

**REINVESTMENT ZONE NUMBER ONE,
CITY OF HOUSTON, TEXAS
Third Amended Project Plan
August 10, 1999**

This **THIRD AMENDED PROJECT PLAN** for Reinvestment Zone Number One, City of Houston, Texas (the "Zone") includes the following elements required by Chapter 311, Texas Tax Code.

1. Maps
 - a. Exhibit A map shows the existing uses and conditions of real property in the Zone.
 - b. Exhibit B is the following Maps: Sanitary Sewer/Water Line Map, Storm Sewer Map, and Street Configuration Map.
 - c. A map showing R-1, NC-PUD, R-PUD, and U-PUD Zoning Districts is Exhibit C.
 - d. Exhibit D shows development projects within the Zone.
2. Proposed changes of zoning ordinances, the master plan of the municipality, building codes, and other municipal ordinances
 - a. Ordinance 99-756 amended the Planning and Zoning regulations to allow the creation of an Urban Planned Unit Development and Residential Planned Unit Development Zoning Districts within the area north of Dolores Street and west of McCulloch Circle. No other municipal ordinances or building codes are expected to be changed or amended as a result of this Amended Project Plan.
3. Project Costs to be borne by the Zone

The following improvements will be constructed on Yorktown and that portion of the Zone west of Yorktown (Yorktown, Hidalgo, Navarro, Lampasas, Fairdale, McCulloch Circle, Bosque, Dolores, Val Verde, the "Redevelopment Area Streets") and within the area bounded by Yorktown, Fairdale Lane, South Rice, and Richmond Avenue (the "East NC-PUD Area"), and the intersection of South Rice with Fayette, Val Verde, Navarro, Lampasas, and Fairdale.

<u>Improvements</u>	<u>Location</u>
Removal of existing pavement and construction of new pavement	Redevelopment Area Streets East NC-PUD Area
New water lines laterals and meters	Redevelopment Area Streets East NC-PUD Area
New sewer lines laterals	Redevelopment Area Streets East NC-PUD Area
Removal of existing storm sewer system and construction of new storm sewers	Redevelopment Area Streets East NC-PUD Area
New street lights	All areas of the Zone
Cul-de-sacs	Redevelopment Area Streets Intersection of south Rice & Fayette, Navarro, Val Verde, Lampasas & Fairdale
New fencing	Redevelopment Area Streets East NC-PUD Area, South Rice
Entrance Monument	South Rice at Hidalgo
Landscaping	All areas of the Zone
1/3 Affordable Housing	
Financing Costs	
Education related project costs for construction, reconstruction or repair of educational facilities located in and outside the Zone.	

a.	Capital Costs:	
	Water Main Items	\$ 295,000
	Sanitary Sewer Items	\$ 260,000
	Storm Sewer Items	\$ 530,000
	Street Paving Items	\$ 3,540,000
	Brick Sound Wall	\$ 420,000
	Landscaping	\$ 450,000
	Cul-de-sacs	\$ 200,000
	Other Work Items	\$ 355,000
	Contingencies (10%)	\$ 451,000

The above capital improvement costs are expected to be incurred over the next three years (1999 – 2001).

b.	Other Costs:	
	Financing costs	
	Current Bonds Outstanding	\$ 2,280,000
	Future Financing Costs*	\$ 0
	Real property assembly costs	\$ 1,000,000
	Organizational Costs	\$ 50,000
	Engineering	\$ 498,000
	Planning	\$ 45,000
	Legal advise and services	\$ 250,000
	Costs of operating the Zone	\$ 492,000

* If necessary, financing costs will be calculated on and in conjunction with the approval of bonds by City Council.

The above costs are expected to be incurred over the next twenty years.

c. It is anticipated that costs may be incurred in the exchange of right-of-way between the City of Houston, the zone and the Houston Independent School District. Interlocal Agreement 97-0118, passed January 29, 1997 set forth the process for this purchase and exchange of property.

d. Educational costs related to the construction, reconstruction or repair of educational facilities in or outside the Zone are estimated at \$18.8 million.

4. A list of estimated non-project costs, which costs are to be borne by the Lamar Terrace Public Improvement District Number Two or other entities:

a. **Capital Costs:**

Street Lighting Items	\$ 35,700
Paving Items	\$ 2,200,800
Landscaping	\$ 250,000
Fencing	\$ 720,000
Contingencies	\$ 540,000

The above capital improvement costs are expected to be incurred over the next three years (1999 – 2001).

b. **Other Costs:**

Organizational Costs	\$ 45,000
Engineering	\$ 230,000
Planning	\$ 240,000
Five-Year Costs	
Legal advise and services	\$ 150,000
Security Services	\$ 325,000
Costs of operating the PIDs	\$ 256,000

The above costs are expected to be incurred over the next five years (1999-2003).

