



# City of Rowlett

## Special Meeting Agenda

### City Council

4000 Main Street  
Rowlett, TX 75088  
www.rowlett.com

*City of Rowlett City Council meetings are available to all persons regardless of disability. If you require special assistance, please contact the City Secretary at 972-412-6115 or write 4000 Main Street, Rowlett, Texas, 75088, at least 48 hours in advance of the meeting.*

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Tuesday, April 14, 2015

6:30 P.M.\*

Annex Building – 4004 Main Street

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As authorized by Section 551.071 of the Texas Government Code, this meeting may be convened into closed Executive Session for the purpose of seeking confidential legal advice from the City Attorney on any agenda item herein.

The City of Rowlett reserves the right to reconvene, recess or realign the Regular Session or called Executive Session or order of business at any time prior to adjournment.

**This meeting will begin immediately upon the conclusion of the TIRZ Number Two Board of Directors meeting being held at 5:30 p.m.**

1. **CALL TO ORDER**
2. **INDIVIDUAL CONSIDERATION (6:30 P.M.)\* Times listed are approximate.**
  - 2A. Consideration and action to adopt an ordinance approving the project and financing plans for the Tax Increment Reinvestment Zone Number Two, City of Rowlett.
  - 2B. Consideration and action on a resolution approving a development agreement with Bayside Land Partners LLC (a/k/a Donahue Development Corporation) on the Elgin B. Robertson property and authorizing the City Manager to execute all necessary documents on the City's behalf.
3. **WORK SESSION**
  - 3A. Discuss municipal regulations for sale of packaged liquor. (30 minutes)
  - 3B. Discuss staff recommendation for the purchase of the new SCADA System. (15 minutes)

**TAKE ANY NECESSARY OR APPROPRIATE ACTION ON CLOSED/EXECUTIVE SESSION MATTERS**

4. **ADJOURNMENT**

*Laura Hallmark*

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Laura Hallmark, City Secretary

I certify that the above notice of meeting was posted on the bulletin boards located inside and outside the doors of the Municipal Center, 4000 Main Street, Rowlett, Texas, as well as on the City's website (www.rowlett.com) on the 10<sup>th</sup> day of April, 2015, by 5:00 p.m.



**City of Rowlett**  
**Staff Report**

4000 Main Street  
P.O. Box 99  
Rowlett, TX 75030-0099  
www.rowlett.com

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**AGENDA DATE:** 04/14/15

**AGENDA ITEM:** 2A

**TITLE**

Consider action on an ordinance adopting the project and financing plan of the Tax Increment Reinvestment Zone Number Two, City of Rowlett, Texas.

**STAFF REPRESENTATIVE**

Brian Funderburk, City Manager  
Jim Grabenhorst, Director of Economic Development

**SUMMARY**

The City of Rowlett and the City of Dallas have had longstanding discussions over the past decade regarding the potential sale of the Elgin B. Robertson property and boundary adjustment into Rowlett's municipal jurisdiction. A tax-increment reinvestment zone helps facilitate the capital infrastructure needs of the site. Therefore, the purpose of this item is to approve an ordinance adopting the project and financing plan of the Tax Increment Reinvestment Zone Number Two (TIRZ) for Rowlett, Texas.

This TIRZ boundary will encompass the area of the former Elgin B. Robertson property and adjoining street right-of-way and is approximately 317 ± acres (Attachment 1). This project area, now known as Bayside, will be a multi-year development and once completed, the property will become a legacy project and gateway into Rowlett along the Interstate 30 corridor.

**BACKGROUND INFORMATION**

The Elgin B. Robertson property consists of approximately 257 acres along Interstate 30 at the Dalrock Road interchange (see aerial map on following page). The north tract is located in Dallas County and consists of approximately 142 acres and the south tract is located in both Dallas County and Rockwall County and consists of approximately 115 acres.

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The property was acquired by the City of Dallas in 1966 as part of the Forney Reservoir development, which is now known as Lake Ray Hubbard and was designated as a “park” upon its purchase. The property is approximately ten miles outside of the main city limits of the City of Dallas.

As mentioned above, both cities have had ongoing discussions over the past decade regarding the potential sale and boundary adjustment of this property. In order for a potential sale to occur, the City of Dallas needed voter approval to “de-park” the property. In November 2010, the City of Dallas placed a ballot proposition for voter approval and that proposition was rejected. In May 2013, the City of Dallas again placed ballot language for voter approval and that ballot proposition passed opening the door for the negotiations to begin in earnest.

On February 5, 2015, the Dallas Parks Board took action to recommend approval of the sale of Elgin B. Robertson to the City of Rowlett. On February 25, 2015, the Dallas City Council took action approving an Interlocal Agreement and execution of a resolution to provide for the resultant boundary adjustments and on March 25, 2015, the Dallas City Council approved the final ordinances on the boundary adjustment of the property into Rowlett’s municipal territorial jurisdiction.

On March 17, 2015, Rowlett City Council approved the following items:

- Interlocal Agreement with the City of Dallas for the acquisition of the Elgin B. Robertson property (Resolution No. 029-15)
- Boundary Adjustments that would amend Rowlett's municipal jurisdiction to include the Elgin B. Robertson property (Ordinance No. 010-15)
- Amendment to the Interlocal Agreement and Lease between the City of Dallas and the City of Rowlett relating to the Take Line area (Resolution No. 030-15)
- Approval of a purchase and sale agreement with Donahue Development Corporation for the conveyance of the Elgin B. Robertson property (approximately 257 acres) pursuant to a Tax Increment Reinvestment Zone (Resolution No. 031-15)

On March 27, 2015, Rowlett City Council approved the following:

- Resolution calling for the public hearing to create a TIRZ (Resolution No. 032-15)

On April 7, 2015, Rowlett City Council approved the following:

- Public Hearing and creation of the Tax Increment Reinvestment Zone Number Two, City of Rowlett, Texas on approximately 317 acres for the Bayside project (Ordinance No. 013-15)
- Appointment of the Board of Directors and Chairman for the Tax Increment Reinvestment Zone Number Two, City of Rowlett, Texas. (Resolution No. 043-15)
- Public Hearing and adoption of the City's Form Based Code zoning classifications for the property (Ordinance No. 014-15)

## **DISCUSSION**

At the March 27, 2015, City Council Work session, the City's financial advisors, First Southwest, presented an overview on Tax Increment Reinvestment Zones, which included a general description; criteria for establishing; creation and responsibilities of Board of Directors; the Project & Financing plan elements; powers of the City; collection and deposit of TIRZ funds and developer funding of projects with TIRZ reimbursements (Attachment 2).

Pursuant to Chapter 311 (Texas Tax Code) the TIRZ creation allows for the City to complete the land transaction with our development partner as well as develop a project and financing plan, which will be the mechanism to allow the developer to fund the public infrastructure needs associated with this project and receive reimbursement from a portion of the incremental ad valorem property taxes generated by the project. The TIRZ was created on April 7, 2015, for a term ending on the earlier of April 30, 2035, or the date when all project costs are paid and all debt is retired, with boundaries conforming to the legal description in Exhibit A. During such term, 50 percent of the Tax Increments collected from ad valorem taxes real property in the Zone, subject to a maximum amount of \$72,500,000, will be contributed to the TIRZ Fund. Tax increments dedicated to the TIRZ Fund will be used to facilitate development of the Zone, whether by reimbursing expenses for public improvements or paying debt service on Zone Obligations issued for public improvements or other project costs.

The table below outlines the infrastructure costs that would be eligible TIRZ project costs. The TIRZ would also include reimbursement of overhead expenses to the City of Rowlett totaling \$642,369.

(a)	(b)	(c)	(d)	(e)	(f)
	North of IH 30	South of IH 30	Total Costs	Less Nonproject Costs	Net TIF Project Costs
<b>Street Improvements</b>					
Dalrock and Major Collector	\$2,777,723	\$3,115,606	\$5,893,329		\$5,893,329
I30 Interchange	\$0	\$17,277,893	\$17,277,893		\$17,277,893
	\$2,777,723	\$20,393,499	\$23,171,222	\$0	\$23,171,222
<b>Grading / Utilities</b>					
Mass grading/Sea Wall/Trails	\$3,394,995	\$5,347,775	\$8,742,770	\$0	\$8,742,770
Wastewater, Lift Stations, sanitary	\$2,209,833	\$5,123,426	\$7,333,259		\$7,333,259
Water - Off-site and On-site Upgrade	\$1,234,543	\$3,901,581	\$5,136,124		\$5,136,124
	\$6,839,371	\$14,372,782	\$21,212,153	\$0	\$21,212,153
Onsite roads/common area upgrade	\$532,025	\$5,386,824	\$5,918,849		\$5,918,849
Parks, Public Art, Monuments	\$308,635	\$4,025,316	\$4,333,951		\$4,333,951
	\$840,660	\$9,412,140	\$10,252,800	\$0	\$10,252,800
Subtotal for capital improvements	\$10,457,754	\$44,178,421	\$54,636,175	\$0	\$54,636,175
City administrative expenses to be reimbursed			\$642,369		\$642,369
Subtotal before financing costs			\$55,278,544	\$0	\$55,278,544
Financing costs for improvements			\$17,147,618		\$17,147,618

The City's development partner will provide the funding for the estimated \$54.6 million in public infrastructure costs identified above. Some of the extraordinary public infrastructure costs associated with the development of this site are related to providing the appropriate transportation, wastewater and water services as follows:

**Transportation/Streets Improvements:**

- IH30 Redesign & Construction of Interchange
- IH30 Design & Construction of Overpass connecting North & South parcels
- Dalrock Road Improvements & Extension into South parcel

**Wastewater (Sanitary Sewer) Improvements:**

- Main Lift Station & 18" Force Main
- 18" Force Main Design & Construction along Miller Road
- Rowlett Road Lift Station Pump Upgrade & 18" Force Main Extension
- 24" Gravity Main Upgrade along Dexham Road
- 51" Gravity Main Upgrade at Garland Treatment Plan

**Water System Improvements:**

- 16" Transmission Line from Chiesa Elevated Storage Tank to Dalrock Road
- 24" Transmission Line along Dalrock Road from Merritt Road Pump Station
- Expansion of the Merritt Road Pump Station

The table below outlines the proposed allocation of 50 percent of the incremental ad valorem taxes generated by the development of this property within the TIRZ, which will fund the reimbursement of those project costs over the approximate 20 year life of the TIRZ:

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Year	Appraised Real Property Value for Jan. 1,	Tax Due Without Penalty by Jan 31,	TIF Fund Receipts	Developer Outlay for TIF Project Cost Principal as of May in Appraisal Year	Simple Interest Carried and Accrued @ 3.65% of Principal Owed	Interest Paid This Year	Simple Interest Owed After Payment	City's TIF #2 Program Administrative Expenses Paid This Year	Principal Paid This Year	Principal Owed After Payment	Residual Cash in TIF Fund at Year End
Base	2016	2016	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
1	2016	2017	\$0	\$2,731,809	\$0	\$0	\$0	\$0	\$0	\$2,731,809	\$0
2	2017	2018	\$523,089	\$10,927,235	\$99,711	\$99,711	\$0	\$30,000	\$393,378	\$13,266,698	\$0
3	2018	2019	\$1,843,223	\$10,927,235	\$484,197	\$484,197	\$0	\$30,800	\$1,328,426	\$22,864,475	\$0
4	2019	2020	\$2,291,496	\$10,927,235	\$834,553	\$834,553	\$0	\$31,212	\$1,425,730	\$32,365,990	\$0
5	2020	2021	\$3,278,850	\$5,463,618	\$1,181,358	\$1,181,358	\$0	\$31,836	\$2,065,656	\$35,783,941	\$0
6	2021	2022	\$3,381,406	\$5,463,618	\$1,305,384	\$1,305,384	\$0	\$32,473	\$2,043,548	\$39,184,011	\$0
7	2022	2023	\$4,025,112	\$2,731,809	\$1,430,216	\$1,430,216	\$0	\$33,122	\$2,561,774	\$39,364,048	\$0
8	2023	2024	\$4,087,644	\$2,731,809	\$1,438,423	\$1,438,423	\$0	\$33,785	\$2,617,437	\$39,468,418	\$0
9	2024	2025	\$4,213,435	\$2,731,809	\$1,440,597	\$1,440,597	\$0	\$34,461	\$2,738,378	\$39,481,849	\$0
10	2025	2026	\$4,297,704	\$0	\$1,440,357	\$1,440,357	\$0	\$35,150	\$2,822,197	\$38,639,652	\$0
11	2026	2027	\$4,383,658	\$0	\$1,337,347	\$1,337,347	\$0	\$35,853	\$3,010,458	\$35,629,194	\$0
12	2027	2028	\$4,471,331	\$0	\$1,227,466	\$1,227,466	\$0	\$36,570	\$3,207,296	\$30,421,898	\$0
13	2028	2029	\$4,560,758	\$0	\$1,110,399	\$1,110,399	\$0	\$37,301	\$3,413,058	\$27,008,841	\$0
14	2029	2030	\$4,651,973	\$0	\$985,823	\$985,823	\$0	\$38,047	\$3,628,103	\$23,380,737	\$0
15	2030	2031	\$4,745,013	\$0	\$853,397	\$853,397	\$0	\$38,808	\$3,852,808	\$19,527,930	\$0
16	2031	2032	\$4,839,913	\$0	\$712,769	\$712,769	\$0	\$39,584	\$4,087,559	\$15,440,371	\$0
17	2032	2033	\$4,936,711	\$0	\$563,574	\$563,574	\$0	\$40,376	\$4,332,762	\$11,107,609	\$0
18	2033	2034	\$5,035,446	\$0	\$405,428	\$405,428	\$0	\$41,184	\$4,588,834	\$8,518,775	\$0
19	2034	2035	\$5,136,154	\$0	\$237,935	\$237,935	\$0	\$42,007	\$4,856,212	\$1,662,563	\$0
20	2035	2036	\$1,746,292	\$0	\$60,684	\$60,684	\$0	\$0	\$1,662,563	\$0	\$23,046
21	2036	2037	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
22	2037	2038	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
23	2038	2039	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
24	2039	2040	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
25	2040	2041	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
26	2041	2042	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
27	2042	2043	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
28	2043	2044	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
29	2044	2045	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
30	2045	2046	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total for years 1-30			\$72,449,208	\$54,638,175		\$17,147,618		\$642,369	\$54,638,175		\$23,046

TIF project principal costs are fully reimbursed only if \$0 when the TIF Zone expires.

\$72,426,163 Check: P&I payments and payments for City administrative expenses may not exceed TF fund receipts.

The following table depicts the anticipated action items and timeline associated with completing this transaction:

ACTION	CITY	COMPLETION DATE
Parks Dept. Recommendation	Dallas	February 5, 2015
City Council Action	Dallas	February 25, 2015
City Council Work Session	Rowlett	March 3, 2015
City Council Action	Rowlett	March 17, 2015
City Council Action – Boundary Adj.	Dallas	March 25, 2015
P&Z Zoning Public Hearing & Recommendation	Rowlett	April 6, 2015
City Council Public Hearing & Zoning Action	Rowlett	April 7, 2015
City Council Public Hearing & TIRZ Creation	Rowlett	April 7, 2015
City Council Action – Econ. Dev. Agreement	Rowlett	April 14, 2015
City Council Action – TIRZ Project Plan	Rowlett	April 14, 2015
Property Sale/Closing	Dallas/Rowlett	April 30, 2015
Property Sale/Closing	Rowlett/Donahue	April 30, 2015

## FISCAL IMPACT/BUDGET IMPLICATIONS

The project and financing plan (Exhibit A) provides the detailed fiscal impact; highlights of the Bayside plan include the following:

- Eight to ten years for full build out
- Approximately \$72.5 million in TIRZ ad valorem taxes real property
- Approximately 1.75 million square feet of commercial space
- Approximately 3,000 residential units

The creation of this TIRZ does not financially encumber or indebted the City of Rowlett. The developer will front all costs and the City of Rowlett will use 50 percent of the future ad valorem property tax revenue from the site for reimbursement for a period of approximately 20 years. The City will receive 100 percent of all other revenue streams (retail sales tax, business personal property, hotel occupancy tax, etc.) during the period in which the TIRZ exists.

In many TIRZ arrangements, the municipality, district or other political entity issues the bonds and uses the “tax-increment” to pay the bonds. In this case, the developer is fronting the costs and the City of Rowlett’s obligation to reimburse the developer under the TIRZ will end at the earlier of approximately twenty years or the complete repayment of the estimated \$54.6 million cost plus interest and administrative overhead. In addition, the TIRZ would also include reimbursement of overhead expenses to the City of Rowlett totaling \$642,369.

#### **RECOMMENDED ACTION**

Approve an ordinance to adopt the project and finance plan for the Tax Increment Reinvestment Zone Number Two, City of Rowlett, Texas and authorizing the Mayor to execute all necessary documents on the City's behalf.

#### **ORDINANCE**

#### **AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF ROWLETT, TEXAS APPROVING A PROJECT AND FINANCING PLAN FOR THE TAX INCREMENT REINVESTMENT ZONE NUMBER TWO, CITY OF ROWLETT, TEXAS; AND PROVIDING AN EFFECTIVE DATE**

**WHEREAS**, the City Council of the City of Rowlett, Texas, has created and designated the Tax Increment Reinvestment Zone Number Two, City of Rowlett, Texas (the “Zone”), and has appointed qualified persons to serve as members of the board of directors; and

**WHEREAS**, the Board of Directors of the Zone have prepared and adopted a Project and Financing Plan for the Zone, and has submitted the plans for approval by the City Council; and

**WHEREAS**, upon review and consideration of the Project and Financing Plan, and the Board's recommendation for approval of same, the Council finds and determines that the plans are in proper form and are feasible; and

**WHEREAS**, in accordance with the Tax Increment Financing Act, Chapter 311, Texas Tax Code, as amended (the "Act"), the City Council is authorized to adopt a Project and Financing Plan for the Zone, and does so by this ordinance.

**NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF ROWLETT, TEXAS:**

**Section 1.** That all matters stated in the preamble hereof are true and correct and are hereby incorporated into the body of this ordinance as if copied in their entirety.

**Section 2.** That pursuant to the Tax Increment Financing Act, Chapter 311, Texas Tax Code, as amended, the City Council of the City of Rowlett, Texas, hereby specifically finds that the Project and Financing plan, approved and submitted by the Board of Directors of the Tax Increment Reinvestment Zone Number Two, City of Rowlett, Texas, are feasible, and does hereby approve and adopt the Project and Financing Plan, true and correct copies of which are attached hereto and incorporated herein Exhibit "A."

**Section 3.** That this ordinance shall take effect immediately from and after its passage and the publication of the caption, as the law and Charter in such cases provide.

**ATTACHMENTS**

Attachment 1 – Legal/Boundary Description of TIRZ Number Two, City of Rowlett, Texas

Attachment 2 – First Southwest TIRZ Overview presentation, March 27, 2015

Exhibit A – Project & Finance Plan for TIRZ Number Two, City of Rowlett, Texas

**LEGAL DESCRIPTION**

316.94 ACRES

**EXHIBIT A**

**BEING** a tract of land situated in the William Crabtree Survey, Abstract No. 346, Charles D. Merrill Survey, Abstract No. 957, Elmira Eveens Survey, Abstract No. 438, William Haden Thomas Survey, Abstract No. 213, H. McMillan Survey, Abstract No. 143, H. McMillan Survey, Abstract No. 853 and Jared Stephenson Survey, Abstract No. 258, City of Rowlett, Dallas County and Rockwall County, Texas; and being all of a tract of land described in Deed to City of Rowlett recorded in Instrument No. \_\_\_\_\_ of the Official Public Records of Dallas County, Texas; being part of Fuqua Road right-of-way, part of Dalrock Road right-of-way and part of Interstate Highway No. 30 right-of-way; and being more particularly described as follows;

**BEGINNING** at the intersection of the centerline of Fuqua Road (a variable width right-of-way) and the prolongation of the south line of Lakecrest Estates, an addition to the City of Rowlett according to the plat recorded in 84138, Page 1906 of said Deed Records;

**THENCE** departing said centerline of Fuqua Road and with said south line of Lakecrest Estates Addition, North 88°40'50" East, a distance of 2589.61 feet to the southeast corner of said Lakecrest Estates Addition and in the south line of a tract of land described as "Tract 2" in Warranty Deed to Missouri Kansas-Texas Railroad Company recorded in Volume 72212, Page 515 of said Deed Records; said point also being the beginning of a non-tangent curve to the left having a central angle of 38°37'49", a radius of 4633.66 feet, a chord bearing and distance of South 64°46'31" East, 3065.29 feet;

**THENCE** in a southeasterly direction, with said south line of the Missouri Kansas-Texas Railroad Company tract and with said curve to the left, an arc distance of 3124.13 feet to a point for corner at the intersection of said south line of the Missouri Kansas-Texas Railroad Company tract and the east right-of-way line of Dalrock Road (a variable width right-of-way);

**THENCE** departing said south line of the Missouri Kansas-Texas Railroad Company tract and with said east right-of-way line of Dalrock Road, the following courses and distances:

- South 0°26'16" East, a distance of 280.48 feet to a point for corner;
- South 89°33'44" West, a distance of 5.00 feet to a point for corner;
- South 0°26'16" East, a distance of 349.63 feet to a point for corner;
- South 30°08'56" East, a distance of 85.76 feet to a point for corner at the intersection of said east right-of-way line of Dalrock Road and the north right-of-way line of Interstate Highway No. 30 (a variable width right-of-way);

**THENCE** with said north right-of-way line of Interstate Highway No. 30, the following courses and distances:

- North 59°51'04" East, a distance of 909.03 feet to a point for corner;
- South 30°08'56" East, a distance of 150.00 feet to a point for corner;
- North 59°51'04" East, a distance of 500.00 feet to a point for corner;
- North 54°43'34" East, a distance of 201.56 feet to a point for corner;
- North 59°51'04" East, a distance of 84.81 feet to a point for corner;

**THENCE** departing said north right-of-way line of Interstate Highway No. 30, South 30°21'12" East, a distance of 415.59 feet to a point for corner in the south right-of-way line of said Interstate Highway No. 30;

**BAYSIDE - TIRZ BOUNDARY**

**316.9 ACRES**

**CITY OF ROWLETT**

WILLIAM CRABTREE SURVEY, ABSTRACT NO. 346  
 ELMIRA EVEENS SURVEY, ABSTRACT NO. 438  
 CHARLES D. MERRILL SURVEY, ABSTRACT NO. 957  
 WILLIAM HADEN THOMAS SURVEY, ABSTRACT NO. 213  
 H. McMILLAN SURVEY, ABSTRACT NO. 143  
 H. McMILLAN SURVEY, ABSTRACT NO. 853 AND  
 JARED STEPHENSON SURVEY, ABSTRACT NO. 258  
 DALLAS COUNTY & ROCKWALL COUNTY, TEXAS

**PRELIMINARY**

THIS DOCUMENT SHALL NOT BE RECORDED FOR ANY PURPOSE AND SHALL NOT BE USED OR VIEWED OR RELIED UPON AS A FINAL SURVEY DOCUMENT

J. ANDY DOBBS  
 REGISTERED PROFESSIONAL  
 LAND SURVEYOR NO. 6196  
 12750 MERIT DRIVE, SUITE 1000  
 DALLAS, TEXAS 75251  
 PH. 972-770-1300  
 andy.dobbs@kimley-horn.com

<b>Kimley»Horn</b>		12750 Merit Drive, Suite 1000 Dallas, Texas 75251		FIRM # 10115500		Tel. No. (972) 770-1300 Fax No. (972) 239-3820	
		Scale N/A	Drawn by SLJ	Checked by DAB	Date APRIL 2015	Project No. 064478300	Sheet No. 1 OF 7

LEGAL DESCRIPTION (CONTINUED)

EXHIBIT A

THENCE with said south right-of-way line of Interstate Highway No. 30, South 59°38'48" West, a distance of 1411.44 feet to a point for corner in the 435.5 foot contour line as defined by a survey performed in September, 2014;

THENCE with said 435.5 foot contour line, the following courses and distances:

- South 11°55'35" West, a distance of 13.30 feet to a point for corner;
- South 83°55'34" East, a distance of 42.59 feet to a point for corner;
- South 41°26'22" East, a distance of 22.81 feet to a point for corner;
- North 84°26'38" East, a distance of 65.39 feet to a point for corner;
- South 59°17'22" East, a distance of 176.45 feet to a point for corner;
- South 48°46'22" East, a distance of 21.32 feet to a point for corner;
- South 45°47'00" West, a distance of 31.45 feet to a point for corner;
- South 26°22'16" East, a distance of 36.33 feet to a point for corner;
- North 70°44'38" East, a distance of 69.54 feet to a point for corner;
- South 49°36'30" East, a distance of 86.35 feet to a point for corner;
- South 16°53'11" East, a distance of 90.81 feet to a point for corner;
- South 28°32'17" West, a distance of 58.79 feet to a point for corner;
- South 58°27'51" West, a distance of 238.99 feet to a point for corner;
- South 69°33'01" West, a distance of 197.77 feet to a point for corner;
- South 35°06'48" West, a distance of 147.15 feet to a point for corner;
- South 11°57'05" West, a distance of 115.30 feet to a point for corner;
- South 43°25'41" East, a distance of 251.60 feet to a point for corner;
- South 53°03'14" East, a distance of 253.93 feet to a point for corner;
- North 86°32'28" East, a distance of 214.90 feet to a point for corner;
- North 58°46'44" East, a distance of 281.78 feet to a point for corner;
- North 30°07'13" East, a distance of 21.71 feet to a point for corner;
- North 56°49'51" East, a distance of 138.28 feet to a point for corner;
- North 1°28'39" West, a distance of 18.10 feet to a point for corner;
- North 74°07'21" East, a distance of 112.01 feet to a point for corner;
- South 3°58'16" East, a distance of 20.21 feet to a point for corner;
- North 77°08'51" East, a distance of 12.88 feet to a point for corner;
- South 27°28'01" East, a distance of 20.33 feet to a point for corner;
- South 74°24'40" East, a distance of 42.16 feet to a point for corner;
- South 39°38'37" East, a distance of 39.65 feet to a point for corner;
- South 35°13'43" East, a distance of 104.73 feet to a point for corner;
- South 44°28'24" East, a distance of 100.03 feet to a point for corner;
- South 27°26'58" East, a distance of 84.71 feet to a point for corner;
- South 43°24'12" East, a distance of 57.43 feet to a point for corner;
- South 72°34'05" East, a distance of 29.28 feet to a point for corner;
- South 28°05'28" East, a distance of 22.60 feet to a point for corner;
- South 36°39'54" West, a distance of 54.35 feet to a point for corner;

**BAYSIDE - TIRZ BOUNDARY**  
**316.9 ACRES**  
**CITY OF ROWLETT**

WILLIAM CRABTREE SURVEY, ABSTRACT NO. 346  
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 H. McMILLAN SURVEY, ABSTRACT NO. 143  
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 DALLAS COUNTY & ROCKWALL COUNTY, TEXAS

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		Scale N/A	Drawn by SLJ	Checked by DAB	Date APRIL 2015

LEGAL DESCRIPTION (CONTINUED)

EXHIBIT A

South 44°39'22" East, a distance of 70.13 feet to a point for corner;  
 North 67°29'27" East, a distance of 182.05 feet to a point for corner;  
 North 67°06'21" East, a distance of 217.39 feet to a point for corner;  
 South 84°45'46" East, a distance of 12.17 feet to a point for corner;  
 South 26°39'20" East, a distance of 6.33 feet to a point for corner;  
 South 36°09'08" West, a distance of 12.52 feet to a point for corner;  
 South 63°52'18" West, a distance of 96.33 feet to a point for corner;  
 South 69°29'43" West, a distance of 163.46 feet to a point for corner;  
 South 62°20'43" West, a distance of 143.00 feet to a point for corner;  
 South 52°21'19" West, a distance of 193.69 feet to a point for corner;  
 South 45°30'50" West, a distance of 363.13 feet to a point for corner;  
 South 44°39'47" West, a distance of 370.91 feet to a point for corner;  
 South 41°22'25" West, a distance of 320.04 feet to a point for corner;  
 South 31°36'21" West, a distance of 65.70 feet to a point for corner;  
 North 83°25'46" West, a distance of 14.98 feet to a point for corner;  
 South 32°33'02" West, a distance of 95.59 feet to a point for corner;  
 South 35°46'16" East, a distance of 12.66 feet to a point for corner;  
 South 34°32'25" West, a distance of 36.10 feet to a point for corner;  
 South 62°18'16" West, a distance of 65.83 feet to a point for corner;  
 South 1°58'33" East, a distance of 51.91 feet to a point for corner;  
 South 26°50'42" West, a distance of 129.43 feet to a point for corner;  
 South 62°46'29" West, a distance of 41.91 feet to a point for corner;  
 South 11°12'59" East, a distance of 68.97 feet to a point for corner;  
 South 47°48'27" West, a distance of 23.25 feet to a point for corner;  
 South 4°36'15" East, a distance of 51.19 feet to a point for corner;  
 South 13°12'58" West, a distance of 141.85 feet to a point for corner;  
 South 54°03'35" West, a distance of 98.43 feet to a point for corner;  
 South 24°10'05" West, a distance of 172.42 feet to a point for corner;  
 South 49°53'37" West, a distance of 75.41 feet to a point for corner;  
 South 6°11'41" East, a distance of 73.51 feet to a point for corner;  
 South 47°12'32" West, a distance of 79.93 feet to a point for corner;  
 South 56°00'45" West, a distance of 90.47 feet to a point for corner;  
 South 72°18'27" West, a distance of 87.85 feet to a point for corner;  
 South 51°29'18" West, a distance of 89.24 feet to a point for corner;  
 South 85°34'12" West, a distance of 104.03 feet to a point for corner;  
 North 64°57'53" West, a distance of 54.08 feet to a point for corner;  
 North 81°43'17" West, a distance of 46.51 feet to a point for corner;  
 South 54°25'07" West, a distance of 52.94 feet to a point for corner;  
 North 55°16'55" West, a distance of 52.07 feet to a point for corner;  
 North 85°58'54" West, a distance of 47.93 feet to a point for corner;

**BAYSIDE - TIRZ BOUNDARY**  
**316.9 ACRES**  
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LEGAL DESCRIPTION (CONTINUED)

EXHIBIT A

South 63°14'45" West, a distance of 38.93 feet to a point for corner;  
 South 84°37'55" West, a distance of 51.06 feet to a point for corner;  
 South 25°45'34" West, a distance of 72.77 feet to a point for corner;  
 South 85°11'40" West, a distance of 75.08 feet to a point for corner;  
 North 39°34'51" West, a distance of 36.09 feet to a point for corner;  
 South 82°09'28" West, a distance of 27.25 feet to a point for corner;  
 South 9°14'30" West, a distance of 32.69 feet to a point for corner;  
 South 68°08'51" West, a distance of 33.00 feet to a point for corner;  
 North 22°48'58" West, a distance of 41.88 feet to a point for corner;  
 North 46°41'47" West, a distance of 99.21 feet to a point for corner;  
 North 23°23'14" East, a distance of 48.65 feet to a point for corner;  
 North 8°18'04" West, a distance of 69.76 feet to a point for corner;  
 North 38°05'11" West, a distance of 86.20 feet to a point for corner;  
 North 7°56'03" West, a distance of 143.95 feet to a point for corner;  
 North 16°14'28" East, a distance of 158.92 feet to a point for corner;  
 North 9°37'07" West, a distance of 132.27 feet to a point for corner;  
 North 27°15'57" West, a distance of 112.30 feet to a point for corner;  
 North 8°23'52" West, a distance of 151.50 feet to a point for corner;  
 North 6°05'24" East, a distance of 138.06 feet to a point for corner;  
 North 44°18'55" West, a distance of 122.01 feet to a point for corner;  
 North 6°31'27" West, a distance of 115.22 feet to a point for corner;  
 North 69°52'54" East, a distance of 59.70 feet to a point for corner;  
 North 27°40'34" East, a distance of 39.21 feet to a point for corner;  
 North 61°58'50" East, a distance of 128.80 feet to a point for corner;  
 North 8°55'12" East, a distance of 58.77 feet to a point for corner;  
 North 37°21'04" West, a distance of 164.91 feet to a point for corner;  
 North 3°33'00" West, a distance of 86.25 feet to a point for corner;  
 North 31°13'34" West, a distance of 123.36 feet to a point for corner;  
 North 87°16'52" West, a distance of 50.74 feet to a point for corner;  
 North 21°44'49" West, a distance of 143.68 feet to a point for corner;  
 North 32°09'38" West, a distance of 87.20 feet to a point for corner;  
 North 64°21'16" West, a distance of 94.15 feet to a point for corner;  
 South 81°56'58" West, a distance of 92.62 feet to a point for corner;  
 North 74°45'07" West, a distance of 52.60 feet to a point for corner;  
 North 50°15'56" West, a distance of 30.71 feet to a point for corner;  
 North 24°14'09" East, a distance of 20.52 feet to a point for corner;  
 North 30°17'25" West, a distance of 102.90 feet to a point for corner;  
 North 74°27'55" West, a distance of 26.37 feet to a point for corner;  
 North 7°10'36" West, a distance of 35.90 feet to a point for corner;  
 North 41°21'59" East, a distance of 15.79 feet to a point for corner;

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**CITY OF ROWLETT**

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Scale		Drawn by		Checked by	
N/A		SLJ		DAB	
		Date		Project No.	
		APRIL 2015		064478300	
				Sheet No.	
				4 OF 7	

LEGAL DESCRIPTION (CONTINUED)

EXHIBIT A

North 6°29'38" West, a distance of 134.90 feet to a point for corner;  
 North 25°48'14" West, a distance of 88.29 feet to a point for corner;  
 North 56°22'03" West, a distance of 58.31 feet to a point for corner in said south right-of-way line of Interstate Highway No. 30;

**THENCE** with said south right-of-way line of Interstate Highway No. 30, South 61°35'17" West, a distance of 660.43 feet to a point for corner;

**THENCE** departing said south right-of-way line of Interstate Highway No. 30, North 28°20'16" West, a distance of 445.80 feet to a point for corner in said north right-of-way line of Interstate Highway No. 30;

**THENCE** with said north right-of-way line of Interstate Highway No. 30, the following courses and distances:

North 61°39'44" East, a distance of 328.90 feet to a point for corner;  
 North 58°14'01" East, a distance of 265.47 feet to a point for corner;  
 North 42°57'13" East, a distance of 41.07 feet to a point for corner in said 435.5 foot contour line as defined by a survey performed in September, 2014;

**THENCE** with said 435.5 foot contour line, the following courses and distances:

North 15°11'07" East, a distance of 33.95 feet to a point for corner;  
 North 38°32'25" West, a distance of 41.98 feet to a point for corner;  
 North 1°20'09" West, a distance of 33.21 feet to a point for corner;  
 North 21°50'43" West, a distance of 133.00 feet to a point for corner;  
 North 0°47'38" East, a distance of 13.66 feet to a point for corner;  
 North 45°35'38" West, a distance of 76.21 feet to a point for corner;  
 South 70°42'21" West, a distance of 26.72 feet to a point for corner;  
 North 36°29'31" West, a distance of 156.89 feet to a point for corner;  
 North 20°24'02" West, a distance of 59.62 feet to a point for corner;  
 North 10°49'43" West, a distance of 70.35 feet to a point for corner;  
 North 63°11'51" West, a distance of 27.62 feet to a point for corner;  
 North 26°44'09" West, a distance of 52.54 feet to a point for corner;  
 North 51°02'08" West, a distance of 56.72 feet to a point for corner;  
 North 12°36'06" West, a distance of 32.17 feet to a point for corner;  
 North 54°59'42" West, a distance of 13.53 feet to a point for corner;  
 North 26°47'59" West, a distance of 78.12 feet to a point for corner;  
 North 18°55'22" West, a distance of 118.54 feet to a point for corner;  
 North 29°41'22" West, a distance of 285.54 feet to a point for corner;  
 North 61°37'55" West, a distance of 57.22 feet to a point for corner;  
 North 48°48'30" West, a distance of 170.35 feet to a point for corner;  
 North 68°04'18" West, a distance of 64.90 feet to a point for corner;  
 South 73°26'00" West, a distance of 50.10 feet to a point for corner;

**BAYSIDE - TIRZ BOUNDARY**  
**316.9 ACRES**  
**CITY OF ROWLETT**

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LEGAL DESCRIPTION (CONTINUED)

EXHIBIT A

North 67°01'05" West, a distance of 219.00 feet to a point for corner;  
 North 56°10'58" West, a distance of 88.62 feet to a point for corner;  
 North 42°54'06" West, a distance of 88.55 feet to a point for corner;  
 North 77°26'37" West, a distance of 14.91 feet to a point for corner;  
 North 41°03'10" West, a distance of 118.70 feet to a point for corner;  
 North 68°20'31" West, a distance of 33.72 feet to a point for corner;  
 North 43°16'20" West, a distance of 33.69 feet to a point for corner;  
 North 12°55'12" West, a distance of 28.76 feet to a point for corner;  
 North 56°26'01" East, a distance of 19.57 feet to a point for corner;  
 North 8°29'37" East, a distance of 16.03 feet to a point for corner;  
 North 49°37'34" West, a distance of 12.59 feet to a point for corner;  
 South 66°57'09" West, a distance of 32.84 feet to a point for corner;  
 North 21°54'42" West, a distance of 15.83 feet to a point for corner;  
 North 14°46'54" East, a distance of 12.29 feet to a point for corner;  
 North 27°10'03" West, a distance of 80.01 feet to a point for corner;  
 North 52°12'49" West, a distance of 35.85 feet to a point for corner;  
 North 19°51'16" West, a distance of 139.14 feet to a point for corner;  
 North 23°07'43" West, a distance of 108.57 feet to a point for corner;  
 North 17°54'51" West, a distance of 163.14 feet to a point for corner;  
 North 6°03'42" West, a distance of 57.89 feet to a point for corner;  
 North 42°35'35" West, a distance of 36.45 feet to a point for corner;  
 North 4°01'07" East, a distance of 10.14 feet to a point for corner;  
 North 73°05'02" West, a distance of 24.74 feet to a point for corner;  
 South 55°37'53" West, a distance of 29.44 feet to a point for corner;  
 South 26°16'09" West, a distance of 95.55 feet to a point for corner;  
 South 16°41'17" West, a distance of 106.41 feet to a point for corner;  
 South 3°26'33" West, a distance of 32.45 feet to a point for corner;  
 South 10°58'31" East, a distance of 105.46 feet to a point for corner;  
 South 3°05'45" West, a distance of 30.72 feet to a point for corner;  
 South 33°27'45" West, a distance of 23.96 feet to a point for corner;  
 South 4°20'08" West, a distance of 67.61 feet to a point for corner;  
 South 16°40'02" West, a distance of 139.95 feet to a point for corner;  
 South 26°54'01" West, a distance of 104.86 feet to a point for corner;  
 South 15°16'32" East, a distance of 87.29 feet to a point for corner;  
 South 35°56'54" East, a distance of 168.48 feet to a point for corner;  
 South 37°16'35" East, a distance of 150.16 feet to a point for corner;  
 South 31°33'52" East, a distance of 34.48 feet to a point for corner;  
 South 47°51'44" West, a distance of 16.29 feet to a point for corner;  
 North 42°31'23" West, a distance of 83.69 feet to a point for corner;  
 North 35°29'04" West, a distance of 256.66 feet to a point for corner;

**BAYSIDE - TIRZ BOUNDARY**  
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N/A		SLJ		DAB	
		Date		Project No.	
		APRIL 2015		064478300	
				Sheet No.	
				6 OF 7	

LEGAL DESCRIPTION (CONTINUED)

EXHIBIT A

North 48°31'41" West, a distance of 62.23 feet to a point for corner;  
 South 75°38'20" West, a distance of 120.99 feet to a point for corner;  
 North 70°07'41" West, a distance of 129.33 feet to a point for corner;  
 North 50°02'26" West, a distance of 194.59 feet to a point for corner;  
 North 36°19'48" West, a distance of 205.49 feet to a point for corner;  
 North 56°37'29" West, a distance of 236.89 feet to a point for corner;  
 North 82°58'53" West, a distance of 567.27 feet to a point for corner;  
 South 85°44'24" West, a distance of 91.58 feet to a point for corner;  
 North 85°08'56" West, a distance of 283.18 feet to a point for corner;  
 South 78°34'59" West, a distance of 68.18 feet to a point for corner;  
 North 27°25'45" West, a distance of 32.06 feet to a point for corner;  
 North 3°29'38" East, a distance of 38.39 feet to a point for corner;  
 North 30°12'30" West, a distance of 50.91 feet to a point for corner;  
 North 72°12'24" West, a distance of 98.50 feet to a point for corner;  
 North 80°38'45" West, a distance of 79.08 feet to a point for corner;  
 North 0°00'00" East, a distance of 159.01 feet to a point for corner;  
 North 70°56'23" West, a distance of 55.72 feet to a point in said centerline of Fuqua Road at the beginning of a non-tangent curve to the right having a central angle of 24°05'12", a radius of 532.29 feet, a chord bearing and distance of North 14°51'05" West, 222.13 feet;

**THENCE** with said centerline of Fuqua Road, the following courses and distances:

In a northwesterly direction, with said curve to the right, an arc distance of 223.77 feet to a point for corner;  
 North 2°34'23" West, a distance of 340.67 feet to the **POINT OF BEGINNING** and containing 316.9 acres of land.

The following benchmarks were used to establish the 435.5' contour elevation based on National Geodetic Survey North American Vertical Datum of 1988 (NAVD88) elevations:

BM#1 National Geodetic Survey Marker Designation - V1498, PID - CS2520, and being 11.6 KM (7.2 MI) easterly along the Missouri Kansas Texas Railroad from the station in Garland, or 2.7 km (1.7 mi) southwesterly along State Highway 205 from its junction with State Highway 66 in Rockwall, **THENCE** 7.5 km (4.65 mi) southwesterly along Interstate Highway 30, **THENCE** 0.5 km (0.3 mi) north along Dalrock Road, **THENCE** 1.4 km northwesterly along Chiesa Road, 15.0 m (49.2 ft.) northeast of the near rail, 13.0 m (42.7 ft.) northwest of the extended center of a paved road leading east, 8.9 m (29.2 ft.) southwest of the center of the road, and 1.2 m (3.9 ft.) northwest of utility pole number 297-445-6922. Note--access to datum point is had through a 5-inch logo cap the mark is 0.3 meters from a witness post the mark is 0.3 m below the road.  
 N:7011234.266, E:2573050.53, ELEV:468.23

BM#2 Square with "X" cut in concrete set on the north side of Interstate Highway No. 30, ±5 feet south of mile marker no. 65.  
 N:7009236.215, E:2579686.608, ELEV:447.56

BM#3 Square with "X" cut in on north side of Interstate Highway No. 30, ±5 feet south of mile marker no. 64.  
 N:7006589.138, E:2575027.503, ELEV:447.69

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Contact:

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Jim Sabonis

Managing Director

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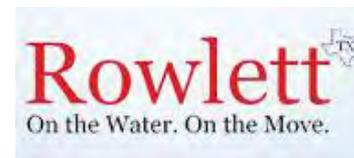
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## Overview of Tax Increment Reinvestment Zones



# Tax Increment Reinvestment Zones

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- General Description of Tax Increment Reinvestment Zones
- Graphical Representation of TIRZ Value
- Criteria for Reinvestment Zone
- Board of Directors
- Project Plan and Financing Plan
- Powers of City
- Collection and Deposit of Tax Increment Funds
- Funding Projects – Developer Reimbursement

# Tax Increment Reinvestment Zone (TIRZ)

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## ➤ What is it?

