

Whisper Public Improvement District

SERVICE AND ASSESSMENT PLAN
MAY 7, 2020



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INTRODUCTION

Capitalized terms used in this Service and Assessment Plan shall have the meanings given to them in **Section I** unless otherwise defined in this Service and Assessment Plan or unless the context in which a term is used clearly requires a different meaning. Unless otherwise defined, a reference to a “Section” or an “Exhibit” shall be a reference to a Section of this Service and Assessment Plan or an Exhibit attached to and made a part of this Service and Assessment Plan for all purposes.

On October 6, 2014 (the “**Creation Date**”) the City passed and approved Resolution No. 2014-143R authorizing the creation of the District in accordance with the PID Act, which authorization was effective upon publication as required by the PID Act. The purpose of the District is to finance the Actual Costs of the Authorized Improvements for the benefit of property within the District. The District contains approximately 706.1 acres within the corporate limits of the City, as described legally by metes and bounds on **Exhibit A-1** and as depicted by the map on **Exhibit B-1**. Since the Creation Date, the Developer and/ or one or more of the Owners has caused the conveyance or dedication of right-of-way and other Non-Benefitted Property for public improvements (including without limitation Authorized Improvements) so that the Assessed Property is less than the amount of the property within the District.

The PID Act requires a service plan covering a period of at least five years and defining the annual indebtedness and projected cost of the Authorized Improvements. The Service Plan is contained in **Section IV**.

The PID Act also requires that the Service Plan include an assessment plan that assesses the Actual Costs of the Authorized Improvements against Assessed Property within the District based on the special benefits conferred on such property by the Authorized Improvements. The Assessment Plan is contained in **Section V**.

The PID Act requires an Assessment Roll that states the Assessment against each Parcel determined by the method chosen by the City. The Assessment against each Assessed Property must be sufficient to pay the share of the Actual Costs apportioned to the Assessed Property and cannot exceed the special benefit conferred on the Assessed Property by the Authorized Improvements. The Assessment Roll is contained in **Exhibit F**.

SECTION I: DEFINITIONS

“Actual Costs” means, with respect to the Authorized Improvements, (1) the costs incurred by or on behalf of the Developer for the design, planning, acquisition, installation, construction and/or implementation of such Authorized Improvement, including a 4% construction management fee, (2) the costs incurred in preparing the construction plans for such Authorized Improvement, (3) the fees paid for obtaining permits, licenses or other governmental approvals for such Authorized Improvement, (4) the costs incurred by or on behalf of the Developer for external professional costs, such as engineering, geotechnical, surveying, land planning, architectural landscapers, appraisals, legal, accounting and similar professional services, (5) taxes (property and franchise) related to the Authorized Improvements that benefit the properties within the boundaries of the District, (6) all labor, bonds and materials, including equipment and fixtures, incurred by contractors, builders and materialmen in connection with the acquisition, construction or implementation of the Authorized Improvement, (7) all related permitting, zoning and public approval expenses, architectural, engineering, legal and consulting fees, financing charges, taxes, governmental fees and charges, insurance premiums, and miscellaneous expenses, and (8) payment of expenses incurred in the establishment, administration, and operation of the district. Amounts expended for costs described in subsection (3), (4), (7) and (8) above shall be excluded from the amount upon which the general contractor and construction management fees are calculated.

“Additional Interest” means the amount collected by application of the Additional Interest Rate.

“Additional Interest Rate” means the 0.50% additional interest rate charged on an Assessment as authorized by Section 372.018 of the PID Act.

“Administrator” means the City or the person or independent firm designated by the City who shall have the responsibility provided in this Service and Assessment Plan, the Indenture, or any other agreement or document approved by the City Council related to the duties and responsibility of the administration of the District.

“Amended and Restated Financing Agreement” means that certain Amended and Restated Financing Agreement between the City and the Owners dated May 8, 2020 passed and approved by Resolution No. 2020-____, as amended.

“Annual Collection Costs” mean the actual or budgeted costs and expenses related to the creation and operation of the District, and the construction, operation, and maintenance of the Authorized Improvements, including, but not limited to, costs and expenses for: (1) the Administrator and City staff; (2) legal counsel, engineers, accountants, financial advisors, and

other consultants engaged by the City and advisors; (3) calculating, collecting, and maintaining records with respect to Assessments and Annual Installments; (4) preparing and maintaining records with respect to Assessment Rolls and Annual Service Plan Updates; (5) paying, and redeeming PID Bonds; (6) investing or depositing Assessments and Annual Installments; and (7) the paying agent/registrar and Trustee in connection with PID Bonds, including their respective legal counsel. Annual Collection Costs collected but not expended in any year shall be carried forward and applied to reduce Annual Collection Costs for subsequent years.

“Annual Installment” means the annual installment payment of an Assessment as calculated by the Administrator and approved by the City Council, that includes: (1) principal; (2) interest; (3) Annual Collection Costs; and (4) Additional Interest, if applicable.

“Annual Service Plan Update” means an update to the Service and Assessment Plan prepared no less frequently than annually by the Administrator and approved by the City Council, in accordance with the PID Act.

“Assessed Property” means any Parcel within the District against which an Assessment is levied.

“Assessment” means the assessment levied against a Parcel, other than Non-Benefitted Property, and imposed pursuant to the Assessment Ordinance and the provisions herein, as shown on the Assessment Roll, subject to reallocation upon the subdivision of such Parcel or reduction according to the provisions herein and in the PID Act.

“Assessment Ordinance” means the ordinance adopted by the City Council in accordance with the PID Act that approves the Service and Assessment Plan and levies the Assessment on Assessed Property within the District, as shown on any Assessment Roll.

“Assessment Plan” means the methodology employed to assess the Actual Costs of the Authorized Improvements against Assessed Property within the District based on the special benefits conferred on such property by the Authorized Improvements, as more specifically set forth and described in **Section V**.

“Assessment Roll” means the assessment roll for the Assessed Property within the District and included in this Service and Assessment Plan as **Exhibit F**, as updated, modified, or amended from time to time in accordance with the procedures set forth herein and in the PID Act, including updates prepared in connection with the issuance of PID Bonds or in connection with any Annual Service Plan Update.

“Authorized Improvements” mean improvements authorized by Section 372.003 of the PID Act, as more specifically described in **Section III** and depicted on **Exhibit C**.

“City” means the City of San Marcos, Texas.

“City Council” means the governing body of the City.

“County” means Hays County, Texas.

“Delinquent Collection Costs” mean, for an Assessed Property, interest, penalties, and other costs and expenses authorized by the PID Act that directly or indirectly relate to the collection of delinquent Assessments, delinquent Annual Installments, or any other delinquent amounts due under this SAP, including costs and expenses to foreclose liens.

“Developer” means Whisper Master Community Limited Partnership, Ltd., a Texas limited partnership.

“Developer District Formation Costs” mean the costs incurred by the Developer and associated with forming the District, levying the Assessments and issuing the PID Bonds.

“District” means the Whisper Public Improvement District, consisting of approximately 706.349 acres within the corporate limits of the City, as described legally by metes and bounds on **Exhibit A-1** and as depicted by the map on **Exhibit B-1**.

“District Formation and Bond Issuance Costs” mean the costs associated with forming the District and issuing PID Bonds, including but not limited to attorney fees, financial advisory fees, consultant fees, appraisal fees, printing costs, publication costs, City costs, capitalized interest, reserve fund requirements, first year’s Annual Collection Costs, underwriter discount, fees charged by the Texas Attorney General, Developer District Formation Costs, and any other cost or expense directly associated with the establishment of the District and/or the issuance of PID Bonds.

“Estimated Buildout Value” means the estimated buildout value of an Assessed Property, based on information from the Developer, which shall be verified by the Administrator and confirmed by the City Council by considering such factors as density, lot size, proximity to amenities, view premiums, location, market conditions, historical sales, builder contracts, discussions with homebuilders, reports from third party consultants, or any other information that may impact value. In the case of single-family residential Lots, there shall be only one Lot Type. The Estimated Buildout Value for any single-family residential Assessed Property shall be calculated by using the average Estimated Buildout Value of all single-family residential Lots within the single-family residential Assessed Property, as calculated by the Administrator based on information provided by the Developer, verified by the Administrator and confirmed and approved by the City Council.

“Indenture” means an Indenture of Trust entered into in connection with the issuance of PID Bonds, as amended or supplemented from time to time, between the City and the Trustee setting forth terms and conditions related to the PID Bonds.

“Lot” means (1) for any portion of the District for which a subdivision plat has been recorded in the official public records of the County, a tract of land described as a “lot” in such subdivision plat, and (2) for any portion of the District for which a subdivision plat has not been recorded in the official public records of the County, a tract of land anticipated to be described as a “lot” in a final recorded subdivision plat as shown on a concept plan or preliminary plat.

“Lot Type” means a classification of final building Lots with similar characteristics (e.g. commercial, light industrial, business park, retail, office, multi-family, single-family residential, buildout value, etc.), as determined by the Administrator and confirmed and approved by the City Council. In the case of single-family residential Lots, there shall be only one Lot Type.

“Major Improvements” mean the Authorized Improvements that benefit the entire District and are fully allocated to the Assessed Property.

“Maximum Assessment” means, for each Lot Type, an Assessment equal to the lesser of: (1) the amount calculated pursuant to **Section VI.A**, and (2) an amount that produces an average Annual Installment resulting in the Maximum Equivalent Tax Rate. The Maximum Assessment shall be calculated at the time a final plat is recorded, issuance of a site development permit or units are created by a horizontal condominium regime, as applicable, or any other action that would cause the uses within a Parcel to differ from the uses shown on **Exhibit I**.

“Maximum Equivalent Tax Rate” means, for each Annual Installment, (i) \$0.17 per \$100 of Estimated Buildout Value for any single-family detached residential Parcels and (ii) \$0.22 per \$100 of Estimated Buildout Value with respect to any other individual Parcel.

“Non-Benefitted Property” means Parcels within the boundaries of the District that accrue no special benefit from Authorized improvements as determined by the City Council.

“Owner(s)” means (i) Yarrington Partners, Ltd., a Texas limited partnership, (ii) 135 Residential Development, LLC, a Texas limited liability company, (iii) the Developer, (iv) Whisper Industrial 2019 QOZB, LLC, a Texas limited liability company, and (v) any successor owner of the property within the District, or any portion thereof, including a merchant builder, that intends to develop such property for the ultimate purpose of transfer to end users.

“Owners Association” means one or more property owners associations formed with respect to all or a portion of the Assessed Properties that may own, operate and/ or maintain some of the

Authorized Improvements and which the City acknowledges are approved and authorized by the City pursuant to Section 372.023(a)(3) of the PID Act.

“Parcel(s)” means a property, within the boundaries of the District, identified by either a tax map identification number assigned by the Hays Central Appraisal District for real property tax purposes, by metes and bounds description, by lot and block number in a final subdivision plat recorded in the official public records of the County, or by any other means as determined by the City Council.

“PID Act” means Chapter 372, Texas Local Government Code, as amended.

“PID Bonds” means those certain “City of San Marcos, Texas, Special Assessment Revenue Bonds, Series 2020 (Whisper Public Improvement District)”, that are secured by Assessments.

“Prepayment” means the payment of all or a portion of an Assessment before the due date of the final Annual Installment thereof. Amounts received at the time of a Prepayment which represent a payment of principal, interest, or penalties on a delinquent installment of Assessment are not to be considered a Prepayment, but rather are to be treated as a payment of the regularly scheduled Assessment.

“Prepayment Costs” mean interest, including Additional Interest if applicable, and Annual Collection Costs incurred up to the date of Prepayment.

“Remaining Property” shall have the meaning assigned to such term in **Section VI.F**.

“Service and Assessment Plan” or **“SAP”** means this Service and Assessment Plan, as it may be modified, amended, supplemented, and updated from time to time.

“Service Plan” covers a period of at least five years and defines the annual indebtedness and projected costs of the Authorized Improvements, more specifically described in **Section IV**.

“Taken Property” shall have the meaning assigned to such term in **Section VI.F**.

“Taking” shall have the meaning assigned to such term in **Section VI.F**.

“Tract #1” means approximately 115.686 acres located within the District, as shown on **Exhibit B-2** and more specifically described in **Exhibit A-2**.

“Tract #2” means approximately 16.560 acres located within the District, as shown on **Exhibit B-3** and more specifically described in **Exhibit A-3**.

“Tract #3” means approximately 130.641 acres located within the District, as shown on **Exhibit B-4** and more specifically described in **Exhibit A-4**.

“Tract #4” means approximately 391.493 acres located within the District, as shown on **Exhibit B-5** and more specifically described in **Exhibit A-5**.

“Tract #5” means approximately 51.969 acres located within the District, as shown on **Exhibit B-6** and more specifically described in **Exhibit A-6**.

“Trustee” means the trustee (or successor trustee) under an Indenture.

SECTION II: THE DISTRICT

The District includes approximately 706.349 acres within the corporate limits of the City, as described legally by metes and bounds on **Exhibit A-1** and as depicted by the map on **Exhibit B-1**. Development of the District will occur in phases and subject to market demand, is currently anticipated to include 581 single-family homes, approximately 1,300 multi-family units and approximately 4,228,685 square feet of commercial, retail, business park, office and mixed-use space, as well as associated rights-of-way, landscaping, and infrastructure necessary to provide roadways, drainage and utilities to the property within the District.

SECTION III: AUTHORIZED IMPROVEMENTS

The City, based on information provided by the Owner and its engineer and reviewed by the City staff and by third-party consultants retained by the City, determined that the Authorized Improvements confer a special benefit on the Assessed Property. Major Improvements will be designed and constructed in accordance with City standards and will be owned and operated by the City once accepted unless specifically stated below. The budget for the Authorized Improvements, as well as the allocation of the Actual Costs of the Authorized Improvements, is shown on **Exhibit C**.

A. Major Improvements

- *Road A*
Opportunity Boulevard – Improvements including subgrade stabilization (including subgrade treatment, lime stabilization, road base import and compaction), concrete and reinforcing steel for roadways and sidewalks, material and compaction testing, handicapped ramps, and streetlights. All related earthwork, excavation, erosion control, retaining walls, intersections, signage, utility infrastructure, drainage infrastructure including drainage infrastructure flowing to the District detention pond shown on **Exhibit H**, street lighting, landscaping, irrigation, entrance monumentation and re-vegetation of all disturbed areas within the right-of-way are included. The street improvements will provide a benefit to each Lot within the District.
- *Road B*
Fortuna Road – Improvements including subgrade stabilization (including subgrade treatment, lime stabilization, road base import and compaction), concrete and reinforcing steel for roadways and sidewalks, material and compaction testing, handicapped ramps, and streetlights. All related earthwork, excavation, erosion control, retaining walls,

intersections, signage, utility infrastructure, drainage infrastructure including drainage infrastructure flowing to the District detention pond shown on **Exhibit H**, street lighting, landscaping, irrigation and re-vegetation of all disturbed areas within the right-of-way are included. The street improvements will provide a benefit to each Lot within the District.

- *Lift Station & Wastewater Line D*

Improvements including trench excavation and embedment, trench safety, piping, manholes, service connections, testing, related earthwork, excavation, and erosion control and all necessary appurtenances constructed to City standards required to provide wastewater service to the District.

- *Road C*

Susurro Parkway – Improvements including subgrade stabilization (including subgrade treatment, lime stabilization, road base import and compaction), concrete and reinforcing steel for roadways and sidewalks, material and compaction testing, handicapped ramps, and streetlights. All related earthwork, excavation, erosion control, retaining walls, intersections, signage, utility infrastructure, drainage infrastructure including drainage infrastructure flowing to the District detention pond shown on **Exhibit H**, street lighting, landscaping, irrigation and re-vegetation of all disturbed areas within the right-of-way are included. The street improvements will provide a benefit to each Lot within the District.

- *Offsite Wastewater Line B*

Improvements including trench excavation and embedment, trench safety, piping, manholes, service connections, testing, related earthwork, excavation, and erosion control and all necessary appurtenances required to provide wastewater service to the District.

- *Detention Pond*

Improvements providing drainage, detention and water quality treatment of stormwater runoff serving the District and the other Major Improvements, including without limitation the detention basin, water quality facilities, and related drainage inlets, swales, storm sewers, culverts and outfall structures located in the area shown on **Exhibit H**. All related earthwork, excavation, erosion control, retaining walls, drainage infrastructure, landscaping, irrigation and re-vegetation of all disturbed areas within the detention pond area are included. The detention pond will provide a benefit to each Lot within the District.

- *Soft Costs/Construction Management*

Includes engineering, geotechnical, permitting, inspection, surveying, design, and other professional fees and 4.0% construction management fee.

B. District Formation and Bond Issuance Costs

- *Debt Service Reserve Requirement*
Equals the amount required to fund a reserve under the Indenture in connection with the issuance of PID Bonds.
- *Capitalized Interest*
Equals the amount of capitalized interest available for payment of interest on PID Bonds as reflected in the Indenture.
- *Underwriter's Discount*
Equals a percentage of the par amount of a particular series of PID Bonds.
- *Underwriter's Counsel*
Equals a percentage of the par amount of a particular series of PID Bonds reserved for the underwriter's attorney fees.
- *Cost of Issuance*
Costs associated with issuing PID Bonds, including but not limited to attorney fees, financial advisory fees, consultant fees, appraisal fees, printing costs, publication costs, City costs, fees charged by the Texas Attorney General, and any other cost or expense directly associated with the issuance of PID Bonds.
- *Developer District Formation Costs*
Expenses directly incurred by the Developer associated with forming the District, levying Assessments, and issuing the PID Bonds.
- *First Year Annual Collection Costs*
Expenses directly associated with forming the District including first year Annual Collection Costs.

SECTION IV: SERVICE PLAN

The PID Act requires the Service Plan to cover a period of at least five years. The Service Plan is required to define the projected costs and annual indebtedness for the Authorized Improvements undertaken within the District during the five-year period. The Service Plan shall be updated in each Annual Service Plan Update. **Exhibit D** summarizes the Service Plan for the District.

