

CITY OF WESTON, TEXAS

ORDINANCE NO. 2006-01-08

AN ORDINANCE OF THE CITY OF WESTON, TEXAS, CONSENTING TO THE CREATION OF A POLITICAL SUBDIVISION WITHIN THE CITY'S CORPORATE LIMITS; PROVIDING FINDINGS OF FACT; PROVIDING FOR A SEVERABILITY CLAUSE AND A SAVINGS CLAUSE; REPEALING ALL CONFLICTING ORDINANCES; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the City of Weston, Texas (the "City") has entered into a Development Agreement (the "Development Agreement") with Honey Creek Partners L.P. and Weston Land Ltd. (collectively, the "Owner"), dated effective as of December 13, 2005; and

WHEREAS, the City has received a "Petition for Consent to Creation of Political Subdivision in Corporate Limits ", a copy of which is attached hereto as Exhibit "A" (the "Petition"), from the Owner, seeking the creation of a political subdivision, one purpose of which is to supply fresh water or to furnish sanitary sewer services, roadways, or drainage, to include 206.9150 acres of land within its corporate boundaries.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF WESTON, TEXAS:

SECTION 1. All of the above premises are true and correct findings of the City Council of the City and they are hereby approved and incorporated into this Ordinance as if copied in their entirety.

SECTION 2. That the City Council of the City hereby approves the Petition and grants its consent to and permission for the creation of a conservation and reclamation district pursuant to Article XVI, Section 59 of the Texas Constitution, that may be organized under Chapter 51, Chapter 53 or Chapter 54, Texas Water Code, or by special act of the Legislature of the State of Texas (the "District"), which District is more fully described by field notes description attached to Exhibit "A", and the Mayor is hereby authorized to execute any documents which Mayor believes necessary to effectuate this Ordinance. This Ordinance constitutes the consent of the City to the creation of the District, as well as any new district resulting from the division of the District, as may be permitted by law. Provided, however, any such resulting district must be located wholly within the boundaries of the District as described in Exhibit "A" hereto or as such original boundaries may be subsequently expanded as permitted by the terms of this Ordinance.

SECTION 3. That as a condition of the consent given by the City herein, the District shall be subject to the following terms and provisions:

- (a) The District shall construct all facilities in accordance with plans and specifications which have been approved by the City.
- (b) The City shall have the right to inspect all facilities being constructed by the District.

- (c) The District may only issue bonds for the purchase, construction, acquisition, ownership, maintenance, repair, extension and improvement of land, easements, works, improvements, facilities, plants, equipment and appliances necessary to accomplish the purposes for which it was created, which may include the following:
 - (i) Provide a water supply for municipal uses, domestic uses and commercial purposes;
 - (ii) Collect, transport, process, dispose of and control all domestic, industrial or communal wastes whether in fluid, solid or composite state;
 - (iii) Gather, conduct, divert and control local storm water or other local harmful excesses of water within the District;
 - (iv) Provide roads and improvements as permitted to road districts under Chapter 257, Transportation Code, subject to the applicable limitations of Section 53.029, Water Code;
 - (v) Provide a fire department;
 - (vi) Develop and maintain recreational facilities for residents, subject to the applicable limitations of Section 49.464, Water Code;
 - (vii) Fulfill any other purpose or function of the District authorized by the Water Code; and
 - (viii) Provide payment of organizational, administrative, and operating costs during creation and construction periods and interest during construction, subject to the applicable limitations of Section 49.155, Water Code.
- (d) The District shall comply with the conditions set forth on Exhibit "B" hereto.
- (e) The City shall be entitled to injunctive relief or a writ of mandamus issued by a court of competent jurisdiction restraining, compelling or requiring the District and its officials to observe and comply with the terms and provisions prescribed by this Ordinance.

SECTION 4. That the City Council of the City further requires that the District include a statement in the form required under Section 49.455, Texas Water Code, that the District is located in whole within the corporate limits of the City; and that the taxpayers of the District are subject to the taxes imposed by the City and by the District until the District is dissolved.

SECTION 5. This Ordinance shall be and is hereby declared to be cumulative of all other ordinances of the City of Weston, and this Ordinance shall not operate to repeal or affect any of such other ordinances except insofar as the provisions thereof might be inconsistent or in conflict with the provisions of this Ordinance, in which event such conflicting provisions, if any, in such other ordinance or ordinances are hereby repealed.

SECTION 6. All Ordinances of the City of Weston shall remain in full force and effect, save as amended herein or by the Development Agreement.

SECTION 7. It is the intent of the City Council that each paragraph, sentence, subdivision, clause, phrase or section of this Ordinance be deemed severable, and should such paragraph, sentence, subdivision, clause, phrase or section be declared invalid or unconstitutional for any reason, such declaration or invalidity or unconstitutionality shall not be construed to affect the validity of those provisions of this Ordinance left standing, or the validity of any other Ordinances of the City of Weston.

SECTION 8. This Ordinance shall take effect and shall be in full force from and after its adoption and publication as provided by law.

PASSED AND ADOPTED by the City Council of the City of Weston, Texas, this 10TH day of JANUARY, 2006.

