

SOUTH SHORE HARBOUR

Planned Unit Development

For

477.305 ACRES

Prepared For

South Shore Harbour Development, Limited

Kerry R. Gilbert & Associates, Inc.
July 24, 2000

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**South Shore Harbour
Planned Unit Development
For
477.305 ACRES**

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I. INTRODUCTION

This planned unit development application was prepared on behalf of South Shore Harbour Development, Ltd. pursuant to the City of League City ordinances related to Planned Unit Development (PUD). The purpose of the PUD is to encourage flexibility in the use and development of land in order to promote the most appropriate uses; to provide a high level of amenities; to preserve the quality of the natural environment; and to provide flexibility in the development of land subject to the development standards coordinated with the necessary public services and facilities.

The Planned Unit Development, a 477.305 Acre Tract, is a mixed-use project located within the City of League City, Texas. The property is physically located immediately south of South Shore Village, the most southerly phase of the overall South Shore Harbour development. The subject tract is bounded on the east by F.M.1266, the south by State Highway 96 (S.H. 96) and the west by the Houston Gulf Airport. The Area/Location Map illustrates the location of the subject property.

An expansion of the strong community character established within South Shore Harbour will be achieved within the proposed development by creatively mixing land uses, administering high quality architectural and design standards and providing a variety of amenities. The 477.305 Acre Tract will provide a wide variety of housing products and price ranges.

II. EXISTING CONDITIONS

SITE DESCRIPTION

Consistent with property in the region, the subject tract is generally flat with elevations ranging from 20 feet in the northwest corner to 13 feet in the southeast corner. The site is generally void of significant vegetation. Existing physical constraints affecting development of the property include the following:

- A 150 foot wide Texas – New Mexico Power easement traverses the property in a northwest / southeast direction. A 2.0 acre Texas - New Mexico Power substation exists within the easement.
- A 14.0 acre lake that displaces another 2.0 acres, exists in the extreme northeast corner of the subject tract. The lake is the remnants of an old sand mining operation,
- Numerous pipeline easements occupy the entire western boundary of the subject property.
- A large drainage ditch of varying width exists along the majority of the southern boundary of the subject property. The ditch is located within the right-of-way for State Highway 96 and serves as drainage / detention for that roadway.
- An out-tract consisting of approximately 5.0 acres exists in the northeast quadrant of the property along the northern property line. This out-tract lies within the projected alignment of South Shore Boulevard.
- S.H. 96 is currently under construction along the entire southern boundary of the property. The accompanying drainage ditch coupled with street and driveway access limitations will affect site development.
- In addition to the existing constraints outlined above, the development of the site is further constrained by various required proposed physical features including arterial roadways, drainage facilities and detention basins.

A reduced version of the survey for the property, as well as, a legal description is included at the end of this section.

SURROUNDING LAND USE

Land uses surrounding the subject property are dominated by single-family residential development with Meadow Bend Subdivision and South Shore Village occupying the entire northern boundary. Bay Ridge, another single-family residential development, exists southeast of the subject property, south of S.H. 96.

As previously mentioned, Houston Gulf Airport exists immediately to the west of the subject property. It's continued use as an aviation facility appears less and less likely as property value in the region increases with additional development.

The property to the east of the subject tract and F.M. 1266 consists primarily of small parcels utilized for a variety of uses ranging from single-family residential to light industrial.

With the exception of the aforementioned Bay Ridge subdivision, the property south of S.H. 96 remains undeveloped.

The surrounding land uses can be seen on the Area/Location Map located in the Introduction section of this document.



SOUTH SHORE HARBOUR
477.305 AC. PLANNED UNIT DEVELOPMENT

prepared for
SOUTH SHORE HARBOUR DEVELOPMENT, L.T.D.

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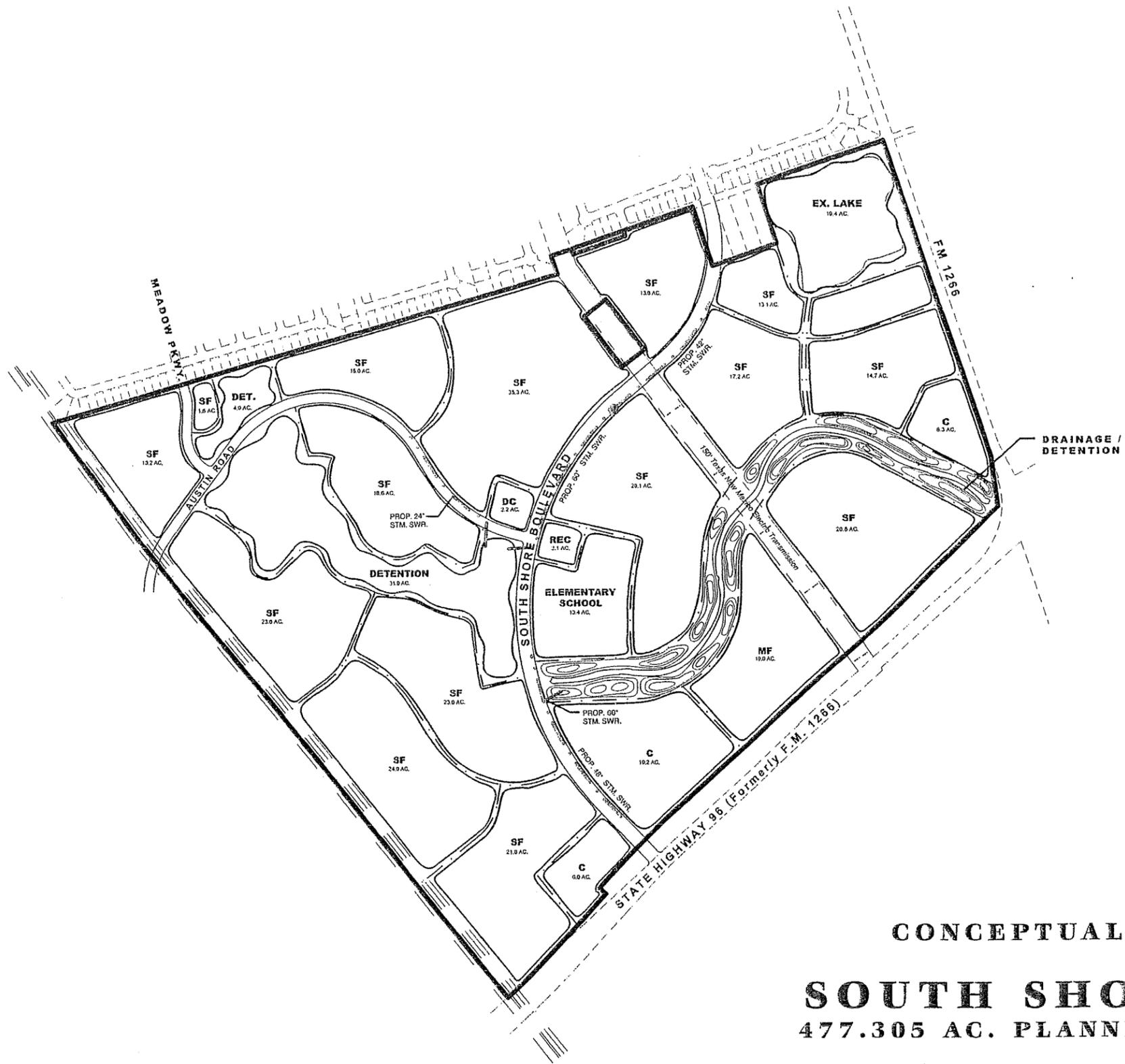
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PROJECT AERIAL MAP

KERRY R. GILBERT & ASSOCIATES, INC.



