

Exhibit A-1

METES AND BOUNDS DESCRIPTION

BEING a tract of land situated in the Collin County School Land #12 Survey, Abstract Number 147, Town of Prosper, Collin County, Texas, being all of a tract conveyed to Prosper Tollway Avenues 35 LP, by deed recorded in Document No. 2022000116052, Official Public Records, Collin County, Texas (OPRCCT), also being all of a tract of land described as Parcel 40-18, by deed recorded in Instrument No. 20060912001319330 OPRCCT, also being a portion of Prosper Trail and Shawnee Trail (variable width right-of-way), according to the plat recorded in Document No. 2018-408 OPRCCT, with the subject tract being more particularly described as follows:

BEGINNING at a point at the northeast corner of said Parcel 40-18, also being in Dallas Parkway (variable width right-of-way);

THENCE along the east line of said Parcel 40-18, the following:

S 00°10'54" E, 326.59 feet;

S 01°07'15" W, 1094.89 feet to a point in the centerline of Prosper Trail;

THENCE S 89°26'13" W, 1521.87 feet along the centerline thereof to a point at the intersection of the centerline of Prosper Trail and the centerline of Shawnee Trail;

THENCE Along the centerline of Shawnee Trail, the following:

N 00°33'47" W, 360.01 feet;

Around a non-tangent curve to the right having a central angle of 26°13'18", a radius of 1099.99 feet, a chord of N 12°33'02" E, 499.04 feet, and an arc length of 503.42 feet;

N 25°39'41" E, 100.00 feet;

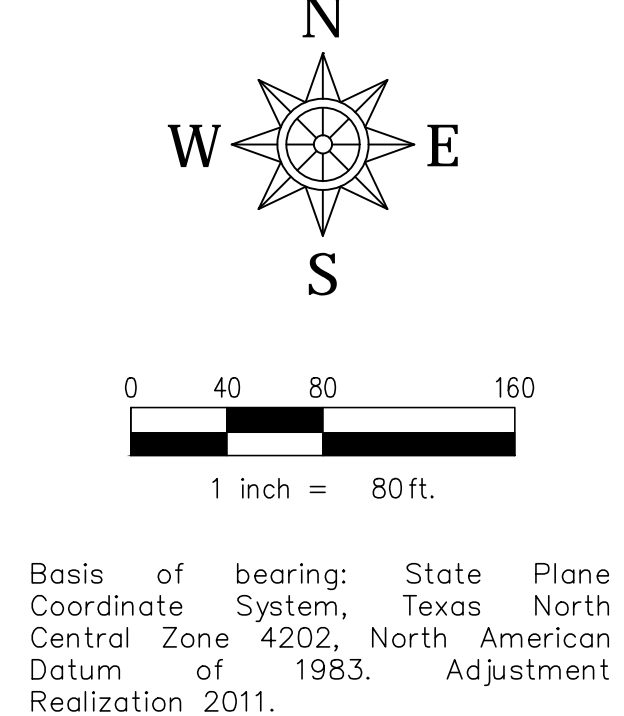
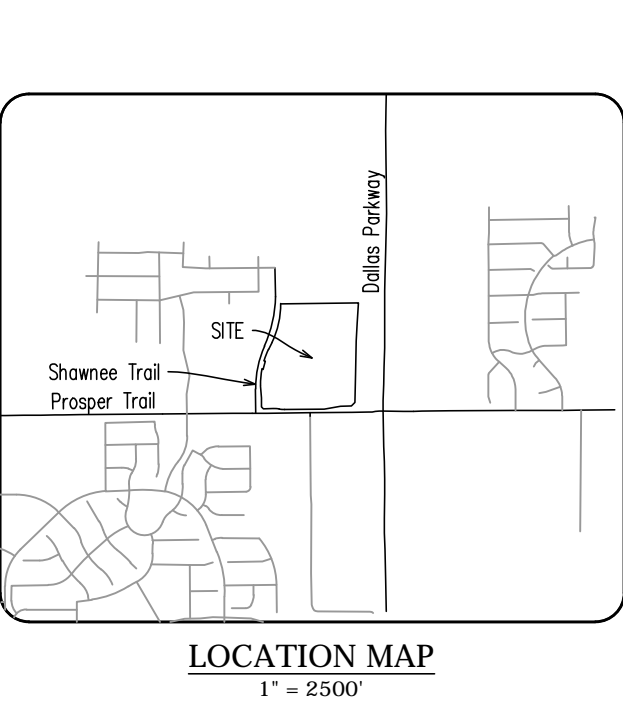
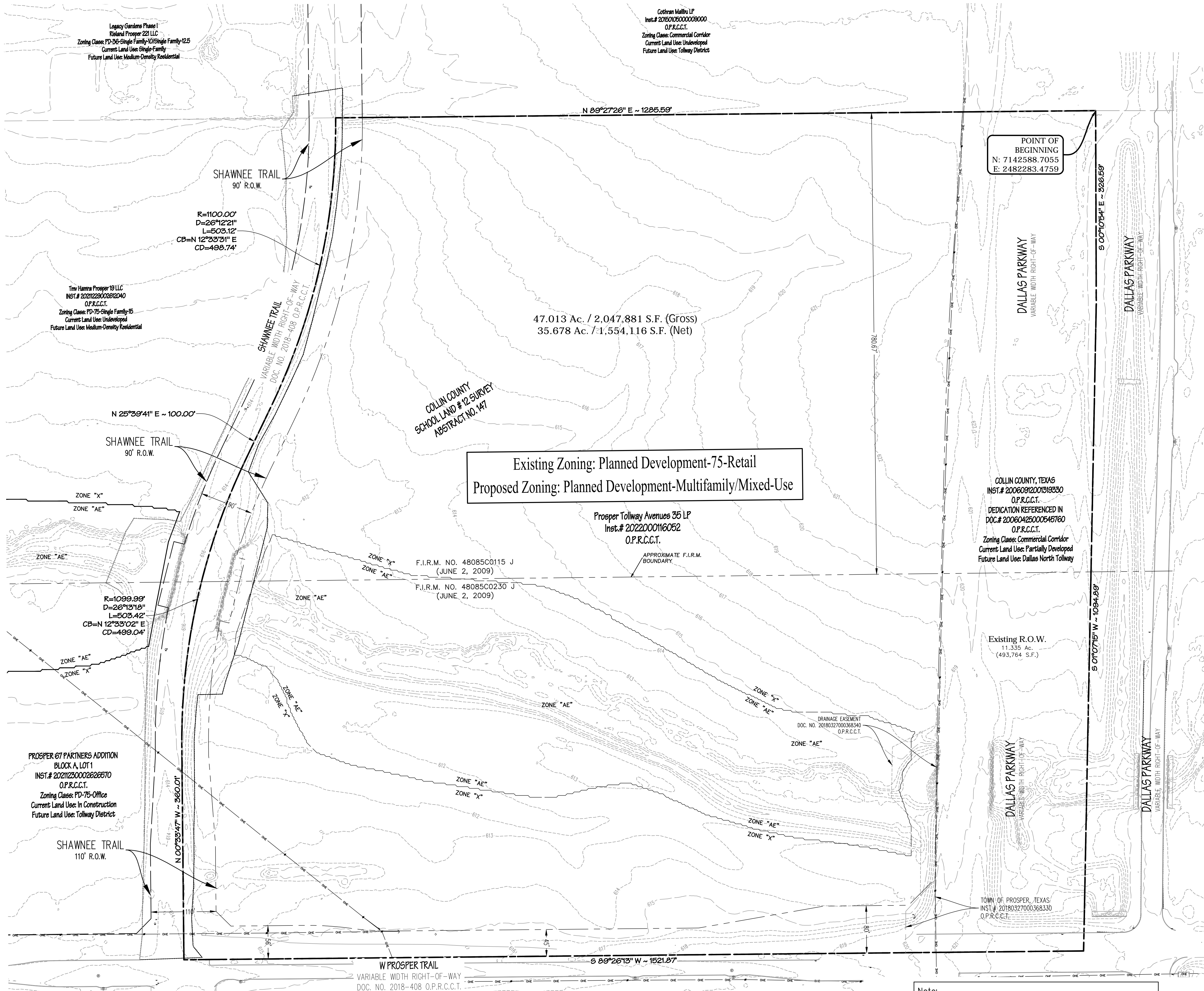
Around a tangent curve to the left having a central angle of 26°12'21", a radius of 1100.00 feet, a chord of N 12°33'31" E, 498.74 feet, and an arc length of 503.12 feet to a point at the southwest corner of a tract of land conveyed to Cothran Malibu LP, by deed recorded in Instrument No. 20150105000009000 OPRCCT;

THENCE N 89°27'26" E, 1285.59 feet along the south line thereof to the POINT OF BEGINNING with the subject tract containing 2,047,881 square feet or 47.013 acres of land.



