

AN ORDINANCE OF THE TOWN OF PROSPER, TEXAS, AMENDING THE TOWN'S ZONING ORDINANCE NO. 05-20 AND ORDINANCE NO. 06-73, BY REZONING A TRACT OF LAND CONSISTING OF 15.685 ACRES, MORE OR LESS, SITUATED IN THE JEREMIAH HORN SURVEY, ABSTRACT NO. 411, IN THE TOWN OF PROSPER, COLLIN COUNTY, TEXAS, FROM COMMERCIAL (C) AND PLANNED DEVELOPMENT-25 (PD-25) TO PLANNED DEVELOPMENT-RETAIL (PD-R); DESCRIBING THE TRACT TO BE REZONED; PROVIDING FOR A PENALTY FOR THE VIOLATION OF THIS ORDINANCE; PROVIDING FOR REPEALING, SAVING AND SEVERABILITY CLAUSES; PROVIDING FOR AN EFFECTIVE DATE OF THIS ORDINANCE; AND PROVIDING FOR THE PUBLICATION OF THE CAPTION HEREOF.

WHEREAS, the Town Council of the Town of Prosper, Texas (the "Town Council"), has investigated and determined that the Town's Zoning Ordinance No. 05-020 and Ordinance No. 06-73 should be amended; and

WHEREAS, the Town of Prosper, Texas ("Prosper"), has received a request from Rosebriar Prosper Plaza, LP ("Applicant"), to rezone 15.685 acres of land, more or less, situated in the Jeremiah Horn Survey, Abstract No. 411, in the Town of Prosper, Collin County, Texas; and

WHEREAS, the Town Council has investigated into and determined that the facts contained in the request are true and correct; and

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

WHEREAS, the Town Council has further investigated into and determined that it will be advantageous and beneficial to Prosper and its inhabitants to rezone this property as set forth below.

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

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 the Town's Zoning Ordinance. The Town's Zoning Ordinance, adopted by Ordinance No. 05-20 and Ordinance No. 06-73, is amended as follows: The zoning designation of the below-described property containing 15.685 acres of land, more or less, situated in the Jeremiah Horn Survey, Abstract No. 411, in the Town of Prosper, Collin County, Texas (the "Property"), and all streets, roads and alleyways contiguous and/or adjacent thereto is hereby rezoned as Planned Development-Retail (PD-R). The property as a whole and the

boundaries for each zoning classification are more particularly described in Exhibit A, attached hereto and incorporated herein for all purposes as if set forth verbatim.

The development plans, standards, and uses for the Property in this Planned Development District shall conform to, and comply with 1) the statement of intent and purpose, attached hereto as Exhibit B; 2) the planned development standards, attached hereto as Exhibit C; 3) the concept plan, attached hereto as Exhibit D; 4) the development schedule, attached hereto as Exhibit E; 5) the conceptual elevation plans, attached hereto as Exhibits F, and 6) the conceptual landscape plans, attached hereto as Exhibit G, which are incorporated herein for all purposes as if set forth verbatim.

Except as amended by this Ordinance, the development of the Property within this Planned Development District must comply with the requirements of all ordinances, rules, and regulations of Prosper, as they currently exist or may be amended.

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

- a. Two (2) copies shall be filed with the Town Secretary and retained as original records and shall not be changed in any matter.
- b. One (1) copy shall be filed with the Building Official and shall be maintained up-to-date by posting thereon all changes and subsequent amendments for observation, issuing building permits, certificates of compliance and occupancy and enforcing the zoning ordinance. Reproduction for information purposes may from time-to-time be made of the official zoning district map.

Written notice of any amendment to this District shall be sent to all owners of properties within the District as well as all properties within two hundred feet (200') of the District to be amended.

SECTION 3

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

SECTION 4

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

SECTION 5

Penalty. Any person, firm, corporation or business entity violating this Ordinance shall be deemed guilty of a misdemeanor, and upon conviction thereof shall be fined any sum not exceeding Two Thousand Dollars (\$2,000.00). Each continuing day's violation under this Ordinance shall constitute a separate offense. The penal provisions imposed under this

Ordinance shall not preclude Prosper from filing suit to enjoin the violation. Prosper retains all legal rights and remedies available to it pursuant to local, state and federal law.

SECTION 6

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

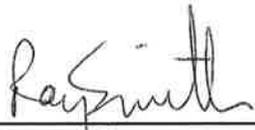
SECTION 7

Savings/Repealing Clause. Prosper's Zoning Ordinance shall remain in full force and effect, save and except as amended by this or any other Ordinance. All provisions of any ordinance in conflict with this Ordinance are hereby repealed to the extent they are in conflict; but such repeal shall not abate any pending prosecution for violation of the repealed ordinance, nor shall the appeal prevent a prosecution from being commenced for any violation if occurring prior to the repealing of the ordinance. Any remaining portions of said ordinances shall remain in full force and effect.

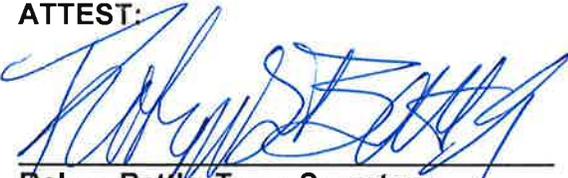
SECTION 8

Effective Date. This Ordinance shall become effective from and after its adoption and publications as required by law.

DULY PASSED, APPROVED, AND ADOPTED BY THE TOWN COUNCIL OF THE TOWN OF PROSPER, TEXAS, ON THIS 9TH DAY OF FEBRUARY, 2016.



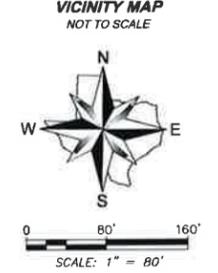
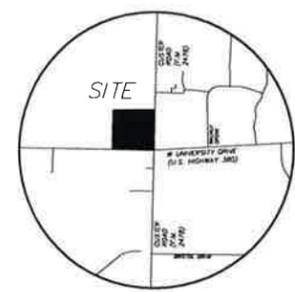
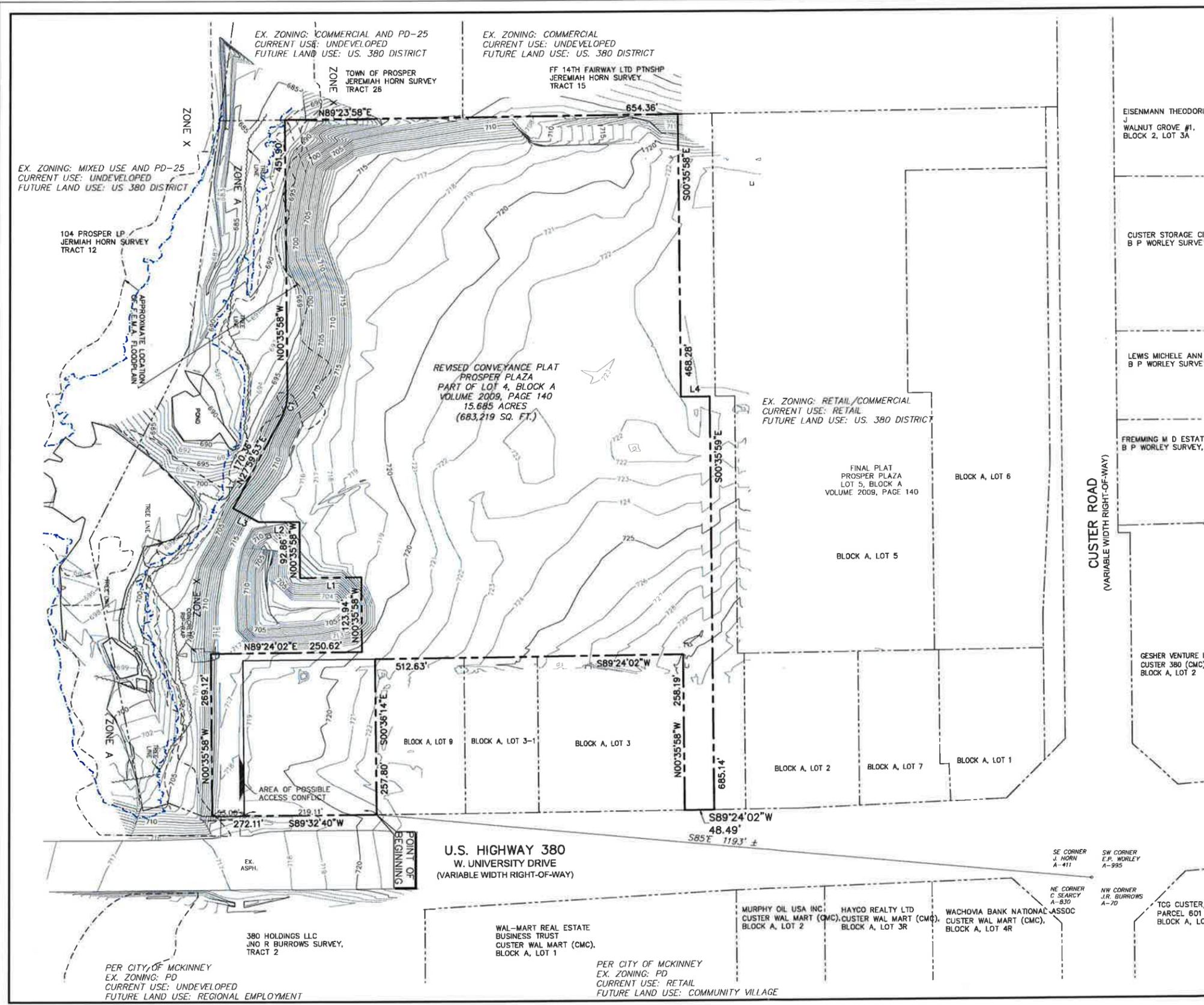
Ray Smith, Mayor

