

**Z22-0020**  
**EXHIBIT B**  
**STATEMENT OF INTENT AND PURPOSE**  
**WESTSIDE**

1. Statement of Intent

A. Overall Intent

The purpose of this project is to create a walkable urban neighborhood using a horizontal mix of uses. Access to shopping, housing, community retail and park land promotes a quality of life that nurtures the public health, safety, comfort, convenience, prosperity and general welfare of the immediate community, as well as to assist in the orderly and controlled growth and development of the land area described within this document. The overall intent of the proposed Planned Development amendment is to change the western portion of Tract B-Multi-Family District to Tract A-Retail District, and to modify the site plan accordingly to accommodate a Big Box retail use.

B. Description of Property

The subject property comprises approximately 64 acres of vacant land at the northeast corner of U.S. Highway 380 and F.M. 1385 in Prosper, Texas. It is additionally bounded by the Glenbrooke single family neighborhood to the north and Doe Branch Creek to the east. An existing trail exists along the property's north boundary and currently serves the adjacent single family neighborhood. This trail may extend into the Doe Branch drainage system and be part of the larger Town of Prosper Trails Plan.

C. Description of Proposed Property

The subject property as depicted in Exhibit "D" has been divided into two distinct sub-districts. The purpose of sub-district development standards described in Exhibit "C" is to define the character of new development within each sub-district. They have been carefully designed to allow enough flexibility for creative building solutions, while being prescriptive in areas necessary to preserve consistency throughout the development. Given that the subject property resides at the hard corner of two major thoroughfares and will serve as a gateway to the Town of Prosper, a portion of land with a size yet to be determined, will be set aside as a signage easement for a Town gateway sign near the intersection of U.S. 380 and F.M. 1385.

2. Current Zoning and Future Land Uses

A. Current Zoning

The subject property is zoned Planned Development District 94 Westside (PD-94) (Ordinance 18-108, and amended Ordinance 2022-20).

B. Future Land Use Plan

The Future Land Use Plan retains the current zoning of Planned Development District 94 Westside (PD-94), reconfigures the sub-districts (Tract A and Tract B) and adjusts the arrangement of uses within Tract A to accommodate Big Box Retail. The corresponding base zoning for Tract A Retail District is R-Retail (Non-Residential District) and the corresponding base zoning for Tract B Multifamily District is MF-Multifamily (Residential District). Together Tract A and Tract B comprise uses such as big box retail and accessory uses, restaurants, retail stores and shops, hotels, banks, gas/convenience, residential and open space.

**Z22-0020**  
**EXHIBIT C**  
**DEVELOPMENT STANDARDS**  
**WESTSIDE**

Conformance with the Town's Zoning Ordinance and Subdivision Ordinance: Except as otherwise set forth in these Development Standards, the regulations of the Town's Zoning Ordinance, as it exists or may be amended, and the Subdivision Ordinance, as it exists or may be amended, shall apply. A landscape plan including all requirements conforming to Town ordinances and standards, except as otherwise set forth in these Development Standards, shall be provided along with the Preliminary Site Plan/Preliminary Plat, Site Plan/Final Plat, and Civil Plans.

**Tract A – Retail District**

- A1. Except as noted below, the Tract shall develop in accordance with the Retail District base zoning as it exists or may be amended.
- A2. Uses. Uses shall be permitted in accordance with the Retail District with the exception of the Following:

Permitted Uses

- 1. Restaurant (with Drive-Through)
  - a. A restaurant with drive-through shall be permitted by right in accordance with the Conditional Development Standards, outlined in the Zoning Ordinance. A maximum of three (3) noncontiguous drive-through restaurants shall be permitted along US 380, and a maximum of one (1) drive-through restaurant shall be permitted along FM 1385, as shown on Exhibit D.
- 2. Hotel, Extended Stay
  - a. An extended stay hotel shall be permitted by right on the subject property, as shown on Exhibit D, on either Lot 15 or Lot 16, and shall otherwise be permitted in accordance with the Conditional Development Standards, outlined in the Zoning Ordinance.
- 3. Big Box Retail
  - a. Big Box Retail shall be permitted by right on the subject property, as shown on Exhibit D, and shall otherwise be permitted in accordance with the Conditional Development Standards, as outlined in the Zoning Ordinance.
  - b. Big Box Retail includes the following accessory uses permitted by right on the subject property, as shown on Exhibit D, and shall otherwise be permitted in accordance with the Conditional Development Standards, as outlined in the Zoning Ordinance.
    - i. Wholesale and retail general merchandise and grocery sales;
    - ii. Discount club member services including pharmacy, optical and hearing professional services and sales;
    - iii. Restaurant;
    - iv. Tire center including the sale and installation of tires;
    - v. Fuel pumps dispensing gasoline and other fuels located on the Big Box Retail lot or a lot abutting the associated Big Box retail building. The pumps shall be operated as an accessory use to the Big Box Retail;
    - vi. Loading dock shall be setback a minimum of one hundred fifteen feet (115') from adjacent residential land use, as shown on Exhibit D.
- 4. Alcoholic Beverage Sales and Beer sales are permitted.
- 5. The outdoor display (adjacent to the building entry) of one (1) new automobile associated with a Big Box Retail discount club member online automobile sales program. This display is permitted by right without time limitation on the subject property in one (1) location immediately adjacent to the main entrance to the Big Box building as shown on Exhibit D and shall otherwise be permitted in accordance with the Conditional Development Standards, as outlined in the Zoning Ordinance.
- 6. Drive aisle in front of Big Box Retail building permitted without traffic calming features.
- 7. Vehicular access to Big Box Retail area may use mountable driveway medians to allow for truck turning radii.

Prohibited Uses:

1. Athletic Stadium or Field, Public
2. Automobile Parking Lot/Garage
3. Automobile Paid Parking Lot/Garage
4. Recycling Collection Point
5. School District Bus Yard

A3. Regulations.

Regulations shall be permitted in accordance with the Retail District with the exception of the following:

1. Hotel, Extended Stay
  - a. Maximum height of Five (5) stories, no greater than seventy-five (75) feet.
  - b. Minimum height of four (4) stories.
2. Fuel pumps that are an accessory use of Big Box Retail shall be located within eight hundred feet (800') of the right-of-way lines of intersecting major thoroughfares.
3. Size of yards shall be in accordance with Exhibit D.

A4. Design Guidelines

1. Elevation Review and Approval
  - a. Conceptual Elevations, conforming to Exhibit F, shall be submitted at the time of Preliminary Site Plan, subject to approval by the Planning & Zoning Commission.
  - b. Detailed Facade Plans conforming to the Conceptual Elevations shall be submitted for each building including Big Box retail at the time of Site Plan, subject to approval by the Planning & Zoning Commission. Facade Plans for the Extended Stay Hotels use shall also be subject to Town Council approval.
2. Architectural Standards (except for Big Box Retail)
  - a. At least eighty percent (80%) of each building's facade (excluding doors and windows) shall be finished in one of the following materials: Masonry (brick or stone)
  - b. For retail/restaurant uses, no more than thirty percent (30%) of each facade elevation shall use wood-based high pressure laminate (i.e. Prodema, Trespa, CompactWood), as shown on Exhibit F.
  - c. No more than fifteen percent (15%) of each facade elevation may use a combination of accent materials such as cedar or similar quality decorative wood, architectural metal panel, tile, stucco, or Exterior Insulating Finishing System (EIFS). Stucco and EIFS may only be used eight feet (8') above the ground floor and is prohibited on all building elevations with the exception of its use for exterior trim and molding features.
  - d. Architectural embellishments not intended for human occupancy that are integral to the architectural style of the buildings, including spires, belfries, towers, cupolas, domes, marquees and roof forms whose area in plan is no greater than fifteen percent (15%) of the ground floor footprint may exceed the height limits by up to ten feet (10').
  - e. No single material shall exceed eighty percent (80%) percent of an elevation area. A minimum of twenty percent (20%) of the front facade 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.
  - f. 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:
    - i. Canopies, awnings, or porticos;
    - ii. Recesses/projections;
    - iii. Arcades;
    - iv. Arches;
    - v. Display windows, including a minimum sill height of thirty (30) inches;
    - vi. Architectural details (such as tile work and moldings) integrated into the