THE CITY OF WESTON, TEXAS

Patti Harrington
Patti Harrington, Mayor

ATTEST:

Susan M. Cofer
Susan Cofer, City Secretary



**PETITION FOR CONSENT TO CREATION OF POLITICAL SUBDIVISION
WITHIN CORPORATE LIMITS**

THE STATE OF TEXAS §
 §
COUNTY OF COLLIN §

TO THE HONORABLE MAYOR AND CITY COUNCIL OF THE CITY OF
WESTON, TEXAS:

We, the undersigned landowners of the territory hereinafter described by metes and bounds, being a majority in value of the holders of title of said territory (collectively, "Petitioners"), acting pursuant to the provisions of the Texas Water Code, as amended, and Section 42.042, Local Government Code, together with all amendments and additions thereto, respectively petition your Honorable Body for consent to creation of a conservation and reclamation district and political subdivision of the State of Texas under Article XVI, Section 59, of the Texas Constitution (the "District") within the corporate limits of the City of Weston (the "City"), and would respectfully show the following:

I.

The District shall be created under the terms and provisions of Article XVI, Section 59, of the Constitution of Texas and, at the election of the Petitioners, Chapter 51, Chapter 53 or Chapter 54, Texas Water Code, as amended, together with all amendments and additions thereto. The District shall have the powers of government and authority to exercise the rights, privileges, and functions given to it by Chapters 49 and, at the election of Petitioners, Chapter 51, Chapter 53 or Chapter 54, Texas Water Code, as amended. Should the Petitioners elect to create a water control and improvement district or a fresh water supply district, such power shall include the power to divide pursuant to Section 51.748 or Section 53.029, as applicable.

II.

At creation the District shall contain an area of approximately 206.9150 acres of land, situated wholly within Collin County, Texas, described by metes and bounds in Exhibit "A", which is attached hereto and made a part hereof for all purposes. All of said land is located within the corporate limits of the City. None of said land is within the corporate limits or extraterritorial jurisdiction of any other city, town or village.

III.

The undersigned Petitioners constitute a majority in value of the holders of title of the land to be included within the District.

IV.

The District shall be created to conserve, transport, and distribute fresh water from any sources for domestic and commercial purposes inside and/or outside the boundaries of the District. In addition, subject to compliance with the applicable requirements of the Texas Water Code, as amended, the District may purchase, construct, acquire, own, operate, repair, improve, and extend sanitary sewer systems to control wastes; and gather, conduct, divert, and control local storm water or other local harmful excesses of water. Subject to compliance with the applicable requirements of the Texas Water Code, as amended, may also assume all the rights, authority, privileges, and functions of a road district under Article III, Section 52(b)(3) of the Texas Constitution, Chapter 257, Transportation Code, and other general laws of the State relating to road districts.

The aforementioned purposes are to be accomplished by any and all mechanical and chemical means and processes incident, necessary or helpful to such purposes, to the end that public health and welfare may be conserved and promoted and the purity and sanitary condition of the State's waters protected, effected and restored.

V.

Subject to compliance with the applicable provisions of the Texas Water Code, the general nature of the work to be done by the District at the present time is the acquisition, construction, maintenance and operation of a waterworks system, including the purchase and sale of water, for domestic and commercial purposes; the acquisition, construction, maintenance and operation of a drainage system; the acquisition, construction, maintenance and operation of a sanitary sewer collection, treatment and disposal system, including the purchase and sale of sewer services, for domestic and commercial purposes; the acquisition, construction, maintenance and operation of macadamized, graveled or paved roads and turnpikes for residential and commercial purposes; and such other acquisition, construction, installation, maintenance, purchase and operation of such additional facilities, systems, plants and enterprises as shall be consonant with the purposes for which the District is ultimately organized.

VI.

There is a necessity for the improvements above described because the District is located within an area which will experience a substantial and sustained residential and commercial growth, is urban in nature and is not supplied with adequate water supply, sanitary sewer, and drainage facilities or services or with adequate roads and turnpikes. The health and welfare of the future inhabitants of the District and of the inhabitants of the area adjacent thereto require the acquisition and installation of an adequate waterworks system and sanitary sewer collection system and disposal system, and drainage system, together with roads and turnpikes.

The purchase, construction, extension, improvement, maintenance and operation of such waterworks system and sanitary sewer collection and disposal systems and drainage system will conserve and preserve the natural resources of this State by promoting and protecting the purity and sanitary condition of the State's waters and will promote and protect the public health and welfare of the community; therefore, a public necessity exists for the organization of the District.

VII.

Said proposed improvements are practicable and feasible, in that the terrain of the territory to be included in the District is of such a nature that a waterworks and sanitary sewer system, drainage system, and roads and turnpikes can be constructed at a reasonable cost with reasonable tax rates and water and sewer rates, and said territory will be developed for residential and commercial purposes.

VIII.

It is now estimated by those filing this petition (the "Petition"), from such information as they have at this time, that the ultimate cost of the project will be approximately \$31,115,322.

IX.

Petitioners request the City's consent and permission for the creation of the District in its corporate limits, and the inclusion of the land described in Exhibit "A" hereto in the District. Petitioners further request the City's consent and permission for the creation of the District as a water control and improvement district under chapter 51, Texas Water Code, as amended; a fresh water supply district under Chapter 53, Texas Water Code, as amended; or a municipal utility district under Chapter 54, Texas Water Code, as amended, at the future election of Petitioners.

X.

