

West Ten Business Park
Planned Development District

Prepared for:
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I. INTRODUCTION

This application for a “PDD” (Planned Development District) is submitted pursuant to Section 12 of City of Katy Ordinance 461 (the “Zoning Ordinance”) by Proterra-Stratford/I-10, Ltd. (“Owner”). The purpose of the Planned Development District is to facilitate the design and development of the West Ten Business Park (“West Ten”). The design of West Ten will integrate office and industrial uses with compatible retail uses into a cohesive master planned complex. Unless otherwise specified in this document, the development will meet the requirements for all City of Katy ordinances in effect at the time.

West Ten encompasses approximately 473 acres of vacant land along the north side of IH 10 in the western region of the City of Katy (the “Property”). The Property is bounded by IH 10 on the south, US 90 on the north, Snake Creek on the east and light industrial business on the west. Cane Island Parkway, a City of Katy major thoroughfare, will traverse north/south through the Property.

The majority of the Property is currently zoned “M” (Industrial District). Approximately 159 acres was recently annexed by the City of Katy and has been automatically zoned “R-1” (Single-family District). However, typically, the R-1 designation is merely a holding zone until the property is developed or formally rezoned. Exhibit A, Project Location shows the location of the Property and Exhibit B, Existing Conditions shows the current zoning of the Property.

II. EXISTING CONDITIONS

The western Katy area is an attractive location for business and commercial uses due to its proximity to the highways and rail system. There are no residential areas adjacent to the subject property. The surrounding land uses to the north, west and east consist primarily of existing light and heavy industrial sites with IH 10 being adjacent to the southern boundary of the Property. The Katy West Business Park is adjacent to the Property on the northern boundary along with Eventure Company and Katy Steel Company. North of and parallel to the US 90 right of way is the Union Pacific Railroad. There are several heavy industrial businesses, such as Century Asphalt, PRC Build, and Tubular Steel, located north of the railroad. These uses are depicted on Exhibit B, Existing Conditions.

The Property has some change in elevation ranging from 150 feet along the western boundary to 137 feet in the southeast corner of the property. The general topography is fairly flat with a cluster of vegetation near Snake Creek and its associated drainage easement. The eastern boundary of the project borders Snake Creek.

A number of existing physical conditions affect the site, including pipeline easements, drainage easements, road easements, and drill sites. Below is a list of the encumbrances which currently affect the subject tract:

- 75’ wide Easement “A”, Vol. 1100, Pg. 552 O.R.W.C.T.

- 30' wide Easement "B", Vol. 1100, Pg. 552 O.R.W.C.T.
- 30' wide Easement "C", Vol. 1100, Pg. 552 O.R.W.C.T.
- 30' wide Easement "D", Vol. 1100, Pg. 552 O.R.W.C.T.
- 10' wide Easement "F", Vol. 1100, Pg. 552 O.R.W.C.T.
- 30' wide Easement "G" multi-purpose easement, Vol. 1100, Pg. 552 O.R.W.C.T.
- 30' wide Acacia Natural Gas Corp. Pipeline right-of-way easement baseline, Vol. 0580 Pg. 117 O.R.W.C.T. and Vol. 0582 Pg 392 O.R.W.C.T.
- Western Gas Resources & Storage Inc., Vol. 479 Pg 328 O.R.W.C.T.
- 30' wide Transcontinental Gas Pipeline Corp. easement, Vol. 222 Pg. 92 O.R.W.C.T.
- 50' wide Dow Chemical Company Right-of-Way Easement, Vol. 246 Pg. 489 O.R.W.C.T.
- Truckline Gas Company (Blanket Easement) Vol. 120 Pg. 14 O.R.W.C.T.
- Western Gas Resources & Storage, Inc., Road and Electric Transmission Easement, Vol. 478 Pg 1 O.R.W.C.T.
- 45' wide Lone Star Gas Co easement Vol. 588 Pg. 911 O.R.W.C.T.
- 40' wide Exxon Corp. Multipurpose Easement Vol. 1897 Pg. 2309 O.R.W.C.T.
- 60' wide Exxon Corp. Multipurpose Easement Vol. 1897 Pg. 2309 O.R.W.C.T.
- Drill Site #1, (5.214 ac.), Vol. 1100 Pg. 552 O.R.W.C.T. (Forest Oil Site)
- Drill Site #2, (5.000 ac.), Vol. 1100 Pg. 552 O.R.W.C.T. (Forest Oil Site)
- Cane Island Parkway right-of-way, City of Katy major thoroughfare,
- Lack of frontage road along IH 10
- Buffalo Bayou (Snake Creek Tributary) along the eastern boundary

The consolidation of various pipeline easements is an ongoing effort that will reduce the conditions which may constrain development of the individual reserves. The Owner is working with the various pipeline companies to accomplish this consolidation as most efficiently as possible.

