

Tax Increment Reinvestment Zone Board #2



December 16, 2024
Town Hall
2121 Cross Timbers Road
Flower Mound, TX 75028

5:00 p.m.

In accordance with section 551.127 of the Texas Government Code (Open Meeting Act) this meeting will be an in-person meeting with either a member of the Tax Increment Reinvestment Zone Board #2, staff, or consultant, participating by video conference. The public meeting location will be Flower Mound Town Hall, 2121 Cross Timbers Rd Flower Mound, Texas. The Mayor, as presiding officer of Town Council, and a quorum of the Town Council will be physically present at this location. The location where the Mayor is physically present shall be open to the public during the open portions of the meeting.

AGENDA

A. CALL TO ORDER

B. 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.

C. CONSENT ITEM

This part of the agenda consists of non-controversial, or "housekeeping" items required by law. Items may be removed from Consent by any Commissioner by making such request prior to a motion and vote.

1. Minutes - 5/20 - Consider approval of the minutes from a meeting held on May 20, 2024.

D. REGULAR ITEM

1. TIRZ #2 - Amended and Restated Plan - Consider approval of an amended and restated plan for Reinvestment Zone Number 2 (TIRZ #2).

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: December 13, 2024, at 3:00 p.m., at least 72 hours prior to the scheduled time of said meeting.

Theresa Scott, Town Secretary

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 Board #2



May 20, 2024
Town Hall
2121 Cross Timbers Road
Flower Mound, TX 75028

5:15 p.m.

DRAFT MINUTES

A. CALL TO ORDER

Chair Moore called the meeting to order at 5:15 p.m. with the following members present:

Cheryl Moore, Mayor
Ann Martin, Deputy Mayor Pro Tem (remotely)
Adam Schiestel, Councilmember Place 1
Chris Drew, Councilmember Place 2
Brian Taylor, Councilmember Place 3
Janvier Werner, Councilmember Place 4

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

Theresa Scott, Town Secretary
James W. Childers, Town Manager
Tommy Dalton, Assistant Town Manager
Tiffany Bruce, Assistant Town Manager/Town Engineer
John Zagurski, Chief Financial Officer

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

Chair Moore led the pledges.

C. PUBLIC COMMENT

No one spoke.

D. CONSENT ITEM(S)

1. Minutes - 4/15 - Consider approval of the minutes from April 15, 2024.

ACTION: Brian Taylor moved to approve D.1. as presented in the agenda caption. Chris Drew seconded the motion.
AYES: Ann Martin, Adam Schiestel, Chris Drew, Brian Taylor, Janvier Werner, Cheryl Moore
NAYS: None
ABSTAIN: None

RESULT: 6 : 0

E. REGULAR ITEM(S)

1. La Estancia Capital Improvement Agreement - Consider approval of a Capital Improvement Agreement for the La Estancia Development, establishing a process and providing for the reimbursement of impact fees, and TIRZ #2 revenues for qualified capital improvement costs.

Mr. Dalton gave a presentation identifying or noting:

- TIRZ goals overview
- TIRZ # 2 boundary
- project location
- Capital Improvement Agreement (CIA) - projects
- process
- CIA additions
- CIA correction

ACTION: Adam Schiestel moved to approve E.1. as presented in the agenda caption, with updated TIRZ definitions. Brian Taylor seconded the motion.

AYES: Ann Martin, Adam Schiestel, Chris Drew, Brian Taylor, Janvier Werner, Cheryl Moore

NAYS: None

ABSTAIN: None

RESULT: 6 : 0

F. ADJOURN

Chair Moore adjourned the meeting at 5:20 p.m. and all were in favor.

TOWN OF FLOWER MOUND, TEXAS

CHERYL MOORE, MAYOR

ATTEST:

THERESA SCOTT, TOWN SECRETARY



TAX INCREMENT REINVESTMENT ZONE BOARD #2 AGENDA D.1. REGULAR ITEM

DATE: December 16, 2024
FROM: Tommy Dalton, Assistant Town Manager
ITEM: Consider approval of an amended and restated plan for Reinvestment Zone Number 2 (TIRZ #2).

BACKGROUND: The purpose of this item is to consider an ordinance amending the TIRZ #2 (Zone) final project and finance plan (Plan) to increase the Town's participation in the Zone from 50% to 80%. The Zone was initially created by Ordinance 47-23 on [November 6, 2023](#), and the final project and financing plan for the Zone was created by Ordinance 11-24 on [March 18, 2024](#).

Since that time, the Town partnered with the Denton County Judge and the County's office of economic development to identify economic development programs to attract development for the purpose of providing long-term economic benefits including, but not limited to, increased real property tax base and sales tax for all taxing units in the Zone.

The Town collaborated with the County to identify an economic development fund and program (ED Program) for a defined area within the Zone designed to aid the financial success of the Zone, Town, and County. In this partnership with the County, the Town would dedicate 30% of its 80% participation rate to the ED Program, leaving the remaining 50% dedicated to the previously identified infrastructure projects outlined in the final plan created by Ordinance 11-24.

The Judge and the County are considering an 80% participation rate which is currently on the Denton County Commissioners Court agenda for [December 17, 2024](#) (the Town's companion item is J3 on this agenda). Since the County's funds cannot go towards economic development, the Judge has offered the County's participation toward infrastructure projects identified as Tier 1 and Tier 2 projects (specifically roads, water, water reuse, sewer, drainage, parks, including infrastructure supporting parks, and trail projects) within the plan to facilitate economic development in the Town and southern Denton County.

Allocation of the funds and details of the ED Program, including developer obligations, are outlined in Section 12 and Section 13 respectively. The plan also grants Chapter 380 powers to the TIRZ #2 Board of Directors in administering the ED Program.

The plan incorporates additional maps of the projects for clarity and does not expand the boundaries or extend the term of the Zone.

BOARD REVIEW/CITIZEN FEEDBACK: N/A

ALTERNATIVES: The Board may approve, deny, or make changes to the amended and restated plan.

FISCAL IMPACT: N/A

N/A

LEGAL REVIEW: N/A

ATTACHMENTS:

1. Draft Amended and Restated Plan

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

**TOWN OF FLOWER MOUND, TEXAS
ORDINANCE NO. [REDACTED]**

AN ORDINANCE OF THE TOWN COUNCIL OF THE TOWN OF FLOWER MOUND, TEXAS, APPROVING AN AMENDED AND RESTATED PROJECT AND FINANCE PLAN FOR REINVESTMENT ZONE NUMBER TWO, TOWN OF FLOWER MOUND, TEXAS; MAKING CERTAIN FINDINGS; PROVIDING THAT THIS ORDINANCE SHALL BE CUMULATIVE OF ALL ORDINANCES; PROVIDING A SEVERABILITY CLAUSE; PROVIDING AN EFFECTIVE DATE.

WHEREAS, on November 6, 2023, the Town Council of the Town of Flower Mound, Texas (the "Town Council"), by the adoption of Ordinance No. 47-23, created Reinvestment Zone Number Two, Town of Flower Mound, Texas (the "Zone"); and

WHEREAS, Section 311.011(d), Texas Tax Code, provides that the Town Council must approve a project plan and reinvestment zone finance plan after its adoption by the board of the reinvestment zone; and

WHEREAS, on December 16, 2024, the Board of Directors of the Zone adopted and recommended approval of the *Reinvestment Zone Number Two, Town of Flower Mound, Texas, Amended and Restated Project and Finance Plan* (the "Amended and Restated Project and Finance Plan"), a copy of which is attached hereto as **Exhibit A**; and

WHEREAS, pursuant to Section 311.011(d), Texas Tax Code, the Town Council finds that the Amended and Restated Project and Finance Plan is feasible.

NOW, THEREFORE, BE IT ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF FLOWER MOUND, TEXAS:

SECTION 1.

That the recitals, findings, and determinations contained in the preamble to this Ordinance are incorporated into the body of this Ordinance as if fully set forth in this Section and are hereby found and declared to be true and correct legislative findings and are adopted as part of this Ordinance for all purposes.

SECTION 2.

That the Town Council does hereby approve the Amended and Restated Project and Finance Plan, a copy of which is attached hereto as **Exhibit A** and incorporated herein for all purposes.

SECTION 3.

This Ordinance shall be cumulative of all provisions of ordinances and of the Code of Ordinances, Town of Flower Mound, Texas, as amended, except where the provisions of this Ordinance are in direct conflict with the provisions of such ordinances and such Code, in which event the conflicting provisions of such ordinances and such Code are hereby repealed.

SECTION 4.

That if any provision, section, subsection, sentence, clause or phrase of this Ordinance, or the application of same to any person or set of circumstances, is for any reason held to be invalid, the validity of the remaining provisions of this Ordinance or their application to other persons or sets of circumstances shall not be affected thereby, it being the intent of the Town Council in adopting this Ordinance that no provision of this Ordinance shall become inoperative because of the invalidity of another provision; and, therefore, all provisions of this Ordinance are declared severable for that purpose.

SECTION 5.

This Ordinance shall take effect immediately upon its passage as provided by law.

PASSED AND APPROVED on this 16th day of December 2024.

Cheryl Moore, Mayor

ATTEST:

Theresa Scott, Town Secretary

Exhibit A

Reinvestment Zone Number Two, Town of Flower Mound, Texas
Amended and Restated Project and Finance Plan



REINVESTMENT ZONE NUMBER TWO,
TOWN OF FLOWER MOUND, TEXAS
AMENDED AND RESTATED FINAL PROJECT AND
FINANCE PLAN
DECEMBER 16, 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** 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.

