

ORDINANCE NO. 0-2008-142

AN ORDINANCE DESIGNATING A CONTIGUOUS GEOGRAPHIC AREA WITHIN CITY OF TYLER AS REINVESTMENT ZONE NUMBER THREE, CITY OF TYLER, TEXAS, FOR TAX INCREMENT FINANCING PURPOSES PURSUANT TO CHAPTER 311 OF THE TEXAS TAX CODE; CREATING A BOARD OF DIRECTORS FOR SUCH ZONE; CONTAINING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT; PROVIDING A SEVERABILITY CLAUSE; AND DECLARING AN EMERGENCY.

WHEREAS, pursuant to Chapter 311 of the Texas Tax Code, the City may designate a contiguous geographic area within the City as a reinvestment zone if the area satisfies the requirements of certain sections of Chapter 311 of the Texas Tax Code; and

WHEREAS, the City has prepared a preliminary reinvestment zone financing plan, which provides that City of Tyler City ad valorem taxes are to be deposited into the tax increment fund, and that taxes of other taxing units may be utilized in the financing of the proposed zone; and

WHEREAS, the City provided written notice of the public hearing on the creation of the proposed zone, complying with the requirements of Chapter 311, Texas Tax Code, to the governing body of all taxing units levying taxes on property in the proposed zone; and

WHEREAS, a notice of the public hearing on the creation of the proposed zone was published on October 15, 2008, in the Tyler Morning Telegraph, a newspaper of general circulation in the City; and

WHEREAS, at the public hearing on October 22, 2008, interested persons were allowed to speak for or against the creation of the proposed zone, its boundaries, or the concept of tax increment financing; and owners of property in the proposed zone were given a reasonable opportunity to protest the inclusion of their property in the proposed zone; and

WHEREAS, evidence was received and presented at the public hearing in favor of the creation of the proposed zone under the provisions of Chapter 311, Texas Tax Code; and

WHEREAS, no owner of real property in the proposed zone protested the inclusion of their property in the proposed zone; and

WHEREAS, the City has provided all information, and made all presentations, given all notices and done all other things required by Chapter 311, Texas Tax Code, or other law as a condition to the creation of the proposed zone; and

WHEREAS, the total appraised value of taxable real property in the proposed zone and all other tax increment reinvestment zones previously created by the City is \$689,884,540; and

WHEREAS, the total appraised value of taxable real property taxable by Smith County, in which the proposed zone is located, is approximately \$12,464,182; and

WHEREAS, the total appraised value of real property taxable by the Tyler Independent School District, in which the proposed zone is located, is \$12,464,182; and

WHEREAS, the total appraised value of real property taxable by the Tyler Junior College District, in which the proposed zone is located, is \$12,464,182; and

WHEREAS, the total area within the proposed zone is approximately 491 acres, excluding property that is publicly owned;

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

PART 1. Findings.

(a) That the facts and recitations contained in the preamble of this Ordinance are hereby found and declared to be true and correct and are adopted as part of this Ordinance for all purposes.

(b) That the City Council further finds and declares that the proposed improvements in the zone will significantly enhance the value of all the taxable real property in the proposed zone and will be of general benefit to the City.

(c) That the City Council further finds and declares that the proposed zone meets the criteria and requirements of Section 311.005 of the Texas Tax Code because the proposed zone contains areas whose conditions substantially impair and arrest the sound growth of the City.

(d) That the City Council, pursuant to the requirements of Chapter 311, Texas Tax Code, further finds and declares:

(1) That the proposed zone is a contiguous geographic area located wholly within the corporate limits of the City of Tyler;

(2) That the total appraised value of taxable real property in the proposed zone does not exceed fifteen percent of the total appraised value of taxable real property in the City and in the industrial districts created by the City;

(3) That the proposed zone does not contain more than fifteen percent of the total appraised value of real property taxable by Smith County, the Tyler Independent School District, and the Tyler Junior College; and

(4) That the development or redevelopment of the property in the proposed zone will not occur solely through private investment in the reasonably foreseeable future.