ATTEST:


Robyn Battle, Town Secretary

APPROVED AS TO FORM AND LEGALITY:


Terrence S. Welch, Town Attorney



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

LEGEND
--- ZONING BOUNDARY

| | |
|----------------------------------|----------------------|
| EXISTING ZONING | COMMERCIAL AND PD-25 |
| PROPOSED ZONING | PLANNED DEVELOPMENT |
| TOTAL GROSS | 15.685 AC |
| TOTAL NET | 15.685 AC |
| FUTURE LAND USE PLAN DESIGNATION | US 380 DISTRICT |

| CURVE TABLE | | | | | |
|-------------|-----------|--------|--------|--------|-------------|
| NO. | DELTA | RADIUS | LENGTH | CH. L | CH. B |
| C1 | 28°35'51" | 85.00' | 42.43' | 41.99' | N13°41'57"E |

| LINE TABLE | | |
|------------|-------------|----------|
| LINE # | BEARING | DISTANCE |
| L1 | S89°24'02"W | 101.35' |
| L2 | N89°46'02"W | 67.12' |
| L3 | N62°00'07"W | 48.63' |
| L4 | N89°24'02"E | 47.47' |

CASE NO. Z15-0011

EXHIBIT A - ZONING EXHIBIT

KROGER TEXAS, L.P.
1331 E. AIRPORT FREEWAY
IRVING, TEXAS 75062

JEREMIAH HORN SURVEY,
ABSTRACT NO. 411
CITY OF PROSPER
COLLIN COUNTY, TEXAS

Winkelman & Associates, Inc.

CONSULTING CIVIL ENGINEERS & SURVEYORS

6700 HILLCREST PLAZA DRIVE, SUITE 305
IRVING, TEXAS 75039
PHONE: (972) 440-7000 FAX: (972) 440-7009
WWW.WINKELMANANDASSOCIATES.COM
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| No. | DATE | REVISION | APPROVED |
|-----|------------|--------------------------|----------|
| 4. | 08-28-2015 | PD RESUBMITTAL | M.B. |
| 3. | 08-18-2015 | PD AND PDP RESUBMITTAL | M.B. |
| 2. | 08-03-2015 | PD AND PDP RESUBMITTAL | M.B. |
| 1. | 07-10-2015 | PRELIMINARY BUDGET PLANS | M.B. |

EXHIBIT A
ZONING EXHIBIT
PROSPER PLAZA
PROSPER, TEXAS

SW569

PROPERTY DESCRIPTION

STATE OF TEXAS §
 COUNTY OF COLLIN §

TRACT 1:

BEING a tract of land situated in the JEREMIAH HORN SURVEY, ABSTRACT NO. 411, in the City of Prosper, Collin County, Texas, and being part of Lot 4, Block A, Revised Conveyance Plat Prosper Plaza, an addition to the City of Prosper, Collin County, Texas, according to the Plat thereof recorded in Volume 2009, Page 140, Official Public Records, Collin County, Texas, and also being all of Lot 10, Block A, Revised Conveyance Plat Prosper Plaza, an addition to the City of Prosper, Collin County, Texas, according to the Plat thereof recorded in Volume 2011, Page 49, Official Public Records, Collin County, Texas, and being more particularly described as follows:

BEGINNING at a 5/8-inch iron rod with a plastic cap stamped "5199" found for corner on the North right-of-way of U.S. Highway 380 (W. University Drive), a variable width right-of-way, said point being the Southeast corner of said Lot 10 and the Southwest corner of Lot 9, Block A, Final Plat Prosper Plaza, an addition to the City of Prosper, Collin County, Texas, according to the Plat thereof recorded in Volume 2011, Page 49, Official Public Records, Collin County, Texas;

THENCE South 89 deg 32 min 40 sec West, along the North right-of-way of said U.S. Highway 380, passing the Southwest corner of said Lot 10 at a distance of 219.11 feet, continuing an additional distance of 53.00 feet, a total distance of 272.11 feet to a 1/2-inch iron rod with a red plastic cap stamped "W.A.I." set for corner on a Southerly of said Lot 4;

THENCE departing the North right-of-way of said U.S. Highway 380, over and across said Lot 4, the following courses and distances:

North 00 deg 35 min 58 sec West, a distance of 269.12 feet to a 1/2-inch iron rod with a red plastic cap stamped "W.A.I." set for corner;

North 89 deg 24 min 02 sec East, a distance of 250.62 feet to a 1/2-inch iron rod with a red plastic cap stamped "W.A.I." set for corner;

North 00 deg 35 min 58 sec West, a distance of 123.94 feet to a 1/2-inch iron rod with a red plastic cap stamped "W.A.I." set for corner;

South 89 deg 24 min 02 sec West, a distance of 101.35 feet to a 1/2-inch iron rod with a red plastic cap stamped "W.A.I." set for corner;

North 00 deg 35 min 58 sec West, a distance of 92.86 feet to a 1/2-inch iron rod with a red plastic cap stamped "W.A.I." set for corner;

North 89 deg 46 min 02 sec West, a distance of 67.12 feet to a 1/2-inch iron rod with a red plastic cap stamped "W.A.I." set for corner;

North 62 deg 00 min 07 sec West, a distance of 48.63 feet to a 1/2-inch iron rod with a red plastic cap stamped "W.A.I." set for corner;

North 27 deg 59 min 53 sec East, a distance of 170.36 feet to a 1/2-inch iron rod with a red plastic cap stamped "W.A.I." set, said point being the beginning of a curve to the left having a radius of 85.00 feet, a central angle of 28 deg 35 min 51 sec, a chord bearing of North 13 deg 41 min 57 sec East, and a chord length of 41.99 feet;

Along said curve to the left, an arc distance of 42.43 feet to a 1/2-inch iron rod with a red plastic cap stamped "W.A.I." set for corner;

North 00 deg 35 min 58 sec West, a distance of 451.90 feet to a 1/2-inch iron rod with a red plastic cap stamped "W.A.I." set for corner on the South line of a tract of land described in deed to the City of Prosper as recorded in Volume 6022, Page 4349, Official Public Records, Collin County, Texas;

THENCE North 89 deg 23 min 58 sec East, along the North line of said Lot 4, a distance of 654.36 feet to a 5/8-inch iron rod with a plastic cap stamped "5199" found for corner;

THENCE departing the North line of said Lot 4, over and across said Lot 4, the following courses and distances:

South 00 deg 35 min 58 sec East, a distance of 468.28 feet to a 5/8-inch iron rod found for corner;

North 89 deg 24 min 02 sec East, a distance of 47.47 feet to an "X" cut in concrete found for corner;

South 00 deg 35 min 59 sec East, a distance of 685.14 feet to a 1/2-inch iron rod with a red plastic cap stamped "W.A.I." set for corner on the North right-of-way of said U.S. Highway 380 and the South line of said Lot 4;

THENCE South 89 deg 24 min 02 sec West, along the North right-of-way of said U.S. Highway 380 and the South line of said Lot 4, a distance of 48.49 feet to a 1/2-inch iron rod with a red plastic cap stamped "W.A.I." set for the Southeast corner of Lot 3, Block A, Revised Conveyance Plat Prosper Plaza, an addition to the City of Prosper, Collin County, Texas, according to the Plat thereof recorded in Volume 2011, Page 49, Official Public Records, Collin County, Texas;

THENCE North 00 deg 35 min 58 sec West, a distance of 258.19 feet to an "X" cut on concrete found for the Northeast corner of said Lot 3;

THENCE South 89 deg 24 min 02 sec West, along the North line of said Lots 3 and 9, a distance of 512.63 feet to an "X" cut in concrete found for the corner Northwest corner of said Lot 9 and the Northeast corner of said Lot 10;

THENCE South 00 deg 36 min 14 sec East, along the East line of said Lot 10 and the East line of said Lot 9, a distance of 257.80 feet to the POINT OF BEGINNING.