“**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.

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

“**Amending Ordinance**” means Ordinance No. [REDACTED], considered by the Town Council on December 16, 2024, which serves to approve this Amended Plan.

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

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

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

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

“**CIP Eligible Projects**” means those certain Tier One Projects and Tier Two Projects from the Town’s Capital Improvement Plan, which can be reimbursed first through Impact Fees and then are eligible for funding from the Town TIRZ Increment within the Infrastructure Fund.

“**County TIRZ Increment**” means the portion of the County’s ad valorem tax increment equal to eighty percent (80%) of the ad valorem real property taxes collected and received by the County on the Captured Appraised Value in the Zone, pursuant to the County Participation Agreement.

“**County Participation Agreement**” means that certain agreement to be entered into by the City and the County detailing the County’s participation in the Zone.

“Creation Ordinance” means Ordinance No. 47-23 adopted by the Town Council on November 6, 2023, designating the creation of the Zone and the Board.

“Developer” means any entity or its assignees who entered into a TIRZ Agreement to be reimbursed for the costs to construct or for the costs to acquire Public Improvements under the Economic Development Program.

“Economic Development Fund” means the subaccount within the TIRZ No. 2 Fund in which a portion of the Town TIRZ Increment shall be deposited, as further described in **Section 12.2**, and which such funds shall be used for the Economic Development Program.

“Economic Development Provision” means Section 311.010(h) of the Act, Chapter 380 of the Texas Local Government Code, and Article III, Section 52-a, Texas Constitution, as amended.

“Economic Development Program” means the economic development program authorized by the Economic Development Provision, which allows the Board, subject to the approval of the Town Council, to establish and provide for the administration of one or more programs necessary or convenient to implement and achieve the purposes of this Amended Plan, which programs are for the public purposes of developing and diversifying the economy of the Zone and developing business and commercial activity within the Zone, and may include programs to make grants of any lawfully available money from the TIRZ No. 2 Fund, including activities that benefit the Zone and stimulate business and commercial activity in the Zone.

“Feasibility Study” means the economic feasibility study as evaluated over the term of the Zone and focused only on direct financial benefits, as shown on **Exhibit F**.

“Final Plan” means the *Reinvestment Zone Number Two, Town of Flower Mound, Texas Final Project and Finance Plan*, approved by the Town Council on March 18, 2024.

“Infrastructure Fund” means the subaccount within the TIRZ No. 2 Fund, in which a portion of the Town TIRZ Increment and the County TIRZ Increment shall be deposited, as further described in **Section 12.2**, and which such funds shall be used to fund Tier One Projects and Tier Two Projects.

“Municipal Services” means those certain costs required for the Town to provide services to the Property, including but not limited to police, fire, and emergency services attributable to the Zone.

“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 C**.

“Planned Development” means approximately 1,610.236 acres of land within the Zone which boundary is collectively described in Ordinance No. 48-22 and Ordinance No. 10-22, and is depicted on **Exhibit B**.

“Preliminary Plan” means the *Reinvestment Zone Number Two, Town of Flower Mound, Texas Preliminary Project and Finance Plan*, approved by the Town Council on November 6, 2023.

“Project Costs” means the total costs for projects in the Zone, including actual costs of the Public Improvements, the Administrative Costs, Municipal Services, and the Economic Development Program, as listed in **Exhibit D**.

“Property” means 3,962.176 acres of land as depicted on **Exhibit A** and identified on **Exhibit I**.

“Public Improvements” means the proposed Tier One Projects and Tier Two Projects to be financed by the Zone, as detailed on **Exhibit D** and depicted on **Exhibit H**.

“Remainder Property” means the entirety of the Zone save and except the Planned Development.

“Tax Increment Base” means total appraised value of taxable real property in the Zone at the time of creation of the Zone, as calculated and certified by the Appraisal District.

“Tier One Projects” means the proposed public improvements to be financed by the Zone which includes streets, storm sewer, water, water reuse, wastewater, parks, soft costs, and contingency, as detailed on **Exhibit D** and depicted on **Exhibit H**.

“Tier Two Projects” means the proposed public improvements to be financed by the Zone which includes trails, public open space improvements, monumentation, public facilities, soft costs, and contingency, as detailed on **Exhibit D** and depicted on **Exhibit H**.

“TIRZ Agreement” means any current or future reimbursement agreement entered into between the Town, the Board, and a Developer.

“TIRZ No. 2 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 eighty percent (80%) of the ad valorem real property taxes collected and received by the Town on the Captured Appraised Value of the Zone.

“Zone” means Reinvestment Zone Number Two, Town of Flower Mound, Texas, as depicted on **Exhibit A**, and parcels identified on **Exhibit I**.

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 determined that development or redevelopment would not occur solely through private investment in the reasonably foreseeable future, that the Zone is economically 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 Property within the Zone is currently located within the corporate limits of the Town as shown on **Exhibit A**. The Property is predominantly open, undeveloped or underdeveloped, and substantially impairs and arrests the sound growth of the Town. Due to its size, location, and physical characteristics development would not occur solely through private investment in the foreseeable future. At the time of creation, the Property used for residential purposes within the Zone did not exceed thirty percent (30%), and the Zone did not exceed fifty percent (50%) of the total appraised value of taxable real property in the Town and in industrial districts created by the Town. The Property lacks public infrastructure and requires economic incentive to attract development 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 developed to take full advantage of the opportunity to bring to the Town, and County, a quality development.

2.4 Preliminary Plan and Hearing

Before the Town Council adopted the Creation Ordinance, the Town Council prepared the Preliminary Plan 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 preliminary reinvestment zone financing plan was satisfied by the Preliminary 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 were determined by the Preliminary 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 and finding the following:

- 1) that development or redevelopment of the Property would not occur solely through private investment in the reasonably foreseeable future,
- 2) that the Zone was feasible,
- 3) that improvements in the Zone will significantly enhance the value of all the taxable real property in the Zone and will be of general benefit to the Town, and
- 4) that the Zone meets the eligibility requirements of the Act.

Among other provisions required by the Act, the Creation Ordinance appointed the Board.

2.6 Board Recommendations

After the creation of the Zone, the Board reviewed the Final Plan and recommended its approval to the Town Council. On December 16, 2024, the Board shall review this Amended Plan and recommend its approval to the Town Council, pursuant to which the Town shall contribute the Town TIRZ increment into the TIRZ No. 2 Fund to pay a portion of the Project Costs benefiting the Zone. If the County participates in the Zone, then pursuant to the County Participation Agreement, the County shall contribute the County TIRZ Increment into the TIRZ No. 2 Fund to pay a portion of the Project Costs benefiting the Zone.

2.7 Council Action

The Town Council will take into consideration the recommendations of the Board and consider the Amending Ordinance, which serves to implement this Amended Plan and amend the Town TIRZ Increment.

SECTION 3: DESCRIPTION AND MAPS

3.1 Existing Uses and Conditions

The Property is within the corporate limits of the Town, and is currently zoned water recreation, commercial, open space, mixed use, interim holding, single family, and multi-family. The Property is primarily undeveloped or underdeveloped, and there is no public infrastructure to support development. Development requires extensive public infrastructure that: (1) the Town could not provide, and (2) would not be provided solely through private investment in the foreseeable future.

3.2 Proposed Uses

The proposed uses of the Property in the Town include residential and commercial, as shown on **Exhibit G**.

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

The Property is wholly located in the corporate limits of the Town and is subject to the Town's zoning regulations. 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 at this time. Should zoning changes be desired or needed, request will follow Town subdivision ordinance.

SECTION 5: RELOCATION OF DISPLACED PERSONS

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

SECTION 6: ESTIMATED NON-PROJECT COSTS

Non-Project Costs are costs that will be spent to develop 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 C** and are estimated to be approximately \$1,129,106,311.

SECTION 7: PROPOSED PUBLIC IMPROVEMENTS

7.1 Categories of Public Improvements

All Public Improvements shall be designed and constructed in accordance with all applicable Town standards and 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 Location of Public Improvements

The estimated locations of the proposed Public Improvements are depicted on **Exhibit H**. 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 for the Zone, which includes the cost of Public Improvements, Municipal Services, the Economic Development Program, and Administrative Costs are estimated to be \$828,000,360, as detailed on **Exhibit D**.

8.2 Estimated Public Improvement Costs

The estimated cost of Public Improvements within the Zone, which includes Tier One Projects and Tier Two Projects, is approximately \$605,083,622, as shown on **Exhibit D**.

8.3 Estimated Cost of Municipal Services

The estimated costs of Municipal Services within the Zone are approximately \$107,872,317, as shown on **Exhibit D**.

8.4 Estimated Economic Development Program Costs

The estimated cost of the Economic Development Program within the Zone is approximately \$114,233,060, as shown on **Exhibit D**.

8.5 Estimated Administrative Costs

The Administrative Costs are estimated to be \$20,000 annually and escalating at two percent (2%) thereafter and shall be paid each year from the TIRZ No. 2 Fund before any other Project Costs are paid.

8.6 Estimated Timeline of Incurred Costs

The Administrative Costs, Municipal Services, and Economic Development Program will be incurred annually for the duration of the Zone. It is estimated the Public Improvements will be constructed between 2024 and 2053, as shown on **Exhibit E**, and funded annually over the remaining term of the Zone.

