

**FIRST AMENDMENT TO DEVELOPMENT AGREEMENT BETWEEN THE CITY
OF FORT WORTH, TEXAS AND NORTHSTAR RANCH, LLC FOR THE FAR
NORTH FORT WORTH MUNICIPAL UTILITY DISTRICT NO. 1 OF TARRANT
AND WISE COUNTIES**

THE STATE OF TEXAS	§
	§
COUNTIES OF TARRANT, DENTON AND WISE	§ §

This First Amendment to Development Agreement Between the City of Fort Worth, Texas and Northstar Ranch, LLC for the Far North Fort Worth Municipal Utility District No. 1 of Tarrant and Wise Counties (this “First Amendment”) is entered into among the City of Fort Worth, Texas, a home-rule municipal corporation situated in Tarrant, Denton, Johnson, Parker, and Wise Counties, Texas (the “City”), acting by and through its duly authorized Assistant City Manager, and Northstar Ranch, LLC, a Texas limited liability company (“Owner”), effective upon execution by both parties (the “Effective Date”).

RECITALS

WHEREAS, the City and Owner entered into that certain Development Agreement Between the City of Fort Worth, Texas and Northstar Ranch, LLC for the Far North Fort Worth Municipal Utility District No. 1 of Tarrant and Wise Counties dated October 12, 2017 (City Secretary Contract No. 49783) (the “Agreement”) governing approximately 733.648 acres of land described in **Exhibit A** attached hereto and incorporated herein by reference (the “Property”); and

WHEREAS, the Agreement was recorded in the Tarrant County real property records on October 19, 2017, as Instrument No. D217243704, in the Denton County real property records on October 20, 2017, as Instrument No. 129664, and in the Wise County Real Property Records on October 23, 2017, as Instrument No. 201711757; and

WHEREAS, the City and Owner wish to amend the Agreement to address phasing of the development of the Property;

NOW, THEREFORE, in consideration of the premises, mutual promises, covenants, obligations, and benefits herein contained, the City, Owners, and District agree as follows:

AGREEMENT

1. The definition of “Utility and Infrastructure Agreement” in Article II is hereby revised to read as follows:

“Utility and Infrastructure Agreement ” means that certain agreement entered into by the City, the District and Owner effective October 12, 2017, concerning retail water and wastewater treatment services to the Property by the City and construction of Infrastructure to serve the Property (CSC No. 49874), as amended by that certain First Amendment to Utility and Infrastructure Agreement entered into by the City, the District and Owner effective _____, 2018 (CSC No. 49874-A1), attached hereto as **Exhibits F-1 and F-2**.

2. The following definitions are added to Article II:

“**East Tract**” means an approximately 402.614-acre portion of the Property located east of the BNSF Railroad, as shown on **Exhibit D**.

“**Model Homes**” means up to 20 model homes to be constructed on one platted lot in the West Tract (defined herein as the “**Model Home Lot**”), as shown on **Exhibit D**.

“**West Tract**” means an approximately 331.034-acre portion of the Property located west of the BNSF Railroad, as shown on **Exhibit D**.

3. Section 3.06(b) concerning Model Homes is amended in its entirety to read as follows:

Model Homes (Section 5.403), except the five-year time limit in Section 5.403(b) does not apply

4. Section 4.02, “Plat Approval,” is renamed “Plat Approval; Phasing of Development” and is amended in its entirety to read as follows:

(a) Subdivision of the Property or any portion thereof shall require approval of plats by the City’s Plan Commission in accordance with the Subdivision Ordinance; provided, however, conveyance by metes and bounds of any portion of the Property to any person for the purpose of qualifying such person to be a member of the board of directors of the District shall not be considered a subdivision of land requiring a plat or otherwise requiring City approval.

(b) Notwithstanding Subsection (a) to the contrary, Owner may construct up to 20 Model Homes on the Model Home Lot. Owner shall not sell a Model Home to an end user until (i) a replat of the Model Home Lot has been approved by the City and recorded in the County plat records for a separate lot on which such Model Home is located; and (ii) wastewater infrastructure to serve such Model Home has been constructed and accepted in accordance with the Utility and Infrastructure Agreement, as amended.

(c) Owner may develop the Property in any order, at Owner's discretion, provided the District complies with the requirements for construction of off-site and on-site water and wastewater infrastructure for the East Tract and the West Tract set out in the Utility and Infrastructure Agreement, as amended, attached hereto as **Exhibits F-1 and F-2**. Plat phasing that is consistent with Subdivision Ordinance requirements may be approved administratively. All preliminary and final plats for the Property shall reflect a phasing plan.

