

AGENDA

CITY OF PEARLAND ♦ CITY COUNCIL

AUGUST 10, 2015

6:30 p.m.

MAYOR
Tom Reid

Tony Carbone
Mayor Pro-Tem
Position No. 1

COUNCIL MEMBERS

Derrick Reed
Position No. 2



Gary Moore
Position No. 3

Keith Ordeneaux
Position No. 4

Greg Hill
Position No. 5

Jon R. Branson
Deputy City Manager

Clay Pearson
City Manager

Trent Epperson
Assistant City Manager

Darrin Coker
City Attorney

Young Lorfing, TRMC
City Secretary

In accordance with the Texas Open Meeting Act the Agenda is posted for public information, at all times, for at least 72 hours preceding the scheduled time of the meeting on the bulletin board located at the front entrance of the City Hall, 3519 Liberty Drive.



CITY COUNCIL AGENDA
CITY OF PEARLAND
REGULAR COUNCIL MEETING
MONDAY, AUGUST 10, 2015 | 6:30 P.M.
COUNCIL CHAMBERS | PEARLAND CITY HALL | 3519 LIBERTY DRIVE
281.652.1600

- I. CALL TO ORDER**
- II. INVOCATION AND THE PLEDGE OF ALLEGIANCE TO THE UNITED STATES OF AMERICA FLAG AND TEXAS FLAG**
- III. ROLL CALL:** Mayor Reid, Mayor Pro-Tem Carbone, Councilmembers Moore, Reed, Ordeneaux, and Hill.
- IV. CITIZEN COMMENTS:** In order to hear all citizen comments at a reasonable hour, the City Council requests that speakers respect the three-minute time limit for individual comments and the five-minute time limit for an individual speaking on behalf of a group. This is not a question-answer session, however, it is an opportunity to voice your thoughts with City Council.
- V. PUBLIC HEARING:** None
- VI. CONSENT AGENDA:**

All items listed under the “Consent Agenda” are considered to be routine and require little or no deliberation by the City Council. These items will be enacted/approved by one motion unless a councilmember requests separate action on an item, in which event the item will be removed from the Consent Agenda and considered by separate action (*VI. matters removed from Consent Agenda*). Approval of the Consent Agenda enacts the items of legislation.

A. Consideration and Possible Action – Approval Of Minutes:

- 1. Minutes of the June 29, 2015, Special Meeting, held at 7:00 p.m.
- 2. Minutes of the July 20, 2015, Special Meeting, held at 7:00 p.m.

- B. **Consideration and Possible Action** – Excuse the absence of Councilmember Greg Hill from the Regular Council Meeting held on July 27, 2015.
- C. **Consideration and Possible Action – Resolution No. R2015-130** – A Resolution of the City Council of the City of Pearland, Texas, accepting the City’s Investment Report for the quarter ending June 2015.
- D. **Consideration and Possible Action – Resolution No. R2015-134** – A Resolution of The City Council of the City of Pearland, Texas, adopting an Amended Investment Policy, Investment Strategy and approved Brokers in accordance with Chapter 2256 of the Government Code (“Public Funds Investment Act”).

VIII. NEW BUSINESS:

- 1. **Consideration and Possible Action – Resolution No. R2015-132** – A Resolution of Appreciation for Councilmember Scott Sherman to recognize his contributions and service as Councilmember Pos. 2.
- 2. **Consideration and Possible Action – Second and Final Reading of Ordinance No. 2000M-128** – An Ordinance of the City Council of the City of Pearland, Texas, amending Ordinance No. 2000M, the zoning map of the City of Pearland, Texas, for the purpose of changing the classification of certain real property, being 1.749 acres (currently 0.9 acres due to right-of-way dedication, etc.) acres of land being a certain parcel of ground together with all the buildings and improvements being a portion of No. 2 Southern Trails Commercial No. 1, H.T. and B.R.R Company Survey, Section 84, A-538, City of Pearland, Brazoria County, Texas (**generally located on the south side of Broadway Street, between Windward Bay Drive to the west and Kinglsey Drive to the east**), Zone Change 2014-20Z; a request of BGE Kerry R. Gilbert and Associates, applicant; on behalf of CL Ashton Woods, LP., owner; for approval of a change in zoning to amend the **Southern Trails Planned Development (PD), from an overlay zoning district which allows for Civic/Church uses to General Business (GB) uses, with restrictions on permitted uses**; on approximately 0.9 acres of land of the total 522.62 acres, providing for an amendment of the zoning district map; containing a savings clause, a severability clause and an effective date and other provisions related to the subject, providing for an amendment of the zoning district map; containing a savings clause, a severability clause and an effective date and other provisions related to the subject.

3. **Consideration and Possible Action – First Reading of Ordinance No. 2000T-18** – An Ordinance of the City Council of the City of Pearland, Texas, amending selected provisions of the Unified Development Code of the City; regarding automobile related uses in BP- 288, OP, NS,GB, and GC zones, and undergrounding requirement for electrical utilities; having a savings clause, a severability clause, and a repealer clause; providing for codification, publication and an effective date.
4. **Consideration and Possible Action – Resolution No. R2015-136** – A Resolution of the City Council of the City of Pearland, Texas, authorizing the City Manager or his designee to enter into a Reimbursement Agreement with the Pearland Economic Development Corporation and a Letter Financing Agreement with the Lower Kirby Pearland Management District for the design and construction of Kirby Ditch Improvements Lateral Ditch No. 1 Project.
5. **Consideration and Possible Action – Resolution No. R2015-137** – A Resolution of the City Council of the City of Pearland, Texas, authorizing the Lower Kirby Pearland Management District (“District”) to issue and sell bonds for certain road improvement projects (Hooper Road and North Spectrum between Kirby Drive and Hooper Road) in the District.
6. **Consideration and Possible Action – Resolution No. R2015-133** – A Resolution granting the consent of the City Council of the City of Pearland, Texas, consenting to the annexation of property, generally located at the intersection of FM 518 at Roy Road, into Harris County Municipal Utility District No. 509.
7. **Consideration and Possible Action Resolution No. R2015-122** – A Resolution granting the consent of the City Council of the City of Pearland, Texas, consenting to the annexation of property, generally located at the intersection of Barry Rose Road at Pearland Parkway, into Harris County Municipal Utility District No. 509.
8. **Consideration and Possible Action Resolution No R2015-123** – A Resolution of the City Council of the City of Pearland, Texas, authorizing the City Manager or his designee to enter into a First Amended Utility Agreement with Harris County Municipal Utility District No. 509.
9. **Council Input and Discussion: Fiscal Year 2016 Budget** – Workshop #2 – Effective Tax Rate, Five-Year CIP for General Government, Future Bond Referendum Scenarios and Debt Service Fund Five-Year Forecast.

IX. MAYOR/COUNCIL ISSUES FOR FUTURE CITY COUNCIL AGENDAS

OTHER BUSINESS: None.

X. ADJOURNMENT

This site is accessible to disabled individuals. For special assistance, please call Young Lorfin at 281.652.1840 prior to the meeting so that appropriate arrangements can be made.

All agenda supporting documents are available at pearlandtx.gov

MINUTES OF A SPECIAL MEETING OF THE CITY COUNCIL OF THE CITY OF PEARLAND, TEXAS, HELD ON MONDAY, JUNE 29, 2015, AT 7:00 P.M., IN THE COUNCIL CHAMBERS, CITY HALL, 3519 LIBERTY DRIVE, PEARLAND, TEXAS.

Mayor Reid called the meeting to order at 8:07 p.m. with the following present:

Mayor	Tom Reid
Mayor Pro-Tem	Tony Carbone
Councilmember	Derrick Reed
Councilmember	Keith Ordeneaux
Councilmember	Greg Hill
City Manager	Clay Pearson
City Attorney	Darrin Coker
City Secretary	Young Lorfing

Absent: Councilmember Gary Moore.

Others in attendance: Claire Bogard Finance Director; Jon Branson Deputy City Manager; Matt Buchanan President of Pearland Economic Development Corporation; J.C. Doyle Police Chief; Michelle Graham Director of Parks and Recreation; Bonita Hall Director of Human Resource; Lata Krishnarao Director of Community Development; Sue Polka Director of Engineering; Vance Riley Fire Chief; Eric Wilson Public Works Director; Sparkle Anderson Communications Manager; Skipper Jones Assistant Director of Capital Projects; Richard Mancilla Assistant City Engineer; John McCarter Management Assistant; Daniel McGhinnis Chief Information Officer; Jennifer Huhn Municipal Court Administrator/Court Clerk.

CALL TO ORDER

PURPOSE OF THE MEETING:

Council Action – Resolution No. R2015-114 – A Resolution of the City Council of the City of Pearland, renewing the employee health insurance benefits for stop loss and administration services with Cigna, awarding the employee dental insurance benefits to Aetna, and awarding the employee vision plan benefits to Vision Benefits of America for fiscal year 2015-2016.

Mayor Pro-Tem Carbone made the motion, seconded by Councilmember Hill, to approve Resolution No. R2015-114 as amended.

Director of Human Resource Bonita Hall stated the City underwent an open, competitive request for proposal (RFP) process for its health plan administration, prescription benefits manager, stop loss insurance, fully insured dental and fully insured vision insurance programs for the plan year beginning October 1, 2015. The purpose of this agenda item is to provide results of this process including recommended plan design, funding and strategies for the 2015 – 2016 fiscal plan year.

IPS Advisor Representative Brent Weegar gave an overview of the specifics along with making recommendations regarding the health plan.

Discussion ensued between Council and IPS Advisor Representative Brent Weegar regarding the benchmark percentages and enrollment profile.

Mayor Pro-Tem Carbone stated based on the Council Retreat he expected to see a number of solid proposals.

Assistant City Manager Jon Branson stated it was opened up for request for proposals (RFP) and staff evaluated what was received. From a financial standpoint it did not make sense to recommend any changes from what the City is currently doing.

IPS Advisor Representative Brent Weegar explained the evaluation of the request for proposals (RFP) received.

Discussion ensued between Council and IPS Advisor Representative Brent Weegar regarding the benchmark percentages, a contract with Airrosti and what it provides for the employees, and Cigna's MDLive Telephonic medicine program.

Kelsey Seybold Representative John stated Kelsey Seybold is actively exploring the Telephonic medicine capability within their electronic medical record system. The system Kelsey Seybold has today is leading edge within all electronic medical record systems throughout the country. He further stated as part of that application Kelsey has the telephonic medicine capability that we are evaluating to see how best Kelsey can input it in the system. He stated it is not currently active today.

IPS Advisor Representative Brent Weegar gave an explanation of the Working Spouses provision.

Councilmember Ordeneaux stated personally he does not want to see the Health Savings Account (HSA) plan change. He stated he would like to see more employees enter into the HSA plan. He further stated he would like to know how the Working Spouses provision would be implemented.

Assistant City Manager Jon Branson stated what has hurt the City over the last couple of years are large claims. He stated not the majority of the population, but a percentage. That is why the costs have gone up. He further stated the reason for the physical verses the Biometric Screening is the employee will go for the Biometric Screening, receive their results, and most employees will not do anything to better their results. He stated if the employee goes to the doctor for a physical then there is active medical management, and that will benefit the employee and City long term.

Discussion ensued between Council and IPS Advisor Representative Brent Weegar regarding how the City would implement the Working Spouses provision, and the employee participation of the Health Savings Account (HSA) plan.

Mayor Pro-Tem Carbone stated he is not a big fan of cutting the contributions to the Health Savings Account (HSA) plan. He further stated he would like to take away the Working Spouses provision, he does not think it would be a huge benefit for the City. He stated he understands action needs to be taken tonight, but before Council sees the complete budget he would need to see more details and the numbers reworked.

Discussion ensued between Council and IPS Advisor Representative Brent Weegar regarding the stop loss for the Health Savings Account (HAS) plan.

Councilmember Reed stated he needs to see more Health Savings Account (HSA) percentages, and the paperwork showing other options. He further stated he would like to see the Working Spouses provision taken out.

City Manager Clay Pearson stated Council can amend the motion, and remove the Working Spouses provision and modify the Health Savings Account (HSA).

Mayor Pro-Tem Carbone made the motion to amend the motion, seconded by Councilmember Hill to keep the current 70% plan with the reduction in the Health Savings Account (HSA), and remove the Working Spouses provision.

Voting "Aye" Councilmembers Carbone, Reed, Ordeneaux, and Hill.

Voting "No" None.

Motion Passed 4 to 0, with Councilmember Moore absent.

Mayor Reid called for the vote on the original motion as amended.

Voting "Aye" Councilmembers Reed, Ordeneaux, Hill, and Carbone.

Voting "No" None.

Motion Passed 4 to 0, with Councilmember Moore absent.

Council Input and Discussion – Review and Discussion on Fiscal Year 2015 year-end projections and recommended revised Fiscal Year 2015 budget.

City Manager Clay Pearson reported City staff will be submitting for Council consideration and approval a revised budget for the 2014-2015 fiscal year based on fiscal year 2015 year-end projections at the July 13th City Council meeting for first consideration. This revised budget is based on revenue and expenditure projections for the fiscal year completed as part of the fiscal year 2016 budget process.

Director of Finance Claire Bogard gave an overview of the fiscal year 2015 year-end projections.

Mayor Pro-Tem Carbone stated he would like to see the actual debt service payment for Series 2014 bonds verses the Enterprise Resource Planning (ERP) expenses.

Director of Finance Claire Bogard stated she would get the information for Mayor Pro-Tem Carbone.

Mayor Pro-Tem Carbone thanked the Director of Finance Claire Bogard and her staff for the presentation.

Executive Session under Texas Government Code

Council adjourned into Executive Session under Texas Government Code at 9:49 p.m. to discuss the following:

- 1. Section 551.074 – Personnel Matters –** Regarding appointments to the Boards and Commissions.

Council returned from Executive Session at 10:10 p.m.

ADJOURNMENT

Meeting was adjourned at 10:11 p.m.

Minutes approved as submitted and/or corrected this the _____ day of _____, A.D. 2015.

Tom Reid
Mayor

ATTEST:

Young Lorfing, TRMC
City Secretary

MINUTES OF A SPECIAL MEETING OF THE CITY COUNCIL OF THE CITY OF PEARLAND, TEXAS, HELD ON MONDAY, JULY 20, 2015 AT 7:00 P.M., IN THE COUNCIL CHAMBERS, CITY HALL, 3519 LIBERTY DRIVE, PEARLAND, TEXAS.

Mayor Reid called the meeting to order at 7:31 p.m. with the following present:

Mayor	Tom Reid
Mayor Pro-Tem	Tony Carbone
Councilmember	Derrick Reed
Councilmember	Gary Moore
Councilmember	Keith Ordeneaux
Councilmember	Greg Hill
City Manager	Clay Pearson
City Attorney	Darrin Coker
City Secretary	Young Lorfing

Others in attendance: Jon Branson Deputy City Manager; Trent Epperson Assistant City Manager; Lata Krishnarao Director of Community Development; Sparkle Anderson Communications Manager.

Executive Session under Texas Government Code

Council adjourned into Executive Session under Texas Government Code at 7:33 p.m. to discuss the following:

- 1. Section 551.087 – Consultation with City Attorney –** Regarding Economic Development Negotiations.

Council returned from Executive Session at 8:06 p.m.

ADJOURNMENT

Meeting was adjourned at 8:08 p.m.

Minutes approved as submitted and/or corrected this the _____ day of _____, A.D. 2015.

Tom Reid
Mayor

ATTEST:

Young Lorfing, TRMC
City Secretary

**AGENDA REQUEST
BUSINESS OF THE CITY COUNCIL
CITY OF PEARLAND, TEXAS**

AGENDA OF:	08/10/2015	ITEM NO.:	Resolution No. R2015-130
DATE SUBMITTED:	7/20/2015	DEPT. OF ORIGIN:	Finance
PREPARED BY:	Rick Overgaard	PRESENTOR:	Rick Overgaard
REVIEWED BY:	Jon R. Branson	REVIEW DATE:	August 4, 2015
SUBJECT: Resolution 2015-130 - A Resolution of the City Council of the City of Pearland, Texas, accepting the City's Investment Report for the quarter ending June 2015.			
EXHIBITS: Resolution 2015- June 2015 Investment Report			
FUNDING:			
<input type="checkbox"/> Grant <input type="checkbox"/> Developer/Other <input type="checkbox"/> Cash <input type="checkbox"/> Bonds To Be Sold <input type="checkbox"/> Bonds- Sold <input type="checkbox"/> L/P - Sold <input type="checkbox"/> L/P - To Be Sold			
EXPENDITURE REQUIRED:N/A		AMOUNT BUDGETED:N/A	
AMOUNT AVAILABLE:		PROJECT NO.:	
ACCOUNT NO			
ADDITIONAL APPROPRIATION REQUIRED:			
ACCOUNT NO.:			
PROJECT NO.:			
To be completed by Department:			
X Finance	X Legal	Ordinance	X Resolution

EXECUTIVE SUMMARY

BACKGROUND

The Public Funds Investment Act (PFIA), Texas Government Code 2256 and the City's Investment Policy require that an Investment Report be presented to City Council no less than quarterly. The report, as presented, incorporates the requirements of PFIA, including detailed listing of purchases, sales, description of each security and management summary.

POLICY/GOAL CONSIDERATION

To achieve safety of principal, adequate liquidity to meet cash needs, and reasonable yields commensurate with the preservation of principal and liquidity. In keeping with Fiscally Responsible Strategic Priority.

All funds will be invested in compliance with all state and local statutes and all Governmental Accounting Standards Board Statements, and related financial accounting standards.

FINANCIAL INFORMATION

The City's portfolio totals \$97.5 million, down \$13.6 million from the March 2015 report. The decrease is primarily from operating expenditures. The portfolio has an average yield to maturity for the quarter of .46%, which is higher than the City's average agency note benchmark of .30%, equivalent to the weighted average maturity of the portfolio, and higher than the 1 year T-Bill benchmark of .25% for the quarter. At June 30, 2015 the portfolio composition was 62% in cash, 20% in CDs and 18% in agency notes.

June 2015 quarter-end highlights are included below, along with September, December, and March for comparative purposes.

	September 2014	December 2014	March 2015	June 2015
Beginning Book Value	\$ 85,261,339	\$ 84,725,083	\$ 116,770,464	\$111,147,223
Ending Book Value	\$ 84,725,083	\$ 116,770,464	\$ 111,147,223	\$97,513,348
Change in Portfolio	\$ (536,256)	\$ 32,045,381	\$ 5,623,241	\$ (13,633,875)
Interest Earned	\$ 105,226	\$ 105,363	\$ 119,075	\$116,520
Weighted Average Maturity	344 Days	276 Days	277 Days	324 Days
Yield to Maturity	.48%	.42%	.42%	.46%
One Year T-Bill Benchmark	.13%	.15%	.22%	.25%
Agency Benchmark	.16%	.20%	.21%	.30%
Portfolio Composition:				
Cash	58%	72%	68%	62%
CD	19%	16%	18%	20%
Agency Notes	23%	12%	14%	18%

Also, as a comparison, Texpool, the State local government investment pool, is yielding .06% with a weighted average maturity of 67 days. The full report is attached. The staff investment committee met on August ____, 2015 to review the report.

RECOMMENDED ACTION

Consideration and approval of Resolution 2015 – 130 , a Resolution of the City Council of the City of Pearland, Texas, accepting the City's Investment Report for the quarter ending June 2015.



**City of Pearland
Quarterly Investment Report
March 31, 2015 to June 30, 2015**

EXHIBIT A



This report is prepared for the City of Pearland in accordance with Chapter 2256 of the Public Funds Investment Act (PFIA). Section 2256.023 (a) of the PFIA states that "Not less than quarterly, the investment officer shall prepare and submit to the governing body of the entity a written report of the investment transactions for all funds covered by this chapter for the preceding reporting period." This report is signed by the Investment Officer and includes the disclosures required in the PFIA.

Month	Market Value	Book Value	Unrealized Gain/Loss	YTM @ Cost	Treasury 1 Year	Interest Earned	Days To Maturity
4/30/2015	105,568,077.72	105,372,135.68	195,942.04	0.44	0.23	37,828.83	306
5/31/2015	101,398,212.46	101,199,407.48	198,804.98	0.45	0.24	40,444.22	308
6/30/2015	97,610,931.68	97,513,348.22	97,583.46	0.51	0.28	38,246.93	361
Total / Average	101,525,740.62	101,361,630.46	164,110.16	0.46	0.25	116,519.98	324

Claire Bogard 7-22-15
 Claire Bogard, Finance Director Date

[Signature] 7/20/15
 Rick Overgaard, Assistant Finance Director Date

Carrie Ditta 7-20-15
 Carrie Ditta, Accounting Supervisor Date

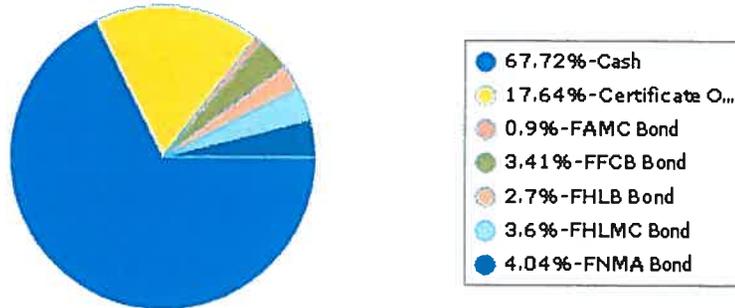


City of Pearland Distribution by Security Type - Book Value City

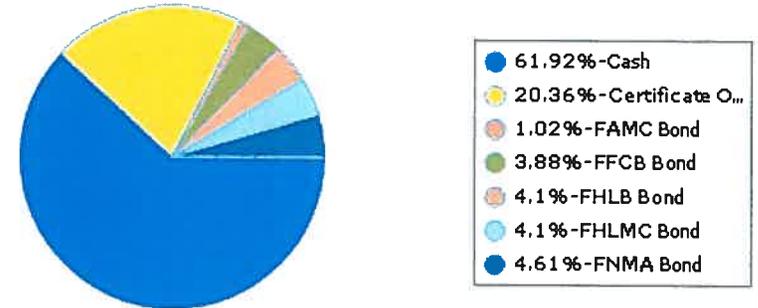
Begin Date: 3/31/2015, End Date: 6/30/2015

Security Type Allocation				
Security Type	Book Value 3/31/2015	% of Portfolio 3/31/2015	Book Value 6/30/2015	% of Portfolio 6/30/2015
Cash	75,270,543.36	67.72	60,384,649.80	61.92
Certificate Of Deposit	19,601,044.83	17.64	19,852,660.48	20.36
FAMC Bond	998,458.12	0.90	998,566.86	1.02
FFCB Bond	3,788,836.07	3.41	3,787,795.49	3.88
FHLB Bond	3,000,764.61	2.70	4,000,556.35	4.10
FHLMC Bond	3,996,020.23	3.60	3,995,943.81	4.10
FNMA Bond	4,491,556.27	4.04	4,493,175.43	4.61
Total / Average	111,147,223.49	100.00	97,513,348.22	100.00

Portfolio Holdings as of 3/31/2015



Portfolio Holdings as of 6/30/2015



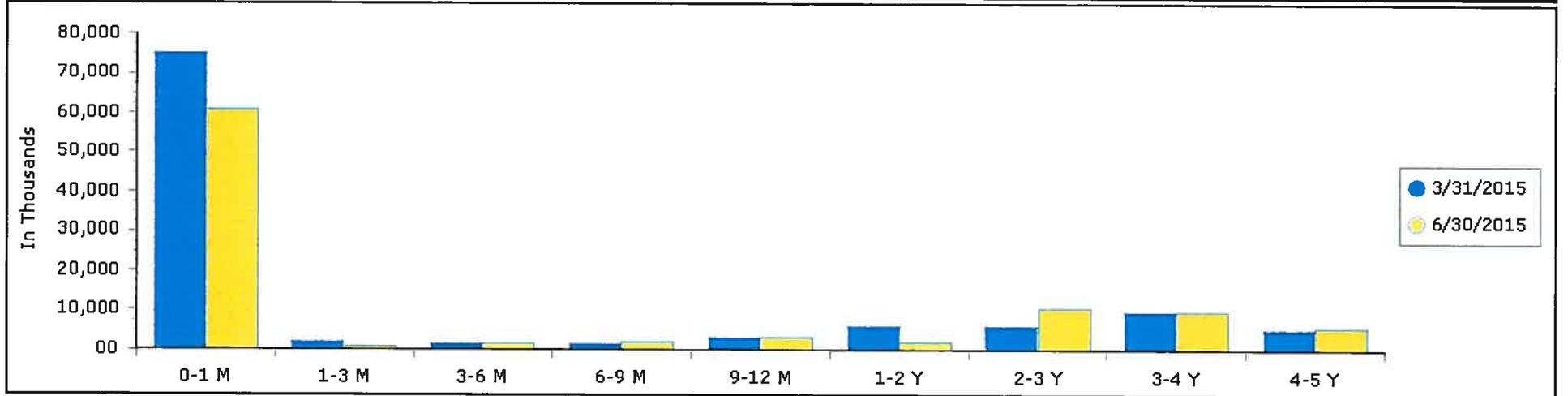


City of Pearland Distribution by Maturity Range - Book Value City

Begin Date: 3/31/2015, End Date: 6/30/2015

Maturity Range Allocation				
Maturity Range	Book Value 3/31/2015	% of Portfolio 3/31/2015	Book Value 6/30/2015	% of Portfolio 6/30/2015
0-1 Month	75,270,543.36	67.72	60,880,649.80	62.43
1-3 Months	2,236,044.83	2.01	1,004,948.86	1.03
3-6 Months	1,500,866.11	1.35	1,740,660.48	1.79
6-9 Months	1,492,000.00	1.34	2,240,192.68	2.30
9-12 Months	3,240,267.89	2.92	3,232,000.00	3.31
1-2 Years	6,209,000.00	5.59	2,232,000.00	2.29
2-3 Years	5,981,549.81	5.38	10,451,646.56	10.72
3-4 Years	9,721,951.49	8.75	9,988,249.84	10.24
4-5 Years	5,495,000.00	4.94	5,743,000.00	5.89
Total / Average	111,147,223.49	100.00	97,513,348.22	100.00

Portfolio Holdings



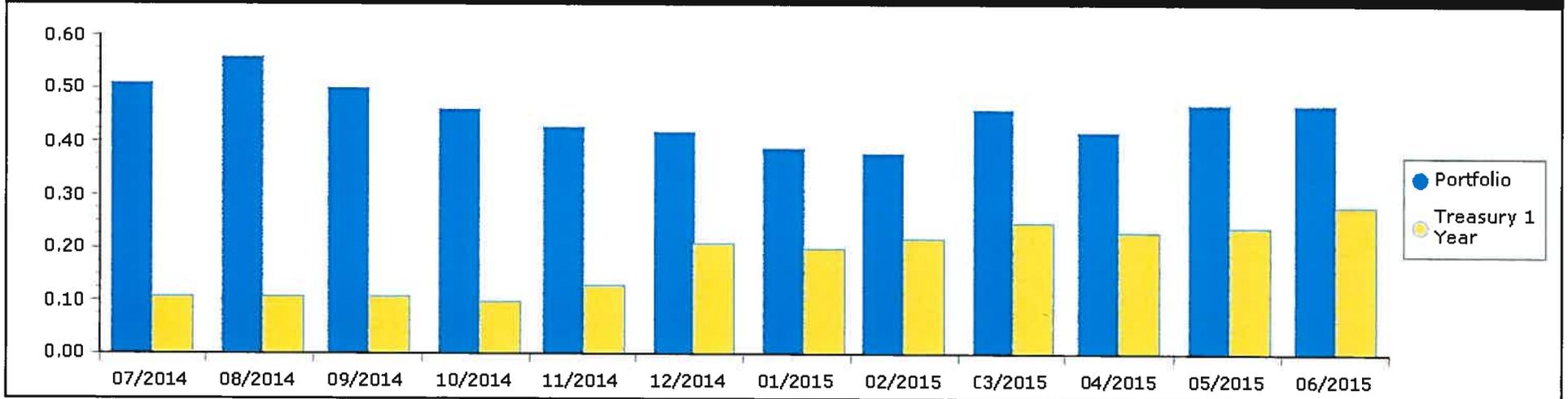


City of Pearland Total Rate of Return - Book Value by Month City

Begin Date: 7/31/2014, End Date: 6/30/2015

Month	Beginning BV + Accrued Interest	Interest Earned During Period-BV	Realized Gain/Loss-BV	Investment Income-BV	Average Capital Base-BV	TRR-BV	Annualized TRR-BV	Treasury 1 Year
7/31/2014	85,308,434.38	35,639.56	0.00	35,639.56	83,970,442.50	0.04	0.51	0.11
8/31/2014	83,452,369.63	36,360.53	0.00	36,360.53	77,818,355.95	0.05	0.56	0.11
9/30/2014	72,318,240.52	33,241.64	0.00	33,241.64	79,225,155.63	0.04	0.50	0.11
10/31/2014	84,809,719.57	34,801.13	0.00	34,801.13	90,135,349.61	0.04	0.46	0.10
11/30/2014	93,138,983.16	33,574.18	0.00	33,574.18	93,610,284.55	0.04	0.43	0.13
12/31/2014	95,339,029.49	36,988.14	0.00	36,988.14	106,882,498.41	0.03	0.42	0.21
1/31/2015	116,816,482.20	39,107.74	0.00	39,107.74	120,505,050.64	0.03	0.39	0.20
2/28/2015	124,334,653.20	37,352.71	0.00	37,352.71	117,406,189.50	0.03	0.38	0.22
3/31/2015	112,172,556.75	42,615.01	140.62	42,755.63	112,015,809.89	0.04	0.46	0.25
4/30/2015	111,229,526.74	37,828.83	0.00	37,828.83	108,073,382.82	0.04	0.42	0.23
5/31/2015	105,463,282.04	40,444.22	0.00	40,444.22	103,056,388.55	0.04	0.47	0.24
6/30/2015	101,276,838.35	38,246.93	0.00	38,246.93	98,226,587.76	0.04	0.47	0.28

Annualized TRR-BV





City of Pearland Portfolio Holdings by Security Type City

Date: 6/30/2015

Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Cash								
Wells Fargo Cash		7/21/2010	296,369.84	100.00	296,369.84	0.3%	None	1
WF9871	296,369.84	0.09	296,369.84	0.09		0.00	None	0
Wells Fargo Sweep Cash		12/31/2007	2,919,239.65	100.00	2,919,239.65	2.99%	None	1
WFSWEEP	2,919,239.65	0.09	2,919,239.65	0.09		0.00	None	0
Wells Fargo Sweep Cash		10/30/2008	3,990,697.94	100.00	3,990,697.94	4.09%	None	1
WFSWEEP	3,990,697.94	0.09	3,990,697.94	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	2,977,949.63	100.00	2,977,949.63	3.05%	None	1
WFSWEEP	2,977,949.63	0.09	2,977,949.63	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	9,565,450.09	100.00	9,565,450.09	9.81%	None	1
WFSWEEP	9,565,450.09	0.09	9,565,450.09	0.09		0.00	None	0
Wells Fargo Sweep Cash		12/1/2006	501,225.62	100.00	501,225.62	0.51%	None	1
WFSWEEP	501,225.62	0.09	501,225.62	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	732,771.58	100.00	732,771.58	0.75%	None	1
WFSWEEP	732,771.58	0.09	732,771.58	0.09		0.00	None	0
Wells Fargo Sweep Cash		8/31/2006	28,794.46	100.00	28,794.46	0.03%	None	1
WFSWEEP	28,794.46	0.09	28,794.46	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	7,114,442.52	100.00	7,114,442.52	7.3%	None	1
WFSWEEP	7,114,442.52	0.09	7,114,442.52	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	450,753.89	100.00	450,753.89	0.46%	None	1
WFSWEEP	450,753.89	0.09	450,753.89	0.09		0.00	None	0
Wells Fargo Sweep Cash		2/1/2013	622,984.29	100.00	622,984.29	0.64%	None	1
WFSWEEP	622,984.29	0.09	622,984.29	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	89,098.68	100.00	89,098.68	0.09%	None	1
WFSWEEP	89,098.68	0.09	89,098.68	0.09		0.00	None	0



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Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Wells Fargo Sweep Cash		5/31/2006	191,136.55	100.00	191,136.55	0.2%	None	1
WFSWEEP	191,136.55	0.09	191,136.55	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	-123,287.33	100.00	-123,287.33	-0.13%	None	1
WFSWEEP	-123,287.33	0.09	-123,287.33	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	211,867.56	100.00	211,867.56	0.22%	None	1
WFSWEEP	211,867.56	0.09	211,867.56	0.09		0.00	None	0
Wells Fargo Sweep Cash		9/15/2009	43,887.11	100.00	43,887.11	0.05%	None	1
WFSWEEP	43,887.11	0.09	43,887.11	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	45,604.64	100.00	45,604.64	0.05%	None	1
WFSWEEP	45,604.64	0.09	45,604.64	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	72,048.87	100.00	72,048.87	0.07%	None	1
WFSWEEP	72,048.87	0.09	72,048.87	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	10,751,202.42	100.00	10,751,202.42	11.03%	None	1
WFSWEEP	10,751,202.42	0.09	10,751,202.42	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	546,897.06	100.00	546,897.06	0.56%	None	1
WFSWEEP	546,897.06	0.09	546,897.06	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	1,460,078.68	100.00	1,460,078.68	1.5%	None	1
WFSWEEP	1,460,078.68	0.09	1,460,078.68	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	118,727.25	100.00	118,727.25	0.12%	None	1
WFSWEEP	118,727.25	0.09	118,727.25	0.09		0.00	None	0
Wells Fargo Sweep Cash		10/14/2014	-5,438.22	100.00	-5,438.22	-0.01%	None	1
WFSWEEP	-5,438.22	0.09	-5,438.22	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	26,634.79	100.00	26,634.79	0.03%	None	1
WFSWEEP	26,634.79	0.09	26,634.79	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	41,893.46	100.00	41,893.46	0.04%	None	1
WFSWEEP	41,893.46	0.09	41,893.46	0.09		0.00	None	0



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CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Wells Fargo Sweep Cash		5/31/2006	57,062.45	100.00	57,062.45	0.06%	None	1
WFSWEEP	57,062.45	0.09	57,062.45	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	77,722.74	100.00	77,722.74	0.08%	None	1
WFSWEEP	77,722.74	0.09	77,722.74	0.09		0.00	None	0
Wells Fargo Sweep Cash		12/1/2009	3,410.03	100.00	3,410.03	0%	None	1
WFSWEEP	3,410.03	0.09	3,410.03	0.09		0.00	None	0
Wells Fargo Sweep Cash		9/1/2007	136,565.89	100.00	136,565.89	0.14%	None	1
WFSWEEP	136,565.89	0.09	136,565.89	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	85,569.17	100.00	85,569.17	0.09%	None	1
WFSWEEP	85,569.17	0.09	85,569.17	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	14,545,990.17	100.00	14,545,990.17	14.92%	None	1
WFSWEEP	14,545,990.17	0.09	14,545,990.17	0.09		0.00	None	0
Wells Fargo Sweep Cash		6/30/2006	1,759,570.76	100.00	1,759,570.76	1.8%	None	1
WFSWEEP	1,759,570.76	0.09	1,759,570.76	0.09		0.00	None	0
Wells Fargo Sweep Cash		9/15/2010	263,287.09	100.00	263,287.09	0.27%	None	1
WFSWEEP	263,287.09	0.09	263,287.09	0.09		0.00	None	0
Wells Fargo Sweep Cash		4/15/2012	607,251.62	100.00	607,251.62	0.62%	None	1
WFSWEEP	607,251.62	0.09	607,251.62	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2012	-15.11	100.00	-15.11	0%	None	1
WFSWEEP	-15.11	0.09	-15.11	0.09		0.00	None	0
Wells Fargo Sweep Cash		9/30/2013	240,343.38	100.00	240,343.38	0.25%	None	1
WFSWEEP	240,343.38	0.09	240,343.38	0.09		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	189,682.39	100.00	189,682.39	0.19%	None	1
WFSWEEP	189,682.39	0.09	189,682.39	0.09		0.00	None	0
Wells Fargo Sweep Cash		10/31/2006	59,973.75	100.00	59,973.75	0.06%	None	1
WFSWEEP	59,973.75	0.09	59,973.75	0.09		0.00	None	0



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Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Wells Fargo Sweep Cash		12/31/2007	-312,795.56	100.00	-312,795.56	-0.32%	None	1
WFSWEEP	-312,795.56	0.09	-312,795.56	0.09		0.00	None	0
Sub Total Cash	60,384,649.80	0.09	60,384,649.80	0.09	60,384,649.80	61.91%	0.00	0
Certificate Of Deposit								
1st Source Bank 1.2 7/17/2018		6/26/2015	248,000.00	99.26	246,175.96	0.25%	None	1113
33646CEY6	248,000.00	1.20	248,000.00	1.45	32.61	-1,824.04	None	3.48
1st Source Bank 1.5 11/18/2019		4/17/2015	248,000.00	99.43	246,591.61	0.25%	None	1602
33646CEQ3	248,000.00	1.50	248,000.00	1.62	754.19	-1,408.39	None	4.25
1st United Bank FL 0.7 5/9/2016		11/8/2013	248,000.00	100.42	249,037.14	0.25%	None	314
33741TAU5	248,000.00	0.70	248,000.00	0.21	99.88	1,037.14	None	0.86
Americanwest Bank 0.8 1/25/2017		7/25/2014	248,000.00	100.17	248,431.27	0.25%	None	575
030590DS9	248,000.00	0.80	248,000.00	0.69	847.96	431.27	None	1.56
Bank of the Pacific 1.25 7/30/2018		1/29/2015	248,000.00	100.53	249,318.86	0.25%	None	1126
06425BBN8	248,000.00	1.25	248,000.00	1.07	1,290.96	1,318.86	None	3.02
Bank United 1.2 11/21/2017		11/21/2014	248,000.00	99.94	247,840.54	0.25%	None	875
066519AF6	248,000.00	1.20	248,000.00	1.23	326.14	-159.46	None	2.36
Bankwest, Inc. 1.5 1/3/2020		3/4/2015	248,000.00	99.87	247,685.78	0.25%	None	1648
06652CFA4	248,000.00	1.50	248,000.00	1.53	275.18	-314.22	None	4.36
BARCLAYS BANK DELAWARE 1.95 5/7/2019		5/6/2014	248,000.00	100.55	249,363.75	0.25%	None	1407
06740KGU5	248,000.00	1.95	248,000.00	1.80	715.46	1,363.75	None	3.72
Belmont Savings Bank 1.85 12/23/2019		12/23/2014	248,000.00	100.04	248,101.43	0.25%	None	1637
080515BD0	248,000.00	1.85	248,000.00	1.84	87.99	101.43	None	4.32
BMW Bank 2.1 6/19/2020		6/19/2015	248,000.00	98.79	244,998.21	0.25%	None	1816
05580ABX1	248,000.00	2.10	248,000.00	2.36	156.95	-3,001.79	None	4.74



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CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
CALUSA NATIONAL BANK 0.5 9/22/2016		5/23/2014	248,000.00	100.24	248,590.74	0.25%	None	450
13151TAX4	248,000.00	0.50	248,000.00	0.31	27.18	590.74	None	1.22
Capital One Bank USA 1.1 11/19/2019		11/19/2014	248,000.00	100.22	248,554.03	0.25%	None	1603
140420QX1	248,000.00	1.10	248,000.00	1.05	313.91	554.03	None	4.29
Cardinal Bank 0.5 5/17/2016		5/17/2013	248,000.00	100.34	248,849.40	0.25%	None	322
CD14147VDM5	248,000.00	0.50	248,000.00	0.11	44.16	849.40	None	0.88
Carolina Alliance Bank 1.05 7/31/2017		7/30/2014	248,000.00	100.03	248,077.87	0.25%	None	762
14376RAK3	248,000.00	1.05	248,000.00	1.04	0.00	77.87	None	2.06
Cathay Bank 0.75 3/21/2016		9/20/2013	248,000.00	100.41	249,008.12	0.25%	None	265
CD149159JE6	248,000.00	0.75	248,000.00	0.19	50.96	1,008.12	None	0.72
CDARS 0.5 12/17/2015		12/18/2014	500,000.00	100.00	500,000.00	0.51%	None	170
1017356077	500,000.00	0.50	500,000.00	0.50	1,328.77	0.00	None	0.47
CDARS 0.5 6/16/2016		6/18/2015	500,000.00	100.00	500,000.00	0.51%	None	352
1017961604	500,000.00	0.50	500,000.00	0.50	82.19	0.00	None	0.96
CDARS 0.9 6/16/2016		6/19/2014	500,000.00	100.00	500,000.00	0.51%	None	352
1016754591	500,000.00	0.90	500,000.00	0.90	4,635.62	0.00	None	0.96
Cedar Rapids Bank & Trust 1.5 10/30/2019		1/30/2015	248,000.00	100.52	249,278.94	0.25%	None	1583
150517CJ7	248,000.00	1.50	248,000.00	1.38	295.56	1,278.94	None	4.19
Celtic Bank 0.6 6/28/2016		6/28/2013	248,000.00	100.34	248,852.38	0.25%	None	364
CD15118RJD0	248,000.00	0.60	248,000.00	0.25	8.15	852.38	None	0.99
Charter Bank 1.7 2/25/2020		2/25/2015	248,000.00	99.58	246,952.70	0.25%	None	1701
161164BE7	248,000.00	1.70	248,000.00	1.80	57.75	-1,047.30	None	4.48
Cit Bank Salt Lake 2.1 11/19/2019		11/19/2014	248,000.00	99.44	246,598.80	0.25%	None	1603
17284C3Z5	248,000.00	2.10	248,000.00	2.24	599.28	-1,401.20	None	4.2
College Savings Bank 0.55 6/20/2016		6/19/2013	248,000.00	100.33	248,827.82	0.25%	None	356
CD19443PAP4	248,000.00	0.55	248,000.00	0.21	37.37	827.82	None	0.97



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CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Colonial Virginia Bank 0.55 6/24/2016 CD196121AM9	248,000.00	6/25/2013 0.55	248,000.00	100.33 0.21	248,827.33 22.42	0.25% 827.33	None None	360 0.98
Comenity Capital Bank 1.7 5/28/2018 20033AJL1	248,000.00	11/26/2014 1.70	248,000.00	100.05 1.68	248,133.67 46.20	0.25% 133.67	None None	1063 2.84
Commercial Bank Ala Mich 1.5 3/29/2019 201282GV6	248,000.00	6/30/2015 1.50	248,000.00	99.25 1.71	246,139.01 0.00	0.25% -1,860.99	None None	1368 3.73
Community National Bank Interest 1.25 4/4/2018 20375WAM6	248,000.00	4/4/2014 1.25	248,000.00	100.36 1.12	248,901.98 738.90	0.25% 901.98	None None	1009 2.72
ConnectOne Bank 1.55 7/30/2018 20786AAM7	248,000.00	1/30/2014 1.55	248,000.00	100.74 1.30	249,839.91 0.00	0.25% 1,839.91	None None	1126 3.01
Continental Bank 1.25 5/25/2018 211163EN6	248,000.00	11/26/2014 1.25	248,000.00	99.86 1.30	247,643.13 305.75	0.25% -356.87	None None	1060 2.86
DeWitt Bank and Trust 0.5 6/20/2016 CD241888BT2	248,000.00	6/24/2013 0.50	248,000.00	100.34 0.15	248,849.90 33.97	0.25% 849.90	None None	356 0.97
Discover Bank 2 2/25/2020 254672JA7	248,000.00	2/25/2015 2.00	248,000.00	99.60 2.09	247,016.18 1,698.63	0.25% -983.82	None None	1701 4.44
Enterprise B&T Co 0.4 2/4/2016 29367ACU5	248,000.00	2/25/2015 0.40	248,000.00	100.01 0.38	248,034.72 70.66	0.25% 34.72	None None	219 0.59
Evergreen Bank 1.2 6/29/2018 300185CY9	248,000.00	6/29/2015 1.20	248,000.00	99.27 1.44	246,198.78 8.15	0.25% -1,801.22	None None	1095 2.95
Far East National Bank Los Angeles 1 3/31/2017 307327EK8	248,000.00	3/31/2014 1.00	248,000.00	100.21 0.88	248,528.98 0.00	0.25% 528.98	None None	640 1.74
Farm Bureau Bank 0.5 12/23/2015 307660HH6	248,000.00	12/23/2013 0.50	248,000.00	100.21 0.06	248,521.79 23.78	0.25% 521.79	None None	176 0.48



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Description CUSIP	Face Amount / Shares	Settlement Date YTM @ Cost	Cost Value Book Value	Market Price YTM @ Market	Market Value Accrued Interest	% Portfolio Unre. Gain/Loss	Credit Rating Credit Rating	Days To Call/Maturity Duration To Maturity
Farmers & Merchants Bank 1.45 9/25/2018-14 308862DD0	248,000.00	4/25/2014 1.45	248,000.00	99.54 1.60	246,851.51 49.26	0.25% -1,148.49	None None	117 3.16
Fidelity Homestead Savings Bank New Orleans 0.6 11 31617CAD5	248,000.00	3/28/2014 0.60	248,000.00	100.44 0.29	249,082.27 8.15	0.25% 1,082.27	None None	517 1.41
FIRST BANK HIGHLAND PARK 1.85 5/7/2019-14 319141BL0	248,000.00	5/7/2014 1.85	248,000.00	100.00 1.85	248,008.43 678.77	0.25% 8.43	None None	38 3.73
First Bank McComb MS 1.5 2/28/2019 319234AJ9	248,000.00	6/30/2015 1.50	248,000.00	99.59 1.62	246,977.25 0.00	0.25% -1,022.75	None None	1339 3.56
First Capital Bank 1.4 8/6/2019 31944FBK5	248,000.00	4/6/2015 1.40	248,000.00	99.50 1.53	246,768.68 228.30	0.25% -1,231.32	None None	1498 3.98
First Eagle National Bank 1.45 11/21/2018 32008JAM5	248,000.00	11/21/2014 1.45	248,000.00	99.91 1.48	247,770.85 394.08	0.25% -229.15	None None	1240 3.32
First National Bank 1.6 3/19/2018 CD32115CBE7	248,000.00	9/18/2013 1.60	248,000.00	101.04 1.21	250,586.89 119.58	0.25% 2,586.89	None None	993 2.66
First National Bank ORD NEB 0.8 11/18/2016 32116RAC8	248,000.00	11/18/2013 0.80	248,000.00	100.66 0.32	249,641.76 233.73	0.25% 1,641.76	None None	507 1.38
First State Bank - Un Cty Tenn 0.45 12/23/2015 336472EJ0	248,000.00	12/23/2013 0.45	248,000.00	100.05 0.35	248,119.78 21.40	0.25% 119.78	None None	176 0.48
Flushing Bank New York 0.95 3/31/2017 34387AAH2	248,000.00	3/31/2014 0.95	248,000.00	100.13 0.88	248,315.46 0.00	0.25% 315.46	None None	640 1.74
Fox Chase Bank 0.65 6/27/2016 CD35137QAN4	248,000.00	6/27/2013 0.65	248,000.00	100.33 0.31	248,825.34 13.25	0.25% 825.34	None None	363 0.99
Goldman Sachs Bank 2 2/25/2020 38148JLL3	248,000.00	2/25/2015 2.00	248,000.00	99.60 2.09	247,016.18 1,698.63	0.25% -983.82	None None	1701 4.44



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CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
GUARANTY B&T 1.35 5/29/2018		5/29/2014	248,000.00	99.67	247,190.03	0.25%	None	1064
400820BJ4	248,000.00	1.35	248,000.00	1.47	18.35	-809.97	None	2.86
JP Morgan Bank 1 2/6/2019		2/6/2015	248,000.00	100.09	248,223.70	0.25%	None	1317
48125TU86	248,000.00	1.00	248,000.00	0.97	978.41	223.70	None	3.53
Kansas State Bank 0.8 10/31/2016		10/30/2013	248,000.00	100.68	249,678.96	0.25%	None	489
485382DV4	248,000.00	0.80	248,000.00	0.29	0.00	1,678.96	None	1.33
Luana Savings Bank 1.25 6/19/2018		12/19/2014	248,000.00	99.89	247,725.46	0.25%	None	1085
549103QQ5	248,000.00	1.25	248,000.00	1.29	93.42	-274.54	None	2.92
Machias Savings Bank 1.65 2/6/2020		2/6/2015	248,000.00	100.35	248,857.58	0.25%	None	1682
554479DS1	248,000.00	1.65	248,000.00	1.57	269.06	857.58	None	4.43
Mahopac Bank 1.45 7/30/2019		1/30/2015	248,000.00	100.56	249,381.86	0.25%	None	1491
560160AQ6	248,000.00	1.45	248,000.00	1.31	1,487.66	1,381.86	None	3.96
Manufacturers & Traders Trust 1.2 6/25/2018		6/24/2015	248,000.00	99.41	246,526.63	0.25%	None	1091
564759QV3	248,000.00	1.20	248,000.00	1.38	48.92	-1,473.37	None	2.94
Marlin Business Bank 0.55 6/14/2016		6/14/2013	248,000.00	100.33	248,825.59	0.25%	None	350
CD57116AGF9	248,000.00	0.55	248,000.00	0.20	59.79	825.59	None	0.95
MB Financial Bank 0.4 3/4/2016		3/4/2015	248,000.00	100.00	247,987.85	0.25%	None	248
55266CLH7	248,000.00	0.40	248,000.00	0.41	70.66	-12.15	None	0.68
Medallion Bank UT 0.4 11/3/2015		5/3/2013	248,000.00	100.17	248,412.67	0.25%	None	126
CD58403BB62	248,000.00	0.40	248,000.00	-0.09	157.63	412.67	None	0.34
Merchant & Manufacturing Bank 0.35 8/7/2015		2/7/2014	248,000.00	100.03	248,082.83	0.25%	None	38
588339DD0	248,000.00	0.35	248,000.00	0.03	54.70	82.83	None	0.1
Mizuho Bank 0.4 2/25/2016		2/25/2015	248,000.00	99.94	247,850.46	0.25%	None	240
60688MKH6	248,000.00	0.40	248,000.00	0.49	339.73	-149.54	None	0.66



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CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Moody National Bank 0.5 11/30/2015		5/30/2015	248,660.48	100.00	248,660.48	0.26%	None	153
7130B	248,660.48	0.50	248,660.48	0.50	105.60	0.00	None	0.42
Northwest Bank Boise Idaho 1.5 1/10/2019		4/10/2014	248,000.00	100.64	249,592.66	0.25%	None	1290
66736AAD1	248,000.00	1.50	248,000.00	1.31	203.84	1,592.66	None	3.44
OLDTOWN BANK 1.2 5/7/2018		6/6/2014	248,000.00	100.19	248,476.66	0.25%	None	1042
680540BB6	248,000.00	1.20	248,000.00	1.13	195.68	476.66	None	2.8
Partners Bank 1.5 9/30/2019		3/30/2015	248,000.00	99.84	247,612.13	0.25%	None	1553
70212YAR3	248,000.00	1.50	248,000.00	1.54	0.00	-387.87	None	4.12
Peoples United Bank 1.9 11/19/2019		11/19/2014	248,000.00	100.18	248,453.34	0.25%	None	1603
71270QKM7	248,000.00	1.90	248,000.00	1.86	542.20	453.34	None	4.22
Plus International Bank 0.5 7/8/2016		7/8/2013	248,000.00	100.33	248,823.11	0.25%	None	374
CD72940UFV2	248,000.00	0.50	248,000.00	0.18	74.74	823.11	None	1.02
Provident Bank 0.35 8/21/2015		2/21/2014	248,000.00	100.02	248,051.34	0.25%	None	52
743837BF2	248,000.00	0.35	248,000.00	0.21	306.77	51.34	None	0.14
Revere Bank 1.35 6/29/2018		12/30/2014	248,000.00	99.77	247,427.12	0.25%	None	1095
761402AU0	248,000.00	1.35	248,000.00	1.43	18.35	-572.88	None	2.94
Safra National Bank 0.45 7/30/2015		7/30/2014	248,000.00	100.02	248,048.86	0.25%	None	30
78658QDT7	248,000.00	0.45	248,000.00	0.21	1,024.27	48.86	None	0.08
Sallie Mae Bank 2.15 11/19/2019		11/19/2014	248,000.00	100.22	248,553.29	0.25%	None	1603
795450VC6	248,000.00	2.15	248,000.00	2.10	613.55	553.29	None	4.2
San Diego Private Bank California 0.8 3/31/2017		3/31/2014	248,000.00	99.87	247,674.87	0.25%	None	640
79744YAB6	248,000.00	0.80	248,000.00	0.88	0.00	-325.13	None	1.74
Santander Bank 0.5 2/25/2016		2/25/2015	248,000.00	100.07	248,162.94	0.25%	None	240
80280JDW8	248,000.00	0.50	248,000.00	0.40	424.66	162.94	None	0.66



City of Pearland Portfolio Holdings by Security Type City

Date: 6/30/2015

Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Town North Bank 0.4 7/24/2015		7/25/2014	248,000.00	100.01	248,030.50	0.25%	None	24
89213TLD2	248,000.00	0.40	248,000.00	0.21	924.05	30.50	None	0.07
Trust Atlantic Bank 1.45 12/6/2017		11/6/2013	248,000.00	100.93	250,296.23	0.25%	None	890
89835FJC5	248,000.00	1.45	248,000.00	1.07	236.45	2,296.23	None	2.39
United Bankers Bank 0.75 5/6/2016		11/6/2013	248,000.00	100.43	249,057.47	0.25%	None	311
909557CV0	248,000.00	0.75	248,000.00	0.25	122.30	1,057.47	None	0.85
US AmeriBank Largo FL 0.55 12/23/2015		12/23/2013	248,000.00	100.21	248,521.79	0.25%	None	176
917312CC2	248,000.00	0.55	248,000.00	0.11	26.16	521.79	None	0.48
Washington Trust Co 1.4 6/15/2018		12/15/2014	248,000.00	99.85	247,615.85	0.25%	None	1081
940637GU9	248,000.00	1.40	248,000.00	1.45	142.68	-384.15	None	2.91
Webster Bank NA 1.9 2/12/2019		2/12/2014	248,000.00	100.70	249,733.77	0.25%	None	1323
94768NJM7	248,000.00	1.90	248,000.00	1.70	1,781.52	1,733.77	None	3.49
Sub Total Certificate Of Deposit	19,852,660.48	1.08	19,852,660.48	0.97	28,782.98	20.04%		811
FAMC Bond								
FAMC 1.72 10/3/2018		12/16/2013	997,890.00	101.15	1,011,455.00	1.02%	Moody's-Aaa	1191
31315P5A3	1,000,000.00	1.77	998,566.86	1.36	4,156.67	12,888.14	S&P-AA+	3.17
Sub Total FAMC Bond	1,000,000.00	1.77	998,566.86	1.36	4,156.67	12,888.14		3.17
FFCB Bond								
FFCB 1.34 12/29/2017		1/29/2014	1,004,000.00	100.95	1,009,457.00	1.03%	Moody's-Aaa	913
3133EDE99	1,000,000.00	1.24	1,002,550.35	0.96	37.22	6,906.65	S&P-AA+	2.46
FFCB 1.5 1/28/2019		5/28/2014	1,000,000.00	100.89	1,008,928.00	1.03%	Moody's-Aaa	1308
3133EDNF6	1,000,000.00	1.50	1,000,000.00	1.24	6,333.33	8,928.00	S&P-AA+	3.48
FFCB 1.89 1/13/2020-16		2/23/2015	775,000.00	100.15	776,143.12	0.79%	None	197
3133EEHX1	775,000.00	1.89	775,000.00	1.86	6,794.81	1,143.12	None	4.33



City of Pearland Portfolio Holdings by Security Type City

Date: 6/30/2015

Description	Face Amount / Shares	Settlement Date YTM @ Cost	Cost Value Book Value	Market Price YTM @ Market	Market Value Accrued Interest	% Portfolio Unre. Gain/Loss	Credit Rating Credit Rating	Days To Call/Maturity Duration To Maturity
FFCB 1.95 9/17/2018 3133ED2C5	1,000,000.00	1/29/2014 1.62	1,014,770.00 1,010,245.14	102.13 1.27	1,021,303.00 5,579.17	1.04% 11,057.86	Moodys-Aaa S&P-AA+	1175 3.12
Sub Total FFCB Bond	3,775,000.00	1.54	3,793,770.00 3,787,795.49	1.30	3,815,831.12 18,744.53	3.89% 28,035.63		941 3.29
FHLB Bond								
FHLB 0.33 2/18/2016 3130A4BZ4	1,000,000.00	2/23/2015 0.30	1,000,300.00 1,000,192.68	100.06 0.23	1,000,642.00 1,210.00	1.03% 449.32	Moodys-Aaa S&P-AA+	233 0.63
FHLB 1.05 12/29/2017-16 3130A5MJ5	1,000,000.00	6/29/2015 1.05	999,900.00 999,900.11	100.09 1.01	1,000,901.00 29.17	1.03% 1,000.89	S&P-AA+ Moodys-Aaa	365 2.47
FHLB 1.75 12/14/2018 313376BR5	1,000,000.00	12/16/2013 1.74	1,000,670.00 1,000,463.56	101.72 1.24	1,017,191.00 777.78	1.03% 16,727.44	Moodys-Aaa S&P-AA+	1263 3.37
FHLB 1.75 2/20/2020 3130A43J9	1,000,000.00	2/20/2015 1.75	1,000,000.00 1,000,000.00	99.29 1.91	992,890.00 6,319.44	1.03% -7,110.00	Moodys-Aaa S&P-AA+	1696 4.45
Sub Total FHLB Bond	4,000,000.00	1.21	4,000,870.00 4,000,556.35	1.10	4,011,624.00 8,336.39	4.12% 11,067.65		889 2.73
FHLMC Bond								
FHLMC 1 9/29/2017 3137EADL0	1,000,000.00	1/29/2014 1.16	994,150.00 996,414.66	100.24 0.89	1,002,356.00 2,527.78	1.02% 5,941.34	Moodys-Aaa S&P-AA+	822 2.22
FHLMC 1.15 11/27/2017-15 3134G5QC2	1,000,000.00	11/28/2014 1.15	1,000,000.00 1,000,000.00	100.30 1.03	1,002,962.00 1,054.17	1.03% 2,962.00	Moodys-Aaa S&P-AA+	150 2.38
FHLMC 1.35 12/17/2018-15 3134G6S95	1,000,000.00	6/19/2015 1.36	999,525.00 999,529.15	99.99 1.35	999,868.00 487.50	1.03% 338.85	S&P-AA+ Moodys-Aaa	170 3.39
FHLMC 1.625 6/25/2019-15 3134G66F5	1,000,000.00	6/25/2015 1.63	1,000,000.00 1,000,000.00	100.00 1.62	1,000,046.00 225.69	1.03% 46.00	S&P-AA+ Moodys-Aaa	87 3.88
Sub Total FHLMC Bond	4,000,000.00	1.33	3,993,675.00 3,995,943.81	1.22	4,005,232.00 4,295.14	4.11% 9,288.19		307 2.97
FNMA Bond								



City of Pearland Portfolio Holdings by Security Type City

Date: 6/30/2015

Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
FNMA 0.35 8/25/2015		7/25/2013	508,302.67	100.03	509,175.60	0.52%	Moody's-Aaa	56
3135G0UW1	509,000.00	0.42	508,948.86	0.12	593.83	226.74	S&P-AA+	0.17
FNMA 0.875 10/26/2017		5/21/2014	995,150.00	100.05	1,000,458.00	1.02%	Moody's-Aaa	849
3135G0PQ0	1,000,000.00	1.02	996,716.92	0.86	1,555.56	3,741.08	S&P-AA+	2.3
FNMA 0.875 12/20/2017		5/21/2014	992,573.21	99.91	999,119.00	1.02%	Moody's-Aaa	904
3135G0RT2	1,000,000.00	1.09	994,872.12	0.91	243.06	4,246.88	S&P-AA+	2.45
FNMA 0.875 5/21/2018		5/21/2014	985,050.00	99.40	994,015.00	1.01%	Moody's-Aaa	1056
3135G0WJ8	1,000,000.00	1.26	989,192.40	1.09	947.92	4,822.60	S&P-AA+	2.86
FNMA 1.625 11/27/2018		7/16/2014	1,004,411.00	101.21	1,012,101.00	1.03%	Moody's-Aaa	1246
3135G0YT4	1,000,000.00	1.52	1,003,445.13	1.26	1,489.58	8,655.87	S&P-AA+	3.33
			4,485,486.88		4,514,868.60	4.6%		906
Sub Total FNMA Bond	4,509,000.00	1.13	4,493,175.43	0.93	4,829.95	21,693.17		2.45
			97,509,002.16		97,610,931.68	100.00%		305
TOTAL PORTFOLIO	97,521,310.28	0.51	97,513,348.22	0.46	69,145.66	97,583.46		0.97



City of Pearland Portfolio Holdings by Portfolio Name City

Date: 6/30/2015

Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
10: General Fund								
1st United Bank FL 0.7 5/9/2016		11/8/2013	248,000.00	100.42	249,037.14	0.25%	None	314
33741TAU5	248,000.00	0.70	248,000.00	0.21	99.88	1,037.14	None	0.86
Bank of the Pacific 1.25 7/30/2018		1/29/2015	248,000.00	100.53	249,318.86	0.25%	None	1126
06425BBN8	248,000.00	1.25	248,000.00	1.07	1,290.96	1,318.86	None	3.02
Belmont Savings Bank 1.85 12/23/2019		12/23/2014	248,000.00	100.04	248,101.43	0.25%	None	1637
080515BD0	248,000.00	1.85	248,000.00	1.84	87.99	101.43	None	4.32
Cardinal Bank 0.5 5/17/2016		5/17/2013	248,000.00	100.34	248,849.40	0.25%	None	322
CD14147VDM5	248,000.00	0.50	248,000.00	0.11	44.16	849.40	None	0.88
CDARS 0.5 12/17/2015		12/18/2014	500,000.00	100.00	500,000.00	0.51%	None	170
1017356077	500,000.00	0.50	500,000.00	0.50	1,328.77	0.00	None	0.47
CDARS 0.9 6/16/2016		6/19/2014	500,000.00	100.00	500,000.00	0.51%	None	352
1016754591	500,000.00	0.90	500,000.00	0.90	4,635.62	0.00	None	0.96
Cit Bank Salt Lake 2.1 11/19/2019		11/19/2014	248,000.00	99.44	246,598.80	0.25%	None	1603
17284C3Z5	248,000.00	2.10	248,000.00	2.24	599.28	-1,401.20	None	4.2
Comenity Capital Bank 1.7 5/28/2018		11/26/2014	248,000.00	100.05	248,133.67	0.25%	None	1063
20033AJL1	248,000.00	1.70	248,000.00	1.68	46.20	133.67	None	2.84
Commercial Bank Ala Mich 1.5 3/29/2019		6/30/2015	248,000.00	99.25	246,139.01	0.25%	None	1368
201282GV6	248,000.00	1.50	248,000.00	1.71	0.00	-1,860.99	None	3.73
Community National Bank Interest 1.25 4/4/2018		4/4/2014	248,000.00	100.36	248,901.98	0.25%	None	1009
20375WAM6	248,000.00	1.25	248,000.00	1.12	738.90	901.98	None	2.72
Farmers & Merchants Bank 1.45 9/25/2018-14		4/25/2014	248,000.00	99.54	246,851.51	0.25%	None	117
308862DD0	248,000.00	1.45	248,000.00	1.60	49.26	-1,148.49	None	3.16
FFCB 1.34 12/29/2017		1/29/2014	1,004,000.00	100.95	1,009,457.00	1.03%	Moody's-Aaa	913
3133EDE99	1,000,000.00	1.24	1,002,550.35	0.96	37.22	6,906.65	S&P-AA+	2.46



City of Pearland Portfolio Holdings by Portfolio Name City

Date: 6/30/2015

Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
FHLMC 1.35 12/17/2018-15 3134G6S95	1,000,000.00	6/19/2015 1.36	999,525.00 999,529.15	99.99 1.35	999,868.00 487.50	1.03% 338.85	S&P-AA+ Moody's-Aaa	170 3.39
FIRST BANK HIGHLAND PARK 1.85 5/7/2019-14 319141BL0	248,000.00	5/7/2014 1.85	248,000.00 248,000.00	100.00 1.85	248,008.43 678.77	0.25% 8.43	None None	38 3.73
First National Bank 1.6 3/19/2018 CD32115CBE7	248,000.00	9/18/2013 1.60	248,000.00 248,000.00	101.04 1.21	250,586.89 119.58	0.25% 2,586.89	None None	993 2.66
FNMA 0.35 8/25/2015 3135G0UW1	509,000.00	7/25/2013 0.42	508,302.67 508,948.86	100.03 0.12	509,175.60 593.83	0.52% 226.74	Moody's-Aaa S&P-AA+	56 0.17
FNMA 0.875 12/20/2017 3135G0RT2	1,000,000.00	5/21/2014 1.09	992,573.21 994,872.12	99.91 0.91	999,119.00 243.06	1.02% 4,246.88	Moody's-Aaa S&P-AA+	904 2.45
JP Morgan Bank 1 2/6/2019 48125TU86	248,000.00	2/6/2015 1.00	248,000.00 248,000.00	100.09 0.97	248,223.70 978.41	0.25% 223.70	None None	1317 3.53
Machias Savings Bank 1.65 2/6/2020 554479DS1	248,000.00	2/6/2015 1.65	248,000.00 248,000.00	100.35 1.57	248,857.58 269.06	0.25% 857.58	None None	1682 4.43
Mahopac Bank 1.45 7/30/2019 560160AQ6	248,000.00	1/30/2015 1.45	248,000.00 248,000.00	100.56 1.31	249,381.86 1,487.66	0.25% 1,381.86	None None	1491 3.96
Moody National Bank 0.5 11/30/2015 7130B	248,660.48	5/30/2015 0.50	248,660.48 248,660.48	100.00 0.50	248,660.48 105.60	0.26% 0.00	None None	153 0.42
Plus International Bank 0.5 7/8/2016 CD72940UFV2	248,000.00	7/8/2013 0.50	248,000.00 248,000.00	100.33 0.18	248,823.11 74.74	0.25% 823.11	None None	374 1.02
Sallie Mae Bank 2.15 11/19/2019 795450VC6	248,000.00	11/19/2014 2.15	248,000.00 248,000.00	100.22 2.10	248,553.29 613.55	0.25% 553.29	None None	1603 4.2
Trust Atlantic Bank 1.45 12/6/2017 89835FJC5	248,000.00	11/6/2013 1.45	248,000.00 248,000.00	100.93 1.07	250,296.23 236.45	0.25% 2,296.23	None None	890 2.39



City of Pearland Portfolio Holdings by Portfolio Name City

Date: 6/30/2015

Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Wells Fargo Sweep Cash		5/31/2006	14,545,990.17	100.00	14,545,990.17	14.92%	None	1
WFSWEEP	14,545,990.17	0.09	14,545,990.17	0.09		0.00	None	0
			23,515,051.53		23,536,933.14	24.05%		278
Sub Total 10: General Fund	23,519,650.65	0.51	23,516,551.13	0.46	14,846.45	20,382.01		0.94
17: Municipal Court Security								
Wells Fargo Sweep Cash		5/31/2006	85,569.17	100.00	85,569.17	0.09%	None	1
WFSWEEP	85,569.17	0.09	85,569.17	0.09		0.00	None	0
			85,569.17		85,569.17	0.09%		1
Sub Total 17: Municipal Court Security	85,569.17	0.09	85,569.17	0.09		0.00		0
18: City Wide Donation								
Wells Fargo Sweep Cash		5/31/2006	57,062.45	100.00	57,062.45	0.06%	None	1
WFSWEEP	57,062.45	0.09	57,062.45	0.09		0.00	None	0
			57,062.45		57,062.45	0.06%		1
Sub Total 18: City Wide Donation	57,062.45	0.09	57,062.45	0.09		0.00		0
19: Court Technology								
Wells Fargo Sweep Cash		5/31/2006	26,634.79	100.00	26,634.79	0.03%	None	1
WFSWEEP	26,634.79	0.09	26,634.79	0.09		0.00	None	0
			26,634.79		26,634.79	0.03%		1
Sub Total 19: Court Technology	26,634.79	0.09	26,634.79	0.09		0.00		0
20: Debt Services								
1st Source Bank 1.5 11/18/2019		4/17/2015	248,000.00	99.43	246,591.61	0.25%	None	1602
33646CEQ3	248,000.00	1.50	248,000.00	1.62	754.19	-1,408.39	None	4.25
Carolina Alliance Bank 1.05 7/31/2017		7/30/2014	248,000.00	100.03	248,077.87	0.25%	None	762
14376RAK3	248,000.00	1.05	248,000.00	1.04	0.00	77.87	None	2.06
Charter Bank 1.7 2/25/2020		2/25/2015	248,000.00	99.58	246,952.70	0.25%	None	1701
161164BE7	248,000.00	1.70	248,000.00	1.80	57.75	-1,047.30	None	4.48
ConnectOne Bank 1.55 7/30/2018		1/30/2014	248,000.00	100.74	249,839.91	0.25%	None	1126
20786AAM7	248,000.00	1.55	248,000.00	1.30	0.00	1,839.91	None	3.01



City of Pearland Portfolio Holdings by Portfolio Name City

Date: 6/30/2015

Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Discover Bank 2 2/25/2020		2/25/2015	248,000.00	99.60	247,016.18	0.25%	None	1701
254672JA7	248,000.00	2.00	248,000.00	2.09	1,698.63	-983.82	None	4.44
FHLB 1.75 2/20/2020		2/20/2015	1,000,000.00	99.29	992,890.00	1.03%	Moody's-Aaa	1696
3130A43J9	1,000,000.00	1.75	1,000,000.00	1.91	6,319.44	-7,110.00	S&P-AA+	4.45
First Capital Bank 1.4 8/6/2019		4/6/2015	248,000.00	99.50	246,768.68	0.25%	None	1498
31944FBK5	248,000.00	1.40	248,000.00	1.53	228.30	-1,231.32	None	3.98
Goldman Sachs Bank 2 2/25/2020		2/25/2015	248,000.00	99.60	247,016.18	0.25%	None	1701
38148JLL3	248,000.00	2.00	248,000.00	2.09	1,698.63	-983.82	None	4.44
Partners Bank 1.5 9/30/2019		3/30/2015	248,000.00	99.84	247,612.13	0.25%	None	1553
70212YAR3	248,000.00	1.50	248,000.00	1.54	0.00	-387.87	None	4.12
Webster Bank NA 1.9 2/12/2019		2/12/2014	248,000.00	100.70	249,733.77	0.25%	None	1323
94768NJM7	248,000.00	1.90	248,000.00	1.70	1,781.52	1,733.77	None	3.49
Wells Fargo Sweep Cash		5/31/2006	7,114,442.52	100.00	7,114,442.52	7.3%	None	1
WFSWEEP	7,114,442.52	0.09	7,114,442.52	0.09		0.00	None	0
			10,346,442.52		10,336,941.55	10.58%		475
Sub Total 20: Debt Services	10,346,442.52	0.58	10,346,442.52	0.60	12,538.46	-9,500.97		1.25
23: Court Juvenile Mgmt								
Wells Fargo Sweep Cash		9/15/2009	43,887.11	100.00	43,887.11	0.05%	None	1
WFSWEEP	43,887.11	0.09	43,887.11	0.09		0.00	None	0
			43,887.11		43,887.11	0.05%		1
Sub Total 23: Court Juvenile Mgmt	43,887.11	0.09	43,887.11	0.09		0.00		0
30: Water & Sewer								
BARCLAYS BANK DELAWARE 1.95 5/7/2019		5/6/2014	248,000.00	100.55	249,363.75	0.25%	None	1407
06740KGU5	248,000.00	1.95	248,000.00	1.80	715.46	1,363.75	None	3.72
CDARS 0.5 6/16/2016		6/18/2015	500,000.00	100.00	500,000.00	0.51%	None	352
1017961604	500,000.00	0.50	500,000.00	0.50	82.19	0.00	None	0.96



