

THIRD AMENDMENT TO DEVELOPMENT AGREEMENT

THIS THIRD AMENDMENT TO DEVELOPMENT AGREEMENT (“Third Amendment to Development Agreement”) is entered into by and between the Town of Prosper, Texas (“Town”), VP Windsong Operations LLC, and VP Windsong Investments LLC (collectively, “Owners”) (individually, a “Party” and collectively, the “Parties”) to be effective (the “Effective Date”) on the latest date executed by a Party.

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

WHEREAS, Owners are Delaware limited liability companies qualified to do business in the State of Texas; and

WHEREAS, Owners have developed Windsong Ranch located in Denton County in the Town, more particularly described in an Exhibit attached to the Planned Development 40 (“PD-40”) zoning ordinance, and which real property is more-specifically defined in the Development Agreement, with the addition of property subsequently added to Windsong Ranch by ordinance (hereinafter defined) (the “Property”); and

WHEREAS, in 2008 the Town approved PD-40 relative to the development of the Property as a master-planned community, and has approved certain amendments to PD-40 subsequent thereto; and

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

WHEREAS, the foregoing were memorialized in a Development Agreement (“Development Agreement”) approved by the Town Council on or about January 14, 2020, and subsequently filed in the Denton County Real Property Records on or about January 15, 2020, as Document # 6140; and

WHEREAS, on or about August 11, 2020, the Town Council considered and approved other amendments to PD-40, and authorized the execution of a First Amendment to Development Agreement on or about September 8, 2020, and subsequently filed in the Denton County Real Property Records on or about September 30, 2020, as Document # 154628 (together with the Development Agreement, the “Development Agreement”);

WHEREAS, on or about December 18, 2020, Owners conveyed a portion of the Property to GRBK Edgewood LLC, and in connection with such conveyance, partially assigned its rights pursuant to the Development Agreement pursuant to that certain Partial Assignment and Assumption of Development Agreement filed in the Denton County Real Property Records on or about December 21, 2020, as Document # 208279; and

WHEREAS, on or about March 22, 2021, Owners and the Town entered into a Second Amendment to Development Agreement, and said Second Amendment to Development Agreement was filed in the Denton County Real Property Records on or about March 23, 2021, as Document # 50781, and Second Amendment to Development Agreement incorporated, in part,

the negotiated and agreed upon development standards contained in PD-40, as amended, and recognized Owners' reasonable investment-backed expectations in PD-40, as amended; and

WHEREAS, subject to the terms of the Second Amendment to Development Agreement, Owners and the Town added an approximate 5.433-acre tract of land, depicted and described in the Second Amendment to Development Agreement, to the property more fully described in PD-40 (Windsong Ranch), in accordance with the zoning case approved by the Town Council on or about January 26, 2021, and as memorialized in an ordinance regarding same;

WHEREAS, subject to the terms of the Second Amendment to Development Agreement, the Town also added an approximate 50.23-acre tract of land, depicted and described in the Second Amendment to Development Agreement, to the property more fully described in PD-40 (Windsong Ranch), in accordance with the zoning case approved by the Town Council on or about January 26, 2021, and as memorialized in an ordinance regarding same; and

WHEREAS, Owners now wish to amend certain provisions regarding architectural standards and building materials previously approved by the Town in Windsong Ranch, and this Third Amendment to Development Agreement seeks to incorporate, in part, the negotiated and agreed upon development standards contained in PD-40, as amended, and to recognize Owners' reasonable investment-backed expectations in PD-40, as amended, as recognized in Ordinance No. 2023-37, approved by the Town on or about May 9, 2023.

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

1. **Architectural Standards and Building Materials**. For any structure built in on the Property after the Effective Date of tis Third Amendment to Development Agreement, it shall comply with the applicable requirements contained in Exhibit B, "Architectural Standards and Building Materials," attached hereto and incorporated by reference, and Owners agree to construct those structures in compliance therewith. Nothing in this Agreement shall be deemed to modify or otherwise amend any zoning regulation duly adopted by the Town, previously or in the future. The architectural standards and building materials referenced in Exhibit B supersede any architectural standards and building materials previously approved by the Town and Owners.

