RESOLUTION 2020-___

A RESOLUTION OF THE CITY OF SAN MARCOS, TEXAS, IN ACCORDANCE WITH CHAPTER 372 OF THE TEXAS LOCAL GOVERNMENT CODE: MAKING FINDINGS AS TO THE ADVISABILITY OF THE IMPROVEMENTS PROPOSED IN THE PETITION TO CREATE THE STAPLES ROAD PUBLIC IMPROVEMENT DISTRICT (THE "DISTRICT"); ESTABLISHING THE DISTRICT; CREATING THE STAPLES ROAD PUBLIC IMPROVEMENT DISTRICT BOARD OF DIRECTORS (THE "BOARD"); AND, APPOINTING MEMBERS TO THE BOARD.

WHEREAS, the City of San Marcos, Texas (the "City"), is authorized under Chapter 372 of the Texas Local Government Code, as amended (the "Act"), to create a public improvement district;

WHEREAS, on September 1, 2020, the Freeman Educational Foundation; the Mayan at San Marcos River, LLC; and HK Baugh Ranch, LLC (Individually "Owner", collectively, the "Owners"), submitted and filed with the City Clerk of the City a petition, and on September 22, 2020 filed an amendment to said petition with the City Clerk of the City (the petition, as amended is referred to as the "Petition) requesting the establishment of a public improvement district to be known as the Staples Road Public Improvement District (the "District");

WHEREAS, the Petition indicated that (i) the owners of more than 50% of the appraised value of the taxable real property liable for assessment and (ii) the owners of more than 50% of the area of all taxable real property liable for assessment within the District executed the Petition requesting that the governing body of the City (the "City Council") create the District;

WHEREAS, the City Council has investigated and determined that the facts contained in the Petition are true and correct;

WHEREAS, the District will include the approximately 1,816.29 acres land located within the City and the City's extraterritorial jurisdiction (the "Property"), which Property is more particularly described and depicted on "Exhibit A-1" and "Exhibit A-2" attached hereto and made a part hereof;

WHEREAS, after providing all notices required by Section 372.009 of the Act, the City Council on October 7, 2020 conducted a public hearing on the advisability of the proposed improvements; and

WHEREAS, the City Council adjourned and closed such public hearing.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN MARCOS, TEXAS, THAT:

Section 1. The findings set forth in the recitals of this Resolution are hereby found to be true and correct.

- **Section 2.** The Petition submitted to the City by the Owners was filed with the City Clerk of the City and complies with Subchapter A of the Act.
- **Section 3.** Pursuant to the requirements of the Act, including, without limitation, §§ 372.006, 372.009(a), and 372.009(b), the City Council, after considering the Petition and the evidence and testimony presented at the public hearing on October 7, 2020, hereby finds and declares:
 - (a) <u>Advisability of the Proposed Improvements.</u> It is advisable to provide the Authorized Improvements described in the Petition and this Resolution. The Authorized Improvements will promote the interests of the City and will confer a special benefit on the Property.
 - (b) General Nature of the Authorized Improvements. The purposes of the District include the design, acquisition, and construction of the public improvement projects authorized by Section 372.003(b) of the Act that are necessary for development of the Property, which public improvements will include, but not be limited to: (1) landscaping; (2) erection of fountains, distinctive lighting, and signs; (3) acquiring, constructing, improving, widening, narrowing, closing, or rerouting of sidewalks or of streets, any other roadways, or their rights-of-way; (4) construction or improvement of pedestrian malls; (5) acquisition and installation of pieces of art; (6) acquisition, construction, or improvement of libraries; (7) acquisition, construction, or improvement of off-street parking facilities; (8) acquisition, construction, improvement, or rerouting of mass transportation facilities; (9) acquisition, construction, or improvement of water, wastewater, or drainage facilities or improvements; (10) the establishment or improvement of parks; (11) projects similar to those listed in items (1)-(10) above. (12) acquisition, by purchase or otherwise, of real property in connection with an authorized improvement; (13) special supplemental services for improvement and promotion of the District, including services relating to advertising, promotion, health and sanitation, water and wastewater, public safety, security, business recruitment, development, recreation, and cultural enhancement; (14) payment of expenses incurred in the establishment, administration, and operation of the district; (15) the development, rehabilitation, or expansion of affordable housing within the District; and (16) the payment of expenses incurred in the establishment, administration, and operation of the District, including costs of issuance, funding debt service and capitalized interest reserves and credit enhancement fees of any bonds issued relating to the District, if necessary. The District shall be approved to finance and or construct any of the improvements identified in sections (1) through (16), above, upon the passage of a resolution by the City Council approving the construction and reimbursement of any such improvements. By the adoption of this Resolution No. _____, the City Council hereby authorizes the construction and financing of the following authorized improvements: specific regional sewer improvements which will including a regional sewer lift station, regional sewer force mains, regional gravity sewer mains, and related improvements, as identified on Exhibit "B" hereto, to be used upon completion by the City to provide sanitary sewer service to the property within the District (the "Regional Sewer Improvements"); and, masonry walls and a pedestrian tunnel adjacent to and or within the right-of-way of FM 110 as part of the pedestrian malls and park improvements (the "Buffer Improvements"). The Regional Sewer Improvements and

