

Application for a Planned Unit
Development of a 355.4 Acre
Tract

Prepared for CenterPointe
Properties

Prepared By Knudson & Associates



September 2004

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1.0 Introduction

This application for a Planned Unit Development has been prepared on behalf of CenterPointe Properties, pursuant to the City of League City Code of Ordinances, Section 125-68, Planned Unit Development (PUD).

The Planned Unit Development, a 355.4 Acre Tract, is a mixed-use project located within the City of League City, Texas. The subject tract is west of the Houston Interurban right-of-way, east of IH 45, and north and south of State Highway 96 (S.H. 96) along Walker Road, and lies within the boundaries of the City of League City Tax Increment Revenue Zone Number Three. The Area/Location Map illustrates the location of the subject property.

The purpose of the PUD plan is to designate land uses to the entire 355.4 acre tract. On February 8, 2000 the City of League City adopted the project plan for Tax Increment Reinvestment Zone (“TIRZ”) Number 3, which included a general planned unit development designation for the area. While the project plan was approved by the City, and general land uses are contained in the approved TIRZ plan, specific land use designations have not been prescribed to the area. This plan serves to further clarify land uses for the tract as well as encourage quality development by providing a flexible land use plan that will be able to address economic market changes and still provide a high-quality development. The PUD plan as proposed, will work in concert with the TIRZ Project Plan to further advance the City’s economic development goals. By implementing the PUD plan the City of League City will enable the construction of solid mixed-use development and subsequently create a healthy urban community.

2.0 Existing Conditions

2.1 Site Description

The subject tract is relatively flat, as is most property in this area, and is mostly void of existing vegetation. The property contains drainage and waterline easements as per the

attached survey exhibit. Additionally, an electrical transmission line traverses the upper northeastern quadrant of the tract. Development of the site will be restrained to some extent due to the existence of constructed roads and drainage facilities. Several sections of single family residential family development have already occurred on the property and a portion of Walker Street has been constructed along with a connection across the Interurban right-of-way.

2.2 Surrounding Land Use

Land use surrounding the subject tract consists of single-family residential development with the Orange Grove Subdivision on the eastern boundary, City of League City governmental and library facilities nearby to the east of the property, and some retail development along the east side of IH 45 to the west of the property. An existing fresh water lake exists to the east of the property.

3.0 Goals and Objectives

There are multiple goals that have been considered for the 355.4 Acre Tract Planned Unit Development. The first is to accelerate the development of a most significant “in-fill” tract as well as advance the City’s economic development goals. Secondly, the planned environment will provide a secure basis for orderly growth that is compatible with mixed land uses including buffers and fences. Long-term sustainability will be enhanced by the provision of a single, unified development plan that is flexible in land use to address changes in market conditions. The land use designations established in the plan will allow for quality development, generally expected by the public, while preserving the character of the area. The zoned designations also demonstrate the utility of a flexible land plan to achieve multiple goals and ensure quality development. The combination of both residential and non-residential land uses provide for a variety of nearby, compatible, daily-needs uses. Additionally, the proposed commercial uses provide for employment centers for the retail, office, and other commercial uses.

In general, the approval of the PUD will allow for a planned development that will enhance and protect both the property and surrounding uses from unexpected development pressures.

4.0 Project/Plan Description

4.1 Land Use Designations

The land use designations for the subject tract include general commercial and residential, both single family and multi-family residential. No school sites are proposed at this time. Open space is provided that exceeds the minimum required for residential development. Generally, the single family development contains curvilinear streets with relatively short blocks and multiple points of vehicular access. The single family area is buffered from the multi-family area by both Walker Street right-of-way and a solid fence to be built along the north side of Walker Street opposite the proposed multi-family area. A variety of lot sizes will be provided in the single family development to address the needs of a multi-tiered market. All lot sizes will conform to the City of League City Zoning Ordinance requirements and Subdivision regulations. These designations were chosen in order to provide the greatest opportunity and flexibility in development. Table 1 identifies how the plan establishes the land uses for the PUD.

Table 1: Summary of Land Uses

| Land Use | | |
|---------------------------|--------------|---------------------------|
| | Area (Acres) | Area (% of Gross Acreage) |
| CONSTRAINTS/ROADS | 34.9 | 9.8 % |
| OPEN SPACE | 8.3 | 2.3 % |
| COMMERCIAL | 101.9 | 28.7 % |
| DETENTION | 25.5 | 7.2 % |
| SINGLE FAMILY RESIDENTIAL | 143.0 | 40.3 % |
| MULTI-FAMILY RESIDENTIAL | 41.8 | 11.7 % |
| TOTAL: | 355.4 | 100 % |

4.2 Land Use Changes/Regulatory Compliance

The proposed land uses for the area are consistent with the current approved Zoning regulations for the City of League City and conform to the general comprehensive plan for the City. These are outlined in Table 2 and illustrated on Exhibit 7, Zoning Categories.

Table 2: Zoning Categories

| Land Use | Area (Acres) | PUD Zoning Designation |
|---------------------------|--------------|---------------------------------|
| Commercial | | General Commercial (CG) |
| Total CG | 101.9 | |
| Single-Family Residential | | Single Family Residential (RSF) |
| Total RSF | 143.0 | |
| Multi-Family Residential | | Multi-Family Residential (RMF) |
| Total RMF | 41.8 | |

Land use and zoning designations for all the parcels within the subject tract are illustrated on the Conceptual Land Use Plan and the Zoning Categories (Exhibits 5 and 6).

Land use will be regulated through the acreage restrictions outlined above. Land use changes will be regulated on a total acreage basis for modification from the established PUD approval. These changes are necessary to reflect and adjust to changing market conditions throughout the life of the construction of the development. This will allow the project to remain competitive and not be restrained by unrealistic conditions that are inflexible. Minimal land use interchange is allowed however, if the proposed land use exceeds the established acreage by 25%, a variance must be requested and approved by the City of League City Council.

4.3 Mobility

The project location enjoys very positive mobility currently and the proposed street improvements will further insure the project has more-than-adequate site circulation and outside access. Access to the site will be provided by Walker Street that connects with State Highway 3. The recent completion of Walker Street across the Interurban right-of-way will ensure the future connection of State Highway 3 and State Highway 96 (Link Road). This will then connect to IH 45 to the west of the project. State Highway 96 is a major east/west thoroughfare that will provide east/west access across most of the City of League City. Additionally, Centerpointe Drive, which currently connects with Calder Drive will provide another east/west thoroughfare to the east of the project, ultimately connecting to State Highway 3. These existing and proposed collectors and thoroughfares comply with the current City of League City transportation plan. No single family lots are proposed to face and take access from either Centerpointe Drive or Walker Street. Thus allowing traffic flow to be unimpeded by residential driveway access points. Additionally, a private driveway (by others) is proposed from the existing sports complex to the west of the project to connect with Walker Street.

As a result, superior access will be available to both the residents and customers of the project.

4.4 Utilities

The property is within a TIRZ and a public improvement district (PID) and as a result all public utilities and paving costs are reimbursed to the developer as the improvements are constructed and adequate tax base is on the ground for reimbursement. Water, wastewater, and storm drainage facilities, both existing and proposed, are indicated on enclosed exhibits for each utility.