2. **Notice**. Any notices required or permitted to be given hereunder (each, a "Notice") shall be given by certified or registered mail, return receipt requested, to the addresses set forth below or to such other single address as either party hereto shall notify the other:

If to the Town: The Town of Prosper
 250 W. First Street
 P.O. Box 307
 Prosper, Texas 75078
 Attention: Town Manager

If to Owners: VP Windsong Operations LLC
 130 North Preston Road, Suite 130
 Prosper, Texas 75078
 Attention: David R. Blom

VP Windsong Investments LLC
130 North Preston Road, Suite 130
Prosper, Texas 75078
Attention: David R. Blom

With a copy to: Jackson Walker LLP
2323 Ross Avenue, Suite 600
Dallas, Texas 75201
Attention: George C. Dunlap

3. Effect of Prior Development Agreements. Except to the extent referenced in Exhibit B, attached hereto and incorporated by reference, all other terms and conditions contained in the Development Agreement executed on or about January 14, 2020, the First Amendment to Development Agreement executed on or about September 29, 2020, and the Second Amendment to Development Agreement executed on or about March 22, 2021, shall remain in full force and effect and apply to this Third Amendment to Development Agreement unless specifically otherwise provided herein.

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

TOWN:

THE TOWN OF PROSPER, TEXAS

By: _____
Name: Mario Canizares
Title: Town Manager, Town of Prosper

STATE OF TEXAS)
)
COUNTY OF COLLIN)

This instrument was acknowledged before me on the ___ day of May, 2023, by Mario Cnaizares, Town Manager of the Town of Prosper, Texas, on behalf of the Town of Prosper, Texas.

Notary Public, State of Texas
My Commission Expires: _____

OWNERS:

VP Windsong Operations LLC,
a Delaware limited liability company

By: _____
Name: David R. Blom
Title: Vice President

STATE OF TEXAS)
)
COUNTY OF COLLIN)

This instrument was acknowledged before me on the ____ day of May, 2023, by David R. Blom, in his capacity as Vice President of VP Windsong Operations LLC, a Texas limited liability company, known to be the person whose name is subscribed to the foregoing instrument, and that he executed the same on behalf of and as the act of Owner.

Notary Public, State of Texas
My Commission Expires: _____

VP Windsong Investments LLC,
a Delaware limited liability company

By: _____
Name: David R. Blom
Title: Vice President

STATE OF TEXAS)
)
COUNTY OF COLLIN)

This instrument was acknowledged before me on the ____ day of May, 2023, by David R. Blom, in his capacity as Vice President of VP Windsong Investments LLC, a Texas limited liability company, known to be the person whose name is subscribed to the foregoing instrument, and that he executed the same on behalf of and as the act of Owner.

Notary Public, State of Texas
My Commission Expires: _____

EXHIBIT A

(Property Description)

All property depicted and described in Exhibit A to Planned Development 40 (PD-40), Town of Prosper Ordinance No. 08-030, as amended.

EXHIBIT B

ARCHITECTURAL STANDARDS AND BUILDING MATERIALS

1. **Type A Lots:** The architectural and building materials standards for Type A Lots are as follows:

- A. **Exterior Surfaces.**

- i. The exterior facades of a main building or structure, excluding glass windows and doors, shall be constructed of one hundred percent (100%) masonry. Cementitious fiber board is considered masonry, but may only constitute fifty percent (50%) of the area for stories other than the first story. However, cementitious fiber board may not be used as a façade cladding material for portions of upper stories that are in the same vertical plane as the first story. Cementitious fiber board may also be used for architectural features, including window box-outs, bay windows, roof dormers, garage door headers, columns, chimneys not part of an exterior wall, or other architectural features approved by the Director of Development Services. For Courtyard Homes, exterior facades of a main building or structure, excluding glass windows and doors, shall be constructed of one hundred (100) percent masonry. Cementitious fiber board and siding is considered masonry. However, cementitious fiber board and siding may only be used as the primary exterior façade material in a limited number of Courtyard Homes in Phases 7F and 7G, with such limitation being thirty percent (30%) of the number of platted lots in Phases 7F and 7G.
- ii. The surface area of windows surrounded completely by brick may be included within the computation of the exterior brick, brick veneer, stone, or stone veneer wall area of a residence.
- iii. **Address Plaque.** A cast stone address plaque is required for each Type A Lot. The style of the cast stone address plaque shall be uniform throughout each section of development.
- iv. **Chimneys.** On Type A Lots, all exposed portions of the fire breast, flu and chimney shall be clad in cementitious lap siding, brick, stone or stucco. Chimneys located on an exterior wall must be 100% brick or stone.
- v. **Stucco.** Stucco on structures on Type A Lots shall be traditional 3-coat process cement plaster stucco.
- vi. **EIFS.** EIFS (Exterior Insulating and Finish Process) is not allowed on structures on Type A Lots.

