Tax Increment Reinvestment Zone Number Fourteen
City of Fort Worth, Texas
(Trinity Lakes TIF)

Project and Financing Plans

February 5, 2013

I. Background and Introduction

Tax increment financing (TIF) is an economic development tool authorized by Chapter 311 of the Texas Tax Code by which local governments can publicly finance needed structural and infrastructure improvements in order to promote new development or redevelopment within a defined area called a reinvestment zone. TIF districts may be established by municipalities or counties as long as an area meets certain conditions, as set forth in Exhibit "A".

At the time an area is designated as a reinvestment zone, the existing total taxable value of real property in the zone is identified and designated as the "base value". As new investment is made within the TIF district, total taxable value of the area begins to rise. The difference between the taxable value and the base value is considered the "increment". Participating taxing entities may deposit all, a predetermined portion, or none of the incremental taxes in a designated TIF district fund for the purpose of financing the planning, design, construction, or acquisition of public improvements within the TIF district. All taxing units that levy taxes within the zone will continue to receive tax revenues derived from the base value, whether or not the taxing jurisdiction chooses to participate.

TIF districts are not infinite and do have a set term. The TIF district will end on the earlier of (1) the termination date included in the ordinance that established the zone; or (2) the date on which all project costs have been paid in full. Any revenues remaining in the TIF district fund after the dissolution of the TIF will be returned to each participating taxing units in a pro rata fashion.

Each TIF district is governed by a TIF board of directors made up of five to fifteen members, appointed by those taxing jurisdictions that participate in the TIF district and the county or municipality that created the zone. The TIF board of directors oversees improvements to the area and may choose to dedicate TIF district funds to reimburse developers for public improvements.

At the time of publication, the City of Fort Worth has ten active TIF districts: Speedway, Downtown, Southside, Riverfront, North Tarrant Parkway, Lancaster, Trinity River Vision, Lone Star, East Berry Renaissance, and Woodhaven. The Trinity Lakes TIF will be the eleventh active TIF district and the fourteenth overall.

II. Project Plan

Boundary Description, Existing Uses, and Proposed Uses

The area east of IH-820 and bisected by Trinity Boulevard is transitioning through land reclamation and redevelopment into a series of stable and well-established neighborhoods. The emergence of these neighborhoods, the expansion of the Bell Helicopter Textron, Inc. employment center, and the potential for future rail transit service have created an opportunity for the growth of mixed-use destinations and other employment centers. A map of the existing uses of the TIF district can be found in Exhibit "B".

Trinity Boulevard and Precinct Line Road are two important arterials in the TIF district; however, due to heavy congestion and flooding these thoroughfares are considered under par. To alleviate excessive traffic and flood risk, the City of Fort Worth has initiated the redesign and reconstruction of Precinct Line Road at and near its intersection with Trinity Boulevard. These infrastructure improvements will enhance efforts to provide regional capacity and connectivity throughout the area.

In addition to Trinity Boulevard, key public transportation projects include the completion of Precinct Line Road from Concho Trail to River Falls Drive; passenger rail service and station along the Trinity Railway Express (TRE) line; and future linkages to Arlington through the regional trails system. It is also anticipated public arterials will connect passenger rail service to employment centers, office space, retail options, and a variety of restaurants throughout mixed-use neighborhoods. The key element to this plan is the addition of 6.5 miles of trails to the existing 3.5 miles of trails that will connect to the Trinity Trails system, tying Handley-Ederville Road to Arlington and complete the linkage between two cities.

The TIF district covers just over 1,800 acres and is generally bounded by the Trinity Railway Express (TRE) rail line to the north, the Trinity River to the south, the Bell Spur to the east and Loop 820 to the west; however the majority of the River Trails and surrounding neighborhood residential development is excluded from TIF district. A map of the TIF district and a legal description of the property can be found in Exhibits "C" and "D", respectively.

Proposed Zoning Changes

Current zoning includes strong sectors of Planned Development (PD), Flood Plain (O-1, O-2), and Single-Family Residential (AR, A-5, A-7.5, A-10) as depicted in Exhibit "E". To facilitate the realization of the Project Plan described herein, significant portions of the TIF district along Trinity Boulevard along the East side of IH-820 may be rezoned. Rezoning is being approached through a form-based code to enhance the market sensitivity and value potential of the neighborhoods.

Examples of form-based code for the TIF district are described as follows:

1. **Boulevard Mixed-Use** to become the center of retail activity in Trinity Lakes.
2. **Village Mixed-Use** will feature lakefront urban residential development and lakeside restaurant and retail options.
3. **Highway Mixed-Use** allows for development of a higher density.
4. **Campus Commercial** will include the integration of a major employer and commercial uses as well as the addition of multifamily units.
5. **Transition** areas will bridge the gap between larger densities and neighborhoods.

6. **Neighborhoods** will serve as the center of residential development.

Estimated Private Investment (Non-Project Costs)

In addition to the Project Costs outlined in greater detail below, it is anticipated the TIF district will experience a great deal of private investment. Over the term of the TIF district, it is anticipated that over $384 million will be invested in commercial and urban residential development and $275 million will be invested in single-family residential development. Expected build out for each is detailed in Table 1 below:

Year	Commercial Investment	Residential Investment
2014	1,713,632	16,902,259
2015	6,837,773	12,585,000
2016	4,916,277	17,796,025
2017	41,126,829	18,375,973
2018	52,369,178	21,755,964
2019	47,507,019	23,601,173
2020	3,104,286	18,324,564
2021	10,906,955	21,985,564
2022	35,191,698	17,536,564
2023	5,710,232	15,361,564
2024	35,417,400	15,331,764
2025	16,466,589	16,780,164
2026	4,119,237	16,254,364
2027	19,479,022	16,398,252
2028	12,188,672	13,848,800
2029	4,101,761	8,492,000
2030	40,735,930	3,750,000
2031	21,425,572	-
2032	20,891,906	-
TOTAL	**$ 384,209,698**	**$ 275,079,994**

Relocation Method for Displaced Persons

No person shall be displaced as a result of implementing these Project and Financing Plans.

III. Financing Plan

Project Descriptions, Estimated Project Costs, and Administration
TIF projects and their estimated costs are described as follows:

1. **Trinity Boulevard from IH-820 to Precinct Line Road**, including design, engineering, planning, paving, road bed, lighting, water, wastewater, storm water, utility relocation landscaping, streetscape improvements, crosswalks, traffic signals and other related project elements ($13,249,000);
2. **Precinct Line Road from Concho Trail to River Falls Drive** including design, engineering, planning, paving, road bed, lighting, water, wastewater, storm water, utility relocation, landscaping, streetscape improvements, and other related project elements ($5,950,000);
3. **Improvements to Trinity Trails system**, including design, engineering, planning, paving, trail bed, lighting, water, wastewater, trail signage, connections to existing trails, enhanced pedestrian crosswalks, signals, and path bridges necessary to connect pedestrians to the trail system, landscaping, streetscape improvements, and other related project elements for approximately 6.5 miles of trails ($3,000,000);
4. **Required local streets within the Mixed-Use area**, including paving, road bed, lighting improvements, landscaping, streetscape improvements, and pedestrian sidewalk improvements for linkages along Trinity Boulevard, the Village Mixed-Use form-based code area, and the future potential rail transit station, as well as between Trinity Boulevard, the Campus Commercial form-based code area, the regional trail system and the Trinity River ($10,305,250);
5. **Enhanced wayfinding signage**, structures and elements ($300,000);
6. **Waterfront improvements** along the lake North of Trinity Boulevard to create a boardwalk frontage open to the public ($850,000);
7. **Public pocket parks and park frontages** along water bodies throughout the neighborhoods, Public areas that incorporate various elements such as fountains, public restrooms, furniture, lighting and other means to maintain safety and activity in the public spaces ($750,000);
8. **Bicycle facilities** including racks and storage to allow multi-modal connections to the mixed use areas and trailhead points to distribute information, notices, maps, rental facilities, and trail oriented retail or vending ($550,000);
9. **Trinity Boulevard from Precinct Line Road to S Norwood Drive**, including design, engineering, planning, paving, road bed, lighting, water, wastewater, storm water, utility relocation, landscaping, streetscape improvements, and other related project elements ($12,50,000);
10. **Transit improvements** providing for the accommodation of a variety of modes over time including station platforms, sidewalks, elevators, escalators, structures, utility relocation, bus queuing areas, depot/mixed use facilities, shelters, landscaping, streetscape improvements, and other supporting improvements for transit facilities construction ($8,000,000);
11. **Land acquisition** by the public for transit platforms and related facilities ($2,500,000); and
12. **Parking facilities associated with Transit and mixed use area** (both surface and structured) (Surface: $1,000,000; Structure: $3,500,000).

The TIF district will be administered by the City of Fort Worth Housing and Economic Development Department.

Economic Feasibility Statement, Projections, and Methods of Financing

City staff has determined that the Project and Financing Plan is economically feasible per the tax increment financing projections included in Exhibit "F". It is anticipated the City of Fort Worth, Tarrant County, and the Tarrant Regional Water District will participate in the TIF district in order to have TIF funds available for TIF Project reimbursement. These financial projections also include a preliminary payback schedule to demonstrate that the TIF Project Costs are reimbursable over the course of the term.

The TIF district Board of Directors will approve eligible TIF Project Costs on a case-by-case basis. Approved TIF Project Costs will be reimbursable to the developer upon completion, as set forth in each Development Agreement.

Bond Indebtedness

No bonded indebtedness is expected to be incurred with respect to any of the project improvements.