Water Supply – the water source for the property will be from lines provided by the City of League City.

Water Distribution – The water supply received from the City of League City will be distributed throughout the property via underground water lines in diameters shown on the attached water utility exhibit. All facilities will be constructed according to standards provided and inspected by the City of League City.

Wastewater – The underground sanitary sewer pipe system will provide sanitary sewer conveyance from the source to the City of League City treatment plant. At least one sanitary sewer lift station is anticipated to provide the additional elevation lift needed due to the minimal amount of natural topographic relief.

Storm Drainage System – Complete engineering has been prepared to establish required storm water detention and conveyance systems. Several existing detention ponds have already been constructed and several more are anticipated at the south side of the property.

4.5 Amenities/Open Space

Dedicated open space has already been provided and additional open space will be provided for single family residential land uses as these uses are constructed. Additionally, a recreation area is provided on Centerpointe Drive near the east side of the project.

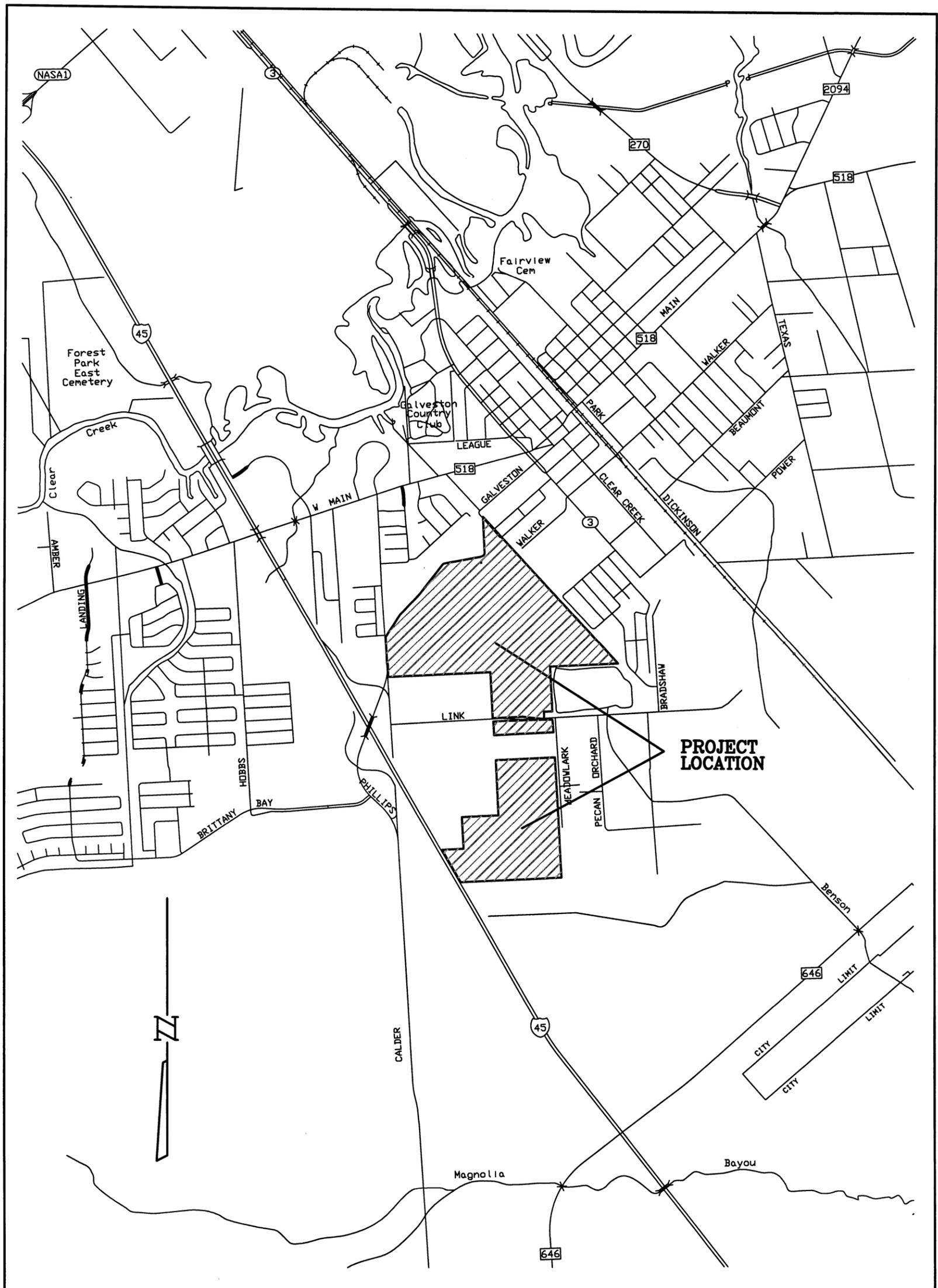
4.6 Phasing/Development Schedule

Development construction began for the project in 2002. The project development will be phased with anticipated completion of development construction in 2013. It is proposed that residential development will continue until the year 2008 and that commercial development will most likely not begin until the year 2009. It is anticipated the commercial development will continue until the end of the development in 2013. Generally, it is anticipated that non-residential development will start at the Walker

Road/ State Highway 96 intersection and then develop south along Walker Road from State Highway 96. The actual phasing of development will depend on economic conditions realized during the development construction.

