

AGENDA – REGULAR MEETING OF THE PLANNING AND ZONING COMMISSION OF THE CITY OF PEARLAND, TEXAS, TO BE HELD DECEMBER 4, 2006 AT 6:00 P.M., IN THE 1st FLOOR CONFERENCE ROOM, CITY HALL, 3519 LIBERTY DRIVE, PEARLAND, TEXAS

I. CALL TO ORDER

II. NEW BUSINESS

III. APPROVAL OF MINUTES

November 20, 2006

A. CONSIDERATION & POSSIBLE ACTION – Preliminary Plat of Southgate Section Three

A request by Kyle Duckett, GeoSurv, LLC., for Lingo Southgate, Ltd., owner, for approval of a preliminary plat of 38.9233 acres zoned R-2 into 106 residential lots and two reserves for park/utilities/drainage purposes. The property is located east of Kirby Drive north of C.R. 59 and is described as follows:

38.9233 acres of land located in the H.T. & B. RR. Co. Survey, Section 81, Abstract 300, City of Pearland, Brazoria County, Texas.

B. CONSIDERATION & POSSIBLE ACTION – Partial Replat of Village Grove Section Two

A request by Greg Lentz, R.G. Miller Engineers, Inc., for D. R. Horton – Texas, Ltd., owner, for approval of a Partial Replat of 0.7866 acres of Village Grove Section Two into one lot for recreational use. The property is located between O'Day and Hatfield Roads south of Hickory Slough and is described as follows:

0.7866 acres of land located in the H.T. & B. R.R. Co. Survey, Abstract 544, City of Pearland, Brazoria County, Texas.

C. CONSIDERATION & POSSIBLE ACTION – Preliminary Plat of Shadow Creek Ranch Commercial Site N. 20-D

A request by Jason R. Banda, LJA Engineering & Surveying, Inc., for Pearland Investments, Limited Partnership, owner, for approval of a preliminary plat subdivision of 3.500 acres zoned PUD into one lot for use consistent with the approved PUD. The property is located on the north side of Shadow Creek Parkway between Reflection Bay Drive and Kirby Drive in Shadow Creek Ranch and is described as follows:

3.500 acres out of the T.C.R.R. Co. Survey, Section 3, Abstract 678, in the City of Pearland, Brazoria County, Texas.

D. **CONSIDERATION & POSSIBLE ACTION - AMENDMENT TO LIFESTYLE CENTER PLANNED UNIT DEVELOPMENT DISTRICT (PUD)**

Consider proposed Amendment to Lifestyle Center Planned Unit Development District (PUD), generally located at the Southwest Corner of Beltway 8 and State Highway 288.

E. **CONSIDERATION & POSSIBLE ACTION – Cluster Development Plan for Riverstone Ranch**

F. **NEXT MEETING** January 15, 2007

IV. **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.

I, Judy Krajca, Planning Secretary of the City of Pearland, Texas, do hereby certify that the foregoing agenda was posted in a place convenient to the general public at City Hall on the 1st day of December, 2006, A.D.

Judy Krajca, Planning Secretary

Agenda removed on the _____ day of December, 2006, A.D.

MINUTES OF THE PLANNING AND ZONING COMMISSION OF THE CITY OF PEARLAND, TEXAS, HELD NOVEMBER 20, 2006, AT 6:30 P.M., IN THE 2nd FLOOR CONFERENCE ROOM, 3519 LIBERTY DRIVE, PEARLAND, TEXAS

I. CALL TO ORDER

Chairperson Ruby Sandars called the meeting to order at 9:54 p.m. with the following present:

P&Z Chairperson Ruby Sandars
P&Z Commissioner Neil West
P&Z Commissioner Henry Fuertes
P&Z Commissioner Jerry Koza, Jr.
P&Z Commissioner Susan Sherrouse

Also in attendance were: Assistant City Manager Nick Finan, Planning Director Lata Krishnarao, Senior Planner Theresa Grahmann, Plans and Plat Administrator Richard Keller, Deputy City Attorney Nghiem Doan and Planning Administrative Secretary Judy Krajca.

II. APPROVAL OF MINUTES

Commissioner Susan Sherrouse made the motion to approve the minutes, and Commissioner Jerry Koza, Jr. seconded. The vote was 5-0 for approval, with one correction on page 3 of the minutes.

III. NEW BUSINESS

A. CONSIDERATION & POSSIBLE ACTION – ZONE CHANGE NO. 2006-33Z

A request by Gary Forrest, applicant for Muriel A. Forrest, owner, for an amendment to Ordinance No. 2000M, the Zoning Map of the City of Pearland, for approval of a change in zoning district from classification Suburban Residential – 15 District (SR-15) to General Business Retail District (GB)

Commissioner Sherrouse made the motion to approve with Staff's comments, and Commissioner Koza, Jr. seconded.

Commissioner Fuertes stated that he had some concerns about the West Lea sign. Deputy City Attorney Doan commented that the sign was not the Commission's concern. Chairperson Sandars and Commissioner Sherrouse both expressed that the corner gas station is not going away and this needs to be zoned General Business.

The vote was 5-0 for approval.

B. CONSIDERATION & POSSIBLE ACTION – ZONE CHANGE NO. 2006-36Z

A request by Julieta B. Guerra, applicant for Edward Tamez, owner, for an amendment to Ordinance No. 2000M, the Zoning Map of the City of Pearland, for approval of a change in zoning district from classification Suburban Residential – 15 District (SR-15) to Neighborhood Service District (NS)

There was discussion among the Commission and Staff regarding the Comprehensive Plan.

Chairperson Sandars made the motion to table the Zone Change, and Commissioner Koza, Jr. seconded.

The vote was 4-1 to table. Commissioner West was opposed.

C. CONSIDERATION & POSSIBLE ACTION – ZONE CHANGE NO. 2006-36Z

A request by TNRG Acquisitions, applicant for Beeman Strong and Company, Inc., owner, for an amendment to Ordinance No. 2000M, the Zoning Map of the City of Pearland, for approval of a change in zoning district from classification Single Family Residential – 2 District (R-2) to Office and Professional District (OP)

Commissioner Koza, Jr. made the motion to approve the Zone Change, and Commissioner Sherrouse seconded.

The vote was 5-0 for approval.

D. CONSIDERATION & POSSIBLE ACTION – CONDITIONAL USE PERMIT NO. 2006-09

A request by Carcolo #1, Ltd., applicant for William J. Wise, Trustee, owner, for approval of a Conditional Use Permit for a "Minor Auto Repair" facility in the General Business Retail District (GB)

Commissioner Koza, Jr. made a motion to approve, and Commissioner Sherrouse seconded.

Chairperson Sandars stated she would like to see the bays turned because the berms were not high enough. Commissioner Koza, Jr. stated he did not feel this was the best use of the land, and he was not in favor of berms. Commissioner Sherrouse felt the bays should be turned.

Chairperson Sandars made an amendment to the motion, to turn the bays and to approve with staff's comments, and Commissioner West seconded.

The vote was 5-0 to approve the amendment to the motion.

The vote was 5-0 to approve the Conditional Use Permit, with Staff comments, and the bays turned so they do not face FM 518.

E. CONSIDERATION & POSSIBLE ACTION – CONDITIONAL USE PERMIT NO. 10

A request by Charles and Sharla Ortiz, owners, for approval of a Conditional Use Permit for a “Beauty Shop” in the Old Townsite Residential District (OTR)

Commissioner West made the motion to approve, and Commissioner Koza, Jr. seconded.

There was no discussion.

The vote was 5-0 for approval.

F. CONSIDERATION & POSSIBLE ACTION – CONDITIONAL USE PERMIT NO. 11

A request by RG Miller Engineers, Inc./Greg Lentz, P.E., applicant for D.R. Horton – Emerald, Ltd., owner, for approval of a Conditional Use Permit for a “Recreation Center” in the Single Family Residential – 2 District (R-2)

Commissioner West made the motion to approved, and Commissioner Koza, Jr. seconded.

Chairperson Sandars made an amendment to the motion, in order to add staff’s comments, and Commissioner Fuertes seconded.

The vote was 5-0 for approval of the amendment to the motion.

The vote was 5-0 to approve the Conditional Use Permit with staff comments.

G. CONSIDERATION & POSSIBLE ACTION – ZONE CHANGE NO. NO. 37Z

A request by Gulf Coast Commercial and Patrick Egan, applicant for Strouhal Tire, Donnie Strouhal, Nancy S. Macha, and Gene Strouhal, owners, for an amendment to Ordinance No. 2000M, the Zoning Map of the City of Pearland, for approval of a change in zoning district from classification Business Park District – 288 to Planned Development District (PD)

Commissioner Sherrouse made a motion to approve, and Commissioner Koza, Jr. seconded.

Chairperson Sandars recommended that it be written in that no outside displays are allowed, still allowing seasonal sales. Planning Director Krishnarao asked the Commission to consider asking for continuation of the Trail Plan.

Chairperson Sandars made an amendment to the motion, and Commissioner West seconded.

The vote was 5-0 for approval of the amendment to the motion.

The vote was 5-0 to approve the Zone Change with the following added: (1) no outside merchandise sales except on sidewalks adjacent to the building, (2) the Trail System to be reviewed with the Parks Director, and (3) overnight trailer beds and storage containers be screened.

H. CONSIDERATION & POSSIBLE ACTION – ZONE CHANGE NO. NO. 38Z

A request by the City of Pearland, for an amendment to Ordinance No. 2000M, the Zoning Map of the City of Pearland, for approval of a change in zoning district for recently annexed properties, to classifications Single Family Residential – 2 District (R-2), Single Family Residential – 3 District (R-3), Single Family Residential – 4 District (R-4), Multi-Family District, (MF), and Neighborhood Service District (NS)

Commissioner West made the motion, and Commissioner Koza, Jr. seconded.

Commissioner West asked Staff to check into Conditional Use Permit for daycare, and send them a notice (specifically the Montessori school), explaining that they are non-conforming. The Commission was reminded that this is a new zoning, due to annexation.

The vote was 5-0 for approval.

I. CONSIDERATION & POSSIBLE ACTION – AMENDMENTS TO THE MASTER THOROUGHFARE PLAN

A request by the City of Pearland, for approval of an amendment to the Master Thoroughfare Plan of the City of Pearland, affecting various roadways throughout the City.

Commissioner West made the motion, and Commissioner Koza, Jr. seconded.

There was much discussion about closing off Old Alvin Rd @ John Lizer Road. There was brief discussion about Westminister Road.

The vote was 5-0 for approval.

J. CONSIDERATION & POSSIBLE ACTION – PRELIMINARY PLAT OF STONEBRIDGE SECTION TWO

A request by Sherri McElwee, Brown & Gay Engineers, Inc. for Musgrave-Grohman Ventures, Ltd., owner, for approval of a preliminary plat of 39.04 acres zoned PUD into 140 residential lots and two reserves for landscape/open space purposes. The property is located east of Old Alvin Road north of Orange Street and is described as follows:

39.04 acres of land located in the D.H.M. Hunter Survey, A-76 & the H.T. & B. R.R. Co. Survey, A-233, City of Pearland, Brazoria County, Texas.

Plan and Plat Administrator Keller read the Staff report. There were no outstanding items.

Commissioner Koza, Jr. made the motion to approve and Chairperson Sandars seconded.

The vote was 5-0 for approval.

K. CONSIDERATION & POSSIBLE ACTION – PRELIMINARY PLAT OF SAVANNAH LANDING SECTION FOUR

A request by Geoffrey A. Freeman, Brown & Gay Engineers, Inc., for Savannah Development, Ltd., owner, for approval of a Preliminary Plat subdivision of 9.97 acres in the E.T.J. into 22 residential lots and 3 reserves for landscape/open space purposes. The property is located south of C.R. 58 east of the Fort Bend-Brazoria County Line and is described as follows:

9.97 acres of land located in the A.C.H. & B. Survey; A-403, Brazoria County, Texas.

Plan and Plat Administrator Keller read the Staff report. There were no outstanding items.

Commissioner Sherrouse made the motion to approve, and Commissioner Koza, Jr. seconded.

The vote was 5-0 for approval.

L. CONSIDERATION & POSSIBLE ACTION – FINAL PLAT OF SHADOW CREEK RANCH COMMERCIAL SITE NO. 20-C

A request by Jason R. Banda, LJA Engineering & Surveying, Inc., for SCR C20B Development, L.P., owner, for approval of a final plat subdivision of 4.691 acres zoned PUD into one lot for use consistent with the approved

PUD. The property is located on the north side of Shadow Creek Parkway between Reflection Bay Drive and Kirby Drive in Shadow Creek Ranch and is described as follows:

4.691 acres out of the T.C.R.R. Co. Survey, Section 3, Abstract 678, in the City of Pearland, Brazoria County, Texas.

Plan and Plat Administrator Keller stated that the applicant had withdrawn this plat.

No action was taken.

M. CONSIDERATION & POSSIBLE ACTION – FINAL PLAT OF THE PROMENADE SHOPS AT THE SPECTRUM

A request by Jason R. Banda, LJA Engineering & Surveying, Inc., for Pearland Lifestyle Centers, L.P., owner, for approval of a final plat subdivision of 122.623 acres zoned PD for uses consistent with the approved PD. The property is located at the southwest corner of Beltway 8 and State Highway 288 and is described as follows:

122.623 acres of land in the James Hamilton Survey, Abstract 881, City of Pearland, Harris County, Texas

Plan and Plat Administrator Keller read the Staff report. There were two outstanding items, needing a lien holder subordination letter, and utility letters.

Commissioner Koza, Jr. made the motion to approve with Staff's comments, and Commissioner Sherrouse seconded.

The vote was 5-0 for approval.

N. CONSIDERATION & POSSIBLE ACTION – PRELIMINARY PLAT OF SAVANNAH COVE SECTION TWO

A request by Geoffrey A. Freeman, Brown & Gay Engineers, Inc., for Savannah Development, Ltd., owner, for approval of a Preliminary Plat of 19.24 acres in the E.T.J. into 57 residential lots and 4 reserves for landscape/open space/drainage purposes. The property is located south of C.R. 58 west of the extension of Savannah Parkway and is described as follows:

19.24 acres of land located in the A.C.H. & B. Survey, A-403, Brazoria County, Texas

Plan and Plat Administrator Keller read the Staff report. There were no outstanding items.

Commissioner Koza, Jr. made the motion to approve, and Commissioner Fuertes seconded.

The vote was 5-0 for approval.

O. CONSIDERATION & POSSIBLE ACTION -FINAL PLAT OF SAVANNAH MEADOWS SECTION SIX:

A request by Geoffrey A. Freeman, Brown & Gay Engineers, Inc., for Savannah Development, Ltd., owner, for approval of a Final Plat subdivision of 12.50 acres in the E.T.J. into 46 residential lots and 3 reserves for landscape/open space/utilities. The property is located at the southeast corner of the intersection of Savannah Parkway and Savannah Bend Lane and is described as follows:

12.50 acres in the A.C.H. & B. Survey, A-403 & J.S. Talmage Survey, A-562, Brazoria County, Texas.

Plan and Plat Administrator Keller stated that the applicant had requested a 30 day extension.

Commissioner Koza, Jr. made the motion to approve, and Commissioner Sherrouse seconded.

The vote was 5-0 for approval.

P. CONSIDERATION & POSSIBLE ACTION -PRELIMINARY PLAT OF SAVANNAH BEND SECTION TWO

A request by Geoffrey A. Freeman, Brown & Gay Engineers, Inc. for Savannah Development, Ltd., owner, for approval of a Preliminary Plat subdivision of 37.77 acres in the E.T.J. into 119 residential lots and 4 reserves for detention/lake/drainage easement/landscape/open space. The property is located at the east end of Southern Orchard Lane east of Sable Tree Lane and is described as follows:

37.77 acres of land in the J.S. Talmage Survey, A-562 also being out of Emigration Land Company Subdivision, being a portion of Lot 34 of Block 76, Brazoria County, Texas.

Plan and Plat Administrator Keller read the Staff report, stating there was one outstanding item. The BDD#4 was requesting a 65 ft. R-O-W, and that the Engineering Department was still reviewing.

Commissioner West made the motion to approve with staff comments, and Commissioner Koza, Jr. seconded.

The vote was 5-0 for approval.

Q. CONSIDERATION & POSSIBLE ACTION –PRELIMINARY PLAT OF AMENT-ALLEN CENTER

A request by Tina Kast, Texas Engineering and Mapping Co., for Judy Ley Allen & Linda Ament, owners, for approval of a preliminary plat subdivision of 3.4003 acres zoned SP-1 (Spectrum District) into 2 tracts for uses consistent with the approved Planned Development. The plat is located at the southwest corner of Beltway 8 and Kirby Drive and is described as follows:

3.4003 acres in the James Hamilton Survey, Abstract No. 876, City of Pearland, Harris County, Texas

Plan and Plat Administrator Keller read the Staff report, stating there was one outstanding item.

Commissioner West made the motion to approve with Staff's comments, and Commissioner Koza, Jr. seconded.

The vote was 5-0 for approval.

R. CONSIDERATION & POSSIBLE ACTION –PARTIAL REPLAT OF OAKBROOK ESTATES SECTION SIX

A request by Mila Sinyak, TCB Inc., for Oakbrook Estates, Ltd., owner, for approval of a Partial Replat of 32.0343 acres zoned R-2 creating two additional lots. The property is located on the north side of Dixie Farm Road east of Cowart Creek and is described as follows:

32.0343 acres in the W.D.C. Hall League, Abstract No. 70, City of Pearland, Brazoria County, Texas.

Plan and Plat Administrator Keller stated that the applicant requested a 30-day extension.

Commissioner Koza, Jr. made the motion to approve, and Commissioner Sherrouse seconded.

The vote was 5-0 for approval.

S. CONSIDERATION & POSSIBLE ACTION – REPLAT OF FIRESTONE PEARLAND NO. 1

A request by Kenneth Gruller, Reno & Associates, for Mays & Company, owner, for approval of a Replat of 0.9174 acre zoned GB (General Business) for one lot. The property is located on the southwest side of Broadway (F.M.

518) between Y.M.C.A. Drive and Pearland Parkway and is described as follows:

0.9174 acre in the Thomas J. Green Survey, A-198, City of Pearland, Brazoria County, Texas.

Plan and Plat Administrator Keller stated that the applicant requested a 30 day extension.

Commissioner West made the motion to approve, and Commissioner Koza, Jr. seconded.

The vote was 5-0 for approval.

IV. ADJOURNMENT

Chairperson Ruby Sandars adjourned the meeting at 11:00 p.m.

These minutes are respectfully submitted by:

Judy Krajca, Administrative Planning Secretary

Minutes approved as submitted and/or corrected on this _____ day of _____, A.D., 2006.

Ruby Sandars
P&Z Chairperson

SOUTHGATE SECTION THREE
PRELIMINARY PLAT – STAFF REPORT

P & Z MEETING DATE: DECEMBER 4, 2006

APPLICANT: Kyle Duckett, GeoSurv, LLC, for Lingo Southgate, Ltd., owner

REQUEST: Final Plat of 38.9233 acres zoned R-2 for single-family use.

GENERAL LOCATION: The property is located east of Kirby Drive north of C.R. 59.

PROPERTY DESCRIPTION: The property is undeveloped.

ZONING: R-2, the proposed plat is consistent with the zoning.

SURROUNDING USES: Property is surrounded on three sides by previously platted portions of Southgate. Property to the west is undeveloped.

COMPREHENSIVE PLAN: The City of Pearland Land Use Plan designates the property for Medium Density Residential.

TRAFFIC AND TRANSPORTATION: The Traffic Impact Analysis has been approved.

UTILITIES AND INFRASTRUCTURE: Water and sewer service available.

STORMWATER MANAGEMENT: Stormwater detention will be provided in an adjoining section in a detention reserve.

PARKS, OPEN SPACE, AND TREES: parkland being dedicated with this plat, no protected trees onsite

OUTSTANDING ITEMS:

- 1.) Provide 10' wide landscape reserves along Kirby Drive outside of lot lines
- 2.) Developer originally agreed by letter dated 2/26/03 to dedicate 4.8943 acres of park land
- 3.) Remove names of all Planning Commissioners except Ruby Sandars, Chairperson
- 4.) Rename RUSK COURT and COLORADO STREET due to similar street names elsewhere

ATTACHMENTS:

1. Application Form
2. Preliminary Plat

PLAT APPLICATION

Please Check Type of Plat Requested:

- Preliminary Subdivision Plat
- Final Subdivision Plat
- Minor (Subdivision) Plat
- Amending Plat
- Master Plat
- Preliminary Development Plat
- Final Development Plat
- Replat

NOV 27 2006

SUBDIVISION NAME: South Gate, Section Three

NUMBER OF LOTS: 106

GENERAL LOCATION: Kirby Drive, CR 59

PRIMARY CONTACT: Kyle Duckett / Geo Surv, LLC

MAILING ADDRESS: P.O. Box 246

CITY, STATE, ZIP: League City, TX 77574

PHONE: (281) 554-7739 FAX: (281) 554-6928

E-MAIL ADDRESS: kduckett@geosurvllc.com

OWNER NAME: Tracy Goza / Lingo Properties, Inc.

