or breach by the Consultant, the Town may elect not to terminate the Agreement, and in such event it may make good the deficiency in which the default consists, and deduct the costs from the Consultant's Fee due the Consultant as set forth in Article 3 herein. If the Town terminates this Agreement and the Consultant is not in default of the Agreement, the Consultant shall be entitled to compensation for any and all work completed to the satisfaction of the Town in accordance with the provisions of this Agreement prior to termination.

In the event of any termination, the Consultant shall deliver to the Town all finished and/or unfinished documents, data, studies, surveys, drawings, maps, models, reports,

photographs and/or any items prepared by the Consultant in connection with this Agreement prior to the Consultant receiving final payment.

The rights and remedies provided by this Agreement are cumulative, and the use of any one right or remedy by either party shall not preclude or waive its rights to use any or all other remedies. These rights and remedies are given in addition to any other rights the parties may have by law, statute, ordinance, or otherwise.

ARTICLE 9 DISPUTE RESOLUTION / MEDIATION

In addition to all remedies at law, the parties may resolve/mediate any controversy, claim or dispute arising out of or relating to the interpretation or performance of this Agreement, or breach thereof, by voluntary mediation to be conducted by a mutually acceptable mediator.

ARTICLE 10 INDEMNITY

THE CONSULTANT DOES HEREBY COVENANT AND CONTRACT TO WAIVE ALL CLAIMS, RELEASE, INDEMNIFY AND HOLD HARMLESS THE TOWN AND ALL OF ITS OFFICIALS, OFFICERS, AGENTS, EMPLOYEES AND INVITEES, IN BOTH THEIR PUBLIC AND PRIVATE CAPACITIES, FROM ANY AND ALL LIABILITY, CLAIMS, SUITS, DEMANDS OR CAUSES OF ACTION, INCLUDING ALL EXPENSES OF LITIGATION AND/OR SETTLEMENT, THAT MAY ARISE BY REASON OF DEATH OR INJURY TO PERSONS OR DAMAGE TO OR LOSS OF USE OF PROPERTY OCCASIONED BY ANY WRONGFUL INTENTIONAL ACT OR OMISSION OF THE CONSULTANT AS WELL AS ANY NEGLIGENT OMISSION, ACT OR ERROR OF THE CONSULTANT, ITS OFFICIALS, OFFICERS, AGENTS, EMPLOYEES AND INVITEES, OR OTHER PERSONS FOR WHOM THE CONSULTANT IS LEGALLY LIABLE WITH REGARD TO THE PERFORMANCE OF THIS AGREEMENT, AND THE CONSULTANT WILL, AT ITS OWN COST AND EXPENSE, DEFEND AND PROTECT THE TOWN AGAINST ANY AND ALL SUCH CLAIMS AND DEMANDS.

THE CONSULTANT'S OBLIGATIONS TO THE TOWN UNDER THIS PROVISION SHALL BE LIMITED TO THE APPLICABLE INSURANCE COVERAGE(S) THE CONSULTANT IS REQUIRED TO PROVIDE IN ACCORDANCE WITH THE TERMS AND PROVISIONS OF THIS AGREEMENT PLUS ANY DEDUCTIBLE AMOUNT(S) TO BE PAID BY THE CONSULTANT IN CONJUNCTION WITH SAID COVERAGE(S) FOR EACH OCCURRENCE GIVING RISE TO ANY SUCH LIABILITY, CLAIMS,

SUITS, DEMANDS OR CAUSES OF ACTION. IF, HOWEVER, THE CONSULTANT FAILS TO PURCHASE AND/OR MAINTAIN ONE OR MORE TYPES OF INSURANCE COVERAGE IN THE AMOUNT(S) REQUIRED BY THIS AGREEMENT, THE CONSULTANT'S OBLIGATIONS TO THE TOWN UNDER THIS PROVISION SHALL IN NO WAY BE LIMITED.

ARTICLE 11 NOTICES

The Consultant agrees that all notices or communications to the Town permitted or required under this Agreement shall be delivered to the Town at the following addresses:

Harlan Jefferson
Town Manager
Town of Prosper
P.O. Box 307
Prosper, Texas 75078

The Town agrees that all notices or communication to the Consultant permitted or required under this Agreement shall be delivered to the Consultant at the following addresses:

Chris L. Schmitt, P.E.
Principal
17304 Preston Road Suite 1340
Dallas, Texas 75252

Any notice provided in writing under the terms of this Agreement by either party to the other shall be in writing and may be effected by registered or certified mail, return receipt requested.

All notices or communication required to be given in writing by one party or the other shall be considered as having been given to the addressee on the date such notice or communication is postmarked by the sending party. Each party may change the address to which notice may be sent to that party by giving notice of such change to the other party in accordance with the provisions of this Agreement.

ARTICLE 12 MISCELLANEOUS

12.1 **Complete Agreement** – This Agreement, including the exhibits hereto labeled A through G, all of which are incorporated herein for all purposes, constitute the entire Agreement by and between the parties regarding the subject matter hereof and supersedes all prior and/or contemporaneous written and/or oral understandings. This Agreement may not be amended, supplemented, and/or

modified except by written agreement duly executed by both parties. The following exhibits are attached below and made a part of this Agreement:

- 12.1.1 Exhibit A, Scope of Services.
 - 12.1.2 Exhibit B, Compensation Schedule / Project Billing / Project Budget.
 - 12.1.3 Exhibit C, Town of Prosper Guidelines for Computer Aided Design and Drafting (CADD).
 - 12.1.4 Exhibit D, Town of Prosper Guidelines for Direct Expenses; General and Administrative Markup; Travel and Subsistence Expenses.
 - 12.1.5 Exhibit E, Town of Prosper Contractor Insurance Guidelines.
 - 12.1.7 Exhibit F, Affidavit.
 - 12.1.8 Exhibit G, Conflict of Interest Questionnaire, Form CIQ.
- 12.2 **Assignment and Subletting** – The Consultant agrees that neither this Agreement nor the work to be performed hereunder will be assigned or sublet without the prior written consent of the Town. The Consultant further agrees that the assignment or subletting of any portion or feature of the work or materials required in the performance of this Agreement shall not relieve the Consultant of its full obligations to the Town as provided by this Agreement. All such approved work performed by assignment or subletting shall be billed through the Consultant, and there shall be no third party billing.
- 12.3 **Successors and Assigns** – The Town and the Consultant, and their partners, assigns, successors, subcontractors, executors, officers, agents, employees, representatives, and administrators are hereby bound to the terms and conditions of this Agreement.
- 12.4 **Severability** – In the event of a term, condition, or provision of this Agreement is determined to be invalid, illegal, void, unenforceable, or unlawful by a court of competent jurisdiction, then that term, condition, or provision, shall be deleted and the remainder of the Agreement shall remain in full force and effect as if such invalid, illegal, void, unenforceable or unlawful provision had never been contained herein.
- 12.5 **Venue** – This entire Agreement is performable in Collin County, Texas, and the venue for any action related directly or indirectly, to this Agreement or in any manner connected therewith shall be in Collin County, Texas, and this Agreement shall be construed under the laws of the State of Texas.

- 12.6 **Execution / Consideration** – This Agreement is executed by the parties hereto without coercion or duress for any substantial consideration, the sufficiency of which is forever confessed.
- 12.7 **Authority** – The individuals executing this Agreement on behalf of the respective parties below represent to each other that all appropriate and necessary action has been taken to authorize the individual who is executing this Agreement to do so for and on behalf of the party for which his or her signature appears, that there are no other parties or entities required to execute this Agreement in order for the same to be an authorized and binding agreement on the other party for whom the individual is signing this Agreement and that each individual affixing his or her signature hereto is authorized to do so, and such authorization is valid and effective on the date hereof.
- 12.8 **Waiver** – Waiver by either party of any breach of this Agreement, or the failure of either party to enforce any of the provisions of this Agreement, at any time, shall not in any way affect, limit, or waive such party's right thereafter to enforce and compel strict compliance.
- 12.9 **Headings** – The headings of the various sections of this Agreement are included solely for convenience of reference and are not to be full or accurate descriptions of the content thereof.
- 12.10 **Multiple Counterparts** – This Agreement may be executed in a number of identical counterparts, each of which shall be deemed an original for all purposes.
- 12.11 **Sovereign Immunity** – The parties agree that the Town has not waived its sovereign immunity by entering into and performing its obligations under this Agreement.
- 12.12 **Additional Representations** – Each signatory represents this Agreement has been read by the party for which this Agreement is executed and that such party has had the opportunity to confer with its counsel.
- 12.13 **Miscellaneous Drafting Provisions** – This Agreement shall be deemed drafted equally by all parties hereto. The language of all parts of this Agreement shall be construed as a whole according to its fair meaning, and any presumption or principle that the language herein is to be construed against any party shall not apply.
- 12.14 **No Third Party Beneficiaries** - Nothing in this Agreement shall be construed to create any right in any third party not a signatory to this Agreement, and the parties do not intend to create any third party beneficiaries by entering into this Agreement.

12.15 **Indemnity** – The parties agree that the Indemnity provision set forth in Article 10 herein is conspicuous and the parties have read and understood the same.

IN WITNESS WHEREOF, the parties have executed this Agreement and caused this Agreement to be effective on the latest day as reflected by the signatures below.

TOWN

Town of Prosper, Texas

CONSULTANT

Teague Nall and Perkins, Inc.

By: _____

Harlan Jefferson

Title: Town Manager

By: _____

Chris L. Schmitt, P.E.

Title: Principal

STATE OF TEXAS)
)
COUNTY OF COLLIN)

BEFORE ME, THE UNDERSIGNED AUTHORITY, A NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS, ON THIS DAY PERSONALLY APPEARED **HARLAN JEFFERSON**, KNOWN TO ME TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE FOREGOING INSTRUMENT AND ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME FOR THE PURPOSE AND CONSIDERATION EXPRESSED, AND IN THE CAPACITY THEREIN STATED.

GIVEN UNDER MY HAND AND SEAL OF OFFICE THIS _____ DAY OF _____, 20____.

NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS
My commission expires: _____

STATE OF TEXAS)
)
COUNTY OF _____)

BEFORE ME, THE UNDERSIGNED AUTHORITY, A NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS, ON THIS DAY PERSONALLY APPEARED _____, KNOWN TO ME TO BE THE PERSON

WHOSE NAME IS SUBSCRIBED TO THE FOREGOING INSTRUMENT AND ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME FOR THE PURPOSE AND CONSIDERATION EXPRESSED, AND IN THE CAPACITY THEREIN STATED.

GIVEN UNDER MY HAND AND SEAL OF OFFICE THIS ____ DAY OF _____, 20____.

NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS
My commission expires: _____

EXHIBIT A – SCOPE OF SERVICES

**Agreement by and between the Town of Prosper, Texas
and Teague Nall and Perkins, Inc.
to Perform Illumination Design for Preston Road,
Between US 380 and Frontier Parkway**

I. PROJECT DESCRIPTION.

A. The project will consist of designing LED illumination for the new Preston Road (SH 289) between US 380 and Frontier Parkway. The project will include preparing Bid Specifications and Construction Documents, providing Construction Administration Support, and Completion of Record Documents.

II. TASK SUMMARY, BASIC SERVICES.

A. Task One - Project Investigation and Preliminary Design

CONSULTANT will review TxDOT Roadway and Landscaping Plans and visit site to become familiar with physical features and special considerations. Selected illumination equipment specifications, photometrics, and proposed pole configuration will be reviewed and used as basis for determining illumination placements. CONSULTANT will identify ideal service points and required service for Town to use in establishing service points with electrical service providers. Preliminary design will provide layout of proposed luminaire pole assemblies.

B. Task Two – Final Design

CONSULTANT will develop voltage drop calculations and circuits in determining wire size and service requirements. Conduit, wiring, and service points will be laid out to energize illumination assemblies. Quantities will be calculated according to pay item requirements. Details will be prepared as needed to support installations. Final Plans will be assembled, sealed, and signed for Contractor use in bidding and building the project. Completed plans will be submitted for Town and/or TxDOT review. Needed changes will be addressed and plans revised.

C. Task Three – Bid Specifications and Construction Documents

CONSULTANT will review specifications and construction documents, supplement as needed, and assemble formal Construction Documents and Specification Booklet for Contractor's use in bidding and building the project. Completed documents will be submitted for Town and/or TxDOT review. Needed changes will be addressed and documents revised.

D. Task Four - Quantities and Opinion of Probable Cost and Participation in Pre-bid Meeting with Potential Bidders.

CONSULTANT will develop opinion of probable cost on the basis of final plans and documents. CONSULTANT will participate in pre-bid meeting and respond to contractor questions as prescribed in the Notice to Bidders.

EXHIBIT A – SCOPE OF SERVICES

E. Task Five - Construction Administration

CONSULTANT will attend bid opening, tabulate bids, and recommend award. CONSULTANT will attend pre-construction meeting, review shop drawings and provide written response to Contractor, provide written responses to Contractor questions regarding design intent or construction issues, accompany Town inspector on final inspection and develop final punch list.

F. Task Six – Completion of Record Drawings

CONSULTANT will prepare documentation of construction changes as record drawings based on red-lined plans assembled by the Contractor and Inspector.

III. TASK SUMMARY, SPECIAL SERVICES.

G. Disputes between the Town and Construction Contractor – If the Project involves the Consultant performing Construction Administration Services relating to an agreement between a Construction Contractor (the Contractor) and the Town, and upon receipt of a written request by the Town, the Consultant shall research previous and existing conditions of the Project, and make a determination whether or not to certify that sufficient cause exists for the Town to declare the Contractor in default of the terms and conditions of the agreement. The Consultant shall submit his findings in writing to the Town, or submit a written request for a specific extension of time (including the basis for such extension), within fifteen (15) calendar days of receipt of the written request from the Town. The Town and the Consultant agree that if requested by the Town, completion of this task shall be included in the Consultant's Fee and considered to be within the Scope of Services as defined under this Agreement.

H. Consultation and Approval by Governmental Authorities and Franchised Utilities – The Consultant shall be responsible for identifying and analyzing the requirements of governmental agencies and all franchise utilities involved with the Project, and to participate in consultation with said agencies in order to obtain all necessary approvals and/or permissions. The Consultant shall be responsible for preparation and timely submittal of documents required for review, approval, and/or recording by such agencies. The Consultant shall be responsible for making such changes in the Construction Documents as may be required by existing written standards promulgated by such agencies at no additional charge to the Town.

IV. ITEMS NOT INCLUDED IN THE EXISTING SCOPE OF SERVICES.

A. Additional Services not included in the existing Scope of Services – The Town and the Consultant agree that the following services are beyond the Scope of Services described in the tasks above; however, the Consultant can provide these services, if needed, upon the Town's written request. Any additional amounts paid to the Consultant as a result of any material change to the Scope of the Project shall be

EXHIBIT A – SCOPE OF SERVICES

agreed upon in writing by both parties before the services are performed. These Additional Services include the following:

1. Surveying Services – for design and construction staking
2. Design of Safety Lighting for Cross Streets or Parking Facilities
3. Construction Inspection.
4. Retrofit Design for Contractor Changes
5. Subsurface Utility Engineering Services

V. DELIVERABLES.

A. **Required Deliverables** – At the completion of Tasks 1 through 5, the Consultant shall ensure the delivery of the following products to the Town:

1. **Deliverable #1** – Preliminary layout of illumination pole locations with utilities and landscaping shown for review with Town at completion of Task 1
2. **Deliverable #2** – 100% Plans for review by Town at completion of Task 2
3. **Deliverable #3** – Bid Specifications and Construction Documents with Consultant's final quantities and opinion of probable cost at the completion of Task 4
4. **Deliverable #4** – Final Plans and Letting Documents for use in letting project (Task 5)
5. **Deliverable #5** – Bid tabulation and recommendation for award (Task 5)
6. **Deliverable #6** - Written responses to Contractor questions regarding design intent or construction issues (Task 5)
7. **Deliverable #7** - Final inspection punch list (Task 5)
8. **Deliverable #8** – Record Drawings (Task 6)

EXHIBIT A – SCOPE OF SERVICES**VI. PROJECT LABOR ALLOCATION – BASIC SERVICES.**

Basic Task	Subtask	Labor Hours
TASK 1	Review Roadway and Landscaping Plans and visit site.	12
	Review proposed Illumination specifications, photometrics, and pole configuration.	20
	Coordinate with Town electrical providers.	8
	Layout pole and service locations.	24
TASK 2	Develop voltage drop calculations and circuits.	10
	Determine/layout wiring, service, and conduit requirements.	16
	Tabulate quantities.	8
	Identify/develop Standards and Details.	28
TASK 2	QA/QC plans and make changes	32
TASK 3	Assemble/develop Specifications/Construction Documents.	24
TASK 3	QA/QC bid documents and make changes	16
TASK 4	Develop opinion of probable cost and participate in pre-bid meeting.	10
TASK 5	Tabulate bids and recommend award.	6
	Prepare/submit Utility Installation Review request to TxDOT.	12
	Attend Pre-construction meeting.	4
	Review shop drawings and respond.	12
	Respond to Contractor questions regarding design intent or construction issues.	12
	Develop final punch list.	10
TASK 6	Document construction changes as record drawings.	16
GRAND TOTAL		280

EXHIBIT A – SCOPE OF SERVICES**VII. ATTACHMENTS (IF APPLICABLE).**

ATTACHMENT 'A'
TEAGUE NALL AND PERKINS, INC.
 Standard Rate Schedule for Time and Expense Contracts
 Effective January 1, 2014 to December 31, 2014*

Engineering /Landscape Architecture/ROW	From	-	To	
Principal	\$190	-	\$240	Per Hour
Team Leader	\$155	-	\$220	Per Hour
Senior Project Manager	\$160	-	\$225	Per Hour
Project Manager	\$110	-	\$175	Per Hour
Senior Engineer	\$180	-	\$225	Per Hour
Project Engineer	\$95	-	\$160	Per Hour
Engineer III/IV	\$105	-	\$125	Per Hour
Engineer I/II	\$ 85	-	\$105	Per Hour
Landscape Architect / Planner	\$110	-	\$190	Per Hour
Landscape Designer	\$70	-	\$100	Per Hour
Senior Designer	\$105	-	\$130	Per Hour
Designer	\$100	-	\$120	Per Hour
Senior CAD Technician	\$85	-	\$110	Per Hour
CAD Technician	\$60	-	\$100	Per Hour
IT Consultant	\$95	-	\$155	Per Hour
Environmental Planner	\$80	-	\$100	Per Hour
Clerical	\$50	-	\$80	Per Hour
Resident Project Representative	\$75	-	\$120	Per Hour
ROW Manager	\$95	-	\$130	Per Hour
Senior ROW Agent	\$90	-	\$125	Per Hour
ROW Agent	\$75	-	\$100	Per Hour
Senior Utility Coordinator	\$85	-	\$115	Per Hour
Utility Coordinator	\$70	-	\$95	Per Hour
Intern	\$40	-	\$60	Per Hour
Surveying				
Survey Manager	\$150	-	\$200	Per Hour
Registered Professional Land Surveyor (RPLS)	\$130	-	\$160	Per Hour
Field Coordinator	\$90	-	\$110	Per Hour
S.I.T. or Senior Survey Technician	\$65	-	\$110	Per Hour
Survey Technician	\$65	-	\$100	Per Hour
1-Person Field Crew w/Equipment**	\$120			Per Hour
2-Person Field Crew w/Equipment**	\$145			Per Hour
3-Person Field Crew w/Equipment**	\$165			Per Hour
4-Person Field Crew w/Equipment**	\$190			Per Hour
Flagger	\$40			Per Hour
Abstractor (Property Deed Research)	\$85			Per Hour
Subsurface Utility Engineering (SUE)			Hourly Rate	
SUE Project Manager			\$185	
SUE Engineer			\$160	
Sr. Utility Location Specialist			\$ 95	
Utility Location Specialist			\$ 75	
1-Person Designator Crew w/Equipment			\$115	
2-Person Designator Crew w/Equipment			\$135	
2-Person Vacuum Excavator Crew w/Equipment			\$220	(Travel & Stand-by)
SUE QL-A Test Hole (0 ≤ 4 ft)***			\$900	per hole
SUE QL-A Test Hole (>4 ≤ 6 ft)***			\$1,100	per hole
SUE QL-A Test Hole (>6 ≤ 8 ft)***			\$1,310	per hole
SUE QL-A Test Hole (>8 ≤ 10ft)***			\$1,530	per hole
SUE QL-A Test Hole (>10 ≤ 12ft)***			\$1,770	per hole
SUE QL-A Test Hole (>12 ≤ 14ft)***			\$2,000	per hole

All subcontracted and outsourced services shall be billed at rates comparable to TNP's billing rates above or cost times a multiplier of 1.10.

* Rates shown are for calendar year 2014 and are subject to change in subsequent years.

** Equipment may include Truck, ATV, Robotic Total Station, GPS Units and Digital Level.

*** Pricing includes 2-Person crew, designating for excavation, vehicle costs, and field supplies.

EXHIBIT A – SCOPE OF SERVICES**ATTACHMENT ‘A’****TEAGUE NALL AND PERKINS, INC.**

Standard Rate Schedule for Time and Expense Contracts

Reimbursed Direct Cost Items

Effective January 1, 2014 to December 31, 2014*

Direct Cost Reimbursables

Photocopies:	\$0.154/sf \$0.7701/sf	letter, legal and 11" x 17" size bond paper, B&W letter, legal and 11" x 17" bond paper, color
Prints:	\$0.154/sf	letter, legal and 11" x 17" bond paper, B&W & color
Plots:	\$0.154/sf \$0.50/sf	11" x 17" size bond paper, B&W & color 22" x 34" and larger bond paper or vellum, B&W &
color	\$1.00/sf	22" x 34" and larger mylar or acetate, B&W
Mileage	\$0.56/mile	
Plans on CD	\$20/each	

EXHIBIT B
COMPENSATION SCHEDULE /PROJECT BILLING /PROJECT BUDGET

Agreement by and between the Town of Prosper
and Teague Nall and Perkins, Inc.
to perform Illumination Design for Preston Road, Between US 380 and

I. COMPENSATION SCHEDULE / PROJECT BILLING SUMMARY.

MONTH, DATE, YEAR	DOLLAR AMOUNT	TASK COMPLETED
May 13, 2014	---	Town executes Agreement and Issues Notice to Proceed to Consultant.
May 19, 2014	--	Consultant's receipt of fully executed Agreement.
May 27, 2014	\$ 10,240.00	Task One, Project Investigation and Preliminary Design (Task Completed and all task-related deliverables completed as stated in Exhibit A and accepted by the Town).
June 13, 2014	\$ 15,040.00	Task Two, Final Design (Task Completed and all task-related deliverables completed as stated in Exhibit A and accepted by the Town).
June 27, 2014	\$ 6,400.00	Task Three, Bid Specifications and Construction Documents (Task Completed and all task-related deliverables completed as stated in Exhibit A and accepted by the Town).
--	\$ 1,400.00	Task Four, Quantities and Opinion of Probable Cost.
--	\$ 8,360.00	Task Five, Construction Administration.
--	\$ 2,160.00	Task Six, Completion of Record Drawings
TOTAL CONSULTANT'S FEE (NOT-TO-EXCEED)	\$ 43,600.00	(Includes Expenses)

EXHIBIT B
COMPENSATION SCHEDULE /PROJECT BILLING /PROJECT BUDGET

II. PROJECT BUDGET SUMMARY.

A. Basic Services.

1. Description of Basic Services.	
a. Project Investigation and Preliminary Design	\$ 10,240.00
b. Final Design	\$ 15,040.00
c. Bid Specifications & Construction Documents	\$ 6,400.00
d. Quantities and Opinion of Probable Cost	\$ 1,400.00
e. Construction Administration	\$ 8,360.00
f. Completion of Record Documents	\$ 2,160.00
2. <i>Total Basic Services with expenses included (Not-To-Exceed)</i>	<u>\$ 43,600.00</u>

B. Special Services.

1. Description of Special Services.	
a. Disputes between the Town and Construction Contractor	
b. Consultation and Approval by Governmental Authorities and Franchised Utilities	
2. <i>Total Special Services (Hourly Not-To-Exceed, If Authorized)</i>	<u>\$ 3,200.00</u>

C. Anticipated Direct Expenses.

c. Description of Direct Expenses. (Add items applicable to this Contract).	
a. Mileage Reimbursement.	\$ 1,000.00
b. Commercial Reproduction.	\$ 100.00
c. In-House Reproduction.	\$ 200.00
d. In-House Plotting.	\$ 600.00

EXHIBIT B
COMPENSATION SCHEDULE /PROJECT BILLING /PROJECT BUDGET

e. Postage, Mail, and Delivery Service.	\$ 100.00
d. <i>Total Direct Expenses (Included in BASIC SERVICES above)</i>	<u>\$2,000.00</u>
I. <u>General and/or Administrative Markup.</u> (If this Section is Applicable to Contract)	
a. Description of Markup.	\$ 0,000.00
b. <i>Total Approved Markup (Not-To-Exceed)</i>	<u>\$ 0,000.00</u>
J. <u>Travel and/or Subsistence Expenses.</u> (If this Section is Applicable to Contract)	
1. Description of Travel Expenses.	\$ 00,000.00
2. Description of Subsistence Expenses.	\$ 00,000.00
3. <i>Total Approved Travel and Subsistence Expenses (Not-To-Exceed)</i>	<u>\$ 00,000.00</u>
F. <u>Project Budget, Grand Total For BASIC SERVICES (Not-To-Exceed)</u>	<u>\$ 43,600.00</u>

**EXHIBIT C
TOWN OF PROSPER
GUIDELINES FOR COMPUTER AIDED DESIGN AND DRAFTING (CADD)**

1. Files shall be submitted in DWG/DXF format.
2. Files shall be georeferenced in the State Plane, Texas North Central FIPS 4202 (feet) coordinate system, using a datum of NAD 83.
3. If a surface adjustment factor is applied to the data, any surface adjustment factors used should be clearly documented on the drawing.
4. If submissions for the Project relate to a plat, the file submitted must match exactly the plat that is submitted for recording.
5. The file shall contain required features for the project type as detailed below:
 - a. Pre-Construction/As-Built Plans and/or Record Documents:
 - i. Layers from Final Plat Requirements as Applicable to Project Type.
 - ii. Water Utility Features.
 - iii. Sanitary Sewer Features.
 - iv. Storm Sewer Features.
6. Each required feature group should be provided as a separate layer within the file.
7. Layer names should be representative of the information contained in the layer.
8. Line work should be continuous (e.g. no dashed lines in required layers) and complete (connecting lines should meet at corners) within the subdivision/project. Layers outside of project/subdivision boundary may be dashed in CAD data as required for Final Plats by Prosper's Subdivision Ordinance.

EXHIBIT D**TOWN OF PROSPER GUIDELINES FOR DIRECT EXPENSES; GENERAL AND ADMINISTRATIVE MARKUP; TRAVEL AND SUBSISTENCE EXPENSES**

I. **CONSULTANT'S RESPONSIBILITY.** The Consultant shall be solely responsible for the auditing of all direct expenses, approved markup (general and/or administrative), and approved travel and/or subsistence charges, including those of its subcontractors, prior to submitting to the Town for reimbursement, and the Consultant shall be responsible for the accuracy thereof. Any over-payment by the Town for errors in submittals for reimbursement may be deducted from the Consultant's subsequent payment(s) for services; however, this shall not be the Town's sole and exclusive remedy for said over-payment.

II. **GUIDELINES FOR DIRECT EXPENSES.**

A. **Local Transportation** – Transportation in connection with the Project, when such transportation is not a function of routine performance of the duties of the Consultant in connection with the Project, and when such transportation exceeds beyond fifty (50) miles from the Project site, shall be reimbursed at a standard mileage rate consistent with that as issued, and periodically revised, by the United States Internal Revenue Service (IRS). Under no circumstances shall the Town reimburse the Consultant at a higher standard mileage rate or pay additional markup on charges for local transportation. Completion of the Town's Standard Mileage Log is required for submittal of these charges for reimbursement, including justification for each submitted expense.

Under no circumstances are charges associated with rental cars for local transportation eligible for reimbursement by the Town. Toll road subscriptions or toll plaza receipts are not reimbursable. The Consultant agrees to place these standards in all subcontracts for work on the Project.

B. **Supplies, Material, Equipment** – The Town shall reimburse the actual cost of other similar direct Project-related expenses, which are duly presented in advance and approved by the Town's Project Manager in writing.

C. **Commercial Reproduction** – The Town shall reimburse the actual cost of reproductions, specifically limited to progress prints prepared for presentation to the Town at each phase of progress, and final Construction Documents prepared for distribution at bidding phase, provided that the Consultant has duly obtained at least three (3) quotations from commercial firms and has chosen the best value for the Town. The Consultant shall provide such documentation to the Town for review prior to submitting these expenses for reimbursement. The Consultant agrees to place these standards in all subcontracts for work on the Project.

D. **In-House Reproduction** – The Consultant shall make arrangements with the Town for prior approval of in-house reproduction rates prior to submitting these expenses for reimbursement. The Town shall provide the Consultant with a standard format for documenting these charges. Completion of the Town's

EXHIBIT D**TOWN OF PROSPER GUIDELINES FOR DIRECT EXPENSES; GENERAL AND ADMINISTRATIVE MARKUP; TRAVEL AND SUBSISTENCE EXPENSES**

reproduction log is required as a prerequisite for payment, including the number or reproductions, the date, time, description, the approved standard rate, and a justification for each submitted expense for reimbursement. The Consultant agrees to place these standards in all subcontracts for work on the Project.

- E. **Commercial Plotting** – The Town shall reimburse the actual cost of plots, specifically limited to final documents, provided the Consultant has duly obtained at least three (3) quotations from commercial firms and has chosen the best value for the Town. The Consultant shall provide such documentation to the Town for review prior to submitting these expenses for reimbursement. The Consultant agrees to place these standards in all subcontracts for work on the Project.
- F. **In-House Plotting** – The Consultant shall make arrangements with the Town for prior written approval of in-house plotting rates prior to submitting these charges for reimbursement. The Town shall provide the Consultant with a standard format for documenting these charges. Completion of the Town’s reproduction log is required as a prerequisite for payment, including the number of plots, the date, time, description, the approved standard rate, and a justification for each submitted charge for reimbursement.
- G. **Communications** – Reimbursement for expenses relating to electronic communications shall be limited to long-distance telephone or fax toll charges specifically required in the discharge of professional responsibilities related to the Project. Telephone service charges including office or cellular phones, WATTS, or Metro line services or similar charges are not reimbursable.
- H. **Postage, Mail, and Delivery Service** – The Town shall reimburse the actual cost of postage and delivery of Instruments of Service, provided the Consultant duly considers all circumstances (including available time for assured delivery) of the required delivery and selects the best value for the Town, which may require comparison of delivery costs offered by three (3) or more sources or methods of delivery, which at a minimum shall include U.S. Mail. Courier service is acceptable only in circumstances requiring deadline-sensitive deliveries and not for the convenience of the Consultant and/or the Consultant’s employees. The Consultant agrees to place these standards in all subcontracts for work on the Project.
- I. **Meals and Other Related Charges** – Meals or any other related expenses are not reimbursable unless incurred outside a fifty (50) mile radius of the Project, and then only reimbursable for the actual cost subject to compliance with the Town’s currently adopted policy. Non-allowable costs include, but are not limited to, charges for entertainment, alcoholic beverages, and gratuities.

EXHIBIT D
TOWN OF PROSPER GUIDELINES FOR DIRECT EXPENSES; GENERAL AND ADMINISTRATIVE MARKUP; TRAVEL AND SUBSISTENCE EXPENSES

III. GUIDELINES FOR GENERAL AND ADMINISTRATIVE MARKUP.

- A. **Requirement of Prior Approval** – The Consultant may be allowed to charge a General and/or Administrative Markup on work completed if the Consultant can clearly define to the Town specifically what costs are included in the markup calculation. To apply General and/or Administrative Markup, the Consultant must also document to the Town what costs would be considered direct costs. The Town shall issue approval in writing to allow the Consultant to charge General and/or Administrative Markup. The Town reserves the right to reject any and all requests for General and/or Administrative Markup.

IV. GUIDELINES FOR TRAVEL AND SUBSISTENCE EXPENSES.

- A. **Requirement of Prior Approval** – The Town shall reimburse the actual cost of travel and/or subsistence expenses upon prior written approval by the Town's Project Manager.
- B. **Adherence to Currently Adopted Town Travel Policy** – Reimbursements shall be governed by the same travel policies provided for the Town employees according to current adopted policy. Prior to the event, the Consultant shall request, and the Town's Project Manager shall provide the provisions and the restrictions that apply to out-of-town reimbursements.

EXHIBIT E
TOWN OF PROSPER CONTRACTOR INSURANCE GUIDELINES

I. REQUIREMENT OF GENERAL LIABILITY INSURANCE –

- A. Such policy shall name the Town, its officers, agents, representatives, and employees as additional insured as to all applicable coverage with the exception of workers compensation insurance.
- B. Such policy shall require the provision of written notice to the Town at least thirty (30) days prior to cancellation, non-renewal, or material modification of any policies, evidenced by return receipt or United States Certified Mail.
- C. Such policy shall provide for a waiver of subrogation against the Town for injuries, including death, property damage, or any other loss to the extent the same is covered by the proceeds of the insurance.

II. INSURANCE COMPANY QUALIFICATION – All insurance companies providing the required insurance shall be authorized to transact business in the State of Texas, and shall have a minimum rating of “A” by A.M. Best’s Key Rating Guide, or other equivalent rating service(s).

III. CERTIFICATE OF INSURANCE – A Certificate of Insurance evidencing the required insurance shall be submitted with the contractor’s bid or response to proposal. If the contract is renewed or extended by the Town a Certificate of Insurance shall also be provided to the Town prior to the date the contract is renewed or extended.

EXHIBIT E
TOWN OF PROSPER CONTRACTOR INSURANCE GUIDELINES

IV. INSURANCE CHECKLIST – X means that the following coverage is required for this Agreement.

Coverage Required	Limits
<u> X </u> 1. Worker's Compensation & Employer's Liability	<ul style="list-style-type: none"> ▪ Statutory Limits of the State of Texas
<u> X </u> 2. General Liability	<ul style="list-style-type: none"> ▪ Minimum \$1,000,000.00 each occurrence; ▪ Minimum \$2,000,000.00 in the aggregate.
<u> </u> 3. XCU Coverage	<ul style="list-style-type: none"> ▪ Minimum \$1,000,000.00 each occurrence; ▪ Minimum \$2,000,000.00 in the aggregate.
<u> X </u> 4. Professional Liability	<ul style="list-style-type: none"> ▪ Minimum \$ 1,000,000.00 each claim; ▪ Minimum \$ 2,000,000.00 in the aggregate.
<u> </u> 5. Umbrella Coverage or Excess Liability Coverage	<ul style="list-style-type: none"> ▪ An amount of \$ 2,000,000.00.
<u> X </u> 6. Town named as additional insured on General Liability Policy. This coverage is primary to all other coverage the Town may possess.	
<u> X </u> 7. General Liability Insurance provides for a Waiver of Subrogation against the Town for injuries, including death, property damage, or any other loss to the extent that same is covered by the proceeds of the insurance.	
<u> X </u> 8. Thirty (30) days notice of cancellation, non-renewal, or material change required. The words endeavor to and but failure (to end of sentence) are to be eliminated from the Notice of Cancellation provision on standard ACORD certificates.	
<u> X </u> 9. Insurance company has a minimum rating of A by A.M. Best's Key Rating Guide, or other equivalent rating service(s).	
<u> X </u> 10. The Certificate of Insurance must state the project title and bid number.	
<u> </u> 11. Other Insurance Requirements (State Below):	

**EXHIBIT F
AFFIDAVIT**

STATE OF TEXAS)
)
THE COUNTY OF _____)

I, _____, a member of the Consultant team, make this affidavit and hereby on oath state the following:

I, and/or a person or persons related to me, have the following interest in a business entity that would be affected by the work or decision on the Project (Check all that apply):

- _____ Ownership of 10% or more of the voting shares of the business entity.
- _____ Ownership of Twenty Five Thousand and 00/100 Dollars (\$25,000.00) or more of the fair market value of the business entity.
- _____ Funds received from the business entity exceed ten percent (10%) of my income for the previous year.
- _____ Real property is involved, and I have an equitable or legal ownership with a fair market value of at least Twenty Five Thousand and 00/100 Dollars (\$25,000.00).
- _____ A relative of mine has substantial interest in the business entity or property that would be affected by my business decision of the public body of which I am a member.
- _____ Other: _____.
- _____ None of the Above.

Upon filing this affidavit with the Town of Prosper, Texas, I further affirm that no relative of mine, in the first degree by consanguinity or affinity, as defined in Chapter 573 of the Texas Government Code, is a member of a public body which took action on the agreement.

Signed this _____ day of _____, 20____.

Signature of Official / Title

BEFORE ME, the undersigned authority, this day personally appeared _____ and on oath stated that the facts hereinabove stated are true to the best of his / her knowledge or belief.

Sworn to and subscribed before me on this _____ day of _____, 2013.

Notary Public in and for the State of Texas
My commission expires: _____

EXHIBIT G CONFLICT OF INTEREST QUESTIONNAIRE, FORM CIQ

<p>CONFLICT OF INTEREST QUESTIONNAIRE</p> <p>FORM CIQ</p> <p>For vendor or other person doing business with local governmental entity</p>	<p>OFFICE USE ONLY</p> <p>Date Received</p>
<p>This questionnaire is being filed in accordance with chapter 176 of the Local Government Code by a person doing business with the governmental entity.</p> <p>By law this questionnaire must be filed with the records administrator of the local government not later than the 7th business day after the date the person becomes aware of facts that require the statement to be filed. See Section 176.006, Local Government Code.</p> <p>A person commits an offense if the person violates Section 176.006, Local Government Code. An offense under this section is a Class C misdemeanor.</p>	
<p>1 Name of person doing business with local governmental entity.</p>	
<p>2</p> <p><input type="checkbox"/> Check this box if you are filing an update to a previously filed questionnaire.</p> <p>(The law requires that you file an updated completed questionnaire with the appropriate filing authority not later than September 1 of the year for which an activity described in Section 176.006(a), Local Government Code, is pending and not later than the 7th business day after the date the originally filed questionnaire becomes incomplete or inaccurate.)</p>	
<p>3 Describe each affiliation or business relationship with an employee or contractor of the local governmental entity who makes recommendations to a local government officer of the local governmental entity with respect to expenditure of money.</p>	
<p>4 Describe each affiliation or business relationship with a person who is a local government officer and who appoints or employs a local government officer of the local governmental entity that is the subject of this questionnaire.</p>	

Amended 01/13/2006

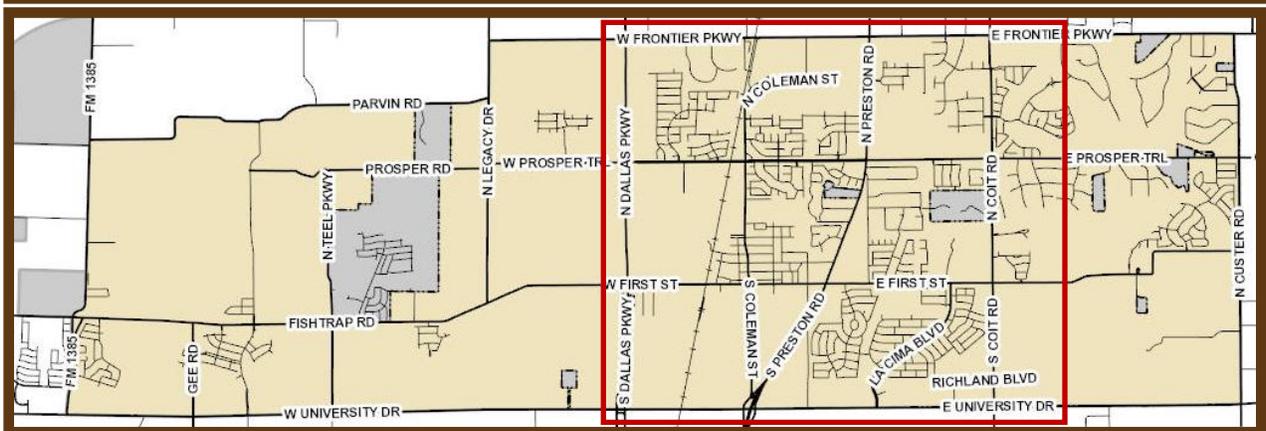
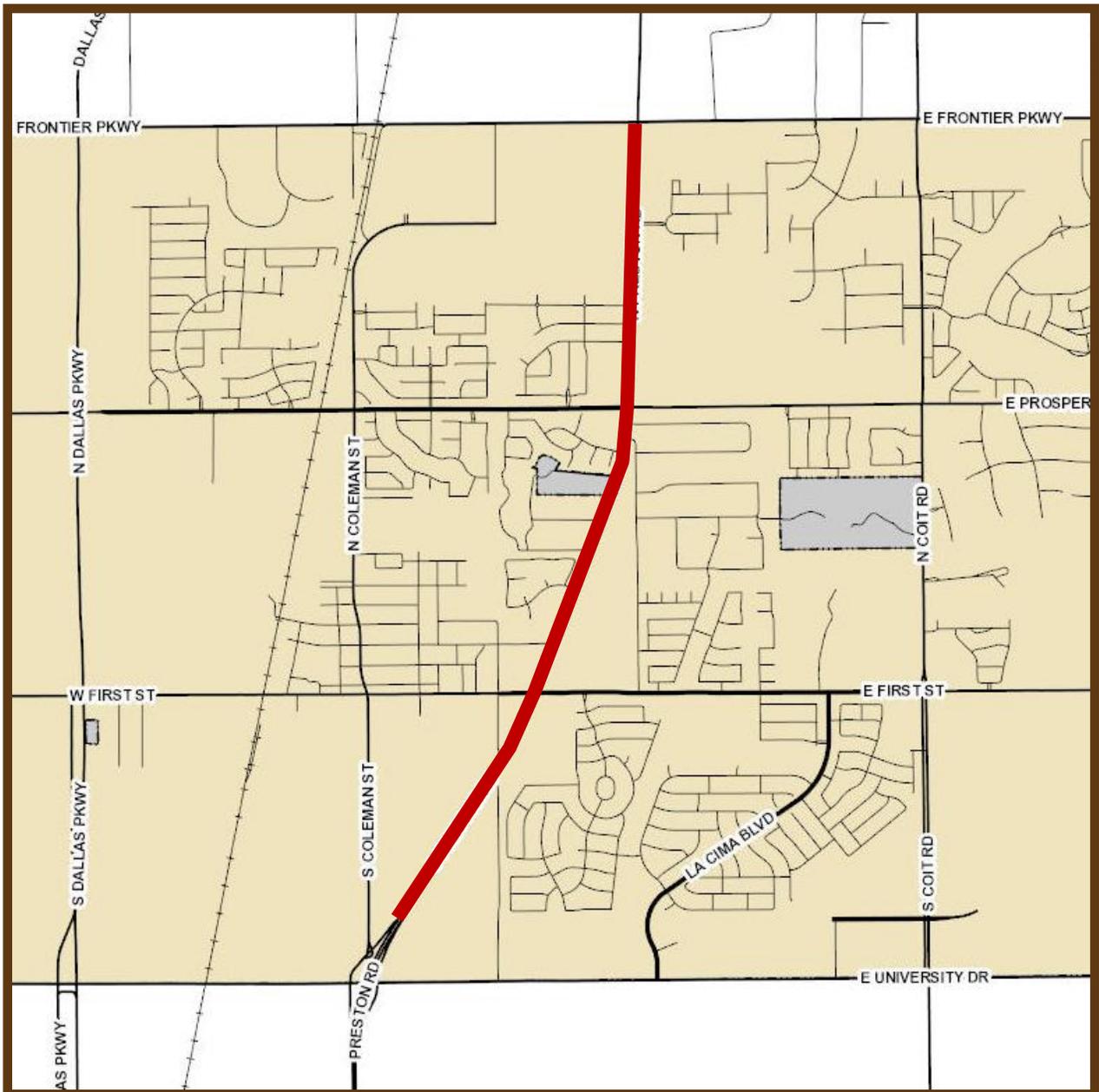
EXHIBIT G CONFLICT OF INTEREST QUESTIONNAIRE, FORM CIQ

<p>CONFLICT OF INTEREST QUESTIONNAIRE</p> <p>For vendor or other person doing business with local governmental entity</p>	<p>FORM CIQ</p> <p>Page 2</p>
<p>5 Name of local government officer with whom filer has affiliation or business relationship. (Complete this section only if the answer to A, B, or C is YES.)</p> <p>This section, item 5 including subparts A, B, C & D, must be completed for each officer with whom the filer has affiliation or business relationship. Attach additional pages to this Form CIQ as necessary.</p> <p>A. Is the local government officer named in this section receiving or likely to receive taxable income from the filer of the questionnaire?</p> <p style="text-align: center;"><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>B. Is the filer of the questionnaire receiving or likely to receive taxable income from or at the direction of the local government officer named in this section AND the taxable income is not from the local governmental entity?</p> <p style="text-align: center;"><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>C. Is the filer of this questionnaire affiliated with a corporation or other business entity that the local government officer serves as an officer or director, or holds an ownership of 10 percent or more?</p> <p style="text-align: center;"><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>D. Describe each affiliation or business relationship.</p>	
<p>6 Describe any other affiliation or business relationship that might cause a conflict of interest.</p>	
<p>7</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">Signature of person doing business with the governmental entity Date</p>	

Amended 01/13/2008



SH 289 Median Lighting





Prosper is a place where everyone matters.

PUBLIC WORKS

To: Mayor and Town Council

From: Frank E. Jaromin, P.E., Director of Public Works

Through: Harlan Jefferson, Town Manager

Re: Town Council Meeting – May 13, 2014

Agenda Item:

Consider and act upon authorizing the Town Manager to execute the Amended and Restated Potable Water Supply Contract between North Texas Municipal Water District and the Town of Prosper, Texas.

Description of Agenda Item:

The Town of Prosper entered into a Potable Water Supply Contract with North Texas Municipal Water District (NTMWD) November 21, 2002, and amended the contract on March 1, 2003, to receive an adequate and dependable treated water supply from the City of Frisco until the NTMWD's pipeline extension was complete to Prosper.

The Town's current capacity to receive water from NTMWD is 5 MGD and our projections show we will peak during the months of July and August at over 6 MGD. In order to receive more water, the Town will need to enter into an Amended and Restated Potable Water Supply Contract with NTMWD to allow the existing water meter to be upsized from an 8" to a 12". The 12" water meter is anticipated to meet the Town's service needs for the next ten (10) years.

On May 22, 2014, the NTMWD Board is scheduled to approve the Amended and Restated Potable Water Supply Contract. With the new contract, the Town will be able to install the new meter which is tentatively scheduled for the last week in May 2014. During the installation of the meter, the Town will have to disconnect from the NTMWD's supply line for approximately twenty hours, requiring the Town to supply water through its existing storage. The Town maintains a capacity of 8 MGD of ground storage at Custer Road Pump Station with an additional 2 MGD in the Preston Road Elevated Storage Tank and does not anticipate requiring any additional conservation requirements during the meter replacement.

The highlights of the new NTMWD's contract are penalties for not meeting the following daily and yearly water conservation goals:

- If the Town takes an amount of water above the authorized amount or authorized rate of delivery, as allowed by NTMWD's water conservation plan and drought contingency plan, NTMWD may require the Town to pay three (3) times the rate for water taken in excess of the authorized amount or authorized rate of delivery.
- Any time the Town exceeds the maximum rate of delivery of 2.2 times the Daily Average, as determined by the NTMWD, Town shall pay three (3) times the rate for water. In the event of an emergency condition, as determined by NTMWD, the increased rate may be waived.

The Town's Daily Average in 2013 was 2.468 MGD which would equate to an allowable maximum rate of delivery of 5.430 MGD. In 2013, the Town's peak day usage was 4.434 MGD, so in order for the Town to maintain contractual flows, the Town will need to continue efforts on improving water conservation.

Budget Impact:

No budget impact.

Legal Obligations and Review:

Terrance Welch of Brown & Hofmeister, L.L.P., has reviewed the agreement as to form and legality.

Attached Documents:

1. North Texas Municipal Water District Amended and Restated Potable Water Supply Contract.

Town Staff Recommendation:

Town staff recommends authorizing the Town Manager to execute the Amended and Restated Potable Water Supply Contract between North Texas Municipal Water District and the Town of Prosper, Texas.

Proposed Motion:

I move to approve authorizing the Town Manager to execute the Amended and Restated Potable Water Supply Contract between North Texas Municipal Water District and the Town of Prosper, Texas.

**NORTH TEXAS MUNICIPAL WATER DISTRICT
TOWN OF PROSPER
AMENDED AND RESTATED
POTABLE WATER SUPPLY CONTRACT**

THE STATE OF TEXAS §
 §
THE COUNTY OF COLLIN §

THIS AMENDED AND RESTATED CONTRACT (the “Amended Contract”) made and entered into as of this the _____ day of _____, 2014, by and between the North Texas Municipal Water District, hereinafter called “NTMWD”, a conservation and reclamation district created under Article 16, Section 59, of the Texas Constitution, and the Town of Prosper, hereinafter called “Customer.”

W I T N E S S E T H :

WHEREAS, NTMWD and Customer are authorized to enter into this Amended Contract pursuant to Chapter 62, Acts of the 52nd Legislature, 1951 (Article 8280-141, Vernon's Texas Civil Statutes), Chapter 791 of the Texas Government Code (the “Interlocal Cooperation Act”) and other applicable laws;

WHEREAS, NTMWD and Customer entered into that certain Potable Water Supply Contract dated November 21, 2002, wherein NTMWD agreed to furnish Customer water supply services (“Original Contract”);

WHEREAS, Customer has requested to increase the meter size for the Point of Delivery;

WHEREAS, NTMWD and Customer desire to amend and completely restate the terms of the Original Contract, and supersede and replace the Original Contract in its entirety, as provided herein;

WHEREAS, Customer desires to obtain an adequate and dependable water supply from NTMWD;

WHEREAS, NTMWD was created, among other things, to serve the water needs of its Member Cities, as defined below;

WHEREAS, Customer acknowledges and understands that this Amended Contract establishes a maximum amount of potable water that NTMWD is required to deliver to Customer;

WHEREAS, Customer acknowledges and understands that NTMWD determines the rates to be paid by Member Cities and Customer and that rates for Customer will not be the same as and are higher than the rates for Member Cities; and

WHEREAS, Customer is not compelled to purchase water from NTMWD and is voluntarily entering into this Amended Contract;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, NTMWD agrees to furnish water, and Customer agrees to pay for water, upon the terms and conditions and for the consideration hereinafter set forth, to wit:

Section 1. DEFINITION OF TERMS. The following terms and expressions as used in this Amended Contract, unless the context clearly shows otherwise, shall have the following meanings:

- (a) “Annual Minimum” means the minimum amount of potable water Customer must compensate NTMWD for during the Annual Payment Period, and each year thereafter, regardless of whether Customer actually takes such quantity of water. The Annual Minimum shall be adjusted annually after the first Annual Payment Period as provided in Section 8;
- (b) “Annual Maximum” means the maximum amount of potable water that NTMWD agrees to sell and deliver to Customer during any Water Year under this Amended Contract;
- (c) “Annual Payment” means the amount of money to be paid to NTMWD by Customer during each Annual Payment Period;
- (d) “Annual Payment Period” means NTMWD’s fiscal year, which currently begins on October 1 of each calendar year and ends on September 30 of the next following calendar year, but which may be any twelve (12) consecutive month period fixed by NTMWD;
- (e) “Amended Contract Date” means the effective date of this Amended Contract as executed by both parties;
- (f) “Customer” means Town of Prosper as defined in the preamble to this Amended Contract;
- (g) “Customer Entity or Customer Entities” means any customer other than the Member Cities with which NTMWD contracts with to furnish water;
- (h) “Daily Average” means 1/365 of the Annual Minimum as provided in Section 8 of this Amended Contract at the Point of Delivery;
- (i) “Emergency Condition” means a condition that necessitates an expeditious delivery of water to prevent or combat imminent peril to the public health, safety, or welfare;
- (j) “NTMWD” means the North Texas Municipal Water District as defined in the preamble to this Amended Contract;
- (k) “Member City or Member Cities” means the Cities of Allen, Farmersville, Forney, Frisco, Garland, McKinney, Mesquite, Plano, Princeton, Richardson, Rockwall, Royse City, Wylie, and any other city that may hereafter legally be annexed into the service area of NTMWD in accordance with Tex. Rev. Civ. Stat. Art. 8280-141;

- (l) “Point of Delivery” means the air gap between the provision of service by NTMWD to Customer, all facilities upstream of which shall be the sole responsibility of NTMWD, and all facilities downstream of which shall be the sole responsibility of the Customer;
- (m) “Regional Contract” means the “North Texas Municipal Water District Regional Water Supply Facilities Amendatory Contract,” dated August 1, 1988, together with all similar contracts between NTMWD and contracting parties;
- (n) “System” means, collectively, the existing system and the future improvements and water of NTMWD included as part of the System under the Regional Contract for projects, water storage, treatment, transmission and supply, including all dams, reservoirs, and other properties or interests therein wherever located. Said terms do not include any of NTMWD’s facilities that provide wastewater treatment or disposal services, or solid waste disposal services, of any kind. Said terms do not include any facilities acquired or constructed by NTMWD with the proceeds from the issuance of “Special Facilities Bonds,” which are payable from any source, contract, or revenues whatsoever, other than revenues from the System; and,
- (o) “Water Year” means the period of August 1 of each calendar year through July 31 of the next following calendar year, or such other twelve (12) month period designated by NTMWD to all Member Cities and Customer Entities.

Section 2. DELIVERY OF WATER. NTMWD agrees to sell and to deliver potable water under this Amended Contract to Customer at its Point of Delivery as described in Section 5 hereof, and Customer agrees to take at its Point of Delivery all water required for use by Customer during the term of this Amended Contract, including all potable water for Customer’s own use and for distribution to all customers served by Customer’s water distribution system, or within Customer’s existing Texas Commission on Environmental Quality (“TCEQ”) certificated retail service area. It is specifically provided, however, that after the Amended Contract Date, unless required to do otherwise by the TCEQ or a court of competent jurisdiction, Customer shall not enter into, renew, or amend with regard to volume of water to be supplied, any agreement to provide wholesale or retail potable water for use outside its boundaries, its extraterritorial jurisdiction, or its certificated retail service area unless each such agreement is approved by NTMWD (which approval shall not be unreasonably withheld unless the projected additional volume affects NTMWD’s ability to provide service to others or conflicts with law or NTMWD policy). Customer shall not become a party to any contract for the sale of potable water that would violate or be inconsistent with the provisions of this Amended Contract. NTMWD will use its best efforts to furnish and remain in a position to furnish potable water sufficient for all reasonable potable water requirements of Customer, but its obligation shall be limited to the amount of potable water available to it from the System during routine operation.

The Annual Maximum that NTMWD agrees to sell and deliver to Customer under this Amended Contract at the Point of Delivery shall be 1,554,900,000, gallons per year. If Customer exceeds the Annual Maximum for the Point of Delivery during any Water Year, within sixty (60) days of such exceedance Customer agrees to commence negotiations with NTMWD for the execution of an amended or restated contract.

The maximum rate of delivery at the Point of Delivery shall not exceed 2.2 times the Daily Average supplied to Customer hereunder, which is consistent with the capabilities and

abilities of NTMWD facilities, and it is understood that NTMWD may from time to time adjust the maximum rate of delivery on an equitable and uniform basis to all Customer Entities.

Section 3. OTHER CONTRACTS. NTMWD reserves the right to supply potable water from the System to additional parties as determined by the Board of Directors of NTMWD.

Section 4. QUALITY. The water to be delivered by NTMWD and received by Customer shall be potable water. Customer has satisfied itself that such water will be suitable for its needs, but NTMWD is obligated to treat such water so as to meet the standards of all State and Federal agencies having jurisdiction over water quality. NTMWD and Customer shall cooperate, each within its legal powers, in preventing, to the extent practicable, the pollution and contamination of the reservoirs and watersheds from which water is obtained.

Section 5. POINT(S) OF DELIVERY. The Point of Delivery for Customer is located at 990 Custer Road on the Frisco-McKinney Pipeline. Exhibit A attached hereto identifies the location of the Point of Delivery. The Point of Delivery shall be a twenty-four inch (24") tapped connection with a twelve inch (12") meter, with all to be approved in writing by NTMWD.

Customer agrees to furnish the site at the Point of Delivery and to construct adequate water storage and pump station facilities so that the maximum rate of delivery will not exceed 2.2 times the Daily Average at the Point of Delivery. Customer shall design and construct a separate vault for the Point of Delivery. The vault will include the billing meter, control valve, and appropriate SCADA equipment. Customer shall also provide one level transmitter for the ground storage tank for NTMWD use and shall provide a separate air gap for the Point of Delivery at the ground storage tank. At the request of the Customer, or upon NTMWD's own determination, NTMWD may install isolation valves associated with the Point of Delivery. NTMWD may require Customer to bear all costs associated with such installation.

Customer shall provide to NTMWD all plans for the design, construction, and installation of any facilities and equipment required to receive and take all potable water delivered to it under this Amended Contract and Customer shall not proceed with any construction or installation without NTMWD's prior written approval of such plans, which approval shall not be unreasonably withheld. Further, NTMWD shall have the right to inspect any and all facilities and equipment to ensure compliance with the NTMWD approved plans. Customer shall also perform and coordinate with NTMWD regarding any and all construction activities that involve the System. Customer shall construct, maintain, and operate, at its own cost and expense, all facilities and equipment necessary to receive and take all potable water delivered to it under this Amended Contract. Regardless of NTMWD's approval of any Customer plans for the design, construction, and installation of any facilities and equipment required to receive and take all potable water delivered to it under this Amended Contract, Customer is solely responsible for the sufficiency of design to receive volume(s) of water established pursuant to this Amended Contract. Any construction from NTMWD's pipeline through the air gap must meet NTMWD standard specifications. No change in the type or size of meters, or size of the tap, shall be allowed unless this Amended Contract has been amended as set forth in Section 10, MODIFICATION.

Section 6. MEASURING EQUIPMENT. Customer shall furnish, and install at its own expense at, or near, the Point of Delivery the necessary rate of flow equipment, of a standard type approved by NTMWD, for measuring properly in both low and high flow periods the quantity of potable water delivered under this Amended Contract and such billing meter and other equipment so installed shall become the property of NTMWD. Customer shall have access to such metering

equipment at all reasonable times, but the reading, calibration, and adjustment thereof shall be accomplished only by the employees or agents of NTMWD. For the purpose of this Amended Contract, the original record or reading of the meter shall be the journal or other record book, including, but not limited to electronic databases, maintained by NTMWD in its office in which the records of the employees or agents of NTMWD who take the reading may be transcribed or stored. Upon written request of Customer, NTMWD will provide a copy of such journal or record book, or permit it to have access to the same in the office of NTMWD during reasonable business hours.

Not more than once in any six (6) month time period, NTMWD shall test its billing meter if requested in writing by Customer to do so, in the presence of a representative of Customer, and the parties shall jointly observe any adjustments that are made to the billing meter in case any adjustments shall be necessary. If upon any test, the percentage of inaccuracy of any billing meter equipment is found to be in excess of two percent (2%), registration thereof shall be corrected for a period extending back to the time when such inaccuracy began, if such time is ascertainable, and if such time is not ascertainable, then for a period extending back one-half (1/2) of the time elapsed since the last date of calibration, but in no event further back than a period of six (6) months. If for any reason any billing meters are out of repair so that the amount of water delivered cannot be ascertained or computed from the reading thereof, the water delivered through the period such billing meters are out of service or out of repair shall be estimated and agreed upon by the parties hereto upon the basis of the best data available. For such purpose, the best data available shall be deemed to be the registration of any check meter or meters if the same have been installed and are accurately registering. Otherwise, the amount of water delivered during such period may be estimated (i) by correcting the error if the percentage of the error is ascertainable by calibration tests or mathematical calculation, or (ii) estimating the quantity of delivery by deliveries during the preceding periods under similar conditions when the billing meter or meters were registering accurately.

Customer may, at its option and its own expense, install and operate a check meter downstream of the Point of Delivery to check each billing meter installed by NTMWD, but the measurement of water for the purpose of this Amended Contract shall be solely by NTMWD's meters, except in the cases hereinabove specifically provided to the contrary. All such check meters shall be of standard make and shall be subject at all reasonable times to inspection and examination by any employee or agent of NTMWD.

Section 7. UNIT OF MEASUREMENT. The unit of measurement for potable water delivered under this Amended Contract shall be 1,000 gallons of water, U.S. Standard Liquid Measure.

Section 8. PRICE AND TERMS. The service to be performed under this Amended Contract by NTMWD consists of the readiness of NTMWD to deliver to Customer upon its demand, water in accordance with the conditions, limitations and provisions of this Amended Contract.

In return for such service, Customer agrees to compensate NTMWD by payment of certain minimum annual sums of money, for each of which said sums NTMWD agrees, if required by Customer, to deliver all, or so much thereof as Customer may desire, of a certain corresponding volume of water, as follows:

(a) Customer will compensate NTMWD at the current water rate established for Customer Entities by the Board of Directors of NTMWD ("Water Rate"), as such Water Rate

may be changed from time to time, for an Annual Minimum of 923,205,000 gallons of water (a Daily Average of 2,529,329 gallons per day), regardless of whether said quantity is actually taken by Customer, and any water delivered in excess of the amount allowed for the Annual Minimum will also be purchased at the Water Rate. The Annual Minimum Customer will be required to purchase at the above Water Rate, or such other Water Rate as may be from time to time determined by NTMWD, shall be calculated annually for each ensuing year and such minimum amount shall not be less than the highest total amount taken by Customer during any previous year or 923,205,000 gallons, whichever is greater; provided however, Customer cannot take more than 1,554,900,000 gallons per year as provided in Section 2 of this Amended Contract, and Customer shall pay the Water Rate for any water taken in excess of 1,554,900,000 gallons per year.

(b) If potable water must be rationed, such rationing shall, within the limits permitted by law, be accomplished by NTMWD on an equal basis of the relative actual total amount of all potable water taken by each Customer Entity, respectively, during the last preceding Annual Payment Period in which rationing among said Customer Entities was not necessary.

(c) The Annual Minimum as set forth in Section 8 hereof shall be reviewed at the end of the first Annual Payment Period, and each year thereafter, and shall be re-determined by the Board of Directors of NTMWD at that time.

(d) Payment of the minimum annual service charge listed above shall be made each year by Customer to NTMWD in twelve (12) equal monthly installments, each of which shall be due and payable on or before the 10th day of the month following the service.

(e) It is further agreed that, in addition to the amounts required to be paid by Customer herein, if during any Water Year Customer uses System treated water in excess of the Annual Minimum for the Annual Payment Period that commenced during such Water Year up to the Annual Maximum allowed in Section 8(a) or in excess of the Annual Maximum allowed in Section 8(a), then Customer shall pay for excess water in accordance with the provisions of Section 8(a). Excess water charges shall be billed by NTMWD to Customer as soon as practicable after the end of such Water Year and shall be paid to NTMWD as soon as practicable thereafter, and in all events prior to the beginning of the next Annual Payment Period.

(f) Liability for making payments, as herein set forth, shall commence on the date of the first tender of delivery of water to Customer by NTMWD at the Point of Delivery.

(g) In the event that Customer shall fail to make any such monthly payment or annual payment within the time herein in this section specified, interest on such amount shall accrue at the rate of ten percent (10%) per annum from the date such payment becomes due until paid in full with the interest as herein specified. In the event such payment is not made within thirty (30) days from the date such payment becomes due, NTMWD may at its option discontinue delivery of water to Customer until the amount due NTMWD is paid in full with interest as herein specified.

(h) If Customer takes an amount of water above the authorized amount or authorized rate of delivery allowed by NTMWD's water conservation plan and drought contingency plan, as may be amended from time to time, NTMWD may require the Customer to pay three (3) times the Water Rate for water taken in excess of the authorized amount or authorized rate of delivery under either plan.

(i) Any time Customer exceeds the maximum rate of delivery of 2.2 times the Daily Average at the Point of Delivery as determined by the NTMWD, Customer shall pay three (3) times the Water Rate for such water. In the event of an Emergency Condition, as that term is defined herein, NTMWD may, in its sole discretion, waive this increased rate for exceedance of the maximum rate of delivery of 2.2 times the Daily Average for the Point of Delivery. This waiver shall apply for a 48-hour period, after which such waiver shall terminate. In its sole discretion, NTMWD may extend the waiver for additional 48-hour periods, if NTMWD determines that an extension of the waiver is warranted.

Section 9. TERM OF AMENDED CONTRACT. This Amended Contract shall commence on the Amended Contract Date and shall continue for a term of twenty (20) years following the Amended Contract Date.

Section 10. MODIFICATION. This Amended Contract may be changed or modified only by written agreement of the parties and only after having obtained approval from the governing bodies of both NTMWD and Customer. No change or modification shall be made to this Amended Contract which will affect adversely the prompt payment when due of all monies required to be paid by Customer under the terms of this Amended Contract.

Section 11. FORCE MAJEURE. If by reason of force majeure any party hereto shall be rendered unable wholly or in part to carry out its obligations under this Amended Contract, other than the obligation of Customer to make the payments required under Section 8 of this Amended Contract, then if such party shall give notice and full particulars of such force majeure in writing to the other party within a reasonable time after occurrence of the event or cause relied on, the obligation of the party giving such notice, so far as it is affected by such force majeure, shall be suspended during the continuance of the inability then claimed, but for no longer period, and any such party shall endeavor to remove or overcome such inability with all reasonable dispatch. The term "force majeure" as employed herein shall mean acts of God, strikes, lockouts, or other industrial disturbances, acts of public enemy, orders of any kind of the Government of the United States or the State of Texas, or any civil or military authority, insurrection, riots, epidemics, landslides, lightning, earthquake, fires, hurricanes, storms, floods, washouts, droughts, arrests, restraint of government and people, civil disturbances, explosions, breakage or accidents to machinery, pipelines or canals, partial or entire failure of water supply, or on account of any other causes not reasonably within the control of the party claiming such inability.

Section 12. INSURANCE. NTMWD agrees to carry and arrange for fire, casualty, public liability, and/or other insurance, including self-insurance for purposes and in amounts which, as determined by NTMWD, ordinarily would be carried by a privately-owned utility company owning and operating such facilities, except that NTMWD shall not be required to provide liability insurance except to insure itself against risk of loss due to claims for which it can, in the opinion of NTMWD's legal counsel, be liable under the Texas Tort Claims Act or any similar law or judicial decision. Such insurance will provide, to the extent feasible and practicable, for the restoration of damaged or destroyed properties and equipment, to minimize the interruption of the services of such facilities. All premiums for such insurance shall constitute just and reasonable operation and maintenance expense. The insurance coverage referenced herein does not extend to any facility owned by Customer.

Section 13. REGULATORY BODIES AND LAWS. This Amended Contract is subject to all applicable Federal and State Laws and any applicable permits, ordinances, rules, orders, and regulations of any local, state or federal governmental authority having or asserting jurisdiction,

but nothing contained herein shall be construed as a waiver of any right to question or contest any such law, ordinance, order, rule, or regulation in any forum, having jurisdiction.

Section 14. NOTICES. Unless otherwise provided herein, any notice, communication, request, reply, or advice (herein severally and collectively, for convenience, called "Notice") herein provided or permitted to be given, made, or accepted by any party to any other party must be in writing and may be given or be served by depositing the same in the United States mail postpaid and registered or certified and addressed to the party to be notified, with return receipt requested, or by delivering the same to an officer of such party, or by prepaid telegram when appropriate, addressed to the party to be notified. Notice deposited in the mail in the manner hereinabove described shall be conclusively deemed to be effective, unless otherwise stated herein, from and after the expiration of three (3) days after it is so deposited. Notice given in any other manner shall be effective only if and when received by the party to be notified. For the purposes of notice, the addresses of the parties shall, until changed as hereinafter provided, be as follows:

If to NTMWD, to:

Executive Director/General Manager
North Texas Municipal Water District
P.O. Box 2408
Wylie, Texas 75098

If to Customer, to:

Town Manager
Town of Prosper
P.O. Box 307
Prosper, Texas 75087

The parties hereto shall have the right from time to time and at any time to change their respective addresses and each shall have the right to specify as its address any other address by at least fifteen (15) days written notice to the other parties hereto.

Section 15. SEVERABILITY. The parties hereto specifically agree that in case any one or more of the sections, subsections, provisions, clauses, or words of this Amended Contract or the application of such sections, subsections, provisions, clauses, or words to any situation or circumstance should be, or should be held to be, for any reason, invalid or unconstitutional, under the laws or constitutions of the State of Texas or the United States of America, or in contravention of any such laws or constitutions, such invalidity, unconstitutionality, or contravention shall not affect any other sections, subsections, provisions, clauses, or words of this Amended Contract or the application of such sections, subsections, provisions, clauses, or words to any other situation or circumstance, and it is intended that this Amended Contract shall be severable and shall be construed and applied as if any such invalid or unconstitutional section, subsection, provision, clause, or word had not been included herein, and the rights and obligations of the parties hereto shall be construed and remain in force accordingly.

Section 16. VENUE. All amounts due under this Amended Contract including, but not limited to, payments due under this Amended Contract or damages for the breach of this Amended Contract, shall be paid and be due in Collin County, Texas, which is the County in which the principal administrative offices of NTMWD are located. It is specifically agreed

among the parties to this Amended Contract that Collin County, Texas, is the principal place of performance of this Amended Contract.

Section 17. OPERATING CONDITIONS AND PROVISIONS.

(a) Operation and Maintenance of System. NTMWD will continuously operate and maintain the System in an efficient manner and in accordance with good business and engineering practices, and at reasonable cost and expense.

(b) Title to Water; Indemnification. NTMWD shall retain title to all water supplied to Customer up to the Point of Delivery, at which point title to such water shall pass to Customer. NTMWD and Customer shall save and hold each other harmless from all claims, demands, and causes of action that may be asserted by anyone on account of the transportation and delivery of said water while title remains in such party. As between the parties, Customer shall have the first right to use all effluent produced from any wastewater treatment plant that treats the wastewater resulting from the use of the water made available under this Amended Contract for direct reuse, but solely for its own purposes. To the extent that effluent produced by a wastewater treatment plant that treats the wastewater resulting from the use of water made available under this Amended Contract is discharged to water courses of the State, the right of Customer to reuse such effluent produced from such wastewater treatment is terminated, and NTMWD shall have the right, as between the parties, pursuant to any necessary authorization of the State, to indirectly reuse said effluent. Customer shall ensure via any wholesale contract with a subsequent customer, to maintain NTMWD's right to indirectly reuse treated effluent, the underlying source of which is water from NTMWD made available under this Amended Contract.

(c) Operating Expenses of Customer. Customer represents and covenants that all payments to be made by it under this Amended Contract shall constitute reasonable and necessary "operating expenses" of its system, as defined in Section 1502.056, Texas Government Code, and that all such payments will be made from the revenues of its system. Customer represents and has determined that the potable water supply to be obtained from the System is absolutely necessary and essential to the present and future operation of its water system and is the only available and adequate source of supply of potable water. Accordingly, all payments required by this Amended Contract to be made by Customer shall constitute reasonable and necessary operating expense of its respective system as described above, with the effect that the obligation to make such payments from revenues of such systems shall have priority over any obligation to make any payments from such revenues (whether of principal, interest, or otherwise) with respect to all bonds or other obligations heretofore or hereafter issued by Customer.

(d) Customer's Rate for Waterworks System. Customer agrees throughout the term of this Amended Contract to continuously operate and maintain its waterworks system, and to fix and collect such rates and charges for water services to be supplied by its waterworks system as aforesaid as will produce revenues in an amount equal to at least (i) all of its payments under this Amended Contract and (ii) all other amounts required to be paid from said revenues by the provisions of the ordinances or resolutions authorizing its revenue bonds or other obligations now or hereafter outstanding and to file appropriate financial reports related to the Customer's system including annual audits.

(e) Equity. Customer acknowledges that it will accrue no equity or any other interest in the System or any other assets of NTMWD as a result of payment or other performance pursuant to this Amended Contract.

(f) Utilization of Groundwater Sources. NTMWD acknowledges that the Customer currently utilized groundwater sources for its water supply. Nothing contained in this Amended Contract shall preclude Customer from continuing to utilize and develop groundwater sources.

Section 18. **WATER CONSERVATION**. Customer agrees to adopt, implement, and enforce any and all ordinances and policies related to water conservation and drought management as required by the Texas Water Code, rules of the TCEQ and/or as may be adopted by the Board of Directors of NTMWD. NTMWD's obligations pursuant to this Amended Contract shall be subject to Customer preparing and implementing a water conservation plan or water conservation measures, as well as implementing any water conservation plans and drought contingency plans adopted by NTMWD and required or approved by the TCEQ, the Board, or any other federal, state, or local regulatory authority with power to require or approve water conservation and drought contingency plans. Upon execution of this Amended Contract, Customer shall submit its water conservation plan or water conservation measures, and drought contingency plan, to NTMWD for review and approval, and Customer agrees to amend its water conservation plan or water conservation measures, and drought contingency plan as requested by NTMWD in order to comply with requirements of NTMWD's water conservation plan and drought contingency plan, program and/or rules. Customer shall also submit any changes or amendments to its water conservation plan or water conservation measures, and drought contingency plan, to NTMWD for review and approval.

NTMWD has adopted a water conservation plan and a drought contingency plan, and may amend both from time to time. If Customer fails to implement NTMWD's and its own drought contingency plan when trigger conditions occur, NTMWD may implement rationing and collect the rate for water withdrawn as provided in Section 8(h) of this Amended Contract, as well as enforce any contractual, statutory, or common law remedies available. The amount of water that is provided pursuant to this Amended Contract when Customer is not in compliance with NTMWD's water conservation plan and drought contingency plan will be reduced to the amount estimated as necessary to satisfy Customer's demand if Customer was operating in compliance with both NTMWD's and Customer's drought contingency plans.

If NTMWD authorizes Customer to resell water from the System pursuant to the conditions included herein, Customer shall require through a contract condition that any successive user(s) of water from the System must implement water conservation measures that comply with the NTMWD and Customer's water conservation plans, measures, programs, and/or rules.

Section 19. **DEMAND ASSESSMENT**. The location of the delivery point(s) and any quantity set forth in this Amended Contract are intended to meet the water needs of Customer. The needs of Customer are independently determined by Customer, and NTMWD has conducted no independent evaluation of the Customer's water system.

Section 20. **SOLE AGREEMENT**. This Amended Contract constitutes the sole and only agreement of Customer and NTMWD and supersedes any prior understanding or oral or written agreements between Customer and NTMWD with respect to the subject matter of this Amended Contract, including the Original Contract.

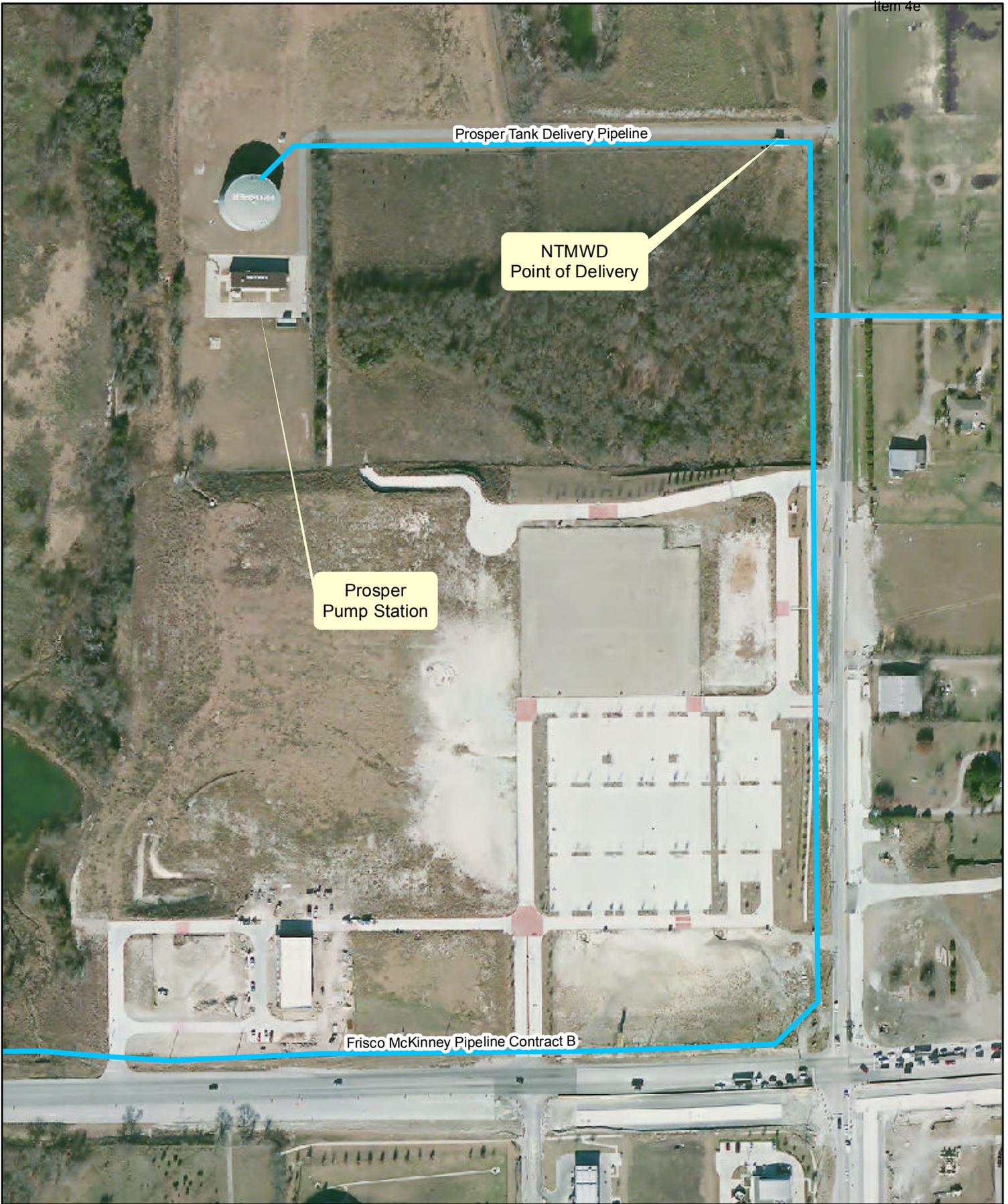
Section 21. NO THIRD PARTY BENEFICIARIES. This Amended Contract shall inure only to the benefit of the parties hereto and third persons not privy hereto shall not, in any form or manner, be considered a third-party beneficiary of this Amended Contract. Each party hereto shall be solely responsible for the fulfillment of its customer contracts or commitments, and NTMWD shall not be construed to be responsible for Customer's contracts or commitments by virtue of this Amended Contract or any provision contained herein.

IN WITNESS WHEREOF, the parties hereto acting under authority of their respective governing bodies have caused this Amended Contract to be duly executed in several counterparts, each of which shall constitute an original, all as of the day and year first above written, which is the Amended Contract Date.

(Signatures on following pages)

EXHIBIT A

Location of Point of Delivery



Town of Prosper
 Meter upsized
 — NTMWD_WaterLines

EXHIBIT A

Location of Point of Delivery





PLANNING

To: Mayor and Town Council
From: Chris Copple, AICP, Director of Development Services
Through: Harlan Jefferson, Town Manager
Re: Town Council Meeting – May 13, 2014

Agenda Item:

Conduct a Public Hearing, and consider and act upon a request to rezone 878.9± acres, located on the southeast and southwest corners of Prosper Trail and Dallas Parkway, from Planned Development-3 (PD-3), Planned Development-14 (PD-14), Planned Development-23 (PD-23), Planned Development-34 (PD-34), Single Family-10 (SF-10), Single Family-12.5 (SF-12.5), Office (O), and Commercial Corridor (CC) to Planned Development-Single Family/Office/Retail (PD-SF/O/R). (Z13-0018).

History:

The Town Council held a work session to discuss the zoning application on April 30, 2014. On May 7, 2014, the applicant submitted revised zoning exhibits. The revised zoning exhibits:

1. Revise Exhibit D to reflect a new location of the neighborhood park adjacent to Legacy Drive, so it is no longer adjacent to Legacy Drive.
2. Revised Exhibit C to prohibit alley-served lots.

Description of Agenda Item:

The zoning and land use of the surrounding properties are as follows:

	Zoning	Current Land Use	Future Land Use Plan
Subject Property	Single Family-10, Single Family-12.5, Office, Commercial Corridor, PD-3-Retail/Commercial/Office, PD-14-Single Family/Single Family-10, PD-23-Single Family-10/Single Family-12.5, PD-34-Multifamily	Undeveloped	Low Density Residential, Medium Density Residential, and Tollway District
North	Agricultural, Single Family-15, Commercial Corridor, PD-60-Single Family-10	Single Family Residential, Commercial, and Undeveloped	Low Density Residential, Medium Density Residential, and Tollway District

East	Agricultural, PD-33-Office	Undeveloped	Business Park and Tollway District
South	Agricultural, Retail, Commercial Corridor, PD-14-Retail/Business Park, PD-41-Mixed Use,	Commercial and Undeveloped	Medium Density Residential and Tollway District
West	Agricultural and ETJ (Denton County)	Single Family Residential and Undeveloped	High Density Residential (in ETJ) and Medium Density Residential

Existing Zoning – The existing zoning is Single Family-10, Single Family-12.5, Office, Commercial Corridor, PD-3-Retail/Commercial/Office, PD-14-Single Family/Single Family-10, PD-23-Single Family-10/Single Family-12.5, PD-34-Multifamily. PD-3, PD-14, PD-23, and PD-34 are attached for your review. The existing zoning is shown on the attached zoning map.

Residential:

The chart below summarizes the existing single family zoning.

Existing Zoning		
Lot Area (sq. ft.)	# of Lots Permitted	Typical Lot Dimensions
5,500-9,999	902	50'x110'
10,000-12,499	523	80'x125'
12,500-14,999	338	90'x140'
15,000+	107	100'x150'
Total	1870	

The 902 lots (5,500 square feet to 9,999 square feet) are all located west of Legacy Drive, next to Artesia. The 968 lots greater than 10,000 square feet in area are all located east of Legacy Drive.

The multifamily tract allows for the development of a maximum of 423 garden-style multifamily units.

Non-residential:

Planned Development-3 and Commercial Corridor are the existing districts along the Dallas Parkway frontage. These districts allow for an extensive list of non-residential uses, including, but not limited to; Automobile Sales, Indoor and Outdoor Commercial Amusement, Gas Stations, Banks, various Retail uses, Restaurants, Furniture Stores, Hardware Stores, Hospitals, Hotels, Motels, Professional and Medical Office, Newspaper Printing Centers, Showroom Facilities, Storage Facilities, Theaters, Small Truck Sales, Warehouse/Distribution Center, Bottling Works, Car Wash, Health/Fitness Center, Manufacturing uses, Open Storage, Nursery, Veterinarian Clinic. These districts also allow for a maximum building height of 8 stories, no greater than 100 feet.

The non-residential property on the north side of First Street, west of Dallas Parkway is zoned straight Office.

Proposed Zoning – Z13-0018 is a request to rezone 878.9± acres, located on the southeast and southwest corners of Prosper Trail and Dallas Parkway, from Planned Development-3 (PD-3), Planned Development-14 (PD-14), Planned Development-23 (PD-23), Planned Development-34 (PD-34), Single Family-10 (SF-10), Single Family-12.5 (SF-12.5), Office (O), and Commercial Corridor (CC) to Planned Development-Single Family/Office/Retail (PD-SF/O/R). The PD-SF/O/R regulations are attached.

The proposed PD-SF/O/R District allows for the development of a maximum of 1,870 single family lots; a maximum of 144.8± acres of office and retail uses along Dallas Parkway; an approximate 30.9-acre community park; a minimum of three neighborhood parks, each approximately 7.5 acres; a minimum of 70 acres of open space and floodplain corridors; and two amenity centers. The rezoning eliminates the ability for 423 garden-style multifamily units to develop on the property.

The proposed single family lots fall into four types; Type A (minimum 6,875 square feet), Type B (minimum 8,125 square feet), Type C (minimum 10,260 square feet), and Type D (minimum 11,610 square feet). The maximum number of Type A lots is 709 and the maximum number of Type B lots is 784. Any unused number of Type A lots may be added to the maximum number of Type B lots. While there is no minimum number of lots for Type A or Type B lots, the minimum number of Type C lots is 231, and the minimum number of Type D lots is 143. The maximum number of lots allowed west of Legacy Drive is 750, while the maximum number of lots east of Legacy Drive is 1,120. Development standards for each lot type are summarized in the table below and are further described in Exhibit C, Section II.

	Proposed PD-SF (Type A)	Proposed PD-SF (Type B)	Proposed PD-SF (Type C)	Proposed PD-SF (Type D)	SF-10 (For Comparison Purposes Only)
Min. Lot Area	6,875 square feet	8,125 square feet	10,260 square feet	11,610 square feet	10,000 square feet
Number of Lots	709 max	784 max**	231 minimum	143 minimum	N/A
Typical Lot Dimensions	55' X 125'	65' X 125'	76' X 135'	86' X 135'	80' X 125'
Min. Lot Width	55 feet	65 feet	76 feet	86 feet	80 feet
Min. Lot Depth	100 feet	100 feet	110 feet	125 feet	125 feet
Min. Dwelling Area	1,800 square feet (single story) 2,000 square feet (two story)	2,300 square feet (single story) 2,650 square feet (two story)	2,500 square feet (single story) 3,000 square feet (two story)	3,000 square feet (single story) 3,500 square feet (two story)	1,800 square feet
Front Yard Setback	25 feet	25 feet	30 feet	30 feet	25 feet

Side Yard Setback	7 feet	7 feet	8 feet	8 feet	8 feet
Rear Yard Setback	25 feet				
Maximum Height	40 feet				
Minimum Roof Pitch	8:12	8:12	10:12	10:12	8:12

** Any unused number of Type A lots may be added to the maximum number of Type B lots.

The number of single family lots less than 10,000 square feet in area has increased from 902 allowed for per the existing zoning to 1,496 in the proposed PD. The number of lots greater than 10,000 square feet in area has been reduced from 968 to 375 in the proposed PD.