5. It is anticipated that no persons will be displaced as a result of the reinvestment zone's implementation of this project plan

Exhibit B

SANITARY SEWER/WATER LINE MAP STORM SEWER MAP STREET CONFIGURATION MAP

PROJECT: ST. GEORGE PLACE
 DATE: 11/15/11
 DRAWN BY: J. MILLER
 CHECKED BY: J. MILLER
 APPROVED BY: J. MILLER

REVISIONS
 NO. DATE DESCRIPTION
 1 11/15/11 Initial Design
 2 11/15/11 Final Design

LEGEND
 EXISTING SANITARY SEWER

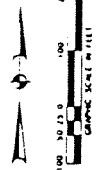
ST. GEORGE PLACE
 SANITARY SEWER AND
 WATER LINE LAYOUT

J. Miller
Engineers
 1111 Westwood Park
 Houston, Texas 77033
 281.481.8800

CITY OF HOUSTON
 DEPARTMENT OF PUBLIC WORKS AND ENGINEERING
 1100 WESTWOOD PARK
 HOUSTON, TEXAS 77033
 281.481.8800



DETAILS OTHER THAN SHOWN



NOTES

1. SEE CITY OF HOUSTON SPECIFICATIONS FOR STORM SEWER CONSTRUCTION.

2. SEE CITY OF HOUSTON SPECIFICATIONS FOR STORM SEWER CONSTRUCTION.

3. SEE CITY OF HOUSTON SPECIFICATIONS FOR STORM SEWER CONSTRUCTION.