This document was prepared under 22 TAC §663.21, does not reflect the results of an on the ground survey, and is not to be used to convey or establish interests in real property except those rights and interests implied or established by the creation or reconfiguration of the boundary of the political subdivision for which it was prepared.

Drawing: 03/2023 085313-148 City of Prosper, County: Collin, State: Texas, Date: 5/14/2024, 11:18 PM, Pinned by: Internet Plot Date: 5/14/2024, 11:18 PM, AM, 10:28:08 AM



METES AND BOUNDS DESCRIPTION

BEING a tract of land situated in the Collin County School Land #12 Survey, Abstract Number 147, Town of Prosper, Collin County, Texas, being all of a tract conveyed to Prosper Tollway Avenues 35 LP, by deed recorded in Document No. 2022000116052, Official Public Records, Collin County, Texas (OPRCCT), also being all of a tract of land described as Parcel 40-18, by deed recorded in Instrument No. 20060912001319330 OPRCCT, also being a portion of Prosper Trail and Shawnee Trail (variable width right-of-way), according to the plat recorded in Document No. 2018-408 OPRCCT, with the subject tract being more particularly described as follows:

BEGINNING at a point at the northeast corner of said Parcel 40-18, also being in Dallas Parkway (variable width right-of-way);

THENCE along the east line of said Parcel 40-18, the following:

S 00°10'54" E, 326.59 feet;

S 01°07'15" W, 1094.89 feet to a point in the centerline of Prosper Trail;

THENCE S 89°26'13" W, 1521.87 feet along the centerline thereof to a point at the intersection of the centerline of Prosper Trail and the centerline of Shawnee Trail;

THENCE Along the centerline of Shawnee Trail, the following:

N 00°33'47" W, 360.01 feet;

Around a non-tangent curve to the right having a central angle of 26°13'18", a radius of 1099.99 feet, a chord of N 12°33'02" E, 499.04 feet, and an arc length of 503.42 feet;

N 25°39'41" E, 100.00 feet;

Around a tangent curve to the left having a central angle of 26°12'21", a radius of 1100.00 feet, a chord of N 12°33'31" E, 498.74 feet, and an arc length of 503.12 feet to a point at the southwest corner of a tract of land conveyed to Cothran Malibu LP, by deed recorded in Instrument No. 2015010500009000 OPRCCT;

THENCE N 89°27'26" E, 1285.59 feet along the south line thereof to the POINT OF BEGINNING with the subject tract containing 2,047,881 square feet or 47.013 acres of land.

Note:
The thoroughfare alignment(s) shown on this exhibit are for illustration purposes and does not set the alignment. The alignment is determines at time of Final Plat.

Note:
FEMA Floodplain depicted on this exhibit reflects Flood Insurance Rate Map (FIRM) panel number 48085C0115J, dated 6/2/2009, and Letter of Map Revision (LOMR) Case No. 21-06-1205P, dated 1/27/2022

EXHIBIT A-2
BOUNDARY EXHIBIT

PROSPER ARTS DISTRICT
2,047,881 SQ. FEET OR 47.013 ACRES (GROSS)
1,554,116 SQ. FEET OR 35.678 ACRES (NET)
OF LAND OUT OF THE
COLLIN COUNTY SCHOOL LAND #12 SURVEY
ABSTRACT NO. 147, TRACT 74
TOWN OF PROSPER
COLLIN COUNTY, TEXAS

OWNER / APPLICANT
Prosper Tollway Avenues 35, LP
5 Cowboys Way, #300
Frisco, TX 75034
Telephone: (630) 987-9275
Contact: Satya Donepudi

ENGINEER
Spiars Engineering, Inc.
501 W. President George Bush Hwy, Suite 200
Richardson, TX 75080
Telephone: (972) 422-0077
TBP/ELS No. F-2121 And No. F-10043100
Contact: Mike Martinie

Note:
This document was prepared under 22 TAC §663.21, does not reflect the results of an on the ground survey, and is not to be used to convey or establish interests in real property except those rights and interests implied or established by the creation or reconfiguration of the boundary of the political subdivision for which it was prepared

EXHIBIT B
STATEMENT OF INTENT AND PURPOSE

I. Statement of Intent

A. Overall Intent

This 35.68 acre Tract C zone of PD-75 is intended to be developed in a manner that will allow flexibility of uses including retail, commercial, office, medical office, hotel, multifamily and entertainment. This development will include outdoor amenity space with a detention pond, trails, benches, and public art and will grow into an active community of mixed uses.

B. Description of Property

Located at the northwest intersection of the Dallas Parkway and Prosper Trail this 35.68-acre Tract C zone of PD-75 is owned by Satya Donepudi, Prosper Tollway Avenues 35, LP. Shawnee Trail, a four (4) lane divided minor thoroughfare runs north and south along the west side of this zone and will provide access to the proposed uses within the entire development. Driveway access for the development will also be taken off Prosper Trail on the southern boundary of the site and the Dallas Parkway along the eastern boundary. A floodplain, open space and detention basin runs east and west through the site along the creek. With the exception of the existing 20-foot-wide paving for Prosper Trail along the southern boundary, the subject Tract C zone of PD-75 is currently vacant. To the north and west of PD-75 is a proposed single-family development, Legacy Crossing (PD-36 and PD-60). To the south is the proposed 880-acre Villages of Star Trail, a Planned Development (PD-66) which incorporates single family, office, retail and commercial zoning. Exhibit A-2 and Exhibit D depict the location and boundary of the project.

C. Description of Proposed Development

The location of this project, at the intersection of a major highway and two thoroughfares, lends itself well for mixed-use development including commercial, retail, hotel, office, and multifamily residential.

Tract C is divided into two sub-zones- A Multifamily Zone (approximately 6.8 acres) and a Mixed-Use Zone (approximately 28.9 acres). Uses in the Multifamily Zone include Multifamily residential. Uses in the mixed-use zone include hotel, office, retail, structured parking, indoor event/reception space and Multifamily over retail. The mixed-use zone contains a detention/open space area. A hike and bike trail is proposed within the detention/open space area and will connect to the trail in the neighboring development.

II. Current Zoning and Future Land Use

A. Current Zoning Classification

The land is currently zoned as PD-75, with Tract C slated exclusively for retail uses including a grocery, gas station, restaurants, fast food, general retail and office/retail.

B. Future Land Use Plan and Compatibility with the Comprehensive Plan

The 2023 Future Land Use Plan designates this parcel as Dallas North Tollway District, which is defined in the 2023 Comprehensive Plan as consisting of the most intense land uses with a diverse mixture of office, retail and residential uses. The proposed mix of multi-family residential, hotel, office, retail, and structured parking meet the intention of the Comprehensive Plan.

EXHIBIT C
Planned Development Standards

A. Conformance with the Town's Zoning Ordinance and Subdivision Ordinance.

1. Unless expressly identified and referenced within this ordinance, 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.
2. The zoning exhibits attached and incorporated into the Planned Development shall serve as a guide for development of the Property. The ultimate layout (including streets, site layout, building uses, and open space areas) shall be determined at the time of Preliminary Site Plan application review by the Planning & Zoning Commission.
3. The developer shall provide an updated Conceptual Plan (Exhibit "D") with each development application if any changes are being made to the most recent Exhibit on file with the Town.
4. Proposed amendments to this Ordinance, or any of the exhibits attached hereto shall be submitted to the Director of Development Services and evaluated in conformance with Zoning Ordinance, Chapter 2, Section 24 (Planned Development District).

B. Exhibits.

Use and development of the Property shall be in conformance with the following exhibits:

1. Exhibit B, Statement of Intent and Purpose
2. Exhibit D, Conceptual Plan
3. Exhibit E, Development Schedule
4. Exhibit F, Elevations

C. Regulations.

The regulations in Exhibit C shall be the exclusive regulations governing building setbacks and other types of regulations such as, lot area, lot width, lot depth, residential density, dwelling area, height, number of stories, coverage, and floor area ratio.