Exhibit 1:
Area Location Map

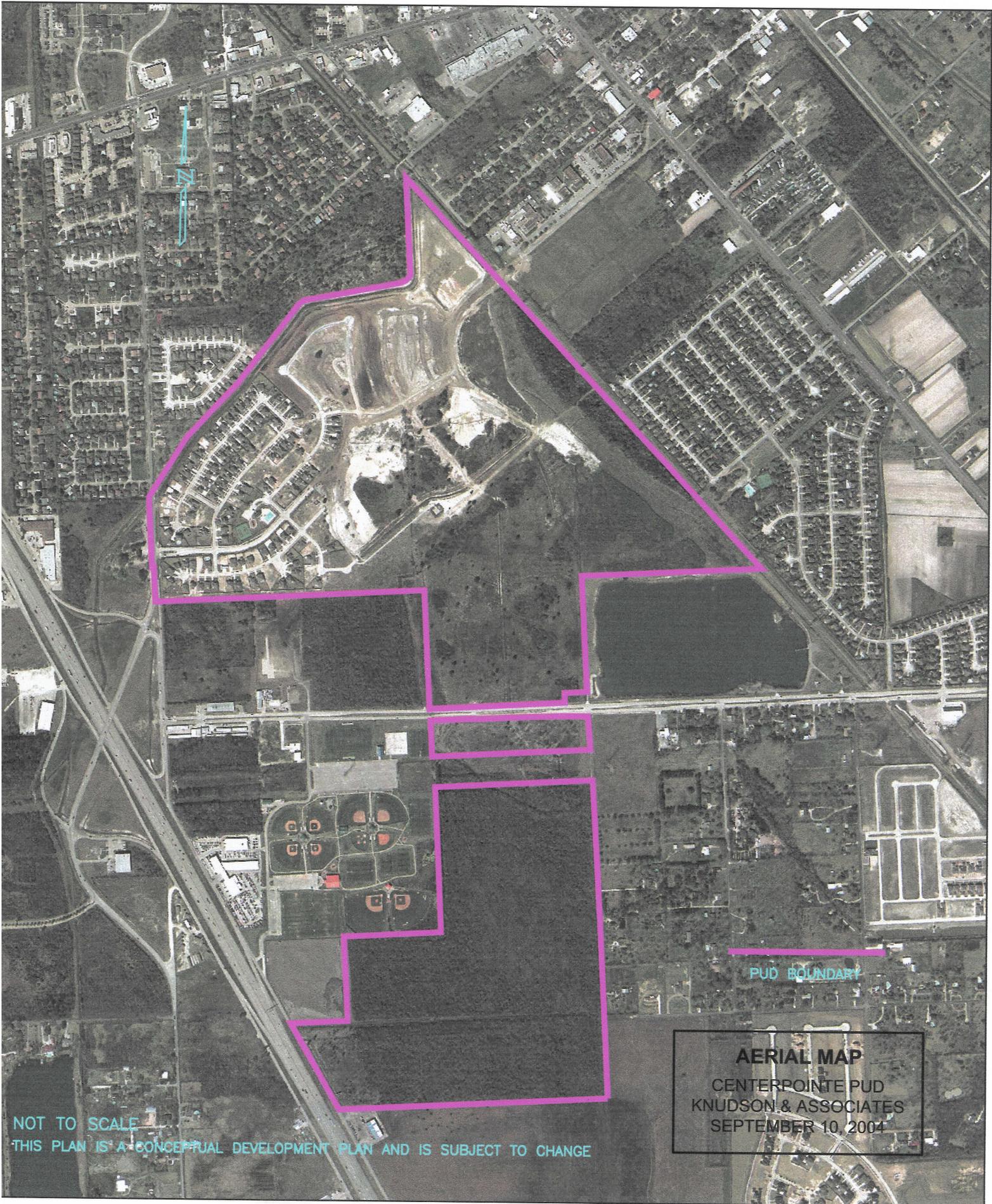
CENTERPOINTE PUD AREA LOCATION MAP



Scale: NTS

**AREA LOCATION
MAP**
CENTERPOINTE PUD
KNUDSON & ASSOCIATES
SEPTEMBER 10, 2004

Exhibit 2:
Project Aerial Map

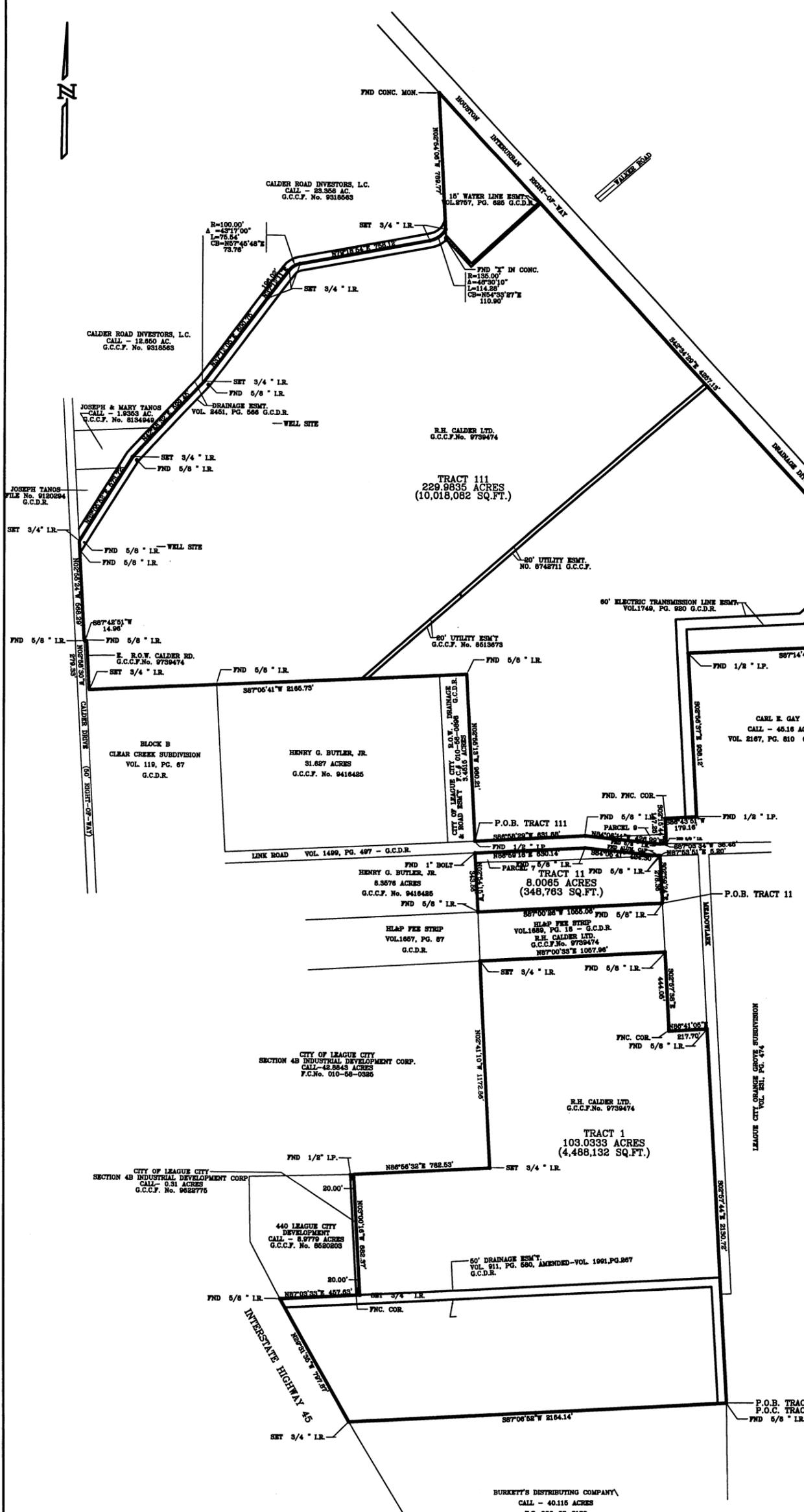


PUD BOUNDARY

AERIAL MAP
CENTERPOINTE PUD
KNUDSON & ASSOCIATES
SEPTEMBER 10, 2004

NOT TO SCALE
THIS PLAN IS A CONCEPTUAL DEVELOPMENT PLAN AND IS SUBJECT TO CHANGE

Exhibit 3:
Project Survey



- NOTES:
- 1) The tract of land shown hereon was not abstracted by the surveyor.
 - 2) The survey shown hereon was prepared with the benefit of Stewart Title Guaranty Company of Houston Commitment Policy No. 75165-P, dated October 14, 1987, and correctly shows the easements set forth in Schedule B therein. The surveyor has made no effort to research easements not disclosed in said Commitment or that are not visible on the ground. Certain restrictive covenants listed therein are not shown hereon.
 - 3) According to the Federal Emergency Management Agency Flood Insurance Rate Map, Community Panel Number 485488 0030 D and 485488 0010 D, for City of League City, Galveston County, Texas, dated September 28, 1990, which covers the subject property, no portion of the tract of land shown hereon lies within the 100-year flood plain, as depicted therein.
 - 4) The tract of land shown hereon lies within the Corporate limits of the City of League City.
 - 5) The surveyor has made no attempt to locate or define wetlands, hazardous waste areas, habitats, endangered species or any other environmentally sensitive areas on the tract of land shown hereon; nor does this survey make any representations of being an environmental assessment of the tract of land shown hereon.
 - 6) The surveyor has made no attempt to locate or define archeological sites, historical sites or undocumented cemeteries on the tract of land shown hereon; nor does this survey make any representations of being an archeological or historical survey of the tract of land shown hereon.
 - 7) The surveyor has made no attempt to locate abandoned or plugged oil and gas wells, or any other wells on the tract of land shown hereon; nor has the surveyor made any attempt to research same with the Railroad Commission of Texas or any other State agency; nor has the surveyor investigated any mineral or royalty interests in the tract of land shown hereon.
 - 8) The reference bearing for the tract of land shown hereon is the East line of said 103.3466 acre tract of land as described in the current Deed as referenced hereon.
 - 9) The tract of land shown hereon will have access to Link Road and Meadowlark once the property is platted.
 - 10) The tract of land shown hereon is described in field note description filed in job number 3215-01 in the offices of Dannenbaum Engineering Corporation, 3100 W. Alabama, Houston, Texas, 77098; phone number (713) 622-8570.

BOUNDARY SURVEY
OF
341.0233 ACRES
COMPRISED OF THREE TRACTS
TRACT 1 - 103.0333 ACRES
TRACT 11 - 8.0085 ACRES
TRACT 111 - 229.9835 ACRES
OUT OF THE
STEPHEN F. AUSTIN LEAGUE, ABSTRACT 3
GALVESTON COUNTY, TEXAS

DANNENBAUM ENGINEERING CORPORATION
CONSULTING ENGINEERS HOUSTON, TEXAS
SCALE: 1"=300' DATE: JULY 20, 1998

Exhibit 4:
Project Legal Description

Metes And Bounds Description

Being a 355.4374 acre tract of land situated in the Stephen F. Austin League, Abstract No. 3, Galveston County, Texas, being out of that certain called 600 acre tract of land as described in Volume 239, Page 84 of the Deed Records of Galveston County, Texas and being the same tracts of land conveyed to R. H. Calder, LTD. as described in Special Warranty Deed, dated October 14, 1997 as recorded in File No. 9739474 of the Clerk's Files of Galveston County, Texas; said 355.4374 acre tract of land is more particularly described by metes and bounds as follows with all bearings being referenced to the Texas State Plane Coordinate System, South Central Zone, North American Datum 1983; All distances are in surface and may be converted to grid by multiplying by the combined factor of 0.9998700:

BEGINNING at a found 5/8-inch iron rod for the Southeast corner of the League City Heights Subdivision as recorded in Volume 238. Page 34 of the Deed Records of Galveston County, Texas, said corner also being the Northeast corner of a 40.115 acre tract conveyed to Burkett's Distributing Company in Film Code No. 006-82-0129 of the Clerk's Files of Galveston County, Texas and being the Southeast corner of the herein described tract of land;

THENCE South 87° 06' 52" West, 2164.14 feet along the North line of said 40.115 acre tract to a set 3/4-inch iron rod on the Northeast right-of-way line of Interstate Highway 45 for the Southwest corner of the herein described tract of land;

THENCE North 29° 31' 35" West, 797.87 feet along the Northeast right-of-way line of Interstate Highway 45 to a found 5/8-inch iron rod for corner, said corner also being the Southwest corner of an 8.9779 acre tract of land as conveyed to 440 League City Development in File Number 8520203 of the Clerk's Files of Galveston County, Texas;

THENCE North 87° 03' 33" East, along the South line of said 8.9779 acre tract, passing the Southeast corner of said 8.9779 acre tract at 437.63 feet, a total distance of 457.63 feet to a set 3/4-inch iron rod for corner and being the Southeast corner of a 0.31 acre tract as conveyed to City of League City, Section 4B Industrial Development Corporation in Film Code Number 010-58-0325 of the Clerk's Files of Galveston County, Texas;

THENCE North 03° 00' 16" West, 682.37 feet along the East line of said 0.31 acre tract to a set 3/4-inch iron rod for corner and being on the South line of a 42.8843 acre tract of land as conveyed to City of League City, Section 4B Industrial Development Corporation in Film Code Number 010-58-0325 of the Clerk's Files of Galveston County, Texas;

THENCE North 86° 56' 32" East, 782.53 feet along the South line of said 42.8843 acre tract of land to a set 3/4-inch iron rod for corner, said corner also being the Southeast corner of said 42.8843 acre tract of land;

THENCE North 02° 41' 10" West, 1172.86 feet along the East line of said 42.8843 acre tract of land to a set 3/4-inch iron rod for the Northwest corner of the herein described tract of land; said corner being on the South line of an HL & P Fee Strip as recorded in Volume 1657, Page 87 and Volume 1689, Page 18 of the Deed Records of Galveston County, Texas;

THENCE North 02° 36' 12" West, 278.60 feet to a found 5/8-inch iron rod on the North line of said HL & P Fee Strip for corner; said corner also being the Southeast corner of an 8.3576 acre tract of land as conveyed to Henry G. Butler in File Number 9416425 of the Clerk's Files of Galveston County, Texas;

THENCE North 02° 54' 15" West, 343.86 feet along the East line of said 8.3576 acre tract of land to a found 1-inch bolt on the South right-of-way line of Link Road, as recorded in Volume 1499, Page 497 of the Deed Records of Galveston County, Texas, for the Northwest corner of the herein described tract of land;

THENCE North 00° 35' 04" West, 70.26 feet to a found 1/2-inch iron pipe on the North right-of-way line of said Link Road, said corner being the Southeast corner of a 31.627 acre tract of land as conveyed to Henry G. Butler, Jr. in File Number 9416425 of the Clerk's Files of Galveston County, Texas;

THENCE North 02° 55' 13" West, 960.21 feet along the East line of said 31.627 acre tract to a found 5/8-inch iron rod for corner;

THENCE South 87° 05' 41" West, along the north line of said 31.627 acre tract of land and passing the Northwest corner of said 31.627 acre tract at 1434.61 feet, a total distance of 2165.73 feet to a set 3/4-inch iron rod on the East right-of-way line of Calder Road and also being the Northwest corner of Block B, Clear Creek Subdivision, as recorded in Volume 119, Page 67 of the Deed Records of Galveston County, Texas;

THENCE along the East right-of-way line of Calder Road as follows:

- North 02° 58' 30" West, 279.33 feet to a found 5/8-inch iron rod for corner
- South 87° 42' 51" West, 14.96 feet to a found 5/8-inch iron rod for corner;

North 02° 55' 24" West, 568.29 feet to a set 3/4-inch iron rod for corner, being in the centerline of a drainage easement as recorded in Volume 2451, Page 566 of the Deed Records of Galveston County, Texas;

