WESTOVER PARK

Planned Unit Development

503.4 ACRES

Prepared
for
Cypressbrook Development Company

Kerry R. Gilbert & Associates, Inc.
January 8, 2001

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I. INTRODUCTION

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

The Westover Park Planned Unit Development is a mixed-use project located within the City of League City, Texas. The property consists of approximately 503.4 acres of land and is physically located immediately south of F.M. 518, west of Countryside South Subdivision and east of proposed Maple Drive. The Area Location Map located in the Exhibits section of this document illustrates the location of the subject property.

A strong community character will be achieved within the proposed development by creatively mixing land uses, administering high quality architectural and design standards and providing a variety of amenities. Westover Park will provide a wide variety of housing products and price ranges.

II. EXISTING CONDITIONS

SITE DESCRIPTION

Consistent with property in the region, the subject tract is generally flat with elevations ranging from 25.5 feet in the northeast corner to 33.0 feet in the southwest corner. The site is generally void of significant vegetation. Existing physical constraints affecting development of the property include the following:

- A drill site consisting of approximately 4.0 acres is shown in the extreme southwest corner of the property. This represents a proposed relocation of an existing drill site along the southeast property line and is subject to change.

- 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 and drainage facilities.

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 are predominately undeveloped. Countryside South, a single-family residential subdivision, exists along the eastern boundary line of the subject property, near F.M. 518. Magnolia Creek, another single-family residential development is currently under development and is situated adjacent to the southeastern property line of the subject tract. The property to the south and west of the subject property consists of large parcels of land which remain undeveloped at this time.

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

The goals and objectives for Westover Park are outlined below.

Goal	Objective
Community Cohesiveness	Provide compatible and functional land uses for employment, shopping, living, education and recreation activities.
Multiple Housing Options	Provide a variety of housing options, lifestyles and price ranges in identifiable neighborhoods, each with 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 Westover Park 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 employment centers, shopping, and other commercial sites, recreational uses, aesthetic open space, greenbelts, trails and other community and neighborhood amenities.

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

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

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

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

In summary, the planning strategies that will be implemented in Westover Park 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

Westover Park will be comprised of multiple land uses dominated by single-family residential. Other anticipated uses include commercial, elementary school, church, day care, municipal facilities, recreational and open space. The intended uses are illustrated on the Conceptual Master Plan which is located in the Exhibits section of this document.

F.M. 518 and proposed Maple Leaf Drive form the northern and western boundaries of the subject property, respectively. Brittany Bay Boulevard bisects the tract generally in an east/west direction defining the northern and southern segments of the development. The planned non-residential tracts which are being zoned for general commercial (CG) are situated adjacent to these thoroughfares and total approximately 31.5 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 Conceptual Master Plan for Westover Park illustrates a collection of individual residential cells that take their access from the adjoining thoroughfare system. An internal collector spine street, which enters the property from F.M. 518 bisects the northern segment of the development. The collector spine street possesses a 60' right-of-way with generous landscape reserves paralleling both sides of the roadway. A total of 80 feet has been reserved for the landscape/greenbelt along the collector spine street for its entire length. This width will vary along either side (sometimes being split equally (40'/40') to 50'/30', 60'/20', etc.) which will provide variation in the landscape design and street scene. This concept not only allows for the collector spine street to serve as the primary access to the individual neighborhoods via an internal street but also provides the opportunity to implement a strong pedestrian pathway system. The pedestrian pathway system will connect each residential neighborhood with the various activity centers located throughout the community.

In addition to the overall community recreation facilities and pedestrian pathway/greenbelt system, each individual neighborhood will contain its own internal park. These parks range in size from ½ acre to over 2 acres and will be improved uniquely within each neighborhood.

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 6,000 square feet (patio homes) to 10,000 square feet. When complete, it is anticipated that the development will contain between 1200 to 1300 lots. All lot sizes will conform to the League City Subdivision regulations, unless a variance is requested and granted by the League City Planning and Zoning Commission.

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	**70.2**	**14.0%**
Brittany Bay Boulevard	7.9	
Maple Leaf Drive	9.9	
Collector Street	6.5	
Drainage Easements	45.9	
RECREATION / OPEN SPACE	**45.2**	**9.0%**
Recreation Centers	4.9	
Neighborhood Parks	9.4	
Lakes	5.2	
Landscape Reserves	21.7	
Drill Site[1]	4.0	
NONRESIDENTIAL	**31.5**	**6.2%**
Commercial Reserves	15.0	
City Site (Elementary School Site)	16.5	
SINGLE-FAMILY RESIDENTIAL	**356.5**	**70.8%**
TOTALS	**503.4**	**100.0%**

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	15.0 Ac.	General Commercial (CG) **31.5 Ac.**
City Site (Elementary School Site)	16.5 Ac.	
Total CG		
Recreation / Open Space	45.2 Ac.	Single-Family Residential RSF (R·1) **401.7 Ac.**
Single-family Residential	356.5 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 Planning and Zoning Commission.

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

MOBILITY

Westover Park will enjoy superior traffic mobility with the implementation of the planned arterial system.

The site contains a significant amount of frontage along three major arterials which provides generous access to the proposed community and benefits overall traffic circulation in the region as a whole. The property possesses over 1300 feet of frontage along F.M. 518, an existing facility maintained by the Texas Department of Transportation (TxDOT). The property possesses more than 8500 feet (1.6 miles) of frontage along the eastern right-of-way line of proposed Maple Leaf Drive, as well as, over 3,400 feet of frontage along the north and south right-of-way lines for proposed Brittany Bay Boulevard which bisects the tract. Both Maple Leaf Drive and Brittany Bay Boulevard will be constructed in phases as development occurs. However, due to the relatively small amount of non-residential development, access to these roadways will be limited to secondary access to the residential cells and driveway access to the non-residential sites. This will enhance the efficiency of the major arterials that abut or traverse the community.

As previously mentioned, the primary access to the individual residential neighborhoods in the northern segment of the development will be via an internal collector spine street, generally paralleling Maple Leaf Drive. Since no lots have been designed fronting this street, 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 it directly to the adjoining major arterials (F.M. 518, Maple Leaf Drive and Brittany Bay Boulevard.)

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

UTILITIES

A municipal utility district, Galveston County M.U.D. No. 39 ("District"), is in the process of being formed to provide internal utilities for the project.

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 Natural Resource Conservation Commission ("TNRCC") and Jones & Carter, Inc.

- Water Supply. It is anticipated that League City will provide water to the District through a 24" water line.

- Water Distribution System. A properly sized 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 Utilities Plan which is located in the Exhibits section of this document. The pipe, valves and fittings will be of normally accepted materials and design and the proposed construction methods should provide a reliable system with little maintenance for many years.

- Wastewater. The District will construct a one or more lift stations which will flow into a City of League City sanitary sewer manhole located on the north side of F.M. 518. The ultimate required capacity for the lift station is 1,950,000 gallons-per-day (gpd).

- Wastewater Collection System. The proposed wastewater collection system is predominantly a gravity system designed to accommodate normal infiltration and sewage

flows from the Districts customers. Refer to the Conceptual Utilities Plan which is located in the Exhibits section of this document. The proposed pipe material, bedding and manhole design should provide a collection system that requires little maintenance and allows minimum infiltration. A single pump station will be required to deliver the sewage to a sewer manhole which then gravity flows to the regional treatment plant site.

- Storm Drainage System. Magnolia Creek runs through the southern extremity of the District. The District naturally drains toward Magnolia Creek. All of the storm drainage system in the District will complement the proposed concrete curb-and-gutter paved streets, and have a minimum pipe diameter of 24-inches, a minimum flow velocity of three feet per second and an overall design following approved City of League City and Galveston County design criteria. Refer to the Conceptual Utilities Plan which is located in the Exhibits section of this document. The storm sewer collector systems will ultimately outfall into Magnolia Creek. Several offsite drainage improvements will be required to serve the District. A widening of Magnolia Creek will be required by League City to limit the impact of the increased runoff from the District.

