

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

WHEREAS, on the 15 day of December, 2020, Bexar County Commissioners Court ("Commissioners Court") met in regular session, open to the public, at the Bexar County Courthouse at 100 Dolorosa Street, Suite 2.01, San Antonio, Texas, 78205 to consider adoption of the Order set out below, whereupon roll was called of the members of the Commissioners Court, to wit:

Nelson W. Wolff	County Judge
Sergio "Chico" Rodriguez	Commissioner, Precinct 1
Justin Rodriguez	Commissioner, Precinct 2
Kevin Wolff	Commissioner, Precinct 3
Tommy Calvert	Commissioner, Precinct 4

All Commissioners were present, except _____; and

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

AYE 5 / NO —

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED BY THE COMMISSIONERS COURT OF BEXAR COUNTY, TEXAS, THAT THE ORDER SHALL BE ADOPTED AS FOLLOWS:

On November 6, 2019, a petition (the "Petition") was filed with the Bexar County Clerk for the Creation of a Public Improvement District to be named Lemon Creek Special Improvement District (the "District"), appointment of directors, and for imposition of an ad valorem tax, sales and use tax, and hotel occupancy tax at a specified rate, within the boundaries of the District, for the 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. On September 9, 2020 an amended petition (the "Amended Petition") was filed with the Bexar County Clerk adding 5.591 acres to the District, for a total of approximately 117.837 acres.

The Commissioners Court conducted a public hearing to consider the Amended 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 October 6, 2020, an Amended Petition, duly signed, praying for the creation of the District, to be operated under Chapter 382, of the Texas Local Government Code (the “Code”), appointment of directors and imposition of ad valorem, sales and use, and hotel occupancy taxes, each tax at a specified rate, within the boundaries of the District, and for authorization to use such tax revenues to fund 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 10:00 a.m. at the Bexar County Courthouse, San Antonio, Bexar County (the “County”), Texas and public notice of the hearing was given in accordance with the requirements of the Code.
2. This Commissioners Court is authorized to (a) consider the Amended Petition; (b) enter an Order creating the District, designating that its operation shall be pursuant to the provisions of Chapter 382 of the Code; (c) appoint its board of directors; and, (d) authorize the board of directors of the District to impose an ad valorem tax, sales and use tax, and hotel occupancy tax within the District, each at a specified rate to be used to fund the District's planned improvements and any economic development program (including to the extent authorized by Article III Section 52 of the Texas Constitution, road improvement projects) to induce and incentivize economic development projects through the use of economic development agreements, grants 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 382, 380, 381 and 383 of the 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 382 of the Code, wherein it is provided that a commissioners court of certain counties with a population of more than 1.5 million may create a public improvement district, and authorize such a district to take such actions as are authorized under Chapters 382, 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 the 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, sales and use tax, and hotel occupancy tax authorized by this Order.

6. The Commissioners Court recognizes the prayer in the Amended Petition that the District be created and authorized under Chapter 382 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 Chapter 382 of the Code, the Commissioners Court affirmatively finds that:
 - (a) the Amended Petition conforms to the requirements of the Laws and that creation of the District under Chapter 382 of the Code;
 - (b) appointment of directors, and imposition of an ad valorem tax, sales and use tax, and hotel occupancy tax at a rate specified in this Order is beneficial and advisable to the County and in the County's best interest in order to fund public improvements and economic development programs 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 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, construction of residential housing and improvement of roadways.

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

Section 1. The Amended 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 "Lemon Creek Special Improvement District," to be authorized by and to operate pursuant to the provisions of Chapter 382 of the Code; directors are hereby appointed and are named in this Order; and, subject to the approval of the qualified voters in the District, an ad valorem tax, sales and use tax, and hotel occupancy tax are hereby authorized to be imposed within the boundaries of the District, at the rate set forth in this Order, as prayed for in the Amended Petition to fund the District's planned public 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 to the County under 382 of the Code. In addition, the County

hereby grants to the District the powers and duties of a road district and the power to construct and 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. The District is required to obtain the approval of the County if it desires to increase the tax rate authorized in this Order. The District may not enter into, and the Commissioners Court does not give the District authority to execute, an Economic Development Agreement without first obtaining the approval of the Commissioners Court. The District may not enter into, and the 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 the Commissioners Court. In addition, the District may not issue bonds, and the Commissioners Court does not give the District authority to issue bonds, without first obtaining the Commissioners Court approval.