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Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
FAMC 1.72 10/3/2018 31315P5A3	1,000,000.00	12/16/2013 1.77	997,890.00 998,566.86	101.15 1.36	1,011,455.00 4,156.67	1.02% 12,888.14	Moody's-Aaa S&P-AA+	1191 3.17
FFCB 1.89 1/13/2020-16 3133EEHX1	775,000.00	2/23/2015 1.89	775,000.00 775,000.00	100.15 1.86	776,143.12 6,794.81	0.79% 1,143.12	None None	197 4.33
FFCB 1.95 9/17/2018 3133ED2C5	1,000,000.00	1/29/2014 1.62	1,014,770.00 1,010,245.14	102.13 1.27	1,021,303.00 5,579.17	1.04% 11,057.86	Moody's-Aaa S&P-AA+	1175 3.12
FHLB 1.75 12/14/2018 313376BR5	1,000,000.00	12/16/2013 1.74	1,000,670.00 1,000,463.56	101.72 1.24	1,017,191.00 777.78	1.03% 16,727.44	Moody's-Aaa S&P-AA+	1263 3.37
FHLMC 1 9/29/2017 3137EADL0	1,000,000.00	1/29/2014 1.16	994,150.00 996,414.66	100.24 0.89	1,002,356.00 2,527.78	1.02% 5,941.34	Moody's-Aaa S&P-AA+	822 2.22
FHLMC 1.15 11/27/2017-15 3134G5QC2	1,000,000.00	11/28/2014 1.15	1,000,000.00 1,000,000.00	100.30 1.03	1,002,962.00 1,054.17	1.03% 2,962.00	Moody's-Aaa S&P-AA+	150 2.38
First Bank McComb MS 1.5 2/28/2019 319234AJ9	248,000.00	6/30/2015 1.50	248,000.00 248,000.00	99.59 1.62	246,977.25 0.00	0.25% -1,022.75	None None	1339 3.56
First Eagle National Bank 1.45 11/21/2018 32008JAM5	248,000.00	11/21/2014 1.45	248,000.00 248,000.00	99.91 1.48	247,770.85 394.08	0.25% -229.15	None None	1240 3.32
FNMA 0.875 10/26/2017 3135G0PQ0	1,000,000.00	5/21/2014 1.02	995,150.00 996,716.92	100.05 0.86	1,000,458.00 1,555.56	1.02% 3,741.08	Moody's-Aaa S&P-AA+	849 2.3
FNMA 1.625 11/27/2018 3135G0YT4	1,000,000.00	7/16/2014 1.52	1,004,411.00 1,003,445.13	101.21 1.26	1,012,101.00 1,489.58	1.03% 8,655.87	Moody's-Aaa S&P-AA+	1246 3.33
Fox Chase Bank 0.65 6/27/2016 CD35137QAN4	248,000.00	6/27/2013 0.65	248,000.00 248,000.00	100.33 0.31	248,825.34 13.25	0.25% 825.34	None None	363 0.99
Northwest Bank Boise Idaho 1.5 1/10/2019 66736AAD1	248,000.00	4/10/2014 1.50	248,000.00 248,000.00	100.64 1.31	249,592.66 203.84	0.25% 1,592.66	None None	1290 3.44
OLDTOWN BANK 1.2 5/7/2018 680540BB6	248,000.00	6/6/2014 1.20	248,000.00 248,000.00	100.19 1.13	248,476.66 195.68	0.25% 476.66	None None	1042 2.8



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CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Wells Fargo Sweep Cash		5/31/2006	10,751,202.42	100.00	10,751,202.42	11.03%	None	1
WFSWEEP	10,751,202.42	0.09	10,751,202.42	0.09		0.00	None	0
			20,521,243.42		20,586,178.05	21.02%		424
Sub Total 30: Water & Sewer	20,514,202.42	0.72	20,520,054.69	0.61	25,540.02	66,123.36		1.37
31: Solidwaste								
Fidelity Homestead Savings Bank New Orleans 0.6 11		3/28/2014	248,000.00	100.44	249,082.27	0.25%	None	517
31617CAD5	248,000.00	0.60	248,000.00	0.29	8.15	1,082.27	None	1.41
Wells Fargo Sweep Cash		12/1/2006	501,225.62	100.00	501,225.62	0.51%	None	1
WFSWEEP	501,225.62	0.09	501,225.62	0.09		0.00	None	0
			749,225.62		750,307.89	0.76%		172
Sub Total 31: Solidwaste	749,225.62	0.26	749,225.62	0.16	8.15	1,082.27		0.47
35: Street Assessment								
Town North Bank 0.4 7/24/2015		7/25/2014	248,000.00	100.01	248,030.50	0.25%	None	24
89213TLD2	248,000.00	0.40	248,000.00	0.21	924.05	30.50	None	0.07
United Bankers Bank 0.75 5/6/2016		11/6/2013	248,000.00	100.43	249,057.47	0.25%	None	311
909557CV0	248,000.00	0.75	248,000.00	0.25	122.30	1,057.47	None	0.85
Wells Fargo Sweep Cash		5/31/2006	211,867.56	100.00	211,867.56	0.22%	None	1
WFSWEEP	211,867.56	0.09	211,867.56	0.09		0.00	None	0
			707,867.56		708,955.53	0.72%		118
Sub Total 35: Street Assessment	707,867.56	0.43	707,867.56	0.19	1,046.35	1,087.97		0.32
42: Utility Impact Fee								
Bank United 1.2 11/21/2017		11/21/2014	248,000.00	99.94	247,840.54	0.25%	None	875
066519AF6	248,000.00	1.20	248,000.00	1.23	326.14	-159.46	None	2.36
Bankwest, Inc. 1.5 1/3/2020		3/4/2015	248,000.00	99.87	247,685.78	0.25%	None	1648
06652CFA4	248,000.00	1.50	248,000.00	1.53	275.18	-314.22	None	4.36
BMW Bank 2.1 6/19/2020		6/19/2015	248,000.00	98.79	244,998.21	0.25%	None	1816
05580ABX1	248,000.00	2.10	248,000.00	2.36	156.95	-3,001.79	None	4.74



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CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Cedar Rapids Bank & Trust 1.5 10/30/2019		1/30/2015	248,000.00	100.52	249,278.94	0.25%	None	1583
150517CJ7	248,000.00	1.50	248,000.00	1.38	295.56	1,278.94	None	4.19
College Savings Bank 0.55 6/20/2016		6/19/2013	248,000.00	100.33	248,827.82	0.25%	None	356
CD19443PAP4	248,000.00	0.55	248,000.00	0.21	37.37	827.82	None	0.97
Far East National Bank Los Angeles 1 3/31/2017		3/31/2014	248,000.00	100.21	248,528.98	0.25%	None	640
307327EK8	248,000.00	1.00	248,000.00	0.88	0.00	528.98	None	1.74
FHLB 1.05 12/29/2017-16		6/29/2015	999,900.00	100.09	1,000,901.00	1.03%	S&P-AA+	365
3130A5MJ5	1,000,000.00	1.05	999,900.11	1.01	29.17	1,000.89	Moody's-Aaa	2.47
FNMA 0.875 5/21/2018		5/21/2014	985,050.00	99.40	994,015.00	1.01%	Moody's-Aaa	1056
3135G0WJ8	1,000,000.00	1.26	989,192.40	1.09	947.92	4,822.60	S&P-AA+	2.86
Washington Trust Co 1.4 6/15/2018		12/15/2014	248,000.00	99.85	247,615.85	0.25%	None	1081
940637GU9	248,000.00	1.40	248,000.00	1.45	142.68	-384.15	None	2.91
Wells Fargo Sweep Cash		5/31/2006	9,565,450.09	100.00	9,565,450.09	9.81%	None	1
WFSWEEP	9,565,450.09	0.09	9,565,450.09	0.09		0.00	None	0
Sub Total 42: Utility Impact Fee	13,301,450.09	0.41	13,286,400.09	0.39	13,295,142.21	13.6%		256
44: Shadow Creek Impact					2,210.97	4,599.61		0.8
Evergreen Bank 1.2 6/29/2018		6/29/2015	248,000.00	99.27	246,198.78	0.25%	None	1095
300185CY9	248,000.00	1.20	248,000.00	1.44	8.15	-1,801.22	None	2.95
GUARANTY B&T 1.35 5/29/2018		5/29/2014	248,000.00	99.67	247,190.03	0.25%	None	1064
400820BJ4	248,000.00	1.35	248,000.00	1.47	18.35	-809.97	None	2.86
Manufacturers & Traders Trust 1.2 6/25/2018		6/24/2015	248,000.00	99.41	246,526.63	0.25%	None	1091
564759QV3	248,000.00	1.20	248,000.00	1.38	48.92	-1,473.37	None	2.94
Marlin Business Bank 0.55 6/14/2016		6/14/2013	248,000.00	100.33	248,825.59	0.25%	None	350
CD57116AGF9	248,000.00	0.55	248,000.00	0.20	59.79	825.59	None	0.95



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Description	Face Amount / Shares	Settlement Date YTM @ Cost	Cost Value Book Value	Market Price YTM @ Market	Market Value Accrued Interest	% Portfolio Unre. Gain/Loss	Credit Rating Credit Rating	Days To Call/Maturity Duration To Maturity
CUSIP								
Wells Fargo Sweep Cash		5/31/2006	-123,287.33	100.00	-123,287.33	-0.13%	None	1
WFSWEEP	-123,287.33	0.09	-123,287.33	0.09		0.00	None	0
			868,712.67		865,453.70	0.87%		1028
Sub Total 44: Shadow Creek Impact	868,712.67	1.21	868,712.67	1.27	135.21	-3,258.97		2.77
45: Hotel/Motel Occupancy								
1st Source Bank 1.2 7/17/2018		6/26/2015	248,000.00	99.26	246,175.96	0.25%	None	1113
33646CEY6	248,000.00	1.20	248,000.00	1.45	32.61	-1,824.04	None	3.48
Americanwest Bank 0.8 1/25/2017		7/25/2014	248,000.00	100.17	248,431.27	0.25%	None	575
030590DS9	248,000.00	0.80	248,000.00	0.69	847.96	431.27	None	1.56
Colonial Virginia Bank 0.55 6/24/2016		6/25/2013	248,000.00	100.33	248,827.33	0.25%	None	360
CD196121AM9	248,000.00	0.55	248,000.00	0.21	22.42	827.33	None	0.98
FHLB 0.33 2/18/2016		2/23/2015	1,000,300.00	100.06	1,000,642.00	1.03%	Moody's-Aaa	233
3130A4BZ4	1,000,000.00	0.30	1,000,192.68	0.23	1,210.00	449.32	S&P-AA+	0.63
Wells Fargo Sweep Cash		5/31/2006	1,460,078.68	100.00	1,460,078.68	1.5%	None	1
WFSWEEP	1,460,078.68	0.09	1,460,078.68	0.09		0.00	None	0
			3,204,378.68		3,204,155.24	3.28%		232
Sub Total 45: Hotel/Motel Occupancy	3,204,078.68	0.33	3,204,271.36	0.29	2,112.99	-116.12		0.66
46: Park Donations								
Wells Fargo Sweep Cash		5/31/2006	89,098.68	100.00	89,098.68	0.09%	None	1
WFSWEEP	89,098.68	0.09	89,098.68	0.09		0.00	None	0
			89,098.68		89,098.68	0.09%		1
Sub Total 46: Park Donations	89,098.68	0.09	89,098.68	0.09		0.00		0
47: Park & Rec Development								
First State Bank - Un Cty Tenn 0.45 12/23/2015		12/23/2013	248,000.00	100.05	248,119.78	0.25%	None	176
336472EJ0	248,000.00	0.45	248,000.00	0.35	21.40	119.78	None	0.48
Safra National Bank 0.45 7/30/2015		7/30/2014	248,000.00	100.02	248,048.86	0.25%	None	30
78658QDT7	248,000.00	0.45	248,000.00	0.21	1,024.27	48.86	None	0.08



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Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Wells Fargo Sweep Cash		5/31/2006	732,771.58	100.00	732,771.58	0.75%	None	1
WFSWEEP	732,771.58	0.09	732,771.58	0.09		0.00	None	0
Sub Total 47: Park & Rec Development	1,228,771.58	0.24	1,228,771.58	0.17	1,045.67	168.64		0.11
49: Tree Trust Fund								
Wells Fargo Sweep Cash		5/31/2006	45,604.64	100.00	45,604.64	0.05%	None	1
WFSWEEP	45,604.64	0.09	45,604.64	0.09		0.00	None	0
Sub Total 49: Tree Trust Fund	45,604.64	0.09	45,604.64	0.09		0.00		0
50: Capital Projects								
Enterprise B&T Co 0.4 2/4/2016		2/25/2015	248,000.00	100.01	248,034.72	0.25%	None	219
29367ACU5	248,000.00	0.40	248,000.00	0.38	70.66	34.72	None	0.59
San Diego Private Bank California 0.8 3/31/2017		3/31/2014	248,000.00	99.87	247,674.87	0.25%	None	640
79744YAB6	248,000.00	0.80	248,000.00	0.88	0.00	-325.13	None	1.74
Wells Fargo Sweep Cash		5/31/2006	546,897.06	100.00	546,897.06	0.56%	None	1
WFSWEEP	546,897.06	0.09	546,897.06	0.09		0.00	None	0
Sub Total 50: Capital Projects	1,042,897.06	0.33	1,042,897.06	0.34	70.66	-290.41		0.55
55: Sidewalk Fund								
Wells Fargo Sweep Cash		5/31/2006	191,136.55	100.00	191,136.55	0.2%	None	1
WFSWEEP	191,136.55	0.09	191,136.55	0.09		0.00	None	0
Sub Total 55: Sidewalk Fund	191,136.55	0.09	191,136.55	0.09		0.00		0
60: Police State Seizure								
Wells Fargo Sweep Cash		5/31/2006	189,682.39	100.00	189,682.39	0.19%	None	1
WFSWEEP	189,682.39	0.09	189,682.39	0.09		0.00	None	0
Sub Total 60: Police State Seizure	189,682.39	0.09	189,682.39	0.09		0.00		0



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62: Federal Police Fund								
Wells Fargo Sweep Cash		5/31/2006	72,048.87	100.00	72,048.87	0.07%	None	1
WFSWEEP	72,048.87	0.09	72,048.87	0.09		0.00	None	0
			72,048.87		72,048.87	0.07%		1
Sub Total 62: Federal Police Fund	72,048.87	0.09	72,048.87	0.09		0.00		0
64: 1998 Cert of Obligation								
US AmeriBank Largo FL 0.55 12/23/2015		12/23/2013	248,000.00	100.21	248,521.79	0.25%	None	176
917312CC2	248,000.00	0.55	248,000.00	0.11	26.16	521.79	None	0.48
Wells Fargo Sweep Cash		5/31/2006	118,727.25	100.00	118,727.25	0.12%	None	1
WFSWEEP	118,727.25	0.09	118,727.25	0.09		0.00	None	0
			366,727.25		367,249.04	0.37%		119
Sub Total 64: 1998 Cert of Obligation	366,727.25	0.40	366,727.25	0.10	26.16	521.79		0.32
67: 2003 Revenue Bonds								
CALUSA NATIONAL BANK 0.5 9/22/2016		5/23/2014	248,000.00	100.24	248,590.74	0.25%	None	450
13151TAX4	248,000.00	0.50	248,000.00	0.31	27.18	590.74	None	1.22
Continental Bank 1.25 5/25/2018		11/26/2014	248,000.00	99.86	247,643.13	0.25%	None	1060
211163EN6	248,000.00	1.25	248,000.00	1.30	305.75	-356.87	None	2.86
First National Bank ORD NEB 0.8 11/18/2016		11/18/2013	248,000.00	100.66	249,641.76	0.25%	None	507
32116RAC8	248,000.00	0.80	248,000.00	0.32	233.73	1,641.76	None	1.38
Medallion Bank UT 0.4 11/3/2015		5/3/2013	248,000.00	100.17	248,412.67	0.25%	None	126
CD58403BB62	248,000.00	0.40	248,000.00	-0.09	157.63	412.67	None	0.34
Wells Fargo Sweep Cash		5/31/2006	2,977,949.63	100.00	2,977,949.63	3.05%	None	1
WFSWEEP	2,977,949.63	0.09	2,977,949.63	0.09		0.00	None	0
			3,969,949.63		3,972,237.93	4.05%		135
Sub Total 67: 2003 Revenue Bonds	3,969,949.63	0.25	3,969,949.63	0.18	724.29	2,288.30		0.36
68: 2001 Cert of Obligation								



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CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Luana Savings Bank 1.25 6/19/2018		12/19/2014	248,000.00	99.89	247,725.46	0.25%	None	1085
549103QQ5	248,000.00	1.25	248,000.00	1.29	93.42	-274.54	None	2.92
Wells Fargo Sweep Cash		5/31/2006	450,753.89	100.00	450,753.89	0.46%	None	1
WFSWEEP	450,753.89	0.09	450,753.89	0.09		0.00	None	0
Sub Total 68: 2001 Cert of Obligation	698,753.89	0.50	698,753.89	0.52	93.42	-274.54		1.04
70: 2005 Refunding / Mobility								
Wells Fargo Sweep Cash		5/31/2006	41,893.46	100.00	41,893.46	0.04%	None	1
WFSWEEP	41,893.46	0.09	41,893.46	0.09		0.00	None	0
Sub Total 70: 2005 Refunding / Mobility	41,893.46	0.09	41,893.46	0.09		0.00		0
93: MUD #4 W&S								
Wells Fargo Sweep Cash		5/31/2012	-15.11	100.00	-15.11	0%	None	1
WFSWEEP	-15.11	0.09	-15.11	0.09		0.00	None	0
Sub Total 93: MUD #4 W&S	-15.11	0.09	-15.11	0.09		0.00		0
95: Property Liability								
Wells Fargo Sweep Cash		10/31/2006	59,973.75	100.00	59,973.75	0.06%	None	1
WFSWEEP	59,973.75	0.09	59,973.75	0.09		0.00	None	0
Sub Total 95: Property Liability	59,973.75	0.09	59,973.75	0.09		0.00		0
97: Employee Benefit Trust								
Wells Fargo Sweep Cash		9/1/2007	136,565.89	100.00	136,565.89	0.14%	None	1
WFSWEEP	136,565.89	0.09	136,565.89	0.09		0.00	None	0
Sub Total 97: Employee Benefit Trust	136,565.89	0.09	136,565.89	0.09		0.00		0
99: COP Health Claims Fund								



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Description	Face Amount / Shares	Settlement Date YTM @ Cost	Cost Value Book Value	Market Price YTM @ Market	Market Value Accrued Interest	% Portfolio Unre. Gain/Loss	Credit Rating Credit Rating	Days To Call/Maturity Duration To Maturity
CUSIP								
Wells Fargo Cash WF9871	296,369.84	7/21/2010 0.09	296,369.84	100.00 0.09	296,369.84	0.3% 0.00	None None	1 0
Wells Fargo Sweep Cash WFSWEEP	263,287.09	9/15/2010 0.09	263,287.09	100.00 0.09	263,287.09	0.27% 0.00	None None	1 0
Sub Total 99: COP Health Claims Fund	559,656.93	0.09	559,656.93	0.09	559,656.93	0.57% 0.00		1 0
Z101: Grant Fund								
Wells Fargo Sweep Cash WFSWEEP	77,722.74	5/31/2006 0.09	77,722.74	100.00 0.09	77,722.74	0.08% 0.00	None None	1 0
Sub Total Z101: Grant Fund	77,722.74	0.09	77,722.74	0.09	77,722.74	0.08% 0.00		1 0
Z112: 2014 CDBG Fund								
Wells Fargo Sweep Cash WFSWEEP	-5,438.22	10/14/2014 0.09	-5,438.22	100.00 0.09	-5,438.22	-0.01% 0.00	None None	1 0
Sub Total Z112: 2014 CDBG Fund	-5,438.22	0.09	-5,438.22	0.09	-5,438.22	-0.01% 0.00		1 0
Z140: U of H Fund								
Wells Fargo Sweep Cash WFSWEEP	3,410.03	12/1/2009 0.09	3,410.03	100.00 0.09	3,410.03	0% 0.00	None None	1 0
Sub Total Z140: U of H Fund	3,410.03	0.09	3,410.03	0.09	3,410.03	0% 0.00		1 0
Z141: U of H Capital Renewal Fund								
Wells Fargo Sweep Cash WFSWEEP	240,343.38	9/30/2013 0.09	240,343.38	100.00 0.09	240,343.38	0.25% 0.00	None None	1 0
Sub Total Z141: U of H Capital Renewal Fund	240,343.38	0.09	240,343.38	0.09	240,343.38	0.25% 0.00		1 0
Z145: Municipal Channel								



City of Pearland Portfolio Holdings by Portfolio Name City

Date: 6/30/2015

Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Wells Fargo Sweep Cash		4/15/2012	607,251.62	100.00	607,251.62	0.62%	None	1
WFSWEEP	607,251.62	0.09	607,251.62	0.09		0.00	None	0
			607,251.62		607,251.62	0.62%		1
Sub Total Z145: Municipal Channel	607,251.62	0.09	607,251.62	0.09		0.00		0
Z200: 2006 Cert of Obligation								
Wells Fargo Sweep Cash		6/30/2006	1,759,570.76	100.00	1,759,570.76	1.8%	None	1
WFSWEEP	1,759,570.76	0.09	1,759,570.76	0.09		0.00	None	0
			1,759,570.76		1,759,570.76	1.8%		1
Sub Total Z200: 2006 Cert of Obligation	1,759,570.76	0.09	1,759,570.76	0.09		0.00		0
Z201: 2007 Cert of Obligation								
Wells Fargo Sweep Cash		8/31/2006	28,794.46	100.00	28,794.46	0.03%	None	1
WFSWEEP	28,794.46	0.09	28,794.46	0.09		0.00	None	0
			28,794.46		28,794.46	0.03%		1
Sub Total Z201: 2007 Cert of Obligation	28,794.46	0.09	28,794.46	0.09		0.00		0
Z202: 2007A Gen Obligation								
Celtic Bank 0.6 6/28/2016		6/28/2013	248,000.00	100.34	248,852.38	0.25%	None	364
CD15118RJD0	248,000.00	0.60	248,000.00	0.25	8.15	852.38	None	0.99
Wells Fargo Sweep Cash		12/31/2007	-312,795.56	100.00	-312,795.56	-0.32%	None	1
WFSWEEP	-312,795.56	0.09	-312,795.56	0.09		0.00	None	0
			-64,795.56		-63,943.18	-0.07%		-1388
Sub Total Z202: 2007A Gen Obligation	-64,795.56	-1.86	-64,795.56	-0.54	8.15	852.38		-3.79
Z203: 2009 Gen Obligation								
Capital One Bank USA 1.1 11/19/2019		11/19/2014	248,000.00	100.22	248,554.03	0.25%	None	1603
140420QX1	248,000.00	1.10	248,000.00	1.05	313.91	554.03	None	4.29
Cathay Bank 0.75 3/21/2016		9/20/2013	248,000.00	100.41	249,008.12	0.25%	None	265
CD149159JE6	248,000.00	0.75	248,000.00	0.19	50.96	1,008.12	None	0.72
FFCB 1.5 1/28/2019		5/28/2014	1,000,000.00	100.89	1,008,928.00	1.03%	Moody's-Aaa	1308
3133EDNF6	1,000,000.00	1.50	1,000,000.00	1.24	6,333.33	8,928.00	S&P-AA+	3.48



City of Pearland Portfolio Holdings by Portfolio Name City

Date: 6/30/2015

Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
FHLMC 1.625 6/25/2019-15 3134G66F5	1,000,000.00	6/25/2015 1.63	1,000,000.00 1,000,000.00	100.00 1.62	1,000,046.00 225.69	1.03% 46.00	S&P-AA+ Moody's-Aaa	87 3.88
Flushing Bank New York 0.95 3/31/2017 34387AAH2	248,000.00	3/31/2014 0.95	248,000.00 248,000.00	100.13 0.88	248,315.46 0.00	0.25% 315.46	None None	640 1.74
Kansas State Bank 0.8 10/31/2016 485382DV4	248,000.00	10/30/2013 0.80	248,000.00 248,000.00	100.68 0.29	249,678.96 0.00	0.25% 1,678.96	None None	489 1.33
MB Financial Bank 0.4 3/4/2016 55266CLH7	248,000.00	3/4/2015 0.40	248,000.00 248,000.00	100.00 0.41	247,987.85 70.66	0.25% -12.15	None None	248 0.68
Merchant & Manufacturing Bank 0.35 8/7/2015 588339DD0	248,000.00	2/7/2014 0.35	248,000.00 248,000.00	100.03 0.03	248,082.83 54.70	0.25% 82.83	None None	38 0.1
Peoples United Bank 1.9 11/19/2019 71270QKM7	248,000.00	11/19/2014 1.90	248,000.00 248,000.00	100.18 1.86	248,453.34 542.20	0.25% 453.34	None None	1603 4.22
Provident Bank 0.35 8/21/2015 743837BF2	248,000.00	2/21/2014 0.35	248,000.00 248,000.00	100.02 0.21	248,051.34 306.77	0.25% 51.34	None None	52 0.14
Revere Bank 1.35 6/29/2018 761402AU0	248,000.00	12/30/2014 1.35	248,000.00 248,000.00	99.77 1.43	247,427.12 18.35	0.25% -572.88	None None	1095 2.94
Santander Bank 0.5 2/25/2016 80280JDW8	248,000.00	2/25/2015 0.50	248,000.00 248,000.00	100.07 0.40	248,162.94 424.66	0.25% 162.94	None None	240 0.66
Wells Fargo Sweep Cash WFSWEEP	3,990,697.94	10/30/2008 0.09	3,990,697.94 3,990,697.94	100.00 0.09	3,990,697.94	4.09% 0.00	None None	1 0
Sub Total Z203: 2009 Gen Obligation	8,470,697.94	0.66	8,470,697.94	0.58	8,341.23	8.65% 12,695.99		349 1.36
Z301: W/S Pay As U Go CIP								
DeWitt Bank and Trust 0.5 6/20/2016 CD241888BT2	248,000.00	6/24/2013 0.50	248,000.00 248,000.00	100.34 0.15	248,849.90 33.97	0.25% 849.90	None None	356 0.97



City of Pearland Portfolio Holdings by Portfolio Name City

Date: 6/30/2015

Description	Face Amount / Shares	Settlement Date	Cost Value	Market Price	Market Value	% Portfolio	Credit Rating	Days To Call/Maturity
CUSIP		YTM @ Cost	Book Value	YTM @ Market	Accrued Interest	Unre. Gain/Loss	Credit Rating	Duration To Maturity
Mizuho Bank 0.4 2/25/2016		2/25/2015	248,000.00	99.94	247,850.46	0.25%	None	240
60688MKH6	248,000.00	0.40	248,000.00	0.49	339.73	-149.54	None	0.66
Wells Fargo Sweep Cash		12/31/2007	2,919,239.65	100.00	2,919,239.65	2.99%	None	1
WFSWEEP	2,919,239.65	0.09	2,919,239.65	0.09		0.00	None	0
			3,415,239.65		3,415,940.01	3.49%		44
Sub Total Z301: W/S Pay As U Go CIP	3,415,239.65	0.14	3,415,239.65	0.12	373.70	700.36		0.12
Z302: MUD 4 Capital Programs								
Farm Bureau Bank 0.5 12/23/2015		12/23/2013	248,000.00	100.21	248,521.79	0.25%	None	176
307660HH6	248,000.00	0.50	248,000.00	0.06	23.78	521.79	None	0.48
Wells Fargo Sweep Cash		2/1/2013	622,984.29	100.00	622,984.29	0.64%	None	1
WFSWEEP	622,984.29	0.09	622,984.29	0.09		0.00	None	0
			870,984.29		871,506.08	0.89%		51
Sub Total Z302: MUD 4 Capital Programs	870,984.29	0.21	870,984.29	0.08	23.78	521.79		0.14
			97,509,002.16		97,610,931.68	100.00%		305
TOTAL PORTFOLIO	97,521,310.28	0.51	97,513,348.22	0.46	69,145.66	97,583.46		0.97

Pledged Collateral Reconciliation Report June 30, 2015

Bank	Account Number	Account Name	Amount
Wells Fargo	807-1613395	Credit Card Account	-
Wells Fargo	001-3042841	Sweep Account	79,349,081.68
Wells Fargo	7169195455	False Alarm Reduction Program	141,401.66
Wells Fargo	818-4567843	Alvin ISD	9,083,140.17
Wells Fargo	179-0121790	EMS Payments	-
Wells Fargo	280-7409871	Health Claims	<u>296,369.84</u>
Total of Bank Balances			\$ 88,869,993.35
Pledged Collateral for City			103,397,356.12
FDIC Insurance			<u>250,000.00</u>
			\$ 103,647,356.12
Over (Under) Collateralized			\$ 14,777,362.77
Total % Collateralized			116.6%

Bank	Account Number	Account Name	Amount
Wells Fargo	100-7284258	Development Authority	<u>462,574.83</u>
Total of Bank Balances			\$ 462,574.83
Pledged Collateral for DAP			242,106.33
FDIC Insurance			<u>250,000.00</u>
			\$ 492,106.33
Over (Under) Collateralized			\$ 29,531.50
Total % Collateralized			106.4%
Total % Collateralized			116.6%
Status			Collateralized

RESOLUTION NO. R2015-130

A Resolution of the City Council of the City of Pearland, Texas, accepting the City's Investment Report for the quarter ending June 2015.

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PEARLAND, TEXAS:

Section 1. That the City Council hereby accepts the Quarterly Investment Report attached hereto as Exhibit "A" for the quarter ending June 2015.

PASSED, APPROVED, AND ADOPTED this _____ day of _____, A.D., 2015.

TOM REID
MAYOR

ATTEST:

YOUNG LORFING, TRMC
CITY SECRETARY

APPROVED AS TO FORM:

DARRIN M. COKER
CITY ATTORNEY

**AGENDA REQUEST
BUSINESS OF THE CITY COUNCIL
CITY OF PEARLAND, TEXAS**

AGENDA OF:	08/10/2015	ITEM NO.:	Resolution No. R2015-134
DATE SUBMITTED:	07/23/2015	DEPT. OF ORIGIN:	Finance
PREPARED BY:	Rick Overgaard	PRESENTOR:	Rick Overgaard
REVIEWED BY:	Jon R. Branson	REVIEW DATE:	August 4, 2015
SUBJECT: RESOLUTION 2015-134 A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PEARLAND, TEXAS, ADOPTING AN AMENDED INVESTMENT POLICY, INVESTMENT STRATEGY AND APPROVED BROKERS IN ACCORDANCE WITH CHAPTER 2256 OF THE GOVERNMENT CODE (“PUBLIC FUNDS INVESTMENT ACT”).			
EXHIBITS: R2015-134 Exhibit A - Investment Policy, Exhibit B- Strategy and Exhibit C - Broker/Dealer List			
FUNDING:	<input type="checkbox"/> Grant	<input type="checkbox"/> Developer/Other	<input type="checkbox"/> Cash Opns
	<input type="checkbox"/> Bonds To Be Sold	<input type="checkbox"/> Bonds- Sold	<input type="checkbox"/> L/P – Sold
		<input type="checkbox"/> L/P – Sold	<input type="checkbox"/> L/P – To Be Sold
EXPENDITURE REQUIRED:N/A		AMOUNT BUDGETED:N/A	
AMOUNT AVAILABLE:		PROJECT NO.:	
ACCOUNT NO			
ADDITIONAL APPROPRIATION REQUIRED:			
ACCOUNT NO.:			
PROJECT NO.:			
To be completed by Department:			
X Finance	X Legal	Ordinance	X Resolution

EXECUTIVE SUMMARY

BACKGROUND

The Public Funds Investment Act (PFIA) requires the governing body to review its investment policy, investment strategies, and approved broker/dealers not less than annually. The governing body must adopt a written instrument by ordinance or resolution stating that it has reviewed the investment policy, investment strategies, approved broker/dealers, and that the written instrument so adopted shall record any changes made to the policy, strategy, and broker/dealers. City Council last approved the policy, strategy, and broker/dealers in September of 2014.

POLICY/GOAL CONSIDERATION

The investment policy contains one proposed change as a result of the State Legislature approving a change to the PFIA this past session. The hours of training that an investment officer is required to attend every two years changed from 10 hours to 8 hours. The initial training when taking office or assuming duties still remains at 10 hours. The effective date for the training change will be September 1, 2015 in accordance with the effective date of the change in State law. Another minor change being proposed as a result of an increase in the City's investment activity is increasing the number of approved brokerage firms selected from "The top six to seven firms..." to "Up to ten firms...".

The PFIA also requires a separate written investment strategy for each fund or pooled group of funds. The strategy must address suitability, safety of principal, liquidity, marketability, diversification, and yield. As such a separate written investment strategy is also included for City Council approval. There are no proposed changes to the investment strategy.

Pursuant to the PFIA, the City must approve a list of broker/dealers with which the City can do business. The Investment Officer can only do business with those businesses as approved. The City's investment policy states that "the City will prepare a Request of Investments Services every two years at a minimum...." In June 2015, the City sent out requests for proposals. The City received eleven completed RFP's, with five being from new broker/dealers. Staff evaluated and selected the broker/dealers based on several factors, including completeness of RFP, proper registrations, financials, references, etc. Staff chose two new broker/dealers in addition to the six current broker/dealers that submitted an RFP. An updated approved broker/dealers list is attached as Exhibit C.

The City's investment committee met on August 4, 2015 and concur on the recommendations.

FINANCIAL INFORMATION

N/A

RECOMMENDED ACTION

A Resolution of the City Council of the City of Pearland, Texas, adopting an amended investment policy, investment strategy and approved brokers in accordance with Chapter 2256 of the Government Code ("Public Funds Investment Act") and in accordance with Exhibit A, Exhibit B, and Exhibit C.

CITY OF PEARLAND, TEXAS



**INVESTMENT POLICY
AND
INVESTMENT STRATEGY**

**ADOPTED FEBRUARY 12, 2007
Revised February 2008
Revised April 2009
Revised June 2011
Revised June 2012
Revised August 2013
Revised August 2014**

Revised August 2015

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ATTACHMENT B – Approved List of Broker/Dealers

CITY OF PEARLAND INVESTMENT POLICY

1.0 INVESTMENT AUTHORITY AND SCOPE OF POLICY

1.01 Purpose

To establish and provide specific policy and guidelines for the conduct of the investment program of the City of Pearland.

1.02 Policy

It is the policy of the City of Pearland (the "City") to invest public funds in a manner, which will provide safety of principal while earning the highest reasonable market return in meeting the daily cash flow demands of the City. All funds will be invested in compliance with all state and local statutes and all Governmental Accounting Standards Board Statements, and related financial accounting standards.

This policy satisfies the requirement of the Public Funds Investment Act (PFIA), Texas Government Code 2256.

1.03 Scope

This Investment Policy shall apply to all the funds and investments of the City as well as any other funds held in custody by the City, and include the following funds:

1. General Fund
2. Special Revenue Funds
3. Capital Project Funds
4. Enterprise Funds
5. Trust & Agency Funds
6. Debt Service Funds
7. Internal Service Funds
8. Component Units, excluding those that have adopted a separate investment policy.
Current component units include:
 - a. Pearland Economic Development Corporation
 - b. Tax Increment Reinvestment Zone #2
 - c. Development Authority of Pearland
9. Any other funds or component units as created by the City.

These funds, as well as funds that may be created from time-to-time, shall be administered in accordance with the provisions of this policy. All

funds invested under this policy shall be considered as a pooled group for investment purposes.

Deferred compensation and the retirement system assets the City sets aside or holds for its employees are not subject to this policy.

1.04 Delegation of Investment Authority

The Director of Finance, Assistant Director of Finance, and Accounting Supervisor are hereby designated as Investment Officers for the City. The City may use other employees or the services of a contractor to aid the investment officer(s) in the execution of their duties. Otherwise, unless authorized by law, no other individual(s) has the authority to deposit, withdraw, transfer or manage the investments of the City. The City may designate a registered investment advisor to invest for the City and act as an additional Investment Officer. Authority granted to a person(s) to deposit, withdraw, invest, transfer or manage the City's investments is effective until rescinded by City Council or until termination of the person's employment or contract.

The Director of Finance is responsible for the management of the investment program. The Investment Officers are responsible for the daily operations of the investment function. The Director of Finance shall be responsible for all transactions undertaken and shall establish a system of controls to regulate the activities of subordinate officials.

1.05 Ethics and Conflict of Interest

Investment Officers shall refrain from personal business activities that could conflict with the proper execution of the investment program, or which could impair their ability to make impartial investment decisions.

Investment Officers who have a personal business relationship with a business organization seeking to sell an investment to the City and who have anyone related within the second degree by affinity or consanguinity to an individual seeking to sell an investment to the City shall file a statement disclosing that personal interest to the Director of Finance, City Manager, the City Council and the Texas Ethics Commission.

An Investment Officer has a personal business relationship with a business organization if:

- 1) the investment officer owns 10% or more of the voting stock or shares of the business organization or owns \$5,000 or more of the fair market value of the business organization;

- 2) funds received by the investment officer from the business organization exceed 10% of the investment officer's gross income for the previous year; or
- 3) the investment officer has acquired from the business organization during the previous year investments with a book value of \$2,500 or more for the personal account of the investment officer.

1.06 Investment Committee

The City shall establish an Investment Committee for the purpose of reviewing investment policies and procedures, investment strategies, and investment performance. The members of the Committee shall consist of the City Manager, Assistant City Manager as designated by the City Manager, Director of Finance, and Assistant Director of Finance. The City Manager shall be the Chairman of the Committee.

The Investment Committee shall review quarterly investment reports and annually review the recommended changes to the Investment Policy and Investment Strategy and review the list of brokers authorized to engage in investment transactions with the City.

2.0 INVESTMENT OBJECTIVES AND STRATEGY

2.01 Objective

City investments shall be made in accordance with federal and state laws, this Investment Policy and ordinances of the City. The City's investment portfolio shall be designed with the objective of attaining a market rate of return in accordance with its designated benchmark based on the City's cash flow requirements throughout budgetary and economic cycles, commensurate with the City's investment risk constraints and the cash flow characteristics of the portfolio.

2.02 Safety of Principal

The primary objective of the City's investment program is to ensure the safety of all funds. To attain this objective, it is the City's intent to invest in the safest types of securities, pre-qualify broker/dealers,, and advisors and to hold all investments until maturity in order to ensure the return of all invested principal unless as stipulated in Section 4.09 of the policy.

2.03 Liquidity

The City's investment must be based on a cash flow analysis, which will provide the liquidity necessary to pay all expected and unexpected obligations. Liquidity shall be achieved by matching investment

maturities with budgetary and economic cycles. A portion of the portfolio will be maintained in liquid short-term investments that can be converted to cash if necessary to meet disbursement requirements. Investment pools and no-load money market mutual funds provide daily liquidity and may be utilized as a competitive yield alternative to fixed maturity investments.

2.04 Diversification

The City of Pearland shall diversify its portfolio to eliminate the risk of loss resulting from over concentration of assets in a specific maturity, a specific issuer or a specific class of investments. Investment shall always be selected that provide for stability of income and reasonable liquidity.

2.05 Yield

It will be the objective of the City to earn a reasonable market yield throughout budgetary and economic cycles within the parameters imposed by its safety and liquidity objectives, investment strategies, and state and federal law. Return on investment is of secondary importance to safety and liquidity objectives. The yield and level of risk for the portfolio will be benchmarked against the yield of the one-year Treasury Bill during the comparable period as well as against an agency note with approximately the same maturity as the weighted average maturity of the portfolio.

2.06 Maturity

The portfolio shall be structured primarily to meet City obligations and secondly to achieve a reasonable return of interest. The maximum allowable stated maturity of any individual investment owned by the City shall be five (5) years from date of purchase. The settlement date is considered the date of purchase. However, the City may collateralize its demand deposit accounts, certificates of deposits, and repurchase agreements using longer-dated investments not to exceed thirty (30) years.

The maximum weighted average maturity based on the overall portfolio shall be 30 months, or 900 days.

2.07 Investment Training

Investment Officers shall take (a) 10 hours of training within 12 months after taking office or assuming duties and (b) not less than ~~8~~10 hours of training in a two year period that begins on the first day of the fiscal year and consists of the two consecutive fiscal years after that date. Training shall include education in investment controls, security risks,

strategy risks, market risks, diversification, and compliance. Training must be provided by an independent source approved by the governing body or designated Investment Committee. For these purposes, courses or seminars offered by the Government Finance Officers Association, Government Finance Officers Association of Texas, Texas Municipal League, Southwest School of Government Finance, University of North Texas, Texas Association of Counties, Treasury Management Association, or the Government Treasurers Organization of Texas will satisfy the training requirements. An external auditor shall review documentation of training hours annually.

2.08 Quality and Capability of Investment Management

Investment Officers shall at all times be cognizant of the standard of care and the investment objectives as set forth in the Public Funds Investment Act and the City's Investment Policy.

The City shall provide investment training as required by the Act to ensure the quality and capability of investment management. Staff sets the standard of training required, which may be over the 10 hours as required by the Act.

2.09 Investment Strategy

In accordance with the Act (2256.005(d)) a separate written investment strategy shall be developed for each portfolio/fund or pooled group of funds under the City's control. The strategy shall be reviewed on an annual basis with formal action by the City Council stating that the strategy has been reviewed and recording any changes made.

2.10 Cash Management

Effective cash management is recognized as essential to good fiscal management. Cash management is defined as the process of managing monies in order to ensure maximum cash availability to the City for investment use. The City shall maintain a comprehensive cash management program that includes collection of accounts receivable, prudent investment of its available cash, disbursement of payments in accordance with invoice terms and the management of banking services.

3.0 AUTHORIZED INVESTMENTS

3.01 Authorized Investments

Authorized investments under this policy shall be limited to the instruments listed below as authorized and defined by the Public Funds Investment Act.

- A. Obligations of the United States or its agencies and instrumentalities.
- B. Obligations of the State of Texas or its agencies and instrumentalities
- C. Other obligations, the principal and interest of which are unconditionally guaranteed or insured by, or backed by the full faith and credit of the State of Texas or the United States or their respective agencies and instrumentalities.
- D. Obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent.
- E. Collateralized certificates of deposit of banks or savings banks doing business in Texas, collateralized to 102%, and guaranteed or insured by the Federal Deposit Insurance Corporation or its successor; or secured by obligations of the United State Government, including mortgage backed securities, which pass the bank test, but excluding those mortgage backed securities defined in Section 2256.009(b) of the Act.
- F. Constant dollar local government investment pools as defined by the Act (2256.016 and 2256.019) and approved by City Council resolution.
- G. AAA-rated, SEC registered no-load money market mutual funds and no-load mutual fund and as further defined in Section 2256.014 of the Act.
- H. Collateralized repurchase agreements as defined by the Public Funds Investment Act placed through a primary government securities dealer or a financial institution doing business in this state with a defined maturity date and as further defined in Section 2256.011 of the Act.
- I. Interest bearing checking accounts that are fully collateralized at 102% of the ledger balance.
- J. Certificates of deposit through the Certificate of Deposit Account Registry Service (CDARS) program.

3.02 Certificates of Deposit

- A. Depository certificates of deposit (CD) may be purchased from any depository institution located in the State of Texas.
It is not necessary for a Texas depository institution to be on the City's approved broker/dealer list as CD's are considered depository in nature. Prior to purchase, however, all agreements with the depository institution must be completed prior to the purchase of a CD from the depository institution.

- B. All CD's, whether purchased from a brokerage firm or a depository institution require three bids.
- C. Amounts purchased over the FDIC limit whether from a depository institution or brokerage firm must be collateralized.

3.03 Unauthorized Investments

Specifically prohibited investments are:

1. Collateralized mortgage obligations
2. Commercial Paper, including Pools which invest in Commercial Paper
3. All swaps including but not limited to even-basis swaps, interest rate swaps
4. Forwards and futures
5. Options
6. Foreign Exchange
7. Planned amortization classes (PAC)
8. Regular floaters tied to government securities
9. Investments with various interest rate caps, floors, and collars
10. Investment pools in which the City would own more than 10% of the market value of the pool
11. Any other investments that are not on the authorized investment list

3.04 Investments with Required Ratings

Investments with minimum required ratings such as investment pools and no-load mutual funds do not qualify as authorized investments during the period the investment does not have the minimum rating. Investment ratings shall be checked monthly online by an Investment Officer to ensure that the ratings have not been downgraded. The City shall take all prudent measures that are consistent with its investment policy to liquidate investments that do not have the minimum rating.

4.0 INVESTMENT CONTROLS

4.01 Selection of Investment Broker/Dealers

The Investment Officers will maintain a list of financial institutions, primary broker/dealers, and local government investment pools authorized by the City Council to provide investment services to the City. Annually, the City Council will approve the list of financial institutions and broker/dealers authorized to conduct business with the City. Investment Officers shall not conduct business with any firm not approved by City Council, except for the purchase of CD's from Texas depository institutions.

The City will prepare a Request for Investment Services every two years at a minimum and notice of said request will be published in the City's official paper and on the City's on-line bidding system. All financial institutions and broker/dealers who desire to become qualified bidders for investment services must fill out the application and return it to the City by the stated day and time. After review of all applicants, a list of selected financial institutions and broker/dealers will be prepared by the Investment Officers and reviewed by the Investment Committee. The following may be required with the application: most recent audited financial statement, list of local government clients, and statements of qualifications.

Criteria used in the selection of the authorized broker/dealers will include, but are not limited to material litigation against the firm, regulatory status of the dealer, completed packet, references from local government clients, background and expertise in investment of public funds.

~~Up to ten~~~~The top six to seven~~ firms shall be selected to appear on the City's approved list. If, after a firm is selected, they no longer qualify to appear on the City's approved dealer list, or provide services inconsistent with acceptable levels, the Investment Officers may recommend City Council to remove the firm from the approved list and replace it with the next qualified candidate based on the previous Request for Investment Services ranking. Should an approved bank merge with or be acquired by another bank while on the City's approved list, the new bank must agree to meet the same collateralization and certification requirements, or the bank shall be removed from the approved list.

4.02 Certification

A written copy of this Investment Policy shall be presented to any firm seeking to engage in a financial transaction with the City. The authorized representative of the firm shall execute a written instrument substantially in the form of Attachment A of this Policy and to the effect that the representative has:

1. received and thoroughly reviewed the investment policy of the City; and
2. acknowledged that the organization has implemented reasonable procedures and controls in effort to preclude investment transactions that are not authorized by the City's Investment Policy except to the extent that the authorization is dependent on an analysis of the

makeup of the City's entire portfolio or requires interpretation of subjective investment standards.

The Investment Officer(s) may not transact business with any firm that has not executed and returned this certification. (2256.005(I)).

The City may contract with a registered investment advisor for the management of the City's portfolio. The advisor shall review the Policy and execute all transactions in accordance with the provisions and controls of the Policy.

4.03 Delivery vs. Payment Settlement

It shall be the policy of the City that all securities shall be purchased on a "Delivery vs. Payment" (DVP) basis, except for investment pools and mutual funds. By so doing, City funds are not released until the City or its approved custodian has received the securities purchased or pledged.

4.04 Internal Control and Annual Audit

The Director of Finance or designee shall establish a system of internal controls. The controls shall be designed to prevent losses of public funds arising from fraud, employee error, misrepresentation of third parties, or imprudent actions by employees or Investment Officers of the City. Controls and managerial emphasis deemed most important include the following:

Imperative Controls:

- A. Safekeeping receipts and record management
- B. Documentation of investment bidding
- C. Written confirmations
- D. Reconciliation and comparisons of security receipts with investments and bank records
- E. Compliance with investment policies
- F. Accurate and timely reporting
- G. Adequate training and development of Investment Officers

Controls Where Practical

- A. Control of collusion
- B. Segregation of duties
- C. Clear delegation of authority
- D. Staying informed about market conditions, changes and trends that require adjustments in investment strategies.

The City, in conjunction with its annual financial audit, shall perform a compliance audit of management controls on investments and adherence

to the City's established investment policies. This annual audit shall be performed by an external auditor and will include formal review of the quarterly reports.

4.05 Standard of Care

Investments shall be made with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person's own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived.

In determining whether an investment officer has exercised prudence with respect to an investment decision, the determination shall be made taking into consideration:

1. the investment of all funds over which the officer had responsibility rather than a consideration as to the prudence of a single investment; and
2. whether the investment decision was consistent with the City's Investment Policy.

The Director of Finance and the Investment Officers are not personally responsible for changes in the market.

4.06 Competitive Bidding

All purchases of investments will be placed after receiving competitive quotes from at least three financial institutions, broker/dealers, investment pools or any combination thereof. Quotes will be accepted either written or electronically, or a combination thereof. An exception to this rule may be made when time limitations preclude the bidding process.

The investment will be made with the broker/dealer offering the greatest return and quality to the City. If three bids/offers are solicited but three responses are not received within the time frame specified in the solicitation of the bid/offer, the Investment Officer may act based on the responses received as long as the solicitation of and failure to receive the bids/offers is documented. Any investments purchased must have the signature of at least two Investment Officers, when both are present.

4.07 Portfolio Diversification

The City will diversify its investments by security type, institution, and broker/dealer. Requests for bids/offers from broker/dealers shall rotate among approved broker/dealers to ensure that the same brokers are not

solicited for every bid/offer request, and to ensure competition among broker/dealers.

With the exception of U.S Treasury Securities and interest bearing checking accounts that are fully collateralized, no more than 75% of the City's total investment portfolio will be invested in a single security type. If the City elects to participate in more than one investment pool, the total percent invested in all pools shall not exceed the maximum percent allowed.

Diversification requirements are as follows:

<u>Investment Type</u>	<u>Maximum Investment %</u>
Repurchase Agreements	Up to 50%
Certificates of Deposit**	Up to 50%
US Treasury Bills/Notes	Up to 100%
Other US Government Securities	Up to 50%
Authorized Investment Pools	Up to 75% in total
CDARS Program	Up to 25%
No-Load MM Mutual Funds	Up to 50%
No-Load Mutual Funds	Per PFIA
Sweep Accounts/DDA***	Up to 100%

** FDIC coverage or fully collateralized

*** Fully collateralized at 102% of value

4.08 Electronic Funds Transfer

The City may use electronic means to transfer or invest all funds collected or controlled by the City.

4.09 Selling Of Securities Before Maturity

While it is the City's intent to hold securities to maturity to ensure safety of principal, if the City needs to sell securities in order to meet disbursement needs or to take advantage of interest rates, the City Manager and the Director of Finance must both approve the sale of the security.

5.0 Arbitrage

Arbitrage rebate provisions require that the City compute earnings on investments from each issue of bonds on an annual basis to determine if a rebate to the IRS is required. The City is required to perform specific calculations relative to the actual yield earned on the investment of the funds and the yield that could have been earned if the funds had been invested at a rate equal to the yield on the bonds sold by the City. The

regulations require extreme precision in the monitoring and recording facets of the investments as a whole, and particularly as it relates to yields and computations to insure compliance. Failure to comply can dictate that the bonds become taxable, retroactively from the date of issuance, or subject the City to severe penalties.

The City's investment position as it relates to arbitrage regulations is as follows: Investments on bond proceeds will be made with safety of principal and liquidity in mind, but with a competitive rate of return. When project timing and cash flows allow, bond proceeds may be invested in instruments allowed under Section 3.0, if the investment can be purchased solely with the individual bond proceeds, and not commingled with operating funds or multiple issues. All investments purchased with bond funds shall be documented clearly and reported to the City's arbitrage consultant for tracking and review. Arbitrage rebate calculations will be performed annually on all debt issues and funds set aside annually for any positive arbitrage. Arbitrage will be rebated to the IRS, as necessary.

6.0 Investment Reporting

The Investment Officers shall report to City Council on no less than a quarterly basis in accordance with the Act (2256.023). The report shall include a detailed listing of all purchases, sales, and payments and a description of each security held as well as management summary information.

The report must be prepared and signed by all Investment Officers and contain a statement of compliance with regard to the City's Investment Policy and the Act (2256.023).

Market prices used to determine market value in the investment reports shall be obtained from an independent source.

7.0 INVESTMENT COLLATERAL AND SAFEKEEPING

7.01 Collateral

The Investment Officer(s) or Investment Advisor shall ensure that all City funds in time and demand deposits, certificates of deposits and/or repurchase agreements are insured or collateralized consistent with the Public Funds Collateral Act (Texas Government Code 2257) and federal law as well as the then current bank depository contract. The City chooses to accept collateral based on the list of investments authorized under the Public Funds Investment Act. The right of collateral

substitution is granted with the approval of the Director or Assistant Director of Finance. The Director or Assistant Director of Finance may approve and release pledged collateral. The City shall request additional collateral in the event Investment Officer(s) deems that deposits or investments are not sufficiently protected by the pledged collateral.

Collateral will equal 102% of the ledger balance of time and demand deposits, plus principal and accrued interest on certificates of deposit, and repurchase agreements and be held by an independent party outside the bank's or counter-parties' holding company. Pledged collateral will be evidenced by original safekeeping receipts, which are held at the Federal Reserve Bank and readily available to the City. The City's bank and/or counter-party will be responsible for the monitoring and maintaining of margin levels at all times.

7.02 Safekeeping

All City securities shall be held in independent safekeeping by the City, the City's depository bank or a City approved custodian in a third party financial institution. All safekeeping will be evidenced by original safekeeping receipts. Safekeeping receipts shall be maintained by the Investment Officer(s), and shall be available for review upon request.

8.0 INVESTMENT POLICY ADOPTION

The City's Investment Policy shall be adopted by resolution annually by the City Council. The policy shall be reviewed annually by the Investment Committee. Any modifications made thereto must be approved by the City Council and documented by formal action.

GLOSSARY

Accrued Interest: Term designating the interest due on a bond or other fixed income security that must be paid by the buyer of a security to its seller.

Agency: A security, almost always debt, issued by a corporation sponsored by the U.S. Government. Examples: bonds of the Tennessee Valley Authority.

Agency Notes: One to two year obligations offered at a discount from par by U.S. Government Agencies, such as the Federal National Mortgage Association, the Federal Home Administration, and the Farm Credit System.

Bid: The price offered by a buyer of securities – when you are selling securities, you ask for a bid.

Broker: A broker brings buyers and sellers together for a commission.

Certificate of Deposit (CD): A time deposit with a specific maturity evidenced by a certificate.

Collateral: Evidence of deposit or other property, which a borrower pledges to secure repayment of a loan. Also refers to securities pledged by a bank to secure deposits of public monies.

Component Unit: Based on generally accepted account principles, the Pearland Economic Development Corporation, TIRZ #2, and the Development Authority of Pearland are considered component units of the City, and as such are included in the City's annual financial reports.

Confirmation: Commonly called a "confirm." The confirmation is a notice to a customer that payment is due on a purchase, or that net proceeds are available on a sale of securities. Federal securities law requires that a confirmation be sent promptly following each purchase and sale.

Conflict of Interest: Term used to describe a financial situation where a person prejudicially places personal affairs before those of constituents that the person is supposed to serve or represent.

Coupon: (a) The annual rate of interest that a bond's issuer promises to pay the bondholder on the bond's face value. (b) A certificate attached to a bond evidencing interest due on a payment date.

Current Maturity: Used to designate the remaining lifetime of an already outstanding bond.

Dealer: A dealer, as opposed to a broker, acts as a principal in all transactions, buying and selling for his own account.

Delivery versus Payment: Delivery of securities first, with an exchange of money for the securities after delivery.

Derivatives: (a) Financial instruments whose return profile is linked to, or derived from, the movement of one or more underlying indices or securities, and may include a leveraging factor, or (2) financial contracts based upon notional amounts whose value is derived from an underlying index or security.

Discount: The difference between the cost price of a security and its maturity value when quoted at lower than face value. A security selling below original offering price shortly after sale also is considered to be at a discount.

Discount Securities: Non-interest bearing money market instruments that are issued at a discount and redeemed at maturity for full face value. Example: U.S. Treasury Bills.

Discount Yield: Measurement of return that computes interest on face value of security rather than on the dollar amount invested. Used in figuring yield on U.S. Treasury Bills.

Diversification: Dividing investment funds among a variety of securities offering independent returns.

Equivalent Bond Yield: Used to compare the discount yield on money market securities to the coupon yield on government bonds.

Face Value: The dollar amount that appears on the face of the bond certificate. It is the dollar amount the issuer promises to pay to the holder at maturity. Also called par value.

Federal Credit Agencies: Agencies of the Federal government set up to supply credit to various classes of institutions and individuals. Examples: S&L's, small business firms, students, farmers, farm cooperatives.

Federal Deposit Insurance Corporation (FDIC): A federal agency that insures bank deposits, currently up to \$250,000 per depositor.

Federal Funds Rate: The rate of interest at which Fed funds are traded. This rate is currently pegged by the Federal Reserve through open-market operations.

Federal Farm Credit Bank (FFCB): Fiscal agent for the Farm Credit System, a public government sponsored enterprise (GSE) created in 1916 to lend to agricultural and rural America. Funds for loans are obtained through the issuance of Farm Credit Debt Securities.

Federal Home Loan Bank (FHLB): Government sponsored wholesale banks (currently 12 regional banks), which lend funds and provide correspondent banking services to member commercial banks, thrift institutions, credit unions, and insurance companies. The mission of the FHLB is to liquefy the housing related assets of its members who must purchase stock in their district Bank.

Federal Home Loan Mortgage Corporation (FHLMC or Freddie Mac): Public government sponsored enterprise (GSE) created in 1970 to expand the secondary market for mortgages in the US. Along with other GSEs, Freddie Mac buys mortgages on the secondary market, pools them, and sells them as a mortgage-backed security to investors on the open market. This secondary mortgage market increases the supply of money available for mortgage lending and increases the money available for new home purchases.

Federal National Mortgage Association (FNMA or Fannie Mae): FNMA is a federal corporation working under the auspices of the Department of Housing and Urban Development (HUD). It is the largest single provider of residential mortgage funds in the United States. FNMA, is a private stockholder-owned corporation. The corporation's purchases include a variety of adjustable mortgages and second loans, in addition to fixed-rate mortgages. FNMA's securities are also highly liquid and are widely accepted. FNMA assumes and guarantees that all security holders will receive timely payment of principal and interest.

Federal Open Market Committee (FOMC): Consists of the seven members of the Federal Reserve Board and five of the twelve Federal Reserve Bank Presidents. The Committee periodically meets to set Federal Reserve guidelines regarding purchases and sales of Government Securities in the open market as a means of influencing the volume of bank credit and money.

Federal Reserve System: The central bank of the United States created by Congress and consisting of a seven member Board of Governors in Washington D.C., 12 regional banks and about 5,700 commercial banks that are members of the system.

Financial Assets: Cash and other assets that, in the normal course of operations, will become cash.

Government National Mortgage Association (GNMA or Ginnie Mae): A fixed income security that represents an undivided interest in a pool of federally insured mortgages put together by GNMA. GNMA securities are commonly backed by FHA or VA mortgages.

Liquidity: A liquid assets is one that can be converted easily and rapidly into cash without a substantial loss of value. In the money market, a security is said to be liquid if the spread between bid and asked prices is narrow and reasonable sizes can be done at those quotes.

Local Government Investment Pool (LGIP): An entity created under the public funds investment act to invest public funds jointly on behalf of the entities that participate in the pool and whose investment objectives in order of priority are 1) preservation and safety of principal, 2) liquidity, and 3) yield.

Market Value: The price at which a security is trading and could presumably be purchased or sold.

Master Repurchase Agreement: A written contract covering all future transactions between the parties to repurchase-reverse repurchase agreements that establishes each party's rights in the transactions.

Maturity: The date upon which the principal or stated value of an investment becomes due and payable.

Money Market: The market in which short-term debt instruments (bills, commercial paper, etc.) with a one-year maturity or less, and often 30-days or less, are issued and traded.

Offer: The price asked by a seller of securities.

Overnight Repo: A repurchase agreement with expiration set for the following business day.

Par Value: The dollar amount that appears on the face of the bond certificate. It is the dollar amount the issuer promises to pay to the holder at maturity. Also, called face value.

Portfolio: Collection of securities held by an investor.

Primary Dealer: A designation given by the Federal Reserve System to commercial banks or broker/dealers who meet specific criteria, including capital requirements and participation in Treasury auctions.

Principal: The face amount (par value) of a debt security.

Rate of Return: The yield obtainable on a security based on its purchase price or its current market price. For bonds and notes, it is the coupon rate divided by the price.

Repurchase Agreement (REPO): A holder of securities sells these securities to an investor with an agreement to repurchase them at a fixed price on a fixed date.

Safekeeping: A services to customers rendered by banks for a fee whereby securities and valuables of all types and descriptions are held in the bank's vault for protection.

Secondary Market: A market made for the purchase and sale of outstanding issues following the initial distribution.

Securities and Exchange Commission: Agency created by Congress to protect investors in security related transactions by administering securities legislation.

Sell: To transfer ownership for a monetary consideration. The term is used in conjunction with the disposition of stocks, bonds, or other financial assets.

Structured Notes: Notes issued by Government Sponsored Enterprises (FFCB, FHLB, FHLMC, FNMA, SLMA, etc.) and Corporations that have imbedded options (e.g.: call features, step-up coupons, floating rate coupons, derivative based returns) into their debt structure. Their market performance is impacted by the fluctuation of interest rates, the volatility of the imbedded options and shifts in the shape of the yield curve.

Treasury Bills: A non-interest bearing discount security issued by the U.S. Treasury to finance the national debt. Most bills are issued to mature in three months, six months, or one year.

Treasury Bonds: Long-term coupon bearing U.S. Treasury Securities issued as direct obligations of the U. S. Government and having initial maturities of more than 10 years.

Treasury Notes: Medium-term coupon-bearing U.S. Treasury securities issued as direct obligations of the U.S. Government and having initial maturities from two to ten years.

Uniform Net Capital Rule: Securities and Exchange Commission requirement that member firms as well as nonmember broker-dealers in securities maintain a maximum ratio of indebtedness to liquid capital of 15 to 1; also called net capital rule and net capital ratio.

ATTACHMENT A

CERTIFICATION BY BUSINESS ORGANIZATION

This certification is executed on behalf of City of Pearland (the Investor) and _____ (the Business Organization) pursuant to the Public Funds Investment Act, Chapter 2256, Texas Government Code (the Act) in connection with investment transactions conducted between the Investor and the Business Organization.

The undersigned Qualified Representative of the Business Organization hereby certifies on behalf of the Business Organization that:

1. The undersigned is a Qualified Representative of the Business Organization offering to enter into an investment transaction with the Investor as such terms are used in the Public Funds Investment Act, Chapter 2256, Texas Government Code and
2. The Qualified Representative of the Business Organization has received and reviewed the Investment Policy furnished by the Investor and
3. The Qualified Representative of the Business Organization has implemented reasonable procedures and controls in an effort to preclude imprudent investment transactions conducted between the Business Organization and the Investor that are not authorized by the entity's investment policy, except to the extent that this authorization is dependent on an analysis of the makeup of the entity's entire portfolio or required an interpretation of subjective investment standards.
4. The Business Organization will rely upon instructions from only the persons authorized on behalf of the City of Pearland as stated in the Investment Policy and City's resolution designating investment officers.

Qualified Representative of the Business Organization

Signature: _____
Name: _____
Title: _____
Date: _____

ATTACHMENT B

APPROVED/AUTHORIZED LIST OF BROKER/DEALERS

Comerica Securities
Duncan Williams
First Southwest Company
~~Frost National Bank~~
Wells Fargo Securities
CastleOak Securities
Gilford Securities
[SAMCO Securities](#)
[Oppenheimer & Co.](#)

Certificates of deposit may be purchased from Texas depository institutions, which are not on the approved broker/list, as they are considered depository in nature. Certificates of deposit purchased from brokerage firms, however, must be on the approved broker/dealer list as they fall under the Public Funds Investment Act. All deposits over the FDIC limit must be collateralized.

CITY OF PEARLAND INVESTMENT STRATEGY

The City of Pearland shall adopt by resolution a separate written investment strategy for each of the funds under its control. For Investment purposes, the City shall use a "Pooled Fund Group" which means that all funds under the City's control shall be treated as one fund.

INVESTMENT STRATEGY

I. Suitability

Investments are to be purchased based on the financial requirements of the City. The City of Pearland shall strive to maintain the level of investment of all fund balances, reserves and bond funds as close as possible to 100%. Any investment eligible in the Investment Policy is suitable for all City funds, including component units.

II. Safety of Principal

Investments of the City shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio. All investments shall be of high quality with no perceived default risk. It is the City's full intent, at the time of purchase, to hold all investments until maturity in order to ensure the return of all invested principal.

III. Liquidity

The City's investment portfolio will remain sufficiently liquid to enable the City to meet all operating requirements that might be reasonably anticipated. Liquidity shall be achieved by matching investment maturities with budgetary and economic cycles, and forecasted cash flow requirements. A portion of the portfolio will be maintained in liquid short-term securities that can be converted to cash if necessary to meet disbursement requirements. Investment pools and money market mutual funds provide daily liquidity and may be utilized as a competitive yield alternative to fixed maturity investments.

IV. Marketability

The City shall invest in securities that, if the need arises, can be liquidated before maturity. Investments will never be prematurely

sold at less than book value plus accrued interest, without the approval of the Director of Finance and the City Manager.

V. Diversification

The City will diversify its investments by security type and by broker/dealer. With the exception of U.S. Treasury securities and fully collateralized demand deposit accounts, no more than 75% of the City's total investment portfolio will be invested in a single security type.

VI. Yield

The investment portfolio shall obtain a competitive rate of return throughout budgetary and economic cycles, commensurate with the investment risk constraints and the cash flow needs. The City shall attempt to obtain an acceptable return provided that the requirements of safety and liquidity are first met. The yield of the one-year U.S. Treasury Bill shall be a yield objective or benchmark as well as benchmarked against an agency note with maturity, which approximates the weighted average maturity of the portfolio.

ATTACHMENT B

APPROVED/AUTHORIZED LIST OF BROKER/DEALERS

Comerica Securities
Duncan Williams
First Southwest Company
~~Frost National Bank~~
Wells Fargo Securities
CastleOak Securities
Gilford Securities
SAMCO Securities
Oppenheimer & Co.

Certificates of deposit may be purchased from Texas depository institutions, which are not on the approved broker/list, as they are considered depository in nature. Certificates of deposit purchased from brokerage firms, however, must be on the approved broker/dealer list as they fall under the Public Funds Investment Act. All deposits over the FDIC limit must be collateralized.

RESOLUTION NO. R2015-134

A Resolution of The City Council of the City of Pearland, Texas, adopting an Amended Investment Policy, Investment Strategy and approved Brokers in accordance with Chapter 2256 of the Government Code (“Public Funds Investment Act”).

WHEREAS, the Public Funds Investment Act codified in Government Code Chapter 2256 governs local government investment; and

WHEREAS, the Public Fund Investment Act (Section 2256.005a), as amended, requires the City to adopt an Investment Policy and Investment Strategy by rule, order, ordinance or resolution governing the investment of funds under its control; and

WHEREAS, the Public Fund Investment Act (Section 2256.005e), requires the governing body to review and adopt that Investment Policy and Investment Strategy by rule, order, ordinance or resolution not less than annually, recording any changes made thereto; now, therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PEARLAND, TEXAS:

Section 1. That the City of Pearland has complied with the requirements of the Public Funds Investment Act and the Investment Policy. The modified Investment Policy, Investment Strategy and approved Brokers are attached hereto as Exhibit “A”, Exhibit “B” and Exhibit “C” and are hereby adopted effective immediately, except that the revised Investment Training requirements contained in Section 2.07 of the Investment Policy shall, in accordance with state law, become effective beginning September 1, 2015.

PASSED, APPROVED, AND ADOPTED this _____ day of _____
A.D., 2015.

TOM REID
MAYOR

ATTEST:

YOUNGLORFING, TRMC
CITY SECRETARY

APPROVED AS TO FORM:

DARRIN M. COKER
CITY ATTORNEY

**AGENDA REQUEST
BUSINESS OF THE CITY COUNCIL
CITY OF PEARLAND, TEXAS**

AGENDA OF: 8/10/2015	ITEM NO.: Resolution No. R2015-132
DATE SUBMITTED: 8/3/2015	DEPARTMENT OF ORIGIN: City Secretary
PREPARED BY: Young Lorfing	PRESENTOR: Mayor and Council
REVIEWED BY: Jon R. Branson	REVIEW DATE: August 3, 2015
SUBJECT: Resolution No. R2015-132 – A Resolution of Appreciation for Councilmember Scott Sherman to recognize his contributions and service as Councilmember Pos. 2	
EXHIBITS: Resolution No. R2015-132	
EXPENDITURE REQUIRED: AMOUNT AVAILABLE: ACCOUNT NO.:	AMOUNT BUDGETED: PROJECT NO.:
ADDITIONAL APPROPRIATION REQUIRED: ACCOUNT NO.: PROJECT NO.:	
To be completed by Department: <input type="checkbox"/> Finance <input type="checkbox"/> Legal <input type="checkbox"/> Ordinance <input checked="" type="checkbox"/> Resolution	

EXECUTIVE SUMMARY

This Resolution is presented to past elected officials recognizing their dedication and service to the City of Pearland. They are also presented their portrait and a plaque.

RECOMMENDED ACTION

Consider Resolution No. R2015-132

Resolution

City of Pearland

Whereas, the hereinafter named has unselfishly contributed time, talents and energies to serve the people of the City of Pearland; and

Whereas, such contribution has become a part of the foundation upon which this City stands; and

Whereas, the members of the City Council of the City of Pearland, Brazoria, Harris, and Fort Bend Counties, State of Texas deem it fitting and proper to recognize the service and contribution of *Councilmember Scott Sherman Councilmember 2009- 2015*
Mayor Pro-Tem 2010 & 2012

Now, Therefore: be it resolved and signatures hereunto affixed attest and bear witness that the hereunder signed people of this City, do gratefully acknowledge that service and contribution.