- Flood Levels and Potential Flooding. According to FEMA, the 100-year storm runoff in Magnolia Creek is not contained within its banks and effect approximately 100 acres of land adjacent to Magnolia Creek. However, widening Magnolia Creek and routing the drainage channel on the southern end of the property will remove all of the property within the District from the 100 year flood plain with the exception of the channels. Ponding levels in the streets will be designed in accordance with City of League City design criteria and generally will be limited to a minimum of 12 inches above top of curb at any location.

Conceptual plans for water, wastewater and drainage have been prepared for the development by Jones & Carter, Inc. and are illustrated on the Conceptual Utilities Plan located in the Exhibits section within this document.

AMENITIES / OPEN SPACE

Recreation/open space accounts for approximately 9% (±45 acres) of the gross acreage within Westover Park. This excludes any open space or recreation facilities associated with the city tract (16.5 acres) which is likely to be sold to the Clear Creek ISD for an elementary school site.

The overall amenities package for Westover Park will consist of a primary recreation center, a secondary satellite recreation center, individual neighborhood parks and an extensive pedestrian pathway system situated in generous greenbelt/landscape reserves. Improvements will include pools, playground equipment, off-street parking, lakes, benches and pedestrian pathways. The facilities will be maintained by the Homeowners/Maintenance Association to be established.

The initial recreation center will contain approximately 4.9 acres and is located in the northern segment of the development. Another satellite recreation center containing approximately 1.4 acres is planned for the southern segment of the community.

A unique system of individual parks will be developed within each neighborhood of the development. These parks vary in size and will be improved in character with the surrounding neighborhood, some containing small lakes while others provide playgrounds or passive open space.

A comprehensive pedestrian trail system is planned for Westover Park along the major traffic corridors and will connect the single-family residential cells with the various amenities and activity centers located throughout the project.

The pedestrian pathway system, which is illustrated on the Amenity Plan, included within this document, calls for a 6' wide pathway which meanders along the east right-of-way line of the collector spine street and the accompanying landscape reserve for the entire length of the roadway in the northern segment of the project. Additionally, another 6' wide pathway is planned along the south right-of-way line for Brittany Bay Boulevard. 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.

Compliance with the public park dedication requirement will be accomplished by the contribution of the 16.5 acre tract of land designated as the "City Site" on the Conceptual Master Plan, as well as, the payment of $200 per residential lot (based upon the number of lots on the city approved site plan) for the purpose of assisting the City of League City in the construction of a natatorium, wherever within the city it is constructed. Terms of payment are contained in the Utility Agreement, dated June 13, 2000, between Galveston County Municipal Utility District No. 9, Cypress Realty, Inc. and the City of League City.

PHASING / DEVELOPMENT SCHEDULE

It is anticipated that Westover Park will be developed in approximately seven phases over a 6-7 year period. This assumes each phase would contain a sufficient lot supply for approximately 15 months.

The initial phase of development is located at the northernmost part of the project near F.M. 518 and will contain two housing products. Subsequent phases will contain additional housing products. These products will vary in lot size and price range in order to have wide market appeal. The intersection of F.M. 518 and the collector spine 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. A preliminary phasing map which is located in the Exhibits section of this document.

EXHIBITS

Area Location Map

Site Map

Survey

Topography Map

Legal Description

Conceptual Master Plan

Land Use / Zoning Map

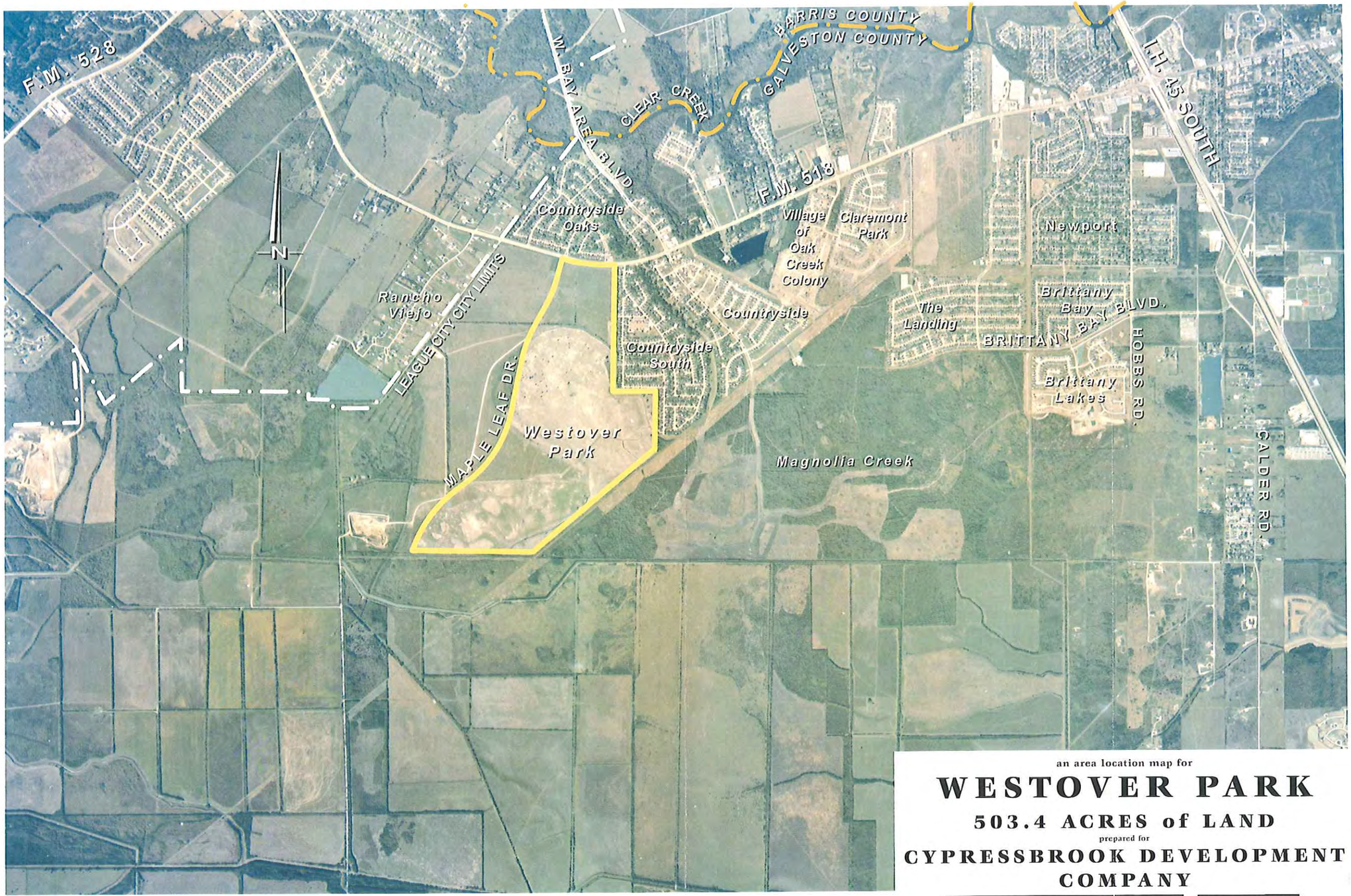
Arterial Plan

Conceptual Utilities Plan

Conceptual Amenities Plan

Preliminary Phasing Map

KERRY R. GILBERT & ASSOCIATES, INC.



an area location map for

WESTOVER PARK

503.4 ACRES of LAND

prepared for

CYPRESSBROOK DEVELOPMENT COMPANY

KERRY R. GILBERT & ASSOCIATES, INC.
Land Planning Consultants
15810 Park Ten Place
Suite 160
Houston, Texas 77084
(281) 579-0340

SCALE: 1"=2000'

