

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
 3. House of Worship
 4. Municipal Uses Operated by Town of Prosper
 5. Park or Playground
 6. Private Recreation Center
 7. Home Occupation
2. Regulations.
 - i. Residential Density. Maximum 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
 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. Maximum Height: Five (5) stories, no greater than sixty (60) feet from finished grade
 - iv. Minimum Dwelling Area:
 - 1. One or two bedroom —850 square feet.
 - 2. Additional bedroom — 150 square feet.
 - 3. No more than 10% of the units may contain three bedrooms.
3. Building Configuration.
- i. 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.
 - ii. 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.
 - iii. 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.
 - iv. Parking in a structured garage shall be a minimum nine (9) feet in width and a minimum twenty (20) feet in depth.
 - v. 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.
 - vi. 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.
- vii. 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.
- viii. 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.
- ix. 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.
 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.
 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 must be a minimum of eighty percent (80%) primary materials, excluding windows and doors on each façade.
 2. Primary materials include fiber cement panel, 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. On each façade, stucco is limited to a maximum ten percent (10%) on the first floor, a maximum thirty percent (30%) on the second and

third stories, and a maximum fifty percent (50%) on the fourth story and above.

4. The style of all buildings must be consistent and in keeping with the style of the entire Multifamily Zone.
 5. All materials and exterior colors shall be compatible with those used 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.
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. Antique Shop and Used Furniture
 6. Artisan's Workshop
 7. Automobile Parking Lot/Garage

8. Automobile Paid Parking Lot/Garage
9. Bank, Savings and Loan, or Credit Union
10. Beauty Salon/Barber Shop
11. Business Service
12. Caretaker's/Guard's Residence
13. Catering
14. Civic/Convention Center
15. Convenience Store without Gas Pumps
16. Dry Cleaning, Minor
17. Governmental Office
18. Gymnastics/Dance Studio
19. Health/Fitness Center
20. Hospital
21. Hotel, Full Service
22. Hotel, Residence/Extended Stay (XO2)
23. House of Worship
24. Insurance Office
25. Meeting/Banquet/Reception Facility
26. Mobile Food Vendor
27. Multifamily, if over a minimum 1-floor of non-residential uses.
28. Municipal Uses Operated by the Town of Prosper
29. Museum/Art Gallery
30. Outdoor Merchandise Display, Temporary
31. Park or Playground
32. Print Shop, Minor
33. Private Club
34. Private Recreation Center
35. Restaurant (without a drive-through)
36. Retail Stores and Shops
37. Retail/Service Incidental Use
38. Theater, Neighborhood

ii. Permitted with Specific Use Permit:

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

2. Regulations.

- i. Residential Density. Maximum sixty (60) 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: 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. Additional bedroom — 150 square feet.
3. No more than 10% of the units may contain three bedrooms.

v. Maximum Height: 9 stories, no greater than 110 feet along Shawnee Trail and 14 stories, no greater than 170 feet along Dallas Parkway.

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

vii. Floor Area Ratio: Maximum 2.25:1

3. Building Configuration.

i. Multifamily structures shall be attached to structured parking by a covered walkway or connector element.

ii. First Floor: The ceiling height of the first floor shall be a minimum fourteen (14) feet in height.

iii. Garage Height:

1. 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.
2. Detached Garages: The height of detached garages shall not exceed seven (7) stories or seventy-five (75) feet in height.

4. 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.

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.

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.

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 must be a minimum of eighty percent (80%) primary materials, excluding windows and doors on each façade.
 2. For purposes of this section, 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. On each façade, fiber cement panel and stucco are each limited to a maximum ten percent (10%) on the first floor, a maximum thirty percent (30%) on the second and third stories, and a maximum fifty percent (50%) on the fourth story and above.
 4. All materials and exterior colors shall be compatible throughout the development.
 5. 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.
 6. No single finish shall cover more than eighty (80) percent of the front of any building.
 7. 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).
 8. 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.
6. 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.
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.

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) in 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.

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:

- Multi-Family Zone
Phase 1B Multifamily cannot begin until Phase 1A has a building permit and begins construction.

Phase 2:

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

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

