

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

Prepared For
Land Funds Two & Three, J.V.

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EXHIBITS

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

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

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 McAlister Tract conceptual land use plan and PUD is a component of that overall comprehensive plan

The McAlister 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 project.

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 McAlister Tract will provide a wide variety of housing products and price ranges.

II. SITE INVENTORY ANALYSIS

Physical Opportunities and Constraints

The McAlister Tract is located to the north of F.M. 517 in the far western portion of the City of League City. Consistent with terrain in the region, the project is relatively flat with elevations ranging from 28 feet in the northwest corner to 21 feet in the southeast corner. The site is generally void of quality vegetation. Existing physical constraints affecting development of the project include the following:

- The American Canal (also known as the Gulf Coast Water Authority Channel) lies along the northern most property line in an east-west direction.
- A 200 foot wide Houston Lighting & Power right of way crosses the northern area of the project in an east-west direction.
- Two Exxon pipelines with an undefined easement width cross the project in a northeast-southwesterly direction south of the American Canal.
- The Dickinson Bayou Diversion Channel (Drainage Ditch "A") in the southern portion of the project varies in width from 100 feet to 175 feet Galveston County Drainage District No. 3 Drainage Easement in the southern portion of the project, meanders and flows in a west-east direction.
- Drainage Ditch "B" is 100 feet wide and goes from the northwest corner to the middle of the project where it intersects with Drainage Ditch "A" in the south.
- Drainage Ditch "C" is 50 feet wide and is located to the south of Drainage Ditch "A" and winds from the middle of Drainage Ditch "A" in a northwesterly/southeasterly direction.
- A Houston Pipeline Company Easement of undefined width that passes through the project in an east-west direction.
- A 30 foot wide Tejas Pipeline Company Easement of undefined width that passes through the project in an east-west direction.
- A 30 foot wide Tejas Pipeline Company Easement that traverses through the project in a north-south direction.
- The 100 year floodplain covers the southwestern portion of the project.
- 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 project, 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 McAlister Tract PUD are dominated by single-family residential development with Westwood, Westover Park and Magnolia Creek located to the north of the project.

The property to the south and southwest of the project primarily consists of single-family subdivisions and large lot acreage single-family tracts. Adjoining the project to the southwest is the Lloyd Tract Area Detention Facility.

The property west of the project remains undeveloped.

There are three large master planned residential communities in the immediate area: Westwood, Westover Park, and Magnolia Creek to the north. Westwood and Westover Park 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 McAlister 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 McAlister 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 50 feet to 70 feet and in square footage from 5,500 square feet to over 8,400 square feet. The net residential densities within these standard residential parcels can range from 4.8 units to the acre to 3.3 units to the acre. There will also be several additional distinct types of residential development in the project. These will include townhomes, cluster, senior housing, traditional multi-family residential, and traditional patio homes. These types of distinct 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 is intended to 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 McAlister Tract will ensure the future success of the community and its neighborhoods, providing flexible land use controls, high quality planning, thoughtful architectural and aesthetic guidelines, and meaningful neighborhood recreation spaces.

IV. PROJECT / PLAN DESCRIPTION

LAND USE

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 senior housing 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 light industrial area and the adjacent commercial parcel 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. Other anticipated uses include commercial, light industrial, multi-family residential, church, schools, recreation centers, and linear parks. The uses are illustrated on the Conceptual Land Use Plan included within this document.

The Conceptual Land Use Plan illustrates a collection of individual cells formed by the various constraints (existing and proposed) associated with the project including easements, drainage facilities and street system. The project has a limited frontage of ± 390 feet along F.M. 517 and thus no significant development will occur here. However, the primary access to the project will be at this location with an expanded minor arterial road and two linear parks along either side. The minor arterial road will be divided with a right-of-way varying from ± 70 feet to ± 250 feet in width with a landscaped drainage ditch located between the north-bound road and the south-bound road. The major feature of the street system will be a minor arterial loop which will provide the primary internal connectivity to the majority of the project. Three major arterial roads, one from Maple Leaf Drive and two from the adjacent Lloyd Tract PUD to the east, will provide additional connectivity to the project and future surrounding development.

There will be a light industrial parcel that is located at the intersection of Maple Leaf Drive and Grand Parkway (S.H. 99). This parcel is a component of the larger Light Industrial Area that is a part of the 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. The area to the south and east of the light industrial parcel will be the location of the higher intensity land uses for the project. It will include a standard commercial tract (COM), multi-family residential areas, a school site, and some higher density single family residential cells. Conceptual examples of the light industrial and commercial development can be seen on the Commercial and Light Industrial Imagery exhibit located in the Exhibits section of this document.

The majority of the residential cells are located in and around the minor arterial loop and the large centralized lake / detention area. 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. Lot sizes for standard single family residential homes range in width from 50 feet to 70 feet and in square footage from 5,500 square feet to over 8,400 square feet. The net residential densities within these standard single family residential parcels can range from 4.8 units to the acre to 3.3 units to the acre. Generally, the cells located in the interior of the development will contain larger lots while the smaller lots are situated on the perimeter of the development.

There will also be several additional distinct types of residential development in the project. These will include townhomes, traditional multi-family residential, cluster homes, patio homes, and a senior housing 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. Senior Housing Communities are developments that are targeted to adults aged 55 or over and typically have common or low maintenance living. The individual units offered for sale are clustered homes, patio homes, or condominiums. Internal parks and recreation facilities, as well as community functions, are specifically designed for this age group. 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 unique residential parcels can range from 4.0 units to the acre to 20 units to the acre. The projected population for the overall development will be a total of approximately 6,700 people at 2.9 individuals per household (Source: Metro Study). Conceptual examples of the residential development can be seen on the Conceptual Residential Imagery exhibit located in the Exhibits section of this document.

There are five drill sites located within the McAlister Tract PUD. 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 area that falls within the Clear Creek I.S.D. is comprised entirely of residential development ranging from multi-family residential to standard single family residential lots. One elementary school site 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 ranging from commercial to senior housing to standard single family residential lots. In coordination with both Santa Fe I.S.D. and the Lloyd Tract, a school site is being proposed along the western boundary line near the intersection of the proposed minor arterial loop and the southern major arterial. The boundaries of the two school districts can be seen on the School District Vicinity Maps and the proposed school sites can be seen on 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	±177.8	21.2%
Grand Parkway (S.H. 99) (400' R.O.W.)	±56.8	
Maple Leaf Dr. (50' - 100' R.O.W.)	±5.7	
Minor Arterial Streets (R.O.W. Width Varies)	±46.8	
Pipeline Easements	±8.4	
Regional Wastewater Treatment Plant	±33.0	
Proposed Drainage Ditches	±27.1	
COMMUNITY ELEMENTS	±209.7	25.0%
Recreation Centers	±7.1	
Parks	±14.2	
Linear Parks	±19.1	
Proposed Lake / Detention Areas	±117.5	
Schools	±36.2	
Drill Sites	±15.6	
COMMERCIAL & INDUSTRIAL	±52.7	6.3%
MULTI-FAMILY RESIDENTIAL (Includes Senior Housing)	±39.2	4.7%
SINGLE-FAMILY RESIDENTIAL	±358.9	42.8%
TOTALS	±838.3	100.0%

Composition of Single Family Residential*

Lot Size	Acreage
50' x 115'	±88.5
60' x 115'	±87.5
65' x 120'	±100.4
70' x 120'	±37.3
Patio Homes	±24.5
Cluster Homes	±11.3
Townhomes	±9.4
TOTAL	±358.9

*- 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 project 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

In order to implement the Conceptual Land Use Plan as currently proposed, 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 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 General Commercial zoning, Light Industrial zoning, Public and Semi-Public zoning, Residential Multi-Family 1.2 zoning, and three 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.

