Planned Unit Development (PUD) PUD-23-0007 (Midline)

Requests	Hold a public hearing and make a recommendation to City Council for the Midline Planned Unit Development Overlay District.
Applicant	Kayla Leal of LJA Engineering, Inc.
Owner	Clearfield Realty, Inc.
City Council	Public Hearing & First Reading – *August 12, 2025; Second Reading – August 26, 2025*
Location	Generally located north of Grissom Road, south of FM 528, west of W. Nasa Blvd, and east W. Bay Area Blvd.
Citizen Response	52– Notices Mailed to Property Owners within 200 feet 0 – Communications of Support Received 0 – Communications of Opposition Received
Attachments	1. Zoning Map 2. Aerial Map 3. Midline PUD Document and Exhibits

The Commission should consider the following findings in its deliberation, which shall be utilized to substantiate its decision. To determine the extent to which the proposed zonings would be compatible with surrounding properties, the surrounding land uses and the performance impacts should be considered.

Background

August 10, 1999 – The properties were initially zoned as "SDR" (Suburban Development Residential).
August 30, 2005 – The properties were zoned "RSF-7" (Residential Single-Family 7) as part of the City's Zoning Map and Ordinance revisions of 2005.
September 18, 2024 – The applicant submitted three Planned Unit Development (PUD) applications to the Planning Department.
May 27, 2025 – City Council approved the annexation of 130.9-acres of land which will be contained within the Midline PUD.
June 3, 2025 – The applicant held a neighborhood meeting in League City. The sign-in sheet indicates that 10 property owners were in attendance.
July 3, 2025 – Public hearing notices were mailed to the surrounding property owners, public hearing signs were posted on the property, and a notice was published in the newspaper.
July 21, 2025 – Planning & Zoning Commission is scheduled to conduct a public hearing and make a recommendation to City Council.
August 12, 2025 – City Council is scheduled to conduct a public hearing and consider the request on first reading.
August 26, 2025 – If approved on first reading, City Council will consider the second reading of the request.

Proposal

The proposed Midline Planned Unit Development consists of approximately 466.5-acres. The Midline development proposes a mix of single-family residential products, parks and open spaces, drainage and detention features, commercial uses, and an Emergency Service Site.

Site and Surrounding Area

The property is generally located north of Grissom Road, south of FM 528, west of W. Nasa Blvd, and east W. Bay Area Blvd.

Direction	Surrounding Zoning	Surrounding Land Use
North	"City Limits"	Additional acreage within the Midline Development located outside the City Limits.
South	"RSF-7" and "RSF-10"	Autumn Lakes Subdivision, Perry Estates and undeveloped acreage.
East	"RSF-10"	Clear Creek Shores and undeveloped acreage.
West	"City Limits"	Autumn Creek Subdivision located outside the City Limits.

Zoning Analysis

General summary of the land uses proposed within the Midline PUD are below:

Total Area	SF Residential Acreage	Commercial Acreage	Proposed SF Residential Lots / Units
466.5-acres	±264.1-acres	±50.1-acres	1,337 lots

Midline PUD largely proposes residential land uses, and there are multiple large commercial pods. The commercial pods are mostly along FM 528, but there is a small commercial pod proposed at the intersection of Beamer Road and Grissom Road, as well.

Commercial Uses

All land uses permitted in the General Commercial (CG) zone shall be permitted within the commercial pods that are classified as CG per the Land Use Table, with a couple of exceptions.

Vehicle Fueling Stations (gas stations):

- One Vehicle Fueling Station is permitted at the intersection of Beamer Road and Grissom Road
- One Vehicle Fueling Station is permitted at the intersection of FM 528 and Beamer Road.

Each Fueling Station is subject to additional conditions. These conditions align with the standard conditions typically applied to Fueling Stations within League City.

Residential Uses

	Single Family Product Distribution			
50' wide	55' wide	60' wide	70' wide	Specialty Product
307 *(23%)*	283 *(21.1%)*	290 *(21.7%)*	103 *(7.7%)*	354 *(26.5%)*

The combined total of 50' wide lots and Specialty Products cannot exceed 50% of the combined total lots of the development.

Examples of Specialty Products can be found in the PUD Exhibits included in Attachment 3 and Attachment 5. Specialty Products will include front loaded detached lots, rear loaded (alley) detached lots, rear loaded (alley) attached lots, and rear loaded (alley) townhome lots.

There is no language in the PUD that would allow for multi-family land uses with the Midline Development.

Parkland

Parkland Acreages			
Private Parkland Required (acres)	**Public Parkland Required (acres)**	**Private Parkland Provided (acres)**	**Public Parkland Provided (acres)**
17.8	17.8	25.1*	15.0**

**Includes 8.9-acres of amenitized detention.*
***The Developer will be required to pay Parkland Dedication Fees or amenitize the 15-acre City Park to comply with the public parkland dedicaiton.*

In addition to the proposed private parkland and 15-acre City Park, the Midline PUD proposed a robust trail system. The trail system is in compliance with the 2024 Parks and Trails Master Plan, and the trail system loops around all detention ponds within the development.

Conformity with Comprehensive Plan

The proposed zoning land uses in the proposed PUD conform to the Future Land Use Map in the adopted League City 2035 Comprehensive Plan. The future land uses within this tract are "Suburban Residential", "Parks/Open Space/Natural", and "Enhance Auto Dominant Commercial".

Access, Phasing and Traffic Impacts

Direct access to the properties is provided via FM 528, Beamer Road, W. Nasa Blvd, and Grissom Road. It is of note that FM 528 is located outside of League City's city limits and is therefore not on the Master Mobility Plan.

Major Roadway	Roadway Classification	ROW Width
Beamer Road	Arterial	100 Feet
W. Nasa Blvd	Arterial	100 Feet
Grissom Road	Arterial	100 Feet

School District

The Midline PUD is located within Clear Creek ISD. At this time, there is not a school site located within the PUD.

Emergency Services

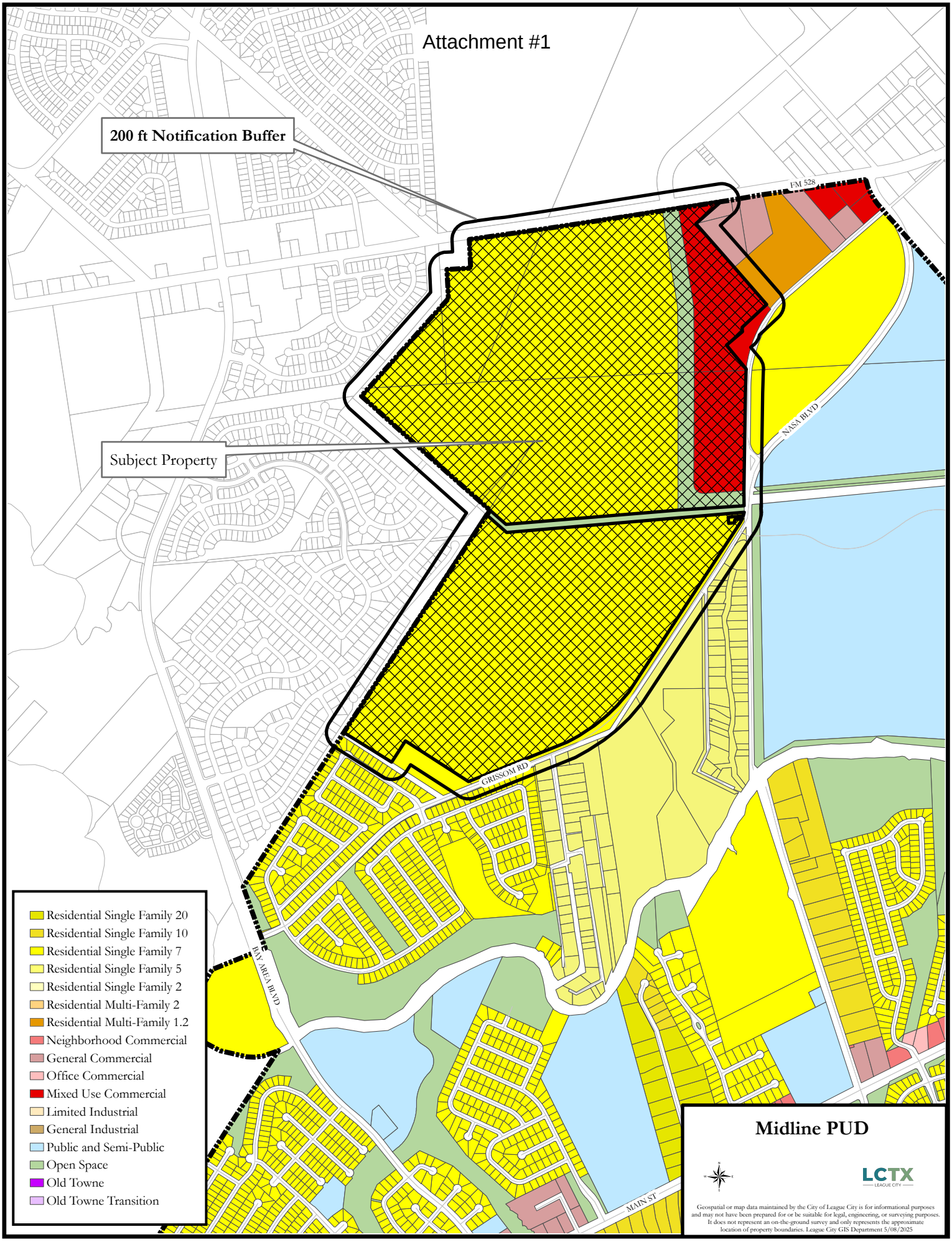
The Midline PUD proposes the dedication of a 4-acre Fire Station. This proposed Fire Station is located at the intersection of Beamer Road and Grissom Road. The Fire Station tract shall be dedicated to the City within 24 months of the adoption of the Utility Agreement. In the event that the City determines that a Fire Station is not needed, this tract may revert to Commercial land uses.

Utilities

The Midline PUD has accounted for water, sewer, and storm drainage. The water system within the PUD is proposed to connect to the existing 12-inch waterline along Grissom Road. Regarding the wastewater collection system, the system will consist of gravity sewer lines and two lift stations.

Floodplain	The Midline PUD is not located within the 100-year flood zone.
Criteria in Support of Recommendation	Based upon the information provided, staff has determined that the proposed PUDs: • Are consistent with the City's Comprehensive Plan. • Provide adequate private and public parkland / trails. • Will facilitate the extension of Beamer Road. • Will dedicate a 4-acre tract for a Fire Station and a 15-acre • Provide both residential and commercial developments. • Propose a mix of various single-family lot types.
Recommendation	Based on the criteria listed above, staff recommends approval of the Midline PUD.

For additional information, you may contact Caitlin King, Planner at 281-554-1217 or at caitlin.king@leaguecitytx.gov.


Attachment #1
200 ft Notification Buffer
Subject Property
FM 528
NASA BLVD
GRISSOM RD
BAY AREA BLVD
MAIN ST
Residential Single Family 20
Residential Single Family 10
Residential Single Family 7
Residential Single Family 5
Residential Single Family 2
Residential Multi-Family 2
Residential Multi-Family 1.2
Neighborhood Commercial
General Commercial
Office Commercial
Mixed Use Commercial
Limited Industrial
General Industrial
Public and Semi-Public
Open Space
Old Towne
Old Towne Transition
Midline PUD
LCTX
LEAGUE CITY
Geospatial or map data maintained by the City of League City is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries. League City GIS Department 5/08/2025


Attachment #2
200 ft Notification Buffer
Subject Property
FM 528
NASA BLVD
GRISSOM RD
BAY AREA BLVD
MAIN ST
Midline PUD
LCTX
LEAGUE CITY
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Attachment #3

Midline

Planned Unit Development

Overlay District

Prepared for:

BC-SB Baybrook JV LLC

Prepared by:

LJA

PLANNING &
LANDSCAPE
ARCHITECTURE

July 2025

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Exhibit O – Specialty Product | Front Load & Alley Products
Exhibit P – Specialty Product | Rear Load Attached & Townhome

I. INTRODUCTION

This Midline Planned Unit Development (PUD) was prepared on behalf of BC-SB Baybrook JV LLC pursuant to Chapter 125, Article 3.10, PUD Planned Unit Development Overlay District, in the League City Unified Development Code (UDC). The purpose of the PUD overlay zoning district is to encourage flexibility in the use and development of land in order to promote the most appropriate uses; to provide a high level of amenities; to preserve the quality of the natural environment; and to provide flexibility in the development of land subject to the development standards coordinated with the necessary public services and facilities.

The Midline PUD is located in northwest League City and is bounded by F.M. 528 to the north, the Friendswood city limits to the west, Grissom Road to the south, and Grissom Road and West NASA Boulevard to the east. The city limit line for League City lies directly along the northern and western boundaries of the PUD with the City of Friendswood being directly west and the Houston ETJ directly north of the PUD.

II. SITE INVENTORY AND ANALYSIS

1. Physical Opportunities and Constraints

The PUD is located to the south of FM 528 in the far northern portion of League City. Consistent with terrain in the region, the property within the PUD is relatively flat with elevations approximately 16 feet. The Midline property is generally void of quality vegetation and appears to have few, if any, protected trees. Existing physical constraints affecting the development include the following:

- A 200-foot-wide CenterPoint transmission easement lies along the center of the property in an east-west direction.
- A fifty-foot Humble Pipeline Company pipeline easement lies along the southern side of the 200-foot CenterPoint easement in an east-west direction.
- In addition to the constraints outlined above, the development of the site is further constrained by various required proposed physical features including roadways, drainage facilities and detention basins.

The entirety of the PUD lies within the Harris County Flood Control District. The existing site constraints can be seen on Exhibit B, Aerial Map and Exhibits C, Survey. A metes and bounds description is also included in Exhibit D Legal Description.

2. Surrounding Land Use

There are a variety of land uses surrounding the PUD including a majority of single-family residential developments located to the west and south, including the Autumn Creek, Friendswood Oaks, and Autumn Lakes subdivisions. Additionally, there is public/institutional uses for Clear Creek ISD to the east, and commercial areas including Baybrook Mall to the north. The surrounding land uses can be seen on Exhibit A, Area Location Map.

III. PROJECT DESCRIPTION

1. Compliance with Comprehensive Plan

In League City's 2035 Comprehensive Plan, which was adopted in 2011 and updated in 2013,2017, and 2024, the Future Land Use Plan classifies the area within the Midline PUD as a mixture of "Enhanced Auto Dominant Commercial," "Suburban Residential," and "Park/Open Space/Natural." The development complies with the League City Comprehensive Plan by adhering to the development principles outlined in the plan. The development has a balance of land uses that encourage future residents to live in the community. There is a well-defined network of both vehicular and pedestrian circulation systems that provide connectivity, not only to the development itself, but to existing developments to the north and east. The diversity of housing types from the traditional single-family

subdivision to higher density single-family specialty products ensures that residents of all life stages can fulfill their housing needs. A fifteen-acre neighborhood park will be owned, developed, and maintained by League City. The development of an internal parks system will include multiple other parks that are spaced appropriately to provide walkability. The development's internal park system will provide and contribute acreage to the City's parks and open space needs as a whole. The PUD will incorporate a mix of single-family specialty products, providing higher density residential housing.

2. Justification

The intent of PUD Overlay District is to encourage high quality development in the City by providing additional flexibility to take advantage of various site characteristics, constraints, location, or land uses. This document establishes various development standards that exceed the minimum requirements for properties specifically located within the boundaries of the Midline PUD.

The PUD will meet or exceed the minimum requirements of the UDC through specific, architectural design and engineering standards such as:

- Providing a PUD document that can respond to today's market conditions and maintain the flexibility necessary to address changes in the future;
- Incorporating a mix of various single-family specialty products throughout the project.
- Incorporating new alignments and sizes of pedestrian trails within the development based on the 2024 Parks, Trails and Open Space Master Plan. In addition to what is required, additional trails and pedestrian pathways will be provided throughout the development.
- Dedicating a 15-acre park to the city and potentially amentiziting the park as proposed in Section V.11.
- Annexation of the PUD into the city limits allowing this tract to develop according to League City standards.

3. Single-Family Residential

The traditional single-family residential component that will be found throughout the PUD will be a collection of individual single-family residential sections that take their access from FM 528, Beamer Road, collector roads and/or an internal local street system that provides connections within the neighborhood and to the surrounding areas. The traditional single-family residential neighborhoods will be developed with lot sizes that vary from fifty feet to seventy feet or greater in width to respond to market conditions.

The single-family specialty products residential sections will provide unique types of residential development that is less than fifty feet in width that may include front loaded products, rear loaded or alley products, and townhome alley products. The single-family specialty products cells will be developed with varying lot sizes and product types to respond to market conditions.

4. Commercial

The PUD has various commercial sites located within the development: two sites located at the intersection of Beamer Road and Grissom Road and the remainder located at the intersection of FM 528 and Beamer Road. It is anticipated that the commercial developments will largely be retail in nature.

5. Projected Population

Based on the number of residential lots proposed for the development located in Section IV.4, Single-Family Residential Lot Distribution Table, the projected population for the overall development will be approximately 3,569 people at 2.67 individuals per household.

