

RESOLUTION NO. 14-2018

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MESQUITE, TEXAS, CALLING FOR A PUBLIC HEARING ON THE CREATION OF A PUBLIC IMPROVEMENT DISTRICT CONSISTING OF APPROXIMATELY 822.1 ACRES OF LAND GENERALLY LOCATED SOUTH OF FM 740, WEST OF FM 2757 AND NORTH OF KELLY ROAD IN KAUFMAN COUNTY, TEXAS, AND BEING LOCATED WITHIN THE EXTRATERRITORIAL JURISDICTION OF THE CITY OF MESQUITE.

WHEREAS, the City Council (the "City Council") of the City of Mesquite, Texas (the "City"), has received a petition (the "Petition") requesting creation of a public improvement district (the "PID") under Chapter 372 of the Texas Local Government Code (the "Act"), from the record owners of taxable real property representing more than fifty percent ("50%") of the appraised value of the real property liable for assessment (as determined by the most recent certified appraisal roll for Kaufman County) in the proposed PID and the record owners of taxable real property that constitute more than 50% of all of the area of all taxable real property that is liable for assessment in the proposed PID; and

WHEREAS, the Petition, a copy of which is attached hereto as Exhibit 1, has been examined, verified, and found to meet the requirements of Section 372.005 of the Act and to be sufficient for consideration by the City Council; and

WHEREAS, the boundaries of the proposed PID are described in the Exhibit A to the Petition and shown on the map attached to the Petition as Exhibit B, said area for the PID being within the extraterritorial jurisdiction of the City (the "ETJ"); and

WHEREAS, the City Council accepts the Petition and desires to schedule a public hearing to consider the creation of the PID to finance the following public improvements: (i) the design, acquisition and construction of public improvement projects which include: (ii) street and roadway improvements, including related sidewalks, drainage, utility relocation, signalization, landscaping, lighting, signage, off-street parking and right-of-way; (iii) establishment or improvement of parks and open space, together with the design, construction and maintenance of any ancillary structures, features or amenities such as trails, playgrounds, walkways, lighting and any similar items located therein; (iv) sidewalks and landscaping, including entry monuments and features, fountains, lighting and signage; (v) acquisition, construction and improvement of water, wastewater and drainage improvements and facilities; (vi) projects similar to those listed in subsections (i)-(v) above authorized by the Act, including similar off-site projects that provide a benefit to the property within the PID; ((i) through (vi) collectively, the "Authorized Improvements"); (vii) special supplemental services for improvement and promotion of the PID; (viii) payment of costs associated with operating and maintaining the public improvements listed in subparagraphs (i) – (vii) above; and (ix) payment of costs associated with developing and financing the public improvements listed in subparagraphs (i)-(vii) above, and costs of establishing, administering and operating the PID.

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

SECTION 1: That a public hearing is hereby scheduled at 7:00 P.M. on April 16, 2018, in the City Council Chamber at Mesquite City Hall, 757 N. Galloway Avenue, Mesquite, Texas 75149, to receive public comment on the creation of the PID in the area described in Exhibit A to the Petition and as shown on the map attached to the Petition as Exhibit B, pursuant to the Act; and

SECTION 2: That notice of said hearing, in the substantially final form set forth in Exhibit 2, attached hereto, with such changes as may be approved by the City's counsel, shall be published in a newspaper of general circulation in the City and in a newspaper of general circulation in the portion of the ETJ in which the PID is to be located before the 15th day prior to the hearing as required by the Act; and

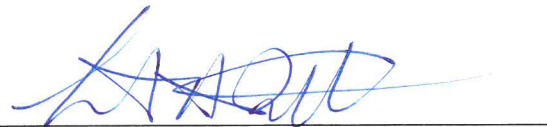
SECTION 3: That written notice, in the substantially final form set forth in Exhibit 2, attached hereto, with such changes as may be approved by the City's counsel, shall be mailed to each property owner, as reflected on the tax rolls, of property subject to assessment under the PID, before the 15th day prior to the date set for the hearing; and

SECTION 4: That all of the above recitals are hereby found to be true and correct factual determinations of the City and are hereby approved and incorporated by reference as though fully set forth herein; and

SECTION 5: That if any portion of this Resolution shall, for any reason, be declared invalid by any court of competent jurisdiction, such invalidity shall not affect the remaining provisions hereof and the City Council hereby determines that it would have adopted this Resolution without the invalid provision; and


SECTION 6: That this Resolution shall be in full force and effect from and after its passage, and it is accordingly so resolved.