CONCEPTUAL DRAINAGE PLAN

SOUTH SHORE HARBOUR
477.305 AC. PLANNED UNIT DEVELOPMENT

prepared for
SOUTH SHORE HARBOUR DEV., LTD.

prepared by
DANNENBAUM ENGINEERING

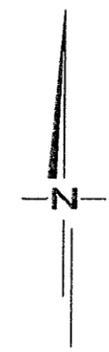
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**CONCEPTUAL WATER
DISTRIBUTION PLAN**

**SOUTH SHORE HARBOUR
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**CONCEPTUAL WASTEWATER
COLLECTION PLAN**

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prepared by
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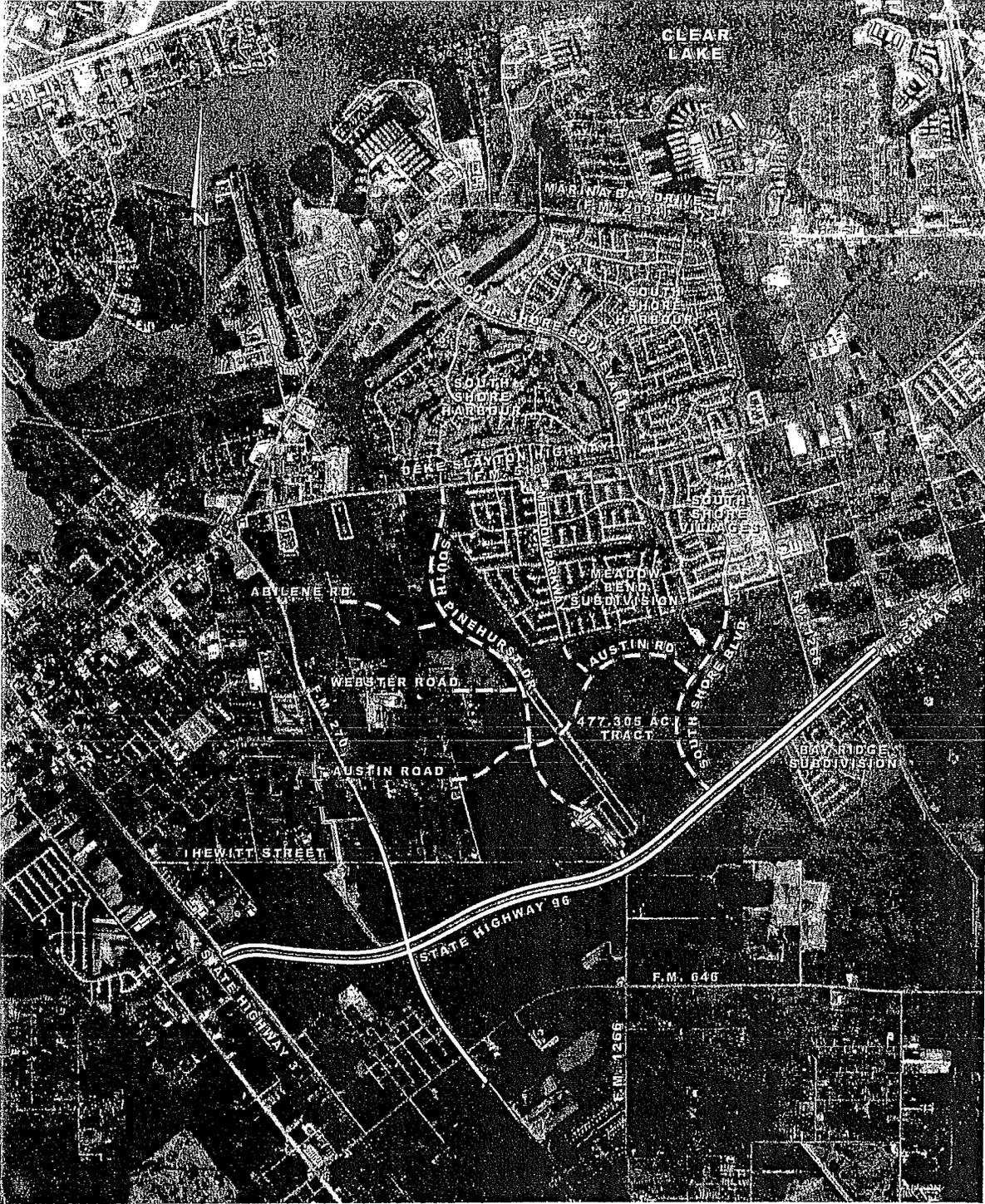
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ARTERIAL STREET PLAN

KERRY R. GILBERT & ASSOCIATES, INC.



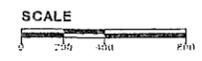
LAND USE / ZONING CATAGORIES

SOUTH SHORE HARBOUR
477.305 AC. PLANNED UNIT DEVELOPMENT

prepared for
SOUTH SHORE HARBOUR DEV., LTD.

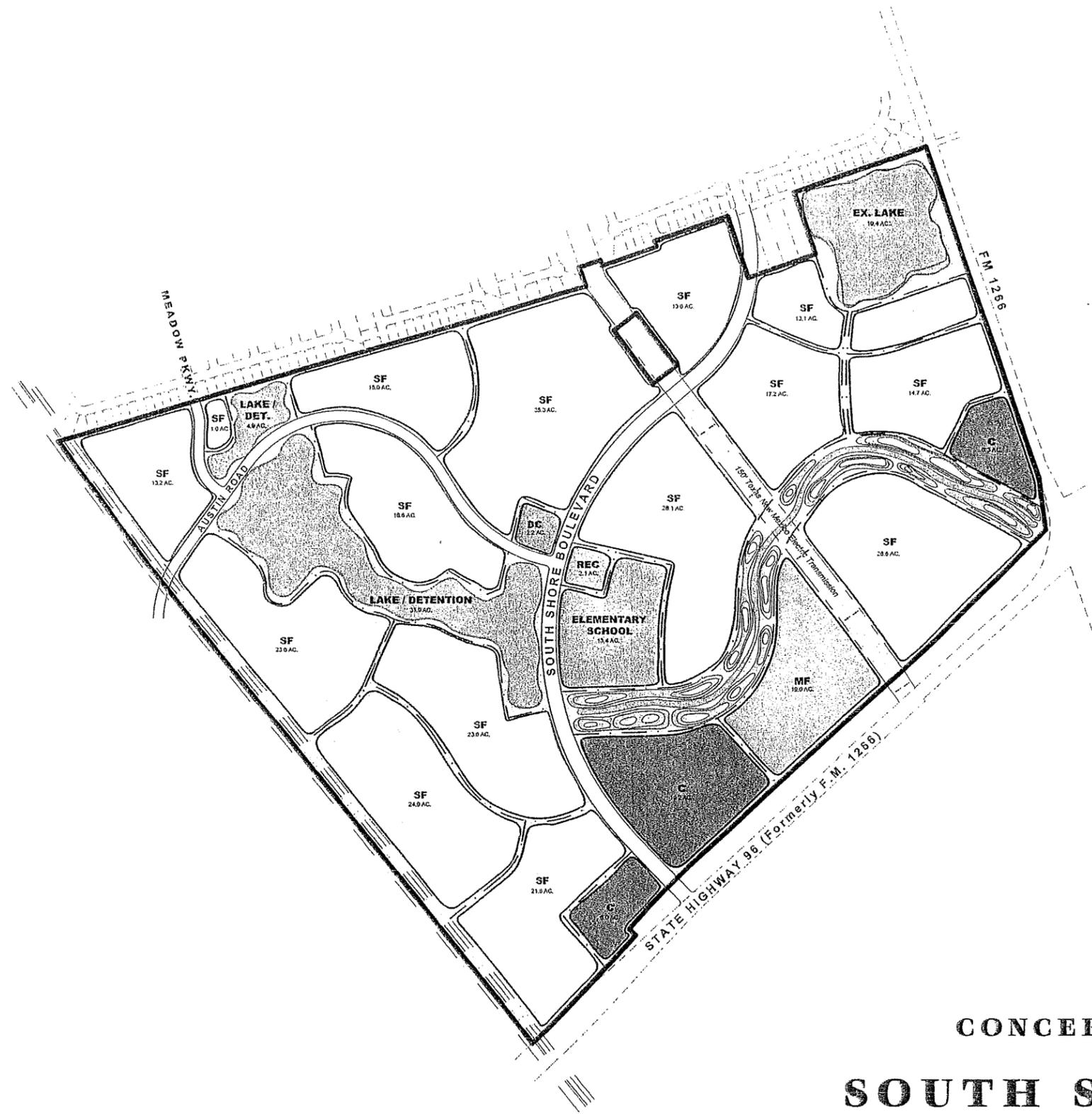
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CONCEPTUAL MASTER PLAN