Buffer Improvements identified above are collectively referred to herein as the "Authorized Improvements". These Authorized Improvements shall promote the interests of the City and confer a special benefit on the Property. The Regional Sewer Improvements, that are part of the Authorized Improvements, are described in further detail in the opinion of probable cost attached hereto as Exhibit "B" and incorporated herein.

(c) <u>Estimated Cost of the Authorized Improvements.</u> The estimated costs of the Authorized Improvements are:

The estimated cost of the design, construction, acquisition, and financing of the Regional Sewer Improvements and Buffer Improvements within and or benefiting the District is not expected to exceed \$30,000,000, which cost is proposed to be financed through the issuance of revenue bonds by the City pursuant to Chapter 372 of the Texas Local Government Code, together with the costs of administrating, establishing and operating the District, and the costs of issuance of and interest on such bonds. The revenue bonds would be repaid solely from a pledge of assessments made and collected on benefitted property within the District. The estimated cost of any other improvements identified in Section 3 (b) that are authorized by the City Council in a future resolution, if any, will be set forth in the resolution authorizing such improvements.

- (d) <u>Boundaries of the Proposed District.</u> The boundaries of the proposed District shall contain the Property as identified in Exhibits "A-1" and "A-2" which are attached hereto.
- Proposed Method of Assessment. The City shall levy an assessment on each tract within (e) the District to pay the cost of the Authorized Improvements in a manner that results in imposing equal shares of the cost on property similarly benefitted. The proposed method of assessment to be levied on each tract related to the costs of design, construction, financing, and acquisition of the Regional Sewer Improvements, the Buffer Improvements, and other Authorized Improvements is to impose special assessments to be paid in installments on all parcels of property within the District, net of any public right-of-way, according to the number of square feet of land contained in each parcel of property, or in any other manner that results in imposing equal shares of the cost of the Regional Sewer Improvements, the Buffer Improvements, and other Authorized Improvements on property similarly benefitted. For example, the cost of the Regional Sewer Improvements may be assessed based on number of living unit equivalent ("LUE") in sewer capacity used by each property receiving sewer service. A report will be prepared by the PID Board (as defined below) showing the special benefits accruing to property within the District and how the costs of the Regional Sewer Improvements, Buffer Improvements, and other Authorized Improvements are assessed to property on the basis of special benefit received by the property from the said improvements. If an assessment is allowed to be paid in installments, then the installments must be paid in amounts necessary to meet annual costs for those authorized improvements financed in part by the assessment, and must continue for a period necessary to retire the indebtedness on those Authorized Improvements (including interest). All Property within the District shall be subject to assessment and levy hereunder except the following classes of otherwise assessable property which shall be excluded from the assessment rolls and shall not be subject to assessment or