- A defined reinvestment zone within a City that is created by Council action in order to provide infrastructure improvements to that area.

## ➤ How are projects funded?

- Upon the creation of the TIRZ a base value is established within the reinvestment zone. Any incremental increase in real property value or sales tax, the captured value, may be taxed to fund improvements, and repay any debt or contractual obligation within the zone. *The TIF may not tax personal property.*

# Tax Increment Reinvestment Zone (TIRZ)

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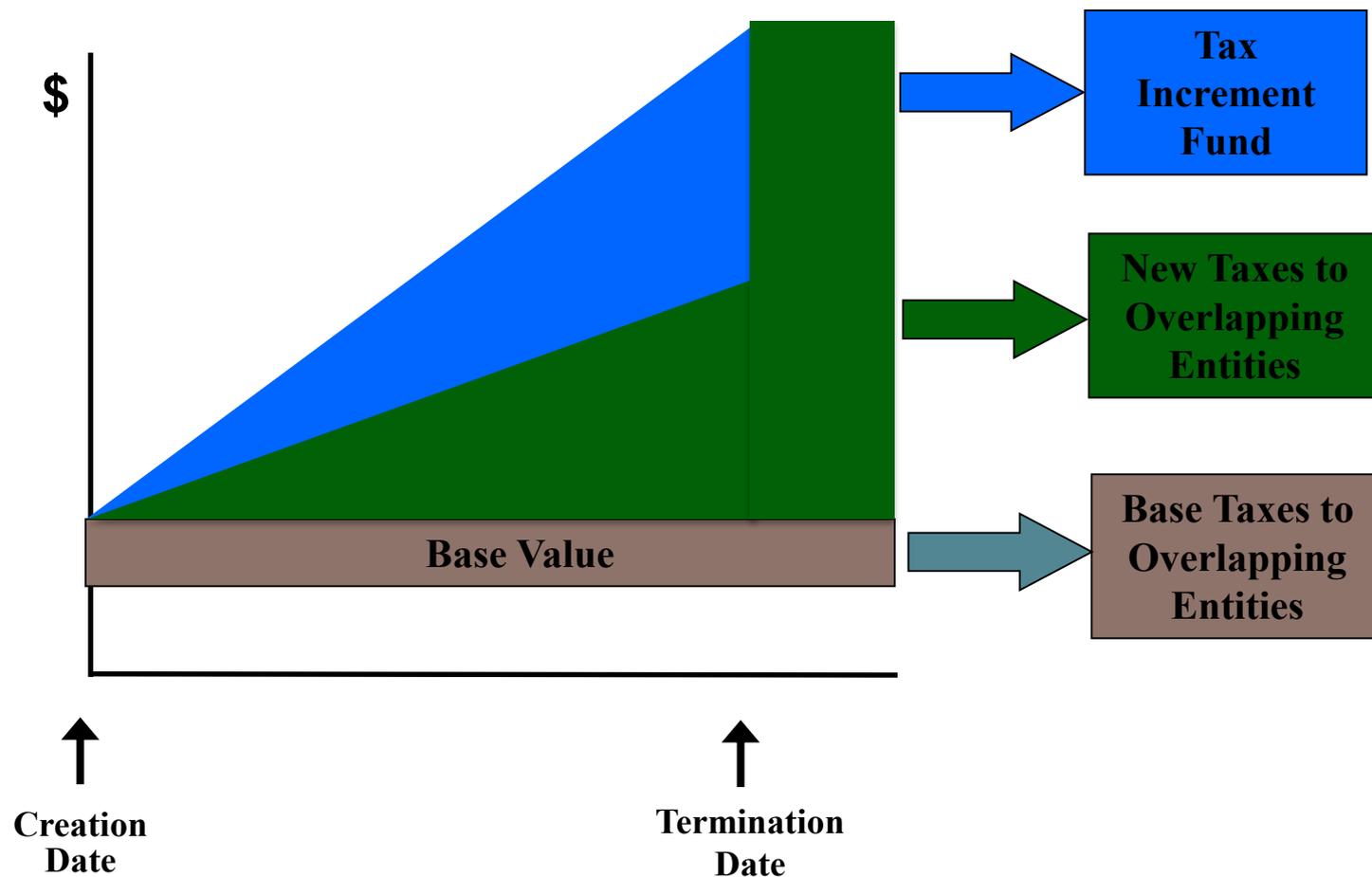
## ➤ What can be funded from the TIRZ?

- Acquire or renovate deteriorated, blighted or underdeveloped areas.
- Acquire or construct public works, including utilities, streets, water and sewer facilities, pedestrian malls, parks, flood and drainage facilities, educational facilities or parking facilities.

## ➤ Who can participate?

- Any overlapping taxing jurisdictions. The participation of the overlapping taxing jurisdictions, in most cases, is crucial to the success of the TIRZ.

# Tax Increment Reinvestment Zone



## Criteria for Reinvestment Zone

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- Must promote growth by improving the area.
  - Substandard or deteriorating, faulty layout, unsanitary or unsafe conditions that endanger life
  - Be predominantly open, and impair growth; other factors
  
- Cannot create zone if more than 10% of property in zone is residential or total appraised value in zone exceeds 15% of total appraisal value in City, unless petitioned by property owners.

## Creation of the Zone

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- The City must designate an area to be a reinvestment zone.
- Develop preliminary financing plan – submit to potential participating jurisdictions.
- Hold public hearing designating reinvestment zone.
- City adopts Ordinance creating zone, requiring the following provisions:
  - Description of boundaries
  - Designation of Board of Directors
  - Findings that improvements will enhance value of property in the zone
  - Indication of a termination date
  - Provision that the zone will take effect on January 1 of the year following the year in which the Ordinance is adopted.

## Board of Directors

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- At least 5, no more than 15
- Each participant may have at least one representative.
- The City may have no more than 10 representatives.
- Board must submit project plan and financial plan to City for approval.

# Project Plan and Financing Plan

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- Project plan must include:
  - map of existing and proposed improvements
  - zoning changes (if any)
  - list of non-project costs
  
- Financing plan must include:
  - project costs including administrative expenses
  - list of public works and improvements
  - feasibility study
  - estimated bonded indebtedness
  - description of method of financing
  - base value
  - captured value
  - duration of the TIRZ

## Powers of City

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- Cause project plans to be prepared.
  
- Enter into agreements to implement project plan.
  
- Acquire land for public use.
  
- Construct public purpose improvements.

## Collection and Deposit of Tax Increment funds

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- Determine portion of Tax Increment to be paid.
  
- Collection of taxes provided by each taxing entity.
  
- Each entity shall pay into fund required amount.
  
- All pledged tax increment revenues must be deposited into the Increment Fund. Payments can only be used to pay costs of the project.

## Funding Projects - Developer

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### ➤ Reimbursement – “No Risk to City”

- Reimburse a portion of incremental ad valorem property taxes generated by project
- Developer meets financial and strategic targets
  - Ad Valorem Increase
  - Sales Tax Generation
  - Quality of Development
  - Local Employment Goals

TAX INCREMENT REINVESTMENT ZONE NUMBER TWO  
CITY OF ROWLETT, TEXAS

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PROJECT AND FINANCING PLAN

*Overview*

Tax increment financing is an economic development tool available for an area designated by a city as a reinvestment zone to pay for (i) public works within such zone; (ii) public improvements within such zone; (iii) programs to foster economic development within the zone, including programs created pursuant to Chapter 380, Texas Local Government Code, and (iv) costs and expenses related to the foregoing. Project Costs are eligible to be paid from (i) increased ad valorem taxes collected by the taxing units participating in the zone, (ii) increased local sales and use taxes collected by the participating taxing units within the zone and attributable to new development in the zone and (iii) other revenues available to the City for payment of Project Costs, including revenue produced or received from the operation or sale of a facility acquired, improved, or constructed pursuant to a project and financing plan.

The City is creating the reinvestment zone designated as "Tax Increment Reinvestment Zone Number Two, City of Rowlett, Texas" (the "Zone") to promote economic development that, but for the creation of the Zone, would not otherwise occur through private development. The Zone encompasses approximately 317 acres located within the City generally located south of Chiesa Road at the southern terminus of Dalrock Road, as shown in Exhibit A. The plan for the Zone is to capture the incremental tax revenue generated from the development of land within the Zone which has development potential but has remained undeveloped, vacant and under used. The incremental tax revenue can then be applied to targeted projects that will enhance the development of the Zone and benefit the City of Rowlett (the "City") and Dallas County.

The City has determined that development of the Zone will not occur solely through private investment in the foreseeable future. Additionally, the City has determined that the Zone substantially impairs the growth of the City because the Zone is predominately open and undeveloped, is located in a high-traffic but difficult to access location, and because of other development factors such as the need for essential public infrastructure to attract new business and commercial activity to the Zone for the purpose of providing long-term economic benefits including, but not limited to, increases in the real property tax base for all taxing units within the Zone, increases in sales and use tax for the City and the State of Texas, and increased job opportunities for residents of the City, the County, and the region.

The Bayside development project proposed for the Zone will be a mixed-use master planned community including commercial, office and residential development together with landscaping, parks and open space areas that incorporate the unique location of the Project on Lake Ray Hubbard. The convenient location of the Project and the attractiveness of a lakeside development are expected to draw residents of the City and other visitors to the Project and stimulate the economic development and redevelopment of the Zone.

The public improvements to be funded by the Zone described in this project and financing plan will be constructed and installed in the initial phases that will commence immediately upon the creation of the Zone. As the Zone develops, additional improvements may be funded by Zone in subsequent phases.

The Zone is created pursuant to Chapter 311, Texas Tax Code for a term ending on the earlier of April 30, 2035, or the date when all project costs are paid and all debt is retired, with boundaries conforming to the legal description in Exhibit A hereto. During such term, 50% of the Tax Increments collected from ad valorem taxes real property in the Zone, subject to a maximum of \$72,500,000, will be contributed to the TIRZ Fund. Tax increments dedicated to the TIRZ Fund will be used to facilitate development of the Zone, whether by reimbursing expenses for public improvements or paying debt service on Zone Obligations issued for public improvements or other project costs.

### ***Definitions***

*"Captured Appraised Value"* means the total taxable value of all real property taxable by the City located in the Zone for each year less the Tax Increment Base.

*"Project Costs"* means the expenditures made or estimated to be made and monetary obligations incurred or estimated to be incurred by the City necessary for public works, public improvements, programs, or other projects benefiting the Zone, plus other costs incidental to those expenditures and obligations, all as described in the Act.

*"Tax Increment"* for a taxing unit participating in the Zone means (i) the amount of property taxes levied and assessed by the unit for that year on the captured appraised value of real property taxable by the unit and located in the Zone or (ii) the amount of property taxes levied and collected by the unit for that year on the captured appraised value of real property taxable by the unit and located in the Zone.

*"Tax Increment Base"* for a taxing unit participating in the Zone means the total taxable value of all real property taxable by the unit and located in the Zone for the tax year 2015.

*"Zone Obligations"* means bonds, notes, certificates of obligation, or any other evidence of indebtedness authorized to be issued by the City, whether or not secured by Tax Increments.

Set forth below is the project and financing plan for the Zone incorporating the elements described in Section 311.011, Texas Tax Code, as amended (the "Tax Increment Financing Act"). The descriptions of the projects, their locations and costs are based on current estimates and expectations, and may vary, including actual costs and reallocation of Tax Increment revenues between categories, as final design and engineering plans are prepared and construction of projects is completed.

**1. A detailed list describing the estimated project costs of the Zone, including administrative expenses, and a statement listing the kind, number and location of all proposed public works or public improvements in the Zone.**

A detailed list of proposed public works and public improvements and estimated project costs is found in Schedule 3 in Exhibit B, and the Engineer's Opinion of Probable Costs in Exhibit C. Estimated administrative expenses are set forth in Schedule 4 in Exhibit B. The anticipated locations of proposed public works and public improvements are set forth in the maps in Exhibit D.

The proposed public improvements in the Zone fall into the following general categories:

- a. Acquisition and assembly of land
- b. Street and road improvements.
- c. Site preparation
- d. Drainage improvements.
- e. Water and sanitary sewer improvements.

The estimated costs of each item and a brief description of each project follow:

<u>Land Acquisition</u>	<u>Amount/Funding Source</u>
Approximately 257 acres	\$31,800,000/Developer

The approximately 317 acres that will comprise the Zone includes all of the area formerly operated by the City of Dallas as Elgin B. Robertson Park (to be acquired from the City of Dallas) together with adjacent roadways and the adjacent right-of-way of Interstate 30. The City and Bayside Land Partners, LLC ("Developer") expect to enter into a development agreement (the "Development Agreement") pursuant to which the Developer will construct or cause to be constructed the projects and be reimbursed for projects costs from the Tax Increments.

<u>Street and Road Improvements</u>	<u>Amount/Funding Source</u>
Dalrock Road and Major Collector	\$ 5,893,329/Zone
I-30 Interchange	17,277,893/Zone
Onsite roads/common area upgrade	5,918,849/Zone

See Exhibit C for a more detailed description of the Street and Road Improvements.

The costs of the street and road improvements, including right-of-way acquisition, are project costs of the Zone, and are expected to be paid from Tax Increment revenues, as described in Section 5, below.

<u>Site Preparation</u>	<u>Amount/Funding Source</u>
Mass Grading/Sea Walls/Trails	\$8,742,770/Zone

See Exhibit C for a more detailed description of the Site Preparation projects.

The costs of site preparation are project costs of the Zone, and are expected to be paid from Tax Increment revenues, as described in Section 5, below.

<u>Site Improvements</u>	<u>Amount/Funding Source</u>
Parks, Public Art, Monuments	4,333,951/Zone

See Exhibit C for a more detailed description of the Site Improvements.

The costs of the Site Improvements are project costs of the Zone, and are expected to be paid from Tax Increment revenues, as described in Section 5, below.

<u>Water and Sanitary Sewer Improvements</u>	<u>Amount/Funding Source</u>
Wastewater, Lift Stations, Sanitary	\$7,333,259/Zone
Water – Off-site and On-site Upgrade	5,136,124/Zone

See Exhibit C for a more detailed description of the Water and Sanitary Sewer Improvements.

The costs of the water and sanitary sewer improvements are project costs of the Zone, and are expected to be paid from Tax Increment revenues, as described in Section 5, below.

#### Surplus Funds

Funds remaining in the TIRZ Fund after all project costs, bonds and other obligations of the Zone shall be paid proportionally to the taxing units that contributed tax increments to the TIRZ Fund.

#### Additional Projects and Other Sources of Funding

Pursuant to the Act, this Project and Financing Plan may be amended to authorize additional projects or to revise the projects and costs described above. The City may also amend this Project and Financing Plan to authorize the use of additional or other sources of funding or revenues to fund additional projects or enhancement of projects, cost overruns of projects or other purposes authorized by the Act.

#### **2. A map showing existing uses and conditions of real property in the Zone and a map showing proposed improvements to and proposed uses of the property.**

The maps are included as part of this Plan with each map showing different proposed improvements and proposed uses of the property to be carried out as part of the project. The content of the maps are as follows:

Map	1 of 6	Existing uses and conditions of real property in the Zone
Map	2 of 6	Streets
Map	3 of 6	Major Infrastructure
Map	4 of 6	Water Improvements
Map	5 of 6	Wastewater Improvements
Map	6 of 6	Drainage Improvements

### 3. **Economic Feasibility.**

An economic feasibility analysis for the development of the Bayside project has been completed and is attached hereto as Exhibit B.

Based on the economic feasibility analysis and the other information set forth in this Project and Financing Plan, it is found and determined that this Project and Financing Plan is economically feasible and will promote the development and redevelopment of the property within the Zone.

### 4. **The estimated amount of bonded indebtedness to be incurred.**

The total principal amount of Zone Obligations issued for the project construction and acquisition costs is currently estimated to be \$-0-, provided that the City may determine to issue Zone Obligations at a future date as described in Section 6, below.

### 5. **The time when related costs or monetary obligations are to be incurred.**

An anticipated schedule of construction of the projects and the time when TIRZ project costs are to be incurred is set forth in Schedule 4 of Exhibit B.

### 6. **A description of the methods of financing all estimated project costs and the expected sources of revenue to finance or pay project costs, including the percentage of tax increment to be derived from property taxes of each taxing unit on real property in the Zone.**

The project costs described above to be funded by the Zone will be paid from Tax Increments. Tax Increments, as and when collected, will be used to fund project costs or to reimburse project costs incurred by the developer, or other third parties, and the City.

The City of Rowlett, will participate at 50% in the Zone. No other taxing units are expected to participate in the Zone.

In order to take advantage of lower borrowing costs, the City may issue Zone Obligations secured by a general ad valorem pledge of the City, and may be additionally or otherwise secured by other revenue sources of the City, including Tax Increments and other Zone revenues, if any.

The project costs described above and debt service on Zone Obligations issued to fund said costs, including reserves and other funds providing security for Zone Obligations and any debt issued to refund said obligations, shall be project costs of the Zone.

The City may establish one or more public improvement districts within the Zone to fund public improvements in the Zone and related maintenance costs, as determined by the Board and the City. Assessments levied against owners of property within the public improvements district will be used as the source of funding for such expenses. The assessment revenues will not be used as a source of funding for the construction and installation of the Zone projects.

The Board of Directors of the Zone, subject to the approval of the City Council, may establish and provide for the administration of one or more Chapter 380 programs that the Board of Directors determines are necessary or convenient to implement and achieve the purposes of this Project and Financing Plan, which programs are for the public purposes of developing and diversifying the economy of the Zone and developing business and commercial activity within the Zone.

The purposes of a program may include: (i) to acquire, construct, install and equip infrastructure and other improvements that will encourage and promote the development of the Zone; (ii) to provide land, buildings and other improvements for lease, sale or other means authorized by law to public and private entities in connection with the development of the Zone; (iii) to accept contributions, gifts or other resources pursuant to Section 380.001 of the Local Government Code, for the purpose of developing and administering the Program; (iv) to make grants or loans of public money under Section 380.002 of the Local Government Code; (v) to provide matching funds under Section 380.003 of the Local Government Code for a federal program that requires local matching funds from a state agency to the extent state agencies that are eligible decline to participate or do not fully participate in the Program; (vi) to generate funds to fund the purposes of the Program through the establishment of public-private partnerships, contracts with private or public entities or obtaining grants, or other sources of funds available for development within the Zone.

A program may be funded through (i) the City's annual budget process utilizing any legally available source of funds, (ii) funds described in the preceding paragraph, and (iii) any legal indebtedness as authorized by State law and the City Charter.

**7. The current total appraised value of taxable real property in the Zone.**

The total appraised value of the taxable real property in the Zone as of January 1, 2015, the year in which the Zone was created was \$-0-.

**8. The estimated captured appraised value of the Zone during each year of its existence.**

The estimated value of the Zone assumes a conservative annual growth in the appraised value of 2.00%.

A conservative approach was taken in estimating the captured appraised value of real property in the Zone. The captured appraised value in the Zone is based on the construction cost of the

initial private development projects. As additional development occurs in the Zone, the tax increment revenue from the increased captured appraised value will be available to fund additional projects in the Zone. Set forth in Exhibit D are the estimates of the captured appraised value for the duration of the Zone.

Subject to earlier termination as described in Section 9, tax revenues equivalent to the Tax Increment revenues that would be generated in tax year 2035 shall be prorated based on the portion of tax year 2035 that the TIRZ is in existence, with a portion of such tax revenues, such portion calculated as a percentage of which (a) the number of months the Zone is in existence in tax year 2035 is the numerator and (b) 12 is the denominator, to be deposited into the TIRZ fund and the remainder of such tax revenues to be otherwise deposited by the City.

**9. The duration of the Zone.**

The Zone was created on April 7, 2015. The termination of the Zone is established as either April 30, 2035, or the date when all project costs are paid and all debt is retired, whichever comes first.

**10. Proposed changes of zoning ordinances, the master plan of the municipality, building codes and other municipal ordinances.**

At this time, the City expects that property in the Zone will be zoned for mixed-use residential, office and commercial, pursuant to the City's form-based zoning code in the categories of new neighborhood, urban village and commercial.

**11. A list of estimated non-project costs.**

Non-project costs within the Zone are those development costs not paid by the Zone.

Non-Project Related Costs

City of Rowlett – The City and the Developer expect to create a public improvement district encompassing the property within the Zone to provide an additional source of funding for project costs, estimated at \$28,000,000. Such funding will be in addition to the funding provided by the Zone.

Developer – Major infrastructure, paving and parking garages, trails, parks, fountains and other amenities, estimated at \$54,102,271.

**12. A statement of a method of relocating persons to be displaced as a result of implementing the Zone.**

No persons or businesses will be relocated or displaced as a result of implementing the Zone.

**EXHIBIT A**

**Tax Increment Reinvestment Zone No. Two  
City of Rowlett, Texas**

**Property Description and Map**

**(See Attached)**

**Total Acreage: approximately 317 acres**

**EXHIBIT B**

Tax Increment Reinvestment Zone No. Two  
City of Rowlett, Texas

Economic Feasibility Analysis

(See Attached)

**EXHIBIT C**

Tax Increment Reinvestment Zone No. Two  
City of Rowlett, Texas

Engineer's Opinion of Probable Cost

(See Attached)

EXHIBIT D

MAPS

Map	1 of 6	Existing uses and conditions of real property in the Zone
Map	2 of 6	Streets
Map	3 of 6	Major Infrastructure
Map	4 of 6	Water Improvements
Map	5 of 6	Wastewater Improvements
Map	6 of 6	Drainage Improvements

**LEGAL DESCRIPTION**

**EXHIBIT A**

316.94 ACRES

**BEING** a tract of land situated in the William Crabtree Survey, Abstract No. 346, Charles D. Merrill Survey, Abstract No. 957, Elmira Eveens Survey, Abstract No. 438, William Haden Thomas Survey, Abstract No. 213, H. McMillan Survey, Abstract No. 143, H. McMillan Survey, Abstract No. 853 and Jared Stephenson Survey, Abstract No. 258, City of Rowlett, Dallas County and Rockwall County, Texas; and being all of a tract of land described in Deed to City of Rowlett recorded in Instrument No. \_\_\_\_\_ of the Official Public Records of Dallas County, Texas; being part of Fuqua Road right-of-way, part of Dalrock Road right-of-way and part of Interstate Highway No. 30 right-of-way; and being more particularly described as follows;

**BEGINNING** at the intersection of the centerline of Fuqua Road (a variable width right-of-way) and the prolongation of the south line of Lakecrest Estates, an addition to the City of Rowlett according to the plat recorded in 84138, Page 1906 of said Deed Records;

**THENCE** departing said centerline of Fuqua Road and with said south line of Lakecrest Estates Addition, North 88°40'50" East, a distance of 2589.61 feet to the southeast corner of said Lakecrest Estates Addition and in the south line of a tract of land described as "Tract 2" in Warranty Deed to Missouri Kansas-Texas Railroad Company recorded in Volume 72212, Page 515 of said Deed Records; said point also being the beginning of a non-tangent curve to the left having a central angle of 38°37'49", a radius of 4633.66 feet, a chord bearing and distance of South 64°46'31" East, 3065.29 feet;

**THENCE** in a southeasterly direction, with said south line of the Missouri Kansas-Texas Railroad Company tract and with said curve to the left, an arc distance of 3124.13 feet to a point for corner at the intersection of said south line of the Missouri Kansas-Texas Railroad Company tract and the east right-of-way line of Dalrock Road (a variable width right-of-way);

**THENCE** departing said south line of the Missouri Kansas-Texas Railroad Company tract and with said east right-of-way line of Dalrock Road, the following courses and distances:

- South 0°26'16" East, a distance of 280.48 feet to a point for corner;
- South 89°33'44" West, a distance of 5.00 feet to a point for corner;
- South 0°26'16" East, a distance of 349.63 feet to a point for corner;
- South 30°08'56" East, a distance of 85.76 feet to a point for corner at the intersection of said east right-of-way line of Dalrock Road and the north right-of-way line of Interstate Highway No. 30 (a variable width right-of-way);

**THENCE** with said north right-of-way line of Interstate Highway No. 30, the following courses and distances:

- North 59°51'04" East, a distance of 909.03 feet to a point for corner;
- South 30°08'56" East, a distance of 150.00 feet to a point for corner;
- North 59°51'04" East, a distance of 500.00 feet to a point for corner;
- North 54°43'34" East, a distance of 201.56 feet to a point for corner;
- North 59°51'04" East, a distance of 84.81 feet to a point for corner;

**THENCE** departing said north right-of-way line of Interstate Highway No. 30, South 30°21'12" East, a distance of 415.59 feet to a point for corner in the south right-of-way line of said Interstate Highway No. 30;

**BAYSIDE - TIRZ BOUNDARY**

**316.9 ACRES**

**CITY OF ROWLETT**

WILLIAM CRABTREE SURVEY, ABSTRACT NO. 346  
 ELMIRA EVEENS SURVEY, ABSTRACT NO. 438  
 CHARLES D. MERRILL SURVEY, ABSTRACT NO. 957  
 WILLIAM HADEN THOMAS SURVEY, ABSTRACT NO. 213  
 H. McMILLAN SURVEY, ABSTRACT NO. 143  
 H. McMILLAN SURVEY, ABSTRACT NO. 853 AND  
 JARED STEPHENSON SURVEY, ABSTRACT NO. 258  
 DALLAS COUNTY & ROCKWALL COUNTY, TEXAS

**PRELIMINARY**

THIS DOCUMENT SHALL NOT BE RECORDED FOR ANY PURPOSE AND SHALL NOT BE USED OR VIEWED OR RELIED UPON AS A FINAL SURVEY DOCUMENT

J. ANDY DOBBS  
 REGISTERED PROFESSIONAL  
 LAND SURVEYOR NO. 6196  
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 DALLAS, TEXAS 75251  
 PH. 972-770-1300  
 andy.dobbs@kimley-horn.com

<b>Kimley»Horn</b>		12750 Merit Drive, Suite 1000 Dallas, Texas 75251		FIRM # 10115500		Tel. No. (972) 770-1300 Fax No. (972) 239-3820	
		Scale N/A	Drawn by SLJ	Checked by DAB	Date APRIL 2015	Project No. 064478300	Sheet No. 1 OF 7

LEGAL DESCRIPTION (CONTINUED)

EXHIBIT A

THENCE with said south right-of-way line of Interstate Highway No. 30, South 59°38'48" West, a distance of 1411.44 feet to a point for corner in the 435.5 foot contour line as defined by a survey performed in September, 2014;

THENCE with said 435.5 foot contour line, the following courses and distances:

- South 11°55'35" West, a distance of 13.30 feet to a point for corner;
- South 83°55'34" East, a distance of 42.59 feet to a point for corner;
- South 41°26'22" East, a distance of 22.81 feet to a point for corner;
- North 84°26'38" East, a distance of 65.39 feet to a point for corner;
- South 59°17'22" East, a distance of 176.45 feet to a point for corner;
- South 48°46'22" East, a distance of 21.32 feet to a point for corner;
- South 45°47'00" West, a distance of 31.45 feet to a point for corner;
- South 26°22'16" East, a distance of 36.33 feet to a point for corner;
- North 70°44'38" East, a distance of 69.54 feet to a point for corner;
- South 49°36'30" East, a distance of 86.35 feet to a point for corner;
- South 16°53'11" East, a distance of 90.81 feet to a point for corner;
- South 28°32'17" West, a distance of 58.79 feet to a point for corner;
- South 58°27'51" West, a distance of 238.99 feet to a point for corner;
- South 69°33'01" West, a distance of 197.77 feet to a point for corner;
- South 35°06'48" West, a distance of 147.15 feet to a point for corner;
- South 11°57'05" West, a distance of 115.30 feet to a point for corner;
- South 43°25'41" East, a distance of 251.60 feet to a point for corner;
- South 53°03'14" East, a distance of 253.93 feet to a point for corner;
- North 86°32'28" East, a distance of 214.90 feet to a point for corner;
- North 58°46'44" East, a distance of 281.78 feet to a point for corner;
- North 30°07'13" East, a distance of 21.71 feet to a point for corner;
- North 56°49'51" East, a distance of 138.28 feet to a point for corner;
- North 1°28'39" West, a distance of 18.10 feet to a point for corner;
- North 74°07'21" East, a distance of 112.01 feet to a point for corner;
- South 3°58'16" East, a distance of 20.21 feet to a point for corner;
- North 77°08'51" East, a distance of 12.88 feet to a point for corner;
- South 27°28'01" East, a distance of 20.33 feet to a point for corner;
- South 74°24'40" East, a distance of 42.16 feet to a point for corner;
- South 39°38'37" East, a distance of 39.65 feet to a point for corner;
- South 35°13'43" East, a distance of 104.73 feet to a point for corner;
- South 44°28'24" East, a distance of 100.03 feet to a point for corner;
- South 27°26'58" East, a distance of 84.71 feet to a point for corner;
- South 43°24'12" East, a distance of 57.43 feet to a point for corner;
- South 72°34'05" East, a distance of 29.28 feet to a point for corner;
- South 28°05'28" East, a distance of 22.60 feet to a point for corner;
- South 36°39'54" West, a distance of 54.35 feet to a point for corner;

**BAYSIDE - TIRZ BOUNDARY**  
**316.9 ACRES**  
**CITY OF ROWLETT**

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12750 Merit Drive, Suite 1000 Dallas, Texas 75251      FIRM # 10115500      Tel. No. (972) 770-1300 Fax No. (972) 239-3820	
<u>Scale</u> N/A	<u>Drawn by</u> SLJ
<u>Checked by</u> DAB	<u>Date</u> APRIL 2015
<u>Project No.</u> 064478300	<u>Sheet No.</u> 2 OF 7

LEGAL DESCRIPTION (CONTINUED)

EXHIBIT A

South 44°39'22" East, a distance of 70.13 feet to a point for corner;  
 North 67°29'27" East, a distance of 182.05 feet to a point for corner;  
 North 67°06'21" East, a distance of 217.39 feet to a point for corner;  
 South 84°45'46" East, a distance of 12.17 feet to a point for corner;  
 South 26°39'20" East, a distance of 6.33 feet to a point for corner;  
 South 36°09'08" West, a distance of 12.52 feet to a point for corner;  
 South 63°52'18" West, a distance of 96.33 feet to a point for corner;  
 South 69°29'43" West, a distance of 163.46 feet to a point for corner;  
 South 62°20'43" West, a distance of 143.00 feet to a point for corner;  
 South 52°21'19" West, a distance of 193.69 feet to a point for corner;  
 South 45°30'50" West, a distance of 363.13 feet to a point for corner;  
 South 44°39'47" West, a distance of 370.91 feet to a point for corner;  
 South 41°22'25" West, a distance of 320.04 feet to a point for corner;  
 South 31°36'21" West, a distance of 65.70 feet to a point for corner;  
 North 83°25'46" West, a distance of 14.98 feet to a point for corner;  
 South 32°33'02" West, a distance of 95.59 feet to a point for corner;  
 South 35°46'16" East, a distance of 12.66 feet to a point for corner;  
 South 34°32'25" West, a distance of 36.10 feet to a point for corner;  
 South 62°18'16" West, a distance of 65.83 feet to a point for corner;  
 South 1°58'33" East, a distance of 51.91 feet to a point for corner;  
 South 26°50'42" West, a distance of 129.43 feet to a point for corner;  
 South 62°46'29" West, a distance of 41.91 feet to a point for corner;  
 South 11°12'59" East, a distance of 68.97 feet to a point for corner;  
 South 47°48'27" West, a distance of 23.25 feet to a point for corner;  
 South 4°36'15" East, a distance of 51.19 feet to a point for corner;  
 South 13°12'58" West, a distance of 141.85 feet to a point for corner;  
 South 54°03'35" West, a distance of 98.43 feet to a point for corner;  
 South 24°10'05" West, a distance of 172.42 feet to a point for corner;  
 South 49°53'37" West, a distance of 75.41 feet to a point for corner;  
 South 6°11'41" East, a distance of 73.51 feet to a point for corner;  
 South 47°12'32" West, a distance of 79.93 feet to a point for corner;  
 South 56°00'45" West, a distance of 90.47 feet to a point for corner;  
 South 72°18'27" West, a distance of 87.85 feet to a point for corner;  
 South 51°29'18" West, a distance of 89.24 feet to a point for corner;  
 South 85°34'12" West, a distance of 104.03 feet to a point for corner;  
 North 64°57'53" West, a distance of 54.08 feet to a point for corner;  
 North 81°43'17" West, a distance of 46.51 feet to a point for corner;  
 South 54°25'07" West, a distance of 52.94 feet to a point for corner;  
 North 55°16'55" West, a distance of 52.07 feet to a point for corner;  
 North 85°58'54" West, a distance of 47.93 feet to a point for corner;

**BAYSIDE - TIRZ BOUNDARY**  
**316.9 ACRES**  
**CITY OF ROWLETT**

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 ELMIRA EVEENS SURVEY, ABSTRACT NO. 438  
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 DALLAS COUNTY & ROCKWALL COUNTY, TEXAS

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Fax No. (972) 239-3820		Scale		Drawn by	
N/A		SLJ		Checked by	
		DAB		Date	
		APRIL 2015		Project No.	
		064478300		Sheet No.	
		3 OF 7			

LEGAL DESCRIPTION (CONTINUED)

EXHIBIT A

South 63°14'45" West, a distance of 38.93 feet to a point for corner;  
 South 84°37'55" West, a distance of 51.06 feet to a point for corner;  
 South 25°45'34" West, a distance of 72.77 feet to a point for corner;  
 South 85°11'40" West, a distance of 75.08 feet to a point for corner;  
 North 39°34'51" West, a distance of 36.09 feet to a point for corner;  
 South 82°09'28" West, a distance of 27.25 feet to a point for corner;  
 South 9°14'30" West, a distance of 32.69 feet to a point for corner;  
 South 68°08'51" West, a distance of 33.00 feet to a point for corner;  
 North 22°48'58" West, a distance of 41.88 feet to a point for corner;  
 North 46°41'47" West, a distance of 99.21 feet to a point for corner;  
 North 23°23'14" East, a distance of 48.65 feet to a point for corner;  
 North 8°18'04" West, a distance of 69.76 feet to a point for corner;  
 North 38°05'11" West, a distance of 86.20 feet to a point for corner;  
 North 7°56'03" West, a distance of 143.95 feet to a point for corner;  
 North 16°14'28" East, a distance of 158.92 feet to a point for corner;  
 North 9°37'07" West, a distance of 132.27 feet to a point for corner;  
 North 27°15'57" West, a distance of 112.30 feet to a point for corner;  
 North 8°23'52" West, a distance of 151.50 feet to a point for corner;  
 North 6°05'24" East, a distance of 138.06 feet to a point for corner;  
 North 44°18'55" West, a distance of 122.01 feet to a point for corner;  
 North 6°31'27" West, a distance of 115.22 feet to a point for corner;  
 North 69°52'54" East, a distance of 59.70 feet to a point for corner;  
 North 27°40'34" East, a distance of 39.21 feet to a point for corner;  
 North 61°58'50" East, a distance of 128.80 feet to a point for corner;  
 North 8°55'12" East, a distance of 58.77 feet to a point for corner;  
 North 37°21'04" West, a distance of 164.91 feet to a point for corner;  
 North 3°33'00" West, a distance of 86.25 feet to a point for corner;  
 North 31°13'34" West, a distance of 123.36 feet to a point for corner;  
 North 87°16'52" West, a distance of 50.74 feet to a point for corner;  
 North 21°44'49" West, a distance of 143.68 feet to a point for corner;  
 North 32°09'38" West, a distance of 87.20 feet to a point for corner;  
 North 64°21'16" West, a distance of 94.15 feet to a point for corner;  
 South 81°56'58" West, a distance of 92.62 feet to a point for corner;  
 North 74°45'07" West, a distance of 52.60 feet to a point for corner;  
 North 50°15'56" West, a distance of 30.71 feet to a point for corner;  
 North 24°14'09" East, a distance of 20.52 feet to a point for corner;  
 North 30°17'25" West, a distance of 102.90 feet to a point for corner;  
 North 74°27'55" West, a distance of 26.37 feet to a point for corner;  
 North 7°10'36" West, a distance of 35.90 feet to a point for corner;  
 North 41°21'59" East, a distance of 15.79 feet to a point for corner;

**BAYSIDE - TIRZ BOUNDARY**  
**316.9 ACRES**  
**CITY OF ROWLETT**

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		N/A	SLJ	DAB	APRIL 2015
		<u>Project No.</u>	<u>Sheet No.</u>		
		064478300	4 OF 7		

LEGAL DESCRIPTION (CONTINUED)

EXHIBIT A

North 6°29'38" West, a distance of 134.90 feet to a point for corner;  
 North 25°48'14" West, a distance of 88.29 feet to a point for corner;  
 North 56°22'03" West, a distance of 58.31 feet to a point for corner in said south right-of-way line of Interstate Highway No. 30;

**THENCE** with said south right-of-way line of Interstate Highway No. 30, South 61°35'17" West, a distance of 660.43 feet to a point for corner;

**THENCE** departing said south right-of-way line of Interstate Highway No. 30, North 28°20'16" West, a distance of 445.80 feet to a point for corner in said north right-of-way line of Interstate Highway No. 30;

**THENCE** with said north right-of-way line of Interstate Highway No. 30, the following courses and distances:

North 61°39'44" East, a distance of 328.90 feet to a point for corner;  
 North 58°14'01" East, a distance of 265.47 feet to a point for corner;  
 North 42°57'13" East, a distance of 41.07 feet to a point for corner in said 435.5 foot contour line as defined by a survey performed in September, 2014;

**THENCE** with said 435.5 foot contour line, the following courses and distances:

North 15°11'07" East, a distance of 33.95 feet to a point for corner;  
 North 38°32'25" West, a distance of 41.98 feet to a point for corner;  
 North 1°20'09" West, a distance of 33.21 feet to a point for corner;  
 North 21°50'43" West, a distance of 133.00 feet to a point for corner;  
 North 0°47'38" East, a distance of 13.66 feet to a point for corner;  
 North 45°35'38" West, a distance of 76.21 feet to a point for corner;  
 South 70°42'21" West, a distance of 26.72 feet to a point for corner;  
 North 36°29'31" West, a distance of 156.89 feet to a point for corner;  
 North 20°24'02" West, a distance of 59.62 feet to a point for corner;  
 North 10°49'43" West, a distance of 70.35 feet to a point for corner;  
 North 63°11'51" West, a distance of 27.62 feet to a point for corner;  
 North 26°44'09" West, a distance of 52.54 feet to a point for corner;  
 North 51°02'08" West, a distance of 56.72 feet to a point for corner;  
 North 12°36'06" West, a distance of 32.17 feet to a point for corner;  
 North 54°59'42" West, a distance of 13.53 feet to a point for corner;  
 North 26°47'59" West, a distance of 78.12 feet to a point for corner;  
 North 18°55'22" West, a distance of 118.54 feet to a point for corner;  
 North 29°41'22" West, a distance of 285.54 feet to a point for corner;  
 North 61°37'55" West, a distance of 57.22 feet to a point for corner;  
 North 48°48'30" West, a distance of 170.35 feet to a point for corner;  
 North 68°04'18" West, a distance of 64.90 feet to a point for corner;  
 South 73°26'00" West, a distance of 50.10 feet to a point for corner;

**BAYSIDE - TIRZ BOUNDARY**  
**316.9 ACRES**  
**CITY OF ROWLETT**

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		Scale N/A	Drawn by SLJ	Checked by DAB	Date APRIL 2015	Project No. 064478300	Sheet No. 5 OF 7

LEGAL DESCRIPTION (CONTINUED)

EXHIBIT A

North 67°01'05" West, a distance of 219.00 feet to a point for corner;  
 North 56°10'58" West, a distance of 88.62 feet to a point for corner;  
 North 42°54'06" West, a distance of 88.55 feet to a point for corner;  
 North 77°26'37" West, a distance of 14.91 feet to a point for corner;  
 North 41°03'10" West, a distance of 118.70 feet to a point for corner;  
 North 68°20'31" West, a distance of 33.72 feet to a point for corner;  
 North 43°16'20" West, a distance of 33.69 feet to a point for corner;  
 North 12°55'12" West, a distance of 28.76 feet to a point for corner;  
 North 56°26'01" East, a distance of 19.57 feet to a point for corner;  
 North 8°29'37" East, a distance of 16.03 feet to a point for corner;  
 North 49°37'34" West, a distance of 12.59 feet to a point for corner;  
 South 66°57'09" West, a distance of 32.84 feet to a point for corner;  
 North 21°54'42" West, a distance of 15.83 feet to a point for corner;  
 North 14°46'54" East, a distance of 12.29 feet to a point for corner;  
 North 27°10'03" West, a distance of 80.01 feet to a point for corner;  
 North 52°12'49" West, a distance of 35.85 feet to a point for corner;  
 North 19°51'16" West, a distance of 139.14 feet to a point for corner;  
 North 23°07'43" West, a distance of 108.57 feet to a point for corner;  
 North 17°54'51" West, a distance of 163.14 feet to a point for corner;  
 North 6°03'42" West, a distance of 57.89 feet to a point for corner;  
 North 42°35'35" West, a distance of 36.45 feet to a point for corner;  
 North 4°01'07" East, a distance of 10.14 feet to a point for corner;  
 North 73°05'02" West, a distance of 24.74 feet to a point for corner;  
 South 55°37'53" West, a distance of 29.44 feet to a point for corner;  
 South 26°16'09" West, a distance of 95.55 feet to a point for corner;  
 South 16°41'17" West, a distance of 106.41 feet to a point for corner;  
 South 3°26'33" West, a distance of 32.45 feet to a point for corner;  
 South 10°58'31" East, a distance of 105.46 feet to a point for corner;  
 South 3°05'45" West, a distance of 30.72 feet to a point for corner;  
 South 33°27'45" West, a distance of 23.96 feet to a point for corner;  
 South 4°20'08" West, a distance of 67.61 feet to a point for corner;  
 South 16°40'02" West, a distance of 139.95 feet to a point for corner;  
 South 26°54'01" West, a distance of 104.86 feet to a point for corner;  
 South 15°16'32" East, a distance of 87.29 feet to a point for corner;  
 South 35°56'54" East, a distance of 168.48 feet to a point for corner;  
 South 37°16'35" East, a distance of 150.16 feet to a point for corner;  
 South 31°33'52" East, a distance of 34.48 feet to a point for corner;  
 South 47°51'44" West, a distance of 16.29 feet to a point for corner;  
 North 42°31'23" West, a distance of 83.69 feet to a point for corner;  
 North 35°29'04" West, a distance of 256.66 feet to a point for corner;

**BAYSIDE - TIRZ BOUNDARY**  
**316.9 ACRES**  
**CITY OF ROWLETT**

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Scale	Drawn by	Checked by	Date	Project No.	Sheet No.
N/A	SLJ	DAB	APRIL 2015	064478300	6 OF 7

LEGAL DESCRIPTION (CONTINUED)

EXHIBIT A

North 48°31'41" West, a distance of 62.23 feet to a point for corner;  
 South 75°38'20" West, a distance of 120.99 feet to a point for corner;  
 North 70°07'41" West, a distance of 129.33 feet to a point for corner;  
 North 50°02'26" West, a distance of 194.59 feet to a point for corner;  
 North 36°19'48" West, a distance of 205.49 feet to a point for corner;  
 North 56°37'29" West, a distance of 236.89 feet to a point for corner;  
 North 82°58'53" West, a distance of 567.27 feet to a point for corner;  
 South 85°44'24" West, a distance of 91.58 feet to a point for corner;  
 North 85°08'56" West, a distance of 283.18 feet to a point for corner;  
 South 78°34'59" West, a distance of 68.18 feet to a point for corner;  
 North 27°25'45" West, a distance of 32.06 feet to a point for corner;  
 North 3°29'38" East, a distance of 38.39 feet to a point for corner;  
 North 30°12'30" West, a distance of 50.91 feet to a point for corner;  
 North 72°12'24" West, a distance of 98.50 feet to a point for corner;  
 North 80°38'45" West, a distance of 79.08 feet to a point for corner;  
 North 0°00'00" East, a distance of 159.01 feet to a point for corner;  
 North 70°56'23" West, a distance of 55.72 feet to a point in said centerline of Fuqua Road at the beginning of a non-tangent curve to the right having a central angle of 24°05'12", a radius of 532.29 feet, a chord bearing and distance of North 14°51'05" West, 222.13 feet;

**THENCE** with said centerline of Fuqua Road, the following courses and distances:

In a northwesterly direction, with said curve to the right, an arc distance of 223.77 feet to a point for corner;  
 North 2°34'23" West, a distance of 340.67 feet to the **POINT OF BEGINNING** and containing 316.9 acres of land.

