

NOTE – This draft will be updated to reflect terms of final pricing. A revised version will be distributed at City Council Work Session on August 15, 2017.

Fort Worth Public Improvement District No. 17 (Rock Creek Ranch)

Service and Assessment Plan

July 24, 2017

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Section I

PLAN DESCRIPTION AND DEFINED TERMS

A. Introduction

1. On December 13, 2016, (the “**Creation Date**”), the City Council (the “**City Council**”) of the City of Fort Worth, Texas (the “**City**”) approved Resolution No. 4724-12-2016, which authorized the creation of the Fort Worth Public Improvement District No. 17 (Rock Creek Ranch) (the “**PID**”) to finance all or a portion of the Actual Costs of the Authorized Improvements for the benefit of certain property in the PID, all of which is located within the city limits of the City.
2. Chapter 372 of the Texas Local Government Code (as amended, the “**PID Act**”), governs the creation and operation of public improvement districts within the State of Texas. This Service and Assessment Plan (this “**SAP**”) was prepared pursuant to the PID Act. The PID Act requires that a service plan “cover a period of at least five years and must also define the annual indebtedness and the projected costs for improvements.” The PID Act also requires a service plan “be reviewed and updated annually for the purpose of determining the annual budget for improvements.” The service plan for the PID is described in more detail in **Section V** herein.
3. The Assessment Rolls for the PID are attached hereto as **Appendix A-1 and Appendix A-2**, and are addressed in **Section VII** of this SAP. The Special Assessments as shown on the Assessment Rolls are based on the method for establishing and levying the Special Assessments described in **Sections IV and VI** of this SAP.
4. Unless otherwise specified, references in this SAP to a “Section,” a “Table,” or an “Appendix” shall mean a Section of, a Table in, or an Appendix to this SAP.

B. Definitions

As used in this SAP, capitalized terms shall have the meanings ascribed to them as follows:

1. “**Actual Cost(s)**” means, with respect to an Authorized Improvement, the demonstrated, reasonable, allocable, and allowable costs of constructing such Authorized Improvement, as specified in a payment request in a form that has been reviewed and approved by the City. Actual Cost may include (i) the costs incurred for the design, planning, financing, administration/management, acquisition, installation, construction and/or implementation of such Authorized Improvement, (ii) the costs incurred in preparing the construction plans for such Authorized Improvement, (iii) the fees paid for obtaining permits, licenses or other governmental approvals for such Authorized Improvement, (iv) the Project Management Fees, (v) the costs incurred for external professional costs, such as engineering, geotechnical, surveying, land planning, architectural landscapers,

advertising, marketing and research studies, appraisals, legal, accounting and similar professional services related to the Authorized Improvement, (vi) all labor, bonds and materials, including equipment and fixtures, incurred by contractors, builders and materialmen in connection with the acquisition, construction or implementation of the Authorized Improvement, (vii) all related permitting, zoning and authorized approval expenses, architectural, engineering, legal and consulting fees, financing charges, taxes, governmental fees and charges, insurance premiums, and miscellaneous expenses, and (viii) all payments for Administrative Expenses. Actual Cost(s) with respect to the Sanitary Sewer Improvements means Owner's share of the cost thereof, to the extent and at the time required to be paid by the Owner to the City pursuant to an agreement between the City and the Owner for the providing of sanitary sewer services.

2. **“Additional Interest”** means the 0.50% additional interest charged on Special Assessments pursuant to Section 372.018 of the PID Act to fund the Delinquency and Prepayment Reserve, pursuant to **Sections IV.H.**

4. **“Administrative Expenses”** means the administrative, organizational, maintenance and operation costs and expenses associated with, or incident to, the administration, organization, maintenance and operation of the PID, including, but not limited to, the costs of (i) direct and contracted costs incurred by the City including legal counsel, engineers, accountants, financial advisors, investment bankers or other consultants and advisors, (ii) creating and organizing the PID and preparing the Assessment Rolls, (iii) computing, levying, collecting and transmitting the Special Assessments or the Annual Installments thereof, (iv) maintaining the record of Special Assessments, including payments, reallocations and/or cancellations of the Special Assessments or Annual Installments thereof, (v) investing or depositing the Special Assessments or other monies, (vi) complying with the PID Act, arbitrage rebate requirements and/or securities disclosure requirements, (vii) paying the paying agent/registrar's and trustee's fees and expenses (including the fees and expenses of its legal counsel) related to the PID Bonds, and (viii) City costs of administering the construction of the Authorized Improvements. Administrative Expenses shall also include the administrative costs and expenses of issuing, making debt service payments on, and redeeming PID Bonds; provided, however, that for the avoidance of doubt, Administrative Expenses do not include payment of the actual principal of, redemption premium, if any, and interest on PID Bonds. Annual Administrative Expenses collected and not expended shall be carried forward and applied to reduce Administrative Expenses in subsequent years to avoid over collection.

Section I: Plan Description and Defined Terms

5. **“Administrator”** means an officer or employee of the City or third party designee of the City who is not an officer or employee thereof, who shall have the responsibilities provided for herein, in an Indenture relating to the PID Bonds or in any other agreement approved by the City Council relating to the PID.
6. **“Annual Installment”** means, with respect to the Assessed Property, each annual payment of: (i) the Special Assessment (including the principal of and interest on), as shown on the Special Assessment Rolls attached hereto as **Appendix A-1** and **Appendix A-2**, as the same may be updated in accordance with this SAP, or in an Annual Service Plan Update, and calculated as provided in **Section VI** of this SAP, (ii) Administrative Expenses, and (iii) Additional Interest designated for the Delinquency and Prepayment Reserve described in **Section IV.H** of this SAP.
7. **“Annual Service Plan Update”** has the meaning set forth in **Section V.2** of this SAP.
8. **“Assessed Property”** or **“Assessed Properties”** means property within the PID that benefit from the Authorized Improvements and on which Special Assessments have been levied as shown on an Assessment Roll (as the same may be updated each year by the Annual Service Plan Update) and which includes any and all Parcels within the PID other than Non-Benefited Property.
9. **“Assessment Ordinance”** means each ordinance adopted by the City Council approving this SAP (including any amendments or supplements to this SAP) and levying the Special Assessments.
10. **“Assessment Roll”** means, as applicable, each Assessment Roll included in this SAP as **Appendix A-1** and **Appendix A-2**, as the same may be updated, modified or amended from time to time in accordance with the procedures set forth herein and in the PID Act, including updates prepared in connection with the issuance of any PID Bonds or in connection with any Annual Service Plan Update.
11. **“Authorized Improvements”** means those improvement, including those listed in **Table III-A** and described in **Section III.B**, authorized by Section 372.003 of the PID Act, acquired, constructed or installed in accordance with this SAP, and any future updates and/or amendments, for which Special Assessments are levied against the Assessed Property that receives a special benefit from such improvements.
12. **“City”** means the City of Fort Worth, Texas.
13. **“City Council”** means the duly elected governing body of the City.

13. **“City Facilities Agreement”** means the City's standard community facilities agreement or such other form as the City may require to ensure compliance with its "Community Facilities Agreement (CFA) Policy, Related Ordinance, and Street Design Criteria" last revised by M&C G-13181, March 20, 2001, as the same may be amended from time to time.
14. **“County”** means Tarrant County, Texas.
15. **“Delinquency and Prepayment Reserve”** has the meaning set forth in **Section IV.H** of this SAP.
16. **“Delinquent Collection Costs”** means interest, penalties and expenses incurred or imposed with respect to any delinquent Special Assessment, or an Annual Installment thereof, in accordance with the PID Act which includes the costs related to pursuing collection of such delinquent Special Assessment, or an Annual Installment thereof, and the costs related to foreclosing the lien against the Assessed Property, including attorney’s fees to the extent permitted under Texas Law.
17. **“Eastern Improvement Area”** means the approximately 833 acres of land within the PID located east of Chisolm Trail Parkway and shown on **Table II-C**.
18. **“Eastern Improvement Area Assessment Roll”** means the Eastern Improvement Area Assessment Roll included in this SAP as **Appendix A-2**, as the same may be updated, modified or amended from time to time in accordance with the procedures set forth herein and in the PID Act, including updates prepared in connection with the issuance of PID Bonds or in connection with any Annual Service Plan Update.
19. **“Indenture”** means an indenture of trust, trust agreement, ordinance or similar document between the City and Trustee, authorizing the issuance of, and setting forth the terms and other provisions relating to any PID Bonds, including the collection of Annual Installments for the repayment thereof, as modified, amended, and/or supplemented from time to time.
20. **“Lot”** means (i) for any portion of the Property for which a subdivision plat has been recorded in the official real property records of the County, a tract of land described as a “lot” in such subdivision plat, and (ii) for any portion of the Property for which a subdivision plat has not been recorded in the official real property records of the County, a tract of land anticipated to be described as a “lot” in a final recorded subdivision plat.

21. **“Land Use”** means a classification of final building Lots with similar characteristics (e.g. commercial, light industrial, multifamily residential, single family residential or other uses), as determined or approved by the Administrator and confirmed by the City Council. In the case of single family residential Lots, the Land Use shall be further defined by classifying the residential Lots based on the front footage of the Lot, as determined by the Administrator and approved by the City Council as part of its Annual Service Plan Update. If any change in Land Use requires a change in zoning or other entitlement process, such change must be approved by the City prior to any change in the SAP.
22. **“Major Improvements”** means, collectively, the Water Improvements and the Sanitary Sewer Improvements described in **Section III.B**.
23. **“Major Improvement Assessment Ordinance”** means Assessment Ordinance No. _____ adopted by the City Council on ____, 2017 which initially approved this SAP and levied the Major Improvement Special Assessments.
24. **“Major Improvement Special Assessments”** means the Special Assessments levied pursuant to the Major Improvement Assessment Ordinance on the Eastern Improvement Area and the Western Improvement Area for the Major Improvements, as shown in the Assessment Rolls.
25. **“Major Improvement Bonds”** means those planned City of Fort Worth, Texas Special Assessment Revenue Bonds, Series 2017 (Fort Worth Public Improvement District No. 17 (Rock Creek Ranch) Major Improvement Project) issued in one or more series, secured by Special Assessments levied on the Assessed Property within the Eastern Improvement Area and the Western Improvement Area to finance the Water Improvements and the Sanitary Sewer Improvements.
26. **“Mandatory Prepayment”** ” has the meaning set forth in **Section VI.C** of this SAP.
27. **“Maximum Special Assessment per Unit”** means, for each Land Use category, the Special Assessment per unit amounts that will be determined by the PID Administrator and the City at the time that the initial Owner of the Assessed Property enters into a contract for sale of any portion of the Assessed Property to an unaffiliated third party, excluding the University.
28. **“Memorandum of Understanding”** means that certain "Memorandum of Understanding – City of Fort Worth / Rock Creek Ranch / Chisolm Trail Ranch – Brewer Road Project" by and among the City, Walton Development & Management TX, LLC, and WM Sub CTR, LP, a Texas limited partnership, dated as of August 1, 2017, which sets forth the parties expectations, but is non-binding on the parties, as to the financing of the Roadway Improvements and the Non-PID Related Improvements as described Section III.B.4.b.

29. **“Non-Benefitted Property”** means Parcels that accrue no special benefit from the Authorized Improvements being funded through the PID, including Public Property, such as the University Property, and easements that create an exclusive use for a public utility property. Property identified as Non-Benefitted Property at the time the Special Assessments (i) are imposed or (ii) are reallocated pursuant to a subdivision of a parcel, is not assessed. Assessed Property converted to Non-Benefitted Property, if the Special Assessments may not be reallocated pursuant to the provisions herein, remains subject to the Special Assessments and requires the Special Assessments to be prepaid as provided for in **Section VI.C**.
30. **“Non-PID Related Improvements”** means those improvements described in **Section III.B.4** which, although constructed at the same time as Authorized Improvements, do not benefit the Assessed Property and are not paid for by the PID but will be paid by either the City or other property owners not located within the PID.
31. **“Owner(s)”** means Walton Texas, LP; WUSF 4 Rock Creek, LP, WUSF Rock Creek East, LP or any other entity affiliated with Walton Development and Management, or their respective successors and assigns.
32. **“Parcel”** means a defined portion of the Property identified by either a tax map identification number assigned by the Tarrant County Appraisal District for real property tax purposes, by metes and bounds description, by lot and block number in a final subdivision plat recorded in the official real property records of the County, or by any other means determined by the City Council.
33. **“PID”** means the Fort Worth Public Improvement District No. 17 (Rock Creek Ranch) created by the City pursuant to Resolution No. 4724-12-2016 approved December 13, 2016.
34. **“PID Act”** means Chapter 372 of the Texas Local Government Code, as amended.
35. **“PID Bonds”** means any bonds secured by Special Assessments levied against Assessed Property within the PID that may be issued to finance Authorized Improvements, including the Major Improvement Bonds and the Roadway Improvements Bonds, if any.
36. **“PID Reimbursement Agreement”** means the “PID Reimbursement Agreement - Fort Worth Public Improvement District No. 17 (Rock Creek Ranch)” approved by the City on _____, 2017.
37. **“Prepayment Costs”** mean interest and expenses to the date of prepayment, plus any additional expenses related to the prepayment allowed by applicable law, reasonably expected to be incurred by or imposed upon the City as a result of any prepayment of an Special Assessment.
38. **“Project Engineer”** means Goodwin & Marshall, Inc.

Section I: Plan Description and Defined Terms

39. **“Project Management Fees”** means the fees as agreed to by the City and the Owner for costs incurred by the Owner for the design, construction and installation of such Authorized Improvement exclusive of any costs related to issuing PID bonds or otherwise financing such Authorized Improvement. Estimates of the Project Management Fees are set forth in clauses a and b of **Section III.B.3**. No Project Management Fees will be paid in excess of such estimates.
40. **“Property”** means the approximately 1,756 acres of land depicted and described by metes and bounds on **Exhibit A** to Resolution No. 4724-12-2016 as adopted by City Council on December 13, 2016 and is legally described in **Appendix B** to this SAP and is depicted in **Table II.A** of this SAP.
41. **“Public Property”** means real property, located within the boundaries of the PID owned by or irrevocably offered and accepted for dedication to the federal government, the State of Texas, the County, the City, a school district, a public university, a public utility provider or any other political subdivision or public agency, whether in fee simple, through an easement, by plat or otherwise. Public Property includes the University Property.
42. **“Roadway Improvements”** means those improvements described in **Section III.B.3.b** of this SAP, the Actual Costs of which are intended to be financed through a future levy of Roadway Improvements Special Assessments on the Western Improvement Area.
43. **“Roadway Improvement Special Assessment”** means the Special Assessment anticipated to be levied at a future date pursuant to a separate Assessment Ordinance on Parcels in the Western Improvement Area for the Roadway Improvements, as discussed in **Section IV.A.6**.
44. **“Roadway Improvement Bonds”** means bonds anticipated to be issued to fund Roadway Improvements in the Western Improvement Area to be secured by Special Assessments levied at a future date on the Assessed Property within the Western Improvement Area.
45. **“Sanitary Sewer Improvements”** has the meaning set forth in **Section III.B.3.a.ii** of this SAP.
46. **“Service and Assessment Plan”** or **“SAP”** means this Fort Worth Public Improvement District No. 17 (Rock Creek Ranch) Service and Assessment Plan (as such plan is amended, supplemented or updated from time to time) approved by the City Council in each Assessment Ordinance.
47. **“Special Assessment”** means the assessment levied against a Parcel imposed pursuant to an Assessment Ordinance and the provisions herein, as shown on any Assessment Roll, subject to reallocation upon the subdivision or reduction of such Parcel according to the provisions hereof and the PID Act.

48. **“Trustee”** means the trustee as specified in an Indenture, and any successor thereto permitted under such Indenture.
49. **“University Improvements”** has the meaning set forth in **Section IV.A.2**.
50. **“University Roadway Improvements”** means roadway improvements that will benefit the University Property but will not be funded by the PID.
51. **“University Property”** is approximately 80 acres of land and is Public Property and Non-Benefitted Property, as described in **Section IVA.2**.
52. **“Water Improvements”** has the meaning set forth in **Section III.B.3.a.ii** of this SAP.
53. **“Western Improvement Area”** means the approximately 923 acres of land, within the PID located west of Chisolm Trail Parkway as shown on **Table II-B**.
54. **“Western Improvement Area Assessment Roll”** means the Western Improvement Area Assessment Roll included in this SAP as **Appendix A-1**, may be updated, modified or amended from time to time in accordance with the procedures set forth herein and in the PID Act, including updates prepared in connection with the issuance of PID Bonds or in connection with any Annual Service Plan Update. The Western Improvement Area Assessment Roll includes the portion of the Major Improvement Special Assessment allocable to the Western Improvement Area and will be updated to include the Roadway Improvement Special Assessment when levied.

