

**SERVICE PLAN AND BUDGET
OF
SOUTH POINTE PUBLIC IMPROVEMENT DISTRICT**

ARTICLE 1 – GENERAL NATURE OF PROPOSED DISTRICT SERVICES

The District will provide services that enhance the lifestyle, personal pride, enjoyment and property values within the District including, but not limited to, the services set forth as “Exhibit A”, for the amenities described on “Exhibit A-1” and depicted on “Exhibit A-2”. In addition to the services set forth on “Exhibit A” the Applicant requests that the District be authorized to engage in any activity permitted under the Code, subject to annual approval by the City Council. The Manager (hereinafter defined) of the District will recommend each year, to the property owners within the District and the City Council, an annual plan of service and budget setting forth in detail the services and other activities proposed for the District.

ARTICLE 2 – ESTIMATED COST OF DISTRICT SERVICES

1. The Applicant estimates that the District’s first year budget starting March 2016 will be approximately \$211,006, which will result in an estimated annual assessment for the first year of approximately \$1,000 for a single family home within the District and \$120 for each multifamily unit within the District. This budget approximation will increase each year depending upon the amount of homes and number of multifamily units being developed within the District. In addition, the Applicant will, have at its option, have the right to negotiate with each homebuilder purchasing lots within the District a “Builder Contribution Fee” due each year while such lot remains vacant and undeveloped.
2. An itemized estimate of the District’s budget for the first five years together with a five year service plan summary for the District (including estimated sources of revenues for the District, including subsidy revenues that the Applicant may provide) are set forth on “Exhibit B.” The amount, if any, of the Applicant’s annual subsidy is within the sole discretion of the Applicant.
3. The Applicant acknowledges and agrees that each annual plan of service and budget for the District, although prepared by the Manager, will be subject to approval by the City Council after a public hearing. The Applicant also acknowledges and agrees that each annual plan of service and budget will fully fund all costs incurred by the City in connection with the administration of the District including, but not limited to, the direct costs of personnel, data services, appraisals, notifications, and collection fees. The Applicant further acknowledges and agrees that the City will have the option to utilize in-house personnel or to contract with outside agencies to provide same services if it is more effective to do so.
4. To the extent that the annual plan of service and budget for the District as prepared by the Manager and approved by the City Council or the actual financial performance of the District results in an excess of revenues (excluding any subsidy payments funded by the

Applicant) over the operating expenses and the funding of the appropriate level of reserves for the District, the excess funds may be applied to permit the Applicant to recoup the subsidy amounts previously funded by the Applicant. The cumulative balance of subsidy payments (“the Applicant Subsidy Balance”) will be increased at the end of each fiscal year at the rate of interest, as measured by the Bond Buyer 40-Bond Index as of the fiscal year ending date. In no event, may the Applicant recoup an amount in excess of its subsidy contributions plus any interest accrued by the Applicant Subsidy Balance.

5. All funds of the District will be managed in accordance with accounting methods approved by the City.

ARTICLE 3 – ANNUAL PLAN OF SERVICE AND BUDGET REVIEW PROCESS

Each year beginning in March 2017, the Manager will prepare and recommend to the City Council an annual plan of service and budget and an updated five-year plan of service and budget. Prior to presenting each annual plan and budget to the City Council, the Manager will submit the plan and budget to the Board of Directors of the Association (hereinafter defined) for the Board’s review and will conduct a public hearing within the District at which time the proposed plan and budget (including any comments from the Board review) will be presented and property owners within the District will be given an opportunity for public comment. The Manager will give individual written notice to the City’s City Manager and to each property owner within the District not less than 15 days before the date of the hearing, which notice will be accompanied by an outline of the proposed annual plan and budget or revisions thereto, as the case may be. This public hearing is in addition to the public hearing that will be held by the City Council as required by the Code before approving and adopting an annual plan of service and budget for the District.

ARTICLE 4 – BOUNDARIES OF THE PROPOSED DISTRICT

The proposed District contains approximately 873 acres shown on the map attached as “Exhibit C” and more particularly described by the legal description on the attached “Exhibit D” (the “Property”). The following portions of the Property will not be assessed: a) any portion of the Property owned by the City, b) any portion of the Property owned by Mansfield Independent School District, c) any portion of the Property developed for commercial use; and/or d) any portion of the Property planned and/or developed as open space, right-of-way or other public use (as such exclusions may be further described and/or illustrated in the annual plan of service and budget).