D. Project Tracking Plan.

A Project Tracking Plan shall be submitted with each preliminary site plan, site plan, preliminary plat and final plat to provide context for planning purposes and to serve as a "tracking tool" for compliance with this PD Ordinance. Updates to a Project Tracking Plan may be submitted at any time. It is an informational document that is used for tracking purposes only and no approval of a Project Tracking Plan is required. No rights derived from Chapter 245 of the Texas Local Government Code, as amended, or other vested rights shall accrue from the Project Tracking Plan, and the Project Tracking Plan shall not be deemed to provide "fair notice" as provided therein. Each tracking plan shall track the following:

1. The number of building permits issued for multifamily units in the Mixed-Use Zone and in the Multifamily Zone;
2. the density in the Mixed-Use Zone and in the Multifamily Zone based on approved preliminary site plans and site plans;
3. the acreage and percentage of open space within each Zone;
4. the acreage and percentage of parkland within each Zone and/or fees paid in lieu of parkland per Ordinance requirements;
5. the approximate number of dwelling units (or range), as well as dwelling types, if any, authorized by an approved plat within each Zone and the Property (i.e. overall density summary). For tracking purposes, each Project Tracking Plan submitted with a preliminary site plan or plat application will include a tabular summary of each recorded plat for all or any portion of the Property subject to this PD Ordinance.

E. Multifamily Zone Development Standards.

1. Uses. Except as noted below, the Multifamily Zone shall develop in accordance with the Multifamily District, as it exists or may be amended, and in accordance with the regulations described below.
 - i. Permitted Uses. Uses shall be permitted in accordance with the Multifamily District as follows:
 1. Multifamily Dwelling
 2. Accessory Building (only for Multifamily use)
 3. Municipal Uses Operated by Town of Prosper
 4. Park or Playground
 5. Private Recreation Center
 6. Home Occupation
2. Regulations.
 - i. Residential Density.
 1. Minimum Density: Forty (40) units per acre.
 2. Maximum Density: Fifty (50) units per acre up to 450 total units. The combined total multifamily units for the Multifamily Zone and Mixed-Use Zone shall not exceed 515 units.
 - ii. Size of Yards.
 1. Minimum Front Yard: Ten (10) feet; Twenty-five (25) feet along Shawnee Trail to accommodate the landscape buffer
 2. Minimum Side Yard: Thirty (30) feet for structures adjacent to property that is either zoned for multifamily or non-residential uses
 3. Minimum Rear Yard: Thirty (30) feet for structures adjacent to property that is either zoned for multifamily or non-residential uses

4. Multiple structures constructed on the same lot shall maintain a minimum separation of thirty (30) feet
- iii. Height:
 1. Minimum Height – Four (4) stories
 2. Maximum Height – Five (5) stories, no greater than sixty (60) feet from finished grade
- iv. Lot Coverage: Forty-five percent (45%)
- v. Minimum Dwelling Area:
 1. One or two bedroom —850 square feet.
 2. Three bedroom — 1,000 square feet.
 3. No more than 10% of the units may contain three bedrooms.
3. Building Configuration.
 - i. Multifamily structures shall have climate controlled interior corridors.
 - ii. The arrangement of multifamily buildings shall be organized so that the resident parking shall be provided in a structured garage. Visitor and other ancillary parking may be located on the drive aisle/fire lane that wraps the multifamily development.
 - iii. The Multifamily shall wrap the structured parking so that no more than 25% of the structured parking garage is exposed to the drive aisle/fire lane. The height of the garage shall not exceed the height of the adjoining multifamily building. All associated appurtenances to the garage, such as an elevator shaft or mechanical equipment, shall be completely screened.
 - iv. Any elevation or portion of an elevation of a structured garage that is not wrapped by a building or is visible from Dallas Parkway/Tollway shall have architectural styles and materials compatible with the adjacent or attached structure to ensure the exposed structured garage elevation gives the appearance of a building rather than a blank parking garage. Cladding, murals, or other artistic expressions shall be used to enhance the overall architectural character of the structured garage.
 - v. Parking in a structured garage shall be a minimum nine (9) feet in width and a minimum twenty (20) feet in depth.
 - vi. Internal roadways/fire lanes on the front sides of the multi-family buildings shall include on-street parking, either in parallel or angled parking format to further build an urban character. A maximum of one row of parking on each side of the drive aisle is permitted on the front side of residential buildings.
 - vii. Any non-structured, off-street, surface parking that contains ten (10) or more spaces shall provide interior landscaping as follows:

1. All landscaped areas shall be protected by a raised six (6) inch concrete curb. Pavement shall not be placed closer than four (4) feet from the trunk of a tree unless a Town approved root barrier is utilized.
 2. Landscaped islands shall be located at the terminus of all parking rows, except for-street parking, and shall contain at least one (1) large tree, three (3) inch caliper minimum, with no more than seven (7) parking spaces permitted in a continuous row without being interrupted by a landscape island.
 3. Landscape islands shall be a minimum of one hundred sixty (160) square feet, not less than nine (9) feet wide, measured from the inside face of curb, and length equal to the abutting space.
- viii. The Multifamily Zone may be gated. If the Multifamily Zone is gated, details and logistics related to being gated will be refined in later planning stages.
- ix. The residential buildings shall have a strong urban edge with buildings forming a block. Residential buildings shall have entrances oriented to the sidewalk for ease of pedestrian access and shall be located in such a manner as to minimize conflicts between pedestrians and automobiles. Outward facing residential units on the ground floor shall include patio/outdoor space associated with the unit and an exterior door that leads to the sidewalk.
- x. Upscale amenities shall include a minimum of five (5) items and be approved by the Director of Development Services.
4. Off-Street Parking. Multifamily shall be parked at one and one-half (1.5) spaces per dwelling unit for one-bedroom and two-bedroom units. For every additional room, an additional parking space is required. For example, a three-bedroom unit will require two and one-half (2.5) parking spaces.
5. Architectural and Material Standards.
 - i. Review and Approval Process.
 1. Conceptual Architectural and Material Standards.

The applicant shall submit a detailed materials and style plan along with sample elevations and renderings to define the architectural character of the property. This shall be submitted at the time of Preliminary Site Plan submission and is subject to the approval of the Director of Development Services.
 2. Final Architectural and Material Standards.

The applicant shall submit a Façade Plan and Material Sample Board for each structure at the time of Site Plan submission and is subject to the approval of the Director of Development Services.
 3. The conceptual elevations in Exhibit F are intended to evoke a general look and feel of the architecture of the various land use types. Changes to materials and architectural elements are

permitted so long as the building elevations adhere to the design guidelines outlined in the Design Guidelines of this Exhibit C.

ii. Design Guidelines.

1. All buildings shall be a minimum of eighty percent (80%) primary materials, excluding windows and doors on each façade. The remaining twenty percent (20%) of each building elevation may be comprised of secondary materials.
 2. Primary materials shall include metal composite material (examples include, but not limited to Centria and Alucobond), steel plate, clay fired brick, natural and manufactured stone, granite, and marble.
 3. Fiber cement panel is a secondary material.
 4. Stucco is a secondary material. Stucco is not permitted on the first floor of any building. The total area of stucco shall not exceed ten percent (10%) of the total building elevation area.
 5. The style of all buildings must be consistent and in keeping with the style of the entire Multifamily Zone.
 6. All materials and exterior colors shall be compatible with those used throughout the development.
 7. Horizontal and vertical building articulation is required on all elevations. This may be achieved through recessed or projected architectural elements, variations in roof line, etc.
 8. No single finish shall cover more than eighty (80) percent of the front of any building.
6. Sidewalks. Sidewalks adjacent to the fronts of buildings shall be a minimum seven (7) feet in width and may include tree wells, landscape beds/plantings, and enhanced pavement.
7. Screening and Retaining Walls.
- i. Service, Mechanical and Utility Equipment.
1. All service, mechanical and/or utility equipment, including transformers, shall be completely screened from public view by architectural screens, masonry screening walls, and/or landscaping.
 2. When possible, all service areas and mechanical equipment shall be located at the rear of the building and out of view of the roadways.
- ii. Screening and retaining walls shall be finished with a masonry veneer compatible with the materials of the surrounding development.
8. Landscape Buffers. A minimum of a twenty-five (25) foot landscape buffer is required along Prosper Trail, minimum of a twenty-five (25) foot landscape buffer is required along Shawnee Trail, and a minimum thirty (30) foot buffer is required along Dallas Parkway.

