

EXHIBIT A

Revised: August 24, 2012
August 9, 2012
Job No. 1800-0128A

DESCRIPTION OF 50.309 ACRES

Being 50.309 acres of land located in the Alexander Hodge League, Abstract 32, Fort Bend County, Texas, more particularly being a portion of the residue of a called 326.826 acre tract conveyed to NNP-Keepsake, L.P., by an instrument of record in File No. 2003149525, Official Public Records of said Fort Bend County, Texas (F.B.C.O.P.R.), said NNP-Keepsake, L.P. now known as NNP-Telfair LLC, by Certificate of Conversion, effective March 22, 2012, and being a portion of Tract 5, Part 5 as shown on the State of Texas Department of Transportation Partition Plat, a subdivision of record in Slide No. 1655B and 1656A, of the Plat Records, of said Fort Bend County, (F.B.C.P.R.) said 50.309 acres being more particularly described by metes and bounds as follows (all bearings referenced to the Texas State Plane Coordinate System, South Central Zone, NAD 83, 1993 adjustment);

COMMENCING for reference at a 5/8-inch iron rod with cap stamped "LJA ENG" previously found on the north line of said 326.826 acre tract, same being the northwest corner of that certain called 18.688 acre tract conveyed to Fort Bend County Levee Improvement District No. 17, by an instrument of record in File No. 2007115781, F.B.C.O.P.R., and on the southerly right-of-way line of U.S. Highway No. 59 (width varies);

Thence, South 01° 50' 41" East, with the west line of said 18.688 acre tract, 3,044.38 feet to a point;

Thence, South 88° 09' 19" West, departing said west line, 103.00 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for the POINT OF BEGINNING of the herein described tract;

Thence, South 01° 50' 41" East, 331.23 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner, the beginning of a curve;

50.309 acres

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Thence, 94.85 feet along the arc of a tangent curve to the right having a radius of 200.50 feet, a central angle of $27^{\circ} 06' 16''$ and a chord which bears South $11^{\circ} 42' 27''$ West, 93.97 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner;

Thence, South $25^{\circ} 15' 36''$ West, 734.46 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner, the beginning of a curve;

Thence, 259.31 feet along the arc of a tangent curve to the right having a radius of 215.50 feet, a central angle of $68^{\circ} 56' 36''$ and a chord which bears South $59^{\circ} 43' 54''$ West, 243.95 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner;

Thence, North $85^{\circ} 47' 48''$ West, 746.19 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner, the beginning of a curve;

Thence, 236.63 feet along the arc of a non-tangent curve to the right having a radius of 622.50 feet, a central angle of $21^{\circ} 46' 47''$ and a chord which bears South $50^{\circ} 42' 05''$ West, 235.21 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner;

Thence, South $61^{\circ} 35' 28''$ West, 168.26 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner;

Thence, North $28^{\circ} 24' 32''$ West, 246.61 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner, the beginning of a curve;

Thence, 1,164.98 feet along the arc of a non-tangent curve to the right having a radius of 2,891.80 feet, a central angle of $23^{\circ} 04' 55''$ and a chord which bears North $16^{\circ} 47' 06''$ West, 1,157.12 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner, the beginning of a compound curve;

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Thence, 81.57 feet along the arc of a tangent curve to the right having a radius of 50.00 feet, a central angle of $93^{\circ} 28' 23''$ and a chord which bears North $41^{\circ} 29' 33''$ East, 72.82 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner;

Thence, North $88^{\circ} 13' 45''$ East, 984.44 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner, the beginning of a curve;

Thence, 54.93 feet along the arc of a tangent curve to the right having a radius of 35.00 feet, a central angle of $89^{\circ} 55' 33''$ and a chord which bears South $46^{\circ} 48' 29''$ East, 49.47 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner;

Thence, North $88^{\circ} 09' 18''$ East, 82.00 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner;

Thence, South $01^{\circ} 50' 42''$ East, 23.13 feet to a 5/8-inch iron rod with cap stamped "LJA ENG" set for corner;

Thence, North $88^{\circ} 09' 19''$ East, 907.67 feet to the POINT OF BEGINNING and containing 50.309 acres of land.

This description prepared from a survey and plat prepared by the undersigned dated August 24, 2012.

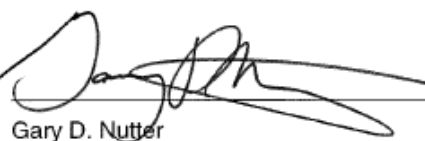

Gary D. Nutter
Registered Professional Land Surveyor
Texas Registration No. 5659
LJA Engineering, Inc.



EXHIBIT B
FINAL DEVELOPMENT PLAN
Fluor Corporation Sugar Land Campus

A. Contents. This final development plan includes the following sections:

- General Provisions
- Land Uses
- Development Regulations
- Landscape Regulations
- Pedestrian Circulation Regulations
- Building Regulations

B. General Provisions.

1. The PD approved herein must be constructed, developed, and maintained in compliance with this ordinance and other applicable ordinances of the City. If any provision or regulation of any City ordinance 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.
2. Except as otherwise provide herein, the words used in this final development plan have the meaning established by the Development Code. In this ordinance:

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 units.

Retail means a commercial establishment engaged in the selling of goods and merchandise to the general public and rendering services incidental to the sale of such goods

Office Amenities refer to a series of shared services aimed to enhance the workplace environment and or to provide recreation and food service options on campus to ensure attraction and retention of talent. Uses include cafeteria/ dining, conference, and fitness.

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: METES & BOUNDS
EXHIBIT B-1: SITE LOCATION PLAN
EXHIBIT B-2.1: SUBDIVISION PLAN
EXHIBIT B-2.1a: POTENTIAL RESERVE A SUBDIVISION PLAN
EXHIBIT B-2.2: CAMPUS PLAN
EXHIBIT B-2.3: SERVICE AREA DETAILS
EXHIBIT B-3: PERMITTED LAND USES
EXHIBIT B-4.1: BULK PLANE DIAGRAM
EXHIBIT B-4.2: BULK PLANE PLAN
EXHIBIT B-5.1: LANDSCAPE SPECIES LIST
EXHIBIT B-5.2: LANDSCAPE PLAN
EXHIBIT B-6.1: BUILDING MASSING PLAN
EXHIBIT B-6.2a-g: BUILDING ELEVATIONS
EXHIBIT B-7.1: VEHICULAR CIRCULATION PLAN
EXHIBIT B-7.2: PEDESTRIAN CIRCULATION PLAN
EXHIBIT B-7.3: FIRE APPARATUS EXHIBIT
EXHIBIT B-8.1: CROSS SECTION KEY PLAN
EXHIBIT B-8.2: CROSS SECTIONS
EXHIBIT B-8.3: CROSS SECTIONS
EXHIBIT B-9.1: SIGNAGE DESIGN
EXHIBIT B-9.2: SIGNAGE DESIGN
EXHIBIT B-9.3: SIGNAGE DESIGN
4. A PD Amendment will be required for the Future Development Parcel (16.08 acres) shown as Reserve B in blue color on *Exhibit B.2.1 – Overall Site Plan* when a more detailed design and program is available.

C. Land Uses.

1. Permitted land uses are listed in *Exhibit B-3, Permitted Uses*. All other land uses are prohibited.
2. Permitted land uses may be mixed horizontally or vertically.
3. Certain land uses are permitted when developed under specified conditions as established in the Notes section of Exhibit B-3, *Permitted Uses*.
4. Internal, ancillary cafeterias within office buildings are not classified as *Eating Places* per SIC 5812, and are not subject to the specified conditions for *Eating Places* SIC 5812.
5. Drive – thru facilities are strictly prohibited in conjunction with any approved use.

6. In order to ensure an integrated office campus, a 300-foot minimum distance is required from University Boulevard for any use other than corporate office (SIC 99), unless the use (other than corporate office) occupies a building within that 300-foot area along University Boulevard that is not less than 85% corporate office use square footage, and the ancillary use is internal within the corporate office building.
7. No fleet vehicle storage is permitted on any surface parking lot.

D. Development Regulations – All sites within the PD shall be developed in accordance with the following development regulations:

1. Maximum height of structures:
 - (a) 150 feet above ground level, subject to bulk plane along the east and south boundaries of the PD, per D.1.(b).
 - (b) Any portion of a non-residential building within 500 feet of a residential lot line shall not extend beyond the bulk plane formed by a setback of 2 linear feet per 1 foot in height over 24 feet, as measured from the property line of the open channel . (See *Exhibit B-4.1, Bulk Plane Diagram*).
 - (c) Specific building heights are noted in *Exhibit B-6.1, Building Massing Plan*
2. Square footage restrictions:
 - (a) No individual retail use per establishment, other than *Eating and Drinking Places* (SIC 5812-5813), shall have a floor area greater than 10,000 square feet.
 - (b) As noted in *Exhibit B-3, Permitted Uses*, certain specified uses or a combination of those uses shall not exceed 15% of the total interior building square footage within the PD, or 50,000 square feet, whichever is less. (Office building cafeterias are excluded from the square footage limits.)
 - (c) Square footage of all interior building uses for Reserves A and B within the PD will range between a minimum 7,000 square feet and a maximum 1,000,000 square feet. Interior building uses specifically exclude parking garages and central utility plants.
 - (d) Specific building square footages are noted in *Exhibit B-2.2, Campus Plan*
3. Minimum building setbacks:

(a) Abutting University Boulevard:	40 feet
(b) Abutting perimeter open channel	20 feet
(c) Abutting Lexington Boulevard:	15 feet
(d) Abutting P.A.E. / P.U.E.:	10 feet
(e) New Public Street	15 feet
(f) Other side and rear yards:	None required if adjoining another building; 6 foot minimum if not adjoining.
4. Minimum parking lot setbacks:

- (a) University Boulevard lot lines: 40 feet
- (b) Open channel lot lines: 20 feet
- (c) Lexington Boulevard lot lines: 15 feet
- (d) Abutting Private Access Easements/
Public Utility Easements: 10 feet
- (e) New Public Street 15 feet
- (f) All other property lines: None required if parking lots adjoin and share use; 6 foot minimum if not adjoining.

5. Paving:

- (a) All parking lots, driveways, and vehicle use areas must be constructed of concrete.
- (b) Driveways and P.A.E. / P.U.E. may be paved with a concrete surface or interlocking pavers supported by a 6 inch reinforced concrete tray and a sub-grade per City design standards.

6. Vehicular Parking: For each of the permitted land uses there shall be provided the number of parking spaces required for that land use under section 2-215 of the Development Code. The required number of parking spaces for each land use may be provided by using surface parking or garage parking within the PD. In calculating the required number of parking spaces for each land use, the Director may give credit for shared parking utilizing the Share Parking criteria published by the Urban Land Institute. The Director shall determine and establish the parking requirements for each building in the PD as part of the building permit issued for each building. Any garage serving the public shall include pedestrian-oriented directional signage to guide visitors.

7. Bicycle Parking: Off-street parking for bicycles shall be provided within 50 feet of each building entrance (or within parking garages) and shall include racks or other structures intended for parking bicycles.

8. Outside display or storage of merchandise is not permitted.

9. All services areas and mechanical equipment shall be internal and centralized, located a minimum of fifty (50') feet from adjacent public rights-of-way or the property line of the open drainage channel, and screened from off-site views using walls, berms, shrubs and trees. Service areas and mechanical equipment include the following:

- (a) Trash compactors and bins
- (b) Storage tanks and pumps
- (c) TV, microwave, radio, and cell phone antennas (maximum height of 20 feet)
- (d) Irrigation controllers and backflow preventers
- (e) Electrical transformers and control boxes
- (f) Air-conditioning units
- (g) Loading and truck service areas
- (h) Auxiliary buildings

- (i) Shipping and receiving dock doors
 - (j) Truck dock and trash bins
 - (k) Trash enclosures
 - (l) Ground-mounted mechanical equipment
10. Signage shall comply with Chapter 4 of the Development Code unless specified otherwise in the attached *Exhibits B-9.1, B-9.2 and B-9.3*.

E. Landscape Regulations – All sites within the PD shall be developed in accordance with the following landscape regulations:

1. Minimum widths for landscape buffers, continuous along:
 - (a) University Boulevard: 40 feet
 - (b) Open drainage channel 20 feet
 - (c) Lexington Boulevard: 15 feet
 - (d) Internal P.A.E. / P.U.E.: 10 feet
 - (e) New Public Street 15 feet
 - (f) All other property lines: None required where buildings or parking lots adjoin; 6 foot minimum where not adjoining.
2. Landscape buffers may include vehicular driveways, perpendicular to the length of the buffer, freestanding signs and pedestrian walkways. Buffers may also be used for future transit stops.
3. Minimum 15% open space of lot area, inclusive of landscape buffers.
4. Plant species used to satisfy the requirements of the PD shall be those listed on *Exhibit B-5.1, Landscape Species List*.
5. Shade trees along Public Streets:
 - (a) Along streets, each premise shall have one shade tree located in the required landscape buffer for each 30 feet of reserve frontage, or portion thereof, measured along the street lot line.
 - (b) Required trees may be clustered or spaced linearly; they need not be placed evenly.
 - (c) Trees shall have a minimum 4-inch caliper and minimum 10-foot height as measured at ground level when planted.
 - (d) Shade trees will not be placed within the visibility triangle of private driveway or public roadway connections to public streets
6. Shade trees within the Reserve C (South Buffer adjacent to the new public street):
 - (a) Within the required landscape buffer within Reserve C (South Buffer), each premise shall have one shade tree for each 25 feet of reserve frontage, or portion thereof, measured along the drainage channel property line.

- (b) Required trees may be spaced varying distances but no greater than 40 feet apart.
- (c) At least 50% of the required trees shall have a minimum 4-inch caliper and minimum 10-foot height as measured at ground level when planted.
- (d) No more than 50% of the required trees shall have a minimum 2 ½ inch caliper and minimum 7-foot height as measured at ground level when planted.
- (e) Refer to *Exhibit B-5.2, Landscape Plan* for specific landscape design.
- (f) Required trees shall be installed on the same schedule as plantings in Reserve A.

7. Shade trees along open drainage channel in Reserve B and C:

- (a) Within the required landscape buffer along the open drainage channel, each premise shall have one shade tree for each 25 feet of reserve frontage, or portion thereof, measured along the drainage channel property line.
- (b) Required trees may be spaced varying distances but no greater than 40 feet apart.
- (c) At least 50% of the required trees shall have a minimum 4-inch caliper and minimum 10-foot height as measured at ground level when planted.
- (d) No more than 50% of the required trees shall have a minimum 2 ½ inch caliper and minimum 7-foot height as measured at ground level when planted.
- (e) Refer to *Exhibit B-5.2, Landscape Plan* for specific landscape design.
- (f) Required trees shall be in place prior to issuance of a building permit for a structure within the PD.

F. Pedestrian Circulation Regulations – All sites within the PD shall be developed in accordance with the following pedestrian circulation regulations:

- 1. Sidepaths, sidewalks and pedestrian walkways shall be provided in accordance with Exhibit B-7.2, *Pedestrian Circulation Plan*.
- 2. A continuous sidepath with a minimum 8-foot width shall be required along University Boulevard.
- 3. A continuous sidepath with a minimum 8-foot width shall be required along Lexington Boulevard.
- 4. A continuous sidepath shall be required along both sides of the New Public Street as follows:
 - (a) A minimum 8-foot width shall be required along the west and north sides.
 - (b) A minimum 6-foot width shall be required along the east and south sides.
- 5. Pedestrian walkways:
 - (a) Pedestrian walkways required in this section shall meet the following criteria as shown on Exhibit B-7.2, *Pedestrian Circulation Plan*:

- i. Minimum 5-foot width;
 - ii. Readily visible and free of encroachment by parked vehicles;
 - iii. Paved with concrete or other masonry products differentiated from the driveway and parking areas through the use of color, texture, or materials;
 - iv. Predominantly shaded with shade trees at one per 30 linear feet of walkway or building canopies; and
 - v. Lighted with pedestrian-scaled fixtures.
 - (b) A pedestrian walkway shall be provided to connect the primary building entrance to the public street sidewalk.
 - (c) A pedestrian walkway shall be provided to connect a building entrance to adjacent retail use.
 - (d) Where parking is located between the street and building, at least one walkway shall connect a building entrance to a public street sidewalk through its associated parking area.
 - (e) As shown on Exhibit B-7.2, *Pedestrian Circulation Plan*, a pedestrian walkway shall connect to the boundary of the adjacent property owned by the City of Sugar Land.
 - (f) As shown on Exhibit B-7.2, *Pedestrian Circulation Plan*, at least two pedestrian walkways shall connect the University Boulevard public street sidewalk to the site development within the PD and will include pedestrian amenities as shown on Exhibit B-2.2.
6. Public Pedestrian Plazas, as shown on Exhibit B-2.2, *Campus Plan*, and Exhibit B-7.2, *Pedestrian Circulation Plan*:
- (a) At least two plazas shall be provided along the Lexington Boulevard public street sidewalk.
 - a. Each plaza shall have a minimum of 500 square feet.
 - b. Each plaza shall include a decorative paving pattern and pedestrian scaled lighting.
 - c. Each plaza shall include at least 2 benches, 2 shade trees and 4 bicycle parking spaces.
 - (b) At least two plazas shall be provided along the University Boulevard public street sidewalk.
 - a. Pedestrian amenities including seating, pedestrian scaled lighting, shade trees and plazas with a decorative paving pattern shall be provided as shown in *Exhibit B-2.2, Campus Plan*.

