PETITION FOR CREATION OF A PUBLIC IMPROVEMENT DISTRICT TO BE NAMED POTRANCO RANCH PUBLIC IMPROVEMENT DISTRICT, FOR APPOINTMENT OF DIRECTORS, AND ASSESSMENTS AT A SPECIFIED RATE, WITHIN THE BOUNDARIES OF THE DISTRICT

STATE OF TEXAS

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COUNTY OF MEDINA

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TO THE HONORABLE COMMISSIONERS COURT OF MEDINA COUNTY, TEXAS:

The undersigned (hereinafter the "Petitioners"), being the entities which hold fee simple title to more than 50 percent of the appraised value of taxable property proposed to be included within the public improvement district (the "District") proposed in this petition (the "Petition"), with the intention to further the development of the land hereinafter described in metes and bounds, and to benefit Medina County, Texas (the "County") acting pursuant to the provisions of Subchapter A ("Subchapter A") of Chapter 372, Texas Local Government Code ("Chapter 372"), hereby respectfully petitions the Commissioner Court (the "Court") of the County, requesting the creation of the District, and would show the following:

ARTICLE I DISTRICT NAME

The name of the District shall be the "Potranco Ranch Public Improvement District."

ARTICLE II PURPOSE

The District shall be created and organized under the terms and provision of Article XVI, Section 59, Article III, Section 52, and Article III, Section 52a, respectively, of the Constitution of the State of Texas, and Subchapter A of Chapter 372.

ARTICLE III NATURĖ OF IMPROVEMENTS

This Petition requests that the County create the District and, on behalf thereof, engage in economic development projects and exercise the powers relative thereto, requested in this Petition. The Petitioners propose that the County enter into, on the District's behalf, development agreements as are deemed advisable to promote state and local economic development and to stimulate responsible and proper growth in the District as permitted and in accordance with Subchapter A. The general nature of the work proposed within this Petition to be completed within the boundaries of the proposed District includes, but is not limited to, construction and improvements to utilities; establishment of roads, bridges and associated drainage and trails; water, sewer, and recycled water facilities, demolition and land clearing; lighting improvements; construction of entry way features; signage; and other infrastructure improvements within the District; police, fire and emergency protection and security services; promotion of development within the District; and establishment of conservation easements.

including costs of acquisition of open space. The District may undertake the projects in conjunction with private or public entities. The District will comply with Subchapter A of Chapter 372 in determining its undertakings.

The area comprising the proposed District is not presently improved or promoted in a way that will lead to new properly restricted development in the District and the County. The proposed District is necessary in order to advance, upgrade and pay for or finance the construction improvements within the District. The proposed District and its projects appear feasible, necessary and will be a benefit to the land within the District, County and surrounding areas and assure the development and homes built therein are of appropriate value and quality.

ARTICLE IV ESTIMATED COSTS

The capital costs of the projects proposed to be constructed, acquired, or otherwise undertaken within or with respect to the District to induce, provide incentives and develop the proposed economic development project expected to be valued at approximately \$25,530,000.00.

ARTICLE V DISTRICT BOUNDARIES

The District shall contain an area of approximately 320 acres of land, situated entirely within the County. All of the land proposed to be included may properly be included within the District. None of the land proposed to be included within the District is within the corporate boundaries or extraterritorial jurisdiction of any municipality. The boundaries of the proposed District are described in the map or sketch, by metes and bounds, address, or by lot and block in Exhibit "A", attached hereto and incorporated herein for all purposes.

ARTICLE VI METHOD OF ASSESSMENT; ASSESSABLE PROPERTY

Petitioners request that the County impose within the District an assessment based on the per \$100 valuation as reflected in the official tax rolls of Medina County Appraisal District, for the year of each respective assessment, in an amount necessary to satisfy the budget of the District (anticipated to initially total \$0.18 per \$100 of the aforementioned valuation); provided, however, that if this methodology for imposing assessments within public improvement districts is ever invalidated under applicable Texas law, the County shall be permitted to implement a substitute assessment methodology that is permissible under applicable Texas law and most closely approximates the funding result of the then-invalidated methodology.