The location of the encumbrances is illustrated on three separate exhibits, Exhibits C-1 (272.3 acres), C-2 (54.8 acres), and C-3 (137.3 acres).

III. GOALS AND OBJECTIVE

West Ten will provide for high quality office (corporate and back office), industrial and bulk distribution uses along with some retail, hotel, and other compatible uses. West Ten will serve as an employment center for the area. Anticipated design features include:

- Cohesive signage program,
- Landscaping throughout West Ten,
- Retail and possible hotel component that would be compatible to the planned business and commercial uses

Unified landscaping and signage will be required by guidelines for architecture and design aesthetics to be established and enforced by the Owner through private covenants.

IV. PROJECT/PLAN DESCRIPTION

West Ten will focus on meeting the needs of industrial, office, and other commercial users. The design includes the development of internal roadways for access and circulation and will encourage landscaping to buffer the various uses from the roadways and adjacent uses. The typical size of sites for industrial uses can range from 0.5 acre to 50 acres or greater. The design of the business park will incorporate a network of public streets which will be used to provide access from each individual business site to Cane Island Parkway, US 90 and ultimately IH 10. Exhibit D, Preliminary Development Plan depicts the preliminary development plan for the Property. The final number, size and location of the various parcels and the location of the roadways shown on Exhibit D are preliminary in nature and subject to final design, engineering and platting.

V. ACCESS AND MOBILITY

Primary access to the Property will be from three major roadways: Cane Island Parkway, IH 10, and US 90. However, at this time, the only access to the Property is from US 90. Once Cane Island Parkway and a connection from the proposed IH 10 off-ramp are constructed, access to the Property will be improved (See IH 10, below). Several internal roadways will be constructed in order to provide the access to the various reserves.

Cane Island Parkway is a major thoroughfare and the primary north-south connection between IH 10 and US 90. The City of Katy owns the right-of-way of Cane Island Parkway and the City plans to commence construction of Cane Island Parkway simultaneously with TxDOT's construction of the on-off ramps of IH 10. The cost of the design and construction of these ramps will be funded by the Owner. The City is in the design process and plans to construct the roadway are scheduled for completion in September 2009. The City will construct the necessary utilities and pavement for Cane Island Parkway and the Owner will contribute by providing and maintaining any landscaping and special paving within the right-of-way. The initial phase of construction of Cane Island Parkway will provide for two 25' lanes and a 45' median. Landscaping will include trees and shrubs along the median and along the outside lanes and within the right-of-way. In the future if traffic volumes increase dramatically, an extra lane in each direction can be constructed out of the central median. Refer to Exhibit G, 120' Right-of-way Cross-Section.

US 90 is also a major thoroughfare that provides access to the site. Located adjacent to the northern boundary of the subject site, US 90 provides an opportunity for several driveway locations for specific business.

IH 10 at this location does not currently provide a frontage road which limits the sites accessibility. The construction of an on-off ramp has been approved by TxDOT and will provide an intersection with Cane Island Parkway. Construction of the on-off ramp is scheduled to commence in the first quarter of 2010. The City of Katy and Jones and

Carter, Inc., the project engineer, are working together to design and construct this future roadway intersection.

Internal circulation Internal traffic circulation will be provided through a series of public streets and private driveways. The preliminary design proposes several public streets providing circulation from Cane Island Parkway to US 90 and IH 10. Four public streets are proposed for the development of the Property. The proposed location of these streets are shown on Exhibit D as Street A, Street B, Street C, and Street D.

Street A and Street B are proposed to be located in and serve the eastern portion of the development and to intersect with Cane Island Parkway. Street A intersects with Cane Island Parkway in the northern portion near US 90 and provides access from Cane Island Parkway south through the Property and proposes a connection with the proposed IH 10 off-ramp. Any connection to IH 10 will require approval from TxDOT. Closer to IH 10, Street B also intersects with Cane Island Parkway and runs parallel to IH 10 to intersect with Street A. The design of Street A and Street B provides for a half loop circulation within the portion of West Ten that is east of Cane Island Parkway.