Passed on this 10th day of August, A.D., 2015

Mayor Tom Reid

Councilmember Pos. No. 1 Tony Carbone

Councilmember Pos. No. 2 Derrick Reed

Councilmember Pos. No. 3 Gary Moore

Attest:

Councilmember Pos. No. 4 Keith Ordeneaux

Councilmember Pos. No. 5 Greg Hill

Young Lorfing, TRMC
City Secretary

No. R2015-132

**AGENDA REQUEST
BUSINESS OF THE CITY COUNCIL
CITY OF PEARLAND, TEXAS**

AGENDA OF: August 10, 2015	ITEM NO.: Ordinance No. 2000M-128												
DATE SUBMITTED: July 27, 2015	DEPT. OF ORIGIN: Planning												
PREPARED BY: Ian Clowes	PRESENTOR: Lata Krishnarao												
REVIEWED BY: Lata Krishnarao	REVIEW DATE: July 31,2015												
<p>SUBJECT: Ordinance No. 2000M-128 - An Ordinance of the City Council of the City of Pearland, Texas, approving a request of BGE Kerry R. Gilbert and Associates, applicant; on behalf of CL Ashton Woods, LP., owner for a Zoning Change to amend the Southern Trails Planned Development (PD) from an overlay zoning district which allows for Civic/Church uses to General Business (GB) uses; on approximately 0.9 acres of land of the total 522.62 acres.</p> <p>General Location: South side of Broadway Street, between Windward Bay Drive to the west and Kinglsey Drive to the east, Pearland, TX</p>													
<p>ATTACHMENTS:</p> <ol style="list-style-type: none"> 1. Ordinance No. 2000M- 128 and Exhibits (Exhibit A – Legal Description; Exhibit B – Location Map; Exhibit C - Legal Ad; Exhibit D- Planning and Zoning Commission Recommendation Letter; Exhibit E – Southern Trails PD Amendment) 2. Joint Public Hearing Packet (11.17.14) 													
<table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">EXPENDITURE REQUIRED: N/A</td> <td style="width: 50%;">AMOUNT BUDGETED: N/A</td> </tr> <tr> <td>AMOUNT AVAILABLE: N/A</td> <td>PROJECT NO.: N/A</td> </tr> <tr> <td colspan="2">ACCOUNT NO.: N/A</td> </tr> <tr> <td colspan="2">ADDITIONAL APPROPRIATION REQUIRED: N/A</td> </tr> <tr> <td colspan="2">ACCOUNT NO.: N/A</td> </tr> <tr> <td colspan="2">PROJECT NO.: N/A</td> </tr> </table>		EXPENDITURE REQUIRED: N/A	AMOUNT BUDGETED: N/A	AMOUNT AVAILABLE: N/A	PROJECT NO.: N/A	ACCOUNT NO.: N/A		ADDITIONAL APPROPRIATION REQUIRED: N/A		ACCOUNT NO.: N/A		PROJECT NO.: N/A	
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Finance	Legal	Ordinance	Resolution										

SUMMARY: The applicant proposed to change the zoning of approximately 1.4-acre tract, originally designated for a civic use; specifically for a Fire Station; to General

Business (GB). The site is generally located on the southwest corner of Broadway and Kingsley next door to the CVS Pharmacy.

This case was approved by City Council at a first reading on December 15, 2014. At that time, the applicant did not submit a revised PD to include the approved conditions added by the Planning and Zoning Commission and approved by City Council (see conditions below). Therefore, the item was not brought forward for a second reading. The property has now been sold to a new developer who has since agreed to the conditions and is ready to proceed with the second reading. A site permit has been submitted to the city for construction of a retail center and is pending approval based on the approval of this zoning ordinance.

STAFF RECOMMENDATION: Staff recommends approval of the amendment to the Southern Trails PD, to reallocate the 0.9 acres from a civic use to a GB use, for the following reasons:

1. The subject property was originally designated as a non-residential use; civic use for a Fire Station and will continue to be designated for non-residential uses allowed within the GB zoning district.
2. The PD and the proposed amendment generally meet the intent of the future land use designation of "Retail, Offices and Services" by providing non-residential uses to serve the surrounding single family subdivisions; with limited general business strip centers, as recommended by the "Minor Node" future land use designation.

PLANNING AND ZONING COMMISSION DISCUSSION: At the regular meeting of the Planning and Zoning Commission on November 17, 2014, Planning and Zoning Commissioner Mary Starr amended her original motion of a recommendation approval, to a recommendation of approval with conditions. The motion was seconded by Commissioner Ginger McFadden. The motion passed 7/0, with all commissioners present and all commissioners in favor of the amended motion.

The recommended conditions of the Planning and Zoning Commission are as follows. The applicant has added the following conditions to the revised PD Document:

1. The following uses shall be prohibited:
 - Automobile and Automobile-Service Related Uses
 - Animal/Pet- Related Uses
 - Big Box Retail/Department Stores
 - Stand-Alone Restaurants
 - Drive-Thru Restaurants

The applicant included 28 prohibited uses on page 10 of the PD document. However, the above mentioned five (5) specific uses recommended by the Planning and Zoning Commission were added as prohibited uses in the PD.

2. Screening to buffer the proposed non-residential development from the existing single family subdivisions to the west and south, shall be consistent in design, including height, material, color, etc., with the existing screening wall provided by CVS to buffer against adjacent single family subdivisions.

The proposed PD amendment includes the following text regarding residential screening:

J. Screening

For development within the General Business zone, screening must be provided in order to buffer the proposed non-residential development from the existing single family subdivision to the west and south. All required screening shall be consistent in design. All new screening must match the height, material and color of any existing screening within the General Business zone.

STAFF RECOMMENDATION TO COUNCIL: Consider the proposed amendments.

Ordinance No. 2000M-128

An ordinance of the City Council of the City of Pearland, Texas, amending Ordinance No. 2000M, the zoning map of the City of Pearland, Texas, for the purpose of changing the classification of certain real property, being 1.749 acres (currently 0.9 acres due to right-of-way dedication, etc.) acres of land being a certain parcel of ground together with all the buildings and improvements being a portion of No. 2 Southern Trails Commercial No. 1, H.T. and B.R.R Company Survey, Section 84, A-538, City of Pearland, Brazoria County, Texas (generally located on the south side of Broadway Street, between Windward Bay Drive to the west and Kinglsey Drive to the east), Zone Change 2014-20Z; a request of BGE Kerry R. Gilbert and Associates, applicant; on behalf of CL Ashton Woods, LP., owner; for approval of a change in zoning to amend the Southern Trails Planned Development (PD), from an overlay zoning district which allows for Civic/Church uses to General Business (GB) uses, with restrictions on permitted uses; on approximately 0.9 acres of land of the total 522.62 acres, providing for an amendment of the zoning district map; containing a savings clause, a severability clause and an effective date and other provisions related to the subject, providing for an amendment of the zoning district map; containing a savings clause, a severability clause and an effective date and other provisions related to the subject.

WHEREAS, BGE Kerry R. Gilbert and Associates, applicant; on behalf of CL Ashton Woods, LP., owner; is requesting approval of a change in zoning to amend the Southern Trails Planned Development (PD), from an overlay zoning district which allows for Civic/Church uses to General Business (GB) uses; on approximately 1.749 acres of land (now 0.9 acres of land, due to right-of-way dedication, detention, etc.) of the total 522.62 acres included within the Southern Trails Planned Development; said property being legally described in the legal description attached hereto and made a part hereof for all purposes as Exhibit "A," and more graphically depicted in the vicinity map attached hereto and made a part hereof for all purposes as Exhibit "B," and

WHEREAS, on the 10th day of November 2014, a Joint Public Hearing was held before the Planning and Zoning Commission and the City Council of the City of Pearland, Texas, notice being given by publication in the official newspaper of the City, the affidavit of publication being attached hereto and made a part hereof for all purposes as Exhibit "C," said call and notice being in strict conformity with provisions of

Section 1.2.2.2 of Ordinance No. 2000T; and

WHEREAS, on the 10th day of November, 2014, the Planning and Zoning Commission submitted its report and recommendation to the City Council regarding the proposed PD amendment to change the zoning of an approximately 1.749 acre tract (now 0.9 acres) from a civic use, specifically for a fire station to General Business (GB), with conditions, said recommendation attached hereto and made a part hereof for all purposes as Exhibit “D”; said amended PD attached hereto as Exhibit E; and

WHEREAS, upon receipt of the report from the Planning and Zoning Commission, City Council considered this application and the recommendation of the Planning and Zoning Commission at regular meetings on the 15th day of December 2014 and the 10th day of August 2015; and

WHEREAS, the City Council having fully heard the testimony and argument of all interested parties, and having been fully advised in the premises, finds that in the case of the application of BGE Kerry R. Gilbert and Associates, applicant; for approval of a change in zoning to amend the Southern Trails Planned Development (PD), from an overlay zoning district which allows for Civic/Church uses to General Business (GB) uses; on approximately 1.749 acres of land (now 0.9 acres of land, due to right-of-way dedication, detention, etc.) of the total 522.62 acres included within the Southern Trails Planned Development, presented which, in the judgment of the City Council, would justify the approval of said application; now, therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF PEARLAND, TEXAS:

Section I. The following described property located within the corporate City Limits of the City of Pearland, Texas, and presently classified as Southern Trails Planned Development (PD), and designated for a Civic/Church use, specifically for a

fire station, is hereby granted a change in zoning to Southern Trails Planned Development (PD), with an overlay district of General Business (GB), in accordance with all conditions and requirements of the current Unified Development Code and incorporated for all purposes, such property being more particularly described as:

LEGAL DESCRIPTION: A certain parcel of ground together with all the buildings and improvements being a portion of No. 2 Southern Trails Commercial No. 1, H.T. and B.R.R. Company Survey, Section 84, A-538, City of Pearland, Brazoria County, Texas

GENERAL LOCATION: South side of Broadway Street, between Windward Bay Drive to the west and Kinglsey Drive to the east, Pearland, TX

Section II. The City Council of the City of Pearland finds and determines that the recitations in the preamble hereof are true and that all necessary prerequisites of law have been accomplished and that no valid protest of the proposed change has been made. The City Council further finds and determines that there has been compliance with the mandates of law in the posting and presentation of this matter to the Planning and Zoning Commission and to the City Council for consideration and decision.

Section III. The City Council of the City of Pearland finds and determines that the amendment adopted herein promotes the health, safety, and general welfare of the public and is a proper valid exercise of the City's police powers.

Section IV. If any section, subsection, sentence, clause, phrase, or portion of this Ordinance is for any reason held invalid or unconstitutional by any court of competent jurisdiction, such portion shall be deemed a separate, distinct, and independent provision and such holding shall not affect the validity of the remaining portions thereof.

Section V. All rights and remedies, which have accrued in the favor of the City

under this Ordinance and its amendments thereto, shall be and are preserved for the benefit of the City.

Section VI. The City Secretary is hereby directed to cause to be prepared an amendment to the official Zoning District Map of the City, pursuant to the provisions of Section 2.3.2.2 of Ordinance No. 2000-M and consistent with the approval herein granted for the reclassification of the herein above described property

Section VII. This Ordinance shall become effective after its passage and approval on second and final reading.

PASSED, APPROVED, and ADOPTED on First Reading this 15th day of December, 2014.

TOM REID
MAYOR

ATTEST:

YOUNG LORFING, TRMC
CITY SECRETARY

PASSED, APPROVED, and ADOPTED on Second and Final Reading this 10th day of August 2015.

TOM REID
MAYOR

ATTEST:

YOUNG LORFING, TRMC
CITY SECRETARY

APPROVED AS TO FORM:

DARRIN M. COKER
CITY ATTORNEY

Exhibit A
Legal Description

A certain parcel of ground together with all the buildings and improvements being a portion of No. 2 Southern Trails Commercial No. 1, H.T. and B.R.R. Company Survey, Section 84, A-538, City of Pearland, Brazoria County, Texas

**Exhibit B
Vicinity Map**



**Exhibit C
Legal Ad**

**NOTICE OF A JOINT PUBLIC HEARING
OF THE CITY COUNCIL**

AND

**THE PLANNING AND ZONING COMMISSION
OF THE CITY OF PEARLAND, TEXAS**

ZONE CHANGE APPLICATION NUMBER: 2014-20Z

Notice is hereby given that on November 17, 2014 at 6:30 p.m., the City Council and Planning and Zoning Commission of the City of Pearland, in Brazoria, Harris and Fort Bend Counties, Texas, will conduct a joint public hearing in the Council Chambers of City Hall, located at 3519 Liberty Drive, Pearland, Texas, at the request of BGE/Kerry R. Gilbert and Associates, applicant on behalf of CL Ashton Woods, LP., owner; for approval of a change in zoning to amend the Southern Trails Planned Development (PD) to remove the Fire Station designation to allow for General Business (GB) non-residential uses on approximately 1.4 acres of the total 522.63 acres of land, to wit:

Being 1.4 acres, a certain parcel of ground together with all the buildings and improvements begin a portion of No. 2 Southern Trails Commercial No. 1, H.T. and B.R.R. Company Survey, Section 84, A-538, City of Pearland, Brazoria County, Texas, containing an area of 3.55 acres (154,859 square feet).

General Location: Southwest corner of Broadway Street and Kingsley Drive, Pearland, TX

At said hearing, all interested parties shall have the right and opportunity to appear and be heard on the subject. For additional information, please contact the Planning Department at 281-652-1765.

Johnna Matthews
City Planner

Exhibit D
Planning and Zoning Commission Recommendation Letter



Planning & Zoning Commission

November 18, 2014

Honorable Mayor and City Council Members
3519 Liberty Drive
Pearland, TX 77581

Re: Recommendation on Zone Change Application No. 2014-20Z, Southern Trails
Planned Development (PD) Amendment

Honorable Mayor and City Council Members:

At their meeting on November 17, 2014, the Planning and Zoning Commission considered the following:

A request of BGE Kerry R. Gilbert and Associates, applicant; on behalf of CL Ashton Woods, LP., owner; for approval of a change in zoning to amend the Southern Trails Planned Development (PD), from an overlay zoning district which allows for Civic/Church uses to General Business (GB) uses; on approximately 0.9 acres of land of the total 522.62 acres, to wit:

Legal Description: A certain parcel of ground together with all the buildings and improvements being a portion of No. 2 Southern Trails Commercial No. 1, H.T. and B.R.R. Company Survey, Section 84, A-538, City of Pearland, Brazoria County, Texas

General Location: South side of Broadway Street, between Windward Bay Drive to the west and Kinglsey Drive to the east, Pearland, TX

Commissioner Mary Starr made a motion to amend her original motion of a recommendation of approval of Zone Change Application Number 2014-20Z to amend the Southern Trails Planned Development, to a recommendation of approval with, conditions. The motion was seconded by Commissioner Ginger McFadden.

The motion passed 7/0, with all commissioners present and all commissioners in favor of the amended motion.

The recommended conditions of the Planning and Zoning Commission are as follows:

The recommended conditions of the Planning and Zoning Commission are as follows, and how the applicant addressed the conditions:

1. The following uses shall be prohibited:
 - Automobile and Automobile-Service Related Uses
 - Animal/Pet- Related Uses
 - Big Box Retail/Department Stores
 - Stand-Alone Restaurants
 - Drive-Thru Restaurants

2. Screening to buffer the proposed non-residential development from the existing single family subdivisions to the west and south, shall be consistent in design, including height, material, color, etc., with the existing screening wall provided by CVS to buffer against adjacent single family subdivisions.

Sincerely,

Johnna Matthews

A handwritten signature in cursive script that reads "Johnna Matthews".

City Planner
On behalf of the Planning and Zoning Commission

Exhibit E
Southern Trails Planned Development (Amended)

See Following Pages

**SOUTHERN TRAILS PLANNED UNIT DEVELOPMENT
AMENDMENT**

CITY OF PEARLAND, TEXAS

PREPARED FOR:

CL ASHTON WOODS, LP

PREPARED BY:

BGE| KERRY R. GILBERT & ASSOCIATES

NOVEMBER 2014

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I. INTRODUCTION TO SOUTHERN TRAILS

The Southern Trails planned unit development application was prepared on behalf of Conifer Development, Ltd. in accordance with the City of Pearland Zoning ordinance related to a planned Unit Development (“PUD”). It is the intent of the Developer to utilize a Planned Unit Development to establish a comprehensive land use plan and zoning guideline for the entire development project that will govern the future improvements, signage, landscaping, and use of open space.

Southern Trails is a 522.63 acre master planned community located west of SH 288 and south of Broadway in the eastern portion of the city limits of Pearland, Texas. The property has frontage on and is bordered by Broadway to the north, C.R. 48 to the west, C.R. 59 to the south, and future extension of Kirby to the east.

All of the property is within the Pearland City Limits. At the core of the community’s identity is an extensive recreational trail network service as a link to the various neighborhoods and focal points throughout the community. The development plan consists of residential, church, and general business uses, including facilities such as a parks, lakes and trails and significant open space.

II. AMENDMENT TO THE SOUTHERN TRAILS PUD (2011)

This application was prepared on behalf of CL Ashton Woods, LP and Taylor Morrison of Texas, Inc., pursuant to the City of Pearland ordinances related to the Planned Unit Development (PUD). The Southern Trails PUD was originally approved and codified under Ordinance Number 509-695 on February 9, 2004.

Currently, approximately 60% of the project has been developed. The intent of this amendment to the original PUD is to update exhibits to reflect current activity and propose revisions to the Trails System Plan Exhibit.

Southern Trails has been divided into two distinct developments divided by Kingsley Drive: Southern Trails and Southern Trails West. The current owner for Southern Trails is C.L. Ashton Woods, LP and the current owner for Southern Trails West is Taylor Morrison of Texas, Inc.

The revisions to the Trails System Plan Exhibit are described in detail in this document in Section IV.(E) Parks and Recreation.

III. AMENDMENT TO THE SOUTHERN TRAILS PUD (2014)

This application was prepared on behalf of CL Ashton Woods, LP, pursuant to the City of Pearland ordinances related to the Planned Unit Development (PUD). The Southern Trails PUD was originally approved and codified under Ordinance Number 509-695 on February 9, 2004.

Currently, approximately 85% of the project has been developed. The intent of this amendment to the original PUD is to update exhibits to reflect current activity and propose revisions to the overall land use acreages to reflect said revisions. Additionally, the proposed Fire Station site, which has decreased in size due to an increase in right of way

and detention requirements, is being reallocated to the General Business designation. Exhibit C.1 shows the property subject to the proposed amendment.

All of Southern Trails West has been developed and is privately owned. For Southern Trails, with the exception of the privately owned lots, the current owner is C.L. Ashton Woods, LP.

The revisions to the land use acreages are noted on Table 1: Acreage per Land Use Summary and can be seen on Exhibits D, E and F.

IV. EXISTING CONDITIONS

A. Site Description

The property was a compilation of fifteen tracts of various sizes and was vacant and unimproved at the time of acquisition and approval of the PUD. The property was used as farmland for growing milo and grain sorghum for generations. As shown on the Exhibit A-Area Map Exhibit aerial photograph, some of the development issues affecting the project were:

- Kingsley Drive (C.R. 48) divides the project
- There is a regional east-west drainage ditch bisecting the property which is owned and maintained by Brazoria County Drainage District #4. The improvements required for this ditch will be beyond the needs of this project in order to serve the region.
- A secondary north-south drainage ditch bisects much of the Property.
- The drainage outfall constraints increase the amount of land required for detention.
- The irregular shape of the property (See Exhibit A-Area Map Exhibit) impacts the public street design as well as the lot design/layout.
- The updated *Conceptual Plan* illustrates the platted lots that have been platted thus far.

B. Surrounding Land Use

The surrounding vicinity is characterized by recent residential development and a scattered mix of permanent residences and mobile homes. Recent residential activity illustrated in Exhibit A-Area Map Exhibit is:

- Shadow Creek Ranch to the north, as 3,300 acre master planned community, is immediately across and north of Broadway.
- Southgate, a 185 acre development, is located immediately to the east and across the future extension of Kirby Drive.
- Southfork, a 330 acre residential development, is located south of C.R. 59 and to the east in the City of Manvel.
- A proposed Alvin ISD High School west of Kirby Drive, between Southern Trails and Broadway.

There is a new school adjacent to Southern Trails on the east side of Kirby. (See *Exhibit D Conceptual Development Plan*).

V. GOALS AND OBJECTIVES

The proposed Planned Unit Development will have its own guidelines and restrictions in addition to those imposed by the City of Pearland. The Southern Trails Planned Unit Development will establish a comprehensive land use plan and zoning regulations to guide future improvements, including signage, landscape architecture, and generous open space. The Planned Unit Development provisions will guarantee the long-term aesthetic quality and continuity of the development and preserve the character of the community over time.

Southern Trails residents will immediately know that they are within their community; however, the sense of place will not be conveyed by monumentation as much as the tone set by the design of the streetscape and orientation around pedestrian activity.

The recreational trails are designed to be highly visible, with proposed below grade (below the road) crossings for safety, accessibility, and ease of use.

Main arterial roads (minor collectors) through the project will be enhanced with street trees and additional landscaping.

Detention facilities for Southern Trails will be consolidated and constructed in such a manner as to provide usable open space incorporating the trails, parks, and other recreational facilities.

Open spaces will be designed with the goal of encouraging social interaction among residents, thus adding to the safety of the community as a whole.

VI. PLAN OF DEVELOPMENT

A. Project Description

The 522.63 Planned Unit Development is entirely single family residential development with the exception of a 9.3 acre church parcel and a general business parcel totaling 3.6 acres at the southwest corner of Kingsley Drive (C.R. 48) and Broadway.

There will be approximately 110 acres of open space and park areas within Southern Trails. The trail system will link lakes, recreational facilities, and residential neighborhoods creating a pedestrian friendly community.

Southern Trails design offers accessible water features that can be enjoyed by the entire community; this is accomplished through the strategic location of lakes in park areas, thereby abandoning the conventional development practices of completely surrounding lakes with waterfront homes.

B. Current Land Use

Southern Trails is located west of SH 288 and south of Broadway in the western portion of the city limits of Pearland, Texas. The property has frontage on and is bordered by Broadway to the north, Kingsley Drive (C.R. 48) to the west, C.R. 59 to the south and the future extension of Kirby to the east.

The property is a compilation of 17 tracts ranging in size from 1 acre to 120 acres, and is currently vacant and unimproved, consisting of flat coastal plain used farming row

crops. The surrounding vicinity is characterized by vacant tracts of land, subdivision, and a scattered mix of rural residences and mobile homes.

The property lies within the city limits of Pearland. The current zoning designation of the surrounding properties are a mixture of medium and low density residential (R1, R2, R3) with scattered commercial uses. The subject property is currently zoned in mixed classifications of SD, RE, R1, and R2.

C. Proposed Land Use

The City of Pearland’s Comprehensive Plan indicates this portion of the planning area as medium and low density residential with appropriate commercial uses. The proposed Conceptual Development Plan presents a low density master planned community with a wide range of attractive housing in well defined neighborhoods.

The *Conceptual Development Plan* complies with the intent of the Comprehensive Plan with an overall density not to exceed 3.6 dwelling units per net acre based on a maximum of 1390 homes on 381.5 residential use acres. Gross calculations yield 2.7 lots per acre based on 522.6 acres as shown in the Land Use Plan.

TABLE 1: ACREAGE PER LAND USE SUMMARY

USE	ACRES	MIX
Single Family Residential (SFR)*	381.5	73%
Multi Family Residential	0	0.00%
Light Industrial	0	0.00%
General Business ***	3.6	1%
Civic/Church	9.3	2%
Parks/Recreation/Open Spaces**	112.5	22%
Major Thoroughfare Rights-of-Way	15.7	3%
Total	522.6	100.00%

*Single family residential encompasses R-1 (180 acres); R-2 (145 acres); and R-3 (56.5 acres) single family dwelling districts as presented in Appendix “A” hereto. Any district may, increase in acreage by up to 15%. The total increase in SFR is defined in the *Land Use Changes* section below.

**Parks, recreation and open space includes public and private parks, community recreation centers, linear parks and greenbelts, and open space, lakes, bayous and drainage ways.

***Development of the western 0.9 Acre of the commercial tract is subject to the General Business regulations as stated in the current Unified Development Code. See Exhibit C.1 for the exact location of the 0.9 Acres. This 0.9 Acres is also subject to the prohibited Uses listed in Appendix “A” under General Business.

D. Land Use Changes

Land use shall be regulated on a total acreage basis illustrated in Table 1 and by a finite cap on the number of dwelling units. Each land use category may be increased in acreage by up to 15% as long as the total number of dwelling units does not exceed 1390. This flexibility is required to ensure the overall success of the development. If a proposed land use is requested to be an increase in an area by more than 15%, an amendment to this Planned Unit Development must be requested and approved by the City of Pearland. Land uses may be interchanged within the boundaries of the project provided they are in compliance with the acreage defined in Table 1, subject to the 15% allowable increase.

E. Parks and Recreation

The focal point of the Southern Trails Planned Unit Development is its proliferation of trails and lakes throughout the community. The comprehensive trail system is designed to be highly visible, with proposed below grade (below the road) crossings for safety, accessibility, and ease of use.

The Exhibit E *Trail System* illustrates the location of the proposed amenities. Some of the features of the development plan are:

- A continuous and easily accessible trail system with natural open space;
- Fitness stations and water fountains on the trail network;
- Passive use recreation facilities such as picnic areas;
- Common areas strategically lighted for nighttime enjoyment;
- Vantage points that offer visitors and residents beautiful views;
- A minimum of 6.7 acres of pedestrian trail system. (9,800 ft x 30 ft)
- Two of the four lakes totaling 7.3 acres will serve primarily as amenities intentionally designed with limited detention capacity creating nearly constant water levels in a park like setting;
- The third and largest lake (approximately 16.6 acres) is located in the center of the project and acts as a “hub” for the trail network;
- A fourth lake, located within one of the single family sections, serves to provide additional amenities to the larger lots.
- In order to increase accessibility and enjoyment of the principals lake for the entire community, there will be a 3.0 acres lakeside recreational facility;
- An additional ± 1.0 acre neighborhood park;
- An additional ± 0.6 acre neighborhood park;
- Three additional parks being ± 0.5 acre each.

At this time, all of the above stated amenities are constructed. In addition to the parks, there is a trail system connecting the entire Southern Trails community. Exhibit E Trail System has been updated to depict revisions to the underground pedestrian tunnels

and sidewalks. The following revisions are shown on the revised Exhibit E Trail System and are listed below:

Southern Trails

- The proposed below grade pedestrian crossing located on Southern Trails Drive south of Broadway, will not be constructed. Instead, the existing six (6) foot sidewalks along each side of Southern Trail Drive coupled with the signal controlled intersection with two-way ramps and crosswalks located at Broadway eliminate the need for the proposed crossing.
- A six (6) foot sidewalk was constructed along the east side of Kingsley Drive, extending from Southern Trails Drive north to the northern property edge of the Southern Trails development and to install handicap ramps at each intersection.

Southern Trails West

- Construct a six (6) foot sidewalk along the westside of Kingsley Drive from Southern Trails Drive north to the Commercial site (option for developer to construct or pay City of Pearland in lieu of construction).
- Install crosswalk at grade on Kingsley with appropriate signage and striping, in lieu of a below grade pedestrian crossing (under Kingsley Drive).
- Not to construct a trail along the drainage easement on the southern boundary between Kingsley Drive and Trail Hollow Drive. The sidewalk along Southern Valley Drive provides a pedestrian pathway parallel to the drainage easement.

Construction of sidewalks interior to the development adjacent to the lots will be completed in conjunction with the home construction. Also, the construction of the sidewalks in front of the model homes will occur at the time of conversion from a model home to home ownership. The construction of fencing internal to the project will be constructed at the time of home construction.

The Parks Department has agreed to accept a cash payment in lieu of acreage dedication; however, the Developer and the City are currently discussing alternatives

F. Street Circulation

The Southern Trails 90-foot boulevard entrances (*see Exhibit F Project Monumentation*) will merge into the main arteries which adhere to the City of Pearland Comprehensive Plan and shall be 60-foot rights-of-ways with two 10-foot utility easement as required by City ordinance. The street design of the community is such that no home shall front the minor collectors, eliminating the need for direct access (driveways) and on-street parking. These streets will have 28-foot paving sections (*see Exhibit G Typical Collector Street Cross Section*) and 6' sidewalks will be constructed on both sides of the right-of-way. Local streets serving development pods will be a minimum of 50-foot rights-of-way with 28-foot paving.

G. Utilities

Southern Trails shall have over 78 acres of drainage and detention facilities. The drainage facilities include a network of landscaped linear detention systems throughout the development. The drainage plan was prepared by Brown and Gay Engineers, Inc.

All drainage plans will comply with Brazoria County Drainage District #4 and the City of Pearland's requirements.

H. Project Phasing / Development Schedule

The first phase of the Southern Trails will contain \pm 20 acres at an expense of approximately \$12.9 million. Future sections are illustrated in the *Conceptual Development Plan*.

The completion of the proposed Southern Trails Planned Unit Development was originally anticipated in 2012, projecting a 9 year build out, with an estimated total cost of approximately \$65 million. However, the competition is now estimated to occur in 2018, resulting in a 15 year build out.

I. Signage

The *Project Monumentation Exhibit* illustrates the proposed entry monument. Except as otherwise provided for in the Planned Unit Development, the signage is the Planned Unit Development will comply with the City of Pearland signage regulations.

J. Screening

For development within the General Business zone, screening must be provided in order to buffer the proposed non-residential development from the existing single family subdivision to the west and south. All required screening shall be consistent in design. All new screening must match the height, material and color of any existing screening within the General Business zone.

VII. Exhibits

- A – Area Map
- B – Survey
- C – Metes & bounds description
- C.1- Metes & bounds description (Amendment)
- D – Conceptual Plan Exhibit – **Revised**
- E – Trail System Plan Exhibit
- F – Project Monumentation Exhibit
- G – Typical Collector Street Cross Section

APPENDIX “A”

R-1 SINGLE FAMILY DWELLING DISTRICT

Purpose of District

The R-1 Dwelling District provides for large lot, single family detached dwellings. The district is the most restrictive of all residential districts, requiring large lots, and encourages a grouping of dwelling units to achieve larger open space area and community recreational uses. This district will follow the provisions provided in the City of Pearland Land Use and Urban Development Ordinance applicable to the R-1 PUD district, and amendments thereto.

R-2 SINGLE FAMILY DWELLING DISTRICT

Purpose of District

The R-2 Dwelling District is intended to permit the low density residential development of detached, single family dwelling units, and encourages a grouping of dwelling units to achieve larger open space area and community recreational uses. This district will follow the provisions provided in the City of Pearland Land Use and Urban Development Ordinance applicable to the R-2 PUD district, and amendments thereto.

R-3 SINGLE FAMILY DWELLING DISTRICT

Purpose of District

The R-3 Dwelling District provides for medium density lot, single family detached dwelling units, an appropriate grouping of dwelling units to achieve larger open space areas and community recreational uses. This district will follow the provisions provided in the City of Pearland Land Use and Urban Development Ordinance applicable to the R-1 PUD district, and amendments thereto.

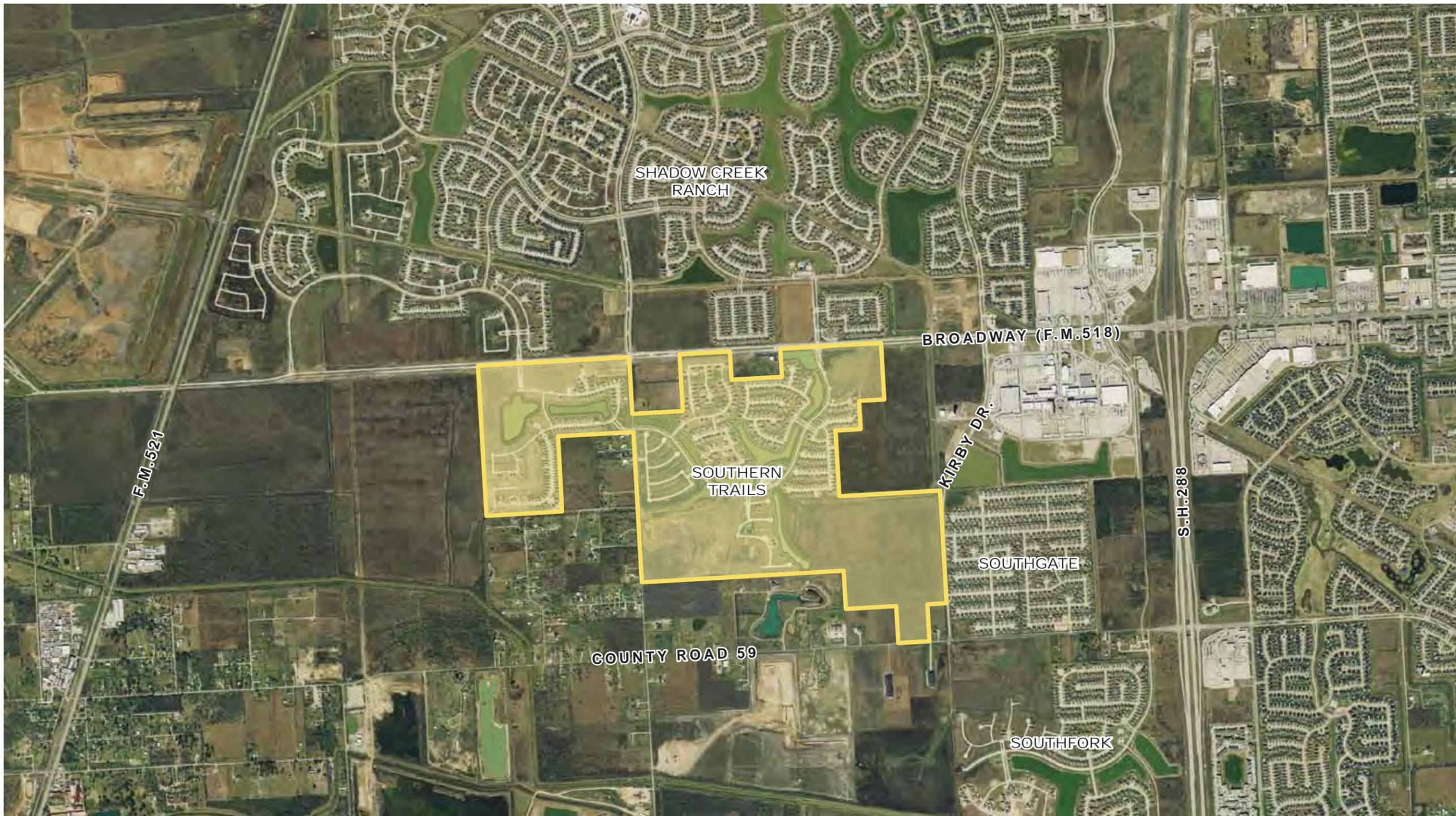
GB GENERAL BUSINESS DISTRICT

Purpose of District

The General Business district is intended to permit an extensive variety of commercial uses including retail trade, personal and business service establishments, offices and commercial recreational uses of limited scope. However, this district shall be restricted from sexually oriented businesses (i.e. modeling studios, bath houses, adult movie rentals, etc.). This district will follow the provisions provided in the City of Pearland Land Use and Urban Development Ordinance applicable to the GB PUD district, and amendments thereto.

In addition to the previously mentioned uses, the following uses are prohibited within the western 0.9 Acre of the General Business district (See Exhibit C.1):

- Health and beauty Aids Retailer
- Greeting Card Store
- Sale of alcoholic beverages for off premise consumption
- Discount store/ 99 cent store/ dollar store
- Pinball, Video game or any form of entertainment arcade
- Gambling or betting office other than sale of lottery tickets
- Massage Parlor
- Cinema, theatre, video store or bookstore selling, renting or exhibiting primarily material of pornographic or adult nature
- Adult entertainment bar or club (excluding comedy club)
- Bowling alley
- Roller skating or ice skating rink
- Billiard parlor or pool hall (unless ancillary use to a restaurant or similar)
- Firearms shooting range
- Cinema or theatre
- Health club or exercise salon over 2500 s.f.
- Educational or vocational institution
- Flea market
- Warehouse
- Gas station
- Facility with on-site dry cleaning
- Facility with on-site auto-repair
- Office except as incidental to a permitted retail uses such as offices customarily in commercial retail centers (i.e. brokerage/investment type office, real estate, insurance or similar)
- * Automobile and Automobile-Service Related Uses
- * Animal/Pet-Related Uses
- * Big Box Retail/Department Stores
- * Stand-Alone Restaurants
- * Drive-Thru Restaurants



**EXHIBIT
"A"**

an area map for

SOUTHERN TRAILS

± 522.63 ACRES OF LAND

prepared for

**C.L. ASHTON WOODS, L.P.
TAYLOR MORRISON OF TEXAS, INC.**

KERRY R. GILBERT & ASSOCIATES, INC.

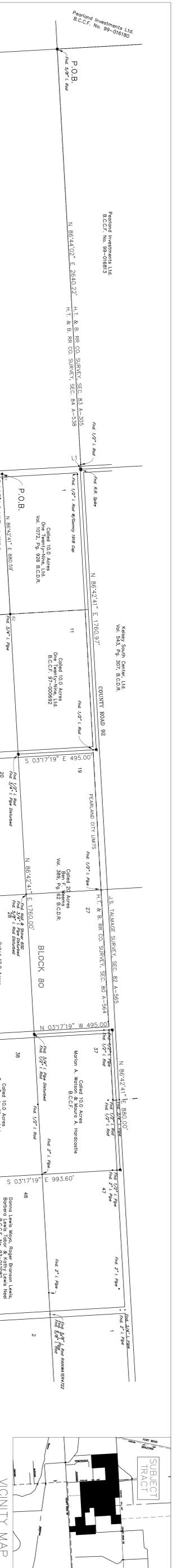
Land Planning Consultants

23501 Cinco Ranch Blvd.
Suite A-250
Katy, Texas 77494
(281) 579-0340
Fax (281) 579-8212

NOT TO SCALE

JANUARY 14, 2011
KGA #06101

THIS DRAWING IS A PICTORIAL REPRESENTATION FOR PRESENTATION PURPOSES ONLY AND IS SUBJECT TO CHANGE. FURTHER, SAID DRAWING IS A SCANNED IMAGE ONLY AND IS NOT FOR COMPUTATION OR CONSTRUCTION PURPOSES. THIS DRAWING MAY OR MAY NOT INCORPORATE INFORMATION AND/OR DATA PROVIDED TO KERRY R. GILBERT & ASSOCIATES, INC. BY OTHER CONSULTANTS RELATIVE TO ENGINEERING AND DRAINAGE, FLOOD PLAINS AND ENVIRONMENTAL ISSUES AND SHOULD NOT BE RELIED UPON FOR ANY PURPOSE. NO WARRANTIES, EXPRESS OR IMPLIED, CONCERNING THE ACTUAL DESIGN, LOCATION, AND CHARACTER OF THE FACILITIES SHOWN ON THIS MAP ARE INTENDED. ADDITIONALLY, NO WARRANTY IS MADE TO THE ACCURACY OF THE INFORMATION CONTAINED HEREIN.



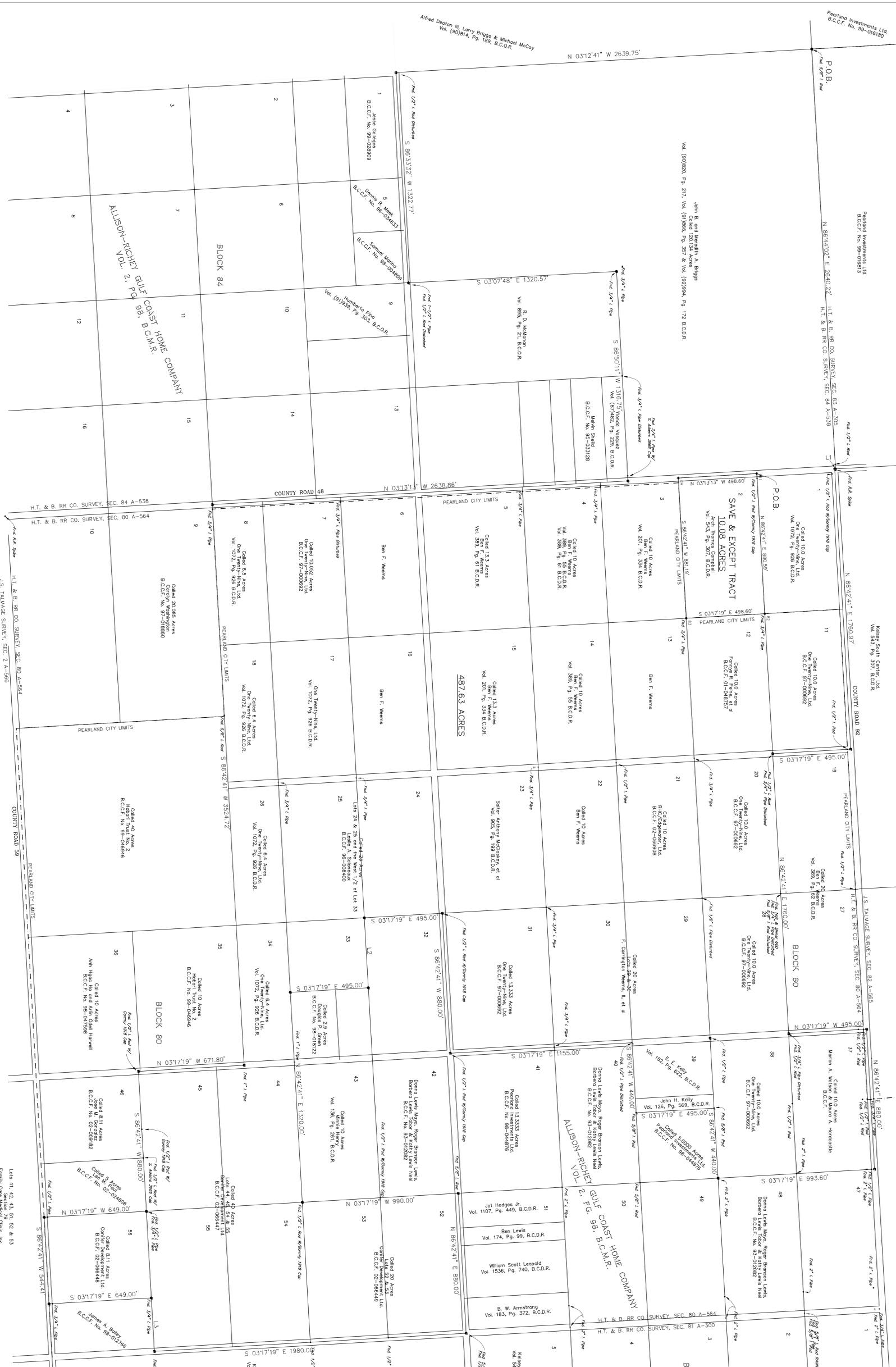
LEGEND

- DE Designate Easement
- B.C.C.F. Brazoria County Clerk's File
- B.C.D.R. Brazoria County Deed Record
- U.S. U.S. Survey
- RR Railroad Right-of-Way
- U.E.W. Utility Easement
- W.L.E. Water Line Easement

LINE DATA

NUMBER	BEARING	DISTANCE
1	S 031°19'19" E	4.50'
2	N 86°42'41" E	140.00'
3	S 86°42'41" W	335.59'

EXHIBIT "B"



497.71 ACRES
Less 10.08 ACRES
487.63 ACRES

PRELIMINARY, THIS DOCUMENT SHALL NOT BE RECORDED FOR ANY PURPOSE

Notes:

1. Bearing orientation is based on monumentation found on the west line of a certain 1201.34 acre tract of land described in Brazoria County Deed Record (90)8254, Page 217 of the

This map or plat was prepared under 22 Texas Annotated Code § 663.21 and reflects the results of a survey completed on the ground, and official boundary lines of the Harris County Municipal Utility District No. 127, except those portions thereof which are shown as being in the possession or control of another party. The survey was conducted by the engineer or recorder of the boundary of the political subdivision for which it was prepared the 23rd day of May, 2003.

Recorded: June 24, 2003
BROWN & GAY
 CIVIL ENGINEERS & SURVEYORS
 HOUSTON, TEXAS
 SOUTHERN PINES M.U.D. A 487.63 ACRE TRACT OF LAND SITUATED IN THE H.T. & B. RR CO. SURV. SEC. 80, A-564 & H.T. & B. RR CO. SURV. SEC. 84, A-538 CITY OF PEARLAND BRAZORIA COUNTY, TEXAS

DATE	BY	SCALE	SHEET
JUNE 2003	T. W. 2003	1" = 200'	1



522.62 ACRES

DECEMBER 1, 2003
JOB NO. TER04-5T

DESCRIPTION OF A 522.62ACRE TRACT OF LAND
SITUATED IN THE
H.T. & B. RR COMPANY SURVEY, SECTION 80, ABSTRACT 564 AND
THE H.T. & B. RR COMPANY SURVEY, SECTION 84, ABSTRACT 538
CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS

BEING a 522.62 acre tract of land situated in the H.T. & B. RR Co. Survey, Section 80, Abstract 564 and the H.T. & B. RR Co. Survey, Section 80, Abstract 538, City of Pearland, Brazoria County, Texas; being all of a called 120.134 acre tract of land described in a deed recorded Volume (90) 820, Page 217, Volume (91) 866, Page 357 and Volume (92) 994, Page 172 all of the Brazoria County Deed Records, and Lots 3 through 8, 11 through 18, 20 through 26, 27 through 34, Lots 37 & 38 and the west 1/2 of Lot 39, all of Lots 42, 43, 44, 45, 52 through 55 and 8.11 acres of Lot 56 of the Allison-Richey Gulf Coast Home Company subdivision recorded in Volume 2, Page 98 of the Brazoria County Map Records; said 522.62 acre tract of land being more particularly described as follows:

BEGINNING at 5/8-inch iron rod found at the northwest corner of said called 120.134 acre tract being the common corner of a tract of land recorded in Volume (90)814, Page 189 of the Brazoria County Deed Records, a tract of land described in a deed recorded under Brazoria County Clerk's File Number 99-016180 and a tract of land described in a deed recorded under Brazoria County Clerk's File Number 99-016813 for the northwest corner of the herein described tract;

THENCE N 86°44'02" E, a distance of 2640.22 feet to the intersection of County Roads 92 and 48 being the northeast corner of said called 120.134 acre tract for a corner of the herein described tract from which a found RR spike bears N 86°45'10" E, 7.70 feet and a found 1/2-inch iron rod bears S 86°31'02" W, 29.70 feet;

THENCE S 03°17'01" E, a distance of 4.56 feet with the centerline of said County Road 48 (based on original 40' width) to a point for corner from which a found 1/2-inch iron rod bears S 60°00'12" E, 35.94 feet;

THENCE N 86°42'41" E, a distance of 0.96 feet with the centerline of said County Road 92 (based on original 40' width) and the north line of said Section 80 to a point for corner;

THENCE S 03°13'13" E, a distance of 993.60 feet with the center line of said County Road 48 (original 40.00 foot width) and the west line of said Lots 2 and 1 to a point for corner;

THENCE N 86°42'41" E, a distance of 881.19 feet to a found 3/4-inch iron pipe for corner;

THENCE N 03°17'19" W, a distance of 993.60 feet to a point in the centerline of said County Road 92 (based on original 40' width) for corner;

THENCE N 86°42'41" E, a distance of 880.00 feet with the centerline of said County Road 92 (based on original 40' width) to a point for corner;

THENCE S 03°17'19" E, at a distance of 20.00 feet pass a 1/2-inch iron rod, in all a total distance of 495.00 feet to a 1/2-inch iron rod found for corner;

THENCE N 86°42'41" E, a distance of 880.00 feet to a point for corner from which a found 60d nail with shiner;

THENCE N 03°17'19" W, at 475.00 feet pass a found 1/2-inch iron rod, in all a total distance of 495.00 feet to a point for corner;

THENCE N 86°42'41" E. a distance of 1760.00 feet with the centerline of said County Road 92 (based on original 40' width) to a point for corner;

THENCE S 03° 17' 19" E, along the East line of said Lot 37 and 38, passing at 19.74 feet and East 1.41 foot a 1/2-inch iron pipe, at 48.09 feet pass a 2-inch iron pipe and East 1.22', a total distance of 993.60 feet to a found 2-inch iron pipe;

THENCE S 86°42'41" W, a distance of 440.00 feet to a point for corner from which a found 5/8-inch iron rod bears S 72°58" W, 0.6 feet;

THENCE S 03°17'19" E, a distance of 495.00 feet to a found 5/8-inch iron rod bears S 86°23'W, 0.5 feet for corner;

THENCE S 86°42'41"W, a distance of 440.00 feet to a point for corner from which a found 1/2-inch iron pipe bears S 67°22' W, 0.40 feet;

THENCE S 03°17'19" E, a distance of 1155.00 feet to a 1/2-inch iron rod with a cap stamped "Gormly 1918" found for corner;

THENCE N 86°42'41" E, a distance of 1760.00 feet to a point for corner from which a found a 1/2-inch iron rod with a cap stamped "Gormly 1918" bears N 13°12'20" W, 1.22 feet and a found 5/8-inch iron rod bears N 15°42'41" W, 1.34 feet;

THENCE S 03°17'19" E, a distance of 1980.00 feet to a point for corner from which a found 1/2-inch iron pipe bears N 02° 22'32" E, 1.82 feet;

THENCE S 86°42'41" W, a distance of 335.59 feet to a point for corner from which a found 3/4-inch iron pipe bears N 07°31'57" E, 1.79 feet;

THENCE S 03°17'19" E, a distance of 649.00 feet to a point in the centerline of County Road 59 (based on original 40' width) from which a found 3/4-inch iron pipe bears N 01° 45' 50" W, 21.56 feet;

THENCE S 86°42'41" W, a distance of 544.41 feet to a point in the centerline of County Road 59 (based on original 40' width) from which a found 1/2-inch iron pipe bears N 02°04'04" W, 21.38 feet;
4

THENCE N 03°17'19" W, a distance of 649.00 feet to a point for corner from which a found 1/2-inch iron pipe and a 3/4-inch iron pipe bear N 07°04'14" E, 1.49 feet;

THENCE S 86°42'41" W, a distance of 880.00 feet to a point for corner from which a 1/2-inch iron

rod with a cap stamped "Gormly 1918" bears N 22°04'06" E, 0.99 feet;

THENCE N 03°17'19" W, a distance of 671.80 feet to a 1-inch iron pipe found for corner;

THENCE S 86°42'41" W, a distance of 3524.72 feet to a point in the centerline of said County Road 48 (based on original 40' width) from which a found 3/4-inch iron pipe bears N 87°42'35" E, 28.47 feet;

THENCE N 03°13'13" W, a distance of 2638.86 feet with the centerline of said County Road 48 (based on original 40' width) to a point from which a found 3/4-inch iron pipe with cap stamped "S. Adams 3666" bears S 87°06'43" W, 31.63 feet;

THENCE S 86°50'11" W, a distance of 1316.75 feet to a point for corner from which a found 3/4-inch iron pipe bears S 12°34'15" E, 5.57 feet and a found 3/4-inch iron pipe bears N 40°37'46" W, 49.20 feet;

THENCE S 03°07'48" E, a distance of 1320.57 feet to a 1 1/2-inch iron pipe found for corner from which a found 1/2-inch iron rod bears S 18°37'20" W, 6.28 feet;

THENCE S 86°33'32" W, a distance of 1322.77 feet to a 1/2-inch iron rod found for corner;

THENCE N 03°12'41" W, a distance of 2639.75 feet to the **POINT OF BEGINNING** and containing 497.71 acres of land.

In conclusion, the herein described 522.621 acre tract comprises a **TOTAL ACREAGE of 522.62 ACRES.**

Bearing orientation is based on monumentation found on the west line of a called 120.134 acre tract of land described in a deed recorded in Volume (90)820, Page 217 of the Brazoria County Deed Records.

This metes and bounds description was prepared under 22 Texas Annotated Code # 663.21 and reflects the results of a survey completed on the ground, and the assembly of instruments of record to describe the political boundary limits of the Brazoria County MUD No. 34; and is not to be used to convey or establish interests in real property except those rights and interest implied or established by the creation or reconfiguration of the boundary of the political subdivision for which is was prepared.




Richard Fussell RPLS No. 4148
Brown & Gay Engineers, Inc.
11490 Westheimer Road, Suite 700
Houston, Texas 77077
Telephone: (281) 558-8700

Exhibit C-1

LEGEND		
	EXIST. GUY WIRE	EXIST.
	EXIST. CONC. AREA	SMH
	EXIST. BOUNDARY LINE	EXISTING
	CONC.	SEWER MANHOLE
	WATER METER	EXIST. SEWER MANHOLE
	GAS METER	EXIST. DRAIN MANHOLE
	GAS VALVE	EXIST. SIGN
	WATER VALVE	EXIST. POWER OR TELEPHONE POLE
	DENOTES IRON ROD FOUND	HOSE BIB
	DENOTES 1/2" IRON ROD SET	EXIST. STREET LIGHT
	DENOTES CROSS CUT SET	EXIST. DITCH
	LINE NOT TO SCALE	EXIST. TRAFFIC LIGHT
	TITLE	EXIST. FIRE HYDRANT
		EXIST. DROP INLET
		DENOTES CROSS CUT
		ACTUAL

PLAT NOTES:

- THIS PLAT HAS BEEN PREPARED TO MEET THE REQUIREMENTS OF THE STATE OF TEXAS, BRAZORIA COUNTY AND THE CITY OF PEARLAND. THIS PLAT WAS PREPARED FROM INFORMATION PROVIDED BY FIDELITY NATIONAL TITLE INSURANCE COMPANY, G.F. NO. 1017002997, EFFECTIVE DATE: MAY 31, 2013. ISSUE DATE: JUNE 5, 2013.
- ALL BEARING REFERENCES ARE TO THE TEXAS STATE PLANE COORDINATE SYSTEM, SOUTH CENTRAL ZONE.
- ALL SUBDIVISION COMMON AREAS INCLUDING BUT NOT LIMITED TO DETENTION FACILITIES, EASEMENTS, AND OPEN SPACE WITHIN THE BOUNDARIES OF THIS PLAT SHALL BE MAINTAINED BY A HOMEOWNERS ASSOCIATION, COMMERCIAL PROPERTY ASSOCIATION OR OTHER ENTITY AND SHALL NOT BE THE RESPONSIBILITY OF THE CITY OF PEARLAND OR BRAZORIA COUNTY.
- CITY OF PEARLAND GPS #9 WITH A PUBLISHED ELEVATION OF 59.03 1987 ADJUSTMENT.
- ACCORDING TO THE FEDERAL EMERGENCY MANAGEMENT AGENCY (FEMA) FLOOD INSURANCE RATE MAP (FIRM) MAP NO. 480338200202B, WITH THE EFFECTIVE DATE OF JUNE 5, 1989, THE PROPERTY IS LOCATED IN ZONE "X" (AREAS DETERMINED TO BE OUTSIDE OF THE 100 YEAR FLOODPLAIN.) ALL FLOODPLAIN INFORMATION NOTED IN THE PLAT REFLECTS THE STATUS PER THE FEMA FIRM MAP THAT IS EFFECTIVE AT THE TIME THAT THE PLAT IS RECORDED. FLOODPLAIN STATUS IS SUBJECT TO CHANGE AS FEMA FIRM MAPS ARE UPDATED.
- ANY CONSTRUCTION PROPOSED TO BE INSTALLED WITHIN A PROPERTY EASEMENT WITH PRESCRIBED RIGHTS TO A PRIVATE ENTITY MAY REQUIRE THE PERMISSION OF THE PRIVATE ENTITY PRIOR TO THE START OF CONSTRUCTION. FAILURE TO SECURE SUCH PERMISSION MAY RESULT IN THE RIGHT HOLDER(S) OF THE EASEMENT REMOVING ANY UNAPPROVED PAVEMENT, STRUCTURES, UTILITIES, OR OTHER FACILITIES LOCATED WITHIN THE EASEMENT. THE RESPONSIBILITY OF SECURING APPROVAL FROM THE PRIVATE ENTITIES TO BUILD WITHIN AN EASEMENT IS SOLELY THAT OF THE PROPERTY OWNER.
- ACCESS RIGHTS TO PARKING AREAS AND DRIVEWAYS ARE HEREBY GRANTED TO ALL ADJOINING COMMERCIAL PROPERTIES.
- THE MINIMUM SLAB ELEVATION FOR ALL BUILDINGS LOCATED WITHIN THE BOUNDARIES OF THIS PLAT SHALL BE THE HIGHER OF (1) EITHER 12 INCHES ABOVE THE TOP OF CURB ELEVATION FOR A CURB STREET OR 12 INCHES ABOVE THE ELEVATION OF THE EDGE OF THE ROADWAY IF NO CURB EXISTS, OR (2) 12 INCHES ABOVE THE 100 YEAR FLOODPLAIN WATER SURFACE ELEVATION FOR STRUCTURES TO BE LOCATED WITHIN THE 100 YEAR FLOODPLAIN.
- ANY PROPOSED DRAINAGE SYSTEM FOR THIS SUBDIVISION SHALL BE DESIGNED TO MEET THE REQUIREMENTS OF THE CITY OF PEARLAND AND/OR BRAZORIA DRAINAGE DISTRICT #4. LOT LINES SHALL BE THE CENTER OF A 6 FOOT WIDE DRAINAGE EASEMENT.
- THIS PROPERTY IS LOCATED WHOLLY WITHIN MUNICIPAL UTILITY DISTRICT NO. 34.
- ALL LANDSCAPING AND STRUCTURES, INCLUDING FENCES AT INTERSECTIONS SHALL CONFORM TO THE CITY OF PEARLAND AND ASHTO SITE DISTANCE REQUIREMENTS FOR MOTORISTS.
- DRIVEWAY REQUIREMENTS FOR THE LOCATION, WIDTHS AND OFFSETS FROM AN INTERSECTION AND ANY EXISTING DRIVEWAY OR PROPOSED DRIVEWAYS, SHALL CONFORM TO THE REQUIREMENTS OF THE CITY OF PEARLAND ENGINEERING DESIGN CRITERIA MANUAL AND UNIFIED DEVELOPMENT CODE.
- BUILDINGS NOT SHOWN FOR CLARITY.

STATE OF TEXAS
COUNTY OF BRAZORIA:

WE, FIRST HARTFORD REALTY CORPORATION, A LIMITED PARTNERSHIP, ACTING BY AND THROUGH NEIL ELLIS, PRESIDENT, OWNERS OF THE PROPERTY SUBDIVIDED IN THIS PLAT OF AMENDING PLAT NO. 2 SOUTHERN TRAILS COMMERCIAL NO. 1, 1.749 ACRES OUT OF THE H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538, BRAZORIA COUNTY, TEXAS, DO HEREBY MAKE SUBDIVISION OF SAID PROPERTY FOR AND ON BEHALF OF SAID FIRST HARTFORD REALTY CORP., ACCORDING TO THE LINES, LOTS, STREETS, ALLEYS, RESERVES, PARKS, AND EASEMENTS AS SHOWN HEREON AND DEDICATE FOR PUBLIC USE AS SUCH THE STREETS, ALLEYS, PARKS, AND EASEMENTS SHOWN HEREON FOREVER, AND DO HEREBY WAIVE ALL CLAIMS FOR DAMAGES OCCASIONED BY THE ESTABLISHMENT OF GRADES AS APPROVED FOR THE STREETS AND DRAINAGE EASEMENTS DEDICATED, OR OCCASIONED BY THE ALTERATION OF THE SURFACE, OR ANY PORTION OF THE STREETS OR DRAINAGE EASEMENTS TO CONFORM TO SUCH GRADES, AND DO HEREBY BIND OURSELVES, OUR HEIRS, SUCCESSORS AND ASSIGNS TO WARRANT AND DEFEND THE TITLE TO THE LAND SO DEDICATED.

IN TESTIMONY HERETO, FIRST HARTFORD REALTY CORPORATION, A LIMITED PARTNERSHIP, HAS CAUSED THESE PRESENTS TO BE SIGNED BY NEIL ELLIS, PRESIDENT, THIS _____ DAY OF _____, 2014.

OWNER: FIRST HARTFORD REALTY CORPORATION A LIMITED PARTNERSHIP

BY: _____
NEIL ELLIS, PRESIDENT

STATE OF TEXAS
COUNTY OF _____:

BEFORE ME, THE UNDERSIGNED AUTHORITY, ON THIS DAY PERSONALLY APPEARED NEIL ELLIS, PRESIDENT OF FIRST HARTFORD REALTY CORPORATION, A LIMITED PARTNERSHIP, KNOWN TO ME TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE FOREGOING INSTRUMENT AND ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME FOR THE PURPOSES AND CONSIDERATIONS THEREIN EXPRESSED AND IN THE CAPACITY THEREIN AND HEREIN STATED.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, THIS _____ OF _____, 2014.

NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS
MY COMMISSION EXPIRES _____

STATE OF TEXAS
COUNTY OF BRAZORIA:

WE, CL ASHTON WOODS, L.P., A LIMITED PARTNERSHIP, ACTING BY AND THROUGH _____ MANAGING MEMBER, OWNER OF THE PROPERTY SUBDIVIDED IN THIS PLAT OF AMENDING PLAT NO. 2 SOUTHERN TRAILS COMMERCIAL NO. 1, 1.749 ACRES OUT OF THE H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538, BRAZORIA COUNTY, TEXAS, DO HEREBY MAKE SUBDIVISION OF SAID PROPERTY FOR AND ON BEHALF OF SAID FIRST HARTFORD REALTY CORPORATION, ACCORDING TO THE LINES, LOTS, STREETS, ALLEYS, RESERVES, PARKS, AND EASEMENTS AS SHOWN HEREON AND DEDICATE FOR PUBLIC USE AS SUCH THE STREETS, ALLEYS, PARKS, AND EASEMENTS SHOWN HEREON FOREVER, AND DO HEREBY WAIVE ALL CLAIMS FOR DAMAGES OCCASIONED BY THE ESTABLISHMENT OF GRADES AS APPROVED FOR THE STREETS AND DRAINAGE EASEMENTS DEDICATED, OR OCCASIONED BY THE ALTERATION OF THE SURFACE, OR ANY PORTION OF THE STREETS OR DRAINAGE EASEMENTS TO CONFORM TO SUCH GRADES, AND DO HEREBY BIND OURSELVES, OUR HEIRS, SUCCESSORS AND ASSIGNS TO WARRANT AND DEFEND THE TITLE TO THE LAND SO DEDICATED.

IN TESTIMONY HERETO, CL ASHTON WOODS, L.P., A LIMITED PARTNERSHIP, HAS CAUSED THESE PRESENTS TO BE SIGNED BY _____ MANAGING MEMBER, THIS _____ DAY OF _____, 2014.

OWNER: CL ASHTON WOODS, L.P., A LIMITED PARTNERSHIP

BY: _____
_____ MANAGING MEMBER

STATE OF TEXAS
COUNTY OF _____:

BEFORE ME, THE UNDERSIGNED AUTHORITY, ON THIS DAY PERSONALLY APPEARED _____ MANAGING MEMBER OF CL ASHTON WOODS, L.P., A LIMITED PARTNERSHIP, KNOWN TO ME TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE FOREGOING INSTRUMENT AND ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME FOR THE PURPOSES AND CONSIDERATIONS THEREIN EXPRESSED AND IN THE CAPACITY THEREIN AND HEREIN STATED.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, THIS _____ OF _____, 2014.

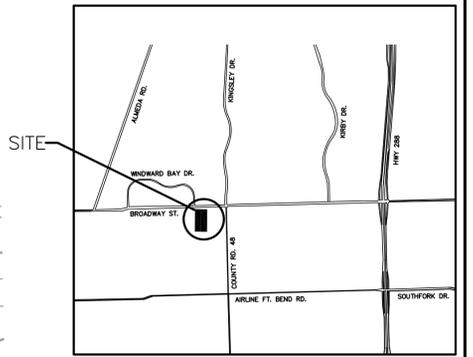
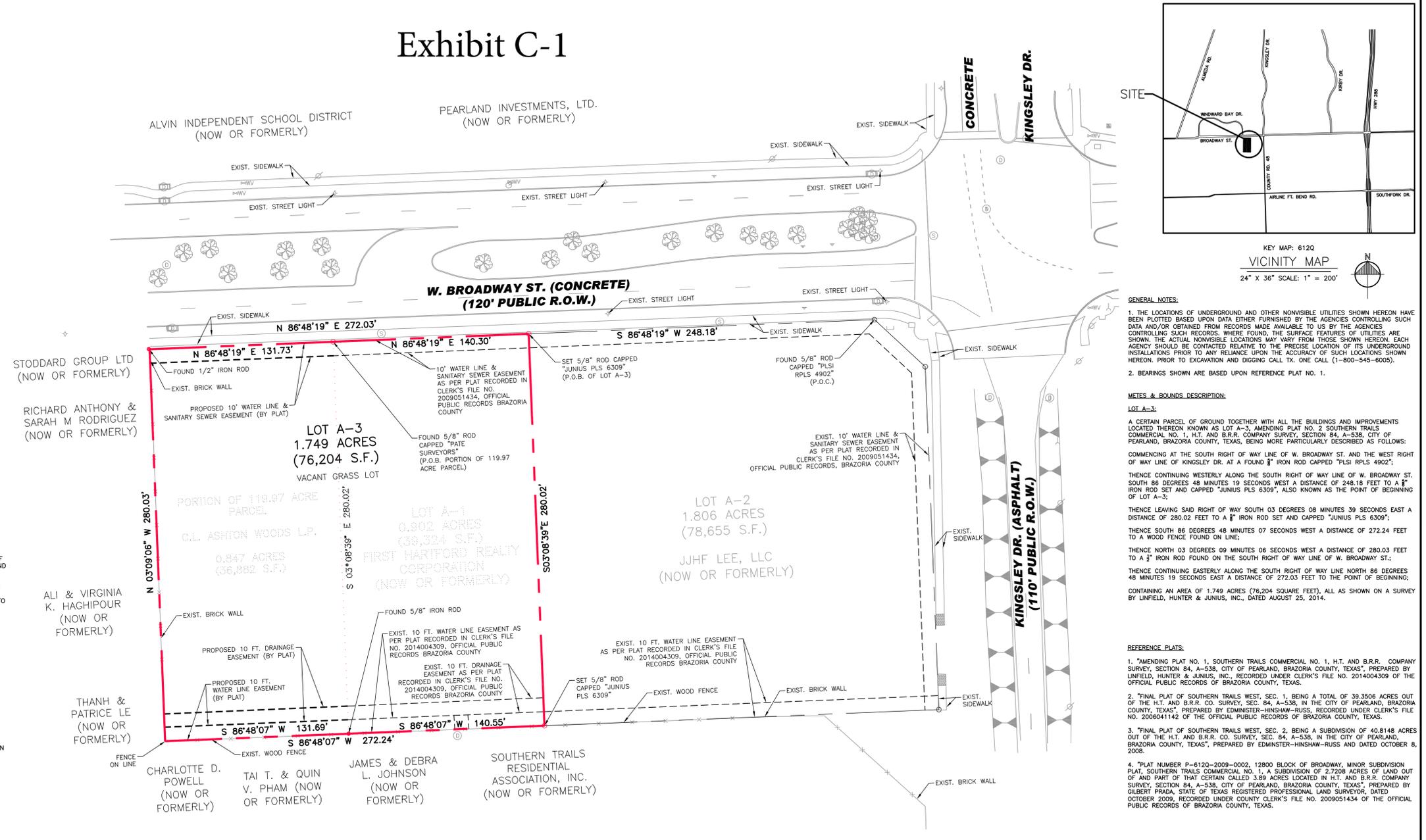
NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS
MY COMMISSION EXPIRES _____

STATE OF TEXAS
COUNTY OF BRAZORIA:

I, NATHAN J. JUNIUS, P.E., R.P.L.S., REGISTERED PROFESSIONAL LAND SURVEYOR NO. 6309, DO HEREBY CERTIFY THAT THIS PLAT CORRECTLY REPRESENTS A SURVEY MADE UNDER MY SUPERVISION ON THE GROUND IN ACCORDANCE WITH THE INFORMATION PROVIDED ME AND CORRECTLY REPRESENTS THE FACTS AS FOUND AT THE TIME OF SURVEY AND IS TRUE AND CORRECT AND THAT ALL BOUNDARY CORNERS, LOT CORNERS, ANGLE POINTS, AND POINTS OF CURVATURE ARE PROPERLY MARKED WITH 5/8 INCH DIAMETER IRON RODS THREE FEET LONG OR AS SHOWN ON THE PLAT.

NATHAN J. JUNIUS, P.E., R.P.L.S.
TEXAS REGISTRATION NO. 6309

DEPUTY _____ COUNTY CLERK OF BRAZORIA COUNTY, TEXAS



KEY MAP: 6120
VICINITY MAP
24" X 36" SCALE: 1" = 200'

GENERAL NOTES:

- THE LOCATIONS OF UNDERGROUND AND OTHER NONVISIBLE UTILITIES SHOWN HEREON HAVE BEEN PLOTTED BASED UPON DATA EITHER FURNISHED BY THE AGENCIES CONTROLLING SUCH DATA AND/OR OBTAINED FROM RECORDS MADE AVAILABLE TO US BY THE AGENCIES CONTROLLING SUCH RECORDS. WHERE FOUND, THE SURFACE FEATURES OF UTILITIES ARE SHOWN. THE ACTUAL NONVISIBLE LOCATIONS MAY VARY FROM THOSE SHOWN HEREON. EACH AGENCY SHOULD BE CONTACTED RELATIVE TO THE PRECISE LOCATION OF ITS UNDERGROUND INSTALLATIONS PRIOR TO ANY RELIANCE UPON THE ACCURACY OF SUCH LOCATIONS SHOWN HEREON. PRIOR TO EXCAVATION AND DIGGING CALL TX. ONE CALL (1-800-545-6005).
- BEARINGS SHOWN ARE BASED UPON REFERENCE PLAT NO. 1.

METS & BOUNDS DESCRIPTION:

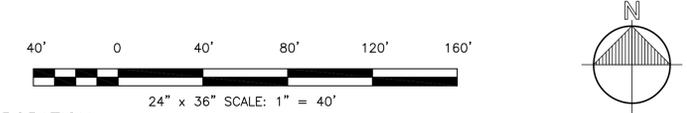
LOT A-3:
A CERTAIN PARCEL OF GROUND TOGETHER WITH ALL THE BUILDINGS AND IMPROVEMENTS LOCATED THEREON KNOWN AS LOT A-3, AMENDING PLAT NO. 2 SOUTHERN TRAILS COMMERCIAL NO. 1, H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538, CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTH RIGHT OF WAY LINE OF W. BROADWAY ST. AND THE WEST RIGHT OF WAY LINE OF KINGSLEY DR. AT A FOUND 1/2" IRON ROD CAPPED "PLS RPLS 4902"; THENCE CONTINUING WESTERLY ALONG THE SOUTH RIGHT OF WAY LINE OF W. BROADWAY ST. SOUTH 86 DEGREES 48 MINUTES 19 SECONDS WEST A DISTANCE OF 248.18 FEET TO A 1/2" IRON ROD SET AND CAPPED "JUNIUS PLS 6309", ALSO KNOWN AS THE POINT OF BEGINNING OF LOT A-3;
THENCE LEAVING SAID RIGHT OF WAY SOUTH 03 DEGREES 08 MINUTES 39 SECONDS EAST A DISTANCE OF 280.02 FEET TO A 1/2" IRON ROD SET AND CAPPED "JUNIUS PLS 6309"; THENCE SOUTH 86 DEGREES 48 MINUTES 07 SECONDS WEST A DISTANCE OF 272.24 FEET TO A WOOD FENCE FOUND ON LINE;
THENCE NORTH 03 DEGREES 09 MINUTES 06 SECONDS WEST A DISTANCE OF 280.03 FEET TO A 1/2" IRON ROD FOUND ON THE SOUTH RIGHT OF WAY LINE OF W. BROADWAY ST.; THENCE CONTINUING EASTERLY ALONG THE SOUTH RIGHT OF WAY LINE NORTH 86 DEGREES 48 MINUTES 19 SECONDS EAST A DISTANCE OF 272.03 FEET TO THE POINT OF BEGINNING; CONTAINING AN AREA OF 1.749 ACRES (76,204 SQUARE FEET), ALL AS SHOWN ON A SURVEY BY LINFIELD, HUNTER & JUNIUS, INC., DATED AUGUST 25, 2014.