Besides lot size (Types A, B, and C), width, depth (Types A, B, and C), and side yard setback (Types A and B), the proposed PD-SF standards that vary from straight SF-10 zoning are:

1. *Permitted Encroachment* – The PD allows architectural features and porches to encroach into the required front and rear yard setbacks up to 5 feet and allows for swing-in garages to encroach into front yards up to 10 feet. The Town’s Zoning Ordinance permits eaves, roof extensions, or porches without posts or columns to project into the required front yard for a distance not to exceed 3 feet. The Zoning Ordinance also allows the minimum front yard in single-family and two-family Zoning Districts to be reduced by 10 feet in the following circumstances. In no case shall the reduction cause the minimum front yard to be less than 15 feet.
 - For an outside swing-in garage provided the wall of the garage that faces the street contains a glass pane window with a minimum size of three feet by five feet and the height of the garage does not exceed one story; or
 - For a non-enclosed porch, stoop, or balcony, or an architectural feature, such as bay window without floor area or chimney; or
 - For a non-enclosed porch and the main structure provided:
 - the height of the main structure does not exceed one story;
 - the porch has a minimum dimension of seven feet in depth measured from stud to the front edge of the porch floor and a minimum width of 20 feet; and
 - the minimum front yard for a front entry garage is increased one foot for every one foot the minimum front yard for the main structure is reduced
2. *Fencing* – The PD requires fencing adjacent to open space or parks be decorative metal fence, minimum 4 foot in height. In addition to complying with the Town’s fence ordinance, the PD requires all wooden fencing to be cedar, board-to-board with a top rail; and for the development to establish a common stain color and fence detail. The Town’s fence ordinance does not require the wood fencing to have a top rail; or for the development to establish a common stain color and fence detail.
3. *Building and Architectural Standards* – The PD provides several building and architectural standards that exceed those in the Zoning Ordinance, such as standards to require front facing garage doors with architecturally enhanced features; to prohibit carports and accessory structures used as garages, garage apartments, storage buildings, or guest houses; to require enhanced paving treatments for residential driveways; and to limit the use

of cementitious fiberboard. The PD also includes conceptual single family elevations as Exhibit F. Please note the renderings in Exhibit F are artist's concepts and are included as a representation of the architectural style, color, and material selections.

The proposed PD allows for a maximum of 144.8± acres of office and retail uses along Dallas Parkway. The PD-O/R standards generally conform to straight Office and Retail zoning standards except the PD-O/R District allows for the following: hotel and auto sales/leasing and services uses; hotels, office buildings, and hospitals to have a maximum height of 8 stories, no greater than 100 feet; and all non-residential uses within 150 feet of a single family zoned area be a maximum height of 2 stories. Should a non-residential use exceed 2 stories near a single family zoned area, the setback is required to increase 1 foot beyond the 150 foot setback for each foot of building height beyond 2 stories.

Future Land Use Plan – The Future Land Use Plan (FLUP) recommends Low Density Residential, Medium Density Residential, and Tollway District uses for the property. The FLUP recommends a density not to exceed 1.6 dwelling units per acre in areas designated for Low Density Residential, with typical lot sizes of 15,000 square feet and greater. The FLUP recommends a density not to exceed 2.5 dwelling units per acre in areas designated for Medium Density Residential, with typical lot sizes between 12,500 to 20,000 square feet. The FLUP recommends a diverse mixture of office, retail, and high density residential uses in the Tollway District.

The proposed PD-SF/O/R District allows for the development of a maximum of 1,870 single family lots and a maximum of 144.8 acres of office and retail uses along Dallas Parkway. The proposed single family residential density is 2.47 dwelling units per acre, which is a reduction from the existing single family residential density of 2.68 dwelling units per acre. The rezoning also eliminates the ability for 423 garden-style multifamily units to develop on the property.

Thoroughfare Plan – The property is adjacent to the future Dallas North Tollway; Shawnee Trail, a future four-lane divided thoroughfare; Legacy Drive, a future six-lane divided thoroughfare; Fishtrap Road, a future four-lane divided thoroughfare; and Prosper Trail, a future four-lane divided thoroughfare. The zoning exhibit complies with the Thoroughfare Plan.

Water and Sanitary Sewer Services – Water service and sanitary sewer service will have to be extended to the property either before or with development.

Access – Access to the property is provided from existing Dallas Parkway, future Shawnee Trail, existing Legacy Drive, existing Fishtrap Road, and existing Prosper Trail. Adequate access is provided to the property.

Schools – This property is located within the Prosper Independent School District (PISD). Any future school sites are to be determined at the time of preliminary plat.

Parks – The development 1,870 single family lots would require 53.4 acres of park dedication. The proposed PD provides for an approximate 30.9-acre community park, a minimum of three 7.5-acre neighborhood parks, 70 acres of open space and floodplain corridors, and two amenity centers. Please see Exhibit C, Section I for the Parkland and Amenities standards. The Parks and Recreation Board recommended changes to the proposed PD at their March 3, 2014, meeting, described below.

Environmental Considerations – The 100-year floodplain located on the property is shown on Exhibits A and D.

Legal Obligations and Review:

Notification was provided to neighboring property owners as required by state law. Town staff has received two public hearing notice reply forms, neither in opposition to the request.

Attached Documents:

1. Zoning Exhibits A, B, C, D, E, and F.
2. Zoning map of the surrounding area.
3. PD-3.
4. PD-14.
5. PD-23.
6. PD-34.
7. Future Land Use Plan
8. Public hearing notice reply forms.

Parks and Recreation Board Recommendation:

At their March 3, 2014 meeting, the Parks and Recreation Board recommended the Planning & Zoning Commission and Town Council approve the proposed Parkland Dedication, by a vote of 6-0, subject to:

1. One community park being a minimum of 31 acres as indicated on Exhibit D, located east of Legacy, south of the creek, and on the north side of Fishtrap Road. Per the Subdivision Ordinance, a maximum of 20% of the floodplain can count towards the requirement; therefore, approximately 24.8 acres shall be located outside the floodplain.
2. Three neighborhood parks, a minimum of 7.5 acres each. One neighborhood park will be located west of Legacy and two will be located east of Legacy. They shall not be located adjacent to major arterial streets.

Planning & Zoning Commission Recommendation:

At their April 15, 2014, meeting, the Planning & Zoning Commission recommended the Town Council approve a request to rezone 878.9± acres, located on the southeast and southwest corners of Prosper Trail and Dallas Parkway, from Planned Development-3 (PD-3), Planned Development-14 (PD-14), Planned Development-23 (PD-23), Planned Development-34 (PD-34), Single Family-10 (SF-10), Single Family-12.5 (SF-12.5), Office (O), and Commercial Corridor (CC) to Planned Development-Single Family/Office/Retail (PD-SF/O/R), by a vote of 6-1, subject to the following conditions:

1. Revise the zoning exhibits to comply with the Parks and Recreation Board's recommendation;
2. Revise and replace the existing language in Exhibit F to read as follows: All single family residential elevations shall substantially conform to the depictions contained herein;
3. No alleyways shall be permitted in the Development; and
4. Reduce the maximum number of Type A lots to 559 with a total lot count not to exceed 1870 lots.

Motion passed 6-1 with Commissioner Keith in opposition to the motion, citing a preference that Type A lots be reduced by more than a count of 150, as he preferred a guarantee that more lots than what is proposed will be 10,000 square feet or greater.

Town Staff Recommendation:

Town staff recommends the Town Council consider the following items prior to taking action on the proposed PD:

1. Minimum Single Family Lot Sizes and the Maximum Number of Lot Types A and B – Although the smallest single family lot size has increased from 5,500 square feet in existing PD-14 to 6,875 square feet in the proposed PD, the number of single family lots allowed to develop with an area less than 10,000 square feet has increased from 902 per existing zoning to 1,496 in the proposed PD. The number of lots with a minimum area greater than 10,000 square feet has been reduced from 968 to 375. While the maximum single family density has been reduced from 2.68 dwelling units per acre to 2.47 dwelling units per acre (due to an increase in the single family land area) and the rezoning eliminates the ability for 423 garden-style multifamily units to develop on the property, the number of single family lots with an area less than 10,000 square feet has significantly increased.
2. Conceptual Elevations or Renderings – The proposed PD includes conceptual elevations for the single family homes in Exhibit F. Please note the elevations in Exhibit F are artist's concepts. They are included as a representation of the architectural style, color and material selections Blue Star is planning for the single family dwellings in Star Trail. The Planning & Zoning Commission should review the language in Exhibit F and the conceptual elevations to determine suitability.
3. Side Yard Setbacks – The minimum side yard setbacks for Lot Types A and B in the proposed PD are 7 feet. The minimum side yard setback in the SF-10 District is 8 feet. The applicant is requesting a reduced side yard setback due to the reduced width of the lots. For reference purposes, the side yard setbacks in the recently approved Prosper Center PD were 7.5 feet.

Once the Town Council has considered the previous list of items and the conditions listed in the Planning & Zoning Commission's recommendation, Town staff recommends the Town Council approve the request to rezone 878.9± acres, located on the southeast and southwest corners of Prosper Trail and Dallas Parkway, from Planned Development-3 (PD-3), Planned Development-14 (PD-14), Planned Development-23 (PD-23), Planned Development-34 (PD-34), Single Family-10 (SF-10), Single Family-12.5 (SF-12.5), Office (O), and Commercial Corridor (CC) to Planned Development-Single Family/Office/Retail (PD-SF/O/R) subject to:

1. Revising the zoning exhibits to comply with the Parks and Recreation Board's recommendation.

Proposed Motion:

I move to approve the request to rezone 878.9± acres, located on the southeast and southwest corners of Prosper Trail and Dallas Parkway, from Planned Development-3 (PD-3), Planned Development-14 (PD-14), Planned Development-23 (PD-23), Planned Development-34 (PD-34), Single Family-10 (SF-10), Single Family-12.5 (SF-12.5), Office (O), and Commercial Corridor (CC) to Planned Development-Single Family/Office/Retail (PD-SF/O/R) subject to:

1. Revising the zoning exhibits to comply with the Parks and Recreation Board's recommendation.
2. *(list any additional conditions of approval here)*

Submittal Documents in Support of



(subject to name change prior to final approval)

**A Planned Development District
in the
Town of Prosper, Texas**

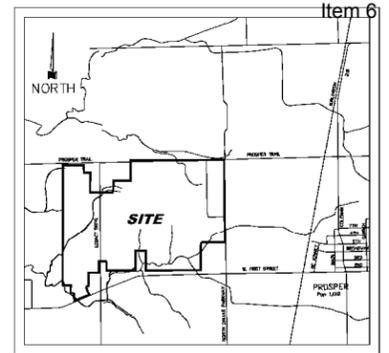
May 13, 2014

TABLE OF CONTENTS

	<u>Page</u>
EXHIBIT "A" - Legal Descriptions	3
EXHIBIT "B" - Statement of Intent and Purpose	10
EXHIBIT "C" - Development Standards	
1. Amenity Program	11
2. Single-Family Residential	16
3. Commercial/Retail	28
EXHIBIT "D" - Concept Plan	29
EXHIBIT "E" - Development Schedule	30
EXHIBIT "F" - Conceptual SF Elevations	31-35

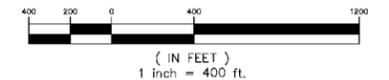
EXHIBIT "A"
Legal Descriptions for StarTrail, Town of Prosper, Texas

THE THOROUGHFARE ALIGNMENT(S) SHOWN ON THIS EXHIBIT ARE FOR ILLUSTRATION PURPOSES AND DO NOT SET THE ALIGNMENT. THE ALIGNMENT IS DETERMINED AT THE TIME OF FINAL PLAT.



LOCATION MAP NOT TO SCALE

GRAPHIC SCALE



- LEGEND**
- FME = FENCE MAINTENANCE EASEMENT
 - EAE = EMERGENCY ACCESS EASEMENT
 - WE = WATER EASEMENT
 - DE = DRAINAGE EASEMENT
 - UE = UTILITY EASEMENT
 - SSE = SANITARY SEWER EASEMENT
 - BL = BUILDING LINE
 - D.R.D.C.T. = DEED RECORDS, DENTON COUNTY, TEXAS
 - M.R.D.C.T. = MAP RECORDS, DENTON COUNTY, TEXAS
 - ◇ = STREET NAME CHANGE
 - ⊙ = 1/2" IRON ROD FOUND W/ ORANGE PLASTIC CAP (UNLESS OTHERWISE NOTED)
 - = 1/2" IRON ROD SET W/ YELLOW PLASTIC CAP STAMPED "DAA"

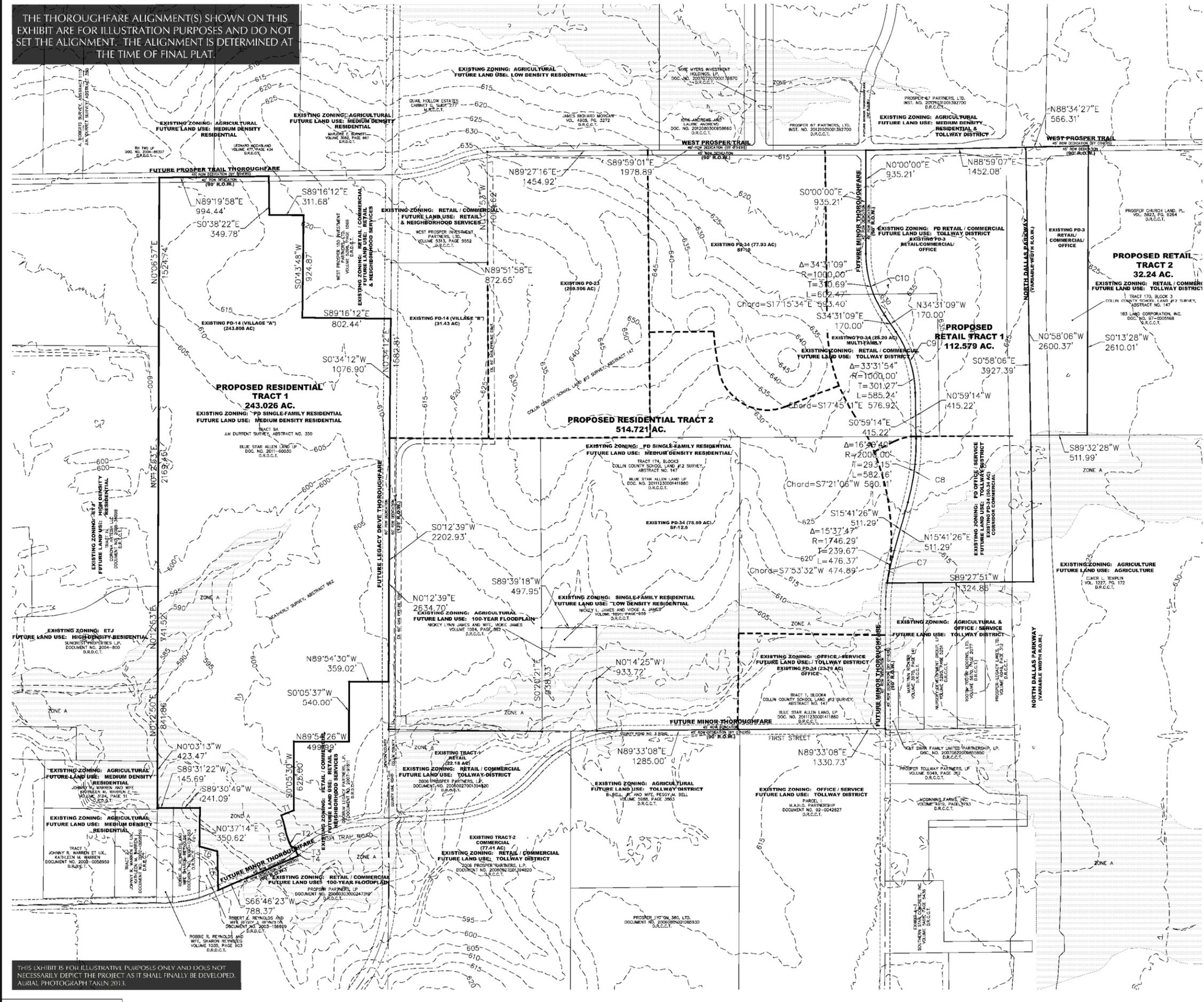
DEVELOPMENT DATA	
PROPOSED USE:	Planned Development
RESIDENTIAL:	±757.747 ACRES
RETAIL:	±144.819 ACRES
TOTAL GROSS ACREAGE:	±902.565 ACRES
TOTAL FLOODPLAIN ACREAGE:	±96.750 ACRES
TOTAL THOROUGHFARE ACREAGE:	±58.206 ACRES
TOTAL NET ACREAGE:	±844.305 ACRES
PROPOSED GROSS DENSITY:	2.47 DU/AC

4 TRACTS ~ ±902.565 ACRES
 Z13-0018
 EXHIBIT A
 STAR TRAIL
 J.M. DURET SURVEY ~ ABSTRACT NO. 350
 NEATHERLY SURVEY ~ ABSTRACT NO. 962
 COLLIN COUNTY SCHOOL LAND #12 SURVEY ~ ABSTRACT NO. 147
 TOWN OF PROSPER
 DENTON COUNTY, TEXAS
 MAY 2014 SCALE: 1"=400'
 OWNER/APPLICANT



8000 Warren Parkway
 Building 1, Suite 100
 Frisco, Texas 75034
 PHONE: (972) 867-1886

PLANNER/ENGINEER/SURVEYOR
DOWDEY, ANDERSON & ASSOCIATES, INC.
 3225 Village Creek Drive, Suite 200 Plano, Texas 75093 972-933-0694
 STATE REGISTRATION NUMBER: F-199



THIS EXHIBIT IS FOR ILLUSTRATIVE PURPOSES ONLY AND DOES NOT NECESSARILY DEPICT THE PROJECT AS IT SHALL FINALLY BE DEVELOPED. AERIAL PHOTOGRAPH TAKEN 2013.

DOWDEY, ANDERSON & ASSOCIATES, INC.

**LEGAL DESCRIPTION
RESIDENTIAL TRACT 1
243.026 ACRES**

BEING a tract of land situated in the J.M. DURRET SURVEY, ABSTRACT NO. 350 and NEATHERLY SURVEY, ABSTRACT NO. 962, Denton County, Texas and being part of that tract of land described as Tract 9A in Deed to Blue Star Allen Land, Lp., as recorded in Document No. 2011-60030, Deed Records, Denton County, Texas and being more particularly described as follows:

BEGINNING at a point for the northwest corner of said Tract 9A;

THENCE North 89 degrees 19 minutes 58 seconds East, a distance of 994.44 feet to a point for corner;

THENCE South 00 degrees 38 minutes 22 seconds East, a distance of 349.78 feet to a point for corner;

THENCE South 89 degrees 16 minutes 12 seconds East, a distance of 311.68 feet to a point for corner;

THENCE South 00 degrees 43 minutes 48 seconds West, a distance of 924.87 feet to a point for corner;

THENCE South 89 degrees 16 minutes 12 seconds East, a distance of 802.44 feet to a point for corner;

THENCE South 00 degrees 34 minutes 12 seconds West, a distance of 1,076.90 feet to a point for corner;

THENCE South 00 degrees 12 minutes 39 seconds West, a distance of 2,202.93 feet to a point for corner;

THENCE North 89 degrees 54 minutes 30 seconds West, a distance of 359.02 feet to a point for corner;

THENCE South 00 degrees 05 minutes 37 seconds West, a distance of 540.00 feet to a point for corner;

THENCE North 89 degrees 54 minutes 26 seconds West, a distance of 499.99 feet to a point for corner;

THENCE South 00 degrees 05 minutes 30 seconds West, a distance of 625.00 feet to a point for corner;

THENCE South 68 degrees 30 minutes 36 seconds West, a distance of 121.88 feet to a point for corner at the beginning of a non-tangent curve to the right having a central angle of 11 degrees 25 minutes 23 seconds, a radius of 635.02 feet and chord bearing and distance South 15 degrees 47 minutes 56 seconds East, 126.39 feet;

THENCE Southerly, with said curve to the right, an arc distance of 126.60 feet to a point for corner at the beginning of a compound curve to the left having a central angle 13 degrees 23 minutes 29 seconds, a radius 553.16 feet and chord bearing and distance of South 16 degrees 46 minutes 59 seconds, 128.99 feet;

THENCE Southerly, with said curve to the left, an arc distance of 129.29 feet to a point for corner;

THENCE South 23 degrees 28 minutes 43 minutes East, a distance of 40.00 feet to a point for corner;

THENCE South 68 degrees 26 minutes 07 minutes East, a distance of 35.35 feet to a point for corner;

THENCE South 23 degrees 14 minutes 18 seconds East, a distance of 79.37 feet to a point for corner;

THENCE South 66 degrees 46 minutes 23 seconds West, a distance of 788.37 feet to a point for corner;
THENCE North 01 degrees 14 minutes 00 degrees West, a distance of 351.49 feet to a point for corner;
THENCE North 74 degrees 40 minutes 56 minutes West, a distance of 166.86 feet to a point for corner;
THENCE North 00 degrees 37 minutes 14 seconds East, a distance of 350.62 feet to a point for corner;
THENCE South 89 degrees 30 minutes 49 seconds West, a distance of 241.09 feet to a point for corner;
THENCE South 89 degrees 31 minutes 22 seconds West, a distance of 145.69 feet to a point for corner;
THENCE North 00 degrees 03 minutes 13 seconds West, a distance of 423.47 feet to a point for corner;
THENCE North 00 degrees 12 minutes 50 seconds East, a distance 841.86 feet to a point for corner;
THENCE North 00 degrees 12 minutes 53 seconds East, a distance of 2,910.97 feet to a point for corner;
THENCE North 00 degrees 06 minutes 57 seconds East, a distance of 1,524.74 feet to the **POINT OF BEGINNING** and containing 243.026 acres of land, more or less.



**LEGAL DESCRIPTION
RESIDENTIAL TRACT 2
514.72 ACRES**

BEING a tract of land situated in the COLLIN COUNTY SCHOOL LAND #12 SURVEY, ABSTRACT NO. 147, Collin County, Texas and being part of that tract of land described as Tract 174, Block 3 in Deed to Blue Star Allen Land, LP., as recorded in Document No. 20111230001411880, Deed Records, Collin County, Texas and being more particularly described as follows:

BEGINNING at a point for the northwest corner of said Tract 174;

THENCE North 89 degrees 27 minutes 16 seconds East, a distance of 1,454.92 feet to a point for corner;

THENCE South 89 degrees 59 minutes 01 seconds East, a distance of 1,978.89 feet to a point for corner;

THENCE South, a distance of 935.21 feet to a point for corner at the beginning of a curve to the left having a central angle of 34 degrees 31 minutes 09 seconds, a radius of 1,000.00 feet and a chord bearing and distance of South 17 degrees 15 minutes 34 seconds East, 593.40 feet;

THENCE Southeasterly, with said curve to the left, an arc distance of 602.47 feet to a point for corner;

THENCE South 34 degrees 31 minutes 09 seconds East, a distance of 170.00 feet to a point for corner at the beginning of a curve to the right having a central angle of 33 degrees 31 minutes 54 seconds, a radius of 1,000.00 feet and a chord bearing and distance of South 17 degrees 45 minutes 11 seconds, 576.92 feet;

THENCE Southerly, with said curve to the right, an arc distance of 585.24 feet to a point for corner;

THENCE South 00 degrees 59 minutes 14 seconds East, a distance of 415.22 feet to a point for corner at the beginning of a curve to the right having a central angle of 16 degrees 40 minutes 40 seconds, a radius of 2,000.00 feet and a chord bearing and distance of South 07 degrees 21 minutes 06 seconds West, 580.11;

THENCE Southwesterly, with said curve to the right, an arc distance of 582.16 feet to a point for corner;

THENCE South 15 degrees 41 minutes 26 seconds West, a distance of 511.29 feet to a point for corner at the beginning of a curve to the left having a central angle of 15 degrees 37 minutes 47 seconds, a radius of 1,746.29 feet and a chord bearing and distance of South 07 degrees 53 minutes 32 seconds West, 474.89 feet;

THENCE Southerly, with said curve to the left, an arc distance of 476.37 feet to a point for corner;

THENCE South 00 degrees 04 minutes 39 seconds West, a distance of 1,084.19 feet to a point for corner;

THENCE South 89 degrees 39 minutes 51 seconds West, a distance of 1,330.71 feet to a point for corner;

THENCE South 89 degrees 26 minutes 12 seconds West, a distance of 1,285.03 feet to a point for corner;

THENCE North 00 degrees 14 minutes 25 seconds West, a distance of 933.72 feet to a point for corner;

THENCE South 89 degrees 39 minutes 18 seconds West, a distance of 497.95 feet to a point for corner;

THENCE South 00 degrees 20 minutes 21 seconds East, a distance of 938.33 feet to a point for corner;
THENCE North 89 degrees 12 minutes 05 seconds West, a distance of 1,393.41 feet to a point for corner;
THENCE North 00 degrees 12 minutes 39 seconds East, a distance of 2,634.70 feet to a point for corner;
THENCE North 00 degrees 34 minutes 12 seconds East, a distance of 1,582.81 feet to a point for corner;
THENCE North 89 degrees 51 minutes 58 seconds East, a distance of 872.65 feet to a point for corner;
THENCE North 00 degrees 09 minutes 53 seconds West, a distance of 1,004.62 feet to the **POINT OF BEGINNING** and containing 514.72 acres of land, more or less.



**LEGAL DESCRIPTION
RETAIL TRACT 1
112.579 ACRES**

BEING a tract of land situated in the COLLIN COUNTY SCHOOL LAND #12 SURVEY, ABSTRACT NO. 147, Collin County, Texas and being part of that tract of land described as Tract 171, Block 3 in Deed to 183 Land Corporation, Inc., as recorded in Document No. 97-0005168, Deed Records, Collin County, Texas and being more particularly described as follows:

BEGINNING at a point for the northwest corner of said Tract 171;

THENCE North 88 degrees 59 minutes 07 seconds East, a distance of 1,452.08 feet to a point for corner;

THENCE South 00 degrees 58 minutes 06 seconds East, a distance of 3,927.39 feet to a point for corner;

THENCE South 89 degrees 27 minutes 51 seconds West, a distance of 1,324.86 feet to a point for corner at the beginning of a non-tangent curve to the right having a central angle of 08 degrees 01 minutes 34 seconds, a radius of 1,746.29 feet and a chord bearing and distance of North 11 degrees 41 minutes 39 seconds East, 244.42 feet;

THENCE Northerly, with said curve to the right, an arc distance of 244.62 feet to a point for corner;

THENCE North 15 degrees 41 minutes 26 seconds East, a distance of 511.29 feet to a point for corner at the beginning of a curve to the left having a central angle of 16 degrees 40 minutes 40 seconds, a radius of 2,000.00 feet and a chord bearing and distance of North 07 degrees 21 minutes 06 seconds East, 580.11 feet;

THENCE Northerly, with said curve to the left, an arc distance of 582.16 feet to a point for corner;

THENCE North 00 degrees 59 minutes 14 seconds West, a distance of 415.22 feet to a point for corner at the beginning of a curve to the left having a central angle of 33 degrees 31 minutes 54 seconds, a radius of 1,000.00 feet and a chord bearing and distance of North 17 degrees 45 minutes 11 seconds West, 576.92 feet;

THENCE Northwesterly, with said curve to the left, an arc distance of 585.24 feet to a point for corner;

THENCE North 34 degrees 31 minutes 09 seconds West, a distance of 170.00 feet to a point for corner at the beginning of a curve to the right having a central angle of 34 degrees 31 minutes 09 seconds, a radius of 1,000.00 feet and a chord bearing and distance of North 17 degrees 15 minutes 34 seconds West, 593.40 feet;

THENCE Northerly, with said curve to the right, an arc distance of 602.47 feet to a point for corner;

THENCE North, a distance of 935.21 feet to the **POINT OF BEGINNING** and containing 112.579 acres of land, more or less.



**LEGAL DESCRIPTION
RETAIL TRACT 2
32.24 ACRES**

BEING a tract of land situated in the COLLIN COUNTY SCHOOL LAND #12 SURVEY, ABSTRACT NO. 147, Collin County, Texas and being part of that tract of land described as Tract 170, Block 3, in Deed to 183 Land Corporations, Inc., as recorded in Document No. 97-0005168, Deed Records, Collin County, Texas and being more particularly described as follows:

BEGINNING at a point for the southwest corner of said Tract 170;

THENCE North 00 degrees 58 minutes 06 seconds West, a distance of 2,600.37 feet to a point for corner;

THENCE North 88 degrees 34 minutes 27 seconds East, a distance of 566.31 feet to a point for corner;

THENCE South 00 degrees 13 minutes 28 seconds West, a distance of 2,610.01 feet to a point for corner;

THENCE South 89 degrees 32 minutes 28 seconds West, a distance of 511.99 feet to the **POINT OF BEGINNING** and containing 32.24 acres of land, more or less.



EXHIBIT "B"**Statement of Intent and Purpose for StarTrail, Town of Prosper, Texas**

The purpose of this PD is to allow for the creation of a unique, high-quality, primarily residential master-planned community that meets the demands of the current real estate market conditions while maintaining the character of the Town of Prosper. The Villages of Star Trail will utilize a variety of lot sizes to offer multiple lifestyle opportunities arranged around an amenity program consisting of both active and passive open spaces catering to all ages. Existing floodplain areas will be enhanced to create an active greenbelt with a trail system for hikers and bikers that links to the development as well as the Town of Prosper's master trail system. The residential lots will be carefully arranged so that the more intense uses are located towards the perimeter of the development serving as a buffer from the thoroughfares, commercial uses, and existing higher density developments adjacent to the planned community. Commercial, Retail and Office uses will be located along the major thoroughfares to provide future employment and retail opportunities for the community. The roadway system within Star Trail is designed to provide easy access to the network of thoroughfares in and around the community as well as the Dallas North Tollway.

EXHIBIT “C”
Development Standards for StarTrail, Town of Prosper, Texas

Conformance with the Town’s Zoning Ordinance and Subdivision Ordinance: Except as otherwise set forth in these Development Standards, the regulations of the Town’s Zoning Ordinance (as it currently exists or may be amended) and Subdivision Ordinance (as it currently exists or may be amended) shall apply.

I. Amenity Program

A. General. As a master planned community, Star Trail will have a programmed and qualitatively controlled system of amenities throughout. These amenities combine to create an overall sense of place that would be difficult to achieve when considered as independent elements within smaller developments. The community amenities that are addressed within these Development Standards are:

- Primary Community Entries
- Secondary Community Entries
- Neighborhood Entries
- Thoroughfare Landscape Buffers
- Community Amenity Center
- Floodplain / Greenway Parks
- Neighborhood Parks
- Pocket Parks
- Hike and Bike Trails

B. Primary Community Entries

1. Major points of entry into StarTrail (including at least one entry along Prosper Trail, one along Legacy Drive and one off the DNT service road) will be defined with a combination of monument signage, landscape and lighting to create a sense of arrival commensurate in scale and character with a 800+ acre master planned community (see representative examples below). These entries will include:

- Community name / logo incorporated into monument signage element, to be constructed of masonry or similar material;
- Enhanced landscape, including seasonal color, shrubs, groundcover, perennials and unique combinations of both canopy and ornamental trees;
- Enhanced lighting on the monument / signage and the unique aspects of the landscape;
- Water will be considered as an accent feature if land and topography permit, and if compatible with the overall physical design theme for the community.

2. Primary entries will be developed to incorporate both sides of the entry roadway when both are contained within Star Trail, and will also include enhancements to the median in the immediate area (where / if applicable). Landscape easements will be provided to ensure adequate space to provide for visibility triangle(s) and adequate development of entry design.



C. Secondary Entries

1. **Secondary Community Entries** will be similar to primary community entries in their use of compatible building and landscape materials, but will be smaller in scale and land area. They will occur at the outside edges of Star Trail, at the entries for either arterials or collectors into the community. It is anticipated that a minimum of three secondary entries will be provided for the community, primarily along Legacy Drive (see representative examples below). Secondary community entries will include the following elements, scaled slightly smaller than the primary entries:
 - Community name / logo incorporated into monument signage element, to be constructed of masonry or similar material;
 - Enhanced landscape, including seasonal color, shrubs, groundcover, perennials and unique combinations of both canopy and ornamental trees;
 - Enhanced lighting on the monument / signage and the unique aspects of the landscape;
 - Center median to allow for more landscape density and also provide alternative location for neighborhood identification and way-finding graphics;
 - Landscape easements where required to accommodate enhanced landscape and monument construction.



2. **Neighborhood Village Entries**. Internal to Star Trail and along both arterials and collectors, points of intersection will be enhanced to denote entries into individual 'villages' or neighborhoods. These entries will resemble primary and secondary entries in their use of materials and landscape, but will also

incorporate village or neighborhood names and will contribute to a unique, community-wide system of visual “way finding.”

D. Thoroughfare Landscape Buffers (Arterial and Collector Roads) Thoroughfares will provide a continuity of design from primary and secondary points of community entry throughout the entirety of Star Trail. These thoroughfares and the adjacent landscape buffers will be designed and constructed to meet the standards outlined in the Town of Prosper Subdivision Ordinance.

E. Community Amenity Program

1. Villages of StarTrail Community Centers

A minimum of one Community Amenity Center shall be developed within the Villages of Star Trail, on the property east of Legacy Drive, providing a range of more active, family oriented activities in a ‘resort’ style environment (see representative examples below). This facility will be private, designated for the use of property owners and their guests. Maintenance of the Center will be provided by a Homeowner’s Association (HOA). This facility will be centrally located along the main neighborhood road with linkage to the community’s trail system. This primary Community Amenity Center will be completed along with the initial phase of residential development east of Legacy Drive and provide the “centerpiece” recreational amenity for the entire community.

One additional Neighborhood Amenity Center will be constructed when the villages west of Legacy Drive are developed.

The intended Community Amenity Program shall include elements from the following list:

- Active adult and children’s pools;
- Paved and turf chaise areas;
- Community building, with interior and exterior spaces programmed for resident and HOA uses, including possible inclusion of a kitchen, community room, meeting room(s), fitness room, and storage area(s);
- Restrooms (in the community building and possibly additionally at the pool area(s));
- Covered picnic pavilion with grilling equipment;
- Convenience parking (quantity to be determined based upon code compliance);
- Children’s playground facility(s);
- Sport court(s);
- Trailhead linkages to the floodplain / greenway parks.



2. Open Space and Trails

Star Trail shall include a minimum of 70 acres of open, flood plain corridors through the property. These areas will be enhanced with landscaping and could potentially include additional water features, such as ponds and fountains that contribute to the overall storm drainage system and provide enhanced value to the community. All of these corridors shall be interconnected with a series of paths and trails, with an overall hike / bike trail system throughout. Following are the key components of this system of open space through the community:

- Master hike / bike trail – minimum 8' in width – concrete or other material approved by the Town – linking all neighborhoods, schools and amenities;
- Secondary paths and trails – minimum 6' in width – concrete or 'soft' surface (decomposed granite, crushed fines) is permitted for HOA maintained trails– providing secondary linkages and 'spur' connections to the hike / bike trail system;
- Native preservation areas in locations of most desirable existing vegetation;
- Trailhead locations at community amenity sites.
- Ponds and water features in open areas where impacts to existing vegetation will not be an issue and storm drainage requirements can be enhanced.



3. Public Community Park and Neighborhood Parks

The Villages of Star Trail will include a minimum of 53.4 acres to be dedicated for public use as a community park and neighborhood parks.

- a. One approximately 30.9 acre site shall be dedicated to the Town for a Community Park. This park will allow for the construction of lighted sports fields at the discretion and expense of the Town of Prosper Parks Department. This site shall be in the location as indicated on Exhibit D, east of Legacy, south of the creek, on the north side of Fishtrap Road.
- b. Three additional neighborhood parks, approximately 7.5 acres each, shall be dedicated to the Town of Prosper as a complementary component of the Star Trail amenities program, including consideration of alternative uses, and the use of compatible materials (hardscape, landscape and, if included, lighting). These parks are to be integrated within the open space system as well as the neighborhoods that they serve. One neighborhood park will be located west of Legacy and two will be located east of Legacy.

Neighborhood parks may include features and elements from the following list of amenities;

- Open play fields (non-lit);
- Sport courts;
- Covered pavilion or shade structure;
- Children’s playgrounds;



4. Private Open Space

Additional components of the StarTrail amenities program are “small, private open spaces” throughout the development. These areas will be HOA maintained and allow for:

- The provision of valuable open space in adjacency to homes;
- The insurance of one-quarter mile resident walks to a component of the open space system;
- The creation of additional passive and moderately active recreational opportunities, including:
 - ✓ open play areas;
 - ✓ neighborhood playgrounds;
 - ✓ small neighborhood gathering spaces.

II. Single-Family Residential Tracts

- A. General Description:** This property may develop, under the standards for SF-10 as contained in the Town's Zoning Ordinance as it exists or may be amended, as front entry lot product subject to the specific provisions contained herein below. There will be no alley-served lots within the property.
- B. Density:** The maximum number of single family detached dwelling units for this PD is 1,870. This equates to an overall gross density of 2.47 units per acre.
- C. Lot Types:** The single family detached lots developed within the Properties shall be in accordance with the following Lot Types:

Type A Lots: Minimum 6875 square foot lots

Type B Lots: Minimum 8125 square foot lots

Type C Lots: Minimum 10260 square foot lots

Type D Lots: Minimum 11610 square foot lots

D. Area and building regulations:

- 1. Type A Lots:** The area and building standards for Type A Lots are as follows and as set forth in Table 1:
- (a) **Minimum Lot Size.** The minimum lot size for Type A Lots shall be six thousand eight hundred seventy-five (6875) square feet. A typical lot will be 55' x 125', but may vary as long as the requirements in Table 1 are accommodated.
- (b) **Minimum Lot Width.** The minimum lot width for Type A Lots shall be fifty-five (55) feet, as measured at the front setback, except for lots located at the terminus of a cul-de-sac, curve or eyebrow which may have a minimum width of forty-five (45) feet at the front setback provided all other requirements of this section are met.
- (c) **Minimum Yard Setbacks.**
- (1) Minimum Frontyard Setback:** The minimum frontyard setback for Type A Lots shall be twenty-five (25) feet.
- (2) Minimum Sideyard Setback:** The minimum sideyard setback for Type A Lots shall be seven (7) feet.

- (3) **For corner lots**, the minimum sideyard setback shall be fifteen (15) feet.
- (4) **Minimum Rearyard Setback**: The minimum rearyard setback shall be twenty-five (25) feet.
- (5) **Permitted Encroachment**. Architectural features and porches may encroach into required front and rear yards up to five (5) feet. Swing-in garages may encroach into required front yards up to ten (10) feet. Front facing garages are permitted to extend to the front façade of the main structure, but may not encroach into the required front yard.
- (d) **Minimum Floor Space**. Each one story dwelling constructed on a Type A Lot shall contain a minimum of one thousand, eight hundred (1800) square feet of floor space; two story dwellings shall be a minimum of two thousand (2000) square feet. Floor space shall include air-conditioned floor areas, exclusive of porches, garages, patios, terraces or breezeways attached to the main dwelling
- (e) **Height**. The maximum height for structures on Type A Lots shall be forty (40) feet.
- (f) **Driveways**. Driveways fronting on a street on Type A Lots shall be constructed of any of the following materials: colored concrete, brick pavers, stone, interlocking pavers, stamped concrete, salt finish concrete, concrete with stone or brick border OR any other treatment as approved by the Director of Development Services.

No broom finish concrete driveways will be allowed.

- (g) **Exterior Surfaces**. The exterior facades of a main building or structure, excluding glass windows and doors, shall be constructed of one hundred (100) percent masonry. Cementitious fiber board is considered masonry, but may only constitute thirty (30) percent of the area for stories other than the first story. However, cementitious fiber board may not be used as a façade cladding material for portions of upper stories that are in the same vertical plane as the first story. Cementitious fiber board may also be used for architectural features, including window box-outs, bay windows, roof dormers, garage door headers, columns, chimneys not part of an exterior wall, or other architectural features approved by the Building Official.

No cementitious fiber board or any other siding material will be allowed on any front elevation nor on any side/rear elevation which is visible from an adjacent community street, common area, open space, park or perimeter.

- (h) **Windows**. All window framing shall be bronzed, cream, sand or white anodized aluminum, vinyl or wood.

- (i) **Garages.**
 - (1) Homes shall have a minimum of two (2) car garages but no more than three (3). No carports shall be permitted.
 - (2) Homes with three (3) garages shall not have more than two (2) garage doors facing the street.
 - (3) All garage doors shall incorporate three (3) of the following details:
 - (a) Single garage doors separated by column (in place of one double garage door)
 - (b) Cedar clad garage doors
 - (c) Cedar trim garage doors
 - (d) Carriage style doors with ornamental hardware
- (j) **Plate Height.** Each structure on a Type A Lot shall have a minimum principal plate height of 9' on the first floor.
- (k) **Fencing.** Fences, walls and/or hedges on Type A Lots shall be constructed to meet the following guidelines.
 - (1) All Type A Lots backing or siding to Open Space or park land shall have a decorative metal fence, minimum 4 foot in height, abutting said Open Space or park land.
 - (2) All other fencing shall be constructed of cedar, board-to-board with a top rail, and shall be supported with galvanized steel posts, 8 foot OC. A common fence stain color as well as fence detail shall be established for the community by the developer.
 - (3) Corner lots adjacent to a street require 18" masonry columns be placed at 21 feet OC.
 - (4) No fencing shall extend beyond a point ten feet (10') behind the front wall plane of the structure into the front yard.
- (l) **Landscaping.**
 - (1) Corner lots adjacent to a street require additional trees be planted in the side yard @ 30 feet OC.
 - (2) The front, side and rear yard must be fully sodded with grass and irrigated by an ET irrigation system.

- (m) **Accessory Structures.** Accessory structures used as a garage, a garage apartment, or guest house, will not be allowed.

2. **Type B Lots:** The area and building standards for Type B Lots are as follows and as set forth in Table 1:

- (a) **Minimum Lot Size.** The minimum lot size for Type B Lots shall be eight thousand one hundred twenty five (8125) square feet. A typical lot will be 65' x 125', but may vary as long as the requirements in Table 1 are accommodated.
- (b) **Minimum Lot Width.** The minimum lot width for Type B Lots shall be sixty-five (65) feet as measured at the front setback, except for lots located at the terminus of a cul-de-sac, curve or eyebrow which may have a minimum width of fifty-five (55) feet at the front setback provided all other requirements of this section are met.
- (c) **Minimum Yard Setbacks.**
- (1) **Minimum Frontyard Setback:** The minimum frontyard setback for Type B Lots shall be twenty-five (25) feet.
 - (2) **Minimum Sideyard Setback:** The minimum sideyard setback for Type B Lots shall be seven (7) feet. For corner lots, the minimum sideyard setback shall be fifteen (15) feet.
 - (3) **Minimum Rearyard Setback:** The minimum rearyard setback shall be twenty-five (25) feet.
 - (4) **Permitted Encroachment.** Architectural features and porches may encroach into required front and rear yards up to five (5) feet. Swing-in garages may encroach into required front yards up to ten (10) feet. Front facing garages are permitted to extend to the front façade of the main structure, but may not encroach into the required front yard.
- (d) **Minimum Floor Space.** Each single story dwelling constructed on a Type B Lot shall contain a minimum of two thousand three hundred (2300) square feet of floor space; two story dwellings shall contain a minimum of two thousand six hundred fifty (2650) square feet of floor space. Floor space shall include air-conditioned floor areas, exclusive of porches, garages, patios, terraces or breezeways attached to the main dwelling.
- (e) **Height.** The maximum height for structures on Type B Lots shall be forty (40) feet.
- (f) **Driveways.** Driveways fronting on a street on Type B Lots shall be constructed of any of the following materials: colored concrete, brick pavers, stone, interlocking pavers, stamped concrete, salt finish

concrete, concrete with stone or brick border OR any other treatment as approved by the Director of Development Services

No broom finish concrete driveways will be allowed.

- (g) **Exterior Surfaces.** The exterior facades of a main building or structure, excluding glass windows and doors, shall be constructed of one hundred (100) percent masonry. Cementitious fiber board is considered masonry, but may only constitute thirty (30) percent of the area for stories other than the first story. However, cementitious fiber board may not be used as a façade cladding material for portions of upper stories that are in the same vertical plane as the first story. Cementitious fiber board may also be used for architectural features, including window box-outs, bay windows, roof dormers, garage door headers, columns, chimneys not part of an exterior wall, or other architectural features approved by the Building Official.

No cementitious fiber board or any other siding material will be allowed on any front elevation nor on any side/rear elevation which is visible from an adjacent community street, common area, open space, park or perimeter.

- (h) **Windows.** All window framing shall be bronzed, cream, sand or white anodized aluminum, vinyl or wood.

- (i) **Garages.**

(1) Homes shall have a minimum of two (2) car garages but no more than three (3). No carports shall be permitted.

(2) Homes with three (3) car garages shall not have more than two (2) garage doors facing the street.

(3) All garage doors shall incorporate three (3) of the following details:

- (a) Single garage doors separated by a column (in place of one double garage door)
- (b) Cedar clad garage doors
- (c) Cedar trim garage doors
- (d) Carriage style doors with ornamental hardware.

- (j) **Plate Height.** Each structure on a Type B Lot shall have a minimum principal plate height of 9' on the first floor.

- (k) **Fencing.** Fences, walls and/or hedges on Type B lots shall be constructed to meet the following guidelines.

- (1) All Type B Lots backing or siding to Open Space or park land shall have a decorative metal fence, minimum 4 foot in height, abutting said open space or park land.
 - (2) All other fencing shall be constructed of cedar, board-to-board with a top rail, and shall be supported with galvanized steel posts, 8 foot OC. A common fence stain color as well as fence detail shall be established for the community by the developer.
 - (3) Corner lots adjacent to a street require 18" masonry columns be placed at 21 feet OC.
 - (4) No fencing shall extend beyond a point ten feet (10') behind the front wall plane of the structure into the front yard.
- (l) **Landscaping.**
- (1) Corner lots adjacent to a street require additional trees be planted in the side yard @ 30 feet OC.
 - (2) The front, side and rear yard must be fully sodded with grass and irrigated by an ET irrigation system.
- (m) **Accessory Structures.** Accessory structures used as a garage, a garage apartment, a storage building or guest house, will not be allowed.
3. **Type C Lots:** The area and building standards for Type C Lots are as follows and as set forth in Table 1:
- (a) **Minimum Lot Size.** The minimum lot size for Type C Lots shall be ten thousand two hundred sixty (10260) square feet. A typical lot will be 76' x 135', but may vary as long as the requirements of Tables 1 and 2 are accommodated.
 - (b) **Minimum Lot Width.** The minimum lot width for Type C Lots shall be seventy-six (76) feet, as measured at the front setback, except for lots located at the terminus of a cul-de-sac, curve or eyebrow which may a minimum width of sixty-six (66) feet at the front setback provided all other requirements of this section are met.
 - (c) **Minimum Yard Setbacks.**
 - (1) **Minimum Frontyard Setback:** The minimum frontyard setback for Type C Lots shall be thirty (30) feet.
 - (2) **Minimum Sideyard Setback:** The minimum sideyard setback for Type C Lots shall be eight (8) feet. For corner lots, the minimum sideyard setback shall be fifteen (15) feet.

- (3) **Minimum Rearyard Setback:** The minimum rearyard setback shall be twenty-five (25) feet.
- (4) **Permitted Encroachment.** Architectural features and porches may encroach into required front and rear yards up to five (5) feet. Swing-in garages may encroach into required front yards up to ten (10) feet. Front facing garages are permitted to extend to the front façade of the main structure, but may not encroach into the required front yard.
- (d) **Minimum Floor Space.** Each single story dwelling constructed on a Type C Lot shall contain a minimum of two thousand five hundred (2500) square feet of floor space; each two story dwelling shall contain a minimum of three thousand (3000) square feet of floor space. Floor space shall include air-conditioned floor areas, exclusive of porches, garages, patios, terraces or breezeways attached to the main dwelling
- (e) **Height.** The maximum height for structures on Type C Lots shall be forty (40) feet.
- (f) **Driveways.** Driveways fronting on a street on Type C Lots shall be constructed of any of the following materials: colored concrete, brick pavers, stone, interlocking pavers, stamped concrete, salt finish concrete, concrete with stone or brick border OR any other treatment as approved by the Director of Development Services.

No broom finish concrete driveways will be allowed.

- (g) **Exterior Surfaces.** The exterior facades of a main building or structure, excluding glass windows and doors, shall be constructed of one hundred (100) percent masonry. Cementitious fiber board is considered masonry, but may only constitute twenty (20) percent of the area for stories other than the first story. However, cementitious fiber board may not be used as a façade cladding material for portions of upper stories that are in the same vertical plane as the first story. Cementitious fiber board may also be used for architectural features, including window box-outs, bay windows, roof dormers, garage door headers, columns, chimneys not part of an exterior wall, or other architectural features approved by the Building Official.

No cementitious fiber board or any other siding material will be allowed on any front elevation nor on any side/rear elevation which is visible from an adjacent community street, common area, open space, park or perimeter.

- (h) **Windows.** All window framing shall be bronzed, cream, sand or white anodized aluminum, vinyl or wood.
- (i) **Roofing.** The main roof pitch of any structure shall have a minimum slope of 10" in 12".

- (j) **Garages.**
- (1) Homes shall have a minimum of two (2) car garages but no more than four (4). No carports shall be permitted.
 - (2) Homes with three (3) or four (4) garages shall not have more than two (2) garage doors facing the street.
 - (3) All garage doors shall incorporate three (3) of the following details:
 - (a) Single garage doors separated by a column (in place of one double garage door)
 - (b) Cedar clad garage doors
 - (c) Cedar trim garage doors
 - (d) Carriage style doors with ornamental hardware.
- (k) **Plate Height.** Each structure on a Type C Lot shall have a minimum principal plate height of 9' on the first floor.
- (l) **Fencing.** Fences, walls and/or hedges on Type C Lots shall be constructed to meet the following guidelines.
- (1) All Type C Lots backing or siding to Open Space or park land shall have a decorative metal fence, minimum 4 foot in height, abutting said open space or park land.
 - (2) All other fencing shall be constructed of cedar, board-to-board with a top rail, and shall be supported with galvanized steel posts, 8 foot OC. A common fence stain color as well as fence detail shall be established for the community by the developer.
 - (3) Corner lots adjacent to a street require 18" masonry columns be placed at 21 feet OC.
 - (4) No fencing shall extend beyond a point fifteen feet (15') behind the front wall plane of the structure into the front yard.
- (m) **Landscaping.**
- (1) Corner lots adjacent to a street require additional trees be planted in the side yard @ 30 feet OC.
 - (2) The front, side and rear yard must be fully sided with grass and irrigated by an ET irrigation system.
- (n) **Accessory Structures.** Accessory structures used as a garage, a garage apartment, storage or a guest house will not be allowed.

4. **Type D Lots:** The area and building standards for Type D Lots are as follows and as set forth in Table 1:

- (a) **Minimum Lot Size.** The minimum lot size for Type D Lots shall be eleven thousand six hundred ten (11610) square feet. A typical lot will be 86' x 135', but may vary as long as the requirements in Table 1 are accommodated.
- (b) **Minimum Lot Width.** The minimum lot width for Type D Lots shall be eighty-six (86) feet, as measured at the front setback, except for lots located at the terminus of a cul-de-sac, curve or eyebrow which may have a minimum width of seventy-six (76) feet at the front setback provided all other requirements of this section are met.
- (c) **Minimum Yard Setbacks.**
 - (1) **Minimum Frontyard Setback:** The minimum frontyard setback for Type D Lots shall be thirty (30) feet.
 - (2) **Minimum Sideyard Setback:** The minimum sideyard setback for Type D Lots shall be eight (8) feet. For corner lots, the minimum sideyard setback shall be fifteen (15) feet.
 - (3) **Minimum Rearyard Setback:** The minimum rearyard setback shall be twenty-five (25) feet.
 - (4) **Permitted Encroachment.** Architectural features and porches may encroach into required front and rear yards up to five (5) feet. Swing-in garages may encroach into required front yards up to ten (10) feet. Front facing garages are permitted to extend to the front façade of the main structure, but may not encroach into the required front yard.
- (d) **Minimum Floor Space.** Each single story dwelling constructed on a Type D Lot shall contain a minimum of three thousand (3000) square feet of floor space; each two story dwelling constructed on a Type D Lot shall contain a minimum of three thousand five hundred (3500) square feet of floor space. Floor space shall include air-conditioned floor areas, exclusive of porches, garages, patios, terraces or breezeways attached to the main dwelling
- (e) **Height.** The maximum height for structures on Type D Lots shall be forty (40) feet.
- (f) **Driveways.** Driveways fronting on a street on Type D Lots shall be constructed of any of the following materials: colored concrete, brick pavers, stone, interlocking pavers, stamped concrete, salt finish concrete, concrete with stone or brick border OR any other treatment as approved by the Director of Development Services.

No broom finish concrete driveways will be allowed.

- (g) **Exterior Surfaces.** The exterior facades of a main building or structure, excluding glass windows and doors, shall be constructed of one hundred (100) percent masonry. Cementitious fiber board is considered masonry, but may only constitute twenty (20) percent of the area for stories other than the first story. However, cementitious fiber board may not be used as a façade cladding material for portions of upper stories that are in the same vertical plane as the first story. Cementitious fiber board may also be used for architectural features, including window box-outs, bay windows, roof dormers, garage door headers, columns, chimneys not part of an exterior wall, or other architectural features approved by the Building Official.

No cementitious fiber board or any other siding material will be allowed on any front elevation nor on any side/rear elevation which is visible from an adjacent community street, common area, open space, park or perimeter.

- (h) **Windows.** All window framing shall be bronzed, cream, sand or white anodized aluminum, vinyl or wood.
- (i) **Roofing.** The main roof pitch of any structure shall have a minimum slope of 10" in 12".
- (j) **Garages.**
- (1) Homes shall have a minimum of two (2) car garages but no more than four (4). No carports shall be permitted.
 - (2) Homes with three (3) or four (4) garages shall not have more than two (2) garage doors facing the street.
 - (3) All garage doors shall incorporate three (3) of the following details:
 - (a) Single garage doors separated by a column (in place of one double garage door)
 - (b) Cedar clad garage doors
 - (c) Cedar trim garage doors
 - (d) Carriage style doors with ornamental hardware.
- (k) **Plate Height.** Each structure on a Type D Lot shall have a minimum principal plate height of 10' on the first floor.
- (l) **Fencing.** Fences, walls and/or hedges on Type D lots shall be constructed to meet the following guidelines.

- (1) All Type D Lots backing or siding to Open Space or park land shall have a decorative metal fence, minimum 4 foot in height, abutting said open space.
 - (2) All other fencing shall be constructed of cedar, board-to-board with a top rail, and shall be supported with galvanized steel posts, 8 foot OC. A common fence stain color as well as fence detail shall be established for the community by the developer.
 - (3) Corner lots adjacent to a street require 18" masonry columns be placed at 21 feet OC.
 - (4) No fencing shall extend beyond a point fifteen feet (15') behind the front wall plane of the structure into the front yard.
- (m) **Landscaping.**
- (1) Corner lots adjacent to a street require additional trees be planted in the side yard @ 30 feet OC.
 - (2) The front, side and rear yard must be fully sodded with grass and irrigated by an ET irrigation system.
- (n) **Accessory Structures.** Accessory structures used as a garage, a garage apartment, storage or guest house will not be allowed.

1870 Single Family Homes*

TABLE 1				
	Lot Type A	Lot Type B	Lot Type C	Lot Type D
Min. permitted lot sizes	6875 sq. ft.	8125 sq. ft.	10260 sq. ft.	11610 sq. ft.
Min. permitted number of lots	No minimum.	No minimum.	231	143
Max. permitted number of lots	709**	784**	No maximum.	No maximum.
Min. Front Yard	25 ft.	25 ft.	30 ft.	30 ft.
Min. Side Yard	7 ft.	7 ft.	8 ft.	8 ft.
Corner Lot	15 ft.	15 ft.	15 ft.	15 ft.
Min. Rear Yard	25 ft.	25 ft.	25 ft.	25 ft.
Max. building Height	40 ft.	40 ft.	40 ft.	40 ft.
Max. Lot Coverage	55%	50%	45%	45%
Min. Lot Width	55 ft.	65 ft.	76 ft.	86 ft.
Min. Lot Depth	100 ft.	100 ft.	110 ft.	125 ft.
Min. Dwelling Area	1800 sq. ft. single story 2000 sq. ft. two story	2300 sq. ft. single story 2650 sq. ft. two story	2500 sq. ft. single story 3000 sq. ft. two story	3,000 sq. ft. single story 3500 sq. ft. two story

*The maximum total number of lots allowed per this ordinance is 1870; west of Legacy, the maximum number of lots allowed per this ordinance is 750; east of Legacy, the maximum number of lots allowed per this ordinance is 1120.

**Any unused "number of lots" from the Type A category may be added to the Type B category so as to increase the number of Type B lots with no increase in the overall PD density of 1870 lots.

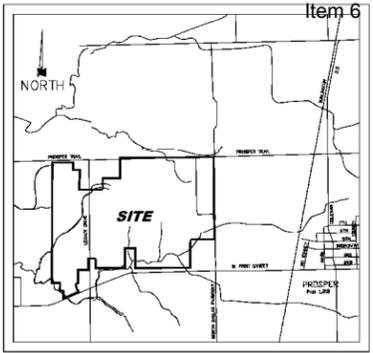
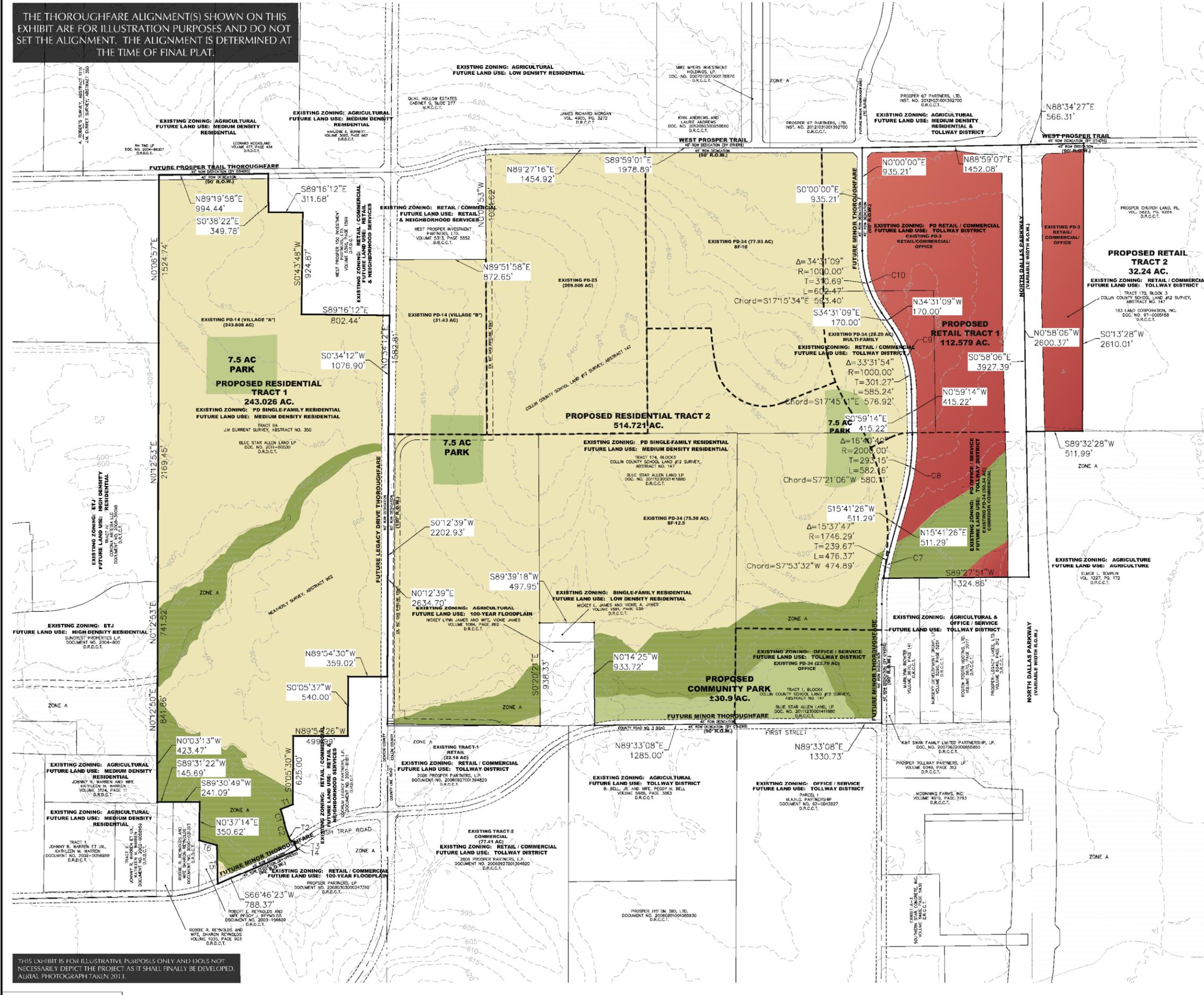
III. Retail Tracts

- A. **General Description:** The areas identified as Retail Tracts will provide the ability to encourage and to accommodate the development of office and retail service centers within growth corridors located along the North Dallas Tollway extension. The property within these areas may develop under the standards for Retail and Office districts as contained within the Town of Prosper Zoning Ordinance as it exists or may be amended, subject to the specific provisions contained herein below.
- B. **Permitted Uses:** In addition to those permitted uses as allowed per the Retail and Office districts of the Town of Prosper Zoning Ordinance, the following uses shall be permitted in the retail areas indicated on Exhibit "D":
1. Hotels
 2. Auto Sales/Leasing and Service **S**
- C. **Max. FAR:** Max. FAR for buildings taller than two (2) stories shall be 1.5:1.
- D. **Building Heights:** The permitted height of all buildings within the retail areas of the Planned Development District shall be as follows:
- a. The allowed height for Hotels, Office buildings and Hospitals located within the retail tracts shall be eight (8) stories, not greater than one hundred (100) feet. All other uses shall be limited to two (2) stories, not greater than forty (40) feet.
 - b. Non-residential buildings located within one hundred fifty feet (150') of a single-family zoned area shall be limited to a maximum height of two (2) stories.
 - c. Non-residential buildings, which exceed two (2) stories in height, shall be required to have additional setbacks from single-family zoned areas. These additional setbacks will require one foot (1') of setback, beyond the aforementioned one hundred fifty feet (150'), for each additional foot of building height above two (2) stories.
- E. **Lot Area:** The minimum area of any lot shall be ten thousand (10,000) square feet.
- F. **Lot Width:** The minimum width of any lot shall be one hundred feet (100').
- G. **Lot Depth:** The minimum depth of any lot shall be one hundred (100').
- H. **Lot Coverage:** In no case shall more than fifty percent (50%) of the total lot area be covered by the combined area of the main buildings. Parking structures and surface parking facilities shall be excluded from the coverage computations.

Exhibit D

Concept Plan

THE THOROUGHFARE ALIGNMENT(S) SHOWN ON THIS EXHIBIT ARE FOR ILLUSTRATION PURPOSES AND DO NOT SET THE ALIGNMENT. THE ALIGNMENT IS DETERMINED AT THE TIME OF FINAL PLAT.



- LEGEND**
- FME = FENCE MAINTENANCE EASEMENT
 - EAE = EMERGENCY ACCESS EASEMENT
 - WE = WATER EASEMENT
 - DE = DRAINAGE EASEMENT
 - UE = UTILITY EASEMENT
 - SSE = SANITARY SEWER EASEMENT
 - BL = BUILDING LINE
 - D.R.D.C.T. = DEED RECORDS, DENTON COUNTY, TEXAS
 - M.R.D.C.T. = MAP RECORDS, DENTON COUNTY, TEXAS
 - ◇ = STREET NAME CHANGE
 - = 1/2" IRON ROD FOUND W/ ORANGE PLASTIC CAP (UNLESS OTHERWISE NOTED)
 - = 1/2" IRON ROD SET W/ YELLOW PLASTIC CAP STAMPED "DAA"

DEVELOPMENT DATA	
PROPOSED USE:	Planned Development
RESIDENTIAL:	±757.747 ACRES
RETAIL:	±144.819 ACRES
TOTAL GROSS ACREAGE:	±902.565 ACRES
TOTAL FLOODPLAIN ACREAGE:	±96.750 ACRES
TOTAL THOROUGHFARE ACREAGE:	±58.260 ACRES
TOTAL NET ACREAGE:	±844.305 ACRES
PROPOSED GROSS DENSITY:	2.47 DU/AC

4 TRACTS ~ ±902.565 ACRES
Z13-0018
EXHIBIT D
STAR TRAIL
J.M. DURRET SURVEY ~ ABSTRACT NO. 350
NEATHERLY SURVEY ~ ABSTRACT NO. 962
COLLIN COUNTY SCHOOL LAND #12 SURVEY ~ ABSTRACT NO. 147
TOWN OF PROSPER
DENTON COUNTY, TEXAS
MAY 2014 SCALE: 1"=400'
OWNER/APPLICANT

BLUE STAR LAND
8000 Warren Parkway
Building 1, Suite 100
Frisco, Texas 75034
PHONE: (972) 867-1886

PLANNER/ENGINEER/SURVEYOR
DOWDEY, ANDERSON & ASSOCIATES, INC.
3223 Village Creek Drive, Suite 200 Plano, Texas 75093 972.931.0694
STATE REGISTRATION NUMBER: F-399

THIS EXHIBIT IS FOR ILLUSTRATIVE PURPOSES ONLY AND DOES NOT NECESSARILY DEPICT THE PROJECT AS IT SHALL FINALLY BE DEVELOPED. AERIAL PHOTOGRAPH TAKEN 2013.

DOWDEY, ANDERSON & ASSOCIATES, INC. STAR TRAIL

Exhibit E

Development Schedule

Barring any unforeseen changes in the current market or economic conditions it is currently anticipated that the development of StarTrail will begin immediately upon approval and adoption of this zoning ordinance. The initial phase of residential development would be completed within approximately twelve months following ordinance adoption. The following phases of construction will be largely dependent upon market demand however, it is currently anticipated that additional residential phases will be completed at approximate twelve month intervals. Under this scenario the residential portion of this development could be completed within twelve to fifteen years following approval of the zoning ordinance.

The commercial portion of the project will also be dependent upon market conditions as well as additional development throughout the area including the construction of the Dallas North Tollway. It is expected that some initial commercial projects will be completed within the next ten years however, full build-out of the commercial sites may not occur for 15 years or more.

There are numerous factors that may have additional impacts upon the development schedule that are beyond the control of the developer. Among these are housing and commercial market conditions, economic and financial conditions, construction materials and labor availability, acts of nature and other similar conditions.

Exhibit F -

CONCEPTUAL SINGLE FAMILY ELEVATIONS - The elevations on the following pages are artist's concepts. They are included as a representation of the architectural style, color and material selections Blue Star is planning for the SF dwellings in StarTrail.

- **55 Ft. Lot Product -**



- 65 Ft. Lot Product -



- 76 Ft. Lot Product -

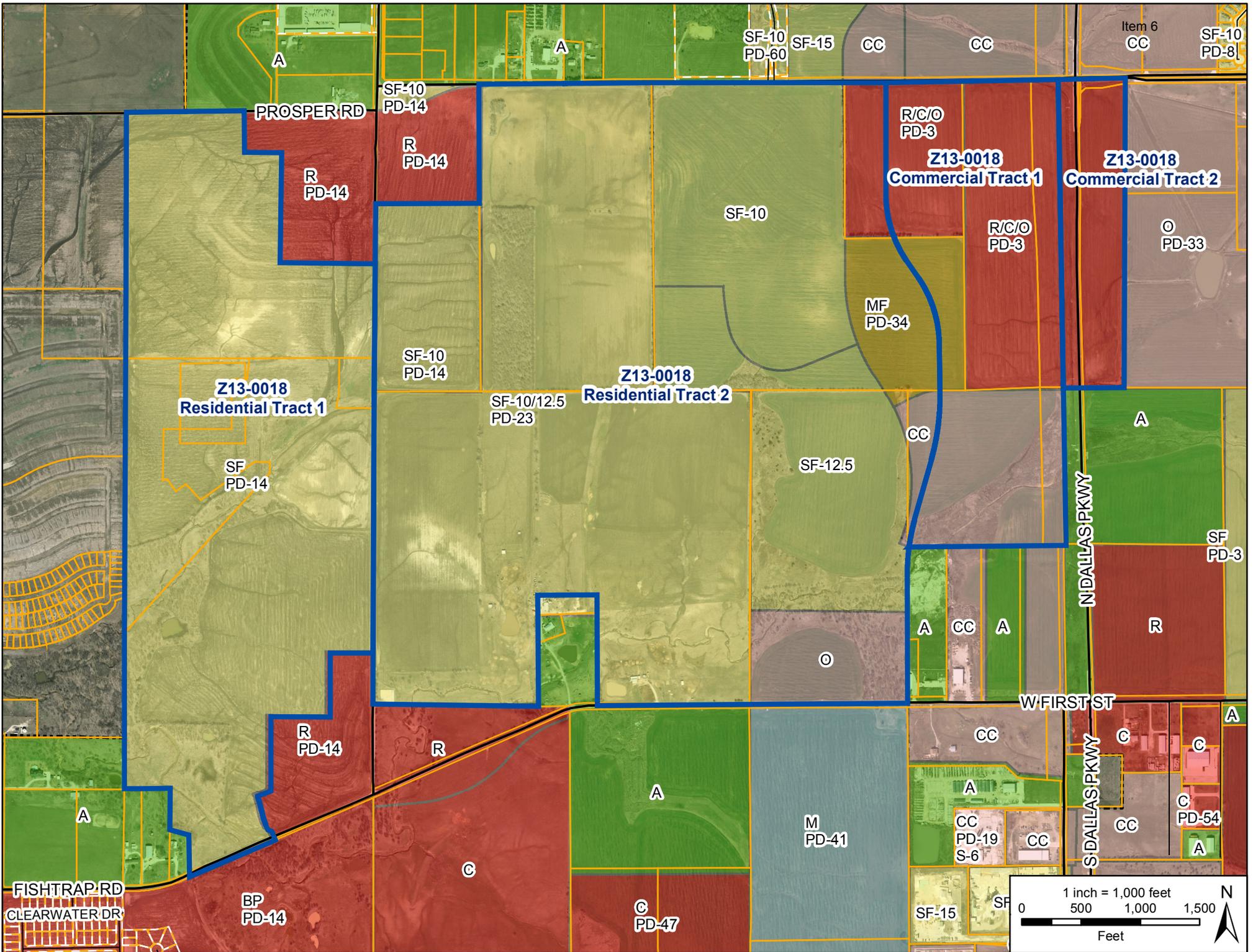


- 86 Ft. Lot Product -



- **86 Ft. Lot Product (cont'd.) -**





4688 1573 04703 02314

AN ORDINANCE AMENDING PROSPER'S ORDINANCE NO. 00-03 FOR THE SOLE PURPOSE OF ACCURATELY REFLECTING THE MINUTES OF THE MARCH 14, 2000 TOWN COUNCIL MEETING; REZONING A TRACT OF LAND CONSISTING OF 593.665 ACRES, MORE OR LESS, SITUATED IN THE COLLIN COUNTY SCHOOL LAND SURVEY, ABSTRACT NO. 147, THE BEN RENISON SURVEY, ABSTRACT NO. 755, AND THE ED BRADLEY SURVEY, ABSTRACT NO. 86, IN THE TOWN OF PROSPER, COLLIN COUNTY, TEXAS HERETOFORE ZONED AGRICULTURE (A) IS REZONED PLANNED DEVELOPMENT (PD); DESCRIBING THE TRACT TO BE REZONED; PROVIDING FOR A PENALTY FOR THE VIOLATION OF THIS ORDINANCE; PROVIDING FOR REPEALING, SAVINGS AND SEVERABILITY CLAUSES; PROVIDING FOR AN EFFECTIVE DATE OF THIS ORDINANCE; AND PROVIDING FOR THE PUBLICATION OF THE CAPTION HEREOF.

WHEREAS, the Town of Prosper, Texas ("Prosper") has received a request from 183 Land Corporation to rezone 593.665 acres of land, more or less, situated in the Collin County School Land Survey, Abstract No. 147, the Ben Renison Survey, Abstract No. 755, and the Ed Bradley Survey, Abstract No. 86 in Prosper, Collin County, Texas; and

WHEREAS, the Town Council of Prosper (the "Town Council") has investigated into and determined that the facts contained in the request are true and correct; and

WHEREAS, all legal notices required for rezoning have been given in the manner and form set forth by law, and public hearings have been held on the proposed rezoning and all other requirements of notice and completion of such zoning procedures have been fulfilled; and

WHEREAS, the Town Council finds that on March 14, 2000 Prosper Ordinance No. 00-03 was adopted without accurately reflecting the minutes of the March 14, 2000 Town Council meeting; and

WHEREAS, the Town Council has further investigated into and determined that it will be advantageous and beneficial to Prosper and its inhabitants to amend Prosper's Ordinance No. 00-

03 for the sole purpose of accurately reflecting the minutes of the March 14, 2000 Town Council meeting as set forth below.

NOW, THEREFORE, BE IT ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS:

SECTION 1: Findings Incorporated. The findings set forth above are incorporated into the body of this Ordinance as if fully set forth herein.

SECTION 2: Amendments to Prosper's Ordinance No. 00-03. Prosper's Ordinance No. 00-03 is amended to accurately reflect the minutes of the March 14, 2000 Town Council meeting as follows: The zoning designation of the below-described property containing 593.665 acres, more or less, situated in the Collin County School Land Survey, Abstract No. 147, the Ben Renison Survey, Abstract No. 755, and the Ed Bradley Survey, Abstract No. 86, in Prosper, Collin County, Texas, (the "Property") and all streets, roads and alleyways contiguous and/or adjacent thereto are hereby rezoned as Planned Development (PD). Such property is divided into separate tracts which contain the following use classifications:

Tract 1(A) - 29.987 acres - Retail/Commercial/Office (R/C/O)

Tract 2(A) - 81.112 acres - Retail/Commercial/Office (R/C/O)

Tract 3(A) - 79.222 acres - Single Family (SF)

Tract 4(A) - 16.496 acres - Light Industrial (LI)

Tract 5(A) - 2.739 acres - Commercial (C)

Tract 5(B) - 2.078 acres - Commercial (C)

Tract 5(C) - 94.459 acres - Light Industrial (LI)

Tract 5(D) - 26.027 acres - Retail (R)

Tract 6(A) - 59.379 acres - Single Family (SF)

Tract 6(B) - 15.466 acres - Retail/Commercial/Office (R/C/O)

Tract 6(C) - 16.756 acres - Multi-Family (MF)

Tract 6(D) - 29.447 acres - Retail/Commercial/Office (R/C/O)

Tract 6(E) - 2.795 acres - Retail (R)

Tract 7(A) - 4.124 acres - Retail (R)

Tract 7(B) - 5.008 acres - Retail/Commercial/Office (R/C/O)

Tract 7(C) - 16.842 acres - Multi-Family (MF)

Tract 7(D) - 73.988 acres - Retail/Commercial/Office (R/C/O)

Tract 8(A) - 10.068 acres - Retail (R)

Tract 9(A) - 25.261 acres - Retail/Commercial/Office (R/C/O)

Tract 9(B) - 2.411 acres - Retail (R)

The Property as a whole is more particularly described in Exhibit "A" attached hereto and incorporated herein for all purposes.

The development plans, standards, uses and schedules for the Property in this Planned Development District shall conform to, and comply with 1) the conceptual and/or site plan attached hereto as Exhibit "B", 2) the planned development standards attached hereto as Exhibit "C", 3) the statement of purpose and intent attached hereto as Exhibit "D", and 4) the development schedule attached hereto as "E". Exhibits "B", "C", "D" and "E" are incorporated herein for all purposes. Except as amended by this Ordinance, the development of the Property within this Planned Development District must comply with the requirements of all ordinances, rules and regulations of Prosper, as they currently exist or may be amended.

Three (3) original, official and identical copies of the zoning exhibit map are hereby adopted and shall be filed and maintained as follows:

a. Two (2) copies shall be filed with the Town Secretary and retained as the original records and shall not be changed in any manner.

b. One (1) copy shall be filed with the building inspector and shall be maintained up-to-date by posting thereon all changes and subsequent amendments for observation, issuing building permits, certificates of compliance and occupancy and enforcing the zoning ordinance. Reproduction for information purposes may from time-to-time be made of the official zoning district map.

Written notice of any amendment to this Planned Development District shall be sent to all property owners within two hundred feet (200') of the specific area to be amended.

SECTION 3: No Vested Interest/Repeal. No developer or property owner shall acquire any vested interest in this Ordinance, the Planned Development Zone or in any other specific regulations contained herein. Any portion of this Ordinance may be repealed by the Town Council in the manner provided for by law.

SECTION 4: Unlawful Use of Premises. It shall be unlawful for any person, firm or corporation to make use of said premises in some manner other than as authorized by this Ordinance, and it shall be unlawful for any person, firm or corporation to construct on said premises any building that is not in conformity with the permissible uses under this Zoning Ordinance.

SECTION 5: Penalty Provision. Any person, firm, corporation or business entity violating this Ordinance, Prosper Ordinance No. 00-03 and/or any provision of Prosper's Zoning Ordinance No. 84-16, or as amended, shall be deemed guilty of a misdemeanor, and upon conviction thereof shall be fined a sum not exceeding Two Thousand Dollars (\$2,000.00). Each continuing day's violation under this Ordinance shall constitute a separate offense. The penal provisions imposed under this Ordinance shall not preclude Prosper from filing suit to enjoin the

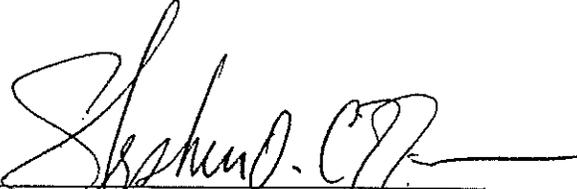
violation. Prosper retains all legal rights and remedies available to it pursuant to local, state and federal law.

SECTION 6: Savings/Repealing Clause. Prosper's Zoning Ordinance No. 84-16 shall remain in full force and effect, save and except as amended by this or any other Ordinance. All provisions of any ordinance in conflict with this Ordinance are hereby repealed to the extent they are in conflict; but such repeal shall not abate any pending prosecution for violation of the repealed ordinance, nor shall the repeal prevent a prosecution from being commenced for any violation if occurring prior to the repeal of the ordinance. Any remaining portions of said ordinances shall remain in full force and effect.

SECTION 7: Severability. Should any section, subsection, sentence, clause or phrase of this Ordinance be declared unconstitutional or invalid by a court of competent jurisdiction, it is expressly provided that any and all remaining portions of this Ordinance shall remain in full force and effect. Prosper hereby declares that it would have passed this Ordinance, and each section, subsection, clause or phrase thereof irrespective of the fact that any one or more sections, subsections, sentences, clauses and phrases be declared unconstitutional or invalid.

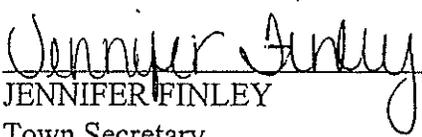
SECTION 8: Effective Date. This Ordinance shall become effective from and after its adoption and publication as required by law.

DULY PASSED AND APPROVED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS on this 13 day of June 2000.

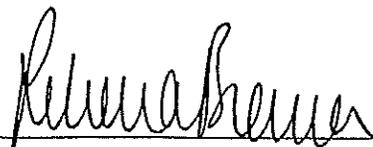

STEPHEN COFFMAN, MAYOR

ATTESTED TO AND
CORRECTLY RECORDED BY:

APPROVED AS TO FORM:



JENNIFER FINLEY
Town Secretary



ABERNATHY, ROEDER, BOYD,
& JOPLIN, P.C.
RICHARD M. ABERNATHY
REBECCA BREWER
Town Attorneys

DATE OF PUBLICATION: 6-16-00 in the McKinney Courier Gazette

Parcel 1(A)
Retail/Commercial/Office

BEING a 29.987 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 19, Abstract Number 147, Collin County, Texas and being all of a 29.987 acre tract of land described as Tract Two by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northeast corner of said 29.987 acre tract of land and being located in the south line of County Road Number 4 and the west line of County Road Number 27;

THENCE along the west line of said County Road Number 27, SOUTH 00°02'28" WEST a distance of 1,298.30 feet to the southeast corner of said 29.987 acre tract of land;

THENCE departing the west line of said County Road Number 27, SOUTH 89°54'11" WEST a distance of 1,003.48 feet to a point for corner;

THENCE NORTH 00°08'01" WEST a distance of 1,300.00 feet to the south line of said County Road Number 4 and being the northwest corner of said 29.987 acre tract of land;

THENCE along the south line of said County Road Number 4, NORTH 90°00'00" EAST a distance of 1,007.44 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 29.987 acres less proposed right-of-way leaving a net area of 23.829 acres.

Parcel 2(A)
Retail/Commercial/Office

BEING a 81.112 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 19, Abstract Number 147, Collin County, Texas and being all of a 81.112 acre tract of land described as Tract Three by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northwest corner of said 81.112 acre tract of land and being located at the point of intersection of the centerline of County Road No. 4 running east/west and the centerline of County Road No. 27 running north/south;

THENCE along the centerline of said County Road No. 4, NORTH 90°00'00" EAST a distance of 1,368.12 feet to the northeast corner of said 81.112 acre tract of land;

THENCE departing the centerline of said County Road No. 4, SOUTH 00°46'00" WEST a distance of 2,609.70 feet to the southeast corner of said 81.112 acre tract of land;

THENCE NORTH 89°53'15" WEST a distance of 1,347.58 feet to the southwest corner of said 81.112 acre tract of land and being located in the centerline of said County Road No. 27;

THENCE along the centerline of said County Road No. 27 as follows:

NORTH 00°35'53" EAST a distance of 1,286.28 feet to a point for corner;

NORTH 00°02'28" EAST a distance of 1,320.61 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 81.112 acres less proposed right-of-way leaving a net area of 70.385 acres.

Parcel 3(A)
Single Family

BEING a 79.222 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 31, Abstract Number 147, Collin County, Texas and being all of a 79.221 acre tract of land described as Tract Four by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at a the southwest corner of said 79.221 acre tract of land and being located in the centerline of County Road Number 3;

THENCE departing the centerline of said County Road Number 3, NORTH 00°32'11" EAST a distance of 2,641.82 feet to the northwest corner of said 79.221 acre tract of land;

THENCE SOUTH 89°27'11" EAST a distance of 1,291.86 feet to the northeast corner of said 79.221 acre tract of land;

THENCE SOUTH 00°10'56" EAST a distance of 2,633.39 feet to the southeast corner of said 79.221 acre tract of land and being located in the centerline of said County Road Number 3;

THENCE along the centerline of said County Road Number 3, NORTH 89°49'37" WEST a distance of 1,324.92 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 79.222 acres less proposed right-of-way leaving a net area of 78.309 acres.

Parcel 4(A)
Light Industrial

BEING a 16.496 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being all of a 16.496 acre tract of land described as Tract Five by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northwest corner of said 16.496 acre tract of land and being located in the centerline of County Road No. 3;

THENCE along the centerline of said County Road No. 3, SOUTH 89°49'39" EAST a distance of 505.60 feet to the northeast corner of said 16.496 acre tract of land and being located in the northwesterly right-of-way line of the Burlington Northern Railroad;

THENCE departing the centerline of said County Road No. 3 and following the northwesterly right-of-way line of said Burlington Northern Railroad as follows:

SOUTH 11°54'49" WEST a distance of 1,758.44 feet to a point for corner;

SOUTH 78°05'11" EAST a distance of 150.00 feet to a point for corner;

SOUTH 11°54'49" WEST a distance of 972.71 feet to the southeast corner of said 16.496 acre tract of land;

THENCE departing the northwesterly right-of-way line of said Burlington Northern Railroad, NORTH 89°58'41" WEST a distance of 69.35 feet to the southwest corner of said 16.496 acre tract of land;

THENCE along the west line of said 16.496 acre tract of land, NORTH 00°24'25" WEST a distance of 2,704.85 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds gross area of 16.496 acres less proposed right-of-way leaving a net area of 14.106 acres.

Parcel 5(A)
Commercial

BEING a 2.739 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 125.926 acre tract of land described as Tract Six by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northwest corner of said 125.926 acre tract of land and being located in the centerline of County Road No. 3 and being located in the southeasterly right-of-way line of the Burlington Northern Railroad;

THENCE along the centerline of said County Road No. 3, SOUTH 89°49'37" EAST a distance of 352.22 feet to a point for corner;

THENCE departing the centerline of said County Road No. 3, SOUTH 01°17'49" WEST a distance of 312.44 feet to a point for corner;

THENCE NORTH 89°54'32" WEST a distance of 411.15 feet to a point for corner located in the southeasterly right-of-way line of Burlington Northern Railroad;

THENCE along the southeasterly right-of-way line of said Burlington Northern Railroad, NORTH 11°54'58" EAST a distance of 319.66 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 2.739 acres less proposed right-of-way leaving a net area of 2.495 acres.

Parcel 5(B)
Commercial

BEING a 2.708 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 125.926 acre tract of land described as Tract Six by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northerly northeast corner of said 125.926 acre tract of land and being located in the centerline of County Road No. 3;

THENCE departing the centerline of said County Road No. 3, SOUTH 00°26'48" WEST a distance of 315.00 feet to a point for corner;

THENCE NORTH 89°19'22" WEST a distance of 375.68 feet to a point for corner;

THENCE NORTH 00°09'32" EAST a distance of 311.69 feet to a point for corner located in the centerline of said County Road No. 3;

THENCE along the centerline of said County Road No. 3, SOUTH 89°49'37" EAST a distance of 377.25 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 2.708 acres less proposed right-of-way leaving a net area of 2.448 acres.