DULY RESOLVED by the City Council of the City of Mesquite, Texas, on the 5th day of March, 2018.



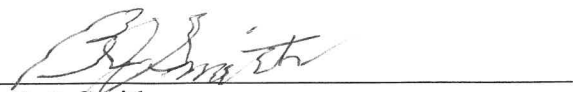
Stan Pickett
Mayor

ATTEST:



Sonja Land
City Secretary

APPROVED:



B. J. Smith
City Attorney

**PETITION FOR THE CREATION OF A PUBLIC IMPROVEMENT DISTRICT
WITHIN THE EXTRATERRITORIAL JURISDICTION OF THE CITY OF MESQUITE,
TEXAS FOR THE POLO RIDGE PUBLIC IMPROVEMENT DISTRICT NO. 2**

This petition ("Petition") is submitted and filed with the City Secretary of the City of Mesquite, Texas ("City"), by BDMR Development, LLC, a Texas limited liability company, owner of a vast majority of the real property (the "Petitioner") located within the proposed boundaries of the District, as hereinafter defined. Acting pursuant to the provisions of Chapter 372, Texas Local Government Code, as amended (the "Act"), the Petitioner requests that the City create a public improvement district (the "District"), to include property located within the extraterritorial jurisdiction of the City (the "Property"), more particularly described by a metes and bounds description in **Exhibit A** and depicted in **Exhibit B**. In support of this Petition, the Petitioner would present the following:

Section 1. General Nature of the Authorized Improvements. The general nature of the proposed public improvements may include: (i) street and roadway improvements, including related sidewalks, drainage, utility relocation, signalization, landscaping, lighting, signage, off-street parking and right-of-way; (ii) establishment or improvement of parks and open space, together with the design, construction and maintenance of any ancillary structures, features or amenities such as trails, playgrounds, walkways, lighting and any similar items located therein; (iii) sidewalks and landscaping, including entry monuments and features, fountains, lighting and signage; (iv) acquisition, construction, and improvement of water, wastewater and drainage improvements and facilities; (v) projects similar to those listed in subsections (i) - (iv) above authorized by the Act, including similar off-site projects that provide a benefit to the property within the District ((i) – (v) collectively, the "Authorized Improvements"); (vi) special supplemental services for improvement and promotion of the district; (vii) payment of costs associated with operating and maintaining the public improvements listed in subparagraphs (i) - (vi) above; and (viii) payment of costs associated with developing and financing the public improvements listed in subparagraphs (i) - (vi) above, and costs of establishing, administering and operating the District. These Authorized Improvements shall promote the interests of the City and confer a special benefit upon the Property.

Section 2. Estimated Cost of the Authorized Improvements. The estimated cost to design, acquire, and construct the Authorized Improvements, together with bond issuance costs, eligible legal and financial fees, eligible credit enhancement costs and eligible costs incurred in the establishment administration and operation of the District, is \$35,000,000.00. The City will pay none of the costs of the proposed improvements from funds other than such assessments. The remaining costs of the proposed improvements will be paid from sources other than the City or assessments of property owners.

Section 3. Boundaries of the Proposed District. The District is proposed to include the Property.

Section 4. Proposed Method of Assessment. The City shall levy assessments on each parcel within the District in a manner that results in imposing equal shares of the costs on property similarly benefited. All assessments may be paid in full at any time (including interest and principal), and certain assessments may be paid in annual installments (including interest and principal). If an assessment is allowed to be paid in installments, then the installments must be paid in amounts necessary to meet annual costs for those Authorized Improvements financed by the assessment, and must continue for a period necessary to retire the indebtedness of those Authorized Improvements (including interest).