The following benchmarks were used to establish the 435.5' contour elevation based on National Geodetic Survey North American Vertical Datum of 1988 (NAVD88) elevations:

BM#1 National Geodetic Survey Marker Designation - V1498, PID - CS2520, and being 11.6 KM (7.2 MI) easterly along the Missouri Kansas Texas Railroad from the station in Garland, or 2.7 km (1.7 mi) southwesterly along State Highway 205 from its junction with State Highway 66 in Rockwall, **THENCE** 7.5 km (4.65 mi) southwesterly along Interstate Highway 30, **THENCE** 0.5 km (0.3 mi) north along Dalrock Road, **THENCE** 1.4 km northwesterly along Chiesa Road, 15.0 m (49.2 ft.) northeast of the near rail, 13.0 m (42.7 ft.) northwest of the extended center of a paved road leading east, 8.9 m (29.2 ft.) southwest of the center of the road, and 1.2 m (3.9 ft.) northwest of utility pole number 297-445-6922. Note--access to datum point is had through a 5-inch logo cap the mark is 0.3 meters from a witness post the mark is 0.3 m below the road.  
 N:7011234.266, E:2573050.53, ELEV:468.23

BM#2 Square with "X" cut in concrete set on the north side of Interstate Highway No. 30, ±5 feet south of mile marker no. 65.  
 N:7009236.215, E:2579686.608, ELEV:447.56

BM#3 Square with "X" cut in on north side of Interstate Highway No. 30, ±5 feet south of mile marker no. 64.  
 N:7006589.138, E:2575027.503, ELEV:447.69

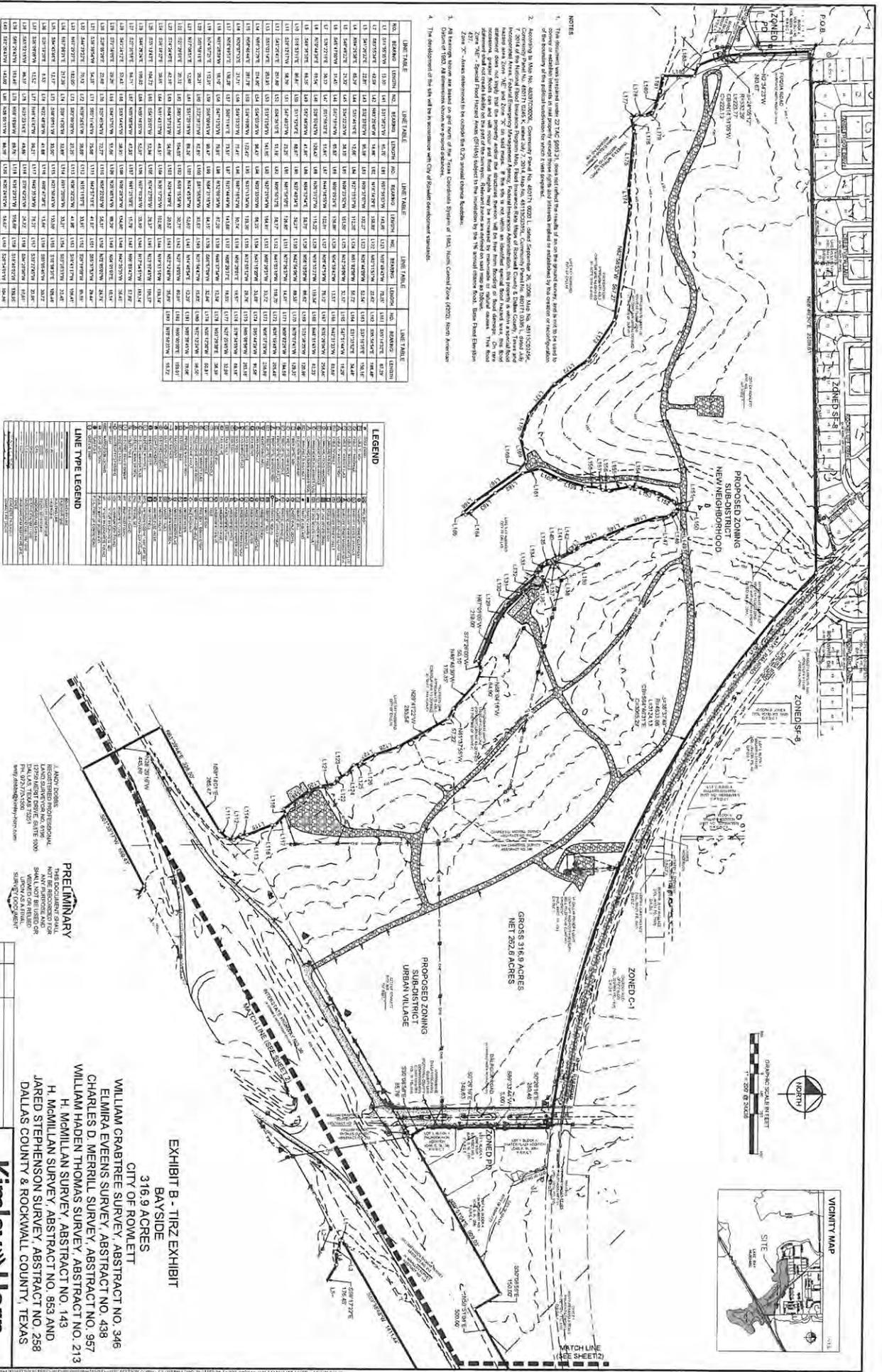
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- NOTES
- The document was prepared under 27.14 C 9003.21. It does not reflect the results of an on-site ground survey, and it is not to be used for the purpose of determining the actual dimensions to which any improvements are to be constructed. It is to be used for informational purposes only.
  - Conforming to MRS. No. 481071224X, Chapter 201, Section 201.01, and 481071224X, Chapter 201, Section 201.02, the proposed improvements shall conform to the standards and specifications of the City of Rowlett, Texas, and the standards and specifications of the State of Texas, and the standards and specifications of the Federal Emergency Management Agency. The proposed improvements shall conform to the standards and specifications of the City of Rowlett, Texas, and the standards and specifications of the State of Texas, and the standards and specifications of the Federal Emergency Management Agency. The proposed improvements shall conform to the standards and specifications of the City of Rowlett, Texas, and the standards and specifications of the State of Texas, and the standards and specifications of the Federal Emergency Management Agency.
  - All bearings shown are based on the center line of the 73rd Street, Conditional System of 1920, North Central Power (1920), 6000 American Street, Rowlett, Texas, and the standards and specifications of the City of Rowlett, Texas, and the standards and specifications of the State of Texas, and the standards and specifications of the Federal Emergency Management Agency.
  - The development of the site will be in accordance with City of Rowlett development standards.

LINE NUMBER	LINE TYPE						
101	101	102	102	103	103	104	104
105	105	106	106	107	107	108	108
109	109	110	110	111	111	112	112
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261	261	262	262	263	263	264	264
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269	269	270	270	271	271	272	272
273	273	274	274	275	275	276	276
277	277	278	278	279	279	280	280
281	281	282	282	283	283	284	284
285	285	286	286	287	287	288	288
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**LEGEND**

1	PROPOSED ZONING
2	EXISTING ZONING
3	PROPERTY BOUNDARIES
4	CONTOUR LINES
5	ROADS
6	UTILITY LINES
7	WATER BODIES
8	SETBACKS
9	ADJACENT PROPERTIES
10	PROPOSED IMPROVEMENTS
11	EXISTING IMPROVEMENTS
12	PROPOSED LOT LINES
13	EXISTING LOT LINES
14	PROPOSED DRIVEWAYS
15	EXISTING DRIVEWAYS
16	PROPOSED SIDEWALKS
17	EXISTING SIDEWALKS
18	PROPOSED CURBS
19	EXISTING CURBS
20	PROPOSED FENCES
21	EXISTING FENCES
22	PROPOSED SIGNAGE
23	EXISTING SIGNAGE
24	PROPOSED LIGHTING
25	EXISTING LIGHTING
26	PROPOSED LANDSCAPING
27	EXISTING LANDSCAPING
28	PROPOSED UTILITIES
29	EXISTING UTILITIES
30	PROPOSED EROSION CONTROL
31	EXISTING EROSION CONTROL
32	PROPOSED DRAINAGE
33	EXISTING DRAINAGE
34	PROPOSED FLOOD CONTROL
35	EXISTING FLOOD CONTROL
36	PROPOSED SECURITY
37	EXISTING SECURITY
38	PROPOSED ACCESS
39	EXISTING ACCESS
40	PROPOSED EGRESS
41	EXISTING EGRESS
42	PROPOSED PARKING
43	EXISTING PARKING
44	PROPOSED STORAGE
45	EXISTING STORAGE
46	PROPOSED MAINTENANCE
47	EXISTING MAINTENANCE
48	PROPOSED INSULATION
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56	PROPOSED CEILING
57	EXISTING CEILING
58	PROPOSED MECHANICAL
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60	PROPOSED ELECTRICAL
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202	PROPOSED MECHANICAL
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204	PROPOSED ELECTRICAL
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209	EXISTING HVAC
210	PROPOSED INSULATION
211	EXISTING INSULATION
212	PROPOSED ROOFING
213	EXISTING ROOFING
214	



LEGAL DESCRIPTION

2154 ACRES

TRINITY, who had 6253 feet contained the following corners and distances:
SOUTH 87°29'17" EAST, a distance of 120.21 feet to a point for corner...

TRINITY, who had 6253 feet contained the following corners and distances:
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A JUDY COBBE
REGISTERED PROFESSIONAL
LAND SURVEYOR FOR
DALLAS, TEXAS
75750 WEST PINE CIRCLE, SUITE 1000
DALLAS, TEXAS 75241
judy.cobb@judycobbe.com

PRELIMINARY
THIS DOCUMENT SHALL
NOT BE RECORDED FOR
RECORD PURPOSES UNLESS
SPECIFICALLY NOTED
HEREON.
WENDEE OSWALD
LAND SURVEYOR
515 W. COCKFIELD

APPLICANT OWNER
WILLIAM HADEN THOMAS SURVEY, ABSTRACT NO. 213
4000 MAIN STREET
ROWLETT, TX 75088

WILLIAM HADEN THOMAS SURVEY, ABSTRACT NO. 213
WILLIAM HADEN THOMAS SURVEY, ABSTRACT NO. 957
CHARLES D. MERRILL SURVEY, ABSTRACT NO. 438
ELMIRA EWEENS SURVEY, ABSTRACT NO. 346
WILLIAM CRABTREE SURVEY, ABSTRACT NO. 346
H. McMILLAN SURVEY, ABSTRACT NO. 853 AND
JARED STEPHENSON SURVEY, ABSTRACT NO. 258
DALLAS COUNTY & ROCKWALL COUNTY, TEXAS

Table with 4 columns: No., DATE, PERSON DESCRIPTION, and a blank column. Row 1: 1, 4/11/15, IST/SUBMITTAL

Kimley-Horn logo and contact information: 15700 North Central Expressway, Suite 1000, Dallas, Texas 75241, Phone: 972.971.5500, Fax: 972.293.3600, Website: kimley-horn.com

**Economic Feasibility Study**  
for  
**Tax Increment Financing**  
**Reinvestment Zone Number Two,**  
**City of Rowlett, Texas**

**April 2015**

Prepared by

**Stein Planning, LLC**

for

**Bayside Land Partners, LLC**

and

**the City of Rowlett, Texas**

**Disclaimer**

Neither this report nor its conclusion may be referred to or included in any product or part of any offering made in connection with private syndication of equity, sales of bonds, sales of securities or sale of participation interests to the public without express written consent of Stein Planning, LLC. The development program and assumptions about taxable value of real property per square foot are assumptions by the developer or City, not necessarily conclusions of Stein Planning, LLC.

**Schedule 1:  
Development Assumptions and Estimated Taxable Real Property Values, in 2014 Dollars**

Notes:

Development types, volumes and timing are estimates by the developer.  
Estimated unit taxable values in 2014 dollars, before inflation, are assumptions by the City of Rowlett.  
Values assume absorption of planned development when completed.

(a) Uses	(b) through (k) Units and floor area reflect completions during the single year prior to Jan. 1,										(l) Total Units	(m) Total SF	(n) Total Taxable Value
	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024			
Single-family detached houses	0	0	100	100	100	50	0	0	0	0	350		
	Estimated appraisal per house = \$460,000												
Taxable value	\$0	\$0	\$46,000,000	\$46,000,000	\$46,000,000	\$23,000,000	\$0	\$0	\$0	\$0	\$0		\$161,000,000
North multi-family rental units	0	0	350	0	350	0	0	0	0	0	700		
Square feet of gross floor area	0	0	350,000	0	350,000	0	0	0	0	0	700,000		
	Estimated taxable per SF = \$150 Average living area (SF) = 1,000												
Taxable value	\$0	\$0	\$52,500,000	\$0	\$52,500,000	\$0	\$0	\$0	\$0	\$0	\$0		\$105,000,000
North retail	0	0	0	165,000	0	0	0	0	0	0	165,000		
	Estimated taxable per SF = \$200												
Taxable value	\$0	\$0	\$0	\$33,000,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0		\$33,000,000
North office	0	0	0	50,000	0	50,000	0	50,000	0	65,000	215,000		
	Estimated taxable per SF = \$200 (25% medical)												
Taxable value	\$0	\$0	\$0	\$10,000,000	\$0	\$10,000,000	\$0	\$10,000,000	\$0	\$13,000,000	\$0		\$43,000,000
South retail	0	0	0	100,000	0	100,000	0	110,000	0	0	310,000		
	Estimated taxable per SF = \$150												
Taxable value	\$0	\$0	\$0	\$15,000,000	\$0	\$15,000,000	\$0	\$16,500,000	\$0	\$0	\$0		\$46,500,000
South restaurants	0	0	0	50,000	0	50,000	0	50,000	0	0	150,000		
	Estimated taxable per SF = \$280												
Taxable value	\$0	\$0	\$0	\$14,000,000	\$0	\$14,000,000	\$0	\$14,000,000	\$0	\$0	\$0		\$42,000,000
South office	0	0	0	100,000	0	0	0	100,000	0	0	200,000		
	Estimated taxable per SF = \$140 (25% medical)												
Taxable value	\$0	\$0	\$0	\$14,000,000	\$0	\$0	\$0	\$14,000,000	\$0	\$0	\$0		\$28,000,000
South hotel (limited service)	0	0	0	200,000	0	0	0	0	0	0	200,000		
	Estimated taxable per SF = \$100												
Taxable value	\$0	\$0	\$0	\$20,000,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0		\$20,000,000
South hotel (resort)	0	0	0	500,000	0	0	0	0	0	0	500,000		
	Estimated taxable per SF = \$120												
Taxable value	\$0	\$0	\$0	\$60,000,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0		\$60,000,000
South multi-family rental units	0	0	0	550	0	550	0	550	0	0	1,650		
Square feet of gross floor area	0	0	0	550,000	0	550,000	0	550,000	0	0	1,650,000		
	Estimated taxable per SF = \$135 Average living area (SF) = 1,000												
Taxable value	\$0	\$0	\$0	\$74,250,000	\$0	\$74,250,000	\$0	\$74,250,000	\$0	\$0	\$0		\$222,750,000
South townhomes for sale	0	0	0	50	0	50	24	0	0	0	124		
	Estimated taxable per unit = \$500,000												
Taxable value	\$0	\$0	\$0	\$25,000,000	\$0	\$25,000,000	\$12,000,000	\$0	\$0	\$0	\$0		\$62,000,000
South high-rise condominiums	0	0	0	0	0	100	0	0	0	0	100		
	Estimated taxable per unit = \$550,000												
Taxable value	\$0	\$0	\$0	\$0	\$0	\$55,000,000	\$0	\$0	\$0	\$0	\$0		\$55,000,000
Totals													
Residences	0	0	450	700	450	750	24	550	0	0	2,924		
Non-residential square feet	0	0	0	1,165,000	0	200,000	0	310,000	0	65,000	1,740,000		
Taxable value	\$0	\$0	\$98,500,000	\$311,250,000	\$98,500,000	\$216,250,000	\$12,000,000	\$128,750,000	\$0	\$13,000,000	\$0		\$878,250,000

**Schedule 2:  
Forecast of Annual Taxable Real Property Values, Captured Appraised Values,  
City Real Property Tax Increments and Allocations of City Tax Increments**

Notes:

This forecast assumes a development program proposed by the developer, from a separate schedule.  
 Land is assumed to appraise for \$31.8 million as of Jan. 1, 2016. This value and inflation thereon are subtracted during a term of years to avoid double-counting land value. Real property values added to columns (e) and (f) include land.  
 Annual inflation or value change rates are long-term average estimates. Actual value adjustments may vary significantly from year to year.  
 City tax rate is assumed constant. Actual rates will be set annually.  
 One third of 50% of real property tax increments earned from year 20 will flow to the TIF fund. The balance of increments will flow to the City for other purposes.

(a) Year	(b) Appraised Real Property Value for Jan. 1,	(c) Tax Due Without Penalty by Jan 31,	(d) Taxable Real Property Value Carried from Previous Year with Inflation @ 2.00% Annually After 2014	(e) Taxable Real Property Completed in Year Prior to Appraisal Date, in 2014 Dollars	(f) Taxable Real Property Value Added This Year with Inflation @ 2.00% Annually After 2014	(g) Less Unimproved Land Value with Inflation @ 2.00% Annually After 2016 (to avoid double-counting)	(h) Taxable Real Property Value	(i) Total City Real Property Tax Levy, If Per \$100	(j) Captured Appraised Value (Taxable Real Property Value) Less Base Year Value)	(k) City Real Property Tax Increment (Tax Growth) Since Base Year	(l) % of City Real Property Tax Increment to TIF Fund	(m) City Allocation to TIF Fund		(n) Real Property Tax Retained for Municipal Use		(o) This Year	(p) Cumulative
												This Year	Cumulative	This Year	Cumulative		
Base	2015	2016					\$0	\$0	\$0	\$0	0%	\$0	\$0	\$0	\$0	\$0	\$0
1	2016	2017	\$0	\$0	\$31,800,000	\$0	\$31,800,000	\$250,307	\$31,800,000	\$250,307	0%	\$0	\$0	\$250,307	\$250,307	\$250,307	
2	2017	2018	\$32,436,000	\$98,500,000	\$104,528,988	\$4,054,500	\$132,910,488	\$1,046,178	\$132,910,488	\$1,046,178	50%	\$523,089	\$523,089	\$523,089	\$773,397	\$773,397	
3	2018	2019	\$135,568,698	\$311,250,000	\$336,907,010	\$4,135,590	\$468,340,118	\$3,686,446	\$468,340,118	\$3,686,446	50%	\$1,843,223	\$2,366,312	\$1,843,223	\$2,616,619	\$2,616,619	
4	2019	2020	\$477,706,920	\$98,500,000	\$108,751,959	\$4,218,302	\$582,240,577	\$4,582,990	\$582,240,577	\$4,582,990	50%	\$2,291,495	\$4,657,807	\$2,291,495	\$4,908,114	\$4,908,114	
5	2020	2021	\$593,885,389	\$216,250,000	\$243,532,623	\$4,302,668	\$833,115,344	\$6,557,701	\$833,115,344	\$6,557,701	50%	\$3,278,850	\$7,936,657	\$3,278,850	\$8,186,965	\$8,186,965	
6	2021	2022	\$849,777,651	\$12,000,000	\$13,784,228	\$4,388,721	\$859,173,158	\$6,762,810	\$859,173,158	\$6,762,810	50%	\$3,381,405	\$11,318,062	\$3,381,405	\$11,568,370	\$11,568,370	
7	2022	2023	\$876,356,621	\$128,750,000	\$150,851,145	\$4,476,496	\$1,022,731,271	\$8,050,225	\$1,022,731,271	\$8,050,225	50%	\$4,025,112	\$15,343,175	\$4,025,112	\$15,593,482	\$15,593,482	
8	2023	2024	\$1,043,185,896	\$0	\$0	\$4,566,026	\$1,038,619,871	\$8,175,289	\$1,038,619,871	\$8,175,289	50%	\$4,087,644	\$19,430,819	\$4,087,644	\$19,681,126	\$19,681,126	
9	2024	2025	\$1,059,392,268	\$13,000,000	\$15,846,927	\$4,657,346	\$1,070,581,849	\$8,426,871	\$1,070,581,849	\$8,426,871	50%	\$4,213,435	\$23,644,254	\$4,213,435	\$23,894,562	\$23,894,562	
10	2025	2026	\$1,091,993,486	\$0	\$0	\$0	\$1,091,993,486	\$8,595,408	\$1,091,993,486	\$8,595,408	50%	\$4,297,704	\$27,941,959	\$4,297,704	\$28,192,266	\$28,192,266	
11	2026	2027	\$1,113,833,356	\$0	\$0	\$0	\$1,113,833,356	\$8,767,316	\$1,113,833,356	\$8,767,316	50%	\$4,383,658	\$32,325,617	\$4,383,658	\$32,575,924	\$32,575,924	
12	2027	2028	\$1,136,110,023	\$0	\$0	\$0	\$1,136,110,023	\$8,942,663	\$1,136,110,023	\$8,942,663	50%	\$4,471,331	\$36,796,948	\$4,471,331	\$37,047,256	\$37,047,256	
13	2028	2029	\$1,158,832,224	\$0	\$0	\$0	\$1,158,832,224	\$9,121,516	\$1,158,832,224	\$9,121,516	50%	\$4,560,758	\$41,357,706	\$4,560,758	\$41,608,014	\$41,608,014	
14	2029	2030	\$1,182,008,868	\$0	\$0	\$0	\$1,182,008,868	\$9,303,946	\$1,182,008,868	\$9,303,946	50%	\$4,651,973	\$46,009,679	\$4,651,973	\$46,259,987	\$46,259,987	
15	2030	2031	\$1,205,649,045	\$0	\$0	\$0	\$1,205,649,045	\$9,490,025	\$1,205,649,045	\$9,490,025	50%	\$4,745,013	\$50,754,692	\$4,745,013	\$51,004,999	\$51,004,999	
16	2031	2032	\$1,229,762,026	\$0	\$0	\$0	\$1,229,762,026	\$9,679,826	\$1,229,762,026	\$9,679,826	50%	\$4,839,913	\$55,594,605	\$4,839,913	\$55,844,912	\$55,844,912	
17	2032	2033	\$1,254,357,267	\$0	\$0	\$0	\$1,254,357,267	\$9,873,422	\$1,254,357,267	\$9,873,422	50%	\$4,936,711	\$60,531,316	\$4,936,711	\$60,781,624	\$60,781,624	
18	2033	2034	\$1,279,444,412	\$0	\$0	\$0	\$1,279,444,412	\$10,070,891	\$1,279,444,412	\$10,070,891	50%	\$5,035,445	\$65,566,762	\$5,035,445	\$65,817,069	\$65,817,069	
19	2034	2035	\$1,305,033,301	\$0	\$0	\$0	\$1,305,033,301	\$10,272,309	\$1,305,033,301	\$10,272,309	50%	\$5,136,154	\$70,702,916	\$5,136,154	\$70,953,223	\$70,953,223	
20	2035	2036	\$1,331,133,967	\$0	\$0	\$0	\$1,331,133,967	\$10,477,755	\$1,331,133,967	\$10,477,755	16.667%	\$1,746,292	\$72,449,208	\$8,731,462	\$79,684,686	\$79,684,686	
Total for 20 years				\$878,250,000	\$1,006,002,881	\$34,799,648		\$152,133,894		\$152,133,894		\$72,449,208		\$79,684,686			

### Schedule 3: Estimated TIF Project Costs

## Notes:

Project costs may be reimbursed by the TIF fund subject to a development agreement.

Project cost estimates are condensed from a schedule by Kimley-Horn and Associates, Inc.

Financing costs of TIF project improvements are also TIF project costs. Financing costs are estimated in a separate schedule.

(a)	(b) North of IH 30	(c) South of IH 30	(d) Total Costs	(e) Less Nonproject Costs	(f) Net TIF Project Costs
<b>Street Improvements</b>					
Dalrock and Major Collector	\$2,777,723	\$3,115,606	\$5,893,329		\$5,893,329
I30 Interchange	\$0	\$17,277,893	\$17,277,893		\$17,277,893
	\$2,777,723	\$20,393,499	\$23,171,222	\$0	\$23,171,222
<b>Grading / Utilities</b>					
Mass grading/Sea Wall/Trails	\$3,394,995	\$5,347,775	\$8,742,770	\$0	\$8,742,770
Wastewater, Lift Stations, sanitary	\$2,209,833	\$5,123,426	\$7,333,259		\$7,333,259
Water - Off-site and On-site Upgrade	\$1,234,543	\$3,901,581	\$5,136,124		\$5,136,124
	\$6,839,371	\$14,372,782	\$21,212,153	\$0	\$21,212,153
Onsite roads/common area upgrade	\$532,025	\$5,386,824	\$5,918,849		\$5,918,849
Parks, Public Art, Monuments	\$308,635	\$4,025,316	\$4,333,951		\$4,333,951
	\$840,660	\$9,412,140	\$10,252,800	\$0	\$10,252,800
<b>Subtotal for capital improvements</b>	<b>\$10,457,754</b>	<b>\$44,178,421</b>	<b>\$54,636,175</b>	<b>\$0</b>	<b>\$54,636,175</b>
City administrative expenses to be reimbursed			\$642,369		\$642,369
<b>Subtotal before financing costs</b>			<b>\$55,278,544</b>	<b>\$0</b>	<b>\$55,278,544</b>
Financing costs for improvements			\$17,147,618		\$17,147,618

### Schedule 4: Forecast Payout of TIF Fund Receipts

Notes:

Annual revenue forecasts for the TIF fund are from another schedule.

Timing of developer expenses for TIF project principal costs is an estimate, subject to change.

Interest terms are to be determined. This schedule is for illustration only. Full reimbursement of interest at the indicated rate, principal and administrative expenses is not guaranteed.

This schedule assumes simple interest accrues at the end of each calendar year on principal obligation balances carried from the previous year.

If due interest cannot be paid from available TIF cash, it will be rolled without interest to the next year when sufficient cash is available.

Annual City administrative expenses for the TIF fund are estimates, subject to verification.

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Year	Appraised Real Property Value for Jan. 1,	Tax Due Without Penalty by Jan 31,	TIF Fund Receipts	Developer Outlay for TIF Project Cost Principal as of May in Appraisal Year	Simple Interest Carried and Accrued @ 3.65% of Principal Owed	Interest Paid This Year	Simple Interest Owed After Payment	City's TIF #2 Program Administrative Expenses Paid This Year	Principal Paid This Year	Principal Owed After Payment	Residual Cash in TIF Fund at Year End
Base	2015	2016	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
1	2016	2017	\$0	\$2,731,809	\$0	\$0	\$0	\$0	\$0	\$2,731,809	\$0
2	2017	2018	\$523,089	\$10,927,235	\$99,711	\$99,711	\$0	\$30,000	\$393,378	\$13,265,666	\$0
3	2018	2019	\$1,843,223	\$10,927,235	\$484,197	\$484,197	\$0	\$30,600	\$1,328,426	\$22,864,475	\$0
4	2019	2020	\$2,291,495	\$10,927,235	\$834,553	\$834,553	\$0	\$31,212	\$1,425,730	\$32,365,980	\$0
5	2020	2021	\$3,278,850	\$5,463,618	\$1,181,358	\$1,181,358	\$0	\$31,836	\$2,065,656	\$35,763,941	\$0
6	2021	2022	\$3,381,405	\$5,463,618	\$1,305,384	\$1,305,384	\$0	\$32,473	\$2,043,548	\$39,184,011	\$0
7	2022	2023	\$4,025,112	\$2,731,809	\$1,430,216	\$1,430,216	\$0	\$33,122	\$2,561,774	\$39,354,046	\$0
8	2023	2024	\$4,087,644	\$2,731,809	\$1,436,423	\$1,436,423	\$0	\$33,785	\$2,617,437	\$39,468,418	\$0
9	2024	2025	\$4,213,435	\$2,731,809	\$1,440,597	\$1,440,597	\$0	\$34,461	\$2,738,378	\$39,461,849	\$0
10	2025	2026	\$4,297,704	\$0	\$1,440,357	\$1,440,357	\$0	\$35,150	\$2,822,197	\$36,639,652	\$0
11	2026	2027	\$4,383,658	\$0	\$1,337,347	\$1,337,347	\$0	\$35,853	\$3,010,458	\$33,629,194	\$0
12	2027	2028	\$4,471,331	\$0	\$1,227,466	\$1,227,466	\$0	\$36,570	\$3,207,296	\$30,421,898	\$0
13	2028	2029	\$4,560,758	\$0	\$1,110,399	\$1,110,399	\$0	\$37,301	\$3,413,058	\$27,008,841	\$0
14	2029	2030	\$4,651,973	\$0	\$985,823	\$985,823	\$0	\$38,047	\$3,628,103	\$23,380,737	\$0
15	2030	2031	\$4,745,013	\$0	\$853,397	\$853,397	\$0	\$38,808	\$3,852,808	\$19,527,930	\$0
16	2031	2032	\$4,839,913	\$0	\$712,769	\$712,769	\$0	\$39,584	\$4,087,559	\$15,440,371	\$0
17	2032	2033	\$4,936,711	\$0	\$563,574	\$563,574	\$0	\$40,376	\$4,332,762	\$11,107,609	\$0
18	2033	2034	\$5,035,445	\$0	\$405,428	\$405,428	\$0	\$41,184	\$4,588,834	\$6,518,775	\$0
19	2034	2035	\$5,136,154	\$0	\$237,935	\$237,935	\$0	\$42,007	\$4,856,212	\$1,662,563	\$0
20	2035	2036	\$1,746,292	\$0	\$60,684	\$60,684	\$0	\$0	\$1,662,563	\$0	\$23,046
Total for 20 years			\$72,449,208	\$54,636,175		\$17,147,618		\$642,369	\$54,636,175		\$23,046

TIF project principal costs are fully reimbursed only if \$0 when the TIF Zone expires.

 \$72,426,163 Check: P&I payments and payments for City administrative expenses may not exceed TF fund receipts.

## Schedule 5: Summary Forecast of City Taxes from the Development, TIF Fund Receipts and City Taxes Retained for Other Uses

Notes:

This schedule summarizes figures from other schedules.

Proceeds to the TIF fund are assumed equal to 50% of annual real property tax increment generated by the development for a term of twenty years, except in years 0 and 20. All other City taxes are retained for municipal use.

(a) Year	(b) Appraisals as of Jan. 1,	(c) Taxes Received, in 1Q,	(d) City of Rowlett Taxes Attributed to Project Since Base Year					(i) Forecast of Tax Increments to the TIF Fund		(l) Forecast of Tax Streams Retained for Other City Uses	
			(d) Real Property Tax	(e) Business Personal Property Tax	(f) Sales Tax	(g) Hotel Occupancy Tax	(h) Sum of Four Tax Streams	(i) This Year	(j) Cumulative	(k) This Year	(l) Cumulative
Base	2015	2016	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
1	2016	2017	\$250,307	\$0	\$0	\$0	\$250,307	\$0	\$0	\$250,307	\$250,307
2	2017	2018	\$1,046,178	\$0	\$0	\$0	\$1,046,178	\$523,089	\$523,089	\$523,089	\$773,397
3	2018	2019	\$3,686,446	\$132,914	\$681,932	\$1,744,717	\$6,246,009	\$1,843,223	\$2,366,312	\$4,402,786	\$5,176,183
4	2019	2020	\$4,582,990	\$135,573	\$695,571	\$1,779,611	\$7,193,745	\$2,291,495	\$4,657,807	\$4,902,250	\$10,078,432
5	2020	2021	\$6,557,701	\$200,335	\$1,047,331	\$1,815,203	\$9,620,570	\$3,278,850	\$7,936,657	\$6,341,719	\$16,420,151
6	2021	2022	\$6,762,810	\$204,341	\$1,068,278	\$1,851,507	\$9,886,936	\$3,381,405	\$11,318,062	\$6,505,531	\$22,925,682
7	2022	2023	\$8,050,225	\$295,119	\$1,464,574	\$1,888,537	\$11,698,456	\$4,025,112	\$15,343,175	\$7,673,343	\$30,599,026
8	2023	2024	\$8,175,289	\$301,022	\$1,493,866	\$1,926,308	\$11,896,484	\$4,087,644	\$19,430,819	\$7,808,840	\$38,407,866
9	2024	2025	\$8,426,871	\$319,516	\$1,523,743	\$1,964,834	\$12,234,964	\$4,213,435	\$23,644,254	\$8,021,529	\$46,429,395
10	2025	2026	\$8,595,408	\$325,906	\$1,554,218	\$2,004,131	\$12,479,663	\$4,297,704	\$27,941,959	\$8,181,959	\$54,611,354
11	2026	2027	\$8,767,316	\$332,424	\$1,585,302	\$2,044,214	\$12,729,257	\$4,383,658	\$32,325,617	\$8,345,598	\$62,956,952
12	2027	2028	\$8,942,663	\$339,073	\$1,617,008	\$2,085,098	\$12,983,842	\$4,471,331	\$36,796,948	\$8,512,510	\$71,469,463
13	2028	2029	\$9,121,516	\$345,854	\$1,649,348	\$2,126,800	\$13,243,519	\$4,560,758	\$41,357,706	\$8,682,761	\$80,152,223
14	2029	2030	\$9,303,946	\$352,771	\$1,682,335	\$2,169,336	\$13,508,389	\$4,651,973	\$46,009,679	\$8,856,416	\$89,008,639
15	2030	2031	\$9,490,025	\$359,827	\$1,715,982	\$2,212,723	\$13,778,557	\$4,745,013	\$50,754,692	\$9,033,544	\$98,042,183
16	2031	2032	\$9,679,826	\$367,023	\$1,750,302	\$2,256,977	\$14,054,128	\$4,839,913	\$55,594,605	\$9,214,215	\$107,256,398
17	2032	2033	\$9,873,422	\$374,364	\$1,785,308	\$2,302,117	\$14,335,211	\$4,936,711	\$60,531,316	\$9,398,499	\$116,654,898
18	2033	2034	\$10,070,891	\$381,851	\$1,821,014	\$2,348,159	\$14,621,915	\$5,035,445	\$65,566,762	\$9,586,469	\$126,241,367
19	2034	2035	\$10,272,309	\$389,488	\$1,857,434	\$2,395,122	\$14,914,353	\$5,136,154	\$70,702,916	\$9,778,199	\$136,019,566
20	2035	2036	\$10,477,755	\$397,278	\$1,894,583	\$2,443,025	\$15,212,640	\$1,746,292	\$72,449,208	\$13,466,348	\$149,485,913
Total for 20 years			\$152,133,894	\$5,554,679	\$26,888,130	\$37,358,418	\$221,935,122	\$72,449,208		\$149,485,913	

**Schedule 6:  
Estimated Taxable Business Personal Property Values in the Development, in 2014 Dollars**

Notes:

Development volumes and timing are estimates by the developer.  
Business personal property values are estimates by Stein Planning, LLC, based on the development program and taxable values for comparable properties.  
Houses, rental residences and hotels are not listed. These uses do not generate significant business personal property liable for taxation.

(a) Uses	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) 2019	(g) 2020	(h) 2021	(i) 2022	(j) 2023	(k) 2024	(l) Total SF	(m) Total Taxable Value
<b>North retail</b>												
Square feet of gross floor area	0	0	0	165,000	0	0	0	0	0	0	165,000	
	Business personal property per SF = \$40											
Taxable value	\$0	\$0	\$0	\$6,600,000	\$0	\$0	\$0	\$0	\$0	\$0		\$6,600,000
<b>North office</b>												
Square feet of gross floor area	0	0	0	50,000	0	50,000	0	50,000	0	65,000	0	
	Business personal property per SF = \$20											
Taxable value	\$0	\$0	\$0	\$1,000,000	\$0	\$1,000,000	\$0	\$1,000,000	\$0	\$1,300,000		\$4,300,000
<b>South retail</b>												
Square feet of gross floor area	0	0	0	100,000	0	100,000	0	110,000	0	0	310,000	
	Business personal property per SF = \$40											
Taxable value	\$0	\$0	\$0	\$4,000,000	\$0	\$4,000,000	\$0	\$4,400,000	\$0	\$0		\$12,400,000
<b>South restaurants</b>												
Square feet of gross floor area	0	0	0	50,000	0	50,000	0	50,000	0	0	150,000	
	Business personal property per SF = \$40											
Taxable value	\$0	\$0	\$0	\$2,000,000	\$0	\$2,000,000	\$0	\$2,000,000	\$0	\$0		\$6,000,000
<b>South office</b>												
Square feet of gross floor area	0	0	0	100,000	0	0	0	100,000	0	0	200,000	
	Business personal property per SF = \$20											
Taxable value	\$0	\$0	\$0	\$2,000,000	\$0	\$0	\$0	\$2,000,000	\$0	\$0		\$4,000,000
<b>Total estimated taxable</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$15,600,000</b>	<b>\$0</b>	<b>\$7,000,000</b>	<b>\$0</b>	<b>\$9,400,000</b>	<b>\$0</b>	<b>\$1,300,000</b>		<b>\$33,300,000</b>

## Schedule 7: Forecast of Annual Business Personal Property Values and City Business Personal Property Tax

Notes:

This forecast assumes a development program proposed by the developer, from a separate schedule.  
Annual inflation or value change rates are long-term average estimates. Actual value adjustments may vary significantly from year to year.  
City tax rate is assumed constant. Actual rates will be set annually.

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)
Year	Appraised Property Value for Jan. 1,	Tax Due Without Penalty by Jan 31,	Taxable BPP Carried from Previous Year, Inflated 2.00% Annually After 2014	Taxable BPP Emplaced in Year Prior to Appraisal Date, in 2014 Dollars	Taxable BPP Value Added This Year, If Inflated 2.00% Annually After 2014	Taxable BPP Value	BPP Tax Levy, If \$0.78713 Per \$100	Taxable BPP Value Less Base BPP Value	City BPP Tax Growth Since Base Year	Cumulative City BPP Tax Growth Since Base Year
Base	2015	2016				\$0	\$0	\$0	\$0	\$0
1	2016	2017	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
2	2017	2018	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
3	2018	2019	\$0	\$15,600,000	\$16,885,942	\$16,885,942	\$132,914	\$16,885,942	\$132,914	\$132,914
4	2019	2020	\$17,223,661	\$0	\$0	\$17,223,661	\$135,573	\$17,223,661	\$135,573	\$268,487
5	2020	2021	\$17,568,134	\$7,000,000	\$7,883,137	\$25,451,271	\$200,335	\$25,451,271	\$200,335	\$468,821
6	2021	2022	\$25,960,296	\$0	\$0	\$25,960,296	\$204,341	\$25,960,296	\$204,341	\$673,163
7	2022	2023	\$26,479,502	\$9,400,000	\$11,013,598	\$37,493,100	\$295,119	\$37,493,100	\$295,119	\$968,282
8	2023	2024	\$38,242,962	\$0	\$0	\$38,242,962	\$301,022	\$38,242,962	\$301,022	\$1,269,304
9	2024	2025	\$39,007,821	\$1,300,000	\$1,584,693	\$40,592,514	\$319,516	\$40,592,514	\$319,516	\$1,588,820
10	2025	2026	\$41,404,364	\$0	\$0	\$41,404,364	\$325,906	\$41,404,364	\$325,906	\$1,914,726
11	2026	2027	\$42,232,452	\$0	\$0	\$42,232,452	\$332,424	\$42,232,452	\$332,424	\$2,247,150
12	2027	2028	\$43,077,101	\$0	\$0	\$43,077,101	\$339,073	\$43,077,101	\$339,073	\$2,586,223
13	2028	2029	\$43,938,643	\$0	\$0	\$43,938,643	\$345,854	\$43,938,643	\$345,854	\$2,932,077
14	2029	2030	\$44,817,416	\$0	\$0	\$44,817,416	\$352,771	\$44,817,416	\$352,771	\$3,284,849
15	2030	2031	\$45,713,764	\$0	\$0	\$45,713,764	\$359,827	\$45,713,764	\$359,827	\$3,644,675
16	2031	2032	\$46,628,039	\$0	\$0	\$46,628,039	\$367,023	\$46,628,039	\$367,023	\$4,011,699
17	2032	2033	\$47,560,600	\$0	\$0	\$47,560,600	\$374,364	\$47,560,600	\$374,364	\$4,386,063
18	2033	2034	\$48,511,812	\$0	\$0	\$48,511,812	\$381,851	\$48,511,812	\$381,851	\$4,767,914
19	2034	2035	\$49,482,048	\$0	\$0	\$49,482,048	\$389,488	\$49,482,048	\$389,488	\$5,157,402
20	2035	2036	\$50,471,689	\$0	\$0	\$50,471,689	\$397,278	\$50,471,689	\$397,278	\$5,554,679
Total for 20 years				\$33,300,000	\$37,367,370		\$5,554,679		\$5,554,679	

## Schedule 8: Forecast of Annual City Sales Tax from the Development

Notes:

This forecast assumes a development program proposed by the developer, from a separate schedule. The schedule assumes store operations begin in the fourth quarter of the year immediately before the column (b) year. Sales tax receipts represent a full year. Actual receipts will lag sales by approximately three months. All sales tax is assumed net new tax attributable to growth since the base year. Sales volume per square foot is a rough assumption for a spectrum of retail, food service and entertainment possibilities, dependent on the mix and performance of businesses. Food for home preparation, medications, autos, boats, gasoline and some services are not subject to local sales tax. Average taxable sales per square foot is impacted. Annual inflation rates are long-term average estimates. Actual adjustments may vary. Hotel room sales are not subject to sales tax, but are subject to hotel occupancy tax, estimated in a separate schedule. Mixed beverage gross receipts tax and mixed beverage sales tax are not subject to regular local sales and use tax, but the State of Texas currently allocates approximately 1.6% of the sales volume liable for those taxes to the municipality in which the sales occur. For simplicity, this analysis assumes municipal receipts from State pass-through of these taxes are sales tax revenue. City sales tax on materials used in construction and on hotel food and beverage sales have not been isolated for addition to this schedule.