PART 2. Designation of the Zone

That the City, acting under the provisions of Chapter 311, Texas Tax Code, including Section 311.005(a), does hereby designate as a reinvestment zone, and create and designate a reinvestment zone over, the area described in Exhibit "A" and depicted in the map attached hereto as Exhibit "B"

to promote the redevelopment of the area. The reinvestment zone shall hereafter be named for identification as Reinvestment Zone Number Three, City of Tyler, Texas, (the "Zone"). The City Council specifically declares that the Zone is designated pursuant to Section 311.005(a)(1) and (2) of the Texas Tax Code.

PART 3. Board of Directors

That there is hereby created a Board of Directors for the Zone, which shall consist of nine (9) members. Positions One through Seven on the Board of Directors shall be reserved for the City. Positions Eight and Nine shall be reserved for other taxing units levying taxes within the Zone, each of whom may appoint one director. Any taxing unit that appoints a director shall be assigned a Board position number in the order the City receives the appointment. Failure of a taxing unit to appoint a director by January 30, 2009, shall be deemed a waiver of the right to appoint a director, and the City shall be entitled to appoint persons to the position, which shall be filled as provided below. If more than two taxing units levying taxes within the Zone appoint a director, the number of directors on the Board of Directors shall be increased by one for each taxing unit above two that appoints a director to the board; provided, that the maximum number of directors shall not exceed fifteen(15).

The Mayor is hereby authorized to nominate and appoint, subject to City Council approval, the directors to Positions One through Seven of the Board of Directors, any position unfilled on January 30, 2009, and any City position created by the appointment of a director by more than two taxing units levying taxes within the Zone, subject to the consent and approval of the City Council.

The directors appointed to odd-numbered positions shall be appointed for two year terms, beginning on the effective date of this Ordinance, while the directors appointed to even-numbered positions shall be appointed to a one year term, beginning on the effective date of this Ordinance. All subsequent appointments shall be for two-year terms. The member of the Board of Directors appointed to Position One is hereby designated to serve as the chair of the Board of Directors for a one-year term beginning on the effective date of this Ordinance. Thereafter the Mayor shall annually nominate and appoint, subject to City Council approval, a member to serve as chair for a term of one year beginning on the anniversary of the effective date of this Ordinance. The City Council authorizes the Board of Directors to elect from its members a vice-chairman and such other officers as the Board of Directors sees fit.

The Board of Directors shall make recommendations to the City Council concerning the administration of the Zone. The Board of Directors shall prepare or cause to be prepared and adopt a project plan and a reinvestment zone financing plan for the Zone as described in Section 311.011, Texas Tax Code, and shall submit such plans to the City Council for its approval. The City hereby delegates to the Board of Directors all powers necessary to prepare and implement the project plan and reinvestment zone financing plan, subject to approval by the City Council, including the power to employ any consultants or enter into any reimbursement agreements payable solely from the Tax Increment Fund established pursuant to Section 7 of this Ordinance, that may be reasonably necessary or convenient to assist the Board of Directors in the preparation of the project plan and reinvestment zone financing plan and in the issuance of tax increment obligations.

PART 4. Duration of the Zone

That the Zone shall take effect on January 1, 2009, for the deposit of tax increments into the Tax Increment Fund established pursuant to Section 7 of this Ordinance, and termination of the operation of the Zone shall occur on December 31, 2038, or at an earlier time designated by subsequent ordinance, or at such time, subsequent to the issuance of tax increment bonds, if any, that all project costs, tax increment bonds, notes and other obligations of the Zone, and the interest thereon, have been paid in full.

PART 5. Tax Increment Base

That the Tax Increment Base of the City or any other taxing unit participating in the Zone for the Zone is the total appraised value of all real property taxable by the City or other taxing unit participating in the Zone and located in the Zone, and the sales tax base in the zone as defined by Section 311.0123 (b) of the Tax Code, determined as of January 1, 2008, the year in which the Zone was designated as a reinvestment zone (the "Tax Increment Base").