Exhibit E summarizes the sources and uses of funds required to construct certain Authorized Improvements. **Exhibit E** will be updated to show the amount required to fund the required

reserves and issue the PID Bonds at the time the PID Bonds are issued. The sources and uses of funds shown on **Exhibit E** shall be updated in each Annual Service Plan Update.

SECTION V: ASSESSMENT PLAN

The PID Act requires the City to apportion the Actual Costs of the Authorized Improvements to the Assessed Property based on the special benefit received from the Authorized Improvements. The PID Act provides that such costs may be apportioned: (1) equally per front foot or square foot; (2) according to the value of property as determined by the City, with or without regard to improvements constructed on the property; or (3) in any other manner approved by the City that results in imposing equal shares of such costs on property similarly benefited. The PID Act further provides that the governing body may establish by ordinance or order reasonable classifications and formulas for the apportionment of the cost between the municipality and the area to be assessed and the methods of assessing the special benefits for various classes of improvements.

This section of this Service and Assessment Plan describes the special benefit received by each Assessed Property within the District as a result of the Authorized Improvements and provides the basis and justification for the determination that this special benefit exceeds the amount of the Assessments levied on the Assessed Property for such Authorized Improvements.

The determination by the City of the assessment methodologies set forth below is the result of the discretionary exercise by the City Council of its legislative authority and governmental powers and is conclusive and binding on the Owner and all future owners and developers of the Assessed Property.

A. Assessment Methodology

The City Council, acting in its legislative capacity based on information provided by the Developer and its engineer and reviewed by the City staff and by third-party consultants retained by the City, has determined that the costs of the Major Improvements shall be allocated to each Parcel in the District pro rata based on Estimated Buildout Value of all Parcels. The allocation of the Major Improvements is shown on **Exhibit C**. Upon subdivision of an Assessed Property, the Actual Costs of the Authorized Improvements shall be reallocated based on Estimated Buildout Value as further described in **Section VI**.

B. Assessments

Assessments will be levied on each Parcel within the Assessed Property according to the Assessment Roll, attached hereto as **Exhibit F**. The projected Annual Installments are shown on **Exhibit G-1**. The projected Annual Installments for Tract #1 are shown on **Exhibit G-2**. The projected Annual Installments for Tract #2 are shown on **Exhibit G-3**. The projected Annual Installments for Tract #3 are shown on **Exhibit G-4**. The projected Annual Installments for Tract

#4 are shown on **Exhibit G-5**. The projected Annual Installments for Tract #5 are shown on **Exhibit G-6**. In no case will the Assessment exceed the Maximum Assessment.

C. Findings of Special Benefit

The City Council, acting in its legislative capacity based on information provided by the Owner and its engineer and reviewed by the City staff and by third-party consultants retained by the City, has found and determined:

- The cost of the Authorized Improvements equal \$14,869,722 as shown on **Exhibit C**; and
- The Assessed Property receives special benefit equal to or greater than the Authorized Improvements; and
- Tract #1, Tract #2, Tract #3, Tract #4 and Tract #5 comprise 100% of the Assessed Property, and will be allocated 100% of the Assessments levied for the Authorized Improvements, which equals \$14,075,000 as shown on the Assessment Roll, attached as **Exhibit F**; and
- The special benefit (\geq \$14,869,722) received by the Assessed Property from the Authorized Improvements is greater than the amount of Assessments (\$14,075,000) levied on the Assessed Property for the Authorized Improvements; and
- At the time the City Council approved this Service and Assessment Plan, the Owners owned 100% of Tract #1, Tract #2, Tract #3, Tract #4 and Tract #5. In a Landowner Agreement with the City, the Owners acknowledged that the Authorized Improvements confer a special benefit on Tract #1, Tract #2, Tract #3, Tract #4 and Tract #5 and consented to the imposition of the Assessments to pay for the Actual Costs associated therewith. The Owners ratified, confirmed, accepted, agreed to, and approved (1) the determinations and findings by the City Council as to the special benefits described herein and in the Assessment Ordinance, (2) the Service and Assessment Plan and the Assessment Ordinance, and (3) the levying of the Assessments on the Assessed Property.

D. Annual Collection Costs

The Annual Collection Costs shall be paid for on a pro rata basis by each Assessed Property based on the amount of outstanding Assessment remaining on the Assessed Property. The Annual Collection Costs shall be collected as part of and in the same manner as Annual Installments in the amounts shown on the Assessment Roll, which may be revised based on Actual Costs incurred in Annual Service Plan Updates.

E. Additional Interest

The interest rate on Assessments may exceed the interest rate on the PID Bonds by the Additional Interest Rate. Interest at the rate of the PID Bonds and the Additional Interest shall be collected as part of each Annual Installment and shall be deposited pursuant to the applicable Indenture.

SECTION VI: TERMS OF THE ASSESSMENTS

A. Reallocation of Assessments

1. *Upon Division Prior to Recording of Subdivision Plat*

Upon the division of any Assessed Property (without the recording of subdivision plat), the Administrator shall reallocate the Assessment for the Assessed Property prior to the division among the newly divided Assessed Properties according to the following formula:

$$A = B \times (C \div D)$$

Where the terms have the following meanings:

A = the Assessment for the newly divided Assessed Property

B = the Assessment for the Assessed Property prior to division

C = the Estimated Buildout Value of the newly divided Assessed Property

D = the sum of the Estimated Buildout Value for all the newly divided Assessed Properties

The sum of the Assessments for all newly divided Assessed Properties shall equal the Assessment for the Assessed Property prior to subdivision. The calculation shall be made separately for each newly divided Assessed Property. The reallocation of an Assessment for an Assessed Property that is a homestead under Texas law may not exceed the Assessment prior to the reallocation. Any reallocation pursuant to this section shall be reflected in the next Annual Service Plan Update and approved by the City Council.

2. *Upon Subdivision by a Recorded Subdivision Plat*

Upon the subdivision of any Assessed Property based on a recorded subdivision plat, the Administrator shall reallocate the Assessment for the Assessed Property prior to the subdivision among the new subdivided Lots based on Estimated Buildout Value according to the following formula:

$$A = [B \times (C \div D)]/E$$

Where the terms have the following meanings:

A = the Assessment for the newly subdivided Lot

B = the Assessment for the Parcel prior to subdivision

C = the sum of the Estimated Buildout Value of all newly subdivided Lots with the same Lot Type

D = the sum of the Estimated Buildout Value for all the newly subdivided Lots excluding Non-Benefitted Property

E= the number of Lots with the same Lot Type

Prior to the recording of a subdivision plat, the Developer shall provide the City an Estimated Buildout Value as of the date of the recorded subdivision plat for each Lot created by the recorded subdivision plat.

The sum of the Assessments for all newly subdivided Lots shall not exceed the Assessment for the portion of the Assessed Property subdivided prior to subdivision. The calculation shall be made separately for each newly subdivided Assessed Property. The reallocation of an Assessment for an Assessed Property that is a homestead under Texas law may not exceed the Assessment prior to the reallocation. Any reallocation pursuant to this section shall be reflected in the next Annual Service Plan Update and approved by the City Council.

3. Upon Consolidation

If two or more Lots or Parcels are consolidated, the Administrator shall allocate the Assessments against the Lots or Parcels before the consolidation to the consolidated Lot or Parcel, which allocation shall be approved by the City Council in the next Annual Service Plan Update.

The Assessment for any resulting Lot will not exceed the Maximum Assessment, and compliance may require a mandatory prepayment of Assessments pursuant to **Section VI.B.**

B. True-up of Assessments if Maximum Assessment Exceeded

If, based on a final subdivision plat, the Assessment for any Lot Type exceeds the Maximum Assessment, the owner of the applicable Assessed Property must partially prepay the Assessment for each Assessed Property that exceeds the Maximum Assessment in an amount sufficient to reduce the Assessment to the Maximum Assessment. If a Prepayment is required, the final subdivision plat of any Assessed Property shall not be recorded without a letter from the Administrator confirming that the Prepayment has been made. The City's approval of a final subdivision plat without payment of such amounts does not eliminate the obligation of the person or entity filing the plat to pay such Assessments.

C. Mandatory Prepayment of Assessments

If Assessed Property is transferred to a person or entity that is exempt from payment of the Assessments under applicable law or any portion of Assessed Property becomes Non-Benefitted

Property, the owner transferring the Assessed Property or causing the portion to become Non-Benefitted Property shall pay to the City or the Administrator on behalf of the City the full amount of the outstanding Assessment, plus Prepayment Costs and Delinquent Collection Costs, if any, for such Assessed Property, prior to the transfer; provided that, however, such mandatory Prepayment of the Assessment shall not be required for portions of a Parcel that are dedicated or conveyed to the City, any other governmental entity or utility provider, or an Owners Association for use as internal roads, utilities, parks, drainage and detention facilities, and other similar improvements, in which case the Assessment that was allocated to the Parcel will be reallocated to the remainder of the Parcel. If a reallocation to the remainder of the Parcel as provided in the foregoing sentence causes the Assessment for such remainder to exceed the Maximum Assessment, the owner of the remainder of the Parcel must partially prepay the Assessment to the extent it exceeds the Maximum Assessment in an amount sufficient to reduce the Assessment to the Maximum Assessment.

D. Reduction of Assessments

If as a result of cost savings or Authorized Improvements not being constructed, the Actual Costs of completed Authorized Improvements are less than the Assessments, (i) in the event PID Bonds are not issued, the City Council shall reduce each Assessment on a pro-rata basis such that the sum of the resulting reduced Assessments for all Assessed Property equals the reduced Actual Costs, or (ii) in the event PID Bonds are issued, the Trustee shall apply amounts on deposit in the applicable account of the Project Fund, relating to the PID Bonds, that are not expected to be used for purposes of the Project Fund to redeem outstanding PID Bonds, in accordance with the applicable Indenture. The Assessments shall not, however, be reduced to an amount less than the outstanding PID Bonds.

The Administrator shall update (and submit to the City Council for review and approval as part of the next Annual Service Plan Update) the Assessment Roll and corresponding Annual Installments, as shown on **Exhibit F** and **Exhibit G-1 – Exhibit G-6**, to reflect the reduced Assessments.

E. Prepayment of Assessments

The owner of the Assessed Property may pay, at any time, all or any part of an Assessment in accordance with the PID Act. Interest costs from the date of Prepayment to the date of redemption of the applicable PID Bonds, if any, may be paid from a reserve established under the applicable Indenture. If an Annual Installment has been billed prior to the Prepayment, the Annual Installment shall be due and payable and shall be credited against the Prepayment.

If an Assessment is pre-paid in full, with Prepayment Costs: (1) the Administrator shall cause the Assessment to be reduced to zero and the Assessment Roll to be revised accordingly; (2) the Administrator shall cause the revised Assessment Roll to be approved by the City Council as part

of the next Annual Service Plan Update; (3) the obligation to pay the Assessment and corresponding Annual Installments shall terminate; and (4) the City shall provide the owner with a recordable “Notice of PID Assessment Termination,” a form of which is attached as **Exhibit J**.

If an Assessment is pre-paid in part, with Prepayment Costs: (1) the Administrator shall cause the Assessment to be reduced and the Assessment Roll revised accordingly; (2) the Administrator shall cause the revised Assessment Roll to be approved by the City Council as part of the next Annual Service Plan Update; and (3) the Assessment obligation that is outstanding will be reduced to the extent a Prepayment is made.

F. Prepayment as a result of Eminent Domain Proceeding or Taking

If any portion of any Parcel of Assessed Property is taken from an owner as a result of eminent domain proceedings or if a transfer of any portion of any Parcel of Assessed Property is made to an entity with the authority to condemn all or a portion of the Assessed Property in lieu of or as a part of an eminent domain proceeding (a “**Taking**”), the portion of the Assessed Property that was taken or transferred (the “**Taken Property**”) shall be reclassified as Non-Benefitted Property.

For the Assessed Property that is subject to the Taking as described in the preceding paragraph, the Assessment that was levied against the Assessed Property (when it was included in the Taken Property) prior to the Taking shall remain in force against the remaining Assessed Property (the Assessed Property less the Taken Property), (the “**Remaining Property**”) following the reclassification of the Taken Property as Non-Benefitted Property, subject to an adjustment of the Assessment applicable to the Remaining Property after any required Prepayment as set forth below. The owner will remain liable to pay in Annual Installments, or payable as otherwise provided by this Service and Assessment Plan, as updated, or the PID Act, the Assessment that remains due on the Remaining Property, subject to an adjustment in the Annual Installments applicable to the Remaining Property after any required Prepayment as set forth below. Notwithstanding the foregoing, if the Assessment that remains due on the Remaining Property exceeds the Maximum Assessment, the owner will be required to make a Prepayment in an amount necessary to ensure that the Assessment against the Remaining Property does not exceed the Maximum Assessment, in which case the Assessment and Annual Installments applicable to the Remaining Property will be reduced by the amount of the partial Prepayment.

In all instances the Assessment remaining on the Remaining Property shall not exceed the Maximum Assessment.

By way of illustration, if an owner owns 100 acres of Assessed Property subject to a \$100 Assessment and 10 acres is taken through a Taking, the 10 acres of Taken Property shall be reclassified as Non-Benefitted Property and the remaining 90 acres of Remaining Property shall be subject to the \$100 Assessment, (provided that this \$100 Assessment does not exceed the Maximum Assessment on the Remaining Property). If the Administrator determines that the

\$100 Assessment reallocated to the Remaining Property would exceed the Maximum Assessment on the Remaining Property by \$10, then the owner shall be required to pay \$10 as a Prepayment of the Assessment against the Remaining Property and the Assessment on the Remaining Property shall be adjusted to be \$90 and the Annual Installments adjusted accordingly.

Notwithstanding the previous paragraphs in this subsection (F), if the owner notifies the City and the Administrator that the Taking prevents the Remaining Property from being developed for any use which could support the Estimated Buildout Value requirement, the owner shall, upon receipt of the compensation for the Taken Property, be required to prepay the amount of the Assessment required to buy down the outstanding Assessment to the Maximum Assessment on the Remaining Property to support the Estimated Buildout Value requirement. The owner will remain liable to pay the Annual Installments on both the Taken Property and the Remaining Property until such time that such Assessment has been prepaid in full.

Notwithstanding the previous paragraphs in this subsection (F), the Assessments shall not, however, be reduced to an amount less than the outstanding PID Bonds.

G. Payment of Assessment in Annual Installments

Assessments that are not paid in full shall be due and payable in Annual Installments. **Exhibit G-1** shows the projected Annual Installments for the District. The projected Annual Installments for Tract #1 are shown on **Exhibit G-2**. The projected Annual Installments for Tract #2 are shown on **Exhibit G-3**. The projected Annual Installments for Tract #3 are shown on **Exhibit G-4**. The projected Annual Installments for Tract #4 are shown on **Exhibit G-5**. The projected Annual Installments for Tract #5 are shown on **Exhibit G-6**. In no case will the Assessment for a Lot Type exceed the Maximum Assessment. Annual Installments are subject to adjustment in each Annual Service Plan Update.

The Administrator shall prepare and submit to the City Council for its review and approval an Annual Service Plan Update to allow for the billing and collection of Annual Installments. Each Annual Service Plan Update shall include updated Assessment Rolls and updated calculations of Annual Installments. Annual Collection Costs shall be allocated pro rata among Assessed Properties for which the Assessments remain unpaid in proportion to the amount of the Annual Installments for the Assessed Property. Annual Installments shall be collected by the City in the same manner and at the same time as ad valorem taxes. Annual Installments shall be subject to the penalties, procedures, and foreclosure sale in case of delinquencies as set forth in the PID Act and in the same manner as ad valorem taxes for the City. The City Council may provide for other means of collecting Annual Installments. Assessments shall have the lien priority specified in the PID Act.

Sales of the Assessed Property for nonpayment of Annual Installments shall be subject to the lien for the remaining unpaid Annual Installments against the Assessed Property, and the Assessed Property may again be sold at a judicial foreclosure sale if the purchaser fails to timely pay the Annual Installments as they become due and payable.

The City reserves the right to refund PID Bonds in accordance with the PID Act. In the event of a refunding, the Administrator shall recalculate the Annual Installments so that total Annual Installments will be sufficient to pay the refunding bonds, and the refunding bonds shall constitute "PID Bonds."

Each Annual Installment of an Assessment, including interest on the unpaid principal of the Assessment, shall be updated annually. Each Annual Installment shall be due when billed and shall be delinquent if not paid prior to February 1 of the following year. The initial Annual Installments relating to the PID Bonds shall be due when billed and shall be delinquent if not paid prior to February 1, 2021. Failure of an owner of Assessed Property to receive an invoice for an Annual Installment on the property tax bill or otherwise shall not relieve the owner of Assessed Property of the obligation to pay the Assessment. Assessments, or Annual Installments thereof, that are delinquent shall incur Delinquent Collection Costs.

SECTION VII: ASSESSMENT ROLL

The Assessment Roll is attached as **Exhibit F**. The Administrator shall prepare and submit to the City Council for review and approval, proposed revisions to the Assessment Roll and Annual Installments for each Parcel within the Assessed Property as part of each Annual Service Plan Update.

SECTION VIII: ADDITIONAL PROVISIONS

A. Calculation Errors

If the owner of an Assessed Property claims that an error has been made in any calculation required by this Service and Assessment Plan, including, but not limited to, any calculation made as part of any Annual Service Plan Update, the sole and exclusive remedy of the owner of Assessed Property shall be to submit a written notice of error to the Administrator by December 1st of each year following City Council approval of the calculation; otherwise, the owner shall be deemed to have unconditionally approved and accepted the calculation. Upon receipt of a written notice of error from an owner, the Administrator shall provide a written response to the City Council and the owner within 30 days of such referral. The City Council shall consider the

owner's notice of error and the Administrator's response at a public meeting, and within 30 days after adjourning such meeting, the City Council shall make a final determination as to whether an error has been made. If the City Council determines that an error has been made, the City Council shall take such corrective action as is authorized by the PID Act, this Service and Assessment Plan, the applicable Assessment Ordinance, or the applicable Indenture, or is otherwise authorized by the discretionary power of the City Council. The determination by the City Council as to whether an error has been made, and any corrective action taken by the City Council, shall be final and binding on the owner and the Administrator.