WHEREFORE, the undersigned respectfully pray that this Petition be in all things granted, and that the City give its written consent to the creation of and inclusion of the aforesaid lands in the District, and for such other orders, acts, procedure and relief as are proper and necessary and appropriate to the purpose of organizing the District.

RESPECTFULLY SUBMITTED the _____ day of January, 2006.

HONEY CREEK PARTNERS, L.P.,
a Texas limited partnership

By: [Signature]
Name: Jon Bayless
Title: General Partner

WESTON LAND LTD.,
a Texas limited partnership

By: Land Advisors Ltd.
a Texas limited partnership
Its General Partner

By: Land Advisors Management, L.L.C.
a Texas limited liability company
Its sole General Partner

By: [Signature]
D. O. Tomlin, III
President

STATE OF TEXAS §
 §
COUNTY OF Dallas §

This instrument was acknowledged before me on January 4th, 2006, by Jon Bayless, General Partner for Honey Creek Partners, L.P., a Texas limited partnership, on behalf of said partnership.



[Signature]
Notary Public in and for T E X A S

STATE OF TEXAS

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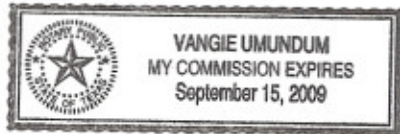
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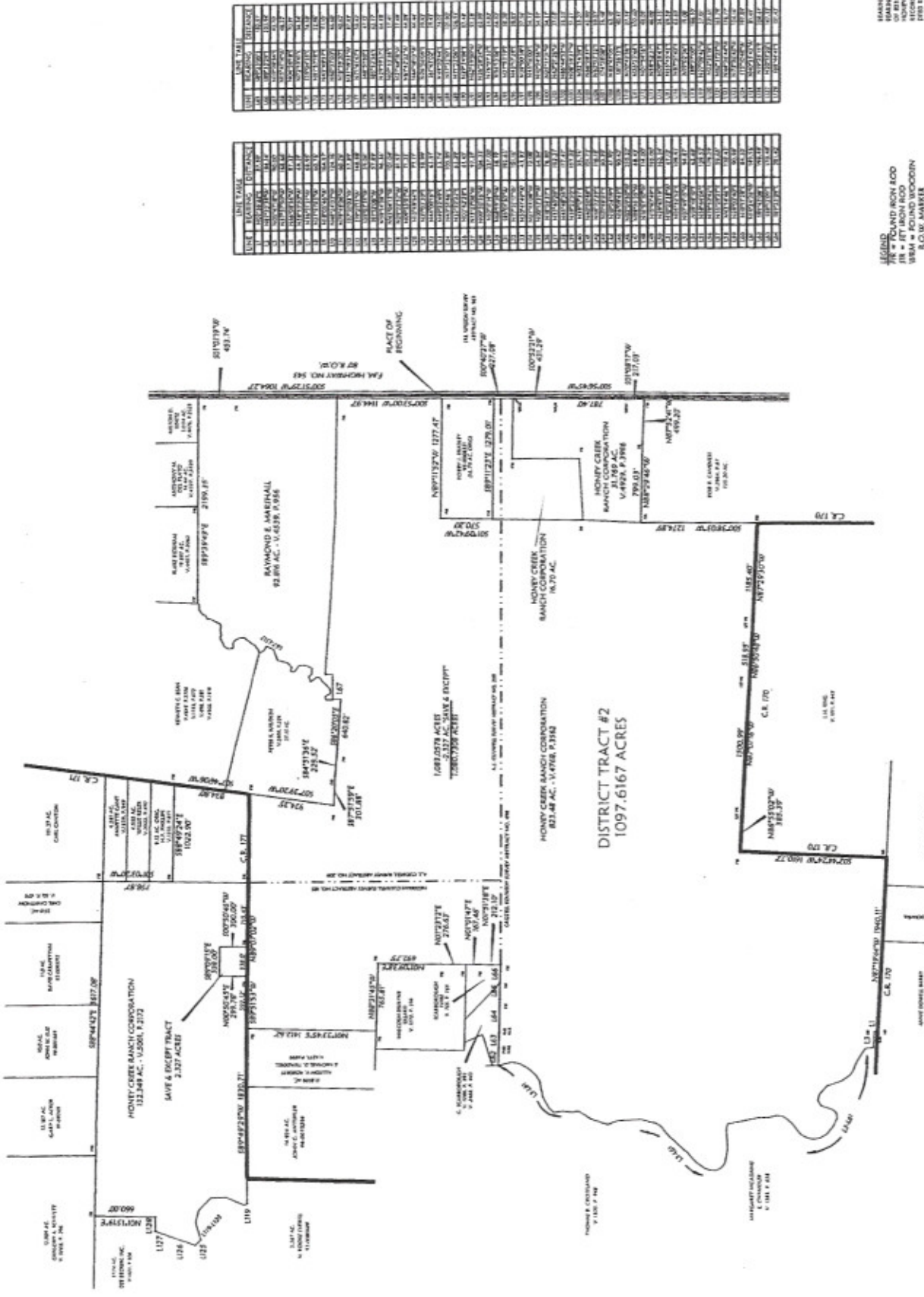
This instrument was acknowledged before me on January 6th, 2006, by D. O. Tomlin, III, President of Land Advisors Management, L.L.C., a Texas limited liability company, as Sole General Partner of Land Advisors, Ltd., a Texas limited partnership, as General Partner of Weston Land Ltd., a Texas limited partnership, on behalf of said partnership.



