

ORDINANCE NO. 3588

AN ORDINANCE OF THE CITY OF MESQUITE, TEXAS, AUTHORIZING THE CITY MANAGER TO EXECUTE A DEVELOPMENT AGREEMENT WITH TOWN EAST DEALERSHIP PROPERTY, L.P., TO CONSTRUCT PUBLIC IMPROVEMENTS TO SOUTH MESQUITE CREEK WHICH WILL BE REIMBURSED BY THE TOWNE CENTRE TAX INCREMENT FINANCE REINVESTMENT ZONE NUMBER TWO, CITY OF MESQUITE, TEXAS; PROVIDING A REPEALER CLAUSE; PROVIDING A SEVERABILITY CLAUSE; AND DECLARING AN EMERGENCY.

WHEREAS, the City of Mesquite (the "City") recognizes the importance of its continued role in local economic development; and

WHEREAS, the City Council of the City of Mesquite, Texas (the "City Council"), established the Towne Centre Tax Increment Finance Reinvestment Zone Number Two, City of Mesquite, Texas (the "TIF Zone") and approved a Project and Financing Plan (the "Plan"), for such zone in accordance with the Tax Increment Financing Act, as amended pursuant to V.T.C.A., Tax Code, Chapter 311 (the "Act") to promote development and redevelopment in the TIF Zone through the use of tax increment financing; and

WHEREAS, the Act authorizes the expenditure of funds derived within the TIF Zone (the "Tax Increment Fund") for the construction of public improvements consistent with the Plan, in which expenditures and monetary obligations constitute project costs as defined in the Act (the "Project Costs"); and

WHEREAS, Town East Dealership Property, L.P., a Texas limited partnership ("Town East Ford"), presented a proposal to the Board of Directors of the TIF Zone (the "TIF Board") to construct certain public improvements in accordance with a proposed developer participation contract (the "Development Agreement") for sanitary improvements to South Mesquite Creek (the "Creek Improvements"); and

WHEREAS, on June 4, 2003, the TIF Board approved the expenditures set forth in this Development Agreement, thereby adopting an amendment to the Plan to include such expenditures as Project Costs and authorizing reimbursement from the Towne Centre TIF Zone Tax Increment Fund in an amount not to exceed \$218,716.70 for the Creek Improvements; and

WHEREAS, pursuant to Ordinance No. 3586 approved on June 16, 2003, the City Council approved the amendments to the Plan to include such Project Costs thereby authorizing reimbursement to Town East Ford from the Tax Increment Fund for a portion of the costs advanced by Town East Ford for the Creek Improvements as set forth in this Development Agreement; and

WHEREAS, the reimbursement of funds advanced by Town East Ford for the Creek Improvements is for the purpose of making public improvements consistent with and described in the Plan for the TIF Zone.

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

SECTION 1. That the terms and conditions of the developer participation contract between the City and Town East Dealership Property, L.P. (the "Development Agreement"), which is attached hereto and made a part hereof for all purposes as Exhibit "A," having been reviewed by the City Council and found to meet the requirements of Subchapter C, Chapter 212, Local Government Code and in the best interests of the City of Mesquite and its citizens, are hereby in all things approved.


SECTION 2. That the City Manager is hereby authorized to execute the Development Agreement and all other documents in connection therewith on behalf of the City of Mesquite substantially according to the terms and conditions set forth therein.

SECTION 3. That all ordinances or portions thereof in conflict with the provisions of this ordinance, to the extent of such conflict, are hereby repealed. To the extent that such ordinances or portions thereof are not in conflict herewith, the same shall remain in full force and effect.

SECTION 4. That should any word, sentence, clause, paragraph or provision of this ordinance be held to be invalid or unconstitutional the validity of the remaining provisions of this ordinance shall not be affected and shall remain in full force and effect.

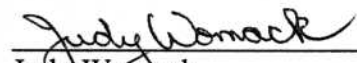
SECTION 5. That the need to enter into this Development Agreement and the need to protect the public interest, comfort and general welfare of the citizens of the City of Mesquite, creates an urgency and an emergency for the preservation of the public health, safety and welfare, and requires that this ordinance shall take effect immediately from and after its passage and publication of said ordinance, as the law in such cases provides.

DULY PASSED AND APPROVED by the City Council of the City of Mesquite, Texas, on the 16th day of June, 2003.



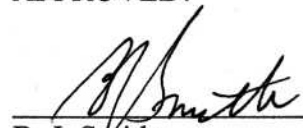
Mike Anderson
Mayor

ATTEST:



Judy Womack
City Secretary

APPROVED:



B. J. Smith
City Attorney

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

**DEVELOPMENT AGREEMENT WITH TOWN EAST DEALERSHIP PROPERTY, L.P.,
FOR THE STORM WATER IMPROVEMENTS TO SOUTH MESQUITE CREEK**

THIS DEVELOPMENT AGREEMENT (hereinafter referred to as "AGREEMENT") is entered into by and between the City of Mesquite, a Texas municipal corporation of Dallas County, Texas (hereinafter referred to as "CITY"), and Town East Dealership Property, L.P., a Texas limited partnership (hereinafter referred to as "TOWN EAST FORD") acting by and through its duly authorized officers and its affiliates.

WITNESSETH:

WHEREAS, CITY recognizes the importance of its continued role in local economic development; and

WHEREAS, on September 21, 1998, the City Council of the City of Mesquite, Texas, approved Ordinance No. 3257 establishing the Towne Centre Tax Increment Financing Reinvestment Zone Number Two, City of Mesquite, Texas (hereinafter referred to as "TOWNE CENTRE TIF DISTRICT"), as amended, in accordance with the Tax Increment Financing Act, as amended pursuant to V.T.C.A., Tax Code, Chapter 311 (hereinafter referred to as the "ACT") to promote development and redevelopment in the Towne Centre area through the use of tax increment financing; and

WHEREAS, the ACT authorizes the expenditure of funds derived within a reinvestment zone, whether from bond proceeds or other funds, for the payment of expenditures made or estimated to be made and monetary obligations incurred or estimated to be incurred by a municipality consistent with the project plan of the reinvestment zone, in which expenditures and monetary obligations constitute project costs as defined in the ACT (hereinafter referred to as "PROJECT COSTS"); and

WHEREAS, on June 4, 2003, the Board of Directors of the Towne Centre TIF District approved this AGREEMENT, authorizing reimbursement to TOWN EAST FORD from the Towne Centre TIF District Tax Increment Fund (hereinafter referred to as the "TAX INCREMENT FUND"); and

WHEREAS, pursuant to Ordinance No. 3588 approved on June 16, 2003, the City Council of the City of Mesquite, Texas, authorized the reimbursement of PROJECT COSTS, wherein reimbursement will hereby be made to TOWN EAST

FORD from the TAX INCREMENT FUND for the costs advanced by TOWN EAST FORD for the storm water improvements to South Mesquite Creek (hereinafter referred to as "CREEK IMPROVEMENTS"); and

WHEREAS, the contemplated CREEK IMPROVEMENTS to be developed within the TOWNE CENTRE TIF DISTRICT, as set forth in this AGREEMENT, are consistent with encouraging development of the TOWNE CENTRE TIF DISTRICT in accordance with the purposes for its creation and are in compliance with the CITY's Guidelines and Criteria as established by the ordinance creating such reinvestment zone adopted by the CITY and all applicable laws; and

WHEREAS, the reimbursement of funds advanced for the cost of the CREEK IMPROVEMENTS is for the purpose of making public improvements consistent with and described in the Project Plan and Reinvestment Zone Financing Plan for the TOWNE CENTRE TIF DISTRICT (hereinafter referred to as the "PROJECT PLAN"), which plan is attached hereto and made a part hereof for all purposes as Exhibit "A."

NOW, THEREFORE, in consideration of the mutual covenants and obligations herein, the parties agree as follows:

SECTION 1. DEVELOPMENT PLAN FOR TOWNE CENTRE AREA IMPROVEMENTS

- A. In conjunction with the long-term development plan for the TOWNE CENTRE TIF DISTRICT, as described in the PROJECT PLAN, TOWN EAST FORD agrees to advance for public purposes the funding necessary to construct the CREEK IMPROVEMENTS. The CREEK IMPROVEMENTS to be constructed shall hereinafter be referred to as the "PROJECT". A description of the PROJECT is attached hereto and made a part hereof for all purposes as Exhibit "B." The PROJECT is located entirely within the city limits of Mesquite, Texas, and within the TOWNE CENTRE TIF DISTRICT and all eligible infrastructure improvements shall be constructed within the public right-of-way or within public easements.
- B. TOWN EAST FORD agrees to pay for the construction of the PROJECT pursuant to this AGREEMENT with reimbursement of a portion of the cost to be paid by CITY pursuant to this AGREEMENT.

SECTION 2. CITY PARTICIPATION

In consideration of TOWN EAST FORD funding the PROJECT, CITY agrees, subject to the conditions contained in this AGREEMENT, to reimburse TOWN EAST FORD for a portion of the PROJECT COSTS associated with the costs of the PROJECT from current funds in the TAX INCREMENT FUND, as such funds are on

deposit in the TAX INCREMENT FUND; provided, however, that notwithstanding any other provisions to the contrary, the CITY'S obligation to reimburse TOWN EAST FORD as described below shall be limited to thirty percent (30%) of those aggregate costs including costs for design, construction and construction administration not exceeding two hundred eighteen thousand, seven hundred sixteen dollars and seventy cents (\$218,716.70) plus interest as specified in Section 3.C. hereof toward the PROJECT COSTS associated with the costs of the PROJECT which have been or are to be incurred by TOWN EAST FORD. The costs incurred by TOWN EAST FORD as described in this AGREEMENT shall be reimbursed solely from the TAX INCREMENT FUND, subject to the limitation on reimbursement provided in Sections 2, 3 and 4 of this AGREEMENT. Notwithstanding any other provision to the contrary contained in this AGREEMENT, in no event shall the monies on deposit in the TAX INCREMENT FUND be used to reimburse TOWN EAST FORD for PROJECT COSTS advanced as described in this AGREEMENT in excess of two hundred eighteen thousand, seven hundred sixteen dollars and seventy cents (\$218,716.70) plus interest as specified in Section 3.C.

SECTION 3. REIMBURSEMENT PROCEDURE

- A. CITY and TOWN EAST FORD agree that the PROJECT COSTS advanced by TOWN EAST FORD may be reimbursed only from the TAX INCREMENT FUND, and only to the extent funds are available in said Fund. Subject to the conditions and limitations set out in Section 2, 3 and 4 of this AGREEMENT, reimbursement shall be made to TOWN EAST FORD. TOWN EAST FORD agrees to look solely to the TAX INCREMENT FUND and not to CITY's general funds or other CITY bond funds for reimbursement of all PROJECT COSTS advanced to the extent monies in the TAX INCREMENT FUND are available. Nothing in this AGREEMENT shall be construed to require CITY to approve reimbursements from any source of CITY funds other than the TAX INCREMENT FUND or to require CITY to issue TIF bonds, the issuance of such bonds being within the discretion of the City Council of the City of Mesquite, Texas. Upon the expiration of the term of the TOWNE CENTRE TIF DISTRICT as provided in the ordinance creating same, as amended, any PROJECT COSTS advanced by TOWN EAST FORD as described in this AGREEMENT that remain un-reimbursed due to the lack or unavailability of TAX INCREMENT FUNDS or due to TOWN EAST FORD's failure to meet any precondition of reimbursement under this AGREEMENT, shall no longer be considered PROJECT COSTS of the TOWNE CENTRE TIF DISTRICT and any obligation of CITY to reimburse TOWN EAST FORD shall automatically expire on such date; this provision, however, shall not be construed to limit or modify the obligations or covenants contained in any outstanding TIF bonds which CITY in its discretion may issue for the purpose of paying or reimbursing PROJECT

COSTS. Further, any tax increment which has accrued during the term of the TOWNE CENTRE TIF DISTRICT but is collected subsequent to the date on which the term of the TOWNE CENTRE TIF DISTRICT expires shall be applied toward the un-reimbursed payment of PROJECT COSTS that remains un-reimbursed immediately prior to the expiration of the term.

- B. The frequency and amount of reimbursement to TOWN EAST FORD under this AGREEMENT shall coincide with the frequency and amount of payments made by the various taxing units into the TAX INCREMENT FUND from fiscal year to fiscal year. Subject to all limitations and conditions precedent contained in this AGREEMENT, CITY agrees to reimburse PROJECT COSTS advanced by TOWN EAST FORD after receipt of payments into the TAX INCREMENT FUND. CITY also reserves the right, when payments come into the TAX INCREMENT FUND, to repay all or any portion of the total amount to be reimbursed under this AGREEMENT at any given time. CITY will administer reimbursements under the outstanding development agreements (including this AGREEMENT) in an order of priority as provided herein. If CITY issues TIF bonds to pay for future projects in the Towne Centre TIF District, CITY may encumber Towne Centre TIF District Tax Increment Funds in support of TIF bonds and may fully disburse from bond proceeds received the existing unpaid PROJECT COSTS under this AGREEMENT. This AGREEMENT is first in priority and not subject to future agreements made by CITY pertaining to TOWNE CENTRE TIF DISTRICT.
- C. Interest on any unpaid PROJECT COSTS advanced by TOWN EAST FORD under this AGREEMENT shall accrue interest beginning 60 days from the date CREEK IMPROVEMENTS are completed in accordance with City of Mesquite construction standards and conformance with the project plan. The interest rate at which such interest shall be calculated shall be a fixed rate equal to 5.25% per annum. Such interest will be prorated on a daily basis for the purpose of determining the amount of interest owed with respect to a particular advance. Such interest will be compounded semi-annually based on the existing unpaid balance plus accrued interest to date and shall cease to accrue under this AGREEMENT when the existing unpaid balance plus any previously accrued interest is fully reimbursed or paid off, or upon expiration of the term of the TOWNE CENTRE TIF DISTRICT as provided in the ordinance creating same as amended. Nothing in this sub-paragraph shall be construed to obligate CITY to pay previously accrued interest or unpaid PROJECT COSTS that cease to be due as reimbursable PROJECT COSTS on or after the date of expiration of the TOWNE CENTRE TIF DISTRICT. Reimbursement of any interest under the terms of this AGREEMENT shall be made from the proceeds of TIF bonds or other

monies on deposit in the TAX INCREMENT FUND as applicable, but shall not be an obligation to be paid from any other funds of the CITY.