ARTICLE 5 – PROPOSED METHOD OF ASSESSMENT

It is proposed that the method of assessment for property within the District be based on appraised values as determined by the current role of the Johnson County Appraisal District.

The assessment rate may, however, vary within the District to reflect different special benefits conferred upon defined areas within the District.

ARTICLE 6 – PROPOSED APPORTIONMENT OF COSTS BETWEEN THE DISTRICT AND THE CITY

All costs of the District will be apportioned to the District, and no City property within the District will be liable for assessment.

ARTICLE 7 – MANAGEMENT OF THE DISTRICT

The District will be managed by a private entity (“the Manager”) under a professional services contract with the City. The initial term of the contract may not exceed five (5) years, subject to year by year renewals with the approval of both parties. Management fees will be included in the District’s annual plan of service and budget approved by the City Council. The Manager will carry general liability insurance with limits of at least \$1,000,000.00 per occurrence and naming the City as an additional insured. Upon request by the City, the Manager will provide certificates of insurance evidencing such coverage. The Manager will indemnify the City against injury, damages and losses resulting from the acts or omissions of the Manager and those for whom the Manager is responsible.

ARTICLE 8 – BENEFIT OF THE DISTRICT

The proposed District will operate and maintain improvements (the cost of which is expected to increase each year as the amount of developed homes increases, to be approximately \$211,006 in 2016) that will be located in and along entryways, medians, screening of gas well site(s), boulevards, sidewalks and pedestrian trails, detention ponds, parks and open spaces. These improvements will be for the use and benefit of all property owners within the District. These improvements will also contribute to, create, and maintain a sense of individual and community pride within the District. Taken together, these benefits will help to create, preserve, and protect stable residential neighborhoods that will provide an enhanced tax base for the City far into the future.

LIST OF EXHIBITS:

- Exhibit A: Summary of Initial District Services
- Exhibit A-1: List of Amenities to be Maintained by the District
- Exhibit A-2: Depiction of Amenities to be Maintained by the District
- Exhibit B: Five-Year Itemized Estimate of Revenues and Expenses
- Exhibit C: Map of Proposed District
- Exhibit D: Legal Description of Proposed District

