

AMENDED AND RESTATED PETITION FOR THE CREATION OF A PUBLIC  
IMPROVEMENT DISTRICT TO FINANCE IMPROVEMENTS TO SOLMS LANDING  
DEVELOPMENT

THE STATE OF TEXAS

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CITY OF NEW BRAUNFELS

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TO: THE HONORABLE MAYOR AND CITY COUNCIL OF THE CITY OF NEW  
BRAUNFELS

The undersigned petitioners (the “*Petitioners*”), acting pursuant to the provisions of Chapter 372, Texas Local Government Code (the “*Act*”), request that the City of New Braunfels accept this Amended and Restated Petition for the Creation of a Public Improvement District to Finance Improvements to Solms Landing Development (this “*Amended and Restated Petition*”) for the Solms Landing Public Improvement District (the “*District*”) in the territory described in Exhibit A attached hereto (the “*Land*”), which was created by the City of New Braunfels, Texas (the “*City*”), pursuant to Resolution No. 2019-R09 (the “*Original Creation Resolution*”). This Amended and Restated Petition amends, restates, and replaces in full the Petition for the Creation of a Public Improvement District to Finance Improvements to Solms Landing Development, dated August 9, 2018 (the “*Original Petition*”) submitted by Solms Landing LLC, a Texas limited liability company, and The Jerome W. Timmermann Family Trust as the therein defined “*Petitioners*” for the sole purpose of modifying the estimated cost of the proposed construction of the Public Improvements, defined below in Section 4. The *Petitioners* request that the City modify the Original Creation Resolution consistent with the following:

Section 1.   Petitioners. (a) In compliance with the requirements of Texas Local Government Code, Section 372.005(b), as determined by the current tax rolls of the Comal County Appraisal District, the *Petitioners* constitute (i) the owners of taxable real property representing more than 50% of the appraised value of real property liable for assessment under the proposal described herein, and (ii) the record owners of taxable real property that constitutes more than 50% of the area of all taxable real property that is liable for assessment under such proposal.

(b) With respect to community property, the *Petitioners* recognize that the City may accept the signature of a spouse as a representation of both spouses that they support the creation or renewal of the PID absent a separate property agreement. *However, the Petitioners recognize that if City staff is made aware of any disagreement among owners of community property, those petitions will not be counted.*

Section 2.   General Nature of the Proposed Construction and Maintenance of the Public Improvements. The general nature of the proposed public improvements (the “*Public Improvements*”) are: (i) the establishment of parks and open space, together with the design, construction and maintenance of any ancillary structures, features or amenities such as trails, pavilions, community facilities, swimming pools, irrigation, walkways, lighting, benches, trash receptacles and any similar items located therein; (ii) landscaping; (iii) acquisition, construction, and improvement of water, wastewater and drainage facilities; (iv) acquisition, construction and

improvement of streets, roadways, rights-of-way and related facilities; (v) entry monumentation and features; (vi) signage; (vii) projects similar to those listed in subsections (i) – (vi) above; and (viii) payment of costs associated with constructing and financing the public improvements listed in subparagraphs (i) – (vii) above, including costs of establishing, administering and operating the District.

Section 3. Boundaries. The boundaries of the District are described in Exhibit A, attached hereto and in the Original Creation Resolution.

Section 4. Estimated Cost and Terms of the Proposed Construction of the Public Improvements. The estimated cost of the proposed construction is \$17,000,000.00 (including issuance and other financing costs). Further terms for the District are described more fully through a Term Sheet attached hereto as Exhibit B

Section 5. Method of Assessment. An assessment methodology will be prepared that will address (i) how the costs of the Public Improvements financed with the assessments are assessed against the property in the District, (ii) the assessments to be collected each year, and (iii) reduction of the assessments for costs savings (pursuant to the annual review of the service plan for the District). Additionally, a report will be prepared showing the special benefits accruing to property in the District and how the costs of the Public Improvements are assessed to property on the basis of the special benefits. The result will be that equal shares of the costs will be imposed on property similarly benefited.

The assessment methodology will result in each parcel paying its fair share of the costs of the Public Improvements provided with the assessments based on the special benefits received by the property from the Public Improvements and property equally situated paying equal shares of the costs of the Public Improvements.

