

THE STATE OF TEXAS

COUNTY OF KAUFMAN

 **COPY**

PETITION FOR THE ESTABLISHMENT OF THE
MARKET CENTER PUBLIC IMPROVEMENT DISTRICT ("PETITION")

TO THE CITY COUNCIL, CITY OF TERRELL, TEXAS:

COMES NOW

Terrell Market Center, Ltd.
8350 N. Central Expressway, Suite M1020
Dallas, TX 75206

And

Terrell Common Pond, LLC.
8350 N. Central Expressway, Suite M1020
Dallas, TX 75206

And

Terrell VRED, LLC.
5100 N. O'Connor Blvd., Suite 325
Irving, TX 75039

And

Baylor Healthcare System
3600 Gaston Avenue, Suite 150 Wadley
Dallas, TX 75246

And

Buc-ee's Ltd.
327 FM 2004
Lake Jackson, TX 77566

And

City of Terrell
201 E. Nash St.
Terrell, TX 75160

the separate owners of separate parcels of real property (collectively, the "Petitioners"), and pursuant to Section 372.005 of the Texas Local Government Code, who hereby petition the City Council, City of Terrell, Texas ("City"), to conduct a hearing on this Petition, pursuant to Section 372.009 of the Texas Local Government Code, in anticipation of the establishment of a Public Improvement District to be known as the "Market Center Public Improvement District" (hereinafter referred to as the "District"). In support of same, Petitioners would respectfully show the following:

I.

The boundaries of the proposed District are set forth in the survey of approximately 89 acres shown in Exhibit "A" ("Property") attached hereto and incorporated by reference herein.

II.

The general purpose and nature of the District will be to repair and maintain a common drainage structure located on the Property as depicted via plat document filed with the City of Terrell, shown in Exhibit "B", attached hereto and incorporated by reference herein and more specifically detailed on the Common Drainage Facilities schematic shown in Exhibit "C", attached hereto and incorporated by reference herein.

III.

The annualized expenses are estimated to total approximately \$36,000 based on the maintenance program shown in Exhibit "D" ("Maintenance Program"), attached hereto and incorporated by reference herein. The Petitioners acknowledge that expenses of the Maintenance Program will vary based on actual expenses incurred by the District for the Maintenance Program. The Petitioners acknowledge that the work of the Public Improvement District initiates only after the City accepts as complete the Common Drainage Facilities shown in Exhibit "C".

IV.

The proposed method of assessment for each parcel within the District is as follows: the governing body of the City will calculate and levy assessments for the actual expenses incurred by the City for the Maintenance Program based on each parcel's respective percentage of square feet within the drainage area. Annually, the City shall determine each respective property owner's share of land area draining into the Common Pond; which shall represent each respective property owner's share of the costs. Specifically, the map of drainage basins contribution to and use of the Common Pond as

depicted in Exhibit "E" ", attached hereto and incorporated by reference herein, or such map as modified and updated by the City, including but not limited to adding Terrell VRED, LLC as an owner, shall be the basis for assigning costs to any and all land owners. The preliminary assessment per entity based on Section III is shown in Exhibit "F"", attached hereto and incorporated by reference herein. The Petitioners acknowledge the City will adjust the allocation of assessments based on changes in ownership, including but not limited to adding Terrell VRED, LLC as an owner and calculating the allocation based upon the size of each parcel's share of the drainage basin, and actual expenses of the Maintenance Program on an as needed basis.

V.

The management of the District will be by the City.

VI.

The persons or entities (through authorized representatives) signing this Petition request or concur with the establishment of the District and for the District to be managed and operated by the City, including, but not limited to:

- 1) Developing a budget for the annual expenses.
- 2) Determining and establishing the annual assessment.
- 3) Procuring all services.
- 4) Assuring timely and quality performance of services.
- 5) Auditing, reporting, and otherwise performing all accounting, oversight, and other management functions.
- 6) All such management and operations to be subject to annual approval by the Terrell City Council.

VII.

It is acknowledged that an Advisory Body will not be established to develop and recommend an "improvement plan" to the City Council of the City regarding the Maintenance Program. The City of Terrell shall not exempt or waive the obligations of this Petition for any land owner, current or future, in the District.

VIII.

The persons or entities (through authorized representatives) signing this Petition are:

- 1) Owners of real property representing more than fifty percent (50%) of the

appraised value of the real property liable for assessment under this Petition as determined by the current roll of the appraisal district in which the Property is located; and,

2) Owners of real property liable for assessment under this Petition who (a) constitute more than fifty percent (50%) of all record owners of property that are liable for assessment under this Petition, and (b) own real property that constitutes more than fifty percent (50%) of the area of all real property that is liable for assessment under this Petition.

IX.

The Exhibits to this Petition are summarized as follows:

Exhibit "A"	Boundary of District
Exhibit "B"	Construction Plat
Exhibit "C"	Common Drainage Facilities
Exhibit "D"	Maintenance Program
Exhibit "E"	Drainage Basins
Exhibit "F"	Sample Assessment Per Entity

X.

This Petition for the Market Center Public Improvement District will be filed with the City Secretary, City of Terrell, Texas. The City of Terrell will execute this Petition only after evidence of signatures of all other Petitioners is received. This Petition shall become effective upon the date of execution by the City of Terrell.

Terrell Market Center, Ltd., a Texas limited partnership

By: Oakridge Investments, Inc., a Texas corporation, its general partner

By: George Allen
George Allen, President

11/26/14
Date

Terrell Common Pond, LLC, a Texas limited liability company

By: George Allen
George Allen, President

11/26/14
Date


Terrell VRED LLC., a Georgia limited liability company

By:  12-2-14
Date
STOCKTON and PROS. 0017

Baylor Health Care System, a Texas non-profit corporation

By:  12/1/2014
Date
GARY BROCK, Chief Operating Officer
WES HUFF

Buc-ee's, Ltd., a Texas limited partnership

By: AHA-GP, L.C., a Texas limited liability company, a general partner
By:  12/3/14
Date
Arch H. Aplin III, President

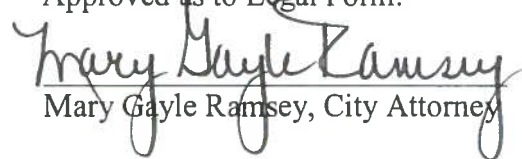
City of Terrell, Texas

By:  12/5/2014
Date
Torrey Edwards, City Manager

Attest:


John Rounsavall, City Secretary

Approved as to Legal Form:


Mary Gayle Ramsey, City Attorney