JANUARY 8, 2001
KGA #8306-010

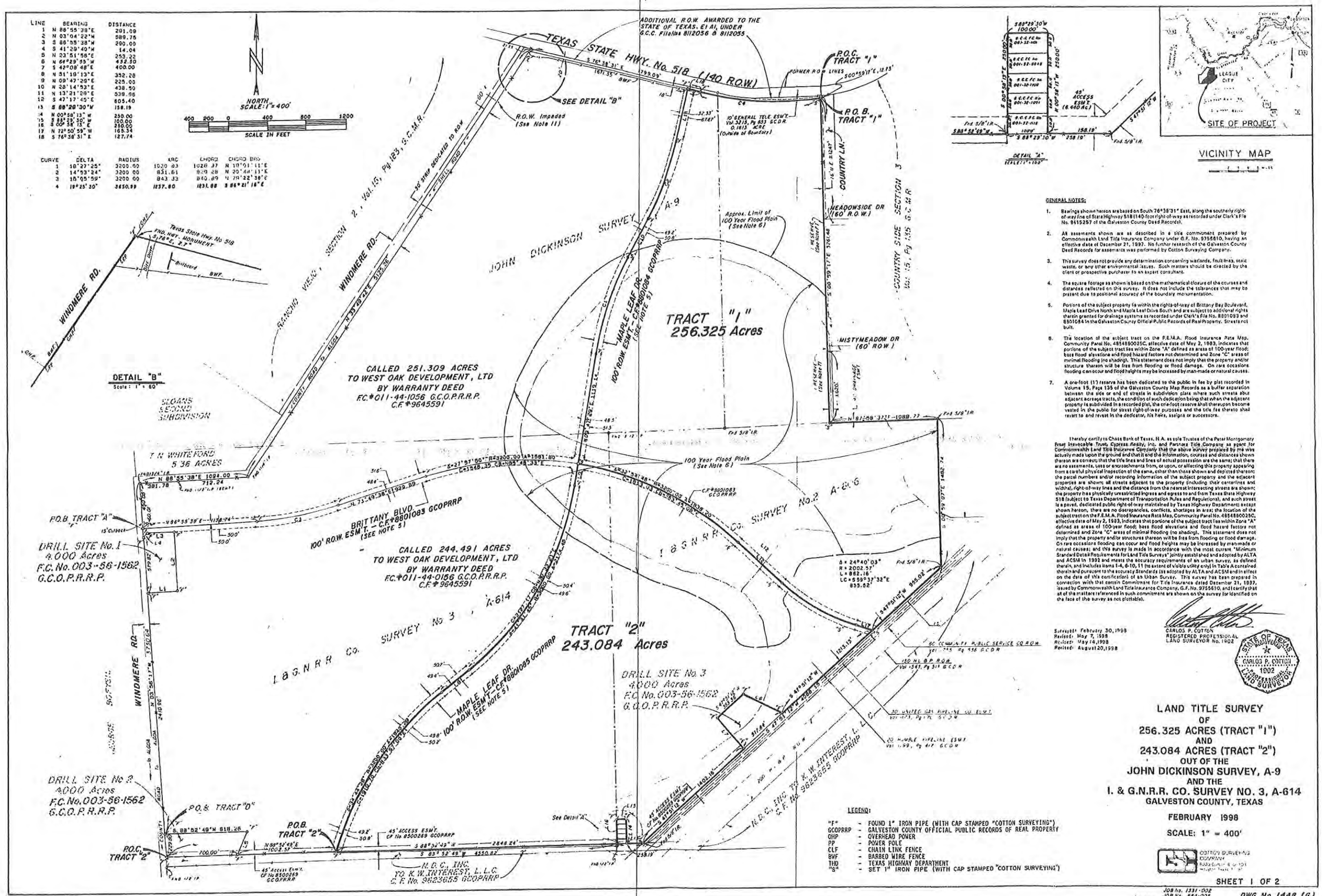
THIS MAP IS FOR PRESENTATION PURPOSES ONLY AND IS SUBJECT TO CHANGE. NO WARRANTIES OR REPRESENTATIONS EXPRESS OR IMPLIED, CONCERNING THE ACTUAL DESIGN, LOCATION, OR CHARACTER OF THE FACILITIES SHOWN ON THIS MAP IS INTENDED.

KERRY R. GILBERT & ASSOCIATES, INC.

S. H. 518
Rancho Viejo
Countryside South
N
WESTOVER PARK
a site map for
WESTOVER PARK
503.4 ACRES of LAND
prepared for
CYPRESSBROOK DEVELOPMENT COMPANY
KERRY R. GILBERT & ASSOCIATES, INC.
Land Planning Consultants
15810 Park Ten Place
Suite 180
Houston, Texas 77084
(281) 575-0340
JANUARY 9, 2001
KGA #3305-010
SCALE: 1" = 1000'
THIS MAP IS FOR PRESENTATION PURPOSES ONLY AND IS SUBJECT TO CHANGE. NO WARRANTIES OR REPRESENTATIONS EXPRESS OR IMPLIED, CONCERNING THE ACTUAL DESIGN, LOCATION, OR CHARACTER OF THE FACILITIES SHOWN ON THIS MAP IS INTENDED.

LINE	BEARING	DISTANCE
1	N 88°55'38"E	291.09
2	N 03°04'22"W	589.75
3	S 88°55'38"W	290.00
4	S 41°29'40"W	14.04
5	N 23°51'56"E	253.22
6	N 64°29'55"W	432.50
7	S 42°08'48"E	400.00
8	N 51°19'13"E	352.28
9	N 09°47'28"E	225.00
10	N 28°14'53"E	438.50
11	N 13°21'28"E	539.06
12	S 42°17'45"E	805.40
13	S 88°29'30"W	158.19
14	N 00°58'13"W	250.00
15	S 88°29'30"W	100.00
16	S 00°58'13"E	250.00
17	N 72°50'59"W	165.34
18	S 76°38'31"E	127.74

CURVE	DELTA	RADIUS	ARC	CHORD	CHORD BRG
1	18°27'25"	3200.00	1030.93	1026.37	N 10°01'11"E
2	14°53'24"	3200.00	831.61	829.28	N 20°44'11"E
3	15°05'59"	3200.00	843.33	840.89	N 29°22'38"E
4	19°25'30"	3650.99	1237.80	1231.88	S 86°21'18"E



GENERAL NOTES:

1. Bearings shown hereon are based on South 76°38'31" East, along the southerly right-of-way line of State Highway 518 (140-foot right-of-way as recorded under Clerk's File No. 9415257 of the Galveston County Deed Records).
2. All easements shown are as described in a title commitment prepared by Commonwealth Land Title Insurance Company under G.F. No. 9755610, having an effective date of December 21, 1997. No further research of the Galveston County Deed Records for easements was performed by Cotton Surveying Company.
3. This survey does not provide any determination concerning wetlands, fault lines, toxic waste, or any other environmental issues. Such matters should be directed by the client or prospective purchaser to an expert consultant.
4. The square footage as shown is based on the mathematical closure of the courses and distances reflected on this survey. It does not include the tolerances that may be present due to positional accuracy of the boundary monumentation.
5. Portions of the subject property lie within the rights-of-way of Brittany Bay Boulevard, Maple Leaf Drive North and Maple Leaf Drive South and are subject to additional rights therein granted for drainage systems as recorded under Clerk's File No. 8801083 and 8801084 in the Galveston County Official Public Records of Real Property. Streets not built.
6. The location of the subject tract on the F.E.M.A. Flood Insurance Rate Map, Community Panel No. 48348500025C, effective date of May 2, 1983, indicates that portions of the subject tract lies within Zone "A" defined as areas of 100-year flood; base flood elevations and flood hazard factors not determined and Zone "C" areas of minimal flooding (no shading). This statement does not imply that the property and/or structure thereon will be free from flooding or flood damage. On rare occasions flooding can occur and flood heights may be increased by man-made or natural causes.
7. A one-foot (1') reserve has been dedicated to the public in fee by plat recorded in Volume 15, Page 135 of the Galveston County Map Records as a buffer separation between the side or end of streets in subdivision plats where such streets abut adjacent acreage tracts, the condition of such dedication being that when the adjacent property is subdivided in a recorded plat, the one-foot reserve shall thereupon become vested in the public for street right-of-way purposes and the title fee thereto shall revert to and revest in the dedicator, his heirs, assigns or successors.

