EXHIBIT B FINAL DEVELOPMENT PLAN Lexington Commons

- A. Contents This urban final development plan includes information and regulations per the following sections:
 - General Provisions
 - Land Uses
 - Development Regulations
 - Pedestrian and Bicycle Circulation
 - Landscape Requirements
 - Freestanding Signs
 - Building and Parking Structure Regulations
 - Exterior Equipment and Service Areas

B. General Provisions

- 1. The planned development district (PD) approved herein must be constructed, developed, and maintained in compliance with this ordinance and other applicable ordinances of the City.
- 2. If any provision or regulation of any City ordinance applicable in a B-O (Business Office) zoning district is not contained in this ordinance, all the regulations contained in the Development Code applicable to the B-O zoning district in effect on the effective date of this ordinance apply to this PD as though written herein, except to the extent the City regulation or provision conflicts with a provision of this ordinance.
- 3. The PD shall be developed in accordance with the following exhibits that are attached to and made part of this Final Development Plan:

Exhibit A:	Lexington Commons, Acres 8.041 - Metes and Bounds
Exhibit B:	Final Development Plan
Exhibit B-1:	Location Map
Exhibit B-2:	Site Layout Plan
Exhibit B-2T:	Site Layout Plan, includes TxDot curb cut
Exhibit B-3:	Permitted Uses
Exhibit B-4:	Perimeter Setbacks and Buffer
Exhibit B-4T:	Perimeter Setbacks and Buffer, includes TxDot curb cut
Exhibit B-5:	Pedestrian Circulation
Exhibit B-5T:	Pedestrian Circulation, includes TxDot curb cut
Exhibit B-6:	Landscape Plan
Exhibit B-6T:	Landscape Plan, includes TxDot curb cut
Exhibit B-7:	Plant List
Exhibit B-8:	Freeway Signage Plan
Exhibit B-8T:	Freeway Signage Plan, includes TxDot curb cut
Exhibit B-9:	Conceptual Elevations – Garage 1
Exhibit B-10:	Conceptual Elevations – Garage 2

- 4. As shown on Exhibit B-1, Location Map, the Lexington Commons PD encompasses 8.041 acres adjacent to Ditch "H" that extends from Lexington Boulevard to Interstate Highway 69. The entire Lexington Commons project is intended to yield a high-end, mixed-use development with Class A office buildings, retail, restaurant, and entertainment uses centered on a pedestrian oriented urban core.
- 5. Except as otherwise provided herein, the words used in this final development plan have the meaning established by the Development Code. In this ordinance:

Class A Office means an investment-grade property with the highest quality construction and workmanship, materials and systems, significant architectural features, the highest quality finish and trim, abundant amenities, and first-rate maintenance and management.

Director means the person designated or assigned by the City Manager to administer the zoning regulations or any other provisions of the Code. Director includes any person authorized to perform the duties of the Director.

Ditch H means the drainage channel and levee that adjoin the east boundary of the PD.

Offset means either an abrupt change in the dimension or profile of a building wall, or a horizontal ledge on the face of a wall formed by the diminution of its thickness above.

Open Space means the portion of all land contained within the PD that is not covered by buildings, parking lots, driveways, improved pedestrian areas (outside of publicly accessible plazas), or other impermeable material.

PD means the planned development district created by this ordinance.

Pavers mean colored interlocking bricks, tiles, stones, blocks, or concrete masonry units.

- 6. Site development shall be comprised of three office buildings, two parking garages and surface parking areas, constructed as shown on Exhibit B-2 and Exhibit B2-T, *Site Layout Plan.*
- 7. First floor retail and services may be located in parking garage 2, as exampled in Figure 1, and professional buildings, as exampled in Figure 2.



Figure 2



- 8. Maximum development for the PD is 269,000 square feet, which includes all buildings and retail on the first floor of Garage 2.
- 9. In order to accommodate medical offices in all buildings, required parking shall be provided at the ratio of one space per 200 square feet (1:200) of building.

C. Land Uses

- 1. Permitted land uses, as defined in the Development Code, are listed in Exhibit B-3, *Permitted Uses*. All other land uses are prohibited.
- 2. Fleet vehicle storage is prohibited.
- 3. Outdoor storage is prohibited for all permitted uses.
- 4. Drive-thru lanes are prohibited for all permitted uses.
- **D. Development Regulations** The PD shall be developed in accordance with the following development regulations:
 - 1. Building and parking garage heights fronting Ditch H:
 - (a) Maximum building height for Buildings 1 and 2 shall be 35 feet above ground level.
 - (b) Maximum height for Parking Garage 1 shall be 55 feet above ground level. Exhibit B-9, *Conceptual Elevations.*
 - 2. Building and parking garage heights not fronting Ditch H:
 - (a) Maximum building height for Building 3 shall be 90 feet above ground level.
 - (b) Maximum height for Parking Garage 2 shall be 90 feet above ground level. Exhibit B-10, *Conceptual Elevations.*
 - 3. Minimum building setbacks along lot lines abutting the following, as shown on Exhibit B-4 and B-4T, *Perimeter Setbacks and Buffer:*

(a) Interstate Highway 69:	35 feet		
(b) Lexington Boulevard:	20 feet		
(c) Ditch H:	34 feet per existing easements		
(d) Interior side and rear lot lines:	20 feet		
Parking lot setbacks:			
(a) Interstate Highway 69:	35 feet		
(a) interstate ingriway 05.	55 1661		
(b) Lexington Boulevard:	20 feet		

34 feet per existing easements

- (c) Ditch H:
- (d) Interior side and rear lot lines: 20 feet
- 5. Paving:

4.

- (a) All parking lots and vehicular use areas must be constructed of concrete.
- (b) Driveways may be constructed, or paved with interlocking, multicolored pavers supported by a 6-inch reinforced concrete tray and a sub-grade per City design standards.
- E. Pedestrian and Bicycle Circulation The PD shall be developed in accordance with Exhibit B-5 and Exhibit B-5T, *Pedestrian Circulation*, and the following pedestrian and bicycle circulation regulations:
 - 1. A 14-foot wide pedestrian access easement shall be provided along Interstate Highway 69 within the required landscape buffer.
 - 2. As part of development, a pedestrian plaza, as exampled in Figure 3, shall be provided in a centralized location within the development. The plaza shall include a minimum size of 500 square feet, decorative paving pattern and lighting, and at least 2 benches, 2 street trees and 3 bicycle parking spaces.