REMARKS

1. ALL CONSTRUCTION SHALL BE IN ACCORDANCE WITH THE CITY OF HOUSTON SPECIFICATIONS FOR STORM SEWER CONSTRUCTION.

2. ALL CONSTRUCTION SHALL BE IN ACCORDANCE WITH THE CITY OF HOUSTON SPECIFICATIONS FOR STORM SEWER CONSTRUCTION.

3. ALL CONSTRUCTION SHALL BE IN ACCORDANCE WITH THE CITY OF HOUSTON SPECIFICATIONS FOR STORM SEWER CONSTRUCTION.

LEGEND

SYMBOL **DESCRIPTION**

— PROPOSED STORM SEWER

- - - EXISTING STORM SEWER

ST. GEORGE PLACE

STORM SEWER LAYOUT

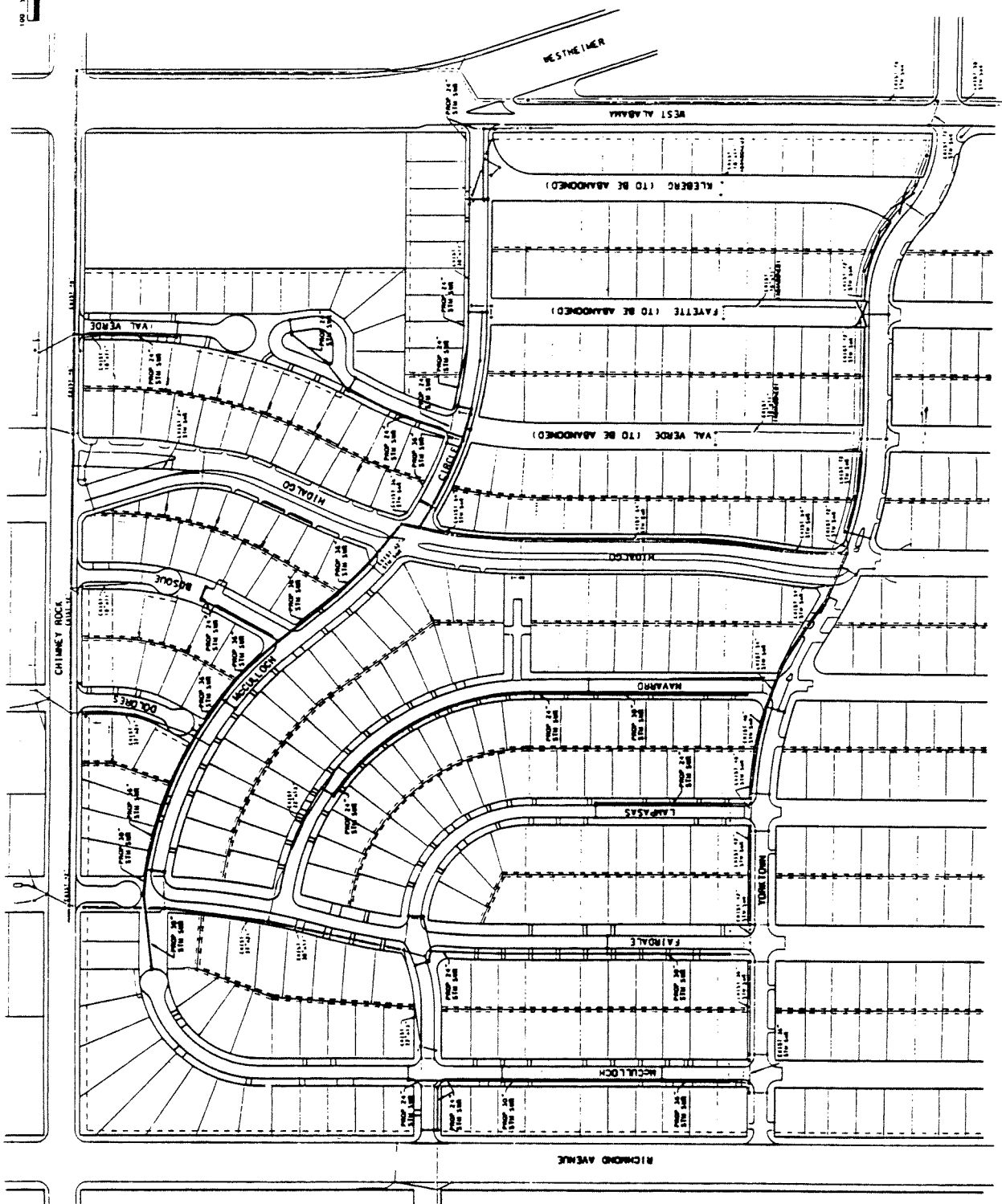
reg miller engineers

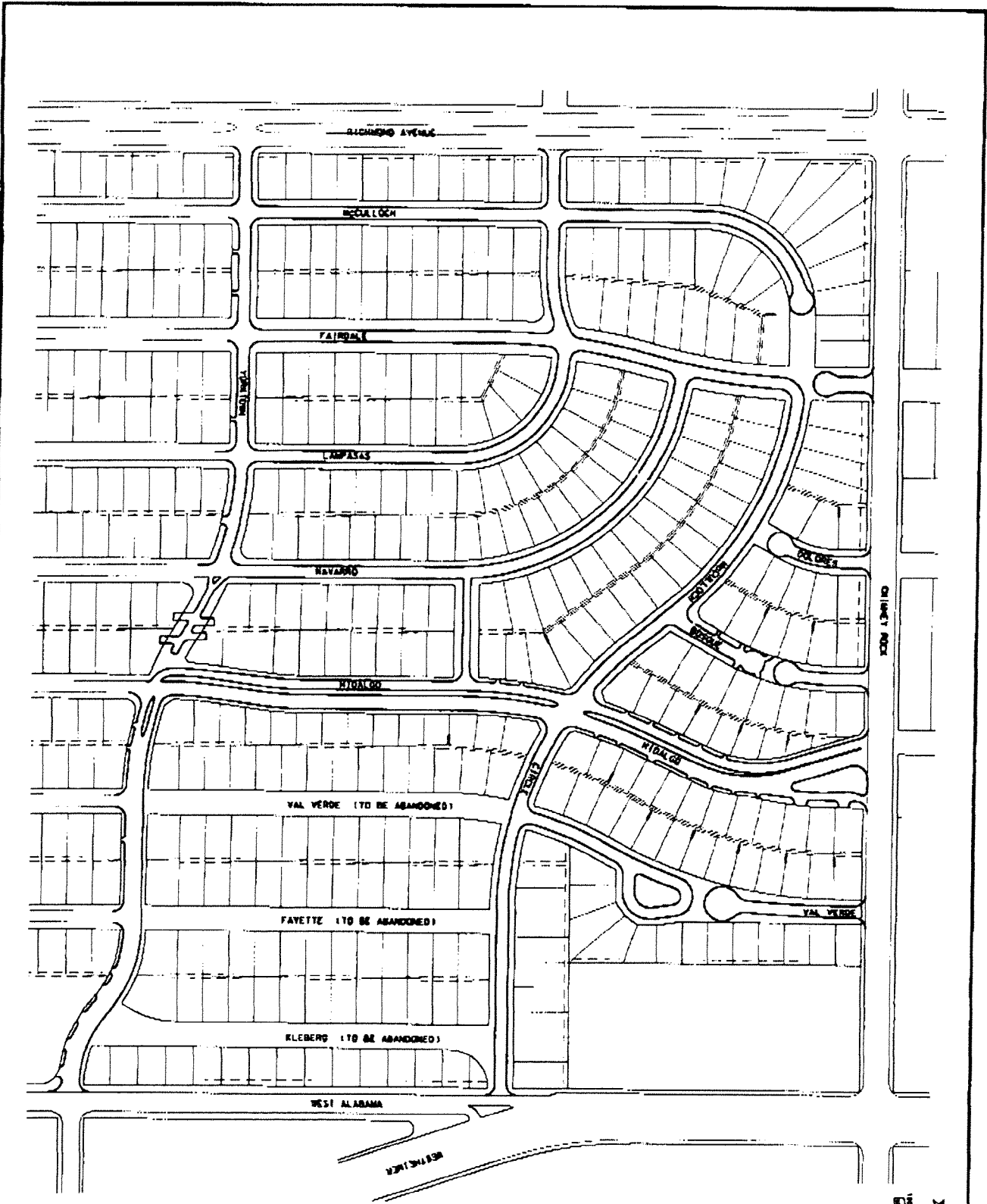
1313 WESTWOOD DRIVE
HOUSTON TEXAS 77031
713.861.8800

EXHIBIT 5

CITY OF HOUSTON

PROJECT NO.	
DATE	
DESIGNED BY	
CHECKED BY	
APPROVED BY	
CITY ENGINEER	





r.g.miller engineers
1912 Johnson Street - Houston, Texas 77003

ST. GEORGE PLACE

STREET PAVING LAYOUT

DATE: MARCH, 1997 DRAWN BY: []
 SCALE: 1" = 40' CHECKED BY: []
 11/27/97 DATE: []