Estimated Timeframe

TIF projects are expected to be completed between 2013 and 2030 per Table 2 below:

TIF Project	Start Year	Completion Year
Trinity Boulevard Improvements from IH-820 to Precinct Line Road	2013	2015
Precinct Line Road from Concho Trail to River Falls Drive	2016	2017
Trinity Trail System Improvements, 6.5 miles	2015	2023
Local Street Improvements – Mixed Use area	2013	2017
Enhanced Wayfinding Signage, Structures, Elements	2013	2017
Waterfront Improvements	2013	2017
Public Area Facility Enhancements	2013	2020
Bicycle Facilities, Connections, Public Information Stations	2015	2023
Trinity Boulevard from Precinct Line Road to S. Norwood Drive	2027	2030
Public Transit Improvements	2027	2030
Land Acquisition for Public Transit Improvements	2026	2028
Public Parking Facilities Associated w/ Public Transit Improvements	2027	2030

Current Taxable Values

The estimated total taxable of property in the Zone is $39,830,913.

Term

The term of the Zone will be 21 years (20 years of tax increment), expiring on December 31, 2032, beginning with tax increment calculated by the 2012 tax appraisal and ending with tax increment calculated by the 2032 tax appraisal.

IV. Exhibits [To Immediately Follow]

A. Criteria for Reinvestment Zone
B. Map of Existing Uses
C. Boundary Map
D. Legal Description
E. Map of Current Zoning
F. TIF District Financial Projections

Exhibit "A"

[Information on following page]

Sec. 311.005. CRITERIA FOR REINVESTMENT ZONE.

a) To be designated as a reinvestment zone, and area must:
   1) Substantially arrest or impair the sound growth of the municipality or county designating the zone, retard the provision of housing accommodations, or constitute an economic or social liability and be a menace to the public health, safety, morals, or welfare in its present condition and use because of the presence of:
      A) A substantial number of substandard, slum, deteriorated, or deteriorating structures;
      B) The predominance of defective or inadequate sidewalk or street layout;
      C) Faulty lot layout in relation to size, adequacy, accessibility, or usefulness;
      D) Unsanitary or unsafe conditions;
      E) The deterioration of site or other improvements;
      F) Tax or special assessment delinquency exceeding the fair value of the land;
      G) Defective or unusual conditions of title;
      H) Conditions that endanger life or property by fire or other cause; or
      I) Structures, other than single-family residential structures, less than 10 percent of the square footage of which has been used for commercial, industrial, or residential purposes during the preceding 12 years, if the municipality has a population of 100,000 or more;
   2) Be predominantly open or undeveloped and, because of obsolete platting, deterioration of structures or site improvements, or other factors substantially impair or arrest the sound growth of the municipality or county;
   3) Be in a federally assisted new community located in the municipality or county or in an area immediately adjacent to a federally assisted new community; or
   4) Be an area described in a petition requesting that the area be designated as a reinvestment zone, if the petition is submitted to the governing body of the municipality or county by the owners of property constituting at least 50 percent of the appraised value of the property in the area according to the most recent certified appraisal roll for the county in which the area is located.

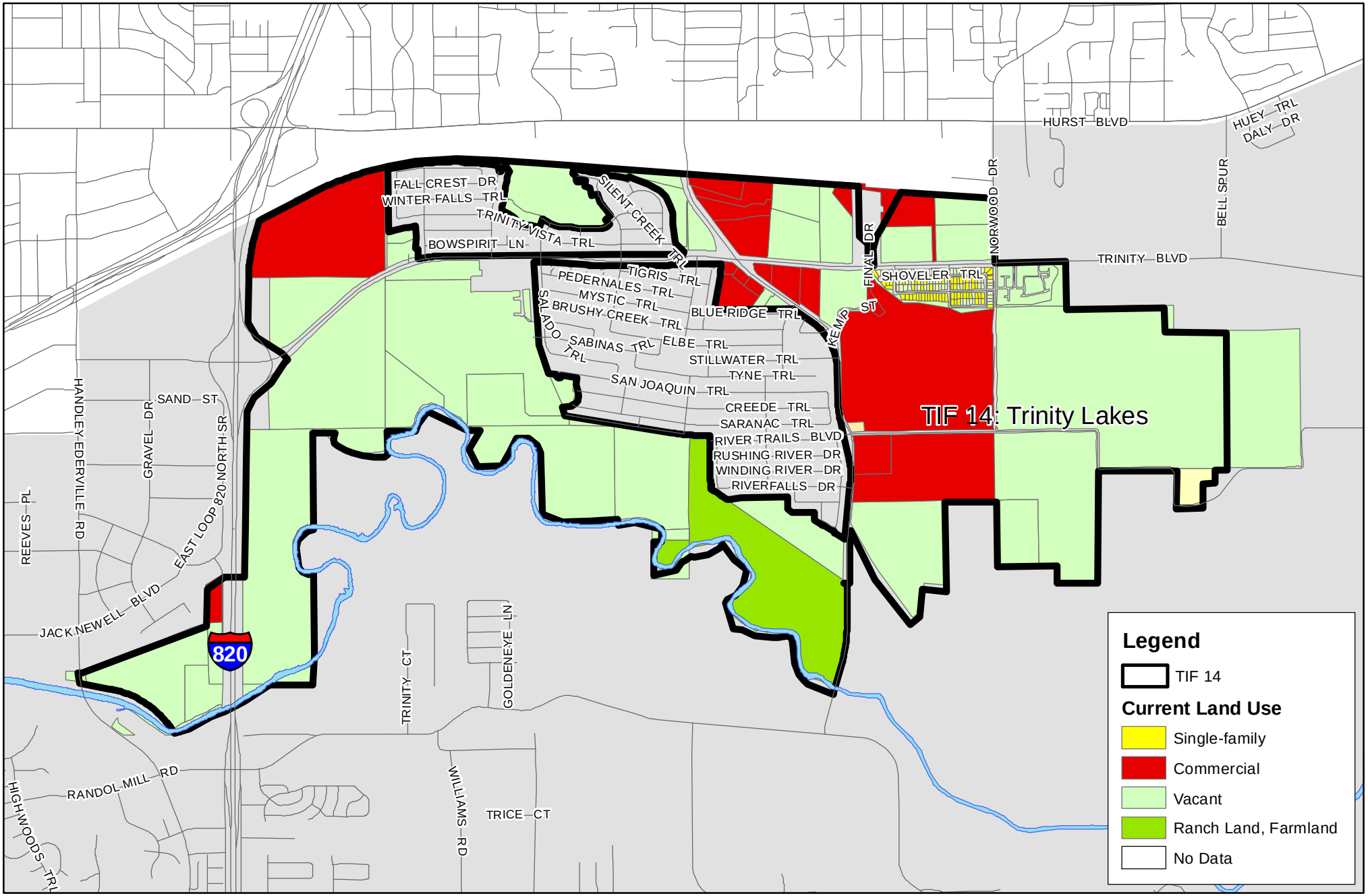
a-1) Notwithstanding Subsection (a), if the proposed project plan for a potential zone includes the use of land in the zone in connection with the operation of an existing or proposed regional commuter or mass transit rail system, or for a structure or facility that is necessary, useful, or beneficial to such a regional rail system, the governing body of a municipality may designate an area as a reinvestment zone.

In this Section, "federally assisted new community" means a federally assisted area that has received or will receive assistance in the form of loan guarantees under Title X of the National Housing Act, if a portion of the federally assisted area has received grants under Section 107(a)(1) of the Housing and Community Development Act of 1974.

Exhibit "B"

[Information on following page]

TIF 14: Trinity Lakes Current Land Use



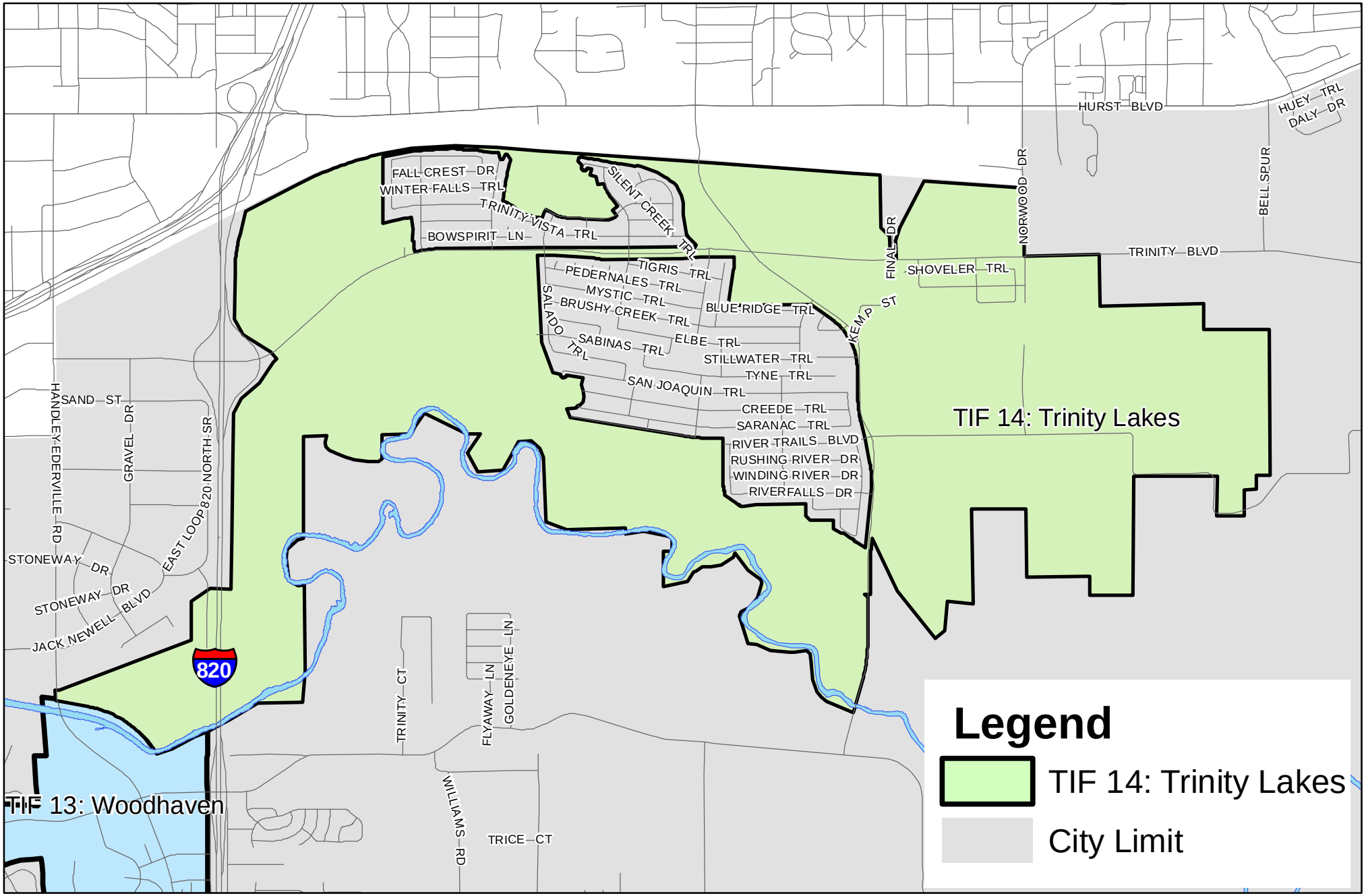
Housing & Economic Development
City of Fort Worth