SECTION 9: ECONOMIC FEASIBILITY

The Feasibility Study focuses on only direct financial benefits (i.e. ad valorem tax revenues from the development of Public Improvements in the Zone). Based on the Feasibility Study, during the term of the Zone, the Property will generate approximately \$558,656,623 in total new real property tax revenue for the participating taxing entities. Approximately \$354,055,420 will be deposited into the TIRZ No. 2 Fund (or the appropriate subaccount) to pay for the Project Costs over the life of the Zone. The remaining real property tax revenue over that period, estimated at \$204,601,203, shall be retained by the participating taxing entities as shown in **Exhibit F**.

The Feasibility Study shows the cumulative Town TIRZ Increment is estimated to be \$304,621,493, 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 \$70,498,651 over the term.

The Feasibility Study shows the cumulative County TIRZ Increment, if applicable, is estimated to be \$49,433,928, which will be available to pay a portion of the Project Costs, subject to the County Participation Agreement, 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 \$134,102,551 over the term.

One hundred percent (100%) of all taxing revenues generated for other taxing entities by the new development 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 or public indebtedness by the Town secured by the tax increments pursuant to the Act is contemplated at this time. The Town reserves the right, at its discretion, to issue bond indebtedness utilizing revenue from TIRZ No. 2 Fund.

SECTION 11: APPRAISED VALUE

11.1 Tax Increment Base

The Tax Increment Base is estimated to be \$9,135,805 and shall be confirmed by the Appraisal District. Each year, the Appraisal District shall confirm the Captured Appraised Value of the Zone.

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 \$9,441,201,520, as shown on **Exhibit F**. The actual Captured Appraised Value, as certified by the Appraisal District each year, will be used to calculate the Town TIRZ Increment, and if applicable, the County TIRZ Increment, pursuant to the County Participation Agreement.

SECTION 12: METHOD OF FINANCING

12.1 TIRZ Fund Contributions

This Amended Plan shall obligate the Town to deposit the Town TIRZ Increment into the TIRZ No. 2 Fund each year for the duration of the Zone. For example, in FY 2024, the Town's ad valorem tax rate was \$0.387278 per \$100 of taxable value, therefore the Town would contribute \$0.309822 per \$100 of the Captured Appraised Value in the Zone levied and collected, to the TIRZ No. 2 Fund (or appropriate subaccount).

If applicable, the County Participation Agreement shall obligate the County to deposit the County TIRZ Increment into the TIRZ No. 2 Fund each year for the duration of the County Participation Agreement. For example, in FY 2024, the County's ad valorem tax rate was \$0.189485 per \$100 of taxable value, therefore the Town would contribute \$0.151588 per \$100 of the Captured Appraised Value in the Zone levied and collected, to the TIRZ No. 2 Fund (or appropriate subaccount).

12.2 Funding Mechanisms

All payments of Project Costs shall be made solely from the TIRZ No. 2 Fund and from no other funds of the Town or County, unless otherwise approved by their respective governing bodies. The TIRZ No. 2 Fund shall only be used to pay the Project Costs. The Town may amend this Amended Plan in compliance with the Act, the TIRZ Agreement, and/or County Participation Agreement including but not limited to what is considered a Project Cost.

Commencing on the TIRZ creation date and continuing for the term of the Zone, the participating entities shall cause to be deposited into the TIRZ No. 2 Fund (or appropriate subaccount) the Town TIRZ Increment and the County TIRZ Increment intended to pay Project Costs, pursuant to the TIRZ Agreement. Deposits into the TIRZ No. 2 Fund (or appropriate subaccount) shall be prioritized and allocated as follows:

- 1) For TIRZ Revenues generated within the Planned Development:
 - a. To pay pro rata portion of Administrative Costs; then
 - b. To calculate and deposit fifty percent (50%) of the Town TIRZ Increment, after the prorated portion of the Administrative Costs, into the Infrastructure Fund of the TIRZ No. 2 Fund to pay for Tier One Projects, pursuant to any TIRZ Agreement, and after obligation of Tier One Projects, to pay for Tier Two Projects, pursuant to any TIRZ Agreement; then
 - c. To calculate and deposit all of the County TIRZ Increment, after the prorated portion of the Administrative Costs, into the Infrastructure Fund of the TIRZ No. 2 Fund to pay for Tier One Projects, pursuant to any TIRZ Agreement, and Tier Two Projects, as depicted on **Exhibit H**, pursuant to any TIRZ Agreement; then
 - d. To calculate and deposit thirty percent (30%) of the Town TIRZ Increment, after the prorated portion of the Administrative Costs, into the Economic Development Fund of the TIRZ No. 2 Fund to pay for the Economic Development Program, pursuant to any TIRZ Agreement; then
 - e. At the discretion of the Town Council in accordance with the Act.
- 2) For TIRZ Revenues generated within the Remainder Property:
 - a. To pay pro rata portion of Administrative Costs; then
 - b. To calculate and deposit fifty percent (50%) the Town TIRZ Increment, after the prorated portion of the Administrative Costs, into the Infrastructure Fund of the TIRZ No. 2 Fund to pay for Tier One Projects, pursuant to any TIRZ Agreement; then
 - c. To calculate and deposit thirty percent (30%) the Town TIRZ Increment, after the prorated portion of the Administrative Costs, into the Infrastructure Fund of the TIRZ No. 2 Fund to pay for Tier Two Projects, pursuant to any TIRZ Agreement; then

- d. To calculate and deposit fifty percent (50%) the County TIRZ Increment, after the prorated portion of the Administrative Costs, into the Infrastructure Fund of the TIRZ No. 2 Fund to pay for Tier One Projects, pursuant to any TIRZ Agreement; then
- e. To calculate and deposit thirty percent (30%) the County TIRZ Increment, after the prorated portion of the Administrative Costs, into the Infrastructure Fund of the TIRZ No. 2 Fund to pay for Tier Two Projects, pursuant to any TIRZ Agreement; then
- f. At the discretion of the Town Council in accordance with the Act.

SECTION 13: ECONOMIC DEVELOPMENT PROGRAM

13.1 Economic Development Program

The Town Council and the Board have determined it to be necessary and convenient to the accomplishment of the objectives of the Zone to establish and provide for the administration of the Economic Development Program that may be used to incentivize development. The Economic Development Program established in this Section is authorized by the Economic Development Provision. Pursuant to the Economic Development Provision, the Town Council grants the Board all the powers of the Town under Chapter 380 of the Texas Local Government Code.

The Economic Development Program will further the public purpose of developing and diversifying the economy of the Zone. All grants that are part of the Economic Development Program serve the public purpose of attracting new business and commercial activity to the Zone for the purpose of providing long-term economic benefits including, but not limited to, increases in the real property tax base for all taxing units within the Zone, and increased job opportunities

for residents of the Town, County, and the region. Examples of development to be considered for incentives through the Economic Development Program are identified on **Exhibit I**.

13.2 Developer Performance Plan

In order to be eligible to receive grant funding through the Economic Development Program, the Developer shall perform the following Developer obligations:

- 1) Construct the horizontal infrastructure necessary to serve the property to be incentivized; and
- 2) Construct the vertical infrastructure and private infrastructure to the standards set forth by the Town in the applicable planned development ordinances and necessary to serve the property to be incentivized; and
- 3) Receive a Town issued certificate of occupancy for an entity that meets the requirements detailed on **Exhibit I**.

13.3 Payments Under Economic Development Program

In order to receive payments from the Economic Development Fund within the TIRZ No. 2 Fund for projects eligible under the Economic Development Program, pursuant to a TIRZ Agreement, the Developer must file a written request for payment, substantially in for attached as **Exhibit J**. At a minimum, the request for payment shall include (i) the amount requested for payment from the TIRZ No. 2 Fund as determined by the Town’s TIRZ administrator, (ii) the payees, and (iii) the wiring information for such payees.

SECTION 14: DURATION OF THE ZONE, TERMINATION

14.1 Duration

The stated term of the Zone shall commence on the creation of the Zone, and shall continue for thirty (30) years, with the last payment being due by January 31, 2054, unless otherwise terminated in accordance with the Creation Ordinance.