I hereby certify to Chase Bank of Texas, N.A. as sole Trustee of the Peter Montgomery Fesar Irrevocable Trust, Cypress Realty, Inc. and Partners Title Company as agent for Commonwealth Land Title Insurance Company that the above survey prepared by me was actually made upon the ground and that it and the information, courses and distances shown thereon are correct; that the title lines and lines of actual possession are the same; that there are no easements, uses or encroachments from, or upon, or affecting this property appearing from a careful physical inspection of the same, other than those shown and depicted thereon; the parcel numbers and/or recording information of the subject property and the adjacent properties are shown; all streets adjacent to the property (including their centerlines and width), right-of-way lines and the distance from the nearest intersecting streets are shown; the property has physically unrestricted ingress and egress to and from Texas State Highway 518 (subject to Texas Department of Transportation Rules and Regulations), and such street is a paved, dedicated public right-of-way maintained by Texas Highway Department; except shown hereon, there are no discrepancies, conflicts, shortages in area; the location of the subject tract on the F.E.M.A. Flood Insurance Rate Map, Community Panel No. 48348500025C, effective date of May 2, 1983, indicates that portions of the subject tract lies within Zone "A" defined as areas of 100-year flood; base flood elevations and flood hazard factors not determined and Zone "C" areas of minimal flooding (no shading). This statement does not imply that the property and/or structures thereon will be free from flooding or flood damage. On rare occasions flooding can occur and flood heights may be increased by man-made or natural causes; and this survey is made in accordance with the most current "Minimum Standard Detail Requirements for Land Title Surveys" jointly established and adopted by ALTA and ACSM in 1992 and meets the accuracy requirements of an urban survey, as defined therein, and includes items 1-4, 6-10, 11 the extent of visible utility only) in Table A contained therein and pursuant to the accuracy Standards (as adopted by ALTA and ACSM and in effect on the date of this certification) of an Urban Survey. This survey has been prepared in connection with that certain Commitment for Title Insurance dated December 31, 1997, issued by Commonwealth Land Title Insurance Company, G.F. No. 9755610, and I certify that all of the matters referenced in such commitment are shown on the survey (or identified on the face of the survey as not plottable).

Surveyed: February 30, 1998
Revised: May 7, 1998
Revised: May 14, 1998
Revised: August 20, 1998

CARLOS P. COTTON
REGISTERED PROFESSIONAL
LAND SURVEYOR No. 1902

STATE OF TEXAS REGISTERED CARLOS P. COTTON 1902 PROFESSIONAL LAND SURVEYOR

LEGEND:

"F"	-	FOUND 1" IRON PIPE (WITH CAP STAMPED "COTTON SURVEYING")
GCOPRRP	-	GALVESTON COUNTY OFFICIAL PUBLIC RECORDS OF REAL PROPERTY
OHP	-	OVERHEAD POWER
PP	-	POWER POLE
CLF	-	CHAIN LINK FENCE
BWF	-	BARBED WIRE FENCE
THD	-	TEXAS HIGHWAY DEPARTMENT
"S"	-	SET 1" IRON PIPE (WITH CAP STAMPED "COTTON SURVEYING")

LAND TITLE SURVEY
OF
256.325 ACRES (TRACT "1")
AND
243.084 ACRES (TRACT "2")
OUT OF THE
JOHN DICKINSON SURVEY, A-9
AND THE
I. & G.N.R.R. CO. SURVEY NO. 3, A-614
GALVESTON COUNTY, TEXAS

FEBRUARY 1998

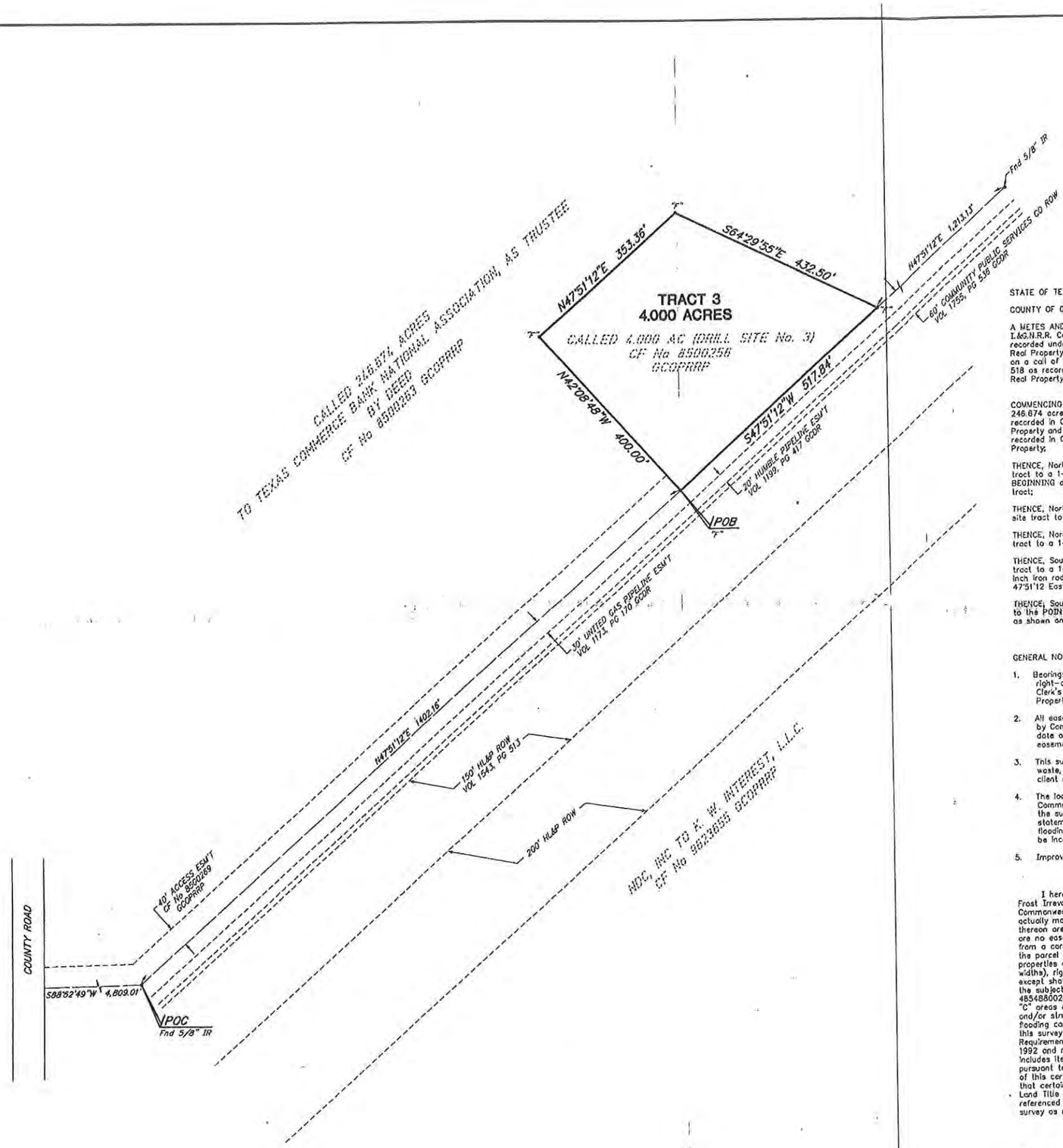
SCALE: 1" = 400'

COTTON SURVEYING COMPANY

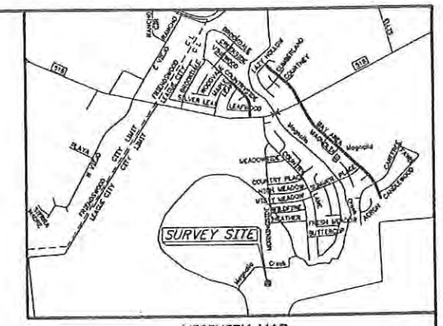
SHEET 1 OF 2

UPDATE
JOB No. 1331-002
JOB No. 884-005
JOB No. 984-004
JOB No. 874-01

DWG. No. 1448 (G)



NORTH
SCALE: 1" = 100'



VICINITY MAP

STATE OF TEXAS §

COUNTY OF GALVESTON §

A METES AND BOUNDS description of a 4.000 acre tract of land being, situated in the I.&G.N.R.R. Co. Survey No. 2, Abstract No. 606. Said 4.000 acre tract being drill site no.3 recorded under Clerks File No 8500256 of the Galveston County Official Public Records of Real Property and being more particularly described as follows with all bearings being based on a call of South 76°38'31" East, along the southeasterly right-of-way of State Highway 518 as recorded under Clerks File No 9415257 Galveston County Official Public Records of Real Property;

