

Tax Increment Reinvestment Zone Board #1



April 3, 2024
Town Hall
2121 Cross Timbers Road
Flower Mound, TX 75028

6:00 p.m.

AGENDA

A. CALL TO ORDER

B. PLEDGE OF ALLEGIANCE TO THE AMERICAN FLAG AND TO THE TEXAS FLAG

"Honor the Texas flag; I pledge allegiance to thee, Texas, one state under God, one and indivisible."

C. PUBLIC COMMENT

The purpose of this item is to allow the public an opportunity to address the Board/Commission regarding any item on this agenda that is not a "Public Hearing." Issues regarding daily operational or administrative matters should first be dealt with by calling Town Hall at 972- 874-6000 during business hours. To speak to the Board/Commission during public comment, please fill out a comment form, which is located in the lobby of Town Hall.

In accordance with the Texas Open Meetings Act, the Board/Commission is restricted from discussing or acting on items not listed on the agenda.

- Speakers are limited to 3 minutes; a tone will sound at 30 seconds left and when time has expired, and times may be adjusted by the Chair depending on the number of speakers.
- Speakers must address their comments to the Board/Commission.
- Please state your name and address when speaking.

D. REGULAR ITEM(S)

1. Minutes 12/14/2023 - Consider approval of the minutes of the December 14, 2023, meeting of the Flower Mound Tax Increment Reinvestment Zone #1 (TIRZ #1) Board.
2. TIRZ#1 Amended and Restated Plan - Consider recommending approval of the Tax Increment Reinvestment Zone No. 1 (TIRZ #1) amended and restated Project and Finance Plan, ratifying the previous TIRZ # 1 Board actions relative to projects authorized, and to add additional projects already approved by the TIRZ #1 Board.

E. ADJOURN

I do hereby certify that the Notice of Meeting was posted on the bulletin board at the Town Hall for the Town of Flower Mound, Texas, in a place convenient and readily accessible to the general public at all times and said Notice was also posted on the Town's website in accordance with GC Section 551.056 on the following date and time: March 27, 2024, at 3:00 p.m., at least 72 hours prior to the scheduled time of said meeting.

Melody Eby, Staff Liaison

The Flower Mound Town Hall and Jody Smith Hall are wheelchair accessible. Requests for accommodation or interpretive services must be made 48 hours prior to this meeting by contacting Town Hall at 972.874.6000. Additional time limits will be provided for members of the public that need to address the Town Council through a translator.

Tax Increment Reinvestment Zone



December 14, 2023
Town Hall
2121 Cross Timbers Road
Flower Mound, TX 75028

6:00 PM

DRAFT MINUTES

A. CALL TO ORDER

Chairman Engel called the TIRZ #1 Board meeting to order at 6:00 PM, with the following members present:

Jim Engel, Chair, Councilmember, Place 4
David Johnson, Vice Chair
Mark Hargreaves, Board Member
Larry Lipscomb, Board Member
Tim Whisenant, Board Member
James W. Childers, Town Manager (Ex Officio)
Derek France, Mayor (Ex Officio)

constituting a quorum with the following members of the Town Staff participating:

Ray Watson, Director of Economic Development
Melody Eby, Senior Economic Development Specialist
Brian Waltenburg, Assistant Director of Engineering

B. PLEDGE OF ALLEGIANCE TO THE AMERICAN FLAG AND TO THE TEXAS FLAG

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In accordance with the Texas Open Meetings Act, the Board/Commission is restricted from discussing or acting on items not listed on the agenda.

- Speakers are limited to 3 minutes; a tone will sound at 30 seconds left and when time has expired, and times may be adjusted by the Chair depending on the number of speakers.
- Speakers must address their comments to the Board/Commission.

- Please state your name and address when speaking.

No speakers during public comment.

D. REGULAR ITEM(S)

1. Minutes 11/22/2022 - Consider approval of the minutes of the November 22, 2022, meeting of the Flower Mound Tax Increment Reinvestment Zone #1 (TIRZ #1) Board.

ACTION: David Johnson moved to approve D.1. as presented in the agenda caption. Timothy Whisenant seconded the motion.

AYES: Jim Engel, David Johnson, Larry Lipscomb, Mark Hargreaves, Timothy Whisenant

NAYS: None

ABSTAIN: None

RESULT: 5 : 0

2. 2023 Annual Report - Consider approval of the 2023 Annual Report of the Flower Mound Tax Increment Reinvestment Zone #1 (TIRZ #1).
Director of Economic Development, Ray Watson, provided an overview of the 2023 Annual Report of the Flower Mound Tax Increment Reinvestment Zone #1 (TIRZ #1), identifying or nothing:

- TIRZ Fund balance detail from October 1, 2022 to September 30, 2023
- TIRZ revenue and projections

Mr. Watson and James Childers responded to questions or comments from the TIRZ #1 Board regarding:

- winding down the TIRZ and going over the different approaches the Town can take to step down out of the TIRZ with TIRZ consultant, P3 Works
- discussing a future education session with P3 works, potentially in Q1 of 2024
- discussing a possible meeting in the spring or early summer of 2024 to discuss TIRZ housekeeping items
- working with the Council and County to see what potential projects the excess TIRZ funds could potentially be used for, and at the request of certain Board members, to continue to put the excess funds towards projects within the TIRZ boundaries, such as the River Walk
- clarifying the role of the Board in terms of recommending new projects to Town Council before TIRZ funds are spent

Assistant Director of Engineering, Brian Waltenburg, provided an update on the status of each active project that the TIRZ is currently funding:

- FM 1171 Westbound Turn Lane at FM 2499 Intersection
- FM 2499 at Waketon Road Intersection
- Karnes Road
- Rippy Road
- Waketon Road
- Adaptive Traffic Signal Upgrade
- East Waketon Road Drainage Improvements
- Morriss Road Water Lines Phase II
- Rippy Road Water Line Improvements
- Chinn Chapel Soccer Complex
- Pink Evening Primrose Trail Connection
- Peters Colony Memorial Park

Mr. Waltenburg responded to questions or comments from the TIRZ #1 Board regarding:

- what happens to the excess TIRZ funding that was approved, but not fully spent, for the FM 1171 Westbound Turn Lane at FM 2499 Intersection project
- clarifying that they are not asking for funding approval for the projects listed above, but it is rather just a status update on each respective project
- detailed update on the Adaptive Traffic Signal Upgrade, with the completion of the pilot with positive results with an improvement in traffic flow through the area
- the possible expansion of adaptive traffic signals if Council wishes to fund, and staff has the ability to look at other corridors

Upon the update of each active project that the TIRZ is funding, Mr. Waltenburg, Mr. Watson, Mr. Childers, and Melody Eby responded to questions or comments from the TIRZ #1 Board regarding:

- clarification on the timeline of when the Peters Colony Memorial Park funding was voted on by the TIRZ #1 Board, which was confirmed to be at the August 3, 2022 TIRZ #1 Board meeting
- maintaining cost-effectiveness of the active projects, with \$2.5 million of cost savings being returned back to the TIRZ fund
- confirmation of the ability to call an additional meeting in the next calendar year, in Q1 or Q2 2024, to discuss how to spend the excess TIRZ funds and on which projects, as well as an education session with P3 Works

ACTION: Timothy Whisenant moved to approve D.2. as presented in the agenda caption. David Johnson seconded the motion.

AYES:	Jim Engel, David Johnson, Larry Lipscomb, Mark Hargreaves, Timothy Whisenant
NAYS:	None
ABSTAIN:	None
RESULT:	5 : 0

E. ADJOURN

Chairman Engel announced the meeting was adjourned at 6:29 P.M.