MAILING ADDRESS: 3900 Magnolia

CITY, STATE, ZIP: Pearland, TX 77584

PHONE: (832) 736-9600 FAX: (832) 736-9607

E-MAIL ADDRESS: tgoza@lingopropertiesinc.com

A complete application must include all items shown on the corresponding submittal checklist for each different type of plat. See Page 2.

As owner and applicant, I hereby request approval of the above described plat as provided for by the Unified Development Code of the City of Pearland.

Owner's Signature: [Signature] for Tracy Goza Date: 11/27/06

Applicant's Signature: [Signature] Date: 11/27/06

FEES PAID:	DATE PAID:	RECEIVED BY:	RECEIPT NUMBER:
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I acknowledge that this plat has been submitted on this day, _____, and the Plat filing date is _____, which will be the first day it will be reviewed by the Planning Staff. I hereby sign and date this acknowledgement.

Signature: _____ Date: _____



**r.g. miller
engineers, inc.**

*40th Anniversary
1966 - 2006*

November 29, 2006

Mr. Richard Keller, P.E.
City of Pearland Planning Department
3519 Liberty Drive
Pearland, TX 77581

Re Village Grove Section Two Partial Plat No. 1

Dear Mr. Keller:

R.G. Miller Engineers, Inc. is requesting a 60-day extension for the referenced replat due to changes in the Planning and Zoning Commission's December meeting schedule.

If you have any questions or require additional information, please call me at 713/461-9600.

Very truly yours,

R. G. Miller Engineers, Inc.


Greg Lentz, P.E.
Project Manager

GL/lpc

P 2507.02 C
F:\rgm\MUD-19 Brazoria\Village Grove 2507\Sec 2 Utl 2507.02\Corres\L-7 City of Pearland.wpd

12121 wickchester lane • suite 200 • houston, texas 77079 • 713.461.9600 • fax 713.461.8455

SHADOW CREEK RANCH COMMERCIAL SITE 20D
PRELIMINARY PLAT– STAFF REPORT

P & Z MEETING DATE: DECEMBER 4, 2006

APPLICANT: Jason R. Banda, LJA Engineering & Surveying, Inc., for Pearland Investments, Limited Partnership, owner.

REQUEST: Preliminary Plat of 3.500 acres in the Shadow Creek Ranch PUD for commercial use.

GENERAL LOCATION: The plat is located on the north side of Shadow Creek Parkway (F.M. 2234) between Reflection Bay Drive and Kirby Drive in Shadow Creek Ranch.

PROPERTY DESCRIPTION: The property is undeveloped.

ZONING: Shadow Creek Ranch PUD – Commercial. The proposed plat is consistent with the approved PUD.

SURROUNDING USES: The surrounding areas are planned or have been platted as commercial uses except the tract to the north planned as medical. Tract to the east is planned as fire/police station.

COMPREHENSIVE PLAN: The City of Pearland Land Use Plan designates the property for Retail, Offices, and Services. The proposed use was approved as part of the Shadow Creek Ranch PUD.

TRAFFIC AND TRANSPORTATION: A Traffic Impact Analysis will be required for this tract and the two tracts adjoining on each side.

UTILITIES AND INFRASTRUCTURE: Water to be extended across adjoining properties to the west. Sewer is available.

STORMWATER MANAGEMENT: Stormwater detention will be provided offsite in accordance with the Shadow Creek Ranch master plan.

PARKS, OPEN SPACE, AND TREES: Parkland dedication not required. Tree survey required.

OUTSTANDING ITEMS:

1. computer disk
2. tree survey

ATTACHMENTS:

1. Application Form
2. Preliminary Plat

JULY 2006

PLAT APPLICATION

Page 1 of 2

City of Pearland
Community Development
3523 Liberty Drive
(Community Center)
Pearland, Texas 77581
281-652-1768
281-652-1702 fax
www.cityofpearland.com

Please Check Type of Plat Requested:

- Preliminary Subdivision Plat
- Final Subdivision Plat
- Minor (Subdivision) Plat
- Amending Plat
- Master Plat
- Preliminary Development Plat
- Final Development Plat
- Replat

NOV 06 2006

SUBDIVISION
NAME: SHADOW CREEK RANCH COMMERCIAL
SITE NO. 20D

NUMBER OF LOTS: 1

GENERAL
LOCATION: _____

PRIMARY CONTACT: LJA ENGINEERING - JASON BANDA
 MAILING ADDRESS: 2929 BRIAR PARK DRIVE SUITE 600
 CITY, STATE, ZIP: HOUSTON, TX 77042
 PHONE: 713.953.5200 FAX: 713.953.5026
 E-MAIL ADDRESS: _____

OWNER NAME: PEARLAND INVESTMENTS
 MAILING ADDRESS: 5195 LAS VEGAS BLVD. SOUTH
 CITY, STATE, ZIP: LAS VEGAS, NV 89119
 PHONE: 702.736.6151 FAX: _____
 E-MAIL ADDRESS: _____

A complete application must include all items shown on the corresponding submittal checklist for each different type of plat. See Page 2.

As owner and applicant, I hereby request approval of the above described plat as provided for by the Unified Development Code of the City of Pearland.

Owner's Signature: [Signature] Date: _____

Applicant's Signature: [Signature] Date: 11.06.06

FEES PAID:	DATE PAID:	RECEIVED BY:	RECEIPT NUMBER:
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I acknowledge that this plat has been submitted on this day, _____, and the Plat filing date is _____, which will be the first day it will be reviewed by the Planning Staff. I hereby sign and date this acknowledgement.

Signature: _____ Date: _____

**SHADOW CREEK RANCH COMMERCIAL SITE 20D
PRELIMINARY PLAT- STAFF REPORT**

P & Z MEETING DATE: DECEMBER 4, 2006

APPLICANT: Jason R. Banda, LJA Engineering & Surveying, Inc., for Pearland Investments, Limited Partnership, owner.

REQUEST: Preliminary Plat of 3.500 acres in the Shadow Creek Ranch PUD for commercial use.

GENERAL LOCATION: The plat is located on the north side of Shadow Creek Parkway (F.M. 2234) between Reflection Bay Drive and Kirby Drive in Shadow Creek Ranch.

PROPERTY DESCRIPTION: The property is undeveloped.

ZONING: Shadow Creek Ranch PUD – Commercial. The proposed plat is consistent with the approved PUD.

SURROUNDING USES: The surrounding areas are planned or have been platted as commercial uses except the tract to the north planned as medical. Tract to the east is planned as fire/police station.

COMPREHENSIVE PLAN: The City of Pearland Land Use Plan designates the property for Retail, Offices, and Services. The proposed use was approved as part of the Shadow Creek Ranch PUD.

TRAFFIC AND TRANSPORTATION: A Traffic Impact Analysis will be required for this tract and the two tracts adjoining on each side.

UTILITIES AND INFRASTRUCTURE: Water to be extended across adjoining properties to the west. Sewer is available.

STORMWATER MANAGEMENT: Stormwater detention will be provided offsite in accordance with the Shadow Creek Ranch master plan.

PARKS, OPEN SPACE, AND TREES: Parkland dedication not required. Tree survey required.

OUTSTANDING ITEMS:

1. computer disk
2. tree survey

ATTACHMENTS:

1. Application Form
2. Preliminary Plat

JULY 2006

PLAT APPLICATION

Page 1 of 2

City of Pearland
Community Development
3523 Liberty Drive
(Community Center)
Pearland, Texas 77581
281-652-1768
281-652-1702 fax
www.cityofpearland.com

Please Check Type of Plat Requested:

- Preliminary Subdivision Plat
- Final Subdivision Plat
- Minor (Subdivision) Plat
- Amending Plat
- Master Plat
- Preliminary Development Plat
- Final Development Plat
- Replat

NOV 06 2006

SUBDIVISION
NAME: SHADOW CREEK RANCH COMMERCIAL
SITE NO. 20D

NUMBER OF LOTS: 1

GENERAL
LOCATION: _____

PRIMARY CONTACT: LJA ENGINEERING - JASON BANDA
 MAILING ADDRESS: 2929 BRIARPARK DRIVE SUITE 600
 CITY, STATE, ZIP: HOUSTON, TX 77042
 PHONE: 713.953.5200 FAX: 713.953.5026
 E-MAIL ADDRESS: _____

OWNER NAME: PEARLAND INVESTMENTS
 MAILING ADDRESS: 5195 LAS VEGAS BLVD. SOUTH
 CITY, STATE, ZIP: LAS VEGAS, NV 89119
 PHONE: 702.736.6151 FAX: _____
 E-MAIL ADDRESS: _____

A complete application must include all items shown on the corresponding submittal checklist for each different type of plat. See Page 2.

As owner and applicant, I hereby request approval of the above described plat as provided for by the Unified Development Code of the City of Pearland.

Owner's Signature: _____ Date: _____

Applicant's Signature: _____ Date: 11.06.06

FEES PAID:	DATE PAID:	RECEIVED BY:	RECEIPT NUMBER:
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I acknowledge that this plat has been submitted on this day, _____, and the Plat filing date is _____, which will be the first day it will be reviewed by the Planning Staff. I hereby sign and date this acknowledgement.

Signature: _____ Date: _____



CITY OF PEARLAND PLANNING & ZONING

JOINT PUBLIC HEARING ITEM

DATE: November 30, 2006

TO: City Council and Planning and Zoning Commission

FROM: Lata Krishnarao, AICP, Planning Director

SUBJECT: Amendment to the Proposed Lifestyle Center Planned Unit Development (PD) at the Southwest intersection of SH 288 and Beltway 8.

The above referenced amendment was scheduled for a Joint Public Hearing (JPH) on November 27, 2006. This item was discussed at a joint workshop of the Planning Zoning Commission and Council on November 6, 2006. Staff has been working with the applicant to address the issues that were brought up at the JPH. These have been discussed below. Applicant's responses have been italicized.

The PD document is attached for your review.

- 1) Need a section specifically stating that if it is not covered in the PD, then the new UDC regulations and standards apply. ***Addressed on page 1.***
- 2) Need to list residences as an acceptable activity last on the list of allowable activities at various locations in the document. ***Addressed on pages 1, 3, & 4.***
- 3) Open space - need to consistent with definition within PD and other PDs where open space is discussed. Need to clearly show which is open space according to the UDC's definition. Any other open space that does not meet definition can be identified, but clearly not shown within the open space calculation of acceptable open space. Need to confirm if some of the terms are same or acceptable with definition, such as esplanades, etc. Make sure Public Park is not included in calculation for open space since the UDC specifically says it does not count. ***Addressed on pages 9 & 10. Not clear how much of that open space is "green" and not paved plazas etc.***

The Council and P & Z had asked for calculations from CBL development. Below is a comparison.

CBL

Parkland Dedication

Required - 3.00 acres

Provided - 5.3 acres – as trails within a minimum 25' wide landscaped strip around the development.

Open Space

Required – 4.3 acres

Provided – 8 acres as green park around the detention pond.

(Did not include open activity areas, plazas, esplanades, paved areas etc.)

Promenade

Parkland Dedication

Required - 3.50 acres

Provided - 5.9 acres – area around detention with trails.

Open Space

Required – 7.2 acres

Provided – Not sure of green areas. Have listed a total of 20.8 acres that includes esplanades, plazas, open activity areas, courtyards and landscaped areas.

- 4) Of the Open Space that does not meet the definition, who will maintain? Need to clarify. The thought is the development would maintain and not the city. **Added on Page 9.**
- 5) If they choose to utilize the Management District (MUD) to maintain the park and open space, it needs to be clear in the PD. If the MUD does maintain, does that constitute a public park or trail, etc. and therefore not eligible for calculation in open space by the UDC's definition? **Added on Page 9. In other previous PD's public open space maintained by HOA's or others have been given credit for parkland dedication.**
- 6) Is the parking requirement for the residential portion consistent with what we have required in the past? If there is more than adequate parking need to show calculation that shows that combined with the dedicated residential parking exceeds the required parking for the residential units. **The applicant has not provided any additional information on parking. Staff has compared this development with CBL as follows.**

CBL

Retail - 4.5 spaces /1000 sq. ft. of gross leasable area. GLA excluded connectors, common malls etc.

Residential - 2.5 spaces / residential unit

Promenade

Retail - 5 spaces /1000 sq. ft. of total area

Residential – 1.7 spaces / residential unit

7) The amenities, such as the trails and public park, need to specifically state that they will be put in at the same time the first permits are pulled for any residential and that no CO will be given on the residential buildings until the amenities are in place and accepted by the city or deemed to meet the PD requirements for open space, etc. **Page 6 states occupancy of units will not be allowed prior to the completion of the public park. However it is not clear when open space amenities, trails and plazas would be built. Reference to the phasing map would clarify this.**

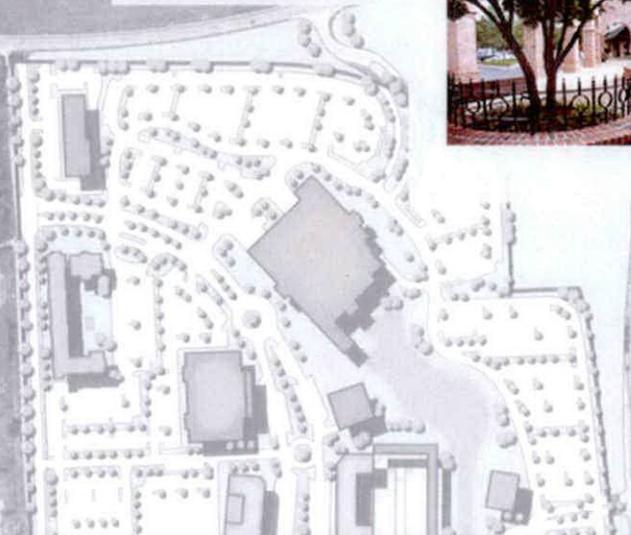
8) Need clarification on the building height limitations: do they include the mechanical equipment and screening? **Need further clarification on page 8, if the height includes roof-mounted equipment etc.**

9) **P & Z had asked if there was a requirement that all areas included in the PD be contiguous. The UDC has that requirement. However, the previous Land Use and Urban Development Ordinance, under which this PD was approved, did not have this requirement.**

SUPPORTING DOCUMENTS:

- Amended Planned Unit Development

LIFESTYLE CENTER PUD



Pearland, Texas



Kerry R. Gilbert & Associates, Inc.

Amendment to the
Planned Unit Development
For
The Promenade Shops at
the Spectrum

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Prepared For
Pearland Lifestyle Center, L.P.

Prepared By:
Kerry R. Gilbert & Associates, Inc.

November 29, 2006

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Lifestyle Center PUD

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I. INTRODUCTION

Pursuant to an Application for a Change in Zoning submitted by Pearland Lifestyle Center, L.P. ["Developer"], the following Planned Unit Development for The Promenade Shops at Shadow Creek ["Lifestyle Center PUD"] is hereby adopted and shall be applicable to the development of all property within the area of land described herein [the "PUD Property"].

The purpose of the Lifestyle Center PUD is to facilitate the design, financing, construction, leasing and sale of outparcels, in a mixed use open-air shopping and entertainment complex featuring clustered buildings with a consistent architectural style, pedestrian walkways and landscaping, providing a setting for retail shops, anchor stores, restaurants, residential units and other ancillary uses such as hotel/motel, health clubs, spas, salons, entertainment venues and similar facilities and other uses allowed as a permitted use. Unless otherwise specified in this document, the development will meet the requirements for all ordinances in effect on October 10, 2005, the adoption date for the original PUD. The residential components of this PUD shall conform to the City of Pearland's Unified Development Code unless otherwise noted in this document.

The provisions of this Lifestyle Center PUD Document shall be applicable to the area of land consisting of ± 127 acres and located in the southwest quadrant of the intersection of the Beltway 8 and Highway 288 interchange, within Pearland, Harris County, Texas [the "City"]. The Property is owned by Pearland Lifestyle Center, L.P. The Property is currently zoned SD, Suburban Development District. The proposed zoning is Lifestyle Center PUD.

The location of the PUD is illustrated on the Area Map in exhibit section of this document and is more particularly described by metes and bounds in Exhibit "A".

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II. EXISTING CONDITIONS

SITE DESCRIPTION

The Lifestyle Center PUD occupies the southwest intersection of two of the greater Houston areas regional transportation corridors. The Sam Houston Tollway (Beltway 8) abuts the northern boundary of the subject property while its eastern boundary possesses frontage along the State Highway 288. Each of these roadways are limited access facilities maintained by the Texas Department of Transportation (TxDOT).

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The subject property is situated approximately 1000' north of Clear Creek and, according to the most recent survey, lies within the 100 Year Flood Plain as determined by FEMA. However, preliminary FIRM map revisions indicate that the subject tract will be in Zone AE with the completion of certain drainage improvements.

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The site is currently vacant and unimproved, consisting primarily of flat coastal plains. Elevations on the property range from 53.5' to 57.3' with a mean average of approximately 54.5'.

Other existing physical constraints affecting development of the property include:

- o 40' roadway easement (**Lew Briggs Road**) traversing the property in a north-south direction.
- o 100' wide drainage easement along the far western boundary of the **property** otherwise identified as the TxDOT drainage ditch.
- o ± 2.5 acre drill site located along the extreme western boundary of the property.
- o An out parcel (± .7 **acres**) located at the extreme northeast boundary of the site.

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A reduced version of the survey for the property (Exhibit "B"), as well as, a legal description of the property (Exhibit "C") is included within the Exhibit section of this document.

SURROUNDING LAND USE

Located in Harris County, the Lifestyle Center PUD is situated in a rapidly developing area in southern Harris County and northern Brazoria County which includes the S.H. 288 Corridor. Numerous large master planned communities are being developed in the vicinity, including Shadow Creek Ranch, a ± 3,500 acre development located South of Clear Creek. Other major developments in the vicinity include Country Place, Silverlake, Silvercreek, Southern Trails and Savannah, all of which are predominantly residential communities with some commercial development at key intersections.

The Spectrum PUD is located in the area immediately west of the Lifestyle Center PUD. The Spectrum PUD consists of approximately 146 acres and proposes mixed land uses including retail, office, restaurants, warehouse/distribution and industrial.

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The Sam Houston Tollway (Beltway 8) and State Highway 288 provide a substantial buffer to the properties north and east of the Lifestyle Center PUD and are predominantly undeveloped at this time.

The existing surrounding land uses can be seen on the Area Map (Exhibit "A") located in the exhibit section of this document.

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III.

GOALS AND OBJECTIVES

The goals of the Lifestyle Center PUD are to implement a uniquely designed retail, residential and entertainment complex that will serve as one of the primary gateways to the City of Pearland and create a positive perception of the city as a whole.

The anticipated design features are in concert with the City of Pearland Comprehensive Plan and include the following:

- A distinct gateway announcing the City of Pearland.
- A comprehensive streetscape program.
- View corridors with water features and landscaping.
- A cohesive signage program.
- Buildings with aesthetically pleasing architectural design characteristics.
- Buildings with varying setbacks arranged in a manner similar to other existing Poag & McEwen lifestyle centers featuring an eclectic architectural mix.
- Pedestrian friendly sidewalks linking the unique retail experience with plazas and green spaces.
- Adequate and convenient parking.

The character of the Lifestyle Center PUD will be assured through guidelines for architectural and design aesthetics established and enforced by the developer.

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IV. PROJECT/PLAN DESCRIPTION

The Lifestyle Center PUD is a **mixed-use**, open-air shopping and entertainment complex featuring clustered buildings that provide a unique setting for retail shops, anchor stores, restaurants, **residential units** and other ancillary uses such as, health clubs, spas, and other similar facilities and uses not inconsistent therewith.

The unique design features of The Lifestyle Center PUD feature a winding main street through a series of buildings and shops, each with their own distinctive, yet complimentary, architectural style. The main street, with its accompanying parking and sidewalks, connect a series of plazas, water elements and other hardscape and landscape features providing multiple view corridors throughout the development. The individual buildings, with varying orientations and setbacks, enhance the overall architectural aesthetics of the project. Upon ultimate buildout, more than **614,000** square feet of retail space, **100,000 square feet of hotel space and approximately 300,000 square feet of residential space (maximum 350 units)** is anticipated within the Lifestyle Center P.U.D.

A preliminary site plan for the Lifestyle Center PUD is included in this development to illustrate the overall design concept and is subject to change in accordance with the provisions set forth in this document.

PERMITTED USES

The following uses are permitted by right ("Uses By Right") and such uses shall not require further approval:

- o ATMs, and other financial service kiosks and walk-up facilities;
- o Banks with or without drive up services;
- o Conference Centers;
- o Cultural facilities including art galleries, auditoriums, libraries and museums;
- o Instructional service providers and training centers;
- o Health clubs, spas, salons, gymnasiums and similar facilities;
- o Movie theaters, live theaters, and indoor and outdoor entertainment and recreational venues which may include but not limited to music and comedy clubs, bowling, billiards, video games and other arcade type games.
- o Professional offices and related service providers;
- o Restaurants for sale and consumption of food and beverage, primarily on-premises (including the sale of alcoholic beverages) (including outdoor seating);
- o Retail food stores; farmer's market
- o Retail shops, department stores and retail service providers;
- o Taverns, pubs, bars and microbreweries (including outdoor seating).
- o Hotels and motels;
- o Medical or dental clinics;
- o Daycare Centers or pre-schools
- o Indoor gun and/or archery practice range
- o Uses associated with the licensing and permitting of weapons and
- o **Multi-family residential units.**
- o Other uses allowed within the General Business (GB) District.