Prepared On: September 6, 2012

Exhibit "C"

[Information on following page]

TIF 14: Trinity Lakes



Housing & Economic Development
City of Fort Worth

Prepared On: September 6, 2012

N W E S

0 0.25 0.5 1 Miles

Exhibit "D"

[Information on following page]

Legal Description, Part 1

Being 866.987 acres of land located in the H. Bennett Survey, Abstract No. 138, the John Hust Survey, Abstract No. 702, the J.B. Johnson Survey, Abstract No. 855, the Wm. H. Morris Survey, Abstract No. 1053, the John Sansom Survey, Abstract No. 1387, the W.C. Trimble Survey, Abstract No. 1521, the Allen S. Trimble Survey, Abstract No. 1528 and the P. Witt Survey, Abstract No. 1656, Tarrant County, Texas. Said 866.987 acres of land being more particularly described as follows:

BEGINNING at a point at the northwest corner of a tract of land described in the deed to Tarrant county Water Control and Improvement District Number One (TCWCD), recorded in Volume 8938, Page 464, Deed Records, Tarrant County, Texas;

THENCE N89°36'47"E, along the north line of said TCWCD, a distance of 14.34 feet to an angle point of said TCWCD tract, said point being the southwest corner of Lot 1, Block 10, Riverbend East Office Park, an addition to the City of Fort Worth, Tarrant County, Texas according to the plat recorded in Volume 388-186, Page 91, Plat Records, Tarrant County, Texas;

THENCE N69°21'54"E, along the south line of said Block 10, at 75.43 feet passing the northeast corner of said TCWCD, in all a distance of 2,311.74 feet to a point at the southeast corner of said Block 10;

THENCE N00°37'19"E, along the east line of said Block 10, at 11.13 feet passing a 5/8" iron rod found at the southwest corner of a tract of land described in the deed to Riverbend East I LP., recorded in Volume 14564, Page 104, Deed Records, Tarrant County, Texas, in all a distance of 650.24 feet to a 5/8" iron rod found at the southwest corner of Lot 5, of said Block 10, said iron rod being the northwest corner of said Riverbend East tract;

THENCE N56°37'44"E, along the north line of said Riverbend East tract, at 308.97 feet passing a 5/8" iron rod found at the southeast corner of said Lot 5, in all a distance of 369.14 feet to a 5/8" iron rod stamped "Carter & Burgess" found at the northeast corner of said Riverbend East I tract, said iron rod lying in the west line of a tract of land described in the deed to the State of Texas, recorded in Volume 3603, Page 370, Deed Records, Tarrant County, Texas;

THENCE S89°27'08"E, a distance of 348.55 feet to a point lying in the east line of said State of Texas tract, said point lying in the west line of Tract 2, in the deed to Riverbend Investment Ltd., recorded in Volume 13681, Page 387, Deed Records, Tarrant County, Texas;

THENCE along said Tract 2 west line as follows:

1. N00°40'11"E, a distance of 2,888.42 feet to an 1/2" iron rod found, said iron rod being the southwest corner of a tract of land described in the deed to the City of Fort Worth, recorded in Volume 4119, Page 535, Deed Records, Tarrant County, Texas;

2. N27°12'45"E, a distance of 280.95 feet to a City of Fort Worth monument No.6410 found;

3. N50°49'45"E, a distance of 390.55 feet to an 1/2" iron rod stamped "Beasley 4050" found;

4. N32°24'45"E, a distance of 411.21 feet to an inverted RR beam found;

5. N47°25'45"E, a distance of 87.80 feet to a point, said point lying in the south line of Trinity Boulevard;

THENCE N42°34'15"W, crossing said Trinity Boulevard, a distance of 151.23 feet to a concrete monument found at the south corner of Tract 1A, of said Riverbend Investment, said concrete monument lying in the north line of said City of Fort Worth tract;

THENCE along the west lines of said Tract 1A as follows:

1. N57°38'47"W, a distance of 531.60 feet to a 5/8" iron rod found;

2. N30°20'47"W, a distance of 290.28 feet to a point, said point being the northwest corner of said City of Fort Worth tract and lying in said State of Texas east line;

3. N00°40'34"E, a distance of 735.86 feet to an 1/2" iron rod found at the northwest corner of said Tract 1A and being the northeast corner of said State of Texas tract, said iron rod being the southwest corner of a tract of land described in the deed to Riverbend Investment II, Ltd., recorded in volume 14166, Page 240, Deed Records, Tarrant County, Texas and being the southeast corner of a tract of land described in the deed to the State of Texas, recorded in Volume 3927, Page 395, Deed Records, Tarrant County, Texas;

THENCE along the west and north lines of said Riverbend Investment II tract as follows:

1. N00°39'52"E, a distance of 29.75 feet to an 1/2" iron rod stamped "NDM" found;

2. northerly, 649.79 feet along a non tangent curve to the right, having a radius of 2,703.79 feet, a central angle of 13°46'11" and a chord bearing N07°31'53"E, 648.23 feet to a point;

3. N14°25'03"E, a distance of 383.52 feet to a point lying in the south line of Dallas Area Rapid Transit and the Fort Worth Transportation Authority (TRE);

4. N62°33'55"E, along said TRE south line, a distance of 947.83 feet to an 1/2" iron rod found;

5. northeasterly, at 659.14 feet passing a 5/8" iron rod found at an exterior corner of said Riverbend Investment II tract, in all 1,502.69 feet along a non tangent curve to the right, having a radius of 5,679.85 feet, a central angle of 15°09'30" and a chord bearing N70°05'48"E, 1,498.31 feet to a point;

THENCE S00°20'43"E, at 27.06 feet passing a point at the northeast corner of said Riverbend Investment II tract, at 47.67 feet passing a point at the northwest corner of Lot 39, Block 22, Lakes of River Trails, an addition to the City of Fort Worth, Tarrant County, Texas according to the plat recorded in County Clerk #D206240430, Plat Records, Tarrant County, Texas, at 544.84 feet passing a point at the southwest corner of Lot 31, of said Block 22, said point being the northwest corner of Lot 30, Block 22, Lakes of River Trails, an addition to the City of Fort Worth, Tarrant County, Texas according to the plat recorded in County Clerk #D207022271, Plat Records, Tarrant County, Texas, in all a distance of 1,147.85 feet to a point at the northwest

corner of Lot 1, Block 23, of said Lakes of River Trails;

THENCE along the north and east lines of said Lot 1 as follows:

1. easterly, 479.81 feet along a non tangent curve to the right, having a radius of 4,550.83 feet, a central angle of 06°02'27" and a chord bearing N77°39'04"E, 479.58 feet to an 1/2" iron rod stamped "Beasley 4050" found;

2. S06°06'37"E, a distance of 198.98 feet to an 1/2" iron rod stamped "Beasley 4050" found;

3. S04°02'22"W, at 59.98 passing a point at the southeast corner of said Lot 1, in all a distance of 185.55 feet to a point at the most westerly southwest corner of Lot 4, Block 22, Lakes of River Trails, an addition to the City of Fort Worth, Tarrant County, Texas according to the plat recorded in County Clerk #D205382455, Plat Records, Tarrant County, Texas;

THENCE along the west lines of said Block 22 as follows:

1. S68°17'44"E, a distance of 39.92 feet to an 1/2" iron rod stamped "Beasley 4050" found at the most southerly southwest corner of said Lot 4;

2. S00°21'52"E, a distance of 106.94 feet to an 1/2" iron rod stamped "Beasley 4050" found;

3. southerly, 68.95 feet, along a curve to the left, having a radius of 387.25 feet, a central angle of 10°12'07" and a chord bearing S05°27'56"E 68.86 feet to an 1/2" iron rod stamped "Beasley 4050" found at the southwest corner of Lot 1, of said Block 22, said point lying in said City of Fort Worth north line;

THENCE easterly along said north line, 469.22 feet along a non tangent curve to the right, having a radius of 2,043.04 feet, a central angle of 13°09'32" and a chord bearing N83°03'56"E, 468.19 feet to a point;

THENCE N89°37'06"E, continuing along said north line, a distance of 1,549.89 feet to a point, from which the southeast corner of Lot 13, Block 10, Lakes of River Trails, an addition to the City of Fort Worth, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 7556, Plat Records, Tarrant County, Texas bears N89°33'30"E 67.24 feet;

