

Bay Colony West
Planned Unit Development
651.2 ACRES

**Prepared
for
M. Sherman & Associates Land Development, L.L.C.**

Kerry R. Gilbert & Associates, Inc.
Amended December 4, 2003

PZ022404A.2.1

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I. INTRODUCTION

This planned unit development application was prepared on behalf of M. Sherman and Associates Land Development, L.L.C. pursuant to the City of League City ordinances related to Planned Unit Developments (PUD). The purpose of this PUD application is to add an additional 313.5 acres of land to the original Bay Colony West PUD. The original PUD, which was approved by the city council of League City on April 22, 2003, contained 337.7 acres of land in three separate tracts. The intent of this PUD is to encourage flexibility in the use and development of land in order to promote the most appropriate uses; to provide amenities; to preserve the quality of the natural environment; and to provide flexibility in the development of land subject to the development standards coordinated with the necessary public services and facilities.

The 651.2 acre Planned Unit Development is a mixed-use project located within the City of League City, Texas. The property consists of approximately 651.2 acres of land encompassing four separate tracts; 125.7 acres (Tract I), 94.3 acres (Tract II) & 117.7 acres (Tract III), all of which are contained in the original PUD, and a 313.5 acre tract to be added. All four tracts are physically located immediately south of Ervin Street, west of Bay Colony Subdivision and north of F.M. 517. The Area Location Map located in the Exhibits section of this document illustrates the location of the subject property, including the additional 313.5 acres.

1st Amendment

The text and exhibits in this document have been updated to include an additional 313.5 acres of land. The additional acreage is located west of Tract II (of the original PUD) and immediately east of Tallow Forest Subdivision. The additional property is to be utilized primarily for single family residential uses. Other planned uses include a recreation center, regional public park sites, detention and drainage facilities and commercial uses. Several changes have been made to the original PUD to accommodate the additional acreage. Changes to the original PUD include:

- Due to the significant amount of allotted park land in the additional 313.5 acre tract, a single family residential cell replaced the public park land in Tract I.
- In Tract II portions of single family residential cells were changed to detention to accommodate the additional 313.5 acres.
- Due to the increased detention in Tract II – several detention areas in Tract III were converted to single-family residential cells.
- The inclusion of Hobbs Road as a collector street in Tract III from Ervin Street to F.M. 517

No other changes to the original PUD are intended.

II. EXISTING CONDITIONS

SITE DESCRIPTION

The Bay Colony West development is currently vacant and unimproved. Consistent with property in the region, the subject tract is generally flat with elevations ranging from 20.0 feet in the northwest corner to 18.0 feet in the southeast corner. The site is generally void of significant vegetation. Existing and proposed physical constraints affecting development of the property include the following:

- Proposed Grand Parkway (300' r.o.w.) to cross the northern portion of the tract.
- Magnolia Creek and Bordens Gully traverse the tract in an east-west direction.
- Existing Calder Road traverses in a north-south direction through Tracts I & II.
- Three "out" tracts, 4.95 acres, 2.07 acres & .23 acres respectively, (not owned by the developer of Bay Colony West) are situated in the central and southern portions of the project.

- 30' Houston Pipeline Company Easement to be abandoned or relocated (313.5 acre tract)
- In addition to the existing constraints outlined above, the development of the site is further constrained by various required proposed physical features including arterial roadways, drainage and detention facilities and pipeline easements.

An aerial photo of the site, a reduced version of the survey for the property, a topography map, as well as, a legal description is included in the Exhibits section of this document.

SURROUNDING LAND USE

Land uses surrounding the subject property to the west are predominately undeveloped. Bay Colony, a single-family residential subdivision, exists along the eastern boundary line of the subject property, north of F.M. 517. Prairie Estates and Channel Estates, two large lot subdivisions are situated adjacent to the western and eastern property lines of the 117.7 acre tract (Tract III). 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 Bay Colony West Planned Unit Development are to provide guidelines for the creation of a quality development that promotes community cohesiveness, variety and options in housing, quality and uniformity in building construction, orderly growth and desired visual results. Further, the goals reflect the flexibility to achieve a high quality mixed-use development in a coordinated suburban setting.

The goals and objectives for Bay Colony West are outlined below.

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

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

The community's strong character will be ensured through guidelines and controls for architectural and design aesthetics, open space and landscaping, and perimeter treatments.

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

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

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

In summary, the planning strategies that will be implemented in Bay Colony West 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

Bay Colony West will be comprised of multiple land uses dominated by single-family residential. Other anticipated uses include commercial and recreation. The intended uses are illustrated on the Conceptual Master Plan which is located in the Exhibits section of this document.

The Conceptual Master Plan for Bay Colony West illustrates a collection of individual residential cells that take their access from the adjoining collector street system and Calder Road. Single-family residential cells located within Tract III will take their access from proposed Hobbs Road.

The individual residential cells will be developed with varying lot sizes as market conditions dictate. As many as four different products and lot sizes are anticipated within the community with lot sizes ranging from 2,800 square feet (duplex homes) to 7,000 square feet. When complete, it is anticipated that the development will contain approximately 1,774 lots. Unless specifically stated by this PUD, all lots sizes will conform to the League City Subdivision regulations.

The planned non-residential tracts which are being zoned for general commercial (CG) are situated adjacent to F.M. 517 and Ervin Street and total approximately 34.7 acres. The remainder of the property will be zoned RSF (R-1) and will be developed for single-family residential uses and associated amenities.

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

Acreage Per Land Use Summary

Land Use Category	Acreage	% Of Gross Acreage
CONSTRAINTS	132.1.0	20.3%
Grand Parkway	8.2	
Collector Street	32.2	
Pipeline Easements	9.5	
Drainage Easements	29.6	
Detention Areas	52.6	
RECREATION / OPEN SPACE	124.0	19.0%
Recreation Centers	10.2	
Open Space	5.2	
Parks	108.6 ¹	
NONRESIDENTIAL	34.7	5.3%
Commercial Reserves	34.7	
SINGLE-FAMILY RESIDENTIAL	360.4	55.4%
TOTALS	651.2	100.0%

¹ Includes 11.9 acres of Grand Parkway R.O.W. through Regional Public Park.

LAND USE CHANGES/REGULATORY COMPLIANCE

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

Land Use / Acreage		Zoning Designation
Commercial	34.7 Ac.	General Commercial (CG) 34.7 Ac.
Total CG	34.7 Ac.	
Recreation / Open Space	15.4 Ac.	Single-Family Residential RSF (R-1) 375.8 Ac.
Single-family Residential	360.4 Ac.	
Total RSF (R-1)		

Land use shall be regulated on a total acreage basis. Each land use/zoning category may be increased in acreage by up to 20%. 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.

Zoning designations may be interchanged within the boundaries of the PUD, provided they are in compliance with the acreage restrictions referred to above and otherwise conform to the League City regulations for such uses. In the event a proposed land use exceeds the established acreage by more than 20%, a variance must be requested and approved by the City of League City Council.

The land use/zoning designations for each parcel within Bay Colony West are illustrated on the Land Use / Zoning Categories exhibit which is located in the Exhibits section of this document.

MOBILITY

Bay Colony West will enjoy superior traffic mobility with the implementation of the planned arterial system.