- D. CITY hereby declares that the reimbursement procedure outlined above is necessary to implement the PROJECT PLAN and that the costs for constructing the CREEK IMPROVEMENTS, which are public improvements or public works, constitute reimburseable PROJECT COSTS.

SECTION 4. TOWN EAST FORD OBLIGATIONS

- A. TOWN EAST FORD understands that the CREEK IMPROVEMENTS must be completed expeditiously to facilitate timely completion of all projects in the TOWNE CENTRE TIF DISTRICT and in accordance with CITY ordinances, regulations and specifications.
- B. TOWN EAST FORD assumes all responsibilities for the PROJECT management and administration including but not limited to construction contract administration and materials testing and hereby agrees to execute a performance bond in accordance with Section 212.073 of the Texas Local Government Code and Chapter 2253 of the Texas Government Code for the construction of the CREEK IMPROVEMENTS to ensure completion of the PROJECT.
- C. Reimbursement by CITY from the TAX INCREMENT FUND is subject to the other conditions of the AGREEMENT and including availability of current funding in the TAX INCREMENT FUND.

SECTION 5. FORCE MAJEURE

It is expressly understood and agreed by the parties to this AGREEMENT that if the substantial completion of the construction of any improvements contemplated hereunder is delayed by reason by war, civil commotion, acts of God, inclement weather, governmental restrictions, regulations, or interference, delays caused by the franchise utilities (TXU Electric, Southwestern Bell Telephone, TXU Gas, AT&T Broadband Cable or their contractors), fire or other casualty, court injunction, necessary condemnation proceeding, acts of the other party, its affiliates/related entities and/or their contractors or any circumstances which are reasonably beyond the control of the party obligated or permitted under the terms of this AGREEMENT to do or perform the same, regardless of whether any such circumstance is similar to any of those enumerated or not, the party so obligated or permitted shall be excused from doing or performing the same during such period of delay so that the time period applicable to such design or constructions requirement shall be extended for a period of time equal to the period such party was delayed.

SECTION 6. TERM

The term of this AGREEMENT shall begin on the date of execution and end upon the earlier of (a) the complete performance of all obligations and conditions precedent by parties to this AGREEMENT; (b) the expiration of the term of the TOWNE CENTRE TIF DISTRICT; provided however, that the obligation of the CITY to apply any tax increment which has accrued during the term of the TOWNE CENTRE TIF DISTRICT but which is not collected until subsequent to the expiration of the term toward unreimbursed PROJECT COSTS pursuant to Section 3.A. of this AGREEMENT shall survive; or (c) TOWN EAST FORD declines to advance the PROJECT COSTS for the CREEK IMPROVEMENTS.

SECTION 7. INDEMNITY

TOWN EAST FORD agrees to defend, indemnify and hold CITY, its officers, agents and employees, harmless against any and all claims, lawsuits, judgments, costs and expenses for personal injury (including death), property damage or other harm for which recovery of damages is sought that may arise out of or be occasioned by TOWN EAST FORD's breach of any of the terms or provisions of this AGREEMENT, or by any negligent act or omission of TOWN EAST FORD, its officers, agents, associates, employees or subconsultants in the performance of this AGREEMENT; except that the indemnity provided for in this paragraph shall not apply to any liability resulting from the sole negligence of CITY, its officers, agents, employees or separate contractors, and in the event of joint and concurrent negligence of both TOWN EAST FORD and CITY, responsibility, if any, shall be apportioned comparatively in accordance with the laws of the State of Texas, without, however, waiving any governmental immunity available to CITY under Texas law and without waiving any defenses of the parties under Texas law. The provisions of this paragraph are solely for the benefit of the parties hereto and not intended to create or grant any rights, contractual or otherwise, to any other person or entity.

SECTION 8. AUTHORITY TO BIND

TOWN EAST FORD, represents that Cecil Van Tuyl, the President of CVT Property, Inc., general partner of TOWN EAST FORD, or any other duly authorized officer or agent, by executing this AGREEMENT for TOWN EAST FORD, is acting within the scope of his authority as agent to bind TOWN EAST FORD regarding the obligations and assurances contained in this AGREEMENT.

SECTION 9. EVENT OF DEFAULT

A default shall exist if either party fails to perform or observe any material covenant contained in this AGREEMENT or if the representation provided for in Section

8 is not true or correct. A party shall immediately notify the defaulting party in writing upon becoming aware of any change in the existence of any condition or event which would constitute a default by the defaulting party, or with the giving of notice and/or passage of time would constitute a default by the defaulting party under this AGREEMENT. Such notice shall specify the nature and the period of existence thereof and what action, if any, the notifying party requires or proposes to require with respect to curing the default.

SECTION 10. REMEDIES AVAILABLE TO CITY

If a default shall occur and continue after thirty (30) days written notice to TOWN EAST FORD to cure such default, CITY may at its option terminate this AGREEMENT or pursue any and all remedies it may be entitled to, at law or in equity, in accordance with Texas law without the necessity of further notice to or demand upon TOWN EAST FORD.

SECTION 11. VENUE AND GOVERNING LAW

This AGREEMENT is performable in Dallas County, Texas, and venue of any action arising out of this AGREEMENT shall be exclusively in Dallas County, Texas. This AGREEMENT shall be governed and construed in accordance with the laws of the State of Texas.

SECTION 12. NOTICES

Any notice required by this AGREEMENT shall be deemed to be properly served if deposited in the U.S. mails by certified letter, return receipt requested, addressed to the recipient at the recipient's address shown below, subject to the right of either party to designate a different address by notice given in the manner just described.

If intended for CITY to:

City Manager
City of Mesquite
P.O. Box 850137
Mesquite, Texas 75185-0137

If intended for TOWN EAST FORD to:

Mike Ward, General Manager
TOWN EAST FORD
18411 LBJ Freeway
Mesquite, Texas 75150

With a copy to:

Robert J. Holcomb
V.T., Inc.
8500 Shawnee Mission Pkwy., Suite 200
Shawnee Mission, KS 66202

SECTION 13. APPLICABLE LAWS

This AGREEMENT is made subject to the provisions of the Charter and ordinances of CITY as amended and all applicable Texas and federal laws.

SECTION 14. LEGAL CONSTRUCTION

In case any one or more of the provisions contained in this AGREEMENT shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision thereof and this AGREEMENT shall be considered as if such invalid, illegal or unenforceable provision had never been contained in this AGREEMENT.

SECTION 15. COUNTERPARTS

This AGREEMENT may be executed in any number of counterparts, each of which shall be deemed an original and constitute one and the same instrument.

SECTION 16. CAPTIONS

The captions to the various clauses of this AGREEMENT are for informational purposes only and shall not alter the substance of the terms and conditions of this AGREEMENT.

SECTION 17. SUCCESSORS AND ASSIGNS


The terms and conditions of this AGREEMENT are binding upon the successors and assigns of all parties hereto. Provided, however, this AGREEMENT shall not be assigned by TOWN EAST FORD without prior City Council of the City of Mesquite, Texas, approval, which approval shall not be unreasonably withheld.

SECTION 18. ENTIRE AGREEMENT

This AGREEMENT embodies the complete agreement of the parties hereto, superseding all oral or written previous and contemporary agreements between the parties and relating to matters in this AGREEMENT, and except as otherwise provided herein cannot be modified without written agreement of the parties to be attached and made a part of this AGREEMENT.

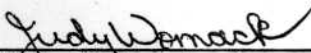
EXECUTED and effective as of the 16th day of June, 2003, by CITY, signing by and through its City Manager, and TOWN EAST FORD, acting through its duly authorized officials.

CITY OF MESQUITE



Ted Barron
City Manager

ATTEST:



Judy Womack
City Secretary

APPROVED AS TO FORM:



B. J. Smith
City Attorney

**TOWN EAST DEALERSHIP
PROPERTY, L.P.**

By: CVT Property, Inc., its general partner



Cecil Van Tassel
President

Towne Centre Reinvestment Zone

Amended and Restated Project and Financing Plan

A plan for tax increment financing
in Reinvestment Zone Number Two,
Prepared for the City of Mesquite
by Stein Planning and Management

June 21, 1999,
Updated June 4, 2003

Contents

| | Page |
|---|----------|
| Section 1: What's Tax Increment Financing? | 1 |
| Tax Increment Financing Defined | 1 |
| Application in the Towne Centre Area | 2 |
| Section 2: Zone Boundaries | 3 |
| Section 3: Development Proposals | 6 |
| Public Improvements | 6 |
| Taxable Private Improvements | 6 |
| Section 4: Revenue and Debt Service Pro Formas | 9 |
| Revenue to the Tax Increment Fund | 9 |
| TIF Fund Reimbursement of Public Improvements | 10 |
| Funds Retained by Taxing Jurisdictions | 10 |

Disclaimer:

Neither this report nor its conclusions may be referred to or included in any prospectus or part of any offering made in connection with sales of bonds, sale of securities or sale of participation interests to the public without express written approval of Stein Planning and Management.

Exhibits

| | Page |
|---|-------------|
| Exhibit A: Real Property Tax Flow with Tax Increment Financing | 1 |
| Exhibit B: Reinvestment Zone Boundaries | 4 |
| Exhibit C: Existing Uses and Conditions of Real Property in the Zone | 5 |
| Exhibit D: General Location of Towne Centre Public Improvements | 8 |

Schedules

| | Page |
|---|-------------|
| Schedule 1: 2002 Appraised Values from Dallas Central Appraisal District, Proposed Towne Centre Reinvestment Zone | 12 |
| Schedule 2: Estimated Project Costs | 14 |
| Schedule 3: Taxable New Development Forecasts for the Zone | 15 |
| Schedule 4: Vacant and Underdeveloped Land, January 1, 2003 | 17 |
| Schedule 5: Estimated Areas of Near-term Development in the Towne Centre TIF Zone | 18 |
| Schedule 6: Taxable Real Property Value Forecasts for the Zone | 19 |
| Schedule 7: Estimated Real Property Taxes Collected, Retained and Dedicated to Tax Increment Fund from Towne Centre Reinvestment Zone | 21 |
| Schedule 8: Cash Flow and Reimbursement | 23 |

Section 1: What's Tax Increment Financing?

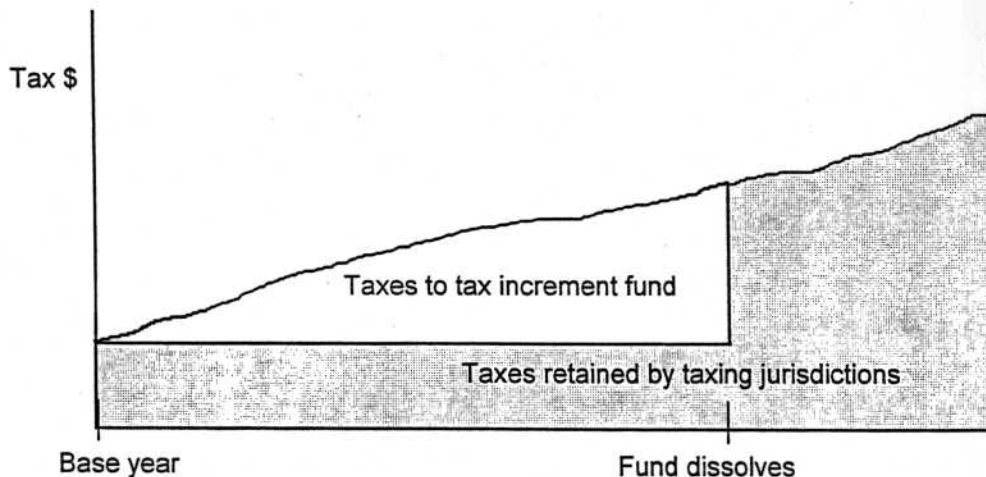
Tax Increment Financing Defined

Tax increment financing (TIF) is a tool local governments of Texas use to finance public improvements within a defined area. The improvements strengthen existing communities and attract new investments. The statutes governing tax increment financing are in Chapter 311 of the Texas Tax Code.

A municipality makes an area eligible for tax increment financing by designating a reinvestment zone ("Zone"). Costs of selected public improvements within the reinvestment zone may be paid by future tax revenues flowing from newly developed or appreciated real properties in the zone. The additional tax dollars generated by growth of real property value in the Zone are called the "tax increment." These dollars flow to a "tax increment fund" ("Fund") for a specified term of years. Money flowing to the Fund each year is disbursed according to a plan approved by a TIF board and the City Council, as prescribed by statutes and the ordinance designating the reinvestment zone.

Exhibit A shows how tax revenues from real properties in a reinvestment zone flow to taxing jurisdictions and to the tax increment fund. Exhibit A assumes real property values in the Zone rise after the Zone's designation.

**Exhibit A:
Real Property Tax Flow with Tax Increment Financing**



Application in the Towne Centre Area

Only cities may create reinvestment zones for tax increment financing. Once created, school districts, counties, hospital districts and college districts are allowed to participate. Each taxing unit may choose to dedicate to the Fund all, a portion or none of the additional tax revenue attributable to increased real property value in the Zone. The City of Mesquite and the Mesquite Independent School District will each participate in this reinvestment zone with their full potential tax increments.

Inclusion of a property in a reinvestment zone does not change the tax rates for the property. Tax rates in a reinvestment zone are the same as tax rates outside the reinvestment zone, within the same set of taxing jurisdictions.

The City of Mesquite created Tax Increment Reinvestment Zone Number Two by City Ordinance Number 3257. The Zone was approved on September 21, 1998.

Section 2: Zone Boundaries

Exhibit B shows the boundaries of the Towne Centre reinvestment zone. The boundaries may be described as Town East Boulevard, the northwest edge of an electric utility easement generally following Towne Centre Drive, Interstate Highway 635, U. S. Highway 80 and Gus Thomasson Road to a point of beginning at Town East Boulevard.