Parcel 5(C)
Light Industrial

BEING a 94.459 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 125.926 acre tract of land described as Tract Six by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the southwest corner of said 125.926 acre tract of land and being located in the southeasterly right-of-way line of the Burlington Northern Railroad;

THENCE along the southeasterly right-of-way of said Burlington Northern Railroad as follows:

NORTH 11°54'49" EAST a distance of 951.65 feet to a point for corner;
SOUTH 78°05'11" EAST a distance of 50.00 feet to a point for corner;
NORTH 11°54'49" EAST a distance of 1,501.13 feet to a point for corner;

THENCE departing the southeasterly right-of-way line of said Burlington Northern Railroad,
SOUTH 89°54'32" EAST a distance of 892.36 feet to a point for corner;

THENCE SOUTH 89°19'22" EAST a distance of 375.68 feet to a point for corner;

THENCE SOUTH 89°49'35" EAST a distance of 190.00 feet to a point for corner;

THENCE SOUTH 00°20'17" WEST a distance of 2,383.99 feet to a point for corner located in the southerly line of said 125.926 acre tract of land;

THENCE along the southerly line of said 125.926 acre tract of land, NORTH 89°58'41" WEST a distance of 1,999.22 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 94.459 acres less proposed right-of-way leaving a net area of 92.171 acres.

Parcel 5(D)
Retail

BEING a 26.027 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 125.926 acre tract of land described as Tract Six by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northeast corner of said 125.926 acre tract of land and being located in the centerline of Business Highway 289;

THENCE along the centerline of said Business Highway 289, SOUTH 00°20'17" WEST a distance of 2,486.79 feet to the southeast corner of said 125.926 acre tract of land;

THENCE departing the centerline of said Business Highway 289 and following the south line of said 125.926 acre tract of land, NORTH 89°58'41" WEST a distance of 455.80 feet to a point for corner;

THENCE departing the south line of said 125.926 acre tract of land, NORTH 00°20'17" EAST a distance of 2,383.99 feet to a point for corner located in the north line of said 125.926 acre tract of land;

THENCE along the northerly line of said 125.926 acre tract of land as follows:

NORTH 00°26'48" EAST a distance of 104.00 feet to a point for corner;

SOUTH 89°49'37" EAST a distance of 455.60 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 26.027 acres less proposed right-of-way leaving a net of 23.267 acres.

Parcel 6(A)
Single Family

BEING a 59.379 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 123.850 acre tract of land described as Tract Seven by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the westerly northwest corner of said 123.850 acre tract of land and being located in the centerline of Business Highway 289;

THENCE departing the centerline of said Business Highway 289 and following the northerly line of said 123.850 acre tract of land as follows:

SOUTH 89°21'41" EAST a distance of 257.33 feet to a point for corner;
NORTH 02°51'02" EAST a distance of 72.22 feet to a point for corner;
NORTH 89°49'24" EAST a distance of 554.92 feet to the northwest corner of the First Baptist Church tract and being the northerly northeast corner of said 123.850 acre tract of land;
SOUTH 00°25'54" EAST a distance of 673.80 feet to a point for corner;
SOUTH 76°19'09" EAST a distance of 507.29 feet to a point for corner;
SOUTH 88°34'52" EAST a distance of 884.07 feet to a point for corner;

THENCE departing the northerly line of said 123.850 acre tract of land, SOUTH 35°00'58" WEST a distance of 1,590.22 feet to a point for corner;

THENCE NORTH 60°08'46" WEST a distance of 543.82 feet to a point for corner;

THENCE NORTH 88°57'01" WEST a distance of 263.97 feet to a point for corner;

THENCE NORTH 80°17'13" WEST a distance of 197.79 feet to a point for corner;

THENCE NORTH 68°23'58" WEST a distance of 391.49 feet to a point for corner located in the centerline of said Business Highway 289;

THENCE along the centerline of said Business Highway 289, NORTH 00°20'17" EAST a distance of 1,243.70 feet to a point for corner;

THENCE departing the centerline of said Business Highway 289, SOUTH 89°39'38" EAST a distance of 291.20 feet to a point for corner;

THENCE NORTH 03°55'35" EAST a distance of 83.61 feet to a point for corner;

THENCE NORTH 88°54'07" WEST a distance of 15.15 feet to a point for corner;

THENCE NORTH 01°55'33" WEST a distance of 126.12 feet to a point for corner;

THENCE NORTH 88°56'03" WEST a distance of 276.32 feet to a point for corner located in the centerline of said Business Highway 289;

THENCE along the centerline of said Business Highway 289, NORTH 00°20'17" EAST a distance of 137.17 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 59.379 acres less proposed right-of-way leaving a net area of 58.111 acres.

Parcel 6(C)
Multi-Family

BEING a 16.756 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 123.850 acre tract of land described as Tract Seven by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at a point located in the centerline of Business Highway Number 289 and being the westerly line of said 123.850 acre tract of land and being located South $00^{\circ}20'17''$ West a distance of 1,594.04 feet from it's westerly northwest corner;

THENCE departing the centerline of said Business Highway 289 and the westerly line of said 123.850 acre tract of land, SOUTH $68^{\circ}23'58''$ EAST a distance of 391.44 feet to a point for corner;

THENCE SOUTH $80^{\circ}17'13''$ EAST a distance of 197.79 feet to a point for corner;

THENCE SOUTH $88^{\circ}57'01''$ EAST a distance of 263.97 feet to a point for corner;

THENCE SOUTH $60^{\circ}08'46''$ EAST a distance of 543.82 feet to a point for corner;

THENCE SOUTH $35^{\circ}00'58''$ WEST a distance of 645.01 feet to a point for corner;

THENCE NORTH $56^{\circ}04'31''$ WEST a distance of 264.34 feet to the beginning of a curve to the left having a radius of 700.00 feet and a chord bearing of North $73^{\circ}01'36''$ West;

THENCE continuing along said curve to the left through a central angle of $33^{\circ}54'10''$ for an arc length of 414.20 feet to the point of tangency;

THENCE NORTH $89^{\circ}58'41''$ WEST a distance of 318.89 feet to a point for corner located in the centerline of said Business Highway 289 and the westerly line of said 123.850 acre tract of land;

THENCE along the centerline of said Business Highway 289 and the westerly line of said 123.850 acre tract of land, NORTH $00^{\circ}20'17''$ EAST a distance of 714.49 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 16.756 acres less proposed right-of-way leaving a net area of 14.990 acres.

Parcel 6(D)
Retail/Commercial/Office

BEING a 29.447 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 123.850 acre tract of land described as Tract Seven by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at a point for corner located in the centerline of Business Highway 289 and being located in the westerly line of said 123.850 acre tract of land and being located North 00°22'47" East a distance of 1,832.88 feet from it's southwest corner;

THENCE departing the centerline of said Business Highway 289 and the westerly line of said 123.850 acre tract of land, SOUTH 89°58'41" EAST a distance of 318.89 feet to the beginning of a curve to the right having a radius of 700.00 feet and a chord bearing of South 73°01'36" East;

THENCE continuing along said curve to the right through a central angle of 33°54'10" for an arc length of 414.20 feet to the point of tangency;

THENCE SOUTH 56°04'31" EAST a distance of 574.68 feet to a point for corner located in the northwesterly right-of-way line of State Highway 289;

THENCE along the northwesterly right-of-way line of said State Highway 289 as follows:

SOUTH 31°03'00" WEST a distance of 556.27 feet to a point for corner;
SOUTH 35°58'19" WEST a distance of 300.15 feet to a point for corner;
SOUTH 34°19'26" WEST a distance of 199.33 feet to a point for corner;
SOUTH 37°40'00" WEST a distance of 401.42 feet to a point for corner;
SOUTH 44°50'05" WEST a distance of 40.00 feet to a point for corner;

THENCE departing the northwesterly right-of-way line of said State Highway 289, NORTH 44°26'44" WEST a distance of 250.45 feet to the beginning of a curve to the right having a radius of 590.00 feet and a chord bearing of North 22°01'58" West;

THENCE continuing along said curve to the right through a central angle of 44°49'31" for an arc length of 461.58 feet to the point of tangency located in the centerline of said Business Highway 289;

THENCE along the centerline of said Business Highway 289, NORTH 00°22'47" EAST a distance of 1,074.42 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 29.447 acres less proposed right-of-way leaving a net area of 26.381 acres.

Parcel 6(E)
Retail

BEING a 2.795 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 123.850 acre tract of land described as Tract Seven by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the southwest corner of said 123.850 acre tract of land and being located in the centerline of Business Highway 289 and the northwesterly right-of-way of State Highway 289;

THENCE along the centerline of said Business Highway 289, NORTH $00^{\circ}22'47''$ EAST a distance of 758.46 feet to the beginning of a non-tangent curve to the left having a radius of 590.00 feet and a chord bearing of South $22^{\circ}01'58''$ East;

THENCE departing the centerline of said Business Highway 289 and continuing along said non-tangent curve to the left through a central angle of $44^{\circ}49'31''$ for an arc length of 461.58 feet to the point of tangency;

THENCE SOUTH $44^{\circ}26'44''$ EAST a distance of 250.45 feet to a point for corner located in the northwesterly right-of-way line of said State Highway 289;

THENCE along the northwesterly right-of-way line of said State Highway 289 as follows:

SOUTH $44^{\circ}50'05''$ WEST a distance of 380.77 feet to a point for corner;
NORTH $58^{\circ}39'16''$ WEST a distance of 30.00 feet to a point for corner;
NORTH $15^{\circ}10'16''$ WEST a distance of 94.91 feet to a point for corner;
NORTH $89^{\circ}36'27''$ WEST a distance of 30.25 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 2.795 acres less proposed right-of-way leaving a net area of 2.262 acres.

Parcel 7(A)
Retail

BEING a 4.124 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 99.963 acre tract of land described as Tract Ten by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the easterly northeast corner of said 99.963 acre tract of land and being located in the centerline of County Road Number 73;

THENCE along the centerline of said County Road Number 73, SOUTH $00^{\circ}25'52''$ WEST a distance of 285.74 feet to a point for corner;

THENCE the departing the centerline of said County Road Number 73, NORTH $89^{\circ}34'08''$ WEST a distance of 65.88 feet to the beginning of a curve to the right having a radius of 500.00 feet and a chord bearing of North $72^{\circ}42'45''$ West;

THENCE continuing along said curve to the right through a central angle of $33^{\circ}42'46''$ for an arc length of 294.20 feet to the point of tangency;

THENCE NORTH $55^{\circ}51'22''$ WEST a distance of 144.00 feet to a point located in the southeasterly right-of-way line of State Highway 289;

THENCE along the southeasterly right-of-way line of said State Highway 289 as follows:

NORTH $34^{\circ}08'38''$ EAST a distance of 570.09 feet to a point for corner;

SOUTH $55^{\circ}48'51''$ EAST a distance of 94.39 feet to a point for corner;

SOUTH $09^{\circ}05'51''$ EAST a distance of 304.25 feet to a point for corner;

SOUTH $89^{\circ}36'20''$ EAST a distance of 17.91 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 4.124 acres less proposed right-of-way leaving a net area of 3.552 acres.

Parcel 7(B)
Retail/Commercial/Office

BEING a 5.008 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147 and the Ben Renison Survey, Abstract Number 755, Collin County, Texas and being a portion of a 99.963 acre tract of land described as Tract Ten by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING in the east line of said 99.963 acre tract of land and being located South $00^{\circ}25'52''$ West a distance of 285.74 from the it's easterly northeast corner and being located in the centerline of County Road Number 73;

THENCE along the centerline of said County Road No. 73, SOUTH $00^{\circ}25'52''$ WEST a distance of 343.83 feet to a point for corner;

THENCE departing the centerline of said County Road No. 73, SOUTH $89^{\circ}44'14''$ WEST a distance of 333.96 feet to a point for corner;

THENCE NORTH $56^{\circ}04'31''$ WEST a distance of 384.94 feet to a point located in the southeasterly right-of-way line of State Highway No. 289;

THENCE along the southeasterly right-of-way line of said State Highway No. 289, NORTH $33^{\circ}04'06''$ EAST a distance of 355.60 feet to a point for corner;

THENCE departing the southeasterly right-of-way line of said State Highway No. 289, SOUTH $55^{\circ}51'22''$ EAST a distance of 144.00 feet to the beginning of a curve to the left having a radius of 500.00 feet and a chord bearing of South $72^{\circ}42'45''$ East;

THENCE continuing along said curve to the left through a central angle of $33^{\circ}42'46''$ for an arc length of 294.20 feet to the point of tangency;

THENCE SOUTH $89^{\circ}34'08''$ EAST a distance of 65.88 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 5.008 acres less proposed right-of-way leaving a net area of 4.393 acres.

Parcel 7(C)
Multi-Family

BEING a 16.842 acre tract of land situated in the Ben Renison Survey, Abstract Number 755, Collin County, Texas and being a portion of a 99.963 acre tract of land described as Tract Ten by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING in the east line of said 99.963 acre tract of land and being located South $00^{\circ}25'52''$ West a distance of 629.57 from the it's easterly northeast corner and being located in the centerline of County Road Number 73;

THENCE along the centerline of said County Road No. 73, SOUTH $00^{\circ}25'52''$ WEST a distance of 791.56 feet to a point for corner;

THENCE departing the centerline of said County Road Number 73, SOUTH $89^{\circ}44'14''$ WEST a distance of 349.20 feet to the beginning of a curve to the right having a radius of 700.00 feet and a chord bearing of North $73^{\circ}10'08''$ West;

THENCE continuing along said curve to the right through a central angle of $34^{\circ}11'15''$ for an arc length of 417.68 feet to the point of tangency;

THENCE NORTH $56^{\circ}04'31''$ WEST a distance of 371.54 feet to a point located in the southeasterly right-of-way line of State Highway 289;

THENCE along the southeasterly right-of-way line of said State Highway 289 as follows:

NORTH $36^{\circ}22'45''$ EAST a distance of 47.94 feet to a point for corner;

NORTH $30^{\circ}10'43''$ EAST a distance of 699.04 feet to a point for corner;

NORTH $33^{\circ}04'06''$ EAST a distance of 44.21 feet to a point for corner;

THENCE departing the southeasterly right-of-way line of said State Highway 289, SOUTH $56^{\circ}04'31''$ EAST a distance of 384.94 feet;

THENCE NORTH $89^{\circ}44'14''$ EAST a distance of 333.96 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 16.842 acres less proposed right-of-way leaving a net area of 15.000 acres.

Parcel 7(D)
Retail/Commercial/Office

BEING a 73.988 acre tract of land situated in the Ben Renison Survey, Abstract Number 755, Collin County, Texas and being a portion of a 99.963 acre tract of land described as Tract Ten by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the southeast corner of said 99.963 acre tract of land and being located at the point of intersection of the centerline of County Road Number 73 and the northerly right-of-way line of U.S. Highway 380;

THENCE along the northerly right-of-way line of said U.S. Highway 380 as follows:

SOUTH 47°20'20" WEST a distance of 111.30 feet to a point for corner;
SOUTH 87°11'01" WEST a distance of 219.00 feet to a point for corner;
SOUTH 89°43'12" WEST a distance of 200.02 feet to a point for corner;
SOUTH 84°04'09" WEST a distance of 100.53 feet to a point for corner;
SOUTH 89°44'14" WEST a distance of 1,576.19 feet to the point of intersection of the southeasterly right-of-way line of State Highway 289;

THENCE along the southeasterly right-of-way line of said State Highway 289 as follows:

NORTH 44°36'25" WEST a distance of 49.94 feet to a point for corner;
NORTH 01°08'02" WEST a distance of 88.00 feet to a point for corner;
NORTH 23°32'01" EAST a distance of 580.42 feet to a point for corner;
NORTH 29°54'01" EAST a distance of 603.42 feet to a point for corner;
NORTH 34°09'18" EAST a distance of 198.25 feet to a point for corner;
NORTH 38°55'52" EAST a distance of 602.86 feet to a point for corner;
NORTH 36°22'45" EAST a distance of 255.36 feet to a point for corner;

THENCE departing the southeasterly right-of-way line of said State Highway 289, SOUTH 56°04'31" EAST a distance of 371.54 feet to the beginning of a curve to the left having a radius of 700.00 feet and a chord bearing of South 73°10'08" East;

THENCE continuing along said curve to the left through a central angle of 34°11'15" for an arc length of 417.68 feet to the point of tangency;

THENCE NORTH 89°44'14" EAST a distance of 349.20 feet to a point located in the centerline of said County Road No. 73;

THENCE along the centerline of said County Road No. 73, SOUTH 00°25'52" WEST a distance of 1,587.76 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 73.988 acres less proposed right-of-way leaving a net area of 71.505 acres.

Parcel 8(A)
Retail

BEING a 10.068 acre tract of land situated in the Ed Bradley Survey, Abstract Number 86, Collin County, Texas and being all of a 10.068 acre tract of land described as Tract Eight by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northwest corner of said 10.068 acre tract of land and being located at the point of intersection of the centerline of First Street and Craig Street;

THENCE along the centerline of said First Street, SOUTH 89°57'39" EAST a distance of 380.61 feet to a point located in the northwest right-of-way line of State Highway No. 289;

THENCE along the northwest right-of-way line of said State Highway No. 289 as follows:

SOUTH 00°02'24" WEST a distance of 19.48 feet to a point for corner;
SOUTH 78°20'45" EAST a distance of 238.94 feet to a point for corner;
SOUTH 24°31'45" EAST a distance of 60.43 feet to a point for corner;
SOUTH 27°26'16" WEST a distance of 427.03 feet to a point for corner;
SOUTH 24°47'15" WEST a distance of 492.40 feet to a point for corner;
SOUTH 33°47'15" WEST a distance of 199.32 feet to a point for corner;
NORTH 56°33'20" WEST a distance of 96.61 feet to a point for corner
NORTH 00°24'19" WEST a distance of 205.74 feet to a point for corner;
NORTH 16°22'19" WEST a distance of 104.40 feet to a point for corner;
NORTH 89°40'19" WEST a distance of 19.83 feet to a point in the centerline of said Craig Street;

THENCE along the centerline of said Craig Street, NORTH 00°25'52" EAST a distance of 755.43 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 10.068 acres less proposed right-of-way leaving a net area of 9.289 acres more or less.

Parcel 9(A)
Retail/Commercial/Office

BEING a 25.261 acre tract of land situated in the Ed Bradley Survey, Abstract Number 86, Collin County, Texas and being a portion of a 27.672 acre tract of land described as Tract Nine by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northeast corner of said 27.672 acre tract of land and being located in the centerline of County Road No. 78 running in an east/west direction;

THENCE SOUTH 00°31'03" EAST a distance of 1,546.40 feet to the southeast corner of said 27.672 acre tract of land;

THENCE along the south line of said 27.672 acre tract of land, SOUTH 89°54'01" WEST a distance of 373.75 feet to the beginning of a curve to the right having a radius of 832.50 feet and a chord bearing of North 73°08'32" West;

THENCE continuing along said curve to the right through a central angle of 33°54'54" for an arc length of 492.78 feet to the point of tangency;

THENCE NORTH 56°11'05" WEST a distance of 288.30 feet to a point for corner located in the southeasterly right-of-way line of State Highway 289;

THENCE along the southeasterly right-of-way line of said State Highway 289 as follows:

NORTH 33°48'55" EAST a distance of 666.42 feet to a point for corner;
NORTH 26°28'50" EAST a distance of 203.98 feet to a point for corner;
NORTH 22°02'50" EAST a distance of 407.09 feet to a point for corner;
NORTH 49°53'45" EAST a distance of 89.16 feet to a point for corner;
NORTH 77°59'15" EAST a distance of 278.14 feet to a point for corner;
NORTH 00°02'24" EAST a distance of 16.88 feet to a point located in the centerline of said County Road No. 78;

THENCE along the centerline of said County Road No. 78, SOUTH 89°57'45" EAST a distance of 109.16 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 25.261 acres less proposed right-of-way leaving a net area of 23.231 acres.

Parcel 9(B)
Retail

BEING a 2.411 acre tract of land situated in the Ed Bradley Survey, Abstract Number 86, Collin County, Texas and being a portion of a 27.672 acre tract of land described as Tract Nine by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the southwest corner of said 27.672 acre tract of land and being located in the southeasterly right-of-way line of State Highway No. 289;

THENCE along the southeasterly right-of-way line of said State Highway 289, NORTH $33^{\circ}48'55''$ EAST a distance 364.51 feet to a point for corner;

THENCE departing the southeasterly right-of-way line of said State Highway 289, SOUTH $56^{\circ}11'05''$ EAST a distance of 288.30 feet to the beginning of a curve to the left having a radius of 832.50 feet and a chord bearing of South $73^{\circ}08'32''$ East;

THENCE along said curve to the left through a central angle of $33^{\circ}54'54''$ for an arc length of 492.78 feet to the point of tangency located in the south line of said 27.672 acre tract of land;

THENCE along the south line of said 27.672 acre tract of land, SOUTH $89^{\circ}54'01''$ WEST a distance of 907.13 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 2.411 acres less proposed right-of-way leaving a net area of 1.938 acres.

LEGEND

- EXISTING SCHOOL
- LIGHT INDUSTRIAL
- MULTI-FAMILY
- RETAIL
- RETAIL / COMMERCIAL / OFFICE
- SINGLE FAMILY



EXHIBIT 'B'
 ALTERNATIVE 3
 CONCEPT PLAN FOR
 PD - PLANNED DEVELOPMENT DISTRICT
 FOR

PROSPER

PROSPER, TEXAS

DANIEL CRIST SURVEY, ABST. NO. 226

OWNER: BLUE STAR LAND

1600 PRESTON RD., SUITE 200

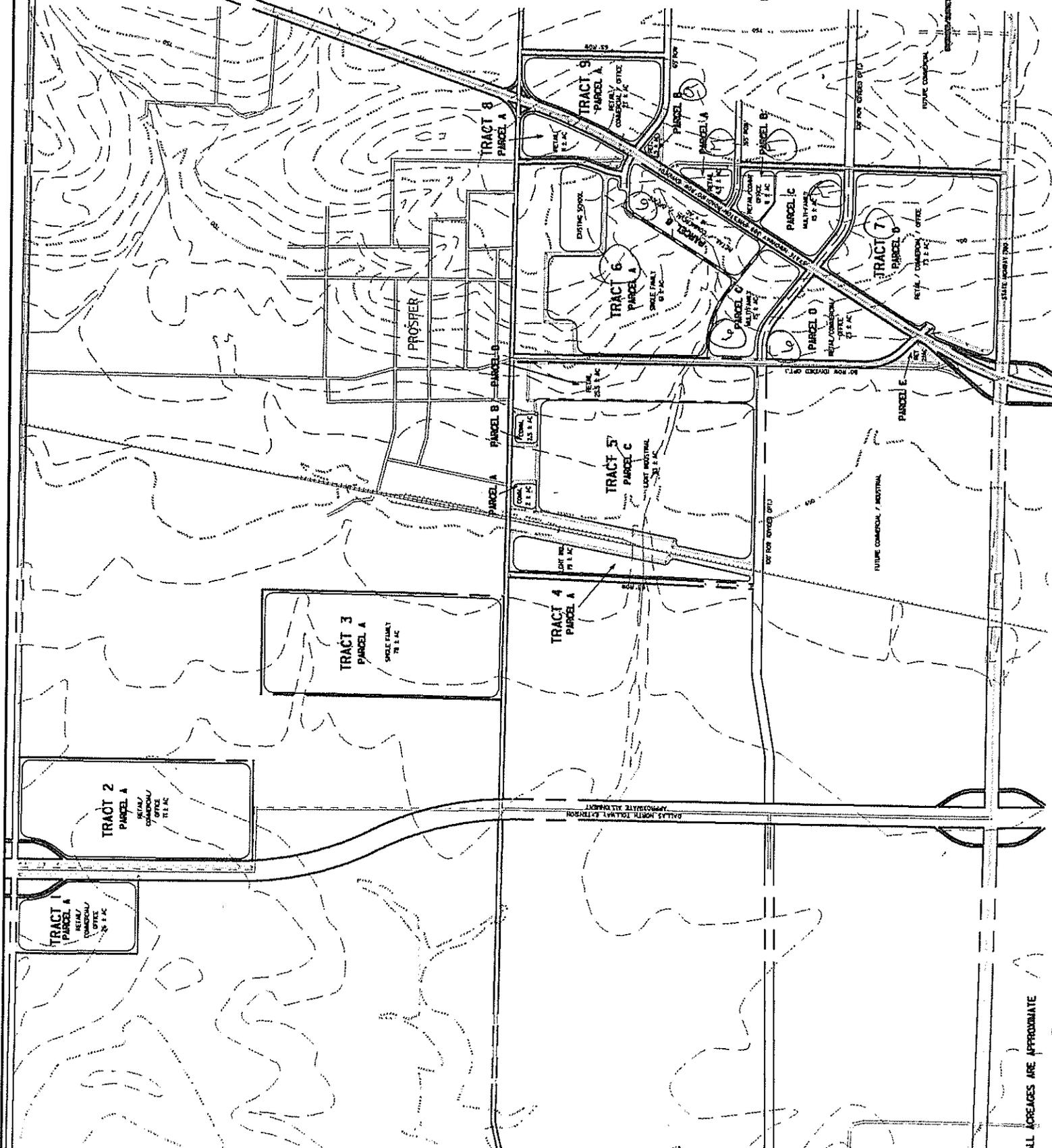
DALLAS, TX 75263

(972) 667-1656



DAVID A. CARTER, P.E.
 1600 PRESTON RD., SUITE 200
 DALLAS, TX 75263
 (972) 667-1656

OCTOBER 1997
 REV. APRIL 1998



ALL AREAS ARE APPROXIMATE

PROSPER, TEXAS

ANNEXATION EXHIBIT

FOR

594.295 ACRES /

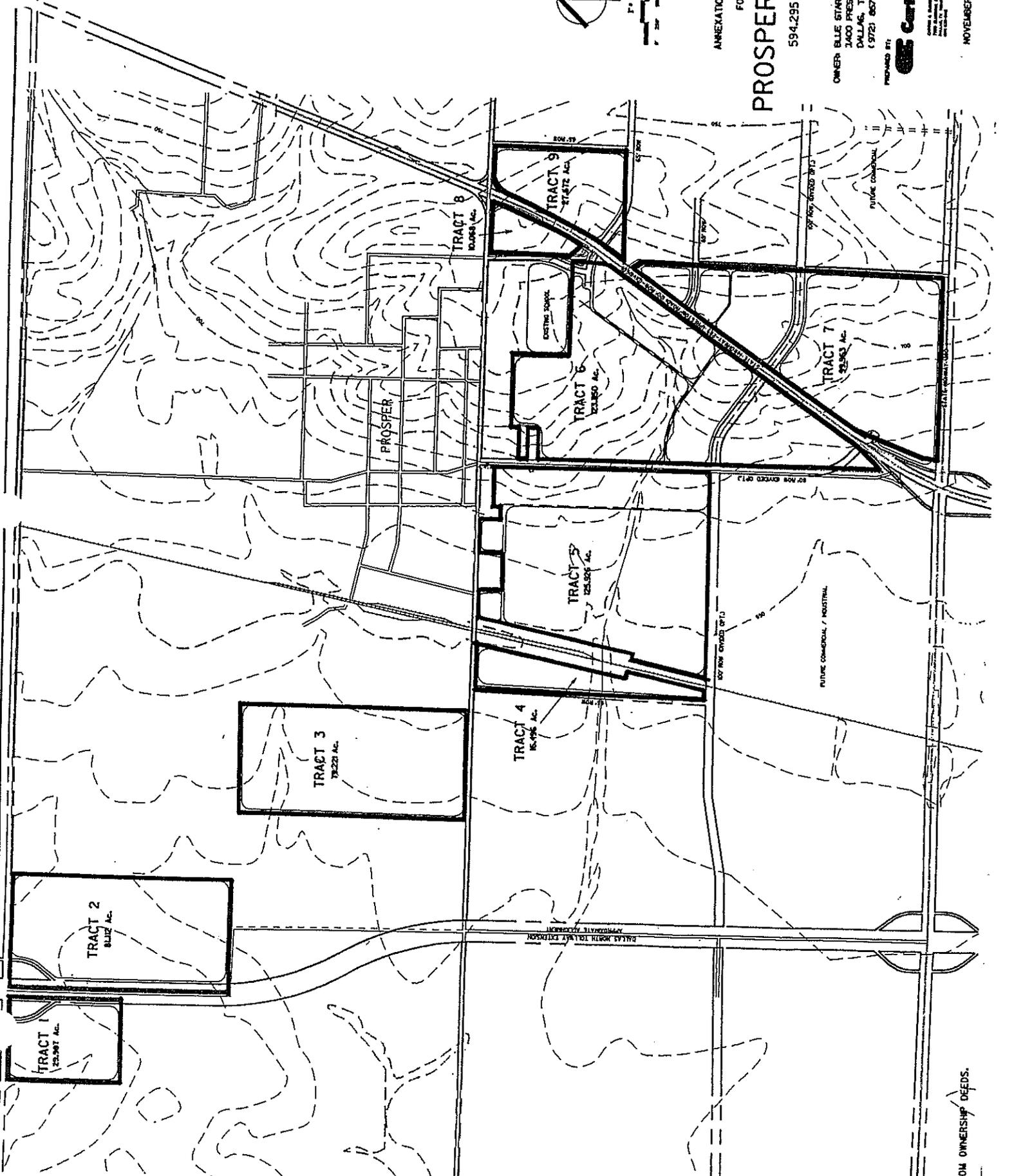
OWNER: BLUE STAR LAND
3400 PRESTON RD., SUITE 200
DALLAS, TX 75093
(972) 857-1885

PREPARED BY:



10000 W. LBJ Fwy., Suite 200
Dallas, Texas 75241
(972) 242-1100

NOVEMBER, 1998



FROM OWNERSHIP DEEDS.

EXHIBIT "C"

183 LAND CORPORATION
BLUE STAR LAND
PLANNED DEVELOPMENT DISTRICT
DEVELOPMENT STANDARDS

Draft 12/29/1999
Revised 1/14/2000

04703 02401

1.0 PLANNED DEVELOPMENT - RESIDENTIAL - 138.60 acres
Tracts 6-A (approx. 59.38 acres) and Tract 3-A (approx. 79.22 acres)

1.01 General Description:

The residential tracts are intended to accommodate a variety of single-family residential uses. The residential units will be comprised of Single Family-Type A, Single Family-Type B, and Patio Homes. Development standards for each of the aforementioned housing types are outlined within this text.

1.02 Permitted Uses: Land uses permitted within residential areas, indicated as Tracts 6-A and 3-A on Exhibit "B", are as follows:

- a. Residential units as described herein.
- b. Permitted uses referenced in the Prosper Zoning Ordinance as it currently exists or may be amended.
- c. Private or public recreation facilities.
- d. Churches/rectories
- e. Schools - public or state accredited.
- f. Utility distribution lines and facilities.
- g. Parks, playgrounds and neighborhood recreation facilities including, but not limited to, swimming pools, clubhouse facilities and tennis courts.
- h. Fire stations and public safety facilities.
- i. Real estate sales offices during the development and marketing of the residential areas.
- j. Public and private streets. Private streets shall be permitted only in Tract 6A.
- k. Electronic security facilities including gatehouse and control counter.
- l. Accessory buildings and uses customarily incidental to the permitted uses. The total land area used for accessory buildings shall not exceed twenty-five percent (25%) of the total area designated for the main buildings. Accessory buildings shall not be permitted within any "front yard" area but shall be permitted within any portion of the "side yard" or "rear yard" of a building lot as set forth in Prosper Zoning Ordinance for accessory buildings.
- m. Temporary buildings and uses incidental to construction work on the premises, which shall be removed upon completion

1.03 Density: The overall allowed residential density for Tracts 6-A and 3-A shall be 3.88 units per gross acre or a total of five hundred thirty-nine (539) units, as calculated on a gross land area based on approximately one hundred thirty-nine (139) acres.

- a. The allowed residential density for Tract 6-A (59.38 acres) shall be 3.7 units per gross acre of land or a total of two hundred twenty (220) units, as calculated on a gross land area basis for Tract 6-A.

- b. The allowed residential density for Tract 3-A (79.22 acres) shall be 4.4 units per gross acre of land or a total of three hundred forty-nine (349) units, as calculated on a gross land area basis for Tract 3-A.
- c. No more than ten percent (10%) of the total number of allowed residential units for Tracts 6-A and 3-A shall be developed as Patio Home units. The percentage of patio Home units will vary from tract to tract, but in no case will the total number of patio Home units exceed fifty-four (54) units.

1.04 Required Parking: Parking requirements for single-family development areas shall be as follows:

- a. Two (2) off-street parking spaces shall be provided on the same lot as the main structure. In conjunction with this requirement, a two (2) car garage shall be provided for each unit. Garage parking shall be behind the front building line.
- b. No parking space, garage, carport or other automobile storage space or structure shall be used for storage of any heavy load vehicle with the exception that a recreational vehicle, travel trailer, boat or similar equipment may be stored off-street and behind the front building line by the owner or occupant of the residential premises.

1.05 Building Materials: A minimum of seventy-five percent (75%) of the total exterior wall surfaces of all main buildings shall have an exterior finish of glass, stone, stucco, brick or similar materials (as approved by the City of Prosper, Texas) or any combination thereof. The use of wood as a primary exterior building material shall be limited to a maximum of twenty-five percent (25%) of the total exterior wall surfaces.

1.06 Single Family - Type A: Single Family - Type A units are a form of single family, detached housing. These residential areas will consist of larger units and lots having access and frontage on public or private roads. Building and area requirements are as follows:

- a. **Minimum Dwelling Size:** The minimum area of the main building shall be one thousand eight hundred fifty (2,100) square feet, exclusive of garages breezeways and porticos.
- b. **Lot Area:** The minimum area of any lot shall be eight thousand five hundred (8,500) square feet *in tract 3A and a minimum of ten-thousand square feet (10,000) in tract 6A.*
- c. **Lot Coverage:** In no case shall more than forty-five percent (45%) of the total lot area be covered by the combined area of the main buildings and accessory buildings. Swimming pools, spas, decks, patios, driveways, walks and other paved areas shall not be included in determining maximum lot coverage.
- d. **Lot Width:** The minimum width of any lot shall be seventy feet (70') at the front building line, except that a lot at the terminus of a cul-de-sac or along street elbows/eyebrows may have a minimum width of sixty feet (60') at the building line; provided all other requirements of this section are fulfilled.
- e. **Lot Depth:** The minimum depth of any lot shall be one hundred ten feet (110'), except that a lot at the terminus of a cul-de-sac or along street elbows/eyebrows may have minimum lot depth, measured at mid-points on front and rear lot lines, of one hundred

feet (100') provided all other requirements of this section are fulfilled.

- f. **Front Yard**: The minimum depth of the front yard shall be twenty-five feet (25').
- g. **Side Yard**: The minimum side yard on each side of the lot shall be seven feet (7'). A side yard adjacent to a street shall be a minimum of fifteen feet
- h. **Rear Yard**: The minimum depth of the rear yard shall be ten feet (10'). If the rear lot line abuts a dedicated alley, the garage drive entry, if provided, must be set back a minimum of twenty feet (20').
- i. **Maximum Building Height**: Buildings shall be a maximum of two and one-half (2-1/2) stories with the exception that split-level homes may have a maximum of two and one-half (2-1/2) stories on either the front or rear, elevation and a maximum of three and one-half (3-1/2) stories on the elevation which begins at the lowest grade.

1.07 **Single Family - Type B**: Single Family - Type B units are another form of detached housing. These residential areas are designed to provide single-family housing at a slightly higher density than permitted in the Single Family - Type A areas. These residential units will have access and frontage on a public or private road. Building and area requirements are as follows:

- a. **Minimum Dwelling Size**: The minimum area of the main building shall be one thousand six hundred fifty (1,800) square feet, exclusive of garages, breezeways and porticos.
- b. **Lot Area**: The minimum area of any lot shall be seven thousand (7,000) square feet.
- c. **Lot Coverage**: In no case shall more than fifty percent (50%) of the total lot area be covered by the combined area of the main buildings and accessory buildings. Swimming pools, spas, decks, patios, driveways, walks and other paved areas shall not be included in determining maximum lot coverage.
- d. **Lot Width**: The minimum width of any lot shall be sixty feet (60') at the front building line except that lots at the terminus of a cul-de-sac or along street elbows/eyebrows may have a minimum width of fifty-five feet (55') at the building line; provided all other requirements of this section are fulfilled.
- e. **Lot Depth**: The minimum depth of any lot shall be one hundred feet (100'), except that a lot at the terminus of a cul-de-sac or along street elbows/eyebrows may have a minimum lot depth, measured at mid-points on front and rear lot lines, of ninety-five feet (95'); provided all other requirements of this section are fulfilled.
- f. **Front Yard**: The minimum depth of the front yard shall be twenty-five feet (25').
- g. **Side Yard**: The minimum side yard on each side of the lot shall be seven feet (7'). A side yard adjacent to a street shall be a minimum of fifteen feet (15').
- h. **Rear Yard**: The minimum depth of the rear yard shall be ten feet (10'). If the rear lot line abuts a dedicated alley, the garage drive entry, if provided, must be set back a minimum of twenty feet (20').

- i. **Maximum Building Height:** Buildings shall be a maximum of two and one-half (2-1/2) stories.
- j. *Type "B" lots are not permitted in tract 6A*

1.08 Deleted

1.09 **Patio Homes:** Patio Home units are another form of single family, detached housing. These units are zero-lot line homes in which the unit is sided on, or adjacent to, one of the side lot lines. These units will have access and frontage on a public or private road. Building and area requirements are as follows:

- a. **Minimum Dwelling-Size:** The minimum area of the main building shall be one thousand six hundred fifty (1,750) square feet, exclusive of garages, breezeways and porticos.
- b. **Lot Area:** The minimum area of any lot shall be five thousand (5,000) square feet.
- c. **Lot Coverage:** In no case shall more than sixty percent (60%) of the total lot area be covered by the combined area of the main buildings and accessory buildings. Swimming pools, spas, decks, patios, driveways, walks and other paved areas shall not be included in determining maximum lot coverage.
- d. **Lot Width:** The minimum width of any lot shall be forty-five feet (45') at the front building line, except lots at the terminus of a cul-de-sac or, along street elbows/eyebrows may have a minimum width of forty feet (40') at the building line; provided all other requirements of this section are fulfilled.
- e. **Lot Depth:** The minimum depth of any lot shall be one hundred feet (100'), except a lot at the terminus of a cul-de-sac or along street elbows/eyebrows may have a minimum lot depth, measured at mid-points on front and rear lot lines, of ninety feet (90'); provided all other requirements of this section are fulfilled.
- f. **Front Yard:** The minimum depth of the front yard shall be twenty feet (20').
- g. **Side Yard:** Side yard setbacks shall be zero (0) to three feet (3') on one side (the zero side) and seven feet (7') to ten feet (10'), on the opposite side. A minimum separation of ten feet (10') is required between structures. A side yard adjacent to a street shall be a minimum of fifteen feet (15').
- h. **Rear Yard:** The minimum depth of the rear yard shall be ten feet (10'). If the rear lot line abuts a dedicated alley, the garage drive entry, if provided, must be set back a minimum of twenty feet (20').
- i. **Maximum Building Height:** Buildings shall be a maximum of two and one-half (2-1/2) stories.
- j. **Open Space:** Areas platted for Patio Home units shall have a minimum open space requirement of ten percent (10%).

1.10 Density and product mix

- a. Tract 6A shall not exceed 10% of the total allowable units as Patio Home. Type "A" lots for tract 6A shall be a minimum of 10,000 SF. Type "B" lots are not permitted in tract 6A.
- b. Tract 3A shall not exceed 10% of the total allowable units as Patio Home and shall not exceed 40% of the total allowable units as 7000 SF - Type "B" lots.

1.11 General Requirements:

- a. If approved by the City of Prosper, Texas, at the time of platting, side and rear yard requirements may be waived where they abut a common open space.
- b. Due to existing topographic and physical site features, curvilinear streets will be constructed within portions of the residential tracts. This does not mandate that all residential streets will be curvilinear or that all residential tracts or plats will incorporate the use of curvilinear streets.

1.12 General Requirements Tract 6-A and 3-A:

- a. Covered drives and porte-cocheres that are architecturally designed as an integral element of the residential or garage structure of Single Family, detached structures shall be permitted to extend up to fifteen feet (15') from the established front building line into the front yard area; that area between the street pavement and the front building line.
- b. Streets: Tract 6-A if developed as a private-gated community will contain private streets. Private Residential streets shall have a width of at least twenty-seven feet (27') back-to-back of curb line without alleys. All streets, public and private, shall be built in conformance with the City Of Prosper, Texas construction standards.
- c. Roof Materials: Wood Roof material is not allowed in Tract 6-A and 3-A.
- d. Sprinkler Fire Protection: Any structure constructed with a square footage area over ten thousand (10,000) square feet of air conditioned space shall have a fire sprinkler system in accordance with UBC standards.
- e. Sidewalks: The sub divider shall be permitted to construct an eight foot (8') wide sidewalk on either side of the collector road system to serve as a park hike/bike trail system providing adequate width for the designated use. This requirement shall be an allowable option to the current requirement providing a four-foot (4') sidewalk on each side of the collector road system. The eight-foot (8') walk shall link to the four-foot (4') neighborhood sidewalks at intersecting side streets.
- f. Park Trail: The sub divider shall be permitted to vary the park trail width from eight feet (8') to six feet (6') where restraining topographic conditions exist creating an unsafe condition for pedestrian and bicycle users.
- g. The sub divider shall be permitted to erect screen walls along the major thoroughfares and collector roads to include masonry, iron fencing and/or landscape materials, provided plans are submitted and approved by City of Prosper staff.

- h. The owner shall submit a conceptual plan for the entire development within tract 6A and the Phase I preliminary plat simultaneously for consideration of approval. The intent of this requirement is in the event the developer seeks plat approval for a gated limited access community, then the overall plan can be evaluated for subsequent phasing with adequate means for egress/ingress of the ultimate circulation of traffic within the entire gated community upon total build out.
- i. **Walls:** Privacy walls and fences for Tract 6-A and 3-A shall be built along the property line, within the front, rear, or side yard space. There may exist special lot conditions where the front building lines are off-set for adjacent lots whereby privacy walls may be required within the front building line for privacy conditions. Fences and walls shall be set back a minimum of ten feet (10') from the front elevation of the home. Such walls will be constructed of materials consistent with the exterior architectural elements of the home.

2.0 PLANNED DEVELOPMENT - MULTI-FAMILY Tracts 6-C (approx 16.76 acres) and 7-C (approx 16.84 acres)

2.01 General Description: Multi-Family units are attached units. These units will consist of flats (single level units) and studios (two level units), or a combination thereof. Access shall be allowed from access drives or parking areas connecting to adjacent public or private streets. These multi-family units will range from two (2) units per building to eighteen (18) units per building. Requirements for multifamily development shall be governed by standards as described below:

2.02 Permitted Uses: Land uses permitted within multi-family areas, indicated as Tracts 6-C and 7-C on Exhibit "B" are as follows:

- a. Permitted uses referenced in the Prosper Zoning Ordinance as it currently exists or may amended.
- b. Permitted uses as described in Section 1.02 of this Exhibit.

2.03 Density: Allowed densities for each of the multi-family tracts, known as Tracts 6-C and 7-C shall be as follows:

- a. The allowed multi-family density for Tracts 6-C and 7-C shall be fifteen (15.0) units per gross acre of land, or a total of five hundred four (504) allowed multi-family units

2.04 Required Parking: Parking requirements for multi-family development areas shall be as follows:

- a. Dwellings, Multi-Family: One and one-half (1.5) spaces per one-bedroom unit, two (2) spaces per two bedroom unit, two and one-half (2.5) spaces per three bedroom unit and one-half (0.5) space per each additional bedroom per unit. The required number of total spaces shall be no less than 1.8 spaces per dwelling unit overall.
- b. Thirty percent (30%) of the required parking spaces must be within enclosed garages. These garages may be a part of the dwelling structure or as an accessory building. All garages constructed as accessory buildings must consist of eighty five percent (85%)

masonry and be built of similar materials as the main structures.

- 2.05 **Building Materials:** All multi-family structures shall have an exterior finish of glass, stone, stucco, brick, tile, exterior wood or similar materials (as approved by the City of Prosper, Texas) or any combination thereof. The use of wood as a primary exterior building material shall be limited to a maximum of fifteen percent (15%) of the total exterior wall surfaces.
- 2.06 **General Requirements:** General requirements for multi-family development shall be as follows:
- a. Unless otherwise approved by the Prosper City Council or their designee, a six-foot (6') screening fence shall be constructed by the Owner and/or Developer of the multi-family property between areas developed for multi-family uses and those areas developed for single family residential uses. The above referenced six-foot (6') screening fence shall be constructed of exterior wood (if approved by the City of Prosper, Texas), stone, stucco, brick, tile, concrete, iron fence, landscape hedge or tree rows or similar materials or any combinations thereof. Design of the aforementioned screening fence shall be approved by the City of Prosper, Texas at the time of development plan approval.
 - b. A paved walkway should connect the front door of each ground floor unit to a parking area.
- 2.07 **Minimum Dwelling:** The minimum floor area for multi-family units shall be six hundred fifty (650) square feet, exclusive of garages, open breezeways and porticos.
- 2.08 **Lot Area:** The minimum area of any lot shall be ten thousand (10,000) square feet.
- 2.09 **Lot Coverage:** In no case shall more than fifty percent (50%) of the total lot area be covered by the combined area of the main buildings and accessory buildings.
- 2.10 **Lot Width:** The width of any lot shall not be less than eighty feet (80').
- 2.11 **Lot Depth:** The minimum depth of any lot shall not be less than one hundred twenty feet (120').
- 2.12 **Front Yard:** The minimum depth of the front yard shall be twenty-five feet (25').
- 2.13 **Side Yard:** The minimum side yard on each side of the lot shall be fifteen feet (15'). A side yard adjacent to a street shall be a minimum of twenty-five feet (25'). A building separation of fifteen feet (15') shall be provided between multi-family structures. A minimum side yard of sixty feet (60') shall be required where units abut a single-family zoning district, unless the multi-family units are less than two (2) stories in height.
- 2.14 **Rear Yard:** The minimum depth of the rear yard shall be twenty feet (20'). A minimum rear yard of sixty feet (60') shall be required where units abut a single-family zoning district, unless the multi-family units are less than two (2) stories in height.
- 2.15 **Building Height:** The permitted height of all multi-family structures shall not exceed two and one half (2.5) stories; provided, however, no multi-family structure shall exceed (2) stories when located one hundred fifty feet (150') or less from a single family zoning district, unless otherwise approved by the City of Prosper, Texas.

- 2.16 **Multi-Family Complexes must have controlled access:** All *multi-family* developments *must have* limited gated access shall locate all gate controls, card pads and intercom boxes in driveway islands with adequate stacking distances from the gate to allow "U-turning" back onto a public street.
- 2.17 **Usable Open Space Requirements:** Each Lot or parcel of land developed under the Multi-family use shall provide open space totaling twenty percent (20%) of the total MF gross acreage.

Area Requirements:

- a. Such open space shall have a maximum slope not exceeding ten percent 10%.
- b. Such open space shall have a minimum dimension of fifteen feet (15').
- c. Of the required open space 15% or 14,000 square feet, whichever is greater, shall be required open space area. Flood plain may be counted toward this requirement however, required perimeter landscaped areas may not be counted toward this requirement.
- d. At the time of the site plan and/or subdivision plat approval, the Planning and Zoning commission or City Council may give full or partial credit for open areas that exceed the maximum slope of which are other wise unusable if it is determined that such areas are environmentally or aesthetically significant and that their existence enhances the development.

Credits: A 1:1 square foot credit may be applied for each additional square foot utilized for:

- a. Swimming pools, adjacent decks and patios.
- b. Developed and equipped children's play areas.
- c. Usable portions of recreational buildings.
- d. Floodplain.

Landscaping:

- a. All required landscaping must be located within the required open space, exclusive of required perimeter or parting landscaped areas.
 - b. One (1) large tree of minimum (*4 inch caliper*) or three (3) small trees (*2 inch caliper*) per 6,000 square feet of required open space.
 - c. Three (3) five gallon shrubs per 7,000 square feet of required open space.
- 2.18 **Building Orientation:** Buildings with enclosed garages, when adjacent to public rights-of-way, must face garages internally to the development. Garages may not face public rights-of-way.
- 2.19 **Commencement of Multifamily Development:** Development of Multi-family product cannot begin until development is complete on single-family tract 6A. Development of the multifamily product on tracts 6C and 7C cannot start concurrently. Development of the 2nd tract cannot begin until completion of multi-family product occurs on the 1st tract.

Development of Multi-family product cannot begin until a total of 6 acres of Retail/ Commercial Development has commenced on any of the retail commercial tracts within this Planned Development Ordinance.

- 3.0 **PLANNED DEVELOPMENT - COMMERCIAL** Tracts 1-A, 2-A, 5-A, 5-B, 6-B, 6-D, 6-E, 7-A, 7-B, 7-D, 8-A, 9-A and 9-B.

3.01 **General Description:** The Commercial areas will provide the ability to encourage and to accommodate the development of office, retail and commercial service centers within growth corridors located along the North Dallas Tollway extension, S.H. 289 (Preston Rd.) and S.H. 380.

3.02 **Permitted Uses:** The following uses shall be permitted in the commercial areas indicated as Tracts 1-A, 2-A, 5-A, 5-B, 6-B, 6-D, 6-E, 7-A, 7-B, 7-D, 8-A, 9-A and 9-B on Exhibit "B".

- Antique Shops - Indoor Display Only
- Apparel Distribution Centers
- Appliance Stores
- Artist Materials and Supplies
- Auto Laundries/ Car Wash Facilities
- Auto Parts Sales - No Outdoor Storage/Display
- Automobile Parking Lots and Parking Garages
- Automobile Sales, Service and Leasing - New and Used
- Baby Shops
- Bakery and Confectionery Shops
- Banks, Savings and Loan and Credit Unions
- Banks, Savings and Loan and Credit Unions - With Drive-Thru Services
- Barber/Beauty Shops
- Beverage Stores - In accordance with other applicable City of Prosper, Texas Ordinances as they presently exist or may be amended
- Billboard and Advertising Signs - Permitted in compliance with the City of Prosper, Texas Sign Ordinance as it presently exists or may be amended
- Book and Stationery Shops
- Bus Stops
- Business Services
- Cafeterias
- Camera Shops
- Candy and Cake Shops
- Catering Establishments
- Churches/Rectories
- Cleaning, Dyeing, Pressing, Pick-up and Collection Agencies
- Clothing and Apparel Stores
- Clothing, Footwear and Textile Centers
- Collection Agencies
- Commercial Amusement Enterprises - Indoor and Outdoor (Excluding Drive-In Theaters)
- Computer Centers - Including, but not limited to: Texas Instruments, EDS, Intecom, IBM, Mr. Micro, Moore Business Products, Computerland, Compaq, Fujitsu, Hewlett Packard, NEC, ComputerCraft, MicroAge, etc.
- Computer Sales and Repairs
- Computer Training Facilities
- Concrete Batching Plants - Temporary and incidental to on-site construction
- Convenience Stores
- Convenience Stores - With Gas Service
- Convention Facilities
- Copy Services (ie. Quick Copy)
- Corporate and Professional Office Facilities and Headquarters
- Curio and Gift Shops

- Dairy Products and Ice Cream Stores
- Day Care Centers for Children
- Delicatessens
- Department Stores
- Dinner Theaters Distribution Centers and Showrooms - No outdoor storage unless screened
- Drapery Shops
- Dress Shops
- Drug Stores/Pharmacies
- Dry Good Stores
- Electronic Product Sales
- Electronic Security Facilities
- Feed Stores
- Financial Institutions
- Fitness and Health Centers
- Florist and Garden Shops
- Food Product Distribution Centers
- Fraternal Organizations, Lodges and Civic Clubs
- Funeral Homes and Mortuaries
- Furniture and Upholstery Centers - Including Repairs
- Furniture, Home Furnishings and Equipment Showrooms and Sales
- Furniture Stores
- General Merchandise Stores
- Governmental and Utility Agencies, Offices and Facilities - No outdoor storage unless screened
- Greenhouse and Nursery Facilities - Sales Permitted
- Grocery Stores and Supermarkets
- Guard and Patrol Services
- Hardware and Building Materials Stores - No outdoor storage unless screened
- Health Product Sales
- Hospitals and Emergency Centers
- Hotels and Motels
- Household Appliance Services and Repairs
- Interior Decorating Stores
- Jewelry Stores
- Key Shops/Locksmiths
- Laboratories - Testing and Experimentation - Emissions of hazardous or toxic chemicals shall be prohibited
- Laundromats
- Laundry and Dry Cleaning Establishments
- Leather Goods Shops
- Meat Markets - No Slaughter Houses or Packing Plants
- Medical Equipment Showrooms
- Medical and Health Care Facilities/Clinics
- Medical Offices
- Messenger/Courier and Telegraph Services
- Municipal Buildings and Facilities
- Museums, Libraries, Art Schools and Art Galleries
- Musical Instrument Sales
- Newspaper and Magazine Sales
- Newspaper Printing Centers

- Novelty/Notion Stores
- Offices - Professional, Administrative and General Offices - Including but not limited to, doctors, optometrists, psychiatrists, attorneys, architects, engineers, planners, travel agents, advertising, insurance and real estate offices
- Office Showroom Facilities - Sales Permitted
- Office Businesses
- Office Equipment Repairs and Maintenance
- Office Supplies and Sales
- Optical Stores - Sales and Services
- Paint Stores
- Parks, Playgrounds, Recreational Facilities and Community Centers
- Pest Control/Exterminating Shops- Emissions of hazardous or toxic chemicals shall be prohibited
- Pet Grooming and Supplies
- Pet Shops
- Photographic Services
- Play Equipment - Sales and Display
- Post Office Facilities
- Printing and Duplicating Establishments
- Private Club Facilities - In accordance with other applicable City of Prosper, Texas Ordinances as they presently exist or may be amended
- Radio and Television Sales and Services
- Radio and Television Studios and Broadcasting Facilities
- Recreation Centers - Public and Private
- Restaurants
- Restaurants - With Drive-In/Drive-Thru Service
- Retail Sales
- Retail Shops and Stores
- Schools - Public or State Accredited
- Scientific/Research Facilities - Emissions of hazardous or toxic chemicals shall be prohibited
- Securities and Commodities Offices - Including, but not limited to, brokers, dealers, underwriters, exchange offices and similar offices
- Service Stations Full Service (Including Bays)
- Service Stations - Self Service
- Sewing Machine Sales and Services
- Shoe and Boot Sales and Repair Stores
- Shopping Centers/Malls
- Sign Sales, Sign installation to be in compliance with the City of Prosper, Texas Sign Ordinance as it presently exists or may be amended
- Small enclosed Machinery Sales and Services - Service and repair facilities to be under roof and enclosed.
- Small Truck Sales and Leasing
- Specialty Shops and Boutiques
- Sporting Good Sales
- Storage Facilities and uses customarily incidental to- the primary, permitted uses
- Studios - Art, Photography, Music, Dance, Gymnastics, Health, etc.
- Tailor Shops
- Theaters - Indoor
- Theatrical Centers
- Tire Dealers - No Outdoor Storage

- Toy Stores
 - Trade and Commercial Schools
 - Travel Bureaus
 - Trophies and Awards Shops
 - Utility Distribution Systems and Facilities
 - Variety Stores
 - Veterinarian Clinics and Kennels - Limited to Small Animals (No Outside Runs)
 - Watch Making Shops
 - Accessory buildings and uses customarily incidental to the permitted uses
 - Temporary buildings and uses incidental to construction work on the premises to be removed upon completion or abandonment of construction work
 - Uses similar to the above-mentioned permitted uses, provided the Prosper City Council approves said uses prior to the issuance of a building permit
- 3.03 **Restricted Uses:** Unless otherwise approved by the City of Prosper, Texas, Refer to Zoning Ordinance No. 84-16
- 3.04 **Density:** Allowed densities for each of the commercial tracts, known as Tracts shall be as follows.
- a. The allowed floor area for buildings located within Tracts 1A, 2A, 6D, 6E, 7A, 7B, 7D, 8A, 9A and 9B shall be 4:1 (floor area ratio).
 - b. The allowed floor area for buildings located within Tracts 5A, 5B, and 6B shall be .8:1 (floor area ratio).
- 3.05 **Required Parking:** Parking shall be provided according to SH 289 US 380 Development established in the Zoning Ordinance for the City of Prosper, Texas, Ordinance No. 99-24, as it presently exists or may be amended. Parking shall be permitted within all required yard areas.
- 3.06 **Off-Street Parking and Loading Conditions:** Off-street parking and loading requirements shall conform to the Zoning Ordinance of the City of Prosper, Texas Ordinance No. 99-24 as it presently exists or may be amended. Off-street parking and loading shall be permitted within all required yard areas.
- 3.07 **Shared Parking:** Shared-parking agreements must be submitted, in writing, by all owners or parties involved. The agreement must be approved by the City of Prosper, Texas. If approved, the reduction shall be tied to the uses listed in the shared agreement. If any of the uses change, a reassessment of the shared parking agreement will be required. New uses shall not be permitted by the City of Prosper, Texas until another agreement is approved by the City of Prosper, Texas or the individual parking requirements are met.
- 3.08 **Building Materials:** All main buildings shall have an exterior finish of glass, stone, stucco, brick, tile, concrete, exterior wood or similar materials or any combination thereof. The use of wood as a primary, exterior building material shall be limited to a maximum of twenty-five percent (25%) of the total exterior wall surfaces and shall be approved by the City of Prosper, Texas at the time of site plan approval.
- 3.09 **Building Heights:** The permitted height of all buildings within the commercial areas of the Planned Development District shall be as follows:

- a. The allowed height for buildings located within Tracts 1A, 2A, 6D, 6E, 7A, 7B, 7D, 8A, 9A and 9B shall be eight (8) stories.
 - b. The allowed height for buildings located within Tracts 5A, 5B, and 6B shall be two (2) stories.
 - c. Commercial buildings located within one hundred fifty feet (150') of a single-family zoned area shall be limited to a maximum height of two (2) stories.
 - d. Commercial buildings, which exceed two (2) stories in height, shall be required to have additional setbacks from single-family zoned areas. These additional setbacks will require one foot (1') of setback, beyond the aforementioned one hundred fifty feet (150'), for each additional foot of building height above two (2) stories.
- 3.10 **Lot Area:** The minimum area of any lot shall be twelve thousand five hundred (12,500) square feet.
- 3.11 **Lot Width:** The minimum width of any lot shall be one hundred feet (100').
- 3.12 **Lot Depth:** The minimum depth of any lot shall be one hundred twenty-five feet (125').
- 3.13 **Lot Coverage:** In no case shall more than fifty percent (50%) of the total lot area be covered by the combined area of the main buildings. Parking structures and surface parking facilities shall be excluded from the coverage computations.
- 3.14 **Front Yard:** There shall be a front yard having a depth of not less than thirty feet (30'). Front yard setbacks are required on both streets for corner lots.
- 3.15 **Side Yard:** Side yard requirements for commercial areas shall be as follows:
- a. No side yard shall be required where commercial structures are to be attached.
 - b. A ten-foot (10') side yard shall be required where commercial structures are to be located adjacent to one another and where vehicle access is not required.
 - c. A twenty-four-foot (24') side yard shall be provided where fire lane access is required and provision for a vehicular access/fire lane easement is not available on the adjoining property.
 - d. A twenty-five foot (25') side yard shall be provided adjacent to a single family zoned district.
 - e. A thirty-foot (30') side yard shall be provided adjacent to a dedicated street.
- 3.16 **Rear Yard:** Rear yard requirements for commercial areas shall be as follows:
- a. No rear yard shall be required where commercial structures are to be attached.
 - b. A ten-foot (10') rear yard shall be required where commercial structures are to be located adjacent to one another and where vehicle access is not required.

- c. A twenty-four-foot (24') rear yard shall be provided where fire lane access is required and provision for a vehicular access/fire lane easement is not available on the adjoining property.
- d. A twenty-five foot (25') rear yard shall be provided adjacent to a single family zoned district.
- e. A thirty foot (30') rear yard shall be provided adjacent to a dedicated street.

3.17 Landscape Plans: Landscape plans for proposed development areas shall be submitted by the applicant to the Prosper Planning and Zoning Commission and City Council or their designee and approved in accordance with applicable law at the time of development plan approval.

3.18 Screening Wall: Unless otherwise approved by the Prosper City Council or their designee, a six-foot (6) screening wall shall be provided between areas developed for residential uses and those areas developed for commercial uses. The commercial user shall be responsible for the construction of the six-foot (6') screening wall. This screening wall shall be constructed at the time a commercial property is developed and shall only be required adjacent to the specific commercial property that is being developed.

Unless otherwise approved by the Prosper City Council or their designee, the above referenced six foot (6') screening wall shall be constructed of stone, stucco, brick, tile, concrete or similar materials (as approved by the City of Prosper, Texas), or any combination thereof.

4.0 PLANNED DEVELOPMENT INDUSTRIAL Tracts 4-A and 5-C

4.01 General Description: The Industrial area will provide the ability to encourage and to accommodate the development of industrial service centers within growth corridors located along the North Dallas Tollway and along the Burlington Northern Railroad.

4.02 Permitted Uses: The following uses shall be permitted in the Industrial area indicated as Tract 4-A and 5-C on Exhibit "B" in addition to those permitted uses listed in Section 3.02 of this exhibit:

- Assembly of light electronic instruments & devices (enclosed)
- Assembly of heavy electronic devices
- Assembly of radios & phonographs
- Bakery (commercial)
- Batching plant (concrete or asphalt)
- Book Bindery
- Boot or shoe manufacturer
- Bottling works
- Brick company, sales
- Building materials & lumber storage yards & sales
- Candy manufacturing
- Carting or express hauling
- Commercial engraving
- Contractors shop or storage yard
- Cosmetics manufacturing (enclosed building)
- Dairy Products
- Dog kennels & veterinarian office (w/outside pens)

- Drapery manufacturing & sales
- Drug & pharmaceutical manufacturing (enclosed building)
- Dry cleaning plant or commercial laundry
- Food products manufacturing
- Foundry casting, nonferrous (enclosed building)
- Frozen foods locker
- Fur goods manufacturing, but no tanning, dyeing or slaughtering
- Furniture manufacture
- Furniture restoration
- Glass products from previously manufactured glass
- Heating & Air conditioning sales & service
- Housing Prefabrication
- Ice company sales - wholesale
- Instrument & meter manufacturing
- Jewelry & watch manufacturing
- Landscaping service
- Leather goods fabrication
- Light fabrication & assembly
- Light Manufacturing
- Light sheet metal products
- Machine shop
- Metal fabrication
- Mobile home or model home fabrication
- Monuments & headstones sales
- Moving company
- Newspaper printing
- Office showroom/ warehouse
- Optical goods manufacturing
- Outside display
- Overnight delivery & service center
- Paper & chemical supply
- Perfume toilet soaps (enclosed building)
- Plaster shop
- Plastic products manufacturing, but not raw materials processing
- Plumbing shop & related services
- Portable building sales
- Private utility service yard
- Recycling center
- Recycling plant
- Research & scientific laboratories
- Restaurants incidental to main use
- Restaurant supply
- Roofing & siding company
- Sell-storage or mini-warehouse
- Soil testing laboratory
- Sporting goods manufacturing
- Deleted
- Tool manufacturer
- Welding shop or company
- Wholesale beauty supply
- Wholesale distribution center

- Wholesale food distribution
- Wrecking yard, auto salvage, junk yard or outside reclamation
- S - Low rise industrial manufacturing wholly enclosed within a building
- S - Low risk industrial manufacturing not wholly enclosed within a building

S - Indicates special use permit required.

- 4.03 **Density:** The permitted floor area of all buildings located within the industrial tract, known as Tract 4-A and 5-C shall be 2:1 (floor area ratio).
- 4.04 **Required Parking:** Parking shall be provided according to SH 289/US 380 development, as established in the Comprehensive Zoning Ordinance for the City of Prosper, Texas, Ordinance No.99-24, as it presently exists or may be amended. Parking shall be permitted within all required yard areas.
- 4.05 **Off-Street Parking, Loading Conditions and Requirements:** Parking shall be provided according to the Zoning Ordinance of the City of Prosper, Texas Ordinance No. 99-24, as it presently exists or may be amended. Off-street parking and loading shall be permitted within all required yard areas.
- 4.06 **Shared Parking:** Shared-parking agreements must be submitted in writing, by all owners or parties involved. The agreement must be approved by the City of Prosper, Texas. If approved, the reduction shall be tied to the uses listed in the shared agreement. If any of the uses change, a reassessment of the shared parking agreement will be required. New uses shall not be permitted by the City of Prosper, Texas until another agreement is approved by the City of Prosper, Texas or the individual parking requirements are met.
- 4.07 **Building Materials:** All main buildings shall have an exterior finish of glass, stone, stucco, brick, tile, concrete, exterior wood or similar materials or any combination thereof. The use of wood as a primary, exterior building material shall be limited to a maximum of twenty-five percent (25%) of the total exterior wall surfaces.
- 4.08 **Building Heights:** The permitted height of all buildings within the industrial area shall not exceed four (4) stories.
- 4.09 **Lot Area:** The minimum area of any lot shall be seven thousand (7,000) square feet.
- 4.10 **Lot Width:** The minimum width of any lot shall be sixty feet (60').
- 4.11 **Lot Depth:** The minimum depth of any lot shall be one hundred feet (100').
- 4.12 **Lot Coverage:** In no case shall more than eighty percent (80%) of the total lot area be covered by the combined area of the main buildings. Parking structures and surface parking facilities shall be excluded from the coverage computations.
- 4.13 **Front Yard:** There shall be a front yard having a depth of not less than twenty-five feet (25'). Front yard setbacks are required on both streets for corner lots.
- 4.14 **Side Yard:** Side yard requirements for industrial areas shall be as follows:
- a. No side yard shall be required where industrial structures are to be attached.

- b. A ten-foot (10') side yard shall be required where industrial structures are to be located adjacent to one another and where vehicle access is not required. Item 6
- c. A twenty-four foot (24') side yard shall be provided where fire lane access is required and provision for a vehicular access/fire lane easement is not available on the adjoining property.
- d. A thirty-foot (30') side yard shall be provided adjacent to a dedicated street.
- e. A fifteen-foot (15') side yard shall be provided adjacent to a single-family zone district.

4.15 Rear Yard: Rear yard requirements for industrial areas shall be as follows:

- a. No rear yard shall be required where industrial structures are to be attached.
- b. A ten foot (10') rear yard shall be required where industrial structures are to be located adjacent to one another and where vehicle access is not required.
- c. A twenty-five foot (25') rear yard shall be provided where structures and uses are to be separated.
- d. A thirty foot (30') rear yard shall be provided adjacent to a dedicated street.

5.0 PLANNED DEVELOPMENT - GENERAL CONDITIONS

5.01 Conformance to All Applicable Articles of the Prosper Zoning Ordinance:

Except as amended herein, this Planned Development shall conform to any and all applicable articles and sections of the Prosper Zoning Ordinance, Ordinance No.84-16, as it presently exists or may be amended.

5.02 Procedure to be followed Throughout the Development of the Planned Development District:

- a. **Zoning Plan:** A Zoning plan is hereby attached and made a part of the approval for this Planned Development District. This plan, indicated as Exhibit "B" sets forth: (1) the approximate location of major thoroughfares; (2) overall property boundary description and (3) the designation of fifteen (15) Zoning Tracts identified by, numbers which correspond to tracts in this Exhibit "C".
- b. **Conceptual Plan:** Prior to the development of any Zoning Tract, a Conceptual Plan shall be submitted for approval by the Planning and Zoning Commission and City Council. (It is the option of the applicant to submit a Development Plan in lieu of a Conceptual Plan).
 - 1. A Residential Conceptual Plan shall be drawn to scale and show: (a) topography; (b) land uses including parks and open space; (c) streets; (d) lotting; (e) any thoroughfares; and (f) other features which graphically explain the standards and conditions set forth in this Exhibit and the proposed residential development. The Conceptual Plan may be submitted as a preliminary plat at the option of the applicant.

- 2. For non-residential developments, a Non-residential Conceptual Plan shall be drawn to scale and show: (a) topography; (b) land uses; (c) proposed ingress and egress; (d) physical features of the site; (e) existing streets, alleys and easements, and (f) other information to adequately describe the proposed development and to provide data for approval which is to be used in drafting the Development Plan.
 - 3. A public hearing shall be required to consider the approval of any Conceptual Plan. A Conceptual Plan submitted for approval may be for one or multiple tracts.
- c. **Development Plan:** This plan shall set forth the final plans for development of the Planned Development District and shall conform to the data presented and approved on the Conceptual Plan. Changes of detail on the Development Plan, which differ from the original Conceptual Plan, but do not alter the basic relationship of the proposed development to adjacent property, and do not alter the basic intent and development standards contained herein, may be authorized by the Planning and Zoning Commission or their designee without public hearing. Approval of the Development Plan shall be the basis for issuance of a building permit or submission of a final plan, but does not release the applicant of the responsibility to submit plans to the building official for a building permit. For any residential tract, a preliminary or final plan shall qualify as the Development Plan. The Development Plan may be submitted for the total area of the PD or for any section or part as approved on the Conceptual Plan.

A development plan submission, for non-residential areas, shall contain a scaled drawing of the specific parcel to be developed showing:

- 1. Approximate locations for any proposed public or private streets.
- 2. Approximate locations for any proposed alleys, loading or service corridors.
- 3. Approximate locations for any proposed buildings or structures.
- 4. Proposed building lines, setback lines and proposed roadway right of-way lines.
- 5. Existing roadway or utility easements or right-of-way.
- 6. An accurate boundary description.
- 7. Existing topography with a contour interval of not less than two feet (2').
- 8. Parking area layout with a table indicating the parking requirements, reductions and shared parking agreements.
- 9. Building coverage.
- 10. All adjacent land uses, including any future points of access to adjacent areas, and any shared uses with adjacent properties.
- 11. Floodplain and floodway boundaries (if applicable).
- 12. Proposed open space or amenity areas.
- 13. Proposed screening and buffering elements.
- 14. Proposed building heights of multi-story, non-residential structures.
- 15. Landscape plan.

5.03 Preliminary Plat: A preliminary plat for each phase of development must be submitted to the City of Prosper, Texas and must be approved in accordance with applicable law prior to completion of the final plat. A final plat with construction plans, as required by the Prosper Subdivision Ordinance as it presently exists or may be amended, must be submitted to the City of Prosper, Texas and must be approved in accordance with applicable law prior to issuance of a building permit for development within that phase.

All preliminary plats must comply substantially with the Concept Plan (Exhibit "B") attached

hereto and comply specifically with these conditions. The location of streets or roadways shall be determined at the time of platting.

- 5.04 **Development Schedule:** This ordinance shall be accompanied by a development schedule, indicating the approximate date on which construction is expected to begin and the approximate time frame to completion. The development schedule, if approved by the Prosper City Council, shall be generally adhered to by the owner/developer and their successors in interest; unless amended by approval of the Prosper City Council.
- 5.05 **Annual Development Report:** Annually, where a development schedule has been submitted, the owner(s) and/or developer(s) shall report to the Prosper City Council the actual development accomplished in the various Planned Development areas as compared to the development schedule.
- 5.06 **Compliance with the Conditions of Article 9-C of the Prosper Zoning Ordinance:** Except as amended herein, the procedures and conditions required of the Planned Development shall comply with Article 9-C of the Prosper Zoning Ordinance as it presently exists or may be amended.
- 5.07 **General Compliance:** Except as amended by these conditions, development of property within this Planned Development must comply with the requirements of all ordinances, rules and regulations of the City of Prosper, Texas as they presently exist or may be amended.
 - a. All paved areas, permanent drives, streets (dedicated or private) and drainage structures must be constructed in accordance with standard City of Prosper, Texas specifications as they presently exist or may be amended.
 - b. The Building Inspector shall not issue a building permit or a certificate of occupancy for a use in a phase of this Planned Development District until there has been full compliance with these codes and all other rules and regulations of the City of Prosper, Texas as they presently exist or may be amended and area applicable to that phase.
- 5.08 **Corner View Easements:** A view easement shall be maintained at the intersection of streets and/or alleys. This easement shall be kept clear, of all structures or other visual obstructions over twenty-four inches (24") in height. This easement defined by a line connecting two (2) points on perpendicular or perpendicularly adjacent lot lines, said points being located twenty feet (20') from the intersecting lot corner.
- 5.09 **Maintenance of Facilities:** The Owner(s) shall establish, which each development plan submittal, a property owner's association, or other designation that will be responsible for the improvement and maintenance of all common areas and/or common facilities contained within the area of the development plan.

EXHIBIT "D"

183 LAND CORP.
BLUE STAR LAND
STATEMENT OF INTENT AND PURPOSE

The purpose and intent of this planned development district is to provide a high quality of mixed residential, commercial and industrial uses that are compatible with the physical location of the property and the natural characteristics of the property. The commercial and industrial land uses for the overall property were planned due to the property's location adjacent to SH 380, SH 289, Business 289 and future major thoroughfares to include the North Dallas Tollway extension. The residential land uses were considered in the land plan relative to their location adjacent to existing residential and public school property and in locations with natural features supporting quality residential neighborhoods.

EXHIBIT "E"

183 LAND CORP.
JERRAL JONES PROPERTY
DEVELOPMENT SCHEDULE

The development schedule for the approximate six-hundred (600) acres will be phased over the next ten (10) to fifteen (15) years and is primarily dependent on the marketability of the highest and best use of the land for the respective land tracts.

The commercial tracts vary in size and location. It is conceivable that the larger commercial land tracts along Preston Road will be held for longer amounts of time in order to reserve their use for commercial development that is commensurate with larger mixed use developments when the market so demands. The development of commercial land tracts adjacent to the future North Dallas Tollway extension will be dependent on the future extension of the Tollway and the demand for quality commercial development. On the other hand there may be more immediate opportunities to facilitate commercial service uses on smaller tracts of land required to serve the communities needs.

There exists immediate market demands for affluent single family residences in the land tract adjacent to the Prosper school land. The multi-family tracts of land will be developed according to the Planned Development Ordinance and at such time as it is feasible to deliver quality multifamily housing.

PLEASE NOTE THAT A PORTION OF THIS PD HAS BEEN AMENDED BY PD-65.

TOWN OF PROSPER, TEXAS

ORDINANCE NO. 04- 52

AN ORDINANCE AMENDING PROSPER'S ZONING ORDINANCE NO. 84-16; REZONING A TRACT OF LAND CONSISTING OF 702.14 ACRES, MORE OR LESS, SITUATED IN THE L. NEATHERLY SURVEY, ABSTRACT NO. 962 AND THE J. DORRETT SURVEY, ABSTRACT NO. 350, IN THE TOWN OF PROSPER, DENTON COUNTY, TEXAS, AND IN THE COLLIN COUNTY SCHOOL LAND SURVEY, ABSTRACT NO. 147, IN THE TOWN OF PROSPER, COLLIN COUNTY, TEXAS HERETOFORE ZONED SINGLE-FAMILY-1 (SF-1) IS HEREBY REZONED AND PLACED IN THE ZONING CLASSIFICATION OF PLANNED DEVELOPMENT-MIXED USE (PD-M); DESCRIBING THE TRACT TO BE REZONED; PROVIDING FOR A PENALTY FOR THE VIOLATION OF THIS ORDINANCE; PROVIDING FOR REPEALING, SAVING AND SEVERABILITY CLAUSES; PROVIDING FOR AN EFFECTIVE DATE OF THIS ORDINANCE; AND PROVIDING FOR THE PUBLICATION OF THE CAPTION HEREOF.

WHEREAS, the Town Council of the Town of Prosper, Texas (the "Town Council") has investigated and determined that Zoning Ordinance No. 84-16 should be amended; and

WHEREAS, the Town of Prosper, Texas ("Prosper") has received a request from the Rudman Partnership, Beall Legacy Partners, L.P., and West Prosper Investment Partners, Ltd. ("Applicant") to rezone 702.14 acres of land, more or less, situated in the L. Neatherly Survey, Abstract No. 962 and the J. Dorrett Survey, Abstract No. 350, in the Town of Prosper, Denton County, Texas, and in the Collin County School Land Survey, Abstract No. 147, in the Town of Prosper, Collin County, Texas; and

WHEREAS, the Town Council has investigated into and determined that the facts contained in the request are true and correct; and

WHEREAS, all legal notices required for rezoning have been given in the manner and form set forth by law, and public hearings have been held on the proposed rezoning and all other requirements of notice and completion of such zoning procedures have been fulfilled; and

WHEREAS, the Town Council has further investigated into and determined that it will be advantageous and beneficial to Prosper and its inhabitants to rezone this property as set forth below.

NOW, THEREFORE, BE IT ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS:

SECTION 1: Findings Incorporated. The findings set forth above are incorporated into the body of this Ordinance as if fully set forth herein.

SECTION 2: Amendments to Zoning Ordinance No. 84-16. Zoning Ordinance No. 84-16 is amended as follows: The zoning designation of the below-described property containing 702.14 acres of land, more or less, situated in the L. Neatherly Survey, Abstract No. 962 and the J. Dorrett Survey, Abstract No. 350, in the Town of Prosper, Denton County, Texas, and in the Collin County School Land Survey, Abstract No. 147, in the Town of Prosper, Collin County, Texas, (the "Property") and all streets, roads and alleyways contiguous and/or adjacent thereto is hereby rezoned as Planned Development-Mixed Use (PD-M). The property as a whole and the boundaries for each zoning classification are more particularly described in Exhibit "A" attached hereto and incorporated herein for all purposes as if set forth verbatim.

The development plans, standards, and uses for the Property in this Planned Development District shall conform to, and comply with 1) the statement of intent and purpose, attached hereto as Exhibit "B"; 2) the planned development standards, attached hereto as Exhibit "C"; and 3) the development schedule, attached hereto as Exhibit "D"; each of which is incorporated herein for all purposes as if set forth verbatim. Except as amended by this Ordinance, the development of the Property within this Planned Development District must comply with the requirements of all ordinances, rules, and regulations of Prosper, as they currently exist or may be amended.

Three original, official and identical copies of the zoning exhibit map are hereby adopted and shall be filed and maintained as follows:

- a. Two (2) copies shall be filed with the Town Secretary and retained as original records and shall not be changed in any matter.

- b. One (1) copy shall be filed with the building inspector and shall be maintained up-to-date by posting thereon all changes and subsequent amendments for observation, issuing building permits, certificates of compliance and occupancy and enforcing the zoning ordinance. Reproduction for information purposes may from time-to-time be made of the official zoning district map.

Written notice of any amendment to this Planned Development District shall be sent to all property owners within two hundred feet (200') of the specific area to be amended.

SECTION 3: No Vested Interest/Repeal. No developer or property owner shall acquire any vested interest in this Ordinance or in any other specific regulations contained herein. Any portion of this Ordinance may be repealed by the Town Council in the manner provided for by law.

SECTION 4: Unlawful Use of Premises. It shall be unlawful for any person, firm or corporation to make use of said premises in some manner other than as authorized by this Ordinance, and shall be unlawful for any person, firm or corporation to construct on said premises any building that is not in conformity with the permissible uses under this Zoning Ordinance.

SECTION 5: Penalty. Any person, firm, corporation or business entity violating this Ordinance or any provision of Prosper's Zoning Ordinance No. 84-16, or as amended, shall be deemed guilty of a misdemeanor, and upon conviction thereof shall be fined any sum not exceeding Two Thousand Dollars (\$2000.00). Each continuing day's violation under this Ordinance shall constitute a separate offense. The penal provisions imposed under this Ordinance shall not preclude Prosper from filing suit to enjoin the violation. Prosper retains all legal rights and remedies available to it pursuant to local, state and federal law.

SECTION 6: Severability. Should any section, subsection, sentence, clause or phrase of this Ordinance be declared unconstitutional or invalid by a court of competent jurisdiction, it is expressly provided that any and all remaining portions of this Ordinance shall remain in full force

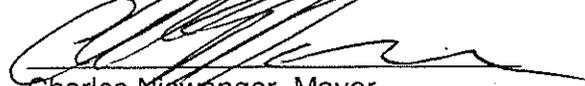
and effect. Prosper hereby declares that it would have passed this Ordinance, and each section, subsection, clause or phrase thereof irrespective of the fact that any one or more sections, subsections, sentences, clauses and phrases be declared unconstitutional or invalid.

SECTION 7: Savings/Repealing Clause. Prosper's Zoning Ordinance No. 84-16 shall remain in full force and effect, save and except as amended by this or any other Ordinance. All provisions of any ordinance in conflict with this Ordinance are hereby repealed to the extent they are in conflict; but such repeal shall not abate any pending prosecution for violation of the repealed ordinance, nor shall the appeal prevent a prosecution from being commenced for any violation if occurring prior to the repealing of the ordinance. Any remaining portions of said ordinances shall remain in full force and effect.

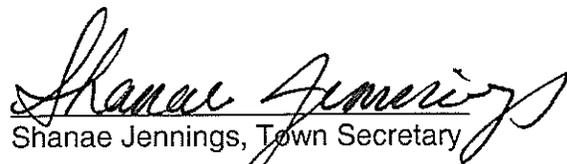
SECTION 8: Effective Date. This Ordinance shall become effective from and after its adoption and publications as required by law.

DULY PASSED AND APPROVED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS ON THIS 11th DAY OF May, 2004.

APPROVED AS TO FORM:


Charles Niswanger, Mayor

ATTESTED TO AND
CORRECTLY RECORDED BY:


Shanae Jennings, Town Secretary

DATE OF PUBLICATION: 5/21/04 & 5/22/04, Dallas Morning News – Collin County Addition

Legacy Pointe

Prosper, Texas

Ownership:

**The Rudman Partnership
Beall Legacy Partners, L.P.
West Prosper Investment Partners, Ltd.**

Representative:

Craig Curry - Greater Texas Land Resources, L.P.

**An Outline of Conditions for a
PLANNED DEVELOPMENT DISTRICT**

**To be adopted by the Prosper Town Council on
May 11, 2004**

**EXHIBIT A
LEGAL DESCRIPTION
702.14 ACRES**

BEING a 484.15 acre tract of land out of the L. NEATHERLY SURVEY Abstract No. 962, the J. DORRETT SURVEY Abstract No. 350, in Denton County, Texas, being out of the COLLIN COUNTY SCHOOL LAND SURVEY Abstract No. 147 in Collin County, Texas, being all of the tract of land described in deed to Rudman Partnership., recorded in Volume 2844, Page 42 of the Real Property Records of Denton County, Texas, being part of the tract of land described in deed to Beall Legacy Partners, L.P., recorded in Volume 5398, Page 1642 of the Real Property Records of Denton County, Texas, being part of the tract of land described in deed to West Prosper 150 Investment Partners, Ltd., recorded in Volume 5398, Page 1569 of the Real Property Records of Denton County, Texas, being all of the 52.09 acres tract of land described in deed to West Prosper 150 Investment Partners, Ltd., recorded in Volume 5398, Page 5552 of the Land Records of Collin County, Texas and being more particularly described as follows and being more particularly described as follows;

BEGINNING at a point for the intersection of the centerline of Prosper Road with the centerline of County Line Road;

THENCE with the centerline of said County Line Road, North 01°09'50" East, a distance of 317.35 feet to the northwest corner of said 52.09 acre tract;

THENCE with the north line of said 52.09 acre tract, South 89°54'55" East, a distance of 861.72 feet to the northeast corner of said 52.09 acre tract;

THENCE with said ease line, South 00°28'38" West, a distance of 2592.43 feet to the southeast corner of said 52.09 acre tract;

THENCE with the south line of said 52.09 acre tract, North 89°10'41" West, a distance of 892.65 feet to a point in the centerline of County Line Road;

THENCE along said centerline and with the east line of said Beall Legacy Partners, L.P. tract and the West Prosper 150 Investment Partners, Ltd. tract, South 01°09'50" West, a distance of 3538.96 feet to a point for the intersection of centerline of said County Line Road with the centerline of Fish Trap Road;

THENCE continuing with the centerline of said County Line Road, South 00°56'17" West, a distance of 4156.91 feet to a point for corner;

THENCE leaving said centerline, South 89°47'45" East, a distance of 45.30 feet to a point for corner;

THENCE South 00°30'58" West, a distance of 318.10 feet to a point in the north right-of-way line of U.S. Highway 380;

THENCE with said north right-of-way line, South 89°26'58" West, a distance of 2052.99 feet to a point in the east line of a tract of land described in deed to Bert Fields, Jr., recorded in Volume 375, Page 333 of the Deed Records of Denton County, Texas;

THENCE with said east line, North 00°15'51" East, a distance of 345.08 feet to a point for the northeast corner of said Fields tract;

THENCE with the north line of said Fields tract, North 89°40'03" West, a distance of 2183.69 feet to the southeast corner of a tract of land described in deed to Julia Cray;

THENCE with the east line of said Cray tract, North 01°11'48" East, a distance of 3384.52 feet to a point in the centerline of Fish Trap Road;

THENCE with said centerline, the following courses and distances to wit:

North 89°50'15" East, a distance of 2370.21 feet to a point for corner;

North 67°42'23" East, a distance of 279.24 feet to a point for corner;

THENCE leaving said centerline, the following courses and distances to wit.

North 00°18'08" West, a distance of 351.55 feet to a point for corner;

North 73°45'59" West, a distance of 166.83 feet to a point for corner;

North 01°33'14" East, a distance of 350.62 feet to a point for corner;

North 89°32'58" West, a distance of 386.78 feet to a point in the east line of a tract of land described in deed to Johnny Warren, recorded in Volume 3124, Page 11 of the Real Property Records of Denton County, Texas;

THENCE with said east line, North 00°52'48" East, a distance of 423.47 feet to a point for the southeast corner of a tract of land described in deed to Inwood Plaza Joint Venture recorded in Volume 4233, Page 738 of the Real Property Records of Denton County, Texas;

THENCE with said east line, North 01°07'10" East, a distance of 5277.57 feet to a point in the centerline of said Prosper Road;

THENCE with said centerline, South 89°44'01" East, a distance of 2108.90 feet to the **POINT OF BEGINNING** and containing 702.14 acres of land.

This document was prepared under 22 TAC §663.21, does not reflect the results of an on the ground survey, and is not to be used to convey or establish interests in real property except those rights and interests implied or established by the creation or reconfiguration of the boundary of the political subdivision for which it was prepared.

EXHIBIT B
LEGACY POINTE
PLANNED DEVELOPMENT DISTRICT
STATEMENT OF INTENT AND PURPOSE

The Planned Development District provides the ability to encourage and accommodate the development of Business Park, Business Center, and Residential Village uses within the Town of Prosper.