The site contains a significant amount of frontage along two major arterials which provides generous access to the proposed community and benefits overall traffic circulation in the region as a whole. The property possesses approximately 2,475 feet of frontage along F.M. 517, an existing facility maintained by the Texas Department of Transportation (TxDOT). The property possesses approximately 2,130 feet of frontage along the southern right-of-way line of Ervin Street, as well as, over 3,000 feet of frontage along the north and south right-of-way lines for proposed Grand Parkway which bisects the northern portion of the property through the proposed regional public park.

Access to Bay Colony West will be provided in four separate and distinct locations. The intersection of Calder Road with F.M. 517 provides access from the south. Calder Road also provides access from the north (Ervin Street). Bay Colony West will have two connections from the east through existing Bay Colony Subdivision. Cross Colony Drive, a collector street connecting directly to F.M. 646, will provide access to the northern portion of the project while proposed Colony Ridge Lane which connects to Bay Sky Drive, another collector street within Bay Colony, provides access to the southern portion of the project. The loop street formed by the connection of these two collectors will serve the majority of the residential cells within Bay Colony West. It is proposed to replace the middle segment of Calder Road paving with this collector loop street, maintaining a connection with Calder Road both north and south of the collector loop street. The existing right-of-way for Calder Road (along with any accompanying utilities) would remain in place and serve as a landscaped greenbelt along the new collector loop street (see Amenities/Open Space Section).

Hobbs Road will serve as the main access for residential cells in Tract III. It will function as a collector street extending south from Ervin Street to F.M. 517.

Since no lots have been designed fronting the internal collector street, Calder Road and proposed Hobbs Road, driveway access will not be permitted. This will allow for the planned 28 foot wide paving section to adequately and efficiently serve the traffic generated from the various neighborhoods, feeding traffic directly to the adjoining major arterials (F.M. 517 and Grand Parkway.)

The arterial street plan for Bay Colony West and the surrounding vicinity is illustrated on the Arterial Street Plan which is located in the Exhibits section of this document.

UTILITIES

The tract located north of the F.M. 517 and Calder Road intersection is proposed for creation of a single municipal utility district; Bay Colony West M.U.D. The district will serve the water, wastewater and drainage requirements for the project which are illustrated on the exhibits contained within this document.

Bay Colony West M.U.D.

Proposed Improvements

A complete utility system is planned to include a water distribution system, a wastewater collection system and a storm drainage system including 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, the Texas Commission on Environmental Quality ("TCEQ") and Dannenbaum Engineering Corporation. Conceptual plans for water, wastewater and drainage have been prepared for the development by Dannenbaum Engineering Corporation and are illustrated on the Conceptual Utilities Plan located in the Exhibits section within this document.

- Water Supply. It is anticipated that League City will provide water to the District through a series of existing and proposed waterlines.
- Water Distribution System. A 12" water main loop system is proposed to ensure that all service connections are provided with and ample supply of water at adequate pressure. Refer to the Water Supply System layout that is located in the Exhibits section of this document. The pipe, valves and fittings will be normally accepted materials and design.
- Wastewater. The District will construct one lift station that will flow into a gravity system proposed in Bay Colony West M.U.D. It will then pump to League City Lift Station located within Galveston County M.U.D. 14 and be pumped and treated at the League City Dallas Salmon Treatment Plant.
- Wastewater Collection System. The proposed wastewater collection system is predominately a gravity system designed to accommodate peak sewage flows from the Districts' customers. Refer to the Wastewater Collection System layout that is located in the Exhibits section of this document. One onsite lift station will be required to deliver the sewage to one offsite lift station in series which will pump the sewage to an existing manhole which then will gravity flow to a regional City of League City treatment plant site.
- Storm Drainage System. All of the storm drainage system in the District 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 Storm Drainage / Detention System layout which is located in the Exhibits section of this document. The storm sewer collector systems will ultimately outfall into Bordens Gully. The storm sewer collection systems will drain to project detention basins which outfall to Bordens Gully & Magnolia Bayou.
- Flood Levels and Potential Flooding. According to FEMA, the District lies partially within the 100-year and 500-year flood plains. Ponding levels in the streets will be designed in accordance with City of League City design criteria.

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AMENITIES / OPEN SPACE

The overall amenities package for Bay Colony West will consist of a public park containing approximately ±96.7 acres located immediately north and south of the proposed Grand Parkway. The regional public park being granted to the City of League City accounts for approximately one-third of the total acreage (±313.5 ac.) being added to the approved Bay Colony West P.U.D.

The recreation/open space accounts for approximately 25.3% (±164.7 acres including all detention/park land) of the gross total acreage (±651.2 acres) of the amended P.U.D.

The City of League City parks requirement states that 1 acre of park land for every 90 proposed dwelling units be dedicated to the City or Homeowners Association for the use of parks. Based on the estimated number of dwelling units, Bay Colony West is required to provide ±19.7 acres of park land. Compliance with this requirement will be accomplished by the contribution of a ±10.2 acre recreation site and additional acreage that will be in the form of tot lots and greenbelts which will be integrated in the individual single-family residential cells. This Bay Colony West PUD will also provide approximately ±108.6 acres of land for which ±96.7 acres will be allocated for regional park land use. The dedication of the ±96.7 acre regional park will be in lieu of the required \$1,000.00 per lot park land fee for the differential in total number of lots between the amended P.U.D. (1,774 lots) and the previously approved P.U.D. (1,018 lots). The \$200.00 per lot park land fee will remain applicable to the 1,018 total lots in the previously approved Bay Colony West P.U.D.

A pedestrian pathway system is proposed along the collector loop street system serving the various residential cells. The pedestrian pathway would consist of a 6' wide walkway on the internal portion of the collector loop street and the eastern side of Calder Road south of the proposed collector street. The pathway would provide internal pedestrian access to the recreation center and linear greenbelt, as well as, link to the pedestrian pathway system within Bay Colony. The 6 foot wide pathway would be in lieu of the typical 4' wide sidewalk on both sides of the street. The wider walkway on one side of the street with an accompanying greenbelt has proven to be a more practical and functional element for pedestrians utilizing the trail system.

Compliance with the City of League City's typical sidewalk requirements will be maintained throughout the project.