B. Amendments

Amendments to this Service and Assessment Plan must be made by the City Council in accordance with the PID Act. To the extent permitted by the PID Act, this Service and Assessment Plan may be amended without notice to owners of the Assessed Property: (1) to correct mistakes and clerical errors; (2) to clarify ambiguities; and (3) to provide procedures to collect Assessments, Annual Installments, and other charges imposed by this Service and Assessment Plan.

C. Administration and Interpretation

The Administrator shall: (1) perform the obligations of the Administrator as set forth in this Service and Assessment Plan; (2) administer the District for and on behalf of and at the direction of the City Council; and (3) interpret the provisions of this Service and Assessment Plan. Interpretations of this Service and Assessment Plan by the Administrator shall be in writing and shall be appealable to the City Council by owners of Assessed Property adversely affected by the interpretation. Appeals shall be decided by the City Council after providing an opportunity for all interested parties to be heard at a public meeting of the City Council. Decisions by the City Council shall be final and binding on the owners and developers and their successors and assigns.

D. Severability

If any provision of this Service and Assessment Plan is determined by a governmental agency or court to be unenforceable, the unenforceable provision shall be deleted and, to the maximum extent possible, shall be rewritten to be enforceable. Every effort shall be made to enforce the remaining provisions.

LIST OF EXHIBITS

Exhibit A-1	District Legal Description
Exhibit A-2	Tract #1 Legal Description
Exhibit A-3	Tract #2 Legal Description
Exhibit A-4	Tract #3 Legal Description
Exhibit A-5	Tract #4 Legal Description
Exhibit A-6	Tract #5 Legal Description
Exhibit B-1	District Boundary Map
Exhibit B-2	Tract #1 Boundary Map
Exhibit B-3	Tract #2 Boundary Map
Exhibit B-4	Tract #3 Boundary Map
Exhibit B-5	Tract #4 Boundary Map
Exhibit B-6	Tract #5 Boundary Map
Exhibit C	Authorized Improvements
Exhibit D	Service Plan – Five Year Plan
Exhibit E	Service Plan – Sources and Uses
Exhibit F	Assessment Roll
Exhibit G-1	Annual Installments
Exhibit G-2	Annual Installments for Tract #1
Exhibit G-3	Annual Installments for Tract #2
Exhibit G-4	Annual Installments for Tract #3
Exhibit G-5	Annual Installments for Tract #4
Exhibit G-6	Annual Installments for Tract #5
Exhibit H	Map of Major Improvements
Exhibit I	Land Use Matrix
Exhibit J	Notice of PID Assessment Termination

EXHIBIT A-1 – DISTRICT LEGAL DESCRIPTION

Including that certain approximately 86.948 acre tract, as described below.

S. CRAIG HOLLMIG, INC.
CONSULTING ENGINEERS • SURVEYORS
410 N. REGUIN STREET
NEW BRAUNFELS, TEXAS 78130-6765

TEXAS SOCIETY OF PROFESSIONAL ENGINEERS
AMERICAN SOCIETY OF CIVIL ENGINEERS

TEXAS SURVEYORS ASSOCIATION
TELEPHONE (832) 425-8535 • FAX: (832) 835-8556

WATER SYSTEMS • SEWER SYSTEMS • SUBDIVISIONS • LAND PLANNING • STREETS • SURVEYING

FIELD NOTES FOR AN 86.948 ACRE TRACT

Being an 86.948 acre tract of land situated in the Joel Miner Survey, Abstract No. 321, Hays County, Texas, being a portion of that certain tract of land called 97.84 acres conveyed to Albert M. Walker, Trustee, by instrument recorded in Volume 714, Page 603 of the Official Public Records of Hays County, Texas, and all bearings referred to in this description are referenced to a bearing of N 24° 08' 30" E between monumentation found along the Easterly right-of-way line of Interstate Highway 35 (basis is taken from Texas State Highway Department Right-of-Way Map), said 86.948 acre tract of land surveyed under the supervision of Richard A. Goodwin, RPLS #4069, S. Craig Hollmig, Inc., and being more particularly described as follows:

BEGINNING: At a ½" iron pin set on the Northeasterly line of the above referenced 97.84 acre tract, same being a Southwesterly line of that certain tract now being a remainder of a 328.824 acre tract described in Volume 720, Page 152 of the Official Public Records of Hays County, Texas, said ½" iron pin set S 45° 57' 20" E 232.0 feet from a ¼" iron pipe found on the Easterly right-of-way line of Interstate Highway 35, for the North corner of the above referenced 97.84 acre tract, for a Northerly corner of this tract;

THENCE: Generally along an old meandering cedar post and wire fence (falling down), with a Southwesterly line of said 328.824 acre tract, the Northeasterly line of the above referenced 97.84 acre tract, S 45° 57' 20" E 1,913.50 feet to a ½" iron pin found for a Southwesterly corner of said 328.824 acre tract, situated on the Northwesterly line of a tract called 72.85 acres (Popham Tract), recorded in Volume 895, Page 450 of the Official Public Records of Hays County, Texas, for the East corner of the above referenced 97.84 acre tract, for the East corner of this tract;

THENCE: Generally with fence, along a Southeast line of the above referenced 97.84 acre tract, the Northwest line of said 72.85 acre tract, S 44° 19' 36" W 390.40 feet to a ½" iron pin found and S 44° 37' 31" W 551.28 feet to a ¼" iron pin found for the West corner of said 72.85 acre tract, same being the North corner of Saddle Brook Subdivision, a plat recorded in Volume 9, Pages 107-109 of the Map and Plat Records of Hays County, Texas, for a corner of this tract;

THENCE: Continuing along the Southeast line of the above referenced 97.84 acre tract, a Northwest line of said Saddle Brook Subdivision, generally along a wood fence, S 44°

16' 53" W 1,278.72 feet to a ½" iron pin set for an interior corner of Saddle Brook Subdivision, for the South corner of this tract;

THENCE: Entering the above referenced 97.84 acre tract, with a Northeasterly line of Saddle Brook Subdivision, N 46° 04' 27" W 1,232.19 feet to a ½" iron pin set on said Northeast line, for a Southwesterly corner of this tract;

THENCE: Leaving the Northeasterly line of Saddle Brook Subdivision, N 24° 08' 30" E 52.37 feet to a ½" iron pin set and N 59° 31' 04" W 90.55 feet to a ½" iron pin set on the Easterly right-of-way line of Interstate Highway 35, for a Southwest corner of this tract, being located N 24° 08' 30" E 30.0 feet from a ½" iron pin found for a corner of Saddle Brook Subdivision;

THENCE: Continuing with the Easterly right-of-way line of Interstate Highway 35, N 24° 08' 30" E 959.44 feet to a ½" iron pin set in the curving Southeast line of that certain 10.67 acre tract described in Deed from Kitty Page Yarrington to State of Texas, dated February 7, 1935, recorded in Volume 110, Page 219 of the Deed Records of Hays County, Texas, for a corner of this tract;

THENCE: Entering the above referenced 97.84 acre tract (which is in conflict with the 10.67 acre tract), with the Southeast line of said 10.67 acre tract, in a curve to the right, having a radius of 2,925.00 feet, an arc length of 415.32 feet, a central angle of 08° 08' 07", and a chord bearing and distance of N 55° 56' 05" E 414.97 feet to a ½" iron pin set for an interior corner of this tract;

THENCE: Continuing with the remainder of said 10.67 acre tract, N 47° 55' 30" W 229.79 feet to a ½" iron pin found on the Easterly right-of-way line of Interstate Highway 35, for a corner of this tract;

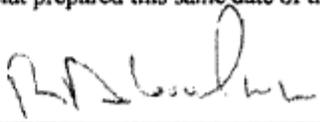
THENCE: Continuing with said Easterly right-of-way line, N 24° 08' 30" E 851.42 feet to a ½" iron pin set in same, for the most Northwesterly corner of this tract;

THENCE: Entering the above referenced 97.84 acre tract, S 45° 57' 20" E 232.00 feet to a ½" iron pin set for an interior corner of this tract and N 24° 08' 30" E 100.00 feet to the Point of Beginning and containing 86.948 acres of land, more or less.

The foregoing field notes represent the results of an on-the-ground survey made under my supervision, October 13, 2005. Reference plat prepared this same date of this 86.948 acre tract.

Job #05-901




Richard A. Goodwin, RPLS #4069

Including that certain approximately 99.8 acre tract, as described below.

VICKREY & ASSOCIATES, Inc.
CONSULTING ENGINEERS

**METES AND BOUNDS DESCRIPTION
FOR A 99.80 ACRE TRACT OF LAND
OUT OF THE JOEL MINER SURVEY,
ABSTRACT 321,
HAYS COUNTY, TEXAS**

Being a 99.80 acre tract of land situated in the Joel Miner Survey, Abstract No. 321 in Hays County, Texas, being the same property called two 50 acre tracts of land conveyed to Jane Richmond Benasutti, Trustee of Thomas R. Richmond Testamentary Family Trust by Deed recorded in Volume 52, Page 66 of the Deed Records of Hays County, Texas, and individually one-half interest to Victoria Elizabeth Richmond a/k/a Elizabeth L. Richmond by Deed recorded in Volume 850, Page 595 of the Deed Records of Hays County, Texas, said 99.80 acre tract being more particularly described by metes and bounds with all bearings being referenced to the North American Datum 1983, Texas Coordinate System, South Central Zone; Ground distances may be converted to grid by dividing by 1.0001700:

BEGINNING at a ½-inch iron rod found at the intersection of the Southwest line of County Road No. 159, known as Yarrington Road and the Northwest line of County Road No. 160, known as Harris Hill Road for the East corner of the herein described tract, said Beginning point having Texas South Central Grid Coordinates of (N=13,886,570.38, E= 2,327,818.81);

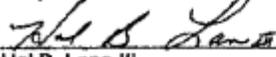
Thence: S 43°21'39" W, along the Northwest line of said County Road No. 160, a distance of 2086.12 feet to a found ½ inch iron rod with yellow cap, for a Northeast corner of a 318.105 acre tract of land recorded in Volume 2715, Page 533 of the Official Public Records of Hays County, Texas, being the South corner of the herein described tract;

Thence: N 46°11'01" W, along the common line of said 318.105 acre tract and the herein described tract, a distance of 2082.35 feet to a found ½ inch iron pipe in concrete being a re-entrant corner of said 318.105 acre tract and the West corner of the herein described tract;

Thence: N 43°31'53" E, along a Southeasterly line of said 318.105 acre tract, passing the common corner of said 318.105 acre tract and a 201.496 acre tract recorded in Volume 2494, Page 403 of the Official Public Records of Hays County, Texas, at a distance of 818.94 feet, and continuing along the Southeast line of said 201.496 acre tract, for a total distance of 2075.38 feet, to a found ½" iron rod on the Southwest line of said County Road No. 159 and being the North corner of the herein described tract;

Thence: S 46°28'39" E, along said Southwest line of County Road No. 159, a distance of 2086.11 feet to the POINT OF BEGINNING and containing 99.80 acres of land, more or less.

Note: Survey Plat of even date accompanies this legal description.


Hal B. Lane III
Registered Professional Land Surveyor
Texas Registration Number 4690
Vickrey & Associates, Inc.



Job No. 2042-002-104
Plat 99.80 Acres 041106
April 6, 2006
April 11, 2006

N:\2042-002\MSB\99.80 Acres (FINAL) 041106.rtf

12940 Country Parkway • San Antonio, Texas 78216 • 210-349-3271 • FAX 210-349-2561

Including that certain approximately 318.105 acre tract, as described below.

201-03-1013



**Professional Land Surveying, Inc.
Surveying and Mapping**

Office: 512-443-1724
Fax: 512-441-6987

2807 Manchaca Road
Building One
Austin, Texas 78704

**318.105 ACRES
JOEL MINER SURVEY**

A DESCRIPTION OF 318.105 ACRES IN THE JOEL MINER SURVEY, HAYS COUNTY, TEXAS, BEING A PORTION OF A 328.824 ACRE TRACT OF LAND DESCRIBED IN TRUSTEE'S DEED TO JIM McCROCKLIN, TRUSTEE, DATED MARCH 1, 1988, OF RECORD IN VOLUME 720, PAGE 152 OF THE REAL PROPERTY RECORDS OF HAYS COUNTY, TEXAS; SAID 318.105 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a ½" rebar found in the east right-of-way line of Interstate Highway 35 (right-of-way width varies) for the west corner of said 328.824 acre tract and the north corner of a 97.84 acre tract of land described in Volume 714, Page 603 of the Real Property Records of Hays County, Texas;

THENCE North 22°55'27" East, with the east right-of-way line of said IH-35 and the northwest line of the 328.824 acre tract, a distance of 1366.86 feet to a ½" rebar with cap set for the southwest corner of Lot 1, San Marcos Technology Park, a subdivision of record in Volume 5, Page 147 of the Plat Records of Hays County, Texas, from which a concrete highway monument found bears North 22°55'27" East, a distance of 2010.30 feet;

THENCE South 67°05'52" East, over and across the 328.824 acre tract with the southwest line of said San Marcos Technology Park, a distance of 1606.37 feet to a ½" rebar with cap set for an angle point in the north line of the 328.824 acre tract and the south corner of Lot 3, San Marcos Technology Park;

THENCE with the north line of the 328.824 acre tract and the southeast line of Lots 3 and 4, San Marcos Technology Park, the following three (3) courses:

1. North 43°06'54" East, a distance of 1113.31 feet to a ½" rebar found;
2. North 41°52'41" East, a distance of 231.92 feet to a ½" rebar found;
3. North 43°00'24" East, a distance of 894.28 feet to a ½" rebar found in the southwest line of a 214.40 acre tract of land described in Volume 773, Page 816 of the Real Property Records of Hays County, Texas, for the east corner of Lot 4, San Marcos Technology Park and the north corner of the 328.824 acre tract;

THENCE South 47°05'53" East, with the northeast line of the 328.824 acre tract

and the southwest line of said 214.40 acre tract, a distance of 2136.85 feet to a ½" rebar found for the south corner of the 214.40 acre tract and the northeast corner of the 328.824 acre tract and in the northwest line of a 100 acre tract of land described in Volume 52, Page 68 of the Deed Records of Hays County, Texas;

THENCE with the common line of the 328.824 acre tract and the said 100 acres, the following two (2) courses:

1. South 42°49'26" West, a distance of 819.02 feet to a ½" iron pipe found for the west corner of the 100.00 acre tract;
2. South 46°53'58" East, a distance of 2092.27 feet to a ½" rebar with cap set in the northwest right-of-way line of County Road 160 (Harris Hill Road, right-of-way width varies) for the easternmost corner of the 328.824 acre tract;

THENCE with the northwest right-of-way line of said C.R. 160 and the southeast line of the 328.824 acre tract, the following six (6) courses:

1. South 43°41'13" West, a distance of 675.23 feet to a ½" rebar with cap set;
2. South 45°13'02" West, a distance of 369.18 feet to a ½" rebar with cap set;
3. South 45°38'13" West, a distance of 508.86 feet to a ½" rebar with cap set;
4. South 57°29'20" West, a distance of 74.15 feet to a ½" rebar with cap set;
5. South 33°18'43" West, a distance of 64.34 feet to a ½" rebar with cap set;
6. South 45°42'28" West, a distance of 395.47 feet to a ½" rebar found for the south corner of the 328.824 acre tract and the east corner of a 36.40 acre tract of land described in Volume 1435, Page 407 of the Official Public Records of Hays County, Texas;

THENCE North 47°04'03" West, with a southwest line of the 328.824 acre tract and the northeast line of said 36.40 acre tract, a distance of 3052.04 feet to a ½" rebar found for the north corner of the 36.40 acre tract;

THENCE South $42^{\circ}56'45''$ West, with a southwest line of the 328.824 acre tract and the northwest line of the 36.40 acre tract, passing at a distance of 521.59 feet a $\frac{1}{2}$ " rebar found for the west corner of the 36.40 acre tract and the north corner of a 36.40 acre tract described in Document No. 9924088 of the Official Public Records of Hays County, Texas, for a total distance of 1163.93 feet to a $\frac{1}{2}$ " rebar found for the east corner of a 6.6 acre tract described in Volume 946, Page 575 of the Official Public Records of Hays County, Texas, being in the northwest line of a 72.85 acre tract described in Volume 895, Page 450 of the Official Public Records of Hays County, Texas;

THENCE North $47^{\circ}09'41''$ West, with a southwest line of the 328.824 acre tract and the northeast lines of said 6.6 acre tract and said 97.84 acre tract, a distance of 2145.66 feet to the **POINT OF BEGINNING**, containing 318.105 acres of land, more or less.

Surveyed on the ground September 12, 2003. Attachments: survey drawing 111-005-T1. Bearing Basis: Grid Azimuth for Texas Central Zone, 1983/93 HARN Values from LCRA Control Network.