The assigned zoning designations and the total acreage for each are as follows:

Composition of Zoning

Zoning Designation	Acreage	% Of Gross Acreage
General Commercial (CG)	±32.9	3.1%
Light Industrial (LI)	±36.4	3.2%
Mining and Drilling (MD)	±15.6	1.9%
Public & Semi Public (PS)	±76.0	8.3%
Residential Multi- Family 1.2 (RSF-1.2)	±59.5	4.7%
Residential Single Family 2 (RSF-2)	±45.2	5.4%
Residential Single Family 5 (RSF-5)	±424.8	57.0%
Residential Single Family 7 (RSF-7)	±148.1	16.4%

Zoning shall be regulated on a total gross acreage basis. The uses may be altered or the density increased by up to 15 percent 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 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 McAlister 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 McAlister 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 five drill sites located within the McAlister 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 percentage zoning acreage change within the Mining and Drilling Zoning district may be increased by up to 50 percent. 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 McAlister Tract PUD is illustrated in the Compliant Zoning Matrix:

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

Proposed Street and Circulation System

The McAlister Tract PUD affected by two significant proposed roadways. The first is Maple Leaf Drive, which is a proposed major arterial on the current City of League City Thoroughfare Plan. Maple Leaf Drive 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 the Lloyd Tract PUD and Westover Park. It will also connect to the proposed Grand Parkway (S.H. 99) with an interchange at that future intersection. The proposed Grand Parkway crosses the project 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 access to the McAlister Tract will be accomplished with a minor arterial road and three major arterial roads which feed onto a primary minor arterial loop. The initial access point to the site will be from F.M. 517 with a minor arterial road that will run to the north and connect to the minor arterial loop. The minor arterial entrance road will be divided with a right-of-way varying from 70 feet to 250 feet in width with a landscaped drainage ditch located between the north-bound road and the south-bound road. The minor arterial loop, with a width varying from a 70 foot right-of-way to a 90 foot right-of-way, will provide the primary internal connectivity to the majority of the project. There will be a second key access point from Maple Leaf Drive with a 100 foot divided minor arterial road that will run to the east and connect to the minor arterial loop. There will also be two other 100 foot wide major arterial roads on the east side of the project, which will provide additional connectivity to the project and future surrounding development. The cells in the project that are not directly served by these minor arterial or major arterial streets will be accessed with minor collector streets that will tie into the minor arterial or major arterial streets.

Residential lots will not be permitted to have driveway access to any collector, minor arterial or major arterial roadway. This will allow for the paving sections of the three 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. The minor arterials will use a 41 foot wide paving section with the 70 foot rights-of-way and a boulevard with two 25 foot wide paving sections with a 20 foot median with 90 foot rights-of-way at intersections. 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 McAlister Tract PUD is illustrated on the Circulation System and 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 two 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.

A 16" water main loop system is proposed to ensure that all service connections are provided with an ample supply of water at adequate pressure. 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 two Districts will construct two 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 Galveston Co. M.U.D. 35 is 406,665 gallons per day, and the ultimate required capacity for Galveston Co. M.U.D. 36 are 500,535 gallons per day.

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

Refer to the Conceptual Wastewater Collection Plan layout that is located in the Exhibits section of this document. Two onsite lift stations will be required to deliver the sewage directly to a temporary treatment plant to be constructed within the boundary of the Southwest Sanitary Sewer Treatment Plant site.

Storm Drainage System

All of the storm drainage system in the Districts has 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. Refer to the Conceptual Storm Drainage Plan layout which 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

A 70.3 acre portion of the two districts lies within the 100-year flood plain, according to Federal Emergency Management Agency Flood Insurance Map No. 4854880025D, dated September 22, 1999. A LOMR will be filed with FEMA to remove the 70.3 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 approximately 23% (± 200 acres) of the gross acreage within the McAlister Tract. This excludes the landscape reserves planned along the rights-of-way for Maple Leaf Drive and the minor arterial streets which will increase the open space by another $\pm 6-10$ acres depending upon the ultimate width of the reserves. 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 ± 220 acres or 26% 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 McAlister Tract PUD will be required to provide ± 25.8 acres of park land. Compliance with this requirement will be accomplished by the contribution of the ± 13.8 acres of land designated as Parks and Recreation Centers at a full credit and ± 26.6 acres of land designated as Linear Parks at a 50 percent credit on the Conceptual Amenities and Open Space Plan. The ± 40.4 acres of park land will be dedicated to the Homeowners Association for the project. The 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 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 two below grade crossings: one at the major arterial to the north and one at the intersection of the minor arterial road and the minor arterial loop in the south, as seen on the Conceptual Amenities and Open Space 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.

The linear park system will connect the project together in a pedestrian network. It is designed to be an average of 30 feet in width and provide easy and safe pedestrian access to the various parks, tot lots, recreation centers and schools located within the project. A significant portion of the linear parks will be located adjacent to the minor arterial street system. The linear park system meanders along the east right-of-way line, running along the minor arterial entrance road. At the intersection of the minor arterial road and the minor arterial loop, the linear park system splits in either direction to follow along the entire minor arterial loop. The linear park system also bisects the primary lake / detention area located in the center of the project, which gives residents an opportunity to take advantage of the lakes and their associated amenities. 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.

Two recreation centers are proposed to serve the McAlister Tract PUD residential community. The recreation centers are ± 3.2 and ± 4.1 acres in size and may contain such features as a swimming pool, cabana with restroom and change facilities, playground equipment and a parking area.

Four small parks, minimum ± 1.0 acres in size, are proposed for the residents of the McAlister Tract PUD community. They will have playground equipment and various passive facilities such as picnic tables and benches.

The detention and drainage way system located throughout the project will be an integral part of the overall

amenity system. The linear dry detention system comprises ± 106.7 acres and varies in width from 150 feet to 300 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 lake / detention areas are ± 49.2 acre in size and will serve as destinations within the linear park system. The lakes will maintain a constant water level while serving as a detention facility for the project. 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

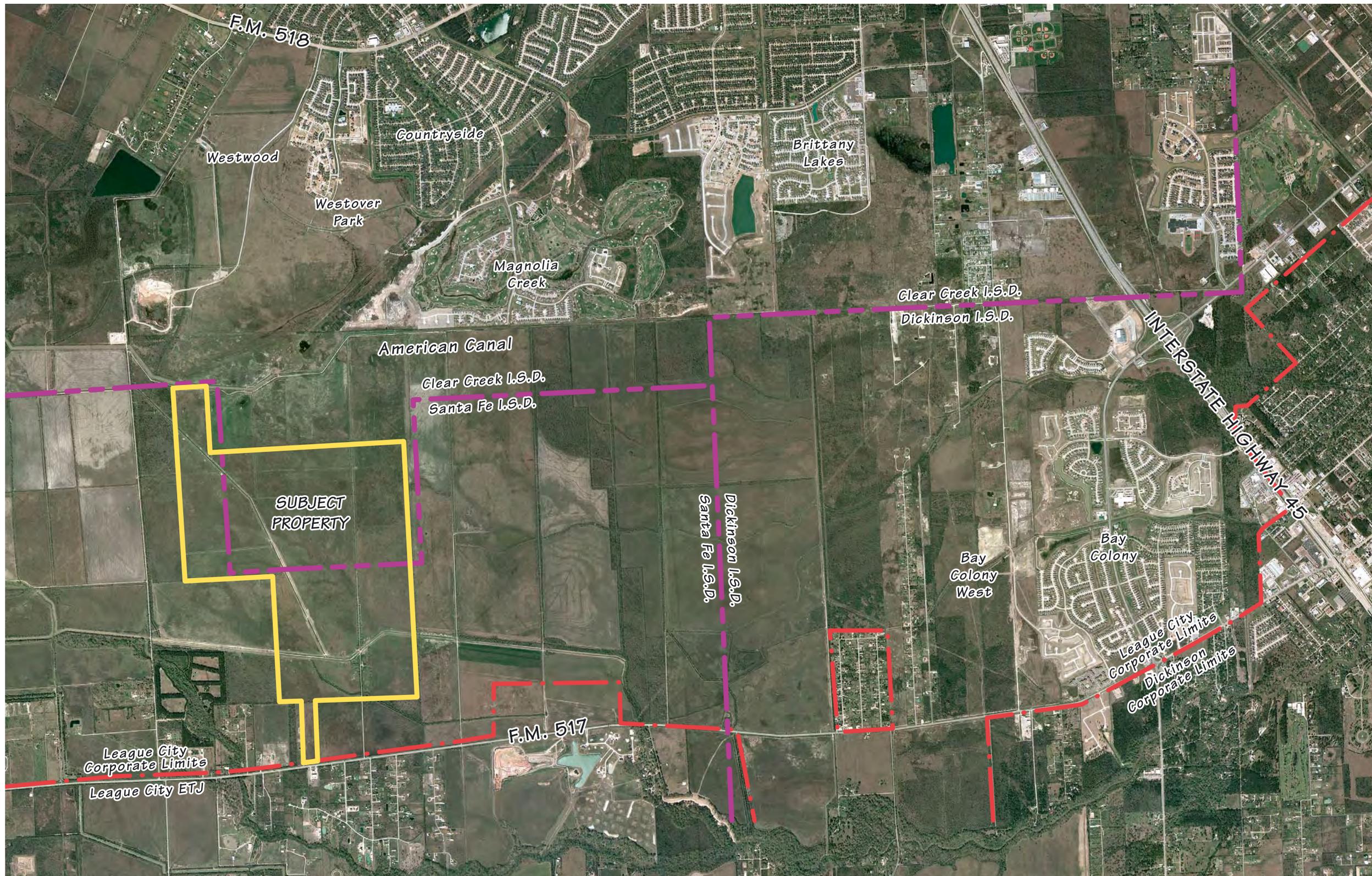
It is anticipated that McAlister Tract PUD will be developed in four phases over a 7 to 10 year period. Phase I of the development will be primarily residential in nature. It is anticipated that each phase of residential development will produce enough lot inventory for approximately 20 months based 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 the proposed minor arterial street 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 McAlister 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.



an area location map for
McALISTER TRACT PUD
 prepared for
LAND FUNDS TWO & THREE, J.V.