REFERENCE PLATS:

- "AMENDING PLAT NO. 1, SOUTHERN TRAILS COMMERCIAL NO. 1, H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538, CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS", PREPARED BY LINFIELD, HUNTER & JUNIUS, INC., RECORDED UNDER CLERK'S FILE NO. 2014004309 OF THE OFFICIAL PUBLIC RECORDS OF BRAZORIA COUNTY, TEXAS.
- "FINAL PLAT OF SOUTHERN TRAILS WEST, SEC. 1, BEING A TOTAL OF 39.3506 ACRES OUT OF THE H.T. AND B.R.R. CO. SURVEY, SEC. 84, A-538, IN THE CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS", PREPARED BY EDWINSTER-HINSHAW-RUSS, RECORDED UNDER CLERK'S FILE NO. 2006041142 OF THE OFFICIAL PUBLIC RECORDS OF BRAZORIA COUNTY, TEXAS.
- "FINAL PLAT OF SOUTHERN TRAILS WEST, SEC. 2, BEING A SUBDIVISION OF 40.8148 ACRES OUT OF THE H.T. AND B.R.R. CO. SURVEY, SEC. 84, A-538, IN THE CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS", PREPARED BY EDWINSTER-HINSHAW-RUSS AND DATED OCTOBER 8, 2008.
- "PLAT NUMBER P-6120-2009-0002, 12800 BLOCK OF BROADWAY, MINOR SUBDIVISION PLAT, SOUTHERN TRAILS COMMERCIAL NO. 1, A SUBDIVISION OF 2.7208 ACRES OF LAND OUT OF AND PART OF THAT CERTAIN CALLED 3.89 ACRES LOCATED IN H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538, CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS", PREPARED BY GILBERT PRADA, STATE OF TEXAS REGISTERED PROFESSIONAL LAND SURVEYOR, DATED OCTOBER 2009, RECORDED UNDER COUNTY CLERK'S FILE NO. 2009051434 OF THE OFFICIAL PUBLIC RECORDS OF BRAZORIA COUNTY, TEXAS.

AMENDING PLAT NO. 2 SOUTHERN TRAILS COMMERCIAL NO. 1 H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538 CITY OF PEARLAND, BRAZORIA COUNTY TEXAS

ONE (1) LOT ONE (1) BLOCK
REASON FOR PLAT AMENDMENT: COMBINE TWO (2) EXISTING LOTS INTO 1 LOT OF RECORD



OWNER -- LOT A-1:
FIRST HARTFORD REALTY CORPORATION
149 COLONIAL RD.
MANCHESTER, CT 06042
(860) 646-6555

OWNER -- PORTION OF 119.97 ACRE PARCEL
CL ASHTON WOODS, L.P.
3355 W. ALABAMA, SUITE 1240
HOUSTON, TX 77098
PH: (713) 255-7401

THIS IS TO CERTIFY THAT THE CITY PLANNER OF THE CITY OF PEARLAND, TEXAS HAS APPROVED THIS AMENDING PLAT NO. 2 SOUTHERN TRAILS COMMERCIAL NO. 1 AND SUBDIVISION OF THE H.T. AND B.R.R. COMPANY SURVEY SECTION 84, A-538, AND IS IN CONFORMANCE WITH THE LAWS OF THE STATE OF TEXAS AND THE ORDINANCES OF THE CITY OF PEARLAND AS SHOWN HEREON AND AUTHORIZES THE RECORDING OF THIS PLAT THIS _____ DAY OF _____, 2014.

JOHNNA MATTHEWS
CITY PLANNER
CITY OF PEARLAND, TEXAS

APPROVED FOR THE CITY OF PEARLAND, TEXAS THIS _____ DAY OF _____, 2014.

DARRIN COCKER
CITY ATTORNEY

ANDREA BROUGHTON, P.E.
CITY ENGINEER

STATE OF TEXAS
COUNTY OF BRAZORIA:

I, _____ COUNTY CLERK, BRAZORIA COUNTY, DO HEREBY CERTIFY THAT THE WITHIN INSTRUMENT WAS DULY RECORDED ON _____, 2014, AT _____ O'CLOCK, _____M. IN VOLUME _____, PAGE _____ OF THE BRAZORIA COUNTY PLAT RECORDS.

WITNESS MY HAND AND SEAL OF OFFICE, AT BRAZORIA COUNTY, TEXAS, THE DAY AND DATE LAST ABOVE WRITTEN.

DEPUTY _____ COUNTY CLERK OF BRAZORIA COUNTY, TEXAS

LINFIELD, HUNTER & JUNIUS, INC.
PROFESSIONAL ENGINEERS, ARCHITECTS
AND SURVEYORS
3608 18th Street, Suite 200
Metairie, Louisiana 70002
T.X.L.S. FIRM NO. 10193767
T.B.P.E. FIRM NO. 11654
© 2011 by Linfield, Hunter & Junius, Inc.

DATE OF LAST FIELD WORK: JULY 25, 2014
DATE OF PLAT MAP: AUGUST 25, 2014
LH&J JOB NO. 14-90
PRELIMINARY

Exhibit C-1

METES & BOUNDS DESCRIPTION:

OVERALL PARCEL:

A CERTAIN PARCEL OF GROUND TOGETHER WITH ALL THE BUILDINGS AND IMPROVEMENTS LOCATED BEING A PORTION OF NO. 2 SOUTHERN TRAILS COMMERCIAL NO. 1, H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538, CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTH RIGHT OF WAY LINE OF W. BROADWAY ST. AND THE WEST RIGHT OF WAY LINE OF KINGSLEY DR. AT A FOUND 5/8 INCH IRON ROD CAPPED "PLSI RPLS 4902";

THENCE SOUTH 48 DEGREES 10 MINUTES 35 SECONDS EAST A DISTANCE OF 49.48 FEET TO A 5/8 INCH IRON ROD SET AND CAPPED "JUNIUS PLS 6309" ON THE WEST RIGHT OF WAY LINE OF KINGSLEY DR.;

THENCE CONTINUING ALONG SAID RIGHT OF WAY SOUTH 03 DEGREES 09 MINUTES 29 SECONDS EAST A DISTANCE OF 245.00 FEET TO A 5/8 INCH IRON ROD SET AND CAPPED "JUNIUS PLS 6309";

THENCE LEAVING SAID RIGHT OF WAY SOUTH 86 DEGREES 48 MINUTES 07 SECONDS WEST A DISTANCE OF 283.00 FEET TO A 5/8 INCH IRON ROD SET AND CAPPED "JUNIUS PLS 6309";

THENCE SOUTH 86 DEGREES 48 MINUTES 07 SECONDS WEST A DISTANCE OF 140.55 FEET TO A 5/8 INCH IRON ROD FOUND;

THENCE SOUTH 86 DEGREES 48 MINUTES 07 SECONDS WEST A DISTANCE OF 131.69 FEET TO A WOOD FENCE FOUND ON LINE;

THENCE NORTH 03 DEGREES 09 MINUTES 06 SECONDS WEST A DISTANCE OF 280.03 FEET TO A 1/2 INCH IRON ROD FOUND ON THE SOUTH RIGHT OF WAY LINE OF W. BROADWAY ST.;

THENCE CONTINUING EASTERLY ALONG THE SOUTH RIGHT OF WAY LINE OF W. BROADWAY ST. NORTH 86 DEGREES 48 MINUTES 19 SECONDS EAST A DISTANCE OF 131.73 FEET TO A 5/8 INCH IRON ROD FOUND AND CAPPED "PATE SURVEYORS";

THENCE CONTINUING ALONG SAID RIGHT OF WAY NORTH 86 DEGREES 48 MINUTES 19 SECONDS EAST A DISTANCE OF 140.30 FEET TO A 5/8 INCH IRON ROD SET AND CAPPED "JUNIUS PLS 6309";

THENCE NORTH 86 DEGREES 48 MINUTES 19 SECONDS EAST A DISTANCE OF 248.18 FEET TO
THE POINT OF BEGINNING;

CONTAINING AN AREA OF 3.555 ACRES (154,859 SQUARE FEET).

SOUTHERN TRAILS WEST

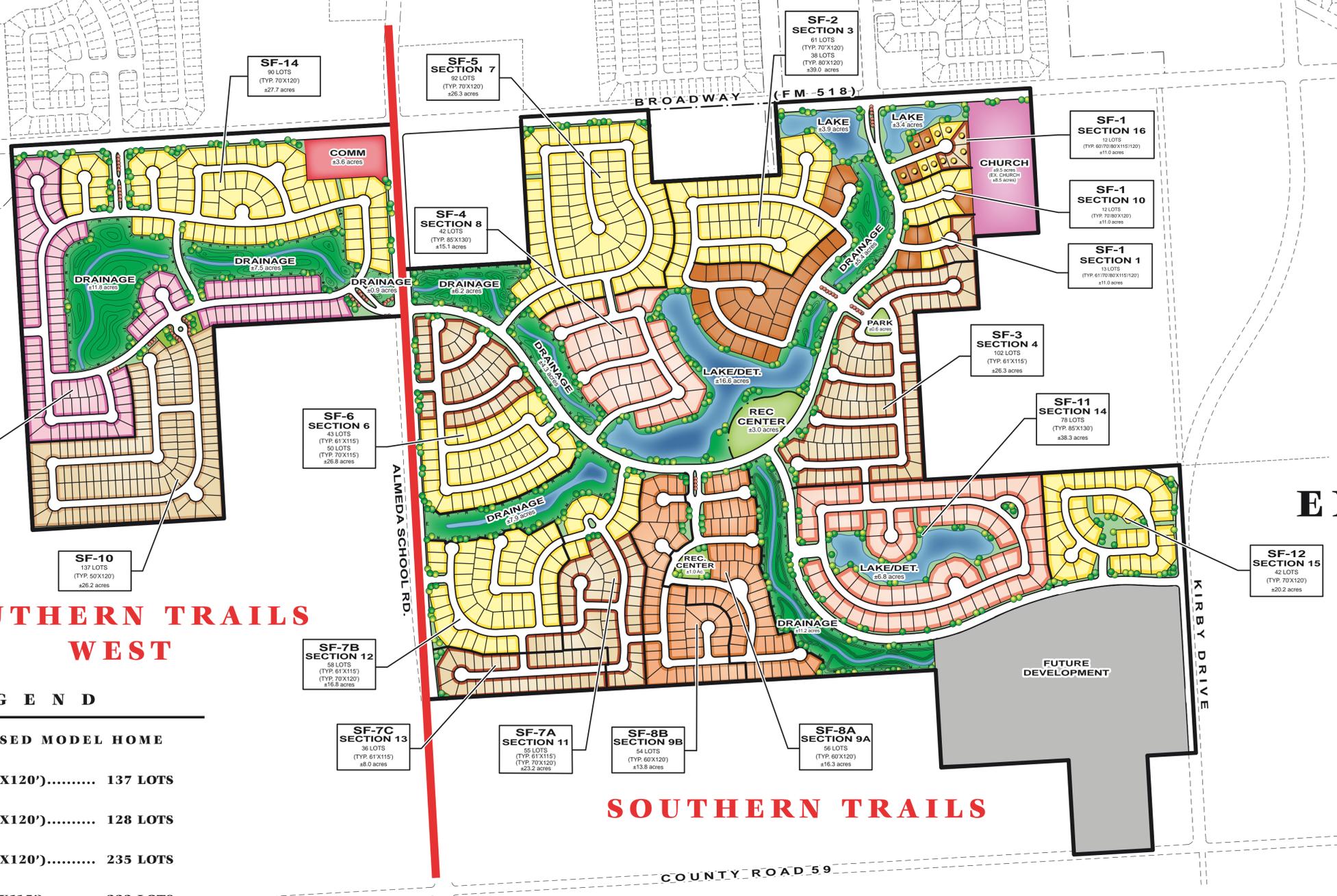
LEGEND

-  PROPOSED MODEL HOME
-  (TYP 50'X120')..... 137 LOTS
-  (TYP 56'X120')..... 128 LOTS
-  (TYP 60'X120')..... 235 LOTS
-  (TYP 61'X115')..... 233 LOTS
-  (TYP 70'X115'/120')... 445 LOTS
-  (TYP 80'X120')..... 47 LOTS
-  (TYP 85'X130')..... 120 LOTS

Note:
Per the 2015 PD Amendment, development of the western 0.9 Acre of the commercial tract is subject to the General Business regulations as stated in the current Unified Development Code. See Exhibit C.1 for the exact location of the 0.9 Acres.

THIS DRAWING IS A PICTORIAL REPRESENTATION FOR PRESENTATION PURPOSES ONLY AND IS SUBJECT TO CHANGE. FURTHER, SAID DRAWING IS A SCANNED IMAGE ONLY AND IS NOT FOR COMPUTATION OR CONSTRUCTION PURPOSES. THIS DRAWING MAY OR MAY NOT INCORPORATE INFORMATION AND/OR DATA PROVIDED TO KERRY R. GILBERT & ASSOCIATES, INC. BY OTHER CONSULTANTS RELATIVE TO ENGINEERING AND DRAINAGE, FLOOD PLAINS AND ENVIRONMENTAL ISSUES AND SHOULD NOT BE RELIED UPON FOR ANY PURPOSE. NO WARRANTIES, EXPRESS OR IMPLIED, CONCERNING THE ACTUAL DESIGN, LOCATION, AND CHARACTER OF THE FACILITIES SHOWN ON THIS MAP ARE INTENDED. ADDITIONALLY, NO WARRANTY IS MADE TO THE ACCURACY OF THE INFORMATION CONTAINED HEREIN.

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SOUTHERN TRAILS

EXHIBIT "D"

a conceptual plan for
SOUTHERN TRAILS
 + 522.63 Acres of land

prepared for
C.L. ASHTON WOODS, LP.

KERRY R. GILBERT & ASSOCIATES, INC.

Land Planning Consultants

23501 Cinco Ranch Blvd.
 Suite A-250
 Katy, Texas 77494
 (281) 579-0340
 Fax (281) 579-8212

SCALE
 0 200 400 800

NOVEMBER 24, 2014
 KGA# 06101B



EXHIBIT "E"

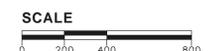
LEGEND

-  Pedestrian Trail System
-  Pedestrian Underpass
-  Pedestrian at Grade Crossing
-  Recreation Park
-  Tot Lot / Park

a master development plan for
SOUTHERN TRAILS
 + 522.63 Acres of land
 prepared for
C.L. ASHTON WOODS, LP.

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

23501 Cinco Ranch Blvd. Suite A-250
 Katy, Texas 77494
 (281) 579-0340
 Fax (281) 579-8212



OCTOBER 01, 2014
 KGA# 06101B

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EXHIBIT "F"

LEGEND

-  PRIMARY ENTRY MONUMENT
-  SECONDARY IDENTIFIER MONUMENT
-  SECONDARY IDENTIFIER MONUMENT FOR SOUTHERN TRAILS WEST

a master development plan for

SOUTHERN TRAILS

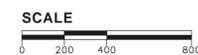
+ 522.63 Acres of land

prepared for
C.L. ASHTON WOODS, LP.

KERRY R. GILBERT & ASSOCIATES, INC.

Land Planning Consultants

23501 Cinco Ranch Blvd.
 Suite A-250
 Katy, Texas 77494
 (281) 579-0340
 Fax (281) 579-8212



OCTOBER 01, 2014
 KGA# 06101B

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BEACON DEVELOPMENTS

July 21, 2015

To: Planning Department
c/o Ian Clowes
3523 Liberty Drive
Pearland, Texas 77581

RE: Permits for Beacon at Kingsley Crossing LP; 12810 Broadway Street Pearland TX 77581

Mr. Clowes:

I am in receipt of your most recent comments to our permit application, dated July 16, 2015. Pursuant to this, we are in agreement with the ordinance conditions as previously presented to us during our pre-development meetings, and further agreed to based upon your letter to us dated April 09 2015 (attached), which allows us to construct a retail center based upon the split zoning. Additionally, the plat has been approved and recorded with the City of Pearland and a copy is also attached to this resubmittal package.

We have pre-leased our center with some very credit and prominent tenants and have tender dates that we have to abide by. I am confident that we will be able to obtain our permits now after having providing the requested documents.

Should you have any additional questions, please do not hesitate to contact my architect or myself directly.

Regards,



Saahir Ramji
Beacon at Kingsley Crossing LP
By its Managing Partner for Beacon Developments LLC



PLANNING DEPARTMENT
3523 Liberty Drive
Pearland, Texas 77581
Phone: 281-652-1765
Fax: 281-652-1702
www.ci.pearland.com/planning

Johnna Matthews, City Planner
Ian Clowes, Senior Planner
Vince Husted, Associate Planner
Laura Evans, Planning Technician
Jennifer Tatum, Office Assistant

To: Beacon at Kingsley Crossing LP
c/o Beacon Developments LLC, it's general partner
9800 Northwest Freeway #601
Houston TX 77092

RE: Zoning Verification

April 9, 2015

Mr. Ramji:

As of the date of this letter, the zoning district classification for the real property located at 12810 Broadway St. is shown as Planned Development General Business (PD-GB). The property is part of the Southern Trails Planned development. The western portion of the subject property was recently changed to GB with restricted uses. As of the date of this letter, a Retail Strip Center is permitted on this property. Land uses to be located within the retail center are subject to the split zoning and must follow all guidelines of the amended PD Document.

Please be aware that, as is true of all properties within the city, this property's zoning classification is subject to change by action of the City Council in accordance with applicable ordinances and state law.

For all applicable codes please refer to our most current version of the Unified Development Code, which is available on the City's website, and the Southern Trails Planned Development Document. Also for your reference, the City's Official Zoning Map is available on the City's website.

If you have any additional questions, please let me know.

Sincerely,

Ian Clowes
Senior Planner
City of Pearland



JOINT PUBLIC HEARING
THE CITY COUNCIL CITY AND THE PLANNING AND ZONING COMMISSION OF
THE CITY OF PEARLAND, TEXAS,
MONDAY, NOVEMBER 17, 2014 AT 6:30 P.M.
COUNCIL CHAMBERS - CITY HALL-3519 LIBERTY DRIVE

I. CALL TO ORDER

II. PURPOSE OF HEARING

Zone Change Application No. 2014-20Z

A request of BGE Kerry R. Gilbert and Associates, applicant; on behalf of CL Ashton Woods, LP., owner; for approval of a change in zoning to amend the Southern Trails Planned Development (PD), from an overlay zoning district which allows for Civic/Church uses to General Business (GB) uses; on approximately 0.9 acres of land of the total 522.62 acres, to wit:

Legal Description: A certain parcel of ground together with all the buildings and improvements being a portion of No. 2 Southern Trails Commercial No. 1, H.T. and B.R.R. Company Survey, Section 84, A-538, City of Pearland, Brazoria County, Texas

General Location: South side of Broadway Street, between Windward Bay Drive to the west and Kinglsey Drive to the east, Pearland, TX

III. APPLICATION INFORMATION AND CASE SUMMARY

- A. STAFF REPORT
- B. APPLICANT PRESENTATION
- C. STAFF WRAP UP

IV. PERSONS WISHING TO SPEAK FOR OR AGAINST THE PROPOSED REQUEST

V. COUNCIL/PLANNING COMMISSION/STAFF DISCUSSION

VI. ADJOURNMENT

This site is accessible to disabled individuals. For special assistance, please call Young Lorfing, City Secretary, at 281-652-1655 prior to the meeting so that appropriate arrangements can be made.



Memo

To: City Council and Planning and Zoning Commission

From: Planning Department

Date: November 17, 2014

Re: Zone Change Application Number 2014-20Z

A request of BGE Kerry R. Gilbert and Associates, applicant; on behalf of CL Ashton Woods, LP., owner; for approval of a change in zoning to amend the Southern Trails Planned Development (PD), from an overlay zoning district which allows for Civic/Church uses to General Business (GB) uses; on approximately 0.9 acres of land of the total 522.62 acres of land.

Proposal

The Southern Trails Planned Development (PD) includes approximately 522.62 acres of land located on the south side of Broadway Street; east and west sides of Kingsley Drive and west of Kirby Drive.

The applicant proposes to add the original 1.4-acre civic parcel designated for a Fire Station to the adjacent GB parcel. It is important to note that due to an increase in right-of-way and detention, the original 1.4 – acre civic parcel now includes 0.9 acres.

As part of the proposed amendment, the applicant also proposes to update the land use summary to reflect the proposed change, include a metes and bounds description and proposed plat for the new 3.6 acre GB site; and update Exhibits D (Conceptual Plan), Exhibit E (Trail System Plan) and Exhibit F (Monumentation Plan).

Public Notification/Comment

Staff sent public notices, comment forms and a vicinity map to the applicant, the owner of the property and to property owners within 200 feet of the subject property under consideration for the amendment to the Southern Trails PD. Additionally, a legal notice of the public hearing was published in the local newspaper, and a notification sign was placed on the property by the applicant. As of the date of this writing, staff has not received any returned notices from property owners within 200 feet of the site.

Recommendation

Staff recommends approval of the proposed amendment to the Southern Trails PD, as identified above, and in detail within the attached Staff Report, identified as Exhibit 1; for the following reasons, and with the following condition:

1. The subject property was originally designated as a non-residential use; civic use for a Fire Station and will continue to be designated for non-residential uses allowed within the GB zoning district.
2. The PD and the proposed amendment general meet the intent of the future land use designation of “Retail, Offices and Services” by providing non-residential uses to serve the surrounding single family subdivisions; with limited general business strip centers, as recommended by the “Minor Node” future land use designation.
3. The base zoning district for the subject property is proposed to be GB and will comply with the requirements of the GB zoning district in the Unified Development Ordinance. This will ensure that the current requirements on side yards, lot coverage, and height will apply to development on this site.
4. When originally approved, the PD required landscaping along Broadway Street, which has not been planted. The street trees and landscaping needs to be planted along Broadway Street, as approved in the PD. This needs to be addressed in the PD prior to first reading.
5. Add a note on Exhibit E – Conceptual Development, stating that the subject 0.9 acre parcel will comply with all the regulations of the GB zoning district in the current Unified Development Code, prior to first reading.

Exhibits

1. Staff Report
2. Southern Trails Boundary Map
3. Aerial Map
4. Future Land Use Map
5. Notification Map
6. Notification List
7. Amendment # 2: Red-lined Southern Trails PD



Exhibit 1 Staff Report

Summary of Request

The Southern Trails Planned Development includes approximately 522.62 acres of land and was originally approved in February, 2004 to allow for mostly single family developments, with the exception of a 9.5 acre church parcel, a 2.7-acre General Business (GB) parcel and a 1.4 acre- civic use adjacent to the GB parcel; specifically for a Fire Station, and various amenities. As a result of right-of-way dedication and detention within the development, the original 1.4 – acre civic use site has decreased to 0.9 acres.

The applicant proposes to add the remaining 0.9 acres allocated for civic uses to the 2.7-acre GB site, for a total of 3.6 acres allocated to GB uses. As part of the proposed amendment, the applicant also proposes to update various exhibits and the Land Use Summary to reflect current acreages for all land uses within the development, as the PD allowed for an increase in acreage by up to 15%, as long as the total number of dwelling units did not exceed 1,506 units.

Site History

The subject property known as the Southern Trails Planned Development was annexed into the City of Pearland at various times. The PD is divided by Kingsley Drive. The property on the east side of Kingsley Drive was annexed into the City in 1999; and the property on the west side of Kingsley Drive was annexed into the City in 2001. To date, one (1) amendment to the PD was approved in April, 2011 to promote pedestrian safety, accessibility and ease of use. Specifically the 2011 amendment added a lit crossing at Kingsley Drive and Southern Trails Drive; modified the pedestrian trails; reduced sidewalk width from 8 feet to 6 feet along minor streets; notation was added regarding the construction of sidewalks on internal streets as development occurs; and finally the originally approved third “Tot Lot” was added to Exhibit E, as it was inadvertently not shown on the exhibit.

Approximately 85% of the project is developed. All amenities have been constructed, which include a trail system with natural open space, fitness stations and water fountains; picnic areas; lit common areas for nighttime enjoyment; 4 lakes totaling 7.3 acres; a 16.6 acre lake located within the center of the project; and parks.

The PD is surrounded by mostly single family subdivisions and PDs to the north, west and east; and unincorporated land to the south. The below table identifies surrounding uses and zoning districts:

	Zoning	Land Use
North	Shadow Creek Ranch PD	Single Family Undeveloped
South	Single Family Estate (RE) Extra-territorial Jurisdiction (ETJ)	Single Family
East	Ridge Rock PD	Undeveloped
West	Shadow Creek Ranch PD	Single Family

Conformance with the Thoroughfare Plan

The subject 0.9 acres has frontage on Broadway Street and will be combined with the GB tract located at the southeast corner of Broadway Street and Kingsley Drive. According to the Thoroughfare Plan, both Broadway Street and Kingsley Drive are Major Thoroughfares and require 120 feet of right-of-way. Broadway Street is of sufficient width and County Road 48 will be widened.

Conformance with the Unified Development Code

The Southern Trails PD was originally approved in 2004 under the Land Use and Urban Development Ordinance. The base zoning district for the subject property is proposed to be GB and will comply with the requirements of the GB zoning district in the Unified Development Ordinance. This is significant in light of the fact that the previous Land Use and Urban Development Ordinance did not have restrictions on side yards, lot coverage, and height. The GB district is intended to permit an extensive variety of commercial uses including retail trade, personal and business service establishment, offices and commercial recreational uses of limited scope. The district will follow the provisions provided within the Unified Development Code for GB zoning district.

Conformance with the Comprehensive Plan

The Southern Trails PD is located in various future land use designations, including Retail, Offices and Services; Minor Nodes; Low Density, Parks, etc. However, specific

to the 0.9 acres, the future land use designation is Retail, Offices and Services; and Minor Nodes. The proposed GB zoning district conforms to characteristics of the proposed GB overlay zoning district. Major characteristics of each of the two future land use designations follows:

Retail, Office and Services

- Neighborhood or convenience shopping centers , or developed as separate uses
- Preferably located at major intersections
- Limited outdoor retail activities
- Buffer from neighboring single family residential
- Appropriate zoning districts include Office & Professional (OP); Neighborhood Service (NS) and selected uses within the General Business (GB) zoning district

Minor Nodes

- Broadway Street-Kingsley Road intersection is designated as a minor node which are intended to comprise less than 25 acres of non-residential uses, including retail, office and services uses, with limited strip development for general business uses along Broadway Street.

Platting Status

The 0.9 acre subject property is not platted. Upon approval of the amendment, the applicant proposes to combine the subject property with the adjacent 2.7 acres which is currently platted as Block 1, Tract A, Southern Trails Commercial No. 1.

Availability of Utilities

The subject property has access to public water and sewer. According to GIS records, there is an existing 24 inch and 30-inch sewer line along the south side of Broadway Street and Kingsley Drive, respectively; and a 16 inch water line along the north side of Broadway Street. Utilities and the extension of utilities will be assessed at the time of platting.

Impact on Existing and Future Development

It is not anticipated that the proposed amendment to the Southern Trails PD to reallocate the 0.9 from a civic use (fire stations) to a GB use will have any significant impact on existing or future developments. The 0.9 acres will be combined with the adjacent property to the east, which is currently developed with a non-residential use, CVS. The subject property was designated as a non-residential use when the PD was originally adopted in 2004, and will continue to allow for non-residential uses permitted within the GB zoning district.

Additional Comments

The request has been reviewed by the Development Review Committee (DRC), and there are no further comments.

Public Notification

Staff sent public notices, comment forms and a vicinity map to the applicant, the owner of the property and to property owners within 200 feet of the subject property under consideration for amendment to the Southern Trails PD. Additionally, a legal notice of the public hearing was published in the local newspaper, and a notification sign was placed on the property by the applicant.

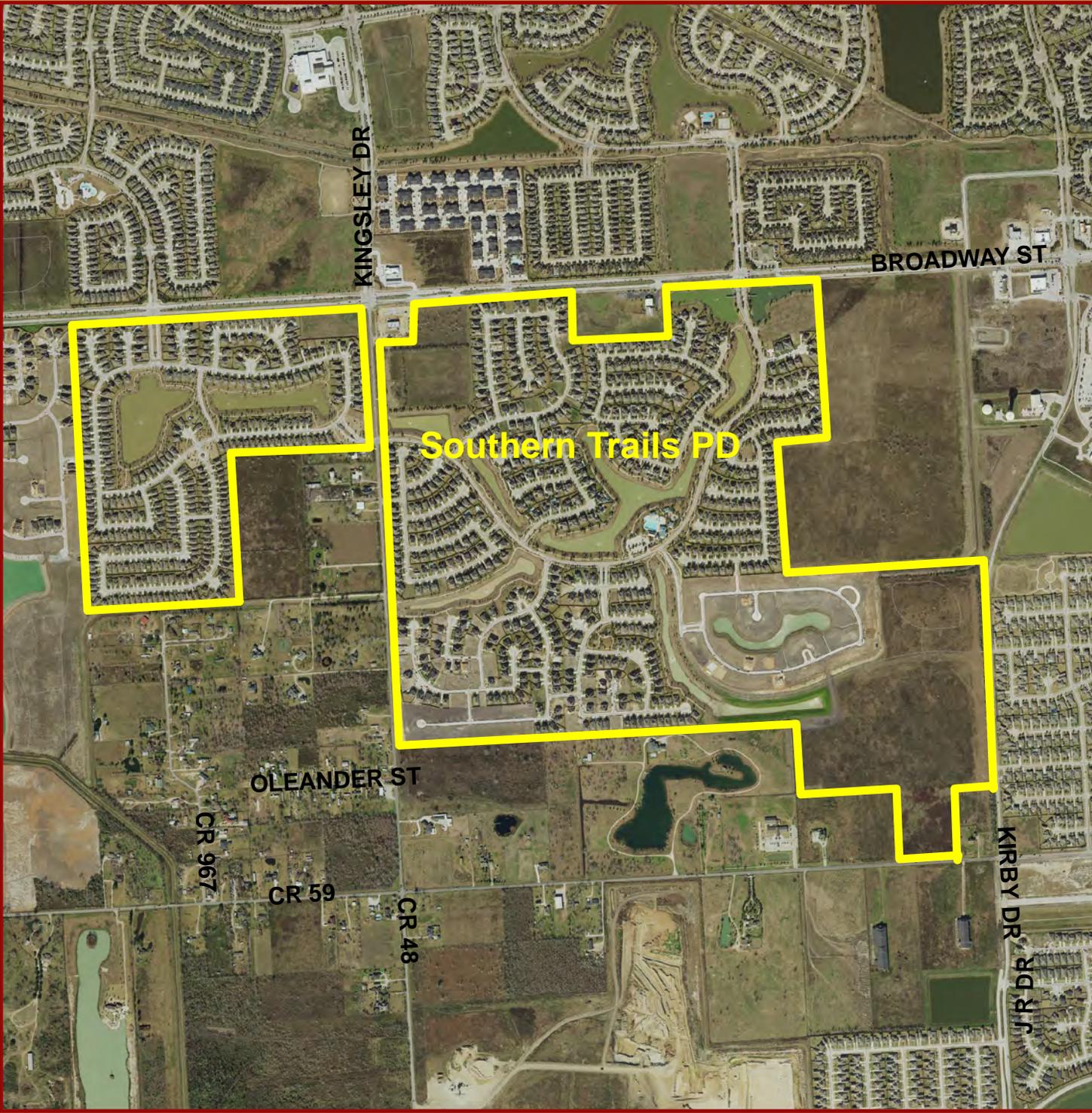
Opposition to or Support of Proposed Request

As of the date of this writing, staff has not received any comments either in opposition to or in support of the proposed change in zoning request to amend the PD.

Recommendation

Staff recommends approval of the amendment to the Southern Trails PD, to reallocate the 0.9 acres from a civic use to a GB use, for the following reasons:

1. The subject property was originally designated as a non-residential use; civic use for a Fire Station and will continue to be designated for non-residential uses allowed within the GB zoning district.
2. The PD and the proposed amendment general meet the intent of the future land use designation of “Retail, Offices and Services” by providing non-residential uses to serve the surrounding single family subdivisions; with limited general business strip centers, as recommended by the “Minor Node” future land use designation.
3. The base zoning district for the subject property is proposed to be GB and will comply with the requirements of the GB zoning district in the Unified Development Ordinance. This will ensure that the current requirements on side yards, lot coverage, and height will apply to development on this site.
4. When originally approved, the PD required landscaping along Broadway Street, which has not been planted. The street trees and landscaping needs to be planted along Broadway Street, as approved in the PD. This needs to be addressed in the PD prior to first reading.
5. Add a note on Exhibit E – Conceptual Development, stating that the subject 0.9 acre parcel will comply with all the regulations of the GB zoning district in the current Unified Development Code, prior to first reading.



AERIAL MAP

**ZONE CHANGE
2014-20Z**



This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.

1 inch = 1,274 feet

22 MAY 2014
PLANNING DEPARTMENT





AERIAL MAP

ZONE CHANGE 2014-20Z



This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.

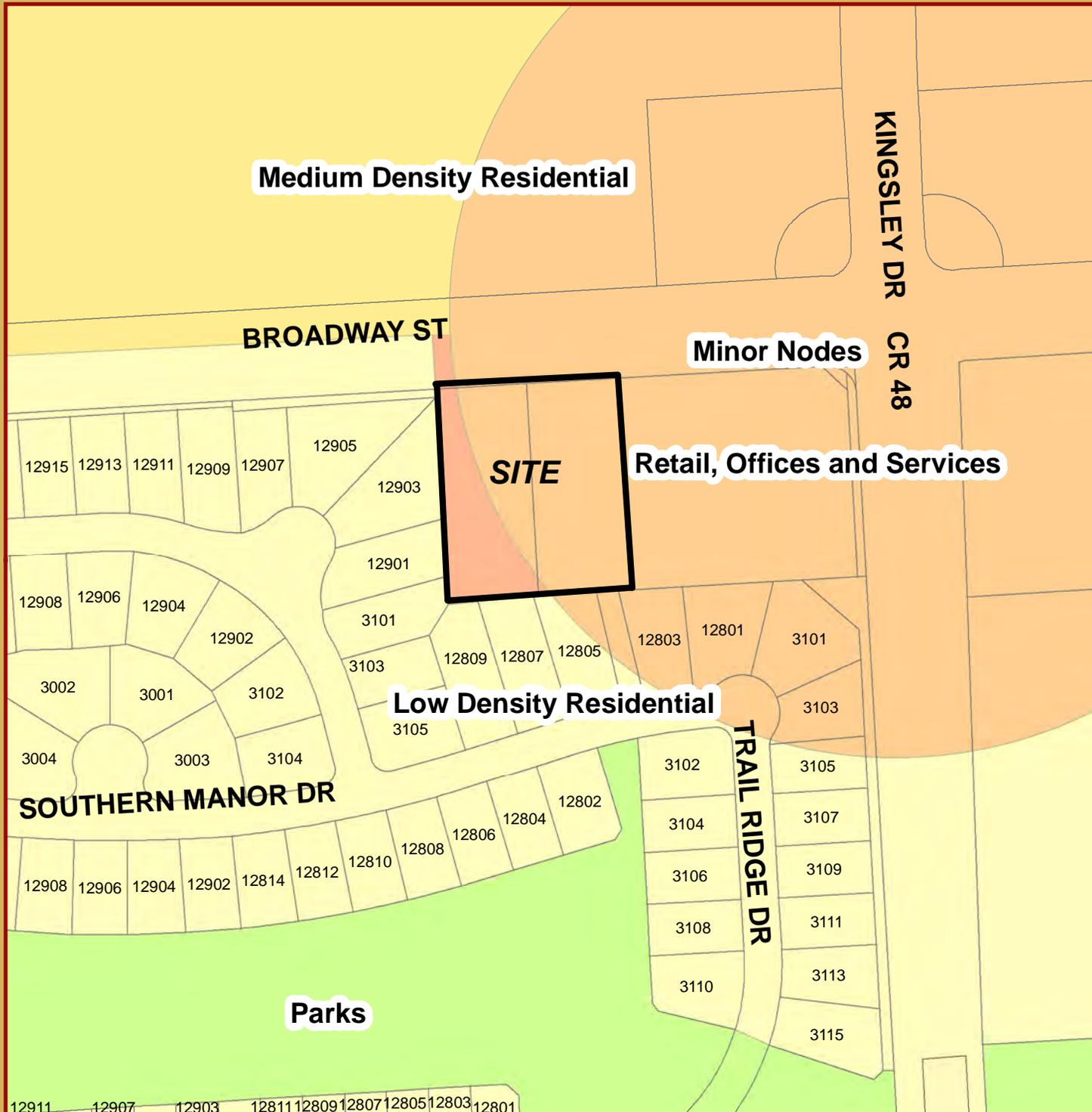
1 inch = 191 feet

22 MAY 2014
PLANNING DEPARTMENT



FLUP MAP

ZONE CHANGE 2014-202Z



This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.

1 inch = 191 feet

22 MAY 2014
PLANNING DEPARTMENT



NOTIFICATION MAP

ZONE CHANGE

2014-20Z



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1 inch = 191 feet

22 MAY 2014
PLANNING DEPARTMENT



**Zone Change 2014-20Z
Notification List**

Owner	Address	SUITE
ASHTON HOUSTON RESIDENTIAL LLC	11375 S SAM HOUSTON PKWY W	STE 100
AYYAGARI SRINIVAS & SUNEETHA	3102 MOSSY TRAIL LN	
BIGI MARINUS A & AMANDA L	3008 MASON GROVE LN	
CHUNDRU GHOWTHAM & APARNA KAJA	3002 MASON GROVE LN	
DAVIS DARREL & DONNA MURRAY	12215 WILLOW BROOK LN	
DINH TUAN	12314 SHADY BROOK DR	
DONNELLY PAUL & DAWN	12213 WILLOW BROOK LN	
GAUVAIN TAGGART T & ERIN B	12406 SHADY BROOK DR	
GREEN BRIAN H & LISA M	3105 MASON GROVE LN	
HARRIS SHEILA H & STACY L	12211 WILLOW BROOK LN	
HEAD ANGELA	12416 SHADY BROOK DR	
JOSEPH JOSHY	3010 MASON GROVE LN	
KONGO DANIEL H	12312 SHADY BROOK DR	
LINVILLE CAIN & ERIKA SATO	3003 MASON GROVE LN	
LLAMAS RENATO L & IMELDA	3102 MASON GROVE LN	
NGUYEN CLIFF & TRACY T	3101 MASON GROVE LN	
NIEVE FERNANDO A & LETICIA	12216 WILLOW BROOK LN	
ORTEGA JESUS	12219 WILLOW BROOK LN	
PEARLAND NEW HARVEST	PO BOX 1966	
PERRY HOMES	PO BOX 34306	
POLAR MARTIN K & TIFFANY J	3103 MASON GROVE LN	
POPP CHARLES M & AMY J	12412 SHADY BROOK DR	
RAEZER SHERYL	3001 MASON GROVE LN	
RAVIKOYY LLC	15414 PALM GRASS CT	
RIGGINS CHELSIE	12410 SHADY BROOK DR	
SCHNITZER ALAN	12217 WILLOW BROOK LN	

SHADOW CREEK RANCH MAINTENANCE ASSOCIATION	12234 SHADOW CREEK PKWY	BLDG 3
SOUTHERN TRAILS RESIDENTIAL ASSOC INC	2500 LEGACY DR	STE 220
SPARKS KEITH	12318 SHADY BROOK DR	
THOMAS BINOY C & BINDHU M CHERIAN	3006 MASON GROVE LN	
THOMPSON FREDRICK & LOCKETT- THOMPSON KATRINA	12408 SHADY BROOK DR	
TILLMAN JASON A & WYKENA M LIPSCOMB	12401 CLOVER CREEK LN	
UNGER WILLIAM L & YOLAND	12414 SHADY BROOK DR	
WARREN RONALD P JR	3005 MASON GROVE LN	
WEYRICH STEVEN A JR	12404 SHADY BROOK DR	
BGE KERRY R GILBERT & ASSOCIATES BELTWAY 23, LTD CL ASHTON WOODS, L.P.	23501 CINCO RANCH BLVD 5855 SOVEREIGN DR. 10110 W. SAM HOUSTON PKWY N.	SUITE A-250 SUITE B SUITE A-200

PEARLAND	TX	77584
FRISCO	TX	75034
PEARLAND	TX	77584
KATY	TX	77494
HOUSTON	TX	77036
HOUSTON	TX	77064

**SOUTHERN TRAILS PLANNED UNIT DEVELOPMENT
AMENDMENT**

CITY OF PEARLAND, TEXAS

PREPARED FOR:

CL ASHTON WOODS, LP

PREPARED BY:

BGE| KERRY R. GILBERT & ASSOCIATES

OCTOBER 2014

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I. INTRODUCTION TO SOUTHERN TRAILS

The Southern Trails planned unit development application was prepared on behalf of Conifer Development, Ltd. in accordance with the City of Pearland Zoning ordinance related to a planned Unit Development (“PUD”). It is the intent of the Developer to utilize a Planned Unit Development to establish a comprehensive land use plan and zoning guideline for the entire development project that will govern the future improvements, signage, landscaping, and use of open space.

Southern Trails is a 522.63 acre master planned community located west of SH 288 and south of Broadway in the eastern portion of the city limits of Pearland, Texas. The property has frontage on and is bordered by Broadway to the north, C.R. 48 to the west, C.R. 59 to the south, and future extension of Kirby to the east.

All of the property is within the Pearland City Limits. At the core of the community’s identity is an extensive recreational trail network service as a link to the various neighborhoods and focal points throughout the community. The development plan consists of residential, ~~civic~~, church, and general business uses, including facilities such as a ~~fire station~~, parks, lakes and trails and significant open space.

II. AMENDMENT TO THE SOUTHERN TRAILS PUD (2011)

This application was prepared on behalf of CL Ashton Woods, LP and Taylor Morrison of Texas, Inc., pursuant to the City of Pearland ordinances related to the Planned Unit Development (PUD). The Southern Trails PUD was originally approved and codified under Ordinance Number 509-695 on February 9, 2004.

Currently, approximately 60% of the project has been developed. The intent of this amendment to the original PUD is to update exhibits to reflect current activity and propose revisions to the Trails System Plan Exhibit.

Southern Trails has been divided into two distinct developments divided by Kingsley Drive: Southern Trails and Southern Trails West. The current owner for Southern Trails is C.L. Ashton Woods, LP and the current owner for Southern Trails West is Taylor Morrison of Texas, Inc.

The revisions to the Trails System Plan Exhibit are described in detail in this document in Section IV.(E) Parks and Recreation.

III. AMENDMENT TO THE SOUTHERN TRAILS PUD (2014)

This application was prepared on behalf of CL Ashton Woods, LP, pursuant to the City of Pearland ordinances related to the Planned Unit Development (PUD). The Southern Trails PUD was originally approved and codified under Ordinance Number 509-695 on February 9, 2004.

Currently, approximately 85% of the project has been developed. The intent of this amendment to the original PUD is to update exhibits to reflect current activity and propose revisions to the overall land use acreages to reflect said revisions. Additionally, the proposed Fire Station site, which has decreased in size due to an increase in right of way

and detention requirements, is being reallocated to the General Business designation. Exhibit C.1 shows the property subject to the proposed amendment.

All of Southern Trails West has been developed and is privately owned. For Southern Trails, with the exception of the privately owned lots, the current owner is C.L. Ashton Woods, LP.

The revisions to the land use acreages are noted on Table 1: Acreage per Land Use Summary and can be seen on Exhibits D, E and F.

III IV. EXISTING CONDITIONS

A. Site Description

The property ~~is~~ ~~was~~ a compilation of fifteen tracts of various sizes and ~~is~~ ~~was~~ ~~currently~~ vacant and unimproved ~~at the time of acquisition and approval of the PUD~~. The property ~~has been~~ ~~was~~ used as farmland for growing milo and grain sorghum for generations. As shown on the Exhibit A-Area Map Exhibit aerial photograph, some of the development issues affecting the project ~~are~~ ~~were~~:

- Kingsley Drive (C.R. 48) divides the project
- There is a regional east-west drainage ditch bisecting the property which is owned and maintained by Brazoria County Drainage District #4. The improvements required for this ditch will be beyond the needs of this project in order to serve the region.
- A secondary north-south drainage ditch bisects much of the Property.
- The drainage outfall constraints increase the amount of land required for detention.
- The irregular shape of the property (See Exhibit A-Area Map Exhibit) impacts the public street design as well as the lot design/layout.
- The updated *Conceptual Plan* illustrates the platted lots that have been platted thus far.

B. Surrounding Land Use

The surrounding vicinity is characterized by recent residential development and a scattered mix of permanent residences and mobile homes. Recent residential activity illustrated in Exhibit A-Area Map Exhibit is:

- Shadow Creek Ranch to the north, as 3,300 acre master planned community, is immediately across and north of Broadway.
- Southgate, a 185 acre development, is located immediately to the east and across the future extension of Kirby Drive.
- Southfork, a 330 acre residential development, is located south of C.R. 59 and to the east in the City of Manvel.
- A proposed Alvin ISD High School west of Kirby Drive, between Southern Trails and Broadway.

There ~~are two proposed school sites (elementary and junior high)~~ is a new school adjacent to Southern Trails on the ~~east side of Kirby north side of Broadway~~. (See *Exhibit D Conceptual Development Plan*). ~~The developer has been in contact with representatives of Alvin ISD and is prepared to assist the school district should the need arise for an additional school site.~~

IV V. GOALS AND OBJECTIVES

The proposed Planned Unit Development will have its own guidelines and restrictions in addition to those imposed by the City of Pearland. The Southern Trails Planned Unit Development will establish a comprehensive land use plan and zoning regulations to guide future improvements, including signage, landscape architecture, and generous open space. The Planned Unit Development provisions will guarantee the long-term aesthetic quality and continuity of the development and preserve the character of the community over time.

Southern Trails residents will immediately know that they are within their community; however, the sense of place will not be conveyed by monumentation as much as the tone set by the design of the streetscape and orientation around pedestrian activity.

The recreational trails are designed to be highly visible, with proposed below grade (below the road) crossings for safety, accessibility, and ease of use.

Main arterial roads (minor collectors) through the project will be enhanced with street trees and additional landscaping.

Detention facilities for Southern Trails will be consolidated and constructed in such a manner as to provide usable open space incorporating the trails, parks, and other recreational facilities.

Open spaces will be designed with the goal of encouraging social interaction among residents, thus adding to the safety of the community as a whole.

V VI. PLAN OF DEVELOPMENT

A. Project Description

The 522.63 Planned Unit Development is entirely single family residential development with the exception of a ~~9.5~~ 9.3 acre church parcel ~~and~~ a general business parcel totaling ~~2.7~~ 3.6 acres at the southwest corner of Kingsley Drive (C.R. 48) and Broadway. ~~and a 1.4 acre civic use site on Broadway, adjacent to the commercial site.~~

There will be approximately ~~80 acres~~ 110 acres of open space and park areas within Southern Trails. The trail system will link lakes, recreational facilities, and residential neighborhoods creating a pedestrian friendly community.

Southern Trails design offers accessible water features that can be enjoyed by the entire community; this is accomplished through the strategic location of lakes in park areas, thereby abandoning the conventional development practices of completely surrounding lakes with waterfront homes.

B. Current Land Use

Southern Trails is located west of SH 288 and south of Broadway in the western portion of the city limits of Pearland, Texas. The property has frontage on and is bordered by Broadway to the north, Kingsley Drive (C.R. 48) to the west, C.R. 59 to the south and the future extension of Kirby to the east.

The property is a compilation of 17 tracts ranging in size from 1 acre to 120 acres, and is currently vacant and unimproved, consisting of flat coastal plain used farming row crops. The surrounding vicinity is characterized by vacant tracts of land, subdivision, and a scattered mix of rural residences and mobile homes.

The property lies within the city limits of Pearland. The current zoning designation of the surrounding properties are a mixture of medium and low density residential (R1, R2, R3) with scattered commercial uses. The subject property is currently zoned in mixed classifications of SD, RE, R1, and R2.

C. Proposed Land Use

The City of Pearland’s Comprehensive Plan indicates this portion of the planning area as medium and low density residential with appropriate commercial uses. The proposed Conceptual Development Plan presents a low density master planned community with a wide range of attractive housing in well defined neighborhoods.

The *Conceptual Development Plan* complies with the intent of the Comprehensive Plan with an overall density not to exceed 3.6 dwelling units per net acre based on a maximum of ~~1,506~~ 1390 homes on ~~418.4~~ 381.5 residential use acres. Gross calculations yield ~~2.88~~ 2.7 lots per acre based on 522.6~~3~~ acres as shown in the Land Use Plan.

TABLE 1: ACREAGE PER LAND USE SUMMARY

USE	ACRES	MIX
Single Family Residential (SFR)*	418.4 381.5	80.06% 73%
Multi Family Residential	0	0.00%
Light Industrial	0	0.00%
General Business	2.7 3.6	0.52% 1%
Civic/Church	10.9 9.3	2.08% 2%
Parks/Recreation/Open Spaces**	78.3 112.5	14.98% 22%
Major Thoroughfare Rights-of-Way	12.33 15.7	2.36% 3%
Total	522.63 522.6	100.00%

*Single family residential encompasses R-1 (~~158 acres~~ 180 acres); R-2 (~~158 acres~~ 145 acres); and R-3 (~~102.4 acres~~ 56.5 acres) single family dwelling districts as presented in Appendix "A" hereto.

Any district may, increase in acreage by up to 15%. The total increase in SFR is defined in the *Land Use Changes* section below.

**Parks, recreation and open space includes public and private parks, community recreation centers, linear parks and greenbelts, and open space, lakes, bayous and drainage ways.

D. Land Use Changes

Land use shall be regulated on a total acreage basis illustrated in Table 1 and by a finite cap on the number of dwelling units. Each land use category may be increased in acreage by up to 15% as long as the total number of dwelling units does not exceed ~~1,506~~ 1390. This flexibility is required to ensure the overall success of the development. If a proposed land use is requested to be an increase in an area by more than 15%, an amendment to this Planned Unit Development must be requested and approved by the City of Pearland. Land uses may be interchanged within the boundaries of the project provided they are in compliance with the acreage defined in Table 1, subject to the 15% allowable increase.

E. Parks and Recreation

The focal point of the Southern Trails Planned Unit Development is its proliferation of trails and lakes throughout the community. The comprehensive trail system is designed to be highly visible, with proposed below grade (below the road) crossings for safety, accessibility, and ease of use.

The Exhibit E *Trail System* illustrates the location of the proposed amenities. Some of the features of the development plan are:

- A continuous and easily accessible trail system with natural open space;
- Fitness stations and water fountains on the trail network;
- Passive use recreation facilities such as picnic areas;
- Common areas strategically lighted for nighttime enjoyment;
- Vantage points that offer visitors and residents beautiful views;
- A minimum of 6.7 acres of pedestrian trail system. (9,800 ft x 30 ft)
- Two of the ~~three~~ four lakes totaling ~~6.3~~ 7.3 acres will serve primarily as amenities intentionally designed with limited detention capacity creating nearly constant water levels in a park like setting;
- The third and largest lake (approximately ~~11.8~~ 16.6 acres) is located in the center of the project and acts as a "hub" for the trail network;

- A fourth lake, located within one of the single family sections, serves to provide additional amenities to the larger lots.
- In order to increase accessibility and enjoyment of the principals lake for the entire community, there will be a ~~2.8~~ 3.0 acres lakeside recreational facility;
- An additional ~~±0.9~~ 1.0 acre neighborhood park;
- An additional ~~±0.5~~ 0.6 acre neighborhood park;
- Three additional “~~tot lot parks~~” parks being ±0.5 acre each.

At this time, ~~many~~ all of the above stated amenities are constructed. ~~However,~~ In addition to the parks, there is a trail system connecting the entire Southern Trails community. ~~the~~ Exhibit E Trail System has been updated to depict revisions to the underground pedestrian tunnels and sidewalks. The following revisions are shown on the revised Exhibit E Trail System and are listed below:

Southern Trails

- The proposed below grade pedestrian crossing located on Southern Trails Drive south of Broadway, will not be constructed. Instead, the existing six (6) foot sidewalks along each side of Southern Trail Drive coupled with the signal controlled intersection with two-way ramps and crosswalks located at Broadway eliminate the need for the proposed crossing.
- ~~Construct~~ A six (6) foot sidewalk ~~was constructed~~ along ~~the~~ east side of Kingsley Drive, extending from Southern Trails Drive north to the northern property edge of the Southern Trails development and to install handicap ramps at each intersection.

Southern Trails West

- Construct a six (6) foot sidewalk along the westside of Kingsley Drive from Southern Trails Drive north to the Commercial site (option for developer to construct or pay City of Pearland in lieu of construction).
- Install crosswalk at grade on Kingsley with appropriate signage and striping, in lieu of a below grade pedestrian crossing (under Kingsley Drive).
- Not to construct a trail along the drainage easement on the southern boundary between Kingsley Drive and Trail Hollow Drive. The sidewalk along Southern Valley Drive provides a pedestrian pathway parallel to the drainage easement.

Construction of sidewalks interior to the development adjacent to the lots will be completed in conjunction with the home construction. Also, the construction of the sidewalks in front of the model homes will occur at the time of conversion from a model home to home ownership. The construction of fencing internal to the project will be constructed at the time of home construction.

The Parks Department has agreed to accept a cash payment in lieu of acreage dedication; however, the Developer and the City are currently discussing alternatives

F. Street Circulation

The Southern Trails 90-foot boulevard entrances (see *Exhibit F Project Monumentation*) will merge into the main arteries which adhere to the City of Pearland Comprehensive Plan and shall be 60-foot rights-of-ways with two 10-foot utility easement as required by City ordinance. The street design of the community is such that no home shall front the minor collectors, eliminating the need for direct access (driveways) and on-street parking. These streets will have 28-foot paving sections (see *Exhibit G Typical Collector Street Cross Section*) and 6' sidewalks will be constructed on both sides of the right-of-way. Local streets serving development pods will be a minimum of 50-foot rights-of-way with 28-foot paving.

G. Utilities

Southern Trails shall have over 78 acres of drainage and detention facilities. The drainage facilities include a network of landscaped linear detention systems throughout the development. The drainage plan was prepared by Brown and Gay Engineers, Inc.

All drainage plans will comply with Brazoria County Drainage District #4 and the City of Pearland's requirements.

H. Project Phasing / Development Schedule

The first phase of the Southern Trails will contain \pm 20 acres at an expense of approximately \$12.9 million. Future sections are illustrated in the *Conceptual Development Plan*.

The completion of the proposed Southern Trails Planned Unit Development ~~is~~ was originally anticipated in 2012, projecting a 9 year build out, with an estimated total cost of approximately \$65 million. However, the competition is now estimated to occur in 2018, resulting in a 15 year build out.

I. Signage

The *Project Monumentation Exhibit* illustrates the proposed entry monument. Except as otherwise provided for in the Planned Unit Development, the signage is the Planned Unit Development will comply with the City of Pearland signage regulations.

~~V~~ VII. Exhibits

A – Area Map

B – Survey

C – Metes & bounds description

C.1- Metes & bounds description (Amendment) – New

D – Conceptual Plan Exhibit – **Revised**

E – Trail System Plan Exhibit - **Revised**

F – Project Monumentation Exhibit – **Revised**

G – Typical Collector Street Cross Section

APPENDIX “A”

R-1 SINGLE FAMILY DWELLING DISTRICT

Purpose of District

The R-1 Dwelling District provides for large lot, single family detached dwellings. The district is the most restrictive of all residential districts, requiring large lots, and encourages a grouping of dwelling units to achieve larger open space area and community recreational uses. This district will follow the provisions provided in the City of Pearland Land Use and Urban Development Ordinance applicable to the R-1 PUD district, and amendments thereto.

R-2 SINGLE FAMILY DWELLING DISTRICT

Purpose of District

The R-2 Dwelling District is intended to permit the low density residential development of detached, single family dwelling units, and encourages a grouping of dwelling units to achieve larger open space area and community recreational uses. This district will follow the provisions provided in the City of Pearland Land Use and Urban Development Ordinance applicable to the R-2 PUD district, and amendments thereto.

R-3 SINGLE FAMILY DWELLING DISTRICT

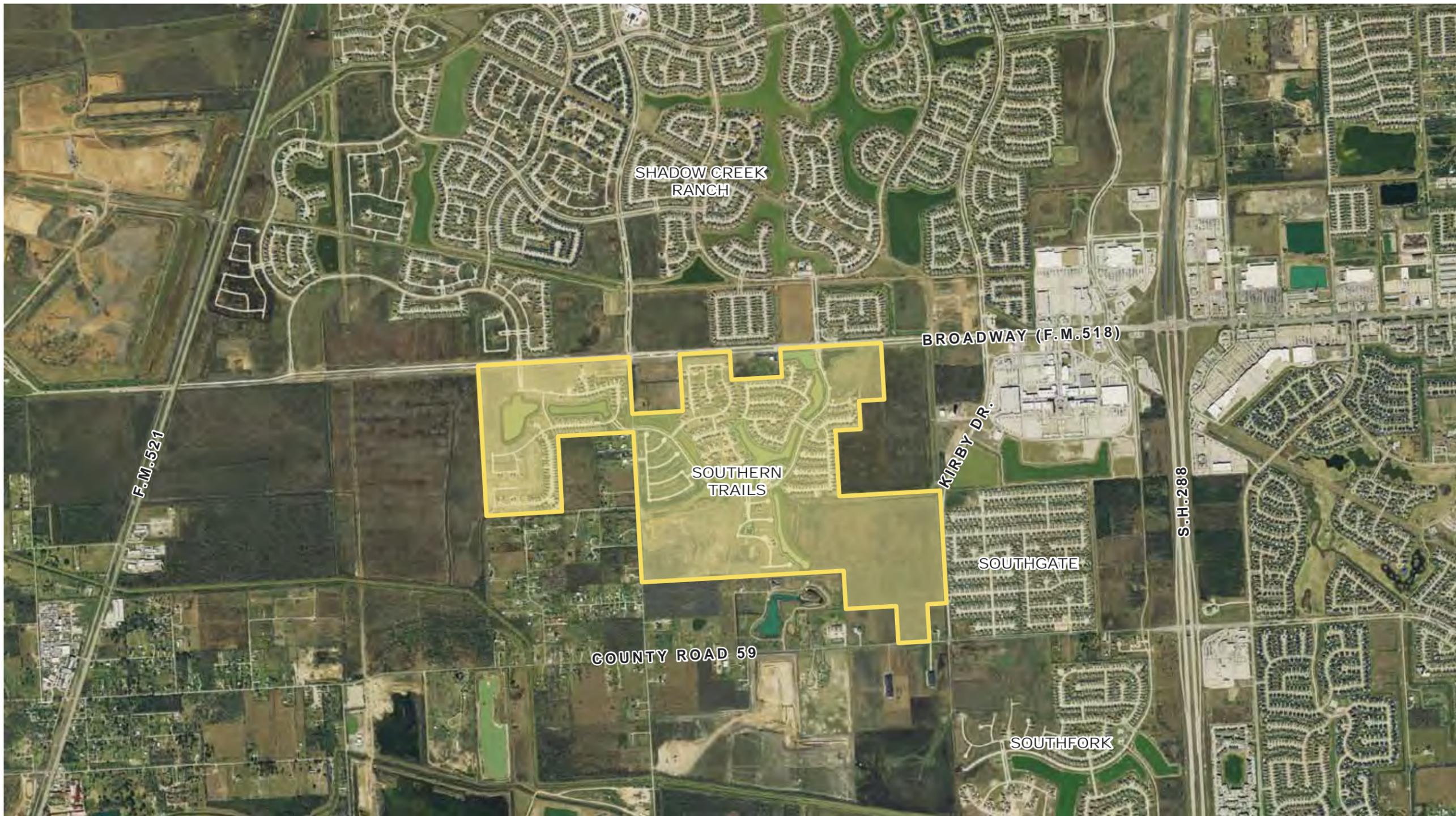
Purpose of District

The R-3 Dwelling District provides for medium density lot, single family detached dwelling units, an appropriate grouping of dwelling units to achieve larger open space areas and community recreational uses. This district will follow the provisions provided in the City of Pearland Land Use and Urban Development Ordinance applicable to the R-1 PUD district, and amendments thereto.

GB GENERAL BUSINESS DISTRICT

Purpose of District

The General Business district is intended to permit an extensive variety of commercial uses including retail trade, personal and business service establishments, offices and commercial recreational uses of limited scope. However, this district shall be restricted from sexually oriented businesses (i.e. modeling studios, bath houses, adult movie rentals, etc.). This district will follow the provisions provided in the City of Pearland Land Use and Urban Development Ordinance applicable to the GB PUD district, and amendments thereto.



**EXHIBIT
"A"**

an area map for

SOUTHERN TRAILS

± 522.63 ACRES OF LAND

prepared for

**C.L. ASHTON WOODS, L.P.
TAYLOR MORRISON OF TEXAS, INC.**

KERRY R. GILBERT & ASSOCIATES, INC.

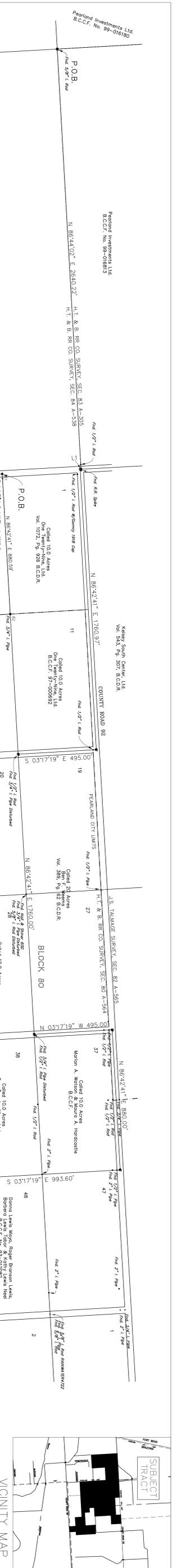
Land Planning Consultants

23501 Cinco Ranch Blvd.
Suite A-250
Katy, Texas 77494
(281) 579-0340
Fax (281) 579-8212

NOT TO SCALE

JANUARY 14, 2011
KGA #06101

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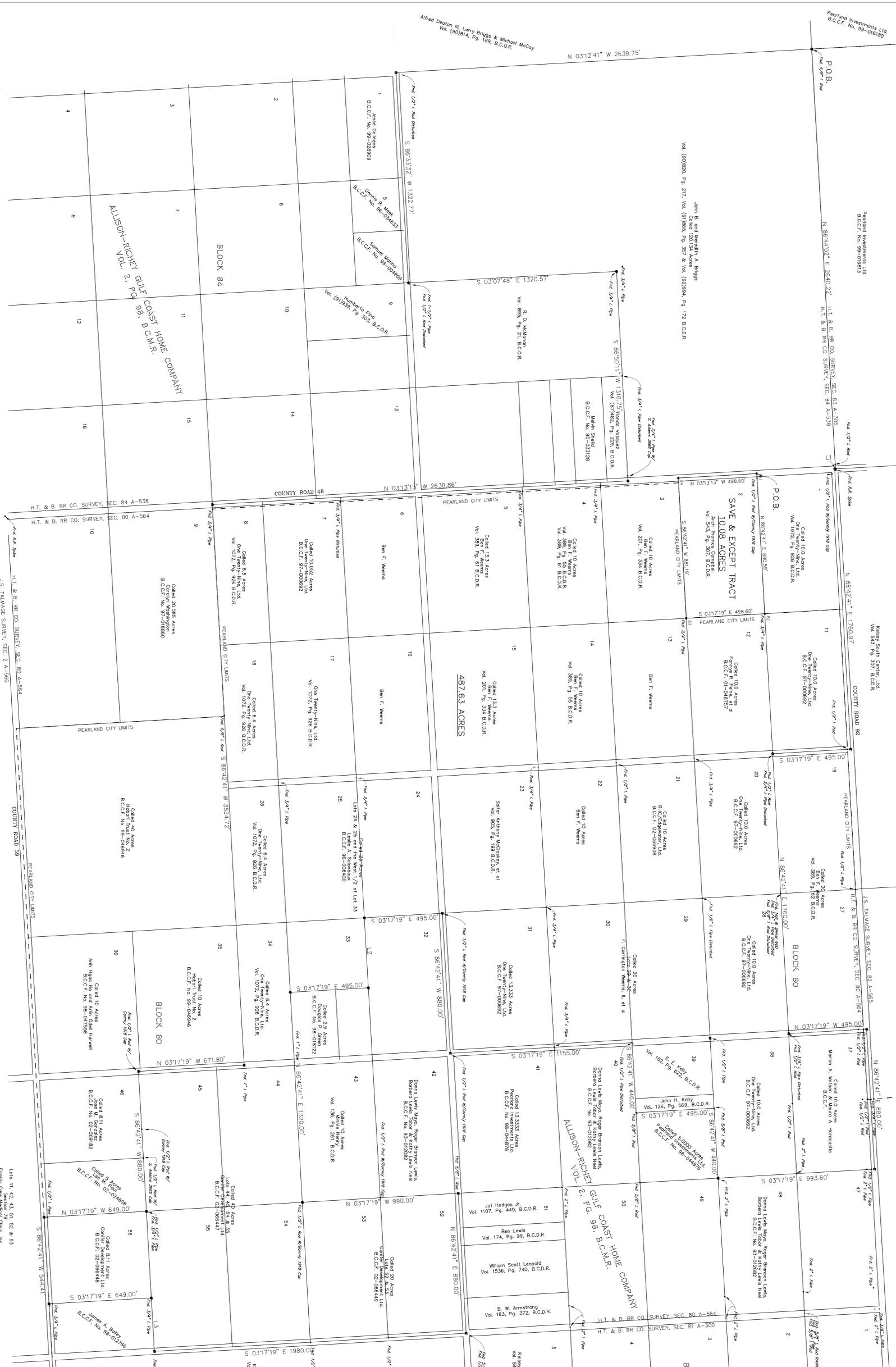
LEGEND

- DE Designate Easement
- B.C.C.F. Brazoria County Clerk's File
- B.C.D.R. Brazoria County Deed Record
- U.S. U.S. Survey
- RR RR Co. Survey
- U.E.W. Utility Easement
- W.L.E. Water Line Easement

LINE DATA

NUMBER	BEARING	DISTANCE
1	S 031°19'19" E	4.50'
2	N 86°42'41" E	140.00'
3	S 86°42'41" W	335.59'

EXHIBIT "B"



497.71 ACRES
Less 10.08 ACRES
487.63 ACRES

PRELIMINARY, THIS DOCUMENT SHALL NOT BE RECORDED FOR ANY PURPOSE

Notes:

1. Bearing orientation is based on monumentation found on the west line of a certain 1201.34 acre tract of land described in Brazoria County Deed Record (90)8254, Page 217 of the

This map or plat was prepared under 22 Texas Annotated Code § 663.21 and reflects the results of a survey completed on the ground, and official boundary lines of the Harris County Municipal Utility District No. 127, except those portions thereof which are shown as being owned by the present or former owners of the land shown on this map or plat. The location or reconfiguration of the boundary of the political subdivision for which it was surveyed this 23rd day of May, 2003.



Prepared: June 24, 2003
BROWN & GAY
 CIVIL ENGINEERS & SURVEYORS
 HOUSTON, TEXAS
 SOUTHERN PINES M.U.D. A 487.63 ACRE TRACT OF LAND SITUATED IN THE H.T. & B. RR CO. SURV. SEC. 80, A-564 & H.T. & B. RR CO. SURV. SEC. 84, A-538 CITY OF PEARLAND BRAZORIA COUNTY, TEXAS

FILE	B.G.	DATE	JUNE 2003	SHEET
TECH.	S.T.	SCALE	1" = 200'	1
PLANS	N.F.	JOB NO.	2003	
COORDINATES	FILE	BY	W. W. WILSON	

522.62 ACRES

DECEMBER 1, 2003
JOB NO. TER04-5T

DESCRIPTION OF A 522.62ACRE TRACT OF LAND
SITUATED IN THE
H.T. & B. RR COMPANY SURVEY, SECTION 80, ABSTRACT 564 AND
THE H.T. & B. RR COMPANY SURVEY, SECTION 84, ABSTRACT 538
CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS

BEING a 522.62 acre tract of land situated in the H.T. & B. RR Co. Survey, Section 80, Abstract 564 and the H.T. & B. RR Co. Survey, Section 80, Abstract 538, City of Pearland, Brazoria County, Texas; being all of a called 120.134 acre tract of land described in a deed recorded Volume (90) 820, Page 217, Volume (91) 866, Page 357 and Volume (92) 994, Page 172 all of the Brazoria County Deed Records, and Lots 3 through 8, 11 through 18, 20 through 26, 27 through 34, Lots 37 & 38 and the west 1/2 of Lot 39, all of Lots 42, 43, 44, 45, 52 through 55 and 8.11 acres of Lot 56 of the Allison-Richey Gulf Coast Home Company subdivision recorded in Volume 2, Page 98 of the Brazoria County Map Records; said 522.62 acre tract of land being more particularly described as follows:

BEGINNING at 5/8-inch iron rod found at the northwest corner of said called 120.134 acre tract being the common corner of a tract of land recorded in Volume (90)814, Page 189 of the Brazoria County Deed Records, a tract of land described in a deed recorded under Brazoria County Clerk's File Number 99-016180 and a tract of land described in a deed recorded under Brazoria County Clerk's File Number 99-016813 for the northwest corner of the herein described tract;

THENCE N 86°44'02" E, a distance of 2640.22 feet to the intersection of County Roads 92 and 48 being the northeast corner of said called 120.134 acre tract for a corner of the herein described tract from which a found RR spike bears N 86°45'10" E, 7.70 feet and a found 1/2-inch iron rod bears S 86°31'02" W, 29.70 feet;

THENCE S 03°17'01" E, a distance of 4.56 feet with the centerline of said County Road 48 (based on original 40' width) to a point for corner from which a found 1/2-inch iron rod bears S 60°00'12" E, 35.94 feet;

THENCE N 86°42'41" E, a distance of 0.96 feet with the centerline of said County Road 92 (based on original 40' width) and the north line of said Section 80 to a point for corner;

THENCE S 03°13'13" E, a distance of 993.60 feet with the center line of said County Road 48 (original 40.00 foot width) and the west line of said Lots 2 and 1 to a point for corner;

THENCE N 86°42'41" E, a distance of 881.19 feet to a found 3/4-inch iron pipe for corner;

THENCE N 03°17'19" W, a distance of 993.60 feet to a point in the centerline of said County Road 92 (based on original 40' width) for corner;

THENCE N 86°42'41" E, a distance of 880.00 feet with the centerline of said County Road 92 (based on original 40' width) to a point for corner;

THENCE S 03°17'19" E, at a distance of 20.00 feet pass a 1/2-inch iron rod, in all a total distance of 495.00 feet to a 1/2-inch iron rod found for corner;

THENCE N 86°42'41" E, a distance of 880.00 feet to a point for corner from which a found 60d nail with shiner;

THENCE N 03°17'19" W, at 475.00 feet pass a found 1/2-inch iron rod, in all a total distance of 495.00 feet to a point for corner;

THENCE N 86°42'41" E, a distance of 1760.00 feet with the centerline of said County Road 92 (based on original 40' width) to a point for corner;

THENCE S 03° 17' 19" E, along the East line of said Lot 37 and 38, passing at 19.74 feet and East 1.41 foot a 1/2-inch iron pipe, at 48.09 feet pass a 2-inch iron pipe and East 1.22', a total distance of 993.60 feet to a found 2-inch iron pipe;

THENCE S 86°42'41" W, a distance of 440.00 feet to a point for corner from which a found 5/8-inch iron rod bears S 72°58" W, 0.6 feet;

THENCE S 03°17'19" E, a distance of 495.00 feet to a found 5/8-inch iron rod bears S 86°23'W, 0.5 feet for corner;

THENCE S 86°42'41" W, a distance of 440.00 feet to a point for corner from which a found 1/2-inch iron pipe bears S 67°22' W, 0.40 feet;

THENCE S 03°17'19" E, a distance of 1155.00 feet to a 1/2-inch iron rod with a cap stamped "Gormly 1918" found for corner;

THENCE N 86°42'41" E, a distance of 1760.00 feet to a point for corner from which a found a 1/2-inch iron rod with a cap stamped "Gormly 1918" bears N 13°12'20" W, 1.22 feet and a found 5/8-inch iron rod bears N 15°42'41" W, 1.34 feet;

THENCE S 03°17'19" E, a distance of 1980.00 feet to a point for corner from which a found 1/2-inch iron pipe bears N 02° 22'32" E, 1.82 feet;

THENCE S 86°42'41" W, a distance of 335.59 feet to a point for corner from which a found 3/4-inch iron pipe bears N 07°31'57" E, 1.79 feet;

THENCE S 03°17'19" E, a distance of 649.00 feet to a point in the centerline of County Road 59 (based on original 40' width) from which a found 3/4-inch iron pipe bears N 01° 45' 50" W, 21.56 feet;

THENCE S 86°42'41" W, a distance of 544.41 feet to a point in the centerline of County Road 59 (based on original 40' width) from which a found 1/2-inch iron pipe bears N 02°04'04" W, 21.38 feet;
4

THENCE N 03°17'19" W, a distance of 649.00 feet to a point for corner from which a found 1/2-inch iron pipe and a 3/4-inch iron pipe bear N 07°04'14" E, 1.49 feet;

THENCE S 86°42'41" W, a distance of 880.00 feet to a point for corner from which a 1/2-inch iron

rod with a cap stamped "Gormly 1918" bears N 22°04'06" E, 0.99 feet;

THENCE N 03°17'19" W, a distance of 671.80 feet to a 1-inch iron pipe found for corner;

THENCE S 86°42'41" W, a distance of 3524.72 feet to a point in the centerline of said County Road 48 (based on original 40' width) from which a found 3/4-inch iron pipe bears N 87°42'35" E, 28.47 feet;

THENCE N 03°13'13" W, a distance of 2638.86 feet with the centerline of said County Road 48 (based on original 40' width) to a point from which a found 3/4-inch iron pipe with cap stamped "S. Adams 3666" bears S 87°06'43" W, 31.63 feet;

THENCE S 86°50'11" W, a distance of 1316.75 feet to a point for corner from which a found 3/4-inch iron pipe bears S 12°34'15" E, 5.57 feet and a found 3/4-inch iron pipe bears N 40°37'46" W, 49.20 feet;

THENCE S 03°07'48" E, a distance of 1320.57 feet to a 1 1/2-inch iron pipe found for corner from which a found 1/2-inch iron rod bears S 18°37'20" W, 6.28 feet;

THENCE S 86°33'32" W, a distance of 1322.77 feet to a 1/2-inch iron rod found for corner;

THENCE N 03°12'41" W, a distance of 2639.75 feet to the **POINT OF BEGINNING** and containing 497.71 acres of land.

