

FIRST AMENDMENT TO DEVELOPMENT AGREEMENT

THIS FIRST AMENDMENT TO DEVELOPMENT AGREEMENT (“First Amendment to Development Agreement”) is entered into by and between the Town of Prosper, Texas (“Town”), and Cook Children’s Health Care System (“Owner”) (individually, a “Party” and collectively, the “Parties”) to be effective (the “Effective Date”) on the latest date executed by a Party.

WHEREAS, the Town is a home-rule municipal corporation, located in Collin County and Denton County, Texas, organized and existing under the laws of the State of Texas; and

WHEREAS, Owner is a health care system qualified to do business in the State of Texas; and

WHEREAS, Owner is developing property in the Town for a Primary Care Center, an Urgent Care Center, a Medical Office Building, an Ambulatory Surgery Center, a Helistop, an Outpatient Imaging facility, a Data Center and ancillary related uses such as parking, landscaping and open space (the “Development”); and

WHEREAS, a legal description of the property for the Development is more particularly described in Exhibit A, attached hereto and incorporated by reference (the “Property”); and

WHEREAS, on or about April 14, 2020, the Town approved certain amendments to PD-40, as more fully described in the applicable zoning ordinance, and further, the Parties agreed to certain other matters, including architectural features and building materials to be utilized on the Property; and

WHEREAS, the foregoing were memorialized in a Development Agreement (“Development Agreement”) approved by the Town Council on or about April 14, 2020, and subsequently filed in the Denton County Real Property records on or about April 27, 2020, as Document No. 54188; and

WHEREAS, on or about February 9, 2021, the Town Council authorized the execution of this First Amendment to Development Agreement; and

WHEREAS, this First Amendment to Development Agreement seeks to incorporate, in part, the negotiated and agreed upon development standards contained in PD-40, as amended, and to recognize Owner’s reasonable investment-backed expectations in PD-40, as amended; and

WHEREAS, subject to the terms of this First Amendment to Development Agreement, Owner agrees and acknowledges that it will construct on the Property structures in accordance with the provisions, standards and notes reflected in the Development Agreement executed on or about February 9, 2021, as amended by this First Amendment to Development Agreement.

NOW, THEREFORE, in consideration of the foregoing premises, and for other good and valuable consideration the receipt and adequacy of which are hereby acknowledged, the Parties to this Agreement agree as follows:

1. Architectural Standards and Building Materials. For any structure built on the Property following the Effective Date, it shall comply with the applicable requirements contained in Exhibit B, “Architectural Standards and Building Materials,” attached hereto and incorporated

by reference, and Owner agrees to construct those structures in compliance therewith. The Parties agree and acknowledge that the provisions of this Paragraph shall apply to any structure constructed subsequent to the execution of this Agreement. Nothing in this Agreement shall be deemed to modify or otherwise amend any zoning regulation duly adopted by the Town, previously or in the future.

2. Effect of Development Agreement. Except to the extent referenced in Exhibit C, attached hereto and incorporated by reference, all other terms and conditions contained in the Development Agreement executed on or about April 14, 2020, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this document to be executed as of the date referenced herein.

TOWN:

THE TOWN OF PROSPER, TEXAS

By: _____

Name: Harlan Jefferson

Title: Town Manager, Town of Prosper

STATE OF TEXAS)

)

COUNTY OF COLLIN)

This instrument was acknowledged before me on the ___ day of February, 2021, by Harlan Jefferson, Town Manager of the Town of Prosper, Texas, on behalf of the Town of Prosper, Texas.

Notary Public, State of Texas

My Commission Expires: _____

OWNER:

Cook Children's Health Care System

By: _____

Name: Spencer Seals

Title: Vice President, Construction & Real Estate

STATE OF TEXAS)

COUNTY OF TARRANT)

This instrument was acknowledged before me on the ____ day of February, 2021, by Spencer Seals, in his capacity as Vice President, Construction & Real Estate for Cook Children's Health Care System, known to be the person whose name is subscribed to the foregoing instrument, and that he executed the same on behalf of and as the act of Owner.

Notary Public, State of Texas

My Commission Expires: _____

EXHIBIT A

PROPERTY DESCRIPTION

BEING a tract of land situated in the J. Bates Survey, Abstract No. 1620, Town of Prosper, Denton County, Texas, and being all of Lot 1, Block A, Cook Children's Medical Center, an addition to the Town of Prosper, according to the plat recorded in Document Number 2019-241, Plat Records, Denton County, Texas (P.R.D.C.T.) and being all of those tracts of land described in deeds to Cook Children's Health Care System, as recorded in Document Numbers 2018-46829 and 2018-46830, Deed Records, Denton County, Texas (D.R.D.C.T.), said tract of land being more particularly described by metes and bounds as follows:

BEGINNING at a found 5/8" iron rod for the common southeast corner of said Lot 1, Block A, Cook Children's Medical Center addition and Lot 3, Block A, St. Martin De Porres, an addition to the Town of Prosper, according to the plat recorded in Document Number 2017-365, P.R.D.C.T., said corner being on the north right-of-way line of West University Drive (US Highway 380) (a variable width right-of-way);

THENCE South 88°36'03" West, with said north right-of-way line, a distance of 1,346.18 feet to a point for corner, from which a found 5/8" iron rod with yellow cap stamped "SPIARS ENG" bears South 46°30'51" East, a distance of 0.50 feet;

THENCE North 46°03'06" West, departing said north right-of-way line, a distance of 54.10 feet to a found 5/8" iron rod with yellow cap stamped "DUNAWAY ASSOC. LP" on the east right-of-way line of Windsong Parkway (variable width right-of-way) as dedicated by plat recorded in Document Number 2014-248, P.R.D.C.T., for the beginning of a curve to the right, having a central angle of 05°08'33", a radius of 998.50 feet and a chord bearing and distance of North 02°17'25" East - 89.59 feet;

THENCE with said east right-of-way line of Windsong Parkway the following courses and distances:

With said curve to the right in a northeasterly direction, an arc length of 89.62 feet to a point for the beginning of a reverse curve to the left having a central angle of 01°49'29", a radius of 1101.50 feet and a chord bearing and distance of North 03°56'58" East - 35.08 feet;

With said curve to the left in a northwesterly direction, an arc length of 35.08 feet to a point for the beginning of a compound curve to the left, having a central angle of 12°26'43", a radius of 211.50 feet and a chord bearing and distance of North 03°11'06" West - 45.85 feet;

With said curve to the left in a northwesterly direction, an arc length of 45.94 feet to a found 5/8" iron rod with yellow cap stamped "DUNAWAY ASSOC. LP" for the beginning of a reverse curve to the right, having a central angle of 08°35'41", a radius of 188.50 feet and a chord bearing and distance of North 05°06'37" West - 28.25 feet;

With said curve to the right in a northwesterly direction, an arc length of 28.28 feet to a found "X"-cut in concrete for the beginning of a reverse curve to the left, having a central angle of 13°51'27", a radius of 1,095.00 feet and a chord bearing and distance of North 07°44'32" West - 264.19 feet;

With said curve to the left in a northwesterly direction, an arc length of 264.84 feet to a found 5/8" iron rod with yellow cap stamped "DUNAWAY ASSOC. LP" to a point on the said east right-of-way line of Windsong Parkway;

THENCE North 00°26'06" West, departing said east right-of-way line of Windsong Parkway and with the west line of said Lot 1, Block A, Cook Children's Medical Center addition, a distance of 329.58 feet to a found 5/8" iron rod with yellow cap stamped "BHB INC" for the common west corner of said Lot 1, Block A, Cook Children's Medical Center addition and Lot 2, Block A, said St. Martin De Porres addition;

THENCE EAST, with the common line of said Lot 1, Block A, Cook Children's Medical Center addition and said Lot 2, a distance of 959.90 feet to a found 5/8" iron rod with yellow cap stamped "DUNAWAY ASSOC. LP";

THENCE South 45°00'00" East, continuing with said common line, at a distance of 302.71 feet passing the common west corner of said Lot 2 and said Lot 3, in all a distance of 653.34 feet to a found 5/8" iron rod with yellow cap stamped "DUNAWAY ASSOC. LP";

THENCE SOUTH, with the common line a said Lot 1, Block A, Cook Children's Medical Center addition and said Lot 3, a distance of 332.48 feet to the POINT OF BEGINNING and containing a calculated area of 1,030,323 square feet or 23.650 acres of land.