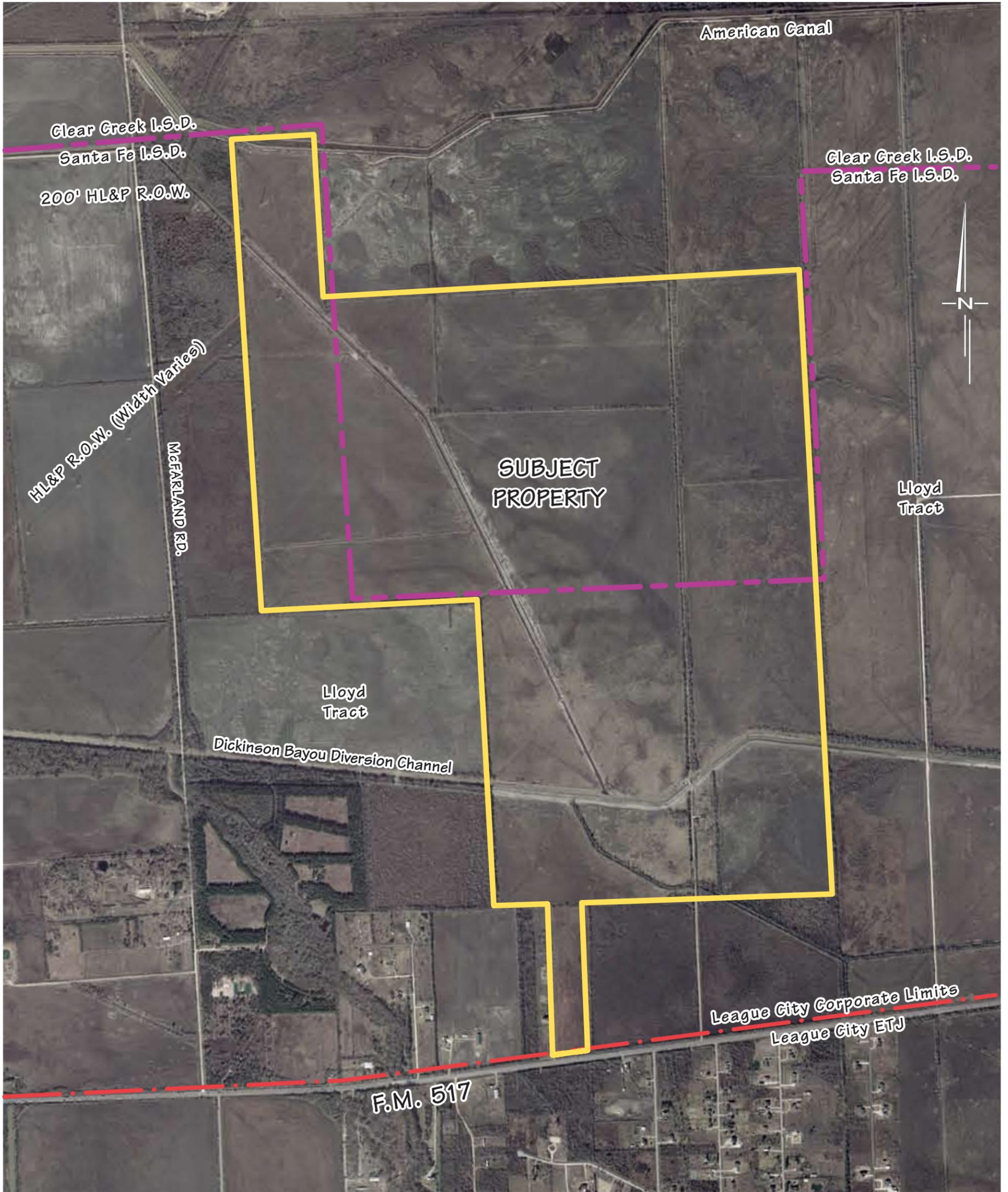
KERRY R. GILBERT & ASSOCIATES, INC. Land Planning Consultants

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

JUNE, 2006
 KGA #02003

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a project aerial map for
McALISTER TRACT PUD

prepared for
LAND FUNDS TWO & THREE, J.V.

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

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JUNE, 2006
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WEST PROD. CO. (VOL. 571, PG. 624 G.C.D.R.)
 I. & G. N. R. R. CO. SURVEY
 SECTION 3
 A-614



838.32 acres of land, being a part of the I. & G. N. R. R. COMPANY SURVEY, SECTION 6, ABSTRACT 615, the I. & G. N. R. R. COMPANY SURVEY, SECTION 7, ABSTRACT 596, the I. & G. N. R. R. COMPANY SURVEY, SECTION 9, ABSTRACT 597, and the JOSEPH LA FLORE SURVEY, ABSTRACT 14, Galveston County, Texas, and being those same tracts described in a deed to Dave S. Smith, Jr. originally recorded in Volume 1075, Page 530, and also described in Volume 2667, Page 748, and also that tract described in a deed to Dave S. Smith, Jr. recorded in Volume 2867, Page 126, all of the Deed Records of Galveston County, Texas, said 838.32 acres being more particularly described as follows:

BEGINNING at a 2 inch iron pipe found in the West line of the Ira R. Lewis Survey, Abstract 15, said point being the Southeast corner of Section 9 and the Northeast corner of the La Flore Survey and the Northeast corner of Alcoa Suburbs as recorded in Volume 238, page 10, Map Records of Galveston County, Texas, said point being the Northeast corner of the George Bofysil, et al, tract, described in Volume 2933, Page 571, Deed Records, and the Southeast corner of the Smith tract described in Volume 1075, Page 530, Deed Records;

THENCE S 87°58'38" W, along the south line of Section 9 and the North line of the La Flore Survey, being the North line of Alcoa Suburbs and the North line of the Bofysil tract, a distance of 2776.97 feet to a 3/4 inch iron pipe found for corner at the Northwest corner of Alcoa Suburbs, said point being in the Division Line between the East 1/2 and the West 1/2 of the La Flore Survey, said point also being the Northeast corner of the Smith tract described in Volume 2867, Page 126, Deed Records, from which a 1 inch iron pipe bears 2.9 feet North;

THENCE S 02°15'39" E, along the East line of the Smith tract and the West line of Alcoa Suburbs, a distance of 1638.42 feet to a 3/4 inch iron pipe set for corner on the North right-of-way line of F.M. 517 (100.0 feet wide);

THENCE S 82°20'25" W, along the North line of F.M. 517, a distance of 390.78 feet to a 3/4 inch pinched iron pipe found for corner at the Southeast corner of Park Place Subdivision as recorded in Volume 18, Page 505, Map Records of Galveston County;

THENCE N 01°57'15" W, along the East line of Park Place Subdivision and the West line of the Smith tract, a distance of 1678.07 feet to a 3/4 inch pinched iron pipe found for corner at the Northeast corner of Park Place Subdivision in the North line of the La Flore Survey and the South line of Section 9;

THENCE S 88°10'15" W, along the North line of the La Flore Survey and the South line of Section 9, at 187.88 feet pass the Northwest corner of Park Place Subdivision and the Northeast corner of the Magliolo tract described in Volume 1859, Page 421, Deed Records, at 372.92 feet pass a 1/2 inch iron rod found at the Northwest corner of the Magliolo tract and the Northeast corner of the Cornelia Agent tract described in Film Code No. 011-49-1190, and continue for a total distance of 595.48 feet to a 3/4 inch iron pipe found for corner at the Southeast corner of Lot 21 of Section 9 as described in a deed to J.A.C. Interests, Inc. recorded in Film Code No. 013-38-1146, being formerly described in a deed to West Production Company recorded in Volume 571, Page 624, Deed Records;