In conclusion, the herein described 522.621 acre tract comprises a **TOTAL ACREAGE** of **522.62 ACRES**.

Bearing orientation is based on monumentation found on the west line of a called 120.134 acre tract of land described in a deed recorded in Volume (90)820, Page 217 of the Brazoria County Deed Records.

This metes and bounds description was prepared under 22 Texas Annotated Code # 663.21 and reflects the results of a survey completed on the ground, and the assembly of instruments of record to describe the political boundary limits of the Brazoria County MUD No. 34; and is not to be used to convey or establish interests in real property except those rights and interest implied or established by the creation or reconfiguration of the boundary of the political subdivision for which is was prepared.




Richard Fussell RPLS No. 4148
Brown & Gay Engineers, Inc.
11490 Westheimer Road, Suite 700
Houston, Texas 77077
Telephone: (281) 558-8700

Exhibit C-1

LEGEND		
	EXIST. GUY WIRE	EXIST.
	EXIST. CONC. AREA	SMH
	EXIST. BOUNDARY LINE	EXIST. SEWER MANHOLE
	CONC.	EXIST. SEWER MANHOLE
	WATER METER	EXIST. DRAIN MANHOLE
	GAS METER	EXIST. SIGN
	GAS VALVE	EXIST. POWER OR TELEPHONE POLE
	WATER VALVE	HOSE BIB
	DENOTES IRON ROD FOUND	EXIST. STREET LIGHT
	DENOTES 1/2" IRON ROD SET	EXIST. DITCH
	DENOTES CROSS CUT SET	EXIST. TRAFFIC LIGHT
	LINE NOT TO SCALE	EXIST. FIRE HYDRANT
	TITLE	EXIST. DROP INLET
		DENOTES CROSS CUT
		ACTUAL

PLAT NOTES:

- THIS PLAT HAS BEEN PREPARED TO MEET THE REQUIREMENTS OF THE STATE OF TEXAS, BRAZORIA COUNTY AND THE CITY OF PEARLAND. THIS PLAT WAS PREPARED FROM INFORMATION PROVIDED BY FIDELITY NATIONAL TITLE INSURANCE COMPANY, G.F. NO. 1017002997, EFFECTIVE DATE: MAY 31, 2013. ISSUE DATE: JUNE 5, 2013.
- ALL BEARING REFERENCES ARE TO THE TEXAS STATE PLANE COORDINATE SYSTEM, SOUTH CENTRAL ZONE.
- ALL SUBDIVISION COMMON AREAS INCLUDING BUT NOT LIMITED TO DETENTION FACILITIES, EASEMENTS, AND OPEN SPACE WITHIN THE BOUNDARIES OF THIS PLAT SHALL BE MAINTAINED BY A HOMEOWNERS ASSOCIATION, COMMERCIAL PROPERTY ASSOCIATION OR OTHER ENTITY AND SHALL NOT BE THE RESPONSIBILITY OF THE CITY OF PEARLAND OR BRAZORIA COUNTY.
- CITY OF PEARLAND GPS #9 WITH A PUBLISHED ELEVATION OF 59.03 1987 ADJUSTMENT.
- ACCORDING TO THE FEDERAL EMERGENCY MANAGEMENT AGENCY (FEMA) FLOOD INSURANCE RATE MAP (FIRM) MAP NO. 480338200202B, WITH THE EFFECTIVE DATE OF JUNE 5, 1989, THE PROPERTY IS LOCATED IN ZONE "X" (AREAS DETERMINED TO BE OUTSIDE OF THE 100 YEAR FLOODPLAIN.) ALL FLOODPLAIN INFORMATION NOTED IN THE PLAT REFLECTS THE STATUS PER THE FEMA FIRM MAP THAT IS EFFECTIVE AT THE TIME THAT THE PLAT IS RECORDED. FLOODPLAIN STATUS IS SUBJECT TO CHANGE AS FEMA FIRM MAPS ARE UPDATED.
- ANY CONSTRUCTION PROPOSED TO BE INSTALLED WITHIN A PROPERTY EASEMENT WITH PRESCRIBED RIGHTS TO A PRIVATE ENTITY MAY REQUIRE THE PERMISSION OF THE PRIVATE ENTITY PRIOR TO THE START OF CONSTRUCTION. FAILURE TO SECURE SUCH PERMISSION MAY RESULT IN THE RIGHT HOLDER(S) OF THE EASEMENT REMOVING ANY UNAPPROVED PAVEMENT, STRUCTURES, UTILITIES, OR OTHER FACILITIES LOCATED WITHIN THE EASEMENT. THE RESPONSIBILITY OF SECURING APPROVAL FROM THE PRIVATE ENTITIES TO BUILD WITHIN AN EASEMENT IS SOLELY THAT OF THE PROPERTY OWNER.
- ACCESS RIGHTS TO PARKING AREAS AND DRIVEWAYS ARE HEREBY GRANTED TO ALL ADJOINING COMMERCIAL PROPERTIES.
- THE MINIMUM SLAB ELEVATION FOR ALL BUILDINGS LOCATED WITHIN THE BOUNDARIES OF THIS PLAT SHALL BE THE HIGHER OF (1) EITHER 12 INCHES ABOVE THE TOP OF CURB ELEVATION FOR A CURB STREET OR 12 INCHES ABOVE THE ELEVATION OF THE EDGE OF THE ROADWAY IF NO CURB EXISTS, OR (2) 12 INCHES ABOVE THE 100 YEAR FLOODPLAIN WATER SURFACE ELEVATION FOR STRUCTURES TO BE LOCATED WITHIN THE 100 YEAR FLOODPLAIN.
- ANY PROPOSED DRAINAGE SYSTEM FOR THIS SUBDIVISION SHALL BE DESIGNED TO MEET THE REQUIREMENTS OF THE CITY OF PEARLAND AND/OR BRAZORIA DRAINAGE DISTRICT #4. LOT LINES SHALL BE THE CENTER OF A 6 FOOT WIDE DRAINAGE EASEMENT.
- THIS PROPERTY IS LOCATED WHOLLY WITHIN MUNICIPAL UTILITY DISTRICT NO. 34.
- ALL LANDSCAPING AND STRUCTURES, INCLUDING FENCES AT INTERSECTIONS SHALL CONFORM TO THE CITY OF PEARLAND AND ASHTO SITE DISTANCE REQUIREMENTS FOR MOTORISTS.
- DRIVEWAY REQUIREMENTS FOR THE LOCATION, WIDTHS AND OFFSETS FROM AN INTERSECTION AND ANY EXISTING DRIVEWAY OR PROPOSED DRIVEWAYS, SHALL CONFORM TO THE REQUIREMENTS OF THE CITY OF PEARLAND ENGINEERING DESIGN CRITERIA MANUAL AND UNIFIED DEVELOPMENT CODE.
- BUILDINGS NOT SHOWN FOR CLARITY.

STATE OF TEXAS
COUNTY OF BRAZORIA:

WE, FIRST HARTFORD REALTY CORPORATION, A LIMITED PARTNERSHIP, ACTING BY AND THROUGH NEIL ELLIS, PRESIDENT, OWNERS OF THE PROPERTY SUBDIVIDED IN THIS PLAT OF AMENDING PLAT NO. 2 SOUTHERN TRAILS COMMERCIAL NO. 1, 1.749 ACRES OUT OF THE H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538, BRAZORIA COUNTY, TEXAS, DO HEREBY MAKE SUBDIVISION OF SAID PROPERTY FOR AND ON BEHALF OF SAID FIRST HARTFORD REALTY CORP., ACCORDING TO THE LINES, LOTS, STREETS, ALLEYS, RESERVES, PARKS, AND EASEMENTS AS SHOWN HEREON AND DEDICATE FOR PUBLIC USE AS SUCH THE STREETS, ALLEYS, PARKS, AND EASEMENTS SHOWN HEREON FOREVER, AND DO HEREBY WAIVE ALL CLAIMS FOR DAMAGES OCCASIONED BY THE ESTABLISHMENT OF GRADES AS APPROVED FOR THE STREETS AND DRAINAGE EASEMENTS DEDICATED, OR OCCASIONED BY THE ALTERATION OF THE SURFACE, OR ANY PORTION OF THE STREETS OR DRAINAGE EASEMENTS TO CONFORM TO SUCH GRADES, AND DO HEREBY BIND OURSELVES, OUR HEIRS, SUCCESSORS AND ASSIGNS TO WARRANT AND DEFEND THE TITLE TO THE LAND SO DEDICATED.

IN TESTIMONY HERETO, FIRST HARTFORD REALTY CORPORATION, A LIMITED PARTNERSHIP, HAS CAUSED THESE PRESENTS TO BE SIGNED BY NEIL ELLIS, PRESIDENT, THIS _____ DAY OF _____, 2014.

OWNER: FIRST HARTFORD REALTY CORPORATION A LIMITED PARTNERSHIP

BY: _____
NEIL ELLIS, PRESIDENT

STATE OF TEXAS
COUNTY OF _____:

BEFORE ME, THE UNDERSIGNED AUTHORITY, ON THIS DAY PERSONALLY APPEARED NEIL ELLIS, PRESIDENT OF FIRST HARTFORD REALTY CORPORATION, A LIMITED PARTNERSHIP, KNOWN TO ME TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE FOREGOING INSTRUMENT AND ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME FOR THE PURPOSES AND CONSIDERATIONS THEREIN EXPRESSED AND IN THE CAPACITY THEREIN AND HEREIN STATED.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, THIS _____ OF _____, 2014.

NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS
MY COMMISSION EXPIRES _____

STATE OF TEXAS
COUNTY OF BRAZORIA:

WE, CL ASHTON WOODS, L.P., A LIMITED PARTNERSHIP, ACTING BY AND THROUGH _____ MANAGING MEMBER, OWNER OF THE PROPERTY SUBDIVIDED IN THIS PLAT OF AMENDING PLAT NO. 2 SOUTHERN TRAILS COMMERCIAL NO. 1, 1.749 ACRES OUT OF THE H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538, BRAZORIA COUNTY, TEXAS, DO HEREBY MAKE SUBDIVISION OF SAID PROPERTY FOR AND ON BEHALF OF SAID FIRST HARTFORD REALTY CORPORATION, ACCORDING TO THE LINES, LOTS, STREETS, ALLEYS, RESERVES, PARKS, AND EASEMENTS AS SHOWN HEREON AND DEDICATE FOR PUBLIC USE AS SUCH THE STREETS, ALLEYS, PARKS, AND EASEMENTS SHOWN HEREON FOREVER, AND DO HEREBY WAIVE ALL CLAIMS FOR DAMAGES OCCASIONED BY THE ESTABLISHMENT OF GRADES AS APPROVED FOR THE STREETS AND DRAINAGE EASEMENTS DEDICATED, OR OCCASIONED BY THE ALTERATION OF THE SURFACE, OR ANY PORTION OF THE STREETS OR DRAINAGE EASEMENTS TO CONFORM TO SUCH GRADES, AND DO HEREBY BIND OURSELVES, OUR HEIRS, SUCCESSORS AND ASSIGNS TO WARRANT AND DEFEND THE TITLE TO THE LAND SO DEDICATED.

IN TESTIMONY HERETO, CL ASHTON WOODS, L.P., A LIMITED PARTNERSHIP, HAS CAUSED THESE PRESENTS TO BE SIGNED BY _____ MANAGING MEMBER, THIS _____ DAY OF _____, 2014.

OWNER: CL ASHTON WOODS, L.P., A LIMITED PARTNERSHIP

BY: _____
MANAGING MEMBER

STATE OF TEXAS
COUNTY OF _____:

BEFORE ME, THE UNDERSIGNED AUTHORITY, ON THIS DAY PERSONALLY APPEARED _____ MANAGING MEMBER OF CL ASHTON WOODS, L.P., A LIMITED PARTNERSHIP, KNOWN TO ME TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE FOREGOING INSTRUMENT AND ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME FOR THE PURPOSES AND CONSIDERATIONS THEREIN EXPRESSED AND IN THE CAPACITY THEREIN AND HEREIN STATED.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, THIS _____ OF _____, 2014.

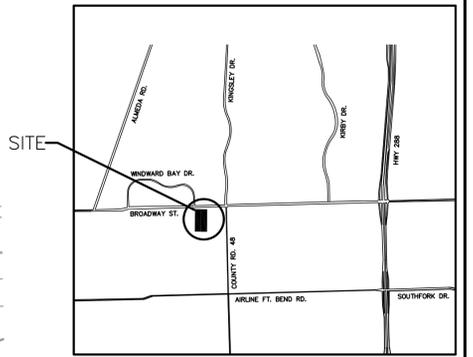
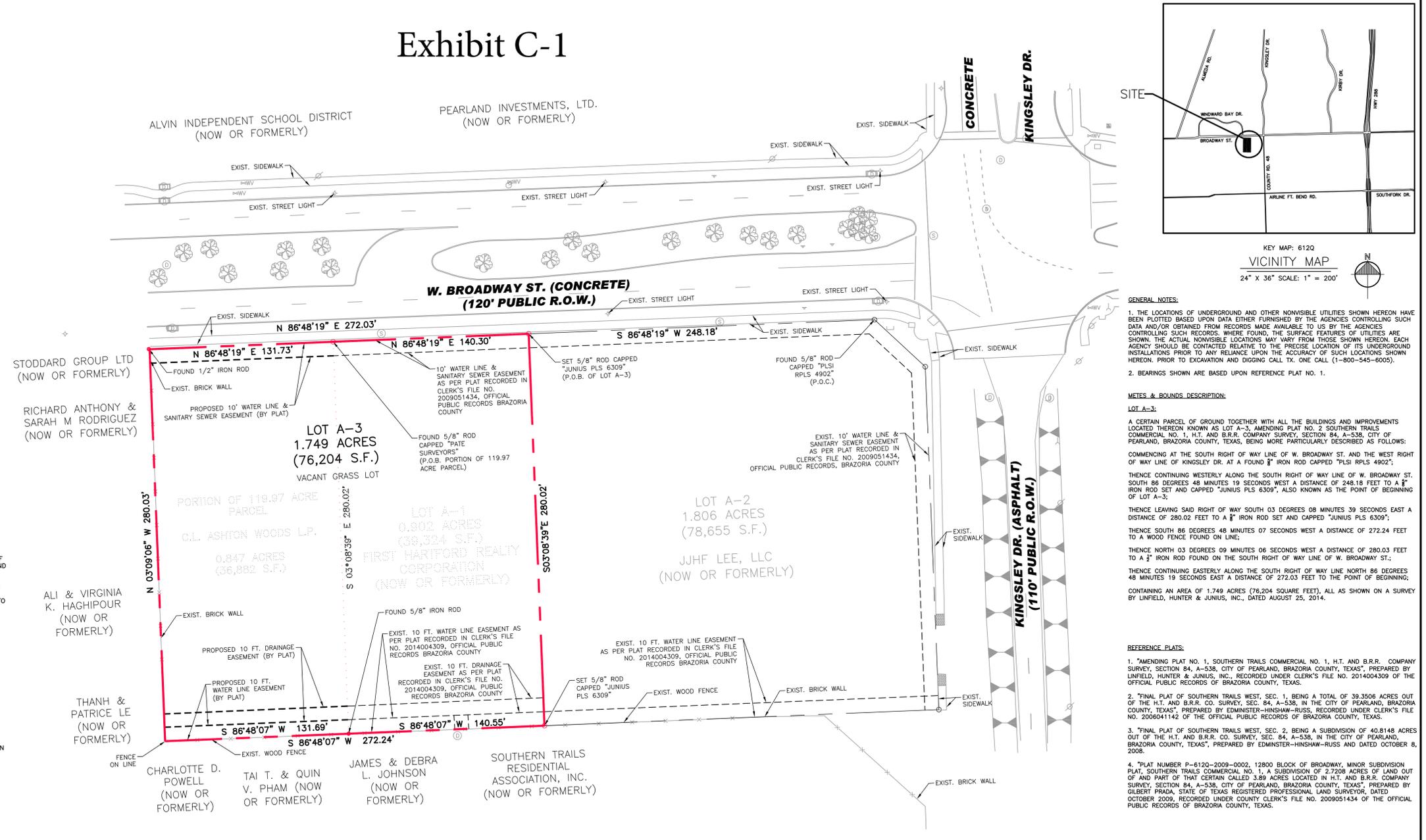
NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS
MY COMMISSION EXPIRES _____

STATE OF TEXAS
COUNTY OF BRAZORIA:

I, NATHAN J. JUNIUS, P.E., R.P.L.S., REGISTERED PROFESSIONAL LAND SURVEYOR NO. 6309, DO HEREBY CERTIFY THAT THIS PLAT CORRECTLY REPRESENTS A SURVEY MADE UNDER MY SUPERVISION ON THE GROUND IN ACCORDANCE WITH THE INFORMATION PROVIDED ME AND CORRECTLY REPRESENTS THE FACTS AS FOUND AT THE TIME OF SURVEY AND IS TRUE AND CORRECT AND THAT ALL BOUNDARY CORNERS, LOT CORNERS, ANGLE POINTS, AND POINTS OF CURVATURE ARE PROPERLY MARKED WITH 5/8 INCH DIAMETER IRON RODS THREE FEET LONG OR AS SHOWN ON THE PLAT.

NATHAN J. JUNIUS, P.E., R.P.L.S.
TEXAS REGISTRATION NO. 6309

DEPUTY _____ COUNTY CLERK OF BRAZORIA COUNTY, TEXAS



KEY MAP: 6120
VICINITY MAP
24" X 36" SCALE: 1" = 200'

- GENERAL NOTES:**
- THE LOCATIONS OF UNDERGROUND AND OTHER NONVISIBLE UTILITIES SHOWN HEREON HAVE BEEN PLOTTED BASED UPON DATA EITHER FURNISHED BY THE AGENCIES CONTROLLING SUCH DATA AND/OR OBTAINED FROM RECORDS MADE AVAILABLE TO US BY THE AGENCIES CONTROLLING SUCH RECORDS. WHERE FOUND, THE SURFACE FEATURES OF UTILITIES ARE SHOWN. THE ACTUAL NONVISIBLE LOCATIONS MAY VARY FROM THOSE SHOWN HEREON. EACH AGENCY SHOULD BE CONTACTED RELATIVE TO THE PRECISE LOCATION OF ITS UNDERGROUND INSTALLATIONS PRIOR TO ANY RELIANCE UPON THE ACCURACY OF SUCH LOCATIONS SHOWN HEREON. PRIOR TO EXCAVATION AND DIGGING CALL TX. ONE CALL (1-800-545-6005).
 - BEARINGS SHOWN ARE BASED UPON REFERENCE PLAT NO. 1.

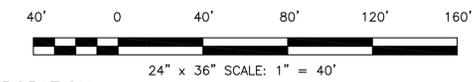
METS & BOUNDS DESCRIPTION:

LOT A-3:
A CERTAIN PARCEL OF GROUND TOGETHER WITH ALL THE BUILDINGS AND IMPROVEMENTS LOCATED THEREON KNOWN AS LOT A-3, AMENDING PLAT NO. 2 SOUTHERN TRAILS COMMERCIAL NO. 1, H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538, CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTH RIGHT OF WAY LINE OF W. BROADWAY ST. AND THE WEST RIGHT OF WAY LINE OF KINGSLEY DR. AT A FOUND 5/8" IRON ROD CAPPED "PLS RPLS 4902"; THENCE CONTINUING WESTERLY ALONG THE SOUTH RIGHT OF WAY LINE OF W. BROADWAY ST. SOUTH 86 DEGREES 48 MINUTES 19 SECONDS WEST A DISTANCE OF 248.18 FEET TO A 5/8" IRON ROD SET AND CAPPED "JUNIUS PLS 6309", ALSO KNOWN AS THE POINT OF BEGINNING OF LOT A-3; THENCE LEAVING SAID RIGHT OF WAY SOUTH 03 DEGREES 08 MINUTES 39 SECONDS EAST A DISTANCE OF 280.02 FEET TO A 5/8" IRON ROD SET AND CAPPED "JUNIUS PLS 6309"; THENCE SOUTH 86 DEGREES 48 MINUTES 07 SECONDS WEST A DISTANCE OF 272.24 FEET TO A WOOD FENCE FOUND ON LINE; THENCE NORTH 03 DEGREES 09 MINUTES 06 SECONDS WEST A DISTANCE OF 280.03 FEET TO A 5/8" IRON ROD FOUND ON THE SOUTH RIGHT OF WAY LINE OF W. BROADWAY ST.; THENCE CONTINUING EASTERLY ALONG THE SOUTH RIGHT OF WAY LINE NORTH 86 DEGREES 48 MINUTES 19 SECONDS EAST A DISTANCE OF 272.03 FEET TO THE POINT OF BEGINNING; CONTAINING AN AREA OF 1.749 ACRES (76,204 SQUARE FEET), ALL AS SHOWN ON A SURVEY BY LINFIELD, HUNTER & JUNIUS, INC., DATED AUGUST 25, 2014.

- REFERENCE PLATS:**
- "AMENDING PLAT NO. 1, SOUTHERN TRAILS COMMERCIAL NO. 1, H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538, CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS", PREPARED BY LINFIELD, HUNTER & JUNIUS, INC., RECORDED UNDER CLERK'S FILE NO. 2014004309 OF THE OFFICIAL PUBLIC RECORDS OF BRAZORIA COUNTY, TEXAS.
 - "FINAL PLAT OF SOUTHERN TRAILS WEST, SEC. 1, BEING A TOTAL OF 39.3506 ACRES OUT OF THE H.T. AND B.R.R. CO. SURVEY, SEC. 84, A-538, IN THE CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS", PREPARED BY EDWINSTER-HINSHAW-RUSS, RECORDED UNDER CLERK'S FILE NO. 2006041142 OF THE OFFICIAL PUBLIC RECORDS OF BRAZORIA COUNTY, TEXAS.
 - "FINAL PLAT OF SOUTHERN TRAILS WEST, SEC. 2, BEING A SUBDIVISION OF 40.8148 ACRES OUT OF THE H.T. AND B.R.R. CO. SURVEY, SEC. 84, A-538, IN THE CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS", PREPARED BY EDWINSTER-HINSHAW-RUSS AND DATED OCTOBER 8, 2008.
 - "PLAT NUMBER P-6120-2009-0002, 12800 BLOCK OF BROADWAY, MINOR SUBDIVISION PLAT, SOUTHERN TRAILS COMMERCIAL NO. 1, A SUBDIVISION OF 2.7208 ACRES OF LAND OUT OF AND PART OF THAT CERTAIN CALLED 3.89 ACRES LOCATED IN H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538, CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS", PREPARED BY GILBERT PRADA, STATE OF TEXAS REGISTERED PROFESSIONAL LAND SURVEYOR, DATED OCTOBER 2009, RECORDED UNDER COUNTY CLERK'S FILE NO. 2009051434 OF THE OFFICIAL PUBLIC RECORDS OF BRAZORIA COUNTY, TEXAS.

AMENDING PLAT NO. 2 SOUTHERN TRAILS COMMERCIAL NO. 1 H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538 CITY OF PEARLAND, BRAZORIA COUNTY TEXAS

ONE (1) LOT ONE (1) BLOCK
REASON FOR PLAT AMENDMENT: COMBINE TWO (2) EXISTING LOTS INTO 1 LOT OF RECORD



OWNER -- LOT A-1:
FIRST HARTFORD REALTY CORPORATION
149 COLONIAL RD.
MANCHESTER, CT 06042
(860) 646-6555

OWNER -- PORTION OF 119.97 ACRE PARCEL
CL ASHTON WOODS, L.P.
3355 W. ALABAMA, SUITE 1240
HOUSTON, TX 77098
PH: (713) 255-7401

LINFIELD, HUNTER & JUNIUS, INC.
PROFESSIONAL ENGINEERS, ARCHITECTS
AND SURVEYORS
3608 18th Street, Suite 200
Metairie, Louisiana 70002
T.X.L.S. FIRM NO. 10193767
T.B.P.E. FIRM NO. 11654
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DATE OF LAST FIELD WORK: JULY 25, 2014
DATE OF PLAT MAP: AUGUST 25, 2014
LH&J JOB NO. 14-90
PRELIMINARY

Exhibit C-1

METES & BOUNDS DESCRIPTION:

OVERALL PARCEL:

A CERTAIN PARCEL OF GROUND TOGETHER WITH ALL THE BUILDINGS AND IMPROVEMENTS LOCATED BEING A PORTION OF NO. 2 SOUTHERN TRAILS COMMERCIAL NO. 1, H.T. AND B.R.R. COMPANY SURVEY, SECTION 84, A-538, CITY OF PEARLAND, BRAZORIA COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTH RIGHT OF WAY LINE OF W. BROADWAY ST. AND THE WEST RIGHT OF WAY LINE OF KINGSLEY DR. AT A FOUND 5/8 INCH IRON ROD CAPPED "PLSI RPLS 4902";

THENCE SOUTH 48 DEGREES 10 MINUTES 35 SECONDS EAST A DISTANCE OF 49.48 FEET TO A 5/8 INCH IRON ROD SET AND CAPPED "JUNIUS PLS 6309" ON THE WEST RIGHT OF WAY LINE OF KINGSLEY DR.;

THENCE CONTINUING ALONG SAID RIGHT OF WAY SOUTH 03 DEGREES 09 MINUTES 29 SECONDS EAST A DISTANCE OF 245.00 FEET TO A 5/8 INCH IRON ROD SET AND CAPPED "JUNIUS PLS 6309";

THENCE LEAVING SAID RIGHT OF WAY SOUTH 86 DEGREES 48 MINUTES 07 SECONDS WEST A DISTANCE OF 283.00 FEET TO A 5/8 INCH IRON ROD SET AND CAPPED "JUNIUS PLS 6309";

THENCE SOUTH 86 DEGREES 48 MINUTES 07 SECONDS WEST A DISTANCE OF 140.55 FEET TO A 5/8 INCH IRON ROD FOUND;

THENCE SOUTH 86 DEGREES 48 MINUTES 07 SECONDS WEST A DISTANCE OF 131.69 FEET TO A WOOD FENCE FOUND ON LINE;

THENCE NORTH 03 DEGREES 09 MINUTES 06 SECONDS WEST A DISTANCE OF 280.03 FEET TO A 1/2 INCH IRON ROD FOUND ON THE SOUTH RIGHT OF WAY LINE OF W. BROADWAY ST.;

THENCE CONTINUING EASTERLY ALONG THE SOUTH RIGHT OF WAY LINE OF W. BROADWAY ST. NORTH 86 DEGREES 48 MINUTES 19 SECONDS EAST A DISTANCE OF 131.73 FEET TO A 5/8 INCH IRON ROD FOUND AND CAPPED "PATE SURVEYORS";

THENCE CONTINUING ALONG SAID RIGHT OF WAY NORTH 86 DEGREES 48 MINUTES 19 SECONDS EAST A DISTANCE OF 140.30 FEET TO A 5/8 INCH IRON ROD SET AND CAPPED "JUNIUS PLS 6309";

THENCE NORTH 86 DEGREES 48 MINUTES 19 SECONDS EAST A DISTANCE OF 248.18 FEET TO
THE POINT OF BEGINNING;

CONTAINING AN AREA OF 3.555 ACRES (154,859 SQUARE FEET).



EXHIBIT "D"

SOUTHERN TRAILS WEST

SOUTHERN TRAILS

LEGEND

-  PROPOSED MODEL HOME
-  (TYP 50'X120')..... 137 LOTS
-  (TYP 56'X120')..... 128 LOTS
-  (TYP 60'X120')..... 235 LOTS
-  (TYP 61'X115')..... 233 LOTS
-  (TYP 70'X115'/120')... 445 LOTS
-  (TYP 80'X120')..... 47 LOTS
-  (TYP 85'X130')..... 120 LOTS

a master development plan for
SOUTHERN TRAILS

+ 522.63 Acres of land

prepared for
C.L. ASHTON WOODS, LP.

KERRY R. GILBERT & ASSOCIATES, INC.

Land Planning Consultants

23501 Cinco Ranch Blvd.
Suite A-250

Katy, Texas 77494
(281) 579-0340

Fax (281) 579-8212

SCALE
0 200 400 800

OCTOBER 01, 2014
KGA# 06101B

THIS DRAWING IS A PICTORIAL REPRESENTATION FOR PRESENTATION PURPOSES ONLY AND IS SUBJECT TO CHANGE. FURTHER, SAID DRAWING IS A SCANNED IMAGE ONLY AND IS NOT FOR COMPUTATION OR CONSTRUCTION PURPOSES. THIS DRAWING MAY OR MAY NOT INCORPORATE INFORMATION AND/OR DATA PROVIDED TO KERRY R. GILBERT & ASSOCIATES, INC. BY OTHER CONSULTANTS RELATIVE TO ENGINEERING AND DRAINAGE, FLOOD PLAINS AND ENVIRONMENTAL ISSUES AND SHOULD NOT BE RELIED UPON FOR ANY PURPOSE. NO WARRANTIES, EXPRESS OR IMPLIED, CONCERNING THE ACTUAL DESIGN, LOCATION, AND CHARACTER OF THE FACILITIES SHOWN ON THIS MAP ARE INTENDED. ADDITIONALLY, NO WARRANTY IS MADE TO THE ACCURACY OF THE INFORMATION CONTAINED HEREIN.

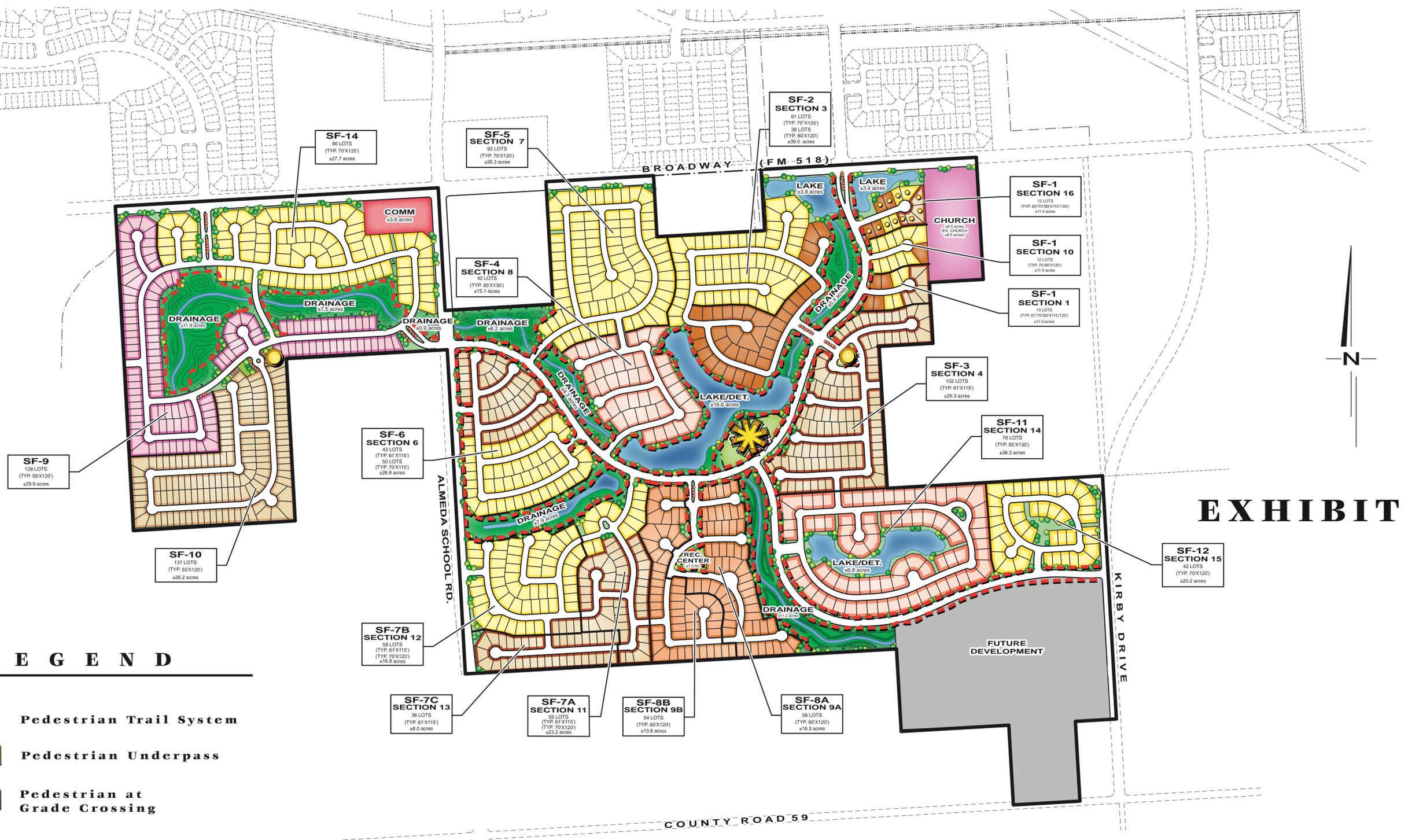


EXHIBIT "E"

LEGEND

-  Pedestrian Trail System
-  Pedestrian Underpass
-  Pedestrian at Grade Crossing
-  Recreation Park
-  Tot Lot / Park

THIS DRAWING IS A PICTORIAL REPRESENTATION FOR PRESENTATION PURPOSES ONLY AND IS SUBJECT TO CHANGE. FURTHER, SAID DRAWING IS A SCANNED IMAGE ONLY AND IS NOT FOR COMPUTATION OR CONSTRUCTION PURPOSES. THIS DRAWING MAY OR MAY NOT INCORPORATE INFORMATION AND/OR DATA PROVIDED TO KERRY R. GILBERT & ASSOCIATES, INC. BY OTHER CONSULTANTS RELATIVE TO ENGINEERING AND DRAINAGE, FLOOD PLAINS AND ENVIRONMENTAL ISSUES AND SHOULD NOT BE RELIED UPON FOR ANY PURPOSE. NO WARRANTIES, EXPRESS OR IMPLIED, CONCERNING THE ACTUAL DESIGN, LOCATION, AND CHARACTER OF THE FACILITIES SHOWN ON THIS MAP ARE INTENDED. ADDITIONALLY, NO WARRANTY IS MADE TO THE ACCURACY OF THE INFORMATION CONTAINED HEREIN.

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a master development plan for
SOUTHERN TRAILS
 + 522.63 Acres of land
 prepared for
C.L. ASHTON WOODS, LP.

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

23501 Cinco Ranch Blvd.
 Suite A-250
 Katy, Texas 77494
 (281) 579-0340
 Fax (281) 579-8212



OCTOBER 01, 2014
 KGA# 06101B



EXHIBIT "F"

LEGEND

-  PRIMARY ENTRY MONUMENT
-  SECONDARY IDENTIFIER MONUMENT
-  SECONDARY IDENTIFIER MONUMENT FOR SOUTHERN TRAILS WEST

a master development plan for SOUTHERN TRAILS

+ 522.63 Acres of land

prepared for
C.L. ASHTON WOODS, LP.

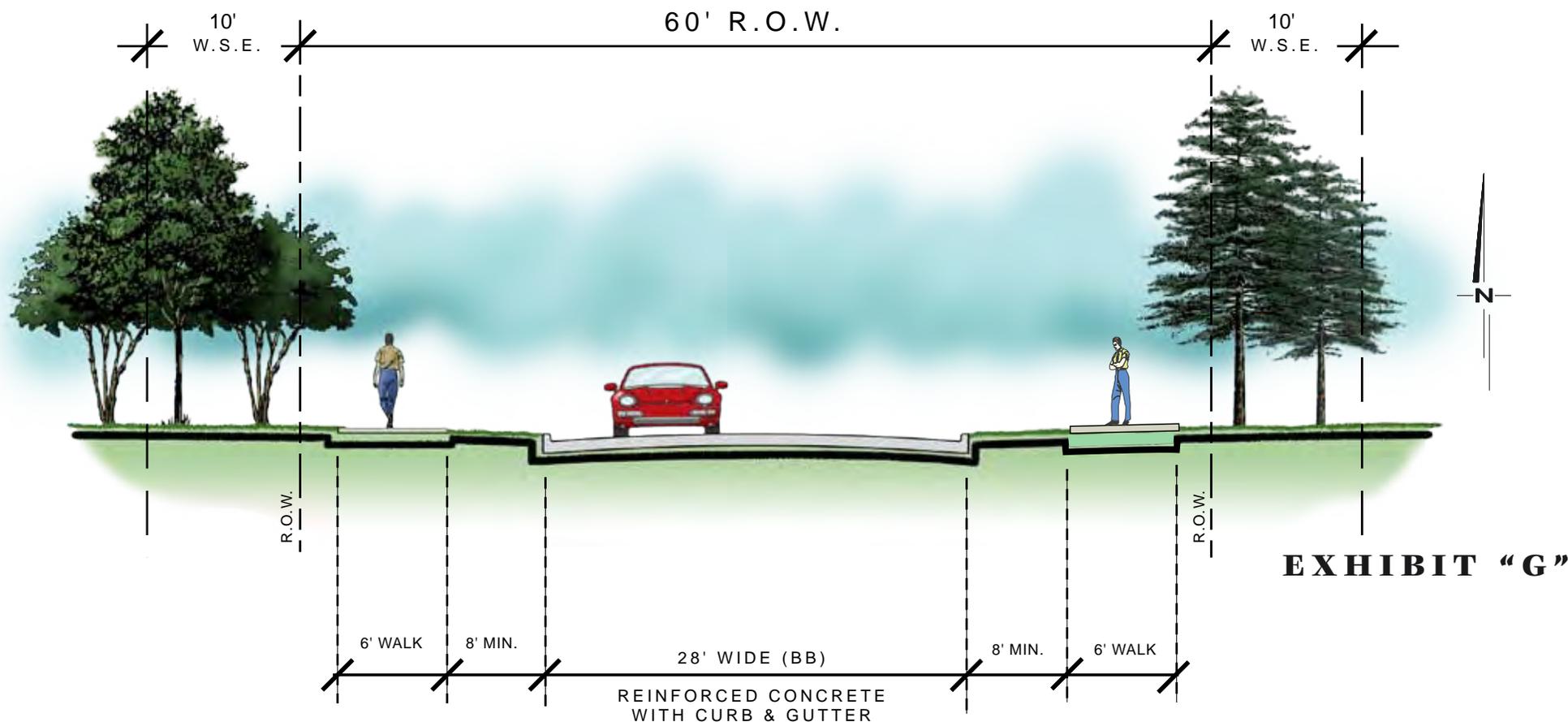
KERRY R. GILBERT & ASSOCIATES, INC.

Land Planning Consultants
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Fax (281) 579-8212



OCTOBER 01, 2014
KGA# 06101B

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- * W.S.E. - WATER LINE/SANITARY SEWER EASEMENT
- * 6' SIDEWALK MEANDERS BETWEEN THE RIGHT-OF-WAY AND THE RESERVES.

an 28' cross section exhibit for

SOUTHERN TRAILS COLLECTOR STREETS

± 522.63 ACRES OF LAND

prepared for

C.L. ASHTON WOODS, L.P.
TAYLOR MORRISON OF TEXAS, INC.

KERRY R. GILBERT & ASSOCIATES, INC.

Land Planning Consultants

23501 Cinco Ranch Blvd.
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Katy, Texas 77494
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NOT TO SCALE

JANUARY 14, 2011
KGA #06101

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**AGENDA REQUEST
BUSINESS OF THE CITY COUNCIL
CITY OF PEARLAND, TEXAS**

AGENDA OF: August 10, 2015	ITEM NO.: Ordinance No. 2000T-18
DATE SUBMITTED: July 28, 2015	DEPT. OF ORIGIN: Planning
PREPARED BY: Ian Clowes	PRESENTOR: Lata Krishnarao
REVIEWED BY: Lata Krishnarao	REVIEW DATE: July 31,2015
SUBJECT: Ordinance No. 2000T-18 - An ordinance of the City Council of the City of Pearland, Texas, amending selected provisions of the Unified Development Code of the City regarding the undergrounding requirement for electrical utilities; and, the Land Use Matrix for automobile related uses; having a savings clause, a severability clause, and a repealer clause; providing for codification, publication and an effective date.	
ATTACHMENTS: Ordinance No. 2000T-18 and Exhibits (Exhibit A – Text Amendment; Exhibit B – Planning and Zoning Commission Recommendation Letter; Exhibit C - Legal Ad) 7.20.15 Joint Public Hearing Packet	
To be completed by Department:	
Finance	Legal
Ordinance	Resolution

SUMMARY: The proposed UDC amendments will make a change to the Land Use Matrix and clarify out current undergrounding requirements in the Corridor Overlay District.

Staff was directed to review the Pearland Parkway Corridor to identify all undeveloped tracts of land within the specified review area and where existing zoning districts allow for automobile related uses by right. For those specific tracts, the City Council requested staff to recommend changes that would limit the continued growth of automobile related uses along Pearland Parkway.

Staff conducted a workshop with City Council in February, and a workshop with P&Z and a Final Joint Workshop with Council and P&Z, both in June of this year. From those workshops staff concluded that overall changes to the OP, NS,GB and GC zoning designations in the Unified Development Code (UDC) was the most effective way to achieve City Councils goal and to avoid city initiated zone changes for specific parcels, which could be viewed as downzoning. As

proposed, no uses which are currently allowed in any of the zones will be eliminated but will simply involve further review by requiring the approval of a CUP by City Council.

Staff has noticed an increase of existing developments that had been zoned GB or GC for a number of years that now abut residential developments and have since turned over into more intense commercial uses such as auto repair, pawn shops, or fuel stations. For example, the area east of Dixie Farm, in the vicinity of Broadway Street, is zoned GC and abuts residential subdivisions. At the time this area was zoned GC, the surroundings were probably developed with large homesteads or vacant, with adequate buffering. Since then, these surroundings have developed with denser residential subdivisions with smaller lots, thereby raising adjacency concerns. Currently, the City has no ability to consider how these sites may or may not affect the abutting residential. The proposed changes will help with mitigating any negative impacts that may affect adjoining properties.

Additionally, staff would amend the existing PD's along Pearland Parkway (Oakbrook Estates and Stonebridge). This will be done at a later date with a separate Joint Public Hearing. Also, staff has been instructed to look at our current undergrounding requirement for electrical utilities within our Corridor Overlay Districts and within certain zoning districts. The proposed change alters the wording regarding screening of utility equipment, when undergrounding is required, and who is responsible for payment of installation.

STAFF RECOMMENDATION: Staff recommends the following changes to the UDC in order to achieve Council's goal:

1. Change all automobile related uses and Pawn Shop, Payday Loans, and Gold Exchange use, that are currently permitted outright in either the GB, GC, NS, or OP zones to require approval of a Conditional Use Permit, prior to opening up operations.
2. Amend the sections of the UDC that discuss underground utilities to further clarify what needs to be screened, when undergrounding is required, and who is responsible for payment of installation.

PLANNING AND ZONING COMMISSION DISCUSSION: At the regular meeting of the Planning and Zoning Commission on July 20, 2015, P&Z Commissioner Thomas Duncan made a motion to recommend approval of the proposed amendments to the UDC. The motion was seconded by P&Z Commissioner Ginger McFadden. The vote was 4-1 and the motion was approved. Commissioners, Starr, Tunstall, McFadden, and Duncan voted in favor of the proposed changes. P&Z Chairperson Fuertes voted in opposition.

STAFF RECOMMENDATION TO COUNCIL: Consider the proposed UDC 2000T-18 text amendment changes.

Ordinance No. 2000-T-18

Ordinance No. 2000T-18 - An ordinance of the City Council of the City of Pearland, Texas, amending selected provisions of the Unified Development Code of the City; regarding automobile related uses in BP-288, OP, NS,GB, and GC zones, and undergrounding requirement for electrical utilities; having a savings clause, a severability clause, and a repealer clause; providing for codification, publication and an effective date.

WHEREAS, on the 20th day of July, 2015, a Joint Public Hearing was held before the Planning and Zoning Commission and the City Council of the City of Pearland, Texas, notice being given by publication in the official newspaper of the City, the affidavit of publication being attached hereto and made a part hereof for all purposes as Exhibit "C", said call and notice being in strict conformity with provisions of Section 1.2.2.2 of Ordinance No. 2000T; and

WHEREAS, on the 20th day of July, 2015, the Planning and Zoning Commission of the City submitted its report and recommendation to the City Council regarding the proposed amendments to the Unified Development Code, whereby the Commission recommended approval of the amendments, with condition, said recommendation attached hereto and made a part hereof for all purposes as Exhibit "B"; now, therefore,

**BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF PEARLAND,
TEXAS:**

Section 1. That certain provisions of the Unified Development Code are hereby amended as shown in Exhibit “A” attached hereto and made a part hereof for all purposes.

Section 2. **Savings.** All rights and remedies which have accrued in favor of the City under this Ordinance and amendments thereto shall be and are preserved for the benefit of the City.

Section 3. **Severability.** If any section, subsection, sentence, clause, phrase or portion of this Ordinance is for any reason held invalid, unconstitutional or otherwise unenforceable by any court of competent jurisdiction, such portion shall be deemed a separate, distinct, and independent provision and such holding shall not affect the validity of the remaining portions thereof.

Section 4. **Repealer.** All ordinances and parts of ordinances in conflict herewith are hereby repealed but only to the extent of such conflict.

Section 5. **Codification.** It is the intent of the City Council of the City of Pearland, Texas, that the provisions of this Ordinance shall be codified in the City's official Code of Ordinances as provided hereinabove.

Section 6. **Publication and Effective Date.** The City Secretary shall cause this Ordinance, or its caption and penalty, to be published in the official newspaper of the City of Pearland, upon passage of such Ordinance. The Ordinance shall become effective immediately upon final passage.

PASSED and APPROVED ON FIRST READING this the 10th day of August, 2015.

TOM REID
MAYOR

ATTEST:

YOUNG LORFING, TRMC
CITY SECRETARY

PASSED and APPROVED ON SECOND AND FINAL READING this the 24th day of August, 2015.

TOM REID
MAYOR

ATTEST:

YOUNG LORFING, TRMC
CITY SECRETARY

APPROVED AS TO FORM:

DARRIN M. COKER
CITY ATTORNEY

Use	Residential Zoning Districts										Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MALL	OT-R	OT-GB	OT-MALL	RRN	OP	BP-200	NS	GB	GC	M-1	M-2	
Auto Glass Repair/Tinting											S1	S2	S3	S4	S5															
																C			C							C	C	P	P	
	Description: A shop that repairs damage windows or provides tinting services for vehicles. Parking: One space per 200 square feet of gross floor area.																													

Use	Residential Zoning Districts										Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MALL	OT-R	OT-GB	OT-MALL	RRN	OP	BP-200	NS	GB	GC	M-1	M-2	
Auto Interior Shop/Upholstery											S1	S2	S3	S4	S5															
																C			C							C	C	P	P	
	Description: An establishment that repairs or rebuilds the interior of the passenger compartment of automobiles, including the upholstery of seats. Parking: One space per 200 square feet of gross floor area.																													

Use	Residential Zoning Districts										Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MALL	OT-R	OT-GB	OT-MALL	RRN	OP	BP-200	NS	GB	GC	M-1	M-2	
Auto Parts Sales (With Outside Storage or Display)											S1	S2	S3	S4	S5															
																C										C	C	P	P	
	Description: An establishment that sells and installs auto parts and accessories. All outdoor storage will have to meet screening requirements of the Unified Development Code. Parking: One space per 200 square feet of gross floor area.																													

Use	Residential Zoning Districts										Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MALL	OT-R	OT-GB	OT-MALL	RRN	OP	BP-200	NS	GB	GC	M-1	M-2	
Auto Parts Sales (Indoors Only; With Repair Bays)											S1	S2	S3	S4	S5															
																C										C	C	P	P	
	Description: An establishment that sells auto parts and accessories and offers installation services. Parking: One space per 200 square feet of gross floor area.																													

Use	Residential Zoning Districts										Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MALL	OT-R	OT-GB	OT-MALL	RRN	OP	BP-200	NS	GB	GC	M-1	M-2	
Auto Rental											S1	S2	S3	S4	S5															
																			C							C	C	P	P	
	Description: A business establishment that provides for the renting of automobiles and light trucks on a short-term basis (differentiated from leasing, which is on a long-term basis). This may also involve the incidental storage of the automobiles and light trucks being rented. Parking: One space per 1500 square feet of open sales lot and enclosed floor area devoted to the sale and display.																													

Use	Residential Zoning Districts										Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-288	NS	GB	GC	M-1	M-2	
Auto Repair (Major)											\$1	\$2	\$3	\$4	\$5															
	Description: General repair or reconditioning of engines, air conditioning systems and transmissions for motor vehicles; wrecker service; collision repair services including body, frame or fender straightening or repair; customizing; painting; vehicle steam cleaning; undercoating and rust proofing; those uses listed under Automobile Repair (Minor); and other similar uses. Parking: One space per 200 square feet of gross floor area, excluding office space.																													

Use	Residential Zoning Districts										Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-288	NS	GB	GC	M-1	M-2	
Auto Repair (Minor)											\$1	\$2	\$3	\$4	\$5															
Description: Minor repair or replacement of parts, tires, tubes and batteries; diagnostic services; minor maintenance services such as grease, oil, spark plug and filter changing; tune-ups; muffler repair, emergency road service; replacement of starters, alternators, hoses and brake parts; automobile washing and polishing; performing state inspections and making minor repairs necessary to pass said inspection; normal servicing of air-conditioning systems; and other similar minor services for motor vehicles except heavy load vehicles, but not including any operation named under Automobile Repair (Major) or any other similar use. Parking: One space per 200 square feet of gross floor area, excluding office space.																														

Use	Residential Zoning Districts										Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-288	NS	GB	GC	M-1	M-2	
Auto Sales/Dealer (New - In Building, Auto Servicing and Used Auto Sales as accessory uses only) Combined auto lease											\$1	\$2	\$3	\$4	\$5															
Description: A paved area for the display for sale of motorized and non-motorized vehicles accompanied by an on-site office with staffing during normal business hours. Parking: One space per 1500 square feet of open sales lot and enclosed floor area devoted to the sale and display.																														

Use	Residential Zoning Districts										Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-288	NS	GB	GC	M-1	M-2	
Auto Wash (Full Service/Detail Shop)											\$1	\$2	\$3	\$4	\$5															
Description: Washing, waxing or cleaning of automobiles or light duty trucks where the owner of the vehicle does not actually wash the vehicle. The owner either leaves the vehicle or comes back to retrieve it later, or the owner waits in a designated area while employees of the car wash facility vacuum, wash, dry, wax and/or detail the vehicle for a fee. Parking: One space for each 200 square feet of gross floor area, including service bays, wash tunnels and retail areas.																														

Use	Residential Zoning Districts										Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-288	NS	GB	GC	M-1	M-2	
Transfer Station (Refuse/Pick-up)											S1	S2	S3	S4	S5															
	Description: A transfer station is a building for the temporary deposition of some wastes. Transfer stations are often used as places where local waste collection vehicles will deposit their waste cargo prior to loading into larger vehicles or containers.																													

Use	Residential Zoning Districts										Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-288	NS	GB	GC	M-1	M-2	
Truck (Heavy) and Bus Rental or Sales											S1	S2	S3	S4	S5															
	Description: The rental or sale of new or used panel trucks, vans, trailers, recreational vehicles or motor-driven buses in operable condition and where no repair work or intensive cleaning operations are performed. Parking: One space per 1500 square feet of open sales lot and enclosed floor area devoted to the sale and display.																													

Use	Residential Zoning Districts										Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-288	NS	GB	GC	M-1	M-2	
Truck or Freight Terminal											S1	S2	S3	S4	S5															
	Description: A location used for the transfer of freight or truck hauls typically located near a railway or other transit hub. Parking: One space for each employee on the largest shift																													

Use	Residential Zoning Districts										Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-288	NS	GB	GC	M-1	M-2	
Pawn Shop, Pay Day Loan (including Title Loans and Check Cashing) & Gold Exchange											S1	S2	S3	S4	S5															
	Description: An establishment that loans money in exchange for personal property pledged by the property owner to the business, or that buys such property from its owner for resale. Retail sales permitted, including sales of pre-owned items, provided that sales of such pre-owned items comply with all applicable law. This use includes establishments that primarily buy gold from customers, and institutions that loan money based on postdated checks and car titles, or cash personal/paychecks for a fee. Parking: One space per 300 square feet of gross floor area.																													

Changes to Utility Undergrounding and Screening

New Section 2.3.3.1(j)

Utilities: Notwithstanding any other provision of the UDC, nothing in the UDC shall be construed as imposing an obligation on an electric utility that conflicts with the utility's state-approved tariff.

Section 2.4.5.1 Corridor Overlay Districts

(i) Screening Standards.

(1) Site Elements Required to Be Screened: The following site elements shall be screened from the public view from all specified major thoroughfares:

a. *Mechanical and Utility Equipment*

1. Screening shall consist of a decorative wall or architectural element of the building that is one hundred percent (100%) opaque.
2. Roof-mounted equipment shall be screened with materials that are one hundred percent (100%) opaque. Appropriate screening
3. For electric utility equipment, the screening requirements of this section shall only apply to equipment owned by the customer and not by the electric utility.

(m) **Utilities.** All utility service lines shall be located underground. *Where the underground placement of such facilities is not a standard practice of the utility involved, the utility's customer shall request the applicable utility to place the facilities underground and shall pay all costs associated with the non-standard installation. Notwithstanding the requirements of this section, nothing in this ordinance shall be interpreted in a manner that conflicts with a utility's state-approved tariff.* Above-ground lines may be located in the rear or other areas of the property as necessary to operate properly, however, such lines must not be prominent from the front view of the property or from the view of roadways (the visibility of the poles must be partially or wholly obscured). Any determination on whether utilities are prominent shall be made by the Planning Director.

2.4.3.1 Spectrum District

(f) **Screening:** Screening shall meet or exceed the following requirements.

(1) Standards:

a. Required - Screening walls are required for the following:

1. Service loading dock areas
2. Outside storage
3. Refuse and/or recycling areas and containers
4. Mechanical and utility equipment, except that this screening requirement shall not apply to electrical equipment owned by the electric utility.
5. Roof apparatus (including ventilation, HVAC, or other such equipment), which shall be completely screened from all sides by screening walls of the same material and color as the main building.

b. Height

1. Detached screening walls shall be a maximum height of eight feet (8').
 2. Attached screening walls shall be a maximum height of fourteen feet (14').
- c. Use - Gates for screening enclosures shall be solid metal on a metal frame, and shall be kept closed when the screened area is not in use.

(2) Materials & Characteristics:

- d. Roof-Mounted, Utility Equipment - Roof-mounted, utility equipment shall be screened with a material that is consistent in color and finish of the structure upon which the equipment is located.

(r) **Utilities.** All utility service lines shall be located underground. *Where the underground placement of such facilities is not a standard practice of the utility involved, the utility's customer shall request the applicable utility to place the facilities underground and shall pay all costs associated with the non-standard installation. Notwithstanding the requirements of this section, nothing in this ordinance shall be interpreted in a manner that conflicts with a utility's state-approved tariff.* Above-ground lines may be located in the rear or other areas of the property as necessary to operate properly, however, such lines must not be prominent from the front view of the property or from the view of roadways (the visibility of the poles must be partially or wholly obscured). Any determination on whether utilities are prominent shall be made by the Planning Director.

2.4.3.4 OT, Old Townsite District

2. Utilities.

a. For new building construction and significant building renovation (of over fifty percent of the value of the existing building and improvements) all utilities within the property shall be required to be underground. *Where the underground placement of such facilities is not a standard practice of the utility involved, the utility's customer shall request the applicable utility to place the facilities underground and shall pay all costs associated with the non-standard installation. Notwithstanding the requirements of this section, nothing in this ordinance shall be interpreted in a manner that conflicts with a utility's state-approved tariff.* Above-ground lines may be located in the rear or other areas of the property as necessary to operate properly, however, such lines must not be prominent from the front view of the property or from the view of roadways (the visibility of the poles must be partially or wholly obscured). Any determination on whether utilities are prominent shall be made by the Planning Director.

4. **Concealed Equipment.** All equipment shall be located in rear yards or otherwise screened. Equipment shall include AC compressors and window and wall units, non-electric utility meters and boxes, irrigation and pump pools, permanent barbecues, satellite dish antennas less than forty eight inches in (48") in height or diameter, loading docks, service areas, trash disposal facilities and backflow devices. Antennas over forty-eight inches (48") shall require a CUP.

2.4.4.3 BP-288, Business Park District-288

(h) Screening Standards.

- (1) Site Elements Required to Be Screened: The following site elements shall be screened from the public view from State Highway 288.

a. Mechanical and Utility Equipment

1. Screens shall be of a color and material that is consistent with the primary on-site building.
2. Roof-mounted equipment may be screened with an architectural element that is an extension of the building on which it is located, such as a parapet wall.
3. For electric utility equipment, the screening requirements of this section shall only apply to equipment owned by the customer and not by the electric utility.

- b. Vehicle Loading and Unloading Areas - Screens shall incorporate shrubbery having year-round foliage and/or a fence, wall, or architectural element of the building that has a minimum six foot (6') height and is a maximum seventy-five percent (75%) opaque.

- c. Refuse, Refuse Containers, and Recycling Containers - Screens shall consist of a solid fence, wall, or architectural element of the building with a minimum six foot (6') height.

- (2) Screening Elements Required: All fences and walls visible from State Highway 288 shall be:

- a. Constructed of masonry or other materials approved by the Planning Director or his designee.
- b. Consistent in color and design with the building architecture.
- c. Uniform in style and materials along the entire length of the screen within a single development.

- (3) Residential Subdivision Fences:

- a. Residential subdivision fences shall be uniform in style, color, and material along the length of the subdivision.
- b. Wood rail fencing shall be permitted for perimeter fencing for large individual residential lots and for large-lot residential subdivisions, which shall mean subdivisions with lot sizes of at least one-half acre in size.

- (4) Variation of Screening Walls Required: All screening walls that are twenty feet (20') in length or longer provide some horizontal variation in the wall that is equal to at least three feet (3') in depth for every twenty feet (20') in length.

(j) **Utilities.** All utility service lines shall be located underground. **Where the underground placement of such facilities is not a standard practice of the utility involved, the utility's customer shall request the applicable utility to place the facilities underground and shall pay all costs associated with the non-standard installation. Notwithstanding the requirements of this section, nothing in this ordinance shall be interpreted in a manner that conflicts with a utility's state-approved tariff.** Above-ground lines may be located in the rear or other areas of the property as necessary to operate properly, however, such lines must not be prominent from the front view of the property or from the view of roadways (the visibility of the poles must be partially or wholly obscured). Any determination on whether utilities are noticeable shall be made by the Planning Director

2.4.2.11 MH, Manufactured Home Park District

(r) **Mobile/Manufactured Home Space Improvements.**

(1) Paving - All wheels of structural supports shall be placed on an approved foundation as set forth by the Building Inspection Department.

(2) Sanitary Facilities - Refer to requirements within Section 4.2.6.7 of this UDC.

(3) Anchoring Devices - Each mobile home space shall be provided with tie-down anchors as provided by State and Federal Regulations.

(4) Utilities - All utility service shall be underground. **Where the underground placement of such facilities is not a standard practice of the utility involved, the utility's customer shall request the applicable utility to place the facilities underground and shall pay all costs associated with the non-standard installation. Notwithstanding the requirements of this section, nothing in this ordinance shall be interpreted in a manner that conflicts with a utility's state-approved tariff.**

Exhibit B
Planning and Zoning Commission Recommendation Letter



Planning & Zoning Commission

Recommendation Letter

July 21, 2015

Honorable Mayor and City Council Members
3519 Liberty Drive
Pearland, TX 77581

Re: Recommendation on the Unified Development Code Amendment T-18

Honorable Mayor and City Council Members:

At their regular meeting on July 20, 2015, the Planning and Zoning Commission considered the following:

Amendment T-18 to the Unified Development Code (UDC).

&Z Commissioner Thomas Duncan made a motion to recommend approval of the proposed amendments to the UDC. The motion was seconded by P&Z Commissioner Ginger McFadden. The vote was 4-1 and the motion was approved. Commissioners, Starr, Tunstall, McFadden, and Duncan voted in favor of the proposed changes. P&Z Chairperson Fuertes voted in opposition.

Sincerely,



Ian Clowes
Senior Planner
On behalf of the Planning and Zoning Commission

Exhibit C
Legal Ad

**NOTICE OF A JOINT PUBLIC HEARING OF
THE CITY COUNCIL**

AND

**THE PLANNING AND ZONING COMMISSION
OF THE CITY OF PEARLAND, TEXAS**

**AMENDMENTS TO THE UNIFIED DEVELOPMENT
CODE (UDC)**

Notice is hereby given that on July 20, 2015 at 6:30 p.m., the City Council and Planning and Zoning Commission of the City of Pearland, in Brazoria, Harris and Fort Bend Counties, Texas, will conduct a joint public hearing in the Council Chambers of City Hall, located at 3519 Liberty Drive, Pearland, Texas, on the request of the City of Pearland, for proposed amendments to the Unified Development Code, Ordinance No. 2000T.

At said hearing all interested parties shall have the right and opportunity to appear and be heard on the subject. For additional information, please contact the Planning Department at 281-652-1765

Ian Clowes
Interim City Planner



JOINT PUBLIC HEARING
THE CITY COUNCIL CITY AND THE PLANNING AND ZONING COMMISSION OF
THE CITY OF PEARLAND, TEXAS,
MONDAY, JULY 20, 2015 AT 6:30 P.M.
COUNCIL CHAMBERS - CITY HALL-3519 LIBERTY DRIVE

I. CALL TO ORDER

II. PURPOSE OF HEARING

Amendments to the Unified Development Code (UDC)

A request of the City of Pearland for approval of a Unified Development Code (UDC) amendment to require that all automobile related uses, and Pawn Shops, Payday Loans, and Gold Exchanges, require approval of a Conditional Use Permit in the General Business (GB), General Commercial (GC), Neighborhood Services (NS), and Office Professional (OP) Zoning Districts; and amendments to requirements regarding underground utilities.

Legal Description: N/A

General Location: N/A

III. APPLICATION INFORMATION AND CASE SUMMARY

- A. STAFF REPORT
- B. APPLICANT PRESENTATION
- C. STAFF WRAP UP

IV. PERSONS WISHING TO SPEAK FOR OR AGAINST THE PROPOSED REQUEST

V. COUNCIL/PLANNING COMMISSION/STAFF DISCUSSION

VI. ADJOURNMENT

This site is accessible to disabled individuals. For special assistance, please call Young Lorfing, City Secretary, at 281-652-1655 prior to the meeting so that appropriate arrangements can be made.



Staff Report

To: City Council and Planning and Zoning Commission

From: Planning Department

Date: July 7, 2015

Re: Proposed Amendments to the Unified Development Code regarding changes to the allowed land uses within the General Business (GB) and General Commercial (GC) Neighborhood Services (NS), and Office Professional (OP) Zoning Districts; and amendments to requirements regarding underground utilities.

Summary of Request

Staff was directed to review the Pearland Parkway Corridor to identify all undeveloped tracts of land within the specified review area and where existing zoning districts allow for automobile related uses by right. For those specific tracts, the City Council requested staff to recommend changes that would limit the continued growth of automobile related uses along Pearland Parkway.

The study area included Pearland Parkway from the northern city limits, just south of Clear Creek to the future connection of Dixie Farm Road to the south. Zoning districts within the study area range from Planned Developments (PD), including the Stonebridge PD, Lakes of Highland Glen, Pearland's Marketplace, Center at Pearland Parkway, Oakbrook Estates to conventional zoning district, General Business (GB). Thirteen (13) undeveloped tracts of land were identified within the study area that would permit automobile-related uses by right or with approval of a CUP.

Staff conducted a workshop with City Council in February, and a workshop with P&Z and a Final Joint Workshop with Council and P&Z, both in June of this year. From those workshops staff concluded that overall changes to the OP, NS, GB and GC zoning designations in the Unified Development Code (UDC) was the most effective way to achieve City Council's goal and to avoid city initiated zone changes for specific parcels, which could be viewed as downzoning. As proposed, no uses which are currently allowed in any of the zones will be eliminated but will simply involve further review by requiring the approval of a CUP. Staff has noticed an increase of existing developments that had been zoned GB or GC for a number of years that now abut residential developments and have since turned over into more intense commercial uses such as auto repair, pawn shops, or fuel stations. For example, the area east of Dixie Farm, in the vicinity of Broadway Street, is zoned GC and abuts residential subdivisions. At the time this

area was zoned GC, the surroundings were probably developed with large homesteads or vacant, with adequate buffering. Since then, these surroundings have developed with denser residential subdivisions with smaller lots, thereby raising adjacency concerns. Currently, the City has no ability to consider how these sites may or may not affect the abutting residential. The proposed changes will help with mitigating any negative impacts that may affect adjoining properties.

Additionally, staff would amend the existing PD's along Pearland Parkway (Oakbrook Estates and Stonebridge). This will be done at a later date with a separate Joint Public Hearing.

Also, staff has been instructed to look at our current undergrounding requirement for electrical utilities within our Corridor Overlay Districts and within certain zoning districts. The proposed change alters the wording regarding screening of utility equipment, when undergrounding is required, and who is responsible for payment of installation.

Recommendation

Staff recommends the following changes to the UDC in order to achieve Council's goal:

1. Change all automobile related uses and Pawn Shop, Payday Loans, and Gold Exchange use, that are currently permitted outright in either the GB, GC, NS, or OP zones to require approval of a Conditional Use Permit, prior to opening up operations.
2. Amend the sections of the UDC that discuss underground utilities to further clarify what needs to be screened, when undergrounding is required, and who is responsible for payment of installation.

Proposed Changes:

See attachment A and D below.

Attachments:

- A. Proposed Changes to UDC (changes to the Land Use Matrix)
- B. Examples of areas of concern that abut Residential.
- C. City Zoning Map
- D. Proposed Changes to the UDC (explanation of changes to underground utility requirements)

Automobile Uses

Use	Residential Zoning Districts											Mixed Use Districts					Old Town			Non-Residential Zoning Districts									
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-200	NS	GB	GC	M-1	M-2
All Terrain Vehicle (Go-Carts & Motor Cycles) Dealer/Sales																													
Description: An establishment that sells all-terrain vehicles (ATV's), motorcycles and go-carts.																													
Parking: One space per 1500 square feet of open sales lot and enclosed floor area devoted to the sale and display.																													

Use	Residential Zoning Districts											Mixed Use Districts					Old Town			Non-Residential Zoning Districts									
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-200	NS	GB	GC	M-1	M-2
Auto Accessories and/or Parts (Only Retail Sales in building, no outside storage or display, no repair)																													
Description: The use of any building or other premises for the primary inside display and sale of new or used accessories and/or parts for automobiles, panel trucks or vans, trailers, or recreation vehicles. This definition expressly does not include a "Wrecking or Salvage Yard"; this is separately defined herein.																													
Parking: One space per 200 square feet of gross floor area.																													

Use	Residential Zoning Districts											Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-200	NS	GB	GC	M-1	M-2		
Auto Glass Repair/Tinting												S1	S2	S3	S4	S5															
																	C			C							C	C	P	P	
	Description: A shop that repairs damage windows or provides tinting services for vehicles.																														
Parking: One space per 200 square feet of gross floor area.																															

Use	Residential Zoning Districts											Mixed Use Districts					Old Town			Non-Residential Zoning Districts										
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-200	NS	GB	GC	M-1	M-2	
Auto Interior Shop/Upholstery												S1	S2	S3	S4	S5														
																	C			C		C					C	C	P	P
	Description: An establishment that repairs or rebuilds the interior of the passenger compartment of automobiles, including the upholstery of seats.																													
Parking: One space per 200 square feet of gross floor area.																														