F. Mixed-Use Zone Development Standards.

1. Uses. Except as noted below, the Mixed-Use Zone of Tract C shall develop in accordance with the Retail District, as it exists or may be amended, and in accordance with the regulations described below.

i. Permitted Uses:

1. Administrative, Medical or Professional Office
2. Wine Bar
3. Cocktail Lounge
4. Cigar Bar
5. Artisan's Workshop
6. Automobile Parking Lot/Garage
7. Automobile Paid Parking Lot/Garage
8. Bank, Savings and Loan, or Credit Union
9. Beauty Salon/Barber Shop
10. Business Service
11. Caretaker's/Guard's Residence
12. Catering
13. Civic/Convention Center
14. Dry Cleaning, Minor
15. Governmental Office
16. Gymnastics/Dance Studio
17. Health/Fitness Center
18. Hospital
19. Hotel, Full Service
20. Hotel, Residence/Extended Stay, being a full-service hotel with limited extended stay capabilities (XO2)
21. Insurance Office
22. Meeting/Banquet/Reception Facility/Wedding Event Center
23. Mobile Food Vendor
24. Multifamily, if over a minimum 1-floor of non-residential uses.
25. Municipal Uses Operated by the Town of Prosper
26. Museum/Art Gallery
27. Outdoor Merchandise Display, Temporary
28. Park or Playground
29. Print Shop, Minor
30. Private Club
31. Private Recreation Center
32. Restaurant (without a drive-through)
33. Retail Stores and Shops
34. Retail/Service Incidental Use
35. Theater, Neighborhood

ii. Permitted with Specific Use Permit:

1. Antique Shop and Used Furniture
2. Commercial Amusement, Indoor
3. Commercial Amusement, Outdoor
4. Convenience Store without Gas Pumps

5. Farmer's Market
6. Furniture, Home Furnishings and Appliance Store
7. Helistop
8. Outdoor Merchandise Display, Incidental
9. Pet Day Care
10. Rehabilitation Care Institution
11. Veterinarian Clinic and/or Kennel, Indoor

2. Regulations.

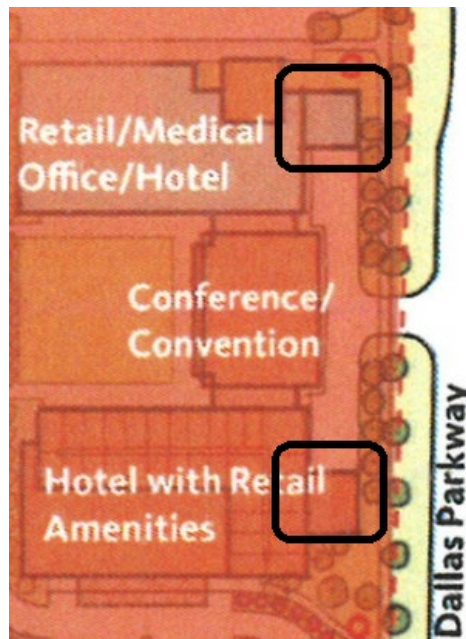
i. Residential Density.

1. Minimum Density: Forty (40) dwelling units per acre.
2. Maximum Density: Sixty-five (65) dwelling units per acre, up to 350 total units. The combined total multifamily units for the Multifamily Zone and Mixed-Use Zone shall not exceed 515 units.

ii. Size of Yards.

1. Minimum Front Yard:

- a. Along the Dallas North Tollway (Dallas Parkway): Fifty (50) foot front yard with a thirty (30) foot landscape buffer. In Phase 1A, the front yard setback and landscape buffer may both be thirty (30) feet in the service areas outlined in the graphic below, provided that these areas are heavily landscaped, including berms:



- b. Along Shawnee Trail and Prosper Trail: No minimum front yard setbacks

2. Minimum Side Yard:

- a. Ten feet, subject to provision of fire-retardant wall as required by adopted edition of the Unified Building Code.
- b. Ten feet without fire retardant wall.

3. Minimum Rear Yard:

- a. None, if abutting an alley or fire lane and constructed with fire retardant wall.
- b. Ten feet or none if attached to an adjacent building and constructed with fire retardant wall.
- c. Ten feet without alley separation or fire-retardant wall.

iii. Size of Lots.

- 1. Minimum Lot Area: 30,000 square feet
- 2. Minimum Lot Width: 120 feet
- 3. Minimum Lot Depth: 250 feet

iv. Minimum Dwelling Area:

- 1. One or two bedroom —850 square feet.
- 2. Three bedroom — 1,000 square feet.
- 3. No more than 10% of the units may contain three bedrooms.

v. Height:

1. Minimum Height:

- a. Four (4) stories along Shawnee Trail
- b. Six (6) stories along Dallas North Tollway.

2. Maximum Height:

- a. Nine (9) stories, no greater than 110 feet, along Shawnee Trail
- b. Fourteen (14) stories, no greater than 190 feet, along Dallas North Tollway
- c. Four (4) stories along Prosper Trail

vi. Lot Coverage: Fifty-five percent (55%)

vii. Floor Area Ratio: Maximum 2.25:1

3. Multifamily Building Configuration.

- i. Multifamily structures shall be attached to structured parking by a covered walkway or connector element.
- ii. Multifamily structures shall have climate controlled interior corridors.

- iii. First Floor: The ceiling height of the first floor shall be a minimum fourteen (14) feet in height.
- iv. All (100%) of the first floor shall be for nonresidential uses, including multifamily amenities, retail and restaurant uses. One-half (50%) of the first floor uses shall be open to the public.

4. Garage Height:

- i. Attached Garages: Attached garages are those that are directly connected to another building. The height of the garage shall not exceed the height of an adjoining or exterior building and all associated appurtenances, such as an elevator shaft or mechanical equipment, shall be completely screened.
- ii. Detached Garages: The height of detached garages shall not exceed seven (7) stories or seventy-five (75) feet in height.

5. Off-Street Parking.

- i. Multifamily shall be parked at one and one-half (1.5) spaces per dwelling unit for one-bedroom and two-bedroom units. For every additional room, an additional parking space is required. For example, a three-bedroom unit will require two and one-half (2.5) parking spaces.
- ii. A shared parking strategy is encouraged to reduce the required parking needed in the Mixed-Use Zone based on peak time demands. Shared parking agreements for adjacent properties should include a written agreement between property owners that clearly stipulates the terms of the joint use of the parking spaces. The shared parking agreement should include parking ratios per use that will be agreed upon between the developer and Town Staff during the Preliminary Site Plan review phase.
- iii. When a building includes Multifamily uses, the resident parking shall be provided in a structured garage. A section of the garage may be gated specifically for Multifamily use. If the Multifamily parking is gated from the parking utilized for other uses in the structured garage, details and logistics related to being gated will be refined in the Preliminary Site Plan review phase. Visitor parking and other ancillary uses associated with the Multifamily uses may be located between the building and a public street when located at or beyond the required landscape setback and screened with a headlight screen of earthen berms and/or a row of shrubs.
- iv. Parking in a structured garage shall be a minimum nine (9) feet in width and a minimum twenty (20) feet in depth.
- v. Along Prosper Trail and along Shawnee Trail, south of the man-made water feature, shrubs are not required to be on top of the required berm. The shrubs, berm and trees shall be installed in conjunction with a meandering trail/sidewalk in a manner that will provide a headline screen.

6. Architectural and Material Standards.

i. Review and Approval Process.

1. Conceptual Architectural and Material Standards.

The applicant shall submit a detailed materials and style plan along with sample elevations and renderings to define the architectural character of the property. This shall be submitted at the time of Preliminary Site Plan submission and is subject to the approval of the Director of Development Services.

2. Final Architectural and Material Standards.

The applicant shall submit a Façade Plan and Material Sample Board for each structure at the time of Site Plan submission and is subject to the approval of the Director of Development Services.