**TAX INCREMENT
REINVESTMENT ZONE BOARD
#1
AGENDA D.2.
REGULAR ITEM(S)**

DATE: April 3, 2024

FROM: Tommy Dalton, Assistant Town Manager

ITEM: Consider recommending approval of the Tax Increment Reinvestment Zone No. 1 (TIRZ #1) amended and restated Project and Finance Plan, ratifying the previous TIRZ # 1 Board actions relative to projects authorized, and to add additional projects already approved by the TIRZ #1 Board.

BACKGROUND: The purpose of this item is to consider recommending approval of the TIRZ #1 amended and restated Project and Finance Plan (The Plan). The Plan (attachment 1) also ratifies the previous TIRZ # 1 Board actions relative to projects authorized, and adds additional projects already approved by the TIRZ #1 Board.

As mentioned, the projects included in The Plan have previously been reviewed and approved by the TIRZ #1 Board. This action formally updates the project and finance plan to include those projects.

The Town has been working with P3 Works LLC. (P3) to reconcile and update the project and finance plan for TIRZ #1. P3 will present the amended and restated Project and Finance Plan and will respond to questions from the Board.

BOARD REVIEW/CITIZEN FEEDBACK: The TIRZ #1 Board of Directors is making a recommendation to the Town Council.

ALTERNATIVES: N/A

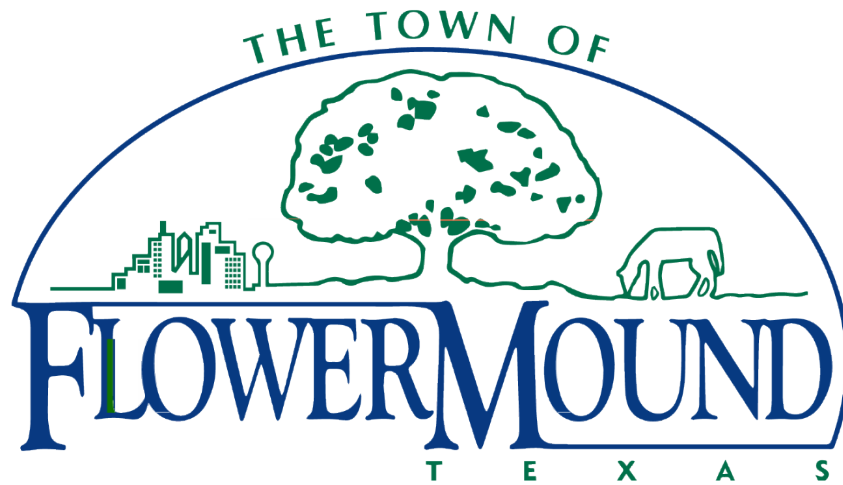
FISCAL IMPACT: N/A

LEGAL REVIEW: N/A

ATTACHMENTS:

1. TIRZ #1 Amended and Restated Plan

DRAFT MOTION: Move to approve as presented in the agenda caption.



TAX INCREMENT FINANCING
REINVESTMENT ZONE NUMBER ONE,
TOWN OF FLOWER MOUND, TEXAS
AMENDED AND RESTATED
PROJECT AND FINANCE PLAN
APRIL 15, 2024

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SECTION 1: DEFINITIONS

Capitalized terms used in this Amended Plan shall have the meanings given to them in **Section I** below unless otherwise defined in this Amended Plan or unless the context in which a term is used clearly requires a different meaning. Unless otherwise defined, a reference to a “Section,” or an “Exhibit,” shall be a reference to a Section of this Amended Plan or an Exhibit attached to and made a part of this Amended Plan for all purposes.

“**Act**” means Chapter 311, Texas Tax Code, Tax Increment Financing Act, as amended.

“**Additional Projects**” means those projects incorporated in this Amended Plan and to be funded in part or in whole from the Town Tax Increment only, as described in **Exhibit C-2**.

“**Administrative Costs**” means the actual, direct costs paid or incurred by or on behalf of the Town to administer the Zone, including planning, engineering, legal services, organizational costs, publicizing costs, or implementations costs paid by or on behalf of the Town that are directly related to the administration of the Zone. Administrative Costs shall include costs incurred prior to the adoption of this Amended Plan.

“**Amending Ordinance**” means Ordinance No. [REDACTED] considered by the Town Council on April 15, 2024.

“**Amended Plan**” means this *Amended and Restated Tax Increment Financing Reinvestment Zone Number One, Town of Flower Mound, Texas, Final Project and Finance Plan*.

“**Appraisal District**” means the Denton Central Appraisal District.

“**Board**” means the Board of Directors for the Zone.

“**Captured Appraised Value**” means the taxable value of the Zone, on a parcel-by-parcel basis for each year during the term of the Zone, as calculated and confirmed annually by the Appraisal Districts, less the Tax Increment Base.

“**Creation Ordinance**” means Ordinance No. 78-05 adopted by the Town Council on September 19, 2005, designating the creation of the Zone and the Board.

“**County**” means Denton County, Texas.

“**County TIRZ Increment**” means the portion of the County’s ad valorem tax increment collected and received by the County on the Captured Appraised Value in the Zone and too be deposited

into the TIRZ No. 1 Fund. Pursuant to the County Participation Agreement, the County TIRZ Increment will be equal to one hundred percent (100%) of the ad valorem real property taxes in years 1-5, ninety percent (90%) in years 6-10, eighty-five percent (85%) in years 11-15, and eighty percent (80%) in years 16-20.

“County Participation Agreement” means that certain Interlocal Agreement entered into by the Town and the County on August 7, 2006, detailing the Town and County’s participation in the Zone.

“Feasibility Study” means the economic feasibility study as prepared at the creation of the Final Plan as updated and amended by this Amended Plan, and focuses only on direct financial benefits, as further described in **Section 9.1** and shown on **Exhibit E**.

“Final Plan” means the *Tax Increment Financing Reinvestment Zone Number One, Town of Flower Mound, Texas, Project Plan* and the *Tax Increment Financing Reinvestment Zone Number One, Town of Flower Mound, Texas, Finance Plan*, approved by the Town Council on September 19, 2005.

“Non-Project Costs” means those certain costs that will be spent to develop in the Zone, but will not be financed by the Zone, and will be financed by private funds, as described in **Section 6** and shown on **Exhibit B**.

“Original Projects” means those projects included in the Final Plan and to be funded in part or in whole from the Town TIRZ Increment and County TIRZ Increment, as described in **Exhibit C-1**.

“Project Costs” means the total actual costs for projects in the Zone, including the cost of Original Projects, the cost of Additional Projects, and the Administrative Costs.

“Property” means approximately 1,465 acres of land as depicted on **Exhibit A** and described in **Exhibit H**.

“Public Improvements” means the public improvements including streets, signals, water, facilities, Riverwalk/Forum improvements, parks, other projects, and related infrastructure that serves the Property, including Original Projects and Additional Projects.

“Tax Increment Base” means total appraised value of taxable real property in the Zone at the time of creation of the Zone.

“**TIRZ No. 1 Fund**” means the tax increment fund created by the Town and segregated from all other funds of the Town.

“**Town**” means the Town of Flower Mound, Texas.

“**Town Council**” means the governing body of the Town.

“**Town TIRZ Increment**” means the portion of the Town’s ad valorem tax increment equal to one hundred percent (100%) of the ad valorem real property taxes collected and received by the Town on the Captured Appraised Value in the Zone, as further described in **Section 13.1**.

“**Zone**” means Tax Increment Financing Reinvestment Zone Number One, Town of Flower Mound, Texas, as depicted on **Exhibit A** and identified on **Exhibit H**.

SECTION 2: INTRODUCTION

2.1 Authority and Purpose

The Town has the authority under the Act to designate a contiguous or noncontiguous geographic area within the corporate limits or extraterritorial jurisdiction of the Town as a tax increment reinvestment zone to promote development or redevelopment of the area because the Town Council has determined that development or redevelopment would not occur solely through private investment in the reasonably foreseeable future, that the Zone is feasible, and that creation of the Zone is in the best interest of the Town and the property in the Zone. The purpose of the Zone is to facilitate such development or redevelopment by financing the costs of public works, public improvements, programs, and other projects benefiting the Zone, plus other costs incidental to those expenditures, all of which costs are authorized by the Act.

