

RESOLUTION NO. _____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MESQUITE, TEXAS, AUTHORIZING AND CREATING THE IRON HORSE PUBLIC IMPROVEMENT DISTRICT TO INCLUDE APPROXIMATELY 58.213 ACRES OF LAND GENERALLY LOCATED NORTH OF RODEO DRIVE, SOUTH OF SCYENE ROAD (ALSO KNOWN AS HIGHWAY 352), EAST OF STADIUM DRIVE AND WEST OF RODEO CENTER BOULEVARD IN THE CITY OF MESQUITE, DALLAS COUNTY, TEXAS, LOCATED WITHIN THE CORPORATE LIMITS OF THE CITY OF MESQUITE, TEXAS, IN ACCORDANCE WITH CHAPTER 372 OF THE TEXAS LOCAL GOVERNMENT CODE; PROVIDING FOR RELATED MATTERS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the City of Mesquite, Texas (the "*City*"), is authorized under Chapter 372 of the Texas Local Government Code, as amended (the "*Act*"), to create a public improvement district ("*PID*") within its corporate limits; and

WHEREAS, on December 17, 2018, MM Mesquite 50, LLC, a Texas limited liability company (the "*Petitioner*"), the owner of a vast majority of approximately 58.213 acres within the corporate limits of the City, submitted and filed with the City Secretary of the City a petition (the "*Petition*") requesting the establishment of a PID to be known as the Iron Horse Public Improvement District (the "*District*") within the corporate limits of the City, such District to include the property depicted in Exhibit "A" and described by metes and bounds in Exhibit "B" (the "*Property*"), each attached hereto and incorporated herein for all purposes; and

WHEREAS, on January 7, 2019, the City Council of the City (the "*City Council*") received the Petition which was signed by the owners of more than 50% of the appraised value of the taxable real property liable for assessment and the record owners of more than 50% of the area of all taxable real property within the District that is liable for assessment, and as such, the Petition complies with the Act; and

WHEREAS, on January 7, 2019, the City Council accepted the Petition and called a public hearing for February 4, 2019, on the creation of the District and the advisability of the improvements; and

WHEREAS, notice of the hearing was published in a newspaper of general circulation in the City in which the District is to be located on January 17, 2019; and,

WHEREAS, on January 17, 2019, notice to the owners of property within the proposed District was sent by first-class mail to the owners of 100% of the property subject to assessment under the proposed District containing the information required by the Act such that such owners had actual knowledge of the public hearing to be held on February 4, 2019; and

WHEREAS, the City Council opened and conducted such public hearing on the advisability of the improvements and the creation of the District, and closed such hearing on February 4, 2019.

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

SECTION 1. That the findings set forth in the recitals of this Resolution are found to be true and correct.

SECTION 2. That the Petition submitted to the City by the Petitioner was filed with the City Secretary and complies with the Act.

SECTION 3. That pursuant to the requirements of the Act, including, without limitation, Sections 372.006, 372.009(a), and 372.009(b), the City Council, after considering the Petition and the evidence and testimony presented at the public hearing on February 4, 2019, hereby finds and declares:

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

- (c) *Estimated Costs of the Authorized Improvements and Apportionment of Costs.* The estimated cost to design, acquire and construct the Authorized Improvements, together with bond issuance costs, eligible legal and financial fees, eligible credit enhancement costs and eligible costs incurred in establishment, administration and operation of the District is \$10,200,000 plus the annual cost of supplemental services and operation and maintenance costs, if any. The City will pay no costs of the Authorized Improvements, supplemental services or operation and maintenance costs from funds other than assessments levied on property within the District and/or from revenues received from a Tax Increment Reinvestment Zone ("TIRZ") established by the City which includes the property within the District. The remaining costs of the proposed improvements will be paid from sources other than those described above.
- (d) *Boundaries of the District.* The District is proposed to include approximately 58.213 acres of land generally located north of Rodeo Drive, south of Scyene Road (also known as Highway 352), east of Stadium Drive and west of Rodeo Center Boulevard in the City of Mesquite, Dallas County, Texas, located within the Corporate Limits of the City of Mesquite, Texas. The boundaries of the District are set forth in Exhibits "A" and "B" attached hereto.
- (e) *Proposed Method of Assessment.* The City shall levy assessments on each parcel within the District in a manner that results in the imposition of an equal share of the costs of the Authorized Improvements on property similarly benefitted by such Authorized Improvements. The proposed method of assessment shall be based upon (i) an equal apportionment per lot, per front foot or per square foot of property benefiting from the Authorized Improvements, as determined by the City, (ii) the ad valorem taxable value of the property benefiting from the Authorized Improvements, with or without regard to improvements on the property, or (iii) in any manner that results in imposing equal shares of the cost on property similarly benefitted.
- (f) *Apportionment of Cost Between the District and the City.* The City will not be obligated to provide any funds to finance the Authorized Improvements. All of the costs of the Authorized Improvements will be paid from assessments levied on properties in the District and from other sources of funds available to the Petitioner, including revenue received by the City pursuant to a tax increment reinvestment zone applicable to the property within the District, if any.
- (g) *Management of the District.* The District shall be managed by the City, with the assistance of a consultant, who shall, from time to time, advise the City regarding certain operations of the District.
- (h) *Advisory Board.* The District shall be managed without the creation of an advisory body.

SECTION 4. That the Iron Horse Public Improvement District is hereby authorized and created as a public improvement district under the Act in accordance with the findings of the City Council as to the advisability of the Authorized Improvements contained in

this Resolution, the nature and the estimated costs of the Authorized Improvements, the boundaries of the District, the method of assessment and the apportionment of costs as described herein; and the conclusion that the District is needed to fund such Authorized Improvements.

SECTION 5. That notice of this Resolution authorizing the District shall be given by publishing such notice once in a newspaper of general circulation in the City in which the District is to be located. Effective upon the publication of such notice, the District shall be established.

SECTION 6. That City staff is directed to cause to be prepared a Service and Assessment Plan for the District and to present it to the City Council for review and approval.

SECTION 7. That this Resolution shall take effect immediately from and after its passage and publication as required by law.

DULY RESOLVED by the City Council of the City of Mesquite, Texas, on the 4th day of February, 2019.

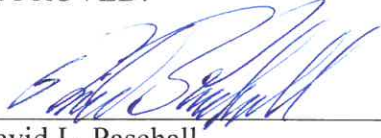
[Signature Page Follows]

Stan Pickett
Mayor

ATTEST:

APPROVED:

Sonja Land
City Secretary



David L. Paschall
City Attorney

EXHIBIT A

Property Depiction

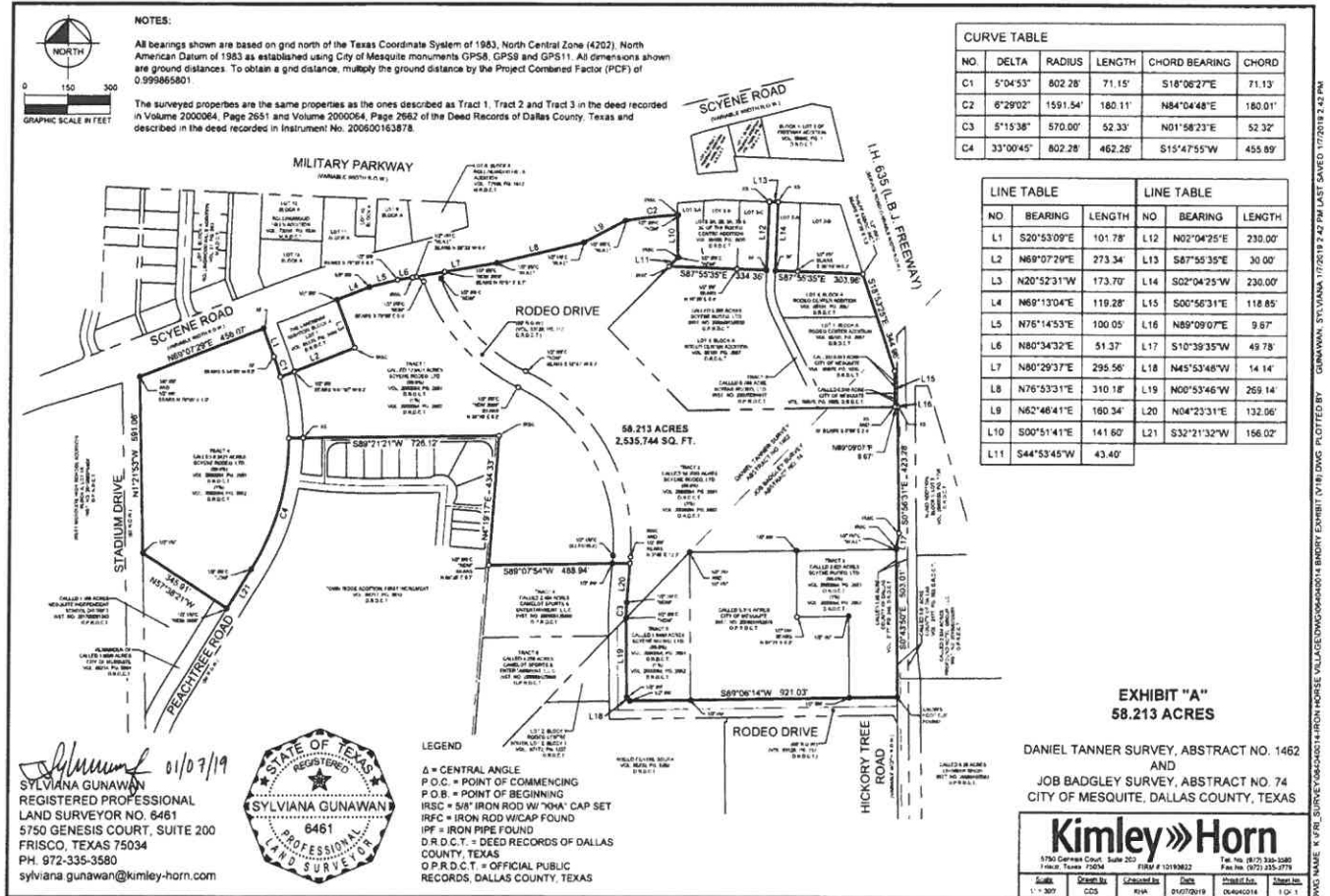


EXHIBIT B

Metes and Bounds Legal Description (Approximately 58.213 acres)

BEING a tract of land situated in the Daniel Tanner Survey, Abstract No. 1462, and the Job Badgley Survey, Abstract No. 74, City of Mesquite, Dallas County, Texas and being all of a called 12.9421 acre tract of land described as Tract 1, all of a called 18.3003 acre tract of land described as Tract 2, all of a called 2.821 acre tract of land described as Tract 3, all of a called 8.3421 acre tract of land described as Tract 4, and all of a called 1.9483 acre tract of land described as Tract 5 in General Warranty Deed to Scyene Rodeo, LTD., recorded in Volume 2000064, Page 2651 and Volume 2000064, Page 2662, of the Deed Records, Dallas County, Texas, and being all of a called 5.309 acre tract of land described in Special Warranty Deed to Scyene Rodeo, LTD., recorded in Instrument No. 200600158939, Official Public Records, Dallas County, Texas, and being all of a called 2.897 acre tract of land described as Tract 1 and all of a called 0.766 acre tract of land described as Tract II in Special Warranty Deed to Scyene Rodeo, LTD., recorded in Instrument No. 20070091617, Official Public Records, Dallas County, Texas, same being all of Lots 1 and 4, Block A of Rodeo Center Addition, according to the Final Plat thereof recorded in Volume 85101, Page 2067 of the Deed Records, Dallas County, Texas, and also being all of a called 5.315 acre tract of land described in Special Warranty Deed to City of Mesquite, as recorded in Instrument No. 200600163878 of the Official Public Records of Dallas County, Texas, and also being portions of Rodeo Drive, a 60 foot wide right-of-way as created in Volume 93128, Page 717 of the Deed Records of Dallas County, Texas, and Peachtree Road, a 50 foot wide right-of-way, and being more particularly described as follows:

BEGINNING at a 3/8-inch iron rod found for the intersection of the east right-of-way line of Stadium Drive (a 60-foot wide right-of-way) with the southeast right-of-way line of Scyene Road (a variable width right-of-way) and being the northwest corner of said 8.3421 acre tract, from which a 1/2-inch iron rod found for witness bears North 70°05' East, a distance of 1.0 feet;