- B. **Windows.** All window framing on structures on Type A Lots shall be bronzed, cream, sand or white anodized aluminum, vinyl or wood.

- i. Window shutters may be used on structures on Type A Lots. Window shutters shall be painted, stained wood, or fiberglass.

- ii. No reflective window coverings or treatments shall be permitted.

C. Roofing.

- i. Structures constructed on the Type A Lots shall have a composition, slate, clay tile or cement/concrete tile roof.
- ii. The color of the composition roof must appear to be weathered wood shingles, black or slate, unless such other color is approved by the Director of Development Services.
- iii. Composition roof shingles must be laminated and have a minimum warranty of 30 years.
- iv. The main roof pitch of any structure shall have a minimum slope of 8" in 12". Clay tile and cement/concrete tile roofs shall have a minimum slope of 3" in 12". Pitch ends shall be 100% guttered.

D. Garage Doors. Garage doors shall be constructed of either metal or wood.

E. Accessory Structures. Accessory structures shall be subject to the same exterior construction and architectural standards as the main dwelling.

2. Type B Lots: The architectural and building materials standards for Type B Lots are as follows:

A. Exterior Surfaces.

- i. The exterior facades of a main building or structure, excluding glass windows and doors, shall be constructed of one hundred percent (100%) masonry. Cementitious fiber board is considered masonry, but may only constitute fifty percent (50%) of the area for stories other than the first story. However, cementitious fiber board may not be used as a façade cladding material for portions of upper stories that are in the same vertical plane as the first story. Cementitious fiber board may also be used for architectural features, including window box-outs, bay windows, roof dormers, garage door headers, columns, chimneys not part of an exterior wall, or other architectural features approved by the Director of Development Services. For Courtyard Homes, exterior facades of a main building or structure, excluding glass windows and doors, shall be constructed of one hundred (100) percent masonry. Cementitious fiber board and siding is considered masonry. However, cementitious fiber board and siding may only be used as the primary exterior façade material in a limited number of Courtyard Homes in Phases 7F and 7G, with such limitation being thirty percent (30%) of the number of platted lots in Phases 7F and 7G.
- ii. The surface area of windows surrounded completely by brick may be included within the computation of the exterior brick, brick veneer, stone, or stone veneer wall area of a residence.

- iii. **Address Plaque.** A cast stone address plaque is required for each Type B Lot. The style of the cast stone address plaque shall be uniform throughout each section of development.
- iv. **Chimneys.** On Type B Lots, all exposed portions of the fire breast, flu and chimney shall be clad in cementitious lap siding, brick, stone or stucco. Chimneys located on an exterior wall must be 100% brick or stone.
- v. **Stucco.** Stucco on structures on Type B Lots shall be traditional 3-coat process cement plaster stucco.
- vi. **EIFS.** EIFS (Exterior Insulating and Finish Process) is not allowed on structures on Type B Lots.

B. Windows. All window framing on structures on Type B Lots shall be bronzed, cream, sand or white anodized aluminum, vinyl or wood.

- i. Window shutters may be used on structures on Type B Lots. Window shutters shall be painted, stained wood, or fiberglass.
- ii. No reflective window coverings or treatments shall be permitted.