THENCE S00°21'18"E, a distance of 120.00 feet to an 1/2" iron rod found at the northeast corner of said Tract 2, said point lying in said City of Fort Worth south line;

THENCE S03°07'48"E, an east line of said Tract 2, a distance of 1,440.53 feet to a point;

THENCE S19°22'32"E, continuing along said east line, at 338.54 feet passing a 5/8" iron rod found at the northwest corner of Lot 49, Block 8, River Trails Addition, an addition to the City of Fort Worth, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 4679, Plat Records, Tarrant County, Texas, in all a distance of 526.49 feet to a point at the southeast corner of said Lot 49, said point being the northwest corner of Lot 1, Block 22, of said River Trails Addition;

THENCE along the north, east and south lines of said Lot 1 as follows:

1. S80°43'05"E, a distance of 134.69 feet to a point;

2. easterly, 157.00 feet along a non tangent curve to the left, having a radius of 50.00 feet, a central angle of 179°54'14" and a chord bearing S80°42'48"E, 100.00 feet to a point;

3. S80°43'05"E, a distance of 269.18 feet to a point;

4. S09°16'55"W, a distance of 115.00 feet to a point;

5. S13°54'49"E, a distance of 107.37 feet to a point;

6. S07°36'01"E, a distance of 95.42 feet to a point;

7. S09°16'55"W, a distance of 90.00 feet to a point;

8. S42°57'09"W, a distance of 78.11 feet to a point;

9. southwesterly, 78.53 feet along a non tangent curve to the left, having a radius of 50.00 feet, a central angle of 89°59'27" and a chord bearing S54°16'59"W, 70.71 feet to a point;

10. S85°44'51"W, a distance of 164.46 feet to a point at the southwest corner of said Lot 1, said point being the northwest corner of Lot 1, Block 24, of said River Trails Addition and lying in said Tract 2 east line;

THENCE S21°56'34"E, along said Tract 2 east line, a distance of 151.17 feet to a point at the south corner of said Lot 1, from which an 1/2" iron rod found at an angle point of said Tract 2 bears S21°56'34"E 39.13 feet;

THENCE S80°43'56"E, along the south line of said Block 22, a distance of 1,879.00 feet to a point;

THENCE easterly, 206.20 feet along a non tangent curve to the left, having a radius of 3,966.00 feet, a central angle of 02°58'44" and a chord bearing S82°12'11"E, 206.17 feet to a point at the southeast corner of Lot 12, of said Block 22;

THENCE S84°12'41"E, a distance of 60.00 feet to a point lying in the east line of said River Trails Addition, from which an 1/2" iron rod found at the southeast corner of said River Trails Addition bears S05°59'20"W 42.99 feet;

THENCE easterly, 287.46 feet along a non tangent curve to the left, having a radius of 2,767.43 feet, a central angle of 05°57'05" and a chord bearing S87°29'41"E, 287.33 feet to a point;

THENCE N89°31'37"E, a distance of 114.58 feet to an 1/2" iron rod found at the northwest corner of Lot 46, Block 31, Lakes of River Trails South, an addition to the City of Fort Worth, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 6909, Plat Records, Tarrant County, Texas;

THENCE S00°17'06"E, at 291.01 feet passing an 1/2" iron rod stamped "Beasley 4050" found at the southwest corner of Lot 2, Block 10, of said Lake of River Trails South, said iron rod being the northwest corner of Lot 3, Block 10,in all a distance of 791.06 feet to a point at the southwest corner of Lot 12, Block 10, Lakes of River Trails South, an addition to the City of Fort Worth, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 7623, Plat Records, Tarrant County, Texas, said point being the northwest corner of Lot 41, Block 12, Lakes of River Trails South, an addition to the City of Fort Worth, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 8483, Plat Records, Tarrant County, Texas;

THENCE along the north lines of said Lot 41 as follows:

1. N89°32'12"E, a distance of 8.62 feet;
2. S02°04'05"E, a distance of 29.57 feet to a point;
3. S76°36'20"E, a distance of 4.50 feet to a point;
4. S03°10'29"E, a distance of 10.89 feet to a point;
5. N89°26'57"E, a distance of 3.04 feet to a point;
6. S00°12'21"E, a distance of 26.15 feet to a point;
7. S88°37'37"E, a distance of 4.72 feet to a point;
8. S00°43'57"W, a distance of 12.16 feet to a point;
9. N88°27'15"W, a distance of 4.40 feet to a point;
10. S00°06'32"E, a distance of 36.29 feet to a point;
11. S87°03'57"E, a distance of 4.33 feet to a point;
12. S01°00'57"E, a distance of 11.55 feet to a point;
13. S89°52'44"W, a distance of 4.40 feet to a point;
14. S01°19'29"E, a distance of 10.85 feet to a point;
15. S55°28'25"E, a distance of 52.26 feet to a point;
16. S55°46'18"E, a distance of 52.55 feet to a point;
17. S55°24'12"E, a distance of 70.09 feet to a point;
18. S55°36'32"E, a distance of 42.91 feet to a point;
19. N46°34'33"E, a distance of 4.79 feet to a point;

20. S53°43'45"E, a distance of 13.58 feet to a point;

21. S36°33'28"W, a distance of 4.41 feet to a point;

22. S53°50'26"E, a distance of 63.16 feet to a point;

23. N43°12'53"E, a distance of 4.60 feet to a point;

24. S56°07'02"E, a distance of 11.56 feet to a point;

25. S36°13'30"W, a distance of 4.77 feet to a point;

26. S54°48'16"E, a distance of 24.84 feet to a point;

27. S76°32'24"E, a distance of 14.79 feet to a point;

28. N09°45'05"E, a distance of 4.81 feet to a point;

29. S80°38'59"E, a distance of 11.03 feet to a point;

30. N83°54'01"E, a distance of 26.52 feet to a point;

31. N80°42'25"E, a distance of 196.53 feet to a point;

32. N89°32'12"E, a distance of 817.20 feet to a point;

33. S00°27'48"E, a distance of 201.78 feet to a point;

34. S45°27'48"E, a distance of 96.48 feet to a point;

35. N89°32'12"E, a distance of 395.60 feet to a point;

36. S00°27'48"E, a distance of 137.61 feet to a point;

37. S58°01'18"E, a distance of 140.03 feet to a point;

38. easterly, 39.77 feet, along a curve to the left, having a radius of 50.00 feet, a central angle of 45°34'23" and a chord bearing S80°48'30"E 38.73 feet to a point;

39. S58°01'18"E, a distance of 146.96 feet to a point;

40. southeasterly, 56.93 feet, along a curve to the left, having a radius of 325.00 feet, a central angle of 10°02'10" and a chord bearing S63°02'23"E 56.86 feet to a point;

41. southeasterly, 47.50 feet along a non tangent curve to the left, having a radius of 50.00 feet, a central angle of 54°26'00" and a chord bearing S30°48'17"E, 45.74 feet to a point;

42. S58°01'18"E, a distance of 185.73 feet to a point at the northeast corner of said Lot 41,

said point lying in the east line of Precinct Line Road;

THENCE S05°52'40"W, along the east line of said Lot 41, a distance of 36.84 feet to a point;

THENCE S00°22'11"W, continuing along said east line, a distance of 728.60 feet to a point at the southeast corner of said Lot 41, said point lying in the northeast line of a tract of land described in the deed to Kenneth Allen et al, recorded in Volume 6688, Page 322, Deed Records, Tarrant County, Texas;

THENCE S54°58'41"E, along said northeast line, a distance of 66.10 feet to a point at the northeast corner of said Allen tract;

THENCE along the east lines of said Allen tract as follows:

1. S00°05'29"W, a distance of 745.77 feet to a point;

2. southerly, 627.09 feet, along a curve to the right, having a radius of 2,331.00 feet, a central angle of 15°24'50" and a chord bearing S07°47'54"W 625.20 feet to a point;

3. S15°30'19"W, a distance of 565.61 feet to a point at the southeast corner of said Allen tract, said point being the northeast corner of a tract of land described in the deed to Jessie Randol, recorded in Volume 6251, Page 242, Deed Records, Tarrant County, Texas and said point lying in the south bank of the Trinity River;

THENCE along the common lines of said Allen and Randol tracts as follows:

1. N66°52'11"W, a distance of 480.80 feet to a point;

2. N49°44'11"W, a distance of 109.00 feet to a point;

3. N37°22'11"W, a distance of 109.80 feet to a point;

4. N23°11'11"W, a distance of 213.10 feet to a point;

5. N02°58'11"W, a distance of 158.10 feet to a point;

6. N06°02'11"W, a distance of 152.10 feet to a point;

7. N07°12'11"W, a distance of 122.50 feet to a point;

8. N48°36'11"W, a distance of 77.50 feet to a point;

9. S82°00'49"W, a distance of 191.60 feet to a point;

10. N87°17'11"W, a distance of 246.80 feet to a point;

11. N83°03'11"W, a distance of 161.10 feet to a point;

12. N65°54'11"W, a distance of 246.30 feet to a point;

13. N83°20'11"W, a distance of 145.50 feet to a point;

14. N17°31'11"W, a distance of 474.10 feet to a point;

15. N26°16'49"E, a distance of 72.90 feet to a point;

16. N65°45'49"E, a distance of 163.40 feet to a point;

17. N36°02'49"E, a distance of 200.10 feet to a point;

18. N15°32'49"E, a distance of 255.80 feet to a point;

19. N03°28'11"W, a distance of 50.90 feet to a point;

20. N52°38'11"W, a distance of 271.70 feet to a point;

21. N37°08'11"W, a distance of 347.20 feet to a point;

22. S22°22'49"W, a distance of 71.30 feet to a point;

23. S58°20'49"W, a distance of 245.30 feet to a point;

24. S78°59'49"W, a distance of 168.20 feet to a point;

25. S85°40'49"W, a distance of 68.90 feet to a point;

26. N80°25'11"W, a distance of 70.40 feet to a point;

27. S52°01'49"W, a distance of 132.60 feet to a point;

28. S72°04'49"W, a distance of 43.40 feet to a point;

29. S34°32'49"W, a distance of 188.50 feet to a point;

30. S77°25'49"W, a distance of 396.20 feet to a point at the most southerly southwest corner of said Allen tract, said point being the northwest corner of said Randol tract, said point lying in the east line of Tract 2, in the deed to W. O. Ferguson Trust, recorded in Volume 6184, Page 426, Deed Records, Tarrant County, Texas;

