

**NOTICE OF REGULAR CITY COUNCIL MEETING
CITY OF TOMBALL, TEXAS**



MONDAY, DECEMBER 7, 2015

6:00 P.M.

Notice is hereby given of a meeting of the Tomball City Council, to be held on Monday, December 7, 2015 at 6:00 P.M., City Hall, 401 Market Street, Tomball, Texas 77375, for the purpose of considering the following agenda items. All agenda items are subject to action. The Tomball City Council reserves the right to meet in a closed session for consultation with attorney on any agenda item should the need arise and if applicable pursuant to authorization by Title 5, Chapter 551, of the Texas Government Code.

1.0 Call to Order

2.0 Invocation

- Led by Brother James Roberson, Hufsmith Church of Christ

3.0 Pledges to U.S. and Texas Flags

- Led by Members of the Tomball High School Student Council

4.0 Public Comments and Receipt of Petitions *[At this time, anyone will be allowed to speak on any matter other than personnel matters or matters under litigation, for length of time not to exceed three minutes. No Council/Board discussion or action may take place on a matter until such matter has been placed on an agenda and posted in*

accordance with law.]

5.0 Reports and Announcements

- December 11-13, 2015 - **2015 Tomball German Christmas Market**
- December 12, 2015 – **Christmas on Commerce** – a 2nd Saturday at the Depot Event
- December 24-25, 2015 – Christmas Holiday – City Offices closed
- January 1, 2016 – New Year's Day Holiday – City Offices closed
- January 9, 2016 – **2nd Saturday at the Depot**
- Reports by City staff and members of council about items of community interest on which no action will be taken:
 - Billy Tidwell – Report on the success of the ***“True to the Blue – Our Cops are Tops”*** at the Depot
 - Denise Fiore – Report on the success of the **Lamp Post Decorating Contest and “Lamp Post Stroll”**

6.0 Approve the Minutes of the November 16, 2015 Regular City Council Meeting

7.0 Old Business:

- 7.1 Adopt, on Second Reading, Ordinance No. 2015-24, an Ordinance of the City of Tomball, Texas, amending Chapter 50 (Zoning) of the Tomball Code of Ordinances by Granting a Conditional Use Permit (CUP) to Spring Creek County Historical Association to Operate a “Museum”; said Property being Approximately 2.4 Acres, and being Legally Described as Lots 1, 2, 9-16, Block 48, the Southwesterly 20 Feet of Lot 3, and All of Lots 4 – 6, Block 102, Revised Map of Tomball, Recorded under Volume 4 Page 25, of the Map Records of Harris County, Texas; and Lot 8A, a Subdivision as Shown on Map or Plat Recorded under Film Code Number 598155, of the Map Records of Harris County, Texas, generally Located at the Corner of Epps Street and N. Pine Street; Providing Requirements and Conditions for This CUP; Providing for Severability; Providing for a Penalty of an Amount Not to Exceed \$2,000 for Each Day of Violation of Any Provision Hereof, Making Findings of Fact; and Providing for Other Related Matters

8.0 New Business:

- 8.1 Appoint Member to Fill Vacancy on the Tomball Regional Health Foundation for Term Expiring September 1, 2017
- 8.2 Consideration and possible action to approve, as a Project of the Corporation, an agreement with Rock Materials to make direct incentives to, or expenditures for, the creation or retention of primary jobs associated with the relocation and development of its operations to be located at 13315 Theis Ln., Tomball, Texas. The estimated amount of expenditures for such Project is \$111,000.00