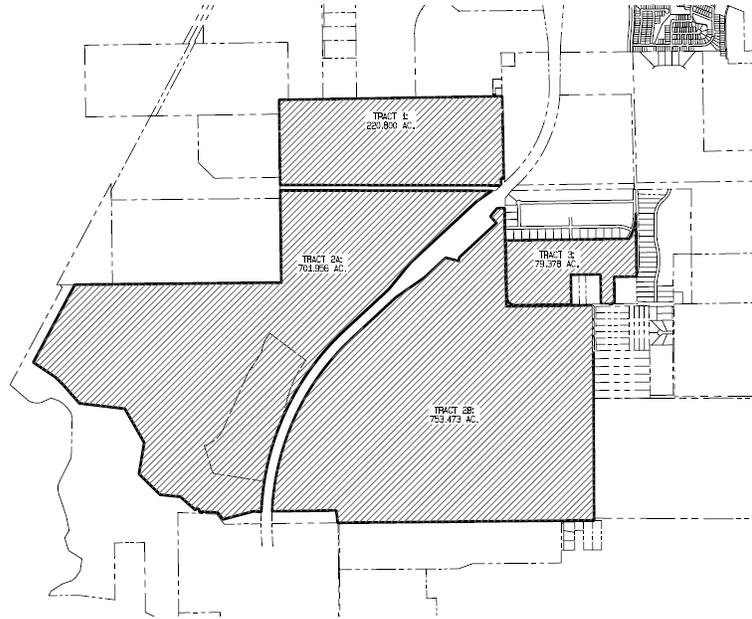
Section II

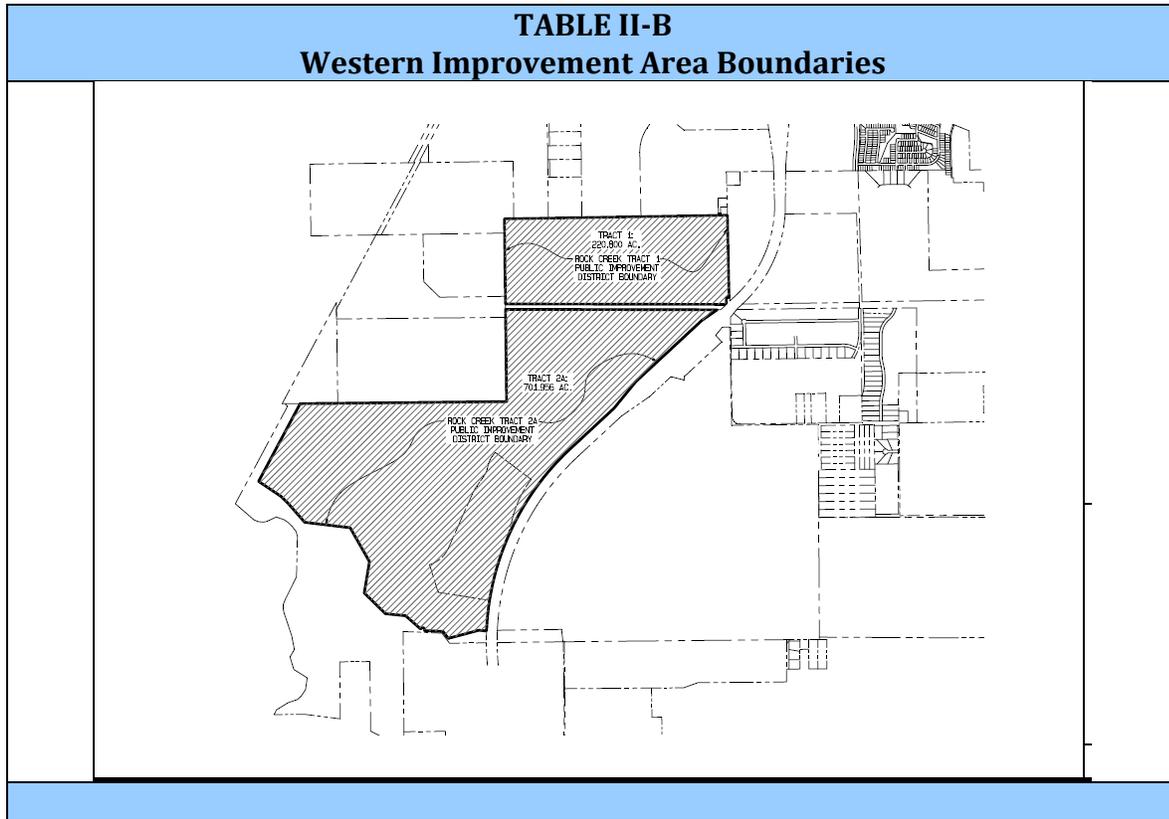
PROPERTY INCLUDED IN THE PID

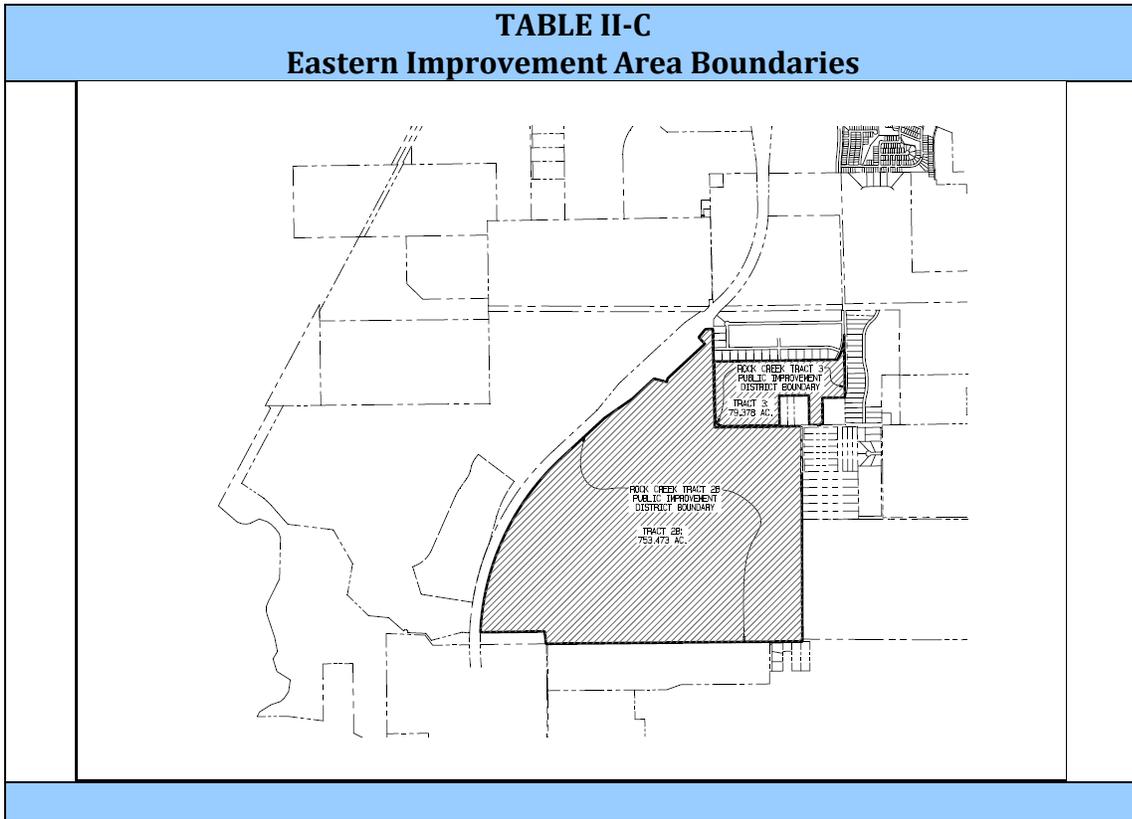
A. Property Included in the PID

1. The PID is comprised of the Property shown in **Table II-A**, which is legally described in **Appendix B**. The PID, encompassing approximately 1,756 acres, is located entirely within the corporate limits of the City. It is anticipated that the Property will be developed to include approximately 4,917 single family residential homes, approximately 2,520 multi-family residential units, approximately 3,780,000 square feet of commercial space and approximately 960,000 square feet planned as a public university.
2. The Western Improvement Area, encompassing approximately 923 acres, of which approximately 749 net acres will be available for development, is depicted on **Table II-B** and will include approximately 2,079 single family residential homes, approximately 2,520 multi-family residential units, and approximately 1,275,000 square feet of commercial space. The Western Improvement Area includes the University Property, which will include approximately 960,000 square feet planned as the Tarleton State University – Fort Worth campus. No improvements benefitting the University Property will be financed by Special Assessments in the PID.
3. The Eastern Improvement Area, encompassing approximately 833 acres, of which approximately 795 net acres will be available for development, is depicted on **Table II-C** and will include approximately 2,838 single family residential homes and approximately 2,505,000 square feet of commercial space.

TABLE II-A
Public Improvement District Boundaries







Section III

DESCRIPTION OF THE AUTHORIZED IMPROVEMENTS

A. Authorized Improvement Overview

1. Section 372.003 of the PID Act identifies the improvements that a City may choose to undertake with the establishment of a PID. The Authorized Improvements identified in the PID Act include:
 - a) landscaping;
 - b) erection of fountains, distinctive lighting, and signs;
 - c) acquiring, constructing, improving, widening, narrowing, closing, or rerouting of sidewalks or of streets, any other roadways, or their rights-of way;
 - d) construction or improvement of pedestrian malls;
 - e) acquisition and installment of pieces of art;
 - f) acquisition, construction or improvement of libraries;
 - g) acquisition, construction or improvement of off-street parking facilities;
 - h) acquisition, construction, improvement or rerouting of mass transportation facilities;
 - i) acquisition, construction, or improvement of water, wastewater, or drainage facilities or improvements;
 - j) the establishment or improvement of parks;
 - k) projects similar to those listed in Subdivisions (i)-(x)
 - l) acquisition, by purchase or otherwise, of real property in connection with an authorized improvement;
 - m) special supplemental services for improvement and promotion of the district, including services relating to advertising, promotion, health and sanitation, water and wastewater, public safety, security, business recruitment, development, recreation and cultural enhancement;
 - n) payment of expenses incurred in the establishment, administration and operation of the district; and
 - o) the development, rehabilitation, or expansion of affordable housing.
2. The City has determined to undertake the Authorized Improvements described in **Section III.B**. Any change to the Authorized Improvements will require the approval of the City.

Section III: Description of Authorized Improvements

B. Descriptions and Costs of the Authorized Improvements

1. The Authorized Improvements are described below and depicted in **Appendix C. Table III-A** shows the Actual Costs of the Authorized Improvements which are being funded by Special Assessments levied against Assessed Property in the PID. **Table III-A** also shows the actual costs of the University Improvements and the Non-PID Related Improvements, which are not being funded by the PID. The costs shown in **Table III-A** may be revised in Annual Service Plan Updates.
2. The Authorized Improvements confer a special benefit on the Assessed Property within the PID. The Actual Costs of the Authorized Improvements consisting of Major Improvements are to be funded from: (i) the proceeds of PID Bonds, if any, issued in one or more series and secured by the Major Improvement Special Assessments; and (ii) funds contributed by the Developer. The Actual Costs of the Authorized Improvements consisting of Roadway Improvements are to be funded from: (i) the proceeds of PID Bonds, if any, issued in one or more series and secured by the Roadway Improvement Special Assessments to be levied at a future date; (ii) funds contributed by the Owner, and (iii) funds contributed by the City, each as described herein.
3. The Authorized Improvements are described as follows:
 - a. Major Improvements
 - i. *Water Improvements* - The water improvements (“**Water Improvements**”) consist of the construction and installation of waterlines, mains, pipes, valves and appurtenances, necessary for the water distribution system that will service all of the Assessed Property within the PID. The Water Improvements will be constructed according to City standards, determined in the City’s sole discretion. The Actual Costs of the Water Improvements are \$2,759,319. Included within such Actual Costs are estimated Project Management Fees of \$95,420 which will be paid to the Owner on a percentage of completion basis.
 - ii. *Sanitary Sewer Improvements* - The sanitary sewer improvements (“**Sanitary Sewer Improvements**”) consist of construction and installation of pipes, service lines, manholes, encasements and appurtenances necessary to provide sanitary sewer service to all of the Assessed Property within the PID. The Sanitary Sewer Improvements will be constructed according to City standards, determined in the City's sole discretion. The Actual Costs of the Sanitary Sewer Improvements are \$5,724,317. Included within such Actual Costs are estimated Project Management Fees of \$222,039 which will be paid to the Owner on a percentage of completion basis.

Section III: Description of Authorized Improvements

b. Roadway Improvements

- i. *Roadway Improvements* – The roadway improvements (“**Roadway Improvements**”) consist of the construction of paving, storm drainage, retaining walls, signage, and traffic control devices which benefit the Assessed Property within the Western Improvement Area and the acquisition of right of way within the Western Improvement Area. The Roadway Improvements are not being funded by the Major Improvement Bonds, but are anticipated to be funded by the Roadway Improvement Bonds, secured by the Roadway Improvement Special Assessments which will be levied at a future date as discussed in **Section IV A.6**. The Roadway Improvements will be constructed according to City standards, determined in the City's sole discretion. The Actual Costs of the Roadway Improvements are \$6,102,698. Included within such Actual Costs are estimated Project Management Fees of \$90,956 which will be paid to the Owner on a percentage of completion basis.

Table III-A Rock Creek Ranch Cost of Authorized Improvements Costs of Non-PID Related Improvements				
Description	Non-PID Related Improvements (a)			Total Costs of Improvements (b)
	Actual Costs of Authorized Improvements (a)	Non-PID Related Improvements	University Improvements	
<i>Major Improvements</i>				
Water	\$ 2,759,319	\$ -	\$ 155,045	\$ 2,914,364
Sanitary Sewer	\$ 5,724,317	825,088 (c)	331,239	6,880,644
Total Major Improvements	8,483,636	825,088	486,284	9,795,008
<i>Roadway Improvements</i>				
Roadway (d)	\$ 6,102,698	1,686,764	679,720	8,469,182
Total Authorized Improvements	\$ 14,586,334	\$ 2,511,852	\$ 1,166,004	\$ 18,264,190

(a) The Actual Costs of the Authorized Improvements will be funded by the PID and the costs of the Non-PID Related Improvements will not be funded by the PID.

(b) Costs provided by Goodwin & Marshall, Inc. and include project management, soft costs and contingency allocations. The figures shown in Table III-A will be revised in Annual Service Plan Updates.

(c) Sanitary Sewer costs include Non-PID Related Improvements consisting of oversized costs to be paid for by City and that are not required to service the PID property.

(d) Roadway Improvements are estimates and the Actual Costs will be determined at the time Assessments are levied in the future. The Total Roadway Improvements, excluding the acquisition of right of way and the Non-PID Related Improvements but including Roadway Authorized Improvements and the University Roadway Improvements, will be funded equally by the Owner and the City. The City is expected to fund its portion of the Roadway Improvements through the issuance of bonds, notes or other obligations to be issued concurrently with the proposed Roadway Improvements PID Bonds. The Non-PID Related Roadway Improvements will be funded equally by the City and the owner/developer of Chisholm Trail Ranch. The Roadway Improvements also include \$350,000 for the acquisition of right of way that will be funded by the Owner and which will be allocated between the PID and the University Property based on the total acreage of the University Property within the Western Improvement Area.

Section III: Description of Authorized Improvements

4. The Non-PID Related Improvements will consist of the following:
 - a. Sanitary Sewer Improvements:
 - i. The Non-PID Related Improvements associated with the Sanitary Sewer Improvements consist of oversizing additions to the system in order to accommodate future growth in adjacent areas. The Non-PID Related Improvements associated with the Sanitary Sewer Improvements are not required to service the PID property.
 - ii. The Non-PID Related Improvements associated with the Sanitary Sewer Improvements in the amount of \$825,088 will be funded 100% by the City concurrent with the Actual Costs for the Sanitary Sewer Improvements being funded by the Owner and the PID through the City Facilities Agreement to be executed separate and apart from this SAP.
 - b. Roadway Improvements
 - i. The Non-PID Related Improvements associated with the Roadway Improvements consist of an extension of Brewer Road to serve property not located within the PID. The Non-PID Related Improvements serve property not located within the PID and do not provide a special benefit to the Assessed Property within the PID; however, the Non-PID Related Improvements are integral to the overall development of the Property within the PID.
 - ii. As set forth in the Memorandum of Understanding, the Non-PID Related Improvements associated with the Roadway Improvements are anticipated to be funded equally by the City and the owners of Chisolm Trail Ranch, an adjoining development being developed by an affiliate of the Owner, prior to or concurrently with the issuance of Roadway Improvements PID Bonds.

Section IV

ASSESSMENT PLAN

A. Introduction

1. The PID Act requires the City Council to apportion the cost of the Authorized Improvements based on the special benefits conferred to each Parcel from the Authorized Improvements. The PID Act provides that the Actual Costs may be assessed: (i) equally per front foot or square foot; (ii) according to the value of the property as determined by the governing body, with or without regard to improvements on the property; or (iii) in any other manner that results in imposing equal shares of the cost on property similarly benefited. The PID Act further provides that the City Council may establish the methods of assessing the special benefits for various classes of improvements.
2. Certain improvements related to the Authorized Improvements are being constructed on the University Property. In addition, certain improvements related to the Authorized Improvements are being constructed elsewhere in the PID which serve the University Property. These improvements constructed on or otherwise serving the University Property are referred to herein as the “University Improvements.” The costs of the University Improvements will be funded directly by the Owner. No University Improvements will be financed by Special Assessments nor will any Special Assessments be levied in the future for the purpose of reimbursing the Owner for the costs of such improvements. **The University Improvements are being paid from sources other than Special Assessments in the PID and, therefore, the University Property shall be treated as Non-Benefitted Property.** The actual costs of the University Improvements related to the PID’s Water Improvements and Sanitary Sewer Improvements have been determined on the basis of the estimated usage, as determined by the Project Engineer, of all Authorized Improvements in the District consisting of Water Improvements and Sanitary Sewer Improvements applicable to the University Property. The actual costs of the University Improvements related to the Western Improvement Area’s Roadway Improvements has been determined on the basis of the University Property’s pro-rata share of the total acreage of the Western Improvement Area. **Table IV-A** describes the costs of the University Improvements.