SOUTH SHORE HARBOUR

477,305 AC. PLANNED UNIT DEVELOPMENT

prepared for
SOUTH SHORE HARBOUR DEV., LTD.

KERRY R. GILBERT & ASSOCIATES, INC. Land Planning Consultants

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LAND USE CHANGES / REGULATORY COMPLIANCE

In order to implement the conceptual master plan as currently proposed, each of the proposed land uses have been assigned zoning categories consistent with the current League City Zoning regulations. The assigned zoning designations and the total acreage for each is as follows:

Land Use / Acreage		Zoning Designation
Commercial	31.5 Ac.	General Commercial (CG)
Day Care	2.2 Ac.	
Elementary School	13.4 Ac.	
Total CG		47.1 Ac.
Multi-family Residential	19.0 Ac.	Multi-family Residential RMF (R-2)
Total RMF (R-2)		19.0 Ac.
Recreation Center	2.0 Ac.	Single-Family Residential RSF (R-1)
Existing Lake	19.4 Ac.	
Proposed Detention Basins/Lakes	63.5 Ac.	
Single-family Residential	290.8 Ac.	
Total RSF (R-1)		375.8 Ac.

Land use shall be regulated on a total acreage basis. Each land use/zoning category may be increased in acreage by up to 25%. The percentage land use area change is required to ensure the success of the development by maintaining the flexibility to modify land use sizes in response to changes in economic and market conditions. This will allow the project to remain competitive in the real estate market over the life of the project and the ability to make adjustments as necessary to accommodate specific end users in a timely manner.

Land uses may be interchanged within the boundaries of the PUD, provided they are in compliance with the acreage restrictions referred to above and otherwise conform to the League City regulations for such uses. In the event a proposed land use exceeds the established acreage by more than 25%, a variance must be requested and approved by the City of League City Planning and Zoning Commission.

The land use/zoning designations for each parcel within the 477.305 Acre Tract is illustrated on the Land Use / Zoning Categories exhibit included within this document.

MOBILITY

The 477.305 Acre Tract will enjoy superior traffic mobility with the implementation of the planned arterial system.

As previously mentioned, the site possesses significant frontage along State Highway 96 and F.M. 1266. Access along S.H. 96 will be limited to enhance the efficiency of that facility in conformance with the intersection and driveway guidelines adopted by League City.

The extension of South Shore Boulevard through the heart of the development will function as the primary access to the property, as well as, provide regional traffic circulation between S.H. 96, Deke Slayton Highway (F.M. 518) and Marina Bay Drive (F.M. 2094). Austin Street, which connects to South Shore Boulevard in the center of the project will serve as a secondary collector back to the west serving the residential cells in the northwest quadrant of the development and providing the opportunity to connect Meadow Parkway from the north (Meadow Bend Subdivision).

It is anticipated that Austin Street would continue as a collector street to the west, when the Houston Gulf airport property redevelops, and connect with the proposed southerly extension of South Pinehurst Drive.

The arterial street plan for the 477.305 Acre Tract is illustrated on the Arterial Street Plan exhibit included in this document.

UTILITIES

Conceptual plans for water, wastewater and drainage have been prepared for the development of the 477.305 Acre Tract and are illustrated on the exhibits contained within this document.

AMENITIES / OPEN SPACE

Open space accounts for approximately 18% (± 85 acres) of the gross acreage within the 477.305 Acre Tract. This excludes the landscape reserves planned along the rights-of-way for South Shore Boulevard and Austin Street which will increase the open space by another 5-8 acres depending upon the ultimate width of the reserves.

Additionally, the elementary school site comprises 13.4 acres and is situated adjacent to the recreation center for the development in order to take advantage of the large open spaces (50-60%) typically associated with school sites. This arrangement also allows for the potential of sharing playground equipment and other facilities. The elementary school site is contingent upon an agreement being reached with Clear Creek ISD.

Also, the provision of open space and common areas within the individual residential cells (landscape reserves, etc.) will further increase and enhance the open space within the 477.305 Acre Tract.

With these additions, the resulting open space could be as much as 100 acres or 21% of the gross area of the project.

A comprehensive pedestrian trail system is planned for the 477.305 Acre Tract connecting each of the single-family residential cells with the various amenities located throughout the project, including the neighborhood core which possesses the school, recreation facility, day care and amenity lake.

The pedestrian pathway system, which is illustrated on the Amenity Plan included within this document, calls for a 6' wide pathway which meanders along the east right-of-way line of South Shore Boulevard and the accompanying landscape reserve for the entire length of the roadway. Additionally, another 6' wide pathway is planned along the south right-of-way line for Austin Street, which will contain a 28' paving section within a 70' right-of-way. When coupled with the 25' landscape reserve planned along the south side of Austin Street, the total pedestrian greenbelt width will be approximately 46 feet. No driveway access will be permitted along this segment of Austin Street although parallel parking spaces will be provided at periodic intervals. These two pedestrian pathways will form the primary spines of the greenbelt network, connecting to each of the residential villages and the remaining pathway system.

The lake/detention drainage way system located throughout the project will be an integral part of the overall amenity system. Lakes will encompass more than 50 acres which will not only enhance the aesthetic quality of the development but will provide numerous opportunities for the enjoyment of the residents.

The linear detention system comprises more than 26 acres and averages approximately 250 feet in width which will allow for the development of gentle, undulating side slopes which will be landscaped and accommodate the pedestrian pathway system.

The recreation center site consists of approximately 2.1 acres and is centrally located at the intersection of South Shore Boulevard and Austin Street adjacent to the elementary school site. The recreation facility will contain a swimming pool, cabana with restroom and change facilities, playground equipment and a parking area.

Compliance with the public park dedication requirement will be accomplished by contribution of funds, less any credits, as required by the City of League City Ordinance related to parks.

PHASING / DEVELOPMENT SCHEDULE

It is anticipated that the 477.305 Acre Tract will be developed in approximately five phases over a 6-7 year period. This assumes each phase would contain a sufficient lot supply for approximately 15 months.

The initial phase of development is located on the extreme southwest corner of the project with three housing products. These products will vary in lot size and price range in order to have wide market appeal. The intersection of South Shore Boulevard and State Highway 96 will serve as the primary access point for the initial phase. Extensive landscaping and project monumentation are planned for this intersection.

The location and timing of future phases will be dependent upon market driven forces.