14.2 Termination

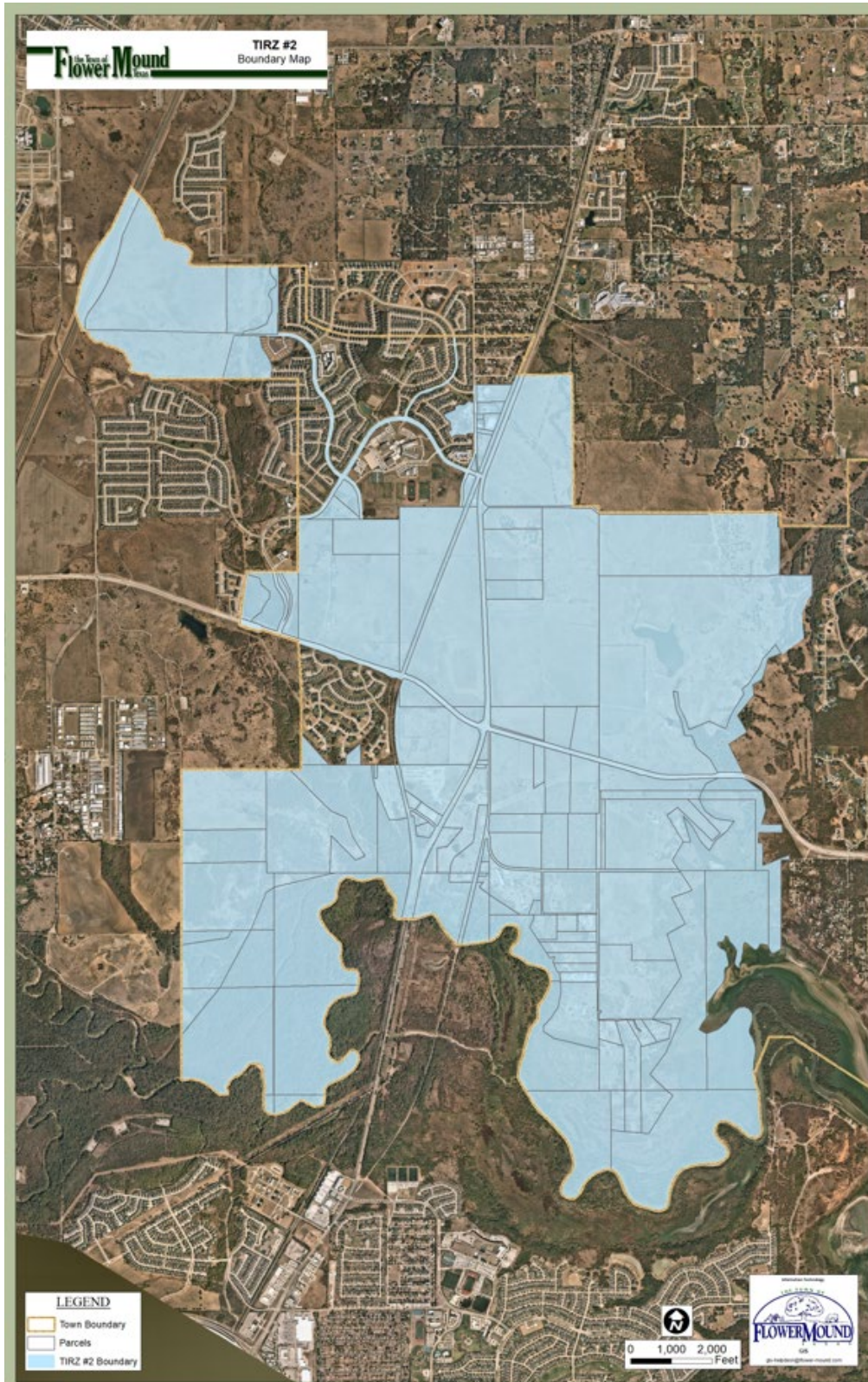
The Zone will terminate prior to the expiration of its stated term if the Project Costs have been fully funded. If upon expiration of the stated term of the Zone, the Project Costs have not been collected into the TIRZ No. 2 Fund, the Town and, if applicable, the County shall have no obligation to pay the shortfall, and the term shall not be extended. 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

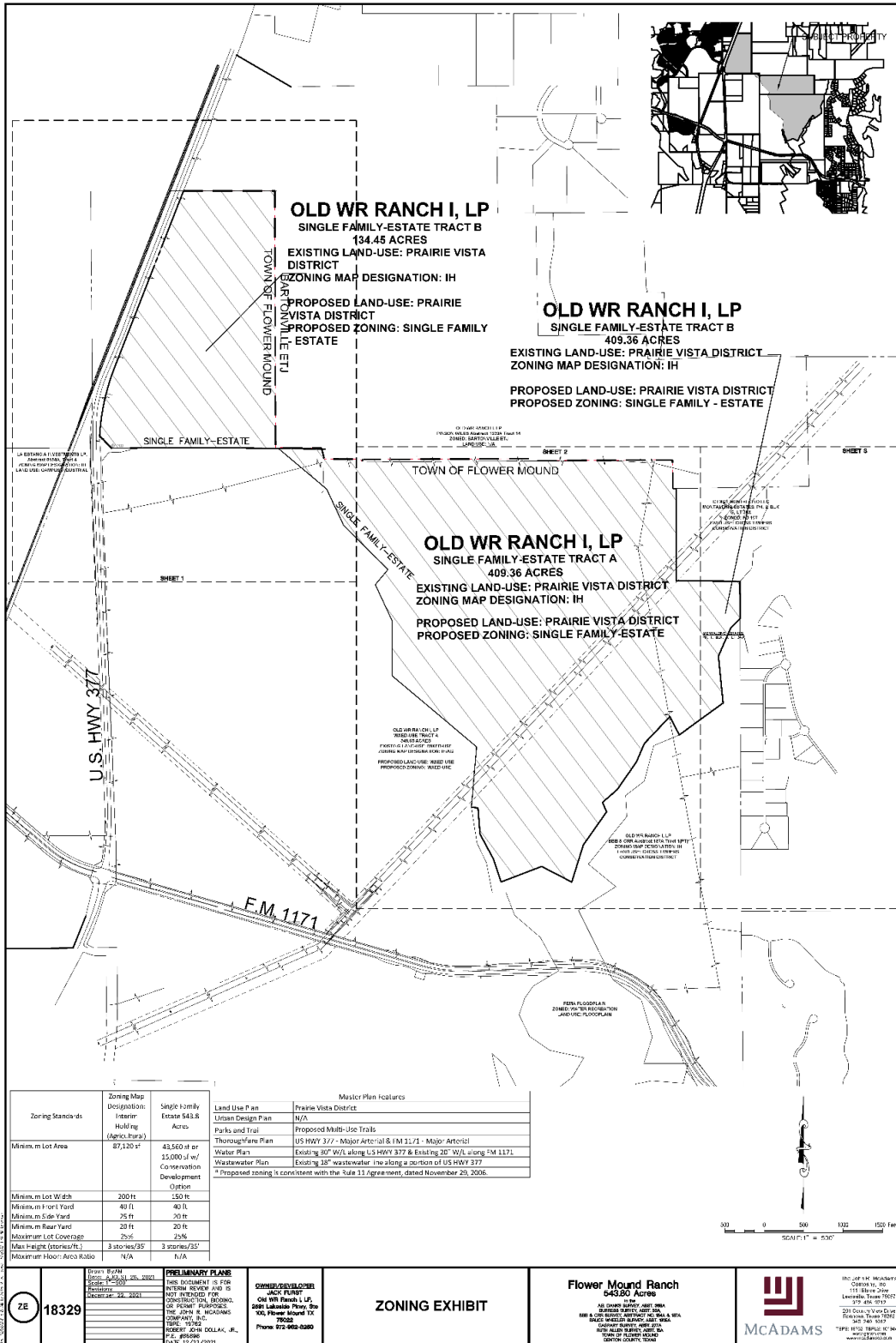
Unless otherwise stated, all references to "Exhibits" contained in this Amended Plan shall mean and refer to the following exhibits, all of which are attached to and made a part of this Amended Plan for all purposes.

Exhibit A	Map of the Zone
Exhibit B	Map of the Planned Development
Exhibit C	Non-Project Costs
Exhibit D	Project Costs
Exhibit E	Estimated Timeline of Incurred Costs
Exhibit F	Feasibility Study
Exhibit G	Proposed Uses of the Property
Exhibit H	Maps of the Public Improvements
Exhibit I	Economic Development Program Projects
Exhibit J	Form of Request for Payment
Exhibit K	Parcel Identification

EXHIBIT A – MAP OF THE ZONE



Furst Ranch Prairie Vista Area: Ordinance 10-22



Zoning Scenario	Zoning Map Description	Single Family Estate 543.8 Acres	Land Use Plan	Master Plan Features
Interior Holding (Agric. Urban)	43,550 sq ft or 15,000 sq ft/Cooperation Development Option	40 ft/ 25 ft/ 20 ft/ 20 ft/ 70%/ 3 stories/25'	Urban Design Plan	Prairie Vista District
Minimum Lot Area	200 ft	150 ft	Parks and Trail	Proposed Multi-Use Trails
Minimum Lot Width	40 ft	40 ft	Thoroughfare Plan	US HWY 377 - Major Arterial & IM 11/1 - Major Arterial
Minimum Front Yard	25 ft	20 ft	Water Plan	Existing 30" W/L along U.S. HWY 377 & Existing 20" W/L along F.M. 1171
Minimum Side Yard	20 ft	20 ft	Wastewater Plan	Existing 30" wastewater line along portion of US HWY 377
Minimum Rear Yard	20 ft	20 ft		
Maximum Lot Coverage	70%	75%		
Maximum Height (stories)	3 stories/25'	3 stories/25'		
Maximum Floor Area Ratio	N/A	N/A		

ZE 18329	PRELIMINARY PLANS THIS DOCUMENT IS FOR PRELIMINARY REVIEW AND IS NOT INTENDED FOR CONSTRUCTION, RECORDING, OR FUTURE PURPOSES. THE CITY OF FLOWER MOUND, TEXAS ROBERT JOHN COLLINS, JR., CITY ENGINEER DATE: 12/22/2021	OWNER/DEVELOPER: JACK FURST OLD WR Ranch I, LP 2888 Lakeland Perry, Ste 100 Flower Mound, TX 77028 Phone: 972-450-0380	ZONING EXHIBIT	Flower Mound Ranch 543.80 Acres ALL OWNERS HAVE BEEN ADVISED BY NOTICE BY FIRST CLASS MAIL AND BY PERSONAL DELIVERY OF THE CITY OF FLOWER MOUND, TEXAS. THE CITY ENGINEER HAS REVIEWED THE PLANS AND FOUND THEM TO BE IN ACCORDANCE WITH THE CITY OF FLOWER MOUND ZONING ORDINANCES.	INC. OF THE McAdams COMPANY, INC. 111 Blake Drive Lewisville, Texas 75077 972-450-5557 201 South Main Street Lewisville, Texas 75077 972-343-5337 *TYPE THIS NUMBER ON ANY PHONE CALL TO THE CITY OF FLOWER MOUND.
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EXHIBIT C – NON-PROJECT COSTS