CONTAINING within these metes and bounds 683,219 square feet or 15.685 acres of land, more or less. Bearings shown hereon are based upon an on-the-ground Survey performed in the field on the 8th day of June, 2015, utilizing a G.P.S. measurement (NAD 83, grid) from the GeoShack VRS Network.

| No. | DATE | REVISION | APPROV |
|-----|------------|--------------------------|--------|
| 4. | 08-28-2015 | PD RESUBMITTAL | M.B. |
| 3. | 08-18-2015 | PD AND PSP RESUBMITTAL | M.B. |
| 2. | 08-03-2015 | PD AND PSP SUBMITTAL | M.B. |
| 1. | 07-10-2015 | PRELIMINARY BUDGET PLANS | M.B. |

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 TEXAS ENGINEERING REGISTRATION NO. 8588
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**EXHIBIT A
 ZONING EXHIBIT
 PROSPER PLAZA
 PROSPER, TEXAS**

CASE NO. Z15-0011

EXHIBIT A - ZONING EXHIBIT
 KROGER TEXAS, L.P.
 1331 E. AIRPORT FREEWAY
 IRVING, TEXAS 75062
 JEREMIAH HORN SURVEY,
 ABSTRACT NO. 411
 CITY OF PROSPER
 COLLIN COUNTY, TEXAS

SW569

Prosper Plaza

Exhibit "B"

Statement of Intent and Purpose

The Applicant intends to develop a shopping center anchored by a full service grocery store and will include 9 fuel pump (18 stations) and kiosk. The store is currently planned to be approximately 123,000 square feet.

The grocery store is being developed on the existing lot next to the purposed Lowes to fill out much of the remaining developable land at Prosper Plaza.

-EXHIBIT C-
REVISED 8/27/15

Planned Development Standards

Conformance with the Town's Zoning Ordinance and Subdivision Ordinance

Except as otherwise set forth in these Development Standards, the regulations of the Town's Zoning Ordinance (Ordinance No. 05-20 as it exists or may be amended) and the Subdivision Ordinance as it exists or may be amended) shall apply.

Tract A Retail District

A.1 Except as noted below, the Tract shall develop in accordance with the Retail District, as it exists or may be amended.

A.2 Development Plans:

1. Concept Plan: Development shall be in conformance with the attached concept plan, set forth in Exhibit D.
2. Elevation: Development shall be in conformance with the attached elevations, set forth in Exhibits F.
3. Landscape Plan: Development shall be in conformance with the attached landscape plan, set forth in Exhibit G.

A.3 Uses. Uses shall be permitted in accordance with the Retail District. A big box retail building and fuel center is a permitted use.

The following uses shall be prohibited:

1. Athletic Stadium of Field, Private
2. Athletic Stadium of Field, Public
3. Cemetery / Mausoleum
4. Commercial Amusement, outdoor
5. Recycling Collection Point
6. School District Bus Yard
7. Sewage Treatment Plant / Pumping Station
8. Trailer Rental
9. Utility Distribution / Transmission Facility
10. Water Treatment Plant

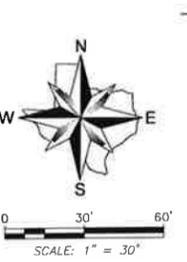
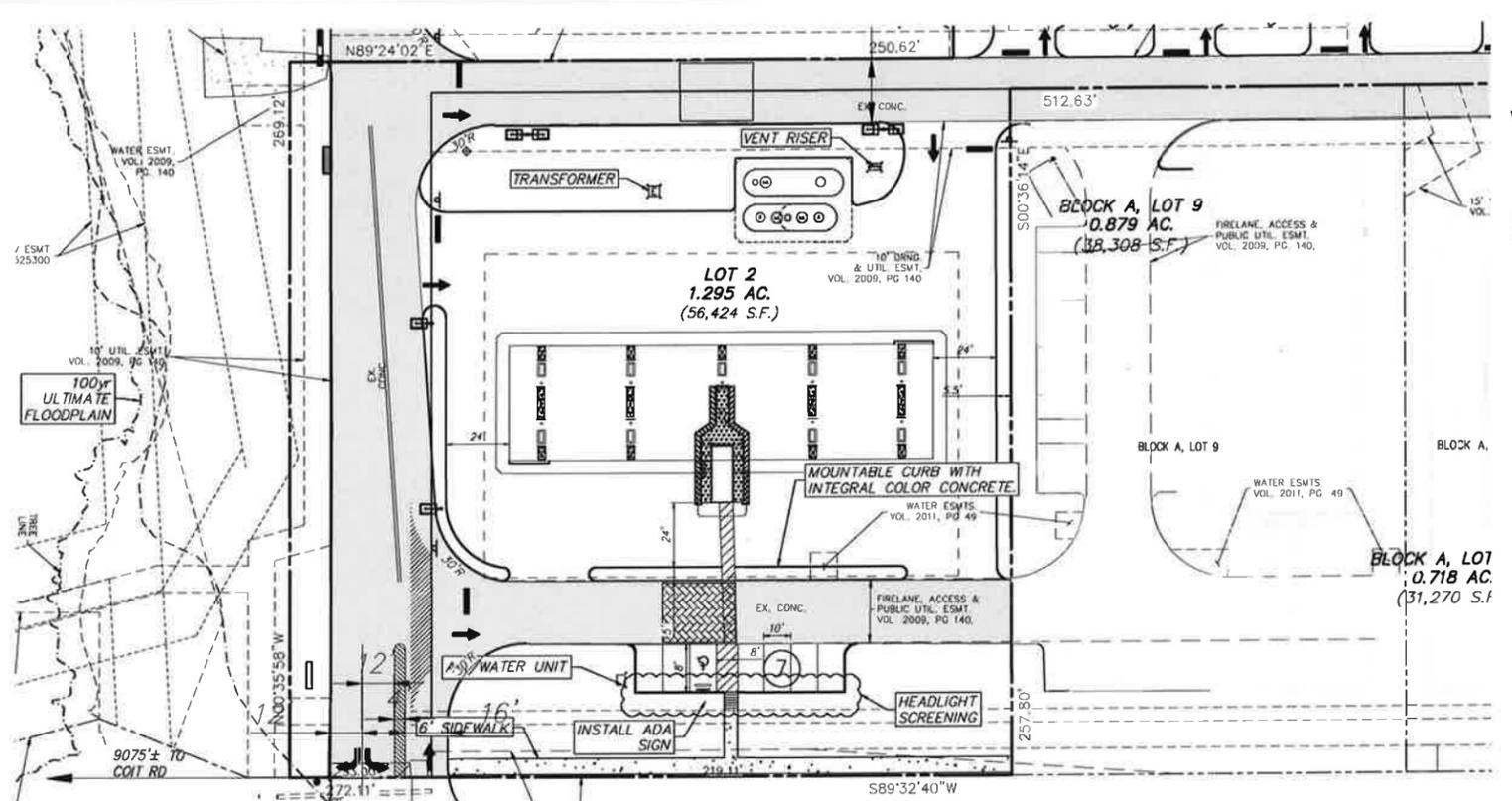
A.4 Regulations:

1. U.S. Highway 380
 - a. Tree plantings shall be provided at minimum rate of one tree of a minimum four (4) inch caliper (at the time of planting) per twenty five (25) lineal feet.
 - b. Trees may be planted outside of the 30' landscape buffer but must be placed on the roadway side of the nearest adjacent paved area.
 - c. A berm of a variable height of two (2) feet to three (3) feet shall be provided within the landscape buffer to provide additional screening of the outdoor sales, and display areas.
 - d. Trees may be grouped or clustered together to provide additional screening as an alternative to planting all at a specific distance between trees.
2. Outdoor sales display and storage shall be permitted but limited to a big box and fuel center subject to the following conditions:
 - a. Shall be located in the locations identified on Exhibit D.
 - b. Shall not block or impair sidewalks, ADA access, doorways or fire lanes.
3. Foundation landscape required in accordance with Exhibit G.
4. Cart corrals shall consist of ornamental metal fence.
5. Building Materials: may include "Quik Brick" (a 4" manufactured concrete masonry unit) and cultured stone (manufactured) individually stacked, as provided in the conceptual building elevations in Exhibit F1 through F2 which is a part herein, in addition to those permitted in Chapter 4, Section 8 of the Zoning Ordinance.

