

**PARK ON CLEAR CREEK
PUBLIC IMPROVEMENT DISTRICT
CITY OF LEAGUE CITY, TEXAS**

**ANNUAL SERVICE PLAN UPDATE (PART I)
2023-24**

**AS APPROVED BY CITY COUNCIL ON:
SEPTEMBER 26, 2023**

PREPARED BY:

MUNICAP, INC.
— PUBLIC FINANCE —

PARK ON CLEAR CREEK PUBLIC IMPROVEMENT DISTRICT

ANNUAL SERVICE PLAN UPDATE – 2023-24

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A. INTRODUCTION AND DEFINED TERMS

I. INTRODUCTION

The Park on Clear Creek Public Improvement District (the “PID”) was created pursuant to Chapter 372 of the Texas Local Government Code, as amended, (the “PID Act”) and a resolution of the City Council (the “City Council”) of the City of League City (the “City”) on August 25, 1998 to finance certain Public Improvements for the benefit of the property in the PID.

A service and assessment plan, as amended and restated on December 9, 2004 (the “Service and Assessment Plan”) was prepared at the direction of the City identifying the Public Improvements to be financed through the PID, the costs of the Public Improvements, and the manner of assessing the property in the PID for the costs of the Public Improvements. Pursuant to the Service and Assessment Plan, the Developers would provide the funds for the construction of the Public Improvements and would be entitled to repayment pursuant to the applicable Development Agreements. Pursuant to the PID Act, the Service and Assessment Plan must be reviewed and updated annually for the purpose of determining the annual budget for the Authorized Improvements. This document is part one of the Service and Assessment Plan for 2023-24 (the “Annual Service Plan Update Part I”).

The City also adopted an assessment roll (the “Assessment Roll”) identifying the assessments on each Parcel of Assessed Property within the PID, based on the method of assessment identified in the Service and Assessment Plan. The Assessment Roll for annual installment of assessments (the “Annual Installments”) to be collected for 2023-24, if any, may be updated as part of Part II of the Annual Service Plan Update.

The Texas legislature passed House Bill 1543 as an amendment to the PID Act, requiring, among other things, (i) all Service and Assessment Plans and Annual Service Plan Updates be approved through City ordinance or order to be filed with the county clerk of each county in which all or part of the PID is located within seven days and (ii) include a copy of the notice form required by Section 5.014 of the Texas Property Code (the “PID Assessment Notice”) as disclosure of the obligation to pay PID Assessments. In light of these amendments to the PID Act, this Annual Service Plan Update includes a copy of the PID Assessment Notice as Appendix C and copy of this Annual Service Plan Update will be filed with the county clerk in each county in which all or a part of the PID is located not later than seven (7) days after the date the governing body of the City approves this Annual Service Plan Update.

Section 372.013 of the PID Act, as amended, stipulates that a person who proposes to sell or otherwise convey real property that is located in the PID, except in certain situation described in the PID Act, shall first give to the purchaser of the property a copy of the completed PID Assessment Notice. The PID Assessment Notice shall be given to a prospective purchase before the execution of a binding contract of purchase and sale, either separately or as an addendum or paragraph of a purchase contract. In the event a contract of purchase and sale is entered into without the seller provided the required notice, the purchaser, subject to certain exceptions described in the

PID act, is entitled to terminate the contract.

The PID Assessment Notice shall be executed by the seller and must be filed in the real property records of the County in which the property is located at the closing of the purchase and sale of the property.

Capitalized terms shall have the meaning specified in the Service and Assessment Plan unless otherwise defined herein.

II. DEFINED TERMS

“Actual Cost(s)” means, with respect to a Public Improvement, the demonstrated, reasonable, allocable, and allowable costs of constructing such Public Improvement, as specified in a Certification for Payment that has been reviewed and approved by the City. Actual Cost may include (a) the costs for the design, planning, financing, administration, management, acquisition, installation, construction and/or implementation of such Public Improvement, including general contractor construction management fees, if any, (b) the costs of preparing the construction plans for such Authorized Improvement, (c) the fees paid for obtaining permits, licenses or other governmental approvals for such Public Improvement, (d) the costs for external professional costs associated with such Public Improvement, such as engineering, geotechnical, surveying, land planning, architectural landscapers, advertising, marketing and research studies, appraisals, legal, accounting and similar professional services, and property taxes (e) the costs of all labor, bonds and materials, including equipment and fixtures, incurred by contractors, builders and material men in connection with the acquisition, construction or implementation of the Authorized Improvements, (f) all related permitting, zoning and public approval expenses, architectural, engineering, legal, and consulting fees, financing charges, taxes, governmental fees and charges (including inspection fees, County permit fees, development fees), insurance premiums, miscellaneous expenses, and all advances and payments for Administrative Expenses.

Actual Costs include general contractor’s fees in an amount up to a percentage equal to the percentage of work completed and accepted by the City or construction management fees in an amount up to five percent of the eligible Actual Costs described in a Certification for Payment. The amounts expended on legal costs, taxes, governmental fees, insurance premiums, permits, financing costs, and appraisals shall be excluded from the base upon which the general contractor and construction management fees are calculated.