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Year	Retail Square Feet Completed in Year Ended Jan. 1,	Retail Floor Area (SF) Completed in Twelve Months Before Date at Left	Annual Taxable Sales in New Space, If Average per SF, Inflated 2.00% Annually After 2014	Annual Taxable Sales from Previous Year's Total, Inflated 2.00% Annually After 2014	Total Annual Taxable Sales	City General Sales Tax Receipts @ 1.00%	Sales Tax Received by City in 1Q	Cumulative City General Sales Tax
Base	2015		\$0				2016	\$0
1	2016	0	\$0	\$0	\$0	\$0	2017	\$0
2	2017	0	\$0	\$0	\$0	\$0	2018	\$0
3	2018	315,000	\$68,193,226	\$0	\$68,193,226	\$681,932	2019	\$681,932
4	2019	0	\$0	\$69,557,091	\$69,557,091	\$695,571	2020	\$1,377,503
5	2020	150,000	\$33,784,873	\$70,948,232	\$104,733,105	\$1,047,331	2021	\$2,424,834
6	2021	0	\$0	\$106,827,767	\$106,827,767	\$1,068,278	2022	\$3,493,112
7	2022	160,000	\$37,493,100	\$108,964,322	\$146,457,423	\$1,464,574	2023	\$4,957,686
8	2023	0	\$0	\$149,386,571	\$149,386,571	\$1,493,866	2024	\$6,451,552
9	2024	0	\$0	\$152,374,302	\$152,374,302	\$1,523,743	2025	\$7,975,295
10	2025	0	\$0	\$155,421,789	\$155,421,789	\$1,554,218	2026	\$9,529,513
11	2026	0	\$0	\$158,530,224	\$158,530,224	\$1,585,302	2027	\$11,114,815
12	2027	0	\$0	\$161,700,829	\$161,700,829	\$1,617,008	2028	\$12,731,823
13	2028	0	\$0	\$164,934,845	\$164,934,845	\$1,649,348	2029	\$14,381,172
14	2029	0	\$0	\$168,233,542	\$168,233,542	\$1,682,335	2030	\$16,063,507
15	2030	0	\$0	\$171,598,213	\$171,598,213	\$1,715,982	2031	\$17,779,489
16	2031	0	\$0	\$175,030,177	\$175,030,177	\$1,750,302	2032	\$19,529,791
17	2032	0	\$0	\$178,530,781	\$178,530,781	\$1,785,308	2033	\$21,315,099
18	2033	0	\$0	\$182,101,397	\$182,101,397	\$1,821,014	2034	\$23,136,113
19	2034	0	\$0	\$185,743,424	\$185,743,424	\$1,857,434	2035	\$24,993,547
20	2035	0	\$0	\$189,458,293	\$189,458,293	\$1,894,583	2036	\$26,888,130
Total for 20 years		625,000			\$2,688,813,000	\$26,888,130		

## Schedule 9A: Forecast of Hotel Occupancy Tax from the a Limited-Service Hotel

**Notes:**

The set of comparable hotels represents potential hotel comparables.

Room counts and taxable room sales for the comparable hotels are from the Texas Comptroller of Public Accounts.

The hotel floor area forecast for the development is the developer's estimate.

Hotel occupancy tax is a percentage of taxable guest room sales.

The City of Rowlett hotel occupancy tax rate is assumed 7% of taxable room sales volume.

**Room Sales Based on Comparables:**

(a) Hotel	(b) Built	(c) Gross Floor Area (SF)	(d) Total Guest Rooms	(e) Gross Floor Area per Guest Room	(f) Annual Room Sales and Tax, 3Q 2013 through 2Q 2014		(g) Taxable Room Sales		(h) City Hotel Occupancy Tax, If 7%	
					Total	Per Guest Room	Total	Per Room	Total	Per Room
Comfort Suites, Rowlett	2000	35,799	62	577	\$918,763	\$14,819		\$64,313	\$1,037	
Hampton Inn, Rockwall	2008	39,863	62	643	\$1,492,225	\$24,068		\$104,456	\$1,685	
La Quinta, Rockwall	1999	37,423	60	624	\$1,131,357	\$18,856		\$79,195	\$1,320	
Sum of comparables set		113,085	184	1,844	\$3,542,345	\$57,743		\$247,964	\$4,042	
Mean average for set				615				\$19,252	\$1,348	
Assumptions for hotels on Rowlett site:		200,000	325	615	\$6,264,925	\$19,252		\$438,545	\$1,348	

**City Hotel Occupancy Tax:**

Year	(b) Hotel Floor Area (SF)	(c) Guest Rooms	(d) Cumulative Completions Through Year Ended Jan. 1,	(e) City Hotel Occupancy Tax, If Plus Inflation @		(f) Per Room	(g) City Tax by 1Q
				This Year	Cumulative		
Base	2015	0	0				2016
1	2016	0	0	\$0	\$0	\$1,348	2017
2	2017	0	0	\$0	\$0		2018
3	2018	200,000	325	\$474,695	\$474,695		2019
4	2019	200,000	325	\$484,189	\$958,884		2020
5	2020	200,000	325	\$493,873	\$1,452,756		2021
6	2021	200,000	325	\$503,750	\$1,956,506		2022
7	2022	200,000	325	\$513,825	\$2,470,331		2023
8	2023	200,000	325	\$524,102	\$2,994,433		2024
9	2024	200,000	325	\$534,584	\$3,529,016		2025
10	2025	200,000	325	\$545,275	\$4,074,292		2026
11	2026	200,000	325	\$556,181	\$4,630,472		2027
12	2027	200,000	325	\$567,304	\$5,197,777		2028
13	2028	200,000	325	\$578,650	\$5,776,427		2029
14	2029	200,000	325	\$590,223	\$6,366,651		2030
15	2030	200,000	325	\$602,028	\$6,968,679		2031
16	2031	200,000	325	\$614,068	\$7,582,747		2032
17	2032	200,000	325	\$626,350	\$8,209,097		2033
18	2033	200,000	325	\$638,877	\$8,847,974		2034
19	2034	200,000	325	\$651,654	\$9,499,628		2035
20	2035	200,000	325	\$664,687	\$10,164,316		2036
Total for 20 years					\$10,164,316		

## Schedule 9B: Forecast of Hotel Occupancy Tax from a Full-Service Resort Hotel

**Notes:**

The set of comparable hotels represents potential hotel comparables.

Room counts and taxable room sales for the comparable hotels are from the Texas Comptroller of Public Accounts.

The hotel floor area forecast for the development is the developer's estimate.

Hotel occupancy tax is a percentage of taxable guest room sales.

The City of Rowlett hotel occupancy tax rate is assumed 7% of taxable room sales volume.

**Room Sales Based on Comparables:**

(a) Hotel	(b) Built	(c) Gross Floor Area (SF)	(d) Total Guest Rooms	(e) Gross Floor Area per Guest Room	(f) Annual Room Sales and Tax, 3Q 2013 through 2Q 2014		(g) Taxable Room Sales		(h) City Hotel Occupancy Tax, If 7%		(i) Per Room
					Total	Per Guest Room	Total	Per Guest Room	Total	Per Room	
					Embassy Suites, Grapevine	1998	329,353	329	1,001	\$15,802,358	
Gaylord Texan, Grapevine	2004	2,886,535	1,511	1,910	\$69,832,211	\$46,216	\$4,888,255	\$3,235			
Great Wolf Lodge, Grapevine	2006	668,392	605	1,105	\$44,578,015	\$73,683	\$3,120,461	\$5,158			
Sum of comparables set		3,884,280	2,445	4,016	\$130,212,584	\$167,930	\$9,114,881	\$11,755			
Mean average for set				1,589		\$53,257		\$3,728			
Assumptions for hotels on Rowlett site:		500,000	315	1,589	\$16,761,483	\$53,257	\$1,173,304	\$3,728			

**City Hotel Occupancy Tax:**

Year	(b) Hotel Floor Area (SF)	(c) Guest Rooms	(d) Cumulative Completions Through Year Ended Jan. 1,	(e) City Hotel Occupancy Tax, If Plus Inflation @		(f) Per Room	(g) City Tax Receives by 1Q
				After 2014			
				This Year	Cumulative		
Base	2015	0	0				2016
1	2016	0	0	\$0	\$0	\$3,728	2017
2	2017	0	0	\$0	\$0		2018
3	2018	500,000	315	\$1,270,022	\$1,270,022		2019
4	2019	500,000	315	\$1,295,422	\$2,565,444		2020
5	2020	500,000	315	\$1,321,331	\$3,886,775		2021
6	2021	500,000	315	\$1,347,757	\$5,234,532		2022
7	2022	500,000	315	\$1,374,712	\$6,609,244		2023
8	2023	500,000	315	\$1,402,207	\$8,011,451		2024
9	2024	500,000	315	\$1,430,251	\$9,441,702		2025
10	2025	500,000	315	\$1,458,856	\$10,900,557		2026
11	2026	500,000	315	\$1,488,033	\$12,388,590		2027
12	2027	500,000	315	\$1,517,794	\$13,906,384		2028
13	2028	500,000	315	\$1,548,149	\$15,454,533		2029
14	2029	500,000	315	\$1,579,112	\$17,033,646		2030
15	2030	500,000	315	\$1,610,695	\$18,644,340		2031
16	2031	500,000	315	\$1,642,909	\$20,287,249		2032
17	2032	500,000	315	\$1,675,767	\$21,963,016		2033
18	2033	500,000	315	\$1,709,282	\$23,672,298		2034
19	2034	500,000	315	\$1,743,468	\$25,415,765		2035
20	2035	500,000	315	\$1,778,337	\$27,194,103		2036
Total for 20 years					\$27,194,103		

### Appendix: Appraisal District Values for Comparable Properties in the Metropolitan Area

The purpose of this schedule is to relate actual appraisals for tax purposes and other quantitative measures of comparable development in the metropolitan area.  
Real property appraisals are for tax year 2014, reflecting values as of January 1, 2014, unless otherwise indicated. Within use types, properties are sorted in descending order of total appraised value per SF of GFA.  
Improvement appraisals include garages, if on the premises. Gross floor area measurements exclude parking garages.

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)	(q)	(r)	(s)	
Use	Development Identity	Street Address	City		Gross Floor Area	Land SF	Floor Coverage	Improvements	Land	Total Value	Total per SF GFA	Land per Land SF	Appraisal Year	Year Built	Stories	Units	Bus. Personal Property	BPP per SF GFA	
<b>Mixed use centers</b>																			
	shopping, theater apartments	3699 McKinney			125,586	169,508	0.74	\$19,049,220	\$16,950,780	\$36,000,000	\$287	\$100							
	residential condos (20)	3699 McKinney			190,062	95,749	1.98	\$21,305,350	\$9,574,650	\$30,880,000	\$162	\$100				4	159		
		3699 McKinney			34,486	17,256	2.00	\$4,372,930	\$1,725,589	\$6,083,890	\$176	\$100					20		
	<b>West Village</b>		Dallas		350,134	282,513	1.24	\$44,727,500	\$8,475,390	\$72,963,890	\$208	\$30	2014	2000		179			
	Legacy Town Center	7240 Dallas			5800 Legacy	111,078	0.00	\$176,538	\$1,999,404	\$2,175,942	\$18	\$18							
		5760 Legacy			62,853	140,829	0.45	\$8,157,558	\$2,112,442	\$10,270,000	\$163	\$15						\$1,293,184	\$21
		7161 Bishop			106,144	218,236	0.49	\$21,792,173	\$2,618,827	\$24,411,000	\$230	\$12						\$1,596,054	\$15
		5700 Legacy			30,814	52,969	0.58	\$3,680,621	\$1,059,379	\$4,740,000	\$154	\$20		2002				\$890,013	\$29
		7205 Bishop			20,509	96,834	0.21	\$2,734,492	\$1,452,508	\$4,187,000	\$204	\$15		2002				\$938,180	\$46
	Angelika, UO, Ginger Man	7205 Bishop			45,960	75,359	0.61	\$8,428,618	\$1,130,382	\$9,559,000	\$208	\$15						\$2,128,583	\$46
	Retail stores and theater	7121 Bishop			266,280	695,305	0.38	\$44,970,000	\$10,372,942	\$55,342,942	\$208	\$15						\$6,846,014	\$26
	Marriott Garage	7120 Dallas			341,917	124,608	2.74	\$44,647,546	\$2,242,944	\$46,890,490	\$137	\$18							
	Hotel	7120 Dallas			0	57,173	0.00	\$1,066,040	\$1,143,460	\$2,209,500	\$20	\$20							
	office incomplete	7250 Dallas			341,917	181,780	1.88	\$45,713,586	\$3,386,404	\$49,099,990	\$144	\$19							
		6900 Dallas			356,196	161,738	2.20	\$16,812,399	\$2,911,289	\$19,723,688	\$55	\$18							
		7160 Dallas			374,300	292,985	1.28	\$74,166,515	\$5,273,722	\$79,440,237	\$212	\$18							
	Office buildings				159,007	171,278	0.93	\$30,544,686	\$3,083,003	\$33,627,689	\$211	\$18							
		7008 Bishop			889,503	626,000	1.42	\$121,523,600	\$11,268,014	\$132,791,614	\$149	\$18			2005				
		5760 Daniel			312,593	200,986	1.56	\$32,505,775	\$2,411,830	\$34,917,605	\$112	\$12							
		6901 Hansell			90,122	32,082	2.81	\$5,745,002	\$802,049	\$6,547,051	\$73	\$25							
		4751 Martin			58,886	36,198	1.63	\$5,642,092	\$904,959	\$6,547,051	\$111	\$25			2006				
		5741 Martin			135,304	65,776	2.06	\$11,169,073	\$1,183,961	\$12,353,034	\$91	\$18			1999				
		7001 Parkwood			237,306	121,968	1.95	\$20,497,333	\$1,463,616	\$21,960,949	\$93	\$12							
		Pearson			128,573	143,330	0.90	\$15,738,845	\$1,719,958	\$17,458,803	\$136	\$12							
		5700 Scroggs			0	102,706	0.00	\$0	\$1,540,587	\$1,540,587	\$15	\$15							
		5701 Scroggs			92,676	66,211	1.40	\$9,587,528	\$1,324,224	\$10,911,752	\$118	\$20			2006				
		5701 Scroggs			53,638	34,482	1.56	\$6,776,173	\$862,053	\$7,638,226	\$142	\$25			2004				
		5720 Scroggs			96,347	107,419	0.90	\$11,482,818	\$1,611,284	\$13,094,102	\$136	\$15			2004				
					16,526	19,467	0.85	\$1,695,676	\$486,674	\$2,182,350	\$132	\$25			2004				
	Multi-family rental dwellings				1,221,971	930,625	1.31	\$120,840,315	\$14,311,195	\$135,151,510	\$111	\$15							
	Open space	Legacy			0	102,527	0.00	\$0	\$1,000	\$1,000	\$0	\$0							
	<b>Legacy Town Center (except Lunsford townhomes)</b>		Plano		2,719,671	2,536,237	1.07	\$333,047,501	\$39,339,555	\$372,387,056	\$137	\$16	2014						
	apartments, retail, office	15500 Quorum			841,707	364,467	2.31	\$73,310,630	\$4,373,600	\$77,684,230	\$92	\$12			1998	4-7	610		
	apartments, retail	4949 Addison Circle			407,762	224,857	1.81	\$45,594,470	\$2,698,280	\$48,292,750	\$118	\$12			1996	4	460		
	apartments	4901 Morris			158,253	49,353	3.21	\$14,745,040	\$592,240	\$15,337,280	\$97	\$12			1999	4	171		
	apartments	4851 Morris			97,809	66,037	1.48	\$7,686,850	\$660,370	\$8,347,220	\$85	\$10			2000	4	93		
	<b>Post at Addison Circle</b>		Addison		1,505,531	704,713	2.14	\$141,336,990	\$8,324,490	\$149,661,480	\$99	\$12	2014			1,334			
	supermarket	907 Bethany			1,004,516	1,245,389	0.81	\$83,977,777	\$7,472,335	\$91,450,112	\$91	\$6			2007				
		985 Bethany			72,060	186,228	0.39	\$6,178,709	\$1,117,366	\$7,296,075	\$101	\$6			2007				
	<b>Watters Creek at Montgomery Farm</b>		Allen		1,076,576	1,431,617	0.75	\$90,156,486	\$8,589,701	\$98,746,187	\$92	\$6	2014						
<b>Retail</b>																			
	Grand Prairie Premium Outlets	2950 IH 20	Grand Prairie		456,473	1,428,175	0.32	\$137,558,376	\$4,441,624	\$142,000,000	\$311	\$3	2014	2011	1		\$28,825,756	\$63	
	Lincoln Park (retail with grocery)	7700 W. Northwest	Dallas		153,642	502,208	0.31	\$12,237,520	\$30,132,480	\$42,370,000	\$276	\$60	2014	1997			\$4,992,560	\$32	
	Sleep Experts, etc.	10910 N Central			10,215	45,999	0.22	\$778,190	\$919,980	\$1,698,170	\$166	\$20		2005	1		\$46,500	\$5	
		10910 N Central			0	7,356	0.00	\$0	\$50,000	\$50,000	\$7	\$7							
		10910 N Central			13,172	52,141	0.25	\$1,209,010	\$1,042,820	\$2,251,830	\$171	\$20		2005	1		\$200,690	\$15	
	Backyard Burgers	10930 N Central			2,223	19,950	0.11	\$1,101,000	\$399,000	\$1,500,000	\$675	\$20		2006	1		\$240,160	\$108	
	<b>Royal Crossing Shopping Center</b>		Dallas		25,610	125,446	0.20	\$3,088,200	\$2,411,800	\$5,500,000	\$215	\$19	2014				\$487,350	\$19	

**Appendix:  
Appraisal District Values for Comparable Properties in the Metropolitan Area**

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)	(q)	(r)	(s)
Use	Development Identity	Street Address	City		Gross Floor Area	Land SF	Floor Coverage	Improvements	Land	Total Value	Total per SF GFA	Land per Land SF	Appraisal Year	Year Built	Stories	Units	Bus. Personal Property	BPP per SF GFA
	MacArthur Mills shopping center	4000 N. MacArthur	Irving		137,223	572,269	0.24	\$17,777,310	\$5,722,690	\$23,500,000	\$171	\$10	2014	1987				
	Grapevine Mills Center	2225 E. Grapevine Mills Cir			4,234	38,898	0.11	\$509,993	\$583,470	\$1,093,463	\$258	\$15		2004				
	Grapevine Mills Center	2225 E. Grapevine Mills Cir			78,344	149,063	0.53	\$6,625,622	\$894,378	\$7,520,000	\$96	\$6		1997				
		2219 Grapevine Mills Cir			53,061	144,794	0.37	\$4,432,238	\$868,764	\$5,301,002	\$100	\$6		1997				
		3000 Grapevine Mills Pkwy			1,325,709	5,423,176	0.24	\$201,968,836	\$32,539,056	\$234,507,892	\$177	\$6		1997				
	<b>Grapevine Mills Center total</b>		Grapevine		1,461,348	5,755,931	0.25	\$213,536,689	\$34,885,668	\$248,422,357	\$170	\$6	2013					
	Allen Premium Outlets	820 W. Stacy	Allen		480,950	2,027,587	0.24	\$64,820,682	\$13,179,318	\$78,000,000	\$162	\$7	2014	2001	1		\$29,929,284	\$62
	Rockwall Towne Center, Ph 3	710 E I30	Rockwall		16,660	82,572	0.20	\$1,658,350	\$1,032,150	\$2,690,500	\$161	\$13	2014	2003				
	shopping mall	8030 Park			162,491	275,165	0.59	\$20,617,580	\$12,382,420	\$33,000,000	\$203	\$45		2007	2		\$8,330,480	\$51
	shopping center	8060 Park			46,029	49,489	0.93	\$7,772,990	\$2,227,010	\$10,000,000	\$217	\$45		2007	1		\$1,779,920	\$39
	apartments	8066 Park			433,599	49,489	8.76	\$75,222,990	\$2,227,010	\$77,450,000	\$179	\$45		2007	10	325		
	office building	8070 Park			259,640	75,612	3.43	\$18,247,450	\$3,402,550	\$21,650,000	\$83	\$45		1974	8		\$5,858,565	\$23
	vacant	8100 Park			0	65,018	0.00	\$0	\$2,470,680	\$2,470,680	\$38							
	shopping center	8130 Park			123,100	169,656	0.73	\$2,365,480	\$7,634,520	\$10,000,000	\$81	\$45		2008	3			
	vacant	8130 Park			0	33,815	0.00	\$0	\$1,284,970	\$1,284,970	\$38							
	shopping mall	8166 Park			406,862	513,902	0.79	\$37,874,390	\$23,125,610	\$61,000,000	\$150	\$45		2007	4		\$13,217,220	\$32
	vacant	8176 Park			0	219,000	0.00	\$0	\$8,322,000	\$8,322,000	\$38							
	<b>The Shops at Park Lane</b>		Dallas		1,431,721	1,451,147	0.99	\$162,100,880	\$63,076,770	\$225,177,650	\$157	\$43	2014				\$29,186,185	\$20
	Mockingbird Central Plaza	5400 Mockingbird	Dallas		81,960	179,641	0.46	\$3,735,160	\$8,982,050	\$12,717,210	\$155	\$50	2014	1985	2		\$1,954,200	\$24
	Stonebriar Mall dept. stores (5)				884,477	2,475,763	0.36	\$23,970,031	\$24,757,630	\$48,727,661	\$55	\$10						
	Other mall stores inside ring road				1,232,169	2,147,726	0.57	\$231,841,660	\$21,958,340	\$253,800,000	\$206	\$10						
	Stonebriar Mall outside ring road				525,865	3,661,545	0.14	\$47,270,897	\$53,081,085	\$100,351,982	\$191	\$14						
	<b>Stonebriar Mall total</b>		Frisco		2,642,511	8,285,034	0.32	\$303,082,588	\$99,797,055	\$402,879,643	\$152	\$12	2014	2000				
	convenience store and car wash	1718 Dalrock	Rowlett		7,355	68,434	0.11	\$422,260	\$684,340	\$1,106,600	\$150	\$10	2014	2001				
	South Frisco Village	2930 Preston	Frisco		234,866	1,092,703	0.21	\$25,608,376	\$8,741,624	\$34,350,000	\$146	\$8	2014	2001			\$8,590,548	\$37
	vacant	Preston			0	147,276	0.00	\$0	\$441,829	\$441,829	\$3						\$0	N.A.
	Taco Bell	6929 Preston			2,906	31,581	0.09	\$430,723	\$505,296	\$936,019	\$322	\$16		1997			\$66,795	\$23
	Aldi	6951 Preston			56,095	231,696	0.24	\$1,604,759	\$1,621,872	\$3,226,631	\$58	\$7		1996			\$460,974	\$8
	Republic Title	7055 Preston			5,004	43,124	0.12	\$390,527	\$689,984	\$1,080,511	\$216	\$16		1997			\$28,427	\$6
	Starbucks, AT&T, Robertson Pools	7135 Preston			5,234	42,253	0.12	\$731,350	\$635,795	\$1,367,145	\$261	\$15		2002			\$169,566	\$32
	Hallmark, Le Peep, offices	7151 Preston			49,250	267,502	0.18	\$5,938,507	\$1,858,794	\$7,797,301	\$158	\$7		1996			\$614,462	\$12
	Wendy's	7201 Preston			2,988	32,975	0.09	\$508,100	\$527,600	\$1,035,700	\$347	\$16		1999			\$134,563	\$45
	Seven Eleven	7225 Preston			3,004	39,857	0.08	\$153,392	\$956,568	\$1,109,960	\$369	\$24		1997			\$358,675	\$119
	Primamed Physicians	7227 Preston			4,593	28,575	0.16	\$577,948	\$385,763	\$963,711	\$210	\$14		1997			\$87,755	\$19
	<b>Preston Stonebrook Center total</b>		Frisco		129,074	864,839	0.15	\$10,335,306	\$7,623,501	\$17,958,807	\$139	\$9	2014				\$1,921,217	\$15
	Preston Forest Shopping Center	11700 Preston			0	364,015	0.00	\$0	\$5,460,230	\$5,460,230	\$15							
	Whole Foods	11700 Preston			78,040	51,960	1.50	\$7,672,330	\$779,400	\$8,451,730	\$108	\$15		2006			\$4,604,290	\$59
		11700 Preston			27,824	27,824	1.00	\$2,115,970	\$417,360	\$2,533,330	\$91	\$15		1960				
		11700 Preston			88,700	42,200	2.10	\$8,803,350	\$633,000	\$9,436,350	\$106	\$15		1961			\$953,510	\$11
	Staples	11700 Preston			29,680	29,280	1.01	\$2,880,310	\$439,200	\$3,319,510	\$112	\$15		1960				
		11700 Preston			21,380	21,380	1.00	\$2,586,990	\$427,600	\$3,014,590	\$141	\$20		1958				
	Wells Fargo	11730 Preston			3,120	15,655	0.20	\$544,350	\$469,650	\$1,014,000	\$325	\$30		2003			\$204,700	\$66
	<b>Preston Forest Shopping Center</b>		Dallas		248,744	552,314	0.45	\$24,603,300	\$8,626,440	\$33,229,740	\$134	\$16	2014					

**Appendix:  
Appraisal District Values for Comparable Properties in the Metropolitan Area**

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)	(q)	(r)	(s)
Use	Development Identity	Street Address	City		Gross Floor Area	Land SF	Floor Coverage	Improvements	Land	Total Value	Total per SF GFA	Land per Land SF	Appraisal Year	Year Built	Stories	Units	Bus. Personal Property	BPP per SF GFA
	Chase Bank	908 McDermott W.			4,485	52,485	0.09	\$652,930	\$970,973	\$1,623,903	\$362	\$18	1999				\$341,939	\$76
	Hobby Lobby, Fed Ex	107 Central N.			135,221	504,826	0.27	\$14,718,718	\$3,533,782	\$18,252,500	\$135	\$7	1999				\$972,640	\$7
	Compass Bank, Gamestop	806 McDermott W.			2,607	54,886	0.05	\$427,324	\$987,948	\$1,415,272	\$543	\$18	1999				\$203,665	\$78
	Jack in the Box	804 McDermott W.			2,799	35,092	0.08	\$440,657	\$666,748	\$1,107,405	\$396	\$19	1999				\$113,157	\$40
	Texaco	802 McDermott W.			3,915	56,192	0.07	\$167,563	\$1,180,040	\$1,347,603	\$344	\$21	1999				\$186,953	\$48
	Chipotle Mexican Grill	103 Central N.			4,683	40,946	0.11	\$530,439	\$777,974	\$1,308,413	\$279	\$19	2000				\$92,111	\$20
	Stacy's Furniture, etc.	111 Central N.			125,370	447,453	0.28	\$5,484,029	\$3,355,898	\$8,839,927	\$71	\$8	1999				\$282,298	\$2
	Arby's	201 Central N.			2,950	35,589	0.08	\$370,814	\$605,013	\$975,827	\$331	\$17	1999				\$63,033	\$21
	Holiday Inn Express	205 Central N.			50,523	92,430	0.55	\$3,040,840	\$785,655	\$3,826,495	\$76	\$9	2006				\$2,550	\$0
	On the Border	213 Central N.			7,200	66,054	0.11	\$786,144	\$1,122,918	\$1,909,062	\$265	\$17	2000				\$208,623	\$29
	Edwin Watts Golf	209 Central N.			4,188	23,435	0.18	\$307,734	\$398,395	\$706,129	\$169	\$17	2001				\$306,970	\$73
	Jason's Deli, misc. retail	906 McDermott W.			29,259	186,380	0.16	\$3,227,840	\$1,304,660	\$4,532,500	\$155	\$7	1999				\$967,913	\$33
	Tom Thumb	900 McDermott W.			59,964	267,350	0.22	\$3,292,936	\$2,005,125	\$5,298,061	\$88	\$8	1999				\$2,485,933	\$41
		914 McDermott W.			7,500	29,664	0.25	\$1,210,712	\$504,288	\$1,715,000	\$229	\$17	2000					
	Chik-Fil-A	902 McDermott W.			3,910	32,247	0.12	\$702,442	\$548,199	\$1,250,641	\$320	\$17	1999				\$182,777	\$47
	Mimi's Café	810 McDermott W.			6,600	52,904	0.12	\$873,025	\$925,820	\$1,798,845	\$273	\$18	2000				\$396,052	\$60
	24-Hour Fitness	510 Watters N.			38,485	146,017	0.26	\$4,299,786	\$803,096	\$5,102,882	\$133	\$5	2002				\$305,087	\$8
	vacant	504 Watters N.			0	55,452	0.00	\$0	\$304,985	\$304,985	\$5	\$5					\$0	N.A.
	<b>McDermott @ Central (NW corner)</b>		Allen		489,659	2,179,403	0.22	\$40,533,933	\$20,781,517	\$61,315,450	\$125	\$10	2014				\$7,111,701	\$15
	Willow Bend Mall dept. stores (4)				723,629	731,322	0.99	\$25,954,830	\$8,647,683	\$34,602,513	\$48	\$12						
	Other mall stores				856,870	2,684,450	0.32	\$115,737,128	\$26,844,504	\$142,581,632	\$166	\$10						
	Park Blvd. pad sites				50,628	435,252	0.12	\$7,372,257	\$11,127,991	\$18,500,248	\$365	\$26						
	<b>Willow Bend Mall total</b>		Plano		1,631,127	3,851,024	0.42	\$149,064,215	\$46,620,178	\$195,684,393	\$120	\$12	2014	2000				
	Rockwall Towne Center, Ph 4	2455 Ridge	Rockwall		57,303	334,541	0.17	\$3,940,270	\$2,843,600	\$6,783,870	\$118	\$9	2014	2005				
		1800 Dalrock	Rowlett		10,240	57,240	0.18	\$134,750	\$878,870	\$1,013,620	\$99	\$15	2014	2005				
	Wal-Mart Supercenter	1721 Custer N.	McKinney		207,873	1,003,348	0.21	\$10,743,300	\$6,512,090	\$17,255,390	\$83	\$6	2014	2006			\$8,427,683	\$41
	Costco	3800 Central N.	Plano		151,761	716,998	0.21	\$6,781,017	\$5,018,983	\$11,800,000	\$78	\$7	2014	2000			\$10,985,059	\$72
	Wal-Mart Supercenter	6000 Coit	Plano		112,965	545,241	0.21	\$5,253,509	\$3,544,067	\$8,797,576	\$78	\$7	2014	2000			\$4,950,064	\$44
	Wal-Mart Supercenter	6001 Central N.	Plano		208,390	840,621	0.25	\$8,565,057	\$6,724,967	\$15,290,024	\$73	\$8	2014	1994			\$8,564,401	\$41
	Super Target	5301 N. Garland	Garland		174,664	564,455	0.31	\$6,555,450	\$5,644,550	\$12,200,000	\$70	\$10	2014	2002			\$4,375,770	\$25
	Super Target	3730 Belt Line	Addison		122,202	502,574	0.24	\$4,374,410	\$4,020,590	\$8,395,000	\$69	\$8	2014	1993			\$3,233,360	\$26
	Home Depot	11682 Forest Central	Dallas		110,214	547,549	0.20	\$901,000	\$5,475,490	\$6,376,490	\$58	\$10	2014	1998			\$4,803,150	\$44
	<b>Supermarkets</b>																	
	Tom Thumb	7117 Inwood	Dallas		42,203	106,766	0.40	\$2,625,260	\$2,135,320	\$4,760,580	\$113	\$20	2014	2010			\$3,373,990	\$80
	Kroger	4142 Cedar Springs	Dallas		50,012	133,676	0.37	\$1,148,010	\$4,010,280	\$5,158,290	\$103	\$30	2014	1996			\$3,280,840	\$66
	Central Market	5750 E. Lovers	Dallas		76,589	313,984	0.24	\$926,550	\$6,605,920	\$7,532,470	\$98	\$21	2014	2001			\$5,752,060	\$75
	Kroger	2935 Ridge	Rockwall		73,980	312,669	0.24	\$4,473,690	\$2,657,690	\$7,131,380	\$96	\$9	2014	2005			\$3,817,510	\$52
	Kroger	5665 E. Mockingbird	Dallas		79,228	349,046	0.23	\$1,480,260	\$6,104,060	\$7,584,320	\$96	\$17	2014	1994			\$3,484,270	\$44
	Tom Thumb	3757 Forest	Dallas		48,250	165,789	0.29	\$2,700,920	\$1,657,890	\$4,358,810	\$90	\$10	2014	1984			\$2,446,620	\$51
	Tom Thumb	900 McDermott W.	Allen		59,964	267,350	0.22	\$3,292,936	\$2,005,125	\$5,298,061	\$88	\$8	2014	1999			\$2,485,933	\$41
	Tom Thumb	4848 Preston	Frisco		63,369	276,044	0.23	\$3,284,060	\$2,208,352	\$5,492,412	\$87	\$8	2014	1999			\$2,800,446	\$44
	Kroger	950 E. Sandy Lake	Coppell		63,507	305,294	0.21	\$2,695,080	\$2,442,350	\$5,137,430	\$81	\$8	2014	1998			\$3,687,650	\$58

**Appendix:  
Appraisal District Values for Comparable Properties in the Metropolitan Area**

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)	(q)	(r)	(s)	
Use	Development Identity	Street Address	City		Gross Floor Area	Land SF	Floor Coverage	Improvements	Land	Total Value	Total per SF GFA	Land per Land SF	Appraisal Year	Year Built	Stories	Units	Bus. Personal Property	BPP per SF GFA	
<b>Restaurants</b>																			
	Sonic	3260 N. Goliad	Rockwall		1,651	39,640	0.04	\$485,840	\$237,840	\$723,680	\$438	\$6	2014	2009			\$149,640	\$91	
	Applebee's	1820 University W.	McKinney		5,489	72,092	0.08	\$609,888	\$1,297,656	\$1,907,544	\$348	\$18	2014	1993			\$135,174	\$25	
	Red Lobster	3056 Preston	Frisco		7,087	74,226	0.10	\$859,049	\$1,484,520	\$2,343,569	\$331	\$20	2014	2001			\$280,858	\$40	
	Chili's	1610 N. Cockrell Hill	Dallas		5,844	85,072	0.07	\$635,920	\$1,280,080	\$1,916,000	\$328	\$15	2014	2004			\$268,530	\$46	
	Blue Mesa	8200 Dallas	Plano		7,701	76,361	0.10	\$1,090,682	\$1,527,214	\$2,617,896	\$340	\$20	2014	2001			\$90,821	\$12	
	Olive Garden	2886 Preston	Frisco		8,144	76,666	0.11	\$966,099	\$1,533,320	\$2,499,419	\$307	\$20	2014	2001			\$269,563	\$33	
	Applebee's	687 E I30	Rockwall		4,668	55,234	0.08	\$431,103	\$994,210	\$1,425,313	\$305	\$18	2014	2007			\$135,330	\$29	
	McDonald's	13105 Montfort	Dallas		4,612	30,000	0.15	\$665,960	\$733,980	\$1,399,940	\$304	\$24	2014	2001			\$358,030	\$78	
	Buca di Beppo	8580 S. H. 121	Frisco		7,781	60,113	0.13	\$1,055,693	\$1,202,260	\$2,257,953	\$290	\$20	2014	2001			\$139,073	\$18	
	Jack-in-the-Box	3117 Inwood	Dallas		2,082	17,568	0.12	\$178,370	\$421,630	\$600,000	\$288	\$24	2014	2003			\$73,800	\$35	
	Steak N Shake	2205 Grapevine Mills	Grapevine		3,884	54,791	0.07	\$68,081	\$1,027,331	\$1,095,412	\$282	\$19	2014	2001			\$68,775	\$18	
	On the Border	5000 S. H. 121	Plano		7,320	66,603	0.11	\$818,863	\$1,198,854	\$2,017,717	\$276	\$18	2014	1998			\$172,965	\$24	
	Joe's Crab Shack	3320 Central	Plano		7,747	87,120	0.09	\$828,487	\$1,219,680	\$2,048,167	\$264	\$14	2014	1997			\$218,214	\$28	
	Cracker Barrel	2700 Grapevine Mills	Grapevine		10,148	86,748	0.12	\$890,370	\$1,759,630	\$2,650,000	\$261	\$20	2014	2006			\$444,404	\$44	
	Texas Roadhouse	3001 State Hwy 121	Bedford		7,200	100,912	0.07	\$915,388	\$731,612	\$1,647,000	\$229	\$7	2014	2005			\$200,504	\$28	
	BJ's Brewhouse and Pub	1101 Central	Plano		7,834	34,400	0.23	\$1,096,411	\$481,600	\$1,578,011	\$201	\$14	2014	2004			\$989,811	\$126	
	Dickey's Barbecue	711 Keller Parkway	Keller		3,434	37,805	0.09	\$240,485	\$415,855	\$656,340	\$191	\$11	2014	2005			\$132,089	\$38	
	Applebee's	2215 Grapevine Mills	Grapevine		6,897	62,467	0.11	\$1,000	\$937,005	\$938,005	\$136	\$15	2014	1999			\$185,936	\$27	
<b>Hotels</b>																			
	The Highland	5300 N Central	Dallas		115,018	108,356	1.06	\$17,180,340	\$5,959,560	\$23,139,900	\$201	\$55	2014	1967	9	198			
	Hilton Bella Harbor	2055 Summer Lee	Rockwall		164,601	388,749	0.42	\$25,266,550	\$7,774,980	\$33,041,530	\$201	\$20	2014	2007	5	231			
	Great Wolf Lodge	100 Great Wolf	Grapevine		668,392	1,590,201	0.42	\$110,019,652	\$8,746,106	\$118,765,758	\$178	\$6	2014	2006		605			
	Ritz Carlton	2121 McKinney	Dallas		284,513	145,686	1.95	\$28,756,750	\$17,482,320	\$46,239,070	\$163	\$120	2014	2005	8	217			
	Aloft	6853 Dallas	Plano		67,587	116,728	0.58	\$7,282,901	\$2,101,099	\$9,384,000	\$139	\$18	2014	2008		136			
	W Hotel	2440 Victory Park	Dallas		294,261	20,086	14.65	\$35,033,600	\$1,305,570	\$36,339,170	\$123	\$65	2014	2004	12	252			
	Hampton Inn	1549 Laguna	Rockwall		39,863	74,444	0.54	\$3,449,170	\$1,116,660	\$4,565,830	\$115	\$15	2014	2008		62			
	Marriott	8440 Freeport	Irving		367,000	504,367	0.73	\$38,353,860	\$2,521,840	\$40,875,700	\$111	\$5	2014	1981	19	492	\$1,078,080	\$3	
	Embassy Suites	7600 John Q. Hammons	Frisco		309,688	80,586	3.84	\$32,741,630	\$1,208,790	\$33,950,420	\$110	\$15	2014	2004		329	\$148,120		
	Embassy Suites	2401 Bass Pro	Grapevine		329,353	354,251	0.93	\$31,385,621	\$3,786,431	\$35,172,052	\$107	\$11	2014	1998		329	\$104,374	\$0	
	Homewood Suites	2214 W. Grapevine Mills C	Grapevine		85,831	117,495	0.73	\$7,644,264	\$1,409,940	\$9,054,204	\$105	\$12	2014	2000		105			
	Hampton Inn	3199 Parkwood	Frisco		67,298	127,021	0.53	\$4,638,541	\$1,905,300	\$6,543,841	\$97	\$15	2014	2002		105			
	La Quinta	689 E. I30	Rockwall		37,423	54,450	0.69	\$3,034,640	\$544,500	\$3,579,140	\$96	\$10	2014	1999		60			