Vangie Umundum
Notary Public in and for T E X A S

Exhibit "A"

*** DESCRIPTION OF DISTRICT BOUNDARIES**



LINE	BEARING	DISTANCE
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DISTRICT TRACT #2
PROPERTY DESCRIPTION

BEING all of that certain property conveyed to Honey Creek Ranch Corporation by deeds recorded in Volume 4768, Page 3562, Volume 5001, Page 2172, and all of that certain property conveyed to Raymond E. Marshall by deed recorded in Volume 4539, Page 956 of the Deed Records of Collin County, Texas, in the Hezekiah Culwell Survey, Abstract No. 185, the A.J. Culwell Survey, Abstract No. 209, the G. Kennedy Survey, Abstract No. 498 and the L. Wilson Survey, Abstract No. 982, situated in Collin County, Texas, and being more particularly described as follows:

BEGINNING at an iron rod set at the most Easterly Southeast corner of that certain called 823.48 acre tract described in said deed recorded in Volume 4768, Page 3562 and the Northeast corner of that certain called 15.0 acre tract conveyed to Bobby J. Bradley by deed recorded in Document No. 95-0008551, said point being on the West right-of-way line of F.M. Road No. 543;

THENCE North 89°11'52" West, 1277.47 feet to an iron rod found at the Northwest corner of said 15.0 acre tract;

THENCE South 1°09'42" West, 570.20 feet to an iron rod found at the Southwest corner of said 15.0 acre tract said point also being the Northwest corner of a 16.7 acre tract conveyed to G.T. Fletcher by deed recorded in Document No. 97-0070820;

THENCE South 89°11'23" East, 1279.01 feet, to an iron rod found at the Southeast corner of said 15.0 acre tract, said point also being on the West right-of-way line of FM Road No. 543;

THENCE along the West right-of-way line of F.M. Road No. 543 as follows:

South 0°40'27" West, 227.08 feet to a wooden right-of-way marker;

South 0°52'21" West, 431.29 feet to a wooden right-of-way marker;

South 0°56'45" West, 787.40 feet to a wooden right-of-way marker;

South 1°08'17" West, 217.03 feet to an iron rod found at the Southeast corner of said 31.769 acre tract and the Northeast corner of that called 135.2 acre tract conveyed to Bob B. Caveness by deed recorded in Volume 2964, Page 67;

THENCE along the South line of said 31.769 acre tract and North line of said 135.2 acre tract as follows:

North 87°52'41" West 499.20 feet to an iron rod set;

North 88°29'46" West, 799.03 feet to an iron rod found at the Southwest corner of said 31.769 acre tract and the Northwest corner of said 135.2 acre tract, said point being on an East line of said 823.48 acre tract;

THENCE South 0°38'03" West along the West line of said 135.2 acre tract, 1274.89 feet to an iron rod set;

THENCE along the general centerline of County Road No. 170 as follows:

North 87°29'30" West, 1185.40 feet to an iron rod set;

North 86°50'48" West, 518.95 feet to an iron rod set;

North 87°01'16" West, 1500.99 feet to an iron rod set;

North 86°55'02" West, 385.39 feet to an iron rod found at the Northwest corner of that called 133 acre tract conveyed to L.M. King by deed recorded in Volume 1011, Page 643;

South 2°44'24" West, 1610.72 feet to an iron rod set at the Southwest corner of said 133 acre tract, said point being on the North line of that called 25.64 acre tract conveyed to John Kendall Dowell by deed recorded in Document No. 94-0028473;

North 87°19'44" West, 1940.11 feet to an iron rod set at the Southeast corner of that called 0.14 acre tract conveyed to Collin County for County Road No. 170 right-of-way by deed recorded in Volume 2914, Page 952;

THENCE North 2°36'22" East along the East line of said 0.14 acre tract, 37.50 feet to an iron rod set at its Northeast corner;

THENCE North 87°23'38" West along the North line of said 0.14 acre tract, 184.14 feet to the centerline of Honey Creek;

THENCE along the centerline of Honey Creek as follows:

North 05°47'18 West, 90.00 feet;

North 57°37'50" West, 168.66 feet;

North 66°08'56" West, 87.33 feet;

North 58°55'50" West, 69.21 feet;

North 36°21'21" West, 68.95 feet;

North 27°51'03" West, 60.76 feet;

North 18°05'40" West, 164.83 feet;

North 48°24'03" West, 124.16 feet;
North 78°48'06" West, 60.76 feet;
South 57°31'03" West, 57.89 feet;
South 19°21'13" West, 148.88 feet;
South 35°07'31" West, 39.06 feet;
South 81°12'06" West, 57.89 feet;
North 58°14'38" West, 96.36 feet;
North 45°04'13" West, 101.04 feet;
North 29°22'52" West, 81.53 feet;
North 09°25'01" West, 71.35 feet;
North 13°49'54" East, 77.17 feet;
North 21°03'30" East, 58.99 feet;
North 44°00'16" East, 63.51 feet;
North 49°22'49" East, 53.74 feet;
North 43°51'46" East, 105.85 feet;
North 32°22'22" East, 63.29 feet;
North 03°42'28" East, 61.45 feet;
North 13°27' 06" West, 97.21 feet;
North 00°30'26" West, 104.33 feet;
North 10°11'14" West, 337.00 feet;
North 68°19'38" West, 58.19 feet;
South 85°01'30" West, 192.63 feet;
North 77°31'17" West, 151.16 feet;
North 50°41'49" West, 43.93 feet;