“Administrative Expenses” mean the administrative, organization, maintenance and operation costs associated with, or incident to, the administration, organization, maintenance and operation of the PID, including, but not limited to, the costs of: (i) creating and organizing the PID, including conducting hearings, preparing notices and petitions, and all costs incident thereto, including engineering fees, legal fees and consultant fees, (ii) the annual administrative, organization, maintenance, and operation costs and expenses associated with, or incident and allocable to, the administration, organization, and operation of the PID, (iii) computing, levying, billing and collecting Assessments or the Annual Installments thereof, (iv) maintaining the

record of installments of the Assessments and the system of registration and transfer of the debt obligation, (v) paying and redeeming debt obligations, (vi) investing or depositing of monies, (vii) complying with the PID Act and other laws applicable to the debt obligations, (viii) the Trustee's reasonable fees and expenses relating to the debt obligations, (ix) legal counsel, engineers, accountants, financial advisors, investment bankers or other consultants and advisors, and (x) administering the construction of the Authorized Improvements. Administrative Expenses do not include payment of the actual principal of, redemption premium, if any, and interest on the debt obligations. Administrative Expenses collected and not expended for actual Administrative Expenses shall be carried forward and applied to reduce Administrative Expenses in subsequent years to avoid the over-collection of amounts to pay Administrative Expenses.

“Administrator” means the employee or designee of the City, identified in any agreement approved by the City Council, who shall have the responsibilities provided for herein.

“Annual Installment” means, with respect to each Parcel, each annual payment of: (i) the Assessments including interest, as shown on the Assessment Rolls attached hereto as Appendix B, as applicable, or in an Annual Service Plan Update, and calculated as provided in Section VI of the Service and Assessment Plan, (ii) the Additional Interest described in Section V of the Service and Assessment Plan, and (iii) the Administrative Expenses.

“Annual Service Plan Update” has the meaning set forth in the second paragraph of Section IV of this Service and Assessment Plan.

“Assessed Property” means the property that benefits from the Authorized Improvements to be provided by the PID on which Assessments have been imposed as shown in each Assessment Roll, as each Assessment Roll is updated each year by the Annual Service Plan Update. Assessed Property includes Parcels within the PID other than Non-Benefited Property.

“Assessment” means an assessment levied against a Parcel imposed pursuant to an Assessment Ordinance and the provisions herein, as shown on any Assessment Roll, subject to reallocation upon the subdivision of such Parcel or reduction according to the provisions herein and the PID Act. An Assessment for a Parcel consists of the Annual Installments to be collected in all years and includes the Assessments including those collected to pay Administrative Expenses and interest on all Assessments.

“Assessment Ordinance” means Ordinance No. 2004-41 adopted by the City Council on January 11, 2005 approving the Service and Assessment Plan (including amendments or supplements to the Service and Assessment Plan) and levying the Assessments.

“Assessment Revenues” mean the revenues actually received by or on behalf of the City from the collection of Assessments.

“Assessment Roll” means, the Assessment Roll included in the Service and Assessment Plan or the Assessment Ordinance, as amended and/or updates from time to time in an Annual Service Plan Update.

“Authorized Improvements” or “Public Improvements”) mean those public improvements described in the Service and Assessment Plan and Section 372.003 of the PID Act, constructed and installed in accordance with the Service and Assessment Plan, and any future updates and/or amendments.

“Certification for Payment” means the certificate to be provided by the Developer, or his designee, to substantiate the Actual Cost of one or more Authorized Improvements. “

“City” means the City of League City, Texas.

“City Council” means the duly elected governing body of the City.

“Delinquent Collection Costs” mean interest, penalties and expenses incurred or imposed with respect to any delinquent installment of an Assessment in accordance with the PID Act and the costs related to pursuing collection of a delinquent Assessment and foreclosing the lien against the Assessed Property, including attorney’s fees.

“Homeowner Association” means a homeowner’s association or property owners’ association established for the benefit of property owners within the boundaries of the PID.

“Homeowner Association Property” means property within the boundaries of the PID that is owned by or irrevocably offered for dedication to, whether in fee simple or through an exclusive use easement, a homeowner’s association.

“Lot” means a tract of land described as a “lot” in a subdivision plat recorded in the official public records of Galveston County, Texas.

“Lot Type” means a classification of final building lots with similar characteristics (e.g. commercial, light industrial, multifamily residential, single family residential, etc.), as determined by the Administrator and confirmed by the City Council. In the case of single family residential lots, the Lot Type shall be further defined by classifying the residential lots by the estimated final average home value for each lot as of the date of the recorded subdivision plat, considering factors such as density, lot size, proximity to amenities, view premiums, location, and any other factors that may impact the average home value on the lot, as determined by the Administrator and confirmed by the City Council.