A single material, provided it is a mix of different colors throughout, may comprise up to ninety-nine (99) percent of the rear elevation of the big box building, as shown in Exhibit F.

 - A maximum of 16% of EIFS is permitted on the front façade.
 - A minimum of 7% of stone is permitted on the front and side facades.
 - No stone is required on the rear elevation.
6. Building Height: Buildings should be a maximum of two (2) stories, not to exceed 40 feet in height, excluding unoccupied architectural elements that may be allowed up to 48 feet in height.
7. Convenience Store with Gas Pumps subject to the following regulations:
 - a. Convenience Store with Gas Pumps is permitted only within two-hundred and fifty (250) feet of the right-of-way line of US 380
 - b. Convenience Store with Gas Pumps is permitted to be off the corner as shown on Exhibit D.

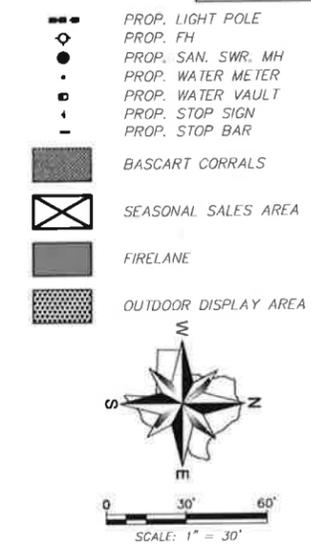
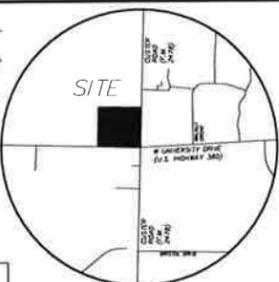
- c. Convenience Store with Gas Pumps is permitted at a maximum of one (1) location on the property;
 - d. Canopies shall have pitched roofs and the color and style of the metal roof on the gas station canopy shall be consistent with the metal roof on the main building;
 - e. Canopy support columns shall be entirely masonry encased; and
 - f. The canopy band face shall be a color complimentary with the main structure or an accent color and may not be backlit.
 - g. Gas pumps shall be removed if permanently closed for more than six (6) months, including reclassification of fuel tanks per TCEQ Regulations.
8. Front Building Sidewalk:
- a. One tree for every 100 LF of store frontage shall be planted in the sidewalk area.
9. Required parking row terminus island trees (canopy or ornamental alternative) adjacent to the existing east/west access drive parallel to US-380 may be planted within the existing drainage easement.
10. Parking:
- a. The required parking ratio for the big box building, if expanded as shown, shall be 1 space per 265 sf (3.77:1)
11. No interior (side yard) landscape buffers shall be required between fuel center lot and adjacent lots.



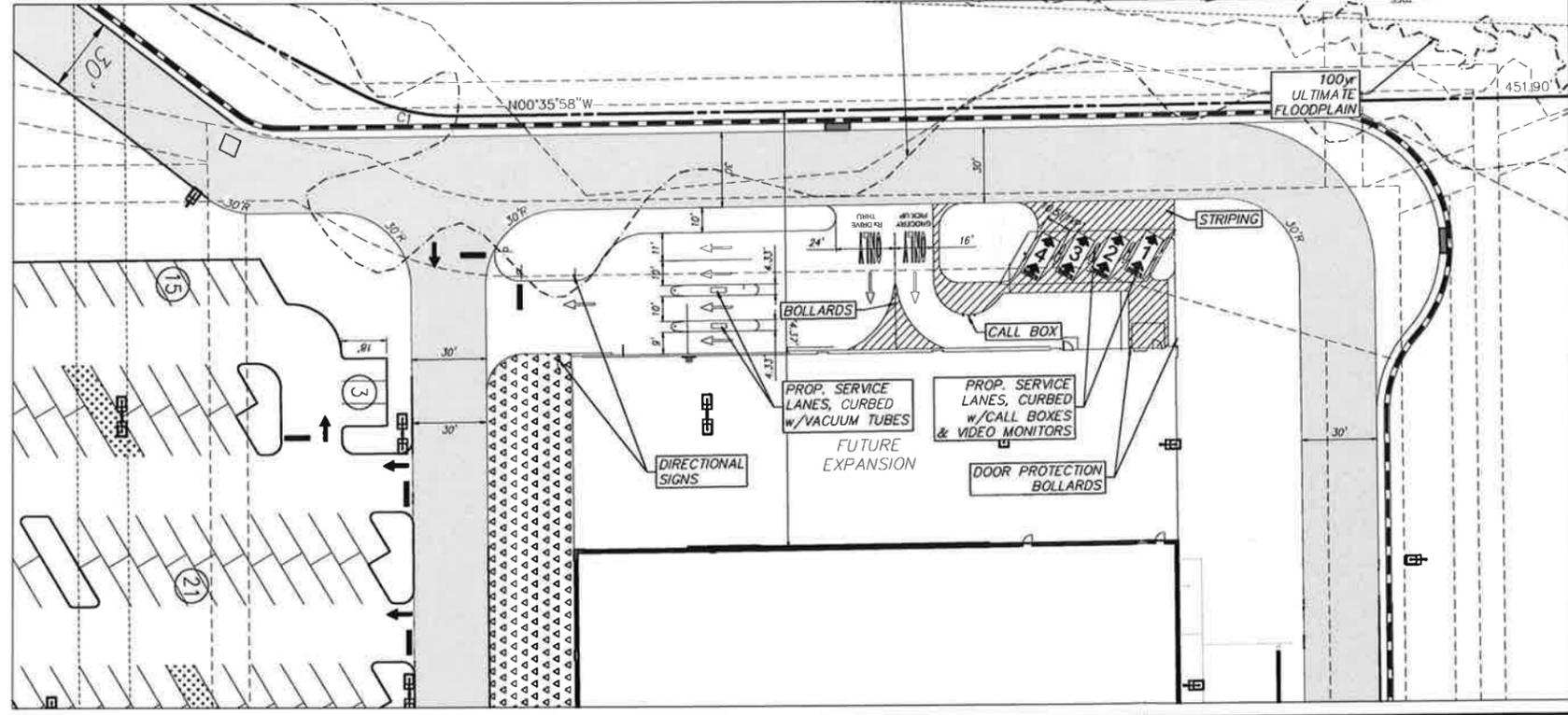
LEGEND

| | | | |
|----|--------------------|-----|---------------------------|
| PP | Power Pole | IRF | Iron Rod Found |
| GW | Guy Wire | IRS | Iron Rod Set |
| MH | Manhole | CRS | Iron Rod Set w/ cap "WAI" |
| WV | Water Valve | CRF | Iron Rod Found w/ cap |
| TP | Telephone Pedestal | XCF | Cut in Concrete Set |
| WM | Water Meter | FK | Flag Nail Set |
| FH | Fire Hydrant | PKS | Flag Nail Found |
| LP | Light Pole | SS | Sanitary Sewer |
| IV | Irrigation Valve | SW | Storm Sewer |
| CO | Clean Out | TF | Transformer pad |
| AC | Air Conditioner | GM | Gas Meter |
| TV | Cable Box | GMK | Gas Marker |
| SB | Signal Box | TSV | Traffic Sign |
| SP | Signal Pole | UGC | Underground Cable Marker |
| SN | Sign | EB | Electric Box |
| CM | Control Monument | EM | Electric Meter |
| WP | Wood Post | DSD | Delivery Service Drive |
| | | UGT | Underground Telephone |

NOTES:
 1. ALL DIMENSIONS ARE TO FACE OF CURB.
 2. EASEMENTS ARE NOT LABELED FOR CLARITY.