**Appendix:  
Appraisal District Values for Comparable Properties in the Metropolitan Area**

(a) Use	(b) Development Identity	(c) Street Address	(d) City	(e)	(f) Gross Floor Area	(g) Land SF	(h) Floor Coverage	(i) Improvements	(j) Land	(k) Total Value	(l) Total per SF GFA	(m) Land per Land SF	(n) Appraisal Year	(o) Year Built	(p) Stories	(q) Units	(r) Bus. Personal Property	(s) BPP per SF GFA
	Hampton Inn	13600 North Freeway	Fort Worth		64,439	101,843	0.63	\$5,047,685	\$814,744	\$5,862,429	\$91	\$8	2013			102		
	Fairmont Hotel	1717 N. Akard	Dallas		579,037	87,617	6.61	\$43,594,680	\$7,447,450	\$51,042,130	\$88	\$85	2014	1961	24	550		
		300 Reunion			940,573	267,200		\$59,312,000	\$10,688,000	\$70,000,000				1978	29	1,122		
		500 S. Stemmons			0	1,310,476		\$0	\$5,241,840	\$5,241,840								
		201 Reunion			0	76,348		\$0	\$3,053,920	\$3,053,920								
		400 S. Stemmons			0	57,974		\$0	\$2,318,960	\$2,318,960								
		311 Reunion			0	16,946		\$0	\$677,840	\$677,840								
		300 Hyatt Regency			0	9,165		\$0	\$366,600	\$366,600								
	Hyatt Regency Hotel		Dallas		940,573	1,738,109	0.54	\$59,312,000	\$22,347,160	\$81,659,160	\$87	\$13	2013			1,122		
	Hilton Garden Inn	705 Central Expy. S.	Allen		94,047	151,406	0.62	\$6,613,057	\$1,286,943	\$7,900,000	\$84	\$8	2014		6	150	\$17,326	\$0
	Richardson Hotel	701 E. Campbell	Richardson		238,184	304,920	0.78	\$17,474,990	\$2,439,360	\$19,914,350	\$84	\$8	2014	1986	18	342		
	Gaylord Texan	1501 Gaylord Trail	Grapevine		2,886,535	2,231,971	1.29	\$233,167,640	\$7,811,898	\$240,979,538	\$83	\$3	2014	2004		1,511	\$2,394,329	\$1
	Holiday Inn at Pinnacle Park	4321 Communications	Dallas		58,886	108,900	0.54	\$4,189,340	\$680,630	\$4,869,970	\$83	\$6	2014	2009	4	89		
		900 E. Lookout			176,900	38,155	4.64	\$13,549,760	\$305,240	\$13,855,000	\$78	\$8						
		900 E. Lookout			104,723	18,077	5.79	\$8,017,580	\$171,732	\$8,189,312	\$78	\$10						
		900 E. Lookout			30,000	74,697	0.40	\$2,790,381	\$709,619	\$3,500,000	\$117	\$9						
	Marriott Renaissance		Richardson		311,623	130,929	2.38	\$24,357,721	\$1,186,591	\$25,544,312	\$82	\$9	2014	2000	12	218		
		221 E. Las Colinas			469,805	254,760	1.84	\$31,579,760	\$3,057,120	\$34,636,880	\$74	\$12		1982	27	421		
		215 E. Las Colinas			5,135	34,834	0.15	\$245,110	\$418,010	\$663,120	\$129	\$12		1981				
	Omni Mandalay		Irving		474,940	289,594	1.64	\$31,824,870	\$3,475,130	\$35,300,000	\$74	\$12	2014			421		
	Super 8 Motel	220 W. Spring Valley	Richardson		26,352	57,504	0.46	\$1,190,170	\$460,030	\$1,650,200	\$63	\$8	2014			57		
	Comfort Suites	8701 E. I30	Rowlett		35,799	81,893	0.44	\$830,790	\$1,146,500	\$1,977,290	\$55	\$14	2014	2000		62		
	Holiday Inn Express	4220 Preston	Frisco		32,080	62,674	0.51	\$1,123,250	\$626,750	\$1,750,000	\$55	\$10	2014	1998				
	Holiday Inn Express	700 E. Central Parkway	Plano		98,951	174,240	0.57	\$3,467,440	\$1,132,560	\$4,600,000	\$46	\$7	2014	1984		137		
	Super 8 Motel	910 N. Central	McKinney		30,486	79,597	0.38	\$530,357	\$795,970	\$1,326,327	\$44	\$10	2014		3			
	Super 8 Motel	11421 LBJ	Garland		32,969	68,928	0.48	\$884,850	\$551,860	\$1,436,710	\$44	\$8	2014			60		
	<b>Health and fitness</b>																	
	LA Fitness	3200 Grapevine Mills	Grapevine		42,679	224,487	0.19	\$4,753,375	\$2,102,419	\$6,855,794	\$161	\$9	2010	2006			\$478,545	\$11
	Life Time Fitness	1221 Church	Colleyville		108,232	556,134	0.19	\$9,748,069	\$2,485,919	\$12,233,988	\$113	\$4	2010	2004			\$1,109,573	\$10
	<b>Office buildings</b>																	
	Texas Health Resources Center	7115 Greenville	Dallas		87,621	159,425	0.55	\$19,086,900	\$1,913,100	\$21,000,000	\$240	\$12	2014	2002	4		\$8,016,110	\$91
	2100 McKinney	2100 McKinney	Dallas		374,654	136,491	2.74	\$68,132,100	\$16,378,920	\$84,511,020	\$226	\$120	2014	1998	13		\$8,349,040	\$22
	Knox Park Village	3001 Knox	Dallas		82,581	87,172	0.95	\$9,726,400	\$4,358,600	\$14,085,000	\$171	\$50	2014	2002	4		\$1,534,810	\$19
	Hall Office Park (developed tracts only)		Frisco		2,009,099	5,464,122	0.37	\$266,010,978	\$38,919,522	\$304,930,500	\$152	\$7	2013					
	Lakeside Office Park @ Preston Wade	6351 Preston	Frisco		41,810	207,128	0.20	\$4,738,913	\$1,470,607	\$6,209,520	\$149	\$7	2014	2005			\$1,039,650	\$25
	Chase Tower	2200 Ross	Dallas		1,253,167	111,993	11.19	\$174,253,890	\$8,399,480	\$182,653,370	\$146	\$75	2014	1985	55		\$26,747,200	\$21
	Trammell Crow Center	2001 Ross	Dallas		1,245,324	95,048	13.10	\$162,871,400	\$7,128,900	\$170,000,300	\$137	\$75	2014	1982	54		\$22,650,010	\$18

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(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)	(q)	(r)	(s)
Use	Development Identity	Street Address	City		Gross Floor Area	Land SF	Floor Coverage	Improvements	Land	Total Value	Total per SF GFA	Land per Land SF	Appraisal Year	Year Built	Stories	Units	Bus. Personal Property	BPP per SF GFA
	TGI Friday's Headquarters	4201 Marsh	Carrollton		138,598	520,324	0.27	\$13,396,760	\$5,203,240	\$18,600,000	\$134	\$10	2014	2003	2		\$1,647,432	\$12
	Facial Surgery Center	6101 Chapel Hill	Plano		27,100	103,220	0.26	\$2,377,607	\$1,238,628	\$3,616,235	\$133	\$12	2014	2003			\$570,098	\$21
	1900 Dalrock Road	1900 Dalrock	Rowlett		22,358	62,291	0.36	\$2,334,930	\$622,910	\$2,957,840	\$132	\$10	2014	2008			\$228,980	\$10
	1845 Woodall Rodgers	1845 Woodall Rodgers	Dallas		185,007	36,190	5.11	\$19,592,299	\$4,342,800	\$23,935,099	\$129	\$120	2014	1984	17		\$2,347,240	\$13
		5201 N. O'Connor			32,887	81,478	0.40	\$6,653,260	\$977,740	\$7,631,000	\$232	\$12		1981	3			
		5205 N. O'Connor			411,592	222,967	1.85	\$51,065,400	\$2,675,600	\$53,741,000	\$131	\$12		1981	14			
		5215 N. O'Connor			735,258	210,408	3.49	\$87,718,100	\$2,524,900	\$90,243,000	\$123	\$12		1981	28			
		5221 N. O'Connor			411,592	157,408	2.61	\$51,496,100	\$1,888,900	\$53,385,000	\$130	\$12		1981	14			
	Williams Center		Irving		1,591,329	672,261	2.37	\$196,932,860	\$8,067,140	\$205,000,000	\$129	\$12	2014					
	Fountain Place	1445 Ross	Dallas		1,297,418	78,848	16.45	\$148,902,810	\$6,702,080	\$155,604,890	\$120	\$85	2014	1984	60			
	Wayside Business Center	8222 N. Beltline	Irving		136,000	452,588	0.30	\$12,250,450	\$1,810,350	\$14,060,800	\$103	\$4	2013	2000	2		\$1,510,700	\$11
	Nokia Building 4	6000 Connection	Irving		366,000	478,186	0.77	\$30,895,880	\$2,869,120	\$33,765,000	\$92	\$6	2013	1997	4		\$33,994,880	\$93
	DFW Freeport 8th INST	8650 S. Freeport	Irving		95,268	265,215	0.36	\$7,521,130	\$1,193,470	\$8,714,600	\$91	\$5	2013	1998	2		\$249,260	\$3
	Freeport Office Center Ph 3	8700 Freeport	Irving		152,200	516,521	0.29	\$10,875,660	\$2,324,340	\$13,200,000	\$87	\$4	2013	1998	2		\$6,193,280	\$41
	Royal Regent Business Park	3660 Regent	Irving		159,000	587,929	0.27	\$11,523,280	\$2,351,720	\$13,875,000	\$87	\$4	2014	1999	2		\$3,830,980	\$24
	ATT at Pinnacle Park	4331 Communications	Dallas		207,992	520,978	0.40	\$14,871,480	\$1,823,420	\$16,694,900	\$80	\$3	2014	2000	4		\$55,420	\$0
	NEC America Buildings (2)	6535 N. State Hwy 161			543,965	349,382	1.56	\$34,030,590	\$2,096,290	\$36,126,880	\$66	\$6		1999	4		\$6,913,430	\$13
	NEC America garage	6560 Parkridge			0	491,374	0.00	\$2,924,880	\$2,948,240	\$5,873,120	\$6	\$6		1999	4			
	NEC America		Irving		543,965	840,756	0.65	\$36,955,470	\$5,044,530	\$42,000,000	\$77	\$6	2013					
<b>Residences, rental</b>																		
	Ashton	2215 Cedar Springs	Dallas		390,770	96,790	4.04	\$68,708,650	\$6,291,350	\$75,000,000	\$192	\$65	2014	2003	18	267		
	Marquis on McKinney	3324 McKinney	Dallas		141,392	39,814	3.55	\$21,878,600	\$3,561,400	\$25,440,000	\$180	\$89	2014	2002	7	144		
	Pavilion Townplace	7700 W. Greenway	Dallas		327,016	446,555	0.73	\$42,534,350	\$13,465,650	\$56,000,000	\$171	\$30	2014	2001	3	273		
	The Mondrian	3000 Blackburn	Dallas		361,984	123,275	2.94	\$50,230,750	\$8,629,250	\$58,860,000	\$163	\$70	2014	2003	20	218		
	Gables Ellis Street	3101 State	Dallas		118,211	116,819	1.01	\$10,265,170	\$8,761,430	\$19,026,600	\$161	\$75	2014	2001	3	82		
	Arts	2611 Ross	Dallas		215,819	63,858	3.38	\$28,453,230	\$4,150,770	\$32,604,000	\$151	\$65	2014	2008	5	228		
	Lincoln Park	5445 Caruth Haven	Dallas		395,377	636,281	0.62	\$28,827,350	\$28,632,650	\$57,460,000	\$145	\$45	2014	1997	3	338		
	Hi Line Apartments	1551 Oak Lawn	Dallas		343,060	214,489	1.60	\$44,913,250	\$3,217,340	\$48,130,590	\$140	\$15	2014	2008	4	355		
	Cityville at Fitzhugh	2819 N. Fitzhugh	Dallas		186,359	155,596	1.20	\$22,110,300	\$3,389,700	\$25,500,000	\$137	\$22	2014	2004	3	222		
	Rovello	2610 Allen	Dallas		397,294	132,117	3.01	\$42,041,430	\$9,908,780	\$51,950,210	\$131	\$75	2014	1999	7	290		
	Easton	2525 Henderson	Dallas		128,630	129,198	1.00	\$13,000,500	\$3,875,940	\$16,876,440	\$131	\$30	2014	2003	3	150		
	AMLI on Maple	6008 Maple	Dallas		281,500	261,626	1.08	\$31,380,170	\$5,232,520	\$36,612,690	\$130	\$20	2014	2011	4	300		
	Legacy Apartments - North	7560 Bishop	Plano		328,176	295,772	1.11	\$36,774,527	\$2,218,293	\$38,992,820	\$119	\$8	2014	2007				
	Cityville Oak Park	5150 Bowser	Dallas		204,905	134,165	1.53	\$20,018,050	\$4,024,950	\$24,043,000	\$117	\$30	2014	2008	5	171		
	Cityville at Live Oak	4207 Live Oak	Dallas		200,466	174,981	1.15	\$21,410,200	\$1,749,800	\$23,160,000	\$116	\$10	2014	2003	3	239		

**Appendix:  
Appraisal District Values for Comparable Properties in the Metropolitan Area**

(a) Use	(b) Development Identity	(c) Street Address	(d) City	(e)	(f) Gross Floor Area	(g) Land SF	(h) Floor Coverage	(i) Improvements	(j) Land	(k) Total Value	(l) Total per SF GFA	(m) Land per Land SF	(n) Appraisal Year	(o) Year Built	(p) Stories	(q) Units	(r) Bus. Personal Property	(s) BPP per SF GFA
	Canal Side Lofts	350 E. Las Colinas	Irving		324,749	216,650	1.50	\$34,426,000	\$2,600,000	\$37,026,000	\$114	\$12	2014	2005		306		
	Legacy Apartments - UDR	7008 Bishop	Plano		312,593	200,986	1.56	\$32,505,775	\$2,411,830	\$34,917,605	\$112	\$12	2014	2005				
	The Mission at La Villita - Ph 2	6714 Deseo	Irving		161,973	253,911	0.64	\$15,735,930	\$1,523,470	\$17,259,400	\$107	\$6	2014	2006	3	159		
	Northbridge at the Village	8603 Southwestern	Dallas		355,524	715,125	0.50	\$26,513,120	\$10,726,880	\$37,240,000	\$105	\$15	2014	1999	3	392		
	Monterra	301 W. Las Colinas	Irving		318,005	286,407	1.11	\$29,563,120	\$3,436,880	\$33,000,000	\$104	\$12	2014	2006	4	282		
	Galatyn Urban Center	2301 Performance	Richardson		364,798	195,236	1.87	\$35,028,580	\$1,171,420	\$36,200,000	\$99	\$6	2014	2007	4	278		
		1801 N. Greenville			404,719	245,678	1.65	\$37,808,290	\$1,965,420	\$39,773,710	\$98	\$8			4	351		
		1851 N. Greenville			89,689	86,249	1.04	\$8,550,010	\$689,990	\$9,240,000	\$103	\$8			4	84		
	Post Eastside		Richardson		494,408	331,927	1.49	\$46,358,300	\$2,655,410	\$49,013,710	\$99	\$8	2014	2007	4	435		
	Cypress Lake at Stonebriar	8404 Warren	Frisco		455,307	1,208,742	0.38	\$38,165,032	\$4,834,968	\$43,000,000	\$94	\$4	2013	2001				
	Bella Casita	851 Lake Carolyn	Irving		276,758	233,307	1.19	\$22,700,320	\$2,799,680	\$25,500,000	\$92	\$12	2014	2006	4	268		
	Estancia at Ridgeview Ranch	10200 Independence	Plano		537,872	1,580,479	0.34	\$41,521,552	\$6,321,915	\$47,843,467	\$89	\$4	2013	2006				
	Alta Cobb Hill	6000 Eldorado	Frisco		360,589	1,001,401	0.36	\$25,925,978	\$6,008,405	\$31,934,383	\$89	\$6	2013	2008	4	340		
	Camden Farmers Market	2210 Canton	Dallas		381,391	309,358	1.23	\$29,010,070	\$4,640,370	\$33,650,440	\$88	\$15	2014	1999	3	312		
	Waters Edge	5501 Lakeview	Rowlett		82,847	212,329	0.39	\$6,350,680	\$849,320	\$7,200,000	\$87	\$4	2014	2000	3	96		
	Camden Panther Creek	9415 Panther Creek	Frisco		284,450	731,939	0.39	\$20,905,458	\$3,293,724	\$24,199,182	\$85	\$4	2013	2008				
	The Gates at Allen Station	505 Exchange	Allen		325,956	754,851	0.43	\$24,756,021	\$2,641,979	\$27,398,000	\$84	\$4	2013	2006	3			
		1404 Vontress	Plano		195,862	96,834	2.02	\$12,670,847	\$2,420,847	\$15,091,694	\$77	\$25		2001				
		1404 Vontress	Plano		49,305	28,218	1.75	\$4,790,605	\$567,151	\$5,357,756	\$109	\$20		2001				
	Eastside Village Phase 2				245,167	125,052	1.96	\$17,461,452	\$2,987,998	\$20,449,450	\$83	\$24	2014	2001				
	Parkside at Firewheel	200 River Fern	Garland		288,996	174,170	1.66	\$22,608,100	\$696,680	\$23,304,780	\$81	\$4	2014	2012	4	282		
	La Villita Phase 1A	6604 Deseo	Irving		277,606	365,686	0.76	\$20,116,880	\$2,194,120	\$22,311,000	\$80	\$6	2014	2004		201		
	La Villita Phase 1	6504 Deseo	Irving		183,274	186,175	0.98	\$13,090,950	\$1,117,050	\$14,208,000	\$78	\$6	2014	2004	3	129		
	Mandalay on the Lake	620 Lake Carolyn	Irving		463,152	320,645	1.44	\$32,402,260	\$3,847,740	\$36,250,000	\$78	\$12	2014	2004	3	366		
	Rockwall Commons	1309 Ridge	Rockwall		245,501	289,482	0.85	\$17,534,740	\$1,447,410	\$18,982,150	\$77	\$5	2014	2005				
	Mission Rockwall	923 Yellow Jacket	Rockwall		200,352	697,308	0.29	\$13,031,190	\$2,440,580	\$15,471,770	\$77	\$4	2014	1998				
	Kia Ora Park	9300 Coit	Plano		329,341	664,682	0.50	\$21,676,590	\$3,323,410	\$25,000,000	\$76	\$5	2013	2006				
	Sonoma Court	970 W. Yellow Jacket	Rockwall		139,917	388,346	0.36	\$8,780,800	\$1,747,560	\$10,528,360	\$75	\$5	2014	2011				
	Jefferson at University	4400 W. University	Dallas		482,441	458,600	1.05	\$31,289,600	\$4,586,000	\$35,875,600	\$74	\$10	2014	2000	3	410		
	Orion at Rockwall	1470 S. John King	Rockwall		244,227	791,267	0.31	\$15,787,450	\$1,780,350	\$17,567,800	\$72	\$2	2014	2009				
	Grand Estates of Prosper	980 S. Coit	Prosper		272,584	845,086	0.32	\$13,423,448	\$3,380,343	\$16,803,791	\$62	\$4	2013	2008	2	308		
	Times Square at Craig Ranch	7951 Collin McKinney	McKinney		483,386	201,160	2.40	\$27,769,599	\$2,011,601	\$29,781,200	\$62	\$10	2013	2007				

**BAYSIDE DISTRICT  
CONSTRUCTION COST ESTIMATES**

KIMLEY HORN MAJOR INFRASTRUCTURE ESTIMATE	\$ 101,746,900
BAYSIDE PERIMETER TRAILS AND PARKS	\$ 5,000,000
BAYSIDE ENHANCED PAVING AND PARKING GARAGES	\$ 10,000,000
PUBLIC ART, TROLLEY IMPROVEMENTS, SHOW FOUNTAIN AMENITIES, DOG PARKS, AND BAYSIDE PARK (EVENT PARK)	<u>\$ 20,000,000</u>
 TOTAL ESTIMATED SITE IMPROVEMENTS	 \$ 136,746,900

**KIMLEY-HORN and ASSOCIATES, Inc.**

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**PRELIMINARY  
ENGINEER'S OPINION OF PROBABLE CONSTRUCTION COSTS**

**FOR  
Major Infrastructure Improvements  
Robertson Park**

SITE PLAN: KHA Exhibits  
STATUS: Preliminary OPC  
PREPARED BY: KHA

DATE: 10/17/2014

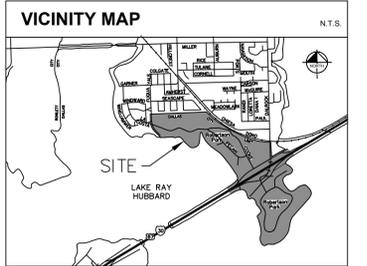
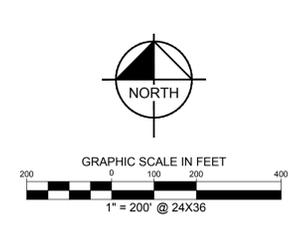
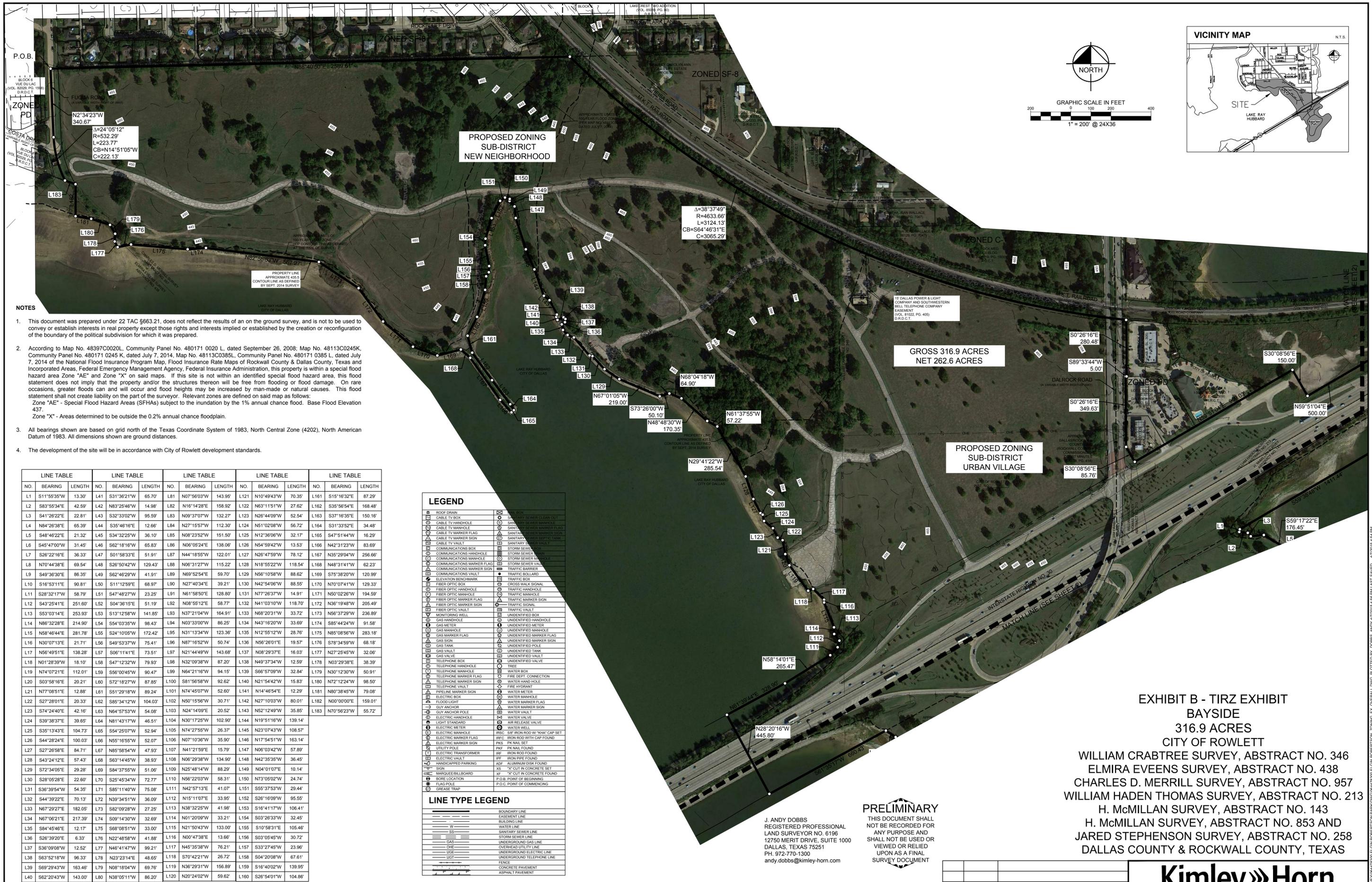
	PHASE			Total
	Mixed Use North	Mixed Use South	Other	
<b>STREET IMPROVEMENTS</b>				
On-Site Street Improvements	\$ 20,137,900	\$ 39,149,900		\$ 59,287,800
On-Site Intersection Improvements	\$ 682,600	\$ 1,437,200		\$ 2,120,000
Off-Site Improvements				
Dal-Rock Interchange	\$ -	\$ 16,716,600		\$ 16,716,600
<b>STREET IMPROVEMENTS</b>	<b>\$ 20,820,700</b>	<b>\$ 57,303,700</b>		<b>\$ 78,124,400</b>
<b>EARTHWORK</b>				
Mass Grading	\$ 1,184,900	\$ 2,700,800		\$ 3,885,700
Canal		\$ 327,400		\$ 327,400
Jetty		\$ 2,598,800		\$ 2,598,800
Sea Wall	\$ 433,100	\$ 4,057,800		\$ 4,490,900
Site Retaining Walls (assumed to be site developer cost)				\$ -
<b>EARTHWORK</b>	<b>\$ 1,618,000</b>	<b>\$ 9,684,800</b>	<b>\$ -</b>	<b>\$ 11,302,800</b>
<b>MAJOR DRAINAGE IMPROVEMENTS</b>				
Drainage Outfalls to Lake (assume \$75,000 each for Stormceptor and armoring)	\$ 150,000	\$ 300,000		\$ 450,000
Roadway Crossing(s)	\$ -	\$ 1,485,000		\$ 1,485,000
<b>MAJOR DRAINAGE IMPROVEMENTS</b>	<b>\$ 150,000</b>	<b>\$ 1,785,000</b>	<b>\$ -</b>	<b>\$ 1,935,000</b>
<b>WATER AND WASTEWATER IMPROVEMENTS</b>				
Offsite Utility Improvements			\$ 10,384,700	
<b>WATER AND WASTEWATER IMPROVEMENTS</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 10,384,700</b>	<b>\$ 10,384,700</b>
<b>FRANCHISE UTILITY IMPROVEMENTS</b>				
Overhead Electric Burial (\$310/LF)				
<b>FRANCHISE UTILITY IMPROVEMENTS</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
Indicates allowance				
<b>MISCELLANEOUS</b>				
USACE Permitting	\$ -	\$ -		\$ -
On-Site Tree Mitigation	\$ -	\$ -		\$ -
<b>MISCELLANEOUS</b>	<b>\$ -</b>	<b>\$ -</b>		<b>\$ -</b>
<b>OPEN SPACE</b>				
Open Space Landscaping	\$ -	\$ -		\$ -
Drainage Crossing Enhancements	\$ -	\$ -		\$ -
Paver Upgrades (Roads)	\$ -	\$ -		\$ -
On-Site Wayfinding Signage	\$ -	\$ -		\$ -
Entry Enhancements	\$ -	\$ -		\$ -
Perimeter Landscape Enhancements	\$ -	\$ -		\$ -
Other	\$ -	\$ -		\$ -
<b>OPEN SPACE</b>	<b>\$ -</b>	<b>\$ -</b>		<b>\$ -</b>

PROJECT SUMMARY BY PHASE	PHASE			Total
	Mixed Use North	Mixed Use South		
STREET IMPROVEMENTS	\$ 20,820,700	\$ 57,303,700		\$ 78,124,400
EARTHWORK	\$ 1,618,000	\$ 9,684,800		\$ 11,302,800
MAJOR DRAINAGE IMPROVEMENTS	\$ 150,000	\$ 1,785,000		\$ 1,935,000
WATER AND WASTEWATER IMPROVEMENTS	\$ 5,192,350	\$ 5,192,350		\$ 10,384,700
FRANCHISE UTILITY IMPROVEMENTS	\$ -	\$ -		\$ -
MISCELLANEOUS	\$ -	\$ -		\$ -
SUBTOTAL	\$ 27,781,050	\$ 73,965,850		\$ 101,746,900
OPEN SPACE	\$ -	\$ -		\$ -
<b>GRAND TOTAL</b>	<b>\$ 27,781,050</b>	<b>\$ 73,965,850</b>		<b>\$ 101,746,900</b>

**NOTES:**

1. Reference assumption sheet provided with this OPC.

Since Kimley-Horn and Associates, Inc. has no control over the cost of labor, materials, equipment, or services furnished by others, or over methods of determining price, or over competitive bidding or market conditions, any and all opinions as to the cost herein, including but not limited to opinions as to the costs of construction materials, shall be made on the basis of experience and best available data. Kimley-Horn and Associates, Inc. cannot and does not guarantee that proposals, bids, or actual costs will not vary from the opinions on costs shown herein. The total costs and other numbers in this Opinion of Probable Cost have Not been rounded. This practice is Not intended to reflect or imply a level of certainty with respect to accuracy of the amount.



- NOTES**
- This document was prepared under 22 TAC §663.21, does not reflect the results of an on the ground survey, and is not to be used to convey or establish interests in real property except those rights and interests implied or established by the creation or reconfiguration of the boundary of the political subdivision for which it was prepared.
  - According to Map No. 48397C0020L, Community Panel No. 480171 0020 L, dated September 26, 2008; Map No. 48113C0245K, Community Panel No. 480171 0245 K, dated July 7, 2014, Map No. 4813C0385L, Community Panel No. 480171 0385 L, dated July 7, 2014 of the National Flood Insurance Program Map, Flood Insurance Rate Maps of Rockwall County & Dallas County, Texas and Incorporated Areas, Federal Emergency Management Agency, Federal Insurance Administration, this property is within a special flood hazard area Zone "AE" and Zone "X" on said maps. If this site is not within an identified special flood hazard area, this flood statement does not imply that the property and/or the structures thereon will be free from flooding or flood damage. On rare occasions, greater floods can and will occur and flood heights may be increased by man-made or natural causes. This flood statement shall not create liability on the part of the surveyor. Relevant zones are defined on said map as follows:  
Zone "AE" - Special Flood Hazard Areas (SFHAs) subject to the inundation by the 1% annual chance flood. Base Flood Elevation 437.  
Zone "X" - Areas determined to be outside the 0.2% annual chance floodplain.
  - All bearings shown are based on grid north of the Texas Coordinate System of 1983, North Central Zone (4202), North American Datum of 1983. All dimensions shown are ground distances.
  - The development of the site will be in accordance with City of Rowlett development standards.

LINE TABLE														
NO.	BEARING	LENGTH												
L1	S11°55'35"E	13.30	L41	S31°36'21"W	65.70	L81	N07°56'03"W	143.95	L121	N10°49'43"W	70.35	L161	S15°16'32"E	87.29
L2	S83°55'34"E	42.59	L42	N83°25'46"W	14.98	L82	N16°14'28"E	158.92	L122	N63°11'51"W	27.62	L162	S35°56'54"E	168.48
L3	S41°26'22"E	22.81	L43	S32°33'02"W	95.59	L83	N09°37'07"W	132.27	L123	N26°44'09"W	52.54	L163	S37°16'35"E	150.16
L4	N84°26'38"E	65.39	L44	S35°46'16"E	12.66	L84	N27°15'57"W	112.30	L124	N51°02'08"E	56.72	L164	S31°33'52"E	34.48
L5	S48°46'22"E	21.32	L45	S34°32'25"W	36.10	L85	N08°23'52"W	151.50	L125	N12°36'06"W	32.17	L165	S47°51'44"W	16.29
L6	S45°47'00"W	31.45	L46	S62°18'16"W	65.83	L86	N06°05'24"E	138.08	L126	N54°59'42"W	13.53	L166	N42°31'23"W	83.69
L7	S26°22'16"E	36.33	L47	S01°58'33"E	51.91	L87	N44°18'55"W	122.01	L127	N26°47'59"W	78.12	L167	N35°29'04"W	256.66
L8	N70°44'38"E	69.54	L48	S26°50'42"W	129.43	L88	N06°31'27"W	115.22	L128	N18°55'22"W	118.54	L168	N48°31'41"W	62.23
L9	S49°36'30"E	86.35	L49	S62°46'29"W	41.91	L89	N69°52'54"E	59.70	L129	N56°10'58"W	88.62	L169	S75°38'20"W	120.99
L10	S16°53'11"E	90.81	L50	S11°12'59"E	68.97	L90	N27°40'34"E	39.21	L130	N42°54'06"W	88.55	L170	N70°07'41"W	129.33
L11	S28°32'17"W	58.79	L51	S47°48'27"W	23.25	L91	N61°58'50"E	128.80	L131	N77°26'37"W	14.91	L171	N50°02'26"W	194.59
L12	S43°25'41"E	251.60	L52	S04°36'15"E	51.19	L92	N08°55'12"E	58.77	L132	N41°03'10"W	118.70	L172	N36°19'48"W	205.49
L13	S53°03'14"E	253.93	L53	S13°12'58"W	141.85	L93	S13°12'58"W	164.91	L133	N68°20'31"W	33.72	L173	N58°37'29"W	236.89
L14	N86°32'28"E	214.90	L54	S54°03'35"W	98.43	L94	N03°33'00"W	86.25	L134	N43°16'20"W	33.69	L174	S85°44'24"W	91.58
L15	N58°46'44"E	281.78	L55	S24°10'05"W	172.42	L95	N31°13'34"W	123.36	L135	N12°55'12"W	28.78	L175	N85°08'56"W	283.18
L16	N30°07'13"E	21.71	L56	S49°53'37"W	75.41	L96	N87°16'52"W	50.74	L136	S56°26'01"E	19.57	L176	S78°34'59"W	68.18
L17	N56°49'51"E	138.28	L57	S08°11'41"E	73.51	L97	N21°44'49"W	143.68	L137	N08°29'37"E	16.03	L177	N27°25'45"W	32.06
L18	N01°28'39"W	18.10	L58	S47°12'32"W	79.93	L98	N32°09'38"W	87.20	L138	N49°37'34"W	12.59	L178	N03°29'38"E	38.39
L19	N74°07'21"E	112.01	L59	S56°00'45"W	90.47	L99	N64°21'16"W	94.15	L139	S66°57'09"W	32.84	L179	N30°12'30"W	50.91
L20	S03°58'16"E	20.21	L60	S72°18'27"W	87.85	L100	S81°56'58"W	92.62	L140	N21°54'42"W	15.83	L180	N72°12'24"W	98.50
L21	N77°08'51"E	12.88	L61	S51°29'18"W	89.24	L101	N74°45'07"W	52.60	L141	N14°46'54"E	12.29	L181	N80°38'45"W	79.08
L22	S27°28'01"E	20.33	L62	S85°34'12"W	104.03	L102	N50°15'56"W	30.71	L142	N27°10'03"W	80.01	L182	N00°00'00"E	159.01
L23	S74°24'40"E	42.16	L63	N64°57'53"W	54.08	L103	N24°14'09"E	20.52	L143	N52°12'49"W	35.85	L183	N70°56'23"W	55.72
L24	S39°38'37"E	39.65	L64	N81°43'17"W	46.51	L104	N30°17'25"W	102.90	L144	N19°51'16"W	139.14			
L25	S35°13'43"E	104.73	L65	S54°29'07"W	52.94	L105	N74°27'55"W	26.37	L145	N23°07'43"W	108.57			
L26	S44°28'24"E	100.03	L66	N56°16'55"W	52.07	L106	N07°10'36"W	35.90	L146	N17°54'51"W	163.14			
L27	S27°26'58"E	84.71	L67	N85°58'54"W	47.93	L107	N41°21'59"E	15.79	L147	N06°03'42"W	57.89			
L28	S43°24'12"E	57.43	L68	S63°14'45"W	38.93	L108	N06°29'38"W	134.90	L148	N42°35'35"W	36.45			
L29	S72°34'05"E	29.28	L69	S84°37'55"W	51.06	L109	N25°48'14"W	88.29	L149	N04°01'07"E	10.14			
L30	S28°05'28"E	22.60	L70	S25°45'34"W	72.77	L110	N56°22'03"W	58.31	L150	N73°05'02"W	24.74			
L31	S36°39'54"W	54.35	L71	S85°11'40"W	75.08	L111	N42°57'13"E	41.07	L151	S55°37'53"W	29.44			
L32	S44°39'22"E	70.13	L72	N39°34'51"W	36.09	L112	N15°11'07"E	33.95	L152	S26°16'09"W	95.55			
L33	N67°29'27"E	182.05	L73	S82°09'28"W	27.25	L113	N38°32'25"W	41.88	L153	S16°41'17"W	106.41			
L34	N67°06'21"E	217.39	L74	S09°14'30"W	32.69	L114	N01°20'09"W	33.21	L154	S03°26'33"W	32.45			
L35	S84°54'46"E	12.17	L75	S68°06'51"W	33.00	L115	N21°50'43"W	133.00	L155	S10°58'31"E	105.46			
L36	S26°39'20"E	6.33	L76	N22°48'58"W	41.88	L116	N00°47'38"E	13.86	L156	S03°05'45"W	30.72			
L37	S36°09'08"W	12.52	L77	N46°41'47"W	99.21	L117	N45°35'38"W	76.21	L157	S33°27'45"W	23.96			
L38	S63°52'18"W	96.33	L78	N23°23'14"E	48.65	L118	S70°42'21"W	26.72	L158	S04°20'08"W	67.61			
L39	S69°29'43"W	163.46	L79	N08°18'04"W	69.76	L119	N36°29'31"W	156.89	L159	S16°40'02"W	139.95			
L40	S62°20'43"W	143.00	L80	N38°05'11"W	86.20	L120	N20°24'02"W	59.62	L160	S26°54'01"W	104.86			

**LEGEND**

B	ROCK DRUM	S	SANITARY SEWER CLEAN OUT
CB	CABLE TV BOX	SS	SANITARY SEWER MANHOLE
CH	CABLE TV HANDHOLE	ST	STORM SEWER MANHOLE
CM	CABLE TV MARKER FLAG	ST	STORM SEWER VALVE
CS	CABLE TV MARKER SIGN	ST	STORM SEWER CHECK VALVE
CV	CABLE TV VALVE	ST	STORM SEWER CLEAN OUT
CC	COMMUNICATIONS BOX	ST	STORM SEWER MANHOLE
CH	COMMUNICATIONS HANDHOLE	ST	STORM SEWER VALVE
CM	COMMUNICATIONS MARKER FLAG	ST	STORM SEWER CLEAN OUT
CS	COMMUNICATIONS MARKER SIGN	ST	STORM SEWER MANHOLE
CV	COMMUNICATIONS VALVE	ST	STORM SEWER VALVE
CB	CABLE TV BOX	ST	STORM SEWER CLEAN OUT
CH	CABLE TV HANDHOLE	ST	STORM SEWER MANHOLE
CM	CABLE TV MARKER FLAG	ST	STORM SEWER VALVE
CS	CABLE TV MARKER SIGN	ST	STORM SEWER CLEAN OUT
CV	CABLE TV VALVE	ST	STORM SEWER MANHOLE
CC	COMMUNICATIONS BOX	ST	STORM SEWER VALVE
CH	COMMUNICATIONS HANDHOLE	ST	STORM SEWER CLEAN OUT
CM	COMMUNICATIONS MARKER FLAG	ST	STORM SEWER MANHOLE
CS	COMMUNICATIONS MARKER SIGN	ST	STORM SEWER VALVE
CV	COMMUNICATIONS VALVE	ST	STORM SEWER CLEAN OUT
CB	CABLE TV BOX	ST	STORM SEWER MANHOLE
CH	CABLE TV HANDHOLE	ST	STORM SEWER VALVE
CM	CABLE TV MARKER FLAG	ST	STORM SEWER CLEAN OUT
CS	CABLE TV MARKER SIGN	ST	STORM SEWER MANHOLE
CV	CABLE TV VALVE	ST	STORM SEWER VALVE
CC	COMMUNICATIONS BOX	ST	STORM SEWER CLEAN OUT
CH	COMMUNICATIONS HANDHOLE	ST	STORM SEWER MANHOLE
CM	COMMUNICATIONS MARKER FLAG	ST	STORM SEWER VALVE
CS	COMMUNICATIONS MARKER SIGN	ST	STORM SEWER CLEAN OUT
CV	COMMUNICATIONS VALVE	ST	STORM SEWER MANHOLE
CB	CABLE TV BOX	ST	STORM SEWER VALVE
CH	CABLE TV HANDHOLE	ST	STORM SEWER CLEAN OUT
CM	CABLE TV MARKER FLAG	ST	STORM SEWER MANHOLE
CS	CABLE TV MARKER SIGN	ST	STORM SEWER VALVE
CV	CABLE TV VALVE	ST	STORM SEWER CLEAN OUT
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CH	COMMUNICATIONS HANDHOLE	ST	STORM SEWER VALVE
CM	COMMUNICATIONS MARKER FLAG	ST	STORM SEWER CLEAN OUT
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CV	COMMUNICATIONS VALVE	ST	STORM SEWER CLEAN OUT
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CV	CABLE TV VALVE	ST	STORM SEWER CLEAN OUT
CC	COMMUNICATIONS BOX	ST	STORM SEWER MANHOLE
CH	COMMUNICATIONS HANDHOLE	ST	STORM SEWER VALVE
CM	COMMUNICATIONS MARKER FLAG	ST	STORM SEWER CLEAN OUT
CS	COMMUNICATIONS MARKER SIGN	ST	STORM SEWER MANHOLE
CV	COMMUNICATIONS VALVE	ST	STORM SEWER VALVE
CB	CABLE TV BOX	ST	STORM SEWER CLEAN OUT
CH	CABLE TV HANDHOLE	ST	STORM SEWER MANHOLE
CM	CABLE TV MARKER FLAG	ST	STORM SEWER VALVE
CS	CABLE TV MARKER SIGN	ST	STORM SEWER CLEAN OUT
CV	CABLE TV VALVE	ST	STORM SEWER MANHOLE
CC	COMMUNICATIONS BOX	ST	STORM SEWER VALVE
CH	COMMUNICATIONS HANDHOLE	ST	STORM SEWER CLEAN OUT
CM	COMMUNICATIONS MARKER FLAG	ST	STORM SEWER MANHOLE
CS	COMMUNICATIONS MARKER SIGN	ST	STORM SEWER VALVE
CV	COMMUNICATIONS VALVE	ST	STORM SEWER CLEAN OUT
CB	CABLE TV BOX	ST	STORM SEWER MANHOLE
CH	CABLE TV HANDHOLE	ST	STORM SEWER VALVE
CM	CABLE TV MARKER FLAG	ST	STORM SEWER CLEAN OUT
CS	CABLE TV MARKER SIGN	ST	STORM SEWER MANHOLE
CV	CABLE TV VALVE	ST	STORM SEWER VALVE
CC	COMMUNICATIONS BOX	ST	STORM SEWER CLEAN OUT
CH	COMMUNICATIONS HANDHOLE	ST	STORM SEWER MANHOLE
CM	COMMUNICATIONS MARKER FLAG	ST	STORM SEWER VALVE
CS	COMMUNICATIONS MARKER SIGN	ST	STORM SEWER CLEAN OUT
CV	COMMUNICATIONS VALVE	ST	STORM SEWER MANHOLE
CB	CABLE TV BOX	ST	STORM SEWER VALVE
CH	CABLE TV HANDHOLE	ST	STORM SEWER CLEAN OUT
CM	CABLE TV MARKER FLAG	ST	STORM SEWER MANHOLE
CS	CABLE TV MARKER SIGN	ST	STORM SEWER VALVE
CV	CABLE TV VALVE	ST	STORM SEWER CLEAN OUT
CC	COMMUNICATIONS BOX	ST	STORM SEWER MANHOLE
CH	COMMUNICATIONS HANDHOLE		



**LEGAL DESCRIPTION**  
316.94 ACRES

**BEING** a tract of land situated in the William Crabtree Survey, Abstract No. 346, Charles D. Merrill Survey, Abstract No. 957, Elmira Eveens Survey, Abstract No. 438, William Haden Thomas Survey, Abstract No. 213, H. McMillan Survey, Abstract No. 143, H. McMillan Survey, Abstract No. 853 and Jared Stephenson Survey, Abstract No. 258, City of Rowlett, Dallas County and Rockwall County, Texas; and being all of a tract of land described in Deed to City of Rowlett recorded in Instrument No. \_\_\_\_\_ of the Official Public Records of Dallas County, Texas; being part of Fuqua Road right-of-way, part of Dalrock Road right-of-way and part of Interstate Highway No. 30 right-of-way; and being more particularly described as follows:

**BEGINNING** at the intersection of the centerline of Fuqua Road (a variable width right-of-way) and the prolongation of the south line of Lakecrest Estates, an addition to the City of Rowlett according to the plat recorded in 84138, Page 1906 of said Deed Records;

**THENCE** departing said centerline of Fuqua Road and with said south line of Lakecrest Estates Addition, North 88°40'50" East, a distance of 2589.61 feet to the southeast corner of said Lakecrest Estates Addition and in the south line of a tract of land described as "Tract 2" in Warranty Deed to Missouri Kansas-Texas Railroad Company recorded in Volume 72212, Page 515 of said Deed Records; said point also being the beginning of a non-tangent curve to the left having a central angle of 38°37'49", a radius of 4633.66 feet, a chord bearing and distance of South 64°46'31" East, 3065.29 feet;