EXHIBIT A

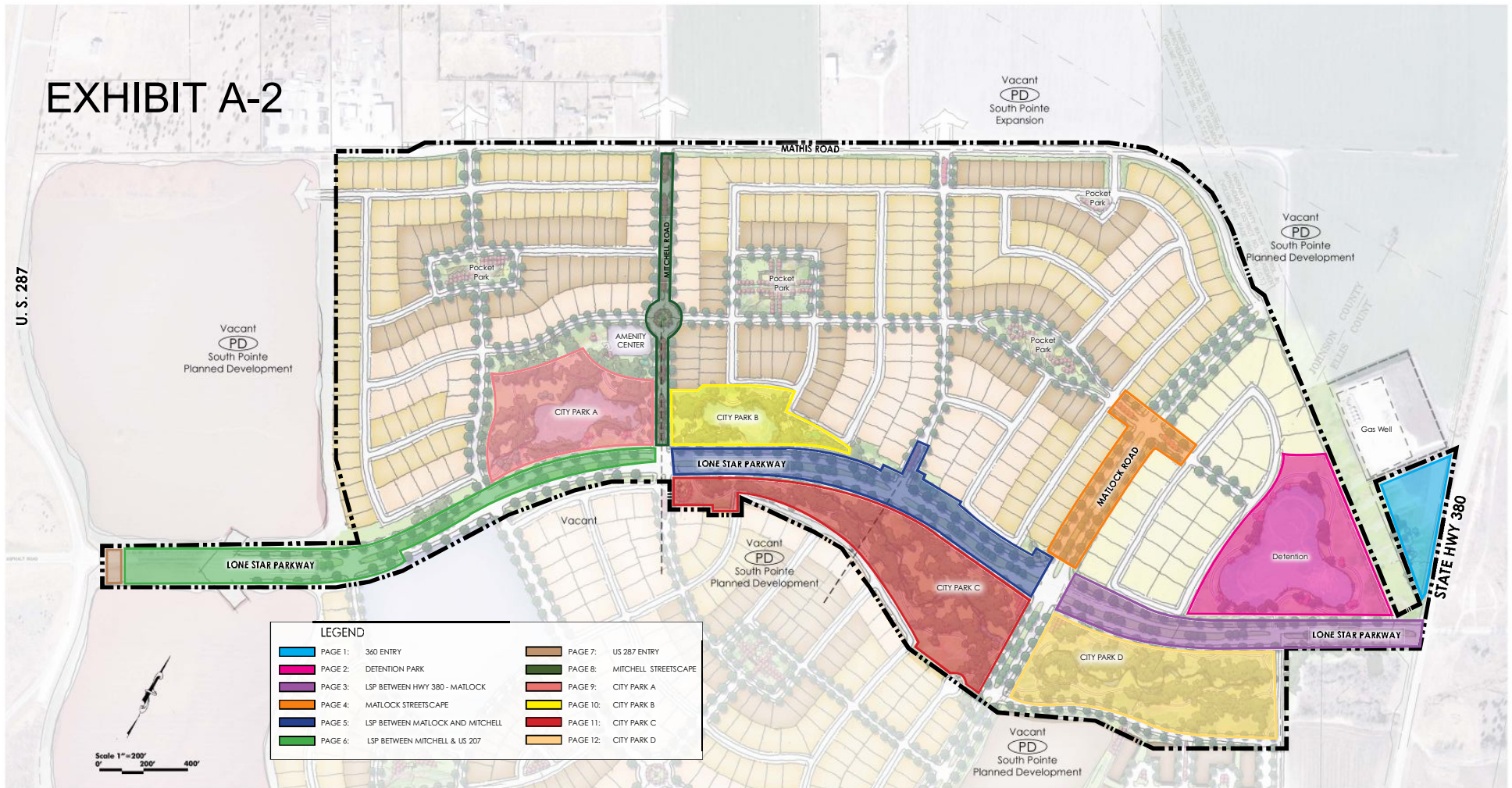
SUMMARY OF INITIAL DISTRICT SERVICES

1. Turf maintenance, which includes seasonal specifications for mowing height and cycles for the various types of landscaped areas and grasses, specifications for edging and trimming, and specifications for the application of herbicides as required;
2. Horticultural maintenance, which controls the weeding and cultivation of shrubs and ground-cover beds;
3. Irrigation maintenance, which includes inspection schedules and management of seasonal watering schedules and repairs to the system as required;
4. Seasonal color specifications to control type, color, number and size of plants to be installed in applicable areas;
5. Tree care, which includes tree fertilization, pruning and insect disease control;
6. Water, electricity and any other associated utility costs for irrigation systems;
7. Maintenance and repair of special fencing and walls;
8. Maintenance (including erosion control) and repair of fountains, lakes and other water features;
9. Ground and holiday lighting maintenance;
10. Other services incidental to the maintenance of landscaping;
11. Maintenance and repair of special streetlight and street signs; and,
12. Other services incidental to the maintenance and repair of other qualified public facilities.

Exhibit A-1
Public Improvements to be Maintained by
Funds from the Public Improvement District is to be Created

- City Parks A, B, C and D depicted on Exhibit A-2 – landscaping and all infrastructures
- Gateway monuments plus associated landscaping and trails at development entrances at Hwy 287 and Hwy 360
- Tower monuments and associated landscaping in the median of Lone Star Parkway, including special pavers
- Landscaping at the Mitchell Road Entry at Lone Star Parkway, including special pavers
- Landscaping and sidewalks/trails in the median and parkways of Lone Star Parkway
- Landscaping and sidewalks/trails in the median and parkways of Matlock Road
- Landscaping and sidewalks/trails in the median, roundabout and parkways of Mitchell Road
- Landscaping and screening adjacent to the gas well site near Hwy 360
- Detention pond plus landscaping and trails around the detention pond between Phase 1B and Tarrant Regional Water District easement

