

ORDINANCE NO. _____

AN ORDINANCE OF THE CITY OF FORT WORTH, TEXAS APPROVING A SERVICE AND ASSESSMENT PLAN UPDATE FOR THE FORT WORTH PUBLIC IMPROVEMENT DISTRICT NO. 16 (WALSH RANCH/QUAIL VALLEY); MAKING A FINDING OF SPECIAL BENEFIT TO THE PROPERTY IN IMPROVEMENT AREA #3 OF THE DISTRICT; LEVYING SPECIAL ASSESSMENTS AGAINST PROPERTY WITHIN IMPROVEMENT AREA #3 OF THE DISTRICT; ESTABLISHING A LIEN ON SUCH PROPERTY; APPROVING AN ASSESSMENT ROLL FOR IMPROVEMENT AREA #3 OF THE DISTRICT; PROVIDING FOR THE METHOD OF ASSESSMENT AND THE PAYMENT OF THE IMPROVEMENT AREA #3 SPECIAL ASSESSMENTS; PROVIDING FOR PENALTIES AND INTEREST ON DELINQUENT ASSESSMENTS; PROVIDING FOR A SEVERABILITY CLAUSE; PROVIDING AN EFFECTIVE DATE; AND PROVIDING FOR RELATED MATTERS

WHEREAS, Chapter 372, Texas Local Government Code (the “**Act**”) authorizes the governing body (the “**City Council**”) of the City of Fort Worth, Texas (the “**City**”), to create a public improvement district within the corporate limits and extraterritorial jurisdiction of the City;

WHEREAS, on September 20, 2016, the City Council conducted a public hearing to consider a petition received by the City on August 1, 2016 (the “**Petition**”) requesting the creation of the Fort Worth Public Improvement District No. 16 (Walsh Ranch/Quail Valley) (the “**District**”) to undertake the construction of certain public improvements described in the Petition (the “**Authorized Improvements**”);

WHEREAS, on September 27, 2016, the City Council approved Resolution No. 4686-09-2016 (the “**Authorization Resolution**”), authorizing, establishing and creating the District;

WHEREAS, on October 6, 2016 (the “**Authorization Publication Date**”), the City published the Authorization Resolution in the Fort Worth Star-Telegram, a newspaper of general circulation in the City and the boundaries of the District;

WHEREAS, no written protests regarding the creation of the District from any owners of record of property within the District were filed with the City Secretary within 20 days of the Authorization Publication Date;

WHEREAS, a portion of the property within the District, consisting of approximately 251.01 acres (“**Improvement Area #1**”) has been and continues to be developed;

WHEREAS, a portion of property within the District, consisting of approximately 186 acres (“**Improvement Area #2**”) is now being developed;

WHEREAS, a portion of the property within the District, consisting of approximately 150.7 acres (“**Improvement Area #3**”) is now being developed;

WHEREAS, Assessments have previously been levied on Improvement Area #1 and Improvement Area #2;

WHEREAS, on September 13, 2022, the City Council adopted Resolution No. 5616-09-2022 determining the total estimated costs of the Authorized Improvements in Improvement Area #3 of the District, directing the filing of a proposed assessment roll, directing the mailing and publication of notice of a public hearing to be held on September 27, 2022 to consider the levying of the special assessments against the property within Improvement Area #3 of the District, and directing related actions; and

WHEREAS, the City Council, pursuant to the same Resolution and Sections 372.016(b) and (c) of the PID Act, published notice on September 15, 2022 in the Fort Worth Star-Telegram of a public hearing to be held on September 27, 2022 to consider the proposed special assessments to be levied against property located in Improvement Area #3 of the District and mailed copies of such notice to the last known address of the owners of the property liable for the special assessments;

WHEREAS, the City Council convened the public hearing at the City Council meeting beginning at 10:00 a.m. on September 27, 2022, at which all persons who appeared, or requested to appear, were given the opportunity to contend for or to contest the update to the District Service and Assessment Plan attached hereto as *EXHIBIT A* (the “**Service and Assessment Plan Update**”), the Improvement Area #3 Assessment Roll in the form attached as *APPENDIX A-3* to the Service and Assessment Plan Update (the “**Improvement Area #3 Assessment Roll**”), and the proposed Improvement Area #3 Assessments (as defined in the Service and Assessment Plan Update) to be levied against the property in Improvement Area #3 of the District, and to offer testimony pertinent to any issue presented on the amount of the Improvement Area #3 Assessments, the apportionment of the costs of the Authorized Improvements that benefit Improvement Area #3 and which are to be funded by the Assessments levied in Improvement Area #3 of the District (the “**Improvement Area #3 Funded Improvements**”), the purpose of the Improvement Area #3 Assessments, the special benefits accruing to the property within Improvement Area #3 of the District due to the Improvement Area #3 Funded Improvements, and the penalties and interest of annual installments and on delinquent annual installments of the Improvement Area #3 Assessments;