2.2 Eligibility Requirements

An area is eligible under the Act to be designated as a tax increment reinvestment zone if the area:

- 1) substantially arrests or impairs the sound growth of the municipality designating the Zone, retard the provision of housing accommodations, or constitutes an economic or social liability and is a menace to the public health, safety, morals, or welfare in its present condition; or
- 2) is predominantly open or undeveloped and, because of obsolete platting, deterioration of structures or site improvements, or other factors, substantially impairs or arrests the sound growth of the Town; or
- 3) is in a federally assisted new community located in the Town or in an area immediately adjacent to a federally assisted new community; or
- 4) is in an area described in a petition requesting that the area be designated as a reinvestment zone, if the petition is submitted to the governing body of the Town by the owners of property constituting at least fifty percent (50%) of the appraised value of the property in the area according to the most recent certified appraisal roll for the county in which the area is located.

The Town cannot, however, designate a zone if more than thirty percent (30%) of the property in the proposed zone, excluding property that is publicly owned, is used for residential purposes, or if the total appraised value of taxable real property in the proposed zone and in existing reinvestment zones exceeds fifty percent (50%) of the total appraised value of taxable real property in the Town and in industrial districts created by the Town.

2.3 The Zone

The Town Council created the Zone which includes the Property. The Property is currently zoned single family, agriculture, retail, commercial, industrial, office, and central business district. The Property was primarily open, undeveloped, or underdeveloped, and due to its size, location, and physical characteristics, development would not have occurred solely through private investment in the foreseeable future. The Property substantially impaired and arrested the sound growth of the Town because it was predominately open and undeveloped due to factors such as the lack of public infrastructure and the need for economic incentive to attract development to the Zone for the purpose of providing long-term economic benefits including, but not limited to, increased real property tax base for all taxing units in the Zone. If the Public Improvements are financed as contemplated by this Amended Plan, the Town envisions that the Property will be further developed to take full advantage of the opportunity to bring to the Town and County, a quality development.

2.4 Final Plan and Hearing

The Town Council prepared a Final Plan for the Zone in accordance with the Act and held a public hearing on the creation of the Zone and its benefits to the Town and to the Property, at which public hearing interested persons were given the opportunity to speak for and against the creation of the Zone, the boundaries of the Zone and the concept of tax increment financing, and at which hearing the owners of the Property were given a reasonable opportunity to protest the inclusion of their Property in the Zone. The requirement of the Act for a reinvestment zone financing plan was satisfied by the Final Plan, the purpose of which was to describe, in general terms, the Public Improvements that will be undertaken and financed by the Zone. A description of how such public improvements and projects will be undertaken and financed is provided within this Amended Plan, which requires approval by the Board and by the Town Council.

2.5 Creation of the Zone

Upon the closing of the above referenced public hearing, the Town Council adopted the Creation Ordinance in accordance with the Act creating the Zone finding that (1) development or redevelopment of the Property would not occur solely through private investment in the reasonably foreseeable future, (2) the Zone was feasible, (3) improvements in the Zone would significantly enhance the value of all the taxable real property in the Zone and be of general benefit to the Town, and (4) that the Zone met the eligibility requirements of the Act. Among other provisions required by the Act, the Creation Ordinance appointed the Board,

2.6 Board Recommendations

On September 18, 2005, the Board reviewed the Final Plan and recommended its approval to the Town Council. On March 26, 2024, the Board reviewed this Amended Plan and recommended its

approval to the Town Council, pursuant to which the Town will contribute the Town TIRZ Increment into the TIRZ No. 1 Fund to fund the costs of the Public Improvements benefiting the Zone.

2.7 Council Action

The Town Council will take into consideration the recommendations of the Board and consider this Amended Plan.

SECTION 3: DESCRIPTION AND MAPS

3.1 Existing Uses and Conditions

The Property is currently located within the corporate limits of the Town and is zoned single family, agriculture, retail, commercial, industrial, office, and central business district, in accordance with the Town’s zoning ordinance. The Property was undeveloped and underdeveloped at the time of creation, and there was limited public infrastructure to support development. Development required extensive public infrastructure that: (1) the Town could not provide, and (2) would not be provided solely through private investment in the foreseeable future. A map of the Property and the Zone is shown on **Exhibit A**.

3.2 Land Uses

The land uses of the Property are expected to be single-family residential, commercial, retail, industrial, institutional, office, and mixed use.

3.3 Parcel Identification

The parcels identified on **Exhibit H** provide sufficient detail to identify with ordinary and reasonable certainty the territory included in the Zone.

SECTION 4: PROPOSED CHANGES TO ORDINANCES, PLANS, CODES, RULES, AND REGULATIONS

The Property is wholly located within the corporate limits of the Town and is subject to the Town’s zoning regulation. The Town has exclusive jurisdiction over the subdivision and platting of the property within the Property and the design, construction, installation, and inspection of water, sewer, drainage, roadway, and other public infrastructure. No proposed changes to zoning ordinances, comprehensive plan, building codes, subdivision rules, or other municipal ordinances are planned.

SECTION 5: RELOCATION OF DISPLACED PERSONS

No persons were displaced and in need of relocation due to the creation of the Zone or will be due to the implementation of this Amended Plan.

SECTION 6: ESTIMATED NON-PROJECT COSTS

Non-Project Costs are private funds that will be spent to develop in the Zone but will not be financed by the Zone, and will be financed by other funds. The list of Non-Project Costs is shown on **Exhibit B**, and are estimated to be approximately \$1,304,368,000.

SECTION 7: PROPOSED PUBLIC IMPROVEMENTS

7.1 Categories of Public Improvements

The Public Improvements financed or to be financed by the Zone are shown on **Exhibit C**. All Public Improvements were or shall be designed and constructed in accordance with all applicable Town standards and were or shall otherwise be inspected, approved, and accepted by the Town. At the Town's option, the Public Improvements may be expanded to include any other category of improvements authorized by the Act.

7.2 Locations of Public Improvements

The estimated locations of the Public Improvements are depicted on **Exhibit G**. These locations may be revised, with the approval of the Town, from time to time without amending this Amended Plan.

SECTION 8: ESTIMATED PROJECT COSTS

8.1 Project Costs

The total Project Costs were originally estimated to be \$34,540,000 and have been amended to \$64,954,327, as shown on **Exhibit C**. The Public Improvements are split between two categories, the Original Projects, now estimated at \$38,695,825, and the Additional Projects, estimated at \$26,248,502. Payments have been made from the TIRZ No. 1 Fund equaling \$42,667,175, and therefore, the remaining Project Costs are estimated to be \$22,287,152.

8.2 Estimated Administrative Costs

The Administrative Costs shall be paid each year from the TIRZ No. 1 Fund before any other Project Costs are paid. In 2024, the Administrative Costs are estimated to be \$10,000.

8.3 Estimated Timeline of Incurred Costs

It is estimated the remaining Project Costs will be incurred during calendar year 2024, as shown on **Exhibit D**.

SECTION 9: FEASIBILITY STUDY

For purposes of this Amended Plan, the economic feasibility of the Zone has been demonstrated, as shown on **Exhibit E**. This evaluation focuses on only direct financial benefits (i.e. ad valorem tax revenues from the development of Public Improvements in the Zone). As shown on **Exhibit E**, during the term of the Zone, new development (which would not have occurred but for the Zone) will generate approximately \$83,664,010 in total new real property tax revenue, and the contributing taxing entities will retain \$4,613,565. The remaining additional revenue will be deposited in the TIRZ No. 1 Fund to pay Project Costs.