Use	Residential Zoning Districts											Mixed Use Districts					Old Town			Non-Residential Zoning Districts										
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-200	NS	GB	GC	M-1	M-2	
Auto Parts Sales (With Outside Storage or Display)												S1	S2	S3	S4	S5														
																											C	C	P	P
	Description: An establishment that sells and installs auto parts and accessories. All outdoor storage will have to meet screening requirements of the Unified Development Code.																													
Parking: One space per 200 square feet of gross floor area.																														

Use	Residential Zoning Districts											Mixed Use Districts					Old Town			Non-Residential Zoning Districts									
Auto Parts Sales (Indoors Only; With Repair Bays)	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O- MLL	OT-R	OT-GB	OT- MLL	RRN	OP	BP- 200	NS	GB	GC	M-1	M-2
												S1	S2	S3	S4	S5													
																	C					C				C	C	P	P
Description: An establishment that sells auto parts and accessories and offers installation services.																													
Parking: One space per 200 square feet of gross floor area.																													

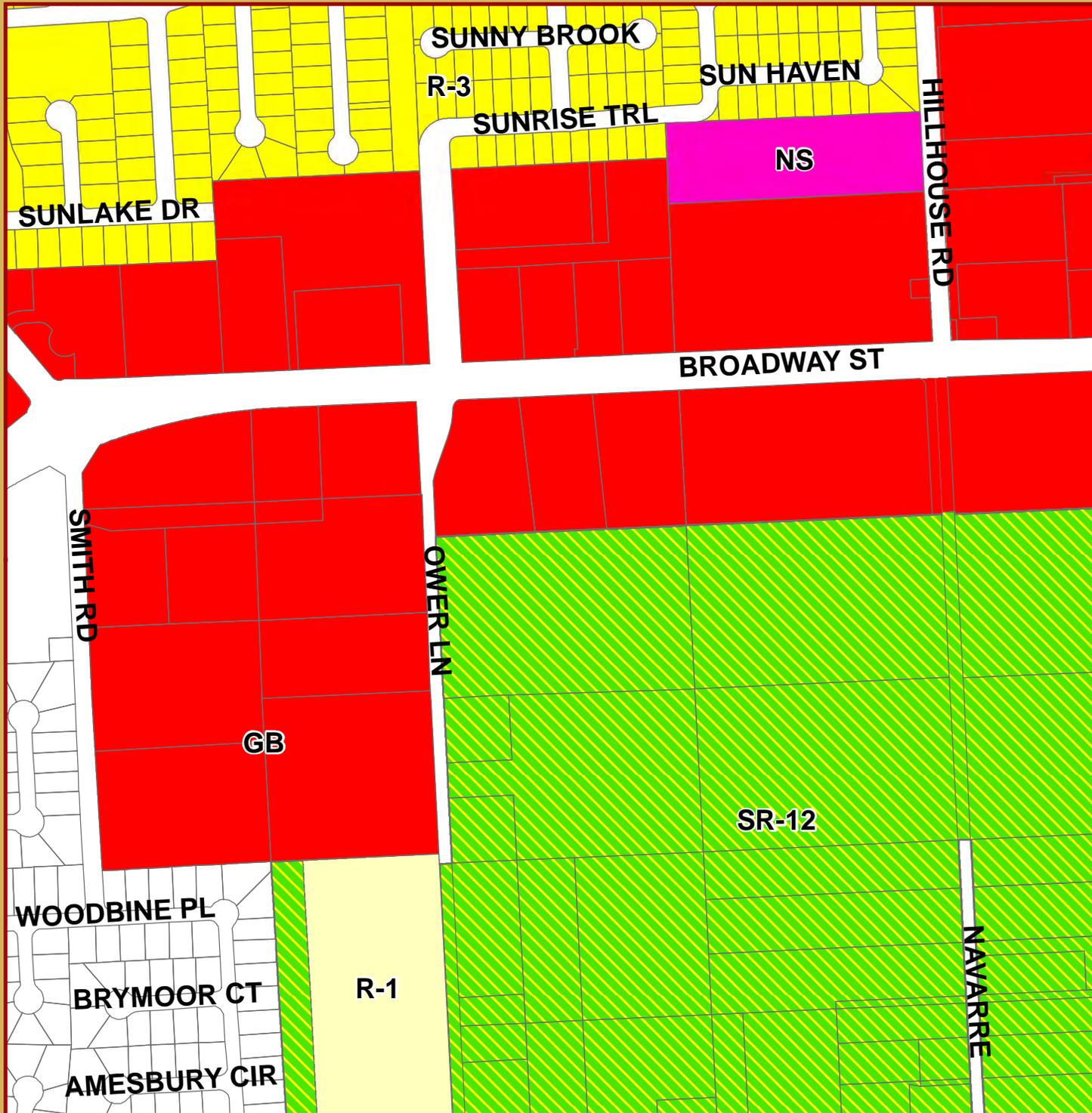
Use	Residential Zoning Districts											Mixed Use Districts					Old Town			Non-Residential Zoning Districts									
Auto Rental	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O- MLL	OT-R	OT-GB	OT- MLL	RRN	OP	BP- 200	NS	GB	GC	M-1	M-2
												S1	S2	S3	S4	S5													
																			C							C	C	P	P
Description: A business establishment that provides for the renting of automobiles and light trucks on a short-term basis (differentiated from leasing, which is on a long-term basis). This may also involve the incidental storage of the automobiles and light trucks being rented.																													
Parking: One space per 1500 square feet of open sales lot and enclosed floor area devoted to the sale and display.																													

Use	Residential Zoning Districts											Mixed Use Districts					Old Town			Non-Residential Zoning Districts												
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-	MLL	OT-R	OT-GB	OT-MLL	RRN	OP	BP-200	NS	GB	GC	M-1	M-2		
Transfer Station (Refuse/Pick-up)												S1	S2	S3	S4	S5														C	P	P
	Description: A transfer station is a building for the temporary deposition of some wastes. Transfer stations are often used as places where local waste collection vehicles will deposit their waste cargo prior to loading into larger vehicles or containers.																															

Use	Residential Zoning Districts											Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-	MLL	OT-R	OT-GB	OT-MLL	RRN	OP	BP-200	NS	GB	GC	M-1	M-2	
Truck (Heavy) and Bus Rental or Sales																													C	P	P
	Description: The rental or sale of new or used panel trucks, vans, trailers, recreational vehicles or motor-driven buses in operable condition and where no repair work or intensive cleaning operations are performed.																														
	Parking: One space per 1500 square feet of open sales lot and enclosed floor area devoted to the sale and display.																														

Use	Residential Zoning Districts											Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MF	MH	SPD					C-MU	G/O-	MLL	OT-R	OT-GB	OT-MLL	RRN	OP	BP-200	NS	GB	GC	M-1	M-2	
Truck or Freight Terminal																													C	P	P
	Description: A location used for the transfer of freight or truck hauls typically located near a railway or other transit hub.																														
	Parking: One space for each employee on the largest shift																														

Use	Residential Zoning Districts											Mixed Use Districts					Old Town			Non-Residential Zoning Districts											
Pawn Shop, Pay Day Loan (including Title Loans and Check Cashing) & Gold Exchange	SD	R-E	SR-15	SR-12	R-1	R-2	R-3	R-4	TH	MIF	MH	SPD					C-MU	G/O-MU	OT-R	OT-GB	OT-MU	RRN	OP	BP-200	NS	GB	GC	M-1	M-2		
												S1	S2	S3	S4	S5							C								
																		C					C		C	P					
Description: An establishment that loans money in exchange for personal property pledged by the property owner to the business, or that buys such property from its owner for resale. Retail sales permitted, including sales of pre-owned items, provided that sales of such pre-owned items comply with all applicable law. This use includes establishments that primarily buy gold from customers, and institutions that loan money based on postdated checks and car titles, or cash personal/paychecks for a fee.																															
Parking: One space per 300 square feet of gross floor area.																															



Attachment B1

ZONING MAP

GB abutting SR-12

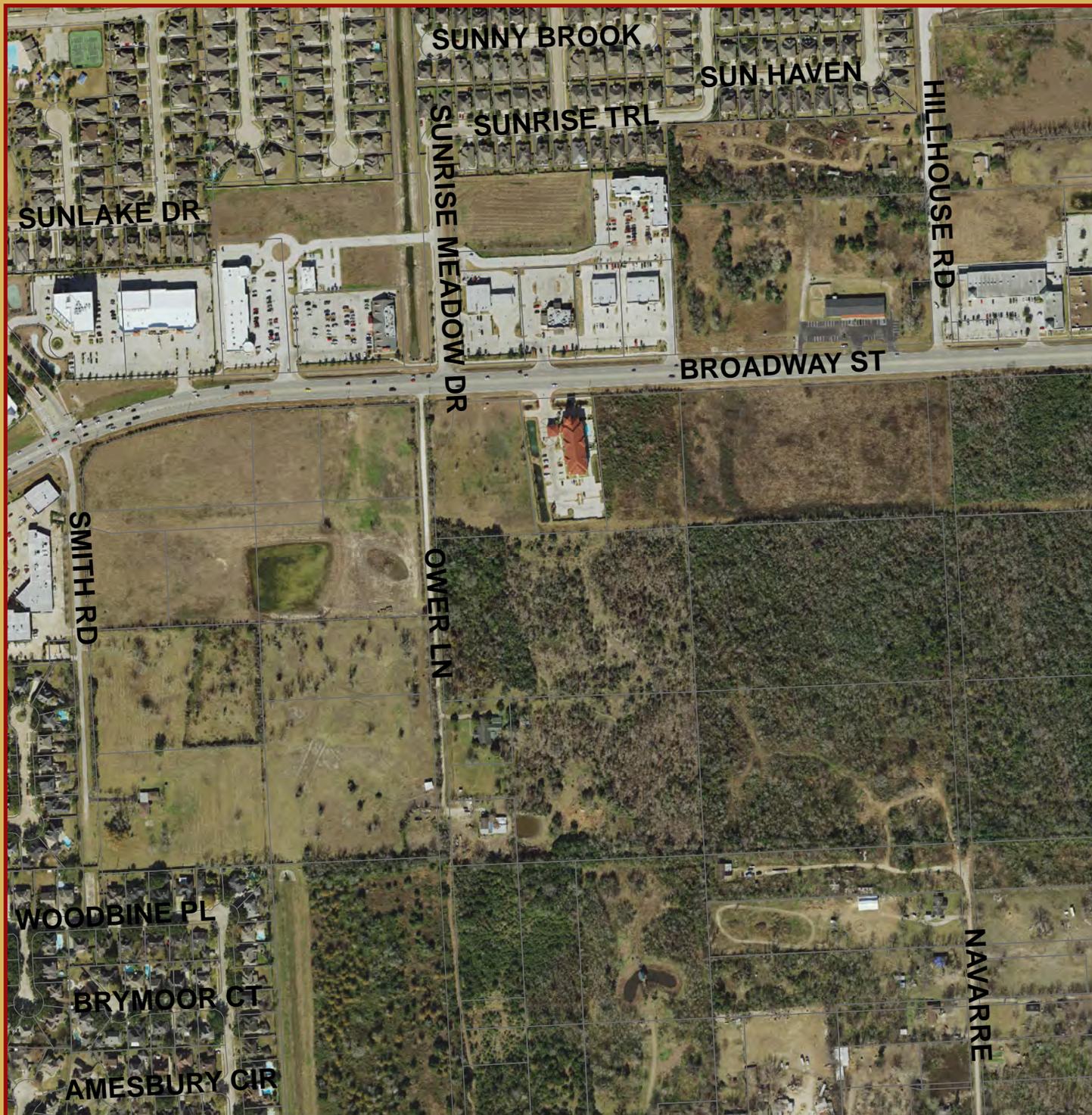


This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.

1 inch = 464 feet

JUNE 2015
PLANNING DEPARTMENT





Attachment B1

AERIAL MAP

GB abutting SR-12

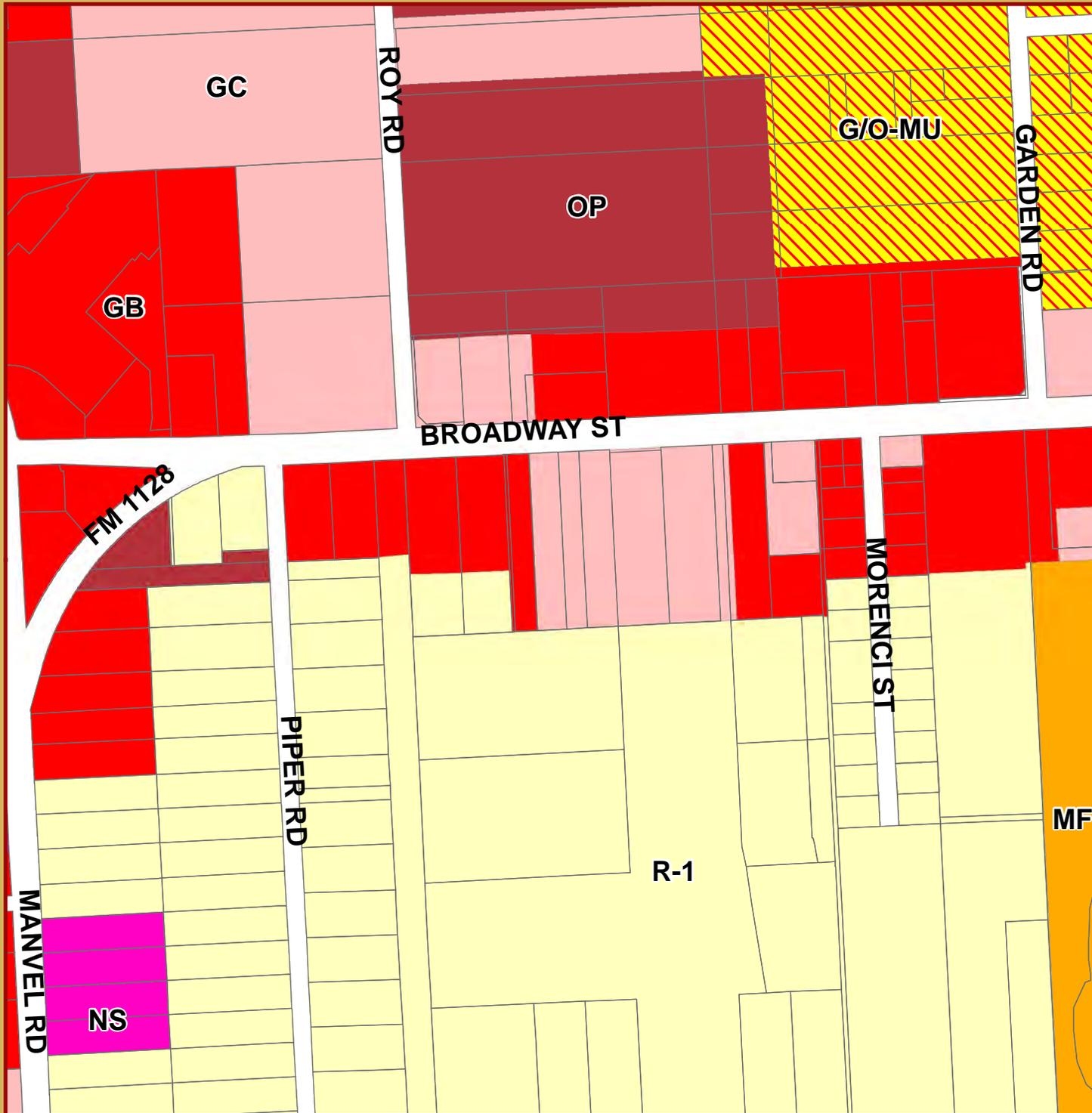


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1 inch = 464 feet

JUNE 2015
PLANNING DEPARTMENT





Attachment B2

ZONING MAP

GB/GC abutting R-1

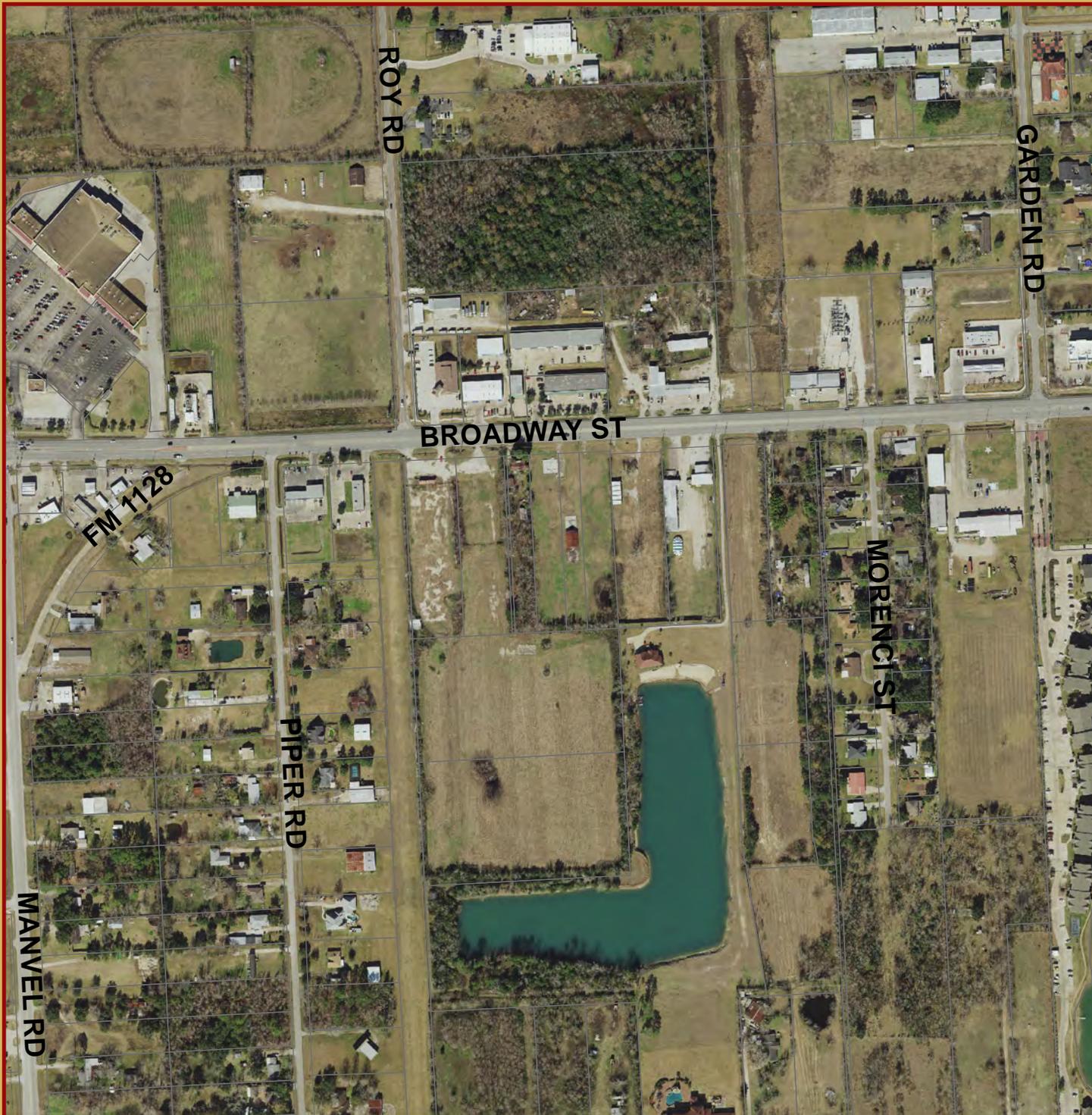


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1 inch = 464 feet

JUNE 2015
PLANNING DEPARTMENT





Attachment B2

AERIAL MAP

GB/GC abutting R-1



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1 inch = 464 feet

JUNE 2015
PLANNING DEPARTMENT



Attachment B3

ZONING MAP

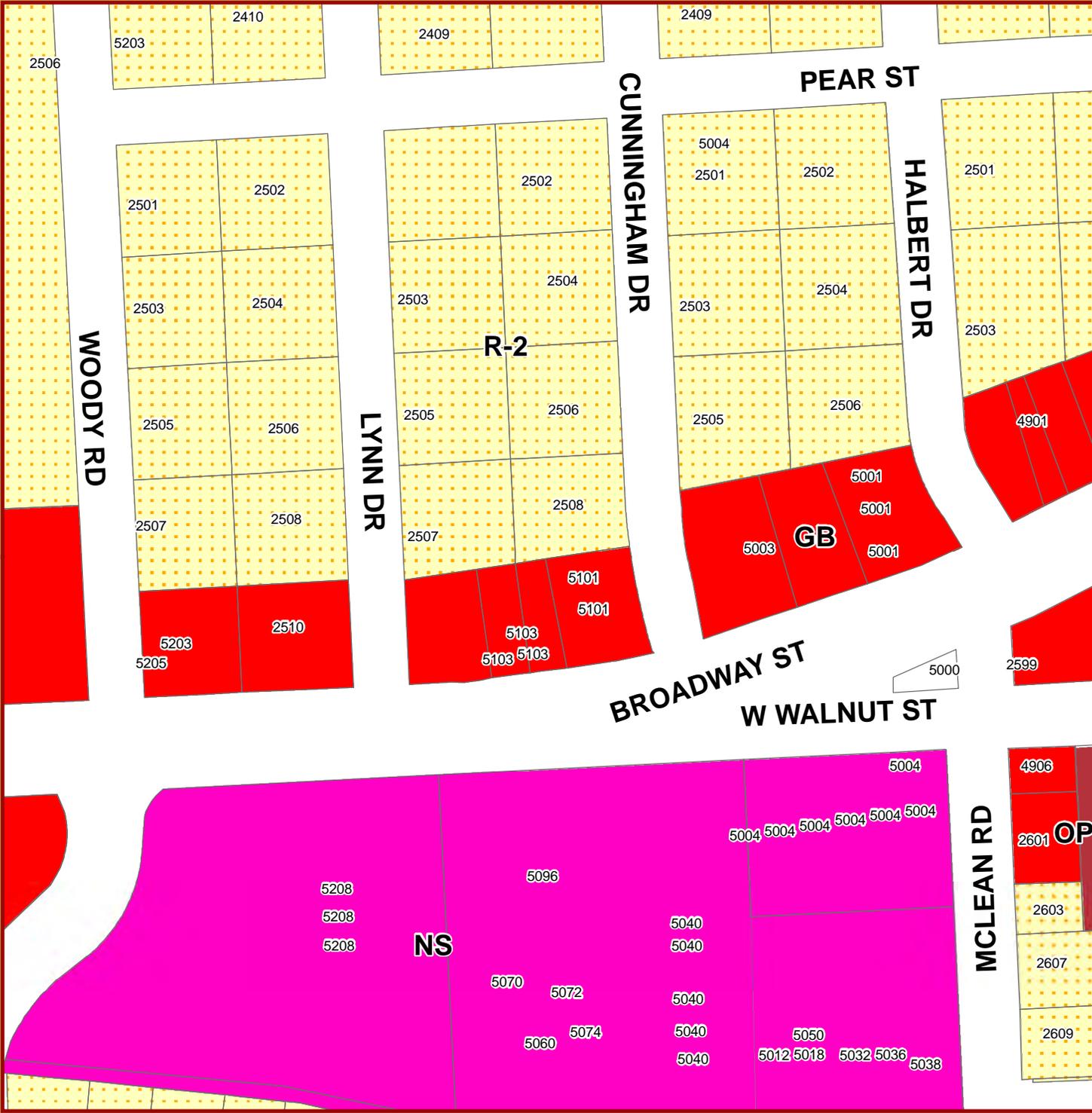
GB abutting R-2



This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.

1 inch = 155 feet

JUNE 2015
PLANNING DEPARTMENT





Attachment B3

AERIAL MAP

GB abutting R-2

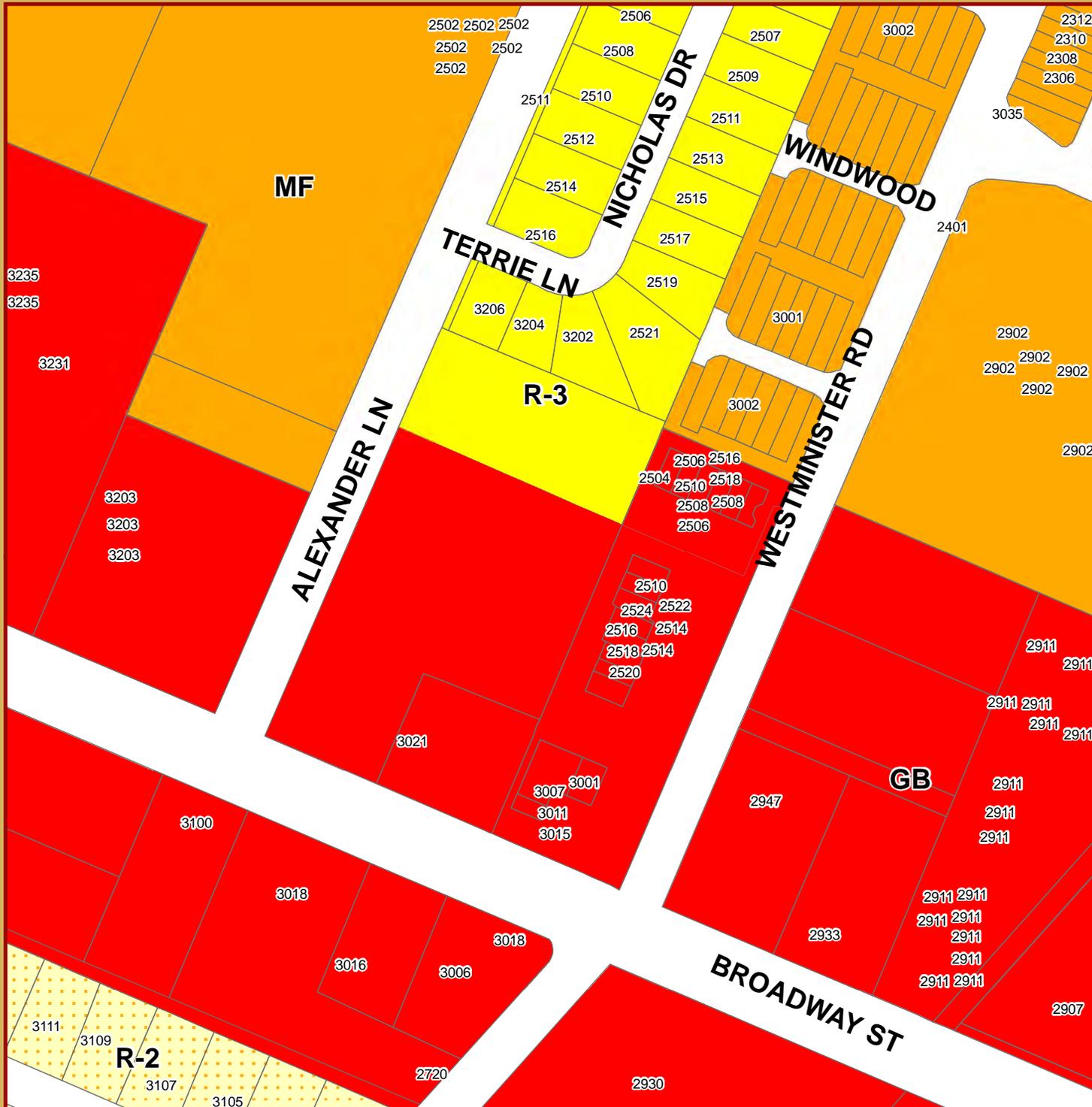


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1 inch = 155 feet

JUNE 2015
PLANNING DEPARTMENT





Attachment B4

ZONING MAP

GB abutting R-3

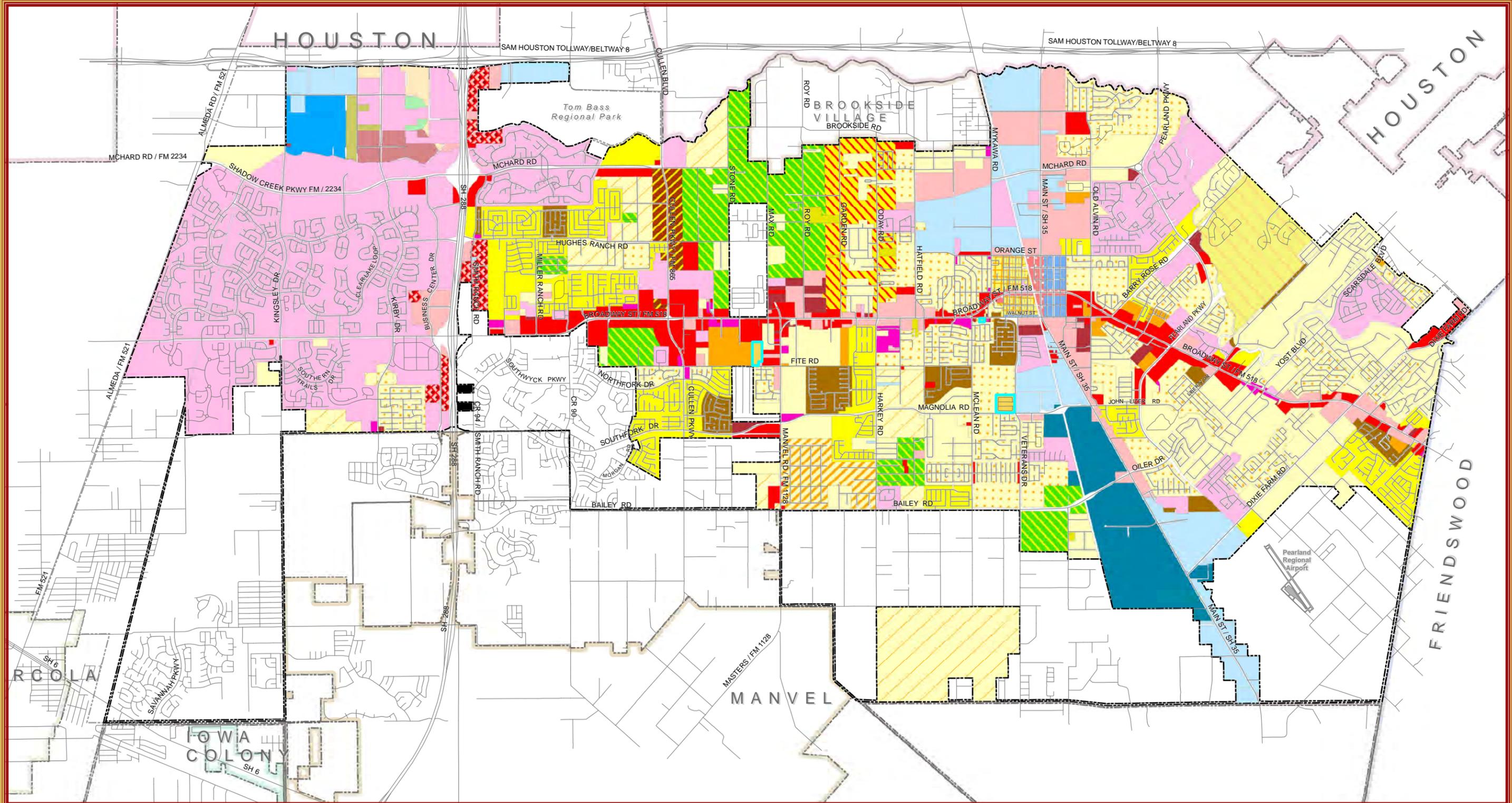


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1 inch = 193 feet

JUNE 2015
PLANNING DEPARTMENT





CITY OF PEARLAND ZONING DISTRICTS

Map Current Through Ord. 2000M-133 (23 MARCH 2015)

	BP-288		M-1		OP		R-1		SR-15		SP3
	C-MU		M-2		OT-GB		R-2		SR-12		SP4
	GB		MF		OT-MU		R-3		SD		SP5
	GC		MH		OT-R		R-4		SP1		TH
	G/O-MU		NS		PD		RE		SP2		R-1 CLUSTER



MAP PREPARED: JUNE 2015
CITY OF PEARLAND GIS DEPARTMENT

1:63,600

or

1 inch = 1 mile



THE ZONING DISTRICT DESIGNATIONS AND BOUNDARIES REFLECTED ON THIS MAP ARE REPRESENTATIONAL OF THE OFFICIAL LEGALLY DESCRIBED DISTRICT BOUNDARIES. WHERE UNCERTAINTY EXISTS WITH RESPECT TO THE BOUNDARIES OF ANY OF THE DISTRICTS SHOWN ON THIS MAP, REFER TO THE ADOPTED ORDINANCE ESTABLISHING THE DISTRICT OR "RULES OF INTERPRETATION OF DISTRICT BOUNDARIES" PROVIDED IN THE CITY OF PEARLAND DEVELOPMENT CODE.

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UNDERGROUNDING REQUIREMENTS

The purpose of this workshop item is to provide a brief summary on proposed revisions to the UDC as it relates to the undergrounding of utilities by C-Point. In its appeal, the Company identifies two sections, 2.4.5.1(i) and 2.4.5.1(m), of the ordinance that it objects to. These sections state:

(i) Screening Standards.

(1) Site Elements Required to Be Screened: The following site elements shall be screened from the public view from all specified major thoroughfares:

(a) Mechanical and Utility Equipment

1. Screening shall consist of a decorative wall or architectural element of the building that is one hundred percent (100%) opaque.

2. Roof-mounted equipment shall be screened with materials that are one hundred percent (100%) opaque. Appropriate screening includes an extension of the wall, such as a parapet wall, on which the equipment is mounted.

(m) Utilities. All utility service lines shall be located underground. Above-ground lines may be located in the rear or other areas of the property as necessary, however, such lines must not [be] prominent from the front view of the property or from the view of roadways (the visibility of the poles must be partially or wholly obscured). Any determination on whether utilities are prominent shall be made by the Planning Director.

With respect to **Section 2.4.5.1(i)**, our initial recommendation is to delete the words “and utility” in order to clarify that any screening requirements would not apply to utility equipment. As for **Section 2.4.5.1(m)**, we suggest three changes. **First**, we propose adding language to clarify that where the underground placement of such facilities is not a standard practice of the utility involved, the customer shall make arrangements with the applicable utility for payment of all costs associated with the non-standard installation. **Second**, we recommend adding the following language: “Notwithstanding this requirement, nothing in this ordinance shall be taken to conflict with the utility’s tariff.” Doing so will make it clear that we are not restricting CenterPoint’s rights under its tariff. **Third**, we propose adding language making it clear that neither CenterPoint nor its other customers will be asked to pay for or subsidize undergrounding costs.

Section 2.4.5.1 Corridor Overlay Districts

(i) Screening Standards.

(1) Site Elements Required to Be Screened: The following site elements shall be screened from the public view from all specified major thoroughfares:

a. ~~Mechanical and Utility~~ Equipment

1. Screening shall consist of a decorative wall or architectural element of the building that is one hundred percent (100%) opaque.
2. Roof-mounted equipment shall be screened with materials that are one hundred percent (100%) opaque. Appropriate screening

(m) **Utilities.** All utility service lines shall be located underground. Where the underground placement of facilities is not a standard practice of the utility, the utility's customer shall make arrangements with the utility for payment of all costs associated with the non-standard installation. With the exception of the customer responsible for the non-standard installation, neither the utility nor the utility's other customers shall be responsible for any costs of non-standard installation of utilities. Notwithstanding the requirements of this section, nothing in this ordinance shall be interpreted in a manner that conflicts with a utility's state-approved tariff. Above-ground lines may be located in the rear or other areas of the property as necessary, however such lines must not be prominent from the front view of the property or from the view of roadways (the visibility of the poles must be partially or wholly obscured). Any determination on whether utilities are prominent shall be made by the Planning Director.

2.4.3.1 Spectrum District

(r) **Utilities.** All utility service lines shall be located underground. Where the underground placement of facilities is not a standard practice of the utility, the utility's customer shall make arrangements with the utility for payment of all costs associated with the non-standard installation. With the exception of the customer responsible for the non-standard installation, neither the utility nor the utility's other customers shall be responsible for any costs of non-standard installation of utilities. Notwithstanding the requirements of this section, nothing in this ordinance shall be interpreted in a manner that conflicts with a utility's state-approved tariff. Above-ground lines are allowed only upon a determination made by the Planning Director that they will be adequately screened or obscured from view and that underground placement is not desirable.

2.4.3.4 OT, Old Townsite District

2. Utilities.

- a. For new building construction and significant building renovation (of over fifty percent of the value of the existing building and improvements) all utilities within the property shall be required to be underground. Where the underground placement of facilities is not a standard practice of the utility, the utility's customer shall make arrangements with the utility for payment of all costs associated with the non-standard installation. With the exception of the customer responsible for the non-standard installation, neither the utility nor the utility's other customers shall be responsible for any costs of non-standard installation of utilities. Notwithstanding the requirements of this section, nothing in this ordinance shall be interpreted in a manner that conflicts with a utility's state-approved tariff. All above ground lines are located in the rear or other areas of the property where they are not prominently visible from the front of the property or any roadway, and all poles are wholly obscured, as determined by the Planning Director.

~~, unless:~~

- ~~1. The utility is required to be above ground to operate properly, or~~
- ~~2. All above ground lines are located in the rear or other areas of the property where they are not prominently visible from the front of the property or any roadway, and all poles are wholly obscured, as determined by the Planning Director.~~

b. Location of above ground utility equipment shall avoid conflict with pedestrian movement and visually shield the equipment.

2.4.4.3 BP-288, Business Park District-288

(j) **Utilities.** All utility service lines shall be located underground. Where the underground placement of facilities is not a standard practice of the utility, the utility's customer shall make arrangements with the utility for payment of all costs associated with the non-standard installation. With the exception of the customer responsible for the non-standard installation, neither the utility nor the utility's other customers shall be responsible for any costs of non-standard installation of utilities. Notwithstanding the requirements of this section, nothing in this ordinance shall be interpreted in a manner that conflicts with a utility's state-approved tariff. Above-ground lines may be located in the rear or other areas of the property as necessary, however such lines must not be prominent from the front view of the property or from the view of roadways (the visibility of the poles must be partially or wholly obscured). Any determination on whether utilities are noticeable shall be made by the Planning Director

2.4.2.11 MH, Manufactured Home Park District

(r) **Mobile/Manufactured Home Space Improvements.**

- (1) Paving - All wheels of structural supports shall be placed on an approved foundation as set forth by the Building Inspection Department.
- (2) Sanitary Facilities - Refer to requirements within Section 4.2.6.7 of this UDC.
- (3) Anchoring Devices - Each mobile home space shall be provided with tie-down anchors as provided by State and Federal Regulations.
- (4) Utilities - All utility service shall be underground. Where the underground placement of facilities is not a standard practice of the utility, the utility's customer shall make arrangements with the utility for payment of all costs associated with the non-standard installation. With the exception of the customer responsible for the non-standard installation, neither the utility nor the utility's other customers shall be responsible for any costs of non-standard installation of utilities. Notwithstanding the requirements of this section, nothing in this ordinance shall be interpreted in a manner that conflicts with a utility's state-approved tariff.

**AGENDA REQUEST
BUSINESS OF THE CITY COUNCIL
CITY OF PEARLAND, TEXAS**

AGENDA OF: August 10, 2015	ITEM NO.: Resolution No. R2015- 136
DATE SUBMITTED: August 3, 2015	DEPT. OF ORIGIN: PEDC
PREPARED BY: Valerie Marvin	PRESENTOR: Matt Buchanan
REVIEWED BY: Matt Buchanan	REVIEW DATE: August 3, 2015
SUBJECT: Resolution No. R2015-136: A Resolution of the City Council of the City of Pearland, Texas, authorizing the City Manager or his designee to enter into a Reimbursement Agreement with the Pearland Economic Development Corporation and a Letter Financing Agreement with the Lower Kirby Pearland Management District for the design and construction of Kirby Ditch Improvements Lateral Ditch No. 1 Project.	
EXHIBITS: R2015-136, Reimbursement Agreement, Letter Financing Agreement	
FUNDING: <input type="checkbox"/> Grant <input type="checkbox"/> Developer/Other <input type="checkbox"/> Cash <input type="checkbox"/> Bonds To Be Sold <input type="checkbox"/> Bonds- Sold <input type="checkbox"/> L/P – Sold <input type="checkbox"/> L/P – To Be Sold	
EXPENDITURE REQUIRED: N/A AMOUNT AVAILABLE: ACCOUNT NO.: ADDITIONAL APPROPRIATION REQUIRED: ACCOUNT NO.: PROJECT NO.:	AMOUNT BUDGETED: PROJECT NO.:
To be completed by Department: Finance X Legal Ordinance X Resolution	

EXECUTIVE SUMMARY

The Kirby ditch was constructed in 2005 to provide drainage conveyance for Kirby Drive to the TxDOT ditch. The Kirby ditch is located along the alignment of the future South Spectrum Boulevard, which is planned to be a major west-east corridor in the Lower Kirby District to facilitate additional development to the east of Kirby Drive, and eventually connect to SH 288. This roadway will provide access to multiple lots for potential new development and businesses.

Because South Spectrum Boulevard will be located along the same right-of-way as the current Kirby ditch, a series of box culverts is proposed to enclose the ditch prior to constructing the new road. The box culverts are part of the City and District developed regional drainage detention plan. Soon staff will present for Council's consideration a preliminary engineering study for the design of the roadway from Kirby Drive to where it currently terminates just east of SH 288. A small segment of the

roadway off SH 288 was constructed at the time of the proposed Promenade Shops and Waterlights developments. Future segments of the roadway will be built in multiple phases with the next phase from Kirby to the TxDOT ditch possibly in FY 16-17.

Staff has recently become aware of the publishing of a very restrictive Clean Water Act rule that will go into effect August 29, 2015, that will enact permit requirements which will add significant time and expense to the roadway construction. Based on current Clean Water Act regulations, the Kirby ditch would be considered a man-made ditch created in an upland, non-wetland area, and would not be considered a re-routed tributary or a jurisdictional water of the United States. Therefore, a permit from the U.S. Corp of Engineers would not be required to place box culverts at the bottom of the ditch and backfill the area to allow for the roadway to be built. Under the new Clean Water Act rule, which expands the definition of jurisdictional waters, the Kirby ditch would be considered a jurisdictional water of the U.S. and therefore U.S. Corp of Engineers permits would be required. Such permits take two to three years to obtain and require design criteria that will significantly increase the construction costs. If improvements on the ditch are in progress before the new rule takes effect, the current requirements will still apply. Therefore, staff recommends we begin converting the ditch to a culvert system prior to this effective date.

With the Kirby ditch being part of the Lower Kirby Urban Center's Master Drainage Plan, the Lower Kirby Pearland Management District (LKPMMD) will design and bid the project, and will award a construction contract for the improvements at its August 10th meeting.

Also on August 10th, a public hearing will be held at a special meeting by the PEDC to receive comments on the proposed project. At the same meeting, the PEDC Board will also consider approval of a Reimbursement Agreement with the City of Pearland for the expenditure and to amend their budget accordingly. The expedited time frame is necessary as the construction project will need to begin by August 29, 2015. There are two components to the resolution for Council consideration:

1- Reimbursement Agreement

A reimbursement agreement between the PEDC and City of Pearland for the PEDC to provide the City all of the necessary funds to finance the costs of the LKPMMD implementing the project. The total cost for design and construction is currently estimated at \$1.5M. The PEDC will fund the actual cost of the project, which is contingent on the City and the LKPMMD entering into a Letter Financing Agreement. Attached to the agreement is an aerial showing the location of the improvements.

2- Letter Financing Agreement

A Letter Financing Agreement between the City and the LKPMMD to allow the City to finance the cost of the design and construction of the project and be reimbursed for such costs. The Letter Financing Agreement is written in accordance with the master Financing Agreement between the City of Pearland and the LKPMMD as entered in February 6, 2014, to provide for the financing and construction of facilities to serve the land with the District.

The master agreement outlines the process by which the City and LKPMMD will work together to finance infrastructure in the Lower Kirby Urban Center. The City and District will agree, on a case by case basis, for the City to provide advance funding to the District in order to facilitate development. When the City and District agrees to a specific project they will enter into a "Letter Financing Agreement" (LFA) for each individual project prior to funding, design and construction of improvements.

Attached is a LFA for the design and construction of Kirby Ditch Improvements that will be considered by the LKPMD at their August 10th meeting. The City and the LKPMD have also previously entered into Letter Financing Agreements related to regional detention and Hooper Road Reconstruction projects.

RECOMMENDED ACTION

Consideration and approval of a resolution approving a Reimbursement Agreement with the PEDC and a Letter Financing Agreement with Lower Kirby Pearland Municipal Management District for the design and construction of Kirby Ditch Improvements Lateral No 1 Project and authorizing the City Manager to execute the agreements.

RESOLUTION NO. R2015-136

A Resolution of the City Council of the City of Pearland, Texas, authorizing the City Manager or his designee to enter into a Reimbursement Agreement with the Pearland Economic Development Corporation and a Letter Financing Agreement with the Lower Kirby Pearland Management District for the design and construction of Kirby Ditch Improvements Lateral Ditch No. 1 Project.

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PEARLAND, TEXAS:

Section 1. That certain Letter Financing Agreement by and between the City of Pearland and the Lower Kirby Pearland Management District, a copy of which is attached hereto as Exhibit "A" and made a part hereof for all purposes, is hereby authorized and approved.

Section 2. That certain Reimbursement Agreement, by and between the City and the Pearland Economic Development Corporation, a copy of which is attached hereto as Exhibit "B" and made a part hereof for all purposes, is hereby authorized and approved.

Section 3. That the City Manager or his designee is hereby authorized to execute and the City Secretary to attest the Letter Financing Agreement and Reimbursement Agreement attached hereto.

PASSED, APPROVED and ADOPTED this the _____ day of _____,
A.D., 2015.

TOM REID
MAYOR

RESOLUTION NO. R2015-136

ATTEST:

YOUNG LORFING, TRMC
CITY SECRETARY

APPROVED AS TO FORM:

DARRIN M. COKER
CITY ATTORNEY

REIMBURSEMENT AGREEMENT

This Agreement is entered into this 10th day of August, 2015, by and between the CITY OF PEARLAND, TEXAS (hereinafter "City"), and the Pearland Economic Development Corporation (hereinafter "PEDC").

WHEREAS, the PEDC is a Type B economic development corporation, created pursuant to Chapter 505 of the Texas Local Government Code, as amended; and

WHEREAS, the City and PEDC desire the construction of the Kirby Ditch Improvements Lateral Ditch No. 1 (hereinafter "Improvements"); and

WHEREAS, the Improvements represent an infrastructure project for regional detention located within the boundaries of the Lower Kirby Pearland Management District ("LKPMMD"); and

WHEREAS, Section 501.103 of the Texas Local Government Code (hereinafter "Code"), in pertinent part, defines the term "project" to mean "expenditures that are found by the board of directors to be required or suitable for infrastructure necessary to promote or develop new or expanded business enterprises, limited to: (1) streets and roads, rail spurs, water and sewer utilities, electric utilities, or gas utilities, drainage, site improvements, and related improvements; (2) telecommunications and Internet improvements . . ."; and

WHEREAS, the PEDC desires to fund the construction of the Improvements; and

WHEREAS, the City can receive eligible reimbursements from the LKMMMD for the costs associated with the Improvements; and

WHEREAS, PEDC approved funding the Improvements for the City at its August 10, 2015, Board of Directors' meeting, after conducting a public hearing on the project; and

WHEREAS, City and PEDC desire an agreement to set forth their respective responsibilities with regard to the Improvements and reimbursement of said costs.

WITNESSETH:

NOW THEREFORE, in consideration of the foregoing premises and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, it is hereby agreed as follows:

1. LKPMMD shall be responsible for designing, bidding, and constructing the Improvements more accurately described in **Exhibit "A"** attached hereto.

2. Upon the approval of the plans and specifications by City, LKPMD shall obtain competitive line item bids in accordance with applicable State codes for the construction of the Improvements. LKPMD shall review the bids and award a contract to the lowest responsible bidder.
3. The total cost of the Improvements is estimated to be \$1,546,830, as itemized in **Exhibit "B"** attached hereto. PEDC shall fund an amount equal to the actual cost of the Improvements ("PEDC Participation Amount"), which shall be paid to City in installments or a lump sum amount. The timing and amount of the payment shall be determined at sole discretion of the City, but in no event shall the total payments exceed the actual cost of the Improvements.
4. This Agreement shall be contingent upon City and LKPMD entering into a Financing Agreement whereby City agrees to pre-finance the Improvements in return for LKMMMD's agreement to reimburse the City for the costs associated with the Improvements ("Reimbursable Fund Payment"). Within 90 days following City's receipt of the Reimbursable Fund Payment from LKMMMD that is attributable to the Improvements, City shall make payment to PEDC, in an amount equal to the Reimbursable Fund Payment, as reimbursement for the PEDC Participation Amount.
5. The initial term of this Agreement shall be for a period of eighteen (18) months, commencing on the 10th day of August, 2015, and may be renewed as needed until the Improvements are substantially complete.
6. This Agreement may only be amended, modified, or supplemented by written agreement and signed by both parties.
8. No assignment by a party hereto of any rights under or interests in this agreement will be binding on another party hereto without the written consent of the party sought to be bound; and specifically but without limitation moneys that may become due and moneys that are due may not be assigned without such consent (except to the extent that the effect of this restriction may be limited by law), and unless specifically stated to the contrary in any written consent to an assignment no assignment will release or discharge the assignor from any duty or responsibility under this Agreement.
9. Nothing herein is intended to supersede or waive any City ordinance or regulation pertaining to such construction.
10. Whenever possible, each provision of this Agreement shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Agreement is prohibitive or invalid under applicable law, such provision shall be ineffective to the extent of such provision or invalidity, without invalidating the remainder of such provision or the remaining provisions of this Agreement.

CITY OF PEARLAND,
a Texas municipal corporation

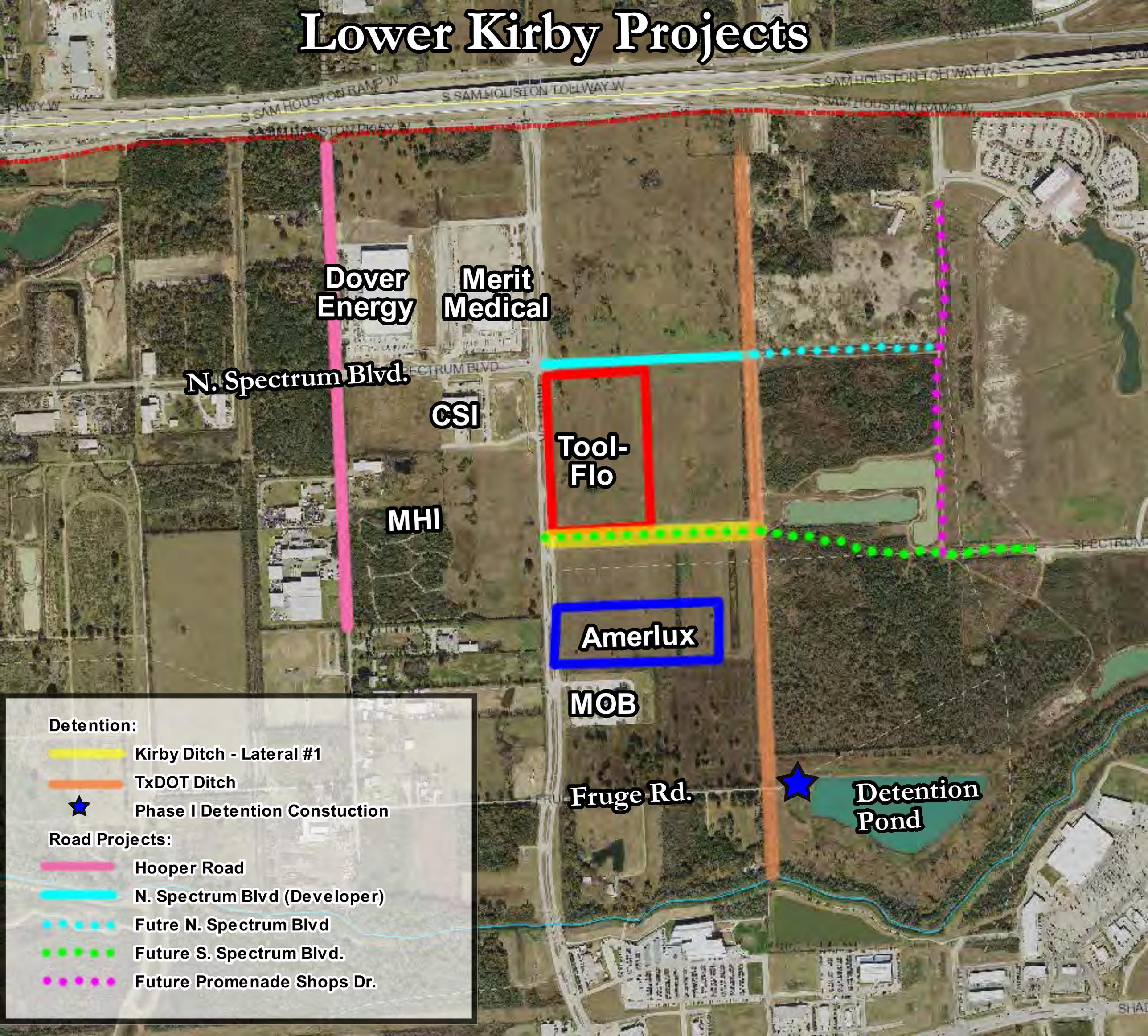
By: _____
Clay Pearson,
City Manager

ATTEST:

Young Lorfing
City Secretary

EXHIBIT A
AERIAL – IMPROVEMENTS

Lower Kirby Projects



Dover Energy

Merit Medical

N. Spectrum Blvd.

CSI

Tool-Flo

MHI

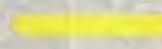
Amerlux

MOB

Fruge Rd.

Detention Pond

Detention:

 Kirby Ditch - Lateral #1

 TxDOT Ditch

 Phase I Detention Constuction

Road Projects:

 Hooper Road

 N. Spectrum Blvd (Developer)

 Futre N. Spectrum Blvd

 Future S. Spectrum Blvd.

 Future Promenade Shops Dr.

EXHIBIT B

ITEMS ELIGIBLE REIMBURSTMENT: DRAINAGE

Item No.	Item Description	S Spectrum Road	UNIT	UNIT PRICE	TOTAL
1	Stabilized Construction Exit (Install)	156	SY	\$18.50	\$2,886.00
2	Stabilized Construction Exit (Remove)	156	SY	\$7.00	\$1,092.00
3	Trench Safety System	2,200	LF	\$1.50	\$3,300.00
4	Type C Concrete Manhole Top on RCB	3	EA	\$2,000.00	\$6,000.00
5	Concrete Collar-Connect Existing 8'x8' RCB to Proposed	1	LS	\$10,000.00	\$10,000.00
6	Headwall with Wingwalls for RCB Outfalls	1	EA	\$20,000.00	\$20,000.00
7	Storm Sewer (8'X8' RBC) C1433	2,200	LF	\$500.00	\$1,100,000.00
8	Type "C" Manhole top for RCB	3	EA	\$2,000.00	\$6,000.00
9	Filter Fabric Fence	3,000	LF	\$1.50	\$4,500.00
10	18" Crushed Concrete Rip Rap	125	SY	\$100.00	\$12,500.00
11	Rock Filter Dams	108	LF	\$30.00	\$3,240.00
12	Sodding	300	SY	\$4.50	\$1,350.00
13	Traffic Control	1	LS	\$2,000.00	\$2,000.00
14	Excavation, hauling, placement, and compaction	29,000	CY	\$4.00	\$116,000.00
	SUBTOTAL DRAINAGE ITEMS				\$1,288,868.00
				Base Total	\$1,288,868.00
				Mobilization @ 3%	\$38,666.04
				Total	\$1,327,534.00



2929 Briarpark Drive
 Suite 600
 Houston, Texas 77042
 TBPE № F-1386

Phone 713.953.5200
 Fax 713.953.5026
 www.ljaengineering.com
 TBPLS № 10110501

July 14, 2015

PROPOSAL

Mr. Ron Dagley - President
 Lower Kirby Pearland Management District
 c/o Allen Boone Humphries Robinson LLP
 Phoenix Tower
 3200 Southwest Freeway, Suite 2600
 Houston, Texas 77027

Re: South Spectrum Phase I – Box Culverts
 City of Pearland, Texas
 LJA Proposal No. 15-00974

Dear Mr. Dagley:

LJA Engineering, Inc. (LJA) is pleased to submit this proposal for the following services for the South Spectrum Phase 1 – Box Culverts in accordance with the terms and conditions set forth in the Engineering Services Agreement dated, February 6, 2014.

SCOPE OF SERVICES

<u>Phase</u>	<u>Description</u>	<u>FEE</u>
Basic Services for Design and Construction Administration		
402	Preliminary Design ($\$ 1,327,534 \times 7.3\% \times 25\%$)	\$ 24,227
403	Final Design ($\$ 1,327,534 \times 7.3\% \times 50\%$)	\$ 48,454
410	Approvals ($\$ 1,327,534 \times 7.3\% \times 10\%$)	\$ 9,690
411	Bidding or Negotiation ($\$ 1,327,534 \times 7.3\% \times 5\%$)	\$ 4,845
412	Construction Phase ($\$ 1,327,534 \times 7.3\% \times 10\%$)	\$ 9,690
Surveying		
205	Design Survey (2.0% of Const. Cost)	\$ 26,551
208	Control Staking (1.0% of Const. Cost)	\$ 13,275
409	Project Representative (3.5% of Const. Cost)	\$ 46,464
Additional Services		
413	Storm Water Pollution Prevention Plan	\$ 5,000
414	Geotechnical Study	\$ 10,000
415	Construction Testing Services	\$ 15,000
416	Environmental Services	\$ 1,100
Z99	Reimbursable Expenses (Estimated)	\$ 5,000
TOTAL		\$ 219,296

This fee includes an estimated amount of \$5,000.00 for the reimbursable expenses. This budget will be used for the actual expenses incurred on the project including bid advertisement, printing, mileage, etc. This proposal does not include Right-of-Way/Easement acquisition services or environmental services.

Mr. Ron Dagley
July 14, 2015
Page 2 of 2

We appreciate the opportunity to submit this proposal and look forward to working with you on this project. If you should have any questions or require additional information, please do not hesitate to contact me at 713.953.5096.

Sincerely,

A handwritten signature in blue ink, appearing to read "James D. Ross".

James D. Ross, PE
Vice President

JDR/ew

LOWER KIRBY PEARLAND MANAGEMENT DISTRICT
c/o Allen Boone Humphries Robinson LLP
3200 Southwest Freeway, Suite 2600
Houston, Texas 77027

August 10, 2015

City Manager
City of Pearland, Texas
3519 Liberty Drive
Pearland, TX 77581

Re: Financing for the design and construction of the Regional Drainage Plan Lateral
Ditch No. 1

To Whom it may concern:

Lower Kirby Pearland Management District (the "District") and THE CITY OF PEARLAND, TEXAS (the "CITY") entered into a Financing Agreement (the "Agreement") dated February 6, 2014, to provide for the financing and construction of facilities to serve land within the District. The District and the City have determined to proceed with the design and construction of the Regional Drainage Plan Lateral Ditch No. 1 (the "Project") in accordance with the Agreement. The City will pre-finance payments to the District related to design of the Project in the amount of \$219,296 as outlined in the proposal from LJA Engineering, Inc., which is attached hereto as Exhibit "A", and construction of the Project in the amount of \$ _____ awarded to _____ as outlined in the bid tabulation, which is attached hereto as Exhibit "B", and the District agrees to reimburse the City pursuant to the terms of the Agreement.

This agreement was duly authorized at a meeting of the Board of Directors of the District held on the 10th day of August, 2015.

Very truly yours,

LOWER KIRBY PEARLAND MANAGEMENT DISTRICT

By: _____
President, Board of Directors

AGREED TO AND ACCEPTED this ____ day of _____, 2015.

City of Pearland, Texas

By: _____
City Manager

EXHIBIT A

LJA Engineering, Inc.



2929 Briarpark Drive
Suite 600
Houston, Texas 77042
TBPE № F-1386

Phone 713 953 5200
Fax 713 953 5026
www.ljaengineering.com
TBPLS № 10110501

July 14, 2015

PROPOSAL

Mr. Ron Dagley - President
Lower Kirby Pearland Management District
c/o Allen Boone Humphries Robinson LLP
Phoenix Tower
3200 Southwest Freeway, Suite 2600
Houston, Texas 77027

Re: South Spectrum Phase I – Box Culverts
City of Pearland, Texas
LJA Proposal No. 15-00974

Dear Mr. Dagley:

LJA Engineering, Inc. (LJA) is pleased to submit this proposal for the following services for the South Spectrum Phase 1 – Box Culverts in accordance with the terms and conditions set forth in the Engineering Services Agreement dated, February 6, 2014.

SCOPE OF SERVICES

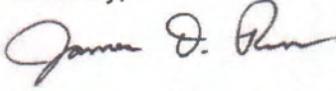
<u>Phase</u>	<u>Description</u>	<u>FEE</u>
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415	Construction Testing Services	\$ 15,000
416	Environmental Services	\$ 1,100
Z99	Reimbursable Expenses (Estimated)	\$ 5,000
TOTAL		\$ 219,296

This fee includes an estimated amount of \$5,000.00 for the reimbursable expenses. This budget will be used for the actual expenses incurred on the project including bid advertisement, printing, mileage, etc. This proposal does not include Right-of-Way/Easement acquisition services or environmental services.

Mr. Ron Dagley
July 14, 2015
Page 2 of 2

We appreciate the opportunity to submit this proposal and look forward to working with you on this project. If you should have any questions or require additional information, please do not hesitate to contact me at 713.953.5096.

Sincerely,

A handwritten signature in black ink, appearing to read "James D. Ross". The signature is fluid and cursive, with a large initial "J" and "R".

James D. Ross, PE
Vice President

JDR/ew

EXHIBIT B

City of Pearland, Texas
 South Spectrum Phase I Box Culverts

Preliminary Cost Estimate

July 2015

Item No.	Item Description	S Spectrum Road	UNIT	UNIT PRICE	TOTAL
1	Stabilized Construction Exit (Install)	156	SY	\$18.50	\$2,886.00
2	Stabilized Construction Exit (Remove)	156	SY	\$7.00	\$1,092.00
3	Trench Safety System	2,200	LF	\$1.50	\$3,300.00
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6	Headwall with Wingwalls for RCB Outfalls	1	EA	\$20,000.00	\$20,000.00
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11	Rock Filter Dams	108	LF	\$30.00	\$3,240.00
12	Sodding	300	SY	\$4.50	\$1,350.00
13	Traffic Control	1	LS	\$2,000.00	\$2,000.00
14	Excavation, hauling, placement, and compaction	29,000	CY	\$4.00	\$116,000.00
	SUBTOTAL DRAINAGE ITEMS				\$1,288,868.00
				Base Total	\$1,288,868.00
				Mobilization @ 3%	\$38,666.04
				Total	\$1,327,534.00

To be replaced with actual bid tabulation.

**AGENDA REQUEST
BUSINESS OF THE CITY COUNCIL
CITY OF PEARLAND, TEXAS**

AGENDA OF: 8-10-15	ITEM NO.: Resolution No. R2015-137
DATE SUBMITTED: 8-10-15	DEPARTMENT OF ORIGIN: Legal
PREPARED BY: Darrin Coker	PRESENTOR: Darrin Coker
REVIEWED BY: NA	REVIEW DATE: NA
<p>SUBJECT: A Resolution of the City Council of the City of Pearland, Texas, authorizing the Lower Kirby Pearland Management District ("District") to issue and sell bonds for certain road improvement projects (Hooper Road and North Spectrum between Kirby Drive and Hooper Road) in the District.</p>	
EXHIBITS: R2015-137	
EXPENDITURE REQUIRED: AMOUNT AVAILABLE: ACCOUNT NO.:	AMOUNT BUDGETED: PROJECT NO.:
ADDITIONAL APPROPRIATION REQUIRED: ACCOUNT NO.:	
PROJECT NO.:	
To be completed by Department:	
<input type="checkbox"/> Finance <input checked="" type="checkbox"/> Legal <input type="checkbox"/> Ordinance <input checked="" type="checkbox"/> Resolution	

EXECUTIVE SUMMARY

Last year the Council approved Letter Finance Agreements and engineering contracts for certain road projects located within the Lower Kirby Pearland Management District ("District"). Specifically, the road projects included the widening of Hooper Road and the construction of North Spectrum between Kirby Drive and Hooper Road. The District plans to issue bonds to reimburse the City for its portion of the road projects, and Chapter 375 of the Local Government Code ("Code") requires the City's consent to the issuance of bonds before they can be issued. The resolution which is limited to the bonds for road improvements, authorizes the Mayor to sign the attached letter in compliance with the Code. The Council will consider, at a later date, a separate resolution for authorization of bonds for specific water, sewer and drainage projects in the District.

RESOLUTION NO. R2015-137

A Resolution of the City Council of the City of Pearland, Texas, authorizing the Lower Kirby Pearland Management District (“District”) to issue and sell bonds for certain road improvement projects (Hooper Road and North Spectrum between Kirby Drive and Hooper Road) in the District.

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PEARLAND, TEXAS:

Section 1. That Chapter 375.207 of the Texas Local Government Code requires the District to obtain approval of the City for bond issues that support improvement projects in the District.

Section 2. That the Mayor is hereby authorized to sign the consent letter, attached hereto as Exhibit “A,” authorizing the issuance of bonds for certain road improvement projects, the plans and specifications for which have been approved by the City Council.

PASSED, APPROVED, AND ADOPTED this _____ day of _____, A.D., 2015.

TOM REID
MAYOR

ATTEST:

YOUNG LORFING, TRMC
CITY SECRETARY

APPROVED AS TO FORM:

DARRIN M. COKER
CITY ATTORNEY

CITY OF PEARLAND

August 10, 2015

The Honorable Leslie Brock
Attorney General of Texas
William P. Clements Building
300 West 15th Street, 7th Floor
Austin, Texas 78701

Re: Lower Kirby Pearland Management District Unlimited Tax Road Bonds,
Series 2015

Ladies and Gentlemen:

You are hereby notified that the City Council of the City of Pearland, Texas, has authorized the Lower Kirby Pearland Management District to issue and sell the above-captioned bonds for the purposes of funding certain road improvement projects, the plans and specifications for which have also been approved by the City Council of the City of Pearland, Texas, each in compliance with Section 375.207 of the Texas Local Government Code. The approval was passed by the City Council at a duly posted City Council meeting on August 10, 2015.

Sincerely,

CITY OF PEARLAND

Tom Reid, Mayor

**AGENDA REQUEST
BUSINESS OF THE CITY COUNCIL
CITY OF PEARLAND, TEXAS**

AGENDA OF: 8-10-15	ITEM NO.: Resolution No. R2015-133
DATE SUBMITTED: 7-1-15	DEPARTMENT OF ORIGIN: Planning
PREPARED BY: Darrin Coker	PRESENTOR: Darrin Coker
REVIEWED BY: NA	REVIEW DATE: NA
SUBJECT: A resolution granting the consent of the City Council of the City of Pearland, Texas, consenting to the annexation of property, generally located at the intersection of FM 518 at Roy Road, into Harris County Municipal Utility District No. 509.	
EXHIBITS: R2015-132	
EXPENDITURE REQUIRED: AMOUNT AVAILABLE: ACCOUNT NO.:	AMOUNT BUDGETED: PROJECT NO.:
ADDITIONAL APPROPRIATION REQUIRED: ACCOUNT NO.:	
PROJECT NO.:	
To be completed by Department:	
<input type="checkbox"/> Finance	<input checked="" type="checkbox"/> Legal
<input type="checkbox"/> Ordinance	<input checked="" type="checkbox"/> Resolution

EXECUTIVE SUMMARY

MUD 509 (the “Mud”) recently submitted an application for the City’s consent to the annexation of an additional 12.569 acres into its boundaries. The acreage will be developed as R-1 residential near FM 518 and Roy Road. Consistent with recent Council direction, the Mud rebate for the 39 acres will be reduced from \$0.15 to \$0.10 while the pre-existing Mud property shall continue to maintain the \$0.15 cent rebate (this modification will be addressed by a separate agenda item). Ryan Harper, attorney for the Mud, will be present to answer any questions the Council may have.

This item and a separate New Business (Kroger’s site) item number were originally part of the same consent resolution. Based on recent discussions with the City Council, a decision was made to separate the two parcels into individual consent resolutions. Staff does not object to this parcel being included in the Mud because: 1) the proposed public improvements are located in the right-of-way and are not merely on-site improvements; 2) the proposed residential development is consistent with the City’s zoning and density requirements (29 lots); and 3) the anticipated average home value is estimated to be \$400,000 thereby allowing to City to gain more tax value to help compensate for the .10 rebate.

RESOLUTION NO. R2015-132

A resolution granting the consent of the City Council of the City of Pearland, Texas, consenting to the annexation of property, generally located at the intersection of FM 518 at Roy Road, into Harris County Municipal Utility District No. 509.

WHEREAS, Harris County Municipal Utility District No. 509 was created by House Bill No. 4080, 80th Legislature, Regular Session, of the State of Texas (the "Legislation") and is located wholly in the City's corporate boundaries; and

WHEREAS, Section 54.016 of the Texas Water Code provides that land within a city's corporate boundaries may not be included within a district without the city's written consent; now, therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PEARLAND, TEXAS:

Section 1. That the City Council of the City of Pearland, Texas, gives its written consent to the annexation of 12.569 acres, as more accurately described in Exhibit "A" attached hereto, into the boundaries of Harris County Municipal Utility District No. 509, subject to the conditions attached hereto as Exhibit "B," which conditions apply to all land in the District.

PASSED, APPROVED and ADOPTED this the ____ day of _____,
A.D., 2015.

TOM REID
MAYOR

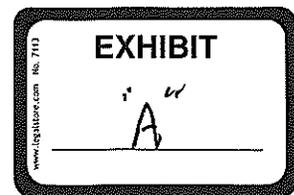
RESOLUTION NO. R2015-132

ATTEST:

YOUNG LORFING, TRMC
CITY SECRETARY

APPROVED AS TO FORM:

DARRIN M. COKER
CITY ATTORNEY



June 29, 2015
Job No. 1326-0006

DESCRIPTION OF
12.569 ACRES
THIRD ANNEXATION TRACT 2

12.569 acres of land, being the residue of a 16.5513 acre tract being all of lots 8, 9 & 12 and Part of lot 7 of partition of the East 1/2 of the Northwest 1/4 of Section 15, HT&B RR Co. Survey, A-241, Brazoria County, Texas, according to the Plat recorded in Vol. 441, Page 265 of the Deed Records of Brazoria County, Texas, and being more particularly described as follows:

COMMENCING at the Southwest corner of said Lot 12;

THENCE N 02 deg. 45 min. 06 sec. W along the West lines of lot 12 and 9 a distance of 211.76 feet to the POINT OF BEGINNING of the herein described tract;

THENCE continuing N 02 deg. 45 min. 06 sec. W along the West lines of lot 12 and 9 a distance of 1153.39 feet to a point for corner in the South R.O.W. line of Broadway (F.M. 518);

THENCE N 87 deg. 12 min. 50 sec. E along the South R.O.W. line of F.M. 518 a distance of 320.00 feet to a set 1/2 inch iron rod for corner;

THENCE S 02 deg. 46 min. 16 sec. E a distance of 573.08 feet to a found 3/8 inch iron rod for the Southeast corner of lot 7 in the North line of lot 9;

THENCE N 87 deg. 16 min. 00 sec. E along the North line of lot 9 a distance of 340.00 feet to a set 1/2 inch iron rod for the Northeast corner of lot 9;

THENCE S 02 deg. 46 min. 00 sec. E along the East lines of lots 9 and 12 a distance of 622.93 feet to a set 1/2 inch iron rod for corner;

THENCE South 87°14'54" West, a distance of 250.35 feet to a point for corner;

THENCE North 02°45'06" West, a distance of 130.00 feet to a point for corner;

12.569 Acres

June 29, 2015
Job No. 1326-0006

THENCE South 87°14'54" West, a distance of 200.44 feet to a point of curvature of a curve to the left;

THENCE along said curve to the left, having a radius of 25.00 feet, a distance of 12.93 feet, having a chord bearing of South 72°25'44" West, a distance of 12.79 feet, being a point of reverse curve to the right;

THENCE along said curve to the right, having a radius of 50.00 feet, a distance of 65.46 feet, said curve having a chord bearing of North 84°53'04" West, a distance of 60.88 feet;

THENCE South 53°11'21" West, a distance of 165.24 feet to the POINT OF BEGINNING and containing 12.569 acres of land more or less.