North 27°44'08" West, 72.08 feet;

North 00°13'37" West, 64.94 feet;

North 18°34'37" East, 76.80 feet;

North 33°40'28" East, 102.21 feet;

North 45°48'36" East, 117.47 feet;

North 39°22'50" East, 157.22 feet;

North 38°17'31" East, 55.74 feet;

North 40°50'48" East, 101.72 feet;

North 46°33'39" East, 118.18 feet;

North 21°48'07" East, 50.30 feet;

North 10°24'19" East, 61.92 feet;

North 16°09'43" East, 90.42 feet;

North 02°29'50" West, 210.22 feet;

North 08°26'35" West, 68.43 feet;

North 16°07'10" West, 114.00 feet;

North 15°47'49" East, 195.00 feet;

North 28°43'19" East, 162.34 feet;

North 10°22'38" West, 67.12 feet;

North 05°32'52" East, 109.43 feet;

North 07°49'15" West, 94.87 feet;

North 39°48'10" East, 62.68 feet;

North 58°44'04" East, 139.52 feet;

North 78°52'42" East, 179.29 feet;

North 55°29'27" East, 58.65 feet;

North 43°14'46" East, 138.43 feet;

North 28°02'40" East, 90.98 feet;

North 10°17'28" East, 84.30 feet;

North 14°24'26" West, 149.56 feet to the Southwest corner of that called 11 acre tract conveyed to Gerald Scarborough by deed recorded in Volume 1288, Page 393;

THENCE along the South line of said 11 acre tract as follows:

South 89°43'08" East, 198.48 feet to a 60d nail found;

South 88°13'09" East, 170.48 feet to a 60d nail found;

South 89°25'09" East, 381.42 feet to an iron rod found;

South 89°23'05" East, 182.51 feet to an iron rod set at the Southwest corner of Lot 1, Block A of Scarborough Faire, an addition to Collin County, Texas as recorded in Cabinet F, Page 765 of the Plat Records of Collin County, Texas;

THENCE South 88°33'29" East along the South line of said Lot 1, 203.94 feet to an iron rod found at its Southeast corner;

THENCE along the East line of said Lot 1 as follows:

North 1°51'38" East, 212.10 feet to an iron rod found;

North 1°01'47" East, 167.46 feet to an iron rod found at the Northeast corner of said Lot 1 and the Southeast corner of that called 17.73 acre tract conveyed to Malcolm Lillard by deed recorded in Volume 1272, Page 336;

THENCE along the East line of said 17.73 acre tract as follows:

North 1°23'12" East, 276.63 feet to an iron rod found;

North 1°09'38" East, 692.75 feet to an iron rod found at the Northeast corner of said 17.73 acre tract;

THENCE North 88°31'45" West along the North line of said 17.73 acre tract, 765.81 feet to an iron rod found at its Northwest corner and the Southeast corner of that called 11.8109 acre tract conveyed to Allison V. Roberts and Michael D. Twaddell by deed recorded in Volume 4271, Page 1599;

THENCE North 1°33'45" East, 1412.62 feet to an iron rod found at the Northeast corner of said 11.8109 acre tract, said point being on the South line of that called 132.349 acre tract described in Volume 5001, Page 2172, and being on the centerline of County Road No. 171;

THENCE South 89°49'29" West along the general centerline of County Road No. 171, leaving said road at a bend to the South and continuing a total distance of 1830.71 feet to the centerline of a creek;

THENCE along said centerline of said creek as follows:

North 27°09'42" West, 37.01 feet

North 22°35'18" East, 221.61 feet;

North 2°31'25" West, 165.79 feet;

North 44°36'44" West, 178.77 feet;

North 73°36'45" West, 134.14 feet;

South 73°10'48" West, 197.89 feet;

North 40°25'43" West, 81.49 feet;

North 19°25'15" East, 308.67 feet;

THENCE North 20°15'20" East, 147.53 feet to the centerline of said creek;

THENCE South 88°44'41" East, 151.43 feet to a Southeast corner of that called 57.14 acre tract conveyed to Dee Brown, Inc. by deed recorded in Volume 4611, Page 206;

THENCE North 1°15'19" East, 660.0 feet to an iron rod found at the Northwest corner of said 132.349 acre tract, said point being on the South line of that called 12.909 acre tract conveyed to Gregory A. Schultz by deed recorded in Volume 5005, Page 296;

THENCE South 88°44'42" East along the North line of said 132.349 acre tract and said South line of said 12.909 acre tract, passing an iron rod found at its Southeast corner at 597.5 feet, more or less, and continuing along the South lines of that called 12.187 acre tract conveyed to Gary L. Acker by deed recorded in Document No. 91-0069269, that called 10.0 acre tract conveyed to John W. Else by deed recorded in Document No. 98-0011669, that called 11.0 acre tract conveyed to David Carapetyan by deed recorded in Document No. 93-0093715 and that called 25.0 acre tract conveyed to Carl Cawthon by deed recorded in Volume 50, Page 475, a total distance of 3617.08 feet to an iron rod found at the Southeast corner of said 25.0 acre tract and the Northeast corner of said 132.349 acre tract;