PART 6. Tax Increment Fund

That there is hereby created and established a Tax Increment Fund for the Zone which may be divided into subaccounts as authorized by subsequent ordinances. All Tax Increments, including sales tax increments, as defined below, shall be deposited in the Tax Increment Fund. The Tax Increment Fund and any subaccount shall be maintained at the depository bank of the City and shall be secured in the manner prescribed by law for funds of Texas cities. The annual Tax Increment shall equal the property taxes levied by the City and any other taxing unit participating in the Zone for that year on the captured appraised value, as defined by Chapter 311 of the Texas Tax Code, of real property located in Zone that is taxable by the City or any other taxing unit participating in the Zone, less any amounts that are to be allocated from the Tax Increment pursuant to Chapter 311 of the Texas Tax Code. All revenues from the sale of any tax increment bonds, notes or other obligations hereafter issued for the benefit of the Zone by the City, if any; revenues from the sale of property acquired as part of the project plan and reinvestment zone financing plan, if any; and other revenues to be used in the Zone shall be deposited into the Tax Increment Fund. Prior to the termination of the Zone, money shall be disbursed from the Tax Increment Fund only to pay project costs, as defined by the Texas Tax Code, for the Zone, to satisfy the claims of holders of tax increments bonds or notes issued for the Zone, or to pay obligations incurred pursuant to agreements entered into to implement the project plan and reinvestment zone financing plan and achieve their purpose pursuant to Section 311.010(b) of the Texas Tax Code. The city shall also deposit in the fund all incremental sales taxes as defined by Section 311.0123(b).

PART 7. Severability

If any provision, section, subsection, sentence, clause or phrase of this Ordinance, or the application of same to any person to set circumstances, is for any reason held to be unconstitutional, void or invalid, the validity of the remaining provisions of this Ordinance or their application to other persons or set of circumstances shall not be affected thereby, it being the intent of the City Council in adopting this Ordinance that no portion hereof or regulations connected herein shall become inoperative or fail by reason of any unconstitutionality, voidness or invalidity of any portion hereof, and all provisions of this Ordinance are declared severable for that purpose.

PART 8. Open Meetings


It is hereby found, determined and declared that a sufficient written notice of the date, hour, place and subject of the meeting of the City Council at which this Ordinance was adopted was posted at a place convenient and readily accessible at all times to the general public at the City Hall of the City for the Time required by law preceding its meeting, as required by the Open Meetings Law, Texas Government Code, ch. 551, and that this meeting has been open to the public as required by law at all times during which this Ordinance and the subject matter hereof has been discussed, considered and formally acted upon. The City Council further ratifies, approves and confirms such written notice and the contents and posting thereof.

PART 9. Notices

The contents of the notice of the public hearing, which hearing was held before the City Council on October 23, 2008, publication of said notice, are hereby ratified, and confirmed.

PASSED AND ADOPTED this 12th day of November 2008.

APPROVED this 12th day of November, 2008.



BARBARA BASS, MAYOR OF
THE CITY OF TYLER, TEXAS

ATTEST:



CASSANDRA BRAGER, CITY CLERK

APPROVED:



MARY C. LANDERS
CITY ATTORNEY

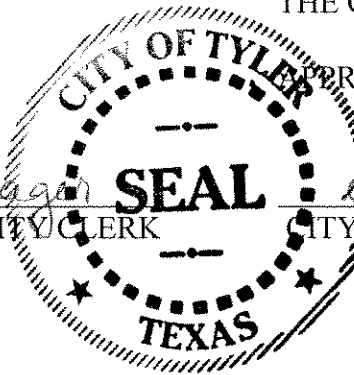


EXHIBIT A TO ORDINANCE 0-2008-142

PAGE 1 OF 6

**TAX INCREMENT FINANCE ZONE NUMBER 3
TYLER, SMITH COUNTY, TEXAS**

METES AND BOUNDS DESCRIPTION

Beginning at a point in the intersection of Loop 323 WNW/ Loop 323 ENE at North Broadway Avenue at 32.3921824 degrees North and -95.3019180 degrees West;

Thence, in an east by south direction for a distance approximately 544.61 feet along the median of Loop 323 ENE at 32.3919564 degrees North and -95.3001739 degrees West;

Thence, in a due south direction for a distance approximately 67.399 feet across the eastbound lane of Loop 323 ENE at 32.3917713 degrees North and -95.3001651 degrees West;