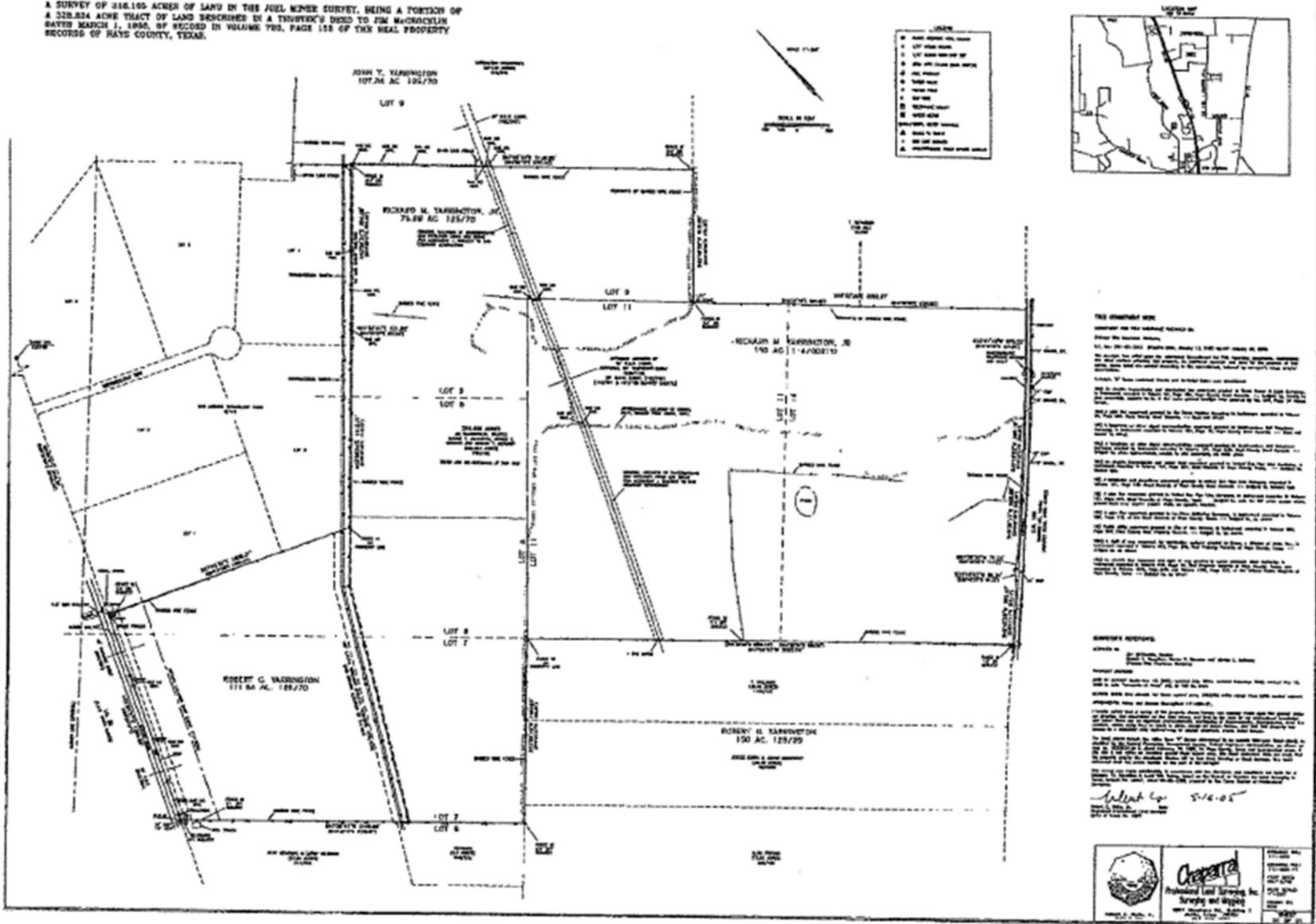


Robert C. Watts, Jr.
Registered Professional Land Surveyor
State of Texas No. 4995



3-11-05

A SURVEY OF 318.100 ACRES OF LAND IN THE JUEL WEMER SURVEY, BEING A PORTION OF A 320.824 ACRE TRACT OF LAND DESCRIBED IN A TRUSTEE'S DEED TO JIM MACDONALD DATED MARCH 1, 1996, OF RECORD IN VOLUME 790, PAGE 158 OF THE REAL PROPERTY RECORDS OF HAYS COUNTY, TEXAS.



THE SURVEYOR'S NOTE
 I HAVE BEEN CALLED TO SURVEY THE ABOVE DESCRIBED TRACT OF LAND FOR THE PURPOSES OF DIVISION INTO LOTS AND TRACTS AS SHOWN ON THE ATTACHED PLAT. I HAVE FOUND THE TRACT TO BE AS DESCRIBED IN THE TRUSTEE'S DEED TO JIM MACDONALD DATED MARCH 1, 1996, OF RECORD IN VOLUME 790, PAGE 158 OF THE REAL PROPERTY RECORDS OF HAYS COUNTY, TEXAS. I HAVE FOUND THE TRACT TO BE AS DESCRIBED IN THE TRUSTEE'S DEED TO JIM MACDONALD DATED MARCH 1, 1996, OF RECORD IN VOLUME 790, PAGE 158 OF THE REAL PROPERTY RECORDS OF HAYS COUNTY, TEXAS. I HAVE FOUND THE TRACT TO BE AS DESCRIBED IN THE TRUSTEE'S DEED TO JIM MACDONALD DATED MARCH 1, 1996, OF RECORD IN VOLUME 790, PAGE 158 OF THE REAL PROPERTY RECORDS OF HAYS COUNTY, TEXAS.

SURVEYOR'S CERTIFICATE
 I, the undersigned, being a duly licensed Surveyor in the State of Texas, do hereby certify that I am the author of the foregoing plat, and that it is a true and correct copy of the original as the same appears in my office. I have not been furnished with any plat or map of record which would affect the correctness of this plat. I have not been furnished with any plat or map of record which would affect the correctness of this plat. I have not been furnished with any plat or map of record which would affect the correctness of this plat.

Robert H. Yarrington 5/16/05

CHESAPEAKE
 Professional Land Surveying & Mapping, Inc.
 1000 West 10th Street, Suite 100
 Austin, Texas 78703
 Phone: (512) 476-1111
 Fax: (512) 476-1112
 www.chesapeake-surveying.com

Including that certain approximately 85.81 acre tract, as described below.



SPOT ON SURVEYING

1345 Elliott Ranch Rd., Buda Texas 78610

FIELD NOTES-METES AND BOUNDS DESCRIPTION

Texas Firm No. 10193894 - J/N:0019-15-005

BEING 85.81 ACRES OF LAND OUT OF THE JOEL MINER SURVEY, HAYS COUNTY, TEXAS AND BEING A PORTION OF THAT 201.496 ACRE TRACT OF LAND OUT OF THE WILLIAM WARD SURVEY NO. 3 AND THE JOEL MINER SURVEY AS DESCRIBED TO YARRINGTON PARTNERS, LTD. A TEXAS LIMITED PARTNERSHIP IN VOLUME 2494, PAGE 403, AS DOCUMENT NO. 04018594, OFFICIAL PUBLIC RECORDS, HAYS COUNTY, TEXAS, (O.P.R.H.C.TX.), AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a found iron rod with cap stamped "SAM INC.", being accepted as the most Southerly corner of the 3.275 Acres of land conveyed to Hays County from Yarrington Partners, LTD. in Document No. 14036525, recorded in Volume 5090, Page 263, O.P.R.H.C.TX., said point being accepted as an angle point in the Southwest and Northwest Right of Way limits of Yarrington Road;

THENCE S 43° 28' 13" W, 1239.58 feet, along the Northwest Right of Way of said Yarrington Road to a found 1/2" iron rod, down 4", accepted as an angle point in the Northwest and Southwest Right of Way limits of said Yarrington Road;

THENCE S 46° 29' 38" E, 535.61 feet, along the Southwest Right of Way limits of said Yarrington Road to a set iron rod and cap stamped, "SPOT ON SURVEYING", (SIRC) said point to be used as the TRUE POINT OF BEGINNING for the description of this 85.81 Acre tract herein;

THENCE S 46° 29' 38" E, 3144.84 feet, continuing along the Southwest Right of Way limits of said Yarrington Road to a found 1/2" iron rod, down 6", accepted as the East corner of said 201.496 Acre tract also being the East corner of the 85.81 Acre tract described herein and accepted as the North corner of that 99.80 Acres conveyed to the State of Texas in Document No. 06017062, as recorded in Volume 2941, Page 831, O.P.R.H.C.TX.;

THENCE S 43° 31' 37" W, 1256.19 feet, along the common line of said 201.496 and 99.80 Acre tracts to a found 1/2" iron rod, flush, accepted as the South corner of said 201.496 Acre tract also being the South corner of the 85.81 Acre tract described herein and accepted as the East corner of that 318.105 Acres conveyed to the State of Texas in Document No. 05018360, as recorded in Volume 2715, Page 533, O.P.R.H.C.TX.;

THENCE N 46° 26' 03" W, 1315.46 feet, along the common line of said 201.496 and 318.105 Acre tracts to a found 1/2" iron rod, down 2", accepted as the Southerly limits of Gas easement described in Volume 801, Page 847, Deed Records, Hays County, Texas, D.R.H.C.TX., also being accepted as the Southwesterly limits of that 50 foot wide gas pipeline easement described in Volume 230, Page 120, Real Property Records, Hays County, Texas, R.P.R.H.C.TX. and being an angle point in the Southwesterly line of the 85.81 Acre tract described herein;

THENCE N 46° 18' 25" W, 1503.36 feet, along the Southwesterly line of said 201.496 Acre tract and the Northeasterly lines of said 318.105 Acre tract with the Northeasterly lines of Lot 4, of the San Marcos Technology Park, Subdivision as recorded in Volume 5, Page 147, Plat Records, Hays County, Texas, P.R.H.C.TX. and the 0.769 Acre tract to Federales Electric Cooperative, Inc. as recorded in Volume 826, Page 691, O.P.R.H.C.TX., to a found iron rod with cap stamped "BYRN SURVEYING", said point being accepted as the West corner of the 85.81 acre tract described herein also being accepted as the Southeasterly limits of that (ten) 10 foot wide easement to the City of San Marcos for waterline purposes as recorded in Volume 1207, Page 627, O.P.R.H.C.TX. and the Southeasterly limits of a (one hundred) 100 foot wide easement to the Lower Colorado River Authority (LCRA) as recorded in Volume 148, Page 570, D.R.H.C.TX., a found 3/4" iron pipe accepted as the East corner of Lot 5 of said San Marcos Technology Park, Subdivision falls N 46° 18' 25" W, 1.11 feet from said point for a witness corner;

THENCE N 28° 54' 22" E, 1291.61 feet, along the Easterly limits of said 10 foot and 100 foot wide easements to the POINT OF BEGINNING hereof, containing a calculated area of 3,738,047.2 sq. ft., 85.81 Acres, said field notes being described in accordance with a survey made on the ground by me or under my direction. All bearings shown are based on NAD 83 Texas State Plane Coordinate System, South Central Zone. All distances shown are surface or ground distances.

Scott A. Hahn, RPLS 6375



January 19, 2016

Date

Including that certain approximately 201.496 acre tract, save and except, that certain 85.81 acre tract, as described below.

FIELD NOTES
FOR
A 201.496 ACRE TRACT

Being a 201.496 acre tract of land, being approximately 94.659 acres out of the William Ward Survey No. 3 and approximately 106.837 acres out of the Joel Miner Survey, Hays County, Texas, and being out of a tract called 214.40 acres conveyed to Yarrington Properties by Warranty Deed recorded in Volume 773, Page 816 of the Official Public Records of Hays County, Texas, and all bearings referred to in this description are rotated to and referenced to a bearing of N 45° 52' W between iron pins found along the Southwest line of the above referenced 214.40 acre tract, and all bearings and distances referred to in this description as record calls are taken from Volume 773, Page 816 of the Official Public Records of Hays County, Texas, said 201.496 acre tract of land surveyed under the supervision of Richard A. Goodwin, RPLS #4069, S. Craig Hollmig, Inc., and being more particularly described as follows:

BEGINNING: At a concrete highway monument found at the intersection of the Southwest line of a road, called County Road No. 159, called Yarrington Road, with the Southeast line of Interstate Highway No. 35, for the most Northerly corner of the above referenced 214.40 acre tract, for the most Northerly corner and Point of Beginning of this tract;

THENCE: Leaving Interstate Highway No. 35, with a Southwest line of Yarrington Road, S 46° 02' 04" E 1812.44 feet (record call: S 46° 01' 00" E – 1813.06 feet) to a ½" iron pin found for a corner of the above referenced 214.40 acre tract, for a corner of this tract;

THENCE: Continuing along the Southwest line of said Yarrington Road and a turn to the right in said Yarrington Road, S 36° 43' 40" E 14.10 feet, a ½" iron pin set, S 02° 13' 26" E 44.83 feet, a ½" iron pin set, and S 40° 10' 14" W 32.45 feet to a ½" iron pin found in the Northwest line of said Yarrington Road, for a corner of the above referenced 214.40 acre tract, for a corner of this tract;

THENCE: Along said Northwest line, S 43° 58' 45" W 1263.87 feet (record call: S 43° 59' 00" W – 1263.40 feet) to a ½" iron pin found at a turn in said Yarrington Road, for an interior corner of the above referenced 214.40 acre tract, for an interior corner of this tract;

THENCE: Along a Southwest line of said Yarrington Road, a Northeast line of the above referenced 214.40 acre tract, S 45° 58' 21" E 3700.49 feet (record call: S 45° 58'

00" E - 3700.64 feet) to a 1/2" iron pin found in same, for the Lower East corner of the above referenced 214.40 acre tract, for the East corner of this tract;

THENCE: Along the Southeast line of the above referenced 214.40 acre tract, the Northwest line of a tract called 100 acres recorded in Volume 52, Page 68 of the Deed Records of Hays County, Texas, S 44° 02' 31" W 1256.51 feet to a 1/2" iron pin found at fence corner, for the South corner of the above referenced 214.40 acre tract, an East corner of a tract called 328.824 acres described in Volume 720, Page 155 of the Official Public Records of Hays County, Texas, for the South corner of this tract;

THENCE: Along the Southwest line of the above referenced 214.40 acre tract, the Northeast line of said 328.824 acre tract, the general direction of an existing fence, N 45° 52' 00" W 2136.80 feet to a 1/2" iron pin found at fence corner, for a North corner of said 328.824 acre tract, a corner of the above referenced 214.40 acre tract, the East corner of Lot 4 of San Marcos Technology Park, a subdivision of record in Volume 5, Page 147 of the Map and Plat Records of Hays County, Texas, for a corner of this tract;

THENCE: Along the Northeast line of Lots 4 and 5 of said San Marcos Technology Park, and continuing along the Southwest line of the above referenced 214.40 acre tract, the general direction of an existing fence, N 45° 47' 19" W 692.77 feet, a 1/2" iron pin found, N 45° 52' 57" W 696.50 feet to a 1/2" iron pin set and N 46° 02' 37" W 201.81 feet to a 1/4" pipe found at fence corner, for an interior corner of the above referenced 214.40 acre tract, the North corner of Lot 5, the East corner of Lot 6, for an interior corner of this tract;

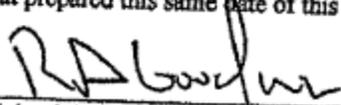
THENCE: Along the North line of Lot 6, S 82° 00' 53" W 1041.40 feet to a 1/2" iron pin found at the Northwest corner of Lot 6, lying in the Southeast line of Interstate Highway No. 35, for the most Westerly corner of this tract;

THENCE: Along the Southeast line of Interstate Highway No. 35, as now found upon the ground, N 21° 19' 20" E (record call: N 21° 17' E) 416.11 feet, a 1/2" iron pin found, N 24° 08' 41" E 2699.76 feet (record call: N 24° 09' E - 2700.00 feet) to a 1/2" iron pin found, N 24° 55' 22" E 367.45 feet to a concrete monument found, N 24° 56' 43" E 85.45 feet (record call for last two calls: N 24° 55' E - 452.99 feet) to a concrete monument found and N 79° 32' 49" E 57.95 feet (record call: 57.80 feet) to the Point of Beginning and containing 201.496 acres of land, more or less.

The foregoing field notes represent the results of an on-the-ground survey made under my supervision, August 1, 2003. Reference plat prepared this same date of this 201.496 acre tract.

Job #03-643




Richard A. Goodwin, RPLS #4069



SPOT ON SURVEYING

1345 Elliott Ranch Rd., Buda Texas 78610

FIELD NOTES-METES AND BOUNDS DESCRIPTION

Texas Firm No. 10193894 - J/N:0019-15-005

BEING 85.81 ACRES OF LAND OUT OF THE JOEL MINER SURVEY, HAYS COUNTY, TEXAS AND BEING A PORTION OF THAT 201.496 ACRE TRACT OF LAND OUT OF THE WILLIAM WARD SURVEY NO. 3 AND THE JOEL MINER SURVEY AS DESCRIBED TO YARRINGTON PARTNERS, LTD. A TEXAS LIMITED PARTNERSHIP IN VOLUME 2494, PAGE 403, AS DOCUMENT NO. 04018594, OFFICIAL PUBLIC RECORDS, HAYS COUNTY, TEXAS, (O.P.R.H.C.TX.), AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a found iron rod with cap stamped "SAM INC.", being accepted as the most Southerly corner of the 3.275 Acres of land conveyed to Hays County from Yarrington Partners, LTD. in Document No. 14036525, recorded in Volume 5090, Page 263, O.P.R.H.C.TX., said point being accepted as an angle point in the Southwest and Northwest Right of Way limits of Yarrington Road;

THENCE S 43° 28' 13" W, 1239.58 feet, along the Northwest Right of Way of said Yarrington Road to a found 1/2" iron rod, down 4", accepted as an angle point in the Northwest and Southwest Right of Way limits of said Yarrington Road;

THENCE S 46° 29' 38" E, 535.61 feet, along the Southwest Right of Way limits of said Yarrington Road to a set iron rod and cap stamped, "SPOT ON SURVEYING", (SIRC) said point to be used as the TRUE POINT OF BEGINNING for the description of this 85.81 Acre tract herein;

THENCE S 46° 29' 38" E, 3144.84 feet, continuing along the Southwest Right of Way limits of said Yarrington Road to a found 1/2" iron rod, down 6", accepted as the East corner of said 201.496 Acre tract also being the East corner of the 85.81 Acre tract described herein and accepted as the North corner of that 99.80 Acres conveyed to the State of Texas in Document No. 06017062, as recorded in Volume 2941, Page 831, O.P.R.H.C.TX.;

THENCE S 43° 31' 37" W, 1256.19 feet, along the common line of said 201.496 and 99.80 Acre tracts to a found 1/2" iron rod, flush, accepted as the South corner of said 201.496 Acre tract also being the South corner of the 85.81 Acre tract described herein and accepted as the East corner of that 318.105 Acres conveyed to the State of Texas in Document No. 05018360, as recorded in Volume 2715, Page 533, O.P.R.H.C.TX.;

THENCE N 46° 26' 03" W, 1315.46 feet, along the common line of said 201.496 and 318.105 Acre tracts to a found 1/2" iron rod, down 2", accepted as the Southerly limits of Gas easement described in Volume 801, Page 847, Deed Records, Hays County, Texas, D.R.H.C.TX., also being accepted as the Southwesterly limits of that 50 foot wide gas pipeline easement described in Volume 230, Page 120, Real Property Records, Hays County, Texas, R.P.R.H.C.TX. and being an angle point in the Southwesterly line of the 85.81 Acre tract described herein;

THENCE N 46° 18' 25" W, 1503.36 feet, along the Southwesterly line of said 201.496 Acre tract and the Northeasterly lines of said 318.105 Acre tract with the Northeasterly lines of Lot 4, of the San Marcos Technology Park, Subdivision as recorded in Volume 5, Page 147, Plat Records, Hays County, Texas, P.R.H.C.TX. and the 0.769 Acre tract to Federnales Electric Cooperative, Inc. as recorded in Volume 826, Page 691, O.P.R.H.C.TX., to a found iron rod with cap stamped "BYRN SURVEYING", said point being accepted as the West corner of the 85.81 acre tract described herein also being accepted as the Southeasterly limits of that (ten) 10 foot wide easement to the City of San Marcos for waterline purposes as recorded in Volume 1207, Page 627, O.P.R.H.C.TX. and the Southeasterly limits of a (one hundred) 100 foot wide easement to the Lower Colorado River Authority (LCRA) as recorded in Volume 148, Page 570, D.R.H.C.TX., a found 3/4" iron pipe accepted as the East corner of Lot 5 of said San Marcos Technology Park, Subdivision fails N 46° 18' 25" W, 1.11 feet from said point for a witness corner;

THENCE N 28° 54' 22" E, 1291.61 feet, along the Easterly limits of said 10 foot and 100 foot wide easements to the POINT OF BEGINNING hereof, containing a calculated area of 3,738,047.2 sq. ft., 85.81 Acres, said field notes being described in accordance with a survey made on the ground by me or under my direction. All bearings shown are based on NAD 83 Texas State Plane Coordinate System, South Central Zone. All distances shown are surface or ground distances.