G. Building Regulations – All buildings within the PD shall be developed in accordance with the following building regulations:

- 1. Buildings shall be designed in accordance with the following criteria:
 - (a) Break up the horizontal and vertical building planes through offsets, changes in building materials, colors and textures, or other methods; and
 - (b) Incorporate architectural details that create shade and cast shadows to provide visual relief.

- (c) Facades greater than 100 feet in length that face public streets shall incorporate architectural features (fins, material changes, etc) to break up the bulk of the façade.
2. Building finishes:
- (a) Primary Finish means an exterior finish consisting of brick, stone (natural, cast, or cultured-textured), textured concrete panels, terra cotta and glass.
 - a. Office buildings 1, 2, 3, and 4 have the ability to also utilize architecturally finished metals as a Primary Finish.
 - (b) Secondary Finish means an exterior finish consisting of wood, ceramic tiles, concrete masonry units (indented, hammered, or split face concrete), and fiber cement siding.
 - (c) Primary Finishes shall comprise at least 85% of each façade. The remaining portion of an exterior wall that is not required to be constructed of a Primary Finish must be constructed of a Secondary Finish.
 - (d) 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.
 - (e) The following 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 untextured concrete surfaces.
 - iv. Exterior Insulated Finish Systems (E.I.F.S.).
3. Building features:
- (a) Canopies shall be provided at all street-facing building entrances intended for pedestrians. 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.
 - (b) Any street facing façade (front or side street) of a retail use within 50 feet of a public street right-of-way shall be at least 25% transparent in order to permit visibility between building occupants and outdoor pedestrians and motor vehicle drivers.
 - (c) Any street facing façade (front or side street) of a garage within 50 feet of a public street shall have architectural design elements as shown in *Exhibit B-6.2a-g*.
4. All facades of an individual building and the facades of multiple buildings within a single development shall be of complementary architectural design, color and materials where facing or siding to a public street, internal access easement or pedestrian walkway.
5. 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.

Vicinity Map for Legal Description:

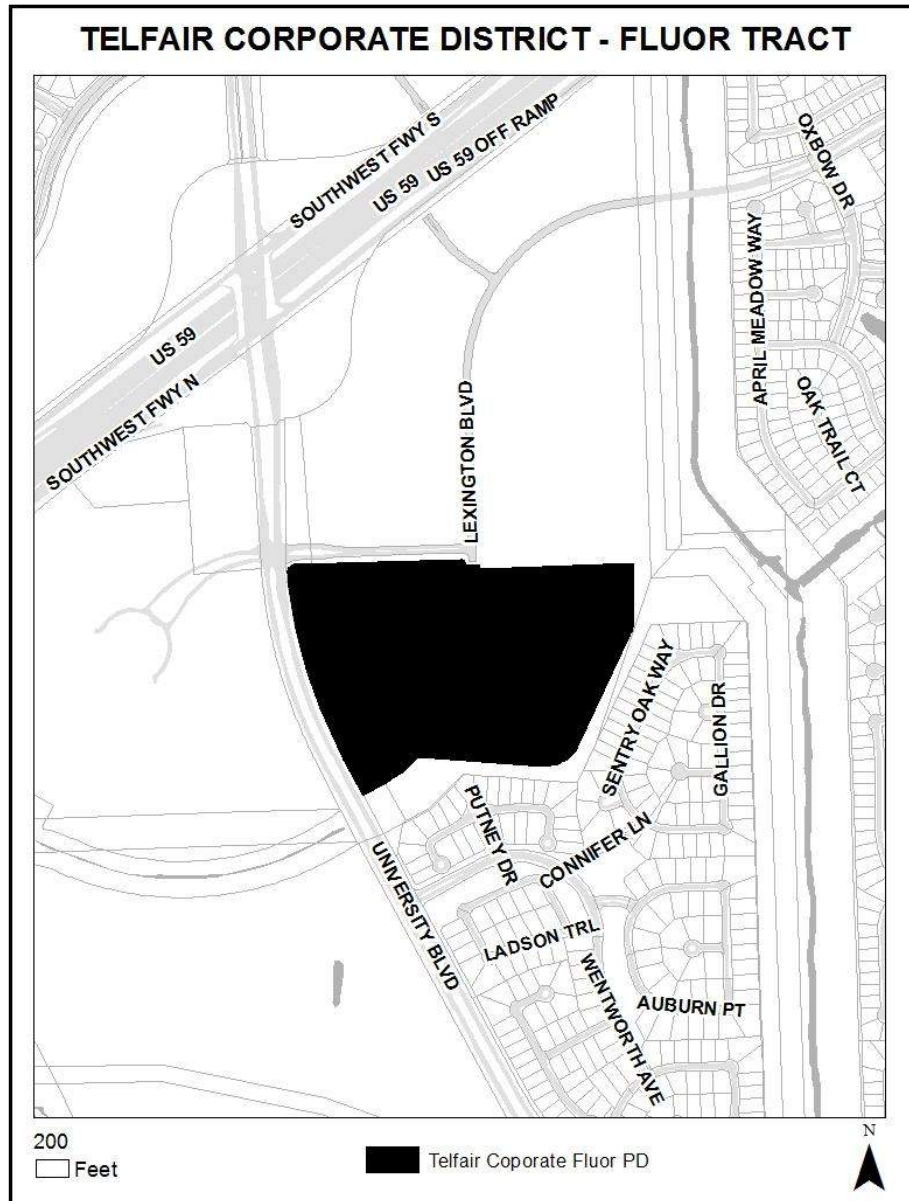


Exhibit B-2.1 - Subdivision Plan



LEGEND

- 1. Office 1
- 2. Office 2
- 3. Office 3
- 4. Office 4
- 5. Parking Garage North
- 6. Parking Garage South
- 7. Surface Parking Lots
- 8. Office Amenities Bldg
- 9. Retail
- 10. Day Care

- RESERVE A - Fluor Campus
28.5 acres
- RESERVE B - Future Development
16.08 acres
- RESERVE C - South Buffer
1.62 acres
- RESERVE D - New Public Street
4.07 acres
- LB/BL Landscape Buffer / Building Line
- Property Line



Exhibit B-2.1a - Potential Reserve A Subdivision Plan

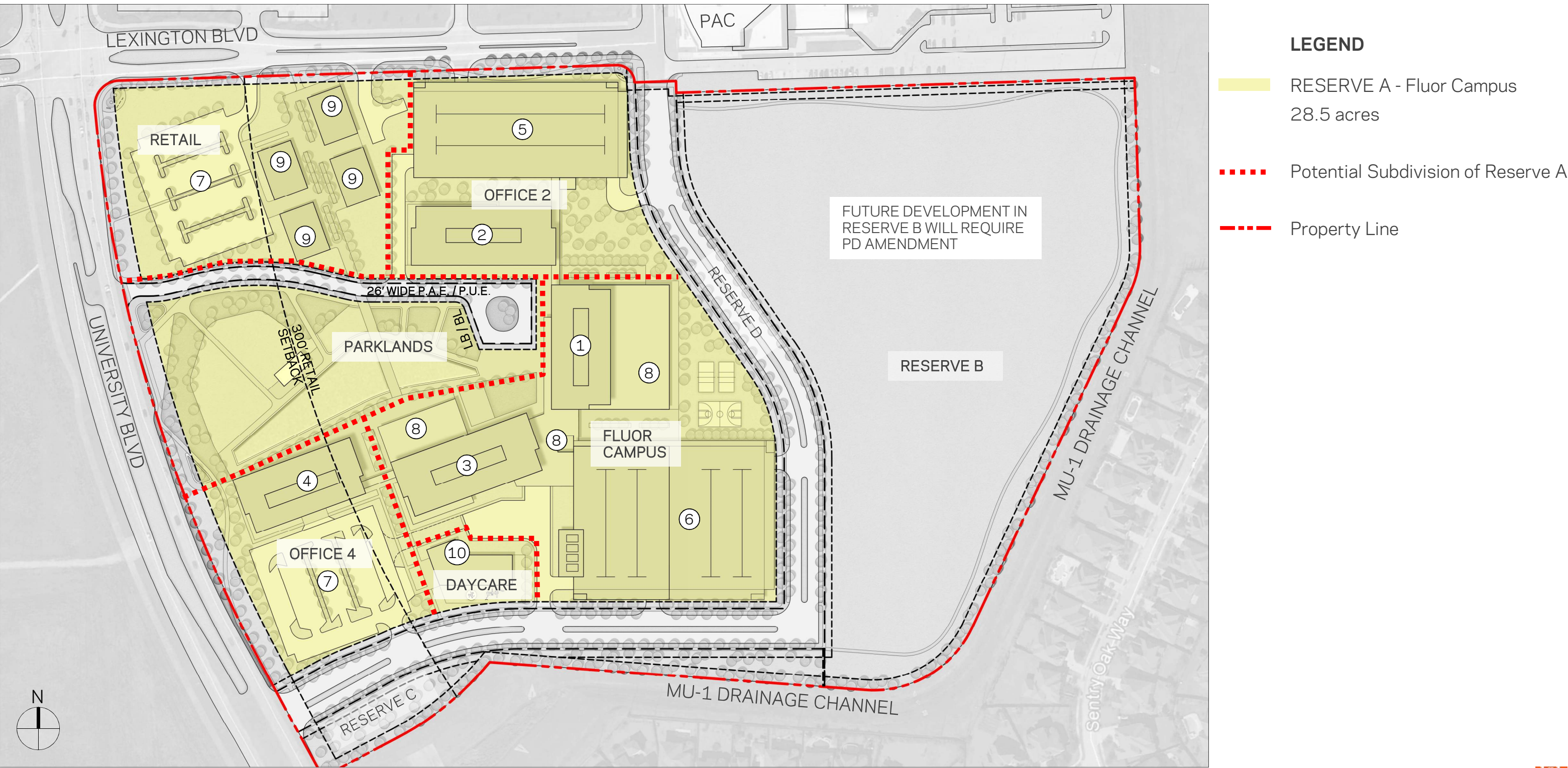
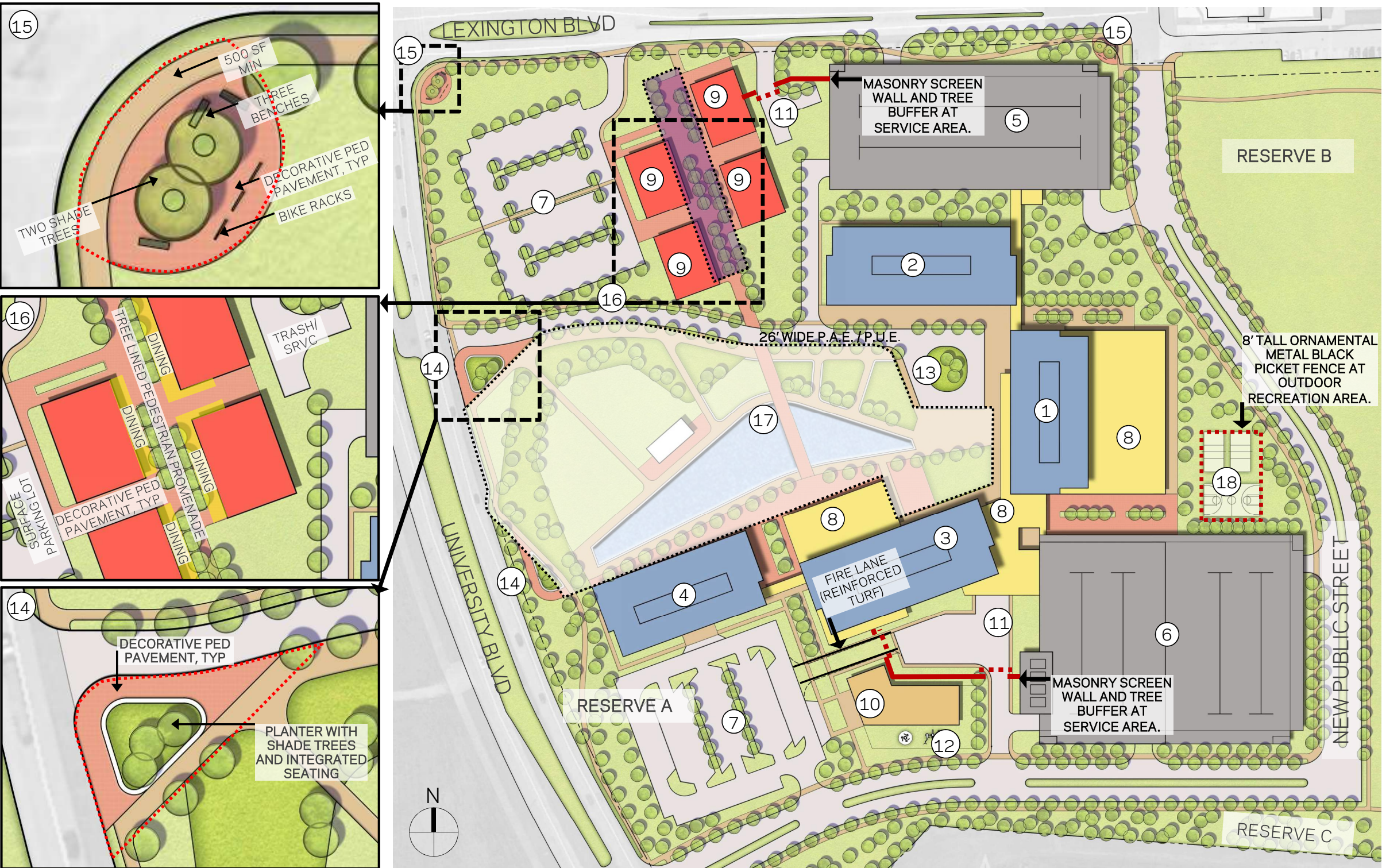


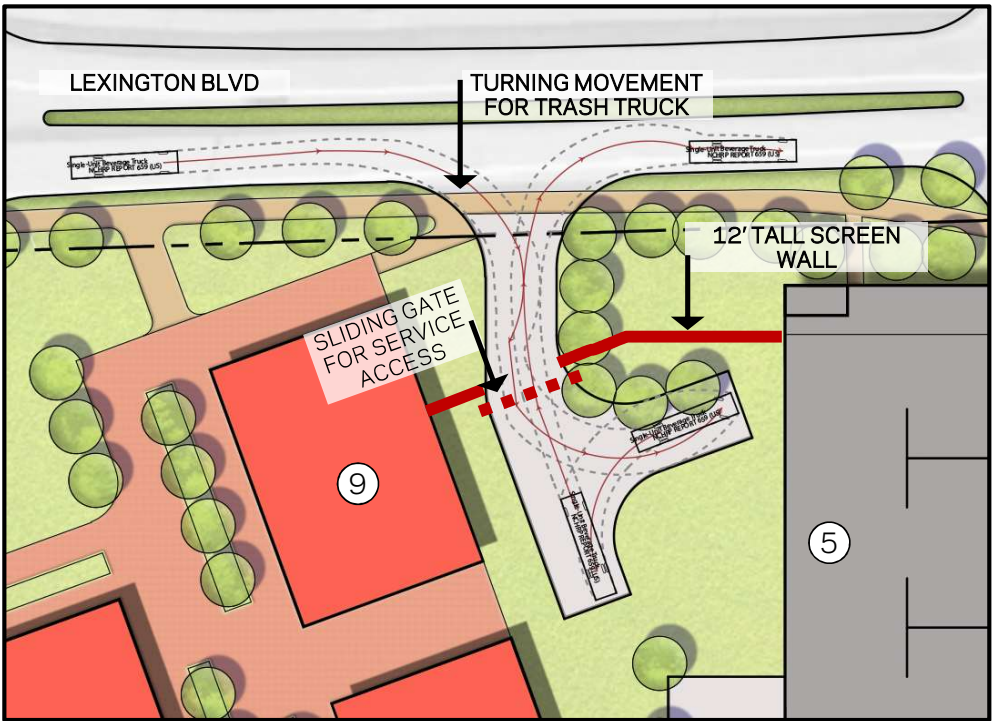
Exhibit B-2.2 - Campus Plan



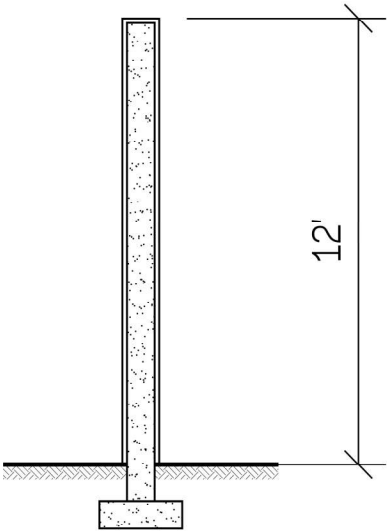
LEGEND

- 1. Office 1 - 169,000 sf
- 2. Office 2 - 106,000 sf
- 3. Office 3 - 130,000 sf
- 4. Office 4 - 79,000 sf
- 5. Parking Garage North - 900 spaces (4 levels)
- 6. Parking Garage South - 1,700 spaces (5 levels)
- 7. Surface Parking Lots
- 8. Office Amenities Bldg- 160,000 sf
- 9. Retail - 28,000 sf total MAX
- 10. Day Care - 10,000 sf MAX
- 11. Service Area with Screen Wall and Gate
- 12. Fenced Playground (Daycare)
- 13. Main Drop Off Loop
- 14. Public Pedestrian Plaza along University Blvd.
- 15. Public Pedestrian Plaza along Lexington Blvd.
- 16. Retail Pedestrian Promenade with decorative pavement, dining plazas and shade trees
- 17. Landscaped Open Spaces per Exhibit B-5.2
- 18. Fenced Outdoor Recreation Courts (2 Sand Volleyball and 1 Basketball)