- 3. Pedestrian walkways shall be provided in accordance with the following criteria:
 - (a) Connect a primary building entrance to the Lexington Boulevard sidewalk
 - (b) Connect walkways from building entrance to adjacent parking garage
 - (c) Minimum 5-foot width

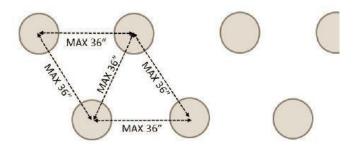
- (d) Readily visible and free of encroachment by parked vehicles
- (e) Paved with concrete or other masonry products differentiated from the driveway and parking area through the use of color, texture, and materials
- (f) Predominantly shaded with street trees at one per 30 linear feet of walkway, or building canopies
- (g) Lighted with pedestrian-scaled fixtures not less than one per pedestrian walkway and shall not exceed 15 feet in height. Location and quantity to be determined at site plan review.
- (h) At least one pedestrian walkway shall be provided to connect each building to the pedestrian plaza, which shall be constructed in Phase 1.
- 4. Bicycle parking:
 - (a) On-site parking spaces for bicycles shall be provided within 50 feet of a public entrance to a building.
 - (b) Minimum three (3) bicycle parking spaces per office building
 - (c) Bicycle parking spaces shall not encroach into any sidewalk or other pedestrian walkway as required herein.
 - (d) Bicycle parking spaces shall include racks with a minimum number of three (3) spaces in any one location. Lockers, or other structures intended for parking bicycles may be utilized for supplemental bicycle parking.
 - (e) Racks shall be designed to support the bicycle upright in two places on the bicycle frame.
 - (f) Bicycle parking shall be provided in the pedestrian plaza as specified above in Section E.2.
- F. Landscape Requirements The PD shall be developed as shown on Exhibit B-6 and Exhibit B-6T, Landscape Plan, and in accordance with the following landscape regulations:
 - 1. Minimum on-site landscape buffer widths along lot lines abutting the following, as shown on Exhibit B-4 and Exhibit B-4T, *Perimeter Setbacks and Buffer*:

(a) Interstate Highway 69:	35 feet
(b) Lexington Boulevard:	20 feet
(c) Ditch H:	34 feet per existing easements
(d) Interior side and rear lot lines:	20 feet

- 2. Required landscape buffers may include vehicular driveways perpendicular to the length of the buffer, freestanding signs, sidewalks, and pedestrian walkways. Buffers may also be used for future transit stops.
- 3. Minimum open space of 15%, inclusive of landscape buffers.
- 4. Shade trees:
 - (a) Along Highway 69, one tree shall be located in the required landscape buffer for each 30 feet of highway frontage, or portion thereof, measured along the right-of-way line.
 - (b) Along Lexington Boulevard, one tree shall be located in the required landscape buffer for each 30 feet of street frontage, or portion thereof, measured along the right-of-way line.

- (c) Along the western property line adjacent to the Board of Regents of the University of Texas System, one tree shall be located for each 30 feet or portion thereof, measured along the property line.
- (d) Along the eastern property line adjacent to Ditch H, one tree shall be located for each 30 feet or portion thereof, measured along the property line. Such trees shall be placed outside the existing utility easement containing overhead electric lines.
- (e) Required trees may be clustered or spaced linearly; they need not be placed evenly.
- (f) All shade trees within the PD, including those required within internal parking lots per Chapter 2, Article XV, Landscaping and Screening Regulations, shall have a minimum 4-inch caliper and minimum 10-foot height as measured at ground level when planted.
- (g) Parking garage shade trees shall be planted along the exterior wall for every 30 linear feet of the length of the structure not screened from public view by other structures.
- 5. On-site parking, adjacent to perimeter landscape buffers, shall have a continuous hedge of a minimum 3-foot height at time of planting to screen the parking lot from the adjacent road or property.

As shown in Figure 4, shrubs for screening and buffering must be planted in a double row 36 inches tall at the time of planting and planted with triangular centers no greater than 36 inches on center. When used for required screening, the shrubs must be planted and maintained to form a continuous, unbroken, solid, visual screen within one year of planting, unless providing for a sidewalk or pedestrian walkway.



- 6. Plant species used to satisfy the requirements of the PD shall be those listed on Exhibit B-7, *Plant List*.
- 7. Landscape irrigation shall include drip irrigation in designated areas and a water-saving irrigation programmer, to minimize usage and reduce waste.
- 8. All utility lines shall be located underground save and except required ground-mounted equipment and the existing overhead lines along Interstate Highway 69 and Ditch H.
- **G. Freestanding Signs** Signs within the PD shall be permitted in accordance with the following regulations:
 - 1. Freestanding signs fronting on Interstate Highway 69, as shown on Exhibit B-8 and Exhibit B-8 T, Freeway Signage Plan:

(a)	Maximum effective area:	150 square feet
(b)	Maximum height:	12 feet
(c)	Number per feet of frontage:	1 per 250 feet
(d)	Minimum spacing between signs:	250 feet
(e)	Minimum setback:	10 feet from property line
(f)	Maximum number of signs:	2

- 2. Each business within the PD shall be restricted to displaying signage on no more than one single freestanding sign along Interstate Highway 69 or Lexington Boulevard.
- 3. All information on one supporting structure is counted as one sign for purposes of applying the regulations on the number of freestanding signs allowed on any one property.
- 4. Exterior finishes for freestanding signs are shown on Exhibit B-8 and Exhibit B-8T, *Freeway Signage Plan*.
- 5. Additional regulations on freestanding signs within the Development Code, Section 4-24, remain applicable.
- 6. Except as provided in this PD, signage shall comply with Chapter 4 of the Development Code.
- **H. Building and Parking Structure Regulations** Buildings and parking structures within the PD shall be developed in accordance with the following regulations:
 - 1. Building design criteria and features:
 - (a) As shown in Figure 5, all building facades shall include offsets, changes in building materials, colors and textures, and architectural detailing that creates shade and cast shadows.
 - (b) Clear glass is required in all storefronts.

Figure 5



DECORATIVE EAVES AND ARCHITECTURAL DETAILS THAT PROVIDE INTEREST AND SCALE

(c) Facades greater than 100 feet in length that face Interstate Highway 69 or Lexington Boulevard shall incorporate offsets and fenestrations having a minimum depth of 2 feet and extending at least 20% of the length of the façade. No uninterrupted length of a façade shall exceed 100 feet.

(d) As exampled in Figures 6 and 7, canopies and recessed entries shall be provided at primary pedestrian entrances to a building. Canopies may be structural extensions of the building or constructed of fabric attached to the building. An individual canopy shall cover a ground area of at least 20 square feet. A recessed entry shall be at least 40 square feet in size.



Figure 6

Figure 7

- (f) All facades of an individual building and the facades of multiple buildings within a single development shall be of similar architectural design, color, and materials.
- (g) The Director may approve alternative canopy or façade treatments not specified herein if the Director determines that the alternative canopy or façade treatment is substantially equal to or better than a specified requirement in quality, durability, and appearance and the use thereof will not violate any provision of this article.
- (h) The front façade of the first floor of a retail building shall be at least 60% transparent as shown in Figure 8 by means of storefronts, entrances, and display windows in order to permit visibility between the building occupants and outdoor pedestrians and motor vehicle drivers.