WHEREAS, the City Council finds and determines that the Improvement Area #3 Assessment Roll and the Service and Assessment Plan Update each should be approved and that the Improvement Area #3 Assessments should be levied against the property in Improvement Area #3 as provided in this Ordinance and the Service and Assessment Plan Update and Improvement Area #3 Assessment Roll;

WHEREAS, the Improvement Area #3 Assessment Roll and the Service and Assessment Plan Update are incorporated herein for all purposes,

WHEREAS, the City Council further finds that there were no written objections or evidence submitted to the City Secretary in opposition to the Service and Assessment Plan Update, the apportionment of the costs of the Improvement Area #3 Funded Improvements, the Improvement Area #3 Assessment Roll, or the levy of the Improvement Area #3 Assessments;

WHEREAS, prior to the issuance of bonds secured by the Improvement Area #3 Assessments, the owners of the majority of the privately-owned and taxable property located within Improvement Area #3 of the District (the “**Majority Landowners**”), will have executed and presented to the City staff for approval and acceptance a landowner agreement (the “**Majority Landowner Agreement**”) in the form and substance acceptable to the City, in which the Majority Landowners acknowledge and accept the Service and Assessment Plan Update, approve the Improvement Area #3 Assessment Roll, acknowledge and accept this Ordinance and acknowledge and accept the levy of the Improvement Area #3 Assessments against their property located within the District, and agree to pay the Improvement Area #3 Assessments when due and payable;

WHEREAS, as of the date hereof, the Majority Landowners are Quail Valley Devco III, L.L.C., a Texas limited liability company, and Quail Valley VLO, LLC, a Texas limited liability company;

WHEREAS, the City Council closed the public hearing, and after considering all comments and all written and documentary evidence presented at the hearing, including all written comments and statements filed with the City, determined to proceed with the adoption of this Ordinance in conformity with the requirements of the Act;

WHEREAS, the apportionment of the cost of the Improvement Area #3 Funded Improvements and the corresponding Annual Installments pursuant to the Service and Assessment Plan Update is fair and reasonable, reflects an accurate presentation of the special benefit each property will receive from the administrative services and construction of the Improvement Area #3 Funded Improvements identified in the Service and Assessment Plan Update, and is hereby approved;

WHEREAS, the Service and Assessment Plan Update covers a period of at least five years and defines the annual indebtedness and projected costs for the Improvement Area #3 Funded Improvements and Administrative Expenses associated with Improvement Area #3;

WHEREAS, the Service and Assessment Plan Update apportions the cost of the Improvement Area #3 Funded Improvement and Administrative Expenses to be assessed against property in Improvement Area #3 of the District and such apportionment is made on the basis of special benefits accruing to the property because of the Improvement Area #3 Funded Improvements and the corresponding Administrative Expenses;

WHEREAS, all of the real property in the District that is being assessed in the amounts shown in the Improvement Area #3 Assessment Roll will be benefitted by the services and improvements proposed to be provided through the District in the Service and Assessment Plan Update, and each parcel of such real property will receive special benefits in each year equal to or greater than each Annual Installment of the Improvement Area #3 Assessments and will receive special benefits during the term of the Improvement Area #3 Assessments equal to or greater than the total amount assessed;

WHEREAS, the method of apportionment of the cost of the Improvement Area #3 Funded Improvements, Administrative Expenses, and Annual Installments associated with the Improvement Area #3 Bonds set forth in the Service and Assessment Plan Update results in imposing equal shares of the costs of the Improvement Area #3 Funded Improvements and corresponding Administrative Expenses on property similarly benefitted, and results in a reasonable classification and formula for apportionment of such costs;

WHEREAS, the City Council finds that the Service and Assessment Plan Update should be approved as the service plan and assessment plan for the District as described in Sections 372.013 and 372.014 of the Act;