THENCE along the centerline of said drainage easement as follows:

- North 32° 05' 52" East, 573.72 feet to a set 3/4-inch iron rod for corner

- North 42° 48' 32" East, 599.45 to a set 3/4-inch iron rod for corner;
- North 37° 12' 05" East, 600.75 feet to a set 3/4-inch iron rod for corner;
- North 37° 12' 11" East, 198.02 feet to a set 3/4-inch iron rod for corner;
- Along the arc of a curve to the right, having a chord of North 57° 45' 48" East, 73.76 feet, a radius of 100.00 feet, a central angle of 43° 17' 00", a distance of 75.54 feet to a set 3/4-inch iron rod for corner;
- North 79° 18' 54" East, 758.12 feet to a set 3/4-inch iron rod for corner;
- Along the arc of a curve to the left, having a chord of North 54° 33' 27" East, 110.90 feet, a radius of 135.00 feet, a central angle of 48° 30' 10", a distance of 114.28 feet to a set 3/4-inch iron rod for corner;

THENCE North 02° 54' 06" West, 789.77 feet to a found concrete monument on the Southwesterly right-of-way line of the Houston Interurban Right-of-way, and being the most Northerly corner of the herein described tract of land;

THENCE South 42° 34' 29" East, 4257.13 feet, along the said Southwesterly right-of-way of the Houston Interurban right-of-way, to a found 1/2-inch iron pipe for the most Easterly corner of the herein described tract of land, said corner also being the Northeast corner of a 45.16 acre tract of land as conveyed to Carl E. Gay in Volume 2167, Page 810 of the Deed Records of Galveston County, Texas;

THENCE South 87° 14' 41" West, 1447.65 feet along the North line of said 45.16 acre tract to a found 1/2-inch iron pipe for corner and being the Northwest corner of said 45.16 acre tract of land;

THENCE South 02° 56' 37" East, 938.12 feet along the West line of said 45.16 acre tract of land to a found 1/2-inch iron pipe for corner;

THENCE South 02° 26' 06" East, 218.02 feet to a found 5/8-inch iron rod on the South right-of-way line of said Link road for corner; said point also being on the West right-of-way line of Meadowlark Lane (40' right-of-way) as recorded in plat of League City

Orange Grove Subdivision in Volume 231, Page 474 of the Deed Records of Galveston County, Texas;

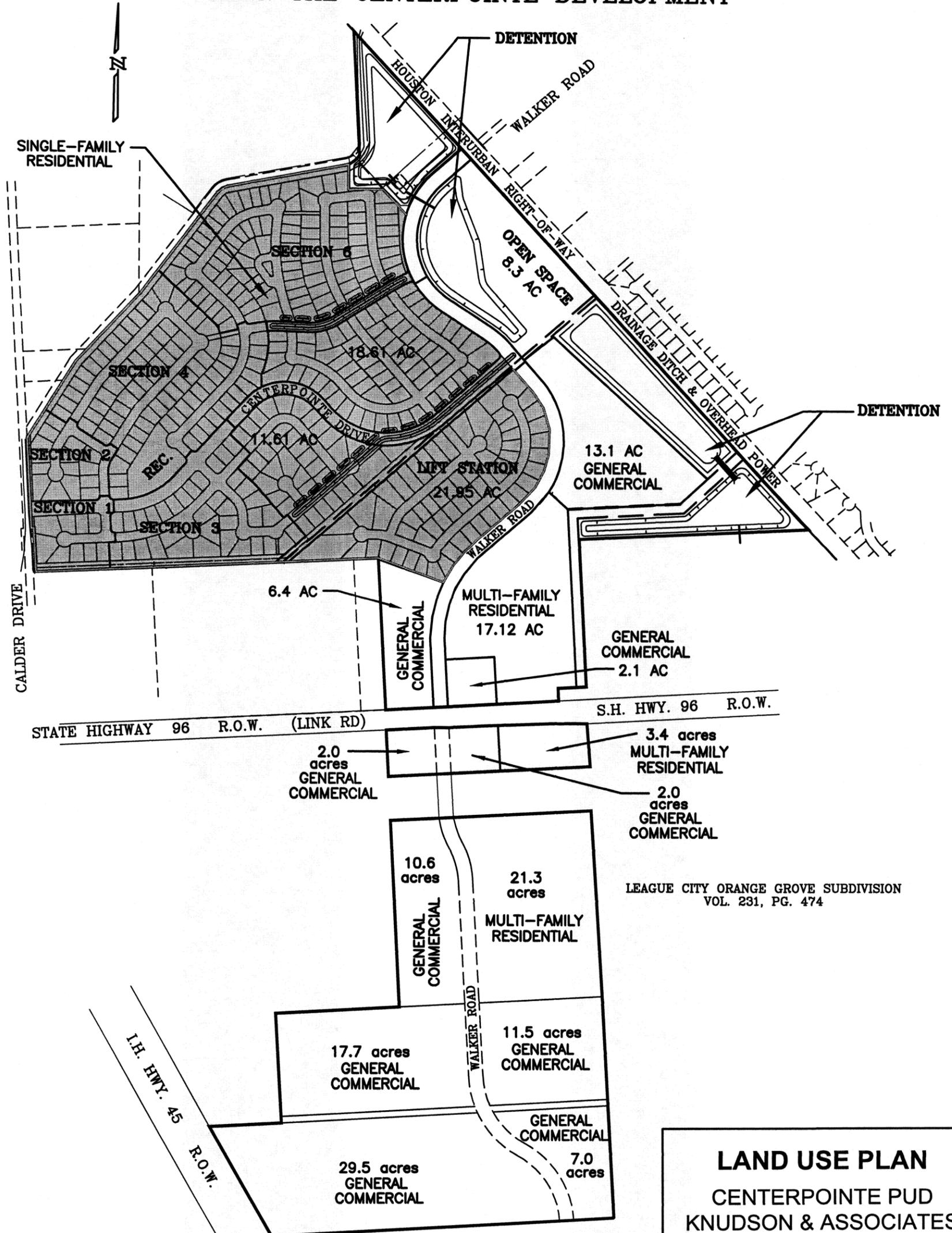
THENCE South 03° 03' 28" East, 999.95 feet along the West line of said League City Orange Grove Subdivision and the East line of said League City Heights to a found 5/8-inch iron rod for corner;

THENCE South 02° 57' 44" West, 2130.72 feet along the West line of said League City Orange Grove Subdivision and the East line of said League City Heights to the POINT OF BEGINNING,

containing 355.4374 acres (15,482,855 square feet) of land, more or less.