- 2. Building façade finishes:
 - (a) As shown in Figure 9, Primary Finish means an exterior finish consisting of brick, stone (natural, cast, or cultured-textured), glass, and architecturally finished concrete panels.
 - (b) Primary Finishes shall comprise at least 85% of each facade. The remaining portion of an exterior wall that is not constructed of a Primary Finish must be constructed of a Secondary Finish.
 - (c) Secondary Finish means an exterior finish consisting of wood, ceramic tiles, concrete masonry units (indented, hammered, or split face concrete), stucco and fiber cement siding.

Figure 9



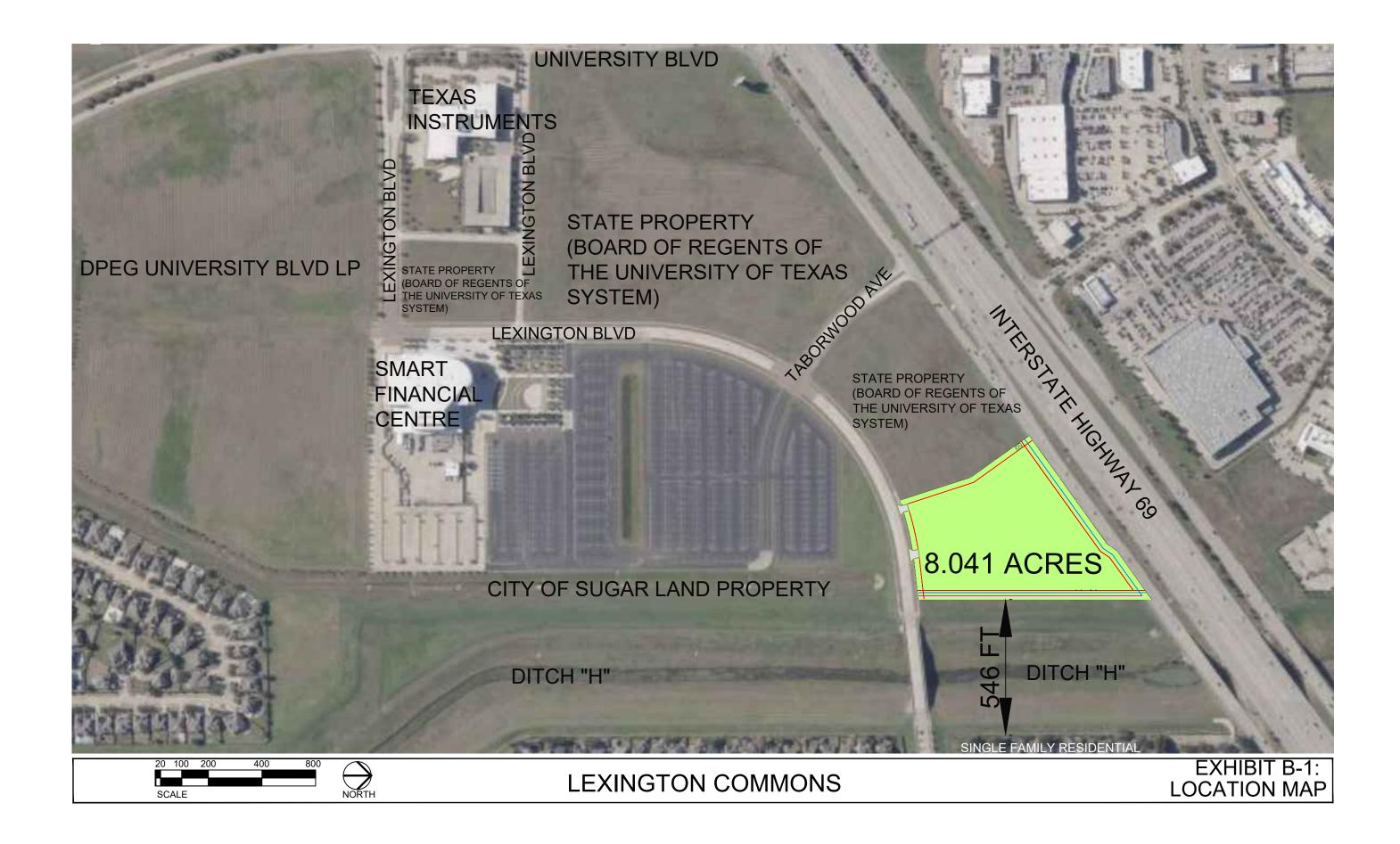
NO SINGLE BUILDING FINISH MATERIAL SHALL COVER MORE THAN 80% OF THE FRONT FACADE

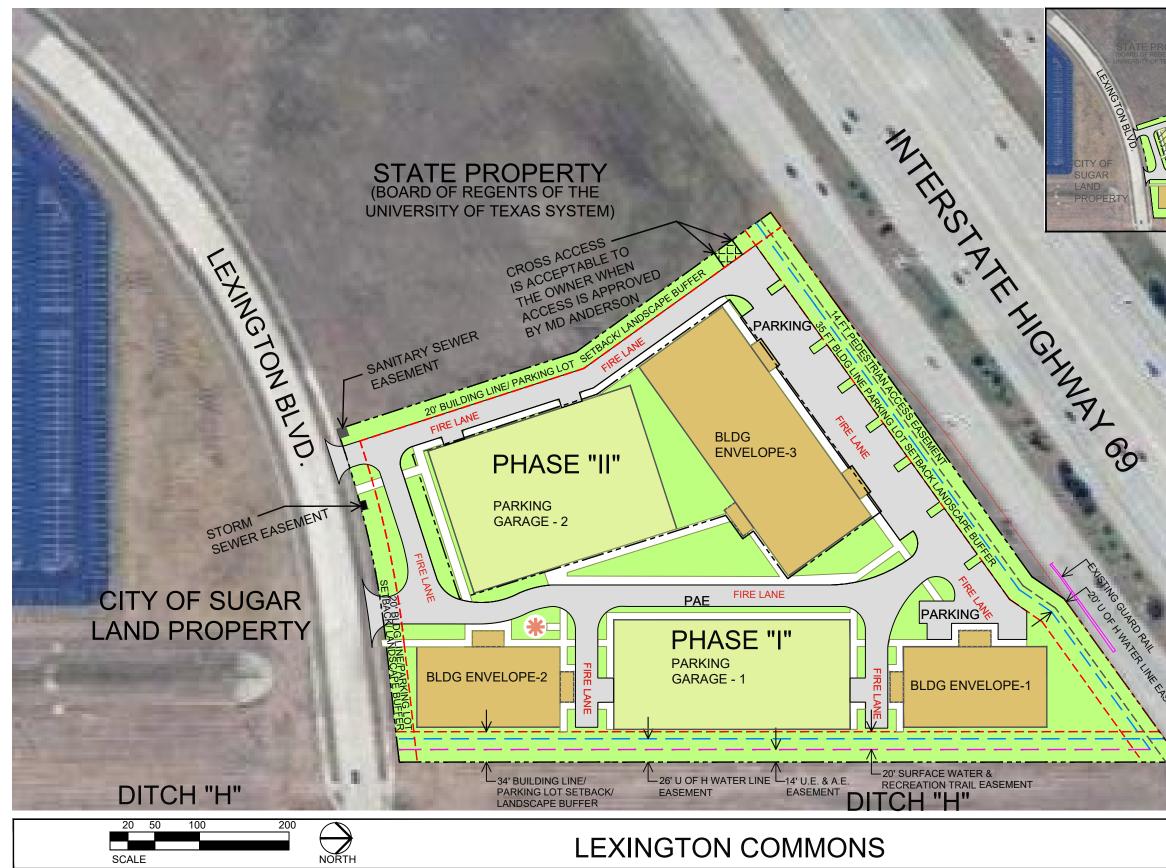
- (d) Secondary Finishes shall comprise no more than 15% of the façade for any building.
- (e) No single, primary building finish material shall cover more than 80% of the front of any building, as shown in Figure 9.
- (f) Unless approved by the Director, the use of architectural metals is limited to canopies, parapet walls, roof systems, and miscellaneous trim work, and such use shall meet the durability standards of the Development Code.
- (g) The following building materials shall not be used for a Primary or Secondary Finish:
 - (i) Vinyl siding, wood fiber hardboard siding, oriented strand board siding, plastic, or fiberglass panels.
 - (ii) Unfired or underfired clay, sand, or shale brick.
 - (iii) Smooth or un-textured concrete surfaces.
 - (iv) Exterior Insulated Finish Systems (E.I.F.S.).
- (h) The director may approve alternative Primary or Secondary Finishes not specified in this article if the Director determines that the alternative finish is substantially equal to or better than a specified Primary or secondary Finish in quality, durability, and appearance and the use thereof will not violate any provision of this article.
- 3. Parking Structure:
 - (a) The parking structure is to be properly illuminated, provide both vehicular and pedestrian traffic ease of ingress and egress.
 - (b) The exterior walls of the parking structures that face both Lexington Blvd and Ditch H will consist of glass windows and brick as shown on Exhibit B-9 and Exhibit B-10, *Conceptual Elevations*.
 - (c) All other parking structure requirements are defined in Article XI of the City of Sugar Land Development Code