Reinvestment Zone Number Two, Town of Flower Mound, Texas Non-Project Costs	
Category	Total ^[a]
STREETS / STORM SEWER	\$ 359,578,249
WATER	\$ 99,457,428
WASTEWATER	\$ 54,459,916
PUBLIC TRAIL LINKAGES AND EXTENSIONS	\$ 3,946,645
IMPROVEMENTS AND LANDSCAPING IN PUBLIC OPEN SPACE (EXCLUDING TRAILS)	\$ 50,268,699
IMPROVEMENTS AND LANDSCAPING IN CONSERVATION OPEN SPACE (EXCLUDING TRAILS)	\$ 54,803,881
PUBLIC PARKWAY IMPROVEMENTS (EXCLUDING TRAILS)	\$ 27,680,790
SOFT COSTS	\$ 381,381,382
CONTINGENCY	\$ 97,529,341
Total	\$ 1,129,106,331

Footnotes:

[a] Costs shown for illustrative purposes only, subject to change.

EXHIBIT D – PROJECT COSTS

Reinvestment Zone Number Two, Town of Flower Mound, Texas Project Costs	
Category	Costs ^[a]
Tier One Projects	
STREETS / STORM SEWER	\$ 116,517,700
WATER	\$ 42,198,000
WATER REUSE	\$ 36,517,000
WASTEWATER	\$ 30,972,500
PARKS	\$ 103,100,000
SOFT COSTS	\$ 49,220,843
CONTINGENCY	\$ 19,941,053
Tier Two Projects	
MASTER PLAN TRAILS	\$ 14,471,179
PUBLIC OPEN SPACE IMPROVEMENTS (EXCLUDING TRAILS)	\$ 21,000,000
REQUIRED MONUMENTATION	\$ 1,450,000
SOFT COSTS	\$ 7,896,276
CONTINGENCY	\$ 4,879,071
PUBLIC FACILITIES	\$ 156,920,000
Public Improvements Subtotal	\$ 605,083,622
Municipal Services	\$ 107,872,317
Economic Development Program	\$ 114,233,060
Administrative Costs	\$ 811,362
Total Project Costs	\$ 828,000,360

Footnotes:

[a] Costs shown for illustrative purposes only, subject to change.

EXHIBIT E – ESTIMATED TIMELINE OF INCURRED PROJECT COSTS

Reinvestment Zone Number Two, Town of Flower Mound, Texas Estimated Timeline of Incurred Project Costs									
Zone Year	Calendar Year	Administrative Costs ^[a]	Economic Development Program ^[b]	CIP Eligible Projects	Major Improvements	Public Facilities	Parks	Municipal Services	Total Cost ^[c]
Base	2023								
1	2024	\$ 20,000	\$ 3,807,769	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,827,769
2	2025	\$ 20,400	\$ 3,807,769	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,828,169
3	2026	\$ 20,808	\$ 3,807,769	\$ 7,137,128	\$ 1,078,624	\$ 3,736,168	\$ 2,454,747	\$ -	\$ 18,235,244
4	2027	\$ 21,224	\$ 3,807,769	\$ 7,351,241	\$ 1,110,983	\$ 3,848,253	\$ 2,528,390	\$ -	\$ 18,667,860
5	2028	\$ 21,649	\$ 3,807,769	\$ 7,571,779	\$ 1,144,312	\$ 3,963,701	\$ 2,604,241	\$ -	\$ 19,113,451
6	2029	\$ 22,082	\$ 3,807,769	\$ 7,798,932	\$ 1,178,642	\$ 4,082,612	\$ 2,682,369	\$ -	\$ 19,572,405
7	2030	\$ 22,523	\$ 3,807,769	\$ 8,032,900	\$ 1,214,001	\$ 4,205,090	\$ 2,762,840	\$ -	\$ 20,045,123
8	2031	\$ 22,974	\$ 3,807,769	\$ 8,273,887	\$ 1,250,421	\$ 4,331,243	\$ 2,845,725	\$ -	\$ 20,532,018
9	2032	\$ 23,433	\$ 3,807,769	\$ 8,273,887	\$ 1,250,421	\$ 4,331,243	\$ 2,845,725	\$ -	\$ 20,532,478
10	2033	\$ 23,902	\$ 3,807,769	\$ 8,273,887	\$ 1,250,421	\$ 4,331,243	\$ 2,845,725	\$ -	\$ 20,532,947
11	2034	\$ 24,380	\$ 3,807,769	\$ 8,522,104	\$ 1,287,934	\$ 4,461,180	\$ 2,931,097	\$ 2,913,421	\$ 23,947,884
12	2035	\$ 24,867	\$ 3,807,769	\$ 8,777,767	\$ 1,326,572	\$ 4,595,016	\$ 3,019,030	\$ 3,237,134	\$ 24,788,154
13	2036	\$ 25,365	\$ 3,807,769	\$ 12,771,223	\$ 1,930,097	\$ 6,685,524	\$ 4,392,541	\$ 3,498,231	\$ 33,110,751
14	2037	\$ 25,872	\$ 3,807,769	\$ 8,830,472	\$ 1,334,537	\$ 4,622,606	\$ 3,037,157	\$ 3,759,328	\$ 25,417,741
15	2038	\$ 26,390	\$ 3,807,769	\$ 9,095,386	\$ 1,374,573	\$ 4,761,284	\$ 3,128,272	\$ 4,020,425	\$ 26,214,099
16	2039	\$ 26,917	\$ 3,807,769	\$ 9,368,248	\$ 1,415,810	\$ 4,904,123	\$ 3,222,120	\$ 4,281,523	\$ 27,026,509
17	2040	\$ 27,456	\$ 3,807,769	\$ 9,649,295	\$ 1,458,285	\$ 5,051,247	\$ 3,318,784	\$ 4,542,620	\$ 27,855,454
18	2041	\$ 28,005	\$ 3,807,769	\$ 9,938,774	\$ 1,502,033	\$ 5,202,784	\$ 3,418,347	\$ 4,803,717	\$ 28,701,428
19	2042	\$ 28,565	\$ 3,807,769	\$ 9,938,774	\$ 1,502,033	\$ 5,202,784	\$ 3,418,347	\$ 5,064,814	\$ 28,963,086
20	2043	\$ 29,136	\$ 3,807,769	\$ 9,938,774	\$ 1,502,033	\$ 5,202,784	\$ 3,418,347	\$ 5,325,911	\$ 29,224,754
21	2044	\$ 29,719	\$ 3,807,769	\$ 10,236,937	\$ 1,547,094	\$ 5,358,867	\$ 3,520,897	\$ 5,587,008	\$ 30,088,292
22	2045	\$ 30,313	\$ 3,807,769	\$ 10,544,045	\$ 1,593,507	\$ 5,519,633	\$ 3,626,524	\$ 5,848,105	\$ 30,969,897
23	2046	\$ 30,920	\$ 3,807,769	\$ 13,592,383	\$ 2,054,198	\$ 7,115,388	\$ 4,674,971	\$ 6,076,029	\$ 37,351,656
24	2047	\$ 31,538	\$ 3,807,769	\$ 14,000,154	\$ 2,115,824	\$ 7,328,849	\$ 4,815,220	\$ 6,303,952	\$ 38,403,306
25	2048	\$ 32,169	\$ 3,807,769	\$ 14,420,159	\$ 2,179,299	\$ 7,548,715	\$ 4,959,677	\$ 6,531,875	\$ 39,479,662
26	2049	\$ 32,812	\$ 3,807,769	\$ 14,852,764	\$ 2,244,678	\$ 7,775,176	\$ 5,108,467	\$ 6,759,798	\$ 40,581,464
27	2050	\$ 33,468	\$ 3,807,769	\$ 15,298,347	\$ 2,312,018	\$ 8,008,432	\$ 5,261,721	\$ 6,987,722	\$ 41,709,476
28	2051	\$ 34,138	\$ 3,807,769	\$ 15,757,297	\$ 2,381,378	\$ 8,248,684	\$ 5,419,573	\$ 7,215,645	\$ 42,864,484
29	2052	\$ 34,820	\$ 3,807,769	\$ 15,757,297	\$ 2,381,378	\$ 8,248,684	\$ 5,419,573	\$ 7,443,568	\$ 43,093,090
30	2053	\$ 35,517	\$ 3,807,769	\$ 15,757,297	\$ 2,381,378	\$ 8,248,684	\$ 5,419,573	\$ 7,671,491	\$ 43,321,710
Total		\$ 811,362	\$ 114,233,060	\$ 299,761,136	\$ 45,302,486	\$ 156,920,000	\$ 103,100,000	\$ 107,872,317	\$ 828,000,360

Footnotes

[a] Values increased at 2% annually.

[b] Costs are estimated and distributed equally for the duration of the Zone for illustrative purposes only.

[c] Costs shown for illustrative purposes only, subject to change.