Boundaries that follow public streets and highways shall be construed to extend to the far side of the right-of-way, measured from the center of the reinvestment zone. This interpretation of boundaries allows the tax increment fund to reimburse public improvements within these rights-of-way if such improvements are duly approved by the TIF Board and consistent with the project plan and financing plan for the reinvestment zone.

Schedule 1 is an inventory of real property accounts and values that are, to the best of knowledge of the TIF Board, within the reinvestment zone, based on the Dallas Central Appraisal District roll. Schedule 1 does not define the reinvestment zone boundaries. Schedule 1 identifies the total current appraised value of taxable real property accounts in the Zone. Unless adjusted for rectification of an error, this is also the tax increment base value of the Zone.

The high initial volume of vacant or underdeveloped land in the zone, particularly west of Interstate Highway 635, is apparent from Exhibit C, a 1998 map of existing land uses and conditions.

Exhibit B:
Reinvestment Zone Boundaries

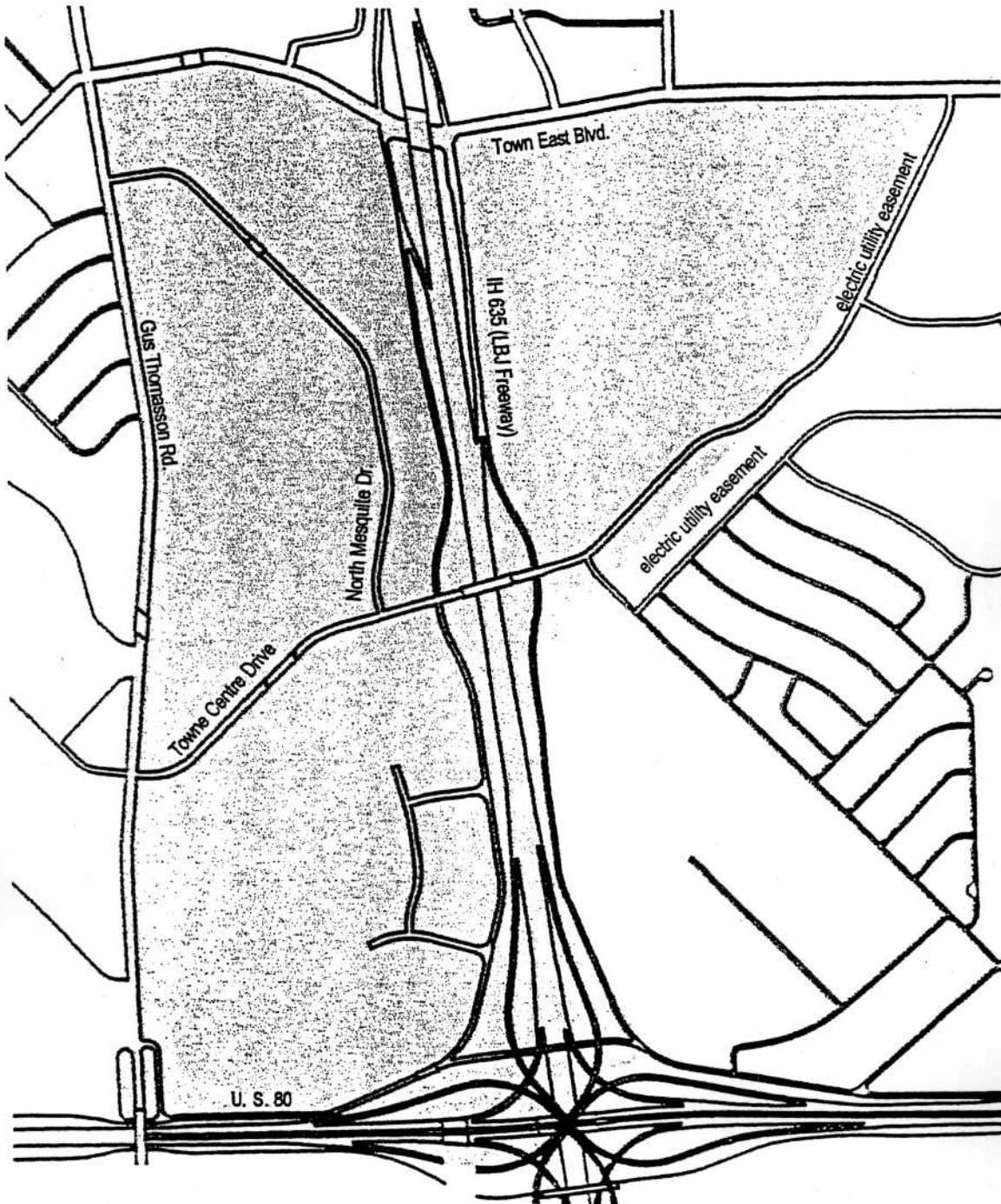
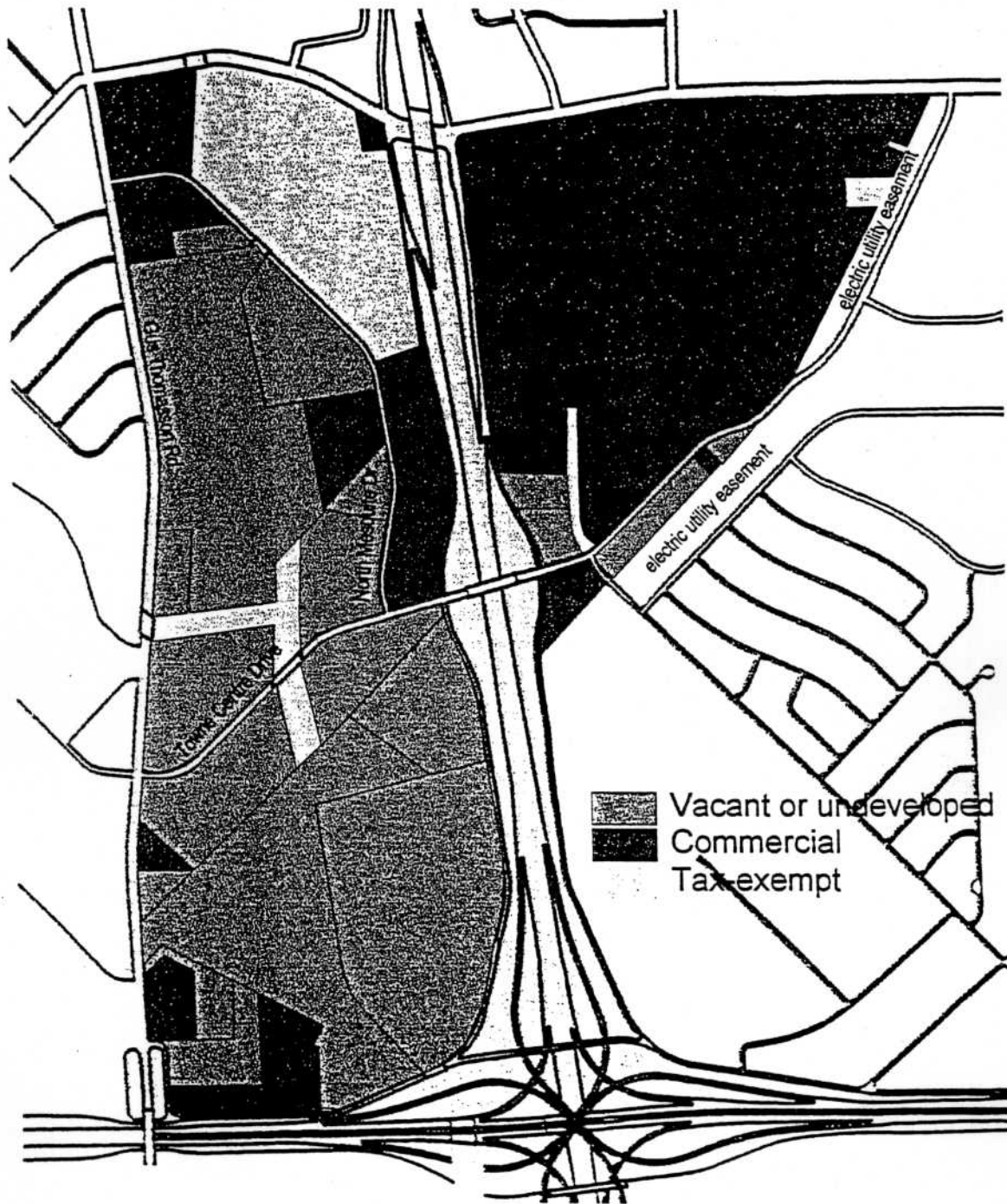


Exhibit C:
Existing Uses and Conditions of Real Property in the Zone



Section 3: Development Proposals

Public Improvements

Exhibit D plots the general locations of public improvements to be paid for with tax increment funds. Actual locations may vary as design advances.

The plan anticipates that the MISD will use \$6 million of cash flowing to the Fund for capital improvements for athletic and recreational facilities or other places of public assembly and related parking and landscaping costs at or near the North Mesquite High School campus. In the event that future studies indicate such places of public assembly would be better situated at an alternative site inside or outside the Zone, an alternative site is consistent with this project plan and financing plan, provided it is consistent with relevant State law for use of tax increment financing funds.

Schedule 2 identifies the kind, approximate number and estimated costs for public improvements and the sources of planning and construction funds that will ultimately be reimbursed by the Fund. These project cost estimates will fluctuate as design and construction progress.

Nonproject costs (public or private costs of development not reimbursed by tax increment funds) are expected to be in the vicinity of \$90 million.

Taxable Private Improvements

Schedule 3 forecasts the pace for conversion of vacant land to taxable new development within the reinvestment zone boundaries with a tax increment financing program and related public improvements.

An objective for the TIF program is to accelerate the pace of taxable development in the Zone. Another anticipated consequence of the TIF program is that a greater portion of the Zone will be used for retail or office development, as opposed to residential development, because the Zone will have easier access from IH 635. Better access will enhance the Zone's attraction for all uses, but if retail and office demand are present, prices paid for retail or office sites with good visibility and access should top the prices apartment developers can justify.

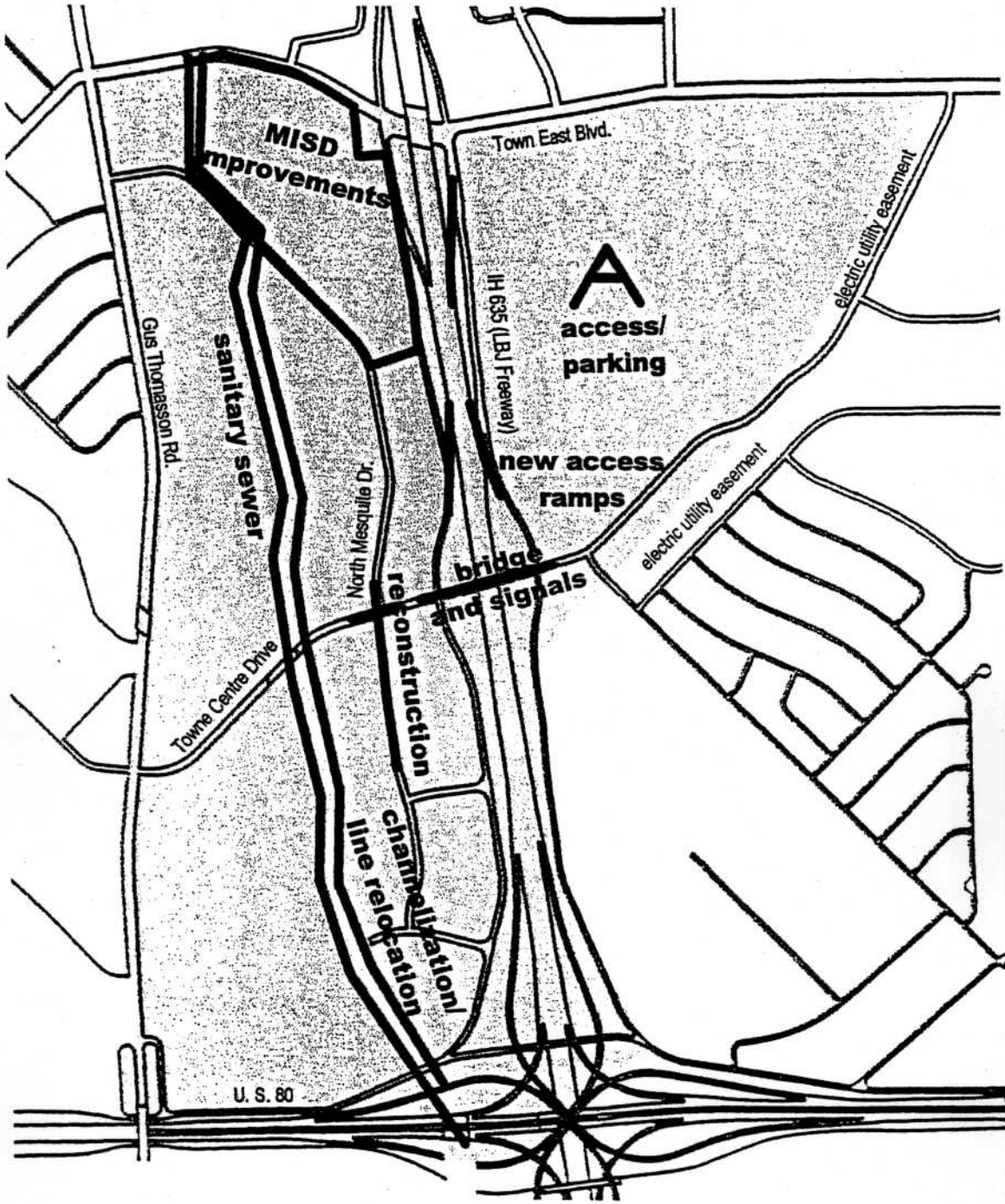
Schedules 4 and 5 are tributary schedule feeding Schedule 3. They identify land still vacant or underdeveloped in 2003 and estimate near-term development, respectively. Development assumptions are by Stein Planning and Management

and do not represent commitments by owners, developers or the City of Mesquite.