“Non-Benefited Property” means Parcels that accrue no special benefit from the Authorized Improvements, which may include Homeowner Association Property, Public Property and easements that create an exclusive use for a public utility provider to the extent they accrue no special benefit from the Authorized Improvements. Property identified as Non-Benefited Property at the time the Assessments (i) are imposed or (ii) are reallocated pursuant to a subdivision of a Parcel, is not assessed. Assessed Property converted to Non-Benefited Property, if the Assessments may not be reallocated pursuant to the provisions herein, remains subject to

the Assessments and requires the Assessments to be prepaid as provided for in Section VI. E of the Service and Assessment Plan.

“Parcel” or “Parcels” means a parcel or parcels within the PID identified by either a tax map identification number assigned by the Galveston Central Appraisal District for real property tax purposes or by lot and block number in a final subdivision plat recorded in the real property records of Galveston County.

“PID” has the meaning set forth in the Service and Assessment Plan.

“PID Act” means Texas Local Government Code Chapter 372, Public Improvement District Assessment Act, Subchapter A, Public Improvement Districts, as amended.

“Prepayment Costs” mean interest and Administrative Expenses to the date of prepayment, plus any additional expenses related to the prepayment, reasonably expected to be incurred by or imposed upon the City as a result of any prepayment of an Assessment.

“Public Property” means property within the boundaries of the PID that is owned by or irrevocably offered for dedication to the federal government, the State of Texas, Galveston County, the City, a school district or any other public agency, whether in fee simple or through an exclusive use easement.

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B. UPDATE OF THE SERVICE PLAN

I. ANNUAL BUDGET FOR THE AUTHORIZED IMPROVEMENTS

The original total estimated costs of the Authorized Improvements of the PID shown in the Service and Assessment Plan (including creation costs, construction interest and financing costs etc.) was equal to \$10,414,167. Pursuant to the report prepared by Null Lairson Certified Public Accountants dated as of February 14, 2007 (the “the 2007 Accountant’s Report”) and attached herein as Appendix A, the Actual Costs of the Public Improvements was \$3,546,305. An additional \$73,589 was added to the Actual Costs pursuant to the report prepared by McCall Gibson Swedlund Barfoot PLLC dated as of July 31, 2013 (the “2013 Accountants Report”) and attached herein as part of Appendix A, resulting in a total of \$3,619,894 (\$3,546,305 + \$73,589 = \$3,619,894) in Actual Costs of the Authorized Improvements.

There have been no updates reported by the Developers to be included in this Annual Service Plan Update Part I.

A service plan must cover a period of five years. The Authorized Improvement projects within the PID have been completed. The projected Annual Installments for the PID over a period of five years, which are used to finance the Authorized Improvements funded by the Assessments, is shown in Table B-1 below.

Table B-1
Annual Projected Costs and Annual Projected Indebtedness

Year	Annual Projected Costs	Annual Projected Indebtedness	Other Funding Sources	Projected Annual Installments
2018	\$0	\$0	\$0	\$389,349
2019	\$0	\$0	\$0	\$387,374
2020	\$0	\$0	\$0	\$278,098
2021	\$0	\$0	\$0	\$38,578
2022	\$0	\$0	\$0	\$0
2023	\$0	\$0	\$0	\$0
2024	\$0	\$0	\$0	\$0
2025	\$0	\$0	\$0	\$0
2026	\$0	\$0	\$0	\$0
2027	\$0	\$0	\$0	\$0
2028	\$0	\$0	\$0	\$0
2029	\$0	\$0	\$0	\$0
Total	\$0	\$0	\$0	\$1,093,399

II. DEBT SERVICE AND COLLECTION COSTS

Annual Installments

The Assessment imposed on any Parcel may be paid in full at any time. If not paid in full, the Assessment shall be payable in twenty-five annual installments of principal and interest beginning with the tax year following the earlier of: (i) the date a Parcel has been improved with a habitable structure as evidenced by the issuance of a certificate of occupancy or such other indication of substantial completion as may be established by the PID, or (ii) the third anniversary of the date such Assessment was levied.

Pursuant to the Service and Assessment Plan, each Assessment on Assessed Property within the PID shall bear interest at the rate of 7.00 percent. Accordingly, the interest rate of 7.00 percent is used to calculate the interests on the Assessments.

There are no Annual Installment related updates to be included at this time. Such updates, if any, may be provided as Part II to the Annual Service Plan Update.

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C. UPDATE OF THE ASSESSMENT PLAN

The Service and Assessment Plan adopted by the City Council provided that the Authorized Improvement Costs shall be allocated to the Assessed Property by spreading the entire Assessment across the Parcels based on the square feet of each unit anticipated to be developed within the PID, and that such method of allocation will result in the imposition of equal shares of the Actual Costs of the Authorized Improvements to Parcels similarly benefited.

This method of assessing property has not been changed and Assessed Property will continue to be assessed as provided for in the Service and Assessment Plan.

The outstanding Assessment balance was recalculated as part of the 2018-19 annual Service and Assessment Plan update based on the 2013 Accountant's Report (subsequently updated by McCall Gibson Swedlund Barfoot PLLC to include additional calculations and updates). The outstanding Assessment amounts may be updated and/or revised in the future if such calculations are revised and such revisions are approved by City Council.