- CITY SITE PLAN NOTES**
- DUMPSTERS AND TRASH COMPACTORS SHALL BE SCREENED IN ACCORDANCE WITH THE ZONING ORDINANCE.
 - OPEN STORAGE, WHERE PERMITTED, SHALL BE SCREENED IN ACCORDANCE WITH THE ZONING ORDINANCE.
 - OUTDOOR LIGHTING SHALL COMPLY WITH THE LIGHTING AND GLARE STANDARDS CONTAINED WITHIN THE ZONING ORDINANCE AND SUBDIVISION ORDINANCE.
 - LANDSCAPING SHALL CONFORM TO LANDSCAPE PLANS APPROVED BY THE TOWN.
 - ALL ELEVATIONS SHALL COMPLY WITH THE STANDARDS CONTAINED WITHIN THE ZONING ORDINANCE.
 - BUILDINGS OF 5,000 SQUARE FEET OR GREATER SHALL BE 100% FIRE SPRINKLED. ALTERNATIVE FIRE PROTECTION MEASURES MAY BE APPROVED BY THE FIRE DEPARTMENT.
 - FIRE LANES SHALL BE DESIGNED AND CONSTRUCTED PER TOWN STANDARDS OR AS DIRECTED BY THE FIRE DEPARTMENT.
 - TWO POINTS OF ACCESS SHALL BE MAINTAINED FOR THE PROPERTY AT ALL TIMES.
 - SPEED BUMPS/HUMPS ARE NOT PERMITTED WITHIN A FIRE LANE.
 - HANDICAPPED PARKING AREAS AND BUILDING ACCESSIBILITY SHALL CONFORM TO THE AMERICANS WITH DISABILITIES ACT (ADA) AND WITH THE REQUIREMENTS OF THE CURRENT, ADOPTED BUILDING CODE.
 - ALL SIGNAGE IS SUBJECT TO BUILDING OFFICIAL APPROVAL.
 - ALL FENCES AND RETAINING WALLS SHALL BE SHOWN ON THE SITE PLAN AND ARE SUBJECT TO BUILDING OFFICIAL APPROVAL.
 - ALL EXTERIOR BUILDING MATERIALS ARE SUBJECT TO BUILDING OFFICIAL APPROVAL AND SHALL CONFORM TO THE APPROVED FAÇADE PLAN.
 - SIDEWALKS OF NOT LESS THAN SIX (6') FEET IN WIDTH ALONG THOROUGHFARES AND COLLECTORS AND FIVE (5') IN WIDTH ALONG RESIDENTIAL STREETS, AND BARRIER FREE RAMPS AT ALL CURB CROSSINGS SHALL BE PROVIDED PER TOWN STANDARDS.
 - APPROVAL OF THE SITE PLAN IS NOT FINAL UNTIL ALL ENGINEERING PLANS ARE APPROVED BY THE ENGINEERING DEPARTMENT.
 - SITE PLAN APPROVAL IS REQUIRED PRIOR TO GRADING RELEASE.
 - ALL NEW ELECTRICAL LINES SHALL BE INSTALLED AND/OR RELOCATED UNDERGROUND.
 - ALL MECHANICAL EQUIPMENT SHALL BE SCREENED FROM PUBLIC VIEW IN ACCORDANCE WITH THE ZONING ORDINANCE.



| LOT NUMBER | 1 | 1 W/ EXPANSION | 2 | 3 |
|---|------------|----------------|-------------|-------------|
| ZONING | PD-R | PD-R | PD-R | PD-R |
| PROPOSED USE | GROCERY | GROCERY | FUEL CENTER | UNDEVELOPED |
| LOT AREA | AC | 14.389 | 14.389 | 1.295 |
| | SF | 626,795 | 626,795 | 56,424 |
| BUILDING AREA (SFI) | 123,590 | 143,590 | 180 | N/A |
| BUILDING HEIGHT (FT) | 41'-8" | 43'-8" | 19'-0" | N/A |
| LOT COVERAGE | 0.00% | 0.00% | 0.00% | N/A |
| FLOOR AREA RATIO | 1 | 1 | 1 | N/A |
| REQUIRED PARKING RATIO | 1/ 250 | 1/ 265 | 1/ 250 | N/A |
| TOTAL PARKING REQUIRED | 495 SPACES | 542 SPACES | 1 SPACES | N/A |
| TOTAL PARKING PROVIDED | 548 SPACES | 548 SPACES | 7 SPACES | N/A |
| HC PARKING REQUIRED | 12 | 12 | 3 | N/A |
| HC PARKING PROVIDED | 14 | 14 | 1 | N/A |
| OPEN SPACE REQUIRED (SF) | 43,876 | 43,876 | 3,950 | N/A |
| OPEN SPACE PROVIDED (SF) | 100,085 | 100,085 | 6,685 | N/A |
| OPEN SPACE RATIO REQUIRED | 7% | 7% | 7% | N/A |
| OPEN SPACE RATIO PROVIDED | 15.97% | 15.97% | 11.85% | N/A |
| INTERIOR LANDSCAPING REQUIRED (SF) [15 SF/PKG SPOT] | 8,220 | 8,220 | 105 | N/A |
| INTERIOR LANDSCAPING PROVIDED (SF) | 13,215 | 13,215 | 492 | N/A |
| SQUARE FOOTAGE OF IMPERVIOUS SURFACE (SF) | 506,274 | 506,274 | 40,182 | N/A |

*TOTAL PARKING INCLUDES HC SPACES

DATE: 08-28-2015
 DRAWN BY: [Name]
 CHECKED BY: [Name]
 APPROVED BY: [Name]

Winkelmann & Associates, Inc.
 CONSULTING ENGINEERS & ARCHITECTS
 1000 W. UNIVERSITY DRIVE, SUITE 200
 PROSPER, TEXAS 75081
 (972) 412-1111
 WWW.WINKELMANNANDASSOCIATES.COM

EXHIBIT E
PD CONCEPT PLAN
PROSPER PLAZA
PROSPER, TEXAS

Z15-0011

CSP-01.1
 SW569

EXHIBIT E

Projected Development Schedule

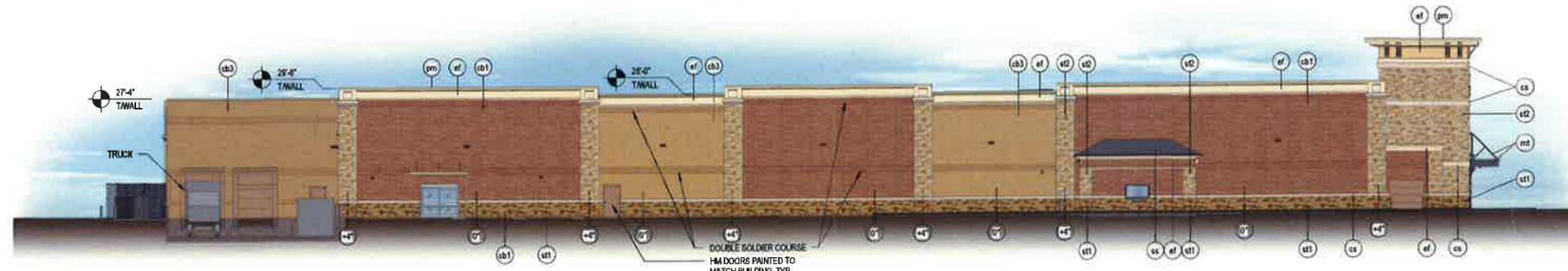
Prosper Plaza

July 31, 2015

| <u>Kroger will give notice to proceed (NTP) to go out to bid.</u> | <u>Weeks from NTP</u> |
|--|------------------------------|
| a. Send bid documents out to bid | 1 week |
| b. Receive Bids | 4 weeks |
| c. Award Site Work Contract | 8 weeks |
| d. Complete Pad | 20 weeks |
| e. Provide temporary power and all weather access roads to the Kroger pad and staging area | 20 weeks |
| f. Provide fire lanes for Kroger building and Fuel Station | 23 weeks |
| <u>Items to be completed from Pad delivery</u> | <u>Weeks</u> |
| g. Paving complete | 10 weeks |
| h. Provide permanent power | 8 weeks |
| i. Monument / Pylon signs | 12 weeks |
| <u>Items to be completed prior to the fuel center opening</u> | <u>Weeks</u> |
| j. Striping Critical to open Fuel Center | 3 weeks |
| <u>Items to be completed prior to Kroger Grand Opening</u> | <u>Weeks</u> |
| k. Kroger Opening | 0 week |
| l. Landscaping | 8 weeks |
| m. Striping | 6 weeks |
| n. NOT | 4 weeks |
| o. Site work 100% punched out | 4 weeks |