COMMENCING at a 5/8-inch iron rod found at the southern most southeast corner of a called 246.674 acre tract to Texas Commerce Bank National Association as Trustee by Deed recorded in Clerk's File NO. 8500263 of the Galveston County Official Public Records of Real Property and being in the north line that certain tract conveyed to K.W.Intrests,L.L.C., by deed recorded in Clerk's File No. 9823655 of the Galveston County Official Public Records of Real Property;

THENCE, North 47°51'12" East, 1402.16 feet along the south line of said 246.674 acre tract to a 1-inch iron pipe (with cap stamped "Cotton Surveying") found for the POINT OF BEGINNING of the herein described tract of land at the southern most corner of said drill site tract;

THENCE, North 42°08'48",West, 400.00 feet along the southwest line of line of said drill site tract to a 1-inch iron pipe (with cap stamped "Cotton Surveying") found;

THENCE, North 47°51'12" East, 353.36 feet along the northwest line of said drill site tract to a 1-inch iron pipe (with cap stamped "Cotton Surveying") found;

THENCE, South 64°29'55" East, 432.50 feet along the northeast line of said drill site tract to a 1-inch iron pipe (with cap stamped "Cotton Surveying") found for from which a 5/8-inch iron rod found at the northern most easterly corner of said 246.674 acre tract bears North 47°51'12 East, 1213.13 feet

THENCE, South 47°51'12" West, 517.84 feet along the south line of said drill site tract to the POINT OF BEGINNING, CONTAINING 4.000 acres of land in Galveston County, Texas, as shown on Drawing No. 3885 in the offices of Cotton Surveying Company, Houston, Texas.

GENERAL NOTES:

1. Bearings shown hereon are based on South 76°38'31" East, along the southerly right-of-way line of State Highway 518 (140-foot right-of-way as recorded under Clerk's File No. 9415257 of the Galveston County Official Public Records of Real Property.
2. All easements shown are as described in a Commitment for Title Insurance prepared by Commonwealth Land Title Company under G.F. No. 9756610, having an effective date of August 5,1998. No further research of the Galveston County Deed Records for easements was performed by Cotton Surveying Company.
3. This survey does not provide any determination concerning wetlands, fault lines, toxic waste, or any other environmental issues. Such matters should be directed by the client or prospective purchaser to an expert consultant.
4. The location of the subject tract on the F.E.M.A. Flood Insurance Rate Map, Community Panel No. 48548800250, effective date of May 2, 1983, indicates that the subject tract lies within Zone "C" areas of minimal flooding (no shading). This statement does not imply that the property and/or structure thereon will be free from flooding or flood damage. On rare occasions flooding can occur and flood heights may be increased by man-made or natural causes.
5. Improvements may exist on subject tract that are not depicted hereon.

I hereby certify to Chase Bank of Texas, N.A. as sole Trustee of the Peter Montgomery Frost Irrevocable Trust, Cypress Realty, Inc. and Partners Title Company as agent for Commonwealth Land Title Insurance Company that the above survey prepared by me was actually made upon the ground and that it and the information, courses and distances shown thereon are correct; that the title lines and lines of actual possession are the same; that there are no easements, uses or encroachments from, or upon, or affecting this property appearing from a careful physical inspection of the same, other than those shown and depicted thereon; the parcel numbers and/or recording information of the subject property and the adjacent properties are shown; all streets adjacent to the property (including their centerlines and widths), right-of-way lines and the distance from the nearest intersecting streets are shown; except shown hereon, there are no discrepancies, conflicts, shortages in area; the location of the subject tract on the F.E.M.A. Flood Insurance Rate Map, Community Panel No. 48548800250, effective date of May 2, 1983, indicates that the subject tract lies within Zone "C" areas of minimal flooding (no shading). This statement does not imply that the property and/or structures thereon will be free from flooding or flood damage. On rare occasions flooding can occur and flood heights may be increased by man-made or natural causes; and this survey is made in accordance with the most current "Minimum Standard Detail Requirements for Land Title Surveys" jointly established and adopted by ALTA and ACSM in 1992 and meets the accuracy requirements of an urban survey, as defined therein, and includes items 1-4, 6-10, 11 (to extent of visible utility only) in Table A contained therein and pursuant to the accuracy Standards (as adopted by ALTA and ACSM and in effect on the date of this certification) of an Urban Survey. This survey has been prepared in connection with that certain Commitment for Title Insurance dated August 5, 1998, issued by Commonwealth Land Title Insurance Company, G.F. No. 9756610, and I certify that all of the matters referenced in such commitment are shown on the survey (or identified on the face of the survey as not plottable).

Surveyed: August 25, 1998
Revised: September 3, 1998

Carlos P. Cotton
Registered Professional Land Surveyor
No. 1902

STATE OF TEXAS
CARLOS P. COTTON
1902
PROFESSIONAL LAND SURVEYOR

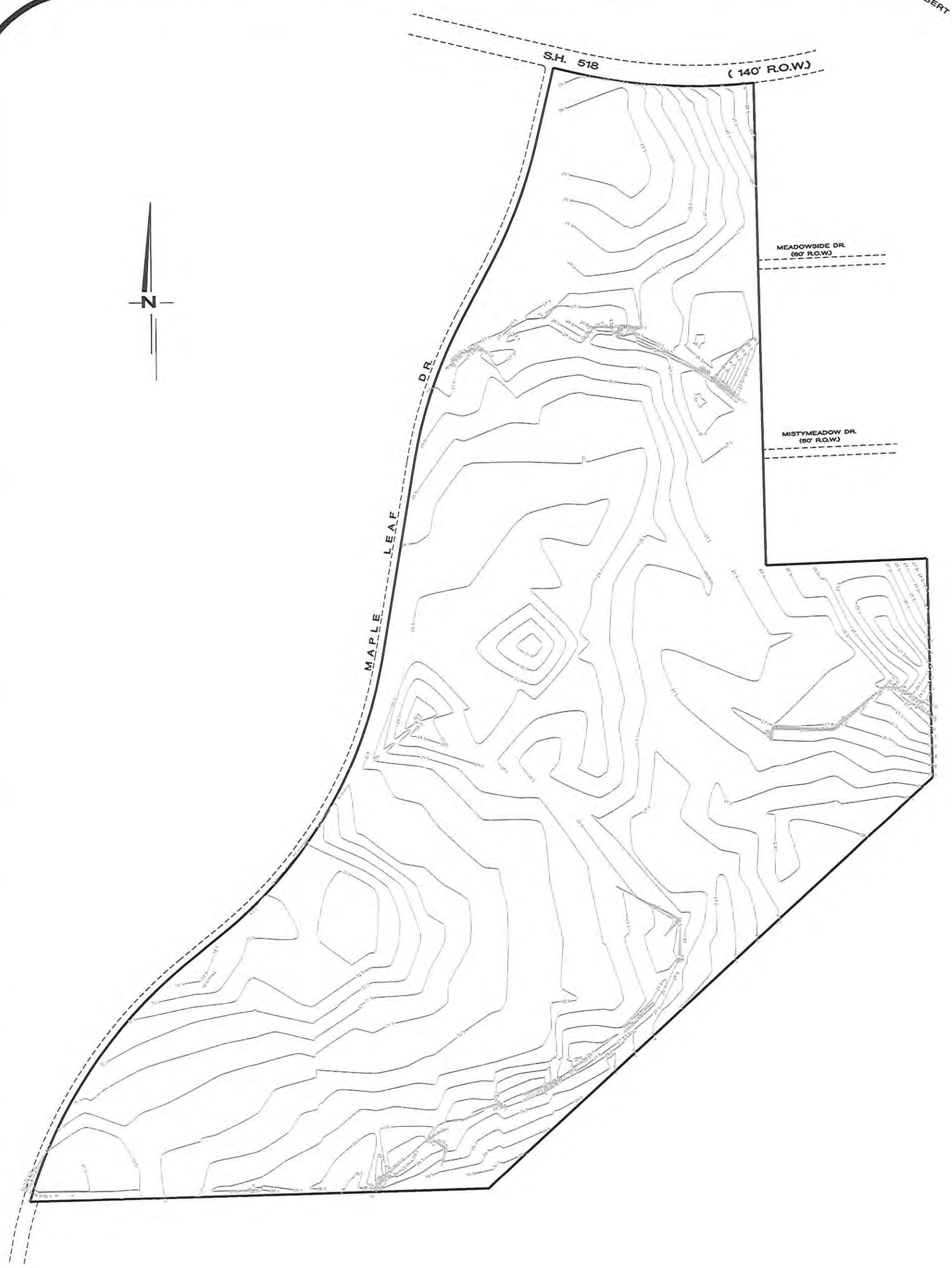
LEGEND

"F"	FOUND 1" IRON PIPE WITH CAP STAMPED "COTTON SURVEYING"
FND	FOUND
IR	IRON ROD
POB	POINT OF BEGINNING
POC	POINT OF COMMENCING
VOL	VOLUME
PG	PAGE
CF No	CLERK'S FILE NUMBER
GCOPRRP	GALVESTON COUNTY OFFICIAL PUBLIC RECORDS OF REAL PROPERTY
GCDR	GALVESTON COUNTY DEED RECORDS