Annual appraised real property values in the reinvestment zone with a tax increment financing program are estimated in Schedule 6. Schedule 6 also estimates captured appraised values of the Zone for each year of its term. Captured appraised value is the value taxable by a governmental unit, less the taxable 1998 base value.

No residents will be displaced as a result of implementing this project plan. Neither are any changes of zoning ordinances, the master plan of Mesquite, building codes or other municipal ordinances necessary at this time to implement the project and financing plan.

Exhibit D:
General Location of Towne Centre Public Improvement Projects



Section 4: Revenue and Debt Service Pro Formas

The balance of this project and financial plan anticipates:

- (1) Revenue to the tax increment fund;
- (2) Reimbursement of principal for the public improvements in the Zone, administrative costs and interest costs;
- (3) Net funds retained by taxing jurisdictions.

Revenue to the Tax Increment Fund

The bottom lines of Schedule 7 forecast revenue to the Fund, year by year, by source. The City of Mesquite and the Mesquite Independent School District will each contribute 100% of property tax on the captured appraised value of real property in the Zone. All real property tax on the 1998 base value of the Zone and all personal property tax will flow to participating jurisdictions at all times.

The duration of the Zone is set by City Ordinance 3257:

. . . the Zone shall take effect on January 1, 1999 and . . . termination shall occur on December 31, 2019, or at an earlier time designated by subsequent ordinance of the City Council in the event the City determines that the Zone should be terminated due to insufficient private investment, accelerated private investment or other good cause, or at such time as all project costs and tax increment bonds, if any, and the interest thereon have been paid in full.

Based on the principal, interest and administrative fees to be reimbursed by the Fund, the Fund will have received sufficient income to reimburse planned costs in year 2017. The final year in which incremental taxes flow to the Fund will be a function of how soon the Fund actually reimburses project costs. Although there is no commitment at this time to incur bonded indebtedness to finance any aspect of the public improvements or related public costs of the Zone, issuance of bonds, certificates or other debt instruments backed in whole or in part by TIF revenue is an option available to the City for financing public improvements.

Schedule 7 assumes City and MISD property tax rates will be constant at 2002 levels for the duration of the Zone. Substantially different tax rates could affect reimbursement timing. Based on these tax rates, the City would generate approximately 25% of Fund revenue and the MISD would generate 75%.

Tax Increment Fund Reimbursement for Public Improvements

Schedule 8 is a pro forma for reimbursement of public improvement expenses by the tax increment fund. The priority for application of annual cash flow to the tax increment fund's expenses will be as follows:

- (1) Administrative fees earned by the City for program management. These are \$30,000 per year, starting in 2000.
- (2) Principal for public improvements by the MISD, according to Schedule 2. The timing of cash payments for MISD public improvements may be adjusted by agreement of the TIF Board and the MISD Board. In accord with the project cost schedule, as may be adjusted from time to time, the MISD shall have a claim on tax increment funds senior to all others except administrative fees.
- (3) Interest and return of principal cash advanced for public improvements anticipated by this plan, according to agreements executed by the TIF Board. Interest rates shall not exceed reasonable market rates at the time of the interest agreement. Interest and principal payments may be for fixed periodic amounts or variable amounts, as agreed by the TIF Board and the lender. The TIF Board reserves the right to repay principal and interest earlier than required if cash flow to the Fund permits.

To be eligible for reimbursement, a public improvement must be (1) consistent with this project plan and financing plan approved from time to time by the TIF Board and City Council and (2) addressed by a reimbursement agreement executed by the TIF Board.

Given the assumptions of this plan for project expenditures, interest costs administrative fees and cash flow to the Fund, the Fund would repay the planned project costs in full in 2017. This date of repayment may be earlier or later. Parties owed principal and interest by the Fund must understand that the Fund is the sole source of repayment. Assuming construction and appraisal of the taxable improvements in the Zone as generally anticipated, the tax increment financing program appears economically feasible.

Funds Retained by Taxing Jurisdictions

Schedule 7 summarizes the cash retained by the City and the Mesquite Independent School District after contributions to the tax increment fund.

The tax increment fund will almost certainly have some residual balance of cash on hand after all financial obligations have been met. A residual balance is indicated by the bottom line of Schedule 8, effective in year 2017. Unless the

TIF Board, the City Council and the MISD Board agree otherwise, the residual balance will be distributed to the MISD and the City as soon as all obligations of the Fund have been discharged, according to the percentages of the Fund contributed by each jurisdiction. Should all three bodies agree to use a residual balance for supplemental public improvements in accord with State law for tax increment financing, a residual balance may be so applied.

Schedule 1:
**2002 Appraised Values from Dallas Central Appraisal District,
 Towne Centre Reinvestment Zone**

| DCAD ACCOUNT | SITE ADDRESS | SITE USE | OWNER | 2002 LAND VALUE | 2002 IMP VALUE | 2002 MARKET VALUE | 2002 LAND AREA | 2002 FLOOR AREA | 2002 LAND/ LAND SF | 2002 IMP/ BLDG SF | 2002 MARKET/ LAND SF | 1998 MARKET VALUE |
|---|-----------------------|-----------------------|---|-----------------------|----------------------|-------------------------|----------------------|-----------------------|--------------------------|-------------------------|----------------------------|-------------------------|
| Fully exempt accounts: | | | | | | | | | | | | |
| 55100765210030000 | 18203 LBJ FWY | NORTH MESQUITE HS | MESQUITE ISD | \$1,160,220 | \$4,950 | \$1,165,170 | 331,492 | 100 | \$3.50 | N. A. | N. A. | \$999,420 |
| 65100765210020000 | 18201 LBJ FWY | NORTH MESQUITE HS | MESQUITE ISD | \$2,226,070 | \$2,193,260 | \$4,419,330 | 636,020 | 100 | \$3.50 | N. A. | N. A. | \$1,914,000 |
| 65100765610010000 | 2000 TOWNE CENTRE DR | NORTH MESQUITE HS | MESQUITE ISD | \$2,115,700 | \$4,950 | \$2,120,650 | 604,486 | 0 | \$3.50 | N. A. | N. A. | |
| 65109509610130000 | 3301 TOWNE CENTRE DR | WATER TOWER | MESQUITE CITY OF | \$467,220 | \$500,000 | \$967,220 | 46,722 | 1,000 | \$10.00 | N. A. | N. A. | \$967,220 |
| 65146263210690000 | 2400 TOWNE CENTRE DR | VACANT | MESQUITE CITY OF | \$56,520 | \$0 | \$56,520 | 102,758 | 0 | \$0.55 | N. A. | N. A. | \$87,340 |
| 65146263210720000 | 2405 TOWNE CENTRE DR | VACANT | MESQUITE CITY OF | \$90,510 | \$0 | \$90,510 | 164,570 | 0 | \$0.55 | N. A. | N. A. | \$139,890 |
| Vacant or underdeveloped accounts: | | | | | | | | | | | | |
| 38053500010010000 | 2237 US HIGHWAY 80 E | VACANT | DEL PROPERTIES INC | \$62,910 | \$0 | \$62,910 | 114,389 | 0 | \$0.55 | N. A. | \$0.55 | \$114,390 |
| 38124100030010000 | 18885 LBJ FWY | VACANT | HORIZONS LAND CO LLC | \$788,000 | \$0 | \$788,000 | 43,778 | | \$18.00 | N. A. | \$18.00 | |
| 38215610020010000 | 18633 LBJ FWY | TWEETERS SITE | THEG USA LP | \$1,675,220 | \$0 | \$1,675,220 | 139,602 | 0 | \$12.00 | N. A. | \$12.00 | \$2,296,040 |
| 38218000020030000 | 2700 GUS THOMASSON RD | PT TOUR PLAY GOLF | WEITZMAN HERBERT D | | | | | | | | | \$98,010 |
| 38218000020040000 | 2920 GUS THOMASSON RD | TOUR PLAY GOLF CENTER | MESQUITE JV | \$1,941,470 | \$100,390 | \$2,041,860 | 1,941,290 | 0 | \$1.00 | N. A. | \$1.05 | \$1,458,480 |
| 38218000020050000 | 3301 N MESQUITE DR | PT TOUR PLAY GOLF | TOWN EAST DEALERSHIP | \$101,190 | \$0 | \$101,190 | 404,760 | 0 | \$0.25 | N. A. | \$0.25 | \$92,920 |
| 65146262710480000 | 2237 US HIGHWAY 80 E | VACANT | DEL PROPERTIES INC | \$232,040 | \$0 | \$232,040 | 232,044 | 0 | \$1.00 | N. A. | \$1.00 | \$232,040 |
| 65146262810210100 | 18600 LBJ FWY | CANYON PARTNERS SITE | JDN REAL ESTATE MESQUITE | \$679,110 | \$0 | \$679,110 | 754,568 | 0 | \$0.90 | N. A. | \$0.90 | \$537,790 |
| 65146262810210200 | 19000 LBJ FWY | VACANT | DALMAC CENTRE MESQUITE | | | | | | | | | \$53,620 |
| 65146262810210300 | 19200 LBJ FWY | VACANT | DALMAC CENTRE MESQUITE | | | | | | | | | \$31,520 |
| 65146262810210400 | 19020 LBJ FWY | VACANT | JDN REAL ESTATE MESQUITE | \$592,710 | \$0 | \$592,710 | 206,518 | 0 | \$2.87 | N. A. | \$2.87 | |
| 65146262810210600 | 18600 LBJ FWY | VACANT | JDN REAL ESTATE MESQUITE | \$1,102,070 | \$0 | \$1,102,070 | 137,759 | 0 | \$8.00 | N. A. | \$8.00 | |
| 65146262810230000 | 18500 LBJ FWY | VACANT | | | | | | | N. A. | N. A. | N. A. | \$65,120 |
| 65146263210620100 | 3201 N MESQUITE DR | VACANT | JOY PHILIP & | \$54,210 | \$0 | \$54,210 | 72,283 | 0 | \$0.75 | N. A. | \$0.75 | \$35,420 |
| 65146263210660000 | 2300 TOWNE CENTRE DR | VACANT | FRANKLIN JEANNETTE | | | | | | | | | \$154,050 |
| 65146263210700000 | 2425 GUS THOMASSON RD | VACANT | VALK DON | \$623,600 | \$0 | \$623,600 | 519,670 | 0 | \$1.20 | N. A. | \$1.20 | \$129,920 |
| 65146263210710000 | 2200 TOWNE CENTRE DR | VACANT | SCC MESQUITE PARTNERS LTD | \$1,926,010 | \$0 | \$1,926,010 | 385,201 | 0 | \$5.00 | N. A. | \$5.00 | \$327,420 |
| 65146263210710100 | 5201 N MESQUITE DR | PARKING | TOWN EAST FORD SALES INC | \$140,000 | \$0 | \$140,000 | 70,000 | 0 | \$2.00 | N. A. | \$2.00 | \$140,000 |
| 381593000A0020000 | 2400 GUS THOMASSON RD | VACANT | KANJI ATIF ASHIQ | \$59,330 | \$0 | \$59,330 | 59,329 | 0 | \$1.00 | N. A. | \$1.00 | \$32,630 |
| 382143000B0010000 | 2501 TOWNE CENTRE DR | VACANT | | | | | | | | | | \$335,940 |
| 382143000B0010200 | 2816 TOWNE CENTRE DR | VACANT | | | | | | | | | | \$28,570 |
| 382143000B003R000 | 2501 TOWNE CENTRE DR | VACANT | REEF DEVELOPMENT INC TR | \$290,500 | \$0 | \$290,500 | 48,417 | 0 | \$6.00 | N. A. | \$6.00 | |
| 382143000B004R000 | 2501 TOWNE CENTRE DR | VACANT | REEF DEVELOPMENT INC TR | \$275,580 | \$0 | \$275,580 | 45,930 | 0 | \$6.00 | N. A. | \$6.00 | |
| | | | Sum or average for undev. only: | \$10,543,950 | \$100,390 | \$10,644,340 | 5,175,538 | 0 | \$2.04 | N. A. | \$2.06 | \$6,163,880 |
| Town East Mall accounts: | | | | | | | | | | | | |
| 65109509510020000 | 1738 N TOWN EAST BLVD | SEARS TOWN EAST | SEARS ROEBUCK & CO | \$5,061,510 | \$6,212,140 | \$11,273,650 | 813,692 | 203,409 | \$6.22 | \$30.54 | \$13.85 | \$10,601,010 |
| 65109509610010000 | 1800 N TOWN EAST BLVD | TOWN EAST MALL | TOWN EAST MALL PS | \$12,258,060 | \$91,949,550 | \$104,207,610 | 1,225,806 | 384,456 | \$10.00 | \$239.17 | \$85.01 | \$99,725,890 |
| 65109509610010100 | 1800 N TOWN EAST BLVD | J C PENNY TOWN EAST | J C PENNY COMPANY INC | \$3,872,490 | \$5,540,160 | \$9,412,650 | 576,856 | 197,642 | \$6.71 | \$28.03 | \$16.32 | \$8,939,300 |
| 65109509610010300 | 1418 N TOWN EAST BLVD | PARKING | TOWN EAST MALL PS | \$31,500 | \$0 | \$31,500 | 3,150 | 0 | \$10.00 | N. A. | \$10.00 | \$31,500 |
| 65109509610030000 | 1748 N TOWN EAST BLVD | DILLARDS TOWN EAST | DILLARD TEXAS OPERATING | \$4,344,630 | \$5,318,450 | \$9,663,080 | 664,290 | 459,654 | \$6.54 | \$11.57 | \$14.55 | \$9,676,530 |
| 65109509610080000 | 1628 N TOWN EAST BLVD | TOWN EAST CINEMA 16 | TOWN EAST MALL PS | \$1,219,680 | \$304,770 | \$1,524,450 | 152,460 | 20,560 | \$8.00 | \$14.82 | \$10.00 | \$1,416,110 |
| 65109509610120000 | 1620 N TOWN EAST BLVD | FOLEYS TOWN EAST | PRIMARY PROPERTIES CORP | \$4,379,220 | \$5,678,320 | \$10,057,540 | 712,417 | 458,991 | \$6.15 | \$12.37 | \$14.12 | \$10,232,920 |
| 65109509610120100 | 3201 TOWNE CENTRE DR | PARKING | TOWN EAST MALL PS | \$277,730 | \$0 | \$277,730 | 55,546 | 0 | \$5.00 | N. A. | \$5.00 | \$277,730 |
| 65109509610129900 | 1638 N TOWN EAST BLVD | PAYLESS SHOES | PAYLESS SHOESOURCE | \$10 | \$296,790 | \$296,800 | 1 | 3,500 | \$10.00 | \$84.80 | \$296,800.00 | \$292,250 |
| | | | Sum or average for Town East mall only: | \$31,444,830 | \$115,300,180 | \$146,745,010 | 4,204,218 | 1,728,212 | \$7.48 | \$66.72 | \$34.90 | \$141,193,240 |