EXHIBITS

Conceptual Land Use Plan

Arterial Plan

Conceptual Water Plan

Conceptual Wastewater Plan

Conceptual Drainage Plan

Amenity Plan



December 28, 1999

FIELD NOTES

Description of a 483.336 acre (21,054,118 square feet) tract of land being part of a called 474.02174 acre tract as described in Volume 2935, Page 362 of the Galveston County Deed Records and all of Lots 19 and 25 and part of Lot 17 of Block 4 of the Jarboe Addition to the City of League City, located in the Michael Muldoon Two League Grant, Abstract No. 18 and the S.F. Austin League East of the G.H. & H. R.R., League City, Galveston County, Texas, SAVE and EXCEPT a 3.599 acre tract being all of Tract 7 and part of Tract 6 as described in a deed to United Texas Transmission Company and recorded in Volume 1681, Page 476 of the Galveston County Deed Records, SAVE and EXCEPT a 2.066 acre Substation Site and a 0.366 acre Access Road, both as described under Galveston County Clerk's File No. 9708138, said 483.336 acre tract being more particularly described as follows (All bearings are referenced to the Texas State Plane Coordinate System, South Central Zone, (NAD27) as shown on Texas Department of Transportation Right-of-Way drawings for State Highway 96 and are based on found monuments along the northerly right-of-way line of said State Highway 96):

BEGINNING at a 5/8 inch iron rod found in the westerly right-of-way of F.M. 1266 (80 feet wide right-of-way), being the northeast corner the herein described tract and of said 474.02174 acre tract, same being the southeast corner of SOUTH SHORE VILLAGE, SECTION SIX, as recorded in Plat Record 18, Map No. 668 of the Galveston County Map Records;

THENCE, South 18° 46' 47" East, along the westerly right-of-way line of said F.M. 1266, a distance of 2,361.11 feet to a 5/8 inch iron rod with plastic cap set at the northeast corner of Parcel 31, called 14.562 acres as described under Galveston County Clerk's File No. 9826233;

THENCE, South 07° 09' 22" East, along the westerly line of said Parcel 31, the same being the westerly right-of-way line of said F.M. 1266, a distance of 365.01 feet to a Texas Department of Highways and Transportation monument, said point being in the north right-of-way line of State Highway No. 96 (width varies) and being the southeast corner of the herein described tract;

THENCE, South 44° 44' 56" West, along the north right-of-way line of said State Highway No. 96, a distance of 830.51 feet to a Texas Department of Highways and Transportation monument, said point being the beginning of a curve to the right;

THENCE, southwesterly, continuing along the north right-of-way line of said State Highway No. 96 and along the arc of said curve to the right having a radius of 6,397.63 feet, through a central angle of 03° 45' 57" (the chord bears South 45° 45' 24" West, a distance of 420.42 feet), an arc distance of 420.49 feet to a Texas Department of Highways and Transportation monument found at a point of tangency;

See Page 2 of 7

THENCE, South $47^{\circ} 38' 22''$ West, continuing along the north right-of-way line of said State Highway No. 96, a distance of 1,971.75 feet to a Texas Department of Highways and Transportation monument, said point being the beginning of a curve to the left;

THENCE, southwesterly, continuing along the north right-of-way line of said State Highway No. 96 and along the arc of said curve to the left having a radius of 6,725.71 feet, through a central angle of $04^{\circ} 48' 52''$ (the chord bears South $45^{\circ} 13' 55''$ West, a distance of 564.98 feet), an arc distance of 565.15 feet to a Texas Department of Highways and Transportation monument found at a point of tangency;

THENCE, South $42^{\circ} 49' 29''$ West, continuing along the north right-of-way line of said State Highway No. 96, a distance of 164.04 feet to a Texas Department of Highways and Transportation monument found at an angle point;

THENCE, South $47^{\circ} 10' 31''$ East, continuing along the north right-of-way line of said State Highway No. 96, a distance of 62.34 feet to a Texas Department of Highways and Transportation monument found at an angle point;

THENCE, South $42^{\circ} 49' 29''$ West, continuing along the north right-of-way line of said State Highway No. 96, a distance of 504.90 feet to a $5/8$ inch iron rod with plastic cap set for the beginning of a curve to the right;

THENCE, southwesterly, continuing along the north right-of-way line of said State Highway No. 96 and along the arc of said curve to the right having a radius of 6,459.96 feet, through a central angle of $03^{\circ} 07' 19''$ (the chord bears South $44^{\circ} 23' 09''$ West, a distance of 351.95 feet), an arc distance of 351.99 feet to a $5/8$ inch iron rod with plastic cap set at a point of tangency;

THENCE, South $47^{\circ} 32' 15''$ West, continuing along the north right-of-way line of said State Highway No. 96, a distance of 166.53 feet to a $5/8$ inch iron rod with plastic cap set for the southwest corner of the herein described tract and the southeast corner of a called 154.5269 acre tract as described under Galveston County Clerk's File No. 8210471;

THENCE, North $38^{\circ} 50' 39''$ West, along the east line of said 154.5269 acre tract, a distance of 4,221.95 feet to an angle point, from said point a $1-3/4$ inch iron pipe was found bearing South $78^{\circ} 51' 30''$ West, a distance of 0.63 feet;

THENCE, North $36^{\circ} 08' 45''$ West, continuing along the east line of said 154.5269 acre tract, a distance of 1,039.97 feet to the northwest corner of the herein described tract, from said point a $5/8$ inch iron rod found bears South $38^{\circ} 28' 15''$ East, a distance of 0.59 feet;

THENCE, North 74° 05' 25" East, along the northerly line of the herein described tract and the southerly line of MEADOW BEND, SECTION TWO as recorded in Plat Record 15, Map No. 186 & 187 of the Galveston County Map Records and continuing along the southerly line of MEADOW BEND, SECTION THREE and MEADOW BEND, SECTION FOUR a recorded in Plat Record 17, Map No. 148 and Plat Record 18, Map No. 84, respectively, of the Galveston County Map Records, a distance of 3,791.42 feet to a 1/2 inch iron rod found for the southeast corner of said MEADOW BEND, SECTION FOUR;

THENCE, North 18° 47' 31" West, along the easterly of said MEADOW BEND, SECTION FOUR, a distance of 135.53 feet to a 1/2 inch iron rod found for the southwest corner of SOUTH SHORE VILLAGE, SECTION THREE as recorded in Plat Record 18, Page 361 & 362 of the Galveston County Map Records;

THENCE, North 71° 12' 15" East, along the southerly line of said SOUTH SHORE VILLAGE, SECTION THREE, and continuing along the centerline of Tucker Road (40 feet wide), a distance of 1,074.11 feet to a 5/8-inch iron rod with plastic cap set for the northwest corner of a called One and Two-Thirds acre tract as described in Volume 2737, Page 657 of the Galveston County Deed Records;

THENCE, South 18° 46' 27" East, along the westerly line of said One and Two-Thirds acre tract, a distance of 439.19 feet to a 5/8-inch iron rod with plastic cap set for the southwest corner of said tract;

THENCE, North 71° 13' 33" East, along the southerly line of said One and Two-Thirds acre tract and continuing, a distance of 485.00 feet to a 5/8-inch iron rod with plastic cap set for the southeast corner of a called 1.061 acre tract as described in Volume 3165, Page 835 of the Galveston County Deed Records;

THENCE, North 18° 46' 27" West, along the easterly line of said 1.061 acre tract, a distance of 439.37 feet to a point in the centerline of said Tucker Road for the northeast corner of said tract, from said point a 2 inch iron pipe was found bearing North 18° 52' 42" East, a distance of 1.37 feet;

THENCE, North 71° 12' 15" East, along the centerline of said Tucker Road, the same being the southerly line of the aforementioned SOUTH SHORE VILLAGE, SECTION SIX, a distance of 950.00 feet to the POINT OF BEGINNING and containing a computed area of 483.336 (21,054,118 square feet) of land.