**THENCE** in a southeasterly direction, with said south line of the Missouri Kansas-Texas Railroad Company tract and with said curve to the left, an arc distance of 3124.13 feet to a point for corner at the intersection of said south line of the Missouri Kansas-Texas Railroad Company tract and the east right-of-way line of Dalrock Road (a variable width right-of-way);

**THENCE** departing said south line of the Missouri Kansas-Texas Railroad Company tract and with said east right-of-way line of Dalrock Road, the following courses and distances:

South 0°26'16" East, a distance of 280.48 feet to a point for corner;  
 South 89°33'44" West, a distance of 5.00 feet to a point for corner;  
 South 0°26'16" East, a distance of 349.63 feet to a point for corner;  
 South 30°08'56" East, a distance of 85.76 feet to a point for corner at the intersection of said east right-of-way line of Dalrock Road and the north right-of-way line of Interstate Highway No. 30 (a variable width right-of-way);

**THENCE** with said north right-of-way line of Interstate Highway No. 30, the following courses and distances:

North 59°51'04" East, a distance of 909.03 feet to a point for corner;  
 South 30°08'56" East, a distance of 150.00 feet to a point for corner;  
 North 59°51'04" East, a distance of 600.00 feet to a point for corner;  
 North 54°43'34" East, a distance of 201.56 feet to a point for corner;  
 North 59°51'04" East, a distance of 84.81 feet to a point for corner;

**THENCE** departing said north right-of-way line of Interstate Highway No. 30, South 30°21'12" East, a distance of 415.59 feet to a point for corner in the south right-of-way line of said Interstate Highway No. 30;

**THENCE** with said south right-of-way line of Interstate Highway No. 30, South 59°38'48" West, a distance of 1411.44 feet to a point for corner in the 435.5 foot contour line as defined by a survey performed in September, 2014;

**THENCE** with said 435.5 foot contour line, the following courses and distances:

South 11°55'35" West, a distance of 13.30 feet to a point for corner;  
 South 83°55'34" East, a distance of 42.59 feet to a point for corner;  
 South 41°26'22" East, a distance of 22.81 feet to a point for corner;  
 North 84°26'38" East, a distance of 65.39 feet to a point for corner;  
 South 59°17'22" East, a distance of 176.45 feet to a point for corner;  
 South 48°46'22" East, a distance of 21.32 feet to a point for corner;  
 South 45°47'00" West, a distance of 31.45 feet to a point for corner;  
 South 26°22'16" East, a distance of 36.33 feet to a point for corner;  
 North 70°44'38" East, a distance of 69.54 feet to a point for corner;  
 South 49°36'30" East, a distance of 66.35 feet to a point for corner;  
 South 16°53'11" East, a distance of 90.81 feet to a point for corner;  
 South 28°32'17" West, a distance of 58.79 feet to a point for corner;  
 South 58°27'51" West, a distance of 238.99 feet to a point for corner;  
 South 69°33'01" West, a distance of 197.77 feet to a point for corner;  
 South 35°06'48" West, a distance of 147.15 feet to a point for corner;  
 South 11°57'05" West, a distance of 115.30 feet to a point for corner;  
 South 43°25'41" East, a distance of 251.60 feet to a point for corner;  
 South 53°03'14" East, a distance of 253.93 feet to a point for corner;  
 North 86°32'28" East, a distance of 214.90 feet to a point for corner;  
 North 58°46'44" East, a distance of 281.78 feet to a point for corner;  
 North 30°07'13" East, a distance of 21.71 feet to a point for corner;  
 North 56°49'51" East, a distance of 138.28 feet to a point for corner;  
 North 1°28'39" West, a distance of 18.10 feet to a point for corner;  
 North 74°07'21" East, a distance of 112.01 feet to a point for corner;  
 South 3°58'16" East, a distance of 20.21 feet to a point for corner;  
 North 77°08'51" East, a distance of 12.88 feet to a point for corner;  
 South 27°28'01" East, a distance of 20.33 feet to a point for corner;  
 South 74°24'40" East, a distance of 42.16 feet to a point for corner;  
 South 39°38'37" East, a distance of 39.65 feet to a point for corner;  
 South 35°13'43" East, a distance of 104.73 feet to a point for corner;  
 South 44°28'24" East, a distance of 100.03 feet to a point for corner;  
 South 27°26'58" East, a distance of 84.71 feet to a point for corner;  
 South 43°24'12" East, a distance of 57.43 feet to a point for corner;  
 South 72°34'05" East, a distance of 29.28 feet to a point for corner;  
 South 28°05'28" East, a distance of 22.60 feet to a point for corner;  
 South 36°39'54" West, a distance of 54.35 feet to a point for corner;  
 South 44°39'22" East, a distance of 70.13 feet to a point for corner;  
 North 67°29'27" East, a distance of 182.05 feet to a point for corner;  
 North 67°06'21" East, a distance of 217.39 feet to a point for corner;  
 South 84°45'46" East, a distance of 12.17 feet to a point for corner;  
 South 26°39'20" East, a distance of 6.33 feet to a point for corner;  
 South 36°09'08" West, a distance of 12.52 feet to a point for corner;  
 South 63°52'18" West, a distance of 96.33 feet to a point for corner;  
 South 69°29'43" West, a distance of 163.46 feet to a point for corner;  
 South 62°20'43" West, a distance of 143.00 feet to a point for corner;  
 South 52°21'19" West, a distance of 193.69 feet to a point for corner;  
 South 45°30'50" West, a distance of 363.13 feet to a point for corner;  
 South 44°39'47" West, a distance of 370.91 feet to a point for corner;  
 South 41°22'25" West, a distance of 320.04 feet to a point for corner;  
 South 31°36'21" West, a distance of 65.70 feet to a point for corner;  
 North 83°25'46" West, a distance of 14.98 feet to a point for corner;  
 South 32°33'02" West, a distance of 95.59 feet to a point for corner;  
 South 35°46'16" East, a distance of 12.66 feet to a point for corner;  
 South 34°32'25" West, a distance of 36.10 feet to a point for corner;  
 South 62°18'16" West, a distance of 65.83 feet to a point for corner;  
 South 1°58'33" East, a distance of 51.91 feet to a point for corner;

South 26°50'42" West, a distance of 129.43 feet to a point for corner;  
 South 62°46'29" West, a distance of 41.91 feet to a point for corner;  
 South 11°12'59" East, a distance of 68.97 feet to a point for corner;  
 South 47°48'27" West, a distance of 23.25 feet to a point for corner;  
 South 4°38'15" East, a distance of 51.19 feet to a point for corner;  
 South 13°12'58" West, a distance of 141.85 feet to a point for corner;  
 South 54°03'35" West, a distance of 98.43 feet to a point for corner;  
 South 24°10'05" West, a distance of 172.42 feet to a point for corner;  
 South 49°53'37" West, a distance of 75.41 feet to a point for corner;  
 South 6°11'41" East, a distance of 73.51 feet to a point for corner;  
 South 47°12'32" West, a distance of 79.93 feet to a point for corner;  
 South 56°00'45" West, a distance of 90.47 feet to a point for corner;  
 South 72°18'27" West, a distance of 87.85 feet to a point for corner;  
 South 51°29'18" West, a distance of 89.24 feet to a point for corner;  
 South 85°34'12" West, a distance of 104.03 feet to a point for corner;  
 North 64°57'53" West, a distance of 54.08 feet to a point for corner;  
 North 81°43'17" West, a distance of 46.51 feet to a point for corner;  
 South 54°25'07" West, a distance of 52.94 feet to a point for corner;  
 North 55°16'55" West, a distance of 52.07 feet to a point for corner;  
 North 85°58'54" West, a distance of 47.93 feet to a point for corner;  
 South 63°14'45" West, a distance of 38.93 feet to a point for corner;  
 South 84°37'55" West, a distance of 51.06 feet to a point for corner;  
 South 25°45'34" West, a distance of 72.77 feet to a point for corner;  
 South 85°11'40" West, a distance of 75.08 feet to a point for corner;  
 North 39°34'51" West, a distance of 36.09 feet to a point for corner;  
 South 82°09'28" West, a distance of 27.25 feet to a point for corner;  
 South 9°14'30" West, a distance of 32.69 feet to a point for corner;  
 South 68°08'51" West, a distance of 33.00 feet to a point for corner;  
 North 22°48'58" West, a distance of 41.88 feet to a point for corner;  
 North 46°41'47" West, a distance of 99.21 feet to a point for corner;  
 North 72°23'14" East, a distance of 48.65 feet to a point for corner;  
 North 8°18'04" West, a distance of 69.76 feet to a point for corner;  
 North 38°05'11" West, a distance of 86.20 feet to a point for corner;  
 North 7°56'03" West, a distance of 143.95 feet to a point for corner;  
 North 16°14'28" East, a distance of 158.92 feet to a point for corner;  
 North 9°37'07" West, a distance of 132.27 feet to a point for corner;  
 North 27°15'57" West, a distance of 112.30 feet to a point for corner;  
 North 8°23'52" West, a distance of 151.50 feet to a point for corner;  
 North 6°05'24" East, a distance of 138.06 feet to a point for corner;  
 North 44°18'55" West, a distance of 122.01 feet to a point for corner;  
 North 6°31'22" West, a distance of 115.22 feet to a point for corner;  
 North 38°05'11" West, a distance of 59.70 feet to a point for corner;  
 North 27°40'34" East, a distance of 39.21 feet to a point for corner;  
 North 61°58'50" East, a distance of 128.80 feet to a point for corner;  
 North 8°55'12" East, a distance of 58.77 feet to a point for corner;  
 North 37°21'04" West, a distance of 164.91 feet to a point for corner;  
 North 3°33'00" West, a distance of 86.25 feet to a point for corner;  
 North 31°13'34" West, a distance of 123.36 feet to a point for corner;  
 North 87°16'52" West, a distance of 50.74 feet to a point for corner;  
 North 21°44'49" West, a distance of 143.68 feet to a point for corner;  
 North 32°09'38" West, a distance of 87.20 feet to a point for corner;  
 North 84°21'16" West, a distance of 94.15 feet to a point for corner;  
 South 81°56'58" West, a distance of 92.62 feet to a point for corner;  
 North 74°45'07" West, a distance of 52.60 feet to a point for corner;  
 North 50°15'56" West, a distance of 30.71 feet to a point for corner;  
 North 24°14'09" East, a distance of 20.52 feet to a point for corner;  
 North 30°17'25" West, a distance of 102.90 feet to a point for corner;  
 North 74°27'55" West, a distance of 26.37 feet to a point for corner;  
 North 7°10'36" West, a distance of 35.90 feet to a point for corner;  
 North 41°21'59" East, a distance of 115.79 feet to a point for corner;  
 North 8°29'38" West, a distance of 134.90 feet to a point for corner;  
 North 25°48'14" West, a distance of 88.29 feet to a point for corner;  
 North 56°22'03" West, a distance of 58.31 feet to a point for corner in said south right-of-way line of Interstate Highway No. 30;

**THENCE** with said south right-of-way line of Interstate Highway No. 30, South 61°35'17" West, a distance of 660.43 feet to a point for corner;

**THENCE** departing said south right-of-way line of Interstate Highway No. 30, North 28°20'16" West, a distance of 445.80 feet to a point for corner in said north right-of-way line of Interstate Highway No. 30;

**THENCE** with said north right-of-way line of Interstate Highway No. 30, the following courses and distances:

North 61°39'44" East, a distance of 328.90 feet to a point for corner;  
 North 58°14'01" East, a distance of 285.47 feet to a point for corner;  
 North 42°57'13" East, a distance of 41.07 feet to a point for corner in said 435.5 foot contour line as defined by a survey performed in September, 2014;

**THENCE** with said 435.5 foot contour line, the following courses and distances:

North 15°11'07" East, a distance of 33.95 feet to a point for corner;  
 North 38°32'25" West, a distance of 41.98 feet to a point for corner;  
 North 1°20'09" West, a distance of 33.21 feet to a point for corner;  
 North 21°50'43" West, a distance of 133.00 feet to a point for corner;  
 North 0°47'38" East, a distance of 13.66 feet to a point for corner;  
 North 45°35'38" West, a distance of 76.21 feet to a point for corner;  
 South 70°42'21" West, a distance of 26.72 feet to a point for corner;  
 North 36°29'31" West, a distance of 156.89 feet to a point for corner;  
 North 20°24'02" West, a distance of 59.62 feet to a point for corner;  
 North 10°49'43" West, a distance of 70.35 feet to a point for corner;  
 North 63°11'51" West, a distance of 27.62 feet to a point for corner;  
 North 26°44'09" West, a distance of 52.54 feet to a point for corner;  
 North 51°02'08" West, a distance of 56.72 feet to a point for corner;  
 North 12°36'06" West, a distance of 32.17 feet to a point for corner;  
 North 54°59'42" West, a distance of 13.53 feet to a point for corner;  
 North 26°47'59" West, a distance of 78.12 feet to a point for corner;  
 North 18°55'22" West, a distance of 118.54 feet to a point for corner;  
 North 29°41'22" West, a distance of 285.54 feet to a point for corner;  
 North 61°37'55" West, a distance of 57.22 feet to a point for corner;  
 North 48°48'30" West, a distance of 170.35 feet to a point for corner;  
 North 68°04'18" West, a distance of 64.90 feet to a point for corner;  
 South 73°26'00" West, a distance of 50.10 feet to a point for corner;  
 North 67°01'05" West, a distance of 219.00 feet to a point for corner;  
 North 56°10'58" West, a distance of 88.62 feet to a point for corner;  
 North 42°54'06" West, a distance of 98.55 feet to a point for corner;  
 North 77°26'37" West, a distance of 14.91 feet to a point for corner;  
 North 41°03'10" West, a distance of 118.70 feet to a point for corner;  
 North 68°20'31" West, a distance of 33.72 feet to a point for corner;  
 North 43°16'20" West, a distance of 33.69 feet to a point for corner;

North 12°55'12" West, a distance of 28.76 feet to a point for corner;  
 North 56°26'01" East, a distance of 19.57 feet to a point for corner;  
 North 8°29'37" East, a distance of 16.03 feet to a point for corner;  
 North 49°37'34" West, a distance of 12.59 feet to a point for corner;  
 South 66°57'09" West, a distance of 32.84 feet to a point for corner;  
 North 21°54'42" West, a distance of 15.83 feet to a point for corner;  
 North 14°46'54" East, a distance of 12.29 feet to a point for corner;  
 North 27°10'03" West, a distance of 80.01 feet to a point for corner;  
 North 52°12'49" West, a distance of 35.85 feet to a point for corner;  
 North 19°51'16" West, a distance of 139.14 feet to a point for corner;  
 North 23°07'43" West, a distance of 108.57 feet to a point for corner;  
 North 17°54'51" West, a distance of 163.14 feet to a point for corner;  
 North 6°03'42" West, a distance of 57.89 feet to a point for corner;  
 North 42°35'35" West, a distance of 36.45 feet to a point for corner;  
 North 4°10'17" East, a distance of 10.14 feet to a point for corner;  
 North 73°05'02" West, a distance of 24.74 feet to a point for corner;  
 South 55°37'53" West, a distance of 29.44 feet to a point for corner;  
 South 26°16'09" West, a distance of 95.55 feet to a point for corner;  
 South 16°41'17" West, a distance of 106.41 feet to a point for corner;  
 South 3°26'33" West, a distance of 32.45 feet to a point for corner;  
 South 10°58'31" East, a distance of 105.46 feet to a point for corner;  
 South 3°05'45" West, a distance of 30.72 feet to a point for corner;  
 South 33°27'45" West, a distance of 23.96 feet to a point for corner;  
 South 4°20'08" West, a distance of 67.81 feet to a point for corner;  
 South 16°40'02" West, a distance of 139.95 feet to a point for corner;  
 South 26°54'01" West, a distance of 104.86 feet to a point for corner;  
 South 15°16'32" East, a distance of 87.29 feet to a point for corner;  
 South 35°56'54" East, a distance of 168.48 feet to a point for corner;  
 South 37°16'35" East, a distance of 150.16 feet to a point for corner;  
 South 31°33'52" East, a distance of 34.48 feet to a point for corner;  
 South 47°51'44" West, a distance of 16.29 feet to a point for corner;  
 North 42°31'23" West, a distance of 63.69 feet to a point for corner;  
 North 35°29'04" West, a distance of 256.66 feet to a point for corner;  
 North 48°31'41" West, a distance of 62.23 feet to a point for corner;  
 South 75°38'20" West, a distance of 120.99 feet to a point for corner;  
 North 70°07'41" West, a distance of 129.33 feet to a point for corner;  
 North 50°02'26" West, a distance of 194.59 feet to a point for corner;  
 North 36°19'48" West, a distance of 205.49 feet to a point for corner;  
 North 56°37'29" West, a distance of 236.89 feet to a point for corner;  
 North 82°58'53" West, a distance of 567.27 feet to a point for corner;  
 South 85°44'24" West, a distance of 91.58 feet to a point for corner;  
 North 85°08'56" West, a distance of 283.18 feet to a point for corner;  
 South 78°34'59" West, a distance of 68.18 feet to a point for corner;  
 North 27°25'45" West, a distance of 32.06 feet to a point for corner;  
 North 3°29'38" East, a distance of 38.39 feet to a point for corner;  
 North 30°12'30" West, a distance of 50.91 feet to a point for corner;  
 North 72°12'24" West, a distance of 98.50 feet to a point for corner;  
 North 80°38'45" West, a distance of 79.08 feet to a point for corner;  
 North 0°00'00" East, a distance of 159.01 feet to a point for corner;  
 North 70°56'23" West, a distance of 55.72 feet to a point in said centerline of Fuqua Road at the beginning of a non-tangent curve to the right having a central angle of 24°05'12", a radius of 532.29 feet, a chord bearing and distance of North 14°51'05" West, 222.13 feet;

**THENCE** with said centerline of Fuqua Road, the following courses and distances:

In a northwesterly direction, with said curve to the right, an arc distance of 223.77 feet to a point for corner;  
 North 2°34'23" West, a distance of 340.67 feet to the **POINT OF BEGINNING** and containing 316.9 acres of land.

The following benchmarks were used to establish the 435.5' contour elevation based on National Geodetic Survey North American Vertical Datum of 1988 (NAVD88) elevations:

BM#1 National Geodetic Survey Marker Designation - V1498, PID - CS2520, and being 11.6 KM (7.2 MI) easterly along the Missouri Kansas Texas Railroad from the station in Garland, or 2.7 km (1.7 mi) southwesterly along State Highway 205 from its junction with Slate Highway 66 in Rockwall, **THENCE** 7.5 km (4.65 mi) southwesterly along Interstate Highway 30, **THENCE** 0.5 km (0.3 mi) north along Dalrock Road, **THENCE** 1.4 km northwesterly along Chieesa Road, 15.0 m (49.2 ft.) northeast of the near rail, 13.0 m (42.7 ft.) northwest of the extended center of a paved road leading east, 9 m (29.2 ft.) southwest of the center of the road, and 1.2 m (3.9 ft.) northwest of utility pole number 297-445-6922. Note: access to datum point is had through a 5-inch logo cap the mark is 0.3 meters from a witness post the mark is 0.3 m below the road.  
 N:7011234.266, E:2573050.53, ELEV:468.23

BM#2 Square with "X" cut in concrete set on the north side of Interstate Highway No. 30, ±5 feet south of mile marker no. 65.  
 N:7009236.215, E:2579686.608, ELEV:447.56

BM#3 Square with "X" cut in on north side of Interstate Highway No. 30, ±5 feet south of mile marker no. 64.  
 N:7006589.138, E:2575027.503, ELEV:447.69

**EXHIBIT B - TIRZ EXHIBIT  
 BAYSIDE  
 316.9 ACRES  
 CITY OF ROWLETT  
 WILLIAM CRABTREE SURVEY, ABSTRACT NO. 346  
 ELMIRA EVEENS SURVEY, ABSTRACT NO. 438  
 CHARLES D. MERRILL SURVEY, ABSTRACT NO. 957  
 WILLIAM HADEN THOMAS SURVEY, ABSTRACT NO. 213  
 H. McMILLAN SURVEY, ABSTRACT NO. 143  
 H. McMILLAN SURVEY, ABSTRACT NO. 853 AND  
 JARED STEPHENSON SURVEY, ABSTRACT NO. 258  
 DALLAS COUNTY & ROCKWALL COUNTY, TEXAS**

**PRELIMINARY**  
 THIS DOCUMENT SHALL NOT BE RECORDED FOR ANY PURPOSE AND SHALL NOT BE USED OR VIEWED OR RELIED UPON AS A FINAL SURVEY DOCUMENT

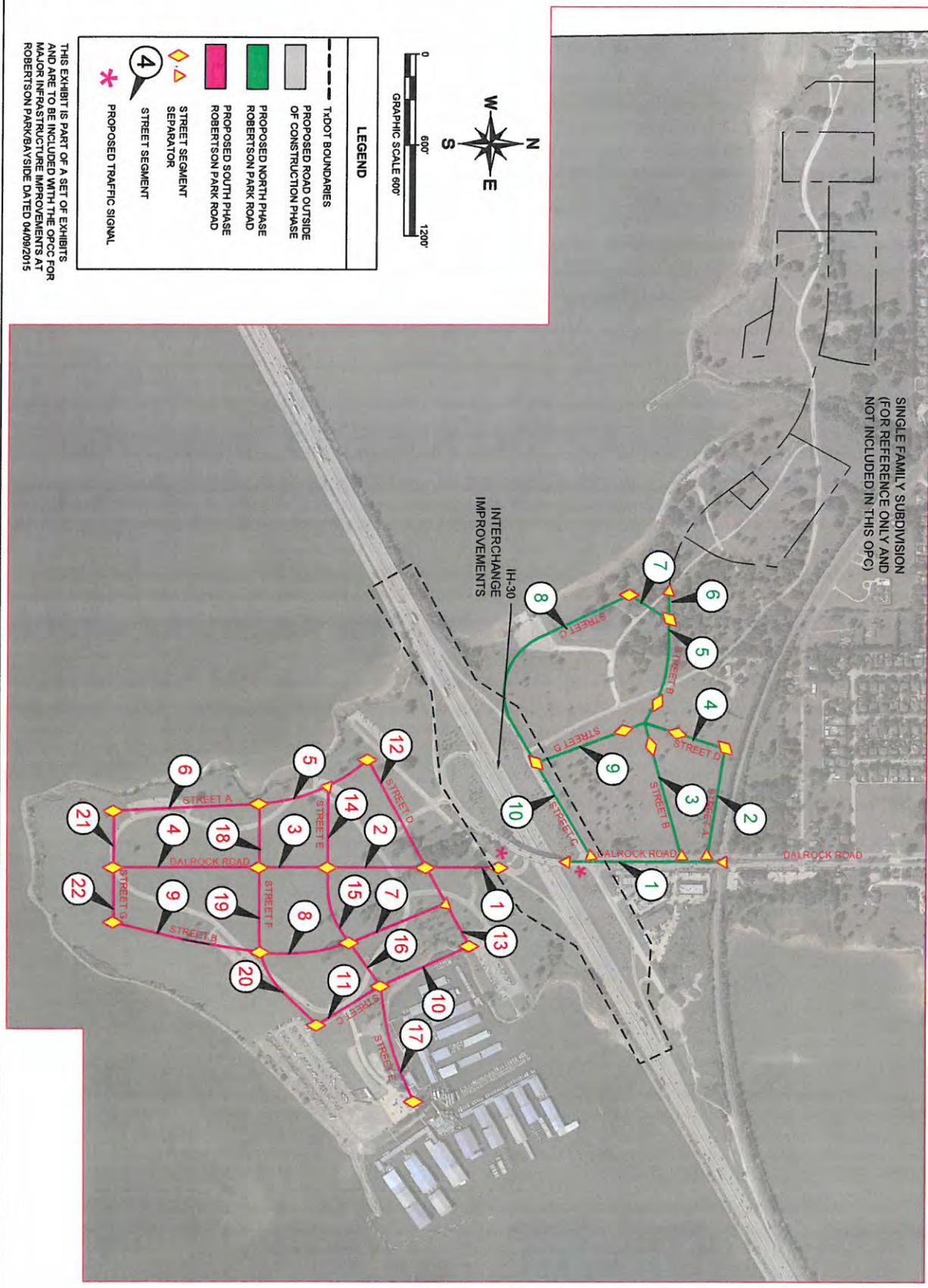
J. ANDY DOBBS  
 REGISTERED PROFESSIONAL LAND SURVEYOR NO. 6196  
 12750 MERIT DRIVE, SUITE 1000  
 DALLAS, TEXAS 75251  
 PH. 972-770-1300  
 andy.dobbs@kimley-horn.com

APPLICANT/OWNER:  
 CITY OF ROWLETT  
 4000 MAIN STREET  
 ROWLETT, TX 75088

2	4/7/15	2ND SUBMITTAL
1	4/1/15	1ST SUBMITTAL
No.	DATE	REVISION DESCRIPTION

<b>Kimley»Horn</b>		Tel. No. (972) 770-1300 Fax No. (972) 239-3820
12750 Merit Drive, Suite 1000 Dallas, Texas 75251	FIRM # 10115500	
Scale	Drawn by	Checked by
N/A	SLJ/JAD	DAB
Date	Project No.	Sheet No.
APRIL 2015	064478300	2 OF 3

This document, together with the concepts and designs presented herein, is an instrument of service, a standard entry for the specific purpose and client for which it was prepared. Review of and reliance on this document without written authorization and adoption by Kimley-Horn and Associates, Inc. shall be without liability to Kimley-Horn and Associates, Inc.



SINGLE FAMILY SUBDIVISION  
(FOR REFERENCE ONLY AND  
NOT INCLUDED IN THIS OPC)

**LEGEND**

- TxDOT BOUNDARIES
- ▭ PROPOSED ROAD OUTSIDE OF CONSTRUCTION PHASE
- ▭ PROPOSED NORTH PHASE ROBERTSON PARK ROAD
- ▭ PROPOSED SOUTH PHASE ROBERTSON PARK ROAD
- ▭ STREET SEGMENT
- ▭ SEPARATOR
- ④ STREET SEGMENT
- \* PROPOSED TRAFFIC SIGNAL

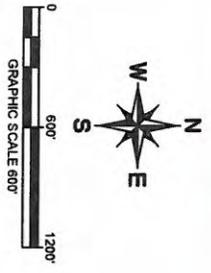
THIS EXHIBIT IS PART OF A SET OF EXHIBITS AND ARE TO BE INCLUDED WITH THE OPC FOR MAJOR INFRASTRUCTURE IMPROVEMENTS AT ROBERTSON PARK/BAYSIDE DATED 04/09/2015

SHEET EX 1	STREET EXHIBIT	ROBERTSON PARK ROWLETT, TEXAS	IHA PROJECT 064478301 DATE 04/09/2015 SCALE AS SHOWN DESIGNED BY PEM DRAWN BY PEM CHECKED BY JCR	<b>Kimley»Horn</b> 12750 MERT DRIVE, SUITE 1000, DALLAS, TX 75251 PHONE: 972-770-1300 FAX: 972-238-3820 WWW.KIMLEY-HORN.COM TX F-928	No.	REVISIONS	DATE	BY

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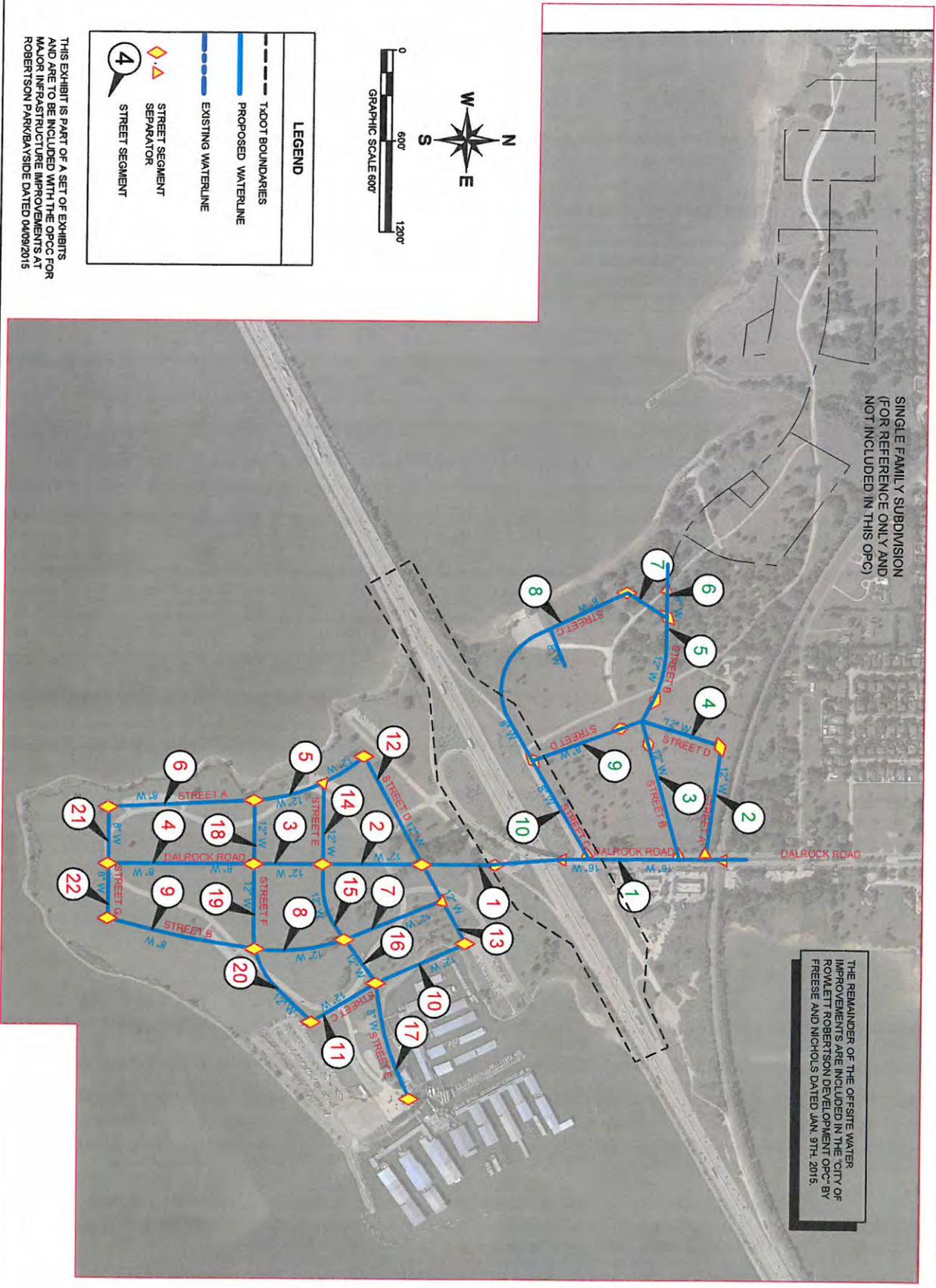
THIS EXHIBIT IS PART OF A SET OF EXHIBITS AND ARE TO BE INCLUDED WITH THE OPCC FOR MAJOR INFRASTRUCTURE IMPROVEMENTS AT ROBERTSON PARK/BAYSIDE DATED 04/09/2015

LEGEND	
	PROPOSED SEAWALL
	TADOT BOUNDARIES
	PROPOSED TRAFFIC SIGNAL



EX 2 SHEET	MAJOR INFRASTRUCTURE EXHIBIT	ROBERTSON PARK ROWLETT, TEXAS	KHA PROJECT 064478301	Kimley>Horn	12750 MERRY DRIVE, SUITE 1000, DALLAS, TX 75251 PHONE: 972-770-1300 FAX: 972-239-3820 WWW.KIMLEY-HORN.COM TX F-928	No	REVISIONS	DATE	BY
			DATE 04/09/2015						

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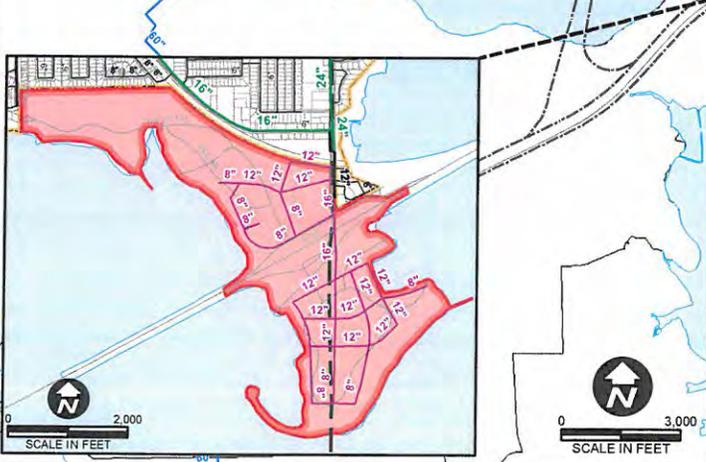
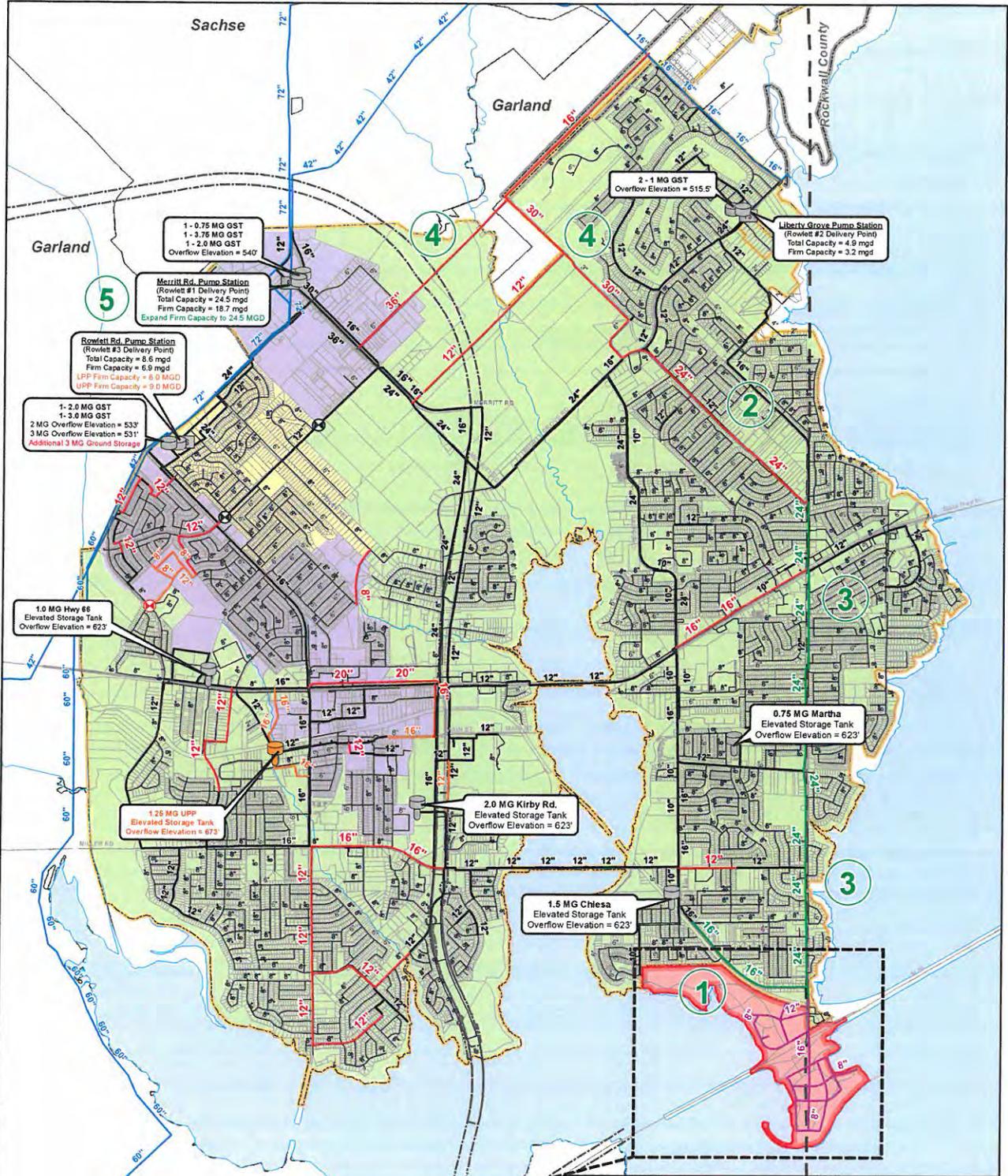


LEGEND	
	TROOT BOUNDARIES
	PROPOSED WATERLINE
	EXISTING WATERLINE
	STREET SEGMENT SEPARATOR
	STREET SEGMENT

THIS EXHIBIT IS PART OF A SET OF EXHIBITS AND ARE TO BE INCLUDED WITH THE OPC FOR MAJOR INFRASTRUCTURE IMPROVEMENTS AT ROBERTSON PARK/BAYSIDE DATED 04/09/2015

THE REMAINDER OF THE OFFSITE WATER IMPROVEMENTS ARE INCLUDED IN THE CITY OF ROWLETT ROBERTSON DEVELOPMENT #11 OPC BY FREESE AND NICHOLS DATED JAN. 9TH, 2015.

<p>PROPOSED WATER IMPROVEMENTS OPC EXHIBIT</p> <p>EX 3</p>	<p>ROBERTSON PARK ROWLETT, TEXAS</p>	<p>KHA PROJECT 064478301</p>	<p><b>Kimley»Horn</b></p> <p>12750 MERRY DRIVE, SUITE 1000, DALLAS, TX 75251          PHONE: 972-770-1300 FAX: 972-238-3520          WWW.KIMLEY-HORN.COM TX F-928</p>			
		<p>DATE 04/09/2015</p>				
<p>SCALE AS SHOWN</p>						
<p>DESIGNED BY PEM</p>						
<p>DRAWN BY PEM</p>						
<p>CHECKED BY JCR</p>						



**DRAFT FIGURE 1**  
**CITY OF ROWLETT**  
**CAPITAL IMPROVEMENTS PLAN**  
**LEGEND**

	Existing Transfer Valve		2008 CIP Improvement		Lake
	Proposed Transfer Valve		New CIP Line to Supply Robertson Development		Parcels
	Under Construction Elevated Storage Tank		Proposed Development Water Line		Robertson Development
	Existing Elevated Storage Tank		NTMWD Water Line		City Limit
	Existing Ground Storage Tank		Under Construction Water Line		ETJ
	Pump Station		Existing 8" and Smaller Water Line		Neighboring City Limits
			Existing 10" and Larger Water Line		County Line
			Proposed President George Bush Turnpike		Interim Upper Pressure Plane
	Streets		Stream		Proposed Upper Pressure Plane
					Proposed Lower Pressure Plane

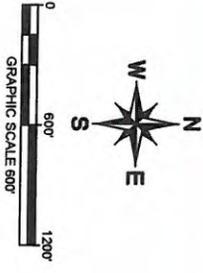
**Rowlett**  
T E X A S

**FREES & NICHOLS**

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THE GRANTHAM AND ASSOCIATES SEWER STUDY INCLUDES A GRAVITY MAIN ALONG THE LAKE EDGE THAT FLOWS TO THE NORTHWEST CORNER OF THIS PROJECT AND CONTINUES WEST. THE CONTENTS OF THIS PROJECT ARE TAKEN FROM ENGINEERS OPC SUMMARY ROBERTSON PARK OFF SITE WASTEWATER IMPROVEMENTS BY GRANTHAM AND ASSOCIATES DATED DEC. 1, 2014.