Section 5. Proposed Apportionment of Costs between the District and the City. The City will not be obligated to provide any funds to finance the Authorized Improvements, other than from assessments levied on the District and possible tax increment reinvestment zone revenue. The Petitioner may also pay certain costs of the improvements from other funds available to the Petitioner.

Section 6. Management of the District. The Petitioner proposes that the District be managed by the City, with the assistance of a consultant, who shall, from time to time, advise the City regarding certain operations of the District.

Section 7. The Petitioner Requests Establishment of the District. The person(s) signing this Petition request(s) the establishment of the District, is duly authorized, and has the corporate authority to execute and deliver the Petition.

Section 8. Advisory Board. The Petitioner proposes that the District be established and managed without the creation of an advisory board. If an advisory board is created, the Petitioner requests that a representative of the Petitioner be appointed to the advisory board.

Section 9. Landowner(s). This Petition has been signed by (1) the owners of taxable real property representing more than 50 percent of the appraised value of taxable real property liable for assessment under the proposal, as determined by the current roll of the appraisal district in which the property is located; and (2) record owners of real property liable for assessment under the proposal who: (A) constitute more than 50 percent of all record owners of property that is liable for assessment under the proposal; or (B) own taxable real property that constitutes more than 50 percent of the area of all taxable real property that is liable for assessment under the proposal.

This Petition is hereby filed with the City Secretary of the City, or other officer performing the functions of the municipal secretary, in support of the creation of the District by the City Council of the City as herein provided. The undersigned request that the City Council of the City call a public hearing on the advisability of the Authorized Improvements, give notice thereof as provided by law and grant all matters requested in this Petition and grant such other relief, in law or in equity, to which Petitioner may show itself to be entitled.

RESPECTFULLY SUBMITTED, on this the 15 day of Feb., 2018.

BDMR DEVELOPMENT, L.L.C.,
a Texas limited liability company

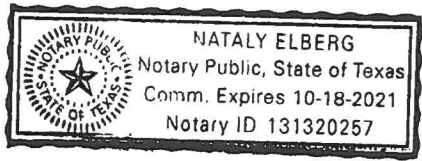
By: MMM Ventures, LLC,
a Texas limited liability company
Its Manager

By: 2M Ventures, LLC,
a Delaware limited liability company
Its manager

By: [Signature]
Name: Mehrdad Moayed
Its: Manager

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on the 15 day of February,
20 18, by Mehrdad Moayed, Manager of 2M Ventures, LLC, as Manager of MMM Ventures,
LLC, as Manager of BDMR Development, L.L.C., a Texas limited liability company on behalf of
said company.



[Signature]
Notary Public, State of Texas

EXHIBIT A

Metes and Bounds Description

FIELD NOTES

Fomey Acquisitions, L.P.
(822.1 Acre Tract)

BEING a tract or parcel of land situated in the Andrew Nail Survey, Abstract No. 355, the V. Herd Survey, Abstract No. 235, and the S.L. Woolridge Survey, Abstract No. 594, Kaufman County, Texas, and being part of that tract of land described in a Deed to Fomey Acquisitions L.P., as recorded in Volume 2603, Page 292 of the Official Public Records of Kaufman County, Texas, and being more particularly described as follows:

BEGINNING at a point for corner in the Southwesterly line of F.M. Highway No. 2757 (a variable width right-of-way), said point being the most Northerly Northeast corner of a tract of land described in a Deed to Kathlena Kelly Sanders, per Deed recorded in Volume 1348, Page 252 of the Deed Records of Kaufman County, Texas;

THENCE in a Southeasterly direction, along the Southwesterly line of said F.M. Highway No. 2757, and along a non-tangent curve to the left having a central angle of 05 degrees 05 minutes 39 seconds, a radius of 5779.58 feet, a chord bearing of South 49 degrees 06 minutes 43 seconds East, a chord distance of 513.69 feet, and an arc length 513.86 feet to a concrete monument found for corner;

THENCE along the Southwesterly line of said F.M. Highway No. 2757 as follows:

South 51 degrees 25 minutes 16 seconds East for a distance of 215.11 feet to a concrete monument found for corner;