SAVE AND EXCEPT:

That certain 3.599 acres (156,760 square feet) of land, being all of Tract 7 and part of Tract 6 described in Volume 1681, Page 476 of the Galveston County Deed Records and being more particularly described as follows, (All bearings are referenced to the Texas State Plane Coordinate System, South Central Zone, (NAD27) as shown on Texas Departments of Transportation Right-of-Way drawings for State Highway 96 and are based on found monuments along the northerly right-of-way line of said State Highway 96):

BEGINNING at a 5/8-inch iron rod with plastic cap set for the northwest corner of this tract, said point being in the northerly line of the herein described 483.336 acre tract, said point being North $74^{\circ} 05' 25''$ East, a distance of 66.44 feet from the northwest corner of said 483.336 acre tract;

THENCE, North $74^{\circ} 05' 25''$ East, along the northerly line of said 483.336 acre tract, a distance 31.96 feet to a 5/8-inch iron rod with plastic cap set for the northeast corner of this tract and the southwest corner of the aforementioned MEADOW BEND, SECTION TWO;

THENCE, South $36^{\circ} 03' 32''$ East, a distance of 248.79 feet to a 5/8 inch iron rod found at an angle point;

THENCE, South $36^{\circ} 21' 47''$ East, a distance of 829.11 feet to a 5/8 inch iron rod found at an angle point, from said point a 5/8 inch iron rod found bears North $38^{\circ} 54' 27''$ West, a distance of 52.84 feet;

THENCE, South $38^{\circ} 52' 21''$ East, a distance of 1,060.69 feet to a 5/8 inch iron rod found for an angle point;

THENCE, South $38^{\circ} 52' 42''$ East, a distance of 1,009.16 feet to a 5/8 inch iron rod found for an angle point;

THENCE, South $38^{\circ} 52' 34''$ East, a distance of 1,470.54 feet to a 5/8 inch iron rod found for an angle point;

THENCE, South $38^{\circ} 51' 48''$ East, a distance of 599.27 feet to a 5/8-inch iron rod with plastic cap set for the southeast corner of this tract and in the northerly right-of-way line of State Highway 96 (width varies);

THENCE, South $47^{\circ} 32' 15''$ West, along the northerly right-of-way line of said State Highway No. 96, a distance of 30.06 feet to a 5/8-inch iron rod with plastic cap set for the southwest corner of this tract, from said point a 5/8 inch iron rod found bears North $39^{\circ} 20' 04''$ West, a distance of 0.87 feet;

THENCE, North $38^{\circ} 51' 48''$ West, a distance of 601.17 feet to an angle point, from said point a 5/8 inch iron rod was found bears South $27^{\circ} 57' 39''$ East, a distance of 0.56 feet;

THENCE, North 38° 52' 34" West, a distance of 1,470.51 feet to a 5/8 inch iron rod found for an angle point;

THENCE, North 38° 52' 42" West, a distance of 1,009.18 feet to an angle point, from said point a 5/8 inch iron rod was found bears North 39° 14' 08" West, a distance of 18.11 feet;

THENCE, North 38° 52' 21" West, a distance of 1,061.35 feet to an angle point, from said point 5/8 inch iron rods found bear North 39° 05' 18" West, a distance of 17.32 feet, North 38° 52' 49" West, a distance of 70.33 feet and North 38° 49' 26" West, a distance of 91.90 feet;

THENCE, North 36° 21' 47" West, a distance of 829.85 to a 5/8 inch iron rod found for an angle point;

THENCE, North 36° 03' 32" West, a distance of 259.87 feet to the POINT OF BEGINNING and containing a computed area of 3.599 acres (156,760 square feet) of land.

SAVE AND EXCEPT:

That certain 2.066 acres (90,000 square feet) of land, being all of a called 2.06612 acre Substation Site as described under Galveston County Clerk's File No. 9708138 and being more particularly described as follows, (All bearings are referenced to the Texas State Plane Coordinate System, South Central Zone, (NAD27) as shown on Texas Departments of Transportation Right-of-Way drawings for State Highway 96 and are based on found monuments along the northerly right-of-way line of said State Highway 96):

COMMENCEING at a 1/2-inch iron rod found for the southwest corner of SOUTH SHORE VILLAGE, SECTION THREE as recorded in Plat Record 18, Map Nos. 361 and 362 of the Galveston County Map Records, said point also being a northerly corner of the herein described 483.366 acre tract;

THENCE, North 71° 12' 15" East, along the southerly line of said SOUTH SHORE VILLAGE, SECTION THREE, a distance of 35.08 feet to a point for the intersection of said line with Centerline "B" of a 150 feet wide Texas-New Mexico Electric Transmission Line Easement as described under Galveston County Clerk's File No. 8709432;

THENCE, South 18° 11' 45" East, along said Centerline "B", a distance of 135.80 feet to an angle point;

THENCE, South 37° 24' 33" East, continuing along said Centerline "B", a distance of 341.76 feet to a point on the northerly line of said Substation Site;

THENCE, South 52° 36' 47" West, along the northerly of said Substation Site, a distance of 64.45 feet to a copperweld found for the northwest corner and POINT OF BEGINNING of the herein described tract;

THENCE, North 52° 36' 47" East, along the northerly line of said Substation Site, a distance of 200.00 feet to a copperweld found for the northeast corner of the herein described tract;

THENCE, South 37° 23' 13" East, along the easterly line of said Substation Site, a distance of 450.00 feet to a "capped" 5/8-inch iron rod set for the southeast corner of the herein described tract;

THENCE, South 52° 36' 47" West, along the southerly line of said Substation Site, a distance of 200.00 feet to a copperweld found for the southwest corner of the herein described tract;

THENCE, North 37° 23' 13" West, along the westerly line of said Substation Site, a distance of 450.00 feet to the POINT OF BEGINNING and a computed area of 2.066 acres (90,000 square feet) of land.

SAVE AND EXCEPT:

That certain 0.366 acre (15,942 square feet) of land, being all of a called 0.36598 acre Access Road as described under Galveston County Clerk's File No. 9708138 and being more particularly described as follows, (All bearings are referenced to the Texas State Plane Coordinate System, South Central Zone, (NAD27) as shown on Texas Departments of Transportation Right-of-Way drawings for State Highway 96 and are based on found monuments along the northerly right-of-way line of said State Highway 96):

BEGINNING at a copperweld found in the northerly line of the herein described 483.366 acre tract and the southerly line of SOUTH SHORE VILLAGE, SECTION THREE as recorded in Plat Record 18, Map Nos. 361 and 362 of the Galveston County Map Records, said point being South 71° 12' 15" West, a distance of 1,960.00 feet from a 5/8-inch iron rod found for the northeast corner of said 483.366 acre tract, said point being the northeast corner of said Access Road and of the herein described tract;

THENCE, South 18° 20' 23" East. Along the easterly Line of said Access Road, a distance of 40.00 feet to a copperweld found for the southeast corner of the herein described tract;

THENCE, South 71° 12' 15" West, along the southerly line of said Access Road, a distance of 398.55 feet to a copperweld found for the southwest corner of the herein described tract;

THENCE, North 18° 20' 23" West, a distance of 40.00 feet to a copperweld found for the northwest corner of the herein described tract and in the southerly line of said SOUTH SHORE VILLAGE, SECTION THREE;

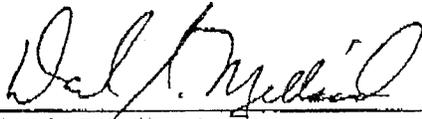
483.336 acres

THENCE, North 71° 12' 15" East, along the southerly line of said SOUTH SHORE VILLAGE, SECTION THREE, a distance of 398.55 feet to the POINT OF BEGINNING and containing a computed area of 0.366 acres (15,942 square feet) of land.