EXHIBIT A-2



Cost Estimate Diagram SOUTH POINTE Infrastructure Plan

165.5 ACRES

DS # 14 - 001

Development Team

Current Zoning
South Pointe Planned Development District

Owner / Developer:
RUBY-07-SP/MTGE,LLC
6723 Weaver RD -Suite 108
Rockford, IL 61114
Contact: David Branch
Phone: 815-387-3100
Email: davidbranch@rockre.com

Engineer / Surveyor:
GRAHAM ASSOCIATES INC.
Centerpoint Three, 600 Six Flags Drive, Suite 500,
Arlington, Texas
Contact: Brian Avirett, P.E.
Phone: 817- 649-1914

Planner / Landscape Architect:
TIG PARTNERS INC.
5307 E. Mockingbird Lane, Suite 120
Dallas, TX 75206
Contact: Mark Meyer
Phone: 214-744-0757

Location Map



General Notes

1. Typical lot layouts for the residential manor (M), residential village (V), and residential cottage (C) products shall adhere to the exhibits shown in the South Pointe Planned Development District (PDD) standards (P. 9, section 8).
2. City Parks A, B, C & D shall be counted towards the required 28 acres of community open space.
3. All streets shown herein shall meet the design and landscape requirements of the South Pointe PDD standards.
4. A mandatory home owners association will be responsible for the maintenance of the private amenities, including the amenity center, any landscaping in public right-of-way (including street trees), medians, and landscape buffers.
5. The home owners association and associated documents shall be filed in accordance with the city of Mansfield policies. These documents must be reviewed by the city attorney prior to filing the final plat. The documents shall be filed with the final plat at the appropriate county when deemed necessary by the attorney. The city does not accept the responsibility for any delays in construction, approval or acceptance of the subdivision caused by the failure to submit the association documents or the inaccuracy of the documents.
6. Subdivision perimeter buffer yard and fences shall adhere to South Pointe PDD standards (P. 29, Section 13(5) P.34, Section 17).

CITY OF MANSFIELD,
JOHNSON & ELLIS COUNTIES,
TEXAS



Graham Associates, Inc.
CONSULTING ENGINEERS & PLANNERS

April 14, 2014

The information shown is based on the best information available and is subject to change without notice.

EXHIBIT B

FIVE-YEAR ITEMIZED ESTIMATE OF REVENUES AND EXPENSES

	2016	2017	2018	2019	2020
Total Income	\$ 151,000	\$ 298,000	\$ 418,000	\$ 538,000	\$ 658,000
Expenses:					
Utilities	\$ 61,311	\$ 91,760	\$ 109,715	\$ 142,403	\$ 170,333
Landscape Maintenance	\$ 85,736	\$ 137,997	\$ 167,972	\$ 227,151	\$ 276,269
Common Area Maintenance	\$ 20,350	\$ 28,235	\$ 36,159	\$ 44,124	\$ 52,137
General & Administrative	\$ 4,200	\$ 7,000	\$ 9,428	\$ 12,285	\$ 15,046
Insurance and Taxes	\$ 900	\$ 907	\$ 913	\$ 920	\$ 926
Employees	\$ 38,509	\$ 40,049	\$ 41,651	\$ 43,317	\$ 45,050
Total Expenses	\$ 211,006	\$ 305,948	\$ 365,838	\$ 470,200	\$ 559,761
Operating Income (Loss)	\$ (60,006)	\$ (7,948)	\$ 52,162	\$ 67,800	\$ 98,239

EXHIBIT C
MAP OF PROPOSED DISTRICT



EXHIBIT D

LEGAL DESCRIPTION OF PROPOSED DISTRICT

EXHIBIT A

Legal Description

Being an 873.295 acre tract of land situated in the Samuel Mitchell Survey, Abstract No. 1024, the Milton Gregg Survey, Abstract No. 560 of Tarrant County, Texas and the Lewis Russell Survey, Abstract No. 720, the Cresanto Vela Survey, Abstract No. 851, the Seth M. Blair Survey, Abstract No. 72 of Johnson County, Texas and the Milton Gregg Survey, Abstract No. 1106, the Lewis Russell Survey, Abstract No. 935, the Cresanto Vela Survey, Abstract No. 1102 and the Seth M. Blair Survey, Abstract No. 135 of Ellis County, Texas and being all of a called 873.29 acre tract of land described in a deed to Ruby-07-SPMTGE, LLC as recorded in County Clerk's Document No. D212265300 of the Official Public Records of Tarrant County, Texas (OPRTCT) and being more particularly described as follows:

BEGINNING at a 5/8 inch iron rod found for an interior ell corner in the north line of said called 873.29 acre tract of land and being the southeast corner of a tract of land described in a deed to Henry E. Mathis as recorded in Volume 9839, Page 1012 of the Deed Records of Tarrant County, Texas (DRTCT) and Volume 1465, Page 247 of the Deed Records of Johnson County, Texas (DRJCT);

THENCE North 30 degrees 39 minutes 10 seconds West, with the west line of said called 873.29 acre tract of land and the east line of said Mathis tract of land, a distance of 2972.22 feet to a ½ inch iron rod set for the northeast corner of said Mathis tract of land and being in the south line of a tract of land described in a deed to Mansfield Economic Development Corporation as recorded in County Clerk's Document No. D204166392 (OPRTCT);

THENCE North 60 degrees 37 minutes 50 seconds East, departing the east line of said Mathis tract of land and with the south line of said Mansfield Economic Development Corporation tract of land, a distance of 128.73 feet to a ½ inch iron rod set for a north corner of said called 873.29 acre tract of land and being in the south right-of-way line of a Southern Pacific Railroad (100' wide right-of-way);

THENCE South 74 degrees 46 minutes 46 seconds East, with the north line of said called 873.29 acre tract of land and the south right-of-way line of said Southern Pacific Railroad, a distance of 2629.02 feet to a concrete monument found (disturbed) for the intersection of the south right-of-way line of said Southern Pacific Railroad and the westerly right-of-way line of State Highway No. 360 (variable width right-of-way) and the beginning of a non-tangent curve to the left having a radius of 5969.58 feet, a central angle of 13 degrees 06 minutes 45 seconds, a chord bearing of South 12 degrees 09 minutes 52 seconds East and a chord length of 1363.18 feet;

THENCE with the westerly right-of-way line of said State Highway No. 360 and with said non-tangent curve for arc length of 1366.16 feet to a concrete monument found (disturbed);

THENCE South 18 degrees 43 minutes 14 seconds East, with the westerly right-of-way line of said State Highway No. 360, a distance of 1859.63 feet to a concrete monument found (disturbed) corner;

THENCE South 21 degrees 12 minutes 32 seconds West, with the westerly right-of-way line of said State Highway No. 360, a distance of 24.86 feet to a ½ inch iron rod set for the intersection of the westerly right-of-way line of said State Highway No. 360 and the northeasterly line of a called 4.62 acre tract of land described in a deed to Tarrant County Water Control and Improvement District Number One as recorded in Volume 530, Page 385 of the Deed Records of Ellis County, Texas (DRECT);

THENCE North 52 degrees 17 minutes 44 seconds West, with the northeasterly line of said Tarrant County Water Control and Improvement District Number One tract of land, a distance of 1572.15 feet to a ½ inch iron rod set for the most westerly corner of said Tarrant County Water Control and Improvement District Number One tract of land;

THENCE South 29 degrees 22 minutes 41 seconds East, with the westerly line of said Tarrant County Water Control and Improvement District Number One tract of land, a distance of 333.75 feet to a ½ inch iron rod set for corner;

THENCE South 52 degrees 17 minutes 44 seconds East, with the westerly line of said Tarrant County Water Control and Improvement District Number One tract of land, a distance of 1308.57 feet to a ½ inch iron rod set for corner in the westerly right-of-way line of said State Highway No. 360;

THENCE South 18 degrees 43 minutes 44 seconds East, with the westerly right-of-way line of said State Highway No. 360, a distance of 48.27 feet to a ½ inch iron rod set for corner in Lone Star Road (unknown right-of-way) and being in the north line of a called 5.08 acre tract of land described in a deed to 360 Realty, Inc. as recorded in Volume 789, Page 234 (DRECT);