levy, to-wit: any property which is public right of way and owned by a public entity which ownership causes said property to be 100% exempt from ad valorem taxation according to the respective official tax roll of Hays and Guadalupe Counties. Each assessment may be paid in full at any time (including accrued and unpaid interest) or may be paid in annual installments (including interest and debt). The installments must be paid in amounts necessary to meet annual costs for the Authorized Improvements and must continue for a period necessary to retire the indebtedness on the Authorized Improvements.

- (f) Apportionment of the Cost Between District and the City. The City shall issue bonds pursuant to Chapter 372 Tex. Loc. Gov't. Code to finance the cost of construction of the Regional Sewer Improvements and Buffer Improvements, and all payments on such bonds will be paid solely from assessments levied on the assessable property within the District. The costs of the other Authorized Improvements acquired to benefit Property within the District will be paid from assessments levied on the property within the District, and the City shall not be obligated to pay for the cost of the Authorized Improvements.
- (g) <u>Management of the District.</u> The District shall be managed by a three (3) member board as requested in the Petition and as established by the City pursuant to this section:
 - (1.) Pursuant to § 372.023(a)(3)(A) and (B) of the Act, and the general powers of the City acting as a Texas Home Rule Municipality, the City Council hereby establishes an entity to be known as "The Staples Road Public Improvement District Board" (hereafter the "PID Board") for the purpose of managing the District. The PID Board shall have three directors appointed by the City Council (the "Director" or "Directors"). To be qualified as a Director an individual must be an Owner of property in the District or be the employee or agent of an Owner of property in the District, and must be nominated for appointment as a Director by an Owner, with said nomination being in writing and filed in the office of the City Clerk. Once appointed, a Director shall serve until they resign or are no longer capable of serving, or until their replacement is requested in writing by majority of the Owners of property in the District. A successor in interest to the property of an Owner shall have the right to nominate a Director unless such right has been reserved by the Owner. Directors shall receive no compensation for service on the PID Board.

(2.) The PID Board shall:

- adopt bylaws for the operation of the PID Board and the conduct of its business which shall not be in conflict with this Resolution or any ordinance of the City;
- ii. elect from its membership a president, a vice-president and secretary and other officers as may be required;
- iii. keep a true and accurate record of all matters coming before the PID Board;
- iv. be authorized to act on behalf of the City in the management of the District

as provided herein;

- v. prepare an ongoing service plan as required by \$372.013 of the Act and present the service plan to the City Council each year for review and approval, and publish and mail notices as required by the Act;
- vi. prepare and present an annual report to the City Council making recommendations on the budget of the District, classes and amounts of assessments required within the District, and on the updated assessment rolls for the District, for consideration and approval by Council in compliance with §372.015 and §372.016 of the Act;
- vii. oversee and administer the design, bidding, award, and timely construction and installation of the Authorized Improvements within the District;
- viii. oversee and administer the maintenance of the Authorized Improvements unless the improvement is under the direct jurisdiction and management of the City or its departments (i.e. the Regional Sewer Improvements);
- ix. establish an account for the deposit of funds and payment of reasonable, necessary, and authorized costs and expenses of the District;
- x. take title to and maintain Authorized Improvements and related property in the name of the City, acting by and through the PID Board, which improvements shall be at all times the property of the City but shall be maintained under the jurisdiction of the PID Board during its existence;
- xi. enter into agreements related to the provision of professional services required for the management of the District;
- xii. enter into and administer reimbursement agreements for the costs of Authorized Improvements pursuant to §372.023(d) of the Act; and
- xiii. take other actions as required to carry out the purpose and intent of the District and as directed by the City Council.
- (2.) The following individuals, which have been nominated by the Owners, are hereby appointed to the PID Board:
 - i. Mr. Todd Burek, P.O. Box 592016, San Antonio, TX 78259;
 - ii. Mr. Paul Kuo, 24607 Fairway Springs, San Antonio, TX 78260; and
 - iii. Mr. Mark Sparrow, 865 WC Ranch Road, Willow City, TX 78675.
- (h) Advisory Board. The District shall be managed without the creation of an advisory

board.

