



**BEXAR COUNTY**  
**Community and Development Programs**  
**233 N. Pecos Street, Suite 590**  
**San Antonio, Texas 78207**  
**(210 335-3666 Fax (210 335-6788**

**Aurora M. Sanchez**  
**Executive Director**

September 18, 2007

Ms. Mitsuko Ramos  
Governmental Relations  
Kaufman and Associates  
1250 Frost Bank Tower  
100 W. Houston  
San Antonio, TX 78205

Dear Ms. Ramos:

Enclosed is a copy of the Resolution and Order establishing the Westside Public Improvement District 211 Special Improvement District that were approved by Bexar County Commissioners on August 30, 2007.

Should you have any questions regarding this transmittal, please contact Jesse Flores,

Sincerely,

A handwritten signature in black ink, appearing to read "Aurora M. Sanchez", is written over the typed name.

Aurora M. Sanchez

Cc: Jesse Flores Jr.  
file

ORDER GRANTING PETITION FOR  
CREATION OF A PUBLIC IMPROVEMENT DISTRICT TO BE NAMED WESTSIDE 211  
SPECIAL IMPROVEMENT DISTRICT, FOR APPOINTMENT OF DIRECTORS, AND  
IMPOSITION OF AD VALOREM, SALES AND USE AND HOTEL OCCUPANCY TAXES,  
EACH AT A SPECIFIED RATE, WITHIN THE BOUNDARIES OF  
THE DISTRICT, AND FOR AUTHORITY TO ENTER INTO ECONOMIC  
DEVELOPMENT AGREEMENTS, GRANTS AND LOANS

WHEREAS, the Bexar County Commissioners Court (the "Commissioners Court") met in regular session, open to the public, at the Bexar County Courthouse at 100 Dolorosa Street, Suite 1.20, San Antonio, Texas, on August 30, 2007, whereupon roll was called of the members of the Commissioners Court, to wit:

Nelson W. Wolff	County Judge
Sergio "Chico" Rodriguez	Commissioner, Precinct 1
Paul Elizondo	Commissioner, Precinct 2
Lyle Larson	Commissioner, Precinct 3
Tommy Adkisson	Commissioner, Precinct 4

All Commissioners were present, except \_\_\_\_\_.

WHEREAS, among other business conducted by the Commissioners Court, Commissioner Rodriguez introduced the Order set out below and moved its adoption, which was seconded by Commissioner Elizondo, and after a full discussion and the question being before the Court, said motion carried by the following vote:

AYE   /   / NO       

THE ORDER THUS ADOPTED IS AS FOLLOWS:

On June 21, 2007, a petition (the "Petition") was filed with the Bexar County Clerk for the Creation of a Public Improvement District to be named Westside 211 Special Improvement District (the "District"), appointment of directors, and for imposition of ad valorem, sales and use, and hotel occupancy taxes, each at a specified rate, within the boundaries of the District, and for authority to enter into economic development agreements, grants and loans, signed by the owners of taxable real property representing more than 50 percent (50%) of the appraised value of taxable real property within the boundaries of the District, praying for the Commissioners Court to grant the Petition.

The Commissioners Court conducted a public hearing to consider the Petition and heard the evidence, both oral and documentary, of all persons who appeared and offered evidence with reference thereto, and find the following:

1. On July 10, 2007, a Petition, duly signed, praying for the creation of the District, to be operated under Subchapter C, Chapter 372, of the Texas Local Government Code (the "Code"), appointment of directors, and imposition of ad valorem, sales and use, and hotel

occupancy taxes, each at specified rates, within the boundaries of the District; and for authorization to use such tax revenues to finance the District's economic development program through issuance of economic development agreements, grants and loans, and planned improvements instead of assessments was considered by the Commissioners Court. Said Petition fully met the requirements of law relating thereto and upon due consideration of said Petition, the same was set down upon the agenda for consideration by this Court on this date. Court proceedings began at 11:00 a.m. at the Bexar County Courthouse, San Antonio, Bexar County, Texas and public notice of the hearing was given in accordance with the requirements of Chapter 372 of the Code.