BOUNDARY SURVEY
OF
DRILL SITE NO.3
BEING
4.000 ACRES
OUT OF THE
I.& G.N.R.R. CO. SURVEY No. 2, A-606
GALVESTON COUNTY, TEXAS
AUGUST 1998

COTTON SURVEYING COMPANY
5335 Bellaire, Suite 101
Houston, Texas 77081

KERRY R. GILBERT & ASSOCIATES, INC.



a topographic map for

WESTOVER PARK

503.4 ACRES of LAND

prepared for

CYPRESSBROOK DEVELOPMENT COMPANY

engineer

JONES & CARTER, INC.

NOT TO SCALE

JANUARY 8, 2001

THIS MAP IS FOR PRESENTATION PURPOSES ONLY AND IS SUBJECT TO CHANGE. NO WARRANTIES OR REPRESENTATIONS EXPRESS OR IMPLIED, CONCERNING THE ACTUAL DESIGN, LOCATION, OR CHARACTER OF THE FACILITIES SHOWN ON THIS MAP IS INTENDED.

KERRY R. GILBERT & ASSOCIATES, INC.

THENCE, South 47°51′12″ West, 353.36 feet along the northwest line of said drill site tract to a to point for corner;

THENCE, South 42°08′48″ East, 400.00 feet along the southwest line of said drill site tract to a point for corner in the southeast line of aforementioned 302.1670 acre tract;

THENCE, South 47°51′12″ West, 1402.16 feet along said southeast line to a point for corner;

THENCE, South 88°29′30″ West, 158.19 feet along the north line of the aforementioned strip of land being a portion of that certain tract conveyed from N.D.C., Inc. in deed recorded in Clerk's File No. 9623655 of the Galveston County Official Public Records of Real Property to a point at the southeast corner of that certain parcel of land described under Galveston County Clerk's Film Code No. 001-32-1116;

THENCE, North 00°58′13″ West, 250.00 feet to a point at the northeast corner of that certain parcel of land described under Galveston County Clerk's Film Code No. 001-32-1101;

THENCE, South 88°29′30″ West, 100.00 feet along the north line of said parcel to a point at its northwest corner in the east line of the aforementioned 682.2454 acre tract and west line of the aforesaid 302.1670 acre tract;

THENCE, South 00°58′13″ East, 250.00 feet along said common boundary line to a point at the southwest corner of said 302.1670 acre tract and aforesaid parcel described under Galveston County Clerk's Film Code No. 001-32-1116;

THENCE, South 88°52′49″ West, 2848.24 feet along the north line of the aforementioned strip of land being a portion of the N.D.C., Inc. tract to a point in the right-of-way of Maple Leaf Drive (100 foot right-of-way easement recorded in Clerk's File No. 8801085 of the Galveston County Official Public Records of Real Property);

THENCE, along a line within said of Maple Leaf Drive the following eight (8) courses and distances:

1. In a northeasterly direction, along the arc of a non-tangent curve to the right having a radius of 3200.00 feet, a central angle of 34°44′26″, a long chord bearing North 33°57′00″ East, 1910.70 feet, a total arc length of 1940.29 feet to a point of tangency;

2. North 51°19′13″ East, 352.28 feet to a point of curvature;

3. Along the arc of a tangent curve to the left having a radius of 3000.00 feet, a central angle of 41°31′45″, a long chord bearing North 30°33′21″ East, 2127.17 feet, a total arc length of 2174.46 feet to a point of tangency;

TRACT I
499.409

John Dickinson Survey
Abstract No. 9
I.&G.N.R.R. Co. Survey No. 2
Abstract Nos. 606
I.&G.N.R.R. Co. Survey No. 3
Abstract Nos. 614

4. North 09°47′29″ East, 1344.14 feet to a point of curvature;

5. Along the arc of a tangent curve to the right having a radius of 3200.00 feet, a central angle of 18°27′25″, a long chord bearing North 19°01′11″ East, 1026.37 feet, a total arc length of 1030.83 feet to a point of tangency;

6. North 28°14′53″ East, 438.50 feet to a point of curvature;

7. Along the arc of a tangent curve to the left having a radius of 3200.00 feet, a central angle of 14°53′24″, a long chord bearing North 20°48′11″ East, 829.28 feet, a total arc length of 831.61 feet to a point of tangency;

8. North 13°21′29″ East, 539.96 feet to a point for corner in the existing southerly right-of-way line of aforesaid Texas State Highway No. 518;

THENCE, along said existing southerly right-of-way line of Highway 518 the following two (2) courses and distances:

1. South 76°38′31″ East, 127.74 feet to a point in the arc of a tangent curve to the left;

2. Along the arc of said curve having a radius of 3650.99 feet, a central angle of 19°25′30″, a long chord bearing South 86°21′16″ East, 1231.88 feet, a total arc length of 1237.80 feet to the **POINT OF BEGINNING, CONTAINING** 499.409 acres of land in Galveston County, Texas.

This document was prepared under 22 TAC 663.21, does not reflect the results of an on the ground survey, and is not to be used to convey or establish interests in real property except those rights and interests implied or established by the creation or reconfiguration of the political subdivision for which it was prepared.

Tract 2
4.000 Acres

A **METES AND BOUNDS** description of a 4.000 acre tract of land being, situated in the I.&G.N.R.R. Co. Survey No. 2, Abstract No. 606, Said 4.000 acre tract being drill site no.3 recorded under Clerks File No 8500256 of the Galveston County Official Public Records of Real Property and being more particularly described as follows with all bearings being based on a call of South 76°38′31″ East, along the southeasterly right-of-way of State Highway 518 as recorded under Clerks File No 9415257 Galveston County Official Public Records of Real Property;

COMMENCING at a point at the southern most southeast corner of a called 246.674 acre tract to Texas Commerce Bank National Association as Trustee by Deed recorded in Clerk's File NO. 8500263 of the Galveston County Official Public Records of Real Property and being in the north line that certain tract conveyed to K.W. Interests, L.L.C. by deed recorded in Clerk's File No. 9623655 of the Galveston County Official Public Records of Real Property;

THENCE, North 47°51′12″ East, 1402.16 feet along the south line of said 246.674 acre tract to the **POINT OF BEGINNING** of the herein described tract of land at the southern most corner of said drill site tract;

THENCE, North 42°08′48″,West, 400.00 feet along the southwest line of line of said drill site tract to a point;

THENCE, North 47°51′12″ East, 353.36 feet along the northwest line of said drill site tract to a point;

THENCE, South 64°29′55″ East, 432.50 feet along the northeast line of said drill site tract to a point;

THENCE, South 47°51′12″ West, 517.84 feet along the south line of said drill site tract to the **POINT OF BEGINNING, CONTAINING** 4.000 acres of land in Galveston County, Texas, for a total of 503.409 acres.

This document was prepared under 22 TAC 663.21, does not reflect the results of an on the ground survey, and is not to be used to convey or establish interests in real property except those rights and interests implied or established by the creation or reconfiguration of the political subdivision for which it was prepared.