I. REDUCTION OF ASSESSMENTS

If after all Authorized Improvements to be funded with the Assessments have been completed and Actual Costs for such Authorized Improvements are less than the estimated costs of the Authorized Improvements used to calculate the Assessments, then the Assessment for each Parcel of Assessed Property shall be reduced by the City Council pro rata such that the sum of the resulting reduced Assessments for all Assessed Properties equals the actual reduced Actual Costs. If all of the Authorized Improvements are not completed, the City may reduce the Assessments in another method if it determines such method would better reflect the benefit received by the Parcels from the Authorized Improvements completed.

REQUIRED ADJUSTMENT TO ASSESSMENTS

As described in Section B herein, the original total estimated cost of the Authorized Improvements included in the Service and Assessment Plan was \$10,414,167. Pursuant to the Service and Assessment Plan, the total initial Assessment on all Parcels within the PID was \$4,683,499.36 and such total Assessment amount was allocated to each Parcel at the rate of \$2.78 per square feet, as summarized in Appendix C to this Annual Service Plan Update. The Actual Cost of the Authorized Improvements, which represents the level of special benefit provided by the Authorized Improvements to the Parcels within the PID, is equal to \$3,619,894.00 as confirmed in the Accountant's Report. As a result, the total Assessment amount initially allocated to each Parcel must be reduced by \$1,063,605.36 ($\$4,683,499.36 - \$3,619,894.00 = \$1,063,605.36$) to match the Actual Cost of the Authorized Improvements representing the special benefit conferred by the Authorized Improvements to the Assessed Property.

The list of Parcels within the PID, the initial Assessments allocated to each Parcel pursuant to the Assessment Ordinance and the Service and Assessment Plan, and the required reduction to match

the Actual Cost of the Authorized Improvements representing the special benefit conferred by the Authorized Improvements to the Assessed Property, the adjusted initial Assessment allocated to each Parcel, the Assessments paid through 2018 are shown in Appendix B and Appendix C of the 2018-19 Annual Service Plan Update.

II. MANDATORY PREPAYMENT OF ASSESSMENTS

1. If a Parcel subject to Assessments is transferred to a party that is exempt from the payment of the Assessment under applicable law, or if an owner causes a Parcel subject to Assessments to become Non-Benefited Property, the owner of such Parcel shall pay to the City the full amount of the principal portion of the Assessment on such Parcel, plus all Prepayment Costs, prior to any such transfer or act.
2. The payments required above shall be treated the same as any Assessment that is due and owing under the PID Act, the Assessment Ordinance, and this Service and Assessment Plan, including the same lien priority, penalties, procedures, and foreclosure specified by the PID Act.

III. PAYMENT OF ASSESSMENTS

1. Payment in Full

- (a) The Assessment for any Parcel may be paid in full at any time. Such payment shall include interest through the date of the prepayment and applicable Prepayment Costs.
- (b) If an Annual Installment has been billed prior to payment in full of an Assessment, the Annual Installment shall be due and payable and shall be credited against the payment-in-full amount.
- (c) Upon payment in full of the Assessment and all Prepayment Costs, the City shall deposit the payment in accordance with the PID's governing documents; whereupon, the Assessment shall be reduced to zero, and the owner's obligation to pay the Assessment and Annual Installments thereof shall automatically terminate.
- (d) At the option of the owner, the Assessment on any Parcel plus interest through the date of prepayment and applicable Prepayment Costs may be paid in part. Upon the payment of such amounts for a Parcel, the Assessment for the Parcel shall be reduced, the Assessment Roll shall be updated to reflect such partial payment, and the obligation to pay the Annual Installment for such Parcel shall be reduced to the extent the partial payment is made.

2. Payment in Annual Installments

The PID Act provides that an Assessment for a Parcel may be paid in full at any time. If not paid in full, the PID Act authorizes the Assessment to be paid in installments and additionally allows the City to collect interest, administrative expenses and other authorized charges in installments. An Assessment for a Parcel that is not paid in full will be collected in Annual

Installments each year in the amounts shown on the Assessment Rolls, as updated as provided for herein, which include interest and Administrative Expenses. Payment of the Annual Installments shall commence with tax bills mailed after the conditions stipulated for such collections are satisfied.

Each Assessment shall be paid with interest of 7.00 percent. The Annual Installments shall be reduced to equal the actual costs of repaying the remaining obligations to the Developers and actual Administrative Expenses (as provided for in the definition of such term), taking into consideration any other available funds for these costs, such as interest income on account balances.

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D. UPDATE OF THE ASSESSMENT ROLL

The Assessment Roll shall be updated each year to reflect:

- (i) the identification of each Parcel
- (ii) the Assessment for each Parcel of Assessed Property, including any adjustments authorized by this Service and Assessment Plan or in the PID Act;
- (iii) the Annual Installment for the Assessed Property for the year (if the Assessment is payable in installments); and
- (iv) payments of the Assessment, if any, as provided by Section C of this Annual Service Plan Update.

The summary Assessment Roll is shown in Appendix B, identifying each Parcel in the PID and the corresponding square footage.

