

**Planned Unit Development
Overlay District
For
Lloyd Tract PUD**

Prepared For

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June, 2006

Approved by City Council 07-25-06
Ordinance No. 2006-66

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EXHIBITS

- Area Location Map
- Project Aerial Map
- Project Survey
- Existing Topography Map
- Project Legal Description
- Conceptual Land Use Plan
- Conceptual Town Center, Commercial and Light Industrial Imagery
- Conceptual Residential Imagery
- School District Vicinity Map
- Proposed Zoning Map
- Street and Circulation System Plan
- Conceptual Water Distribution System Plan
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I. INTRODUCTION

This planned unit development application was prepared on behalf of M. Sherman and Associates Land Development Company, L.L.C. pursuant to the City of League City ordinances related to Planned Unit Development Overlay Districts (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.

On April 11, 2006, the City Council of League City asked the developers and landowners of the McAlister, Lloyd and Duncan Tracts to work together to develop a cohesive, comprehensive plan for the development of these tracts. Several issues were raised including an improved transportation plan, the regional wastewater treatment plant, and the need for a Town Center, Business Park, and a Light Industrial Area. In response to these issues, the Western League City Master Plan was prepared and presented to the City Council in a workshop on May 23, 2006. The Lloyd Tract conceptual land use plan and PUD is a component of that overall comprehensive plan

The overall development consists of $\pm 2,050.6$ acres of land with a portion of the development (± 153.3 acres) lying outside of the City of League City Corporate Limits but within the City of League City's Extra-Territorial Jurisdiction. The PUD will consist of the $\pm 1,897.3$ acres of land that fall within the City of League City Corporate Limits. The property outside of the City's corporate limits is currently in the process of being annexed and will be incorporated into the PUD as an amendment at a later date.

The Lloyd Tract PUD is a mixed-use project that is bounded on the south by F.M. 517 and the north by the American Canal. The Area/Location Map illustrates the location of the subject property.

A strong community character 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 Lloyd Tract PUD will provide a wide variety of housing products and price ranges.

II. SITE INVENTORY ANALYSIS

Physical Opportunities and Constraints

The Lloyd Tract PUD is located to the north of F.M. 517 in the far western portion of the City of League City. Consistent with property in the region, the subject tract is relatively flat with elevations ranging from 30 feet in the northwest corner to 20 feet in the southeast corner. The site is generally void of quality vegetation. Existing physical constraints affecting development of the property include the following:

- The project is split into five parcels. Tract I (80.93 acres) and Tract II (109.95 acres) are to the southwest and are separated from the main portion of the property, which is Tract III (1777.34 acres). A portion of Tract III and all of Tract IV (58.96 acres) and Tract V (23.48 acres) are located in the City of League City ETJ and are not part of the PUD. The survey included in this document shows the location of each of the parcels.
- The American Canal (also known as the Gulf Coast Water Authority Channel) meanders along the northern boundary of the property in an east-west direction.
- A 150 foot wide Houston Lighting & Power Easement crosses the northern area of the property in a northeast-southwest direction.
- A 200 foot wide Houston Lighting & Power Easement crosses the northern area of the property in an east-west direction and then turns and follows the 150 foot wide Houston Lighting & Power Easement
- A 30 foot wide United Gas Pipeline Company Easement cross the property in a northeast-southwesterly direction south of the American Canal and runs along the northern line of the 150 foot wide Houston Lighting & Power Easement. It then turns south when it reaches the western property line and then bisects the southern Tracts I and II.
- The Dickinson Bayou Diversion Channel in the southern portion of the property is within an 80 foot wide Galveston County Drainage District No. 3 Drainage Easement and meanders and flows in a west-east direction. Near the eastern property line, the channel turns to the south and joins Cedar Creek.
- A 20' wide Houston Pipeline Company and a 20' wide Pan American Gas Company rights of way cross the property in the middle from eastern boundary line to the western boundary line.
- A 60 foot wide Community Public Service Company Easement follows along the northern boundary from the western property line to where it intersects the 150 foot wide Houston Lighting & Power Easement an east-west direction.
- A 33 foot wide Phillips Pipeline Company Easement passes through southeastern most corner of the project in a northeast-southwest direction.
- In addition to the existing constraints outlined above, the development of the site is further constrained by various required proposed physical features including roadways, drainage facilities and detention basins.

Upon completion of a tree survey for the property, the developer will coordinate the preservation and/or removal of any trees with the League City Urban Forester per the regulations found in Chapter 111, Tree Preservation and Protection, of the League City Code of Ordinances. The existing site constraints can be seen on the Project Aerial Map and are illustrated on the Project Survey included in this document. Additionally, a Project Legal Description is included in the exhibit section of this document.

Surrounding Land Use

Land uses surrounding the Lloyd Tract PUD are dominated by single-family residential development with Westover Park and Magnolia Creek located to the north of the project.

The property to the south and southwest of the subject tract consists of single-family subdivisions and large lot acreage single-family tracts. The property east and west of the project remains undeveloped.

There are three large master planned residential communities located to the north: Westwood, Westover Park, and Magnolia Creek. Westwood and Westover Park lie to the north of the project and are master planned communities comprised of traditional single-family and mixed-use development. Magnolia Creek lies to the northeast of the project and is a master planned community comprised of traditional single-family residential, commercial development and a 27-hole golf course. The surrounding land uses can be seen on the Area/Location Map located in the Exhibits section of this document.

III. GOALS AND OBJECTIVES

The goals of the Lloyd Tract PUD 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 and will be achieved through the implementation of a series of planning strategies designed to maintain flexibility in the market place. The goals and objectives for the Lloyd Tract PUD are outlined below.

<u>Goal</u>	<u>Objective</u>
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.
Community Cohesiveness	Provide compatible and functional land uses for employment, shopping, living, education and recreation activities.
Orderly Growth	Provide community integrity through experienced development team and careful application of flexible regulations and architectural controls.

Multiple Housing Options

Variety and choice will be achieved by creating a community of mixed land uses that offer a wide range of choices. Lot sizes for standard single-family residential homes range in width from 40 feet to 90 feet and in square footage from 4,400 square feet to over 10,800 square feet. The net residential densities within these standard residential parcels will range from 2.5 units to the acre to 6.0 units to the acre. There will also be several additional distinct types of residential development within the project including townhomes, active adult, traditional multi-family residential, and traditional patio homes. These listed types of residential development typically have a higher density than the standard single family development. The densities can range from 4.8 units to the acre to over 20 units to the acre. Providing a variety of housing opportunities along with employment centers, shopping and other commercial sites, recreational uses, aesthetic open spaces, pedestrian trails, and other community and neighborhood amenities within the development will appeal to a broad spectrum of buyers and lifestyles.

Quality and Character of Community

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 restrictions that provide maximum flexibility.

Community Cohesiveness

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

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 Lloyd Tract PUD 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

Compliance with Comprehensive Plan

The development is in compliance with the League City Comprehensive Plan by adhering to the development principles outlined in the plan. The project has a balance of land uses that encourage future residents to both live and work in the community. There is a well defined network of both vehicular and pedestrian circulation systems that provide connectivity, not only to the project itself, but to potential future developments. The diversity of housing types from the traditional single family subdivision to urban townhomes and apartments to the Active Adult community ensures that residents of all ages can fulfill their housing needs. The development of an internal parks system that will include recreation centers, linear parks, and significant open space areas will help to provide for the City's future open space needs. A Town Center and the surrounding commercial development will become a focus of new employment and will help to meet the retail, entertainment and service needs of the project.

Project Description

The project will be comprised of multiple land uses dominated by single-family residential, commercial and a Town Center. Other anticipated uses include multi-family residential, churches, schools, light industrial, recreation centers, and a linear park system. The uses are illustrated on the Conceptual Land Use Plan included within this document.

A portion of the subject tract, ±153.3 acres of land, lies outside of the City of League City Corporate Limits and falls within the City's of Extra-Territorial Jurisdiction. This area is comprised of one tract to the south of F.M. 517 and a portion of another tract to the north of F.M. 517. The southern tract consists of ±82.5 acres of land, and is planned for single family residential lots ranging in size from ½ acre to 1 acre. The northern tract, ±70.8 acres of land, is a mix of commercial, single family residential, parks and street right of way. The developer has recently submitted an annexation request to bring these properties into the city limits for inclusion into the PUD by amendment at a later date. For this reason, the ±153.3 acres of land are incorporated into the Conceptual Master Plan of the property and are included in the land use summary.

The Conceptual Land Use Plan illustrates a collection of individual cells formed by the various constraints (existing and proposed) associated with the subject property including easements, drainage facilities and a street system. There will be two major access points to the project from F.M. 517. Bay Area Boulevard will be the primary access point from F.M. 517 and will continue north, intersecting with the proposed Grand Parkway and connecting to the existing location of Bay Area Boulevard within Magnolia Creek. The second will be a collector street that terminates into the proposed residential area to the north. The proposed Erwin Street to the north of the Grand Parkway and two proposed major arterials to the south of the Grand Parkway will provide east-west connectivity for the project and future surrounding development. A small portion of proposed Maple Leaf Drive will be located in the far western portion of the project and will tie into the planned location of the road in Westover Park.

In coordination with the Gulf Coast Water Authority, the American Canal will be relocated to the northern boundary of the project as seen on the Conceptual Land Use Plan.

A Town Center will be located to the east of the intersection of Bay Area Boulevard and Grand Parkway (S.H. 99) intersection. This Town Center will be a focal point for the development and League City as a whole. The centerpiece of the Town Center will be a Civic Center that could incorporate various city related facilities such as a city hall, city offices, a conference center, a library and/or a police station. Surrounding the Civic Center will be several mixed use commercial parcels that are a mix of commercial, office and residential uses. Site plans for these tracts will be submitted in accordance with the Zoning Ordinance regulations. The typical buildings on these tracts have commercial or office uses on the first floor with the upper level utilized for commercial, office or residential uses. The Town Center will serve as a multi-purpose destination with shared parking facilities and strong pedestrian connections. Residents will have the ability to do a variety of activities such as shopping, dining, entertainment, and working, in a single location. To the west and north of the Town Center, there will be additional higher intensity land uses for the project. It will include various standard commercial tracts, multi-family residential areas, a church site, and some higher density single family residential cells.

The commercial parcels located along F.M. 517 and Maple Leaf Drive will be more conventional in nature and be oriented towards serving the adjacent neighborhood commercial needs. The light industrial parcel to the west of Maple Leaf Drive is a component of the larger Light Industrial Area that is a part of the previously presented Western League City Master Plan. It will allow for the development of light industrial uses such as research and development facilities, warehousing and storage, offices and other uses permitted in the Light Industrial Zoning District. Conceptual examples of the Town Center, commercial, and light industrial development can be seen on the Commercial, Town Center and Light Industrial Imagery exhibit located in the Exhibits section of this document

The two main areas that have standard single family residential cells are the southern area near the entrance of the project at F.M. 517 and the northern portion of the project near the existing developments of Westover Park and Magnolia Creek. The overall gross residential density of the project will be 2.5 units to the acre. The southern area will consist of lot sizes that range in width from 40 feet to 60 feet and in square footage from 4,400 square feet to over 7,200 square feet. The northern area will consist of lot sizes that range in width from 50 feet to 90 feet and in square footage from 5,750 square feet to over 10,800 square feet. In both areas, the residents will enjoy the benefit of an extensive linear park and trail system that offers pedestrian access to the various recreation amenities. The individual residential cells will be developed with varying lot sizes as market conditions dictate.

There will also be several additional distinct types of residential development in the project. These will include townhomes, traditional multi-family residential, patio homes, and an active adult community. For the purposes of this document, Patio Homes are defined as a single family residential structure situated on the lot in such a manner so as to make more efficient use of the yard space. This results in the structure being located along one lot line with a setback of 0 to 5 feet in width with the opposite lot line containing a setback of 5 to 10 feet in width. In no case shall units on adjoining lots be separated by less than 10 feet in width. All of these diverse types of residential development typically have a higher density than the standard single family development. The net residential densities within these parcels can range from 4.8 units to the acre to 20 units to the acre. The projected population for the overall development will be a total of approximately 13,340 people at 2.9 individuals per household (Source: Metro Study). Conceptual examples of the residential development can be seen on the Residential Imagery exhibit located in the Exhibits section of this document.

There are four drill sites located within the Lloyd Tract PUD. The locations are as generally depicted on the Conceptual Land Use Plan. It is the intent of the developer to utilize these sites for parks unless or until the mineral rights owners elects to exercise their drilling rights. At that time, the site would be required to comply with the regulation found in Chapter 42, Article III, Oil and Gas Wells, of the League City Code of Ordinances which prohibits drilling within 300 ft of a residence without consent of the owner. Additionally, it should be noted that all well locations must be approved by the League City Council.

The project is located within two separate school districts: Clear Creek Independent School District and Santa Fe Independent School District. The developer has coordinated the school size and location with both school districts. The area that falls within the Clear Creek I.S.D. is comprised almost entirely of standard single family residential lots. One elementary school site, located near the intersection of Maple Leaf Drive and Erwin Street, is proposed to serve the residents located in that school district. The area that falls within Santa Fe I.S.D. is planned with a variety of land uses including commercial, senior housing, multi-family residential, and standard single family residential lots. In coordination with both Santa Fe I.S.D. and the adjacent landowner, a school site is being proposed along the western boundary line near the intersection of Bay Area Boulevard and the proposed southern minor arterial. The boundaries of the two school districts, as well as the proposed school sites, can be seen on the school district vicinity maps, the project school district map, as well as the conceptual land use plan located in the exhibits section of this document.

The table on the next page lists the various land uses illustrated on the Conceptual Land Use Plan, along with their respective acreages and percentage of the gross land area.

Composition of Land Use

Land Use Category	Acreage	% Of Gross Acreage
CONSTRAINTS	±251.5	12.2%
Grand Parkway (S.H. 99) (400' R.O.W.)	±52.5	
Bay Area Boulevard (120' R.O.W.)	±32.0	
Maple Leaf Drive (100' R.O.W.)	±7.7	
Erwin Street (100' R.O.W.)	±28.6	
Major Arterial Streets (100' R.O.W.)	±22.2	
Collector Streets (R.O.W. Width Varies)	±22.4	
H.L. & P. Easement	±49.3	
American Canal	±36.8	
COMMUNITY ELEMENTS	±620.3	30.2%
Civic Center	±18.3	
Recreation Centers	±12.4	
Parks	±17.6	
Linear Parks	±44.1	
Proposed Lake / Detention Areas	±411.3	
Open Space and Landscape Reserves	±15.9	
Schools	±34.2	
Churches	±28.6	
Day Care	±4.5	
Drill Sites	±29.1	
Public Emergency Services	±4.3	
COMMERCIAL & INDUSTRIAL	±290.4	14.2%
General Commercial	±189.2	
Mixed Use Commercial	±82.9	
Light Industrial	±18.3	
MULTI-FAMILY RESIDENTIAL	±62.6	3.1%
SINGLE-FAMILY RESIDENTIAL	±825.8	40.3%
TOTALS	±2050.6	100.0%

Composition of Single Family Residential*

Lot Size	Acreage
40' x 110'	±100.1
50' x 115'	±121.8
55' x 115'	±121.5
60' x 120'	±208.1
70' x 120'	±94.9
80' x 120'	±23.6
90' x 120'	±29.3
Acre Lots	±79.0
Patio Homes	±31.3
Townhomes	±16.2
TOTAL SINGLE-FAMILY RESIDENTIAL	±825.8

*- The Composition of Single Family Residential table is for accounting purposes only. The residential density and permitted lot sizes are governed by the various residential zoning districts as seen on the Proposed Zoning Map.

ZONING

Existing and Surrounding Zoning

The existing zoning for the subject property is Single Family Residential 7 (RSF-7). The surrounding undeveloped properties to the east and west also share the same zoning classification. Magnolia Creek and Westover Park to the north are both zoned as Planned Unit Development Overlay Districts with a mix of underlying zoning.