Section 6. Apportionment of Cost between the City and the District. Approval, creation, or modification of any term of the PID will not obligate the City to provide any funds to finance the proposed Public Improvements. All of the costs of the proposed Public Improvements will be paid by assessments of the property within the District and from other sources of funds, if any, available to the owner of the Land.

Section 7. Management of the District. The City will manage the District, or, to the extent allowed by law, the City may contract with either a non-profit, or a for-profit organization including a Public Facilities Corporation created by the City pursuant to Chapter 303, Texas Local Government Code, to carry out all or a part of the responsibilities of managing the District, including the day-to-day management and administration of the District.

Section 8. Advisory Board. An advisory board may be established by the City Council of the City (the “*City Council*”) and such board may recommend an improvement plan to the City Council.

Section 9. City Review. Petitioners, including Solms Landing Development, LLC, (the “Developer”), recognize that the City shall have the right, upon reasonable prior written notice to the Developer and during normal business hours, to audit and inspect the Developer’s records,

books, and all other relevant records related to reimbursable amounts in connection with the District. The foregoing parties agree to maintain the appropriate confidentiality of such records, unless disclosure of such records and information shall be required by (i) a lawful court order or a lawfully issued subpoena, (ii) Texas state law, (iii) an ordinance lawfully adopted by the City, or (iv) the Office of the Texas Attorney General.

Section 10. PID Policy Compliance. (a) The Public Improvements would meet or exceed the criteria set forth in Section II(4)(a)-(i) of the City's Public Improvement District (PID) Policy (the "PID Policy"), as illustrated in Exhibit C, attached hereto.

(b) Petitioners have read and understand the PID policy, and will adhere to all language therein.

**Accordingly, Petitioners hereby request the modification of the District by the City Council and file this Petition with the City Secretary in support thereof.**

[Signature on following page]

PETITIONERS:

**Solms Landing Development, LLC**

By: [Signature]

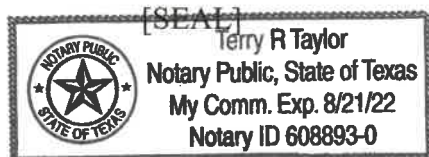
Name: James Mahon

Title: Principal

THE STATE OF TEXAS

COUNTY OF Comal

THIS INSTRUMENT is acknowledged before me on this 26<sup>th</sup> day of February, 2021, by James Mahon, as Principal of Solms Landing Development, LLC, on behalf of said LLC.



[Signature]  
Notary Public, State of Texas

The Jerome W. Timmermann Family Trust

Date: 2-25-2021

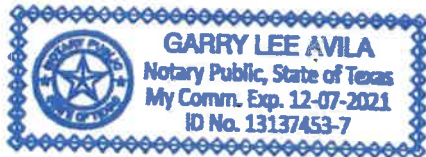
By: Betty Timmermann  
Betty M. Timmermann  
Trustee

THE STATE OF TEXAS  
COUNTY OF Comal

THIS INSTRUMENT is acknowledged before me on this 25 day of February, 2021, by Betty M. Timmermann as Trustee of The Jerome W. Timmermann Family Trust on behalf of said Trust.

[SEAL]

Garry Lee Avila  
Notary Public, State of Texas



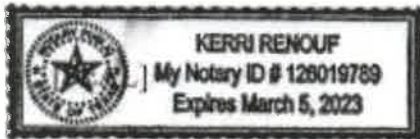
Chupik Properties & Design, Inc.  
a Texas corporation

Date: 2/22/2021

By: [Signature]  
Name: RONALD V. CHUPIK  
Title: PRESIDENT

THE STATE OF TEXAS  
COUNTY OF COMAL

THIS INSTRUMENT is acknowledged before me on this 22<sup>nd</sup> day of February, 2021, by RONALD V. CHUPIK as PRESIDENT of Chupik Properties & Design, Inc., a Texas corporation on behalf of said corporation.