Gross Area	483.336 acres	21,054,118 square feet
Save & Except	3.599 acres	156,760 square feet
Save & Except	2.066 acres	90,000 square feet
Save & Except	0.366 acres	15,942 square feet
Net Area	477.305 acres	20,791,416 square feet

This description is based on a ground survey completed on December 17, 1999 and is submitted in conjunction with a survey drawing dated December 28, 1999.

CLARK-GEOGRAM Inc. Job No. 99-11-4770-001.



David J. Millard
Registered Professional Land Surveyor No. 3923



Revised: March 2, 2000

III. GOALS AND OBJECTIVES

The goals of the 477.305 Acre Tract Planned Unit Development are to provide guidelines for the creation of a quality development that provides community cohesiveness, variety and options in housing, quality and uniformity in building construction, orderly growth and desired visual results. Further, the goals reflect the flexibility to achieve a high quality mixed-use development in a coordinated suburban setting. The goals and objectives for the 477.305 Acre Tract are outlined below.

<u>Goal</u>	<u>Objective</u>
Community Cohesiveness	Provide compatible and functional land uses for employment, shopping, living, education and recreation activities.
Multiple Housing Options	Provide a variety of housing options, lifestyles and price ranges in identifiable neighborhoods, each with their own character and market appeal.
Quality and Character of Community	Provide high quality planning and architecture with implementation of creative designs and building standards.
Orderly Growth	Provide community integrity through experienced development team and careful application of flexible regulations and architectural controls.

The goals and objectives for the 477.305 Acre Tract will be achieved through the implementation of a series of planning strategies designed to maintain flexibility in the market place. Variety and choice will be achieved by creating a community of mixed land uses that offer a wide range of choices. The variety offered for single-family attached and detached residential units is intended to appeal to a broad spectrum of buyers and lifestyles by providing employment centers, shopping, and other commercial sites, recreational uses, aesthetic open space, lakes, trails, and other community and neighborhood amenities.

The community's strong character will be ensured through guidelines and controls for architectural and design aesthetics, open space and landscaping, perimeter treatments and neighborhood amenities, such as sidewalks and neighborhood recreation spaces.

Long-term sustainability will be provided for the community through the adoption of a land use plan and ordinances that provide maximum flexibility.

A cohesive community will be accomplished by mixing compatible and functional land uses that provide service industries, employment, shopping, living, and recreational activities. The combination of commercial and residential uses in a coordinated and controlled environment will provide the residents with the quality and convenience essential to the community.

Orderly growth will be achieved through a master plan implemented by a proven and experienced land development team. This will ensure a completed project that is consistent in character and content, providing residents, businesses, and visitors with a clear sense of community.

In summary, the planning strategies that will be implemented in the 477.305 Acre Tract will ensure the future success of the community and its neighborhoods, providing flexible land use controls, high quality planning, thoughtful architectural and aesthetic guidelines, and meaningful neighborhood recreation spaces.

IV.PROJECT / PLAN DESCRIPTION

LAND USE

The 477.305 Acre Tract will be comprised of multiple land uses dominated by single-family residential. Other anticipated uses include multi-family residential, commercial, elementary school, day care, recreational and open space. The uses are illustrated on the Conceptual Master Plan included within this document.

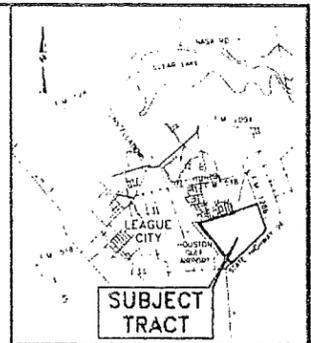
The Conceptual Master Plan for the 477.305 Acre Tract illustrates a collection of individual cells formed by the various constraints (existing and proposed) associated with the subject property including easements, drainage facilities and street system. In general, the commercial and high-density residential uses are situated along the frontage of the adjacent thoroughfares (S.H. 96 and F.M. 1266), while the single-family residential parcels are situated toward the interior. The proposed intersection of Austin Street and South Shore Boulevard is centrally located within the overall development providing an opportunity to form a neighborhood core where community uses such as an elementary school, day care, recreation center and amenity lake are located. This concept allows for the primary street systems, as well as, the lake/drainage system to serve as pedestrian pathways, providing each residential cell access to the neighborhood core.

The individual residential cells will be developed with varying lot sizes as market conditions dictate. Generally, the cells adjacent to lakes or other amenities will contain larger lots while the smaller lots are situated in cells with fewer amenities. All lot sizes will conform to the League City Subdivision regulations, unless a variance is requested and granted by the League City City Council.

The table below lists the various land uses illustrated on the Conceptual Master Plan, along with their respective acreages and percentage of the gross land area.

**South Shore Harbour
477.305 Acre Tract
Acreage Per Land Use Summary**

Land Use Category	Acreage	% Of Gross Acreage
CONSTRAINTS	35.4 Ac	7.4%
South Shore Boulevard	11.2 Ac	
Austin Street	5.7 Ac	
Meadow Parkway	1.1 Ac	
Pipeline Easements (Include 30' Isolated Strip of Land)	7.6 Ac	
TNMP Easement	9.8 Ac	
COMMUNITY ELEMENTS	85.0 Ac	17.8%
Recreation Center	2.1 Ac	
Existing Lake	19.4 Ac	
Proposed Detention Basins / Lakes	63.5 Ac	
INSTITUTIONAL	13.4 Ac	2.8%
Elementary School Site	13.4 Ac	
COMMERCIAL	33.7 Ac	7.1%
Commercial	31.5 Ac	
Day Care	2.2 Ac	
MULTI-FAMILY RESIDENTIAL	19.0 Ac	4.0%
SINGLE-FAMILY RESIDENTIAL	290.8 Ac	60.9%
TOTALS	477.3 Ac	100.0%



SUBJECT TRACT

VICINITY MAP N.T.S.