Section 3. 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 382, 380, 381 and 383 of the 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 4. 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 fund improvements, as defined in Chapter 372, 382, 380, 381 and 383 in the Code, in lieu of assessments and for the payment or repayment of the District's costs, 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 5. 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 the County in order to facilitate the orderly conduct of the District's confirmation, tax and bond election, which may be held May 1, 2021, or on another uniform election date. The District's qualified voters shall cast their ballots for or against the District and its proposed taxes, economic development agreement authority, and bonds 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 6. 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 7. The Directors nominated in the Amended Petition are hereby appointed, and shall serve staggered two (2) year terms as set forth in Chapter 382 of the Code. The directors listed below are hereby appointed:

1. Ryan Calong
2. Donovan Fikes
3. Weston Mokry
4. Ryan Kohnen
5. Peter Clarkson
6. Dayton Hoffman
7. Brian Korbell

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 382 of the Code to the Board of Directors from the District's proceeds.

Section 8. 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: | \$0.558270 per \$100 valuation, subject to applicable state and local ad valorem tax requirements |
| Sales and Use Tax: | 2% per taxable sale, subject to the state and local sales and use tax rates in the District |
| Hotel Occupancy Tax: | 9% or the rate imposed by the City of San Antonio, whichever is greater |

Section 9. 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.


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.

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PASSED, ADOPTED, ORDERED AND EFFECTIVE this 15 day of December, 2020.



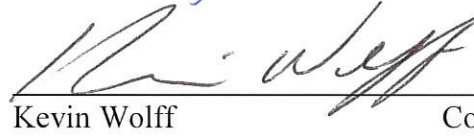
Nelson W. Wolff County Judge



Sergio "Chico" Rodriguez Commissioner, Precinct 1



Justin Rodriguez Commissioner, Precinct 2



Kevin Wolff Commissioner, Precinct 3



Tommy Calvert Commissioner, Precinct 4

ATTEST:



Lucy Adame-Clark, County Clerk

EXHIBIT A

LEGAL DESCRIPTION

Exhibit A-1

DESCRIPTION OF THE PROPERTY

82.266 ACRES OUT OF THE JOSE RAMON AROCHA SURVEY NUMBER 171, ABSTRACT NUMBER 24, COUNTY BLOCK 4708, BEXAR COUNTY, TEXAS, BEING THAT SAME CERTAIN TRACT RECORDED IN VOLUME 10722, PAGE 2165 OF THE REAL PROPERTY RECORDS OF BEXAR COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