The Feasibility Study shows the cumulative Town TIRZ Increment is estimated to be \$53,320,494, which will be available to pay a portion of the Project Costs, until the term expires or is otherwise terminated. The remainder of the new Town real property tax revenue generated within the Zone and retained by the Town is estimated to be \$0 over the remaining term.

The Feasibility Study shows the cumulative County TIRZ Increment is estimated to be \$25,729,051, which will be available to pay a portion of the Project Costs, until the term expires or is otherwise terminated. The remainder of the new County real property tax revenue generated within the Zone and retained by the County is estimated to be \$4,613,565 over the remaining term.

The remainder of the new real property tax revenue generated within the Zone will be available to pay Project Costs, until the term expires or is otherwise terminated. Upon expiration or termination of the Zone, one hundred percent (100%) of all tax revenue generated within the Zone will be retained by the respective taxing entities. Based on the foregoing, the feasibility of the Zone has been demonstrated.

SECTION 10: ESTIMATED BONDED INDEBTEDNESS

No tax increment reinvestment zone bonds, issued by the Town pursuant to the Act, are contemplated at this time.

SECTION 11: APPRAISED VALUE

11.1 Tax Increment Base

The Tax Increment Base of the Zone is \$228,290,889, as provided by the Appraisal District, in accordance with the Act.

11.2 Estimated Captured Appraised Value

It is estimated that upon expiration of the term of the Zone, the total Captured Appraised Value of taxable real property in the Zone will be approximately \$1,753,115,739, as shown on **Exhibit E**. The actual Captured Appraised Value, as certified by the Appraisal District, for each year, will be used to calculate Town TIRZ Increment and the County TIRZ Increment to be deposited into the TIRZ No. 1 Fund pursuant to this Amended Plan.

SECTION 12: METHOD OF FINANCING

This Amended Plan shall obligate the Town to deposit the Town TIRZ Increment into the TIRZ No. 1 Fund each year for the duration of the Zone. For example, in FY 2024, the Town's ad valorem tax rate was \$0.38730 per \$100 of taxable value, therefore the Town would contribute \$0.38730 per \$100 of the Captured Appraised Value in the Zone levied and collected, to the TIRZ No. 1 Fund.

The County Participation Agreement obligates the County to deposit the County TIRZ Increment into the TIRZ No. 1 Fund each year for the duration of the Zone. For example, in FY 2024, the County's ad valorem tax rate was \$0.18949 per \$100 of taxable value, therefore the County would contribute \$0.1515880 per \$100 of the Captured Appraised Value in the Zone levied and collected, to the TIRZ No. 1 Fund.

Funds deposited into the TIRZ No. 1 Fund shall always first be applied to pay the Administrative Costs. After the Administrative Costs have been paid, funds in the TIRZ No. 1 Fund shall next be used to fund the Public Improvements. All payments of Project Costs shall be made solely from the TIRZ No. 1 Fund and from no other funds of the Town unless otherwise approved by the governing body, and the TIRZ No. 1 Fund shall only be used to pay the Project Costs in accordance with this Amended Plan. The Town may amend this Amended Plan including but not limited to what is considered a Project Cost.

SECTION 13: DURATION OF THE ZONE, TERMINATION

13.1 Duration

The stated term of the Zone commenced at the creation of the Zone, and shall continue until December 31, 2024, with the last payment due by January 31, 2025, unless otherwise terminated in accordance with the Creation Ordinance.

13.2 Termination

The Zone will terminate prior to the expiration of its stated term if the Project Costs have been fully funded. If upon the expiration of the stated term of the Zone, the Project Costs have not been fully funded, the Town and County shall have no obligation to pay the shortfall, and the term of the Zone shall not be extended. The provisions of this section shall be included in the County Participation Agreement. Nothing in this section is intended to prevent the Town from extending the term of the Zone in accordance with the Act.

LIST OF EXHIBITS

Unless otherwise stated, all references to "Exhibits" contained in this Amended Plan shall mean and refer to the following exhibits, all of which are attached to and made a part of this Amended Plan for all purposes.

Exhibit A	Map of the Zone
Exhibit B	Non-Project Costs
Exhibit C	Project Costs
Exhibit D	Estimated Timeline of Incurred Costs
Exhibit E	Feasibility Study
Exhibit F	Proposed Uses of the Zone
Exhibit G	Map of the Public Improvements
Exhibit H	Parcel Identification

EXHIBIT A – MAP OF THE ZONE

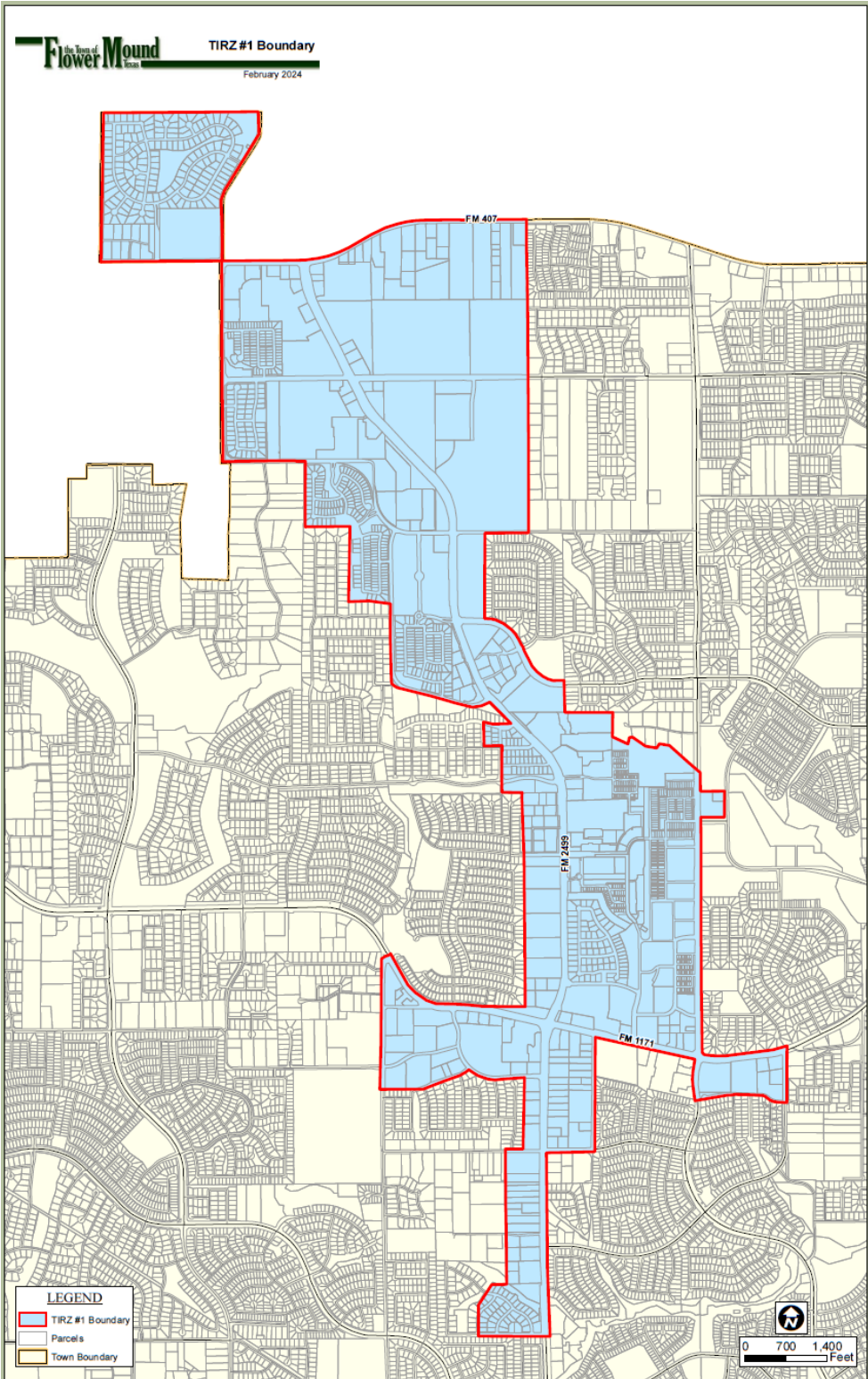


EXHIBIT B – NON-PROJECT COSTS

Reinvestment Zone Number One, Town of Flower Mound, Texas Non-Project Costs		
Non-Project Costs^{[a],[b]}		
Incremental Value	\$	1,695,404,866
Public Improvement Costs	\$	64,944,327
Estimated Non-Project Costs	\$	1,304,368,000
Footnotes		
[a] Non-Project Costs are estimated to be approximately 80% of the Incremental Value less the Public Improvement Costs.		
[b] Provided for illustrative purposes only, and subject to change.		