THENCE South 1°03'20" West along the East line of said 132.349 acre tract, the West lines of that called 4.561 acre tract conveyed to Annette Gant by deed recorded in Volume 1539, Page 949, that called 4.555 acre tract conveyed to Willie Reler by deed recorded in Volume 3022, Page 497 and that called 9.12 acre tract conveyed to H.F. Phillips by deed recorded in Volume 1310, Page 871, a total distance of 758.87 feet to an iron rod found at the Southwest corner of said 9.12 acre tract and a Northwest corner of said 823.48 acre tract;

South 48°51'50" East, 47.15 feet;
South 85°52'54" East, 62.77 feet;
North 29°19'57" East, 64.88 feet;
North 7°33'36" East, 57.41 feet;
North 21°44'18" West, 37.48 feet;
North 61°42'22" West, 44.09 feet;
North 44°18'13" West, 44.44 feet;
North 26°56'05" East, 39.93 feet;
South 61°43'02" East, 39.43 feet;
North 49°20'44" East, 74.01 feet;
North 17°35'10" East, 121.90 feet;
North 71°33'06" East, 126.55 feet;
North 29°34'08" East, 87.48 feet;
North 62°59'50" West, 57.28 feet;
North 26°28'24" West, 62.99 feet;
North 76°07'32" East, 34.82 feet;
North 56°13'06" East, 64.02 feet;
North 27°53'19" East, 38.28 feet;
North 43°17'28" East, 38.05 feet;
North 38°00'38" East, 37.56 feet;
North 45°16'00" East, 34.73 feet;
North 10°24'56" West, 54.97 feet;
North 25°31'31" West, 54.27 feet;
North 62°21'26" West, 37.05 feet;

North 86°44'53" West, 53.33 feet;

North 8°59'37" West, 51.27 feet;

North 32°14'59" East, 55.27 feet;

North 66°28'37" East, 43.00 feet;

North 62°02'32" East, 59.07 feet;

South 74°28'08" East, 36.48 feet;

North 82°47'05" East, 62.10 feet;

South 81°56'13" East, 40.41 feet;

North 70°42'36" East, 27.74 feet;

North 26°23'44" East, 102.60 feet;

North 7°54'16" East, 48.05 feet;

North 58°52'31" East, 46.08 feet;

North 9°28'47" East, 24.35 feet;

North 55°45'42" East, 69.59 feet;

North 87°31'43" East, 63.69 feet;

North 19°02'56" East, 19.08 feet to an iron pipe found at the Northwest corner of that called 92.816 acre tract described in said deed recorded in Volume 4539, Page 956;

THENCE South 89°39'43" East along the North line of said 92.816 acre tract and the South line of that called 19.687 acre tract conveyed to Blake Bickham by deed recorded in Volume 4407, Page 2062, passing an iron rod found at its southeast corner at 1030 feet, more or less, and continuing along said North line of said 92.816 acre tract and along the South lines of that called 14.44 acre tract conveyed to Anthony M. Del Plato by deed recorded in Volume 4327, Page 2520 and that called 3.0114 acre tract conveyed to Milton D. White by deed recorded in Volume 4476, Page 2323, a total distance of 2199.35 feet to an iron rod found at the Southeast corner of said 3.0144 acre tract and Northeast corner of said 92.816 acre tract, said point being on the West right-of-way line of F.M. Road No. 543;

THENCE along said West right-of-way line of F.M. Road No. 543 as follows:

South 1°01'19" West, 453.74 feet to an iron rod set;

South 0°51'29" West, 1064.27 feet to an iron rod found at the Southeast corner of said 92.816 acre tract and Northeast corner of said 823.48 acre tract;

South 0°53' West, 1144.97 feet to the PLACE OF BEGINNING, and containing 1,099.9737 acres of land, more or less; SAVE AND EXCEPT THE FOLLOWING DESCRIBED TRACT:

BEING a part of that certain called 69 acre tract described as "Tract Three" in deed to Anita Gross Taylor as recorded in Volume 616, Page 599, in the Hezekiah Culwell Survey, Abstract No. 185, and being more particularly described as follows:

BEGINNING at an iron rod found on the South line of the above described 132.349 acre tract in Volume 5001, Page 2172, said point being North 89°07'02" West 710.43 feet from its Southeast corner, said point being on the centerline of County Road No. 171;