Street C is proposed to provide access to the western portion of West Ten where potential users may require larger tracts of land than in the eastern portion. These larger tracts may be 10 acres or more. Street C is proposed to run parallel to IH 10 and provide for the east/west movement to the western most boundary of West Ten. At this location, Street C intersects at a “T” with Street D.

Street D intersects with Street C and provides for a north/south connection to US 90 to the north. The full 100’ of right-of-way for this street has been dedicated by separate instrument to Waller County and provides for the future extension of a proposed major thoroughfare, Bartlett Road, to the Property from the north. Although there are no near term plans for Bartlett to connect to IH 10, the design of the roadway will provide for the right-of-way for any potential long term plans for a connection.

The completion of the construction of Streets A, B, C, and D is subject to market conditions and future user demand. Exhibits E, 60’ Right-of-way Cross-Section and F, 100’ Right-of-way Cross-Section show the cross-sections of Streets A, B, C and D.

VI. UTILITY AND DETENTION

Water and wastewater service to West Ten will be provided by Fort Bend-Waller Counties MUD No. 2 (the “MUD”) pursuant to a Utilities Functions and Services Allocation Agreement between the City of Katy and the Owner.

Detention will be provided, in part, with a dry detention pond located in the western portion of the Property. The western portion of the Property will drain into a drainage channel which is located centrally within the business park. The channel connects the detention pond facility in the western portion of the property with Snake Creek on the eastern boundary. Portions of the Property may be required to provide private on-site detention or share a regional detention pond.

VII. ZONING AND LAND USE

The current zoning for the subject property is “M” (Industrial District) and “R-1” (Single-family District). The range of potential users will require various sizes of reserves. These are expected to range from 0.5 acres to approximately 50 acres depending upon the needs of the user, however reserves larger than 50 acres may be created to meet the needs of certain users.

A. DESIGN STANDARDS

1. Minimum size requirements:

- Minimum Size. Reserves within West Ten shall contain a minimum of 21,780 square feet. The minimum size does not apply to landscape or open space reserves.
- Minimum Width. Reserves within West Ten shall be a minimum of 100’ in width. The minimum width does not apply to landscape or open space reserves.
- Minimum Depth. Reserves within West Ten shall be a minimum of 200’ depth. The minimum depth does not apply to landscape or open space reserves.

2. Minimum setback requirements:

- Front setback along any internal street, Cane Island Parkway and US 90 is 25 feet.
- Front setback along IH 10 frontage is 35 feet.
- Internal side setbacks are 7.5 feet
- Corner side setback along Cane Island Parkway is 15 feet, and along internal streets is 10 feet.

3. Signage: West Ten will have a cohesive Signage Master Plan that will be implemented and governed by the Owner to create cohesive sign types and architectural styles while maintaining maximum flexibility for the end-user. Minimum signage design standards are intended to be included within the Signage Master Plan. These sizes and dimensions are the minimum and the actual sign may be a lesser size.

Sign Types:

- a. Primary Entry Feature The primary entry features are depicted in Exhibits I and J. The features will differ on either side of the

street. Each feature will contain several monuments that will have the look of one monument.

Westbound (Refer to Exhibit I Westbound)

- Maximum height of sign face: 11' (from top of berm)
- Maximum width of sign faces: 34' and 52'
- Proposed location at the entrance on Cane Island Parkway and IH 10 frontage.
- Sign walls to be located within the landscape reserve

Eastbound (Refer to Exhibit J Eastbound)

- Maximum height of sign face: 11' (from top of berm)
- Maximum width of sign faces: 34' and 34'
- Proposed location at the entrance on Cane Island Parkway and IH 10 frontage.
- Sign walls to be located within the landscape reserve
- Flag poles are allowed. Maximum height of pole: 35'

b. Secondary Entry Feature

- Maximum height of sign face: 8'
- Maximum width of sign face: 24'
- Proposed locations as shown on Signage Plan
- Sign walls to be located in the landscape reserve or in the right-of-way
- Proposed location at the entrance on Cane Island Parkway and US 90

c. Frontage Identity Marker

- Maximum height of sign face: 9'
- Maximum width of sign face: 4'
- Proposed locations as shown on Signage Plan

d. Perimeter Identity Marker

- Maximum height of sign face: 15'
- Maximum width of sign face: 6'
- Proposed locations as shown on Signage Plan