2. This Commissioner Court is authorized to (a) consider the Petition; (b) enter an Order creating the District, designating that its operation shall be pursuant to the provisions of Subchapter C, Chapter 372 of the Local Government Code; (c) appoint its board of directors; and, (d) authorize the board of directors of the District to impose ad valorem, sales and use, and hotel occupancy taxes within the District, each at a specified rate, to be used to finance the District's planned economic development program and improvements and to induce and incentivize economic development projects through the use of economic development agreements, grant and loans. Upon creation, the District will become endowed with the powers granted by Article XVI, Section 59, Article III, Section 52, and Article III, Section 52a of the Constitution of the State of Texas; Chapters 372, 380, 381 and 383 of the Local Government Code. The powers granted by Article III, Section 52 cannot be exercised by the District until the City of San Antonio, Texas (the "City") consents by resolution for the District to exercise these powers .

3. The proposed District lies outside the full purpose city limits of any incorporated area and within Bexar County. The area proposed to be included within the District lies entirely within the extra territorial jurisdiction of the City. At the present time, there are fewer than 1,000 inhabitants residing in the proposed District.

4. The Commissioners Court for its authority to undertake action herein, relies upon the law as specifically found in Chapter 372 of the Code, wherein Subchapter C it is provided that a commissioners court of certain counties with a population of at least 825,000 may create a public improvement district, and authorize such a district to take such actions as are authorized under Chapters 372, 380, 381, and 383 of the Code, including imposition of ad valorem, sales and use, and hotel occupancy taxes, at rates specified by such county, within the boundaries of the public improvement district (collectively the "Laws") if such taxes are approved by the qualified voters in the District at an election called for that purpose.

5. The Commissioners Court relies upon the authority granted in Chapter 271 of the Texas Election Code authorizing political subdivisions, such as the District, to conduct a joint election, and the request of the Petitioner that Bexar County agree to conduct a joint election with the District upon its creation in order to facilitate the orderly conduct of the election required to approve the ad valorem tax, hotel occupancy tax, and sales and use tax authorized by this Order.

6. The Commissioners Court recognizes the prayer in the Petition that the District be created and authorized under Subchapter C, Chapter 372 of the Code, and that the District impose taxes in lieu of assessments, and finds that the District is not required to submit a feasibility report or assessment plan pursuant to the requirements of such statute.

7. After full consideration by the Commissioners Court, including presentation of testimony and evidence at a public hearing as required by Subchapter C, Chapter 372 of the Code, the Commissioners Court affirmatively finds that:

(a) the Petition conforms to the requirements of the laws and that creation of the District under Subchapter C, Chapter 372 of the Code;

(b) appointment of directors, and imposition of ad valorem, sales and use, and hotel occupancy taxes at the rates specified in this Order is beneficial and advisable to Bexar County and in Bexar County's best interest in order to finance economic development programs and improvements and induce and incentivize economic development projects through the use of economic development agreements, grants and loans proposed for the District in lieu of assessments, through the issuance of bonds or other financing methods; and

(c) creation of the District will provide for the improvement and construction of transportation infrastructure, creation of single and multifamily housing as well as stimulate business and commercial activity and lead to job creation, and would serve the public purpose of economic development and, specifically, providing new jobs, expanding commercial development, attracting retail facilities, construction of residential housing and improvement and construction of State Highway 211 and Potranco Road.

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED BY THE COMMISSIONERS COURT OF BEXAR COUNTY, TEXAS, THAT:

Section 1. The Petition for creation of a public improvement district is in all respects granted, and a public improvement district is hereby created. The District shall be known as the "Westside 211 Special Improvement District," to be authorized by and to operate pursuant to the provisions of Subchapter C, Chapter 372 of the Texas Local Government Code; directors are hereby appointed and are named in this Order; and, subject to the approval of the qualified voters in the District, ad valorem, sales and use, and hotel occupancy taxes are hereby authorized to be imposed within the boundaries of the District, at the rates set forth in this Order, as prayed for in the Petition to finance the District's planned improvements and economic development grants, by the issuance of bonds or other methods. Assessments may not be levied or imposed by the District's board of directors. Except as may be provided for herein, the Commissioners Court hereby delegates to the District, all of the powers granted in Texas Local Government Code §372. In addition, Bexar County hereby grants to the District the powers and duties of a road district and the power to provide water, wastewater and drainage facilities contingent upon consent from the City for such a grant of power. The District, upon approval from the Commissioners Court, is authorized to issue bonds for any District purpose secured by any District revenue.