EXHIBIT C – PROJECT COSTS

Reinvestment Zone Number One, Town of Flower Mound, Texas Project Costs					
Project Costs					
Project Number	Project Name	2005 Budget	2024 Budget	Expended Costs	Remaining Balance
Original Projects^[a]					
Streets					
1	Dixon Lane (Chinn Chapel to Crestside)	\$ 3,500,000	\$ 2,685,267	\$ 2,685,267	\$ -
2	Chinn Chapel (FM 407 to Dixon)	\$ 425,000	\$ 1,387,500	\$ 1,387,500	\$ -
3	Chinn Chapel (Dixon to Waketon)	\$ 750,000	\$ 941,305	\$ 941,305	\$ -
4	Waketon Road (Rippy to Chinn Chapel)	\$ 400,000	\$ 5,439,161	\$ 4,993,608	\$ 445,553
5	Rippy Road (FM 2499 to Waketon)	\$ 2,115,000	\$ 8,500,000	\$ 2,788,913	\$ 5,711,087
6	Churchill Drive (East End to Yucca)	\$ 560,000	\$ 400,000	\$ 400,000	\$ -
Signals					
13	College Parkway at FM 2499	\$ 150,000	\$ 115,000	\$ 115,000	\$ -
Water					
14	FM 2499 West Side Waterline (FM 1171 to Dixon)	\$ 1,175,000	\$ 906,605	\$ 906,605	\$ -
16	FM 407 from FM 2499 to Country Meadows Addition	\$ 465,000	\$ 438,039	\$ 438,039	\$ -
Facilities					
18	Town Hall	\$ 12,000,000	\$ 11,266,856	\$ 7,550,068	\$ 3,716,788
19	Senior Citizen Activity Center	\$ 8,000,000	\$ 4,886,092	\$ 4,886,092	\$ -
Riverwalk Improvements					
24	Improvements in Riverwalk Area	\$ 5,000,000	\$ 730,000	\$ -	\$ 730,000
25	Riverwalk Parking Structure	\$ -	\$ 1,000,000	\$ 1,000,000	\$ -
Original Projects Subtotal		\$ 34,540,000	\$ 38,695,825	\$ 28,092,397	\$ 10,603,428
Additional Projects^[b]					
Streets					
7	FM 1171 at FM 2499 Westbound Right Turn Lane	\$ -	\$ 1,048,000	\$ 254,231	\$ 793,769
8	FM 1171 at FM 2499 Eastbound Right Turn Lane	\$ -	\$ 432,752	\$ 432,752	\$ -
9	FM 2499 at Waketon Intersection	\$ -	\$ 1,900,000	\$ 1,461,176	\$ 438,824
10	Karnes Road	\$ -	\$ 830,000	\$ 84,882	\$ 745,118
11	East Waketon Road Drainage Improvements	\$ -	\$ 1,900,000	\$ 287,497	\$ 1,612,503
Signals					
12	Morris Road Adaptive Traffic Signal Upgrade	\$ -	\$ 178,000	\$ 122,222	\$ 55,778
Water					
15	Rippy Road Water Line Improvements	\$ -	\$ 400,000	\$ -	\$ 400,000
17	Morris Waterline Project Phase 2	\$ -	\$ 2,317,153	\$ 2,317,153	\$ -
Facilities					
20	Library Renovation and Expansion	\$ -	\$ 12,027,346	\$ 7,825,459	\$ 4,201,887
Parks					
21	Peter's Colony Memorial Park	\$ -	\$ 2,955,000	\$ 346,309	\$ 2,608,691
22	Chinn Chapel Park	\$ -	\$ 650,000	\$ 613,950	\$ 36,050
23	Pink Evening Primrose Trail Connection (Bridge & Trail)	\$ -	\$ 915,000	\$ 598,462	\$ 316,538
Other Projects					
27	Town Center Master Plan	\$ -	\$ 50,685	\$ 50,685	\$ -
28	FM 407 Shared Retail Development	\$ -	\$ 180,000	\$ 180,000	\$ -
26	Other Projects	\$ -	\$ 464,566	\$ -	\$ 464,566
Additional Projects Subtotal		\$ -	\$ 26,248,502	\$ 14,574,778	\$ 11,673,724
Administrative Costs		\$ -	\$ 10,000	\$ -	\$ 10,000
Total Project Costs		\$ 34,540,000	\$ 64,954,327	\$ 42,667,175	\$ 22,287,152
Footnotes					
[a] Original Projects are funded by Town TIRZ Increment and County TIRZ Increment.					
[b] Additional Projects are funded by Town TIRZ Increment only.					

EXHIBIT D – ESTIMATED TIMELINE OF INCURRED COSTS

Reinvestment Zone Number One, Town of Flower Mound, Texas Estimated Timeline of Incurred Project Costs			
Zone Year	Calendar Year	Total Project Costs^[a]	
		Annual	Cumulative
20	2024	\$ 22,287,152	\$ 64,954,327
Total		\$ 64,954,327	
Footnotes			
[a] Estimate provided for illustrative purposes only.			