EXHIBIT F – FEASIBILITY STUDY

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

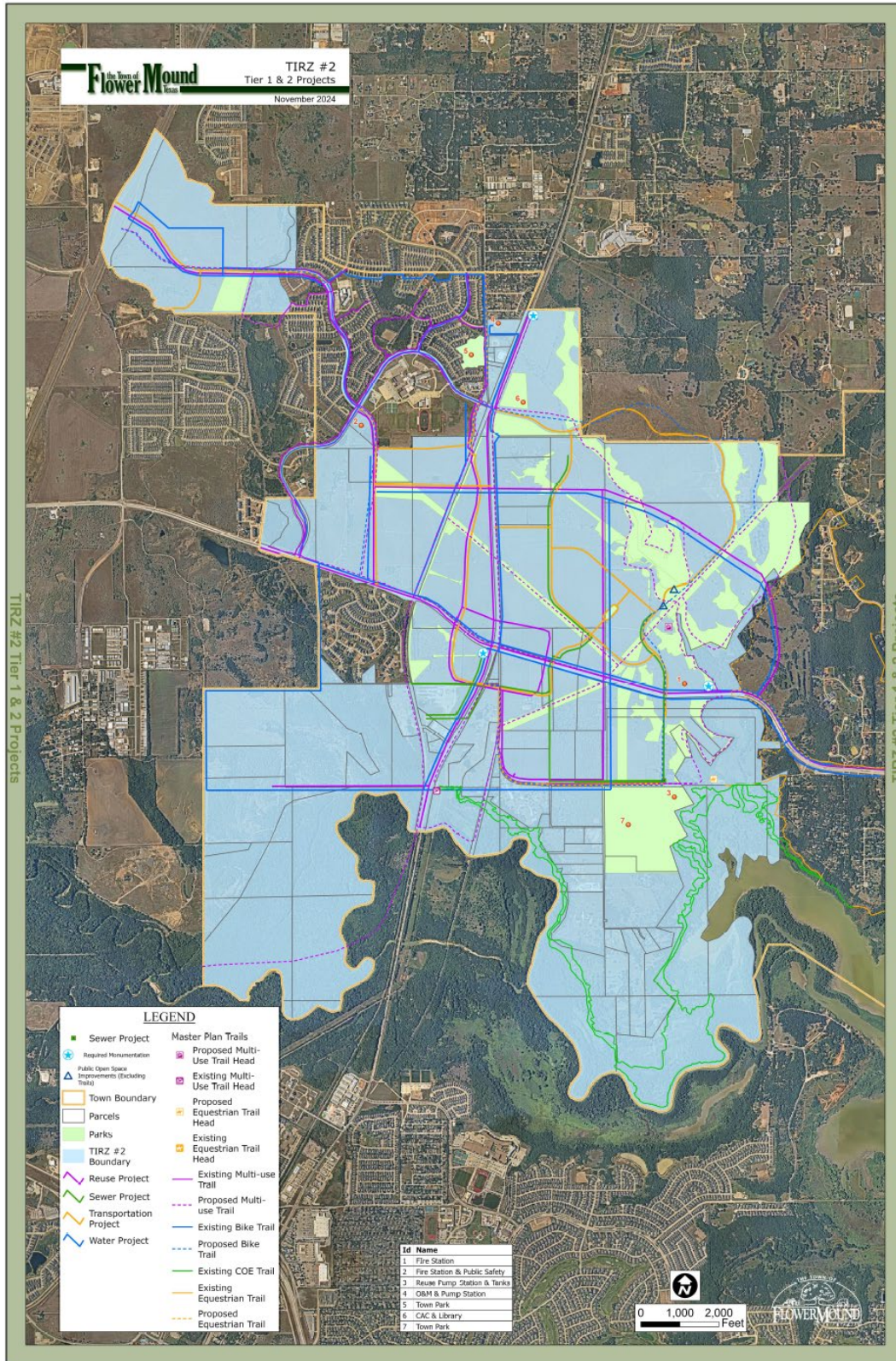
Zone Year	Calendar Year	Value Growth/Year ^[a]	Total Added Development Value ^[b]	Total New Taxable Value	Total Incremental Value	Town TIRZ Increment		County TIRZ Increment ^[c]		Total TIRZ No. 2 Fund Contribution		Infrastructure Fund ^[d]		Economic Development Program ^[e]	
						%	Annual	Cumulative	%	Annual	Cumulative	Annual	Cumulative	Annual	Cumulative
Base	2023			\$ 9,135,805											
1	2024	3%	\$ -	\$ 44,207,028	\$ 35,071,223	80%	\$ -	\$ -	80%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2	2025	3%	\$ -	\$ 45,533,239	\$ 36,397,434	80%	\$ 108,659	\$ 108,659	80%	\$ 53,164	\$ 53,164	\$ 161,822	\$ 161,822	\$ 121,075	\$ 121,075
3	2026	3%	\$ 100,267,925	\$ 147,167,161	\$ 138,031,356	80%	\$ 112,767	\$ 221,426	80%	\$ 55,174	\$ 108,338	\$ 167,942	\$ 329,764	\$ 125,654	\$ 246,729
4	2027	3%	\$ 103,275,963	\$ 254,858,139	\$ 245,722,334	80%	\$ 427,652	\$ 649,078	80%	\$ 209,239	\$ 317,577	\$ 636,891	\$ 966,655	\$ 476,522	\$ 723,251
5	2028	3%	\$ 106,374,242	\$ 368,878,124	\$ 359,742,319	80%	\$ 761,303	\$ 1,410,381	80%	\$ 372,486	\$ 690,062	\$ 1,133,788	\$ 2,100,443	\$ 848,300	\$ 1,571,550
6	2029	3%	\$ 109,565,469	\$ 489,509,937	\$ 480,374,132	80%	\$ 1,114,562	\$ 2,524,943	80%	\$ 545,326	\$ 1,235,389	\$ 1,659,888	\$ 3,760,332	\$ 1,241,928	\$ 2,813,478
7	2030	3%	\$ 112,852,433	\$ 617,047,668	\$ 607,911,863	80%	\$ 1,488,307	\$ 4,013,250	80%	\$ 728,190	\$ 1,963,578	\$ 2,216,496	\$ 5,976,828	\$ 1,658,381	\$ 4,471,859
8	2031	3%	\$ 116,238,006	\$ 751,797,104	\$ 742,661,299	80%	\$ 1,883,447	\$ 5,896,697	80%	\$ 921,521	\$ 2,885,100	\$ 2,804,969	\$ 8,781,796	\$ 2,098,676	\$ 6,570,535
9	2032	0.00%	\$ 116,238,006	\$ 868,035,110	\$ 858,899,305	80%	\$ 2,300,931	\$ 8,197,628	80%	\$ 1,125,785	\$ 4,010,885	\$ 3,426,716	\$ 12,208,513	\$ 2,563,867	\$ 9,134,402
10	2033	0.00%	\$ 1,116,238,006	\$ 1,984,273,116	\$ 1,975,137,311	80%	\$ 2,661,062	\$ 10,858,690	80%	\$ 1,301,988	\$ 5,312,873	\$ 3,963,051	\$ 16,171,564	\$ 2,965,152	\$ 12,099,555
11	2034	3%	\$ 119,725,146	\$ 2,163,526,455	\$ 2,154,390,650	80%	\$ 6,119,418	\$ 16,978,108	80%	\$ 2,994,071	\$ 8,306,944	\$ 9,113,489	\$ 25,285,053	\$ 6,818,707	\$ 18,918,262
12	2035	3%	\$ 123,316,900	\$ 2,351,749,150	\$ 2,342,613,345	80%	\$ 6,674,785	\$ 23,652,893	80%	\$ 3,265,798	\$ 11,572,742	\$ 9,940,583	\$ 35,225,635	\$ 7,437,538	\$ 26,355,800
13	2036	3%	\$ 179,420,089	\$ 2,601,721,713	\$ 2,592,585,908	80%	\$ 7,257,941	\$ 30,910,834	80%	\$ 3,551,121	\$ 15,123,863	\$ 10,809,062	\$ 46,034,697	\$ 8,087,334	\$ 34,443,134
14	2037	3%	\$ 124,057,345	\$ 2,803,830,709	\$ 2,794,694,904	80%	\$ 8,032,412	\$ 38,943,246	80%	\$ 3,930,049	\$ 19,053,912	\$ 11,962,461	\$ 57,997,158	\$ 8,950,307	\$ 43,393,441
15	2038	3%	\$ 127,779,065	\$ 3,015,724,696	\$ 3,006,588,891	80%	\$ 8,658,591	\$ 47,601,837	80%	\$ 4,236,422	\$ 23,290,334	\$ 12,895,013	\$ 70,892,171	\$ 9,648,041	\$ 53,041,482
16	2039	3%	\$ 131,612,437	\$ 3,237,808,874	\$ 3,228,673,069	80%	\$ 9,315,086	\$ 56,916,922	80%	\$ 4,557,628	\$ 27,847,962	\$ 13,872,714	\$ 84,764,885	\$ 10,379,557	\$ 63,421,039
17	2040	3%	\$ 135,560,810	\$ 3,470,503,951	\$ 3,461,368,146	80%	\$ 10,003,152	\$ 66,920,075	80%	\$ 4,894,281	\$ 32,742,243	\$ 14,897,433	\$ 99,662,318	\$ 11,146,251	\$ 74,567,290
18	2041	3%	\$ 139,627,635	\$ 3,714,246,704	\$ 3,705,110,899	80%	\$ 10,724,094	\$ 77,644,169	80%	\$ 5,247,019	\$ 37,989,262	\$ 15,971,113	\$ 115,633,430	\$ 11,949,577	\$ 86,516,867
19	2042	0.00%	\$ 139,627,635	\$ 3,853,874,339	\$ 3,844,738,534	80%	\$ 11,479,264	\$ 89,123,432	80%	\$ 5,616,504	\$ 43,605,765	\$ 17,095,767	\$ 132,729,197	\$ 12,791,043	\$ 99,307,910
20	2043	0.00%	\$ 1,139,627,635	\$ 4,993,501,974	\$ 4,984,366,169	80%	\$ 11,911,861	\$ 101,035,293	80%	\$ 5,828,162	\$ 49,433,928	\$ 17,740,023	\$ 150,469,221	\$ 13,273,075	\$ 112,580,986
21	2044	3%	\$ 143,816,464	\$ 5,287,123,497	\$ 5,277,987,692	80%	\$ 15,442,683	\$ 116,477,976	0%	\$ -	\$ 49,433,928	\$ 15,442,683	\$ 165,911,904	\$ 9,651,677	\$ 122,232,663
22	2045	3%	\$ 148,130,958	\$ 5,593,868,160	\$ 5,584,732,355	80%	\$ 16,352,388	\$ 132,830,364	0%	\$ -	\$ 49,433,928	\$ 16,352,388	\$ 182,264,292	\$ 10,220,243	\$ 132,452,905
23	2046	3%	\$ 190,956,375	\$ 5,952,640,580	\$ 5,943,504,775	80%	\$ 17,302,752	\$ 150,133,116	0%	\$ -	\$ 49,433,928	\$ 17,302,752	\$ 199,567,044	\$ 10,814,220	\$ 143,267,125
24	2047	3%	\$ 196,685,067	\$ 6,327,904,864	\$ 6,318,769,059	80%	\$ 18,414,309	\$ 168,547,425	0%	\$ -	\$ 49,433,928	\$ 18,414,309	\$ 217,981,353	\$ 11,508,943	\$ 154,776,068
25	2048	3%	\$ 202,585,619	\$ 6,720,327,628	\$ 6,711,191,823	80%	\$ 19,576,962	\$ 188,124,387	0%	\$ -	\$ 49,433,928	\$ 19,576,962	\$ 237,558,315	\$ 12,235,601	\$ 167,011,670
26	2049	3%	\$ 208,663,187	\$ 7,130,600,645	\$ 7,121,464,840	80%	\$ 20,792,776	\$ 208,917,163	0%	\$ -	\$ 49,433,928	\$ 20,792,776	\$ 258,351,090	\$ 12,995,485	\$ 180,007,154
27	2050	3%	\$ 214,923,083	\$ 7,559,441,747	\$ 7,550,305,942	80%	\$ 22,063,893	\$ 230,981,056	0%	\$ -	\$ 49,433,928	\$ 22,063,893	\$ 280,414,984	\$ 13,789,933	\$ 193,797,088
28	2051	3%	\$ 221,370,775	\$ 8,007,595,775	\$ 7,998,459,970	80%	\$ 23,392,539	\$ 254,373,595	0%	\$ -	\$ 49,433,928	\$ 23,392,539	\$ 303,807,523	\$ 14,620,337	\$ 208,417,425
29	2052	0.00%	\$ 221,370,775	\$ 8,228,966,550	\$ 8,219,830,745	80%	\$ 24,781,021	\$ 279,154,616	0%	\$ -	\$ 49,433,928	\$ 24,781,021	\$ 328,588,543	\$ 15,488,138	\$ 223,905,562
30	2053	0.00%	\$ 1,221,370,775	\$ 9,450,337,325	\$ 9,441,201,520	80%	\$ 25,466,877	\$ 304,621,493	0%	\$ -	\$ 49,433,928	\$ 25,466,877	\$ 354,055,420	\$ 15,916,798	\$ 239,822,361
Total			\$ 7,211,277,826				\$ 304,621,493			\$ 49,433,928		\$ 354,055,420		\$ 239,822,361	\$ 114,233,060