I. PARCEL UPDATES

There are no Parcel updates to be provided in this Annual Service Plan Update.

II. PREPAYMENT OF ASSESSMENTS

The list of Parcels with Assessments that have been prepaid in full as of June 15, 2023 are shown in Table D-1 below.

Table D-1
List of Prepaid Parcels

Parcel ID
407556
407567
407579
407596
407603
407609
407610
407616
407617
407618
407624
407634
407649
407653
407674
407681
407699
407703

APPENDIX A
ACTUAL COSTS OF AUTHORIZED IMPROVEMENTS



2/14/07 3546,305
814,654 int

Accountants' Report

Board of Directors
Park on Clear Creek Public
Improvement District
League City, Texas

We have performed the procedures enumerated below, which were agreed to you, solely to assist you and the Park on Clear Creek Public Improvement District (the District), in determining amounts to be paid by the Park on Clear Creek Development Authority (the Authority) to Park on Clear Creek Development Company, Ltd., (the developer) from the proceeds of future assessments or other resources. This engagement to apply agreed upon procedures was performed in accordance with standards established by the American Institute of Certified Public Accountants. The sufficiency of the procedures is solely the responsibility of the specified users of the report. Consequently, we make no representation regarding the sufficiency of the procedures described below for the purpose for which this report has been requested or for any other purpose. Our procedures were as follows:

1. We obtained copies of invoices and copies of cancelled checks supporting project costs incurred by the developer.
2. We reviewed the invoices to ensure costs submitted were related to the Authority projects. The invoices were also reviewed to ensure charges were not duplicated and the periods of service did not overlap.
3. We compared the total costs submitted to the project budget to ensure aggregate costs did not exceed the budget as documented in the various agreements establishing the Authority and the District.
4. We reviewed documentation supporting the allocation of certain costs between Authority projects and other projects.
5. Interest was computed from the date of invoice payment through January 31, 2007 at prevailing prime plus one percent as described in the Public Improvement Development Agreement between the Park on Clear Creek Development Company and the Authority.

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One Sugar Creek Blvd., Suite 920 • Sugar Land, TX 77478 • (281) 242-8600 • Fax: (281) 242-7333

MEMBERS: AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS, TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS,
CPA ASSOCIATES INTERNATIONAL, INC. WITH ASSOCIATED OFFICES IN PRINCIPAL U.S. AND INTERNATIONAL CITIES

The results of our procedures are described in the attached Schedule A-1.

We were not engaged to, and did not, perform an audit, the objective of which would be the expression of an opinion on the amounts to be paid to the developer. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you. This report is intended solely for the use of the specified users and should not be used by those who have not agreed to the procedures and taken responsibility for the sufficiency of the procedures for their purposes.

We appreciate the opportunity to be of service to the Zone and the courtesy and cooperation extended to us by the developer and the Zone's consultants during the course of our engagement. Please feel free to contact us regarding any of the items referred to above or any other matters of concern.

Null-Jainson, A.C.

Houston, Texas
February 14, 2007

SCHEDULE A-1
PARK ON CLEAR CREEK PUBLIC IMPROVEMENT DISTRICT
CITY OF LEAGUE CITY, TEXAS
RECAPITULATION OF AMOUNTS TO BE PAID TO
PARK ON CLEAR CREEK DEVELOPMENT COMPANY, LTD.
As of January 31, 2007

<u>Description</u>	<u>Amount</u>	<u>Interest</u>
Addicks Services		
Earthwork	\$ 894,076	\$ 227,047
Clearwater Utilities		
Utilities construction	990,140	214,588
Fenecrete America		
Construction of brick fence	126,175	21,668
Patak Construction		
Construction of entry features	95,059	15,177
L & W LaFour		
Landscaping for park nature trail	118,750	18,842
Lynns Landscaping		
Landscaping for entry and nature trail	426,696	66,092
Tree maintenance	10,261	1,948
	<u>436,957</u>	<u>68,040</u>
TK Trees		
Services for entry	12,350	2,523
Geosurv		
Engineering services for entry and nature trail	5,145	952
Neel Morton Architect		
Architect services for entry and nature trail	38,346	7,421

SCHEDULE A-1 - Continued
PARK ON CLEAR CREEK PUBLIC IMPROVEMENT DISTRICT
CITY OF LEAGUE CITY, TEXAS
RECAPITULATION OF AMOUNTS TO BE PAID TO
PARK ON CLEAR CREEK DEVELOPMENT COMPANY, LTD.
As of January 31, 2007

<u>Description</u>	<u>Amount</u>	<u>Interest</u>
R.G. Miller		
Engineering services for earthwork and utilities	\$ 261,241	\$ 72,711
Dodson and Associates		
Engineering services	9,225	5,519
Murillo Company		
Engineering services	4,149	2,667
Wet Tech		
Environmental services	151,747	37,250
Clark Condon		
Consulting services	15,259	7,780
Environmental Design		
Consulting services	87,662	27,727
Chief Environmental		
Utility inspection services	9,431	1,862
Gulf Coast Trees	10,000	4,085
Corrigan Consulting		
Consulting services	1,200	725