- 1) Petitioners request that the following classes of assessable property be excluded from the assessment rolls:
- a) Undeveloped property being property within the District that has not been converted into developed lots containing suitable sites for building single family residences.
 - b) Public facilities, including but not limited to, schools, public parks, etc.

- c) Property under an agricultural or open space tax exemption as reflected on the official tax roll of the Medina County Appraisal District, for the year in which the assessment is made.
- 2) Petitioners request that the following classes of assessable property be included in the assessment rolls:

Improved property being property within the District that has been converted into developed lots containing suitable sites for building single family residences.

ARTICLE VII APPORTIONMENT OF COSTS

Except as hereafter described, assessments collected within the District shall represent the sole source of funds to pay any and all costs of improvement, and operation and maintenance thereof, within the District that are the subject of this Petition. Additionally, Petitioners anticipate that the County will enter into a development agreement with Reinvestment Zone Number Two, Medina County, Texas (the "Zone"), if and when created, for contributions from the incremental County ad valorem tax collected from within the Zone and described in the aforementioned agreement in an amount not to exceed \$9,840,000 of the \$25,530,000 funded costs of public infrastructure within the Zone. The Board (defined below) shall be permitted to negotiate with other taxing entities regarding improvement costs outside the District boundaries, but that are essential to the execution of the District's Service Plan, being (generally) the District development plan as well as other elements of service plans recommended by the Board and approved by the Court, for presentation to the Court for consideration and, if determined thereby to be advisable and beneficial, appropriate action thereby.

ARTICLE VIII MANAGEMENT

Petitioners request that the day to day operations of the District (but not with respect to the exercise of any and all powers reserved to the County and/or the Court pursuant to the provisions of the Subchapter A of Chapter 372) be managed by the private sector through a partnership with the County, by and through a board of directors (the "Board") that the County appoints at the time it adopts the Order creating the District, with three directors being nominated by the Petitioners and two being nominated by the County.

ARTICLE IX DISTRICT REQUEST

Attached to this Petition as Exhibit "B", is a sworn statement of the holder of fee simple title to more than 50 percent of the appraised value of taxable real property proposed to be included within the proposed District, stating the owner's request for and consent to the creation of the District as set forth in this Petition.

ARTICLE X APPOINTMENT OF DIRECTORS

Petitioners request that the County appoint five (5) individuals, at the time that the County creates the District, who are qualified under Subsection 372.008(b) of Chapter 372, to

serve as members of the Board, and charge such Board with the responsibility of management of the District pursuant to Article III above.

ARTICLE XI GENERAL PROVISIONS

Petitioners are required to present a Service Plan, and an Assessment Plan or to prepare an Assessment Roll on or before the date of the Court's consideration of the order creating the District.

WHEREFORE, Petitioners pray that this Petition be heard and the Commissioners Court of Medina County, Texas set a hearing date, publish notice of and conduct a hearing, make findings, and enter an Order creating Potranco Ranch Public Improvement District, in the manner specified in Chapter 372, Local Government Code, as amended.

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RESPECTFULLY SUBMITTED this 7th day of December, 2012

POTRANCO 320, LLC, a Texas limited liability company	POTRANCO RANCH, LP, a Texas limited partnership
By: Sal Beld	By: 320 Management, LLC, a Texas limited liability company General Partner By: Ach Sunt
Name: <u>David L. Earl</u>	Name: Robert Trautmann
Title: Manger	Title: Partner
STATE OF TEXAS \$ \$ COUNTY OF BEXAR \$	trad before me on the Manager of Manager 2012 by
This instrument was acknowled David L. Earl, Manager, Potranco 32 property proposed to be included within	20, LLC, a Texas limited liability company, owner of
SARAH DANIEL Notary Public, State of Texas My Commission Expires November 16, 2014 STAFE THE TEXAS	Notary in and for the State of Texas
This instrument was acknowled Robert Trautmann, Partner, Potrance	ged before me on the day of <u>December</u> 2012, by Ranch, LP, a Texas limited partnership, by 320

Notary in and for the State of Texas

ERIOA NICOLE TOMBLIN Notary Public STATE OF TEXAS My Comm. Exp. 02-08-2016

52392451.3

EXHIBIT "A"

BOUNDARIES OF THE PROPOSED DISTRICT

EXHIBIT "A" 320.15 A CRES

STATE OF TEXAS COUNTY OF MEDINA

field notes for a 220.15 acro tract of land in Mediaa County, Yoxas and Going out of the following Surveys with their approximate acreage.