I. Exterior Equipment and Service Areas – As exampled in Figures 10, 11 and 12, exterior equipment and services areas shall be developed in accordance with the following regulations:



- 1. Exterior Equipment and Service Siting and Screening:
 - (a) Service and Equipment Areas must be oriented toward service drives and away from street or highway right-of-way unless adequately screened.
 - (b) Service and Equipment Areas must be visually and acoustically screened from primary building entrances and adjacent land uses.
 - (c) Screening shall consist of wing walls, landscape screens, changes in building orientation, and/or other architectural elements that provide sufficient barrier.
 - (d) Screening shall extend a minimum of 12 inches above the object being screened.
 - (e) Screening walls, wing walls, columns, and similar building extensions and supports shall be of complementary architectural design, color and materials as the building or structure to which they are attached.
- 2. Mechanical and Utility Equipment Siting and Screening:
 - (a) Mechanical and utility equipment must be placed in the most inconspicuous location possible.
 - (b) Such equipment shall be located internally along or near rear access drives, parking spaces or rear-facing facades.
 - (c) Ground-mounted mechanical equipment must be screened with architecturally integral wing walls and/or landscape planting, or another acceptable screening device.
 - (d) Where building mounted utility equipment cannot be placed behind screens or other barriers and is visible from the street or highway right-of-way, it must be treated such that it blends into the context of the adjacent façade materials.
 - (e) Utility boxes taller than 2 feet may not be placed in an intersection clear vision area or interfere with the use of access drives, sidewalks or other vehicular or pedestrian paths.





MIERSTATE HIGHNARY PHASE DITCH "H LEGEND BLDG ENVELOPE NATER LINE EASTMENT PARKING GARAGE PEDESTRIAN PLAZA EXHIBIT B-2: SITE LAYOUT PLAN