- building facade;
    - vii. Articulated ground floor levels or base;
    - viii. Articulated cornice line;
    - ix. Integrated planters or wing walls that incorporate landscape and sitting areas;
    - x. Offsets, reveals or projecting rib used to express architectural or structural bays; or
    - xi. Varied roof heights;
  - g. All buildings shall be architecturally finished on all four (4) sides with same materials, detailing, and features.
  - h. 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.
- 3. Architectural Standards for Big Box Retail
  - a. At least 15 percent (15%) of each building's facade (excluding doors and windows) shall be finished in one of the following materials: Masonry (structural brick, block or stone) as shown on Exhibit F.
  - b. Stucco and EIFS may only be used eight feet (8') above the ground floor and is prohibited on all building elevations with the exception of its use for exterior trim and molding features.
  - c. No single specific material shall exceed eighty percent (80%) percent of an elevation area.
  - d. Natural stone accents are encouraged at the building entry.
  - e. Big Box buildings shall be designed to incorporate changes in material, color or finish every two hundred (200') horizontally to help reduce the perceived scale of the building. Other acceptable articulation may include the following:
    - i. Canopies, awnings, or porticos to accentuate the main building entry;
    - ii. Variation in the parapet or cornice level;
    - iii. Change in material vertically along the base of the building and/or structural brick patterning accents to provide interest;
    - iv. Use of a coordinated cohesive palette of materials that offer a variety in finish, texture, and color;
  - f. All elevations of the building shall be architecturally finished with the same cohesive palette of materials;
  - g. 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.
  - h. No interrupted length of facade shall exceed two hundred fifty feet (250') in length without change in material or articulation.
  - i. At least sixty percent (55%) of each building's facade (excluding doors and windows) shall be finished in energy efficient materials including insulated architectural ribbed metal panels and embossed insulated metal panels as shown on Exhibit F.
- 4. Windows and Doors
  - a. Except for Big Box Retail, All ground floor front facades of buildings along streets or public ways with on-street parking or that face directly onto Open Space and contain non-residential uses shall have transparent storefront windows covering no less than thirty percent (30%) of the facade area. Hotels shall have no less than ten percent (10%) of the facade.
  - b. Clear glass is required in all non-residential storefronts. Smoked, reflective, or black glass that blocks two-way visibility is only permitted above the first story. Windows shall have a maximum exterior visible reflectivity of thirty percent (30%).
- 5. Awning, Canopies, Arcades, and Overhangs (Except for Big Box Retail)
  - a. Awnings shall not be internally illuminated.
  - b. Canopies shall not exceed one hundred linear feet (100') without a break of at least five feet (5').
  - c. Awnings and canopies shall not extend beyond ten feet (10') from the main building facade.

#### A5. Additional Standards

- 1. Open Space
  - a. Urban Open Space
    - i. Open space as depicted on the Landscape Plan (Exhibit G) shall comprise a minimum of one

- (1) acre of useable land area that will serve as a linear park to the development consisting of a pedestrian pathway with seating areas and enhanced landscaping. A minimum of one (1) pedestrian connection shall be required from this linear open space to the Rural Open Space.
- ii. The linear open space shall be constructed at the time of construction of Phase 1A. The linear open space shall be constructed at the developer's cost.
- iii. The hike and bike trail system and trailhead shall be constructed at the time of construction of Phase 1A. The hike and bike trail system shall be constructed at the developer's cost.
- iv. The Kent Drive right-of-way improvements (outside the Planned Development District) as shown conceptually on Exhibit G, shall be constructed at the time of Phase 1A and at the developer's cost per a separate license agreement.

b. Rural Open Space

- i. An open space as depicted on the Landscape Plan (Exhibit G) shall comprise a minimum of nine (9) acres of useable land area that will serve the greater community with both active and passive open space.
- c. Combined usable open space and Rural Open Space shall collectively satisfy all Open Space requirements for both Tract A and Tract B as required by the Town of Prosper Zoning Ordinance.

2. Landscape Screening and Buffering

The Retail District and shall be visually screened and/or buffered to provide a visual barrier between the residential land use to the north and the Planned Development District. The location and type of the screening and/or buffer shall be as prescribed in this section and conceptually depicted on Exhibits D and G.