Scott A. Hahn, RPLS 6375



January 19, 2016

Date

EXHIBIT A-2 – TRACT #1 LEGAL DESCRIPTION

FIELD NOTES FOR A 201.496 ACRE TRACT

Being a 201.496 acre tract of land, being approximately 94.659 acres out of the William Ward Survey No. 3 and approximately 106.837 acres out of the Joel Miner Survey, Hays County, Texas, and being out of a tract called 214.40 acres conveyed to Yarrington Properties by Warranty Deed recorded in Volume 773, Page 816 of the Official Public Records of Hays County, Texas, and all bearings referred to in this description are rotated to and referenced to a bearing of N 45° 52' W between iron pins found along the Southwest line of the above referenced 214.40 acre tract, and all bearings and distances referred to in this description as record calls are taken from Volume 773, Page 816 of the Official Public Records of Hays County, Texas, said 201.496 acre tract of land surveyed under the supervision of Richard A. Goodwin, RPLS #4069, S. Craig Hollmig, Inc., and being more particularly described as follows:

BEGINNING: At a concrete highway monument found at the intersection of the Southwest line of a road, called County Road No. 159, called Yarrington Road, with the Southeast line of Interstate Highway No. 35, for the most Northerly corner of the above referenced 214.40 acre tract, for the most Northerly corner and Point of Beginning of this tract;

THENCE: Leaving Interstate Highway No. 35, with a Southwest line of Yarrington Road, S 46° 02' 04" E 1812.44 feet (record call: S 46° 01' 00" E – 1813.06 feet) to a ½" iron pin found for a corner of the above referenced 214.40 acre tract, for a corner of this tract;

THENCE: Continuing along the Southwest line of said Yarrington Road and a turn to the right in said Yarrington Road, S 36° 43' 40" E 14.10 feet, a ½" iron pin set, S 02° 13' 26" E 44.83 feet, a ½" iron pin set, and S 40° 10' 14" W 32.45 feet to a ½" iron pin found in the Northwest line of said Yarrington Road, for a corner of the above referenced 214.40 acre tract, for a corner of this tract;

THENCE: Along said Northwest line, S 43° 58' 45" W 1263.87 feet (record call: S 43° 59' 00" W – 1263.40 feet) to a ½" iron pin found at a turn in said Yarrington Road, for an interior corner of the above referenced 214.40 acre tract, for an interior corner of this tract;

THENCE: Along a Southwest line of said Yarrington Road, a Northeast line of the above referenced 214.40 acre tract, S 45° 58' 21" E 3700.49 feet (record call: S 45° 58'

00" E - 3700.64 feet) to a 1/2" iron pin found in same, for the Lower East corner of the above referenced 214.40 acre tract, for the East corner of this tract;

THENCE: Along the Southeast line of the above referenced 214.40 acre tract, the Northwest line of a tract called 100 acres recorded in Volume 52, Page 68 of the Deed Records of Hays County, Texas, S 44° 02' 31" W 1256.51 feet to a 1/2" iron pin found at fence corner, for the South corner of the above referenced 214.40 acre tract, an East corner of a tract called 328.824 acres described in Volume 720, Page 155 of the Official Public Records of Hays County, Texas, for the South corner of this tract;

THENCE: Along the Southwest line of the above referenced 214.40 acre tract, the Northeast line of said 328.824 acre tract, the general direction of an existing fence, N 45° 52' 00" W 2136.80 feet to a 1/2" iron pin found at fence corner, for a North corner of said 328.824 acre tract, a corner of the above referenced 214.40 acre tract, the East corner of Lot 4 of San Marcos Technology Park, a subdivision of record in Volume 5, Page 147 of the Map and Plat Records of Hays County, Texas, for a corner of this tract;

THENCE: Along the Northeast line of Lots 4 and 5 of said San Marcos Technology Park, and continuing along the Southwest line of the above referenced 214.40 acre tract, the general direction of an existing fence, N 45° 47' 19" W 692.77 feet, a 1/2" iron pin found, N 45° 52' 57" W 696.50 feet to a 1/2" iron pin set and N 46° 02' 37" W 201.81 feet to a 1/4" pipe found at fence corner, for an interior corner of the above referenced 214.40 acre tract, the North corner of Lot 5, the East corner of Lot 6, for an interior corner of this tract;

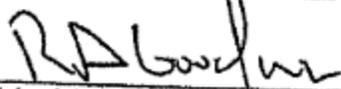
THENCE: Along the North line of Lot 6, S 82° 00' 53" W 1041.40 feet to a 1/2" iron pin found at the Northwest corner of Lot 6, lying in the Southeast line of Interstate Highway No. 35, for the most Westerly corner of this tract;

THENCE: Along the Southeast line of Interstate Highway No. 35, as now found upon the ground, N 21° 19' 20" E (record call: N 21° 17' E) 416.11 feet, a 1/2" iron pin found, N 24° 08' 41" E 2699.76 feet (record call: N 24° 09' E - 2700.00 feet) to a 1/2" iron pin found, N 24° 55' 22" E 367.45 feet to a concrete monument found, N 24° 56' 43" E 85.45 feet (record call for last two calls: N 24° 55' E - 452.99 feet) to a concrete monument found and N 79° 32' 49" E 57.95 feet (record call: 57.80 feet) to the Point of Beginning and containing 201.496 acres of land, more or less.

The foregoing field notes represent the results of an on-the-ground survey made under my supervision, August 1, 2003. Reference plat prepared this same date of this 201.496 acre tract.

Job #03-643




Richard A. Goodwin, RPLS #4069

Save and except, that certain 85.81 acre tract, as described below.



SPOT ON SURVEYING

1345 Elliott Ranch Rd., Buda Texas 78610

FIELD NOTES-METES AND BOUNDS DESCRIPTION

Texas Firm No. 10193894 - J/N:0019-15-005

BEING 85.81 ACRES OF LAND OUT OF THE JOEL MINER SURVEY, HAYS COUNTY, TEXAS AND BEING A PORTION OF THAT 201.496 ACRE TRACT OF LAND OUT OF THE WILLIAM WARD SURVEY NO. 3 AND THE JOEL MINER SURVEY AS DESCRIBED TO YARRINGTON PARTNERS, LTD. A TEXAS LIMITED PARTNERSHIP IN VOLUME 2494, PAGE 403, AS DOCUMENT NO. 04018594, OFFICIAL PUBLIC RECORDS, HAYS COUNTY, TEXAS, (O.P.R.H.C.TX.), AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a found iron rod with cap stamped "SAM INC.", being accepted as the most Southerly corner of the 3.275 Acres of land conveyed to Hays County from Yarrington Partners, LTD. in Document No. 14036525, recorded in Volume 5090, Page 263, O.P.R.H.C.TX., said point being accepted as an angle point in the Southwest and Northwest Right of Way limits of Yarrington Road;

THENCE S 43° 28' 13" W, 1239.58 feet, along the Northwest Right of Way of said Yarrington Road to a found 1/2" iron rod, down 4", accepted as an angle point in the Northwest and Southwest Right of Way limits of said Yarrington Road;

THENCE S 46° 29' 38" E, 535.61 feet, along the Southwest Right of Way limits of said Yarrington Road to a set iron rod and cap stamped, "SPOT ON SURVEYING", (SIRC) said point to be used as the TRUE POINT OF BEGINNING for the description of this 85.81 Acre tract herein;

THENCE S 46° 29' 38" E, 3144.84 feet, continuing along the Southwest Right of Way limits of said Yarrington Road to a found 1/2" iron rod, down 6", accepted as the East corner of said 201.496 Acre tract also being the East corner of the 85.81 Acre tract described herein and accepted as the North corner of that 99.80 Acres conveyed to the State of Texas in Document No. 06017062, as recorded in Volume 2941, Page 831, O.P.R.H.C.TX.;

THENCE S 43° 31' 37" W, 1256.19 feet, along the common line of said 201.496 and 99.80 Acre tracts to a found 1/2" iron rod, flush, accepted as the South corner of said 201.496 Acre tract also being the South corner of the 85.81 Acre tract described herein and accepted as the East corner of that 318.105 Acres conveyed to the State of Texas in Document No. 05018360, as recorded in Volume 2715, Page 533, O.P.R.H.C.TX.;

THENCE N 46° 26' 03" W, 1315.46 feet, along the common line of said 201.496 and 318.105 Acre tracts to a found 1/2" iron rod, down 2", accepted as the Southerly limits of Gas easement described in Volume 801, Page 847, Deed Records, Hays County, Texas, D.R.H.C.TX., also being accepted as the Southwesterly limits of that 50 foot wide gas pipeline easement described in Volume 230, Page 120, Real Property Records, Hays County, Texas, R.P.R.H.C.TX. and being an angle point in the Southwesterly line of the 85.81 Acre tract described herein;

THENCE N 46° 18' 25" W, 1503.36 feet, along the Southwesterly line of said 201.496 Acre tract and the Northeasterly lines of said 318.105 Acre tract with the Northeasterly lines of Lot 4, of the San Marcos Technology Park, Subdivision as recorded in Volume 5, Page 147, Plat Records, Hays County, Texas, P.R.H.C.TX. and the 0.769 Acre tract to Federales Electric Cooperative, Inc. as recorded in Volume 826, Page 691, O.P.R.H.C.TX., to a found iron rod with cap stamped "BYRN SURVEYING", said point being accepted as the West corner of the 85.81 acre tract described herein also being accepted as the Southeasterly limits of that (ten) 10 foot wide easement to the City of San Marcos for waterline purposes as recorded in Volume 1207, Page 627, O.P.R.H.C.TX. and the Southeasterly limits of a (one hundred) 100 foot wide easement to the Lower Colorado River Authority (LCRA) as recorded in Volume 148, Page 570, D.R.H.C.TX., a found 3/4" iron pipe accepted as the East corner of Lot 5 of said San Marcos Technology Park, Subdivision fails N 46° 18' 25" W, 1.11 feet from said point for a witness corner;

THENCE N 28° 54' 22" E, 1291.61 feet, along the Easterly limits of said 10 foot and 100 foot wide easements to the POINT OF BEGINNING hereof, containing a calculated area of 3,738,047.2 sq. ft., 85.81 Acres, said field notes being described in accordance with a survey made on the ground by me or under my direction. All bearings shown are based on NAD 83 Texas State Plane Coordinate System, South Central Zone. All distances shown are surface or ground distances.

Scott A. Hahn, RPLS 6375



January 19, 2016

Date

EXHIBIT A-3 – TRACT #2 LEGAL DESCRIPTION

FIELD NOTE DESCRIPTION
16.56 ACRES
JOEL MINOR SURVEY
HAYS COUNTY, TEXAS

FIELD NOTE DESCRIPTION OF 16.56 ACRES OF LAND OUT OF THE JOEL MINOR SURVEY, HAYS COUNTY, TEXAS, BEING A PORTION OF THAT CERTAIN 318.05 ACRE TRACT DESCRIBED IN A DEED TO WHISPER MASTER COMMUNITY LIMITED PARTNERSHIP RECORDED IN DOCUMENT NUMBER 2016-16000334 OF THE OFFICIAL PUBLIC RECORDS OF HAYS COUNTY, TEXAS. THE SAID 16.56 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

NOTE: All steel pins set cited herein are ½ inch diameter with cap marked Lenz & Assoc. All nails set cited herein are 60d with washer marked Lenz & Assoc. Bearings cited herein are based on the Texas Coordinate System of 1983 (NAD83), South Central Zone.

COMMENCING, at a ½ inch diameter steel pin found with cap marked DOUCET in the interior of the said 318.05 acre tract at the north end of a 25.00 foot radius curve on the west line of Fortuna Road, as dedicated by the plat of Whisper PID Improvements Plat, of record in Document Number 19030333 of the Plat Records of Hays County, Texas, from which a ½ inch diameter steel pin found with cap marked DOUCET on the north line of Opportunity Boulevard at the west end of said curve bears a chord bearing and distance of S 42°22'38" W, 35.36 feet;

THENCE, N 02°37'22" W, a distance of 841.73 feet, through the interior of the said 318.05 acre tract, along the west line of Fortuna Road, to a ½ inch diameter steel pin steel pin found with cap marked DOUCET;

THENCE, continuing with the west line of Fortuna Road with a curve to the right, having a central angle of 15°58'47", a radius of 535.00 feet, an arc of 148.90 feet and a chord bearing and distance of N 05°21'01" E, 148.42 feet to a steel pin set for the **PLACE OF BEGINNING** of the herein described tract;

THENCE, continuing to traverse the interior of the said 318.05 acre tract, the following eight (8) courses and distances:

- 1) N 76°42'40" W, 39.59 feet to a steel pin set;
- 2) S 23°17'22" W, 293.17 feet to a steel pin set;
- 3) S 87°59'58" W, 668.17 feet to a steel pin set;
- 4) N 02°00'02" W, 205.93 feet to a steel pin set;
- 5) With a curve to the right, having a central angle of 25°17'23", a radius of 385.00 feet, an arc of 169.94 feet and a chord bearing and distance of N 10°38'40" E, 168.56 feet to a steel pin set;

- 6) N 23°17'22" E, 759.80 feet to a steel pin set;
- 7) S 66°42'38" E, 667.95 feet to a steel pin set;
- 8) S 46°14'43" E, 98.21 feet to a steel pin set on the west line of Fortuna Road, from which a ½ inch diameter steel pin found with cap marked Doucet bears N 23°17'48" E, 986.89 feet;

THENCE, continuing to traverse the interior of the said 318.05 acre tract, along the west line of Fortuna Road, the following two (2) courses and distances:

- 1) S 23°17'48" W, 397.99 feet to a steel pin found with cap marked Doucet;
- 2) With a curve to the left, having a central angle of 09°58'23", a radius of 535.00 feet, an arc of 93.13 feet and a chord bearing and distance of S 18°18'36" W, 93.01 feet to the **PLACE OF BEGINNING**, containing 16.56 acres of land, more or less.

This description prepared for the benefit of Whisper Industrial 2019 QOZB, LLC and Simmons Bank, an Arkansas State Charter Bank.