Table IV-A Non-Benefitted Area Costs of University Improvements (not to be financed by or through the PID)								
University Improvements	Total Costs (a)	City of Fort Worth Non-PID Related Improvements	Chisholm Trail Ranch Non-PID Related Improvements	Total Non-PID Related Improvements	Total Costs - Project	University Improvements	Authorized Improvements	University Share % (c)
<i>Major Improvements</i>								
Water	\$ 2,914,364	\$ -	\$ -	\$ -	\$ 2,914,364	\$ 155,045	\$ 2,759,319	5.3%
Sanitary Sewer	6,880,644	825,088	-	825,088	6,055,556	331,239	5,724,317	5.5%
<i>Total Major Improvements</i>	\$ 9,795,008	\$ 825,088	\$ -	\$ 825,088	\$ 8,969,919	\$ 486,284	\$ 8,483,636	
<i>Roadway Improvements</i>								
Roadway (b)	8,469,182	843,382	843,382	1,686,764	6,782,418	679,720	6,102,698	10.0%
Total University Improvements	\$ 18,264,190	\$ 1,668,470	\$ 843,382	\$ 2,511,852	\$ 15,752,337	\$ 1,166,004	\$ 14,586,334	

(a) Total Costs include the Actual Costs of Authorized Improvements, the Non-PID Related Improvements and the University Improvements per Table III-A.

(b) Roadway Improvements are estimates.

(c) Percentages for Water and Sanitary Sewer Improvements were determined based on estimated usage, as determined by the Project Engineer, by the University Property and for the Roadway Improvements based on the University Property's pro-rata share of the total Western Improvement Area acreage.

- The Major Improvements benefit the Eastern Improvement Area and the Western Improvement Area, while the Roadway Improvements benefit only the Western Improvement Area. The Actual Costs of the Major Improvements are allocated to the Assessed Property in the District (in both the Eastern Improvement Area and the Western Improvement Area) based on estimated build out value as described in **Section IV.E**, below, which will result in imposing equal shares of cost on properties similar benefitted. The Actual Costs of the Roadway Improvements will be allocated to the Western Improvement Area in the manner set forth in an update to this SAP at the time an Assessment Ordinance levying the Roadway Improvement Special Assessments is adopted by the City Council.
- Table IV-B** details the allocation of costs of the Authorized Improvements to the Western Improvement Area Assessed Property.
- Table IV-C** details the allocation of costs of the Authorized Improvements to the Eastern Improvement Area Assessed Property.
- The adoption of an Assessment Ordinance levying the Roadway Improvement Special Assessments will be deferred until a later date that is agreed upon by the City and the Owners.** At this time, it is expected that the Roadway Improvement Special Assessment will be levied in 2018 but it is subject to change which will be reflected in future Annual Service Plan Updates. **The Memorandum of Understanding summarizes the expected plan of finance for the Roadway Improvements.**

7. This **Section IV** is intended to describe the special benefit conferred upon each Parcel or Lot as a result of the Authorized Improvements, to provide the basis and justification for the determination that this special benefit exceeds the amount of the Special Assessments, and to explain the methodologies by which the City Council allocates and reallocates the special benefit of the Authorized Improvements to Parcels or Lots so that there is an equal share of the Actual Cost being apportioned to Parcels or Lots similarly benefited. The determination by the City Council of the assessment methodology set forth below is the result of the discretionary exercise by the City Council of its legislative authority and governmental powers, consistent with the PID Act, and is conclusive and binding on the Owner and all future owners and developers of any Assessed Property.

B. Special Benefit

1. The Assessed Property must receive a direct and special benefit from the Authorized Improvements, which must be equal to or greater than the amount of the Special Assessments.
2. The Major Improvements are provided for the benefit of the Assessed Properties in the Eastern Improvement Area and Western Improvement Area. The Roadway Improvements will be provided for the benefit of the Assessed Properties in the Western Improvement Area.
3. When the City Council approved this SAP, the Owners owned 100% of the Assessed Property within the PID. The Owners have acknowledged that the Authorized Improvements confer a special benefit on the Assessed Property and consented to the imposition of the Special Assessments to pay for the Actual Costs associated therewith.
4. If the Special Assessment for the Assessed Property prior to subdivision exceeds the sum of the Special Assessments for all newly divided Assessed Properties after such reallocation, the excess amount shall be prepaid as a Mandatory Prepayment as provided under **Section VI.C** herein.
5. The City Council determined that funding all or a portion of the Actual Costs for the Major Improvements through the PID is beneficial to the City and confers a special benefit to the Assessed Property. Such special benefit exceeds or equals the amount of the Special Assessments levied on the Assessed Property. This conclusion is supported by the evidence, information, and testimony provided to the City Council.

C. Allocation of Actual Costs to the Western Improvement Area

Major Improvements

1. The Major Improvements will provide a special benefit to the Western Improvement Area Assessed Property. The Actual Costs of the Major Improvements are, therefore, allocated to the Western Improvement Area Assessed Property, as shown in **Table IV-B**. The Actual Costs detailed in **Table IV-B** are subject to revision through the Annual Service Plan Updates, but may not result in increased Special Assessments except as authorized under this SAP or the PID Act.

Table IV-B Western Improvement Area Actual Costs Allocation						
Authorized Improvements	Total Costs (a)	City of Fort Worth Non-PID Related Improvements	Chisholm Trail Ranch Non-PID Related Improvements	University Improvements	Total Costs - Project	Western Improvement Area Share of Costs
Water	\$ 2,914,364	\$ -	\$ -	\$ 155,045	\$ 2,759,319	\$ 1,296,639
Sanitary Sewer	6,880,644	825,088	-	331,239	5,724,317	2,689,929
Roadway (b)	8,469,182	843,382	843,382	679,720	6,102,698	6,102,698 (d)
Total Authorized Improvements	\$ 18,264,190	\$ 1,668,470	\$ 843,382	\$ 1,166,004	\$ 14,586,334	\$ 10,089,267

(a) See Table III-A for details.

(b) Roadway Improvements are estimates and the Actual Costs will be determined at the time Assessments are levied in the future. The Roadway Authorized Improvements will be funded equally by the Owner and the City except for the acquisition of right of way of \$350,000, which will be funded fully by the Owner.

(c) Percentages for Water and Sanitary Sewer Improvements were determined based on the Western Improvement Area's ratio of the estimated build out value of each Lot or Parcel to the total build out value for all Lots and Parcels and for the Roadway Improvements based on the University Property's pro-rata share of the total Western Improvement Area acreage.

(d) The Roadway Improvements of \$6,102,698 will be funded \$3,216,209 by the City of Fort Worth and \$2,886,489 by the Owner through the PID.

Roadway Improvements (Estimated)

1. The Roadway Improvements will provide a special benefit to the Western Improvement Area Assessed Property. The Actual Costs detailed in **Table IV-B** are subject to revision and may be increased or decreased until the Roadway Improvement Special Assessment is levied pursuant to a future Assessment Ordinance.

D. Allocation of Actual Costs to the Eastern Improvement Area

1. The Authorized Improvements consisting of the Major Improvements will provide a special benefit to the Eastern Improvement Area Assessed Property. The Actual Costs of the Authorized Improvements consisting of the Major Improvements are, therefore, allocated to the Eastern Improvement Area Assessed Property, as shown in **Table IV-C**. The Actual Costs detailed in **Table IV-C** are subject to revision through the Annual Service Plan Updates, but may not result in increased Special Assessments except as authorized under this SAP or the PID Act.

Table IV-C Eastern Improvement Area Actual Costs Allocation						
Authorized Improvements	Total Costs (a)	City of Fort Worth Non-PID Related Improvements	Chisholm Trail Ranch Non-PID Related Improvements	University Improvements	Total Costs - Project	Eastern Improvement Area Share of Costs
Water	\$ 2,914,364	\$ -	\$ -	\$ 155,045	\$ 2,759,319	\$ 1,462,680
Sanitary Sewer	6,880,644	825,088	-	331,239	5,724,317	3,034,388
Roadway (b)	8,469,182	843,382	843,382	679,720	6,102,698	-
Total Authorized Improvements	\$ 18,264,190	\$ 1,668,470	\$ 843,382	\$ 1,166,004	\$ 14,586,334	\$ 4,497,067

(a) See Table III-A for details

(b) Roadway Improvements are estimates and the Actual Costs will be determined at the time Assessments are levied in the future. The Roadway Authorized Improvements will be funded equally by the Owner and the City except for the acquisition of right of way of \$350,000, which will be funded fully by the Owner.

(c) Percentages for Water and Sanitary Sewer Improvements were determined based on the Eastern Improvement Area's ratio of the estimated build out value of each Lot or Parcel to the total build out value for all Lots and Parcels and for the Roadway Improvements based on the University Property's pro-rata share of the total Eastern Improvement Area acreage.

E. Assessment Methodology

1. The City Council may assess all or a portion of the Actual Costs against Assessed Property so long as the special benefit conferred upon the Assessed Property by the Authorized Improvements equals or exceeds the amount of the Special Assessments. All or a portion of the Actual Costs may be assessed using any methodology that results in the imposition of equal shares of the Actual Costs on Assessed Property similarly benefited.
2. Assessment Methodology for Major Improvements

For purposes of this SAP, the City Council has determined that the Actual Costs of the portion of the Major Improvements shall be allocated to the Assessed Property in the Eastern Improvement Area and the Western Improvement Area of the PID by spreading the entire Special Assessment across the Assessed Property within the Eastern Improvement Area and Western Improvement Area based on the ratio of the estimated build out value of each Land Use therein to the total build out value for all Land Uses. The assessment methodology described in this **Section IV.E.2** for the Major Improvement Special Assessment is summarized in **Table IV-D** and for the Major Improvement and Roadway Special Assessments, assuming the planned issuance of the Roadway Improvements PID Bonds, is summarized in **Table IV-E**. **Table IV-D** also summarizes for each Land Use of Assessed Property within the Western Improvement Area: (1) the Special Assessment for each Land Use; (2) the Annual Installment for each Land Use; and (3) the annual installment as an equivalent tax rate for each Land Use based on estimated build out value. **Table IV-E** also summarizes for each Land Use of Assessed Property within the Western Improvement Area after the planned issuance of the Roadway Improvements PID Bonds: (1) the Special Assessment for each Land Use; (2) the Annual Installment for each Land Use; and (3) the annual installment as an equivalent tax rate for each Land Use based on estimated build out value.

- a. The City Council has determined that the benefit to the Assessed Property in the Eastern Improvement Area and the Western Improvement Area from the Major Improvements is at least equal to the Major Improvement Special Assessments levied thereon.
 - b. The Major Improvement Special Assessments and the Annual Installments thereof for Assessed Property located in the Western Improvement Area are shown on the Western Improvement Area Assessment Roll attached as **Appendix A-1**. The Major Improvement Special Assessments and Annual Installments thereof for Assessed Property located in the Eastern Improvement Area are shown on the Eastern Improvement Area Assessment Roll attached as **Appendix A-2**. No Special Assessment shall be changed except as authorized by this SAP and the PID Act. **Table IV-D** and **Table IV-F** summarize the allocation of the Major Improvement Special Assessment to the Western Improvement Area Assessed Property at the time the initial Assessment Ordinance relating to the Major Improvements was adopted by the City Council. The information in **Table IV-D** and **Table IV-F** may be modified in a Service Plan Update approved by the City Council, subject to the terms of this SAP, the PID Act, and any other documents associated with the PID. **Table IV-E** and **Table IV-G** summarize the allocation of the Major Improvement and the Roadway Improvements Special Assessments to the Western Improvement Area Assessed Property anticipating the planned issuance of the Roadway Improvements PID Bonds is approved by the City Council. **Table IV-H** and **Table IV-I** summarize the allocation of the Major Improvement Special Assessment to the Eastern Improvement Area Assessed Property at the time the initial Assessment Ordinance relating to the Major Improvements was adopted by the City Council. The information in **Table IV-H** and **Table IV-I** may be modified in a Service Plan Update approved by the City Council, subject to the terms of this SAP, the PID Act, and any other documents associated with the PID.
 - c. **The adoption of an Assessment Ordinance levying the Roadway Improvement Special Assessments will be deferred until a later date that is agreed upon by the City and the Owners.** At this time, it is expected that the Roadway Improvement Special Assessment will be levied in 2018 but it is subject to change which will be reflected in future Service Plan Updates.
3. In the Indenture for the Major Improvement Bonds, the City reserves the right to issue Roadway Improvement Bonds secured by Roadway Improvement Special Assessments levied at a future date to finance the Roadway Improvements. Pursuant to Section 13.2(c) of the Indenture for the Major Improvement Bonds, the issuance of Roadway Improvement Bonds is subject to the following:
 - a. There are no delinquent Major Improvement Special Assessments at the time the Roadway Improvement Bonds are to be issued;
 - b. The City and Walton Development & Management, TX, LLC, an affiliate of the Owner

are each in full compliance with their respective continuing disclosure agreements entered into in connection with the Major Improvement Bonds pursuant to Rule 15c2-12 adopted by the SEC under the Securities Exchange Act of 1934;

- c. **Either (a) the Major Improvements have been completed, or (b) the Project Engineer shall have certified in writing to the City prior to the levy of Roadway Improvement Special Assessments for the Roadway Improvement Bonds, that there are sufficient funds in the form of cash available to complete the Major Improvements; and**
 - d. The City will have determined that there are sufficient funds in the form of cash on hand to fund the construction of all of the planned roadway improvements (other than the Roadway Improvement described herein to be financed by the Roadway Improvement Bonds) as contemplated by the Memorandum of Understanding.
4. Allocations between Land Use may be updated in an Annual Service Plan Update until the initial Owner of the Assessed Property sells any portion of the Assessed Property to an unaffiliated third party, excluding the University, which will then trigger the determination of and approval of the Maximum Special Assessment per Unit within each Land Use category. The Owner has agreed with the City, in the PID Reimbursement Agreement, to provide notice of its intent to enter into a contract for sale an unaffiliated third party, excluding the University.

**Table IV-D
Western Improvement Area
Major Improvements Special Assessment Allocation**

Land Use	Units/SF	Net Developable Acres	Estimated Raw Land Value per Developable Acre	Estimated Improved Land Value per Unit	Estimated Build Out Value per Unit	Estimated Raw Land Value	Estimated Improved Land Value	Estimated Build Out Value	% Allocation of Total Special Assessment	Total Special Assessment	Average Annual Installment	Special Assessment Per Unit/SF (a)	Average Annual Installment Per Unit/SF	Equivalent Tax Rate (per \$100/AV) - Raw Land Value	Equivalent Tax Rate (per \$100/AV) - Improved Land Value	Average Equivalent Tax Rate (per \$100/AV) - Build Out Value (b)
SF Residential	2,079	502	\$ 23,685	\$ 65,000	\$ 300,000	\$ 11,899,581	\$ 135,135,000	\$ 623,700,000	52.0%	\$ 3,423,327	\$ 378,312	\$ 1,646.62	\$ 181.97	\$ 3.18	\$ 0.28	\$ 0.06
Multifamily	2,520	117	23,685	8,000	127,100	2,764,283	20,160,000	320,292,000	26.7%	1,757,999	194,276	697.62	77.09	7.03	0.96	0.06
Commercial	1,274,130	130	23,685	8.00	200.00	3,080,201	10,193,040	254,826,000	21.3%	1,398,674	154,567	1.10	0.12	5.02	1.52	0.06
Total		749				\$ 17,744,065	\$ 165,488,040	\$ 1,198,818,000	100.0%	\$ 6,580,000	\$ 727,155			\$ 4.10	\$ 0.44	\$ 0.06

(a) The Special Assessment per Unit will be updated to reflect the Maximum Special Assessment per Unit when determined in accordance with Section IV.E. Until such time, the number of units and the assessment per unit in this Table is subject to change with each Annual Service Plan Update.

Note: Estimates based on information available as of 6/17/17. Although the actual unit counts and estimated unimproved land value may vary from the estimates shown above, the initial Special Assessment allocation for each Land Use will not change unless modified in a Service Plan Update approved by the City Council, subject to the terms of this SAP, the PID Act, and any other documents associated with the PID Bonds. The above estimate assumes an average 6.5% interest rate and a 20 year term for the PID Bonds and annual administrative expense of \$45,000 increasing at 2.0% per year. Allocations between Land Use may be updated in an Annual Service Plan Update until the initial Owner of the Assessed Property sells any portion of the Assessed Property to an unaffiliated third party, excluding the University, which will then trigger approval of the Maximum Special Assessment per Unit within each Land Use category.