- BEGINNING: At a found ½" iron rod on the east right of way line of old Fredericksburg Road (60' wide public right of way) having Texas State Plain grid coordinates of N=13,814,478.21 and E=2,072,078.31, South Central Zone, the northeast corner of Lot 1, Block 5, C.B. 4708, MESSIAH LUTHERAN CHURCH I, as recorded in Volume 9655, Page 7 of the Deed and Plat Records of Bexar County, Texas, the east corner of this tract;
- THENCE: North 89°44'48" West (bearings are based on GPS observations, datum is NAD '83) 645.51' with a wire fence to a found ½" iron rod, the northwest corner of Lot 1, a re-entry corner hereof;
- THENCE: South 00°11'09" West 320.67' to a found ½" iron rod an angle point;
- THENCE: South 00°10'41" West 594.79' to a set ½" iron rod stamped "GIBBONS", on the north right of way line of Dietz-Elkhorn Road (60' wide public right of way), the southwest corner of said Lot 1, the southeast corner hereof;
- THENCE: South 89°40'53" West 60.00' with the north right of way line of Dietz-Elkhorn Road to a found ½" iron rod, the southeast corner of Lot 2, Block 5, C.B. 4708, BARNEY CARROLL SUBDIVISION as recorded in Volume 9722, Page 134 of the Deed and Plat records of Bexar County, Texas;
- THENCE: North 00°10'29" East 596.42' to a found ½" iron rod, the northeast corner of Lot 2, a re-entry corner hereof;
- THENCE: North 89°40'31" West 402.59' to a found ½" iron rod stamped "Ford", the northwest corner of said Lot 2, the northeast corner of a 6.09 acre tract in the name of Investo, LP and recorded in Volume 9220, Page 103 of the Real Property Records of Bexar County, Texas, an angle point hereof;
- THENCE: North 75°22'51" West 7.66' with the Investo tract to a found ½" iron rod, an angle point hereof;
- THENCE: South 66°49'23" West 195.26' to a found ½" iron rod stamped "Ford", the east corner of a 4.82 acre tract in the name of Investo, LP and recorded in Volume 11639, Page 1507 of the Real Property Records of Bexar County, Texas, an angle point hereof;

THENCE: With the north line of the Investo 4.82 acre tract, the following:
 North 35°53'37" West 447.73' to a found ½" iron rod, an angle point hereof;
 North 79°59'50" West 87.94' to a found ½" iron rod, an angle point hereof;
 South 15°40'59" West 187.46' to a found ½" iron rod, an angle point hereof;
 South 63°18'48" West 367.97' to a found ½" iron rod, an angle point hereof;
 South 46°56'51" West 16.77' to a found ½" iron rod on the northeast right of way line of Interstate Highway 10 (300' wide public right of way), the west corner of the Investo tract;

THENCE: North 44°17'10" West 65.40' with the northeast right of way line of I.H. 10 to set 1/2" iron rod stamped "GIBBONS", the south corner of a 30.00 acre tract in the name of Del Baker Family Partnership, Ltd. and recorded in Volume 16357, Page 521 of the Real Property Records of Bexar County, Texas, an angle point hereof;

THENCE: With the east line of the Baker tract, the following:
 North 41°21'01" East 674.65' to a found ½" iron rod, the east corner of the Baker tract, a re-entry corner hereof;
 North 40°52'31" West 1390.33' to a set ½" iron rod stamped "GIBBONS", an angle point hereof;
 North 77°32'30" West 6.98' to a set ½" iron rod stamped "GIBBONS", an angle point hereof;
 North 78°49'09" West 542.30' to a set ½" iron rod stamped "GIBBONS", an angle point hereof;
 South 70°54'35" West 162.45' to a set ½" iron rod stamped "GIBBONS", the east corner of Lot 1, Block 1, C.B. 4708, ALL ABOUT STORAGE as recorded in Volume 9550, Page 11 of the Deed and Plat Records of Bexar County, Texas, an angle point hereof;

THENCE: North 22°19'08" West at 350.63' pass the northeast corner of said Lot 1 and continuing for a total distance of 762.56' to a point in the approximate center of the Balcones Creek, the north corner of a 1.572 acre tract in the name of Boerne Self Storage and recorded in Volume 12460, Page 1797 of the Real Property Records of Bexar County, Texas, the south line of a tract in the name of Joy Pipe and recorded in Volume 474, Page 453 of the Kendall County Official Records, the west corner of this tract;

THENCE: With a meander line marking the approximate center of the Balcones Creek, with the south line of the Pipe tract and the south line of a tract in the name of Elmer Raymond Elsworth and recorded in Volume 352, Page 165 of the Kendall County Official Records, the north line of Bexar County, the south line of Kendall County, the following:
 North 88°19'24" East 618.47', an angle point;
 South 55°22'01" East 276.43', an angle point;
 South 40°25'14" East 295.14', an angle point;
 South 70°32'58" East 413.81', an angle point;
 South 80°51'21" East 747.72', an angle point;
 South 76°01'01" East 285.15', an angle point;
 South 83°23'14" East 240.02', an angle point;
 North 69°42'14" East 203.50', an angle point;
 North 40°17'14" East 140.43' to a point on the aforementioned west right of way line of

old Fredericksburg Road, the north corner hereof;