South 42 degrees 32 minutes 14 seconds East for a distance of 309.76 feet to a concrete monument found for corner;

South 50 degrees 16 minutes 50 seconds East for a distance of 254.13 feet to a concrete monument found for corner;

South 62 degrees 55 minutes 48 seconds East for a distance of 125.71 feet to a point for corner;

South 47 degrees 23 minutes 49 seconds East for a distance of 306.97 feet to a concrete monument found for corner;

South 53 degrees 46 minutes 08 seconds East for a distance of 101.75 feet to a concrete monument found for corner;

South 45 degrees 41 minutes 40 seconds East for a distance of 2153.23 feet to a concrete monument found for corner;

South 45 degrees 07 minutes 18 seconds East for a distance of 3376.01 feet to a concrete monument found for corner at the beginning of a curve to the right;

Southeasterly, along said curve having a central angle of 13 degrees 33 minutes 53 seconds, a radius of 1095.92 feet, a chord bearing of South 38 degrees 20 minutes 22 seconds East, a chord distance of 258.86 feet and an arc length of 259.46 feet to a point for corner in the center of Kelly Road, said point being the most Northerly East corner of the above cited Fomey Acquisitions tract;

THENCE South 44 degrees 16 minutes 13 seconds West departing the Southwesterly line of said F.M. Highway No. 2757, along the Southeasterly line of said Fomey Acquisitions tract, and along

the center of said Kelly Road, for a distance of 2543.09 feet to a 5/8" Iron rod found for corner at an angle point in said road;

THENCE South 12 degrees 26 minutes 22 seconds East along the center of said Kelly Road, and along the Southeasterly line of said Fomey Acquisitions tract, for a distance of 638.25 feet to a 1/4" Iron rod found for corner at an angle point in said road;

THENCE South 18 degrees 10 minutes 39 seconds West along the center of said Kelly Road, and along the Southeasterly line of said Fomey Acquisitions tract, for a distance of 350.54 feet to a 1/4" Iron rod found for corner at an angle point in said road;

THENCE South 25 degrees 07 minutes 52 seconds West along the center of said Kelly Road, and along the Southeasterly line of said Fomey Acquisitions tract, for a distance of 642.84 feet to a 1/2" Iron rod found for corner at an angle point in said road;

THENCE South 31 degrees 18 minutes 55 seconds West along the center of said Kelly Road, and along the Southeasterly line of said Fomey Acquisitions tract, for a distance of 1148.50 feet to a 60d nail found for corner at an angle point in said road;

THENCE South 02 degrees 53 minutes 11 seconds West along said Kelly Road, and along the Southeasterly line of said Fomey Acquisitions tract, for a distance of 696.69 feet to a point for corner in the Northwesterly line of a tract of land described as the Second Tract in a Deed to Patrick C. Kelly, as recorded in Volume 1348, Page 265 of the Deed Records of Kaufman County, Texas;

THENCE South 43 degrees 34 minutes 26 seconds West along the Northwesterly line of said Patrick C. Kelly tract, for a distance of 810.80 feet to a point for corner at the beginning of a non-tangent curve to the left;

THENCE in a Northwesterly direction, along said non-tangent curve to the left having a central angle of 12 degrees 45 minutes 15 seconds, a radius of 5280.00 feet, a chord bearing of North 77 degrees 00 minutes 40 seconds West, a chord distance of 1172.90 feet and an arc length of 1175.33 feet to a point for corner;

THENCE North 22 degrees 07 minutes 18 seconds West for a distance of 229.66 feet to a point for corner;

THENCE North 15 degrees 31 minutes 26 seconds East for a distance of 897.27 feet to a point for corner;

THENCE North 56 degrees 00 minutes 43 seconds West for a distance of 522.03 feet to a point for corner;

THENCE North 00 degrees 17 minutes 14 seconds West for a distance of 1020.90 feet to a point for corner;

THENCE North 50 degrees 02 minutes 20 seconds East for a distance of 580.28 feet to a point for corner;

THENCE North 00 degrees 40 minutes 22 seconds West for a distance of 734.00 feet to a point for corner;