DECEMBER 30, 2019



Timothy A. Lenz
Lenz & Associates, Inc.
Firm Number 100290-00
4150 Freidrich Lane, Suite A-1
Austin, Texas 78744
(512) 443-1174



Whisper (16.56 ac).doc

EXHIBIT A-4 – TRACT #3 LEGAL DESCRIPTION

PROPERTY DESCRIPTION

FIELD NOTES FOR A 130.641 ACRE TRACT

Being a 130.641 acre tract of land, out of the Joel Miner Survey, Hays County, Texas, and being out of a 318.105 acre tract and a 99.800 tract, conveyed to Whisper Master Community Limited Partnership by a Deed Without Warranty recorded in Document Number 2016-16000334 of the Official Public Records of Hays County, Texas, being more particularly described as follows:

COMMENCING at a point in the Northwesterly R.O.W. of County Road 160 (Harris Hill Road), being the intersection of the Southwesterly line of a 318.105 acre tract, conveyed to Whisper Master Community Limited Partnership by a Deed With Warranty recorded in Document No. 2016-16000334 in the Official Public Records of Hays County, Texas;

Thence N 46°21'27" W, a distance of 23.53 feet to the beginning point of said 318.105 acre tract;

Thence: Along the Southwesterly line of said 318.105 acre tract, N 46°21'27" W, a distance of 2,227.77 feet to the Southwesterly corner of said 318.105 acre tract;

Thence: Leaving said 318.105 acre tract and traversing thru the interior of the said 318.105 tract, N 23°17'22" E, a distance of 830.41 feet to an interior corner;

Thence: N 50°54'24" E, a distance of 84.97 feet to an interior corner;

Thence: S 89°50'45" E, a distance of 408.50 feet to an interior corner;

Thence: S 71°04'04" E, a distance of 52.81 feet to an interior corner;

Thence: S 89°50'45" E, a distance of 111.50 feet to an interior corner;

Thence: N 00°09'15" E, a distance of 70.50 feet to an interior corner;

Thence: N 89°50'45" W, a distance of 121.50 feet to an interior corner;

Thence: N 00°09'15" E, a distance of 365.15 feet to a corner point on the south right-of-way of Whisper Hills Blvd;

Thence: With the south right-of-way of Whisper Hills Blvd., N 87°22'38" E, a distance of 606.71 feet to a corner point on said south right-of-way;

Thence: Leaving said south right-of-way, S 00°09'15" W, a distance of 306.12 feet to an interior corner;

Thence: S 87°13'46" W, a distance of 121.90 feet to an interior corner;

Thence: Along a curve to the right, an arc length of 9.27 feet, a radius of 181.50 feet, a chord bearing of S 01°18'29" E and a chord distance of 9.26 feet to an interior corner;

Thence: S 00°09'15" W, a distance of 73.16 feet to an interior corner;

Thence: N 88°55'36" E, a distance of 160.33 feet to an interior corner;

Thence: N 01°04'24" W, a distance of 10.00 feet to an interior corner;

Thence: N 88°55'36" E, crossing the said 318.105 acre tract and said 99,800 acre tract boundary line a distance of 601.21 feet, thence continuing thru the said 99,800 acre tract for a total distance of 669.07 feet to an interior corner;

Thence: N 00°09'15" E, a distance of 65.73 feet to an interior corner;

Thence: Along a curve to the left, an arc length of 144.19 feet, a radius of 2975.00 feet, a chord bearing of N 01°14'03" W and a chord distance of 144.18 feet to an interior corner;

Thence: N 02°37'22" W, a distance of 166.05 feet to an interior corner;

Thence: Along a curve to the left, an arc length of 39.27 feet, a radius of 25.00 feet, a chord bearing of N 47°37'24" W and a chord distance of 35.36 feet to a corner point on the south right-of-way of said Whisper Hills Blvd.;

Thence: Along the south right-of-way of Whisper Hills Blvd., N 87°22'38" E, a distance of 100.00 feet to a corner point;

Thence: Leaving said right-of-way along a curve to the left, an arc length of 39.27 feet, a radius of 25.00 feet, a chord bearing of S 42°22'37" W and a chord distance of 35.36 feet to an interior corner;

Thence: S 02°37'22" E, a distance of 166.05 feet to an interior corner;

Thence: Along a curve to the right, an arc length of 146.62 feet, a radius of 3025.00 feet, a chord bearing of S 01°14'03" E and a chord distance of 146.60 feet to an interior corner

Thence: S 00°09'15" W, a distance of 64.66 feet to an interior corner;

Thence: N 88°55'36" E, a distance of 361.77 feet to an interior corner ;

Thence: S 46°21'27" E, a distance of 214.73 feet to an interior corner;

Thence: N 45°55'20" E, a distance of 293.36 feet to an interior corner;

Thence: Along a curve to the left, an arc length of 143.55 feet, a radius of 262.00 feet, a chord bearing of N 30°13'34" E and a chord distance of 141.76 feet to an interior corner;

Thence: N 14°31'48" E, a distance of 256.58 feet to a corner point on the south right-of-way of said Whisper Hills Blvd.;

Thence: Along said south right-of-way a curve to the right, an arc length of 303.28 feet, a radius of 955.00 feet, a chord bearing of S 75°48'18" E and a chord distance of 302.01 feet to a corner point;

Thence: Leaving said south right-of-way, S 14°31'48" W, a distance of 258.35 feet to an interior corner;

Thence: Along a curve to the right an arc length of 79.50 feet, a radius of 564.00 feet, a chord bearing of S 18°34'05" W and a chord distance of 79.43 feet to an interior corner;

Thence: S 46°21'27" E, a distance of 582.83 feet a Northeast corner point;

Thence: S 43°51'51" W, crossing the said 99.800 acre tract and said 318.105 acre tract boundary line a distance of 847.96 feet, thence continuing thru the said 318.105 acre tract for a total distance of 1507.06 feet to a point;

Thence: A curve to the right, an arc length of 31.57 feet, a radius of 619.00 feet, a chord bearing of S 45°19'32" W and a chord distance of 31.57 feet to a point;

Thence: S 46°47'12" W, a distance of 1393.50 feet to the Point of Beginning and containing 130.641 acres, more or less.



March 28, 2019

EXHIBIT A-5 – TRACT #4 LEGAL DESCRIPTION

Being approximately 706.349 acres of land within the District as more particularly described in **Exhibit A-1**; SAVE AND EXCEPT the approximately 115.686-acre tract of land comprising Tract #1 as more particularly described in **Exhibit A-2**; SAVE AND EXCEPT the approximately 16.560-acre tract of land comprising Tract #2 as more particularly described in **Exhibit A-3**; SAVE AND EXCEPT the approximately 130.641-acre tract of land comprising Tract #3 as more particularly described in **Exhibit A-4**; SAVE AND EXCEPT the approximately 51.969-acre tract of land comprising Tract #5 as more particularly described in **Exhibit A-6**.

EXHIBIT A-6 – TRACT #5 LEGAL DESCRIPTION



METES AND BOUNDS DESCRIPTION FOR

A 51.969 acre, or 2,263,776 square feet more or less, tract of land out of a portion of that 85.81 acre tract described in Special Warranty Deed to Whisper Master Community Limited Partnership (WMCLP) recorded in Document Number 2016-16011214 of the Official Public Records of Hays County, Texas, and out of a portion of that 99.80 acre tract described in Deed Without Warranty to Whisper Master Community Limited Partnership (WMCLP) recorded in Document Number 2016-16000334 of the Official Public Records of Hays County, Texas, situate in the Joel Miner Survey, Abstract 321, partially in the City of San Marcos, Hays County, Texas. Said 51.969 acre tract being more fully described as follows, with bearings based on the Texas Coordinate System established for the South Central Zone from the North American Datum of 1983 NAD 83 (NA2011) epoch 2010.00:

- COMMENCING: At a found 1/2" iron rod marked "Spot On" on the southwest right-of-way line of County Road No. 159, variable width right-of-way (aka Yarrington Road), at the north corner of said WMCLP 85.81 acre tract, at an east corner of the Yarrington Partners, LTD tract recorded in Volume 2494, Page 403 of the Official Public Records of Hays County, Texas;
- THENCE: S 46°29'26" E, along the southwest right-of-way line of said County Road No. 159, a distance of 1614.02 feet to a set 1/2" iron rod with yellow cap marked "Pape-Dawson", at the northeast corner of Fortuna Road, 70-foot wide public right-of-way, dedicated in Whisper PID Infrastructure Improvements Plat recorded in Document Number 19030333 of the Plat Records of Hays County, Texas, on the northeast line of said WMCLP 85.81 acre tract, for a northerly corner of the herein described tract, same being the POINT OF BEGINNING;
- THENCE: S 46°29'26" E, continuing along the southwest right-of-way line of said County Road No. 159, at a distance of 1531.09 feet pass a found 1/2" iron rod for a northwest corner of said WMCLP 99.80 acre tract, for the southeast corner of said WMCLP 85.81 acre tract, and continuing for a total distance of 1938.27 feet to a set 1/2" iron rod with yellow cap marked "Pape-Dawson", on the northeast line of said WMCLP 99.80 acre tract, for the southeast corner of the herein described tract;
- THENCE: S 43°30'22" W, departing the southwest line of said County Road No. 159, over and across said WMCLP 99.80 acre tract, a distance of 1256.46 feet to a set 1/2" iron rod with yellow cap marked "Pape-Dawson" for the south corner of the herein described tract;

Page 1 of 2

THENCE: N 46°26'18" W, continuing over and across said WMCLP 99.80 acre tract, at a distance of 407.57 feet pass a found 1/2" iron rod at the southeast corner of a 318.105 acre tract described by deed to Whisper Master Community Limited Partnership (WMCLP) recorded in Document Number 2016-16000334 of the Official Public Records of Hays County, Texas, at the south corner of said WMCLP 85.81 acre tract, continuing for a total distance of 1579.85 feet to a set 1/2" iron rod with yellow cap marked "Pape-Dawson" on the southeast right-of-way line of said Fortuna Road, for the west corner of the herein described tract;

THENCE: Along and with the southeast right-of-way line of said Fortuna Road, the following bearings and distances:

N 23°17'58" E, a distance of 1012.74 feet to a set 1/2" iron rod with yellow cap marked "Pape-Dawson";

Northeasterly, along a tangent curve to the right, said curve having a radius of 465.00 feet, a central angle of 20°12'33", a chord bearing and distance of N 33°24'15" E, 163.16 feet, for an arc length of 164.01 feet to a set 1/2" iron rod with yellow cap marked "Pape-Dawson";

N 43°30'31" E, a distance of 123.99 feet to a set 1/2" iron rod with yellow cap marked "Pape-Dawson";

THENCE: Northeasterly, along a tangent curve to the right, said curve having a radius of 20.00 feet, a central angle of 90°00'00", a chord bearing and distance of N 88°30'31" E, 28.28 feet, for an arc length of 31.42 feet to the POINT OF BEGINNING and containing 51.969 acres partially in the City of San Marcos, Hays County, Texas. Said tract being described in conjunction with a survey made on the ground and a survey map prepared under job number 11152-04 by Pape-Dawson Engineers, Inc.

PREPARED BY: Pape-Dawson Engineers, Inc.
DATE: November 27, 2019
JOB NO. 11152-04
DOC. ID. N:\CIVIL\11152-04\Word\11152-04 FN 51.969 AC.docx



G. E. Buchanan
12/02/2019



EXHIBIT B-1 – DISTRICT BOUNDARY MAP

WHISPER LAND USE PLAN

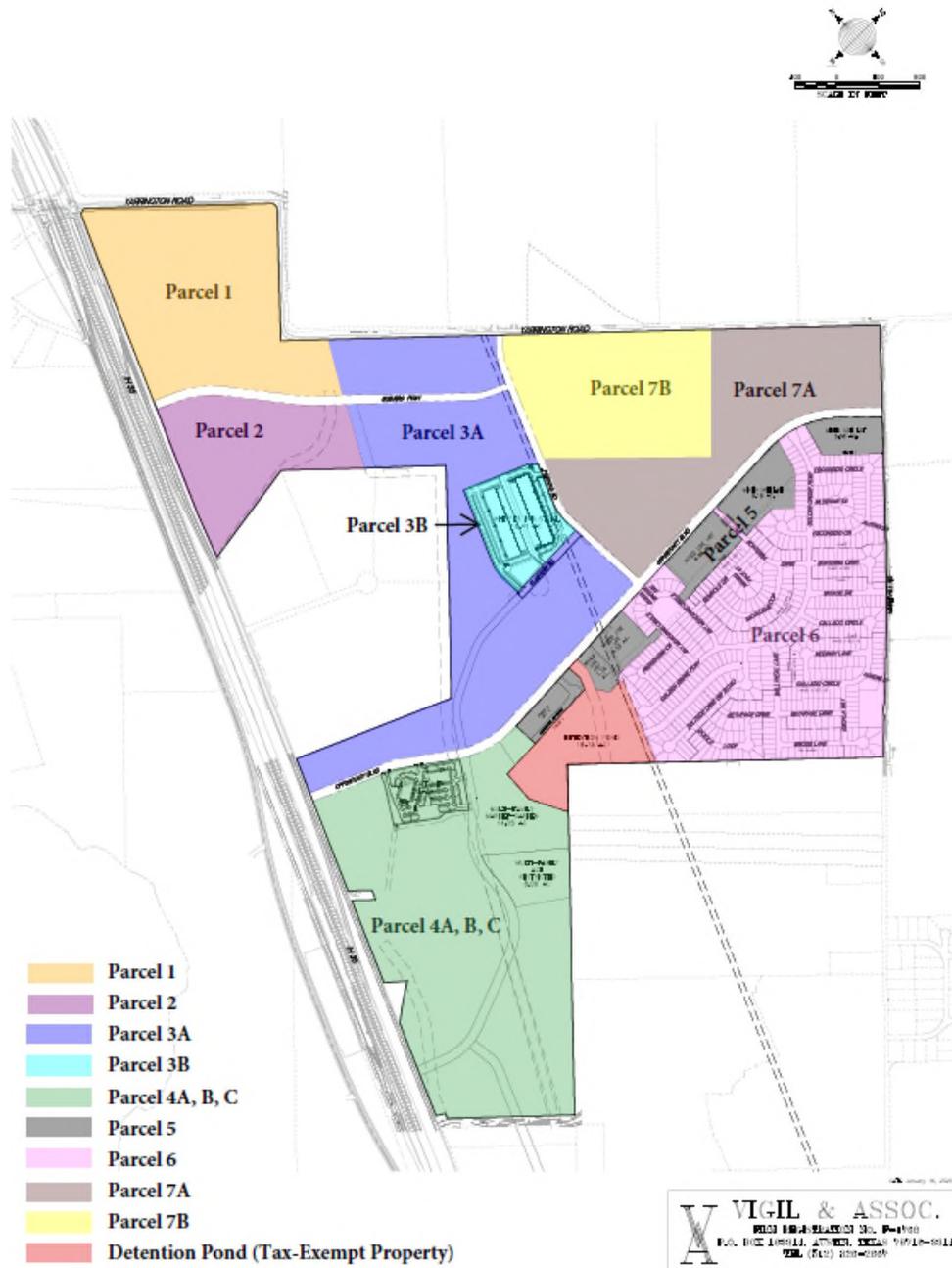


EXHIBIT B-2 – TRACT #1 BOUNDARY MAP



X VIGIL & ASSOC.
P.O. BOX 10000, TAMPA, FL 33611
TEL. (813) 288-4200

EXHIBIT B-3 – TRACT #2 BOUNDARY MAP



X VIGIL & ASSOC.
PLANNING & SURVEYING, INC.
P.O. BOX 108011, ATWATER, TEXAS 76710-8011
TEL: (817) 250-2000

EXHIBIT B-4 – TRACT #3 BOUNDARY MAP



VIGIL & ASSOC.
P.O. BOX 108811, ATTYN, TEXAS 75710-8811
TEL. (214) 350-2222

EXHIBIT C – AUTHORIZED IMPROVEMENTS

Authorized Improvements	Total Costs [a]	Whisper PID	
		%	Cost
<i>Major Improvements</i>			
Road A [b]	\$ 5,214,299	100.00%	\$ 5,214,299
Road B [b]	2,179,637	100.00%	2,179,637
Lift Station & Wastewater Line D	285,746	100.00%	285,746
Road C [b]	2,284,880	100.00%	2,284,880
Offsite Wastewater Line B	315,750	100.00%	315,750
Detention Pond	209,699	100.00%	209,699
Construction Management (4%)	419,600	100.00%	419,600
Soft Costs	824,099	100.00%	824,099
	\$ 11,733,710		\$ 11,733,710
<i>District Formation and Bond Issuance Costs</i>			
Debt Service Reserve Fund	\$ 1,066,556		\$ 1,066,556
Capitalized Interest	562,706		562,706
Underwriter's Discount	281,500		281,500
Underwriter's Counsel	140,750		140,750
Cost of Issuance	844,500		844,500
Developer District Formation Costs	200,000		200,000
First Year Annual Collection Costs	40,000		40,000
	\$ 3,136,012		\$ 3,136,012
Total	\$ 14,869,722		\$ 14,869,722

Footnotes:

[a] Costs provided by Sundance Analytics dated April 27, 2020. Costs may not add due to rounding.

[b] Net of proportionate share of \$1,592,682 in City cost participation.

EXHIBIT D – SERVICE PLAN – FIVE YEAR PLAN

Five Year Service Plan						
Installments Due		1/31/2021	1/31/2022	1/31/2023	1/31/2024	1/31/2025
Principal		\$ -	\$ 195,000	\$ 205,000	\$ 215,000	\$ 225,000
Interest		840,556	840,556	830,075	819,056	807,500
Capitalized Interest		(420,278)	-	-	-	-
	(1)	\$ 420,278	\$ 1,035,556	\$ 1,035,075	\$ 1,034,056	\$ 1,032,500
Annual Collection Costs	(2)	\$ 40,800	\$ 41,616	\$ 42,448	\$ 43,297	\$ 44,163
Additional Interest Reserve	(3)	\$ 70,375	\$ 70,375	\$ 69,400	\$ 68,375	\$ 67,300
Total Annual Installment	(4) = (1) + (2) + (3)	\$ 531,453	\$ 1,147,547	\$ 1,146,923	\$ 1,145,729	\$ 1,143,963

EXHIBIT E – SERVICE PLAN – SOURCES AND USES

Sources of Funds	
PID Bond Par	\$ 14,075,000
Developer Contribution [a]	794,722
Total Sources	\$ 14,869,722

Uses of Funds	
Major Improvements	\$ 11,733,710
<i>District Formation and Bond Issuance Costs</i>	
Debt Service Reserve Fund	\$ 1,066,556
Capitalized Interest	562,706
Underwriter's Discount	281,500
Underwriter's Counsel	140,750
Cost of Issuance	844,500
Developer District Formation Costs	200,000
First Year Annual Collection Costs	40,000
	\$ 3,136,012
 Total Uses	 \$ 14,869,722

Footnotes:

[a] Non-reimbursable to the Developer.

EXHIBIT F – ASSESSMENT ROLL

Property ID	Whisper PID	
	Outstanding Assessment	Annual Installment due 1/31/21
<i>Tract #1</i>	\$ 2,083,452	\$ 78,668
<i>Tract #2</i>	\$ 337,519	\$ 12,744
<i>Tract #3</i>	\$ 2,784,116	\$ 105,125
<i>Tract #4</i>	\$ 7,672,311	\$ 289,696
<i>Tract #5</i>	\$ 1,197,602	\$ 45,220
Total	\$ 14,075,000	\$ 531,453

Note: For billing purposes only, until a plat has been recorded within Tract #1, Tract #2, Tract #3, Tract #4 or Tract #5, the Annual Installment will be billed to each property ID within each Tract based on the Hays Central Appraisal District acreage.