EXHIBIT E – FEASIBILITY STUDY

Reinvestment Zone Number One, Town of Flower Mound, Texas Feasibility Study

Zone Year	Calendar Year	Growth Year ^[a]	Added Development Value ^[b]	Town ^[c]		County ^[c]		Town				County				Total TIRZ Fund Contribution			
				New Taxable Value	Incremental Value	New Taxable Value	Incremental Value	TIRZ Increment		Retained New Revenue		TIRZ Increment		Retained New Revenue		Annual	Cumulative		
								%	Annual	Cumulative	Annual	Cumulative	%	Annual	Cumulative			Annual	Cumulative
1	2005			\$ 228,290,889		\$ 229,382,705		100%	\$ -	\$ -	\$ -	\$ -	100%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2	2006	2%	\$ 62,040,523	\$ 294,897,230	\$ 66,606,341	\$ 295,969,292	\$ 66,586,587	100%	\$ -	\$ -	\$ -	\$ -	100%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
3	2007	2%	\$ 54,933,288	\$ 355,728,463	\$ 127,437,574	\$ 356,587,442	\$ 127,204,737	100%	\$ 299,529	\$ 299,529	\$ -	\$ -	100%	\$ 154,428	\$ 154,428	\$ -	\$ -	\$ 453,956	\$ 453,956
4	2008	2%	\$ 70,949,361	\$ 433,792,393	\$ 205,501,504	\$ 432,633,064	\$ 203,250,359	100%	\$ 573,087	\$ 872,615	\$ -	\$ -	100%	\$ 300,063	\$ 454,491	\$ -	\$ -	\$ 873,150	\$ 1,327,106
5	2009	0.0%	\$ 8,430,372	\$ 442,222,765	\$ 213,931,876	\$ 443,177,566	\$ 213,794,861	100%	\$ 924,140	\$ 1,796,756	\$ -	\$ -	100%	\$ 479,203	\$ 933,694	\$ -	\$ -	\$ 1,403,344	\$ 2,730,450
6	2010	0.0%	\$ 16,774,166	\$ 458,996,931	\$ 230,706,042	\$ 459,984,122	\$ 230,601,417	100%	\$ 962,052	\$ 2,758,807	\$ -	\$ -	100%	\$ 534,060	\$ 1,467,754	\$ -	\$ -	\$ 1,496,111	\$ 4,226,561
7	2011	2%	\$ -	\$ 455,928,159	\$ 227,637,270	\$ 496,122,405	\$ 266,739,700	100%	\$ 1,037,485	\$ 3,796,292	\$ -	\$ -	90%	\$ 631,617	\$ 2,099,371	\$ -	\$ -	\$ 1,669,102	\$ 5,895,664
8	2012	2%	\$ 9,354,040	\$ 474,400,762	\$ 246,109,873	\$ 509,896,485	\$ 280,513,780	100%	\$ 1,023,685	\$ 4,819,977	\$ -	\$ -	90%	\$ 665,839	\$ 2,765,210	\$ 73,982	\$ 73,982	\$ 1,689,524	\$ 7,585,187
9	2013	2%	\$ 50,972,987	\$ 534,861,764	\$ 306,570,875	\$ 569,561,761	\$ 340,179,056	100%	\$ 1,106,756	\$ 5,926,733	\$ -	\$ -	90%	\$ 714,133	\$ 3,479,343	\$ 79,348	\$ 153,330	\$ 1,820,889	\$ 9,406,076
10	2014	2%	\$ 99,369,840	\$ 644,928,839	\$ 416,637,950	\$ 684,016,199	\$ 454,633,494	100%	\$ 1,378,649	\$ 7,305,383	\$ -	\$ -	90%	\$ 872,296	\$ 4,351,639	\$ 96,922	\$ 250,252	\$ 2,250,945	\$ 11,657,022
11	2015	2%	\$ 58,307,843	\$ 716,135,259	\$ 487,844,370	\$ 755,052,950	\$ 525,670,245	100%	\$ 1,829,041	\$ 9,134,423	\$ -	\$ -	90%	\$ 1,113,761	\$ 5,465,400	\$ 123,751	\$ 374,003	\$ 2,942,802	\$ 14,599,823
12	2016	2%	\$ 104,822,263	\$ 835,280,227	\$ 606,989,338	\$ 874,647,918	\$ 645,265,213	100%	\$ 2,141,637	\$ 11,276,060	\$ -	\$ -	85%	\$ 1,239,530	\$ 6,704,931	\$ 137,726	\$ 511,729	\$ 3,381,167	\$ 17,980,991
13	2017	2%	\$ 110,830,288	\$ 962,816,120	\$ 734,525,231	\$ 1,004,278,811	\$ 774,896,106	100%	\$ 2,664,683	\$ 13,940,743	\$ -	\$ -	85%	\$ 1,362,462	\$ 8,067,393	\$ 240,435	\$ 752,163	\$ 4,027,146	\$ 22,008,136
14	2018	2%	\$ 115,498,734	\$ 1,097,571,176	\$ 869,280,287	\$ 1,140,498,867	\$ 911,116,162	100%	\$ 3,224,566	\$ 17,165,309	\$ -	\$ -	85%	\$ 1,566,377	\$ 9,633,769	\$ 276,419	\$ 1,028,583	\$ 4,790,942	\$ 26,799,078
15	2019	0.0%	\$ 167,829,902	\$ 1,265,401,078	\$ 1,037,110,189	\$ 1,315,269,604	\$ 1,085,886,899	100%	\$ 3,816,140	\$ 20,981,449	\$ -	\$ -	85%	\$ 1,746,955	\$ 11,380,724	\$ 308,286	\$ 1,336,869	\$ 5,563,095	\$ 32,362,174
16	2020	0.0%	\$ 79,519,655	\$ 1,344,920,733	\$ 1,116,629,844	\$ 1,351,015,424	\$ 1,121,632,719	100%	\$ 4,526,986	\$ 25,508,435	\$ -	\$ -	85%	\$ 2,079,325	\$ 13,460,049	\$ 366,940	\$ 1,703,809	\$ 6,606,311	\$ 38,968,484
17	2021	2%	\$ 55,738,633	\$ 1,427,557,781	\$ 1,199,266,892	\$ 1,391,223,757	\$ 1,161,841,052	100%	\$ 4,874,089	\$ 30,382,525	\$ -	\$ -	80%	\$ 2,144,980	\$ 15,605,029	\$ 378,526	\$ 2,082,334	\$ 7,019,069	\$ 45,987,553
18	2022	2%	\$ 205,261,291	\$ 1,661,370,228	\$ 1,433,079,339	\$ 1,759,640,527	\$ 1,530,257,822	100%	\$ 4,857,031	\$ 35,239,556	\$ -	\$ -	80%	\$ 2,166,471	\$ 17,771,500	\$ 541,618	\$ 2,623,952	\$ 7,023,502	\$ 53,011,055
19	2023	2%	\$ 173,068,149	\$ 1,867,665,782	\$ 1,639,374,893	\$ 1,830,026,148	\$ 1,600,643,443	100%	\$ 5,803,971	\$ 41,043,527	\$ -	\$ -	80%	\$ 2,663,175	\$ 20,434,675	\$ 665,794	\$ 3,289,746	\$ 8,467,146	\$ 61,478,202
20	2024	3.0%	\$ -	\$ 1,923,695,755	\$ 1,695,404,866	\$ 1,884,926,932	\$ 1,655,544,227	100%	\$ 5,710,664	\$ 46,754,191	\$ -	\$ -	80%	\$ 2,785,670	\$ 23,220,345	\$ 696,418	\$ 3,986,163	\$ 8,496,334	\$ 69,974,536
21	2025	0.0%	\$ -	\$ 1,981,406,628	\$ 1,753,115,739	\$ 1,941,474,740	\$ 1,712,092,035	100%	\$ 6,566,303	\$ 53,320,494	\$ -	\$ -	80%	\$ 2,509,606	\$ 25,729,951	\$ 627,402	\$ 4,613,565	\$ 9,075,909	\$ 79,050,445
Total			\$ 1,443,701,336						\$ 53,320,494		\$ -			\$ 25,729,951		\$ 4,613,565		\$ 79,050,445	

Assumptions	
Base Taxable Value	\$ 228,290,889
2023 Town AV Rate	0.387300
2023 County AV Rate	0.189485

Footnotes	
[a]	Assumes 2% growth annually with two years of no growth each decade to simulate an economic downturn.
[b]	Added Development Value based on Town's actual growth.
[c]	Per information provided by the Town.