6. Parks and Open Space

Exhibit F, Conceptual Amenities and Open Space Plan, shows parks, lakes, and various open space areas all connected via a pedestrian trail system. The primary park (E-04) will serve the master planned residential community and will contain a variety of active amenities. Examples of amenities may include water based recreational activities with commonly associated facilities, an active play area for children, and a parking area. If a “splash pad” type amenity is installed, a water recirculation system will be installed for the purpose of water conservation.

Various other parks shown on Exhibit F will contain various passive facilities such as play areas for children, picnic tables and/or benches.

A fifteen-acre park will be dedicated to the City of League City. This park will provide an opportunity for this development as well as other developments in the surrounding area to have access to a City developed and maintained park that shall include both active and passive facilities, such as athletic fields.

If lakes are incorporated into overall drainage plan, lakes within the PUD will be maintained at a constant water level while serving as a detention facility for the PUD. The detention areas will not only enhance the aesthetic quality of the development but will provide numerous opportunities for the enjoyment of the residents.

IV. ZONING

1. Proposed Zoning

The property shall be developed and used in accordance with the development regulations as established by the League City Unified Development Code, except as supplemented or modified by this PUD document.

To implement the Conceptual Land Use Plan, Exhibit E, the current base zoning districts will remain while each of the proposed land uses will be assigned a zoning district as shown on the Composition of Land Use Table. The various land uses will follow the development requirements for their assigned zoning district as described in Chapter 125, Article 3, Zoning in the UDC unless otherwise noted in this document. The PUD shall have vested rights as described in Chapter 245 of the Texas Local Government Code (“Chapter 245”), subject to the exemptions set forth therein. The term "Property" shall apply to all land contained within the PUD boundaries as described by Exhibits C and D. When there is a conflict between the requirements in the UDC (as may be amended) and this PUD Document, this PUD Document will govern. Interpretation as to what constitutes a conflict shall be made by the Director of Planning or City designee.

Each land use category may be increased or decreased in acreage by up to fifteen percent (15%) of the total gross acreage of that land use category. The percentage land use area change is required to ensure the success of the development by maintaining the flexibility to modify land use sizes in response to changes in economic and market conditions and future modifications of roadway and drainage alignments. This will allow the development to remain competitive in the real estate market over the life of the development and the ability to adjust as necessary to accommodate specific end users in a timely manner.

The single-family residential density of the development shall not exceed 2.87 dwelling units per acre, except as allowed per Section V.11.b.ii and iii of this document and as authorized by the Director of Planning. The single-family residential density is calculated by dividing the total number of single-family residential lots by the total acreage of the PUD.

The land uses may be relocated within the boundaries of the PUD, provided there are no significant changes in geographic location, as indicated in Chapter 125, Article 3.10.8.e, Revisions to Master Plan

in the UDC. When the Master Plan is revised with substantial changes, the exhibits included in this PUD shall be updated to reflect those changes. The Composition of Land Use Table below provides a detailed tabulation of each land use within the development. All acreages shown below are subject to change as development occurs within the boundaries of the PUD and as allowed by this PUD.

2. Conversion of Specific Land Uses

a. In the event that commercial acreage is converted to Fire Station or Emergency Services uses, this land use conversion shall not be counted towards the fifteen percent (15%) of change described in Section IV.1.
b. In the event that Fire Station or Emergency Service use acreage is converted to commercial use, this land use conversion shall not be counted towards the fifteen percent (15%) of change described in Section IV.1.
c. In the event the school district requires a school site within the PUD, the conversion of land use shall be proportional between commercial and residential. This land use conversion shall not be counted towards the fifteen (15%) of change described in Section IV.1.
d. The Fire Station site shall be deeded to the City by the developer no later than 24 months following adoption of the Utility Agreement by City Council; otherwise, the tract shall remain commercial.

3. Composition of Land Use Table

Land Use	Zoning District	Approximate Acreage	% Gross Acreage
Constraints Land Uses			
Minor Arterials	RSF-7	±18.9	
Detention & Lakes	RSF-7	±87.1	
Subtotal		**±106.0**	**22.7%**
Community Land Uses			
Parks	RSF-5	±16.2	
City Park	RSF-5	±15.0	
Landscape/Open Space	RSF-5	±15.1	
Subtotal		**±46.3**	**10.0%**
Commercial Land Uses			
Commercial (includes Fire Station)	CG	±50.1	
Subtotal		**±50.1**	**10.7%**
Residential Land Uses			
Single-Family Residential	See below	±264.1	
Subtotal		**±264.1**	**56.6%**
Totals		**±466.5**	**100.0%**

4. Single-Family Residential Lot Distribution Table

Lot Size	Zoning District	Number of Lots	Allowable Percentage
50' wide lots	RSF-5	307	23.0 %
55’ wide lots	RSF-5	283	21.1 %
60' wide lots	RSF-7	290	21.7 %
70' wide lots	RSF-7	103	7.7 %
Specialty Product (Width varies)	RSF-2	354	26.5 %
Gross Residential Total		**1,337**	**100 %**

The 50’ lots and Specialty Products shall not exceed a total of 50% of the total lot count in the project.

V. DEVELOPMENT REGULATIONS

The PUD shall have vested rights as described in Chapter 245 of the Texas Local Government Code (“Chapter 245”), subject to the exemptions set forth therein. The term "Property" shall apply to all land contained within the PUD boundaries as described by Exhibits C and D. When there is a conflict between the requirements in the UDC (as may be amended) and this PUD Document, this PUD Document will govern. Interpretation as to what constitutes a conflict shall be made by the Director of Planning or City designee in their reasonable discretion. Requirements for additional roadways, changes to roadway alignments, or revisions to the land use composition within the PUD, shall not be required of this development as a result of future changes to the City’s comprehensive plan or UDC. Development fees (including without limitation capital recovery fees, parkland dedication fees, building permit fees, and tree mitigation fees) are not established in the UDC and therefore will be assessed at the rate in existence at the time that the relevant approval is sought for any development activity.

1. Architectural Standards

Residential and Commercial Guidelines shall be required for the development of the PUD. The residential guidelines will be included with the submittal of the Master Plan for the first phase of residential development. The commercial guidelines will be submitted for approval with the development of the first commercial property. Development of the commercial property shall not be permitted without approval from the City of the commercial guidelines.

2. Streets and Circulation System

Below are several additional regulations that apply to the street and circulation system within the PUD:

a. Each platted section with more than 30 residential lots shall have two forms of vehicular access upon recordation of the plat. Two forms of emergency vehicle access shall be provided for the entirety of the construction phase.
b. Roadways within the PUD shall connect with any existing stub streets provided at the perimeter of the Midline PUD. If there is no adjacent development, then stub streets will be provided in accordance with the UDC. The connection to Scarlet Oak Drive in Friendswood will be made only for the purposes of emergency access.
c. The construction of the various roadways throughout the development will be phased in conjunction with the adjacent residential or commercial tract being developed. In cases where the roadway is adjacent to one or more phases of development, roadways will be constructed by whichever section is developed first. The initial phasing for the development is shown in the Exhibit G, Conceptual Phasing Plan.
d. An initial Traffic Impact Assessment (TIA) shall be submitted to the League City Engineering Department with the first submittal of the Master Plan for the first 200 lots. The ultimate TIA for the entire development shall be provided prior to the acceptance of infrastructure for the 200th lot.

e. No residential lots shall have direct access to rights-of-way that are classified as collector streets or higher.
f. Alleys shall be private and maintained by the HOA utilizing Private Access Easements (P.A.E.). Alleys will not be accepted as public infrastructure nor contain any public utilities.
g. The development will comply with all requirements for expanded right-way-width at intersections as stated in the UDC and Master Mobility Plan, unless otherwise authorized by the Executive Director of Development Services.
h. Medians cuts along Beamer Road will be limited as possible and will meet the requirements as stated in the UDC and the General Design and Construction Standards.
i. Any future connections to Grissom Road shall be placed to align with existing median cuts and to intersect with existing roadways.
j. A minimum of a 5' sidewalk will be placed on either side of any streets designated as unloaded collector and all arterial roadways, unless the Master Trails Plan requires larger.
k. The required right-of-way widths for various roadway classifications and roadway intersections shall comply with the Master Mobility Plan unless otherwise authorized by the Executive Director of Development Services.

3. Emergency Access

For sections and/or phases where more than 30 homes will be constructed, there shall, at all times during the construction process, be a minimum of two points of access. Temporary access shall be provided via an on-site or off-site all-weather access road to accommodate an emergency vehicle. The all-weather access road shall be designed adjacent to any off-site City-owned Utilities and be constructed to support the weight and turning radius of the largest emergency apparatus owned by the City of League City.

4. Commercial

The commercial uses within the PUD shall be regulated with the development standards as established by the adopted UDC of League City as of the adoption of this PUD, except for the following requirements:

a. Permitted Uses:
    i. Commercial
        - Automobile / Vehicle Fueling Stations
            1. One (1) Automobile / Vehicle Fueling Station shall be permitted at the intersection of Beamer Road and Grissom Road in F-13 or F-14 in Exhibit E,, per the development regulations established in Section 4.b – Additional Development Regulation for Vehicle Fueling Stations.
            2. One (1) Automobile / Vehicle Fueling Station shall be permitted at the intersection of FM 528 and Beamer Road in D-01 or E-01 as shown in Exhibit E, per the development regulations established in Section 4.b – Additional Development Regulations for Vehicle Fueling Stations.

b. Additional Regulations for Automobile / Vehicle Fueling Stations:
    i. Vehicle Fueling Stations shall provide an overhead canopy that provides coverage to the fueling vehicles.
    ii. The vehicle fueling area shall contain a maximum of twelve (12) fuel pumps.
    iii. Automobile / Vehicle Fueling Stations shall provide a landscaping berm of at least 3 feet in height but not greater than 4 feet in height along all right-of-way on which the property fronts.
    iv. Automobile / Vehicle Fueling Stations shall be limited to one (1) 2' x 12' sign attached to the overhead canopy per side facing the right-of-way. Any signage on the overhead canopy shall be counted against the maximum wall sign area of the side of the building which faces the canopy.
    v. A maximum of one monument sign will be permitted along each right-of-way in accordance with Article 8 of the UDC.

5. Traditional Single-Family Residential

All development standards for traditional single-family residential lots are subject to UDC Chapter 125, Article 3, Zoning regulations.

a. Residential Single-Family 5 (RSF-5) Lot Standards:
   i. Minimum front setback – 25’
   ii. Minimum rear setback – 15’
   iii. Minimum setback for a garage facing a side street – 20’

b. Residential Single-Family 7 (RSF-7) Lot Standards:
   i. Minimum rear setback – 15’
   ii. Minimum setback for a garage facing a side street – 20’

c. Residential Single-Family 5 (RSF-5) and Single-Family 7 (RSF-7) Lot Standards:
   i. For swimming pools and, without limitation, pool equipment, the minimum rear setback for lots backing onto lakes shall be 5’ or any required utility easements.
   ii. Patio & Zero Lot Line Homes
      1. A minimum of 0' to 5' on one side yard and 5' to 10' on the other side yard, with an aggregate minimum side yard setback of 10' between the two lots.
      2. In no case shall units on adjoining lots be separated by less than 10 feet in width unless fire rated walls are used, then a 6’ setback can be used.
      3. Patio home structures located less than four feet from the lot line shall have a “private four-foot perpetual drainage and maintenance easement” provided on the adjacent property.

6. Single-Family Residential Specialty Product

Single-Family Specialty Products are not required that they be developed at the same time or by the same developer. Please refer to Single-Family Specialty Product Exhibits O, P, & Q in this document.

Lot Sizes and Standards Allowed:

a. Front Loaded Detached Lots:
   i. Minimum lot area: 4,800 square feet
   ii. Minimum lot width – 40’ (measured at the front setback)
   iii. Minimum front setback – 25’
   iv.
   v. Minimum side setback – 5’
   vi. Minimum street side setback (corner lot) – 10’
   vii. Minimum setback for a garage facing a side street – 20’
   viii. Minimum street side setback (rear of corner lot abutting side lot) – 20’
   ix. Minimum rear setback – 15’
   x. Parking: Four spaces required; Two in garage, two on driveway
   xi. In no case shall units on adjoining lots be separated by less than 10 feet in width unless fire rated walls are used, then a 6 foot setback can be used.

b. Rear loaded (alley) detached lots:
   i. Minimum lot area: 3,850 square feet
   ii. Minimum lot width – 35’ (measured at the front setback)
   iii. Minimum front setback – 10’
   iv. Minimum side setback – 5’
   v. Minimum street side setback (corner lot) – 15’
   vi. Minimum rear setback – 20’ minimum

vii. Alley width – 20’

viii. Parking: Four spaces required; Two in garage, two on driveway

- Driveway parking spaces shall require a 20' wide driveway or a 12' wide minimum driveway with a 40' setback from the edge of pavement.

ix. Guest parking: As required in Section V.6.e, Guest Parking Requirements

x. In no case shall units on adjoining lots be separated by less than 10 feet in width unless fire rated walls are used, then a 6 foot setback can be used.

c. Rear loaded (alley) attached lots:
    i. Minimum lot area: 3,080 square feet
    ii. Minimum lot width – 28’ (measured at the front setback)
    iii. Minimum front setback – 10’
    iv. Minimum side setback – 5’
    v. Minimum street side setback (corner lot) – 15’
    vi. Minimum rear setback – 20’ minimum
    vii. Alley width – 20’
    viii. Common walls allowed on one side
    ix. Parking: Four spaces required; Two in garage, two on driveway
        - Driveway parking spaces shall require a 20' wide driveway or a 12' wide minimum driveway with a 40' setback from the edge of pavement.
    x. Guest parking: As required in Section V.6.e, Guest Parking Requirements
    xi. In no case shall units on adjoining lots be separated by less than 10 feet in width unless fire rated walls are used, then a 6 foot setback can be used.

d. Rear loaded (alley) townhome lots:
    i. Minimum lot area: 2,000 square feet
    ii. Minimum lot width – 25’ (measured at the front setback)
    iii. Minimum front setback – 10’
    iv. Minimum side setback – 5’
    v. Minimum street side setback (corner lot) – 15’
    vi. Minimum rear setback – 20’ minimum
    vii. Alley width – 20’
    viii. Common walls allowed on both sides
    ix. Parking: Four spaces required; Two in garage, two on driveway
        - Driveway parking spaces shall require a 20' wide driveway or a 12' wide minimum driveway with a 40' setback from the edge of pavement.
    x. Guest parking: As required in Section V.6.e, Guest Parking Requirements
    xi. In no case shall units on adjoining lots be separated by less than 10 feet in width unless fire rated walls are used, then a 6 foot setback can be used.
    xii. The number of attached units shall be provided in clusters with a maximum of 5 attached units and a minimum of 2 attached units, as indicated in Exhibit P.

e. Guest Parking Requirements
    i. This requirement only applies to residential products as described in subsection 5, Single Family Specialty Products.
    ii. 1 parking space shall be provided for every 6 lots when the lot fronts on a right-of-way.
    iii. 1 parking space shall be provided for every 4 lots when the lot fronts on an open space area.
    iv. Parking spaces may be parallel or head in provided the paving area for the parking space is in addition to the minimum paving width for the residential street.

7. Buffer Yards

The buffer requirements are listed in the table below:

Land Use	Single-Family Residential
Commercial	35’

a. Buffer Yard Requirements:
    i. Minimum Width: 35’
    ii. Minimum Height:
        1. An eight-foot (8’) fence or combination of berm and fence totaling eight (8’) feet must be provided.

iii. Berm: 3’ minimum height and 4’ maximum height

b. Landscaping in buffer yards shall comply with UDC Buffer Yards Standards for Buffer Yard Type C..

8. Tree Protection

The developer shall conduct a tree survey by either a licensed surveyor, certified arborist, or registered landscape architect as preliminary plats are submitted for the development. Upon completion of the tree survey for each preliminary plat, the licensed surveyor, certified arborist, or registered landscape architect will provide either a letter stating that there are no protected trees within the boundary of the preliminary plat or a tree disposition plan. The developer will coordinate the preservation and/or removal of any trees with the League City Urban Forester per the regulations found in Chapter 125, Article 7, Tree Preservation, Mitigation, and Maintenance in the UDC. The existing site constraints can be seen on Exhibit B, Project Aerial Map and Exhibit C, Survey included in this document.

Due to the removal of trees associated with the construction of the detention channel located south of FM 528, tree mitigation is anticipated. The developer shall be permitted to defer the required tree planting provided one of the following conditions is met:

a. The developer shall post a bond in an amount equal to the total in-lieu fee for tree mitigation. The bond shall remain in effect until the mitigation trees are planted in accordance with the approved mitigation plan; or

b. All replacement trees required for mitigation shall be planted within the designated “City Park” at such time that the park site is scheduled for improvement and planting is feasible.