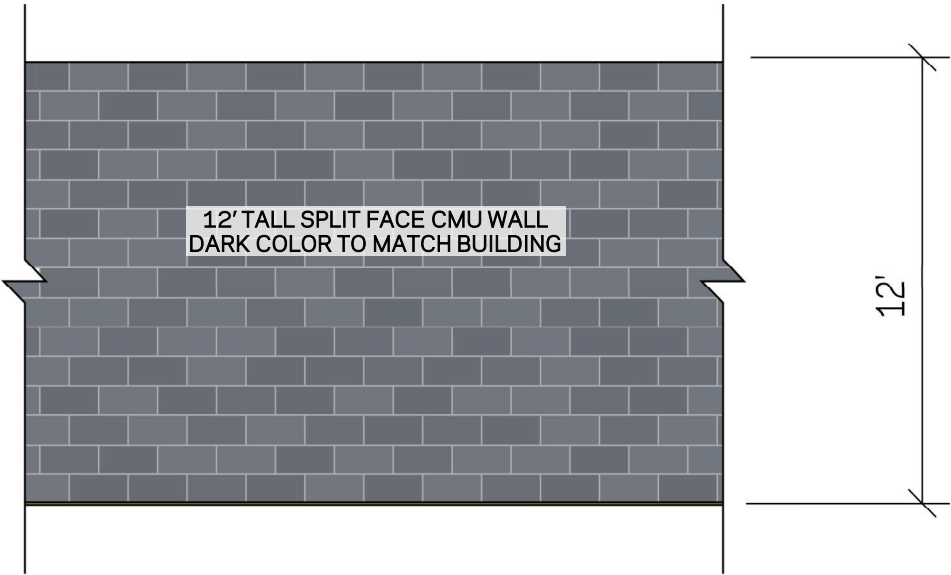
Exhibit B-2.3 - Service Area Details



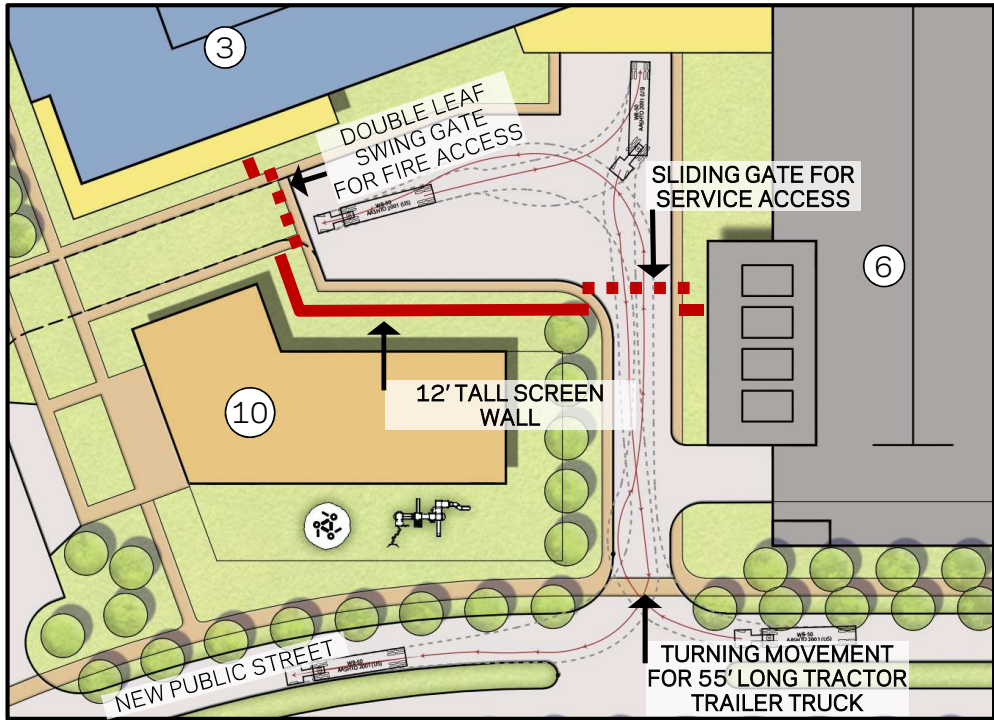
Screen Wall



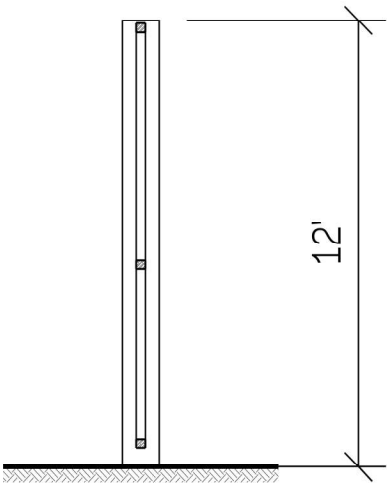
Section



Elevation



Metal Gate



Section



Elevation

**EXHIBIT B-3
PERMITTED USE LIST**

USES	SIC CODE	NOTES	RESERVE A	RESERVE B
<u>RETAIL TRADE</u>				
Travel Agencies	4724	5	X	X
Variety Stores	5331	5	X	X
Fruit and Vegetables Markets	5431	5,6	X	X
Candy, Nut and Confectionery Stores	5441	5,6	X	X
Dairy Products Stores	5451	5,6	X	X
Retail Bakeries	5461	5,6	X	X
Misc Food Stores (includes farmers' market type)	5499	5,6	X	X
Misc. Apparel and Accessory Stores	5699	5,6	X	X
Eating Places to include restaurants, cafes, etc.	5812	5,7	X	X
Drinking Places to include alcoholic beverages	5813	5,7	X	X
Drug Stores and Proprietary Stores (no drive-thru)	5912	5,6	X	X
Book Stores	5942	5,6	X	X
Jewelry Stores	5944	5,6	X	X
Luggage and Leather Goods Stores	5948	5,6	X	X
Florist Shops	5992	5,6	X	X
News Dealers and Newsstands	5994	5,6	X	X
Optical Goods Stores	5995	5,6	X	X
<u>FINANCIAL, INSURANCE, AND REAL ESTATE</u>				
Commercial Banks	6021-6029	1	X	X
Savings Institutions	6035-6036	1	X	X
Credit Unions	6061-6062	2	X	X
Foreign Bank, Branches, and Agencies	6081-6082		X	X
Mortgage bankers and brokers	6162-6163		X	X
Security Brokers	6211-6289		X	X
Insurance agents, brokers and service	6411		X	X
Operators of non-residential buildings	6512		X	X
Operators of Apartment Buildings (off-site only)	6513		X	X
Operators of dwellings other than apartment buildings	6514		X	X
Real estate agents and managers	6531		X	X
Title abstract offices	6541		X	X
Holding and other investment offices, open-end	6722-6799		X	X
<u>SERVICES</u>				
Hotels	7011	9		X
Beauty Shops	7231	5	X	X
Barber Shops	7241	5	X	X
Tax Preparation Services	7291	5	X	X

**EXHIBIT B-3
PERMITTED USE LIST**

USES	SIC CODE	NOTES	RESERVE A	RESERVE B
Advertising agencies	7311	5	X	X
Mailing, Reproduction, Stenographic	7331-7338	5	X	X
Services to Buildings	7342, 7349	5	X	X
Computer Programing and Data Processing Services	7371-7378		X	X
Computer Related Services	7379		X	X
Misc Business Services	7382-7384		X	X
Financial Transactions Processing, reserve and clearinghouse activities	7389		X	X
Other legal services, only as follows:	7389		X	X
• Patent agents				
• Notaries				
• Public and paralegal services				
Drafting Services	7389		X	X
Building Inspection Services	7389		X	X
Surveying and Mapping (except Geophysical) Services	7389		X	X
Interior Design Services	7389		X	X
Industrial Design Services	7389		X	X
Other Specialized Design Services	7389		X	X
Advertising Material Distribution Services	7389		X	X
Translation and Interpretation Services	7389		X	X
Document Preparation Services	7389		X	X
Physical Fitness Facilities	7991	5	X	X
Membership Sports and Recreation Clubs	7997	5	X	X
Amusement and Recreation Services, not otherwise classified	7999	5	X	X
but limited to:				
• Fishing Piers and Lakes, Operation				
• Sports Instructional				
• Yoga Instruction and Studios				
• Art and Music Instruction and Studios				
Offices & Clinics of Medical Doctors	8011		X	X
Offices & Clinics of Dentists	8021		X	X
Offices of Osteopathic Physicians	8031		X	X
Offices of Other Health Practitioners	8041-8049		X	X
Individual and Family Services	8322		X	X
Job Training and Related Services	8331		X	X
Child Day Care Services	8351	4,5	X	
Misc Social Services	8399	5	X	X
Business Associations	8611		X	X
Professional Associations	8621		X	X
Labor Organizations	8631		X	X
Civic and Social Organizations	8641		X	X

**EXHIBIT B-3
PERMITTED USE LIST**

USES	SIC CODE	NOTES	RESERVE A	RESERVE B
Political Organizations	8651		X	X
Misc Membership organizations	8699		X	X
Engineering services	8711		X	X
Architectural services	8712		X	X
Surveying services	8713		X	X
Accounting, Auditing, and Bookkeeping Services	8721		X	X
Research and testing services	8731-8734		X	X
Management Consulting Services	8742		X	X
Public Relation Services	8743		X	X
Misc. Business Consulting Services	8748		X	X
Services	8999		X	X
<u>NON-CLASSIFIABLE ESTABLISHMENTS</u>				
Parks/Recreational Facilities, Public or Private	99		X	X
Corporate Professional Offices, Not Retail	99		X	X

**EXHIBIT B-3
PERMITTED USE LIST**

USES

SIC CODE

NOTES

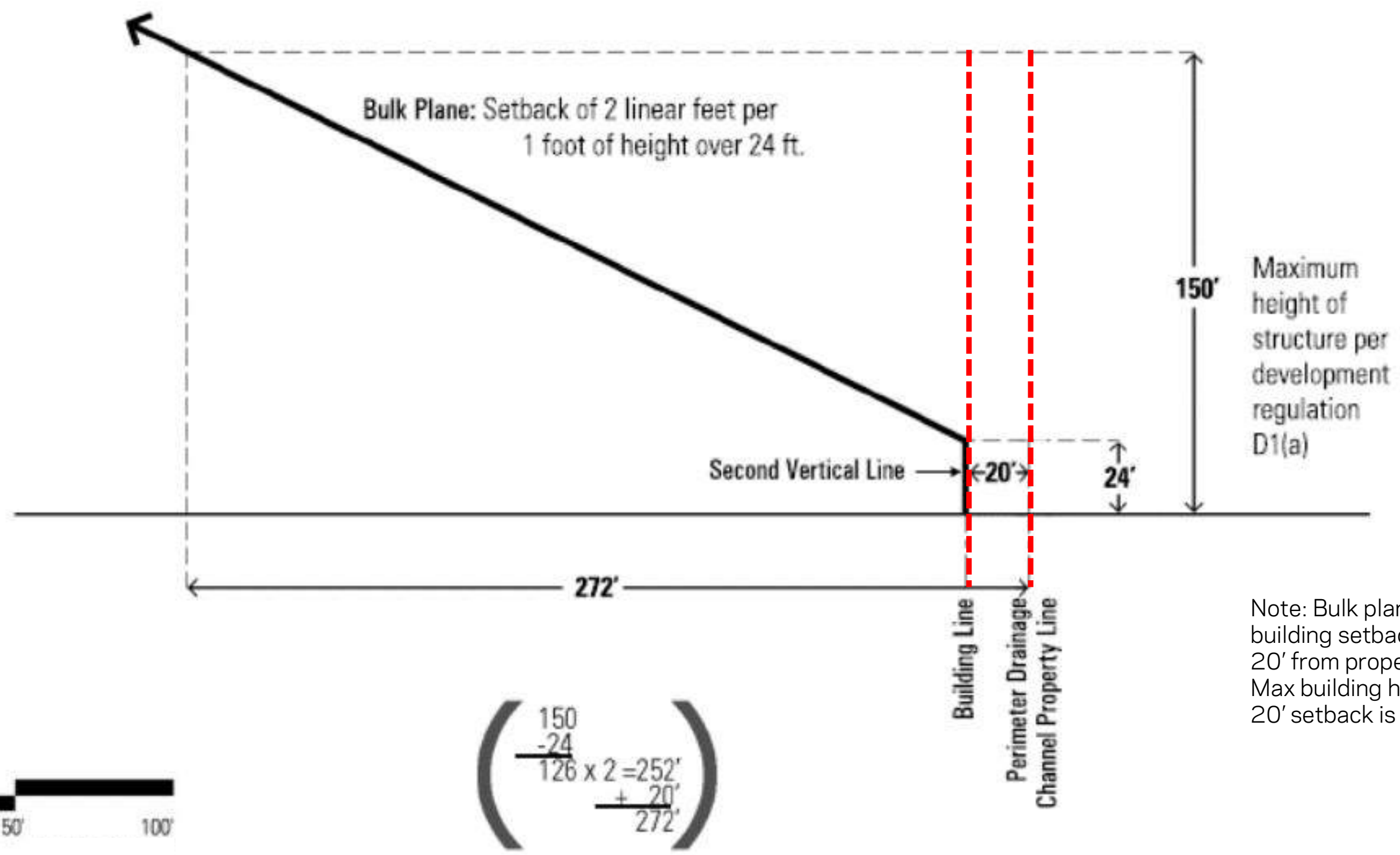
RESERVE A

RESERVE B

NOTES:

1. Conditions for Commercial Banks (SIC 6021-6029), Savings Institutions (SIC 6035-6036), and Credit Unions (SIC 6061-6062)
 - (a) No drive-thru lanes within 200 feet of the Perimeter Drainage Channel property line
 - (b) Within 300 feet of the perimeter Drainage Channel property line, no outdoor speakers shall be oriented towards and residential lot across the Drainage Channel.
2. No check cashing business except as accessory use related to Commercial banks (SIC 6021-6029), Savings Institutions (SIC 6035-6036), or Credit Unions (SIC 6061-6062).
3. Advertising Services (SIC 7319) are limited of office with no outdoor storage.
4. Conditions for Child Day Care Services (SIC 8351):
 - (a) No more than one child day care center in PD.
 - (b) Shall be developed in accordance with an approved traffic circulation plan and traffic study to include on-site queuing.
 - (c) Must provide dedicated exterior recreational areas, and shall not retrofit parking lots for recreational areas.
5. No individual use or group of noted uses shall exceed 15% of the total interior building square footage within the PD, or 50,000 square feet, whichever is less.
6. Maximum 7,000 square feet per establishment
7. Conditions for Eating and Drinking Places (SIC 5812-5813):
 - (a) Not permitted within 200 feet of the Perimeter Drainage Channel property line.
 - (b) No drive thru lanes.
 - (c) Within 300 feet of the Perimeter Drainage Channel property line, no outdoor speakers shall be orientated toward any residential lot across the Drainage Channel.
8. Personal credit institutions (SIC 6141) exclude Auto Title Loans and Payday Loans.
9. Hotel uses are limited to either full service or select service.