Schedule 1:
2002 Appraised Values from Dallas Central Appraisal District,
Towne Centre Reinvestment Zone

| DCAD ACCOUNT | SITE ADDRESS | SITE USE | OWNER | 2002 LAND VALUE | 2002 IMP VALUE | 2002 MARKET VALUE | 2002 LAND AREA | 2002 FLOOR AREA | 2002 LAND/ LAND SF | 2002 IMP/ BLDG SF | 2002 MARKET/ LAND SF | 1998 MARKET VALUE |
|--|-----------------------|------------------------|------------------------------|-----------------------|----------------------|-------------------------|----------------------|-----------------------|--------------------------|-------------------------|----------------------------|-------------------------|
| Other developed accounts: | | | | | | | | | | | | |
| 38003430010010000 | 2099 E US HWY 80 | THE BARONS APTS | MAVEX MANAGEMENT CORP | | | | | | | | | \$509,650 |
| 38003430010010100 | 2101 E US HWY 80 | VACANT | | | | | | | | | | |
| 38003430010010100 | 2101 E US HWY 80 | THE BARONS APARTMENTS | BARONS INVESTORS LP THE | | | | | | | | | |
| 38003430010010200 | 2099 E US HWY 80 | VACANT | | | | | | | | | | |
| 38003430010010200 | 2101 E US HWY 80 | THE BARONS APARTMENTS | RESERVA ESPECIAL INC | | | | | | | | | |
| 65146262810210500 | 19065 LBJ FWY | KOHL'S | KOHL'S TEXAS LTD | \$3,008,360 | \$4,152,120 | \$7,160,480 | 378,045 | 95,473 | \$8.00 | \$43.49 | \$19.04 | |
| 65146262810300000 | 2231 E U S HWY 80 | | SLOPEY R A & MARTHA C | \$14,570 | \$2,930 | \$17,500 | 3,642 | 1,800 | \$4.00 | \$1.63 | \$4.81 | \$17,600 |
| 65146263210640000 | 2500 TOWNE CENTRE DR | GOLDEN CORRAL | CORRAL GROUP INC | \$602,490 | \$669,780 | \$1,272,270 | 528,496 | 10,580 | \$1.14 | \$63.31 | \$2.41 | \$105,680 |
| 65146263610350000 | 2400 E US HWY 80 | ELECTRIC LINE | TEXAS UTILITIES ELECTRIC CO | \$333,530 | \$0 | \$333,530 | 1,114,744 | 0 | \$0.30 | N.A. | \$0.30 | \$333,530 |
| 380034000A0010000 | 3300 GUS THOMASSON RD | ALLSTATE | COVENANT FELLOWSHIP | \$276,710 | \$278,290 | \$555,000 | 55,342 | 20,308 | \$5.00 | \$13.70 | \$10.03 | \$350,000 |
| 380034000A0020000 | 3400 GUS THOMASSON RD | BLOCKBUSTER | YAMAGUCHI MICHIO TR ET AL | \$368,460 | \$691,540 | \$1,060,000 | 52,637 | 6,514 | \$7.00 | N.A. | \$20.14 | \$800,000 |
| 380034300101R0000 | 2145 E US HWY 80 | THE BARONS APARTMENTS | MAVEX MANAGEMENT CORP | \$800,690 | \$8,536,140 | \$9,336,830 | 400,347 | 174,157 | \$2.00 | \$49.01 | \$23.32 | |
| 380034300101R0100 | 2101 E US HWY 80 | THE BARONS APARTMENTS | BARONS INVESTORS LP THE | \$1,468,390 | \$9,831,610 | \$11,300,000 | 587,354 | 242,328 | \$2.50 | \$40.57 | \$19.24 | |
| 380034300101R0200 | 2101 E US HWY 80 | THE BARONS APARTMENTS | RESERVA ESPECIAL INC | \$4,730 | \$0 | \$4,730 | 412,513 | 0 | \$0.01 | N.A. | \$0.01 | |
| 38006600010010000 | 2231 US HIGHWAY 80 E | WILLOW BEND CARE CTR | PCKTEX LTD | \$940,900 | \$980,920 | \$1,921,820 | 235,224 | 43,802 | \$4.00 | \$22.39 | \$8.17 | \$1,603,590 |
| 380431000A0010000 | 1900 TOWNE EAST BLVD | CHEVRON | CHEVRON USA INC | \$362,290 | \$851,730 | \$1,214,020 | 30,191 | 2,004 | \$12.00 | \$425.01 | \$40.21 | \$496,580 |
| 38053500000020000 | 2220 GUS THOMASSON RD | CREEKSIDE VILLAGE | ANDERSON SCOTT P | \$72,440 | \$433,500 | \$505,940 | 72,440 | 16,466 | \$1.00 | \$26.33 | \$6.98 | \$327,400 |
| 380535200A0030000 | 2200 GUS THOMASSON RD | EASTRIDGE PARK LEARNIN | LAM CHUN | \$73,180 | \$218,680 | \$291,860 | 73,180 | 8,395 | \$1.00 | \$28.05 | \$3.99 | \$320,000 |
| 38097500010010000 | 18515 LBJ FWY | HAVERTY FURNITURE | HAVERTY FURNITURE CO INC | \$521,910 | \$1,090,670 | \$1,612,580 | 74,558 | 40,780 | \$7.00 | \$26.75 | \$21.63 | \$1,100,000 |
| 381241000B0020000 | 18775 LBJ FWY | LIFEWAY CHRISTIAN BOOK | VR MESQUITE VENTURE I LTD | \$799,830 | \$389,540 | \$1,189,370 | 54,189 | 10,856 | \$14.76 | \$35.88 | \$21.95 | |
| 381241000B0030000 | 18885 LBJ FWY | MATTRESS FIRM, CAR TOY | KOURY FAMILY LTD PS | \$825,000 | \$676,300 | \$1,501,300 | 48,787 | 10,800 | \$16.91 | \$62.62 | \$30.77 | |
| 381593000A0010000 | 2424 GUS THOMASSON RD | SOUTHWEST LAND TITLE | HARTSELL JAY | \$114,240 | \$318,740 | \$432,980 | 57,120 | 5,124 | \$2.00 | \$62.21 | \$7.58 | \$368,940 |
| 38173610010010000 | 2110 N TOWN EAST BLVD | CHINA FIRST | COMERICA BANK | \$150,320 | \$209,700 | \$360,020 | 18,790 | 2,944 | \$8.00 | \$71.23 | \$19.16 | \$278,240 |
| 38173610010020000 | 2100 N TOWN EAST BLVD | TOYS R US | TOYSAN LTD PARTNERSHIP | \$1,025,900 | \$594,740 | \$1,620,640 | 209,367 | 48,164 | \$4.90 | \$12.35 | \$7.74 | \$1,610,640 |
| 38176500000010000 | 18401 LBJ FWY | TOWN EAST FORD | HELMUTH BEVERLY A TR ET AL | \$1,018,740 | \$529,770 | \$1,548,510 | 145,534 | 10,652 | \$7.00 | \$49.73 | \$10.64 | \$1,438,200 |
| 38176500000030000 | 4201 N MESQUITE DR | FORD PARTS SERVICE | HELMUTH BEVERLY A TR ET AL | \$610,540 | \$1,751,940 | \$2,362,480 | 305,268 | 40,035 | \$2.00 | \$43.76 | \$7.74 | \$2,043,080 |
| 38214300010010000 | 18500 LBJ FWY | SHEPLER S | ROCKOLA CORPORATION THE | \$1,597,060 | \$2,300,780 | \$3,897,840 | 199,633 | 199,633 | \$8.00 | \$11.53 | \$19.53 | \$3,700,000 |
| 382143000A0020000 | 2727 TOWNE CENTRE DR | GARDEN RIDGE | FRANKLIN TOWNE CENTRE L P | \$2,567,580 | \$5,232,380 | \$7,799,960 | 513,516 | 142,296 | \$5.00 | \$36.77 | \$15.19 | \$7,216,430 |
| 382143000A0030000 | 18690 LBJ FWY | JUST FOR FEET | REALTY INC TEXAS | \$637,520 | \$2,205,080 | \$2,842,600 | 75,002 | 21,468 | \$8.50 | \$102.71 | \$37.90 | \$637,520 |
| 382143000A0040000 | 18680 LBJ FWY | SALTGRASS STEAKHOUSE | FSI RESTAURANT DEVELOPMENT L | \$859,360 | \$1,049,960 | \$1,909,320 | 101,101 | 7,574 | \$8.50 | \$138.63 | \$18.89 | \$758,500 |
| 382143000B0020000 | 2736 TOWNE CENTRE DR | KWIK KOPY | MURPHY JOHN A | \$89,410 | \$275,820 | \$365,230 | 14,902 | 4,495 | \$6.00 | \$61.36 | \$24.51 | \$260,000 |
| 382143000B0050000 | 2521 TOWNE CENTRE DR | CITY GARAGE | ZELL THREE INC | \$185,690 | \$269,670 | \$455,360 | 28,567 | 4,600 | \$6.50 | \$58.62 | \$15.94 | |
| 382143000B01R0000 | 2604 TOWNE CENTRE DR | CW MINI MART | COLLINSWORTH & WATSON | \$380,050 | \$630,160 | \$990,210 | 40,006 | 3,600 | \$9.00 | \$175.04 | \$24.75 | |
| 382143000C0010000 | 18770 LBJ FWY | BASSETT FURNITURE | OLP MESQUITE LTD | \$1,001,040 | \$1,579,700 | \$2,580,740 | 102,671 | 22,638 | \$9.75 | \$69.78 | \$25.14 | \$1,002,320 |
| 382143000D0010000 | 1416 N TOWN EAST BLVD | PARKING | AWB REALTY LP | \$76,160 | \$0 | \$76,160 | 6,347 | 6,347 | \$12.00 | \$0.00 | \$12.00 | \$63,470 |
| 382143000D0020000 | 1500 N TOWN EAST BLVD | PETCO | AWB REALTY LP | \$554,600 | \$984,340 | \$1,538,940 | 46,217 | 16,020 | \$12.00 | \$61.44 | \$33.30 | \$1,537,920 |
| 382143000D0040000 | 1400 N TOWN EAST BLVD | BANK OF AMERICA | AWB REALTY LP | \$687,850 | \$302,150 | \$990,000 | 57,321 | 4,500 | \$12.00 | \$67.14 | \$17.27 | \$981,840 |
| 382143000D0050000 | 1420 N TOWN EAST BLVD | BURGER STREET | AWB REALTY LP | \$282,910 | \$65,420 | \$348,330 | 23,573 | 744 | \$12.00 | \$87.93 | \$14.78 | \$294,640 |
| 382143000D0060000 | 1600 N TOWN EAST BLVD | CHICK FIL A | CHICK FIL A | \$536,110 | \$648,750 | \$1,184,860 | 44,649 | 3,399 | \$12.01 | \$190.86 | \$26.54 | \$1,184,240 |
| 382143000D0070000 | 1616 N TOWN EAST BLVD | TEXAS DRUG WAREHOUSE | CDPK PARTNERS L P | \$719,340 | \$1,262,440 | \$1,981,780 | 74,931 | 24,706 | \$9.60 | \$51.10 | \$26.45 | \$1,778,840 |
| 382143000D01R0000 | 1418 N TOWN EAST BLVD | M J DESIGNS | MJ CROSSING LTD | \$1,171,520 | \$418,480 | \$1,590,000 | 195,253 | 46,068 | \$6.00 | \$9.08 | \$8.14 | \$3,421,330 |
| 382143000D03R0000 | 1414 N TOWN EAST BLVD | LONG JOHN SILVERS | AWB REALTY LP | \$209,240 | \$173,860 | \$383,100 | 17,437 | 2,370 | \$12.00 | \$73.36 | \$21.97 | \$329,930 |
| 38215600010010000 | 18601 LBJ FWY | TOWN EAST TOWER | INTERNATIONAL TOWN E TWR | \$852,860 | \$4,357,970 | \$5,210,830 | 121,837 | 106,078 | \$7.00 | \$41.08 | \$42.77 | \$4,400,550 |
| 38218000010010000 | 3235 N MESQUITE DR | BANK ONE | BANK ONE TEXAS N A | \$222,830 | \$522,110 | \$744,940 | 89,130 | 1,650 | \$2.50 | \$316.43 | \$8.36 | \$202,980 |
| 382180000201A0000 | 3220 GUS THOMASSON RD | THOMASSON VILLAGE SC | FRANMAK INC | \$637,130 | \$1,362,870 | \$2,000,000 | 127,422 | 36,300 | \$5.00 | \$37.54 | \$15.70 | \$1,512,000 |
| 382180000202A0000 | 3224 GUS THOMASSON RD | BANK OF AMERICA | BANK OF AMERICA TEXAS NA | \$136,560 | \$259,440 | \$396,000 | 27,312 | 3,988 | \$5.00 | \$65.06 | \$14.50 | \$305,750 |
| 38223750010010000 | 2349 US HIGHWAY 80 E | U HAUL | SAC SELF STORAGE LP | \$457,340 | \$1,004,820 | \$1,462,160 | 91,467 | 42,560 | \$5.00 | \$23.61 | \$15.99 | \$1,292,820 |
| 65146262810160000 | 18885 LBJ FWY | HOME DEPOT | HOME DEPOT USA | \$4,122,830 | \$5,936,690 | \$10,059,520 | 588,975 | 113,068 | \$7.00 | \$52.51 | \$17.08 | \$270,480 |
| Sum or average for other development only: | | | | \$31,358,210 | \$63,051,530 | \$94,409,740 | 7,443,037 | 1,605,284 | \$4.21 | \$39.28 | \$12.68 | \$42,854,690 |
| Sum or average for all taxable developed land: | | | | \$62,803,040 | \$178,351,710 | \$241,154,750 | 11,647,255 | 3,333,496 | \$5.39 | \$53.50 | \$20.70 | \$184,047,930 |
| Sum or average for all taxable accounts: | | | | \$73,346,990 | \$178,452,100 | \$251,799,090 | 16,822,793 | 3,333,496 | \$4.36 | \$53.53 | \$14.97 | \$190,211,810 |