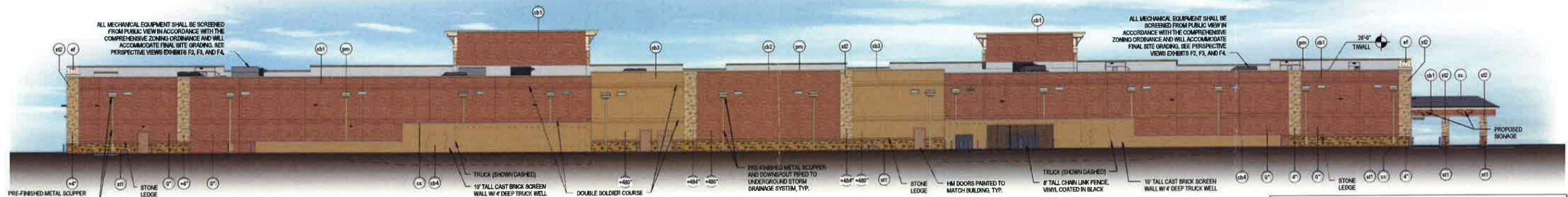
SOUTH ELEVATION



WEST ELEVATION

Facade Plan Checklist

- "This Facade Plan is for conceptual purposes only. All building plans require review and approval from the Building Inspection Division"
- "All mechanical equipment shall be screened from public view in accordance with the Comprehensive Zoning Ordinance"
- "When permitted, exposed utility boxes and conduits shall be painted to match the building"
- "All signage areas and locations are subject to approval by the Building Inspection Department"
- "Windows shall have a maximum exterior visible reflectivity of ten (10) percent."

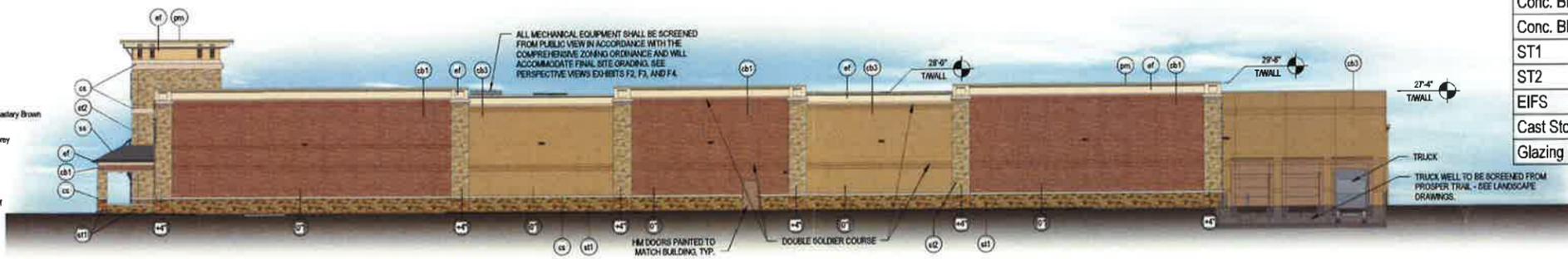


NORTH ELEVATION

| Material Percentages | | | | |
|--------------------------|-------|-------|-------|-------|
| | West | South | East | North |
| Conc. Block | 59.6% | 43.6% | 71.2% | 63.1% |
| Conc. Block - Split Face | 0.0% | 0.0% | 0.0% | 22.4% |
| ST1 | 8.8% | 8.6% | 6.9% | 5.9% |
| ST2 | 11.0% | 13.3% | 7.5% | 4.9% |
| EIFS | 7.8% | 10.0% | 7.2% | 0.5% |
| Cast Stone | 2.8% | 3.8% | 1.8% | 1.0% |
| Glazing | 0.2% | 12.3% | 0.0% | 0.0% |

FINISH SCHEDULE

- | | |
|---|---|
| <ul style="list-style-type: none"> et1 Concrete Stone Veneer Texas Stone Design Inc. - Palo Pinto Cobble et2 Concrete Stone Veneer Texas Stone Design Inc. - Granbury Cobble et3 Architectural Concrete Block Oldcastle - Oak Brick - Timberland w/ Red Flash - 4" et4 Architectural Concrete Block Oldcastle - Oak Brick - Autumn Blend w/ Flash - 4" et5 Architectural Concrete Block Oldcastle - Oak Brick - Autumn Blend w/ Flash - 4" split | <ul style="list-style-type: none"> et6 Cast Stone Stoneworks - Natural et7 Reinforced E.I.F.S. Dryvit - Oyster Shell / Monastery Brown et8 Exposed Metal Paint to match Charcoal Grey et9 Metal Coping Berrigo - Sierra Tan et10 Clear Anodized Aluminum et11 Standing Seam Metal Roof Berrigo - Charcoal Grey et12 Glazing Grey Tint et13 Mortar Amermix - Light Tan |
|---|---|

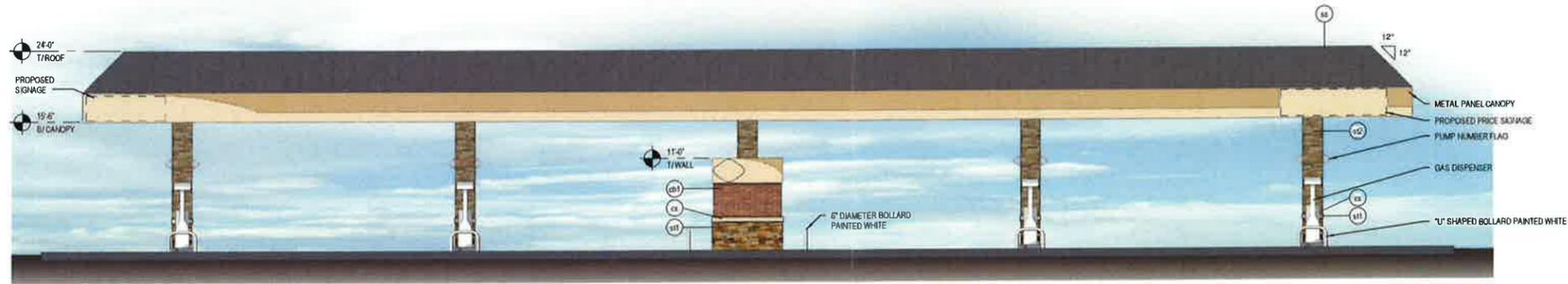


EAST ELEVATION

EXHIBIT F1 - CONCEPT ELEVATIONS

January 13, 2016





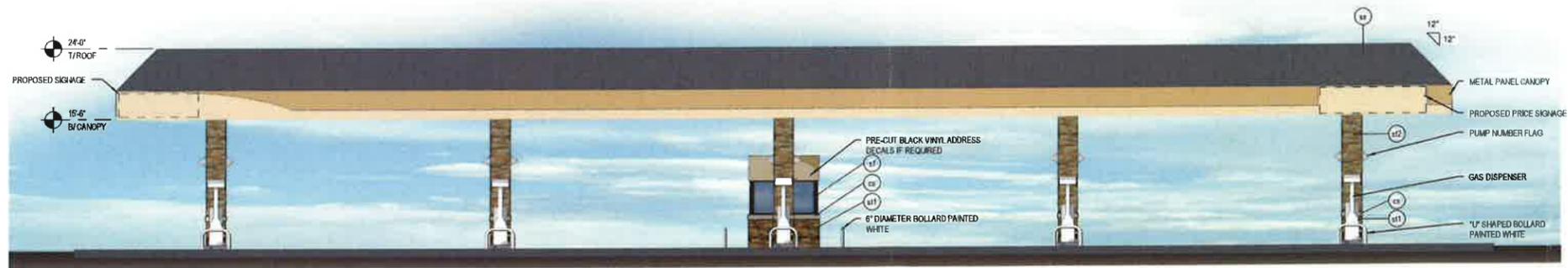
NORTH ELEVATION



EAST ELEVATION



WEST ELEVATION



SOUTH ELEVATION

ALL MECHANICAL EQUIPMENT SHALL BE SCREENED FROM PUBLIC VIEW IN ACCORDANCE WITH THE COMPREHENSIVE ZONING ORDINANCE AND WILL ACCOMMODATE FINAL SITE GRADING.