NO.	REVISION

Exhibit C

CURRENT ZONING MAP

Reinvestment Zone No. 1 City of Houston Zoning Map

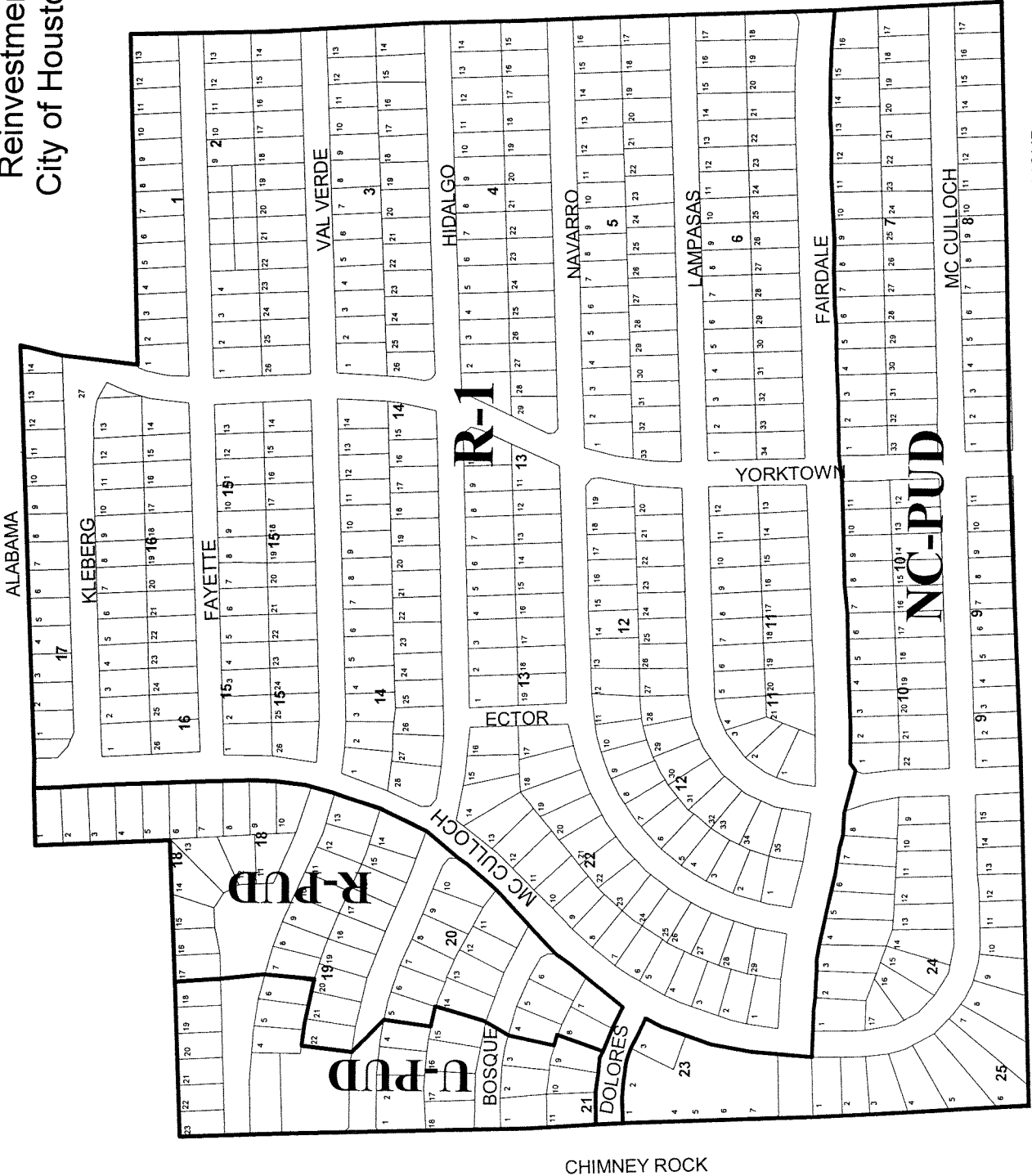


Exhibit A

RICHMOND

Hawes Hill & Patterson Consultants LLP

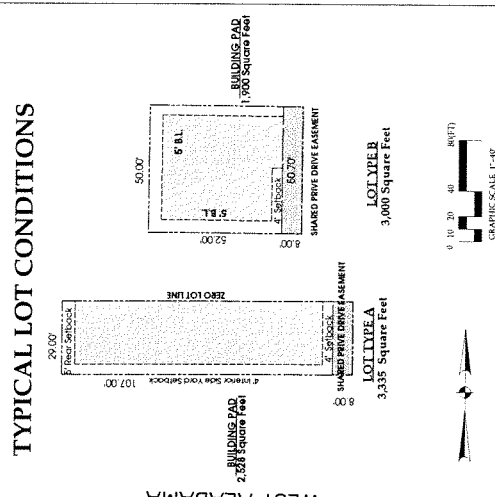
Exhibit D

MAPS SHOWING DEVELOPMENT PROJECTS WITHIN THE ZONE

Villa De Fiori

PROPOSED PLAN

TYPICAL LOT CONDITIONS



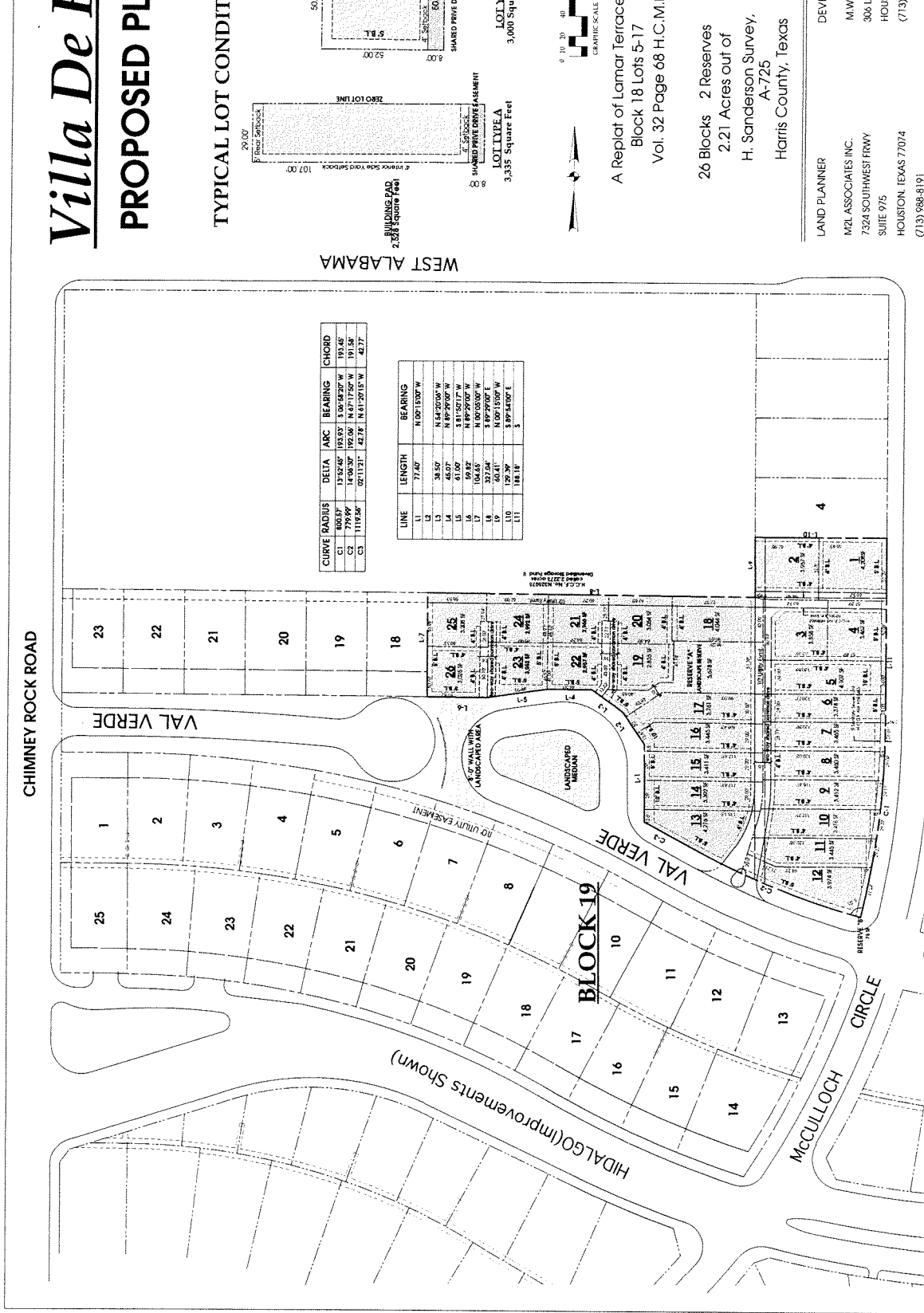