Proposed Zoning

Each of the proposed land uses have been assigned zoning categories consistent with the current League City Zoning regulations as of the date of this document. The portion of the development that lies outside of the City of League City Corporate Limits (±153.3 acres) is excluded from the zoning, which brings the total area currently subject to zoning to ±1,897.3 acres of land. The proposed zoning for the project will be a Planned Unit Development Overlay District with a mix of zoning categories that are compatible with the proposed land uses. The proposed zoning categories incorporate three different types of Commercial zoning (General Commercial, Mixed Use Commercial, and Neighborhood Commercial), Light Industrial zoning, Public and Semi-Public zoning, Open Space zoning, Residential Multi-Family 1.2 zoning, and four different types of Single Family Residential zoning (Residential Single Family 2, 5 and 7). There will also be a new proposed zoning district, Mining and Drilling zoning, which is described in the next section titled "Proposed Mining and Drilling Zoning District." This mix of zoning is being used to appeal to a broad range of potential of residents and lifestyles by providing employment centers, shopping, and other commercial sites, recreational uses, aesthetic open space, trails, and other community and neighborhood amenities.

Composition of Zoning

Zoning Designation	Acreage	% Of Gross Acreage
General Commercial (CG)	±246.6	13.0%
Commercial Mixed Use (CM)	±119.5	6.4%
Light Industrial (IL)	±33.0	1.7%
Mining and Drilling (MD)	±29.1	1.5%
Public & Semi Public (PS)	±58.8	3.1%
Open Space (OS)	±190.2	10.0%
Residential Multi- Family 1.2 (RSF-1.2)	±94.7	5.0%
Residential Single Family 2 (RSF-2)	±192.0	10.1%
Residential Single Family 5 (RSF-5)	±759.7	40.0%
Residential Single Family 7 (RSF-7)	±173.7	9.2%

Zoning shall be regulated on a total gross acreage basis. The uses may be altered or the density increased by up to 15 percent by the developers without further approval from the City Staff, Planning and Zoning Commission or City Council as described in the Zoning Ordinance, Section 125-80H, Procedures for PUD Overlay District Application. 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 ability to vary the percentage of land use 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 relocated 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 changes. The Lloyd Tract PUD will comply with the Zoning Ordinance standards as outlined for each zoning district unless otherwise noted. The land uses permitted will be based upon those zoning categories that are permitted in the Zoning Ordinance unless otherwise noted. The zoning designations for each parcel within the Lloyd Tract PUD are illustrated on the Proposed Zoning Map exhibit included within this document.

Proposed Mining and Drilling Zoning District

The parcels described as Drill Sites on the Conceptual Land Use Plan requires the addition of a supplementary zoning district. The Industrial Zoning Districts, both Limited and General, are the only zoning districts that allow mining and drilling, but only with a special use permit. Rather than use one of the existing industrial zones which could permit unwanted and non-compatible industrial development in residential areas, the Mining and Drilling Zoning (MD) district will be created for the four drill sites located within the Lloyd Tract PUD.

The Mining and Drilling Zoning district complies with the requirements and standards of the Limited Industrial Zoning District, with the exception that the land uses allowed in this district are strongly restricted and the more stringent buffer yard requirements. The only allowable land uses within this zone are mining and drilling, parks and open space. Mining and drilling will only be allowed with the approval of a special use permit granted by the League City Planning Commission and City Council. The buffer yard requirements for the Mining and Drilling zone can be found in the Buffer Yard section of this document. These requirements only come into effect if the parcel is being utilized for mining and drilling land uses. If the land use for the parcel is parks and/or open space, then the buffer yard requirements for the Open Space zone will apply.

BUFFER YARDS

Compatible zoning is defined as zoning that is complementary to the adjoining zoning. Compatible zoning uses will not be required to provide a buffer yard. Zoning that is not compatible will be required to provide a buffer yard of a width to be determined by the adjoining use. Each zone has specific requirements that apply to the required buffer yard in the case of non-compliant uses. The buffer yard tables shown below are identical to the current Zoning Ordinance requirements. (See Schedule 125-190.C-1)

Zoning compatibility within the Lloyd Tract PUD is illustrated in the Compliant Zoning Matrix:

Zoning Designation	General Commercial (CG)	Commercial Mixed Use (CM)	Light Industrial (IL)	Mining & Drilling (MD)	Public & Semi Public (PS)	Open Space (OS)	Residential Multi-Family 1.2 (RSF-1.2)	Residential Single Family 2 (RSF-2)	Residential Single Family 5 (RSF-5)	Residential Single Family 7 (RSF-7)
General Commercial (CG)	--	--	--	C	--	B	A	C	C	C
Commercial Mixed Use (CM)	--	--	--	C	--	B	B	C	C	C
Light Industrial (IL)	--	--	--	--	B	C	C	C	C	C
Mining & Drilling (MD)	C	C	--	--	C	C	C	C	C	C
Public & Semi Public (PS)	--	--	B	C	--	B	B	C	C	C
Open Space (OS)	B	B	C	C	B	--	--	--	--	--
Residential Multi-Family 1.2 (RSF-1.2)	A	B	C	C	B	--	--	B	B	B
Residential Single Family 2 (RSF-2)	C	C	C	C	C	--	B	--	A	A
Residential Single Family 5 (RSF-5)	C	C	C	C	C	--	B	A	--	--
Residential Single Family 7 (RSF-7)	C	C	C	C	C	--	B	A	--	--

Required Buffers:

- Compliant Land Use – No Buffer Yard Required
- A Non-Compliant Land Use – A 20 foot buffer yard is required
- B Non-Compliant Land Use – A 30 foot buffer yard is required
- C Non-Compliant Land Use – A 50 foot buffer yard is required

Buffer Yard Standards

	Buffer Yard Types		
	A	B	C
Buffer Yard Width	20	30	50
Canopy Trees (per 100 lineal feet)	2	3	3
Ornamental Trees (per 100 lineal feet)	2	3	4
Coniferous Trees (per 100 lineal feet)	--	--	10
Shrubs (per 100 lineal feet)	6	12	20
Berm Height (in feet, if provided)	--	--	4
Fence Height (in feet, if provided)	--	6	8

STREET AND CIRCULATION SYSTEM

Existing Roadways

The Lloyd Tract PUD is bounded along the southern property line by F.M. 517, an existing major arterial in League City that is maintained by the Texas Department of Transportation (TXODT). Bay Area Boulevard, in the existing Magnolia Creek development, stops at the north boundary line of the project. To the west of Bay Area Boulevard, a second major arterial roadway, Maple Leaf Drive, is currently planned to the north boundary line via Westover Park.

Proposed Street and Circulation System

The Lloyd Tract PUD is affected by two proposed north-south major arterials, one proposed limited access freeway, and three proposed east-west minor arterials, all of which are on the current City of League City Thoroughfare Plan. Bay Area Boulevard is an important north-south major arterial that will eventually provide a connection to F.M. 517 to the south and to F.M. 518 to the north via Magnolia Creek. The second is Maple Leaf Drive, also an important north-south major arterial that will eventually provide another connection to F.M. 517 to the south and to F.M. 518 to the north via Westover Park. Both of these major arterials will connect to the proposed Grand Parkway (S.H. 99) with interchanges at those future intersections. The proposed Grand Parkway crosses the property from east to west, bisecting the project. The Grand Parkway is a proposed 170-mile circumferential tollway traversing seven counties and encircling the Greater Houston region, and will ultimately consist of four lanes with controlled access points at designated intersections. Currently, 20 miles of the road from US 59 near Sugar Land to Interstate Highway 10 near Katy have been constructed, although not as a tollway. The remaining segments of the Grand Parkway will be a tollway. It will provide a regional transportation corridor for the City of League City. The proposed east-west minor arterials run parallel to the Grand Parkway and provide additional circulation to the Lloyd Tract and the surrounding developments.

The project will have two primary access points from F.M. 517. Bay Area Boulevard will be the primary access point from F.M. 517 and will continue north, intersecting with the proposed Grand Parkway and connecting to the existing location of Bay Area Boulevard in the existing Magnolia Creek. The second will be a collector street that terminates into the proposed residential area to the north. The proposed major arterial, Erwin Street, to the north of the Grand Parkway and two proposed major arterials to the south of the Grand Parkway will provide east-west connectivity for the project and future surrounding development. This is an enhancement to the current Thoroughfare plan which only calls for minor arterials for east-west connectivity. A small portion of proposed Maple Leaf Drive will be located in the far western portion of the project and will tie into the existing location of the road at Westover Park.

In the northern mixed use area, there will be a 60 foot right of way collector road which will provide additional internal connectivity to the various commercial and high density residential land uses. Several collector roads of limited length and serving only the internal circulation needs of the project will be located in the southern area to provide access to the various residential cells.

Residential lots will not be permitted to have driveway access to any collector or major arterial roadway. This will allow for the paving sections of the two types of roadway to adequately and efficiently serve the traffic generated from the various neighborhood cells. The collector roads will use a 28 foot wide paving section and the major arterials will be boulevards with two 25 foot wide paving sections with a 30 foot median. The circulation system and street plan for Lloyd Tract PUD is illustrated on the Arterial Street Plan exhibit included in this document.

UTILITIES

The tract located on the north frontage of FM 517, approximately 5 miles west of I-45. The three proposed municipal utility districts are to be created within the project and will provide the water, wastewater and drainage requirements for the project. A complete utility system is planned to include a water distribution system, a wastewater collection system and a storm drainage system including onsite detention and outfall channel improvements. Design and construction of these facilities will be in conformance with criteria published by the City of League City, Galveston County Engineering Department, and the Texas Commission on Environmental Quality ("TCEQ").

Water Distribution System

It is anticipated that League City will provide water to the District through a series of existing and proposed waterlines. An 18-inch and 24-inch water main loop system is proposed to ensure that all service connections are provided with an ample supply of water at adequate pressure.

All waterlines along the major thoroughfares within the proposed tract are in accordance with the City of League City Water Master Plan. The waterline running east-west along the northern-most thoroughfare of the tract is proposed to be an 18-inch line. A 24-inch waterline will run east-west along the future Grand Parkway and an 18-inch waterline will be placed north-south along Maple Leaf Drive. An 18-inch waterline is proposed for the north-south run along the future Bay Area Boulevard. An 18-inch waterline will run from Calder Road to Bay Area Boulevard along F.M. 517 in an east-west direction.

Refer to the Conceptual Water Distribution Plan layout that is located in the Exhibits section of this document. The pipe, valves and fittings will be of normally accepted materials and design.

Wastewater Collection System

The three Districts will construct three lift stations (one in each district) that will flow directly to a proposed regional City of League City treatment plant site. The ultimate required capacity for the three Districts is 2,362,500 gallons per day.

The proposed wastewater collection system is predominantly a gravity system designed to accommodate peak sewage flows from the Districts customers.

All gravity sanitary sewer and force main lines are in accordance with the City of League City Wastewater Master Plan. The proposed gravity line running parallel to the proposed Grand Parkway is a 45-inch line. A 21-inch gravity sewer line, connected to an offsite force main from Westover Park to the north, will run north-south along proposed Maple Leaf Drive. Another 21-inch gravity sewer line north of the Grand Parkway along Bay Area Boulevard will connect to a 10-inch offsite force main from Magnolia Creek. The area south of the Grand Parkway will be collected and pumped to Lift Station No. 3, as shown on the attached exhibit called Conceptual Wastewater Collection Plan. This exhibit is located in the Exhibits section of this document. This lift station will then pump to the 45-inch gravity line along the Grand Parkway.

Three onsite lift stations will be required to deliver the sewage directly to a proposed regional City of League City treatment plant site.

The design of the wastewater collection system is contingent upon the City of League City's construction of the Southwest Sanitary Sewer Treatment Plant, on land acquired from what is now known as the McAllister Tract. A temporary treatment plant will be constructed within the boundary of the Southwest Sanitary Sewer Treatment Plant site, where waste could be treated and pumped to the American Canal for discharge. Wastewater, via forcemains, will be routed to that temporary treatment plant until the Southwest Sanitary Sewer Treatment Plant is available.

Storm Drainage System

All of the storm drainage systems in the Districts have a minimum pipe diameter of 24-inches, a minimum flow velocity of three feet per second and an overall design following approved City of League City and Galveston County design criteria.

Within the three districts is a westerly offsite tract that is approximately 165.2-acres of detention area. This detention area will serve as offsite detention for the proposed districts, as detention for flood plain mitigation, and as detention to serve some future surrounding tracts. Drainage from the north side of the Grand Parkway will be carried across the Grand Parkway along Bay Area Boulevard and culverts running under the Grand Parkway. Refer to the Conceptual Storm Drainage System Plan that is located in the Exhibits section of this document. The storm sewer collector systems will ultimately outfall into Dickinson Bayou. The storm sewer collection systems will drain to project detention basins which outfall to an existing drainage canal that ties into Dickinson Bayou.

Flood Levels and Potential Flooding

According to the Federal Emergency Management Agency Flood Insurance Rate Map No. 4854880025D, dated September 22, 1999, there has been no delineation of the 100-year floodplain for Cedar Creek or the surrounding tract area. A report prepared by Walsh Engineering, Inc. in association with Dodson & Associates, Inc. in August, 1992 is being used to determine the flood plain extents. According to this report, a 1,213.8-acre portion of the three districts lies within the 100-year flood plain. Upon construction of detention facilities within the Lloyd Tract PUD, the remaining flood plain will disappear leaving only a small portion of the channel areas within the 100-year flood plain. A LOMR will be filed with FEMA to remove the 1,213.8-acres from the flood plain. The remainder of the Districts lies in Zone X, outside the 500 year flood plain. Ponding levels in the streets will be designed in accordance with City of League City design criteria.

PARKS AND OPEN SPACE

Open space accounts for over 26% (± 540 acres) of the gross acreage within the overall project. This includes the landscape reserves planned along the rights-of-way for F.M. 517, Bay Area Boulevard, Maple Leaf Drive, minor arterials and collector streets. 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 property.

With these additions, the resulting open space could be as much as ± 580 acres or 28% of the gross area of the project.

Compliance with Parks Ordinance

The City of League City parks requirement states that 1 acre of park land for every 90 proposed dwelling units be dedicated to the Homeowners Association for the use of parks. Based upon the estimated number of dwelling units, the PUD will be required to provide ± 51.2 acres of park land. Compliance with the Parks Ordinance requirement for land dedication will be accomplished by the contribution of ± 30.0 acres of land designated as Parks and Recreation Centers at a full credit and ± 44.1 acres of land designated as Linear Parks at a 50 percent credit on the Conceptual Amenities and Open Space Plan. An additional contribution of the ± 42.5 acre detention basin on Bay Area Boulevard, at a 50 percent credit, will bring the total park land dedication to ± 116.6 acres of land for a total credit of ± 73.2 acres of land. This contribution is ± 22.0 acres of land or over 45% in excess of the City of League City parks dedication requirement. The ± 116.6 acres of park land will be dedicated to the Master Homeowners Association for the project. The Master Homeowners Association will also be responsible for maintaining all landscaped areas and open spaces utilized by the residents as amenity spaces. In addition, the developer will be responsible for paying applicable impact fees related to parks and recreation. The submittal of the master plan for the project to the Parks Board will determine the final Parks Ordinance compliance for land dedication and fees.

Parks and Open Space Description

The amenities for the southern area of the project are focused around a ± 47.5 acre complex adjacent to Bay Area Boulevard. This complex includes a ± 5.0 ac recreation center site which may include features such as swimming pools, splash pads, pool house with restrooms, shade structures, playground equipment and parking. Building architecture will be in the Texas Lodge style, and will be integrated into the landscape by creating a backdrop of native Texas plants, grasses and live oak trees. An example of this can be seen on the Conceptual Amenities and Open Space Imagery Exhibit 1 in the exhibits section of this document. The remainder of the site will be designed for recreational purposes as well as detention and may contain items such as soccer fields, football fields, baseball fields with backstops, restroom facilities, trail systems and fitness equipment. A portion of the site will also be set aside for equestrian use and accompanying trails may be integrated into the overall open space system.