9. Landscaping

a. No trees shall be planted between the right-of-way and back of curb of any roadway unless permitted by and subject to an Encroachment Agreement in form and substance agreed to by the City Arborist and the Developer. The specific installation of trees will be at the discretion of the Executive Director of Development Services or designee.

b. Root barriers (linear or surround) shall be installed to a minimum depth of 30 inches when trees are planted adjacent to the sidewalks, storm drains, manholes, etc.

c. An Encroachment Agreement is required in instances where landscaping, signage, irrigation or other such features encroach into City of League City right-of-way. These features are not allowed within 7’ of any City of League City facility.

10. Signage

The proposed locations for the development’s signage can be found on Exhibit N, Signage Location Plan. All signage within the development will be in accordance with Chapter 125, Article 8, Signs in the UDC, with the exception of the requirements listed below. When there is a conflict between the requirements in the UDC and this PUD Document, this PUD document will govern. All entry signage will be located within a landscaped planting area which shall include a mixture of ground cover, shrubs, and trees. All signage shall be subject to a sign permit prior to installation. No signage shall be permitted within the right-of-way.

a. Residential Single-Family Development Signage:

i. Primary Entry Monument: These signs will be allowed to be placed at the major entry point to the development.

1. A maximum of thirty-five feet (35') tall with one, twenty-foot by twenty-foot (20'x20') tower maximum footprint and an attached or isolated sign blade wall with a maximum size of ten feet tall by eighty feet in length (10'x80').
2. The sign area shall not be greater than 450 square feet.

ii. Secondary Entry Monument: These signs will be placed at the secondary entry points to the development.
1. A maximum of twelve feet (12') tall with a twelve-foot by twelve-foot (12'x12') tower maximum footprint and an attached or isolated sign blade wall with a maximum size of eight feet tall by thirty-five feet in length (8'x35').
2. The sign area shall not be greater than 150 square feet.

iii. Residential Entry Monument: These signs will be placed at the entry points to residential subdivisions within the development.
1. A maximum of six feet (6') tall with a six-foot by six-foot (6'x6') tower maximum footprint and an attached or isolated sign blade wall with a maximum size of six feet tall by twenty feet in length (6'x20').
2. The sign area shall not be greater than sixty-four (64) square feet.

iv. Model Home Monument: Used to identify different builder model homes to potential home buyers.
1. The monuments shall be a maximum of sixty (60) square feet in size and shall not to exceed five feet (5') in height.
2. These monuments may be installed at model homes at various locations within the development.
3. All model home monuments must be removed when the model home is purchased and used as a private home.

v. Temporary Construction Signs: To be used during construction of the residential development. These signs recognize builders, architects, engineers, leasing representatives, lenders, and other associated with the residential development.
1. There shall be one sign per lot.
2. The sign shall have a maximum of forty-eight (48) square feet in size and not to exceed ten feet (10') in height.
3. All temporary signs must be removed when the principle building on the applicable building site is occupied.

vi. Temporary Community Signs: Used to direct potential home buyers to various neighborhoods and/or model homes and shall not be utilized for marketing purposes. These temporary signs may be installed at various locations within the development.
1. The signs shall be a maximum of sixty (60) square feet in size and shall not to exceed ten feet (10') in height.
2. Major Arterials Roads – There shall be a maximum of 1 sign for every 2,000 linear feet.
3. Collector Roads – There shall be a maximum of 1 sign for every 1,000 linear feet.
4. Local Roads – Temporary Community Signs shall be prohibited on local roadways with the exception of "sold" signs that are placed on individual lots.

b. Commercial Development Signage:

i. Temporary Construction Signs: To be used during construction of commercial development. These signs recognize architects, engineers, leasing representatives, lenders, and other associated with commercial development.
1. There shall be one sign per lot

2. The sign shall have a maximum of sixty (60) square feet in size and not to exceed ten feet (10') in height.
3. All temporary signs must be removed when the principle building on the applicable building site is occupied.

11. Parks and Trails

a. Compliance with Parks Dedication Requirements

Chapter 125, Article 6.6, Private park dedication requirement in the UDC states that 1 acre of park land for every 75 proposed dwelling units shall be dedicated to the HOA for the use of parks. Based upon the estimated number of dwelling units, the PUD would be required to provide ±17.8 acres of park land. The table below provides a tabulation of how the development will meet this requirement. If the dwelling units in the PUD are increased to where the parkland provided is less than the minimum amount required per the UDC, additional park land will be provided to meet the requirement. The HOA or MUD will be responsible for maintaining all recreation centers, parks, landscaped areas and open spaces within the PUD.

Based on the 2024 regional park fee of $3,000 per lot and the projected number of lots for this development, the total fee owed will be approximately $4,011,000 . The developer will receive a credit towards this fee in the amount of the value of the city park land plus the proposed infrastructure improvement cost incurred by the developer. Any surplus fees remaining may be utilized by the developer to amenitize the fifteen-acre city park based upon a program mutually agreed upon by the developer and the Parks Director. The proposed amenities, analysis of value, and calculation of improvements for the City Park shall be at the reasonable discretion of the Parks Director and subject to agreements between the Parks Department and the Developer. It shall be the Developer's obligation to realign the Phase I Off-Site Drainage Channel. Any work or costs associated with the realignment of the Phase I Off-Site Drainage Channel shall not be considered when calculating the developed costs of the 15-acre city park.

The developer can dedicate additional land for the city's fifteen-acre park and receive an HOA parkland dedication credit at a ratio of 1 to 1 (1 acre of park dedication to 1 acre HOA parkland credit). This acreage shall be only for tracts directly adjacent to the park, excluding detention, open space or reserve tracts, and subject to approval by the Parks Director.

Land Use	Owner	Acreage
Parks	HOA or MUD	±16.2
Amenitized Detention Pond Credit (50% Maximum)	HOA or MUD	8.9
City Park	City	±15.0
Total		±40.1

b. Use of Detention Areas for Parks Credit

i. The development may receive a maximum of 50% HOA parkland dedication credit for construction of improvements to new wet detention facilities that will consist of water-based recreational amenities such as kayak launches, fishing docks, or other similar facilities. This may be calculated as a maximum of the wet detention facility where such improvements are located. A cost/credit ratio analysis shall be provided to justify the parkland dedication credit amount and is subject to approval by the Parks Director.

ii. Following determination of the parks dedication credit option, the excess parks acreage shown on the conceptual land use plan may be converted to single-family residential uses of any lot size as long as the maximum fifty percent cap of 50's and specialty lots has not been exceeded, as stated in Section IV.3.The resultant increase in overall density due to the conversion of excess parks acreage to single-family residential uses shall be permitted.

iii. If the conversion to single-family residential uses occurs, this conversion of land use shall not be counted towards the fifteen percent (15%) of change described in Section IV.1.

c. Trails

In addition to the minimum parkland and park fee requirements, the Conceptual Amenities and Open Space Plan (Exhibit F) features ten-foot (10') wide primary trails with a number of six foot (6') wide secondary trails that will be constructed in accordance with the 2024 Parks, Trails, and Open Space Master Plan. A ten-foot (10') wide trail shall be provided along both sides of Beamer Road and along the south side of Farm to Market Road 528 directly adjacent to the PUD boundary. The construction of the trails shall be phased in conjunction with the adjacent residential or commercial tract being developed. In cases where the trail is adjacent to one or more phases of development, the trail must be constructed by whichever section is developed first. Additionally, all trails on private property shall be maintained by the HOA. This includes low water crossing and connecting bridge for E-05 to E-07. If parking is planned for private parks, a parking plan shall be provided with the submittal of the final plat.

12. Prohibition of Rental Communities

The development shall be prohibited from creating or allowing "Rental communities" within the development. A "Rental community" shall mean any phase of development comprised of residential single-family houses, where 5% or more of the houses are occupied by renters who rent from corporate or business entities who own more than one house within said phase. Renters who rent from owners who are not corporations or business entities owning more than one house within the phase of the development are not included in said calculation. The Developer shall enforce this prohibition by including it in restrictive covenants covering the development, to the extent allowed by law.

VI. UTILITIES

The utilities in PUD will be appropriately designed, sized and constructed in conformance with the approved City of League City Water & 2023 Wastewater Master Plans, League City's General Design & Construction Standards and the Texas Commission on Environmental Quality (TCEQ).

1. Water Distribution System

League City will provide water distribution to the development through a series of existing waterlines from adjacent developments and City facilities. Refer to Exhibit I, Conceptual Water Distribution System. The system is proposed to consist of waterlines of various sizes and will be generally designed as a looped system. The system within the PUD is proposed to connect to the existing 12-inch waterline along Grissom Road and connect to the existing Northside BPS facility. According to the City's 2018 Water Master Plan, water usage planning factors were established as 112 gallons/person per day for residential use and 2,000 gallons/day per acre for commercial use. Utilizing these rates along with projected population of 2.9 persons per residential EDU and commercial acreage projections for the PUD, the projected capacity is estimated as 536,625 gallons per day for residential and commercial buildout of the PUD (325 gallons per day for each residential EDU and 2,000 gallons per day for each commercial acre). Additional capacity projections related to park use and irrigation demands are unknown at this time and shall be considered during final design and development of the PUD. Water capacity shall be reserved for development of the PUD upon payment of Capital Recovery Fees to the City by the MUD or Developer as defined in the Utility Agreement between the MUD, Developer and the City.

2. Wastewater Collection System

The proposed wastewater collection system is predominantly a gravity flow system designed to accommodate average daily and peak wastewater flows from the development. Refer to Exhibit J, Conceptual Wastewater Collection System Exhibit. In addition to the gravity sewer lines, two lift stations are planned to be constructed along with force mains due to depth limitations and utility crossing requirements. Sanitary sewer facilities throughout the development will ultimately discharge into the existing North Area Lift Station and wastewater treatment would be provided by the Southwest

Wastewater Reclamation Facility. According to the City's 2023 Wastewater Master Plan, wastewater flow rate planning criteria were established as 70 gallons/person per day for residential use and 1,200 gallons/day per acre for commercial use. Utilizing these rates along with projected population of 2.9 persons per residential EDU and commercial acreage projections for the PUD, the ultimate capacity for the PUD is estimated at 332,831 gallons per day per League City (203 gallons per day for each residential EDU and 1,200 gallons per day for each commercial acre). Additional capacity projections related to park use are unknown at this time and shall be considered during final design and development of the PUD. Wastewater capacity shall be reserved for development of the PUD upon payment of Capital Recovery Fees to the City by the MUD or Developer as defined in the Utility Agreement between the MUD, Developer and the City.

Lift Station No. 1 is proposed along Beamer Road, and is planned to serve a gravity sewer system that extends from the lift station to serve the areas of the PUD north of the transmission easement, and west of the proposed drainage and detention system. The force main may be installed along the drainage system, connecting to the existing North Area Lift Station, with the option to construct a 12-foot-wide concrete all-weather access road for maintenance access. Alternatively, the force main may be installed within the public right-of-way and adjacent easements in accordance with the adopted General Design and Construction Standards. The exact configuration for the connection of the forcemain to the existing North Area Lift Station will be determined as part of final design and in coordination with the City.

Lift Station No. 2 is proposed in the southern half of the PUD within residential pods F-04 and F-06 and will provide service to the development area south of the transmission easement and west of Beamer Road. A force main is planned to be extended to connect to a proposed gravity sewer to be constructed along Grissom Road.

A proposed gravity sewer is planned to be constructed along Grissom Road from Beamer Road northeast to the existing North Area lift station. This gravity sewer is currently estimated to be a 10-inch diameter sewer to serve the needs of the development. Oversizing of this facility could be considered in order to serve future development and/or redevelopment of areas outside the MUD and within the limits of League City. Further discussion regarding capacity, sizing, cost and reimbursement of this regional sewer shall be initiated prior to initiation of design and subject to terms of the Utility Agreement between the MUD, Developer and City and/or a separate Development Agreement between the Developer and the City.

3. Storm Drainage System

All public roads within the PUD will be designed as traditional curb and gutter paving with underground storm sewer pipes to convey runoff. Street cross-sections will conform with the latest version of the League City Subdivision Design Criteria Manual. Storm drainage will be collected within the internal drainage system, including pipes, ponds, and ditches, and discharged into a series of detention ponds and drainage channels. The detention and drainage channel facilities will convey stormwater to existing Harris County Flood Control District Channel A110-00-00 located at West Nasa Boulevard on the east boundary of the PUD. Necessary approvals will be obtained from the Harris County Flood Control District for discharge into Channel A110-00-00.

All drainage facilities located within public rights-of-way (ROW) will be owned, maintained, and operated by the City of League City. Facilities outside ROW's, including easements, will be owned, maintained, and operated by the MUD's, and will be conveyed to the HOA when the MUD is dissolved. Stormwater Detention and Drainage Channel Facilities will be owned, maintained, and operated by the MUD, and will be conveyed to the HOA when the MUD is dissolved. The City shall have no responsibility for Stormwater Detention Facilities per the terms of the Utility Agreement between the MUD, Developer and City. Storm sewer facilities will be designed and constructed per the latest League City Engineering Design and Construction Standards. It shall be the Developer's obligation to ensure that the Phase I Off-

Site Drainage Channel is realigned to match the Concept Plan (Exhibit E), or future approved Master Plan revision, in accordance with the Phasing Plan (Exhibit G).

4. Flood Levels and Potential Flooding

According to the Federal Emergency Management Agency (FEMA) Flood Insurance Rate Maps for this area of League City, the area within this PUD is not located within a special flood hazard zone.

5. Wetlands

If any wetlands are determined to be jurisdictional, the Developer will mitigate and/or preserve said jurisdictional wetlands under the guidance of criteria established by the U.S. Army Corps of Engineers.

6. Stormwater Quality

The developer will be responsible for following all of League City's stormwater quality criteria as identified in their latest League City Engineering Design and Construction Standards. This includes, but is not limited to, developing a Stormwater Quality Management Plan for each development activity, as it occurs.

7. Overhead Power

The developer shall be allowed to place overhead power on FM 528, Beamer Road, Grissom Road, and along the existing Transmission Tower Easement. Any existing overhead power shall be allowed to remain as overhead power and shall be allowed to remain with the existing materials for the poles. If CenterPoint Energy requires upgrades or improvements to the overhead existing lines and facilities for service to tracts other than the PUD (aka "system improvements"), it will be the responsibility of CenterPoint Energy to obtain those approvals from League City. Per the UDC, any overhead power required by CenterPoint Energy along the perimeter of the PUD shall be allowed to use wooden poles. If upgraded poles are required along perimeter rights-of-way as a result of development, concrete poles will be required adjacent to any roadway and any right-of-way crossing. In the event that CenterPoint Energy requires overhead power along Beamer Road, concrete poles shall be required per the UDC. Ongoing coordination with CenterPoint will be necessary to obtain the required approvals for the transmission easement crossing. The locations of existing and proposed overhead power lines for PUD can be found on Exhibit L, Conceptual Power Supply Exhibit.

VII. PHASING / DEVELOPMENT SCHEDULE

As stated in the Utility Agreement, the first phase of the development will begin at the intersection of FM 528 and Beamer Road, working from the north to south as the development proceeds, as shown on the Exhibit G, Conceptual Phasing Plan. Within the Phase I area shown on the exhibit, all of the right-of-way for Beamer Road will be dedicated, but only the western portion of the paving will be constructed with this phase. The location and timing of future phases will be dependent upon market conditions and is subject to change. The roadway phasing will be updated as the Master Plan and construction phases are updated and shall be provided with the Master Plan submittal. Commercial development will be driven by market conditions.

All properties within the boundaries of the Midline PUD shall be platted regardless of ownership. Detention ponds shall be platted with the first adjacent section that is developed within the boundaries of the Midline PUD, unless a change is specifically authorized by the Director of Planning.

The placement of trailers for voter homes, shall be allowed to be located on the site throughout the duration of the development subject to the requirements listed in Chapter 125, Article 3, Zoning, Section 3.14.15 in the UDC. A plat shall not be required for such temporary structures.

VIII. VARIANCES

There are variances to the League City development regulations anticipated by the Midline PUD. Any variances to the Chapter 125, Article 5, Subdivisions in the UDC not known at this time due to the lack of specific designs or physical characteristics will be presented on a case by case basis for the consideration of the Planning and Zoning Commission. Any variances to Chapter 125, Article 3, Zoning, Article 4, Site Development Standards, and Article 8, Signage in the UDC not known at this time due to the lack of specific designs or physical characteristics will be presented on a case by case basis for the consideration of the Zoning Board of Adjustments.

1. All commercial development shall be regulated by the standards set forth in Section V.3 - Commercial.
2. All single-family residential traditional lots shall be regulated by the standards set forth in Section V.4 – Traditional Single-Family Residential.
3. All single-family residential specialty product lots shall be regulated by the standards set forth in Section V.5 - Single-Family Residential Specialty Products.
4. Buffer yards shall be regulated by the standards as stated in Section V.7 – Buffer Yards.
5. All signage in the project shall be regulated by the standards as stated in Section V.10 – Signage.
6. Parks and trails shall be regulated by the standards as stated in Section V.11 – Parks & Trails.