- Sign walls to be located in the landscape reserve or in the right-of-way
- e. Interior Project Identity Marker/Directional Signage
 - Maximum height of sign face: 9'
 - Maximum width of sign face: 4'
 - Proposed locations in the median of Cane Island Parkway
- f. Multi-tenant Monument
 - Sign will meet City of Katy standards
 - Located no closer than 2' of the property line
- g. Single-tenant signs
 - Sign will meet City of Katy standards
 - Located no closer than 2' of the property line

4. Landscaping & Screening: Although many business parks typically do not have an emphasis on landscaping and screening, West Ten will have an overall landscaping plan. The landscaping guidelines will include standards for screening parking lots, open storage areas and dumpsters, landscaping along the public rights-of-ways. With the prominence of Cane Island Parkway in the business park, proposed plans include landscaping in the median and along both sides of the right-of-way with brick pavers at median tips. Trees located within the 45' wide median would create an inviting entrance into the business park and into Katy.

5. Sidewalks: Pedestrian mobility is important for the employees of the businesses. Sidewalks will be located along the public right-of-ways as required by the City of Katy Subdivision Ordinance except along the south right-of-way of Street C, the west right of way of Street D and, at the option of the Owner, on one side of Cane Island Parkway. The sidewalks will be constructed by the user of each parcel as it is developed. A proposed sidewalk plan is depicted on Exhibit M, Sidewalk Plan.

B. PERMITTED USES

The Permitted Uses shall include all uses which are Permitted Uses in the "M" Industrial District or the "PDD" (Planned Development District) and the following uses:

- 12.1-1 Industrial Parks
- 12.1-2 Office Complexes
- 12.1-3 Commercial and/or service centers
- 12.1-4 Shopping Centers
- 12.1-5 Hotels

- 12.1-6 Medical center or hospital
- 12.1-7 Recreation Center
- Car Dealerships;
- Gasoline Station;
- Convenience Store;
- ATMs and other financial service kiosks and walk-up facilities;
- Banks and other financial institutions;
- Instructional service providers and training centers;
- Construction Trailers
- Housing for a night watchman or manager of plant;
- Temporary mobile home.

The temporary mobile home use is limited to the housing of individuals required for the confirmation of the MUD.

C. DEVELOPMENT PLAN CHANGES

The development plan contained in this document establishes general guidelines for the layout of the public streets. The exact locations of the buildings, the layout of the parking spaces, the landscaping plan, and the layout of the private streets and private easements have not yet been determined. The final location of any roadway is subject to the platting requirements of the City of Katy. Adjustments to the location of the public rights-of-ways and the size, location and number of the reserves that otherwise comply with the various requirements within the PDD and other City Ordinances shall not require amendment of the Zoning Ordinance.

VIII. PROPOSED DEVELOPMENT SCHEDULE

Development of the Property is dependent upon market conditions and demand for the various land uses and therefore it is not possible to predict the timing of the development of the Property. At this point in time the Owner estimates that development will commence approximately one year after the completion of the construction of Cane Island Parkway.

Phase I shall include the construction of Cane Island Parkway. The City of Katy is obligated to construct Cane Island Parkway and the Owner has agreed to finance and maintain the landscaping along the boulevard and any other special street improvements, such as pavers. Phase I also includes the construction of the I-10 ramps, the drainage channel from Snake Creek to Cane Island Parkway and the relocation of several pipeline easements into one combined pipeline easement.

Phase II includes the development of the remainder of the Property and is dependent upon market conditions and future user demand. Infrastructure improvements such as roadways and utilities will be extended to serve the Property as parcels are sold, developed and platted. The location and size of the reserves is dependent upon the purchaser and the use of the reserves.

IX. MODIFICATIONS TO THE STANDARDS IN THE ZONING ORDINANCE

- **Sidewalks.** Sidewalks will be constructed along public right-of-ways within West Ten except along the south right-of-way of Street C, along the west right-of-way of Street D, and along one side of Cane Island Parkway. Refer to Exhibit M, Sidewalk Plan for proposed locations.
- **Signage.** The signage will follow the City of Katy signage requirements except for the following: 1) monument signs, identity markers, and directional signs can be located within the right-of-way, and 2) multi-tenant signs and single tenant signs can be located no closer than 2' of the property line.