Business Park uses will generally provide opportunities for corporate headquarters, educational training centers, assembly/production facilities for technological and scientific industries, office and commercial facilities, as well as single family and multifamily housing, all in close association with future, major thoroughfares and an open space system tied to natural amenities that currently exist on the site. Business Center development is similar and compliments the Business Park. Facilities will include uses that relate to the geographic location and transportation facilities that are proposed for this area. The Residential Villages will accommodate residential uses, as well as provide commercial/retail service centers for the residents of the neighborhood community.

Site characteristics of Legacy Pointe, such as topography, thoroughfare locations, view corridors, proposed uses and development opportunities will formulate a distinctive approach for the Town's future.

EXHIBIT C

LEGACY POINTE

PLANNED DEVELOPMENT DISTRICT

PLANNED DEVELOPMENT STANDARDS

1.0 PLANNED DEVELOPMENT - VILLAGES "A" & "B"

1.1 General Description: The Villages, identified on the attached Zoning Exhibit are intended to accommodate a variety of uses – residential and commercial. Commercial/Retail centers shall be allowed within the Villages to provide necessary goods and services to the residential community. Development standards for residential and commercial/retail areas are outlined within this text.

1.2 Permitted Uses:

- a. Residential uses as described herein.
- b. Commercial/Retail uses as described herein.
- c. Parks, playgrounds and neighborhood recreation facilities including, but not limited to swimming pools, clubhouse facilities and tennis courts.
- d. Churches/rectories
- e. Schools – public or private.
- f. Utility distribution lines and facilities.
- g. Fire stations and public safety facilities.
- h. Real estate sales offices during the development and marketing of the residential areas.
- k. Electronic security facilities including gatehouse and control counter.
- l. Construction Trailers associated with development for residential, retail, or commercial uses.

1.3 Building Materials: All main buildings shall have an exterior finish of stone, stucco, brick, tile, concrete, glass, exterior wood or similar materials or any combination thereof. The use of wood as an exterior building material shall be limited to a maximum of twenty (20) percent of the total exterior wall surfaces.

1.4 Single Family Homes Village "A": Single family units shall be allowed within Village A". These single family units will be located in the areas generally defined on the attached Zoning Exhibit.

Building and Area Requirements: The following development standards shall pertain to single family uses to be developed within Village "A":

- a. Number of Dwelling Units – The total number of dwelling units within Village “A” shall not exceed a maximum of nine hundred two (902) units, unless portions of the Commercial/Retail areas are developed as singly family residential. If portions of the Commercial/Retail areas are developed as single family residential, they shall be developed in accordance with Section 1.5 of this text and shall be limited to a maximum of 3.8 units per gross acre of land. There shall be a minimum of 15 gross acres of land devoted to Commercial/Retail land uses at each of the major corners within Village “A”. These Commercial/Retail corners are generally outlined on the attached Zoning Exhibit.
- b. Minimum Dwelling Size – The minimum area of the main building shall be one thousand four hundred (1,400) square feet, exclusive of garages, breezeways and porticos.
- c. Lot Area – The minimum area of any lot within Village “A” shall be fifty-five hundred (5,500) square feet.
- d. Lot Coverage – In no case shall more than forty-five (45) percent of the total lot area be covered by the combined area of the main buildings and accessory buildings. Swimming pools, spas, decks, patios, driveways, walks and other paved areas shall not be included in determining maximum lot coverage.
- e. Lot Width – The minimum width of any lot shall be fifty (50) feet measured at the front building line, except for lots at the terminus of a cul-de-sac, on a corner or along a curve may have a width of forty-five (45) feet at the building line; provided all other requirements of this section are fulfilled.
- f. Lot Depth – The minimum depth of any lot shall be one hundred (100) feet, except for lots at the terminus of a cul-de-sac, on a corner or along a curve may have a minimum lot depth, measured at mid-points on front and rear lot lines, of ninety-five (95) feet; provided all other requirements of this section are fulfilled.
- g. Front Yard – The minimum depth of the front yard shall be twenty (20) feet. Covered drives and porte-cocheres that are architecturally designed as an integral element of the main structure may extend up to five (5) feet from the established front building line into the front yard area; the area between the street pavement and the front yard line.

- h. Side Yard – The minimum side yard on each side of the lot shall be five (5) feet. A side yard adjacent to a street shall be fifteen (15) feet.
 - i. Rear Yard – The minimum depth of the rear yard shall be twenty (20) feet.
 - j. Maximum Building Height – Buildings shall be a maximum of two and a half (2 1/2) stories, not to exceed thirty-six (36) feet in height. Chimneys, antennae and other architectural projections not used for human occupancy may extend above this height limit.
- 1.5 Single Family Homes – Village “B”: Single family units shall be allowed within Village “B”. These single family units will be located in the areas generally defined on the attached Zoning Exhibit.

Building and Area Requirements: The following development standards shall pertain to single family uses to be developed within Village “B”:

- a. Lot Area – Other than areas designated for commercial/retail uses, the minimum area of any lot within Village “B” shall be nine thousand (9,000) square feet and the minimum average lot area shall be ten thousand (10,000) square feet.
- b. Minimum Dwelling Size – The minimum area of the main building shall be one thousand six hundred (1,600) square feet, exclusive of garages, breezeways and porticos.
- c. Lot Coverage – In no case shall more than forty-five (45) percent of the total lot area be covered by the combined area of the main buildings and accessory buildings. Swimming pools, spas, decks, patios, driveways, walks and other paved areas shall not be included in determining maximum lot coverage.
- d. Lot Width – The minimum width of any lot shall be seventy five (75) feet measured at the front building line, except for lots at the terminus of a cul-de-sac, on a corner or along a curve may have a width of seventy (70) feet at the building line; provided all other requirements of this section are fulfilled.
- e. Lot Depth – The minimum depth of any lot shall be one hundred (110) feet, except for lots at the terminus of a cul-de-sac, on a corner or along a curve may have a minimum lot depth, measured at mid-points on front and rear lot lines, of one hundred (100) feet; provided all other requirements of this section are fulfilled.

- f. Front Yard – The minimum depth of the front yard shall be twenty five (25) feet. Covered drives and porte-cocheres that are architecturally designed as an integral element of the main structure may extend up to five (5) feet from the established front building line into the front yard area; the area between the street pavement and the front yard line.
 - g. Side Yard – The minimum side yard on each side of the lot shall be seven (7) feet. A side yard adjacent to a street shall be fifteen (15) feet.
 - h. Rear Yard – The minimum depth of the rear yard shall be twenty (20) feet.
 - i. Maximum Building Height – Buildings shall be a maximum of two and a half (2 1/2) stories, not to exceed thirty-six (36) feet in height. Chimneys, antennae and other architectural projections not used for human occupancy may extend above this height limit.
- 1.6 Retail: Retail areas are primarily intended to accommodate retail, commercial and service centers that supply the surrounding residential areas with convenience goods and services which are normal daily necessities and routine purchases.

Village "A" shall permit forty-six (46) acres (a maximum of 23 acres at each of the two locations) of Retail development. Village "B" shall permit a maximum of fifteen (15) net acres of Retail development. Portions of the Retail areas within Village "A", as indicated on the attached Zoning Exhibit, may be developed as single family residential, as outlined in Section 1.4 of this text, provided the single family does not exceed a density of 3.8 units per gross acre of land and further provided that a minimum of fifteen (15) acres of retail uses remain at each of the two corners designated for retail uses. All, or a portion of the Retail area located within Village "B", as indicated on the attached Zoning Exhibit, may be developed as single family residential, as outlined within Section 1.5 of this text.

- a. Permitted Uses: The following uses shall be permitted in all Retail areas:
 - The uses allowed in Section 1.2 of this text.
 - Advertising Signs – Permitted in compliance with the Town's Sign Ordinance, as it presently exists or may be amended.
 - Antique Shops – Indoor Display Only.
 - Appliance Stores – Service and Repair.
 - Assisted Living Facilities.

- Artist Materials and Supplies.
- Auto Laundries/Car Wash Facilities – Incidental to the primary business use.
- Auto Parts Sales – No Outdoor Storage/Display.
- Automobile Parking Lots and Parking Garages.
- Automobile Repairs – Excluding paint and body work.
- Baby Shops.
- Bakery and Confectionery Shops.
- Banks, Savings and Loan and Credit Unions.
- Banks, Savings and Loan and Credit Unions – With Drive-Thru Services.
- Barber/Beauty Shops.
- Bed and Breakfast.
- Beverage Stores – In accordance with other applicable Town Ordinances, as they presently exist or may be amended.
- Book and Stationery Stores.
- Business Services.
- Cafeterias.
- Camera Shops.
- Candy and Cake Shops.
- Catering Establishments.
- Churches/Rectories.
- Civic/Convention Center.
- Cleaning, Dyeing, Pressing, Pick-up and Collection Agencies.
- Clothing, Footwear and Apparel Stores.
- Commercial Amusement Enterprises (Indoor).
- Computer Sales and Repairs.
- Concrete Batching Plants – Temporary and Incidental to On-Site Construction.
- Consignment Shops.
- Construction and field offices – Temporary.
- Convalescence Homes.
- Convenience Stores.
- Convenience Stores – With Gas Service.
- Curio and Gift Shops.
- Dairy Products (Retail) – Warehousing of products shall not be permitted as the primary business use.
- Day Care Centers for Children.
- Delicatessens.
- Department Stores.
- Dinner Theatres.
- Drapery Shops.
- Dress Shops.
- Drug Stores/Pharmacies.
- Dry Good Stores.
- Duplicating Centers, Mailing Services. Etc.

- Equipment and Machinery Sales and Rental, Minor.
- Farmer's Market.
- Financial Institutions.
- Fitness and Health Centers.
- Florist and Garden Shops.
- Fraternal Organizations, Lodges and Civic Clubs.
- Frozen Food Lockers – Incidental to the primary business use. Warehousing of products shall not be permitted as the primary business use.
- Furniture, Home Furnishings and Equipment Showrooms and Sales.
- Furniture Stores.
- General Merchandise Stores.
- Golf Course and/or Country Club.
- Governmental and Utility Agencies, Offices, Facilities and Service Yards – No Outdoor Storage Unless Screened.
- Greenhouse and Nursery Facilities – Sales permitted, but no wholesale growing of stock as a primary business use.
- Grocery Stores and Supermarkets.
- Guard and Patrol Services.
- Gunsmith.
- Hardware and Building Materials Stores – No outdoor Storage unless Screened.
- Health Product Stores.
- Hobby or Craft Stores.
- Homebuilder.
- Hospital.
- Ice Cream Stores.
- Independent Living Facilities.
- Indoor Storage Facilities.
- Interior Decorating Stores.
- Jewelry Stores.
- Job Printing Centers.
- Key Shops/Locksmiths.
- Laboratory, Medical and Dental.
- Laundromats.
- Laundry and Dry Cleaning Establishments.
- Leather Goods Shops.
- Marketing Center.
- Mass Commuter/Transit Stations.
- Meat Markets – No Slaughter Houses or Packing Plants.
- Medical and Health Care Facilities/Clinics/Emergency Centers.
- Medical Offices.
- Messenger/Courier and Telegraph Services.
- Municipal Buildings and Facilities.
- Museums, Libraries, Art Schools and Art Galleries.

- Musical Instrument Sales.
- Newspaper and Magazine Sales.
- Novelty/Notion Stores.
- Nursing Homes.
- Offices – Professional, Administrative, Medical and General Offices, including, but not limited to, doctors, dentists, optometrists, psychiatrists, attorneys, architects, engineers, planners, travel agents, advertising, insurance, real estate and similar offices.
- Office Businesses.
- Office Supplies and Sales.
- Optical Stores – Sales and Services.
- Paint Stores.
- Parks, Playgrounds, Recreational Facilities and Community Centers.
- Pet Grooming and Supplies.
- Pet Shops.
- Photographic Services
- Play Equipment – Sales and Display.
- Plumbing Shops – No Outdoor Storage.
- Pool Supply Shops.
- Post Office Facilities.
- Printing and Duplicating Centers.
- Private Club Facilities – In accordance with other applicable Town ordinances, as they presently exist or may be amended.
- Radio and Television Microwave Antennae/Towers – Incidental to the primary use, and in accordance with other applicable Town ordinances, as they presently exist or may be amended.
- Radio and Television Sales and Services.
- Radio and Television Studios and Broadcasting Facilities.
- Recreation Centers – Public and Private.
- Recycling Collection Centers.
- Restaurants.
- Restaurants – With Drive-In/Drive-Thru Service.
- Retail Sales.
- Retail Shops and Stores.
- Schools – Public, Private, or Parochial.
- Securities and Commodities Offices – Including, but not limited to brokers, dealers, underwriters, exchange offices and similar offices.
- Service Stations – Full Service (Including Bays).
- Service Stations – Self Service.
- Sewing Machine Sales and Services.
- Shoe and Boot Sales and Repair Stores.
- Shopping Centers.
- Single Family Residential – As outlined herein (Sections 1.4 and 1.5).
- Small Engine Repairs – Under Roof and Enclosed.

- Specialty Shops and Boutiques.
 - Sporting Goods Sales.
 - Studios – Art, Photography, Music, Dance, Gymnastics, Health, etc.
 - Tailor Shops.
 - Telephone Business Office.
 - Telephone Exchange.
 - Theaters – Indoor.
 - Theatrical Centers.
 - Tire Dealers – No outdoor Storage.
 - Tool and Equipment Rental Stores – No outdoor Storage Unless Screened.
 - Toy Stores.
 - Travel Bureaus.
 - Trophies and Awards Shops.
 - Upholstery Shops.
 - Utility Distribution Systems and Facilities.
 - Variety Stores.
 - Veterinarian Clinics and Kennels – Limited to small animals and containing no outside pens.
 - Warehousing Facilities – Incidental to the primary business use and located within the same building.
 - Watch Making Shops.
 - Water Treatment Facilities.
 - Accessory buildings and uses customarily incident to the permitted uses.
 - Temporary buildings and uses incidental to construction work on the premises, which shall be removed upon completion of construction work.
 - Uses similar to the above mentioned permitted uses, provided the Prosper Town Council approves said uses prior to the issuance of a building permit.
- b. Building and Area Requirements: The following development standards shall pertain to retail uses, as outlined above, developed within Villages “A” and “B”:
- i. Density: The permitted floor area of all buildings within the commercial/retail areas shall be unlimited, provided that all sections of the Planned Development Ordinance are fulfilled.
 - ii. Front Yard: The minimum depth of the front yard shall be twenty-five (25) feet. When a lot has double frontage, the front yard requirement shall be applied to both streets.

- iii. Side Yard: No side yard is required unless vehicular access is provided/required, in which case the side yard shall have a depth of not less than twelve (12) feet.

A twenty-four (24) foot side yard shall be provided where fire lane access is required and wherever a vehicular access/fire lane easement is not available on the adjoining property.

A fifty (50) foot side yard is required when the property is located adjacent to property that is zoned for single family residential uses.
- iv. Rear Yard: No rear yard is required unless vehicular access is provided/required, in which case the rear yard shall have a depth of not less than twelve (12) feet.

A twenty-four (24) foot rear yard shall be provided where fire lane access is required and where a vehicular access/fire lane easement is not available on the adjoining property.

A fifty (50) foot rear yard is required when the property is located adjacent to property that is zoned for single family residential uses.
- v. Maximum Building Height: The maximum height of the buildings within Commercial/Retail Areas shall have a maximum allowed height of two (2) stories, not to exceed forty (40) feet.
- vi. Lot Area: The minimum lot area shall be ten thousand (10,000) square feet.
- vii. Lot Width: The minimum lot width shall be fifty (50) feet.
- viii. Lot Depth: The minimum lot depth shall be ninety (90) feet.
- ix. Lot Coverage: In no case shall more than forty (40) percent of the total lot area be covered by the combined area of the main buildings and accessory buildings. Parking structures and surface parking facilities shall be excluded from lot coverage computation.
- x. Building Materials: All main buildings shall have an exterior finish of stone, stucco, brick, tile, concrete, glass, exterior wood or similar materials or any combination thereof. The use of wood as a primary, exterior building material shall be

limited to a maximum of twenty (20) percent of the total exterior wall surfaces.

2.0 PLANNED DEVELOPMENT – BUSINESS PARK

2.1 General Description: The Business Park area is intended to provide development opportunities for corporate headquarters, educational training centers, assembly/production facilities for technological and scientific industries, offices, retail and commercial facilities, as well as single family, townhouse and multi-family housing, all in close association with future, major thoroughfares and an open space system tied to natural amenities that currently exist on the site.

2.2 Business Park Development Standards:

- a. Permitted Uses: The following uses shall be permitted within the Business Park area:
- All uses as permitted in the Retail areas as outlined herein. Unless otherwise approved by the Prosper Town Council, "true" retail uses can only be located within eighteen hundred (1,800) feet of major street intersections. Major street locations are indicated on the attached Zoning Exhibit and are identified as; Prosper Road, Legacy Drive (County Line Road), Fish Trap Road, East/West Thoroughfare and U.S. 380.
 - The uses allowed in Section 1.2 and Section 1.6(a) of this exhibit.
 - Apparel Distribution Centers.
 - Auto Laundries/Car Wash Facilities.
 - Automobile Repairs.
 - Automobile Sales, Service and Leasing (New).
 - Automobile Sales, Service and Leasing (Used) – Incidental to the primary business use.
 - Automotive Painting Facilities – Incidental to the primary business use.
 - Book Binderies.
 - Bus Stations/Terminals.
 - Clothing, Footwear and Textile Centers.
 - Commercial Amusement Enterprises (Outdoor).
 - Computer Assembly and Distribution.
 - Computer Centers.
 - Convention Centers.
 - Convention Facilities.
 - Corporate and Professional Office Facilities and Headquarters.
 - Distribution Centers and Showrooms.
 - Electronic Product Centers – Emissions of hazardous or toxic chemicals shall be prohibited.

- Electronic Security Facilities.
 - Engine repairs and Service Facilities – Under Roof only.
 - Equipment and Machinery Sales and Rental, Major.
 - Funeral Homes and Mortuaries.
 - Furniture and Upholstery Centers – Including Repairs.
 - Heliports and Helipads.
 - Hospitals.
 - Hotels and Motels.
 - Household Appliance Services and Repairs.
 - Instrument and Meter Repair Facilities.
 - Laboratories – Testing and Experimentation – Emissions of hazardous or toxic chemicals shall be prohibited.
 - Medical Equipment Manufacturing and Showrooms.
 - Mini-Warehouses.
 - Monument Sales.
 - Motorcycle Sales and Services.
 - Multi-Family Residential – As outlined herein (Section 2.2c).
 - Newspaper Printing Centers.
 - Office Showroom Facilities – Sales Permitted.
 - Office Equipment Repairs and Maintenance.
 - Paper Product Centers.
 - Plastic Products Centers – Emissions of hazardous or toxic chemicals shall be prohibited.
 - Scientific/Research Facilities – Emissions of hazardous or toxic chemicals shall be prohibited.
 - Shopping Malls.
 - Single Family Residential – As outlined herein (Section 2.2(e)).
 - Telecommunication Centers and Sales.
 - Townhouse Residential – As outlined herein (Section 2.2(d)).
 - Trade and Commercial Schools.
 - Warehousing Facilities – Accessory only in conjunction with permitted business uses.
 - Wholesale Office and Sample Rooms.
 - Uses similar to the above mentioned permitted uses, provided the Prosper Town Council approves said uses prior to the issuance of a building permit.
- b. Building and Area Requirements: The following development standards shall pertain to office/commercial/retail uses, as outlined above, developed within the Business Park areas:
- i. Density: The permitted floor area of all buildings within the Business Park areas shall be unlimited, provided that all sections of the Planned Development Ordinance are fulfilled.

- ii. Front Yard: The minimum depth of the front yard shall be twenty-five (25) feet. When a lot has double frontage, the front yard requirement shall be complied with on both streets.
- iii. Side Yard: No side yard is required unless vehicular access is provided/required, in which case the side yard shall have a depth of not less than twelve (12) feet.

A twenty-four (24) foot side yard shall be provided where fire lane access is required and where a vehicular access/fire lane easement is not available on the adjoining property

A fifty (50) foot side yard is required when the property is located adjacent to property that is zoned for single family residential uses.
- iv. Rear Yard: No rear yard is required unless vehicular access is provided/required, in which case a rear yard having a depth of not less than twelve (12) feet shall be provided.

A twenty-four (24) foot rear yard shall be provided where fire lane access is required and provision for a vehicular access/fire lane easement is not available on the adjoining property.

A fifty (50) foot side yard is required when the property is located adjacent to property that is zoned for single family residential uses.
- v. Maximum Building Height: The maximum allowed height of the Business Park non-residential structures shall be two (2) stories not to exceed forty (40) feet. Non-residential structures may exceed forty (40) feet provided that one additional foot shall be added to the fifty-foot setback from single family residential properties for each foot that such structures exceed forty (40) feet. Non-residential structures may exceed the forty (40) foot height limit using this one-to-one ratio for a total maximum height of eight (8) stories, not to exceed one hundred twenty (120) feet.
- vi. Lot Area: The minimum lot area shall be ten thousand (10,000) square feet.
- vii. Lot Width: The minimum lot width shall be fifty (50) feet.

- viii. Lot Depth: The minimum lot depth shall be ninety (90) feet.
- ix. Lot Coverage: In no case shall more than fifty (50) percent of the total lot area be covered by the combined area of the main buildings and accessory buildings. Parking structures, buildings and surface parking facilities shall be excluded from lot coverage computations.
- x. Building Materials: All main buildings shall have an exterior finish of stone, stucco, brick, tile, concrete, glass, exterior wood or similar materials or any combination thereof. The use of wood as a primary, exterior building material shall be limited to structures that do not exceed two (2) stories in height and shall be limited to a maximum of twenty (20) percent of the total exterior wall surfaces.
- xi. Open Space Requirement: A minimum of ten (10) percent of the net lot area, for Business Park areas to be developed for commercial, retail or office related uses, shall be developed and maintained as landscaped open space. Landscaped open space may include areas used for facilities such as walks, plazas, courts, recreational amenities, water features and other similar uses not specifically used for vehicular access and parking.

Landscape plans for the above noted development areas shall be submitted by the applicant to the Prosper Town Council, or their designee, and approved in accordance with applicable law at the time of site plan review and approval.

- c. Multifamily Units: Multifamily units shall be allowed within the Business Park and Business Center areas. A maximum of twenty (20) units per gross acre of land shall be permitted. The maximum number of multifamily units allowed within the Business Park and Business Center areas will be eight hundred (800) units. If multifamily units are developed within the Business Park and/or Business Center areas, they shall be developed in accordance with the following criteria:
 - i. Lot Area: The minimum area of any lot shall be ten thousand (10,000) square feet.
 - ii. Required Parking: Parking requirements for multifamily development areas shall be one and one-half (1.5) spaces per one-bedroom unit, two (2) spaces per two bedroom unit, two and one-half (2.5) spaces per three bedroom unit and

one-half (0.5) space per each additional bedroom per unit. The required number of total spaces shall be no less than 1.8 spaces per dwelling unit overall.

- iii. Building Materials: All multi-family structures shall have an exterior finish of glass, stone, stucco, brick, tile, exterior wood or similar materials, or any combination thereof, any of which must be approved by the Town Council, or their designee. The use of wood as a primary exterior building material shall be limited to a maximum of fifteen (15) percent of the total exterior wall surfaces.

- iv. General Requirements: General requirements for multifamily development shall be as follows:

Unless otherwise approved by the Town Council, or their designee, a six (6) foot screening fence may be constructed by the Owner and/or Developer of the multifamily property between areas developed for multifamily uses and those areas developed for single family residential uses. The above referenced six (6) foot screening fence shall be constructed of stone, stucco, brick tile, concrete, iron fence, landscape hedge or tree rows or similar materials or any combinations thereof. Design of the aforementioned screening fence shall be approved by the Town Council, or its designee at the time of the development plan approval.

A paved walkway should connect the front door of each ground floor unit to a parking area.

- v. Minimum Dwelling: The minimum floor area for multifamily units shall be six hundred fifty (650) square feet, exclusive of garages, open breezeways and porticos.
- vi. Lot Coverage: In no case shall more than fifty (50) percent of the total lot area be covered by the combined area of the main buildings and accessory buildings.
- vii. Lot Width: The minimum width of any lot shall not be less than eighty (80) feet.
- viii. Lot Depth: The minimum depth of any lot shall not be less than one hundred twenty (120) feet.
- ix. Front Yard: The minimum depth of the front yard shall be five (25) feet.

- x. Side Yard: The minimum side yard on each side of the lot shall be fifteen (15) feet. A side yard adjacent to a street shall be a minimum of twenty-five (25) feet. A building separation of fifteen (15) feet shall be provided between multifamily structures. A minimum side yard of sixty (60) feet shall be required where units abut a single family area, unless the multifamily units are less than two (2) stories in height.
 - xi. Rear Yard: The minimum depth of the rear yard shall be twenty (20) feet. A minimum rear yard of sixty (60) feet shall be required where units abut a single family area, unless the multi-family units are less than two (2) stories in height.
 - xii. Building Height: The permitted height of all multi-family structures shall not exceed three (3) stories; provided, however, no multi-family structure shall exceed two (2) stories when located one hundred fifty (150) feet or less from a single family area, unless otherwise approved by the Town Council, or its designee.
 - xiii. Controlled Access: All developments that contain limited gated access shall locate all gate controls, card pads and intercom boxes in driveway islands and provide one hundred (100) feet of stacking distance from the gate to allow "U-turning" back onto a public street, unless otherwise approved by the Town Council.
 - xiv. Open Space Requirements: Each lot or parcel of land developed under the multifamily use shall provide open space totaling twenty (20) percent of the total net multifamily acreage.
- d. Townhouse Units: Townhouse units shall be allowed within the Business Park and Business Center areas. A maximum of eight (8) units per gross acre of land shall be permitted. The maximum number of units allowed will be three hundred (300) units within the Business Park and Business Center areas. If townhouse units are developed within the Business Park and Business Center areas, they shall be developed in accordance with the following criteria:
- i. Front Yard: The minimum depth of the front yard shall be ten (10) feet.

- ii. Side Yard: There will be no requirement for separation between units. All buildings shall have a minimum side yard of six (6) feet and shall maintain a minimum building separation of twelve (12) feet. A side yard adjacent to a public street shall be a minimum of fifteen (15) feet.
 - iii. Rear Yard: All buildings shall have a minimum rear yard of fifteen (15) feet.
 - iv. Minimum Dwelling Size: The minimum area of the main building shall be one thousand two hundred (1,200) square feet, exclusion of garages, breezeways and porticos.
 - v. Lot Area: The minimum area of any lot shall be two thousand (2,000) square feet.
 - vi. Lot Coverage: In no case shall more than seventy-five (75) percent of the total lot area be covered by the combined area of the main buildings and accessory buildings.
 - vii. Lot Width: The minimum width of any lot shall be twenty-five (25) feet.
 - viii. Lot Depth: The minimum depth of any lot shall be ninety (90) feet.
 - ix. Maximum Building Height: Buildings shall be a maximum of three (3) stories, not to exceed forty-eight (48) feet in height. The maximum height of buildings adjacent to single family property shall be two (2) stories, not to exceed thirty-six (36) feet in height. Chimneys, antennae and other architectural projections not used for home occupancy may extend above this height limit.
 - x. Open Space Requirement: A minimum of twelve (12) percent of the net lot area, for areas to be developed for townhouse areas, shall be developed and maintained as landscaped open space. Landscape open space may include areas used for facilities such as walks, plazas, courts, recreational amenities, water features and other similar uses not specifically used for vehicle access and parking.
- e. Single Family Units: Single family units shall be allowed within the Business Park areas. A maximum of three hundred (300) total units shall be permitted. If single family units are developed within

the Business Park areas, they shall be developed in accordance with the following criteria:

- i. Front Yard: The minimum depth of the front yard shall be twenty-five (25) feet.
- ii. Side Yard: The minimum side yard on each side of the lot shall be seven (7) feet. A side yard adjacent to a street shall be fifteen (15) feet.
- iii. Rear Yard: The minimum depth of the rear yard shall be twenty (20) feet.
- iv. Minimum Dwelling Size. The minimum area of the main building shall be one thousand six hundred (1,600) square feet, exclusive of garages, breezeways and porticos.
- v. Lot Area: The minimum area of any lot shall be seven thousand five hundred (7,500) square feet.
- vi. Lot Coverage: In no case shall more than forty-five (45) percent of the total lot area be covered by the combined area of the main buildings and accessory buildings.
- vii. Lot Width: The minimum width of any lot shall be sixty-five (65) feet measured at the front building line, except for lots at the terminus of a cul-de-sac, on a corner, or along a curve may have a width of sixty (60) feet at the front building line; provided all other requirements of this section are fulfilled.
- viii. Lot Depth: The minimum depth of any lot shall be one hundred and ten (110) feet measured, except for lots at the terminus of a cul-de-sac, on a corner, or along a curve may have a depth of one hundred (100) feet, measured at the midpoints of the front and rear lot lines; provided all other requirements of this section are fulfilled.
- ix. Maximum Building Height: Buildings shall be a maximum of two and a half (2 1/2) stories, not to exceed thirty-six (36) feet in height. Chimneys, antennae and other architectural projections not used for human occupancy may extend above this height limit.

3.0 PLANNED DEVELOPMENT – BUSINESS CENTER

3.1 General Description: The Business Center area is intended to provide development opportunities for uses similar to the Business Park. This area will also include uses that relate to the site location and transportation modes that exist within this area.

3.2 Business Center Development Standards:

a. Permitted Uses: The following uses shall be permitted within the Business Center area.

- The uses as permitted in Retail areas. Unless otherwise approved by the Prosper Town Council, "true" retail uses can only be located within eighteen hundred (1,800) feet of major street intersections. Major street locations are indicated on the attached Zoning Exhibit and are identified as; Prosper Road, Legacy Drive (County Line Road), Fish Trap Road, East/West Thoroughfare and U. S. 380.
- The uses allowed in Section 1.2, Section 1.6(a) and Section 2.2(a) of this exhibit, except for single family detached residential.
- Air Conditioning Sales and Services.
- Automobile Painting Facilities.
- Automobile Sales, Service and Leasing – New and Used.
- Baker Plants.
- Boat Sales and Services.
- Bottling Works – No Direct Manufacturing of Glass.
- Dairy Product Centers.
- Feed Stores.
- Fence Sales – No outdoor Storage Unless Screened.
- Food Product Centers.
- Frozen Food Lockers – No Slaughter Houses, Packing or Processing Plants.
- General Commercial Plants.
- Greenhouse and Nursery Facilities – Sales Permitted.
- Health Product Fabrication Centers.
- Laundry and Dry Cleaning Plants.
- Machinery Sales and Services – New and Used (Excluding Junk Yards) – Service and repair facilities to be under roof and enclosed.
- Mini Warehouses.
- Multifamily Residential – As outlined herein (Section 2.2(c)).
- Pest Control/Exterminating Shops.
- Plumbing Shops.
- Prefabricated Home Sales – No Mobile Homes.
- Sign Sales – Sign installation to be in compliance with the Town's Sign Ordinance, as it presently exists or may be amended.
- Townhouse Residential – As outlined herein (Section 2.2(d)).
- Trailer Sales/Rentals – Excluding Mobile Homes.
- Truck Sales and Leasing.

- Uses similar to the above mentioned permitted uses, provided the Prosper Town Council approves said uses prior to the Issuance of a building permit.
- b. Building and Area Requirements: The following development standards shall pertain to office/commercial/retail uses, as outlined above, developed within the Business Center areas.
 - i. Density: The permitted floor area of all buildings within the Business Center areas shall be unlimited, provided that all sections of the Planned Development Ordinance are fulfilled.
 - ii. Front Yard: The minimum depth of the front yard shall be twenty-five (25) feet. When a lot has double frontage, the front yard requirement shall be applied to both streets.
 - iii. Side Yard: No side yard is required unless vehicular access is provided/required, in which case the side yard shall have a depth of not less than twelve (12) feet.
 - A twenty-four (24) foot side yard shall be provided where fire lane access is required and where a vehicular access/fire lane easement is not available on the adjoining property.
 - A fifty (50) foot side yard is required when the property is located adjacent to property that is zoned for single family residential uses.
 - iv. Rear Yard: No rear yard is required unless vehicular access is provided/required, in which case the rear yard shall have a depth of not less than twelve (12) feet.
 - A twenty-four (24) foot rear yard shall be provided where fire land access is required and where a vehicular access/fire lane easement is not available on the adjoining property.
 - A fifty (50) foot rear yard is required when the property is located adjacent to property that is zoned for single family residential uses.
 - v. Maximum Building Height: The maximum allowed height of the Business Park non-residential structures shall be two (2) stories not to exceed forty (40) feet. Non-residential structures may exceed forty (40) feet provided that one additional foot shall be added to the fifty-foot setback from single family residential properties for each foot that such

structures exceed forty (40) feet. Non-residential structures may exceed the forty (40) foot height limit using this one-to-one ratio for a total maximum height of fifteen (15) stories, not to exceed two hundred (200) feet.

- vi. Lot Area: The minimum lot area shall be ten thousand (10,000) square feet.
- vii. Lot Width: The minimum lot width shall be fifty (50) feet.
- viii. Lot Depth: The minimum lot depth shall be one hundred (100) feet.
- ix. Lot Coverage: In no case shall more than sixty (60) percent of the total lot area be covered by the combined area of the main buildings and accessory buildings. Parking structures, buildings and surface parking facilities shall be excluded from lot coverage computations.
- x. Building Materials: All main buildings shall have an exterior finish of stone, stucco, brick, tile, concrete, glass, exterior wood or similar materials or any combination thereof. The use of wood as a primary, exterior building material shall be limited to structures that do not exceed two (2) stories in height and shall be limited to a maximum of twenty (20) percent of the total exterior wall surfaces.
- xi. Open Space Requirement: A minimum of ten (10) percent of the net lot area, for Business Center areas to be developed for commercial, retail or office related uses, shall be developed and maintained as landscaped open space. Landscaped open space may include areas used for facilities such as walks, plazas, courts, recreational amenities, water features and other similar uses not specifically used for vehicular access and parking.

Landscape plans for the above noted development areas shall be submitted by the applicant to the Prosper Town Council, or their designee, and approved in accordance with applicable law at the time of site plan review and approval.

- xii. Multifamily Units: Multifamily units shall be allowed within the Business Center areas. A maximum of twenty (20) units per gross acre of land shall be permitted. A maximum of eight hundred (800) multifamily units shall be allowed in the Business Park and Business Center areas. These uses

shall be prohibited within 300 feet of U.S. Highway 380. If multifamily units are developed within the Business Center areas, they shall be developed in accordance with the criteria set forth in Section 2.2(c) of this text.

- xiii. Townhouse Units: Townhouse residential units shall be allowed within the Business Center areas. A maximum of eight (8) units per gross acre of land shall be permitted. A maximum of three hundred (300) units shall be allowed in the Business Park and Business Center areas. These uses shall be prohibited within 300 feet of U. S. Highway 380. If townhouse units are developed within the Business Center areas, they shall be developed in accordance with the criteria set forth in Section 2.2(d) of this text.

4.0 GENERAL CONDITIONS:

- 4.1 Defining Retail/Commercial Tracts: Retail and/or Commercial Tracts, located within Village "A" shall be defined at the time a Preliminary Plat for residential uses (i.e. single family) is submitted. This requirement is in effect when the boundary of the plat is within eighteen hundred (1,800) feet of a major intersection where retail and/or commercial is illustrated on the zoning exhibit.
- 4.2 Amendment to the Planned Development District (PD):
 - a. At such time a request to amend the PD is submitted, only the party initiating the request shall be named as the "Applicant". All owners of property within the boundaries of the PD are not required to be applicants for amendments to the PD, unless the requested amendments directly affect their property.
 - b. The notification area shall be two hundred (200) feet from the subject property listed on the application as defined by a separate boundary survey or exhibit.
- 4.3 Landscape Requirements: A landscape buffer with a minimum average width of thirty (30) feet shall be provided adjacent to major thoroughfares as identified on the attached Zoning Exhibit.
- 4.4 Conformance to All Applicable Articles of the Prosper Zoning Ordinance: Except as amended herein, this Planned Development shall conform to any and all applicable articles and sections of the Prosper Zoning Ordinance as it presently exists or may be amended.

4.5 Parking Requirements: Unless otherwise defined herein, parking requirements shall comply with the ordinances of the Town of Prosper as they presently exist or as they may be amended.

4.6 Conceptual Development Plan: Prior to development of any tract of land within a given area in the Business Park or Business Center areas, a Conceptual Development Plan shall be submitted and approved by the Prosper Town Council. This Conceptual Development Plan shall only be required for the general area within which development is to occur. This general area shall be bounded by major thoroughfares, ownership lines, creekways or other physical barriers that define a geographic boundary that separates the area of interest from other parcels within the Business Park and Business Center areas.

Once prepared, this Conceptual Development Plan shall be attached to the PD ordinance; however, from time to time this Conceptual Development Plan may be amended. Revisions to the Conceptual Development Plan shall not be considered to be an amendment to the PD zoning, provided that all other sections of the PD ordinance are met when the Conceptual Development Plan is revised.

4.7 Residential Buffering: Steps shall be taken to buffer and/or screen commercial users within the Business Park areas from residential users. These buffering and screening elements may include landscaped open space, berms, screening walls/fences or a combination of all. Plans for buffering and/or screening shall be submitted to and approved by the Prosper Town Council in conjunction with the approval process for a user within the specific Business Park area to be developed. Landscape buffer areas shall be a minimum of fifteen (15) feet in width and screening walls/fences shall be a minimum of six (6) feet in height.

4.8 General Compliance: Except as amended by this Ordinance, development of property within this Planned Development District must comply with the requirements of all ordinances, rules and regulations of the Town of Prosper as they exist or may be amended.

- a. All paved areas, permanent drives, streets (dedicated or private), and drainage structures (if any) must be constructed in accordance with standard Town of Prosper specifications as they exist or may be amended.
- b. The Building Official shall not issue a building permit or a Certificate of Occupancy for any use in a phase of this Planned Development District until there has been full compliance with these conditions, and all other rules and regulations of the Town of Prosper as they

exist or may be amended and are applicable to that phase of development.

EXHIBIT D
LEGACY POINTE
PLANNED DEVELOPMENT DISTRICT
DEVELOPMENT SCHEDULE

It is anticipated that the development of Legacy Pointe will begin within 2 to 10 years after approval and signing of the zoning ordinance. During this time period, prior to the initial stages of development, it is foreseen that plans and studies will be prepared for development and marketing of the property.

Progress of development improvements will primarily depend on time frames established for construction of thoroughfares, utilities, and market trends/demands for the area.

It is anticipated that the development of Legacy Pointe, excluding total construction of all structures, will be completed within 20 to 25 years of zoning approval.

TOWN OF PROSPER, TEXAS

ORDINANCE NO. 05-35

AN ORDINANCE AMENDING PROSPER'S ZONING ORDINANCE NO. 05-20; REZONING A TRACT OF LAND CONSISTING OF 271.64 ACRES, MORE OR LESS, SITUATED IN THE COLLIN COUNTY SCHOOL LAND SURVEY, ABSTRACT NO. 147, IN THE TOWN OF PROSPER, COLLIN COUNTY, TEXAS, HERETOFORE ZONED SINGLE FAMILY-15 (SF-15) IS HEREBY REZONED AND PLACED IN THE ZONING CLASSIFICATION OF PLANNED DEVELOPMENT-SINGLE FAMILY-10/12.5 (PD-SF-10/12.5); DESCRIBING THE TRACT TO BE REZONED; PROVIDING FOR A PENALTY FOR THE VIOLATION OF THIS ORDINANCE; PROVIDING FOR REPEALING, SAVING AND SEVERABILITY CLAUSES; PROVIDING FOR AN EFFECTIVE DATE OF THIS ORDINANCE; AND PROVIDING FOR THE PUBLICATION OF THE CAPTION HEREOF.

WHEREAS, the Town Council of the Town of Prosper, Texas (the "Town Council") has investigated and determined that Zoning Ordinance No. 05-20 should be amended; and

WHEREAS, the Town of Prosper, Texas ("Prosper") has received a request from Campbell Holdings, Ltd. ("Applicant") to rezone 271.64 acres of land, more or less, situated in the Collin County School Land Survey, Abstract No. 147, in the Town of Prosper, Collin County, Texas; and

WHEREAS, the Town Council has investigated into and determined that the facts contained in the request are true and correct; and

WHEREAS, all legal notices required for rezoning have been given in the manner and form set forth by law, and public hearings have been held on the proposed rezoning and all other requirements of notice and completion of such zoning procedures have been fulfilled; and

WHEREAS, the Town Council has further investigated into and determined that it will be advantageous and beneficial to Prosper and its inhabitants to rezone this property as set forth below.

NOW, THEREFORE, BE IT ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS:

SECTION 1: Findings Incorporated. The findings set forth above are incorporated into the body of this Ordinance as if fully set forth herein.

SECTION 2: Amendments to Zoning Ordinance No. 05-20. Zoning Ordinance No. 05-20 is amended as follows: The zoning designation of the below-described property containing 271.64 acres of land, more or less, situated in the Collin County School Land Survey, Abstract No. 147, in the Town of Prosper, Collin County, Texas, (the "Property") and all streets, roads and alleyways contiguous and/or adjacent thereto is hereby rezoned as Planned Development-Single Family-10/12.5 (PD-SF-10/12.5). The property as a whole and the boundaries for each zoning classification are more particularly described in Exhibit "A" attached hereto and incorporated herein for all purposes as if set forth verbatim.

The development plans, standards, and uses for the Property in this Planned Development District shall conform to, and comply with 1) the statement of intent and purpose, attached hereto as Exhibit "B"; 2) the planned development standards, attached hereto as Exhibit "C"; 3) the conceptual development plan, attached hereto as Exhibit "D"; and 4) the Development Schedule, attached hereto as Exhibit "E"; which are incorporated herein for all purposes as if set forth verbatim. Except as amended by this Ordinance, the development of the Property within this Planned Development District must comply with the requirements of all ordinances, rules, and regulations of Prosper, as they currently exist or may be amended.

Three original, official and identical copies of the zoning exhibit map are hereby adopted and shall be filed and maintained as follows:

- a. Two (2) copies shall be filed with the Town Secretary and retained as original records and shall not be changed in any matter.
- b. One (1) copy shall be filed with the building inspector and shall be maintained up-to-date by posting thereon all changes and subsequent amendments for observation, issuing building permits, certificates of compliance and occupancy and enforcing the zoning ordinance. Reproduction for information purposes may from time-to-time be made of the official zoning district map.

Written notice of any amendment to this Planned Development District shall be sent to all property owners within two hundred feet (200') of the specific area to be amended.

SECTION 3: No Vested Interest/Repeal. No developer or property owner shall acquire any vested interest in this Ordinance or in any other specific regulations contained herein. Any portion of this Ordinance may be repealed by the Town Council in the manner provided for by law.

SECTION 4: Unlawful Use of Premises. It shall be unlawful for any person, firm or corporation to make use of said premises in some manner other than as authorized by this Ordinance, and shall be unlawful for any person, firm or corporation to construct on said premises any building that is not in conformity with the permissible uses under this Zoning Ordinance.

SECTION 5: Penalty. Any person, firm, corporation or business entity violating this Ordinance or any provision of Prosper's Zoning Ordinance No. 05-20, or as amended, shall be deemed guilty of a misdemeanor, and upon conviction thereof shall be fined any sum not exceeding Two Thousand Dollars (\$2,000.00). Each continuing day's violation under this Ordinance shall constitute a separate offense. The penal provisions imposed under this Ordinance shall not preclude Prosper from filing suit to enjoin the violation. Prosper retains all legal rights and remedies available to it pursuant to local, state and federal law.

SECTION 6: Severability. Should any section, subsection, sentence, clause or phrase of this Ordinance be declared unconstitutional or invalid by a court of competent jurisdiction, it is expressly provided that any and all

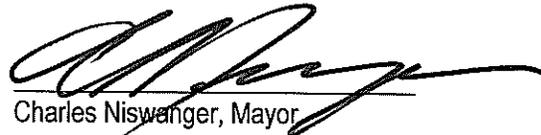
remaining portions of this Ordinance shall remain in full force and effect. Prosper hereby declares that it would have passed this Ordinance, and each section, subsection, clause or phrase thereof irrespective of the fact that any one or more sections, subsections, sentences, clauses and phrases be declared unconstitutional or invalid.

SECTION 7: Savings/Repealing Clause. Prosper's Zoning Ordinance No. 05-20 shall remain in full force and effect, save and except as amended by this or any other Ordinance. All provisions of any ordinance in conflict with this Ordinance are hereby repealed to the extent they are in conflict; but such repeal shall not abate any pending prosecution for violation of the repealed ordinance, nor shall the appeal prevent a prosecution from being commenced for any violation if occurring prior to the repealing of the ordinance. Any remaining portions of said ordinances shall remain in full force and effect.

SECTION 8: Effective Date. This Ordinance shall become effective from and after its adoption and publications as required by law.

DULY PASSED AND APPROVED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS ON THIS 14th DAY OF JUNE, 2005.

APPROVED AS TO FORM:


Charles Niswanger, Mayor

ATTESTED TO AND
CORRECTLY RECORDED BY:


Shanae Jennings, Town Secretary

DATE OF PUBLICATION: 6/23/05 & 6/24/05, Dallas Morning News – Collin County Addition

EXHIBIT A

LEGAL DESCRIPTION

BEING a tract of land located in the COLLIN COUNTY SCHOOL LAND SURVEY, ABSTRACT NO. 147, Collin County, Texas and being all of those tracts of land described in Deeds to Donald E. Godwin, recorded in Volume 3212, Page 958 and Volume 4790, Page 1637, Deed Records, Collin County, Texas and being more particularly described as follows:

BEGINNING at a 1/2 inch iron rod found in the approximate center of County Road No. 4 at the Northwest corner of said Godwin tract recorded in Volume 4790, Page 1637;

THENCE North 89 degrees 53 minutes 29 seconds East, along said approximate centerline, a distance of 1,454.92 feet to a 1/2 inch iron rod found at the Northeast corner of said Godwin tract recorded in Volume 4790, Page 1637;

THENCE South 00 degrees 00 minutes 49 seconds East, a distance of 2,594.01 feet to a 5/8 inch iron rod found at the Southeast corner of said Godwin tract recorded in Volume 4790, Page 1637;

THENCE North 89 degrees 58 minutes 51 seconds East, a distance of 821.39 feet to a point at the Northeast corner of said Godwin tract recorded in Volume 3212, Page 958;

THENCE South 00 degrees 48 minutes 46 seconds West, a distance of 2,642.24 feet to a point in the approximate center of Fishtrap Road at the Southeast corner of said Godwin tract recorded in Volume 3212, Page 958;

THENCE South 89 degrees 50 minutes 01 seconds West, along said approximate centerline of Fishtrap Road, a distance of 1,278.24 feet to a point for corner;

THENCE North, leaving said approximate centerline, a distance of 760.03 feet to a point at the Northeast corner of a tract of land described in Deed to Nickey L. James, recorded in Volume 1891, Page 638, Deed Records, Collin County, Texas;

THENCE South 89 degrees 52 minutes 12 seconds West, a distance of 497.39 feet to a point at the Northwest corner of said James tract;

THENCE South 00 degrees 00 minutes 16 seconds East, a distance of 743.21 feet to a point for corner;

THENCE South 89 degrees 44 minutes 50 seconds West, a distance of 292.35 feet to a wood post found for corner;

THENCE North 89 degrees 34 minutes 26 seconds West, a distance of 196.43 feet to a point for corner;

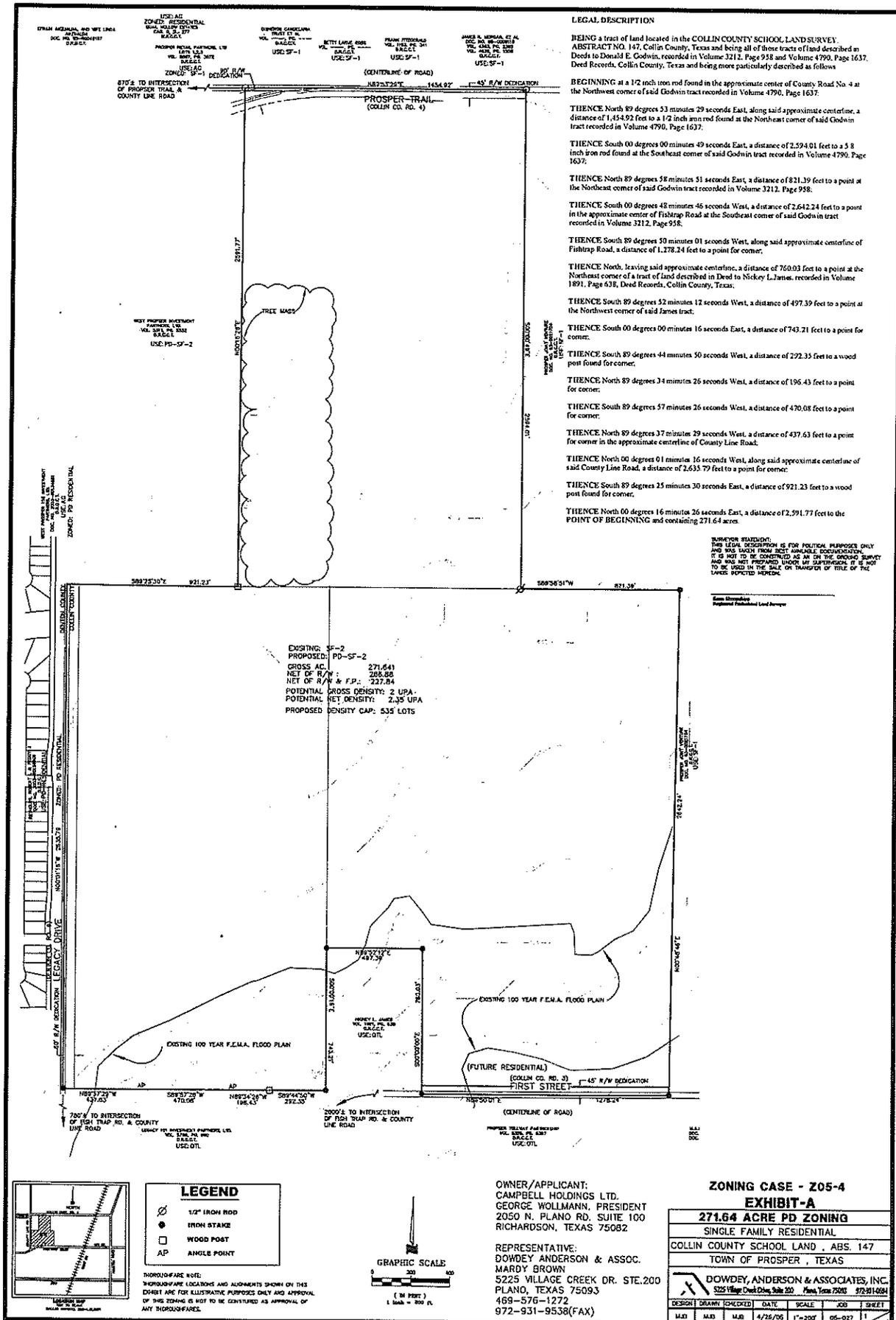
THENCE South 89 degrees 57 minutes 26 seconds West, a distance of 470.08 feet to a point for corner;

THENCE North 89 degrees 37 minutes 29 seconds West, a distance of 437.63 feet to a point for corner in the approximate centerline of County Line Road;

THENCE North 00 degrees 01 minutes 16 seconds West, along said approximate centerline of said County Line Road, a distance of 2,635.79 feet to a point for corner;

THENCE South 89 degrees 25 minutes 30 seconds East, a distance of 921.23 feet to a wood post found for corner;

THENCE North 00 degrees 16 minutes 26 seconds East, a distance of 2,591.77 feet to the **POINT OF BEGINNING** and containing 271.64 acres.



LEGAL DESCRIPTION

BEING A TRACT OF LAND LOCATED IN THE COLLIN COUNTY SCHOOL LAND SURVEY, ABSTRACT NO. 147, COLLIN COUNTY, TEXAS AND BEING ALL OF THOSE TRACTS OF LAND DESCRIBED IN DEEDS TO DONALD E. GODWIN, RECORDED IN VOLUME 3212, PAGE 938 AND VOLUME 4790, PAGE 1637, DEED RECORDS, COLLIN COUNTY, TEXAS AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

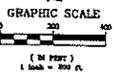
- BEGINNING AT A 1/2 INCH IRON ROD FOUND IN THE APPROXIMATE CENTER OF COUNTY ROAD NO. 4 AT THE NORTHWEST CORNER OF SAID GODWIN TRACT RECORDED IN VOLUME 4790, PAGE 1637.
- THENCE NORTH 89 DEGREES 53 MINUTES 29 SECONDS EAST, ALONG SAID APPROXIMATE CENTERLINE, A DISTANCE OF 1,454.92 FEET TO A 1/2 INCH IRON ROD FOUND AT THE NORTHEAST CORNER OF SAID GODWIN TRACT RECORDED IN VOLUME 4790, PAGE 1637.
- THENCE SOUTH 00 DEGREES 00 MINUTES 49 SECONDS EAST, A DISTANCE OF 2,594.01 FEET TO A 5/8 INCH IRON ROD FOUND AT THE SOUTHEAST CORNER OF SAID GODWIN TRACT RECORDED IN VOLUME 4790, PAGE 1637.
- THENCE NORTH 89 DEGREES 58 MINUTES 51 SECONDS EAST, A DISTANCE OF 821.39 FEET TO A POINT AT THE NORTHEAST CORNER OF SAID GODWIN TRACT RECORDED IN VOLUME 3212, PAGE 938.
- THENCE SOUTH 00 DEGREES 42 MINUTES 46 SECONDS WEST, A DISTANCE OF 2,642.24 FEET TO A POINT IN THE APPROXIMATE CENTER OF FISHTRAP ROAD AT THE SOUTHEAST CORNER OF SAID GODWIN TRACT RECORDED IN VOLUME 3212, PAGE 938.
- THENCE SOUTH 89 DEGREES 50 MINUTES 01 SECONDS WEST, ALONG SAID APPROXIMATE CENTERLINE OF FISHTRAP ROAD, A DISTANCE OF 1,378.24 FEET TO A POINT FOR CORNER.
- THENCE NORTH, LEAVING SAID APPROXIMATE CENTERLINE, A DISTANCE OF 760.03 FEET TO A POINT AT THE NORTHEAST CORNER OF A TRACT OF LAND DESCRIBED IN DEED TO NICKY L. JAMES, RECORDED IN VOLUME 1891, PAGE 638, DEED RECORDS, COLLIN COUNTY, TEXAS.
- THENCE SOUTH 89 DEGREES 52 MINUTES 12 SECONDS WEST, A DISTANCE OF 497.39 FEET TO A POINT AT THE NORTHWEST CORNER OF SAID JAMES TRACT.
- THENCE SOUTH 00 DEGREES 00 MINUTES 16 SECONDS EAST, A DISTANCE OF 743.21 FEET TO A POINT FOR CORNER.
- THENCE SOUTH 89 DEGREES 44 MINUTES 50 SECONDS WEST, A DISTANCE OF 292.35 FEET TO A WOOD POST FOUND FOR CORNER.
- THENCE NORTH 89 DEGREES 34 MINUTES 26 SECONDS WEST, A DISTANCE OF 196.43 FEET TO A POINT FOR CORNER.
- THENCE SOUTH 89 DEGREES 57 MINUTES 26 SECONDS WEST, A DISTANCE OF 470.08 FEET TO A POINT FOR CORNER.
- THENCE NORTH 89 DEGREES 37 MINUTES 29 SECONDS WEST, A DISTANCE OF 437.63 FEET TO A POINT FOR CORNER IN THE APPROXIMATE CENTERLINE OF COUNTY LINE ROAD.
- THENCE NORTH 00 DEGREES 01 MINUTE 16 SECONDS WEST, ALONG SAID APPROXIMATE CENTERLINE OF SAID COUNTY LINE ROAD, A DISTANCE OF 2,633.79 FEET TO A POINT FOR CORNER.
- THENCE SOUTH 89 DEGREES 25 MINUTES 30 SECONDS EAST, A DISTANCE OF 921.23 FEET TO A WOOD POST FOUND FOR CORNER.
- THENCE NORTH 00 DEGREES 16 MINUTES 26 SECONDS EAST, A DISTANCE OF 2,591.77 FEET TO THE POINT OF BEGINNING AND CONTAINING 271.64 ACRES.

SURVEYOR'S STATEMENT:
THIS LEGAL DESCRIPTION IS FOR POLITICAL PURPOSES ONLY AND WAS TAKEN FROM BEST AVAILABLE DOCUMENTATION. IT IS NOT TO BE CONSIDERED AS AN OPINION OF THE SURVEYOR AND WILL BE PREPARED UPON ACCEPTANCE OF TITLE OF THE LANDS DESCRIBED HEREIN.

EXISTING: SF-2
PROPOSED: PD-SF-2
GROSS AC: 271.641
NET OF R/W: 205.95
NET OF R/W & F.P.: 227.84
POTENTIAL GROSS DENSITY: 2 UPA
POTENTIAL NET DENSITY: 2.08 UPA
PROPOSED DENSITY CAP: 535 LOTS

LEGEND

	1/2" IRON ROD
	IRON STAKE
	WOOD POST
	ANGLE POINT



OWNER/APPLICANT:
CAMPBELL HOLDINGS LTD.
GEORGE WOLLMANN, PRESIDENT
2050 N. PLANO RD. SUITE 100
RICHARDSON, TEXAS 75082

REPRESENTATIVE:
DOWDEY ANDERSON & ASSOC.
MARDY BROWN
5225 VILLAGE CREEK DR. STE.200
PLANO, TEXAS 75093
469-576-1272
972-931-9538(FAX)

ZONING CASE - Z05-4
EXHIBIT-A
271.64 ACRE PD ZONING

SINGLE FAMILY RESIDENTIAL			
COLLIN COUNTY SCHOOL LAND , ABS. 147			
TOWN OF PROSPER , TEXAS			
DOWDEY, ANDERSON & ASSOCIATES, INC.			
5225 Village Creek Drive, Suite 200 Plano, Texas 75093 972-931-0241			
DESIGN	DRAWN	CHECKED	DATE
MJD	MJD	MJD	4/26/06
SCALE	JOB	SHEET	
1"=200'	05-027	1	

EXHIBIT B

Legacy Lakes

Statement of Intent and Purpose

This document is meant to accompany the Legacy Lakes conceptual plan submitted to the Town of Prosper on 4/28/2005.

The Town is concurrently annexing this tract and zoning it for single family residential with a minimum 10,000 s.f. lots. It is our desire to rezone the property to the Planned Development designation. The conceptual plan depicts the general layout but is to be used only as a guide.

The tract provides for a wide variety of single family lot sizes as well as a linear park, amenity center, tree preservation area and many walking trails.

The plan takes into consideration the town's Comprehensive Plan by designating this tract for low-density residential.

There has been an extensive area set aside for tree preservation, parks and landscaping to enhance the existing and proposed roadways.

We visualize an enhanced single family community that provides an environmentally sensitive solution for the community.

Exhibit "C"

Legacy Lakes

Planned Development District Development Standards

Engineer:

Dowdey, Anderson and Associates, Inc.
Planning and Engineering
5225 Village Creek Drive
Suite 200
Plano, Texas 75093
(972) 931-0694
(972) 931-9538 Fax

Owner / Applicant:

Campbell Holdings LTD.
2050 N Plano Road
Suite 100
Plano, Texas 75082
(972) 690-0028
(972) 690-0479 Fax

March 2005

Legacy Lakes

PLANNED DEVELOPMENT DISTRICT STANDARDS

1.0 Planned Development District - Single-Family Residence

1.01 **General Description:** This District will provide the ability to encourage and accommodate the development of single-family residential uses on a tract of land that has unusual physical properties. Development standards for the aforementioned housing types are outlined within this text. This property may develop under the standards for SF-10 and SF-12.5 as contained in Zoning Ordinance no 05-20, as it exists or may be amended, subject to the specific provisions contained herein below.

1.02 **Permitted Uses:** Land uses permitted within the PD are as follows:

- a. Residential units as described herein.
- b. Private or public recreation facilities.
- c. Churches / rectories.
- d. Schools - public, private, or state accredited.
- e. Parks, playgrounds and neighborhood recreation facilities including, but not limited to, swimming pools, clubhouse facilities and tennis courts.
- f. Fire stations, police stations, and public safety facilities.
- g. Real estate sales offices during the development and marketing of the Planned Development.
- h. Public streets and private streets. (Subject to Town standards)
- i. Gatehouse.
- j. Accessory buildings and uses customarily incidental to the permitted uses.
- k. Temporary buildings and uses incidental to construction work on the premises, which shall be removed upon completion.
- l. Municipal service centers.

1.03 **Building Materials:** A minimum of seventy-five (75) percent of the total exterior wall surfaces of all main buildings shall have an exterior finish of glass, stone, stucco, tile, or brick, or any combination thereof. The use of wood and cementitious fiberboard as a primary, exterior building material shall be limited to a maximum of twenty-five (25) percent of the total wall surfaces.

1.04 **Single-Family:** A single-family unit is a form of detached housing. This residential type will consist of larger units and lots, having access and frontage on

a public street and be limited to 535 units per this ordinance. Building and area requirements are as follows:

- a. **Lot Area:** 45% of the lots may be a minimum of ten thousand (10,000) square feet. These lots shall be developed to SF-10 standards as contained in Zoning Ordinance 05-20 as it exists or may be amended. 35% of the lots shall be a minimum of twelve thousand five hundred (12,500) square feet. These lots shall be developed to SF-12.5 standards as contained in Zoning Ordinance 05-20 as it exists or may be amended. 20% shall be a minimum of fifteen thousand (15,000) square feet. With the exception of the minimum lot area being 15,000 square feet, these lots shall be developed to SF-12.5 standards as contained in Zoning Ordinance 05-20 as it exists or may be amended.
- b. **Minimum Dwelling Area:** The minimum enclosed heated living area shall be Two Thousand (2,000) square feet for a designated 10,000 square foot lot and two thousand two hundred (2,200) square feet for a designated 12,500 square foot lot or above.

2.0 Residential Planned Development District - General Conditions

- 2.01 **Conformance to All Applicable Articles of the Town of Prosper Zoning Ordinance:** Except as amended herein, this Planned Development District shall conform to any and all applicable articles and sections of the Town of Prosper Zoning Ordinance, No. 05-20, as it presently exists or may be amended.
- 2.02 **Amenity Center:** The Developer for the Planned Development District shall provide for an amenity center which may include, but not be limited to a swimming pool, restrooms and dressing rooms, and landscaping to be owned, operated, and maintained by a property owner's association. The amenity center will be provided by the final construction of Phase Two.
- 2.03 **Zoning Exhibit:** A Zoning Exhibit is hereby attached and made a part of the ordinance. It establishes the most general guidelines for the district by identifying the land use types, approximate thoroughfare locations and project boundaries and illustrates the integration of these elements into a master plan for the whole district.
- 2.04 **Streets:**
 - a. Residential streets shall consist of a fifty (50) foot right-of-way with a thirty-one (31) foot paving section (b-b).
 - b. Cul-de-sacs may be six hundred feet long measured at the edge of right of way to the beginning of the cul-de-sac bulb right of way.

- 2.05 **Maintenance of Facilities:** The Owner(s) shall establish, with each preliminary plat submittal, a property owner's association, membership association or other designation that will be responsible for the improvement and maintenance of all common areas and/or common facilities contained within the area of the Planned Development District.
- 2.06 **Sidewalks:** A four (4) foot sidewalk within the street right-of-way shall be provided at the front of all single-family residential lots. Corner lots shall also provide the aforementioned requirement along both streets.
- 2.07 **Landscaping:**
- a. A minimum of three (3) 2 -1/2" trees shall be planted in each front yard in the single family lot developed being a minimum total of 1,605 trees planted by the builders in addition to those installed as a part of the amenities by the developer. The designated Amenity shall have twenty (20) 2 -1/2" trees per net acre not including water features.
 - b. Additional side yard landscaping will be required on all lots adjacent and siding to the spine road within the development. This shall be one (1) extra tree 2 -1/2" or three (3) ten gallon shrub plantings.
 - c. Consistent stained fencing will be built on all lots siding to the 4 entry spine roads within the development to their terminus. A six foot board on board capped fence, constructed with steel posts which will be located internal to the lots, shall be required to be constructed by the individual builder.
 - d. Landscape buffers will be constructed on Legacy Drive and Prosper Trail. They will be 40 feet in width and will be irrigated and maintained by the H.O.A. They will have 2 -1/2" trees planted 30' O.C. and will have a meandering 6' concrete sidewalk. There will be a four foot berm where feasible which will be planted with ten gallon shrubbery six (6) feet O.C.
- 2.08 **Tree Preservation:** The 6.6 Acre Detention/Tree Preservation Open Space identified on Exhibit D near the top left portion of the exhibit has been located so as to maximize the amount of trees that are preserved on the site. Clearing of the underbrush in this area is permitted. However, all trees in this area over six (6) caliper inches in size shall be preserved. Any tree over six (6) caliper inches that dies as a result of the development of this tract shall be replaced on an inch-for-inch basis.

EXHIBIT E

Legacy Lakes

Development Schedule

This document is meant to accompany the Legacy Lakes conceptual plan submitted to the Town of Prosper on 4/28/2005.

It is our belief that the project could commence immediately and be complete within 8 years.

TOWN OF PROSPER, TEXAS

ORDINANCE NO. 06-116

AN ORDINANCE AMENDING PROSPER'S ZONING ORDINANCE NO. 05-20; REZONING A TRACT OF LAND CONSISTING OF 255.86 ACRES, MORE OR LESS, SITUATED IN THE COLLIN COUNTY SCHOOL LAND SURVEY, ABSTRACT NO. 147, IN THE TOWN OF PROSPER, COLLIN COUNTY, TEXAS, HERETOFORE ZONED SINGLE FAMILY-15 (SF-15) IS HEREBY REZONED AND PLACED IN THE ZONING CLASSIFICATION OF SINGLE FAMILY-10 (SF-10), SINGLE FAMILY-12.5 (SF-12.5), COMMERCIAL CORRIDOR (CC), OFFICE (O), AND PLANNED DEVELOPMENT-MULTIFAMILY (PD-MF); DESCRIBING THE TRACT TO BE REZONED; PROVIDING FOR A PENALTY FOR THE VIOLATION OF THIS ORDINANCE; PROVIDING FOR REPEALING, SAVING AND SEVERABILITY CLAUSES; PROVIDING FOR AN EFFECTIVE DATE OF THIS ORDINANCE; AND PROVIDING FOR THE PUBLICATION OF THE CAPTION HEREOF.

WHEREAS, the Town Council of the Town of Prosper, Texas (the "Town Council") has investigated and determined that Zoning Ordinance No. 05-20 should be amended; and

WHEREAS, the Town of Prosper, Texas ("Prosper") has received a request from Prosper Joint Venture ("Applicant") to rezone 255.86 acres of land, more or less, situated in the Collin County School Land Survey, Abstract No. 147, in the Town of Prosper, Collin County, Texas; and

WHEREAS, the Town Council has investigated into and determined that the facts contained in the request are true and correct; and

WHEREAS, all legal notices required for rezoning have been given in the manner and form set forth by law, and public hearings have been held on the proposed rezoning and all other requirements of notice and completion of such zoning procedures have been fulfilled; and

WHEREAS, the Town Council has further investigated into and determined that it will be advantageous and beneficial to Prosper and its inhabitants to rezone this property as set forth below.

NOW, THEREFORE, BE IT ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS:

SECTION 1: Findings Incorporated. The findings set forth above are incorporated into the body of this Ordinance as if fully set forth herein.

SECTION 2: Amendments to Zoning Ordinance No. 05-20. Zoning Ordinance No. 05-20 is amended as follows: The zoning designation of the below-described property containing 255.86 acres of land, more or less, situated in the Collin County School Land Survey, Abstract No. 147, in the Town of Prosper, Collin County, Texas, (the "Property") and all streets, roads and alleyways contiguous and/or adjacent thereto is hereby rezoned as Single Family-10 (SF-10), 77.93 acres, Single Family-12.5 (SF-

12.5), 75.59 acres, Commercial Corridor (CC), 50.34 acres, Office (O), 23.79 acres, and Planned Development Multifamily (PD-MF) 28.20 acres. The property as a whole and the boundaries for each zoning classification are more particularly described in Exhibit "A" attached hereto and incorporated herein for all purposes as if set forth verbatim.

The development plans, standards, and uses for the 28.20 acres in the Planned Development-Multifamily District shall conform to, and comply with 1) the planned development standards, attached hereto as Exhibit "B". Except as amended by this Ordinance, the development of the 28.20 acres within the Planned Development-Multifamily District must comply with the requirements of all ordinances, rules, and regulations of Prosper, as they currently exist or may be amended.

Three original, official and identical copies of the zoning exhibit map are hereby adopted and shall be filed and maintained as follows:

- a. Two (2) copies shall be filed with the Town Secretary and retained as original records and shall not be changed in any matter.
- b. One (1) copy shall be filed with the Building Official and shall be maintained up-to-date by posting thereon all changes and subsequent amendments for observation, issuing building permits, certificates of compliance and occupancy and enforcing the zoning ordinance. Reproduction for information purposes may from time-to-time be made of the official zoning district map.

Written notice of any amendment to this Ordinance shall be sent to all property owners within two hundred feet (200') of the specific area to be amended.

SECTION 3: No Vested Interest/Repeal. No developer or property owner shall acquire any vested interest in this Ordinance or in any other specific regulations contained herein. Any portion of this Ordinance may be repealed by the Town Council in the manner provided for by law.

SECTION 4: Unlawful Use of Premises. It shall be unlawful for any person, firm or corporation to make use of said premises in some manner other than as authorized by this Ordinance, and shall be unlawful for any person, firm or corporation to construct on said premises any building that is not in conformity with the permissible uses under this Zoning Ordinance.

SECTION 5: Penalty. Any person, firm, corporation or business entity violating this Ordinance or any provision of Prosper's Zoning Ordinance No. 05-20, or as amended, shall be deemed guilty of a misdemeanor, and upon conviction thereof shall be fined any sum not exceeding Two Thousand Dollars (\$2,000.00). Each continuing day's violation under this Ordinance shall constitute a separate offense.

The penal provisions imposed under this Ordinance shall not preclude Prosper from filing suit to enjoin the violation. Prosper retains all legal rights and remedies available to it pursuant to local, state and federal law.

SECTION 6: Severability. Should any section, subsection, sentence, clause or phrase of this Ordinance be declared unconstitutional or invalid by a court of competent jurisdiction, it is expressly provided that any and all remaining portions of this Ordinance shall remain in full force and effect. Prosper hereby declares that it would have passed this Ordinance, and each section, subsection, clause or phrase thereof irrespective of the fact that any one or more sections, subsections, sentences, clauses and phrases be declared unconstitutional or invalid.

SECTION 7: Savings/Repealing Clause. Prosper's Zoning Ordinance No. 05-20 shall remain in full force and effect, save and except as amended by this or any other Ordinance. All provisions of any ordinance in conflict with this Ordinance are hereby repealed to the extent they are in conflict; but such repeal shall not abate any pending prosecution for violation of the repealed ordinance, nor shall the appeal prevent a prosecution from being commenced for any violation if occurring prior to the repealing of the ordinance. Any remaining portions of said ordinances shall remain in full force and effect.

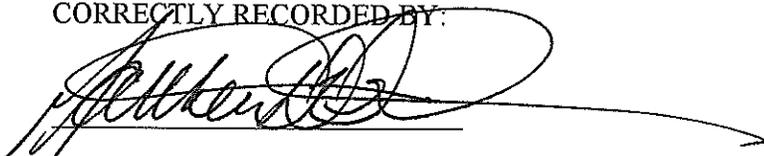
SECTION 8: Effective Date. This Ordinance shall become effective from and after its adoption and publications as required by law.

DULY PASSED AND APPROVED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS ON THIS 14th DAY OF NOVEMBER, 2006.

APPROVED AS TO FORM:

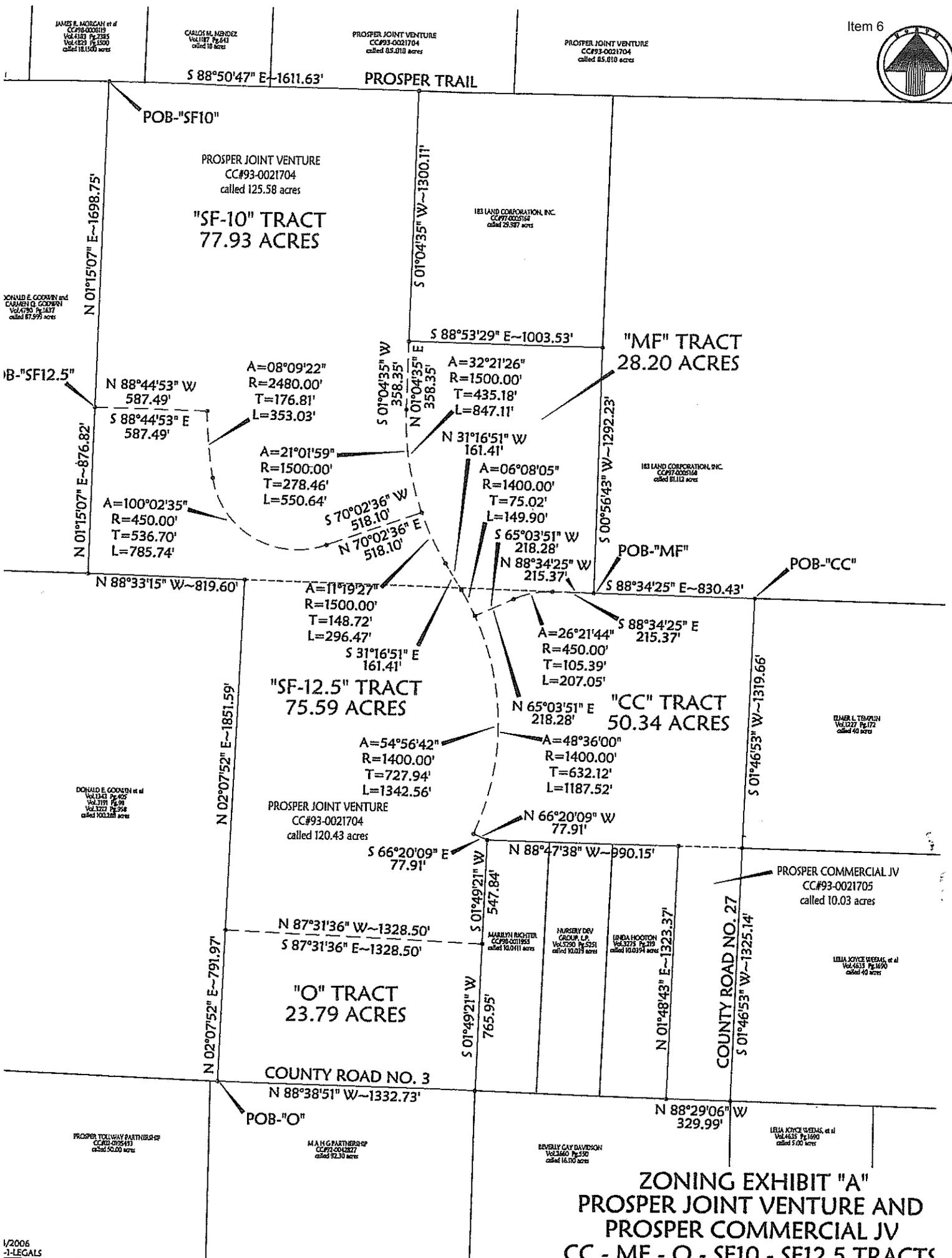

Charles Niswanger, Mayor

ATTESTED TO AND
CORRECTLY RECORDED BY:


Matthew Denton, Town Secretary



DATE OF PUBLICATION: Nov. 20th, 2006, Dallas Morning News - Collin County
Addition



JAMES R. MORGAN et al
CC#98-000219
Vol. 4181 Pg. 2385
Vol. 4123 Pg. 1500
called 18.1500 acres

CARLOS H. MENDOZA
Vol. 1187 Pg. 6143
called 18 acres

PROSPER JOINT VENTURE
CC#93-0021704
called 85.810 acres

PROSPER JOINT VENTURE
CC#93-0021704
called 85.810 acres

CHAND E. COOBYN and
CARMEN D. COOBYN
Vol. 4780 Pg. 1257
called 87.999 acres

"B"-SF12.5"

N 01°15'07" E ~1698.75'
N 01°15'07" E ~876.82'

N 88°33'15" W ~819.60'

DOHADE E. COOBYN et al
Vol. 4343 Pg. 207
Vol. 4319 Pg. 29
Vol. 4322 Pg. 298
called 100.228 acres

N 02°07'52" E ~1851.59'
N 02°07'52" E ~791.97'

PROSPER TOWNSHIP PARTNERSHIP
CC#93-0021705
called 50.00 acres

PROSPER JOINT VENTURE
CC#93-0021704
called 125.58 acres

"SF-10" TRACT
77.93 ACRES

A=08°09'22"
R=2480.00'
T=176.81'
L=353.03'

A=21°01'59"
R=1500.00'
T=278.46'
L=550.64'

A=11°19'27"
R=1500.00'
T=148.72'
L=296.47'

"SF-12.5" TRACT
75.59 ACRES

A=54°56'42"
R=1400.00'
T=727.94'
L=1342.56'

PROSPER JOINT VENTURE
CC#93-0021704
called 120.43 acres

"O" TRACT
23.79 ACRES

COUNTY ROAD NO. 3
N 88°38'51" W ~1332.73'

M.A.H.G PARTNERSHIP
CC#92-0012827
called 92.30 acres

PROSPER TRAIL

S 01°04'35" W ~1300.11'

S 01°04'35" W
358.35'

N 01°04'35" E
358.35'

N 31°16'51" W
161.41'

A=06°08'05"
R=1400.00'
T=75.02'
L=149.90'

S 65°03'51" W
218.28'
N 88°34'25" W
215.37'

S 31°16'51" E
161.41'

A=48°36'00"
R=1400.00'
T=632.12'
L=1187.52'

N 66°20'09" W
77.91'

S 01°49'21" W
547.84'

S 01°49'21" W
765.95'

BEVERLY GAY DAVIDSON
Vol. 4660 Pg. 570
called 16.150 acres

LES LAND CORPORATION, INC.
CC#97-0005162
called 29.987 acres

S 88°53'29" E ~1003.53'

A=32°21'26"
R=1500.00'
T=435.18'
L=847.11'

N 01°04'35" E
358.35'

A=06°08'05"
R=1400.00'
T=75.02'
L=149.90'

S 65°03'51" W
218.28'
N 88°34'25" W
215.37'

S 31°16'51" E
161.41'

A=48°36'00"
R=1400.00'
T=632.12'
L=1187.52'

N 66°20'09" W
77.91'

S 01°49'21" W
547.84'

S 01°49'21" W
765.95'

BEVERLY GAY DAVIDSON
Vol. 4660 Pg. 570
called 16.150 acres

"MF" TRACT
28.20 ACRES

LES LAND CORPORATION, INC.
CC#97-0005164
called 811.02 acres

S 00°56'43" W ~1292.23'

POB-"MF"

S 88°34'25" E ~830.43'

A=26°21'44"
R=450.00'
T=105.39'
L=207.05'

"CC" TRACT
50.34 ACRES

A=48°36'00"
R=1400.00'
T=632.12'
L=1187.52'

N 66°20'09" W
77.91'

S 01°49'21" W
547.84'

S 01°49'21" W
765.95'

BEVERLY GAY DAVIDSON
Vol. 4660 Pg. 570
called 16.150 acres

POB-"CC"

S 01°46'53" W ~1319.66'

S 01°46'53" W ~1325.14'

BEVERLY GAY DAVIDSON
Vol. 4660 Pg. 570
called 16.150 acres

PROSPER COMMERCIAL JV
CC#93-0021705
called 10.03 acres

LEILA KOVCE WERNAS, et al
Vol. 4635 Pg. 1690
called 40 acres

ELMER L. TISHBURN
Vol. 1027 Pg. 172
called 40 acres

ZONING EXHIBIT "A"
PROSPER JOINT VENTURE AND
PROSPER COMMERCIAL JV
CC - MF - O - SF10 - SF12.5 TRACTS

Boundary Description Exhibit "A"
Prosper Joint Venture
"SF-10" Tract
77.93 Acres

A tract or parcel of land situated in the Collin County School Land Survey, Abstract 147, in Collin County, Texas, being part of the called 125.580 acre tract described in the deed to Prosper Joint Venture recorded in file number 93-0021704 in the CCDR and being more particularly described as follows:

BEGINNING at a found ½ inch iron rod at the northwest corner of said 125.58 acre tract said point also being the northeast corner of the called 87.99 acre tract described in the deed to Donald Godwin recorded in Volume 4790, Page 1632 in the CCDR; said point also being on the centerline of County Road 4;

THENCE South 88°50'47" East, 1611.63 feet along County Road 4, to a found ½ inch iron rod, said point also being the northeast corner of said 125.58 acre tract, said point also being the northwest corner of a called 29.98 acre tract described in deed to 183 Land Corp. Inc. as recorded in CCDR No. 97-0005168;

THENCE South 01°04'35" West, 1300.11 feet and along the east line of said 125.58 acre tract to a found ½ inch iron rod set for corner, said point also being the southwest corner of said 29.98 acre tract;

THENCE South 01°04'35" West, 358.35 feet to a point for corner, said point being the beginning of a tangent curve to the left having a central angle of 21°01'59", a radius of 1500.00', and an tangent of 278.46';

THENCE along said curve to the left a distance of 550.64 feet to a point for corner;

THENCE South 70°02'36" West, 518.10 feet to a point for corner, said point being the beginning of a tangent curve to the right having a central angle of 100°02'35", a radius of 450.00', and an tangent of 536.70';

THENCE along said curve to the right a distance of 785.74 feet to a point for corner, said point being the beginning of a tangent curve to the right having a central angle of 08°09'22", a radius of 2480.00', and an tangent of 176.81';

THENCE along said curve to the right a distance of 353.03 feet to a point for corner;

THENCE North 88°44'53" West, 587.49 feet to a point for corner, said point being on the west line of said 128.58 acre tract and said point also being on the east line of said 87.99 acre tract;

THENCE North 01°15'07" East, 1698.75 feet to the POINT OF BEGINNING and CONTAINING 77.93 acres of land, more or less.

Boundary Description Exhibit "A"
 Prosper Joint Venture
 "SF-12.5" Tract
 75.59 Acres

A tract or parcel of land situated in the Collin County School Land Survey, Abstract 147, in Collin County, Texas, being part of the called 125.580 acre tract described in the deed to Prosper Joint Venture recorded in file number 93-0021704 in the CCDR and being part of the called 120.43 acre tract described in the deed to Prosper Joint Venture recorded in file number 93-0021704 in the CCDR and being more particularly described as follows:

COMMENCING at a found ½ inch iron rod at the northwest corner of said 125.58 acre tract said point also being the northeast corner of the called 87.99 acre tract described in the deed to Donald Godwin recorded in Volume 4790, Page 1632 in the CCDR; said point also being on the centerline of County Road 4;

THENCE South 01°15'07" West, 1698.75 feet along west property line of said 125.58 acre tract and east property line of said 87.99 acre tract to the POINT OF BEGINNING;

THENCE South 88°44'53" East, 587.49 feet to a point for corner, said point being the beginning of a non-tangent curve to the left having a central angle of 08°09'22", a radius of 2480.00', and an tangent of 176.81';

THENCE along said curve to the left a distance of 353.03 feet to a point for corner, said point being the beginning of a tangent curve to the left having a central angle of 100°02'35", a radius of 450.00', and an tangent of 536.70';

THENCE along said curve to the left a distance of 785.74 feet to a point for corner;

THENCE North 70°02'13" East, 518.10 feet to a point for corner, said point being the beginning of a non-tangent curve to the left having a central angle of 11°19'27", a radius of 1500.00', and an tangent of 148.72';

THENCE along said curve to the left a distance of 296.47 feet to a point for corner;

THENCE South 31°16'51" East, 161.41 feet to a point for corner, said point being the beginning of a tangent curve to the right having a central angle of 54°56'42", a radius of 1400.00', and an tangent of 727.94';

THENCE along said curve to the right a distance of 1342.56 feet to a point for corner;

THENCE South 66°20'09" East, 77.91 feet to a ½ iron rod found, said point being on the northwest corner of the called 10.04 acre tract described in the deed to Marilyn Richter recorded in file number 98-0011955 in the CCDR;

THENCE South 01°49'21" West, 547.84 feet to a point for corner, said point being on the west property line of said 10.04 acre tract and on the east line of the said 120.43 acre tract;

THENCE North $87^{\circ}31'36''$ West, 1328.50 feet to a point for corner, said point being on the west property line of said 120.43 acre tract and on the east line of the said 87.99 acre tract;

THENCE North $02^{\circ}07'52''$ East, 1851.59 feet along the west line of said 120.43 acre tract to a $\frac{1}{2}$ inch iron found;

THENCE North $88^{\circ}33'15''$ West, 819.60 feet along the south line of said 120.43 acre tract to a $\frac{1}{2}$ inch iron rod found;

THENCE North $01^{\circ}15'07''$ East, 876.82 feet to the POINT OF BEGINNING and CONTAINING 75.59 acres of land, more or less.

Boundary Description Exhibit "A"
Prosper Joint Venture
"O" Tract
23.79 Acres

A tract or parcel of land situated in the Collin County School Land Survey, Abstract 147, in Collin County, Texas, being part of the called 120.43 acre tract described in the deed to Prosper Joint Venture recorded in file number 93-0021704 in the CCDR and being more particularly described as follows:

BEGINNING at a found ½ inch iron rod at the southwest corner of said 120.43 acre tract said point also being the southeast corner of the called 87.99 acre tract described in the deed to Donald Godwin recorded in Volume 4790, Page 1632 in the CCDR; said point also being on the centerline of County Road 3;

THENCE North 02°07'52" East, 791.97 feet along west property line of said 120.43 acre tract and east property line of said 87.99 acre tract to a point for corner;

THENCE South 87°31'36" East, 1328.50 feet to a point for corner, said point being on the east line of said 120.43 acre tract, said point also being on the west property line of a called 10.04 acre tract described in deed to Marilyn Richter as recorded in file number 98-0011955;

THENCE South 01°49'21" West, 765.95 feet along east line of said 120.43 acre tract to a found ½ iron rod, said point also being the southeast corner of the said 120.43 acre tract and the southwest corner of the said 10.04 acre tract, said point also being in the centerline of County Road 3;

THENCE North 88°38'51" West, 1332.73 feet along the centerline of County Road 3 and the south property line of said 120.43 acre tract to the POINT OF BEGINNING and CONTAINING 23.79 acres of land, more or less.