59.65 acres out of Survey Number 97, Abstract [452] - [42.49 ácres dut of Survey Number 96, Abstract 1327 and - [18.0] nores out of Survey Number 38, Abstract 5 all in Madine County, Toxes.

Said 320.15 note tract of land being the same land as described in a deed from Ruth Steinle Austran to Pickaneo Ranch, I.P., recorded in Volome 323, Page 744 of the Official Public Records of Medina County, Toxas. Said 320 15 note tract of land being more particularly described by motes and bounds as follows.

BECKNNING dia 5/8 inchested pla found on the south Right-Of-Way line of FM Hwy 1957 (variable width 80° in his to the northeyest corner of a called 320.00 acro tract as described in a deed from Ruth Stainto Austrian to Protection Report, LP, recorded in Volume 573, Fago 7/1 of the Official Public Records of Medica County, Texas, Said point being the northwest corner of a called 619 4125 acro tract (VI Second Tikel) from Maila R. Stofnels to Josuano Stofne Williams in a Kost Will and Tostoment, tecorded in Volume 63, Page 378 of the Official Public Records of Medica County, Toxes Said point also being the northeast corner of a called 722 7286 acro tract (VI Second Tract) from Marina R. Stofnels to Ruth Steinto in a Lost Will and Tostoment, recorded in Volume 63, Page 378 of the Official Public Records of Medica County, Toxas

THÉNGE along the South Right-QÉNay line of PAR Hays 1957 the following four cells: North 86° 32° 48° Rath a distance of 126.51 feet to a Andel Bross Dirk found for an angle point; South 82° 51' 59° Bast, a distance of 33' 58° feet to a Andel Brass Dirk found for an angle point; North 66° 51' 45° Bast, a distance of 176.50 Ret to a Andel Brass disk found for an angle point and North 86° 45' 28° Bast, a distance of 173.5 16 Ret to a Steel feet point for the angle point and North 86° 45' 28° Bast, a distance of 173.5 16 Ret to a Steel feice post found for the northeast center of the fresh described 320.15 acres tract.

ItenCR outling acrose the aforesald 122 1286 acre that, South 00° 08' 33" West, a distance of 6618.96 feel to a 5/8 inch steal pin found for the realizest course of the herola described 320 is acrested and being on the north line of a culted 264.583 acrestant as described in a deed from Sharon Alleo Manho to Linda Reason, reported in Volume 93, Page 448 of the Official Public Records of Median County, Toxas.

THENCE with the south-line of this tract the following three calls: Hauth 89° 34' 06" West, a distance of 48.09 feet to a Cedat port found for an angle point, North 89° 30' 41" West, a distance of 875 53 feet to a deep pipe post found between two gates for an angle point and North 89° 12' 27" Wost, a distance of 1426.74 feet to a Petre Corner Post found for title southwest eginer of the level described 320 IS across and being the southwest eginer of the level bed 320 IS across and being the southwest counter of the aforesald 619 4125 angulance.

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I, Tony D Wilklo, Ir., heroby certify that those hold-noise were prepared from an actual survey made on the ground on August 29, 2011.

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Rolligned Is horaby rised of all 11" & 17" Survey Diaving that accompanies those field Motos.

