

LIST OF EXHIBITS:

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Exhibit C: Map of Proposed District

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EXHIBIT A

SUMMARY OF INITIAL DISTRICT SERVICES

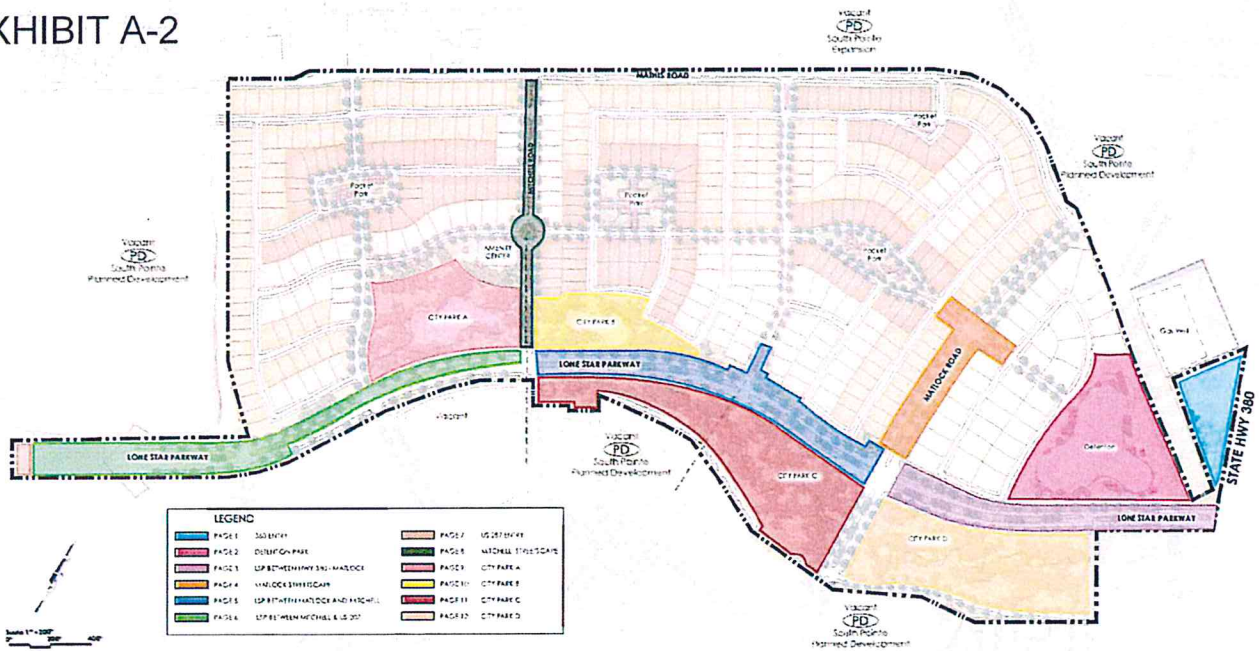
1. Turf maintenance, which includes seasonal specifications for mowing height and cycles for the various types of landscaped areas and grasses, specifications for edging and trimming, and specifications for the application of herbicides as required;
2. Horticultural maintenance, which controls the weeding 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

U. S. 287



Development Team		Location Map	General Notes
<p>Cost Estimate Diagram SOUTH POINTE Infrastructure Plan</p> <p>1655 ACRES DS # 14 - 001</p>			<p>Current Zoning: South Pointe Planned Development District</p> <p>Owner/Developer: TERRY OTTENFELDER 1234 Main Road, Suite 100 Dallas, Texas 75201 Contact: David Smith Phone: 469-555-1234 Email: david.smith@ottendell.com</p> <p>Engineer/Surveyor: MICHAEL J. LAMBERT, P.E. Geotechnical Services, Inc. 1234 Main Road, Suite 100 Dallas, Texas 75201 Phone: 469-555-5678</p> <p>Planner/Landscape Architect: TERRY OTTENFELDER, P.L.C. 1234 Main Road, Suite 100 Dallas, Texas 75201 Contact: David Smith Phone: 469-555-1234</p> <p>1. The site is located within the South Pointe Planned Development District (SPDD) and is subject to the SPDD standards, including the SPDD Comprehensive Zoning Ordinance (CZO) and the SPDD Comprehensive Development Ordinance (CDO).</p> <p>2. The site is located within the SPDD and is subject to the SPDD standards, including the SPDD Comprehensive Zoning Ordinance (CZO) and the SPDD Comprehensive Development Ordinance (CDO).</p> <p>3. The site is located within the SPDD and is subject to the SPDD standards, including the SPDD Comprehensive Zoning Ordinance (CZO) and the SPDD Comprehensive Development Ordinance (CDO).</p> <p>4. The site is located within the SPDD and is subject to the SPDD standards, including the SPDD Comprehensive Zoning Ordinance (CZO) and the SPDD Comprehensive Development Ordinance (CDO).</p> <p>5. The site is located within the SPDD and is subject to the SPDD standards, including the SPDD Comprehensive Zoning Ordinance (CZO) and the SPDD Comprehensive Development Ordinance (CDO).</p> <p>6. The site is located within the SPDD and is subject to the SPDD standards, including the SPDD Comprehensive Zoning Ordinance (CZO) and the SPDD Comprehensive Development Ordinance (CDO).</p> <p>7. The site is located within the SPDD and is subject to the SPDD standards, including the SPDD Comprehensive Zoning Ordinance (CZO) and the SPDD Comprehensive Development Ordinance (CDO).</p> <p>8. The site is located within the SPDD and is subject to the SPDD standards, including the SPDD Comprehensive Zoning Ordinance (CZO) and the SPDD Comprehensive Development Ordinance (CDO).</p> <p>9. The site is located within the SPDD and is subject to the SPDD standards, including the SPDD Comprehensive Zoning Ordinance (CZO) and the SPDD Comprehensive Development Ordinance (CDO).</p> <p>10. The site is located within the SPDD and is subject to the SPDD standards, including the SPDD Comprehensive Zoning Ordinance (CZO) and the SPDD Comprehensive Development Ordinance (CDO).</p> <p>11. The site is located within the SPDD and is subject to the SPDD standards, including the SPDD Comprehensive Zoning Ordinance (CZO) and the SPDD Comprehensive Development Ordinance (CDO).</p> <p>12. The site is located within the SPDD and is subject to the SPDD standards, including the SPDD Comprehensive Zoning Ordinance (CZO) and the SPDD Comprehensive Development Ordinance (CDO).</p>