No screening wall, fence, shrubs, or trees shall be planted within the twenty-five (25) foot Upper Trinity River Water District (UTRWD) easement extending along the northern boundary of the Planned Development District.

- a. A solid screening wall or fence eight (8) feet in height shall be erected to provide a visual barrier separating these uses. The purpose of the screening wall or fence is to provide a visual barrier between the properties. The screening wall shall be constructed of suitable permanent materials such as concrete masonry units, poured in place concrete, tilt-up concrete or concrete panels, which do not contain openings constituting more than forty (40) square inches in each one square foot of wall or fence surface, and the surface of such wall or fence shall constitute a visual barrier. The screening wall shall be equally finished on both sides of the wall.
  - i. Irrigated Quercus virginiana or approved equivalent trees (minimum three (3) inch caliper) spaced no more than thirty (30) feet on center located the length of the screen wall where feasible for the space provided as shown on Exhibits D and G, shall be planted adjacent to and south of the eight (8) foot in height screening wall or fence.
  - ii. A two (2) foot area for vehicle overhang shall be demarcated on landscape plans and maintained along all adjacent parking stalls.
  - iii. Where the Big Box retail building is adjacent to the northern boundary, irrigated Quercus virginiana or approved equivalent trees (minimum three (3) inch caliper) shall be spaced no more than thirty (30) feet on center adjacent to and south of the eight (8) foot in height screening wall or fence to screen the loading area and service drive.
  - iv. At the Big Box retail building loading dock a masonry screening wall extending the length of the loading area and six (6) feet in height above finished grade on the north side of the wall shall be provided.
- b. A thirty (30) foot wide landscape easement shall be required along roadways when an adjacent building sides or backs the road except at the Big Box retail service drive along north side of building where a screen wall and landscape area are provided between the service drive and the adjacent residential land use as shown on Exhibits D and G. The landscape buffer shall consist of a minimum three-foot (3') foot berm, except at Big Box Retail.
- c. A minimum of twenty feet (20') width of this landscape easement shall be exclusive of all utility easements, right turn lanes, drainage easements, and rights-of-way. None of the required trees and/or shrubs shall be located within any utility easement.
- d. A minimum ten-foot (10') wide landscape buffer is required adjacent to Rural Open Space.

e. A thirty (30) foot wide landscape easement shall be provided along US 380 and a minimum twenty-five (25) foot wide landscape easement shall be provided along FM 1385. These landscape easements should be exclusive of other easements and restrictions which could inhibit landscaping where feasible. Sidewalks and trails required by the Town are allowed in this easement. Berms ranging in height from three feet (3') to six feet (6'), and an overall minimum average of four and a half feet (4.5') in height, shall be provided along US 380 and FM 1385. Berm height may be reduced where the accommodation of a meandering ten (10) foot wide hike and bike trail limits feasible berm height in some locations.

3. Lot Frontage

a. Lots are not required to front on a public right-of-way, provided an access easement is established by plat prior to issuance of a Certificate of Occupancy (CO) for any building on a lot not fronting on right-of-way.

4. Parking Requirement

a. Hotel, Extended Stay: One (1) parking space, equivalent to seventy-five percent (75%) of the total number of rooms/keys provided. Parking spaces for Lots 15 and 16 may be shared, provided the minimum requirements per the zoning ordinance and herein are met.

5. Gas Pumps Development Standards

- a. Canopies may be flat if clad with materials that are compatible and cohesive with materials and accent colors used on the associated large-scale retail building.
- b. Canopy support columns shall be clad with materials compatible and cohesive with the associated large-scale retail building.
- c. Raised planters shall not be required at both ends of pump islands.

6. Town of Prosper monument gateway sign will be installed on the corner of US 380 and FM 1385 as shown on Exhibits D and G.

7. Landscape requirements for Big Box retail only

- a. No more than 15 parking spaces (excluding designated cart return corrals) permitted in a continuous row without being interrupted by a landscaped island. Minimum square feet of landscape islands as delineated by locations of concrete step-offs abutting back of curb adjacent to parking stalls shall be as shown on Exhibits D and G.
- b. Landscaped islands shall be located at the terminus of all parking rows except for the two (2) rows at the truck maneuver area at the Big Box retail loading dock as shown on Exhibits D and G.
- c. Foundation planting configuration and plant material sizing for Big Box retail shall be as shown on Exhibit G.