Two recreation centers are proposed in the northern portion of the project to serve that area's residential needs. The recreation centers are both ± 3.0 acres in size and may contain such features as a swimming pool, cabana with restroom and change facilities, playground equipment and a parking area.

Seven small parks are proposed for the residents of the community. The parks average ± 1.5 acres in size and will have playground equipment and various passive facilities such as picnic tables and benches.

There will be a medium size promenade park, ± 7.0 acres in size located in the Town Center. This park will be formal in nature and will be an important focal point for the Town Center complex. It will have various passive facilities such as benches and a promenade walk and could have sculptural focal points as well.

The pedestrian pathway system, which is illustrated on the Amenities Plan, is a combination of a regional trail system and an internal trail system. The regional trail will be a 10 foot wide pathway that will serve both the residents of the project and surround developments as well. As described in the Western League City Master Plan, it will run from the regional park located in the northern portion of Bay Colony West to the proposed regional nature preserve located in the far western portion of the Lloyd Tract. The trail then turns to the north until it reaches the 150 foot Houston Lighting & Power Easement and runs along side this easement to Magnolia Creek in the north. To increase the connectivity of the regional trail system and improve the safety of its users, there will be three below grade crossings: one at Bay Area Boulevard, one at the collector to the east and one at Erwin Street to the north, as seen on the Amenities Plan.

The internal trail system will be a 6 foot wide pathway inside the linear park system. This is in lieu of the typical 4 foot sidewalks on both sides of the street. The wider walkway with the accompanying linear park system has proven to be a more practical and functional element for pedestrians utilizing the trail system. In addition to the below grade crossings for the regional trail, there will be another below grade crossing at the recreation center in the south to provide safe access for the residents of the project.

The linear park system will aid in connecting the project together in a pedestrian network. It is designed to be generally 30 feet in width and provide easy and safe pedestrian access to the various parks, recreation centers, schools, and commercial centers located within the project. Bay Area Boulevard will have an adjoining linear park from the entrance at F.M. 517 to the intersection of Erwin Street. Erwin Street will have a 50 foot wide linear park along its entire length. The southernmost major arterial has an adjacent linear park that runs along the linear detention facility. This linear park will contain the 10 foot wide regional trail. There will also be numerous internal linear parks that will be located on the perimeter of the various residential and mixed-use commercial cells. The linear park system provides a pedestrian link for the entire project to the primary recreation center and park located in the southern center of the project. Compliance with the City of League City's typical sidewalk requirements will be maintained throughout the balance of the project, completing the overall pedestrian network.

The detention and drainage way system located throughout the project will be an integral part of the overall amenity system. The linear detention system comprises ± 150 acres and varies in width from 150 feet to over 275 feet wide. The wider areas of the linear dry detention system will allow for the development of gentle, undulating side slopes which will be landscaped. The ± 42.5 acre detention area adjacent to the primary recreation center will have a mix of soccer, softball and baseball fields and will be a significant destination within the linear park system. The lake / detention area to the north is ± 46.0 acres in size and will maintain a constant water level while serving as a detention facility for the project. There is an additional ± 168.9 acres of detention in the separated tracts to the west. These detention facilities could be designed to function as a nature preserve and bird sanctuary with an agreement by the City of League City to maintain the preserve and the sanctuary in the future. The detention areas will not only enhance the aesthetic quality of the development but will provide numerous opportunities for the enjoyment of the residents.

PHASING AND DEVELOPMENT SCHEDULE

It is anticipated that Lloyd Tract PUD will be developed in multiple phases over a 16 to 20 year period. Phase I of the development should commence in late 2007 or early 2008 and be primarily residential in nature. It is anticipated that each phase of residential development will produce enough lot inventory for 12 to 18 months based upon the anticipated sales.

The initial phase of development is located in the southern area of the project with various housing products. These products will vary in lot size and price range in order to have wide market appeal. The intersection of F.M. 517 and Bay Area Boulevard 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.

VARIANCES

The only known variance to the League City development regulations anticipated by the Lloyd Tract PUD is to the sidewalk requirements as stated in the Subdivision Ordinance, Section 102-9f, Sidewalks. In lieu of the 4 foot wide sidewalks on either side of the major arterials, minor arterials and collector streets, a 6 foot wide sidewalk will be constructed on one side only in accordance with the Conceptual Amenities and Open Space Plan located in the exhibits section of this document. Variances not known at this time due to the lack of specific designs or physical characteristics will be presented on a case by case basis for the consideration of the Planning and Zoning Commission.



ENTRY FEATURE CONCEPT SKETCH



RECREATION CENTER CONCEPT SKETCH

conceptual amenity & open space imagery exhibit 1 for
LLOYD TRACT PUD
prepared for
M. SHERMAN & ASSOCIATES
LAND DEVELOPMENT COMPANY, L.L.C.

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

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JUNE 2006
KGA #07501

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a conceptual amenities & open space plan for
LLOYD TRACT PUD

prepared for
M. SHERMAN & ASSOCIATES LAND DEVELOPMENT CO., L.L.C.

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

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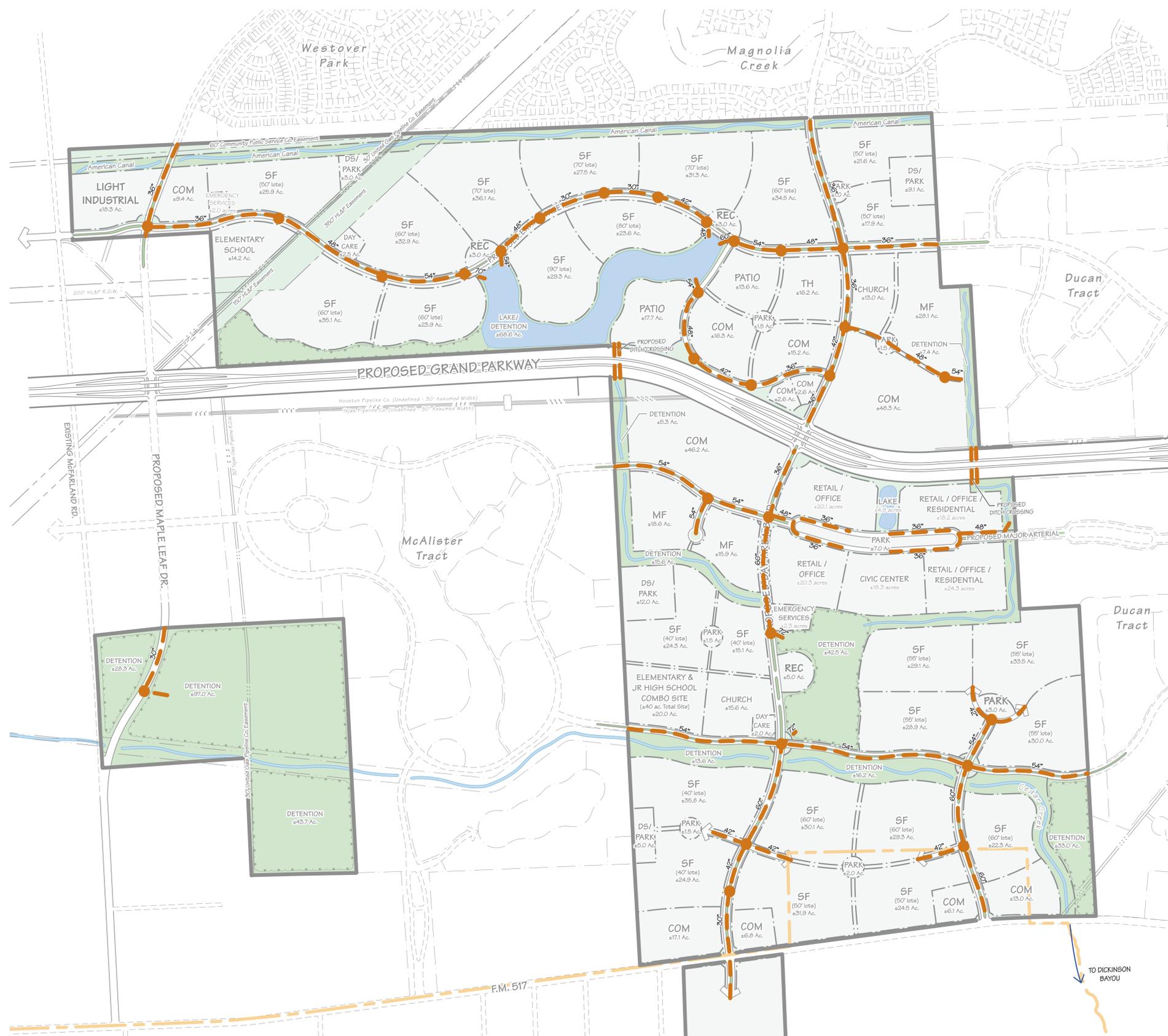


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LEGEND

-  **Proposed 10' Regional Trail**
-  **Proposed 6' Pedestrian Trail**
-  **Proposed Below Grade Pedestrian Crossing**



LEGEND

--- Proposed Storm Water Line

a conceptual drainage plan for
LLOYD TRACT PUD
 LEAGUE CITY, TEXAS
 prepared for
M. SHERMAN & ASSOCIATES
LAND DEVELOPMENT COMPANY, L.L.C.

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LEGEND

- Proposed Wastewater Line
- Proposed Force Main
- Proposed Lift Station

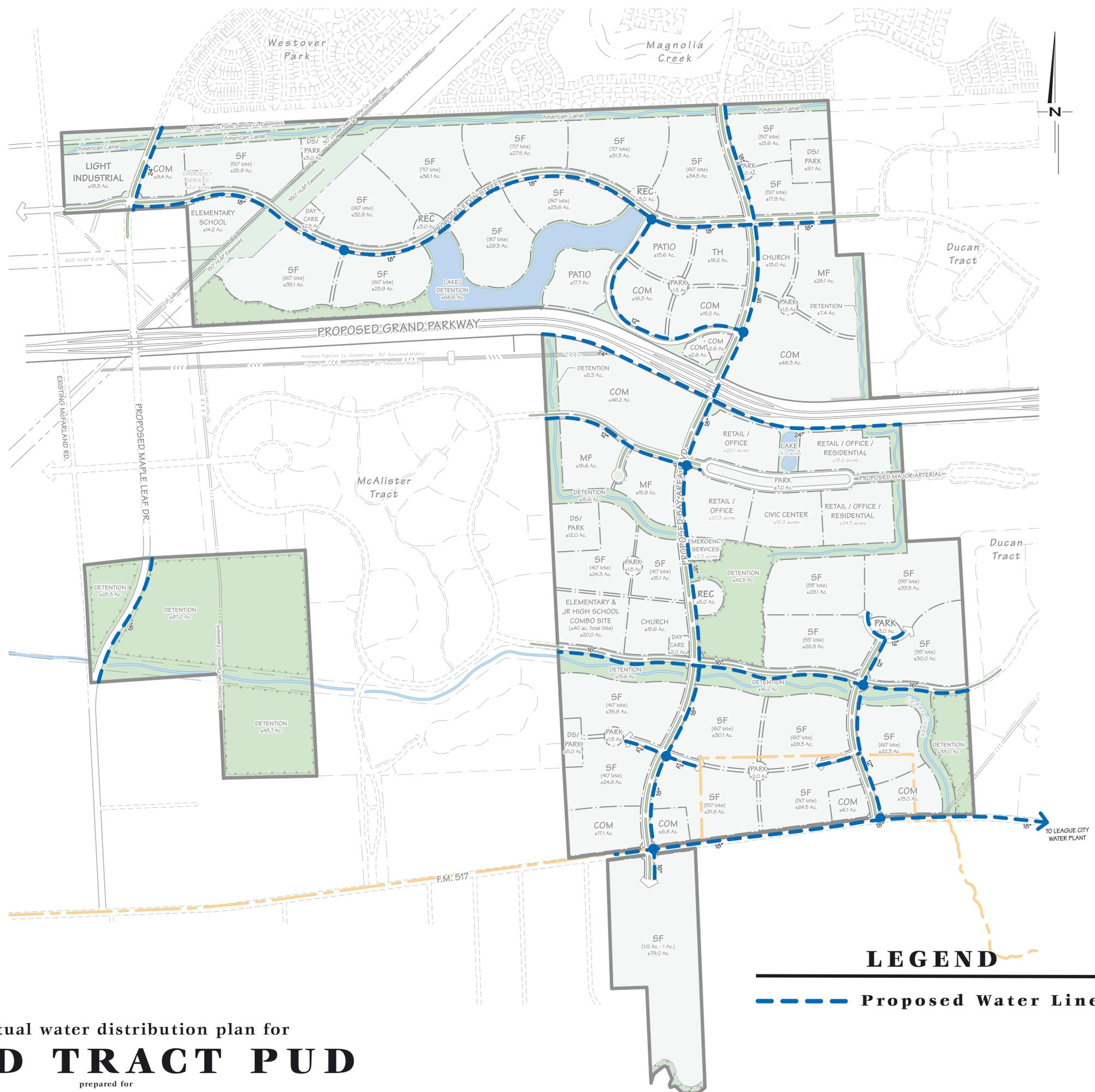
a conceptual wastewater collection plan for
LLOYD TRACT PUD
 LEAGUE CITY, TEXAS
 prepared for
M. SHERMAN & ASSOCIATES
LAND DEVELOPMENT COMPANY, L.L.C.

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LEGEND

--- Proposed Water Line

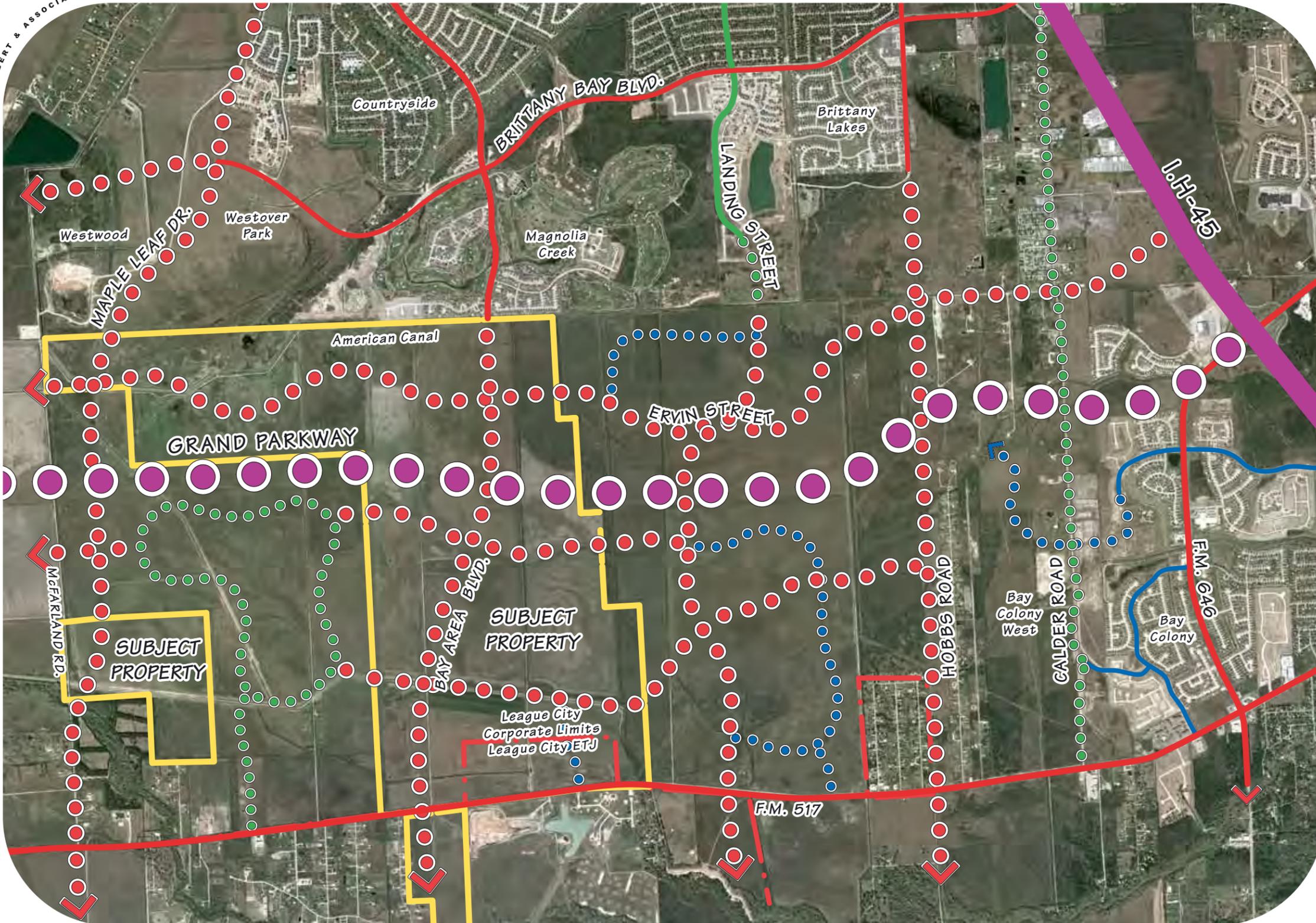
a conceptual water distribution plan for
LLOYD TRACT PUD
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LEGEND

- Existing Freeway
- Proposed Grand Parkway
- Existing Major Arterial
- Proposed Major Arterial
- Existing Minor Arterial
- Proposed Minor Arterial
- Existing Collector
- Proposed Collector

a street & circulation system map for
LLOYD TRACT PUD

prepared for
M. SHERMAN & ASSOCIATES LAND DEVELOPMENT CO., L.L.C.