C. Roofing.

- i. Structures constructed on the Type B Lots shall have a composition, slate, clay tile or cement/concrete tile roof.
- ii. The color of the composition roof must appear to be weathered wood shingles, black or slate, unless such other color is approved by the Director of Development Services.
- iii. Composition roof shingles must be laminated and have a minimum warranty of 30 years.
- iv. The main roof pitch of any structure shall have a minimum slope of 8" in 12". Clay tile and cement/concrete tile roofs shall have a minimum slope of 3" in 12". Pitch ends shall be 100% guttered.

D. Garage Doors. Garage doors shall be constructed of either metal or wood.

E. Accessory Structures. Accessory structures shall be subject to the same exterior construction and architectural standards as the main dwelling.

3. Type C Lots: The architectural and building materials standards for Type C Lots are as follows:

A. Exterior Surfaces.

- i. The exterior facades of a main building or structure, excluding glass windows and doors, shall be constructed of one hundred percent (100%) masonry. Cementitious fiber board is considered masonry, but may only

constitute fifty percent (50%) of the area for stories other than the first story. However, cementitious fiber board may not be used as a façade cladding material for portions of upper stories that are in the same vertical plane as the first story. Cementitious fiber board may also be used for architectural features, including window box-outs, bay windows, roof dormers, garage door headers, columns, chimneys not part of an exterior wall, or other architectural features approved by the Director of Development Services.

- ii. The surface area of windows surrounded completely by brick may be included within the computation of the exterior brick, brick veneer, stone, or stone veneer wall area of a residence.
- iii. **Address Plaque.** A cast stone address plaque is required for each Type C Lot. The style of the cast stone address plaque shall be uniform throughout each section of development.
- iv. **Chimneys.** On Type C Lots, all exposed portions of the fire breast, flu and chimney shall be clad in cementitious lap siding, brick, stone or stucco. Chimneys located on an exterior wall must be 100% brick or stone.
- v. **Stucco.** Stucco on structures on Type C Lots shall be traditional 3-coat process cement plaster stucco.
- vi. **EIFS.** EIFS (Exterior Insulating and Finish Process) is not allowed on structures on Type C Lots.

B. Windows. All window framing on structures on Type C Lots shall be bronzed, cream, sand or white anodized aluminum, vinyl or wood.

- i. Window shutters may be used on structures on Type C Lots. Window shutters shall be painted, stained wood, or fiberglass.
- ii. No reflective window coverings or treatments shall be permitted.

C. Roofing.

- i. Structures constructed on the Type C Lots shall have a composition, slate, clay tile, standing seam metal roof with a rating of at least 30 years, or cement/concrete tile roof.
- ii. The color of the composition roof must appear to be weathered wood shingles, black or slate, unless such other color is approved by the Director of Development Services.
- iii. Composition roof shingles must be laminated and have a minimum warranty of 30 years.
- iv. The main roof pitch of any structure shall have a minimum slope of 8" in 12". Clay tile and cement/concrete tile roofs shall have a minimum slope of 3" in 12". Pitch ends shall be 100% guttered.

- D. **Garage Doors.** Garage doors shall be constructed of either metal or wood.
 - E. **Accessory Structures.** Accessory structures shall be subject to the same exterior construction and architectural standards as the main dwelling.
4. **Type D Lots:** The architectural and building materials standards for Type D Lots are as follows:
- A. **Exterior Surfaces.**
 - i. The exterior facades of a main building or structure, excluding glass windows and doors, shall be constructed of one hundred percent (100%) masonry. Cementitious fiber board is considered masonry, but may only constitute fifty percent (50%) of the area for stories other than the first story. However, cementitious fiber board may not be used as a façade cladding material for portions of upper stories that are in the same vertical plane as the first story. Cementitious fiber board may also be used for architectural features, including window box-outs, bay windows, roof dormers, garage door headers, columns, chimneys not part of an exterior wall, or other architectural features approved by the Director of Development Services.
 - ii. The surface area of windows surrounded completely by brick may be included within the computation of the exterior brick, brick veneer, stone, or stone veneer wall area of a residence.
 - iii. **Address Plaque.** A cast stone address plaque is required for each Type D Lot. The style of the cast stone address plaque shall be uniform throughout each section of development.
 - iv. **Chimneys.** On Type D Lots, all exposed portions of the fire breast, flu and chimney shall be clad in cementitious lap siding, brick, stone or stucco. Chimneys located on an exterior wall must be 100% brick or stone.
 - v. **Stucco.** Stucco on structures on Type D Lots shall be traditional 3-coat process cement plaster stucco.
 - vi. **EIFS.** EIFS (Exterior Insulating and Finish Process) is not allowed on structures on Type D Lots.
 - B. **Windows.** All window framing on structures on Type D Lots shall be bronzed, cream, sand or white anodized aluminum, vinyl or wood.
 - i. Window shutters may be used on structures on Type D Lots. Window shutters shall be painted, stained wood, or fiberglass.
 - ii. No reflective window coverings or treatments shall be permitted.