THENCE South 59 degrees 51 minutes 40 seconds West, departing the westerly right-of-way line of said State Highway No. 360 and with said Lone Star Road and the north line of said 360 Realty, Inc. tract of land, passing the northeast corner of a tract of land described in a deed to Knapp Sisters Investments as recorded in Volume 1584, Page 198 (DRECT), a distance of 500.69 feet to a 5/8 inch iron rod found for in Lowe Road (unknown right-of-way);

THENCE South 29 degrees 22 minutes 41 seconds East, with said Lowe Road and the west line of said Knapp Sisters Investment tract of land, a distance of 1501.21 feet to a 5/ 8 inch iron rod found for the intersection of said Lowe Road and Harmon Road (unknown right-of-way) and being the northeast corner of a tract of land described in a deed to Sunbelt Land Investments/360, Ltd. as recorded in Volume 2056, Page 154 (DRECT);

THENCE South 59 degrees 41 minutes 32 seconds West, with said Harmon Road and with the north line of said Sunbelt Land Investments/360 tract of land and the north line of a tract of land described in a deed to Dorothy Harmon Quinn as recorded in Volume 504, Page 193 (DIRECT) and the north line of a called 4.54 acre tract of land described in a deed to Terry B. Harmon as recorded in Volume 1521, Page 279 (DIRECT), a distance of 1497.58 feet to a 5/8 inch iron rod found for corner;

THENCE North 25 degrees 01 minutes 20 seconds West, departing said Harmon Road and with the north line of said 4.54 acre tract of land, a distance of 136.76 feet to a 1/2 inch iron rod found for corner;

THENCE South 59 degrees 31 minutes 27 seconds West, with the north line of said 4.54 acre tract of land, a distance of 294.04 feet to a 1/2 inch iron rod found for the intersection of said Harmon Road and Davis Drive (unknown right-of-way);

THENCE South 29 degrees 47 minutes 10 seconds East, with said Davis Drive, a distance of 3561.86 feet to a 1/2 inch iron rod set in the northwesterly right-of-way line of said State Highway No. 360;

THENCE with the northwesterly right-of-way line of said State Highway No. 360 the following:

South 05 degrees 36 minutes 09 seconds West, a distance of 96.22 feet to a Texas Department of Transportation (TxDOT) monument found for corner;

South 11 degrees 03 minutes 24 seconds East, a distance of 189.99 feet to a TxDOT monument found for the beginning of a non-tangent curve to the right having a radius of 5699.58 feet, a central angle of 04 degrees 05 minutes 18 seconds, a chord bearing of South 10 degrees 06 minutes 47 seconds West and a chord length of 406.61 feet;

With said non-tangent curve to the right for an arc length of 406.70 feet to a TxDOT monument found for the beginning of a compound curve to the right having a radius of 1115.92 feet, a central angle of 106 degrees 20 minutes 37 seconds, a chord bearing of South 65 degrees 10 minutes 21 seconds West and a chord length of 1786.44 feet;

With said compound curve to the right for an arc length of 2071.19 feet to a 1/2 inch iron rod set in the northeasterly right-of-way line of U.S. Highway No. 287 (variable width right-of-way), from which a 1/2 inch iron rod found bears North 41 degrees 18 minutes 42 seconds West, a distance of 7.66 feet;

THENCE with the northeasterly right-of-way line of said State Highway No. 287 the following:

North 55 degrees 35 minutes 47 seconds West, a distance of 2380.82 feet to a TxDOT monument (disturbed) found for the beginning of curve to the right having a radius of 2724.79 feet, a central

angle of 22 degrees 31 minutes 40 seconds, a chord bearing of North 44 degrees 21 minutes 14 seconds West and a chord length of 1064.45 feet;

With said curve to the right for an arc length of 1071.34 feet to a TxDOT monument (disturbed) found;

North 33 degrees 04 minutes 03 seconds West, a distance of 444.13 feet to a TxDOT monument (disturbed) found for the beginning of a curve to the left having a radius of 1285.92 feet, a central angle of 21 degrees 22 minutes 13 seconds, a chord bearing of North 43 degrees 46 minutes 34 seconds West and a chord length of 476.85 feet;

With said curve to the left for an arc length of 479.62 feet to a TxDOT monument (disturbed) found;