THENCE along said southeast right-of-way line of Scyene Road and the northwest line of said 8.3421 acre tract, North 69°07'29" East, a distance of 456.07 feet to an "X" cut in concrete found at the intersection of said southeast right-of-way line of Scyene Road with the west right-of-way line of said Peachtree Road and being the northeast corner of said 8.3421 acre tract;

THENCE departing said southeast right-of-way line of Scyene Road and along said west right-of-way line of Peachtree Road and the east line of said 8.3421 acre tract, the following courses and distances:

South 20°53'09" East, a distance of 101.78 feet to a point for corner, from which an "X" cut in concrete found for witness bears South 54°09' West, a distance of 0.9' and at the beginning of a non-tangent curve to the right having a central angle of 5°04'53", a radius of 802.28 feet, a chord bearing and distance of South 18°06'27" East, 71.13 feet;

Exhibit B

In a southeasterly direction, with said curve to the right, an arc distance of 71.15 feet to a point for corner;

THENCE departing said west right-of-way line of Peachtree Road and the east line of said 8.3421 acre tract, and crossing said Peachtree Road, North 69°07'29" East, passing en route a 1/2 inch iron rod found for witness on the east right-of-way line of said Peachtree Road for the southerly northwest corner of said 12.9421 acre tract, common to the southwest corner of Lot 1, Block A, of The Landmark Addition, an addition to the City of Mesquite, Texas, according to the plat thereof recorded in Volume 85135, Page 3484, Deed Records, Dallas County, Texas, and continuing along the same course and along the north line of said 12.9421 acre tract and the south line of said Lot 1, Block A, for a total distance of 273.34 feet to a 5/8-inch iron rod with plastic cap stamped "KHA" set for the southeast corner of said Lot 1, Block A, common to an ell corner of said 12.9421 acre tract;

THENCE along the west line of said 12.9421 acre tract and the east line of said Lot 1, Block A, North 20°52'31" West, a distance of 173.70 feet to a 1/2-inch iron rod found for the northerly northwest corner of said 12.9421 acre tract, common to the northeast corner of said Lot 1, Block A, being on said southeast right-of-way line of Scylene Road;

THENCE along said southeast right-of-way line of Scylene Road, the north line of said 12.9421 acre tract, the northerly terminus of said Rodeo Drive, and the north line of aforesaid 18.3003 acre tract, the following courses and distances:

North 69°13'04" East, a distance of 119.28 feet to a 5/8-inch iron rod found for corner;

North 76°14'53" East, a distance of 100.05 feet to a point for corner, from which a 1/2-inch iron rod found bears South 76°33' east, a distance of 0.3 feet;

North 80°34'32" East, a distance of 51.37 feet to a 5/8-inch iron rod with plastic cap stamped "KHA" set for corner;

North 80°29'37" East, a distance of 295.56 feet to to a 1/2-inch iron rod with plastic cap stamped "W.A.I." found for corner;

North 76°53'31" East, a distance of 310.18 feet to a 1/2-inch iron rod with plastic cap stamped "W.A.I." found for corner;

North 62°46'41" East, a distance of 160.34 feet to a 1/2-inch iron rod with plastic cap stamped "W.A.I." found at the beginning of a non-tangent curve to the right having a central angle of 6°29'02", a radius of 1591.54 feet, a chord bearing and distance of North 84°04'48" East, 180.01 feet;

In a northeasterly direction, with said curve to the right, an arc distance of 180.11 feet to a 5/8-inch iron rod with plastic cap stamped "KHA" set on the west line of Lot 3A of Lots 2A, 2B, 3A, 3B & 3C of the Rodeo Centre Addition, according to the Replat thereof recorded in Volume 85186, Page 2020 of the Deed Records, Dallas County, Texas;

THENCE departing said southeast right-of-way line of Scylene Road, along the west line of said Lot 3A, the following courses and distances:

South 0°51'41" East, a distance of 141.60 feet to a 5/8-inch iron rod with plastic cap stamped "KHA" set for corner;