3. The conceptual elevations in Exhibit F are intended to evoke a general look and feel of the architecture of the various land use types. Changes to materials and architectural elements are permitted so long as the building elevations adhere to the design guidelines outlined in the Design Guidelines of this Exhibit C. The Mixed-Use Zone should offer architectural diversity between buildings, with each structure contributing its own unique flair that blends styles, materials, and artistic expressions in this dynamic arts district.

4. Structured Garages. Any elevation or portion of an elevation of a structured garage that is not wrapped by a building or is visible from Dallas Parkway/Tollway shall have architectural styles and materials compatible with the adjacent or attached structure to ensure the exposed structured garage elevation gives the appearance of a building rather than a blank parking garage. Cladding, murals, or other artistic expressions shall be used to enhance the overall architectural character of the structured garage.

ii. Design Guidelines.

1. All buildings shall be a minimum of eighty percent (80%) primary materials, excluding windows and doors on each building elevation. The remaining twenty percent (20%) of each building elevation may be comprised of secondary materials.

2. Primary materials shall include metal composite material (examples include, but not limited to Centria and Alucobond), steel plate, clay fired brick, natural and manufactured stone, granite, marble, and carbon.

3. Fiber cement panel is a secondary material.

4. Stucco is a secondary material. Stucco is not permitted on the first floor of any building. The total area of stucco shall not exceed ten percent (10%) of the total building elevation area.

5. All materials and exterior colors shall be compatible throughout the development.

6. Horizontal and vertical building articulation is required on all elevations. This may be achieved through recessed or projected architectural elements, variations in roof line, etc.
 7. No single finish shall cover more than eighty (80) percent of the front of any building.
 8. Storefronts on façade treatments that span multiple tenants shall use architecturally compatible materials, colors, details, awning signage, and lighting fixtures. Retail ground floor shall have windows covering a minimum of 60% of the major street and/or public-realm fronting façade(s).
 9. Architectural elements should tie into and play off of the historical features throughout the Town of Prosper, including but not limited to the silos and windmills to ensure this development feels connected to the Town as a whole. Modern elements and artistic expression may be used to play off of the historic theme of Prosper.
7. Sidewalks. Sidewalks adjacent to the fronts of primary buildings, along drive aisles and parking rows, shall be a minimum fifteen (15) feet in width and may include tree wells, landscape beds/plantings, and enhanced pavement.
8. Screening and Retaining Walls.
- i. Service, Mechanical and Utility Equipment.
 1. All service, mechanical and/or utility equipment, including transformers, shall be completely screened from public view by architectural screens, masonry screening walls, and/or landscaping.
 2. When possible, all service areas and mechanical equipment shall be located at the rear of the building and out of view of the roadways.
 - ii. Screening and retaining walls shall be finished with a masonry veneer compatible with the materials of the surrounding development.
9. Landscape Buffers. A minimum of a twenty-five (25) foot landscape buffer is required along Prosper Trail, minimum of a twenty-five (25) foot landscape buffer is required along Shawnee Trail, and a minimum thirty (30) foot buffer is required along Dallas Parkway.

G. Useable Open Space and Trails.

Usable open space is to be laid out in a way that provides equal access to both the Multifamily Zone and Mixed-Use Zone.

1. Useable Open Space.
 - i. A minimum of 15% of the property (35.68 acres) is required to be open space which will be provided through the entire development.

- ii. A minimum 30% of the Multifamily Zone area is required to be open space. At least one-third of this open space is to be within the boundary of the Multifamily Zone. The remaining two-thirds of the required minimum open space for the Multifamily Zone is included as part of the entire project, can be located in the Mixed-Use Zone, and will require an easement, shared property right, or other form of agreement through the property owners association to be determined in later planning or development stages.
- iii. Any use of the floodplain as open space shall be approved by the Director of Engineering Services.
- iv. This space may include detention and floodplain areas. No more than (60%) of the useable open space can be detention or within the floodplain.
- v. Useable open space shall be a minimum of 35 feet in width, unless otherwise approved by the Director of Development Services, or his/her designee.
- vi. Useable open space in the floodplain shall include walking trails, sculptures/artwork, benches, and other amenities as outlined in item viii.
- vii. Buildings shall face and/or side to the open space to the greatest extent possible to provide pedestrian access and areas of congregation along the open space.
- viii. A minimum of six (6) amenities shall be provided within the open space and shall be approved by the Director of Development Services. Examples include:
 - 1. Outdoor fitness stations
 - 2. Durable shade structure such as a pavilion or pergola
 - 3. Sport court
 - 4. Fire pits and lounging areas
 - 5. Water features, including fountains and ponds outside the detention area
 - 6. Any other similar improvement approved by the Director of Development Services or his/her designee.

2. Trails.

- i. All trails shall comply with the Hike & Bike Master Plan.
- ii. A ten-foot (10') trail is required along Dallas Parkway and Prosper Trail, and a six-foot (6') sidewalk is required along all other public roadways.
- iii. Trails within the development shall connect to the trails along the roadways.

3. Planting Standards.

- i. One (1) – Four (4) inch caliper evergreen tree shall be planted per thirty (30) feet of linear open space area. These trees shall be planted in groups with appropriate spacing for species.
- ii. One (1) – Three (3) inch caliper ornamental tree shall be planted per thirty (30) linear feet of open space area. These trees may be planted in groups with appropriate spacing for species.
- iii. A minimum of fifteen (15) shrubs with a minimum size of five (5) gallons each shall be planted per thirty (30) linear feet of open space area. These shrubs may be planted in groups with appropriate spacing for species.
- iv. It is intended that all plant types promote a natural landscape. Where possible, the planting shall be in accordance with the general planting style. Drought tolerant and/or native plants from the Town's approved plant list are required for compliance. Other species may be utilized with approval from the Town as part of the Site Plan process.
- v. All landscape areas to be kept free of weeds, invasive plant species, and trash

H. Detention/Retention.

Detention located within the Floodplain must meet all Town of Prosper, FEMA and all other applicable regulations. The proposed man-made water feature, located in the approximate location of the existing creek bed, will be sized to accommodate the proposed development on both sides as shown on the Conceptual Plan.

I. Public Art.

An amount of not less than twenty-four (24) public art installations shall be included throughout the entire project. Approximate locations for public art are denoted on Exhibit D, which includes locations at significant entry points into the development along the Tollway. The Director of Development Services shall determine the location and types of public art.

J. Phasing.

Phase 1A:

- Site-wide infrastructure for all 34 Acres
- Hotel Carbon
 - 144 Rooms (Only for Hotel Guests)
 - 12 Social Spaces (Primarily for Hotel Guests but available to the public as Event/Meeting Rental Space)
 - Performance Center (Open to the Public – Leased to a 3rd Party Operator)
 - Conference Center (Open to the Public)
 - Streaming & eSports Center (Open to the Public – Leased to a 3rd Party Operator)

- Retail Operations (Open to the Public – Leased to a 3rd Party Operator)
- Restaurants
 - Protein Bar (Open to the Public)
 - Sports Bar (Open to the Public)
 - Food Hall (Open to the Public)
- XO2 Tower
 - Luxury Condo residences (specialized for medical recovery)
 - 1 floor of Retail Flex Space
 - 3 floors of leased medical and out-patient office
 - Rooftop workout and relaxation facility
- Outdoor Recreation Area
 - Soccer field
 - Running track
 - Covered sports pavilion
 - Enclosed multi-sport court
- Mixed-Use Zone Parking Garage

Phase 1B:

- Multifamily Zone

Triggers:

Phase 1B Multifamily shall not begin construction until a foundation is poured in Phase 1A for one of the two hotel buildings (i.e. Hotel Carbon or the XO2 Tower).

The man-made water feature shall be approved by the Town before a permit can be received for the Multifamily development.

Phase 2:

- Mixed-Use retail and multi-family
- Theater
- Reception Facility
- Retail on the southeast quadrant

Triggers:

The multifamily component within Phase 2 shall not obtain a building permit until a Certificate of Occupancy is issued for the first hotel building and foundation poured for the second hotel building.

The retail portion of Phase 2 shall be built with the other components of this phase.