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ACCESS / MOBILITY

Direct Access to the overall Lifestyle Center PUD is provided via proposed Promenade Shops Drive, proposed North Spectrum Boulevard and proposed Spectrum Boulevard.

The existing and proposed frontage roads serving the Sam Houston Tollway and S.H. 288 direct vehicular traffic to Promenade Shops Drive, and Spectrum Boulevard providing traffic circulation around the perimeter of the site.

North Spectrum Boulevard will connect Promenade Shops Drive with proposed Kirby Drive to the west. Kirby Drive currently possesses a grade separated interchange with the Sam Houston Tollway and is proposed to continue south across Clear Creek providing a connection to Shadow Creek Parkway. All of the aforementioned streets are public streets. The remaining driveways and parking aisles within the Lifestyle Center PUD will be privately owned and, accordingly, will not be required to be constructed in accordance with the City's public street standards. These driveways and parking aisles will be privately owned and maintained by the developer.

The construction of the above mentioned public projects are the subject of a municipal management district and development agreement between the City of Pearland and the developer of the Lifestyle Center PUD. Their completion ensures adequate traffic circulation and access for the project. All appropriate permits for streets and driveways, including those required by TxDOT, will be obtained by the Developer with assistance from the City of Pearland and in accordance with the Development Agreement.

Access to the internal parcels and/or lots within the Lifestyle Center PUD may be provided by way of public streets, private streets and/or driveways, easements or licenses. The proposed access and circulation system for the Lifestyle Center PUD can be seen on the Access/Mobility exhibit in the Exhibits section of this document. Typical plans and cross-sections for the public streets, as well as, a conceptual cross-section for the "main" street driveway are included in the Exhibit section of this document.

Pathways constructed exclusively for pedestrian use provide connectivity from the parking areas to the "main street" retail shops, as well as, Spectrum Blvd., and Promenade Shops Drive and the public "Pedestrian Park" surrounding the detention pond located at the southwest corner of the project. Additionally, after consultation with the appropriate transit authorities, including the Houston Independent School District, a bus shelter site will be selected and, at their request, a bus shelter constructed in accordance with their service route.

AREA REQUIREMENTS

- Minimum Lot/Reserve Size. Every lot/reserve within the Lifestyle Center subdivision shall be at least 7,000 square feet in area.
- Minimum Lot/Reserve Width. Lot/reserve within the Lifestyle Center subdivision shall have no minimum width.
- Minimum Lot/Reserve Depth. Lot/reserve within the Lifestyle Center subdivision shall have no minimum depth.
- Maximum Impermeable Coverage. Maximum impermeable coverage shall be eighty-five percent (85%), and shall be calculated on the entire PUD property, not on a per lot/reserve basis.

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YARD (SETBACK) REQUIREMENTS

With the exception of those parcels / lots situated adjacent to an external public street, front, rear and sideyard setbacks shall not be applicable within the Lifestyle Center PUD. Setback requirements measured from the right-of-way line of the below listed roadways shall be applicable to buildings and parking areas as follows:

- o Sam Houston Tollway – 25'
- o S.H. 288 – 25'
- o Spectrum Boulevard – 25'
- o Promenade Shops Drive – 25'
- o All other internal streets (private) and drives (private) – 0'

The minimum distance between buildings shall be fifteen feet (15'), but there shall be no minimum distance between buildings housing restaurants or entertainment facilities clustered around a central plaza.

RESIDENTIAL USES

In keeping with the design goals of the City of Pearland 2004 Comprehensive Plan Update, a limited amount of residential units are proposed for the Lifestyle Center PUD. True to the mixed-use theme contemplated by the Comprehensive Plan, these residential units are not typical suburban garden apartments, but are planned and designed as a vertical mix (2 and 3 story residential over ground floor retail) becoming an integral component of the Lifestyle Center Master Plan. Residential over retail along the "main street" corridor, as well as, town homes and flats facing the lake make these "urban lifestyle" units unique and compatible to the overall Traditional Neighborhood Design concept. The "Residential Units Plan" located in the Exhibits section of this document illustrates the location of the residential units with the Lifestyle Center PUD.

No more than 350 residential units will be constructed within the Lifestyle Center PUD. It is anticipated that the mix these units is as follows:

- o 3 Bedroom Units – 35 (10%)
- o 2 Bedroom Units – 140 (40%)
- o 1 Bedroom Units – 175 (50%)

The percentage mix of residential units may be altered in response to market conditions so long as the maximum of 350 units is not exceeded.

The construction of the residential units will conform to the City of Pearland building and fire codes in effect at the time this document is officially adopted. Occupancy of these units will not be allowed prior to the completion of the public park.

Because the residential units proposed are true mixed-use "lifestyle" type units integrated with the commercial elements of the project, the open space provided for the project as a whole also serves the residential component. The lakes, plazas, landscape, pedestrian trails and public art and fountains are part of the overall mixed-use theme that provides the unique living and working environment. The nature, function and design of these features does not permit them all to be within 300 feet of the residential units and, therefore, an exemption from the "300 feet rule" is warranted.

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The courtyards associated with the residential component of the Lifestyle Center will be for the exclusive use of the residential tenants and consists of approximately 1.8 acres or 218 square feet per residential unit. These are located above the retail (except for the townhomes situated adjacent to the lake) and can be seen on the Master Site Plan and the Conceptual Illustrative Plans located in the exhibit section of this document. When considering the open space for the project as a whole, more than 61 acres or over 7,600 square feet per unit is available to the residential tenants. In terms of open space required by the UDC for multi-family residential (900 square feet per unit or 7.2 acres for 350 units), a total of 16.0 acres meeting the UDC definition is being provided within the project. Amenities and open space for the entire project are discussed in the amenities/open spaces/landscaping section (p. 9).

Parking for the residential component of the Lifestyle PUD will be provided at the following ratios:

- 3 Bedroom – 2.5 parking spaces/unit
- 2 Bedroom – 2.0 parking spaces/unit
- 1 Bedroom – 1.3 parking spaces/unit

At the current projected unit mix, this would result in an average number of 1.7 parking spaces or 595 spaces for the 350 proposed units. Changes in the unit mix would require compliance with the above stated parking ratios.

SITE PLAN CHANGES

The site plan in this document is included for the sole purpose of establishing a general concept as to the basic character and physical relationships of the planned uses and facilities. Adjustments to the site plan that do not introduce new public facilities and otherwise comply with the various other requirements within the Lifestyle Center PUD and other city ordinance and regulations in effect at the time this document is adopted shall not require a separate or additional approval process from City Council or the Planning & Zoning Commission. It is essential to the success of the Lifestyle Center PUD to maintain flexibility in the site plan process in order to respond to ever changing market conditions and retail demands.

PARKING AND LOADING

Parking and loading shall be subject to the general requirements of the provisions of chapter 21 of the Zoning Ordinance of the City of Pearland in effect at the time this document is officially adopted with the exceptions noted below.

In an effort to simplify the parking calculation for multi-occupancy uses in a predominantly retail shopping center/mall environment while ensuring adequate off-street parking for the proposed uses, a minimum fixed ratio of 5 parking spaces per 1,000 square feet of floor area for the project as a whole, ~~(for non-residential uses)~~ shall be required. This ratio is consistent with the current City of Pearland parking code for shopping centers, malls and other multi-occupancy uses over 3 acres in size. Hotels/Motels are excluded from the above fixed ratio and shall conform to the City of Pearland Code requirements in effect at the time this document is adopted.

Parking adjacent to private streets and drives within the project (not public streets) shall not be considered "on-street" parking and will be allowed so long as the size of the spaces meet the minimum criteria established by the City of Pearland parking regulations

Structured parking in the form of parking garages and decks are permissible in order to satisfy the off-street parking requirements set forth herein.

Merchandise and passenger loading requirements shall meet the City of Pearland Code in effect at the time this document is adopted.

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DISPLAY AND STORAGE

Outside storage and warehousing of surplus products within the Lifestyle Center PUD will be prohibited.

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The outside exhibition or display of products is permitted. The intent is to allow for the viewing and demonstration of large recreational vehicles and boats. The temporary display or promotion of smaller items shall be limited to a maximum of ten consecutive days. All other displays will be screened (not covered) utilizing material similar to those utilized for the primary structure. Permanent display areas shall not exceed 20% of the gross leasable area for a specific tenant and are not required to be covered, enclosed or within a certain distance of the building but shall be located more than 150 feet from the nearest public street. Required parking shall not be utilized for permanent display space.

HEIGHT RESTRICTIONS

The maximum height for buildings within the Lifestyle Center PUD shall be 68' as measured per the definitions specified in this document. This height restriction includes retail and residential buildings, including those built in combination with one another. Hotels, office buildings and accent structures, architectural towers and feature elements may be a maximum of 75 feet high. Flag poles atop the aforementioned structures may be a maximum of 30' in height.

LIGHTING

- o **General Requirements.**
 - Lighting shall be a minimum maintained level of one foot (1') candle and shall not exceed an average of five foot (5') candles at any location within the Lifestyle Center PUD.
 - Pole height shall be limited to forty feet (40') above grade.
 - Standards, poles, and fixtures may be varied in design, color and height throughout the Lifestyle Center PUD, providing for different types of lighting for different applications.
 - Creosote treated wood poles are prohibited.
 - High pressure sodium lights are prohibited throughout the project.
- o **Vehicular Circulation And Parking Areas.**
 - Any light used to illuminate or identify a parking or a loading area shall be placed so as to reflect the light away from the adjacent dwellings and so as not to interfere with traffic control devices.
 - Fixtures shall be selected and configured so as to avoid direct glare onto adjacent properties or adjacent public streets.
 - Minimum light level within parking areas shall be one foot (1') candle during hours of business operation.

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- **Walkway Lighting.** Ornamental walkway lighting shall be comprised of standard, pole, bollard and wall mounted fixtures, limited to twenty feet (20') above grade.

- **Accent Lighting.**
 - Up-lighting shall be consoled or positioned to screen the light source from adjacent property.
 - Floodlighting or spotlighting of architecture, graphics, or natural features shall not create spillage of light onto adjacent property or public streets.

- **Maintenance.** Each owner of PUD Property shall maintain the lighting in the Lifestyle Center PUD, including, but not limited to, replacement of bulbs, repairs and routine maintenance.

SIGNAGE.

A "Signage Master Plan" illustrating the size, location, number and type of signage to be erected within the Lifestyle Center PUD will be prepared by the Developer and submitted to the Pearland City Council for their approval.

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AMENITIES / OPEN SPACES / LANDSCAPING

One of the primary goals the Lifestyle Center PUD is to create an environment where the overall architectural style (hardscape and landscape) serve to enhance the retail shopping experience. This is accomplished via the implementation of a carefully planned collection of individual stores, restaurants and entertainment venues that are connected by both vehicular and pedestrian corridors. These corridors contain architectural elements and amenities that include open spaces, water features, plazas, fountains, sculpture, benches and a variety of landscaping. Landscaping along the perimeter roadways, boulevard entrance and parking lot islands complement these hardscape features. The conceptual site plan illustrates the approximate location and intensity of these landscape and hardscape features. All of the private open space and amenity features within the Lifestyle Center PUD will be privately owned and maintained. Public parks and amenity areas shall be maintained by a municipal management district in accordance with the development agreement between the City of Pearland and the developer of the Lifestyle Center PUD.

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Overall green space, parks and other amenities, including required open space, accounts for 48.4% (+ 61.8 acres) of the overall gross area within the Lifestyle Center PUD. This area includes greenbelts, lakes, detention facilities, pedestrian trails, pathways, courtyards, plazas, esplanades and parks. Internal parking lot islands and landscape areas are excluded from this calculation.

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In accordance with the requirements of the City of Pearland Unified Development Code which requires one acre of park land dedication for every 100 residential units (3.5 acres), a 5.9 acre public park is being dedicated to the City of Pearland in lieu of impact fees. The park land is located around the detention facility located at the southwest perimeter of the project, west of Promenade Shops Drive and is exclusive of side slopes and lake. Improvements to the park are to include a 8' wide pedestrian pathway/trail around the + 15 acre water feature, a total of 4,800' in length. The trail will be constructed of a crushed stone material. Other improvements for the park include landscaping and a series of exercise stations strategically located in the exercise area located in the southwest corner of the park.

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The size and location of this park facility will not only serve the residential tenants within the Lifestyle Center PUD but the tenants of future projects within the Spectrum District and will be completed prior to the occupancy of the residential units within Phase 1B of the project.

Overall, the green space, parks and other amenities within the Lifestyle PUD breaks down as follows:

Private Green Space/Amenity Areas:

o Amenity Lakes/Detention	20.4 Ac.
o Dry Detention Basin	4.2 Ac.
o Required Setback Areas	4.8 Ac.
(25' adjacent to surrounding thoroughfares)	
o Pedestrian Pathways	10.5 Ac.
(Excludes Public Park)	
Sub-Total:	39.9 Ac.

Public Park:	5.9 Ac.
Sub-Total	5.9 Ac.

Open Space* (As defined by UDC):

o Private parks, play lots, plazas and ornamental areas	14.2 Ac.
o Private courtyards (Residential Areas):	1.8 Ac.
Sub-Total:	*16.0 Ac.

Total Amenity Areas:61.8 Ac.

*Open space required for multi-family residential component of project = 7.2 Acres.

These areas can be seen on the open space/amenity exhibit (Exhibit J.)

As a minimum, the Lifestyle Center PUD will meet the standards set forth within Chapter 22 of the Pearland Land Use and Urban Development Ordinance in effect at the time this document is officially adopted. The residential component of the PUD will conform to the City of Pearland Unified Development Code unless otherwise noted in this document.

UTILITIES

- **Underground Utilities.** All utility facilities (including, but not limited to electric, telephone, cable television, water, gas, drainage, sanitary sewer and storm sewer) within the Lifestyle Center PUD shall be located underground. To the extent that any utility facility, for engineering or other compelling reasons, must be located above-ground (such as transformers, meters and similar facilities), such utility facility shall be located, subject to the mutual consent of the utility service provider and the Developer, in an area calculated to avoid and/or minimize public view and shall be located within an enclosed service court or screened in a manner approved by the Developer.
- **Utility Easements.** All utility facilities shall be located within utility easements, granted by the Developer and recorded in the Land Records of Harris County Texas prior to commencement of the delivery of service through said utility facilities. All such utility easements shall lie in specific areas of the Lifestyle Center PUD designed for efficiency of construction and use. Easements may be shared by more than one (1) utility, so long as all reasonable separation requirements are observed.

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- **Roof Mounted Facilities.** Roof mounted equipment and other facilities shall be positioned or screened so as to not be visible from the at-grade lanes of SH 288 and Beltway 8. (Excludes above grade ramps and overpasses.) Screening shall occur below the maximum height of the buildings as specified in this document.

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- **Surface Rights.** Except for surface rights that may be specifically granted in an easement agreement (such as surface rights for above-ground facilities, access and maintenance), grantees of utility easements shall have no surface rights in utility easement areas. Accordingly, there shall be no prohibition of paving, landscaping or the construction of small non-occupied structures such as kiosks, fountains, fire pits, signage or other similar amenities on the surface of utility easement areas. The foregoing notwithstanding, however, no buildings to be occupied by persons or for long term storage of goods may be constructed on the surface of utility easement areas. All construction over a public water or sewer easement must be approved by the City of Pearland Engineer.

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- **Detention Facilities.** Drainage detention facilities will be constructed and maintained in such a manner so as to ensure their primary function as a flood prevention system. Where the detention facilities abut public streets, landscaping will be installed to enhance their aesthetic quality. As a minimum, for every 30 feet of frontage along the public street, one 4" caliper tree shall be planted. Additionally, for every 3 (three) feet of frontage, one shrub at least 18" in height shall be planted. These requirements establish quantities only and are intended to allow for alternative grouping and planting styles.

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The size and location of the trunk utilities (water, wastewater & drainage) planned to serve the Lifestyle Center PUD are illustrated on the Utilities Exhibit (Exhibit "F") in the exhibit section of this document.

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ARCHITECTURAL STANDARDS

In an effort to promote and preserve the aesthetic quality, continuity, theme and character of the Lifestyle Center PUD, the developer will prepare a comprehensive set of architecture and design guidelines that will serve as the basis for all construction and development within the project.

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The guidelines will address issues including, but not limited to, architectural style, color, building materials, landscaping, signage and parking. Building facades will be in keeping with those in existing "Lifestyle Centers" developed by Poag & McEwan, containing varied architectural styles and materials. Materials may include natural or man-made products consisting of brick, stone, glass, metal, wood, tile, resin concrete, canvas and stucco.

The architecture and design guidelines will be applicable to all structures and accompanying infrastructure designed within the boundaries of the Lifestyle Center PUD. No building shall be constructed without approval of the developer.

Otherwise, all buildings constructed within the Lifestyle Center PUD shall be constructed in accordance with the City of Pearland Building Code in effect at the time this document is adopted.

PHASING / DEVELOPMENT SCHEDULE

The project is scheduled to be completed in three phases of construction with the initial phase (1A) beginning in the Spring of, 2006. Phase 1B construction will follow shortly there after in the Spring of 2007. Phase II is dependent upon market forces but is anticipated to begin construction in the Summer of 2008. Completion of Phases 1A and 1B are anticipated in the Summer of, 2008. The Phasing Plan in the exhibits section of this document delineates the boundary between the phases, including the amenities to be included within the initial phase.

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V. **DEFINITIONS**

Any term used in this Lifestyle Center PUD Document which is defined in Chapter 3 of the Zoning Ordinance of the City of Pearland shall have the meaning ascribed to it in Chapter 3 of the Zoning Ordinance of the City of Pearland. All other terms defined in this Lifestyle Center PUD Document shall have the meaning ascribed to them in the Lifestyle Center PUD Document.

- o **City.** Pearland, Harris County, Texas.
- o **Developer.** Pearland Lifestyle Center, L.P.
- o **Development Agreement.** The agreement entered into December 20, 2004 along with any subsequent amendments between the City of Pearland, the Pearland Economic Development Corporation and Poag & McEwen Lifestyle Center – Houston, LLC. which addresses certain project development and infrastructure issues.
- o **Farmer Market.** A farmers' market is one in which farmers, growers or producers from a defined local area are present in person to sell their own produce, direct to the public. Products sold typically have been grown, reared, caught, brewed, pickled, baked, smoked or processed by the stallholder. Unique arts and crafts by local artisans are an integral experience and may include furniture, clothing, paintings, sculptures and numerous other handmade objects. Examples of items displayed and sold at farmers market include:
 - o Baskets and containers
 - o Arts and crafts
 - o Specialty clothing
 - o Specialty furniture
 - o Plants and vegetables
 - o Shrubs and trees
 - o Flowers (fresh and artificial)
 - o Jams, jellies and honey
 - o Breads and pastries
 - o Fresh seafood, including fish and shellfish
 - o Specialty cheeses
 - o Fresh eggs
 - o Fresh meat, including beef, pork, chicken and turkey
 - o Fresh and dried herbs
 - o Smoked meats, jerky and sausage
 - o Prepared food
- o **Building / Structure Height.** The term building height shall mean the vertical distance from the grade level at the front of the building to the highest point of a flat roof; to the deck line of a mansard roof; and to the mean height level between eaves and ridges for gable, hip and gambrel roofs.
- o **In-Line Buildings.** Buildings containing multiple retail bays and designed to be occupied by multiple retail tenants.
- o **Lifestyle Center.** An open-air shopping and entertainment complex featuring clustered buildings with enhanced architectural finishes and pedestrian friendly walkways and landscaping, providing a setting for retail shops, anchor stores, restaurants and other ancillary uses such as movie theaters, health clubs, spas, salons and similar facilities and other uses not inconsistent therewith.

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- **Lifestyle Center PUD.** Planned Unit Development for the Promenade Shops at Shadow Creek Ranch.
- **Lifestyle Center PUD Document.** This document, and all other exhibits to this document and all duly executed amendments to any of the foregoing.
- **New Public Facilities.** Dedicated public roadways and trunk water mains, trunk sanitary sewer lines and trunk storm sewer lines (not lateral connections.)
- **Open Space.** Property designated for recreational use, including a private park, play lot, plaza or ornamental area intended for use or enjoyment by people. Open space does not include streets, alleys, utility easements, public parks or required setbacks.
- **Planning and Zoning Commission.** The Planning and Zoning Commission of the City of Pearland, Texas.
- **PUD Property.** All property lying within the area of land described in Exhibit "C" to this Lifestyle Center PUD Document.
- **Uses by Right.** Uses permitted by right set forth in Section IV that shall not require further approval.