Section 4. City Council hereby makes the above findings as to the advisability of the Authorized Improvements contained in this Resolution, and the conclusion that the District is needed to fund such Authorized Improvements.

Section 5. This Resolution shall take effect immediately from and after its passage and publication as required by law. Other than the publication of this Resolution after it is adopted, no work may commence on any Authorized Improvement and no other action may be taken in relation to the District, until after the City receives written confirmation that the application for Texas Pollution Discharge Elimination System Permit No. WQ0015784001 pending before the Texas Commission on Environmental Quality ("TCEO") has been withdrawn by the applicant for such permit (the "Permit Withdrawal Confirmation"). The Permit Withdrawal Confirmation may be in the form of a copy of a letter from, and signed by, the applicant addressed to the TCEQ, withdrawing permit application WQ0015784001, and requesting that the processing of the application be indefinitely suspended, with verification from the TCEQ that the letter has been received and accepted. The Permit Withdrawal Confirmation shall be considered received by the City when electronically filed with the City Clerk and copied to the City Attorney. The prohibition of work commencing on the Authorized Improvements and actions being taken in relation to the District set forth in this Section 5 shall be terminated and shall no longer be in effect upon receipt by the City of the Permit Withdrawal Confirmation with verification from the TCEQ, but no bonds shall be approved or issued to finance the Authorized Improvements until the property described in Exhibit "A-2" as Tracts 15 thru 19, 21 thru 23, 26 thru 31, and 46 thru 48 are located within the City of San Marcos' Wastewater CCN No. 20116 (the "CCN"). The City resolves to support, and not oppose, the inclusion of such tracts in its CCN.

PASSED AND APPROVED on this 7th day of October 2020.