A Replat of Lamar Terrace
Block 18 Lots 5-17
Vol. 32 Page 68 H.C.M.R.

26 Blocks 2 Reserves
2.21 Acres out of
H. Sanderson Survey,
A-725
Harris County, Texas

LAND PLANNER
M2L ASSOCIATES INC.
7324 SOUTHWEST FRWY
SUITE 975
HOUSTON, TEXAS 77074
(713) 988-8191

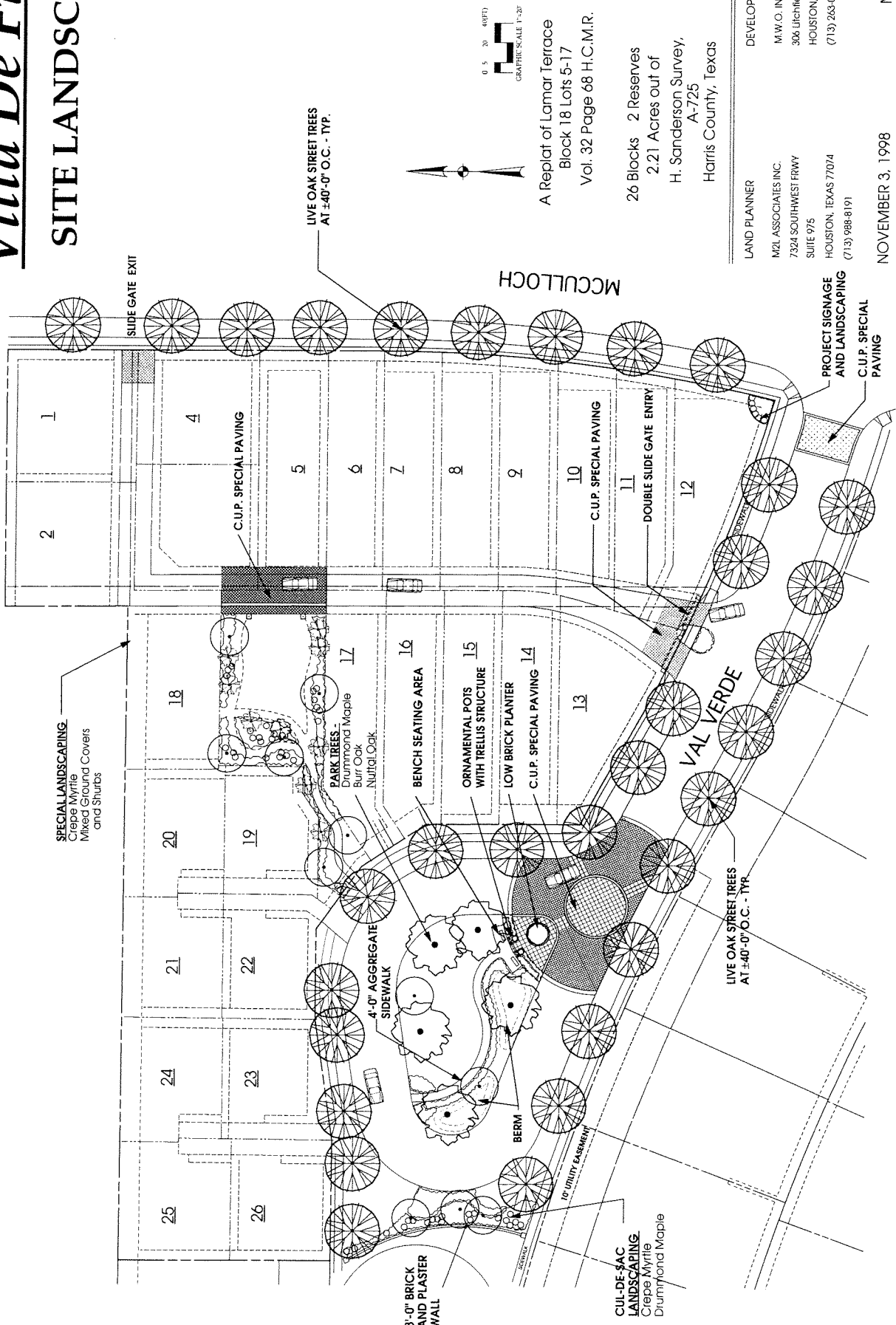
DEVELOPER
M.W.O. INVESTMENTS, L.C.
300 Uitchfield Lane
HOUSTON, TEXAS 77024
(713) 263-0382