Field Notes
"Point of Beginning"
3.599 Acres



NOTES

- The Surveyor has relied on Eddie Kolesovsky A.T.C. to provide recorded deeds or plats of the subject property and assumes thereon and upon the Commission for the Insurance Fund by Law of the Insurance Corporation G.F. No. 3660340 effective date December 1, 1959 with regard to any recorded easements, rights-of-way or setbacks affecting the subject property. No additional research regarding the existence of easements, restrictions or other matters of record has been performed by the Surveyor.
- According to the title commitment referenced herein, the subject tract is affected by restrictions of record as recorded in Volume 1733, Page 41; Volume 1733, Page 215 and Volume 1741, Page 678 of the Galveston County Deed Records.
- All boundary corners of the subject tract shown hereon are 5/8" iron rods with plastic cap set unless otherwise noted.
- All bearings are referenced to the Texas State Plane Coordinate System, South Central Zone (NAD27) as shown on Texas Department of Transportation Right-of-Way drawings for State Highway 96 and are based on the control monuments shown hereon.
- The Flood plain delineation shown hereon is a scaled representation of that shown on the Federal Emergency Management Agency Flood Insurance Rate Map No. 48548 0013D revised date September 22, 1999. According to said Rate Map the subject property lies within ZONE X (unshaded) areas determined to be outside 500-year floodplain and a small portion of the property in the area of Lot 17 of the Jarboe Addition lies within ZONE X (shaded) areas of 500-year flood areas of 100-year flood with average depths of less than 1 foot or with drainage areas less than 1 square mile, and areas protected by levees from 100-year flood.
- The utility appurtenances (utility poles, etc.) shown hereon are those visible at the time of survey and may not be complete. The Surveyor did not locate underground utilities.
- No improvements were located on the subject tract except as shown.
- A Field Note Description of the subject property dated December 28, 1999 has been prepared by the Surveyor and is attached hereto.
- The Surveyor believes that an error Save and Except statement is contained in Exhibit "A" of the deed to Chase Bank recorded under Galveston County Clerk's File Number 9826230. The first paragraph of this instrument describes the property being conveyed as "the same tracts of land shown on the Greater vs Sheriff's Deed dated January 25, 1983, recorded under Clerk's File No. 9305832, Real Property Records, Galveston County, Texas." Said Sheriff's Deed recorded under Galveston County Clerk's File Number 9305832 described the property being conveyed as "Lots 18 and 20, Block 4, Jarboe Addition" making no mention of reservation of fee ownership.
- The area value for the area of the subject property within the 100-year flood plain is based on information scaled from the Federal Emergency Management Agency Flood Insurance Rate Map referenced herein. The value is not a result of a ground survey performed by the surveyor.
- The subject property adjoins the public right-of-ways for State Highway 96 and Farm to Market Road 1266, both dedicated public right-of-ways maintained by the Texas Department of Transportation. The Surveyor has found no evidence of gaps or gaps between the subject property and the said road right-of-ways.
- There is 10,562 acres (459,645 square feet) of land located within the 150-foot wide Texas New Mexico Flood Easement shown hereon. This area does not include any portion of the Substation Site shown hereon.

AREA SYNOPSIS

Particular Area	483,336 Acres	21,054,118 Sq.Ft.
United Texas Trans. Save & Except Tract	3,599 Acres	156,760 Sq.Ft.
Access Road Save and Except Tract	0,366 Acres	15,942 Sq.Ft.
Substation Save and Except Tract	2,066 Acres	90,000 Sq.Ft.
Gross Area (owned in fee by Pathfinder Investments / Chase Bank of Texas)	477,305 Acres	20,791,416 Sq.Ft.

SURVEYOR'S CERTIFICATE

With respect to this survey, the undersigned hereby certifies to Pathfinder Investments N.V., Chase Bank of Texas N.A., Lawyers Title Insurance Corporation and South Shore Harbour Development, Limited as follows: (1) this survey was actually made on the ground with corners permanently marked, is correct according to the record description of the land; (2) shows the location of all improvements, highways, streets, roads, railroads, rivers, creeks, or other waterways, exterior fences and easements; (3) sets forth the dimensions and total area of the property and "Net Area" of the property; (4) according to said Rate Map the subject property lies within ZONE X (unshaded) areas determined to be outside 500-year floodplain and a small portion of the property in the area of Lot 17 of the Jarboe Addition lies within ZONE X (shaded) areas of 500-year flood, areas of 100-year flood with average depths of less than 1 foot or with drainage areas less than 1 square mile, and areas protected by levees from 100-year flood; (5) all access to and egress from the premises are shown and the premises abut and have access to the following publicly dedicated streets: State Highway 96 and F.M. 1266; (6) this professional survey conforms to the current Texas Society of Professional Surveyors Standards and Specifications for a Category 1A Condition II Survey and (7) as of the date hereof, the Property is located within the City of League City, Texas, and is zoned Suburban Development-Residential.

David J. Willard
Registered Professional Land Surveyor No. 3923

This certification is revoked and this survey is null and void if this document is altered in any manner used or relied upon by anyone other than the parties addressed above, or does not bear an original signature and seal of the Surveyor.



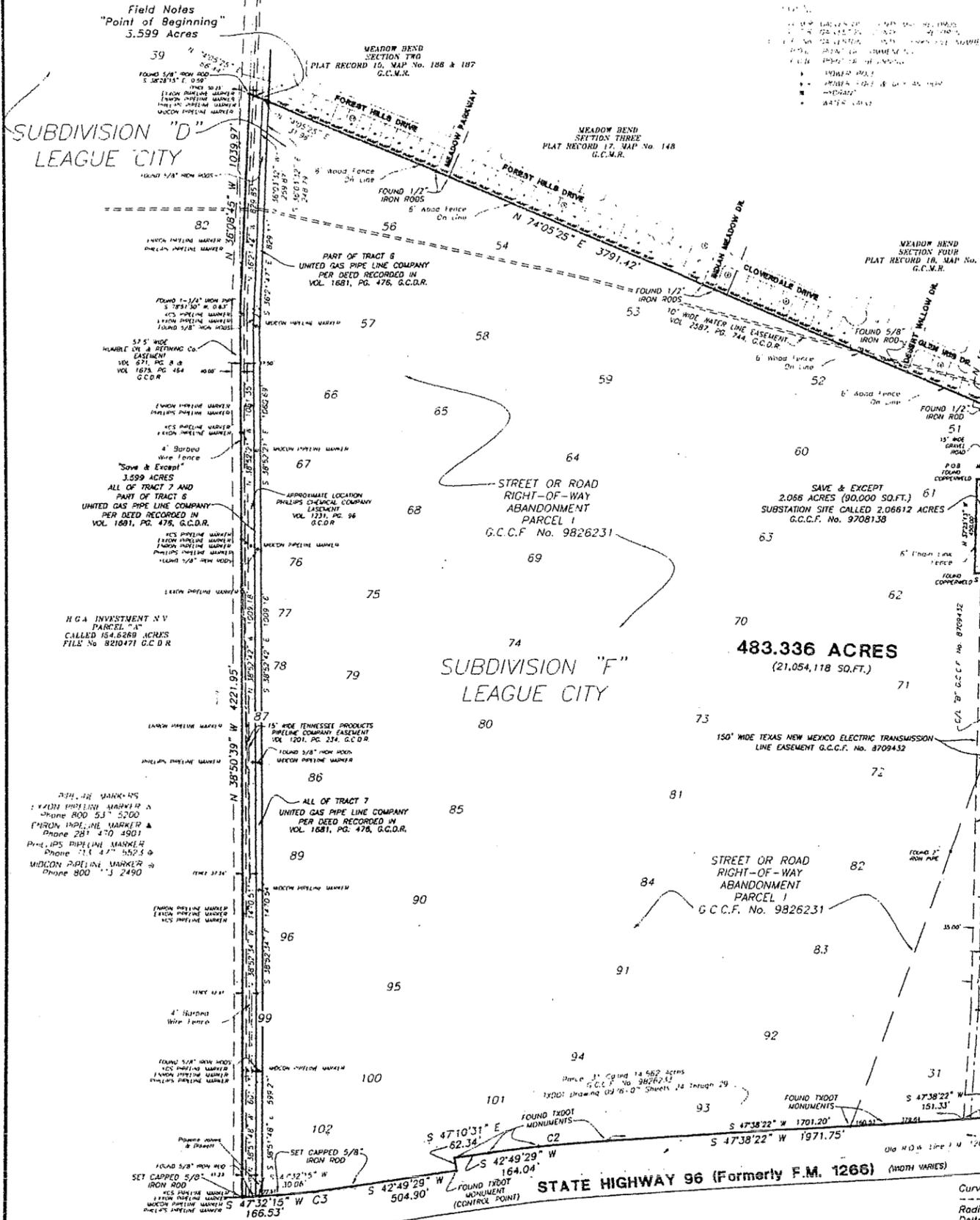
SUBDIVISION "D"
LEAGUE CITY

SUBDIVISION "F"
LEAGUE CITY

JARBOE ADDITION

483.336 ACRES
(21,054,118 SQ.FT.)

Field Notes
"Point of Beginning"
483.336 Acres



HGA INVESTMENT N.V.
PARCEL "A"
CALLED 154.6269 ACRES
FILE No. 8210471 G.C.D.R.