Boundary Description Exhibit "A"
Prosper Joint Venture and Prosper Commercial JV
"CC" Tract
50.34 Acres

A tract or parcel of land situated in the Collin County School Land Survey, Abstract 147, in Collin County, Texas, being part of the called 120.425 acre tract described in the deed to Prosper Joint Venture recorded in file number 93-0021704 in the Collin County Deed Records (CCDR), and also including the called 10.05 acre tract described in the deed to Prosper Commercial JV in the file number 93-0021705 and being more particularly described as follows:

BEGINNING at a found 1/2 inch iron rod at the northeast corner of said 120.43 acre tract, said point also being on the centerline of County Road 27, said point also being the northwest corner of the called 40.0 acre tract described in the deed to Elmer L. Templin recorded in Volume 1227, Page 172 in the CCDR;

THENCE South $01^{\circ}46'53''$ West, 1319.66 feet along County Road 27, to a found 1/2 inch iron rod, said point also being the northeast corner of said Prosper Commercial JV tract and the northwest corner of a called 40.0 acre tract described in deed to Lelia Weems as recorded in Volume 4635, Page 1690 in the CCDR;

THENCE South $01^{\circ}46'53''$ West, 1325.14 feet and continuing along County Road 27 to a found 1/2" iron rod, said point also being on the intersection of County Road 27 and County Road 3;

THENCE North $88^{\circ}29'06''$ West, 329.99 feet along County Road 3 to a found 1/2" iron rod, said point also being the southwest corner of said Prosper Commercial tract;

THENCE North $01^{\circ}48'43''$ East, 1323.37 feet along the west line of said Prosper Commercial tract and along the east side of the called 10.04 acre tract described in the deed to Linda L. Hooton recorded in Volume 3275 Page 219 in the CCDR, to a found 1/2 iron rod;

THENCE North $88^{\circ}47'38''$ West, 1313.79 feet along the north side of said Hooton tract and a called 10.04 acres tract described in the deed to Nursery Development Group L.P. recorded in Volume 5290 Page 5251 in the CCDR, and the called 10.0411 acres tract described in the deed to Marilynn Richter recorded in file number 98-0011955 in the CCDR to a found 1/2 inch iron rod;

THENCE North $66^{\circ}20'09''$ West, 77.91 feet to a point for corner, said point being the beginning of a non-tangent curve to the left having a central angle of $48^{\circ}36'00''$, a radius of 1400.00' and a tangent of 632.12';

THENCE along said curve to the left a distance of 1187.52 feet to a point for corner;

THENCE North $65^{\circ}03'51''$ East, 218.28 feet to a point for corner, said point being the beginning of a tangent curve to the right having a central angle of $26^{\circ}21'44''$, a radius of 450.00' and a tangent of 105.39';

THENCE along said curve to the right a distance of 207.05 feet to a point for corner;

THENCE South 88°34'25" East, 215.37 feet to a found ½ iron rod, said point being in the centerline of County Road 27, said point also being the southwest corner of said Templin tract.

THENCE South 88°34'25" East, 830.43 feet along County Road 27 to the POINT OF BEGINNING and CONTAINING 50.34 acres of land, more or less.

Boundary Description Exhibit "A"
Prosper Joint Venture
"MF" Tract
28.20 Acres

A tract or parcel of land situated in the Collin County School Land Survey, Abstract 147, in Collin County, Texas, being part of the called 120.425 acre tract described in the deed to Prosper Joint Venture recorded in file number 93-0021704 in the Collin County Deed Records (CCDR), and also including the called 125.58 acre tract described in the deed to Prosper Joint Venture in the file number 93-0021704 and being more particularly described as follows:

COMMENCING at a found 1/2 inch iron rod at the northeast corner of said 120.43 acre tract, said point also being on the centerline of County Road 27, said point also being the northwest corner of the called 40.0 acre tract described in the deed to Elmer L. Templin recorded in Volume 1227, Page 172 in the CCDR;

THENCE North 88°34'25" West, 830.43 feet along County Road 27, to the POINT OF BEGINNING, said point also being the southwest corner of said Templin tract;

THENCE South 88°34'25" West, 215.37 feet to a point for corner, said point being the beginning of a tangent curve to the left having a central angle of 26°21'44", a radius of 450.00' and a tangent of 105.39';

THENCE along said curve to the left a distance of 215.37 feet to a point for corner;

THENCE South 65°03'51" West, 218.28 feet to a point for corner, said point being the beginning of a non-tangent curve to the left having a central angle of 06°08'05", a radius of 1400.00' and a tangent of 75.02';

THENCE along said curve to the left a distance of 149.90 feet to a point for corner;

THENCE North 31°16'51" West, 161.41 feet to a point for corner, said point being the beginning of a tangent curve to the right having a central angle of 32°21'26", a radius of 1500.00' and a tangent of 435.18';

THENCE along said curve to the right a distance of 847.11 feet to a point for;

THENCE North 01°04'35" East, 358.35 feet to a found 1/2 inch iron rod, said point also being the southwest corner of a called 81.11 acre tract described in the deed to 183 Land Corp. recorded in file number 97-0005168 in the CCDR,

THENCE South 88°53'29" East, 1003.53 feet along the south side of said 183 Land Corp. tract to a found 1/2 iron rod, said point also being on the centerline of County Road 27;

THENCE South 00°56'43" West, 1292.23 feet along County Road 27 to the POINT OF BEGINNING and CONTAINING 28.20 acres of land, more or less.

Exhibit B
Planned Development - Multifamily

- Location: 850 feet west of the Dallas Parkway, approximately 1,300 feet south of Prosper Trail (CR 4).
- Purpose: The intended purpose for the Planned Development-Multifamily District is to provide an eight foot (8') hike and bike trail along the frontage of the western parallel thoroughfare as shown on the Master Thoroughfare Plan.
- Acreage: 28.20 acres

This property shall be developed under the regulations of the Multifamily District as outlined in the Town of Prosper Comprehensive Zoning Ordinance 05-20 as is exists or may be amended, subjects to the following amendments:

1. Fifty percent (50%) of the Right-of-way dedication for the thoroughfare paralleling and on the west side the Dallas North Tollroad as shown on the Master Thoroughfare Plan shall be dedicated from the multifamily tract.
2. An eight foot (8') wide hike and bike trail shall be constructed along the frontage of the parallel thoroughfare for the length of frontage for the property.

AFFIDAVIT OF PUBLICATION

STATE OF TEXAS

COUNTY OF DALLAS

Before me, a Notary Public in and for Dallas County, this day personally appeared Lynda Black, Legal Advertising Representative for the DALLAS MORNING NEWS being duly sworn by oath, states the attached advertisement of:

Town of Prosper

as published in The Dallas Morning News – Collin County Edition

November 20, 2006

November 21, 2006

Legal Bids & Notices

Legal Notices

TOWN OF PROSPER, TEXAS ORDINANCE NO. 06-116

AN ORDINANCE AMENDING PROSPER'S ZONING ORDINANCE NO. 05-20; REZONING A TRACT OF LAND CONSISTING OF 255.86 ACRES, MORE OR LESS, SITUATED IN THE COLLIN COUNTY SCHOOL LAND SURVEY, ABSTRACT NO. 147, IN THE TOWN OF PROSPER, COLLIN COUNTY, TEXAS, HERETOFORE ZONED SINGLE FAMILY-15 (SF-15), IS HEREBY REZONED AND PLACED IN THE ZONING CLASSIFICATION OF SINGLE FAMILY-10 (SF-10), SINGLE FAMILY-12.5 (SF-12.5), COMMERCIAL CORRIDOR (CC), OFFICE (O), AND PLANNED DEVELOPMENT-MULTIFAMILY (PD-MF); DESCRIBING THE TRACT TO BE REZONED; PROVIDING FOR A PENALTY FOR THE VIOLATION OF THIS ORDINANCE; PROVIDING FOR REPEALING, SAVING AND SEVERABILITY CLAUSES; PROVIDING FOR AN EFFECTIVE DATE OF THIS ORDINANCE; AND PROVIDING FOR THE PUBLICATION OF THE CAPTION HEREOF

Legal Notices

TOWN OF PROSPER, TEXAS ORDINANCE NO. 06-116

AN ORDINANCE AMENDING PROSPER'S ZONING ORDINANCE NO. 05-20; REZONING A TRACT OF LAND CONSISTING OF 255.86 ACRES, MORE OR LESS, SITUATED IN THE COLLIN COUNTY SCHOOL LAND SURVEY, ABSTRACT NO. 147, IN THE TOWN OF PROSPER, COLLIN COUNTY, TEXAS, HERETOFORE ZONED SINGLE FAMILY-15 (SF-15), IS HEREBY REZONED AND PLACED IN THE ZONING CLASSIFICATION OF SINGLE FAMILY-10 (SF-10), SINGLE FAMILY-12.5 (SF-12.5), COMMERCIAL CORRIDOR (CC), OFFICE (O), AND PLANNED DEVELOPMENT-MULTIFAMILY (PD-MF); DESCRIBING THE TRACT TO BE REZONED; PROVIDING FOR A PENALTY FOR THE VIOLATION OF THIS ORDINANCE; PROVIDING FOR REPEALING, SAVING AND SEVERABILITY CLAUSES; PROVIDING FOR AN EFFECTIVE DATE OF THIS ORDINANCE; AND PROVIDING FOR THE PUBLICATION OF THE CAPTION HEREOF

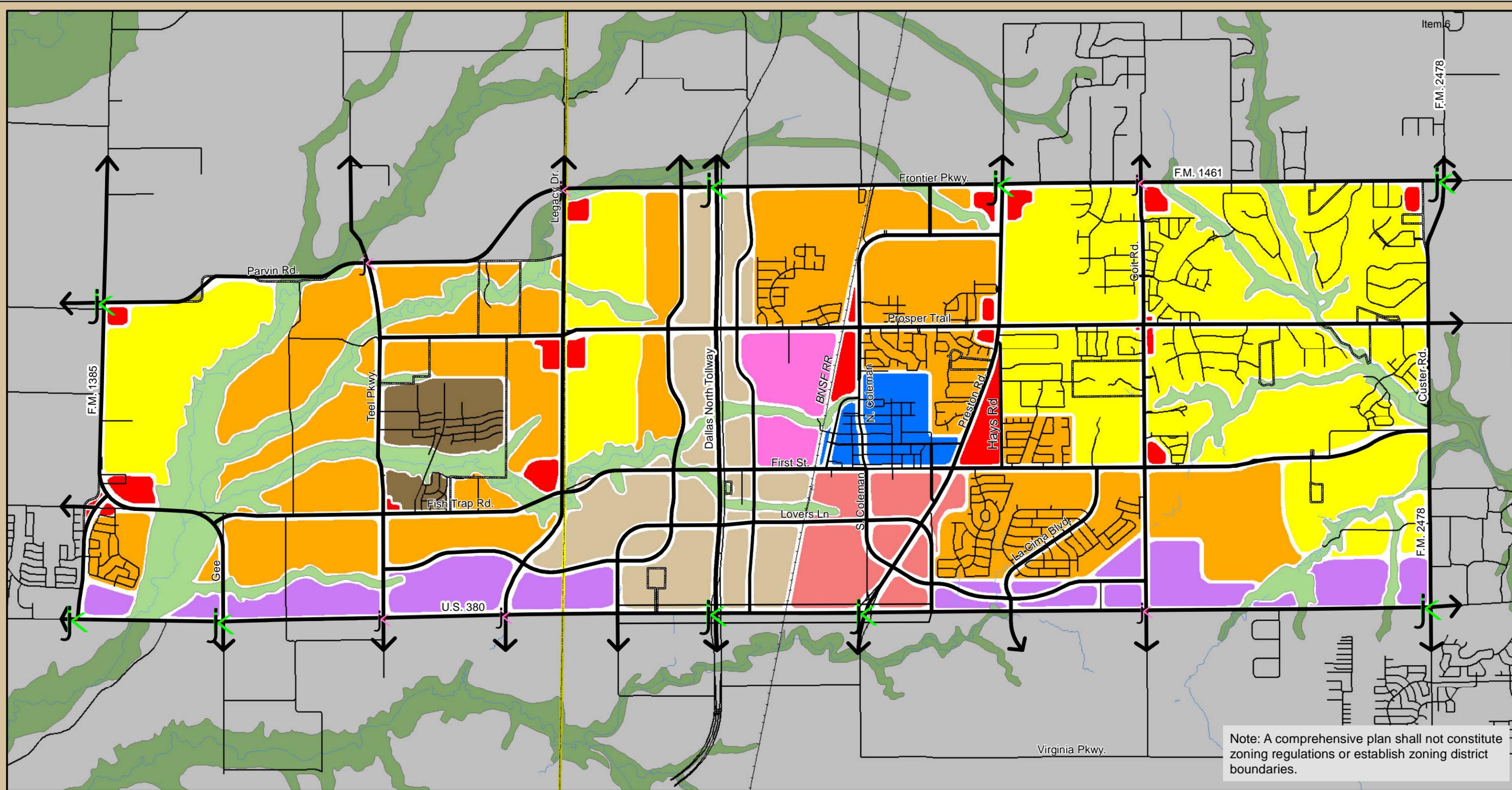
Subscribed and sworn to before me this

Lynda Black

(Lynda Black)

November 21, 2006, A.D

Sherry J. Chasteen
(Sherry J. Chasteen)



July 2012



Legend

- | | | |
|--------------------------------|---------------------|-----------------|
| Low Density Residential | Old Town District | Major Gateway |
| Medium Density Residential | Town Center | Minor Gateway |
| High Density Residential | Tollway District | Town of Prosper |
| Retail & Neighborhood Services | US 380 District | ETJ |
| Business Park | 100 Year Floodplain | |

**Future
Land Use
Plan**

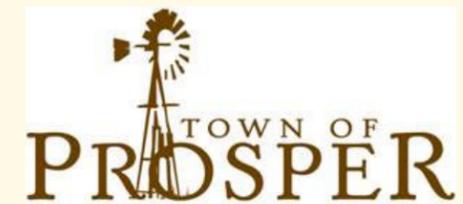


Plate 2



Prosper is a place where everyone matters.

DEVELOPMENT SERVICES

DEPARTMENT

P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z13-0018: The Town of Prosper has received a request to rezone 878.9± acres from Planned Development-3 (PD-3), Planned Development-14 (PD-14), Planned Development-23 (PD-23), Planned Development-34 (PD-34), Single Family-10 (SF-10), Single Family-12.5 (SF-12.5), Office (O), and Commercial Corridor (CC) to Planned Development-Single Family/Office/Retail (PD-SF/O/R).

LOCATION OF SUBJECT PROPERTY:

The property is located on the southeast and southwest corners of Prosper Trail and Dallas Parkway.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 1,870 single family lots and a mix of office and retail uses. The single family district allows for the development of 709 single family lots with a minimum lot size of 6,875 square feet, 784 single family lots with a minimum lot size of 8,125 square feet, 231 single family lots with a minimum lot size of 10,260 square feet, and 143 single family lots with a minimum lot size of 11,610 square feet.

- I OPPOSE the request as described in the notice of public hearing.
- I DO NOT OPPOSE the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

Kirk Andrews
Name (please print)

1880 W. Prosper Pt 75078
Address

City, State, and Zip Code

[Signature]
Signature

2-28-14
Date

Kawcovenantrv.com
E-mail Address



**DEVELOPMENT SERVICES
DEPARTMENT**
P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z13-0018: The Town of Prosper has received a request to rezone 878.9± acres from Planned Development-3 (PD-3), Planned Development-14 (PD-14), Planned Development-23 (PD-23), Planned Development-34 (PD-34), Single Family-10 (SF-10), Single Family-12.5 (SF-12.5), Office (O), and Commercial Corridor (CC) to Planned Development-Single Family/Office/Retail (PD-SF/O/R).

LOCATION OF SUBJECT PROPERTY:

The property is located on the southeast and southwest corners of Prosper Trail and Dallas Parkway.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 1,870 single family lots and a mix of office and retail uses. The single family district allows for the development of 709 single family lots with a minimum lot size of 6,875 square feet, 784 single family lots with a minimum lot size of 8,125 square feet, 231 single family lots with a minimum lot size of 10,260 square feet, and 143 single family lots with a minimum lot size of 11,610 square feet.

I OPPOSE the request as described in the notice of public hearing.
 I DO NOT OPPOSE the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

PHIL DARLAND, AGENT
Name (please print) BELL 2005 TRUST

1918 UNIVERSITY BUSINESS DRIVE
Address SUITE 510

Mc KINNEY, TEXAS 75071
City, State, and Zip Code

Phil Darland
Signature

2/28/14
Date

PHILD@Bell380.COM
E-mail Address



PLANNING

To: Mayor and Town Council

From: Chris Copple, AICP, Director of Development Services

Through: Harlan Jefferson, Town Manager

Re: Town Council Meeting – May 13, 2014

Agenda Item:

Conduct a Public Hearing, and consider and act upon a request to rezone 621.1± acres, located on the northeast and northwest corners of US 380 and Preston Road, from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial (PD-SF-10/TH/MF/O/R/C). (Z09-0013).

History:

The Town Council held a work session to discuss the zoning application on April 30, 2014. On May 7, 2014, the applicant submitted revised zoning exhibits. The applicant has summarized the revisions to the zoning exhibits in the attached document titled “Gates PD updates 5-07-14.”

Description of Agenda Item:

The zoning and land use of the surrounding properties are as follows:

	Zoning	Current Land Use	Future Land Use Plan
Subject Property	Agricultural, Single Family-15, PD-2-Corridor, PD-3-Single Family/Multifamily/Retail/Commercial/Office, and PD-13-Retail	Undeveloped	Town Center
North	Single Family-15, Downtown Commercial, Downtown Office, Commercial, PD-3-Retail, PD-7-Retail, and PD-17-Retail.	Undeveloped, Single Family Residential, Commercial, Office, House of Worship, Municipal Utility, and Elementary School	Old Town Core District/Retail and Neighborhood Services/Business Park

East	PD-2-Single Family-10, PD-3-Retail, and PD-27-Retail/Commercial Corridor	Single Family Residential (Willow Ridge) and Undeveloped	Medium Density Residential and US 380 District
South	City of Frisco	Undeveloped	City of Frisco
West	Single Family-15 and PD-42-Commercial/Commercial Corridor	Commercial and Undeveloped	Tollway District

Existing Zoning:

The property is currently zoned Agricultural, Single Family-15, PD-2-Corridor, PD-3-Single Family/Multifamily/Retail/Commercial/Office, and PD-13-Retail. PD-2, PD-3, and PD-13 are attached for your review. The majority of the area is located within PD-3 and PD-13. The existing zoning primarily allows for office/retail/commercial uses in areas shown as red on the attached zoning map. The existing zoning also allows for industrial uses in the areas shown as purple, single family residential uses in the area shown as yellow, and multifamily units in the area shown as orange on the attached zoning map.

The PD-3-Single Family district is located south and west of Rucker Elementary and First Baptist. The zoning allows for a maximum of 220 dwelling units at 3.7 units per acre, but 90% of the lots shall be a minimum of 10,000 square feet. The district allows up to 10% patio homes (5,000 square foot lots).

The PD-3-Multifamily district is located on two tracts, one east of Preston and one west of Preston (areas shown in orange). The zoning allows for 504 garden style dwelling units at 15 units per acre. The zoning also allows for the development of single family homes, townhomes, retirement housing, church, private recreation center, daycare, or school in the multifamily tract.

The PD-3 and PD-13 nonresidential standards for the commercial and industrial areas allow for the use of wood as a primary, exterior building material, limited to 25%. PD-3 allows for a maximum building height of eight stories. In addition, the list of permitted commercial and industrial uses in the existing PD is extensive.

Proposed Zoning:

The PD creates 4 subdistricts, as shown on Exhibit A. The subdistricts are:

1. Subdistrict 1 (Regional Retail): Tract 1A is the area along the east side of Preston Road bounded by US 380 to the south, First Street to the north and future Lovers Lane to the east. Tract 1A also includes the area along the west side of Preston Road bounded by future Richland Boulevard to the south, future Lovers Lane to the north and Coleman Street to the west. Tract 1B is the area along the east side of Preston Road bounded by Willow Ridge to the south and east, First Street to the north and Craig Street to the west.
2. Subdistrict 2 (Lifestyle Center): This is the area along the west side of Preston Road bounded by US 380 to the south, future Richland Boulevard and future Lovers Lane to the north, Burlington Northern Santa Fe Railroad to the west and Coleman Street and Preston Road to the east.
3. Subdistrict 3 (Downtown Center): This area is north of Subdistrict 2 and is bounded by future Lovers Lane to the south, First Street to the north, Coleman Street to the east and the limits of the property west of the Burlington Northern Santa Fe Railroad.

4. Subdistrict 4 (Residential Neighborhood): This is the area west of Preston Road bounded by future Lovers Lane to the south, Coleman Street to the west and the limits of the property to the north adjacent to Rucker Elementary.

Subdistrict 1 – Regional Retail – Shall serve the purpose of providing for the needs of the community by facilitating the development of regional-serving retail, personal service, and office uses, including large scale big box retailers.

The maximum building height is 2 stories (40 feet). The permitted building materials and architectural standards are generally consistent with or exceed the Town's Zoning Ordinance. The PD requires a minimum of 25% of the front and side facades to be natural or manufactured stone and limits the use of painted and textured concrete tilt wall to 50% of the front facade and 75% of side facades.

The proposed PD includes conceptual architectural renderings, which are representative of the material architectural elements that are intended to be incorporated into the proposed retail development, but the renderings are provided for illustrative purposes and are not intended to be interpreted as exact representations of the proposed development.

Subdistrict 2 – Lifestyle Center – Shall serve the purpose of providing a compact, neighborhood and pedestrian scale mixture of office, retail, personal service, residential and community activities on single or contiguous building sites. The design guidelines and architectural standards are intended to define the "Town Center" design theme for this subdistrict by providing opportunities for mixed-use development that includes both vertical and/or horizontal integration. Urban design elements will be incorporated into the construction of the multifamily developments, and building designed to provide active street-fronts that encourage pedestrian activity. The provision of centrally located open space elements coupled with the proposed development standards will allow for a pedestrian-friendly community. The lifestyle center is intended to be unique in nature to create an image which will encourage a regional draw from the Metroplex and include entertainment type uses, as well as big box users, which will attract patrons from other cities in and around the Metroplex.

The proposed maximum floor area ratio (FAR) for office and mixed use development in the PD is 5:1, which is greater than those allowed in the Town's Zoning Ordinance. This allows for an urban development pattern. For comparison, the Commercial Corridor District allows for a maximum FAR of 1.5:1.

The maximum building height for a hotel, office, and hospital is 12 stories (145 feet). The maximum height for multifamily or mixed use is 5 stories (80 feet). The maximum height for a townhome is 3 stories (40 feet). The maximum height of a parking structure is 4 stories (80 feet). All other non-residential uses shall have a maximum height of 5 stories (80 feet). All buildings within 150 feet of single family shall not exceed 2 stories (40 feet) in height. The requested maximum building height for a hotel, office, and hospital exceed the maximum building height of 8 stories (100 feet) in the Town's Zoning Ordinance.

In addition to the permitted retail, service, and office uses, Subdistrict 2 allows for the development of up to a maximum of 600 multifamily units. The minimum density of the multifamily development is 24 dwelling units per net acre, excluding vertical mixed use, which does not have a minimum density. Vertical mixed use style apartments are typically between 40 to 100 dwelling units per acre. For comparison purposes, the Prosper West PD-41 on the northwest corner of the Dallas North Tollway and US 380 requires a minimum of 40 dwelling units per acre. Subdistrict 2 also allows for the development of up to a maximum of 150

townhome units. The maximum density of the townhome development is 10 dwelling units per acre. Building setbacks have been reduced to allow for the “urban” feel of a mixed use development.

The PD does include timing requirements for multifamily and townhome development, allowing construction of up to 300 multifamily units and 150 townhome units once at least 300,000 square feet of retail development has received Certificates of Occupancy from the Town. Upon issuance of Certificates of Occupancy for at least 600,000 square feet of retail, the developer may construct up to a total of 600 multifamily units. The existing zoning requires the developer complete the single family residential tract prior to the development of the multifamily units. The proposed PD does not include this requirement.

The permitted non-residential building materials and architectural standards are generally consistent with or exceed the Town’s Zoning Ordinance, except for allowing stucco as a primary building material. The PD requires a minimum of 25% of the front and side facades to be natural or manufactured stone and limits the use of painted and textured concrete tilt wall to 50% of the front facade and 75% of side facades.

The permitted multifamily and townhome building materials and architectural standards are generally consistent with or exceed the Town’s Zoning Ordinance. The PD requires a minimum of 20% of the front and side facades of multifamily buildings to be natural or manufactured stone or integral color split-faced block. The proposed PD includes conceptual photographs of the multifamily and townhome construction in Subdistricts 2 and 3 and notes the photos are provided as illustrative examples and are not intended to be interpreted as exact representations of the proposed development, rather they are a representation of the material architectural elements intended to be incorporated into this development.

Additional multifamily criteria are included in the PD that requires the multifamily construction in Subdistricts 2 and 3 to conform to the following urban-style criteria:

1. Buildings will be oriented toward perimeter streets such that buildings adjacent to streets with on-street parallel parking shall be constructed to a “build-to” line. That is a line parallel to the street where the primary façade of the building must be built to. The build-to line will be determined during the site planning process based upon the minimum distance that will allow the required landscaping and pedestrian sidewalks to be installed between the building and adjacent street. In no case shall the build-to line be less than the minimum building setback required.
2. A minimum of 40 percent of the units will have private garages.
3. On-street parallel parking along public and private streets other than major or minor thoroughfares is required and is allowed to count towards the required parking for the adjacent development.
4. All on-site surface parking will be located towards the interior of the site to minimize viewing from surrounding public streets.
5. Tandem parking (one parking space behind either a garage or carport parking space) shall be allowed and considered in the calculation of the required parking.
6. Front porches and/or stoops are required on facades that front public streets.
7. Stand-alone multifamily development will be restricted to the area within Subdistrict 2 that is west of Coleman Street and north of the proposed retail development and/or Richland Boulevard. Any stand-alone multifamily development in Subdistrict 3 will be restricted to the area west of Coleman Street and a minimum of 750 feet south of First Street.

8. Sidewalks with a minimum clear width of six feet shall be constructed along all public streets adjacent to multifamily developments. Clear width shall be increased to seven feet adjacent to vertical mixed use developments.
9. A buffer region shall be established along all streets having on-street parking. The buffer regions shall have a minimum width of six feet and shall be continuous and located adjacent to the curb. This region shall be planted with street trees located at a minimum of four feet from the curb at an average spacing of 30 feet on center. Street trees shall be a minimum of 3-inch caliper when planted. Root barriers shall be used in conjunction with all street trees.
10. Street furniture consisting of a minimum of a bench and a waste receptacle shall be located within the buffer area in at least one location along each block.

Subdistrict 3 – Downtown Center – Shall serve the purpose of providing an active living and working community benefiting and enhancing the existing downtown area located on the north side of First Street. Subdistrict 3 allows for the development of a mixed use development and/or a retail/office development. In addition to the permitted retail, service, and office uses, Subdistrict 3 allows for the development of up to a maximum of 300 multifamily units and 150 townhome units. However, the maximum number of multifamily units in the entire PD District is 600 units and the maximum number of townhome units in the entire PD District is 150 units. The multifamily and townhome units shall develop under the same standards and timing requirements at those in Subdistrict 2.

The permitted non-residential building materials and architectural standards are generally consistent with or exceed the Town's Zoning Ordinance, except for allowing stucco as a primary building material. The PD requires a minimum of 25% of the front and side facades to be natural or manufactured stone and limits the use of painted and textured concrete tilt wall to 50% of the front facade and 75% of side facades.

The maximum building height for a hospital or office is 8 stories (100 feet). The maximum height for multifamily or hotel is 5 stories (80 feet). The maximum height for a townhome is 3 stories (40 feet). The maximum height of a parking structure is 4 stories (80 feet). All other non-residential uses shall have a maximum height of 4 stories (60 feet). No structure within 750 feet of First Street shall exceed 4 stories (60 feet).

Subdistrict 3 also allows for various wholesale/warehouse, manufacturing and light industrial uses on the triangular shaped tract west of the BNSF railroad.

Subdistrict 4 – Residential Neighborhood – Shall serve the purpose of providing a planned residential community to serve the needs of the Town by facilitating a range of housing opportunities. The base district is Single Family-10. Subdistrict 4 allows for the development of up to 200 single family lots with a minimum lot area of 10,000 square feet. Development standards for each the lots are further described in Exhibit C, Section 5. The proposed PD includes conceptual elevations which are provided for illustrative purposes and are not intended to represent exact renderings or plans of the buildings depicted. These renderings are provided as representative examples of the material architectural elements that are intended for this development.

	Proposed PD-SF	SF-10 (For Comparison Purposes)
Min. Lot Area	10,000 square feet	10,000 square feet
Min. Lot Width	80 feet	80 feet
Min. Lot Depth	125 feet	125 feet
Min. Dwelling Area	2,100 square feet	1,800 square feet
Front Yard Setback	25 feet	25 feet
Side Yard Setback	8 feet, 15 feet on corner lots adjacent to a side street	8 feet, 15 feet on corner lots adjacent to a side street
Rear Yard Setback	25 feet	25 feet
Maximum Height	40 feet	40 feet
Maximum Lot Coverage	50%	45%

General Requirements

Section 6 of Exhibit C includes the following requirements:

1. Conceptual Development Plan – Requires plats and site plans to conform to the conceptual development plan. Also allows Town staff to approve minor changes in Subdistrict boundaries.
2. Open Space – The proposed open space requirements are generally consistent with the Town's Zoning Ordinance.
3. Parking Requirements – Includes general standards for parking and requirements based on use.
4. Detention Ponds – If no prohibitive regulatory permitting issues or design constraints exist, the detention ponds located adjacent to Preston Road or at other high visibility locations as generally depicted on Exhibit D, will be constructed to maintain a constant normal pool elevation.
5. Landscaping – Includes unique landscape standards due to the nature of the proposed development. The other standards not mentioned shall comply with the Town's Zoning Ordinance.
6. Signage – The developer shall follow the Town's sign ordinance with the understanding it can create a special purpose sign district for each development phase to meet the unique needs of the overall development.
7. Permitted Use Matrix – The permitted uses are listed for each subdistrict.

Future Land Use Plan – On Page 32 of the Comprehensive Plan, the Town Center District is defined as a continuation of the area defined by previous planning efforts as a future location for a large scale mixed-use development. The Town Center should include a mixture of land uses, but development should be less intense than that located along US 380 and the Dallas North Tollway. Retail, small scale office, and residential uses should be included within this district, but the primary intent should be focused on dining and shopping. Public space should be a major component of this area, creating space for families and residents of Prosper to meet and socialize. Open space located within the Town Center could be used for community events, festivals and school events. Urban design should accommodate the pedestrian while providing automobile access and discreet parking. Residential uses may include mixed-use lofts/apartments, patio homes, townhomes and brownstones. It should be noted that the style of

multifamily preferred are styles that are typically integrated vertically or horizontally with non-residential uses and not intended to be garden style type developments.

Pages 41–43 of the Comprehensive Plan further define the differences between the horizontal and vertical mixed-use type developments. Horizontal mixed-uses involve retail, office and residential all located within one defined area, but within separate buildings. Vertical mixed-use developments would include any combination of retail, office and residential within the same building. A common example of vertical mixed-use is residential lofts and apartments above street level retail and office space. Examples of vertical mixed-use developments are Shops at Legacy in Plano, Watters Creek in Allen and the West Village/State-Thomas areas of Dallas. Vertical mixed-use development was preferred by Prosper residents. The Comprehensive Plan indicates that the most opportunistic location for a Town Center, a large mixed-use district, would be the area roughly bounded by First Street to the north, US 380 to the south, BNSF Railroad to the west and Preston Road to the east.

Included in the staff report are pages 54-56 of the Comprehensive Plan, which pertain to the visioning exercises conducted along the three major corridors in Prosper: Preston Road, Dallas North Tollway and US 380. Preston Road was described as “our road” since it traverses the center of the community. Retail, office and some medium density residential will be located along Preston Road on the southern end of the Town, gradually becoming more residential in nature as it moves north. Small scale office and retail may be located in certain areas along Preston Road and these should be the types of uses which service adjacent neighborhoods.

Thoroughfare Plan – The property has direct access to US 380, a future six-lane divided thoroughfare; First Street, a future four-lane divided thoroughfare west of Coleman Street and east of Craig Road, with a variable right-of-way in between; Lovers Lane, a future four-lane divided thoroughfare; Preston Road, a future six-lane divided thoroughfare; and Coleman Street, a future four-lane divided thoroughfare. The zoning exhibit complies with the Thoroughfare Plan.

Water and Sanitary Sewer Services – Water service has been extended to the property. Sanitary sewer service will have to be extended to the property either before or with development.

Access – Access to the property will be provided from existing US 380, existing First Street, existing Coleman Street, existing Craig Road, future Lovers Lane, and existing Preston Road. Adequate access is provided to the property.

Schools – This property is located within the Prosper Independent School District (PISD). Any future school sites are to be determined at the time of preliminary plat.

Parks – The PD does not include standards for park land dedication, so the requirements will fall back to the Town’s Subdivision Ordinance, unless superseded by a developer’s agreement.

Environmental Considerations – The 100-year floodplain located on the property is shown on Exhibits A and D.

Legal Obligations and Review:

Notification was provided to neighboring property owners as required by state law. Town staff has received seventeen public hearing notice reply forms, with twelve in opposition.

Attached Documents:

1. Gates PD updates 5-07-14
2. Revised Zoning Exhibits A, B, C, D, E, and F
3. Zoning map of the surrounding area
4. PD-2
5. PD-3
6. PD-13
7. Future Land Use Plan
8. Pages 32, 41-43, and 54-56 of the Comprehensive Plan
9. Public hearing notice reply forms.

Planning & Zoning Commission Recommendation:

At their April 15, 2014, meeting, the Planning & Zoning Commission recommended the Town Council approve a request to rezone 621.1± acres, located on the northeast and northwest corners of US 380 and Preston Road, from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial (PD-SF-10/TH/MF/O/R/C), by a vote of 6-1, subject to the following conditions:

1. All residential and nonresidential elevations shall substantially conform to the depictions contained in the proposed Planned Development Ordinance except to the extent amended or modified by this motion;
2. Townhomes and apartments shall not exceed 600 units total;
3. Timing Requirements for Multifamily and Townhome Construction. Upon the issuance by the Town of a certificate of occupancy for at least 70% of 250,000 square feet of retail development in either Subdistrict 2 or 3, the developer may construct up to 300 multifamily or townhome units. Upon the issuance by the Town of a certificate of occupancy for at least 70% of 500,000 square feet of retail development in either Subdistrict 2 or 3, the developer may construct up to 600 multifamily or townhome units;
4. For nonresidential buildings in any subdistrict, no single material shall exceed more than eighty percent (80%) of an elevation area. A minimum of twenty-five percent (25%) of the front façade and all façades facing any public right-of-way shall be natural or manufactured stone;
5. For nonresidential and multifamily buildings in any subdistrict, all building façades shall be architecturally finished with one hundred percent (100%) masonry with an allowance for up to ten percent (10%) secondary materials. Masonry finishes include clay-fired brick, natural and manufactured stone, cast stone, granite, marble, architectural concrete block and stucco and shall exclude exposed textured or painted exposed concrete tilt wall;
6. Townhomes. The minimum dwelling area shall be 1,800 square feet and a minimum of two stories. Each townhome unit shall include a garage;
7. Townhomes and multifamily units shall be constructed of a minimum of twenty percent (20%) natural or manufactured stone;
8. Big Box development. Any Big Box structure shall consist of at least seventy-five percent (75%) natural or manufactured stone on all four (4) sides of such building and shall exclude exposed textured or painted concrete tilt wall; and
9. Eliminate any automobile repair uses and any outside storage for any Big Box structure.

Motion approved 6-1 with Commissioner McClung in opposition to the motion, citing his preference to not be too restrictive on prohibiting automotive repair uses within a big box retail use.

Town Staff Recommendation:

Town staff recommends the Town Council consider the following items prior to taking action on the proposed PD:

1. Conceptual Elevations or Renderings – Subdistrict 1 includes conceptual renderings of non-residential buildings in a “power center” design for illustrative purposes. Subdistricts 2 and 3 do not include conceptual elevations or renderings for non-residential buildings. The proposed PD includes conceptual photos of multifamily and townhomes as illustrative examples of the style that may be developed in Subdistrict 2 and 3. The proposed PD also includes conceptual elevations of the single family homes in Subdistrict 4 for illustrative purposes. The Town Council may consider including a process to allow the Planning & Zoning Commission and/or the Town Council to approve conceptual elevations or renderings prior to preliminary site plan/preliminary plat submittal.
2. Location Requirements for Townhomes – The proposed PD does not include restrictions on the location of townhomes within Subdistrict 2 or 3.
3. Minimum Density of Multifamily – Mixed use lofts/apartments are appropriate in the Town Center District. The Multifamily construction criteria are located in Exhibit C, Section 3.4 of the Prosper PD. The Comprehensive Plan notes vertical mixed use is preferred by Prosper residents. Typical mixed use developments in the surrounding area, such as Shops at Legacy, Waters Creek, or West Village/State of Thomas, are 4 to 5 stories in height and have higher densities, such as 40-100 dwelling units per acre. The proposed PD allows for a minimum density of 24 dwelling units per acre. Garden style apartments are typically 15 dwelling units per acre.
4. Timing Requirements for Multifamily and Townhome Construction – The PD does include timing requirements for multifamily and townhome development, allowing construction of up to 300 multifamily units and 150 townhome units once at least 300,000 square feet of retail development has received Certificates of Occupancy from the Town. Upon issuance of Certificates of Occupancy for at least 600,000 square feet of retail, the developer may construct up to a total of 600 multifamily units. The existing zoning requires the developer complete the single family residential tract (Subdistrict 4) and six acres of retail development prior to the development of the multifamily units. The proposed PD does not require the developer to complete the single family residential tract (Subdistrict 4) prior to the development of the multifamily units.
5. Building Height – The PD allows for a maximum building height for a hotel, office, and hospital of 12 stories (145 feet) in Subdistrict 2. The requested maximum building height for a hotel, office, and hospital exceeds the maximum building height of 8 stories (100 feet) in the Town’s Zoning Ordinance. The Comprehensive Plan only supports mid-rise office buildings (up to 12 stories) in the Tollway District.

Once the Town Council has considered the previous list of items and the conditions listed in the Planning & Zoning Commission’s recommendation, Town staff recommends the Town Council approve the request to rezone 621.1± acres, located on the northeast and northwest corners of US 380 and Preston Road, from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial (PD-SF-10/TH/MF/O/R/C).

Proposed Motion:

I move to approve the request to rezone 621.1± acres, located on the northeast and northwest corners of US 380 and Preston Road, from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-

15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/
Commercial (PD-SF-10/TH/MF/O/R/C) subject to: *(list any conditions of approval here)*

Gates PD updates 5-07-2014

2.3.2 ...standards set forth in the Town's zoning ordinance.

2.3.3.a. ...textured and painted concrete tilt-wall. Textured and painted concrete tilt-wall shall be limited to 50% on the front façade and 75% on the side facades.

2.3.3.b No single material shall exceed more than eighty (80) percent of an elevation area. A minimum of twenty-five (25) percent of the front and side facades shall be natural or manufactured stone. A minimum of ten (10) percent of the rear façade shall be natural or manufactured stone if facing a public right-of-way unless a landscape screen consisting of a double row of evergreen canopy trees is provided along the right-of-way or an eight (8) foot masonry screening wall is provided along the right-of-way.

3.2.3 The maximum number of multi-family residential dwelling units allowed within Sudistrict 2 shall be 600 units. However, the maximum allowed number of multifamily units in this subdistrict shall be reduced by the number of multifamily dwelling units constructed in any other subdistrict, such that the maximum allowable number of multifamily units for this Planned Development District does not exceed 600 units. The maximum number of townhome dwelling units allowed within Sudistrict 2 shall be 150 units. However, the maximum allowed number of townhome units in this subdistrict shall be reduced by the number of townhome units constructed in any other subdistrict, such that the maximum allowable number of townhome units for this Planned Development District does not exceed 150 units.

3.2.4 Upon the issuance by the Town of Certificates of Occupancy for at least 300,000 square feet of retail development the developer may construct up to 300 multifamily units and up to 150 Townhome units. Upon the issuance by the Town of Certificates of Occupancy for at least 600,000 square feet of retail the developer may construct up to a total of 600 multifamily units.

3.3.3.a.1 ...textured and painted concrete tiltwall and stucco (only allowed 9' above grade). Textured and painted concrete tiltwall shall be limited to 50% on the front façade and 75% on the side facades.

2. The front and side facades of all multifamily buildings shall be finished with a minimum twenty (20) percent natural or manufactured stone or integral color split faced block.

3. The front and side facades of all non-residential buildings shall be finished with a minimum of twenty-five (25) percent natural or manufactured stone.

4. Windows, doors, porches, gables, balconies and accent materials shall be excluded from the façade area for the purposes of calculating primary building materials.

3.3.3.b.2. Townhomes shall be a minimum of two stories.

3. Each townhome unit shall have an attached garage. Garages shall open to the rear of the townhome and shall not face the public right-of-way.

4.2.3 ...However, the total number of multifamily units for all Subdistricts may not exceed 600 units. The maximum number of Townhome units in Subdistrict 3 shall be 150 units. However, the maximum combined number of Townhome units in all subdistricts may not exceed 150 units. Any residential

4.2.4 Upon the issuance by the Town of Certificates of Occupancy for at least 300,000 square feet of retail development the developer may construct up to 300 multifamily units and up to 150 Townhome units. Upon the issuance by the Town of Certificates of Occupancy for at least 600,000 square feet of retail the developer may construct up to a total of 600 multifamily units.

4.3.2 ... standards set forth in the Town's zoning ordinance.

4.3.3.a.1. ...textured and painted concrete tiltwall and stucco (only allowed 9' above grade). Textured and painted concrete tiltwall shall be limited to 50% on the front façade and 75% on the side facades.

2. The front and side facades of all multifamily buildings shall be finished with a minimum twenty (20) percent natural or manufactured stone or integral color split-faced block.

3. The front and side facades of all non-residential buildings shall be finished with a minimum of twenty-five (25) percent natural or manufactured stone.

4. Windows, doors, porches, gables, balconies and accent materials shall be excluded from the façade area for the purposes of calculating primary building materials.

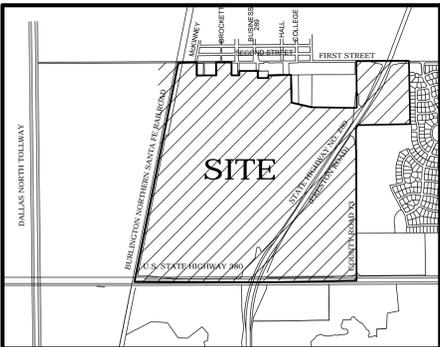
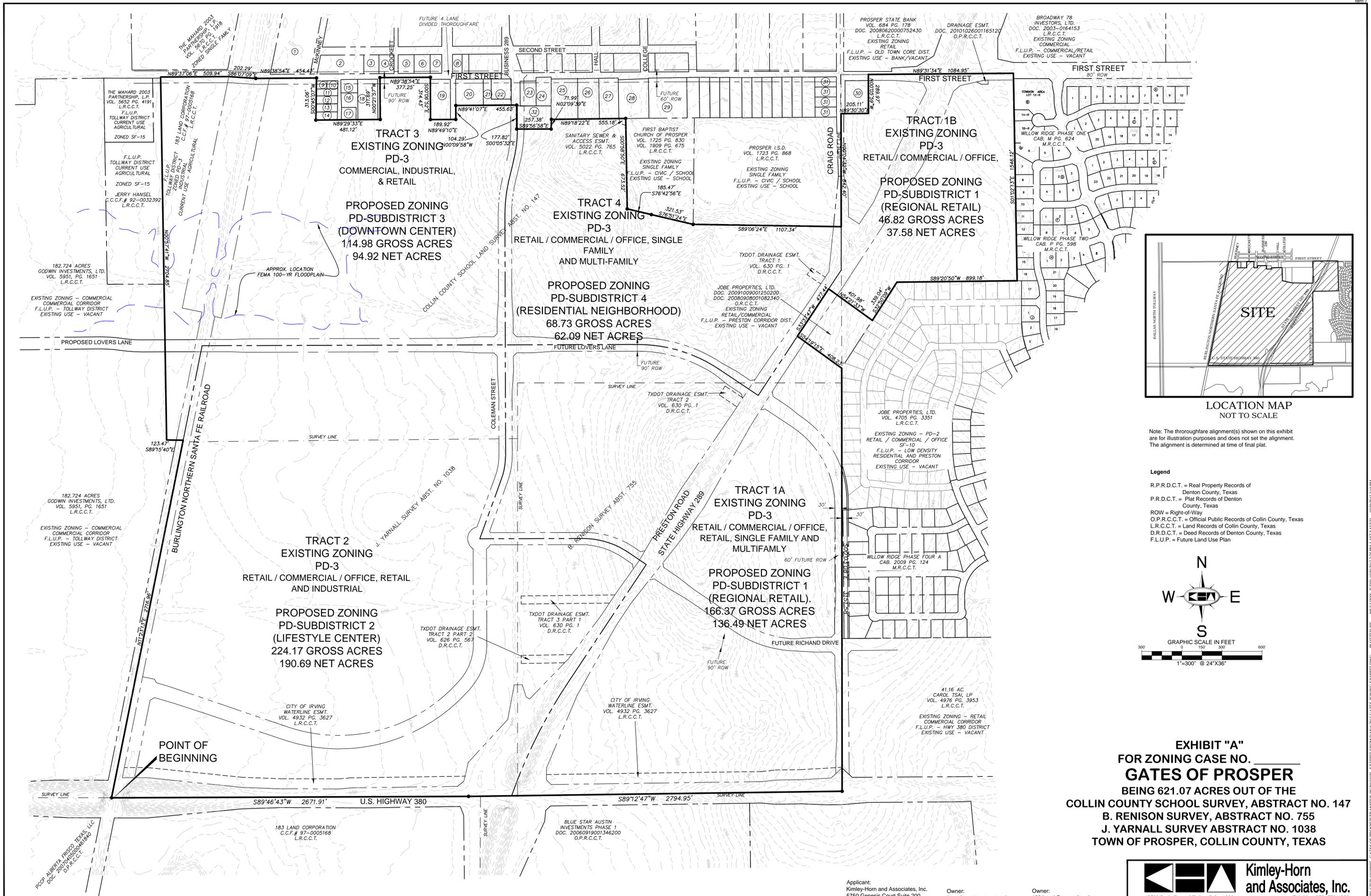
4.3.3.b.2. Townhomes shall be a minimum of two stories.

3. Each townhome unit shall have an attached garage. Garages shall open to the rear of the townhome and shall not face the public right-of-way.

6.3.2 Dwellings, Multifamily:Covered or enclosed parking shall not be required for Multifamily Dwellings except as specified in other sections of this ordinance.

7.1 ...nature of Town Center Developments there are

DEVELOPMENT SCHEDULE (pg. 57, 2nd paragraph)shall not begin until a minimum combined total of 300,000 square feet of commercial/retail development has been issued certificates of occupancy by the Town. The required ...care facilities, ~~a transit station~~, a mall, a hotel, ...



LOCATION MAP
NOT TO SCALE

Note: The thoroughfare alignment(s) shown on this exhibit are for illustration purposes and does not set the alignment. The alignment is determined at time of final plat.

- Legend**
- R.P.R.D.C.T. = Real Property Records of Denton County, Texas
 - P.R.D.C.T. = Plat Records of Denton County, Texas
 - ROW = Right-of-Way
 - O.P.R.C.C.T. = Official Public Records of Collin County, Texas
 - L.R.C.C.T. = Land Records of Collin County, Texas
 - D.R.D.C.T. = Deed Records of Denton County, Texas
 - F.L.U.P. = Future Land Use Plan

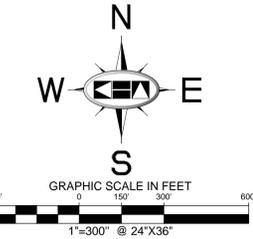


EXHIBIT "A"
FOR ZONING CASE NO. _____
GATES OF PROSPER
 BEING 621.07 ACRES OUT OF THE
COLLIN COUNTY SCHOOL SURVEY, ABSTRACT NO. 147
B. RENISON SURVEY, ABSTRACT NO. 755
J. YARNALL SURVEY ABSTRACT NO. 1038
TOWN OF PROSPER, COLLIN COUNTY, TEXAS

Applicant:
 Kimley-Horn and Associates, Inc.
 5750 Genesis Court Suite 200
 Frisco, TX 75034
 972-335-3580
 Fax 972-335-3779
 Contact: Frank Abbott

Owner:
 Blue Star Allen Land, L.P.
 8000 Warren Parkway
 Bldg. 1, Suite 100
 Frisco, TX 75034
 Ph. 972-335-6800

Owner:
 183 Land Corporation, Inc.
 8000 Warren Parkway
 Bldg. 1, Suite 100
 Frisco, TX 75034
 Ph. 972-335-6800

		12700 Park Central Drive, Suite 1800 Dallas, Texas 75252		Tel. No. (972) 770-1300 Fax No. (972) 239-3820	
Scale	Drawn by	Checked by	Date	Project No.	Sheet No.
1" = 300'	DAB	FGA	7/19/2011	68109005	1 OF 2

Property ID	Owner	Volume	Page	Doc. No.	Existing Zoning	Existing Land Use	Future Land Use
1	Guthrie Properties	4309	38		DTC	Industrial	Old Town Core District
2	Ray McGee				SF-15	Residential	Old Town Core District
3	Rickie Weems	5683	4438		SF-15	Residential	Old Town Core District
4	Rickie Weems	5683	6748		SF-15	Residential	Old Town Core District
5	Antonio Cruz			92-0019840	SF-15	Residential	Old Town Core District
6	M.S. Dalton Estate				SF-15	Residential	Old Town Core District
7	Maire Slough	4568	140		SF-15	Residential	Old Town Core District
8	Rodolfo Soto				SF-15	Residential	Old Town Core District
9	Watch Management			20061228001823700	SF-15	Residential	Civic / School
10	Daril Nix Trust			94-0014368	SF-15	Residential	Civic / School
11	Francisco Ibarra	5848	4453		SF-15	Residential	Civic / School
12	Sayda Hernandez	5982	2009		SF-15	Residential	Civic / School
13	Jose Granados			97-0003293	SF-15	Residential	Civic / School
14	Jose Granados			97-0003293	SF-15	Residential	Civic / School
15	Jose Granados	1395	333		SF-15	Residential	Civic / School
16	Flavio Lozano	4531	2501		SF-15	Residential	Civic / School
17	Sayda Hernandez			20070509000626600	SF-15	Residential	Civic / School
18	Jesus Gonzales				SF-15	Residential	Civic / School
19	Wayne Health				SF-15	Residential	Civic / School
20	First Presbyterian Church	1470	102		SF-15	Agricultural	Civic / School
21	First Presbyterian Church	338	298		SF-15	Church	Civic / School
22	First Presbyterian Church	140	629		SF-15	Church	Civic / School
23	Victoris Bell			20090604000687200	SF-15	Residential	Town House
24	McNeeley Investments			20080408000421900	Commercial	Residential	Town House
25	J.W. Carpenter			20090302000234000	SF-15	Residential	Town House
26	Monte Kauffman	2904	892		SF-15	Residential	Town House
27	Frist Baptist Church Prosper	5023	3304		SF-15	Residential	Town House
28	Ernest Mahard				SF-15	Vacant	Town House
29	Mahard Egg Farm				SF-15	Commercial	Town House
30	Frist Baptist Church Prosper	1725	830		SF-15	Church	Town House
30	Town of Prosper			20070709000937300	SF-15	Church	Town House
31	G&M Investments	5435	6499		SF-15	Residential	Town House
32	Prosper Collin, LLC			20060608000781100	SF-15	Residential	Town House

**EXHIBIT A
LEGAL DESCRIPTION
621.07 ACRES**

BEING of a tract of land out of the ED BRADLEY SURVEY, Abstract No. 86, the COLLIN COUNTY SCHOOL LAND SURVEY, Abstract No. 147, the B. RENISON SURVEY, Abstract No. 755 and the JOHN YARNELL SURVEY, Abstract No. 1038, in the Town of Prosper, Collin County, Texas, being all of the 16.496 acre Tract Five, all of the 125.92 acre Tract Six, being all of the 123.85 acre Tract Seven, all of the 10.068 acre Tract Eight, all of the 27.672 acre Tract Nine, all of the 99.96 acre Tract Ten recorded in Collin County Clerk's File No. 97-0005168 of the Land Records of Collin County, Texas and being part of the 157.13 acre tract of land described in deed to Blue Star Allen Land, L.P., recorded in Volume 6074, Page 2102 of the Deed Records of Collin County, Texas, being all of the 0.38 acre tract of land described in deed to Blue Star Land, Ltd. recorded in Document No. 20100809000819450 of the Official Public Records of Collin County, Texas and being more particularly described as follows;

BEGINNING at a point for the intersection of the centerline of U.S. Highway 380 (variable width ROW) and the centerline of the Burlington Northern Railroad (100' ROW at this point);

THENCE with said centerline of the Burlington Northern Railroad, North 11°23'13" East, a distance of 2716.96 feet to a point for corner;

THENCE leaving the centerline of the Burlington Northern Railroad, the following courses and distances two wit:
North 89°15'40" West, a distance of 123.47 feet to a point for corner;
North 00°57'41" West, a distance of 2704.85 feet to a point in the centerline of First Street;

THENCE with the centerline of First Street, the following courses and distances to wit:
North 89°37'06" East, a distance of 509.94 feet to a point for corner;
South 86°07'09" East, a distance of 202.28 feet to a point for corner;
North 89°38'54" East, a distance of 454.43 feet to a point for corner;

THENCE leaving said centerline, the following courses and distances to wit:
South 00°45'07" West, a distance of 313.06 feet to a point for corner;
North 89°29'33" East, a distance of 481.12 feet to a point for corner;
North 00°21'57" West, a distance of 311.69 feet to a point for corner in the centerline of said First Street;

THENCE with the centerline of First Street, North 89°38'54" East, a distance of 377.25 feet to a point for corner;

THENCE leaving said centerline, the following courses and distances to wit:
South 00°06'52" East, a distance of 314.43 feet to a point for corner;
North 89°49'10" East, a distance of 189.92 feet to a point for corner;
North 00°09'58" West, a distance of 104.29 feet to a point for corner;
North 89°41'07" East, a distance of 455.63 feet to a point for corner in the centerline of Coleman Street;

THENCE with the centerline of said Coleman Street, South 00°05'32" East, a distance of 177.82 feet to a point for corner;

THENCE leaving said centerline, the following courses and distances to wit:
South 89°56'58" East, a distance of 257.38 feet to a point for corner;
North 02°09'39" East, a distance of 71.99 feet to a point for corner;
North 89°18'22" East, a distance of 555.18 feet to a point for corner;
South 00°58'50" East, a distance of 673.52 feet to a point for corner;
South 76°42'56" East, a distance of 185.47 feet to a point for corner;
South 76°51'24" East, a distance of 321.53 feet to a point for corner;
South 89°06'24" East, a distance of 1107.37 feet to a point for corner in the centerline of Craig Road;

THENCE with the centerline of said Craig Road, North 00°04'32" East, a distance of 842.40 feet to a point for corner;

THENCE leaving said centerline, the following courses and distances to wit:
North 89°30'30" East, a distance of 205.11 feet to a point for corner;
North 00°05'59" West, a distance of 299.98 feet to a point for corner in the centerline of said First Street;

THENCE with the centerline of First Street, North 89°31'34" East, a distance of 1084.95 feet to a point for corner;

THENCE leaving the centerline of said First Street, the following courses and distances to wit:
South 01°02'13" East, a distance of 1546.12 feet to a point for corner;
South 89°20'50" West, a distance of 899.18 feet to a point for corner;
South 32°50'09" West, a distance of 339.04 feet to a point for corner;
North 54°21'33" West, a distance of 401.98 feet to a point for corner in the east right-of-way line of Preston Road (State Highway 289 - variable width ROW);
THENCE with said east right-of-way line, South 33°37'47" West, a distance of 423.21 feet to a point for corner;

THENCE leaving said east right-of-way line, the following courses and distances to wit:
South 54°19'15" East, a distance of 408.23 feet to a point for corner;
South 00°03'08" East, a distance of 3183.53 feet to a point for corner in the centerline of said U.S. Highway 380;

THENCE with said centerline, the following courses and distances to wit:
South 89°12'47" West, a distance of 2794.95 feet to a point for corner;
South 89°46'43" West, a distance of 2671.91 feet to the **POINT OF BEGINNING** and containing 621.07 acres of land.

This document was prepared under 22 TAC §663.21, does not reflect the results of an on the ground survey, and is not to be used to convey or establish interests in real property except those rights and interests implied or established by the creation or reconfiguration of the boundary of the political subdivision for which it was prepared.

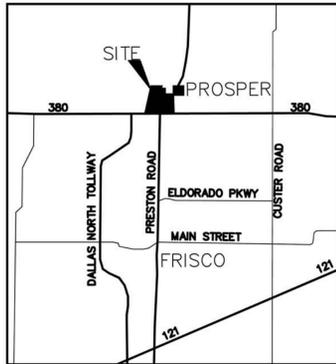
**EXHIBIT "A"
FOR ZONING CASE NO. _____
GATES OF PROSPER
BEING 621.07 ACRES OUT OF THE
COLLIN COUNTY SCHOOL SURVEY, ABSTRACT NO. 147
B. RENISON SURVEY, ABSTRACT NO. 755
J. YARNALL SURVEY ABSTRACT NO. 1038
TOWN OF PROSPER, COLLIN COUNTY, TEXAS**

Applicant:
Kimley-Horn and Associates, Inc.
5750 Genesis Court Suite 200
Frisco, TX 75034
972-335-3580
972-335-3779
Contact : Frank Abbott

Owner:
Blue Star Allen Land, L.P.
8000 Warren Parkway
Bldg. 1, Suite 100
Frisco, TX 75034
Ph. 972-335-6800

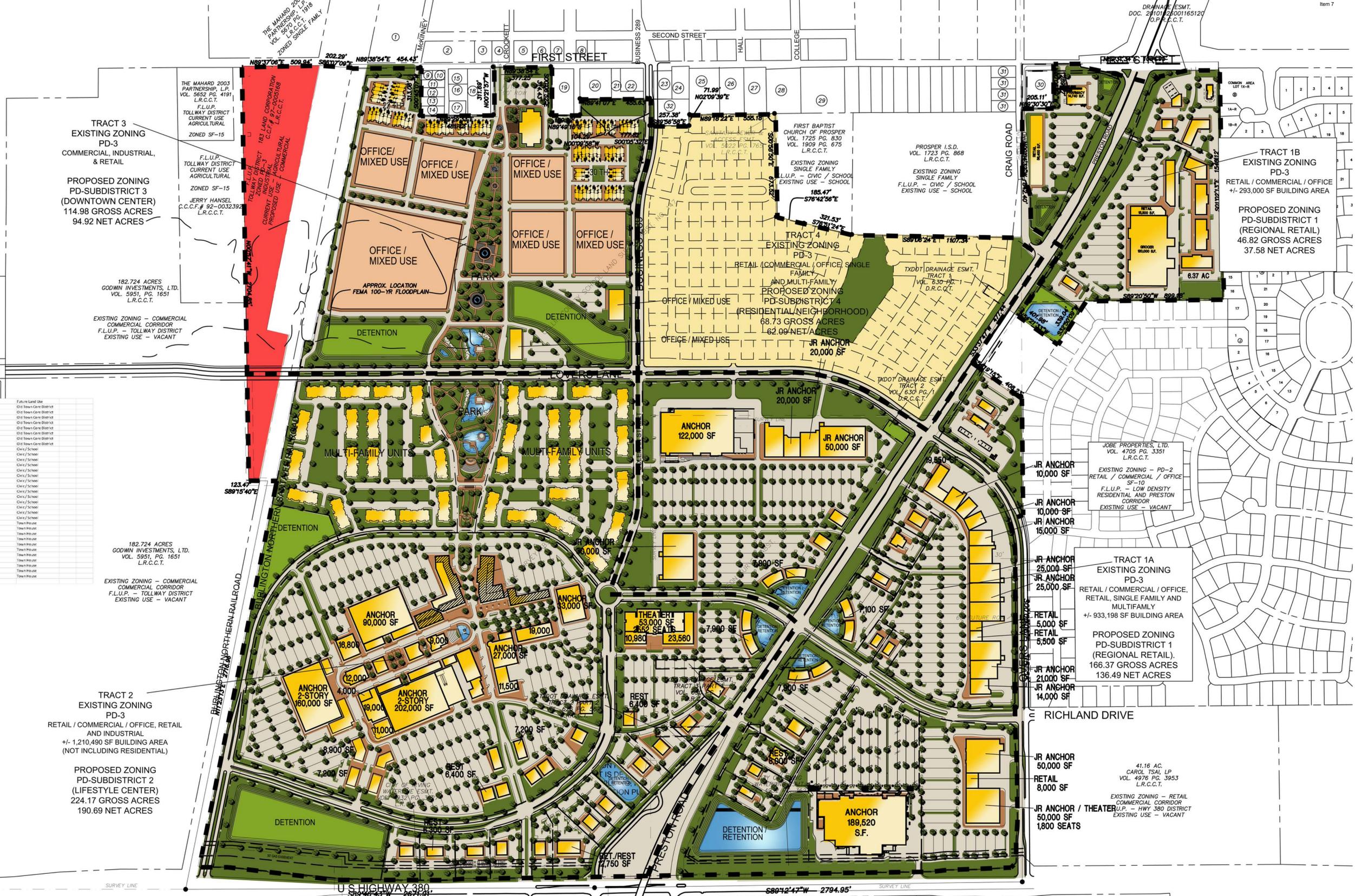
Owner:
163 Land Corporation, Inc.
8000 Warren Parkway
Bldg. 1, Suite 100
Frisco, TX 75034
Ph. 972-335-6800

		Kimley-Horn and Associates, Inc.	
12700 Park Central Drive, Suite 1800 Dallas, Texas 75252		Tel. No. (972) 770-1300 Fax No. (972) 239-3820	
Scale	Drawn by	Checked by	Date
1" = 200'	DAB	FGA	7/19/2011
Project No.	Sheet No.	Date	Date
68109005	2 OF 2		



VICINITY MAP
PROSPER, TX
NOT TO SCALE

Property ID	Owner	Volume	Page	Doc. No.	Existing Zoning	Existing Land Use	Future Land Use
1	Various Properties	4389	38	876	SP-35	Industrial	Old Town Gate District
2	Ray McGee	5683	4488	57-35	SP-35	Residential	Old Town Gate District
3	Kelley Williams	5683	4298	57-35	SP-35	Residential	Old Town Gate District
4	Antonio Cruz	52-0035840		57-35	SP-35	Residential	Old Town Gate District
5	M. S. Darden Estate			57-35	SP-35	Residential	Old Town Gate District
6	Maure Sough	4568	140	57-35	SP-35	Residential	Old Town Gate District
7	Monetta Soto			57-35	SP-35	Residential	Old Town Gate District
8	Warren Management	20061228000023700	57-35	SP-35	Residential	Old Town Gate District	
9	Dani Nix Trust	14-004898		57-35	SP-35	Residential	Civic / School
10	Jason Barba	3848	4418	57-35	SP-35	Residential	Civic / School
11	Steph Hester	1982	2059	57-35	SP-35	Residential	Civic / School
12	Jose Granados	97-0000298		57-35	SP-35	Residential	Civic / School
13	Jose Granados	97-0000299		57-35	SP-35	Residential	Civic / School
14	Jose Granados	1395	384	57-35	SP-35	Residential	Civic / School
15	Jose Granados	4331	2501	57-35	SP-35	Residential	Civic / School
16	Jose Granados	2007050900000000000	57-35	SP-35	Residential	Civic / School	
17	Jose Granados	2007050900000000000	57-35	SP-35	Residential	Civic / School	
18	Jose Granados	2007050900000000000	57-35	SP-35	Residential	Civic / School	
19	Jose Granados	2007050900000000000	57-35	SP-35	Residential	Civic / School	
20	First Presbyterian Church	1430	192	57-35	SP-35	Church	Civic / School
21	First Presbyterian Church	838	296	57-35	SP-35	Church	Civic / School
22	First Presbyterian Church	180	629	57-35	SP-35	Church	Civic / School
23	Victoria Bell	2006060400000000000	57-35	SP-35	Residential	Town House	Town House
24	McHenry Investments	2006060400000000000	57-35	SP-35	Residential	Town House	Town House
25	J.M. Carpenter	2006060400000000000	57-35	SP-35	Residential	Town House	Town House
26	Monte Kaufman	2904	892	57-35	SP-35	Residential	Town House
27	First Baptist Church Prosper	5624	8384	57-35	SP-35	Church	Town House
28	Ernest Mahand			57-35	SP-35	Vacant	Town House
29	Manard Egg Farm			57-35	SP-35	Commercial	Town House
30	First Baptist Church Prosper	1725	830	57-35	SP-35	Church	Town House
31	GS&I Investments	5435	6499	2007070900000000000	57-35	Residential	Town House
32	Prosper Coll. LLC			2006060400000000000	57-35	Residential	Town House



TRACT 3
EXISTING ZONING PD-3
COMMERCIAL, INDUSTRIAL, & RETAIL

PROPOSED ZONING PD-SUBDISTRICT 3 (DOWNTOWN CENTER)
114.98 GROSS ACRES
94.92 NET ACRES

182.724 ACRES
GODWIN INVESTMENTS, LTD.
VOL. 5951, PG. 1651
L.R.C.C.T.

EXISTING ZONING - COMMERCIAL
COMMERCIAL CORRIDOR
F.L.U.P. - TOLLWAY DISTRICT
EXISTING USE - VACANT

182.724 ACRES
GODWIN INVESTMENTS, LTD.
VOL. 5951, PG. 1651
L.R.C.C.T.

EXISTING ZONING - COMMERCIAL
COMMERCIAL CORRIDOR
F.L.U.P. - TOLLWAY DISTRICT
EXISTING USE - VACANT

TRACT 2
EXISTING ZONING PD-3
RETAIL / COMMERCIAL / OFFICE, RETAIL AND INDUSTRIAL
+/- 1,210,490 SF BUILDING AREA (NOT INCLUDING RESIDENTIAL)

PROPOSED ZONING PD-SUBDISTRICT 2 (LIFESTYLE CENTER)
224.17 GROSS ACRES
190.69 NET ACRES

TRACT 1B
EXISTING ZONING PD-3
RETAIL / COMMERCIAL / OFFICE
+/- 293,000 SF BUILDING AREA

PROPOSED ZONING PD-SUBDISTRICT 1 (REGIONAL RETAIL)
46.82 GROSS ACRES
37.58 NET ACRES

JOBE PROPERTIES, LTD.
VOL. 4705 PG. 3351
L.R.C.C.T.

EXISTING ZONING - PD-2
RETAIL / COMMERCIAL / OFFICE
SF-10
F.L.U.P. - LOW DENSITY
RESIDENTIAL AND PRESTON
CORRIDOR
EXISTING USE - VACANT

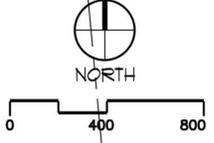
TRACT 1A
EXISTING ZONING PD-3
RETAIL / COMMERCIAL / OFFICE,
RETAIL, SINGLE FAMILY AND
MULTIFAMILY
+/- 933,198 SF BUILDING AREA

PROPOSED ZONING PD-SUBDISTRICT 1 (REGIONAL RETAIL)
166.37 GROSS ACRES
136.49 NET ACRES

41.16 AC.
CAROL TSAI, LP
VOL. 4976 PG. 3953
L.R.C.C.T.

EXISTING ZONING - RETAIL
COMMERCIAL CORRIDOR
F.L.U.P. - HWY 380 DISTRICT
EXISTING USE - VACANT

NOTE:
THE THOROUGHFARE ALIGNMENT(S) SHOWN ON THIS EXHIBIT ARE FOR ILLUSTRATION PURPOSES AND DOES NOT SET THE ALIGNMENT. THE ALIGNMENT IS DETERMINED AT TIME OF FINAL PLAT.
OVERALL BUILDING, PARKING AND LOT LAYOUTS SHOWN ON THIS EXHIBIT ARE FOR ILLUSTRATION PURPOSES AND DO NOT REPRESENT THE FINAL LAYOUT.



GATES OF PROSPER

Planned Development Ordinance



September 2009 (Original Submittal)

Resubmittal June 2011

Resubmittal November 2013

Resubmittal February 2014

Resubmittal March 2014

Resubmittal April 2014

Resubmittal May 2014



Town Council

Ray Smith, Mayor

Meigs Miller, Mayor Pro-Tem, Place 4

Kenneth Dugger, Deputy Mayor Pro-Tem, Place 2

Michael Korbuly, Place 1

Curry Vogelsang Jr., Place 3

Danny Wilson, Place 5

Jason Dixon, Place 6

Planning and Zoning Commission

Mark DeMattia, Chair

Mike McClung, Vice Chair

Rick Turner, Secretary

Craig Moody

Bill Senkel

Bruce Carlin

Chris Keith

Town Staff

Harlan Jefferson, Town Manager

Hulon T. Webb, Jr., P.E., Executive Director of Development & Community Services

Chris Copple, AICP, Director of Development Services

Consultants

O'Brien & Associates Architecture

Kimley-Horn and Associates, Inc.



TABLE OF CONTENTS

PROJECT FOUNDATION.....	1
Relationship to Town of Prosper Comprehensive Plan	1
ZONING REGULATIONS.....	2
Exhibit A—Zoning Exhibit & Legal Description.....	2
Exhibit B—Statement of Intent and Purpose.....	5
Exhibit C—Planned Development Standards	6
<i>Planned Development General Provisions</i>	7
<i>Subdistrict 1—Regional Retail</i>	8
<i>Subdistrict 2—Lifestyle Center</i>	13
<i>Subdistrict 3—Downtown Center</i>	25
<i>Subdistrict 4—Residential Neighborhood</i>	32
<i>General Requirements</i>	35
<i>Permitted Use Matrix</i>	41
<i>Infrastructure Design Standards</i>	51
<i>Definitions</i>	52
Exhibit E—Development Schedule	54
Exhibit F—Supplemental Design Guidelines	56
<i>Design Principles</i>	57
<i>Site Design</i>	58
<i>Building Design</i>	59
<i>Public Realm Design</i>	61
<i>Urban Residential Development Guidelines</i>	62
APPENDICES	
Appendix A—Zoning Exhibit & Legal Description (Exhibit “A”)	
Appendix B—Conceptual Development Plan (Exhibit “D”)	



RELATIONSHIP TO TOWN OF PROSPER COMPREHENSIVE PLAN

Pursuant to Section 1.2 of the Town of Prosper Zoning Ordinance, zoning regulations and districts are established in accordance with an adopted Comprehensive Plan. The proposed Planned Development being an amendment to the Town of Prosper Zoning Ordinance, is consistent with the Town's Comprehensive Plan.

The proposed PD mirrors the specifications and intent of the Town Center District, as defined in the Comprehensive Plan, providing for mixed uses as well as retail and commercial development. It specifically meets Goal No. 1 of the Comprehensive Plan by providing a variety of land uses which will lead to a more diverse tax base. It will be an environment which encourages a desired lifestyle for residents to live, work, shop, eat and relax. It also provides for the desired transitional uses leading into the Town's Old Town District.



EXHIBIT "A"
ZONING EXHIBIT & LEGAL DESCRIPTION

The Zoning Exhibit and legal description of the area within the proposed Planned Development is included in Appendix 'A' as Exhibit 'A'.

{This space intentionally left blank}

**LEGAL DESCRIPTION****621.07 ACRES**

BEING of a tract of land out of the ED BRADLEY SURVEY, Abstract No. 86, the COLLIN COUNTY SCHOOL LAND SURVEY, Abstract No. 147, the B. RENISON SURVEY, Abstract No. 755 and the JOHN YARNELL SURVEY, Abstract No. 1038, in the Town of Prosper, Collin County, Texas, being all of the 16.496 acre Tract Five, all of the 125.92 acre Tract Six, being all of the 123.85 acre Tract Seven, all of the 10.068 acre Tract Eight, all of the 27.672 acre Tract Nine, all of the 99.96 acre Tract Ten recorded in Collin County Clerk's File No. 97-0005168 of the Land Records of Collin County, Texas and being part of the 157.13 acre tract of land described in deed to Blue Star Allen Land, L.P., recorded in Volume 6074, Page 2102 of the Deed Records of Collin County, Texas, Being all of the 0.38 acre tract of land described in deed to Blue Star Land, Ltd. Recorded in Document No. 20100809000819450 of the Official Public Records of Collin County, Texas and being more particularly described as follows;

BEGINNING at a point for the intersection of the centerline of U.S. Highway 380 (variable width ROW) and the centerline of the Burlington Northern Railroad (100' ROW at this point);

THENCE with said centerline of the Burlington Northern Railroad, North $11^{\circ}23'13''$ East, a distance of 2716.96 feet to a point for corner;

THENCE leaving the centerline of the Burlington Northern Railroad, the following courses and distances two wit:

South $89^{\circ}15'40''$ West, a distance of 123.47 feet to a point for corner;

North $00^{\circ}57'41''$ West, a distance of 2704.85 feet to a point in the centerline of First Street;

THENCE with the centerline of First Street, the following courses and distances to with:

North $89^{\circ}37'06''$ East, a distance of 509.94 feet to a point for corner;

South $86^{\circ}07'09''$ East, a distance of 202.29 feet to a point for corner;

North $89^{\circ}38'54''$ East, a distance of 454.43 feet to a point for corner;

THENCE leaving said centerline, the following courses and distances to wit:

South $00^{\circ}45'07''$ West, a distance of 313.06 feet to a point for corner;

North $89^{\circ}29'33''$ East, a distance of 481.12 feet to a point for corner;

North $00^{\circ}21'57''$ West, a distance of 311.69 feet to a point for corner in the centerline of said First Street;

THENCE with the centerline of First Street, North $89^{\circ}38'54''$ East, a distance of 377.25 feet to a point for corner;

THENCE leaving said centerline, the following courses and distances to wit:

South $00^{\circ}06'52''$ East, a distance of 314.43 feet to a point for corner;

North $89^{\circ}49'10''$ East, a distance of 189.92 feet to a point for corner;

North $00^{\circ}09'58''$ West, a distance of 104.29 feet to a point for corner;

North $89^{\circ}41'07''$ East, a distance of 455.63 feet to a point for corner in the centerline of Coleman Street;

THENCE with the centerline of said Coleman Street, South $00^{\circ}05'32''$ East, a distance of 177.82 feet to a point for corner;



THENCE leaving said centerline, the following courses and distances to wit:

South 89°56'58" East, a distance of 257.38 feet to a point for corner;
 North 02°09'39" East, a distance of 71.99 feet to a point for corner;
 North 89°18'22" East, a distance of 555.18 feet to a point for corner;
 South 00°58'50" East, a distance of 673.52 feet to a point for corner;
 South 76°42'56" East, a distance of 185.47 feet to a point for corner;
 South 76°51'24" East, a distance of 321.53 feet to a point for corner;
 South 89°06'24" East, a distance of 1107.37 feet to a point for corner in the centerline of Craig Road;

THENCE with the centerline of said Craig Road, North 00°04'32" East, a distance of 842.40 feet to a point for corner;

THENCE leaving said centerline, the following courses and distances to wit:

North 89°30'30" East, a distance of 205.11 feet to a point for corner;
 North 00°05'59" West, a distance of 299.98 feet to a point for corner in the centerline of said First Street;

THENCE with the centerline of First Street, North 89°31'34" East, a distance of 1084.95 feet to a point for corner;

THENCE leaving the centerline of said First Street, the following courses and distances to wit:

South 01°02'13" East, a distance of 1546.12 feet to a point for corner;
 South 89°20'50" West, a distance of 899.18 feet to a point for corner;
 South 32°50'09" West, a distance of 339.04 feet to a point for corner;
 North 54°21'333" West, a distance of 401.98 feet to a point for corner in the east right-of-way line of Preston Road (State Highway 289 – variable width ROW);

THENCE with said east right-of-way line, South 33°37'47" West, a distance of 423.21 feet to a point for corner;

THENCE leaving said east right-of-way line, the following courses and distances to wit:

South 54°19'15" East, a distance of 408.23 feet to a point for corner;
 South 00°03'08" East, a distance of 3183.53 feet to a point for corner in the centerline of said U.S. Highway 380;

THENCE with said centerline, the following courses and distances to wit:

South 89°12'47" West, a distance of 2794.95 feet to a point for corner;
 South 89°46'43" West, a distance of 2671.91 feet to the POINT OF BEGINNING and containing 621.07 acres of land.



EXHIBIT "B"

PLANNED DEVELOPMENT STATEMENT OF INTENT & PURPOSE

The purpose of the proposed Planned Development District is to accommodate a mix of office, retail, personal service, residential and community activities by providing four individual but integrated Subdistricts. This will be accomplished through the incorporation of the Planned Development Standards and Design Guidelines contained in Exhibits C and F, respectively. Although the Planned Development Standards provide criteria for development within each distinct Subdistrict, the Standards are formulated in such a manner as to allow each Subdistrict to develop as one integral part of the collective Planned Development.

The Conceptual Development Plan includes vehicular and pedestrian linkages that serve both functional and aesthetic roles. The proposed thoroughfare system has been designed to allow for safe and efficient vehicular circulation internal to the site as well as to connect to the existing thoroughfare system external to the development. Furthermore, focal points and terminuses have been provided within the thoroughfare system and pedestrian linkages to enhance the visual aesthetic of the overall design. Pedestrian scale design elements will also be incorporated into the site design in order to foster high quality street and sidewalk environments.

An essential element to the overall site is the incorporation of an open space system to provide for both active and passive recreational opportunities. The open space system will consist of landscape and hardscape elements such as plazas, greens, trails, pathways and parks for the residents and visitors of the development. These elements within the proposed development will be ultimately located so as to provide recreational opportunities within convenient proximity to as many users as possible.

The standards contained within this Planned Development District will help to achieve the vision for the overall development. These standards have been formulated so as to provide specificity where necessary and provide flexibility to allow for creative design.

{This space intentionally left blank}



EXHIBIT "C"
PLANNED DEVELOPMENT STANDARDS



1.0 PLANNED DEVELOPMENT GENERAL PROVISIONS

1.1 GENERAL

The purpose of the proposed Planned Development District is to accommodate a mix of office, retail, personal service, residential and community activities to serve the needs of the new residents as well as the existing residents in the general area. Terms used in this ordinance shall have the same definition as given in Town of Prosper Zoning Ordinance (Ordinance 05-20), in effect at the time of adoption of this Planned Development Ordinance, unless otherwise defined herein.

1.2 SUBDISTRICTS DEFINED

1.3.1 Subdistrict 1—Regional Retail. Subdistrict 1, as depicted on the Conceptual Development Plan (Exhibit D) shall serve the purpose of providing for the needs of the community by facilitating the development of regional-serving retail, personal service, and office uses.

1.3.2 Subdistrict 2—Lifestyle Center. Subdistrict 2, as depicted on the Conceptual Development Plan (Exhibit D) shall serve the purpose of providing a compact, neighborhood and pedestrian scale mixture of office, retail, personal service, residential and community activities on single or contiguous building sites.

1.3.3 Subdistrict 3—Downtown Center. Subdistrict 3, as depicted on the Conceptual Development Plan (Exhibit D) shall serve the purpose of providing an active living and working community benefiting and enhancing the existing downtown area located on the north side of First Street.

1.3.4 Subdistrict 4—Residential Neighborhood. Subdistrict 4, as depicted on the Conceptual Development Plan (Exhibit D) shall serve the purpose of providing a planned residential community to serve the needs of the Town by facilitating a range of housing opportunities (e.g., Single-family detached).



2.0 SUBDISTRICT 1—REGIONAL RETAIL

2.1 GENERAL PURPOSE AND DESCRIPTION

The *Regional Retail* Subdistrict will serve the purpose of providing for the needs of the community by facilitating the development of regional-serving retail, personal service, and office uses. The development standards included in this Subdistrict are generally consistent with the Retail, Commercial and Office zoning districts in the existing Town of Prosper Zoning Ordinance. The Design Guidelines and architectural standards are intended to define the design theme for this Subdistrict as well as to integrate with adjacent Subdistricts. The uses that will be permitted in this Subdistrict will assist in meeting the intent of providing a regional retail district, personal service, hotel and office uses. Residential uses are not anticipated in this Subdistrict.

2.2 SITE CRITERIA

2.2.1 *Property Development Regulations.* The proposed land uses shall conform to the property development regulations in Tables 2-1 and 2-2.

Table 2-1. Size of Yards

Land Use ⁽¹⁾	Front	Side	Corner	Rear
Retail	30 ft.	(2)	30 ft.	(2)
Commercial	30 ft.	(2)	30 ft.	(2)
Office	30 ft.	(2)	30 ft.	(2)

Notes

1. Refer to Section 8.0 for definitions pertaining to Retail, Commercial, Office and Mixed Use Land Uses.
2. Minimum setback of 15 feet adjacent to a nonresidential district. Minimum setback of 40 feet for a one story building and 60 feet for a two story building adjacent to a residential district. Setback may be eliminated for attached buildings.

Table 2-2. Size of Lots and Lot Coverage

Land Use ⁽¹⁾	Minimum Lot Area	Minimum Lot Width	Minimum Lot Depth ⁽²⁾	Maximum Lot Coverage	Maximum FAR
Retail	10,000 sq. ft.	100 ft.	100 ft.	40% ⁽³⁾	0.4:1.0
Commercial	10,000 sq. ft.	100 ft.	100 ft.	50% ⁽³⁾	0.5:1.0
Office	7,000 sq. ft.	70 ft.	100 ft.	50% ⁽³⁾	1.5:1.0

Notes

1. Refer to Section 8.0 for definitions pertaining to Retail, Commercial, Office and Mixed Use Land Uses.
2. Mutual access agreements may be allowed to satisfy legal frontage requirements for individual lots which do not have legal frontage requirements along a public right of way with Town staff approval (Director of Development Services).
3. Includes main buildings. Parking structures and surface parking facilities shall be excluded from the coverage computations.

2.2.2 *Parking.* Refer to Section 6.3 of this Ordinance for the general requirements pertaining to parking standards.



2.3 BUILDING CRITERIA

2.3.1 Maximum Building Height. All structures in Subdistrict 1 shall conform to the building height requirements set forth in Table 2-3 below. Building height shall be measured to the highest point of a roof surface.

Table 2-3. Maximum Building Height

Building Type	Height ⁽¹⁾	# Stories
Non-Residential	40 ft.	2

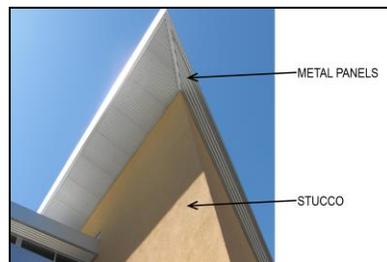
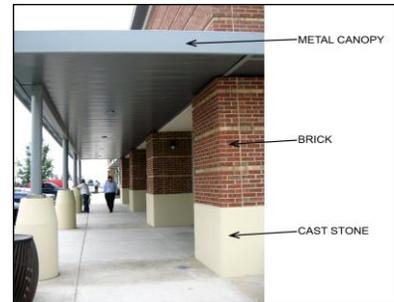
Notes

1. Non-habitable elements integral to the design of buildings shall be allowed to exceed the height limit in accordance with Ordinance Chapter 4 Section 9.5.

2.3.2 Maximum Building Length. There shall be no maximum length for buildings located within Subdistrict 1. However, all buildings shall be required to conform to the Building Articulation standards set forth in the Town’s zoning ordinance.

2.3.3 Building Materials. Exterior materials used in the construction of buildings shall comply with the following standards.

- a. All building façade’s shall be architecturally finished with 100% masonry with an allowance for up to 10% secondary materials. Masonry finishes include clay fired brick, natural and manufactured stone, cast stone, granite, marble, architectural concrete block, textured and painted concrete tilt-wall. Textured and painted concrete tilt-wall shall be limited to 50% on the front façade and 75% on the side façades. Windows, doors and accent materials shall be excluded from the façade area for the purposes of calculating percentages.



- b. No single material shall exceed more than eighty (80) percent of an elevation area. A minimum of twenty-five (25) percent of the front and side façades shall be natural or manufactured stone. A minimum of ten (10) percent of the rear façade shall be natural or manufactured stone if facing a public right-of-way unless a landscape screen consisting of a double row of evergreen canopy trees is provided along the right-of-way or an eight (8) foot masonry screening wall is provided along the right-of-way.



GATES OF PROSPER

c. Secondary building materials include EIFS as a cornice, band, medallion, etc., quality wood such as, cedar, redwood, ipe, etc. (for example), tile, ornamental metal, metal canopies, canvas, metal awnings, or stucco. Other secondary materials not specifically noted herein may be allowed only if approved by the Town. EIFS and stucco is not allowed on the first nine (9') feet of a structure.



2.3.4 Window Areas. Shall not exceed 80% of any façade area for buildings located in Subdistrict 1. Windows shall have a maximum exterior visible reflectivity of 10%.

2.3.5 Building Entries. Building entries shall be clearly defined by incorporating distinguishing architectural features, awnings, canopies, lighting, signage or building articulation.



2.3.6 Awnings, Canopies, Arcades and Overhangs. These elements shall be designed and materials shall be used to complement the building design. They should be located to be as functional as possible, and with consideration to landscape areas that may be impacted by their placement.