C. Roofing.

- i. Structures constructed on the Type D Lots shall have a composition, slate, clay tile, standing seam metal roof with a rating of at least 30 years or cement/concrete tile roof.
- ii. The color of the composition roof must appear to be weathered wood shingles, black or slate, unless such other color is approved by the Director of Development Services.
- iii. Composition roof shingles must be laminated and have a minimum warranty of 30 years.
- iv. The main roof pitch of any structure shall have a minimum slope of 8" in 12". Clay tile and cement/concrete tile roofs shall have a minimum slope of 3" in 12". Pitch ends shall be 100% guttered.

D. Garage Doors. Garage doors shall be constructed of either metal or wood.

E. Accessory Structures. Accessory structures shall be subject to the same exterior construction and architectural standards as the main dwelling.

5. Type E Lots: The architectural and building materials standards for Type E Lots are as follows:

A. Exterior Surfaces.

- i. The exterior facades of a main building or structure, excluding glass windows and doors, shall be constructed of one hundred percent (100%) masonry. Cementitious fiber board may also be used for architectural features, including window box-outs, bay windows, roof dormers, garage door headers, columns, chimneys not part of an exterior wall, or other architectural features approved by the Director of Development Services.
- ii. The surface area of windows surrounded completely by brick may be included within the computation of the exterior brick, brick veneer, stone, or stone veneer wall area of a residence.
- iii. **Address Plaque.** A cast stone address plaque is required for each Type E Lot. The style of the cast stone address plaque shall be uniform throughout each section of development.
- iv. **Chimneys.** On Type E Lots, all exposed portions of the fire breast, flu and chimney shall be clad in cementitious lap siding, brick, stone or stucco. Chimneys located on an exterior wall must be 100% brick or stone.
- v. **Stucco.** Stucco on structures on Type E Lots shall be traditional 3-coat process cement plaster stucco.
- vi. **EIFS.** EIFS (Exterior Insulating and Finish Process) is not allowed on structures on Type E Lots.

B. Windows. All window framing on structures on Type E Lots shall be bronzed, cream, sand or white anodized aluminum, vinyl or wood.

- i. Window shutters may be used on structures on Type E Lots. Window shutters shall be painted, stained wood, or fiberglass.
- ii. No reflective window coverings or treatments shall be permitted.

C. Roofing.

- i. Structures constructed on the Type E Lots shall have a composition, slate, or tile roof.
- ii. The color of the composition roof must appear to be weathered wood shingles, black or slate, unless such other color is approved by the Director of Development Services.
- iii. Composition roof shingles must be laminated and have a minimum warranty of 30 years.
- iv. The main roof pitch of any structure shall have a minimum slope of 8" in 12". Clay tile roofs shall have a minimum slope of 3" in 12". Pitch ends shall be 100% guttered.
- v. A minimum of twenty-five percent (25%) of Type E Lots shall have a main roof pitch greater than 8:12.

D. Garages.

- i. Homes with two (2) single car width garage doors facing the street shall have such garage doors separated by a masonry column of no less than twelve inches (12") in width.
- ii. A minimum of fifty percent (50%) shall have two (2) single garage doors split by a masonry column.
- iii. Garage doors shall be constructed of wood, or a material that gives the appearance of a real wood door. Materials may consist of paint or stain grade wood (Cedar, Ash, Hemlock, etc.) or other material, including fiberglass or steel, that when stained or painted gives the appearance of a real wood door.
- iv. Two of the following garage door upgrades shall be incorporated:
 - (a) Carriage style door designs giving the appearance of a classic swing-open design with the flexibility of an overhead door operation
 - (b) Doors incorporating decorative hardware.
 - (c) Doors with windows.