EXHIBIT G-1 – ANNUAL INSTALLMENTS

Installments Due 1/31	Principal	Interest [a]	Capitalized Interest	Additional Interest	Annual Collection Costs	Annual Installment
2020 [b]	\$ -	\$ 142,428	\$ (142,428)	\$ -	\$ -	\$ -
2021	\$ -	\$ 840,556	\$ (420,278)	\$ 70,375	\$ 40,800	\$ 531,453
2022	\$ 195,000	\$ 840,556	\$ -	\$ 70,375	\$ 41,616	\$ 1,147,547
2023	\$ 205,000	\$ 830,075	\$ -	\$ 69,400	\$ 42,448	\$ 1,146,923
2024	\$ 215,000	\$ 819,056	\$ -	\$ 68,375	\$ 43,297	\$ 1,145,729
2025	\$ 225,000	\$ 807,500	\$ -	\$ 67,300	\$ 44,163	\$ 1,143,963
2026	\$ 240,000	\$ 795,406	\$ -	\$ 66,175	\$ 45,046	\$ 1,146,628
2027	\$ 255,000	\$ 782,506	\$ -	\$ 64,975	\$ 45,947	\$ 1,148,429
2028	\$ 265,000	\$ 768,800	\$ -	\$ 63,700	\$ 46,866	\$ 1,144,366
2029	\$ 280,000	\$ 754,556	\$ -	\$ 62,375	\$ 47,804	\$ 1,144,735
2030	\$ 295,000	\$ 739,506	\$ -	\$ 60,975	\$ 48,760	\$ 1,144,241
2031	\$ 315,000	\$ 723,650	\$ -	\$ 59,500	\$ 49,735	\$ 1,147,885
2032	\$ 330,000	\$ 704,750	\$ -	\$ 57,925	\$ 50,730	\$ 1,143,405
2033	\$ 355,000	\$ 684,950	\$ -	\$ 56,275	\$ 51,744	\$ 1,147,969
2034	\$ 375,000	\$ 663,650	\$ -	\$ 54,500	\$ 52,779	\$ 1,145,929
2035	\$ 400,000	\$ 641,150	\$ -	\$ 52,625	\$ 53,835	\$ 1,147,610
2036	\$ 425,000	\$ 617,150	\$ -	\$ 50,625	\$ 54,911	\$ 1,147,686
2037	\$ 450,000	\$ 591,650	\$ -	\$ 48,500	\$ 56,010	\$ 1,146,160
2038	\$ 480,000	\$ 564,650	\$ -	\$ 46,250	\$ 57,130	\$ 1,148,030
2039	\$ 510,000	\$ 535,850	\$ -	\$ 43,850	\$ 58,272	\$ 1,147,972
2040	\$ 540,000	\$ 505,250	\$ -	\$ 41,300	\$ 59,438	\$ 1,145,988
2041	\$ 575,000	\$ 472,850	\$ -	\$ 38,600	\$ 60,627	\$ 1,147,077
2042	\$ 610,000	\$ 437,631	\$ -	\$ 35,725	\$ 61,839	\$ 1,145,195
2043	\$ 650,000	\$ 400,269	\$ -	\$ 32,675	\$ 63,076	\$ 1,146,020
2044	\$ 690,000	\$ 360,456	\$ -	\$ 29,425	\$ 64,337	\$ 1,144,219
2045	\$ 735,000	\$ 318,194	\$ -	\$ 25,975	\$ 65,624	\$ 1,144,793
2046	\$ 785,000	\$ 273,175	\$ -	\$ 22,300	\$ 66,937	\$ 1,147,412
2047	\$ 835,000	\$ 225,094	\$ -	\$ 18,375	\$ 68,275	\$ 1,146,744
2048	\$ 890,000	\$ 173,950	\$ -	\$ 14,200	\$ 69,641	\$ 1,147,791
2049	\$ 945,000	\$ 119,438	\$ -	\$ 9,750	\$ 71,034	\$ 1,145,221
2050	\$ 1,005,000	\$ 61,556	\$ -	\$ 5,025	\$ 72,454	\$ 1,144,036
Total	\$ 14,075,000	\$ 17,196,259	\$ (562,706)	\$ 1,407,425	\$ 1,655,178	\$ 33,771,156

[a] Interest is calculated at a 5.83% rate for illustration purposes.

[b] Capitalized Interest for Annual Installment due 1/31/20 funds the 9/1/20 interest payment in full.

Note: The figures shown above are estimates only and subject to change in Annual Service Plan Updates. Changes in Annual Collection Costs, reserve fund requirements, interest earnings, or other available offsets could increase or decrease the amounts shown.

EXHIBIT G-2 – ANNUAL INSTALLMENTS FOR TRACT #1

Installments Due 1/31	Principal	Interest [a]	Capitalized Interest	Additional Interest	Annual Collection Costs	Annual Installment
2020 [b]	\$ -	\$ 21,082.84	\$ (21,082.84)	\$ -	\$ -	\$ -
2021	\$ -	\$ 124,423.32	\$ (62,211.66)	\$ 10,417.26	\$ 6,039.42	\$ 78,668.34
2022	\$ 28,864.87	\$ 124,423.32	\$ -	\$ 10,417.26	\$ 6,160.21	\$ 169,865.66
2023	\$ 30,345.12	\$ 122,871.84	\$ -	\$ 10,272.93	\$ 6,283.41	\$ 169,773.30
2024	\$ 31,825.37	\$ 121,240.79	\$ -	\$ 10,121.21	\$ 6,409.08	\$ 169,596.45
2025	\$ 33,305.62	\$ 119,530.17	\$ -	\$ 9,962.08	\$ 6,537.26	\$ 169,335.14
2026	\$ 35,526.00	\$ 117,740.00	\$ -	\$ 9,795.55	\$ 6,668.01	\$ 169,729.55
2027	\$ 37,746.37	\$ 115,830.47	\$ -	\$ 9,617.92	\$ 6,801.37	\$ 169,996.13
2028	\$ 39,226.62	\$ 113,801.60	\$ -	\$ 9,429.19	\$ 6,937.39	\$ 169,394.81
2029	\$ 41,446.99	\$ 111,693.18	\$ -	\$ 9,233.06	\$ 7,076.14	\$ 169,449.37
2030	\$ 43,667.37	\$ 109,465.40	\$ -	\$ 9,025.82	\$ 7,217.67	\$ 169,376.26
2031	\$ 46,627.87	\$ 107,118.28	\$ -	\$ 8,807.49	\$ 7,362.02	\$ 169,915.65
2032	\$ 48,848.24	\$ 104,320.60	\$ -	\$ 8,574.35	\$ 7,509.26	\$ 169,252.45
2033	\$ 52,548.87	\$ 101,389.71	\$ -	\$ 8,330.11	\$ 7,659.44	\$ 169,928.13
2034	\$ 55,509.37	\$ 98,236.78	\$ -	\$ 8,067.36	\$ 7,812.63	\$ 169,626.14
2035	\$ 59,209.99	\$ 94,906.22	\$ -	\$ 7,789.81	\$ 7,968.89	\$ 169,874.91
2036	\$ 62,910.62	\$ 91,353.62	\$ -	\$ 7,493.76	\$ 8,128.26	\$ 169,886.26
2037	\$ 66,611.24	\$ 87,578.98	\$ -	\$ 7,179.21	\$ 8,290.83	\$ 169,660.26
2038	\$ 71,051.99	\$ 83,582.31	\$ -	\$ 6,846.16	\$ 8,456.64	\$ 169,937.10
2039	\$ 75,492.74	\$ 79,319.19	\$ -	\$ 6,490.90	\$ 8,625.78	\$ 169,928.60
2040	\$ 79,933.49	\$ 74,789.62	\$ -	\$ 6,113.43	\$ 8,798.29	\$ 169,634.84
2041	\$ 85,114.36	\$ 69,993.61	\$ -	\$ 5,713.76	\$ 8,974.26	\$ 169,796.00
2042	\$ 90,295.24	\$ 64,780.36	\$ -	\$ 5,288.19	\$ 9,153.74	\$ 169,517.53
2043	\$ 96,216.24	\$ 59,249.78	\$ -	\$ 4,836.72	\$ 9,336.82	\$ 169,639.55
2044	\$ 102,137.24	\$ 53,356.53	\$ -	\$ 4,355.64	\$ 9,523.56	\$ 169,372.96
2045	\$ 108,798.36	\$ 47,100.63	\$ -	\$ 3,844.95	\$ 9,714.03	\$ 169,457.96
2046	\$ 116,199.61	\$ 40,436.72	\$ -	\$ 3,300.96	\$ 9,908.31	\$ 169,845.60
2047	\$ 123,600.86	\$ 33,319.50	\$ -	\$ 2,719.96	\$ 10,106.47	\$ 169,746.79
2048	\$ 131,742.23	\$ 25,748.95	\$ -	\$ 2,101.95	\$ 10,308.60	\$ 169,901.74
2049	\$ 139,883.61	\$ 17,679.73	\$ -	\$ 1,443.24	\$ 10,514.78	\$ 169,521.36
2050	\$ 148,765.11	\$ 9,111.86	\$ -	\$ 743.83	\$ 10,725.07	\$ 169,345.87
Total	\$ 2,083,451.60	\$ 2,545,475.90	\$ (83,294.50)	\$ 208,334.06	\$ 245,007.64	\$ 4,998,974.69

[a] Interest is calculated at a 5.83% rate for illustration purposes.

[b] Capitalized Interest for Annual Installment due 1/31/20 funds the 9/1/20 interest payment in full.

Note: The figures shown above are estimates only and subject to change in Annual Service Plan Updates. Changes in Annual Collection Costs, reserve fund requirements, interest earnings, or other available offsets could increase or decrease the amounts shown.

EXHIBIT G-3 – ANNUAL INSTALLMENTS FOR TRACT #2

Installments Due 1/31	Principal	Interest [a]	Capitalized Interest	Additional Interest	Annual Collection Costs	Annual Installment
2020 [b]	\$ -	\$ 3,415.42	\$ (3,415.42)	\$ -	\$ -	\$ -
2021	\$ -	\$ 20,156.58	\$ (10,078.29)	\$ 1,687.60	\$ 978.39	\$ 12,744.27
2022	\$ 4,676.11	\$ 20,156.58	\$ -	\$ 1,687.60	\$ 997.95	\$ 27,518.24
2023	\$ 4,915.91	\$ 19,905.24	\$ -	\$ 1,664.22	\$ 1,017.91	\$ 27,503.27
2024	\$ 5,155.71	\$ 19,641.01	\$ -	\$ 1,639.64	\$ 1,038.27	\$ 27,474.62
2025	\$ 5,395.51	\$ 19,363.89	\$ -	\$ 1,613.86	\$ 1,059.04	\$ 27,432.29
2026	\$ 5,755.21	\$ 19,073.88	\$ -	\$ 1,586.88	\$ 1,080.22	\$ 27,496.19
2027	\$ 6,114.91	\$ 18,764.54	\$ -	\$ 1,558.10	\$ 1,101.82	\$ 27,539.37
2028	\$ 6,354.71	\$ 18,435.86	\$ -	\$ 1,527.53	\$ 1,123.86	\$ 27,441.96
2029	\$ 6,714.41	\$ 18,094.29	\$ -	\$ 1,495.76	\$ 1,146.34	\$ 27,450.80
2030	\$ 7,074.11	\$ 17,733.39	\$ -	\$ 1,462.18	\$ 1,169.26	\$ 27,438.95
2031	\$ 7,553.71	\$ 17,353.16	\$ -	\$ 1,426.81	\$ 1,192.65	\$ 27,526.34
2032	\$ 7,913.42	\$ 16,899.94	\$ -	\$ 1,389.04	\$ 1,216.50	\$ 27,418.90
2033	\$ 8,512.92	\$ 16,425.13	\$ -	\$ 1,349.48	\$ 1,240.83	\$ 27,528.36
2034	\$ 8,992.52	\$ 15,914.36	\$ -	\$ 1,306.91	\$ 1,265.65	\$ 27,479.43
2035	\$ 9,592.02	\$ 15,374.81	\$ -	\$ 1,261.95	\$ 1,290.96	\$ 27,519.74
2036	\$ 10,191.52	\$ 14,799.29	\$ -	\$ 1,213.99	\$ 1,316.78	\$ 27,521.57
2037	\$ 10,791.02	\$ 14,187.79	\$ -	\$ 1,163.03	\$ 1,343.11	\$ 27,484.96
2038	\$ 11,510.42	\$ 13,540.33	\$ -	\$ 1,109.08	\$ 1,369.98	\$ 27,529.81
2039	\$ 12,229.82	\$ 12,849.71	\$ -	\$ 1,051.53	\$ 1,397.38	\$ 27,528.43
2040	\$ 12,949.23	\$ 12,115.92	\$ -	\$ 990.38	\$ 1,425.32	\$ 27,480.84
2041	\$ 13,788.53	\$ 11,338.97	\$ -	\$ 925.63	\$ 1,453.83	\$ 27,506.95
2042	\$ 14,627.83	\$ 10,494.42	\$ -	\$ 856.69	\$ 1,482.91	\$ 27,461.84
2043	\$ 15,587.03	\$ 9,598.46	\$ -	\$ 783.55	\$ 1,512.56	\$ 27,481.61
2044	\$ 16,546.23	\$ 8,643.76	\$ -	\$ 705.61	\$ 1,542.82	\$ 27,438.42
2045	\$ 17,625.33	\$ 7,630.30	\$ -	\$ 622.88	\$ 1,573.67	\$ 27,452.19
2046	\$ 18,824.34	\$ 6,550.75	\$ -	\$ 534.76	\$ 1,605.15	\$ 27,514.99
2047	\$ 20,023.34	\$ 5,397.76	\$ -	\$ 440.63	\$ 1,637.25	\$ 27,498.98
2048	\$ 21,342.24	\$ 4,171.33	\$ -	\$ 340.52	\$ 1,669.99	\$ 27,524.08
2049	\$ 22,661.14	\$ 2,864.12	\$ -	\$ 233.81	\$ 1,703.39	\$ 27,462.46
2050	\$ 24,099.95	\$ 1,476.12	\$ -	\$ 120.50	\$ 1,737.46	\$ 27,434.03
Total	\$ 337,519.16	\$ 412,367.10	\$ (13,493.71)	\$ 33,750.12	\$ 39,691.24	\$ 809,833.90

[a] Interest is calculated at a 5.83% rate for illustration purposes.

[b] Capitalized Interest for Annual Installment due 1/31/20 funds the 9/1/20 interest payment in full.

Note: The figures shown above are estimates only and subject to change in Annual Service Plan Updates. Changes in Annual Collection Costs, reserve fund requirements, interest earnings, or other available offsets could increase or decrease the amounts shown.

EXHIBIT G-4 – ANNUAL INSTALLMENTS FOR TRACT #3

Installments Due 1/31	Principal	Interest [a]	Capitalized Interest	Additional Interest	Annual Collection Costs	Annual Installment
2020 [b]	\$ -	\$ 28,173.00	\$ (28,173.00)	\$ -	\$ -	\$ -
2021	\$ -	\$ 166,266.89	\$ (83,133.44)	\$ 13,920.58	\$ 8,070.48	\$ 105,124.50
2022	\$ 38,572.13	\$ 166,266.89	\$ -	\$ 13,920.58	\$ 8,231.89	\$ 226,991.48
2023	\$ 40,550.19	\$ 164,193.63	\$ -	\$ 13,727.72	\$ 8,396.52	\$ 226,868.06
2024	\$ 42,528.24	\$ 162,014.06	\$ -	\$ 13,524.97	\$ 8,564.45	\$ 226,631.73
2025	\$ 44,506.30	\$ 159,728.17	\$ -	\$ 13,312.33	\$ 8,735.74	\$ 226,282.54
2026	\$ 47,473.39	\$ 157,335.96	\$ -	\$ 13,089.80	\$ 8,910.46	\$ 226,809.60
2027	\$ 50,440.47	\$ 154,784.26	\$ -	\$ 12,852.43	\$ 9,088.67	\$ 227,165.83
2028	\$ 52,418.53	\$ 152,073.08	\$ -	\$ 12,600.23	\$ 9,270.44	\$ 226,362.28
2029	\$ 55,385.62	\$ 149,255.59	\$ -	\$ 12,338.14	\$ 9,455.85	\$ 226,435.19
2030	\$ 58,352.71	\$ 146,278.61	\$ -	\$ 12,061.21	\$ 9,644.97	\$ 226,337.49
2031	\$ 62,308.82	\$ 143,142.15	\$ -	\$ 11,769.44	\$ 9,837.87	\$ 227,058.28
2032	\$ 65,275.91	\$ 139,403.62	\$ -	\$ 11,457.90	\$ 10,034.62	\$ 226,172.05
2033	\$ 70,221.05	\$ 135,487.07	\$ -	\$ 11,131.52	\$ 10,235.31	\$ 227,074.96
2034	\$ 74,177.17	\$ 131,273.81	\$ -	\$ 10,780.42	\$ 10,440.02	\$ 226,671.41
2035	\$ 79,122.31	\$ 126,823.18	\$ -	\$ 10,409.53	\$ 10,648.82	\$ 227,003.84
2036	\$ 84,067.46	\$ 122,075.84	\$ -	\$ 10,013.92	\$ 10,861.80	\$ 227,019.01
2037	\$ 89,012.60	\$ 117,031.79	\$ -	\$ 9,593.58	\$ 11,079.03	\$ 226,717.01
2038	\$ 94,946.78	\$ 111,691.03	\$ -	\$ 9,148.52	\$ 11,300.61	\$ 227,086.94
2039	\$ 100,880.95	\$ 105,994.23	\$ -	\$ 8,673.78	\$ 11,526.63	\$ 227,075.59
2040	\$ 106,815.12	\$ 99,941.37	\$ -	\$ 8,169.38	\$ 11,757.16	\$ 226,683.03
2041	\$ 113,738.32	\$ 93,532.46	\$ -	\$ 7,635.30	\$ 11,992.30	\$ 226,898.39
2042	\$ 120,661.53	\$ 86,565.99	\$ -	\$ 7,066.61	\$ 12,232.15	\$ 226,526.28
2043	\$ 128,573.76	\$ 79,175.47	\$ -	\$ 6,463.30	\$ 12,476.79	\$ 226,689.33
2044	\$ 136,485.99	\$ 71,300.33	\$ -	\$ 5,820.44	\$ 12,726.33	\$ 226,333.08
2045	\$ 145,387.25	\$ 62,940.57	\$ -	\$ 5,138.01	\$ 12,980.85	\$ 226,446.67
2046	\$ 155,277.54	\$ 54,035.59	\$ -	\$ 4,411.07	\$ 13,240.47	\$ 226,964.67
2047	\$ 165,167.83	\$ 44,524.85	\$ -	\$ 3,634.68	\$ 13,505.28	\$ 226,832.64
2048	\$ 176,047.15	\$ 34,408.32	\$ -	\$ 2,808.84	\$ 13,775.39	\$ 227,039.69
2049	\$ 186,926.46	\$ 23,625.43	\$ -	\$ 1,928.61	\$ 14,050.89	\$ 226,531.39
2050	\$ 198,794.81	\$ 12,176.18	\$ -	\$ 993.97	\$ 14,331.91	\$ 226,296.88
Total	\$ 2,784,116.37	\$ 3,401,519.44	\$ (111,306.44)	\$ 278,396.80	\$ 327,403.70	\$ 6,680,129.87

[a] Interest is calculated at a 5.83% rate for illustration purposes.