THENCE N 03°08'26" W, along the East line of Lot 21, a distance of 3404.54 feet to a 3/4 inch iron pipe found for corner at the Northeast corner of Lot 21 in the North line of Section 9 and the South line of Section 6;

THENCE S 87°01'42" W, along the North line of Lots 21 and 22 and the common line of Section 6 and Section 9, passing the Southwest corner of Section 6 and the Southeast corner of Section 7, continuing along the common line of Section 9 and Section 7, a distance of 2391.26 feet to a 3/4 inch iron pipe found for corner at the Southwest corner of Lot 17, Section 7, and the Southeast corner of a tract owned by West Production Company described in Volume 571, Page 624, Deed Records;

THENCE N 03°38'27" W, along the West line of Lot 17 and the East line of the West Production Company tract, at 2627.20 feet pass a 2 inch iron pipe with cap marked "SE W.W. WEST NE J.M. WEST" found at the Northeast corner of the West Production Company tract and the Southeast corner of the Wesley West Cattle Company tract described as First Tract in a deed recorded in Film Code No. 008-24-1102, and continue along the East line of said tract and the West line of Lot 17, a distance of 5245.80 feet to a 3/4 inch iron pipe set for the Northwest corner of the herein described tract in the North line of Section 7 and the South line of the I. & G. N. R. R. Company Survey, Section 3, Abstract 614, also being a line of the West Production Company tract described in Volume 571, Page 624, Deed Records;

THENCE N 86°41'37" E, along the North line of Section 7 and the South line of Section 3, a distance of 913.05 feet to a 2 inch iron pipe with cap stamped "R.E. COR. J.M. WEST" as shown on a survey prepared by Adams Surveying Co. dated January 2001 at the Northeast corner of the West Production Company tract described in the aforementioned deed;

THENCE S 03°19'17" E, along the East line of Section 7 and the West line of Section 6 and the West line of the West Production Company tract, a distance of 1804.93 feet to a 1-1/4 inch iron pipe found for corner;

THENCE N 86°43'12" E, along the South line of the West Production Company tract, at 2189.38 feet pass a 1-1/4 inch iron pipe found at the Southwest corner of the Margaret West Lloyd 129.198 acre tract described in Volume 1338, Page 417, Deed Records, and continue for a total distance of 5283.92 feet to a 3/4 inch iron pipe set for corner in the East line of Section 6 and the West line of the Ira R. Lewis Survey, Abstract 15;

THENCE S 03°01'35" E, along the West line of the Lewis Survey and the West line of the Margaret West Lloyd tract described in Volume 1338, Page 417, Deed Records, and the East line of Section 6 and the East line of Section 9, a distance of 6944.28 feet to the **POINT OF BEGINNING** and containing 838.32 acres of land.

October 1, 2002

I hereby certify that on the above date, the herein described tract, together with improvements located thereon, was surveyed on the ground and under my direction, and that this map, together with dimensions as shown hereon, accurately represents the facts as found on the ground this date.

GeoSurv, LLC

Dale L. Hardy
 Registered Professional
 Land Surveyor 4847

Survey prepared for Ivescorp Group, Inc.

Notes:

This property lies partially within the 100 Year Flood Plain in Zone AE, and partially outside the 100 Year Flood Plain in Zone X, both determined by FEMA and shown on FIRM 485488 Panel Nos. 0020 D and 0025 D, dated September 22, 1999 and 485470 Panel Nos. 0085 C and 0145 C dated May 2, 1983. The approximate limits of these zones have been depicted hereon based on the scaled location from the cited FIRM's and are provided for reference only.

This survey has been prepared based on Title Commitment provided by Stewart Title Co., G.F. #02209080, dated July 16, 2002.

This tract may be subject to right-of-way access roads (ingress & egress), permanent right-of-way for pipelines, along with surface sites in favor of Amoco Gas Company as set forth by instrument of record at Film Code No. 005-64-1926. No physical evidence of such was found.

No record found regarding Tejas Pipeline Company Valve Station located on this tract.



P.O. Box 246, League City, Texas 77574
 281-554-7739 409-765-6030 Fax: 281-554-6928

**PROPOSED
838.32 ACRE TRACT
OUT OF THE
I. & G.N. R.R. COMPANY SURVEY, SECTION 6, ABSTRACT 615,
I. & G.N. R.R. COMPANY SURVEY, SECTION 7, ABSTRACT 596,
I. & G.N. R.R. COMPANY SURVEY, SECTION 9, ABSTRACT 597,
AND THE
JOSEPH LA FLORE SURVEY, ABSTRACT 14
CITY OF LEAGUE CITY
GALVESTON COUNTY
TEXAS**

838.32 acres of land, being a part of the I. & G.N. R.R. COMPANY SURVEY, SECTION 6, ABSTRACT 615, the I. & G.N. R.R. COMPANY SURVEY, SECTION 7, ABSTRACT 596, the I. & G.N. R.R. COMPANY SURVEY, SECTION 9, ABSTRACT 597, and the JOSEPH LA FLORE SURVEY, ABSTRACT 14, Galveston County, Texas, and being those same tracts described in a deed to Dave S. Smith, Jr. originally recorded in Volume 1075, Page 530, and also described in Volume 2667, Page 748, and also that tract described in a deed to Dave S. Smith, Jr. recorded in Volume 2867, Page 126, all of the Deed Records of Galveston County, Texas, said 838.32 acres being more particularly described as follows:

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October 1, 2002

I hereby certify that on the above date, the herein described tract, together with improvements located thereon, was surveyed on the ground and under my direction, and that this map, together with dimensions as shown hereon, accurately represents the facts as found on the ground this date.

GeoSurv, LLC

Dale L. Hardy
Registered Professional
Land Surveyor 4847

Survey prepared for Ivescorp Group, Inc.

Notes:

This property lies partially within the 100 Year Flood Plain in Zone AE, and partially outside the 100 Year Flood Plain in Zone X, both determined by FEMA and shown on FIRM 485488 Panel Nos. 0020 D and 0025 D , dated September 22, 1999 and 485470 Panel Nos. 0085 C and 0145 C dated May 2, 1983. The approximate limits of these zones have been depicted hereon based on the scaled location from the cited FIRM's and are provided for reference only.

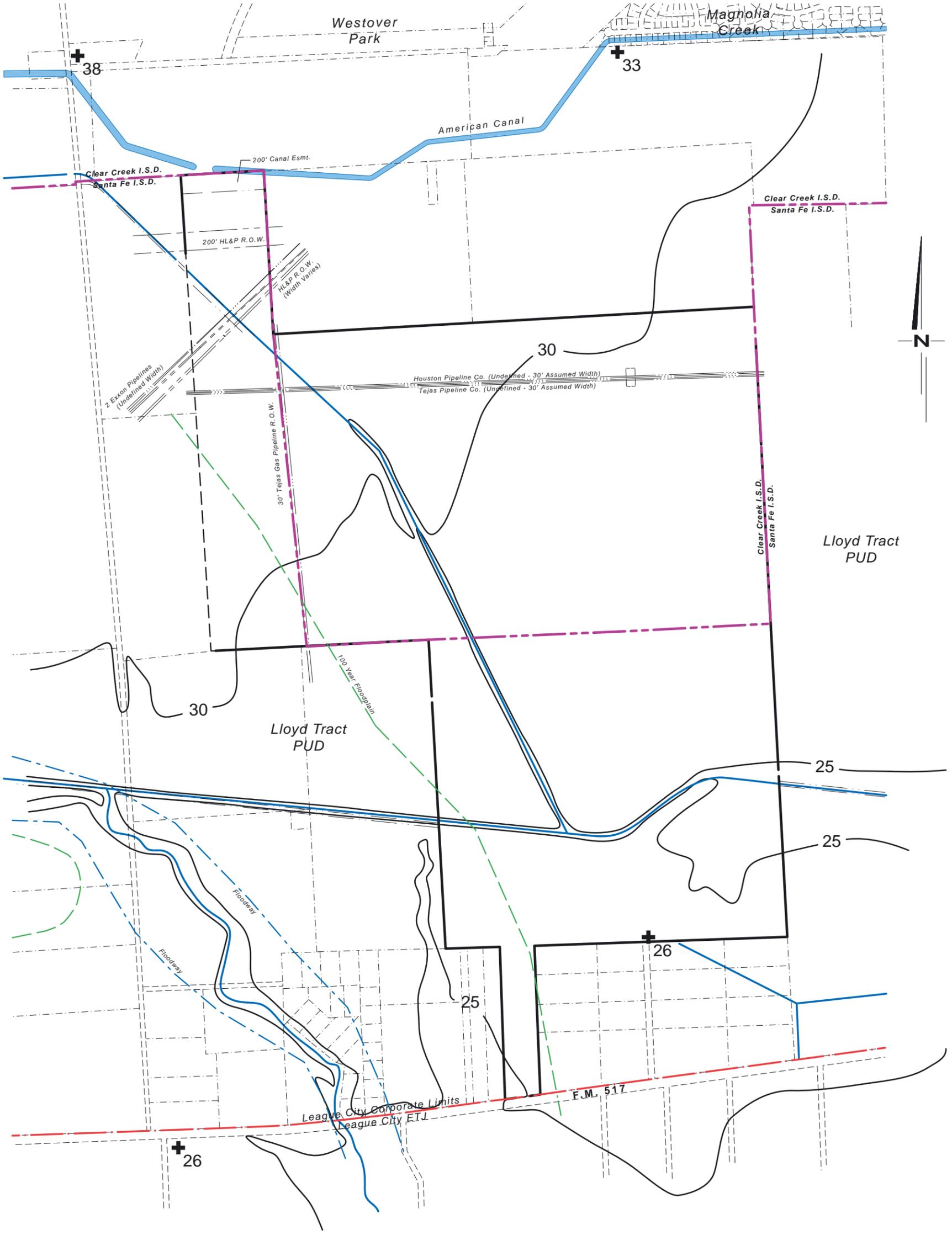
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No record found regarding Tejas Pipeline Company Valve Station located on this tract.