Phase 3:

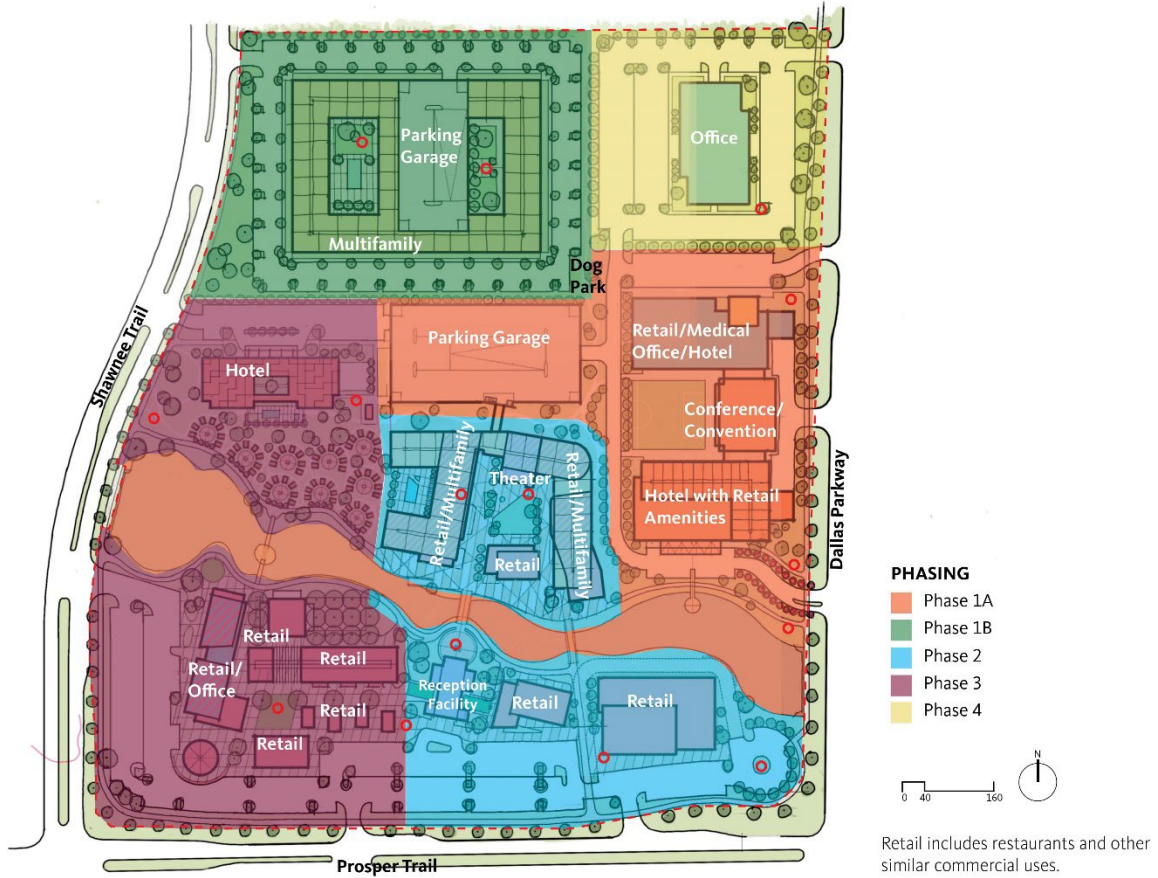
- Hotel Voz on the far west
 - 4-diamond hotel status
 - Luxury pods called Hako that will be complementary to the 4-diamond Hotel Voz
- Retail in the southwest quadrant

Phase 4:

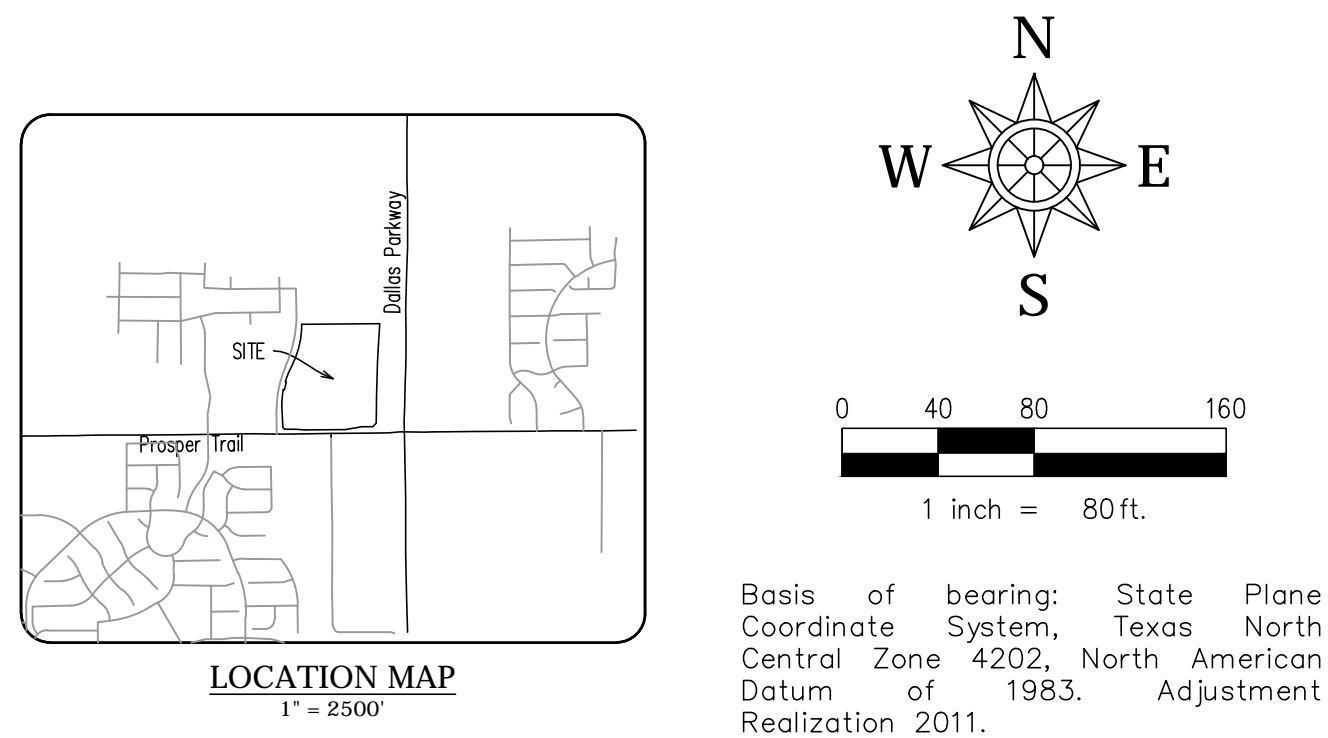
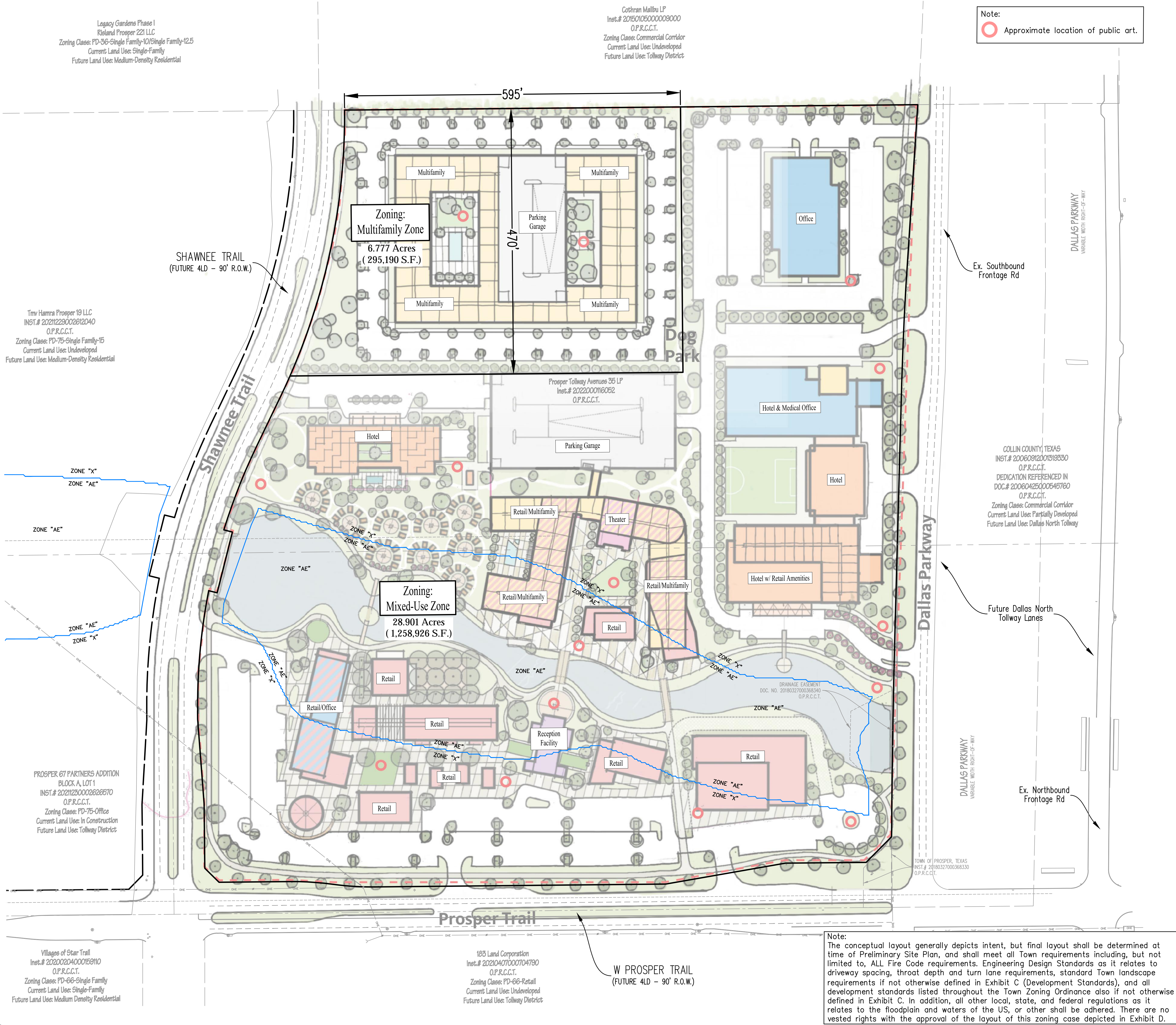
- Office on Dallas Parkway