[b] Capitalized Interest for Annual Installment due 1/31/20 funds the 9/1/20 interest payment in full.

Note: The figures shown above are estimates only and subject to change in Annual Service Plan Updates. Changes in Annual Collection Costs, reserve fund requirements, interest earnings, or other available offsets could increase or decrease the amounts shown.

EXHIBIT G-5 – ANNUAL INSTALLMENTS FOR TRACT #4

Installments Due 1/31	Principal	Interest [a]	Capitalized Interest	Additional Interest	Annual Collection Costs	Annual Installment
2020 [b]	\$ -	\$ 77,637.56	\$ (77,637.56)	\$ -	\$ -	\$ -
2021	\$ -	\$ 458,188.89	\$ (229,094.45)	\$ 38,361.55	\$ 22,240.16	\$ 289,696.16
2022	\$ 106,294.89	\$ 458,188.89	\$ -	\$ 38,361.55	\$ 22,684.96	\$ 625,530.30
2023	\$ 111,745.91	\$ 452,475.53	\$ -	\$ 37,830.08	\$ 23,138.66	\$ 625,190.18
2024	\$ 117,196.93	\$ 446,469.20	\$ -	\$ 37,271.35	\$ 23,601.44	\$ 624,538.91
2025	\$ 122,647.95	\$ 440,169.86	\$ -	\$ 36,685.36	\$ 24,073.47	\$ 623,576.63
2026	\$ 130,824.48	\$ 433,577.54	\$ -	\$ 36,072.12	\$ 24,554.94	\$ 625,029.07
2027	\$ 139,001.01	\$ 426,545.72	\$ -	\$ 35,418.00	\$ 25,046.03	\$ 626,010.76
2028	\$ 144,452.03	\$ 419,074.41	\$ -	\$ 34,723.00	\$ 25,546.95	\$ 623,796.39
2029	\$ 152,628.56	\$ 411,310.12	\$ -	\$ 34,000.74	\$ 26,057.89	\$ 623,997.31
2030	\$ 160,805.09	\$ 403,106.33	\$ -	\$ 33,237.59	\$ 26,579.05	\$ 623,728.07
2031	\$ 171,707.13	\$ 394,463.06	\$ -	\$ 32,433.57	\$ 27,110.63	\$ 625,714.38
2032	\$ 179,883.66	\$ 384,160.63	\$ -	\$ 31,575.03	\$ 27,652.85	\$ 623,272.16
2033	\$ 193,511.21	\$ 373,367.61	\$ -	\$ 30,675.61	\$ 28,205.90	\$ 625,760.33
2034	\$ 204,413.25	\$ 361,756.94	\$ -	\$ 29,708.06	\$ 28,770.02	\$ 624,648.26
2035	\$ 218,040.80	\$ 349,492.14	\$ -	\$ 28,685.99	\$ 29,345.42	\$ 625,564.35
2036	\$ 231,668.35	\$ 336,409.69	\$ -	\$ 27,595.79	\$ 29,932.33	\$ 625,606.16
2037	\$ 245,295.90	\$ 322,509.59	\$ -	\$ 26,437.45	\$ 30,530.98	\$ 624,773.91
2038	\$ 261,648.96	\$ 307,791.84	\$ -	\$ 25,210.97	\$ 31,141.59	\$ 625,793.36
2039	\$ 278,002.02	\$ 292,092.90	\$ -	\$ 23,902.72	\$ 31,764.43	\$ 625,762.07
2040	\$ 294,355.07	\$ 275,412.78	\$ -	\$ 22,512.71	\$ 32,399.72	\$ 624,680.28
2041	\$ 313,433.64	\$ 257,751.48	\$ -	\$ 21,040.94	\$ 33,047.71	\$ 625,273.77
2042	\$ 332,512.21	\$ 238,553.67	\$ -	\$ 19,473.77	\$ 33,708.66	\$ 624,248.32
2043	\$ 354,316.29	\$ 218,187.30	\$ -	\$ 17,811.21	\$ 34,382.84	\$ 624,697.64
2044	\$ 376,120.37	\$ 196,485.42	\$ -	\$ 16,039.63	\$ 35,070.49	\$ 623,715.92
2045	\$ 400,649.96	\$ 173,448.05	\$ -	\$ 14,159.02	\$ 35,771.90	\$ 624,028.94
2046	\$ 427,905.06	\$ 148,908.24	\$ -	\$ 12,155.77	\$ 36,487.34	\$ 625,456.41
2047	\$ 455,160.16	\$ 122,699.06	\$ -	\$ 10,016.25	\$ 37,217.09	\$ 625,092.56
2048	\$ 485,140.77	\$ 94,820.49	\$ -	\$ 7,740.45	\$ 37,961.43	\$ 625,663.14
2049	\$ 515,121.38	\$ 65,105.62	\$ -	\$ 5,314.74	\$ 38,720.66	\$ 624,262.40
2050	\$ 547,827.50	\$ 33,554.44	\$ -	\$ 2,739.14	\$ 39,495.07	\$ 623,616.15
Total	\$ 7,672,310.51	\$ 9,373,714.99	\$ (306,732.01)	\$ 767,190.17	\$ 902,240.62	\$ 18,408,724.29

[a] Interest is calculated at a 5.83% rate for illustration purposes.

[b] Capitalized Interest for Annual Installment due 1/31/20 funds the 9/1/20 interest payment in full.

Note: The figures shown above are estimates only and subject to change in Annual Service Plan Updates. Changes in Annual Collection Costs, reserve fund requirements, interest earnings, or other available offsets could increase or decrease the amounts shown.

EXHIBIT G-6 – ANNUAL INSTALLMENTS FOR TRACT #5

Installments Due 1/31	Principal	Interest [a]	Capitalized Interest	Additional Interest	Annual Collection Costs	Annual Installment
2020 [b]	\$ -	\$ 12,118.76	\$ (12,118.76)	\$ -	\$ -	\$ -
2021	\$ -	\$ 71,520.58	\$ (35,760.29)	\$ 5,988.01	\$ 3,471.56	\$ 45,219.86
2022	\$ 16,592.00	\$ 71,520.58	\$ -	\$ 5,988.01	\$ 3,540.99	\$ 97,641.58
2023	\$ 17,442.88	\$ 70,628.76	\$ -	\$ 5,905.05	\$ 3,611.81	\$ 97,588.50
2024	\$ 18,293.75	\$ 69,691.20	\$ -	\$ 5,817.84	\$ 3,684.04	\$ 97,486.84
2025	\$ 19,144.62	\$ 68,707.91	\$ -	\$ 5,726.37	\$ 3,757.73	\$ 97,336.63
2026	\$ 20,420.93	\$ 67,678.89	\$ -	\$ 5,630.65	\$ 3,832.88	\$ 97,563.35
2027	\$ 21,697.24	\$ 66,581.27	\$ -	\$ 5,528.54	\$ 3,909.54	\$ 97,716.58
2028	\$ 22,548.11	\$ 65,415.04	\$ -	\$ 5,420.05	\$ 3,987.73	\$ 97,370.93
2029	\$ 23,824.42	\$ 64,203.08	\$ -	\$ 5,307.31	\$ 4,067.48	\$ 97,402.29
2030	\$ 25,100.72	\$ 62,922.52	\$ -	\$ 5,188.19	\$ 4,148.83	\$ 97,360.27
2031	\$ 26,802.47	\$ 61,573.35	\$ -	\$ 5,062.69	\$ 4,231.81	\$ 97,670.32
2032	\$ 28,078.78	\$ 59,965.21	\$ -	\$ 4,928.68	\$ 4,316.45	\$ 97,289.10
2033	\$ 30,205.96	\$ 58,280.48	\$ -	\$ 4,788.28	\$ 4,402.77	\$ 97,677.49
2034	\$ 31,907.70	\$ 56,468.12	\$ -	\$ 4,637.25	\$ 4,490.83	\$ 97,503.90
2035	\$ 34,034.88	\$ 54,553.66	\$ -	\$ 4,477.71	\$ 4,580.65	\$ 97,646.90
2036	\$ 36,162.06	\$ 52,511.57	\$ -	\$ 4,307.54	\$ 4,672.26	\$ 97,653.43
2037	\$ 38,289.24	\$ 50,341.84	\$ -	\$ 4,126.73	\$ 4,765.70	\$ 97,523.52
2038	\$ 40,841.86	\$ 48,044.49	\$ -	\$ 3,935.28	\$ 4,861.02	\$ 97,682.65
2039	\$ 43,394.47	\$ 45,593.98	\$ -	\$ 3,731.07	\$ 4,958.24	\$ 97,677.76
2040	\$ 45,947.09	\$ 42,990.31	\$ -	\$ 3,514.10	\$ 5,057.40	\$ 97,508.90
2041	\$ 48,925.14	\$ 40,233.48	\$ -	\$ 3,284.37	\$ 5,158.55	\$ 97,601.54
2042	\$ 51,903.19	\$ 37,236.82	\$ -	\$ 3,039.74	\$ 5,261.72	\$ 97,441.48
2043	\$ 55,306.68	\$ 34,057.75	\$ -	\$ 2,780.22	\$ 5,366.96	\$ 97,511.61
2044	\$ 58,710.17	\$ 30,670.21	\$ -	\$ 2,503.69	\$ 5,474.30	\$ 97,358.37
2045	\$ 62,539.09	\$ 27,074.22	\$ -	\$ 2,210.14	\$ 5,583.78	\$ 97,407.23
2046	\$ 66,793.45	\$ 23,243.70	\$ -	\$ 1,897.44	\$ 5,695.46	\$ 97,630.05
2047	\$ 71,047.81	\$ 19,152.60	\$ -	\$ 1,563.48	\$ 5,809.37	\$ 97,573.26
2048	\$ 75,727.61	\$ 14,800.92	\$ -	\$ 1,208.24	\$ 5,925.56	\$ 97,662.32
2049	\$ 80,407.41	\$ 10,162.60	\$ -	\$ 829.60	\$ 6,044.07	\$ 97,443.67
2050	\$ 85,512.64	\$ 5,237.65	\$ -	\$ 427.56	\$ 6,164.95	\$ 97,342.80
Total	\$ 1,197,602.36	\$ 1,463,181.55	\$ (47,879.05)	\$ 119,753.85	\$ 140,834.43	\$ 2,873,493.13

[a] Interest is calculated at a 5.83% rate for illustration purposes.

[b] Capitalized Interest for Annual Installment due 1/31/20 funds the 9/1/20 interest payment in full.

Note: The figures shown above are estimates only and subject to change in Annual Service Plan Updates. Changes in Annual Collection Costs, reserve fund requirements, interest earnings, or other available offsets could increase or decrease the amounts shown.

EXHIBIT H – MAP OF MAJOR IMPROVEMENTS

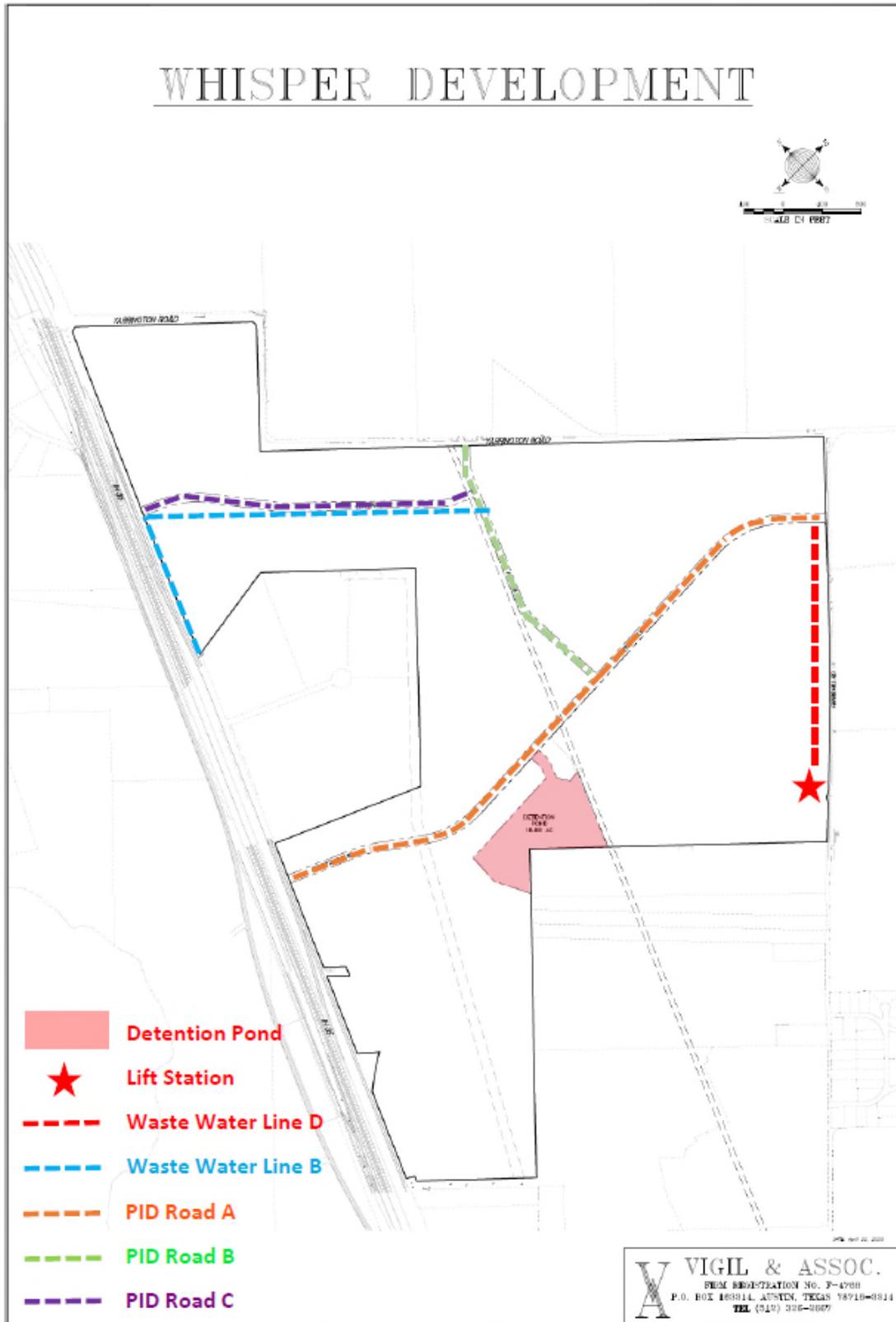


EXHIBIT I – LAND USE MATRIX

Parcel	Lot Description	Acreage [a]	Units/SF	AV Per Unit/SF	Total Assessed Value
TRACT #1					
1	Retail/Commercial	69.393	500,000	\$ 125	\$ 62,500,000
2	Retail/Commercial	46.293	375,000	\$ 100	\$ 37,500,000
TRACT #2					
3B	Business Park	16.560	180,000	\$ 90	\$ 16,200,000
TRACT #3					
6	Single Family	130.641	581	\$ 230,000	\$ 133,630,000
TRACT #4 [b]					
3A	Business Park	121.280	950,000	\$ 90	\$ 85,500,000
4A	Commercial	81.993	300,000	\$ 110	\$ 33,000,000
4B	Office	49.290	375,000	\$ 150	\$ 56,250,000
4C	Multi-Family	32.900	1,300	\$ 85,000	\$ 110,500,000
5	Mixed Use	33.370	110,000	\$ 100	\$ 11,000,000
7A	Business Park	72.660	800,000	\$ 90	\$ 72,000,000
TRACT #5					
7B	Business Park	51.969	638,685	\$ 90	\$ 57,481,650
Total		706.349			\$ 675,561,650

Footnotes:

[a] Acres shown are rounded. Actual acreages per Tract are shown in Exhibits A-2, A-3, A-4, A-5 and A-6.

[b] Approximately 20 acres within Parcel 4 of Tract #4 is planned to be used as a detention pond. Such 20 acres of land is Non-Benefitted Property and is not subject to an Assessment.

EXHIBIT J – NOTICE OF PID ASSESSMENT TERMINATION



P3Works, LLC
9284 Huntington Square, Suite 100
North Richland Hills, TX 76182

[Date]
Hays County Clerk's Office
Honorable [County Clerk Name]
Hays County
712 S. Stagecoach Trail
San Marcos, TX 78666

Re: City of San Marcos Lien Release documents for filing

Dear Ms./Mr. [County Clerk Name],

Enclosed is a lien release that the City of San Marcos is requesting to be filed in your office. Lien release for [insert legal description]. Recording Numbers: [Plat]. Please forward copies of the filed documents below:

City of San Marcos
Attn: [City Secretary]
630 E. Hopkins
San Marcos, TX 78666

Please contact me if you have any questions or need additional information.

Sincerely,
[Signature]

P3Works, LLC
P: (817)393-0353
admin@p3-works.com