Facade Plan Checklist

- "This Facade Plan is for conceptual purposes only. All building plans require review and approval from the Building Inspection Division"
- "All mechanical equipment shall be screened from public view in accordance with the Comprehensive Zoning Ordinance"
- "When permitted, exposed utility boxes and conduits shall be painted to match the building"
- "All signage areas and locations are subject to approval by the Building Inspection Department"
- "Windows shall have a maximum exterior visible reflectivity of ten (10) percent."

| Material Percentages | | | | |
|------------------------------|--------|--------|--------|--------|
| | East | West | South | North |
| Architectural Concrete Block | 4.62% | 6.58% | 0.00% | 2.06% |
| Metal Roof | 34.42% | 34.42% | 48.88% | 48.88% |
| Metal Canopy | 34.93% | 34.93% | 37.28% | 37.28% |
| Stone | 18.95% | 18.95% | 10.90% | 11.26% |
| Cast Stone | 2.65% | 2.65% | 0.84% | 0.84% |
| Glass | 3.44% | 3.44% | 2.10% | 0.00% |

FINISH SCHEDULE

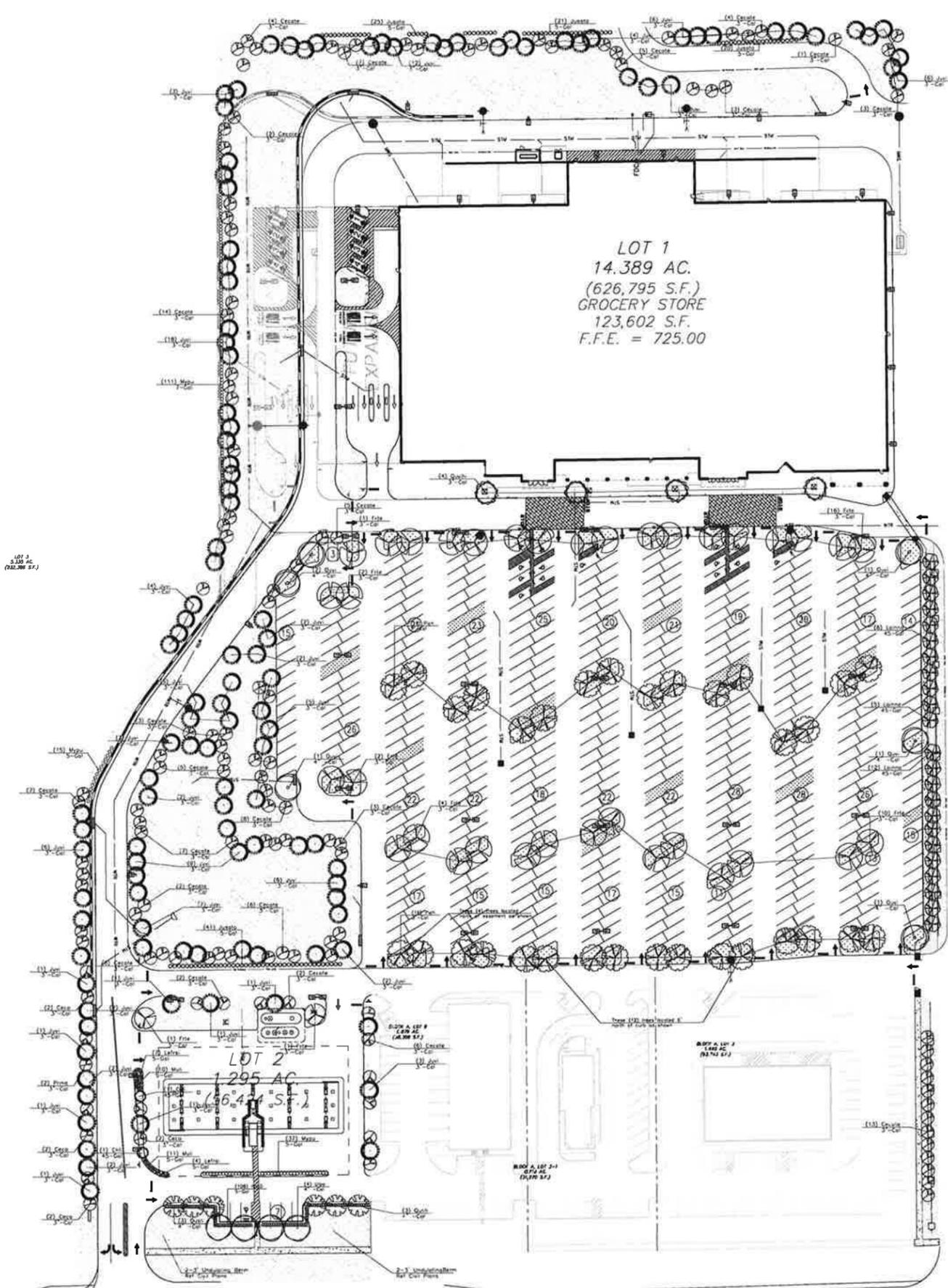
- (st) Concrete Stone Veneer
Texas Stone Design Inc - Palo Pinto Cobble
- (sc) Concrete Stone Veneer
Texas Stone Design Inc - Granbury Cobble
- (sb) Architectural Concrete Block
Oldcastle - Quik Brik - Sandalwood Blend - 4"
- (sd) Dark Bronze
- (sm) Standing Seam Metal Roof
Berridge - Charcoal Grey
- (sn) Mortar
Amerimix - Light Tan
- (so) Cast Stone
Siteworks - Natural

SW569

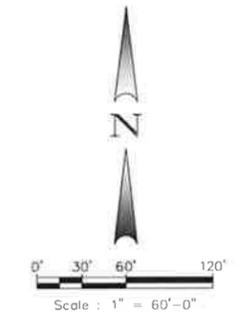
June 5, 2015

Prosper, TX





LOT 1
14,389 AC.
(626,795 S.F.)
GROCERY STORE
123,602 S.F.
F.F.E. = 725.00



CAUTION!!!
UNDERGROUND UTILITIES ARE LOCATED IN THIS AREA. 48 HOURS PRIOR TO ANY CONSTRUCTION ACTIVITIES, CONTACT LINE LOCATES FOR FRANCHISE UTILITY INFO. CALL BEFORE YOU DIG.
TEXAS EXCAVATION SAFETY SYSTEM (TESS)
1-800-344-8377
TEXAS ONE CALL SYSTEMS
1-800-245-4545
LONE STAR NOTIFICATION CENTER
1-800-669-8344 EXT. 5

BEFORE YOU DIG...