**Table IV-E
Western Improvement Area
Major Improvements & Roadway Improvements Special Assessment Allocation**

Land Use	Units/SF	Net Developable Acres	Estimated Raw Land Value per Developable Acre	Estimated Improved Land Value per Unit	Estimated Build Out Value per Unit	Estimated Raw Land Value	Estimated Improved Land Value	Estimated Build Out Value	% Allocation of Total Special Assessment	Total Special Assessment	Average Annual Installment	Special Assessment Per Unit/SF (a)	Average Annual Installment Per Unit/SF	Equivalent Tax Rate (per \$100/AV) - Raw Land Value	Equivalent Tax Rate (per \$100/AV) - Improved Land Value	Average Equivalent Tax Rate (per \$100/AV) - Build Out Value (b)
SF Residential	2,079	502	\$ 23,685	\$ 65,000	\$ 300,000	\$ 11,899,581	\$ 135,135,000	\$ 623,700,000	52.0%	\$ 5,663,057	\$ 594,080	\$ 2,723.93	\$ 285.75	\$ 4.99	\$ 0.44	\$ 0.10
Multifamily	2,520	117	23,685	8,000	127,100	2,764,283	20,160,000	320,292,000	26.7%	2,908,180	305,081	1,154.04	121.06	11.04	1.51	0.10
Commercial	1,274,130	130	23,685	8.00	200.00	3,080,201	10,193,040	254,826,000	21.3%	2,313,763	242,724	1.82	0.19	7.88	2.38	0.10
Total		749				\$ 17,744,065	\$ 165,488,040	\$ 1,198,818,000	100.0%	\$ 10,885,000	\$ 1,141,886			\$ 6.44	\$ 0.69	\$ 0.10

(a) The Special Assessment per Unit will be updated to reflect the Maximum Special Assessment per Unit when determined in accordance with Section IV.E. Until such time, the number of units and the assessment per unit in this Table is subject to change with each Annual Service Plan Update.

Note: Estimates based on information available as of 6/17/17. Although the actual unit counts and estimated unimproved land value may vary from the estimates shown above, the initial assessment allocation for each and Use will not change unless modified in a Service Plan Update approved by the City Council, subject to the terms of this SAP, the PID Act, and any other documents associated with the PID Bonds. The above estimate assumes an average 6.5% interest rate and a 20 year term for the Major Improvement PID Bonds, an average 6.5% interest rate and a 19 year term for the Roadway Improvements PID Bonds, and annual administrative expense of \$45,000 increasing at 2.0% per year. Estimates assume the issuance of Roadway Improvement PID Bonds by the City one year after the Major Improvements PID Bonds are issued. Allocations between Land Use may be updated in an Annual Service Plan Update until the initial Owner of the Assessed Property sells any portion of the Assessed Property to an unaffiliated third party, excluding the University, which will then trigger approval of the Maximum Assessment per Unit within each Land Use category.

**Table IV-F
Western Improvement Area
Major Improvements Estimated Value to Special Assessment Ratios**

Land Use	Units/SF	Net Developable Acres	Estimated Raw Land Value per Developable Acre	Estimated Improved Land Value per Unit	Estimated Build Out Value per Unit	Estimated Raw Land Value	Estimated Improved Land Value	Estimated Build Out Value	% Allocation of Total Special Assessment	Total Special Assessment	Average Annual Installment	Special Assessment Per Unit/SF (a)	Average Annual Installment Per Unit/SF	Raw Land to Assessment Leverage	Improved Land to Assessment Leverage	Build Out Value to Assessment Leverage
SF Residential	2,079	502	\$ 23,685	\$ 65,000	\$ 300,000	\$ 11,899,581	\$ 135,135,000	\$ 623,700,000	52.0%	\$ 3,423,327	\$ 378,312	\$ 1,646.62	\$ 181.97	3.48	39.47	182.19
Multifamily	2,520	117	23,685	8,000	127,100	2,764,283	20,160,000	320,292,000	26.7%	1,757,999	194,276	697.62	77.09	1.57	11.47	182.19
Commercial	1,274,130	130	23,685	8.00	200.00	3,080,201	10,193,040	254,826,000	21.3%	1,398,674	154,567	1.10	0.12	2.20	7.29	182.19
Total		749				\$ 17,744,065	\$ 165,501,040	\$ 1,198,818,000	100.0%	\$ 6,580,000	\$ 727,155	-	-	2.70	25.15	182.19

(a) The Special Assessment per Unit will be updated to reflect the Maximum Special Assessment per Unit when determined in accordance with Section IV.E. Until such time, the number of units and the assessment per unit in this Table is subject to change with each Annual Service Plan Update.

Note: Estimates based on information available as of 6/17/17. Although the actual unit counts and estimated unimproved land value may vary from the estimates shown above, the initial Special Assessment allocation for each Land Use will not change unless modified in a Service Plan Update approved by the City Council, subject to the terms of this SAP, the PID Act, and any other documents associated with the PID Bonds. The above estimate assumes an average 6.5% interest rate and a 20 year term for the PID Bonds and annual administrative expense of \$45,000 increasing at 2.0% per year. Allocations between Land Use may be updated in an Annual Service Plan Update until the initial Owner of the Assessed Property sells any portion of the Assessed Property to an unaffiliated third party, excluding the University, which will then trigger approval of the Maximum Special Assessment per Unit within each Land Use category.

**Table IV-G
Western Improvement Area
Major Improvements & Roadway Improvements Estimated Value to Special Assessment Ratios**

Land Use	Units/SF	Net Developable Acres	Estimated Raw Land Value per Developable Acre	Estimated Improved Land Value per Unit	Estimated Build Out Value per Unit	Estimated Raw Land Value	Estimated Improved Land Value	Estimated Build Out Value	% Allocation of Total Special Assessment	Total Special Assessment	Average Annual Installment	Special Assessment Per Unit/SF (a)	Average Annual Installment Per Unit/SF	Raw Land to Assessment Leverage	Improved Land to Assessment Leverage	Build Out Value to Assessment Leverage
SF Residential	2,079	502	\$ 23,685	\$ 65,000	\$ 300,000	\$ 11,899,581	\$ 135,135,000	\$ 623,700,000	52.0%	\$ 5,663,057	\$ 594,080	\$ 2,723.93	\$ 285.75	2.10	23.86	110.13
Multifamily	2,520	117	23,685	8,000	127,100	2,764,283	20,160,000	320,292,000	26.7%	2,908,180	305,081	1,154.04	121.06	0.95	6.93	110.13
Commercial	1,274,130	130	23,685	8.00	200.00	3,080,201	10,193,040	254,826,000	21.3%	2,313,763	242,724	1.82	0.19	1.33	4.41	110.13
Total		749				\$ 17,744,065	\$ 165,501,040	\$ 1,198,818,000	100.0%	\$ 10,885,000	\$ 1,141,886			1.63	15.20	110.13

(a) The Special Assessment per Unit will be updated to reflect the Maximum Special Assessment per Unit when determined in accordance with Section IV.E. Until such time, the number of units and the assessment per unit in this Table is subject to change with each Annual Service Plan Update.

Note: Estimates based on information available as of 6/17/17. Although the actual unit counts and estimated unimproved land value may vary from the estimates shown above, the initial assessment allocation for each and Use will not change unless modified in a Service Plan Update approved by the City Council, subject to the terms of this SAP, the PID Act, and any other documents associated with the PID Bonds. The above estimate assumes an average 6.5% interest rate and a 20 year term for the Major Improvement PID Bonds, an average 6.5% interest rate and a 19 year term for the Roadway Improvements PID Bonds, and annual administrative expense of \$45,000 increasing at 2.0% per year. Estimates assume the issuance of Roadway Improvement PID Bonds by the City one year after the Major Improvements PID Bonds are issued. Allocations between Land Use may be updated in an Annual Service Plan Update until the initial Owner of the Assessed Property sells any portion of the Assessed Property to an unaffiliated third party, excluding the University, which will then trigger approval of the Maximum Assessment per Unit within each Land Use category.

**Table IV-H
Eastern Improvement Area
Major Improvements Special Assessment Allocation**

Land Use	Units/SF	Net Developable Acres	Estimated Raw Land Value per Developable Acre	Estimated Improved Land Value per Unit	Estimated Build Out Value per Unit	Estimated Raw Land Value	Estimated Improved Land Value	Estimated Build Out Value	% Allocation of Total Special Assessment	Total Special Assessment	Average Annual Installment	Special Assessment Per Unit/SF (a)	Average Annual Installment Per Unit/SF	Equivalent Tax Rate (per \$100/AV) - Raw Land Value	Equivalent Tax Rate (per \$100/AV) - Improved Land Value	Average Equivalent Tax Rate (per \$100/AV) - Build Out Value (b)
SF Residential	2,838	587	\$ 23,685	\$ 65,000	\$ 300,000	\$ 13,907,933	\$ 184,483,000	\$ 851,460,000	63.0%	\$ 4,668,423	\$ 511,343	\$ 1,644.85	\$ 180.16	\$ 3.68	\$ 0.28	\$ 0.06
Commercial	2,504,700	208	23,685	8.00	200.00	4,921,269	20,037,600	500,940,000	37.0%	2,746,577	300,839	1.10	0.12	6.11	1.50	0.06
Total		795				\$ 18,829,202	\$ 204,520,600	\$ 1,352,400,000	100.0%	\$ 7,415,000	\$ 812,182			\$ 4.31	\$ 0.40	\$ 0.06

(a) The Special Assessment per Unit will be updated to reflect the Maximum Special Assessment per Unit when determined in accordance with Section IV.E. Until such time, the number of units and the assessment per unit in this Table is subject to change with each Annual Service Plan Update.

Note: Estimates based on information available as of 6/17/17. Although the actual unit counts and estimated unimproved land value may vary from the estimates shown above, the initial Special Assessment allocation for each Land Use will not change unless modified in a Service Plan Update approved by the City Council, subject to the terms of this SAP, the PID Act, and any other documents associated with the PID Bonds. The above estimate assumes an average 6.5% interest rate and a 20 year term for the PID Bonds and annual administrative expense of \$45,000 increasing at 2.0% per year. Allocations between Land Use may be updated in an Annual Service Plan Update until the initial Owner of the Assessed Property sells any portion of the Assessed Property to an unaffiliated third party, excluding the University, which will then trigger approval of the Maximum Special Assessment per Unit within each Land Use category.

**Table IV-I
Eastern Improvement Area
Major Improvements Estimated Value to Assessment Ratios**

Land Use	Units/SF	Net Developable Acres	Estimated Raw Land Value per Developable Acre	Estimated Improved Land Value per Unit	Estimated Build Out Value per Unit	Estimated Raw Land Value	Estimated Improved Land Value	Estimated Build Out Value	% Allocation of Total Special Assessment	Total Special Assessment	Average Annual Installment	Special Assessment Per Unit/SF (a)	Average Annual Installment Per Unit/SF	Raw Land to Assessment Leverage	Improved Land to Assessment Leverage	Build Out Value to Assessment Leverage
SF Residential	2,838	587	\$ 23,685	\$ 65,000	\$ 300,000	\$ 13,907,933	\$ 184,483,000	\$ 851,460,000	63.0%	\$ 4,668,423	\$ 511,343	\$ 1,644.85	\$ 180.16	2.98	39.52	182.39
Commercial	2,504,700	208	23,685	8.00	200.00	4,921,269	20,037,600	500,940,000	37.0%	2,746,577	300,839	1.10	0.12	1.79	7.30	182.39
Total		795				\$ 18,829,202	\$ 204,520,600	\$ 1,352,400,000	100.0%	\$ 7,415,000	\$ 812,182			2.54	27.58	182.39

(a) The Special Assessment per Unit will be updated to reflect the Maximum Special Assessment per Unit when determined in accordance with Section IV.E. Until such time, the number of units and the assessment per unit in this Table is subject to change with each Annual Service Plan Update.

Note: Estimates based on information available as of 6/17/17. Although the actual unit counts and estimated unimproved land value may vary from the estimates shown above, the initial Special Assessment allocation for each Land Use will not change unless modified in a Service Plan Update approved by the City Council, subject to the terms of this SAP, the PID Act, and any other documents associated with the PID Bonds. The above estimate assumes an average 6.5% interest rate and a 20 year term for the PID Bonds and annual administrative expense of \$45,000 increasing at 2.0% per year. Allocations between Land Use may be updated in an Annual Service Plan Update until the initial Owner of the Assessed Property sells any portion of the Assessed Property to an unaffiliated third party, excluding the University, which will then trigger approval of the Maximum Special Assessment per Unit within each Land Use category.

F. Assessment and Annual Installments

The Special Assessments for the PID Bonds will be levied on each Parcel or Lot according to the Eastern Improvement Assessment Roll and the Western Improvement Assessment Roll, as applicable, subject to any revisions made during an Annual Service Plan Update. The Annual Installments for the Major Improvement Bonds will be due no later than January 31 of each year beginning in 2018. The Annual Installments for the Roadway Improvement Bonds are anticipated to be due no later than January 31 of each year beginning in 2019 in the amounts shown on an update to the Western Improvement Area Assessment Roll at the time an Assessment Ordinance levying the Roadway Improvement Special Assessments is adopted by the City Council, subject to any revisions made during an Annual Service Plan Update.

G. Administrative Expenses

The cost of administering the PID and collecting the Annual Installments shall be paid for on a pro rata basis by each Parcel or Lot based on the amount of outstanding Special Assessment remaining on the Parcel or Lot. The Administrative Expenses shall be collected as part of and in the same manner as Annual Installments in the amounts shown on the Assessment Rolls attached hereto as Appendix A-1 and Appendix A-2 which are subject to revision through Annual Service Plan Updates.

H. Delinquency and Prepayment Reserve

The interest rate on Special Assessments may exceed the interest rate on the PID Bonds by the Additional Interest. The Additional Interest shall be collected as part of each Annual Installment. Under the PID Bond Indenture, the Additional Interest shall be deposited into a reserve account and segregated from other funds of the City (the "**Delinquency and Prepayment Reserve Account**") until the balance in the Delinquency and Prepayment Reserve equals a maximum of 5.5% of the outstanding principal balance of the PID Bonds. The Delinquency and Prepayment Reserve shall be used to pay Prepayment Costs or to cover any deficiencies in the funds available to pay debt service on the applicable PID Bonds. If, in a given year, the Delinquency and Prepayment Reserve Account is fully funded, the Additional Interest will be allocated for the additional purposes set forth in the PID Bond Indenture, which purposes include: covering deficiencies in funds available to pay debt service on the applicable PID Bonds, paying costs associated with the prepayment of any PID Bonds, paying the costs of Administrative Expenses, and/or the redemption of any PID Bonds.

Section V

SERVICE PLAN

1. The PID Act requires that a Service Plan (i) cover a period of at least five years, and (ii) define the annual projected costs and indebtedness for the Authorized Improvements undertaken within the PID during the five year period. It is anticipated that it will take approximately 24 months for the Major Improvements to be constructed.
2. The Actual Costs for the Major Improvements plus costs related to the issuance of the Major Improvement Bonds, and payment of expenses incurred in the establishment, administration and operation of the PID are shown in **Table V-A**. It is expected that the PID Bonds will be issued in two separate issues, a Major Improvement Bond issuance and a second Roadway Improvement Bond anticipated to occur in 2018. If, and when, the Roadway Improvement Bonds are issued, the Service Plan will be updated to reflect such additional bonds. The Service Plan shall be reviewed and updated at least annually for purposes of determining the annual budget for Administrative Expenses, updating the Actual Costs of the Authorized Improvements, and updating the Western Improvement Area Assessment Roll shown on **Appendix A-1** and the Eastern Improvement Area Assessment Roll shown on **Appendix A-2**. Any update to this SAP is herein referred to as an “Annual Service Plan Update.”
3. **Table V-A** summarizes the sources and uses of funds required to construct the Major Improvements, establish the PID, and issue the Major Improvement Bonds. The sources and uses of funds shown in **Table V-A** shall be updated each year in the Annual Service Plan Update to reflect any revisions to the Actual Costs and additional PID Bond issues, if any.
4. **Table V-B** summarizes the sources and uses of funds required to construct the Roadway Improvements and issue the planned Roadway Improvement PID Bonds. The sources and uses of funds shown in **Table V-B** shall be updated each year in the Annual Service Plan Update to reflect any revisions to the Actual Costs and additional PID Bond issues, if any.

**Table V-A
Major Improvement Bonds
Sources and Uses of Funds**

	Non-PID Related Improvements			Total
	Major Improvements Bonds	University Improvements	Offsite Sanitary Sewer Improvements	
Sources of Funds				
Gross Bond Amount	\$ 13,995,000	\$ -	\$ -	\$ 13,995,000
City of Fort Worth Contribution	-	-	825,088	825,088
Owner Contribution (a)	5,711	486,284	-	491,994
	\$ 14,000,711	\$ 486,284	\$ 825,088	\$ 15,312,083
Uses of Funds				
Authorized/Offsite Improvements (b)				
Water	2,759,319	155,045	-	\$ 2,914,364
Sanitary Sewer	5,724,317	331,239	825,088	6,880,644
Authorized/Offsite Improvements	\$ 8,483,636	\$ 486,284	\$ 825,088	\$ 9,795,008
Other Fund Deposits:				
Debt Service Reserve Fund (c)	\$ 1,388,550	\$ -	\$ -	\$ 1,388,550
Capitalized Interest (d)	2,729,025	-	-	2,729,025
	\$ 4,117,575	\$ -	\$ -	\$ 4,117,575
Cost of Issuance (e):	\$ 979,650	\$ -	\$ -	\$ 979,650
Underwriter's Costs/Underwriter Counsel (f)	\$ 419,850	\$ -	\$ -	\$ 419,850
	\$ 14,000,711	\$ 486,284	\$ 825,088	\$ 15,312,083

(a) Owners will fund all Authorized Improvements not covered by the PID Bonds or later issuances of the PID Bonds.