WHEREAS, the City Council finds that the Improvement Area #3 Assessment Roll should be approved as the assessment roll for Improvement Area #3 of the District;

WHEREAS, the City Council finds that the provisions of the Service and Assessment Plan Update relating to due and delinquency dates for the Assessments and the Annual Installments, interest and penalties on delinquent Assessments and Annual Installments and procedures in connection with the imposition and collection of the Improvement Area #3 Assessments should be approved and will expedite collection of such Assessments in a timely manner in order to provide the services and improvements needed and required for the area within the District; and

WHEREAS, the Improvement Area #3 Assessments herein levied and assessed are made and levied under and by virtue of the terms, powers and provisions of the Act.

NOW THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF FORT WORTH, TEXAS THAT:

Section 1. Findings.

The findings, determinations and recitations set out in the preambles of this Ordinance are found to be true and correct and they are hereby adopted by the City Council and made a part hereof for all purposes.

Section 2. Public Hearing.

The action of the City Council holding and closing the public hearing in these proceedings is hereby ratified and confirmed.

Section 3. Terms.

Terms not otherwise defined herein are defined in the Service and Assessment Plan Update.

Section 4. Assessment Plan.

The Service and Assessment Plan Update substantially in the form attached to this Ordinance is hereby accepted and approved pursuant to Sections 372.013 and 372.014 of the Act as the service and assessment plan for the District.

Section 5. Assessment Roll.

The Assessment Roll attached as *APPENDIX A-3* to the Service and Assessment Plan Update is hereby approved as the assessment roll for Improvement Area #3 of the District.

Section 6. Levy and Payment of Assessments for Costs of Improvement Project.

(a) The City Council hereby levies an assessment on each tract of property located within Improvement Area #3 of the District, except for the Non-Benefitted Property, if any, as shown and described on the Service and Assessment Plan Update and the Improvement Area #3 Assessment Roll, in the respective amounts shown on the Improvement Area #3 Assessment Roll. There is further levied and assessed against each tract of property located within Improvement Area #3 of the District, except for the Non-Benefitted Property, if any, having not paid the assessments in full, additional annual assessments for the Administrative Expenses, as described in the Service and Assessment Plan Update, which shall be part of the Improvement Area #3 Assessments and the Annual Installments thereof. The amount of the Annual Installments for the Improvement Area #3 Assessments shall be reviewed and determined annually by the City Council following the City Council's annual review of the Service and Assessment Plan Update for the District. Pursuant to Section 372.015(d), the amount of assessment for each property owner may be adjusted following the annual review of the Service and Assessment Plan Update.

(b) The levy of the Improvement Area #3 Assessments shall be effective on the date of adoption of this Ordinance levying assessments and strictly in accordance with the terms of the Service and Assessment Plan Update and the Act.

(c) The collection of the Improvement Area #3 Assessments shall be as described in the Service and Assessment Plan Update and the Act.

(d) Each Improvement Area #3 Assessment may be paid in a lump sum or may be paid in Annual Installments pursuant to the terms of the Service and Assessment Plan Update.

(e) Each Improvement Area #3 Assessment shall bear interest at the rate or rates specified in the Service and Assessment Plan Update.

(f) Each Annual Installment of the Improvement Area #3 Assessments shall be collected each year in the manner set forth in the Service and Assessment Plan Update.

(g) The Annual Installments of the Improvement Area #3 Assessments for Assessed Properties within Improvement Area #3 shall be calculated pursuant to the terms of the Service and Assessment Plan Update.

Section 7. Method of Assessment.

The method of apportioning the Actual Costs of the Improvement Area #3 Funded Improvements and the corresponding Administrative Expenses is set forth in the Service and Assessment Plan Update.

Section 8. Penalties and Interest on Delinquent Special Assessments.

Delinquent Improvement Area #3 Assessments shall be subject to the penalties, interest, procedures, and foreclosure sales set forth in the Service and Assessment Plan Update and as allowed by law and such enforcement. The Improvement Area #3 Assessments shall have lien priority as specified in the Act and the Service and Assessment Plan Update.

Section 9. Prepayments of Assessments.

As provided in subsection 372.018(f) of the Act and Section VI.I of the Service and Assessment Plan Update, the owner (the “**Owner**”) of any Assessed Property in Improvement Area #3 may prepay the Improvement Area #3 Assessments levied by this Ordinance.