*PREPARED
OCTOBER 1, 2002
BY*

DALE L. HARDY / GEOSURV, LLC
REGISTERED PROFESSIONAL LAND SURVEYORS
P.O. BOX 246, LEAGUE CITY, TEXAS 77574
PH 281-554-7739 FAX 281-554-6928 E-MAIL: dhardy@geosurvllc.c



an existing topography map for
McALISTER TRACT PUD
LEAGUE CITY, TEXAS

prepared for
LAND FUNDS TWO & THREE, J.V.

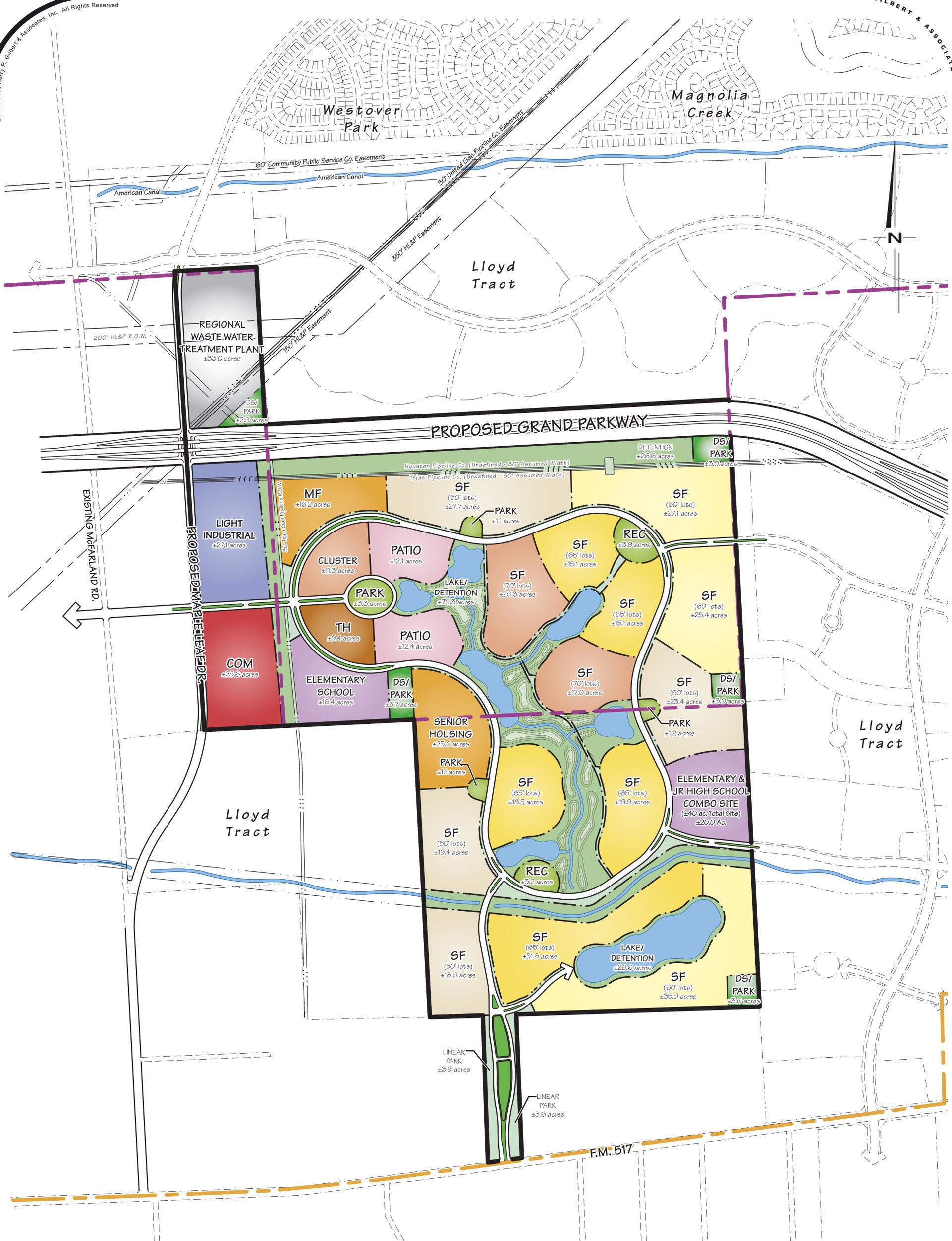
KERRY R. GILBERT & ASSOCIATES, INC. Land Planning Consultants

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 (281) 579-0340

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JUNE, 2006
 KGA #1-105

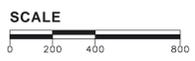
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a conceptual land use plan for
McALISTER TRACT PUD

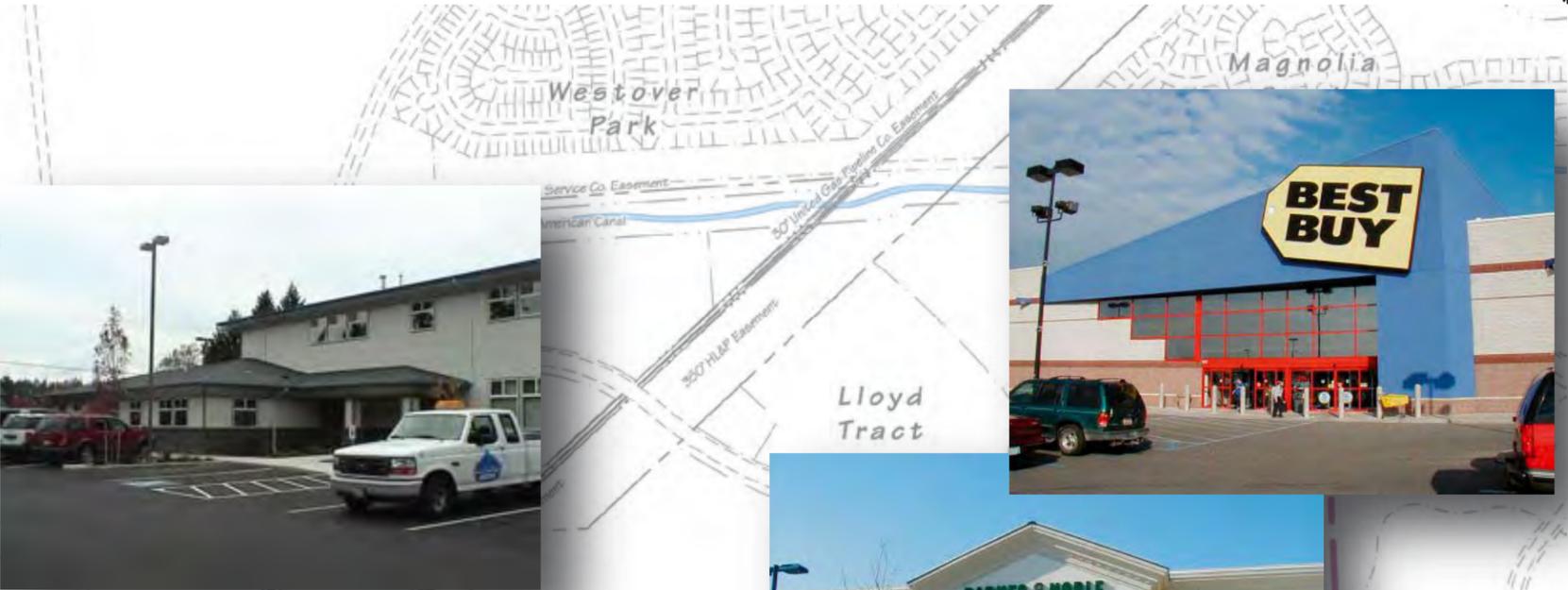
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conceptual commercial & light industrial imagery for
McALISTER TRACT PUD

prepared for
LAND FUNDS TWO & THREE, J.V.