Thence, in an east southeast direction for a distance approximately 1412.1 feet along Loop 323 ENE right-of-way, southwest corner of County Road 35 and Loop 323 ENE intersection at 32.3909924 degrees North and -95.2956832 degrees West;

Thence, in a south southeastern direction for a distance approximately 313.12 feet along County Road 35 (Lavender) at 32.3902468 degrees North and -95.2951764 degrees West;

Thence, in a due west direction for a distance approximately 748.87 feet along the southern boundary of 5.778 acre parcel, Block 3, Lot 4C at 32.3902349 degrees North and -95.2976024 degrees West;

Thence, in a due south direction for a distance approximately 1786 feet along the eastern boundary of 96.613 acre parcel, Block 3, Lot 1B at 32.3853256 degrees North and -95.2975828 degrees West;

Thence, in a west by south direction for a distance approximately 791.01 feet along the southern boundary of 96.613 acre parcel, Block 3, Lot 1B at 32.3852927 degrees North and -95.3001449 degrees West;

Thence, in a due south direction for a distance approximately 3691.6 feet along the eastern boundaries of a 96.613 acre parcel, Block 3, Lot 1B and a 8.27 acre parcel, Block 500F, Lot 14 at 32.3751453 degrees North and -95.3001467 degrees West;

Thence, in a due west direction for a distance approximately 509.54 feet along the southern boundary of a 8.27 acre parcel, Block 500F, Lot 14 to the southwest corner at 32.3751427 degrees North and -95.3017971 degrees West;

Thence, in a due west direction for a distance approximately 19.87 feet from the southwest corner of a 8.27 acre parcel, Block 500F, Lot 14 at 32.3751445 degrees North and -95.3018615 degrees West;

EXHIBIT A TO ORDINANCE 0-2008-142

PAGE 2 OF 9

Thence, in a due south direction for a distance approximately 1476.9 feet along the eastern right-of-way of

North Broadway Avenue at 32.3710847 degrees North and -95.3018247 degrees West;

Thence, in a due east direction for a distance approximately 67.97 feet along Barrett Street at 32.3710790 degrees North and -95.3016047 degrees West;

Thence, in a due south direction for a distance approximately 177.40 feet along eastern boundary of 0.198 acre parcel, Block 476, Lot 5a at 32.3705914 degrees North and -95.3016053 degrees West;

Thence, in a due east direction for a distance approximately 26.88 feet along the northern boundary of 0.200 acre parcel, Block 476, Lot 13b at 32.3705915 degrees North and -95.3015182 degrees West;

Thence, in a due south direction for a distance approximately 156.41 feet along the eastern boundary of 0.200 acre parcel, Block 476, Lot 13b, across Martin Luther King Jr. Blvd. to the southern right-of-way at 32.3701616 degrees North and -95.3015167 degrees West;

Thence, in a due west direction for a distance approximately 802.24 feet along the southern right-of-way of Martin Luther King Jr. Blvd. at 32.3701794 degrees North and -95.3041150 degrees West;

Thence, in a due north direction for a distance approximately 189.01 feet along the eastern right-of-way of North Ramey Avenue at 32.3706986 degrees North and -95.3041368 degrees West;

Thence, in a west by south direction for a distance approximately 42.22 feet across North Ramey Avenue to the southeast corner of 0.76 acre parcel, Block 479, Lot 8a, at 32.3706890 degrees North and -95.3042731 degrees West;

Thence, in a west by north direction for a distance approximately 346.68 feet along the southern boundary of 0.76 acre parcel, Block 479, Lot 8a at 32.3707311 degrees North and -95.3053949 degrees West;

Thence, in a due south direction for a distance approximately 100.28 feet along the eastern boundary of 0.30 acre parcel, Block 480, Lot 1a at 32.3704556 degrees North and -95.3054056 degrees West;

Thence, in a west northwest direction for a distance approximately 328.88 feet along the southern boundary of four parcels (0.98 acres total), Block 480, Lots 1a, 2a, 3a and 4a at 32.3707978 degrees North and -95.3063915 degrees West;