Exhibit 5:
Conceptual Land Use Plan

**ACREAGE OF RESIDENTIAL
AND COMMERCIAL DEVELOPMENT AREAS
WITHIN THE CENTERPOINTE DEVELOPMENT**



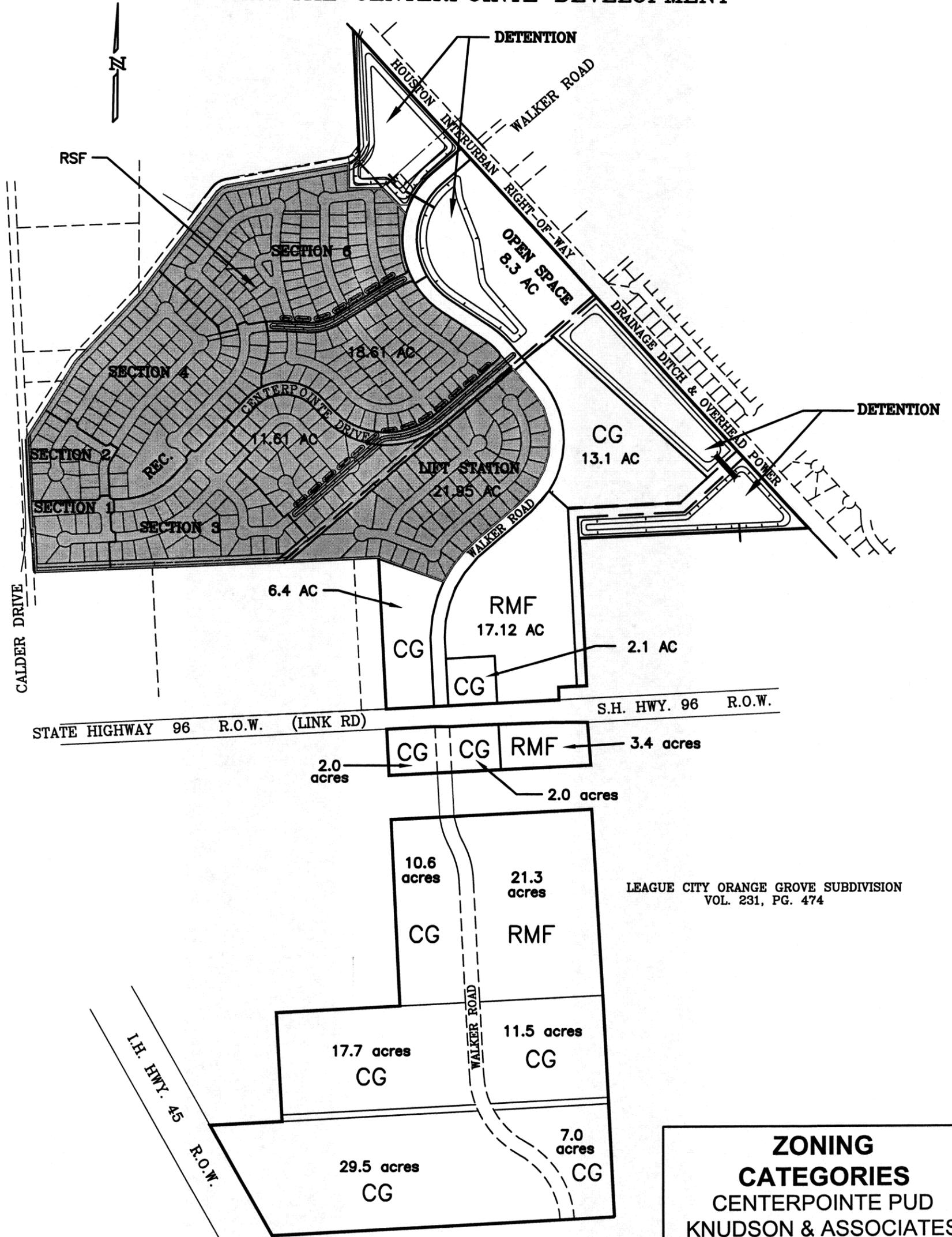
LEAGUE CITY ORANGE GROVE SUBDIVISION
VOL. 231, PG. 474

LAND USE PLAN
CENTERPOINTE PUD
KNUDSON & ASSOCIATES
SEPTEMBER 10, 2004

NOT TO SCALE
THIS PLAN IS A CONCEPTUAL DEVELOPMENT PLAN AND IS SUBJECT TO CHANGE

Exhibit 6:
Zoning Categories

ACREAGE OF RESIDENTIAL AND COMMERCIAL DEVELOPMENT AREAS WITHIN THE CENTERPOINTE DEVELOPMENT



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**ZONING
CATEGORIES**
CENTERPOINTE PUD
KNUDSON & ASSOCIATES
SEPTEMBER 10, 2004

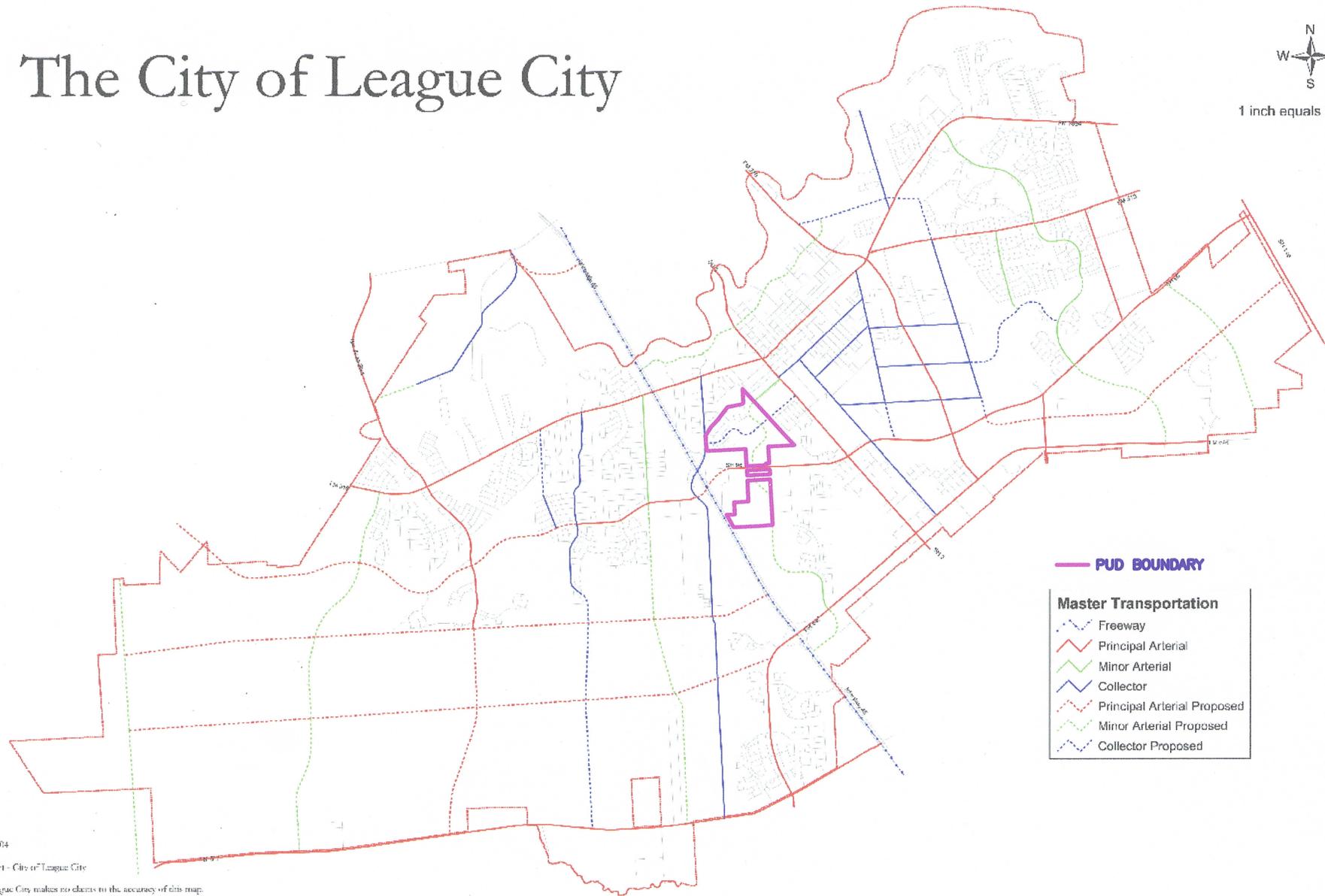
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Exhibit 7:
Arterial Street Plan