SCHEDULE A-1 - Continued
PARK ON CLEAR CREEK PUBLIC IMPROVEMENT DISTRICT
CITY OF LEAGUE CITY, TEXAS
RECAPITULATION OF AMOUNTS TO BE PAID TO
PARK ON CLEAR CREEK DEVELOPMENT COMPANY, LTD.
As of January 31, 2007

<u>Description</u>	<u>Amount</u>	<u>Interest</u>
Arch Moore Consulting		
Consulting services	\$ 3,380	\$ 2,054
Assessments of the Southwest		
Assessment services	2,925	160
Hawes Hill Calderon		
Consulting services	29,561	14,326
Null-Lairson, P.C.		
Audit services	2,500	615
Land costs - Park Land	240,000	60,289
Galveston Daily News		
Legal notices	227	105
National Flood Insurance	<u>800</u>	<u>521</u>
 Subtotal	 <u><u>\$ 3,546,305</u></u>	 <u><u>\$ 814,654</u></u>
 Total reimbursable to developer		 <u><u>\$ 4,360,959</u></u>

McCALL GIBSON SWEDLUND BARFOOT PLLC

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July 31, 2013

Public Improvement District No. 5
Park on Clear Creek Development Authority
City of League City, Texas

Independent Accountant's Report
on Applying Agreed-Upon Procedures

We have performed the procedures enumerated below, which were agreed to by the City of League City, Texas (the "City") for the Public Improvement District No. 5, Park on Clear Creek Development Authority (the "PID"), solely to assist you with respect to the reimbursable costs and interest calculation to be paid by the PID to Park on Clear Creek Development Company, Ltd. ("Developer") as of July 31, 2013. The below listed procedures were performed solely to assist you in determining the amount to be reimbursed to the Developer as documented in the Public Improvement Development Agreement.

This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of the procedures is solely the responsibility of the PID. Consequently, we make no representation regarding the sufficiency of the procedures either for the purpose for which this report has been requested or for any other purpose. The procedures performed are summarized as follows:

- A. We reviewed the Public Improvement Development Agreement between the Park on Clear Creek Development Authority, City of League City, Texas and the Developers for particular items that might affect the reimbursement. The agreements reviewed are referenced in our report.
- B. We reviewed and verified accuracy of Independent Accountants' Report dated February 14, 2007. We did not see individual invoices, but reviewed descriptions of the detail provided. The interest calculation and payments provided by the City were reconciled with the reimbursement to the Developer, with no exceptions noted. Additional expenditures were also reviewed by the Independent Accountant and approved by the PID, which were incorporated into the totals we reviewed.

We also reviewed and verified the accuracy of the Independent Accountants' Report Interest Update Calculation draft dated March 31, 2013, including payments to the Developer that have been made in accordance with the Development Agreement. The City's payment listing reconciled to the interest calculation spreadsheet.

- C. We updated the calculation of interest and the reimbursable amount in accordance with the Development Agreement through July 31, 2013 at prime plus one per cent, as provided in the agreement.
- D. We prepared a report for the benefit of the City including findings as a result of applying the above procedures.
- E. We attended meetings to present the report, and answered questions relating to the report.

The attached Schedule A, titled "Park on Clear Creek Development Company, Ltd. Schedule of Costs", sets forth their reimbursable costs to be paid as of July 31, 2013. This reimbursement is in accordance with the terms and conditions of the Public Improvement Development Agreement by and between the Park on Clear Creek Public Improvement District, City of League City, Texas, and HouReal Corporation on January 26, 1999, which was assigned to Park on Clear Creek Development Company, Ltd. on July 30, 2003.

The City provided schedules prepared by an Independent Accountant regarding the reimbursement for the PID updated through March 31, 2013. We reviewed the cost descriptions, corrected the prime interest rate when necessary, and updated the interest calculation for costs to be reimbursed to the Developer at prime plus one per cent in accordance with the agreement. The remaining amount due to the Developer from the PID as of July 31, 2013 is \$2,181,959.87, which includes interest calculated through July 31, 2013 at \$743,579.81.

We were not engaged to and did not conduct an audit, the objective of which would be the expression of an opinion on the aforementioned costs. Accordingly, we do not express an opinion on the costs to be reimbursed as of July 31, 2013. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the City and is not intended to be and should not be used by anyone other than this specified party. However, this report is a matter of public record and its distribution is not limited. This report should not be associated with the presentation of any financial data of the PID except to comply with filing requirements as required by the respective agreements. We appreciate this opportunity to be of service to you.