Section 2. Except for calling an election on November 6, 2007, entering into an agreement to conduct a joint election with Bexar County pursuant to Section 6 of this Order, setting the tax rates, contracting for consulting and administrative services and paying ordinary overhead expenses of the District, any powers granted to the District herein shall not be exercised until an agreement for pass-through financing with the Texas Department of Transportation ("TxDOT") or other method of financing the improvement and construction of State Highway 211 and Potranco road is secured. In addition to securing financing for improvement and construction of State Highway 211 and Potranco road, the District must enter into an agreement for services in lieu of annexation with the City of San Antonio. The powers granted to the District by this Order shall be revoked without further action from Commissioners Court one year from the execution of this Order unless an agreement for pass-through financing or other method of financing the improvement and construction of State Highway 211 and Potranco road is obtained and the agreement for services in lieu of annexation is executed prior to that date.

Section 3. The District is required to obtain the approval of Bexar County if it desires to increase the tax rates authorized in this Order. The District may not enter into, and Commissioners Court does not give the District authority to execute, an Economic Development Agreement without first obtaining the approval of the Commissioner Court. The District may not enter into, and Commissioners Court does not give the District authority to execute, any agreements to make a loan or grant of District proceeds without first obtaining the approval of Commissioners Court. In addition, the District may not issue bonds, and Commissioners Court does not give the District authority to issue bonds, without first obtaining Commissioners Court approval.

Section 4. The District is created and organized under the terms and provisions of Article XVI, Section 59, Article III, Section 52, and Article III, Section 52a of the Constitution of the State of Texas, and Chapter 372, 380, 381 and 383 of the Texas Local Government Code, as amended. The District may not exercise the powers granted by Article III, Section 52 unless the City grants approval for the District to exercise these powers.

Section 5. The District is created and organized under the terms and provisions of the "Bexar County Public Improvement District Policies, Procedures, and Program", as adopted by the Commissioners Court on August 30, 2005, and such policies, procedures, and program are incorporated herein for all purposes.

Section 6. The District is expressly authorized to impose the taxes listed in this Order and except as conditioned herein, to use tax revenues if, as, and when collected to finance improvements in lieu of assessments, by use of bond issuances or other means, to manage economic development projects, and to make grants and loans of public money to promote state and local economic development and to stimulate investment of private capital, business and commercial activity in the District, and job creation in the District and Bexar County, subject to the approval of the voters within the District.

Section 7. Upon calling for an election by the District, the District will be permitted to negotiate and enter into an agreement to conduct a joint election with Bexar County in order to facilitate the orderly conduct of the District's tax election, which shall be held November 6, 2007. The District's qualified voters shall cast their ballots for or against the District's proposed taxes at a regular Bexar County polling place because no public building will exist within the District at the time of such election. Bexar County agrees to enter into an agreement to conduct a joint election pursuant to Chapter 271 of the Texas Election Code, and will negotiate the terms of such election with the District's Board of Directors.

Section 8. As a condition of the Commissioners Court to create the District, the Commissioners Court may require the District to prepare an annual report to be presented to the Commissioners Court on the status of District improvements and services, including the compliance with negotiated terms and conditions in any economic development agreement. In addition, on the request of the Commissioners Court, quarterly reports shall be made to the County's SMWBE Advisory Committee and Program Office regarding all District expenditures to specifically include the efforts made in regards to outreach, solicitation and awards to certified small, minority and women-owned businesses on contracted work opportunities within the District.

Section 9. The Directors nominated in the Petition are hereby appointed, and shall serve staggered two-year terms, as set forth in Chapter 372 of the Texas Local Government Code. The directors listed below are hereby appointed:

Michael Seal  
Roberto Gonzales  
Curtis Farrell  
Selina Gutierrez  
Charles Martin Wender  
Ronnie Urbanczyk  
John Longoria

The aforementioned Directors shall qualify for office by providing the bond and taking the oath of office provided by law. Thereafter, the Board of Directors shall organize as soon as reasonably possible. The District shall provide for any compensation required under Chapter 372 of the Texas Local Government Code to the Board of Directors from the District's proceeds.