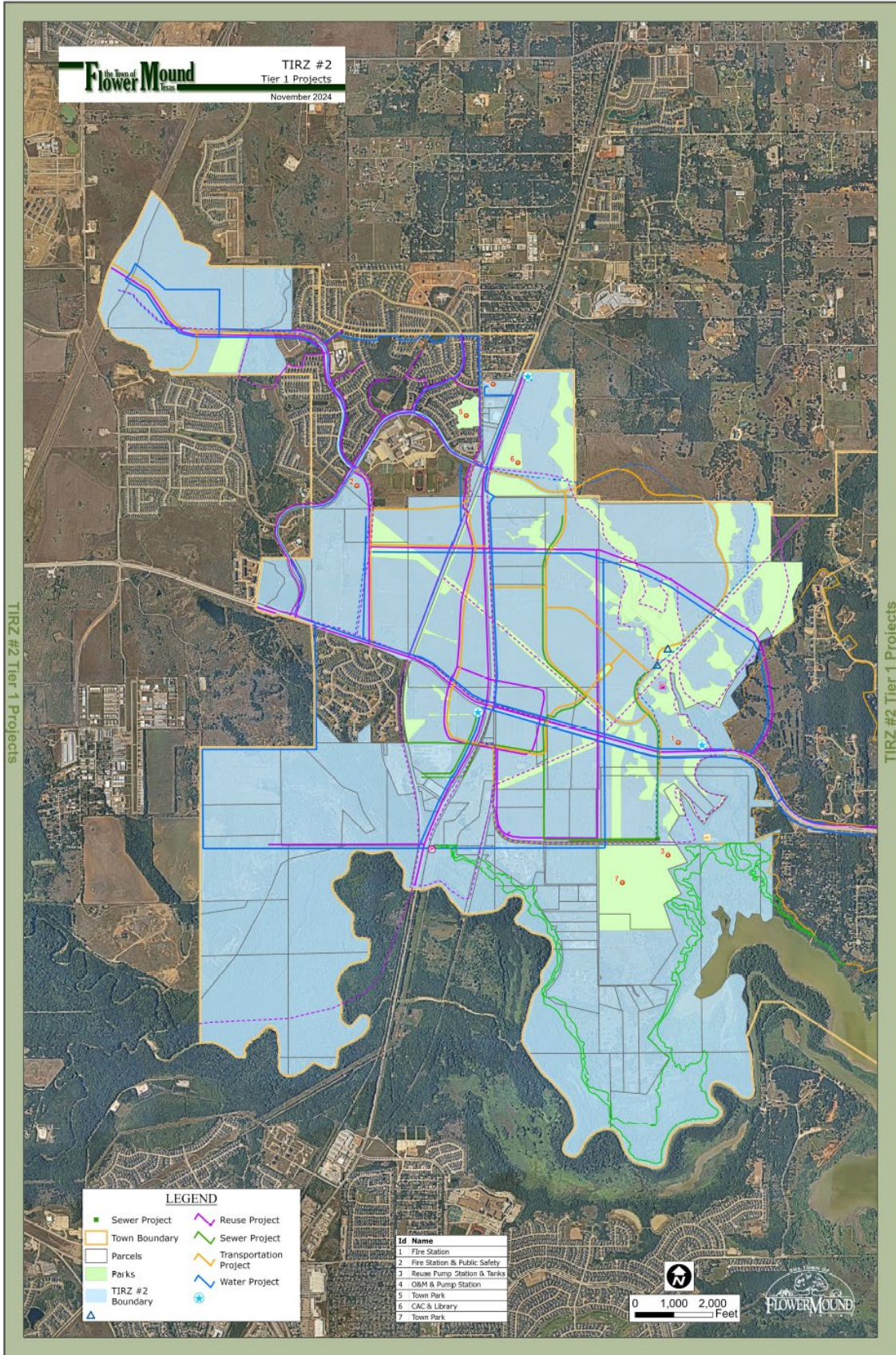
Assumptions	
Tax Increment Base	\$ 9,135,805
2024 Town AV Rate	\$ 0.387278
2024 County AV Rate ^[c]	\$ 0.189485

Footnotes

[a] Values increased at 3% annually with two years of no growth each decade to simulate an economic downturn.
 [b] Added Development Value based on the Town's actual growth.
 [c] County has not yet agreed to participate and is shown for illustrative purposes only.
 [d] 50% of the Town TIRZ Increment shall be contributed to the Infrastructure Fund for CIP Eligible Projects and the 80% County TIRZ Increment to be contributed to the Infrastructure Fund for Tier One Projects.
 [e] Remaining 30% of the Town TIRZ Increment shall fund the Economic Development Program and Municipal Services, or any project identified in the Amended Plan.