EXHIBITS

Area Location Map

Site Map

Survey

Topography Map

Legal Description

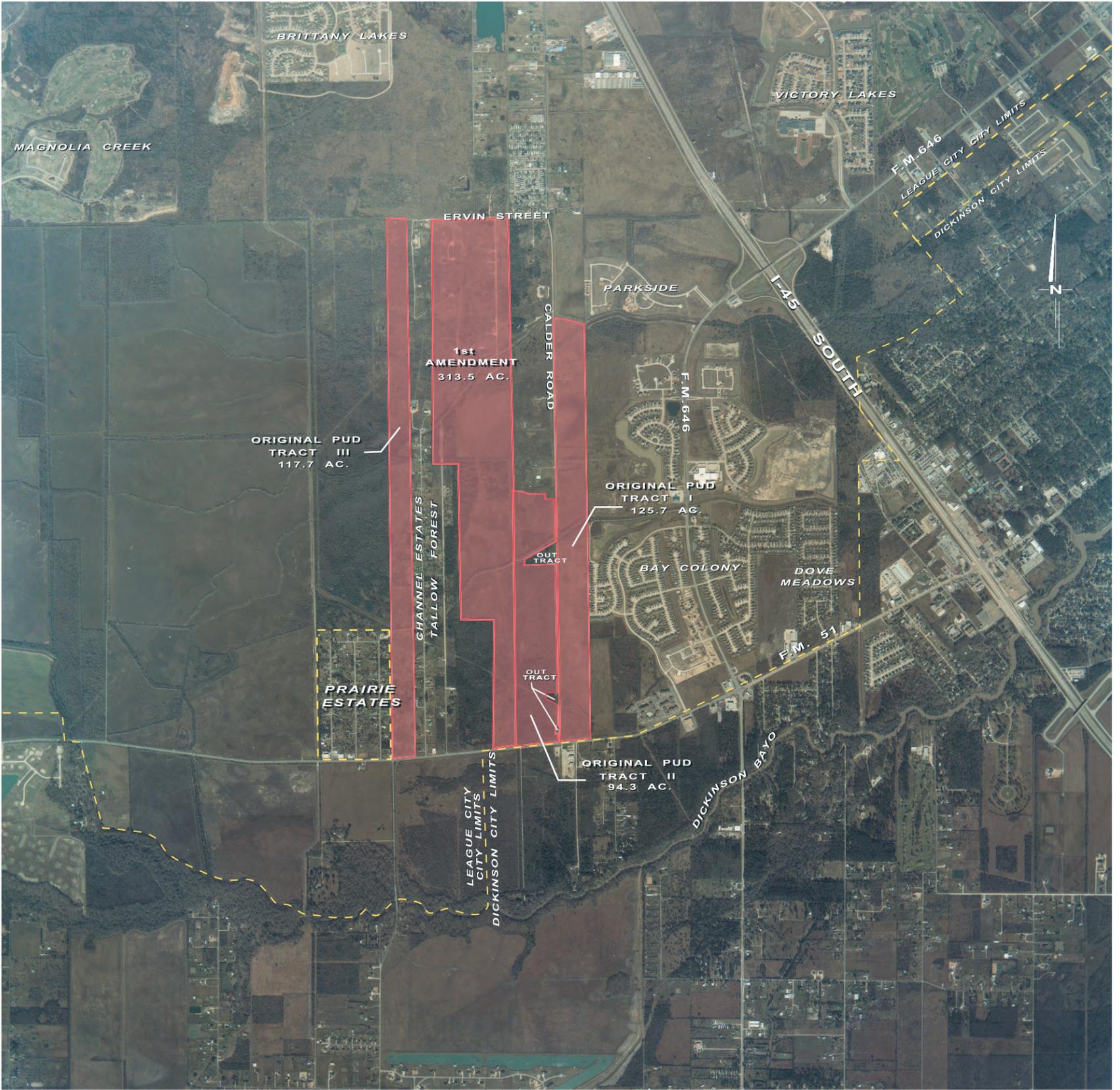
Conceptual Master Plan

Land Use / Zoning Categories Map

Arterial Plan

Conceptual Utilities Plan

Conceptual Amenities Plan



an area map for

BAY COLONY WEST

± 651.2 ACRES of LAND

prepared for

M. SHERMAN & ASSOCIATES LAND DEVELOPMENT, 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

DECEMBER 2003

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a site map for

BAY COLONY WEST

± 651.2 ACRES of LAND

prepared for

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

KERRY R. GILBERT & ASSOCIATES, INC.

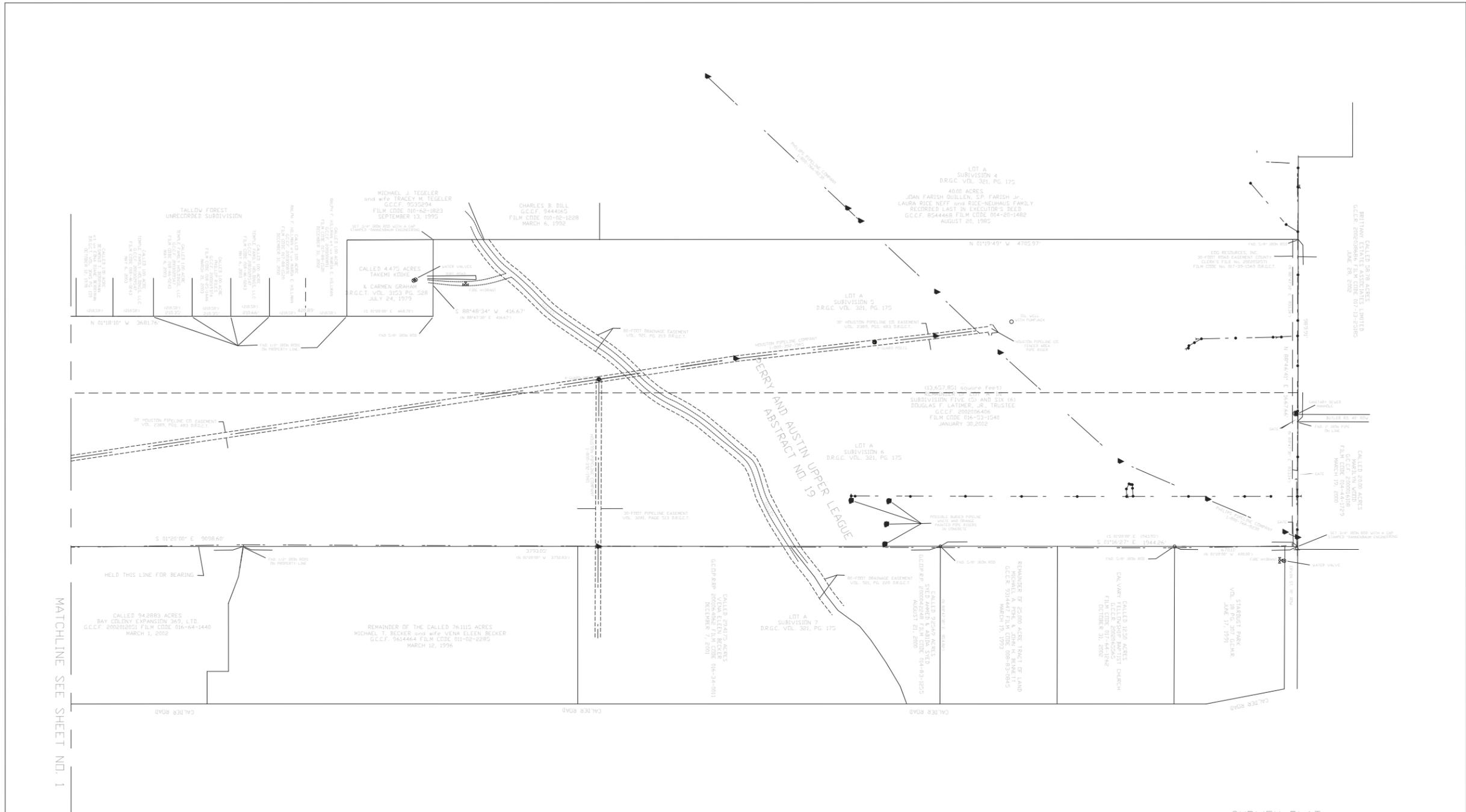
Land Planning Consultants

15810 Park Ten Place
 Suite 160
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DECEMBER 2003

KGA #1304-510



MATCHLINE SEE SHEET NO. 1

NOTE: PRELIMINARY PLAT.
BOUNDARY LINES ARE FINAL.

