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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

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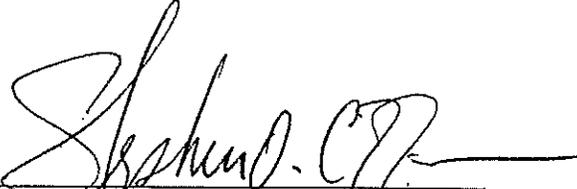
violation. Prosper retains all legal rights and remedies available to it pursuant to local, state and federal law.

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.

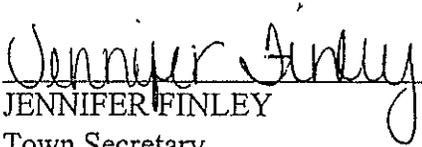
SECTION 8: Effective Date. This Ordinance shall become effective from and after its adoption and publication as required by law.

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 $00^{\circ}32'11''$ EAST a distance of 2,641.82 feet to the northwest corner of said 79.221 acre tract of land;

THENCE SOUTH $89^{\circ}27'11''$ EAST a distance of 1,291.86 feet to the northeast corner of said 79.221 acre tract of land;

THENCE SOUTH $00^{\circ}10'56''$ 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 $89^{\circ}49'37''$ 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.

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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 $89^{\circ}49'37''$ EAST a distance of 352.22 feet to a point for corner;

THENCE departing the centerline of said County Road No. 3, SOUTH $01^{\circ}17'49''$ WEST a distance of 312.44 feet to a point for corner;

THENCE NORTH $89^{\circ}54'32''$ 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 $11^{\circ}54'58''$ 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 $00^{\circ}26'48''$ WEST a distance of 315.00 feet to a point for corner;

THENCE NORTH $89^{\circ}19'22''$ WEST a distance of 375.68 feet to a point for corner;

THENCE NORTH $00^{\circ}09'32''$ 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 $89^{\circ}49'37''$ 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.

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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(B)
Retail/Commercial/Office

BEING a 15.466 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 easterly northeast corner of said 123.850 acre tract of land and being located in the northwesterly right-of-way line of State Highway No. 183;

THENCE along the northwesterly right-of-way line of said State Highway No. 183 as follows:

SOUTH 06°06'41" WEST a distance of 337.76 feet to a point for corner;
SOUTH 34°10'41" WEST a distance of 279.78 feet to a point for corner;
SOUTH 35°35'54" WEST a distance of 600.08 feet to a point for corner;
SOUTH 34°13'06" WEST a distance of 400.63 feet to a point for corner;
SOUTH 35°31'51" WEST a distance of 398.44 feet to a point for corner;
SOUTH 33°55'29" WEST a distance of 303.37 feet to a point for corner;
SOUTH 31°03'00" WEST a distance of 43.45 feet to a point for corner;

THENCE departing the northwest right-of-way line of said State Highway 183, NORTH 56°04'31" WEST a distance of 310.34 feet to a point for corner;

THENCE NORTH 35°00'58" EAST distance of 2,235.23 feet to a point located in the easterly north line of said 123.850 acre tract of land;

THENCE along the easterly north line, SOUTH 88°34'52" EAST a distance of 165.97 feet to the POINT OF BEGINNING;

CONTAINING within these metes and bounds a gross area of 15.466 acres less proposed right-of-ways leaving a net area of 15.111 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.

04700 02022 1000 1000

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.

04700 02001 4000 1000

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.