IX. ADMINISTRATIVE AMENDMENTS

The Planning Director or city designee, at their discretion, may approve minor administrative amendments to this PUD document and exhibits at the request of the Developer. The applicant shall indicate the purpose of the amendment and shall provide supporting documents for the request. The documents shall be reviewed by the appropriate city staff and a decision shall be made. The administrative amendment will be reviewed and processed. Any amendments not specified herein shall require a reconsideration of the PUD and appropriate zoning procedures of the League City Unified Development Code.

Administrative amendments may be considered with the intent to do the following:

a. Clarify or define items in this PUD document.
b. Clarify discrepancies between the PUD text and PUD Exhibits. In those instances, the PUD text shall govern and the PUD exhibit shall be revised to represent the PUD regulations in this document.
c. Allow minor adjustments that do not significantly affect the intent of the requirements as written in the approved PUD.



EXHIBIT A

Area Location Map

MIDLINE

±466.5 Acres of Land

League City, Texas

Project #: 3293-10037

Prepared for

BC - SB BAYBROOK JV LLC

Reference Date: 07.09.2025

LJA PLANNING & LANDSCAPE ARCHITECTURE

RELATIONSHIPS | PROCESS | DESIGN

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NORTH

0 300 600 1200



EXHIBIT B

Aerial Map

MIDLINE

±466.5 Acres of Land

League City, Texas

Project #: 3293-10037

Prepared for

BC - SB BAYBROOK JV LLC

Reference Date: 07.09.2025

LJA PLANNING & LANDSCAPE ARCHITECTURE

RELATIONSHIPS | PROCESS | DESIGN

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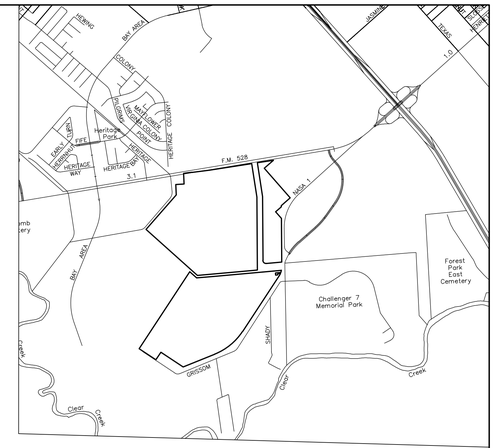
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NORTH

0 100 200 400

0 200 400

SCALE: 1 INCH = 200 FEET



VICINITY MAP
SCALE: 1" = 2000'

LEGEND

- BLOW OFF VALVE
- (CLD) FND 5/8" IR W/ CAP STAMPED "CL DAVIS RPLS 4464"
- CB CABLE TV BOX
- EJB ELECTRIC JUNCTION BOX
- (F1) FND 5/8" IR
- FLUSHING VALVE
- GATE
- GRATE INLET
- GUY-WIRE
- LIGHT POLE
- MAIL BOX
- PULL BOX
- POST
- PIPELINE MARKER
- POWER POLE
- PV PIPELINE VENT
- PEDESTAL
- SPRINKLER CONTROL BOX
- STORM MANHOLE (STMH)
- SANITARY MANHOLE (SNMH)
- TRAFFIC CONTROL BOX
- TELEPHONE LIGHT POLE (TLP)
- TELEPHONE CABLE MARKER
- TELEPHONE MANHOLE
- TRANSFORMER PAD
- EB UNDERGROUND UTILITY BOX
- WATER MANHOLE (WMH)
- WATER VALVE
- W WATER METER
- BARBED WIRE FENCE
- CHAINLINK FENCE
- HIGH BANK OF DITCH
- OHE OVERHEAD ELECTRIC
- UGE UNDERGROUND ELECTRIC
- WOOD FENCE
- GUARD RAIL

IRONS

- (S) SET 5/8" IRON ROD WITH CAP "LJA SURVEY"
- (FCLD) FOUND 5/8" IRON ROD WITH CAP "CL DAVIS"
- (FJKC) FOUND 1/2" IRON ROD WITH CAP "JKC"
- (FCE) FOUND 5/8" IRON ROD WITH CAP "CHERRY ENGINEERING"
- (FCF) FOUND 5/8" IRON ROD WITH CAP "COBB FINELY ASSOCIATES"
- (FC) FOUND 1/2" IRON ROD WITH CAP "COMPASS PT-5580"
- (FX) FOUND CHISELED "X"
- (CFP) FOUND CHAINLINK FENCE POST
- FND FOUND
- BRS BEARS
- I.R. IRON ROD
- I.P. IRON PIPE

EXHIBIT C

LINE	BEARING	DISTANCE
L1	N 81°12'48" E	9.50'
L2	S 85°10'48" W	563.12'
L3	N 02°57'32" W	338.43'
L4	N 86°58'32" E	274.75'
L5	N 02°57'58" W	345.08'
L6	S 48°50'10" W	386.24'
L7	S 00°55'08" E	39.77'
L8	S 48°49'53" W	242.92'
L9	S 40°50'07" E	283.21'
L10	S 84°48'25" W	502.58'
L11	N 81°12'48" E	532.36'
L12	S 48°36'57" W	398.94'
L13	S 48°13'19" E	300.60'
L14	N 85°10'48" E	597.83'
L15	S 84°47'20" W	175.98'
L16	S 09°12'40" E	70.00'
L17	N 84°47'20" E	60.00'
L18	N 39°47'20" E	14.14'
L19	N 05°12'40" W	20.00'
L20	N 39°47'20" E	14.14'
L21	N 84°47'20" E	81.80'
L22	S 33°16'58" W	293.00'

CURVE	ARC LENGTH	RADIUS	DELTA ANGLE	CHORD BEARING	CHORD LENGTH
C1	1271.43'	5669.58'	12°50'51"	N 39°35'43" E	1213.50'
C2	555.74'	11519.16'	2°45'51"	N 82°35'44" E	555.68'
C3	165.40'	100.00'	94°46'02"	N 47°48'36" W	147.18'
C4	171.93'	400.50'	10°17'22"	S 12°37'22" W	171.84'
C5	75.48'	400.50'	10°47'54"	S 2°53'27" W	75.37'
C6	1188.90'	1949.50'	34°56'30"	S 50°45'40" W	1170.56'

AREA OF TRACTS

TRACT 1	220.03 ACRES
TRACT 2	43.51 ACRES
TRACT 3	185.54 ACRES
TOTAL:	449.08 ACRES

ALTA/NSPS LAND TITLE SURVEY OF 449.08 ACRES IN THE THOMAS CHOATE LEAGUE, A-12, THE THOMAS TOBY SURVEY, A-793, THE ROBERT WILSON SURVEY, A-88, AND THE JOHN DICKINSON SURVEY, A-15 HARRIS COUNTY, TEXAS

JANUARY 2024 JOB NO. S001-3293-1000

SURVEYOR'S CERTIFICATE:

To: BC-SB Baybrook JV LLC, a Delaware limited liability company, First American Title Insurance Company, & CLEARFIELD REALTY DELAWARE, INC., a Delaware Corporation:

This is to certify that this map or plat and the survey on which it is based were made in accordance with the 2021 Minimum Standard Detail Requirements for ALTA/NSPS Land Title Surveys, jointly established and adopted by ALTA and NSPS, and includes Items 1, 2, 3, 4, 6 (a), 6(b), 7(a), 7(b)(1), 8, 9, 10, 13, 14, 16, 17, 18 and 19 of Table A thereof. The field work was completed in December 2023.

Benjamin Lowe, RPLS
RPLS No. 6944
Date: 01/23/2024

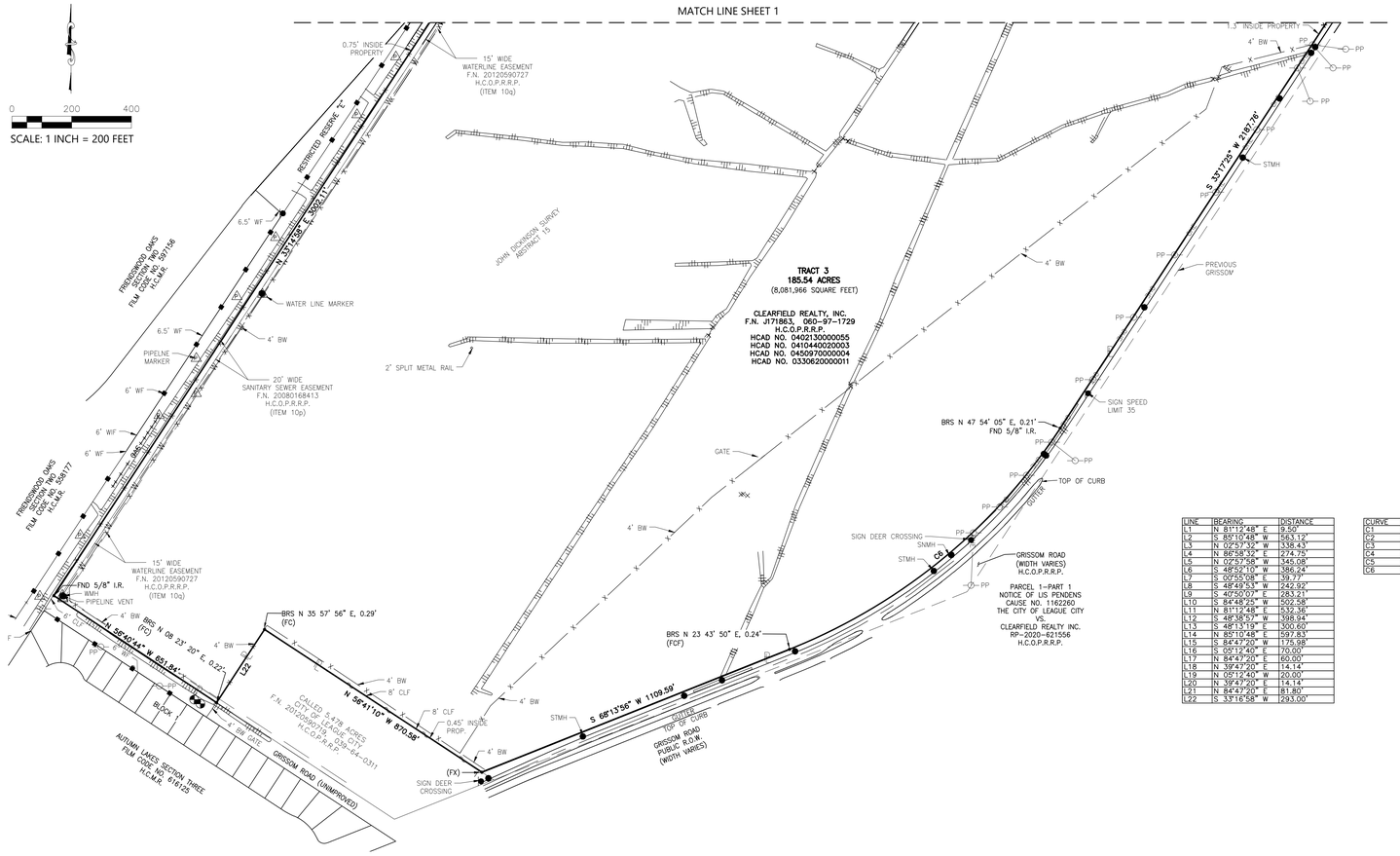
STATE OF TEXAS REGISTERED BENJAMIN LOWE 6944 PROFESSIONAL LAND SURVEYOR

Revised 01/30/2024 to reflect additional boundary monuments found.

LJA SURVEYING, INC.
3600 W Sam Houston Parkway S
Suite 175
Houston, Texas 77042
Phone 713.953.5200
Fax 713.953.5026
TBPELS Firm No. 10194382

MATCH LINE SHEET 2

S:\Sectors\Survey\Projects\LJASO01\3293\1000\06_CAD\Working Files\Base Files\Tracts 5 - 7\449.08 Ac ALTA.dwg 1/30/2024



LINE	BEARING	DISTANCE
L1	N 81°12'48" E	9.50'
L2	S 85°10'48" W	563.12'
L3	N 02°57'32" W	338.43'
L4	N 86°58'32" E	274.75'
L5	N 02°57'58" W	345.08'
L6	S 48°52'10" W	386.24'
L7	S 00°25'08" E	39.77'
L8	S 48°49'53" W	242.92'
L9	S 40°50'07" E	283.21'
L10	S 84°48'25" W	502.58'
L11	N 81°12'48" E	532.36'
L12	S 48°38'57" W	398.94'
L13	S 48°13'19" E	300.60'
L14	N 85°10'48" E	597.83'
L15	S 84°47'20" W	175.98'
L16	S 05°12'40" E	70.00'
L17	N 84°47'20" E	60.00'
L18	N 39°47'20" E	14.14'
L19	N 05°12'40" W	20.00'
L20	N 39°47'20" E	14.14'
L21	N 84°47'20" E	81.80'
L22	S 33°16'58" W	293.00'

CURVE	ARC LENGTH	RADIUS	DELTA ANGLE	CHORD BEARING	CHORD LENGTH
C1	273.53'	5869.58'	2°40'51"	N 87°18'43" E	273.50'
C2	555.74'	11019.16'	2°53'51"	N 89°38'44" E	555.68'
C3	165.40'	100.00'	94°46'02"	N 47°48'36" W	147.18'
C4	71.93'	400.50'	10°17'27"	S 12°37'22" W	71.84'
C5	75.48'	400.50'	10°47'54"	S 27°53'27" W	75.37'
C6	1188.90'	1949.50'	34°56'30"	S 50°45'40" W	1170.56'

LEGEND

- BLOW OFF VALVE
- (CLD) FND 5/8" IR W/ CAP STAMPED "CL DAVIS RPLS 4464"
- CB CABLE TV BOX
- EJB ELECTRIC JUNCTION BOX
- (F1) FND 5/8" IR
- FLUSHING VALVE
- GATE
- GRATE INLET
- GUY-WIRE
- LIGHT POLE
- MAIL BOX
- PULL BOX
- POST
- PIPELINE MARKER
- POWER POLE
- PV PIPELINE VENT
- PEDESTAL
- SPRINKLER CONTROL BOX
- STORM MANHOLE (STMH)
- SANITARY MANHOLE (SNMH)
- TRAFFIC CONTROL BOX
- TELEPHONE LIGHT POLE (TLP)
- TELEPHONE CABLE MARKER
- TELEPHONE MANHOLE
- TRANSFORMER PAD
- EB UNDERGROUND UTILITY BOX
- WATER MANHOLE (WMH)
- WATER VALVE
- W WATER METER
- X BARBED WIRE FENCE
- CHAINLINK FENCE
- HIGH BANK OF DITCH
- OHE OVERHEAD ELECTRIC
- UGE UNDERGROUND ELECTRIC
- WOOD FENCE
- GUARD RAIL

IRONS

(S)	SET 5/8" IRON ROD WITH CAP "LJA SURVEY"
(FCLD)	FOUND 5/8" IRON ROD WITH CAP "CL DAVIS"
(FJKC)	FOUND 1/2" IRON ROD WITH CAP "JKC"
(FCE)	FOUND 5/8" IRON ROD WITH CAP "CHERRY ENGINEERING"
(FCF)	FOUND 5/8" IRON ROD WITH CAP "COBB FINELY ASSOCIATES"
(FC)	FOUND 1/2" IRON ROD WITH CAP "COMPASS PT-5580"
(FX)	FOUND CHISELED "X"
(CFP)	FOUND CHAINLINK FENCE POST
FND	FOUND
BRS	BEARS
I.R.	IRON ROD
I.P.	IRON PIPE

1. All bearings referenced to the Texas Coordinate System, South Central Zone, NAD 83, 2001 adjustment.
2. This survey was made in accordance with laws and/or Minimum Standards of the State of Texas.
3. The property described hereon (the "Property") is the same as the property described in First American Title Insurance Company Commitment No. 1076552100401 with an effective date of December 17, 2023 and that all easements, covenants and restrictions referenced in said title commitment or apparent from a physical inspection of the Property or otherwise known to me have been plotted hereon or otherwise noted as to their effect on the Property. Surveyor did not abstract subject property.
4. The following items listed in schedule "B" of the above referenced title commitment are as follows:

Tract 1

10a. Sanitary sewer easement granted to Baybrook Municipal Utility District No. 1 by instrument recorded under Harris County Clerk's File No. 20080168412. (affects subject tract as shown hereon)

10b. Water line easement granted to the City of League City by instrument recorded under Harris County Clerk's File No. 20120590739. (affects subject tract as shown hereon)

10c. Interest in and to all oil, gas and other minerals, and all rights incident thereto, contained in instrument recorded in Volume 960, Page 196 of the Deed Records of Harris County, Texas. Reference to which instrument is here made for particulars. No further search of title has been made as to the interest(s) evidenced by this instrument, and the Company makes no representation as to the ownership or holder of such interest(s). (not a survey item)

10d. Interest in and to all oil, gas and other minerals, and all rights incident thereto, contained in instrument recorded in Volume 4009, Page 324 (B169884) of the Deed Records of Harris County, Texas. Reference to which instrument is here made for particulars. No further search of title has been made as to the interest(s) evidenced by this instrument, and the Company makes no representation as to the ownership or holder of such interest(s). (not a survey item)