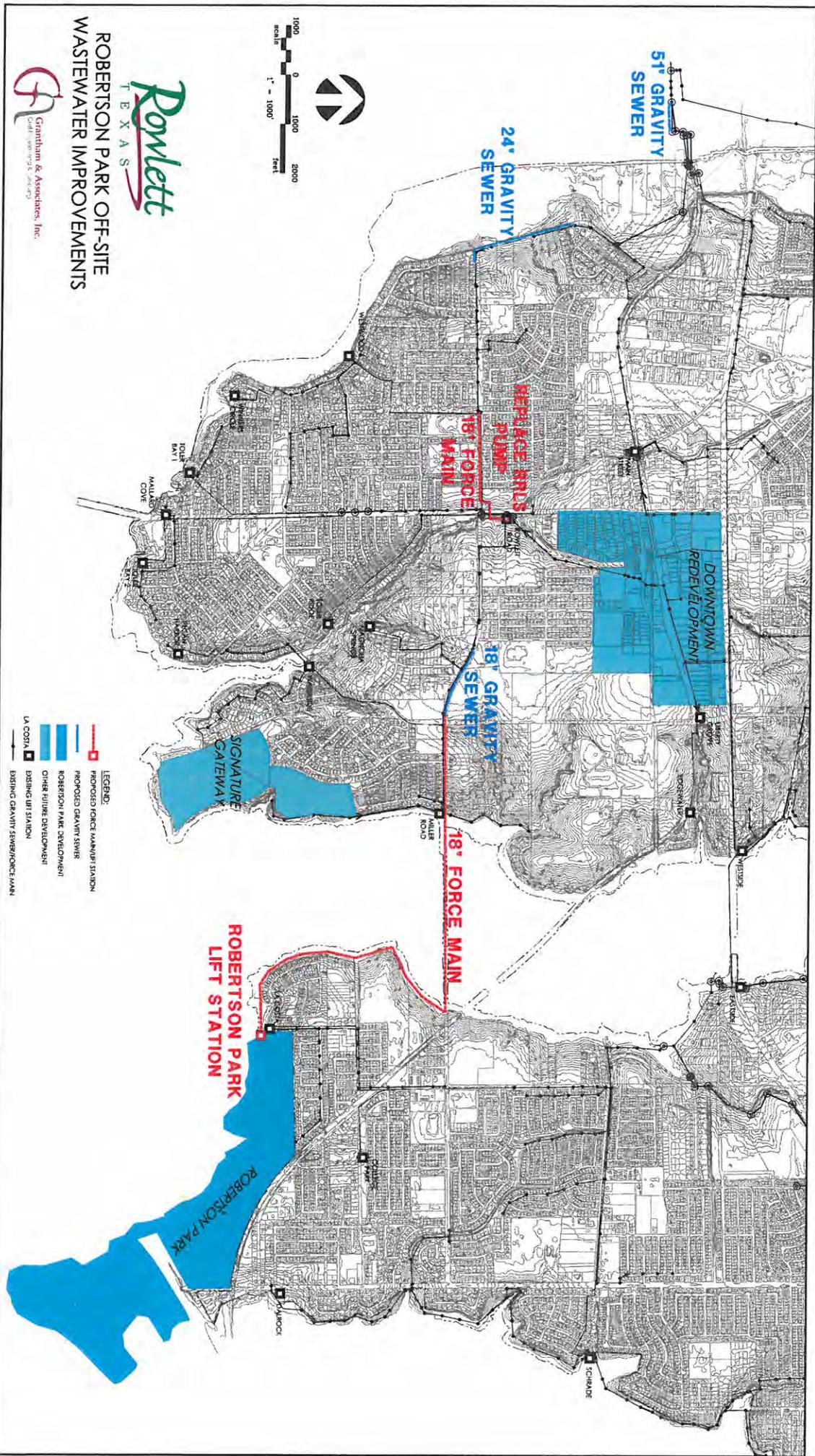
SINGLE FAMILY SUBDIVISION (FOR REFERENCE ONLY AND NOT INCLUDED IN THIS OPC)



LEGEND	
---	TADOT BOUNDARIES
—	PROPOSED GRAVITY WASTEWATER LINE (WW)
---	PROPOSED FORCE MAIN (FM)
□	PROPOSED LIFT STATION (L.S)
◆	STREET SEGMENT SEPARATOR
4	STREET SEGMENT

THIS EXHIBIT IS PART OF A SET OF EXHIBITS AND ARE TO BE INCLUDED WITH THE OPC FOR MAJOR INFRASTRUCTURE IMPROVEMENTS AT ROBERTSON PARK/DAVENSIDE DATED 04/09/2015

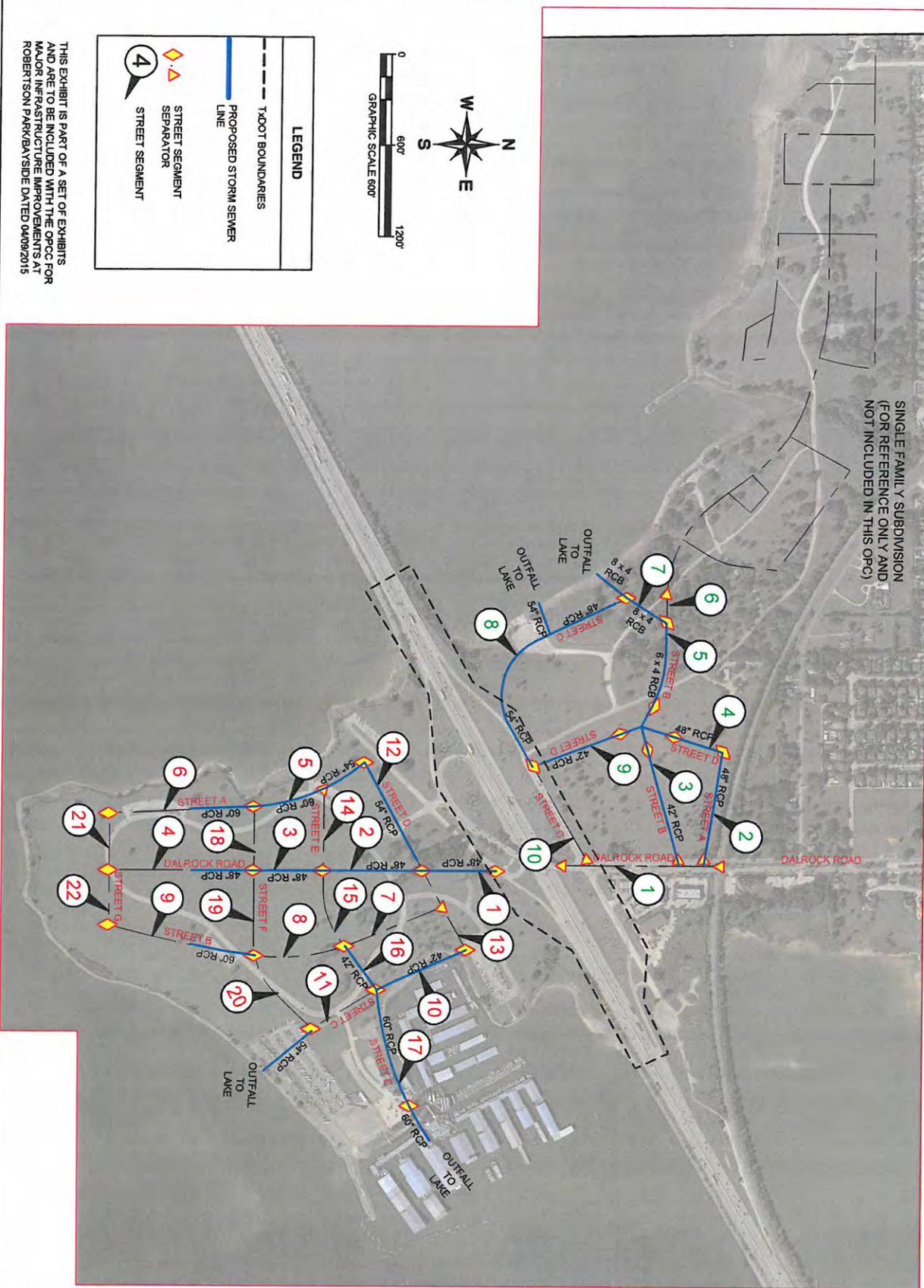
SHEET EX 4	PROPOSED WASTEWATER IMPROVEMENTS OPC EXHIBIT	ROBERTSON PARK ROWLETT, TEXAS	KHA PROJECT 064478301		12750 MERIT DRIVE, SUITE 1000, DALLAS, TX 75251 PHONE: 972-770-1300 FAX: 972-239-3820 WWW.KIMLEY-HORN.COM TX F-928	No.	REVISIONS	DATE	BY
			DATE 04/09/2015			SCALE AS SHOWN	DESIGNED BY PEM	DRAWN BY PEM	CHECKED BY JCR



**ROBERTSON PARK OFF-SITE  
WASTEWATER IMPROVEMENTS**

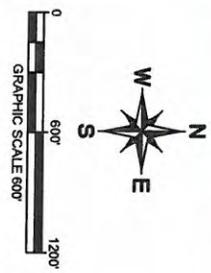


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LEGEND	
	TxDOT BOUNDARIES
	PROPOSED STORM SEWER LINE
	STREET SEGMENT
	SEPARATOR
	STREET SEGMENT



SHEET <b>EX 5</b>	<b>MAJOR DRAINAGE EXHIBIT</b>	<b>ROBERTSON PARK ROWLETT, TEXAS</b>	KHA PROJECT 064478301		No.	REVISIONS	DATE	BY	
			DATE 04/09/2015						
			SCALE AS SHOWN	12750 MERIT DRIVE, SUITE 1000, DALLAS, TX 75250 PHONE: 972-770-1300 FAX: 972-239-3520 WWW.KIMLEY-HORN.COM TX F-928					
			DESIGNED BY PEM						
			DRAWN BY PEM						
			CHECKED BY JCR						



**City of Rowlett**  
**Staff Report**

4000 Main Street  
P.O. Box 99  
Rowlett, TX 75080-0099  
www.rowlett.com

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**AGENDA DATE:** 04/14/15

**AGENDA ITEM:** 2B

**TITLE**

Consideration and action on a resolution approving a development agreement with Bayside Land Partners LLC (a/k/a Donahue Development Corporation) on the Elgin B. Robertson property and authorizing the Mayor to execute all necessary documents on the City's behalf.

**STAFF REPRESENTATIVE**

Jim Grabenhorst, Director of Economic Development

**SUMMARY**

The City of Rowlett and the City of Dallas have had longstanding discussions over the past decade regarding the potential sale of the Elgin B. Robertson property and boundary adjustment into Rowlett's municipal jurisdiction.

This development agreement will outline the responsibilities of both the City and developer as it relates to the planned Bayside project on the former Elgin B. Robertson property. The Bayside project will be a multi-year development process in which the Rowlett community will see this property innovatively master-planned for a mix of uses that will showcase Rowlett's "On the Water, On the Move" vision of the community.

**BACKGROUND INFORMATION**

The Elgin B. Robertson property consists of approximately 257 acres along Interstate 30 at the Dalrock Road interchange (see aerial map below). The north tract is located in Dallas County and consists of approximately 142 acres and the south tract is located in both Dallas County and Rockwall County and consists of approximately 115 acres.



The property was acquired by the City of Dallas in 1966 as part of the Forney Reservoir development, which is now known as Lake Ray Hubbard and was designated as a “park” upon its purchase. The property is approximately ten miles outside of the main city limits of the City of Dallas.

As mentioned above, both cities have had ongoing discussions over the past decade regarding the potential sale and boundary adjustment of this property. In order for a potential sale to occur, the City of Dallas needed voter approval to “de-park” the property. In November 2010, the City of Dallas placed a ballot proposition for voter approval and that proposition was rejected. In May 2013, the City of Dallas again placed a ballot proposition for voter approval which passed and allowed the two Cities to engage in negotiations in earnest.

On February 5, 2015, the Dallas Parks Board took action to recommend approval of the sale of Elgin B. Robertson to the City of Rowlett. On February 25, 2015, the Dallas City Council took action approving ILA and execution of a resolution to provide for the resultant boundary adjustments and on March 25, 2015, the Dallas City Council approved the final ordinance on the boundary adjustment of the property into Rowlett’s municipal territorial jurisdiction.

On March 17, 2015, Rowlett City Council approved the following items:

- Interlocal Agreement with the City of Dallas for the acquisition of the Elgin B. Robertson property (Resolution No. 029-15)
- Boundary Adjustments that would amend Rowlett's municipal jurisdiction to include the Elgin B. Robertson property (Ordinance No. 010-15)
- Amendment to the Interlocal Agreement and Lease between the City of Dallas and the City of Rowlett relating to the Take Line area (Resolution No. 030-15)
- Approval of a purchase and sale agreement with Donahue Development Corporation for the conveyance of the Elgin B. Robertson property (approximately 257 acres) pursuant to a Tax Increment Reinvestment Zone (TIRZ) (Resolution No. 031-15)

On March 27, 2015, Rowlett City Council approved the following:

- Resolution calling for the public hearing to create a TIRZ (Resolution No. 032-15)

On April 7, 2015, Rowlett City Council approved the following:

- Public Hearing and creation of the Tax Increment Reinvestment Zone Number Two, City of Rowlett, Texas on approximately 317 acres for the Bayside project (Ordinance No. 013-15)
- Appointment of the Board of Directors and Chairman for the Tax Increment Reinvestment Zone Number Two, City of Rowlett, Texas. (Resolution No. 043-15)
- Public Hearing and adoption of the City's Form Based Code zoning classifications for the property (Ordinance No. 014-15)

## **DISCUSSION**

The Development Agreement (Exhibit A) outlines the responsibilities of each party as it relates to the Bayside project and is consistent with the terms of the previously executed Purchase and Sale Agreement between both parties and the requirements of the ILA between the City of Rowlett and the City of Dallas.

City of Rowlett obligations:

- Creation of a TIRZ to facilitate reimbursement to Developer on funding public infrastructure improvements as authorized by the TIRZ Board of Directors
- Creation of a Public Improvement District (PID) to facilitate special assessments on properties within the district as authorized by the PID Board of Directors
- Adoption of zoning on the property consistent with the City's Form Based Code classifications pursuant to the ILA between City of Rowlett and City of Dallas

Developer obligations:

- Diligently pursue commencement of construction after acquisition of property and design of the public infrastructure improvements
- Assume assignment of the Bayview Marina License
- Provide one boat ramp for public use on the property

- Dallas Lake Patrol facility
  - Provide access to and operation of existing facility until notice of relocation to reservation area on southern property
  - Provide access and utility services upon relocation to reservation area
  - Provide five boat slips to be reserved for Dallas
- Rowlett to receive license or concession fees equal to five percent (5%) of all gross revenue from marina operations
- Flood Restriction requirements on property below 440.5 feet mean sea level
- Compliance on all obligations imposed on City pursuant to the ILA between City of Rowlett and City of Dallas

The following table depicts the anticipated action items and timeline associated with completing this transaction:

<b>ACTION</b>	<b>CITY</b>	<b>COMPLETION DATE</b>
Parks Dept. Recommendation	Dallas	February 5, 2015
City Council Action	Dallas	February 25, 2015
City Council Work Session	Rowlett	March 3, 2015
City Council Action	Rowlett	March 17, 2015
City Council Action – Boundary Adj.	Dallas	March 25, 2015
P&Z Zoning Public Hearing & Recommendation	Rowlett	April 6, 2015
City Council Public Hearing & Zoning Action	Rowlett	April 7, 2015
City Council Public Hearing & TIRZ Creation	Rowlett	April 7, 2015
City Council Action – Econ. Dev. Agreement	Rowlett	April 14, 2015
City Council Action – TIRZ Project Plan	Rowlett	April 14, 2015
Property Sale/Closing	Dallas/Rowlett	April 30, 2015
Property Sale/Closing	Rowlett/Donahue	April 30, 2015

### **FINANCIAL/BUDGET IMPLICATIONS**

The development agreement provides for the creation of a TIRZ and PID by separate City Council action. Specific budget implications associated with Council actions will be detailed in those respective staff reports.

In either case, neither the TIRZ nor PID financially encumber or indebted the City of Rowlett. The developer will secure appropriate financing and fund all improvements as it relates to the Bayside project and receive reimbursement for those improvements through the TIRZ and PID, not through existing tax revenues.

### **RECOMMENDED ACTION**

Approve a resolution for a development agreement with Bayside Land Partners LLC (a/k/a Donahue Development Corporation) on the Elgin B. Robertson property and authorizing the Mayor to execute all necessary documents on the City's behalf.

### **RESOLUTION**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ROWLETT, TEXAS, APPROVING A DEVELOPMENT AGREEMENT WITH BAYSIDE LAND PARTNERS, LLC, PROVIDING FOR THE DEVELOPMENT OF THE LAND FORMERLY OPERATED BY THE CITY OF DALLAS AS ELGIN B. ROBERTSON PARK, CONSISTING OF 257 +/- ACRES OF LAND LOCATED IN THE SOUTHERNMOST PORTION OF THE SOUTHEASTERN QUADRANT OF THE CITY, AND BEING MORE SPECIFICALLY DESCRIBED IN EXHIBIT "A;" AUTHORIZING THE MAYOR TO EXECUTE THE AGREEMENT ON THE CITY'S BEHALF; AND PROVIDING AN EFFECTIVE DATE.**

**WHEREAS**, the City of Rowlett, Texas, has entered into an Interlocal Agreement with the City of Dallas for the acquisition of title and territorial jurisdiction of 257+/- acres of land in the southernmost portion of the southeast quadrant of the City, formerly operated by the City of Dallas as Elgin B. Robertson Park (the "Property"), with the intent to induce the development of the land as a mixed-use development under the City's Form Based Code zoning; and

**WHEREAS**, the City has entered into letters of intent with Donahue Development Corporation, the predecessor entity of Bayside Land Partners, LLC, and desires to formalize the development agreement contemplated by the letters of intent.

**NOW THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF ROWLETT, TEXAS:**

**Section 1:** That the City Council of the City of Rowlett, Texas, hereby approves the Development Agreement with Bayside Land Partners, LLC, a true and correct copy of which is attached hereto and incorporated herein as Exhibit "A," and authorizes the Mayor to execute the Agreement on the City's behalf, and such related documents and instruments as may be necessary or appropriate to give effect to the Agreement and to this Resolution, upon City Attorney approval.

**Section 2:** That this resolution shall become effective immediately upon its passage.

## **ATTACHMENT**

Exhibit A – Development Agreement

STATE OF TEXAS           §  
   §  
 COUNTY OF DALLAS       §

### DEVELOPMENT AGREEMENT

This Development Agreement (this “Agreement”) is entered into this \_\_\_\_ day of \_\_\_\_\_, 2015 (the “Effective Date”) between the City of Rowlett, Texas, a Texas municipal corporation, (the “City”), and Bayside Land Partners, LLC, a Texas Limited Liability Company (“Developer”), each acting by and through its duly authorized representatives.

### RECITALS

**WHEREAS**, the City has entered into an Interlocal Agreement (“Interlocal”) with the City of Dallas, Texas, whereby territorial jurisdiction of the land formerly operated by the City of Dallas as Elgin B. Robertson Park, consisting of approximately 257 acres (the “Property”), has been adjusted into the city limits of the City; and

**WHEREAS**, the Interlocal also provides for the transfer of ownership of the Property to the City, and the parties have entered into a Purchase and Sale Agreement (the “Purchase and Sale Agreement”) whereby ownership of the Property will be acquired by the City and conveyed to Developer; and

**WHEREAS**, the Interlocal imposes certain obligations on the City which impose certain conditions on the use and development of the Property; and

**WHEREAS**, the Developer has prepared plans associated with the development of the Property and has the capability of securing sufficient investment and funding to design, construct and operate a project consisting of residential, retail and commercial facilities, together with the necessary infrastructure to accommodate the proposed development (the “Project”); and

**WHEREAS**, the proper development of the Property will require, among other things, the creation of a Tax Increment Reinvestment Zone and a Public Improvement District to enable and facilitate adequate funding for infrastructure and maintenance of certain improvements, as well as appropriate zoning under the City’s Form Based Code zoning classification; and

**WHEREAS**, the attraction of private investment and the diversification of retail and residential product types in the City will promote economic development, stimulate commercial activity, provide additional jobs and residential opportunities for the citizens of the City, generate additional tax revenue, and enhance the tax base and economic vitality of the City; and

**WHEREAS**, the City has determined that this Agreement will further the objectives of the City and will benefit the City and its inhabitants and will promote local economic development and stimulate employment, business and commercial activity in the City.

**NOW THEREFORE**, in consideration of the foregoing, and on the terms and conditions hereinafter set forth, the parties agree as follows:

## **ARTICLE 1**

### **Certain Definitions**

**“Commencement of Construction”** shall mean that (i) plans have been prepared and submitted to applicable governmental authorities; and (ii) all necessary permits for the commencement of construction on the Property pursuant to the respective plans have been issued by all applicable governmental authorities.

**“Force Majeure”** shall mean any delays due to strikes, riots, acts of God, shortages of labor or materials, war, adverse market conditions, governmental approvals, laws, regulations, or restrictions, or other cause beyond the control of the party.

**“Infrastructure”** means infrastructure necessary to develop the Project including streets and roads, site improvements, water and sewer facilities (other than services and lines on individual lots to mains), and drainage and related improvements, including but not limited to: (1) the design, engineering and construction of streets, roads, bridges, on- or off-site of the Project (and related type of improvements) necessary or advisable for the Project or for access or improved access to the Property; (2) the design, engineering, construction and installation of water, sewer and drainage utilities on- or off-site of the Property necessary for the development of the Project, and any portion of the underlying facilities necessary to extend, enlarge, support or provide such utility systems to the Property; (3) the design, engineering, construction and installation of drainage and related improvements on- or off-site of the Property (e.g. storm sewers, detention ponds, retention ponds, drainage pipes, culverts, oversizing of facilities) necessary for the Project, and (4) the construction of seawalls and/or retaining walls and the backfilling of the Property to raise the land to a height or elevation of at least 440.5 feet above mean sea level.

**“Project”** means the development, construction and operation of residential, retail and commercial facilities generally described in Exhibit “A,” attached hereto and incorporated herein, consisting of approximately 1,750,000 square feet of commercial space and 3,000 residential units, and all necessary or appropriate improvements to the Property for the facilities, including, but not limited to, parking areas, landscaping, fencing, and fixtures, and infrastructure necessary to develop, construct and operate the facilities, including but not limited to: (1) the design, engineering and construction of streets, roads, parking areas, drive approaches, utility infrastructure, landscaping, parks and drainage facilities; and, (2) the design, engineering and construction and operation of buildings, structures and amenities to be used for residential, retail and commercial purposes as generally depicted in Exhibit “A.”

## **ARTICLE 2**

### **Development Obligations**

**2.1. City’s Obligations.** To facilitate the Project, the City shall authorize the creation of a Tax Increment Reinvestment Zone and shall consider the creation of a public improvements district, and shall consider imposing Form Based Code district Zoning (to include New

Neighborhood/Urban Neighborhood, Urban Village, and Commercial Center districts), in accordance with the following:

- a) TIRZ. To facilitate the development of the Project, the City has created a tax increment reinvestment zone, entitled, "Tax Increment Reinvestment Zone Number Two, City of Rowlett, Texas (the "TIRZ"). The TIRZ is structured such that it will have the authority to issue bonded indebtedness to fund infrastructure improvements, and to provide direct reimbursements to the Developer for the Project's qualified costs. The City agrees that the TIRZ funds shall be used to reimburse the Developer for infrastructure that is consistent with the approved final Project and Financing Plan.
- b) PID. The Developer, upon its acquisition of title to and ownership of the real estate, shall submit a petition requesting that the City establish a Public Improvement District on the Property (the "PID"), such that the PID will have the authority to impose special assessments on properties within the boundaries of the PID in order to facilitate funding of authorized improvements in accordance with Chapter 372, Texas Local Government Code. The PID described herein shall be separate and distinct from any public improvement district, municipal management district, or other entity providing for the maintenance or repair of the Project's public common areas and amenities as may be required under the City's Form Based Code zoning regulations. The Developer will be permitted to request the formation and establishment of an Operations & Maintenance Public Improvement District ("O&M PID") or other similar entity to provide for the maintenance or repair of the Project's public common areas and amenities.
- c) Zoning. Without compromising its legislative discretion, the City shall consider imposing Form Based Code zoning on the Property, under which the Project will be designed and developed. The zoning to be considered shall be consistent with Exhibit "A."

**2.2. Developer's Obligations.** Subject to events of force majeure, the Developer shall accomplish, perform or cause to be performed the following:

- a) The Developer shall diligently commence the Project following transfer of title to the Property to the Developer. As used herein, commencement of the Project shall refer to the design of infrastructure improvements, securing appropriate financing, securing appropriate permits and approvals, and implementation of the Project. Developer shall diligently pursue the development of the Project. Developer shall apply for all permits required by applicable laws promptly following execution of this Agreement and the approval of the TIRZ, PID and zoning. The Project, and its various components, must receive approval for the regulating plan (to establish overall site design, phasing, fire circulation and tree mitigation), development plan (to establish site design by phase, building articulation, landscaping, lighting and parking), civil engineering plans, and plat, and shall commence construction of the Project diligently after regulating plan and plat approval. All components of the Project and all

conduct, construction, and activities associated with the design, development, construction and occupancy of the Project shall be in compliance with all applicable laws and ordinances.

- b) Marina Operations. The Developer shall assume by assignment the rights as landlord to lease the existing marina site on the Property (the “Bayview Marina”). Developer may, at its option, terminate the Bayview Marina lease and relet or redevelop the existing marina facility, subject to approval of the City of Dallas. Subject to approval of the City of Dallas, the Developer may construct and operate, or cause to be constructed and operated up to two total marina sites. The design of any marina improvements are subject to that Boat Carrying Capacity Study for Lake Ray Hubbard prepared for Dallas Water Utilities by Dunkin, Sims, Stoffels, Inc., with Alan Plummer Associates Inc., Geo Marine Inc., and Certes Environmental Laboratories; regarding the boat carrying capacity of the lake and marina build-out limitations. Marinas may be designed and constructed to support up to an aggregate maximum of 1,005 boat slips. The City of Dallas, through the Interlocal Agreement, has committed to reserving up to 1,005 boat slips for use at marina sites on the Property for a period of seven (7) years following the effective date of the Interlocal Agreement. If marinas are not constructed to utilize this maximum number of boat slips within this 7-year period, no further obligation by the City of Dallas to reserve the unused boat slip capacity will exist and Developer shall thereafter be required to submit applications to Dallas for boat slips, subject to the then boat carrying capacity available on the lake when Developer makes its application. In such event, the Developer’s application shall not have priority over any other applications then under Dallas review. The City agrees to cooperate with Developer if and to the extent that approvals from the City of Dallas or other local, state or federal entities or agencies are required.
- c) Public Boat Ramps. The Developer shall at all times agree to operate, maintain, construct or cause the construction of at least one boat ramp on the Property for public use on a non-fee basis. The location of the boat ramp(s) shall be at Developer’s discretion.
- d) Dallas Lake Patrol. The parties acknowledge that the City of Dallas conducts Lake Patrol law enforcement operations from the Property. A one-acre site (the “Reservation Area”) is reserved at a mutually agreed location from which such lake patrol operations may be conducted. At the time of the execution of this Agreement, Lake Patrol operations are conducted from an existing location on the northern portion of the Property. For so long as Dallas maintains Lake Patrol operations from the Property, the Developer shall comply with the following conditions:
- (i) The Developer shall permit access from the Dallas Lake Patrol’s existing facility to the lake and to a preferred boat launch ramp to enable continued Lake Patrol operations until such time as the Lake Patrol operations are relocated to the Reservation Area.

- (ii) Upon relocation to the Reservation Area, the Developer shall cooperate with the City to install and furnish adequate City-provided utility services and shall provide right-of-way access to the Reservation Area to accommodate the Lake Patrol. The Developer shall further install and maintain appropriate landscaping and screening within a reserved 20-foot perimeter within the Reservation Area.
  - (iii) In the event that Developer constructs a marina or Dallas maintains the use of boat slips in the existing Bayview Marina, Developer shall maintain and reserve for Lake Patrol use five (5) boat slips to be reserved for Lake Patrol and Dallas Fire Department use, which slips shall be not less than 14' x' 30', at least two shall be of sufficient size to accommodate a 40' boat, and shall be covered with electricity, water and boat lifts. The City will cooperate with Developer to recover from Dallas the differential costs associated with constructing, installing and maintaining the slips reserved for Dallas use, and all differential costs associated with installation and maintenance of boat lifts and all furnished utilities. The term "differential costs" is defined to mean that additional cost incurred by Developer to deviate from its standard boat slip located in any other part of the marina and not reserved for Dallas Lake Patrol or Fire use. Dallas shall be solely responsible for the installation of boat lifts necessary for its use.
- e) Concessions. The Developer shall assume by assignment the rights as landlord to lease the existing marina site on the Property (the "Bayview Marina"). The Developer shall be entitled to all rents, income and security deposits associated with the Bayview Marina, subject to the City's right to collect concession fees from the operations of the Bayview Marina and any other marina constructed on the Property. The Developer hereby agrees that the City shall receive a concession fee from any marina located on or accessed from the Property in an amount equal to five percent (5%) of all gross revenues earned from all boat slip rentals conducted at all marinas.
- f) Flood Restriction. That portion of the Property below an elevation of 440.5 feet mean sea level is subject to a flood restriction as set forth in the Interlocal Agreement and the documents by which title to the Property has been exchanged. All construction of structures and amenities on the Property shall comply with the flood restriction.
- g) Compliance with Interlocal and Laws. The Developer shall comply with obligations imposed on the City by the Interlocal Agreement in connection with the use of the Property and the construction, maintenance and operation of improvements on the Property. The Project shall not be used for any other purpose other than those uses permissible under the Form Based Code zoning regulations applicable to the Property, and shall operate as such continuously. The Developer agrees to comply with all laws, rules regulations, and requirements imposed by federal, state or local entities or agencies with jurisdiction over the Property and the Project.

### ARTICLE 3 Covenants, Representations, and Warranties

#### 3.1 Existence; Authority.

- a) Developer represents and warrants that it has sufficient legal authority to conduct business in the State of Texas; that it has full capacity and authority to grant all rights and assume all obligations that it has granted and assumed under this Agreement; and that the person or persons executing this Agreement on its behalf has been duly authorized to do so.
- b) The City represents and warrants that it has full capacity and authority to grant all rights and assume all obligations that it has granted and assumed under this Agreement; and that the person or persons executing this Agreement on its behalf has been duly authorized to do so.

**3.2 Limitation of Liability.** The City and its past, present and future officials, officers, employees and agents make no warranties and assume no responsibilities or liabilities to Developer, or any third party in connection with the development and improvement of the Property and the Project, and Developer hereby holds harmless and waives any and all claims against the City and its officials, officers, employees, agents and representatives for any claims, losses, injury, or damage to persons or property. It is acknowledged and agreed by the parties that the terms of this Agreement are not intended to and shall not be deemed to create any partnership or joint venture among the parties and neither party shall in any way be deemed an agent of the other. Developer acknowledges and agrees that there shall be no personal recourse to the officials, officers, employees or agents of the City, who shall incur or assume no liability in respect of any claims based upon or relating to this Agreement. By entering into this Agreement, the City does not and shall not be deemed to waive any defenses or immunities, whether governmental, sovereign, official, qualified or otherwise, all such defenses and immunities being hereby expressly retained. Nothing in this Agreement is intended, and nothing herein shall in any way be deemed, to confer or create any rights in any person not a party to this Agreement.

**3.3 Recitals.** The recitals in the preamble to this Agreement are hereby incorporated herein as part of this Agreement.

**3.4 Binding Agreement; Assignment.** The terms and conditions of this Agreement are binding upon the successors and assigns of all parties hereto. This Agreement may be assigned by Developer, and Developer shall have the authority to assign, sell or transfer ownership of the Project or the Property to any person, with the consent of the City, which consent shall not be unreasonably withheld. However, no consent shall be required from the City for an assignment or transfer to an affiliate, parent or subsidiary of Developer, but notice of such assignment or transfer shall be given.

**3.5 Governing Law.** The validity of this Agreement and all of its terms and provisions, as well as the rights and duties of the parties, shall be governed by the laws of the State of Texas, and venue for any action concerning this Agreement shall lie exclusively in the state courts of appropriate jurisdiction in Dallas County, Texas.

**3.6 Amendment.** This Agreement may be amended only by the mutual written agreement of the parties hereto.

**3.7** Legal Construction. In the event any one or more of the provisions contained in this Agreement shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect the other provisions hereof, and the Agreement shall be construed as if such invalid, illegal, or unenforceable provision had never been contained in it.

**3.8** Notices. All notices which are required or permitted hereunder must be in writing and shall be deemed to have been given, delivered or made, as the case may be (notwithstanding lack of actual receipt by the addressee): (i) upon actual receipt or refusal by the addressee by hand, telecopier or other electronic transmission; or (ii) three (3) business days after having been deposited in the United States mail, certified or registered, return receipt requested, sufficient postage affixed and prepaid; or (iii) one (1) business day after having been deposited with an expedited, overnight courier service (e.g. U.S. Express Mail or Federal Express) for one-day delivery, addressed to the party to whom notice is intended to be given at the following addresses:

If intended for City, to:

City of Rowlett  
4000 Main Street  
Rowlett, Texas  
Attn: City Manager

With a copy to:

David M. Berman, City Attorney  
Nichols, Jackson, Dillard,  
Hager & Smith, L.L.P.  
1800 Lincoln Plaza  
500 North Akard Street  
Dallas, Texas 75201

If intended for Developer, to:

Bayside Land Partners, LLC  
15443 Knoll Trail, Suite 130  
Dallas, Texas 75248

With a copy to:

William Dahlstrom or  
Myron Domic  
Jackson Walker LLP  
901 Main Street, Suite 6000  
Dallas, Texas 75202

**3.9** Entire Agreement. This Agreement is the entire agreement between the parties with respect to the subject matter covered in this Agreement. There is no other oral or written agreement between the parties that in any manner relates to the subject matter of this Agreement.

**3.10** Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one and the same document.

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement as of the date first below written.

EXECUTED on this the \_\_\_\_ day of April, 2015.

CITY OF ROWLETT, TEXAS

\_\_\_\_\_  
City Manager

ATTEST:

APPROVED AS TO FORM:

\_\_\_\_\_  
City Secretary

\_\_\_\_\_  
City Attorney

EXECUTED on this the \_\_\_\_ day of April, 2015.

DEVELOPER

BAYSIDE LAND PARTNERS, LLC

By: \_\_\_\_\_  
Name: Kent Donahue  
Title: Sole Manager



City of Rowlett  
Staff Report

4000 Main Street  
P.O. Box 99  
Rowlett, TX 75080-0099  
www.rowlett.com

**AGENDA DATE:** 04/14/15

**AGENDA ITEM:** 3A

**TITLE**

Discuss municipal regulation of alcohol beverage sales. (30 minutes)

**STAFF REPRESENTATIVE**

Brian Funderburk, City Manager  
Marc Kurbansade, Director of Development Services

**SUMMARY**

A Local Option Election for packaged liquor sales within the City of Rowlett is scheduled for May 9, 2015. The purpose of this Work Session item is to discuss the regulatory authority that the City of Rowlett has as it pertains to the location and operation of alcohol beverage sales, particularly packaged liquor sales.

**BACKGROUND INFORMATION**

City of Rowlett alcoholic beverage regulations are set forth in Chapter 10, Article II of the Code of Ordinances (Attachment 1). These regulations basically address the sale of alcoholic beverages within proximity to churches, public or private schools, public hospitals, and daycare centers or childcare facilities. The State of Texas is the primary regulating authority of businesses who sell alcohol and are contained in Alcoholic Beverage Code §1.01 et seq.

**DISCUSSION**

The sale of alcohol in a municipality is highly regulated by the State. In general, municipalities cannot impose stricter standards than the State; however, there is the ability to impose certain regulations.

**Regulations in effect under the State**

As indicated above, the ability of municipalities to regulate businesses associated with the sale of alcohol is largely superseded by the Texas Alcoholic Beverage Code. In summary, municipalities cannot impose stricter standards than that imposed by the Texas Alcoholic Beverage Code (as per section § 109.57). Regulations in effect by the State include the following:

- Governmental entities may not impose stricter standards on businesses who sell alcohol than allowed by the State.
- Governmental entities may not discriminate against a business holding such a license.
- Zoning regulations enacted after June 11, 1987, may not impose additional restrictions on a licensee.

- Businesses who primarily sell food and beverages are not limited to the 300 foot requirements (note: alcohol sales may not exceed 50% of gross receipts).

### **Regulations in effect under the City of Rowlett?**

The City of Rowlett's regulatory oversight of the sale of alcoholic beverages is contained in Chapter 10, Article II of the City Code of Ordinances. These regulations are consistent with and do not supersede the regulations set forth by the State in the Alcoholic Beverage Code. City regulations primarily control distance requirements within proximity to churches, public or private schools, public hospitals, and daycare centers or childcare facilities as listed below.

#### Church, Public Hospital

Alcoholic beverages shall not be sold by a dealer whose place of business is within 300 feet. The distance under the code is measured between the place of business where alcohol is sold and the church or public hospital based on the property lines along the street fronts and from front door to front door. (*Reference: Section 10-32(b) of the City of Rowlett Code of Ordinances.*)

#### Public or Private School, Daycare Center or Childcare Facility

Alcoholic beverages shall not be sold by a dealer whose place of business is within 300 feet. The distance under the code is measured in a direct line from the property line of the place of business where alcohol is sold to the property line of the public or private school. (*Reference: Section 10-32(b) of the City of Rowlett Code of Ordinances.*)

#### Variances

The City's regulations allow approval of a variance related to the distance requirements. In short, the review of a variance would be based upon the guidelines set forth in Section 10-33 of the Code of Ordinances as follows: if the Council determines that enforcement of the regulation in a particular instance is not in the best interest of the public, constitutes waste or inefficient use of land or other resources, creates an undue hardship on an applicant for a license or permit, does not serve its intended purpose, is not effective or necessary, or for any other reason the Council, after considering the health, safety and welfare of the public and the equities of the situation, determines that it is in the best interest of the community.

#### Zoning

Through its zoning powers, the City of Rowlett does have the ability to regulate establishments that sell alcoholic beverages; however, these regulations must be drafted with respect to **all retail establishments**, and not only establishments that sell alcoholic beverages. For example, the rezoning of property from a commercial/retail zoning district to a residential zoning district would cast a wide net and effectively regulate establishments that sell alcoholic beverages as well as all other retail establishments.

#### Protests

The City may file a protest with the TABC requesting that a license or permit be denied, suspended, or cancelled. The protest must show that the place or manner in which the business is being conducted warrants the cancellation based on the general welfare, health, peace, safety, or public sense of decency. Upon receiving such a protest, the TABC must set a cancellation or suspension hearing.

### **What additional restrictions are imposed on package liquor stores?**

There are additional restrictions imposed on package liquor stores that are not imposed on other establishments under the TABC regulations. These additional restrictions are listed below.

- Cannot allow anyone under the age of 21 on the premises without parent or adult legal guardian.
- Cannot knowingly utilize or employ any person under the age of 21 to work on the premises of a package store in any capacity.
- Can only be open from 10:00am to 9:00pm and must be closed on Sunday, Thanksgiving Day, Christmas Day, and New Year's Day.
- All stores occupied as a package liquor store after September 1, 1995 must contain a rear or side entrance which opens onto a street, parking lot, public sidewalk, or the public area or common area of a mall or shopping center, which may be used for receipt and processing of merchandise but which shall in any event serve as an emergency exit from the premises.

### **Conclusion**

In summary, it should be noted that the coordination between local and state regulations can appear to be complicated. There are often many conflicts and exceptions that require clarification. Attachment 2 provides some clarification on some of the questions that typically arise with respect to Alcohol Regulations. The Document is available on the City of Arlington, Texas website and prepared by Claire Swann who is an attorney at Abernathy, Roeder, Boyd & Joplin P.C.

### **FINANCIAL/BUDGET IMPLICATIONS**

N/A

### **RECOMMENDED ACTION**

This item is intended to be a discussion item only.

### **ATTACHMENTS**

Attachment 1 – City of Rowlett Alcoholic Beverages Regulations

Attachment 2 – Top Ten Questions on Alcohol Regulations, City of Arlington, Texas

ARTICLE II. - ALCOHOLIC BEVERAGES

FOOTNOTE(S):

--- (2) ---

**Editor's note**— Ord. No. 02-03-04A, §§ 1, 2, adopted Feb. 3, 2004, amended Art. II in its entirety to read as herein set out. Former Art. II, § 10-31, pertained to sale within 300 feet of a church, public or private school, or public hospital, and derived from Code 1982, § 6-8-1.

**Cross reference**— Alcoholic beverages in parks facilities, § 42-82. [\(Back\)](#)

**State Law reference**— Alcoholic beverages, V.T.C.A., Alcoholic Beverage Code § 1.01 et seq. [\(Back\)](#)

Sec. 10-31. - Purpose.

The purpose of alcoholic beverage regulations is to protect the public health, safety and public welfare.

(Ord. No. 02-03-04A, § 2(6-18-1), 2-3-2004)

Sec. 10-32. - General requirements.

- (a) Alcoholic beverages shall not be sold by a dealer whose place of business is within 300 feet of a church, public or private school, or public hospital. This subsection does not apply to the holder of:
  - (1) A license or permit who also holds a food and beverage certificate covering a premise that is located within 300 feet of a private school; or
  - (2) A license or permit covering a premise where minors are prohibited from entering under Section 109.53 of the Texas Alcoholic Beverage Code, as amended, and that is located within 300 feet of a private school.
  - (3) A license or permit issued under Chapter 26 of the Texas Alcoholic Beverage Code covering a premise that is located within 300 feet of a day-care center or child care facility.
- (b) The measurement of the distance between the place of business where alcoholic beverages are sold and the church or public hospital shall be along the property lines of the street fronts and from front door to front door, and in direct line across intersections.
- (c) The measurement of the distance between the place of business where alcoholic beverages are sold and the public or private school shall be:
  - (1) In a direct line from the property line of the public or private school to the property line of the place of business, and in a direct line across intersections; or
  - (2) If the permit or license holder is located on or above the fifth story of a multistory building, in a direct line from the property line of the public or private school to the property line of the place of business, in a direct line across intersections, and vertically up the building at the property line to the base of the floor on which the permit or license holder is located.
- (d) Every applicant for an original alcoholic beverage license or permit for a location with a door by which the public may enter the place of business of the applicant that is within 1,000 feet of the nearest property line of a public or private school, measured along street lines and directly across intersections, must give written notice of the application to officials of the public or private school before filing the application with the Texas Alcoholic Beverage Commission. A copy of the notice must be submitted to the commission with the application. This subsection does not apply to a permit or license covering a premise where minors are prohibited from entering the premises.
- (e) Except as provided herein, provisions relating to a public school also apply to a day-care center and a child-care facility as those terms are defined by Section 42.002, Human Resources Code.

This section does not apply to a permit or license holder who sells alcoholic beverages if:

- (1) The permit or license holder and the day-care center or child-care facility are located on different stories of a multistory building; or
  - (2) The permit or license holder and the day-care center or child-care facility are located in separate buildings and either the permit or license holder or the day-care center or child-care facility is located on the second story or higher of a multistory building.
  - (3) The permit or license holder is located within 300 feet of a day care or child care facility as required by state law.
- (f) Permit required.
- (1) No person, corporation or association shall sell alcoholic beverages within the city without first having applied for and been granted a valid permit issued by the city to sell alcoholic beverages. Upon the exhibition of a license or permit duly issued by the State of Texas to the applicant, the city secretary shall, in the name of the city, issue and deliver to the applicant a permit to engage in the business in the city of the character described in and authorized by the license or permit from the state held by the applicant. The license or permit so issued in the name of the city shall authorize the conduct of such business upon the premises described in a license or permit from the state and shall remain in force only so long as the license or permit from the state remains in force.
  - (2) An applicant for a permit under this section shall pay a fee at the time of the submission of the application. The fee shall be equal to one-half of the state fee for each permit issued for premises located within the city.

(Ord. No. 02-03-04A, § 2(6-18-2), 2-3-2004; Ord. No. 037-06, § 1, 8-1-2006; Ord. No. 003-11, § 1, 3-1-2011; Ord. No. 001-13, § 1, 1-15-2013)

**Cross reference**— Zoning, ch. 102.

**State law reference**— Similar provisions, V.T.C.A., Alcoholic Beverage Code § 109.33(a), (h).

Sec. 10-33. - Variances.

- (a) Upon application, the city council may hear and determine whether and to the extent that a variance from the distance requirements imposed by section 10-32(a) of this article should be granted.
- (b) The council may grant a variance to section 10-32(a) if it determines that enforcement of the regulation in a particular instance is not in the best interest of the public, constitutes waste or inefficient use of land or other resources, creates an undue hardship on an applicant for a license or permit, does not serve its intended purpose, is not effective or necessary, or for any other reason the council, after consideration of the health, safety, and welfare of the public and the equities of the situation, determines is in the best interest of the community.

(Ord. No. 001-13, § 2, 1-15-2013)

Secs. 10-34—10-60. - Reserved.

# Top Ten Questions on Alcohol Regulations

Claire E. Swann<sup>1</sup>



## QUESTION 1

### **Can city ordinances be more prohibitive than the Texas Alcoholic Beverage Code?**

Municipal regulations are preempted by the Texas Alcoholic Beverage Code (the "Code").<sup>2</sup> A municipality, whether general law or home-rule, will look to the legislature for a grant of authority to regulate businesses selling alcohol ("alcoholic beverage establishments").<sup>3</sup> This has been interpreted to mean that a city generally may not be more prohibitive than the Code.<sup>4</sup>

There are, however, some exceptions to this general rule. A zoning regulation formally adopted by the municipality prior to June 11, 1987 and which is otherwise valid, is NOT preempted by the Code.<sup>5</sup> For example, if a Planned Development District adopted prior to June 11, 1987 requires 1,200-foot spacing between alcoholic beverage establishments, the City can continue to enforce this requirement even though it is more prohibitive than the Code.