ATTEST:	THE CITY OF SAN MARCOS, TEXAS
City Secretary	MAYOR

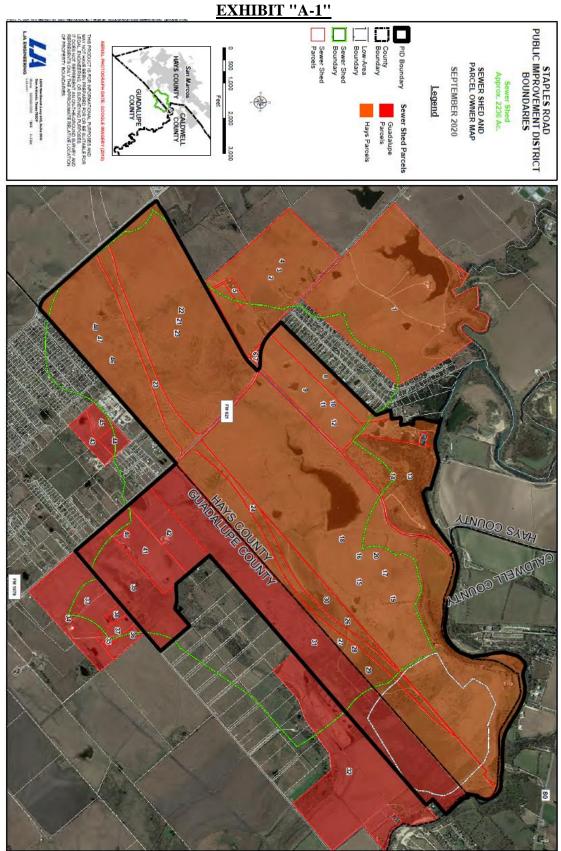


EXHIBIT A-2

			STAPLES ROAD PU	STAPLES ROAD PUBLIC IMPROVEMENT DISTRICT		
			Boundries and	Boundries and Property Included Within District		
TRACT	COUNTY	APPRAISAL DIST. ID NO.	PROPERTY OWNER	OWNER ADDRESS	APPRAISED VALUE	ACRES
9	HAYS	R10488	ISHLER, DEREK	2218 STAPLES RD, SAN MARCOS, TX 78666	\$ 81,040.00	1.921645224
7	HAYS	R85437	ISHLER, DEREK	2218 STAPLES RD, SAN MARCOS, TX 78666	\$ 140,010.00	1.8
8	HAYS	R119855	TOMBLIN HOLDINGS LTD	2011 FM 621, SAN MARCOS, TX 78666	\$ 610,260.00	40.776
6	HAYS	R10495	ALEXANDER, MARY J DAVIS	500 DAVIS RANCH RD, SAN MARCOS, TX 78666-1402	\$ 436,900.00	55.8
10	HAYS	R10497	ALEXANDER, MARY J DAVIS	500 DAVIS RANCH RD, SAN MARCOS, TX 78666-1402	\$ 292,940.00	36.2
11	HAYS	R10504	ALEXANDER, MARY J DAVIS	500 DAVIS RANCH RD, SAN MARCOS, TX 78666-1402	\$ 349,280.00	0.4
12	HAYS	R16585	ALEXANDER, MARY J DAVIS	500 DAVIS RANCH RD, SAN MARCOS, TX 78666-1402	\$ 116,470.00	17
15	HAYS	R16583	HK BAUGH RANCH LLC	24607 FAIRWAY SPGS, SAN ANTONIO, TX 78260	\$ 2,886,220.00	213.596
16	HAYS	R70337	HK BAUGH RANCH LLC	24607 FAIRWAY SPGS, SAN ANTONIO, TX 78260	\$ 1,621,340.00	119.988
17	HAYS	R70338	HK BAUGH RANCH LLC	24607 FAIRWAY SPGS, SAN ANTONIO, TX 78260	+	7
18	HAYS	R70350	HK BAUGH RANCH LLC	24607 FAIRWAY SPGS, SAN ANTONIO, TX 78260	\$ 152,480.00	9.905
19	HAYS	R70351	HK BAUGH RANCH LLC	24607 FAIRWAY SPGS, SAN ANTONIO, TX 78260	\$ 184,100.00	1
20	HAYS	R133631	CEMENTERIO DEL RIO	FM 621, SAN MARCOS, TX 78666	NA	2.08
21	HAYS	R19015	FREEMAN EDUCATIONAL FOUNDATION	% FROST NATIONAL BANK TRUST, P O BOX 2950,SAN ANTONIO, TX 78299-2950	\$ 2,007,010.00	99.0201
22	HAYS	R20294	FREEMAN EDUCATIONAL FOUNDATION	% FROST NATIONAL BANK TRUST, P O BOX 2950,SAN ANTONIO, TX 78299-2950	\$ 4,149,520.00	204.7248
23	HAYS	R130384	FREEMAN EDUCATIONAL FOUNDATION	% FROST NATIONAL BANK TRUST, P O BOX 2950,SAN ANTONIO, TX 78299-2950	\$ 65,470.00	3.23