Exhibit B-4.1 - Bulk Plane Diagram



Note: Bulk plane and building setback begins 20' from property line. Max building height at 20' setback is 24'.

Exhibit B-5.1
Landscape Species List

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:

Pecan	<i>Carya illinoensis</i>
Fringe Tree	<i>Chionanthus virginicus</i>
Japanese Blueberry	<i>Elaeocarpus decipiens</i>
Nellie R. Stevens Holly	<i>Ilex x attenuata 'Nellie R. Stevens'</i>
Savannah Holly	<i>Ilex attenuate 'Savannah'</i>
Southern Magnolia	<i>Magnolia grandiflora</i>
Loblolly Pine	<i>Pinus taeda</i>
Texas Pistache	<i>Pistacia texana</i>
Sycamore	<i>Platanus occidentalis'</i>
Bur Oak	<i>Quercus macrocarpa</i>
Chinkapin Oak	<i>Quercus muehlenbergii</i>
Monterey Oak	<i>Quercus polymorpha</i>
Water Oak	<i>Quercus nigra</i>
Live Oak	<i>Quercus virginiana</i>
Shumard Oak	<i>Quercus shumardii</i>
Bald Cypress	<i>Taxodium distichum</i>
Pond Cypress	<i>Taxodium ascendens</i>
Cedar Elm	<i>Ulmus crassifolia</i>
Bosque or Drake Elm	<i>Ulmus parvifolia 'Bosque' or 'Drake'</i>

Small & Ornamental Trees:

Texas Redbud	<i>Cercis canadensis 'var. texensis'</i>
European Fan Palm	<i>Chamaerops humilis</i>
Desert Willow	<i>Chilopsis linearis</i>
Smokebush	<i>Cotinus obovatus</i>
Foster Holly	<i>Ilex x attenuata 'Fosterii'</i>
Possumhaw Holly	<i>Ilex decidua</i>
Yaupon Holly	<i>Ilex vomitoria</i>
Columnar Juniper	<i>Juniporus spp.</i>
Crape Myrtle	<i>Lagerstroemia indica 'Basham's Pink', 'Natchez', 'Muskogee'</i>
Little Gem Magnolia	<i>Magnolia grandiflora 'Little Gem'</i>
Tree form (MT) Ligustrum	<i>Ligustrum japonicum</i>
Saucer Magnolia	<i>Magnolia x soulangeana</i>
Sweetbay Magnolia	<i>Magnolia virginiana</i>
Tree Wax Myrtle	<i>Myrica cerifica</i>
Mexican Plum	<i>Prunus mexicana</i>
Texas Sable Palm	<i>Sabal texana</i>
Texas Mountain Laurel	<i>Sophora secundiflora</i>
Windmill Palm	<i>Trachycarpus fortunei</i>

Chaste Tree

Vitex agnus-castus

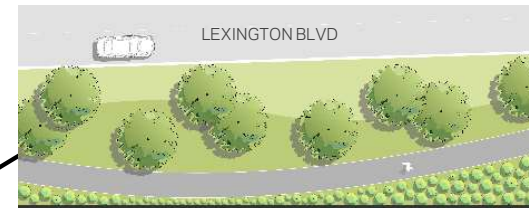
Shrubs:

Abelia	<i>Abelia x grandiflora</i> 'Prostrata', 'Sherwoodi', Edward Goucher'
Dwarf Bottlebrush	<i>Callistemon citrinus</i> 'Austraflora', 'Firebrand', 'Little John', and 'Splendens'
Japanese Cleyera	<i>Ternstroemia gymnathera</i>
Sago Palm	<i>Cycas revoluta</i>
Umbrella Plant	<i>Cyperus alternifolius</i>
African/Butterfly Iris	<i>Dietes iridioides</i> , <i>Dietes bicolor</i>
Elaeagnus Ebbingei	<i>Elaeagnus macrophylla</i>
Silverberry	<i>Elaeagnus fruilandi</i>
Pineapple Guava	<i>Feijoa sellowiana</i>
Red Yucca	<i>Hesperaloe parviflora</i>
Barbados Cherry	<i>Malpighia Glabra</i>
Fatsia	<i>Fatsia japonica</i>
Dwarf Burford Holly	<i>Ilex cornuta</i> 'Burfordii Nana'
Chinese Holly	<i>Ilex cornuta</i> 'Rotunda'
Dwarf Yaupon	<i>Ilex vomitoria</i> 'Nana'
Louisiana Iris	<i>Iris louisiana</i>
Dwarf Crape Myrtle	<i>Lagerstroemia indica</i> 'Nana'
Ligustrum	<i>Ligustrum japonicum</i>
Waxleaf Glossy Privet	<i>Ligustrum lucidum</i>
Fringe Flower	<i>Loropetalum chinense</i>
Maiden Grass	<i>Miscanthus sinensis</i> var.
Dwarf Wax Myrtle	<i>Myrica pusilla</i>
Nandina	<i>Nandina domestica</i>
Purple Fountain Grass	<i>Pennisetum setaceum</i>
Indian Hawthorn	<i>Raphiolepis indica</i> 'Clara'
Shrub Rose	<i>Rosa</i> spp. 'Knockout', 'The Fairy', 'Bonica', 'Carefree Wonder'
Society Garlic	<i>Tulbaghia violacea</i>
Sweet Viburnum	<i>Viburnum</i> spp.
Bridal Wreath Spirea	<i>Spirea prunifolia</i>
Oleander	<i>Nerium oleander</i>
Dwarf Oleander	<i>Nerium oleander</i> 'Petite Pink', 'Little Red'
Plumbago	<i>Plumbago auriculata</i>
Dwarf Pomegranate	<i>Punica granatum</i> 'Nana'
Muhly Grass	<i>Meuhlenbergia lindheimeri</i>
Dwarf Maiden Grass	<i>Miscanthus sinensis</i> 'Morning Light'

Exhibit B-5.2 - Landscape Plan

Landscape buffer along North Garage at Lexington Blvd:
One shade trees for every 30' plus one shrub a min. 3 ft. in
height at time of planting for every 5 linear feet of the length
of the structure not screened from public view by other
structures.

424 LF = 14 Trees + 85 Shrubs



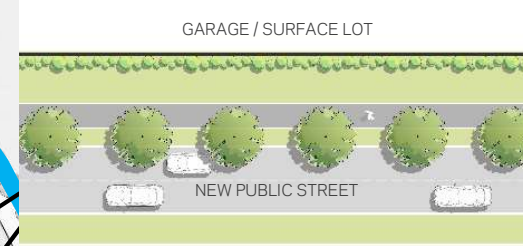
Landscape buffer along Parking Garages & the Surface Lot at New Public Street: One shade trees for every 30' plus one shrub a min. 3 ft. in height at time of planting for every 5 linear feet of the length of the structure not screened from public view by other structures.

190 LF = 6 Trees + 38 Shrubs

314 LF = 11 Trees + 63 Shrubs

397 LF = 14 Trees + 80 Shrubs

260 LF = 9 Trees + 52 Shrubs









+/- 1.6
acres

7 LF

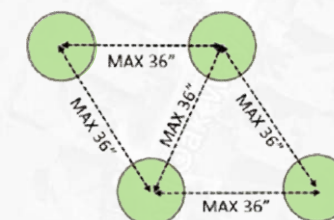
MU -1 DRAINAGE CHANNEL

Shrubs noted in this exhibit must be planted in a double row no more than 3 feet apart, typical

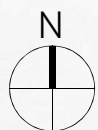
LEGEND

-  Shade Trees along Public Streets per Section E.5 of Exhibit B
-  Shade Trees along perimeter drainage channel per Section E.7 of Exhibit B
-  Reserve C (South Buffer) – shade trees per Section E.6 of Exhibit B
-  Landscaped Open Spaces with shade trellis, water feature, hardscape plazas, walkways, seating, and plantings. 18 shade trees per acre will be provided.
-  Surface Parking Lot and Garage Screening
-  Pedestrian Walkways - shade trees per Section F.4 of Exhibit B

NOTE: Shade trees will not be placed within the visibility triangle of private driveway or public roadway connections to public streets



203 LF = 7 Trees + 41 Shrubs
267 LF = 9 Trees + 54 Shrubs
241 LF = 8 Trees + 49 Shrubs



Fluor Corporation Proposed Sugar Land Campus Plan

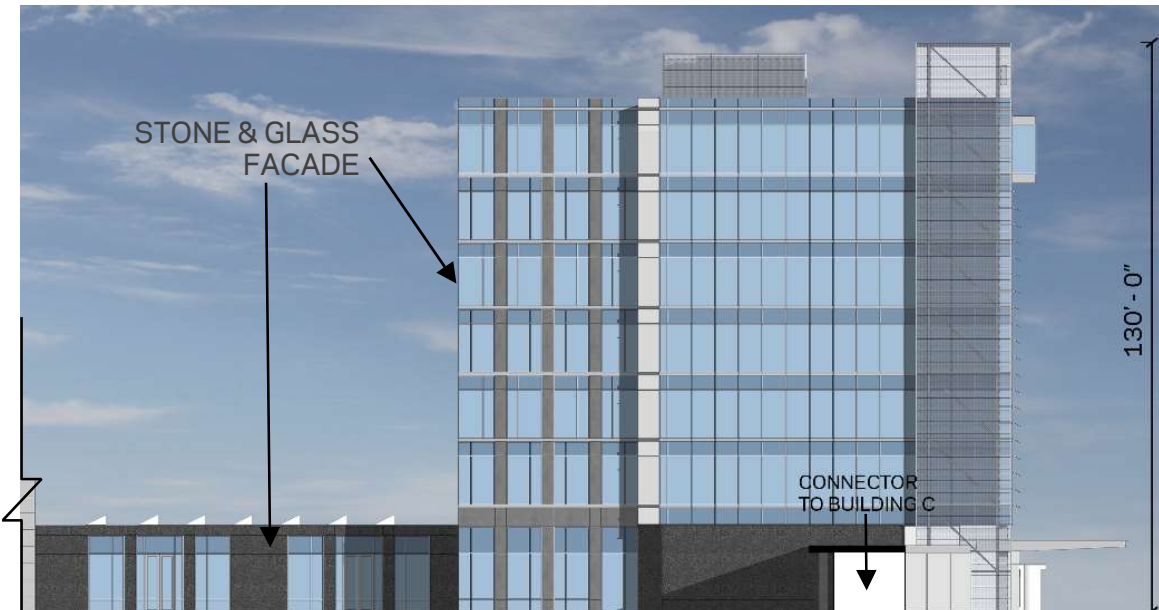
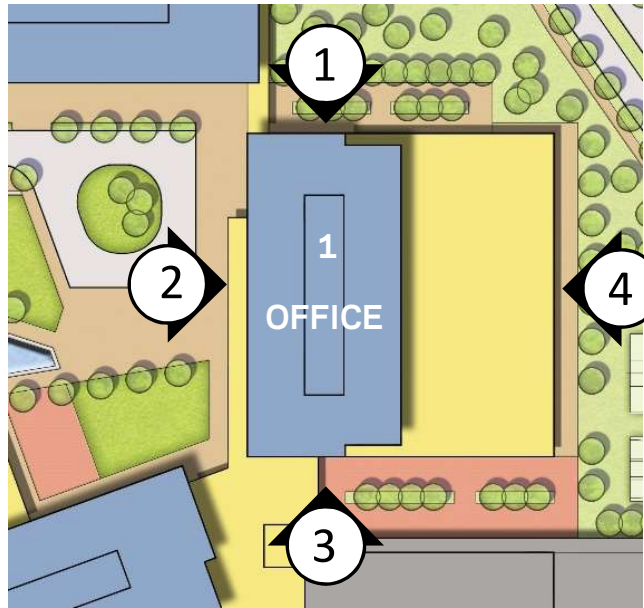
Exhibit B-6.1 - Building Massing Plan



- LEGEND**
- 1. Office 1 - 130' MAX HEIGHT
 - 2. Office 2 - 80' MAX HEIGHT
 - 3. Office 3 - 95' MAX HEIGHT
 - 4. Office 4 - 70' MAX HEIGHT
 - 5. Parking Garage North - 45' MAX HEIGHT
 - 6. Parking Garage South - 65' MAX HEIGHT
 - 7. Surface Parking Lots
 - 8. Office Amenities - 29' MAX HEIGHT
 - 9. Retail - 24' MAX HEIGHT
 - 10. Day Care Facility - 29' MAX HEIGHT