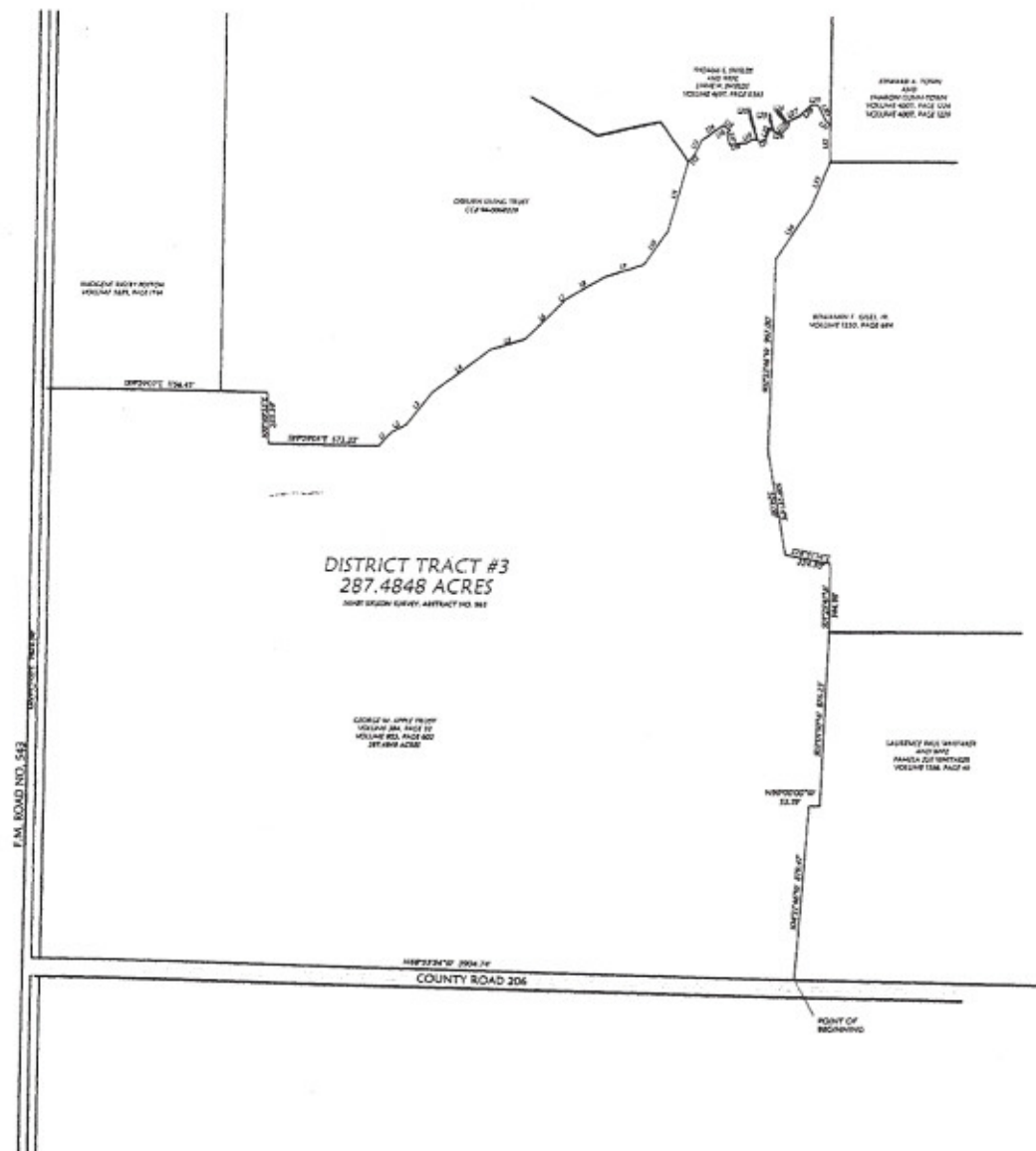
THENCE North 89°07'02" West along said centerline of County Road No. 171, 338.00 feet to an iron rod found;

THENCE North 0°50'45" East, 299.78 feet to an iron rod found;

THENCE South 89°09'15" East, 338.00 feet to an iron rod found;

THENCE South 0°50'45" West, 300.00 feet to the PLACE OF BEGINNING, and containing 2.327 acres of land, more or less, and leaving a net of 1097.6167 acres of land, more or less.

BEARING BASIS: Bearings of record called out in deed of 823.48 acre tract conveyed to Honey Creek Ranch Corporation recorded in Volume 4768, Page 3562 of the Deed Records of Collin County, Texas.



LINE TABLE		
LINE	STARTING NO.	ENDING NO.
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TOMLIN INVESTMENTS			
4265 KILBANY CIRCLE ADDISON, TEXAS 75001			
884 PRIVATE INVESTMENT			
12/12/05		7" = 300'	195
DATE		SCALE	TRACT
12/12/05		7" = 300'	TRACT TRACT 41
DATE		SCALE	TRACT

12/12/2005

DISTRICT TRACT #3
PROPERTY DESCRIPTION

BEING a tract of land situated in the James Wilson Survey, Abstract No. 963, Collin County, Texas the subject tract being a tract of land conveyed to the George W. Apple Trust as described in the deeds recorded in Volume 384, Page 32 and Volume 805, Page 602 of the Deed Records of Collin County, Texas the subject tract being more particularly described as follows;

BEGINNING at a 1/2" iron pin with a red cap stamped Tipton Eng. Inc. set in the north right-of-way line of County Road 206 at the southeast corner of the subject tract and the southwest corner of a tract of land conveyed to Laurence Paul Whitaker and wife Pamela Sue Whitaker according to the deed recorded in Volume 1368, Page 40 (DRCCT), from said corner a 1/2" iron pin found bears S 50° 30' 43" W, a distance of 138.42 feet and a 3/8" iron pin found bears S 86° 13' 48" E, a distance of 713.01 feet;

THENCE, N 88° 55' 54" W, along the north right-of-way line of said County Road 206, a distance of 3904.74 feet to a PK nail set at the intersection of the north line of said County Road 206, with the approximate centerline of FM 543;