SURVEY PLAT
OF
313.54 ACRES OF LAND
OUT OF THE
PERRY AND AUSTIN UPPER LEAGUE
ABSTRACT NO. 19
GALVESTON COUNTY, TEXAS

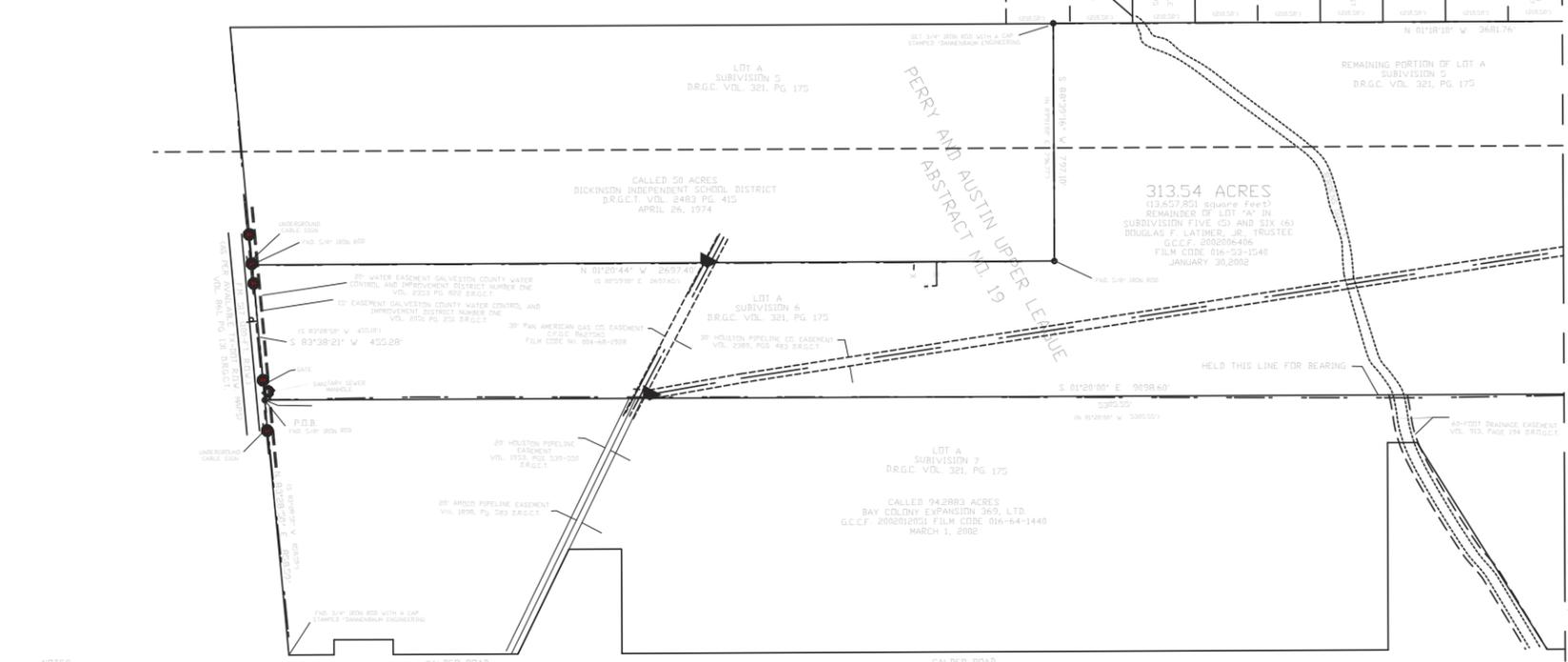
DANNENBAUM
DANNENBAUM ENGINEERING CORPORATION

SURVEYING AND MAPPING DIVISION
3100 WEST ALABAMA, HOUSTON, TEXAS 77098
OFFICE (713) 520-9570 FAX (713) 527-6452
NOT TO SCALE

PZ022404A.2.12

DATE: 7-10-03 SHEET 2 OF 2

3077-01 314 ACRES



METES AND BOUNDS DESCRIPTION
 OF A 313.54 ACRE TRACT OF LAND BEING THE REMAINDER
 OF LOT "A", SUBDIVISION FIVE (5) AND SIX (6)
 IN THE PERRY AND AUSTIN UPPER LEAGUE, ABSTRACT NO. 19
 GALVESTON COUNTY, TEXAS

Being a 313.54 acre (13,657,851 square feet) tract of land out of a Lot "A", Subdivision Five (5) and Subdivision Six (6) recorded Volume 321, Page 175 in the Deed Records of Galveston County, Texas in the Perry and Austin Upper League, Abstract No. 19, Galveston County, Texas, as conveyed to Douglas F. Latner, Jr., Trustee recorded January 30, 2002 in County Clerk's File No. 200206406, Film Code No. 016-53-1540 in the Official Records of Galveston County, Texas, said 313.54 acre tract being more particularly described by metes and bounds as follows, with all bearings being referenced to the West line of said 942883 acre tract of land conveyed to Bay Colony Expansion 365, LTD., recorded March 1, 2002 in County Clerk's File No. 200202021 in the Official Records of Galveston County, Texas;

BEGINNING at a found 5/8-inch iron rod on the North right-of-way line of Farm to Market Road 517, the Southeast corner of said Subdivision Six (6), and the Southwest corner of said 942883 acre tract of land;

THENCE South 83°38'21" West, a distance of 455.28 feet along the North right-of-way line of Farm to Market Road 517 and the South line of said Subdivision Six (6) to a found 5/8-inch iron rod at the Southeast corner of a called 50 acre tract of land conveyed to Dickinson Independent School District recorded in Volume 2483, Page 413 in the Deed Records of Galveston County, Texas;

THENCE North 01°28'44" West, a distance of 24,974.0 feet along the East line of said called 50 acre tract of land to a found 5/8-inch iron rod at the Northwest corner of said called 50 acre tract of land;

THENCE South 89°39'16" West, a distance of 797.10 feet along the North line of said called 50 acre tract of land to a set 3/4-inch iron rod with a "DANNENBAUM ENGINEERING" cap at the Northeast corner of said called 50 acre tract of land, said iron rod also being on the East line of a tract of land conveyed to Bifaid Avila and wife Jane Avila recorded in County Clerk's File No. 934845, File Code No. 013-44-8863 in the Official Records of Galveston County, Texas;

THENCE North 01°18'10" West, a distance of 3681.76 feet along Tallow Forest, an unrecorded subdivision to a found 5/8-inch iron rod at the Northeast corner of a called 4.475 acre tract of land conveyed to Takeni Koke and Curven Graham recorded in Volume 3153, Page 528 in the Deed Records of Galveston County, Texas;