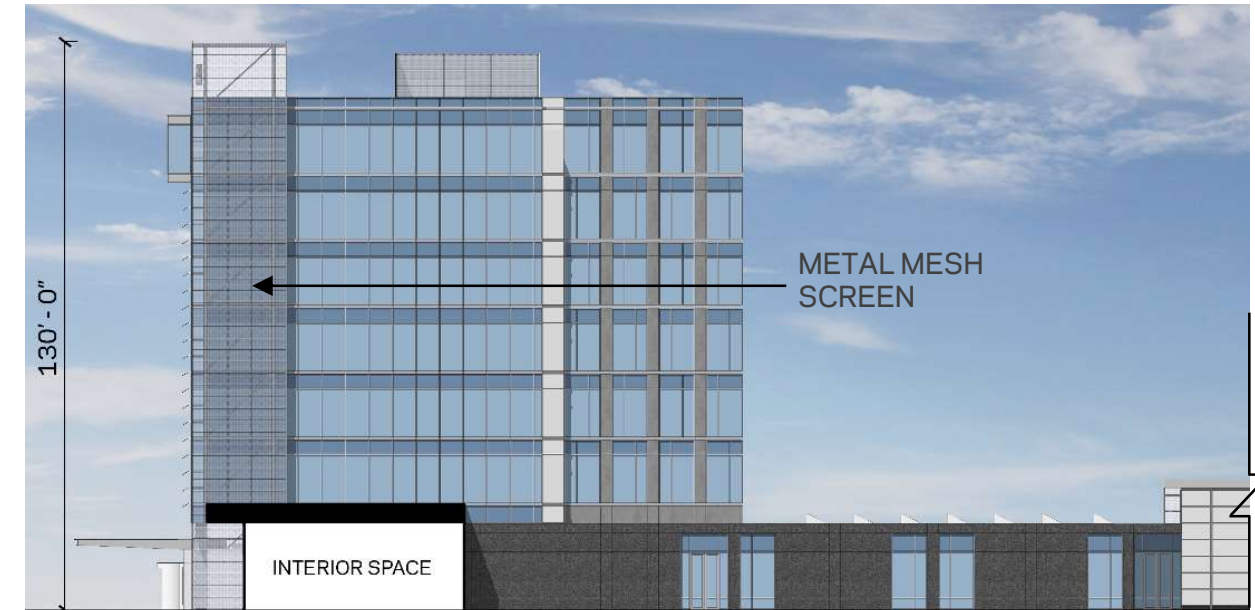
VIEW FROM SOUTHWEST LOOKING EAST

Exhibit B-6.2a - Building Elevations



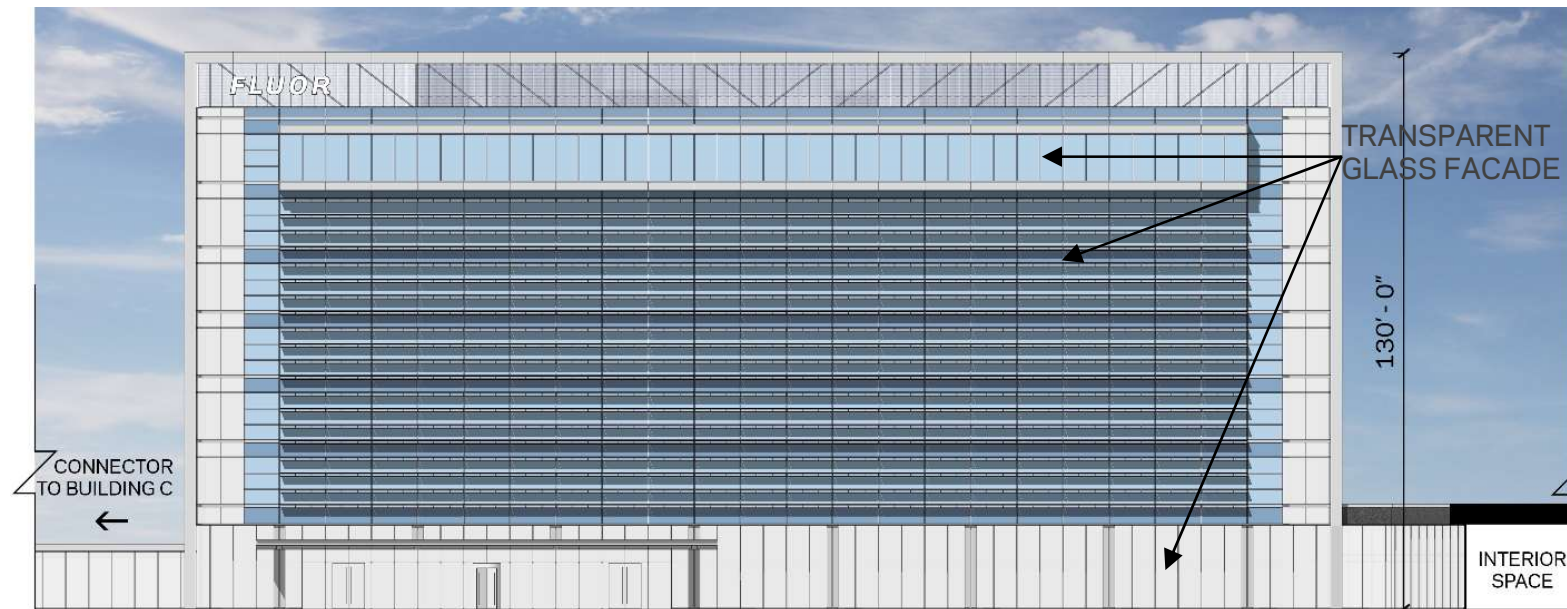
1. North Elevation

* AREAS SHADED IN WHITE ARE SECTION CUTS AND ARE NOT BUILDING FACADES



3. South Elevation

* AREAS SHADED IN WHITE ARE SECTION CUTS AND ARE NOT BUILDING FACADES



2. West Elevation



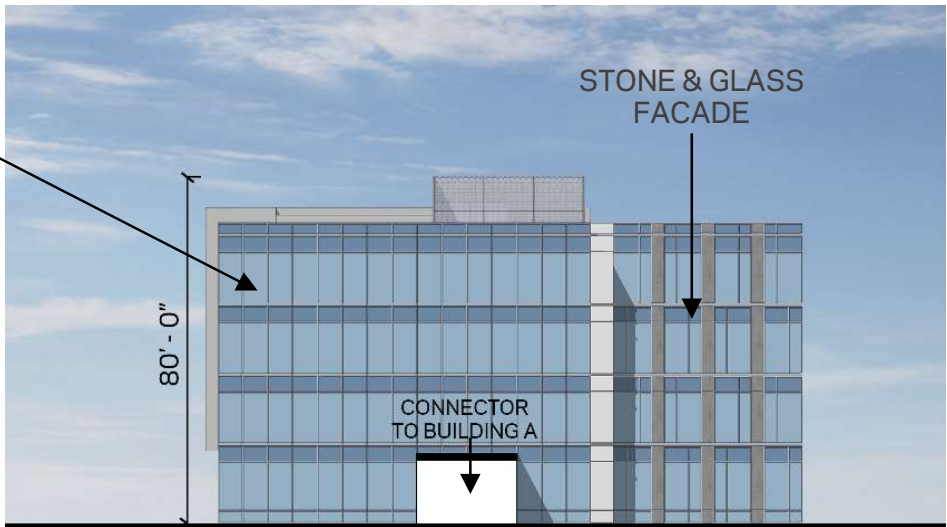
4. East Elevation

1 OFFICE ELEVATIONS

Exhibit B-6. 2b - Building Elevations



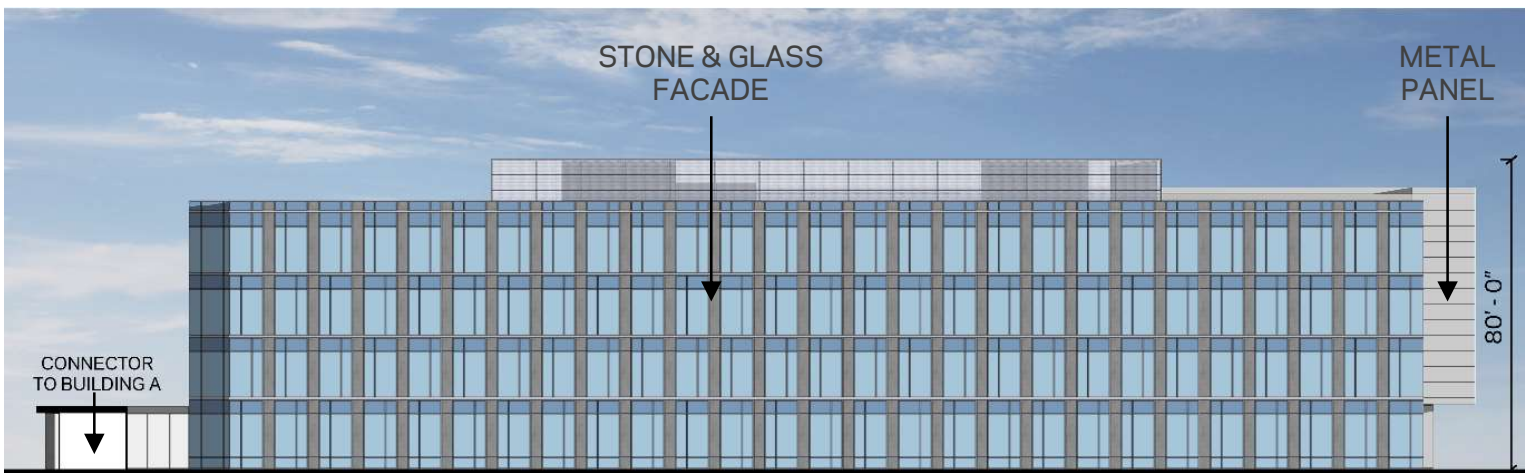
1. West Elevation



2. East Elevation * AREAS SHADED IN WHITE ARE SECTION CUTS AND ARE NOT BUILDING FACADES



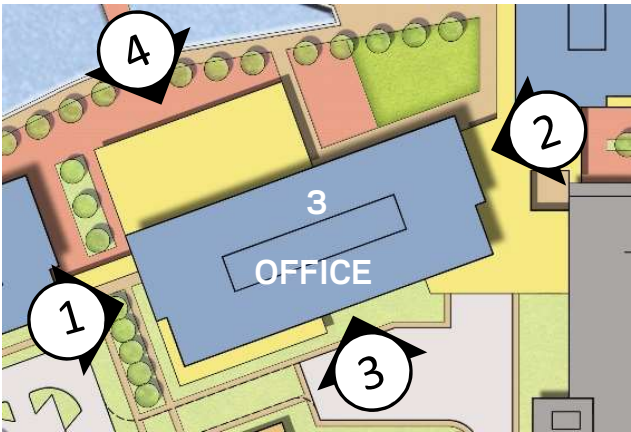
3. South Elevation * AREAS SHADED IN WHITE ARE SECTION CUTS AND ARE NOT BUILDING FACADES



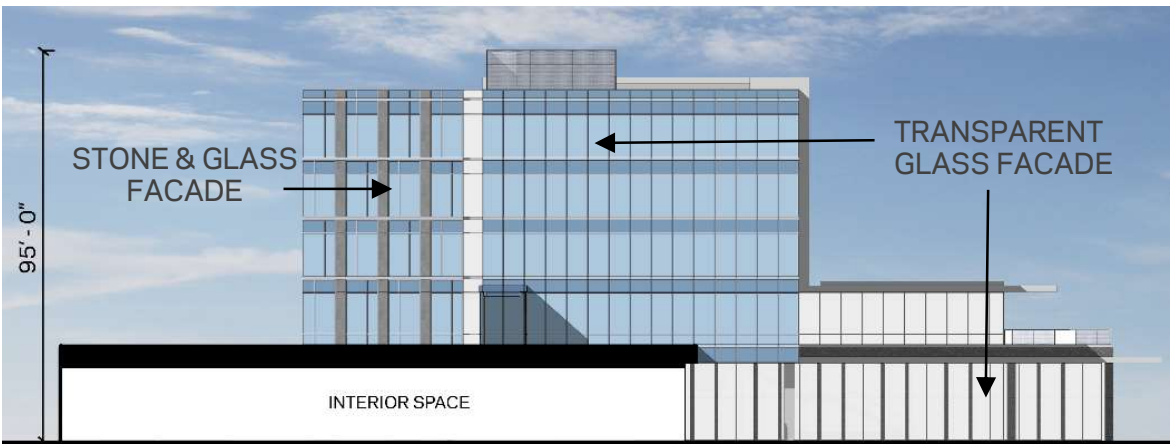
4. North Elevation * AREAS SHADED IN WHITE ARE SECTION CUTS AND ARE NOT BUILDING FACADES

2 OFFICE ELEVATIONS

Exhibit B-6. 2c - Building Elevations



1. West Elevation



2. East Elevation * AREAS SHADED IN WHITE ARE SECTION CUTS AND ARE NOT BUILDING FACADES



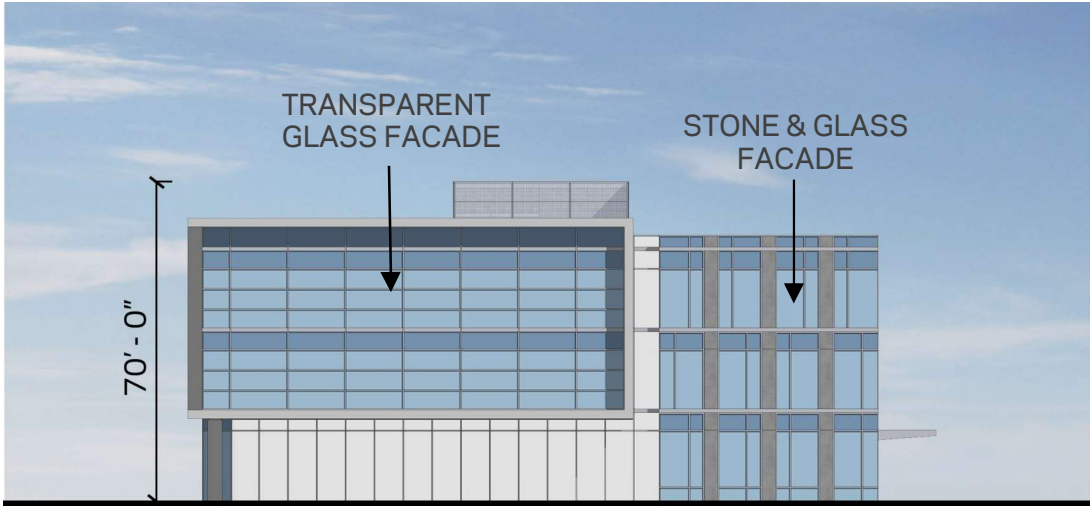
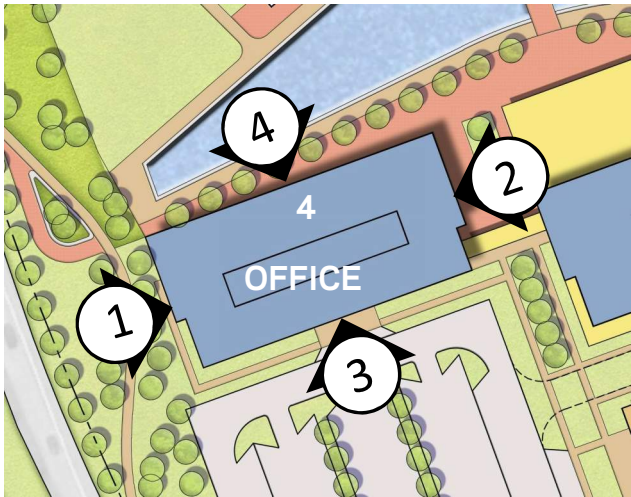
3. South Elevation