A phasing diagram for the entire development is depicted below.

PHASING DIAGRAM



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Drawing: 03/03 2023 23-248 Prosper Conceptual Exhibit 24-0001-14 Exhibit 0.dwg Saved By: Tlntest Date Time: 5/14/2024 4:06:56 PM



Site Data Summary Table	
Multifamily Zone	
Max. Permitted Density	50 du/ac
Min. Front Yard Setback	10'
Min. Side Yard Setback	30' for structures adjacent to property line that is either zoned for Multi-Family or non-residential uses; Multiple structures constructed on the same lot shall maintain a minimum separation of 30'
Min. Rear Yard Setback	30' for structures adjacent to property line that is either zoned for Multi-Family or non-residential uses
Max. Height	5 stories, no greater than 60 feet from finished grade
Shawnee Trail Landscape Buffer	25'
Dallas Parkway Landscape Buffer	30'
Prosper Trail Landscape Buffer	25'
Mixed-Use Zone	
Min. Front Yard Setback	None
Min. Side Yard Setback	10' subject to provision of fire retardant wall as required by adopted edition of the Unified Building Code; 10 feet without fire retardant wall.
Min. Rear Yard Setback	None, if abutting an alley or fire lane and constructed with fire retardant wall; 10' subject to provision of fire retardant wall as required by adopted edition of the Unified Building Code; 10' without alley separation or fire-retardant wall.
Min. Lot Area	30,000 sq. ft
Min. Lot Width	120'
Min. Lot Depth	250'
Max. Height	9 stories, no greater than 110 feet along Shawnee Trail and 14 stories, no greater than 170 feet along Dallas Parkway
Lot Coverage	55%
Floor Area Ratio	2.25:1
Shawnee Trail Landscape Buffer	25'
Dallas Parkway Landscape Buffer	30'
Prosper Trail Landscape Buffer	25'

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.

Note:
All proposed driveways shall meet all Town of Prosper standards in regards to spacing, throat depth, and such.

Note:
The Traffic Impact Analysis (TIA) shall be provided at time of Preliminary Site Plan. Additional improvements or modifications may be required to accommodate results.

Note:
FEMA Floodplain depicted on this exhibit reflects Flood Insurance Rate Map (FIRM) panel number 48085C0115J, dated 6/2/2009, and Letter of Map Revision (LOMR) Case No. 21-06-1205P, dated 1/27/2022

EXHIBIT D CONCEPTUAL PLAN

PROSPER ARTS DISTRICT
2,047,881 SQ. FEET OR 47.013 ACRES (GROSS)
1,554,116 SQ. FEET OR 35.678 ACRES (NET)
OF LAND OUT OF THE
COLLIN COUNTY SCHOOL LAND #12 SURVEY
ABSTRACT NO. 147, TRACT 74
TOWN OF PROSPER
COLLIN COUNTY, TEXAS

PROJECT NO. ZONE-24-0001

OWNER / APPLICANT Prosper Tollway Avenues 35, LP 5 Cowboys Way, #300 Frisco, TX 75034 Telephone: (630) 987-9275 Contact: Satya Donepudi	ENGINEER Spiars Engineering, Inc. 801 W. President George Bush Hwy, Suite 200 Richardson, TX 75080 Telephone: (972) 422-0077 TBPELS No. F-2121 And No. F-10043100 Contact: Mike Martinie
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EXHIBIT E DEVELOPMENT SCHEDULE

The phasing and development of this project is dependent upon market conditions and the construction of the Dallas North Tollway and Prosper Trail. Upon initiation of development, the project is expected to be completed in four (4) phases. The following is the anticipated construction schedule:

Phase 1A:

- Site-wide infrastructure for all 34 Acres
- Hotel Carbon
 - 144 Rooms (Only for Hotel Guests)
 - 12 Social Spaces (Primarily for Hotel Guests but available to the public as Event/Meeting Rental Space)
 - Performance Center (Open to the Public – Leased to a 3rd Party Operator)
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 - Retail Operations (Open to the Public – Leased to a 3rd Party Operator)
 - Restaurants
 - Protein Bar (Open to the Public)
 - Sports Bar (Open to the Public)
 - Food Hall (Open to the Public)
- XO2 Tower
 - Luxury Condo residences (specialized for medical recovery)
 - 1 floor of Retail Flex Space
 - 3 floors of leased medical and out-patient office
 - Rooftop workout and relaxation facility
- Outdoor Recreation Area
 - Soccer field
 - Running track
 - Covered sports pavilion
 - Enclosed multi-sport court
- Mixed-Use Zone Parking Garage

Phase 1B:

- Multi-Family Zone

Triggers:

Phase 1B Multifamily shall not begin construction until a foundation is poured in Phase 1A for one of the two hotel buildings (i.e. Hotel Carbon or the XO2 Tower).

The man-made water feature shall be approved by the Town before a permit can be received for the Multifamily development.

Phase 2:

- Mixed-Use retail and multi-family
- Theater
- Reception Facility
- Retail on the southeast quadrant

Triggers:

The multifamily component within Phase 2 shall not obtain a building permit until a Certificate of Occupancy is issued for the first hotel building and foundation poured for the second hotel building.

The retail portion of Phase 2 shall be built with the other components of this phase.