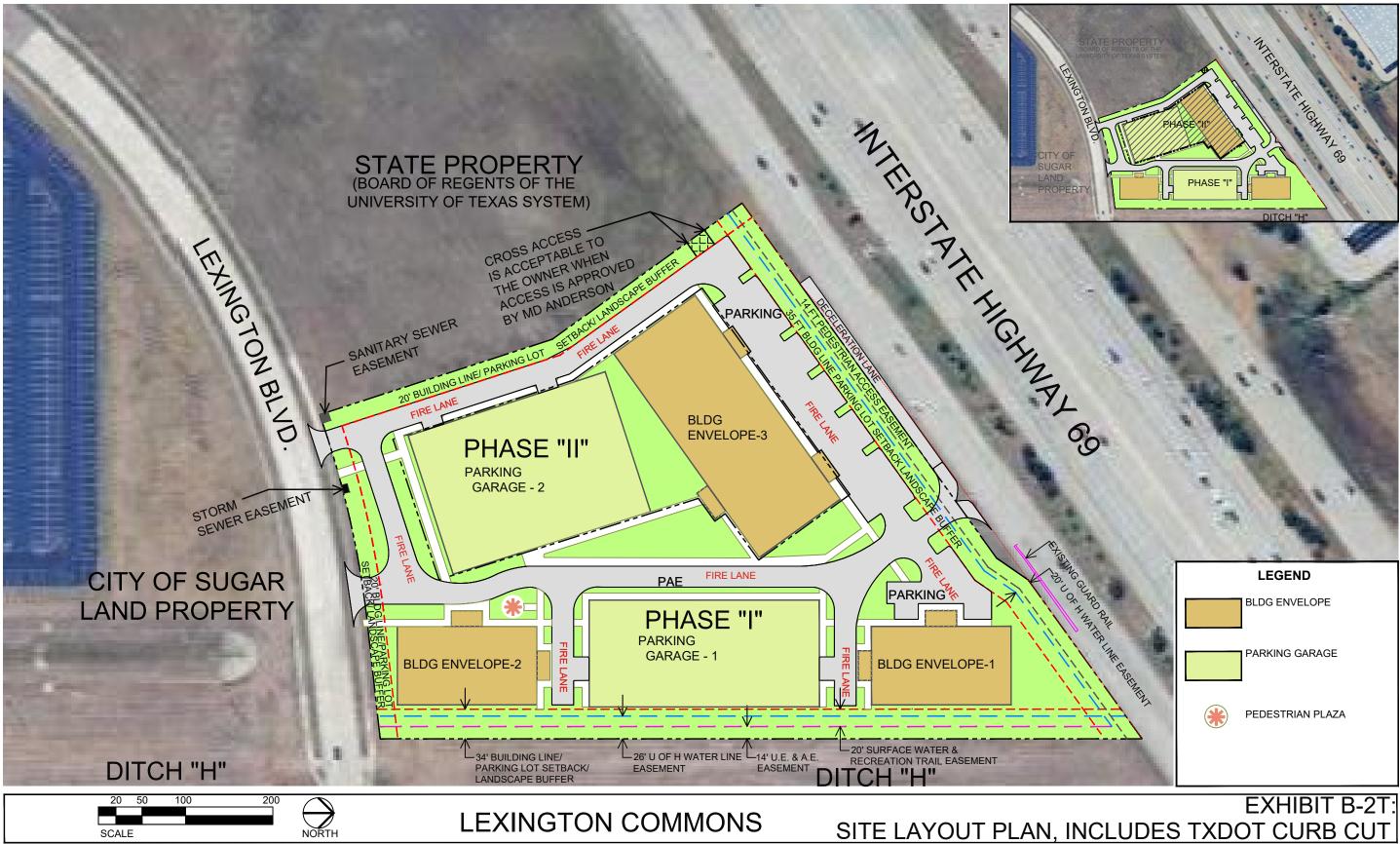


EXHIBIT B-3 Permitted Uses for Lexington Commons

Institutional

School, College and University

- 1. Private Only
- 2. Permitted only within an office building
- 3. No dormitories or other form of student housing
- School, Vocational

<u>Office</u>

Call / Message Center Professional Office, Neighborhood Professional Office, Regional

<u>Retail</u>

Bar Retail Sales, Small Restaurant, With No Drive-In or Drive-Thru Service Wine Bar

<u>Services</u>

Animal Services, Boarding / Day Care Animal Services, Small Animals Assembly Facility, Banquet / Event Center Child Care Facility, Daycare in accordance with the following requirements:

- 1. Permitted only as an accessory use within an office building
- 2. Be developed in accordance with an approved traffic circulation plan and traffic study to include on-site queuing
- 3. Provide dedicated outside or inside recreation areas, which exclude retrofitted parking lots

Cleaning, Dry Cleaners Pick-Up & Drop-Off Clinic, Drug and Alcohol Treatment Financial Institution without Drive-Thru Fitness Center, Indoor Fitness Instruction Fitness Center, Small Medical and Dental Laboratory Medical, Dental, or Therapist Clinic / Office Permanent Makeup Personal Services Place of Worship 1. Permitted only as an accessory use within an office building

2. 2,000 square foot limit per building

Research, Life Sciences and Healthcare

Research, Research and Testing Laboratory

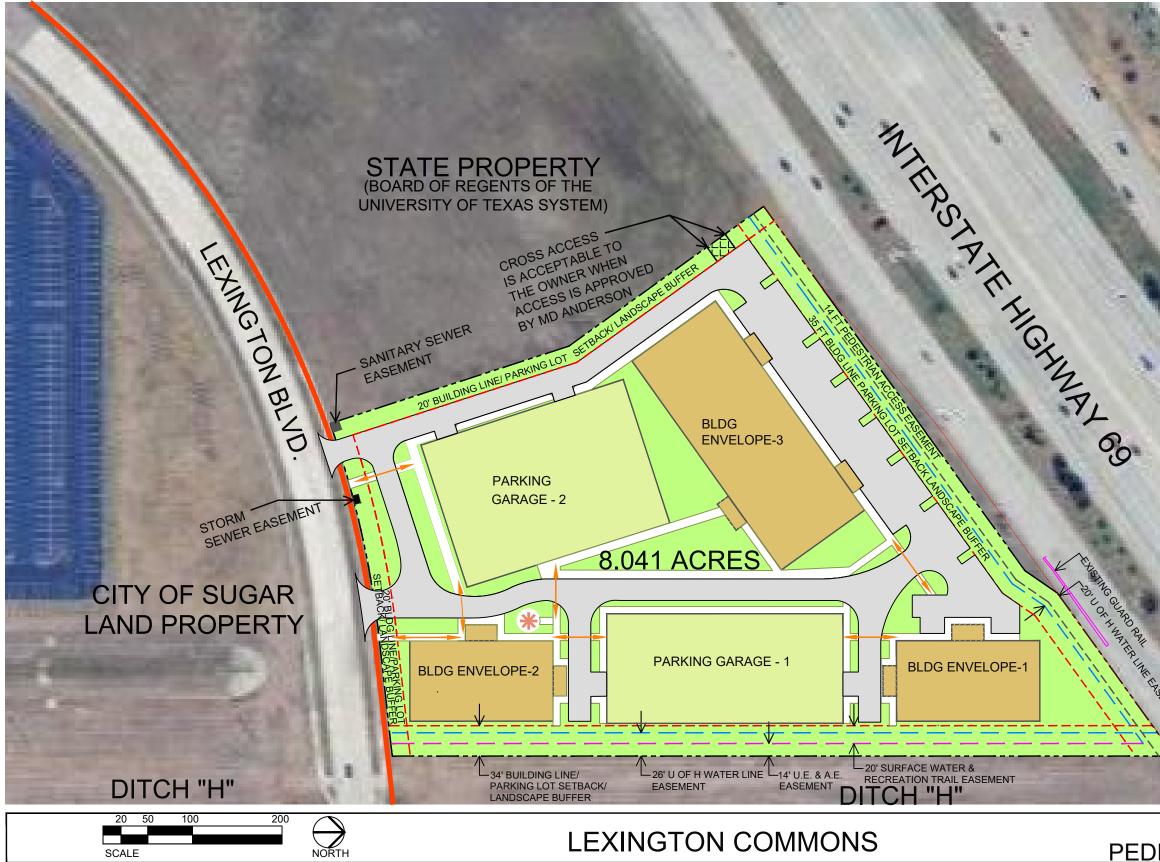
Research, Technology Development

Studio, Glass or Ceramics



PERIMETER SETBACKS AND BUFFER





LEGEND BLDG ENVELOPE PARKING GARAGE IARD RA F H WATER LINE EASEMENT PEDESTRIAN PLAZA PROPOSED 5 FT PEDESTRIAN WALKWAY WITHIN LEXINGTON COMMONS EXISTING 8 FT PEDESTRIAN SIDEWALK ALONG LEXINGTON BLVD EXHIBIT B-5:

EXHIBIT B-5: PEDESTRIAN CIRCULATION







EXHIBIT B-7 Plant List for Lexington Commons

The following is a list of approved trees and shrubs. Alternative plants not specified in this list may be approved by the Director if determined that an alternative is substantially equal to or better than a specified material and the use will not violate any provision of the PD:

Shade Trees:

Bald Cypress – Taxodium distichum Bosque Elm – Ulmus parvifolia 'Bosque' Bur Oak – Quercus macrocarpa Cedar Elm – Ulmus crassifolia Drake Elm – Ulmus parvifolia 'Drake' Live Oak – Quercus virginiana Shumard Oak – Quercus shumardii Magnolia – Magnolia sp. Monterrey Oak – Quercus polymorpha Pecan – Carya illinoinensis Sweetgum – Liquidambar styraciflua Water Oak – Quercus nigra

Small & Ornamental Trees:

American Holly – Ilex opaca Bradford Pear – Pyrus calleryana 'Bradford' Crape Myrtle – Lagerstroemia sp. Redbud – Cercis canadensis Yaupon Holly – Ilex vomitoria Evergreen Chinese Elm – Ulmus parvifolia

Evergreen Shrubs for Screening and Buffering:

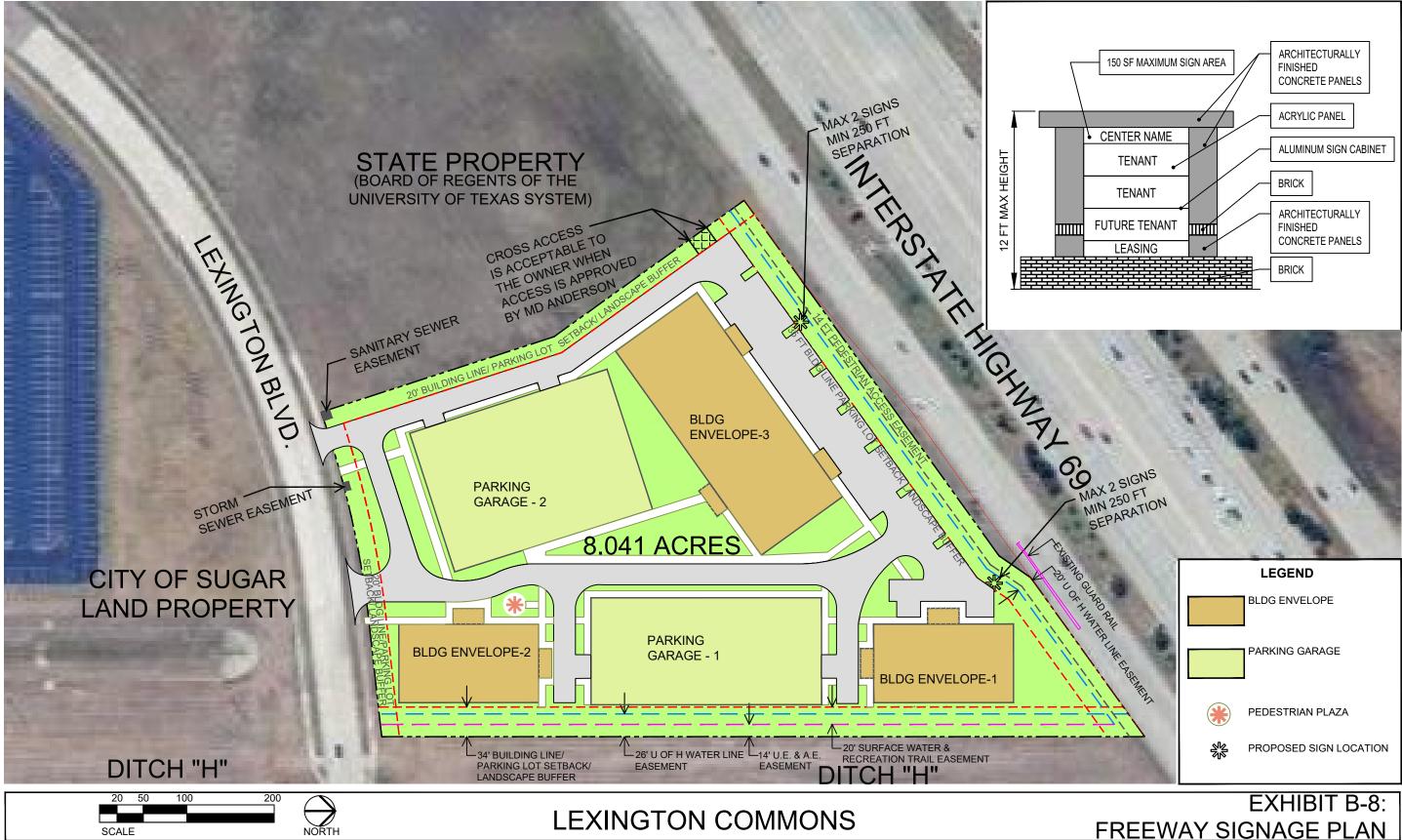
Burford Holly – Ilex cornuta 'Bufordii' Fraser's Photinia – Photinia Fraseri Oleander – Nerium oleander sp. Yaupon Holly – Ilex vomitoria Southern Wax Myrtle – Myrica cerifera Indian Hawthorn – Rhaphiolepis indica

Shrubs for Mass Plantings:

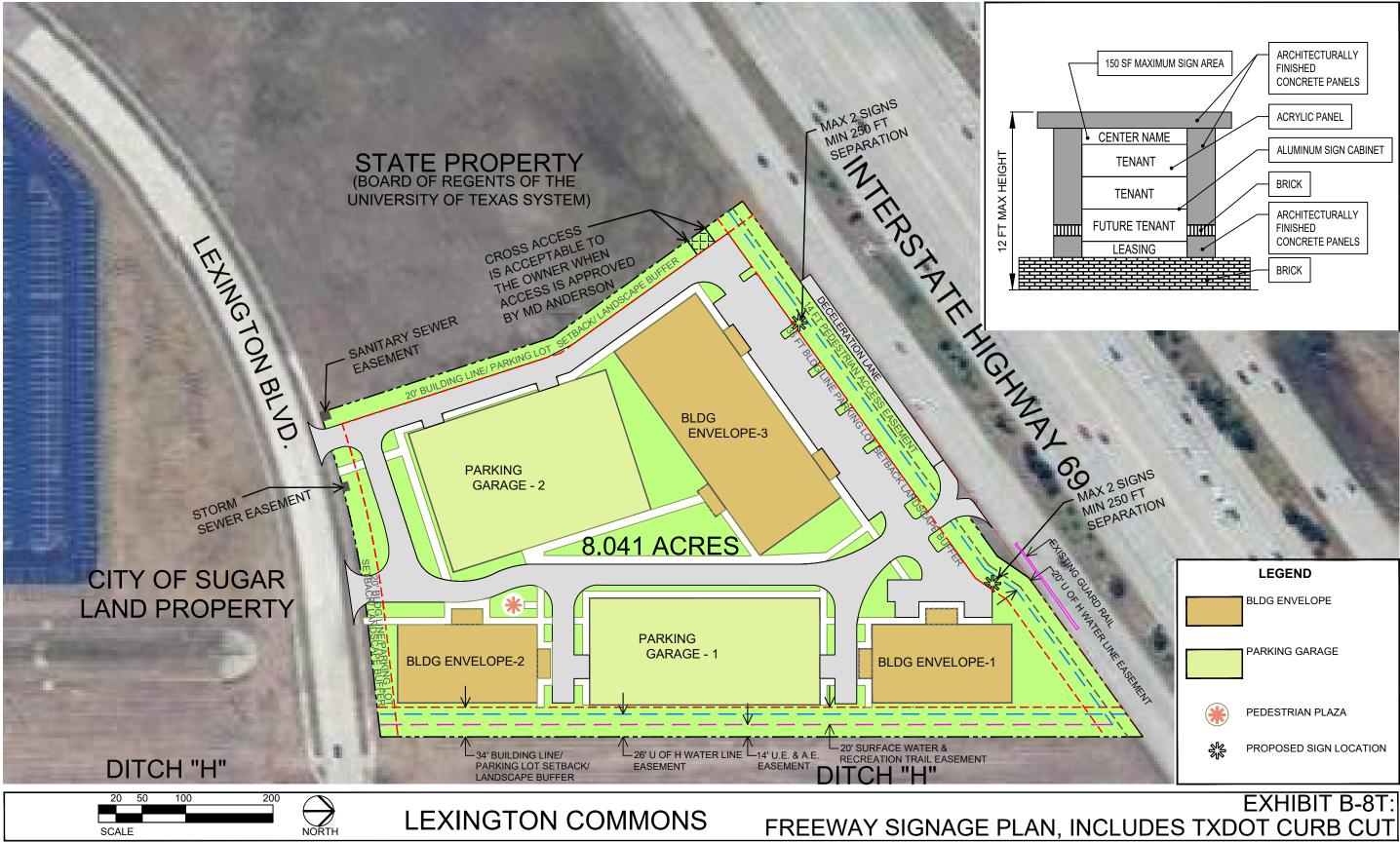
Azalea – Rhododendron sp. Abelia – Abelia x grandiflora Barberry – Berberis thunbergii 'atropurpurea' Butterfly Iris – Dietes grandiflora Dwarf Wax Myrtle – Myrica cerifera var. pumila Dwarf Pittosporum – Pittosporum tobira wheeleri Fatsia – Fatsia japonica Fringe Flower – Loropetalum chinense Hollies – Hollies sp.