THENCE N00°23'11"W, a distance of 591.81 feet to a point for the most northerly southwest corner of said Allen tract;

THENCE N89°36'49"E, along said Allen tract, a distance of 141.08 feet to a point;

THENCE N00°23'11"W, a distance of 193.53 feet to a point lying in south line of said Tract 2, from which the southeast corner of said Tract 2 bears N89°31'38"E 516.30 feet;

THENCE along the south lines of said Tract 2 as follows:

1. N28°59'09"W, a distance of 36.32 feet to a point;

2. N77°51'24"W, a distance of 469.24 feet to a point;

3. S80°29'01"W, a distance of 288.28 feet to a point;

4. N01°56'48"W, a distance of 104.98 feet to a point;

5. S87°54'16"W, a distance of 971.95 feet to a point;

6. N69°18'48"W, a distance of 357.33 feet to a point;

7. N02°21'52"W, a distance of 1,071.39 feet to a point;

8. N23°42'01"W, a distance of 148.04 feet to a point;

9. N49°23'47"W, a distance of 194.42 feet to a point;

10. S88°25'07"W, a distance of 210.27 feet to a point;

11. S26°30'49"W, a distance of 264.09 feet to a point;

12. S29°53'45"W, a distance of 272.10 feet to a point;

13. S86°14'21"W, a distance of 417.61 feet to a point;

14. N27°19'04"W, a distance of 348.35 feet to a point;

15. N32°52'58"E, a distance of 382.69 feet to a point;

16. S89°34'05"W, a distance of 226.02 feet to a point;

17. N63°56'01"W, a distance of 780.35 feet to a point;

18. S34°23'53"W, a distance of 274.05 feet to a point;

19. S24°32'55"W, a distance of 136.23 feet to a point;

20. S89°34'05"W, a distance of 485.75 feet to a point;

21. S00°33'48"E, a distance of 407.27 feet to a point;

22. S50°35'42"W, a distance of 65.02 feet to a point, said point lying in the north line of a tract of land described in the deed to William Harvey Trust, recorded in Volume 8372, Page 644, Deed Records, Tarrant County, Texas;

23. N87°54'29"W, a distance of 177.93 feet to a point;

24. N82°35'29"W, a distance of 224.70 feet to a point;

25. N76°39'29"W, a distance of 155.40 feet to a point;

26. N67°27'29"W, a distance of 145.20 feet to a 1" iron rod found;

27. N63°25'29"W, a distance of 138.70 feet to a 1" iron rod found;

28. N50°24'29"W, a distance of 81.50 feet to a 1" iron rod found;

29. N10°54'29"W, a distance of 74.90 feet to a point;

30. N15°44'31"E, a distance of 110.60 feet to a point;

31. S89°27'31"W, a distance of 388.79 feet to a 1" iron rod found;

32. S00°22'29"E, a distance of 1,673.41 feet to a point;

33. S72°49'56"W, a distance of 106.10 feet to a point;

34. S47°13'52"W, a distance of 236.28 feet to a point;

35. S08°30'20"W, a distance of 136.93 feet to a point;

36. S07°39'12"E, a distance of 346.84 feet to a point;

37. S35°12'48"E, a distance of 82.30 feet to a point;

38. S62°11'10"E, a distance of 119.77 feet to a point;

39. N77°55'29"E, a distance of 99.20 feet to a point;

40. S00°08'17"E, a distance of 96.01 feet to a point;

41. S00°36'25"E, a distance of 1,327.10 feet to a point;

42. S04°05'29"W, a distance of 514.35 feet to a point;

43. S89°28'29"W, a distance of 738.78 feet to a point at the east corner of a tract of land described as Tract II-B, in the deed to Bluecreek, Inc., recorded in Volume 11771, Page 237, Deed Records, Tarrant County, Texas;

THENCE S58°29'44"W, a distance of 525.85 feet to a point at the south corner of said Tract II-B;

THENCE S61°31'45"W, a distance of 395.33 feet to a point at the southeast corner of Tract II-A, of said Bluecreek tract;

THENCE S68°30'23"W, along the south line of said Tract II-A, a distance of 256.00 feet to a point;

THENCE S61°56'00"W, continuing along said south line, a distance of 428.41 feet to a point, said point being the southwest corner of said Tract II-A and being the southeast corner of a tract of land described in the deed to Riverbend East I, LP., recorded in County Clerk #D204088612, Deed Records, Tarrant County, Texas, from which a 5/8" iron rod found in the north bank of the Trinity River bears N03°24'34"W 299.37 feet;

THENCE along the south lines of said Riverbend East I tract as follows:

1. S72°08'36"W, a distance of 264.04 feet to a point for the south corner of said Riverbend East I tract;

2. northwesterly, at 305.68 feet passing a 5/8" iron rod stamped "ANA" found in the north bank of the Trinity River, in all an arc distance of 1,405.80 feet along a non tangent curve to the left, having a radius of 1,642.39 feet, a central angle of 49°02'32" and a chord bearing N55°19'43"W, 1,363.28 feet to a point;

3. N79°49'40"W, at 398.10 feet passing a 5/8" iron rod stamped "ANA" found at the southwest corner of said Riverbend East I tract, said iron rod being the southeast corner of said TCWCD, in all in all a distance of 499.57 feet to a point at the southwest corner of said TCWCD tract;

THENCE N00°22'31"W, along the west line of said TCWCD tract, a distance of 188.55 feet to the point of beginning, containing 866.987 acres of land.

The bearings recited hereon are oriented to NAD83 Texas North Central Zone.

Legal Description, Part 2

Being 930.965 acres of land located in the Wm. Burns Survey, Abstract No. 121, the W. Bradshaw Survey, Abstract No. 136, the R. Barton Survey, Abstract No. 176, the S. Cotrail Survey, Abstract No. 330, the John Hust Survey, Abstract No. 702, the J.W. Haynes Survey, Abstract No. 789, the J.B. Johnson Survey, Abstract No. 855, the J. Overton Survey, Abstract No. 1191, the Wm. C. Trammell Survey, Abstract No. 1509, the Allen S. Trimble Survey, Abstract No. 1526 and the G. Wilson Survey, Abstract No. 1626, Tarrant County, Texas. Said 930.965 acres of land being more particularly described as follows:

BEGINNING at a point lying in the east line of Lot 13, Block 8, Lakes of River Trails South, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 8483, Plat Records, Tarrant County, Texas, from which an 1/2" iron rod stamped "Beasley 4050" found at the southeast corner of said Lot 13 bears S05°58'13"W 25.68 feet, said point lying in the west line of Precinct Line Road;

THENCE N05°58'14"E, at 24.32 feet passing an 1/2" iron rod found at the northeast corner of said Lot 13, said iron rod being the southeast corner of Lot 12, Block 8, Lakes of River Trails South, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 8158, Plat Records, Tarrant County, Texas, in all a distance of 784.35 feet to a point at the southeast corner of Lot 14, Block 7, Lakes of River Trails South, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in

Cabinet A, Slide 7623, Plat Records, Tarrant County, Texas;

THENCE northerly along the east line of said Block 7, 422.88 feet, along a curve to the left, having a radius of 1,350.00 feet, a central angle of 17°56'52" and a chord bearing N03°00'12"W 421.16 feet to an 1/2" iron rod stamped "Beasley 4050" found lying in the east line of Lot 7, Block 7, Lakes of River Trails South, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 6988, Plat Records, Tarrant County, Texas;

THENCE N11°58'38"W, continuing along said Block 7 east line, a distance of 393.85 feet to a point lying in the north line of River Trails Boulevard, Lakes of River Trails South, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 6909, Plat Records, Tarrant County, Texas, said point lying in said Precinct Line Road west line;

THENCE N13°06'38"W, along said west line, a distance of 296.76 feet to a point;

THENCE northerly, 390.93 feet along a non tangent curve to the right, having a radius of 1,865.89 feet, a central angle of 12°00'16" and a chord bearing N07°07'16"W, 390.22 feet to a point lying in the east line of Lot 50, Block 21, River Trails Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 5577, Plat Records, Tarrant County, Texas;

THENCE N01°07'09"W, along the common line of said Block 21 and Precinct Line Road, a distance of 508.94 feet to a point lying in the east line of Lot 21, Block 21, River Trails Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 3517, Plat Records, Tarrant County, Texas;

THENCE northwesterly, 940.76 feet, along a curve to the left, having a radius of 1,000.00 feet, a central angle of 53°54'05" and a chord bearing N28°04'12"W 906.45 feet to a point lying in the northeast line of Lot 5, Block 37, of said River Trails Addition;

THENCE N55°01'14"W, continuing along said Precinct Line Road west line, a distance of 416.46 feet to a point at the southeast corner of Lot 5, Block A, River Trails All Storage Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 10612, Plat Records, Tarrant County, Texas;

THENCE along the south and west lines of said Block A as follows:

1. S89°35'08"W, a distance of 1,364.23 feet to a point at the southwest corner of Block A;

2. N09°18'16"E, a distance of 594.93 feet to a point;

3. northerly, 183.57 feet along a non tangent curve to the left, having a radius of 1,090.00 feet, a central angle of 09°37'57" and a chord bearing N04°28'51"E, 183.35 feet to a point;