- 8.3 Consideration and possible action to approve the Bylaws of the Tomball B&TP Property Owners Association, Inc. related to the Tomball Business and Technology Park, a Project of the Tomball Economic Development Corporation
- 8.4 Consideration and possible action to approve, as a Project of the Corporation, an agreement with White Horse Technology LLC to make direct incentives to, or expenditures for, the creation or retention of primary jobs associated with the relocation and development of its operations to be located at 1626 S. Cherry Street, Tomball, Texas. The estimated amount of expenditures for such Project is \$72,000.00.
- 8.5 Consideration and Possible Action Regarding a Request from Mr. and Mrs. Bobby Talbott for Gas Service at 12704 Zion Road, Located Outside the City of Tomball, Without Annexation
- 8.6 Discuss and authorize the Mayor to execute a contract with Harris County Emergency Services District #15 for 15 year term, expiring December 31, 2030.
- 8.7 Approve **BETHEL HEIGHTS**: Being a Replat of Hunterwood Estates, a Subdivision of 26.7141 Acres of Land Situated in the Joseph House Survey, Abstract Number 34, of Harris County, Texas, and Abstract Number 20, of Montgomery County, Texas, Being a Replat of Hunterwood Estates, a Subdivision According to the Map or Plat Thereof Recorded in Film Code Number 603231, of the Map Records of Harris County, Texas, and Recorded in Cabinet Z, Sheet 580, of the Map Records of Montgomery County, Texas, Being the Same Land as Described in Deed Recorded Under Clerk's File Number 20130603237, of the Real Property Records of Harris County, Texas.
- 8.8 Consideration to Award Contract for Bid Number 2016-05 for Vector Services & Regular Maintenance of Sewer System Components to Source Point Solutions, LLC
- 8.9 Approve the RFQ selection process and authorize to enter into negotiations with Freese & Nichols, Inc. for the Critical Needs Assessment and CCN Application.
- 8.10 Executive Session: The City Council will meet in Executive Session as Authorized by Title 5, Chapter 551, Government Code, the Texas Open Meetings Act, for the Following Purpose(s):
- Sec. 551.071 - Consultation with the City Attorney regarding a matter that the Attorney's duty requires to be discussed in closed session.
 - Sec. 551.072 – Deliberations Regarding the Purchase, Exchange, Lease, or Value of Real Property

9.0 Adjournment

CERTIFICATION

I hereby certify that the above notice of meeting was posted on the bulletin board of City Hall, City of Tomball, Texas, a place readily accessible to the general public at all times, on the 3rd day of December 2015 by 5:00 p.m., and remained posted for at least 72 continuous hours preceding the scheduled time of said meeting.

Doris Speer_____

Doris Speer
City Secretary, TRMC

This facility is wheelchair accessible and accessible parking spaces are available. Requests for accommodations or interpretive services must be made 48 hours prior to this meeting. Please feel free to contact the City Secretary's office at (281) 290-1002 or FAX (281) 351-6256 for further information.

AGENDAS MAY ALSO BE VIEWED ONLINE AT www.ci.tomball.tx.us.

Regular City Council
Agenda Item
Data Sheet

Meeting Date: December 7, 2015

Topic:

- Led by Brother James Roberson, Hufsmith Church of Christ

Background:

Origination:

Recommendation:

Funding:

Party(ies) responsible for placing this item on agenda:

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

Regular City Council
Agenda Item
Data Sheet

Meeting Date: December 7, 2015

Topic:

- Led by Members of the Tomball High School Student Council

Background:

Origination:

Recommendation:

Funding:

Party(ies) responsible for placing this item on agenda:

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

Regular City Council
Agenda Item
Data Sheet

Meeting Date: December 7, 2015

Topic:

Background:

Origination:

Recommendation:

Funding:

Party(ies) responsible for placing this item on agenda:

ACTION TAKEN		
APPROVAL ☐ YES ☐ NO	READINGS PASSED ☐ 1 ST ☐ 2 ND	OTHER

Regular City Council Agenda Item Data Sheet

Meeting Date: December 7, 2015

Topic:

- December 11-13, 2015 - **2015 Tomball German Christmas Market**
- December 12, 2015 – **Christmas on Commerce** – a 2nd Saturday at the Depot Event
- December 24-25, 2015 – Christmas Holiday – City Offices closed
- January 1, 2016 – New Year's Day Holiday – City Offices closed
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- Reports by City staff and members of council about items of community interest on which no action will be taken:
 - Billy Tidwell – Report on the success of the ***“True to the Blue – Our Cops are Tops”*** at the Depot
 - Denise Fiore – Report on the success of the **Lamp Post Decorating Contest** and **“Lamp Post Stroll”**

Background:

Origination:

Recommendation:

Funding:

Party(ies) responsible for placing this item on agenda:

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

Regular City Council Agenda Item Data Sheet

Meeting Date: December 7, 2015

Topic:

Approve the Minutes of the November 16, 2015 Regular City Council Meeting

Background:**Origination:**

City Secretary

Recommendation:

N/A

Funding:**Party(ies) responsible for placing this item on agenda:**

City Secretary

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

ATTACHMENTS:

Draft Minutes - November 16, 2016 Regular City Council Meeting

**MINUTES OF REGULAR CITY COUNCIL MEETING
CITY OF TOMBALL, TEXAS**



MONDAY, NOVEMBER 16, 2015

6:00 P.M.