23	HAYS	R151625	HAYS COUNTY	111 E SAN ANTONIO ST, STE 101, SAN MARCOS, TX 78666	NA	45.42
24	HAYS	R151604	HAYS COUNTY	111 E SAN ANTONIO ST, STE 101, SAN MARCOS, TX 78666	NA	21.14
25	HAYS	R151608	HAYS COUNTY	111 E SAN ANTONIO ST, STE 101, SAN MARCOS, TX 78666	VN	32.757
26	HAYS	R13041	MAYAN AT SAN MARCOS RIVER LLC	22711 FOSSIL PEAK, SAN ANTONIO, TX 78261-3022	\$ 286,630.00	25.7636
27	HAYS	R16386	MAYAN AT SAN MARCOS RIVER LLC	22711 FOSSIL PEAK, SAN ANTONIO, TX 78261-3022	\$ 555,000.00	52.0043
28	HAYS	R92442	MAYAN AT SAN MARCOS RIVER LLC	22711 FOSSIL PEAK, SAN ANTONIO, TX 78261-3022	1,	103.1999
29	HAYS	R151617	MAYAN AT SAN MARCOS RIVER LLC	22711 FOSSIL PEAK, SAN ANTONIO, TX 78261-3022		35.3146
30	HAYS	R151618	MAYAN AT SAN MARCOS RIVER LLC	22711 FOSSIL PEAK, SAN ANTONIO, TX 78261-3022	2	14.6596
31	GUADALUPE	56565	MAYAN AT SAN MARCOS RIVER LLC	22711 FOSSIL PEAK, SAN ANTONIO, TX 78261-3022		277.415
35	GUADALUPE	56556	ENDER RAY L & A A	725 SCULL RD, SAN MARCOS, TX 78666	17	1.00
36	GUADALUPE	565/3	ENDER RAY LEE-VLB	725 SCULL RD, SAN MARCOS, 1X 78666		9.32
30	GUADALUFE	110525	ATY COMMINICATIONS 11.0	723 SCULL ND, SAN MARCOS, 17 78888	00.000 \$	8.93
39	GUADALUPE	56549	MILENNIUM INTERESTS LTD	آز		100 691
40	GUADALUPE	56635	SHELL LON R & P	3409 FM 621, SAN MARCOS, TX 78666	2	1.002782309
41	GUADALUPE	56633	SHELL LON R & P	3409 FM 621, SAN MARCOS, TX 78666		48.38
42	GUADALUPE	56610	CADENA JAIME M & SAN JUANA	720 PICASSO DR, SAN MARCOS, TX 78666	\$ 35,144.00	50.062
46	HAYS	R20295	FREEMAN EDUCATIONAL FOUNDATION	% FROST NATIONAL BANK TRUST, P O BOX 2950,SAN ANTONIO, TX 78299-2950	\$ 2,940,040.00	127.1898
47	HAYS	R20304	FREEMAN EDUCATIONAL FOUNDATION	% FROST NATIONAL BANK TRUST, P O BOX 2950,SAN ANTONIO, TX 78299-2950	\$ 380,020.00	16.44
48	HAYS	R151626	FREEMAN EDUCATIONAL FOUNDATION	% FROST NATIONAL BANK TRUST, P O BOX 2950, SAN ANTONIO, TX 78299-2950	\$ 627,930.00	27.1653
				TOTAL APPRAISED VALUE OF TAXABLE PROPERTY=	\$ 21,562,687.00	100.000%