(b) See Table III-A, Table IV-A and Table IV-B for details.

(c) The PID Bonds will include a debt service reserve fund calculated in accordance with IRS rules and the Indenture.

(d) The PID Bonds will include approximately 36 months of capitalized interest.

(e) Estimated at 7.0% of the bond amount inclusive of prepayment of a portion of the initial year's Administrative Expenses, subject to change.

(f) The PID Bonds assume a 3% Underwriter's Discount and Underwriter's Counsel Fee for illustration purposes only, subject to change.

Table V-B Proposed Roadway Improvements PID Bonds Sources and Uses of Funds				
	Roadway Improvements Bonds	Non-PID Related Improvements		Total
		Chisholm Trail Ranch Roadway Improvements	University Roadway Improvements	
Sources of Funds				
Gross Bond Amount	\$ 4,305,000	\$ -	\$ -	\$ 4,305,000
City of Fort Worth Contribution	3,216,209	843,382	-	4,059,591
Chisholm Trail Ranch Contribution	-	843,382	-	843,382
Owner Contribution (a)	315	-	679,720	680,035
	\$ 7,521,524	\$ 1,686,764	\$ 679,720	\$ 9,888,008
Uses of Funds				
Authorized/Offsite Improvements (b)				
Roadway Improvements	\$ 6,102,698	\$ 1,686,764	\$ 679,720	\$ 8,469,182
Authorized/Offsite Improvements	\$ 6,102,698	\$ 1,686,764	\$ 679,720	\$ 8,469,182
Other Fund Deposits:				
Debt Service Reserve Fund (c)	\$ 428,675	\$ -	\$ -	\$ 428,675
Capitalized Interest (d)	559,650	-	-	559,650
	\$ 988,325	\$ -	\$ -	\$ 988,325
Cost of Issuance (e):	\$ 301,350	\$ -	\$ -	\$ 301,350
Underwriter's Costs/Underwriter Counsel (f)	\$ 129,150	\$ -	\$ -	\$ 129,150
	\$ 7,521,523	\$ 1,686,764	\$ 679,720	\$ 9,888,007
<p>(a) Owners will fund all Authorized Improvements not funded by the PID Bonds or the City contribution or later issuances of the PID Bonds.</p> <p>(b) See Table III-A, Table IV-A and Table IV-B for details.</p> <p>(c) The PID Bonds will include a debt service reserve fund calculated in accordance with IRS rules.</p> <p>(d) The PID Bonds are expected to include up to 30 months of capitalized interest.</p> <p>(e) Estimated at 7.0% of the bond amount inclusive of prepayment of a portion of the initial year's Administrative Expenses, subject to change.</p> <p>(f) The PID Bonds assume a 3% Underwriter's Discount and Underwriter's Counsel Fee for illustration purposes only, subject to change.</p>				

4. The Annual Installments relating to the Major Improvements for the Western Improvement Area for the first five years after the approval of this SAP for the Major Improvement Bonds are presented in **Table V-C**. If, and when, the Roadway Improvement Bonds are issued, the Service Plan will be updated to reflect the additional bonds. The Annual Installments are subject to revision and shall be updated in the Annual Service Plan Update to reflect any change expected for each year.

Table V-C
Western Improvement Area
Annual Installments - Major Improvements

Period Ending September 30	Principal Payments	Interest Expense	Administrative Expenses	Delinquency & Prepayment		Annual PID Installments
				Reserve	Capitalized Interest	
2018	\$ -	\$ 427,700	\$ 45,000	\$ 32,900	\$ (427,700)	\$ 77,900
2019	\$ -	\$ 427,700	\$ 45,900	\$ 32,900	\$ (427,700)	\$ 78,800
2020	\$ -	\$ 427,700	\$ 46,818	\$ 32,900	\$ (427,700)	\$ 79,718
2021	\$ 225,000	\$ 427,700	\$ 47,754	\$ 32,900	\$ -	\$ 733,354
2022	\$ 235,000	\$ 413,075	\$ 48,709	\$ 31,775	\$ -	\$ 728,559
Total	\$ 460,000	\$ 2,123,875	\$ 234,182	\$ 163,375	\$ (1,283,100)	\$ 1,698,332

Note: The Projected Annual Installments are the expenditures associated with the formation of the PID, the costs of issuance and repayment of the Major Improvement PID Bonds allocated to the Western Improvement Area PID as well as the administration of the PID. The debt service estimates are based on an average 6.5% interest rate and a 20 year term. Administrative expenses are estimated to increase at a rate of 2.0% per year.

Table V-D
Western Improvement Area
Annual Installments - Major Improvements and Roadway Improvements

Period Ending September 30	Principal Payments	Interest Expense	Administrative Expenses	Delinquency & Prepayment		Annual PID Installments
				Reserve	Capitalized Interest	
2019	\$ -	\$ 707,525	\$ 45,900	\$ 54,425	\$ (707,525)	\$ 100,325
2020	\$ -	\$ 707,525	\$ 46,818	\$ 54,425	\$ (707,525)	\$ 101,243
2021	\$ 370,000	\$ 707,525	\$ 47,754	\$ 54,425	\$ -	\$ 1,179,704
2022	\$ 390,000	\$ 683,475	\$ 48,709	\$ 52,575	\$ -	\$ 1,174,759
2023	\$ 420,000	\$ 658,125	\$ 49,684	\$ 50,625	\$ -	\$ 1,178,434
Total	\$ 1,180,000	\$ 3,464,175	\$ 238,865	\$ 266,475	\$ (1,415,050)	\$ 3,734,465

Note: The Projected Annual Installments are the expenditures associated with the formation of the PID, the costs of issuance and repayment of the Major Improvement and Roadway Improvements PID Bonds as well as the administration of the PID. The debt service estimates are based on an average 6.5% interest rate and a 20 year term for the Major Improvement PID Bonds and a 19 year term for the Roadway Improvements PID Bonds. Administrative expenses are estimated to increase at a rate of 2.0% per year.

5. The Annual Installments relating to the Major Improvements for the Eastern Improvement Area for the first five years after the approval of this SAP for the Major Improvement Bonds are presented in **Table V-E**. The Annual Installments are subject to revision and shall be updated in the Annual Service Plan Update to reflect any change expected for each year.

**Table V-E
Eastern Improvement Area
Annual Installments - Major Improvements**

Period Ending September 30	Principal Payments	Interest Expense	Administrative Expenses	Delinquency & Prepayment Reserve	Capitalized Interest	Annual PID Installments
2018	\$ -	\$ 481,975	\$ 45,000	\$ 37,075	\$ (481,975)	\$ 82,075
2019	\$ -	\$ 481,975	\$ 45,900	\$ 37,075	\$ (481,975)	\$ 82,975
2020	\$ -	\$ 481,975	\$ 46,818	\$ 37,075	\$ (481,975)	\$ 83,893
2021	\$ 250,000	\$ 481,975	\$ 47,754	\$ 37,075	\$ -	\$ 816,804
2022	\$ 270,000	\$ 465,725	\$ 48,709	\$ 35,825	\$ -	\$ 820,259
Total	\$ 520,000	\$ 2,393,625	\$ 234,182	\$ 184,125	\$ (1,445,925)	\$ 1,886,007

Note: The Projected Annual Installments are the expenditures associated with the formation of the PID, the costs of issuance and repayment of the Major Improvement PID Bonds allocated to the Eastern Improvement Area as well as the administration of the PID. The debt service estimates are based on an average 6.5% interest rate and a 20 year term. Administrative expenses are estimated to increase at a rate of 2.0% per year.

Section VI

TERMS OF THE SPECIAL ASSESSMENTS

A. Amount of Major Improvement Special Assessments and Annual Installments for Parcels Located Within the Assessed Property

1. The Major Improvement Special Assessments and Annual Installments for the Assessed Property in the Western Improvement Area and the Eastern Improvement Area are shown on the Assessment Roll in Appendix A-1 and Appendix A-2, respectively. The Major Improvement Special Assessments and Annual Installments shall not be changed except as authorized by this SAP and by the PID Act.
2. The Annual Installments of the Major Improvement Assessments shall be collected in an amount sufficient (i) to pay the principal and interest on the Major Improvement Bonds, (ii) to fund the Delinquency and Prepayment Reserve for the Major Improvement Bonds, (iii) to cover the Administrative Expenses for the PID, and (iv) used to pay any costs permitted by the PID Act.

B. Reallocation of Special Assessments for Parcels Located Within Assessed Property

1. Upon Division Prior to Recording of Subdivision Plat
 - a. Upon the division of any Assessed Property (without the recording of subdivision plat), the Administrator shall reallocate the Special Assessment for the Assessed Property prior to the division among the newly divided Assessed Properties per the assessment methodology as presented in **Section IV.E.2**.
 - b. If Lots are not platted in accordance with the approved entitlements, the Special Assessments for each affected Lot will be allocated in an equitable manner.
 - c. The reallocation of an Special Assessment for Assessed Property that is a homestead under Texas law may not exceed the Special Assessment prior to the increase or reallocation. Any reallocation pursuant to this section shall be reflected in a Service and Assessment Plan Update approved by the City Council. The reallocation herein shall be considered an administrative action that will not require the City Council to issue notice and hold a public hearing.
 - d. The sum of the Special Assessments for all newly divided Assessed Properties shall equal the Special Assessment for the Assessed Property prior to subdivision. The calculation shall be made separately for each newly divided Assessed Property. Any reallocation pursuant to this section shall be reflected in an update to this SAP approved by the City Council.

2. Upon Subdivision by a Recorded Subdivision Plat

- a. Once a Lot or a Parcel has an Special Assessment applied to it, as shown in **Table IV-D** and **Table IV-H**, and is then subdivided again, such newly subdivided Lots or Parcels will be the Special Assessment of the applicable Land Use as set forth in **Table IV-D** and **Table IV-H**. In no event will the new subdivision cause the sum of the Special Assessments for the newly subdivided Land Uses to be greater than the Special Assessment for the undivided Land Use prior to its subdivision or greater than the Maximum Special Assessment per Unit.
- b. The allocation method used above is to insure there will not be an increase in the Special Assessment for each specific Lot or Parcel. If Lots or Parcels are not platted in accordance with the approved entitlements, the Special Assessments for each affected Lot or Parcel will be allocated in an equitable manner.

3. Upon Consolidation

Upon the consolidation of two or more Assessed Properties, the Special Assessment for the consolidated Assessed Property shall be the sum of the Special Assessments for the Assessed Properties prior to consolidation. The reallocation of an Special Assessment for an Assessed Property that is a homestead under Texas law may not exceed the Special Assessment for such Assessed Property prior to the reallocation. Any reallocation pursuant to this section shall be calculated by the Administrator and reflected in an update to this SAP approved by the City Council. The consolidation of any Assessed Property as described herein shall be considered an administrative action and will not require any notice or public hearing (as defined in the PID Act) by the City Council.

4. Upon Transfer between Parcels with Different Uses

- a. Should an owner of an Assessed Property choose to transfer the intended land use between all or a portion of one or more Parcels or Lots, in no event will the transfer cause the sum of the Special Assessments for the affected Parcels or Lots to be greater than the Special Assessment for those Parcels or Lots prior to the transfer of use.
- b. If uses are transferred among Parcels or Lots, the Special Assessments for each affected Parcel or Lot will be allocated in an equitable manner.

C. Mandatory Prepayment of Special Assessments

If Assessed Property or a portion thereof is transferred to a party that is exempt from the payment of the Special Assessment under applicable law, or if an owner causes a Parcel or portion thereof to become Non-Benefited Property, the owner of such Parcel or portion thereof shall pay to the City the full amount of the Special Assessment, plus all Prepayment Costs, for such Parcel or portion thereof prior to any such transfer or act (a “**Mandatory Prepayment**”). Should a Mandatory Prepayment of Special Assessments occur, the owner of such Parcel or portion thereof shall notify the City and the Administrator no later than thirty (30) days after the date of the payment of the Mandatory Prepayment. The sum of the Special Assessments for all newly-divided Assessed Properties shall equal the Special Assessments for the Assessed Property prior to subdivision. If the Special Assessment for the Assessed Property prior to subdivision exceeds the sum of the Special Assessments for all newly divided Assessed Properties after such reallocation, the Parcel owner shall pay the Special Assessment in excess of the Maximum Special Assessment per Unit amount as a Mandatory Prepayment.

D. Reduction of Special Assessments

1. If after all Authorized Improvements to be funded with PID Bonds have been completed and the Actual Costs for the Authorized Improvements are less than the Actual Costs used to calculate the Special Assessments securing such PID Bonds, resulting in excess PID Bond proceeds, then the City may, at its discretion and in accordance with the Indenture related to such series of PID Bonds, reduce the Special Assessment securing the series of PID Bonds for each Assessed Property pro rata such that the sum of the resulting reduced Special Assessments for all Assessed Properties equals the reduced Actual Costs and such excess PID Bond proceeds shall be applied to redeem PID Bonds of such series. The Special Assessments shall not be reduced to an amount less than the principal amount of the related outstanding series of PID Bonds.
2. Similarly, if any of the Authorized Improvements to be funded with a series of PID Bonds are not undertaken resulting in excess PID Bond proceeds then the City may, at its discretion and in accordance with the Indenture related to such series of PID Bonds, reduce the Special Assessment securing the PID Bonds for each Assessed Property pro-rata to reflect only the Actual Costs that were expended and apply such excess PID Bond proceeds as described in the paragraph immediately above. The Special Assessments shall not be reduced to an amount less than the principal amount of the related outstanding series of PID Bonds.

E. Payment of Special Assessments

1. Payment in Full

- a. The Special Assessment for any Parcel or Lot may be paid in full at any time in accordance with the PID Act. The payment shall include all Prepayment Costs, if any. If prepayment in full will result in redemption of PID Bonds, the payment amount shall be reduced by the applicable portion of the proceeds from a debt service reserve fund applied to the redemption pursuant to the Indenture, net of any other costs applicable to the redemption of PID Bonds.
- b. If an Annual Installment has been billed prior to payment in full of a Special Assessment, the Annual Installment shall be due and payable and shall be credited against the payment in full amount upon payment.
- c. Upon payment in full of an Special Assessment and all Prepayment Costs, the City shall deposit the payment in accordance with the related Indenture; whereupon, the Special Assessment for the Parcel or Lot shall be reduced to zero, and the Parcel or Lot owner's obligation to pay the Special Assessment and Annual Installments thereof shall automatically terminate. The City shall provide the owner of the affected Assessed Property a recordable "Notice of PID Special Assessment Termination."

2. Partial Payment

- a. At the option of a Parcel or Lot owner, the Special Assessment on any Parcel or Lot may be paid in part in an amount equal to the amount of prepaid Special Assessments plus Prepayment Costs, if any, with respect thereto. Upon the payment of such amount for a Parcel or Lot, the Special Assessment for the Parcel or Lot shall be reduced by the amount of such partial payment in a manner conforming to the provisions of the Indenture, the Special Assessment Roll shall be updated to reflect such partial payment, and the obligation to pay the Annual Installment for such Parcel or Lot shall be reduced to the extent the partial payment is made. For any Partial Payment made, the amount which is paid may be adjusted if required by the terms of the Indenture to conform with the denomination of any individual bond.

3. Payment of Annual Installments

- a. If a Special Assessment is not paid in full, the PID Act authorizes the City to collect interest and collection costs on the outstanding Special Assessment. An Special Assessment for a Parcel or Lot that is not paid in full will be collected in Annual Installments each year in the amounts shown in the Special Assessment Roll, which includes interest on the outstanding Special Assessment and Administrative Expenses. The interest on the Special Assessments or Annual Installments thereof, includes the interest generated from the Additional Interest Rate as described in **Section IV.H**.

- b. The Annual Installments as listed on the Assessment Roll have been calculated assuming a weighted average interest rate on the PID Bonds of 6.5%. The principal amounts of Annual Installments may not exceed the amounts shown on the Assessment Roll except pursuant to any amendment or update to this SAP. The interest on the Special Assessments or Annual Installments thereof, includes the interest generated from the Additional Interest Rate as described in **Section IV.H**.
- c. The Annual Installments shall be reduced to equal the actual costs of repaying the related series of PID Bonds plus the interest generated from the Additional Interest Rate and actual Administrative Expenses (as provided for in the definition of such term), taking into consideration any other available funds for these costs, such as interest income on account balances.
- d. The City reserves and shall have the right and option to refund PID Bonds in accordance with Section 372.027 of the PID Act and the Indenture related to such PID Bonds. In the event of issuance of refunding bonds, the Administrator shall recalculate the Annual Installments, and if necessary, may adjust, or decrease, the amount of the Annual Installment so that total Annual Installments of Special Assessments will be produced in annual amounts that are required to pay the debt service on the refunding bonds when due and payable as required by and established in the ordinance and/or the indenture authorizing and securing the refunding bonds plus interest generated from the Additional Interest Rate, and such refunding bonds shall constitute "PID Bonds" for purposes of this SAP.