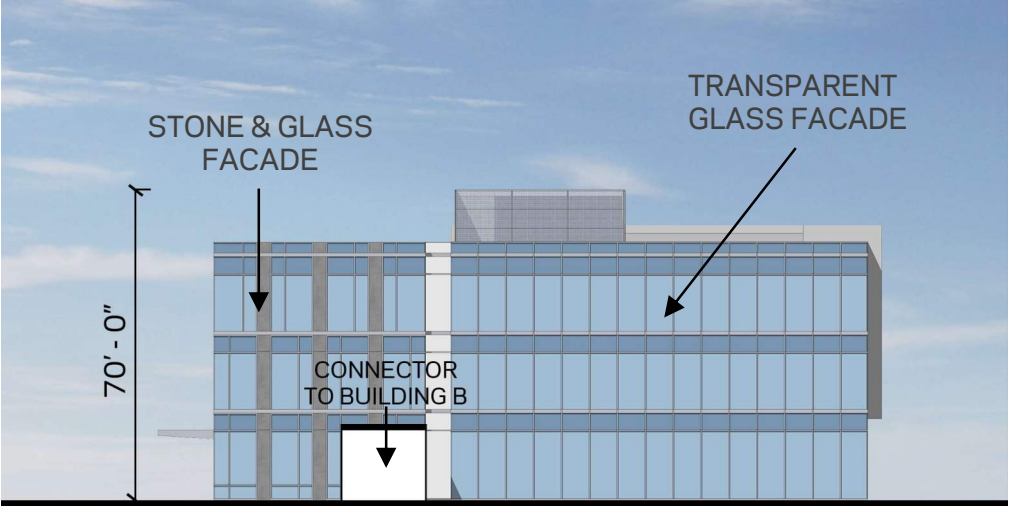
4. North Elevation

3 OFFICE ELEVATIONS

Exhibit B-6. 2d - Building Elevations



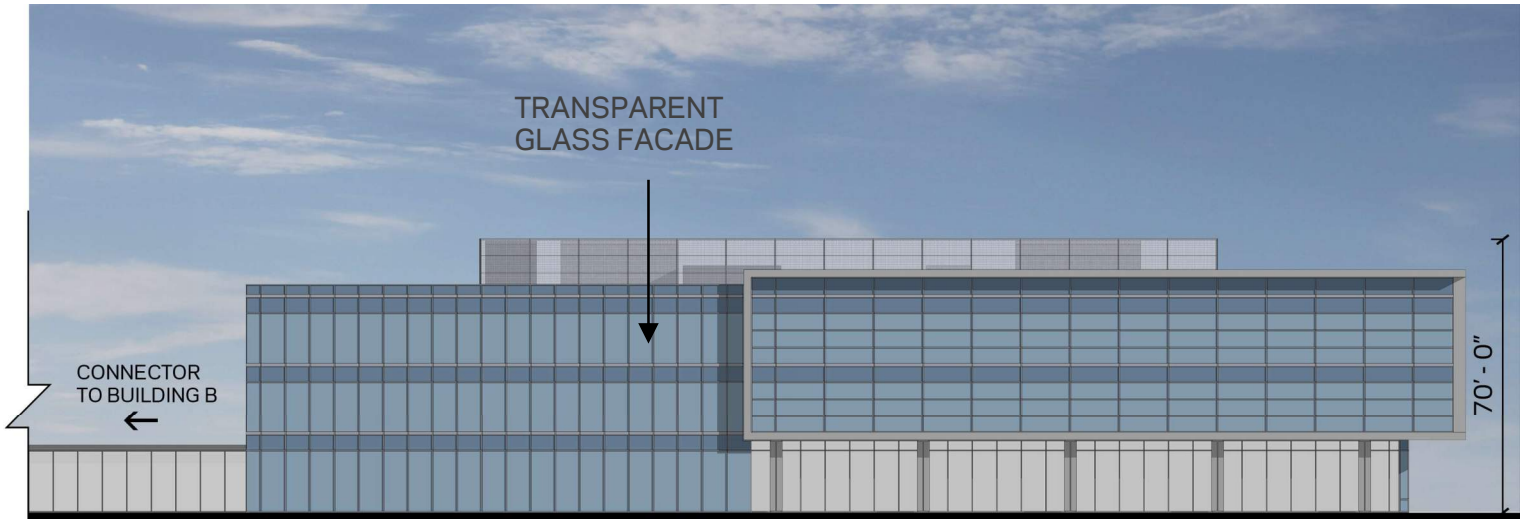
1. West Elevation



2. East Elevation * AREAS SHADED IN WHITE ARE SECTION CUTS AND ARE NOT BUILDING FACADES



3. South Elevation

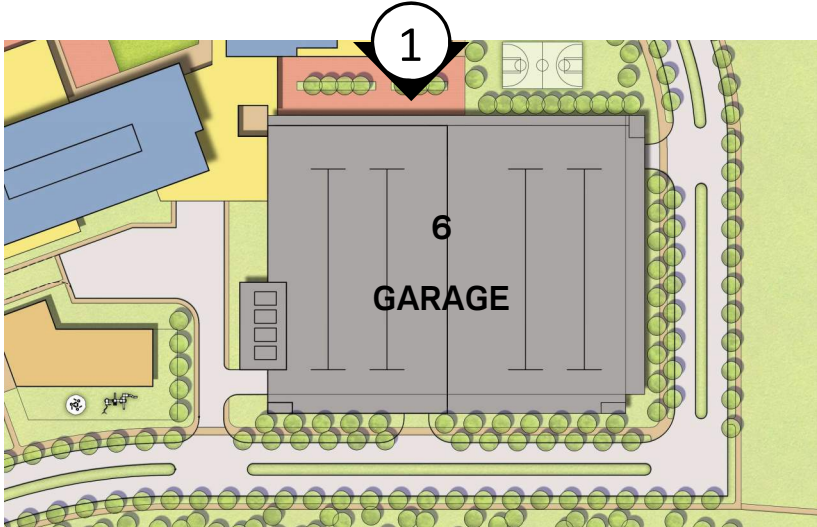


4. North Elevation

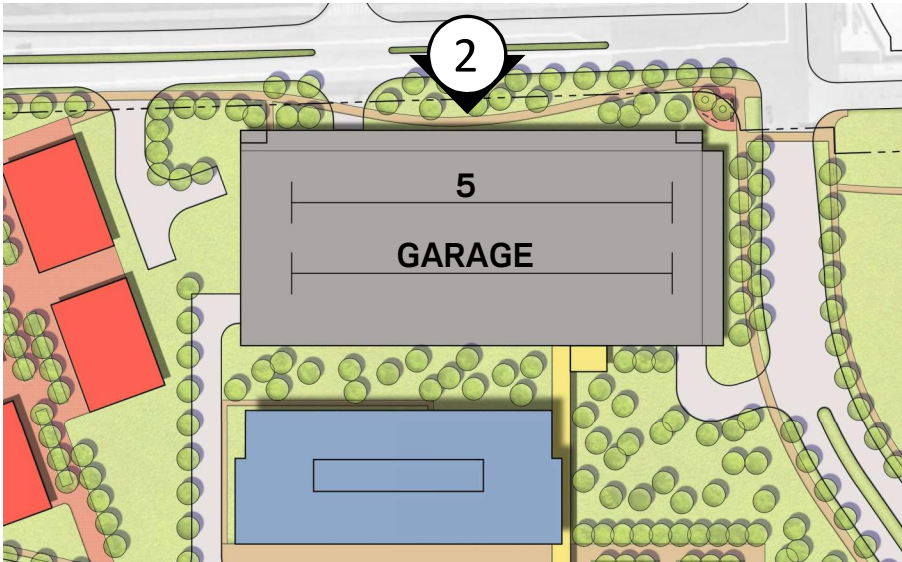
4 OFFICE ELEVATIONS



Exhibit B-6. 2e - Building Elevations



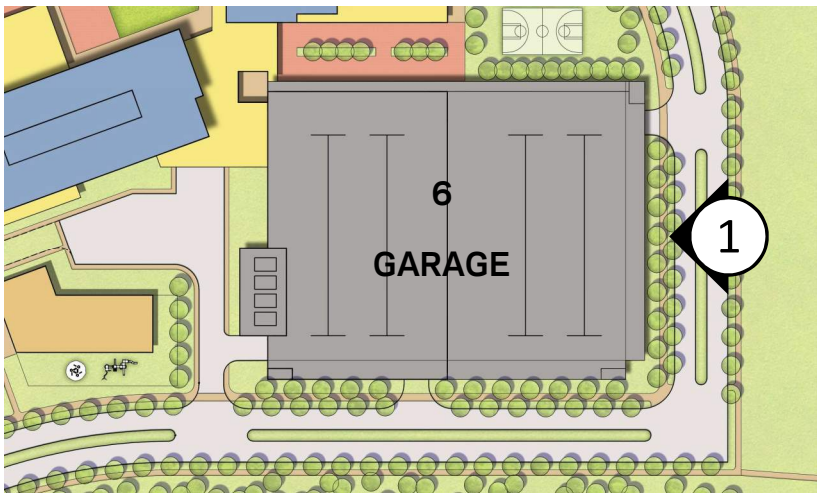
1. Typical North/South Elevation(6 GARAGE)



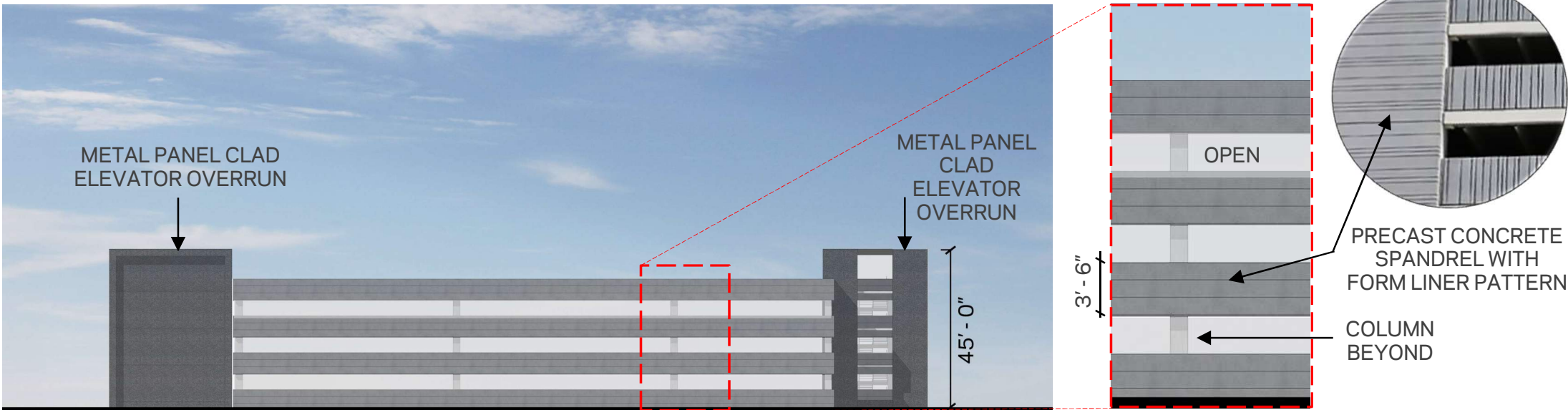
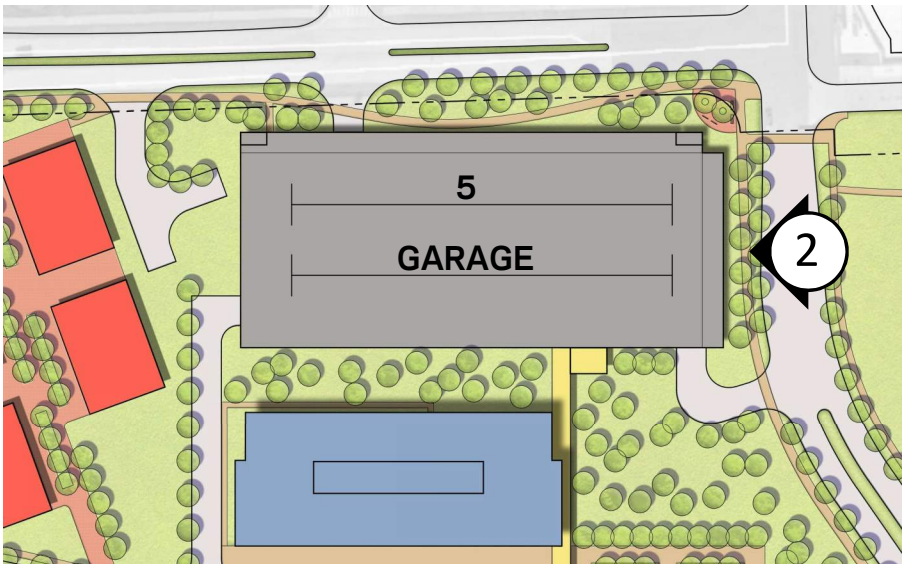
2. Typical North/South Elevation(5 GARAGE)

5 & 6 GARAGE ELEVATIONS

Exhibit B-6. 2f - Building Elevations



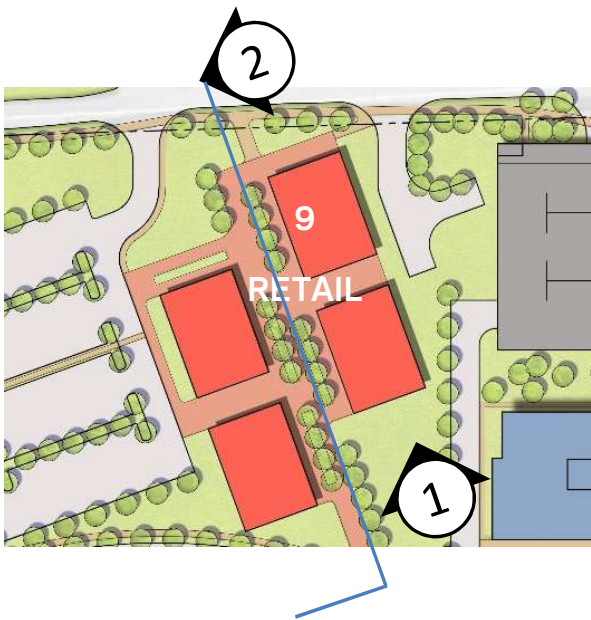
1. Typical East/West Elevation (6 GARAGE)