EXHIBIT B

ARCHITECTURAL STANDARDS AND BUILDING MATERIALS

- A. All exterior facades, excluding glass windows and doors, shall be constructed using the permitted buildings materials in Sections B and C.
- B. Permitted primary exterior materials are clay fired brick, natural, precast, and manufactured stone, granite, marble, architectural concrete block, split face concrete masonry unit, architecturally finished concrete tilt wall and stucco.
- C. Secondary materials used on the façade of a building are those that comprise a total of ten percent (10%) or less of an elevation area. Permitted secondary materials are all primary materials, aluminum or other metal, cedar or similar quality decorative wood, and high impact exterior insulation and finish systems (EIFS).
- D. No single material shall exceed eighty percent (80%) of an elevation area. A minimum of twenty percent (20%) of the front façade and all facades facing public right-of-way shall be natural or manufactured stone. A minimum of ten percent (10%) of all other facades shall be natural or manufactured stone.
- E. All buildings with a footprint of less than ten thousand (10,000) square feet and located 100 feet or less from a residential zoning district shall incorporate a pitched, gabled, mansard, hipped, or otherwise sloped roof. All sloped roofs shall have a six (6) in twelve (12) inch minimum slope. All buildings with a footprint of less than ten thousand (10,000) square feet and located 100 feet or greater from a residential zoning district shall incorporate a pitched, gabled, mansard, hipped, or otherwise sloped roof, or a flat roof with an articulated parapet wall or cornice. Wood shingles are prohibited. Composition shingles are allowed provided they have architectural detail and a minimum 30-year life.
- F. All buildings with a footprint of ten thousand (10,000) square feet and greater shall incorporate sloped roof elements including, but not limited to pitched roofs on towers or arcades, sloped awnings, sloped parapets. Flat roofs are permitted with an articulated parapet wall or cornice in place of the required sloped roof elements. The sloped elements shall be provided along a minimum of sixty percent (60%) of each wall's length. All sloped roof elements shall have a six (6) in twelve (12) inch minimum slope. Wood shingles are prohibited. Composition shingles are allowed provided they have architectural detail and a minimum 30-year life.
- G. All buildings shall be designed to incorporate a form of architectural articulation every thirty feet (30'), both horizontally along each wall's length and vertically along each wall's height. Acceptable articulation may include the following:
- Canopies, awnings, or porticos;
 - Recesses/projections;
 - Arcades;
 - Arches;

- Display windows, including a minimum sill height of thirty inches (30”);
 - Architectural details (such as tile work and moldings) integrated into the building facade;
 - Articulated ground floor levels or base;
 - Articulated cornice line;
 - Integrated planters or wing walls that incorporate landscape and sitting areas;
 - Offsets, reveals or projecting rib used to express architectural or structural bays; or
 - Varied roof heights.
- H. All buildings shall be architecturally finished on all four (4) sides with same materials, detailing, and features except the rear if two (2) rows of trees are planted on the perimeter behind the building. In this case, the architectural finish must match the remainder of the building in color only. A double row of trees on offset fifty foot (50’) centers in a fifteen foot (15’) landscape edge, where fifty percent (50%) of the trees are canopy evergreen trees. This is for facades that are not visible from public streets and apply to anchor buildings and attached in line spaces only. This provision does not apply to “out” buildings or pad sites.
- I. Windows shall have a maximum exterior visible reflectivity of ten percent (10%). The intent of this provision is to prevent the safety hazard of light reflecting from the windows on to adjacent roadways.
- J. All retail/commercial buildings with facades greater than two hundred feet (200’) in length shall incorporate wall plane projections or recesses that are at least six feet (6’) deep. Projections/recesses must be at least twenty-five percent (25%) of the length of the facade. No uninterrupted length of facade may exceed one hundred feet (100’) in length. This requirement does not apply to building developed and occupied entirely for office uses.
- K. All buildings within a common development, as shown on a Preliminary Site Plan, shall have similar architectural styles, materials, and colors.
1. Conceptual facade plans and sample boards shall be submitted with the Preliminary Site Plan application for all non-residential uses. Facade plans will be used only to ensure minimum standards are met.
 2. A final facade plan and sample boards shall be submitted with the Final Site Plan application for all non-residential uses. Facade plans will be used only to ensure minimum standards are met. Facade plans shall be reviewed and approved by the Director of Development Services or his/her designee. The applicant may appeal the decision to the Planning & Zoning Commission and Town Council using the appeal procedure in Chapter 4, Section 1 of the Zoning Ordinance.
 3. The architectural façade drawings for the buildings shall be the basis for the architectural articulation (both horizontal and vertical), wall projections and building lengths permitted within this planned development

- L. All primary and secondary exterior building materials (exclusive of glass) shall be of natural texture and shall be neutrals, creams, or other similar, non-reflective earth tone colors. Bright, reflective, pure tone primary or secondary colors, such as red, orange, yellow, blue, violet, or green are not permitted.
- M. Corporate identities that conflict with the building design criteria shall be reviewed on a case-by-case basis and approved by the Director of Development Services or his/her designee. The applicant may appeal the decision to the Planning & Zoning Commission and Town Council using the appeal procedure in Chapter 4, Section 1 of the Zoning Ordinance.
- N. Exposed conduit, ladders, utility boxes, and drain spouts shall be painted to match the color of the building or an accent color. Natural metal finishes (patina) are an acceptable alternative to paint.
- O. Notwithstanding anything herein to the contrary, the Cook Children's Medical Center signature blue and clear standing-seam metal roofs and secondary green and red standing-seam metal roofs, and blue window mullions shall be allowed to compliment the neutrals, creams, and other non-reflective earth tone colors of the building.
- P. The elevations shall reflect horizontal features and capping on the stucco similar to the main façade of the building.
- Q. Ornamental features may exceed the maximum building height provided that the ornamental feature does not contain floor area. Ornamental features include, but are not limited to, architectural features, parapets, mechanical equipment, and chimneys.

EXHIBIT C
(ELEVATIONS AND EXTERIOR MATERIALS)