Thence, in a north by west direction for a distance approximately 105.12 feet along Border Avenue to the intersection with West Barrett Street at 32.3710836 degrees North and -95.3064414 degrees West;

Thence, in a due east direction for a distance approximately 1362.21 feet along right-of-way of West Barrett Street at 32.3711042 degrees North and -95.3020291 degrees West;

EXHIBIT A TO ORDINANCE 0-2008-142

PAGE 3 OF 9

Thence, in a due north direction for a distance approximately 345.32 feet along the western right-of-way of North Broadway Avenue at 32.3720532 degrees North and -95.3020534 degrees West;

Thence, in a due west direction for a distance approximately 141.63 feet along West Mims Street at 32.3720509 degrees North and -95.3025122 degrees West;

Thence, in a north by east direction for a distance approximately 25.29 feet to the southwest corner of 0.40 acre

parcel, Block 497, Lot 1 at 32.3721196 degrees North and -95.3024998 degrees West;

Thence, in a due north direction for a distance approximately 312.21 feet along the western boundary of two parcels (0.798 acres total), Block 497, Lot 1 and Lot 8 at 32.3729778 degrees North and -95.3025039 degrees West;

Thence, in a due east direction for a distance approximately 139.06 feet along the southern right-of-way of West 24th Street at 32.3729803 degrees North and -95.3020535 degrees West;

Thence, in a due north direction for a distance approximately 44.71 feet across W. 24th Street to the northwest corner of the intersection with North Broadway Avenue at 32.3731032 degrees North and -95.3020507 degrees West;

Thence, in a due north direction for a distance approximately 2293.42 feet along the western right-of-way of North Broadway Avenue to the intersection of West 32nd Street at 32.3751495 degrees North and -95.3020339 degrees West;

Thence, in a west by south direction for a distance approximately 119.53 feet along the southern right-of-way of West 32nd Street at 32.3793578 degrees North and -95.3023492 degrees West;

Thence, in a west northwest direction for a distance approximately 224.80 feet along the southern right-of-way of West 32nd Street at 32.3795433 degrees North and -95.3030438 degrees West;

Thence, in a northwest direction for a distance approximately 192.62 feet along the southern right-of-way of West 32nd Street at 32.3798870 degrees North and -95.3035184 degrees West;

Thence, in a northwest direction for a distance approximately 115.62 feet along the southern right-of-way of West 32nd Street at 32.3801243 degrees North and -95.3037675 degrees West;

Thence, in a northwest direction for a distance approximately 129.27 feet along the right-of-way of West 32nd Street at 32.3804031 degrees North and -95.3040272 degrees West;

Thence, in a west northwest direction for a distance approximately 167.47 feet along the right-of-way of West 32nd Street at 32.3806077 degrees North and -95.3045132 degrees West;

EXHIBIT A TO ORDINANCE 0-2008-142

PAGE 4 OF 9

Thence, in a due west direction for a distance approximately 1786.67 feet along southern right-of-way of West 32nd Street at 32.3806488 degrees North and -95.3103004 degrees West;

Thence, in a due south direction for a distance approximately 349.53 feet along the eastern boundary of 5 parcels (1.03 acres total), Block 772, Lots 2-6 to the centerline of West 31st Street at 32.379688 degrees North and -95.310305 degrees West;

Thence, in a due south direction for a distance approximately 326.49 feet along the eastern boundary of 5 parcels (1.03 acres total), Block 773a, Lots 2-6 to the southeast corner of Lot 2 at 32.3787906 degrees North and -95.3103100 degrees West;

Thence, in a south by east direction for a distance approximately 50.90 feet across West 30th Street to the northeast corner of 0.18 acre parcel, Block 771, Lot 6 at 32.3786534 degrees North and -95.3102772 degrees West;

Thence, in a due south direction for a distance approximately 194.92 feet along the eastern boundary of two parcels (0.71 acres total), Block 771, Lots 14a and 6 at 32.3782518 degrees North and -95.3102894 degrees West;

Thence, in a due west direction for a distance approximately 9.3 feet along the southern boundary of 0.53 acre parcel, Block 771, Lot 14a to the northeast corner of Block 771, Lot 2 at 32.3781175 degrees North and -95.3103223 degrees West;