10e. Interest in and to all oil, gas and other minerals, and all rights incident thereto, contained in instrument recorded in Volume 4589, Page 99 (B437237) of the Deed Records of Harris County, Texas. Reference to which instrument is here made for particulars. No further search of title has been made as to the interest(s) evidenced by this instrument, and the Company makes no representation as to the ownership or holder of such interest(s). (not a survey item)

10g. Subject to abandonment of Rights-of-way for Pecan Avenue and Wilson Avenue reflected on Plat recorded in Volume 67 Page 197 Deed Records of Harris County, Texas. (affects subject tract as shown hereon)

Tract 2

10h. Drainage easement granted to Harris County by instrument recorded under Harris County Clerk's File No. M579480. (affects subject tract as shown hereon)

10i. Sanitary sewer easement granted to the City of League City by instrument recorded under Harris County Clerk's File No. 20130097409. (affects subject tract as shown hereon)

10j. Interest in and to all oil, gas and other minerals, and all rights incident thereto, contained in instrument recorded in Volume 960, Page 196 of the Deed Records of Harris County, Texas. Reference to which instrument is here made for particulars. No further search of title has been made as to the interest(s) evidenced by this instrument, and the Company makes no representation as to the ownership or holder of such interest(s). (not a survey item)

10k. Interest in and to all oil, gas and other minerals, and all rights incident thereto, contained in instrument recorded in Volume 4009, Page 324 (B169884) of the Deed Records of Harris County, Texas. Reference to which instrument is here made for particulars. No further search of title has been made as to the interest(s) evidenced by this instrument, and the Company makes no representation as to the ownership or holder of such interest(s). (not a survey item)

10l. Interest in and to all oil, gas and other minerals, and all rights incident thereto, contained in instrument recorded in Volume 4589, Page 99 (B437237) of the Deed Records of Harris County, Texas. Reference to which instrument is here made for particulars. No further search of title has been made as to the interest(s) evidenced by this instrument, and the Company makes no representation as to the ownership or holder of such interest(s). (not a survey item)

10n. Subject to abandonment of Rights-of-way for Pecan Avenue and Wilson Avenue reflected on Plat recorded in Volume 67 Page 197 Deed Records of Harris County, Texas. (affects subject tract as shown hreon)

Tract 3

10o. Pipeline right-of-way easement granted to Humble Pipe Line Company as located and described in instrument recorded in Volume 1160 Page 311, Volume 1255 Page 505 and Volume 4915, Page 607 (B591080) of the Deed Records of Harris County, Texas. (affects as shown hereon)

10p. Sanitary sewer easement granted to Baybrook Municipal Utility District No. 1 by instrument recorded under Harris County Clerk's File No. 20080168413. (affects as shown hereon)

10q. Water line easement granted to the City of League City by instrument recorded under Harris County Clerk's File No. 20120590727. (affects as shown hereon)

10r. Sanitary sewer easement granted to the City of League City by instrument recorded under Harris County Clerk's File No. 20130097091. (affects subject tract as shown hereon)

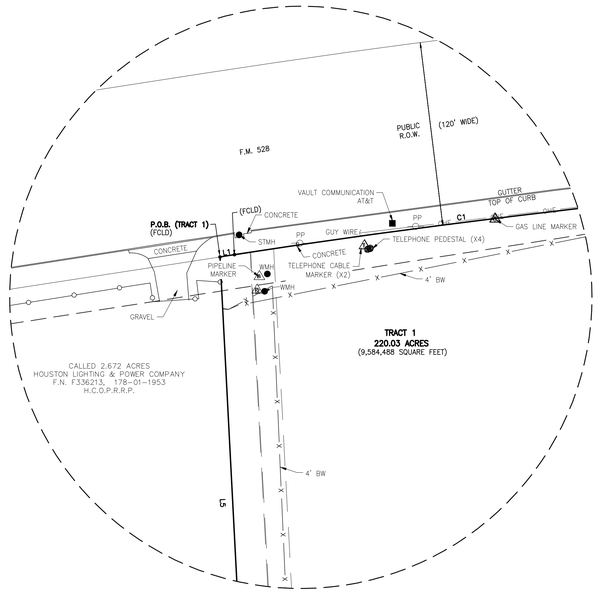
10s. Interest in and to all oil, gas and other minerals, and all rights incident thereto, contained in instrument recorded in Volume 960, Page 196 of the Deed Records of Harris County, Texas. Reference to which instrument is here made for particulars. No further search of title has been made as to the interest(s) evidenced by this instrument, and the Company makes no representation as to the ownership or holder of such interest(s). (not a survey item)

10t. Interest in and to all oil, gas and other minerals, and all rights incident thereto, contained in instrument recorded in Volume 4009, Page 324 (B169884) of the Deed Records of Harris County, Texas. Reference to which instrument is here made for particulars. No further search of title has been made as to the interest(s) evidenced by this instrument, and the Company makes no representation as to the ownership or holder of such interest(s). (not a survey item)

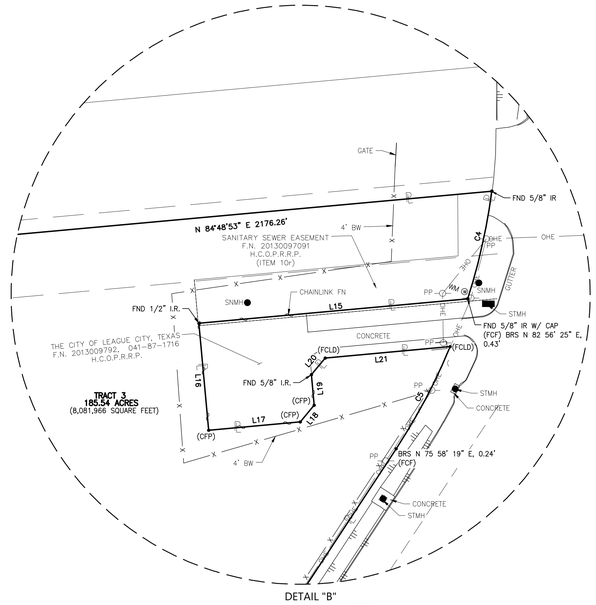
10u. Interest in and to all oil, gas and other minerals, and all rights incident thereto, contained in instrument recorded in Volume 4589, Page 99 (B437237) of the Deed Records of Harris County, Texas. Reference to which instrument is here made for particulars. No further search of title has been made as to the interest(s) evidenced by this instrument, and the Company makes no representation as to the ownership or holder of such interest(s) (not a survey item)

10x. a. All leases, grants, exceptions or reservations of coal, lignite, oil, gas and other minerals, together with all rights, privileges, and immunities relating thereto, appearing in the Public Records whether listed in Schedule B or not. There may be leases, grants, exceptions or reservations of mineral interest that are not listed. (Not a survey item)

5. All utilities serving the Property enter through adjoining public streets and/or easements of record.
6. The Property is located within an area having a Zone Designation Zone AE, Zone X (Shaded), and Zone X by the Federal Emergency Management Agency (FEMA), on Flood Insurance Rate Map Nos. 48167C0018G and 48167C0018G, with a date of identification of August 15, 2019, for Community Nos. 485468, 485488 , in Harris County, State of Texas, which is the current Flood Insurance Rate Map for the community in which the Property is situated.
7. There are no encroachments onto adjoining premises, streets or alleys by any buildings, structures or other improvements located on the Property, and no encroachments onto the Property by buildings, structures or other improvements situated on adjoining premises, except shown hereon.
8. The Property has direct access to F.M. 528, West Nasa Road, & Grissom Road, all dedicated public streets or highways.
9. There was no observed parking spaces on the Property.
10. There was no observed evidence of current earth moving work, building construction or building additions at the Property.
11. Changes in street right of way lines affecting the Property have not been provided to the surveyor.
12. There was no observed evidence of recent street or sidewalk construction or repairs affecting the Property.
13. There was no observed evidence of use of the Property as a solid waste dump, sump or sanitary landfill.
14. There were no observed cemeteries, burial grounds, and/or graves affecting the Property.



DETAIL "A"
SCALE: 1 INCH = 40 FEET



DETAIL "B"
SCALE: 1 INCH = 40 FEET

AREA OF TRACTS

TRACT 1	220.03 ACRES
TRACT 2	43.51 ACRES
TRACT 3	185.54 ACRES
TOTAL:	449.08 ACRES

EXHIBIT C

ALTA/NSPS LAND TITLE SURVEY OF 449.08 ACRES IN THE THOMAS CHOATE LEAGUE, A-12, THE THOMAS TOBY SURVEY, A-793, THE ROBERT WILSON SURVEY, A-88, AND THE JOHN DICKINSON SURVEY, A-15 HARRIS COUNTY, TEXAS

JANUARY 2024 JOB NO. S001-3293-1000

LJA SURVEYING, INC.
3600 W Sam Houston Parkway S
Suite 175
Houston, Texas 77042
Phone 713.953.5200
Fax 713.953.5026
TBPELS Firm No. 10194382

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EXHIBIT D

January 23, 2024
Revised January 30, 2024
S001-3293-1000

DESCRIPTION OF
449.08 ACRES

Being 449.08 acres of land located in the Thomas Choate League, Abstract 12, the Thomas Toby Survey, Abstract 793, the Robert Wilson Survey, Abstract 88, and the John Dickinson Survey, Abstract 15, Harris County, Texas, being out of Block 1, Lots 1, 2, 3, 4, 5, 6, 9, and 10, Block 2, Lot 1, Block 5, Lots 8, 9, and 10, Pecan Road (60' wide unimproved), and Wilson Road (60' wide unimproved) of Webster Outlots, a subdivision of record under Volume 67, Page 197 of the Deed Records of said Harris County, Texas, (H.C.D.R.), and out of Block 12 of Sherman Place, a subdivision of record under Volume 69, Page 231, H.C.D.R., more particularly being a portion of the residue of that certain called 196.3496 acre tract, a portion of the residue of that certain called 122.2444 acre tract described as Tract 2, a portion of the residue of that certain called 135.2251 acre tract, a portion of the residue of that certain called 15.1500 acre tract described as Tract 3, and all of that certain called 9.5648 acre tract described as Tract 4 in the deed to Clearfield Realty, Inc. by an instrument of record in File Number J171863 of the Official Public Records of Real Property of said Harris County, Texas, (H.C.O.P.R.R.P.), said 449.08 acre tract being more particularly described in three (3) parts by metes and bounds as follows (all bearings referenced to the Texas Coordinate System, South Central Zone, NAD 83);

Tract 1 – 220.03 Acres

BEGINNING at a 5/8-inch iron rod with cap stamped "CL DAVIS" found marking the northwest corner of said 122.2444 acre tract, same being the northeast corner of that certain called 2.672 acre tract described in the deed to Houston Lighting & Power Company by an instrument of record in File Number F336213, H.C.O.P.R.R.P., said point lying on the south right-of-way line of Farm to Market Road 528 (F.M. 528) (120 feet wide) as described in File Numbers R070017 and R249492, H.C.O.P.R.R.P.;

Thence, along the south right-of-way line of said F.M. 528 the following four (4) courses:

1. North 81° 12' 48" East, 9.50 feet to a 5/8-inch iron rod with cap stamped “CL DAVIS” found for corner, the beginning of a curve;

2. 273.53 feet along the arc of a tangent curve to the right, having a radius of 5,669.58 feet, a central angle of 02° 45' 51", and a chord which bears North 82° 35' 43" East, 273.50 feet to a 5/8-inch iron rod found for corner, the beginning of a reverse curve;

3. 555.74 feet along the arc of a tangent curve to the left, having a radius of 11,519.16 feet, a central angle of 02° 45' 51", and a chord which bears North 82° 35' 44" East, 555.68 feet to a 5/8-inch iron rod with cap stamped “CL DAVIS” found for corner;

4. North 81° 12' 48" East, 1,405.38 feet to a 5/8-inch iron rod with cap stamped “CL DAVIS” found for corner on the west line of that certain called 17.557 acre tract described in the deed to Baybrook Municipal Utility District No. 1 by an instrument of record in File Number T737635, H.C.O.P.R.R.P.;

Thence, South 08° 46' 00" East, departing the south right-of-way line of said F.M. 528 and along the west line of said 17.557 acre tract, 1,102.03 feet to 5/8-inch iron rod found for an angle point;

Thence, South 00° 25' 35" East, continuing along the west line of said 17.557 acre tract, 2,382.14 feet to a 5/8-inch iron rod found marking the southwest corner of said 17.557 acre tract, said point lying on the south line of the aforementioned 135.2251 acre tract, common to the north line of that certain called 5.628 acre tract described in the deed to Houston Lighting & Power Company by an instrument of record in File Number F336215, H.C.O.P.R.R.P.;

Thence, South 84° 48' 53" West, along said common line,1,400.04 feet to a 3/4-inch iron pipe found for an angle point;

Thence, South 85° 10' 48" West, continuing along said common line, 563.12 feet to a 5/8-inch iron rod found marking the most southerly southwest corner of said 135.2251 acre tract,

same being the northwest corner of said 5.628 acre tract, and the northeast corner of that certain called 1.817 acre tract described in the deed to Houston Lighting & Power Company by an instrument of record in File Number E413297, H.C.O.P.R.R.P.;

Thence, North 48° 13' 19" West, continuing along the south line of said 135.2251 acre tract, common to the north line of said 1.817 acre tract, and a north line of that certain called 6.822 acre tract described in the deed to Houston Lighting & Power Company by an instrument of record in File Number F336215, H.C.O.P.R.R.P., 2,245.68 feet to a 5/8-inch iron rod with cap stamped “LJA SURVEY” set for the west corner of said 135.2251 acre tract common to an angle corner on the east line of said 6.822 acre tract;

Thence, North 41° 06' 11" East, along the west line of said 135.2251 acre tract, and the east line of said 6.822 acre tract, common with the west line of the aforementioned 122.2444 acre tract, 1,498.06 feet to a 5/8-inch iron rod with cap stamped “CL DAVIS” (disturbed) found marking a common angle corner of said 122.2444 acre tract and said 6.822 acre tract;

Thence, North 02° 57' 32" West, continuing along said common line, 338.43 feet to the northeast corner of said 6.822 acre tract and a northwesterly corner of said 122.2444 acre tract, said point lying on the south line of the aforementioned 2.672 acre tract, from which a 5/8-inch iron rod with cap stamped “CL DAVIS” bears South 46°39'44" East, 0.24 feet;

Thence, North 86° 58' 32" East, along the south line of said 2.672 acre tract common to a north line of said 122.2444 acre tract, 274.75 feet to a 5/8-inch iron rod with cap (illegible) found for the southeast corner of said 2.672 acre tract, common to an interior angle corner of said 122.2444 acre tract;

Thence, North 02° 57' 58" West, along the east line of said 2.672 acre tract, common to a west line of said 122.2444 acre tract, 345.08 feet to the POINT OF BEGINNING and containing 220.03 acres of land.

Tract 2 – 43.51 Acres

BEGINNING at a 1-inch iron pipe found marking the east corner of the aforementioned 9.5648 acre tract, said point lying on the southwest line of Lot 1 Block 1 of Gardens At Challenger Park, a subdivision of record under Film Code Number 615026, of the Map Records of Harris County, Texas (H.C.M.R.), and on a westerly line of that certain tract described in the deed to DJH Ranching LP by an instrument of record in File Number RP-2017-450205, H.C.O.P.R.R.P.;

Thence, South 48° 52' 10" West, departing the southwest line of said Gardens At Challenger Park and along a southerly line of said 9.5648 acre tract common to a westerly line of said DJH Ranching LP tract, 386.24 feet to a 1-inch iron pipe found for corner;

Thence, South 00° 55' 08" East, continuing along said common line, 39.77 feet to a 1-inch iron pipe found for corner;

Thence, South 48° 49' 53" West, continuing along said common line, 242.92 feet to a 5/8-inch iron rod with cap stamped “CL DAVIS” found marking the south corner of said 9.5648 acre tract, said point lying on an east line of the aforementioned 122.2444 acre tract;

Thence, South 40° 50' 07" East, along the east line of said 122.2444 acre tract common to a westerly line of said DJH Ranching LP tract, 283.21 feet to 1-inch iron pipe found in the west right-of-way line of West Nasa Boulevard;

Thence, South 00° 26' 08" East, along the west right-of-way line of said West Nasa Boulevard, common to the east line of said 122.2444 acre tract, and the east line of the aforementioned 135.2251 acre tract, 1,427.25 feet to a 5/8-inch iron rod with cap stamped “CL DAVIS” found marking the most easterly northeast corner of the aforementioned 17.557 acre Baybrook Municipal Utility District No. 1 tract;

Thence, South 84° 48' 25" West, departing the west right-of-way line of said West Nasa Boulevard and along a north line of said 17.557 acre tract, 502.58 feet to a 5/8-inch iron found for corner, the beginning of a curve;

Thence, along an east line of said 17.557 acre tract, the following three (3) courses:

1. 165.40 feet along the arc of a tangent curve to the right, having a radius of 100.00 feet, a central angle of 94° 46' 02", and a chord which bears North 47° 48' 36" West, 147.18 feet to a 5/8-inch iron rod found for corner;

2. North 00° 25' 35" West, 2,084.67 feet to a 5/8-inch iron rod found for corner;

3. North 08° 46' 00" West, 1,115.59 feet to a 5/8-inch iron rod with cap stamped “CL DAVIS” found on the south right-of-way line of the aforementioned F.M. 528;

Thence, North 81° 12' 48" East, along the south right-of-way line of said F.M. 528, 532.36 feet to a chiseled “X” found marking the northwest corner of that certain called 1.1479 acre tract described in the deed to SRP International, Inc. by an instrument of record in File Number 20080539110, H.C.O.P.R.R.P., said point lying on an east line of the aforementioned 122.2444 acre tract;

Thence, South 48° 38' 57" West, departing the south right-of-way line of said F.M. 528 and along the east line of said 122.2444 acre tract, common to the west line of said 1.1479 acre tract, 398.94 feet to a 1/2-inch iron rod found marking an interior angle corner of said 122.2444 acre tract, same being the west corner of said 1.1479 acre tract, common to the west corner of Lot 2 of Restoring Hope IFC, a subdivision of record under Film Code Number 696782, H.C.M.R.;

Thence, South 41° 17' 00" East, along the east line of said 122.2444 acre tract, common to the west line of said Lot 2 of Restoring Hope IFC, at 670.58 feet passing a 1/2-inch iron rod with cap stamped “JKC” found 0.22 feet right of line marking the south corner of said Lot 2 and the northwest corner of the aforementioned Lot 1 Block 1 of Gardens at Challenger Park,

continuing along the west line of said Lot 1 and the east line of the aforementioned 9.5648 acre tract a total distance of 1,281.59 feet to the POINT OF BEGINNING and containing 43.51 acres of land.