McCall Gibson Swedlund Barfoot PLLC

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants

Park on Clear Creek Development Company, Ltd. Schedule of Costs

	Cost
2/14/2007 Master PID items	\$ 3,546,305.00
10/31/2012 Master PID items	73,589.00
Total	<u>\$ 3,619,894.00</u>

Total Approved Expenditures \$ 3,619,894.00

Date	Rembursed by PID 5		Applied Principal	Applied Interest
4/6/2007	Payment to Developer	(247,475.15)	(153,251.76)	(94,223.39)
10/12/2007	Payment to Developer	(103,440.00)	(77,481.32)	(25,958.68)
3/28/2008	Payment to Developer	(372,981.68)	(288,458.67)	(84,523.01)
10/10/2008	Payment to Developer	(72,282.56)	(57,360.88)	(14,921.68)
4/3/2009	Payment to Developer	(384,952.78)	(299,781.88)	(85,170.90)
10/9/2009	Payment to Developer	(55,520.69)	(42,382.21)	(13,138.48)
3/22/2010	Payment to Developer	(388,605.46)	(292,921.08)	(95,684.38)
10/22/2010	Payment to Developer	(31,764.13)	(23,639.33)	(8,124.80)
03/21/11	Payment to Developer	(426,775.09)	(314,169.21)	(112,605.88)
10/28/11	Payment to Developer	(26,327.41)	(19,002.38)	(7,325.03)
3/16/2012	Payment to Developer	(444,610.38)	(316,990.90)	(127,619.48)
10/5/2012	Payment to Developer	(19,481.01)	(13,632.23)	(5,848.78)
3/22/2013	Payment to Developer	(410,121.39)	(282,442.09)	(127,679.30)
	Total Payments to Developer	<u>(2,984,337.73)</u>	<u>(2,181,513.94)</u>	<u>(802,823.79)</u>

Remaining Balance due to Developer \$ 1,438,380.06

Plus accrued interest to 7/31/13* \$ 743,579.81

TOTAL DUE TO DEVELOPER \$ 2,181,959.87

*Assumes no change in prime rate

If not paid on 7/31/13, a per diem of \$241.64 should be added.

APPENDIX B
ASSESSMENT ROLL SUMMARY – 2023-24

Appendix B
League City PID 5 (Park on Clear Creek)
Assessment Roll Summary - 2023-24

Parcel ID (Long)	Parcel ID (Short)	Outstanding Square Feet
05560200010001000	407541	8320
05560200010002000	407542	8320
05560200010003000	407543	8320
05560200010004000	407544	8576
05560200010005000	407545	8320
05560200010006000	407546	8320
05560200010007000	407547	8320
05560200010008000	407548	8576
05560200010009000	407549	8320
05560200010010000	407550	8319
05560200010011000	407551	7636
05560200010012000	407552	13352
05560200010013000	407553	11337
05560200010014000	407554	11724
05560200010015000	407555	8675
05560200010016000	407556	0
05560200010017000	407557	14409
05560200010018000	407558	11406
05560200010019000	407559	11406
05560200010020000	407560	9577
05560200010021000	407561	9600
05560200010022000	407562	9600
05560200010023000	407563	9605
05560200010024000	407564	10088
05560200010025000	407565	7971
05560200010026000	407566	9479
05560200010027000	407567	0
05560200010028000	407568	12248
05560200010029000	407569	8238
05560200010030000	407570	10174
05560200010031000	407571	0
05560200010032000	407572	8880
05560200010033000	407573	0
05560200010034000	407574	9248
05560200010035000	407575	9472
05560200010036000	407576	9472
05560200010037000	407577	9472
05560200010038000	407578	0
05560200010039000	407579	0
05560200010040000	407580	12994
05560200010041000	407581	9159
05560200010042000	407582	0
05560200010043000	407583	9226
05560200010044000	407584	8722
05560200010045000	407585	8880
05560200010046000	407586	8880
05560200010047000	407587	8880
05560200010048000	407588	8880
05560200010049000	407589	0
05560200010050000	407590	0
05560200010051000	407591	0
05560200010052000	407592	0
05560200010053000	407593	0
05560200010054000	407594	0
05560200010055000	407595	0
05560200010056000	407596	0
05560200010057000	407597	10800
05560200010058000	407598	10800
05560200010059000	407599	11077
05560200010060000	407600	9430
05560200010061000	407601	23663
05560200010062000	407602	15526
05560200010063000	407603	0
05560200010064000	407604	10820
05560200010065000	407605	10800
05560200010066000	407606	11357
05560200010067000	407607	10356
05560200010068000	407608	10419
05560200010069000	407609	0
05560200010070000	407610	0

Appendix B
League City PID 5 (Park on Clear Creek)
Assessment Roll Summary - 2023-24