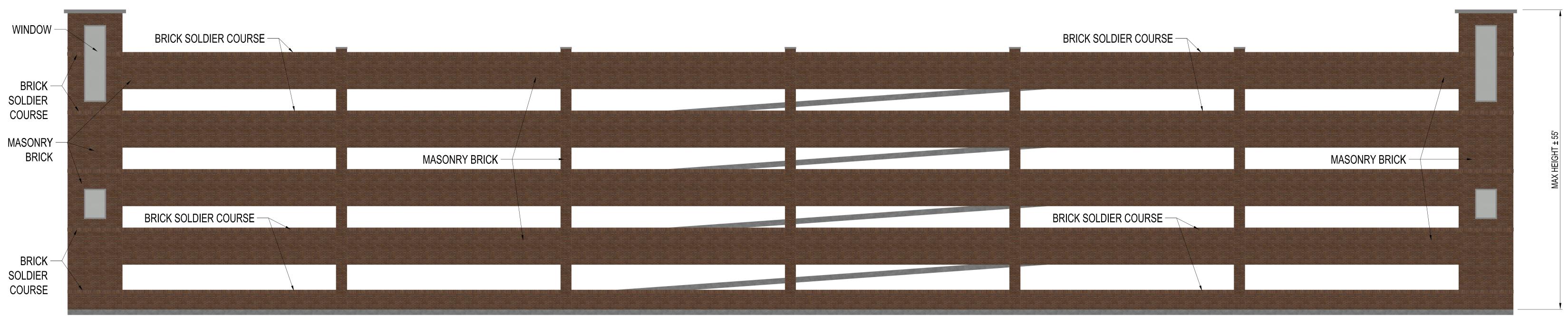
Shrubs for Mass Plantings continued:

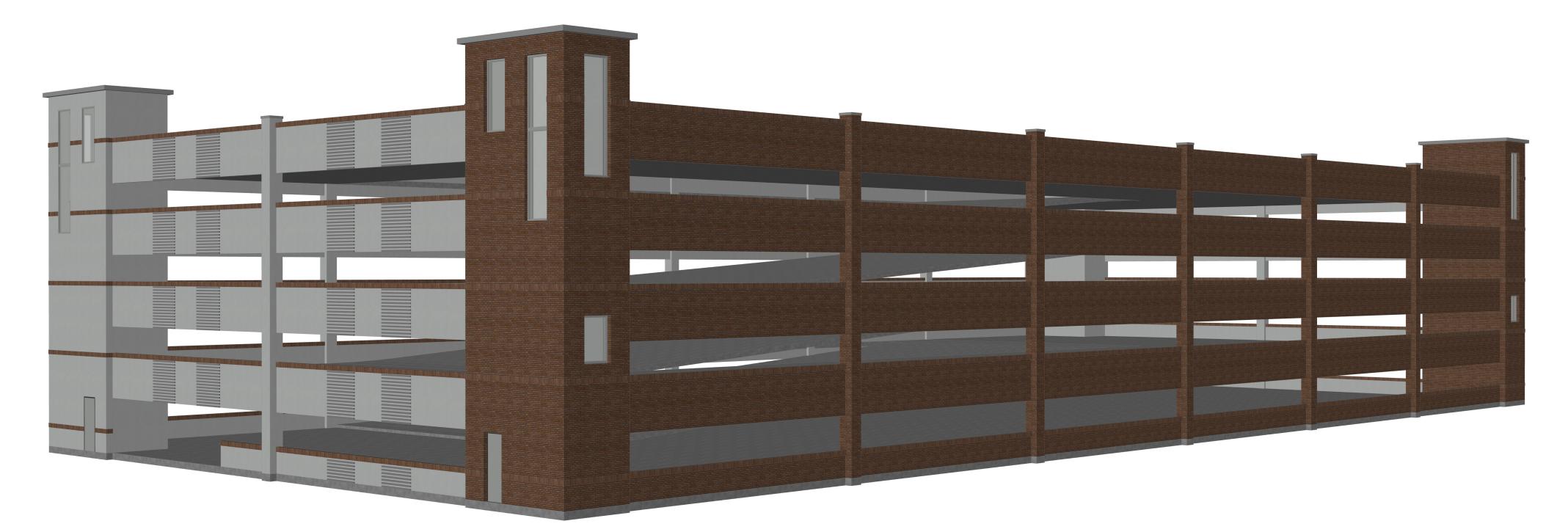
Indian Hawthorne – Raphiolepis indica Muhly Grass – Muhlenbergia sp. Nandina – Nandina sp. Nandina – Nandina sp. Pigmy Date Palm – Phoenix roebelenii Pindo Palm – Butia capitata Rosemary – Rosmarinus officinalis Sago Palm – Cycas revoluta Variegated Pittosporum – Pittosporum tobira variegata



FREEWAY SIGNAGE PLAN







ALL BRICK, STONE, AND PRE-CAST CONCRETE ARE CONSISTANT WITH MATERIALS USED THROUGHT TELFAIR.