THENCE North 43 degrees 59 minutes 00 seconds West for a distance of 733.19 feet to a point for corner;

THENCE North 46 degrees 57 minutes 11 seconds West for a distance of 1764.06 feet to a point for corner;

THENCE North 78 degrees 58 minutes 22 seconds West for a distance of 1035.02 feet to a point for corner;

THENCE North 01 degrees 09 minutes 09 seconds West for a distance of 3089.05 feet to a point for corner in the Southeasterly line of a tract of land conveyed to Jeffrey Ralph Hughs and Sonja W. Hughs, per Deed recorded in Volume 1828, Page 260 of the Official Public Records of Kaufman County, Texas;

THENCE North 39 degrees 39 minutes 19 seconds East along the Southeasterly line of said Hughs tract, for a distance of 345.05 feet to a capped 5/8" Inch Iron rod found for corner at the most Easterly corner of same;

THENCE North 53 degrees 07 minutes 28 seconds West along the Northeasterly line of said Hughs tract, for a distance of 198.08 feet to a capped 5/8" Inch Iron rod found for corner at the most Easterly Northeast corner of same, said point also being the most Southerly corner of a tract of land conveyed to George Brian Holy, per Deed recorded in Volume 1194, Page 822 of the Deed Records of Kaufman County, Texas;

THENCE North 44 degrees 58 minutes 09 seconds East along the Southeasterly line of said Holy tract, and along the Southeasterly line of another tract of land conveyed to George Brian Holy, per Deed recorded in Volume 1131, Page 813 of the Deed Records of Kaufman County, Texas, for a distance of 497.28 feet to a point for corner;

THENCE along the Northeasterly line of said Holy tract recorded in Volume 1131, Page 813 as follows:

North 40 degrees 51 minutes 02 seconds West for a distance of 461.48 feet to a fence corner post for corner;

North 22 degrees 24 minutes 05 seconds West for a distance of 97.80 feet to a fence corner post for corner;

North 34 degrees 10 minutes 55 seconds East for a distance of 111.31 feet to a fence corner post for corner at the most Northerly Southeast corner of said Holy tract, said point also being in the Southwesterly line of a tract of land conveyed to D.P. Newton, et ux, per Deed recorded in Volume 616, Page 566 of the Deed Records of Kaufman County, Texas;

THENCE South 73 degrees 11 minutes 17 seconds East along the Southwesterly line of said Newton tract, for a distance of 633.21 feet to a wooden monument found for corner;

THENCE South 43 degrees 23 minutes 12 seconds East along the Southwesterly line of said Newton tract, for a distance of 194.48 feet to a 3/8" Inch Iron rod found for corner at the most Southerly corner of same;

THENCE North 44 degrees 08 minutes 49 seconds East along the Southeasterly line of said Newton tract, passing a 3/8" Iron rod found for the most Southerly Northeast corner of same and the most Southerly corner of the above cited Kathlena Kelly Sanders tract at a distance of 494.03 feet, and continuing along the Southeasterly line of said Sanders tract for a total distance of 683.75 feet to a 1/2" Inch Iron rod found for corner at the most Southerly Northeast corner of said Sanders tract;

THENCE North 45 degrees 18' minutes 32 seconds West along the Northeasterly line of said Sanders tract, for a distance of 297.17 feet to a point for corner;

THENCE North 44 degrees 09 minutes 32 seconds East along the Southeasterly line of said Sanders tract, for a distance of 464.46 feet to the POINT OF BEGINNING, and containing 822.1 acres of land.