Tract 3 – 185.54 Acres

BEGINNING at a 5/8-inch iron rod with cap stamped “CHERRY ENG.” found marking the northwest corner of the aforementioned 196.3496 acre tract, same being the northeast corner of Restricted Reserve “E” of Friendswood Oaks Section Two, a subdivision of record under Film Code Number 597156, H.C.M.R., said point lying on the south line of the aforementioned 1.817 acre Houston Lighting & Power Company Tract;

Thence, South 48° 13' 19" East, along the south line of said 1.817 acre tract, common to the north line of said 196.3496 acre tract, 300.60 feet to a 1-inch iron pipe found for an angle point for said 196.3496 acre tract, same being the southeast corner of said 1.817 acre tract, common to the southwest corner of the aforementioned 5.628 acre Houston Lighting & Power Company Tract;

Thence, North 85° 10' 48" East, along the north line of said 196.3496 acre tract, common to the south line of said 5.628 acre tract, 597.83 feet to a common angle point of said 196.3496 acre tract and said 5.628 acre tract, from which a found 1-inch iron pipe bears North 41° 50' 51" East, 0.46 feet;

Thence, North 84° 48' 53" East, continuing along said common line, 2,176.26 feet to a 5/8-inch iron rod found for corner on the west right-of-way line of Grissom Road (width varies) as described in the Notice of Lis Pendens Cause Number 1162260 to the City of League City by an instrument of record in File Number RP-2020-621556, H.C.O.P.R.R.P., the beginning of a curve;

Thence, along the west right-of-way line of said Grissom Road and 71.93 feet along the arc of a non-tangent curve to the right, having a radius of 400.50 feet, a central angle of 10° 17' 27", and a chord which bears South 12° 37' 22" West, 71.84 feet to a 5/8-inch iron rod with cap

(illegible) found for corner on the north line of that certain called 0.1980 acre tract described in the deed to The City of League City by an instrument of record in File Number 2013009792, H.C.O.P.R.R.P., from which a 5/8-inch iron rod with cap stamped “COBB FENDLEY ASSOCIATES” bears North 82° 56' 25" East, 0.43 feet;

Thence, South 84° 47' 20" West, along the north line of said 0.1980 acre tract, 175.98 feet to a 1/2-inch iron rod found marking the northwest corner of said 0.1980 acre tract;

Thence, South 05° 12' 40" East, along the west line of said 0.1980 acre tract, 70.00 feet to a chain link fence post found marking the southwest corner of said 0.1980 acre tract;

Thence, along a southerly line of said 0.1980 acre tract, the following five (5) courses

1. North 84° 47' 20" East, 60.00 feet to a chain link fence post found for corner;

2. North 39° 47' 20" East, 14.14 feet to a chain link fence post found for corner;

3. North 05° 12' 40" West, 20.00 feet to a 5/8-inch iron rod found for corner;

4. North 39° 47' 20" East, 14.14 feet to a 5/8-inch iron rod with cap stamped “CL DAVIS” found for corner;

5. North 84° 47' 20" East, 81.80 feet to a 5/8-inch iron rod with cap stamped “CL DAVIS” found for corner on the west right-of-way line of said Grissom Road, the beginning of a curve;

Thence, along the west right-of-way line of said Grissom Road, the following four (4) courses:

1. 75.48 feet along the arc of a non-tangent curve to the right, having a radius of 400.50 feet, a central angle of 10° 47' 54", and a chord which bears South 27° 53' 27" West, 75.37 feet

to a point, from which a 5/8-inch iron rod with cap stamped “COBB FENDLEY ASSOCIATES” bears North 75° 58' 19" East, 0.24 feet;

2. South 33° 17' 25" West, 2,187.76 feet to a point for corner, the beginning of a curve, from which a 5/8-inch iron rod bears North 47° 54' 05" East, 0.21 feet;

3. 1,188.90 feet along the arc of a tangent curve to the right, having a radius of 1,949.50 feet, a central angle of 34° 56' 30", and a chord which bears South 50° 45' 40" West, 1,170.56 feet to a point for corner, from which a 5/8-inch iron rod with cap stamped “COBB FENDLEY ASSOCIATES” bears North 23° 43' 50" East, 0.24 feet;

4. South 68° 13' 56" West, 1,109.59 feet to a chiseled “X” in concrete found on the northeasterly line of that certain called 5.478 acre tract described in the deed to the City of League City by an instrument of record in File Number 20120590719, H.C.O.P.R.R.P.;

Thence, North 56° 41' 10" West, departing the west right-of-way line of said Grissom Road and along the north line of said 5.478 acre tract, 870.58 feet to the north corner of said 5.478 acre tract, from which a 1/2-inch iron rod with cap stamped “COMPASS PT-5580” bears North 35° 57' 56" East, 0.29 feet;

Thence, South 33° 16' 58" West, along the west line of said 5.478 acre tract, 293.00 feet to the west corner of said 5.478 acre tract, said point lying on the south line of the aforementioned 196.3496 acre tract, common to the north right-of-way line of Grissom Road (unimproved), from which a 1/2-inch iron rod with cap stamped “COMPASS PT-5580” bears North 08° 23' 10" East, 0.22 feet;

Thence, North 56° 40' 44" West, along said common line, 651.84 feet to a 5/8-inch iron rod with cap (illegible) found marking the southwest corner of said 196.3496 acre tract, said point lying on the easterly line of Restricted Reserve “E” of Friendswood Oaks Section One, a subdivision of record under Film Code Number 558177, H.C.M.R.;

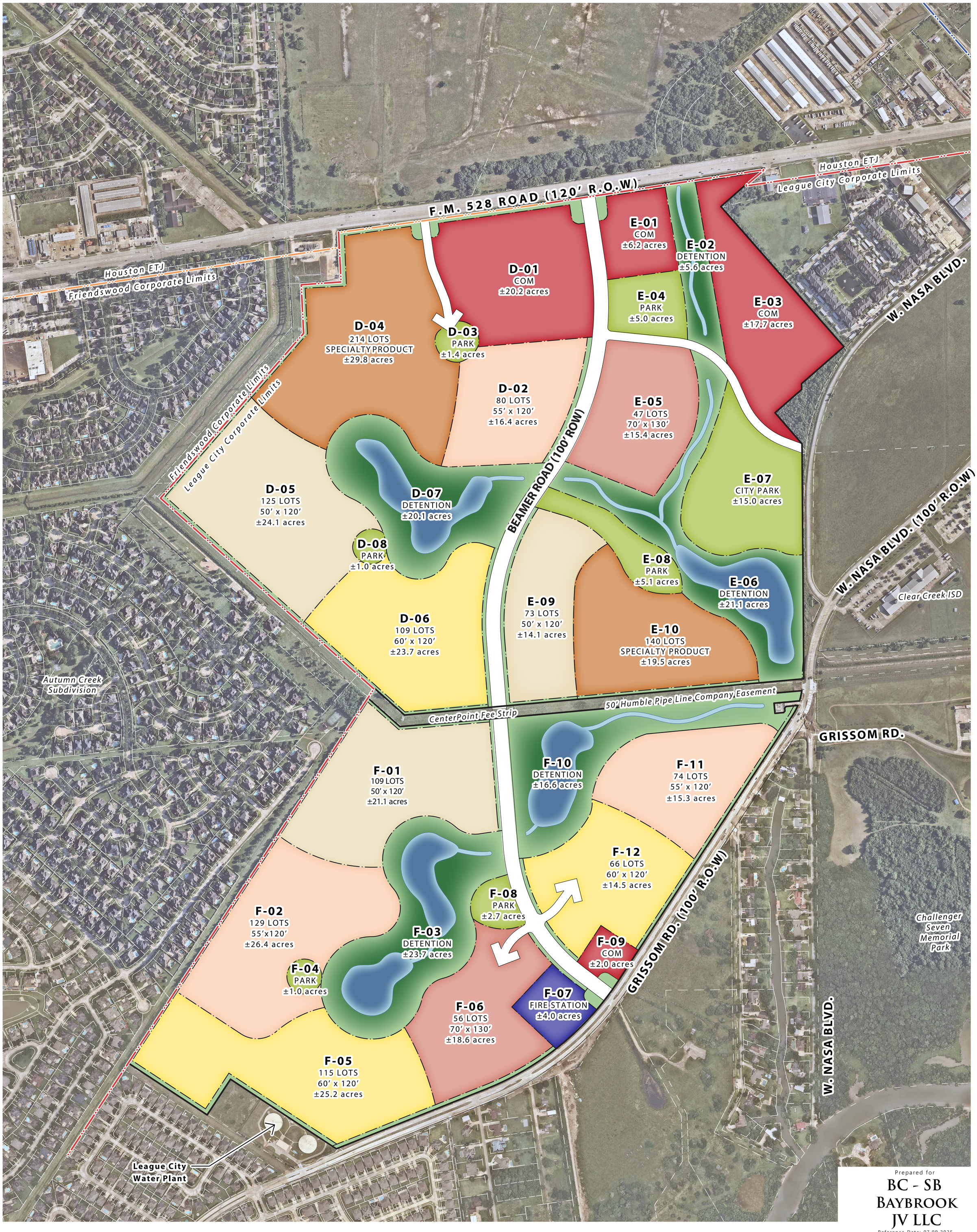
Thence, North 33° 14' 58" East, along a west line of said 196.3496 acre tract, the easterly line of said Restricted Reserve “E” of said Friendswood Oaks Section One, and the easterly line of the aforementioned Restricted Reserve “E” of Friendswood Oaks Section Two, 3,002.11 feet to the POINT OF BEGINNING and containing 185.54 acres of land.

Said tracts 1, 2, and 3 combining for a total area of 449.08 acres of land.



Benjamin Lowe, RPLS
Texas Registration No. 6944
LJA Surveying, Inc.





EXHIBIT

Conceptual Development Plan

MIDLINE

±466.5 Acres of Land

League City, Texas

Project #: 3293-10037

Prepared for

BC - SB BAYBROOK JV LLC

Reference Date: 07.09.2025

LJA PLANNING & LANDSCAPE ARCHITECTURE

RELATIONSHIPS | PROCESS | DESIGN

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NORTH

0 100 200 400



EXHIBIT F

LEGEND

10' PRIMARY TRAIL

6' SECONDARY TRAIL

Conceptual Amenities and Open Space Plan

MIDLINE

±466.5 Acres of Land

League City, Texas

Project #: 3293-10037

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NORTH

0 100 200 400

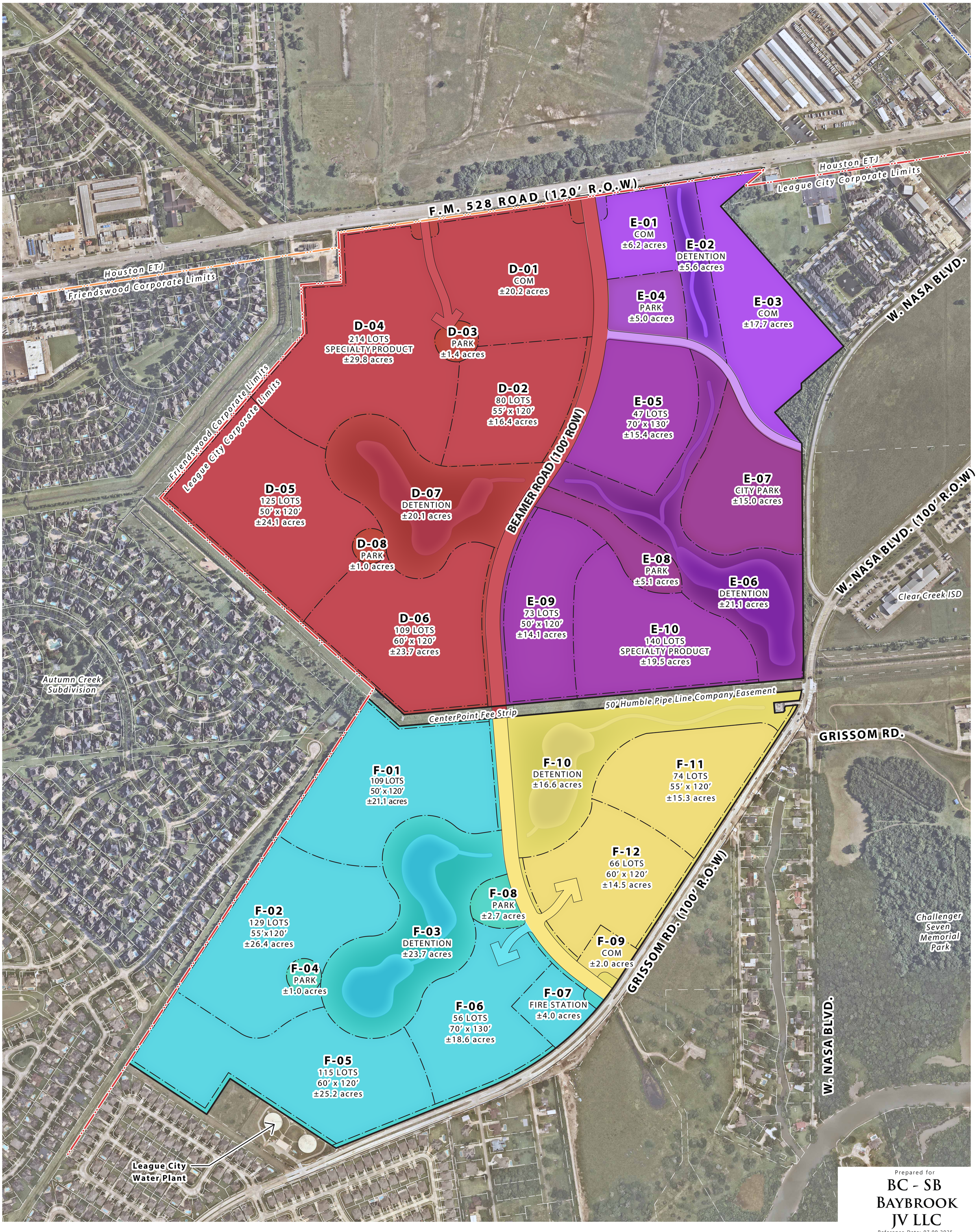


EXHIBIT G

LEGEND

- Phase I
- Phase II
- Phase III
- Phase IV

Phasing Plan

MIDLINE

±466.5 Acres of Land

League City, Texas

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NORTH

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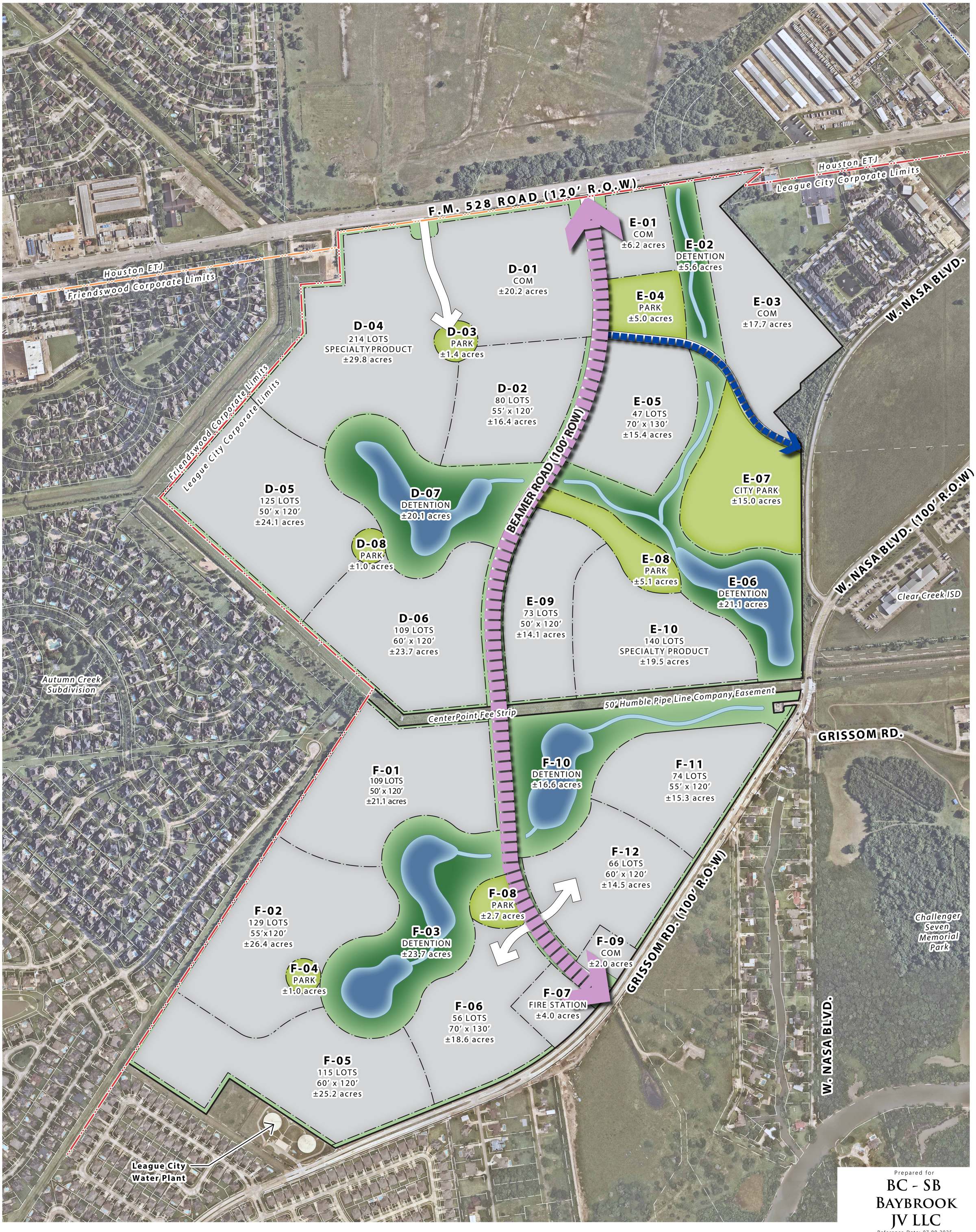