4. N00°20'12"W, a distance of 19.95 feet to an 1/2" iron rod found bent at the northwest corner of Lot 1, of said Block A, said iron rod being the northeast corner of Lot 13, Block 15, River Trails Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 1478, Plat Records, Tarrant County, Texas;

THENCE N89°35'40"W, a distance of 565.43 feet to a 5/8" iron rod stamped "Sempco" found at an angle point lying in the north line of Lot 23, Block 1, River Trails Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 388-191, Page 44, Plat Records, Tarrant County, Texas;

THENCE along the north lines of said River Trails Addition and the south lines of Trinity Boulevard as follows:

1. S85°47'40"W, a distance of 311.01 feet to an 1/2" iron rod found at the northeast corner of Lot 14, of said Block 1;

2. westerly, 118.00 feet along a non tangent curve to the right, having a radius of 993.50 feet, a central angle of 06°48'18" and a chord bearing S86°13'03"W, 117.93 feet to an 1/2" iron rod found in the north line of said Lot 14;

3. S89°37'12"W, a distance of 1,107.32 feet to a 5/8" iron rod stamped "Sempco" found in the north line of Lot 33, Block 2, of said River Trails Addition;

4. westerly, 209.57 feet, along a curve to the right, having a radius of 1,136.38 feet, a central angle of 10°34'00" and a chord bearing N85°05'48"W 209.28 feet to a point lying in the north line of Lot 24, of said Block 2;

5. N85°34'43"W, a distance of 665.81 feet to a point lying in the north line of Lot 4R, Block 2, River Trails Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 388-192, Page 56, Plat Records, Tarrant County, Texas, said point lying in the south line of a tract of land described in the deed to the City of Fort Worth, recorded in Volume 4119, Page 535, Deed Records, Tarrant County, Texas;

THENCE S89°37'12"W, at 110.00 feet passing an 1/2" iron rod found at the northwest corner of said Lot 4R, in all a distance of 275.23 feet to an 1/2" iron rod found at the northeast corner of a tract of land described at Tract 2, in the deed to Riverbend Investment Ltd., recorded in Volume 13681, Page 387, Deed Records, Tarrant County, Texas;

THENCE N00°21'18"W, crossing said City of Fort Worth tract, a distance of 120.52 feet to a point lying in the north line of said City of Fort Worth tract, said point lying in the south line of Lot 13, Block 10, Lakes of River Trails, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 7556, Plat Records, Tarrant County, Texas;

THENCE N89°38'27"E, along the north line of said City of Fort Worth tract, a distance of 1,379.65 feet to an 1/2" iron rod found at the southwest corner of Lot 2, Block 8, Lakes of River Trails, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 5983, Plat Records, Tarrant County, Texas;

THENCE N89°38'42"E, continuing along said north line, a distance of 1,184.99 feet to an 1/2" iron rod found at the most easterly southwest corner of Lot 49, Block 1, of said Lakes of River Trails;

THENCE along the east and north lines of said Block 1 as follows:

1. N54°00'42"E, a distance of 62.37 feet to a point at the southeast corner of said Lot 49;

2. N44°47'42"W, a distance of 186.77 feet to a point at the northeast corner of said Lot 49;

3. northwesterly, 30.36 feet along a non tangent curve to the left, having a radius of 50.00 feet, a central angle of 34°47'22" and a chord bearing N46°27'06"W, 29.90 feet to a point at the southeast corner of Lot 48;

4. N08°53'08"W, a distance of 338.56 feet to a point at the southeast corner of Lot 40;

5. N00°21'18"W, a distance of 202.07 feet to a point at the southeast corner of Lot 36;

6. N17°31'25"W, a distance of 126.23 feet to an 1/2" iron rod found at the southeast corner of Lot 34, of said Block 1;

7. N26°23'01"W, a distance of 182.32 feet to a point at the east corner of Lot 31;

8. N45°25'40"W, a distance of 60.96 feet to a point at the north corner of said Lot 31;

9. N52°41'46"W, a distance of 60.72 feet to a point at the north corner of Lot 30;

10. N50°31'56"W, a distance of 60.77 feet to a point at the north corner of Lot 29;

11. N57°39'09"W, a distance of 60.98 feet to a point at the north corner of Lot 28;

12. N61°47'13"W, a distance of 128.19 feet to a point at the north corner of Lot 26;

13. N68°58'04"W, a distance of 290.62 feet to a point lying in the north line of Lot 20;

14. N69°36'50"W, a distance of 54.49 feet to a point lying in said Lot 20 north line;

15. N78°15'08"W, a distance of 7.01 feet to a point at the north corner of said Lot 20;

16. S65°31'16"W, a distance of 50.29 feet to an 1/2" iron rod found at the most southerly northeast corner of Lot 19, of said Block 1;

17. N80°06'58"W, at 60.97 feet passing a point at the northeast corner of Lot 15, Block 7, of said Lakes of River Trails, in all a distance of 897.53 feet to a point at the north corner of Lot 1, of said Block 7;

THENCE S83°10'02"W, at 1.77 feet passing a point at the northeast corner of Lot 21, Block 12, Lakes of River Trails, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 9733, Plat Records, Tarrant County, Texas, in all a distance of 46.65 feet to an 1/2" iron rod found at the northwest corner of Lot 1;

THENCE along the east lines of said Lot 21 as follows:

1. S08°17'54"W, a distance of 64.16 feet to a point;

2. S46°24'49"E, a distance of 98.59 feet to a point;

3. southeasterly, 186.49 feet along a non tangent curve to the left, having a radius of 50.00 feet, a central angle of 213°42'09" and a chord bearing S63°15'53"E, 95.71 feet to a point;

4. S80°06'58"E, a distance of 67.84 feet to a point;

5. S09°53'02"W, a distance of 110.00 feet to a point;

6. S80°06'58"E, a distance of 100.00 feet to a point;

7. S09°06'14"E, a distance of 137.86 feet to a point;

8. N78°07'27"E, a distance of 110.00 feet to a point;

9. southeasterly, 275.91 feet along a non tangent curve to the left, having a radius of 555.00 feet, a central angle of 28°29'01" and a chord bearing S26°07'04"E, 273.08 feet to a point;

10. S40°21'34"E, a distance of 164.40 feet to a point;

11. S49°38'26"W, a distance of 110.96 feet to an 1/2" iron rod found;

12. S40°21'34"E, a distance of 110.00 feet to a point at the southeast corner of said Lot 21, said iron rod being the southwest corner of Lot 9, Block 6, of said Lakes of River Trails recorded in Cabinet A, Slide 5983;

THENCE along the south lines of said Lot 21 as follows:

1. S49°38'26"W, a distance of 5.41 feet to a point;

2. southwesterly, 68.41 feet, along a curve to the right, having a radius of 375.00 feet, a central angle of 10°27'06" and a chord bearing S54°52'00"W 68.31 feet to a point of compound curve to the right having a radius of 275.00 feet and a central angle of 31°47'19";

3. westerly along the arc, a distance of 152.57 feet to a point;

4. N88°07'09"W, a distance of 304.19 feet to a point;

5. westerly, 38.98 feet, along a curve to the right, having a radius of 275.00 feet, a central angle of 08°07'16" and a chord bearing N84°03'31"W 38.95 feet to a point;

6. N79°59'53"W, a distance of 63.59 feet to a point;

7. westerly, 46.07 feet, along a curve to the left, having a radius of 325.00 feet, a central angle of 08°07'16" and a chord bearing N84°03'31"W 46.03 feet to a point;

8. N88°07'09"W, a distance of 158.76 feet to a point;

9. westerly, 232.49 feet, along a curve to the right, having a radius of 475.00 feet, a central angle of 28°02'36" and a chord bearing N74°05'51"W 230.17 feet to a point;

10. N60°04'33"W, a distance of 83.48 feet to a point;

11. northwesterly, 74.83 feet, along a curve to the left, having a radius of 525.00 feet, a central angle of 08°10'01" and a chord bearing N64°09'34"W 74.77 feet to a point lying in the east line of a remainder portion of Tract 1B, of said Riverbend Investment, Ltd. tract;

THENCE east, south and west sides of said remainder portion as follows:

1. S21°45'26"W, a distance of 171.06 feet to a point at the southwest corner of Lot 16, Block 11, Lakes of River Trails, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 9098, Plat Records, Tarrant County, Texas, said point lying in the north line of Lot 3, Block 11, Lakes of River Trails, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 7483, Plat Records, Tarrant County, Texas;

2. N59°51'48"W, a distance of 51.70 feet to an angle point in Lot 4, of said Block 11;

3. N77°26'20"W, a distance of 237.42 feet to an angle point in Lot 8, of said Block 11;

4. N55°28'41"W, a distance of 299.29 feet to an angle point at the northeast corner of Lot 4, Block 12, of said Lakes of River Trails recorded in Cabinet A, Slide 7483;

5. N63°39'47"W, a distance of 134.35 feet to a point at the northwest corner of Lot 5, of said Block 12;

6. N09°38'40"E, at 292.03 feet passing the southwest corner of said Lot 21, in all a distance of 583.52 feet to a point at the southeast corner of Lot 19, of said Block 12, recorded in Cabinet A, Slide 9733;

THENCE along the west lines of said Lot 21 as follows:

1. N46°26'19"E, a distance of 16.40 feet to a point;

2. N20°23'20"E, a distance of 99.91 feet to a point;

3. N34°30'37"W, a distance of 135.05 feet to a point;

4. N85°26'55"W, a distance of 44.55 feet to a point at the northwest corner of Lot 20, of said Block 12;

5. S09°38'40"W, a distance of 88.90 feet to a point;

6. S30°34'09"W, a distance of 19.99 feet to a point at the southwest corner of said Lot 20;

7. westerly, 33.94 feet along a non tangent curve to the left, having a radius of 50.00 feet, a central angle of 38°53'36" and a chord bearing N78°52'25"W, 33.29 feet to a point;