August 22, 2000
SURV\KKR\M&B\503409.doc

KERRY R. GILBERT & ASSOCIATES, INC.

a conceptual master plan for

WESTOVER PARK

503.4 ACRES of LAND

prepared for

CYPRESSBROOK DEVELOPMENT COMPANY

KERRY R. GILBERT & ASSOCIATES, INC.
Land Planning Consultants
15810 Park Ten Place
Suite 160
Houston, Texas 77084
(281) 579-0340

SCALE
0 150 300 600

JANUARY 8, 2001
KGA #8306-010

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KERRY R. GILBERT & ASSOCIATES, INC.

STATE OF TEXAS §

COUNTY OF GALVESTON §

TRACT I
499.409

John Dickinson Survey
Abstract No. 9
I.&G.N.R.R. Co. Survey No. 2
Abstract Nos. 606
I.&G.N.R.R. Co. Survey No. 3
Abstract Nos. 614

A **METES AND BOUNDS** description of a 499.409 acre tract of land situated in the John Dickinson Survey, Abstract No. 9, the I.&G.N.R.R. Co. Survey No. 3, Abstract No. 614, and the I.&G.N.R.R. Co. Survey No. 2, Abstract No. 606, Galveston County, Texas containing: a) a portion of that certain 682.2454 acre tract conveyed from N.C. Herndon, Jr., Trustee, to P.M. Frost in deed recorded in Volume 2185, Page 598 of the Galveston County Deed Records, and; b) a portion of that certain 302.1670 acre tract conveyed from the James Bute Co. to Texas National Bank of Commerce in deed recorded in Volume 2045, Page 437 of the Galveston County Deed Records. Said 499.409 acre tract being more particularly described as follows with all bearings being based on a call of South 76°38′31″ East, along the southeasterly right-of-way of State Highway 518:

BEGINNING at a point in the intersection of Texas State Highway No. 518 (based on a 140-foot width) and the west line of Country Side Subdivision, Section 3, plat of which is recorded in Volume 15, Page 135 of the Galveston County Map Records, and marking the northern most northeast corner of the herein described tract, being in the northeast line of said 302.1670 acre tract;

THENCE, along the common boundary of said 302.1670 acre tract and said Country Side Section 3, the following three (3) courses and distances:

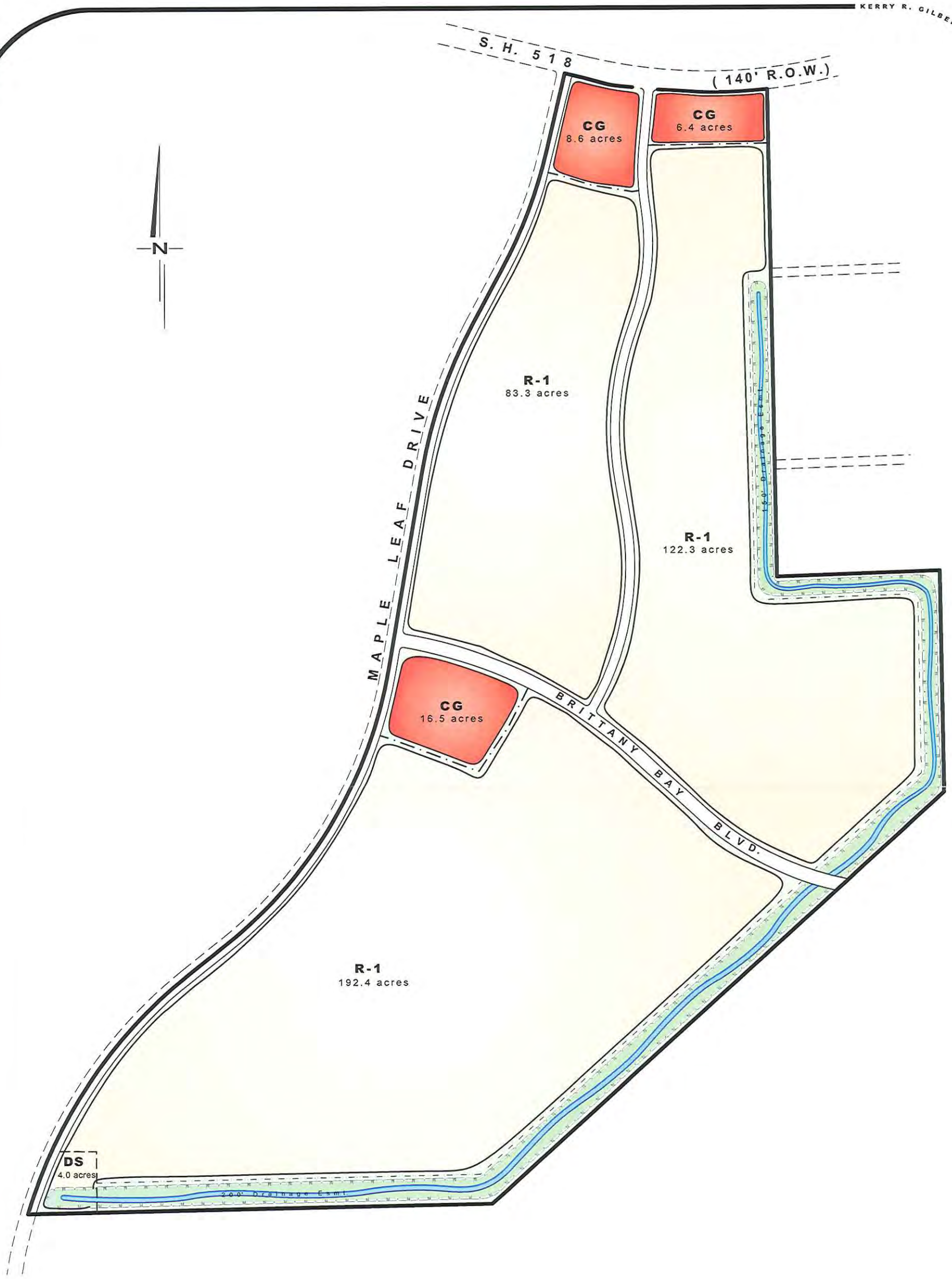
1. South 00°59′17″ East, 3261.48 feet to a point for corner;

2. North 87°58′37″ East, 1088.77 feet to a point for corner;

3. South 00°59′07″ East, at 940.00 feet passing the southwest corner of said Country Side Section 3, continuing for a total distance of 1482.74 feet to a point for corner;

THENCE, South 47°51′12″ West, 2168.15 feet along the southeast line of said 302.1670 acre tract, said line running 15 feet northwest of and parallel with the northwest line of that certain 60 foot wide Community Public Service Co. right-of-way recorded in Volume 1755, Page 536 of the Galveston County Deed Records, to a point for corner;

THENCE, North 64°29′55″ West, 432.50 feet along the northeast line of a 4.00 acre drill site tract to a to a point for corner;



a land use / zoning map for

WESTOVER PARK

503.4 ACRES of LAND

prepared for

CYPRESSBROOK DEVELOPMENT COMPANY

KERRY R. GILBERT & ASSOCIATES, INC.