THENCE South 89°48'34" West, a distance of 416.67 feet to a set 3/4-inch iron rod with a "DANNENBAUM ENGINEERING" cap at the Northwest corner of said called 4.475 acre tract of land and also being on the East line of a tract of land conveyed to Michael J. Legler and wife Tracy M. Legler recorded in County Clerk's File No. 922294, File Code No. 001-62-1823 in the Official Records of Galveston County, Texas, said iron rod also being on the West line of said Subdivision Five (5) and the East line of Subdivision Four (4) recorded in Volume 321, Page 175 in the Deed Records of Galveston County, Texas;

THENCE North 01°19'49" West, a distance of 4705.97 feet along the West line of said Subdivision Five (5) and the East line of said Subdivision Four (4) to a found 5/8-inch iron rod at the Northwest corner of a called 48,800 acre tract of land recorded last Executor's Deed recorded in County Clerk's File No. 8544468, File Code No. 094-20-1482 in the Official Records of Galveston County, Texas; said iron rod also being the Northeast corner of said Subdivision Four (4) and the Northeast corner of said Subdivision Five (5);

THENCE North 89°46'41" East, at 999.91 feet pass a found 5/8-inch iron rod at the Southwest corner of Butler Road and the Southwest corner of a called 30 acre tract of land conveyed to Marilyn Wood recorded in County Clerk's File No. 20001618, File Code No. 014-44-1729 in the Official Records of Galveston County, Texas, for total distance of 1657.66 feet along the North line of said Subdivision Five (5) and Six (6), to a set 3/4-inch iron rod with a "DANNENBAUM ENGINEERING" cap at the Northwest corner of said Subdivision Six (6) and the Northeast corner of Lot "A", Subdivision Seven (7) recorded in Volume 321, Page 175 in the Deed Records of Galveston County, Texas; said iron rod also being the Northwest corner of Ervin Street, a 70 foot wide private street;

THENCE South 01°16'27" East, at 670.11 feet pass the Southwest corner of StorJest Park Subdivision recorded in Volume 18, Page 307 in the Map Records of Galveston County, Texas and the Northwest corner of a called 1226 acre tract of land recorded in County Clerk's File No. 200206565, File Code No. 017-64-1262 in the Official Records of Galveston County, Texas, for total distance of 1944.26 feet along the East line of said Subdivision Six (6) and the West line of said Subdivision Seven (7) to a found 5/8-inch iron rod at the Northwest corner of a called 92560 acre tract of land conveyed to Syed Ahmed and Ahsa Syed recorded in County Clerk's File No. 200042248, File Code No. 014-83-1255 in the Official Records of Galveston County, Texas;

THENCE South 01°20'00" East, at a distance of 3793.05 feet pass a found 1/2-inch iron rod at the Northeast corner of said 942883 acre tract of land and the Southwest corner of the remainder of a called 76115 acre tract of land conveyed to Miche T. Becker and wife Vann Eileen Becker recorded in County Clerk's File No. 961464, File Code No. 011-02-2285 in the Official Records of Galveston County, Texas, for a total distance of 9098.60 feet along the East line of said Subdivision Six (6) and the West line of said Subdivision Seven (7) to POINT OF BEGINNING and containing 313.54 acre of land (13,657,851 square feet) of land, more or less

NOTES:

- 1) The tract of land shown hereon was not abstracted by the surveyor.
- 2) The tract of land shown hereon was abstracted by Courthouse Specialists.
- 3) The survey shown hereon was prepared with the benefit of Charter Title Company of Houston, Commitment C.F. No. 0304020, dated May 12, 2003, and correctly shows the easements set forth in Schedule B therein. The surveyor has made no effort to research easements not disclosed in said Commitment or that are not visible on the ground. Certain restrictive covenants listed therein are not shown hereon.
- 4) According to the Federal Emergency Management Agency Flood Insurance Rate Map, City of League City, Texas Community Panel Number 482468 7039 E, for Galveston County and Harris County, Texas, and Incorporated Areas, dated September 22, 1999, which covers the subject property, all of the tract of land shown hereon appears to be within "ZONE X", (unshaded) of Other Areas and recorded as "Areas determined to be outside 200-year flood plain" as depicted therein.
- 5) The tract of land shown hereon lies within the Corporate Limits of the City of League City, Texas and is subject to the City of League City Ordinances pertaining to the platting and replatting of real property and the establishment of building set-back lines.
- 6) The surveyor has made no attempt to locate or define hazardous waste areas, habitats, endangered species or any other environmentally sensitive areas on the tract of land shown hereon, nor does this survey make any representations of being an environmental assessment of the tract of land shown hereon.
- 7) The surveyor has made no attempt to locate or define archeological sites, historical sites or undocumented cemeteries on the tract of land shown hereon, nor does this survey make any representations of being an archeological or historical survey of the tract of land shown hereon.
- 8) The surveyor has made no attempt to locate abandoned or plugged oil and gas wells, or any other wells on the tract of land shown hereon, nor has the surveyor made any attempt to research same with the Railroad Commission of Texas or any other State agency, nor has the surveyor investigated any mineral or royalty interests in the tract of land shown hereon.
- 9) The reference bearing for the tract of land shown hereon all bearings being referenced to the West line of the 942883 acre tract of land.
- 10) The tract of land shown hereon is described in Field note description filed in job number 2977-01 in the offices of Dannenbaum Engineering Corporation, 3100 West Alabama, Houston, Texas, 77098; phone number (713) 528-9570.
- 11) The tract of land shown hereon Property is subject to an easement granted to Phillips Petroleum Company as recorded in Volume 281, Page 122 and Volume 1027, Page 268 of the Deed Records of Galveston County, Texas, Undetermined location on the ground.
- 12) The tract of land shown hereon is subject to an easement granted to Houston Pipeline Company as recorded in Volume 2273, Page 528 and Volume 1127, Page 528 of the Deed Records of Galveston County, Texas, Undetermined location.
- 13) The tract of land shown hereon is subject to a Right-of-way Contract granted to Phillips Petroleum Company as recorded in Volume 777, Page 70 of the Deed Records of Galveston County, Texas, Undetermined location.
- 14) The tract of land shown hereon is subject to a pipeline easement as recorded in Volume 323, Page 126 of the Deed Records of Galveston County, Texas, Undetermined location.
- 15) The tract of land shown hereon is subject to a Salt Water Disposal Agreement to Superior Oil Company recorded in Volume 2275, Page 106 of the Galveston County Deed Records.
- 16) The tract of land shown hereon is not subject to easements granted to County of Galveston as recorded in Volume 1743, Page 49 and Volume 1295, Page 87 of the Deed Records of Galveston County, Texas.
- 17) The tract of land shown hereon is not subject to right-of-way granted in instruments recorded in Volume 1477, Page 544, Volume 777, Page 73, Volume 2997, Page 465, and Volume 2123, Page 679 of the Deed Records of Galveston County, Texas.



ABBREVIATION LEGEND

DRGCT.	OFFICIAL RECORDS OF GALVESTON COUNTY, TEXAS
GCCF.	GALVESTON COUNTY, TEXAS CLERK FILE
DRGCT.	DEED RECORDS OF GALVESTON COUNTY, TEXAS
FND	FOUND

NOTE: PRELIMINARY SURVEY.
 BOUNDARY LINES ARE FINAL.