Thence, in a due south direction for a distance approximately 154.14 feet along the eastern boundary of two parcels (0.339 acres total), Block 771, Lot 14a and Lot 1 and across West 29th Street to the northeast corner of 0.17 acre parcel, Block 684, Lot 6 at 32.3776939 degrees North and -95.3103296 degrees West;

Thence, in a due south direction for a distance approximately 2068.8 feet along the alley way between Grand and N. Palace Avenues and the eastern boundary of 28 parcels, Blocks 501B, 680, 681, 682, 683 and 684 up to the rail right-of-way at 32.3720073 degrees North and -95.3103082 degrees West;

Thence, in a west northwest direction for a distance approximately 208.89 feet along the northern right-of-way of rail line to the intersection with Grand Avenue at 32.3722201 degrees North and -95.3109366 degrees West;

Thence, in a west northwest direction for a distance approximately 175.76 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3724450 degrees North and -95.3114405 degrees West;

Thence, in a west northwest direction for a distance approximately 66.517 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3725392 degrees North and -95.3116252 degrees West;

EXHIBIT A TO ORDINANCE 0-2008-142

PAGE 5 OF 9

Thence, in a west northwest direction for a distance approximately 33.276 feet along the northern right-of-way

of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3725883 degrees North and -95.3117161 degrees West;

Thence, in a west northwest direction for a distance approximately 69.452 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3726952 degrees North and -95.3119025 degrees West;

Thence, in a west northwest direction for a distance approximately 30.338 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3727436 degrees North and -95.3119825 degrees West;

Thence, in a west northwest direction for a distance approximately 133.03 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3729688 degrees North and -95.3123220 degrees West;

Thence, in a north northwest direction for a distance approximately 110.46 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3731706 degrees North and -95.3125893 degrees West;

Thence, in a north northwest direction for a distance approximately 181.69 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3735302 degrees North and -95.3129978 degrees West;

Thence, in a north northwest direction for a distance approximately 173.32 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3739045 degrees North and -95.3133451 degrees West;

Thence, in a north northwest direction for a distance approximately 136.99 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3742178 degrees North and -95.3135913 degrees West;

Thence, in a north northwest direction for a distance approximately 156.39 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3745933 degrees North and -95.3138378 degrees West;

Thence, in a north northwest direction for a distance approximately 62.96 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3747491 degrees North and -95.3139265 degrees West;

Thence, in a north northwest direction for a distance approximately 33.96 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3748341 degrees North and -95.3139719 degrees West;

EXHIBIT A TO ORDINANCE 0-2008-142

PAGE 6 OF 9

Thence, in a north northwest direction for a distance approximately 56.41 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3749768 degrees North and -95.3140433 degrees West;

Thence, in a north northwest direction for a distance approximately 155.39 feet along the northern right-of-way

of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3753794 degrees North and -95.3142115 degrees West;

Thence, in a north northwest direction for a distance approximately 162.7 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3758031 degrees North and -95.3143805 degrees West;

Thence, in a north northwest direction for a distance approximately 349.69 feet along the northern right-of-way of rail line and 26.75 acre parcel, Block 686, Lot 2 at 32.3767196 degrees North and -95.3147220 degrees West;

Thence, in a north northwest direction for a distance approximately 323.72 feet along northern right-of-way of rail line and northwest corner of 2.37 acre parcel, Block 686, Lot 999 at 32.3775660 degrees North and -95.3150455 degrees West;

Thence, in a north northwest direction for a distance approximately 26.649 feet to the right-of-way of West 29th Street at 32.3776342 degrees North and -95.3150768 degrees West;

Thence, in a due east direction for a distance approximately 1257.6 feet along the right-of-way of West 29th Street at 32.3776121 degrees North and -95.3110033 degrees West;

Thence, in a due north direction for a distance approximately 1129.2 feet along western right-of-way of Grand Avenue to the intersection of West 32nd Street at 32.3807162 degrees North and -95.3109825 degrees West;