2. Typical East/West Elevation (5 GARAGE)

5 & 6 GARAGE ELEVATIONS

Exhibit B-6. 2g - Building Elevations



1. South Elevation * TENANT SPACE SUBJECT TO THEIR PARTICULAR TRADE DRESS AND DESIGN STANDARDS

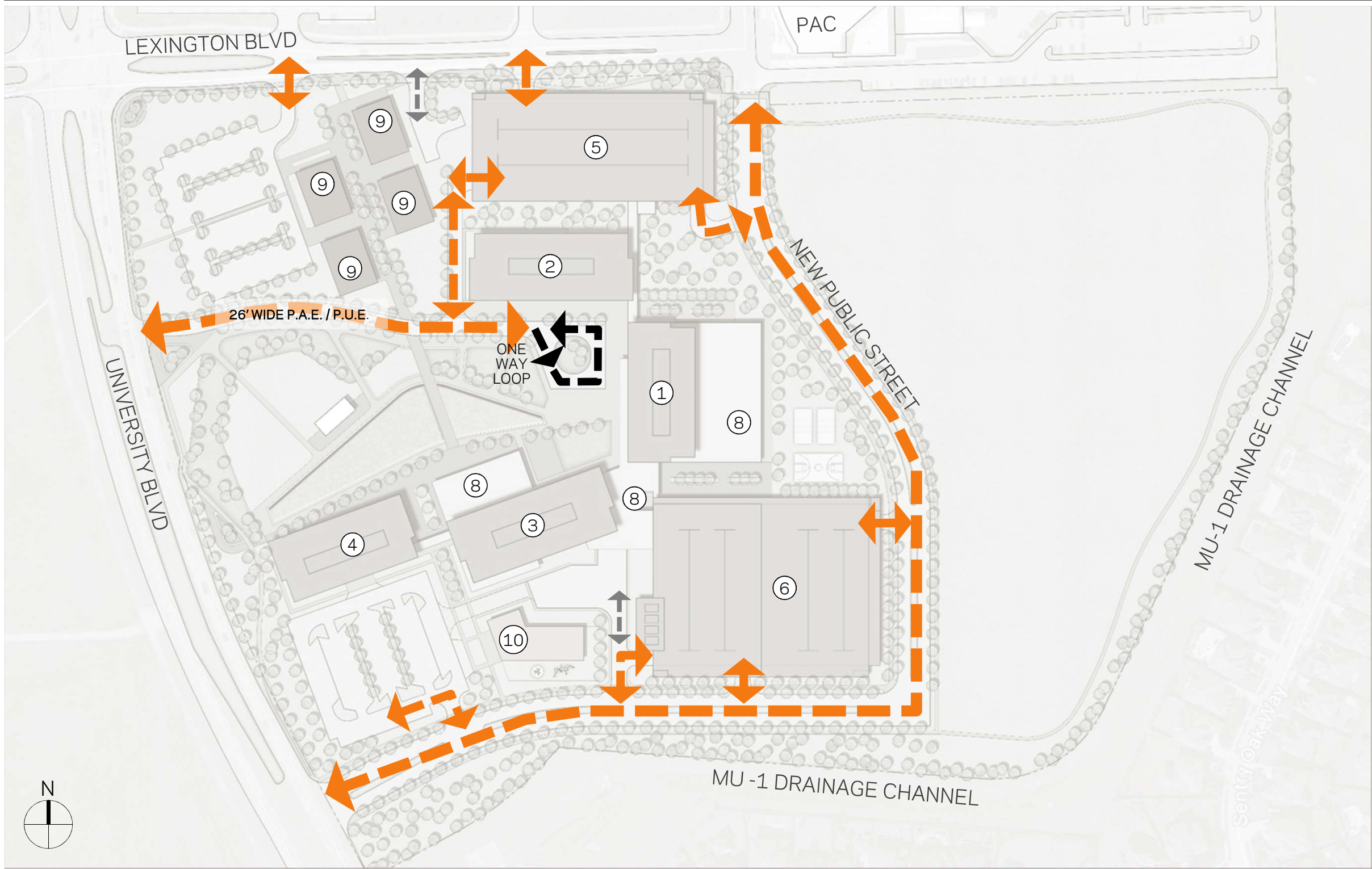


2. East Elevation * TENANT SPACE SUBJECT TO THEIR PARTICULAR TRADE DRESS AND DESIGN STANDARDS

9 RETAIL ELEVATIONS



Exhibit B-7.1 - Vehicular Circulation Plan

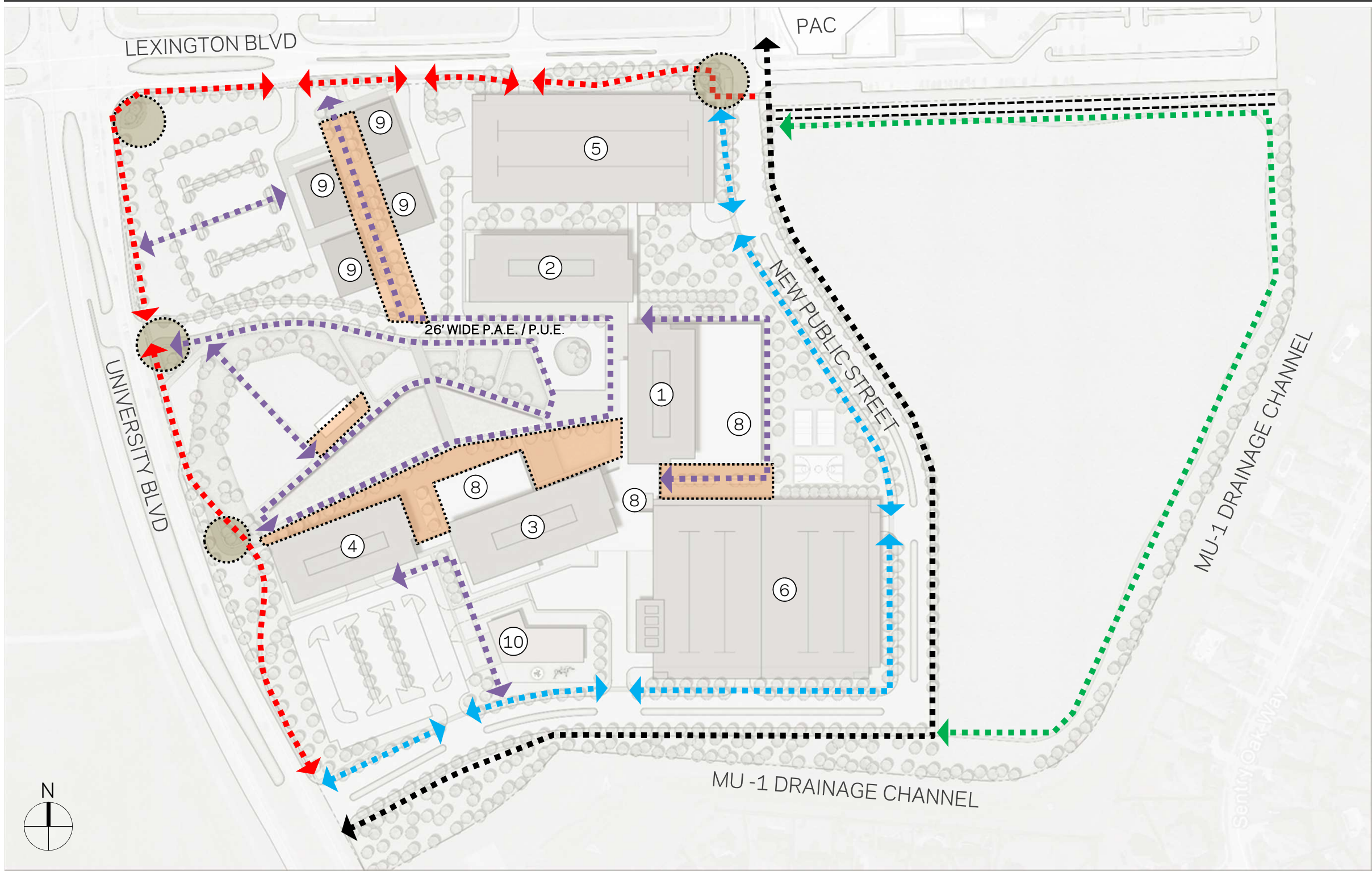


LEGEND

- Service/ Loading Access
- One way access
- Two way access



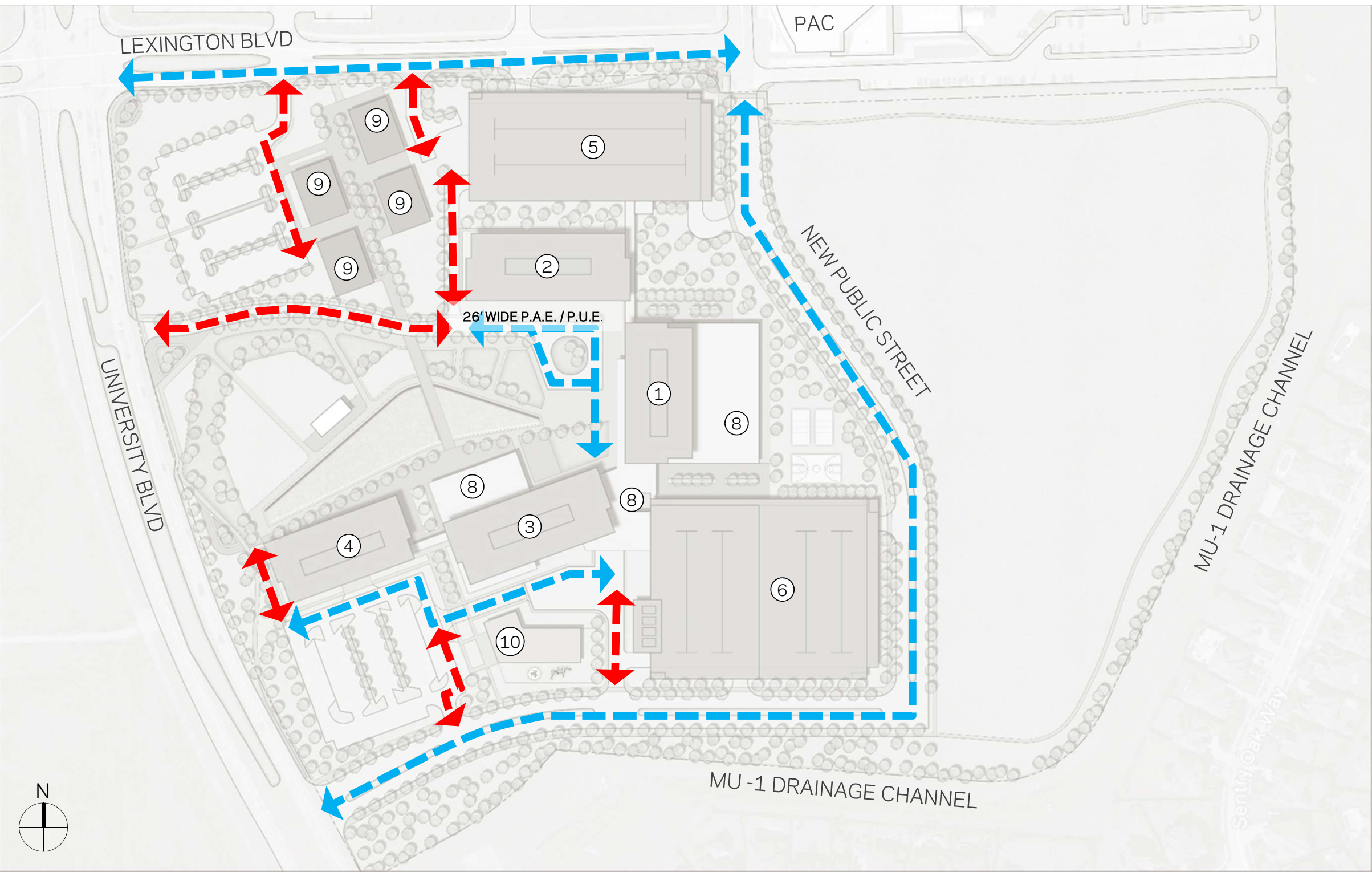
Exhibit B-7.2 - Pedestrian Circulation Plan



LEGEND

- 8' sidepath along west/ north side of new public street
- 6' sidewalk along east/south side of new public street
- 14' Pedestrian Easement (for future 10-ft shared use path) to connect to future Ditch H Trail project
- Potential 5' wide decomposed granite jogging trail
- 8' wide Public Street Sidepath
- 5' min wide Internal Sidewalk
- Hardscape Plazas w/ decorative pavement (colored / stamped concrete, interlocking pavers)
- Public Pedestrian Plazas per Exhibit B-2.2 - Campus Plan

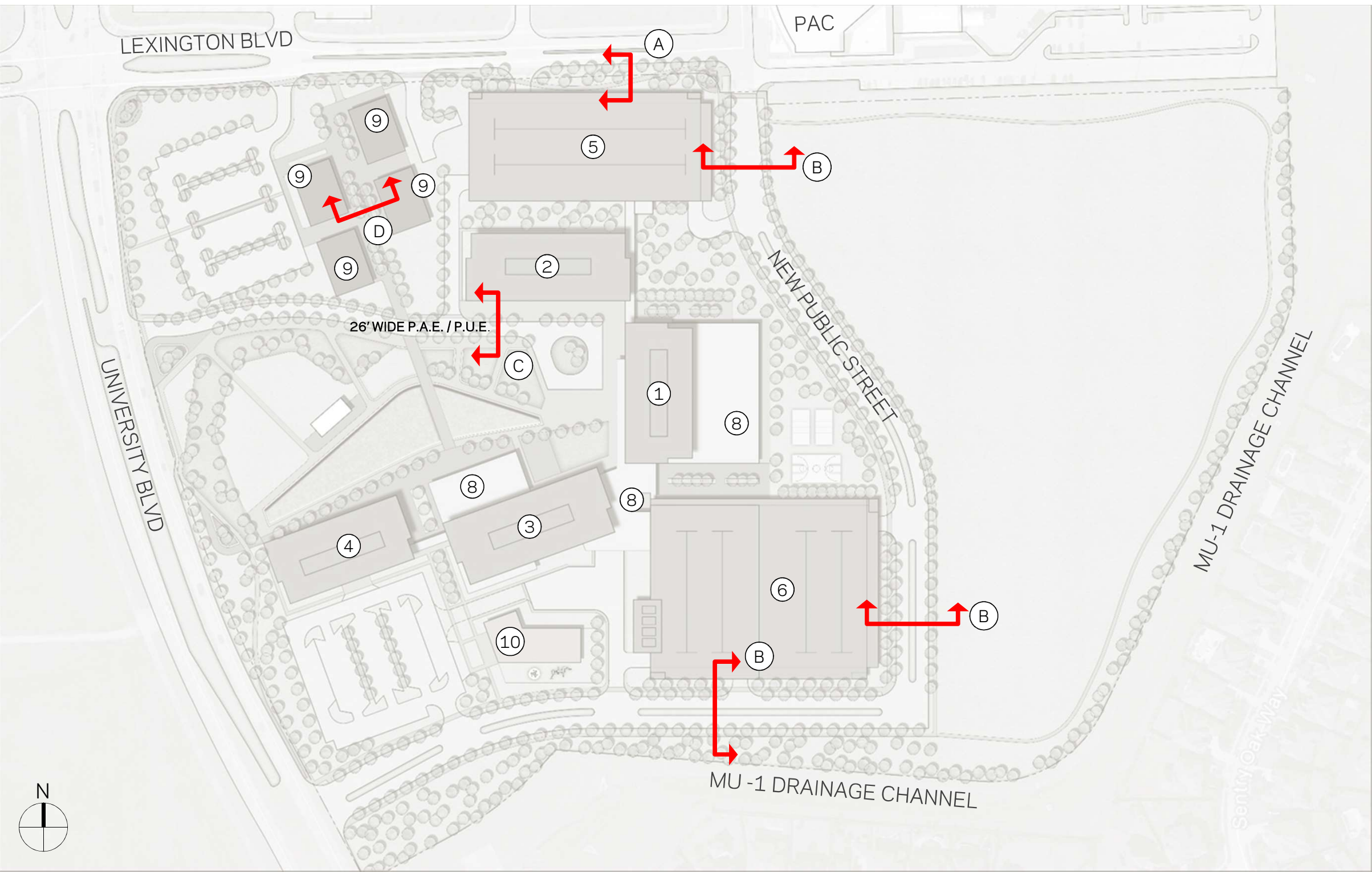
Exhibit B-7.3 - Fire Apparatus Exhibit



- LEGEND
- Fire Lane
 - Aerial Apparatus Lane



Exhibit B-8.1 - Cross Section Key Plan



- LEGEND**
- A. Lexington Blvd at North Garage
 - B. New Public Street at Garage
 - C. P.A.E. / P.U.E. at Office
 - D. Retail Pedestrian Promenade

Exhibit B-8.2 - Cross Sections

- LEGEND**
- A. Lexington Blvd at North Garage
 - B. New Public Street at North Garage, South Garage, and South Buffer

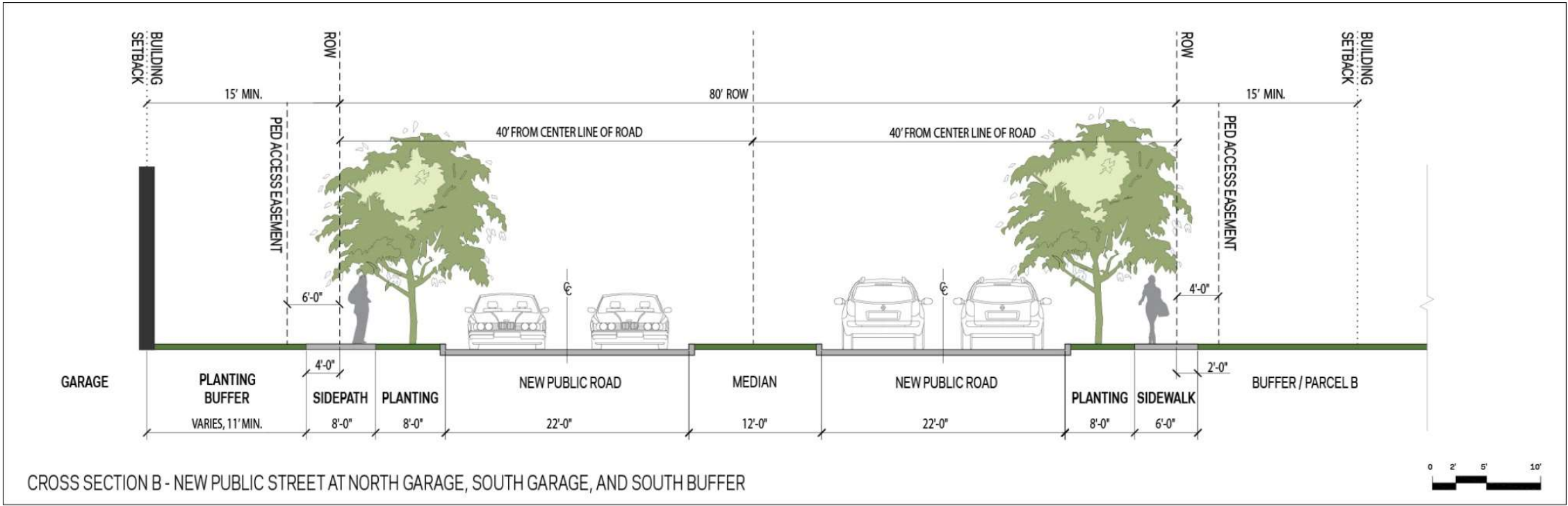
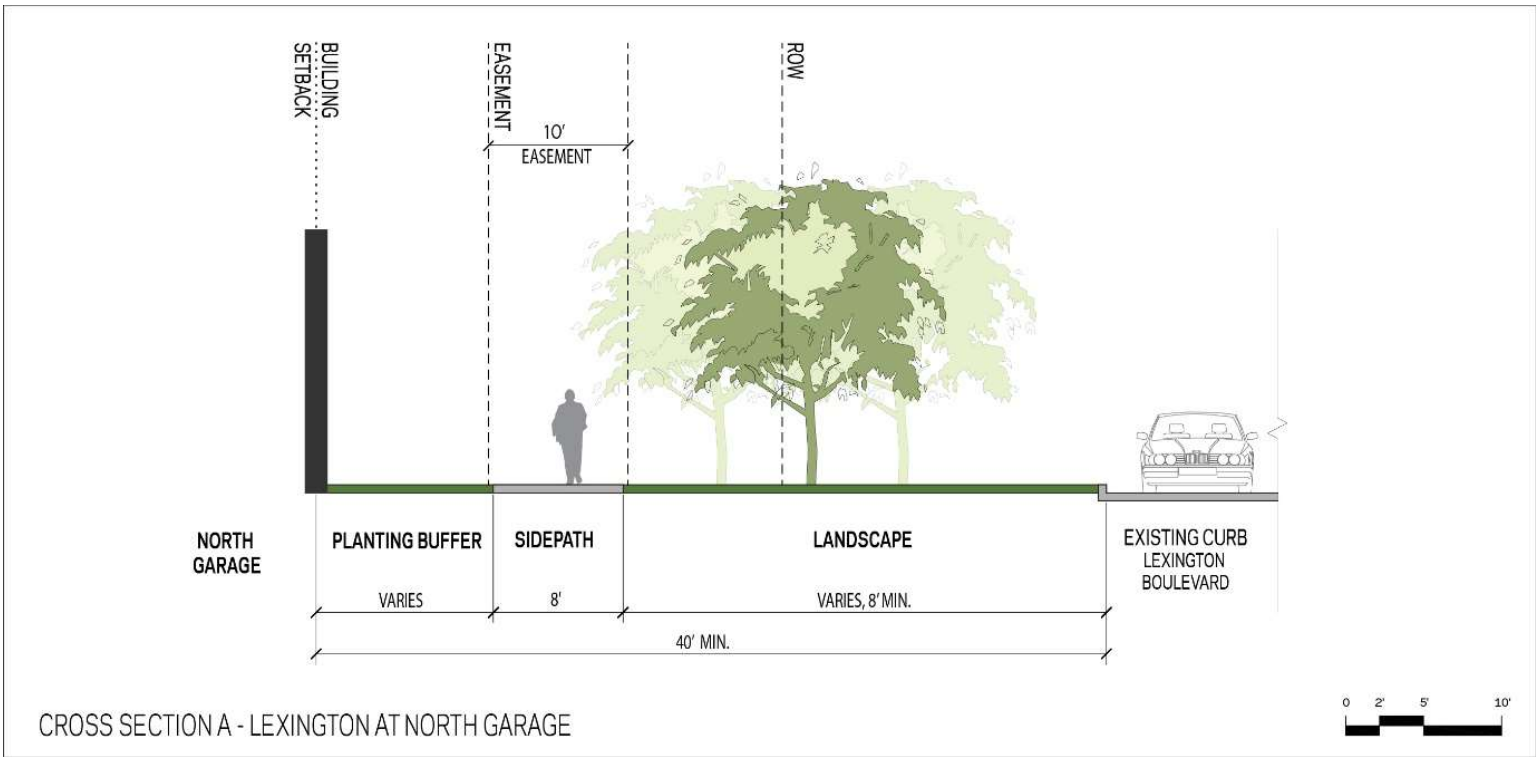
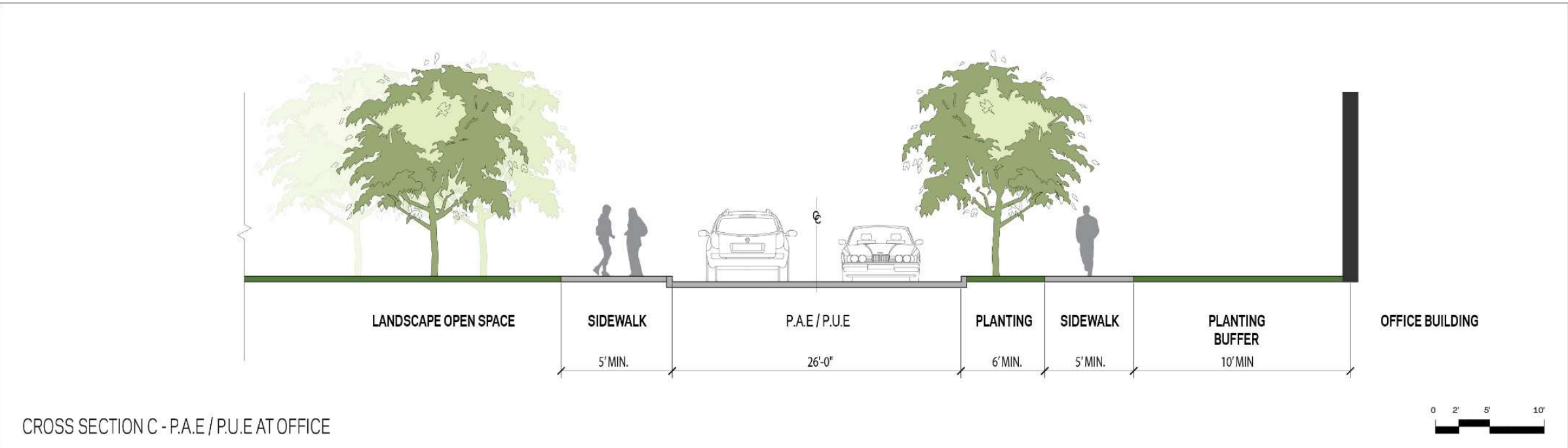
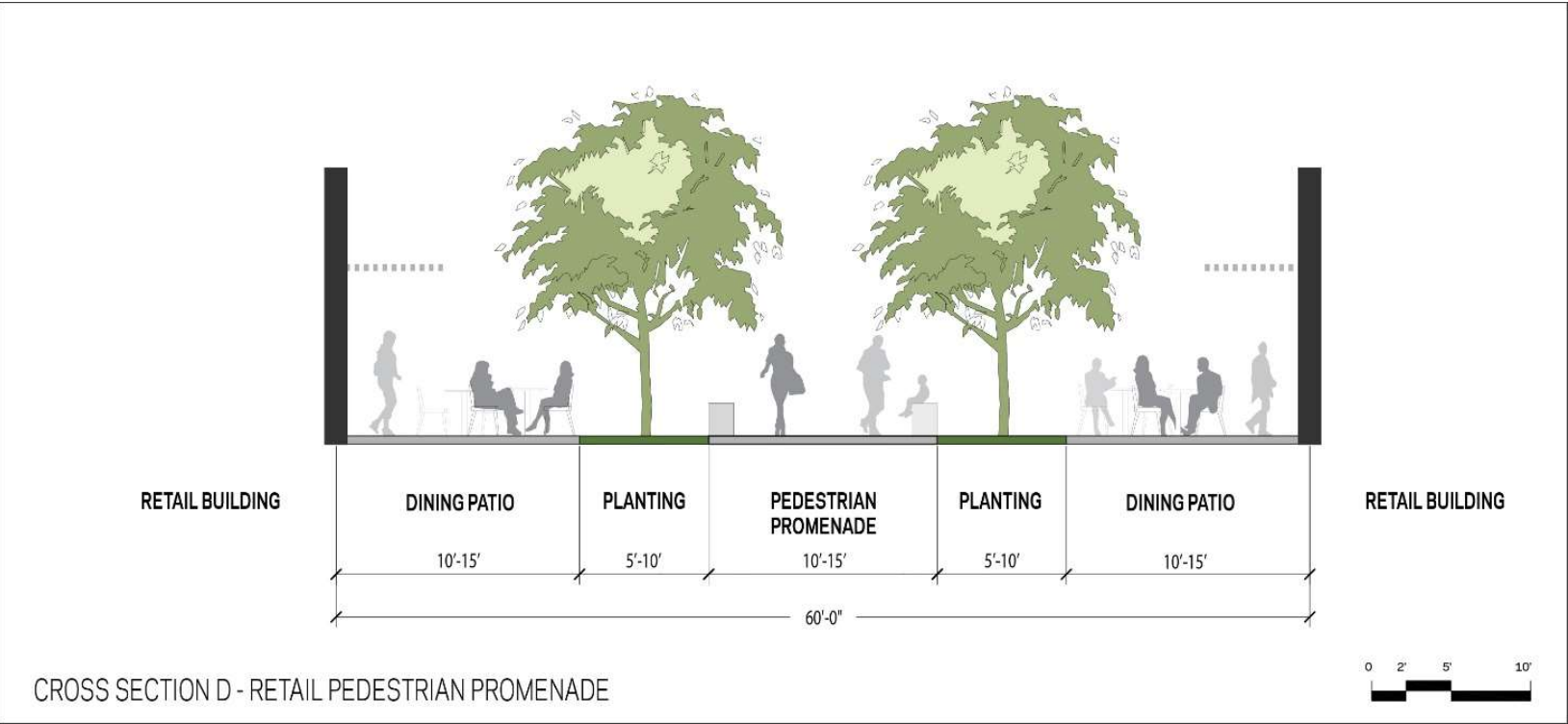