4000-1007

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

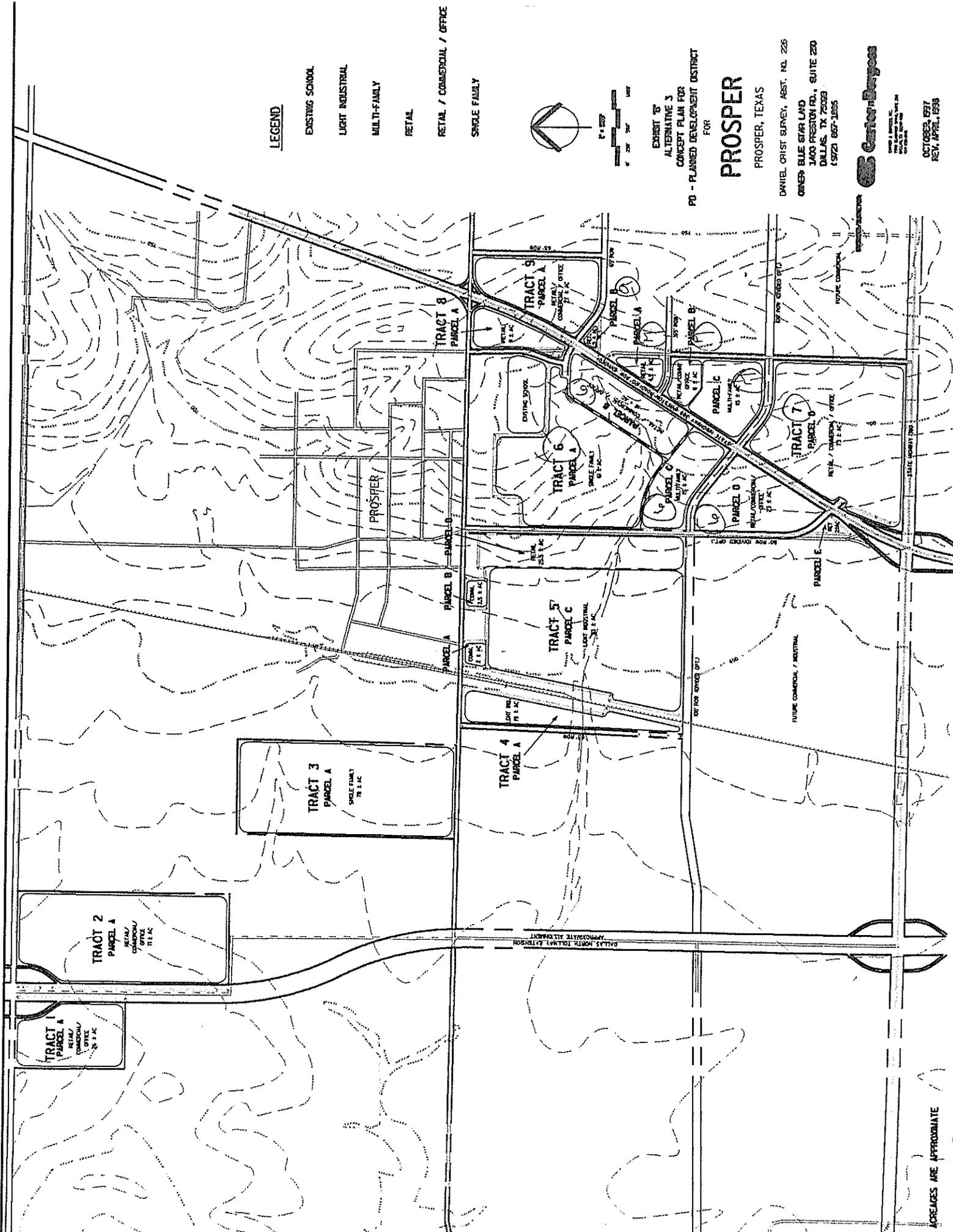
DALLAS, TX 75263

(972) 667-1656

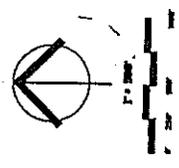
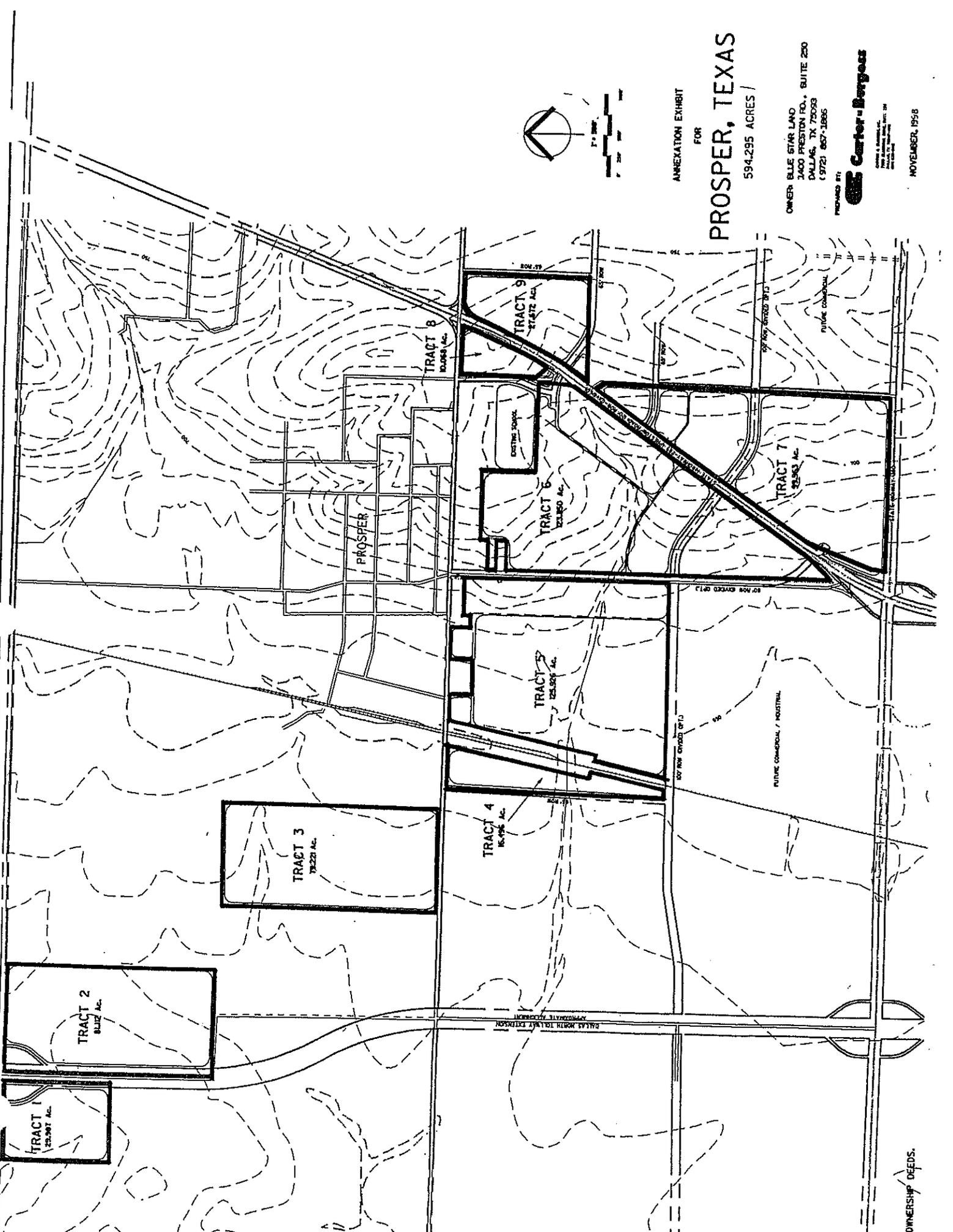


DAVID A. CARTER, P.E.
DANIEL CRIST, P.E.
CARTER & BERGESON

OCTOBER 1997
REV. APRIL 1998



ALL AREAS ARE APPROXIMATE



ANNEXATION EXHIBIT
FOR
PROSPER, TEXAS
594.295 ACRES

OWNER: BLUE STAR LAND
3400 PRESTON RD., SUITE 200
DALLAS, TX 75069
(972) 857-1885

PREPARED BY:
Carter & Burgess
1000 W. WILSON ST., SUITE 200
DALLAS, TEXAS 75201
PHONE: (972) 342-1100

NOVEMBER, 1956

FROM OWNERSHIP DEEDS.

EXHIBIT "C"

183 LAND CORPORATION
BLUE STAR LAND
PLANNED DEVELOPMENT DISTRICT
DEVELOPMENT STANDARDS

Draft 12/29/1999
Revised 1/14/2000

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.

04703 02401

- 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.

- 1 1 5 0 0 2 4 0 0
- 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.
- 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.