PLANT LIST

| Symbol | Quantity | Code | Name | Scientific Name | Common Name | Planting Size | Comments | Mature Ht |
|--------|----------|--------|--------|-------------------------------------|------------------------|-------------------|-----------|-----------|
| ○ | 4 | Qvhi | Quvihi | Quercus virginiana 'Highrise' | 'Highrise' live oak | 3"-Cal/12' Min Ht | B & B | 40' |
| ○ | 6 | Qush | Qush | Quercus shumardii | Shumard oak | 4"-Cal/12' Min Ht | B & B | 60' |
| ○ | 6 | Qvii | Quvi | Quercus virginiana | Southern live oak | 4"-Cal/12' Min Ht | B & B | 40' |
| ○ | 21 | Muli | Muli | Muhlenbergia lindheimeri | Lindheimer muhly | 5-Gal | 36" O.C. | 3' |
| ○ | 169 | Mypu | Mypu | Myrica pusilla | Dwarf Wax Myrtle | 7-Gal./36" Min Ht | 36" O.C. | 4' |
| ○ | 2 | Chli | Chli | Chilopsis linearis | Desert willow | 45-Gal/8' Min Ht | Tree form | 10' |
| ○ | 107 | Jusata | Jusata | Juniperus sabina 'Tamaiscifolia' | Tam juniper | 5-Cal | 48" O.C. | 4' |
| ○ | 128 | Cecate | Cecate | Cercis canadensis 'Texensis' | Texas redbud | 3"-Cal | B & B | 15' |
| ○ | 37 | Frte | Frte | Fraxinus texensis | Texas ash | 3"-Cal/12' Min Ht | B & B | 35' |
| ○ | 121 | Juvi | Juvi | Juniperus virginiana | Eastern red cedar | 3"-Cal/10' Min Ht | B & B | 25' |
| ○ | 23 | Lainna | Lainna | Lagerstroemia indica 'Natchez' | Crape myrtle 'Natchez' | 45-Gal/8' Min Ht | 3-5 cones | 20' |
| ○ | 11 | Lefrsi | Lefrsi | Leucophyllum frutescens 'Silverado' | Silverado sage | 7-Gal./36" Min Ht | 36" O.C. | 3' |
| ○ | 108 | IicoD | IicoD | Ilex cornuta 'Dwarf Burford' | Dwarf Burford holly | 5-Gal | 24" O.C. | 4' |
| ○ | 4 | Ulpa | Ulpa | Ulmus parvifolia | Limdbark elm | 4"-Cal/12' Min Ht | B & B | 30' |
| ○ | 32 | Pich | Pich | Pistacia chinensis | Chinese pistache | 3"-Cal/12' Min Ht | B & B | 30' |
| ○ | | Sfte | Sfte | Stipa tenuissima | Mexican feathergrass | 1-Gal | 18" O.C. | 2' |
| ○ | | Tras | Tras | Trochelospermum asiaticum | Asian jasmine | 4" Pot | 12" O.C. | 6" |
| ○ | | Cyda | Cyda | Cynodon dactylon | Solid Bermuda sod | Sod | Solid | Solid |

REF. SHEET L-0A FOR LANDSCAPE REQUIREMENTS TABLE

FAIN • CUPPET
LANDSCAPE ARCHITECTS, LLC
2033 Mid Cities Blvd, Suite B
North Richland Hills, TX 76182-4761 817-479-0730
PARKS AND OPEN SPACE PLANNING • LANDSCAPE ARCHITECTURE • IRRIGATION DESIGN



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OVERALL LANDSCAPE PLAN - EXHIBIT 'G'
ZC 15-0011

Winkelmann & Associates, Inc.
 REGISTERED PROFESSIONAL ENGINEERS • SURVEYORS
 1929 HILLCREST PLAZA, SUITE 200, DALLAS, TEXAS 75220
 PHONE: (214) 496-1000 FAX: (214) 496-1098
 LICENSE SURVEYORS REGISTRATION NO. 100865-00
 COPYRIGHT © 2015, Winkelmann & Associates, Inc.

SITE PLAN B
OVERALL LANDSCAPE PLAN
 PROSPER PLAZA
 PROSPER, TEXAS

L-0
 SW 569

APPROVED: _____ DATE: _____
 REVISION: _____
 APPROVED BY: JGHW August 28, 2015

LOT 1, KROGER
CITY OF PROSPER/PD LANDSCAPE REQUIREMENTS

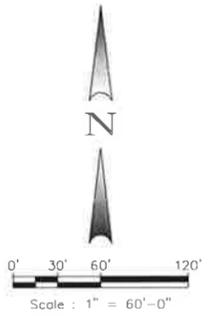
| | | |
|--|--|------------|
| PERIMETER BUFFER | 30' PERIMETER BUFFER (U.S. HIGHWAY 380) | |
| | REQUIRED | PROVIDED |
| | 30' | 30' |
| | 15' PERIMETER BUFFER ON COLLECTOR STREETS | |
| | REQUIRED | PROVIDED |
| N/A | N/A | |
| 15' PERIMETER BUFFER ON ADJACENT RESIDENTIAL | | |
| REQUIRED | PROVIDED | |
| N/A | N/A | |
| 5' PERIMETER BUFFER ON ALL OTHER PERIMETERS | | |
| REQUIRED | PROVIDED | |
| 5' | 5' | |
| LANDSCAPING | 1 CAL INCH/10' | |
| | REQUIRED (ADJ U.S. HIGHWAY 380) | PROVIDED |
| | 6 CAL INCH | 6 CAL INCH |
| REQUIRED PARKING LOT LANDSCAPING | 15 SF LANDSCAPE AREA REQUIRED PER EVERY SPACE | |
| | REQUIRED | PROVIDED |
| | 564 SPACES X 15 = 8,460 SF | 13,215 SF |
| REQUIRED PARKING LOT TREES | 1 TREE (3") PER PARKING ISLAND | |
| | 1 TREE LOCATED WITHIN 150 LF OF EVERY PARKING SPACE | |
| FOUNDATION LANDSCAPING | 1 TREE (3") PER AT 10,000 SF WITHIN 30' OF BUILDING FACE | |
| | REQUIRED | PROVIDED |
| | 118,062 / 10,000 = 12 TREES | 4 TREES |

LOT 2, FUEL CENTER
CITY OF PROSPER/PD LANDSCAPE REQUIREMENTS

| | | |
|--|--|-------------|
| PERIMETER BUFFER | 30' PERIMETER BUFFER (U.S. HIGHWAY 380) | |
| | REQUIRED | PROVIDED |
| | 30' | 30' |
| | 15' PERIMETER BUFFER ON COLLECTOR STREETS | |
| | REQUIRED | PROVIDED |
| N/A | N/A | |
| 15' PERIMETER BUFFER ON ADJACENT RESIDENTIAL | | |
| REQUIRED | PROVIDED | |
| N/A | N/A | |
| 5' PERIMETER BUFFER ON ALL OTHER PERIMETERS | | |
| REQUIRED | PROVIDED | |
| 5' | 5' | |
| LANDSCAPING | 1 CAL INCH/10' | |
| | REQUIRED (ADJ U.S. HIGHWAY 380) | PROVIDED |
| | 22 CAL INCH | 40 CAL INCH |
| REQUIRED PARKING LOT LANDSCAPING | 15 SF LANDSCAPE AREA REQUIRED PER EVERY SPACE | |
| | REQUIRED | PROVIDED |
| | 14 SPACES X 15 = 210 SF | 492 SF |
| REQUIRED PARKING LOT TREES | 1 TREE (3") PER PARKING ISLAND | |
| | 1 TREE LOCATED WITHIN 150 LF OF EVERY PARKING SPACE | |
| FOUNDATION LANDSCAPING | 1 TREE (3") PER AT 10,000 SF WITHIN 30' OF BUILDING FACE | |
| | REQUIRED | PROVIDED |
| | N/A | N/A |

LOT 3, DETENTION POND
CITY OF PROSPER/PD LANDSCAPE REQUIREMENTS

| | | |
|------------------|---|-----------------------------|
| PERIMETER BUFFER | 5' PERIMETER BUFFER ON ALL OTHER PERIMETERS | |
| | REQUIRED | PROVIDED |
| | 5' | 5' |
| LANDSCAPING | 1 ORNAMENTAL (3") AND 1 SHRUB (5-GAL) PER 15 LF | |
| | REQUIRED (ADJ NON-RESIDENTIAL) | PROVIDED |
| | 847 / 15 = 56 ORNAMENTALS 847 / 15 = 56 SHRUBS | 56 ORNAMENTALS 56 SHRUBS |



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1-800-344-8377
TEXAS ONE CALL SYSTEMS
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BEFORE YOU DIG...

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 6325 HILLCREST BLVD. SUITE 200
 DALLAS, TEXAS 75230
 Texas Surveyors Registration No. 120568-00
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**OVERALL LANDSCAPE
PLAN - EXHIBIT 'G'
ZC 15-0011**

L-0A
SW 569

| | | | |
|-----|------|----------|----------|
| NO. | DATE | REVISION | APPROVAL |
| | | | |
| | | | |
| | | | |