EXHIBIT H

LEGEND

100' MIN. ROW PROPOSED MAJOR ARTERIAL

70' ROW PROPOSED COLLECTOR

Street and Circulation System

MIDLINE

±466.5 Acres of Land

League City, Texas

Project #: 3293-10037

Prepared for

BC - SB BAYBROOK JV LLC

Reference Date: 07.09.2025

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NORTH

0 100 200 400



EXHIBIT

LEGEND

- 12" Waterline
- 8" Waterline

Conceptual Water Distribution System

MIDLINE

±466.5 Acres of Land

League City, Texas

Project #: 3293-10037

Prepared for

BC - SB BAYBROOK JV LLC

Reference Date: 07.09.2025

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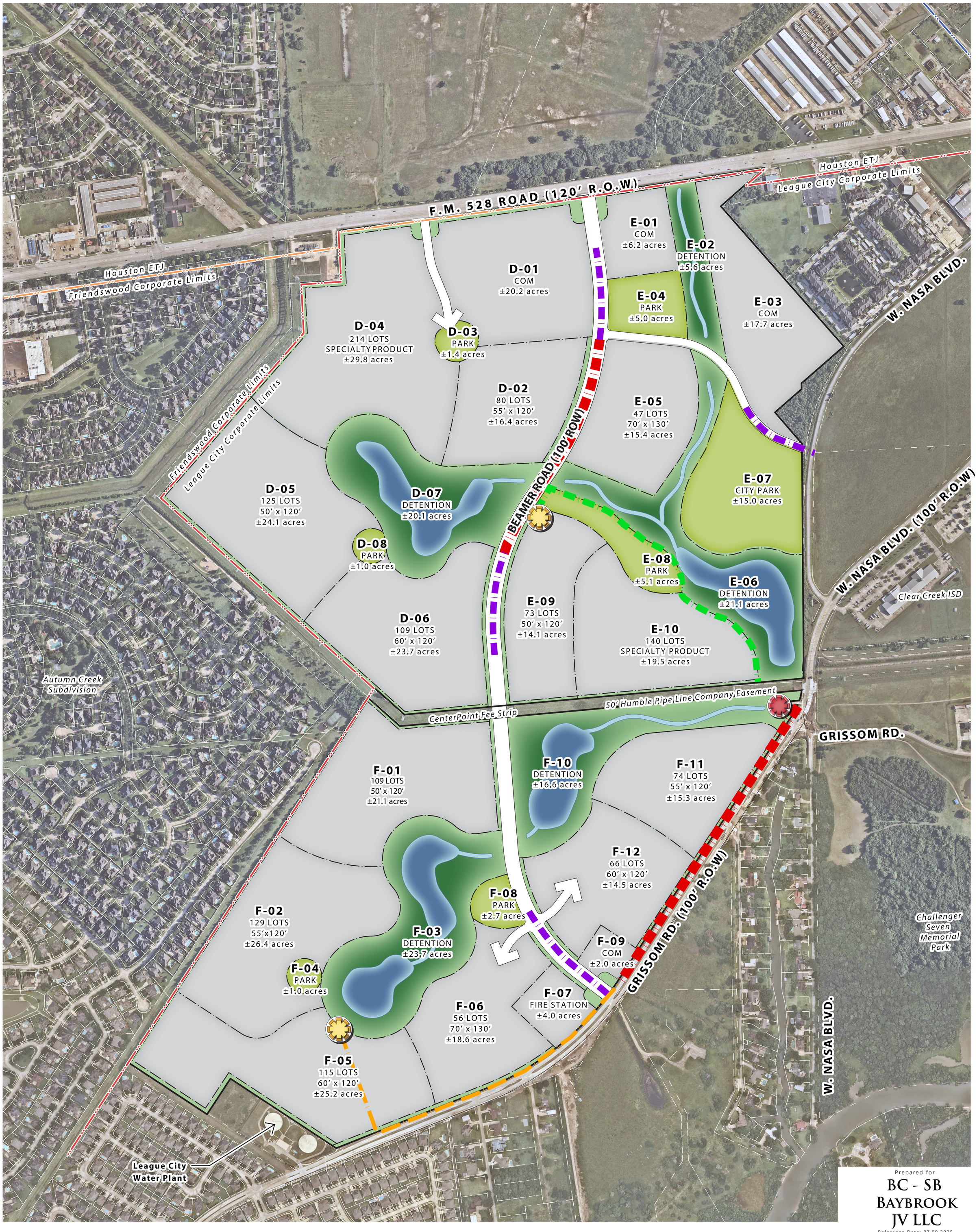
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NORTH

0 100 200 400



EXHIBIT

LEGEND

- Proposed Lift Station
- Existing City of League City North Area Lift Station
- 10' Proposed Gravity Sewer
- 8' Proposed Gravity Sewer
- 8' Proposed Forcemain
- 6' Proposed Forcemain

Conceptual Wastewater Collection System

MIDLINE

±466.5 Acres of Land

League City, Texas

Project #: 3293-10037

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NORTH

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EXHIBIT K

Conceptual Stormwater Drainage System

MIDLINE

±466.5 Acres of Land

League City, Texas

Project #: 3293-10037

LEGEND

- Storm Sewer Main (size varies)
- Storm Sewer Outfall

F.M. 528 ROAD (120' R.O.W)

Houston ETJ

League City Corporate Limits

Friendswood Corporate Limits

Houston ETJ

Friendswood Corporate Limits

League City Corporate Limits

BEAMER ROAD (100' ROW)

W. NASA BLVD.

W. NASA BLVD. (100' R.O.W)

GRISSOM RD.

GRISSOM RD. (100' R.O.W)

W. NASA BLVD.

Clear Creek ISD

Challenger Seven Memorial Park

Autumn Creek Subdivision

CenterPoint Fee Strip

50' Humble Pipe Line Company Easement

League City Water Plant

D-01 COM ±20.2 acres

D-02 80 LOTS 55' x 120' ±16.4 acres

D-03 PARK ±1.4 acres

D-04 214 LOTS SPECIALTY PRODUCT ±29.8 acres

D-05 125 LOTS 50' x 120' ±24.1 acres

D-06 109 LOTS 60' x 120' ±23.7 acres

D-07 DETENTION ±20.1 acres

D-08 PARK ±1.0 acres

E-01 COM ±6.2 acres

E-02 DETENTION ±5.6 acres

E-03 COM ±17.7 acres

E-04 PARK ±5.0 acres

E-05 47 LOTS 70' x 130' ±15.4 acres

E-06 DETENTION ±21.1 acres

E-07 CITY PARK ±15.0 acres

E-08 PARK ±5.1 acres

E-09 73 LOTS 50' x 120' ±14.1 acres

E-10 140 LOTS SPECIALTY PRODUCT ±19.5 acres

F-01 109 LOTS 50' x 120' ±21.1 acres

F-02 129 LOTS 55'x120' ±26.4 acres

F-03 DETENTION ±23.7 acres

F-04 PARK ±1.0 acres

F-05 115 LOTS 60' x 120' ±25.2 acres

F-06 56 LOTS 70' x 130' ±18.6 acres

F-07 FIRE STATION ±4.0 acres

F-08 PARK ±2.7 acres

F-09 COM ±2.0 acres

F-10 DETENTION ±16.6 acres

F-11 74 LOTS 55' x 120' ±15.3 acres

F-12 66 LOTS 60' x 120' ±14.5 acres

Prepared for

BC - SB BAYBROOK JV LLC

Reference Date: 07.09.2025

LJA PLANNING & LANDSCAPE ARCHITECTURE

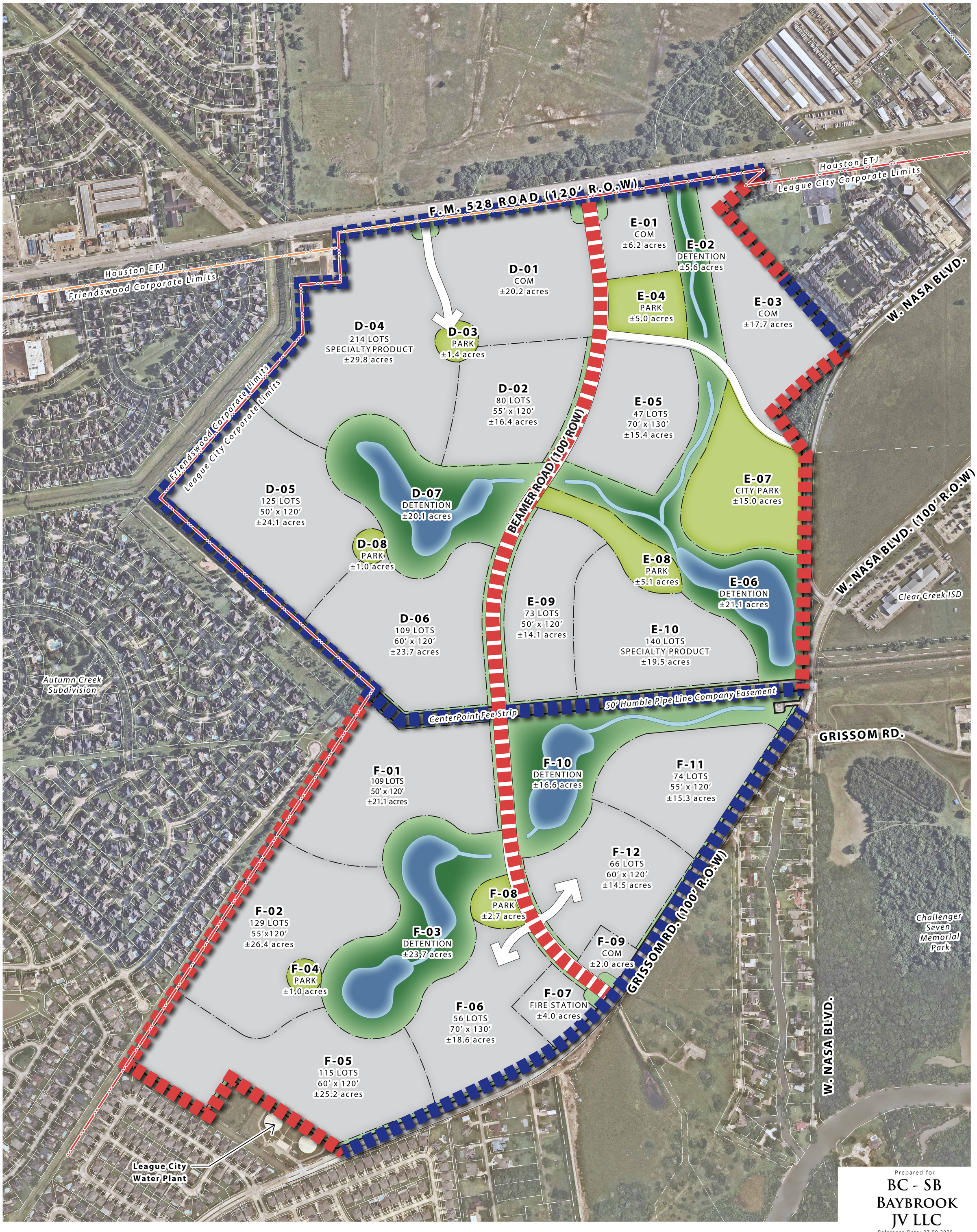
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NORTH

0 100 200 400



EXHIBIT

LEGEND

PROPOSED CONCRETE OVERHEAD POWER

EXISTING WOOD OVERHEAD POWER
(If any poles require replacement or upgrading then concrete poles shall be required)

Conceptual Power Supply Plan

MIDLINE

±466.5 Acres of Land

League City, Texas

Project #: 3293-10037

Prepared for

BC - SB BAYBROOK JV LLC

Reference Date: 07.09.2025

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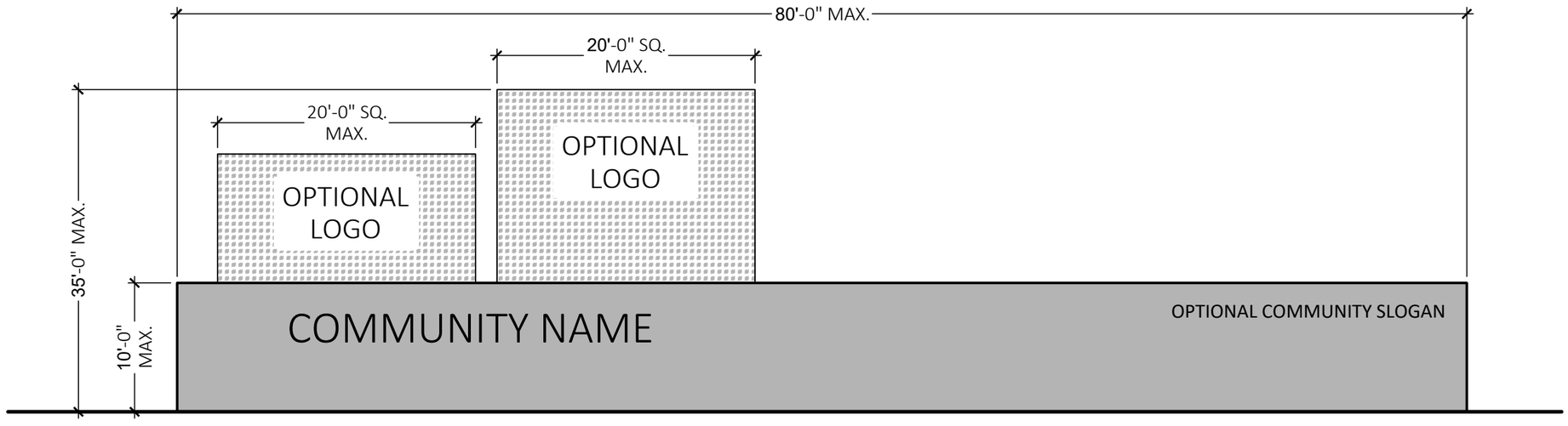
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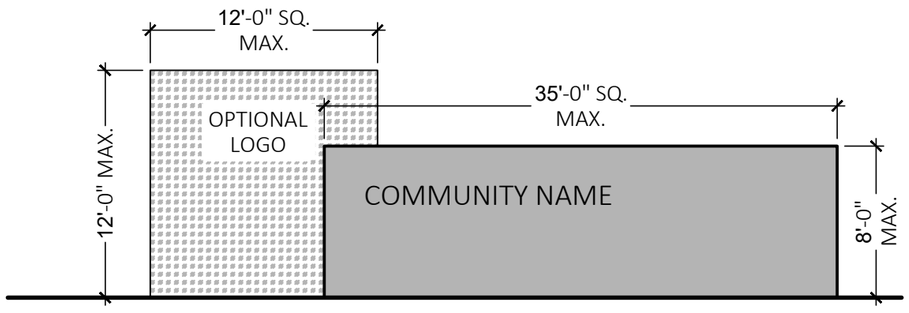
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NORTH