F. Collection of Annual Installments

- 1. The Administrator shall, no less frequently than annually, prepare and submit to the City Council for its approval, an Annual Service Plan Update to allow for the billing and collection of Annual Installments. Each Annual Service Plan Update shall include an updated Assessment Roll and a calculation of the Annual Installment for each Assessed Property. Administrative Expenses shall be allocated among Assessed Properties in proportion to the amount of the Annual Installments for the Assessed Property. Each Annual Installment shall be reduced by any credits applied under the applicable Indenture, such as capitalized interest, interest earnings on any account balances, and any other funds available to the Trustee for such purpose, and existing deposits for a Delinquency and Prepayment Reserve. Annual Installments may be collected by the City (or such entity to whom the City directs) in the same manner and at the same time as ad valorem taxes. Annual Installments shall be subject to the penalties, procedures, and foreclosure sale in case of delinquencies as set forth in the PID Act. The City Council may provide for other means of collecting the Annual Installments to the extent permitted under the PID Act. The Special Assessments shall have lien priority as specified in the PID Act.

2. Any sale of Assessed Property for nonpayment of the delinquent Annual Installments shall be subject to the lien established for the remaining unpaid Special Assessment against such Assessed Property and such Assessed Property may again be sold at a judicial foreclosure sale if the purchaser thereof fails to make timely payment of the non-delinquent Annual Installments against such Assessed Property as they become due and payable.
3. Each Annual Installment, including the interest on the unpaid amount of an Special Assessment, shall be updated annually. Each Annual Installment together with interest thereon shall be delinquent if not paid on or before January 31 of the following year. The initial Annual Installments for the Major Improvement Special Assessments will be due when billed, and will be delinquent if not paid on or before January 31, 2018.

G. Surplus Funds Remaining in the PID Bond Account

1. If proceeds from a series PID Bonds still remain after all of the Authorized Improvements to be funded with such PID Bonds are constructed and accepted by the City, the proceeds may be utilized in accordance with **Section VI.D** of this SAP.

Section VII

ASSESSMENT ROLL

A. Assessment Roll

1. The City Council has evaluated each Parcel (based on numerous factors such as the applicable zoning for the developable area, the Public Property, the types of Authorized Improvements, and other development factors deemed relevant by the City Council) to determine the amount of Assessed Property within the Parcel.
2. The Western Improvement Area Assessed Property will be assessed for the special benefits conferred upon the Assessed Property by the Major Improvements. **Table VII-A** summarizes the \$6,580,468 in special benefit received by Assessed Property from the Major Improvements, a portion of the costs that relate to the establishment, administration and operation of the PID, and the Major Improvement Bonds issuance costs. The par amount of the Major Improvement Bonds allocated to the Western Improvement Area is \$6,580,000 which is less than the benefit received by the Assessed Property within the Western Improvement Area from the Major Improvements.
3. The Special Assessment for each Parcel of Assessed Property within the Western Improvement Area is calculated based on the allocation methodologies described in **Section IV-D.2**. The Western Improvement Area Assessment Roll is attached hereto as **Appendix A-1**.

Table VII-A Western Improvement Area Major Improvements Special Benefit Summary	
Special Benefit	Total Cost
Total Authorized Improvements	\$ 3,986,568
<i>PID Formation/Bond Cost of Issuance</i>	
Debt Service Reserve Fund	\$ 652,800
Capitalized Interest	\$ 1,283,100
Underwriter's Discount/Underwriter Counsel	\$ 197,400
Cost of Issuance	\$ 460,600
PID Formation/Bond Cost of Issuance	\$ 2,593,900
Total Special Benefit	\$ 6,580,468
<i>Special Benefit</i>	
Total Special Benefit	\$ 6,580,468
Projected PID Special Assessment	\$ 6,580,000
Excess Benefit	\$ 468

4. The Western Improvement Area Assessed Property will be assessed for the special benefits conferred upon the Assessed Property by the Roadway Improvements. **Table VII-B** summarizes the \$7,521,523 in special benefit received by Assessed Property from the Roadway Improvements, a portion of the costs of relating to the establishment, administration and operation of the PID, and the Roadway Improvements PID Bonds issuance costs. The par amount of the Roadway Improvement Bonds allocated to the Western Improvement Area is expected to be \$4,305,000 which is less than the benefit received by the Assessed Property within the Western Improvement Area from the Roadway Improvements.
5. The Special Assessment for each Parcel of Assessed Property within the Western Improvement Area is calculated based on the allocation methodologies described in **Section IV-D.2**. The Western Improvement Area Assessment Roll is attached hereto as **Appendix A-1**.

Table VII-B Western Improvement Area Roadway Improvements Special Benefit Summary	
Special Benefit	Total Cost
Total Authorized Improvements	\$ 6,102,698
<i>PID Formation/Bond Cost of Issuance</i>	
Debt Service Reserve Fund	\$ 428,675
Capitalized Interest	\$ 559,650
Underwriter's Discount/Underwriter Counsel	\$ 129,150
Cost of Issuance	\$ 301,350
PID Formation/Bond Cost of Issuance	\$ 1,418,825
Total Special Benefit	\$ 7,521,523
<i>Special Benefit</i>	
Total Special Benefit	\$ 7,521,523
Projected PID Special Assessment	\$ 4,305,000
Excess Benefit	\$ 3,216,523

6. The Eastern Improvement Area Assessed Property will be assessed for the special benefits conferred upon the Assessed Property by the Major Improvements. **Table VII-C** summarize the \$7,420,242 in special benefit received by Assessed Property from the Major Improvements, a portion of the costs that relate to the establishment, administration and operation of the PID, and the Major Improvement Bonds issuance costs. The par amount of the Major Improvement Bonds allocated to the Eastern Improvement Area is \$7,415,000

which is less than the benefit received by the Assessed Property within the Eastern Improvement Area from the Major Improvements.

7. The Special Assessment for each Parcel of Assessed Property within the Eastern Improvement Area is calculated based on the allocation methodologies described in **Section IV-D.3**. The Eastern Improvement Area Assessment Roll is attached hereto as **Appendix A-2**.

Table VII-C Eastern Improvement Area Major Improvements Special Benefit Summary	
Special Benefit	Total Cost
Total Authorized Improvements	\$ 4,497,067
<i>PID Formation/Bond Cost of Issuance</i>	
Debt Service Reserve Fund	\$ 735,750
Capitalized Interest	\$ 1,445,925
Underwriter's Discount/Underwriter Counsel	\$ 222,450
Cost of Issuance	\$ 519,050
PID Formation/Bond Cost of Issuance	\$ 2,923,175
Total Special Benefit	\$ 7,420,242
<i>Special Benefit</i>	
Total Special Benefit	\$ 7,420,242
Projected PID Special Assessment	\$ 7,415,000
Excess Benefit	\$ 5,242

8. **The adoption of an Assessment Ordinance levying the Roadway Improvement Special Assessments will be deferred until a later date that is agreed upon by the City and the Owners.** At this time, it is expected that the Roadway Improvement Special Assessment will be levied in 2018 but it is subject to change which will be reflected in future Service Plan Updates

B. Annual Assessment Roll Updates

1. The Administrator shall prepare, in consultation with City staff, and shall submit to the City Council for approval, updates to the Assessment Roll and the Annual Service Plan Update to reflect changes such as (i) the identification of each Parcel, (ii) the Special Assessment for each Assessed Property, including any adjustments authorized by this SAP or the PID Act; (iii) the Annual Installment for the Assessed Property for the year (if the Special Assessment is payable in installments); and (iv) payments of the Special Assessment, if any, as provided by **Section VI.E** of this SAP.
2. The Service and Assessment Plan Update shall reflect the actual interest on the PID Bonds on which the Annual Installments shall be paid plus the Additional Interest Rate, any reduction in the Special Assessments, and any revisions in the Actual Costs to be funded by the PID Bonds and Owner funds.

Section VIII

MISCELLANEOUS PROVISIONS

A. Administrative Review

1. The City may elect to designate a third party who is not an officer or employee of the City to serve as Administrator of the PID.
2. To the extent consistent with the PID Act, if an owner of the Assessed Property claims that a calculation error has been made in the Assessment Roll, including the calculation of the Annual Installment, that owner must send a written notice describing the error to the Administrator no later than thirty (30) days after the date the invoice or other bill for the Annual Installment is received. If the owner fails to give such notice, such owners shall be deemed to have accepted the calculation of the Assessment Roll (including the Annual Installments) and to have waived any objection to the calculation. The Administrator shall, in consultation with City staff, promptly review the notice, and if necessary, meet with the Assessed Property owner, consider written and oral evidence regarding the alleged error and decide whether, in fact, such a calculation error occurred.
3. If the Administrator, in consultation with City staff, determines that a calculation error has been made and the Assessment Roll should be modified or changed in favor of the Assessed Property owner, such change or modification shall be presented to the City Council for approval, to the extent permitted by the PID Act. A cash refund may not be made for any amount previously paid by the Assessed Property owner (except for the final year during which the Annual Installment shall be collected), but an adjustment may be made in the amount of the Annual Installment to be paid in the following year. The decision of the Administrator regarding a calculation error relating to the Assessment Roll may be appealed to City Council. Any amendments made to the Assessment Roll pursuant to calculation errors shall be made pursuant to the PID Act.

B. Termination of Special Assessments

1. Each Special Assessment shall terminate on the date the Special Assessment is paid in full, including payment of any unpaid Annual Installments and Delinquent Collection Costs, if any. After the termination of the Special Assessment, and the collection of any delinquent Annual Installments and Delinquent Collection Costs, the City shall provide the owner of the affected Parcel a recordable Notice of the PID Special Assessment Termination.

C. Amendments

1. Amendments to this SAP may be made as permitted or required by the PID Act and Texas law.

D. Administration and Interpretation of Provisions

1. The City Council shall administer (or cause the administration of) the PID, an approved SAP, and all Annual Service Plan Updates consistent with the PID Act.

E. Severability

1. If any provision, section, subsection, sentence, clause or phrase of an approved SAP, or the application of same to an Assessed Parcel or any person or set of circumstances is for any reason held to be unconstitutional, void or invalid, the validity of the remaining portions of the approved SAP or the application to all or any portion of the Property or other persons or sets of circumstances shall not be affected thereby, it being the intent of the City Council in adopting the SAP that no part thereof, or provision or regulation contained herein shall become inoperative or fail by reason of any unconstitutionality, voidness or invalidity of any other part hereof, and all provisions of this SAP are declared to be severable for that purpose.
2. If any provision of the SAP is determined by a court to be unenforceable, the unenforceable provision shall be deleted from the SAP and the unenforceable provision shall, to the extent possible, be rewritten to be enforceable and to give effect to the intent of the City.

Appendix A-1

Western Improvement Area

Assessment Roll

Exhibit A-1-A Western Improvement Area Special Assessment by Parcel - Major Improvements						
Tax Parcel ID	Owner	Net Developable Acres	Estimated Build Out Value	Major Improvement Bond Special Assessment	Special Assessment per Acre	
	Walton Texas, LP	749	\$ 1,198,818,000	\$ 6,580,000	\$ 8,783	
Totals		749	\$ 1,198,818,000	\$ 6,580,000		

Note: Preliminary and subject to change

**Exhibit A-1-B
Western Improvement Area
Annual Installments - Major Improvements**

Year (a)	PID Bonds			Administrative Expenses (c)	Delinquency & Prepayment Reserve	Capitalized Interest	Annual Installment (d)
	Principal	Interest (b)	Net Debt Service				
09/30/18	\$ -	\$ 427,700	\$ 427,700	\$ 45,000	\$ 32,900	\$ (427,700)	\$ 77,900
09/30/19	\$ -	\$ 427,700	\$ 427,700	\$ 45,900	\$ 32,900	\$ (427,700)	\$ 78,800
09/30/20	\$ -	\$ 427,700	\$ 427,700	\$ 46,818	\$ 32,900	\$ (427,700)	\$ 79,718
09/30/21	\$ 225,000	\$ 427,700	\$ 652,700	\$ 47,754	\$ 32,900	\$ -	\$ 733,354
09/30/22	\$ 235,000	\$ 413,075	\$ 648,075	\$ 48,709	\$ 31,775	\$ -	\$ 728,559
09/30/23	\$ 255,000	\$ 397,800	\$ 652,800	\$ 49,684	\$ 30,600	\$ -	\$ 733,084
09/30/24	\$ 270,000	\$ 381,225	\$ 651,225	\$ 50,677	\$ 29,325	\$ -	\$ 731,227
09/30/25	\$ 285,000	\$ 363,675	\$ 648,675	\$ 51,691	\$ 27,975	\$ -	\$ 728,341
09/30/26	\$ 305,000	\$ 345,150	\$ 650,150	\$ 52,725	\$ 26,550	\$ -	\$ 729,425
09/30/27	\$ 325,000	\$ 325,325	\$ 650,325	\$ 53,779	\$ 25,025	\$ -	\$ 729,129
09/30/28	\$ 345,000	\$ 304,200	\$ 649,200	\$ 54,855	\$ 23,400	\$ -	\$ 727,455
09/30/29	\$ 370,000	\$ 281,775	\$ 651,775	\$ 55,952	\$ 21,675	\$ -	\$ 729,402
09/30/30	\$ 395,000	\$ 257,725	\$ 652,725	\$ 57,071	\$ 19,825	\$ -	\$ 729,621
09/30/31	\$ 420,000	\$ 232,050	\$ 652,050	\$ 58,212	\$ 17,850	\$ -	\$ 728,112
09/30/32	\$ 445,000	\$ 204,750	\$ 649,750	\$ 59,377	\$ 15,750	\$ -	\$ 724,877
09/30/33	\$ 475,000	\$ 175,825	\$ 650,825	\$ 60,564	\$ 13,525	\$ -	\$ 724,914
09/30/34	\$ 505,000	\$ 144,950	\$ 649,950	\$ 61,775	\$ 11,150	\$ -	\$ 722,875
09/30/35	\$ 540,000	\$ 112,125	\$ 652,125	\$ 63,011	\$ 8,625	\$ -	\$ 723,761
09/30/36	\$ 575,000	\$ 77,025	\$ 652,025	\$ 64,271	\$ 4,780	\$ -	\$ 721,076
09/30/37	\$ 610,000	\$ 39,650	\$ 649,650	\$ 65,557	\$ 1,220	\$ -	\$ 716,427
Totals	\$ 6,580,000	\$ 5,767,125	\$ 12,347,125	\$ 1,093,382	\$ 440,650	\$ (1,283,100)	\$ 12,598,057

Note: Preliminary and subject to change

(a) The 9/30/XX dates represent the fiscal year end for the Bonds.

(b) Gross of Capitalized Interest including interest from bond closing through 9/1/2020

(c) Preliminary Estimate. Assumes a 2% increase per year. The administrative charges will be revised in Annual Service Plan Updates based on actual costs.

(d) Annual Installments are calculated assuming an average 6.5% interest rate on the Bonds plus the Additional Interest plus Administrative Expenses.

**Exhibit A-1-C
Western Improvement Area
Special Assessment by Parcel - Major Improvements and Roadway Improvements**

Tax Parcel ID	Owner	Net Developable Acres	Estimated Build Out Value	Major Improvement Bond and Roadway Improvement Bond Special Assessment	Special Assessment per Acre
	Walton Texas, LP	749	\$ 1,198,818,000	\$ 10,885,000	\$ 14,529
Totals		749	\$ 1,198,818,000	\$ 10,885,000	

Note: Preliminary and subject to change

Exhibit A-1-D
Western Improvement Area
Annual Installments - Major Improvements and Roadway Improvements

Year (a)	PID Bonds		Net Debt Service
	Principal	Interest (b)	
09/30/18	\$ -	\$ 427,700	\$ 427,700
09/30/19	\$ -	\$ 707,525	\$ 707,525
09/30/20	\$ -	\$ 707,525	\$ 707,525
09/30/21	\$ 370,000	\$ 707,525	\$ 1,077,525
09/30/22	\$ 390,000	\$ 683,475	\$ 1,073,475
09/30/23	\$ 420,000	\$ 658,125	\$ 1,078,125
09/30/24	\$ 445,000	\$ 630,825	\$ 1,075,825
09/30/25	\$ 475,000	\$ 601,900	\$ 1,076,900
09/30/26	\$ 505,000	\$ 571,025	\$ 1,076,025
09/30/27	\$ 540,000	\$ 538,200	\$ 1,078,200
09/30/28	\$ 570,000	\$ 503,100	\$ 1,073,100
09/30/29	\$ 610,000	\$ 466,050	\$ 1,076,050
09/30/30	\$ 655,000	\$ 426,400	\$ 1,081,400
09/30/31	\$ 695,000	\$ 383,825	\$ 1,078,825
09/30/32	\$ 735,000	\$ 338,650	\$ 1,073,650
09/30/33	\$ 785,000	\$ 290,875	\$ 1,075,875
09/30/34	\$ 835,000	\$ 239,850	\$ 1,074,850
09/30/35	\$ 895,000	\$ 185,575	\$ 1,080,575
09/30/36	\$ 950,000	\$ 127,400	\$ 1,077,400
09/30/37	\$ 1,010,000	\$ 65,650	\$ 1,075,650
Totals	\$ 10,885,000	\$ 9,261,200	\$ 20,146,200

Administrative Expenses (c)	Delinquency & Prepayment Reserve	Capitalized Interest	Annual Installment (d)
\$ 45,000	\$ 32,900	\$ (427,700)	\$ 77,900
\$ 45,900	\$ 54,425	\$ (707,525)	\$ 100,325
\$ 46,818	\$ 54,425	\$ (707,525)	\$ 101,243
\$ 47,754	\$ 54,425	\$ -	\$ 1,179,704
\$ 48,709	\$ 52,575	\$ -	\$ 1,174,759
\$ 49,684	\$ 50,625	\$ -	\$ 1,178,434
\$ 50,677	\$ 48,525	\$ -	\$ 1,175,027
\$ 51,691	\$ 46,300	\$ -	\$ 1,174,891
\$ 52,725	\$ 43,925	\$ -	\$ 1,172,675
\$ 53,779	\$ 41,400	\$ -	\$ 1,173,379
\$ 54,855	\$ 38,700	\$ -	\$ 1,166,655
\$ 55,952	\$ 35,850	\$ -	\$ 1,167,852
\$ 57,071	\$ 32,800	\$ -	\$ 1,171,271
\$ 58,212	\$ 29,525	\$ -	\$ 1,166,562
\$ 59,377	\$ 26,050	\$ -	\$ 1,159,077
\$ 60,564	\$ 22,375	\$ -	\$ 1,158,814
\$ 61,775	\$ 18,450	\$ -	\$ 1,155,075
\$ 63,011	\$ 14,275	\$ -	\$ 1,157,861
\$ 64,271	\$ 8,655	\$ -	\$ 1,150,326
\$ 65,557	\$ 3,220	\$ -	\$ 1,144,427
\$ 1,093,382	\$ 709,425	\$ (1,842,750)	\$ 20,106,257

Note: Preliminary and subject to change

(a) The 9/30/XX dates represent the fiscal year end for the Bonds.