The City of League City



1 inch equals 2,300 feet



PUD BOUNDARY

Master Transportation

- Freeway
- Principal Arterial
- Minor Arterial
- Collector
- Principal Arterial Proposed
- Minor Arterial Proposed
- Collector Proposed

February 24, 2004

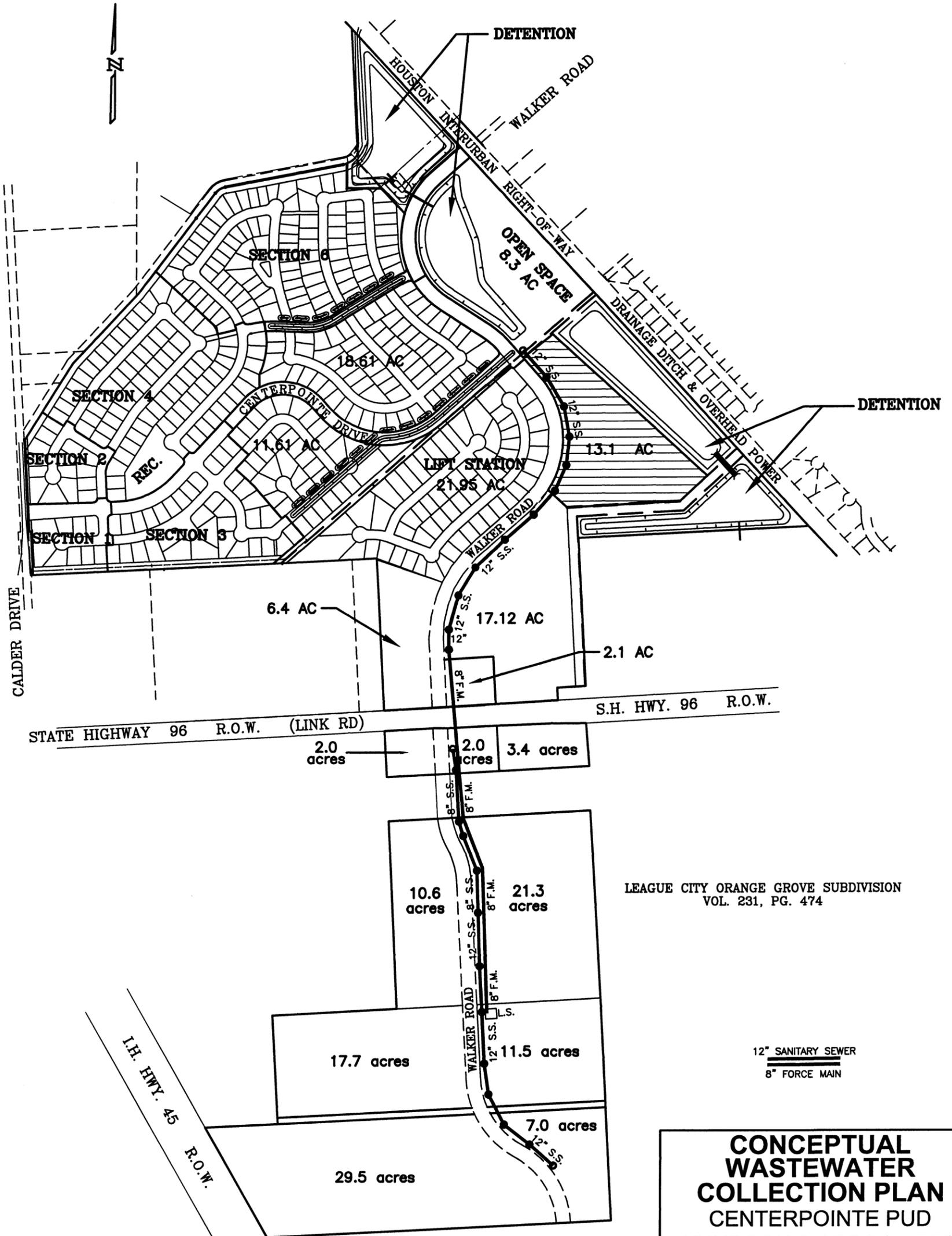
GIS Department - City of League City

The City of League City makes no claims to the accuracy of this map. It is intended for demonstrational purposes only.