8. N08°19'16"W, a distance of 106.05 feet to a point at the northwest corner of said Lot 21, said point being the northeast corner of Lot 22, of said Block 12;

THENCE N83°24'27"W, a distance of 139.29 feet to an angle point lying in the north line of Lot 32, of said Block 12;

THENCE N78°43'17"W, a distance of 197.66 feet to an angle point lying in the north line of Lot 34, of said Block 12;

THENCE N84°04'31"W, at 16.19 feet passing a point at the northwest corner of said Lot 34, at 48.07 feet passing a point at the northeast corner of Lot 67, Block 22, of said Lakes of River Trails, recorded in Cabinet A, Slide 9733, in all a distance of 72.21 feet to an angle point lying in the north line of said Lot 67;

THENCE along the north line of said Block 22 as follows:

1. N88°39'15"W, a distance of 196.14 feet to an angle point lying in the north line of Lot 63;

2. N89°25'28"W, a distance of 139.03 feet to an angle point lying in the north line of Lot 61;

3. N86°50'14"W, a distance of 58.58 feet to a point at the northeast corner of Lot 59, Block 22, Lakes of River Trails, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 11311, Plat Records, Tarrant County, Texas;

4. S81°51'11"W, a distance of 50.47 feet to a point at the northwest corner of said Lot 59;

5. westerly, 189.33 feet along a non tangent curve to the left, having a radius of 5,615.83 feet, a central angle of 01°55'54" and a chord bearing S87°37'02"W, 189.32 feet to a point lying in the north line of Lot 55;

6. westerly, 298.89 feet along a non tangent curve to the left, having a radius of 5,615.87 feet, a central angle of 03°02'58" and a chord bearing S85°12'43"W, 298.86 feet to a point lying in the north line of Lot 49;

7. S88°28'59"W, a distance of 12.84 feet to a point at the northeast corner of Lot 48;

8. S86°10'33"W, a distance of 60.97 feet to a point at the northwest corner of said Lot 48;

9. S83°31'57"W, a distance of 42.82 feet to a point lying in the north line of Lot 47;

10. westerly, 480.48 feet along a non tangent curve to the left, having a radius of 5,620.83 feet, a central angle of 04°53'52" and a chord bearing S79°59'35"W, 480.34 feet to a point at the northwest corner of Lot 39, said point lying in the west line of said Tract 1B;

THENCE N00°20'43"W, a distance of 46.62 feet to a point lying in the south line of Dallas Area Rapid Transit and the Fort Worth Transportation Authority (DART) tract;

THENCE easterly along said DART south line, 1,624.17 feet along a non tangent curve to the

right, having a radius of 5,679.85 feet, a central angle of 16°23'02" and a chord bearing N85°52'04"E, 1,618.64 feet to a point;

THENCE S85°56'25"E, continuing along said DART south line, at 6,247.30 feet passing a point at the north west corner of Lot 2AR-1, Texas Industries Addition No. 2, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Cabinet A, Slide 7186, Plat Records, Tarrant County, Texas, in all a distance of 6,595.67 feet to a point lying in the north line of said Lot 2AR-1;

THENCE S00°36'27"E, at 700.25 feet passing an exterior angle point of said Lot 2AR-1, in all a distance of 870.71 feet to a point at the most northerly southwest corner of said Lot 2AR-1;

THENCE along the south lines of said Lot 2AR-1 as follows:

1. S46°07'31"E, a distance of 202.00 feet to a point;

2. S00°36'27"E, a distance of 374.75 feet to a point at the southwest corner of said Lot 2AR-1, said point lying in the north line of Trinity Boulevard;

3. N88°35'33"E, a distance of 100.01 feet to a point at the southeast corner of said Lot 2AR-1;

4. N00°36'27"W, a distance of 298.26 feet to a point;

5. N15°22'34"E, a distance of 222.00 feet to a point;

6. N29°38'33"E, a distance of 140.60 feet to a point at the most northerly southeast corner of said Lot 2AR-1;

THENCE N27°48'13"E, a distance of 731.12 feet to a point lying in the north line of said Lot 2AR-1, said point lying in said DART south line;

THENCE S85°57'27"E, along said DART south line, at 623.60 feet passing an 1/2" iron rod stamped "Britain & Crawford" found at the northeast corner of said Lot 2AR-1, at 1,627.24 feet passing an 1/2" iron rod found, in all a distance of 1,635.00 feet to a point at the northeast corner of a tract of land described in the deed to Texas Industries, Inc., recorded in Volume 5784, Page 475, Deed Records, Tarrant County, Texas, said point lying in the west line of South Norwood Drive;

THENCE S00°29'34"E, along the east line of said Texas Industries tract, a distance of 1,114.60 feet to an 1/2" iron rod stamped "Britain & Crawford" found at the southeast corner of said Texas Industries tract, said iron rod lying in said Trinity Boulevard north line;

THENCE N89°38'54"E, a distance of 72.37 feet to a point at the southwest corner of Lot 1, Block 4, Bell Helicopter Industrial Park, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 388-128, Page 11, Plat Records, Tarrant County, Texas;

THENCE N88°39'26"E, along the south line of said Lot 1, a distance of 1,165.09 feet to a point,

from which an 5/8" iron rod stamped "Carter-Burgess" found at the southeast corner of said Lot 1 bears N88°39'26"E 32.53 feet;

THENCE S01°20'34"E, a distance of 120.08 feet to a point at the northeast corner of Lot 1, Block 1, Trinity Bell Gardens, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in County Clerk #D211306978, Tarrant County, Texas;

THENCE S01°10'23"E, along the east line of said Lot 1, a distance of 730.06 feet to a point at the southeast corner of said Lot 1, said point lying in a north line of a tract of land described in the deed to Tarrant Acquisitions, Ltd., recorded in County Clerk #D205268552, Deed Records, Tarrant County, Texas;

THENCE along the north lines of said Tarrant Acquisitions tract as follows:

1. N88°53'34"E, a distance of 1,699.04 feet to an 1/2" iron rod stamped "Britain & Crawford" found;

2. S00°35'36"E, a distance of 420.00 feet to a point;

3. N89°24'24"E, a distance of 1,065.86 feet to point lying in said north line, from an 1-1/2" iron rod found at the northeast corner of said Tarrant Acquisition tract bears N89°24'24"E 1,315.44 feet, said point being the southwest corner of a tract of land described in the deed to the City of Hurst, recorded in Volume 3465, Page 268, Deed Records, Tarrant County, Texas and said point lying in the west line of a tract of land described in the deed to Fort Worth Sand and Gravel Company, Inc., recorded in Volume 1333, Page 124, Deed Records, Tarrant County, Texas;

THENCE S00°18'52"E, along said west line, a distance of 2,419.34 feet to a point lying in the south line of said Tarrant Acquisitions tract;

THENCE along the said Tarrant Acquisitions south lines as follows:

1. S89°42'55"W, a distance of 199.96 feet to a point, from which an 1/2" iron rod found at the southeast corner of said Tarrant Acquisitions tract bears N89°42'55"E 1,348.65 feet;

2. S01°11'31"W, a distance of 243.22 feet to a point;

3. S89°52'16"W, a distance of 208.89 feet to a point;

4. S01°11'31"W, a distance of 417.78 feet to an 1/2" iron rod stamped "Britain & Crawford" found;

5. S89°52'16"W, a distance of 452.11 feet to an 1/2" iron rod stamped "Britain & Crawford" found;

6. N01°11'44"E, a distance of 659.20 feet to a point;

7. S89°42'55"W, a distance of 1,366.67 feet to an 1/2" iron rod found;

8. S00°43'19"W, a distance of 1,952.73 feet to a point;

9. S89°59'57"W, a distance of 700.76 feet to a point;

10. N00°40'47"W, a distance of 307.45 feet to a point;

11. S89°12'56"W, a distance of 1,036.62 feet to a point;

12. N00°47'04"W, a distance of 1,126.50 feet to a point;

13. S89°12'56"W, at 215.28 feet passing an 1/2" iron rod stamped "Britain & Crawford" found, at 265.30 feet passing an 1/2" iron rod stamped "Britain & Crawford" found, in all a distance of 891.00 feet to a point;

14. S00°47'04"E, a distance of 1,561.91 feet to a point;

15. N83°17'04"W, a distance of 425.58 feet to a point;

16. S04°27'56"W, a distance of 488.89 feet to a point;

17. S53°12'56"W, a distance of 203.47 feet to a point;

18. N38°47'04"W, a distance of 993.75 feet to a point;

19. N25°40'42"W, a distance of 997.38 feet to a cotton spike found at the most northerly southwest corner of said Tarrant Acquisitions tract;