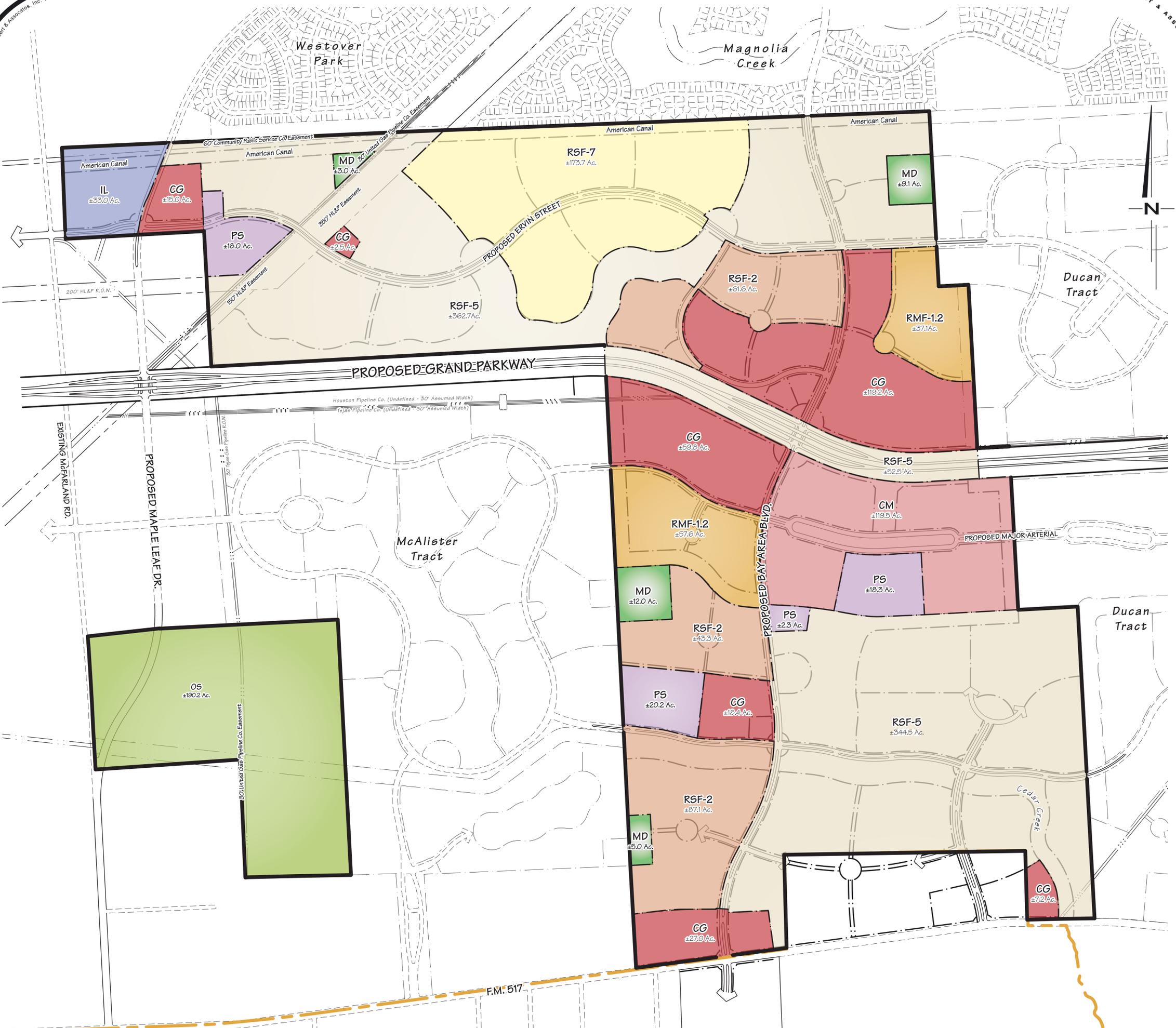
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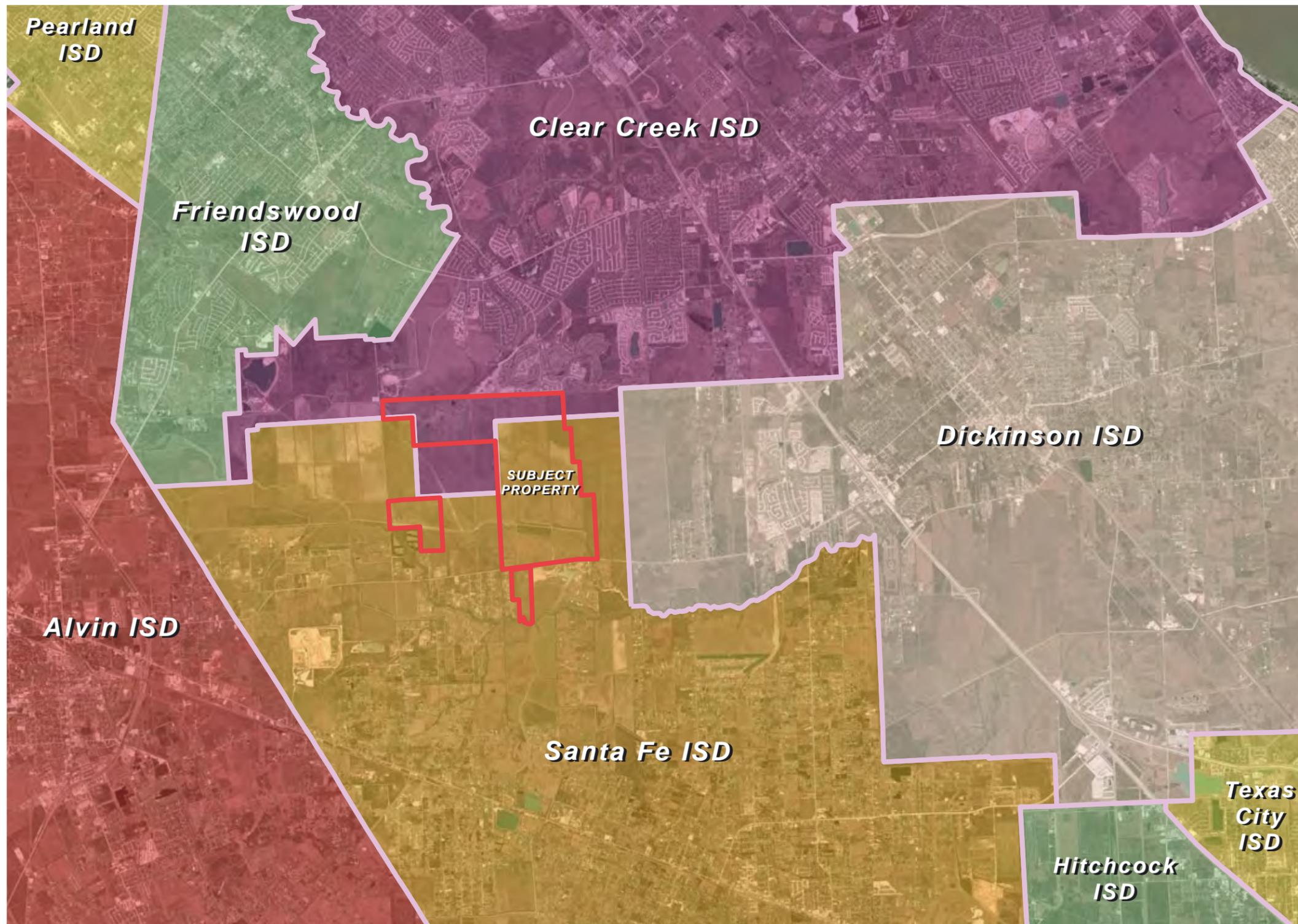
a proposed zoning map for
LLOYD TRACT PUD
 prepared for
M. SHERMAN & ASSOCIATES LAND DEVELOPMENT CO., L.L.C.

KERRY R. GILBERT & ASSOCIATES, INC. Land Planning Consultants
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a school district vicinity map for
LLOYD TRACT PUD

prepared for
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 DEVELOPMENT CO., L.L.C.**

KERRY R. GILBERT & ASSOCIATES, INC.

Land Planning Consultants

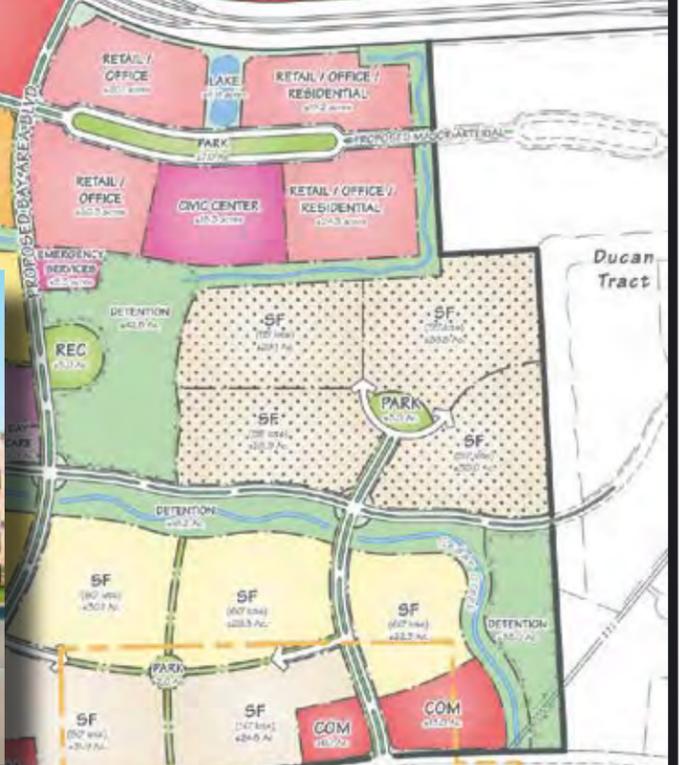
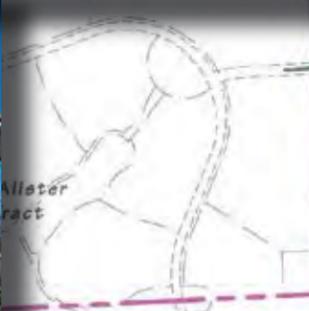
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conceptual residential imagery for LLOYD TRACT PUD

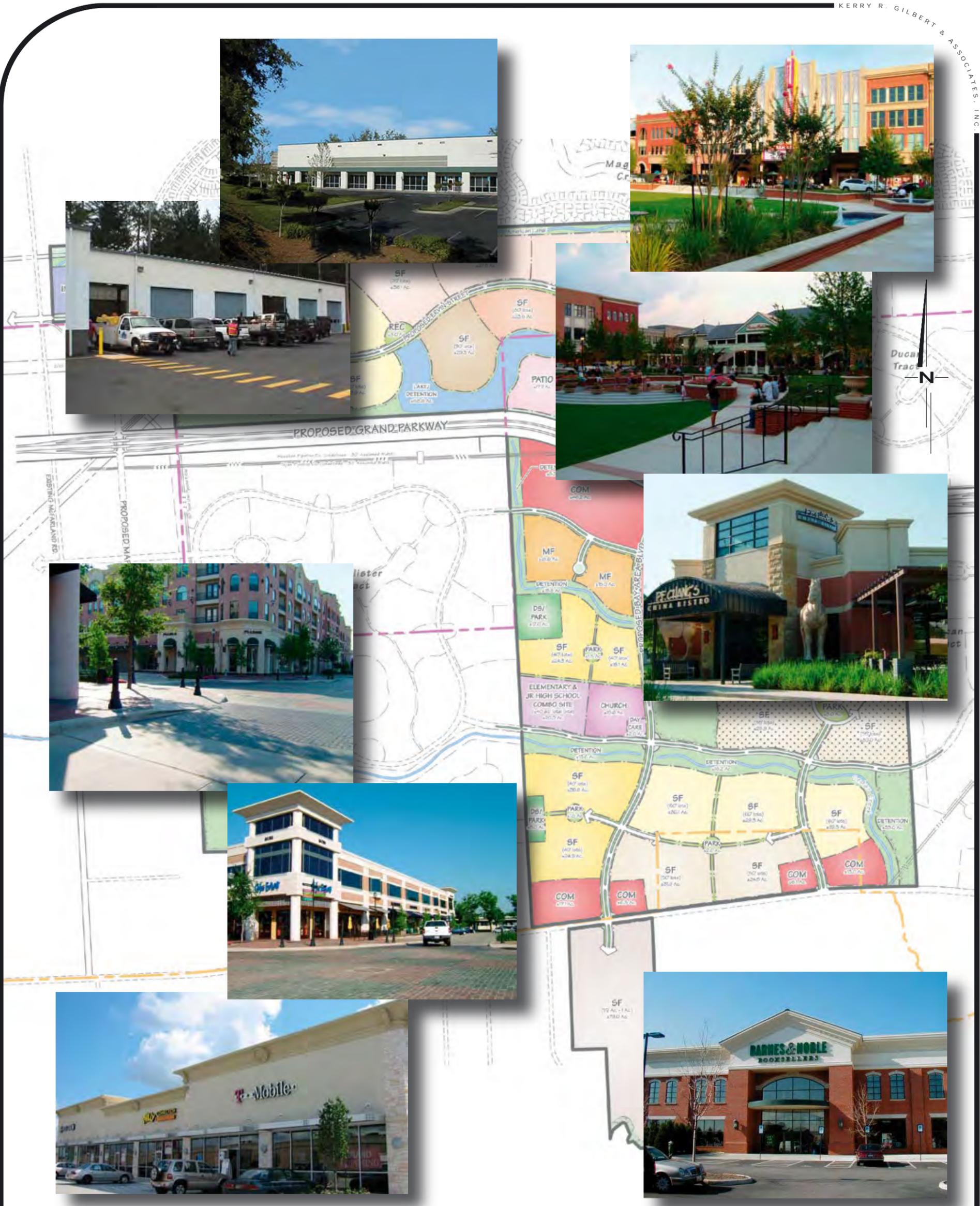
prepared for M. SHERMAN & ASSOCIATES LAND DEVELOPMENT COMPANY, L.L.C.