**CITY OF MASSFIELD,
JOHNSON & ELLIS COUNTIES,
TEXAS**

T.B.C.

Crabtree Associates, Inc.
1234 Main Road, Suite 100
Dallas, Texas 75201
Phone: 469-555-1234
Email: david.smith@ottendell.com

April 14, 2014

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

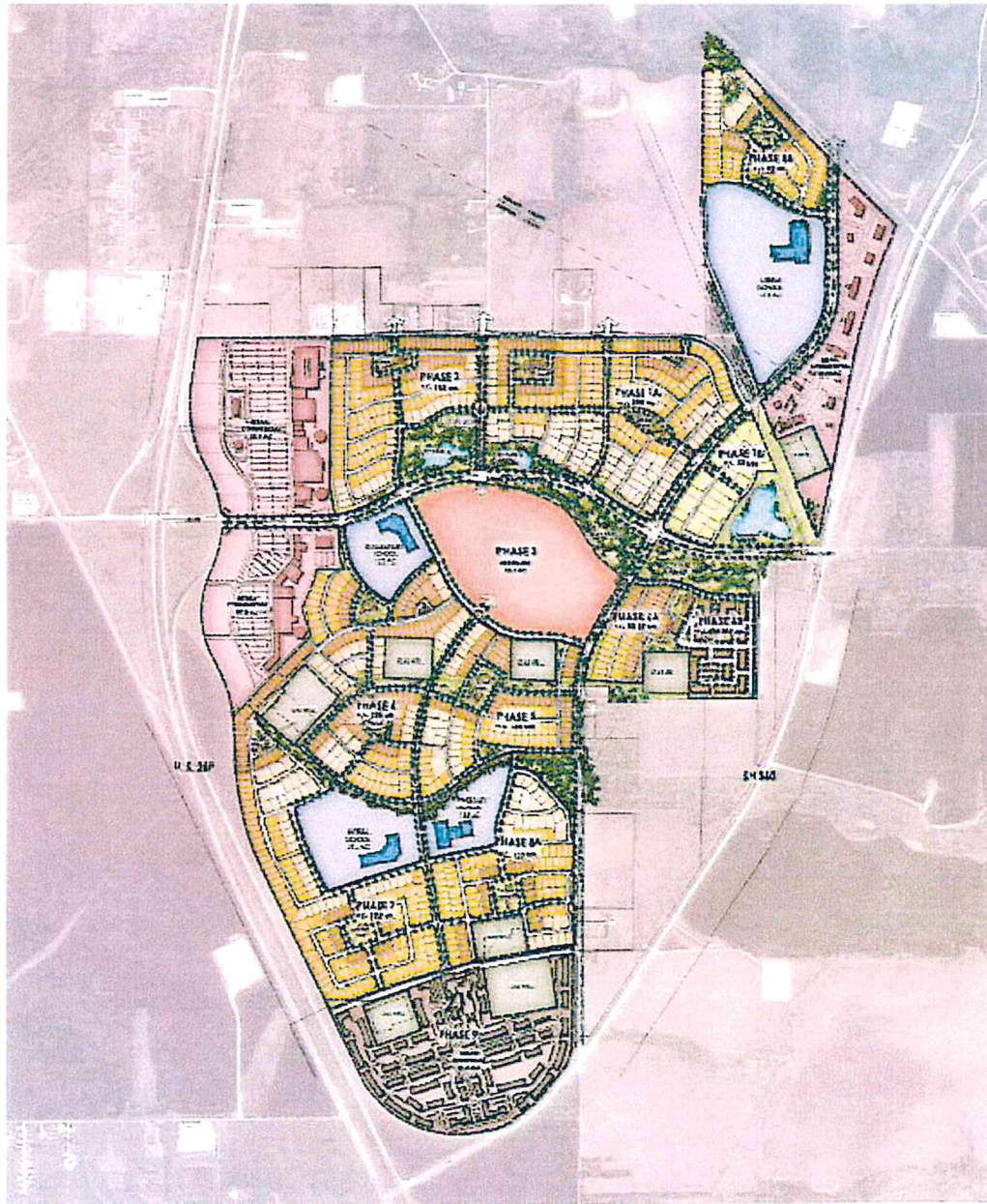


EXHIBIT D

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 1/2 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 1/2 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 (DIRECT);

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 (DIRECT);

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 (DIRECT), 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 (DIRECT);

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.