THENCE, N 00° 52' 59" E, along the approximate centerline of said FM 543, a distance of 2868.09 feet to a PK nail set at the northwest corner of the subject tract and the southwest corner of a tract of land conveyed to Imogene Rigsby Poston according to the deed recorded in Volume 5659, Page 1744 (DRCCT), from which a wood right-of-way monument found bears N 07° 37' 06" E, a distance of 330.00 feet;

THENCE, S 89° 29' 07" E, along the south line of said Poston Tract and the south line of a tract of land conveyed to the Osburn Living Trust according to the deed recorded in County Clerks File No. 94-0068339 (DRCCT), a distance of 1156.43 feet to a fence post found at corner;

THENCE, S 00° 49' 55" E, along the west line of said Osburn Living Trust Tract, a distance of 255.59 feet to a 1/2" iron pin with a red cap stamped Tipton Eng. Inc. set at corner, from which a fence post found bears N 00° 49' 55" W, a distance of 3.52 feet;

THENCE, S 89° 29' 05" E, along the south line of said Osburn Living Trust Tract, a distance of 573.22 feet;

THENCE, along the south line of said Osburn Living Trust Tract and the approximate centerline of a called branch, the following;

N 42° 00' 55" E, a distance of 89.76 feet; N 60° 30' 55" E, a distance of 88.44 feet;
N 38° 00' 55" E, a distance of 201.30 feet; N 52° 00' 55" E, a distance of 354.42 feet;
N 72° 30' 55" E, a distance of 182.82 feet; N 46° 45' 55" E, a distance of 290.40 feet;
N 61° 00' 55" E, a distance of 238.92 feet; N 73° 30' 55" E, a distance of 223.74 feet;
N 37° 00' 55" E, a distance of 215.16 feet; N 17° 30' 55" E, a distance of 364.98 feet;

THENCE, N 41° 45' 04" E, a distance of 54.83 feet to a point on the south line of a tract of land conveyed to Thomas E. Shields and wife Linne H. Shields according to the deed recorded in Volume 4697, Page 0363 (DRCCT);

THENCE, along the south line of said Shields Tract and the approximate centerline of a called branch, the following;

N 26° 36' 00" E, a distance of 80.50 feet; N 57° 12' 32" E, a distance of 133.74 feet;

S 56° 54' 21" E, a distance of 43.90 feet; S 55° 11' 33" W, a distance of 21.53 feet;

S 12° 39' 04" E, a distance of 63.29 feet; N 82° 51' 18" E, a distance of 90.11 feet;

N 58° 35' 21" E, a distance of 38.24 feet; S 72° 21' 13" E, a distance of 41.62 feet;

N 57° 52' 36" E, a distance of 31.88 feet; N 18° 35' 16" E, a distance of 51.36 feet;

S 57° 02' 11" E, a distance of 41.35 feet; N 86° 33' 30" E, a distance of 26.92 feet;

N 46° 40' 24" E, a distance of 42.44 feet; N 11° 25' 07" E, a distance of 33.25 feet;

N 65° 49' 33" E, a distance of 56.20 feet; N 49° 45' 48" E, a distance of 78.69 feet;

S 86° 49' 55" E, a distance of 26.07 feet; S 29° 41' 08" E, a distance of 83.83 feet;

S 42° 15' 11" E, a distance of 33.04 feet to a 1/2" iron pin found at the southeast corner of said Shields Tract same being in the west line of a tract of land conveyed to Edward A. Town and Sharon Gunn-Town according to the deeds recorded in Volume 4007, Page 1224 and Volume 4007, Page 1229 (DRCCT);

THENCE, S 00° 59' 09" W, along the west line of said Town Tract, a distance of 186.02 feet to a 1/2" iron pin found at the southwest corner of said Town Tract and the northwest corner of a tract of land conveyed to Benjamin F. Giles, Jr. according to the deed recorded in Volume 1250, Page 684 (DRCCT);

THENCE, along the westerly line of said Giles Tract, the following

S 21° 38' 46" W, a distance of 238.00 feet; S 34° 08' 46" W, a distance of 322.00 feet;

S 02° 23' 46" W, a distance of 967.00 feet; S 09° 21' 14" E, a distance of 524.00 feet;

S 78° 51' 14" E, a distance of 224.50 feet;

S 01° 25' 41" W, a distance of 344.98 feet to a 3/8" iron pin found at the southwest corner of said Giles Tract and the northwest corner of said Whitaker Tract;

THENCE, along the westerly line of said Whitaker Tract, the following:

S 03° 01' 50" W, a distance of 876.23 feet to an ell corner of said Whitaker Tract;

N 90° 00' 00" W, a distance of 53.19 feet to a 3/8" iron pin found at corner;

S 04° 37' 46" W, a distance of 879.48 feet to the PLACE OF BEGINNING with the subject tract containing 12,522,840 square feet or 287.4848 acres of land.

NOTE:

The following easement does affect the subject 287.4848 acre tract, but no location is given in said easement;

Easement executed by George Apple, Sr., and wife Ruby Apple, to Collin County Soil Conservation District, dated February 9, 1961, filed March 24, 1961, recorded in/under Volume 579, Page 317 of the Real Property Records of Collin County, Texas.