THENCE: With the west right of way line of old Fredericksburg Road, the following:

South 56°16'07" East 46.42', an angle point hereof;
South 40°54'46" East 49.86' to a found ½" iron rod, an angle point hereof;
South 23°32'18" East 127.48' to a found ½" iron rod, an angle point hereof;
South 21°44'36" East 565.89' to a found ½" iron rod, an angle point hereof;
South 21°45'19" East 181.86' to a found ½" iron rod, an angle point hereof;
South 17°10'00" East 163.03' to a found ½" iron rod, an angle point hereof;
South 17°28'07" East 52.57' to a found ½" iron rod, an angle point hereof;
South 15°23'18" East 389.17' to the POINT OF BEGINNING of this 82.266 acres (3,583,519 square feet)
tract in Bexar County, Texas.

Exhibit A-2

FIELD NOTES OF A 29.98 ACRE TRACT OF LAND OUT OF THE JOSE RAMON AROCHA SURVEY NO. 171, ABSTRACT NO. 24, BEXAR COUNTY, TEXAS, BEING THAT SAME 30 ACRE TRACT DESCRIBED IN DEED TO DEL D. BAKER, JR. FAMILY PARTNERSHIP, LTD., OF RECORD IN DOCUMENT NO. 20130200517, OFFICIAL PUBLIC RECORDS, BEXAR COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS: NOTE: (BASIS OF BEARING IS TEXAS SOUTH CENTRAL ZONE, NAD83.)

BEGINNING: At a 1/2" iron rod found with cap stamped "Schwarz" found in the northeast right of way line of Interstate Highway 10 (300 Foot Right of Way), for the south corner of Lot 1, Block 1, County Block 4708, All About Storage Subdivision, according to plat recorded in Volume 9550, Page 11, Deed and Plat Records, Bexar County, Texas, the west corner of This Tract and the POINT OF BEGINNING;

THENCE: N 44°10'59" E, departing the northeast right of way of Interstate 10 with the southeast line of Lot 1 and the northwest line of This Tract, a distance of 298.68 feet to a 1/2" iron rod found for the east corner of Lot 1, a west corner of an 82.23 Acre Tract described in deed to Eggleston Family Trust Declaration of record in Volume 14959, Page 1276, Official Public Records, Bexar County, Texas, and a northwest corner of This Tract:

THENCE: With the southwest line of the 82.23 Acre Tract and the northeast line of This Tract, the following calls and distances:

N 71°13'54" E, a distance of 163.34 feet to a fence post found for an angle point;

S 78°48'41" E, a distance of 542.00 feet to a fence post found for an angle point;

S 77°32'02" E, a distance of 6.98 feet to a fence post found for an angle point;

S 40°51'29" E, a distance of 1989.77 feet to a fence post found for a reentrant corner of the 82.23 Acre Tract and the east corner of This Tract;

THENCE: S 41°20'59" W, a distance of 674.74 feet to a fence post found in the northeast right of way line of Interstate 10, for a west corner of the 82.23 Acre Tract and the south corner of This Tract;

THENCE: N 44°19'08" W, with the northeast right of way line of Interstate Highway 10 and the southwest line of this Tract, a distance of 1953.39 feet to the POINT OF BEGINNING and containing 29.98 acres of land in Bexar County, Texas, according to a survey on the ground on October 26, 2018, by Rickman Land Surveying.

RC L.P.B.

DESCRIPTION OF THE PROPERTY

Lot 2, Block 5, County Block 4708, of BARNEY CARROLL SUBDIVISION, a Subdivision in Bexar County, Texas, according to the map or plat thereof recorded in Volume 9722, Page 134, of the Deed and Plat Records of Bexar County, Texas.