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VI. EXHIBITS

- A. Area Location Map for Lifestyle Center PUD
- B. Survey
- C. Legal Description
- D. Site Plan for Lifestyle Center PUD
- E. Mobility Plan for Lifestyle Center PUD
- F. Utilities Plan for Lifestyle Center PUD
- G. Spectrum Blvd. and Promenade Shops Drive (Typical Cross-section)
- H. Lifestyle Center "Main Street Driveway" (Typical Cross-section)
- I. Residential Units Plan
- J. Open Space/Amenities Exhibit
- K. Pedestrian Circulation Exhibit
- L. Detention Amenity Exhibit
- M. Phasing Plan
- N. Conceptual Illustrative Plans
 - 1. Main Street Looking South
 - 2. Central Amenity Lakes Looking West
 - 3. Main Street Looking North
 - 4. Overall Perspective

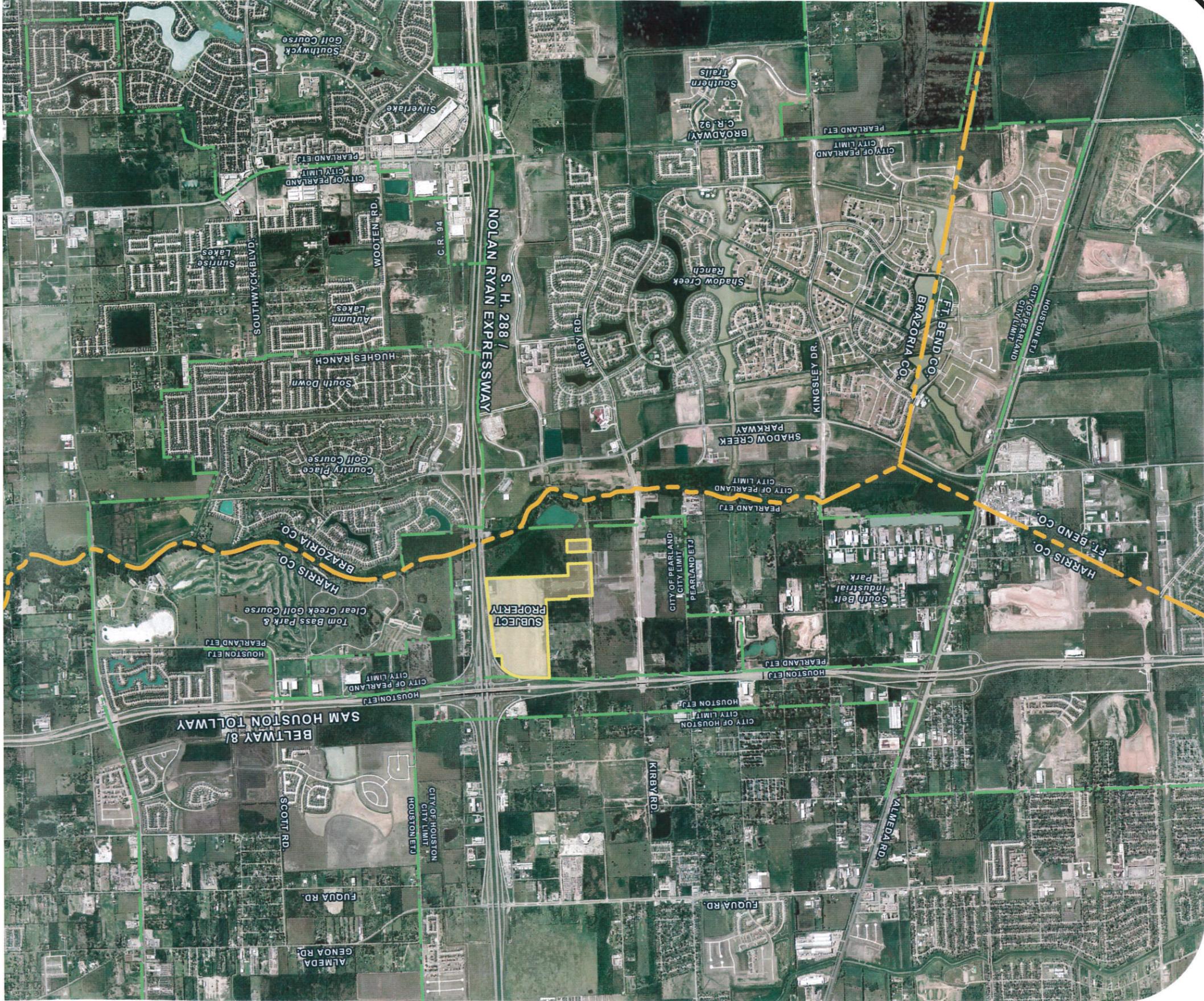
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an area location map for
LIFESTYLE CENTER PUD
PEARLAND, TEXAS
 prepared for
PEARLAND LIFESTYLE CENTER, L.P.

KERRY R. GILBERT & ASSOCIATES, INC.
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 KGA #1-137

NOVEMBER 15, 2006

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EXHIBIT A

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EXHIBIT C
Legal Description
for
LIFESTYLE CENTER PUD

The district includes all the territory contained in the following described area:

TRACT 1: A parcel of land containing 88.6991 acres (3,863,734 square feet), more or less, out of Lots 6, 7 and 8 of the said subdivision of the James Hamilton Survey and being more particularly described as follows:

COMMENCING at a 1 inch iron pipe found at the southwest corner of the said James Hamilton Survey, said point also being the southwest corner of said Lot 4;

THENCE N 87° 35' 30" E, along the south line of the said James Hamilton Survey and the south line of said Lot 4, a distance of 1320.00 feet to a 3/4 inch iron rod found at the southeast corner of said Lot 4 and the southwest corner of Lot 5 of the said subdivision of the James Hamilton Survey;

THENCE N 02° 24' 30" W, along the common line of said Lots 4 and 5, a distance of 1320.00 feet to a found 1/2 inch iron pipe at the common corner of said Lots 3, 4, 5 and 6, from said 1/2 inch iron pipe a found 1 inch iron rod bear S 03° 07' 14" W, 0.98

feet in length, also being the POINT OF BEGINNING of the herein described tract;

THENCE N 02° 24' 30" W, along the east line of Lot 2 of the said subdivision of the James Hamilton Survey and said Lot 3, and the west line of said Lots 7 and 8, a distance of 2200.00 feet to a 5/8 inch iron rod set at the northwest corner of said Lot 7 and the southwest corner of said Lot 8, from said 5/8 inch iron rod and found fence corner bears S 83° 57' 48" E, 21.66 feet in length;

THENCE N 87° 40' 21" E (called N 87° 35' 30" E), along the common line of said Lots 7 and 8, a distance of 659.68 feet (called 660.00 feet) to a set 5/8 inch iron rod, from said 5/8 inch iron rod found 1 inch iron pipe bears S 78° 34' 01" W, 8.67 feet in length, also from said 5/8 inch iron rod a found fence corner bears N 88° 52' 15" W, 1.61 feet in length;

THENCE N 02° 24' 30" W, a distance of 640.18 feet to a 5/8 inch iron rod set in the south line of South Belt (variable width), from said 5/8 inch iron rod a found 1 inch iron pipe bears S 87° 45' 03" W, 8.30 feet in length, also from said 5/8 inch iron rod a found fence corner bears S 66° 39' 49" W, 1.37 feet in length;

THENCE S 89° 32' 13" E, along the south line of said South Belt, a distance of 35.99 feet to a 5/8 inch iron rod set on a curve to the right;

THENCE continuing along the south line of said South Belt and along a fence line and said curve to the right, having a radius of 881.47 feet, through a central angle of 46° 25' 21", a distance of 714.19 feet to a set 5/8 inch iron rod, said curve having a chord which bears S 66° 19' 32" E, 694.81 feet in length;

THENCE S 02° 24' 30" E, a distance of 332.88 feet to a set 5/8 inch iron rod;

THENCE N 87° 35' 30" E, a distance of 179.39 feet to a 5/8 inch iron rod set on the west line of State Highway 288 (variable width) and on a curve to the right;

THENCE along the west line of said State Highway 288, a fence line and said curve to the right, having a radius of 881.47 feet, through a central angle of 11° 55' 32", a distance of 183.47 feet to a found concrete monument, said curve having a chord which bears S 12° 22' 47" E, 183.14 feet in length;

THENCE S 06° 25' 01" E, continuing along the west line of said State Highway 288 and a fence line, a distance of 1811.66 feet (called 1811.72 feet) to a found concrete monument;

THENCE S 02° 38' 57" E (called S 02° 52' 57" E), continuing along the west line of said State Highway 288 and a fence line, a distance of 209.95 feet (called 212.35 feet) to a fence corner found in the south line of said Lot 6 and the north line of said Lot 5;

THENCE S 87° 32' 19" W (called S 87° 35'.30" W), along the south line of said Lot 6 and the north line of said Lot 5, a distance of 1658.31 feet (called 1659.51 feet) to the POINT OF BEGINNING and containing 88.6991 acres (3,863,734 square feet) of land.

TRACT II: A parcel of land containing 9.0000 acres (392,040 square feet), more or less, out of Lot 3 of the said subdivision of the James Hamilton Survey and being more particularly described as follows:

COMMENCING at a 1 inch iron pipe found at the southwest corner of the said James Hamilton Survey, said point also being the southwest corner of said Lot 4;

THENCE N 02° 24' 30" W, along the west lines of the said James Hamilton Survey and said Lot 4, a distance of 1320.00 feet to a 5/8 inch iron rod set at the southwest corner of said Lot 4 and the southwest corner of said Lot 3 for the POINT OF BEGINNING of the herein described tract.

THENCE N 02° 24' 30" W, continuing along the west line of the said James Hamilton Survey and along the west line of said Lot 3, a distance of 594.00 feet to a set 5/8 inch iron rod;

THENCE N 87° 35' 30" E, a distance of 660.00 feet to a set 5/8 inch iron rod;

THENCE S 02° 24' 30" E, a distance of 594.00 feet to a 5/8 inch iron rod set in the common line of said Lots 3 and 4;

THENCE S 87° 35' 30" W, along the common line of said Lots 3 and 4, a distance of 660.00 feet to the POINT OF BEGINNING and containing 9.0000 acre (392;040 square feet) of land.

TRACT III: A parcel of land containing 5.0000 acres (217,800 square feet), more or less, out of Lot 4 of the said subdivision of the James Hamilton Survey and being more particularly described as follows:

COMMENCING at a 1 inch iron pipe found at the southwest corner of the said James Hamilton Survey, said point also being the southwest corner of said Lot 4;

THENCE N 02° 24' 30" W, along the west lines of the said James Hamilton Survey and said Lot 4, a distance of 990.00 feet to a 5/8 inch iron rod set for the POINT OF BEGINNING;

THENCE N 02° 24' 30" W, continuing along the west lines of the said James Hamilton Survey and said Lot 4, a distance of 330.00 feet to a 5/8 inch iron rod set at the northwest corner of said Lot 4 and southwest corner of said Lot 3;

THENCE N 87° 35' 30" E, along the common line of said Lots 3 and 4, a distance of 660.00 feet to a set 5/8 inch iron rod;

THENCE S 02° 24' 30" E, a distance of 330.00 feet to a set 5/8 inch iron rod;

THENCE S 87° 35' 30" W, a distance of 660.00 feet to the POINT OF BEGINNING and containing 5.0000 acres (217,800 square feet) of land.

TRACT IV: A parcel of land containing 5.0000 acres (217,800 square feet), more or less, out of Lot 3 of the said subdivision of the James Hamilton Survey and being more particularly described as follows:

COMMENCING at a 1 inch iron pipe found at the southwest corner of the said James Hamilton Survey, said point also being the southwest corner of said Lot 4;

THENCE N 87° 35' 30" E, along the south lines of the said James Hamilton Survey and the said Lot 4, a distance of 1320.00 feet to a 3/4 inch iron rod found at the southeast corner of said Lot 4 and the southwest corner of Lot 5 of said subdivision of the James Hamilton Survey;

THENCE N 02° 24' 30" W, along the common line of said Lots 4 and 5, a distance of 1320.00 feet to a 1/2 inch iron pipe found at the common corner of said Lots 3, 4, 5 and 6, from said 1/2 inch iron pipe a found 1 inch iron rod bears S 03° 07' 14" W, 0.98 feet in length, also from said 1/2 inch iron pipe a found fence corner bears S 87° 53' 08" E, 0.88 feet in length, said 1/2 inch iron pipe also being the POINT OF BEGINNING of the herein described tract;

THENCE S 87° 35' 30" W, along the common line of said Lots 3 and 4, a distance of 660.00 feet to a set 5/8 inch iron rod;

THENCE N 02° 24' 30" W, a distance of 330.00 feet to a set 5/8 inch iron rod;

THENCE N 87° 35' 30" E, a distance of 660.00 feet to a 5/8 inch iron rod set in the common line of said Lots 3 and 6;

THENCE S 02° 24' 30" E, along the common line of said Lots 3 and 6, a distance of 330.00 feet to the POINT OF BEGINNING and containing 5.0000 acres (217,800 square feet) of land.

TRACT V: A parcel of land containing 5.0000 acres (217,800 square feet), more or less, out of Lot 3 of the said subdivision

of the James Hamilton Survey and being more particularly described as follows:

COMMENCING at a 1 inch iron pipe found at the southwest corner of the said James Hamilton Survey, said point also being the southwest corner of said Lot 4;

THENCE N 87° 35' 30" E, along the south lines of the said James Hamilton Survey and said Lot 4, a distance of 1320.00 feet to a 3/4 inch iron rod found at the southeast corner of said Lot 4 and the southwest corner of Lot 5 of the said subdivision of the James Hamilton Survey;

THENCE N 02° 24' 30" W, along the common line of said Lots 4 and 5, at a distance of 1320.00 feet pass a 1/2 inch iron pipe found at the common corner of said Lots 3, 4, 5 and 6, from said 1/2 inch iron pipe a found 1 inch iron rod bears S 03° 07' 14" W, 0.98 feet in length, also from said 1/2 inch iron pipe a found fence corner bears S 87° 53' 08" E, 0.88 feet in length, in all a distance of 1650.00 feet to a 5/8 inch rod set for the POINT OF BEGINNING;

THENCE S 87° 35' 30" W, a distance of 660.00 feet to a set 5/8 inch iron rod;

THENCE N 02° 24' 30" W, a distance of 330.00 feet to a 5/8 inch iron rod;

THENCE N 87° 35' 30" E, a distance of 660.00 feet to a 5/8 inch iron rod set in the common line of said Lots 3 and 6;

THENCE S 02° 24' 30" E, along the common line of said Lots 3 and 6, a distance of 330.00 feet to the POINT OF BEGINNING and containing 5.0000 acres (217,800 square feet) of land.

TRACT VI: A parcel of land containing 5.0000 acres (217,800 square feet), more or less, out of Lot 4 of the said subdivision of the James Hamilton Survey and being more particularly described as follows:

COMMENCING at a 1 inch iron pipe found at the southwest corner of the said James Hamilton Survey, said point also being the southwest corner of said Lot 4;

THENCE N 02° 24' 30" W, along the west lines of the said James Hamilton Survey and said Lot 4, a distance of 330.00 feet to a 5/8 inch iron rod set for the POINT OF BEGINNING;

THENCE N 02° 24' 30" W, continuing along the west lines of the said James Hamilton Survey and said Lot 4, a distance of 330.00 feet to a set 5/8 inch iron rod;

THENCE N 87° 35' 30" E, a distance of 660.00 feet to a set 5/8 inch iron rod;

THENCE S 02° 24' 30" E, a distance of 330.00 feet to a set 5/8 inch iron rod;

THENCE 87° 35' 30" W, a distance of 660.00 feet to the POINT OF BEGINNING and containing 5.0000 acres (217,800 square feet) of land.

TRACT VII: All that certain 9.9963 acre tract or parcel of land, more or less, lying and being situated in the DAVID WHITE (Assignee of James Hamilton) Survey, Abstract 881, Harris County, Texas, and being a portion of that certain 15 acre tract of land described in deed from Julius S. Worland to J.V. King, dated August 17, 1954 and recorded in Volume 2309, Page 695, Deed Records of Harris County, Texas and being more particularly described as follows:

BEGINNING at a 1" iron pipe in the west line of the said 15 acre tract, same being located South 317.96 feet from its northwest corner and said beginning point also being the point of intersection of the southerly right-of-way line of the proposed South Belt Highway with the aforementioned west line of the 15 acre tract;

THENCE S 87° 04' 09" E, along the southerly line of the said South Belt Highway at 23.40 feet pass a concrete monument, in

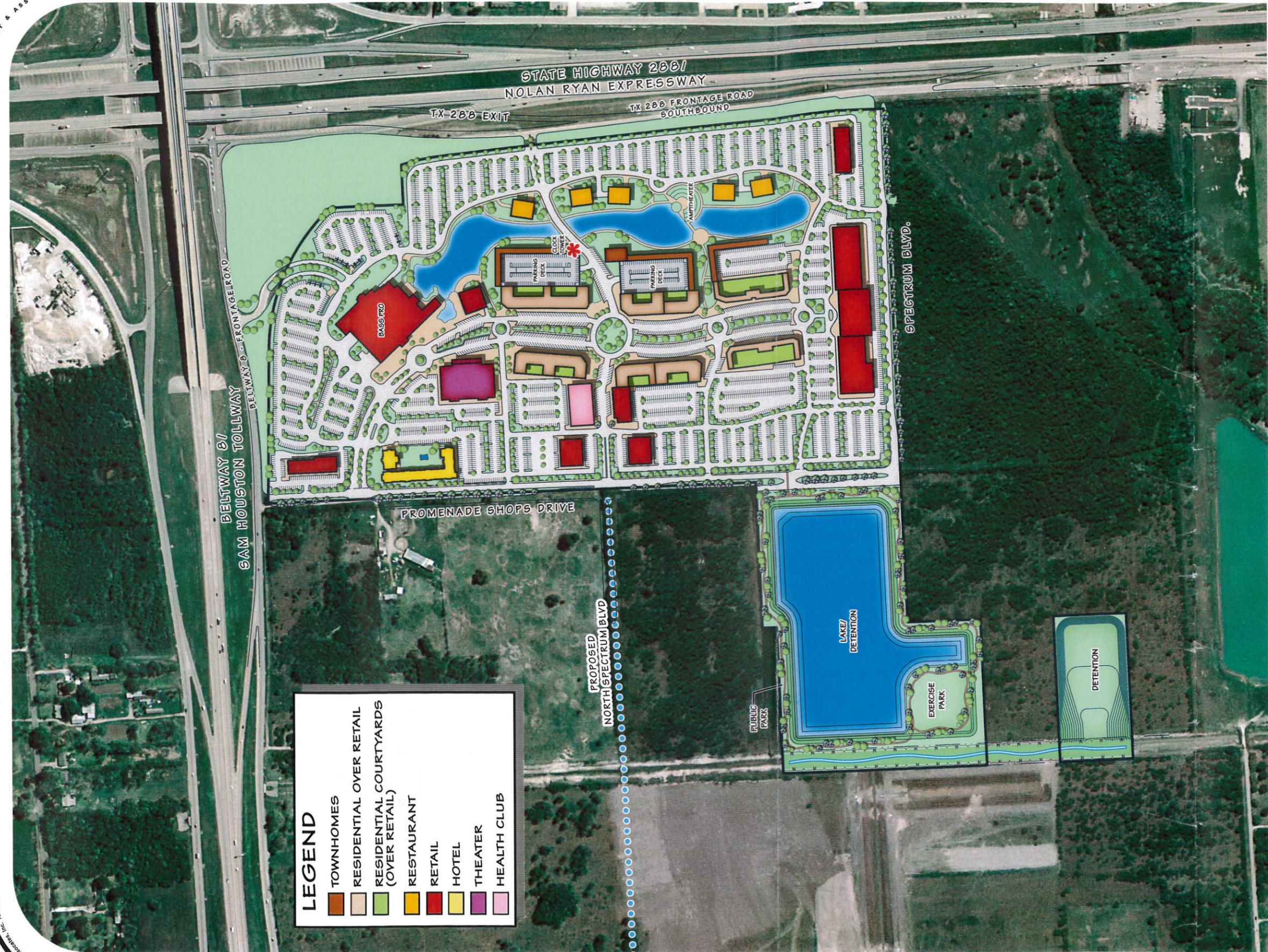
all 660.87 feet to a 1" iron pipe for corner in the east line of the said 15 acre tract;

THENCE South, along the east line of the said 15 acre tract, 641.58 feet to a 1" iron pipe for the southeast corner of the tract herein described;

THENCE N 89° 41' W, along the south line of the tract 660.00 feet to a 1" iron pipe for its Southwest corner;

THENCE North, along the west line of the said 15 acre tract, 674.57 feet to the point or PLACE OF BEGINNING and containing as aforesaid 9.9963 acres of land.

Such tracts comprising a total of 127.6954 acres, more or less.