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

NOT TO SCALE

JANUARY 8, 2001
KGA #8306-010

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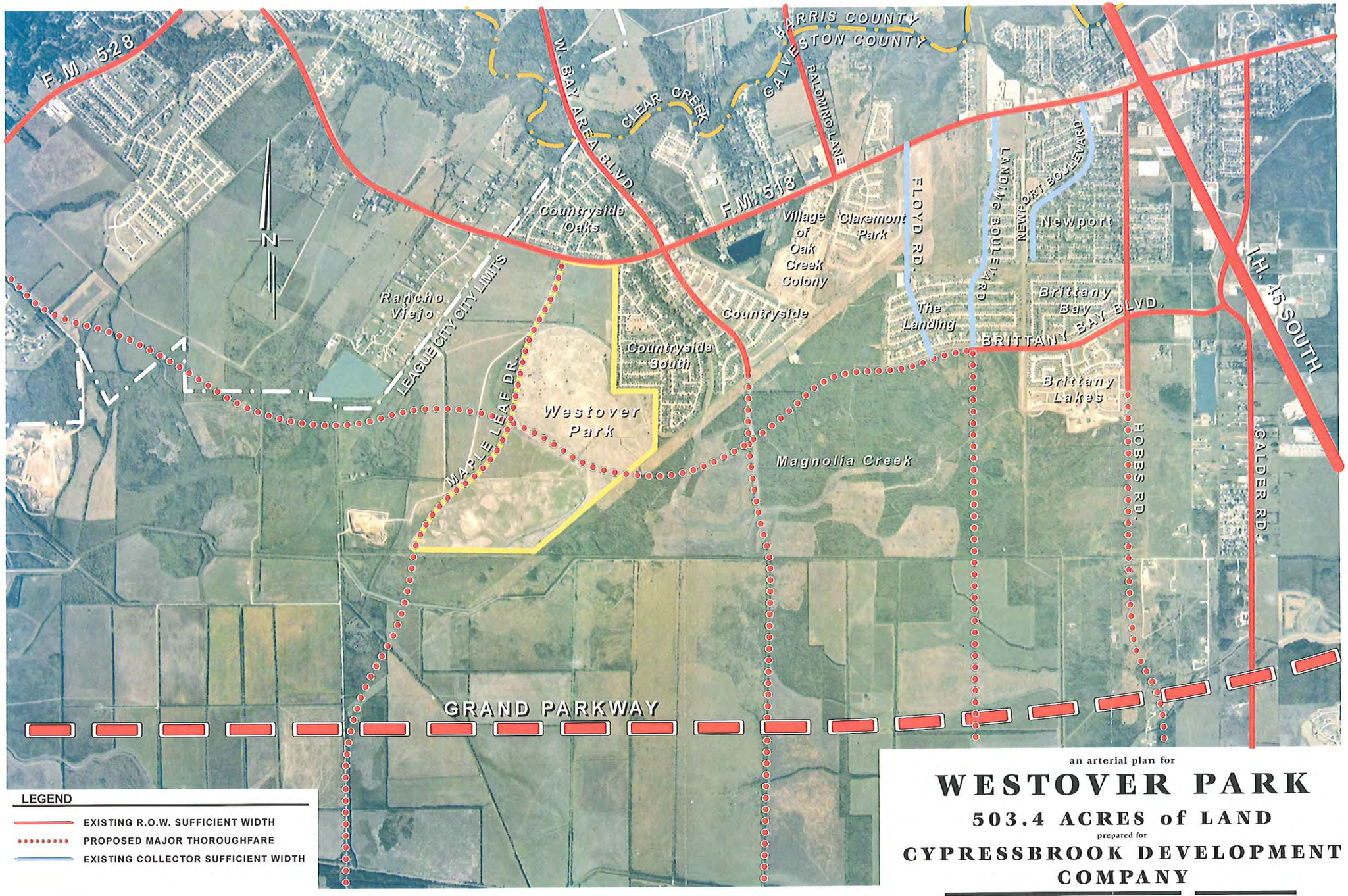

LEGEND

- EXISTING R.O.W. SUFFICIENT WIDTH
- PROPOSED MAJOR THOROUGHFARE
- EXISTING COLLECTOR SUFFICIENT WIDTH

an arterial plan for

WESTOVER PARK

503.4 ACRES of LAND

prepared for

CYPRESSBROOK DEVELOPMENT COMPANY

KERRY R. GILBERT & ASSOCIATES, INC.
Land Planning Consultants
15810 Park Ten Place
Suite 160
Houston, Texas 77084
(281) 579-0340

SCALE: 1"=2000'

JANUARY 8, 2001
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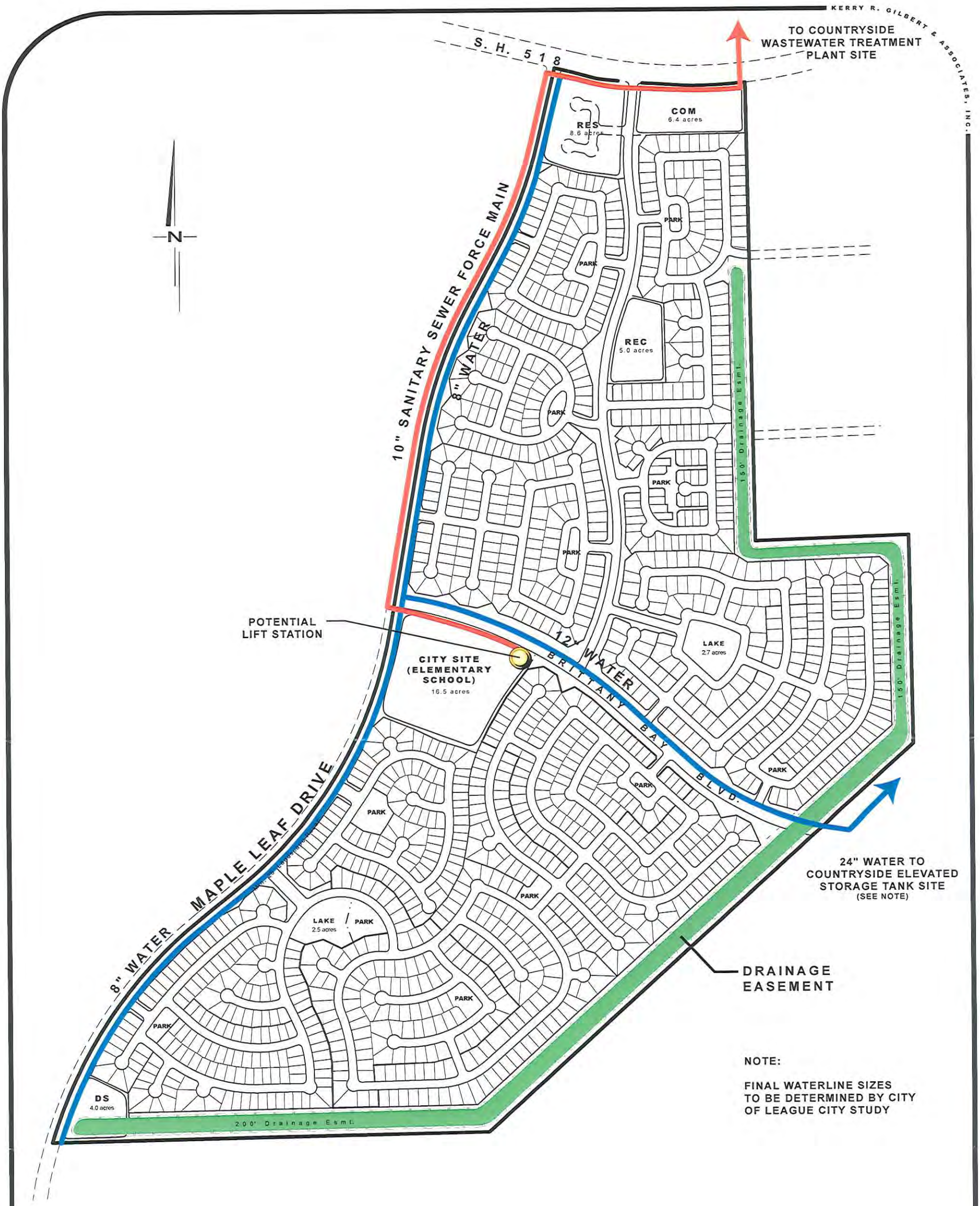

NOTE:

FINAL WATERLINE SIZES TO BE DETERMINED BY CITY OF LEAGUE CITY STUDY

a conceptual utilities plan for

WESTOVER PARK

503.4 ACRES of LAND

prepared for

CYPRESSBROOK DEVELOPMENT COMPANY

engineer

JONES & CARTER, INC.

NOT TO SCALE

JANUARY 8, 2001

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KERRY R. GILBERT & ASSOCIATES, INC.

a conceptual amenities plan for

WESTOVER PARK

503.4 ACRES of LAND

prepared for

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KERRY R. GILBERT & ASSOCIATES, INC.

KERRY R. GILBERT & ASSOCIATES, INC.

	60's	70's	80's	PATIOS
PHASE I	76	61	---	---
PHASE II	74	44	---	65
PHASE III	112	120	50	---
PHASE IV	109	---	51	105
PHASE V	76	101	---	---
PHASE VI	83	96	---	---
PHASE VII	128	---	---	---
TOTAL	658	422	101	170

a phasing plan for

WESTOVER PARK

503.4 ACRES of LAND

prepared for

CYPRESSBROOK DEVELOPMENT COMPANY

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