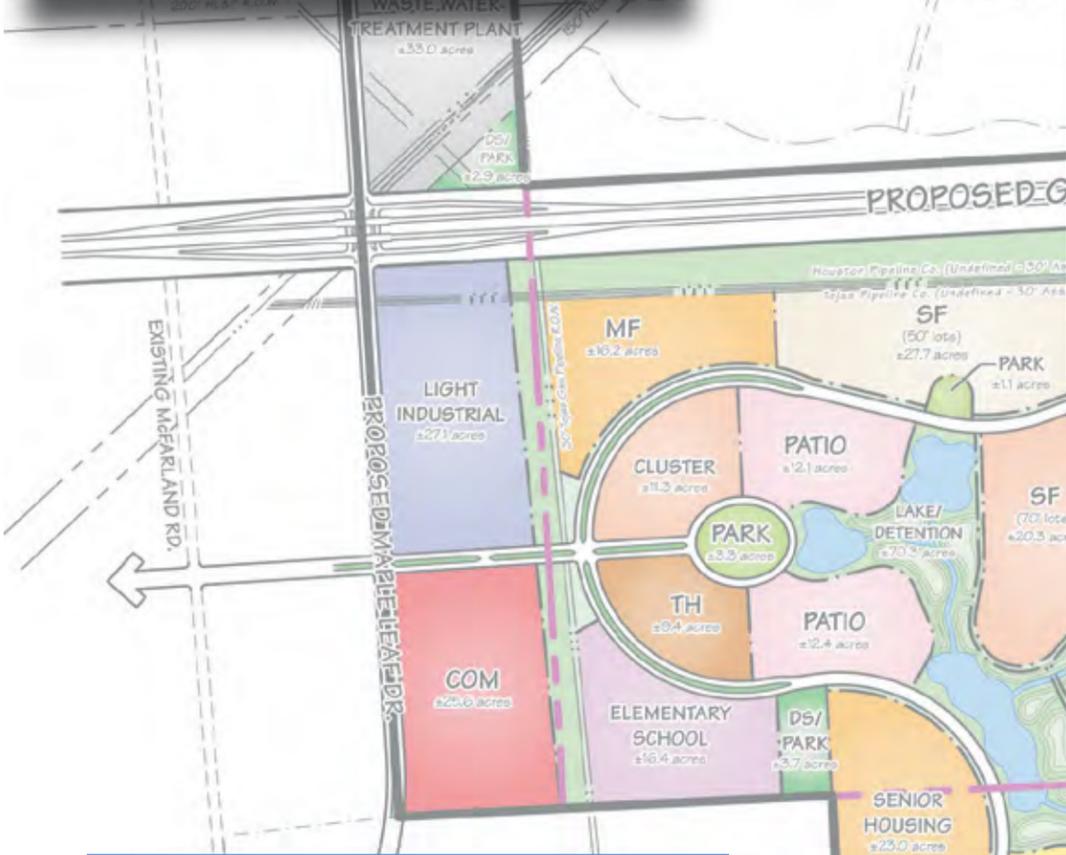
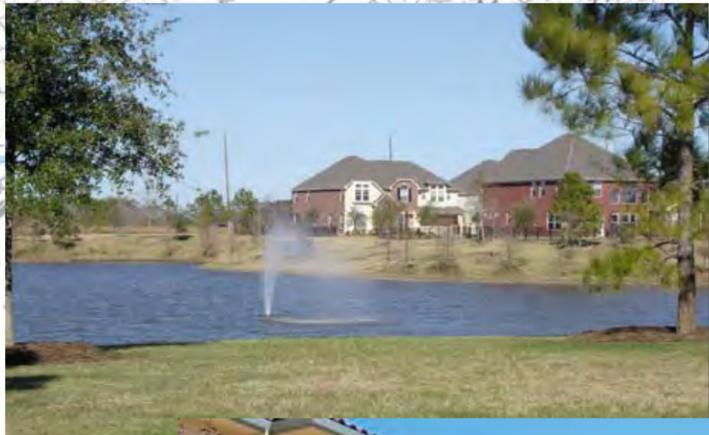
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conceptual residential imagery for McALISTER TRACT PUD

prepared for
LAND FUNDS TWO & THREE, J.V.

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a school district vicinity map for
McALISTER TRACT PUD
LEAGUE CITY, TEXAS

prepared for
LAND FUNDS TWO & THREE, J.V.