[Signature]  
Notary Public, State of Texas

**EXHIBIT A**

**LAND**



**FIELD NOTES  
FOR  
A 97.97 ACRE TRACT**

A 97.97 acre tract of land, situated in the City of New Braunfels, out of the A.M. Esnaurizar Survey No. 1, Abstract 98, Comal County, Texas, and being the remaining portion of a called 2.028 acre tract of land, Tract I, and the remaining portion of a called 96.26 acre tract of land, Tract II, both being described by Deed of Gift of record in Volume 365 Page 866 of the Deed Records of Comal County, Texas and also being all of a called 4.225 acre tract of land as described by Deed of Gift of record in Volume 365 Page 869 of the Deed Records of Comal County, Texas. Said 97.97 acre tract of land being more particularly described by metes and bounds as follows:

**BEGINNING** at a found  $\frac{1}{2}$ " iron rod with a plastic cap stamped "Bury & Partners" in the current southeast right-of-way line of Interstate Highway 35 (I.H. 35), a variable width public right-of-way, for the most easterly corner of a called 0.020 acre tract of land as conveyed to the State of Texas of record in Document No. 9906030874 of the Official Public records of Comal County, Texas, for the most west corner of Lot 1, Block "A", of the Canyon Crossroads Subdivision Plat of record in Document No. 201106028280 of the Map and Plat Records of Comal County, Texas, in the northeast line of said 2.028 acre tract and for the most northerly corner of the tract described herein, from which a found "x" in concrete for the west end of a cutback at the intersection of I.H. 35 and F.M. 306 bears, N 47° 22' 18" E, a distance of 1162.81 feet;

**THENCE:** S 43° 30' 05" E, departing the southeast right-of-way line of I.H. 35 and along and with the northeast line of said 2.028 acre tract and the southwest line of said Lot 1, at a distance of 657.49 feet passing a found  $\frac{1}{2}$ " iron rod with a plastic cap stamped "Bury & Partners" for the south corner of said Lot 1 and the west corner of Lot 6, Block "A", Replat of Lot 2, Canyon Crossroads Subdivision of record in Document No. 201206016264 of the Map and Plat Records of Comal County, Texas, and continuing along and with the southwest line of Lot 6 and the northeast line of said 2.028 acre tract, a total distance of 1456.05 feet to a found  $\frac{1}{4}$ " iron rod (bent) for the east corner of said 2.028 acre tract, the south corner of said Lot 6, in the northwest line of said 4.225 acre tract, in the northwest line of said 96.26 acre tract and for an interior corner of the tract described herein;

**THENCE:** N 45° 03' 35" E, along and with the northwest line of the 4.225 acre tract and the 96.26 acre tract, and the southeast line of Lot 6, a distance of 369.73 feet to a found  $\frac{1}{4}$ " iron rod for the an interior corner of Lot 6, the north corner of said 4.225 acre tract and 96.26 acre tract, and a north exterior corner of the tract described herein;

**THENCE:** S 43° 58' 01" E, along and with a southwest line of said lot 6, the southwest line of Lot 1, Block 1, of the Creekside Fire Station Subdivision Plat of record in Document No. 201006023741 of the Map and Plat Records of Comal County, Texas, the southwest line of a called 5.395 acre tract of land as conveyed to the City of New Braunfels of record in Document No. 200606042906 of the Official Public Records of Comal County, Texas (now known as Creekside Crossing, a 150 foot wide public right-of-way), the northeast line of the 4.225 acre tract and the 96.26 acre tract, a distance of 1505.89 feet to a found  $\frac{1}{2}$ " iron rod for the most southerly corner of said 5.395 acre tract, the most westerly corner of a called 6.529 acre tract of land as conveyed to the City of New Braunfels of record in Document No.

Page 1 of 3



200606042905 of the Official Public Records of Comal County, Texas, the most northerly corner of Lot 14R1, of the Amending Plat of lots 8R, 14R, and 32R of Creekside Wellness Center Establishing Lots 8R1, 14R1 and 32R of Creekside Wellness Center of record in Document no. 201306033846 of the Map and Plat Records of Comal County, Texas, for the east corner of the 96.26 acre tract and the tract described herein, from which a found  $\frac{1}{2}$ " iron rod with a plastic cap stamped "TEAM" bears, S 38° 38' 50" E, a distance of 0.16 feet;

**THENCE:** S 45° 01' 44" W, along and with the westerly line of said Lot 14R1, a distance of 369.20 feet to a found  $\frac{1}{2}$ " iron rod with a plastic cap stamped "Hollmig" for an interior corner of said Lot 14R1 and an exterior corner of the tract described herein;