Phase 3:

- Hotel Voz on the far west
 - 4-diamond hotel status
 - Luxury pods called Hako that will be complementary to the 4-diamond Hotel Voz
- Retail on the southwest quadrant

Phase 4:

- Office on Dallas Parkway

PHASING DIAGRAM

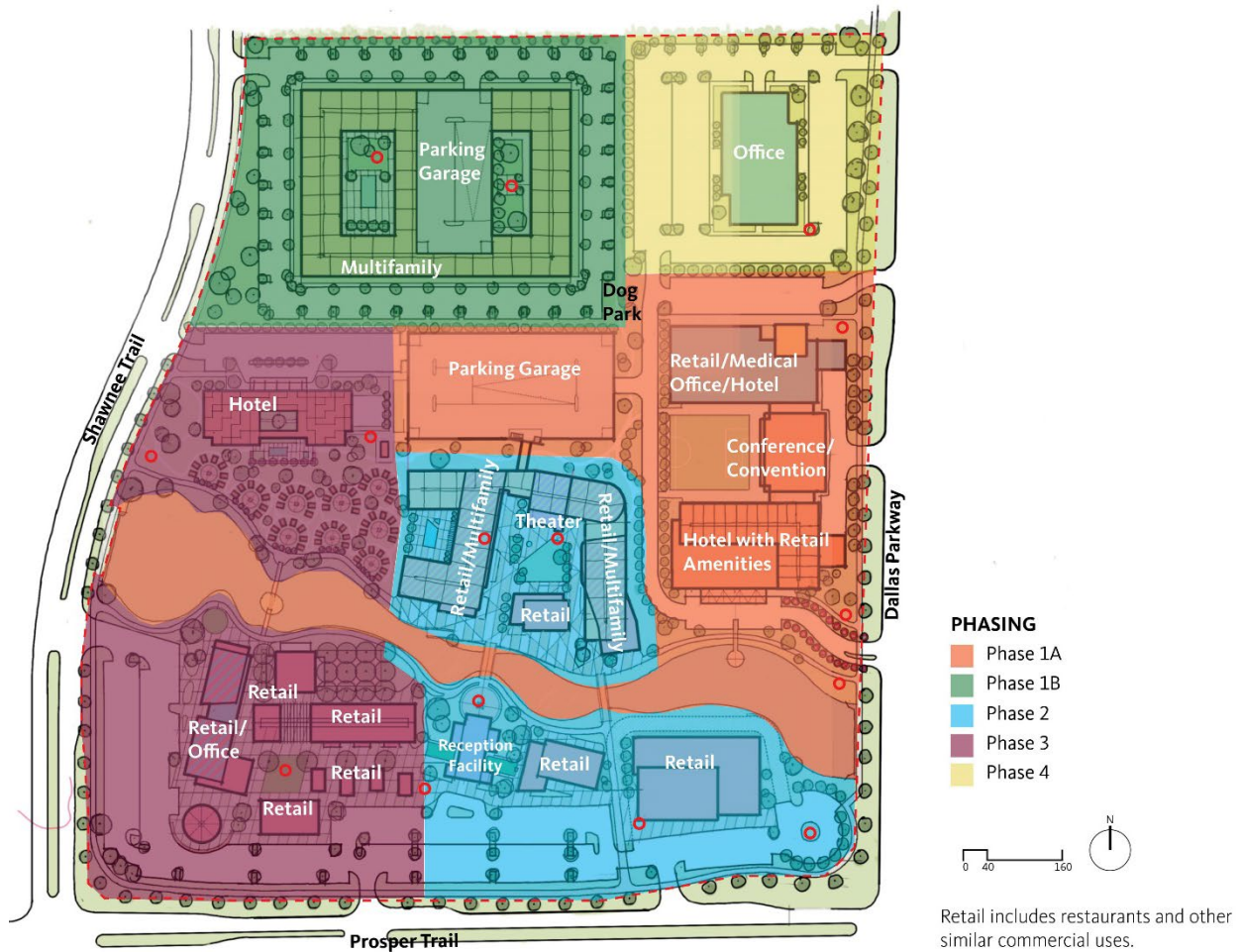


EXHIBIT F - CONCEPTUAL ELEVATIONS : RETAIL



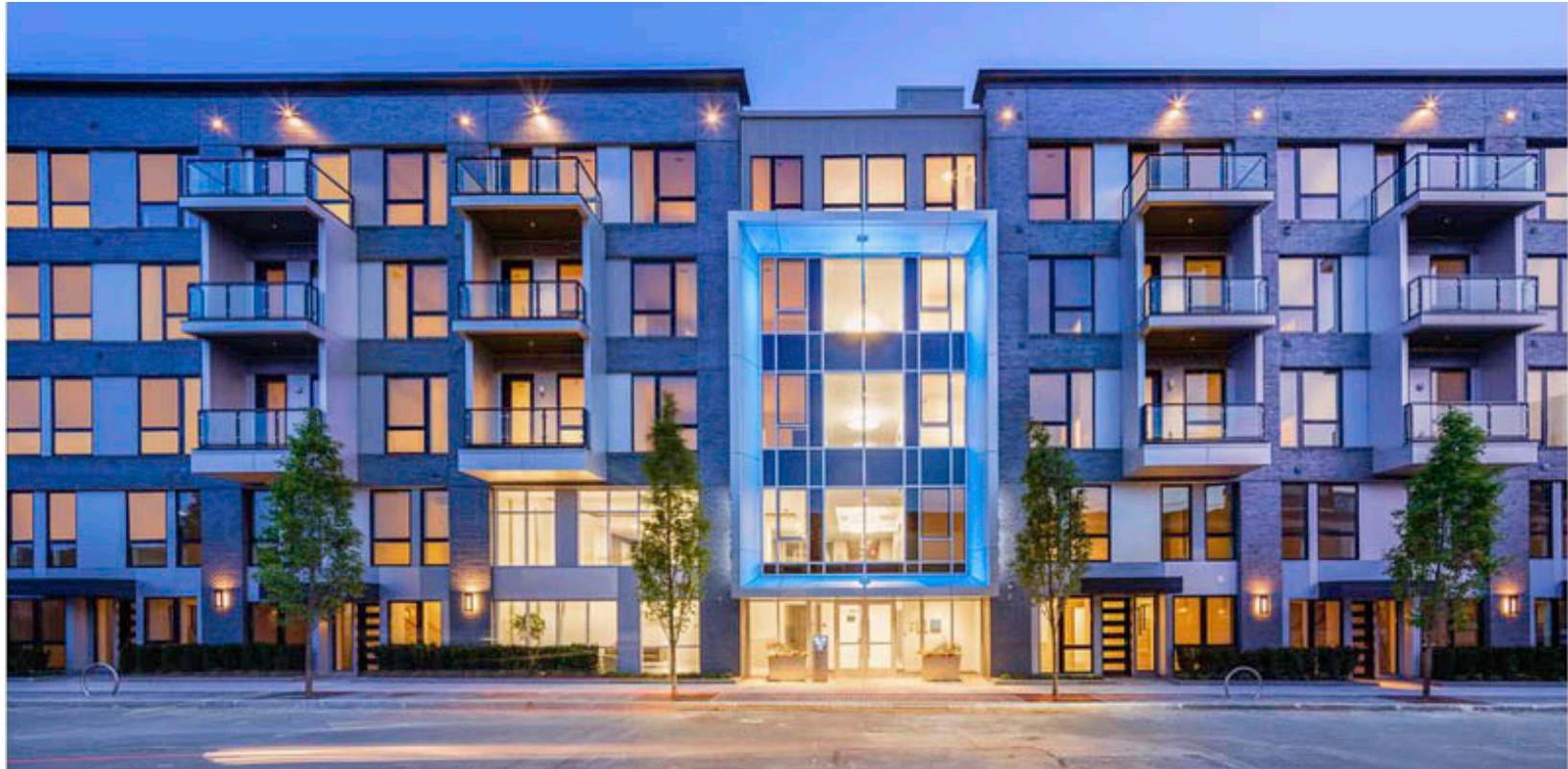
The imagery shown in this Exhibit F are intended to evoke a general look and feel for the architecture. Detailed material/style plans along with facade plans/elevations must be submitted at the time of Preliminary Site Plan and/or Site Plan approval.

EXHIBIT F - CONCEPTUAL ELEVATIONS : HOTEL



The imagery shown in this Exhibit F are intended to evoke a general look and feel for the architecture. Detailed material/style plans along with facade plans/elevations must be submitted at the time of Preliminary Site Plan and/or Site Plan approval.

EXHIBIT F - CONCEPTUAL ELEVATIONS : MULTIFAMILY



The imagery shown in this Exhibit F are intended to evoke a general look and feel for the architecture. Detailed material/style plans along with facade plans/elevations must be submitted at the time of Preliminary Site Plan and/or Site Plan approval.

EXHIBIT F - CONCEPTUAL ELEVATIONS : OFFICE



The imagery shown in this Exhibit F are intended to evoke a general look and feel for the architecture. Detailed material/style plans along with facade plans/elevations must be submitted at the time of Preliminary Site Plan and/or Site Plan approval.