Joseph Wilkie, II. Registered Professional Land Surveyor No. 4724 Job Number 2011 195



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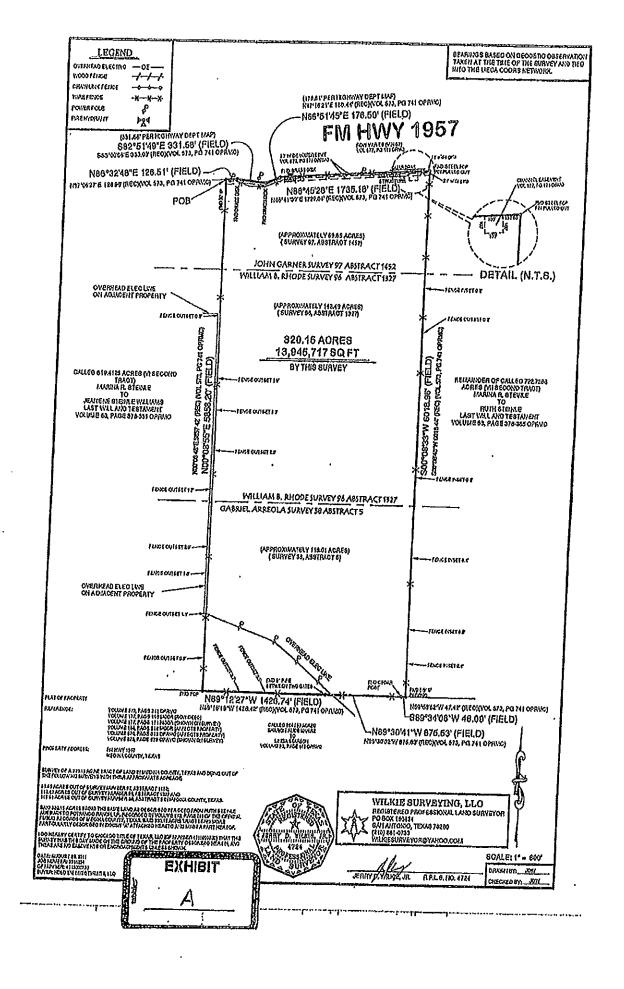


EXHIBIT "B-1"

SWORN AFFIDAVIT OF FEE SIMPLE OWNER OF REAL PROPERTY REQUESTING CREATION FOR, AND CONSENTING TO INCLUSION IN, POTRANCO RANCH PUBLIC IMPROVEMENT DISTRICT

STATE OF TEXAS

COUNTY OF MEDINA

I, the undersigned, hereby affirm that I am the fee simple owner of real property located in Medina County. I am verifying, for purposes of Chapter 372, Local Government Code, that I am the owner of taxable real property representing more than fifty percent (50%) of the appraised value of taxable real property within the proposed District, and that I request the creation of the Potranco Ranch Public Improvement District and consent to the inclusion of said property within its boundaries. The description, by metes and bounds, of the real property that I own, and wish to include within the proposed District is attached as Exhibit "A-1" to the Petition for creation of the Potranco Ranch Public Improvement District.

POTRANCO 320, LLC, a Texas limited liability company

Name: Harry Hausman

Title: Manger

Executed Lecember 7, 2012

STATE OF TEXAS

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SARAH DANIEL

Notary Public, State of Texas My Commission Expires November 16, 2014

COUNTY OF BEXAR

Subscribed and sworn to (or affirmed) before me this

y of Marker , 2012

Notary in and for the State of Texas

EXHIBIT "A" 320.15 ACRES

STATE OF TEXAS COUNTY OF MEDINA

field notes for a 320.15 acre tract of land in Median County, Yosas and being out of the following Surveys with their approximate acreage.

\$9.65 notes out of Survey Number 97, Abstract 1452; 142.49 notes out of Survey Number 96, Abstract 1327 and [18.0] notes out of Survey Number 38, Abstract 5 all in Medina Compty, Toxas.

Sald 320.15 note tract of land being the same land as described in a deed from Ruth Steinle Austran to Protence Ranch, LP, recorded in Volume 573; Page 741 of the Official Public Records of Medina County, Toxas, Sald 320 15 here tract of land being more particularly described by motes and bounds as follows.