EXHIBIT F – PROPOSED USES OF THE ZONE

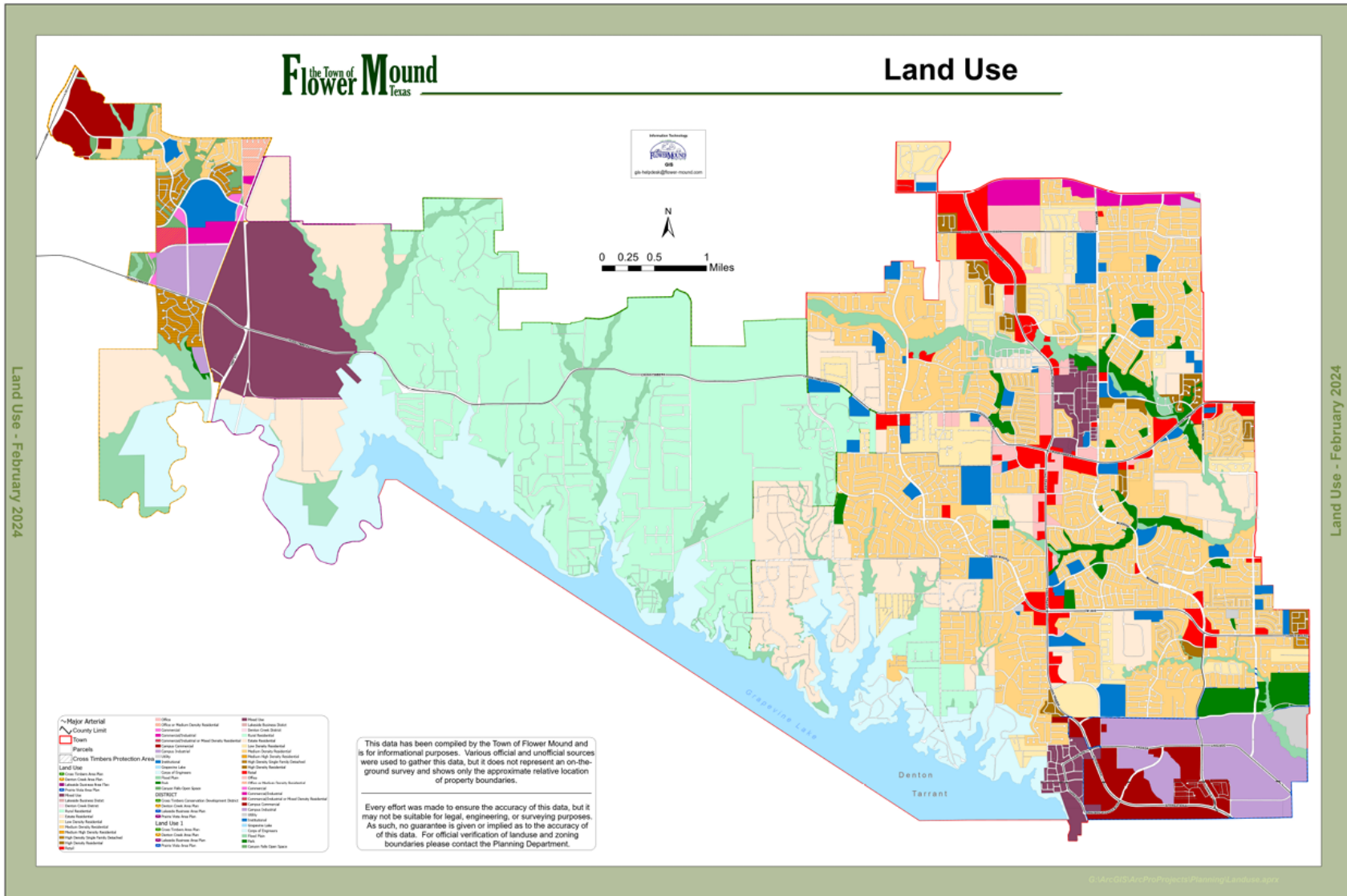


EXHIBIT G – MAP OF THE PUBLIC IMPROVEMENTS

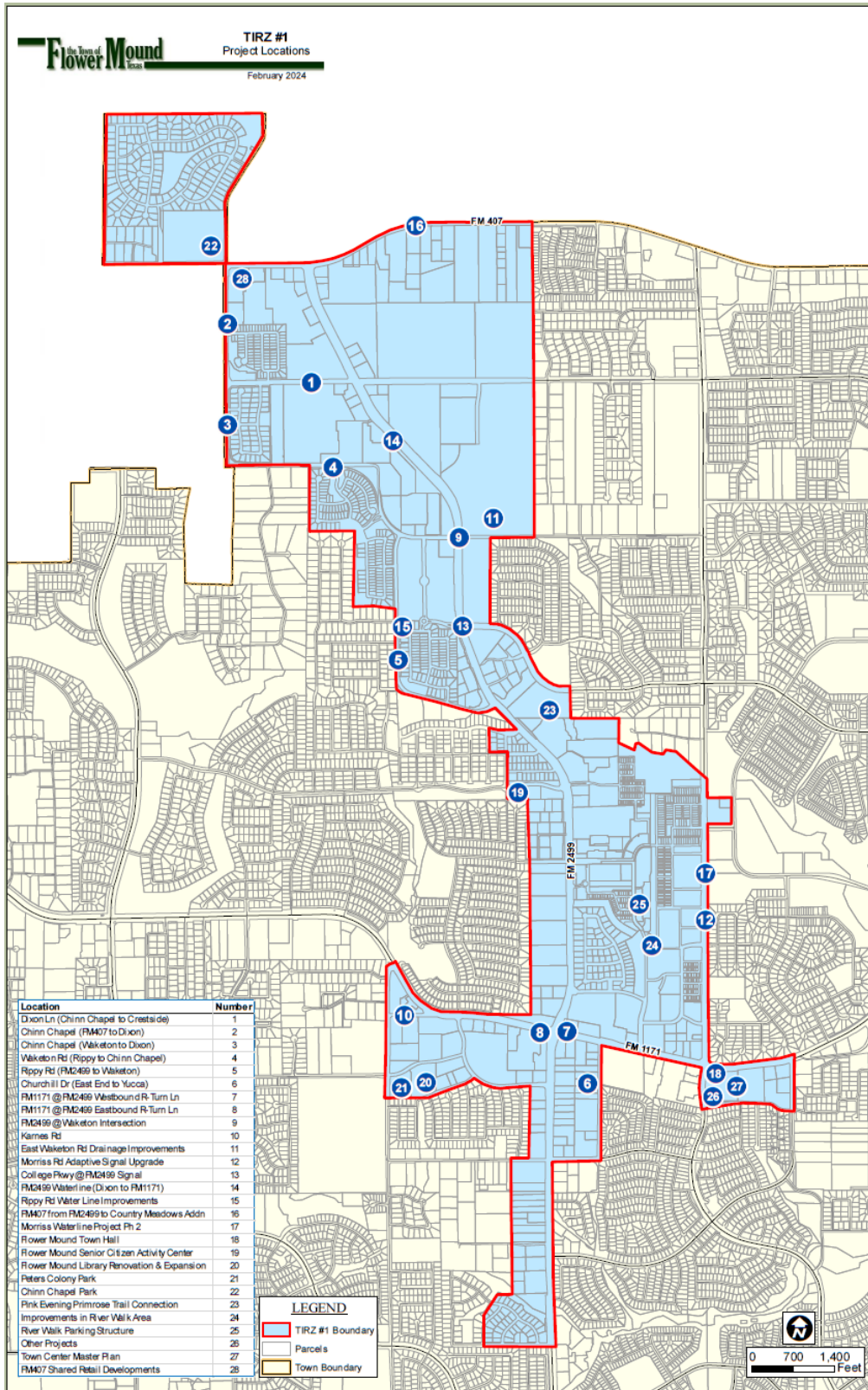


EXHIBIT H – PARCEL IDENTIFICATION

Property ID	Property ID	Property ID	Property ID	Property ID
18953	248866	05373	560711	130907
18957	248868	05369	130688	130912
210772	164978	05396	660513	130916
18978	248867	05399	130640	130932
18992	248869	05403	130694	130939
612925	248871	05407	130834	130588
18982	243061	05429	130698	130759
757325	248870	05423	187777	130980
19005	248874	05409	130639	130975
978908	248872	05412	130707	130969
18990	189137	05416	130828	130941
561915	243055	05420	130842	130963
73953	748957	130720	130634	1008217
18974	17375	130880	130817	130752
18985	182469	130750	130806	130593
200727	05547	130598	130810	130895
99047	06103	130986	130795	966338
200727	05485	676472	130632	130781
18971	05439	288382	130710	130550
561336	05436	05366	130714	130765
18964	05489	05357	498016	130558
244815	770998	05354	130630	130573
244816	06101	05349	130885	130562
244812	713650	05347	205965	130565
244817	05490	05344	130877	130771
244814	05393	05337	130873	130768
269686	05391	05339	130871	288379
18967	06098	05333	130734	288380
621841	05499	748961	130613	288381
244813	05492	117208	130846	966339
754891	05502	117209	130741	180599
241382	05495	05342	130855	130684
269691	05505	07254	130857	130642
966111	770999	496334	130869	187776
556877	05559	130680	130865	130763
700004	05387	130676	130604	130584
189486	05383	130673	130746	185168
199388	05380	130653	675223	747107
248864	05376	130648	130754	273096