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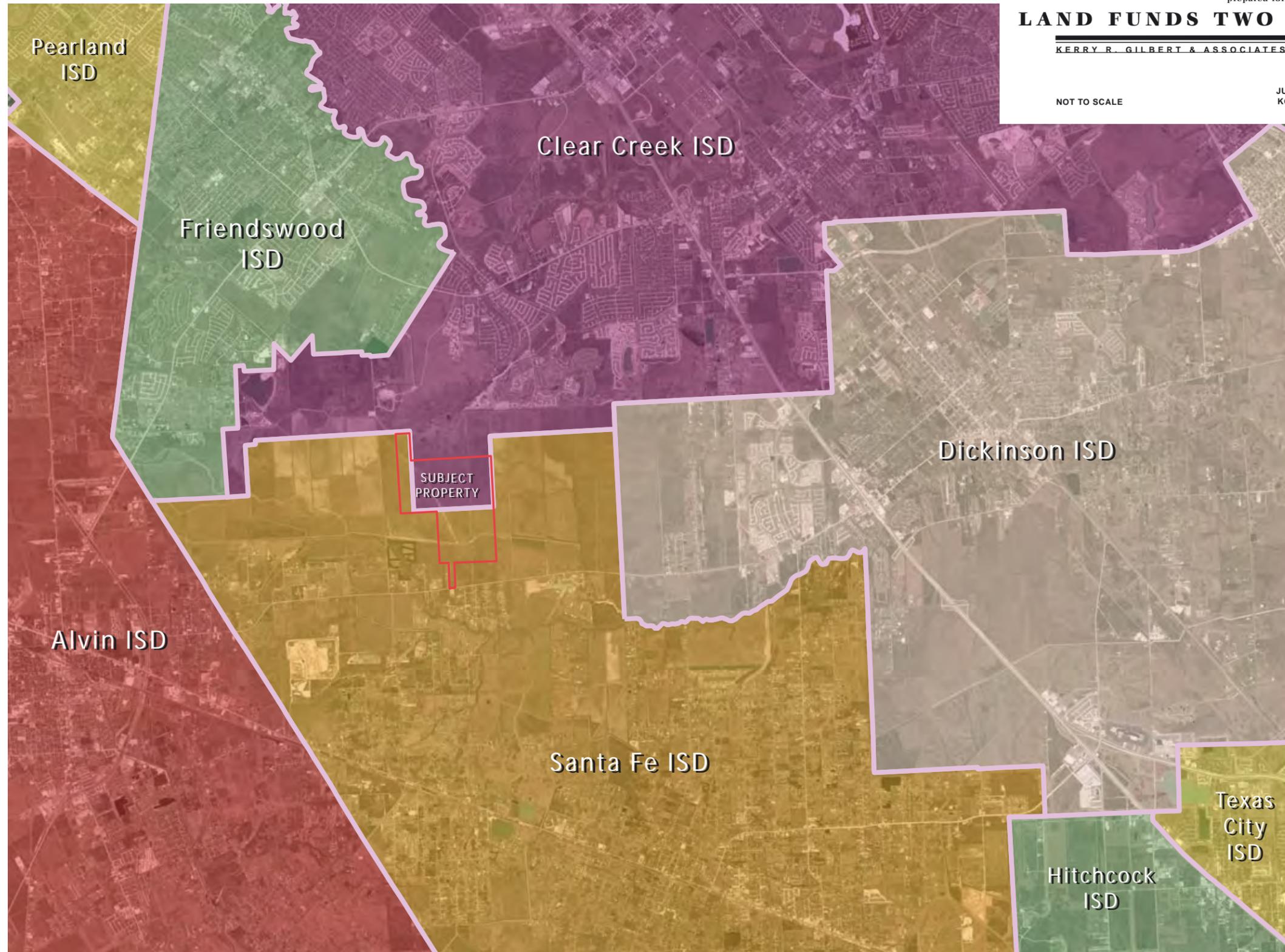
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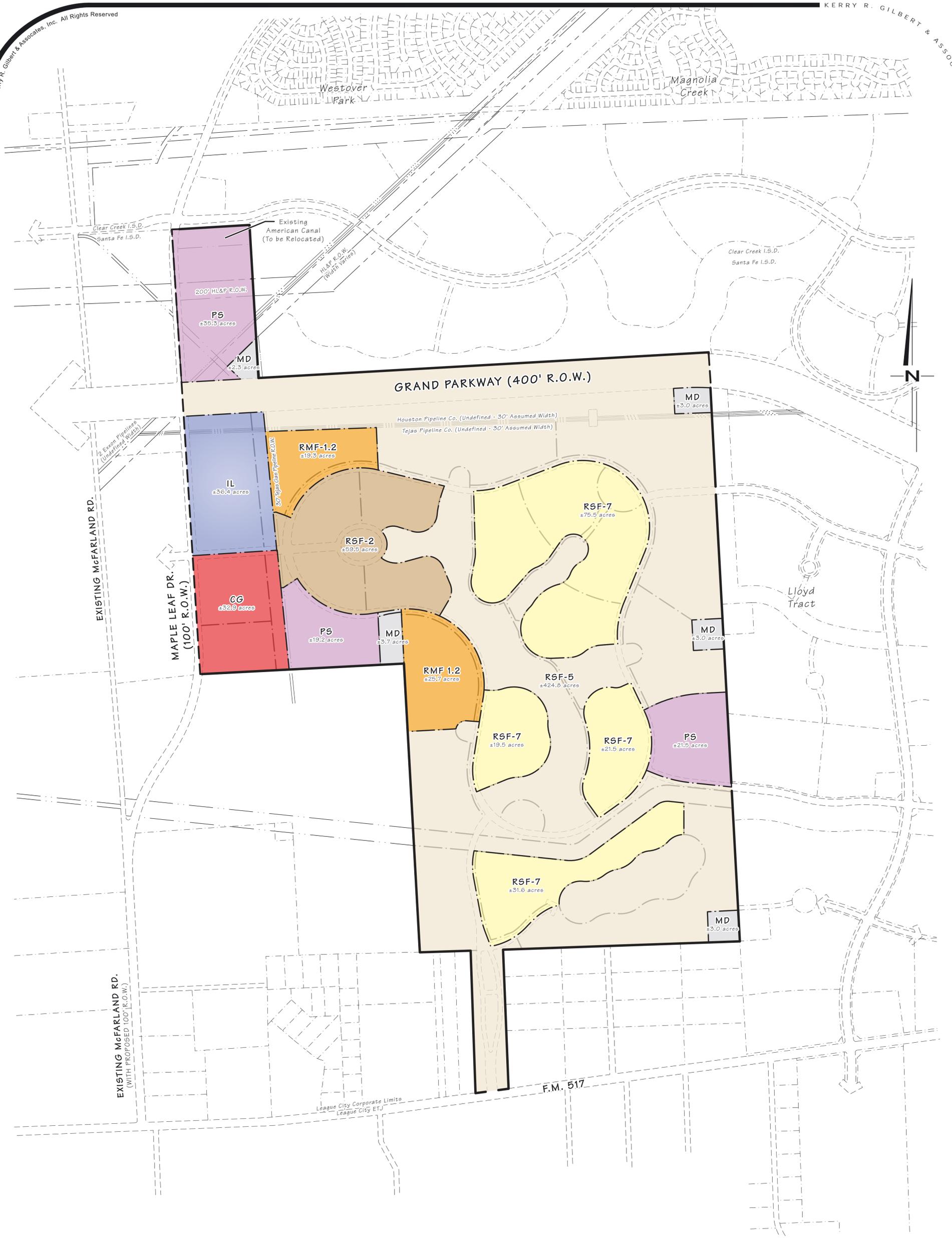
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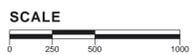
a proposed zoning map for
McALISTER TRACT PUD

prepared for
LAND FUNDS TWO & THREE, J.V.

KERRY R. GILBERT & ASSOCIATES, INC.

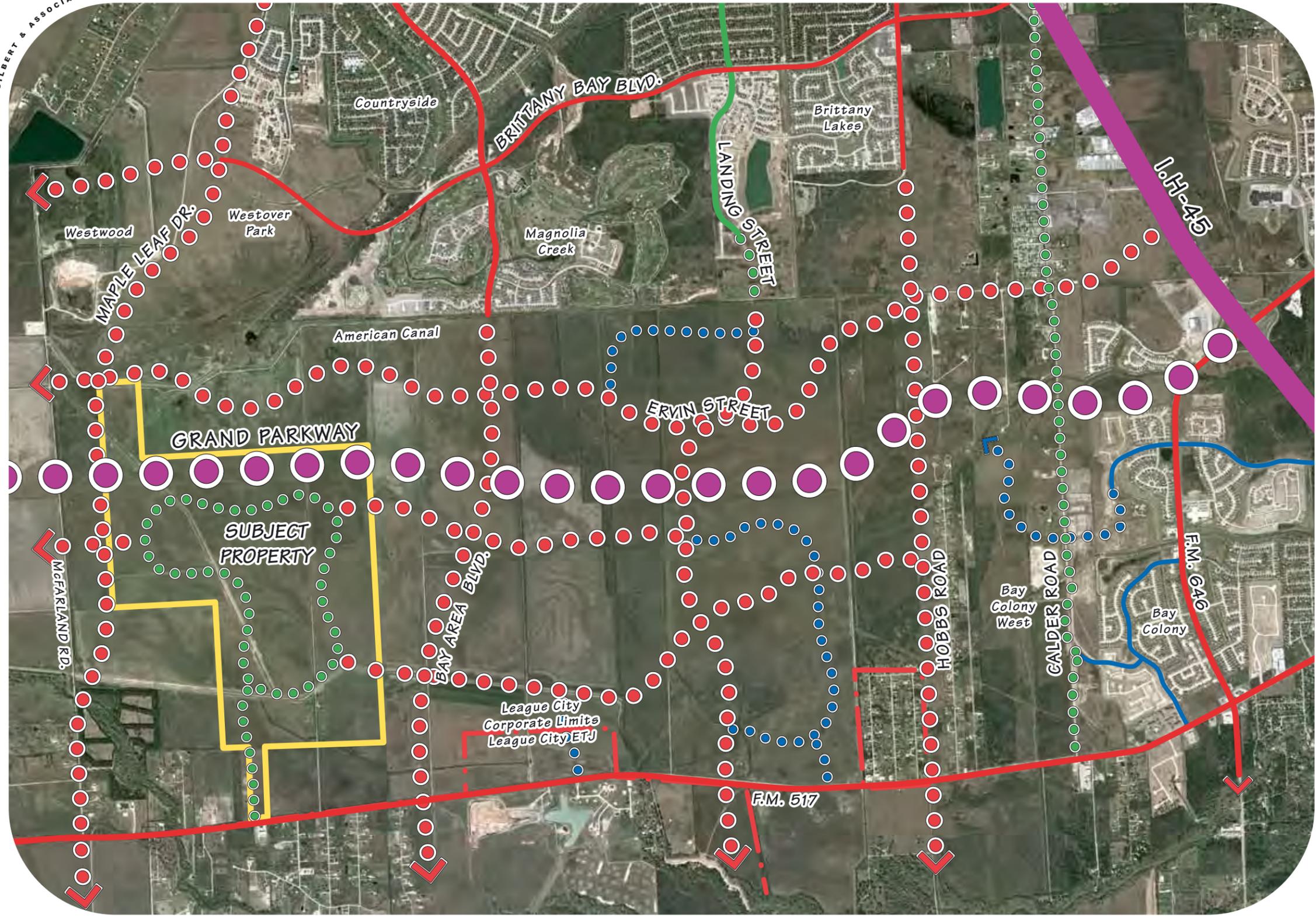
Land Planning Consultants

15810 Park Ten Place
 Suite 160
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 (281) 579-0340



JUNE, 2006
 KGA #I-105

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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
McALISTER TRACT PUD

prepared for
LAND FUNDS TWO & THREE, J.V.