**Schedule 2:
Estimated Project Costs**

| Item | Estimated Cost When Advanced | Fund Advance Date | Who Advances? |
|---|------------------------------------|----------------------|--------------------------------------|
| TIF Project Costs | | | |
| Relocation of Brazos Electric distribution line along east bank of South Mesquite Creek, between Towne Centre Drive and U. S. 80; TIF reimburses this 50% share. | \$480,000 | 05/01/2002 | JDN |
| South Mesquite Creek sanitary sewer, Phase 1 parallel to Gus Thomasson and IH 635, between Town East Boulevard and U. S. 80; TIF reimburses this 50% share. | \$58,750 | 05/01/2002 | Development |
| South Mesquite Creek improvement, Phase 1 TIF reimburses this 50% share. | \$88,811 | 05/01/2002 | Development |
| South Mesquite Creek sanitary sewer, Phase 2 TIF reimburses this 50% share. | \$91,244 | 05/01/2002 | JDN |
| South Mesquite Creek improvement, Phase 2 TIF reimburses this 30% share. | \$218,717 | 07/01/2003 | Ford |
| North Mesquite Drive improvement TIF reimburses this 20% share. | \$147,728 | 07/01/2003 | Ford |
| Town East Mall water line | \$100,000 | 05/01/2004 | developer |
| IH 635 improvements (IH 30 to US 80) | \$5,423,948 | 05/01/2004 | bonds |
| Town East Mall parking and circulation | \$14,102,264 | 05/01/2004 | bonds |
| MISD improvements | | | |
| Campus improvements inside zone or public assembly areas outside zone | \$900,000 | 05/01/2005 | Tax Incr. Fund |
| | \$1,000,000 | 05/01/2006 | Tax Incr. Fund |
| | \$1,000,000 | 05/01/2007 | Tax Incr. Fund |
| | \$1,000,000 | 05/01/2008 | Tax Incr. Fund |
| | \$1,000,000 | 05/01/2009 | Tax Incr. Fund |
| | <u>\$1,100,000</u> | 05/01/2010 | Tax Incr. Fund |
| | \$6,000,000 | | |
| Less adjustment for nonpayment of TIF revenue wt | \$0 | 05/01/2001 | MISD |
| | \$0 | 05/01/2002 | MISD |
| | <u>\$680,343</u> | 05/01/2003 | MISD |
| | \$680,343 | | |
| Net funds for MISD improvements | <u>\$5,319,657</u> | | |
| Traffic signals at North Mesquite Dr. and Towne Centre E | \$237,893 | 05/01/2019 | Mesquite Quality of Life Corp. |
| Interest expense for projects (from separate schedule) | \$8,540,874 | 2004-2019 | Tax Incr. Fund |
| Administrative expenses (fees) to City | \$540,000 | 2000-2019 | Tax Incr. Fund |
| Total project costs | <u>\$35,383,729</u> | | |

June 4, 2003

**Schedule 3:
Estimated Areas of Taxable New Development in the Zone**

Assumptions:

Retail development quantities through 1/1/2008 are based on specific developments.

SF floor area added to Mall: , completed by 1/1/2008

For office development and retail after 2008, average floor area coverage:

For residential development after 2003, average floor area coverage:

See Schedule 3 for estimated areas of development through 1/1/2008.

| Year: | Base | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 |
|---|------|------|------|------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| <i>Valuations for Jan. 1:</i> | 1998 | 1999 | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 | 2007 | 2008 | 2009 | 2010 |
| SF of vacant/underdeveloped land on roll, 1/1 | | | | | 5,175,538 | 4,235,892 | 4,235,892 | 4,141,545 | 3,371,171 | 3,371,171 | 2,894,595 | 2,694,595 | 2,594,595 |
| Net vacant land SF developed for retail prior year | | | | | | 939,646 | - | 94,347 | 770,374 | - | 476,576 | - | 100,000 |
| Vacant land SF developed for residential prior year | | | | | | - | - | - | - | - | - | 200,000 | - |
| Vacant land SF developed for office prior year | | | | | | - | - | - | - | - | - | - | - |
| Total land SF developed prior year | | | | | | 939,646 | - | 94,347 | 770,374 | - | 476,576 | 200,000 | 100,000 |
| Cum. vacant land SF developed since 1/1/2002 | | | | | | 939,646 | 939,646 | 1,033,993 | 1,804,367 | 1,804,367 | 2,280,943 | 2,480,943 | 2,580,943 |
| SF retail floor area new on roll as of 1/1 | | | | | | 289,836 | - | 15,000 | 112,000 | - | 40,000 | - | 20,000 |
| SF residential floor area new on roll as of 1/1 | | | | | | - | - | - | - | - | - | 60,000 | - |
| SF office floor area new on roll as of 1/1 | | | | | | - | - | - | - | - | - | - | - |
| Total SF floor area new on roll as of 1/1 | | | | | | 289,836 | - | 15,000 | 112,000 | - | 40,000 | 60,000 | 20,000 |
| Cum. SF floor area developed since 1/1/2002 | | | | | | 289,836 | 289,836 | 304,836 | 416,836 | 416,836 | 456,836 | 516,836 | 536,836 |
| % of 2002 vacant land vacant/underdeveloped | | | | | | | 82% | 82% | 80% | 65% | 65% | 56% | 50% |

**Schedule 3:
Estimated Areas of Taxable New Development in the Zone**

| <i>Year:</i> | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 | 21 | | |
|---|------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|------------|
| <i>Valuations for Jan. 1:</i> | 2011 | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 | 2018 | 2019 | Total | |
| SF of vacant/underdeveloped land on roll, 1/12, | 12,394,595 | 2,194,595 | 2,094,595 | 1,994,595 | 1,994,595 | 1,694,595 | 1,694,595 | 1,694,595 | 1,694,595 | 1,694,595 | 12,394,595 |
| Net vacant land SF developed for retail prior year | - | 200,000 | - | 100,000 | - | - | - | - | - | 2,680,943 | |
| Vacant land SF developed for residential prior year | - | - | - | - | - | 300,000 | - | - | - | 500,000 | |
| Vacant land SF developed for office prior year | 200,000 | - | 100,000 | - | - | - | - | - | - | 300,000 | |
| Total land SF developed prior year | 200,000 | 200,000 | 100,000 | 100,000 | - | 300,000 | - | - | - | 3,480,943 | |
| Cum. vacant land SF developed since 1/1/2002 | 2,780,943 | 2,980,943 | 3,080,943 | 3,180,943 | 3,180,943 | 3,480,943 | 3,480,943 | 3,480,943 | 3,480,943 | 3,480,943 | |
| SF retail floor area new on roll as of 1/1 | - | 40,000 | - | 20,000 | - | - | - | - | - | 536,836 | |
| SF residential floor area new on roll as of 1/1 | - | - | - | - | - | 90,000 | - | - | - | 150,000 | |
| SF office floor area new on roll as of 1/1 | 40,000 | - | 20,000 | - | - | - | - | - | - | 60,000 | |
| Total SF floor area new on roll as of 1/1 | 40,000 | 40,000 | 20,000 | 20,000 | - | 90,000 | - | - | - | 746,836 | |
| Cum. SF floor area developed since 1/1/2002 | 576,836 | 616,836 | 636,836 | 656,836 | 656,836 | 746,836 | 746,836 | 746,836 | 746,836 | 746,836 | |
| % of 2002 vacant land vacant/underdeveloped | 46% | 42% | 40% | 39% | 39% | 33% | 33% | 33% | 33% | | |

**Schedule 4:
Vacant and Underdeveloped Land,
January 1, 2003,
Towne Centre Reinvestment Zone**

| DCAD ACOUNT | SITE ADDRESS | SITE USE | OWNER | 2003 LAND AREA | 2003 FLOOR AREA |
|---|-----------------------|-----------------------|---------------------------|----------------------|-----------------------|
| Vacant or underdeveloped accounts: | | | | | |
| 38053500010010000 | 2237 US HIGHWAY 80 E | VACANT | DEL PROPERTIES INC | 114,389 | 0 |
| 38124100030010000 | 18885 LBJ FWY | VACANT | HORIZONS LAND CO LLC | | |
| 38215610020010000 | 18633 LBJ FWY | TWEETERS SITE | THEG USA LP | | |
| 38218000020030000 | 2700 GUS THOMASSON RD | PT TOUR PLAY GOLF | WEITZMAN HERBERT D | | |
| 38218000020040000 | 2920 GUS THOMASSON RD | TOUR PLAY GOLF CENTER | MESQUITE JV | 1,941,290 | 0 |
| 38218000020050000 | 3301 N MESQUITE DR | PT TOUR PLAY GOLF | TOWN EAST DEALERSHIP | 404,760 | 0 |
| 65146262710480000 | 2237 US HIGHWAY 80 E | VACANT | DEL PROPERTIES INC | 232,044 | 0 |
| 65146262810210100 | 18600 LBJ FWY | CANYON PARTNERS SITE | JDN REAL ESTATE MESQUITE | | |
| 65146262810210200 | 19000 LBJ FWY | VACANT | DALMAC CENTRE MESQUITE | | |
| 65146262810210300 | 19200 LBJ FWY | VACANT | DALMAC CENTRE MESQUITE | | |
| 65146262810210400 | 19020 LBF FWY | VACANT | JDN REAL ESTATE MESQUITE | | |
| 65146262810210600 | 18600 LBJ FWY | VACANT | JDN REAL ESTATE MESQUITE | | |
| 65146262810230000 | 18500 LBJ FWY | VACANT | | | |
| 65146263210620100 | 3201 N MESQUITE DR | VACANT | JOY PHILIP & | 72,283 | 0 |
| 65146263210660000 | 2300 TOWNE CENTRE DR | VACANT | FRANKLIN JEANNETTE | | |
| 65146263210700000 | 2425 GUS THOMASSON RD | VACANT | VALK DON | 519,670 | 0 |
| 65146263210710000 | 2200 TOWNE CENTRE DR | VACANT | SCC MESQUITE PARTNERS LTD | | |
| 65146263210710100 | 5201 N MESQUITE DR | PARKING | TOWN EAST FORD SALES INC | 70,000 | 0 |
| 381241000A0030000 | 19020 LBJ FWY | VACANT | JDN REAL ESTATE MESQUITE | 206,621 | 0 |
| 381593000A0020000 | 2400 GUS THOMASSON RD | VACANT | KANJI ATIF ASHIQ | 59,329 | 0 |
| 382143000B0010000 | 2501 TOWNE CENTRE DR | VACANT | | | |
| 382143000B0010200 | 2816 TOWNE CENTRE DR | VACANT | | | |
| 382143000B003R000 | 2501 TOWNE CENTRE DR | VACANT | REEF DEVELOPMENT INC TR | | |
| 382143000B004R000 | 2501 TOWNE CENTRE DR | VACANT | REEF DEVELOPMENT INC TR | | |
| 382143000B03R0000 | 2501 TOWNE CENTRE DR | VACANT | REEF DEVELOPMENT INC TR | 48,917 | 0 |
| 382143000B04R0000 | 2501 TOWNE CENTRE DR | VACANT | REEF DEVELOPMENT INC TR | 45,930 | 0 |
| 38215780010020000 | 18861 LBJ FWY | VACANT | THEG USA LP | 44,083 | 0 |
| 38216800010020000 | 2500 TOWNE CENTRE DR | VACANT | CORRAL GROUP INC | 476,576 | 0 |
| Sum or average for undev. only: | | | | 4,235,892 | 0 |

Schedule 5:
Estimated Areas of Near-term Development
in the Towne Centre TIF Zone

| Development by Year of Initial Appraisal | Land SF | Approx. Floor SF | FloorArea/ Land Area |
|--|------------|------------------------|-------------------------|
| New retail anticipated on roll as of 1/1/2005 | | | |
| REEF sites | 94,347 | 15,000 | 16% |
| The Marketplace at Towne Centre (TEB @ GT; on roll by 1/1/2006) | | | |
| grocery | | 40,000 | |
| pad site | | 20,000 | |
| convenience store | | 4,000 | |
| Subtotal | 519,670 | 64,000 | 12% |
| Remnant of Tweeters site (1/1/2006) | 44,083 | 8,000 | 18% |
| JDN site remnant (1/1/2006) | 206,621 | 40,000 | 19% |
| Large remnant of Golden Corral site (1/1/2008) | 476,576 | 40,000 | 8% |

June 4, 2003

Schedule 6:
Taxable Real Property Appraisal Forecasts for the Zone

Assumptions:

| | | |
|--|------|------------------|
| Annual net change of appraisals for developed land and improvements: | 1.0% | |
| One-time land appraisal increase per land SF at development (excl. mall properties): | \$3 | in 2002 dollars. |
| Est. improvement appraisal per new retail floor area SF: | \$50 | in 2002 dollars. |
| Est. improvement appraisal per new residential floor area SF: | \$30 | in 2002 dollars. |
| Est. improvement appraisal per new office floor area SF: | \$70 | in 2002 dollars. |
| Annual inflation of land and floor area appraisal values before completion: | 3.0% | |

| Year: | Base | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|--|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|
| <i>Valuations for Jan. 1,</i> | 1998 | 1999 | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 | 2007 | 2008 |
| Actual taxable real property value | \$190,211,810 | \$197,596,210 | \$210,901,600 | \$233,271,480 | \$251,799,090 | | | | | | |
| Est. taxable value w appreciation of developed property only | | | | | | \$254,317,081 | \$274,868,612 | \$277,617,298 | \$281,533,592 | \$293,342,005 | \$296,275,425 |
| Est. appraisal change for new retail development | | | | | | \$17,830,060 | \$0 | \$1,128,832 | \$8,904,038 | \$0 | \$4,095,275 |
| Est. appraisal change for new residential development | | | | | | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| Est. appraisal change for new office development | | | | | | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| Est. total taxable real property value | \$190,211,810 | \$197,596,210 | \$210,901,600 | \$233,271,480 | \$251,799,090 | \$272,147,141 | \$274,868,612 | \$278,746,130 | \$290,437,629 | \$293,342,005 | \$300,370,700 |
| Captured appraised value (increase from 1998 base) | | \$7,384,400 | \$20,689,790 | \$43,059,670 | \$61,587,280 | \$81,935,331 | \$84,656,802 | \$88,534,320 | \$100,225,819 | \$103,130,195 | \$110,158,890 |