BEGINNING at a 5/8 Incli steel plà souja on the souja Right-Of-Way line of FM Hwy 1957 (variable width 80! inlin) for the northwest corner of this tract and being the northwest corner of a called 320.00 agree tract as described in a deed from Ruth Steinto Augum to Protrance Reach, LP, recorded in Volume 573, Page 741 of the Official Public Records of Medina Cointy, Toxas, Sald point being the northwest corner of a called 619 4125 agree that (VI Second Tract) from Marina R Steinele to Ioaneme Steinel Williams in a Last Will and Yostomenu, recorded in Volume 63, Page 378 of the Official Public Records of Medina County, Toxas Sald point also being the northwest corner of a called 722 7286 acre times (VI Second Tract) from Marina R. Steinele to Ruth Steine in a Last Will and Testament, recorded in Volume 63, Page 378 of the Official Public Records of Medina County, Toxas

HENCE along the South Right-QE-Yay live of the Hwy 1957 the following four cells: North 86° 32° 48° fast, a distance of 126.51 feet to a Andel Brass Disk found for an angle point; South 82° 51° 59° fast, a distance of 331 58° feet to a Andel Brass Disk found for an angle point; North 66° 51° 45° East, a distance of 176.50 feet to a Andel Brass disk found for an angle point and North 86° 45° 28° East, a distance of 1735 16 feet to a Steel felico post found for the northeast coins of the borola described 320.15 acro tract.

AUINCE cutting actors the aforesald 122 1286 note tract, South 00° 03° 33" West, a distance of 6018.96 feel to a 518 inch steel pin found for the southeast course of the hotely described 320 IS acro tract and being on the portly time of a cultide 266,583 note tract as described in a dead from Sharon Alleo Manko to Linda Searson, resorded in Volume 93, Page 445 of the Official Public Records of Median County, Toxas.

THENCE with the south line of this tract the following three calls; Sauth 89° 34' 06" West, a distance of 48.09 feet to a Cedar post found for an angle point, North 89° 30' 41" West, a distance of 875 53 feet to a seed pipe post found between two gales for an angle point and North 89° 12' 27" West, a distance of 1426.74 feet to a Petrea Corner Post found for the southwest comer of the herein described 320 15 nore truct and being the southeast comer of the aforesaid 619 4125 agree tract.

THENCY will the west the of this tries, North 00° 08'55" Bast, a distance of 585820 feet to die place of the MECINYING

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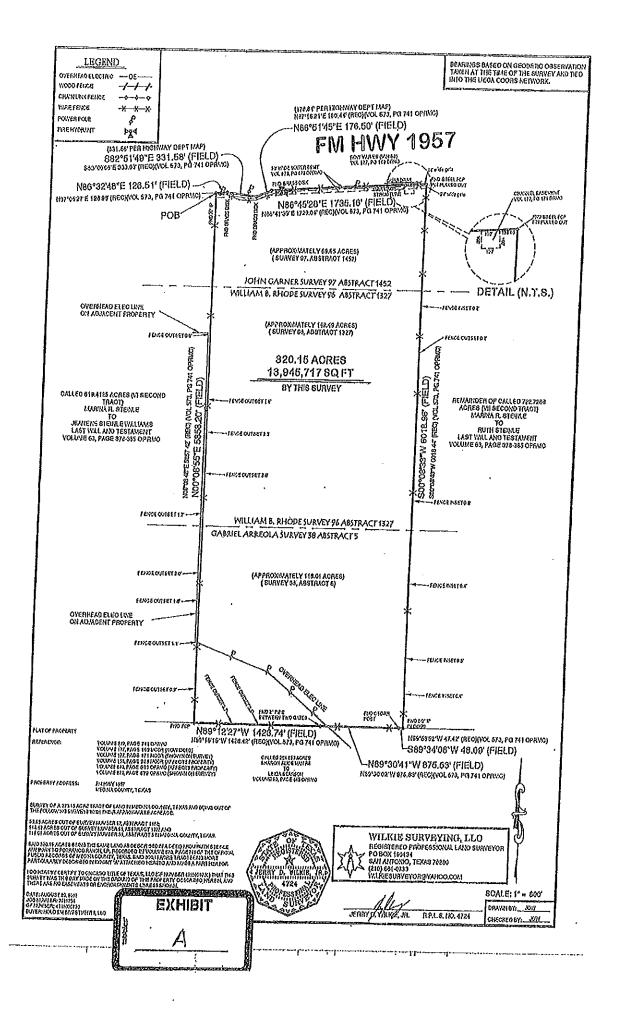
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Joseph Wilkid, It. Registered Professional Land Surveyor No. 4724 Job Number 2011195