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

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JUNE 2006 KGA #07501

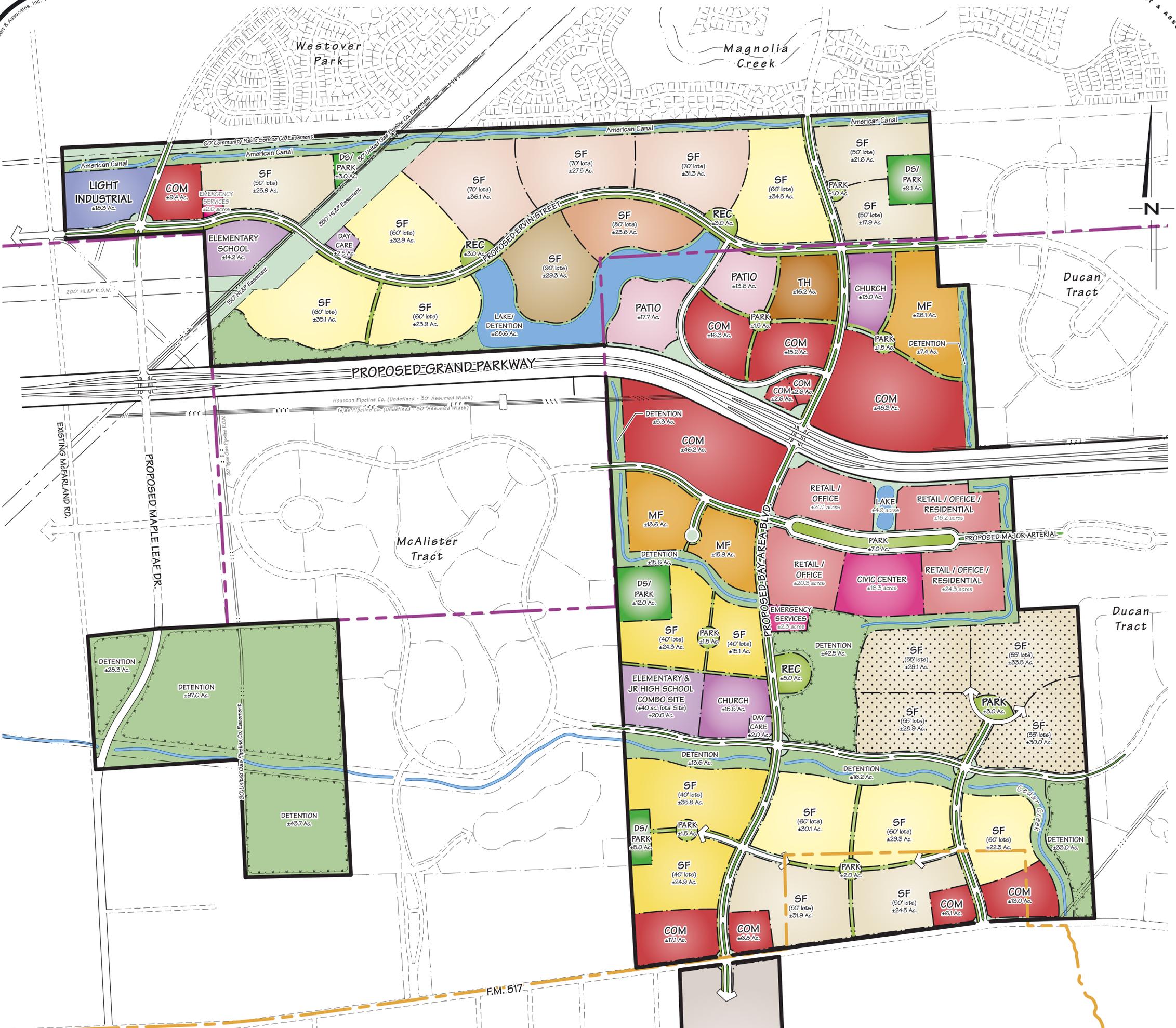
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conceptual town center, commercial & light industrial imagery for
LLOYD TRACT PUD
 prepared for
M. SHERMAN & ASSOCIATES
LAND DEVELOPMENT COMPANY, L.L.C.

KERRY R. GILBERT & ASSOCIATES, INC. Land Planning Consultants
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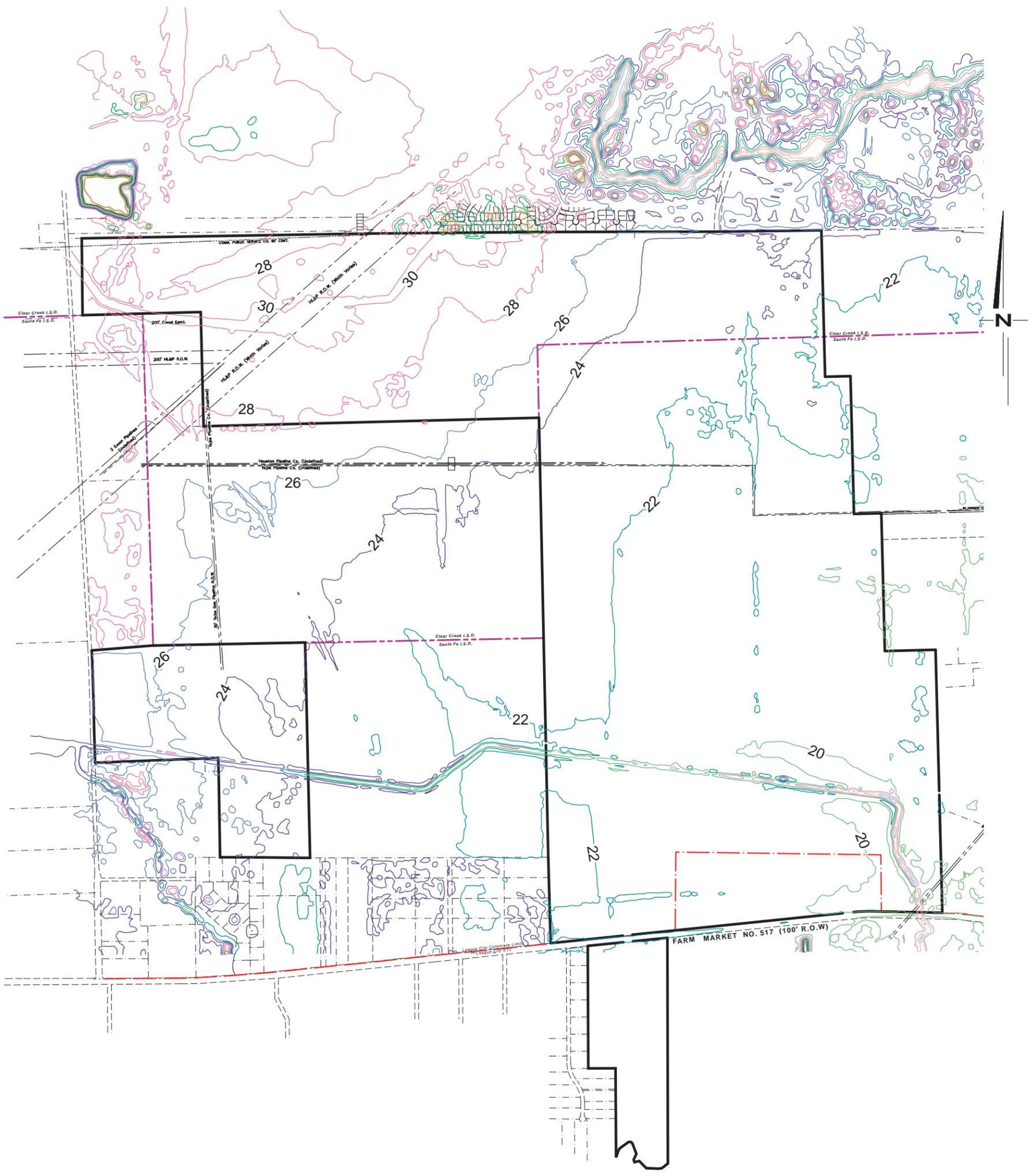
a conceptual land use plan for
LLOYD TRACT PUD
 prepared for
M. SHERMAN & ASSOCIATES LAND DEVELOPMENT CO., L.L.C.

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JUNE, 2006 Houston, Texas 77084
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an existing topography map for
LLOYD TRACT PUD
 prepared for
M. SHERMAN & ASSOCIATES
LAND DEVELOPMENT COMPANY, L.L.C.

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CHARLIE KALKOMEY SURVEYING, INC.

1815 MONS AVENUE
ROSENBERG, TEXAS 77471
281 342-2033

CHARLIE KALKOMEY
REGISTERED PROFESSIONAL LAND SURVEYOR

CHARLES A. KALKOMEY
REGISTERED PROFESSIONAL LAND SURVEYOR

TRACT I

FIELD NOTES FOR AN 80.9325 ACRE TRACT OF LAND IN THE I. & G. N. RAILROAD COMPANY SURVEY, SECTION 9, ABSTRACT 597, GALVESTON COUNTY, TEXAS, BEING THAT CERTAIN CALLED 80 ACRE TRACT RECORDED IN VOLUME 497, PAGE 338, DEED RECORDS, GALVESTON COUNTY, TEXAS, THE BASE BEARING FOR THE HEREIN DESCRIBED TRACT IS THE NORTH LINE OF A 1,778.1096 ACRE TRACT (TRACT IV) IN THE I. & G. N. RAILROAD COMPANY SURVEY, SECTION 6, ABSTRACT 615, GALVESTON COUNTY, TEXAS, SURVEYED BY THE UNDERSIGNED THIS DATE, SAID BEARING BEING SOUTH 88 DEGREES 04 MINUTES 59 SECONDS WEST.

BEGINNING at a ½ inch iron pipe with cap marked "Kalkomey Surveying" set in the centerline of McFarland Road, being the northeast corner of the I. & G. N. Railroad Company Survey, Section 10, Abstract 598, and the northwest corner of the I. & G. N. Railroad Company Survey, Section 9, Abstract 597, for the northwest corner and **Place of Beginning** of the herein described 80.9325 acre tract, said point being in the south line of an adjoining 482.1542 acre tract being part of the West Production Company called 5600 acre (First Tract) recorded in Volume 571, Page 624, Deed Records, Galveston County, Texas, same being the south line of the adjoining I. & G. N. Railroad Company Survey, Section 7, Abstract 596, Galveston County, Texas;

THENCE North 87 degrees 21 minutes 04 seconds East along the common line of the I. & G. N. Railroad Company Survey, Section 9, Abstract 597, and the I. & G. N. Railroad Company Survey, Section 7, 1,004.17 feet to a ½ inch iron pipe found on said line for an angle point, being at the southeast corner of said adjoining 482.1542 acre tract, same being the upper southwest corner of the adjoining J. M. Texas Land Fund No. 2, L.P. called 838.32 acre tract recorded under County Clerk's File No. 2004057987, Official Public Records, Galveston County, Texas;

THENCE North 87 degrees 40 minutes 13 seconds East (adjoiner called North 87 degrees 01 minute 42 seconds East) continuing along said common line, 977.92 feet to a ½ inch iron pipe found on said line for the northeast corner of the herein described tract, same being a northwest corner of the adjoining West Production Company called 110 acre tract (Second Tract) recorded in Volume 571, Page 624, Deed Records, Galveston County, Texas (surveyed as a 109.9469 acre tract (Tract II) by the undersigned this date);

THENCE South 02 degrees 48 minutes 15 seconds East along the common line of the herein described 80.9325 acre tract (Tract I) and the aforementioned adjoining 109.9469 acre tract (Tract II) for a distance of 1,777.50 feet to a ½ inch iron pipe with cap marked "Kalkomey Surveying" set for the southeast corner of the herein described 80.9325 acre tract, same being a northeast corner of the Barbara S. Lee called 1 acre tract recorded under County Clerk's File No. 9215791, Official Public Records of Real Property, Galveston County, Texas;

THENCE South 87 degrees 18 minutes 29 seconds West along the south line of the herein described tract, being the north line of the aforementioned adjoining called 1 acre tract, and the north line of the South Texas Girls Scout Area Council called 80.094 acre tract recorded in Volume 2925, Page 817, Deed Records, Galveston County, Texas, for a distance of 1,973.88 feet to a ½ inch iron pipe set in the centerline of McFarland Road for the southwest corner of the herein described tract, being on the common line of the I. & G. N. Railroad Company Survey Section 9, Abstract 597, and the I. & G. N. Railroad Company Survey Section 10, Abstract 598;

THENCE North 03 degrees 04 minutes 00 seconds West along the centerline of said McFarland Road, being the common line of the I. & G. N. Railroad Company Survey, Section 10, Abstract 598, and the I. & G. N. Railroad Company Survey Section 9, Abstract 597, for a distance of 1,784.48 feet to the **Place of Beginning** and containing 80.9325 acres of land, more or less, of which 2.29 acres lie within the County of Galveston 80-foot wide easement recorded in Volume 2601, Page 107, Deed Records, Galveston County, Texas, 1.23 acres lie within the limits of McFarland Road, and 0.90 acre lies within the United Gas Pipeline Company 30-foot wide easement recorded in Volume 1179, Page 507, Deed Records, Galveston County, Texas, leaving a net acreage of 76.5125 acres of land, more or less.

For reference and further description see Survey Plat No. 0028-01-GA prepared by the undersigned on same date.



Charlie Kalkomey
Charlie Kalkomey, R.P.L.S.
Texas Registration Number 1399
October 26, 2004

Job Number 0028-01-GA

Revised 09/28/05

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CHARLIE KALKOMEY SURVEYING, INC.

1815 MONS AVENUE
ROSENBERG, TEXAS 77471
281 342-2033

CHARLIE KALKOMEY
REGISTERED PROFESSIONAL LAND SURVEYOR

CHARLES A. KALKOMEY
REGISTERED PROFESSIONAL LAND SURVEYOR

TRACT II

FIELD NOTES FOR A 109.9469 ACRE TRACT OF LAND IN THE I. & G. N. RAILROAD COMPANY SURVEY SECTION 9, ABSTRACT 597, GALVESTON COUNTY, TEXAS, SAID 109.9469 ACRE TRACT BEING THAT CERTAIN CALLED 110 ACRE TRACT (SECOND TRACT) RECORDED IN VOLUME 571, PAGE 624, DEED RECORDS, GALVESTON COUNTY, TEXAS, THE BASE BEARING FOR THE HEREIN DESCRIBED TRACT IS THE NORTH LINE OF A 1,778.1096 ACRE TRACT (TRACT III) IN THE I. & G. N. RAILROAD COMPANY SURVEY, SECTION 6, ABSTRACT 615, GALVESTON COUNTY, TEXAS, SURVEYED BY THE UNDERSIGNED THIS DATE, SAID BEARING BEING SOUTH 88 DEGREES 04 MINUTES 59 SECONDS WEST.