Thence, in a due east direction for a distance approximately 421.03 feet along the northern right-of-way of West 32nd Street to the southwest corner of 32.5 acre parcel, Block 500 F, Lot 2 at 32.3807246 degrees North and -95.3096187 degrees West;

Thence, in a due north direction for a distance approximately 305.57 feet along the western boundary of 32.5 acre parcel, Block 500 F, Lot 2 at 32.3815645 degrees North and -95.3096196 degrees West;

Thence, in a due north direction for a distance approximately 742.33 feet along the western boundary of 32.5 acre parcel, Block 500 F, Lot 2 to the southeast corner of 1.44 acre parcel, Block 773E, Lot 1 at 32.3836046 degrees North and -95.3096675 degrees West;

EXHIBIT A TO ORDINANCE 0-2008-142

PAGE 7 OF 9

Thence, in a due west direction for a distance approximately 360.59 feet along the southern boundary of 1.44 acre parcel, Block 773E, Lot 1 to the southwest corner at 32.3836041 degrees North and -95.3108356 degrees West;

Thence, in a due north direction for a distance approximately 172.87 feet along the western boundary of 1.44 acre parcel, Block 773E, Lot 1 at 32.3840790 degrees North and -95.3108520 degrees West;

Thence, in a due west direction for a distance approximately 520.25 feet along the southern boundary of 1.44 acre parcel, Block 773E, Lot 1 to the southwest corner at 32.3840639 degrees North and -95.3125373 degrees West;

Thence, in a due north direction for a distance approximately 242.75 feet along the western boundary of 5.88 acre parcel, Block 500F, Lot 2 at 32.3847311 degrees North and -95.3125441 degrees West;

Thence, in a due west direction for a distance approximately 335 feet along the northern boundary of three parcels (0.365 acres total), Block 500F, Lot 2 and Block 773F, Lot 15a and Block 773G, Lot 30a crossing Luberta Street to the eastern boundary of 2.07 acre parcel, Block 3, Lot Number Unknown at 32.3847231 degrees North and -95.3136293 degrees West;

Thence, in a due south direction for a distance approximately 118.07 feet along the eastern boundary of 2.07 acre parcel, Block 3, Lot Number Unknown at 32.3843985 degrees North and -95.3136260 degrees West;

Thence, in a due south direction for a distance approximately 102.01 feet along 2.07 acre parcel, Block 3, Lot Number Unknown to the southeast corner at 32.3841181 degrees North and -95.3136231 degrees West;

Thence, in a due west direction for a distance approximately 127.66 feet along the southern boundary of 2.07 acre parcel, Block 3, Lot Number Unknown to the southwest corner at 32.3841192 degrees North and -95.3140366 degrees West;

Thence, in a due west direction for a distance approximately 100.57 feet along the southern boundary of 1.62 acre parcel, Block 3, Lot Number Unknown to the southwest corner at 32.3841200 degrees North and -95.3143625 degrees West;

Thence, in a due west direction for a distance approximately 54.23 feet along the southern boundary of 0.65 acre parcel, Block 3, Lot Number Unknown to the southwest corner at 32.3841205 degrees North and -95.3145381 degrees West;

Thence, in a due west direction for a distance approximately 95.42 feet along the southern boundary of two parcels (3.37 acres total), Block 3, Lot Numbers Unknown to the southwest corner at 32.3841212 degrees North and -95.3148472 degrees West;

EXHIBIT A TO ORDINANCE 0-2008-142

PAGE 8 OF 9

Thence, in a due west direction for a distance approximately 289.18 feet along the southern boundary of 4.63

acre parcel, Block 3, Lot Number Unknown to the southwest corner at 32.3841236 degrees North and -95.3157840 degrees West;

Thence, in a due north direction for a distance approximately 90.13 feet along the western boundary of 4.63 acre parcel, Block 3, Lot Number Unknown to the southeast corner of 1.64 acre parcel, Block 773G, Lot 45 at 32.3843713 degrees North and -95.3157872 degrees West;

Thence, in a due west direction for a distance approximately 317.26 feet along the southern boundary of 1.64 acre parcel, Block 773G, Lot 45 to the southwest corner at 32.3843727 degrees North and -95.3168151 degrees West;