5. Section 4.04, "Building Permits; Inspections" is amended in its entirety to read as follows:

All structures constructed on the Property shall be subject to City building permit, permit fee and inspection requirements as if such structures were constructed within the City's corporate limits, provided, however, the City will issue building permits for up to 20 Model Homes on the Model Home Lot provided Owner meets all other building permit and permit fee requirements pursuant to this Agreement.

6. Section 5.02, "Construction of Water and Wastewater Infrastructure," is amended in its entirety to read as follows:

The District and Owner will construct on-site and off-site water and wastewater infrastructure to serve the East Tract and the West Tract in accordance with the Utility and Infrastructure Agreement, as amended, attached hereto as **Exhibits F-1 and F-2**.

7. Exhibit A attached hereto contains the same legal descriptions of the Property attached to the Agreement as Exhibit B and is attached in order to identify the Property that is subject to this Amendment.
8. Exhibit D attached hereto supersedes and replaces Exhibit D attached to the Agreement.
9. Except as specifically amended in this First Amendment, the Agreement shall remain in full force and effect in accordance with its original terms and conditions.

10. This First Amendment shall be recorded in the real property records of Tarrant, Wise and Denton Counties.

[The remainder of the page is intentionally left blank.]

IN WITNESS WHEREOF, each Party has caused this Agreement to be executed by its undersigned duly authorized representative in multiple copies on the date or dates indicated below.

ATTEST:

CITY OF FORT WORTH

Mary J. Kayser, City Secretary

By: _____
Jay Chapa, Assistant City Manager

Date: _____

APPROVED AS TO FORM AND LEGALITY:

Assistant City Attorney

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me, on the ___ day of _____, 2018, by Jay Chapa, Assistant City Manager of the City of Fort Worth, Texas on behalf of said city.

[SEAL]

Notary Public, State of Texas

Printed Name: _____

My Commission Expires: _____

NORTHSTAR RANCH, LLC

By: _____

Name: _____

Its: _____

Date: _____

STATE OF TEXAS §

§

COUNTY OF _____ §

This instrument was acknowledged before me, on the _____ day of _____, 2018, by _____, _____ of Northstar Ranch, LLC, a Texas limited liability company, on behalf of said limited liability company.

Notary Public, State of Texas

[SEAL]

Printed Name: _____

My Commission Expires: _____

**FAR NORTH FORT WORTH MUNICIPAL
UTILITY DISTRICT NO. 1 OF TARRANT AND
WISE COUNTIES**

By: _____
President, Board of Directors

Date: _____

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me, on the ___ day of _____,
2018, by _____, President, Board of Directors of Far North Fort Worth
Municipal Utility District No. 1 of Tarrant and Wise Counties, on behalf of said district.

Notary Public, State of Texas

[SEAL]

Printed Name: _____

My Commission Expires: _____

EXHIBIT A

Far North Fort Worth MUD 1

TRACT 1

BEING a 388.869 acre tract of land in the M. Ashton Survey, Abstract Number 8 T, the M. Ashton Survey, Abstract Number 1 W, the M.E.P. & P. Railway Co. Survey, Abstract No. 1136, the Charles Fleisner Survey, Abstract No. 310 T, and the Charles Fleisner Survey, Abstract No. 541 W, situated in Tarrant and Wise Counties, Texas, and being a portion of that certain tract of land described in deed to Sarah Wilson, Exec., recorded in Volume 11888, Page 192, County Records, Tarrant County, Texas, and being further described in deed as Tract One, recorded in Volume 9300, Page 516, Deed Records, Tarrant County, Texas. The bearings for this survey are based on the bearings as they appear in Volume 9300, Page 516, Deed Records, Tarrant County, Texas. Said 388.869 acre tract being described by metes and bounds as follows:

BEGINNING at a ½" iron rod with plastic cap stamped "RPLS 4818" set at the northwest corner of Lot 21, Block 6, The Highlands at Willow Springs, an addition to Tarrant County, Texas, recorded in Cabinet A, Slide 6100, Plat Records, Tarrant County, Texas, and being in the easterly right of way line of Fort Worth to Denver Burlington Railroad, a 100' right of way;

THENCE North 21°33'15" West, with the said easterly right of way line, a distance of 4378.56 Feet to a ½" iron rod found at the northwest corner of said Tract One;

THENCE South 89°54'51" East, departing the said easterly right of way line, and continuing along the north line of said Tract One, a distance of 1281.47 Feet to a ½" iron rod with plastic cap stamped "RPLS 4818" set;

THENCE departing the said north line, and continuing over and across said Tract One, the following courses and distances:

South 29°16'31" East, a distance of 1807.13 Feet to a ½" iron rod with plastic cap stamped "RPLS 4818" set;

South 89°54'51" East, a distance of 1683.01 Feet to a ½" iron rod with plastic cap stamped "RPLS 4818" set;

North 0°09'54" East, a distance of 1084.55 Feet to a ½" iron rod with plastic cap stamped "RPLS 4818" set at the southeast corner of that certain tract of land described in deed to Jack W. Wilson Family Trust, recorded in Volume 11964, Page 683, Deed Records, Tarrant County, Texas, and Sara H. Wilson Grantor Trust "A" and the Sara H. Wilson Grantor Trust "B", recorded in County Clerks Instrument No. D205303748, Deed Records, Tarrant County, Texas;

THENCE North 0°02'11" West, along the east line of said Jack W. Wilson Family Trust & Sara Wilson Grantor Trust tract, a distance of 490.46 Feet to a ½" iron rod with plastic cap stamped "RPLS 4818" set in the north line of said Tract One;

THENCE South 89°54'51" East, with the north line of said Tract One, a distance of 1724.50 Feet;

THENCE departing said north line and continuing over and across said Tract One, the following courses and distances:

South 1°12'54" West, a distance of 1560.72 Feet;

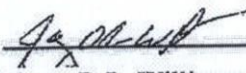
South 87°56'55" East, a distance of 397.34 Feet to the east line of said Tract One;

THENCE South 0°06'11" West, along said east line, a distance of 2108.60 Feet to an "X" cut set;

THENCE South 32°39'17" West, a distance of 482.26 Feet to an "X" cut set in the centerline of Willow Springs Road (County Road 4109), a 120' public right of way;

THENCE North 89°38'41" West, departing said centerline, and continuing over and across said Willow Springs Road, passing at a distance of 60.00 Feet the northeast corner of Block 5, of said The Highlands at Willow Springs Addition, and the west right of way line of said Willow Springs Road, and continuing along the north line of said Block 5, for a total distance of 4066.95 Feet to the POINT OF BEGINNING and containing a computed area of 388.869 Acres, more or less.

Compiled from field ties and record data on June 1, 2016 by Whitfield-Hall Surveyors. A survey exhibit of even survey date accompanies this description.



Johnny D.L. Williams
Registered Professional Land Surveyor
Texas Registration Number 4818
TBPLS Firm Reg. No. 10138500



TRACT 2

BEING a 47.266 acre tract of land in the M. Ashton Survey, Abstract Number 8, and the Charles Fleisner Survey, Abstract No. 541, situated in Tarrant County, Texas, and being a portion of that certain tract of land described in deed to Sarah Wilson, Exec., recorded in Volume 11888, Page 192, County Records, Tarrant County, Texas, and being further described in deed as Tract Two, recorded in Volume 6404, Page 638, Deed Records, Tarrant County, Texas. The bearings for this survey are based on the bearings as they appear in Volume 9300, Page 516, Deed Records, Tarrant County, Texas. Said 47.266 acre tract being described by metes and bounds as follows:

BEGINNING at a ½" iron rod found at the southeast corner of said Tract Two, at the northwest corner of Lot 50, Block 4, Haslet Heights II an Addition to Tarrant County recorded in Cabinet A, Slide 3468, Plat Records, Tarrant County, Texas, and being in the westerly right of way line of Fort Worth to Denver Burlington Railroad, a 100' right of way, and being in the south line of the said Fleisner Survey;

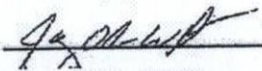
THENCE North 89°22'38" West, with the south line of said Tract Two, and along the north line of Said Block 4, a distance of 1521.47 Feet to a ½" iron rod set at the southwest corner of said Tract Two on the occupied east right-of-way line of Aston Bates Road, a variable width public right of way;

THENCE North 9°04'41" East, with the west line of said Tract Two, and along the said east right-of-way line, a distance of 2472.95 Feet to a 1/2" iron rod with plastic cap stamped "RPLS 4818" set at the northwest corner of said Tract Two;

THENCE South 89°38'46" East, with the north line of said Tract Two, a distance of 161.61 Feet to a ½" iron rod with plastic cap stamped "RPLS 4818" set at the northeast corner of said Tract Two, and being in the said westerly right of way line;

THENCE South 21°31'53" East, with the east line of said Tract Two, and said westerly right of way line, a distance of 2641.87 Feet to the POINT OF BEGINNING; and containing a computed area of 47.266 Acres, more or less.

Compiled from field ties and record data on February 2, 2016 by Whitfield-Hall Surveyors. A survey exhibit of even survey date accompanies this description.