Section 10. Subject to the approval of the qualified voters in the District, the taxes that are hereby authorized to be levied and imposed within the District and the rates at which they are authorized to be imposed are as follows:

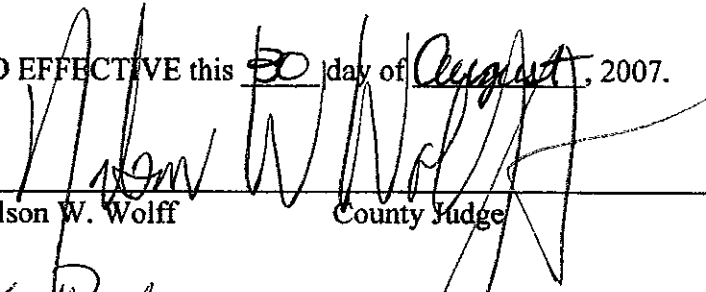
Ad Valorem Tax:	\$ .578 per \$100 valuation or the City of San Antonio's tax rate. In no event shall the tax rate ever exceed the tax rate set by the City of San Antonio.
Sales and Use Tax:	\$0.02 per taxable sale subject to the state sales and use tax
Hotel Occupancy Tax:	the greater of nine (9%) percent or the rate imposed by the City.

The levy of an ad valorem tax and the issuance of bonds are subject to the conditions attached as "Exhibit C."

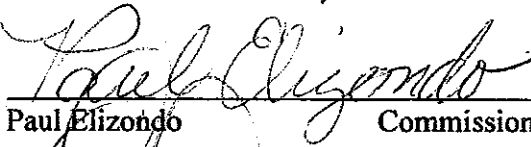
Section 11. The District's boundaries are described in a legal description described in metes and bounds in Exhibit "A" attached hereto and incorporated herein for all purposes, and in a conceptual site plan attached as Exhibit "B", designated to be illustrative and not to be relied upon as a legal description.

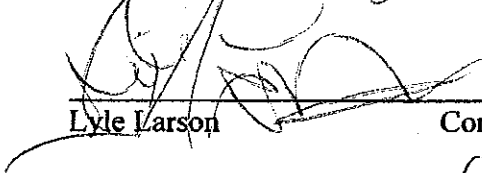
A certified copy of this Order shall be filed with the County Clerk of Bexar County, Texas, and recorded in a book kept for that purpose, and a certified copy shall be provided to the District. In addition, a certified copy of this Order shall be filed in the Real Property Records of Bexar County.

PASSED, ADOPTED, ORDERED AND EFFECTIVE this 30 day of August, 2007.

  
\_\_\_\_\_  
Nelson W. Wolff County Judge

  
\_\_\_\_\_  
Sergio "Chico" Rodriguez Commissioner, Precinct 1

  
\_\_\_\_\_  
Paul Elizondo Commissioner, Precinct 2

  
\_\_\_\_\_  
Lyle Larson Commissioner, Precinct 3

  
\_\_\_\_\_  
Tommy Adkisson Commissioner, Precinct 4

ATTEST:

  
\_\_\_\_\_  
Gerard C. Rickhoff, County Clerk

## RESOLUTION

 ORIGINAL

### **FINDINGS AS TO THE ADVISABILITY OF THE PROPOSED PUBLIC IMPROVEMENT DISTRICT TO BE NAMED "WESTSIDE 211 SPECIAL IMPROVEMENT DISTRICT."**

**WHEREAS**, Chapter 372 of the Texas Local Government Code (the "Act") allows for the creation of a public improvement district;

**WHEREAS**, on June 21, 2007, 50% of the owners of property located within the proposed public improvement district delivered to the County a petition to create the "Westside 211 Special Improvement District" (the "District") that is described in the field notes attached as Exhibit "A" and incorporated herein; and

**WHEREAS**, Commissioners Court has reviewed the Petition and has determined that it was executed by the owners of more than 50% of all taxable real property within the District and that the petition also complied with the Act in all other respects; accordingly the Court directed County staff to prepare findings as to the advisability of the creation of the District;

**WHEREAS**, after providing notices required by Section 372.009 of the Act, the Commissioners Court on July 10, 2007, conducted public hearings on the advisability of the improvements and the hearing was adjourned on the same date.

**NOW, THEREFORE BE IT RESOLVED BY THE COMMISSIONERS COURT OF BEXAR COUNTY:**

#### **SECTION I**

All matters stated in the preamble of this Resolution are found to be true and correct and are incorporated into the body of this Ordinance as if copied in their entirety.

#### **SECTION II**

The Commissioners Court hereby finds and declares that written notice of the date, hour, place and subject of the meeting at which the petition for the creation of the District was discussed and considered was given in a newspaper of general circulation and posted and that such meeting was open to the public as required by law.

#### **SECTION III**

The Commissioners Court hereby finds and declares that the proposed District is both beneficial and advisable and promotes the interests of Bexar County by financing economic development programs and transportation infrastructure improvements and creating single and multifamily housing as well as expanding commercial and retail development and that the land to be included in, and the residents of, the proposed district will be benefited by the creation thereof.