Exhibit 8:
Conceptual Water Distribution Plan

Exhibit 9:
Conceptual Wastewater Collection Plan

**SANITARY SEWER LAYOUT FOR RESIDENTIAL
AND COMMERCIAL DEVELOPMENT AREAS
WITHIN THE CENTERPOINTE DEVELOPMENT**



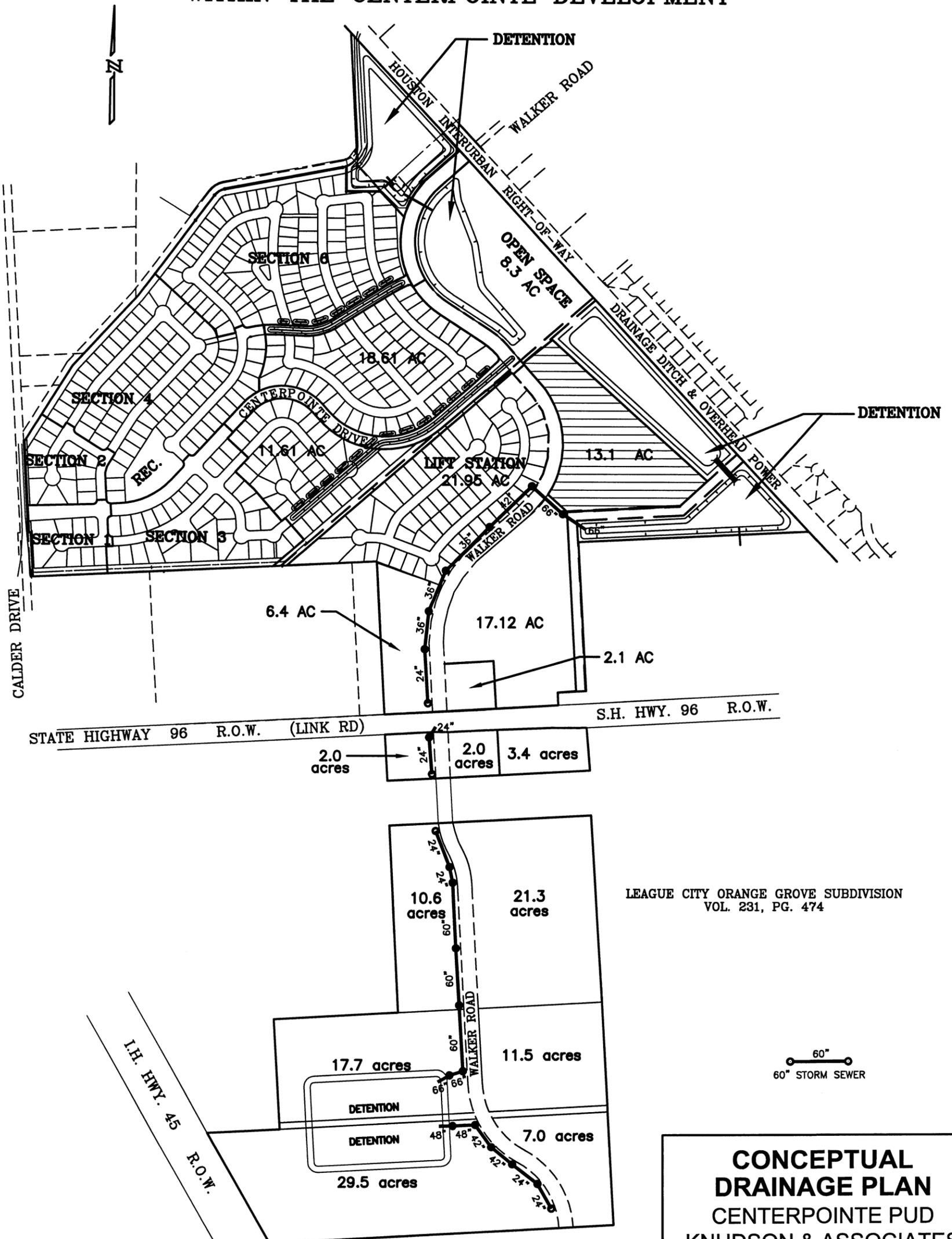
12" SANITARY SEWER
8" FORCE MAIN

**CONCEPTUAL
WASTEWATER
COLLECTION PLAN**
CENTERPOINTE PUD
KNUDSON & ASSOCIATES
SEPTEMBER 10, 2004

NOT TO SCALE
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**Exhibit 10:
Conceptual Drainage Plan**

STORM SEWER LAYOUT FOR RESIDENTIAL AND COMMERCIAL DEVELOPMENT AREAS WITHIN THE CENTERPOINTE DEVELOPMENT



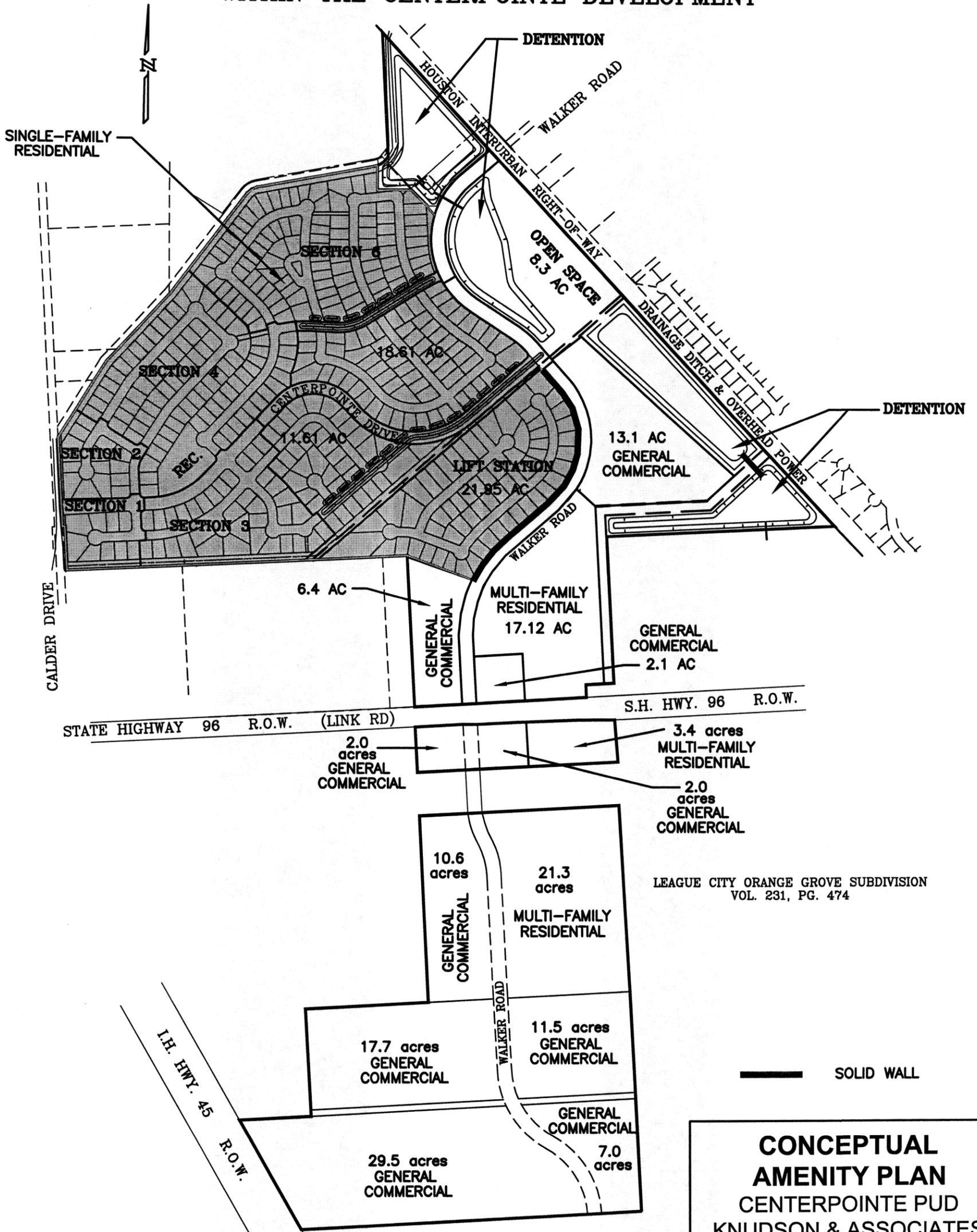
LEAGUE CITY ORANGE GROVE SUBDIVISION
VOL. 231, PG. 474

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**CONCEPTUAL
DRAINAGE PLAN**
CENTERPOINTE PUD
KNUDSON & ASSOCIATES
SEPTEMBER 10, 2004

**Exhibit 11:
Conceptual Amenity Plan**

ACREAGE OF RESIDENTIAL AND COMMERCIAL DEVELOPMENT AREAS WITHIN THE CENTERPOINTE DEVELOPMENT



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**CONCEPTUAL
AMENITY PLAN**
CENTERPOINTE PUD
KNUDSON & ASSOCIATES
SEPTEMBER 10, 2004