Johnny D.L. Williams
Registered Professional Land Surveyor
Texas Registration Number 4818
TBPLS Firm Reg. No. 10138500



TRACT 3

BEING a 283.768 acre tract of land in the Charles Fleisner Survey, Abstract Number 310, the T & P Railway Company Survey, Abstract No. 1035 W, and, the T & P Railway Company Survey, Abstract No. 1575 T, situated in Tarrant and Wise Counties, Texas, and being a portion of that certain tract of land described in deed to Sarah Wilson, Exec. Recorded in Volume 11888, Page 192, Deed Records, Tarrant County, Texas. The bearings for this survey are based on the bearings as they appear in Volume 9300, Page 516, Deed Records, Tarrant County, Texas. Said 283.768 acre tract being described by metes and bounds as follows:

BEGINNING at a concrete monument found at the northeast corner of Aston Meadows, Phase 1, an addition to Tarrant County, recorded in Cabinet A, Slide 6833, Plat Records, Tarrant County, Texas, and being on the occupied west right-of-way line of Aston Bates Road, an undedicated public right of way with a fenced right of way of 60 feet;

THENCE North $87^{\circ}56'55''$ West, along the north line of said Aston Meadows Phase 1, a distance of 3079.92 Feet to a $1/2''$ iron rod found at the northwest corner of said Aston Meadows, Phase One;

THENCE South $1^{\circ}01'53''$ West, along the west line of the said Aston Meadows Phase 1, a distance of 350.42 Feet to a bolt in stone found at the northeast corner of Haslet Heights Phase III, an addition to Tarrant County, recorded in Cabinet A, Slide 3327, Plat Records, Tarrant County, Texas;

THENCE North $89^{\circ}44'59''$ West, along the north line of the said Haslet Heights Phase III, a distance of 1354.54 Feet to a $5/8''$ iron rod found at the northwest corner of the said Haslet Heights, Phase III, on the east right-of-way line of U.S. Highway 287 & Highway 81, a variable width right of way;

THENCE continuing along the said east right-of-way line the following courses and distances:

North $13^{\circ}06'27''$ West, a distance of 467.80 Feet to a concrete TxDot Monument;

North $18^{\circ}03'06''$ West, a distance of 1920.06 Feet to a $5/8''$ iron rod found on the south line of that certain tract described in deed to Roberta Lindsey and further described in section three, as First tract, and recorded in Volume 2093, Page 414, Deed Records, Tarrant County, Texas, for the most westerly northwest corner of the herein described tract;

THENCE continuing along the southerly, and westerly lines of the said Roberta Lindsey tract the following courses and distances:

South $89^{\circ}49'58''$ East, along the said south line and generally along a fence line, a distance of 2067.58 Feet to a fence corner;

North $0^{\circ}07'17''$ East, a distance of 1614.83 Feet to a fence corner;

South 89°36'38" East, a distance of 1330.65 Feet to a fence corner found on the occupied west right-of-way of the said Aston Bates Road;

THENCE continuing along the said occupied west right-of-way line the following courses and distances:

South 39°55'19" East, a distance of 340.66 Feet to a fence corner;

South 39°45'44" East, a distance of 370.78 Feet to a fence corner;

South 36°55'41" East, a distance of 179.36 Feet to a fence corner;

South 32°39'49" East, a distance of 190.17 Feet to a fence corner;

South 28°07'34" East, a distance of 182.81 Feet to a fence corner;

South 25°19'38" East, a distance of 190.40 Feet to a fence corner;

South 21°44'55" East, a distance of 272.59 Feet to a fence corner;

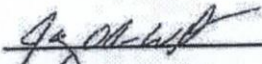
South 21°29'26" East, a distance of 1997.02 Feet to a fence corner;

South 15°29'09" East, a distance of 102.17 Feet to a fence corner;

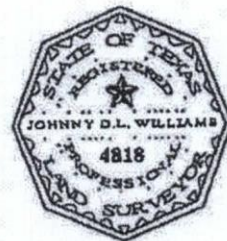
South 10°43'28" East, a distance of 186.80 Feet to a fence corner;

South 7°55'11" East, a distance of 70.96 Feet to the POINT OF BEGINNING, and containing a computed area of 283.768 Acres, more or less.

Compiled from field ties and record data on February 1, 2016 by Whitfield-Hall Surveyors. A survey Exhibit of even survey date accompanies this description.