2.3.7 Above-Grade Structured Parking. When structured garages are provided, sufficient access from the right-of-way, or fire lane and access easements shall be provided. Entrances and exits shall be clearly marked for vehicles as well as pedestrians. The exterior façade of the parking structure if visible from the street, shall incorporate similar design elements and finishes as the surrounding buildings in order to minimize the visual impact and shall be designed to minimize visibility from the street.

Parking structures should be oriented in a manner to avoid a general site line from the intersection of Preston/US 380 unless otherwise approved by the Town.

2.4 PERMITTED USES

2.4.1 General. The following general conditions shall apply to Subdistrict 1.

a. Big Box uses are permitted by right within Subdistrict 1.

2.4.2 Permitted Use Matrix. The permitted uses within Subdistrict 1 shall be in accordance with the Permitted Use Matrix in Section 6.6 of this Ordinance.

2.5 CONCEPTUAL RENDERING

The conceptual renderings provided herein are representative of the material architectural elements that are intended to be incorporated into the proposed retail development when constructed under the architectural standards of this ordinance. These renderings are provided for illustrative purposes and are not intended to be interpreted as exact representations of the proposed development.





GATES OF PROSPER





3.0 SUBDISTRICT 2—LIFESTYLE CENTER

3.1 GENERAL PURPOSE AND DESCRIPTION

The *Life Style* Subdistrict will serve the purpose of providing a compact, neighborhood and pedestrian-scale mixture of office, retail, personal service, residential and community activities on single or contiguous building sites. The development standards for non-residential and mixed-use development included in this Subdistrict are generally consistent with the Retail and Office zoning districts in the existing Town of Prosper Zoning Ordinance, while the development standards for residential development are generally consistent with the Townhome and Multifamily zoning districts in the existing Town of Prosper Zoning Ordinance. The Design Guidelines and architectural standards are intended to define the “Town Center” design theme for this Subdistrict by providing opportunities for mixed-use development that includes both vertical and/or horizontal integration. Urban design elements will be incorporated into the construction of the multifamily developments within this project. Buildings will be designed to provide active street-fronts that encourage pedestrian activity. The buildings will be arranged such that the viewing of any surface, and/or structured parking is minimal from the surrounding public streets. These developments will be amenitized with carefully arranged, high-quality open spaces to provide a maximum number of premium units while also providing a high level of connectivity to the overall development. The provision of centrally located open space elements coupled with the proposed development standards will allow for a pedestrian-friendly community. This lifestyle center is intended to be unique in nature to create an image which will encourage a regional draw from throughout the Metroplex. It may also include entertainment type uses as well as Big Box users which would attract patrons from other Cities in and around the Metroplex.

3.2 SITE CRITERIA

3.2.1 Property Development Regulations. The proposed land uses and housing types shall conform to the property development regulations in this Section. The proposed land uses within Subdistrict 2 may utilize the Urban Standards in Tables 3-3, 3-4 and 3-5. In addition, where Urban Standards are utilized, these standards shall apply to an entire block length so as not to disrupt the continuity of the streetscape.

Table 3-1. Size of Yards

Land Use/Housing Type⁽¹⁾	Minimum Front⁽⁵⁾	Minimum Side	Minimum Corner⁽⁵⁾	Minimum Rear
Retail	5 ft.	(2)	5 ft.	(2)
Commercial	5 ft.	(2)	5 ft.	(2)
Office	5 ft.	(2)	5 ft.	(2)
Mixed Use	5 ft.	(2)	5 ft.	(2)
Townhome ⁽³⁾	5 ft.	5 ft. ⁽⁴⁾	5 ft.	20 ft.
Multifamily, Urban Living	5 ft.	(2,4)	5 ft.	(2)

Notes

1. Refer to Section 8.0 for definitions pertaining to Retail, Commercial, Office and Mixed Use Land Uses.
2. Minimum setback of 10 feet adjacent to a nonresidential district. Minimum setback of 25 feet adjacent to a residential district. Setback may be eliminated for attached buildings.
3. Vehicular access for Townhomes shall be provided at the rear of the unit via alleys
4. A minimum building separation of 15 feet is required between buildings. Zero feet



between individual attached units.

5. Additional area needed for sidewalks, outdoor dining, landscaping, etc. may be provided within public ROW and/or easements of the adjacent roadways upon approval by Town staff.

Table 3-2. Size of Lots and Lot Coverage—Non-Residential & Mixed Use

Land Use⁽¹⁾	Minimum Lot Area	Minimum Lot Width	Minimum Lot Depth	Maximum Lot Coverage	Maximum FAR
Retail	10,000 sq. ft.	100 ft.	100 ft.	90% ⁽²⁾	0.6:1.0
Commercial	10,000 sq. ft.	100 ft.	100 ft.	90% ⁽²⁾	3.0:1.0
Office	7,000 sq. ft.	70 ft.	100 ft.	90% ⁽²⁾	5.0:1.0
Mixed Use (Vertical)	10,000 sq. ft.	100 ft.	100 ft.	100% ⁽²⁾	5.0:1.0

Notes

1. Refer to Section 8.0 for definitions pertaining to Retail, Commercial, Office and Mixed Use Land Uses.
2. Includes main buildings. Parking structures and surface parking facilities shall be excluded from the coverage computations. Open space requirements can be accounted for as per section 6.2.2.

Table 3-3. Size of Lots and Lot Coverage—Residential

Housing Type	Minimum Lot Area	Minimum Lot Width	Minimum Lot Depth	Maximum Lot Coverage	Maximum Density
Townhome	2,500 sq. ft.	20 ft.	90 ft.	90%	10 du/ac
Multifamily, Urban Living ⁽²⁾	10,000 sq. ft.	80 ft.	100 ft.	90% ⁽¹⁾	N/A

Notes

1. Includes main building, accessory buildings and structured parking facilities.
2. Minimum density requirement of 24 du/ac (net) excluding mixed-use vertical structures which combine retail, office, etc. with residential units.

3.2.2 Minimum Dwelling Area.

- a. Townhome. The minimum dwelling area shall be 1,500 square feet and a minimum 2 story.
- b. Multifamily. The minimum dwelling area for a one bedroom unit shall be 700 square feet; a two bedroom unit shall be 850 square feet. Additional bedrooms shall provide an additional 150 square feet per bedroom.

3.2.3 Maximum Residential Dwelling Units. The maximum number of multi-family residential dwelling units allowed within Sudistrict 2 shall be 600 units. However, the maximum allowed number of multifamily units in this subdistrict shall be reduced by the number of multifamily dwelling units constructed in any other subdistrict, such that the maximum allowable number of multifamily units for this Planned Development District does not exceed 600 units. The maximum number of townhome dwelling units allowed within Sudistrict 2 shall be 150 units. However, the maximum allowed number of townhome units in this subdistrict shall be reduced by the number of townhome units



constructed in any other subdistrict, such that the maximum allowable number of townhome units for this Planned Development District does not exceed 150 units.

3.2.4 Timing Requirements for Multifamily Construction. Upon the issuance by the Town of Certificates of Occupancy for at least 300,000 square feet of retail development the developer may construct up to 300 multifamily units and up to 150 Townhome units. Upon the issuance by the Town of Certificates of Occupancy for at least 600,000 square feet of retail the developer may construct up to a total of 600 multifamily units.

3.2.5 Parking. Refer to Section 6.3 of this Ordinance for the general requirements pertaining to parking standards.

3.3 BUILDING CRITERIA

3.3.1 Maximum Building Height. All structures in Subdistrict 2 shall conform to the building height requirements set forth in Table 3-7 below. Building height shall be measured to the highest point of a roof surface.

Table 3-6. Maximum Building Height

Building Type	Height ⁽¹⁾	# Stories
Non-Residential ⁽²⁾	80 ft.	5
Hotel	145 ft.	12
Office	145 ft.	12
Mixed Use (Vertical)	80 ft.	5
Townhome	40 ft.	3 ⁽⁶⁾
Multifamily, Urban Living ⁽³⁾	80 ft.	5 ⁽⁴⁾
Parking Structures ⁽⁵⁾	80 ft.	4

Notes

1. Non-habitable elements integral to the design of buildings shall be allowed to exceed the height limit in accordance with the Town's Zoning Ordinance Chapter 4, Section 9.5.
2. Includes all non-residential buildings except hotel, office buildings and mixed use. Hospitals will have an allowed height of 12 stories.
3. Refer to Section 8.0 for definition of building type.
4. No structure shall exceed two stories or 40' when located 150 feet or less from a single family zoning district.
5. Main parking structure should not exceed the height of adjacent building it is serving. The maximum allowed height is reduced to 40' if predominately visible to public ROW unless otherwise approved by the Town.
6. The minimum height of a townhome is 2 stories.

3.3.2 Maximum Building Length. There shall be no maximum length for buildings located within Subdistrict 2. However, all buildings shall be required to conform to the Building Articulation standards set forth in Section 3.3.7.

3.3.3 Building Materials. Exterior materials used in the construction of buildings shall comply with the following standards.

- a. Non-Residential and Multifamily building types shall comply with the following standards:



GATES OF PROSPER

1. All building façade's shall be architecturally finished with 100% masonry with an allowance for up to 10% secondary materials. Masonry finishes include clay fired brick, natural and manufactured stone, cast stone, granite, marble, architectural concrete block, textured and painted concrete tilt-wall (non-residential building types only), and stucco (only allowed 9' above grade). Textured and painted concrete tiltwall shall be limited to 50% on the front façade and 75% on the side façades. Windows, doors, porches, gables, balconies and accent materials shall be excluded from the façade area for the purposes of calculating primary building materials.



2. The front and side facades of all multifamily buildings shall be finished with a minimum twenty (20) percent natural or manufactured stone or integral color split-faced rock.
3. The front and side facades of all non-residential buildings shall be finished with a minimum of twenty-five (25) percent natural or manufactured stone.
4. Windows, doors, porches, gables, balconies and accent materials shall be excluded from the façade area for the purposes of calculating primary building materials.



- b. Townhome building types shall comply with the following standards.
1. The exterior facades shall be constructed at 100% masonry. Masonry finishes include clay fired brick, natural and manufactured stone, cast stone, stucco, and cementitious fiber board (not to exceed 50% of 2nd story, in a different vertical plane and above of any façade area). Windows, doors and dormers shall be excluded from the façade area for the purpose of calculating primary building materials.
 2. Townhomes shall be a minimum of two stories.
 3. Each townhome unit shall have an attached garage. Garages shall open to the rear of the townhome and shall not face the public right-of-way.

Conceptual Photos – The photos below are provided as illustrative examples of the urban-style townhome construction described herein. These photos are not intended to be interpreted as exact representations of the proposed development, rather they are representative of the material architectural elements intended to be incorporated into this development.





GATES OF PROSPER



3.3.4 Window Areas. Shall not exceed 80% of any façade area for buildings located in Subdistrict 2. Windows shall have a maximum exterior visible reflectivity of 10%.

3.3.5 Building Entries. Building entries shall be clearly defined by incorporating distinguishing architectural features, awnings, canopies, lighting, signage or building articulation.



3.3.6 Awnings, Canopies, Arcades and Overhangs. These elements shall be designed and materials shall be used to complement the building design. They should be located to be as functional as possible, and with consideration to landscape areas that may be impacted by their placement.



3.3.7 Building Articulation.

- a. **Town Center.** The Town Center is envisioned as a vibrant mixed use area at the heart of Subdistrict 2, combining retail, restaurant, entertainment, living and working into a pedestrian oriented destination not only for the “Gates” neighborhood but also for the surrounding communities. To create an intimate pedestrian environment, buildings should be designed to incorporate articulation both horizontally and vertically at intervals of not more than 30 feet. Acceptable forms of articulation shall include the following:

1. Canopies, awnings, or porticos
2. Wall recesses / projections
3. Arcades
4. Arches
5. Display windows
6. Architectural details, such as tile work and moldings, integrated into the building façade
7. Articulated ground floor levels or base
8. Articulated cornice line
9. Integrated planters or wing walls that incorporate landscape and sitting areas
10. Offsets, reveals or projecting rib used to express architectural or structural bays
11. Varied roof heights



- b. **Large Peripheral Buildings.** All nonresidential buildings greater than 50,000 sf with facades that face a street, have an entrance, or are highly visible from roads or parking fields shall incorporate changes in wall plane with a depth of at least 6 feet, both horizontally and vertically, at intervals of not more than 100 feet.

Building façades that do not face a street or are not visible from roads or parking fields shall incorporate one of the following:

1. Repeating pattern of wall recesses and projections, pilasters, offsets or reveals.
2. Changes of color, texture or material either horizontally or vertically at intervals of not more than 60 feet.

3.3.8 Above-Grade Structured Parking. When structured garages are provided, sufficient access from the right-of-way or fire lane and access easement shall be provided. Entrances and exits shall be clearly marked for vehicles as well as pedestrians. The exterior façade of the parking structure, if visible from the street, shall incorporate similar design elements and finishes as the surrounding buildings in order to minimize the visual impact and shall be designed to minimize visibility from the street.

Parking structures should be oriented in a manner to avoid a general site line from the intersection of Preston/US 380 unless otherwise approved by the Town.



3.3.9 Projections into Setbacks and/or Rights-of-Way.

- a. The following projections shall be permitted into a building setback or right-of-way for non-residential or mixed-use buildings only.
 1. Ordinary building projections, including, but not limited to water tables, sills, belt courses, pilasters, and cornices may project up to 12 inches beyond a building face or architectural projection into the setback, but not the right-of-way.
 2. Business signs and roof eaves may project up to 36 inches beyond the building face or architectural projection into the setback, but not the right-of-way.
 3. Architectural projections, including balconies, bays, towers, and oriels; show windows (1st floor only); below grade vaults and area-ways; and elements of a nature similar to those listed; may project up to 48 inches beyond the building face into the setback, but not the right-of-way.
 4. Canopies and/or awnings may project from the building face over the entire setback. Additionally, they may be extended into the right-of-way to be within eight inches of the back of curb if used to provide a covered walkway to a building entrance and as long as any canopy/awning support is no closer than 24 inches from the back of curb.
 5. Below-grade footings approved in conjunction with building permits.

Projections as described above shall only be permitted into a building setback or right-of-way provided the following:

1. No projection shall be permitted into a building setback or right-of-way of Preston Road, Lovers Lane, Coleman Street or US Highway 380, or any other major or minor thoroughfare.
 2. Such projections do not extend over the traveled portion of a roadway.
 3. The property owner has assumed liability related to such projections
 4. The property owner shall maintain such projection in a safe and non-injurious manner.
- b. Where balconies, awnings, stoops and front porches are provided for Townhome and multifamily uses, they shall be permitted to encroach a maximum of five feet into the front setback line.

3.4 MULTIFAMILY CRITERIA

Multifamily construction within this development shall conform to the following urban-style criteria:

1. Buildings will be oriented towards perimeter streets such that buildings adjacent to streets with on-street parallel parking shall be constructed to a “build-to” line. That is a line parallel to the street where the primary façade of the building must be built to. The build-to line will be determined during the site planning process based upon the minimum distance that will allow the required landscaping and pedestrian sidewalks to be installed between the building and the adjacent street. In no case shall the build-to line be less than the minimum building setback as provided for herein.
2. A minimum of forty (40) percent of the units will have private garages.

3. On-street parallel parking along public and private streets other than major or minor thoroughfares is required and is allowed to count towards the required parking for the adjacent development.
4. All on-site surface parking will be located towards the interior of the site to minimize viewing from surrounding public streets.
5. Tandem parking (ie. One parking space behind either a garage or carport parking space) shall be allowed and considered in the calculation of the required parking.
6. Front porches and/or stoops are required on facades which front public streets.
7. Stand-alone Multi-Family development will be restricted to the area within Subdistrict 2 that is west of Coleman Street and north of the proposed retail development and/or Richland Boulevard. Any stand-alone Multi-family development in Subdistrict 3 will be restricted to the area west of Coleman and a minimum of 750 feet south of First Street.
8. Sidewalks with a minimum clear width of 6' shall be constructed along all public streets adjacent to multifamily developments. Clear width shall be increased to 7' adjacent to vertical mixed use developments.
9. A buffer region shall be established along all streets having on-street parking. The buffer regions shall have a minimum width of six (6) feet and shall be continuous and located adjacent to the curb. This region shall be planted with street trees located a minimum of four (4) feet from the curb at an average spacing of not more than thirty (30) feet on center. Street trees shall be a minimum of three (3) inch caliper when planted. Root barriers shall be used in conjunction with all street trees.
10. Street furniture consisting of a minimum of a bench and a waste receptacle shall be located within the buffer area in at least one location along each block.

Conceptual Photographs – The following photos are provided as illustrative examples of the urban-style multifamily construction described herein. These photos are not intended to be interpreted as exact representations of the proposed development, rather they are representative of the material architectural elements intended to be incorporated into this development.





GATES OF PROSPER





3.5 PERMITTED USES

3.5.1 General. The following general conditions shall apply to Subdistrict 2.

- a. Big Box uses are permitted by right within Subdistrict 2.

3.5.2 Permitted Use Matrix. The permitted uses within Subdistrict 2 shall be in accordance with the Permitted Use Matrix in Section 6.6 of this Ordinance.



4.0 SUBDISTRICT 3—DOWNTOWN CENTER

4.1 GENERAL PURPOSE AND DESCRIPTION

The *Downtown Center* Subdistrict will serve the purpose of providing an active living and working community benefiting from its proximity to the existing town core and the planned Lifestyle and/or Regional Retail Centers to the south. The development standards for non-residential and mixed-use development included in this Subdistrict are generally consistent with the Retail, Commercial and Office zoning districts in the existing Town of Prosper Zoning Ordinance, while the development standards for residential development are generally consistent with the Townhome and Multifamily zoning districts in the existing Town of Prosper Zoning Ordinance and/or the Life Style Standards outline herein. The Design Guidelines and architectural standards are intended to define the “Downtown Center” design theme for this Subdistrict by providing opportunities to leverage from the entertainment, office and/or retail venues located within and/or adjacent to this Subdistrict. Open space elements will be located so as to provide a central focal element for this Subdistrict, along with a proposed new Town Hall/Governmental Center. The uses that will be permitted in this Subdistrict will allow for a flexibility of options including medical campus, office, civic activities, and complementary residential housing. This area could also be developed as a more traditional business park/governmental center if proven to better fit the market demands for such a use.

4.2 SITE CRITERIA

4.2.1 *Property Development Regulations.* The proposed land uses and housing types shall conform to the property development regulations in this Section. The proposed land uses within Subdistrict 3 may utilize the Traditional Standards in Tables 4-1, and 4-2 or the Urban Standards in Tables 4-3, 4-4 and 4-5. Where Urban Standards are utilized, these standards shall apply to an entire block length so as not to disrupt the continuity of the streetscape.

Table 4-1. Size of Yards

Land Use/Housing Type ⁽¹⁾	Minimum Front ⁽⁶⁾	Minimum Side ⁽⁴⁾	Minimum Corner ⁽⁶⁾	Minimum Rear
Retail	5 ft.	(2)	5 ft.	(2)
Commercial	5 ft.	(2)	5 ft.	(2)
Office	5 ft.	(2)	5 ft.	(2)
Mixed Use (Vertical)	5 ft.	(2)	5 ft.	(2)
Townhome	20 ft. ⁽³⁾	10 ft.	15 ft.	20 ft. ⁽⁵⁾

Notes

1. Refer to Section 8.0 for definitions pertaining to Retail, Commercial, Office and Mixed Use Land Uses.
2. Minimum setback of 10 feet adjacent to a nonresidential district; Minimum setback of 15 feet adjacent to a residential district; Setback may be eliminated for attached buildings.
3. The front setback may be reduced to 10 feet where vehicular access is provided via a rear alley.
4. Side setback shall be zero feet for interior units with a minimum building separation of 10 feet between buildings without openings (e.g., windows) and 15 feet between buildings with openings.
5. The rear setback may be reduced to 10 feet where vehicular access is provided at the front of the unit.



6. Additional area needed for sidewalks, outdoor dining, landscaping, etc. may be provided within public ROW and/or easements of the adjacent roadways upon approval of Town Staff.

Table 4-2. Size of Lots and Lot Coverage—Non-Residential & Mixed Use (Vertical)

Land Use ⁽¹⁾	Minimum Lot Area	Minimum Lot Width	Minimum	Maximum	Maximum FAR
			Lot Depth	Lot Coverage	
Retail	10,000 sq. ft.	70 ft.	100 ft.	50% ⁽²⁾	0.6:1.0
Commercial	10,000 sq. ft.	70 ft.	100 ft.	50% ⁽²⁾	3.0:1.0
Office	7,000 sq. ft.	70 ft.	100 ft.	60% ⁽²⁾	5.0:1.0
Mixed Use (Vertical)	10,000 sq. ft.	70 ft.	100 ft.	100% ⁽²⁾	5.0:1.0

Notes

1. Refer to Section 8.0 for definitions pertaining to Retail, Commercial, Office and Mixed Use Land Uses.
2. Includes main buildings. Parking structures and surface parking facilities shall be excluded from the coverage computations.
3. Structural parking facilities and surface parking lots shall not be included in lot coverage calculations.

Table 4-3. Size of Yards (Urban Standards)

Land Use/Housing Type	Minimum Front	Minimum Side	Minimum Corner	Minimum Rear
Townhome ⁽²⁾	5 ft.	5 ft. ⁽³⁾	5 ft.	20 ft.
Multifamily, Urban Living	5 ft.	(1,3)	5 ft.	(1)

Notes

1. Minimum setback of 10 feet adjacent to a nonresidential district. Minimum setback of 25 feet adjacent to a residential district. Setback may be eliminated for attached buildings.
2. Vehicular access for Townhomes shall be provided at the rear of the unit via alleys.
 - All garage doors are to be cedar/wood clad or equivalent. Metal garage doors are not permitted.
3. A minimum building separation of 15 feet is required.

Table 4-4. Size of Lots and Lot Coverage—Residential

Housing Type	Minimum Lot Area	Minimum Lot Width	Minimum	Maximum	Maximum Density
			Lot Depth	Lot Coverage	
Townhome	2,500 sq. ft.	20 ft.	90 ft.	90%	10 du/ac
Multifamily ⁽²⁾	10,000 sq. ft.	80 ft.	100 ft.	90% ⁽¹⁾	N/A

Notes

1. Includes main building, accessory buildings and structured parking facilities.
2. Minimum density requirement of 24 du/ac (net).



4.2.2 *Minimum Dwelling Area.*

- a. Townhome. The minimum dwelling area shall be 1,500 square feet and a minimum 2 story.
- b. Multifamily. The minimum dwelling area for a one bedroom unit shall be 700 square feet; a two bedroom unit shall be 850 square feet. Additional bedrooms shall provide an additional 150 square feet per bedroom.

4.2.3 *Maximum Residential Dwelling Units.* The maximum number of multi-family residential dwelling units allowed within Subdistrict 3 shall be 300 units. However, the total number of multifamily units for all Subdistricts may not exceed 600 units. The maximum number of Townhome units in Subdistrict 3 shall be 150 units. However, the maximum combined number of Townhome units in all subdistricts may not exceed 150 units. Any residential units not developed within Subdistrict 3 shall be allowed to be developed in Subdistrict 2 provided the density standards for each Housing Type (See Tables 3-3 and 3-5) for Subdistrict 2 are followed.

4.2.4 *Timing Requirements for Multifamily Construction.* Upon the issuance by the Town of Certificates of Occupancy for at least 300,000 square feet of retail development the developer may construct up to 300 multifamily units and up to 150 Townhome units. Upon the issuance by the Town of Certificates of Occupancy for at least 600,000 square feet of retail the developer may construct up to a total of 600 multifamily units.

4.2.5 *Parking.* Refer to Section 6.3 of this Ordinance for the general requirements pertaining to parking standards.

4.3 BUILDING CRITERIA

4.3.1 *Maximum Building Height.* All structures in Subdistrict 3 shall conform to the building height requirements set forth in Table 4-5 below. Building height shall be measured to the highest point of a roof surface.

Table 4-5. *Maximum Building Height* ⁽⁷⁾

Building Type	Height ⁽¹⁾	# Stories
Non-Residential ⁽²⁾	60 ft.	4
Hotel	80 ft.	5
Office	100 ft.	8
Hospital	100 ft.	8
Townhome	40 ft.	3 ⁽⁶⁾
Multifamily, Urban Living ⁽³⁾	80 ft.	5 ⁽⁴⁾
Parking Structures ⁽⁵⁾	80 ft.	4

Notes

1. Non-habitable elements integral to the design of buildings shall be allowed to exceed the height limit by a maximum of 20 feet.
2. Does not include hospitals, hotels, office, or medical office buildings.
3. Refer to Section 8.0 for definition of building type.
4. No structure shall exceed two stories or 40' when located 150 feet or less from a single



family zoning district.

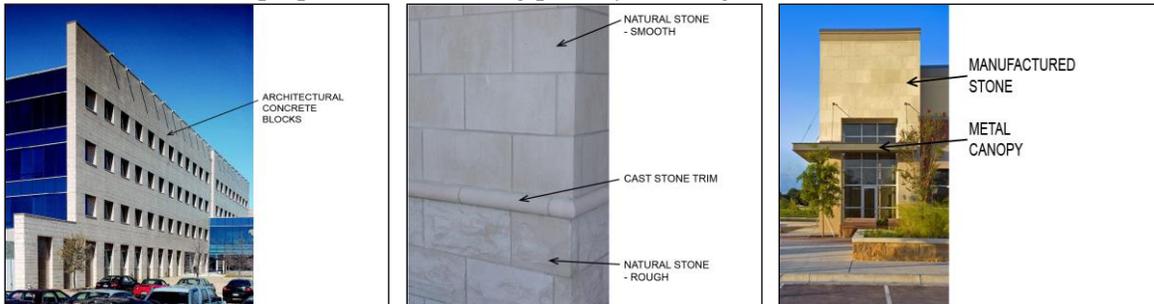
5. Main parking structure should not exceed the height of adjacent building it is serving. The maximum allowed height is reduced to 40' if generally visible to public ROW.
6. The minimum height of a townhome is two-story.
7. No structure within 750' of First Street can exceed 4-stories in height (60 feet max.).

4.3.2 Maximum Building Length. There shall be no maximum length for buildings located within Subdistrict 3. However, all buildings shall be required to conform to the Building Articulation standards set forth in the Town’s zoning ordinance.

4.3.3 Building Materials. Exterior materials used in the construction of buildings shall comply with the following standards.

a. Non-Residential and multifamily building types shall comply with the following standards:

1. All building façade’s shall be architecturally finished with 100% masonry with an allowance for up to 10% secondary materials. Masonry finishes include clay fired brick, natural and manufactured stone, cast stone, granite, marble, architectural concrete block, textured and painted concrete tilt-wall (non-residential building types only), and stucco (only allowed 9’ above grade). Textured and painted concrete tiltwall shall be limited to 50% on the front façade and 75% on side façades. Windows, doors, porches, gables, balconies and accent materials shall be excluded from the façade area for the purposes of calculating primary building materials.



2. The front and side facades of all multifamily buildings shall be finished with a minimum twenty (20) percent natural or manufactured stone or integral color split-faced block.
3. The front and side facades of all non-residential buildings shall be finished with a minimum of twenty-five (25) percent natural or manufactured stone.
4. Windows, doors, porches, gables, balconies and accent materials shall be excluded from the façade area for the purposes of calculating primary building materials.





GATES OF PROSPER

5. All multifamily criteria and conceptual photos in section 3.4 of this ordinance also applies in this subdistrict.



b. Townhome building types shall comply with the following standards.

1. The exterior facades shall be constructed of 100% masonry. Masonry finishes include clay fired brick, natural and manufactured stone, cast stone, stucco, and cementitious fiber board (not to exceed 50% of 2nd story and above of any façade area). Windows, doors, porches, columns and dormers shall be excluded from the façade area for the purpose of calculating primary building materials.
2. Townhomes shall be a minimum of two stories.
3. Each townhome unit shall have an attached garage. Garages shall open to the rear of the townhome and shall not face the public right-of-way.

Conceptual Photos – The photos below are provided as illustrative examples of the urban-style townhome construction described herein. These photos are not intended to be interpreted as exact representations of the proposed development, rather they are representative of the material architectural elements intended to be incorporated into this development.



4.3.4 Window Areas. There shall not exceed 80% of any façade area for buildings located in Subdistrict 3. Windows shall have a maximum exterior visible reflectivity of 10%, unless otherwise approved by the Director of Development Services or his/her designee.

- 4.3.5 Building Entries.** Building entries shall be clearly defined by incorporating distinguishing architectural features, awnings, canopies, lighting, signage or building articulation.



- 4.3.6 Awnings, Canopies, Arcades and Overhangs.** These elements shall be designed and materials shall be used to complement the building design. They should be located to be as functional as possible, and with consideration to landscape areas that may be impacted by their placement.

- 4.3.7 Above-Grade Structured Parking.** When structured garages are provided, sufficient access from the right-of-way shall be provided. Entrances and exits shall be clearly marked for vehicles as well as pedestrians. The exterior façade of the parking structure, if visible from the street, shall incorporate similar design elements and finishes as the surrounding buildings in order to minimize the visual impact and shall be designed to minimize visibility from the street.

Parking structures should be oriented in a manner to avoid a general site line from the intersection of Preston/US 380 unless otherwise approved by the Town.

- 4.3.8 Projections into Setbacks and/or Rights-of-Way.**

- a. The following projections shall be permitted into a building setback or right-of-way for non-residential or mixed-use buildings only.
 1. Ordinary building projections, including, but not limited to water tables, sills, belt courses, pilasters, and cornices may project up to 12 inches beyond a building face or architectural projection into the setback, but not the right-of-way.
 2. Business signs and roof eaves may project up to 36 inches beyond the building face or architectural projection into the setback, but not the right-of-way.
 3. Architectural projections, including balconies, bays, towers, and oriels; show windows (1st floor only); below grade vaults and area-ways; and elements of a nature similar to those listed; may project up to 48 inches beyond the building face into the setback, but not the right-of-way.
 4. Canopies and/or awnings may project from the building face over the entire setback. Additionally, they may be extended into the right-of-way to be within eight inches of the back of curb if used to provide a covered walkway



to a building entrance and as long as any canopy/awning support is no closer than 24 inches from the back of curb.

5. Below-grade footings approved in conjunction with building permits.

Projections as described above shall only be permitted into a building setback or right-of-way provided the following:

1. No projection shall be permitted into a building setback or right-of-way of Lovers Lane, Coleman Street or Frost Street, or any other major or minor thoroughfare.
 2. Such projections do not extend over the traveled portion of a roadway.
 3. The property owner has assumed liability related to such projections
 4. The property owner shall maintain such projection in a safe and non-injurious manner.
- b. Where front porches are provided for Townhome uses, they shall be permitted to encroach a maximum of five feet into the front setback line.

4.4 PERMITTED USES

4.4.1 General. The following general conditions shall apply to Subdistrict 3.

Additional commercial uses are allowed for the parcel(s) located on the west side of the railroad as noted in Section 6.6 under Wholesale Uses and Manufacturing/Industrial Uses.

4.4.2 Permitted Use Matrix. The permitted uses within Subdistrict 3 shall be in accordance with the Permitted Use Matrix in Section 6.6 of this Ordinance.

5.0 SUBDISTRICT 4—RESIDENTIAL NEIGHBORHOOD

5.1 GENERAL PURPOSE AND DESCRIPTION

The *Residential Neighborhood* Subdistrict will serve the purpose of providing a planned residential community to serve the needs of the Town by facilitating a range of housing opportunities. The development standards included in this Subdistrict are generally consistent with the Single-Family-10, zoning district in the existing Town of Prosper Zoning Ordinance. By providing additional housing opportunities in close proximity to the services included in the other Subdistricts as well as varied transit opportunities will allow for an overall development that will be more self-sufficient and ultimately more sustainable.

5.2 SITE CRITERIA

5.2.1 *Property Development Regulations.* The proposed housing types shall conform to the property development regulations in Tables 5-1 and 5-2.

Table 5-1. Size of Yards

Housing Type	Minimum Front	Minimum Side	Minimum Corner	Minimum Rear
Single-Family	25 ft.	8 ft.	15 ft.	25 ft.

Table 5-2. Size of Lots and Lot Coverage

Building Type	Minimum Lot Area	Minimum Lot Width	Minimum Lot Depth	Maximum Lot Coverage	Maximum Density
Single-Family	10,000 sq. ft.	80 ft. ⁽¹⁾	125 ft.	50%	200 lots

Notes

1. The minimum lot width is defined as the minimum width as measured along the platted building setback line.

5.2.2 *Minimum Dwelling Area.* The minimum dwelling area for standard residential uses shall be as follows:

- a. Single-Family. The minimum dwelling area shall be 2,100 square feet.

5.2.3 *Parking.* Refer to Section 6.3 of this Ordinance for the general requirements pertaining to parking standards.

5.2.4 *Private Street Development.* Restricted access or gated entrances may be permitted as means of establishing a private street development or gated community within Subdistrict 4 via a specific use permit.

5.2.5 *Garage Entry.* Garages with ‘L’ or ‘J’ hook driveway entrances shall be permitted in Subdistrict 4.



5.3 PERMITTED USES

The permitted uses within Subdistrict 4 shall be in accordance with the Permitted Use Matrix in Section 6.6 of this Ordinance.

5.4 CONCEPTUAL ELEVATIONS

The following conceptual elevations are provided for illustrative purposes and are not intended to represent exact renderings or plans of the buildings depicted. These renderings are provided as representative examples of the material architectural elements that are intended for this development.





GATES OF PROSPER



6.0 GENERAL REQUIREMENTS

6.1 PLAN APPROVAL PROCESSES

6.1.1 General. Development shall generally take place in accordance with the attached Conceptual Development Plan (Exhibit D), Design Guidelines (Exhibit F) and Conceptual Thoroughfare Plan (Exhibit H).

6.1.2 Conceptual Development Plan. Plats and/or site plans submitted for the development of the PD District shall conform to the data presented and approved on the Conceptual Development Plan (Exhibit D). Changes of detail on these final development plan(s) that differ from the Conceptual Development Plan (Exhibit D) may be authorized by the Planning & Zoning Commission, with their approval of the final development plan(s) and without public hearing, if the proposed changes do not:

1. Alter the basic relationship of the proposed development to adjacent property
2. Alter the uses permitted,
3. Increase the density,
4. Increase the building height,
5. Increase the coverage of the site,
6. Reduce the off-street parking ratio
7. Reduce the building lines provided at the boundary of the site, or
8. Significantly alter any open space plans

If the Planning & Zoning Commission determines that the proposed change(s) violates one (1) or more of the above eight (8) criteria, then a public hearing must be held to adequately amend the PD District's granting ordinance prior to the Planning & Zoning Commission's approval of the final development plan(s).

Any change to the boundaries of an individual Subdistrict that results in a change of less than 15% of the land area for that Subdistrict may be authorized by the Director of Development Services or his/her designee.

6.2 OPEN SPACE

6.2.1 General. The open space and parkland dedication requirements shall be in accordance with the Town's zoning ordinance unless specified herein and/or other requirements / regulations are established via a developer's agreement with the Town at which time the authorized Developer's Agreement will hold precedence over this Planned Development and/or the Town's zoning Ordinance requirements.



6.2.2 Design Criteria. Land utilized to satisfy Open Space requirements shall meet the following criteria, as relevant:



- a. A maximum of 1/2 of the required on-site Open Space for either Townhome or Multifamily development may be located off the platted lot however, within 1000' of any unit of a development towards which it will be counted with respect to the Townhome or Multifamily development but within the boundary of the overall Planned Development provided the off-site and on-site Open Space is interconnected by a minimum eight-foot trail system.
- b. Required Open Space for non-residential areas do not have to be located on the individual platted lots but allocated as part of the overall master plan and/or site plan.

6.3 PARKING REQUIREMENTS

6.3.1 General. The following general standards shall apply.

- a. The number of parking spaces provided for uses shall be in accordance with the requirements established in Section 6.3.2 of these standards.
- b. Where on-street parking is provided, angled as well as parallel parking shall be permitted. On-street parking shall not be permitted within 30 feet of the curb line of a cross street, drive or common access easement.
- c. On-street parking spaces shall be permitted within Subdistricts 2 and 3 within this Planned Development. Parking spaces may be provided in the right-of-way and shall conform to Town standards for vehicle parking areas. No on street parking spaces will be allowed on major or minor thoroughfares.
- d. Vehicle maneuvering shall be allowed within the public right-of-way where on-street parking is provided.
- e. When structured parking garages are provided, adequate access from public rights-of-way via private drives and/or access easements shall be made readily available.
- f. Parking aisles, where practicable, shall be designed to be perpendicular to the front of the primary building in the development.
- g. Parking spaces that face and are adjacent to a building shall utilize curbs, wheel stops, and/or bollards.
- h. Speed bumps/humps are not permitted within a fire lane. However, speed tables may be permitted within a fire lane provided they are approved by the Town of Prosper Fire Department at the time of plat and/or site plan submittal.
- i. Dead-end parking aisles are discouraged and shall only be permitted in unique circumstances upon approval by the Director of Development Services or his/her designee.
- j. In the case of mixed uses, uses may share parking spaces where the practicability of shared parking can be demonstrated. The applicant shall submit a parking analysis to the Director of Development Services demonstrating the feasibility of shared parking. The parking analysis shall address, at a minimum, the size and type of the proposed development, location of required parking, the composition of tenants, the anticipated rate of parking turnover, and the anticipated peak parking and traffic loads for all uses that will be sharing off-street parking spaces. The applicant shall also demonstrate that any parking reduction requested as part of the shared parking study will not result in the spillover of parking onto other properties.

- k. Outdoor patio and sidewalk dining, as well as other public seating areas, are permitted; these areas shall be included in parking calculations at a rate of 50% of standard requirements.
- l. Surface parking is allowed in urban living multifamily development as long as the parking areas other than on-street parking are located internal to the multifamily development and are screened from public right of way through the use of landscaping and/or walls and structures.
- m. For vertical mixed use developments, no more than one drive with parking on both sides is allowed between the mixed use structure and the public ROW(s) unless otherwise approved by the Town.

6.3.2 *Parking Requirements Based on Use.* In all Subdistricts, at the time any building or structure is erected or structurally altered, parking spaces shall be provided in accordance with the following requirements:

- **Assisted Living Facility or Congregate Care Facility:** 1.1 parking spaces per dwelling unit.
- **Automobile Oil Change and Similar Establishments:** One parking space per service bay plus one parking space per maximum number of employees on a shift. The stacking requirements shall be 3 stacking spaces per bay.
- **Dwellings, Townhomes:** Two spaces for each unit. Townhome units with one-car garages shall be permitted to satisfy this requirement through tandem parking spaces by providing one covered space and one space located directly adjacent to the garage, provided the tandem parking spaces have minimum dimensions of nine feet by twenty feet. Townhome units with two-car garages shall provide two covered spaces, located behind the front building line, and two maneuvering spaces for each unit. Permitted on-street parking shall count toward the required off-street parking requirement provided the space(s) are within 300 feet of the property line of the affected lot.
- **Dwellings, Multifamily:** One and one-half spaces for one bedroom units, plus one-half additional space for each additional bedroom. The required number of spaces shall be no less than 1.8 spaces per dwelling unit overall. Covered or enclosed parking shall not be required for Multifamily Dwellings except as specified in other sections of this ordinance. Where provided, covered or enclosed parking shall be counted to satisfy the minimum off-street parking requirements. Covered or enclosed parking may be a part of the dwelling structures or an accessory building. Tandem parking spaces shall be permitted to satisfy parking requirement provided they are located in front of a garage and have minimum dimensions of nine feet by twenty feet.
- **Gasoline Station:** Minimum of three spaces for employees. Adequate space shall be provided for waiting, stacking, and maneuvering automobiles for refueling. A convenient store portion of a gas station shall be parked at a ratio of one parking space per 250 square feet of gross floor area.
- **Mail Kiosks.** Mail Kiosks shall have a minimum of five of the required parking spaces for the development within 50 feet, unless a drive-through facility is provided.
- **Medical or Dental Office:** One space per 250 square feet of floor area. Facilities over 20,000 square feet shall use the parking standards set forth for hospitals.



- **Retail Store or Personal Service Establishment, Except as Otherwise Specified Herein:** One space per 250 square feet of gross floor area.
- **Restaurant, Cafe or Similar Dining Establishment:** One parking space for each 100 square feet of gross floor area.

6.4 DETENTION PONDS

Detention Ponds located adjacent to Preston Road or at other high visibility locations as generally depicted on Exhibit D, shall be treated as open space amenities and landscaped as such. If there are no prohibitive regulatory permitting issues or design constraints, these ponds will be constructed to maintain a constant normal pool elevation. The Town's engineering department shall review and confirm any design constraints that would preclude the pond from maintain a constant pool elevation. Detention ponds located in less visible locations shall be fully vegetated with turfgrass and designed to drain completely and allow ease of maintenance. All visible outfall structures shall be faced with stone.

6.5 LANDSCAPING

6.5.1 General. All required landscape areas shall comply with the specific standards contained in the Town of Prosper Zoning Ordinance except as noted herein.

6.5.2 Landscape Area Requirements. The below standards shall be applied consistent with the land uses specified below.

- a. Non-Residential and Mixed Use. These standards apply to Non-Residential and Mixed-Use land uses.
 1. All retail buildings which back to US 380 shall be screened through the use of either a solid 8' tall, masonry screening wall, or the planting of a double row of evergreen trees such as eastern red cedars or other similar tree that will provide a continuous screen. The evergreen trees used for the screen shall be a minimum of 8 foot tall at the time of planting. There will also be additional berming and planting of smaller shrubs and trees within the water line easements along Highway 380 to the extent allowed by the Town. In the event that an 8' masonry wall is used, shrubs and/or trees will be spaced along the exterior of the wall to soften its appearance.



2. Where on-street parking is provided, a minimum six-foot wide buffer yard shall be established in the right-of-way. The area shall be located adjacent to the curb and be planted with street trees located a minimum distance of four feet from the back of curb, with an average spacing no greater than 50 feet on center. All trees shall be a minimum of four caliper inches when planted. Due to the location of the street trees, root barriers shall be provided. The area shall also provide space for street furniture such as seating, street lighting, waste receptacles, fire hydrants, traffic signs, newspaper vending boxes, bus stops, bicycle racks, and public utilities. The placement of any items in the public right-of-way is subject to the approval of the Town's staff. If approved by the Town, a sidewalk with tree wells may abut the curb in lieu of said criteria.
 - b. Multifamily. These standards apply to multifamily land uses.
 1. Perimeter Requirements.
 - (a) Thoroughfares. A landscape area consisting of living trees, turf or other living ground cover and being at least an average of 25 feet in width measured from the property line interior to the property shall be provided adjacent to and outside of the right-of-way on Lovers Lane, Coleman Street, and Richland Boulevard. A maximum deviation of five feet of the minimum width of the landscape area is permitted, provided the minimum average width of 25 feet or 30 feet; respectively, is maintained. One Large Tree, four-inch caliper minimum per 30 lineal feet of roadway frontage shall be planted within the required landscape area. The trees may be planted in groups with appropriate spacing based on species. A minimum of 15 shrubs with a minimum size of five gallons each will be planted in the landscape area for each 30 lineal feet of frontage. Parking abutting the landscape area will be screened from the adjacent roadway. The required screening may be with shrubs or earthen berms.



- (b) Collectors or Other Roadway. A landscape area consisting of living trees, turf or other living ground cover and being at least an average of 15 feet in width measured from the property line interior to the property shall be provided adjacent to all other collector streets, where on-street parking is not provided. A maximum deviation of three feet of the minimum width of the landscape area is permitted, provided the minimum average width of ten feet is maintained.

Where on-street parking is provided, a minimum six-foot wide buffer yard shall be established in the right-of-way. The area shall be located adjacent to the curb and be planted with street trees located a minimum distance of four feet from the back of curb, with an average spacing no greater than 50 feet on center. All trees shall be a minimum of three caliper inches when planted. Due to the location of the street trees, root barriers shall be provided. The area shall also provide space for street furniture such as seating, street lighting, waste receptacles, fire hydrants, traffic signs, newspaper vending boxes, bus stops, bicycle racks, and public utilities. If approved by the Town, a sidewalk with tree wells may abut the curb in lieu of said criteria.

2. Interior Parking. Any multifamily surface parking area shall provide interior landscaping as follows:
- (a) Twenty square feet of landscaping for each parking space shall be provided within the paved boundaries of the parking lot area.
 - (b) All landscaped areas shall be protected by a raised 6-inch concrete curb. Pavement shall not be placed closer than four feet from the trunk of a tree unless a Town approved root barrier is utilized.
 - (c) Landscape islands shall be located at the terminus of all parking rows, and shall contain at least one Large Tree, four-inch caliper minimum, with no more than 12 parking spaces permitted in a continuous row without being interrupted by a landscaped island. The maximum number of continuous parking spaces may be expanded with approval by the Director of Development Services or his/her designee, in the event that required islands are grouped to form larger islands.
 - (d) Landscape islands shall be a minimum of 160 square feet, not less than nine feet wide and a length equal to the abutting space.
 - (e) There shall be at least one Large Tree, three-inch caliper minimum, within 150 feet of every parking space. This minimum distance may be expanded with approval by the Director of Development Services or his/her designee, in the event that required islands are grouped to form larger islands.
 - (f) Subject to approval by the Director of Development Services or his/her designee, landscape islands may be grouped to form one large island. Grouping for large islands is prohibited adjacent to public street frontage.



- (g) These standards shall not apply to structured parking facilities.
3. Building Landscaping. Foundation plantings of a single row of shrubs are required along the front façade of all buildings adjacent to a public street.
 4. Irrigation Requirements. Permanent irrigation shall be provided for all required landscaping as follows:
 - (a) Irrigation lines shall be placed a minimum of two and one-half feet from a Town sidewalk or alley. Reduction of this requirement is subject to review and approval by the Town Engineer.
 - (b) Trees and shrubs shall be irrigated by bubbler irrigation lines only. Other landscaping may be irrigated by spray irrigation. Separate valves shall be provided to turn off the spray irrigation line during periods of drought or water conservation.
 - (c) Rain, freeze, and wind detectors shall be installed on all irrigation lines.

6.6 SIGNAGE

The developer will follow the Town's standard signage ordinance with the understanding it can create a special purpose sign district per Section 1.12 of the Town's sign ordinance for each development phase to meet the unique needs of the overall development.

6.7 PERMITTED USE MATRIX

RESIDENTIAL USES	SUBDISTRICT			
	1	2	3	4
Mobile and /or Manufactured Homes				
Model Home		●	●	●
Multifamily Dwelling (including loft, work/live units and studio apartments)		●	●	
Private Street Development (excluding MF)		S	S	S
Retirement Community Residential Development (RCRD Housing)		S	S	S
Single Family Dwelling, Attached (Townhome)		●	●	
Retirement Housing				12
Single Family Dwelling, Detached				●
Two Family Dwelling (Duplex)				

ACCESSORY & INCIDENTAL USES	SUBDISTRICT			
	1	2	3	4
Accessory Building	●	●	●	●
Caretaker's/Guard's Residence				
Construction Yard and Field Office, Temporary	<i>TEMPORARY BUILDING PERMIT ISSUED BY BUILDING OFFICIAL</i>			
Electronic security facilities including gatehouse and control counter		●	●	●
Garage Apartment (not to be rented)				●
Guest House (see conditions in Zoning Ordinance; over .5 acre lot)				●
Homebuilder Marketing Center	1	1	1	1
Home Occupation		2	2	2



GATES OF PROSPER

ACCESSORY & INCIDENTAL USES (continued)	SUBDISTRICT			
	1	2	3	4
Mail Kiosk		●	●	●
Mobile Food Vendor				
Retail/Service Incidental Use	●	●	●	●
Storage Facilities and uses (incidental to primary use)	●	●		
Temporary Building – see conditions in Town Zoning Ord. (Section 2.0)	S	S	S	S

EDUCATIONAL, INSTITUTIONAL, PUBLIC AND SPECIAL USES	SUBDISTRICT			
	1	2	3	4
Airport/Heliport				
Assisted Care or Living Facility, including Memory Care		S	S	
Athletic Stadium or Field, Private		3	3	3
Athletic Stadium or Field, Public		●	●	●
Cemetery or Mausoleum				
Civic/Convention Center	●	●	●	
College, University, Trade, or Private Boarding School	●	●	●	
Community Center	●	●	●	●
Farm, Ranch, Stable, Garden, or Orchard				●
Fraternal Organization, Lodge, Civic Club, Fraternity, or Sorority		●	●	
Helistop		S	S	
Rehabilitation Care Institution		14	14	
Hospital		●	●	
Household Care Facility		S	S	●
House of Worship	●	●	●	●
Municipal Uses Operated by the Town of Prosper	●	●	●	●
Museum/Art Gallery	●	●	●	
Open Storage – see conditions in Town Zoning Ord.	●	●		
Park or Playground	●	●	●	●
Private Recreation Center	●	●	●	●
Public Recreation Facilities	●	●	●	●
Rehabilitation Care Facility				
Rehabilitation Care Institution				
School, Public	●	●	●	●
School, Private or Parochial	●	●	●	S

TRANSPORTATION, UTILITY AND COMMUNICATIONS USES	SUBDISTRICT			
	1	2	3	4
Antenna and/or Antenna Support Structure, Non-Commercial		4	4	4
Antenna and/or Antenna Support Structure, Commercial				
Stealth Antenna, Commercial	5	5	5	
Bus Terminal		S	S	
Carting or Express Hauling				
Electric Power Generating Plant				



GATES OF PROSPER

TRANSPORTATION, UTILITY AND COMMUNICATIONS USES (continued)	SUBDISTRICT			
	1	2	3	4
Landfill				
Office and Storage Area for Public/Private Utility				
Private Utility, Other Than Listed	●	●	●	●
Radio and Television Studios and Broadcasting Facilities				
School District Bus Yard	6	6	6	
Sewage Treatment Plant/Pumping Station	S	S	S	S
Telephone Exchange	●	●	●	S
Transit Center		S	S	
Utility Distribution/Transmission Facility	S	S	S	S
Water Treatment Plant	S	S	S	S

OFFICE AND PROFESSIONAL USES	SUBDISTRICT			
	1	2	3	4
Administrative, Medical, or Professional Office	●	●	●	
Corporate Campus		●	●	
Governmental Office	●	●	●	
Insurance Office	●	●	●	
Multi-Tenant Office Building	●	●	●	
Research and Development Center –see conditions in Town Zoning Ord.	S	S	S	

RETAIL USES	SUBDISTRICT			
	1	2	3	4
Antique Shop and Used Furniture	●	●	●	
Alcohol Sales (Must comply with all the conditional standards in the zoning ordinance as it exists, or may be amended.)	●	●	●	
Building Material and Hardware Sales, Major	●	S		
Building Material and Hardware Sales, Minor	●	●	●	
Convenience Store with Gas Pumps	10	10	10	
Convenience Store without Gas Pumps	●	●	●	
Equipment and Machinery Sales and Rental, Major				
Equipment and Machinery Sales and Rental, Minor	●	●	●	
Farmer's Market	S	S	S	
Feed Store				
Flea Market, Inside				
Flea Market, Outside				
Furniture, Home Furnishings and Appliance Store	●	●	●	
Gas Pump as Accessory Use	13	13		
Nursery, Major	S	S		
Nursery, Minor	●	●	●	
Pawn Shop				
Retail Stores and Shops	●	●	●	



GATES OF PROSPER

SERVICE USES	SUBDISTRICT			
	1	2	3	4
Artisan's Workshop		●	●	
Bank, Savings and Loan, or Credit Union	●	●	●	
Beauty Salon/Barber Shop	●	●	●	
Bed and Breakfast Inn				S
Body Art Studio				
Business Service	●	●	●	
Cabinet/Upholstery Shop	●	●	●	
Campground or Recreational Vehicle Park				
Catering Establishments	●	●	●	
Commercial Amusement, Indoor	●	●	●	
Commercial Amusement, Outdoor	S	S	S	
Computer Sales and Repairs	●	●	●	
Contractor's Shop and/or Storage Yard				
Dance Hall	S	S		
Day Care Center, Adult		S	S	S
Day Care Center, Child	7	7	7	7
Day Care Center, In-Home		8	8	8
Day Care Center, Incidental	S	S	S	S
Dinner Theater	●	●	●	
Dry Cleaning, Minor	●	●	●	
Fairgrounds/Exhibition Area		S	S	
Fortune Teller/Psychic				
Furniture Restoration			S	
Golf Course and/or Country Club	S	S	S	
Gunsmith				
Gymnastics/Dance Studio	●	●	●	
Health/Fitness Center	●	●	●	
Hotel – see conditions in Town Zoning Ord.,	●	●	●	
Household Appliance Service and Repair	●	●	●	
Indoor Gun Range	9	9	9	
Landscaping Service				
Laundromat	●	●	●	
Locksmith/Security System Company	●	●	●	
Massage Therapy, Licensed	●	●	●	
Massage Therapy, Unlicensed				
Medical and Health Care Facilities/Clinics	●	●	●	
Messenger/Courier and Telegraph Services	●	●	●	
Mortuary/Funeral Parlor	S	S	S	
Motel				
Pest Control/Exterminating Shops	●	●		
Pet Day Care – see conditions in Town Zoning Ord.	●	●	●	



GATES OF PROSPER

	●	●	●	
	SUBDISTRICT			
SERVICE USES (continued)	1	2	3	4
Print Shop, Minor	●	●	●	
Private Club	S	S	S	
Residence Hotel – See conditions in Town Zoning Ord.	●	●		
Restaurant or Cafeteria	●	●	●	
Restaurant, Drive Through	16	16	16	
Sexually Oriented Uses				
Small Engine Repair Shop				
Stable, Commercial				
Taxidermist				
Theater, Drive In				
Theater, Neighborhood	●	●	●	
Theater, Regional	●	●		
Trailer Rental				
Veterinarian Clinic and/or Kennel, Indoor	●	●	●	
Veterinarian Clinic and/or Kennel, Outdoor				

	SUBDISTRICT			
AUTOMOBILE AND RELATED USES	1	2	3	4
Auto Parts Sales, Inside	●	●	●	
Auto Parts Sales, Outside				
Automobile Parking Lot/Garage	●	●	●	
Automobile Paid Parking Lot/Garage	●	●	●	
Automobile Repair, Minor	●		●	
Automobile Sales / Leasing, New	11	11	11	
Automobile Sales, Used				
Automobile Storage				
Car Wash	●	S	S	
Car Wash, Self-Serve				
Motorcycle Sales/Service	S	S	S	
Recreational Vehicle/Truck Parking Lot or Garage				
Recreational Vehicle Sales and Service, New/Used	9	9	9	
Salvage Yard				
Truck/Bus Repair				
Truck Sales, Heavy Trucks				
Truck Terminal				

	SUBDISTRICT			
WHOLESALE USES	1	2	3	4
Apparel Distribution Center			15	
Bottling Works			15	
Clothing, Footwear and Textile Center			15	
Food Product Distribution Center			15	
Mini-Warehouse/Public Storage			S	



GATES OF PROSPER

Office/Showroom			15	
SUBDISTRICT				
WHOLESALE USES (continued)	1	2	3	4
Office/Warehouse/Distribution Center			15	
Storage or Wholesale Warehouse			15	
Winery			S	

SUBDISTRICT				
MANUFACTURING AND INDUSTRIAL USES	1	2	3	4
Bakery (Commercial)				
Concrete/Asphalt Batching Plant, Permanent				
Concrete/Asphalt Batching Plant, Temporary	<i>TEMPORARY BUILDING PERMIT ISSUED BY BUILDING OFFICIAL</i>			
General Manufacturing/Industrial Use Complying with Performance Standards			15	
Limited Assembly and Manufacturing Use Complying with Performance Standards			15	
Machine Shop				
Mineral Extraction				
Miscellaneous Hazardous Industrial Uses				
Portable Building Sales			S	
Recycling Collection Point			15	
Recycling Center			S	
Recycling Plant				
Trailer/Mobile Home Display and Sales				

LEGEND	
●	Use permitted in district indicated
	Use prohibited in district indicated
S	Use is permitted in district upon approval of a specific use permit
1	Use is permitted in the Subdistrict indicated in accordance with the conditional development standards or limitations in the corresponding numeric end note in Section 6.6.1 of this Ordinance.

{This space intentionally left blank}



6.7.1 *Conditional Development Standards.*

1. Homebuilder Marketing Center. Shall be used only to market homes/lots in the development where it is located when located in a residential zoning district. The use must be removed when all homes/lots in the development have been sold.
2. Home Occupation. A home occupation is a business that is customarily carried on in a home by the resident and shall adhere to all of the following conditions and requirements:
 - (a) No signage associated with the home occupation and visible from outside of the dwelling shall be allowed on the premises.
 - (b) Only two employees other than the occupants of the residence may be employed on-site at any one time. This shall not include the coordination or supervision of employees who do not regularly visit the house for purposes related to the business.
 - (c) Hours of operation shall be limited to 8:00 a.m. to 8:00 p.m. for outdoor activities.
 - (d) Outdoor activities are not allowed, unless the activities are screened from neighboring property and public rights-of-way.
 - (e) No exterior storage of material, equipment, vehicles, and/or supplies used in conjunction with the home occupation.
 - (f) The home occupation shall not produce offensive noises, vibrations, smoke, dust, odors, heat or glare beyond the property lines.
 - (g) A home occupation shall not serve as an office or storage facility for a vehicle fleet operation in which fleet vehicles visit the site.
 - (h) No major alterations to the property or exterior of the dwelling unit shall be allowed that changes the residential character of the home.
 - (i) No repair or servicing of vehicles, internal combustion engines, large equipment or large appliances shall be allowed.
 - (j) No storage of hazardous materials for business purposes shall be allowed on the premises.
 - (k) Merchandise shall not be offered or displayed for sale on the premises. Sales incidental to a service shall be allowed; and orders previously made by telephone or at a sales party may be filled on the premises.
 - (l) No traffic shall be generated by a home occupation in greater volumes than normally expected in a residential neighborhood, and any need for parking must be accommodated within the off-street parking provided for the residence (i.e. the driveway or garage) and along the street frontage of the lot.

Homeowners/occupants who establish an occupation in their residence must adhere to all of the above conditions.
3. Athletic Stadium or Field, Private. Only permitted by Specific Use Permit when developed in conjunction with a School, Private or Parochial.



4. Antenna, Non-Commercial.

(a) Satellite Dishes and Wireless Broadband Antennas

(1) In Subdistrict 4 (Single Family Detached), satellite dishes and wireless broadband antennas are permitted only on the back half of a residential structure or in the back yard of a residential lot unless a signal cannot be received in these areas. Should a satellite dish or wireless broadband antenna be placed somewhere other than on the back half of a residential structure or in the back yard of a residential lot, it shall be limited to not more than two feet in diameter. Only three satellite dishes and/or wireless broadband antennas shall be permitted per lot or primary structure. One of the three satellite dishes and/or wireless broadband antennas on a residential structure and/or lot may be up to 12 feet in diameter. The other two satellite dishes and/or wireless broadband antennas shall not exceed two feet in diameter.

(2) In Subdistricts 2 and 3 (Townhome and Multifamily), satellite dishes and wireless broadband antennas are permitted only on the back half of a residential structure or in the back yard of a residential lot unless a signal cannot be received in these areas. Should a satellite dish or wireless broadband antenna be placed somewhere other than on the back half of a residential structure or in the back yard of a residential lot, it shall be limited to not more than two feet in diameter. Only three satellite dishes and/or wireless broadband antennas shall be permitted per residential unit. One of the three satellite dishes and/or wireless broadband antennas on a residential unit may be up to 12 feet in diameter. The other two satellite dishes and/or wireless broadband antennas shall not exceed two feet in diameter.

(b) Non-commercial antennas shall not interfere with radio or television reception of adjoining property owners, and shall comply with all regulations of the Federal Communications Commission (FCC). In no case shall the height of such antennas exceed 45 feet and proper guy wire securement shall be followed. In no manner shall the use of such equipment infringe upon adjoining property owners. Roof mounted satellite dishes in excess of 50 pounds shall be approved by a registered architect or professional engineer by written letter to the building official, prior to installation, stating the antenna's stability and support and shall not extend more than six feet above the first story.

5. Antenna, Stealth. Stealth antennas are permitted by right in the residential land uses within a Subdistrict only as a secondary use when the primary use on the lot is a church, school, athletic stadium or field, or public utility structure. Stealth antennas are permitted by right in the non-residential districts. The Director of Development Services, or his/her designee, may approve a request to install a stealth antenna when the proposed stealth antenna is of a type that is specifically listed in the definition of Antenna, Stealth in Chapter 2, Section 1.2 of the Prosper Zoning Ordinance (Ordinance 05-20). For stealth antenna requests of a type that are not specifically listed in this definition, the Town Council may determine if a proposed commercial



antenna is a stealth antenna or not when considering site plan approval for the proposal.

6. School District Bus Yard. A School District Bus Yard shall be owned and/or operated by a public Independent School District. Unless otherwise approved by the Planning & Zoning Commission, School District Bus Yards shall be screened using one of the following methods:
 - (a) Option 1
 - (1) A six (6) foot ornamental metal fence,
 - (2) Three (3) inch caliper evergreen trees on twenty (20) foot centers, and
 - (3) Five (5) gallon evergreen shrubs on three (3) foot centers.
 - (b) Option 2
 - (1) A six (6) foot clay-fired brick wall, and
 - (2) Three (3) inch caliper evergreen trees on twenty (20) foot centers.
7. Day Care Center, Child. Notwithstanding anything to the contrary herein, a public independent school district is not required to obtain a SUP for the operation of a Day Care Center, Child in a public school. A Day Care Center, Child not operated by a public independent school district is permitted by SUP in all Subdistricts.
8. Day Care Center, In-Home. Permitted by right as a home occupation in the designated Subdistricts and is subject to the regulations of Home Occupation.
9. Shall be permitted by right when serving as a complementary use to a primary use. Shall not be subject to the limitations of a maximum of 15% of a main use. Other similar uses not specifically defined may also be permitted. Primary use sales/services may only be allowed by S.U.P.
10. Limited to one at each of the following intersections: Lover's Lane at Preston, First Street at Preston, and Lover's Lane at Coleman Street.
11. Shall be limited to high-end or specialty automobile sales and shall have limited outdoor model displays. A maximum of two rows of display parking (one drive) is allowed along any street frontage. The use shall only be allowed if permitted by SUP.
12. Only allowed in Subdistrict 4 as detached units.
13. Gas Pumps as Accessory Use – Accessory gas pumps are only allowed as an accessory use to a big box tenant and are subject to the following development standards.
 - a. Accessory gas pumps must be located on the same lot as a big box tenant.
 - b. A sales kiosk servicing the accessory gas pumps shall be less than five hundred (500) square-feet in floor area.
 - c. Accessory gas pumps shall be located at least two hundred and fifty (250) feet from a property line of a residential lot.



1. For the purposes of this section, a residential lot means a lot on which a residential use is located, a lot zoned residential, or a lot designated as residential on the Future Land Use Plan.
 2. Accessory gas pumps do not have to meet the spacing requirement if:
 - i. A major thoroughfare separates the accessory gas pumps from the residential lot; or
 - ii. The Future Land Use Plan designates a lot as residential, but Town Council subsequently rezones the property to a nonresidential zoning district and no residential use is located on the lot.
 - d. Canopies shall have pitched roofs.
 - e. Canopy support columns shall be fully encased with masonry materials that are complementary to that used on the main building.
 - f. The canopy band face shall be of a color consistent with the main structure or an accent color and may not be backlit or used as signage.
14. Requires a S.U.P. if located within 250 feet of single family detached zoning.
 15. Uses only allowed west of railroad.
 16. Limited to 3 locations on either side of Preston and no more than 2 adjacent to each other.

{This space intentionally left blank}



7.0 INFRASTRUCTURE DESIGN STANDARDS

7.1 GENERAL

Due to the unique and dynamic nature of Town Center Developments, there are a number of design elements that deviate from standard suburban design criteria. Therefore, it is understood that that alternate design criteria may be utilized in the layout and design of this Planned Development. The design criteria may include such elements as design speeds for streets, street and parking layouts, alternative street sections, storm drain inlets (e.g., grate inlets, slotted drains, etc.), alternative stormpipe materials (e.g., PVC, HDPE), utility locations, etc. Design criteria may be based on similar criteria utilized in similar development throughout the Dallas-Fort Worth Metroplex as previously referenced herein or as determined to be comparable developments. Such standards must be approved by the Town's Engineering Department.



8.0 DEFINITIONS

Adjacent. The condition of sharing a common dividing line (e.g., property line). For the purposes of this Ordinance, properties that are separated by a thoroughfare shall not be considered adjacent.

Apartment, loft. A dwelling unit consisting of a single room or a series of rooms, which is attached to but secondary to a main non-residential structure and is generally located above the first floor of the structure.

Apartment, studio. A dwelling unit which has, as an integral part of the unit, a work area generally associated with the creative arts and which may consist of a single room or series of rooms.

Big Box. Retail buildings over 80,000 square feet where the primary tenant occupies at least 80 percent of the building.

Catering Establishment. An establishment where food and drink are prepared, for immediate off premises consumption.

Commercial Land Use. Commercial Land Use shall include “Service Uses” and “Automobile and Related Uses” as listed in Section 6.5 of this Ordinance and similar uses.

Dinner Theater. A building or portion of a building used primarily for showing motion pictures or for dramatic, musical or live performance where food and drink are prepared and consumed on the premises during the event.

Dwelling Area. Dwelling Area shall mean the area between the floor and roof above it, as measured from the outside edge of the exterior walls of the main structure. The dwelling area calculation excludes basements, patios, decks, balconies, uncovered porches, and covered porches unenclosed on one or more sides.

EIFS. An acronym for Exterior Insulation and Finish System; a type of exterior cladding for building walls.

Flag Lot. A lot having access to a street by means of a parcel of land having a depth greater than its frontage, and having a width less than the minimum required lot width, but not less than twenty-five (25) feet. There shall be no maximum distance for the required width from the front property line.

Landscape Service. Professional service focused on the design and/or installation of landscaping in either a commercial or residential application. The service may include open storage of the materials and equipment used in the process of landscape installation.

Messenger / Courier Service. Premium service specializing in the personal delivery of messages, packages and mail.

Mixed Use Land Use. An integrated (either horizontal or vertical) mix of land uses within a tract of land or a building. For the purposes of this Planned Development, a Mixed Use Land Use shall include a minimum of two individual land uses (residential/non-residential; retail/multi-family; office/multi-family; etc.).

Multifamily, Urban Living. Attached dwelling units designed to be occupied by three or more families living independently of one another, exclusive of Hotels, Motels, or Residence Hotels. Urban Living Multifamily dwelling units are consistent with an urban-style dwelling unit and



intended to accommodate multifamily residential uses, including both for-sale and rental units. Parking can be either surface parking and/or structural parking.

Office Land Use. Office Land Use shall include “Office and Professional Uses” as listed in Section 6.6 of this Ordinance and similar uses.

Open Storage. The outside storage or exhibition of goods, materials, merchandise or equipment that is either for sale on the premises or is used in the normal course of doing business or conducting a business service.

Pest Control / Extermination Service. Service specializing in the regulation or management of pests perceived to be detrimental to a person’s health, the ecology or the economy. The service may include open storage of the materials and equipment used in the process of performing the service.

Rehabilitation Care Institution. Subject to being licensed to operate by the Texas Department of Again and Disability Services (DADS), a facility which provides residence and care to ten (10) or more persons, regardless of legal relationship, who have demonstrated a tendency toward alcoholism, drug abuse, mental illness, or antisocial or criminal conduct together with supervisory personnel.

Retirement Housing. Any age restricted development which may be in any housing form, including detached and attached dwelling units, apartments, and residences, offering private and semiprivate rooms and designed to provide meals and nursing care.

Retail Land Use. Retail Land Use shall include “Retail Uses” as listed in Section 6.6 of this Ordinance and similar uses.

Security Facilities (including gatehouse and control counter). A freestanding structure which is part of a larger development that’s primary function is to aid in monitoring and controlling incoming and outgoing vehicular traffic. The facility may be occupied by security personnel or it may only house electronic surveillance equipment.

Storage Facility. A freestanding or attached structure which is part of a larger commercial or residential development that’s primary function is to store material or equipment necessary for the ongoing maintenance or upkeep of the development which it is associated with.

Townhome. A structure containing three to eight dwelling units with each unit designed for occupancy by one family and each unit attached to another by a common wall.

Work/Live Space. a space within a building that is used jointly for residential and/or commercial purposes, where the residential space is accessory to the primary use as a place of work.



EXHIBIT "E"
DEVELOPMENT SCHEDULE



DEVELOPMENT SCHEDULE

It is currently anticipated that the development of Gates of Prosper will begin within two to four years after approval and signing of the zoning ordinance. During this time period, prior to the initial stages of development, it is foreseen that plans and studies will be prepared for development and marketing of the property. The development schedule for the approximate 621 acres will be phased over the next 10 to 15 years and is primarily dependent on the marketability of the highest and best use of the land for the respective land tracts. Progress of development improvements will primarily depend on the time frames established for construction of thoroughfares, utilities, and market trends/demands for the area.

The development of non-residential uses within Subdistrict 1 and Subdistrict 2 will constitute the initial phases of development. The development of Urban Living Multifamily residential units in Subdistrict 2, and/or Subdistrict 3 shall not begin until a minimum combined total of 3000,000 square feet of commercial/retail development has been issued certificates of occupancy by the Town. The required commercial/retail development may include regional retail anchors, a town center mixed-use component, a major multi-purpose medical center with emergency care facilities, a mall, a hotel, or another major development anchor as determined by Town Council.

Incorporation of residential units into a mixed-use town center are not subject to the aforementioned preconditions as long as they are vertically integrated into the retail/commercial structures.

The development schedule is subject to change due to various factors beyond the control of the developer, such as housing market conditions, construction materials and labor availability, acts of nature, and other similar conditions.



EXHIBIT "F"
SUPPLEMENTAL DESIGN GUIDELINES



SUPPLEMENTAL DESIGN PRINCIPLES

The Town of Prosper is on the cusp of transforming itself from a prosperous farming community into a prosperous economic engine and enviable residential neighborhood. The vision for the “Gates of Prosper” is to be the gateway into Prosper’s new future.

The architectural design principles for this development are intended to reinforce a uniform spirit and character throughout the development while promoting fresh and visionary diversity.

- Subdistricts have been carefully planned to maximize vehicular access to transportation arteries and pedestrian access to future transit systems.
- Subdistricts are designed and planned to create a special community that offers the opportunity to live, work, shop and recreate in an urban environment located in a suburban area.
- Each Subdistrict can have its own identity yet still create a sense of belonging through use of consistent iconic markers, streetscape designs, landscape forms, signage, lighting and architectural building standards. These elements should allow Subdistricts to transition seamlessly from one to the next.
- Public amenities including parks, trails, plazas, interactive areas and gateways are planned to serve as venues for recreation, entertainment and social interaction.
- Pedestrian ways should be memorable through their use of landscaping and lighting, and by incorporating shade, street furnishings and other sidewalk amenities.



SITE DESIGN

The entire site has been effectively designed for efficient land use, as a strong gateway into Prosper and as a quality environment that resonates a “sense of place”. This design contributes to the overall identity which adds value to the project as well as the entire community. To promote these benefits the design has incorporated following features:

- Street design and streetscapes including boulevards connecting and traversing through the different subdistricts.
- Gateway icons that announce entry into and welcome residents and guests to the development. Wayfinding markers that give direction within the development and reinforce the quality of the development.
- Public areas that are accessible and provide for a variety of entertainment and recreational experiences.
- Subdistricts that allow for a crossover of uses while concentrating like uses for the convenience of residents and guests.

SUBDISTRICT DESIGN

- ***Subdistrict 1—Regional Retail.*** Subdistrict 1, as depicted on the Conceptual Development Plan (Exhibit D) shall serve the purpose of providing for the needs of the community by facilitating the development of regional-serving retail, personal service, and office uses.
- ***Subdistrict 2—Lifestyle Center.*** Subdistrict 2, as depicted on the Conceptual Development Plan (Exhibit D) shall serve the purpose of providing a compact, neighborhood and pedestrian scale mixture of office, retail, personal service, residential and community activities on single or contiguous building sites.
- ***Subdistrict 3—Downtown Center.*** Subdistrict 3, as depicted on the Conceptual Development Plan (Exhibit D) shall serve the purpose of providing an active living and working community benefiting from its proximity to the existing Town core and the adjacent Subdistricts.
- ***Subdistrict 4—Residential Neighborhood.*** Subdistrict 4, as depicted on the Conceptual Development Plan (Exhibit D) shall serve the purpose of providing a planned residential community to serve the needs of the Town and add a complimentary use to the overall development.



BUILDING DESIGN

Building design is only one element that contributes to the fabric of a community. Although building design can be the most effective means of translating the character, it has to work in concert with all other designed elements. It is not the intent of this section inhibit but give the freedom to achieve excellence in building design within the limits of a few design criteria.

BUILDING MASSING AND SCALE. A building's mass or scale is determined by its component parts, including the size of its footprint, its height, its proportions and its relationship to surrounding buildings. Individual characteristics of mass and scale include:

- **Form:** A buildings form should have a relationship to the proposed streetscape that contributes to a comfortable environment and pleasing pedestrian experience. Its form should also be in context with surrounding buildings.
- **Shape:** A buildings shape should incorporate variations in height, rooflines and wall planes and be expressive without seeming unnatural.
- **Scale:** The use may be a determining factor in the size of a building. Incorporating special design techniques can reduce the apparent scale of a structure, such as:
 - a. Subdividing the façade of the building into top, bottom and middle components.
 - b. Using overhangs and shadow lines to create a sense of depth.
 - c. Changing building finishes or colors at logical breakpoints.
 - d. Repeating patterns of windows, awnings, colonnades, porches, offsets or recesses.

BUILDING RHYTHM/ARTICULATION. All buildings, shall be designed to incorporate a form of architectural articulation as described in other sections of this document. Architectural articulation can be achieved in a variety of traditional and imaginative ways. The intent is to allow creative architectural notions but not be gregarious or draw unusual attention to their expression. This will allow for variety of design and identity within subdistricts while maintaining high standards for the overall development.

ARCHITECTURAL ELEMENTS. They are the unique details and component parts that together, form the architectural style of buildings. Architectural elements typically include compositions of forms and shapes, patterns of windows, doors, roofs and awnings but can also include compositions of materials, expressions of structure, notions of shade and respite, patterns of light and dark, placement of follies and fixtures, all of which must be combined in ways that reinforce the character and quality of the overall development.



FAÇADE TREATMENTS. Building façades, with their shapes, materials, colors, openings, textures, and details, shall be used to contribute to the architectural character of the development.

- All Retail except Major Anchor Retail shall have ground level storefront extending across a minimum of 50% of front façade length. Other uses shall have window treatments appropriate for their use.
- On secondary sides of retail buildings, windows do not need to be provided at ground level; however, buildings should avoid monotonous, uninterrupted walls by incorporating articulation standards as outlined in other sections of this document. A variety of offsets, recesses, etc. shall be used to add variety and interest to the building and eliminate long blank walls.
- Same or similar materials will be used on major as well as minor sides of the building to ensure a continuity of the building on all sides.

LIGHTING. Lighting is an important aspect of the development. Strategic placement of lighting will greatly enhance the overall ambiance of the development. Security lighting shall be installed per the codes and ordinances of the Town. Architectural lighting should be designed to enhance the buildings appearance. Exterior lighting such as street lamps, façade lighting, twinkle lights, up-lighting at key building elements and landscape features, etc., is allowed. All lighting shall meet the standards outlined in the Town's Zoning Ordinance as it currently exists or as amended there to.

PAD SITE BUILDINGS. Buildings on pad sites shall use similar materials and elements in order to visually identify with the rest of the project.



PUBLIC REALM DESIGN

The public realm exists at the intersections of the various aspects of community living. It consists of areas with unlimited and direct access and is centered upon the pedestrian experience. Streets, sidewalks, plazas and parks are all components of the public realm, and help create a pedestrian network. This network should be given priority over the street network (vehicle access) and provide visible connections to parking facilities, crossings and adjacent development while being of a size to accommodate pedestrian traffic patterns. Crossings shall be designed to minimize pedestrian traffic exposure to vehicle traffic.

The street network should provide connectivity as well as flexibility for future development and be able to accommodate a pedestrian network with appropriate shading from trees and built structures. Other streetscape elements such as benches, wayfinding devices, planting strips, receptacles for trash and recycling, water features and various art and performance media shall contribute to the pedestrian experience. This shall be in accordance with unified landscaping and streetscape plans.

Public parks and open spaces contribute not only to the pedestrian experience but also to the ecological value and appearance of the development. By providing space for recreation, they promote community and gathering and can enhance value for retail, restaurant and residential uses.



URBAN RESIDENTIAL DEVELOPMENT GUIDELINES

Residential units shall be located in a manner that will provide privacy for residents by one or several of the following:

- Provide a small landscaped front setback
- Raise or lower the finished ground level relative to the sidewalk level
- Allow for encroachment by stoops, stairs and porches within the area between the front façade and the property line

ARCHITECTURAL ELEMENTS

- Residential buildings shall have relatively little horizontal articulation and simple roofs, with most building wing articulations set at the rear of the structure. Window projections, stoops, porches, balconies and similar extensions are exempt from this standard.
- Gable roofs, if provided, shall have a minimum pitch of 9:12. The minimum pitch for hip roofs is 6:12. Other roof types shall be appropriate to the architectural style of the building.
- Architectural embellishments that add visual interest to the roof, such as dormers and masonry chimneys, may be provided.

PARKING. Where practicable, off-street parking shall be accessed via alleys along the side or rear property lines, thus eliminating driveways from the residential streetscape. However, off-street parking may also be accessed via other public/private streets along the front property line.



APPENDIX A—ZONING EXHIBIT & LEGAL DESCRIPTION

EXHIBIT “A”



APPENDIX B—CONCEPTUAL DEVELOPMENT PLAN

EXHIBIT “D”

AN ORDINANCE AMENDING PROSPER'S ZONING ORDINANCE NO. 84-16; REZONING A TRACT OF LAND CONSISTING OF 412.809 ACRES, MORE OR LESS, SITUATED IN THE EDWARD BRADLEY SURVEY, ABSTRACT NO. 86 AND THE HARRISON JAMISON SURVEY, ABSTRACT NO. 480 IN THE TOWN OF PROSPER, COLLIN COUNTY, TEXAS HERETOFORE ZONED AGRICULTURE (A) IS REZONED PLANNED DEVELOPMENT (PD); DESCRIBING THE TRACT TO BE REZONED; PROVIDING FOR A PENALTY FOR THE VIOLATION OF THIS ORDINANCE; PROVIDING FOR REPEALING, SAVINGS AND SEVERABILITY CLAUSES; PROVIDING FOR AN EFFECTIVE DATE OF THIS ORDINANCE; AND PROVIDING FOR THE PUBLICATION OF THE CAPTION HEREOF.

WHEREAS, the Town of Prosper, Texas ("Prosper") has received a request from Dowdey, Anderson & Associates, Inc. to rezone 412.809 acres of land, more or less, situated in the Edward Bradley Survey, Abstract No. 86 and the Harrison Jamison Survey, Abstract No. 480 in Prosper, Collin County, Texas; and

WHEREAS, the Town Council of Prosper (the "Town Council") has investigated into and determined that the facts contained in the request are true and correct; and

WHEREAS, all legal notices required for rezoning have been given in the manner and form set forth by law, and public hearings have been held on the proposed rezoning and all other requirements of notice and completion of such zoning procedures have been fulfilled; and

WHEREAS, the Town Council has further investigated into and determined that it will be advantageous and beneficial to Prosper and its inhabitants to amend Prosper's Zoning Ordinance No. 84-16 and rezone this property as set forth below.

NOW, THEREFORE, BE IT ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS:

SECTION 1: Findings Incorporated. The findings set forth above are incorporated into the body of this Ordinance as if fully set forth herein.

SECTION 2: Amendments to Prosper's Zoning Ordinance No. 84-16. Prosper's Zoning Ordinance No. 84-16 is amended as follows: The zoning designation of the below-described property containing 412.809 acres, more or less, situated in the Edward Bradley Survey, Abstract No. 86 and the Harrison Jamison Survey, Abstract No. 480 in Prosper, Collin County, Texas, (the "Property") and all streets, roads and alleyways contiguous and/or adjacent thereto are hereby rezoned as Planned Development (PD). Such property is divided into separate tracts which contain the following use classifications:

Tract 1 - 20.0 acres - Retail/Commercial/Office (COR)

Tract 2 - 109.7 acres - Retail/Commercial/Office (COR)

Tract 3 - 30.4 acres - Retail/Commercial/Office (COR)

Tract 4 - 189.309 acres - Single Family Residence -2 (SF-2)

Tract 5 - 63.4 acres - Multiple-Family Dwelling - 1 (MF-1)

The Property as a whole is more particularly described in Exhibit "A" attached hereto and incorporated herein for all purposes.

The development plans, standards, uses and schedules for the Property in this Planned Development District shall conform to, and comply with 1) the conceptual and/or site plan attached hereto as Exhibit "B", 2) the planned development standards attached hereto as Exhibit "C", 3) the statement of purpose and intent attached hereto as Exhibit "D", and 4) the development schedule attached hereto as "E". Exhibits "B", "C", "D" and "E" are incorporated herein for all purposes. Except as amended by this Ordinance, the development of the Property

within this Planned Development District must comply with the requirements of all ordinances, rules and regulations of Prosper, as they currently exist or may be amended.

Three (3) original, official and identical copies of the zoning exhibit map are hereby adopted and shall be filed and maintained as follows:

a. Two (2) copies shall be filed with the Town Secretary and retained as the original records and shall not be changed in any manner.

b. One (1) copy shall be filed with the building inspector and shall be maintained up-to-date by posting thereon all changes and subsequent amendments for observation, issuing building permits, certificates of compliance and occupancy and enforcing the zoning ordinance. Reproduction for information purposes may from time-to-time be made of the official zoning district map.

Written notice of any amendment to this Planned Development District shall be sent to all property owners within two hundred feet (200') of the specific area to be amended.

SECTION 3: No Vested Interest/Repeal. No developer or property owner shall acquire any vested interest in this Ordinance, the Planned Development Zone or in any other specific regulations contained herein. Any portion of this Ordinance may be repealed by the Town Council in the manner provided for by law.

SECTION 4: Unlawful Use of Premises. It shall be unlawful for any person, firm or corporation to make use of said premises in some manner other than as authorized by this Ordinance, and it shall be unlawful for any person, firm or corporation to construct on said premises any building that is not in conformity with the permissible uses under this Zoning Ordinance.

SECTION 5: Penalty Provision. Any person, firm, corporation or business entity violating this Ordinance or any provision of Prosper's Zoning Ordinance No. 84-16, or as amended, shall be deemed guilty of a misdemeanor, and upon conviction thereof shall be fined a sum not exceeding Two Thousand Dollars (\$2,000.00). Each continuing day's violation under this Ordinance shall constitute a separate offense. The penal provisions imposed under this Ordinance shall not preclude Prosper from filing suit to enjoin the violation. Prosper retains all legal rights and remedies available to it pursuant to local, state and federal law.

SECTION 6: Savings/Repealing Clause. Prosper's Zoning Ordinance No. 84-16 shall remain in full force and effect, save and except as amended by this or any other Ordinance. All provisions of any ordinance in conflict with this Ordinance are hereby repealed to the extent they are in conflict; but such repeal shall not abate any pending prosecution for violation of the repealed ordinance, nor shall the repeal prevent a prosecution from being commenced for any violation if occurring prior to the repeal of the ordinance. Any remaining portions of said ordinances shall remain in full force and effect.

SECTION 7: Severability. Should any section, subsection, sentence, clause or phrase of this Ordinance be declared unconstitutional or invalid by a court of competent jurisdiction, it is expressly provided that any and all remaining portions of this Ordinance shall remain in full force and effect. Prosper hereby declares that it would have passed this Ordinance, and each section, subsection, clause or phrase thereof irrespective of the fact that any one or more sections, subsections, sentences, clauses and phrases be declared unconstitutional or invalid.

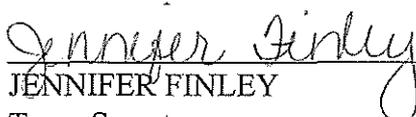
SECTION 8: Effective Date. This Ordinance shall become effective from and after its adoption and publication as required by law.

DULY PASSED AND APPROVED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS on this 9th day of May 2000.