Schedule 6:
Taxable Real Property Appraisal Forecasts for the Zone

| Year: | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 | 21 |
|--|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| <i>Valuations for Jan. 1,</i> | 2009 | 2010 | 2011 | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 | 2018 | 2019 |
| Actual taxable real property value | | | | | | | | | | | |
| Est. taxable value w appreciation of developed property only | \$303,374,407 | \$309,411,724 | \$314,169,111 | \$321,791,393 | \$328,538,431 | \$334,200,545 | \$339,414,575 | \$342,808,720 | \$351,777,832 | \$355,295,611 | \$358,848,567 |
| Est. appraisal change for new retail development | \$0 | \$1,646,801 | \$0 | \$3,494,183 | \$0 | \$1,853,489 | \$0 | \$0 | \$0 | \$0 | \$0 |
| Est. appraisal change for new residential development | \$2,973,835 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$5,486,163 | \$0 | \$0 | \$0 |
| Est. appraisal change for new office development | \$0 | \$0 | \$4,436,229 | \$0 | \$2,353,198 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| Est. total taxable real property value | \$306,348,242 | \$311,058,526 | \$318,605,340 | \$325,285,576 | \$330,891,629 | \$336,054,034 | \$339,414,575 | \$348,294,883 | \$351,777,832 | \$355,295,611 | \$358,848,567 |
| Captured appraised value (increase from 1998 base) | \$116,136,432 | \$120,846,716 | \$128,393,530 | \$135,073,766 | \$140,679,819 | \$145,842,224 | \$149,202,765 | \$158,083,073 | \$161,566,022 | \$165,083,801 | \$168,636,757 |

Schedule 7:
Estimated Real Property Taxes Collected, Retained and Dedicated to Tax Increment Fund
From the Towne Centre Reinvestment Zone

Assumptions:

Property tax rates per \$100 after 2001 (2002 rates): % of real property tax increments to TIF Fund:
 City: \$0.54148 100% City
 MISD: \$1.62000 100% School District
 Assumes constant tax rates and 100% collection

| Reinvestment Zone Year: | Base | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|--|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
| <i>Valuations for Jan. 1,</i> | 1998 | 1999 | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 | 2007 | 2008 |
| Taxable value of real property | \$190,211,810 | \$197,596,210 | \$210,901,600 | \$233,271,480 | \$251,799,090 | \$272,147,141 | \$274,868,612 | \$278,746,130 | \$290,437,629 | \$293,342,005 | \$300,370,700 |
| Real property tax collected by: | | | | | | | | | | | |
| City* | \$1,029,959 | \$1,069,944 | \$1,141,990 | \$1,263,118 | \$1,363,442 | \$1,473,622 | \$1,488,359 | \$1,509,355 | \$1,572,662 | \$1,588,388 | \$1,626,447 |
| MISD* | \$3,005,347 | \$3,122,020 | \$3,332,245 | \$3,685,689 | \$4,079,145 | \$4,408,784 | \$4,452,872 | \$4,515,687 | \$4,705,090 | \$4,752,140 | \$4,866,005 |
| Total* | \$4,035,306 | \$4,191,964 | \$4,474,235 | \$4,948,808 | \$5,442,587 | \$5,882,406 | \$5,941,230 | \$6,025,042 | \$6,277,751 | \$6,340,529 | \$6,492,453 |
| Real property tax retained by: | | | | | | | | | | | |
| City* | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 |
| MISD* | \$3,005,347 | \$3,005,347 | \$3,005,347 | \$3,005,347 | \$3,081,431 | \$3,081,431 | \$3,081,431 | \$3,081,431 | \$3,081,431 | \$3,081,431 | \$3,081,431 |
| Total* | \$4,035,306 | \$4,035,306 | \$4,035,306 | \$4,035,306 | \$4,111,390 | \$4,111,390 | \$4,111,390 | \$4,111,390 | \$4,111,390 | \$4,111,390 | \$4,111,390 |
| Tax dedicated to TIF fund by: | | | | | | | | | | | |
| City* | \$0 | \$39,985 | \$112,031 | \$233,160 | \$333,483 | \$443,663 | \$458,400 | \$479,396 | \$542,703 | \$558,429 | \$596,488 |
| MISD* | \$0 | \$116,674 | \$326,899 | \$680,343 | \$997,714 | \$1,327,352 | \$1,371,440 | \$1,434,256 | \$1,623,658 | \$1,670,709 | \$1,784,574 |
| Total* | \$0 | \$156,659 | \$438,930 | \$913,502 | \$1,331,197 | \$1,771,016 | \$1,829,840 | \$1,913,652 | \$2,166,361 | \$2,229,139 | \$2,381,062 |

*Taxes are due without penalty on January 31 of the year after the column header. Balances obligated to the TIF fund are due 90 days later.

Schedule 7:
Estimated Real Property Taxes Collected, Retained and Dedicated to Tax Increment Fund
From the Towne Centre Reinvestment Zone

| Reinvestment Zone Year: | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 | Cumulative, 20 Years of Dedications |
|--|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|---|
| <i>Valuations for Jan. 1,</i> | 2009 | 2010 | 2011 | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 | 2018 | |
| Taxable value of real property | \$306,348,242 | \$311,058,526 | \$318,605,340 | \$325,285,576 | \$330,891,629 | \$336,054,034 | \$339,414,575 | \$348,294,883 | \$351,777,832 | \$355,295,611 | |
| Real property tax collected by: | | | | | | | | | | | |
| City* | \$1,658,814 | \$1,684,320 | \$1,725,184 | \$1,761,356 | \$1,791,712 | \$1,819,665 | \$1,837,862 | \$1,885,947 | \$1,904,807 | \$1,923,855 | \$32,090,849 |
| MISD* | \$4,962,842 | \$5,039,148 | \$5,161,407 | \$5,269,626 | \$5,360,444 | \$5,444,075 | \$5,498,516 | \$5,642,377 | \$5,698,801 | \$5,755,789 | \$95,752,703 |
| Total* | \$6,621,656 | \$6,723,468 | \$6,886,591 | \$7,030,983 | \$7,152,156 | \$7,263,741 | \$7,336,378 | \$7,528,324 | \$7,603,607 | \$7,679,644 | \$127,843,552 |
| Real property tax retained by: | | | | | | | | | | | |
| City* | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$1,029,959 | \$20,599,178 |
| MISD* | \$3,081,431 | \$3,081,431 | \$3,081,431 | \$3,081,431 | \$3,081,431 | \$3,081,431 | \$3,081,431 | \$3,081,431 | \$3,081,431 | \$3,081,431 | \$61,400,372 |
| Total* | \$4,111,390 | \$4,111,390 | \$4,111,390 | \$4,111,390 | \$4,111,390 | \$4,111,390 | \$4,111,390 | \$4,111,390 | \$4,111,390 | \$4,111,390 | \$81,999,550 |
| Tax dedicated to TIF fund by: | | | | | | | | | | | |
| City* | \$628,856 | \$654,361 | \$695,225 | \$731,397 | \$761,753 | \$789,706 | \$807,903 | \$855,988 | \$874,848 | \$893,896 | \$11,491,671 |
| MISD* | \$1,881,410 | \$1,957,717 | \$2,079,975 | \$2,188,195 | \$2,279,013 | \$2,362,644 | \$2,417,085 | \$2,560,946 | \$2,617,370 | \$2,674,358 | \$34,352,331 |
| Total* | \$2,510,266 | \$2,612,078 | \$2,775,200 | \$2,919,592 | \$3,040,766 | \$3,152,351 | \$3,224,988 | \$3,416,934 | \$3,492,217 | \$3,568,253 | \$45,844,002 |

**Schedule 8:
Cash Flow and Reimbursement**

Assumptions:

MISD payments to TIF fund are delayed one calendar year behind City payments for the corresponding period, until May 1, 2010.
Management fees due City are deferred until 5/1/2002.

| Year: | Base | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 |
|---|------|------|----------|-----------|-----------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
| | 1998 | 1999 | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 | 2007 | 2008 | 2009 |
| Cash for debt service, approx. May 1 | | | | | | | | | | | | |
| Received from City | | | \$39,985 | \$112,031 | \$233,160 | \$333,483 | \$443,663 | \$458,400 | \$479,396 | \$542,703 | \$558,429 | \$596,488 |
| Received from MISD | | | \$0 | \$116,674 | \$326,899 | \$680,343 | \$997,714 | \$1,327,352 | \$1,371,440 | \$1,434,256 | \$1,623,658 | \$1,670,709 |
| Total real property tax to TIF fund | | | \$39,985 | \$228,705 | \$560,058 | \$1,013,826 | \$1,441,377 | \$1,785,752 | \$1,850,836 | \$1,976,959 | \$2,182,088 | \$2,267,198 |
| Plus carryover from previous year | | | \$0 | \$39,985 | \$308,675 | \$59,928 | \$677,309 | \$0 | \$0 | \$0 | \$0 | \$0 |
| Less administrative fees | | | \$0 | \$0 | \$90,000 | \$30,000 | \$30,000 | \$30,000 | \$30,000 | \$30,000 | \$30,000 | \$30,000 |
| Less principal for MISD facilities | | | \$0 | \$0 | \$0 | \$0 | \$0 | \$900,000 | \$1,000,000 | \$1,000,000 | \$1,000,000 | \$1,000,000 |
| Net funds available for debt service | \$0 | \$0 | \$39,985 | \$268,690 | \$778,733 | \$1,043,754 | \$2,088,687 | \$855,752 | \$820,836 | \$946,959 | \$1,152,088 | \$1,237,198 |

Assumptions:

| | | |
|---|--------------|---|
| Relocation of Brazos Electric distribution line | \$480,000 | Advanced in 2002, reimbursed by May 2003 |
| South Mesquite Creek sanitary sewer improvement | \$58,750 | Advanced in 2002, reimbursed by May 2003 |
| South Mesquite Creek improvement | \$88,811 | Advanced in 2002, reimbursed by May 2003 |
| South Mesquite Creek sanitary sewer improvement | \$91,244 | Advanced in 2002, reimbursed by May 2003 |
| South Mesquite Creek improvement | \$218,717 | Advanced 7/1/03 by Town East Ford |
| North Mesquite Drive improvement | \$147,728 | Advanced 7/1/03 by Town East Ford |
| Town East Mall water line | \$100,000 | Advanced 5/1/04 by developer |
| IH 635 (IH 30 to US 80) improvements | \$5,423,948 | Advanced 5/1/04 by City, probably bonds |
| Town East Mall parking and circulation | \$14,102,264 | Advanced 5/1/04 by City, probably bonds |
| Signals at N. Mesquite Dr. and Towne Centre Blvd. | \$237,893 | Advanced 5/1/19 by MQOLC |
| Interest on cash advances, compounded annually | 5.25% | Actual terms will be set when repayment agreement originates. |

Advances in 2002 accrued no interest.

City may issue bonds to pay advances for IH 635 and Town East Mall circulation/parking.

| Advances and reimbursements, approx. May 1 | | | | | | | | | | | | |
|--|-----|-----|----------|-----------|-----------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Principal carried from previous year | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$17,537,525 | \$17,537,525 | \$17,537,525 | \$17,537,525 | \$17,537,525 | \$17,464,936 |
| New principal advanced | \$0 | \$0 | \$0 | \$718,805 | \$366,445 | \$19,626,212 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| Less principal repaid this year | \$0 | \$0 | \$0 | \$718,805 | \$366,445 | \$2,088,687 | \$0 | \$0 | \$0 | \$0 | \$72,589 | \$320,288 |
| Net reimbursable principal | \$0 | \$0 | \$0 | \$0 | \$0 | \$17,537,525 | \$17,537,525 | \$17,537,525 | \$17,537,525 | \$17,464,936 | \$17,144,647 | \$17,144,647 |
| Interest carried from previous year | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$64,968 | \$168,263 | \$150,858 | \$0 | \$0 |
| Interest accrued this period | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$920,720 | \$924,131 | \$929,554 | \$928,640 | \$916,909 | \$916,909 |
| Total interest before reduction this period | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$920,720 | \$989,099 | \$1,097,817 | \$1,079,498 | \$916,909 | \$916,909 |
| Less interest repaid this year | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$855,752 | \$820,836 | \$946,959 | \$1,079,498 | \$916,909 | \$916,909 |
| Net reimbursable interest | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$64,968 | \$168,263 | \$150,858 | \$0 | \$0 |
| Total p & i owed by TIF fund | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$17,537,525 | \$17,602,493 | \$17,705,788 | \$17,688,383 | \$17,464,936 | \$17,144,647 |
| Total paid for fees, principal, interest | \$0 | \$0 | \$0 | \$808,805 | \$396,445 | \$2,118,687 | \$1,785,752 | \$1,850,836 | \$1,976,959 | \$2,182,088 | \$2,267,198 | \$2,267,198 |
| TIF fund balance at end of period | \$0 | \$0 | \$39,985 | \$308,675 | \$59,928 | \$677,309 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |

**Schedule 8:
Cash Flow and Reimbursement**

| Year: | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 | 21 | Cumulative for 20 Years (2 through 21) |
|---|--------------|--------------|--------------|--------------|-------------|-------------|-------------|-------------|-------------|--------------|--|
| | 2010 | 2011 | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 | 2018 | 2019 | |
| Cash for debt service, approx. May 1 | | | | | | | | | | | |
| Received from City | \$628,856 | \$654,361 | \$695,225 | \$731,397 | \$761,753 | \$789,706 | \$807,903 | \$855,988 | \$874,848 | \$893,896 | \$11,491,671 |
| Received from MISD | \$3,665,984 | \$1,957,717 | \$2,079,975 | \$2,188,195 | \$2,279,013 | \$2,362,644 | \$2,417,085 | \$2,560,946 | \$2,617,370 | \$2,674,358 | \$34,352,331 |
| Total real property tax to TIF fund | \$4,294,840 | \$2,612,078 | \$2,775,200 | \$2,919,592 | \$3,040,766 | \$3,152,351 | \$3,224,988 | \$3,416,934 | \$3,492,217 | \$3,568,253 | \$45,844,002 |
| Plus carryover from previous year | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$3,031,182 | \$6,523,399 | |
| Less administrative fees | \$30,000 | \$30,000 | \$30,000 | \$30,000 | \$30,000 | \$30,000 | \$30,000 | \$30,000 | \$0 | \$0 | \$540,000 |
| Less principal for MISD facilities | \$1,100,000 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$6,000,000 |
| Net funds available for debt service | \$3,164,840 | \$2,582,078 | \$2,745,200 | \$2,889,592 | \$3,010,766 | \$3,122,351 | \$3,194,988 | \$3,386,934 | \$6,523,399 | \$10,091,653 | |
| | | | | | | | | | | | |
| Advances and reimbursements, approx. May 1 | | | | | | | | | | | |
| Principal carried from previous year | \$17,144,647 | \$14,879,902 | \$13,079,019 | \$11,020,467 | \$8,709,449 | \$6,155,929 | \$3,356,765 | \$338,007 | \$0 | \$0 | \$0 |
| New principal advanced | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$20,711,461 |
| Less principal repaid this year | \$2,264,746 | \$1,800,883 | \$2,058,552 | \$2,311,018 | \$2,553,520 | \$2,799,164 | \$3,018,758 | \$338,007 | \$0 | \$0 | \$20,711,461 |
| Net reimbursable principal | \$14,879,902 | \$13,079,019 | \$11,020,467 | \$8,709,449 | \$6,155,929 | \$3,356,765 | \$338,007 | \$0 | \$0 | \$0 | \$0 |
| Interest carried from previous year | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| Interest accrued this period | \$900,094 | \$781,195 | \$686,648 | \$578,575 | \$457,246 | \$323,186 | \$176,230 | \$17,745 | \$0 | \$0 | \$8,540,874 |
| Total interest before reduction this period | \$900,094 | \$781,195 | \$686,648 | \$578,575 | \$457,246 | \$323,186 | \$176,230 | \$17,745 | \$0 | \$0 | \$0 |
| Less interest repaid this year | \$900,094 | \$781,195 | \$686,648 | \$578,575 | \$457,246 | \$323,186 | \$176,230 | \$17,745 | \$0 | \$0 | \$8,540,874 |
| Net reimbursable interest | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| Total p & i owed by TIF fund | \$14,879,902 | \$13,079,019 | \$11,020,467 | \$8,709,449 | \$6,155,929 | \$3,356,765 | \$338,007 | \$0 | \$0 | \$0 | \$0 |
| | | | | | | | | | | | |
| Total paid for fees, principal, interest | \$4,294,840 | \$2,612,078 | \$2,775,200 | \$2,919,592 | \$3,040,766 | \$3,152,351 | \$3,224,988 | \$385,752 | \$0 | \$0 | \$35,792,335 |
| | | | | | | | | | | | |
| TIF fund balance at end of period | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$3,031,182 | \$6,523,399 | \$10,091,653 | |

Schedule Not Used:

January 1, 2002 Dallas Central Appraisal District Preliminary Values of Real and Business Personal Property For Selected Developments and Comparables in the Towne Centre Vicinity

| Business Name | Location | Land Appraisal | Improvements Appraisal | Total Real Property Appraisal | Land SF | Approx. Floor SF | Floor Area/ Land Area | mpr. Floor SF | Appr. Land SF | Appr. Personal Property | Total Business Appraisal | BPP/ Floor SF | BPP/ Total Real Property |
|-----------------------|-------------------|----------------|------------------------|-------------------------------|-----------|------------------|-----------------------|---------------|---------------|-------------------------|--------------------------|---------------|--------------------------|
| Typical Businesses | | | | | | | | | | | | | |
| Bank of America | 3224 Gus Thomas | \$136,560 | \$259,440 | \$396,000 | 27,312 | 3,988 | 15% | \$65 | \$5 | \$14 | \$230,630 | \$58 | 58% |
| Bank One | 3235 N. Mesquite | \$222,830 | \$522,110 | \$744,940 | 89,130 | 1,650 | 2% | \$316 | \$3 | \$8 | \$10,860 | \$7 | 1% |
| Bassett Furniture | 18770 LBJ | \$1,001,040 | \$1,708,740 | \$2,709,780 | 102,802 | 22,638 | 22% | \$75 | \$10 | \$26 | \$464,340 | \$21 | 17% |
| Blockbuster | 2598 Gus Thomas | \$368,460 | \$691,540 | \$1,060,000 | 52,637 | 6,514 | 12% | \$106 | \$7 | \$20 | \$160,230 | \$25 | 15% |
| Burger Street | 1420 N. Town East | \$282,910 | \$65,420 | \$348,330 | 23,573 | 744 | 3% | \$88 | \$12 | \$15 | \$36,780 | \$49 | 11% |
| Chevron | 1900 Towne East | \$362,200 | \$851,730 | \$1,213,930 | 30,191 | 2,004 | 7% | \$425 | \$12 | \$40 | \$270,330 | \$135 | 22% |
| Chik-Fil-A | 1600 N. Town East | \$536,110 | \$648,750 | \$1,184,860 | 44,649 | 3,399 | 8% | \$191 | \$12 | \$27 | \$168,150 | \$49 | 14% |
| Garden Ridge | 2727 Towne Centre | \$2,567,580 | \$5,232,380 | \$7,799,960 | 513,516 | 142,296 | 28% | \$37 | \$5 | \$15 | \$2,160,830 | \$15 | 28% |
| Haverly's Furniture | 18515 LBJ | \$521,910 | \$1,232,750 | \$1,754,660 | 74,558 | 40,780 | 55% | \$30 | \$7 | \$24 | \$793,880 | \$19 | 45% |
| Home Depot | 18885 LBJ | \$4,417,310 | \$5,936,690 | \$10,354,000 | 588,975 | 113,068 | 19% | \$53 | \$7 | \$18 | \$6,566,820 | \$58 | 63% |
| Kohl's | 19065 LBJ | \$3,008,380 | \$8,225,000 | \$11,233,380 | 528,496 | 95,473 | 18% | \$86 | \$6 | \$21 | \$3,346,500 | \$35 | 30% |
| Kwik Kopy, Dallas | 2736 Towne Centre | \$89,410 | \$275,820 | \$365,230 | 14,902 | 4,495 | 30% | \$61 | \$6 | \$25 | \$168,030 | \$37 | 46% |
| Long John Silvers | 1414 N. Town East | \$209,240 | \$173,860 | \$383,100 | 17,437 | 2,370 | 14% | \$73 | \$12 | \$22 | \$37,240 | \$16 | 10% |
| Pelco | 1500 N. Town East | \$554,600 | \$983,340 | \$1,537,940 | 46,217 | 16,020 | 35% | \$61 | \$12 | \$33 | \$424,970 | \$27 | 28% |
| Saltgrass Steakhouse | 18680 LBJ | \$859,360 | \$1,049,960 | \$1,909,320 | 101,101 | 7,574 | 7% | \$139 | \$9 | \$19 | \$418,750 | \$55 | 22% |
| Sheplers Western Wear | 18500 LBJ | \$1,597,060 | \$2,300,780 | \$3,897,840 | 199,639 | 51,458 | 26% | \$45 | \$8 | \$20 | \$1,292,210 | \$25 | 33% |
| Toys R Us | 2100 N. Town East | \$1,025,900 | \$594,740 | \$1,620,640 | 209,367 | 48,164 | 23% | \$12 | \$5 | \$8 | \$1,734,920 | \$36 | 107% |
| Totals or averages | | 17,760,860 | 30,753,050 | 48,513,910 | 2,664,502 | 562,635 | 21% | \$55 | \$7 | \$18 | \$18,285,470 | \$32 | 38% |

New retail anticipated on roll as of 1/1/2003

| | | | | |
|---|-----|---------|---------|-----|
| Staples | \$0 | 206,474 | 23,940 | 12% |
| Linens 'n Things | | | 35,040 | |
| Michael's | | | 24,084 | |
| Ross | | | 30,192 | |
| Ultimate Electronics | | | 31,676 | |
| shoes, ladies' clothing (2), cosmetics (Retail 1-6) | | | 42,825 | |
| Subtotal | \$0 | 619,423 | 163,817 | 26% |

Average for above retail comparables through 1/1/2003

| | | | | |
|---|--|--------|-------|----|
| Golden Corral (85% on roll 1/02, balance by 1/03) | | 80,000 | 6,000 | 8% |
|---|--|--------|-------|----|

New retail anticipated on roll as of 1/1/2003

| | | | | |
|--|--|---------|--------|----|
| Macaroni Grill | | 78,249 | 6,000 | 8% |
| Applebee's | | 73,199 | 6,000 | 8% |
| Tweeter's (on Levitz site) (assume 1/1/2003 appraisal) | | 139,392 | 85,000 | |

Schedule Not Used:

January 1, 2002 Dallas Central Appraisal District Preliminary Values of Real and Business Personal Property
For Selected Developments and Comparables in the Towne Centre Vicinity

| | | | | | | | | | | | | | | | |
|---|------------------|-------------|--------------|--------------|-------------------|---------------|------|------|------|-------|--------------|------|------|--|--|
| balance of Tweeter's site | | | | | <u>incl above</u> | <u>13,500</u> | | | | | | | | | |
| | | | | | 139,392 | 98,500 | 71% | | | | | | | | |
| New retail anticipated on roll as of 1/1/2003 | | | | | | | | | | | | | | | |
| Best Buy | | | | | | 45,620 | | | | | | | | | |
| Bed, Bath and Beyond | | | | | | 25,000 | | | | | | | | | |
| Borders Books | | | | | | <u>23,000</u> | | | | | | | | | |
| | | | | | 385,201 | 93,620 | 24% | | | | | | | | |
| New retail anticipated on roll as of 1/1/2004 | | | | | | | | | | | | | | | |
| strip convenience stores across from Garden Ridge | | | | | 123,000 | 15,000 | 12% | | | | | | | | |
| retail outparcel 3 (assume 1/1/2004 appraisal) | | | | | 58,603 | 6,000 | 10% | | | | | | | | |
| retail outparcel 4 (assume 1/1/2004 appraisal) | | | | | 63,122 | 6,000 | 10% | | | | | | | | |
| The Marketplace at Towne Centre (TEB @ GT; on roll by 1/1/2006) | | | | | | | | | | | | | | | |
| grocery | | | | | | 40,000 | | | | | | | | | |
| pad site | | | | | | 20,000 | | | | | | | | | |
| convenience store | | | | | | <u>4,000</u> | | | | | | | | | |
| | | | | | 519,670 | 64,000 | 12% | | | | | | | | |
| large remnant of Golden Corral site e of corner, facing TC Dr. (1/1/2008) | | | | | 486,280 | 40,000 | 8% | | | | | | | | |
| Department stores (2001 values) | | | | | | | | | | | | | | | |
| Sears | 3000 Town East | \$5,061,510 | \$5,539,500 | \$10,601,010 | 813,692 | 203,409 | 25% | \$27 | \$6 | \$13 | \$8,496,490 | \$42 | 80% | | |
| Foley's | 4000 Town East | \$4,379,220 | \$5,853,700 | \$10,232,920 | 712,417 | 162,396 | 23% | \$36 | \$6 | \$14 | \$6,557,090 | \$40 | 64% | | |
| Dillard's | 5000 Town East | \$4,344,630 | \$5,331,900 | \$9,676,530 | 664,290 | 204,636 | 31% | \$26 | \$7 | \$15 | \$6,743,890 | \$33 | 70% | | |
| J. C. Penney | 6000 Town East | \$3,872,490 | \$5,066,810 | \$8,939,300 | 576,856 | 197,642 | 34% | \$26 | \$7 | \$15 | \$6,387,090 | \$32 | 71% | | |
| Nordstrom at Galleria | 5200 Alpha | \$2,525,150 | \$15,144,990 | \$17,670,140 | 80,163 | 230,000 | 287% | \$66 | \$32 | \$220 | \$20,450,700 | \$89 | 116% | | |
| Apartments (2001 values) | | | | | | | | | | | | | | | |
| The Place at Towne Cross | 3701 Towne Cross | \$2,653,980 | \$12,309,020 | \$14,963,000 | 884,660 | 352,187 | 40% | \$35 | \$3 | \$17 | N.A. | N.A. | N.A. | | |
| The Lane at Towne Cross | 4035 Towne Cross | \$2,049,980 | \$8,685,020 | \$10,735,000 | 683,255 | 298,255 | 44% | \$29 | \$3 | \$16 | N.A. | N.A. | N.A. | | |
| The Barons | 2101 E US Hwy 8C | \$1,463,120 | \$13,531,610 | \$14,994,730 | 999,758 | 242,328 | 24% | \$56 | \$1 | \$15 | N.A. | N.A. | N.A. | | |
| Falltree Apts. | 19200 LBJ | \$501,880 | \$2,806,240 | \$3,308,120 | 250,940 | 103,030 | 41% | \$27 | \$2 | \$13 | N.A. | N.A. | N.A. | | |
| Smith Summit Apts. | 1057 Americana | \$1,186,290 | \$7,198,120 | \$8,384,410 | 474,516 | 255,121 | 54% | \$28 | \$3 | \$18 | N.A. | N.A. | N.A. | | |
| Totals or averages | | \$7,855,250 | \$44,530,010 | \$52,385,260 | 3,293,129 | 1,250,921 | 38% | \$36 | \$2 | \$16 | N.A. | N.A. | N.A. | | |