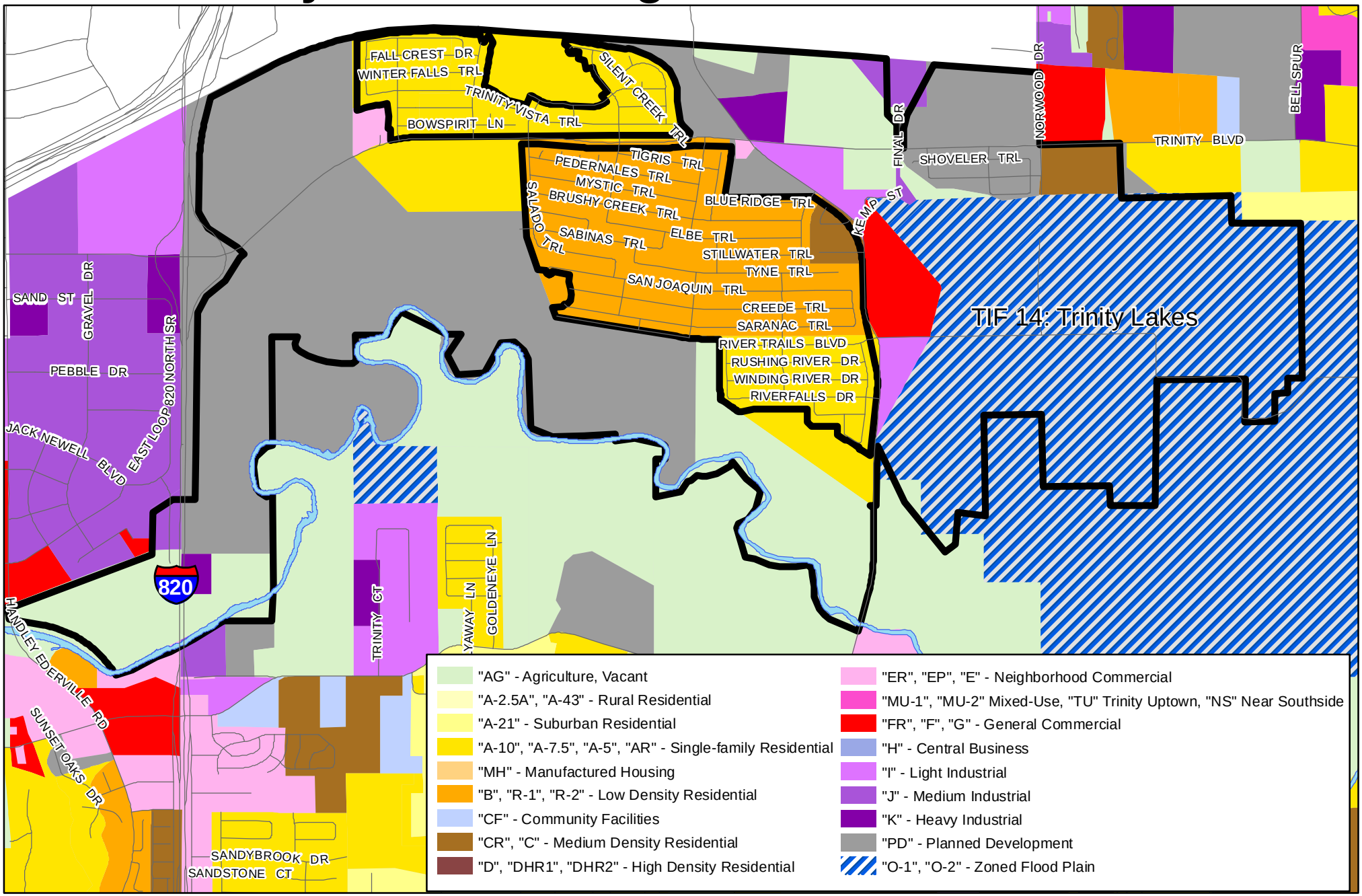
THENCE N84°01'46"W, a distance of 79.47 feet to the point of beginning, containing 930.965 acres of land.

The bearings recited hereon are oriented to NAD83 Texas North Central Zone.

Exhibit "E"

[Information on following page]

TIF 14: Trinity Lakes Zoning



Housing & Economic Development
City of Fort Worth

Prepared On: September 6, 2012

0 0.25 0.5 1 Miles

Exhibit "F"

[Information on following page]

Exhibit "F"

TIF 14 (TRINITY LAKES) INCREMENT PROJECTIONS

Annual Growth	2.0%
TIF Admin. Rate	0.0%

TIF 14 Taxable Value	*Base*	*Year 1*	*Year 2*	*Year 3*	*Year 4*	*Year 5*	*Year 6*	*Year 7*	*Year 8*	*Year 9*	*Year 10*	*Year 11*	*Year 12*	*Year 13*	*Year 14*	*Year 15*	*Year 16*	*Year 17*	*Year 18*	*Year 19*	*Year 20*	
Tax Year	*2012*	*2013*	*2014*	*2015*	*2016*	*2017*	*2018*	*2019*	*2020*	*2021*	*2022*	*2023*	*2024*	*2025*	*2026*	*2027*	*2028*	*2029*	*2030*	*2031*	*2032*	
Ad Valorem Taxable Value	39,830,913	40,627,531	41,440,082	61,256,817	82,293,181	107,105,593	169,940,562	248,947,018	326,456,315	354,842,869	395,490,096	457,182,726	487,819,613	549,340,152	594,238,644	626,904,491	676,037,400	716,116,369	743,284,333	803,525,669	841,450,266	**TOTALS**
Estimated Added Residential Value			16,902,259	12,585,000	17,796,025	18,375,973	21,755,964	23,601,173	18,324,564	21,985,564	17,536,564	15,361,564	15,331,764	16,780,164	16,254,364	16,398,252	13,848,800	8,492,000	3,750,000	-	-	275,079,997
Estimated Added Commercial Value			1,713,362	6,837,773	4,916,277	41,126,829	52,369,178	47,507,019	3,104,286	10,906,955	35,191,698	5,710,232	35,417,400	16,466,589	4,119,237	19,479,022	12,188,672	4,101,761	40,735,930	21,425,572	20,891,906	384,209,699
TOTAL AD VALOREM TAXABLE VALUE	39,830,913	40,627,531	60,055,703	80,679,590	105,005,483	166,608,394	244,065,704	320,055,210	347,885,165	387,735,388	448,218,359	478,254,522	538,568,777	582,586,906	614,612,246	662,781,764	702,074,872	728,710,131	787,770,264	824,951,241	862,342,172	
Percent Change from Prior Year		*2.00%*	*2.00%*	*47.82%*	*34.34%*	*30.15%*	*58.67%*	*46.49%*	*31.13%*	*8.70%*	*11.45%*	*15.60%*	*6.70%*	*12.61%*	*8.17%*	*5.50%*	*7.84%*	*5.93%*	*3.79%*	*8.10%*	*4.72%*	
TIF 14 Revenues																						
City (85%)	-	5,789	146,984	296,868	473,656	921,355	1,484,276	2,036,530	2,238,784	2,528,396	2,967,956	3,186,244	3,624,577	3,944,479	4,177,223	4,527,295	4,812,858	5,006,430	5,435,649	5,705,862	5,977,601	59,498,813
County (50%)	-	1,052	26,697	53,920	86,030	167,346	269,590	369,896	406,632	459,234	539,071	578,719	658,334	716,438	758,711	822,295	874,162	909,321	987,280	1,036,359	1,085,715	10,806,802
TRWD (100%)	-	159	4,045	8,170	13,035	25,355	40,847	56,045	61,611	69,581	81,677	87,685	99,748	108,551	114,956	124,590	132,449	137,776	149,588	157,024	164,502	1,637,394
TOTAL	-	7,000	177,725	358,958	572,722	1,114,057	1,794,713	2,462,471	2,707,027	3,057,211	3,588,705	3,852,647	4,382,659	4,769,468	5,050,891	5,474,181	5,819,469	6,053,526	6,572,517	6,899,245	7,227,818	71,943,009
																						-
Interest Generated (TBD)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	-	7,000	177,725	358,958	572,722	1,114,057	1,794,713	2,462,471	2,707,027	3,057,211	3,588,705	3,852,647	4,382,659	4,769,468	5,050,891	5,474,181	5,819,469	6,053,526	6,572,517	6,899,245	7,227,818	71,943,009
																						-
Projects																						-
1. - Trinity Boulevard, Phase I (2015)				500,000	500,000	500,000	750,000	500,000	750,000	750,000	1,000,000	250,000	1,000,000	500,000	500,000	500,000	500,000	500,000	3,000,000	1,249,000		13,249,000
2. - Precinct Line Road (2017)						300,000	300,000	300,000	300,000	400,000	400,000	400,000	200,000	2,000,000	1,350,000							5,950,000
3. - Trinity Trails System Improvements (2023)												1,500,000	1,500,000									3,000,000
4. - Local Street Improvements (2017)								1,500,000	1,000,000	2,000,000	2,100,000	1,500,000	1,400,000	805,250								10,305,250
5. - Enhanced Wayfinding Signage, Etc. (2017)						300,000																300,000
6. - Waterfront Improvements (2017)						100,000	750,000															850,000
7. - Public Area Facility Enhancements (2020)									750,000													750,000
8. - Bicycle Facilities, Connections, Etc. (2023)												275,000	275,000									550,000
9. - Trinity Boulevard, Phase II (2030)																			12,500,000			12,500,000
10. - Public Transit Improvements (2030)																			8,000,000			8,000,000
11. - Land Acquisition (2028)																	2,500,000					2,500,000
12. - Public Parking Facilities (2030)																			1,000,000	3,500,000		4,500,000
TOTAL	**-**	**-**	**-**	**500,000**	**500,000**	**1,200,000**	**1,800,000**	**2,300,000**	**2,800,000**	**3,150,000**	**3,500,000**	**3,925,000**	**4,375,000**	**3,305,250**	**1,850,000**	**500,000**	**3,000,000**	**500,000**	**24,500,000**	**4,749,000**	**-**	**62,454,250**
Net TIF Cash Flow	**-**	**7,000**	**177,725**	**(141,042)**	**72,722**	**(85,943)**	**(5,287)**	**162,471**	**(92,973)**	**(92,789)**	**88,705**	**(72,353)**	**7,659**	**1,464,218**	**3,200,891**	**4,974,181**	**2,819,469**	**5,553,526**	**(17,927,483)**	**2,150,245**	**7,227,818**	
FUND BALANCE	**-**	**7,000**	**184,726**	**43,683**	**116,405**	**30,462**	**25,175**	**187,646**	**94,673**	**1,884**	**90,588**	**18,236**	**25,895**	**1,490,113**	**4,691,004**	**9,665,185**	**12,484,653**	**18,038,179**	**110,697**	**2,260,941**	**9,488,759**	