STEPHEN COFFMAN, MAYOR

ATTESTED TO AND
CORRECTLY RECORDED BY:

APPROVED AS TO FORM:


JENNIFER FINLEY
Town Secretary

ABERNATHY, ROEDER, BOYD,
& JOPLIN, P.C.
RICHARD M. ABERNATHY
REBECCA BREWER
Town Attorneys

DATE OF PUBLICATION: 4-21-00, in the McKinney Courier Gazette

EXHIBIT "A"

DESCRIPTION

BEING a tract of land situated in the EDWARD BRADLEY SURVEY, ABSTRACT NO. 86, and the HARRISON JAMISON SURVEY, ABSTRACT NO. 480, in the Town of Prosper, Collin County, Texas, and being part of a called 872.746 acre tract of land described as Tract One in a deed to Mustang-Midway Plano, Ltd., recorded as County Clerk's Document Number 96-0038753 of the Official Public Records of Real Property of Collin County, Texas, and being more particularly described as follows:

BEGINNING at a 100-penny nail found in the center of County Road No. 78 for the most northerly northwest corner of said 872.746 acre tract and the northeast corner of a called 27.672 acre tract of land described as Tract Nine in a deed to 183 Land Corporation, Inc., recorded as County Clerk's Document Number 97-0005168 of said Deed Records;

THENCE North 88 degrees 58 minutes 10 seconds East, along the center of County Road No. 78 and the north line of said 872.746 acre tract, a distance of 1335.56 feet to a 1/2-inch iron rod found for an angle point at the southwest corner of a called 50.923 acre tract of land described in a Substitute Trustee's deed to Robert S. Folsom recorded in Volume 2998, Page 935 of said Official Public Records;

THENCE North 88 degrees 49 minutes 19 seconds East, continuing along the north line of said 872.746 acre tract and the center of County Road No. 78, a distance of 378.09 feet to a 1/2-inch iron rod set in the west line of a tract of land described in a deed to the Town of Prosper recorded as County Clerk's Document Number 96-0090462;

THENCE South 18 degrees 36 minutes 00 seconds West, along the west line of said Town of Prosper tract and generally along a fence, a distance of 352.42 feet to the southwest corner of said Town of Prosper tract, from which a bent 5/8-inch iron rod found bears North 22 degrees 15 minutes 43 seconds East, 2.22 feet;

THENCE North 88 degrees 49 minutes 19 seconds East, along the south line of said Town of Prosper tract, a distance of 372.00 feet to the southeast corner of said Town of Prosper tract, in the west line of a 100-foot wide easement to Texas Power & Light Company recorded in Volume 493, Page 96 of said Deed Records, from which a 1/2-inch iron rod found bears South 88 degrees 49 minutes 27 seconds West, 0.91 feet;

THENCE South 18 degrees 36 minutes 00 seconds West, along the west line of said easement, a distance of 2575.53 feet to a 1/2-inch iron rod set for an angle point in said easement;

THENCE South 04 degrees 28 minutes 23 seconds West, continuing along the west line of said easement, a distance of 1444.62 feet to a 1/2-inch iron rod set in the prolongation of the north line of a called 41.166 acre tract of land described in a deed to Carol Tung recorded in Volume 1326, Page 351 of said Official Public Records;

THENCE North 88 degrees 34 minutes 45 seconds East, along the prolongation of the north line of said Tung tract, a distance of 3413.31 feet to a point in the southeast line of a 170' wide easement to T. P. & L. Co. recorded in Volume 805, Page 413 of said Official Public Records;

THENCE North 49 degrees 48 minutes 07 seconds East, along the southeast line of said T. P. & L. Co. easement, a distance of 2996.71 feet to a point in the east boundary of said 872.746 acre tract and in the center of County Road No. 74;

THENCE South 01 degree 47 minutes 13 seconds East, along the east boundary of said 872.746 acre tract and the west line of a called 645.426 acre tract of land described in a deed to ASG Prosper, Ltd., recorded as County Clerk's Document Number 95-0019108 in said Land Records, and generally along the center of County Road No. 74, a distance of 457.95 feet to a 1/2-inch iron rod found for corner;

THENCE South 00 degrees 59 minutes 59 seconds East, continuing along the east line of said 872.746 acre tract and the west line of said ASG Prosper tract, and generally along the center of County Road No. 74, a distance of 2395.70 feet to a point in the north line of U. S. Highway No. 380 (variable right-of-way);

THENCE westerly, along the north boundary of U. S. Highway No. 380 the following courses and distances:

South 89 degrees 00 minutes 03 seconds West, a distance of 17.23 feet;

South 37 degrees 51 minutes 37 seconds West, a distance of 113.05 feet;

South 88 degrees 37 minutes 20 seconds West, a distance of 3205.91 feet to a Texas Department of Transportation (TxDOT) monument found for corner;

North 88 degrees 30 minutes 58 seconds West, a distance of 200.27 feet to a TxDOT monument found for corner;

South 88 degrees 38 minutes 25 seconds West, a distance of 300.04 feet to a 3/4-inch iron rod found for corner;

North 85 degrees 39 minutes 02 seconds West, a distance of 100.45 feet to a TxDOT monument found for corner;

South 88 degrees 37 minutes 24 seconds West, a distance of 400.01 feet to a 5/8-inch iron rod found for corner;

South 85 degrees 46 minutes 19 seconds West, a distance of 200.45 feet to a TxDOT monument found for corner;

South 88 degrees 37 minutes 52 seconds West, a distance of 500.01 feet to a TxDOT monument found for corner;

South 82 degrees 55 minutes 06 seconds West, a distance of 100.51 feet to a 5/8-inch iron rod found for corner;

South 88 degrees 37 minutes 05 seconds West, a distance of 699.94 feet to a 1/2-inch iron rod set for corner;

North 89 degrees 42 minutes 40 seconds West, a distance of 514.26 feet to a TxDOT monument found in the east line of said Tung tract;

THENCE North 01 degree 44 minutes 11 seconds West, along the east line of said Tung tract and the most southerly west line of said 872.746-acre tract, a distance of 1044.31 feet to a 1/2-inch iron rod found for the northeast corner of said Tung tract and a re-entrant corner of said 872.746-acre tract;

THENCE South 88 degrees 34 minutes 45 seconds West, along the north line of said Tung tract and the most westerly south line of said 872.746 acre tract, a distance of 1657.60 feet to a 1/2-inch iron found in the center of County Road No. 73 and the east line of a tract of land described as Tract Ten in said deed to 183 Land Corporation, Inc., for the northwest corner of said Tung tract and the most westerly southwest corner of said 872.746 acre tract;

THENCE North 01 degree 25 minutes 16 seconds West, along the westerly boundary of said 872.746 acre tract and the east line of said tract Ten and along the center of County Road No. 73, a distance of 2045.94 feet to a 60-penny nail found in the easterly boundary of State Highway No. 289 right-of-way;

THENCE North 89 degrees 06 minutes 01 second East, along said State Highway No. 289 right-of-way and continuing along the westerly boundary of said 872.746-acre tract, a distance of 19.49 feet;

THENCE North 06 degrees 31 minutes 45 seconds East, continuing along the westerly boundary of said 872.746 acre tract and said State Highway No. 289 right-of-way, a distance of 302.86 feet to a wood right-of-way marker;

THENCE North 12 degrees 37 minutes 24 seconds West, continuing along the westerly boundary of said 872.746 acre tract and said State Highway No. 289 right-of-way, a distance of 203.02 feet to a bent right-of-way marker;

THENCE North 00 degrees 58 minutes 02 seconds West, continuing along the westerly boundary of said 872.746 acre tract and said State Highway No. 289 right-of-way, a distance of 86.34 feet to a wood right-of-way marker;

THENCE North 39 degrees 17 minutes 26 seconds East, a distance of 26.86 feet to a wood right-of-way marker;

THENCE North 88 degrees 28 minutes 09 seconds East, continuing along the westerly boundary of said 872.746 acre tract, a distance of 1277.41 feet to a fence corner post for corner;

THENCE North 01 degree 58 minutes 28 seconds West, along the east line of said Tract Nine and the most northerly west line of said 872.746 acre tract, a distance of 1546.33 feet to the POINT OF BEGINNING and containing 412.809 acres of land, more or less.

Exhibit "C"

LA CIMA

Planned Development District
Development Standards

Applicant:

Dowdey, Anderson and Associates, Inc.
Planning and Engineering
5225 Village Creek Parkway
Suite 200
Plano, Texas 75093
(972)931-0694
(972)931-9538 Fax

Owner:

Mustang-Midway Plano, Ltd.
By Folsom Properties, Inc., General Partner
16475 Dallas Parkway, Suite 800
Dallas, Texas 75248
(972)931-7400
(972) 250-1812 Fax

May 2000

La Cima

PLANNED DEVELOPMENT DISTRICT STANDARDS

1.01 Planned Development District – Corridor District Tracts 1, 2, and 3

1. **General Description:** The Corridor District (COR) tract will provide the ability to encourage and accommodate the development of office, retail and commercial center(s).
2. **Permitted Uses:** The following uses are permitted within Tracts 1, 2, and 3 of the Planned Development District:

Antique shops - indoor display only
 Apparel distribution centers
 Appliance stores
 Artist material and supplies
 Auto laundries/car wash facilities
 Auto parts sales - no outdoor storage/display
 Automobile parking lots and parking garages
 Automobile sales, service, and leasing
 Baby shops
 Baker and confectionery shops
 Banks, savings and loan and credit unions - with and without drive-thru services
 Barber/beauty shops
 Beverage stores - in accordance with other applicable City of Prosper, Texas Ordinances as they presently exist or may be amended
 Advertising signs - permitted in compliance with the City of Prosper, Texas Sign Ordinance as it presently exists or may be amended
 Book and stationery shops
 Bus stops
 Business services
 Cafeterias
 Camera shops
 Candy and cake shops
 Catering establishments
 Churches/rectories

Cleaning, dyeing, pressing, pick-up and collection agencies
Clothing and apparel stores
Clothing, footwear, and textile centers
Collection agencies
Commercial amusement enterprises - indoor and outdoor (excluding drive-in theaters)
Computer centers
Computer sales, service, and repairs
Computer training facilities
Concrete batch plants - temporary and incidental to on-site construction
Convenience stores
Convenience stores with gas service
Convention facilities
Copy services
Corporate and professional office facilities and headquarters
Gift shops
Dairy products and Ice cream stores
Day care centers for children
Delicatessens
Department stores
Dinner theaters
Distribution centers and showrooms - no outdoor storage unless screened
Drapery shops
Dress shops
Drug stores/pharmacies
Dry goods stores
Electronic product sales
Electronic security facilities
Feed stores
Financial institutions
Fitness and health centers
Florist and garden shops
Food product distribution centers
Fraternal organizations, lodges, and civic clubs
Funeral homes and mortuaries
Furniture, home furnishings and equipment showrooms and sales
Furniture stores
General merchandise stores
Governmental and utility agencies, offices and facilities - no outdoor storage unless screened
Greenhouse and nursery facilities - sales permitted
Grocery stores and supermarkets
Guard and patrol services

Hardware and building materials stores - no outdoor storage unless screened
 Health product sales
 Hospitals and emergency centers
 Interior decorating stores
 Jewelry stores
 Key shops/locksmiths
 Laboratories - testing and experimentation - emissions of hazardous or toxic chemicals shall be prohibited
 Laundry and dry cleaning establishments
 Leather good shops
 Meat markets - no slaughter houses or packing plants
 Medical equipment showrooms
 Medical and health care facilities
 Museums, libraries, art schools, and art galleries
 Musical instrument sales
 Newspaper and magazine sales
 Newspaper printing centers
 Novelty/notion stores
 Offices - professional, administrative and general offices - including but not limited to, doctors, optometrists, psychiatrist, attorneys, architects, engineers, planners, travel agents, advertising, insurance, and real estate offices
 Office showroom facilities - sales permitted
 Office businesses
 Office equipment repairs and maintenance
 Office supplies and sales
 Paint stores
 Parks, playgrounds, recreational facilities, and community centers
 Pest control/exterminating shops - emissions of hazardous or toxic chemicals shall be prohibited
 Pet grooming and supplies
 Pet shops
 Photographic services
 Play equipment - sales and display
 Post office facilities
 Printing and duplicating establishments
 Private club facilities - in accordance with other applicable City of Prosper, Texas Ordinances as they presently exist or may be amended
 Radio and televisions sales and service
 Radio and television studios and broadcasting facilities
 Recreation centers - public and private
 Restaurants
 Restaurants - with drive-in/drive-thru service

Retail sales
Retail shops and stores
Schools - public or state accredited
Scientific/research facilities - emissions of hazardous or toxic chemicals shall be prohibited
Securities and commodities offices - including, but not limited to, brokers, dealers, underwriters, exchange offices and similar offices
Service stations full service (including bays)
Service stations - self service
Sewing machine sales and services
Shoe and boot sales and repair stores
Shopping centers/malls
Sign sales, sign installation to be in compliance with the City of Prosper, Texas Sign Ordinance as it presently exists or may be amended
Small enclosed machinery sales and services - service and repair facilities to be under roof and enclosed
Small truck sales and leasing
Specialty shops and boutiques
Sporting good sales
Storage facilities and uses customarily incidental to the primary, permitted uses
Studios - art, photography, music, dance, gymnastics, health, etc.
Tailor shops
Theaters - indoor
Theatrical centers
Tire dealer - no outdoor storage
Toy stores
Trade and commercial schools
Travel bureaus
Trophies and awards shops
Utility distribution systems and facilities
Variety stores
Veterinarian clinics and kennels - limited to small animals (no outside runs)
Watch making shops
Accessory building and uses customarily incidental to the permitted uses
Temporary building and uses incidental to construction work on the premises to be removed upon completion or abandonment of construction work
Uses similar to the above-mentioned uses, provided the Prosper City Council approves said uses prior to the issuance of a building permit

- 1.03 **Non-Permitted Uses:** For clarity, the following uses are specifically not permitted within Tracts 1, 2, and 3 of the Planned Development District.
1. Multiple-Family Residences
 2. Light Industrial Uses
 3. Single Family Residences
- 1.04 **Building Materials:** All main buildings shall have an exterior finish of glass, stone, stucco, brick, tile, concrete, exterior wood or similar materials or any combination thereof. The use of wood as a primary, exterior building material shall be limited to a maximum of twenty-five (25) percent of the total exterior wall surfaces.
- 1.05 **Building Heights:** The maximum permitted height of all buildings within the commercial tracts of the Planned Development District shall be as outlined in Section 11, Height Regulations, of the City of Prosper Zoning Ordinance, No. 84-16.
- 1.06 **Front Yard:** There shall be a front yard having a depth of not less than twenty-five (25) feet. Front yard setbacks are required on both streets for corner lots.
- 1.07 **Side Yard:** Side yard requirements for commercial the tracts shall be as outlined in Section 10, Area Regulation, of the City of Prosper Zoning Ordinance, No. 84-16, under the heading of Side Yards.
- 1.08 **Rear Yard:** Rear yard requirements for commercial the tracts shall be as outlined in Section 10, Area Regulation, of the City of Prosper Zoning Ordinance, No. 84-16, under the heading of Rear Yards.
- 1.09 **Landscape Plans:** Landscape plans for proposed development areas shall be submitted in accordance with the City of Prosper Landscape Code as it presently exists at the time this Planned Development District is approved.
- 1.10 **Screening:** A six (6) foot screening wall shall be provided between areas developed for residential uses. The commercial user shall be responsible for the construction and maintenance of the six (6) foot screening wall. This screening wall shall be constructed at the time a commercial property is developed and shall only be required adjacent to the specific commercial property that is being developed.

The above referenced six (6) foot screening wall shall be constructed of stone, brick, or similar materials or any combination thereof.

- 1.11 **Floor to Area Ratio (FAR):** The permitted floor area of all buildings located within the commercial tract shall be 5:1 (floor area ratio).
- 1.12 **Required Parking:** Parking shall be provided in accordance with Section 12, Off-Street Parking Regulations of the City of Prosper Zoning Ordinance, No. 84-16.
- 1.13 **Land Area Permitted:** The amount of acreage permitted in Tract 1 shall not exceed twenty (20) acres net of right-of-way dedications. The amount of acreage permitted in Tract 2 shall not exceed one hundred ten (110) acres net of right-of-way dedications. The amount of acreage permitted in Tract 3 shall not exceed thirty-one (31) acres net of right-of-way dedications.
- 1.14 **Commencement of Multi-Family Development:** Development of Multi-Family product cannot begin until twenty-one (21) acres of Retail/Commercial Development has commenced on Tracts 2 and 3 of the Planned Development District.

2.0 Planned Development District – Single Family Residence-2 Tract 4

2.01 **General Description:**

The Residential Tract is intended to accommodate single family residential uses. The residential units will be comprised of Single Family Residence-2 (SF-2) products. Development standards for each of the aforementioned housing type are outlined within this text.

2.02 **Permitted Uses:** Land uses permitted within the PD are as follows:

- a. Residential units as described herein.
- b. Private or public recreation facilities.
- c. Churches/rectories.
- d. Schools – public, private, or state accredited.
- e. Parks, playgrounds and neighborhood recreation facilities including, but not limited to, swimming pools, clubhouse facilities and tennis courts.
- f. Fire stations, police stations, and public safety facilities.
- g. Real estate sales offices during the development and marketing of the Planned Development.
- h. Public streets and private streets.
- i. Electronic security facilities including gatehouse and control counter.
- j. Accessory buildings and uses customarily incidental to the permitted uses.
- k. Temporary buildings and uses incidental to construction work on the premises, which shall be removed upon completion.
- l. Municipal service centers.

- 2.03 **Required Parking:** Parking shall be provided in accordance with Section 12, Off-Street Parking Regulations of the City of Prosper Zoning Ordinance, No. 84-16.

- 2.04 **Building Materials:** A minimum of seventy-five (75) percent of the total exterior wall surfaces of all main buildings shall have an exterior finish of glass, stone, stucco, tile, brick, cementitious fiberboard, or similar materials, as approved by the PD Architectural Review Committee (ARC), or any combination thereof. The use of wood as a primary, exterior building material shall be limited to a maximum of twenty-five (25) percent of the total wall surfaces.

- 2.05 **Single-Family-2:** Single-Family-2 units are a form of single family, detached housing. This residential type will consist of larger units and lots, having access and frontage on a public or private street. Building and area requirements are as follows:
 - a. **Lot Area:** The minimum area of any lot shall be ten thousand (10,000) square feet.
 - b. **Lot Coverage:** In no case shall more than forty-five (45) percent of the total lot area be covered by the combined area of the main buildings and accessory buildings. Swimming pools, spas, deck, patios, porches, driveways, walks, and other paved areas shall not be included in determining maximum lot coverage.
 - c. **Lot Width:** The minimum width of any lot shall not be less than eighty (80) feet at the front building line of the lot, except that lots at the terminus of a cul-de-sac or along street elbows/eyebrows may have a minimum width of seventy (70) feet along the arc at the front building line; provided all other requirements of this section are fulfilled. Building lines may be staggered or set back at a greater distance from the right-of-way.
 - d. **Lot Depth:** The minimum depth of any lot shall be one hundred ten (110) feet, except that a lot at the terminus of a cul-de-sac or along street elbows/eyebrows may have a minimum lot depth, measured at mid-point on front and rear lot lines, of one hundred (100) feet; provided all other requirements of this section are fulfilled.
 - e. **Front Yard:** The minimum depth of the front yard shall be twenty-five (25) feet. Front yard setbacks may vary in depth into the lots, but in no case shall be less than twenty-five (25) feet. Front porches, roof eaves, chimneys and other similar architectural elements may extend into the front yard.
 - f. **Side Yard:** The minimum side yard on each side of a lot shall be seven (7) feet. A side yard for all corner lots shall not be less than fifteen (15) feet. Roof eaves, chimneys and other similar architectural elements may extend into the side yard. Lots adjacent to a six (6) foot sidewalk in an increased

parkway shall be required to have a minimum side yard adjacent to the right-of-way of seven (7) feet.

- g. **Rear Yard:** The minimum depth of the rear yard shall be ten (10) feet for main buildings. Accessory structures shall have a minimum rear yard setback of two (2) feet.
- h. **Building Height:** Buildings shall be a maximum of two and one-half (2 ½) stories.

3.0 Planned Development District - Multiple-Family Dwelling Tract 5

- 3.01 **General Description:** Multiple Family units are attached units. These units will consist of flats (single level units) and studio (two to three level units), or a combination thereof. Access shall be allowed from access drives or parking areas connecting to adjacent public or private streets. Requirements for the multiple family development shall be governed by standards as described below.
- 3.02 **Permitted Uses:** All uses identified in Section 9, Use of Land and Buildings, of the City of Prosper Zoning Ordinance, No. 84-16, under the heading of Multiple Family Residence -1 (MF-1) Dwelling shall be permitted within Tract 5 as indicated on the Zoning Exhibit.
- 3.03 **Non-Permitted Uses:** Single family residences and two family residences shall not be permitted within Tract 5 of the Planned Development District.
- 3.04 **Density:** The allowed density for Tract 5 shall be fifteen (15) units per gross acre of land.
- 3.05 **Required Parking:** Parking requirements for multi-family developments shall be provided in accordance with Section 12, Off-Street Parking Regulations of the City of Prosper Zoning Ordinance, No. 84-16.
- 3.06 **Building Materials:** All multi-family structures shall have an exterior finish of glass, stone, stucco, brick, tile, exterior wood or similar materials (as approved by the Prosper City Council) or any combination thereof. The use of wood as a primary, exterior building material shall be limited to a maximum of twenty-five (25) percent of the total exterior wall surfaces.
- 3.07 **General Requirements:** Unless otherwise approved by the Prosper City Council or their designee, a six (6) foot screening fence shall be constructed by the Owner and/or Developer of the multi-family property between areas developed for multi-family uses and those areas developed for single family residential uses. The above referenced six (6) foot screening fence shall be constructed of exterior

wood, stone, stucco, brick, tile, concrete, or similar materials or any combination thereof. Design of the aforementioned screening fence shall be approved by the City at the time of Site Plan approval.

- 3.08 **Minimum Dwelling Size:** The minimum floor area for multi-family units shall be six hundred fifty (650) square feet, exclusive of garages, open breezeways, and porticos.
- 3.09 **Lot Area:** The minimum area of any multi-family lot shall be ten thousand (10,000) square feet.
- 3.10 **Lot Coverage:** In no case shall more than forty-five (45) percent of the total lot area be covered by the combined area of the main buildings and accessory buildings.
- 3.11 **Lot Width:** The width of any lot shall not be less than eighty (80) feet.
- 3.12 **Lot Depth:** The minimum depth of any lot shall not be less than one hundred twenty (120) feet.
- 3.13 **Front Yard:** The minimum dept of the front yard shall be twenty-five (25) feet.
- 3.14 **Side Yard:** The minimum side yard on each side of the lot shall be fifteen (15) feet. A side yard adjacent to a street shall be a minimum of twenty-five (25) feet. A building separation of fifteen (15) feet shall be provided between multi-family structures. A minimum side yard of sixty (60) feet shall be required where units abut a single family zoning district, unless the multi-family units are less than two (2) stories in height.
- 3.15 **Rear Yard:** The minimum depth of the rear yard shall be twenty (20) feet. A minimum rear yard of sixty (60) feet shall be required where units abut a single family zoning district, unless the multi-family units are less than two (2) stories in height.
- 3.16 **Building Height:** The permitted height of all multi-family structures shall not exceed three (3) stories; provided, however, no multi-family structure shall exceed two (2) stories when located one hundred fifty (150) feet or less from a single family zoning district, unless otherwise approved by the City.

4.0 Planned Development District – General Conditions

- 4.01 **Conformance to All Applicable Articles of the City of Prosper Zoning Ordinance:** Except as amended herein, this Planned Development District shall

conform to any and all applicable articles and sections of the City of Prosper Zoning Ordinance, No. 84-16, as it presently exists.

- 4.02 **Amenity Center**: The Developer for the Planned Development District shall provide for an amenity center which may include, but not be limited to a swimming pool, cabana, and landscaping to be owned, operated, and maintained by a property owner's association.
- 4.03 **Zoning Exhibit**: A Zoning Exhibit is hereby attached and made a part of the ordinance. It establishes the most general guidelines for the district by identifying the land use types, approximate thoroughfare locations and project boundaries and illustrates the integration of these elements into a master plan for the whole district.
- 4.04 **Streets**: Residential streets shall consist of a fifty (50) foot right-of-way with a twenty-seven (27) foot paving section (b-b).
- 4.05 **Maintenance of Facilities**: The Owner(s) shall establish, with each preliminary plat submittal, a property owner's association, membership association or other designation that will be responsible for the improvement and maintenance of all common areas and/or common facilities contained within the area of the Planned Development District.
- 4.06 **Sidewalks**: A four (4) foot sidewalk within the street right-of-way shall be provided at the front of all single family residential lots. Corner lots shall also provide the aforementioned requirement.

EXHIBIT "D"

DOWDEY, ANDERSON & ASSOCIATION, INC.
LA CIMA
STATEMENT OF INTENT AND PURPOSE

The purpose and intent of this planned development district is to provide a high quality of mixed residential, commercial and industrial uses that are compatible with the physical location of the property and the natural characteristics of the property. The commercial and industrial land uses for the overall property were planned due to the property's location adjacent to SH 380, SH 289, Business 289 and future major thoroughfares to include the North Dallas Tollway extension. The residential land uses were considered in the land plan relative to their location adjacent to existing residential and public school property and in locations with natural features supporting quality residential neighborhoods.

EXHIBIT "E"

DOWDEY, ANDERSON & ASSOCIATION, INC.
LA CIMA
DEVELOPMENT SCHEDULE

The development schedule for the approximate four-hundred, fifteen (415) acres will be phased over the next ten (10) to fifteen (15) years and is primarily dependent on the marketability of the highest and best use of the land for the respective land tracts.

The commercial tracts vary in size and location. It is conceivable that the larger commercial land tracts along Preston Road will be held for longer amounts of time in order to reserve their use for commercial development that is commensurate with larger mixed use developments when the market so demands. The development of commercial land tracts adjacent to the future North Dallas Tollway extension will be dependent on the future extension of the Tollway and the demand for quality commercial development. On the other hand, there may be more immediate opportunities to facilitate commercial service uses on smaller tracts of land required to serve the communities needs.

There exists immediate market demands for affluent single family residences in the land tract adjacent to the Prosper school land. The multi-family tracts of land will be developed according to the Planned Development Ordinance and at such time as it is feasible to deliver quality multifamily housing.

4688 1573 04703 02314

AN ORDINANCE AMENDING PROSPER'S ORDINANCE NO. 00-03 FOR THE SOLE PURPOSE OF ACCURATELY REFLECTING THE MINUTES OF THE MARCH 14, 2000 TOWN COUNCIL MEETING; REZONING A TRACT OF LAND CONSISTING OF 593.665 ACRES, MORE OR LESS, SITUATED IN THE COLLIN COUNTY SCHOOL LAND SURVEY, ABSTRACT NO. 147, THE BEN RENISON SURVEY, ABSTRACT NO. 755, AND THE ED BRADLEY SURVEY, ABSTRACT NO. 86, IN THE TOWN OF PROSPER, COLLIN COUNTY, TEXAS HERETOFORE ZONED AGRICULTURE (A) IS REZONED PLANNED DEVELOPMENT (PD); DESCRIBING THE TRACT TO BE REZONED; PROVIDING FOR A PENALTY FOR THE VIOLATION OF THIS ORDINANCE; PROVIDING FOR REPEALING, SAVINGS AND SEVERABILITY CLAUSES; PROVIDING FOR AN EFFECTIVE DATE OF THIS ORDINANCE; AND PROVIDING FOR THE PUBLICATION OF THE CAPTION HEREOF.

WHEREAS, the Town of Prosper, Texas ("Prosper") has received a request from 183 Land Corporation to rezone 593.665 acres of land, more or less, situated in the Collin County School Land Survey, Abstract No. 147, the Ben Renison Survey, Abstract No. 755, and the Ed Bradley Survey, Abstract No. 86 in Prosper, Collin County, Texas; and

WHEREAS, the Town Council of Prosper (the "Town Council") has investigated into and determined that the facts contained in the request are true and correct; and

WHEREAS, all legal notices required for rezoning have been given in the manner and form set forth by law, and public hearings have been held on the proposed rezoning and all other requirements of notice and completion of such zoning procedures have been fulfilled; and

WHEREAS, the Town Council finds that on March 14, 2000 Prosper Ordinance No. 00-03 was adopted without accurately reflecting the minutes of the March 14, 2000 Town Council meeting; and

WHEREAS, the Town Council has further investigated into and determined that it will be advantageous and beneficial to Prosper and its inhabitants to amend Prosper's Ordinance No. 00-

03 for the sole purpose of accurately reflecting the minutes of the March 14, 2000 Town Council meeting as set forth below.

NOW, THEREFORE, BE IT ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS:

SECTION 1: Findings Incorporated. The findings set forth above are incorporated into the body of this Ordinance as if fully set forth herein.

SECTION 2: Amendments to Prosper's Ordinance No. 00-03. Prosper's Ordinance No. 00-03 is amended to accurately reflect the minutes of the March 14, 2000 Town Council meeting as follows: The zoning designation of the below-described property containing 593.665 acres, more or less, situated in the Collin County School Land Survey, Abstract No. 147, the Ben Renison Survey, Abstract No. 755, and the Ed Bradley Survey, Abstract No. 86, in Prosper, Collin County, Texas, (the "Property") and all streets, roads and alleyways contiguous and/or adjacent thereto are hereby rezoned as Planned Development (PD). Such property is divided into separate tracts which contain the following use classifications:

Tract 1(A) - 29.987 acres - Retail/Commercial/Office (R/C/O)

Tract 2(A) - 81.112 acres - Retail/Commercial/Office (R/C/O)

Tract 3(A) - 79.222 acres - Single Family (SF)

Tract 4(A) - 16.496 acres - Light Industrial (LI)

Tract 5(A) - 2.739 acres - Commercial (C)

Tract 5(B) - 2.078 acres - Commercial (C)

Tract 5(C) - 94.459 acres - Light Industrial (LI)

Tract 5(D) - 26.027 acres - Retail (R)

Tract 6(A) - 59.379 acres - Single Family (SF)

Tract 6(B) - 15.466 acres - Retail/Commercial/Office (R/C/O)

Tract 6(C) - 16.756 acres - Multi-Family (MF)

Tract 6(D) - 29.447 acres - Retail/Commercial/Office (R/C/O)

Tract 6(E) - 2.795 acres - Retail (R)

Tract 7(A) - 4.124 acres - Retail (R)

Tract 7(B) - 5.008 acres - Retail/Commercial/Office (R/C/O)

Tract 7(C) - 16.842 acres - Multi-Family (MF)

Tract 7(D) - 73.988 acres - Retail/Commercial/Office (R/C/O)

Tract 8(A) - 10.068 acres - Retail (R)

Tract 9(A) - 25.261 acres - Retail/Commercial/Office (R/C/O)

Tract 9(B) - 2.411 acres - Retail (R)

The Property as a whole is more particularly described in Exhibit "A" attached hereto and incorporated herein for all purposes.

The development plans, standards, uses and schedules for the Property in this Planned Development District shall conform to, and comply with 1) the conceptual and/or site plan attached hereto as Exhibit "B", 2) the planned development standards attached hereto as Exhibit "C", 3) the statement of purpose and intent attached hereto as Exhibit "D", and 4) the development schedule attached hereto as "E". Exhibits "B", "C", "D" and "E" are incorporated herein for all purposes. Except as amended by this Ordinance, the development of the Property within this Planned Development District must comply with the requirements of all ordinances, rules and regulations of Prosper, as they currently exist or may be amended.

Three (3) original, official and identical copies of the zoning exhibit map are hereby adopted and shall be filed and maintained as follows:

a. Two (2) copies shall be filed with the Town Secretary and retained as the original records and shall not be changed in any manner.

b. One (1) copy shall be filed with the building inspector and shall be maintained up-to-date by posting thereon all changes and subsequent amendments for observation, issuing building permits, certificates of compliance and occupancy and enforcing the zoning ordinance. Reproduction for information purposes may from time-to-time be made of the official zoning district map.

Written notice of any amendment to this Planned Development District shall be sent to all property owners within two hundred feet (200') of the specific area to be amended.

SECTION 3: No Vested Interest/Repeal. No developer or property owner shall acquire any vested interest in this Ordinance, the Planned Development Zone or in any other specific regulations contained herein. Any portion of this Ordinance may be repealed by the Town Council in the manner provided for by law.

SECTION 4: Unlawful Use of Premises. It shall be unlawful for any person, firm or corporation to make use of said premises in some manner other than as authorized by this Ordinance, and it shall be unlawful for any person, firm or corporation to construct on said premises any building that is not in conformity with the permissible uses under this Zoning Ordinance.

SECTION 5: Penalty Provision. Any person, firm, corporation or business entity violating this Ordinance, Prosper Ordinance No. 00-03 and/or any provision of Prosper's Zoning Ordinance No. 84-16, or as amended, shall be deemed guilty of a misdemeanor, and upon conviction thereof shall be fined a sum not exceeding Two Thousand Dollars (\$2,000.00). Each continuing day's violation under this Ordinance shall constitute a separate offense. The penal provisions imposed under this Ordinance shall not preclude Prosper from filing suit to enjoin the

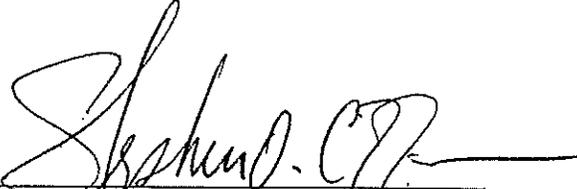
violation. Prosper retains all legal rights and remedies available to it pursuant to local, state and federal law.

SECTION 6: Savings/Repealing Clause. Prosper's Zoning Ordinance No. 84-16 shall remain in full force and effect, save and except as amended by this or any other Ordinance. All provisions of any ordinance in conflict with this Ordinance are hereby repealed to the extent they are in conflict; but such repeal shall not abate any pending prosecution for violation of the repealed ordinance, nor shall the repeal prevent a prosecution from being commenced for any violation if occurring prior to the repeal of the ordinance. Any remaining portions of said ordinances shall remain in full force and effect.

SECTION 7: Severability. Should any section, subsection, sentence, clause or phrase of this Ordinance be declared unconstitutional or invalid by a court of competent jurisdiction, it is expressly provided that any and all remaining portions of this Ordinance shall remain in full force and effect. Prosper hereby declares that it would have passed this Ordinance, and each section, subsection, clause or phrase thereof irrespective of the fact that any one or more sections, subsections, sentences, clauses and phrases be declared unconstitutional or invalid.

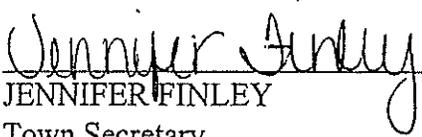
SECTION 8: Effective Date. This Ordinance shall become effective from and after its adoption and publication as required by law.

DULY PASSED AND APPROVED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS on this 13 day of June 2000.

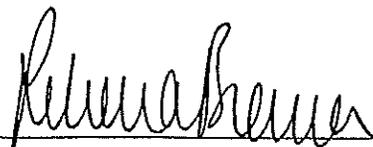

STEPHEN COFFMAN, MAYOR

ATTESTED TO AND
CORRECTLY RECORDED BY:

APPROVED AS TO FORM:



JENNIFER FINLEY
Town Secretary



ABERNATHY, ROEDER, BOYD,
& JOPLIN, P.C.
RICHARD M. ABERNATHY
REBECCA BREWER
Town Attorneys

DATE OF PUBLICATION: 6-16-00 in the McKinney Courier Gazette

Parcel 1(A)
Retail/Commercial/Office

BEING a 29.987 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 19, Abstract Number 147, Collin County, Texas and being all of a 29.987 acre tract of land described as Tract Two by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northeast corner of said 29.987 acre tract of land and being located in the south line of County Road Number 4 and the west line of County Road Number 27;

THENCE along the west line of said County Road Number 27, SOUTH 00°02'28" WEST a distance of 1,298.30 feet to the southeast corner of said 29.987 acre tract of land;

THENCE departing the west line of said County Road Number 27, SOUTH 89°54'11" WEST a distance of 1,003.48 feet to a point for corner;

THENCE NORTH 00°08'01" WEST a distance of 1,300.00 feet to the south line of said County Road Number 4 and being the northwest corner of said 29.987 acre tract of land;

THENCE along the south line of said County Road Number 4, NORTH 90°00'00" EAST a distance of 1,007.44 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 29.987 acres less proposed right-of-way leaving a net area of 23.829 acres.

Parcel 2(A)
Retail/Commercial/Office

BEING a 81.112 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 19, Abstract Number 147, Collin County, Texas and being all of a 81.112 acre tract of land described as Tract Three by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northwest corner of said 81.112 acre tract of land and being located at the point of intersection of the centerline of County Road No. 4 running east/west and the centerline of County Road No. 27 running north/south;

THENCE along the centerline of said County Road No. 4, NORTH 90°00'00" EAST a distance of 1,368.12 feet to the northeast corner of said 81.112 acre tract of land;

THENCE departing the centerline of said County Road No. 4, SOUTH 00°46'00" WEST a distance of 2,609.70 feet to the southeast corner of said 81.112 acre tract of land;

THENCE NORTH 89°53'15" WEST a distance of 1,347.58 feet to the southwest corner of said 81.112 acre tract of land and being located in the centerline of said County Road No. 27;

THENCE along the centerline of said County Road No. 27 as follows:

NORTH 00°35'53" EAST a distance of 1,286.28 feet to a point for corner;

NORTH 00°02'28" EAST a distance of 1,320.61 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 81.112 acres less proposed right-of-way leaving a net area of 70.385 acres.

Parcel 3(A)
Single Family

BEING a 79.222 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 31, Abstract Number 147, Collin County, Texas and being all of a 79.221 acre tract of land described as Tract Four by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at a the southwest corner of said 79.221 acre tract of land and being located in the centerline of County Road Number 3;

THENCE departing the centerline of said County Road Number 3, NORTH 00°32'11" EAST a distance of 2,641.82 feet to the northwest corner of said 79.221 acre tract of land;

THENCE SOUTH 89°27'11" EAST a distance of 1,291.86 feet to the northeast corner of said 79.221 acre tract of land;

THENCE SOUTH 00°10'56" EAST a distance of 2,633.39 feet to the southeast corner of said 79.221 acre tract of land and being located in the centerline of said County Road Number 3;

THENCE along the centerline of said County Road Number 3, NORTH 89°49'37" WEST a distance of 1,324.92 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 79.222 acres less proposed right-of-way leaving a net area of 78.309 acres.

Parcel 4(A)
Light Industrial

BEING a 16.496 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being all of a 16.496 acre tract of land described as Tract Five by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northwest corner of said 16.496 acre tract of land and being located in the centerline of County Road No. 3;

THENCE along the centerline of said County Road No. 3, SOUTH 89°49'39" EAST a distance of 505.60 feet to the northeast corner of said 16.496 acre tract of land and being located in the northwesterly right-of-way line of the Burlington Northern Railroad;

THENCE departing the centerline of said County Road No. 3 and following the northwesterly right-of-way line of said Burlington Northern Railroad as follows:

SOUTH 11°54'49" WEST a distance of 1,758.44 feet to a point for corner;

SOUTH 78°05'11" EAST a distance of 150.00 feet to a point for corner;

SOUTH 11°54'49" WEST a distance of 972.71 feet to the southeast corner of said 16.496 acre tract of land;

THENCE departing the northwesterly right-of-way line of said Burlington Northern Railroad, NORTH 89°58'41" WEST a distance of 69.35 feet to the southwest corner of said 16.496 acre tract of land;

THENCE along the west line of said 16.496 acre tract of land, NORTH 00°24'25" WEST a distance of 2,704.85 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds gross area of 16.496 acres less proposed right-of-way leaving a net area of 14.106 acres.

Parcel 5(A)
Commercial

BEING a 2.739 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 125.926 acre tract of land described as Tract Six by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northwest corner of said 125.926 acre tract of land and being located in the centerline of County Road No. 3 and being located in the southeasterly right-of-way line of the Burlington Northern Railroad;

THENCE along the centerline of said County Road No. 3, SOUTH 89°49'37" EAST a distance of 352.22 feet to a point for corner;

THENCE departing the centerline of said County Road No. 3, SOUTH 01°17'49" WEST a distance of 312.44 feet to a point for corner;

THENCE NORTH 89°54'32" WEST a distance of 411.15 feet to a point for corner located in the southeasterly right-of-way line of Burlington Northern Railroad;

THENCE along the southeasterly right-of-way line of said Burlington Northern Railroad, NORTH 11°54'58" EAST a distance of 319.66 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 2.739 acres less proposed right-of-way leaving a net area of 2.495 acres.

Parcel 5(B)
Commercial

BEING a 2.708 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 125.926 acre tract of land described as Tract Six by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northerly northeast corner of said 125.926 acre tract of land and being located in the centerline of County Road No. 3;

THENCE departing the centerline of said County Road No. 3, SOUTH 00°26'48" WEST a distance of 315.00 feet to a point for corner;

THENCE NORTH 89°19'22" WEST a distance of 375.68 feet to a point for corner;

THENCE NORTH 00°09'32" EAST a distance of 311.69 feet to a point for corner located in the centerline of said County Road No. 3;

THENCE along the centerline of said County Road No. 3, SOUTH 89°49'37" EAST a distance of 377.25 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 2.708 acres less proposed right-of-way leaving a net area of 2.448 acres.

Parcel 5(C)
Light Industrial

BEING a 94.459 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 125.926 acre tract of land described as Tract Six by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the southwest corner of said 125.926 acre tract of land and being located in the southeasterly right-of-way line of the Burlington Northern Railroad;

THENCE along the southeasterly right-of-way of said Burlington Northern Railroad as follows:

NORTH 11°54'49" EAST a distance of 951.65 feet to a point for corner;
SOUTH 78°05'11" EAST a distance of 50.00 feet to a point for corner;
NORTH 11°54'49" EAST a distance of 1,501.13 feet to a point for corner;

THENCE departing the southeasterly right-of-way line of said Burlington Northern Railroad,
SOUTH 89°54'32" EAST a distance of 892.36 feet to a point for corner;

THENCE SOUTH 89°19'22" EAST a distance of 375.68 feet to a point for corner;

THENCE SOUTH 89°49'35" EAST a distance of 190.00 feet to a point for corner;

THENCE SOUTH 00°20'17" WEST a distance of 2,383.99 feet to a point for corner located in the southerly line of said 125.926 acre tract of land;

THENCE along the southerly line of said 125.926 acre tract of land, NORTH 89°58'41" WEST a distance of 1,999.22 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 94.459 acres less proposed right-of-way leaving a net area of 92.171 acres.

Parcel 5(D)
Retail

BEING a 26.027 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 125.926 acre tract of land described as Tract Six by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northeast corner of said 125.926 acre tract of land and being located in the centerline of Business Highway 289;

THENCE along the centerline of said Business Highway 289, SOUTH 00°20'17" WEST a distance of 2,486.79 feet to the southeast corner of said 125.926 acre tract of land;

THENCE departing the centerline of said Business Highway 289 and following the south line of said 125.926 acre tract of land, NORTH 89°58'41" WEST a distance of 455.80 feet to a point for corner;

THENCE departing the south line of said 125.926 acre tract of land, NORTH 00°20'17" EAST a distance of 2,383.99 feet to a point for corner located in the north line of said 125.926 acre tract of land;

THENCE along the northerly line of said 125.926 acre tract of land as follows:

NORTH 00°26'48" EAST a distance of 104.00 feet to a point for corner;

SOUTH 89°49'37" EAST a distance of 455.60 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 26.027 acres less proposed right-of-way leaving a net of 23.267 acres.

Parcel 6(A)
Single Family

BEING a 59.379 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 123.850 acre tract of land described as Tract Seven by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the westerly northwest corner of said 123.850 acre tract of land and being located in the centerline of Business Highway 289;

THENCE departing the centerline of said Business Highway 289 and following the northerly line of said 123.850 acre tract of land as follows:

SOUTH 89°21'41" EAST a distance of 257.33 feet to a point for corner;
NORTH 02°51'02" EAST a distance of 72.22 feet to a point for corner;
NORTH 89°49'24" EAST a distance of 554.92 feet to the northwest corner of the First Baptist Church tract and being the northerly northeast corner of said 123.850 acre tract of land;
SOUTH 00°25'54" EAST a distance of 673.80 feet to a point for corner;
SOUTH 76°19'09" EAST a distance of 507.29 feet to a point for corner;
SOUTH 88°34'52" EAST a distance of 884.07 feet to a point for corner;

THENCE departing the northerly line of said 123.850 acre tract of land, SOUTH 35°00'58" WEST a distance of 1,590.22 feet to a point for corner;

THENCE NORTH 60°08'46" WEST a distance of 543.82 feet to a point for corner;

THENCE NORTH 88°57'01" WEST a distance of 263.97 feet to a point for corner;

THENCE NORTH 80°17'13" WEST a distance of 197.79 feet to a point for corner;

THENCE NORTH 68°23'58" WEST a distance of 391.49 feet to a point for corner located in the centerline of said Business Highway 289;

THENCE along the centerline of said Business Highway 289, NORTH 00°20'17" EAST a distance of 1,243.70 feet to a point for corner;

THENCE departing the centerline of said Business Highway 289, SOUTH 89°39'38" EAST a distance of 291.20 feet to a point for corner;

THENCE NORTH 03°55'35" EAST a distance of 83.61 feet to a point for corner;

THENCE NORTH 88°54'07" WEST a distance of 15.15 feet to a point for corner;

THENCE NORTH 01°55'33" WEST a distance of 126.12 feet to a point for corner;

THENCE NORTH 88°56'03" WEST a distance of 276.32 feet to a point for corner located in the centerline of said Business Highway 289;

THENCE along the centerline of said Business Highway 289, NORTH 00°20'17" EAST a distance of 137.17 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 59.379 acres less proposed right-of-way leaving a net area of 58.111 acres.

Parcel 6(C)
Multi-Family

BEING a 16.756 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 123.850 acre tract of land described as Tract Seven by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at a point located in the centerline of Business Highway Number 289 and being the westerly line of said 123.850 acre tract of land and being located South $00^{\circ}20'17''$ West a distance of 1,594.04 feet from it's westerly northwest corner;

THENCE departing the centerline of said Business Highway 289 and the westerly line of said 123.850 acre tract of land, SOUTH $68^{\circ}23'58''$ EAST a distance of 391.44 feet to a point for corner;

THENCE SOUTH $80^{\circ}17'13''$ EAST a distance of 197.79 feet to a point for corner;

THENCE SOUTH $88^{\circ}57'01''$ EAST a distance of 263.97 feet to a point for corner;

THENCE SOUTH $60^{\circ}08'46''$ EAST a distance of 543.82 feet to a point for corner;

THENCE SOUTH $35^{\circ}00'58''$ WEST a distance of 645.01 feet to a point for corner;

THENCE NORTH $56^{\circ}04'31''$ WEST a distance of 264.34 feet to the beginning of a curve to the left having a radius of 700.00 feet and a chord bearing of North $73^{\circ}01'36''$ West;

THENCE continuing along said curve to the left through a central angle of $33^{\circ}54'10''$ for an arc length of 414.20 feet to the point of tangency;

THENCE NORTH $89^{\circ}58'41''$ WEST a distance of 318.89 feet to a point for corner located in the centerline of said Business Highway 289 and the westerly line of said 123.850 acre tract of land;

THENCE along the centerline of said Business Highway 289 and the westerly line of said 123.850 acre tract of land, NORTH $00^{\circ}20'17''$ EAST a distance of 714.49 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 16.756 acres less proposed right-of-way leaving a net area of 14.990 acres.

Parcel 6(D)
Retail/Commercial/Office

BEING a 29.447 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 123.850 acre tract of land described as Tract Seven by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at a point for corner located in the centerline of Business Highway 289 and being located in the westerly line of said 123.850 acre tract of land and being located North $00^{\circ}22'47''$ East a distance of 1,832.88 feet from it's southwest corner;

THENCE departing the centerline of said Business Highway 289 and the westerly line of said 123.850 acre tract of land, SOUTH $89^{\circ}58'41''$ EAST a distance of 318.89 feet to the beginning of a curve to the right having a radius of 700.00 feet and a chord bearing of South $73^{\circ}01'36''$ East;

THENCE continuing along said curve to the right through a central angle of $33^{\circ}54'10''$ for an arc length of 414.20 feet to the point of tangency;

THENCE SOUTH $56^{\circ}04'31''$ EAST a distance of 574.68 feet to a point for corner located in the northwesterly right-of-way line of State Highway 289;

THENCE along the northwesterly right-of-way line of said State Highway 289 as follows:

SOUTH $31^{\circ}03'00''$ WEST a distance of 556.27 feet to a point for corner;
SOUTH $35^{\circ}58'19''$ WEST a distance of 300.15 feet to a point for corner;
SOUTH $34^{\circ}19'26''$ WEST a distance of 199.33 feet to a point for corner;
SOUTH $37^{\circ}40'00''$ WEST a distance of 401.42 feet to a point for corner;
SOUTH $44^{\circ}50'05''$ WEST a distance of 40.00 feet to a point for corner;

THENCE departing the northwesterly right-of-way line of said State Highway 289, NORTH $44^{\circ}26'44''$ WEST a distance of 250.45 feet to the beginning of a curve to the right having a radius of 590.00 feet and a chord bearing of North $22^{\circ}01'58''$ West;

THENCE continuing along said curve to the right through a central angle of $44^{\circ}49'31''$ for an arc length of 461.58 feet to the point of tangency located in the centerline of said Business Highway 289;

THENCE along the centerline of said Business Highway 289, NORTH $00^{\circ}22'47''$ EAST a distance of 1,074.42 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 29.447 acres less proposed right-of-way leaving a net area of 26.381 acres.

Parcel 6(E)
Retail

BEING a 2.795 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 123.850 acre tract of land described as Tract Seven by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the southwest corner of said 123.850 acre tract of land and being located in the centerline of Business Highway 289 and the northwesterly right-of-way of State Highway 289;

THENCE along the centerline of said Business Highway 289, NORTH $00^{\circ}22'47''$ EAST a distance of 758.46 feet to the beginning of a non-tangent curve to the left having a radius of 590.00 feet and a chord bearing of South $22^{\circ}01'58''$ East;

THENCE departing the centerline of said Business Highway 289 and continuing along said non-tangent curve to the left through a central angle of $44^{\circ}49'31''$ for an arc length of 461.58 feet to the point of tangency;

THENCE SOUTH $44^{\circ}26'44''$ EAST a distance of 250.45 feet to a point for corner located in the northwesterly right-of-way line of said State Highway 289;

THENCE along the northwesterly right-of-way line of said State Highway 289 as follows:

SOUTH $44^{\circ}50'05''$ WEST a distance of 380.77 feet to a point for corner;
NORTH $58^{\circ}39'16''$ WEST a distance of 30.00 feet to a point for corner;
NORTH $15^{\circ}10'16''$ WEST a distance of 94.91 feet to a point for corner;
NORTH $89^{\circ}36'27''$ WEST a distance of 30.25 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 2.795 acres less proposed right-of-way leaving a net area of 2.262 acres.

Parcel 7(A)
Retail

BEING a 4.124 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147, Collin County, Texas and being a portion of a 99.963 acre tract of land described as Tract Ten by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the easterly northeast corner of said 99.963 acre tract of land and being located in the centerline of County Road Number 73;

THENCE along the centerline of said County Road Number 73, SOUTH $00^{\circ}25'52''$ WEST a distance of 285.74 feet to a point for corner;

THENCE the departing the centerline of said County Road Number 73, NORTH $89^{\circ}34'08''$ WEST a distance of 65.88 feet to the beginning of a curve to the right having a radius of 500.00 feet and a chord bearing of North $72^{\circ}42'45''$ West;

THENCE continuing along said curve to the right through a central angle of $33^{\circ}42'46''$ for an arc length of 294.20 feet to the point of tangency;

THENCE NORTH $55^{\circ}51'22''$ WEST a distance of 144.00 feet to a point located in the southeasterly right-of-way line of State Highway 289;

THENCE along the southeasterly right-of-way line of said State Highway 289 as follows:

NORTH $34^{\circ}08'38''$ EAST a distance of 570.09 feet to a point for corner;

SOUTH $55^{\circ}48'51''$ EAST a distance of 94.39 feet to a point for corner;

SOUTH $09^{\circ}05'51''$ EAST a distance of 304.25 feet to a point for corner;

SOUTH $89^{\circ}36'20''$ EAST a distance of 17.91 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 4.124 acres less proposed right-of-way leaving a net area of 3.552 acres.

Parcel 7(B)
Retail/Commercial/Office

BEING a 5.008 acre tract of land situated in the Collin County School Land Survey, Number 12, Lot 30, Abstract Number 147 and the Ben Renison Survey, Abstract Number 755, Collin County, Texas and being a portion of a 99.963 acre tract of land described as Tract Ten by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING in the east line of said 99.963 acre tract of land and being located South $00^{\circ}25'52''$ West a distance of 285.74 from the it's easterly northeast corner and being located in the centerline of County Road Number 73;

THENCE along the centerline of said County Road No. 73, SOUTH $00^{\circ}25'52''$ WEST a distance of 343.83 feet to a point for corner;

THENCE departing the centerline of said County Road No. 73, SOUTH $89^{\circ}44'14''$ WEST a distance of 333.96 feet to a point for corner;

THENCE NORTH $56^{\circ}04'31''$ WEST a distance of 384.94 feet to a point located in the southeasterly right-of-way line of State Highway No. 289;

THENCE along the southeasterly right-of-way line of said State Highway No. 289, NORTH $33^{\circ}04'06''$ EAST a distance of 355.60 feet to a point for corner;

THENCE departing the southeasterly right-of-way line of said State Highway No. 289, SOUTH $55^{\circ}51'22''$ EAST a distance of 144.00 feet to the beginning of a curve to the left having a radius of 500.00 feet and a chord bearing of South $72^{\circ}42'45''$ East;

THENCE continuing along said curve to the left through a central angle of $33^{\circ}42'46''$ for an arc length of 294.20 feet to the point of tangency;

THENCE SOUTH $89^{\circ}34'08''$ EAST a distance of 65.88 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 5.008 acres less proposed right-of-way leaving a net area of 4.393 acres.

Parcel 7(C)
Multi-Family

BEING a 16.842 acre tract of land situated in the Ben Renison Survey, Abstract Number 755, Collin County, Texas and being a portion of a 99.963 acre tract of land described as Tract Ten by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING in the east line of said 99.963 acre tract of land and being located South $00^{\circ}25'52''$ West a distance of 629.57 from the it's easterly northeast corner and being located in the centerline of County Road Number 73;

THENCE along the centerline of said County Road No. 73, SOUTH $00^{\circ}25'52''$ WEST a distance of 791.56 feet to a point for corner;

THENCE departing the centerline of said County Road Number 73, SOUTH $89^{\circ}44'14''$ WEST a distance of 349.20 feet to the beginning of a curve to the right having a radius of 700.00 feet and a chord bearing of North $73^{\circ}10'08''$ West;

THENCE continuing along said curve to the right through a central angle of $34^{\circ}11'15''$ for an arc length of 417.68 feet to the point of tangency;

THENCE NORTH $56^{\circ}04'31''$ WEST a distance of 371.54 feet to a point located in the southeasterly right-of-way line of State Highway 289;

THENCE along the southeasterly right-of-way line of said State Highway 289 as follows:

NORTH $36^{\circ}22'45''$ EAST a distance of 47.94 feet to a point for corner;
NORTH $30^{\circ}10'43''$ EAST a distance of 699.04 feet to a point for corner;
NORTH $33^{\circ}04'06''$ EAST a distance of 44.21 feet to a point for corner;

THENCE departing the southeasterly right-of-way line of said State Highway 289, SOUTH $56^{\circ}04'31''$ EAST a distance of 384.94 feet;

THENCE NORTH $89^{\circ}44'14''$ EAST a distance of 333.96 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 16.842 acres less proposed right-of-way leaving a net area of 15.000 acres.

Parcel 7(D)
Retail/Commercial/Office

BEING a 73.988 acre tract of land situated in the Ben Renison Survey, Abstract Number 755, Collin County, Texas and being a portion of a 99.963 acre tract of land described as Tract Ten by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the southeast corner of said 99.963 acre tract of land and being located at the point of intersection of the centerline of County Road Number 73 and the northerly right-of-way line of U.S. Highway 380;

THENCE along the northerly right-of-way line of said U.S. Highway 380 as follows:

SOUTH 47°20'20" WEST a distance of 111.30 feet to a point for corner;
SOUTH 87°11'01" WEST a distance of 219.00 feet to a point for corner;
SOUTH 89°43'12" WEST a distance of 200.02 feet to a point for corner;
SOUTH 84°04'09" WEST a distance of 100.53 feet to a point for corner;
SOUTH 89°44'14" WEST a distance of 1,576.19 feet to the point of intersection of the southeasterly right-of-way line of State Highway 289;

THENCE along the southeasterly right-of-way line of said State Highway 289 as follows:

NORTH 44°36'25" WEST a distance of 49.94 feet to a point for corner;
NORTH 01°08'02" WEST a distance of 88.00 feet to a point for corner;
NORTH 23°32'01" EAST a distance of 580.42 feet to a point for corner;
NORTH 29°54'01" EAST a distance of 603.42 feet to a point for corner;
NORTH 34°09'18" EAST a distance of 198.25 feet to a point for corner;
NORTH 38°55'52" EAST a distance of 602.86 feet to a point for corner;
NORTH 36°22'45" EAST a distance of 255.36 feet to a point for corner;

THENCE departing the southeasterly right-of-way line of said State Highway 289, SOUTH 56°04'31" EAST a distance of 371.54 feet to the beginning of a curve to the left having a radius of 700.00 feet and a chord bearing of South 73°10'08" East;

THENCE continuing along said curve to the left through a central angle of 34°11'15" for an arc length of 417.68 feet to the point of tangency;

THENCE NORTH 89°44'14" EAST a distance of 349.20 feet to a point located in the centerline of said County Road No. 73;

THENCE along the centerline of said County Road No. 73, SOUTH 00°25'52" WEST a distance of 1,587.76 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 73.988 acres less proposed right-of-way leaving a net area of 71.505 acres.

Parcel 8(A)
Retail

BEING a 10.068 acre tract of land situated in the Ed Bradley Survey, Abstract Number 86, Collin County, Texas and being all of a 10.068 acre tract of land described as Tract Eight by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northwest corner of said 10.068 acre tract of land and being located at the point of intersection of the centerline of First Street and Craig Street;

THENCE along the centerline of said First Street, SOUTH 89°57'39" EAST a distance of 380.61 feet to a point located in the northwest right-of-way line of State Highway No. 289;

THENCE along the northwest right-of-way line of said State Highway No. 289 as follows:

SOUTH 00°02'24" WEST a distance of 19.48 feet to a point for corner;
SOUTH 78°20'45" EAST a distance of 238.94 feet to a point for corner;
SOUTH 24°31'45" EAST a distance of 60.43 feet to a point for corner;
SOUTH 27°26'16" WEST a distance of 427.03 feet to a point for corner;
SOUTH 24°47'15" WEST a distance of 492.40 feet to a point for corner;
SOUTH 33°47'15" WEST a distance of 199.32 feet to a point for corner;
NORTH 56°33'20" WEST a distance of 96.61 feet to a point for corner
NORTH 00°24'19" WEST a distance of 205.74 feet to a point for corner;
NORTH 16°22'19" WEST a distance of 104.40 feet to a point for corner;
NORTH 89°40'19" WEST a distance of 19.83 feet to a point in the centerline of said Craig Street;

THENCE along the centerline of said Craig Street, NORTH 00°25'52" EAST a distance of 755.43 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 10.068 acres less proposed right-of-way leaving a net area of 9.289 acres more or less.

Parcel 9(A)
Retail/Commercial/Office

BEING a 25.261 acre tract of land situated in the Ed Bradley Survey, Abstract Number 86, Collin County, Texas and being a portion of a 27.672 acre tract of land described as Tract Nine by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the northeast corner of said 27.672 acre tract of land and being located in the centerline of County Road No. 78 running in an east/west direction;

THENCE SOUTH 00°31'03" EAST a distance of 1,546.40 feet to the southeast corner of said 27.672 acre tract of land;

THENCE along the south line of said 27.672 acre tract of land, SOUTH 89°54'01" WEST a distance of 373.75 feet to the beginning of a curve to the right having a radius of 832.50 feet and a chord bearing of North 73°08'32" West;

THENCE continuing along said curve to the right through a central angle of 33°54'54" for an arc length of 492.78 feet to the point of tangency;

THENCE NORTH 56°11'05" WEST a distance of 288.30 feet to a point for corner located in the southeasterly right-of-way line of State Highway 289;

THENCE along the southeasterly right-of-way line of said State Highway 289 as follows:

NORTH 33°48'55" EAST a distance of 666.42 feet to a point for corner;
NORTH 26°28'50" EAST a distance of 203.98 feet to a point for corner;
NORTH 22°02'50" EAST a distance of 407.09 feet to a point for corner;
NORTH 49°53'45" EAST a distance of 89.16 feet to a point for corner;
NORTH 77°59'15" EAST a distance of 278.14 feet to a point for corner;
NORTH 00°02'24" EAST a distance of 16.88 feet to a point located in the centerline of said County Road No. 78;

THENCE along the centerline of said County Road No. 78, SOUTH 89°57'45" EAST a distance of 109.16 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 25.261 acres less proposed right-of-way leaving a net area of 23.231 acres.

Parcel 9(B)
Retail

BEING a 2.411 acre tract of land situated in the Ed Bradley Survey, Abstract Number 86, Collin County, Texas and being a portion of a 27.672 acre tract of land described as Tract Nine by deed to 183 Land Corporation, Inc. recorded in Collin County Clerk File No. 97-0005168 of the Deed Records of Collin County Texas and being more particularly described as follows:

BEGINNING at the southwest corner of said 27.672 acre tract of land and being located in the southeasterly right-of-way line of State Highway No. 289;

THENCE along the southeasterly right-of-way line of said State Highway 289, NORTH $33^{\circ}48'55''$ EAST a distance 364.51 feet to a point for corner;

THENCE departing the southeasterly right-of-way line of said State Highway 289, SOUTH $56^{\circ}11'05''$ EAST a distance of 288.30 feet to the beginning of a curve to the left having a radius of 832.50 feet and a chord bearing of South $73^{\circ}08'32''$ East;

THENCE along said curve to the left through a central angle of $33^{\circ}54'54''$ for an arc length of 492.78 feet to the point of tangency located in the south line of said 27.672 acre tract of land;

THENCE along the south line of said 27.672 acre tract of land, SOUTH $89^{\circ}54'01''$ WEST a distance of 907.13 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 2.411 acres less proposed right-of-way leaving a net area of 1.938 acres.

LEGEND

- EXISTING SCHOOL
- LIGHT INDUSTRIAL
- MULTI-FAMILY
- RETAIL
- RETAIL / COMMERCIAL / OFFICE
- SINGLE FAMILY



EXHIBIT 'B'
 ALTERNATIVE 3
 CONCEPT PLAN FOR
 PD - PLANNED DEVELOPMENT DISTRICT
 FOR

PROSPER

PROSPER, TEXAS

DANIEL CRIST SURVEY, ABST. NO. 226

OWNER: BLUE STAR LAND

1600 PRESTON RD., SUITE 200

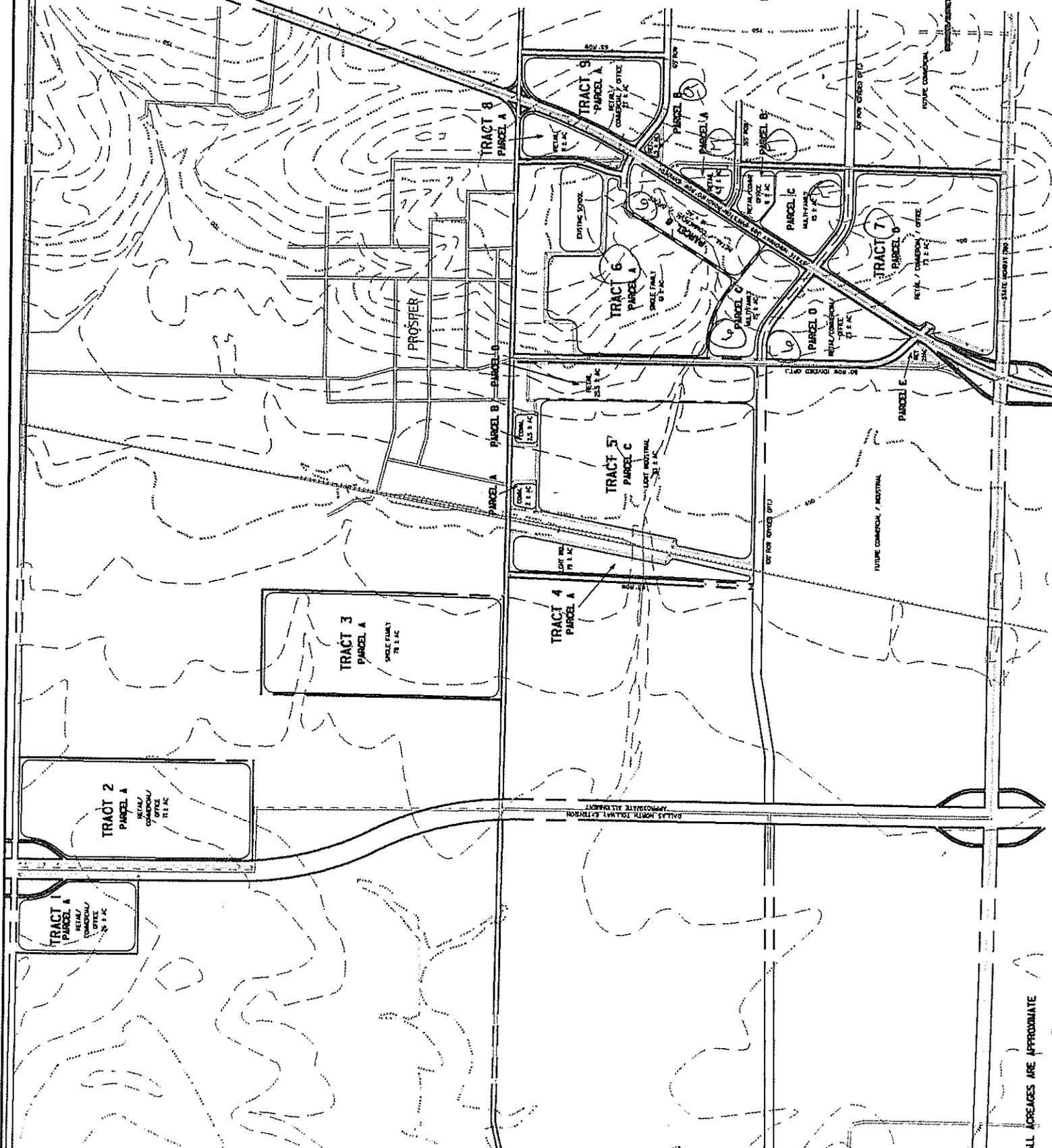
DALLAS, TX 75263

(972) 667-1656



DAVID A. CARTER, L.S.
 1600 PRESTON RD., SUITE 200
 DALLAS, TX 75263
 (972) 667-1656

OCTOBER 1997
 REV. APRIL 1998



ALL AREAS ARE APPROXIMATE

PROSPER, TEXAS

ANNEXATION EXHIBIT

FOR

594.295 ACRES /

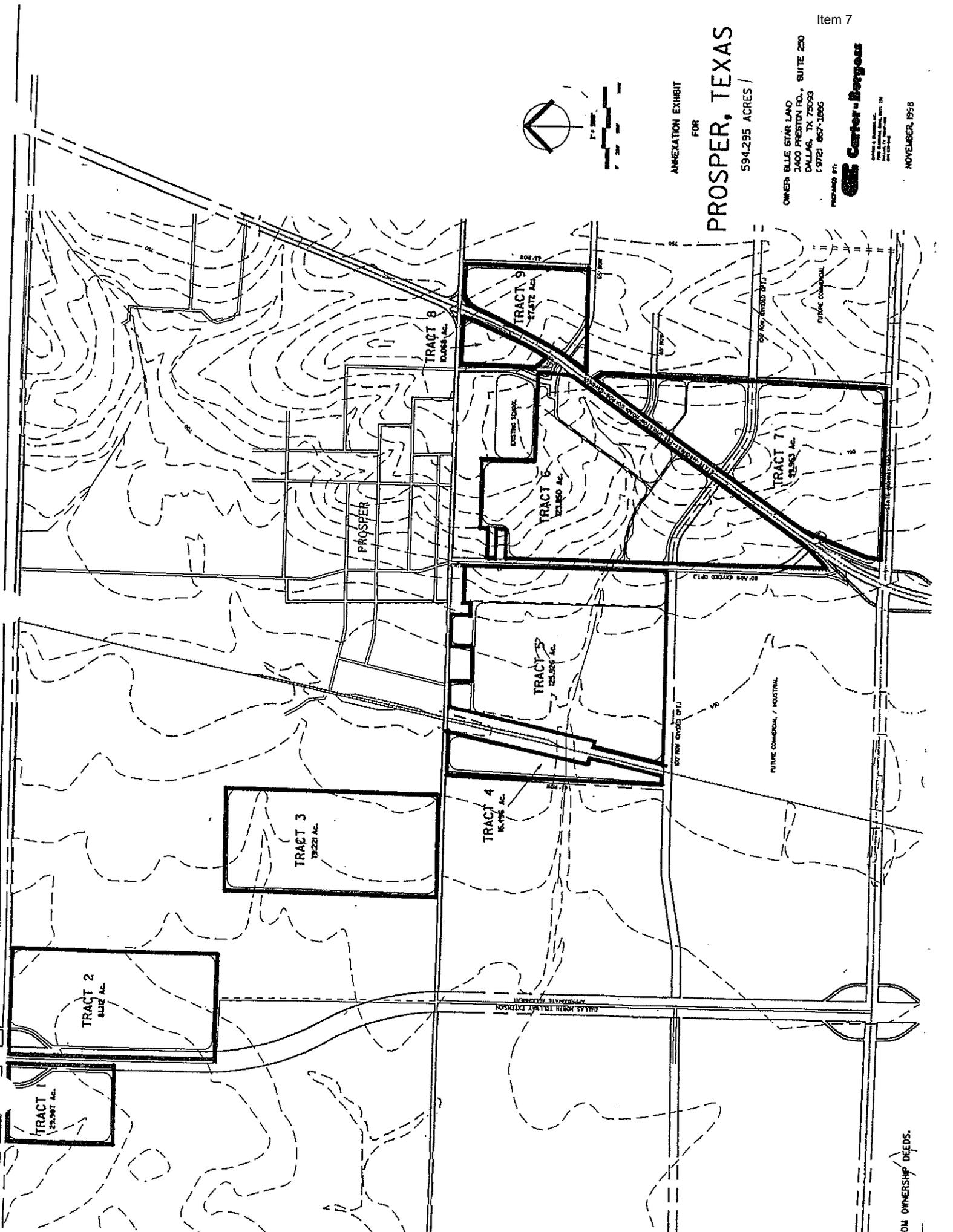
OWNER: BLUE STAR LAND
3400 PRESTON RD., SUITE 200
DALLAS, TX 75093
(972) 857-1885

PREPARED BY:



10000 North Tarrant Express
Suite 200
Dallas, Texas 75093
(972) 857-1885

NOVEMBER, 1998



FROM OWNERSHIP DEEDS.

EXHIBIT "C"

183 LAND CORPORATION
BLUE STAR LAND
PLANNED DEVELOPMENT DISTRICT
DEVELOPMENT STANDARDS

Draft 12/29/1999
Revised 1/14/2000

04703 02401

1.0 PLANNED DEVELOPMENT - RESIDENTIAL - 138.60 acres
Tracts 6-A (approx. 59.38 acres) and Tract 3-A (approx. 79.22 acres)

1.01 General Description:

The residential tracts are intended to accommodate a variety of single-family residential uses. The residential units will be comprised of Single Family-Type A, Single Family-Type B, and Patio Homes. Development standards for each of the aforementioned housing types are outlined within this text.

1.02 Permitted Uses: Land uses permitted within residential areas, indicated as Tracts 6-A and 3-A on Exhibit "B", are as follows:

- a. Residential units as described herein.
- b. Permitted uses referenced in the Prosper Zoning Ordinance as it currently exists or may be amended.
- c. Private or public recreation facilities.
- d. Churches/rectories
- e. Schools - public or state accredited.
- f. Utility distribution lines and facilities.
- g. Parks, playgrounds and neighborhood recreation facilities including, but not limited to, swimming pools, clubhouse facilities and tennis courts.
- h. Fire stations and public safety facilities.
- i. Real estate sales offices during the development and marketing of the residential areas.
- j. Public and private streets. Private streets shall be permitted only in Tract 6A.
- k. Electronic security facilities including gatehouse and control counter.
- l. Accessory buildings and uses customarily incidental to the permitted uses. The total land area used for accessory buildings shall not exceed twenty-five percent (25%) of the total area designated for the main buildings. Accessory buildings shall not be permitted within any "front yard" area but shall be permitted within any portion of the "side yard" or "rear yard" of a building lot as set forth in Prosper Zoning Ordinance for accessory buildings.
- m. Temporary buildings and uses incidental to construction work on the premises, which shall be removed upon completion

1.03 Density: The overall allowed residential density for Tracts 6-A and 3-A shall be 3.88 units per gross acre or a total of five hundred thirty-nine (539) units, as calculated on a gross land area based on approximately one hundred thirty-nine (139) acres.

- a. The allowed residential density for Tract 6-A (59.38 acres) shall be 3.7 units per gross acre of land or a total of two hundred twenty (220) units, as calculated on a gross land area basis for Tract 6-A.

- b. The allowed residential density for Tract 3-A (79.22 acres) shall be 4.4 units per gross acre of land or a total of three hundred forty-nine (349) units, as calculated on a gross land area basis for Tract 3-A.
- c. No more than ten percent (10%) of the total number of allowed residential units for Tracts 6-A and 3-A shall be developed as Patio Home units. The percentage of patio Home units will vary from tract to tract, but in no case will the total number of patio Home units exceed fifty-four (54) units.

1.04 Required Parking: Parking requirements for single-family development areas shall be as follows:

- a. Two (2) off-street parking spaces shall be provided on the same lot as the main structure. In conjunction with this requirement, a two (2) car garage shall be provided for each unit. Garage parking shall be behind the front building line.
- b. No parking space, garage, carport or other automobile storage space or structure shall be used for storage of any heavy load vehicle with the exception that a recreational vehicle, travel trailer, boat or similar equipment may be stored off-street and behind the front building line by the owner or occupant of the residential premises.

1.05 Building Materials: A minimum of seventy-five percent (75%) of the total exterior wall surfaces of all main buildings shall have an exterior finish of glass, stone, stucco, brick or similar materials (as approved by the City of Prosper, Texas) or any combination thereof. The use of wood as a primary exterior building material shall be limited to a maximum of twenty-five percent (25%) of the total exterior wall surfaces.

1.06 Single Family - Type A: Single Family - Type A units are a form of single family, detached housing. These residential areas will consist of larger units and lots having access and frontage on public or private roads. Building and area requirements are as follows:

- a. **Minimum Dwelling Size:** The minimum area of the main building shall be one thousand eight hundred fifty (2,100) square feet, exclusive of garages breezeways and porticos.
- b. **Lot Area:** The minimum area of any lot shall be eight thousand five hundred (8,500) square feet *in tract 3A and a minimum of ten-thousand square feet (10,000) in tract 6A.*
- c. **Lot Coverage:** In no case shall more than forty-five percent (45%) of the total lot area be covered by the combined area of the main buildings and accessory buildings. Swimming pools, spas, decks, patios, driveways, walks and other paved areas shall not be included in determining maximum lot coverage.
- d. **Lot Width:** The minimum width of any lot shall be seventy feet (70') at the front building line, except that a lot at the terminus of a cul-de-sac or along street elbows/eyebrows may have a minimum width of sixty feet (60') at the building line; provided all other requirements of this section are fulfilled.
- e. **Lot Depth:** The minimum depth of any lot shall be one hundred ten feet (110'), except that a lot at the terminus of a cul-de-sac or along street elbows/eyebrows may have minimum lot depth, measured at mid-points on front and rear lot lines, of one hundred

feet (100') provided all other requirements of this section are fulfilled.

- f. **Front Yard**: The minimum depth of the front yard shall be twenty-five feet (25').
- g. **Side Yard**: The minimum side yard on each side of the lot shall be seven feet (7'). A side yard adjacent to a street shall be a minimum of fifteen feet
- h. **Rear Yard**: The minimum depth of the rear yard shall be ten feet (10'). If the rear lot line abuts a dedicated alley, the garage drive entry, if provided, must be set back a minimum of twenty feet (20').
- i. **Maximum Building Height**: Buildings shall be a maximum of two and one-half (2-1/2) stories with the exception that split-level homes may have a maximum of two and one-half (2-1/2) stories on either the front or rear, elevation and a maximum of three and one-half (3-1/2) stories on the elevation which begins at the lowest grade.

1.07 **Single Family - Type B**: Single Family - Type B units are another form of detached housing. These residential areas are designed to provide single-family housing at a slightly higher density than permitted in the Single Family - Type A areas. These residential units will have access and frontage on a public or private road. Building and area requirements are as follows:

- a. **Minimum Dwelling Size**: The minimum area of the main building shall be one thousand six hundred fifty (1,800) square feet, exclusive of garages, breezeways and porticos.
- b. **Lot Area**: The minimum area of any lot shall be seven thousand (7,000) square feet.
- c. **Lot Coverage**: In no case shall more than fifty percent (50%) of the total lot area be covered by the combined area of the main buildings and accessory buildings. Swimming pools, spas, decks, patios, driveways, walks and other paved areas shall not be included in determining maximum lot coverage.
- d. **Lot Width**: The minimum width of any lot shall be sixty feet (60') at the front building line except that lots at the terminus of a cul-de-sac or along street elbows/eyebrows may have a minimum width of fifty-five feet (55') at the building line; provided all other requirements of this section are fulfilled.
- e. **Lot Depth**: The minimum depth of any lot shall be one hundred feet (100'), except that a lot at the terminus of a cul-de-sac or along street elbows/eyebrows may have a minimum lot depth, measured at mid-points on front and rear lot lines, of ninety-five feet (95'); provided all other requirements of this section are fulfilled.
- f. **Front Yard**: The minimum depth of the front yard shall be twenty-five feet (25').
- g. **Side Yard**: The minimum side yard on each side of the lot shall be seven feet (7'). A side yard adjacent to a street shall be a minimum of fifteen feet (15').
- h. **Rear Yard**: The minimum depth of the rear yard shall be ten feet (10'). If the rear lot line abuts a dedicated alley, the garage drive entry, if provided, must be set back a minimum of twenty feet (20').

- i. **Maximum Building Height:** Buildings shall be a maximum of two and one-half (2-1/2) stories.
- j. *Type "B" lots are not permitted in tract 6A*

1.08 Deleted

1.09 **Patio Homes:** Patio Home units are another form of single family, detached housing. These units are zero-lot line homes in which the unit is sided on, or adjacent to, one of the side lot lines. These units will have access and frontage on a public or private road. Building and area requirements are as follows:

- a. **Minimum Dwelling-Size:** The minimum area of the main building shall be one thousand six hundred fifty (1,750) square feet, exclusive of garages, breezeways and porticos.
- b. **Lot Area:** The minimum area of any lot shall be five thousand (5,000) square feet.
- c. **Lot Coverage:** In no case shall more than sixty percent (60%) of the total lot area be covered by the combined area of the main buildings and accessory buildings. Swimming pools, spas, decks, patios, driveways, walks and other paved areas shall not be included in determining maximum lot coverage.
- d. **Lot Width:** The minimum width of any lot shall be forty-five feet (45') at the front building line, except lots at the terminus of a cul-de-sac or, along street elbows/eyebrows may have a minimum width of forty feet (40') at the building line; provided all other requirements of this section are fulfilled.
- e. **Lot Depth:** The minimum depth of any lot shall be one hundred feet (100'), except a lot at the terminus of a cul-de-sac or along street elbows/eyebrows may have a minimum lot depth, measured at mid-points on front and rear lot lines, of ninety feet (90'); provided all other requirements of this section are fulfilled.
- f. **Front Yard:** The minimum depth of the front yard shall be twenty feet (20').
- g. **Side Yard:** Side yard setbacks shall be zero (0) to three feet (3') on one side (the zero side) and seven feet (7') to ten feet (10'), on the opposite side. A minimum separation of ten feet (10') is required between structures. A side yard adjacent to a street shall be a minimum of fifteen feet (15').
- h. **Rear Yard:** The minimum depth of the rear yard shall be ten feet (10'). If the rear lot line abuts a dedicated alley, the garage drive entry, if provided, must be set back a minimum of twenty feet (20').
- i. **Maximum Building Height:** Buildings shall be a maximum of two and one-half (2-1/2) stories.
- j. **Open Space:** Areas platted for Patio Home units shall have a minimum open space requirement of ten percent (10%).

1.10 Density and product mix

- a. Tract 6A shall not exceed 10% of the total allowable units as Patio Home. Type "A" lots for tract 6A shall be a minimum of 10,000 SF. Type "B" lots are not permitted in tract 6A.
- b. Tract 3A shall not exceed 10% of the total allowable units as Patio Home and shall not exceed 40% of the total allowable units as 7000 SF - Type "B" lots.

1.11 General Requirements:

- a. If approved by the City of Prosper, Texas, at the time of platting, side and rear yard requirements may be waived where they abut a common open space.
- b. Due to existing topographic and physical site features, curvilinear streets will be constructed within portions of the residential tracts. This does not mandate that all residential streets will be curvilinear or that all residential tracts or plats will incorporate the use of curvilinear streets.

1.12 General Requirements Tract 6-A and 3-A:

- a. Covered drives and porte-cocheres that are architecturally designed as an integral element of the residential or garage structure of Single Family, detached structures shall be permitted to extend up to fifteen feet (15') from the established front building line into the front yard area; that area between the street pavement and the front building line.
- b. Streets: Tract 6-A if developed as a private-gated community will contain private streets. Private Residential streets shall have a width of at least twenty-seven feet (27') back-to-back of curb line without alleys. All streets, public and private, shall be built in conformance with the City Of Prosper, Texas construction standards.
- c. Roof Materials: Wood Roof material is not allowed in Tract 6-A and 3-A.
- d. Sprinkler Fire Protection: Any structure constructed with a square footage area over ten thousand (10,000) square feet of air conditioned space shall have a fire sprinkler system in accordance with UBC standards.
- e. Sidewalks: The sub divider shall be permitted to construct an eight foot (8') wide sidewalk on either side of the collector road system to serve as a park hike/bike trail system providing adequate width for the designated use. This requirement shall be an allowable option to the current requirement providing a four-foot (4') sidewalk on each side of the collector road system. The eight-foot (8') walk shall link to the four-foot (4') neighborhood sidewalks at intersecting side streets.
- f. Park Trail: The sub divider shall be permitted to vary the park trail width from eight feet (8') to six feet (6') where restraining topographic conditions exist creating an unsafe condition for pedestrian and bicycle users.
- g. The sub divider shall be permitted to erect screen walls along the major thoroughfares and collector roads to include masonry, iron fencing and/or landscape materials, provided plans are submitted and approved by City of Prosper staff.

- h. The owner shall submit a conceptual plan for the entire development within tract 6A and the Phase I preliminary plat simultaneously for consideration of approval. The intent of this requirement is in the event the developer seeks plat approval for a gated limited access community, then the overall plan can be evaluated for subsequent phasing with adequate means for egress/ingress of the ultimate circulation of traffic within the entire gated community upon total build out.
- i. **Walls:** Privacy walls and fences for Tract 6-A and 3-A shall be built along the property line, within the front, rear, or side yard space. There may exist special lot conditions where the front building lines are off-set for adjacent lots whereby privacy walls may be required within the front building line for privacy conditions. Fences and walls shall be set back a minimum of ten feet (10') from the front elevation of the home. Such walls will be constructed of materials consistent with the exterior architectural elements of the home.

2.0 PLANNED DEVELOPMENT - MULTI-FAMILY Tracts 6-C (approx 16.76 acres) and 7-C (approx 16.84 acres)

2.01 General Description: Multi-Family units are attached units. These units will consist of flats (single level units) and studios (two level units), or a combination thereof. Access shall be allowed from access drives or parking areas connecting to adjacent public or private streets. These multi-family units will range from two (2) units per building to eighteen (18) units per building. Requirements for multifamily development shall be governed by standards as described below:

2.02 Permitted Uses: Land uses permitted within multi-family areas, indicated as Tracts 6-C and 7-C on Exhibit "B" are as follows:

- a. Permitted uses referenced in the Prosper Zoning Ordinance as it currently exists or may amended.
- b. Permitted uses as described in Section 1.02 of this Exhibit.

2.03 Density: Allowed densities for each of the multi-family tracts, known as Tracts 6-C and 7-C shall be as follows:

- a. The allowed multi-family density for Tracts 6-C and 7-C shall be fifteen (15.0) units per gross acre of land, or a total of five hundred four (504) allowed multi-family units

2.04 Required Parking: Parking requirements for multi-family development areas shall be as follows:

- a. Dwellings, Multi-Family: One and one-half (1.5) spaces per one-bedroom unit, two (2) spaces per two bedroom unit, two and one-half (2.5) spaces per three bedroom unit and one-half (0.5) space per each additional bedroom per unit. The required number of total spaces shall be no less than 1.8 spaces per dwelling unit overall.
- b. Thirty percent (30%) of the required parking spaces must be within enclosed garages. These garages may be a part of the dwelling structure or as an accessory building. All garages constructed as accessory buildings must consist of eighty five percent (85%)

masonry and be built of similar materials as the main structures.

- 2.05 **Building Materials:** All multi-family structures shall have an exterior finish of glass, stone, stucco, brick, tile, exterior wood or similar materials (as approved by the City of Prosper, Texas) or any combination thereof. The use of wood as a primary exterior building material shall be limited to a maximum of fifteen percent (15%) of the total exterior wall surfaces.
- 2.06 **General Requirements:** General requirements for multi-family development shall be as follows:
- a. Unless otherwise approved by the Prosper City Council or their designee, a six-foot (6') screening fence shall be constructed by the Owner and/or Developer of the multi-family property between areas developed for multi-family uses and those areas developed for single family residential uses. The above referenced six-foot (6') screening fence shall be constructed of exterior wood (if approved by the City of Prosper, Texas), stone, stucco, brick, tile, concrete, iron fence, landscape hedge or tree rows or similar materials or any combinations thereof. Design of the aforementioned screening fence shall be approved by the City of Prosper, Texas at the time of development plan approval.
 - b. A paved walkway should connect the front door of each ground floor unit to a parking area.
- 2.07 **Minimum Dwelling:** The minimum floor area for multi-family units shall be six hundred fifty (650) square feet, exclusive of garages, open breezeways and porticos.
- 2.08 **Lot Area:** The minimum area of any lot shall be ten thousand (10,000) square feet.
- 2.09 **Lot Coverage:** In no case shall more than fifty percent (50%) of the total lot area be covered by the combined area of the main buildings and accessory buildings.
- 2.10 **Lot Width:** The width of any lot shall not be less than eighty feet (80').
- 2.11 **Lot Depth:** The minimum depth of any lot shall not be less than one hundred twenty feet (120').
- 2.12 **Front Yard:** The minimum depth of the front yard shall be twenty-five feet (25').
- 2.13 **Side Yard:** The minimum side yard on each side of the lot shall be fifteen feet (15'). A side yard adjacent to a street shall be a minimum of twenty-five feet (25'). A building separation of fifteen feet (15') shall be provided between multi-family structures. A minimum side yard of sixty feet (60') shall be required where units abut a single-family zoning district, unless the multi-family units are less than two (2) stories in height.
- 2.14 **Rear Yard:** The minimum depth of the rear yard shall be twenty feet (20'). A minimum rear yard of sixty feet (60') shall be required where units abut a single-family zoning district, unless the multi-family units are less than two (2) stories in height.
- 2.15 **Building Height:** The permitted height of all multi-family structures shall not exceed two and one half (2.5) stories; provided, however, no multi-family structure shall exceed (2) stories when located one hundred fifty feet (150') or less from a single family zoning district, unless otherwise approved by the City of Prosper, Texas.