8. There shall be no vehicular connection to Kent Drive.

## **Tract B – Multifamily District**

B1. Except as noted below, the Tract shall develop in accordance with the Multifamily District base zoning as it exists or may be amended.

B2. Multifamily Construction

1. For Phase IB, as shown on Exhibit E2, which consists of a maximum of 243 units, construction may not commence until construction of the first floor framing has begun on the restaurant/retail building as shown on Lot 8 on Exhibit D and the Extended Stay Hotel on either Lot 15 or Lot 16 on Exhibit D.

B3. Regulations. Regulations shall be permitted in accordance with the Multifamily District with the exception of the following:

1. Maximum Number of Units: Two hundred and forty-three (243) units.

2. Maximum Height:

a. Two (2) stories, no greater than forty feet (40') for buildings within one hundred (100) feet



- of a single family zoning district.
  - b. Three (3) stories, no greater than fifty feet (50').
  - c. Four (4) stories, no greater than sixty-five feet (65').
- 3. Size of Yards
  - a. In accordance with Exhibit D.
- 4. Minimum Dwelling Area
  - a. One (1) bedroom: 650 square feet
  - b. Two (2) bedroom: 925 square feet
  - c. Three (3) bedroom: 1,150 square feet
- 5. Lot Coverage: Maximum fifty percent (50%)

#### B4. Design Guidelines

- 1. Elevation Review and Approval
  - a. Conceptual Elevations, conforming to Exhibit F, shall be submitted at the time of Preliminary Site Plan, subject to approval by the Planning & Zoning Commission.
  - b. Detailed Facade Plans conforming to the Conceptual Elevations shall be submitted for each building at the time of Site Plan, subject to approval by the Planning & Zoning Commission.
- 2. Architectural Standards
  - a. At least eighty percent (80%) of each building's facade (excluding doors and windows) shall be finished in one of the following materials: Masonry (brick and stone).
  - b. No more than fifteen percent (15%) of each facade elevation shall use a combination of accent materials such as cedar or similar quality decorative wood, fiber cement siding, resin-impregnated wood panel system, cementitious-fiber clapboard (not sheet) with at least a fifty (50) year warranty, architectural metal panel, split-face concrete block, tile, stucco, or Exterior Insulating Finishing System (EIFS). Stucco and EIFS may only be used eight feet (8') above the ground floor and is prohibited on all building elevations with the exception of its use for exterior trim and molding features.
  - c. Any enclosed one or two-car garage shall be designed and constructed of the same material as the primary building.

#### B5. Additional Standards

- 1. Open Space
  - a. Urban Open Space
    - i. Open space as depicted on the Landscape Plan (Exhibit G) shall comprise a minimum of one (1) acre of useable land area that will serve as a linear park for the development consisting of a pedestrian pathway with seating areas and enhanced landscaping. A minimum of one (1) pedestrian connection shall be required from this linear open space to the Rural Open Space.
    - ii. The linear open space shall be constructed at the time of construction of Phase 1A. The linear open space shall be constructed at the developer's cost.
    - iii. The hike and bike trail system and trailhead shall be constructed at the time of construction of Phase 1A. The hike and bike trail system shall be constructed at the developer's cost.
  - b. Rural Open Space
    - i. An open space as depicted on the Landscape Plan (Exhibit G) shall comprise a minimum of nine (9) acres of useable land area that will serve the greater community with both active and passive open space.
  - c. Combined Urban Open Space and Rural Open Space shall collectively satisfy all Open Space requirements for both Tract A and Tract B as required by the Town of Prosper Zoning Ordinance.
  - d. Kent Drive right-of-way improvements (outside the Planned Development District) must be completed and accepted by the Town in accordance with a separate approved license agreement prior to release of construction for any multi-family development.
  - e. A Property Owners Association (POA) must be established before acceptance of any development within the Planned Development District. The POA shall be responsible for ownership and maintenance of all open space, trail heads, and all other similar

spaces. Developer shall submit POA documents for review to the Town prior to recording at the County. The ownership and maintenance of the Kent Drive right-of-way open space (outside the Planned Development District) shall be in accordance with a separate license agreement between the Town and the developer.