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LEGEND

Proposed 16" Water Line

a conceptual water distribution plan for **McALISTER TRACT PUD**

prepared for
LAND FUNDS TWO & THREE, J.V.

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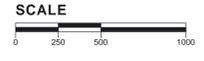
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a conceptual wastewater collection plan for
McALISTER TRACT PUD

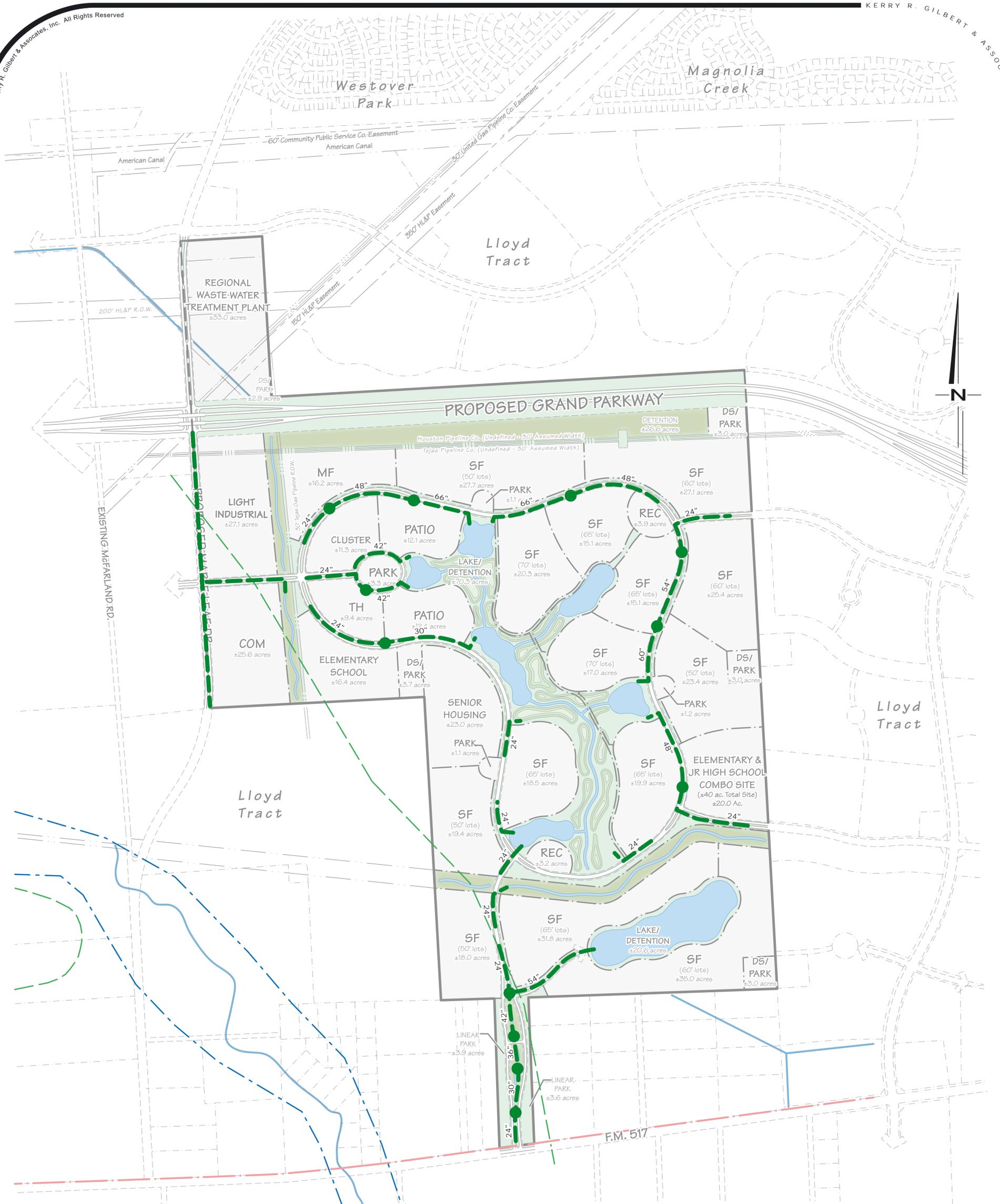
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LEGEND

Proposed Storm Water Line

a conceptual drainage plan for **McALISTER TRACT PUD**

prepared for
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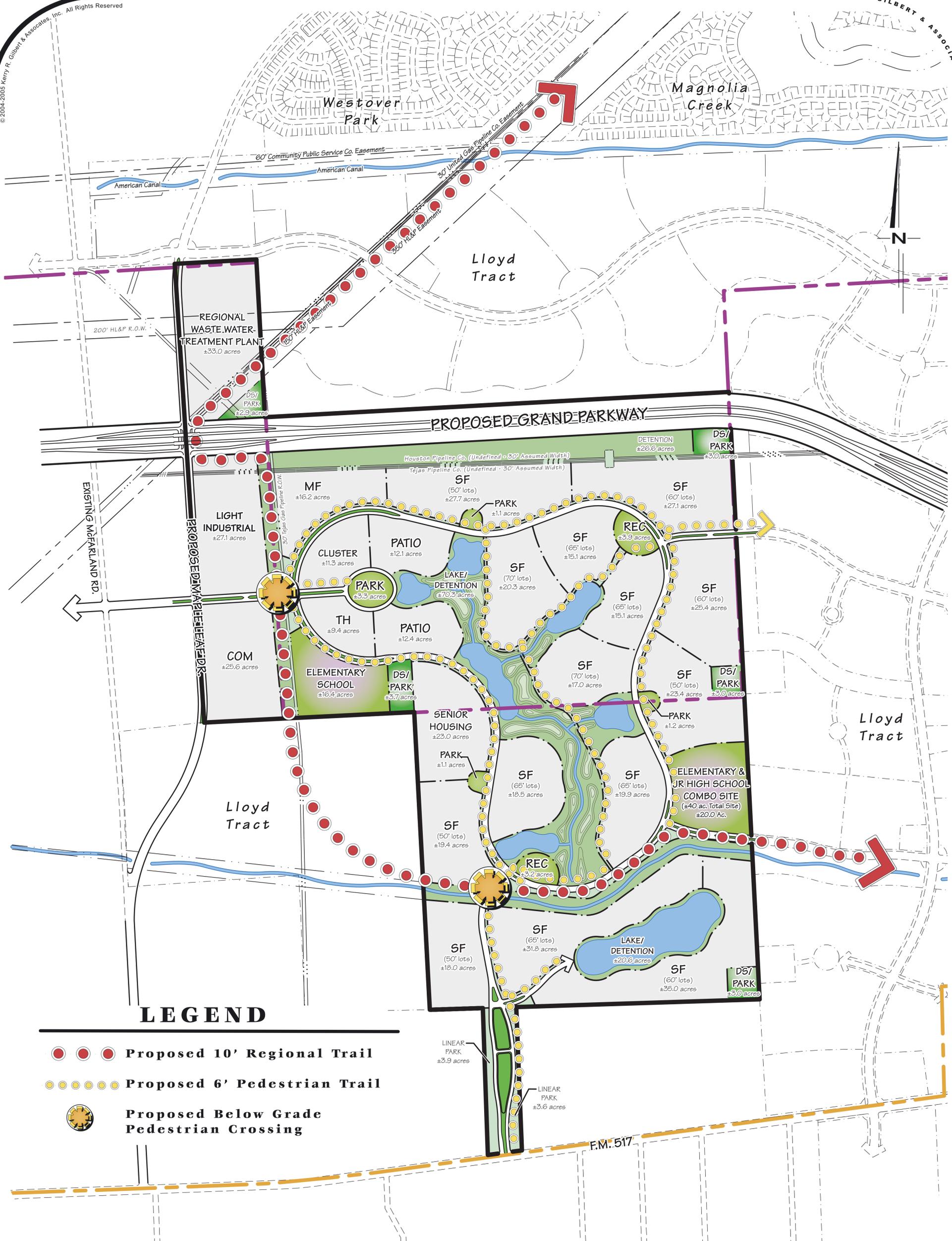
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LEGEND

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

a conceptual amenities and open space plan for
McALISTER TRACT PUD

prepared for
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conceptual amenities and open space imagery for McALISTER TRACT PUD

prepared for
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