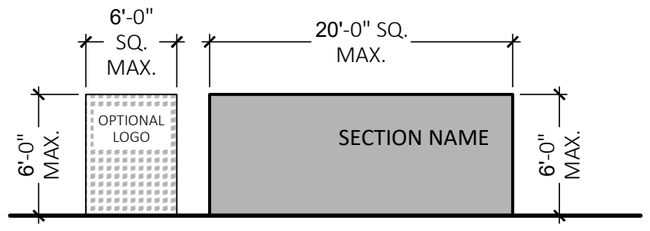
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PRIMARY ENTRY MONUMENTS



SECONDARY ENTRY MONUMENTS



RESIDENTIAL ENTRY MONUMENTS



EXHIBIT N

LEGEND

- PRIMARY MONUMENT SIGNAGE
- SECONDARY MONUMENT SIGNAGE

Signage Location Plan

MIDLINE

±466.5 Acres of Land

League City, Texas

Project #: 3293-10037

Prepared for

BC - SB BAYBROOK JV LLC

Reference Date: 07.09.2025

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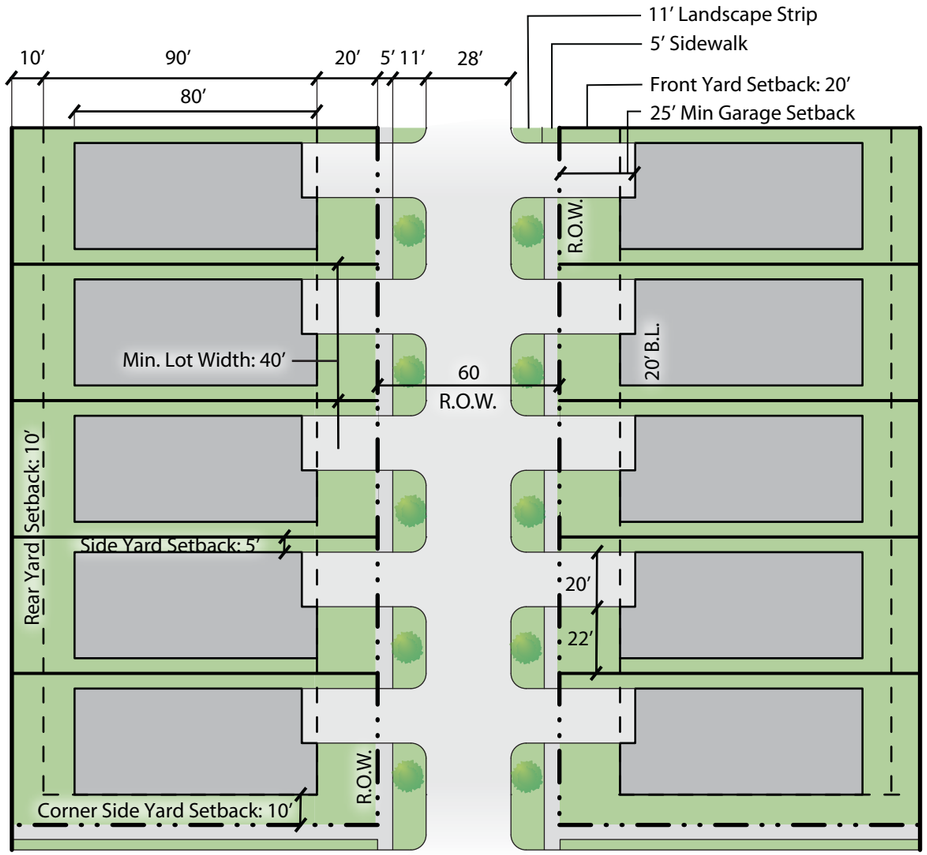
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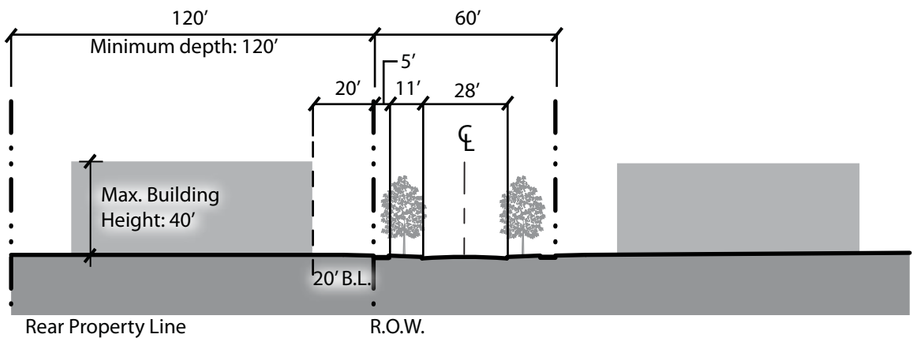
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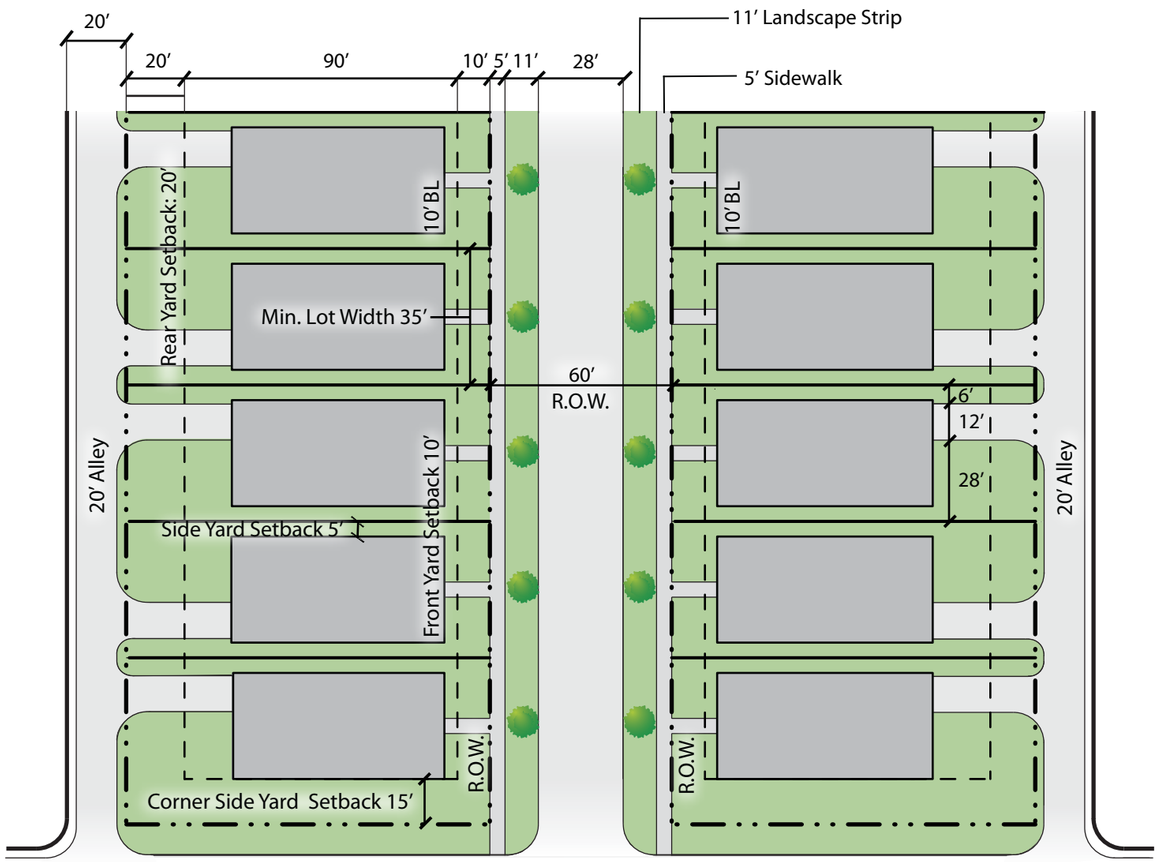
NORTH

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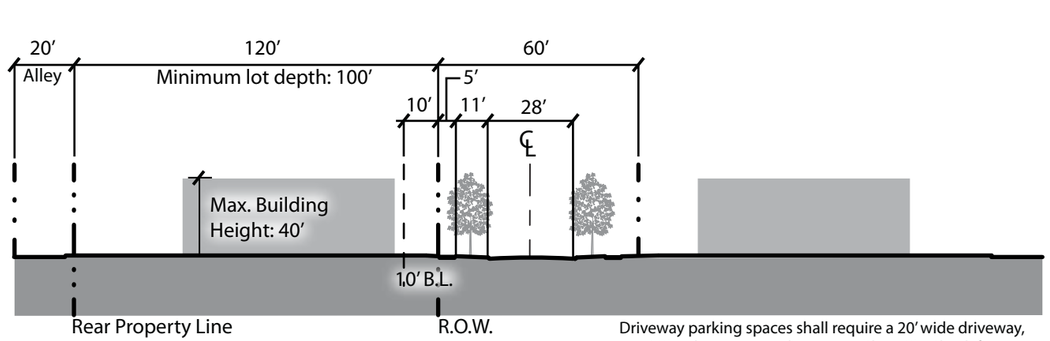


A. Front Loaded Detached Lots





B. Rear Loaded (Alley) Detached Lots



Driveway parking spaces shall require a 20′ wide driveway, or a 12′ wide minimum driveway with a 40′ setback from the edge of paving.

EXHIBIT O

Planned Unit Development

Specialty Product Exhibits for Front Load and Alley Products

MIDLINE

League City, Texas

North

0 25 50 100

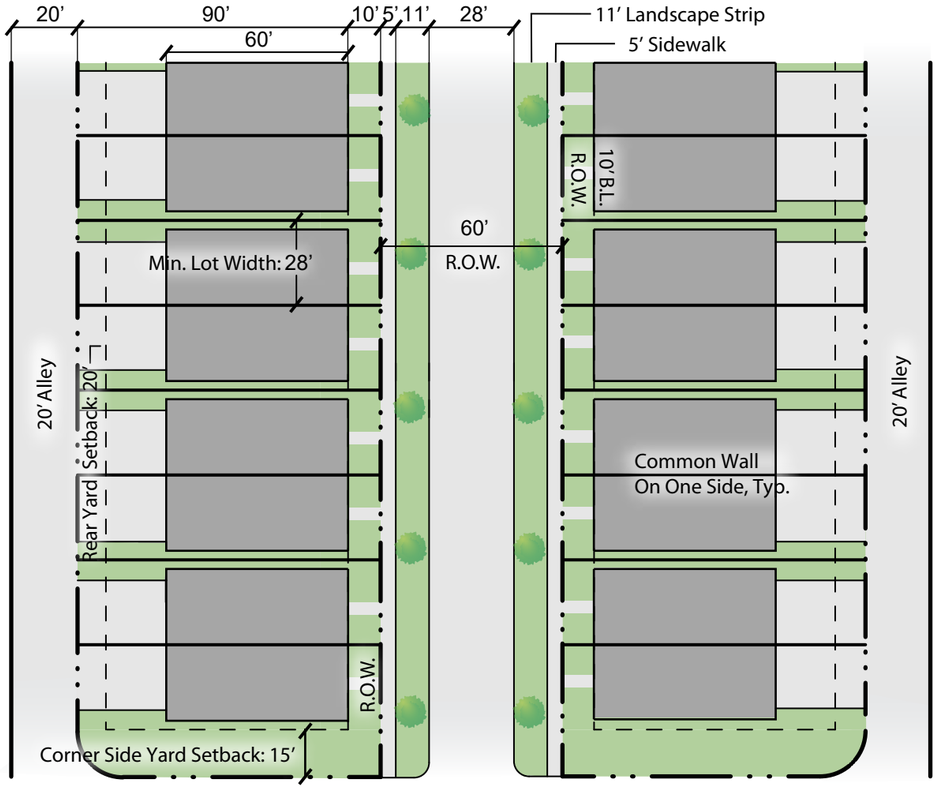
Prepared for

BC - SB Baybrook JV LLC

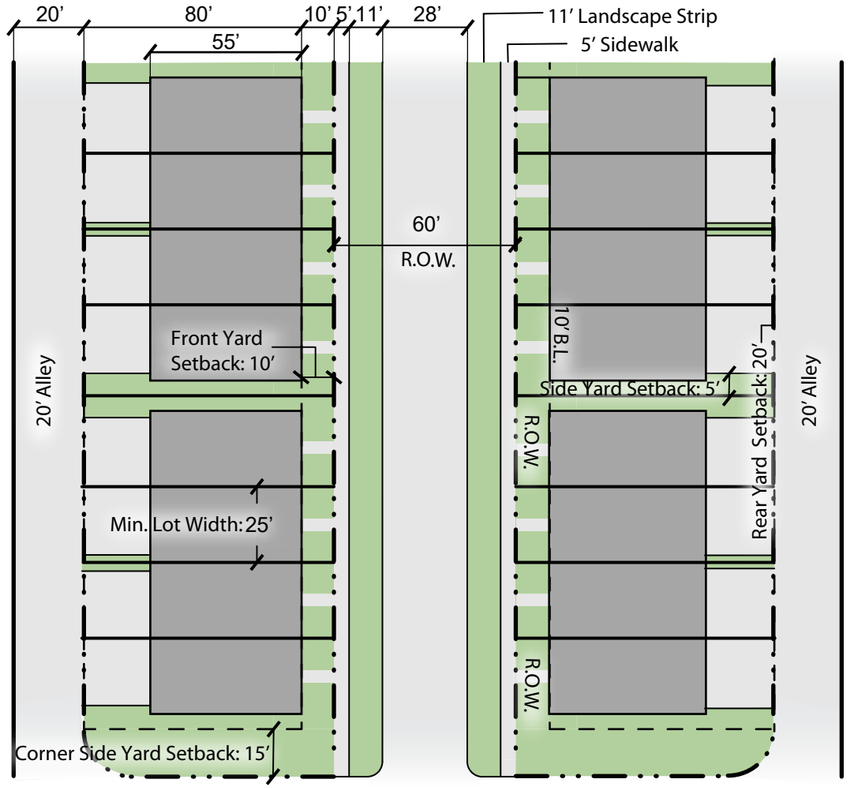
Reference Date: 07.09.2025

LJA PLANNING & LANDSCAPE ARCHITECTURE

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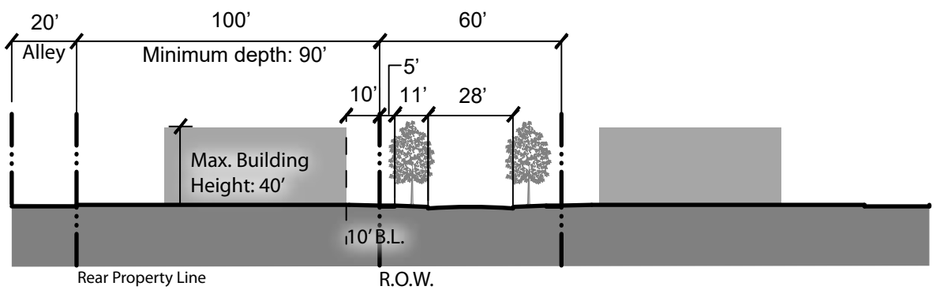
Note:
Driveway parking spaces shall require a 20’ wide driveway or a 12’ wide minimum driveway with a 40’ setback from right-of-way.



Note:
Max. Number of Attached Units: 5
Min. Number of Attached Units: 2

Note:
Driveway parking spaces shall require a 20’ wide driveway or a 12’wide minimum driveway with a 40’ setback from right-of-way.

C. Rear Loaded (Alley) Attached Lots



D. Rear Loaded (Alley) Townhome Lots

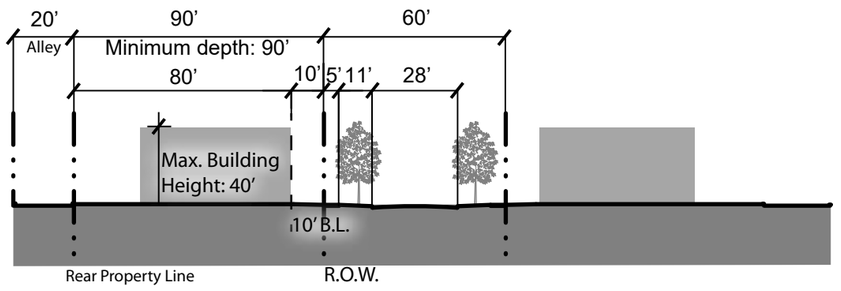


EXHIBIT P

Planned Unit Development

Specialty Product Exhibits for Rear Load Attached and Townhome Products

North

0 25 50 100

MIDLINE
League City, Texas

Prepared for
BC - SB
BAYBROOK
JV LLC
Reference Date: 07.09.2025

LJA PLANNING & LANDSCAPE ARCHITECTURE
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