- E. **Accessory Structures.** Accessory structures shall be subject to the same exterior construction and architectural standards as the main dwelling.
6. **Type F Lots:** The architectural and building materials standards for Type F Lots are as follows:
- A. **Exterior Surfaces.**
- i. The exterior facades of a main building or structure, excluding glass windows and doors, shall be constructed of one hundred percent (100%) masonry. Cementitious fiber board is considered masonry, but may only constitute fifty percent (50%) of the area for stories other than the first story. However, cementitious fiber board may not be used as a façade cladding material for portions of upper stories that are in the same vertical plane as the first story. Cementitious fiber board may also be used for architectural features, including window box-outs, bay windows, roof dormers, garage door headers, columns, chimneys not part of an exterior wall, or other architectural features approved by the Director of Development Services.
 - ii. The surface area of windows surrounded completely by brick may be included within the computation of the exterior brick, brick veneer, stone, or stone veneer wall area of a residence.
 - iii. **Address Plaque.** A cast stone address plaque is required for each Type F Lot. The style of the cast stone address plaque shall be uniform throughout each section of development.
 - iv. **Chimneys.** On Type F Lots, all exposed portions of the fire breast, flu and chimney shall be clad in cementitious lap siding, brick, stone or stucco. Chimneys located on an exterior wall must be 100% brick or stone.
 - v. **Stucco.** Stucco on structures on Type F Lots shall be traditional 3-coat process cement plaster stucco.
 - vi. **EIFS.** EIFS (Exterior Insulating and Finish Process) is not allowed on structures on Type F Lots.
- B. **Windows.** All window framing on structures on Type F Lots shall be bronzed, cream, sand or white anodized aluminum, vinyl or wood.
- i. Window shutters may be used on structures on Type F Lots. Window shutters shall be painted, stained wood, or fiberglass.
 - ii. No reflective window coverings or treatments shall be permitted.
- C. **Roofing.**
- i. Structures constructed on the Type F Lots shall have a composition, slate, clay tile, standing seam metal roof with a rating of at least 30 years or cement/concrete tile roof.

- ii. The color of the composition roof must appear to be weathered wood shingles, black or slate, unless such other color is approved by the Director of Development Services.
- iii. Composition roof shingles must be laminated and have a minimum warranty of 30 years.
- iv. The main roof pitch of any structure shall have a minimum slope of 8" in 12". Clay tile and cement/concrete tile roofs shall have a minimum slope of 3" in 12". Pitch ends shall be 100% guttered.

D. Garage Doors. Garage doors shall be constructed of either metal or wood.

E. Accessory Structures. Accessory structures shall be subject to the same exterior construction and architectural standards as the main dwelling.

7. Exterior Façade Building Materials for Multifamily Uses. All buildings within a multifamily development shall have an exterior finish of stone, stucco, brick, tile, concrete, glass or similar materials or any combination thereof. The use of cementitious fiber board as a primary exterior building material shall be limited to a maximum of fifteen percent (15%) of the total exterior wall surfaces. All exterior finishes of buildings within a multifamily development shall have a minimum of ten percent (10%) stone accents.

8. Exterior Façade Building Materials for Townhome Uses. All buildings within a townhouse development shall have an exterior finish of stone, stucco, brick, tile, concrete, glass or similar materials or any combination thereof. The use of cementitious fiber board as a primary exterior building material shall be limited to a maximum of fifteen percent of the total exterior wall surfaces. All exterior finishes of buildings within a townhouse development shall have a minimum of ten percent (10%) stone accents.

9. Exterior Façade Building Materials for Non-Residential Uses. All main buildings shall have an exterior finish of stone, stucco, brick, tile, concrete, glass or similar materials or any combination thereof. Cementitious fiber board may only be used as an accent material subject to 10% of a façade.

NOTE: For purposes of this Agreement, "masonry" shall mean stone, stucco, brick, tile, concrete, glass or similar materials of any similar material approved by the Town's Director of Development Services.