TOTAL APPRAISED VALUE OF PETITIONERS PROPERTY= \$

= Denotes Petitioner

EXHIBIT B

ENGINEER'S OPINION OF PROBABLE CONSTRUCTION COST FOR

ULTIMATE CONDITIONS - LIFT STATION & FORCE MAIN @ 9680 LUE'S April 29, 2020

TEMMO	DESCRIPTION	LINUT	CHANTEY	UNIT		TOTAL
ITEM NO	on Improvements	UNIT	QUANTITY	PRICE		AMOUNT
1	Mobilization (Mobilization)	LS	1	11%	e	1,168,421.74
2	Insurance & Bond	LS	1	3%		318,660.48
3	Preparing Right-of-Way	LS	1	4%	-	424.880.63
4	6" DR13.5 HDPE Force Main #1	LF	22465	\$ 		898,600.00
5	6" DR13.5 HDPE Force Main #2	LF	22465	\$	Š	898,600.00
6	12" DR13.5 HDPE Force Main #3	LF	22465	\$	Š	2.246,500.00
7	20" DR13.5 HDPE Force Main #4	LF	22465	\$ 	Š	3,369,750.00
8	Air Release Valve	EA	20	\$	Š	50,000.00
9	Trench Excavation Safety Protection	LF	89860	\$ _,		89,860.00
10	Force Main Tie-In	EA	4	\$		8,000.00
11	Sanitary Sewer Manhole	EA	5	\$	S	22,500.00
12	30'Hx20'D Cast-In-Place Wet Well	LS	1	\$ 750,000.00	S	750,000.00
13	Submersible Pumps	EA	3	100,000.00	Š	300,000.00
14	Site Pavement	LS	1	\$ 30,000.00	S	30,000.00
15	Concrete Driveway	LS	1	\$ 15,000.00	S	15,000.00
16	Structural Slabs	LS	1	\$ 100,000.00	S	100,000.00
17	Earthwork	LS	1	\$ 50,000.00	S	50,000.00
18	Fencing & Gates	LS	1	\$ 20,000.00	S	20,000.00
19	Electrical Service, Control Panels, & SCADA Tower	LS	1	\$ 500,000.00	\$	500,000.00
20	Yard Piping, Wet Well Piping, Valves, & Fittings	LS	1	\$ 150,000.00	\$	150,000.00
21	Water Service	EA	1	\$ 1,200.00	\$	1,200.00
22	Backup Power Generator	EA	1	\$ 80,000.00	\$	80,000.00
23	Temporary Construction Esm't	AC	15.5	\$	\$	116,250.00
24	Water Easement	AC	18.1	\$ 15,000.00	\$	270,755.85
25	Easement Acquisition (35'-Wide)	LS	1	\$ 500,000.00	\$	500,000.00
26	Canopy for Control Panels	LS	1	\$ 25,000.00	\$	25,000.00
27	Odor Control Appurtenances	LS	1	\$ 30,000.00	\$	30,000.00
28	Miscellaneous Appurtenances	LS	1	\$ 100,000.00	\$	100,000.00
29	Driveway Crossings	EA	11	\$	\$	11,000.00
30	Bore & Casing 12"	LF	500	\$ 	\$	150,000.00
31	Bore & Casing 24"	LF	250	\$	\$	100,000.00
32	Bore & Casing 42"	LF	250	\$ 	\$	150,000.00
33	3-Phase Services	LS	1	\$ 500,000.00	\$	500,000.00
Gravity N	fain Imporvements					
33	8" Sewer Main (Trunk Line)	LF	6411	\$ 40.00	\$	256,440.00
34	21" SDR26 Sewer Main (Trunk Line)	LF	1330	\$	\$	166,250.00
35	24" SDR26 Sewer Main (Trunk Line)	LF	4772	\$ 	\$	954,400.00
36	Gravity Manholes	EA	37	\$ 4,500.00	\$	166,500.00
	0				_	0.007.740.74
	Contingency	LS	1	20%	_	2,997,713.74
	Engineering	LS	1	10%	\$	1,498,856.87

ULTIMATE SEWERSHED TOTAL LIFT STATION IMPROVMENTS \$19,485,139.32

This is an estimate only. Actual "Oversizing Cost" will be calculated after bids are awarded and work is completed based on actual cost per LUE of service.

LIA Engineering, Inc. does not warrant or guarantee this "estimated cost" as an "actual cost" and/or if an "actual Construction Cost" is required, and/or desired then construction bids should be obtained from appropriate sources. This estimate is being supplied for the applicable municipality only and no representations, warranties, or guarantees are rendered hereby to any other person or entity specifically including, but not limited to, any mortgagor or lending institution.

PREPARED BY:	APPROVED BY:
LJA ENGINEERING, INC.	

Texas Board of Professional Engineers Registration # F-1386