NOVEMBER 3, 1998 MWD801



Villa De Fiori

SITE LANDSCAPE



A Replot of Lamar Terrace
Block 18 Lots 5-17
Vol. 32 Page 68 H.C.M.R.

26 Blocks 2 Reserves
2.21 Acres out of
H. Sanderson Survey,
A-725
Harris County, Texas

LAND PLANNER	DEVELOPER
MZI ASSOCIATES INC. 7324 SOUTHWEST FRWY SUITE 975 HOUSTON, TEXAS 77074 (713) 988-8191	M.W.O. INVESTMENTS, L.C. 300 Uitchfield Lane HOUSTON, TEXAS 77024 (713) 263-0382

NOVEMBER 3, 1998

MWD801

**REINVESTMENT ZONE NUMBER ONE,
CITY OF HOUSTON, TEXAS
Third Amended Reinvestment Zone Financing Plan
August 10, 1999**

This **THIRD AMENDED REINVESTMENT ZONE FINANCING PLAN** includes the following elements required by Chapter 311, Texas Tax Code.

1. A detailed list describing the estimated project costs of the zone including administrative expenses. Line item amounts may be adjusted with approval of the Zone Board of Directors, as long as the total reimbursement does not exceed the Financing Plan Budget.

a. **Capital Costs:**

Water Main Items	\$ 295,000
Sanitary Sewer Items	\$ 260,000
Storm Sewer Items	\$ 530,000
Street Paving Items	\$ 3,540,000
Brick Sound Wall	\$ 420,000
Landscaping	\$ 450,000
Cul-de-sacs	\$ 200,000
Other Work Items	\$ 355,000
Contingencies (10%)	\$ 451,000

The above capital improvement costs are expected to be incurred over the next three years (1999 – 2001).

b. **Other Costs:**

Financing costs	
Current Bonds Outstanding	\$ 2,280,000
Future Financing Costs*	\$ 0
Real property assembly costs	\$ 1,000,000
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Legal advise and services	\$ 250,000
Costs of operating the Zone	\$ 492,000

- * If necessary, financing costs will be calculated on and in conjunction with the approval of bonds by City Council.

The above costs are expected to be incurred over the next twenty years.

- c. It is anticipated that costs may be incurred in the exchange of right-of-way between the City of Houston, the zone and the Houston Independent School District. Interlocal Agreement 97-0118, passed January 29, 1997 set forth the process for this purchase and exchange of property.
 - d. Educational costs related to the construction, reconstruction or repair of educational facilities in or outside the Zone are estimated at \$18.8 million.
2. A statement listing the kind, number and location of all proposed public works or public improvements in the zone;

The following improvements will be constructed on Yorktown and that portion of the zone west of Yorktown (Yorktown, Hidalgo, Navarro, Lampasas, Fairdale, McCulloch Circle, Bosque, Dolores, Val Verde, the "Redevelopment Area Streets") and within the area bounded by Yorktown, Fairdale Lane, South Rice, and Richmond Avenue (the "East NC-PUD Area"), and the Intersection of South Rive with Fayette, Val Verde, Navarro, Lampasas, and Fairdale.

<u>Improvements</u>	<u>Location</u>
Removal of existing pavement and Construction of new pavement	Redevelopment Area Streets East NC-PUD Area
New water lines laterals and meters	Redevelopment Area Streets East NC-PUD Area
New sewer lines laterals	Redevelopment Area Streets East NC-PUD Area
Removal of existing storm sewer system And construction of new storm sewers	Redevelopment Area Streets East NC-PUD Area
New street lights	Redevelopment Area Streets East NC-PUD Area
Cul-de-sacs	Redevelopment Area Streets Corner of south Rice & Fayette, Navarro, Val Verde, Lampasas & Fairdale
New fencing	Redevelopment Area Streets East NC-PUD Area

Landscaping

Redevelopment Area Streets
East NC-PUD Area

3. The original economic feasibility study dated November 23, 1992 is attached in Exhibit A. The area annexed into the reinvestment zone was included in the target area of the original study.
4. The estimated amount of bonded indebtedness to be incurred by the Zone;

Bonds currently secured by the tax increment: \$2,280,000
Bonds proposed to be secured by future tax increment: \$8,000,000
5. A schedule of the times when related costs or monetary obligations are to be incurred;

A copy of the estimated construction and project schedule is attached as Exhibit B.
6. A description of the methods of financing all estimated project costs and the expected sources of revenues to finance or pay project costs including the percentage of tax increment to be derived from the property taxes of each taxing unity that levies on real property in the Zone;

The project costs may be financed from the following nine sources:

- a. Tax Increment Bonds
- b. Saint George Place Redevelopment Authority Bonds
- c. Lamar Terrace Public Improvement District Bonds
- d. Lamar Terrace Public Improvement District Number Two Bonds
- e. City of Houston Water and Sewer System Revenue Bonds
- f. City of Houston General Obligation Bonds
- g. Metropolitan Transit Authority of Harris County, (Hidalgo Street: Yorktown Street to Chimney Rock Road improvements)
- h. Houston Independent School District (Shared Educational Facility infrastructure related improvements)
- i. Funds from the disposition of any real property through the Zone

The percentage of tax increment to be derived from property taxes of each taxing unit that levies taxes on real property in the Zone is as follows:

	<u>Percentage</u>	<u>Current Rate</u>	<u>Effective Date</u>
City of Houston	100%	\$0.6650/\$100 valuation	1/1/91
Harris County	50%		1/1/95
Harris County	100%	\$0.4166/\$100 valuation	1/1/96
HISD	100%	\$1.4590/\$100 valuation	1/1/99

7. The 1998 estimated total appraised value of taxable real property in the zone as enlarged is \$48,200,000.
8. The estimated captured appraised value of the Zone as of January 1, 1999 is \$26,000,000. The estimated captured appraised value of the reinvestment zone during each year of existence is set forth in Exhibit C.
9. The Zone shall terminate on December 31, 2031 or at an earlier time designated by subsequent ordinance, or at such time, subsequent to the issuance of tax increment bonds, as all project costs, tax increment bonds, and the interest on those bonds, have been paid in full.