Property ID	Property ID	Property ID	Property ID	Property ID
273097	04726	310057	303236	534962
273095	04722	310055	303211	534963
130835	99043	310054	585223	526684
156105	271992	701931	136333	613379
698539	271991	677506	563268	ROW
273094	17809	310058	208066	619922
201522	17805	310056	112327	619924
180345	231221	310059	308273	619921
180346	04717	136308	17693	619923
657697	04702	19419	661719	330530
273092	658813	301603	716919	330535
273091	17841	301602	308405	698397
196229	17792	301609	18980	698544
178351	291025	305981	21839	730057
187872	291023	202316	698525	330532
149103	269687	305999	648075	330534
657698	273892	305998	248873	338780
04740	301605	661718	523665	338780
04778	301606	310059	523343	559735
184824	301604	18357	611125	624078
04742	301607	647857	611126	496677
765498	301608	136317	523342	496680
185169	301610	17720	523482	496681
173490	733699	315313	523481	496679
184825	769914	18359	523480	667412
19637	19017	18361	523483	715613
193012	561917	18362	525339	496684
201524	279855	18364	523652	471420
765499	279853	18366	523656	471421
261754	279854	305982	523657	471418
04780	234830	269690	523658	471419
184826	234828	301933	523659	716910
179529	163555	557415	523655	471389
179530	234829	557416	523654	471388
261752	153570	262309	523653	471390
04735	284001	661714	523660	471394
149099	698398	303221	523661	471392
698750	303218	303237	523651	471391
171666	303219	303220	04765	471417
04731	303216	303235	04786	471416
17814	303212	303214	18376	471415

Property ID	Property ID	Property ID	Property ID	Property ID
471414	495664	211192	556878	566803
471413	495638	211192	556883	566802
471412	495671	211192	556882	566801
471395	495672	211192	556881	566800
471393	495647	211192	556880	566799
471387	495646	568222	556879	566798
471382	495651	211192	537589	566797
471372	495650	556841	556839	566796
471373	495645	556894	556836	566795
471374	495644	556887	556837	566794
471375	495643	556891	556838	566793
471376	495642	556890	556854	566792
471377	495641	556892	556846	566791
471378	495640	556889	556847	566790
471379	495639	556893	556845	566789
471380	495652	556888	556848	566788
471381	495654	556895	556844	566787
471384	495656	556886	556849	566786
471383	495655	556884	556843	566785
471385	495657	500868	556850	566784
471386	495658	556865	556842	566783
471370	495659	556856	556851	566806
471369	495660	556857	556840	566782
471371	495661	556858	556853	566781
471396	495662	556859	ROW	566780
471398	495663	556860	667413	566779
471403	495679	556861	310059	566778
471402	495667	556862	298749	566777
471401	211192	556863	561337	566776
471400	495649	556864	648032	566833
471399	495665	556866	566832	566834
471397	495668	556867	566867	566835
681982	495653	556868	728529	566836
471405	495648	556869	566845	566837
471406	498971	556870	566847	566848
471407	633845	556871	566805	566838
471408	301932	556872	566810	566839
471409	498969	556873	566809	566840
471410	498970	556874	566808	566841
471411	498972	556875	566807	566842
471422	211192	556876	566804	566844

Property ID	Property ID	Property ID	Property ID	Property ID
566830	566831	633801	652990	652954
566829	566872	633800	652989	652959
566828	566843	633799	652987	652958
566827	566811	633798	652984	652957
566826	568221	633796	653037	652956
566825	624079	633806	653036	652955
566824	563269	633807	653027	652986
566823	633797	633808	653035	652953
566822	633822	633809	653034	652952
566821	633839	633810	653033	652998
566820	633789	633837	653032	652999
566861	633811	633841	653031	653000
566853	633842	633838	653030	653001
566871	633836	633840	653029	653002
566849	633829	633824	653028	653003
566870	633835	633819	653015	653004
566850	633834	633820	653016	653005
566869	633833	633821	653021	653006
566851	633832	633823	653026	652985
566868	633831	633825	653020	744724
566852	633830	633827	653019	652970
566866	633828	633816	653018	652972
566854	633847	633814	653017	652971
566860	633848	633812	653025	652969
566865	633849	633813	653024	652968
566864	633850	633815	653023	652967
566863	633844	471322	653022	652966
566862	633846	633851	653011	652965
566855	633843	652946	653012	652964
566856	633795	653009	653013	652963
566857	633794	653010	653014	744725
566859	633793	649981	652982	744723
566858	633792	653007	652973	652951
566812	633791	652988	652974	652947
566813	633790	652997	652975	652948
566819	633818	652996	652976	652949
566818	633817	652995	652977	652950
566817	633805	652994	652978	652983
566816	633804	652993	652979	652930
566815	633803	652992	652980	652931
566814	633802	652991	652981	652932

Property ID	Property ID	Property ID	Property ID	Property ID
652933	675276	675236	677481	677487
652934	675277	675224	677435	677489
652935	675278	675227	677440	677490
652936	675270	675228	677439	677491
652937	675264	675229	677438	677485
652938	675274	675230	677437	677497
652939	675271	675231	677436	677494
652940	675269	675235	677441	677496
652941	675268	675232	677442	677499
652942	675267	675233	677419	677500
652943	675273	675225	677417	677498
652944	675266	675215	677418	677495
652945	675265	675216	677501	677493
268202	675256	675217	677508	677473
268200	675257	675218	677431	677471
648033	675258	675226	677422	677468
693500	675259	675219	677429	677469
667656	675272	675220	677424	677472
667598	675260	675221	677426	677470
648074	675261	675222	677423	677474
648076	675262	677511	677425	677467
675263	675237	677513	677427	677466
715621	675252	677510	677428	677477
657699	675255	677512	677421	677465
658812	675253	677509	677420	677464
667618	675245	677403	677430	677463
667619	675246	677448	677404	677462
667415	675247	677434	677409	677461
667417	675248	677433	677414	677460
613379	675254	677505	677411	677476
667416	675249	677432	677413	677475
667421	675250	677450	677407	677452
496678	675251	677449	677405	677454
675285	675243	677504	677408	677451
675275	675242	677502	677406	677453
675279	675241	677482	677410	677456
675284	675240	677484	677412	677446
675282	675244	677483	677416	677507
675283	675239	677478	677492	677444
675280	675238	677479	677488	677445
675281	675234	677480	677486	677447

Property ID	Property ID	Property ID	Property ID	Property ID
677455	693496	667622	667642	716947
677503	693491	667611	667667	716938
677458	693490	667623	667643	716935
677457	693489	667610	667666	716936
677459	693488	667624	667644	716926
677514	693487	667609	667665	716928
679991	693486	667625	667645	716929
748963	693485	667608	667674	716927
693511	693510	667626	667655	716957
693502	693503	667607	667664	716955
693477	693504	667636	667646	716956
693470	693507	667616	667663	716954
693474	693508	667627	667647	716952
693476	693506	667606	667662	716943
693468	693505	667628	667648	716942
693475	693509	667605	667661	716941
693473	693478	667629	667649	716940
693467	693479	667604	667660	716939
693469	693482	667630	667650	716937
693472	693483	667603	667659	716931
693471	693484	667631	667651	716920
693466	693481	667602	667658	716934
693524	693480	667632	667652	716933
693523	693499	667601	667657	716932
693513	523658	667633	667653	716921
693516	744740	667600	705222	716922
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