EXHIBIT B

Property Depiction

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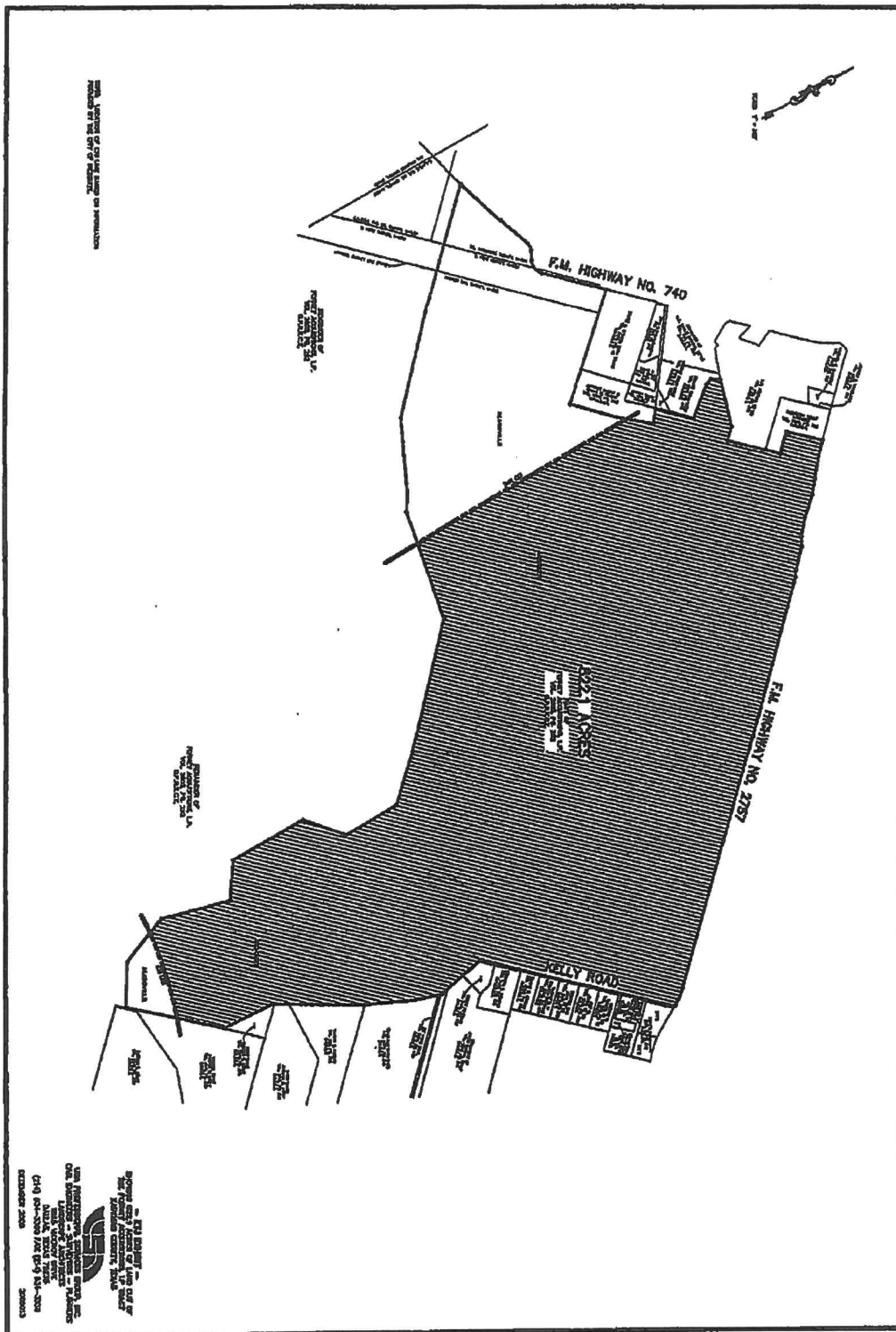


EXHIBIT 2

NOTICE OF PUBLIC HEARING OF THE CITY OF MESQUITE, TEXAS TO CONSIDER THE ADVISABILITY OF THE CREATION OF A PUBLIC IMPROVEMENT DISTRICT TO MAKE CERTAIN IMPROVEMENTS OVER CERTAIN PROPERTY LOCATED WITHIN THE EXTRATERRITORIAL JURISDICTION OF THE CITY.

NOTICE IS HEREBY GIVEN THAT the City Council (the “City Council”) of the City of Mesquite, Texas (the “City”), pursuant to Chapter 372 of the Texas Local Government Code, as amended (the “Act”), will hold a public hearing at 7:00 p.m. on April 16, 2018, in the City Council Chamber at Mesquite City Hall, 757 N. Galloway Ave, Mesquite, Texas 75149, for the purpose of considering the establishment by the City of a public improvement district to be located within the extraterritorial jurisdiction of the City.