(b) Gross of Capitalized Interest including interest from bond closing through 9/1/2020

(c) Preliminary Estimate. Assumes a 2% increase per year. The administrative charges will be revised in Annual Service Plan Updates based on actual costs.

(d) Annual Installments are calculated assuming an average 6.5% interest rate on the Bonds plus the Additional Interest plus Administrative Expenses.

Appendix A-2

Eastern Improvement Area

Assessment Roll

Exhibit A-2-A Eastern Improvement Area Special Assessment by Parcel - Major Improvements					
Tax Parcel ID	Owner	Net Developable Acres	Estimated Build Out Value	Major Improvement Bond Special Assessment	Special Assessment per Acre
	Walton Texas, LP	795	\$ 1,352,400,000	\$ 7,415,000	\$ 9,327
Totals		795	\$ 1,352,400,000	\$ 7,415,000	

Note: Preliminary and subject to change

Exhibit A-2-B
Eastern Improvement Area
Annual Installments - Major Improvements

Year (a)	PID Bonds		Net Debt Service
	Principal	Interest (b)	
09/30/18	\$ -	\$ 481,975	\$ 481,975
09/30/19	\$ -	\$ 481,975	\$ 481,975
09/30/20	\$ -	\$ 481,975	\$ 481,975
09/30/21	\$ 250,000	\$ 481,975	\$ 731,975
09/30/22	\$ 270,000	\$ 465,725	\$ 735,725
09/30/23	\$ 285,000	\$ 448,175	\$ 733,175
09/30/24	\$ 305,000	\$ 429,650	\$ 734,650
09/30/25	\$ 325,000	\$ 409,825	\$ 734,825
09/30/26	\$ 345,000	\$ 388,700	\$ 733,700
09/30/27	\$ 365,000	\$ 366,275	\$ 731,275
09/30/28	\$ 390,000	\$ 342,550	\$ 732,550
09/30/29	\$ 415,000	\$ 317,200	\$ 732,200
09/30/30	\$ 445,000	\$ 290,225	\$ 735,225
09/30/31	\$ 470,000	\$ 261,300	\$ 731,300
09/30/32	\$ 505,000	\$ 230,750	\$ 735,750
09/30/33	\$ 535,000	\$ 197,925	\$ 732,925
09/30/34	\$ 570,000	\$ 163,150	\$ 733,150
09/30/35	\$ 605,000	\$ 126,100	\$ 731,100
09/30/36	\$ 645,000	\$ 86,775	\$ 731,775
09/30/37	\$ 690,000	\$ 44,850	\$ 734,850
Totals	\$ 7,415,000	\$ 6,497,075	\$ 13,912,075

Administrative Expenses (c)	Delinquency & Prepayment Reserve	Capitalized Interest	Annual Installment (d)
\$ 45,000	\$ 37,075	\$ (481,975)	\$ 82,075
\$ 45,900	\$ 37,075	\$ (481,975)	\$ 82,975
\$ 46,818	\$ 37,075	\$ (481,975)	\$ 83,893
\$ 47,754	\$ 37,075	\$ -	\$ 816,804
\$ 48,709	\$ 35,825	\$ -	\$ 820,259
\$ 49,684	\$ 34,475	\$ -	\$ 817,334
\$ 50,677	\$ 33,050	\$ -	\$ 818,377
\$ 51,691	\$ 31,525	\$ -	\$ 818,041
\$ 52,725	\$ 29,900	\$ -	\$ 816,325
\$ 53,779	\$ 28,175	\$ -	\$ 813,229
\$ 54,855	\$ 26,350	\$ -	\$ 813,755
\$ 55,952	\$ 24,400	\$ -	\$ 812,552
\$ 57,071	\$ 22,325	\$ -	\$ 814,621
\$ 58,212	\$ 20,100	\$ -	\$ 809,612
\$ 59,377	\$ 17,750	\$ -	\$ 812,877
\$ 60,564	\$ 15,225	\$ -	\$ 808,714
\$ 61,775	\$ 12,550	\$ -	\$ 807,475
\$ 63,011	\$ 9,700	\$ -	\$ 803,811
\$ 64,271	\$ 5,480	\$ -	\$ 801,526
\$ 65,557	\$ 1,380	\$ -	\$ 801,787
\$ 1,093,382	\$ 496,510	\$ (1,445,925)	\$ 14,056,042

Note: Preliminary and subject to change
(a) The 9/30/XX dates represent the fiscal year end for the Bonds.
(b) Gross of Capitalized Interest including interest from bond closing through 9/1/2020
(c) Preliminary Estimate. Assumes a 2% increase per year. The administrative charges will be revised in Annual Service Plan Updates based on actual costs.
(d) Annual Installments are calculated assuming an average 6.5% interest rate on the Bonds plus the Additional Interest plus Administrative Expenses.

Appendix B

Legal Description for Property within PID

ROCK CREEK P.I.D. LEGAL DESCRIPTION

TRACT 1

All that certain lot, tract, or parcel of land, situated in a portion of the Juan Jose Albirado Survey, Abstract No. 4, the John H. Bostick Survey, Abstract No. 195, the J. W. Haynes Survey, Abstract No. 787, the J. W. Muhlinghaus Survey, Abstract No. 1157, the B. F. Pace Survey, Abstract No. 1254, the Stephen B. Wilson Survey, Abstract No. 1676, City of Fort Worth, Tarrant County, Texas, being all of that certain called 220.826 acre tract and part of that certain called 701.937 acre tract described in a deed to WUSF 4 Rock Creek, LP recorded in Instrument No. D214146610 of the Deed Records of Tarrant County, Texas (DRTCT), and said 842.756 acres being more completely described as two Parcels as follows, to-wit:

BEGINNING at a 1" iron pipe found for the Northeast corner of said 220.826 acre tract, the Southeast corner of a called 0.629 acre tract described in a deed to Gabriel Southwest, LLC recorded in Instrument No. D217046244 (DRTCT), and the West line of a called 157.060 acre tract described in a deed to Fort Worth and Crowley Partners, Ltd. recorded in Instrument No. D207114613 (DRTCT);

THENCE South 01 deg. 09 min. 30 sec. East along the East line of said 220.826 acre tract and the West line of said 157.060 acre tract, a distance of 1829.93 feet to a spike found with washer stamped "GORRONDONA" for the most easterly Southeast corner of said 220.826 acre tract;

THENCE South 89 deg. 07 min. 16 sec. West departing the West line of said 157.060 acre tract and continue along a South line of said 220.826 acre tract, a distance of 63.96 feet to a 5/8" capped iron rod found stamped "BURY";

THENCE South 01 deg. 09 min. 36 sec. East along a southerly East line of said 220.826 acre tract, a distance of 129.34 feet to a 5/8" capped iron rod found stamped "BURY";

THENCE South 54 deg. 54 min. 24 sec. West along a southeast line of said 220.826 acre tract, a distance of 40.86 feet to a 5/8" iron rod found for the most southerly Southeast corner of said 220.826 acre tract and being in the North line of a called 13.703 acre tract described in a deed to Texas Electric Service Company recorded in Volume 3569, Page 410 (DRTCT);

THENCE South 87 deg. 37 min. 52 sec. West along the South line of said 220.826 acre tract and the North line of said 13.703 acre tract, a distance of 15.73 feet to a 5/8" iron rod found;

THENCE North 89 deg. 52 min. 56 sec. West along said North and South lines, a distance of 4860.60 feet to a P.K. nail found with washer stamped "BURY" for the Southwest corner of said 220.826 acre tract and the Northwest corner of said 13.703 acre tract;

THENCE North 00 deg. 42 min. 38 sec. West along the West line of said 220.826 acre tract, a distance of 1894.07 feet to a 3/8" iron rod found for the Northwest corner of same;

THENCE North 89 deg. 07 min. 20 sec. East along the North line of said 220.826 acre tract, a distance of 978.28 feet to a 1" iron pipe found;

THENCE North 89 deg. 03 min. 46 sec. East along said North line, a distance of 3979.93 feet to the POINT OF BEGINNING, containing 9,618,027 square feet or 220.800 acres of land, more or less.

TRACT 2A

All that certain lot, tract, or parcel of land, situated in a portion of the Juan Jose Albirado Survey, Abstract No. 4, the John H. Bostick Survey, Abstract No. 195, the J. W. Haynes Survey, Abstract No. 787, the J. W. Muhlinghaus Survey, Abstract No. 1157, the B. F. Pace Survey, Abstract No. 1254, the Stephen B. Wilson Survey, Abstract No. 1676, City of Fort Worth, Tarrant County, Texas, being all of that certain called 220.826 acre tract and part of that certain called 701.937 acre tract described in a deed to WUSF 4 Rock Creek, LP recorded in Instrument No. D214146610 of the Deed Records of Tarrant County, Texas (DRTCT), and said 842.756 acres being more completely described as two Parcels as follows, to-wit:

BEGINNING at a P.K. nail found with washer stamped "BURY" for the most northerly Northwest corner of said 701.937 acre tract and the Southwest corner of a called 13.703 acre tract described in a deed to Texas Electric Service Company recorded in Volume 3569, Page 410 (DRTCT), and being in the East line of TXU Rocky Creek Substation Addition recorded in Cabinet A, Slide 6910 of the Plat Records of Tarrant County, Texas (PRTCT);

THENCE South 89 deg. 53 min. 01 sec. East along the North line of said 701.937 acre tract and the South line of said 13.703 acre tract, a distance of 4702.41 feet to a 5/8" capped iron rod found "illegible" for the Northeast corner of said 701.937 acre tract and being in the Northwest right-of-way line of State Highway No. 121 (Chisholm Trail Parkway);

THENCE in a southwesterly direction departing the South line of said 13.703 acre tract and continue along the Southeast line of said 701.937 acre tract and the Northwest right-of-way line of said State Highway No. 121 the following five (5) courses;

South 55 deg. 05 min. 56 sec. West, a distance of 412.64 feet to a 5/8" capped iron rod found stamped "GORRONDONA";

South 47 deg. 09 min. 45 sec. West, a distance of 2000.00 feet to a 5/8" capped iron rod found stamped "GORRONDONA";

South 39 deg. 13 min. 20 sec. West, a distance of 767.36 feet to a 5/8" capped iron rod found stamped "GORRONDONA";

South 47 deg. 09 min. 45 sec. West, a distance of 1316.80 feet to a 5/8" capped iron rod found stamped "GORRONDONA" for a Point of Curvature of a circular curve to the left, having a radius of 5849.58 feet, a central angle of 24 deg. 55 min. 46 sec., and being subtended by a chord which bears South 34 deg. 41 min. 51 sec. West - 2525.13 feet;

Continue in a southwesterly direction along said curve to the left, a distance of 2545.16 feet to a 5/8" iron rod found;

THENCE North 15 deg. 42 min. 10 sec. East non-tangent to said curve, departing the Southeast line of said 701.937 acre tract and said Northwest right-of-way line, a distance of 627.38 feet to a 5/8" capped iron rod found stamped "STANTEC" for a Point of Curvature of a circular curve to the right, having a radius of 2340.00 feet, a central angle of 21 deg. 21 min. 37 sec., and being subtended by a chord which bears North 26 deg. 22 min. 58 sec. East - 867.33 feet;

THENCE in a northeasterly direction along said curve to the right, a distance of 872.37 feet to a 5/8" capped iron rod found "illegible";

THENCE North 07 deg. 54 min. 08 sec. West non-tangent to said curve, a distance of 14.14 feet to a 5/8" iron rod found;

THENCE North 52 deg. 54 min. 31 sec. West, a distance of 980.00 feet to a 5/8" capped iron rod found stamped "BURY";

THENCE South 82 deg. 05 min. 29 sec. West, a distance of 14.14 feet to a 5/8" capped iron rod found stamped "BURY";

THENCE South 37 deg. 05 min. 29 sec. West, a distance of 101.97 feet to a 5/8" capped iron rod found stamped "BURY" for a Point of Curvature of a circular curve to the left, having a radius of 470.00 feet, a central angle of 21 deg. 43 min. 51 sec., and being subtended by a chord which bears South 26 deg. 13 min. 34 sec. West - 177.19 feet;

THENCE in a southwesterly direction along said curve to the left, a distance of 178.26 feet to a 5/8" capped iron rod found stamped "BURY";

THENCE South 15 deg. 21 min. 38 sec. West tangent to said curve, a distance of 133.43 feet to a 5/8" capped iron rod found stamped "BURY" for a Point of Curvature of a circular curve to the right, having a radius of 530.00 feet, a central angle of 20 deg. 20 min. 20 sec., and being subtended by a chord which bears South 25 deg. 31 min. 48 sec. West - 187.15 feet;

THENCE in a southwesterly direction along said curve to the right, a distance of 188.14 feet to a 5/8" capped iron rod found stamped "BURY";

THENCE South 35 deg. 41 min. 58 sec. West tangent to said curve, a distance of 252.58 feet to a 5/8" capped iron rod found stamped "BURY" for a Point of Curvature of a circular curve to the left, having a radius of 970.00 feet, a central angle of 11 deg. 53 min. 35 sec., and being subtended by a chord which bears South 29 deg. 45 min. 10 sec. West - 200.98 feet;

THENCE in a southwesterly direction along said curve to the left, a distance of 201.35 feet to a 5/8" capped iron rod found stamped "BURY";

THENCE South 23 deg. 48 min. 23 sec. West tangent to said curve, a distance of 1308.94 feet to a 5/8" capped iron rod found stamped "BURY" for a Point of Curvature of a circular curve to the right, having a radius of 680.00 feet, a central angle of 49 deg. 07 min. 45 sec., and being subtended by a chord which bears South 48 deg. 22 min. 15 sec. West - 565.38 feet;

THENCE in a southwesterly direction along said curve to the right, a distance of 583.08 feet to a 5/8" capped iron rod found stamped "BURY";

THENCE South 17 deg. 03 min. 51 sec. East radial to said curve, a distance of 644.36 feet to a 5/8" capped iron rod found stamped "BURY";

THENCE South 81 deg. 03 min. 32 sec. East, a distance of 1157.78 feet to a 5/8" iron rod found in the East line of said 701.937 acre tract and the West right-of-way line of said State Highway No. 121, said point being a Point of Curvature of a non-tangent circular curve to the left, having a radius of 5849.58 feet, a central angle of 6 deg. 34 min. 29 sec., and being subtended by a chord which bears South 05 deg. 40 min. 14 sec. West - 670.87 feet;

THENCE in a southerly direction along said curve to the left, the West line of said 701.937 acre tract, and said West right-of-way line, a distance of 671.24 feet to a 5/8" iron rod found for the Southeast corner of said 701.937 acre tract and the most easterly Northeast corner of a called 226.469 acre tract described in a deed to Chesapeake Land Development Company, LLC recorded in Instrument No. D210208370 (DRTCT);

THENCE in a northwesterly direction non-tangent to said curve, departing said West right-of-way line and continue along the South and Southwest lines of said 701.937 acre tract and the Northeast lines of said 226.469 acre tract the following twenty (20) courses;

North 82 deg. 50 min. 47 sec. West, a distance of 29.89 feet to a 5/8" iron rod found;

South 02 deg. 27 min. 08 sec. West, a distance of 15.17 feet to a 5/8" iron rod found;

North 82 deg. 58 min. 57 sec. West, a distance of 136.36 feet to a 5/8" iron rod found;

South 75 deg. 04 min. 09 sec. West, a distance of 708.84 feet to a 5/8" iron rod found;

North 37 deg. 45 min. 54 sec. West, a distance of 196.24 feet to a 5/8" iron rod found;