SURVEY PLAT
 OF
 313.54 ACRES OF LAND
 OUT OF THE
 PERRY AND AUSTIN UPPER LEAGUE
 ABSTRACT NO. 19
 GALVESTON COUNTY, TEXAS

DANNENBAUM
 DANNENBAUM ENGINEERING CORPORATION
 SURVEYING AND MAPPING DIVISION
 3100 WEST ALABAMA, HOUSTON, TEXAS 77098
 OFFICE (713) 520-9570 FAX (713) 527-6452

NOT TO SCALE

PZ022404A.2.13

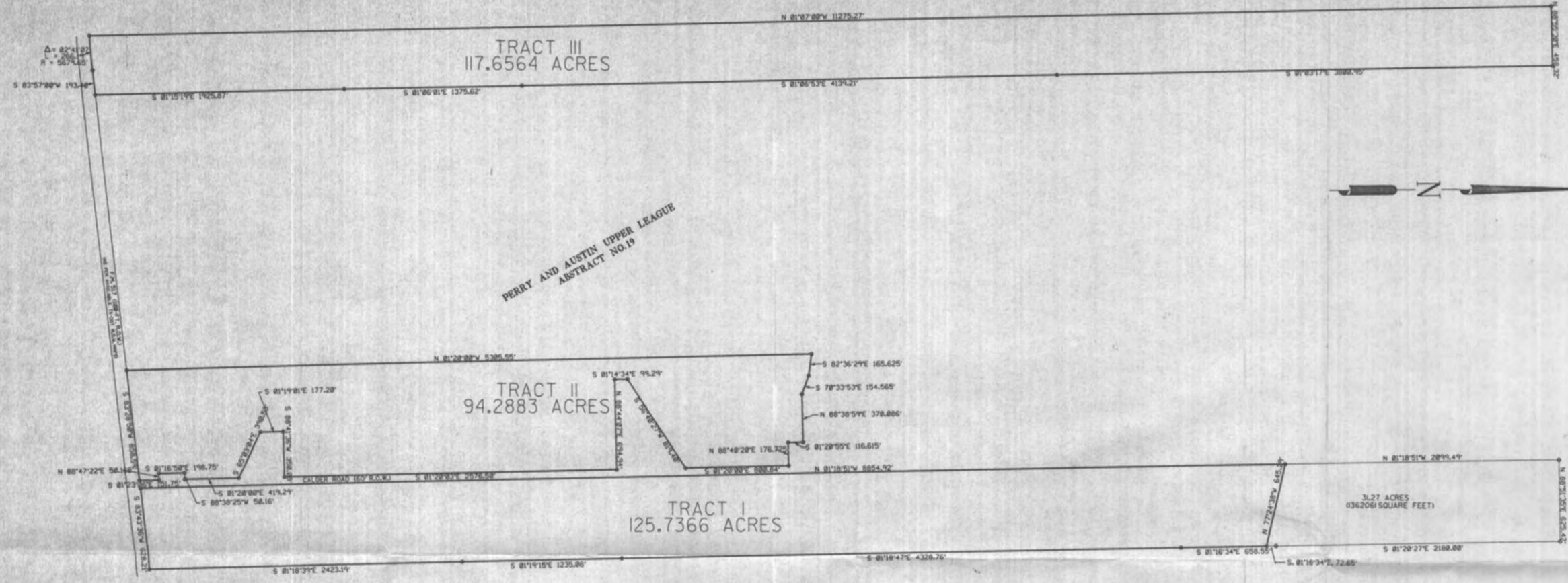
I, Donald H. Parkins, do hereby certify that this survey was made on the ground under my direction and substantially complies with the current Texas Society of Professional Land Surveyors Standards and Specifications for a Category IA, Condition II, Land Title Survey.

Donald H. Parkins
 Registered Professional Land Surveyor
 Texas Registration Number 5442

DATE: 7-10-03 SHEET 1 OF 2

3777-01-314 ACRES

MATCHLINE SEE SHEET NO. 2



Executed, affirmed and acknowledged by the undersigned members of the Board of Directors of Bay Colony West Municipal Utility District pursuant to Section 49.455(c), Texas Water Code, as amended.

THE STATE OF TEXAS
 COUNTY OF GALVESTON

Before me, the undersigned, on this day personally appeared _____, and _____, known to me to be the persons whose names are subscribed above, and affirmed and acknowledged that they executed the same in the capacity therein stated.

Given under my hand and seal of office this the _____ day of _____, 2002.

 Notary Public in and for the
 State of Texas

I, Alan D. Hiranman, a registered professional engineer, do hereby certify that this map accurately describes the boundaries of Bay Colony West Municipal Utility District.

WITNESS MY HAND AND SEAL this, _____ day of _____, 2002.

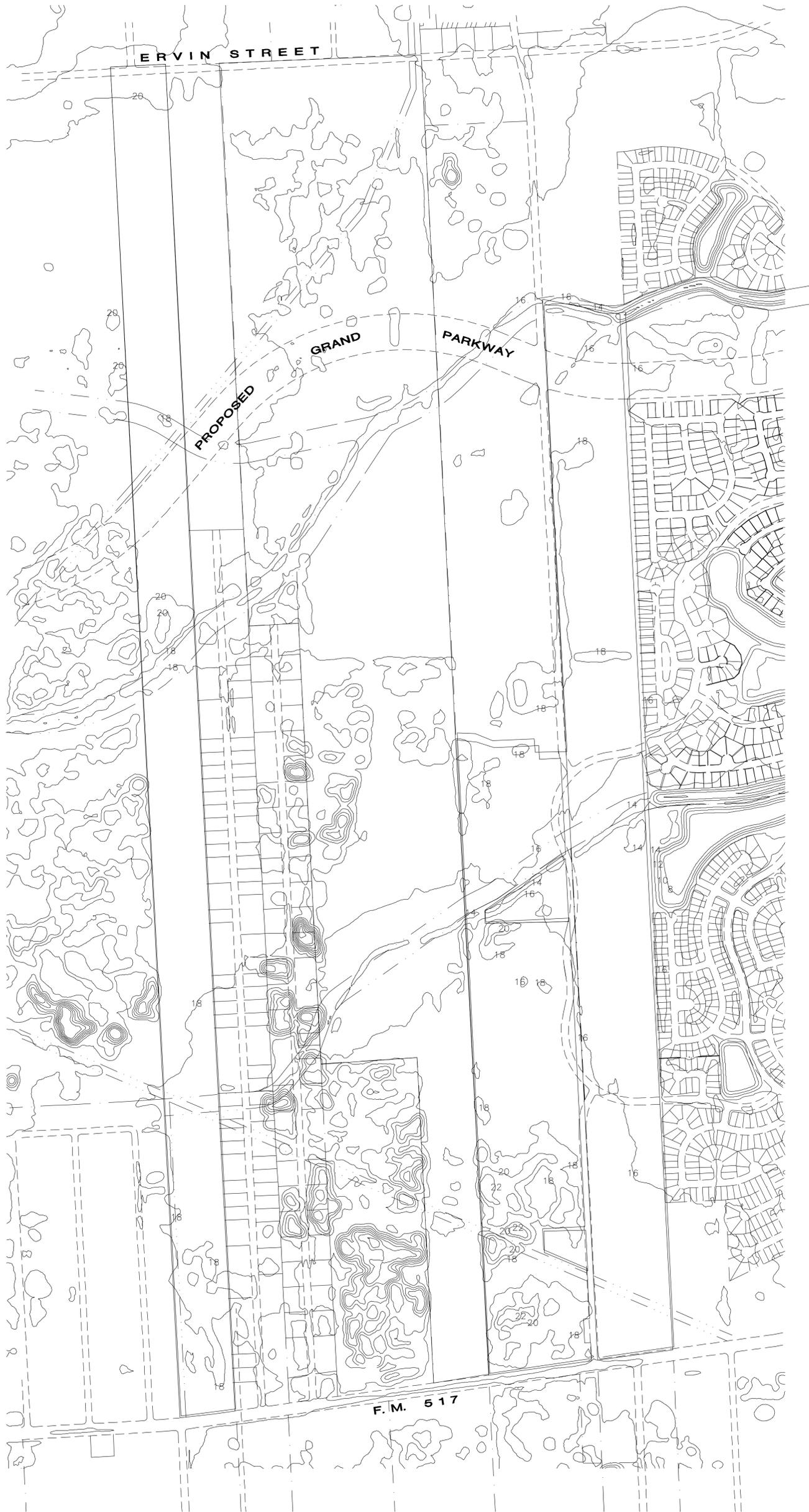
 Registered Professional Engineer
 Texas Registration No. 5945