In accordance with the Act, the City Council has received a petition (the “Petition”) from certain property owners within the extraterritorial jurisdiction of the City (the “Petitioners”), that requests the establishment of a public improvement district (the “PID”). The Petition and the legal description of the property to be included in the PID are on file and open for public inspection in the office of the City Secretary at 1515 N. Galloway Avenue, Mesquite, Texas 75147. The public hearing is being held with respect to the advisability of creating the PID and the improvements to be made therein.

GENERAL NATURE OF THE AUTHORIZED IMPROVEMENTS: The proposed public improvements to be made within the PID include (i) the design, acquisition and construction of public improvement projects which include: (ii) street and roadway improvements, including related sidewalks, drainage, utility relocation, signalization, landscaping, lighting, signage, off-street parking and right-of-way; (iii) establishment or improvement of parks and open space, together with the design, construction and maintenance of any ancillary structures, features or amenities such as trails, playgrounds, walkways, lighting and any similar items located therein; (iv) sidewalks and landscaping, including entry monuments and features, fountains, lighting and signage; (v) acquisition, construction and improvement of water, wastewater and drainage improvements and facilities; (vi) projects similar to those listed in subsections (i)-(v) above authorized by the Act, including similar off-site projects that provide a benefit to the property within the PID; ((i) through (vi) collectively, the “Authorized Improvements”); (vii) special supplemental services for improvement and promotion of the PID; (viii) payment of costs associated with operating and maintaining the public improvements listed in subparagraphs (i) – (vii) above; and (ix) payment of costs associated with developing and financing the public improvements listed in subparagraphs (i)-(vii) above, and costs of establishing, administering and operating the PID.

ESTIMATED COST OF THE AUTHORIZED IMPROVEMENTS: The estimated cost to design, acquire and construct the Authorized Improvements, together with bond issuance costs, eligible legal and financial fees, eligible credit enhancement costs and eligible costs incurred in the establishment, administration and operation of the PID is \$35,000,000 plus the annual cost of supplemental services and operation and maintenance costs, if any. The City will pay no costs of

the Authorized Improvements, supplemental services or operation and maintenance costs from funds other than assessments levied on property within the PID and/or from revenues received from a Tax Increment Reinvestment Zone (“TIRZ”) established by the City and coterminous with the PID. The remaining costs of the proposed improvements will be paid from sources other than those described above.

PROPOSED METHOD OF ASSESSMENT: The City shall levy assessments on each parcel within the PID in a manner that results in the imposition of an equal share of the costs of the Authorized Improvements on property similarly benefitted by such Authorized Improvements. The proposed method of assessment shall be based upon (i) an equal apportionment per lot, per front foot, or per square foot of property benefiting from the Authorized Improvements, as determined by the City, (ii) the ad valorem taxable value of the property benefiting from the Authorized Improvements, with or without regard to improvements on the property, or (iii) in any manner that results in imposing equal shares of the cost on property similarly benefitted.

PROPOSED APPORTIONMENT OF COSTS BETWEEN THE CITY AND THE PID: The City will not be obligated to provide any funds to finance the Authorized Improvements. All of the costs of the Authorized Improvements will be paid from assessments levied on properties in the PID and from other sources of funds available to the Petitioners, including revenue received by the City pursuant to a tax increment reinvestment zone applicable to the property within the PID, if any.

BOUNDARIES OF THE PROPOSED PID: The PID is proposed to include approximately 822.1 acres of vacant land generally located South of FM 470, West of FM 2757, and North of Kelly Road, in Kaufman County, Texas. A metes and bounds description is available for inspection at the offices of the City Secretary at the location described above.

All interested persons are invited to attend such public hearing to express their views with respect to the establishment of the PID and the Authorized Improvements to be made therein.

This Notice of Public Hearing is given and the public hearing is being held pursuant to the requirements of the Act.

THE CITY OF MESQUITE, TEXAS