North 87 deg. 28 min. 41 sec. West, a distance of 405.77 feet to a 5/8" iron rod found;
North 02 deg. 42 min. 07 sec. East, a distance of 35.15 feet to a 5/8" iron rod found;
North 48 deg. 37 min. 57 sec. West, a distance of 39.60 feet to a 5/8" iron rod found;
North 87 deg. 22 min. 16 sec. West, a distance of 39.81 feet to a 5/8" iron rod found;
South 41 deg. 47 min. 09 sec. West, a distance of 34.77 feet to a 5/8" iron rod found;
North 48 deg. 27 min. 57 sec. West, a distance of 443.43 feet to a 5/8" iron rod found "bent";
North 84 deg. 16 min. 12 sec. West, a distance of 449.53 feet to a 5/8" iron rod found;
North 45 deg. 40 min. 34 sec. West, a distance of 659.63 feet to a 5/8" iron rod found;
North 09 deg. 31 min. 22 sec. East, a distance of 707.57 feet to a 5/8" iron rod found;
North 29 deg. 41 min. 47 sec. West, a distance of 867.72 feet to a 5/8" iron rod found;
North 83 deg. 07 min. 09 sec. West, a distance of 1017.67 feet to a 5/8" iron rod found;
North 41 deg. 16 min. 14 sec. West, a distance of 566.61 feet to a 5/8" iron rod found;
North 45 deg. 58 min. 44 sec. West, a distance of 221.79 feet to a 5/8" iron rod found;
North 56 deg. 09 min. 20 sec. West, a distance of 592.53 feet to a 5/8" iron rod found;
North 28 deg. 06 min. 03 sec. East, a distance of 1961.12 feet to a corner from which a 5/8" iron rod found bears South 30 deg. 55 min. 20 sec. West – 0.31 feet for the most westerly Northwest corner of said 701.937 acre tract, the most northerly Northeast corner of said 226.469 acre tract, and being in the South line of a called 31.87 acre tract described in a deed to Wesley A. Davis, et al recorded in Instrument No. D212254877 (DRTCT);
THENCE North 89 deg. 38 min. 02 sec. East along the North line of said 701.937 acre tract and the South line of said 31.87 acre tract, a distance of 835.75 feet to a 5/8" capped iron rod found stamped "BURY" for the Southeast corner of said 31.87 acre tract and the Southwest corner of a called 160 acre tract described in said deed to Wesley A. Davis, et al;
THENCE North 89 deg. 24 min. 20 sec. East along the North line of said 701.937 acre tract and the South line of said 160 acre tract, a distance of 3753.51 feet to a 1/2" iron rod found for the Southeast corner of said 160 acre tract;
THENCE North 00 deg. 42 min. 32 sec. West along the West line of said 701.937 acre tract and the East lines of said 160 acre tract and TXU Rocky Creek Substation Addition, a distance of 2051.33 feet to the POINT OF BEGINNING, containing 27,092,401 square feet or 621.956 acres of land, more or less.

TRACT 2B

All that certain lot, tract, or parcel of land, situated in a portion of the Juan Jose Albirado Survey, Abstract No. 4, the John Korticky Survey, Abstract No. 914, and the John R. Leath Survey, Abstract No. 962, City of Fort Worth, Tarrant County, Texas, being all of that certain called 753.473 acre tract described in a deed to WUSF 5 Rock Creek East, LP recorded in Instrument No. D216007268 of the Deed Records of Tarrant County, Texas (DRTCT), and being more completely described as follows, to-wit:

BEGINNING at a rail road spike found for the most eastern northeast corner of said 753.473 acre tract, and being at the intersection of Stewart Feltz Road (County Road No. 1014 – a public right-of-way) and West Cleburne Road (County Road No. 1035 – a public right-of-way);

THENCE South 00 deg. 14 min. 46 sec. East along the east line of said 753.473 acre tract and the West right-of-way line of said West Cleburne Road, a distance of 4786.38 feet to a 5/8" capped iron rod found stamped "BURY" for the Southeast corner of said 753.473 acre tract, being at the intersection of said West Cleburne Road and Longhorn Trail (Farm-to-Market road No. 1081 – a public right-of-way), and also being in the North line of a called 3.00 acre tract described in a deed to Ronnie and Margie Benham, recorded in Volume 7182, Page 955 (DRTCT);

THENCE South 89 deg. 41 min. 12 sec. West along the South line of said 753.473 acre tract, the North line of said Benham 3.00 acre tract, the North line of a called 3.00 acre tract described in a deed to Franci and Maureen Mayeux, recorded in Volume 7068, Page 441 (DRTCT), the North line of a called 1.0 acre tract described in a deed to Phillip Lee Fife, recorded in Instrument No. D185006143 (DRTCT), and the North line of a called 113.287 acre tract described in a deed to C & E Family Limited Partnership, LP, recorded in Volume 12684, Page 1446 (DRTCT) a distance of 770.87 feet to a point in the South line of said 753.473 acre tract and the North line of said 113.287 acre tract;

THENCE South 89 deg. 27 min. 06 sec. West continue along the South line of said 753.473 acre tract and the North line of said 113.287 acre tract, a distance of 4882.79 feet to a 1/2" iron rod found;

THENCE South 89 deg. 13 min. 38 sec. West continue along said North and South lines, a distance of 44.52 feet to a PK nail found with washer stamped "BURY" for the Southeast corner of a called 9.137 acre tract described in a deed to Chesapeake Land Development Company, LLC, recorded in Instrument No. D210208370 (DRTCT), and being an ell corner of said 753.437 acre tract;

THENCE North 06 deg. 32 min. 49 sec. West along the East line of said 9.137 acre tract, a distance of 276.53 feet to a PK nail found for the Northeast corner of said 9.137 acre tract and being in the South line of said 753.437 acre tract;

THENCE South 89 deg. 15 min. 28 sec. West along the North line of said 9.137 acre tract and the South line of said 753.473 acre tract, a distance of 1427.14 feet to a point for the Southwest corner of said 753.473 acre tract, the Northwest corner of said 9.137 acre tract, and being in the Southeasterly right-of-way line of Chisholm Trail Parkway (Variable width right-of-way), from which a 5/8" capped iron rod found stamped "TED HARP" bears South 00 deg. 20 min. 22 sec. West - 0.93 feet, said point being a Point of Curvature of a non-tangent circular curve to the right, having a radius of 5609.58 feet, a central angle of 44 deg. 38 min. 36 sec., and being subtended by a chord which bears North 24 deg. 50 min. 26 sec. East - 4261.10 feet;

THENCE along said Southeasterly right-of-way line of said Chisholm Trail Parkway and the West line of said 753.473 acre tract, the following nine (9) calls:

Continue in a northeasterly direction along said curve to the right, a distance of 4370.83 feet to a 5/8" capped iron rod found stamped "GORRONDONA";

North 47 deg. 09 min. 45 sec. East tangent to said curve, a distance of 1316.80 feet to a 5/8" capped iron rod found stamped "GORRONDONA";

North 55 deg. 06 min. 09 sec. East, a distance of 767.36 feet to a 5/8" iron rod found;

North 47 deg. 09 min. 45 sec. East, a distance of 647.57 feet to a 5/8" capped iron rod found stamped "GORRONDONA";

South 75 deg. 13 min. 44 sec. East, a distance of 292.96 feet to a 5/8" capped iron rod found stamped "GORRONDONA";

North 12 deg. 51 min. 03 sec. East, a distance of 84.05 feet to a 5/8" capped iron rod found stamped "GORRONDONA";

North 47 deg. 09 min. 45 sec. East, a distance of 1126.07 feet to a 5/8" capped iron rod found stamped "GORRONDONA";

North 42 deg. 50 min. 15 sec. West, a distance of 200.00 feet to a 1/2" capped iron rod set stamped "GOODWIN & MARSHALL";

North 39 deg. 13 min. 20 sec. East, a distance of 233.17 feet to a 5/8" capped iron rod found stamped "GORRONDONA" for the Northwest corner of said 753.473 acre tract;

THENCE North 88 deg. 50 min. 50 sec. East along the North line of said 753.473 acre tract, a distance of 164.10 feet to a 1/2" capped iron rod set stamped "GOODWIN & MARSHALL" for the most northern northeast corner of said 753.473 acre tract and being in said Stewart Feltz Road;

THENCE South 01 deg. 09 min. 02 sec. East along the northern most east line of said 753.473 acre tract and continuing along said Stewart Feltz Road, a distance of 2187.24 feet to a 5/8" capped iron rod found stamped "BURY";

THENCE North 89 deg. 18 min. 13 sec. East along a North line of said 753.473 acre tract and continuing along said Stewart Feltz Road, a distance of 1929.06 feet to the POINT OF BEGINNING, containing 32,821,292 square feet or 753.473 acres of land, more or less.

TRACT 3

All that certain lot, tract, or parcel of land, situated in a portion of the John Korticky Survey, Abstract No. 914, City of Fort Worth, Tarrant County, Texas, being all of that certain called 79.377 acre tract described in a deed to WUSF 5 Rock Creek East, LP recorded in Instrument No. D216007268 of the Deed Records of Tarrant County, Texas (DRTCT), and being more completely described as follows, to-wit:

BEGINNING at a 5/8" capped iron rod found for the Northeast corner of said 79.377 acre tract, being the point of intersection of the Easterly right-of-way line of Future West Cleburne Road (55' right-of-way), as dedicated by the Final Plat of Panther Heights, an addition to the City of Fort Worth, recorded in Cabinet A, Slide 9826 of the Plat Records of Tarrant County, Texas (PRTCT) with the West right-of-way line of Summer Creek Road (60' right-of-way) as shown in the Final Plat of Panther Heights, Phase 2, an addition to the City of Fort Worth, recorded in Cabinet A, Slide 7768 (PRTCT)

THENCE South 00 deg. 37 min. 47 sec. East along the East line of said 79.377 acre tract and the West right-of-way line of said Summer Creek road, a distance of 1395.63 feet to a 5/8" capped iron rod found stamped "BURY" for the most Easterly Southeast corner of said 79.377 acre tract and the Northeast corner of a called 6.887 acre tract described in a deed to Tarrant Mineral Partners, recorded in Instrument No. D206091861 (DRTCT);

THENCE South 89 deg. 13 min. 07 sec. West departing said West right-of-way line and along the North line of said 6.887 acre tract and the South line of said 79.377 acre tract, a distance of 499.94 feet to a 1/2" capped iron rod set stamped "GOODWIN & MARSHALL" for the Northwest corner of said 6.887 acre tract;

THENCE South 00 deg. 37 min. 47 sec. East along said South line and along the West line of said 6.887 acre tract, a distance of 599.98 feet to a 5/8" capped iron rod found stamped "BURY" for the Southwest corner of said 6.887 acre tract and being in the North right-of-way line of West Cleburne Road (County Road No. 1035 – a variable width right-of-way);

THENCE South 89 deg. 12 min. 42 sec. West along the South line of said 79.377 acre tract and said North right-of-way line, a distance of 299.20 feet to a 1/2" iron rod found for the Southeast corner of a tract conveyed to Irving Wallerstein, recorded in Instrument No. D215123938 (DRTCT);

THENCE North 00 deg. 47 min. 41 sec. West departing said North right-of-way line and continue along the East line of said Wallerstein tract, a distance of 660.19 feet to a 5/8" iron rod found for the Northeast corner of same and being an ell corner of said 79.377 acre tract;

THENCE South 89 deg. 12 min. 22 sec. West along the North line of said Wallerstein tract and the South line of said 79.377 acre tract, at 329.91 feet pass a 5/8" capped iron rod found for the Northeast corner of a called 2.27 acre tract described in a deed to Mahanaim Christian Fellowship, recorded in Instrument No. D205047689 (DRTCT), at 479.89 feet pass a 5/8" capped iron rod found for the Northwest corner of said 2.27 acre tract, continue a total distance of 660.05 feet to a 5/8" iron rod found for the Northwest corner of said Wallerstein tract and being an ell corner of said 79.377 acre tract;

THENCE South 00 deg. 47 min. 39 sec. East along the West line of said Wallerstein tract and an East line of said 79.377 acre tract, a distance of 660.13 feet to a 1/2" iron rod found for the Southwest corner of said Wallerstein tract, an ell corner of said 79.377 acre tract and being in the North right-of-way line of said West Cleburne Road;

THENCE along the South and West lines of said 79.377 acre tract and the North and East right-of-way lines of said Stewart Feltz Road, the following six (6) calls:

South 89 deg. 12 min. 42 sec. West, a distance of 1260.89 feet to a 1/2" iron rod found;

North 75 deg. 09 min. 47 sec. West, a distance of 76.54 feet to a 5/8" capped iron rod found stamped "BURY";

North 52 deg. 23 min. 28 sec. West, a distance of 59.11 feet to a 1/2" iron rod found;

North 34 deg. 59 min. 41 sec. West, a distance of 63.85 feet to a 1/2" iron rod found;

North 13 deg. 43 min. 00 sec. West, a distance of 56.08 feet to a 1/2" iron rod found;

North 01 deg. 01 min. 35 sec. West, a distance of 1277.43 feet to a 5/8" capped iron rod found stamped "BURY" for the Northwest corner of said 79.377 acre tract and the Southwest corner of said Panther Heights Addition;

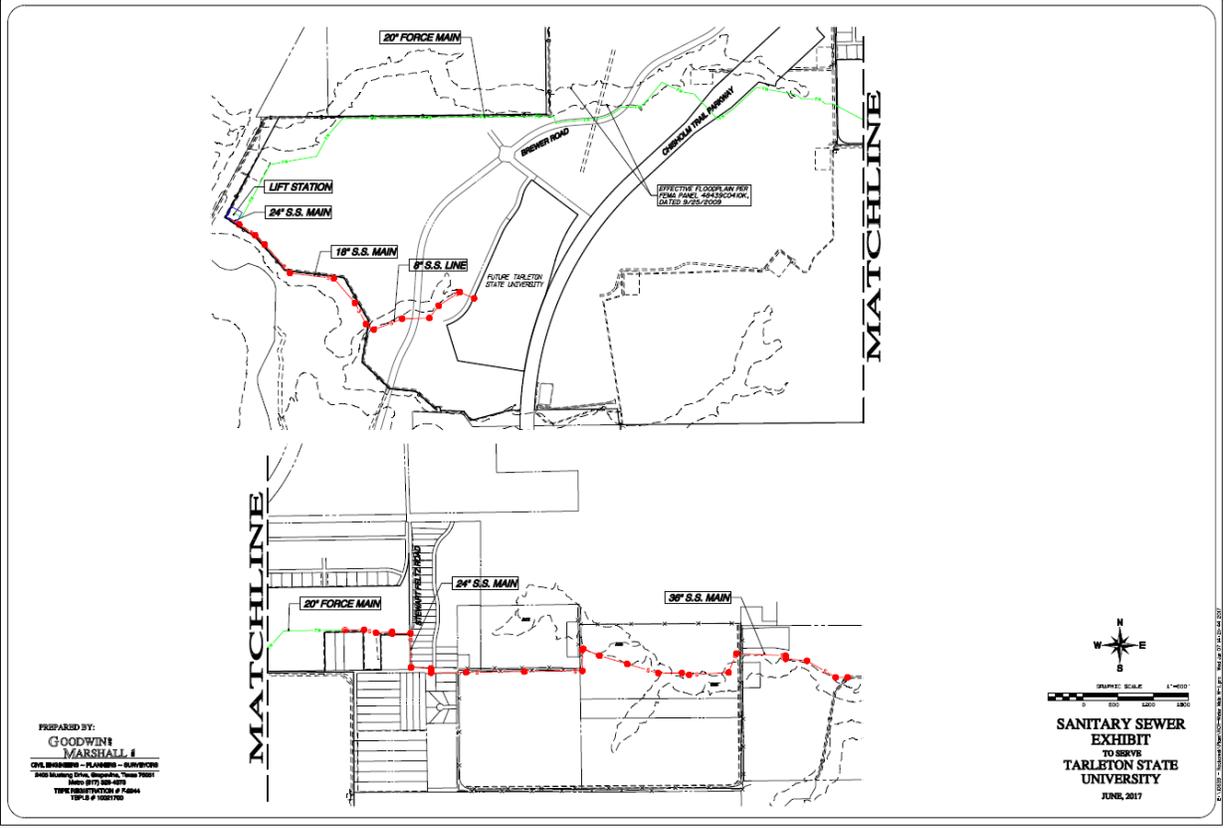
THENCE North 89 deg. 12 min. 27 sec. East departing said East right-of-way line, and continue along the North line of said 79.377 acre tract and the South line of said Panther Heights Addition, a distance of 2739.81 feet to a 5/8" capped iron rod found stamped "BURY", said point being a Point of Curvature of a non-tangent circular curve to the left, having a radius of 1050.00 feet, a central angle of 31 deg. 49 min. 21 sec., and being subtended by a chord which bears North 15 deg. 18 min. 19 sec. East - 575.71 feet;

THENCE in a northeasterly direction along said curve to the left and continue along the East line of said Panther Heights Addition and the North line of said 79.377 acre tract, a distance of 583.18 feet to the POINT OF BEGINNING, containing 3,457,721 square feet or 79.378 acres of land, more or less.

Appendix C

Map of Authorized Improvements

Sanitary Sewer Improvements



Roadway Improvements