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Barrera Land Surveying 7715 Meinland Drive, Sulfe 114 San Autonio, Texas 78250 (210) 444-9023 (210) 444-9479 (fax) dbinsatx@yahoo.com

STATE OF TEXAS

COUNTY OF MEDINA

LEGAL DESCRIPTION For 60,00 Acre Tract

Being a 60.00 acre tract of land out of the remainder of a 320.15 acre tract as recorded in Volume 573, Page 741, Official Public Records, Medina County, Texas, and also being out of the John Garner Survey No. 97, Abstract 1452, the William B. Rhode Survey No. 96, Abstract 1327, and the Gabriel Arreola Survey No. 38, Abstract 5, and being more particularly described as follows:

BEGINNING: At a set ½" steel rod with a yellow cap marked "RPLS 5286" for the Northeast corner of the herein described tract and being on the South right-of-way line of Potranco Road (F.M. Hwy, 1957) and approximately 3,076 feet to the intersection of County Road No. 388;

THENCE: departing said South right-of-way line of Potranco Road, S 00°-08'-33" W, a distance of 4,326.78 feet to a set '4" steel rod with a yellow cap marked "RPLS 5286" for the Southeast corner of the herein described tract;

THENCE: N 22°-24'-06" W, a distance of 294.05 feet to a set 1/2" steel rod with a yellow cap marked "RPLS 5286" for a comer;

THENCE: N 89°-51'-27" W, a distance of 262.26 feet to a set 1/2" steel rod with a yellow cap marked "RPLS 5286" for a corner;

THENCE: meandering the Western boundary line of the herein described tract the following twenty one (21) courses and distances:

- N 00°-08'-33" E, a distance of 570.90 feet to a set ½" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- N 34°-42'-36" W, a distance of 84.48 feet to a set ½" steel rod with a yellow cap marked "RPLS \$286" for a corner;
- N 69°-33'-45" W, a distance of 205.78 feet to a set ½" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- N 20°-26'-15" B, a distance of 50.00 feet to a set ½" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- S 69°-33'-45" E, a distance of 86.00 feet to a set ½" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- N 20°-26'-15" E, a distance of 195.54 feet to a set ½" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- N 17°-54'-32" W, a distance of 63,07 feet to a set ½" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- N 00°-08'-33" B, a distance of 935.49 feet to a set ¼" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- N 38°-32'-13" W, a distance of 45.52 feet to a set ½" steel rod with a yellow cap marked "RPLS 5286" for a corner;

EXHIBIT

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- N 25°-48'-10" B, a distance of 33.28 feet to a set 1/2" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- N 00°-08'-33" B, a distance of 255.00 feet to a set 1/2" sleet rod with a yellow cap marked "RPLS 5286" for a corner;
- S 89°-51'-27" B, a distance of 88,75 feet to a set ½" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- o N 00°-08'-55" E, a distance of 195.00 feet to a set 1/2" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- o N 20°-08'-32" B, a distance of 31.93 feet to a set ½" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- N 00°-08'-33" E, a distance of 195.00 feet to a set 1/2" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- N 89°-51'-27" W, a distance of 15.65 feet to a set ½" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- N 00°-08'-33" E, a distance of 245.00 feet to a set 1/2" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- N 89°-51'-27" B, a distance of 754.28 feet to a set ½" steel rod with a yellow cap marked "RPLS 5286" for a conter;
- N 44°-51'-16" W, a distance of 42,42 feet to a set 1/2" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- N 00°-08'-55" E, a distance of 1,012.01 feet to a set 1/2" steel rod with a yellow cap marked "RPLS 5286" for a corner;
- N 03°-14'-32" W, a distance of 50.00 feet to a set ½" steel rod with a yellow cap marked "RPLS 5286" on the South right-of-way of Potranco Road, for the Northwest corner of the herein described tract;