**THENCE:** S 45° 29' 57" W, along and with the northwest lines of Lot 14R1, at a distance of 912.00 feet, a found  $\frac{1}{2}$ " iron rod with a plastic cap stamped "HMT" for the west corner of said Lot 14R1 and the north corner of a called 82.76 acre tract of land as conveyed to KB Home Lone Star Inc., of record in Document No. 201406004602 of the Official Public Records of Comal County, Texas, continuing along and with the northwest line of the 82.76 acre tract, at a distance of 2001.79 feet, a found  $\frac{1}{2}$ " iron rod with a plastic cap stamped "HMT" for the west corner of said 82.76 acre tract and a northwest exterior corner of a called 36.90 acre tract of land as conveyed to KB Home Lone Star Inc., of record in Document No. 201606006903 of the Official Public Records of Comal County, Texas, and continuing along and with the northwest line of said 36.90 acre tract, a total distance of 3694.97 feet to a set  $\frac{1}{2}$ " iron rod with a blue plastic cap stamped "KFW SURVEYING" in the northeast right-of-way line of South Kowald Road (also being the northeast line of a called 0.295 acre tract of land as conveyed to the County of Comal of record in Volume 140 Page 563 of the Deed Records of Comal County, Texas), at the most westerly corner of said 36.90 acre tract, in the southeast line of said 96.26 acre tract and for the most southerly corner of the tract described herein;

**THENCE:** N 43° 16' 27" W, along and with the northeast right-of-way line of South Kowald Road and the 0.295 acre tract, a distance of 793.41 feet to a set  $\frac{1}{2}$ " iron rod with a blue plastic cap stamped "KFW SURVEYING" for the north corner of said 0.295 acre tract, the most southerly corner of Comal Farms Subdivision, Unit One, a plat of record in Volume 12 Pages 217-218 of the Map and Plat Records of Comal County, Texas, in the northwest line of said 96.26 acre tract and for the most westerly corner of the tract described herein;

**THENCE:** Departing the northeast right-of-way line of South Kowald Road and along and with the common line between said Comal Farms Subdivision and the 96.26 acre tract, the following two (2) courses:

1. N 45° 21' 50" E, a distance of 2719.37 feet to a found  $\frac{1}{2}$ " iron rod for the most easterly corner of said Comal Farms Subdivision, an interior corner of the 96.26 acre tract and the tract described herein, and
2. N 44° 29' 27" W, a distance of 703.79 feet to a found  $\frac{1}{2}$ " iron rod with a blue plastic cap stamped "KFW SURVEYING" for the south corner of Lot 1 of the New Braunfels Storage Subdivision Plat of record in Volume 13 Page 101 of the Map and Plat Records of Comal County, Texas, a southwest exterior corner of the 96.26 acre tract and the tract described herein;

**THENCE:** N 45° 29' 59" E, along and with the northwest line of the 96.26 acre tract, the southeast line of said Lot 1, the southeast line of a called 7.66 acre tract of land as conveyed to Barbara Nell Dean of record in Document No. 200306047820 of the Official Public Records of Comal County, Texas and the southeast line of Lot 3, Block 1 of the Richter Estates Subdivision Plat of record in Volume 7 Page 64 of the Map and Plat Records of Comal County, Texas, a distance of 911.95 feet to a point for the west

**THENCE: N 45° 22' 17" E, along and with the current southeast right-of-way line of L.H. 35, also being the southeast line of said 0.020 acre tract, a distance of 60.01 feet to the POINT OF BEGINNING and containing 97.97 acres, more or less, in the City of New Braunfels, Comal County, Texas. Said tract being described in accordance with a survey prepared by KFW Surveying. Bearings are based on NAD83 (2011) Texas State Plane South Central Zone, 4204. Distances recited herein are surface distances using an average combined scale factor of 0.99985790106.**



## **EXHIBIT B**

### **TERM SHEET CITY OF NEW BRAUNFELS, TEXAS COMAL COUNTY, TEXAS SOLMS LANDING PUBLIC IMPROVEMENT DISTRICT 2/3/21**

It is requested that the following limitations and performance standards shall apply to the Solms Landing Public Improvement District ("the PID") agreed to by Solms Landing Development, LLC ("the Owner") or its affiliates and assignees, and the City of New Braunfels, Texas ("the City") in connection with the planned development of the 113 acre Solms Landing mixed-use master planned development ("the Project"):