BEGINNING at a ½ inch iron pipe found on the north line of the I. & G. N. Railroad Company Survey Section 9, Abstract 597, being on the south line of the I. & G. N. Railroad Company Survey Section 6, Abstract 615, for the northwest corner and **Place of Beginning** of the herein described 109.9469 acre tract of land, same being a northeast corner of the adjoining West Production Co. called 80 acre tract recorded Volume 497, Page 338, Deed Records, Galveston County, Texas, (surveyed as a 80.9325 acre tract (Tract I) by the undersigned this date), and being in the south line of the adjoining J. M. Texas Land Fund No. 2, L.P. called 838.32 acres recorded under County Clerk's File No. 2004057987, Official Public Records, Galveston County, Texas;

THENCE North 87 degrees 31 minutes 24 seconds East (adjoiner called North 87 degrees 01 minute 42 seconds East) along the common line of Section 9 and Section 6, same being a south line of said adjoining J. M. Texas Land Fund No. 2, L.P. called 838.32 acre tract for a distance of 1,413.29 feet to a ½ inch iron rod with cap found for the northeast corner of the herein described 109.9469 acre tract, same being a re-entry corner to said adjoining J. M. Texas Land Fund No. 2, L.P. called 838.32 acre tract;

THENCE South 02 degrees 44 minutes 27 seconds East along the east line of the herein described tract, being a lower west line of the aforementioned adjoining called 838.32 acre tract for a distance of 3,404.31 feet to a ¾ inch iron pipe found for the southeast corner of the herein described 109.9469 acre tract, said ¾ inch iron pipe marked with cap stamped "3666" said point also being on the south line of the aforementioned Section 9, being a north line of the J. LaFlore League, Abstract 14, Galveston County, Texas, said ¾ inch iron pipe also being a southwest corner of the aforementioned adjoining called 838.32 acre tract;

THENCE South 88 degrees 35 minutes 34 seconds West along the common line of the I. & G. N. Railroad Company Survey Section 9, Abstract 597, and the J. LaFlore League, Abstract 14, being the north line of the Cornelia L. Agent, M.D. called 39.03 acre tract recorded under County Clerk's File No. 9649574, Official Public Records of Real Property, Galveston County, Texas, the north line of Lot 8 and Lot 9 conveyed to Kerrey K. Puneky recorded under County Clerk's File No. 8117398, Official Public Records, Galveston County, Texas, the north line of Tract 10 conveyed to Elesterios Cuclis & wife, Velda Cuclis recorded in Volume 3169, Page 154, Deed Records, Galveston County, Texas, and a part of Tract 11 in deed to John H. Brothers & wife, Myrna Cioni Brothers recorded under County Clerk's File No. 9332957, Official Public Records, Galveston County, Texas, 1,413.68 feet to a 3-inch fence corner post found for the southwest corner of the herein described tract, also being a southeast corner of the adjoining South Texas Girl Scout Area Council called 80.094 acre tract recorded in Volume 2925, Page 817, Deed Records, Galveston County, Texas;

THENCE North 02 degrees 40 minutes 10 seconds West along the west line of the herein described tract, being an east line of said adjoining South Texas Girl Area Council called 80.094 acre tract, and the Barbara S. Lee called 1 acre tract recorded under County Clerk's File No. 9215791, Official Public Records of Real Property, Galveston County, Texas, for a distance of 1,600.43 feet to a ½ inch iron pipe with cap marked "Kalkomey Surveying" set at the southeast corner of said adjoining 80.9325 acre tract (Tract I) for an angle point;

THENCE North 02 degrees 48 minutes 15 seconds West along the common line of the herein described 109.9469 acre tract and the aforementioned adjoining 80.9325 acre tract, 1,777.50 feet to the **Place of Beginning** and containing 109.9469 acres of land, more or less of which 2.57 acres lie within the County of Galveston 80-foot wide easement recorded in Volume 2601, Page 107, Deed Records, Galveston County, Texas and 0.30 acres lie within the United Gas Pipeline Company 30-foot wide easement recorded in Volume 1179, Page 507, Deed Records, Galveston County, Texas, leaving a net acreage of 107.0769 acres of land, more or less.

For reference and further description see Survey Plat No. 0028-01-GA prepared by the undersigned on same date.



Charlie Kalkomey
Charlie Kalkomey, R.P.L.S.
Texas Registration Number 1399
October 26, 2004

Job Number 0028-01-GA

Revised 09/28/05

CHARLIE KALKOMEY SURVEYING, INC.

1815 MONS AVENUE
ROSENBERG, TEXAS 77471
281 342-2033

CHARLIE KALKOMEY
REGISTERED PROFESSIONAL LAND SURVEYOR

CHARLES A. KALKOMEY
REGISTERED PROFESSIONAL LAND SURVEYOR

TRACT III

FIELD NOTES FOR A 1,777.3392 ACRE TRACT OF LAND BEING A PART OF THE I. & G. N. RAILROAD COMPANY SURVEY SECTION 1, ABSTRACT 607, A PART OF THE I. & G. N. RAILROAD COMPANY SURVEY SECTION 2, ABSTRACT 606, A PART OF THE I. & G. N. RAILROAD COMPANY SURVEY SECTION 3, ABSTRACT 614, A PART OF THE I. & G. N. RAILROAD COMPANY SURVEY SECTION 6, ABSTRACT 615, AND A PART OF THE IRA R LEWIS LEAGUE, ABSTRACT 15, GALVESTON COUNTY, TEXAS, BEING PART OF THE WEST PRODUCTION CO. CALLED 5600 ACRE TRACT (FIRST TRACT) RECORDED IN VOLUME 571, PAGE 624, DEED RECORDS, GALVESTON COUNTY, TEXAS, AND THAT CERTAIN CALLED 50 ACRE TRACT BEING BLOCK A OF THE MARTIN SUBDIVISION (RECORDED IN VOLUME 113, PAGE 21, DEED RECORDS, GALVESTON COUNTY, TEXAS), SAID CALLED 50 ACRE TRACT BEING RECORDED IN VOLUME 2359, PAGE 695, DEED RECORDS, GALVESTON COUNTY, TEXAS, THE BASE BEARING FOR THE HEREIN DESCRIBED TRACT IS THE NORTH LINE OF SAID 1,777.3392 ACRE TRACT, SAID BEARING BEING SOUTH 88 DEGREES 04 MINUTES 59 SECONDS WEST.

BEGINNING at a 2-inch iron pipe found on the north right-of-way line of F. M. Highway 517 for the southeast corner and **Place of Beginning** of the herein described 1,777.3392 acre tract of land, same being a southwest corner of the adjoining Nasa 1325 Joint Venture called 1,324.530 acre tract recorded under County Clerk File No. 9449039, Official Public Records of Real Property, Galveston County, Texas;

THENCE North 02 degrees 29 minutes 23 seconds West along an east line of the common line of the herein described tract and the aforementioned adjoining called 1,324.530 acre tract, a distance of 4,147.11 feet to a 2-inch iron pipe found for corner, same being a re-entry corner to the aforementioned adjoining called 1,324.530 acre tract;

THENCE South 87 degrees 32 minutes 17 seconds West, continuing along said common line, a distance of 799.55 feet to a 2-inch iron pipe found for a re-entry corner to the herein described 1,777.3392 acre tract;

THENCE North 02 degrees 28 minutes 59 seconds West continuing along said common line, a distance of 2,177.28 feet to a 2-inch iron pipe found for corner, same being a re-entry corner to the aforementioned adjoining called 1,324.530 acre tract;

THENCE South 87 degrees 37 minutes 56 seconds West continuing along said common line, a distance of 431.10 feet to a 2-inch iron pipe found for corner being a re-entry corner to the herein described tract;

THENCE North 02 degrees 27 minutes 35 seconds West continuing along said common line, a distance of 2,177.19 feet to a 2-inch iron pipe found for corner, being a re-entry corner to the aforementioned adjoining called 1,324.530 acre tract;

THENCE South 87 degrees 38 minutes 22 seconds West continuing along said common line, a distance of 399.95 feet to a 2-inch iron pipe found for a re-entry corner to the herein described tract;

THENCE North 02 degrees 29 minutes 17 seconds West continuing along said common line, crossing the Brazos River Authority Channel or the Gulf Coast Water Authority Channel, for a total distance of 2,314.97 feet to a ½ inch iron pipe found on the south line of Magnolia Creek Section Two recorded in Volume 18, Page 963-964, Plat Records, Galveston County, Texas, being the upper northeast corner of the herein described 1,777.3392 acre tract, same being a northwest corner of the aforementioned adjoining called 1,324.530 acre tract;

THENCE South 88 degrees 04 minutes 59 seconds West along the north line of the herein described 1,777.3392 acre tract, being a south line of the aforementioned adjoining Magnolia Creek Section Two, the south line of Magnolia Creek, Section One, Phase One recorded in Volume 18, Page 961-962, Plat Records, Galveston County, Texas, the south line of Magnolia Creek Section One, Phase Two, and the south line of the adjoining Mag Creek L.P. tract recorded under County Clerk's File No. 2003059070, Official Public Records of Real Property, Galveston County, Texas, a total distance of 11,657.67 feet to a 2-inch iron pipe found for the northwest corner of the herein described tract;

*** **THENCE** South 01 degrees 40 minutes 15 seconds East along the upper west line of the herein described tract, 1,249.74 feet to a 2-inch iron pipe found for the most westerly southwest corner of the herein described 1,777.3392 acre tract, same being on the south line of the I. & G. N. Railroad Company Survey Section 3, Abstract 614, and the north line of the I. & G. N. Railroad Company Survey Section 7, Abstract 596, same being the north line of the adjoining Wesley West Cattle Company tract recorded under County Clerk's File No. 9222784, Official Public Records of Real Property, Galveston County, Texas;

*** **THENCE** North 86 degrees 14 minutes 28 seconds East along the common line of the herein described tract and the adjoining Wesley West Cattle Company tract, 949.71 feet to a ¾ inch iron pipe found for an angle point, being the northeast corner of said adjoining Wesley West Cattle Company tract, same being the northwest corner of the J. M. Texas Land Fund No. 2, L.P. called 838.32 acre tract recorded under County Clerk's File No. 2004057987, Official Public Records of Real Property, Galveston County, Texas;

THENCE North 87 degrees 16 minutes 14 seconds East along the common line of the herein described tract and said adjoining J. M. Texas Land Fund No. 2, L.P. called 838.32 acre tract, 913.21 feet to a 2-inch iron pipe found for a re-entry corner to the herein described tract, same being a northeast corner of the I. & G. N. Railroad Company Survey Section 7, and the northwest corner of the I. & G. N. Railroad Company Survey Section 6, Abstract 615, and being the upper northeast corner of said adjoining called 838.32 acre tract;

THENCE South 02 degrees 45 minutes 43 seconds East along the common line of the herein described tract and said adjoining called 838.32 acre tract, 1,804.32 feet to a 1-1/2 inch iron pipe found for corner, being a re-entry corner of said adjoining called 838.32 acre tract;

THENCE North 87 degrees 18 minutes 29 seconds East continuing along said common line, a distance of 5,279.79 feet to a 1-1/2 inch iron pipe found for a re-entry corner to the herein described tract, same being a northeast corner of the aforementioned adjoining called 838.32 acre tract, said point also being in the common line of the I. & G. N. Railroad Survey Section 6, Abstract 615, and the Ira R. Lewis League, Abstract 15;

THENCE South 02 degrees 09 minutes 39 seconds East along the common line of the herein described tract and the aforementioned adjoining called 838.32 acre tract, same being the common line of the I. & G. N. Railroad Survey Section 6, Abstract 615, and the Ira R. Lewis League, Abstract 15, a distance of 3,475.00 feet to a 3/4 inch iron pipe found on said line for an angle point, said point being at the common corner of the I. & G. N. Railroad Company Survey, Section 6, Abstract 615, and the I. & G. N. Railroad Company Survey Section 9, Abstract 597;

THENCE South 02 degrees 48 minutes 50 seconds East along the common line of the I. & G. N. Railroad Company Survey Section 9, Abstract 597, and the Ira R. Lewis League, Abstract 15, being a common line of said adjoining called 838.32 acre tract and the herein described tract, a distance of 3,468.98 feet to a 2-inch iron pipe found for an angle point, said point being the southeast corner of the I. & G. N. Railroad Company Survey Section 9, Abstract 597, and being a northeast corner of the J. LaFlore League, Abstract 14;

THENCE South 01 degree 45 minutes 05 seconds East along the common line of the Ira R. Lewis League, Abstract 15, and the J. LaFlore League, Abstract 14, same being the east line of the adjoining First Addition to Algoa Suburbs recorded in Volume 238, Page 10, Map Records, Galveston County, Texas, being Lots 1, 2, 3, and 4 of Block 1 conveyed to George A. Bofysil recorded in Volume 2933, Page 582, Deed Records, Galveston County, Texas, for a distance of 1,364.31 feet to a 2-inch iron pipe found on the north right-of-way line of F.M. Highway 517 for the most southerly southwest corner of the herein described 1,777.3392 acre tract of land;

THENCE North 82 degrees 49 minutes 18 seconds East along the northerly right-of-way line of F.M. Highway 517, being a southerly line of the herein described tract, 1,512.00 feet to a 1/2 inch iron pipe found on said line for an angle point;

THENCE North 82 degrees 51 minutes 44 seconds East continuing along said line, 3,468.19 feet to a 1/2 inch iron pipe with cap marked "Kalkomey Surveying" set on said line at the beginning of a curve to the right;

THENCE around said curve to the right with a central angle of 07 degrees 17 minutes 00 seconds, a radius of 2,865.12 feet, a length of 364.20 feet, a tangent of 182.35 feet, and a chord bearing North 86 degrees 30 minutes 39 seconds East, 363.96 feet to a 1/2 inch iron pipe with cap marked "Kalkomey Surveying" set at the point of tangency of said curve;

THENCE North 89 degrees 23 minutes 49 seconds East continuing along said line, 843.77 feet to the **Place of Beginning** and containing 1,777.3392 acres of land, more or less, of which 2.65 acres lie in the Houston Pipeline Company 20-foot easement recorded in Volume 945, Page 542, Deed Records, Galveston County, Texas, 2.65 acres lie in the Pan American Pipeline Gas Company Easement recorded in Volume 1895, Page 526, Deed Records, Galveston County, Texas, 14 acres lie in the Galveston County Drainage District 80-foot wide easement recorded in Volume 2597, Page 695, Deed Records, Galveston County, Texas, 6.34 acres lie in the Community Public Service Company 60-foot wide easement recorded in Volume 1737, Page 645, Deed Records, Galveston County, Texas, 1.7 acres lie in the Humble Pipeline Company 20-foot wide easement recorded in Volume 1283, Page 429 and 438, Deed Records, Galveston County, Texas, 11.00 acres lie in an H. L. & P. Company 200-foot wide easement recorded in Volume 2027, Page 295, Deed Records, Galveston County, Texas, and 13.076 acres lie in an H. L. & P. Company 150-foot wide easement (unrecorded) leaving a net acreage of 1,726.6936 acres, more or less.

For reference and further description see Survey Plat No. 0028-01-GA prepared by the undersigned on same date.



Charlie Kalkomey
Charlie Kalkomey, R.P.L.S.
Texas Registration Number 1399
October 24, 2004

Job Number 0028-01-GA

Revised 6/14/05
Page 2, Paragraphs 5&6
Revised 06/21/05
Revised 09/28/05

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CHARLIE KALKOMEY SURVEYING, INC.

1815 MONS AVENUE
ROSENBERG, TEXAS 77471
281 342-2033

CHARLIE KALKOMEY
REGISTERED PROFESSIONAL LAND SURVEYOR

CHARLES A. KALKOMEY
REGISTERED PROFESSIONAL LAND SURVEYOR

TRACT IV

FIELD NOTES FOR A 58.96 ACRE TRACT OF LAND IN THE IRA R. LEWIS LEAGUE, ABSTRACT 15, GALVESTON COUNTY, TEXAS, SAID 58.96 ACRE TRACT BEING THAT CERTAIN CALLED 60.84 ACRE TRACT (SUB-TRACT B), IN PARTITION DEED TO MARGENE WEST LLOYD RECORDED IN BOOK 1387, PAGE 384-408, DEED RECORDS, GALVESTON COUNTY, TEXAS, THE BASE BEARING FOR THE HEREIN DESCRIBED TRACT IS THE EAST LINE OF SAID 58.96 ACRE TRACT BEING THE WEST LINE OF CEDAR CREEK PARTNERSHIP, L. L. C., CALLED 134.31 ACRE TRACT RECORDED UNDER COUNTY CLERK'S FILE NO. 2001054647, OFFICIAL RECORDS, GALVESTON COUNTY, TEXAS, APPRAISAL DISTRICT NO. 15-4, SAID BEARING BEING SOUTH 01 DEGREE 21 MINUTES 05 SECONDS EAST.