- 2.16 **Multi-Family Complexes must have controlled access:** All *multi-family* developments *must have* limited gated access shall locate all gate controls, card pads and intercom boxes in driveway islands with adequate stacking distances from the gate to allow "U-turning" back onto a public street.
- 2.17 **Usable Open Space Requirements:** Each Lot or parcel of land developed under the Multi-family use shall provide open space totaling twenty percent (20%) of the total MF gross acreage.

Area Requirements:

- a. Such open space shall have a maximum slope not exceeding ten percent 10%.
- b. Such open space shall have a minimum dimension of fifteen feet (15').
- c. Of the required open space 15% or 14,000 square feet, whichever is greater, shall be required open space area. Flood plain may be counted toward this requirement however, required perimeter landscaped areas may not be counted toward this requirement.
- d. At the time of the site plan and/or subdivision plat approval, the Planning and Zoning commission or City Council may give full or partial credit for open areas that exceed the maximum slope of which are other wise unusable if it is determined that such areas are environmentally or aesthetically significant and that their existence enhances the development.

Credits: A 1:1 square foot credit may be applied for each additional square foot utilized for:

- a. Swimming pools, adjacent decks and patios.
- b. Developed and equipped children's play areas.
- c. Usable portions of recreational buildings.
- d. Floodplain.

Landscaping:

- a. All required landscaping must be located within the required open space, exclusive of required perimeter or parting landscaped areas.
 - b. One (1) large tree of minimum (*4 inch caliper*) or three (3) small trees (*2 inch caliper*) per 6,000 square feet of required open space.
 - c. Three (3) five gallon shrubs per 7,000 square feet of required open space.
- 2.18 **Building Orientation:** Buildings with enclosed garages, when adjacent to public rights-of-way, must face garages internally to the development. Garages may not face public rights-of-way.
- 2.19 **Commencement of Multifamily Development:** Development of Multi-family product cannot begin until development is complete on single-family tract 6A. Development of the multifamily product on tracts 6C and 7C cannot start concurrently. Development of the 2nd tract cannot begin until completion of multi-family product occurs on the 1st tract.

Development of Multi-family product cannot begin until a total of 6 acres of Retail/ Commercial Development has commenced on any of the retail commercial tracts within this Planned Development Ordinance.

- 3.0 **PLANNED DEVELOPMENT - COMMERCIAL** Tracts 1-A, 2-A, 5-A, 5-B, 6-B, 6-D, 6-E, 7-A, 7-B, 7-D, 8-A, 9-A and 9-B.

3.01 **General Description:** The Commercial areas will provide the ability to encourage and to accommodate the development of office, retail and commercial service centers within growth corridors located along the North Dallas Tollway extension, S.H. 289 (Preston Rd.) and S.H. 380.

3.02 **Permitted Uses:** The following uses shall be permitted in the commercial areas indicated as Tracts 1-A, 2-A, 5-A, 5-B, 6-B, 6-D, 6-E, 7-A, 7-B, 7-D, 8-A, 9-A and 9-B on Exhibit "B".

- Antique Shops - Indoor Display Only
- Apparel Distribution Centers
- Appliance Stores
- Artist Materials and Supplies
- Auto Laundries/ Car Wash Facilities
- Auto Parts Sales - No Outdoor Storage/Display
- Automobile Parking Lots and Parking Garages
- Automobile Sales, Service and Leasing - New and Used
- Baby Shops
- Bakery and Confectionery Shops
- Banks, Savings and Loan and Credit Unions
- Banks, Savings and Loan and Credit Unions - With Drive-Thru Services
- Barber/Beauty Shops
- Beverage Stores - In accordance with other applicable City of Prosper, Texas Ordinances as they presently exist or may be amended
- Billboard and Advertising Signs - Permitted in compliance with the City of Prosper, Texas Sign Ordinance as it presently exists or may be amended
- Book and Stationery Shops
- Bus Stops
- Business Services
- Cafeterias
- Camera Shops
- Candy and Cake Shops
- Catering Establishments
- Churches/Rectories
- Cleaning, Dyeing, Pressing, Pick-up and Collection Agencies
- Clothing and Apparel Stores
- Clothing, Footwear and Textile Centers
- Collection Agencies
- Commercial Amusement Enterprises - Indoor and Outdoor (Excluding Drive-In Theaters)
- Computer Centers - Including, but not limited to: Texas Instruments, EDS, Intecom, IBM, Mr. Micro, Moore Business Products, Computerland, Compaq, Fujitsu, Hewlett Packard, NEC, ComputerCraft, MicroAge, etc.
- Computer Sales and Repairs
- Computer Training Facilities
- Concrete Batching Plants - Temporary and incidental to on-site construction
- Convenience Stores
- Convenience Stores - With Gas Service
- Convention Facilities
- Copy Services (ie. Quick Copy)
- Corporate and Professional Office Facilities and Headquarters
- Curio and Gift Shops

- Dairy Products and Ice Cream Stores
- Day Care Centers for Children
- Delicatessens
- Department Stores
- Dinner Theaters Distribution Centers and Showrooms - No outdoor storage unless screened
- Drapery Shops
- Dress Shops
- Drug Stores/Pharmacies
- Dry Good Stores
- Electronic Product Sales
- Electronic Security Facilities
- Feed Stores
- Financial Institutions
- Fitness and Health Centers
- Florist and Garden Shops
- Food Product Distribution Centers
- Fraternal Organizations, Lodges and Civic Clubs
- Funeral Homes and Mortuaries
- Furniture and Upholstery Centers - Including Repairs
- Furniture, Home Furnishings and Equipment Showrooms and Sales
- Furniture Stores
- General Merchandise Stores
- Governmental and Utility Agencies, Offices and Facilities - No outdoor storage unless screened
- Greenhouse and Nursery Facilities - Sales Permitted
- Grocery Stores and Supermarkets
- Guard and Patrol Services
- Hardware and Building Materials Stores - No outdoor storage unless screened
- Health Product Sales
- Hospitals and Emergency Centers
- Hotels and Motels
- Household Appliance Services and Repairs
- Interior Decorating Stores
- Jewelry Stores
- Key Shops/Locksmiths
- Laboratories - Testing and Experimentation - Emissions of hazardous or toxic chemicals shall be prohibited
- Laundromats
- Laundry and Dry Cleaning Establishments
- Leather Goods Shops
- Meat Markets - No Slaughter Houses or Packing Plants
- Medical Equipment Showrooms
- Medical and Health Care Facilities/Clinics
- Medical Offices
- Messenger/Courier and Telegraph Services
- Municipal Buildings and Facilities
- Museums, Libraries, Art Schools and Art Galleries
- Musical Instrument Sales
- Newspaper and Magazine Sales
- Newspaper Printing Centers

- Novelty/Notion Stores
- Offices - Professional, Administrative and General Offices - Including but not limited to, doctors, optometrists, psychiatrists, attorneys, architects, engineers, planners, travel agents, advertising, insurance and real estate offices
- Office Showroom Facilities - Sales Permitted
- Office Businesses
- Office Equipment Repairs and Maintenance
- Office Supplies and Sales
- Optical Stores - Sales and Services
- Paint Stores
- Parks, Playgrounds, Recreational Facilities and Community Centers
- Pest Control/Exterminating Shops- Emissions of hazardous or toxic chemicals shall be prohibited
- Pet Grooming and Supplies
- Pet Shops
- Photographic Services
- Play Equipment - Sales and Display
- Post Office Facilities
- Printing and Duplicating Establishments
- Private Club Facilities - In accordance with other applicable City of Prosper, Texas Ordinances as they presently exist or may be amended
- Radio and Television Sales and Services
- Radio and Television Studios and Broadcasting Facilities
- Recreation Centers - Public and Private
- Restaurants
- Restaurants - With Drive-In/Drive-Thru Service
- Retail Sales
- Retail Shops and Stores
- Schools - Public or State Accredited
- Scientific/Research Facilities - Emissions of hazardous or toxic chemicals shall be prohibited
- Securities and Commodities Offices - Including, but not limited to, brokers, dealers, underwriters, exchange offices and similar offices
- Service Stations Full Service (Including Bays)
- Service Stations - Self Service
- Sewing Machine Sales and Services
- Shoe and Boot Sales and Repair Stores
- Shopping Centers/Malls
- Sign Sales, Sign installation to be in compliance with the City of Prosper, Texas Sign Ordinance as it presently exists or may be amended
- Small enclosed Machinery Sales and Services - Service and repair facilities to be under roof and enclosed.
- Small Truck Sales and Leasing
- Specialty Shops and Boutiques
- Sporting Good Sales
- Storage Facilities and uses customarily incidental to- the primary, permitted uses
- Studios - Art, Photography, Music, Dance, Gymnastics, Health, etc.
- Tailor Shops
- Theaters - Indoor
- Theatrical Centers
- Tire Dealers - No Outdoor Storage

- Toy Stores
 - Trade and Commercial Schools
 - Travel Bureaus
 - Trophies and Awards Shops
 - Utility Distribution Systems and Facilities
 - Variety Stores
 - Veterinarian Clinics and Kennels - Limited to Small Animals (No Outside Runs)
 - Watch Making Shops
 - Accessory buildings and uses customarily incidental to the permitted uses
 - Temporary buildings and uses incidental to construction work on the premises to be removed upon completion or abandonment of construction work
 - Uses similar to the above-mentioned permitted uses, provided the Prosper City Council approves said uses prior to the issuance of a building permit
- 3.03 **Restricted Uses:** Unless otherwise approved by the City of Prosper, Texas, Refer to Zoning Ordinance No. 84-16
- 3.04 **Density:** Allowed densities for each of the commercial tracts, known as Tracts shall be as follows.
- a. The allowed floor area for buildings located within Tracts 1A, 2A, 6D, 6E, 7A, 7B, 7D, 8A, 9A and 9B shall be 4:1 (floor area ratio).
 - b. The allowed floor area for buildings located within Tracts 5A, 5B, and 6B shall be .8:1 (floor area ratio).
- 3.05 **Required Parking:** Parking shall be provided according to SH 289 US 380 Development established in the Zoning Ordinance for the City of Prosper, Texas, Ordinance No. 99-24, as it presently exists or may be amended. Parking shall be permitted within all required yard areas.
- 3.06 **Off-Street Parking and Loading Conditions:** Off-street parking and loading requirements shall conform to the Zoning Ordinance of the City of Prosper, Texas Ordinance No. 99-24 as it presently exists or may be amended. Off-street parking and loading shall be permitted within all required yard areas.
- 3.07 **Shared Parking:** Shared-parking agreements must be submitted, in writing, by all owners or parties involved. The agreement must be approved by the City of Prosper, Texas. If approved, the reduction shall be tied to the uses listed in the shared agreement. If any of the uses change, a reassessment of the shared parking agreement will be required. New uses shall not be permitted by the City of Prosper, Texas until another agreement is approved by the City of Prosper, Texas or the individual parking requirements are met.
- 3.08 **Building Materials:** All main buildings shall have an exterior finish of glass, stone, stucco, brick, tile, concrete, exterior wood or similar materials or any combination thereof. The use of wood as a primary, exterior building material shall be limited to a maximum of twenty-five percent (25%) of the total exterior wall surfaces and shall be approved by the City of Prosper, Texas at the time of site plan approval.
- 3.09 **Building Heights:** The permitted height of all buildings within the commercial areas of the Planned Development District shall be as follows:

- a. The allowed height for buildings located within Tracts 1A, 2A, 6D, 6E, 7A, 7B, 7D, 8A, 9A and 9B shall be eight (8) stories.
 - b. The allowed height for buildings located within Tracts 5A, 5B, and 6B shall be two (2) stories.
 - c. Commercial buildings located within one hundred fifty feet (150') of a single-family zoned area shall be limited to a maximum height of two (2) stories.
 - d. Commercial buildings, which exceed two (2) stories in height, shall be required to have additional setbacks from single-family zoned areas. These additional setbacks will require one foot (1') of setback, beyond the aforementioned one hundred fifty feet (150'), for each additional foot of building height above two (2) stories.
- 3.10 **Lot Area:** The minimum area of any lot shall be twelve thousand five hundred (12,500) square feet.
- 3.11 **Lot Width:** The minimum width of any lot shall be one hundred feet (100').
- 3.12 **Lot Depth:** The minimum depth of any lot shall be one hundred twenty-five feet (125').
- 3.13 **Lot Coverage:** In no case shall more than fifty percent (50%) of the total lot area be covered by the combined area of the main buildings. Parking structures and surface parking facilities shall be excluded from the coverage computations.
- 3.14 **Front Yard:** There shall be a front yard having a depth of not less than thirty feet (30'). Front yard setbacks are required on both streets for corner lots.
- 3.15 **Side Yard:** Side yard requirements for commercial areas shall be as follows:
- a. No side yard shall be required where commercial structures are to be attached.
 - b. A ten-foot (10') side yard shall be required where commercial structures are to be located adjacent to one another and where vehicle access is not required.
 - c. A twenty-four-foot (24') side yard shall be provided where fire lane access is required and provision for a vehicular access/fire lane easement is not available on the adjoining property.
 - d. A twenty-five foot (25') side yard shall be provided adjacent to a single family zoned district.
 - e. A thirty-foot (30') side yard shall be provided adjacent to a dedicated street.
- 3.16 **Rear Yard:** Rear yard requirements for commercial areas shall be as follows:
- a. No rear yard shall be required where commercial structures are to be attached.
 - b. A ten-foot (10') rear yard shall be required where commercial structures are to be located adjacent to one another and where vehicle access is not required.

- c. A twenty-four-foot (24') rear yard shall be provided where fire lane access is required and provision for a vehicular access/fire lane easement is not available on the adjoining property.
- d. A twenty-five foot (25') rear yard shall be provided adjacent to a single family zoned district.
- e. A thirty foot (30') rear yard shall be provided adjacent to a dedicated street.

3.17 Landscape Plans: Landscape plans for proposed development areas shall be submitted by the applicant to the Prosper Planning and Zoning Commission and City Council or their designee and approved in accordance with applicable law at the time of development plan approval.

3.18 Screening Wall: Unless otherwise approved by the Prosper City Council or their designee, a six-foot (6) screening wall shall be provided between areas developed for residential uses and those areas developed for commercial uses. The commercial user shall be responsible for the construction of the six-foot (6') screening wall. This screening wall shall be constructed at the time a commercial property is developed and shall only be required adjacent to the specific commercial property that is being developed.

Unless otherwise approved by the Prosper City Council or their designee, the above referenced six foot (6') screening wall shall be constructed of stone, stucco, brick, tile, concrete or similar materials (as approved by the City of Prosper, Texas), or any combination thereof.

4.0 PLANNED DEVELOPMENT INDUSTRIAL Tracts 4-A and 5-C

4.01 General Description: The Industrial area will provide the ability to encourage and to accommodate the development of industrial service centers within growth corridors located along the North Dallas Tollway and along the Burlington Northern Railroad.

4.02 Permitted Uses: The following uses shall be permitted in the Industrial area indicated as Tract 4-A and 5-C on Exhibit "B" in addition to those permitted uses listed in Section 3.02 of this exhibit:

- Assembly of light electronic instruments & devices (enclosed)
- Assembly of heavy electronic devices
- Assembly of radios & phonographs
- Bakery (commercial)
- Batching plant (concrete or asphalt)
- Book Bindery
- Boot or shoe manufacturer
- Bottling works
- Brick company, sales
- Building materials & lumber storage yards & sales
- Candy manufacturing
- Carting or express hauling
- Commercial engraving
- Contractors shop or storage yard
- Cosmetics manufacturing (enclosed building)
- Dairy Products
- Dog kennels & veterinarian office (w/outside pens)

- Drapery manufacturing & sales
- Drug & pharmaceutical manufacturing (enclosed building)
- Dry cleaning plant or commercial laundry
- Food products manufacturing
- Foundry casting, nonferrous (enclosed building)
- Frozen foods locker
- Fur goods manufacturing, but no tanning, dyeing or slaughtering
- Furniture manufacture
- Furniture restoration
- Glass products from previously manufactured glass
- Heating & Air conditioning sales & service
- Housing Prefabrication
- Ice company sales - wholesale
- Instrument & meter manufacturing
- Jewelry & watch manufacturing
- Landscaping service
- Leather goods fabrication
- Light fabrication & assembly
- Light Manufacturing
- Light sheet metal products
- Machine shop
- Metal fabrication
- Mobile home or model home fabrication
- Monuments & headstones sales
- Moving company
- Newspaper printing
- Office showroom/ warehouse
- Optical goods manufacturing
- Outside display
- Overnight delivery & service center
- Paper & chemical supply
- Perfume toilet soaps (enclosed building)
- Plaster shop
- Plastic products manufacturing, but not raw materials processing
- Plumbing shop & related services
- Portable building sales
- Private utility service yard
- Recycling center
- Recycling plant
- Research & scientific laboratories
- Restaurants incidental to main use
- Restaurant supply
- Roofing & siding company
- Sell-storage or mini-warehouse
- Soil testing laboratory
- Sporting goods manufacturing
- Deleted
- Tool manufacturer
- Welding shop or company
- Wholesale beauty supply
- Wholesale distribution center

- Wholesale food distribution
- Wrecking yard, auto salvage, junk yard or outside reclamation
- S - Low rise industrial manufacturing wholly enclosed within a building
- S - Low risk industrial manufacturing not wholly enclosed within a building

S - Indicates special use permit required.

- 4.03 **Density:** The permitted floor area of all buildings located within the industrial tract, known as Tract 4-A and 5-C shall be 2:1 (floor area ratio).
- 4.04 **Required Parking:** Parking shall be provided according to SH 289/US 380 development, as established in the Comprehensive Zoning Ordinance for the City of Prosper, Texas, Ordinance No.99-24, as it presently exists or may be amended. Parking shall be permitted within all required yard areas.
- 4.05 **Off-Street Parking, Loading Conditions and Requirements:** Parking shall be provided according to the Zoning Ordinance of the City of Prosper, Texas Ordinance No. 99-24, as it presently exists or may be amended. Off-street parking and loading shall be permitted within all required yard areas.
- 4.06 **Shared Parking:** Shared-parking agreements must be submitted in writing, by all owners or parties involved. The agreement must be approved by the City of Prosper, Texas. If approved, the reduction shall be tied to the uses listed in the shared agreement. If any of the uses change, a reassessment of the shared parking agreement will be required. New uses shall not be permitted by the City of Prosper, Texas until another agreement is approved by the City of Prosper, Texas or the individual parking requirements are met.
- 4.07 **Building Materials:** All main buildings shall have an exterior finish of glass, stone, stucco, brick, tile, concrete, exterior wood or similar materials or any combination thereof. The use of wood as a primary, exterior building material shall be limited to a maximum of twenty-five percent (25%) of the total exterior wall surfaces.
- 4.08 **Building Heights:** The permitted height of all buildings within the industrial area shall not exceed four (4) stories.
- 4.09 **Lot Area:** The minimum area of any lot shall be seven thousand (7,000) square feet.
- 4.10 **Lot Width:** The minimum width of any lot shall be sixty feet (60').
- 4.11 **Lot Depth:** The minimum depth of any lot shall be one hundred feet (100').
- 4.12 **Lot Coverage:** In no case shall more than eighty percent (80%) of the total lot area be covered by the combined area of the main buildings. Parking structures and surface parking facilities shall be excluded from the coverage computations.
- 4.13 **Front Yard:** There shall be a front yard having a depth of not less than twenty-five feet (25'). Front yard setbacks are required on both streets for corner lots.
- 4.14 **Side Yard:** Side yard requirements for industrial areas shall be as follows:
 - a. No side yard shall be required where industrial structures are to be attached.

- b. A ten-foot (10') side yard shall be required where industrial structures are to be located adjacent to one another and where vehicle access is not required. Item 7
- c. A twenty-four foot (24') side yard shall be provided where fire lane access is required and provision for a vehicular access/fire lane easement is not available on the adjoining property.
- d. A thirty-foot (30') side yard shall be provided adjacent to a dedicated street.
- e. A fifteen-foot (15') side yard shall be provided adjacent to a single-family zone district.

4.15 Rear Yard: Rear yard requirements for industrial areas shall be as follows:

- a. No rear yard shall be required where industrial structures are to be attached.
- b. A ten foot (10') rear yard shall be required where industrial structures are to be located adjacent to one another and where vehicle access is not required.
- c. A twenty-five foot (25') rear yard shall be provided where structures and uses are to be separated.
- d. A thirty foot (30') rear yard shall be provided adjacent to a dedicated street.

5.0 PLANNED DEVELOPMENT - GENERAL CONDITIONS

5.01 Conformance to All Applicable Articles of the Prosper Zoning Ordinance:

Except as amended herein, this Planned Development shall conform to any and all applicable articles and sections of the Prosper Zoning Ordinance, Ordinance No.84-16, as it presently exists or may be amended.

5.02 Procedure to be followed Throughout the Development of the Planned Development District:

- a. **Zoning Plan:** A Zoning plan is hereby attached and made a part of the approval for this Planned Development District. This plan, indicated as Exhibit "B" sets forth: (1) the approximate location of major thoroughfares; (2) overall property boundary description and (3) the designation of fifteen (15) Zoning Tracts identified by, numbers which correspond to tracts in this Exhibit "C".
- b. **Conceptual Plan:** Prior to the development of any Zoning Tract, a Conceptual Plan shall be submitted for approval by the Planning and Zoning Commission and City Council. (It is the option of the applicant to submit a Development Plan in lieu of a Conceptual Plan).
 - 1. A Residential Conceptual Plan shall be drawn to scale and show: (a) topography; (b) land uses including parks and open space; (c) streets; (d) lotting; (e) any thoroughfares; and (f) other features which graphically explain the standards and conditions set forth in this Exhibit and the proposed residential development. The Conceptual Plan may be submitted as a preliminary plat at the option of the applicant.

- 2. For non-residential developments, a Non-residential Conceptual Plan shall be drawn to scale and show: (a) topography; (b) land uses; (c) proposed ingress and egress; (d) physical features of the site; (e) existing streets, alleys and easements, and (f) other information to adequately describe the proposed development and to provide data for approval which is to be used in drafting the Development Plan.
 - 3. A public hearing shall be required to consider the approval of any Conceptual Plan. A Conceptual Plan submitted for approval may be for one or multiple tracts.
- c. **Development Plan:** This plan shall set forth the final plans for development of the Planned Development District and shall conform to the data presented and approved on the Conceptual Plan. Changes of detail on the Development Plan, which differ from the original Conceptual Plan, but do not alter the basic relationship of the proposed development to adjacent property, and do not alter the basic intent and development standards contained herein, may be authorized by the Planning and Zoning Commission or their designee without public hearing. Approval of the Development Plan shall be the basis for issuance of a building permit or submission of a final plan, but does not release the applicant of the responsibility to submit plans to the building official for a building permit. For any residential tract, a preliminary or final plan shall qualify as the Development Plan. The Development Plan may be submitted for the total area of the PD or for any section or part as approved on the Conceptual Plan.

A development plan submission, for non-residential areas, shall contain a scaled drawing of the specific parcel to be developed showing:

- 1. Approximate locations for any proposed public or private streets.
- 2. Approximate locations for any proposed alleys, loading or service corridors.
- 3. Approximate locations for any proposed buildings or structures.
- 4. Proposed building lines, setback lines and proposed roadway right of-way lines.
- 5. Existing roadway or utility easements or right-of-way.
- 6. An accurate boundary description.
- 7. Existing topography with a contour interval of not less than two feet (2').
- 8. Parking area layout with a table indicating the parking requirements, reductions and shared parking agreements.
- 9. Building coverage.
- 10. All adjacent land uses, including any future points of access to adjacent areas, and any shared uses with adjacent properties.
- 11. Floodplain and floodway boundaries (if applicable).
- 12. Proposed open space or amenity areas.
- 13. Proposed screening and buffering elements.
- 14. Proposed building heights of multi-story, non-residential structures.
- 15. Landscape plan.

5.03 Preliminary Plat: A preliminary plat for each phase of development must be submitted to the City of Prosper, Texas and must be approved in accordance with applicable law prior to completion of the final plat. A final plat with construction plans, as required by the Prosper Subdivision Ordinance as it presently exists or may be amended, must be submitted to the City of Prosper, Texas and must be approved in accordance with applicable law prior to issuance of a building permit for development within that phase.

All preliminary plats must comply substantially with the Concept Plan (Exhibit "B") attached

hereto and comply specifically with these conditions. The location of streets or roadways shall be determined at the time of platting.

- 5.04 **Development Schedule:** This ordinance shall be accompanied by a development schedule, indicating the approximate date on which construction is expected to begin and the approximate time frame to completion. The development schedule, if approved by the Prosper City Council, shall be generally adhered to by the owner/developer and their successors in interest; unless amended by approval of the Prosper City Council.
- 5.05 **Annual Development Report:** Annually, where a development schedule has been submitted, the owner(s) and/or developer(s) shall report to the Prosper City Council the actual development accomplished in the various Planned Development areas as compared to the development schedule.
- 5.06 **Compliance with the Conditions of Article 9-C of the Prosper Zoning Ordinance:** Except as amended herein, the procedures and conditions required of the Planned Development shall comply with Article 9-C of the Prosper Zoning Ordinance as it presently exists or may be amended.
- 5.07 **General Compliance:** Except as amended by these conditions, development of property within this Planned Development must comply with the requirements of all ordinances, rules and regulations of the City of Prosper, Texas as they presently exist or may be amended.
 - a. All paved areas, permanent drives, streets (dedicated or private) and drainage structures must be constructed in accordance with standard City of Prosper, Texas specifications as they presently exist or may be amended.
 - b. The Building Inspector shall not issue a building permit or a certificate of occupancy for a use in a phase of this Planned Development District until there has been full compliance with these codes and all other rules and regulations of the City of Prosper, Texas as they presently exist or may be amended and area applicable to that phase.
- 5.08 **Corner View Easements:** A view easement shall be maintained at the intersection of streets and/or alleys. This easement shall be kept clear, of all structures or other visual obstructions over twenty-four inches (24") in height. This easement defined by a line connecting two (2) points on perpendicular or perpendicularly adjacent lot lines, said points being located twenty feet (20') from the intersecting lot corner.
- 5.09 **Maintenance of Facilities:** The Owner(s) shall establish, which each development plan submittal, a property owner's association, or other designation that will be responsible for the improvement and maintenance of all common areas and/or common facilities contained within the area of the development plan.

EXHIBIT "D"

183 LAND CORP.
BLUE STAR LAND
STATEMENT OF INTENT AND PURPOSE

The purpose and intent of this planned development district is to provide a high quality of mixed residential, commercial and industrial uses that are compatible with the physical location of the property and the natural characteristics of the property. The commercial and industrial land uses for the overall property were planned due to the property's location adjacent to SH 380, SH 289, Business 289 and future major thoroughfares to include the North Dallas Tollway extension. The residential land uses were considered in the land plan relative to their location adjacent to existing residential and public school property and in locations with natural features supporting quality residential neighborhoods.

EXHIBIT "E"

183 LAND CORP.
JERRAL JONES PROPERTY
DEVELOPMENT SCHEDULE

The development schedule for the approximate six-hundred (600) acres will be phased over the next ten (10) to fifteen (15) years and is primarily dependent on the marketability of the highest and best use of the land for the respective land tracts.

The commercial tracts vary in size and location. It is conceivable that the larger commercial land tracts along Preston Road will be held for longer amounts of time in order to reserve their use for commercial development that is commensurate with larger mixed use developments when the market so demands. The development of commercial land tracts adjacent to the future North Dallas Tollway extension will be dependent on the future extension of the Tollway and the demand for quality commercial development. On the other hand there may be more immediate opportunities to facilitate commercial service uses on smaller tracts of land required to serve the communities needs.

There exists immediate market demands for affluent single family residences in the land tract adjacent to the Prosper school land. The multi-family tracts of land will be developed according to the Planned Development Ordinance and at such time as it is feasible to deliver quality multifamily housing.

TOWN OF PROSPER, TEXAS

ORDINANCE NO. 04-47

AN ORDINANCE AMENDING PROSPER'S ZONING ORDINANCE NO. 84-16; REZONING A TRACT OF LAND CONSISTING OF 157.98 ACRES, MORE OR LESS, SITUATED IN THE J. YARNALL SURVEY, ABSTRACT NO. 1038, IN THE TOWN OF PROSPER, COLLIN COUNTY, TEXAS HERETOFORE ZONED SINGLE-FAMILY RESIDENCE DISTRICT-1 (SF-1) IS HEREBY REZONED AND PLACED IN THE ZONING CLASSIFICATION OF PLANNED DEVELOPMENT-RETAIL (PD-R); DESCRIBING THE TRACT TO BE REZONED; PROVIDING FOR A PENALTY FOR THE VIOLATION OF THIS ORDINANCE; PROVIDING FOR REPEALING, SAVING AND SEVERABILITY CLAUSES; PROVIDING FOR AN EFFECTIVE DATE OF THIS ORDINANCE; AND PROVIDING FOR THE PUBLICATION OF THE CAPTION HEREOF.

WHEREAS, the Town Council of the Town of Prosper, Texas (the "Town Council") has investigated and determined that Zoning Ordinance No. 84-16 should be amended; and

WHEREAS, the Town of Prosper, Texas ("Prosper") has received a request from Charles Angel, Jr. ("Applicant") to rezone 157.98 acres of land, more or less, situated in the J. Yarnall Survey, Abstract No. 1038, in the Town of Prosper, Collin County, Texas; and

WHEREAS, the Town Council has investigated into and determined that the facts contained in the request are true and correct; and

WHEREAS, all legal notices required for rezoning have been given in the manner and form set forth by law, and public hearings have been held on the proposed rezoning and all other requirements of notice and completion of such zoning procedures have been fulfilled; and

WHEREAS, the Town Council has further investigated into and determined that it will be advantageous and beneficial to Prosper and its inhabitants to rezone this property as set forth below.

NOW, THEREFORE, BE IT ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS:

SECTION 1: Findings Incorporated. The findings set forth above are incorporated into the body of this Ordinance as if fully set forth herein.

SECTION 2: Amendments to Zoning Ordinance No. 84-16. Zoning Ordinance No. 84-16 is amended as follows: The zoning designation of the below-described property containing

157.98 acres, more or less, situated in the J. Yarnall Survey, Abstract No. 1038 in the Town of Prosper, Collin County, Texas, (the "Property") and all streets, roads and alleyways contiguous and/or adjacent thereto is hereby rezoned as Planned Development-Retail (PD-R). The property as a whole and the boundaries for each zoning classification are more particularly described in Exhibit "A" attached hereto and incorporated herein for all purposes as if set forth verbatim.

The development plans, standards, and uses for the Property in this Planned Development District shall conform to, and comply with 1) the statement of intent and purpose, attached hereto as Exhibit "B"; 2) the planned development standards, attached hereto as Exhibit "C"; and 3) the conceptual plan, attached hereto as Exhibit "D"; and 4) the development schedule, attached hereto as Exhibit "E"; each of which is incorporated herein for all purposes as if set forth verbatim. Except as amended by this Ordinance, the development of the Property within this Planned Development District must comply with the requirements of all ordinances, rules, and regulations of Prosper, as they currently exist or may be amended.

Three original, official and identical copies of the zoning exhibit map are hereby adopted and shall be filed and maintained as follows:

- a. Two (2) copies shall be filed with the Town Secretary and retained as original records and shall not be changed in any matter.
- b. One (1) copy shall be filed with the building inspector and shall be maintained up-to-date by posting thereon all changes and subsequent amendments for observation, issuing building permits, certificates of compliance and occupancy and enforcing the zoning ordinance. Reproduction for information purposes may from time-to-time be made of the official zoning district map.

Written notice of any amendment to this Planned Development District shall be sent to all property owners within two hundred feet (200') of the specific area to be amended.

SECTION 3: No Vested Interest/Repeal. No developer or property owner shall acquire any vested interest in this Ordinance or in any other specific regulations contained herein. Any portion of this Ordinance may be repealed by the Town Council in the manner provided for by law.

SECTION 4: Unlawful Use of Premises. It shall be unlawful for any person, firm or corporation to make use of said premises in some manner other than as authorized by this Ordinance, and shall be unlawful for any person, firm or corporation to construct on said premises any building that is not in conformity with the permissible uses under this Zoning Ordinance.

SECTION 5: Penalty. Any person, firm, corporation or business entity violating this Ordinance or any provision of Prosper's Zoning Ordinance No. 84-16, or as amended, shall be deemed guilty of a misdemeanor, and upon conviction thereof shall be fined any sum not exceeding Two Thousand Dollars (\$2000.00). Each continuing day's violation under this Ordinance shall constitute a separate offense. The penal provisions imposed under this Ordinance shall not preclude Prosper from filing suit to enjoin the violation. Prosper retains all legal rights and remedies available to it pursuant to local, state and federal law.

SECTION 6: Severability. Should any section, subsection, sentence, clause or phrase of this Ordinance be declared unconstitutional or invalid by a court of competent jurisdiction, it is expressly provided that any and all remaining portions of this Ordinance shall remain in full force and effect. Prosper hereby declares that it would have passed this Ordinance, and each section, subsection, clause or phrase thereof irrespective of the fact that any one or more sections, subsections, sentences, clauses and phrases be declared unconstitutional or invalid.

SECTION 7: Savings/Repealing Clause. Prosper's Zoning Ordinance No. 84-16 shall remain in full force and effect, save and except as amended by this or any other Ordinance. All provisions of any ordinance in conflict with this Ordinance are hereby repealed to the extent they are in conflict; but such repeal shall not abate any pending prosecution for violation of the

repealed ordinance, nor shall the appeal prevent a prosecution from being commenced for any violation if occurring prior to the repealing of the ordinance. Any remaining portions of said ordinances shall remain in full force and effect.

SECTION 8: Effective Date. This Ordinance shall become effective from and after its adoption and publications as required by law.

DULY PASSED AND APPROVED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS ON THIS 28th DAY OF April, 2004.

APPROVED AS TO FORM:


Charles Niswanger, Mayor

ATTESTED TO AND
CORRECTLY RECORDED BY:


Shanae Jennings, Town Secretary

DATE OF PUBLICATION: May 6, 2004 & May 7, 2004 Dallas Morning News – Collin County Addition

EXHIBIT "A"

Being a tract of land out of the J. Yarnall Survey, Abstract No. 1038 and the Collin County School Land, Abstract No. 147 in the Collin County, Texas and being a part of the 8.10 acre tract of land described as the First Tract in deed to Charles Allen Angel, Jr., recorded in Volume 672, Page 395 of the Deed Records of Collin County, Texas, a part of the 157.7 acre tract of land described as the Second Tract in deed to Charles Allen Angel, Jr., recorded in Volume 672, Page 395 of the Deed Records of Collin County, Texas, and being more particularly described by metes and bounds as follows:

BEGINNING at a point for the intersection of the north right-of-way line of U.S. Highway No. 380 (a variable width public right-of-way) with the east right-of-way line of Burlington Northern Railroad (100' right-of-way);

THENCE along the said east right-of-way line of Burlington Northern Railroad, North $11^{\circ}21'55''$ East, a distance of 2584.92 feet to a point for the southwest corner of the 125.926 acre tract of land described as Tract Six in deed to 183 Land Corporation, Inc., recorded in Collin County Clerk File's No. 97-0005168 of the Land Records of Collin County, Texas;

THENCE with the south line of the said 125.926 acre tract, North $89^{\circ}28'32''$ East, a distance of 2455.02 feet to a point in the center of Business Highway No. 289 in the west line of the 123.850 acre tract of land described as Tract Seven in deed to 183 Land Corporation, Inc., recorded in Collin County Clerk File's No. 97-0005168 of the Land Records of Collin County, Texas for the southeast corner of the 125.926 acre tract;

THENCE with the west line of the said 123.850 acre tract, South $00^{\circ}10'00''$ East, a distance of 1833.93 feet to a point in the northwesterly line of the 1.840 acre tract of land described in deed to the State of Texas for Preston Road, also known as State Highway No. 289 (a variable width public right-of-way), recorded in Volume 628, Page 322 of the Deed Records of Collin County, Texas;

THENCE with the northwesterly right-of-way line of said Preston Road, as follows:

--South $87^{\circ}51'54''$ West, a distance of 29.76 to a point for corner;

--South $10^{\circ}07'00''$ West, a distance of 262.18 feet to a point for corner;

--South $42^{\circ}08'00''$ West, a distance of 435.82 feet to a point for corner;

--South $12^{\circ}27'00''$ West, a distance of 142.84 feet to a point for most northerly corner of the corner clip at the intersection of the westerly right-of-way line of Preston Road with the northerly right-of-way line of U.S. Highway No. 380;

THENCE with the said corner clip, South 50°37'00" West, a distance of 62.97 feet to a point in the northerly right-of-way line of U.S. Highway No. 380 for most westerly corner of the corner clip at the intersection of the westerly right-of-way line of Preston Road with the northerly right-of-way line of U.S. Highway No. 380;

THENCE with the said northerly right-of-way line as follows;

--South 88°37'00" West, a distance of 807.14 feet to a point for corner;

--South 84°20'01" West, a distance of 92.97 feet to a point for most easterly corner 17,621 square foot tract of land described in deed to the State of Texas for U.S. Highway No. 380 (a variable width public right-of-way), recorded in Collin County Clerk File's No. 96-0038330 of the Land Records of Collin County, Texas;

THENCE with the northerly right-of-way line of said U.S. Highway No. 380, as follows;

--South 89°34'00" West, a distance of 430.54 feet to a point for corner;

--North 88°31'27" West, a distance of 300.17 feet to a point for corner;

--North 84°43'22" West, a distance of 703.49 feet to a point for corner;

--South 89°34'00" West, a distance of 191.50 feet to the **POINT OF BEGINNING** and containing 157.98 acres of land, more or less. This document was prepared under 22 TAC §663.21, does not reflect the results of an on the ground survey, and is not to be used to convey or establish interests in real property except those rights and interests implied or established by the creation or reconfiguration of the boundary of the political subdivision for which it was prepared.

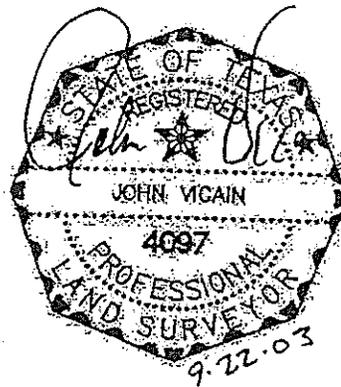


EXHIBIT B**ANGEL PROPERTY
STATEMENT OF INTENT AND PURPOSE**

The purpose and intent of this Planned Development (PD) District is to provide a high quality regional retail center at the southern gateway into the Town of Prosper Texas. As shown on the Future Land Use Plan, this property will be part of a designated Town Center with a mix of urban-scale uses and densities. In the absence of an existing mixed-use zoning district, this PD is expected to establish a base-level of non-residential zoning in order to allow the property to be effectively marketed to the limited number of national retail developers, beginning with the Spring 2004 conference of the International Council of Shopping Centers (ICSC). Through the cooperative efforts of Town Center property owners and the Town of Prosper in developing mixed-use development standards, it is anticipated that this PD will be refined, enhanced, or replaced with a thorough set of special district implementing documents which prescribe allowable land uses, their magnitudes, and development standards to assure a quality development.

EXHIBIT C

ANGEL PROPERTY PLANNED DEVELOPMENT STANDARDS

The property within this Planned Development (PD) District represents the key tract within a proposed Town Center mixed-use development area as envisioned by the Future Land Use Plan. The base zoning of this tract shall be Retail as defined in Zoning Ordinance 84-16, as it exists or may be amended. Development standards to govern the implementation of this Town Center vision are not yet fully developed. It is anticipated that such standards will be developed through the cooperative efforts of the affected Town Center property owners and the Town of Prosper. No development shall take place on this property until this Planned Development (PD) District is amended by ordinance or replaced by ordinance through the standard zoning process outlined in Zoning Ordinance 84-16, as it exists or may be amended, in order to adopt a Concept Plan and specify such comprehensive Development Standards.

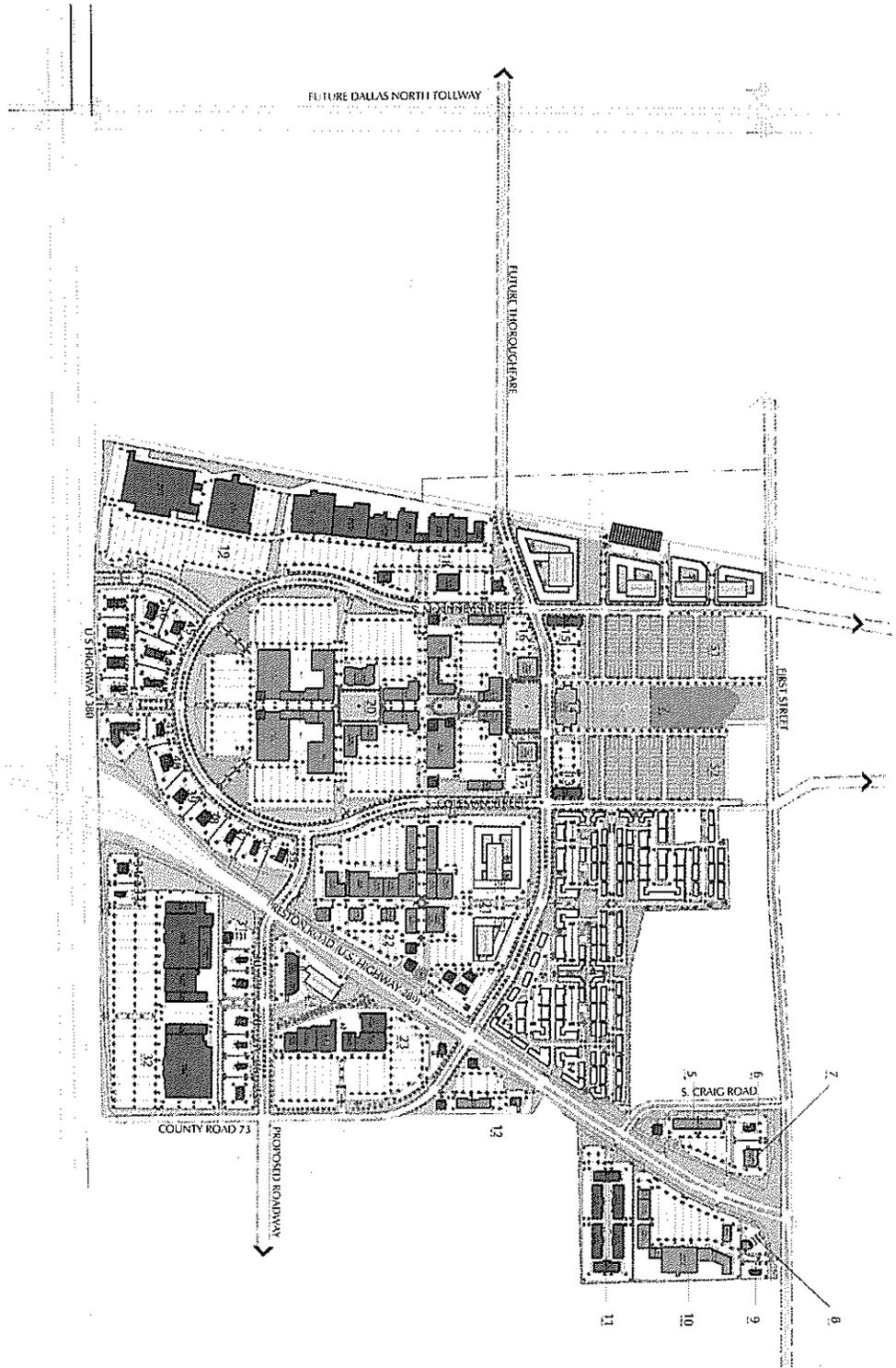
EXHIBIT D
ANGEL PROPERTY
CONCEPT PLAN

This page / Section / Exhibit is intentionally left blank. It is reserved for the future adoption of a Concept Plan as outlined in Exhibit "C".

EXHIBIT E**ANGEL PROPERTY
DEVELOPMENT SCHEDULE**

The development of this 157.098 acre property is expected to be phased over the next ten (10) to fifteen (15) years in response to market demands. Regional retail centers typically take at least five (5) years for the selection of a specific national retail developer and the marketing and attraction of key anchor tenants. This process will begin upon approval of zoning, and will be diligently pursued as market conditions dictate.

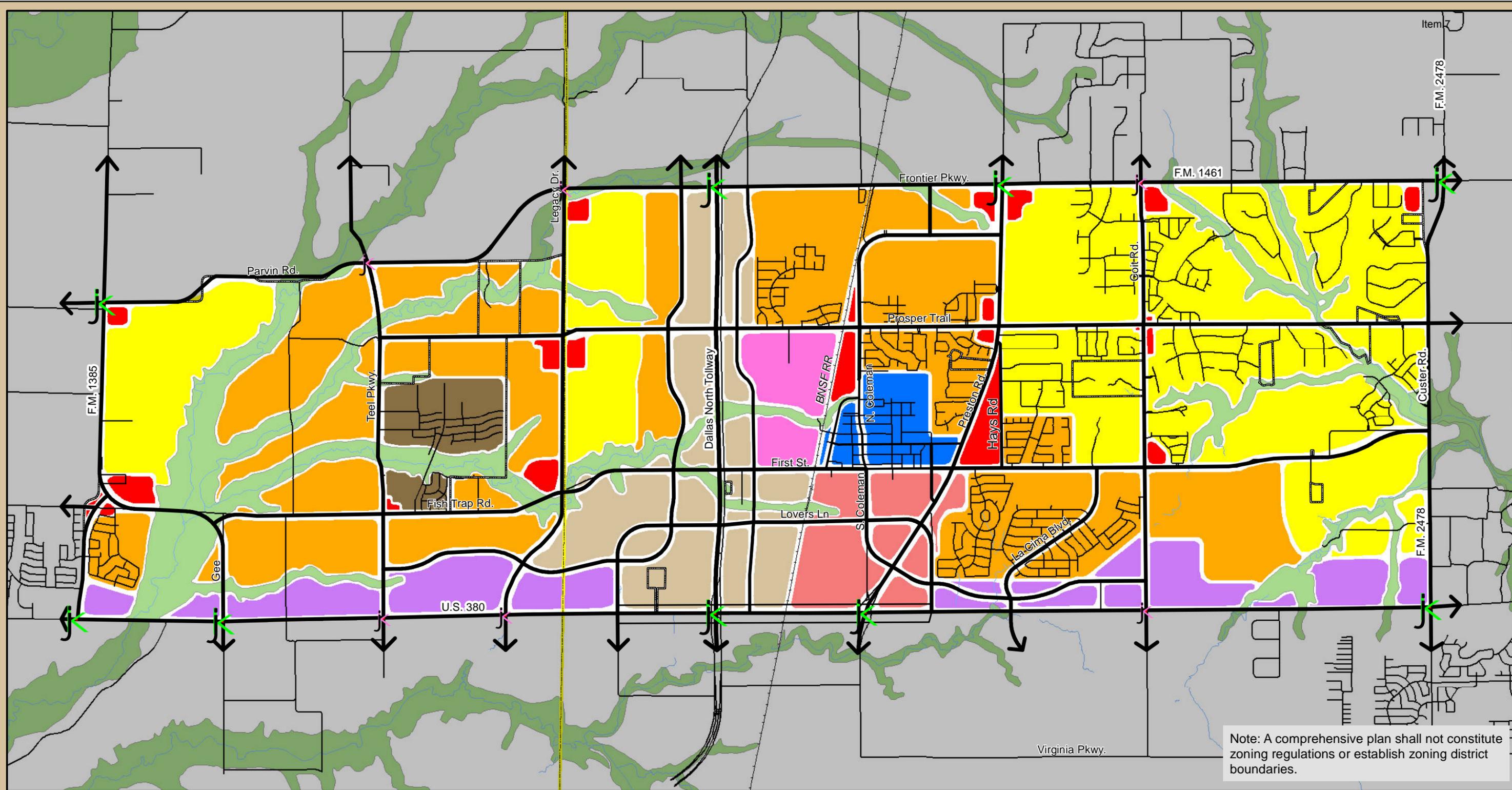
**PROPOSED IMPROVEMENTS
CONCEPTUAL MASTER PLAN
GATES OF PROSPER
PROSPER, TEXAS**



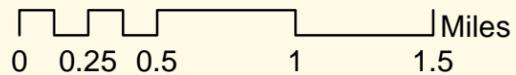
0 400 800 1,600 Feet

GOOD FULTON & FARRELL

P L A N N I N G
 2885 E. FM 2911, SUITE 200, DALLAS, TEXAS 75246
 214.343.4400 Fax: 214.343.4401



July 2012



Legend

- Low Density Residential
- Medium Density Residential
- High Density Residential
- Retail & Neighborhood Services
- Business Park
- Old Town District
- Town Center
- Tollway District
- US 380 District
- 100 Year Floodplain
- K Major Gateway
- k Minor Gateway
- + Town of Prosper
- + ETJ

Future Land Use Plan



Plate 2

COMMUNITY CHARACTER

Town Center District

The Town Center district is a continuation of the area defined by previous planning efforts as a future location for a large scale mixed-use development. The Town Center would include a mixture of land uses but development will be less intense than that located along Highway 380 and the Dallas North Tollway. Retail, small scale office, and residential uses would be included within this district, but the primary intent should be focused on dining and shopping. Public space should be a major component of this area, creating space for families and residents of Prosper to meet and socialize. Open space located within the Town Center could be used for community events, festivals and school events. Urban design should accommodate the pedestrian while providing automobile access and discreet parking. Residential uses may include mixed-use lofts/apartments, patio homes, townhomes and brownstones. Areas of single family residential may also be permitted, particularly on the northern side where the development abuts the Old Town district.



Old Town District

The Old Town district is the heart of Prosper. This historic area of the community is intended to include a variety of boutique type land uses, ranging from unique and local retail establishments, restaurants and offices. Many of the historic homes within the Old Town district, particularly areas along First Street and Broadway, may gradually convert to boutique office and retail establishments. The most opportunistic possibility for a transit stop, if desired by future residents, would be within the Old Town district, which could facilitate redevelopment of the downtown area. If this occurs, high density residential options, such as live-above lofts/apartments, may be considered. The historic past of the community should be preserved. The community's beginnings as a farm community in rural Collin County are part of what defines Prosper, and these attributes should be preserved as new infill development occurs.



COMMUNITY CHARACTER

Land Use Concepts

Mixed-Use

Mixed-use refers to a development style that combines a mix of land uses within one defined zoning district. For example, residential, retail, restaurants, office and public uses may be allowed in the same building, same lot, same tract, block or zoning district. Benefits of mixed-use development include:

- Flexibility of building spaces over time;
- Long term viability of commercial districts;
- Providing higher quality high density residences;
- Inclusion of public facilities;
- Reduction in the frequency of vehicular trips; and
- Minimizing land consumption.

Mixed-use developments are defined by their design—building orientation, roadway configuration and amenities such as shade trees, benches and lighting create a safe environment that is conducive for walking. Intentional integration of diverse land uses within one localized area creates a lifestyle option where a person can perform many of their daily needs and recreational desires within a short distance of home. Such environments are particularly attractive to young professionals, young couples and empty nesters.

Mixed-uses are typically either horizontal or vertical in nature. Horizontal mixed-uses involve retail, office and residential all located within one defined area, but within separate buildings. Vertical mixed-use developments would include any combination of retail, office and residential within the same building. A common example of vertical mixed-use is residential lofts and apartments above street-level retail and office space.



General Guidelines

- **Reduced Setbacks:** bring building facades closer to the street.
- **Central Gathering Space or Focal Point:** Create an identity through public space.
- **Pedestrian Orientation:** Facilitate the pedestrian experience through quality urban design. Ensure access and connectivity to adjacent neighborhoods.
- **Architecture:** moldings, spires, canopies, balconies and building locations all create a sense of identity and contribute to the experience.
- **Strategic Parking:** utilize shared parking, on-street parking, parking behind buildings and structured parking.
- **Connectivity:** mixed use areas should be tied in to adjacent residential development.



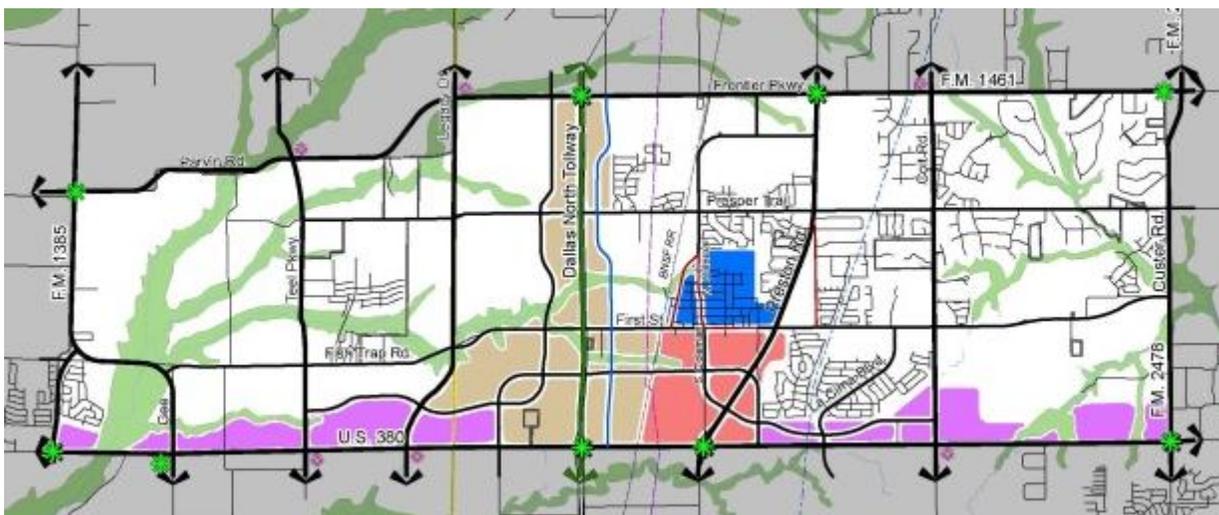
COMMUNITY CHARACTER

What does mixed-use development look like in Prosper? We asked the community in a public Visual Character Survey. The highest rated mixed-use pictures are shown below.



Past planning efforts, including the Town's previous comprehensive plan, have indicated that the most opportunistic location for a Town Center, a large mixed-use district, would be the area roughly bounded by First Street to the north, Highway 380 to the south, BNSF Railroad to the west and Preston Road to the east. This area is currently identified as a planned development by the Town's zoning ordinance.

Within Prosper, mixed-use areas may be appropriate along the Dallas North Tollway, Highway 380, Town Center and Old Town districts, as shown below.



COMMUNITY CHARACTER

Horizontal and Vertical Mixed-Use Development

Mixed-use developments that include a range of land uses incorporated within the same building, but typically at different levels, are referred to as vertical mixed-use developments. Common examples of vertical integration include apartments and lofts over ground level retail and office uses. Examples of vertical mixed-use developments are Shops at Legacy in Plano, Watters Creek in Allen and the West Village/State-Thomas areas of Dallas. Vertical mixed-use development was preferred by Prosper residents.

Horizontal mixed-use development is representative of a mixture of uses within close proximity to each other, but not necessarily within the same building. Horizontal mixed-use developments typically include residential uses along the periphery of the larger development area, separate from a more intense retail and office core. An example of horizontal mixed-use development is Southlake Town Center. The central area of the Town Center includes retail and office uses with residential townhomes located on the periphery of the development, primarily on the east side.

Two factors considered when determining whether vertical or horizontal integration should be utilized are land availability and land value. In more intense areas of development, land values are typically higher and land availability may be significantly less. In such locations, vertical integration, and higher densities (up to 5 stories), would be most appropriate. In Prosper, vertical integration of mixed uses will likely occur within the Dallas North Tollway and Town Center districts. Horizontal mixed-use integration typically occurs where land availability and value can accommodate an overall lower density. Here, 1-3 story retail and office may be surrounded by townhomes, patio homes, multi-unit homes and other less intense uses. In Prosper, horizontal mixed uses will likely occur within the Highway 380 and Town Center districts.

Vertical Mixed-Use

- **Characteristics**
 - Multiple uses within the same building
 - Live-above lofts and apartments
 - More urban in nature
 - 4-5 story height for buildings with residential uses located above the first floor
 - Structured Parking
- **Considerations**
 - Consume less land
 - Land value (density to maximize value)
 - Higher density (typically more urban)

Horizontal Mixed-Use

- **Characteristics**
 - Multiple uses within a planned areas, but not necessarily within the same building
 - 1-3 story heights/lower density nature
 - Areas of apartments, townhomes, brown stones, patio homes and multi-unit homes around the periphery, buffering low-density neighborhoods.
 - Structured parking or rear parking/rear entry garages
- **Considerations**
 - Consume more land
 - With buffering, may be located near residential areas along HWY 380



COMMUNITY CHARACTER

Corridors and Districts

A major component of the visioning exercises pertained to the three major corridors in Prosper: Preston Road, Dallas North Tollway and Highway 380. The following discussions on each corridor are a result of the visioning exercises and feedback received from the comprehensive plan advisory committee and the general public.

Preston Road

Land Use

Preston Road was described by numerous residents as “our road.” Traversing the center of the community, Preston Road will have a variety of land uses and will have a varying context. In the southern portion of Prosper, Preston Road will accommodate higher degrees of traffic, particularly as it traverses the Town Center. Retail, office and some medium density residential will be located along Preston Road on the southern end of the Town, gradually becoming more residential in nature as it moves north. Small scale office and retail may be located in certain areas along Preston Road and these should be the types of uses which service adjacent neighborhoods. Big box uses, mid-rise development, and more intense land uses were generally not viewed as favorable as small-scale retail and office uses. Residents identified an upscale grocery store, such as a Central Market or a Whole Foods, as one of their top priorities along Preston Road.



Character

The character of Preston Road should be more rural in nature, respecting the small-town character of the community. Large, heavily landscaped setbacks should be prevalent along the roadway helping to differentiate Prosper from Frisco while also providing a natural sense of calm for Prosper residents. Wide setbacks are particularly important as the roadway traverses residential areas generally north of First Street. Areas of retail should be designed to the highest level of quality and architectural characteristics within individual developments should follow a theme consistent with recently completed development. Residents felt that retail areas should be organized in a nodal nature rather than in a strip center fashion in order to prevent the entire roadway frontage from being consumed by retail. Unanchored, stand-alone retail establishments should be discouraged in favor of a nodal shopping center development.



COMMUNITY CHARACTER

Dallas North Tollway

Land Use

Unlike Preston Road, regional development pressures will likely be placed along the Dallas North Tollway. Feedback received from the public indicated that more intense uses would be appropriate along the corridor. Types of uses that scored relatively well included mid-rise office buildings, mixed-use development and corporate office parks, among others. Generally speaking, the DNT corridor will contain land uses that support a more regional context and will likely include office space, retail uses and business parks. High density residential is appropriate within the DNT corridor. Mixed-use lofts/apartments are the preferred style of high density residential within this district. Images depicting big box retail, auto sales centers and commercial services, such as self-storage facilities, scored the lowest along the Dallas North Tollway.



Character

The character of the Dallas North Tollway will be significantly more intense than the rest of the Town. The most intense development will be located in the southern portion of the corridor, primary around the interchange of the Dallas North Tollway and Highway 380. Development in the Northeast corner of this intersection will likely be a continuation of the Town Center district, much in the same way office uses surround Legacy Town Center in Plano. Areas on the Northwest corner of the interchange are currently identified as mixed-use. A mixture of office, retail and medium to high density residential will likely develop within this area. Floodplain on the north side of the Northwest corner will serve as a buffer between the more intense development and the low density residential neighborhoods to the north. Intensity of development should gradually decrease on the north side of the Dallas North Tollway corridor and backage roads will help to facilitate the creation of pad sites that may buffer the Tollway from residential uses.



COMMUNITY CHARACTER

Highway 380

Land Use

Of the three major corridors, Highway 380 contains the longest stretch of potential development. Generally speaking, land uses along the Highway 380 Corridor were seen to be more commercial in nature. Unlike Preston Road and the Dallas North Tollway, big-box retail scored relatively well along Highway 380, in addition to office, hotel uses, retail centers and service uses, such as a gas station and fast food restaurant. Similar to the other categories, industrial uses, including warehouses, were not seen as a highly appropriate use along the Highway 380 corridor. Due to the length of the corridor, a variety of land uses will be located along the corridor. Typically speaking, retail and service establishments will locate adjacent to Highway 380 and along major intersections, in a nodal pattern of activity. Such uses capitalize on higher traffic counts and require a higher degree of visibility. Big box uses may also be located along the corridor, but pad sites should be located adjacent to Highway 380 to capitalize on visibility and pass-by trips. Residential uses, such as patio homes, snout homes and townhomes and brownstones may be located within this district. Such uses will likely be used as a buffer between more intense uses along Highway 380 and lower intensity residential neighborhoods to the north. Such uses may also be located mid-block, reserving major intersections for retail and commercial uses.

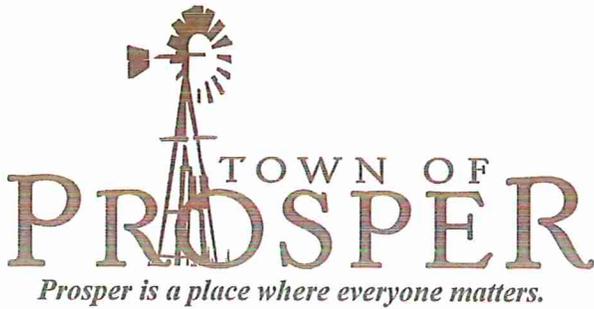


Character

The character of Highway 380 will be much more commercial in nature. Wide setbacks with large landscape buffering will protect the visual appearance of the corridor, while still allowing more intense commercial land uses to operate. Big Box retailers may be permitted, but they should be designed to the highest possible quality, incorporating significant landscaping, high quality materials, such as stone and brick, and should contain architectural enhancements and building articulation.

Medium and high density residential options may be included within the Highway 380 corridor but such uses should be carefully designed to protect, enhance and buffer low density neighborhoods to the north from more intense development along Highway 380.





DEVELOPMENT SERVICES

DEPARTMENT
 P.O. Box 307
 Prosper, TX 75078
 Phone: 972-346-3502
 Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I **OPPOSE** the request as described in the notice of public hearing.
- I **DO NOT OPPOSE** the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

PAUL NICHOLS
 Name (please print)

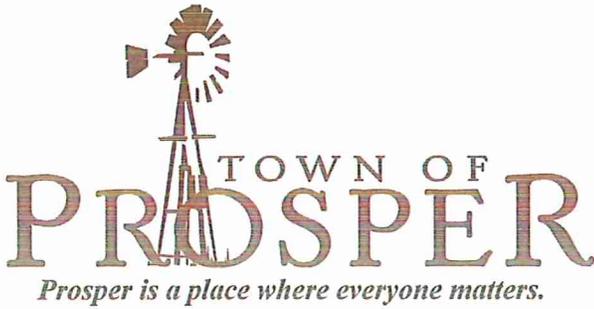
1120 WHITE CREST LN
 Address

PROSPER TX 75078
 City, State, and Zip Code

[Signature]
 Signature

3-2-14
 Date

PNICHOLS1840@ME.COM
 E-mail Address



DEVELOPMENT SERVICES
DEPARTMENT
P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I OPPOSE the request as described in the notice of public hearing.
- I DO NOT OPPOSE the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

LARRY K. ANDERS

Name (please print)

490 Willowview

Address

Prosper, TX. 75078

City, State, and Zip Code

[Signature]

Signature

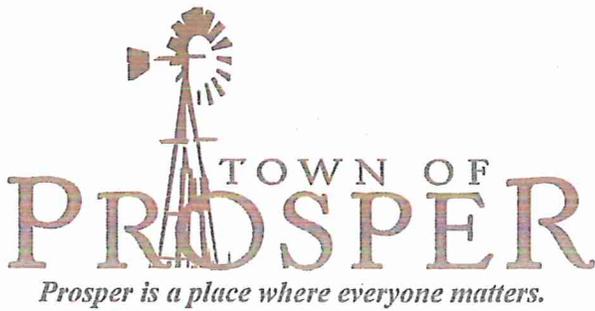
2-25-14

Date

LARRY.ANDERS@

E-mail Address

SUPPORTALLIANCE.NET



DEVELOPMENT SERVICES

DEPARTMENT

P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I OPPOSE the request as described in the notice of public hearing.
- I DO NOT OPPOSE the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY):

The easement between Willow Ridge development and future road Lovers Lane, needs to have current standards applied --- not development rules from 8 4/5 yrs ago.

Tina Park
Name (please print)

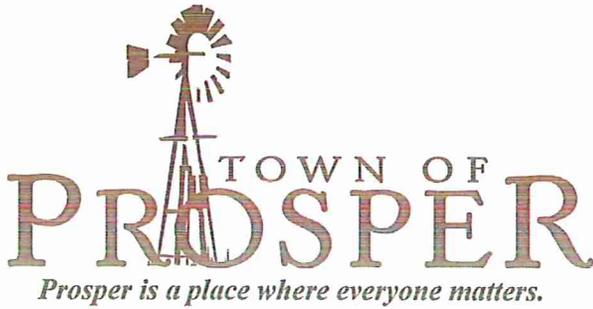
1100 Mystic Way
Address

Prosper, Tx 75078
City, State, and Zip Code

Tina Park
Signature

2-26-14
Date

tspark@Markelcorp.com
E-mail Address



**DEVELOPMENT SERVICES
DEPARTMENT**
P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I OPPOSE the request as described in the notice of public hearing.
 I DO NOT OPPOSE the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

G/M Investment
Name (please print)

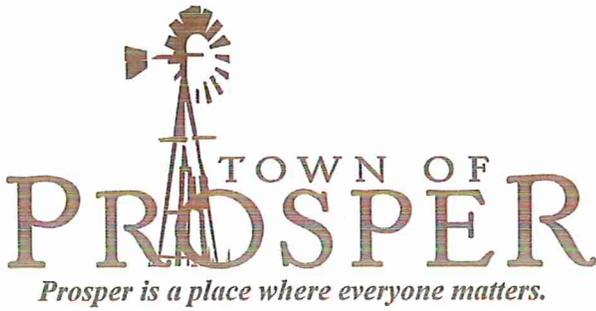
P.O. Box 759
Address

Prosper TX 75078
City, State, and Zip Code

Bruce Shurley
Signature

22 Feb 2012
Date

GurleyLTD1@AOL.com
E-mail Address



DEVELOPMENT SERVICES

DEPARTMENT

P.O. Box 307

Prosper, TX 75078

Phone: 972-346-3502

Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I **OPPOSE** the request as described in the notice of public hearing.
- I **DO NOT OPPOSE** the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

Sara Miller

Name (please print)

1060 Mystic Way

Address

Prosper, TX 75078

City, State, and Zip Code

Sara Miller

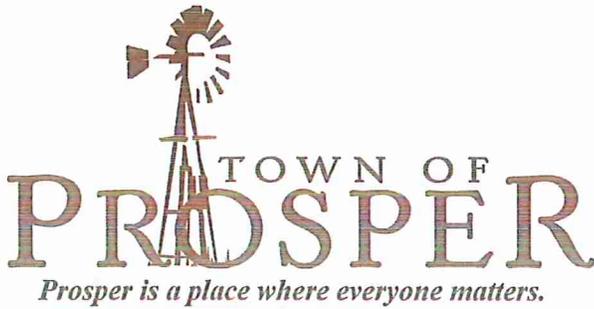
Signature

2/24/14

Date

sarajocanmiller@gmail.com

E-mail Address

**DEVELOPMENT SERVICES****DEPARTMENT**

P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM**SUBJECT:**

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I **OPPOSE** the request as described in the notice of public hearing.
 I **DO NOT OPPOSE** the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

Very concerned about going from zoned + planned to
 carte blanche + who knows. Concerned about natural
 tree lines as well.

Christopher + Gina Kern

Name (please print)

570 Abbey Lane

Address

Prosper TX 75078

City, State, and Zip Code

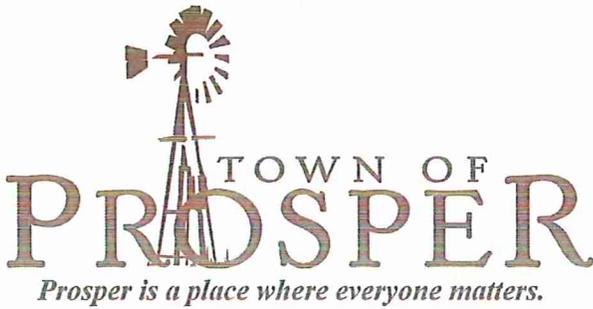
Signature

2/24/2014

Date

cgkern@gmail.com

E-mail Address



**DEVELOPMENT SERVICES
DEPARTMENT**
P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I **OPPOSE** the request as described in the notice of public hearing.
- I **DO NOT OPPOSE** the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY):

not sufficient barriers from lovers lane proposal. don't want road so close to property lines.

Dann Kemmann
Name (please print)

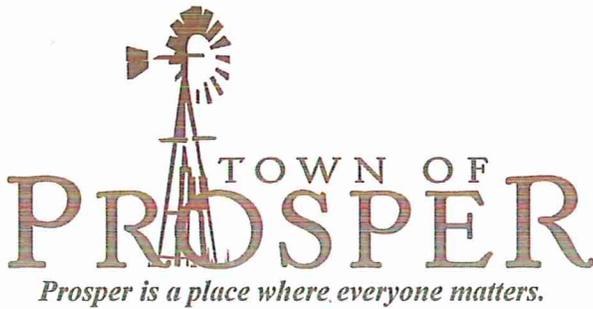
1000 MYSTIC WAY
Address

PROSPER, TX 75078
City, State, and Zip Code

Dann Kemmann
Signature

2-22-14
Date

Kemmann@msn.com
E-mail Address



DEVELOPMENT SERVICES

DEPARTMENT

P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I OPPOSE the request as described in the notice of public hearing.
- I DO NOT OPPOSE the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

NO TO APARTMENTS SPECIFICALLY.

NO INDUSTRIAL

JAY NEISIUS

Name (please print)

[Handwritten Signature]

Signature

510 WILLOWVIEW DR.

Address

2-23-14

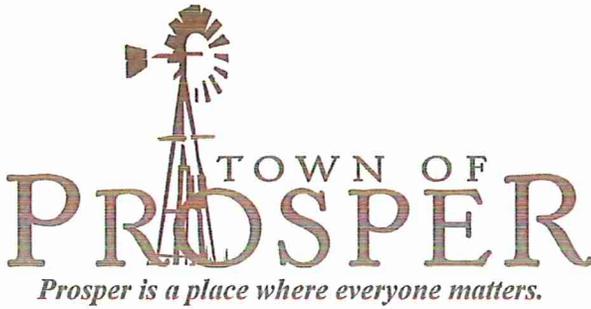
Date

Prosper, Tx 75078

City, State, and Zip Code

JAY.NEISIUS@CPM.COM

E-mail Address



DEVELOPMENT SERVICES

DEPARTMENT
P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I **OPPOSE** the request as described in the notice of public hearing.
- I **DO NOT OPPOSE** the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

Mark & Andrea Belonga
Name (please print)

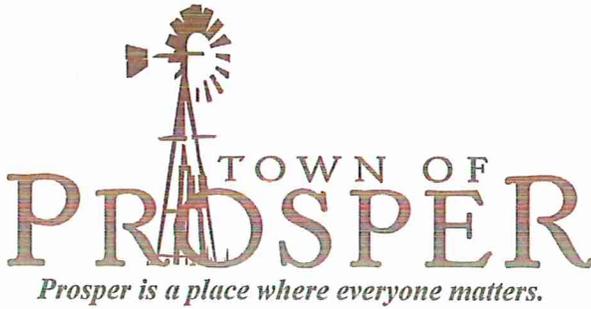
980 Mystic Way
Address

Prosper, TX 75078
City, State, and Zip Code


Signature

2/26/2014
Date

mark@belonga.org
E-mail Address



**DEVELOPMENT SERVICES
DEPARTMENT**
P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I OPPOSE the request as described in the notice of public hearing.
 I DO NOT OPPOSE the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

Randall J. Reeves
Name (please print)

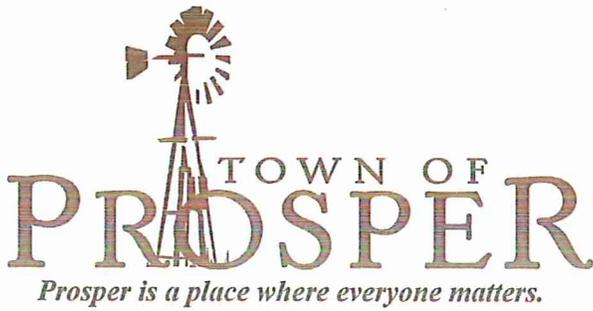
470 Willowview Drive
Address

Prosper, Texas 75078
City, State, and Zip Code

Randall J. Reeves
Signature

22 Feb 14
Date

avionics12@yahoo.com
E-mail Address



DEVELOPMENT SERVICES

DEPARTMENT
P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I **OPPOSE** the request as described in the notice of public hearing.
- I **DO NOT OPPOSE** the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

Tracey McCaffree
Name (please print)

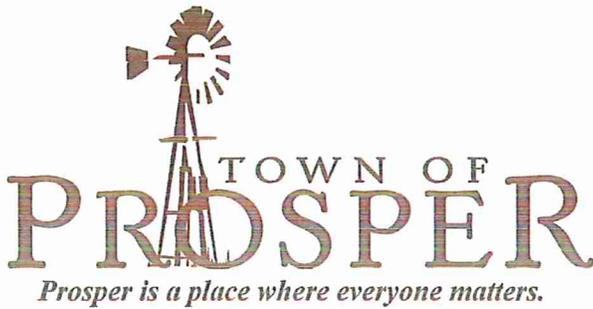
J McCaffree
Signature

1120 Mystic Way
Address

2/23/14
Date

Prosper, TX 75078
City, State, and Zip Code

mcbigred@yahoo.com
E-mail Address



DEVELOPMENT SERVICES

DEPARTMENT
P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I **OPPOSE** the request as described in the notice of public hearing.
 I **DO NOT OPPOSE** the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

Larry Meeker
Name (please print)

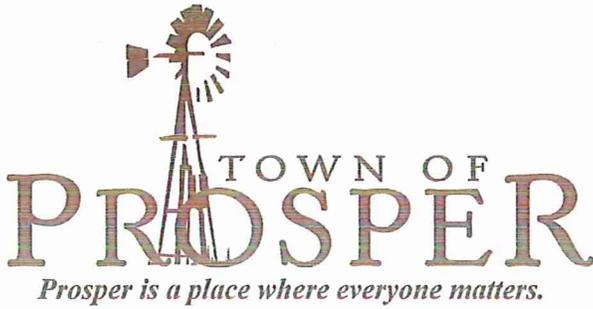
J. [Signature]
Signature

1020 Mystic Way
Address

3-1-2014
Date

Prosper, TX 75078
City, State, and Zip Code

atconcepts@aol.com
E-mail Address

**DEVELOPMENT SERVICES****DEPARTMENT**

P.O. Box 307
 Prosper, TX 75078
 Phone: 972-346-3502
 Fax: 972-347-2842

REPLY FORM**SUBJECT:**

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I **OPPOSE** the request as described in the notice of public hearing.
 I **DO NOT OPPOSE** the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): I oppose because, based on plan, the parking lot/service roads go right up to fence lines at Willow Ridge. There needs to be a buffer between Willow Ridge & new development, ie trees, grass, something so our fence lines do not back to parking, dumpsters, service roads. PLEASE KEEP TREES ALREADY THERE!!!

Heather Dlabik
 Name (please print)

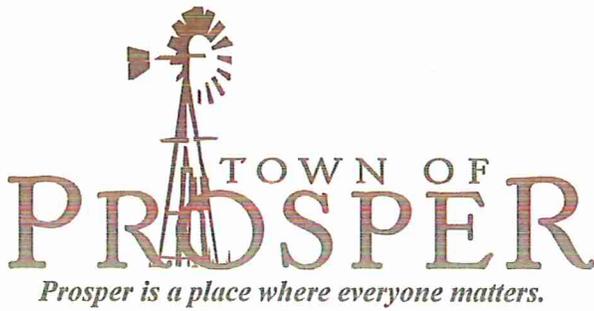
Heather Dlabik
 Signature

731 Willowmist Dr
 Address

3/7/14
 Date

Prosper, TX 75078
 City, State, and Zip Code

cldlabik23@gmail.com
 E-mail Address



**DEVELOPMENT SERVICES
 DEPARTMENT**
 P.O. Box 307
 Prosper, TX 75078
 Phone: 972-346-3502
 Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I **OPPOSE** the request as described in the notice of public hearing.
- I **DO NOT OPPOSE** the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

Tina Rynbrandt
 Name (please print)

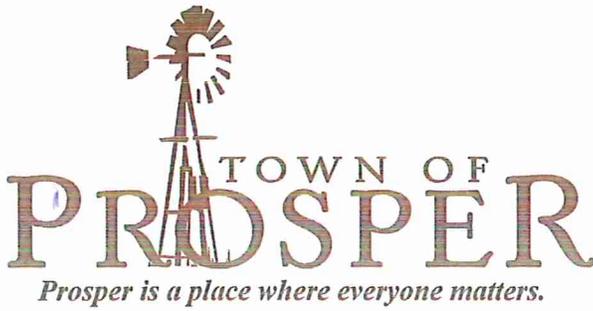
751 Rock Hill Rd
 Address

Prosper, TX 75078
 City, State, and Zip Code

Tina Rynbrandt
 Signature

2-23-14
 Date

tinag1974@aol.com
 E-mail Address



DEVELOPMENT SERVICES

DEPARTMENT
P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I OPPOSE the request as described in the notice of public hearing.
 I DO NOT OPPOSE the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

See attached letter

GLEN HANSEL
Name (please print)
9881 DOGWOOD
Address
FRESCO, TX 75033
City, State, and Zip Code

Glen Hansel
Signature
Feb. 27, 2014
Date
glenhansel@gmail.com
E-mail Address



NEWMAN
REAL ESTATE, INC.

9801 CAMFIELD AVENUE
P.O. Box 118
FRISCO, TX
75034



CERTIFIED HOME MARKETING SPECIALIST

WWW.JRNEWMAN.COM
INFO@JRNEWMAN.COM
P/ 972. 335. 3334
F/ 972. 335. 6428

February 24, 2014

Development Services Department
P.O. Box 307
Prosper, TX 75078

RE: Zoning Case Z09-0013 – 621.1 acres Land Development – 2

Dear Sir or Madam:

We are in receipt of the proposed 621 acre planned development that is adjacent to our property. The following are our concerns:

1. There is a sliver of land on the west side of the railroad tract that has not been identified by the applicant as to how it is going to be developed. The development of that tract will certainly effect how our tract is developed.
2. It appears the developer may not be making any improvements to 1st Street. It would be our desire that the proposed major East/West thoroughfare would provide access to our 10 acres to the north.

Other than the two concerns mentioned above, we are in support of the proposed zoning.

Please see the attached map for our property location.

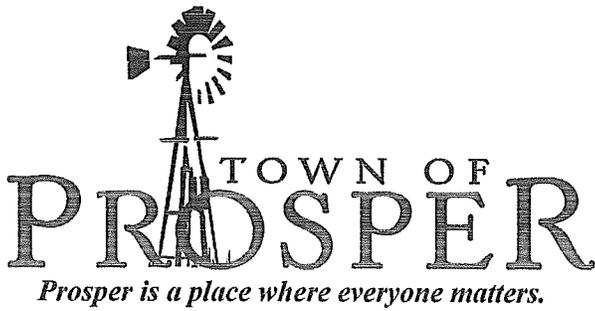
Sincerely,

Glen Hansel

Melanie,

Please reverse my "oppose" vote
on the zoning request for Z09-00B.

Thank you,
Elen Hansel
May 7, 2014



DEVELOPMENT SERVICES

DEPARTMENT
P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I **OPPOSE** the request as described in the notice of public hearing.
- I **DO NOT OPPOSE** the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): _____

Cindy F. Daigle
Chad E. Daigle
Name (please print)

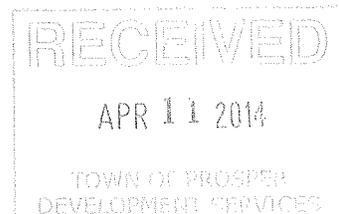
Cindy F. Daigle
Chad E. Daigle
Signature

1140 Mystic Way
Address

3-28-14
Date

Prosper, TX 75078
City, State, and Zip Code

cindyfdaigle@yahoo.com
E-mail Address





Prosper is a place where everyone matters.

DEVELOPMENT SERVICES

DEPARTMENT

P.O. Box 307
Prosper, TX 75078
Phone: 972-346-3502
Fax: 972-347-2842

REPLY FORM

SUBJECT:

Zoning Case Z09-0013: The Town of Prosper has received a request to rezone 621.1± acres from Planned Development-2 (PD-2), Planned Development-3 (PD-3), Planned Development-13 (PD-13), Agricultural (A), and Single Family-15 (SF-15) to Planned Development-Single Family-10/Townhome/Multifamily/Office/Retail/Commercial/Industrial (PD-SF-10/TH/MF/O/R/C/I).

LOCATION OF SUBJECT PROPERTY:

The property is located on the northeast and northwest corner of U.S. 380 and Preston Road.

DESCRIPTION OF THE REQUEST:

The Planned Development allows for the development of 200 single family lots with a minimum lot size of 10,000 square feet, 927 multifamily units, 250 townhome units, and a mix of office, retail, commercial, and industrial uses.

- I OPPOSE the request as described in the notice of public hearing.
I DO NOT OPPOSE the request as described in the notice of public hearing.

COMMENTS (ATTACH ADDITIONAL SHEETS IF NECESSARY): We would like to know what is planned on the northeast corner of 380 + Preston. We don't want multi-family / apt nor condo/townhome / high rise buildings and/or any commercial retail buildings

Steve / Brenda Reynolds
Name (please print)

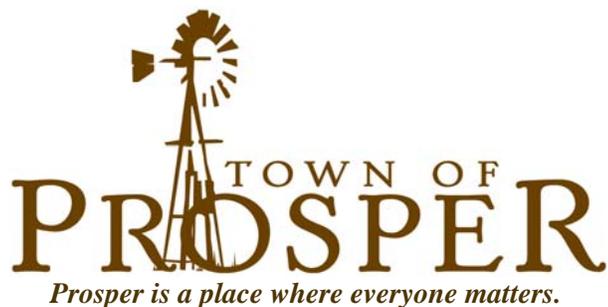
1040 White Cross Lane
Address

Prosper, TX 75078
City, State, and Zip Code

Brenda Reynolds
Signature

Date

brenda.reynolds63@gmail.com
E-mail Address



POLICE

To: Mayor and Town Council
From: Doug Kowalski, Chief of Police
Through: Harlan Jefferson, Town Manager
Re: Town Council Meeting – May 13, 2014

Agenda Item:

Consider and act upon a resolution requesting the Texas Department of Transportation restrict commercial vehicle traffic along eastbound Frontier Parkway (FM 1461) between Preston Road (SH 289) and Custer Road (FM 2478).

Description of Agenda Item:

This resolution is being requested in the interest of public safety, and staff strongly believes that the prohibition of truck and other commercial vehicle traffic along this portion of Frontier Parkway (FM 1461) will enhance the safety of the residents of the Town of Prosper. The City of Celina is also discussing this matter.

Legal Obligations and Review:

Terrence Welch of Brown & Hofmeister, L.L.P., prepared the attached Resolution.

Attached Documents:

1. Resolution

Town Staff Recommendation:

Staff recommends that the Town Council adopt a resolution requesting the Texas Department of Transportation restrict commercial vehicle traffic along eastbound Frontier Parkway (FM 1461) between Preston Road (SH 289) and Custer Road (FM 2478).

Proposed Motion:

I move to approve a resolution requesting the Texas Department of Transportation restrict commercial vehicle traffic along eastbound Frontier Parkway between Preston Road (SH 289) and Custer Road (FM 2478).

TOWN OF PROSPER, TEXAS**RESOLUTION NO. 14-___**

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS, REQUESTING THAT THE TEXAS DEPARTMENT OF TRANSPORTATION RESTRICT COMMERCIAL VEHICLE TRAFFIC ALONG EASTBOUND FRONTIER PARKWAY (FM 1461) BETWEEN PRESTON ROAD (SH 289) AND CUSTER ROAD (FM 2478); MAKING FINDINGS; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the Town of Prosper, Texas ("Town"), is a home-rule municipal corporation duly organized under the laws of the State of Texas; and

WHEREAS, although regulation of state highways is within the purview of the State of Texas and the Texas Department of Transportation, among others, the Town has serious concerns about the safety of its residents and the traveling public due to the truck and other commercial vehicle traffic on that portion of FM 1461 (also known as Frontier Parkway) within the Town of Prosper; and

WHEREAS, the Town strongly believes that the prohibition of truck and other commercial vehicle traffic on that portion of FM 1461 located in the Town would enhance public safety and be in the best interests of the residents of the Town as well as the traveling public, and it is the request of the Town to the State of Texas, through the Texas Department of Transportation, that truck and other commercial vehicle traffic be prohibited on that portion of FM 1461 located in the Town of Prosper.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS, THAT:

SECTION 1

All of the above premises are found to be true and correct and are incorporated into the body of this Resolution as if copied in their entirety.

SECTION 2

In the interests of public health and safety, the Town Council hereby respectfully requests that the State of Texas, through the Texas Department of Transportation or other applicable State agency, prohibit truck and other commercial vehicle traffic on that portion of FM 1461 (the eastbound lanes of said roadway) located in the Town of Prosper.

SECTION 3

The Town Secretary is hereby directed to forward this Resolution, after adoption, to the appropriate agency of the State of Texas.

SECTION 4

This Resolution is effective immediately upon its passage.

DULY PASSED AND APPROVED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS, THIS 13TH DAY OF MAY, 2014.

Ray Smith, Mayor

ATTEST:

Robyn Battle, Town Secretary

APPROVED AS TO FORM AND LEGALITY:

Terrence S. Welch, Town Attorney