THENCE: along the South right-of-way line of Potranco Road, N 86°-45'-28" E, a distance of 1,189.20 feet to the POINT OF BEGINNING and containing 60.00 acres of land (2,613,586 SQ.FT.) more or less. Survey prepared this date.

DAVID DARRERA

Date: 03-22-2012 Revised: 03-29-2012

David Barrera, R.P.L.S. No. 5286

Job No. 056-12

EXHIBIT

A-/

EXHIBIT "B-2"

SWORN AFFIDAVIT OF FEE SIMPLE OWNER OF REAL PROPERTY REQUESTING CREATION FOR, AND CONSENTING TO INCLUSION IN, POTRANCO RANCH PUBLIC IMPROVEMENT DISTRICT

STATE OF TEXAS
COUNTY OF MEDINA

I, the undersigned, hereby affirm that I am the fee simple owner of real property located in Medina County. I am verifying, for purposes of Chapter 372, Local Government Code, that I am the owner of taxable real property representing more than fifty percent (50%) of the appraised value of taxable real property within the proposed District, and that I request the creation of the Potranco Ranch Public Improvement District and consent to the inclusion of said property within its boundaries. The description, by metes and bounds, of the real property that I own, and wish to include within the proposed District is attached as Exhibit "A-2", to the Petition for creation of the Potranco Ranch Public Improvement District, save and except for that portion of Exhibit A-2 which has already been sold and conveyed to Potranco 320, LLC and is described by metes and bounds at Exhibit A-1.

POTRANCO RANCH, LP, a Texas limited partnership

By: 320 MANAGEMENT, LLC, a Texas limited liability company, its General Partner

By: Cloh Sunt	
Name: Robert Trautmann	
Title: Partner	•
Executed Justin 51, 2012	
STATE OF TEXAS §	
COUNTY OF BEXAR §	
Subscribed and sworn to (or affirme	ed) before me this

320.15 ACRES

STATE OF TEXAS COUNTY OR MEDINA

Field noise, for a 320.15 acrollect of land in Median County, forme and holog out of the following Surveys with their approximate acresses:

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BEGINAING at 4.5/8 inolitics plated and on the soull Rish Of Way line of the flavy 1957 (years blo width \$0.00 min) for the northwest comes of this first and bring the neighborst comes of ealled 220. Was as the first as described in a dead from Right Steinte Aughmu to Protone on Anglo, f. P. recorded in Volume 573, Page 741 of the Official Public Records of Medium County, Toxos: Said point being the neithwest comes of a called 619 4123 acre that (VI Second Tinet) from Marias R. Steinels to Jeansh Steinels Williams in a Lost Will said. Testantent, recorded in Volume 63, Page 328 of the Official Public Records of Medium County, Toxos Said point also being the neitheast cords of a called 722 7286 decount (VI Second Tract) from Marias R. Steinels in Ruth Steinel in a Lost Will and Testantent, recorded in Volume 63, Page 378 of the Official Public Records of Medium County, Toxos

THENOE glong the South Right De Yay line of FM Hay. 1937 the following four cells: North 36° 32' 48" lines, a distinged of 126.51. feet to a Anotherna Disk found for an angle point; North 36° 51' 59" lines, a distinct of 331 58 feet to a Anotherna Disk found for an angle point; North 36° 51' 45" lost, a distinct of 176.50 feet to a Anotherna disk found for an angle point and North 86° 45' 28" lost, a distinct of 1735 to 1861 o a Steel feet o post found for the notificant comet of the herein described 320.15 ages tract.

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Jojly 1 Wilkie, It. Robistated Professional Land Stirveyor No. 4721 Job Number 2011195

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