BEGINNING at a 2 inch iron pipe found on the south right-of-way line of F.M Highway 517 (100-foot wide) for the northeast corner and **Place of Beginning** of the herein described 58.96 acre tract of land, same being the northwest corner of the aforementioned Cedar Creek Partnership, L. L. C. called 134.31 acre tract recorded in County Clerk's File No. 2001054647, Official Records, Galveston County, Texas;

THENCE South 01 degree 21. minutes 05 seconds East along the east line of the herein described tract being the west line of the aforementioned called 134.31 acre tract, at 3,556.22 feet pass a 2 inch iron pipe found on said line (2-foot of cover) and continuing for a total distance of 3,573.44 feet to a point in the centerline of Dickinson Bayou for the southeast corner of the herein described 58.96 acre tract of land, same being the southwest corner of the aforementioned adjoining 134.31 acre tract and being in the north line of the Bards Subdivision (owner Briscoe Production Company) recorded in Book 215, Page 347, Deed Records, Galveston County, Texas;

THENCE along the meanders of Dickinson Bayou:

South 57 degrees 28 minutes 11 seconds West, 36.84 feet;

North 47 degrees 13 minutes 58 seconds West, 22.46 feet and

South 47 degrees 57 minutes 27 seconds West, 6.08 feet to a point in the centerline of Dickinson Bayou for the lower southwest corner of the herein described 58.96 acre tract of land, same being the southeast corner of the adjoining 23.48 acre tract in deed to Margene West Lloyd Sub-Tract (B) called 22.29 acres (Block P, Q and S of the W. C. Martin Subdivision recorded in Book 113, Page 21, Deed Records, Galveston County, Texas and in Book 1387, Page 384, Deed Records, Galveston County, Texas;

THENCE North 04 degrees 30 minutes 47 seconds West along the common line of the herein described 58.96 acre tract and the aforementioned adjoining 23.48 acre tract, 1,578.16 feet to a ½ inch iron pipe with cap marked "Kalkomey Surveying" set for the northeast corner of said 23.48 acre tract being a re-entry corner to the herein described 58.96 acre tract;

THENCE South 85 degrees 29 minutes 13 seconds West along the common line of the herein described tract and the aforementioned adjoining 23.48 acre tract, 659.92 feet to a 2 inch iron pipe found on said line for an angle point being at the northwest corner of said 23.48 acre tract and being a northeast corner of Lot 8 in deed to Eugene Hamilton, Jr., et ux, recorded under County Clerk's File No. 9535736, Official Records, Galveston County, Texas;

THENCE South 85 degrees 38 minutes 33 seconds West along the upper southerly line of the herein described 58.96 acre tract and the northerly line of the aforementioned Lot 8, 430.34 feet to a 2 inch iron pipe found on said line for the upper southwest corner of the herein described 58.96 acre tract of land, same being a southeast corner of Lot 7 in deed to Tony D. Fiala, et ux, called 1.717 acre tract recorded under County Clerk's File No. 2000009959, Official Records, Galveston County, Texas;

THENCE North 01 degree 19 minutes 09 seconds West along the west line of the herein described tract being the east line of the following Lots: Lot 7, a called 1.717 acre tract in deed to Tony D. Fiala, et ux, recorded in County Clerk's File No. 2000009959, Official Records, Galveston County, Texas, Lot 6 in deed to Michael L. Boyd and Diana Boyd recorded in County Clerk's File No. 9537620, Official Records, Galveston County, Texas, Lot 5 in deed to Andres L. Lopez, et ux, recorded under County Clerk's File No. 9957529, Official Records, Galveston County, Texas, Lot 4 in deed to Anselmo Cavazos, et ux, recorded in County Clerk's File No. 9847939, Official Records, Galveston County, Texas, Lot 3 in deed to John A. Martin recorded under County Clerk's File No. 9815396, Official Records, Galveston County, Texas, Lot 2 in deed to David Truelock, et ux, recorded under County Clerk's File No. 2002039642, Official Records, Galveston County, Texas and Lot 1 in deed to C. D. L. M. Investments Ltd., recorded in County Clerk's File N. 9713750, Official Records, Galveston County, Texas for a total distance of 1,939.84 feet to a 2 inch iron pipe found on said line at its point of intersection with the south right-of-way line of F.M Highway 517 (100-foot right-of-way) for the northwest corner of the herein described 58.96 acre tract of land being a northeast corner of the aforementioned adjoining Lot 1;

THENCE North 82 degrees 52 minutes 06 seconds East along the south right-of-way line of F.M. Highway 517, 1,233.15 feet to the **Place of Beginning** and containing 58.96 acres of land, more or less.

For reference and further description see Survey Plat No. 0026-03-GA prepared by the undersigned on same date.



Charlie Kalkomey
Charlie Kalkomey, R.P.L.S.
Texas Registration Number 2506
November 6, 2003

Job Number 0026-03-GA

Revised 09/28/05

CHARLIE KALKOMEY SURVEYING, INC.

1815 MONS AVENUE
ROSENBERG, TEXAS 77471
281 342-2033

CHARLIE KALKOMEY
REGISTERED PROFESSIONAL LAND SURVEYOR

CHARLES A. KALKOMEY
REGISTERED PROFESSIONAL LAND SURVEYOR

TRACT V

FIELD NOTES FOR A 23.48 ACRE TRACT OF LAND IN THE IRA R. LEWIS LEAGUE, ABSTRACT 15, GALVESTON COUNTY, TEXAS, SAID 23.48 ACRE TRACT BEING THAT CERTAIN CALLED 22.29 ACRE TRACT, SUB-TRACT B, (BLOCKS P, Q, AND S OF THE W. C. MARTIN SUBDIVISION, RECORDED IN BOOK 113, PAGE 21, GALVESTON COUNTY, TEXAS), IN PARTITION DEED TO MARGENE WEST LLOYD RECORDED IN BOOK 1387, PAGE 384-408, DEED RECORDS, GALVESTON COUNTY, TEXAS, THE BASE BEARING FOR THE HEREIN DESCRIBED TRACT IS THE EAST LINE OF THE ADJOINING 58.96 ACRE TRACT BEING THE WEST LINE OF CEDAR CREEK PARTNERSHIP, L. L. C., CALLED 134.31 ACRE TRACT RECORDED UNDER COUNTY CLERK'S FILE NO. 2001054647, OFFICIAL RECORDS, GALVESTON COUNTY, TEXAS, APPRAISAL DISTRICT NO. 15-4, SAID BEARING BEING SOUTH 01 DEGREE 21 MINUTES 05 SECONDS EAST.

COMMENCING at a 2 inch iron pipe found on the south right-of-way line of F.M Highway 517 at the northwest corner of a 58.96 acre tract of land in deed to Margene West Lloyd, Sub-Tract (B) called 60.84 acre tract recorded in Book 1387, Page 384-408, Deed Records, Galveston County, Texas, said point also being the northeast corner of an adjoining Lot 1 in deed to C. D. L. M. Investments, Ltd., recorded under County Clerk's File No. 9713750, Official Records, Galveston County, Texas;

THENCE South 01 degree 19 minutes 09 seconds East along the west line of the aforementioned 58.96 acre tract being an east line of 7 lots for a total distance of 1,939.84 feet to a 2 inch iron pipe found at the upper southwest corner of the aforementioned adjoining 58.96 acre tract being a southeast corner of the aforementioned lots this being Lot 7 in deed to Tony D. Fiala et ux, called 1.717 acre tract recorded under County Clerk's File No. 2000009959, Official Records, Galveston County, Texas, said point also being in the north line of the adjoining Lot 8 in deed to Eugene Hamilton Jr., et ux, recorded under County Clerk's File No. 9535736, Official Records, Galveston County, Texas;

THENCE North 85 degrees 38 minutes 33 seconds East along the upper south line of said 58.96 acre tract and the north line of the aforementioned Lot 8, 430.34 feet to a 2 inch iron pipe found on said line and being the northwest corner and **Place of Beginning** of the herein described 23.48 acre tract of land, same being the northeast corner of the aforementioned Lot 8;

THENCE North 85 degrees 29 minutes 13 seconds East along the north line of the herein described 23.48 acre tract, 659.92 feet to a ½ inch iron pipe with cap marked "Kalkomey Surveying" set at the northeast corner of the herein described 23.48 acre tract being a re-entry corner to the aforementioned adjoining 58.96 acre tract;

THENCE South 04 degrees 30 minutes 47 seconds East along the common line of the herein described 23.48 acre tract and the adjoining 58.96 acre tract, 1,578.16 feet to the centerline of Dickinson Bayou, the southeast corner of the herein described 23.48 acre tract, the lower southwest corner of the adjoining 58.96 acre tract and being in the north line of Bards Subdivision, recorded in Book 215, Page 347, Deed Records, Galveston County, Texas;

THENCE along the meanders of Dickinson Bayou:

South 47 degrees 57 minutes 27 seconds West, 81.17 feet to an angle point;
South 03 degrees 11 minutes 21 seconds East, 29.20 feet to an angle point;
South 66 degrees 04 minutes 01 seconds West, 70.89 feet to an angle point;
South 52 degrees 37 minutes 54 seconds West, 23.15 feet to an angle point;
North 81 degrees 24 minutes 29 seconds West, 26.23 feet to an angle point;
North 45 degrees 57 minutes 56 seconds West, 130.87 feet to an angle point;
North 65 degrees 04 minutes 02 seconds West, 98.61 feet to an angle point;
North 62 degrees 59 minutes 45 seconds West, 37.62 feet to an angle point;
North 25 degrees 36 minutes 30 seconds West, 46.04 feet to an angle point;
North 02 degrees 39 minutes 18 seconds West, 100.71 feet to an angle point;
North 25 degrees 01 minute 08 seconds West, 43.60 feet to an angle point;
North 07 degrees 59 minutes 08 seconds West, 82.01 feet to an angle point;
North 37 degrees 46 minutes 40 seconds West, 33.63 feet to an angle point;
North 80 degrees 26 minutes 06 seconds West, 54.67 feet to an angle point;
South 61 degrees 47 minutes 26 seconds West, 116.88 feet to an angle point;
South 43 degrees 59 minutes 04 seconds West, 69.03 feet to an angle point;
South 32 degrees 17 minutes 50 seconds West, 108.07 feet to an angle point;
South 54 degrees 51 minutes 49 seconds West, 33.31 feet to a point in the centerline of Dickinson Bayou for the southwest corner of the herein described 23.48 acre tract of land and being the southeast corner of Lot 13 in deed to Jimmy Allen, et ux, recorded in County Clerk's File No. 9817980, Official Records, Galveston County, Texas;

THENCE North 01 degree 19 minutes 00 seconds West along the west line of the herein described 23.48 acre tract and the east line of the aforementioned adjoining Lot 13 at 10.76 feet pass a 2 inch iron pipe found with 2 feet of cover on said line at 613.50 feet pass a 1 inch iron pipe found at the northeast corner of the aforementioned Lot 13 being a southeast corner of Lot 12 in deed to Guadalupe Terrazas Jr., recorded under County Clerk's File No. 9732518, Official Records, Galveston County, Texas and continuing along the east line of said Lot 12, the east line of Lot 11 in deed to Michael Edward Rhame, et ux, recorded under County Clerk's File No. 2003000139, Official Records, Galveston County, Texas, the east line of Lot 10 in deed to Dudley E. Hughes recorded under County Clerk's File No. 2002006279, Official Records, Galveston County, Texas, the east line of Lot 9 in deed to Robert McDonald et ux, recorded under County Clerk's File No. 9544605, Official Records, Galveston County, Texas and the east line of the aforementioned Lot 8 in deed to Eugene Hamilton Jr., et ux, recorded under County Clerk's File No. 9535736, Official Records, Galveston County, Texas for a total distance of 1,411.43 feet to the **Place of Beginning** and containing 23.48 acres of land, more or less.

For reference and further description see Survey Plat No. 0026-03-GA prepared by the undersigned on same date.

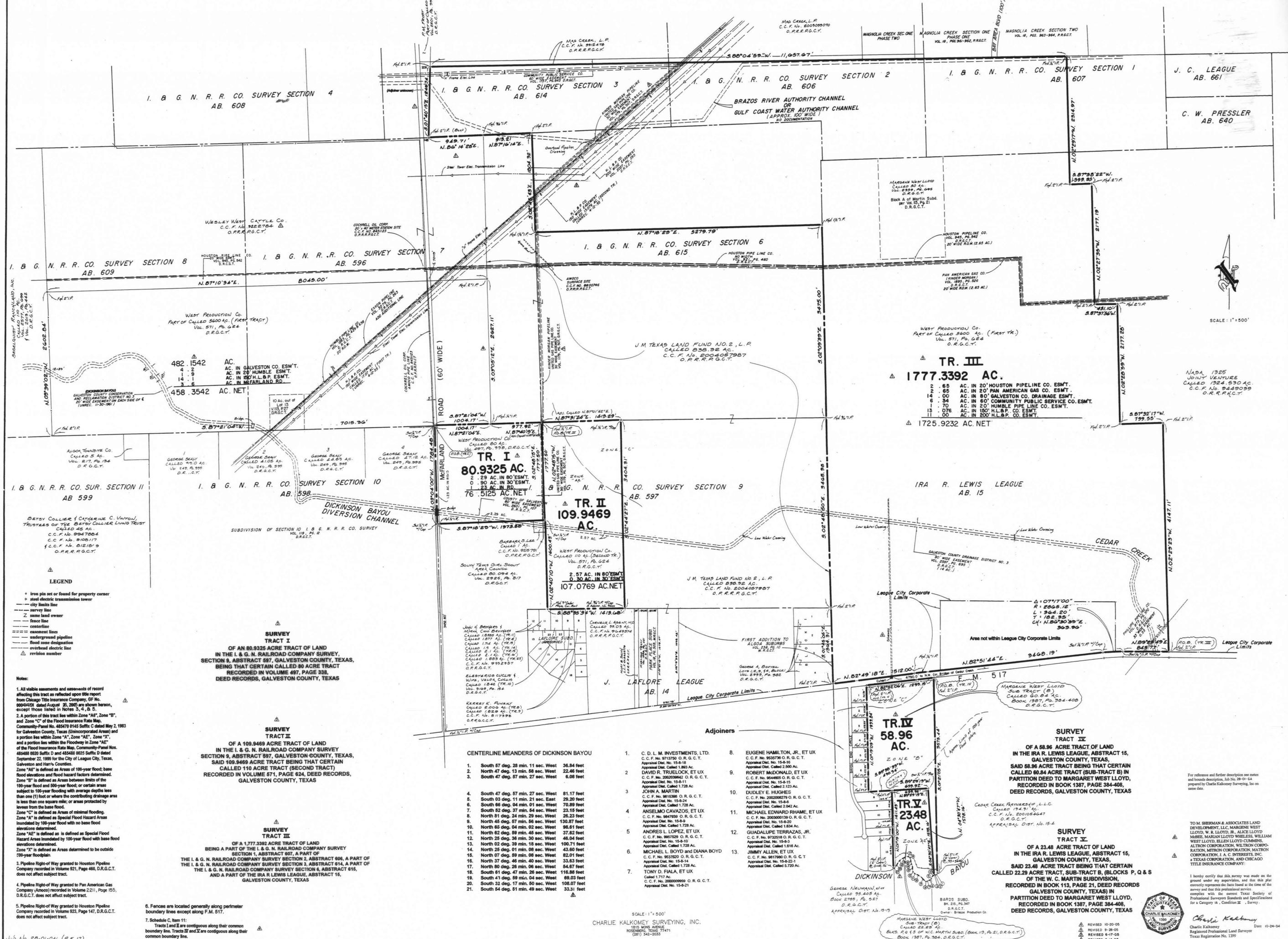


Charlie Kalkomey
Charlie Kalkomey, R.P.L.S.
Texas Registration Number 1399
November 6, 2003