#### **SECTION IV**

The Commissioners Court hereby finds and declares the nature of the improvements to be performed by the District are the improvement and construction of sections of State Highway 211 and Potranco Road; improvements to utilities; establishment of arterial roads, associated drainage, basins, and trails; demolition and land clearing; lighting improvements; construction of entry way features; signage; police, fire, emergency protection, and security services and



facilities; landscaping; sidewalks and other pedestrian walkways and trails; and parks and other recreational facilities.

**SECTION V**

The Commissioners Court hereby finds and declares the estimated cost of all improvements to be approximately one hundred thirty-eight million four hundred fifty thousand dollars (\$138,450,000).

**SECTION VI**

The Commissioners Court hereby finds and declares the boundaries of the proposed District are those described and set forth in the field notes attached as Exhibit "A" and incorporated herein.

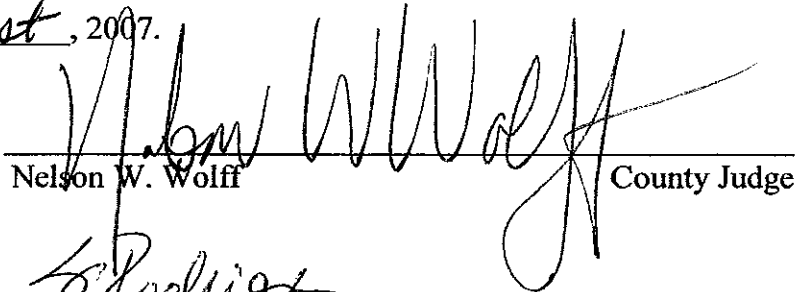
**SECTION VII**

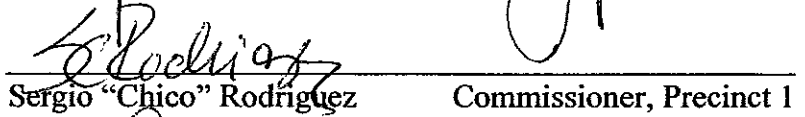
The Commissioners Court hereby finds and declares that the method of assessment will be the imposition of ad valorem, sales and use, and hotel occupancy taxes in lieu of assessments, each at a specified rate, within the boundaries of the District.

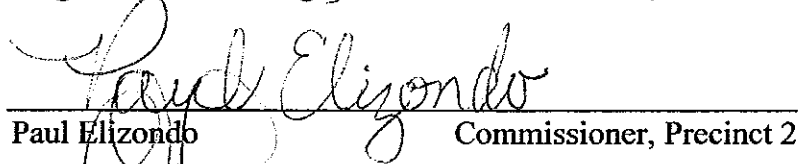
**SECTION VIII**

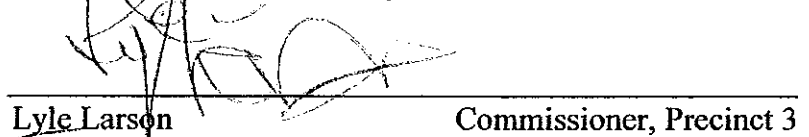
The Commissioners Court hereby finds and declares that the District will bear all costs for improvements in the District.

Approved this 30 day of August, 2007.

  
\_\_\_\_\_  
Nelson W. Wolff County Judge

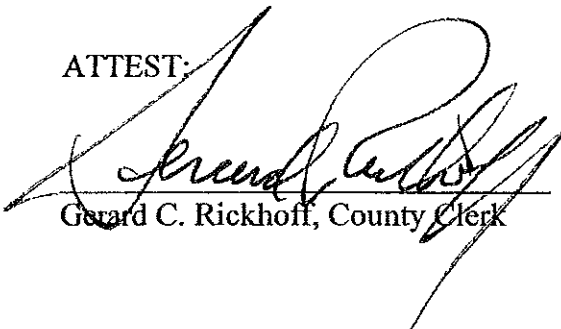
  
\_\_\_\_\_  
Sergio "Chico" Rodriguez Commissioner, Precinct 1

  
\_\_\_\_\_  
Paul Elizondo Commissioner, Precinct 2

  
\_\_\_\_\_  
Lyle Larson Commissioner, Precinct 3

  
\_\_\_\_\_  
Tommy Adkisson Commissioner, Precinct 4

ATTEST:

  
\_\_\_\_\_  
Gerard C. Rickhoff, County Clerk