South 44°53'45" West, a distance of 43.40 feet to a 5/8-inch iron rod with plastic cap stamped "KHA" set for the southwest corner of said Lot 3A, common to the southerly northwest corner of said Lot 4;

THENCE along the south lines of said Lot 3A and Lots 3B and 3C of said Rodeo Centre Addition, according to the plat thereof recorded in Volume 85186, Page 2020, Deed Records, Dallas County, Texas, South 87°55'35" East, a distance of 334.36 feet to an "X" cut in concrete found for the southeast corner of said Lot 3C, common to an ell corner of said Lot 4;

THENCE along the east line of said Lot 3C and the west line of said Lot 4, North 2°04'25" East, a distance of 230.00 feet to an "X" cut in concrete set for the northerly northwest corner of said Lot 4, common to the northeast corner of said Lot 3C in said southeast right-of-way line of Scylene Road;

THENCE along said southeast right-of-way line of Scylene Road and the north line of said Lot 4, South 87°55'35" East, a distance of 30.00 feet to an "X" cut in concrete set for the northerly northeast corner of said Lot 4, common to the northwest corner of Lot 2A of said Rodeo Centre Addition;

THENCE departing said southeast right-of-way line of Scylene Road, and along the east line of said Lot 4 and the west line of said Lot 2A, South 2°04'25" West, a distance of 230.00 feet to an "X" cut in concrete found for the southwest corner of said Lot 2A, common to an ell corner of said Lot 4;

THENCE along the north line of said Lot 4 and the south lines of said Lot 2A and Lot 2B of said Rodeo Centre Addition, South 87°55'35" East, a distance of 303.96 feet to the southerly northeast corner of said lot 4, common to the southeast corner of said Lot 2B, in the west right-of-way line of Interstate Highway 635 (a variable width right-of-way), from which, a 1/2-inch iron rod with plastic cap stamped "HALFF ASSOC. INC." found bears South 40°35' east, a distance of 0.3 feet;

THENCE along said west right-of-way line of Interstate Highway 635 and the east lines of said Lot 4 and aforesaid Lot 1, South 18°53'25" East, a distance of 344.96 feet to a 5/8-inch iron rod with plastic cap stamped "KHA" set at the intersection of said west right-of-way line of Interstate Highway 635 with the west right-of-way line of Hickory Tree Road (a variable width right-of-way);

THENCE departing said west right-of-way line of Interstate Highway 635, along the west right-of-way line of said Hickory Tree Road and the east lines of aforesaid 18.3003 acre tract and aforesaid 2.821 acre tract, the following courses and distances:

South 0°56'31" East, a distance of 118.85 feet to an "X" cut in concrete set for corner, from which a "X" cut in concrete found bears South 00°56' East, a distance of 2.4 feet;

North 89°09'07" East, a distance of 9.67 feet to an "X" cut in concrete set for corner;

South 0°56'31" East, a distance of 423.28 feet to a 5/8-inch iron rod with plastic cap stamped "KHA" set;

South 10°39'35" West, a distance of 49.78 feet to 5/8-inch iron rod with plastic cap stamped "KHA";

South 0°43'50" East, a distance of 503.01 feet to crow's foot cut in concrete found for the southeast corner of said 2.821 acre tract, common to the intersection of the west right-of-way line of said Hickory Tree Road with the north right-of-way line of aforesaid Rodeo Drive;

THENCE departing said west right-of-way line of Hickory Tree Road, along the north right-of-way line of said Rodeo Drive and the south line of said 2.821 acre tract, the south line of aforesaid 5.315 acre tract, and the south line of aforesaid 1.9483 acre tract, South 89°06'14" West, a distance of 921.03 feet to a 1/2-inch iron rod found for the southerly southwest corner of said 1.9483 acre tract, common to the southeast corner of a right-of-way corner clip for said east right-of-way line of Rodeo Drive;

THENCE along the west line of said 1.9483 acre tract and along said corner clip, North 45°53'46" West, a distance of 14.14 feet to a 1/2-inch iron rod found for the northerly southwest corner of said 1.9483 acre tract, common to the northwest corner of said right-of-way corner clip;