EXHIBIT H – MAPS OF THE PUBLIC IMPROVEMENTS





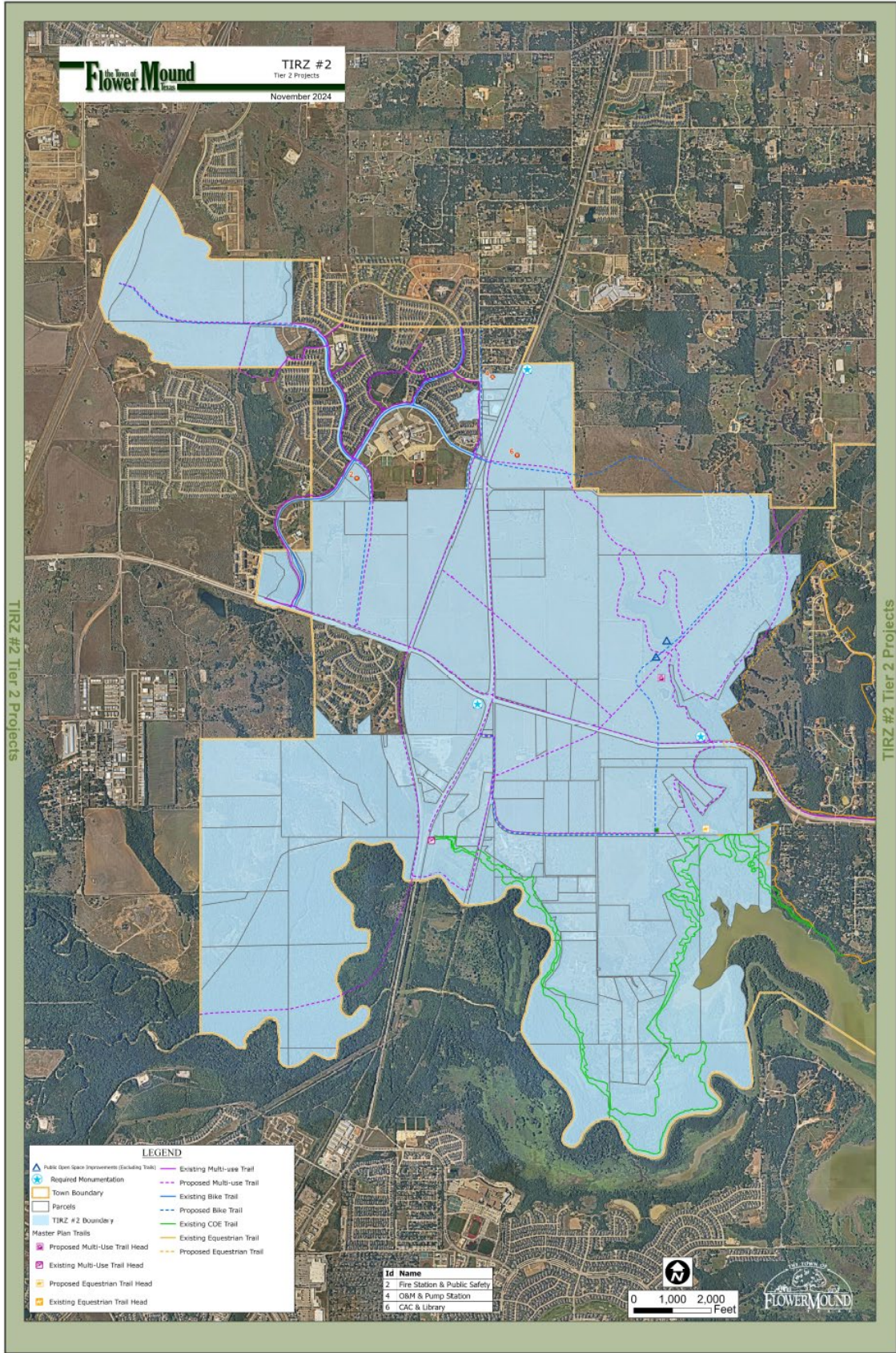


EXHIBIT I – ECONOMIC DEVELOPMENT PROGRAM PROJECTS

1) Upscale Specialty Retailers

Such retail and restaurant uses that are typically categorized as "Class A" including, but not limited to, Upscale Specialty Retailers such as, but not limited to, Apple Store, Lululemon, Anthropologie, Crate and Barrel, Williams Sonoma, Pottery Barn, and REI, and generally found in high-end projects such as The Shops at Legacy or Legacy West in Plano, Texas, Southlake Town Square in Southlake, Texas, Highland Park Village, Dallas, Texas, or comparable high-end projects elsewhere.

2) Specialty and Gourmet Grocers

Regional or neighborhood grocery stores that provide an upscale grocery experience, including, but not limited to, Central Market, Trader Joe's, and H-E-B, or other high-quality Specialty and Gourmet Grocers.

3) Quality Wholesale and Lifestyle Essential Store

A retail or wholesale store that typically sells a higher-end variety of upscale products for home, health, personal care, groceries, electronics and auto. These stores are usually 125,000-150,000 square feet in size and most wholesale are membership only. This category includes, but is not limited to, Costco, Target and BJ's Wholesale.

4) Upscale Restaurant

Any restaurant that focuses on quality food and a refined atmosphere and offers full table service with a premium menu. Examples include, but are not limited to, Capital Grille, Truluck's, Bob's Steak and Chop House, Texas de Brazil, Al Biernet's, Del Frisco's Grille and Perry's Steak House. Upscale Restaurant explicitly excludes casual dining, fast casual dining, and fast-food restaurant, with or without a drive-thru.

5) Super Retail Store

Large-scale, high-volume retail stores specializing in furniture, home goods, or sporting goods that attract shoppers from a wide geographic region, including, but not limited to IKEA, Scheels, Bass Pro Shop, Cabela's, and NFM.

6) Shopping Center

A multi-tenant, multi-building shopping center consisting of buildings comprising a minimum of 250,000 square feet for retail, office, medical office, personal service, and restaurant uses, as those terms are defined in the Town's Code of Ordinances or uses otherwise allowed within the Town's Mixed-Use Transition – Major Roadway character zone of the Town's Mixed Used Zoning District Regulations. To be eligible, the combined building square footage of the Shopping Center must include uses from the Economic

Development Program Projects that comprise of at least fifty percent (50%) of the Shopping Center square footage.

7) Class A Office Space

High-quality office projects designed to attract professional businesses and corporate tenants, and regional and national headquarters, offering premier amenities, advanced technology infrastructure, and high-end finishes that align with Class A office buildings in Denton and Collin Counties, Texas.

8) Upscale Hospitality

A full-service hotel or lodging use rated “Upper Upscale” or better by the Smith Travel Research report, commonly referred to as the STAR report.

9) Entertainment District

A type of arts district with a high concentration of theatres, both live and digital, performing arts venues, cultural attractions (museums, galleries and other cultural institutions), which includes retail space with experiential entertainment such as Chicken and Pickle, interactive gaming and specialty restaurants.

10) Recreation Facilities

Public buildings and grounds for community entertainment, relaxation, social activity and other leisure activities. These can be both indoor or outdoor and may include stages, amphitheatres, botanical gardens, and waterparks are a few examples.

In the event of a dispute regarding whether a particular use meets one of the above definitions, such determination shall be reviewed and determined by the TIRZ Board, or their designee.

EXHIBIT J – FORM OF REQUEST FOR PAYMENT

REQUEST FOR PAYMENT

The undersigned is an agent for _____ (the “Requestor”) and requests payment from Economic Development Fund of Reinvestment Zone Number Two, Town of Flower Mound, Texas (TIRZ No. 2) from the Town of Flower Mound, Texas (the “Town”) in the amount of \$ _____ (the “Chapter 380 Grant”). All capitalized terms not otherwise defined herein shall have meaning given to such term in that certain Chapter 380 Economic Development Agreement, entered in to as of _____, by and between the Town and the Developer (the “TIRZ Agreement”).

In connection to the above referenced payment, the Requestor represents and warrants to the Town as follows:

1. The undersigned is a duly authorized officer of the Requestor, is qualified to execute this Request for Payment on behalf of the Requestor and is knowledgeable as to the matters set forth herein.
2. The Chapter 380 Grant requested has been reviewed by the TIRZ administrator and TIRZ Board and found to be compliant with the Chapter 380 Economic Development Program.
3. The Chapter 380 Grant requested has not been the subject of any prior payment request submitted to the Town or, if previously requested, no disbursement was made with respect thereto.
4. The Town is hereby instructed to provide the Chapter 380 Grant to the following payee(s) pursuant to the attached wiring instructions.
5. The Developer Obligations as set forth in Section _____ of the TIRZ Agreement have been fulfilled.

[REQUESTOR SIGNATURE BLOCK]

By: _____

Name: _____

Signature: _____

Title: _____

Date: _____

EXHIBIT K – PARCEL IDENTIFICATION

Property IDs					
757322	68296	64905	464314	165014	1024797
757321	68015	64902	331390	165013	1024796
757320	67692	64791	331389	165012	1024795
752733	67691	64776	303674	165011	1024793
752732	67690	64776	296969	165010	1024792
731177	67689	64622	268308	165009	1024791
731175	67688	64620	258635	162981	1024790
72913	67274	64618	247046	156651	1024789
72908	658831	64596	239350	154820	1024788
715469	657617	64590	219487	151184	1024787
70718	64956	64588	219483	149229	1024786
70663	64955	64588	219477	123004	1024785
70662	64955	64587	219475	122452	1024784
692510	64954	64587	208365	122037	1024783
68684	64953	64583	208108	111156	1024782
68682	64951	64581	208051	111155	1024781
68680	64949	64540	208047	1024803	1024780
68678	64948	64535	208045	1024802	1024779
68669	64945	64530	208044	1024801	1024778
68387	64943	64530	208044	1024800	1024777
68309	64939	537189	178736	1024799	1024776
68307	64937	468689	178735	1024798	