Parcel ID (Long)	Parcel ID (Short)	Outstanding Square Feet
05560200010071000	407611	10368
05560200010072000	407612	10367
05560200010073000	407613	10367
05560200010074000	407614	10367
05560200010075000	407615	0
05560200010076000	407616	0
05560200010077000	407617	0
05560200010078000	407618	0
05560200010079000	407619	10732
05560200010080000	407620	10719
05560200010081000	407621	9545
05560200010082000	407622	9545
05560200010083000	407623	9545
05560200010084000	407624	0
05560200010085000	407625	0
05560200010086000	407626	9165
05560200010087000	407627	9268
05560200010088000	407628	9600
05560200010089000	407629	9000
05560200010090000	407630	9000
05560200010091000	407631	8939
05560200010092000	407632	9037
05560200010093000	407633	9000
05560200010094000	407634	0
05560200010095000	407635	9466
05560200010096000	407636	9000
05560200010097000	407637	8948
05560200010098000	407638	12394
05560200010099000	407639	10571
05560200010100000	407640	14548
05560200010101000	407641	8734
05560200010102000	407642	8948
05560200010103000	407643	9000
05560200010104000	407644	9466
05560200010105000	407645	9466
05560200010106000	407646	9000
05560200010107000	407647	9000
05560200010108000	407648	8046
05560200010109000	407649	0
05560200010110000	407650	10193
05560200010111000	407651	9787
05560200010112000	407652	9647
05560200010113000	407653	0
05560200010114000	407654	9600
05560200010115000	407655	10129
05560200010116000	407656	8296
05560200010117000	407657	7282
05560200010118000	407658	9779
05560200010119000	407659	10743
05560200010120000	407660	11876
05560200010121000	407661	10443
05560200010122000	407662	7774
05560200010123000	407663	0
05560200010124000	407664	0
05560200010125000	407665	7774
05560200010126000	407666	0
05560200010127000	407667	11771
05560200010128000	407668	11990
05560200010129000	407669	10302
05560200010130000	407670	8266
05560200010131000	407671	0
05560200010132000	407672	8266
05560200010133000	407673	7665
05560200010134000	407674	0
05560200010135000	407675	0
05560200010136000	407676	0
05560200010137000	407677	0
05560200010138000	407678	0
05560200010139000	407679	0
05560200010140000	407680	10660

Appendix B
League City PID 5 (Park on Clear Creek)
Assessment Roll Summary - 2023-24

Parcel ID (Long)	Parcel ID (Short)	Outstanding Square Feet
05560200010141000	407681	0
05560200010142000	407682	8349
05560200010143000	407683	8297
05560200010144000	407684	8297
05560200010145000	407685	8040
05560200010146000	407686	7800
05560200010147000	407687	0
05560200010148000	407688	0
05560200010149000	407689	0
05560200010150000	407690	7800
05560200010151000	407691	0
05560200010152000	407692	7800
05560200010153000	407693	0
05560200010154000	407694	8040
05560200010155000	407695	7800
05560200010156000	407696	7731
05560200010157000	407697	7212
05560200010158000	407698	10428
05560200010159000	407699	0
05560200010160000	407700	8389
05560200010161000	407701	8389
05560200010162000	407702	8389
05560200010163000	407703	0
05560200020001000	407704	10878
05560200020002000	407705	10800
05560200020003000	407706	10800
05560200020004000	407707	10800
05560200020005000	407708	12381
05560200020006000	407709	14035
05560200020007000	407710	13200
05560200020008000	407711	13233
Total		1239731

1 - The 2023-24 Assessment Roll may be updated as part of Part II of the Annual Service Plan Update.

APPENDIX C
PID ASSESSMENT NOTICE

Appendix C

Form of Homebuyer Disclosure

NOTICE OF OBLIGATION TO PAY IMPROVEMENT DISTRICT ASSESSMENT TO
CITY OF LEAGUE CITY, TEXAS
CONCERNING THE FOLLOWING PROPERTY

[insert property address]

As the purchaser of the real property described above, you are obligated to pay assessments to the City of League City, Texas (the "City"), for the costs of a portion of a public improvement or services project (the "Authorized Improvements") undertaken for the benefit of the property within League City Public Improvement District No. 5 (the "District") created under Subchapter A, Chapter 372, Local Government Code.

AN ASSESSMENT HAS BEEN LEVIED AGAINST YOUR PROPERTY FOR THE AUTHORIZED IMPROVEMENTS, WHICH MAY BE PAID IN FULL AT ANY TIME. IF THE ASSESSMENT IS NOT PAID IN FULL, IT WILL BE DUE AND PAYABLE IN ANNUAL INSTALLMENTS THAT WILL VARY FROM YEAR TO YEAR DEPENDING ON THE AMOUNT OF INTEREST PAID, COLLECTION COSTS, ADMINISTRATIVE COSTS, AND DELINQUENCY COSTS.

The exact amount of the assessment may be obtained from the City. The exact amount of each annual installment will be approved each year by the City Council in the Annual Service Plan Update for the District. More information about the assessments, including the amounts and due dates, may be obtained from the City.

Your failure to pay any assessment or any annual installment may result in penalties and interest being added to what you owe or in a lien on and the foreclosure of your property.

Date: _____

Signature of Seller

Signature of Seller

The undersigned purchaser acknowledges receipt of this notice before the effective date of a binding contract for the purchase of the real property at the address described above.

Date: _____

Signature of Purchaser

Signature of Purchaser

STATE OF TEXAS

§
§

COUNTY OF _____

§

The foregoing instrument was acknowledged before me by _____ and _____, known to me to be the person(s) whose name(s) is/are subscribed to the foregoing instrument, and acknowledged to me that he or she executed the same for the purposes therein expressed, in the capacity stated and as the act and deed of the above-referenced entities as an authorized signatory of said entities.

Given under my hand and seal of office on this _____, 20__.

Notary Public, State of Texas