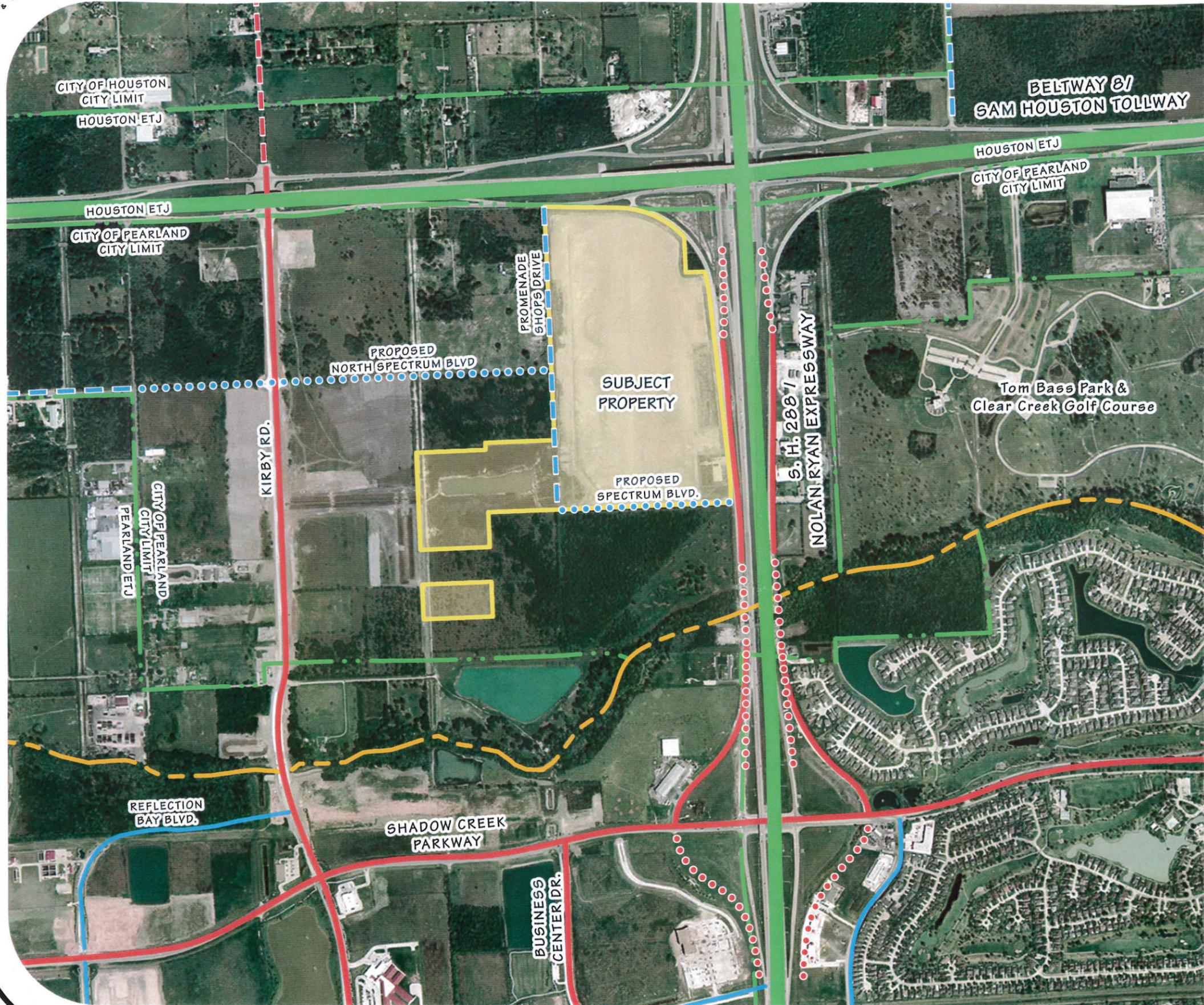
LEGEND

	TOWNHOMES
	RESIDENTIAL OVER RETAIL
	RESIDENTIAL COURTYARDS (OVER RETAIL)
	RESTAURANT
	RETAIL
	HOTEL
	THEATER
	HEALTH CLUB

a conceptual site plan for
LIFESTYLE CENTER PUD
 PEARLAND, TEXAS
 prepared for
PEARLAND LIFESTYLE CENTER, L.P.

KERRY R. GILBERT & ASSOCIATES, INC. Land Planning Consultants
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 KGA #137
 NOVEMBER 15, 2006

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- LEGEND**
- EXISTING FREEWAY / EXPRESSWAY SUFFICIENT WIDTH
 - EXISTING MAJOR THOROUGHFARE SUFFICIENT WIDTH
 - - - EXISTING MAJOR THOROUGHFARE INSUFFICIENT WIDTH
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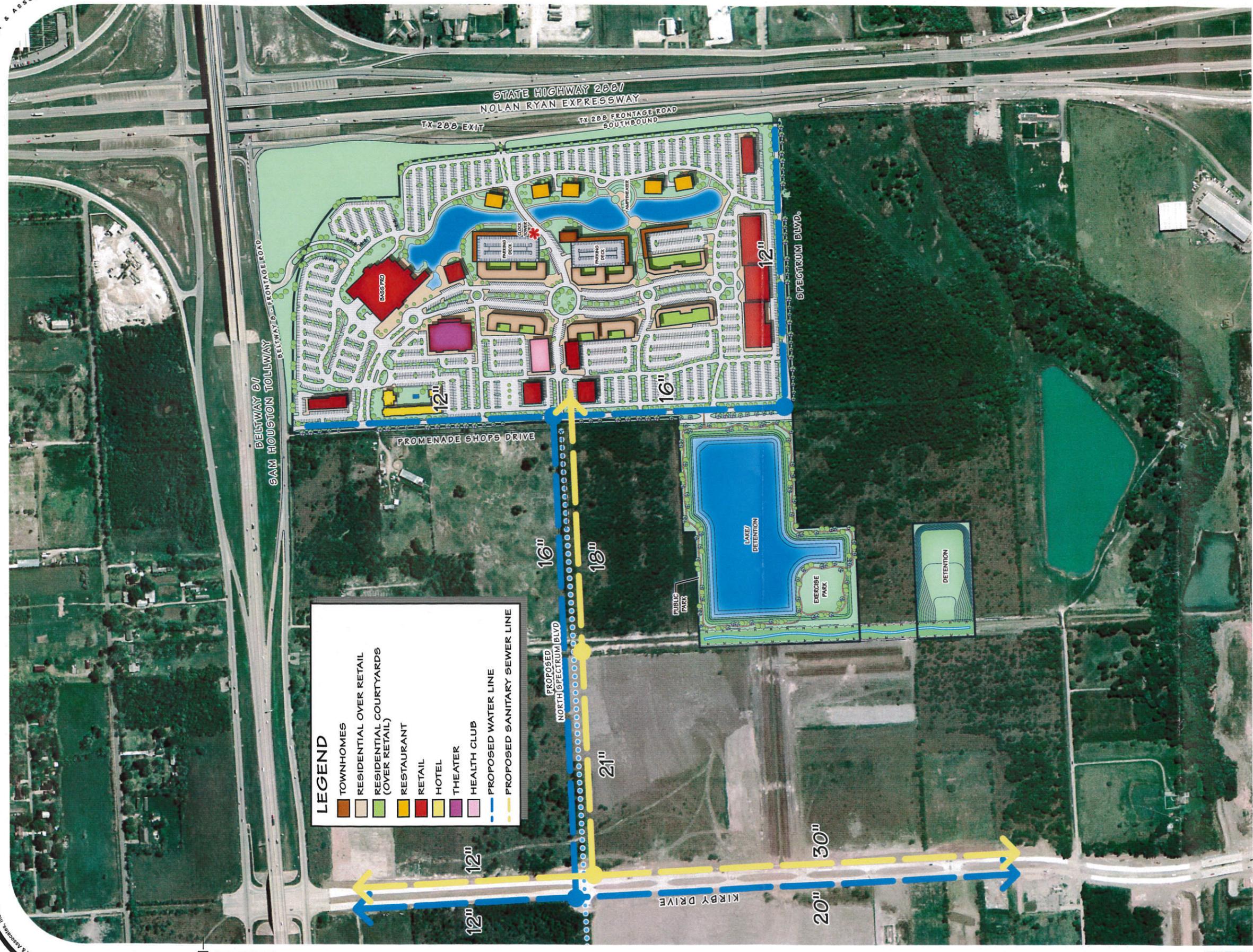
a mobility plan for
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EXHIBIT E

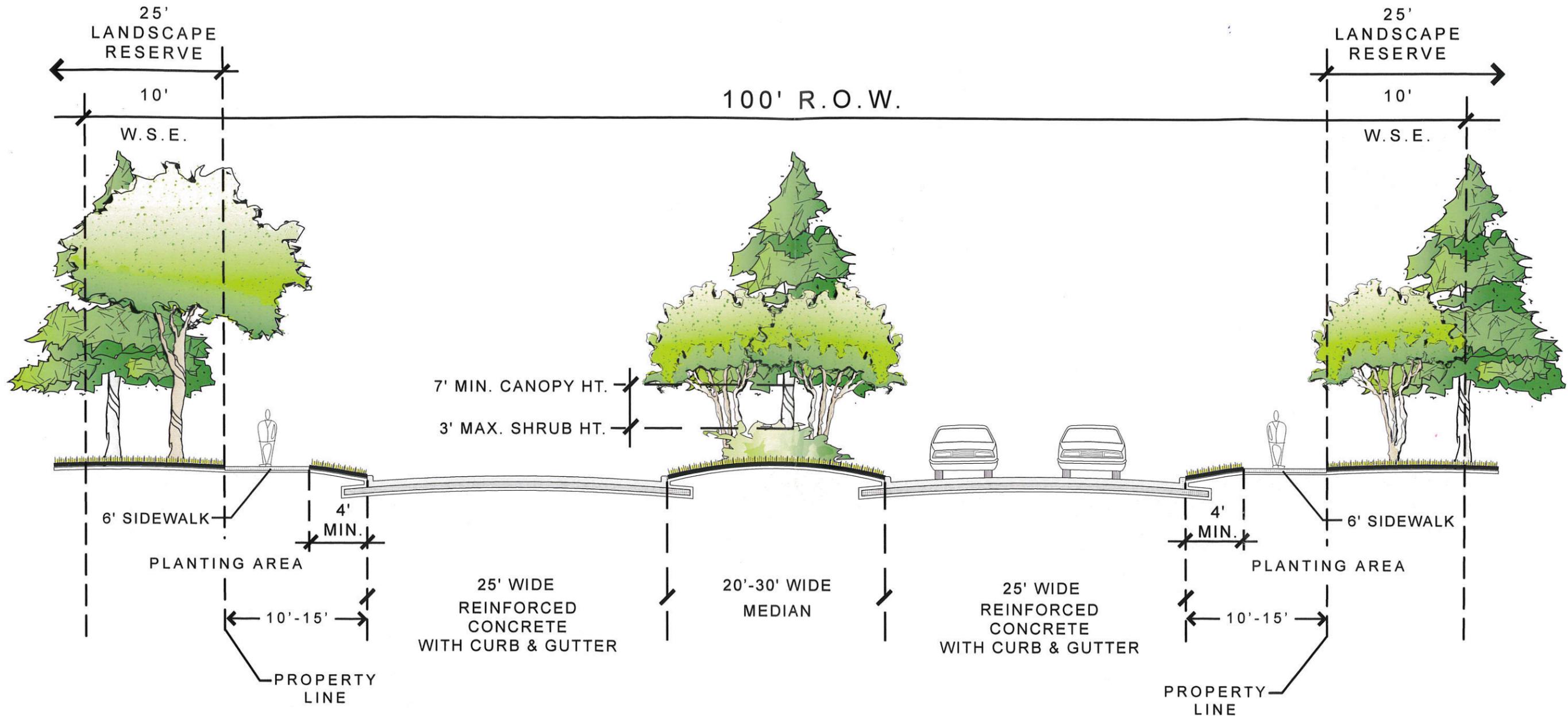


a conceptual utilities plan for
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PEARLAND, TEXAS
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 NOVEMBER 15, 2005
 KGA #137

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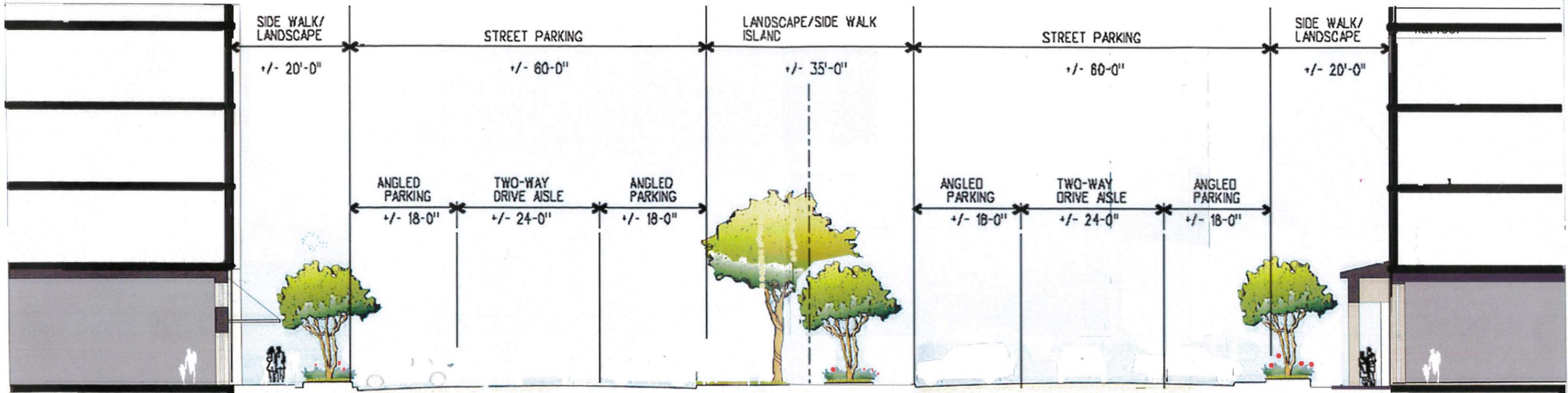


*NOTE: These dimensions will vary due to curvature of the streets.
 W.S.E. - WATER LINE/SANITARY SEWER EASEMENT
 NOTE: FOR ILLUSTRATION PURPOSES ONLY.
 REFER TO CONSTRUCTION PLANS FOR COMPLETE
 DETAILS AND SPECIFICATIONS

SPECTRUM BLVD. & PROMENADE SHOPS DRIVE - TYPICAL CROSS SECTION

EXHIBIT G

BUILDING FACE TO BUILDING FACE VARIES (+/- 195'-0")



CONCEPTUAL CROSS-SECTION FOR MAIN STREET DRIVEWAY

EXHIBIT H



LEGEND

- TOWNHOMES
- RESIDENTIAL OVER RETAIL
- RESIDENTIAL COURTYARDS (OVER RETAIL)

a residential units exhibit for
LIFESTYLE CENTER PUD
PEARLAND, TEXAS
 prepared for
PEARLAND LIFESTYLE CENTER, L.P.

KERRY R. GILBERT & ASSOCIATES, INC. Land Planning Consultants
 15910 Park Ten Place
 Suite 160
 Houston, Texas 77084
 (281) 579-0340

NOVEMBER 10, 2005
 KGA #137

NOT TO SCALE

THIS MAP IS A SCANNED DRAWING ONLY AND IS NOT FOR COMPUTATION OR CONSTRUCTION PURPOSES. THE USER SHALL BE RESPONSIBLE FOR VERIFYING THE ACCURACY OF ALL DIMENSIONS, LOCATIONS, AND CHARACTERISTICS OF THE FACILITIES SHOWN ON THIS MAP. THE ACTUAL DESIGN LOCATION OR CHARACTER OF THE FACILITIES SHOWN ON THIS MAP ARE INTENDED. THIS PRESENTATION GRAPHIC REPRESENTS A COMPILATION OF DATUM OBTAINED FROM MAPS, SURVEYS AND OTHER DOCUMENTS PROVIDED TO KERRY R. GILBERT & ASSOCIATES, INC.

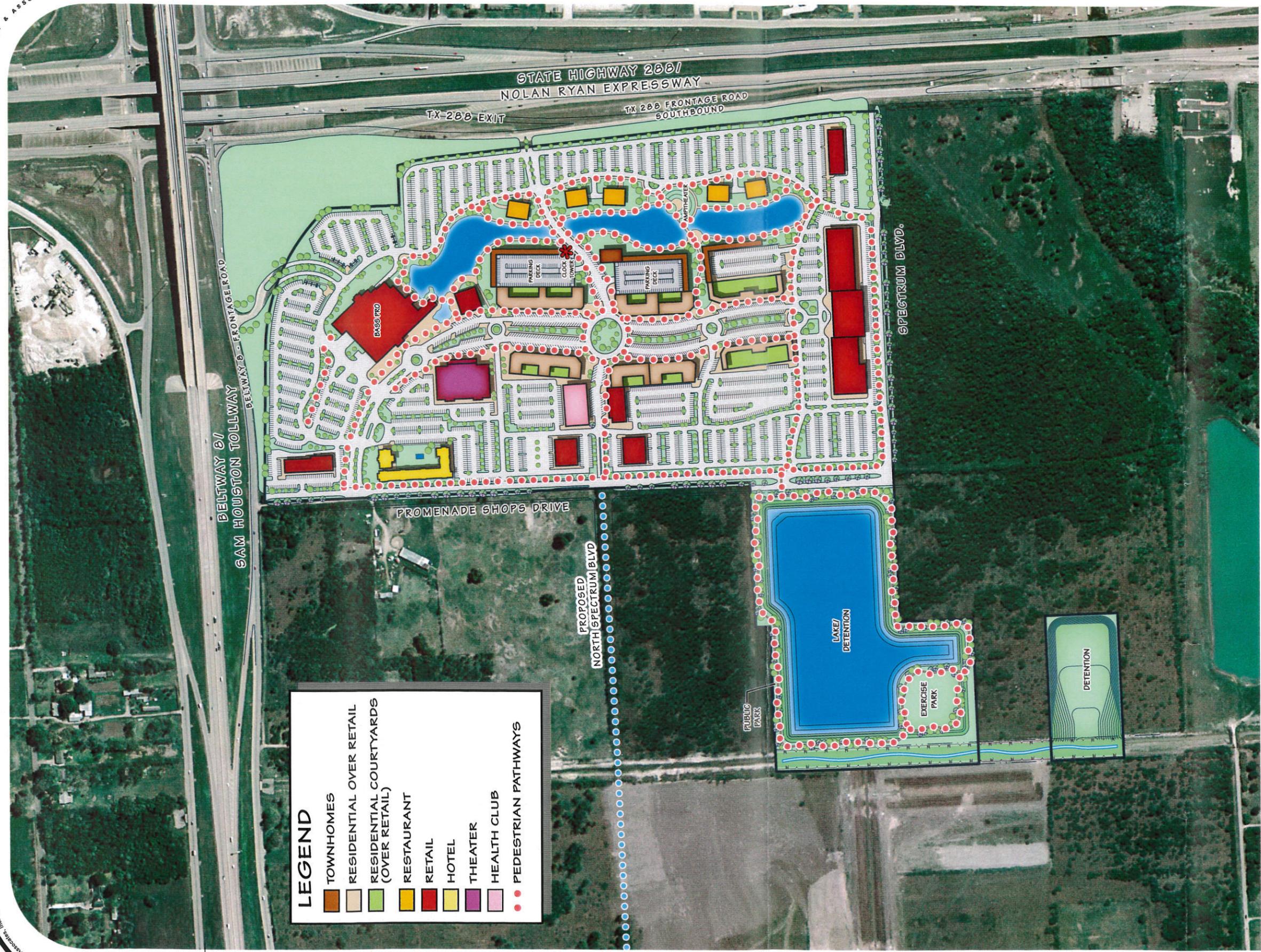
LEGEND	
PRIVATE GREEN SPACE / AMENITY AREAS:	
	AMENITY LAKES / DETENTION ±20.4 AC.
	DRY DETENTION BASIN ±4.2 AC.
	REQUIRED SETBACK AREAS ±4.8 AC. (25' ADJACENT TO SURROUNDING THOROUGHFARES)
	PEDESTRIAN PATHWAYS ±10.5 AC. (EXCLUDES PUBLIC PARK)
SUB-TOTAL	±39.9 AC.
PUBLIC PARK:	
	PUBLIC PARK ¹ ±5.9 AC.
SUB-TOTAL	±5.9 AC.
OPEN SPACE² (AS DEFINED BY UDC):	
	PRIVATE PARKS, PLAYLOTS, PLAZAS, & ORNAMENTAL AREAS ±14.2 AC.
	PRIVATE COURTYARDS (RESIDENTIAL AREAS) ±1.8 AC.
SUB-TOTAL	±16.0 AC.
TOTAL AMENITY AREAS ±61.8 AC.	
¹ Public park dedication required for residential component of project: ±3.5 acres	
² Open space required for multi-family residential component of project: ±7.2 acres	



an open space/amenities plan for
LIFESTYLE CENTER PUD
 PEARLAND, TEXAS
 prepared for
PEARLAND LIFESTYLE CENTER, L.P.

KERRY R. GILBERT & ASSOCIATES, INC. Land Planning Consultants
 19910 Park Ten Place
 Suite 160
 Houston, Texas 77084
 (281) 579-0340
 KGA #1-137

NOT TO SCALE
 NOVEMBER 28, 2006
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LEGEND

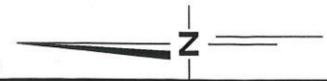
	TOWNHOMES
	RESIDENTIAL OVER RETAIL
	RESIDENTIAL COURTYARDS (OVER RETAIL)
	RESTAURANT
	RETAIL
	HOTEL
	THEATER
	HEALTH CLUB
	PEDESTRIAN PATHWAYS

a pedestrian circulation exhibit for
LIFESTYLE CENTER PUD
PEARLAND, TEXAS
 prepared for
PEARLAND LIFESTYLE CENTER, L.P.