LEXINGTON COMMONS

NOTE:

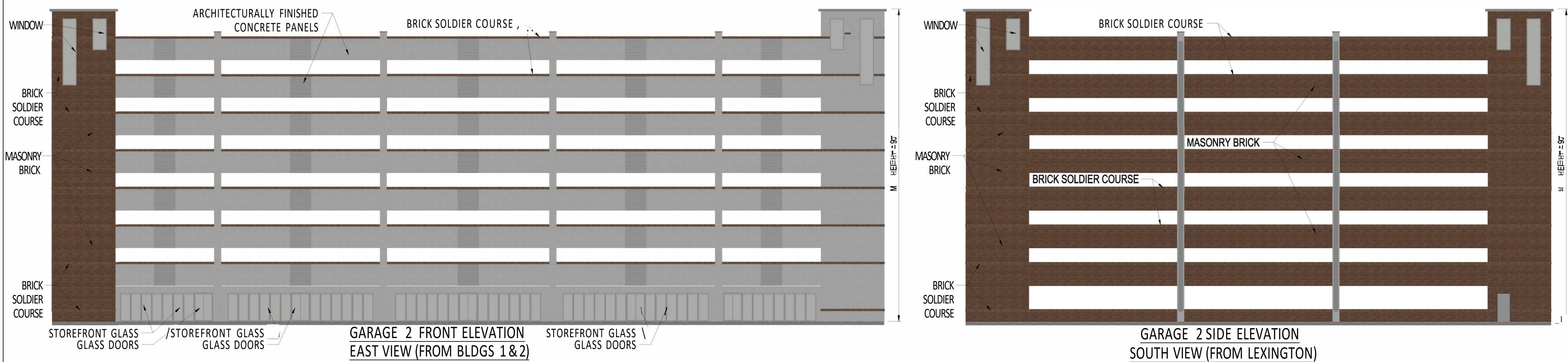
GAEAGE 1 REAR ELEVATION - EAST VIEW (VIEW FROM DITCH 'H')

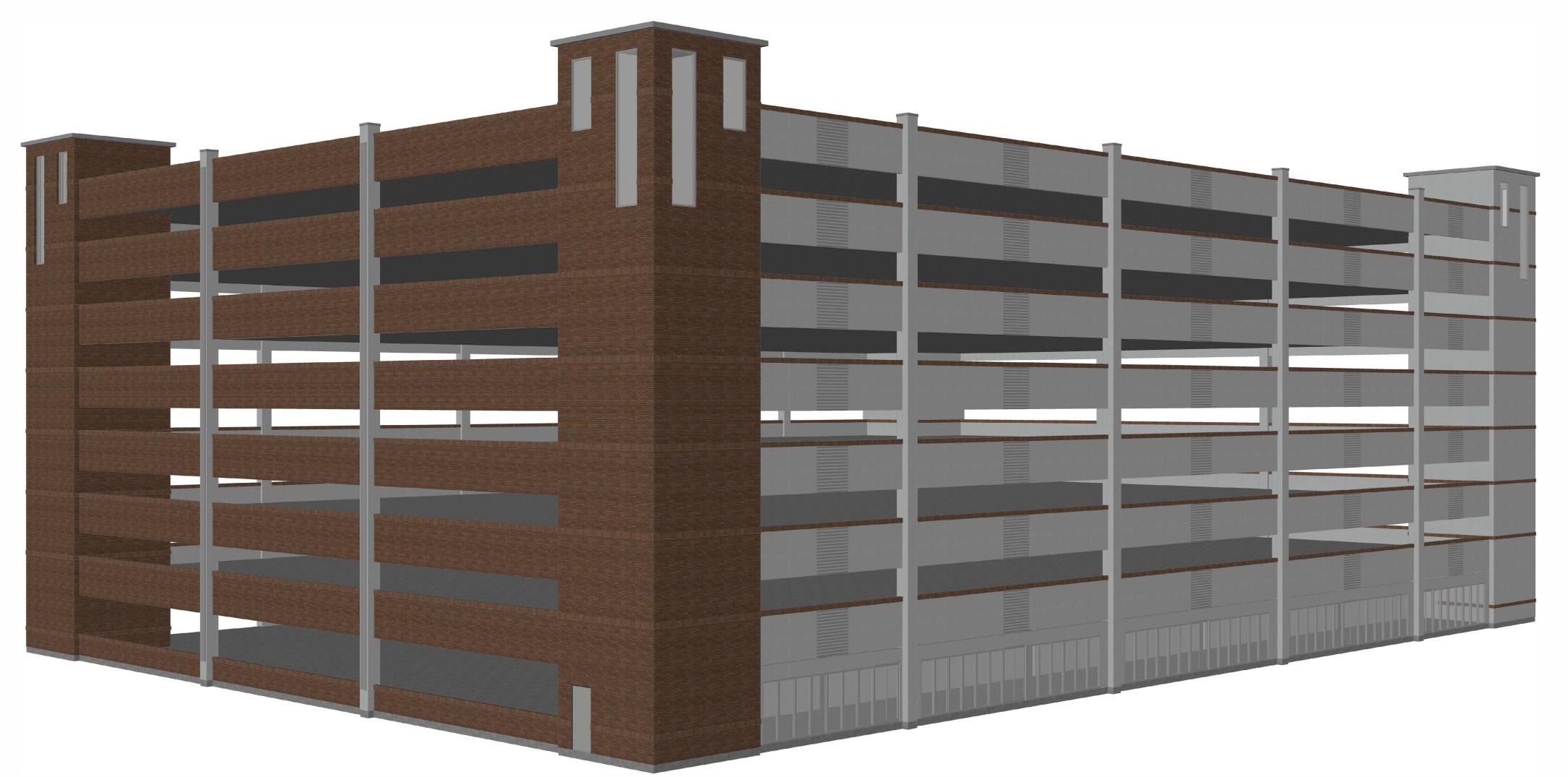
GARAGE 1 - SOUTHEAST ISOMETRIC ELEV.

EXHIBIT B-9: CONCEPTUAL ELEVATIONS

NOTE: ELEVATIONS ARE ILLUSTRATIVE ONLY FOR THE PURPOSE OF ZONING FOR THE CITY OF SUGAR LAND, TX.







NOTE: OPTIONAL RETAIL ON THE 1ST STORY OF THE BUILDING SHALL CONSIST OF BRICK FACADES WITH GLASS OPENINGS. STOREFRONT WINDOWS NOT TO EXCEED 4 FT WIDE AT THE TOP.

ALL BRICK, STONE, AND PRE-CAST CONCRETE ARE CONSISTANT WITH MATERIALS USED THROUGHT TELFAIR.

LEXINGTON COMMONS

GARAGE 2 SOUTHEAST ISOMETRIC ELEVATION

EXHIBIT B-10: CONCEPTUAL ELEVATIONS

NOTE: ELEVATIONS ARE ILLUSTRATIVE ONLY FOR THE PURPOSE OF ZONING FOR THE CITY OF SUGAR LAND, TX.