North 54 degrees 27 minutes 40 seconds West, a distance of 303.51 feet to a TxDOT monument (disturbed) found for the beginning of a curve to the right having a radius of 924.93 feet, a central angle of 46 degrees 50 minutes 12 seconds, a chord bearing of North 31 degrees 01 minutes 46 seconds West and a chord length of 735.21 feet;

With said curve to the right for an arc length of 756.09 feet to a TxDOT monument (disturbed) found;

North 07 degrees 36 minutes 40 seconds West, a distance of 200.00 feet to a TxDOT monument (disturbed) found for the beginning of a curve to the left having a radius of 984.93 feet, a central angle of 19 degrees 35 minutes 24 seconds, a chord bearing of North 17 degrees 24 minutes 22 seconds West and a chord length of 335.12 feet;

With said curve to the left for an arc length of 336.76 feet to a TxDOT monument (disturbed) found;

North 15 degrees 41 minutes 25 seconds East, a distance of 71.51 feet to a 1/2 inch iron rod set;

North 31 degrees 46 minutes 31 seconds West, a distance of 57.12 feet to a 1/2 inch iron rod set;

North 77 degrees 25 minutes 35 seconds West, a distance of 73.67 feet to a TxDOT monument (disturbed) found for the beginning of a non-tangent curve to the left having a radius of 984.93 feet, a central angle of 19 degrees 16 minutes 11 seconds, a chord bearing of North 45 degrees 58 minutes 35 seconds West and a chord length of 329.69 feet;

With said non-tangent curve to the left for an arc length of 331.25 feet to a 1/2 inch iron rod set for corner;

North 55 degrees 36 minutes 40 seconds West, a distance of 200.00 feet to a TxDOT monument (disturbed) found for the beginning of curve to the right having a radius of 1402.40 feet, a

central angle of 34 degrees 02 minutes 10 seconds, a chord bearing of North 38 degrees 35 minutes 35 seconds West and a chord length of 820.89 feet;

With said curve to the right for an arc length of 833.08 feet to a TxDOT monument (disturbed) found for corner;

North 21 degrees 33 minutes 15 seconds West, a distance of 440.92 feet to a 3/8 inch iron rod found for corner and being the most southerly corner of a tract of land described in a deed to Ryan Kohli as recorded in County Clerk's Document No. 2012-08217 (DRJCT)

THENCE North 59 degrees 40 minutes 00 seconds East, departing the easterly right-of-way line of said State Highway No. 287 and with the south line of said Ryan Kohli tract of land and the following tracts of land:

A called 5.00 acre tract of land described in a deed to H. S. Kohli as recorded in Volume 1284, Page 977 (DRJCT);

A tract of land described in a deed to Thomas M. Fraser as recorded in Volume 1647, Page 687 and Volume 1646, Page 542 (DRJCT);

A called 3.227 acre tract of land described in a deed to Martice A. Vardeman as recorded in Volume 1288, Page 126 (DRJCT);

A distance of 1684.86 feet to a 1/2 iron rod set for corner;

THENCE North 29 degrees 38 minutes 06 seconds West, with the south line of said Vardeman tract of land, a distance of 41.06 feet to a 5/8 inch iron rod found for corner;

THENCE North 60 degrees 45 minutes 32 seconds East, with the south line of said Vardeman tract of land and the following tracts of land:

A called 0.703 acre tract of land described in a deed to Anita Marie Shelburn as recorded in Volume 2861, Page 771 (DRJCT);

A tract of land described in a deed to Carolyn E. Osinski as recorded in Volume 1006, Page 31 (DRJCT);

A called 2.118 acre tract of land described in a deed to Clarence Ray Phillips and Dorothy Faye Phillips Trustees as recorded in Volume 1055, Page 407 (DRJCT);

The right-of-way of Mitchell Road (variable width right-of-way);

A called 6.00 acre tract of land described in a deed to William C. Bryant and Wife, Debbie T. Bryant as recorded in Volume 2557, Page 741 (DRJCT);

And the south line of said Mathis tract of land, a distance of 3410.40 feet to the POINT OF BEGINNING, containing 873.295 acres or 38,040,738 square feet of land, more or less.