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

NOT TO SCALE
 NOVEMBER 15, 2006
 KGA #137

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PROPOSED
NORTH SPECTRUM BLVD

PROMENADE SHOPS DRIVE

SPECTRUM BLVD.

PUBLIC
PARK
±5.9 AC.

LAKE/
DETENTION
±15.2 AC.

TOP OF BANK/
EDGE OF MAINTENANCE BERM

EXERCISE
PARK

EXERCISE
STATIONS

DETENTION
±4.2 AC.

a detention amenity exhibit for

LIFESTYLE CENTER PUD

PEARLAND, TEXAS

prepared for

PEARLAND LIFESTYLE CENTER, L.P.

KERRY R. GILBERT & ASSOCIATES, INC. *Land Planning Consultants*
 15810 Park Ten Place
 Suite 160
 Houston, Texas 77084
 (281) 579-0940

NOVEMBER 15, 2006
 KGA #1-137

NOT TO SCALE

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EXHIBIT M

a phasing plan for LIFESTYLE CENTER PUD PEARLAND, TEXAS prepared for PEARLAND LIFESTYLE CENTER, L.P.

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

NOVEMBER 15, 2006
KGA #1-137

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THE PROMENADE SHOPS AT THE SPECTRUM
MAIN STREET LOOKING SOUTH



POAG & MCEWEN
ARCHITECTS

EXHIBIT N-1

tvS

10-02-06
SCALE 1"=200'-0"



THE PROMENADE SHOPS AT THE SPECTRUM
CENTRAL AMENITY LAKES LOOKING WEST



THE PROMENADE SHOPS AT THE SPECTRUM
MAIN STREET LOOKING NORTH



POAG & MCEWEN
ARCHITECTS

EXHIBIT N-3

tvS

10-02-06
SCALE 1"=200'-0"



THE PROMENADE SHOPS AT THE SPECTRUM
AERIAL PERSPECTIVE

EXHIBIT N-4



POAG & MCEWEN
ARCHITECTS

tvS

10-02-06
SCALE 1"=200'-0"

CLUSTER DEVELOPMENT PLAN RIVERSTONE RANCH

PLANNING AND ZONING COMMISSION MEETING DATE: December 4, 2006

APPLICANT: SHS Partners, Ltd.

REQUEST: Cluster Development Plan for Riverstone Ranch, approximately 395 acres

GENERAL LOCATION: The subject property is located on the east side of Pearland Parkway, and on the west side of Country Club Drive.

PROPERTY DESCRIPTION: The subject property is currently undeveloped.

ZONING: The subject property is currently zoned as Single Family Residential – 1 District (R-1).

SURROUNDING LAND USES: The property to the north and to the east are developed with single family residential subdivisions. The property to the west is currently undeveloped. To the south is Clear Creek, which provides a buffer to non-residential uses that are developing along Pearland Parkway.

TRAFFIC AND TRANSPORTATION: A Traffic Impact Analysis will be required with the submittal of a Preliminary Plat.

UTILITIES: The developer will be required to extend any water and sanitary sewer utilities as necessary to serve the development. Utility extensions will be reviewed as part of the plat approval process.

STORMWATER MANAGEMENT: Stormwater detention will be provided on-site in the amenity lakes and detention areas.

PARKS: Due to the size of the subject property, the applicant will be required to provide parkland dedication within the subject property. These park areas are shown on the Cluster Development Plan.

CLUSTER DEVELOPMENT PLAN: The purpose of a Cluster Development Plan shall be to authorize the use of residential density standards in substitution for minimum lot size standards for residential uses. The subject property is currently zoned as R-1, and the permitted density for a cluster development in R-1 is 3.2 dwelling units per acre. The applicant is proposing a minimum lot size of 6,000 square feet, with a minimum lot width of 50 feet, and a minimum lot depth of 120 feet. A total of 1,193 lots are proposed.

CRITERIA FOR APPROVAL: The Planning and Zoning Commission shall apply the following factors in taking action on the Cluster Development Plan application:

1. The Cluster Development Plan meets the standards for residential density as outlined in the following in relation to each zoning district.
2. The Cluster Development Plan is consistent with other zoning district regulations, except minimum lot size, width, and depth.
3. The Cluster Development Plan contains sufficient buffering to assure compatibility with adjacent uses and the character of the neighborhood.
4. The Cluster Development Plan provides open space or amenities to the development that could not be achieved through application of minimum lot size standards.

The Planning and Zoning Commission may impose such conditions on approval of the Cluster Development Plan as are necessary to assure compatibility with adjoining uses and neighborhood character.

STAFF COMMENTS: The following is a list of staff comments pertaining to the Cluster Development Plan:

1. Staff recommends that pedestrian connections (min. 8' wide trails) be provided to connect the proposed development to the residential areas on the east and to the proposed parkland dedication areas to the south. Otherwise, the proposed dedications will not be acceptable. According to the Development Agreement, the applicant is required to provide 12 acres of park land dedication. The parks ordinance states that "Pedestrian or vehicular access to the parkland shall be available from one or more streets. Street frontage shall be required to ensure public access to the parkland and adequate on-site parking, if appropriate." If pedestrian connections are not provided, the proposed dedications are not accessible and therefore, not acceptable.

The applicant has provided a pedestrian connection to the Green Tee residential subdivision. The applicant has not provided pedestrian connections to the park areas to the south.

2. Staff is concerned that properties not under the ownership of the applicant are included in the plan.

The applicant is showing land on the cluster development plan that is not currently under their ownership. Staff has discussed this with the Legal Department and the City Attorney agrees that the applicant cannot plan for land that they do not own.

Therefore, the applicant needs to remove the parcels that they do not own from the Cluster Development Plan.

3. Staff recommends that a phasing plan be provided to clarify the sequence of development, especially the public facilities, trails, open space etc. The applicant has the option of showing phasing in his Master Plat application, which would be required prior to submittal of preliminary, final or minor plat application.

The applicant has indicated that their first phase of development will include the parcels labeled as SF-1, SF-2, and SF-3, plus the extension of Riverstone Ranch Drive to serve these sections.

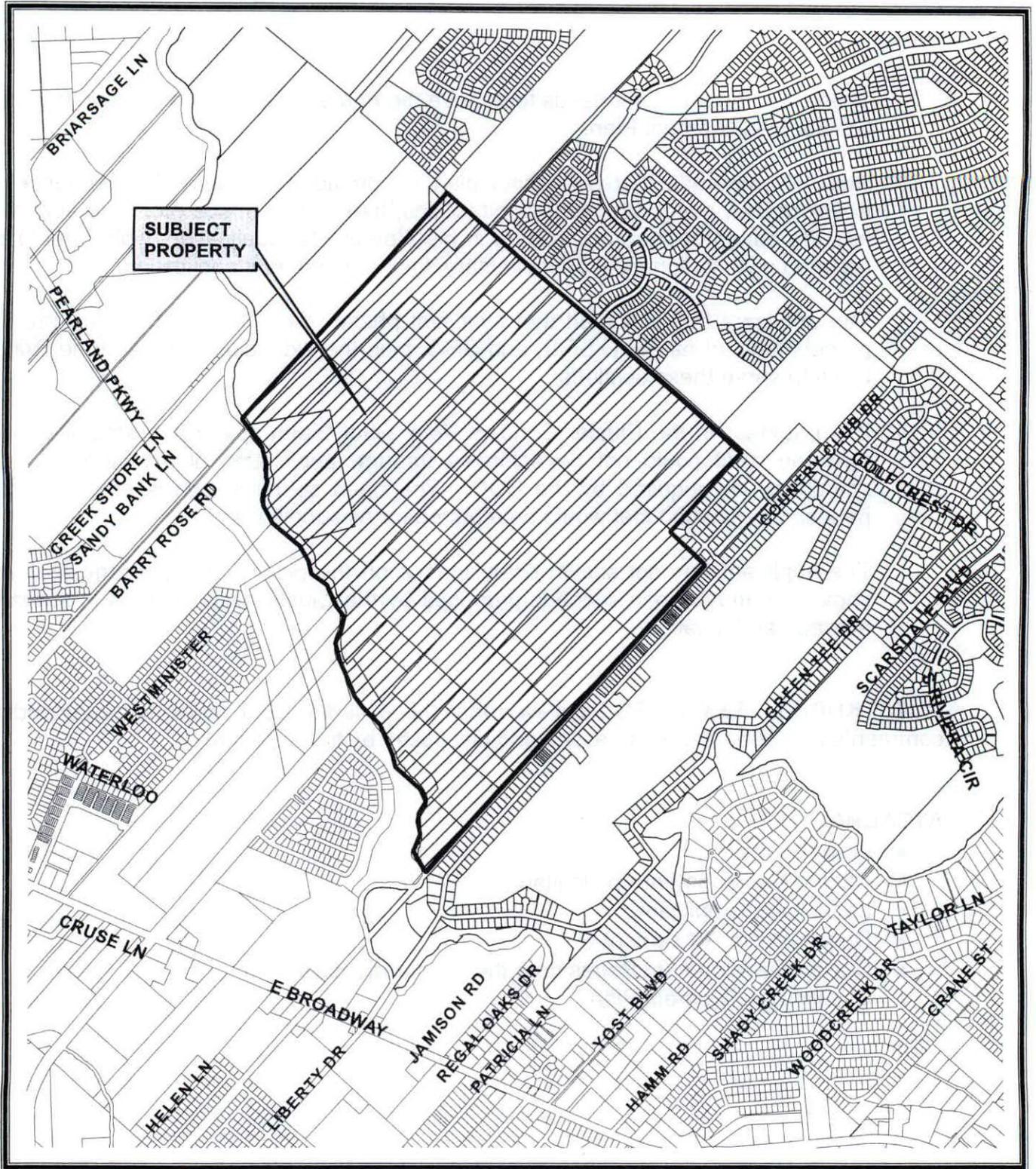
4. It is not clear in the Cluster Concept Plan, what "open space and amenities" are provided "that could not be achieved through application of minimum lot size standards" as required by the UDC. The open space shown is predominantly parkland dedication that would be required for all subdivisions.

The applicant has not shown open spaces on the plan. The applicant does not show how much open space is proposed by the Cluster Development in terms of acreage and location.

OUTSTANDING ITEMS: Staff believes that the 4 items listed above are outstanding comments and need to be addressed and discussed by the applicant.

ATTACHMENTS:

- Location Map
- Cluster Development Application
- Letter From Applicant
- Development Agreement
- Cluster Development Pages from the Comprehensive Plan
- Cluster Development Plan



LOCATION MAP

Cluster Development Plan
Riverstone Ranch



0 1,000 2,000 Feet

Map Prepared on November 30, 2006



**APPLICATION FOR A
CLUSTER
DEVELOPMENT PLAN**
Page 1 of Application

City of Pearland
Community Development
3523 Liberty Drive
(Community Center)
Pearland, Texas 77581
281-652-1768
281-652-1702 fax
www.cityofpearland.com

Cluster Development Plan Application for: Riverstone Ranch
(name of subdivision)

Address or General Location of the Property: East of Clear Creek
Northwest of Green Tee Subdivision

PROPERTY OWNER INFORMATION*: If there are multiple property owners, please list on a separate sheet of paper and attach to this application.

NAME SHS Partners, Ltd.
ADDRESS 6115 Skyline Dr. Suite A
CITY Houston STATE TX ZIP 77057
PHONE (713) 621-6111
FAX (713) 621-1368
E-MAIL ADDRESS ehaaland@riverwayproperties.com

* Must be the current property owner at the time of the submittal of the application, not the party that has the property under contract.

APPLICANT INFORMATION:

NAME SHS Partners, Ltd.
ADDRESS 6115 Skyline Dr. Suite A
CITY Houston STATE TX ZIP 77057
PHONE (713) 621-6111
FAX (713) 621-1368
E-MAIL ADDRESS ehaaland@riverwayproperties.com

The purpose of a Cluster Development Plan shall be to authorize the use of residential density standards in substitution for minimum lot size standards for residential uses. A Cluster Development Plan shall be required inside the City limits whenever the property owner seeks authorization to have subsequent development applications reviewed under residential density standards in lieu of minimum lot size standards.

APPLICATION FOR A CLUSTER DEVELOPMENT PLAN

Page 2 of Application

Current Zoning District and Density:

Please check the appropriate zoning district (must meet the density listed for that district)

Check Box	Zoning District	Average Net Density
<input type="checkbox"/>	RE	1.3
<input type="checkbox"/>	SR-15	1.9
<input type="checkbox"/>	SR-12	2.3
<input checked="" type="checkbox"/>	R-1	3.2
<input type="checkbox"/>	R-2	4.0
<input type="checkbox"/>	R-3	4.7
<input type="checkbox"/>	R-4	5.6
<input type="checkbox"/>	Townhome	9.4

Gross Acreage of Land to be Developed as

Residential: 416.5

Number of Lots: 1193

Proposed Minimum Lot Size: 6,000 sf.

Proposed Minimum Lot Width: 50'

Proposed Minimum Lot Depth: 120'

A Complete Application must include all of this information:

- Fee of \$250.00
- Legal Description and/or Survey of the Property
- Site Plan or Concept Plan drawing showing the proposed layout of the subject property, including any streets, lots, parks, open space, etc.
- Letter Explaining the Cluster Development Plan in detail, and how it meets the criteria of approval as set forth in Section 2.2.4.4 of the UDC
- Other necessary information (maps, drawings, pictures, etc.)

As owner and applicant, I hereby request approval of the above described request as provided for by the Unified Development Code of the City of Pearland.

Owner's Signature: _____ Date: _____

Applicant's Signature: _____ Date: _____

OFFICE USE ONLY:

FEE PAID: <u>\$ 250.00</u>	DATE PAID: <u>11/6/06</u>	RECEIVED BY: <u>toj</u>	RECEIPT NUMBER:
----------------------------	---------------------------	-------------------------	-----------------

Application No. _____

SHS Partners, Ltd.

November 6, 2006

Planning & Zoning Commission
City Of Pearland
3519 Liberty
Pearland, TX 77581-5416

Re: Cluster Development Plan for Riverstone Ranch

Dear Commission Members:

Riverstone Ranch is a proposed development in the old Allison Richey Gulf Coast Homes Subdivision, northwest of Green Tee Subdivision and east of Clear Creek.

On March 27, 2006, The City of Pearland entered into a development agreement with SHS Partners regarding the development of this property. Subsequently, the City has rezoned the property to R-1 zoning. In accordance with the development agreement, SHS Partners is submitting this Cluster Development Plan for the subject property.

This Cluster Development Plan allows SHS Partners to develop a variety of different lot sizes and utilize amenity lakes and open space to create a pleasing environment for the residents. Some of the features which we intend to incorporate in the development include:

- Extensive use of amenity lakes and drainage features as visual enhancement for the project
- Landscape reserves on each side of collector streets to allow for extensive tree plantings and pedestrian trails
- A trail system along the main drainage channel and amenity lakes which will connect the center of the development to park land and open space along Clear Creek.
- A landscape buffer strip between the existing Green Tee subdivision and Riverstone Ranch.

Riverstone Ranch complies with the development agreement and the Cluster Development Plan requirements by including the following:

- No roadway connections will be made to the existing Green Tee Subdivision.
- There are fewer than 1200 residential lots proposed with a density of less than 3.2 per acre.
- Twelve acres of land within the greenbelt is proposed for dedication to the City of Pearland as parkland.

Copies of the Development Agreement and the lot density calculation are attached.

Please do not hesitate to contact our project manager, Erik Haaland at 713-621-6111 or ehaaland@riverwayproperties.com if you have any further questions or need additional information.

Sincerely,


John Santasiero

6115 Skyline Dr., Suite A, Houston, TX 77057
Phone: 713-621-6111 Fax: 713-621-1368

SHS Partners, Ltd.

November 28, 2006

Planning & Zoning Commission
City Of Pearland
3519 Liberty
Pearland, TX 77581-5416

Re: Cluster Development Plan for Riverstone Ranch

Dear Commission Members:

SHS Partners has received the staff comments on the Cluster Development Plan for Riverstone Ranch and have the following responses:

We have submitted a revised drawing showing a pedestrian connection to the Green Tee subdivision and have indicated the minimum lot size, width and depth on the plan.

We do not believe that the approval of this cluster plan including properties which SHS Partners does not own will be any more restrictive than the underlying zoning. The Cluster Development Plan shows how the number of lots allowed by the Development Agreement between the City and SHS Partners are in fact spread over all the developable (outside the 100 year floodplain) acreage and not only on the land owned by SHS partners. The next step in the platting process, the Master Plat, will only contain land which is owned by SHS Partners and will conform with this Cluster Development Plan. As more land is acquired, the Master Plat will be revised and submitted for approval.

We have removed the acreage for Barry Rose Road and Collector ROW from the density calculation and revised the table on the plan.

The phasing of the project will be clarified with the Master Plat submittal. The first phase, however, will include the tracts designated as SF-1, SF-2, and SF-3, the extension of Riverstone Ranch Drive to serve these sections, the improvement of the main drainage channel through the center of the project, approximately 15 acres of detention adjacent to Clear Creek, and the construction of a lift station and force main to serve all of the anticipated development.

The review and approval of the Cluster Development Plan must be made within the context of the Development Agreement between the City of Pearland and SHS Partners. SHS Partners has agreed to the following obligations which benefit the City:

- Provide land for San Jacinto Community College within the property
- Redirect drainage away from Green Tee subdivision resulting in bond cost avoidance by the City
- Allow no vehicular access between the property and Green Tee subdivision
- Construct a portion of Barry Rose Road
- Dedicate park land which will be a partial implementation of a Clear Creek Greenbelt Plan.

This agreement allows SHS Partners to develop 1200 lots on the property in exchange for meeting these obligations. In order to develop and sell the allowable number of lots while meeting these obligations and

SHS Partners, Ltd.

include drainage and detention areas which will be amenities within the community, SHS Partners must have flexibility in lot size and therefore is desiring to have future subdivision plats considered based on a density of 3.2 dwellings per acre rather than the minimum lot size allowable under the R-1 zoning. We appreciate your consideration of this project and look forward to working together to make Riverstone Ranch one of the premier communities in Pearland.

Please do not hesitate to contact our project manager, Erik Haaland at 713-621-6111 or ehaaland@riverwayproperties.com if you have any further questions or need additional information.

Sincerely,

John Santasiero



RESOLUTION NO. R2006-43

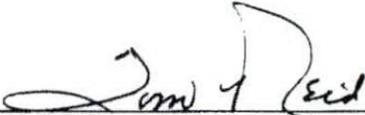
A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PEARLAND, TEXAS, AUTHORIZING THE CITY MANAGER OR HIS DESIGNEE TO ENTER INTO A DEVELOPMENT AGREEMENT WITH SHS PARTNERS.

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

Section 1. That certain Agreement by and between the City of Pearland and SHS Partners, a copy of which is attached hereto as Exhibit "A" and made a part hereof for all purposes, is hereby authorized and approved.

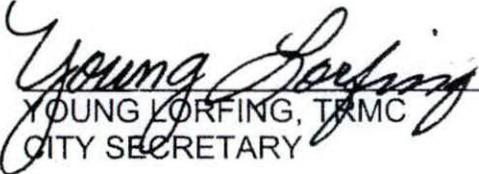
Section 2. That the City Manager or his designee is hereby authorized to execute and the City Secretary to attest an Agreement with SHS Partners.

PASSED, APPROVED and ADOPTED this the 27th day of March,
A.D., 2006.



TOM REID
MAYOR

ATTEST:



YOUNG LORFING, TRMC
CITY SECRETARY

APPROVED AS TO FORM:



DARRIN M. COKER
CITY ATTORNEY

DEVELOPMENT AGREEMENT

THIS DEVELOPMENT AGREEMENT (this "Agreement") is made and entered into as of 3/27, 2006, by and between the **CITY OF PEARLAND, TEXAS**, a home rule municipality located in the counties of Brazoria, Harris, and Fort Bend, Texas (the "City"), and SHS Partners, Ltd. (the "Developer"), or its assigns, represented herein by its undersigned, duly authorized general partner.

RECITALS

- A. Capitalized terms used in these recitals are defined in Article I, below.
- B. The property is currently within the corporate limits of the City. Developer desires to petition the City for consent to the annexation of the Property into MUD No. 28. The Developer and the City also intend to create a PUD or CDP over the Property.
- C. The Developer is the holder of the right to acquire and develop 300 acres within the Property. The Developer currently intends to develop and improve, in various phases, all or a portion of the Property as a planned residential, institutional, community, neighborhood services, and other uses permitted in conformance with the PUD or CDP.
- D. To facilitate the development of the Property, the City and Developer have agreed to take certain actions and to construct, or cause to be constructed various public improvements.
- E. This Agreement has been submitted to the City for consideration and review, and the City has taken all actions required to be taken prior to the execution of this Agreement to make the same binding upon the City according to the terms hereof.
- F. The Property is located within the Pasadena Independent School District and the San Jacinto Community College District. Ownership of the Property is currently fragmented into 124 separate parcels with 29 separate owners. The Property has a taxable value of approximately \$700,000 and is inadequately served by transportation, utility, and drainage facilities. Consequently, the highest and best use for the Property can not be attained in its current condition and situation.
- G. The current RE zoning of the Property would allow approximately 1,170 single-family homes. The intended R1-PUD or R1-CDP would allow up to 1,968 single-family homes on the Property. The intention of the Parties is to limit the number of single-family homes to 1,200 if the College locates on the Property or to 1,600 if the College does not locate on the Property.