Johnny D.L. Williams
Registered Professional Land Surveyor
Texas Registration Number 4818
TBPLS Firm Reg. No. 10138500



Tract 4
Description of
13.745 Acres of Land

BEING a 13.745 acre tract of land in the M. Ashton Survey, Abstract Number 1 (Denton County) Denton County, Texas, and being a portion of that certain tract of land (Tract 1) described in deed to Northstar Ranch, LLC., recorded in Instrument Number D217014069 of County Records, Tarrant County, Texas and Instrument Number 2017-7539 of Real Property Records, Denton County, Texas and being more particularly described by metes and bounds as follows:

BEGINNING at the northeast corner of said Tract 1 being the southeast corner of that tract of land described by deed to Mary Lou Livengood recorded Volume 109, Page 448 of said Real Property Records and being in the west line of that tract of land described by deed to Sendera Ranch A2A Development, LLC recorded in Instrument Number 2014-61437 of said Real Property Records;

THENCE South 00°06'11" West, 1574.05 feet with the east line of said Tract 1;

THENCE South 87°56'55" West, 397.34 feet, departing the said east line, to the approximate county line of Denton and Wise counties;

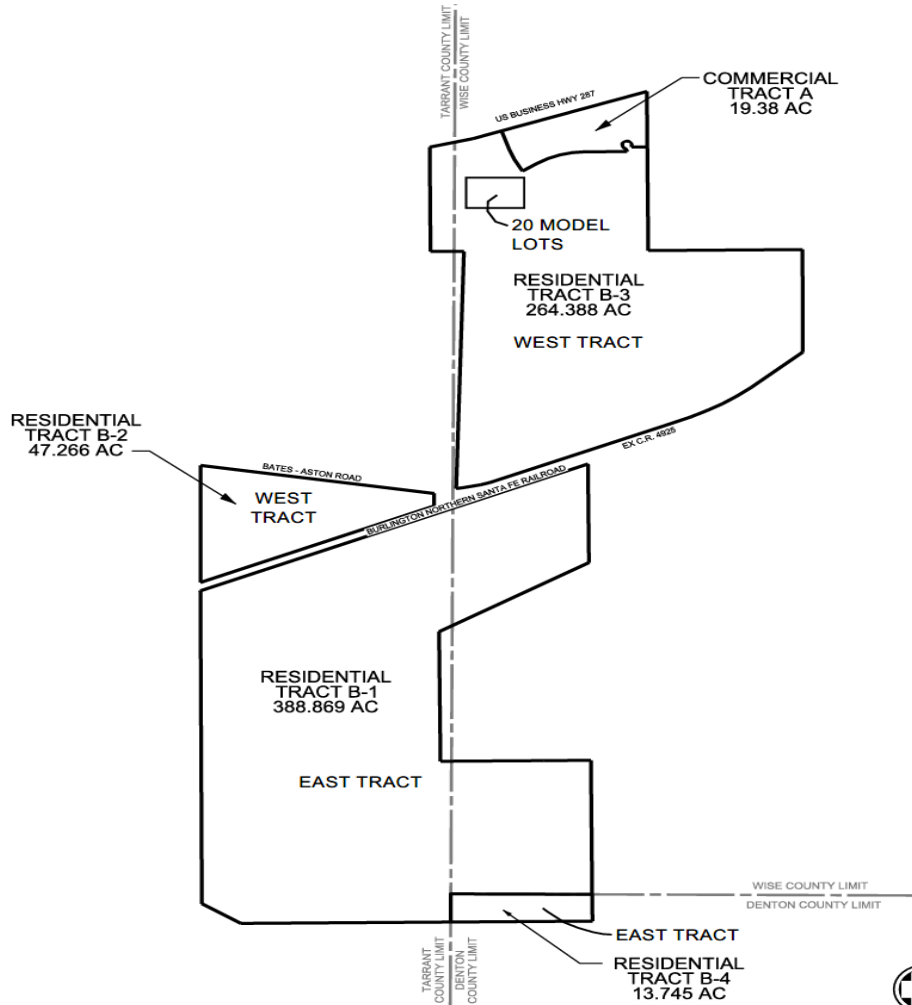
THENCE North 01°12'54" East, 1560.72 feet, with said common line, to the north line of said Tract 1;

THENCE North 89°54'51" East, with said north line, to the **POINT OF BEGINNING** and containing 13.745 acres, more or less.

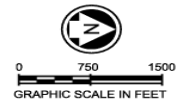
**Exhibit D
Development Plan**

[attached]

EXHIBIT 'D'
DEVELOPMENT PLAN



FAR NORTH FORT WORTH
MUNICIPAL UTILITY DISTRICT NO. 1



05/02/2018

Exhibit F
Utility and Infrastructure Agreement

Exhibit F-1
First Amendment to Utility and Infrastructure Agreement