391.48 MARK-UPS
IRON PIPELINE MARKER A
PHONE ROD 5.1" x 5200
IRON PIPELINE MARKER A
PHONE 281 470 9001
IRON PIPELINE MARKER A
PHONE 111 4 71 552.5
IRON PIPELINE MARKER A
PHONE 800 1 3 2490

Curve number 3
Radius= 6459.96
Delta= 037°19'
Arc= 351.99
Tangent= 176.04
Chord= 351.95
Chord Brg. S 44°23'09" W

Curve number 2
Radius= 6725.71
Delta= 04°48'52"
Arc= 565.15
Tangent= 282.74
Chord= 564.98
Chord Brg. S 45°13'55" W

Curve number 1
Radius= 6397.63
Delta= 03°45'57"
Arc= 420.49
Tangent= 210.32
Chord= 420.42
Chord Brg. S 45°45'24" W

No.	Revisions	Date
8	Revised "Save & Except" 3599 Acre Recordation	4-3-00
7	Revised "Save & Except" 1599 Acre Recordation	3-29-00
6	Revised Area Synopsis	3-10-00
5	Revised Plat Notes and Certification	3-2-00
4	Revised Annotation 1599 Acre "Save & Except" Tract	2-3-00
3	Revised Area Synopsis, added note #13	1-12-00
2	Revised Area Synopsis, added flood plain delineation, added sponsor	1-07-00
1	Revised Area Synopsis and Save & Except tracts	1-05-00

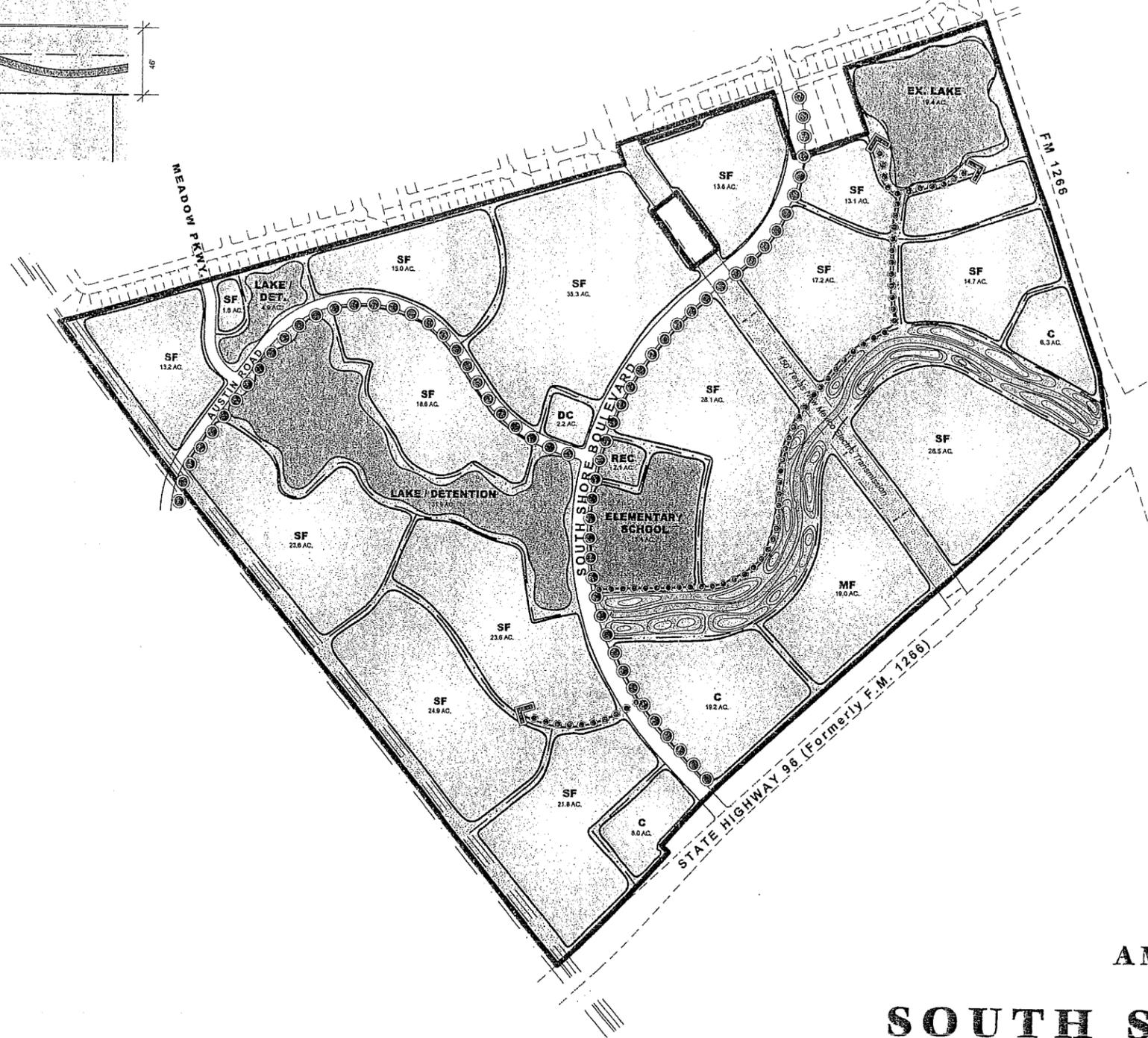
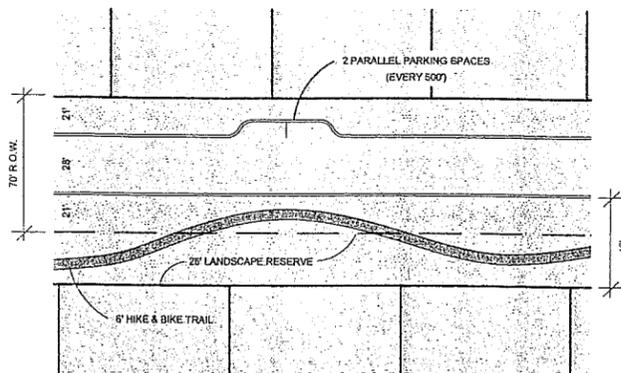
BOUNDARY SURVEY

483.336 ACRES LOCATED IN
THE MICHAEL MULDOON TWO LEAGUE
GRANT, A-18, GALVESTON COUNTY, TEXAS

CLARK-GEOGRAM INC.
LAND SURVEYORS

Dallas - Houston - San Antonio
1315 Sherwood Forest Drive - Houston, Texas 77044
Tel. 713.481.1400 - Fax 713.461.3839 - info@clarkgeogram.com

Dwg. date 12-23-99	Scale 1" = 300'	File: 4770.0WG
Drawn by D.J.M.	Calc. by D.J.M.	Chk. by W.J.W.



AMENITIES PLAN

SOUTH SHORE HARBOUR
477.305 AC. PLANNED UNIT DEVELOPMENT

prepared for
SOUTH SHORE HARBOUR DEV., LTD.

KERRY R. GILBERT & ASSOCIATES, INC. Land Planning Consultants



JULY 2000
KGA #4901-210

15810 Park Ten Place
Suite 160
Houston, Texas 77084
(281) 579-0340

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