- H. The park dedication requirements for the Project will be 12 acres if 1,200 lots are platted and 16 acres if 1,600 lots are platted on the Property. In addition to open space and recreation areas within the residential sections of the Property, Developer intends to acquire and convey to the City property within the Clear Creek Greenbelt to satisfy the public park dedication requirements.
- I. The City, after due and careful consideration, has concluded that the development of the Property as provided for herein will further the growth of the City, improve the environment of the City, increase the assessed valuation of the real estate situated within the City, foster increased economic activity within the City, increase employment opportunities within the City, and upgrade public infrastructure within the City.

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants and agreements herein contained, and other good and valuable consideration, the receipt and sufficient of which are hereby acknowledged, the parties hereby agree as follows:

ARTICLE I.

DEFINITIONS; INCORPORATION OF RECITALS

1.1 Definitions. Capitalized terms used herein, including the recitals hereto, shall have the meanings set forth in this section, unless otherwise defined, or unless the context clearly requires another definition.

CDP means Cluster Development Plan with underlying R-1 zoning for the Property adopted pursuant to the City of Pearland Unified Development Code.

City means the City of Pearland, Texas, a home rule municipality located in the counties of Brazoria, Harris, and Fort Bend, Texas.

Clear Creek Greenbelt means the portion of the Property generally within the Tropical Storm Allison Recovery Project (TSARP) 100-year flood plain.

College means the San Jacinto Community College.

College Hughes Road Investment means the investment in Hughes Road made by the College in consideration of the donation of property by the Developer to the College.

Commitment Period means the 18-month period beginning on the effective date of this Agreement during which the Parties have certain obligations as described in

Section 4.3. The Commitment Period may be extended only by mutual consent of the Parties.

Developer means SHS Partners, Ltd.

Donation Property means the minimum of seventy (70) acres, but up to one hundred (100) acres within the Project contemplated to be donated by Developer to College.

Hughes Road Extension A means that portion of Hughes Road to be constructed from Pearland Parkway to the north line of the Clear Creek Greenbelt as shown in **Exhibit B**.

Hughes Road Extension B means that portion of Hughes Road to be constructed adjacent to the Riverstone Ranch subdivision within the Property as shown in **Exhibit B**.

Hughes Road Extension C means that portion of Hughes Road to be constructed from the north line of the Riverstone Ranch subdivision within the Property to the existing termination of Hughes Road as shown in **Exhibit B**.

Hughes Road Initial Investment means the cost attributable to each Party for their respective segment of Hughes Road prior to any increases or deductions due to the reimbursement described in Section 4.4.

MUD No. 28 means Brazoria County Municipal Utility District No. 28, which has been created under Article XVI, Section 59 of the Texas Constitution and operated under Chapters 54 and 49 of the Texas Water Code, as amended.

Party or Parties means all or any of the City and the Developer, as applicable.

Project means the real estate development planned for the Property, as more fully described in **Paragraph C** of the recital hereto.

Property means the approximately 643-acre tract legally described in **Exhibit A** attached hereto and made a part hereof.

PUD means a Planned Unit Development with underlying R-1 zoning for the Property adopted pursuant to the City of Pearland Unified Development Code.

TCEQ means the Texas Commission on Environmental Quality.

1.2 Recitals incorporated. The representations, covenants and recitations set forth in the recitals to this Agreement are material to this Agreement and are hereby

found and agreed to be true and correct, and are incorporated into and made a part hereof as though they were fully set forth in this article.

ARTICLE II.

COOPERATION

Actions of the parties. The parties agree to take such actions, including the execution and delivery of such documents, instruments, petitions and certifications (and, in the City's case, the adoption of such ordinances and resolutions), as may be necessary or appropriate, from time to time, to carry out the terms, provisions and intent of this Agreement and to aid and assist each other in carrying out said terms, provisions and intent.

ARTICLE III.

EFFECTIVENESS OF AGREEMENT

This Agreement shall become effective from and after its approval and execution by both parties.

ARTICLE IV.

DEVELOPMENT AND USE OF THE PROPERTY AND CONSTRUCTION OF IMPROVEMENTS

4.1 City's obligations.

a) The City intends to take the following actions, and agrees to use its best efforts to do so:

- (i.) Consent to the annexation of the Property into MUD No. 28 or a future in-city MUD to be created pursuant to City requirements;
- (ii.) Create a PUD or CDP over the Property which will provide the appropriate zoning for single family residential, institutional, and community uses;
- (iii.) Commit to provide the water supply and wastewater treatment capacity ultimately required by the Project. The City may choose, by paying the proportionate costs, to oversize any water or sewer lines constructed by Developer. Approval of the preliminary plat for the Property, or portions of the Property, will formalize such commitment. City approval of the preliminary plat binds the City to an ultimate commitment of water and wastewater capacity to serve the Project which is expected to include up to 1,600 equivalent single family

connections to serve the residential uses and 160 equivalent single family connections to serve the College;

- (iv.) Provide annual water and wastewater capacity as required by the Project and as shown on the Developer's projected annual build-out schedules;
- (v.) Work with the Developer to obtain all necessary approvals, permits and consents from Brazoria and Harris Counties with respect to the improvements, and other matters necessary to the development of the Project.
- (vi.) Accept land dedication, as described in Section 4.2(a)(iv), in lieu of payment of fees to satisfy the park dedication requirements for the Project.

4.2 Developer's obligations.

a) The Developer intends to take the following actions, and agrees to use its best efforts to do so:

- (i.) Petition MUD No. 28 for annexation of the Property into its boundaries
- (ii.) Prepare and implement the PUD or CDP, including the adoption of deed restrictions and other restrictive covenants consistent with the PUD or CDP and relevant City regulation;
- (iii.) Oversee and construct neighborhood improvements and amenities, such as water, sanitary sewer (initial extension from the vicinity of Pearland Parkway and Clear Creek Park subdivision) and drainage facilities and payment of impact fees to the City;
- (iv.) Acquire property within the Clear Creek Greenbelt to be dedicated to the City for public park purposes. If the conditions of Section 4.3 are satisfied during the Commitment Period, Developer will acquire 12 acres; if the conditions of Section 4.3 are not satisfied during the Commitment Period, Developer will acquire 35 acres. Consistent with City policy, such acreage will be in an accessible location determined by mutual consent of the Parties and will be included within the allowable area on which PUD or CDP densities are calculated;
- (v.) Advertise and market the Project;
- (vi.) Pay property taxes on the portion of the Property that is owned by the Developer;

- (vii.) Maintain the portion of the Property that is owned by the Developer;
- (viii.) Construct the Project and pay associated land planning, legal architectural, engineering, surveying, and design expenses associated with the Project;
- (ix.) Provide the City with projected annual build-out schedules for the purpose of providing water and wastewater capacity to the Project;
- (x.) Provide to the City those documents necessary to coordinate the development of the Project, including documents which detail time lines and construction schedules and marketing information;
- (xi.) Plat the Property in a way that prohibits the connection of any streets within the Project to streets located in the Green Tee Subdivision;
- (xii.) Construct drainage improvements in accordance with City rules and regulations in a way that redirects the existing flow of Spring Gully away from the Green Tee Subdivision as shown in Exhibit B. Developer may use a portion, not to exceed 50 acres, of the Clear Creek Greenbelt to meet the detention requirements of the Project. The location of such detention facility shall be determined by mutual consent of the Parties. The Developer shall be responsible for any costs related to the acquisition of property for and development of Developer detention facilities within the Clear Creek Greenbelt;

4.3 Developer and City Obligations relating to the College.

- a) The Developer agrees to reserve the Donation Property during the Commitment Period. Developer's conveyance of the Donation Property to College shall be contingent upon College's investment of a minimum \$1,500,000 in the Hughes Road Extension A and Hughes Road Extension B (the "College Hughes Road Investment").
- b) During the Commitment Period, the Developer agrees to negotiate in good faith with College to reach agreement on the terms and conditions of the conveyance of the Donation Property including, but not limited to location, land planning coordination, water, sewer, drainage and detention cost allocations, and construction phasing. Additionally, the agreement between Developer and College shall provide for 1) College to accept the Donation Property and complete construction on an educational facility on the Donation Property within five years of the date of this Agreement; and 2) the Donation Property to revert to Developer if

such construction has not commenced five years from the date of this Agreement.

- c) During the Commitment Period, the City agrees to negotiate in good faith with College and other persons or agencies as required to secure College's commitment to accept the Donation Property and construct an educational facility on the Donation Property.
- d) If the conditions of this section have been satisfied prior to expiration of the Commitment Period, residential density within the PUD or CDP shall comply with the City's Unified Development Code, but in no case exceed 1,200 single-family residences on the Property.
- e) If the conditions of this section have not been satisfied prior to expiration of the Commitment Period, residential density within the PUD or CDP shall comply with the City's Unified Development Code, but in no case exceed 1,600 single-family residences on the Property.
- f) As more fully described in Article II of this Agreement, during the Commitment Period, the City shall accept, process, and take action on development permit applications including but not limited to zoning applications, the PUD or CDP, subdivision plats, construction plans, or building permit applications necessary to implement the terms, provisions and intent of this Agreement.

4.4 Developer and City Obligations relating to the construction of Hughes Road.

- a) The City agrees to design and construct the Hughes Road Extension A, which will be constructed as a two-lane half-boulevard road, with appropriate landscaping, irrigation and lighting, and shall be constructed in a timeframe agreeable to the City and the Developer. Acknowledging the critical relationship between the completion of the Hughes Road Extension A, the City agrees to use its best efforts to complete construction of the Hughes Road Extension A as soon as practicable, but in no case later than two years from the date of this Agreement;
- b) The Developer agrees to design and construct the Hughes Road Extension B, which will be constructed as a two-lane half-boulevard road, with appropriate landscaping, irrigation and lighting, and shall be constructed in a timeframe agreeable to the City and the Developer. Acknowledging the critical relationship between the completion of the Hughes Road Extension B, the Developer agrees to use its best efforts to complete construction of the Hughes Road Extension B as soon as practicable, but in no case later than the latter of two years from the date of this Agreement or six months following the completion of Hughes road Extension A;
- c) The College Hughes Road Investment shall be used to reduce each Party's obligations in proportion to each Party's Hughes Road Initial Investment.

d) Developer and City will cooperate to secure additional sources of funding for construction the Hughes Road Extension C, but neither party shall have any financial obligation for construction of this road segment;

e) The Obligation of the City described in this Section 4.4 shall be paid from lawfully available funds that may be currently available in the budget year in which such improvements are designated to be constructed. The City agrees to use its best efforts to collect revenues, issue bonds, and appropriate funds as may be required to finance such improvements.

ARTICLE V

AUTHORITY; COVENANTS

5.1 Actions. The City covenants to the Developer and agrees that upon application of the Developer, the City will use its best efforts to the extent permitted by law to take such actions as may be required and necessary to process any application for amendments to the Zoning Ordinance that may be necessary or proper in order to insure the development of the Property and the Project.

5.2 Powers.

a) The City hereby represents and warrants to Developer that the City has full constitutional and lawful right, power and authority, under currently applicable law, to execute and deliver and perform the terms and obligations of this Agreement, and all of the foregoing have been or will be duly and validly authorized and approved by all necessary City proceedings, findings and actions. Accordingly, this Agreement constitutes the legal, valid and binding obligation of the City, is enforceable in accordance with its terms and provisions and does not require the consent of any other governmental authority.

b) The Developer hereby represents and warrant to the City that Developer has full lawful right, power and authority to execute and deliver and perform the terms and obligations of this Agreement and all of the foregoing have been or will be duly and validly authorized and approved by all necessary actions of Developer. Concurrently with Developer's execution of this Agreement, Developer has delivered to the City copies of the resolution or other corporate actions authorizing the execution of this Agreement and evidencing the authority of the persons signing this Agreement on behalf of Developer to do so. Accordingly, this Agreement constitutes the legal, valid and binding obligation of Developer, and is enforceable in accordance with its terms and provisions.

5.3 Authorized parties. Whenever the provisions of this Agreement and other related documents and instruments or any supplemental agreements, any request, demand

approval, notice or consent of the City or Developer is required, or the City or Developer is required to agree, or to take some action at the request of the other, such request, demand, approval, notice or consent, or agreement shall be given for the City unless otherwise provided herein by the City Manager or his designee and for Developer by any officer of Developer so authorized (and, in any event, the officers executing this Agreement are so authorized); and any party shall be authorized to act on any such request, demand, approval, notice or consent, or agreement.

ARTICLE VI

GENERAL PROVISIONS

6.1 Time of the essence. Time is of the essence of this Agreement. The parties will make every reasonable effort to expedite the subject matters hereof and acknowledge that the successful performance of this Agreement requires their continued cooperation.

6.2 Default.

a) A party shall be deemed in default under this Agreement (which shall be deemed a breach hereunder) if such party fails to materially perform, observe or comply with any of its covenants, agreements or obligations hereunder or breaches or violate any of its representations contained in this Agreement.

b) Before any failure of any party to perform its obligations under this Agreement shall be deemed to be a breach of this Agreement, the party claiming such failure shall notify, in writing, the party alleged to have failed to perform of the alleged failure and shall demand performance. No breach of this Agreement may be found to have occurred if performance has commenced to the reasonable satisfaction of the complaining party within 30 days of the receipt of such notice, subject, however, to the terms and provisions of Section 6.3(c). Upon a breach of this Agreement, the non-defaulting Party, in any court of competent jurisdiction, by an action or proceeding at law or in equity, may secure the specific performance of the covenants and agreements herein contained, may be awarded damages for failure of performance, or both. Except as otherwise set forth herein, no action taken by a Party pursuant to the provisions of this Section pursuant to the provisions of any other Section of this Agreement shall be deemed to constitute an election of remedies and all remedies set forth in this Agreement shall be cumulative and non-exclusive of any other remedy either set forth herein or available to any Party at law or in equity. Each of the Parties shall have the affirmative obligation to mitigate its damages in the event of a default by the other Party.

c) Notwithstanding anything in this Agreement which is or may appear to be to the contrary, if the performance of any covenant or obligation to be performed hereunder by any Party is delayed as a result of circumstances which are beyond the reasonable control of such Party (which circumstances may include, without limitation,

pending or threatened litigation, acts of God, war, acts of civil disobedience, fire or other casualty, shortage of materials, adverse weather condition [such as, by way of illustration and not limitation, sever rain storms or below freezing temperatures, or tornados] labor action, strikes or similar acts) the time for such performance shall be extended by the amount of time of such delay. The Party claiming delay of performance as a result of any of the foregoing "force majeure" events shall deliver written notice of the commencement of any such delay resulting from such force majeure event not later than seven days after the claiming Party becomes aware of the same, and if the claiming Party fails to so notify the other Party of the occurrence of a "force majeure" event causing such delay, the claiming Party shall not be entitled to avail itself of the provisions for the extension of performance contained in this Section.

6.3 Personal liability of public officials. To the extent permitted by State law, no public official or employee shall be personally responsible for any liability arising under or growing out of this Agreement.

6.4 Liability of the Developer, its successors and assignees. Any obligation or liability of the Developer whatsoever that may arise at anytime under this Agreement or any obligation or liability which may be incurred by the Developer pursuant to any other instrument, transaction or undertaking contemplated hereby shall be satisfied, if at all, out of the assets of the Developer only. No obligation or liability shall be personally binding upon, nor shall resort for the enforcement thereof be had to, the property of any of partners, officers, employees, shareholders or agents of the Developer, regardless of whether such obligation or liability is in the nature of contract, tort or otherwise.

6.5 Notices. Any notice sent under this Agreement (except as otherwise expressly required) shall be written and mailed, or sent by rapid transmission confirmed by mailing written confirmation at substantially the same time as such rapid transmission, or personally delivered to an officer of the receiving party at the following addresses:

If to the Developer: SHS Partners, Ltd
C/O John Santasiero
Managing Partner
6115 Skyline Drive, Suite A
Houston TX 77057

If to the City: City Manager
City of Pearland
3519 Liberty Drive
Pearland, Texas 77581

With a copy to: City Attorney
City of Pearland

3519 Liberty Drive
Pearland, Texas 77581

Each party may change its address by written notice in accordance with this Section. Any communication addressed and mailed in accordance with this Section shall be deemed to be given when so mailed, any notice sent by rapid transmission shall be deemed to be given when receipt of such transmission is acknowledged, and any communication so delivered in person shall be deemed to be given when received for by, or actually received by, an authorized officer of the City or the Developer, as the case may be.

6.6 Amendments and waivers. Any provision of this Agreement may be amended or waived if such amendment or waiver is in writing as is approved by the City Council and the Developer. No course of dealing on the part of the City or the Developer nor any failure or delay by the City or the Developer with respect to exercising any right, power or privilege pursuant to this Agreement shall operate as a waiver thereof, except as otherwise provided in this Section.

6.7 Invalidity. In the event that any of the provisions contained in this Agreement shall be held unenforceable in any respect, such unenforceability shall not affect any other provisions of this Agreement and, to that end, all provisions, covenants, agreements or portions of this Agreement are declared to be severable.

6.8 Successors and assigns. No party to this Agreement shall have the right to assign its rights under this Agreement or any interest herein, without first giving to the other party notice from the assignor of such assignment and acknowledgement of such assignment from the assignee.

6.9 Exhibits, titles of articles, sections and subsections. The exhibits attached to this Agreement are incorporated herein and shall be considered a part of this Agreement for the purposes stated herein, except that in the event of any conflict between any of the provisions of such exhibits and the provisions of this Agreement, the provisions of this Agreement shall prevail. All titles or headings are only for the convenience of the parties and shall not be construed to have any effect or meaning as to the agreement between the parties hereto. Any reference herein to a section or subsection shall be considered a reference to such section or subsection of this Agreement unless otherwise stated. Any reference herein to an exhibit shall be considered a reference to the applicable exhibit attached hereto unless otherwise stated.

6.10 Applicable law. This Agreement is a contract made under and shall, be construed in accordance with and governed by the laws of the United States of America and the State of Texas and any actions concerning this Agreement shall be brought in either the Texas State District Courts of Brazoria County, Texas or the United States District Court for the Southern District of Texas.

6.11 Entire agreement. This written agreement represents the final agreement between the parties and may not be contradicted by evidence of prior, contemporaneous, or subsequent oral agreements of the parties. There are no unwritten oral agreements between the parties.

6.12 Term of Agreement. The term of this Agreement shall commence on the date first written above and shall continue until the date which is the earlier of (a) the completion of the Project, the Hughes road Extension A, the Hughes road Extension B, and the final payment from the City to the Developer pursuant to Section 4.4(c); (b) December 31, 2046.

6.13 No waiver of City standards. Except as may be specifically provided in this Agreement, the City does not waive or grant any exemption to the Property or the Developer with respect to City regulations or ordinances, including without limitation platting, permitting or similar provisions.

6.14 Approval by the parties. Whenever this Agreement requires or permits approval or consent to be hereafter given by any of the parties, the parties agree that such approval or consent shall not be reasonably withheld or delayed.

6.15 Counterparts. This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same agreement.

6.16 Interpretation. This Agreement has been jointly negotiated by the parties and shall not be construed against a party because that Party may have primarily assumed responsibility for the drafting of this Agreement.

IN WITNESS WHEREOF, the Parties have duly executed this Agreement pursuant to all requisite authorizations as of the date first above written.



CITY
CITY OF PEARLAND, TEXAS, a home
rule municipality

By: *Tom Reed*
Mayor

ATTEST

Young Lorfing
Young Lorfing, City Secretary
(SEAL)

COUNTERSIGNED

Bill Eisen
Bill Eisen, City Manager
Date Countersigned: *3-28-2006*

APPROVED AS TO FORM:

Darrin Coker
Darrin Coker, City Attorney
Date: *3-30-06*

DEVELOPER:

SHS Partners, Ltd.

By: *John Santasione*
Managing Partner
JOHN SANTASIONE

EXHIBIT A

PROPERTY DESCRIPTION

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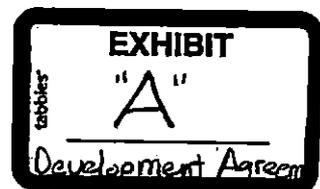
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METES AND BOUNDS DESCRIPTION
FOR A 663.1 ACRE TRACT OF LAND
IN THE T. J. GREEN SURVEY, ABSTRACT No. 290
HARRIS COUNTY, TEXAS.