Exhibit B-8.3 - Cross Sections



- LEGEND**
- C. P.A.E / P.U.E at Office
 - D. Retail Pedestrian Promenade

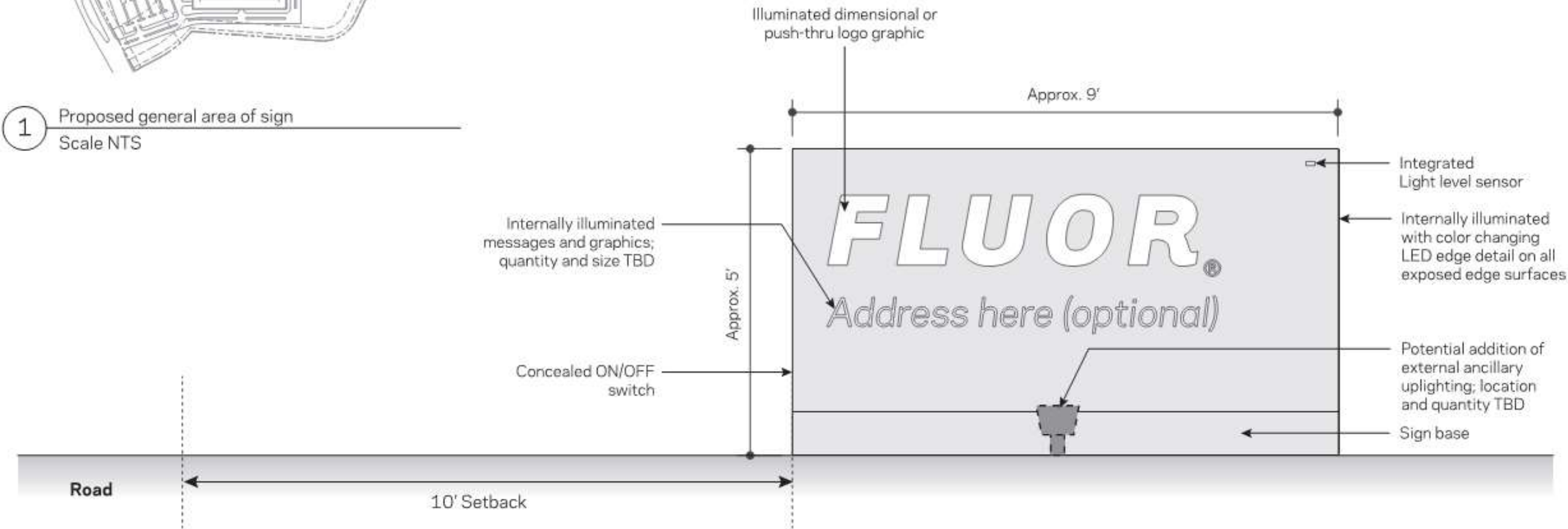


Main Monument Signage



1 Proposed general area of sign
Scale NTS

Main Monument Sign Sign to be designed and constructed to substantially appear as a solid mass from ground level to the highest portion of the Sign. All messages and graphics on Sign face to be internally illuminated; light output to be controlled with light level sensor(s). Double-sided. Estimated effective area is 45 sq. ft.

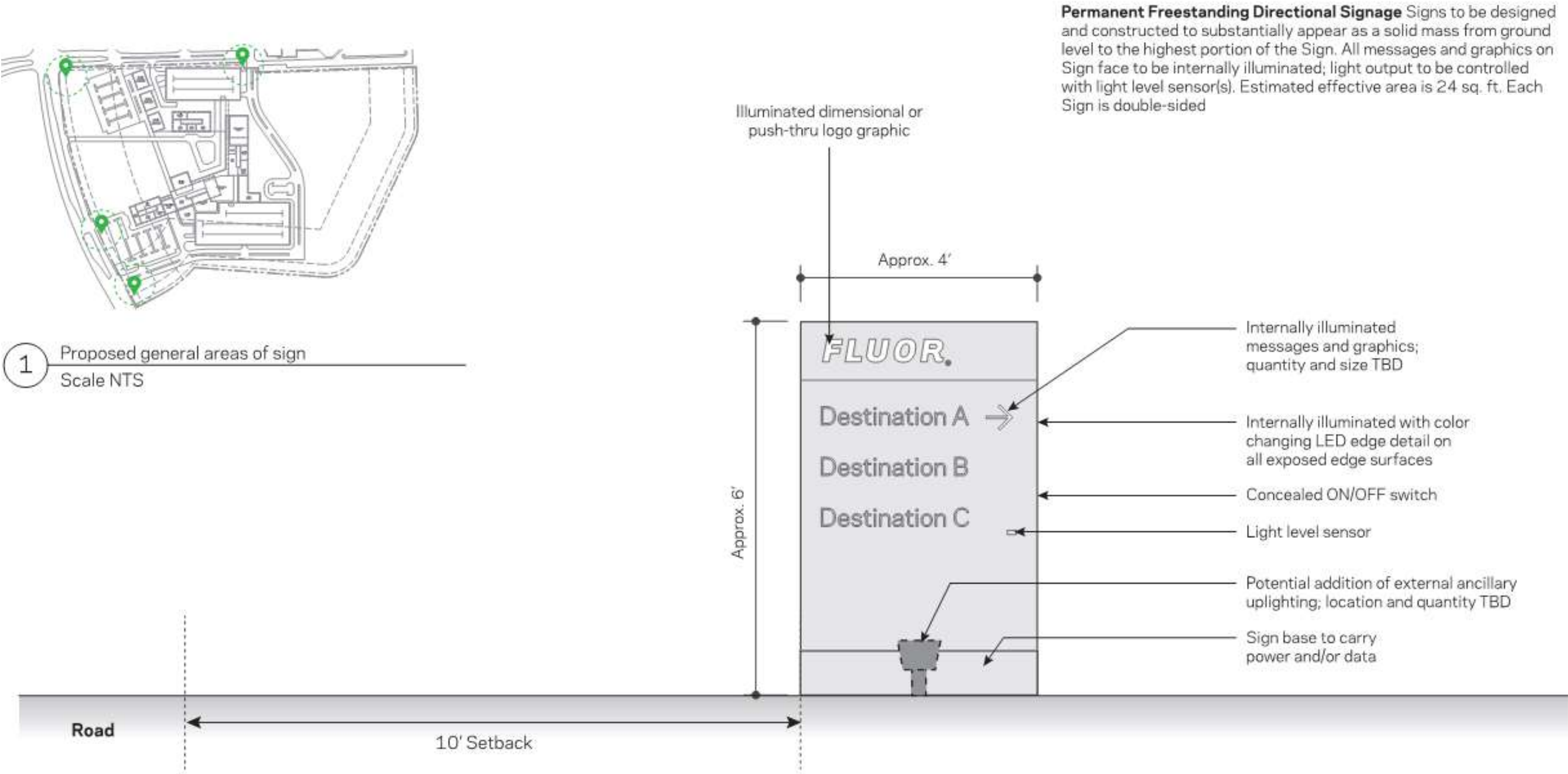


2 Signage Diagram
Scale 1:24

Permanent Freestanding Directional Signage



1 Proposed general areas of sign
Scale NTS



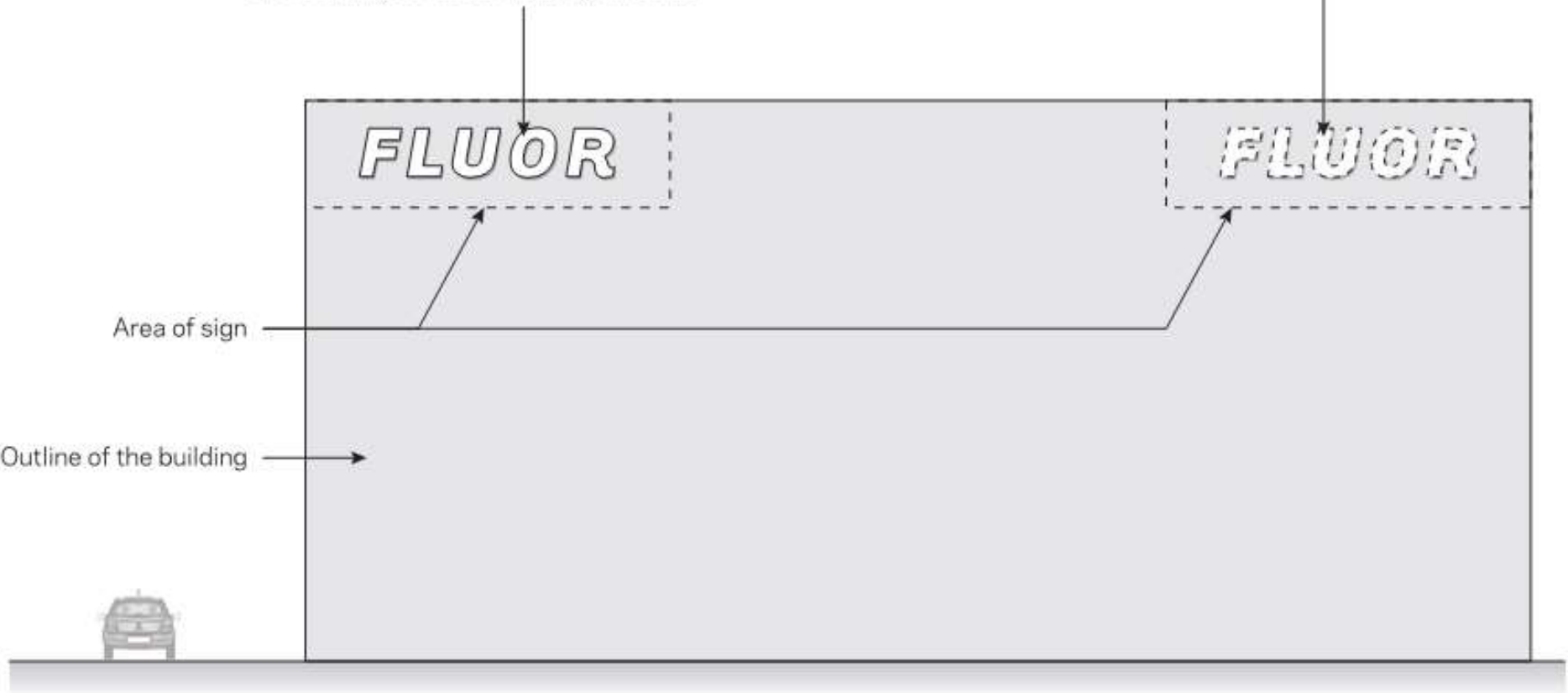
2 Signage Diagram
Scale 1:24

Principal Building Wall Sign

Note: No building wall signs are allowed that face toward adjacent residential neighborhoods across the drainage canal

Proposed location 1 Dimensional Principal Building Wall Sign to be located at the upper left section of building facade facing University Blvd. Sign to encompass the Fluor corporate logo and all identifying verbiage or graphics. Sign structure to be mounted to building with power/data connections for internally face and halo illumination with color changing LEDs. Sign to be sized proportionally to facade and the Sign will not exceed 15% of facade; thickness of Sign will protrude no more than 3' from the mounting surface or mounting structure.

Proposed location 2 Located at the upper right section of building facade facing University Blvd. Reference Sign details in location 1.



1 Proposed Area of Sign
Scale NTS

2 Signage Location Diagram
Scale NTS