Thence, in a south by west direction for a distance approximately 90.29 feet across the Texas College Road right-of-way at the southeast corner of 4.86 acre parcel, Block 773G, Lot 47 at 32.3841263 degrees North and -95.3168495 degrees West;

Thence, in a due west direction for a distance approximately 284.75 feet along the southern boundary of 4.86 acre parcel, Block 773G, Lot 47 at 32.3841285 degrees North and -95.3177719 degrees West;

Thence, in a northwest by north direction for a distance approximately 889.30 feet along the southwestern boundary of 4.86 acre parcel, Block 773G, Lot 47 to the northwest corner at 32.3862573 degrees North and -95.3191881 degrees West;

Thence, in a northeast direction for a distance approximately 203.12 feet along the northeastern boundary of 4.86 acre parcel, Block 773G, Lot 47 to the northeast corner at 32.3865332 degrees North and -95.3186161 degrees West;

Thence, in a north by west direction for a distance approximately 116.57 feet along across the northeast bound lane of Loop 323 WNW to the median at 32.3868470 degrees North and -95.3186923 degrees West;

Thence, in a north east direction for a distance approximately 2244.5 feet along the median of Loop 323 WNW to the intersection with County Road 485 at 32.3899150 degrees North and -95.3123836 degrees West;

Thence, in a due north direction for a distance approximately 227.13 feet across the southwest bound lane of Loop 323 WNW along County Road 485 at 32.3905376 degrees North and -95.3124378 degrees West;

Thence, in a northeast direction for a distance approximately 1011.5 feet along the northern boundary of 3.986 acre parcel, Block 3, Lot Number Unknown at 32.3919194 degrees North and -95.3095943 degrees West;

EXHIBIT A TO ORDINANCE 0-2008-142

PAGE 9 OF 9

Thence, in a northeast direction for a distance approximately 185.89 feet along the northern boundary of 3.986 acre parcel, Block 3, Lot Number Unknown at 32.3921472 degrees North and -95.3090552 degrees West;

Thence, in a northeast direction for a distance approximately 96.20 feet along the northern boundary of 3.986 acre parcel, Block 3, Lot Number Unknown to the northeast corner of 7.77 acre parcel, Block 500F, Lot 9F at 32.3922513 degrees North and -95.3087687 degrees West;

Thence, in a northeast direction for a distance approximately 140.18 feet along the northern boundary of 3.986 acre parcel, Block 3, Lot Number Unknown at the southeast corner of 23.43 acre parcel, Tract 20E, Block and

Lot Unknown at 32.3923864 degrees North and -95.3083434 degrees West;

Thence, in a northeast direction for a distance approximately 27.143 feet along the northern boundary of 3.986 acre parcel, Block 3, Lot Number Unknown at the northeast corner at 32.3924104 degrees North and -95.3082601 degrees West;

Thence, in a northeast direction for a distance approximately 15.55 feet along the southeastern boundary of 23.43 acre parcel, Tract 20E, Block and Lot Unknown at 32.3924239 degrees North and -95.3082123 degrees West;

Thence, in a south southeast direction for a distance approximately 208.46 feet along the right-of-way of unnamed road to the intersection with Loop 323 WNW at 32.3919024 degrees North and -95.3079324 degrees West;

Thence, in an east by north direction for a distance approximately 288.77 feet along median of Loop 323 WNW at 32.3920874 degrees North and -95.3070226 degrees West;

Thence, in an east by north direction for a distance approximately 176.65 feet along median of Loop 323 WNW at 32.3921586 degrees North and -95.3064565 degrees West;

Thence, in a due east direction for a distance approximately 803.52 feet along median of Loop 323 WNW at 32.3922018 degrees North and -95.3038538 degrees West;

Thence, in a due east direction for a distance approximately 446.20 feet along median of Loop 323 WNW at 32.3922135 degrees North and -95.3024083 degrees West;

THENCE, in an east by south direction along the center of the right-of-way of Loop 323 WNW for a distance approximately 151.74 feet to the **POINT OF BEGINNING**.

EXHIBIT "B" TO ORDINANCE 0-2008-142
Map