Being a 643.1 acre tract of land, out of the T. J. Green Survey, Abstract No. 290, Harris County, Texas; being all of that certain called 663.1 acres of land, same being Lots 1 thru 103 and Lots 108 thru 122 in the Allison Richey Gulf Coast Home Company Subdivision, recorded in Volume 4, Page 48 in the Map Records of Harris County, Texas; said 643.1 acre tract of land, being more particularly described by metes and bounds as follows;

Commencing at the East corner of said Allison-Richey Gulf Coast Home Company Subdivision, same being at the intersection of the Southwest line of the E. M. House Survey, Abstract 1075, and the Northeast line of the T. J. Green Survey, Abstract 290 with the Northwest line of the W. D. C. Hall Survey, Abstract 23 and the Southeast line of the T. J. Green Survey, Abstract 290;

THENCE North 45°00'00" West, with the Northeast line of the T. J. Green Survey, Abstract 290 and the Southwest line of the E. M. House Survey, Abstract 1075, a called distance of 660 feet to the POINT OF BEGINNING of the herein described tract;

THENCE North 45°00'00" West, with the Northeast line of the T. J. Green Survey, Abstract 290 and the Southwest line of the E. M. House Survey, Abstract 1075, a called distance of 5078.30 feet to a point for the North corner of said Allison-Richey Gulf Coast Home Company Subdivision, same being the Southwest corner of the E. M. House Survey, Abstract 1075, the North corner of the T. J. Green Survey, Abstract 290, and the East corner of the D. H. M. Hunter Survey, Abstract 36;

THENCE South 44°30'00" West, with the Northwest line of said Allison-Richey Gulf Coast Home Company Subdivision, same being the Southeast line of the D. H. M. Hunter Survey, Abstract 36 and the Northwest line of the T. J. Green Survey, Abstract 290, a called distance of 3983.40 feet to a point in the centerline of Clear Creek;

THENCE Southeast, with the meanders of the centerline of Clear Creek to a point on the Southeast line of said Allison-Richey Gulf Coast Home Company Subdivision, same being the Northwest line of the W. D. C. Hall Survey, Abstract 23 and the Southeast line of T. J. Green Survey, Abstract 290;

Page Two
643.1 Acres

THENCE North 46°20'00" East, with the Southeast line of the Allison-Richey Gulf Coast Home Company Subdivision, same being the Southeast line of said T. J. Green Survey, Abstract 290 and the Northwest line of the W. D. C. Hall Survey, Abstract 23, a called distance of 6634 feet to a point for the East corner of Lot 108, and the South corner of Lot 107 of said Allison-Richey Gulf Coast Home Company Subdivision;

THENCE North 45°00'00" West, with the common line of said Lots 107 and 108, a called distance of 660 feet to a point for the common corner of Lots 90, 91, 107 and 108 of said Allison-Richey Gulf Coast Home Company Subdivision;

THENCE North 46°20'00" East with the Southeast lines of Lots 87 thru 90 and the Northwest line of Lots 104 thru 107 of said Allison-Richey Gulf Coast Home Company Subdivision, a called distance of 1320 feet to the PLACE OF BEGINNING; containing 643.1 acres of land, more or less.

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

DANNENBAUM ENGINEERING CORPORATION
Consulting Engineers

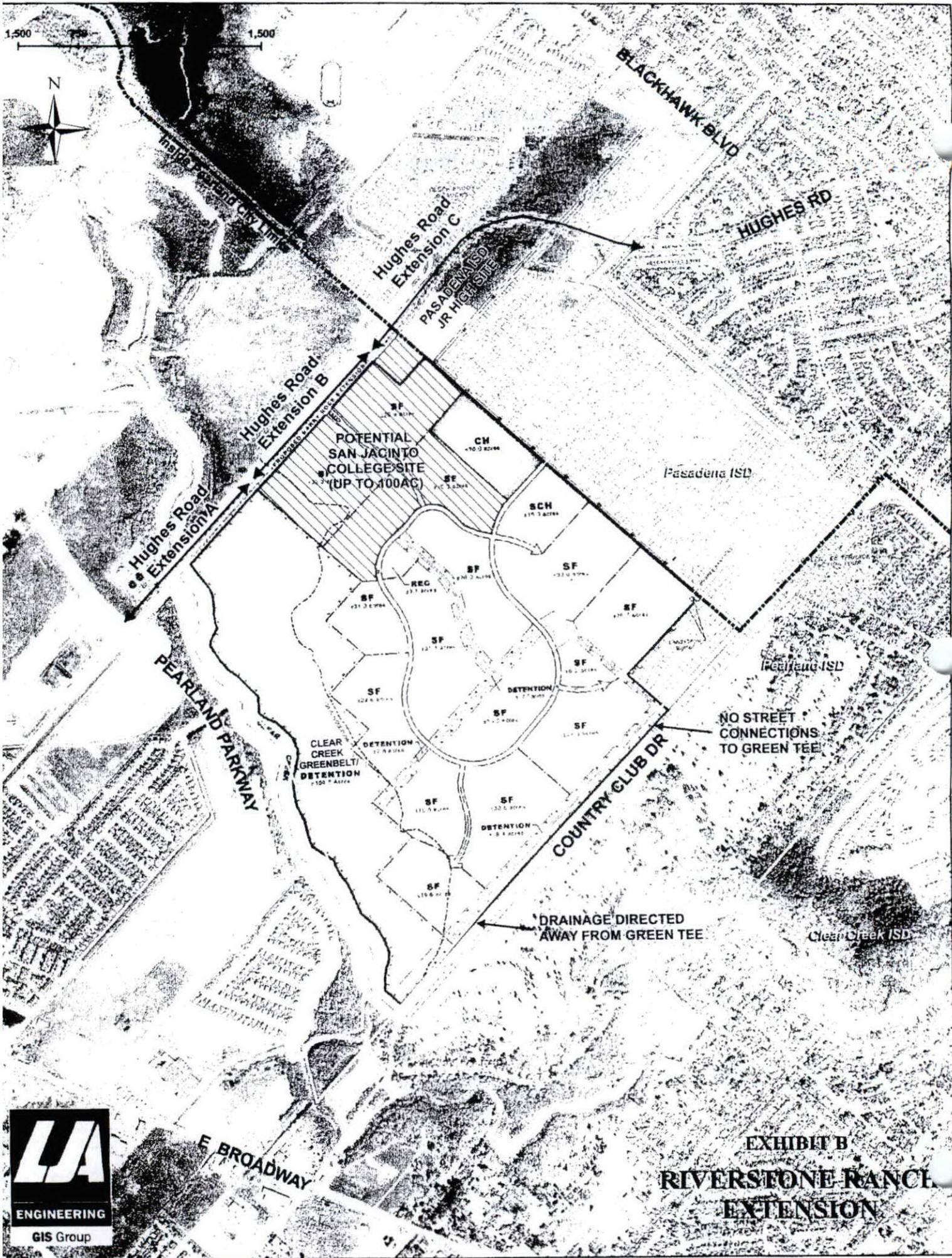
3595.02/dml
643.1 Acres



David M. Layman
3/20/06

EXHIBIT B
CONCEPTUAL PLAN

1,500 1,500



**EXHIBIT B
RIVERSTONE RANCH
EXTENSION**

WALKABLE NEIGHBORHOODS

Designs that make destination areas more walkable should be encouraged through the following:

- Neighborhoods should be designed to be pedestrian-centered, with residential sidewalks and streets that interconnect with adjacent developments, schools, neighborhood retail areas, open areas, walkways, greenways, etc.
- Encourage traffic calming measures to be incorporated into the street design of new residential neighborhoods to prevent excessive traffic speeding. Also, long, straight streets should be discouraged by specifically limiting the length of residential streets by ordinance.
- Design standards that ensure safety, mobility, and adequate separation between pedestrian and non-motorized modes of transport should be incorporated into neighborhoods.

HOUSING DEVELOPMENTS WITH OPEN SPACE

Open space and undeveloped land are becoming increasingly rare as society is becoming more urbanized. In order to allow development to occur while preserving open space, the concept of cluster development has grown in popularity in recent years. A cluster development "generally sites houses on smaller parcels of land, while the additional land that would have been allocated to individual lots is converted to common shared open space for the subdivision residents. Typically, road frontage, lot size, setbacks, and other traditional subdivision regulations are redefined to permit the developer to preserve ecologically sensitive areas, historical sites, or other unique characteristics of the land being subdivided"². Residents can enjoy larger amounts of open space, and developers can enjoy lower infrastructure costs (such as roads, waterlines, and sewer lines). Furthermore, this type of development can have a beneficial impact on the Pearland's drainage capabilities by reducing the amount of impervious cover.

The City could provide developers with incentives to utilize this design technique. One way in which the City can do this is generally referred to as a "density bonus", whereby a developer is allowed higher density levels in exchange for the provision of open space. Another incentive is to allow smaller street widths and cul-de-sac radii, resulting in reduced development costs. The following is an example of how a cluster design might work in the City:

A landowner with a 50-acre tract would leave 20 acres as perpetual open space, leaving 30 acres to be developed. Approximately 20 percent would likely be used for roadways, which is less than the approximately 30 percent that would be used for roadways in a typical development. This would leave 24 acres for residential lot development. With 7,000-square-foot lots permitted, approximately 149 lots could be established. The reduction of lot size to 7,000 square feet provides a monetary incentive to the developer due to reduced initial cost for roadways and improvements compared to developing 10,000-square-foot

² Cluster Development: Land Use Series. ADDRESS: <http://ohioline.osu.edu/cd-fact/1270.html>

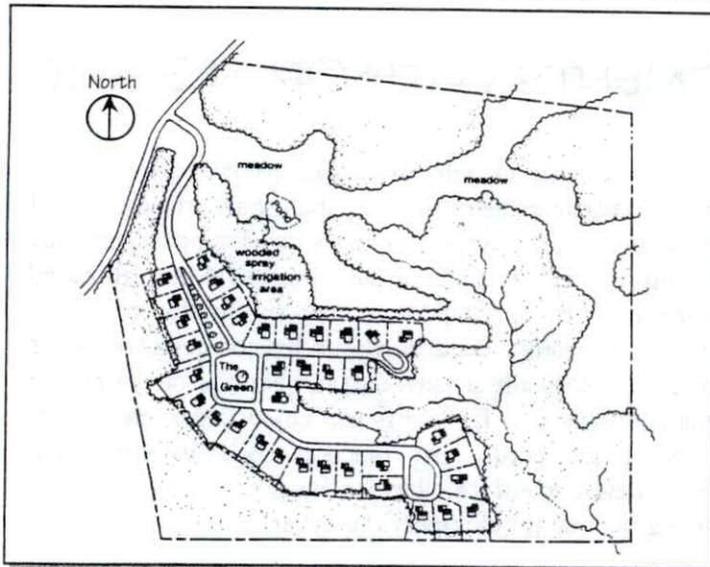
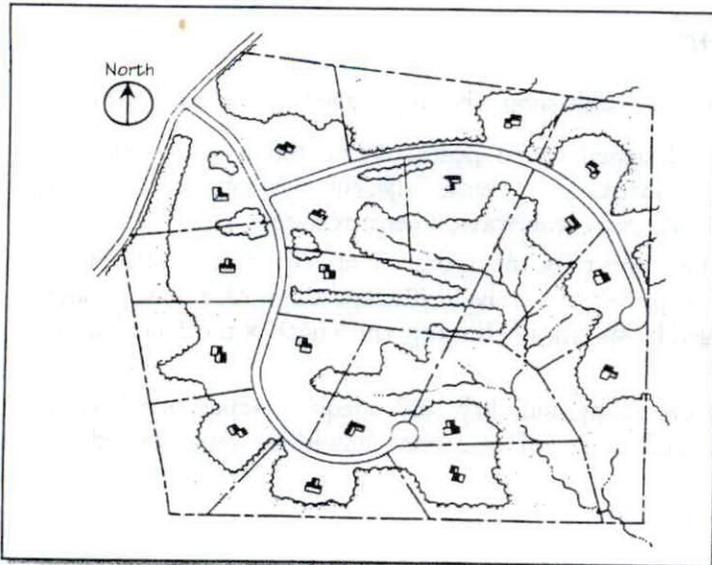


Illustration 7
COMPARATIVE LOT YIELD OF TYPICAL (top) & CLUSTER DEVELOPMENT (bottom)

Table 7
COMPARATIVE LOT YIELD OF 50 ACRES WITH CLUSTER DEVELOPMENTS
& TYPICAL DEVELOPMENTS

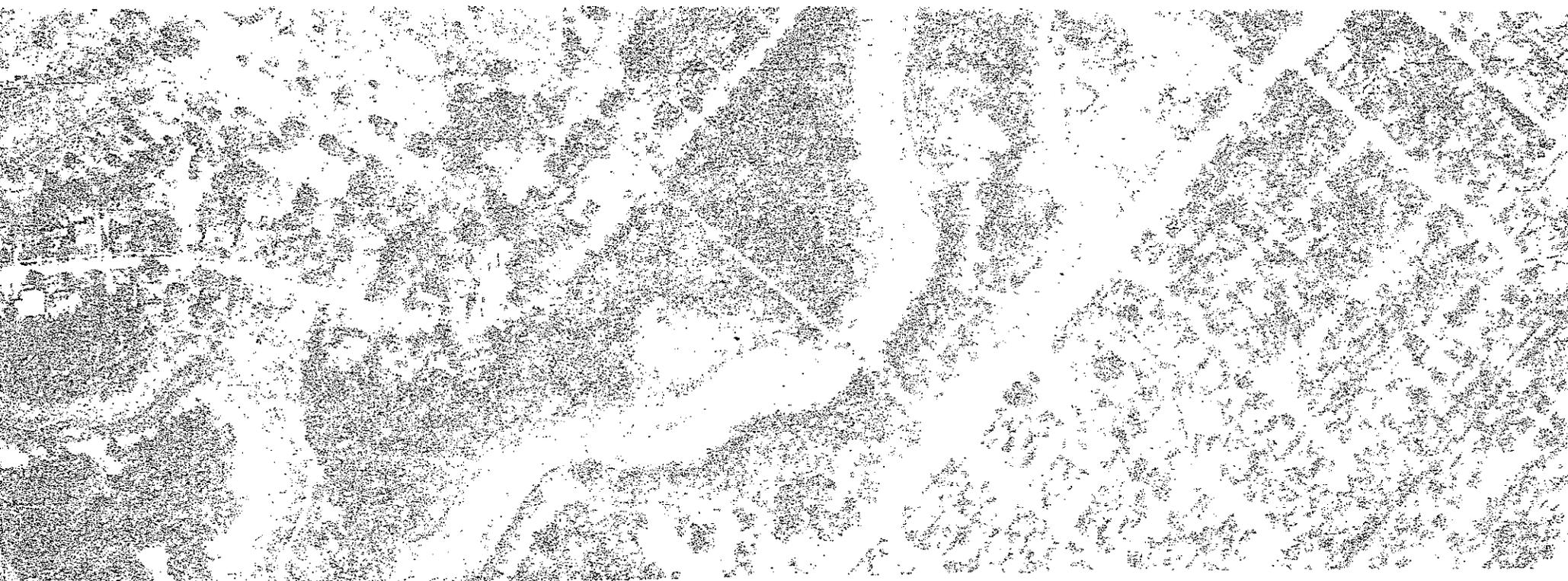
TYPE OF DEVELOPMENT	AMOUNT OF OPEN SPACE	ROADWAYS	LOT SIZE	LOT YIELD
CLUSTER	(40%) 20 acres	20%	7,000 s.f.	149 lots
TYPICAL	(0%) 0 acres	30%	10,000 s.f.	152 lots

Source: Dunkin, Sefko & Associates, Inc.

lots. The result would be 149 lots on less total acreage than the typical development with a 10,000-square-foot lot minimum.

**CLUSTER
DEVELOPMENT
ZONING DISTRICT**

In Pearland, a proposed cluster development could be allowed to develop at a lot size equal to the existing R-2 District. Although the previous recommendation was to not permit any more development with lots smaller than 10,000 square feet, the cluster concept would be beneficial to the City; therefore, a 7,000 square foot lot should be permitted, as shown in Table 7, but only if the development uses the cluster concept. A Homeowners Association (HOA) or other similar entity should be established to insure that open space areas area maintained. At least 40 percent of the overall site that is to be developed should be left as perpetual open space. A cluster development zoning district should be established within the City's Zoning Ordinance.



Cluster Concept
Riverstone Ranch
City of Pearland, Harris County, Texas



Prepared For:

SHS Partners, Ltd.
6115 Skyline Drive, Ste. A
Houston, TX 77057

Reference Date: 2006.1127

AGENDA – WORKSHOP OF THE PLANNING & ZONING COMMISSION OF THE CITY OF PEARLAND, TEXAS, TO BE HELD ON DECEMBER 4, 2006, AT 6:00 P.M., IN THE 1st FLOOR CONFERENCE ROOM, CITY HALL, 3519 LIBERTY DRIVE, PEARLAND, TEXAS.

- I. CALL TO ORDER**
- II. PURPOSE OF THE WORKSHOP:**
 - A. DISCUSSION AND TRAINING: OPEN MEETINGS ACT VIDEO**
- III. ADJOURNMENT**

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

I, **Judy Krajca, Planning Secretary** of the City of Pearland, Texas, do hereby certify that the foregoing agenda was posted in a place convenient to the general public at City Hall on the **1st day of December, 2006, A.D.**

Agenda removed on the _____ day of _____, A.D., 2006.

1	114.63	4	10000	0.230	80.00	12	10787	0.248	80.13
		5	10625	0.244	85.00	13	12249	0.281	66.64
4	89.20	6	10625	0.244	85.00	14	10225	0.235	100.84
8	90.00	7	10539	0.242	75.00	15	10303	0.237	90.74
8	90.00	8	10539	0.242	75.00	16	13233	0.304	68.26
8	90.00	9	10625	0.244	85.00	17	11452	0.263	68.26
8	90.00	10	10625	0.244	85.00	18	12233	0.281	70.75
8	90.00	11	10000	0.230	80.00	19	10829	0.245	86.75
6	83.35	12	10000	0.230	80.00	20	10976	0.252	102.18
2	75.00	13	10000	0.230	80.00	21	10141	0.233	75.00
0	80.00	14	10000	0.230	80.00	22	15330	0.352	97.03

NOV 27 2006

PRELIMINARY PLAT
SouthGate
SECTION THREE

A SUBDIVISION OF
38.9233 ACRES OF LAND
 OUT OF AND A PART OF A
173.49 ACRE TRACT

SITUATED IN THE

H.T. & B.R.R. COMPANY SURVEY, SECTION 81,
ABSTRACT 300

CITY OF PEARLAND,
 BRAZORIA COUNTY, TEXAS

106 LOTS, IN 7 BLOCKS,

AND 2 RESERVES BEING 4.4094 ACRES

MNER: LINGO SOUTHGATE, LTD.
 3900 MAGNOLIA
 PEARLAND, TEXAS 77584
 CONTACT: TRACY GOZA
 (832) 736-9600

SURVEYOR: GeoSurv, LLC
 P.O BOX 246
 LEAGUE CITY, TEXAS 77574
 CONTACT: DALE L. HARDY
 (281) 554-7739

ENGINEER: JKC & ASSOCIATES
 2820 MAIN STREET
 DICKINSON, TEXAS 77539
 CONTACT: JASON CHRISTIAN
 (281) 309-9100

SouthGate, SECTION THREE

I:\Projects\LINGO-PROP\06-0514\SouthGate Sec 3\06-0514 - SC3PrePlat1.DWG

8. REINVESTMENT ZONE NUMBER TWO, CITY OF PEARLAND, TEXAS PROJECT PLAN AND FINANCING PLAN WAS ADOPTED BY THE CITY OF PEARLAND (ORDINANCE NO. 918) PRIOR TO THE ADDITION OF SECTION 27-11, PARKLAND DEDICATION (ORDINANCE NO. 741-1); THEREFORE, A PARKLAND DEDICATION FEE DOES NOT APPLY TO THIS PLAT.
9. THIS LAND IS ZONED PUD (SCR COMMERCIAL) AT THE TIME OF PLATTING.
10. ACCORDING TO THE FEDERAL EMERGENCY MANAGEMENT AGENCY FLOOD INSURANCE RATE MAP, MAP NO. 48039C0010 I, REVISED SEPTEMBER 22, 2000, THE SUBJECT TRACT DOES NOT LIE WITHIN THE 100 YEAR FLOOD PLAIN.
11. A 6-FOOT SIDEWALK SHALL BE BUILT ALONG SHADOW CREEK PARKWAY AT THE TIME OF DEVELOPMENT.
12. THERE ARE NO PIPELINES OR PIPELINE EASEMENTS WITHIN THE BOUNDARY OF THIS PLAT.
13. MUTUAL ACCESS UPON APPROVAL OF CITY OF PEARLAND IS HEREBY GRANTED TO ALL ADJACENT TRACTS AND LOTS.

NOV 27 2006

PRELIMINARY PLAT OF DOW CREEK RANCH COMMERCIAL SITE NO. 20D

3.500 ACRES

PLATTED OUT OF THE T.C.R.R. CO. SURVEY,
SECTION 3, ABSTRACT 678, CITY OF PEARLAND,
BRAZORIA COUNTY, TEXAS

1 LOT

NOV 2006

SCALE: 1" = 100'

OWNER:

AND INVESTMENTS, LIMITED PARTNERSHIP,
A NEVADA LIMITED PARTNERSHIP
BY ITS GENERAL PARTNER, M.M.L.B. CORP.

PAULINE COLLINS, PRESIDENT

VEGAS BOULEVARD S. LAS VEGAS, NEVADA 89119 PH. (702) 736-6151

JOB NO. 1132-0003-304

ENGINEER:

Engineering & Surveying, Inc.