Exhibit C

ZONE REVENUE SCHEUDLE

Exhibit C

REINVESTMENT ZONE NUMBER ONE, CITY OF HOUSTON
ACTUAL AND PROJECTED CAPTURED APPRAISED VALUE SCHEDULE

Tax Year	Fiscal Year	City Incremental Value	Non-Education City Incremental Revenue	County Incremental Value	Non-Education County Incremental Revenue	HISD Incremental Value	Non-Education HISD Incremental Revenue	Revenue Available Non-Education Projects	Education HISD Incremental Revenue	Revenue Available Low-Income
1991	1992	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		\$ -
1992	1993	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		\$ -
1993	1994	\$ 5,020,180	\$ 21,085	\$ -	\$ -	\$ -	\$ -	\$ 21,085		\$ 10,543
1994	1995	\$ 5,395,800	\$ 25,202	\$ 420,270	\$ 823	\$ -	\$ -	\$ 26,025		\$ 13,013
1995	1996	\$ 19,012,763	\$ 84,290	\$ 14,117,930	\$ 20,819	\$ -	\$ -	\$ 105,109		\$ 52,555
1996	1997	\$ 17,063,360	\$ 65,025	\$ 12,980,900	\$ 26,815	\$ 17,063,360	\$ 87,364	\$ 179,204		\$ 89,602
1997	1998	\$ 18,183,360	\$ 80,613	\$ 14,100,900	\$ 39,163	\$ 18,183,360	\$ 116,374	\$ 236,149		\$ 118,075
1998	1999	\$ 21,000,000	\$ 93,100	\$ 16,917,540	\$ 46,986	\$ 21,000,000	\$ 134,400	\$ 274,486		\$ 137,243
1999	2000	\$ 26,500,000	\$ 117,483	\$ 22,417,540	\$ 62,261	\$ 26,500,000	\$ 169,600	\$ 349,344		\$ 174,672
2000	2001	\$ 31,300,000	\$ 138,763	\$ 27,217,540	\$ 75,592	\$ 31,300,000	\$ 133,547	\$ 347,902	\$ 170,898	\$ 259,400
2001	2002	\$ 45,700,000	\$ 202,603	\$ 41,617,540	\$ 115,586	\$ 45,700,000	\$ 194,987	\$ 513,176	\$ 249,522	\$ 381,349
2002	2003	\$ 52,700,000	\$ 233,637	\$ 48,617,540	\$ 135,027	\$ 52,400,000	\$ 223,573	\$ 592,237	\$ 286,104	\$ 439,171
2003	2004	\$ 59,700,000	\$ 264,670	\$ 55,617,540	\$ 154,468	\$ 58,800,000	\$ 250,880	\$ 670,018	\$ 321,048	\$ 495,533
2004	2005	\$ 66,700,000	\$ 295,703	\$ 62,617,540	\$ 173,910	\$ 64,900,000	\$ 276,907	\$ 746,520	\$ 354,354	\$ 550,437
2005	2006	\$ 73,700,000	\$ 326,737	\$ 69,617,540	\$ 193,351	\$ 70,700,000	\$ 301,653	\$ 821,741	\$ 386,022	\$ 603,882
2006	2007	\$ 80,700,000	\$ 357,770	\$ 76,617,540	\$ 212,792	\$ 76,200,000	\$ 325,120	\$ 895,682	\$ 416,052	\$ 655,867
2007	2008	\$ 87,700,000	\$ 388,803	\$ 83,617,540	\$ 232,324	\$ 81,400,000	\$ 347,307	\$ 968,344	\$ 444,444	\$ 706,394
2008	2009	\$ 94,700,000	\$ 419,837	\$ 90,617,540	\$ 251,675	\$ 86,300,000	\$ 368,213	\$ 1,039,725	\$ 471,198	\$ 755,462
2009	2010	\$ 101,700,000	\$ 450,870	\$ 97,617,540	\$ 271,116	\$ 90,900,000	\$ 387,840	\$ 1,109,826	\$ 496,314	\$ 803,070
2010	2011	\$ 108,700,000	\$ 481,903	\$ 104,617,540	\$ 290,558	\$ 95,350,000	\$ 406,827	\$ 1,179,288	\$ 520,611	\$ 849,949
2011	2012	\$ 115,700,000	\$ 512,937	\$ 111,617,540	\$ 309,999	\$ 99,800,000	\$ 425,813	\$ 1,248,749	\$ 544,908	\$ 896,829
2012	2013	\$ 122,700,000	\$ 543,970	\$ 118,617,540	\$ 329,440	\$ 104,250,000	\$ 444,800	\$ 1,318,210	\$ 569,205	\$ 943,708
2013	2014	\$ 129,700,000	\$ 575,003	\$ 125,617,540	\$ 348,882	\$ 108,700,000	\$ 463,787	\$ 1,387,672	\$ 593,502	\$ 990,587
2014	2015	\$ 136,700,000	\$ 606,037	\$ 132,617,540	\$ 368,323	\$ 113,150,000	\$ 482,773	\$ 1,457,133	\$ 617,799	\$ 1,037,466
2015	2016	\$ 143,700,000	\$ 637,070	\$ 139,617,540	\$ 387,764	\$ 117,600,000	\$ 501,760	\$ 1,526,594	\$ 642,096	\$ 1,084,345
2016	2017	\$ 145,855,500	\$ 646,626	\$ 141,711,803	\$ 393,581	\$ 119,364,000	\$ 509,286	\$ 1,549,493	\$ 651,727	\$ 1,100,610
2017	2018	\$ 148,043,333	\$ 656,325	\$ 143,837,480	\$ 399,485	\$ 121,154,460	\$ 516,926	\$ 1,572,736	\$ 661,503	\$ 1,117,120
2018	2019	\$ 150,263,982	\$ 666,170	\$ 145,995,042	\$ 405,477	\$ 122,971,777	\$ 524,680	\$ 1,596,327	\$ 671,426	\$ 1,133,876
2019	2020	\$ 152,517,942	\$ 676,163	\$ 148,184,968	\$ 411,559	\$ 124,816,354	\$ 532,550	\$ 1,620,272	\$ 681,497	\$ 1,150,884
2020	2021	\$ 154,805,711	\$ 686,305	\$ 150,407,743	\$ 417,732	\$ 126,688,599	\$ 540,538	\$ 1,644,576	\$ 691,720	\$ 1,168,148
2021	2022	\$ 157,127,797	\$ 696,600	\$ 152,663,859	\$ 423,998	\$ 128,588,928	\$ 548,646	\$ 1,669,244	\$ 702,096	\$ 1,185,670
2022	2023	\$ 159,484,714	\$ 707,049	\$ 154,953,817	\$ 430,358	\$ 130,517,762	\$ 556,876	\$ 1,694,283	\$ 712,627	\$ 1,203,455
2023	2024	\$ 161,876,985	\$ 717,655	\$ 157,278,124	\$ 436,814	\$ 132,475,528	\$ 565,229	\$ 1,719,697	\$ 723,316	\$ 1,221,507
2024	2025	\$ 164,305,139	\$ 728,419	\$ 159,637,296	\$ 443,366	\$ 134,462,661	\$ 573,707	\$ 1,745,493	\$ 734,166	\$ 1,239,829
2025	2026	\$ 166,769,717	\$ 739,346	\$ 162,031,855	\$ 450,016	\$ 136,479,601	\$ 582,313	\$ 1,771,675	\$ 745,179	\$ 1,258,427
2026	2027	\$ 169,271,262	\$ 750,436	\$ 164,462,333	\$ 456,767	\$ 138,526,795	\$ 591,048	\$ 1,798,250	\$ 756,356	\$ 1,277,303
2027	2028	\$ 171,810,331	\$ 761,692	\$ 166,929,268	\$ 463,618	\$ 140,604,697	\$ 599,913	\$ 1,825,224	\$ 767,702	\$ 1,296,463
2028	2029	\$ 174,387,486	\$ 773,118	\$ 169,433,207	\$ 470,572	\$ 142,713,767	\$ 608,912	\$ 1,852,602	\$ 779,217	\$ 1,315,910
2029	2030	\$ 177,003,299	\$ 784,715	\$ 171,974,705	\$ 477,631	\$ 144,854,474	\$ 618,046	\$ 1,880,391	\$ 790,905	\$ 1,335,648
2030	2031	\$ 179,658,348	\$ 796,485	\$ 174,554,326	\$ 484,796	\$ 147,027,291	\$ 627,316	\$ 1,908,597	\$ 802,769	\$ 1,355,683
2031	2032	\$ 182,353,223	\$ 808,433	\$ 177,172,640	\$ 492,067	\$ 149,232,700	\$ 636,726	\$ 1,937,226	\$ 814,811	\$ 1,376,018
			\$ 18,518,649		\$ 11,105,424		\$ 15,176,236	\$ 44,800,309	\$ 18,771,094	\$ 31,785,702

* Totals may not add due to rounding.

NOTES:
HISD participation prior to this Plan Amendment was for a term that ended in 2010.
This Plan Amendment calls for HISD participation for the term of the Zone (Currently 2031).
HISD total tax rate participation prior to this amendment was \$0.96/\$100 valuation with no 1/3 set aside for educational purposes.
HISD total tax rate participation in this Plan Amendment is at 100% (Current Rate = \$1.459/\$100 valuation) beginning in tax year 1999.
HISD tax rate participation for non-education project costs is \$0.64/\$100 valuation beginning in tax year 1999.
HISD tax rate participation for education project costs is \$0.819/\$100 valuation beginning in tax year 1999.