"This document, 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 boundary of the political subdivision for which it was prepared."

EXHIBIT "B"

(a) The City of Pearland, Texas (the "City"), by execution of its City Manager, and the developer on behalf of the District have entered into and executed a utility agreement that specifies the terms and conditions for providing water and sewage treatment services (and other services) to the District (the "Utility Agreement"). The District shall assume all the rights, obligations, and interests of the developer under the Utility Agreement, as set forth therein.

(b) The District may issue bonds, including refunding bonds, for any purposes authorized by law, including but not limited to, purchasing, refinancing, designing and constructing, or otherwise acquiring waterworks systems, sanitary sewer systems, storm sewer systems, drainage facilities, or recreational facilities, or parts of such systems or facilities, and to make any and all necessary purchases, constructions, improvements, extensions, additions, and repairs thereto, and to purchase or acquire all necessary land, right-of-way, easements, sites, equipment, buildings, plants, structures, and facilities therefor, and to operate and maintain same, and to sell water, sanitary sewer, and other services within or without the boundaries of the District. Such bonds must provide that the District reserves the right to redeem said bonds on any date subsequent to the fifteenth (15th) anniversary of the date of issuance (or any earlier date at the discretion of the District) without premium, and none of such bonds, other than refunding bonds, will be sold for less than 95% of par; provided that the net effective interest rate on bonds so sold, taking into account any discount or premium as well as the interest rate borne by such bonds, will not exceed two percent (2%) above the highest average interest rate reported by the *Daily Bond Buyer* in its weekly "20 Bond Index" during the one-month period next preceding the date of the sale of such bonds. The resolution authorizing the issuance of the District's bonds will contain a provision that the pledge of any revenues from the operation of the District's water and sewer and/or drainage system to the payment of the District's bonds will terminate when and if the City annexes the District, takes over the assets of the District, and assumes all of the obligations of the District.

(c) Before the commencement of any construction within the District, its directors, officers, or developers and landowners will submit to the City, or to its designated representative, all plans and specifications for the construction of water, sanitary sewer, and drainage facilities to serve the District and obtain the approval of such plans and specifications therefrom. All water wells, water meters, flushing valves, valves, pipes, and appurtenances thereto, installed or used within the District, will conform to the specifications of the City. All water service lines and sewer service lines, lift stations, and appurtenances thereto, installed or used within the District will comply with the City's standard plans and specifications as amended from time to time. Prior to the construction of such facilities within or by the District, the District or its engineer will give written notice by registered or certified mail to the City, stating the date that

such construction will be commenced. The construction of the District's water, sanitary sewer, and drainage facilities will be in accordance with the approved plans and specifications and with applicable standards and specifications of the City; and during the progress of the construction and installation of such facilities, the City may make periodic on-the-ground inspections.

(d) Before the District commences construction of any recreational facilities which will be financed with bond proceeds, the District will submit to the Director of the City's Parks and Recreation Department, or to his designated representative, all plans and specifications for the construction of such facilities and obtain the approval of such plans and specifications.

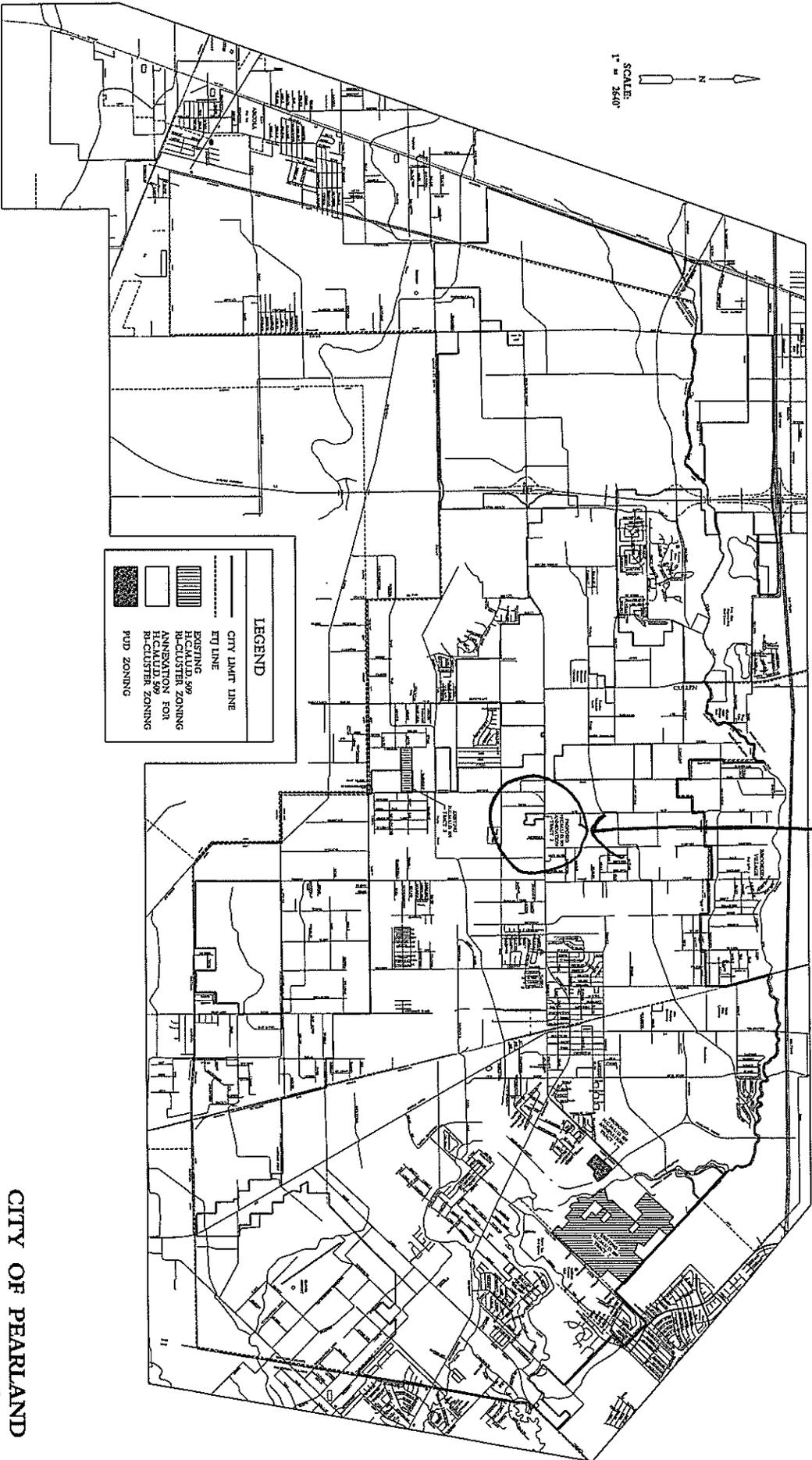
(e) Prior to the sale of any lot or parcel of land, the owner or the developer of the land included within the limits of the District will obtain the approval of the Planning and Zoning Commission of the City of a plat which will be duly recorded in the Official Records of Harris or Brazoria County, Texas, and otherwise comply with the rules and regulations of the Engineering Department and the Department of Public Works of the City of Pearland.

Subject Property

SCALE
1" = 2640'

LEGEND

- CITY LIMIT LINE
- ETI LINE
- EXISTING ANNEXATION FOR R-CLUSTER ZONING H.C.M.U.D. 509
- EXISTING ANNEXATION FOR R-CLUSTER ZONING P.U.D. ZONING



**CITY OF PEARLAND
VICINITY MAP
HARRIS COUNTY MUNICIPAL
UTILITY DISTRICT NO. 509**

JUNE 2015 1326-0006-202
LJA Engineering, Inc.
2929 Bharatpark Drive
Suite 600
Houston, Texas 77042
Phone 713.953.5200
Fax 713.953.5006
T.B.P.L.S. Firm No. 10110501

**City of Pearland
In-City MUD Data Form
MUD # Harris County 509
August 3, 2015**

General Information		Existing MUD	Proposed Tract(s)
1	Proposed Zoning Classification (also show on map)	R-1 Cluster	R1
2	Projected Date of Completion of All Homes/Businesses	2017	2017

Area	Existing MUD	Proposed Tract(s)	Total	
3	Total Acreage	502.778	12.569	515.347
4	Currently Platted Residential Acreage (including road rights of way)	104.944	0.000	104.944
5	Currently Platted Commercial Acreage (including road rights of way)	0.000	0.000	0.000
6	Currently Undeveloped Acreage	397.834	12.569	410.403
7	Projected Undeveloped Acreage to be Platted Residential	397.834	12.569	410.403
8	Projected Undeveloped Acreage to be Platted Commercial	0.000	0.000	0.000
9	Current and Projected Detention & Transmission Utility Easements (acres)	0.000	0.000	0.000
10	All Other Acreage (Landscaping Reserves, Parks, etc)	0.000	0.000	0.000

Note: Lines 7 and 8 should total to Line 6.

Lines 4, 5, 6, 9, and 10 should total to Line 3. Line 3 should equal the total acreage in the MUD or the Proposed Tracts.

Residential Lots		Existing MUD	Proposed Tract(s)	Total
11	Total Existing and Planned Residential Lots	1164	29	1193
12	Number of Currently Completed/Occupied Homes	0	0	0
13	Number of Currently Completed Lots	159	0	159
14	Number of Lots Under Construction	55	0	55
15	Number of Future Lots	950	29	979

Note: Lines 12, 13, 14, and 15 should total to Line 11

Property Values		Existing MUD	Proposed Tract(s)	Total
16	Most Recent HCAD/BCAD Valuation (Estimated Date: January 1, 2015)	\$ 22,596,596.00	\$ 600,160.00	\$ 23,196,756.00
17	Projected Total Valuation at Build Out Date	\$ 291,000,000.00	\$ 11,600,000.00	\$ 302,600,000.00
18	Projected Residential Valuation at Build Out	\$ 291,000,000.00	\$ 11,600,000.00	\$ 302,600,000.00
19	Projected Commercial Valuation at Build Out	\$ -	\$ -	\$ -
20	Estimated Average Home Value (Date: January 1, 2013)	\$ -	\$ -	\$ -
21	Estimated Average Home Value - at Build Out	\$ 250,000.00	\$ 400,000.00	\$ 253,646.27

Note: Lines 18 and 19 should total to Line 17

Property Tax Revenues		Existing MUD	Proposed Tract(s)	Total
22	Pre-Development General Fund Taxes @ Annexation	\$ 4,186.70	\$ 1,332.96	\$ 5,519.66
23	Most Recent Year City Property Taxes @ \$.7121/\$100	\$ 160,910.36	\$ 4,273.74	\$ 165,184.10
24	Projected City Property Taxes @ \$.7121/\$100 at Build Out	\$ 2,072,211.00	\$ 82,603.60	\$ 2,154,814.60
25	Most Recent Year MUD Rebate Amount	\$ 33,894.89	\$ 600.16	\$ 34,495.05
26	Projected MUD Rebate Amount at Build Out	\$ 436,500.00	\$ 11,600.00	\$ 448,100.00

Calculations		Existing MUD	Proposed Tract(s)	Total
27	Approx. Net Density at Build Out- Homes/Acre (Line 11/(3-9))	\$ 2.32	\$ 2.31	\$ 2.31
28	Net Annual Revenue to City - Current Estimate (Line 23-25-22)	\$ 122,828.76	\$ 2,340.62	\$ 125,169.39
29	Net Annual Revenue to City - Build Out Estimate (Line 24-26-22)	\$ 1,631,524.30	\$ 69,670.64	\$ 1,701,194.94

City of Pearland
In-City MUD Data Form
MUD # Harris County 509
August 3, 2015

Proposed Non-Residential Businesses Within Annexation Request

Business Name	Type of Business
None	

**AGENDA REQUEST
BUSINESS OF THE CITY COUNCIL
CITY OF PEARLAND, TEXAS**

AGENDA OF: 8-10-15	ITEM NO.: Resolution No. R2015-122
DATE SUBMITTED: 7-1-15	DEPARTMENT OF ORIGIN: Planning
PREPARED BY: Darrin Coker	PRESENTOR: Darrin Coker
REVIEWED BY: NA	REVIEW DATE: NA
SUBJECT: A resolution granting the consent of the City Council of the City of Pearland, Texas, consenting to the annexation of property, generally located at the intersection of Barry Rose Road at Pearland Parkway, into Harris County Municipal Utility District No. 509.	
EXHIBITS: R2015-122	
EXPENDITURE REQUIRED: AMOUNT AVAILABLE: ACCOUNT NO.:	AMOUNT BUDGETED: PROJECT NO.:
ADDITIONAL APPROPRIATION REQUIRED: ACCOUNT NO.:	
PROJECT NO.:	
To be completed by Department:	
<input type="checkbox"/> Finance <input checked="" type="checkbox"/> Legal <input type="checkbox"/> Ordinance <input checked="" type="checkbox"/> Resolution	

EXECUTIVE SUMMARY

MUD 509 (the “Mud”) recently submitted an application for the City’s consent to the annexation of an additional 26.522 acres into its boundaries. The property is proposed to be developed as the new Kroger’s site at Barry Rose and Pearland Parkway. The Mud currently consists of 502 acres, and following the annexation it will consist of 528 acres. Consistent with recent Council direction, the Mud rebate for the 26 acres would be reduced from \$0.15 to \$0.10 while the pre-existing Mud property shall continue to maintain the \$0.15 cent rebate (this modification will be addressed by a separate agenda item). Ryan Harper, attorney for the Mud, will be present to answer any questions the Council may have.

Included in your packet is a map and cost breakdown of the proposed infrastructure improvements. The City previously invested the funds required to construct Pearland Parkway and Barry Rose with the accompanying water, sewer and storm sewer improvements that abut this property. If the property was developed outside of a Mud (i.e., HEB); the water, sewer, storm

sewer lines, and detention pond would not be public improvements (except for a small portion of the water line in the Westminster extension). The improvements would be located on private property, outside of the City ROW, so the City would never own or maintain the improvements.

By adding the property to the Mud, the improvements are required by law to be public improvements in order for the developer to get reimbursed. Consequently, the developer will be able to recover the \$2.8 million for the improvements, and the City would rebate .10 of the City tax rate. If in a Mud, the improvements will become the responsibility of the city, except that the detention pond would continue to be owned by the Mud and maintained by a Property Owner's Association as long as the Mud exists.

The developer has communicated that the deal will not close if the property is not included in a Mud. A few facts to consider based upon the projected development values provided by the developer: 1) the estimated annual rebate to the Mud will be about \$40,000 per year; and 2) the estimated property tax generated from the property, minus the rebate, is estimated to be \$244,000 per year. The property will generate sales taxes, although the new grocery store will be approximately 35% taxable. These estimated revenue numbers do not take into account any reduction in tax revenue created by the vacant buildings at the old Kroger's site.

The Council has the option to consent, and the City would assume the ownership and maintenance of the majority of the infrastructure that gets constructed (except detention); or the Council can refuse consent and let the developer determine whether or not to proceed with the transaction.

RESOLUTION NO. R2015-122

A resolution granting the consent of the City Council of the City of Pearland, Texas, consenting to the annexation of property, generally located at the intersection of Barry Rose Road at Pearland Parkway, into Harris County Municipal Utility District No. 509.

WHEREAS, Harris County Municipal Utility District No. 509 was created by House Bill No. 4080, 80th Legislature, Regular Session, of the State of Texas (the "Legislation") and is located wholly in the City's corporate boundaries; and

WHEREAS, Section 54.016 of the Texas Water Code provides that land within a city's corporate boundaries may not be included within a district without the city's written consent; now, therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PEARLAND, TEXAS:

Section 1. That the City Council of the City of Pearland, Texas, gives its written consent to the annexation of 26.522 acres, as more accurately described in Exhibit "A" attached hereto, into the boundaries of Harris County Municipal Utility District No. 509, subject to the conditions attached hereto as Exhibit "B," which conditions apply to all land in the District.

PASSED, APPROVED and ADOPTED this the _____ day of _____,
A.D., 2015.

TOM REID
MAYOR

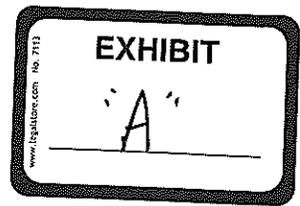
RESOLUTION NO. R2015-122

ATTEST:

YOUNG LORFING, TRMC
CITY SECRETARY

APPROVED AS TO FORM:

DARRIN M. COKER
CITY ATTORNEY



June 17, 2015
Job No. 1326-0006

DESCRIPTION OF
26.522 ACRES
THIRD ANNEXATION TRACT 1

Being 26.522 acres of land in the Thomas J. Green Survey, Abstract No. 198, Brazoria County, Texas, out of the 140.6899 acre tract conveyed to Martha Alexander Crouch by instrument of record in Volume 1595, Page 422 of the Deed Records of Brazoria County, Texas, and the 172.0566 acre tract conveyed to Robert L. Alexander by instrument of record in Volume 1725, Page 120 of the Deed Records of Brazoria County, Texas and being more particularly described by metes and bounds as follows (all bearings referenced to the Texas Coordinate System, South Central Zone, NAD 83, 2001 adjustment);

BEGINNING at the northwest corner of BANBURY CROSS SECTION IV, a subdivision of record in Volume 19, Pages 487-488 of the Plat Records of Brazoria County, Texas, common to the north corner of Lot 13, Block 11 of said BANBURY CROSS SECTION IV, in the southeast line of said 172.0566 acre tract;

Thence, South $41^{\circ} 41' 44''$ West, 605.22 feet along the southeast line of said 172.0566 acre tract, common to the northwest line of said BANBURY CROSS SECTION IV, to the north corner of Lot 4, of said Block 11, common to the west corner of Lot 5, of said Block 11;

Thence, North $46^{\circ} 57' 51''$ West, 768.49 feet to point for corner, in the south line of the 3.644 acre tract described as Parcel 3, conveyed to City of Pearland recorded under Document Number 20050118363 of the Official Records of Brazoria County, Texas;

Thence, North $41^{\circ} 40' 34''$ East, 1,169.42 feet along the southeast line of said 3.644 acre tract, and the southeast line of the 4.137 acre tract described as Parcel 5, conveyed to City of Pearland recorded under File Number 04-003782 of the Official Records of Brazoria County, Texas, to the east corner of said 4.137 acre tract, common to the south corner of the 0.419 acre tract described as Tract 1 conveyed to City of Pearland recorded under File Number 01-032032, of the Official Records of Brazoria County, Texas;

22.522 acres

June 17, 2015
Job No. 1326-0006

Thence, North 41° 30' 50" East, 92.95 feet along the southeast line of said 0.419 acre tract, to an angle point of said 0.419 acre tract;

Thence, South 86° 05' 58" East, 44.24 feet along the south line of said 0.149 acre tract, to the east corner of said 0.149 acre tract, in the southwest line of the 2.739 acre tract conveyed to City of Pearland, recorded in File Number 98-054852 of the Official Records of Brazoria County, Texas, common to the southwest right-of-way line of Pearland Parkway (130 feet wide);

Thence, South 48° 23' 55" East, 365.36 feet along the southwest line of said 2.739 acre tract, common to the southwest right-of-way line of said Pearland Parkway, the beginning of a curve to the right;

Thence, 532.98', continuing along the southwest line of said 2.739 acre tract, common to the southwest right-of-way line of said Pearland Parkway, and the 1.164 acre tract conveyed to City of Pearland, recorded under File Number 98-054881 of the Official Records of Brazoria County, Texas, along the arc of a tangent curve to the right, having a radius of 1,805.00 feet, a central angle of 16° 55' 07", and a chord which bears South 39° 56' 22" East, 531.05 feet to the end of curve;

Thence, South 31° 28' 49" East, 210.23 feet to the west corner of that certain called 0.299 acre tract conveyed to City of Pearland, recorded under File Number 99-013566, of the Official Records of Brazoria County, Texas, in the northwest line of a 100 foot wide Drainage Easement conveyed to Brazoria County Drainage District Number 4 recorded under Volume 1736, Page 884, of the Deed Records of Brazoria County, Texas and under Volume 1760, Page 655, of the Deed Records of Brazoria County, Texas;

Thence, South 55° 59' 45" West, 360.12 feet, along said northwest easement line, to a point for corner in said easement;

Thence, South 18° 01' 00" East, 29.19 feet, continuing along a west line of said easement, to the northeast corner of Lot 88, Block 8, of aforesaid BANBURY CROSS SECTION IV;

22.522 acres

June 17, 2015
Job No. 1326-0006

Thence, North 82° 38' 55" West, 356.36 feet, along a northeast line of said BANBURY CROSS SECTION IV, to the POINT OF BEGINNING of the herein described tract and containing 26.522 acres of land.

"This document, 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 boundary of the political subdivision for which it was prepared."

LJA Engineering, Inc.

EXHIBIT "B"

(a) The City of Pearland, Texas (the "City"), by execution of its City Manager, and the developer on behalf of the District have entered into and executed a utility agreement that specifies the terms and conditions for providing water and sewage treatment services (and other services) to the District (the "Utility Agreement"). The District shall assume all the rights, obligations, and interests of the developer under the Utility Agreement, as set forth therein.

(b) The District may issue bonds, including refunding bonds, for any purposes authorized by law, including but not limited to, purchasing, refinancing, designing and constructing, or otherwise acquiring waterworks systems, sanitary sewer systems, storm sewer systems, drainage facilities, or recreational facilities, or parts of such systems or facilities, and to make any and all necessary purchases, constructions, improvements, extensions, additions, and repairs thereto, and to purchase or acquire all necessary land, right-of-way, easements, sites, equipment, buildings, plants, structures, and facilities therefor, and to operate and maintain same, and to sell water, sanitary sewer, and other services within or without the boundaries of the District. Such bonds must provide that the District reserves the right to redeem said bonds on any date subsequent to the fifteenth (15th) anniversary of the date of issuance (or any earlier date at the discretion of the District) without premium, and none of such bonds, other than refunding bonds, will be sold for less than 95% of par; provided that the net effective interest rate on bonds so sold, taking into account any discount or premium as well as the interest rate borne by such bonds, will not exceed two percent (2%) above the highest average interest rate reported by the *Daily Bond Buyer* in its weekly "20 Bond Index" during the one-month period next preceding the date of the sale of such bonds. The resolution authorizing the issuance of the District's bonds will contain a provision that the pledge of any revenues from the operation of the District's water and sewer and/or drainage system to the payment of the District's bonds will terminate when and if the City annexes the District, takes over the assets of the District, and assumes all of the obligations of the District.

(c) Before the commencement of any construction within the District, its directors, officers, or developers and landowners will submit to the City, or to its designated representative, all plans and specifications for the construction of water, sanitary sewer, and drainage facilities to serve the District and obtain the approval of such plans and specifications therefrom. All water wells, water meters, flushing valves, valves, pipes, and appurtenances thereto, installed or used within the District, will conform to the specifications of the City. All water service lines and sewer service lines, lift stations, and appurtenances thereto, installed or used within the District will comply with the City's standard plans and specifications as amended from time to time. Prior to the construction of such facilities within or by the District, the District or its engineer will give written notice by registered or certified mail to the City, stating the date that

such construction will be commenced. The construction of the District's water, sanitary sewer, and drainage facilities will be in accordance with the approved plans and specifications and with applicable standards and specifications of the City; and during the progress of the construction and installation of such facilities, the City may make periodic on-the-ground inspections.

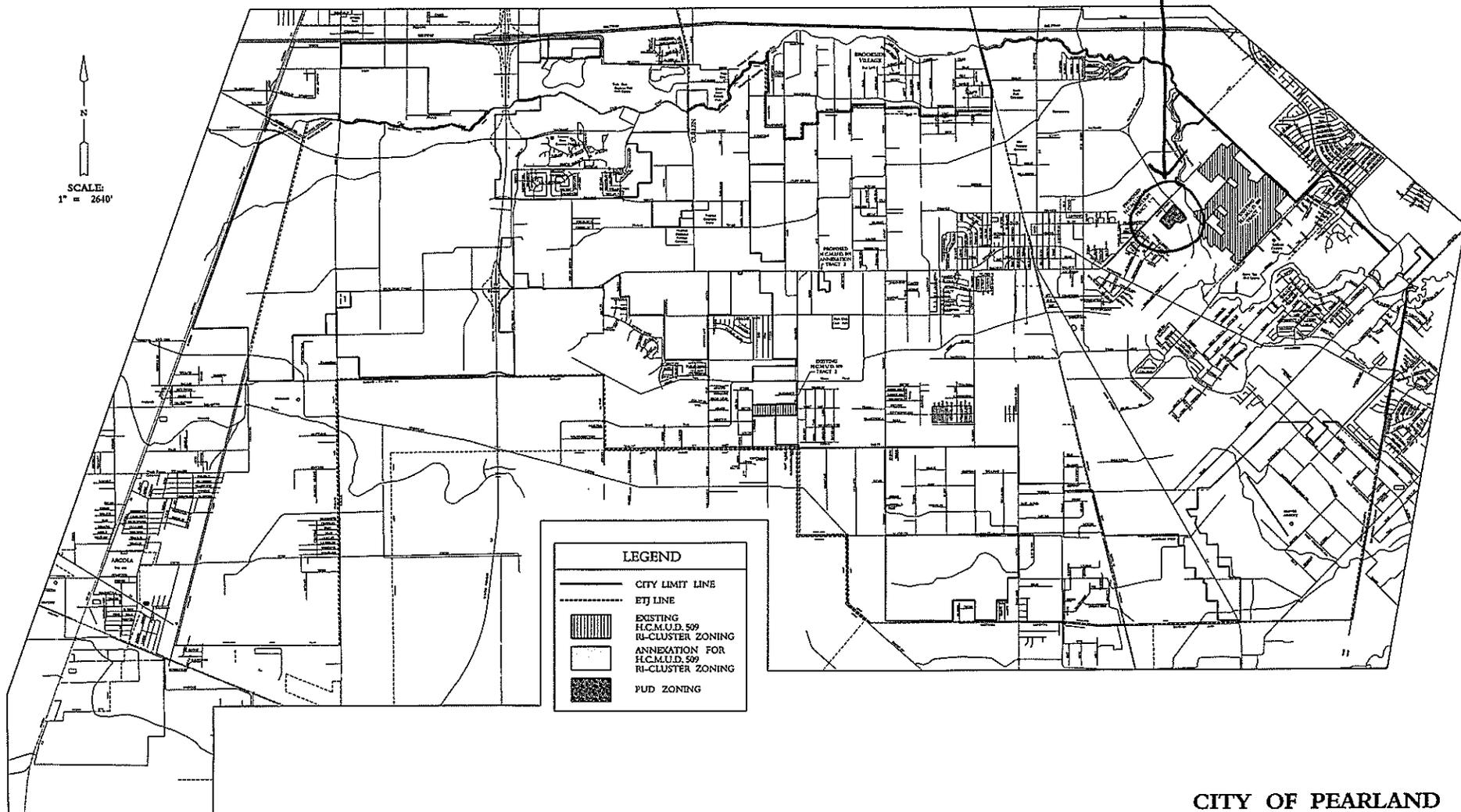
(d) Before the District commences construction of any recreational facilities which will be financed with bond proceeds, the District will submit to the Director of the City's Parks and Recreation Department, or to his designated representative, all plans and specifications for the construction of such facilities and obtain the approval of such plans and specifications.

(e) Prior to the sale of any lot or parcel of land, the owner or the developer of the land included within the limits of the District will obtain the approval of the Planning and Zoning Commission of the City of a plat which will be duly recorded in the Official Records of Harris or Brazoria County, Texas, and otherwise comply with the rules and regulations of the Engineering Department and the Department of Public Works of the City of Pearland.

Subject Property



SCALE:
1" = 2640'



LEGEND	
	CITY LIMIT LINE
	ETJ LINE
	EXISTING H.C.M.U.D. 509 R1-CLUSTER ZONING
	ANNEXATION FOR H.C.M.U.D. 509 R1-CLUSTER ZONING
	PUD ZONING

**CITY OF PEARLAND
VICINITY MAP
HARRIS COUNTY MUNICIPAL
UTILITY DISTRICT NO. 509**
JUNE 2015 1326-0006-202

LJA Engineering, Inc. 
2929 Briarpark Drive Phone 713.953.5200
Suite 600 Fax 713.953.5028
Houston, Texas 77042 T.B.P.L.S. Firm No. 10110501

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**City of Pearland
In-City MUD Data Form
MUD # Harris County 509
August 3, 2015**

General Information		Existing MUD	Proposed Tract(s)
1	Proposed Zoning Classification (also show on map)	R-1 Cluster	PD
2	Projected Date of Completion of All Homes/Businesses	2017	2017

Area	Existing MUD	Proposed Tract(s)	Total	
3	Total Acreage	502.778	26.522	529.300
4	Currently Platted Residential Acreage (including road rights of way)	124.923	0.000	124.923
5	Currently Platted Commercial Acreage (including road rights of way)	0.000	0.000	0.000
6	Currently Undeveloped Acreage	377.855	26.522	404.377
7	Projected Undeveloped Acreage to be Platted Residential	377.855	0.000	377.855
8	Projected Undeveloped Acreage to be Platted Commercial	0.000	26.522	26.522
9	Current and Projected Detention & Transmission Utility Easements (acres)	0.000	0.000	0.000
10	All Other Acreage (Landscaping Reserves, Parks, etc)	0.000	0.000	0.000

Note: Lines 7 and 8 should total to Line 6.

Lines 4, 5, 6, 9, and 10 should total to Line 3. Line 3 should equal the total acreage in the MUD or the Proposed Tracts.

Residential Lots	Existing MUD	Proposed Tract(s)	Total	
11	Total Existing and Planned Residential Lots	1164	4	1168
12	Number of Currently Completed/Occupied Homes	67	0	67
13	Number of Currently Completed Lots	291	0	291
14	Number of Lots Under Construction	0	0	0
15	Number of Future Lots	806	4	810

Note: Lines 12, 13, 14, and 15 should total to Line 11

Property Values	Existing MUD	Proposed Tract(s)	Total	
16	Most Recent HCAD/BCAD Valuation (Estimated Date: January 1, 2015)	\$ 22,596,596.00	\$ 3,190.00	\$ 22,599,786.00
17	Projected Total Valuation at Build Out Date	\$ 291,000,000.00	\$ 40,000,000.00	\$ 331,000,000.00
18	Projected Residential Valuation at Build Out	\$ 291,000,000.00	\$ -	\$ 291,000,000.00
19	Projected Commercial Valuation at Build Out	\$ -	\$ 40,000,000.00	\$ 40,000,000.00
20	Estimated Average Home Value (Date: January 1, 2015)	\$ -	\$ -	\$ -
21	Estimated Average Home Value - at Build Out	\$ 250,000.00	\$ -	\$ 250,000.00

Note: Lines 18 and 19 should total to Line 17

Property Tax Revenues	Existing MUD	Proposed Tract(s)	Total	
22	Pre-Development General Fund Taxes @ Annexation	\$ 4,186.70	\$ 7.08	\$ 4,193.79
23	Most Recent Year City Property Taxes @ \$.7121/\$100	\$ 160,910.36	\$ 22.72	\$ 160,933.08
24	Projected City Property Taxes @ \$.7121/\$100 at Build Out	\$ 2,072,211.00	\$ 284,840.00	\$ 2,357,051.00
25	Most Recent Year MUD Rebate Amount	\$ 33,894.89	\$ 3.19	\$ 33,898.08
26	Projected MUD Rebate Amount at Build Out	\$ 436,500.00	\$ 40,000.00	\$ 476,500.00

Calculations	Existing MUD	Proposed Tract(s)	Total	
27	Approx. Net Density at Build Out- Homes/Acre (Line 11/(3-9))	\$ 2.32	\$ 0.15	\$ 2.21
28	Net Annual Revenue to City - Current Estimate (Line 23-25-22)	\$ 122,828.76	\$ 12.44	\$ 122,841.20
29	Net Annual Revenue to City - Build Out Estimate (Line 24-26-22)	\$ 1,631,524.30	\$ 244,832.92	\$ 1,876,357.21

2929 Briarpark Drive
Suite 600
Houston, Texas 77042
TBPE № F-1386

Phone 713.953.5200
Fax 713.953.5026
www.ljaengineering.com
TBPLS № 10110501

Memorandum

To: Mr. Patrick Barry, President – The Milestone Companies

From: Mr. Gary W. Mensik, PE, LJA Engineering, Inc.

Copy: Mr. Greg Patch, PE, LJA Engineering, Inc.
Mr. Chance Vinklerek, PE, LJA Engineering, Inc.
Mr. Ryan Harper – Allen Boone Humphries Robinson

Date: July 22, 2015

Re: Harris County Municipal Utility District No.509 Annexation Request
Milestone Barry Rose Tract - Public Improvements

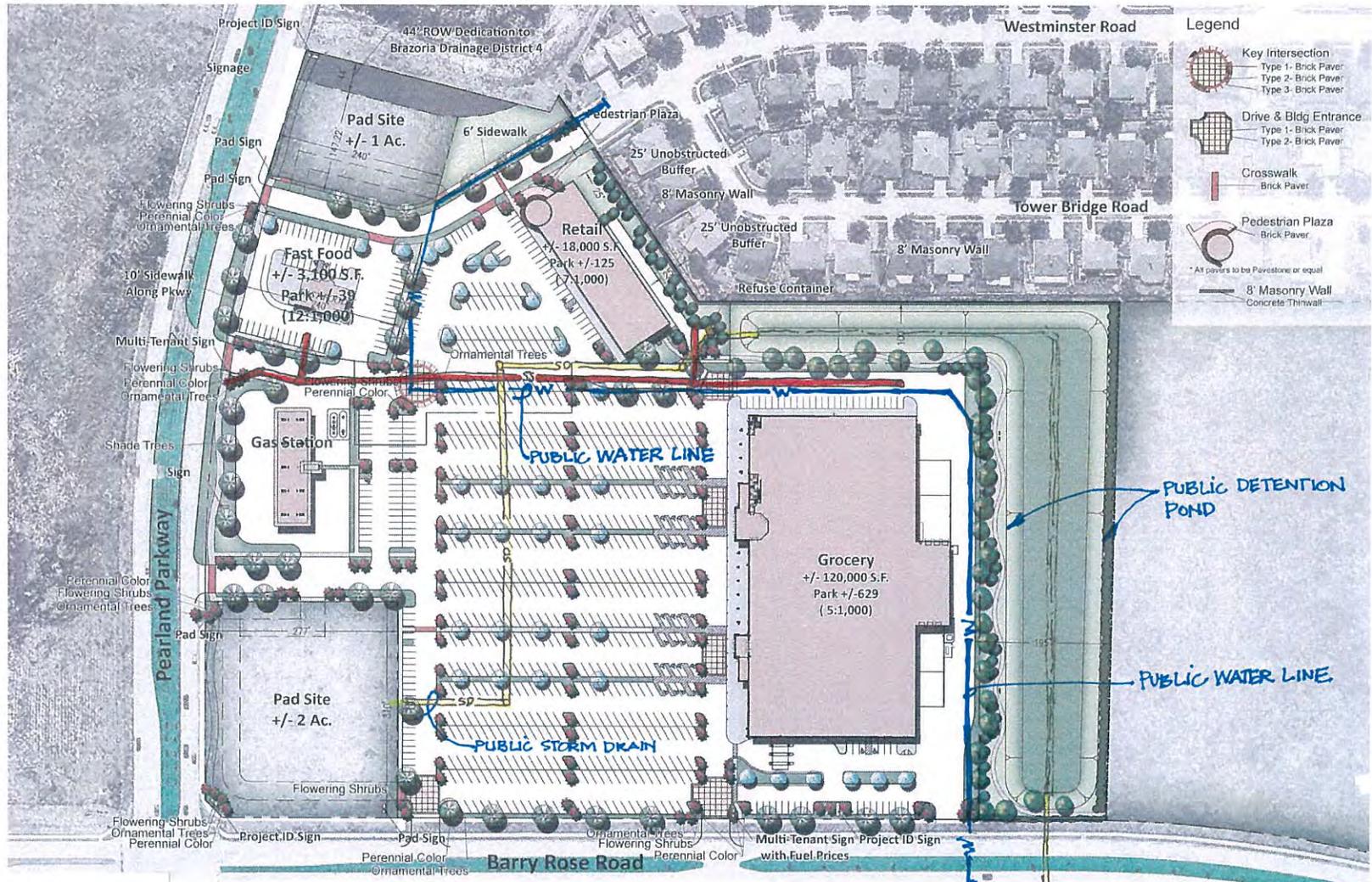
Attached is an exhibit for the Milestone Barry Rose Tract showing the Public Improvements.
The following is a Preliminary Summary of Cost for these Improvements.

Water Distribution -	\$149,000
Sanitary Sewer -	\$62,000
Storm Sewer -	\$322,000
Detention -	\$1,875,000
Impact Fees -	\$258,000
Engineering -	\$158,000
Total -	\$2,824,000

Please feel free to call me at 713.953.5249 should you have questions or require any additional information.

GWM

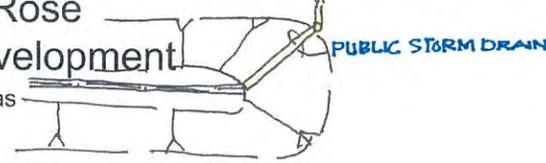




**Exhibit
Public Infrastructure**

**Proposed Barry Rose
Pearland Parkway Development**

City of Pearland, Texas



LJA
**Planning &
 Landscape Architecture**
 Sustainable Design
 Community Planning
 Urban Design
 Landscape Architecture
LJA Engineering, Inc.
 2879 Westpark Drive, Suite 800
 Houston, Texas 77043-3743
 713.963.0288 • 713.963.0665
 30333 Ringier Way Road, Suite 270
 The Woodlands, Texas 77380
 281.256.0760 • 281.218.0799

**AGENDA REQUEST
BUSINESS OF THE CITY COUNCIL
CITY OF PEARLAND, TEXAS**

AGENDA OF: 8-10-15	ITEM NO.: Resolution No. R2015-123
DATE SUBMITTED: 7-1-15	DEPARTMENT OF ORIGIN: Planning
PREPARED BY: Darrin Coker	PRESENTOR: Darrin Coker
REVIEWED BY: NA	REVIEW DATE: NA
SUBJECT: A Resolution of the City Council of the City of Pearland, Texas, authorizing the City Manager or his designee to enter into a First Amended Utility Agreement with Harris County Municipal Utility District No. 509.	
EXHIBITS: R2015-123; Amended Utility Agreement	
EXPENDITURE REQUIRED: AMOUNT AVAILABLE: ACCOUNT NO.:	AMOUNT BUDGETED: PROJECT NO.:
ADDITIONAL APPROPRIATION REQUIRED: ACCOUNT NO.:	
PROJECT NO.:	
To be completed by Department:	
<input type="checkbox"/> Finance <input checked="" type="checkbox"/> Legal <input type="checkbox"/> Ordinance <input checked="" type="checkbox"/> Resolution	

EXECUTIVE SUMMARY

Each Mud in the City has a Utility Agreement that provides the method and manner in which the Mud rebate is administered. A portion of the Mud rebate serves to mitigate the impact of overlapping service between a Mud and the City. As you are probably aware, all current in-city Muds have benefited from a rebate of \$0.15 cents per \$100 of the assessed valuation. Following a Council discussion on this matter earlier this year, it was determined that new properties added to existing in-city Muds would only be allowed to do so at a reduced rebate rate of \$.10 cents per \$100 assessed valuation. HC MUD 509 recently filed a petition to add a total of 39 acres to the Mud. This resolution will approve an amendment to the Utility Agreement with Mud 509 reducing the Mud rebate from \$0.15 to \$0.10 for the newly annexed property while pre-existing Mud property will continue to maintain the \$0.15 cent rebate. This amendment is identical to an amendment made to MUD 34's Utility Agreement earlier this year when the Council consented to the addition of property into MUD 34's boundaries.

This amendment contemplates both parcels (12 acre and 26 acre) being annexed into the Mud. If the Council rejects the consent of either parcel, this resolution will need to be amended to remove that parcel from the approved amendment.

RESOLUTION NO. R2015-123

A Resolution of the City Council of the City of Pearland, Texas, authorizing the City Manager or his designee to enter into a First Amended Utility Agreement with Harris County Municipal Utility District No. 509.

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PEARLAND, TEXAS:

Section 1. That certain First Amended Utility Agreement by and between the City of Pearland and Harris County Municipal Utility District No. 509, a copy of which is attached hereto as Exhibit "A" and made a part hereof for all purposes, is hereby authorized and approved.

Section 2. That the City Manager or his designee is hereby authorized to execute and the City Secretary to attest a First Amended Utility Agreement with Harris County Municipal Utility District No. 509.

PASSED, APPROVED and ADOPTED this the _____ day of _____, A.D., 2015.

TOM REID
MAYOR

ATTEST:

YOUNG LORFING, TRMC
CITY SECRETARY

APPROVED AS TO FORM:

DARRIN M. COKER
CITY ATTORNEY

FIRST AMENDMENT
TO UTILITY AGREEMENT

This First Amendment to Utility Agreement (this "Amendment") is made and entered into as of the 13th day of July, 2015 (the "Effective Date") by and between CITY OF PEARLAND, TEXAS, a municipal corporation and home-rule city of the State of Texas (the "City") and HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 509, a political subdivision of the State of Texas, created under the authority of Article XVI, Section 59 of the Texas Constitution and operating under and governed by the provisions of Chapters 49 and 54, Texas Water code, as amended (the "District").

RECITALS

WHEREAS, the City and the District entered into that certain Utility Agreement, dated August 1, 2007 (the "Agreement"), which details the terms and conditions pursuant to which (i) the District will acquire for the benefit of and conveyance to the City certain facilities needed to serve certain lands; and (ii) in order to enhance the economic feasibility of the District and more equitably distribute among the taxpayers of the City and the District the burden of ad valorem taxes to be levied from time to time by the City and the District, the City will make annual tax and monthly water and sewer revenue rebate payments to the District in consideration of the District's financing, acquisition, and construction of such facilities; and

WHEREAS, the District's current boundaries are more fully described in the metes and bounds description attached hereto as Exhibit A (the "Current Tract"), which is subject to the terms and conditions of the Agreement; and

WHEREAS, the District is currently annexing additional property, as more fully described in the metes and bounds attached hereto as Exhibit B (the "Additional Tract"), into the boundaries of the District; and

WHEREAS, the City has or will consent to the annexation of the Additional Tract, subject to the execution of this Amendment; and

WHEREAS, the Parties now wish to make certain adjustments to the annual tax payments made by the City to the District as such payments relate to the Additional Tract and, except the portion of the land described in Exhibit D of the Agreement that is not currently located in the District and may be annexed into the boundaries of the District in the future ("Exhibit D Land"), any additional land that may be annexed into the boundaries of the District in the future.

NOW, THEREFORE, in consideration of the premises, mutual promises, covenants, obligations and benefits herein contained, the City and the District agree as follows:

AGREEMENT

1. The recitals set forth above are declared true and correct and are hereby incorporated as part of this Amendment.
2. Section 6.01 of the Agreement shall be deleted in its entirety and replaced with the following:

6.01. Calculation of Annual Payment.

(a) In consideration of the development of the land within the District and the related increase in the taxable value of such land to the City through the acquisition of and construction of the Facilities by the District and in order to enhance the economic feasibility of the District and more equitably distribute among the taxpayers of the City and the District the burden of ad valorem taxes to be levied from time to time by the City and the District, the City agrees to collect and pay to the District a portion of the ad valorem taxes collected by the City in future years on the land and improvements within the District (the "Annual Payment"). The Annual Payment shall be a payment of a portion of the City's tax revenues actually collected and received by the City, exclusive of any interest and penalties paid by the taxpayer to the City and exclusive of any collection costs incurred by the City. All Annual Payments received by the District from the City shall be deposited by the District into a debt service fund of the District and shall be applied solely to the payment of the Bonds and other debts, liabilities, and obligations of the District to or for the benefit of any persons or entities relating to the financing, construction, and acquisition of all or any portion of the Facilities.

(b) The initial Annual Payment for the Current Tract and Exhibit D Land shall be at a rate of \$0.15 per \$100 of assessed valuation. The initial Annual Payment for the Additional Tract, and any additional land annexed into the District in the future (other than Exhibit D Land), shall be at a rate of \$0.10 per \$100 of assessed valuation.

(c) The Annual Payment shall be incrementally reduced upon the occurrence of the following:

- (i) All developers within the District have been fully reimbursed, with interest, in accordance with the rules of the TCEQ;
- (ii) The District has completely financed and constructed 100% of its Facilities; and
- (iii) The District levies a debt service tax at a rate that is less than \$0.80 per \$100 of assessed valuation.

(d) Once all the conditions of subsection (c) have been met, the Annual Payment shall be reduced by an amount equal to the decrease in the District debt service tax rate. For example, if the Board of Directors of the District sets a debt service tax rate of \$0.79 per \$100 of assessed valuation (a decrease of \$0.01), the Annual Payment will be reduced by \$0.01 to \$0.14 per \$100 of assessed valuation. The Annual Payment will be recalculated annually, and will continue to be reduced to the extent that the District debt service tax rate is decreased. For example, if the Board of Directors of the District sets a debt service tax rate of \$0.70 per \$100 of assessed valuation (an aggregate decrease of \$0.10), the Annual Payment would be \$0.05 per \$100 of assessed valuation. Once the Annual Payment is reduced, it shall not thereafter be increased, and any increase in the District debt service tax rate does not affect the calculation of the Annual Payment.

(e) Notwithstanding anything contained in subsection (d), the Annual Payment associated with the Additional Tract, and any additional land annexed into the District in the future (other than Exhibit D Land), shall not be decreased until the Annual Payment associated with the Current Tract has been decreased to \$0.10 per \$100 of assessed valuation, at which time the Annual Payments for both the Current Tract and the Additional Tract, and any additional land annexed into the District in the future (other than Exhibit D Land), shall decrease, so long as all other necessary conditions have been met as required in subsection (c), at the same rate.

(f) If the District debt service tax rate decreases to the rate of \$0.65 per \$100 of assessed valuation, the City is thereafter relieved of any obligation to make any Annual Payments pursuant to this Agreement. Any subsequent increase in the District debt service tax rate does not obligate the City to again make Annual Payments.

2. Except as specifically amended in this Amendment, the Agreement shall remain in full force and effect in accordance with its original terms and conditions.

3. Capitalized terms used herein shall have the same meanings given them in the Agreement.

[The remainder of the page is intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment in multiple copies, each of equal dignity, as of the date set forth on the first page hereof.

THE CITY OF PEARLAND, TEXAS

By: _____
City Manager

ATTEST:

By: _____
City Secretary

(SEAL)

APPROVED AS TO FORM:

By: _____
City Attorney

HARRIS COUNTY MUNICIPAL UTILITY
DISTRICT NO. 509

By: _____
President, Board of Directors

ATTEST:

By: _____
Secretary, Board of Directors

(SEAL)

**EXHIBIT A
CURRENT TRACT
METES AND BOUNDS**

EXHIBIT A

October 21, 2014
Job No. 1326-0002

DESCRIPTION OF
502.778 ACRES
REVISED BOUNDARY FOR
HARRIS COUNTY MUNICIPAL
UTILITY DISTRICT NO. 509

All that certain tract or parcel containing 502.778 acres of land in the Thomas J. Green Survey, A-290, Harris County, Texas, the G.C. Smith Survey, A-547, Brazoria County, Texas, being all of Lots 1 and 2, Section 18, Kanawha-Texas Company Subdivision of parts of Sections 18 and 22, H.T. & B. RR. Co., a subdivision of record in Volume 02, Page 51, Brazoria County Plat Records, (B.C.P.R.), said Lots 1 and 2 conveyed to Meritage Homes of Texas, LLC by an instrument of record under File Number 2014029728, of the Official Public Records of said Brazoria County, (B.C.O.P.R.), being all or parts of Lots 2, 3, 4 and 5; Lots 7, 8, 9, 10; 11, 12, 13 and 14, Lots 16, 17, 18, 19, 20 and 21; Lots 28, 29, 30, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 50 and 53; Lots 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 68 and 69; Lots 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83; 84 and 85, Lots 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100 and 101; Lots 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118 and 119 of the Allison Richey Gulf Coast Home Company Part of Suburban Gardens, Section "G", a subdivision of record on Volume 4, Page 48 of the Map Records of said Harris County (H.C.M.R.), more particularly being all of that certain tract called 346.718 acres conveyed to Meritage Homes of Texas, LLC by an instrument of record in File Number 20130470069, Official Public Records of Real Property of said Harris County (H.C.O.P.R.R.P.), all of that certain tract called Lot 63 conveyed to Meritage Homes of Texas, LLC by an instrument of record in File Number 20140226430, H.C.O.P.R.R.P., all of that certain tract called Lot 36 and 37 conveyed to Meritage Homes by an instrument of record in File Number 20140455007, H.C.O.P.R.R.P., all of that certain tract called 63.704 acres conveyed to Meritage Homes of Texas, LLC by an instrument of record in File Number 20120427157, H.C.O.P.R.R.P., all of that certain tract called 26.568 acres conveyed to Pasadena Independent School District by an instrument of record in File Number 20120503078, H.C.O.P.R.R.P., all of that certain tract called 5.941 acres conveyed to the City Of Pearland by an instrument of record in File Number 2013040432, Official Public Records of Brazoria County, Texas (B.C.O.P.R.) said 5.941 acres also recorded in File Number 20130475237, H.C.O.P.R.R.P., said 502.778 acres being more

502.778 acres

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particularly described in 2 parts by metes and bounds as follows, all bearings referenced to the Texas Coordinate System, South Central Zone (NAD 83);

PART ONE

BEGINNING at the southerly corner of Green Tee Terrace Section Seven, a subdivision of record on Film Code No. 352061 of said H.C.M.R., same being on a northerly line of that certain 80 foot wide tract called 3.636 acres conveyed to Houston Lighting & Power Company by an instrument of record in File No. E131167, H.C.O.P.R.R.P.;

Thence South $42^{\circ} 12' 07''$ West, 3,956.22 feet with said north line and with the north line of those certain 80 foot wide tracts conveyed to said Houston Lighting & Power Company in File No.'s E131167, D494447, D502503, and D478952, H.C.O.P.R.R.P. to a point for corner on the common line between Lot 119 and Lot 120 of the Allison Richey Gulf Coast Home Company Subdivision;

Thence North $48^{\circ} 21' 17''$ West, 562.36 feet with the common line between said Lot 119 and 120 to a point for corner, the common corner of Lots 102 and 103 and Lots 119 and 120 of said subdivision;

Thence North $42^{\circ} 07' 51''$ East, 329.97 feet with the common line between Lot 102 and 119 to a point for corner, the common corner of Lots 101 and 102 and Lots 118 and 119 of said subdivision;

Thence North $48^{\circ} 21' 17''$ West, 647.09 feet (called 660.00 feet) with the common line between Lot 101 and Lot 102 to a point for corner, the common corner of Lots 84 and 85 and Lots 101 and 102 of said subdivision;

Thence South $42^{\circ} 07' 51''$ West, 329.97 feet with the common line between Lot 85 and Lot 102 to a point for corner, the common corner of Lots 85 and 86 and Lots 102 and 103 of said subdivision;

Thence North $48^{\circ} 21' 17''$ West, 647.02 feet (called 660.00 feet) with the common line between Lot 85 and 86 to a point for corner, the common corner of Lot 85 and 86 and on the southerly line of Lot 69 of said subdivision;

Thence South $42^{\circ} 07' 56''$ West, 217.42 feet with the common line between Lots 69 and 86 to a point for corner, the easterly corner of that certain 210 foot wide strip of land recorded in Volume 2314, Page 127 of the Deed Records of said Harris County (H.C.D.R.);

Thence with the easterly lines of said 210 foot wide strip the following five (5) courses:

- 1) North $57^{\circ} 18' 18''$ West, 180.49 feet to a point for corner;
- 2) North $26^{\circ} 50' 46''$ West, 51.04 feet to a point for corner;
- 3) North $17^{\circ} 28' 08''$ West, 74.50 feet to a point for corner;
- 4) North $13^{\circ} 24' 13''$ West, 217.19 feet to a point for corner;
- 5) North $27^{\circ} 01' 02''$ West, 190.55 feet to a point for corner on the common line between Lots 53 and 69 of said subdivision;

Thence South $42^{\circ} 07' 56''$ West, 206.43 feet with the common line between said Lots 53 and 69 to a point for corner on the centerline of Clear Creek, same being the common west corner of said Lots 53 and 69 of said subdivision;

Thence upstream with the centerline of Clear Creek and with the westerly lines of Lot No. 53 the following eight (8) courses:

- 1) North $28^{\circ} 13' 31''$ West, 143.02 feet to a point for corner;
- 2) North $23^{\circ} 23' 07''$ West, 48.31 feet to a point for corner;

502.778 acres

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- 3) North $10^{\circ} 53' 08''$ West, 63.46 feet to a point for corner;
- 4) North $02^{\circ} 14' 45''$ East, 122.33 feet to a point for corner;
- 5) North $07^{\circ} 56' 37''$ East, 104.06 feet to a point for corner;
- 6) North $16^{\circ} 35' 53''$ East, 260.10 feet to a point for corner;
- 7) North $14^{\circ} 33' 10''$ West, 63.63 feet to a point for corner;
- 8) North $31^{\circ} 21' 48''$ West, 120.50 feet to a point for corner, the common west corner of Lots 38 and 53 of said subdivision;

Thence continuing upstream with the centerline of said Clear Creek and with the westerly lines of said Lot 38 the following eight (8) courses;

- 1) North $31^{\circ} 53' 45''$ West, 50.27 feet to a point for corner;
- 2) North $25^{\circ} 54' 16''$ West, 80.45 feet to a point for corner;
- 3) North $21^{\circ} 23' 03''$ West, 81.24 feet to a point for corner;
- 4) North $37^{\circ} 23' 51''$ West, 68.61 feet to a point for corner;
- 5) North $54^{\circ} 27' 29''$ West, 96.35 feet to a point for corner;
- 6) North $66^{\circ} 17' 03''$ West, 136.22 feet to a point for corner;
- 7) North $08^{\circ} 30' 00''$ West, 227.09 feet to a point for corner;

502.778 acres

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- 8) North $37^{\circ} 54' 35''$ West, 259.34 feet to a point for corner, the northwesterly corner of said Lot 38 of said subdivision, said point also being on the southeasterly line of the residue of that certain called 74.286 acre tract conveyed to Beazer Homes Texas, L.P. by an instrument of record under File Number 20130236030, H.C.O.P.R.R.P.;

Thence, along the northerly line of Lots 38 and 37 of said Section "G" and along the southeasterly line of said 74.286 acre tract the following three (3) courses:

- 1) North $75^{\circ} 42' 30''$ East, along a northerly line of Lot 37 of said Section "G", 780.16 feet to a point for an interior corner of said Lot 37;
- 2) North $13^{\circ} 31' 58''$ West, 224.60 feet to a point for the common west corner of Lots 25 and 37 of said Section "G";
- 3) North $43^{\circ} 00' 58''$ East, 1,893.96 feet with the northerly line of the north one-half of Lots 34 and 35 and the common line between Lots 22, 23, 24 and 25 and Lots 32, 33, 34 and 35 of said subdivision to a point for corner, the common corner of Lots 22 and 32 of said subdivision;

Thence South $48^{\circ} 31' 38''$ East, 644.19 feet (called 660.00 feet) with the common line between Lots 31 and 32 to a point for corner, the common corner of Lots 31 and 32 and Lots 44 and 45 of said subdivision;

Thence North $42^{\circ} 07' 37''$ East, 330.00 feet with the common line between Lots 31 and 44 to a point for corner, the common corner of Lots 30 and 31 and Lots 43 and 44 of said subdivision;

Thence North $48^{\circ} 21' 38''$ West, 647.20 feet (called 660.00 feet) with the common line between Lots 30 and 31 to a point for corner, the common corner of Lots 20 and 21 and Lots 30 and 31 of said subdivision;

502.778 acres

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Thence South $42^{\circ} 07' 41''$ West, 331.88 feet with the common line between Lots 21 and 31 to a point for corner, the common corner of Lots 21 and 31 of said subdivision;

Thence North $48^{\circ} 19' 04''$ West, 656.74 feet with the common line between Lots 21 and 22 to a point for corner, the common corner of Lots 12 and 13 and Lots 21 and 22 of said subdivision;

Thence South $43^{\circ} 03' 19''$ West, 659.61 feet with the common line between Lots 13 and 14 and Lots 22 and 23 to a point for corner, the common corner of Lots 14 and 15 and Lots 23 and 24 of said subdivision;

Thence North $48^{\circ} 19' 04''$ West, 1,054.75 feet with the common line between Lots 14 and 15 and Lots 5 and 6 to a point for corner, on the arc of a curve whose center bears South $48^{\circ} 12' 37''$ East, on the northerly line of that certain tract called 5.941 acres conveyed to the City Of Pearland by an instrument of record in File Number 2013040432, Official Public Records of Brazoria County, Texas (B.C.O.P.R.), said 5.941 acres also recorded in File Number 20130475237, H.C.O.P.R.R.P.;

Thence along the northerly line of said 5.941 acre tract the following eight (8) courses:

- 1) 98.63 feet along the arc of a non-tangent curve to the right, having a radius of 2,060.00 feet, a central angle of $02^{\circ} 44' 36''$ and a chord which bears North $43^{\circ} 09' 41''$ East, 98.62 feet to a point for corner;
- 2) North $44^{\circ} 31' 58''$ East, 100.00 feet to a point for corner, the beginning of a curve;
- 3) 97.02 feet along the arc of a tangent curve to the left, having a radius of 1,940.00 feet, a central angle of $02^{\circ} 51' 55''$ and a chord which bears North $43^{\circ} 06' 01''$ East, 97.01 feet to a point for corner;
- 4) North $41^{\circ} 40' 03''$ East, 1,436.67 feet to a point for corner, the beginning of a curve;

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- 5) 98.62 feet along the arc of a tangent curve to the right, having a radius of 2,060.00 feet, a central angle of $02^{\circ} 44' 35''$ and a chord which bears North $43^{\circ} 02' 20''$ East, 98.61 feet to a point for corner;
- 6) North $44^{\circ} 24' 38''$ East, 100.00 feet to a point for corner, the beginning of a curve;
- 7) 143.97 feet along the arc of a tangent curve to the left, having a radius of 1,940.00 feet, a central angle of $04^{\circ} 15' 07''$ and a chord which bears North $42^{\circ} 17' 04''$ East, 143.93 feet to a point for corner;
- 8) North $40^{\circ} 09' 31''$ East, 82.25 feet to a point for corner;

Thence South $48^{\circ} 19' 29''$ East, 430.20 feet departing said northerly line with the common line between said Lot 1 and Lot 2 to a point for corner on the northerly line of Lot 8 of said subdivision;

Thence North $43^{\circ} 03' 23''$ East, 482.95 feet with the common lines between Lots 1, 7 and 8 to a point for corner, the easterly corner of Lot 1, the northerly corner of Lot 7 of said subdivision, same being on an easterly line of said subdivision and on an easterly line of said Green Survey;

Thence South $48^{\circ} 18' 55''$ East, 624.94 feet with the easterly line of said Lot 7 of said subdivision, with the common line between said subdivision and said survey line to a point for corner, the common corner between Lots 7 and 16 of said subdivision;

Thence South $48^{\circ} 20' 17''$ East, 8.02 feet with the easterly line of Lot 16 of said subdivision, with the common line between said subdivision and said survey line to a point for corner;

Thence South $41^{\circ} 35' 04''$ West, 658.48 feet (called 660.00 feet) departing said common line to a point for corner on the common line between Lots 17 and 18 of said subdivision;

502.778 acres

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Thence South $48^{\circ} 21' 15''$ East, 1,379.61 feet with the common line between Lots 17 and 18 and Lots 27 and 28 and with a southeasterly extension of said common line to a point for corner on a northerly line of that certain tract conveyed to the Pasadena Independent School District by an instrument of record on Film Code No. 628181, H.C.M.R. and on the arc of a curve whose center bears South $48^{\circ} 44' 52''$ East;

Thence with the northerly lines of said 15.00 acre tract the following two (2) courses:

- 1) 410.05 feet along the arc of a non-tangent curve to the left, having a central angle of $27^{\circ} 00' 18''$, a radius of 870.00 feet and a chord which bears South $27^{\circ} 44' 59''$ West, 406.27 feet to a point for corner, a point of compound curve;
- 2) 42.37 feet along the arc of a curve to the left, having a central angle of $97^{\circ} 06' 49''$, a radius of 25.00 feet and a chord which bears South $31^{\circ} 01' 10''$ East, 37.48 feet to a point for corner at the end of said curve;

Thence with the westerly lines of said 15.00 acre tract the following two (2) courses:

- 1) South $79^{\circ} 34' 34''$ East, 78.55 feet to a point for corner, the beginning of a curve;
- 2) 526.73 feet along the arc of a curve to the right, having a central angle of $24^{\circ} 32' 10''$, a radius of 1,230.00 feet and a chord which bears South $67^{\circ} 18' 29''$ East, 522.71 feet to a point for corner;

Thence North $41^{\circ} 35' 56''$ East, 852.05 feet to a point for corner on the westerly line of that certain tract called 5.721 acres conveyed to Houston Lighting & Power Company by an instrument of record in File No. D592804, H.C.O.P.R.R.P.;

Thence South $48^{\circ} 18' 49''$ East, 1,803.20 feet with the westerly line of said 5.721 acre tract and with a westerly line of that certain tract called 1.938 acres conveyed to Houston Lighting & Power Company by an instrument of record in File No. D482104, H.C.O.P.R.R.P., to a point for corner on the northerly line of the aforesaid Green Tee Terrace Section Seven;

502.778 acres

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Thence South 42° 14' 25" West, 1,318.98 feet with a northerly line of said Green Tee Terrace to a point for corner, the westerly corner of said Green Tee Terrace;

Thence South 48° 19' 06" East, 579.30 feet with the westerly line of said Green Tee Terrace to the POINT OF BEGINNING and containing 482.097 gross acres of land however Less and Except the following 2 tracts of land.

Less & Except 4.894 acres

All that certain tract or parcel containing 4.894 acres of land in the Thomas J. Green Survey, A-290, Harris County, Texas, more particularly being all of Lot 49 of the Allison Richey Gulf Coast Home Company Part of Suburban Gardens, Section "G", a subdivision of record on Volume 4, Page 48 of the Map Records of said Harris County, Texas, (H.C.M.R.) said Lot 49 conveyed to Joseph E. Bloodworth by an instrument of record in File Number J641062, Official Public Records of Real Property of said Harris County, (H.C.O.P.R.R.P.);

BEGINNING at the common corner of Lots 48, 49, 63 and 64 of said Section "G", same point being the west corner of that certain tract called Lot 63 conveyed to Meritage Homes of Texas, LLC by an instrument of record in File Number 20140226430, H.C.O.P.R.R.P.;

Thence, South 42° 07' 46" West, 329.64 feet along the common line of Lots 49 and 64 to a point for corner, the common corner of Lots 49, 50, 64 and 65 of said Section "G";

Thence, North 48° 23' 19" West, 646.93 feet along the common line of Lots 49 and 50 to a point for corner, the common corner of Lots 36, 37, 49 and 50 of said Section "G";

Thence, North 42° 07' 26" East, 330.02 feet along the common line of Lots 36 and 49 to a point for corner, the common corner of Lots 35, 36, 48 and 49 of said Section "G";

Thence, South 48° 21' 17" East, 646.96 feet along the common line of Lots 48 and 49 to the POINT OF BEGINNING and containing 4.894 acres of land.

Less & Except 14.710 acres

All that certain tract or parcel containing 14.710 acres of land in the Thomas J. Green Survey, A-290, Harris County, Texas, more particularly being all of Lots 51, 52 and 67 of the Allison Richey Gulf Coast Home Company Part of Suburban Gardens, Section "G", a subdivision of record on Volume 4, Page 48 of the Map Records of said Harris County, Texas, (H.C.M.R.) said Lots 51, 52 and 67 conveyed to The Villas Master Association by an instrument of record in File Number Y176043, Official Public Records of Real Property of said Harris County, (H.C.O.P.R.R.P.);

BEGINNING at the common corner of Lots 67, 68, 83 and 84 of said Section "G", same point being the northwest corner of that certain tract called Tract Two, 2.2727 acre drainage easement conveyed to Green Tee Terrace Section Seven, a subdivision of record on Film Code No. 352061 of said H.C.M.R.;

Thence, North 48° 21' 17" West, 1,293.77 feet with the common line between Lots 52 and 53 and Lots 67 and 68 to a point for corner, the common corner of Lots 52 and 53 of said Section "G", on the southerly line of Lot 38 of said Section "G";

Thence, North 42° 07' 25" East, 328.66 feet with the common line between Lots 38 and 52 to a point for corner, the common corner of Lots 37, 38, 51 and 52 of said Section "G";

Thence, North 42° 03' 40" East, 332.07 feet with the common line between Lots 37 and 51 to a point for corner, the common corner of Lots 50 and 51 of said Section "G";

Thence, South 48° 23' 25" East, 646.75 feet with the common line between Lots 50 and 51 to a point for corner, the common corner of Lots 50, 51, 65 and 66 of said Section "G";

Thence, South 42° 07' 46" West, 330.00 feet with the common line between Lots 51 and 66 to a point for corner, the common corner of Lots 51, 52, 66 and 67 of said Section "G";

502.778 acres

October 21, 2014
Job No. 1326-0002

Thence South 48° 19' 44" East, 647.11 feet with the common line between Lots 66 and 67 to a point for corner, the common corner of Lots 66, 67, 82 and 83 of said Section "G";

Thence South 42° 07' 55" West, 330.15 feet with the common line between Lots 67 and 83 to the POINT OF BEGINNING and containing 14.710 acres of land.

Said Part One resulting in 462.493 net acres of land.

PART TWO

All of that certain tract or parcel containing 40.285 acres of land located in the G.C. Smith Survey, Abstract 547, Brazoria County, Texas, being all of Lots 1 and 2, Section 18, Kanawha-Texas Company Subdivision of parts of Sections 18 and 22, H.T. & B. RR. Co., a subdivision of record in Volume 02, Page 51, Brazoria County Plat Records, (B.C.P.R.), said Lots 1 and 2 conveyed to Meritage Homes of Texas, LLC by an instrument of record under File Number 2014029728, of the Official Public Records of said Brazoria County, (B.C.O.P.R.), said 40.285 acre tract being more particularly described by metes and bounds as follows, all bearings referenced to the Texas Coordinate System, South Central Zone (NAD 83);

BEGINNING at a point marking the southeast corner of said Lot 2, Section 18, from which the northeast corner of Lot 1, Block 1, Final Plat of Massey Ranch Elementary, a subdivision of record in Volume 24, Page 353, B.C.P.R., bears South 87° 19' 40' West, 38.04 feet;

Thence, South 87° 19' 40" West, 1,319.22 feet (plat 1,320 feet) with the north line of said Final Plat of Massey Ranch Elementary, to a point for corner;

Thence, South 87° 23' 11" West, with the north line of Lot 4 of said Section 18, passing at 660.97 feet a point marking the northwest corner of that certain tract conveyed to Terry G. Woods, et ux by an instrument of record dated February 16, 2001 of record under File Number 01-007792, B.C.O.R. and marking the northeast corner of that certain tract conveyed to Victor Regalado, et ux by an instrument of record dated August 28, 1997 of record under File Number

502.778 acres

October 21, 2014
Job No. 1326-0002

97-035062, B.C.O.R., continuing in all a total distance of 1,338.44 feet (plat 1,320 feet) (called 1,338.00 feet per above referenced deeds) to a point for corner;

Thence, North 02° 41' 03" West, with the west line of said Lot 1, Section 18, 660.00 feet to a point for corner;

Thence, North 87° 21' 45" East, with the north line of said Lot 1, Section 18, a distance of 1,338.20 feet (plat 1,320 feet) to a point for the northeast corner of said Lot 1, Section 18 and the northwest corner of said Lot 2, Section 18;

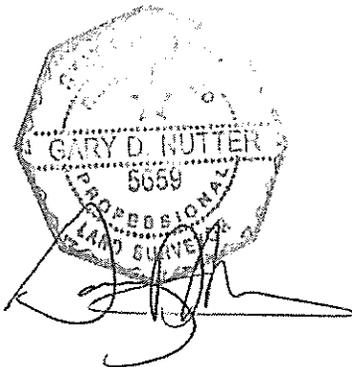
Thence, North 87° 21' 45" East, with the north line of said Lot 2, Section 18, a distance of 1,320.00 feet to a point for corner;

Thence, South 02° 38' 15" East, with the east line of said Lot 2, Section 18, a distance of 659.77 feet (plat 660.00 feet), to the POINT OF BEGINNING and containing 40.285 acres of land.

Said Part One and Part Two containing a total of 502.778 acres of land.

"This document, 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 boundary of the political subdivision for which it was prepared."

LJA Engineering, Inc.