Job Number 0026-03-GA

Revised 09/28/05

GALVESTON COUNTY TEXAS



I. & G. N. R. R. CO. SURVEY SECTION 4 AB. 608

I. & G. N. R. R. CO. SURVEY SECTION 3 AB. 614

I. & G. N. R. R. CO. SURVEY SECTION 2 AB. 606

I. & G. N. R. R. CO. SURVEY SECTION 1 AB. 607

J. C. LEAGUE AB. 661

C. W. PRESSLER AB. 640

I. & G. N. R. R. CO. SURVEY SECTION 8 AB. 609

I. & G. N. R. R. CO. SURVEY SECTION 7 AB. 596

I. & G. N. R. R. CO. SURVEY SECTION 6 AB. 615

482.1542 AC. IN GALVESTON CO. ESMT. AC. IN 20' HUMBLE ESMT. AC. IN 100' H.L.B.P. ESMT. AC. IN McFARLAND RD.

TR. I 80.9325 AC. NET

TR. II 109.9469 AC. NET

TR. III 1777.3392 AC. NET

1725.9232 AC. NET

IRA R. LEWIS LEAGUE AB. 15

I. & G. N. R. R. CO. SUR. SECTION 11 AB. 599

I. & G. N. R. R. CO. SURVEY SECTION 10 AB. 598

I. & G. N. R. R. CO. SURVEY SECTION 9 AB. 597

- LEGEND
- Iron pin set or found for property corner
- steel electric transmission tower
- city limits line
- survey line
- Z name land owner
- fence line
- centerline
- easement lines
- underground pipeline
- flood zone designation
- overhead electric line
- revision number

SURVEY TRACT I OF AN 80.9325 ACRE TRACT OF LAND IN THE I. & G. N. RAILROAD COMPANY SURVEY SECTION 9, ABSTRACT 897, GALVESTON COUNTY, TEXAS, BEING THAT CERTAIN CALLED 80 ACRE TRACT RECORDED IN VOLUME 497, PAGE 338, DEED RECORDS, GALVESTON COUNTY, TEXAS

SURVEY TRACT II OF A 109.9469 ACRE TRACT OF LAND IN THE I. & G. N. RAILROAD COMPANY SURVEY SECTION 9, ABSTRACT 897, GALVESTON COUNTY, TEXAS, SAID 109.9469 ACRE TRACT BEING THAT CERTAIN CALLED 110 ACRE TRACT (SECOND TRACT) RECORDED IN VOLUME 571, PAGE 624, DEED RECORDS, GALVESTON COUNTY, TEXAS

SURVEY TRACT III OF A 1,777.3392 ACRE TRACT OF LAND BEING A PART OF THE I. & G. N. RAILROAD COMPANY SURVEY SECTION 1, ABSTRACT 607, A PART OF THE I. & G. N. RAILROAD COMPANY SURVEY SECTION 2, ABSTRACT 606, A PART OF THE I. & G. N. RAILROAD COMPANY SURVEY SECTION 3, ABSTRACT 614, A PART OF THE I. & G. N. RAILROAD COMPANY SURVEY SECTION 6, ABSTRACT 615, AND A PART OF THE IRA R. LEWIS LEAGUE, ABSTRACT 15, GALVESTON COUNTY, TEXAS

CENTERLINE MEANDERS OF DICKINSON BAYOU

- 1. South 57 deg. 28 min. 11 sec. West 36.84 feet 22.46 feet 6.08 feet
2. South 47 deg. 13 min. 58 sec. West 3.82 feet
3. South 47 deg. 57 min. 27 sec. West 81.17 feet 29.20 feet 70.89 feet 23.15 feet 26.23 feet 130.87 feet 96.81 feet 46.04 feet 100.71 feet 43.80 feet 82.01 feet 33.63 feet 54.87 feet 116.88 feet 69.03 feet 108.07 feet 33.31 feet

- 1. C. D. L. M. INVESTMENTS, LTD. C.C.F. No. 9713750 O. R. G. C. T. Appraisal Dist. No. 15-18-18
2. DAVID R. TRULOCK ET UX C.C.F. No. 280209642 O. R. G. C. T. Appraisal Dist. No. 15-18-11
3. JOHN A. MARTIN C.C.F. No. 9615388 O. R. G. C. T. Appraisal Dist. No. 15-18-24
4. ANSELMO CAVAZOS, ET UX C.C.F. No. 9647959 O. R. G. C. T. Appraisal Dist. No. 15-18-9
5. ANDRES L. LOPEZ, ET UX C.C.F. No. 9673259 O. R. G. C. T. Appraisal Dist. No. 15-18-10
6. MICHAEL L. BOYD and DIANA BOYD C.C.F. No. 9637620 O. R. G. C. T. Appraisal Dist. No. 15-18-14
7. TONY D. FIALA, ET UX C.C.F. No. 200009959 O. R. G. C. T. Appraisal Dist. No. 15-18-21
8. EUGENE HAMILTON, JR., ET UX C.C.F. No. 9637796 O. R. G. C. T. Appraisal Dist. No. 15-18-16
9. ROBERT McDONALD, ET UX C.C.F. No. 9644855 O. R. G. C. T. Appraisal Dist. No. 15-18-15
10. DUDLEY E. HUGHES C.C.F. No. 200209279 O. R. G. C. T. Appraisal Dist. No. 15-18-20
11. MICHAEL EDWARD RHAME, ET UX C.C.F. No. 9725518 O. R. G. C. T. Appraisal Dist. No. 15-18-20
12. GUADALUPE TERRAZAS, JR. C.C.F. No. 9725518 O. R. G. C. T. Appraisal Dist. No. 15-18-9
13. JIMMY ALLEN, ET UX C.C.F. No. 9617960 O. R. G. C. T. Appraisal Dist. No. 15-18-14

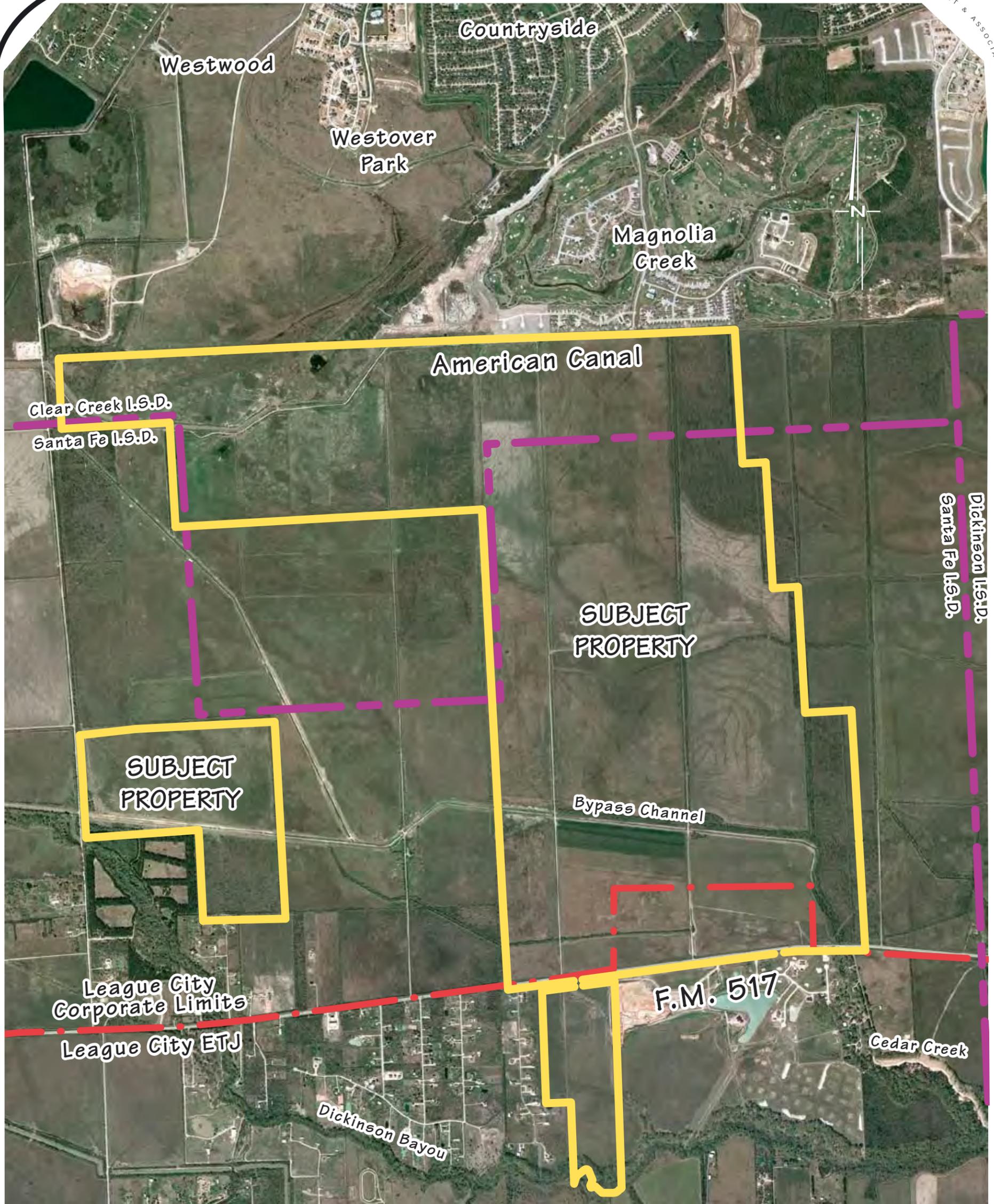
TR. IV 58.96 AC.

TR. V 2348 AC.

SURVEY TRACT III OF A 58.96 ACRE TRACT OF LAND IN THE IRA R. LEWIS LEAGUE, ABSTRACT 15, GALVESTON COUNTY, TEXAS, SAID 58.96 ACRE TRACT BEING THAT CERTAIN CALLED 60.84 ACRE TRACT (SUB-TRACT B) IN PARTITION DEED TO MARGARET WEST LLOYD, RECORDED IN BOOK 1387, PAGE 384-408, DEED RECORDS, GALVESTON COUNTY, TEXAS

SURVEY TRACT IV OF A 23.48 ACRE TRACT OF LAND IN THE IRA R. LEWIS LEAGUE, ABSTRACT 15, GALVESTON COUNTY, TEXAS, SAID 23.48 ACRE TRACT BEING THAT CERTAIN CALLED 22.29 ACRE TRACT, SUB-TRACT B, (BLOCKS P, Q & S OF THE W. C. MARTIN SUBDIVISION, RECORDED IN BOOK 113, PAGE 21, DEED RECORDS GALVESTON COUNTY, TEXAS) IN PARTITION DEED TO MARGARET WEST LLOYD, RECORDED IN BOOK 1387, PAGE 384-408, DEED RECORDS, GALVESTON COUNTY, TEXAS

1. All visible easements and encumbrances of record affecting this tract as reflected upon title report from Chicago Title Insurance Company, OF No. 80004825 dated August 25, 2005 are shown hereon, except those listed in Notes 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.



a project aerial map for

LLOYD TRACT

prepared for

**M. SHERMAN & ASSOCIATES
LAND DEVELOPMENT COMPANY, L.L.C.**

KERRY R. GILBERT & ASSOCIATES, INC.

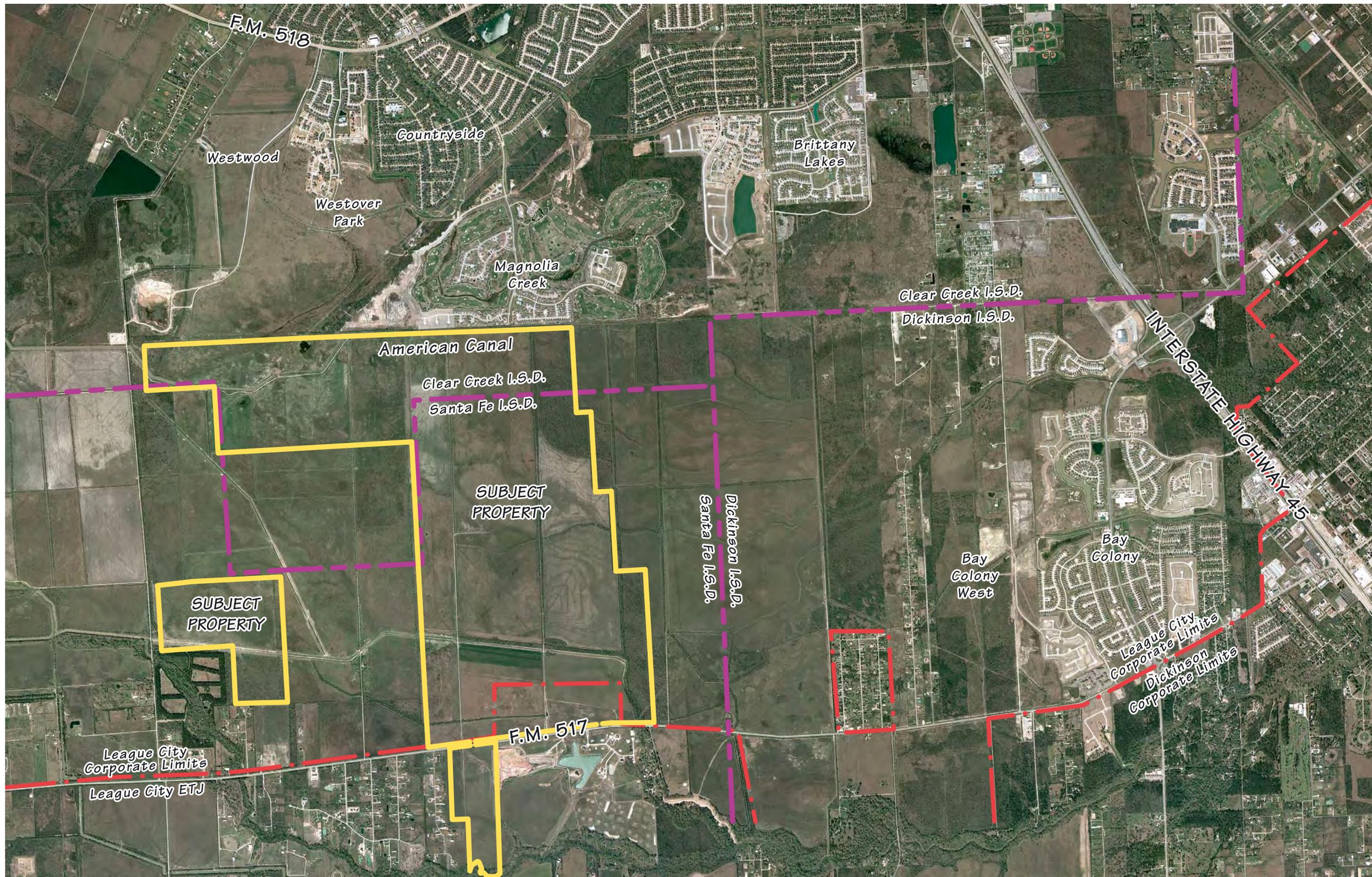
Land Planning Consultants

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

NOT TO SCALE

JUNE, 2006
KGA #07501

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an area location map for
LLOYD TRACT PUD
 prepared for
M. SHERMAN & ASSOCIATES
LAND DEVELOPMENT COMPANY, L.L.C.

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 15810 Park Ten Place
 Suite 160
 Houston, Texas 77084
 (281) 579-0340
 NOT TO SCALE
 JUNE, 2006
 KGA #02003



conceptual amenity & open space imagery exhibit 2 for
LLOYD TRACT PUD
 prepared for
M. SHERMAN & ASSOCIATES
LAND DEVELOPMENT COMPANY, L.L.C.

KERRY R. GILBERT & ASSOCIATES, INC. Land Planning Consultants
 15810 Park Ten Place
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 JUNE 2006
 KGA #07501

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