But even with zoning regulations adopted before June 11, 1987, municipalities can only amend such zoning regulations if the amendment lessens the restrictions on the alcoholic beverage establishment or does not impose additional restrictions on the alcoholic beverage establishment.<sup>6</sup> A zoning regulation is defined broadly in this context as "any charter provision, rule, regulation, or other enactment governing the location and use of buildings, other structures, and land."<sup>7</sup>

A city is also allowed to be more prohibitive when regulating the location of alcoholic beverage establishments that derive 75% or more of its revenue from the sale of alcohol for on-premise

consumption.<sup>8</sup> This means a bar could be further regulated, but a liquor store could not.<sup>9</sup>

Furthermore, Dallas and Houston are permitted to be more prohibitive than the Code when regulating the location of private clubs if 35% or more of the revenue comes from alcohol sales.<sup>10</sup>



## QUESTION 2

### **What is a local option election and how does it affect the city?**

The local option provision of the Code gives voters the ability to determine whether the sale of specific types of alcoholic beverages will be prohibited or allowed within an area.<sup>11</sup> An area is "dry" as to a particular type of alcoholic beverage if the sale is prohibited.<sup>12</sup> An area is "wet" as to a particular type of alcoholic beverage if the sale of alcohol is allowed.<sup>13</sup> An area retains its wet or dry status until changed by local option election in the same authorized voting unit.<sup>14</sup>

A local option status of a city controls over the local option status of a justice precinct if only part of the justice precinct is in the city limits.<sup>15</sup> The local option status of a justice precinct controls over the local option status of a city if the justice of the peace precinct is wholly within the city limits.<sup>16</sup>

A local option election may only be held in the same political subdivision boundaries that originally determined the wet or dry status, but may include any area added to the political subdivision after its creation.<sup>17</sup>

If the boundaries of the justice of the peace precinct have changed since the local option status was

established, the county commissioners court must define the original precinct boundaries.<sup>18</sup>

The city must certify the wet or dry status on permit applications and whether sale of alcohol is prohibited by charter or ordinance.<sup>19</sup> Note: an application for a permit or license should not be certified by the city unless sale of alcohol is permitted by the zoning regulations.



**QUESTION 3**

**Does the Code allow cities to prohibit alcohol sales and/or expand distance requirements?**

Cities may prohibit the sale of liquor in residential areas only by charter.<sup>20</sup> A city may prohibit the sale of beer in residential areas by ordinance or charter<sup>21</sup> and may distinguish between on-premise and off-premise sales of beer.<sup>22</sup>

Cities can adopt distance requirements for alcoholic beverage establishments.<sup>23</sup> Sale of alcohol within 300 feet of a church, public or private school, or public hospital is prohibited.<sup>24</sup> Note that the definition of “public school” is a school supported with public funds.<sup>25</sup> The definition of “private school” means a private school, including a parochial school, that: (1) offers a course of instruction for students in one or more grades from kindergarten through grade 12; and (2) has more than 100 students enrolled and attending courses at a single location.<sup>26</sup>

The 300 foot spacing requirement does not apply to a holder of a food and beverage certificate within 300 feet of a private school.<sup>27</sup> It also does not apply to a liquor store where minors are prohibited from entering within 300 feet of a private school.<sup>28</sup>

Sale of alcohol within 300 feet of a day-care center or child-care facility is prohibited.<sup>29</sup> This restriction only applied to permits or licenses under TABC Chapter 25 (beer and wine retailer), 28 (mixed beverage), 32 (private club), 69 (retail dealer’s on-remise license) and 74 (brewpub license).<sup>30</sup> The

restriction does not apply to the holder of a food and beverage certificate.<sup>31</sup>

The restriction does not apply if the alcohol business and the child-care facility are on different floors of a multi-story building.<sup>32</sup> Also, this restriction does not apply if the alcohol beverage establishment and the child-care facility are in separate buildings and the child-care facility is not on the ground floor.<sup>33</sup> Further, this restriction does not apply to foster homes.<sup>34</sup>



**QUESTION 4**

**How does a city measure distance requirements?**

The Code establishes the method of measurement for the distance requirements.<sup>35</sup> A city ordinance cannot require a different method of measurement than the Code.<sup>36</sup>

**Church and public hospital:** Along the property lines of the street fronts and from front door to front door, and in a direct line across intersections.<sup>37</sup> The measurement is from the nearest point of the door, then to the property line of the street front, then to the nearest point of the other door.<sup>38</sup> Front door means any outside entrance facing or fronting a public street. A premise may have more than one front door.<sup>39</sup> An alcoholic beverage establishment may move its front door and in turn, evade the 300 foot distance requirement.<sup>40</sup>

**Schools, day-care centers, and child care facilities:** In a direct line from the property line of the public school/day-care/child care facility to the property line of the alcohol beverage establishment, and in a direct line across intersections.<sup>41</sup>

**General Rules on Measurements.** Measurements can be across street in the middle of the block. You don’t have to measure to the intersection.<sup>42</sup> The measurement across intersections is diagonally, not corner to corner. The distance is in a straight line,

not the usually traveled route.<sup>43</sup> The shortest possible distance is the one that controls.<sup>44</sup>

Please note that some large Texas cities require (or are considering requiring) that a permit for an alcoholic beverage establishment be submitted along with a professional survey showing that they meet the distance requirements. This is an attempt to avoid potential measurement errors made by city staff.



**QUESTION 5**

**Do alcohol establishments have vested rights?**

An alcoholic beverage establishment is grandfathered with regard to the distance requirements if at the time an original alcoholic beverage permit or license is granted for a premises, the premises satisfies the distance requirements from schools, churches, etc....<sup>45</sup>

On a sale or transfer of the business in which a new original license or permit is required for the premises, the premises shall be deemed to satisfy any distance requirements as if the issuance of the new original permit or license were a renewal of a previously held permit or license.<sup>46</sup>

That being said, the grandfathering of the distance from a public school will be lost if the business violates certain provisions of the Code.<sup>47</sup> A business also can only retain its grandfathering rights from a public school if it is sold to a surviving spouse or child.<sup>48</sup>

Although the Code clearly states that an alcoholic beverage establishment is grandfathered at the time the alcoholic beverage license or permit is issued by the TABC, the following situation may arise. A developer submits a plat to the city for approval. The developer intends to develop the property as a liquor store. At the time the plat was filed, the property meets the alcohol spacing requirements.

Then, before the applicant receives its alcohol permit or license, a church is built within 300 feet of the location where the liquor store will be located. Under the Code, they would not be grandfathered.

Regardless of the Code's express provision, developers will likely try to argue that their rights vested under Chapter 245 when they submitted their initial municipal permit application with the city.

It is this author's opinion that an alcoholic beverage establishment will "vest" with regard to distance requirements only at the time when the alcohol permit/license is granted by the TABC – not when the original permit is filed with the City. I have come to this conclusion for several reasons, two of which are provided below

First, municipalities are preempted by the Code, and the Code explicitly calls out the limited circumstances in which grandfathering rights apply. NOTE: The vested rights issue may ultimately be moot anyway. To operate an alcoholic beverage establishment requires not only city approval, but also TABC approval. Regardless of whether the city recognizes vested rights at an earlier date, the TABC is not bound by Chapter 245, but rather the Code. This means the TABC cannot grant a permit and/or license unless the alcohol beverage establishment meets all of the distance requirements *at the time the TABC grants the permit and/or license.*

Second, Under Chapter 245 of the Texas Local Government Code, submitting a permit application locks in those regulations that are in place at the time the permit application is filed with the city. An argument can be made that even if a developer has to comply with the distance requirements due to intervening development, those are the same distance requirements that were in effect at the time the developer filed its permit application with the city. The city has no control over whether the distance requirements have been triggered by intervening private development.



**QUESTION 6**

**Does a food and beverage certificate affect the city’s ability to regulate?**

To obtain a food and beverage certificate, food service must be the primary business being operated on the premises, the holder must have food service facilities for the preparation and service of multiple entrees, and alcohol sales may not exceed 50 percent of gross receipts.<sup>49</sup> To renew a food and beverage certificate, the comptroller must certify that alcohol sales do not exceed 50 percent of gross receipts.<sup>50</sup>

When first authorized in 1995, food and beverage certificates originally allowed alcohol sales up to 75 percent.<sup>51</sup> At that time, municipalities were allowed to regulate the location of establishments that derived more than 75 percent of their gross income from on-premise sales.<sup>52</sup> In 2001, the food and beverage certificate was amended to 50 percent,<sup>53</sup> but a coordinating amendment to municipal authority was not made.<sup>54</sup>

If a business has a food and beverage certificate, they are exempt from the 300 foot spacing from private schools, day-care centers and child-care facilities.<sup>55</sup> They are also exempt from municipal regulation of the location of private clubs.<sup>56</sup>



**QUESTION 7**

**Can a city create exemptions to its alcohol spacing requirements?**

**Variations.** The Code states that a city council may allow variances to their alcohol spacing requirements if the city council determines that “Enforcement of the regulation in particular instance is not in the best interest of the public, constitutes waste or inefficient use of land or other resources, creates an undue hardship on an applicant for a

license or permit, does not serve its intended purpose, is not effective or necessary, or for any other reasons the city council determines is in the best interest of the community.”<sup>57</sup>

Although an argument can be made that a city’s zoning ordinance does not need to create a variance process since it is already provided for by state statute, in an abundance of caution, this author recommends that a municipality adopt an ordinance that grants the city council the authority to grant variances before actually issuing variances.

This author also recommends that a municipality not only adopt the variance standard provided by the Code, but also delineate those additional findings that would make up the Code’s broad “best-interest” standard. By creating specific parameters as to when a variance can be granted, the ordinance would provide better notice of what standards apply, and the municipality can better ensure that the same standard will apply to all variance applications. This will create an easier administrative process, perhaps cut down on due process and equal protection challenges, and provide a more defensible ordinance.

**Waivers by Adjacent Triggering Use.** Some cities will allow an alcoholic beverage establishment to invade the 300 foot spacing requirement, if a church, school, hospital or other triggering use signs a waiver of the 300 foot spacing requirement. Waivers, however, are not expressly provided for under the Code. Also, such waivers may be viewed as an unlawful delegation of legislative authority. Waivers may also create future problems for a municipality if the triggering use later wants to revoke its waiver. A municipality also must pay particular attention to whether the individual who signed the waiver actually has the legal authority to bind the triggering use. This would require an individual assessment for each use signing a waiver. For example, there are different execution rules for different religious establishments. Some require the vote of the congregation, some just the signature of the minister, some the signature of the president of the board of directors, and some require approval by

a regional religious figure. A municipality does not want to approve a certificate of occupancy for an alcoholic beverage establishment (pursuant to a waiver), only to find out later that the waiver is not enforceable.

**Exempting Certain Areas from spacing requirements.** Some cities have exempted their downtown districts from the 300 foot spacing requirements. There is no case law addressing whether a city can apply the 300 foot spacing requirement to one part of the city and not to others. But, this author believes that a city can exempt certain areas from the 300 foot spacing requirement because it operates similar to a large-scale variance.

If a city exempts a certain area from the 300 foot spacing requirements, this author recommends that the ordinance creating the exemption addresses the variance findings. Furthermore, there must be a valid land-use rationale for the exemption of a particular area. It should be consistent with and promote the comprehensive plan and land use studies for the area. For example, a valid rationale may include the city's attempt to create a mixed use, pedestrian-friendly, and densely-populated urban center. Please contact legal counsel if your city wants to exempt a certain area from the 300-foot spacing requirement. It requires additional legal considerations when drafting the ordinance.



**QUESTION 8**

**How can cities regulate an alcoholic beverage establishment, if it is permitted under the zoning regulations?**

In addition to general code enforcement rights, the mayor, city council member, chief of police, city marshal, or city attorney may file a protest with the TABC requesting that a license or permit be denied, suspended, or canceled.<sup>58</sup>

The protest must show that the place or manner in which the business is being conducted warrants the cancellation based on the general welfare, health, peace, safety, or public sense of decency.<sup>59</sup>

The TABC must set a cancellation or suspension hearing on the petition of the mayor, chief of police, city marshal, or city attorney supported by the sworn statement of one credible person.<sup>60</sup>

Before considering filing a protest with the TABC, please contact your city attorney.



**QUESTION 9**

**Can cities regulate BYOB establishments?**

BYOB establishments are not referenced in the Code, and are, therefore, not regulated by it. BYOB establishments are not required to get a permit or license from the TABC.<sup>61</sup> Furthermore, municipalities may not regulate the possession or consumption of alcoholic beverages within a use if that use operates on a BYOB basis.<sup>62</sup> But, if the establishment holds itself out to be a “private club”, it may be regulated under Chapter 32 of the Code.<sup>63</sup>



**QUESTION 10**

**What are alcohol-free school zones?**

Sales of alcohol within 1,000 feet of an alcohol-free school zone is prohibited.<sup>64</sup> The alcohol free school zone must be initiated by the public school district (see limitation below) or board of a private school and created by city council resolution.<sup>65</sup> Please note that a public school district may only petition for an alcohol-free school zone if the majority of the area of

the district is located in a municipality of a population of 900,000 or more.<sup>66</sup>

The alcohol-free school zone does not apply to restaurants (50% or less revenue from on-premise sales), manufacturers, or wholesalers.<sup>67</sup> The restriction does not apply to a caterer's license or permit issued for a private school.<sup>68</sup> The restriction does not apply to a liquor store where minors are prohibited from entering within 1,000 feet of a private school.<sup>69</sup>

A municipality can arguably grant a variance to allow an alcoholic beverage establishment to locate within the alcohol-free school zone. The municipality should have already adopted the variance standard, set forth in the Code. The municipality can also add additional findings for granting a variance to an alcohol-free school zone if the city council determines (when adopting their variance standard) that the additional findings are necessary to ensure that the variance was in the "best interest of the community."

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<sup>1</sup> Claire Swann is an attorney at Abernathy, Roeder, Boyd & Joplin P.C. She specializes in municipal zoning and land use law. She can be reached at 214.544.4041 or [cswann@abernathy-law.com](mailto:cswann@abernathy-law.com). I would like to thank Richard Abernathy, Rebecca Brewer, and John Rogers for their help in developing this paper and presentation. They have all been incredible mentors.

<sup>2</sup> Tex. Alco. Bev. Code Ann §1.06, §11.38(c), §61.36(c), and §109.57(b); and *Dallas Merchants and Concessionaire's Association v. City of Dallas*, 852 S.W.2d 489 (Tex. 1993).

<sup>3</sup> *Dallas Merchants and Concessionaire's Association v. City of Dallas*, 852 S.W.2d 489 (Tex. 1993).

<sup>4</sup> *Id.*

<sup>5</sup> Tex. Alco. Bev. Code Ann. §109.57(c).

<sup>6</sup> Tex. Alco. Bev. Code Ann. §109.57(c).

<sup>7</sup> *Id.*

<sup>8</sup> Tex. Alco. Bev. Code Ann. §109.57(d). The Code actually states that a city may regulate the location of a business that derives 75% or ore of its revenue from on-premise sale of alcohol. The Texas Attorney General's office has interpreted "on-premise sale" to mean the sale of alcohol for on-premise consumption. Op. Tex. Att'y Gen. No. DM-289 (1994).

<sup>9</sup> Op. Tex. Att'y Gen. No. DM-289 (1994).

<sup>10</sup> Tex. Alco. Bev. Code Ann. §109.57(e).

<sup>11</sup> Tex. Const. Art. 16 §20; Tex. Alco. Bev. Code Title 6, Chapter 251; Tex. Elec. Code Chapter 501.

<sup>12</sup> Tex. Alco. Bev. Code §251.71(a).

<sup>13</sup> *Id.*

<sup>14</sup> Tex. Alco. Bev. Code §251.71(b) and §251.72.

<sup>15</sup> Tex. Alco. Bev. Code §251.73(1).

<sup>16</sup> Tex. Alco. Bev. Code §251.73(2).

<sup>17</sup> Tex. Alco. Bev. Code §251.80(a). Tex. Elec. Code §501.022(b).

<sup>18</sup> Tex. Alco. Bev. Code §251.80(a).

<sup>19</sup> Tex. Alco. Bev. Code §11.37 (permit) and §61.37 (license).

<sup>20</sup> Tex. Alco. Bev. Code Ann. §109.31.

<sup>21</sup> Tex. Alco. Bev. Code Ann. §109.32(a)(1).

<sup>22</sup> Tex. Alco. Bev. Code Ann. §109.32(c).

<sup>23</sup> *See* Tex. Alco. Bev. Code Ann. §109.33.

<sup>24</sup> Tex. Alco. Bev. Code Ann. §109.33(a)(1).

<sup>25</sup> Op. Tex. Att'y Gen. 96-134 (1996).

<sup>26</sup> Tex. Alco. Bev. Code Ann. §109.33(h)(2).

<sup>27</sup> Tex. Alco. Bev. Code Ann. §109.33(h)(1).

<sup>28</sup> Tex. Alco. Bev. Code Ann. §109.33(h)(2).

<sup>29</sup> Tex. Alco. Bev. Code Ann. §109.331.

- 30 Tex. Alco. Bev. Code Ann. §109.331(a).
- 31 Tex. Alco. Bev. Code Ann. §109.331(a).
- 32 Tex. Alco. Bev. Code Ann. §109.331(c)(1).
- 33 Tex. Alco. Bev. Code Ann. §109.331(c)(2).
- 34 Tex. Alco. Bev. Code Ann. §109.331(d).
- 35 See Texas Alco. Bev. Code Ann. §109.33.
- 36 Tex. Alco. Bev. Code Ann. §1.06, §11.38(c), §61.36(c), and §109.57(b); and *Dallas Merchants and Concessionaire's Association v. City of Dallas*, 852 S.W.2d 489 (Tex. 1993).
- 37 Tex. Alco. Bev. Code Ann. §109.33(b).
- 38 Ezell v. TABC, 528 S.W.2d 888 (Tex. Civ. App. - Ft. Worth 1975, no writ).
- 39 Op. Tex. Att'y Gen. No. O-2062 (1940).
- 40 Op. Tex. Att'y Gen. No. O-2156 (1940)
- 41 Tex. Alco. Bev. Code Ann. §109.33(b) and §109.331.
- 42 Robinson v. Dallas, 193 S.W.2d 821 (Tex. Civ. App. - Austin 1946, writ ref'd.).
- 43 Hallum v. Texas Liquor Control Board, 166 S.W.2d 175 (Tex. Civ. App. - Dallas 1942 writ ref'd).
- 44 Op. Tex. Att'y Gen. No. O-7528 (1946).
- 45 Tex. Alco. Bev. Code Ann. §109.59(a).
- 46 Tex. Alco. Bev. Code Ann. §109.59(b).
- 47 Tex. Alco. Bev. Code Ann. §109.59(d). These provisions are:
- Tex. Alco. Bev. Code Ann. §11.61(b)(1) (violation of TABC).
- Tex. Alco. Bev. Code Ann. §11.61(b)(6) (permittee is not of good moral character).
- Tex. Alco. Bev. Code Ann. §11.61(b)(7) (place or manner is detrimental to general welfare).
- Tex. Alco. Bev. Code Ann. §11.61(b)(8) (did not maintain bond).
- Tex. Alco. Bev. Code Ann. §11.61(b)(9) (noisy, lewd, disorderly or unsanitary premises).
- Tex. Alco. Bev. Code Ann. §11.61(b)(10) (permittee mentally or physically unable).
- Tex. Alco. Bev. Code Ann. §11.61(b)(11) (permittee uses alcohol in excess).
- Tex. Alco. Bev. Code Ann. §11.61(b)(13) (permittee is intoxicated on premises).
- Tex. Alco. Bev. Code Ann. §11.61(b)(14) (sale to intoxicated persons).
- Tex. Alco. Bev. Code Ann. §11.61(b)(20) (open container on premises).
- Tex. Alco. Bev. Code Ann. §61.71(a)(5) (sale to minors).
- Tex. Alco. Bev. Code Ann. §61.71(a)(6) (sale to intoxicated persons).
- Tex. Alco. Bev. Code Ann. §61.71(a)(7) (sale at time when prohibited).
- Tex. Alco. Bev. Code Ann. §61.71(a)(8) (sale or possession of alcohol on consignment).
- Tex. Alco. Bev. Code Ann. §61.71(a)(11) (lewd, immoral, or offensive conduct on premises).
- Tex. Alco. Bev. Code Ann. §61.71(a)(12) (employee under 18 years old).
- Tex. Alco. Bev. Code Ann. §61.71(a)(14) (refused to allow TABC inspection).
- Tex. Alco. Bev. Code Ann. §61.71(a)(17) (place or manner is detrimental to general welfare).
- Tex. Alco. Bev. Code Ann. §61.71(a)(18) (consumption at time when prohibited).
- Tex. Alco. Bev. Code Ann. §61.71(a)(22) (sale when license was suspended).
- Tex. Alco. Bev. Code Ann. §61.71(a)(24) (physically or mentally incompetent or intoxicated).
- 48 Tex. Alco. Bev. Code Ann. §109.59(c).
- 49 Tex. Alco. Bev. Code Ann. §25.13 (wine and beer retailer's permit), §28.18 (mixed beverage permit), and §32.23 (private club permit), and §69.16 (retail dealer's on-premise license).
- 50 Tex. Alco. Bev. Code Ann. §28.18(d) (mixed beverage permit) and §32.23 (private club permit).
- 51 See the historical and statutory notes to Tex. Alco. Bev. Code Ann. §25.13 (wine and beer retailer's permit), §28.18 (mixed beverage permit), and §32.23 (private club permit), and §69.16 (retail dealer's on-premise license).
- 52 See the historical and statutory notes to Tex. Alco. Bev. Code Ann. §109.57(d).
- 53 See the historical and statutory notes to Tex. Alco. Bev. Code Ann. §25.13 (wine and beer retailer's permit), §28.18 (mixed beverage permit), and §32.23 (private club permit), and §69.16 (retail dealer's on-premise license).
- 54 See the historical and statutory notes to Tex. Alco. Bev. Code Ann. §109.57(d).
- 55 Tex. Alco. Bev. Code Ann. §109.33(h)(1) (private schools) and §109.331(a) (day-care centers and child-care facilities).
- 56 Tex. Alco. Bev. Code Ann. §109.57(e)(2).
- 57 Tex. Alco. Bev. Code Ann. §109.33 (e).

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58 Tex. Alco. Bev. Code §11.41 (deny a permit), §11.46 (deny a permit), §11.61 (suspend or cancel a permit), §11.612  
(cancel a private club permit), §61.32(deny a license), §61.71 (suspended or cancel a license), and §61.721 (cancel a  
wine and beer retailer permit or a retail dealer’s on-premise license).

59 Tex. Alco. Bev. Code §11.46(a)(8) (deny a permit), §11.61(a)(7) (cancel or suspend a permit), §11.612(a) (cancel a  
private club permit), §61.42(a)(3) (deny a license), §61.71(a)(17) (cancel or suspend a license), and §61.721 (cancel  
a wine and beer retailer permit or a retail dealer’s on-premise license).

60 Tex. Alco. Bev. Code §11.62 (permit) and §61.80 (license).

61 Tex. Atty. Gen. Op. GA-0561 (2007).

62 *Id.*

63 *Id.*

64 Tex. Alco. Bev. Code Ann. §109.33(a).

65 Tex. Alco. Bev. Code Ann. §109.33(a).

66 Tex. Alco. Bev. Code Ann. §109.33 (a)(2) and Tex.Edu.Code §38.007(b)

67 Tex. Alco. Bev. Code Ann. §109.33(f).

68 Tex. Alco. Bev. Code Ann. §109.33(g)(1).

69 Tex. Alco. Bev. Code Ann. §109.33(g)(2).



City of Rowlett  
Staff Report

4000 Main Street  
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www.rowlett.com

**AGENDA DATE:** 04/14/15

**AGENDA ITEM:** 3B

**TITLE**

Discuss staff recommendation for the purchase of the new SCADA System. (15 minutes)

**STAFF REPRESENTATIVE**

Tim Rogers - Director of Public Works

Robbin Webber - Assistant Director of Public Works

**SUMMARY**

The Supervisory Control and Data Acquisition (SCADA) System (Motorola) has become antiquated and is in need of replacement due to the inability to upgrade the current system. The parts and technical support is not available to enhance or upgrade our system. The purpose of this agenda item is to discuss awarding the bid to Data Flow Systems, Inc. for the installation of the new SCADA system.

**BACKGROUND INFORMATION**

Our current SCADA System was purchased approximately 15 years ago (FY1999). The system is now obsolete, increasing the risk of failure without notification. There is limited technical support available and replacement parts are difficult to find. In addition, the system has become unreliable (i.e. initiating false alarms, not reporting failures, etc.). Finally, the communication system is out of compliance with FCC as the system is currently utilizing an inadequate bandwidth and is required to convert to a narrow bandwidth.

In FY2011 staff developed a SWOT (Strengths, Weaknesses, Opportunities, and Threats) Analysis and Action Plan that identified 23 action items in the Utility system. One such item was the need to address the obsolescence of the SCADA system and its shortcomings. The current system prevents efficient monitoring and the ability to address system failure in a timely manner. This was identified as a weakness of the Utility system, which again increases the risk of failure without notification.

In March 2012, staff presented to Council an evaluation of the Utility System identifying issues with the aging infrastructure. This included the inadequacies of the SCADA System and its unreliability.

In October 2012, Council approved a rate increase to ensure the improvement of the utility infrastructure to include the replacement of our existing SCADA System.

Since the rate increase, staff began developing a plan to replace the existing system. The first step was to update the current software to maintain operations. Since the updating of the software,

staff has researched the different products available and have had demonstrations with different manufacturers (Xylem & Data Flow Systems) of the product.

June 2014, staff entered into a contract with Kimley-Horn, Inc. to create a Request for Proposal (RFP) with specifications, a ranking element and bidding out the replacement of the SCADA system.

At a July 2014, work session, staff updated Council on the direction for replacement of the SCADA system.

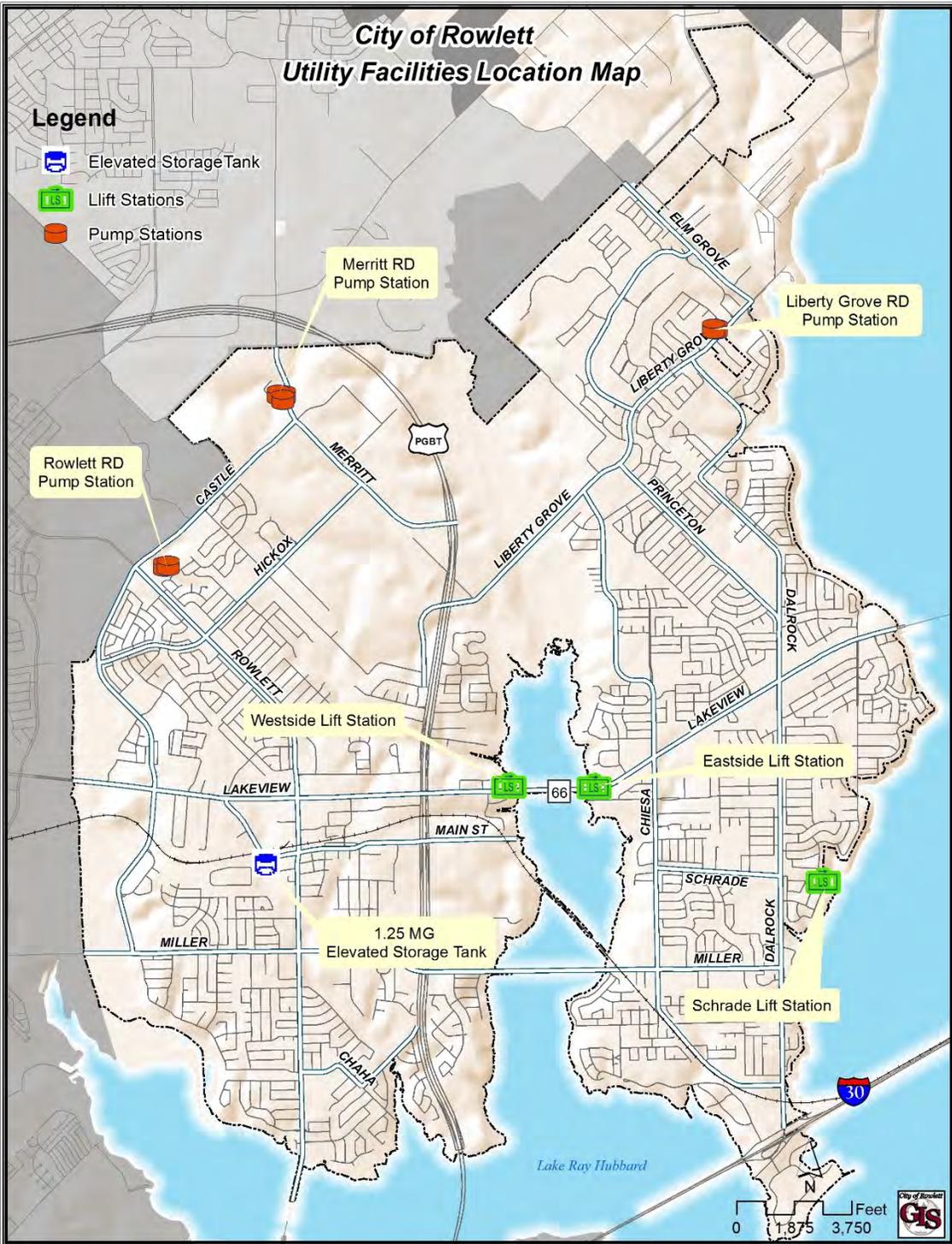
## **DISCUSSION**

Rowlett's distribution and collection system consists of a total of 34 remote sites: 26 Sanitary Sewer Lift Stations, 3 Potable Water Pumping Stations, and 4 Elevated Storage Tanks with an additional Elevated Storage Tank under construction on Main Street. It also includes a central site located at 4310 Industrial Street.

Notice to bidders for the SCADA System was advertised in the *Rowlett Lakeshore Times* on January 8 and 15, 2015. The bid documents were also placed on the City website. Sealed competitive proposals were received in the Purchasing Office until 2:00 p.m., January 27, 2015, and then publicly opened and read aloud in the City Council Conference Room in accordance with Texas Local Government Code. A total of four participants responded to the advertisement (Dataflow Flow Systems, Inc. (DFS), Bloc Design, WHECO and Richardson Logic Control, LLC (RLC)).

The RFP consisted of a two-phase plan to purchase SCADA system improvements, of which the base bid (phase one) including nine water and sewer facilities as listed below with provisions made to incorporate all other facilities in an alternate bid. The project included the installation and integration of system communications equipment and software. The locations within the base bid are indicated in the map shown below.

- **Service Center (Public Works Building) SCADA System Update and Integration**
  1. Rowlett City Public Works (4310 Industrial Street)
- **Elevated Tank SCADA System Update**
  2. Main Street 1.25 MG Elevated Water Storage Tank (3106 Main Street)
- **Potable Water Pump Station SCADA System Update**
  3. Merritt Road (9606 Merritt Rd)
  4. Old Rowlett Road (7716 Rowlett Rd)
  5. New Rowlett Road (7716 Rowlett Rd)
  6. Liberty Grove Road (10217 Liberty Grove Rd)
- **Sanitary Sewer Lift Station SCADA System Update**
  7. Schrade (4118 Lakeside Dr)
  8. East Side (6828 Lakeview Pkwy)
  9. West Side (5701 Lakeview Pkwy)
- **Xylem Panel Conversion**



Staff initially planned to complete system-wide SCADA upgrades in two phases due to the estimated cost of \$1.1 million for the system upgrade. The first consisting of an initial setup to install at nine prioritized water and sewer facility locations with the second phase to lease-purchase the remaining facilities.

Due to the significance of this infrastructure, it is held highest in priority for replacing the existing SCADA System. The cost of the proposal has come in substantially lower than expected, over \$400,000 less than the estimated \$1.1 million for the base and alternate bids and licensing renewal fees. There are adequate funds available in this fiscal year to expedite the installation of the complete system, which would will reduce our risk of failure earlier than expected. The total estimated completion timeline for both phases is 18-24 months.

The base bid, alternate bid and license renewal fees for the total cost of installation of the SCADA System is identified in the chart below.

<b>Contractor</b>	<b>Base Bid</b>	<b>Alternate Cost</b>	<b>License Renewal Cost (15 Years)</b>	<b>Total Project Cost</b>	<b>Annual Software Maintenance Cost</b>
BLOC C <b>(Disqualified)</b>	\$177,469.00	\$440,620.00	\$53,200.00	\$671,289.00	\$3,800.00 (2nd Year)
<b>DFS</b>	<b>\$285,000.00</b>	<b>\$396,000.00</b>	<b>\$0.00</b>	<b>\$681,000.00</b>	<b>\$0.00</b>
BLOC B	\$191,426.00	\$440,620.00	\$53,200.00	\$685,246.00	\$3,800.00 (2nd Year)
BLOC A	\$220,345.00	\$440,620.00	\$53,200.00	\$714,165.00	\$3,800.00 (2nd Year)
WHECO	\$308,000.00	\$364,000.00	\$53,200.00	\$725,200.00	\$3,800.00 (2nd Year)
RLC	\$329,992.88	\$725,600.00	\$53,200.00	\$1,108,792.88	\$3,800.00 (2nd Year)

BLOC “C” was disqualified because their proposal did not include items required in the bid.

The RFP included a comprehensive rating system developed by Kimley-Horn, Inc. The bid participants were rated on price\*, contract time, products, previous experience, technical qualifications, financial stability, service availability and geographic location. The ranking committee consisted of Kimley-Horn, Inc. and City staff.

\*Note: Price was ranked utilizing base bid only.

**Project Name:** SCADA System Improvements RFP #2015-07

**Proposal Submission Date:** 1/27/15

Selection Criteria			Contractors					
			DFS	WHECO	BLOC A	BLOC B	BLOC C	RLC
<b>A. Price (25 Points)</b>	Bid Price		\$ 285,000.00	\$ 308,000.00	\$ 220,345.00	\$ 191,426.00	\$ 177,469.00	\$ 329,992.88
	Points		15	10	20	25	Disqualified	5
<b>B. Contract Time (20)</b>	Total Days		170	180	110	110	110	180
	Points		11	10	20	20	0	10
<b>C. Products (20 Points)</b>	Points		20	20	16	12		20
<b>D. Contractor Qualifications (35 Points)</b>	1. Previous Exp. (10 Points)	Points	10	10	4	4	0	10
	2. Technical Qual. (5 Points)	Points	5	5	4	4	0	5
	3. Finacial Stb. (5 Points)	Points	5	5	3	3	0	5
	4. Service Avail. (10 Points)	Points	9	10	1	1	0	10
	5. Geographic Loc. (5 Points)	Points	3	4	4	4	0	5
<b>Total Points</b>			<b>78</b>	<b>74</b>	<b>72</b>	<b>73</b>	<b>0</b>	<b>70</b>

Over the past 34 years, Data Flow Systems' (DFS) only business has been the design, manufacture, installation and service of TAC II SCADA systems. DFS is offering a TAC II SCADA System, which is designed specifically for the Water and Wastewater Industry. This system is pre-engineered, completely pre-assembled and tested prior to delivery, and all SCADA components are readily available in stock. The TAC II SCADA System will provide superior functionality, usability, cost effectiveness and product life cycle.

At the present time, there are over 300 individual TAC II SCADA Systems with more than 20,000 Remote Terminal Units (RTUs) installed and operational throughout the United States. Nearly 60 individual SCADA systems are located in Texas. System installations range from small Water Control Districts to large WW Collection Systems, and Automated Plant Control Systems.

The product is easily expandable, easy to troubleshoot, and very dependable in harsh environments. DFS stands behind a three-year warranty that covers damage due to lightning. DFS is willing to train staff to know their system as well as they do. The installation procedures do not include practices that require their customers contact DFS to service and troubleshoot the system. This training will enable staff to perform the installation of the product themselves.

Data Flow Systems' corporate headquarters is located in Melbourne, Florida and consists of a 30,843 square foot facility (DFS-owned facility) encompassing sales, engineering, radio study and licensing, customer service, product manufacturing, certified UL-508A panel shop, and warehousing. DFS employs local support and service employees based out of home-offices located in Flint, Lindale and Cedar Park, Texas. The Flint office also provides local fabrication, programming and testing capabilities. DFS currently employs nearly 80 full-time employees – all dedicated to water and wastewater SCADA systems and applications.

## PRODUCT HIGHLIGHTS:

- **Obsolescence-Proof design** - assures long-term cost-effectiveness. All new DFS products are downward compatible with older versions. “If DFS built it, DFS will service it.” DFS is still determining the life cycle of their systems. Numerous customers have been in continuous operation for over 25 years.
- **Open Architecture and Network Centric System** - DFS hardware and software supports industry common protocols such as Modbus ASCII, Modbus RTU, Modbus TCP/IP and others. Access is browser-based, utilizing DFS’ user-friendly, open source, site licensed HT3 SCADA software installed on DFS’ HSM002 solid-state drive, which is housed in a lockable, secure, wall mounted enclosure. The server is dedicated to SCADA system operation and not used for any other purpose. This approach mitigates most concerns over spyware, malware, viruses, etc., affecting the mission critical functions of the SCADA server. DFS’ approach also eliminates future software licensing costs and can be securely accessed across the City’s enterprise network as well as remotely accessed, if desired. HT3 is designed to gather raw data from the water and collection system and distribute this over a standard TCP/IP or Ethernet network. No other software licensing is required.
- **Money Saving Features** - No annual user fees. No software license fees. No required maintenance contracts. The system includes unlimited I/O points (tags). The system includes unlimited client seats (workstations) with full development capability (view, configure, build screens, reports, etc.).
- **Exceptional Warranty** – HT3 SCADA Software is warranted for as long as it is in use by the Owner. Hardware, when installed with factory required surge protection, all Plug-in Function Modules, Telemetry Control Units, Power Supply Modules, and Radio Interface Modules are covered, including lightning and surge events, for three years.
- **Support and Service** from DFS is available for the life of the system. **NO** maintenance contracts or annual support programs are required. Telephone support during normal working hours is offered without charge for the life of the system.
- **Outstanding Reliability and Serviceability** - Built for continuous ease of use, ease of troubleshooting, and ease of repair, when required.
- **Training** - Quality training programs and documentation are available for all users of the system. Training is offered for free two times each year.
- **Easy to Use and Troubleshoot** - DFS equipment has been designed for use by operators and technicians who are focused on the operation of the utility’s process and are not specialized telemetry technicians. DFS is focused on helping the operator understand and manage their process and not requiring extra attention to manage the SCADA tools. Telephone and online support give operators the confidence needed to get all the benefits of DFS’s factory-integrated, comprehensive, SCADA System.
- **Turn-key package** – All DFS products are designed to work together as a cohesive system.
- **Scalability** - One server supports up to 3,584 RTUs and can handle up to 645,120 physical hardwired points (and included with every system).
- **Modular design** - All DFS function modules, TAC Pack RTUs, Power Supply Modules and Radios are built in the USA and factory tested before shipment for installation.
- **Radio Communications Capabilities** - DFS personnel are radio communications experts -

when installed using their radio design, they guarantee its performance. Licensed FCC frequencies are used (license in name of owner) and designed with a minimum of 20 dB fade margin to insure reliable communications links.

- **User Security** – A valid user account – login and password – are required to access the SCADA system. Account Lock-Out policies are a standard feature to prevent unauthorized access. All passwords are MD5 encrypted for optimum security protection.

The system currently being demonstrated by Data Flow Systems, Inc. (DFS) provides a multitude of functions, which allow the user to view pump activities, derived flow, control logs and alarm logs for the purposes of reporting. Additional tools include remote pump control, voltage and amperage monitoring and wet well levels. All of these functions are invaluable to a system operator for troubleshooting and diagnosis. They allow us to ensure that each lift station and water distribution station is operating properly, thus providing uninterrupted service to our community. Additionally, the service and customer support from DFS has been nothing short of phenomenal. They are always extremely responsive and able to resolve any concerns quickly and effectively.

### **Why Replace the Entire System now?**

Staff continues discovering failures throughout the existing system making it unreliable due to false alarms or no reports when an issue actually has occurred. SCADA is a critical component for the success of the operations of our distribution and collection system.

The current system does not provide for full control at all of our lift stations. In fact, there are only two (Liberty Grove & Mallard Reserve) out of 26 lift stations that currently have this function - this reduces our ability to manage overflow due to power outages. Due to the geographical location of the City and its pumping stations (proximity to Lake Ray Hubbard), it becomes paramount to ensure an increased reliability for overflow management of our system, thereby enabling staff the ability to control pumps and valves almost instantaneously without having to be onsite.

The system also provides for system pressure management within the distribution system. Staff currently controls three potable water pumping stations within this system to ensure water levels are adequate to maintain system pressure. As the SCADA system is becoming more unreliable, it is increasingly difficult to ensure adequate pressure.

The purchase of this SCADA system ensures efficiencies, resulting in cost savings through shorter response times addressing failures within the distribution and collection systems.

The system will not replace the need for staff as these systems still require physical monitoring, managing and maintenance; but allows staff to troubleshoot the system remotely. It will reduce overtime as the utility system can be controlled, adjusted, and attended remotely reducing the need for employees to respond after hours. This will also contribute to the reduction in the risk factor to our employees needing to work after hours.

### **Conclusion**

Due to the significance of this infrastructure and the risk of failure without notification, replacing the entire SCADA system is our highest priority. The cost of the proposal over the life of the project is substantially lower than originally anticipated, over \$400,000 less than the estimated \$1.1 million for the base and alternate bids and licensing renewal fees. Finally, funds are available during this fiscal year; therefore, staff recommends utilizing the DFS SCADA System to complete the base and alternate bids in one phase within the contract.

### **FINANCIAL/BUDGET IMPLICATIONS**

Funds are available in the FY2015 Utility Fund Cash CIP. Projects WA2106, SS2097, and WA2103 were originally budgeted for the upgrade of the SCADA System. Funds from WA2095 are being used for the portion of the new SCADA system that will be at the Rowlett Road Pump Station.

The Data Flow Systems, Inc. (DFS) proposal is in the amount of \$285,000 for the total base bid and \$396,000 for the alternate bid items plus three percent contingency in the amount of \$20,430 and up to \$3,000 for the early completion bonus for the total base bid, resulting in a total project amount of \$704,430 for the Supervisory Control and Data Acquisition (SCADA) Project.

<b>Project Code</b>	<b>Project Title</b>	<b>Budget Amount</b>	<b>Proposed Amount</b>
WA2106	Capital Equipment Leasing	\$110,000	\$110,000
SS2097	SCADA	89,533	89,533
WA2103	Preventative Maintenance	481,587	398,688
WA2095	Rowlett Road Pump Station Improvements	106,209	106,209
<b>Total</b>		<b>\$787,329</b>	<b>\$704,430</b>

### **RECOMMENDED ACTION**

Is there consensus to fund the entire project of \$285,000 for the total base bid and \$396,000 for the alternate bid items plus three percent contingency in the amount of \$20,430 and up to \$3,000 for the early completion bonus for the total base bid, resulting in a total project amount of \$704,430 rather than phasing it out? (Staff's preferred option)

If not, is there consensus to fund the total base bid of \$285,000 and three percent contingency in the amount of \$8,550 and up to \$3,000 for the early completion bonus in a total amount of \$296,550 for Phase 1 and lease-purchase the alternate bid in the amount of \$396,000 in Phase 2?