#### **FINANCING CRITERIA – PUBLIC IMPROVEMENT DISTRICT**

1. Maximum Authorized Improvements (including hard costs, soft costs, contingency, and a construction management fee) for the PID: \$17,000,000
2. Minimum appraised value to lien ratio for each PID bond issued: 3:1
3. Maximum PID equivalent tax rate including PID annual installment: \$100/\$40  
Assessed Value
4. Maximum years of capitalized interest : 2
5. Maturity of bonds (to extent allowed by law): 30 years
6. It is agreed that the improvements to be funded by the PID are limited to those defined as Authorized Improvements under Texas Local Government Code Section 372.003 ("Authorized Improvements").
7. The aggregate principal amount of bonds required to be issued shall not exceed an amount sufficient to fund: (i) the actual costs of the qualified public improvements (ii) required reserves and capitalized interest during the period of construction and not more than 12 months after the completion of construction and in no event for a period greater than 3 years from the date of the initial delivery of the bonds and (iii) any costs of issuance. Provided, however that to the extent the law(s) which limit the period of capitalized interest to 12 months after completion of construction change, the foregoing limitation may be adjusted to reflect the law(s) in effect at the time of actual bond issuance.

#### **MISCELLANEOUS**

1. The PID will be created by the City.

2. No PID bonds will be issued without the approval by the City of a Service and Assessment Plan ("SAP") for the PID.
3. No General Obligation or Certificate of Obligation bonds will be utilized by the City to fund the PID.
4. The PID may seek bond issues in advance of construction of Authorized Improvements subject to compliance with this term sheet.
5. Special assessments on any given portion of the property may be adjusted in connection with subsequent bond issues as long as the maximum PID annual installment rate is not exceeded, and the special assessments are determined in accordance with the SAP. Special assessments on any portion of the property will bear a direct proportionate relationship to, and will not exceed, the special benefit of the public improvements to that improvement area. Scheduled special assessments will not be increased on any lot once conveyed to an end user.
6. The City shall not be obligated to provide funds for any improvements except from the proceeds of the PID.
7. The PID Bond Indenture will contain language precluding the City from making any debt service payments for the PID Bonds other than from available special assessment revenues.
8. The PID will be responsible for payment of all of the City's reasonable and customary costs and expenses associated with the financing and administrative activities of the PID. The City and the Owner will agree to a budget for the City's costs in advance of the creation of the PID and preparation of bond documents. Ongoing administrative costs of the PID will be paid through the annual installments of the special assessments.
9. It is agreed that the PID will be exempt from any public bidding or other purchasing and procurement policies per Texas Local Government Code Section 252.022(a) (9) which states that a project is exempt from such policies if "paving drainage, street widening, and other public improvements, or related matters, if at least one-third of the cost is to be paid by or through special assessments levied on property that will benefit from the improvements."
10. The appraiser preparing the appraisal required in connection with the PID Bonds shall be selected by the City in consultation with the Owner and all reasonable fees shall be paid by the Owner.
11. The underwriter responsible for the sale of the PID Bonds shall be selected by the City in consultation with the Owner and all of its fees shall be paid from bond proceeds.
12. No additional security or surety will be provided by the Owner, or its assignees, for the construction of the Authorized Improvements that are being funded by the PID.

13. It is agreed that all principal landowners will provide any required continuing disclosure obligations associated with the issuance of PID Bonds as required under the Indenture or any other regulatory agreement or regulatory agency.
14. This term sheet shall remain in place and in force until such time and date that a final Financing Agreement is executed by both the City and the Owner.