2. Landscape Screening and Buffering

The Multifamily District shall be visually screened and/or buffered to provide a visual barrier between the residential land use to the north and the Planned Development District. The location and type of the screening and/or buffer shall be a modified irrigated living screen as prescribed in this section and depicted on Exhibit G.

No shrubs, or trees shall be planted within the twenty-five (25) foot Upper Trinity River Water District (UTRWD) easement extending along the northern boundary of the Planned Development District.

- a. Living Screen: a thirty-three (33) foot wide landscape easement which includes the existing twenty-five (25) foot wide UTRWD easement shall be required along the entire northern boundary of the Planned Development District. Within this landscape easement, eight (8) feet in width shall be exclusive of all utility easements, right turn lanes, drainage easements, and rights-of-way. No required trees or shrubs shall be located within any utility easement; however, shrubs may be planted on the utility easement line.
    - i. A two (2) foot area for vehicle overhang shall be demarcated on landscape plans and maintained along all adjacent parking stalls.
    - ii. Within the landscape easement along the entire northern boundary of the Planned Development District, an irrigated modified living screen shall provide a partial visual barrier between these uses in lieu of a solid screening wall or fence as follows: An irrigated modified living screen consisting of a row of *Quercus virginiana* or approved equivalent trees (minimum three (3) inch caliper) spaced no more than thirty (30) feet on center interspersed with groupings of three (3) staggered *Ilex* x 'Nellie R. Stevens' or approved equivalent (forty-five (45) gallon minimum container size and eight (8) feet minimum height at planting) spaced no more than six (6) feet on center.
  - c. A minimum ten-foot (10') landscape buffer is required adjacent to Rural Open Space.
3. Lot Frontage
- a. Lots are not required to front on a public right-of-way, provided an access easement is established by plat prior to issuance of a Certificate of Occupancy (CO) for any building on a lot not fronting on right-of-way.
4. Parking
- a. Minimum "Off-Street" Parking. For the purpose of this ordinance, off-street parking shall mean any parking not located immediately adjacent to and along public drives (i.e. parallel parking) used for internal circulation throughout the development.
    - i. One (1) and two (2) bedroom units: 1.8 parking spaces per unit.
    - ii. Three (3) bedroom units: 2.0 parking spaces per unit.
  - b. Tandem parking shall count towards the parking provided for each designated tract or phase that the parking resides within.
  - c. Surface parallel parking that is provided along interior drives shall count towards the parking provided for each designated tract or phase that the parking resides within.
5. The provisions of Chapter 4, Section 2.6D (Non-Residential and Multifamily Development Adjacent to a Major Creek) shall apply to the proposed development.
6. The provisions of Chapter 4, Section 2.6A.6 (Landscape Area Requirements) shall apply to the proposed development.
7. The provision of Chapter 4, Section 9.17 (Multifamily Site Design) shall not apply to the proposed development.
8. There shall be no vehicular connection to Kent Drive.



**Z22-0020**  
**EXHIBIT E**  
**DEVELOPMENT SCHEDULE**  
**WESTSIDE**

The phasing and development of this project is dependent upon both market conditions and the individual developers' timing. The anticipated schedule for the buildout will likely include a division of developmental increments. Upon commencement of development, the project construction is expected to require between 18 and 60 months. See Exhibit E2 for a graphic depiction.

Phase 1A: The central core of the property includes an extended stay hotel plus individual pads inside the retail development. Vehicular access to the property will mostly be included in this phase. Depending on the schedule of the multi-family developer, Phase 1B could be developed in conjunction with Phase 1A.

Phase 1B: Consists of multi-family development.

Phase 2: The second phase of a two phase commercial development, including the big box retail uses to the west of the planned development area. The fuel pumps accessory use of the Big Box Retail will be developed in two (2) increments to allow for future planned expansion dependent on market conditions. The remote parking lot adjacent to the fuel pumps as shown on Exhibit D will also be developed as a separate increment of phase 2 parking.