Section 10. Lien Property.

(a) The City Council and each of the landowners in the Improvement Area #3 of the District intend for the obligations, covenants, and burdens on such landowners of the Assessed Property in Improvement Area #3, including without limitation such landowner’s obligations related to payment of the Improvement Area #3 Assessments and the Annual Installments thereof, to constitute a covenant running with the land. The Improvement Area #3 Assessments and the Annual Installments thereof levied hereby shall be binding upon the landowner, the Owners, and their respective transferees, legal representatives, heirs, devisees, successors and assigns in the same manner and for the same period as such parties would be personally liable for the payment of ad valorem taxes under applicable law. Improvement Area #3 Assessments and the Annual Installments thereof shall have lien priority as specified in the Service and Assessment Plan Update and the Act.

(b) The Improvement Area #3 Assessments and Annual Installments levied and assessed against the property within Improvement Area #3 of the District as provided in this Ordinance and the Service and Assessment Plan Update, together with reasonable attorney’s fees and costs of collection, if incurred, are hereby declared to be and are made a lien upon each tract of property within the District against which the same are levied and assessed, and a personal liability and charge against the real and true owners of such lot, including the successors and assigns, whether such owners be named herein or not, and said liens shall be and constitute the first enforceable lien and claim against the lot on which such assessments are levied, and shall be a first and paramount lien thereon, superior to all other liens and claims except state, county, school district and municipal ad valorem taxes. The City Council hereby authorizes enforcement of such lien in the manner set forth herein and in the Act.

Section 11. Appointment of Administrator and Collector of Assessments.

(a) MuniCap, Inc., of Columbia, Maryland, is hereby appointed and designated as the initial administrator of the Service and Assessment Plan Update and of Improvement Area #3 Assessments levied

by this Ordinance (the “**Administrator**”). The Administrator shall perform the duties of the Administrator described in the Service and Assessment Plan Update and in this Ordinance. The City has entered into a PID Administration Services Agreement with MuniCap, Inc. The Administrator’s fees, charges and expenses for providing such service shall be part of the Annual Installments of the Improvement Area #3 Assessments, as further described in the Service and Assessment Plan Update. The City may appoint and designate another administrator at any time.

(b) The Chief Financial Officer / Director of Financial Management Services of the City or that person’s designee is hereby appointed as the temporary collector of the Special Assessments. The Chief Financial Officer / Director of Financial Management Services or designee shall serve in such capacity until such time as the City shall arrange for the collection duties to be performed by the Tarrant or Parker County Tax Assessors or any other qualified collection agent selected by the City.

Section 12. Applicability of Tax Code.

To the extent not inconsistent with this Ordinance, and not inconsistent with the Act or the other laws of the State of Texas governing public improvement districts, the provisions of the Texas Tax Code governing enforcement of ad valorem tax liens (other than with respect to property subject to agriculture use valuation, including redemption rights following a tax sale) shall be applicable to the imposition and collection of the Improvement Area #3 Assessments by the City, and the Texas Tax Code shall otherwise be applicable to the extent provided by the Act.

Section 13. Severability.

If any provision of this Ordinance or the application of any provision to any person or circumstance is held invalid, the invalidity shall not affect other provisions or applications of the Ordinance which can be given effect without the invalid provision or application, and to this end the provisions of this Ordinance are declared to be severable.

Section 14. Effective Date.

This Ordinance shall take effect, and the levy of the Improvement Area #3, shall become effective from and after its date of passage in accordance with the law.

Section 15. Open Meetings.

It is hereby officially found and determined that the meeting at which this Ordinance is passed was open to the public as required and that public notice of the time, place, and purpose of said meeting was given as required by the Texas Open Meetings Act.

Section 16. Filing in Land Records.

The City Secretary is directed to cause a copy of this Ordinance, including the Service and Assessment Plan Update, to be recorded in the real property records of Tarrant County and Parker County, Texas within seven (7) days after the date of the adoption of this Ordinance. The City Secretary is further directed to similarly file each Annual Service Plan Update approved by the City Council.

[Signature Page Follows]

AND IT IS SO ORDAINED.

APPROVED AS TO FORM AND LEGALITY:

ATTEST:

Assistant City Attorney

Jannette Goodall, City Secretary

M&C: _____

Adopted and Effective: _____

EXHIBIT A
SERVICE AND ASSESSMENT PLAN UPDATE