BAY COLONY WEST
 MUNICIPAL UTILITY DISTRICT

337.6813 ACRES OF LAND
 OUT OF THE
 PERRY AND AUSTIN UPPER LEAGUE
 ABSTRACT NO. 19
 GALVESTON COUNTY, TEXAS

PZ022404A.2.14

DANNENBAUM
 DANNENBAUM ENGINEERING CORPORATION
 3100 W. ALABAMA HOUSTON, TEXAS
 SCALE: 1" = 400' DATE: NOVEMBER 20, 2002



a topographic map for

BAY COLONY WEST

±651.2 ACRES of LAND

prepared for

M. SHERMAN & ASSOCIATES LAND DEVELOPMENT, 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

JANUARY 2003
KGA# 1304-510

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METES AND BOUNDS DESCRIPTION
OF A 313.54 ACRE TRACT OF LAND BEING THE REMAINDER
OF LOT "A", SUBDIVISION FIVE (5) AND SIX (6)
IN THE PERRY AND AUSTIN UPPER LEAGUE, ABSTRACT NO. 19
GALVESTON COUNTY, TEXAS

Being a 313.54 acre (13,657,851 square feet) tract of land out of a Lot "A", Subdivision Five (5) and Subdivision Six (6) recorded in Volume 321, Page 175 in the Deed Records of Galveston County, Texas in the Perry and Austin Upper League, Abstract No. 19, Galveston County, Texas, as conveyed to Douglas F. Latimer, Jr., Trustee recorded January 30, 2002 in County Clerk's File No. 2002006406, Film Code No. 016-53-1540 in the Official Records of Galveston County, Texas, said 313.54 acre tract being more particularly described by metes and bounds as follows, with all bearings being referenced to the West line of said 94.2883 acre tract of land conveyed to Bay Colony Expansion 369, LTD., recorded March 1, 2002 in County Clerk's File No. 2002012051 in the Official Records of Galveston County, Texas;

BEGINNING at a found 5/8-inch iron rod on the North right-of-way line of Farm to Market Road 517, the Southeast corner of said Subdivision Six (6), and the Southwest corner of said 94.2883 acre tract of land;

THENCE South 83°38'21" West, a distance of 455.28 feet along the North right-of-way line of Farm to Market Road 517 and the South line of said Subdivision Six (6) to a found 5/8-inch iron rod at the Southeast corner of a called 50 acre tract of land conveyed to Dickinson Independent School District recorded in Volume 2483, Page 415 in the Deed Records of Galveston County, Texas;

THENCE North 01°20'44" West, a distance of 2697.40 feet along the East line of said called 50 acre tract of land to a found 5/8 inch iron rod at the Northeast corner of said called 50 acre tract of land;

THENCE South 88°39'16" West, a distance of 797.10 feet along the North line of said called 50 acre tract of land to a set 3/4-inch iron rod with a "DANNENBAUM ENGINEERING" cap at the Northwest corner of said called 50 acre tract of land, said iron rod also being on the East line of a tract of land conveyed to Rafael Avila and wife Ilene Avila recorded in County Clerk's File No. 9914842, Film Code No. 013-44-0865 in the Official Records of Galveston County, Texas;

THENCE North 01°18'10" West, a distance of 3681.76 feet along Tallow Forest, an unrecorded subdivision to a found 5/8-inch iron rod at the Northeast corner of a called 4.475 acre tract of land conveyed to Takemi Koike and Carmen Graham recorded in Volume 3153, Page 528 in the Deed Records of Galveston County, Texas;

THENCE South 88°48'34" West, a distance of 416.67 feet to a set 3/4-inch iron rod with a "DANNENBAUM ENGINEERING" cap at the Northwest corner of said called 4.475 acre tract of land and also being on the East line of a tract of land conveyed to Michael J. Tegler and wife Tracy M. Tegler recorded in County Clerk's File No. 9535294, Film Code No. 010-62-1823 in the Official Records of Galveston County, Texas, said iron rod also being on the West line of said Subdivision Five (5) and the East line of Subdivision Four (4) recorded in Volume 321, Page 175 in the Deed Records of Galveston County, Texas;

THENCE North 01°19'49" West, a distance of 4705.97 feet along the West line of said Subdivision Five (5) and the East line of said Subdivision Four (4) to a found 5/8-inch iron rod at the Northeast corner of a called 40.000 acre tract of land recorded last in Executor's Deed recorded in County Clerk's File No. 8544468, Film Code No. 004-20-1482 in the Official Records of Galveston County, Texas; said iron rod also being the Northeast corner of said Subdivision Four (4) and the Northwest corner of said Subdivision Five (5);

THENCE North 88°46'41" East, a distance of 989.91 feet pass a found 5/8-inch iron rod at the Southeast corner of Butler Road and the Southwest corner of a called 20 acre tract of land conveyed to Marilyn Wood recorded in County Clerk's File No. 2000016018, Film Code No. 014-44-1729 in the Official Records of Galveston County, Texas, for total distance of 1667.66 feet along the North line of said Subdivision Five (5) and Subdivision Six (6), to a set 3/4-inch iron rod with a "DANNENBAUM ENGINEERING" cap at the Northwest corner of said Subdivision Six (6) and the Northeast corner of Lot "A" , Subdivision Seven (7) recorded in Volume 321, Page 175 in the Deed Records of Galveston County, Texas; said iron rod also being the Northwest corner of Ervin Street, a 70 foot wide private street;

THENCE South 01°16'27" East, at 670.11 feet pass the Southwest corner of StarDust Park Subdivision recorded in Volume 18, Page 307 in the Map Records of Galveston County, Texas and the Northwest corner of a called 12.50 acre tract of land recorded in County Clerk's File No. 2002065565, Film Code No. 017-64-1262 in the Official Records of Galveston County, Texas, for total distance of 1944.26 feet along the East line of said Subdivision Six (6) and the West line of said Subdivision Seven (7) to a found 5/8-inch iron rod at the Northwest corner of a called 9.2569 acre tract of land conveyed to Syed Ahmed and Abida Syed recorded in County Clerk's File No. 2000042248, Film Code No. 014-83-1255 in the Official Records of Galveston County, Texas;