**EXHIBIT B
ADDITIONAL TRACT
METES AND BOUNDS**

DESCRIPTION OF
26.522 ACRES
PROPOSED ZONE BOUNDARY

Being 26.522 acres of land located in the Thomas J. Green Survey, Abstract No. 198, Brazoria County, Texas, out of the 140.6899 acre tract conveyed to Martha Alexander Crouch by instrument of record in Volume 1595, Page 422 of the Deed Records of Brazoria County, Texas, and the 172.0566 acre tract conveyed to Robert L. Alexander by instrument of record in Volume 1725, Page 120 of the Deed Records of Brazoria County, Texas and being more particularly described by metes and bounds as follows (all bearings referenced to the Texas Coordinate System, South Central Zone, NAD 83, 2001 adjustment);

BEGINNING at a 1/2" iron rod found for the northwest corner of BANBURY CROSS SECTION IV, a subdivision of record in Volume 19, Page 487-488 of the Plat Records of Brazoria County, Texas, common to the northwest corner of Lot 13, Block 11 of said BANBURY CROSS SECTION IV, in the southeast line of said 172.0566 acre tract;

THENCE South 41° 41' 44" West – 605.22', along the southeast line of said 172.0566 acre tract, common to the northwest line of said BANBURY CROSS SECTION IV, to the north corner of Lot 4, of said Block 11, common to the west corner of Lot 5, or said Block 11, from which a 5/8" iron rod bears North 15° 34' 21" West – 0.89';

THENCE North 46° 57' 51" West – 768.49' to point for corner, in the south line of the 3.644 acre tract described as Parcel 3, conveyed to City of Pearland recorded under Document Number 20050118363 of the Official Records of Brazoria County, Texas, from which a found 5/8-inch iron rod with cap stamped "RPLS 1718" bears North 45° 06' 48" West – 0.20';

THENCE North 41° 40' 34" East – 1169.42', along the southeast line of said 3.644 acre tract, and the southeast line of the 4.137 acre tract described as Parcel 5, conveyed to City of Pearland recorded under File Number 04-003782, of the Official Records of Brazoria County, Texas, to a 1/2" iron rod found for the east corner of said 4.137 acre tract, common to the south corner of the 0.149 acre tract described as Tract 1 conveyed to City of Pearland recorded under File Number 01-032032, of the Official Records of Brazoria County, Texas;

26.522 acre

May 11, 2015
Job No. 1727-7002

THENCE North $41^{\circ} 30' 50''$ East – 92.95', along the southeast line of said 0.149 acre tract, to a 1/2" iron rod found for an angle corner of said 0.149 acre tract;

THENCE South $86^{\circ} 05' 58''$ East – 44.24', along the south line of said 0.149 acre tract, to a found 5/8" iron rod with cap stamped "Wilson" for the found for the east corner of said 0.149 acre tract, in the southwest line of the 2.739 acre tract conveyed to City of Pearland, recorded in File Number 98-054852, of the Official Records of Brazoria County, Texas, common to the southwest right-of-way line of Pearland Parkway (130 feet wide);

THENCE South $48^{\circ} 23' 55''$ East – 365.36', along the southwest line of said 2.739 acre tract, common to the southwest right-of-way line of said Pearland Parkway, to a 1/2" iron rod found for the beginning of a curve to the right;

THENCE 532.98', continuing along the southwest line of said 2.739 acre tract, common to the southwest right-of-way line of said Pearland Parkway, and the 1.164 acre tract conveyed to City of Pearland, recorded under File Number 98-054881 of the Official Records of Brazoria County, Texas, along the arc of a tangent curve to the right, having a radius of 1805.00', a central angle of $16^{\circ} 55' 07''$, and a chord which bears South $39^{\circ} 56' 22''$ East – 531.05' to a 1/2" iron rod found for the end of curve;

THENCE South $31^{\circ} 28' 49''$ East – 210.23 feet to a 1/2" iron rod found for the west corner of that certain called 0.299 acre tract conveyed to City of Pearland, recorded under File Number 99-013566, of the Official Records of Brazoria County, Texas, in the northwest line of a 100 foot wide Drainage Easement conveyed to Brazoria County Drainage District Number 4 recorded under Volume 1736, Page 884, of the Deed Records of Brazoria County, Texas and under Volume 1760, Page 655, of the Deed Records of Brazoria County, Texas;

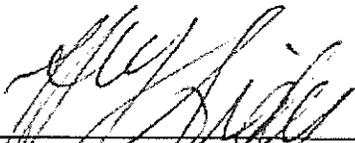
THENCE South $55^{\circ} 59' 45''$ West – 360.12', along said northwest easement line, to a 1/2" iron rod found for a point for corner in said easement;

26.522 acre

May 11, 2015
Job No. 1727-7002

THENCE South 18° 01' 00" East – 29.19', continuing along a west line of said easement, to a found 5/8" iron rod for the northeast corner of Lot 88, Block 8, of aforesaid BANBURY CROSS SECTION IV;

THENCE North 82° 38' 55" West – 356.36', along a northeast line of said BANBURY CROSS SECTION IV, to the POINT OF BEGINNING of the herein described tract and containing 26.522 acres of land.



Heather L. Sides, RPLS, CFedS
Registered Professional Land Surveyor
Texas Registration No. 5997



LJA Engineering, Inc.

EXHIBIT B
**METES AND
BOUNDS**

TRACT FOR
SUBDIVISION

12.569 acres of land, being the residue of a 16.5513 acre tract being all of lots 8, 9 & 12 and Part of lot 7 of partition of the East 1/2 of the Northwest 1/4 of Section 15, HT&B RR Co. Survey, A-241, Brazoria County, Texas, according to the Plat recorded in Vol. 441, Page 265 of the Deed Records of Brazoria County, Texas, and being more particularly described as follows:

COMMENCING at the Southwest corner of said Lot 12;

THENCE N 02 deg. 45 min. 06 sec. W along the West lines of lot 12 and 9 a distance of 211.76 feet to the POINT OF BEGINNING of the herein described tract;

THENCE continuing N 02 deg. 45 min. 06 sec. W along the West lines of lot 12 and 9 a distance of 1153.39 feet to a point for corner in the South R.O.W. line of Broadway (F.M. 518);

THENCE N 87 deg. 12 min. 50 sec. E along the South R.O.W. line of F.M. 518 a distance of 320.00 feet to a set 1/2 inch iron rod for corner;

THENCE S 02 deg. 46 min. 16 sec. E a distance of 573.08 feet to a found 3/8 inch iron rod for the Southeast corner of lot 7 in the North line of lot 9;

THENCE N 87 deg. 16 min. 00 sec. E along the North line of lot 9 a distance of 340.00 feet to a set 1/2 inch iron rod for the Northeast corner of lot 9;

THENCE S 02 deg. 46 min. 00 sec. E along the East lines of lots 9 and 12 a distance of 622.93 feet to a set 1/2 inch iron rod for corner;

THENCE South 87°14'54" West, a distance of 250.35 feet to a point for corner;

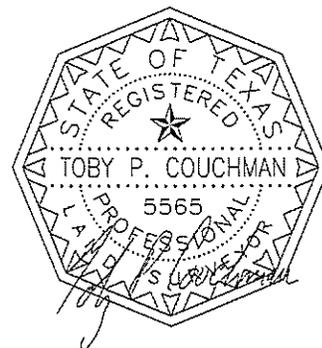
THENCE North 02°45'06" West, a distance of 130.00 feet to a point for corner;

THENCE South 87°14'54" West, a distance of 200.44 feet to a point of curvature of a curve to the left;

THENCE along said curve to the left, having a radius of 25.00 feet, a distance of 12.93 feet, having a chord bearing of South 72°25'44" West, a distance of 12.79 feet, being a point of reverse curve to the right;

THENCE along said curve to the right, having a radius of 50.00 feet, a distance of 65.46 feet, said curve having a chord bearing of North 84°53'04" West, a distance of 60.88 feet;

THENCE South 53°11'21" West, a distance of 165.24 feet to the POINT OF BEGINNING and containing 12.569 acres of land more or less.



**AGENDA REQUEST
BUSINESS OF THE CITY COUNCIL
CITY OF PEARLAND, TEXAS**

AGENDA OF:	08/10/2015	ITEM NO.:	Workshop Item
DATE SUBMITTED:	7/31/2015	DEPT. OF ORIGIN:	Finance
PREPARED BY:	Claire Bogard	PRESENTOR:	Sue Polka/Claire
REVIEWED BY:	Jon R. Branson	REVIEW DATE:	August 4, 2015
SUBJECT: Fiscal Year 2016 Budget – Workshop #2 – Effective Tax Rate, Five-Year CIP for General Government, Future Bond Referendum Scenarios and Debt Service Fund Five-Year Forecast			
EXHIBITS: Power Point Presentation Budget Books 1 and 2 (distributed on July 27, 2015)			
FUNDING:	<input type="checkbox"/> Grant	<input type="checkbox"/> Developer/Other	<input type="checkbox"/> Cash
	<input type="checkbox"/> Bonds To Be Sold	<input type="checkbox"/> Bonds- Sold	<input type="checkbox"/> L/P – To Be Sold
EXPENDITURE REQUIRED:	N/A	AMOUNT BUDGETED:	N/A
AMOUNT AVAILABLE:	N/A	PROJECT NO.:	
ACCOUNT NO	N/A		
ADDITIONAL APPROPRIATION REQUIRED:			
ACCOUNT NO.:			
PROJECT NO.:			
To be completed by Department:			
<input checked="" type="checkbox"/> Finance	<input type="checkbox"/> Legal	<input type="checkbox"/> Ordinance	<input type="checkbox"/> Resolution

EXECUTIVE SUMMARY

BACKGROUND

Pursuant to State law and according to City Charter, the City must adopt a budget by the last regularly scheduled Council meeting in September, prior to the beginning of the fiscal year. The budget must contain a complete financial statement of the City and the City must hold a public hearing on the budget and follow truth-in-taxation requirements. The budget process begins by reviewing the proposed annual budget for fiscal year 2016 through a series of budget workshops. Council had its first workshop on Monday, August 3rd. Tonight's Workshop #2 will allow staff to present the Effective Tax Rate information, Five-Year CIP for general government,

Building MOMENTUM



CITY OF PEARLAND

**Proposed Budget and
Multi-Year Forecast,
Five Year CIP**

Fiscal Year 2016 – 2020

August 10, 2015

Building MOMENTUM



FY 2016 Capital Projects Five Year Capital Improvement Program (General Government Only)

Recommended by
Planning & Zoning
on May 18, 2015

Debt Service Forecast



What is a Capital Improvement?

- Major, non-routine expenditure for new construction
- Improvements to existing buildings, facilities, and infrastructure
- \$100,000 +
- Long-life expectancy
- Results in the creation of an asset or extends the life of an existing asset
- Includes costs for design, legal fees, land, construction, etc.
- Does not include the purchase of a piece of equipment such as a fire truck.



Pearland Parkway Extension

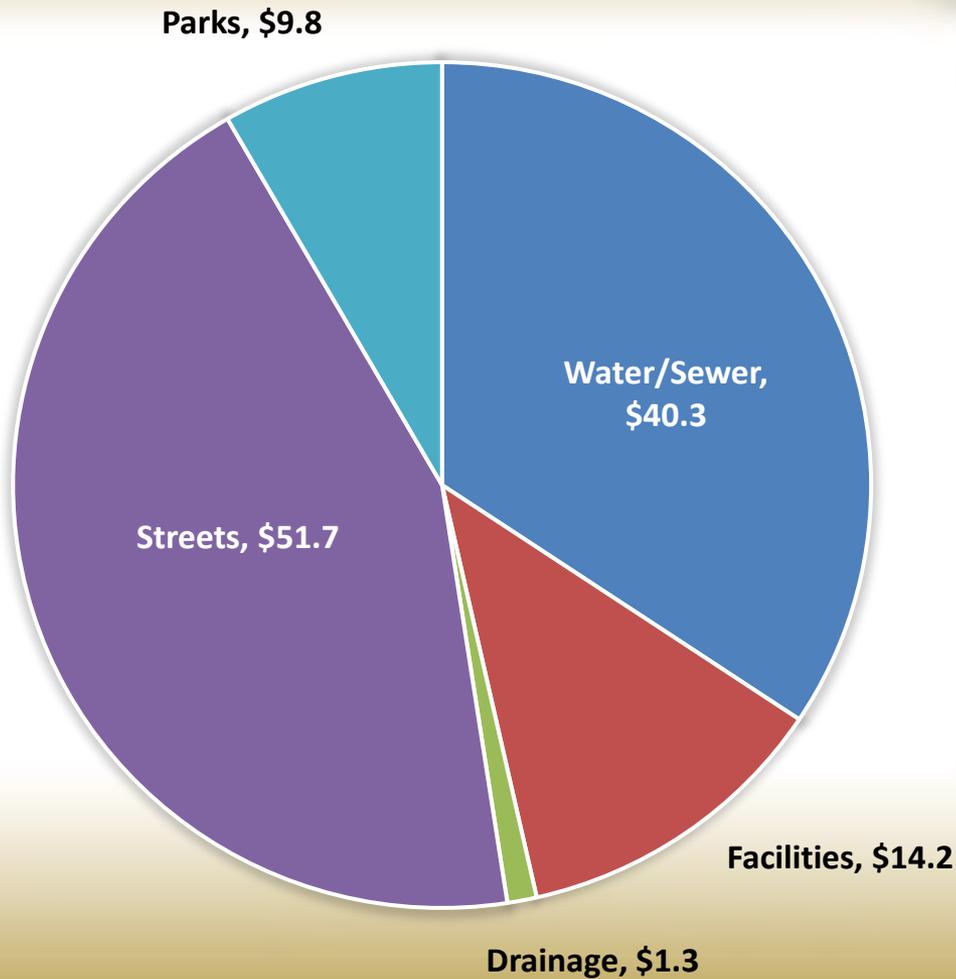


Fire Station # 3



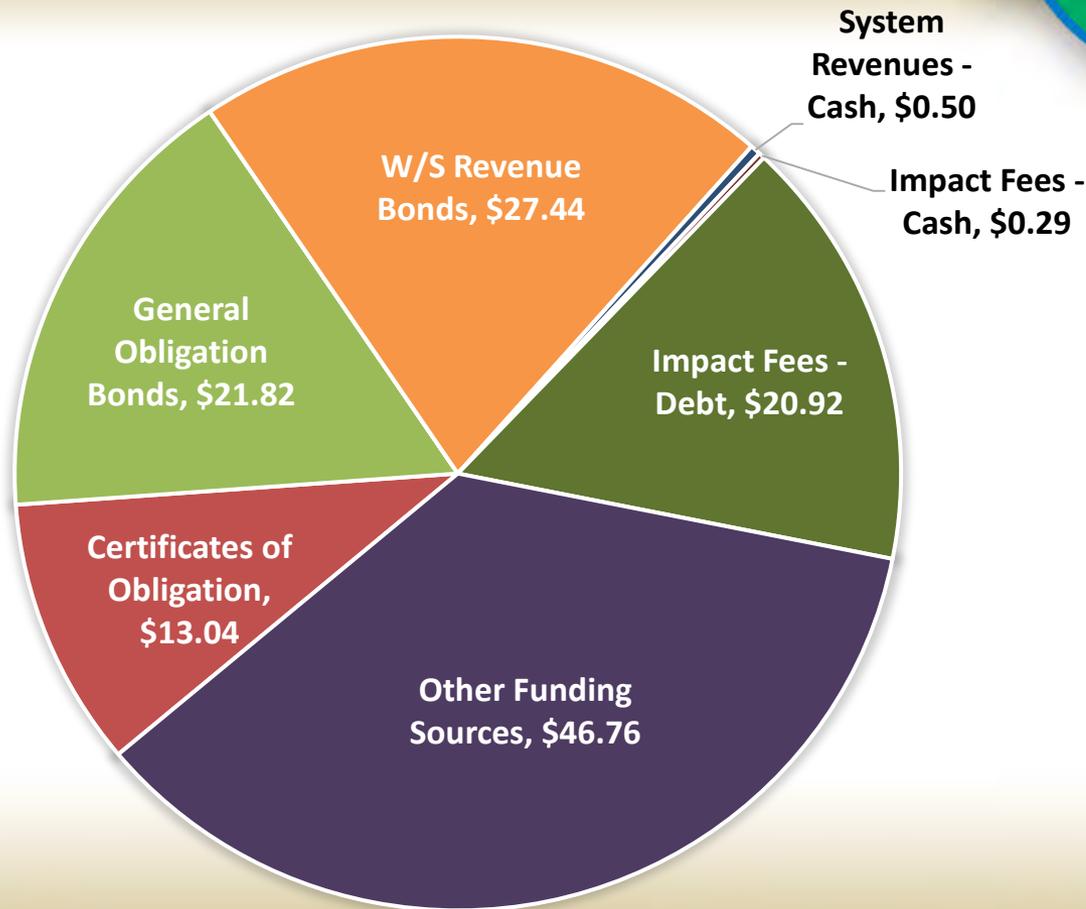
Fiscal Year 2016 CIP

\$117,330,741 - Uses



In millions

Fiscal Year 2016 CIP- \$130,763,723 Sources



In millions

Note – Sources are higher than Uses as the Texas Water Development Board financing for the expansion of the Reflection Bay Reclamation Plant is all in 2016 however the actual expenses will be over a 2-year period.



2016 Drainage CIP Uses & Sources

Cullen/FM 518 Detention Pond (Land/Design)	\$ 700,000
Old Townsite Drainage (Land/Design)	\$ 600,800
Total	1,300,800
GO Bonds to be Sold - 2016	\$ 1,073,769
Other Funding Sources	\$ 112,966
Cash on Hand	\$ 114,065



2016 Parks CIP Uses & Sources

Independence Park Phase I	\$ 1,906,803
Delores Fenwick Nature Center	\$ 790,122
Centennial Park Phase II	\$ 1,828,000
Shadow Creek Ranch Trail	\$ 1,624,755
Green Tee Terrace Trail	\$ 3,632,816
Total	\$ 9,782,496
GO Bonds to be Sold - 2016	\$ 3,865,861
Certificates of Obligation	\$ 1,514,577
Other Funding Sources	\$ 4,402,058

2016 Facilities CIP Uses & Sources



Tom Reid Library Expansion	\$ 4,343,300
City Hall Complex Renovations	\$ 5,245,081
Orange Street Service Center	\$ 3,800,100
Fire Station #8 (PER, Begin Design)	\$ 416,840
Fire Station #1 (Design)	\$ 405,000
Total	\$ 14,210,321
GO Bonds to be Sold - 2016	\$ 3,108,225
Certificates of Obligation	\$ 11,081,846
Other Funding Sources	\$ 20,250



2016 Streets CIP Uses & Sources

Bailey Road Extension - Veterans to FM 1128	\$ 18,244,345
Old Alvin Rd Widening - Plum Street to McHard Road (Land/Design)	\$ 1,514,800
Hughes Ranch Road (CR 403) - Cullen to Smith Ranch	\$ 17,344,591
Fite Road Extension - Veterans to McLean	\$ 3,631,172
Max Road Expansion - Hughes Ranch to Reid Blvd.	\$ 1,550,000
Regency Park Subdivision Paving	\$ 1,240,790
Kirby Drive Expansion - Broadway to CR 59	\$ 1,066,260
McHard Road Extension - Mykawa Road to Cullen Parkway (Land/Design)	\$ 4,378,289

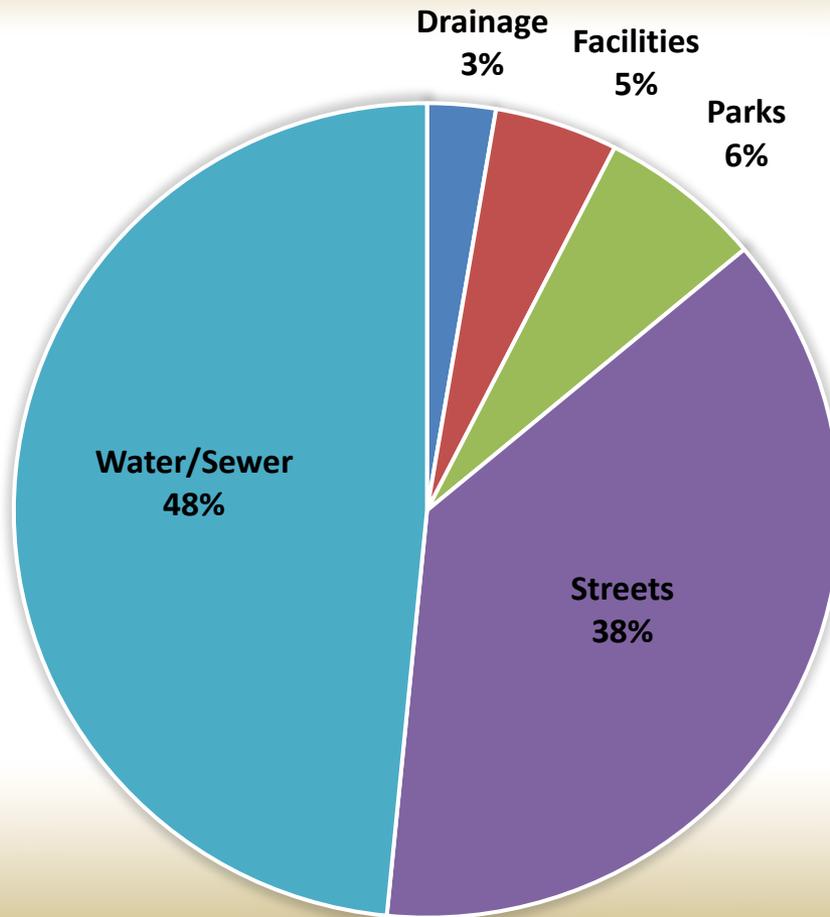


2016 Streets CIP Uses & Sources

Smith Ranch Road Expansion (CR 94) - Hughes Ranch to Broadway (Land)	\$ 916,803
Intersection Improvements	\$ 375,000
Safe Routes to School Improvements	\$ 1,477,952
Total	\$ 51,740,002
GO Bonds to be Sold - 2016	\$ 13,774,550
Certificates of Obligation	\$ 439,222
Other Funding Sources	\$ 37,373,277
Cash on Hand	\$ 152,953

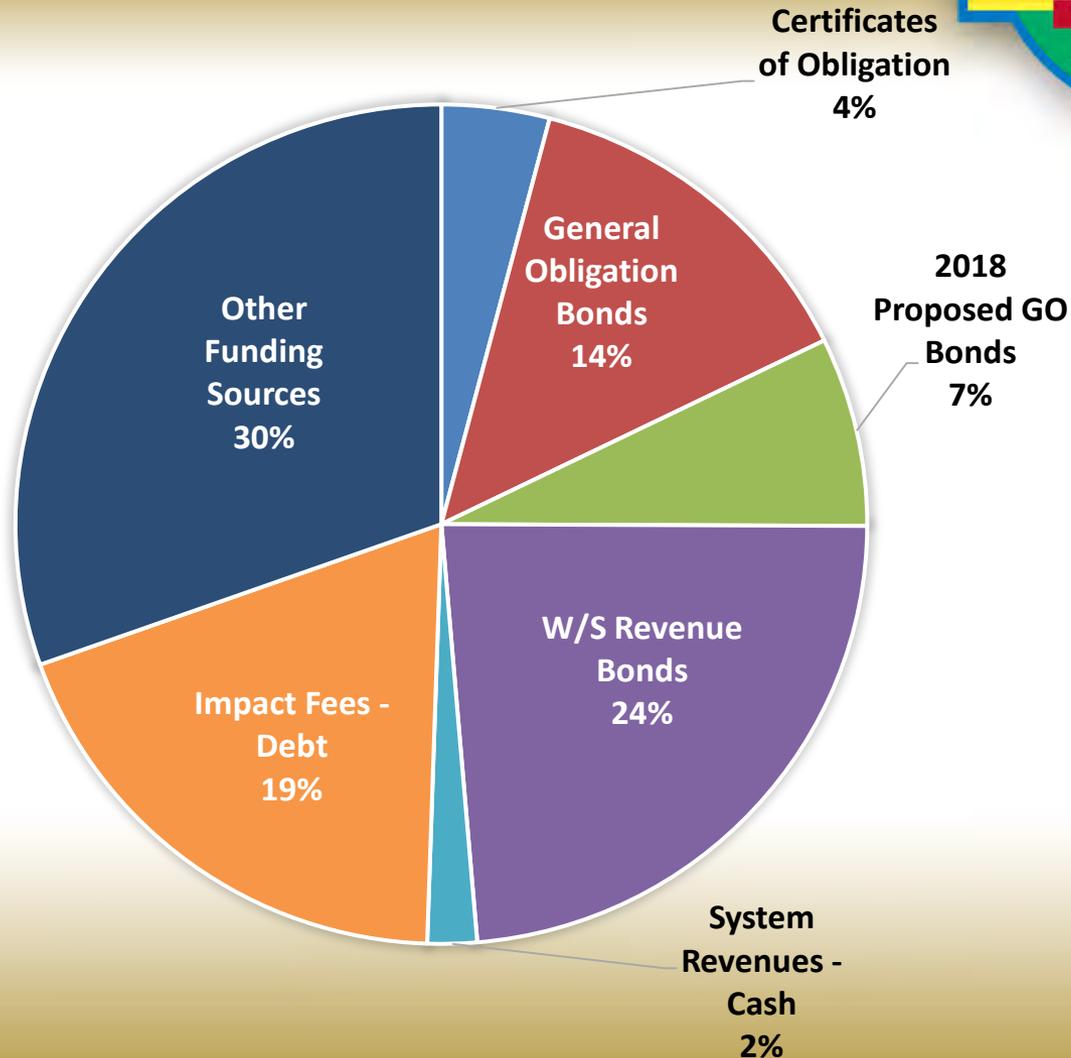
2016 – 2020 Five Year CIP

\$539,969,747 – Total Uses



2016 – 2020 Five Year CIP

\$539,969,747 – Total Sources



Five Year CIP Uses Summary



USE	2016	2017	2018	2019	2020	TOTAL
DRAINAGE	1,300,800	2,827,724	7,427,542	2,900,536	-	14,456,602
PARKS	9,782,496	4,222,631	7,854,748	6,010,500	6,832,000	34,702,375
FACILITIES	14,210,321	4,011,160	6,759,210	-	1,075,705	26,056,396
STREETS	51,740,002	32,174,387	48,494,081	18,941,778	51,803,000	203,153,248
WATER	3,630,570	19,136,050	15,958,005	43,327,962	35,750,000	117,802,587
WASTEWATER	36,666,552	54,337,520	28,023,922	22,710,545	2,060,000	143,798,539
TOTAL	117,330,741	116,709,472	114,517,508	93,891,321	97,520,705	539,969,747



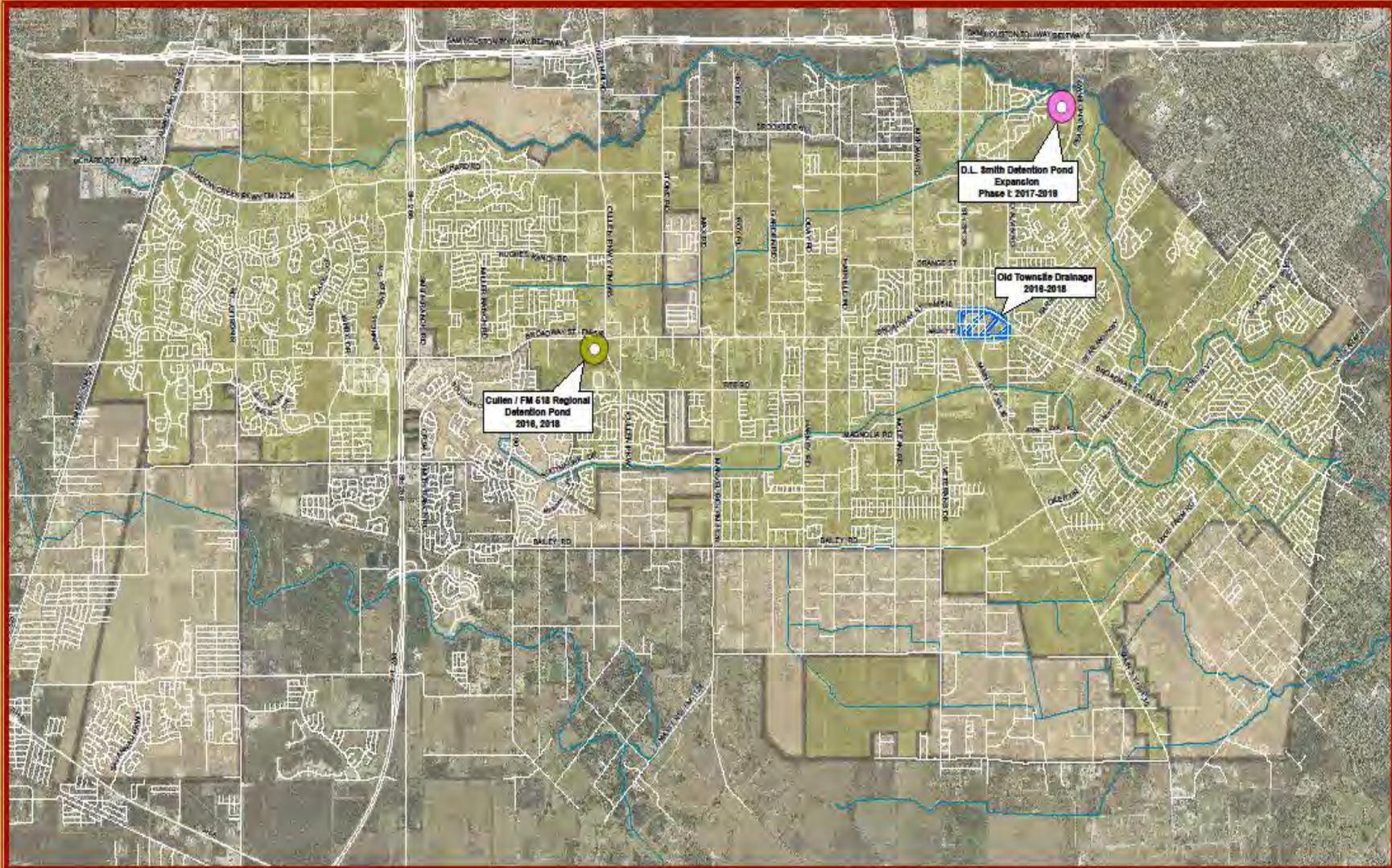
Drainage CIP - Uses

Project Name	2016	2017	2018	2019	2020	TOTAL
Cullen/FM 518 Detention Pond ⁽²⁾⁽³⁾	700,000	-	3,858,000	-	-	4,558,000
Old Townsite Drainage ⁽²⁾⁽³⁾	600,800	2,204,800	826,800	-	-	3,632,400
PER for Future Bond Referendum ⁽¹⁾	-	500,000	-	-	-	500,000
D.L. Smith Detention Pond Expansion Phase I ⁽²⁾	-	122,924	2,742,742	2,900,536	-	5,766,202
TOTAL	1,300,800	2,827,724	7,427,542	2,900,536	-	14,456,602

(1) Budget reduced

(2) Timing

(3) Budget Increased



CITY OF PEARLAND
2016 - 2020
Capital Improvement Projects
Drainage

-  Cullen/FM 518 Regional Detention Pond
-  D.L. Smith Detention Pond Expansion Phase I

-  Old Townsite Drainage
-  City Limits
-  ETJ



1:63,360 or 1 in = 1 miles
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 Miles
 This product is for informational purposes and may not have been prepared for use as a basis for legal, engineering, or surveying purposes. It does not represent an act of the ground survey and represents only the approximate relative location of property boundaries.

MAP PREPARED: JULY 2016
 CITY OF PEARLAND GIS DEPARTMENT

Parks CIP - Uses



Project Name	2016	2017	2018	2019	2020	TOTAL
Independence Park Phase I	1,906,803	1,522,460	-	-	-	3,429,263
Delores Fenwick Nature Center	790,122	1,335,531	-	-	-	2,125,653
Centennial Park Phase II	1,828,000	-	-	-	-	1,828,000
Shadow Creek Ranch Trail	1,624,755	-	-	-	-	1,624,755
Green Tee Terrace Trail	3,632,816	-	-	-	-	3,632,816
PER for Future Bond Referendum ⁽³⁾	-	613,000	-	-	-	613,000
Clear Creek Trail ⁽⁴⁾	-	751,640	5,495,248	-	-	6,246,888
JHEC Nature Trails Phase II ⁽²⁾	-	-	997,500	-	-	997,500
Independence Park Phase II ⁽⁴⁾	-	-	-	-	2,200,000	2,200,000
Park Equipment Recapitalization ⁽⁴⁾	-	-	500,000	500,000	500,000	1,500,000
Shadow Creek Ranch Park Phase II ⁽¹⁾	-	-	862,000	4,132,000	4,132,000	9,126,000
Trail Connectivity Phase III ⁽²⁾⁽³⁾	-	-	-	1,378,500	-	1,378,500
TOTAL	9,782,496	4,222,631	7,854,748	6,010,500	6,832,000	34,702,375

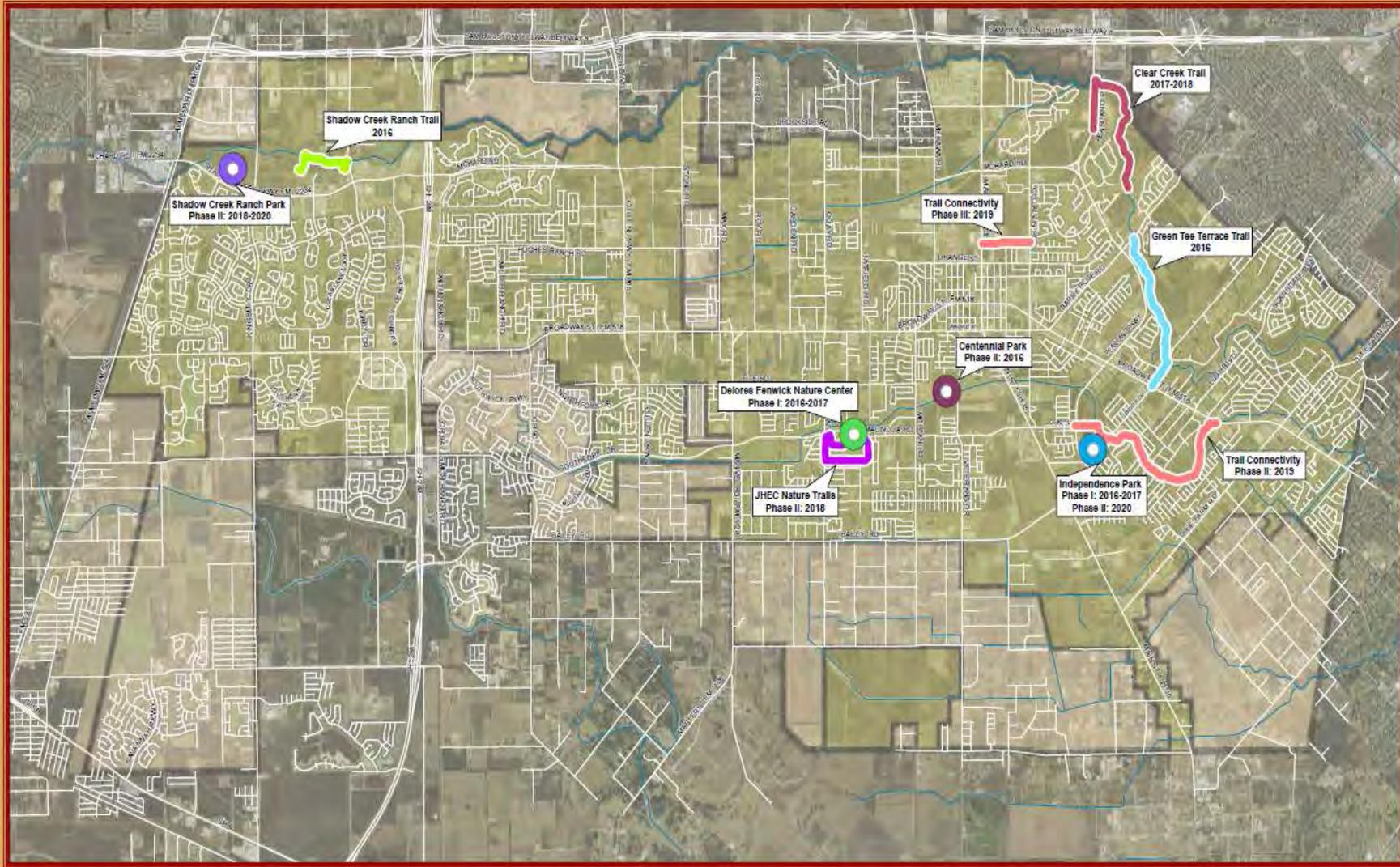
⁽¹⁾ Budget reduced

⁽²⁾ Timing

⁽³⁾ Budget increased

⁽⁴⁾ New Project

* Projects highlighted in yellow are part of the 2018 proposed bond referendum



CITY OF PEARLAND
2016 - 2020
Capital Improvement Projects
Parks

- Clear Creek Trail
- Green Tee Terrace Trail
- JHEC Nature Trails
- Shadow Creek Ranch Trail
- Trail Connectivity Phase III
- Centennial Park Phase II
- Delores Fenwick Nature Center
- Independence Park Phases I and II
- Shadow Creek Ranch Park Phase II
- City Limits
- ETJ

1:63,360 or 1 in = 1 miles

0 0.5 1 2
Miles

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MAP PREPARED: JULY 2016
 CITY OF PEARLAND GIS DEPARTMENT





Facilities CIP - Uses

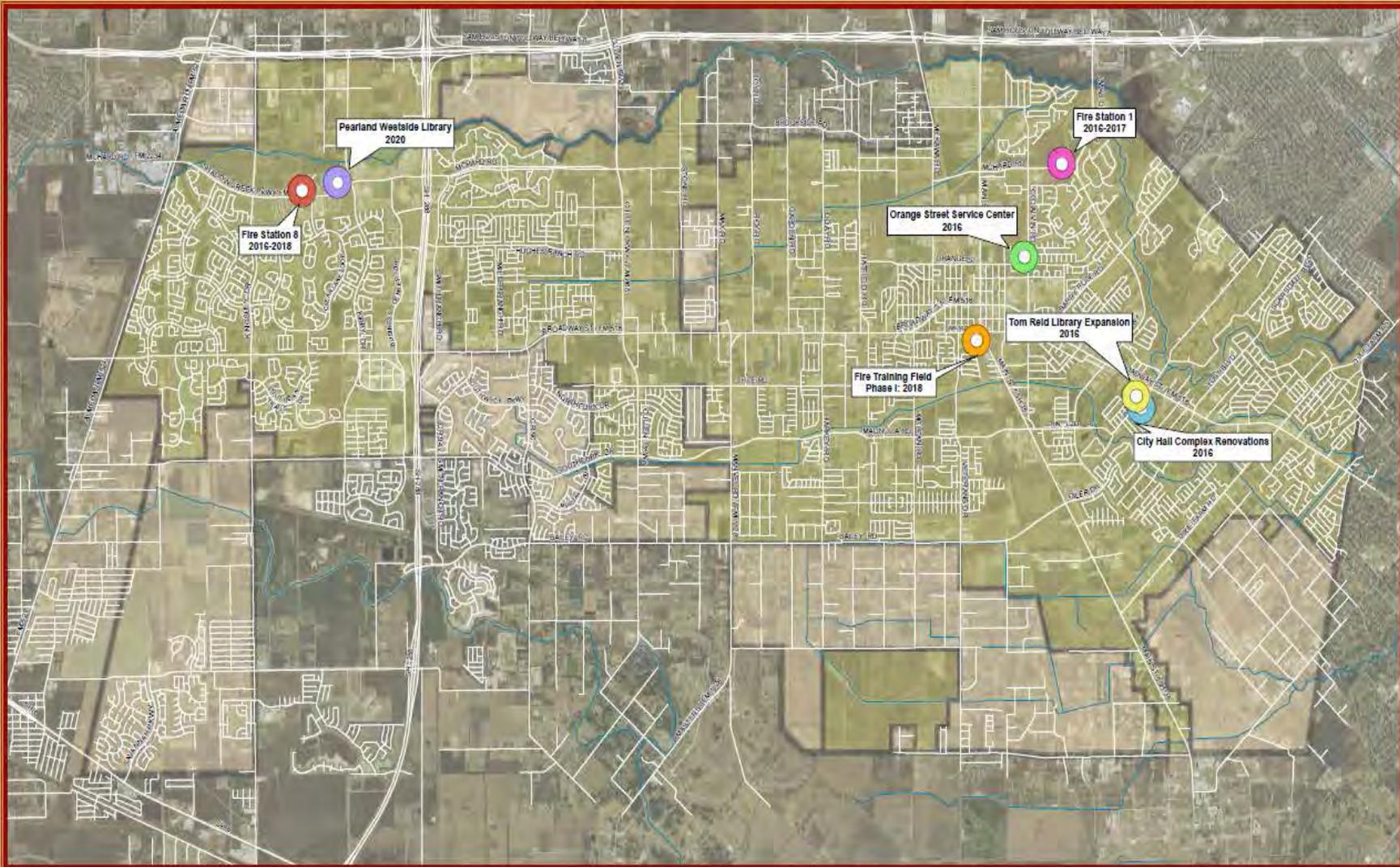
Project Name	2016	2017	2018	2019	2020	TOTAL
Tom Reid Library Expansion ⁽¹⁾⁽²⁾	4,343,300	-	-	-	-	4,343,300
City Hall Complex Renovations ⁽¹⁾⁽²⁾	5,245,081	-	-	-	-	5,245,081
Orange Street Service Center ⁽¹⁾⁽²⁾	3,800,100	-	-	-	-	3,800,100
Fire Station #1 ⁽²⁾	405,000	3,778,000	-	-	-	4,183,000
Fire Station #8 ⁽²⁾	416,840	233,160	6,259,210	-	-	6,909,210
Fire Training Field Phase I ⁽³⁾	-	-	500,000	-	-	500,000
Shadow Creek Library ⁽¹⁾⁽²⁾	-	-	-	-	1,075,705	1,075,705
TOTAL	14,210,321	4,011,160	6,759,210	-	1,075,705	26,056,396

(1) Timing

(2) Budget increased

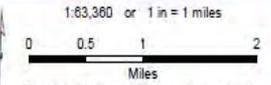
(3) New Project

* Projects highlighted in yellow are part of the 2018 proposed bond referendum



CITY OF PEARLAND
2016 - 2020
Capital Improvement Projects
Facilities

-  Pearland Westside Library
-  Fire Station 8
-  Fire Station 1
-  Fire Training Field
-  Orange Street Service Center
-  City Hall Complex Renovations
-  Tom Reid Library Expansion
-  City Limits
-  ETJ



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MAP PREPARED: JULY 2016
 CITY OF PEARLAND GIS DEPARTMENT



Streets CIP - Uses

Project Name	2016	2017	2018	2019	2020	TOTAL
Bailey Road Extension - Veterans to FM 1128	18,244,345	-	-	-	-	18,244,345
Old Alvin Rd Widening - Plum Street to McHard Road ⁽²⁾⁽³⁾	1,514,800	6,753,670	3,014,892	-	-	11,283,362
Mykawa Road Widening - Orange to McHard ⁽³⁾	-	1,341,601	4,584,982	7,691,778	-	13,618,361
Hughes Ranch Road (CR 403) - Cullen to Smith Ranch ⁽³⁾	17,344,591	8,808,945	-	-	-	26,153,536
Fite Road Extension - Veterans to McLean ⁽²⁾⁽³⁾	3,631,172	-	-	-	-	3,631,172
Max Road Expansion - Hughes Ranch to Reid Blvd. ⁽³⁾	1,550,000	-	-	-	-	1,550,000
Regency Park Subdivision Paving ⁽²⁾⁽³⁾	1,240,790	-	-	-	-	1,240,790
Kirby Drive Expansion - Broadway to CR 59 ⁽³⁾	1,066,260	-	-	-	-	1,066,260
McHard Road Extension - Mykawa Road to Cullen Parkway ⁽²⁾⁽³⁾	4,378,289	11,444,187	20,964,118	3,272,000	-	40,058,594
SH288 Tollway - CR 58 to US 59	-	-	-	-	-	-

(1) Budget reduced

(2) Timing

(3) Budget increased

(4) New Project

* Projects highlighted in yellow are part of the 2018 proposed bond referendum



Streets CIP - Uses

Project Name	2016	2017	2018	2019	2020	TOTAL
Smith Ranch Road Expansion (CR 94) - Hughes Ranch to Broadway ⁽³⁾	916,803	82,167	4,393,386	-	-	5,392,356
Intersection Improvements ⁽³⁾	375,000	353,000	353,000	353,000	353,000	1,787,000
Safe Routes to School Improvements ⁽¹⁾	1,477,952	1,260,551	-	-	-	2,738,503
PER for Future Bond Referendum ⁽³⁾	-	750,000	-	-	-	750,000
SH 288 Northbound Frontage Road - CR 59 to FM 518 (Broadway) ⁽⁴⁾	-	1,380,266	8,433,703	-	-	9,813,969
Broadway Expansion - SH 288 to Cullen ⁽⁴⁾	-	-	275,000	5,450,000	49,275,000	55,000,000
Pearland Parkway Traffic Circle Improvements ⁽⁴⁾	-	-	2,000,000	-	-	2,000,000
Pearland Parkway Superstreet Improvements ⁽⁴⁾	-	-	2,300,000	-	-	2,300,000
Street Reconstruction ⁽⁴⁾	-	-	2,175,000	2,175,000	2,175,000	6,525,000
TOTAL	51,740,002	32,174,387	48,494,081	18,941,778	51,803,000	203,153,248

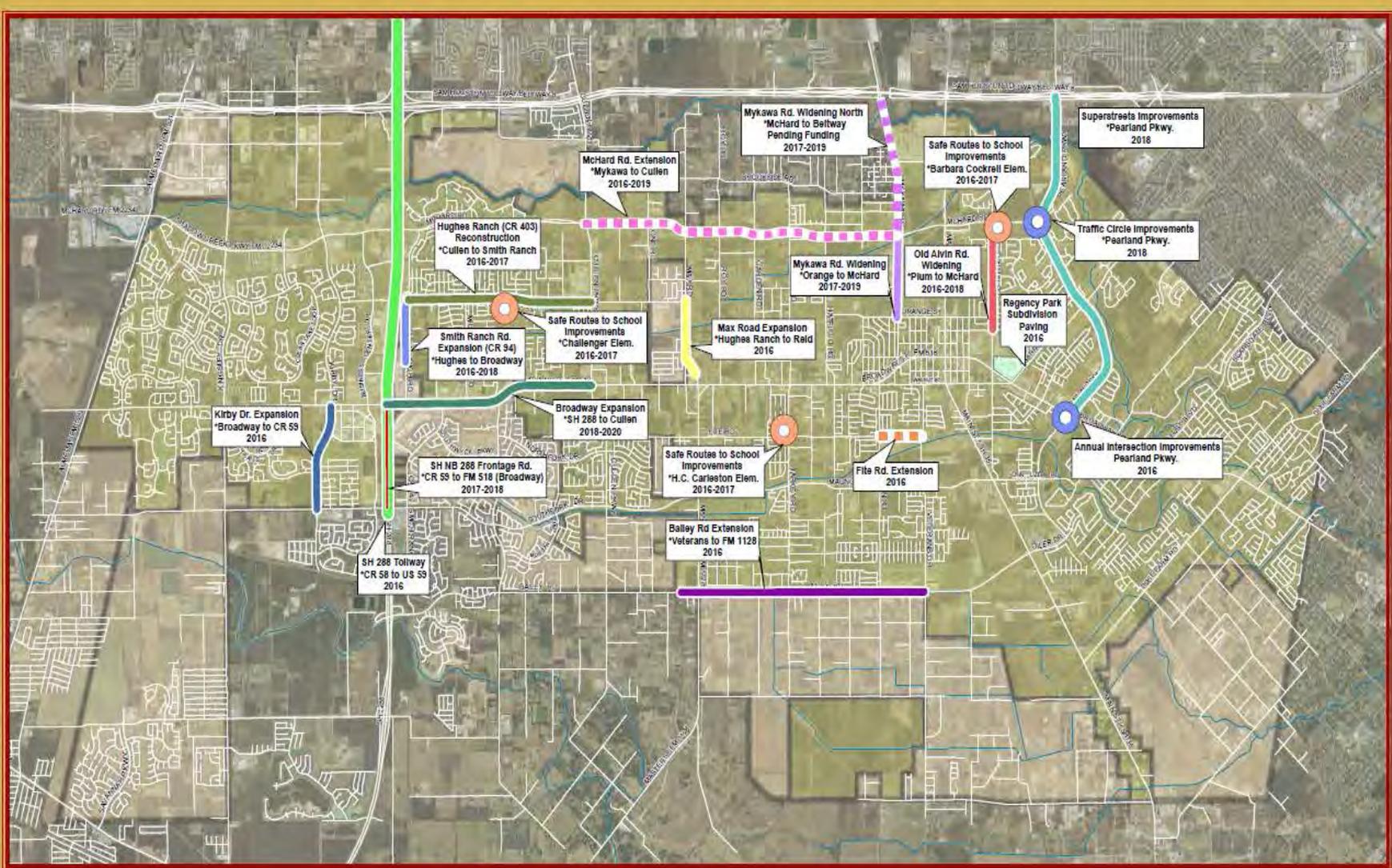
(1) Budget reduced

(2) Timing

(3) Budget increased

(4) New Project

* Projects highlighted in yellow are part of the 2018 proposed bond referendum



CITY OF PEARLAND

2016 - 2020

Capital Improvement Projects

Streets

- Kirby Drive Expansion
- SH 288 Tollway
- Hughes Ranch Road Reconstruction
- Broadway Expansion
- SH 288 Northbound Frontage Rd.
- Max Road Widening
- Mykawa Road Widening North
- Mykawa Road Widening
- Smith Ranch Road Expansion
- McHard Road Extension
- File Road Extension
- Bailey Road Improvement
- Old Alvin Road Widening
- Pearland Pkwy. Superstreets Improvements
- Regency Park Subdivision Paving
- City Limits
- ETJ
- Annual Intersection & Traffic Circle Improvements
- Safe Routes to School Improvements

* Street Reconstruction: 2018-2020 (Not Shown on Map)

1:63,360 or 1 in = 1 miles

Miles

This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.

MAP PREPARED: JULY 2015
CITY OF PEARLAND GIS DEPARTMENT

Five Year CIP Sources Summary – General Government



SOURCE OF FUNDS	2016	2017	2018	2019	2020	TOTAL
General Revenue - Cash	-	353,000	353,000	353,000	353,000	1,412,000
Certificates of Obligation	13,035,645	6,214,452	2,785,791	-	-	22,035,888
General Obligation Bonds	21,822,405	18,033,508	20,972,153	12,833,214	-	73,661,280
2018 Proposed GO Bonds	-	-	15,621,210	8,530,500	15,010,205	39,161,915
P.E.D.C.	-	-	-	-	-	-
Other Funding Sources	41,908,551	18,634,942	30,803,427	6,136,100	44,347,500	141,830,520
Plus Bonds Sold in Prior Years						267,018
TOTAL - General Government	76,766,601	43,235,902	70,535,581	27,852,814	59,710,705	278,368,621

General Government O & M for CIP 2017 - 2020



Project	2017	2018	2019	2020
Independence Park Phase I	27,890	57,582	59,445	61,371
Delores Fenwick Nature Center	-	185,849	284,116	294,679
Centennial Park Phase II	76,045	76,118	76,118	76,118
Shadow Creek Ranch Trail	4,379	6,130	6,436	6,758
Green Tee Terrace Trail	3,077	6,461	6,784	7,123
Clear Creek Trail	-	-	8,937	9,384
JHEC Nature Trails Phase II	-	-	76,645	57,869
Trail Connectivity Phase III	-	-	-	68,339
Tom Reid Library Expansion	90,382	90,382	90,382	90,382
Fire Station #8 *	-	1,900,000	260,491	1,069,255
Fire Station #1	-	78,284	81,504	92,264

* 2018 O&M for fire apparatus

General Government O & M for CIP 2017 - 2020



Project	2017	2018	2019	2020
Bailey Road Extension - Veterans to FM 1128	80,611	84,642	88,874	93,318
Old Alvin Road Widening - Plum Street to McHard Road	-	-	8,057	32,226
Mykawa Road Widening - Orange to McHard	-	-	43,017	86,033
Hughes Ranch Road (CR 403) - Cullen to Smith Ranch Road	14,447	57,786	57,786	57,786
Fite Road Extension - Veterans to McLean	16,786	17,625	18,506	19,432
Max Road Expansion - Hughes Ranch to Reid Blvd.	28,231	29,642	31,124	32,681
Kirby Drive Expansion - Broadway to CR 59	25,438	26,710	28,045	29,447
McHard Road Extension (Mykawa Road to Cullen Parkway)	-	-	86,277	103,533
Smith Ranch Road Extension (CR 94) - Hughes Ranch Road to Broadway	-	15,813	33,208	34,869
TOTAL	367,284	2,827,774	1,350,964	2,351,364

Status of 2007 Bond Referendum



Category	2007 Bond	Sold To-Date	Balance to be Sold					Total ⁽²⁾
			2015 ⁽¹⁾	2016	2017	2018	2019	
Road	84.190	31.983	2.666	13.389	12.516	13.545	9.33	84.032
Drainage	35.305	17.616	2.856	1.459	2.828	7.428	2.9	35.087
FS #5	2.895	2.895						2.895
Natatorium	16.225	15.211						15.211
Parks	19.990	10.73	2.705	3.866	2.689			19.990
Library	3.410	0.000	0.302	3.108				3.410
Total ⁽²⁾	162.015	78.435	8.53	21.825	18.035	20.975	12.835	160.625

In millions

Completed Authorization - Highlighted in yellow

⁽¹⁾ 2015 Bonds to be sold August 24, 2015

⁽²⁾ Total row round to nearest 5,000

2007 Bond Referendum Remaining Authorization



Bonds Remaining

Roads	\$ 52,207,000	Projects remaining include Bailey Road Extension - Veterans to FM 1128, Old Alvin Road Widening - Plum Street to McHard Road, Mykawa Road Widening - Orange Street to McHard Road, Hughes Ranch Road (CR403) - Cullen to Smith Ranch Road, Fite Road Extension - Veterans to McLean, Max Road Expansion - Hughes Ranch to Reid Boulevard, Regency Park Subdivision Paving, Kirby Drive Expansion - Broadway to CR59, McHard Road Extension - Mykawa Road to Cullen Parkway, Smith Ranch Road Expansion (CR94) - Hughes Ranch to Broadway. A balance \$158K remains to be used for over runs.
Drainage	\$ 17,688,500	Cullen/FM 518 Detention Pond, Bailey Road Extension Drainage, DL Smith Detention Pond Expansion, and Old Townsite Drainage projects remain, leaving a balance of \$481K.
Parks & Recreation	\$ 9,260,000	Centennial Park Phase II, Independence Park Phase I, Delores Fenwick Nature Center will complete the 2007 bond referendum in 2017.
Library	\$ 3,410,000	In 2016, the Tom Reid Library will complete the 2007 bond referendum.

Building MOMENTUM



Future Bond Referendum



Future Bond Referendum

- 2007 Bond Referendum complete by 2019
- Future bond referendum development
 - List of projects identified by multiple City departments, totaling \$100.6 million
 - Future project list does not include results of Master Plans, such as Parks Mater Plan, Drainage Master Plan, Facilities Assessment Study or potential TIP opportunities
 - Projects were prioritized
 - Project list kept within a reasonable five-year program for completion
 - 2018 Potential Bond Referendum totals \$70.4 million, built into long range forecast
- Future bond referendum can be timed based on valuation growth **or** a specific year – need policy direction
- Need consensus on size and scope of the projects identified and bond scale for consideration by voters



Future Bond Referendum

Project Name	Project Type	Overall Priority	2018	2019	2020	2021	2022	Total	Running Total
Proposed 2018 Bond Projects									
Fire Station #8 Construction	Facilities	1	6,259,210					6,259,210	6,259,210
JHEC Nature Trails - Phase II	Parks	2	997,500					997,500	7,256,710
Street Reconstruction Program	Roads	3	2,175,000	2,175,000	2,175,000	2,175,000	2,175,000	10,875,000	18,131,710
Shadow Creek Ranch Park Phase II	Parks	4	862,000	4,132,000	4,132,000			9,126,000	27,257,710
Independence Park Phase II	Parks	5			2,200,000	5,100,000		7,300,000	34,557,710
Pearland Pkwy Super Street	Roads	6	2,300,000					2,300,000	36,857,710
Park Equipment Replacement Program	Parks	7	500,000	500,000	500,000	500,000	500,000	2,500,000	39,357,710
SCR Library	Facilities	8			1,075,705	9,982,445	5,887,500	16,945,650	56,303,360
Pearland Pkwy Traffic Circle Improvements	Roads	9	2,000,000					2,000,000	58,303,360
Orange Street Service Center Phase II	Facilities	10				382,165	4,514,588	4,896,753	63,200,113
Fire Training Field Phase I	Facilities	11	500,000					500,000	63,700,113
Broadway Expansion - SH 288 to Cullen (City Share)	Roads	12	27,500	545,000	4,927,500			5,500,000	69,200,113
Trail Connectivity Phase III	Parks	13		1,178,500				1,178,500	70,378,613
Total Proposed 2018 Bond Projects			15,621,210	8,530,500	15,010,205	18,139,610	13,077,088	70,378,613	
Additional Identified Projects									
Woodcreek Park Improvements	Parks	14	650,000					650,000	71,028,613
Hickory Slough Sportsplex Phase II	Parks	15	389,000	2,914,500	809,500			4,113,000	75,141,613
Hickory Slough Detention Pond Phase II	Drainage	16		150,000	3,220,000			3,370,000	78,511,613
Hughes Ranch Rd - Cullen to Stone	Roads	17		1,160,000	4,065,000	2,455,000		7,680,000	86,191,613
Fire Training Field Phase II	Facilities	18		315,000	2,737,251			3,052,251	89,243,864
Park Land Acquisition	Parks	19			1,000,000			1,000,000	90,243,864
Hillhouse PW Annex Phase II	Facilities	20	200,000	1,806,000				2,006,000	92,249,864
FM2234 Landscape Improvements - SH 288 to 15,000' West	Roads	21	1,300,000					1,300,000	93,549,864
Grand Blvd Reconstruction - Broadway to Walnut	Roads	22		890,800	4,354,200			5,245,000	98,794,864
Old Alvin - McHard to Knapp	Roads	23	205,000	1,660,000				1,865,000	100,659,864
Total Additional Identified Projects			2,744,000	8,896,300	16,185,951	2,455,000	-	30,281,251	
TOTAL ALL PROJECTS			18,365,210	17,426,800	31,196,156	20,594,610	13,077,088	100,659,864	

Note - Does not include results of Parks Master Plan, Drainage Master Plan, Facilities Assessment Study or potential TIP opportunities. 33
 Items in red are outside the current 5-year CIP.

New DS Bonding Scenarios



Year	Taxable Value to City	2018 New Bond DS Tax Rate	Based on Valuation DS Tax Rate
2015	5,930,971,802	0.4900	0.4900
2016	6,387,015,580	0.4900	0.4900
2017	6,882,445,717	0.4900	0.4900
2018	7,351,790,923	0.5025	0.5025
2019	7,806,530,362	0.5550	0.5300
2020	8,269,227,461	0.5550	0.5300
2021	8,682,688,834	0.5550	0.5300
2022	9,029,996,387	0.5325	0.5100
2023	9,300,896,279	0.5250	0.5100
2024	9,486,914,205	0.5100	0.5100
2025	9,581,783,347	0.5000	0.5100
2026	9,581,783,347	0.4900	0.4900
2027	9,581,783,347	0.4900	0.4900
2028	9,581,783,347	0.4800	0.4900
2029	9,581,783,347	0.4650	0.4650
2030	12,153,326,920	0.3050	0.3100

Future bond referendum can be timed based on valuation growth instead of a specific year.

Future Bond Referendum Council Direction



Timing of Future Bond Referendum

- Year based on project need
- Valuation based on tax rate impact

Bond Size

- \$70 million
- Manageable and expected to be completed in 5 years
- March 2015 policy discussion

Building MOMENTUM



Debt Service Forecast

Multi-Year Forecast

Debt Service Schedule Original



Scenario 1

	2016	2017	2018	2019	2020
Revenues	32,140,603	34,521,619	37,454,846	43,908,048	46,468,512
Expenditure	31,887,085	35,017,070	37,396,525	43,808,128	45,797,013
Income (Loss)	253,518	(495,451)	58,321	99,920	671,499
Beginning Fund Balance	4,988,996	5,242,514	4,747,063	4,805,384	4,905,304
Ending Fund Balance	5,242,514	4,747,063	4,805,384	4,905,304	5,576,803
Policy Req. 10%	3,188,709	3,501,707	3,739,653	4,380,813	4,579,701
Excess over Requirement	2,053,805	1,245,356	1,065,731	524,491	997,102
DS Tax Rate	0.4900	0.4900	0.5000	0.5550	0.5550
General Obligation- 2007	21,825,000	18,035,000	20,975,000	12,835,000	
General Obligation - 2018			15,625,000	8,535,000	15,015,000
Certificates of Obligation	13,035,000	6,215,000	2,790,000		

Multi-Year Forecast

Debt Service Near-term Reduction



Scenario 2

	2016	2017	2018	2019	2020
Revenues	31,687,636	34,034,461	37,453,918	44,487,143	47,094,482
Expenditure	31,887,085	35,017,070	37,396,525	43,808,128	45,797,013
Income (Loss)	(199,449)	(982,609)	57,393	679,015	1,297,469
Beginning Fund Balance	4,988,995	4,789,546	3,806,937	3,864,330	4,543,345
Ending Fund Balance	4,789,546	3,806,937	3,864,330	4,543,345	5,840,814
Policy Req. 10%	3,188,709	3,501,707	3,739,653	4,380,813	4,579,701
Excess over Requirement	1,600,838	305,230	124,677	162,532	1,261,113
DS Tax Rate	0.4828	0.4828	0.5000	0.5625	0.5625
General Obligation- 2007	21,825,000	18,035,000	20,975,000	12,835,000	
General Obligation - 2018			15,625,000	8,535,000	15,015,000
Certificates of Obligation	13,035,000	6,215,000	2,790,000		

With the lowering of the DS tax rate, GF will recognize a loss of \$95,291 from the TIRZ³⁸ in 2016.

Multi-Year Forecast

Debt Service Scenario Comparison



	2016		2017		2018		2019		2020	
	Scenario 1	Scenario 2								
Ending Fund Balance	5,242,514	4,789,546	4,747,063	3,806,937	4,805,383	3,864,330	4,905,303	4,543,345	5,576,803	5,840,814
Excess over Requirement	2,053,806	1,600,838	1,245,356	305,230	1,065,731	124,677	524,491	162,532	997,102	1,261,113
DS Tax Rate	0.4900	0.4828	0.4900	0.4828	0.5000	0.5000	0.5550	0.5625	0.5550	0.5625
Δ Tax Rate	-	(0.0072)	-	-	0.0100	0.0172	0.0550	0.0625	-	-

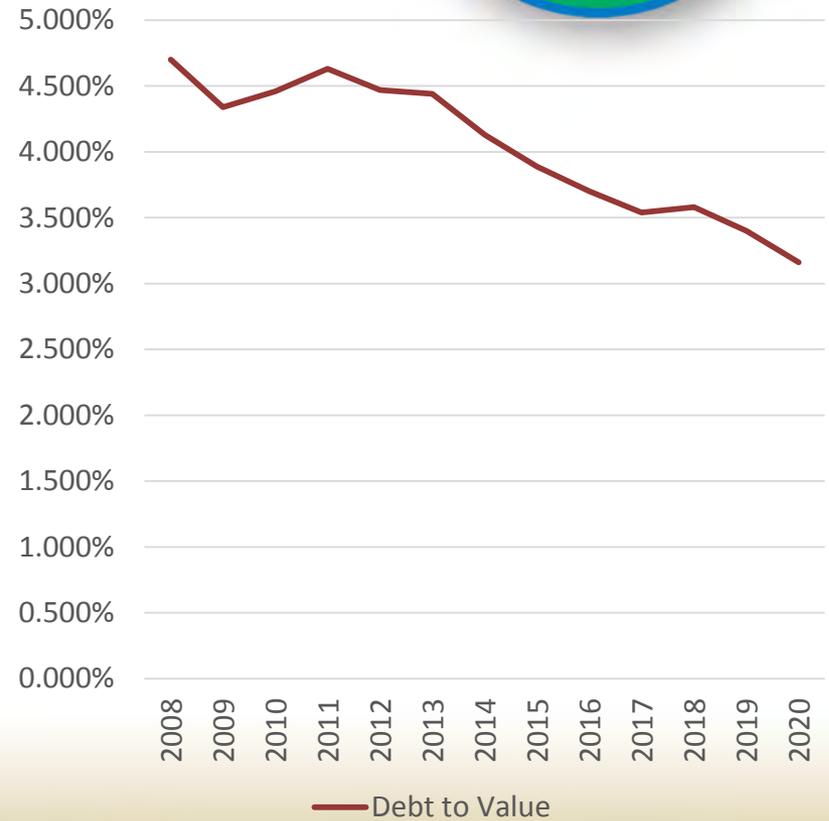


Debt Ratios

Debt Per Capita



Debt to Value



Debt based on Five-Year CIP and Maturity Schedules; Population based on Comprehensive Plan data; Valuation based on Forecast. Debt does not include property tax backed debt paid by the water-sewer fund.

Building MOMENTUM



Tax Options



Tax Rate Options

	Estimated ETR	Current Tax Rate	Proposed Tax Rate	Over Rollback Tax Rate
O & M	0.1927	0.2221	0.2293	0.2443
DS	0.4900	0.4900	0.4900	0.4900
<i>Total</i>	<i>0.6827</i>	<i>0.7121</i>	<i>0.7193</i>	<i>0.7343</i>
Revenue Impact	\$ (2,787,635)	\$ (552,662)	\$ -	\$ 1,124,033

ETR = Effective Tax Rate

Current Tax Rate still requires vote process for new effective tax rate

Policy Direction on Tax Rate Needed

If Council chooses the option to exceed the rollback rate

- Menu of choices for funding options to be provided on August 17th
- Revised public hearing process schedule will be required



Budget Calendar

August 3	Overview and Highlights, Property Tax, Debt Service, General Fund and Other Funds
August 10	City Council Regular Meeting – ETR Information, 5-Year CIP General Government, Future Bond Referendum Scenarios, DS Fund Multi-Year Forecast
August 17	City Council Special Meeting – Record Vote to Propose Tax Rate; Schedule Public Hearings on the Budget and Tax Rate; follow-ups from prior meetings
August 24	City Council Regular Meeting – 5-Year CIP Water/Sewer (WS), WS Fund and Multi-Year Forecast, WS Rates and Other WS Fees
August 31	Public Hearings on Tax Rate and Budget; Budget Discussion, if needed
September 8	Tuesday – Second Public Hearing on Tax Rate; Budget Discussion, if needed
September 14	First Reading of Ordinances
September 21	Second and Final Reading of Ordinances, Adopt 5-Year CIP

Building MOMENTUM



Questions

future bond referendum scenarios for potential projects and impacts, the Debt Service Fund five-year forecast and to address any questions Mayor and Council may have.

SCHEDULE

Budget workshops are scheduled for each Monday in August as necessary. The first public hearing on the budget and tax rate will occur after all of the required steps and public notices, pursuant to State law have occurred. The proposed budget recommends a debt service tax rate of \$0.4900, the same as the current debt service tax rate, which is a function of the City's annual debt service requirements. The operating tax rate is proposed at \$0.2293, an increase of .00727 from the current operating tax rate of \$0.2221. It is the operating tax rate that drives the calculation of the effective tax rate, which is the tax rate required to generate the same amount of property tax revenue if applied to the properties taxed in both years; 2015 and 2016.

Under the effective tax rate calculation, the City would have to actually decrease the rate from the 2015 rate because of the value growth in the community. Therefore, it is anticipated that the City's proposed fiscal year 2016 tax rate of \$0.7193 will exceed the effective tax rate given growth in valuation and ongoing public service needs, but not exceed the rollback rate. The effective tax rate requirement dictates a formal vote by the City Council to increase property taxes, as in previous years. The vote is scheduled for Monday, August 17th. (At this time, the City has not received the final tax rate calculations, effective tax rate and rollback rate, from the City's tax assessor/collector).

The first public hearing is scheduled for Monday, August 31st beginning at 6:30 p.m. and the second public hearing on Tuesday September 8, 2015 beginning at 6:30 p.m. First reading of the ordinances (budget and tax rate) are scheduled for September 14 with second and final reading on September 21, 2015, prior to the start of the new FY 2015/16 Fiscal Year on October 1, 2015.

POLICY/GOAL CONSIDERATION

Pursuant to State Statute and City Charter, the fiscal year 2016 budget was filed with the City Secretary and submitted to City Council on July 27, 2015 within the targeted 60 to 90 days prior to the beginning of the fiscal year. The budget provides a complete financial plan for the program of services to be provided in the upcoming fiscal year beginning October 1, 2015 and ending September 30, 2016.

The proposed budget is a public record and in keeping with the Strategic Priority of Engaged Community, it has been placed on the City's website (pearlandtx.gov), a copy was provided to each library and will be available for viewing in the City Secretary's office as well.

FINANCIAL INFORMATION

The Five-Year Capital Improvement Plan (CIP) for 2016-2020 totals \$539,969,747. The budget discussion this evening will focus on general governmental projects for drainage, facilities, streets, and parks. The water/sewer component of the capital improvement plan will be reviewed on Monday, August 24th, in conjunction with the water/sewer fund and forecast.

The Five-Year CIP for general government totals \$278.4 million of which \$77.0 million is in year 2016 of the plan and will be appropriated for funding with the adoption of the fiscal year 2016 budget. Streets projects totaling \$203.2 million represents 73% of the total. Funding for these projects come from a variety of sources with the issuance of debt being one of the main

sources. General Obligation bonds from the 2007 bond referendum total \$73.7 million and completes that program. Certificates of Obligation total \$22.0 million and other funding sources mostly coming from 80% funding from Transportation Improvement Program funds totals \$141.8 million.

The Five-Year CIP completes the balance of the funds from the 2007 bond referendum. As such capital needs in the amount of \$100.6 million have been identified for a potential future bond referendum. The total does not include potential projects from the completion of master plans or potential transportation improvement program opportunities. In an effort to have a more manageable program that can be reasonably completed in a three to five year timeframe, the 2016-2020 program includes a 2018 bond referendum totaling \$70,378,613, of which \$39.2 million has been included in the timeframe 2018-2020 with the remaining amount falling outside of the Five-Year program horizon. Staff does not want to focus too much on the potential list of projects, timing, and priority as this list will change annually up to the time of crafting of the bond packages, but focus more on the dollar amount and timing of the next bond referendum in order for City staff to be able to plan accordingly.

Staff is prepared to review the effects of the Five-Year CIP on the City's Debt Service Fund and tax rate. Based on the valuation assumptions used in the forecast, in order to complete the 2007 bond referendum a 1 cent debt service tax rate increase is needed in 2018 and a 3 cent debt service tax rate increase needed in 2019, for a total debt service tax rate of 53 cents in 2019, up 4 cents from the proposed debt service tax rate of 49 cents for 2016.

Including the new 2018 bond referendum, the debt service tax rate requires an additional increase of 2.5 cents in 2019, for a total debt service tax rate increase in 2019 of 55.5 cents, and up 6.5 cents from the proposed debt service tax rate of 49 cents for 2016.

Recognizing that the City is highly leveraged another option for the timing of a future bond referendum is for the City to wait until the City's property tax valuation can fund a future bond referendum with no increase to the debt service tax rate. In other words, growing into our debt. If that were the case, the city would need to wait until the City's taxable valuation less the valuation attributable to the TIRZ reach \$8.26 billion. The City current taxable valuation less the TIRZ taxable valuation is estimated at \$6.387 billion for fiscal year 2016. Based on the forecast, the City's valuation coming into the city coffers of \$8.26 billion would be reached in 2020.

Staff will provide a longer range debt service tax rate forecast for each option as well as discuss another option on a future bond referendum

RECOMMENDED ACTION

Review and discuss the proposed budget for Fiscal Year 2016: Effective Tax Rate, Five-Year Capital Improvement Plan for general government programs 2016-2020, Future Bond Referendum Scenarios and Debt Service Fund Five-Year Forecast.