THENCE continuing along the east right-of-way line of said Rodeo Drive and the west line of said 1.9483 acre tract, North 0°53'46" West, a distance of 269.14 feet to a 1/2-inch iron rod with plastic cap stamped "NDM" found for the northwest corner of said 1.9483 acre tract, and at the beginning of a non-tangent curve to the right having a central angle of 5°15'38", a radius of 570.00 feet, a chord bearing and distance of North 1°58'23" East, 52.32 feet;

THENCE continuing along said east right-of-way line of Rodeo Drive and along the west line of said 18.3003 acre tract, the following courses and distances:

In a northeasterly direction, with said curve to the right, an arc distance of 52.33 feet to a 1/2-inch iron rod with plastic cap stamped "NDM" found;

North 4°23'31" East, a distance of 132.06 feet to a point for corner;

THENCE departing said east right-of-way line of Rodeo Drive and the west line of said 18.3003 acre tract, and crossing said Rodeo Drive, South 89°07'54" West, passing en route the southeast corner of said 12.9421 acre tract, common to the northeast corner of a called 2.404 acre tract of land described in a deed to Camelot Sports & Entertainment, L.L.C., as recorded in Instrument No. 200900125900 of the Official Public Records of Dallas County, Texas, being on the west right-of-way line of said Rodeo Drive, and continuing along the same course and along the south line of said 12.9421 acre tract and the north line of said 2.404 acre tract, for a total distance of 488.94 feet to the south southwest corner of said 12.9421 acre tract, common to the northwest corner of said 2.404 acre tract, in the east right-of-way line of an 18-foot alley shown on the plat of Town Ridge Addition, First Increment, an addition to the City of Mesquite, Texas, according to the plat thereof recorded in Volume 84217, Page 3610, Deed Records, Dallas County, Texas, from which a 1/2-inch iron rod with plastic cap stamped "NDM 2609" bears North 88°25' East, a distance of 0.7 feet;

THENCE along said east right-of-way line of the 18-foot alley and the west line of said 12.9421 acre tract, North 4°19'17" East, a distance of 434.33 feet to a 5/8-inch iron rod with plastic cap stamped "KHA" set for the northeast corner of said Town Ridge Addition, common to an ell corner of said Town Ridge Addition;

THENCE along the north right-of-way line of said 18-foot alley and the south line of said 12.9421 acre tract, South 89°21'21" West, passing en route an "X" cut in concrete set for the northerly southwest corner of said 12.9421 acre tract in aforesaid east right-of-way line of Peachtree Road, and continuing along the same course and crossing said Peachtree Road, for a total distance of 726.12 feet to a point for corner on aforesaid west right-of-way line of Peachtree Road and the east line of aforesaid 8.3421 acre tract, and at the beginning of a non-tangent curve to the right having a central angle of 33°00'45", a radius of 802.28 feet, a chord bearing and distance of South 15°47'55" West, 455.89 feet;

THENCE along said west right-of-way line of Peachtree Road and the east line of said 8.3421 acre tract, the following courses and distances:

In a southwesterly direction, with said curve to the right, an arc distance of 462.26 feet to a 1/2-inch iron rod with plastic cap stamped "JDM" found for corner;

South 32°21'32" West, a distance of 156.02 feet to a 1/2-inch iron rod with plastic cap stamped "NDM 2609" found for the southeast corner of said 8.3421 acre tract, common to the northeast corner of a called 1.9020 acre tract of land described in a deed to City of Mesquite, as recorded in Volume 86214, Page 5994 of the Deed records, Dallas County, Texas;

THENCE departing said west right-of-way line of Peachtree Road and along the southwest line of said 8.3421 acre tract, the northeast line of said 1.9020 acre tract and the northeast line of a called 1.506 acre tract of land described in a deed to Mesquite Independent School District, as recorded in Instrument No. 201700091343 of the Official Public Records, Dallas County, Texas, North 57°38'21" West, a distance of

345.91 feet to a 1/2-inch iron rod found for the southwest corner of said 8.3421 acre tract, common to the northwest corner of said 1.506 acre tract, being on aforesaid east right-of-way line of Stadium Drive;

THENCE along said east right-of-way line of Stadium Drive and the west line of said 8.3421 acre tract, North 1°21'53" West, a distance of 591.06 feet to the **POINT OF BEGINNING** and containing 58.213 acres (2,535,744 square feet) of land, more or less.