THENCE South 01°20'00" East, at a distance of 3793.05 feet pass a found 1/2 -inch iron rod at the Northwest corner of said 94.2883 acre tract of land and the Southwest corner of the remainder of a called 76.115 tract of land conveyed to Michael T. Becker and wife Vena Eleen Becker recorded in County Clerk's File No. 9614464, Film Code No. 011-02-2285 in the Official Records of Galveston County, Texas, for a total distance of 9098.60 feet along the East line of said Subdivision Six (6) and the West line of said Subdivision Seven (7) to POINT OF BEGINNING and containing 313.54 acre of land (13,657,851 square feet) of land, more or less.



a conceptual development plan for
BAY COLONY WEST
 ± 651.2 ACRES of LAND

prepared for
M.SHERMAN & ASSOCIATES
LAND DEVELOPMENT, LLC

LOT TOTALS	
32' WIDE LOTS	408 Lots
50' WIDE LOTS	967 Lots
60' WIDE LOTS	399 Lots
TOTAL	1774 Lots

KERRY R. GILBERT & ASSOCIATES, INC.

Land Planning Consultants

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

NOT TO SCALE

DECEMBER, 2003

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a zoning categories exhibit for

BAY COLONY WEST

± 651.2 ACRES of LAND

prepared for

**M.SHERMAN & ASSOCIATES
LAND DEVELOPMENT, LLC**

KERRY R. GILBERT & ASSOCIATES, INC.

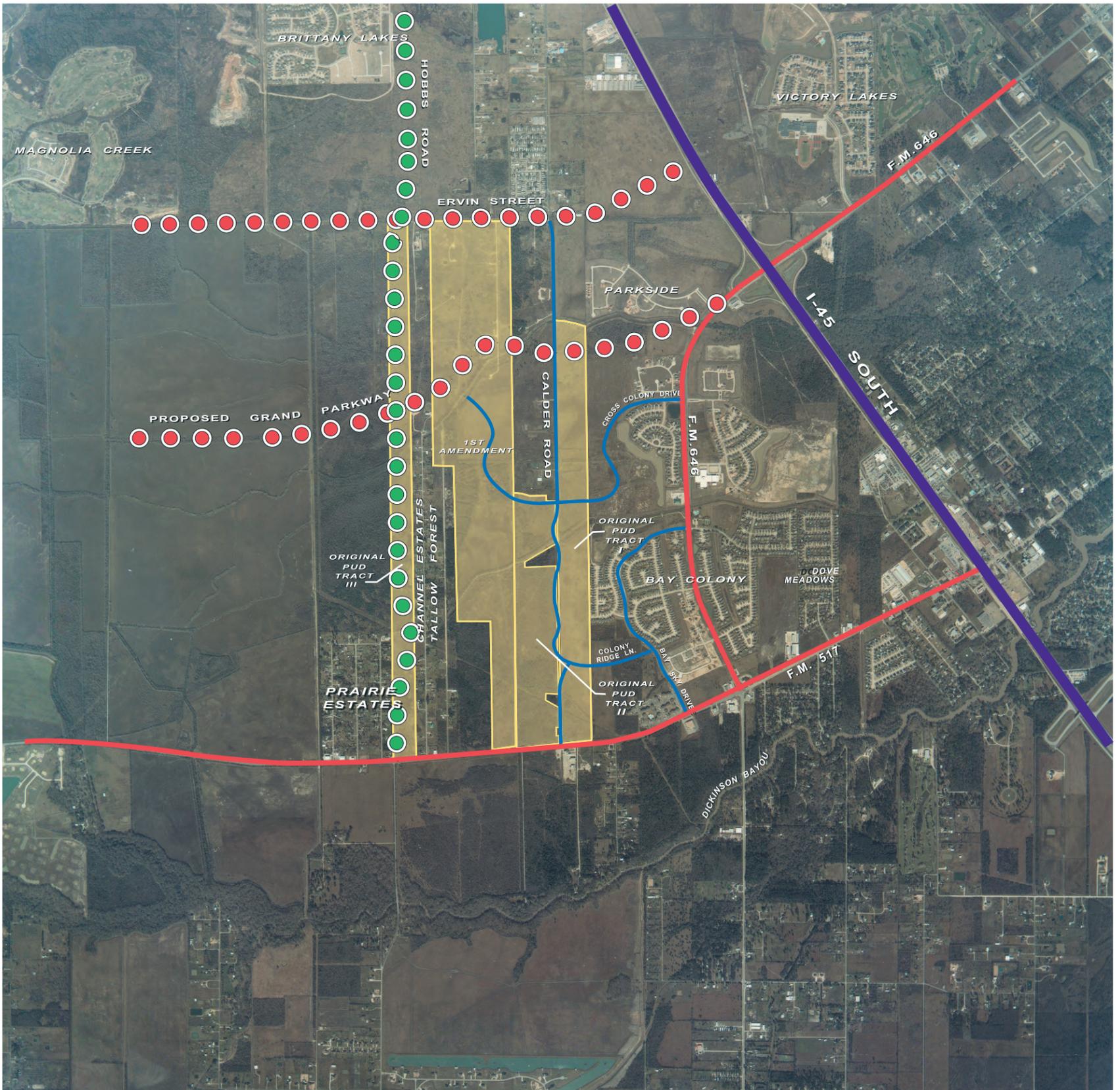
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LEGEND

- PRINCIPLE ARTERIAL
- MINOR ARTERIAL (PROPOSED)
- PRINCIPLE ARTERIAL (PROPOSED)
- COLLECTOR
- FREEWAY



an arterial map for

BAY COLONY WEST
± 651.2 ACRES of LAND

prepared for

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

KERRY R. GILBERT & ASSOCIATES, INC.

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NOT TO SCALE

DECEMBER 2003



LEGEND

- Existing Water Line
- Proposed Water Line

a water distribution plan for

BAY COLONY WEST

± 651.2 ACRES of LAND

prepared for

**M.SHERMAN & ASSOCIATES
LAND DEVELOPMENT, LLC**

KERRY R. GILBERT & ASSOCIATES, INC.

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LEGEND

- Existing Storm Water Line
- - - - - Proposed Storm Water Line

a drainage plan for
BAY COLONY WEST
 ± 651.2 ACRES of LAND

prepared for
M.SHERMAN & ASSOCIATES
LAND DEVELOPMENT, LLC

KERRY R. GILBERT & ASSOCIATES, INC.

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LEGEND

- Existing Wastewater Line
- - - - - Proposed Wastewater Line

a wastewater collection plan for
BAY COLONY WEST
 ± 651.2 ACRES of LAND

prepared for
M.SHERMAN & ASSOCIATES
LAND DEVELOPMENT, LLC

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6' WIDE PEDESTRIAN TRAIL

BAY COLONY WEST

± 651.2 ACRES of LAND

prepared for
M. SHERMAN & ASSOCIATES
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