## **EXHIBIT C**

### **PID POLICY COMPLIANCE**

<b><u>City of New Braunfels PID Policy Requirements</u></b>	<b><u>Solms Landing Development</u></b>
<p>Do the contemplated Public Improvements generate economic development benefits to the City beyond what normal development would and meeting the goals of the Economic Development Strategic Plan?</p>	<p><b>Yes.</b> Solms Landing will provide numerous economic benefits to the city of New Braunfels. These benefits will include not only sales and property tax but also Hotel Occupancy tax revenue and job creations. Initial analysis predicts over 1800 jobs would be created throughout the development. These jobs will target a variety of industries and skillsets providing both entry-level retail jobs as well as retail management positions and professional services and medical positions. In addition Solms landing will have a variety of retail components. Many of the target areas for Solms Landing such as food &amp; beverage and entertainment will minimize retail leakage that was discussed in the Retail Gap Analysis. Solms Landing will provide a variety of housing options to meet the changing demand of residents of New Braunfels. These will include dense living options such as zero lot line homes, attached townhomes, and for rent multi-family products.</p>
<p>Do the contemplated Public Improvements provide for improvements in the public right-of-way which create new or enhanced public roads and streets and which enhance and create opportunities to redevelop older or underutilized areas of the City); (e.g., entryways, gateways, landscaping, street trees, fountains, specialty lighting, art, decorative and landscaped streets and sidewalks, bike lanes, multi-use trails, signage, terminating vistas, decorative pedestrian lighting, pedestrian safety elements, ADA accessibility, underground utilities, etc.)?</p>	<p><b>Yes.</b> All major roads within Solms Landing will be public roads creating interconnectivity in a growing part of the city. The development's minor collector will include traffic calming measures at pedestrian crossing and will include a roundabout to alleviate congestion. In addition all roads will include enhanced landscaping and sidewalks to create a pedestrian friendly environment. All utilities will be underground and provide cross connectivity to existing utilities systems.</p>

<p>Do the contemplated Public Improvements meet community needs (e.g., enhanced drainage improvements, land and infrastructure for re-irrigation of treated wastewater, off-street public parking facilities, pedestrian and trail connectivity, mobility enhancements and workforce housing)?</p>	<p><b>Yes.</b> Solms Landing provides regional and master planned detention facilities. Solms Landing is designed to promote shared parking by users adjacent to each other that use parking during different hours of the day. Solms Landing will have a trail and pedestrian system that connects to the adjoining properties of West Village at Creekside and Creekside Town Center.</p>
<p>Do the contemplated Public Improvements exceed development requirements of the City; in particular enhanced architectural standards, enhanced landscaping, low impact development (LID) features, impervious cover limitations, parking lot shading, floorplan variety, and which provide for a superior design of lots or buildings including green building ratings systems for energy efficiency?</p>	<p><b>Yes.</b> The Solms Landing Development standards include enhanced architecture standards as well as enhanced landscaping requirements to provide ample shading and coverage on a site that currently has little shading. Building layouts are designed to promote pedestrian walkability and roads have features such as Z-Crossing and Roundabouts as traffic calming measures.</p>
<p>Do the contemplated Public Improvements provide for increased recreation and open space opportunities for public use?</p>	<p><b>Yes.</b> Interconnectivity and quality outdoor space are key components to the vision of Solms landing. Through an integrated network of Hike and Bike trails the public will be able to access a variety of aspects in the development. In addition these trails will allow residents from adjacent developments to access the area and connect to local schools and employers such as Resolute Health. Furthermore the development will have a variety of park spaces to include a central park, a sports park and a dog park all of which will be connected by the sites trail system.</p>
<p>Do the contemplated Public Improvements protect and preserve natural amenities and environmental assets such as the rivers, lakes, trees, creeks, ponds, floodplains, slopes, hills, viewsapes, aquifer recharge and/or contributing zones, and wildlife habitats?</p>	<p><b>Yes.</b> The site currently is used as farmland. However the development plan does include a variety of parks, walking trails and landscaping that will add to the natural look and feel of the overall development.</p>
<p>Do the contemplated Public Improvements protect and preserve existing historical buildings, structures, features or places and preserve the rural and community amenities or features that further the look and feel of the hill country or would otherwise be of special benefit to the property users or community; or which establish a unified architectural or design theme throughout the development that complements the community's character and heritage?</p>	<p><b>Yes.</b> Although the site currently does not have any existing historical buildings or any landmarks that need to be preserved, the development will look to create a future identify consistent with the heritage and history of the region.</p>

<p>Are the contemplated Public Improvements associated with property located within the city limits of the City of New Braunfels.</p>	<p><b>Yes.</b> Development is located within the city of New Braunfels. Specifically it is located in the Creekside area and in close proximity to schools, employers and commercial development.</p>
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