1.0 Call to Order

The Council meeting was called to order at 6:03 p.m. by Mayor Fagan. Other members present:

Councilman Hudgens
Councilman Klein Quinn
Councilman Townsend

Members absent:

Councilman Degges - Excused
Councilman Stoll - Excused

Others present:

City Manager – George Shackelford
Assistant City Manager – Robert Hauck
City Secretary – Doris Speer
City Attorney – Akilah Mance
Police Chief – Billy Tidwell
Fire Chief – Randy Parr
Finance Director – Glenn Windsor
Public Works Director – David Esquivel
Director of Community Development – Craig Meyers
City Engineer – Lori Lakatos
City Planner – Harold Ellis
Community Events Coordinator – Denise Fiore
Detective – Gary Hammond
Police Captain – Rick Grassi

2.0 The invocation was led by Jim Poe, Past Commander, American Legion Post 127.

3.0 The pledges to U. S. and Texas Flags were led by Eric Jensen and Alexis Gach, Members of the Tomball High School Student Council.

4.0 The following public comment was received:

Blake Newton Little Leaguer 30819 Country Meadows, 77375	-	Expressed his appreciation for the City's consideration and assistance in the proposed renovations of the Little League fields.
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5.0 Reports and Announcements:

Presentation of a \$2,500 donation was made by Brad Bartlett and Mark Carter, on behalf of ***Resale with a Purpose***, to the Tomball Fire Department for use in TFD's 2015 *Families Helping Families* program. On Sunday, November 22, 2015, ***Resale with a Purpose*** will also present a \$5,000 donation to Tomball Police Department in support of TPD's "*Shop with a Cop*" program.

- November 20, 2015 – **Lamp Post Decorating Contest and "Lamp Post Stroll"**
- November 21, 2015 – ***50th Annual Holiday Parade***
- November 22, 2015 (Sunday) – ***"True to the Blue – Our Cops are Tops" at the Depot*** – 2:00 p.m.-4:00 p.m.
- November 26-27, 2015 – Thanksgiving Holiday – City Offices Closed
- December 12, 2015 – ***Christmas on Commerce*** – a 2nd Saturday at the Depot Event
- Reports by City staff and members of Council about items of community interest on which no action will be taken:
 - Glenn Windsor - Quarterly Investment Report for the Quarter ending September 30, 2015. The Public Funds Investment Act requires that a report of the City's investments be presented to Council on a quarterly basis. The investment report includes a listing of all investments together with information relating to diversification, cost vs. market values, yield information, and weighted average maturities. On September 30, 2015, the City had total cash equivalents and investments totaling \$50,922,040. A copy of the report is attached for review.
 - Mike Baxter/Denise Fiore – Report on the success of the 3rd ***Annual Tomball Bluegrass Festival***

6.0 Motion was made by Councilman Townsend, second by Councilman Klein Quinn, to approve the Minutes of the November 2, 2015 Regular City Council Meeting.

Motion carried unanimously.

7.0 Old Business:

- 7.1 Motion was made by Councilman Hudgens, second by Councilman Townsend, to adopt, on Second Reading, Ordinance No. 2015-23, an Ordinance of the City of Tomball, Texas Consenting to the Annexation of a 5.112-Acre Tract of Land by Harris County Municipal Utility District No. 273; and Making Findings Related Thereto (River of Praise Tract). Vote was as follows:

Councilman Hudgens	<u>Aye</u>
Councilman Stoll	<u>Absent</u>
Councilman Degges	<u>Absent</u>
Councilman Townsend	<u>Aye</u>
Councilman Klein Quinn	<u>Aye</u>

Motion carried unanimously.

8.0 New Business:

- 8.1 Motion was made by Councilman Hudgens, second by Councilman Townsend, to approve the RFP Documents for Bank Depository Services, as Prepared by Patterson & Associates.

Motion to AMEND was made by Councilman Hudgens, second by Councilman Townsend, to approve the RFP Documents for Bank Depository Services, as Prepared by Patterson & Associates and including language that the City is not prepared to incur new costs in hardware, software or related costs, etc., in the event a new provider is selected, in the RFP.

Motion as AMENDED carried unanimously.

- 8.2 Consideration to Approve **ZONING CASE P15-0130:** Request by Brian K. Lunell, on behalf of Spring Creek County Historical Association, for a Conditional Use Permit to operate a “museum” in the Single-Family 6 district. The property is approximately 2.4 acres, situated in the Joseph House Survey, Abstract Number 34, and is legally described lots 1, 2, 9-16 block 48, the southwesterly 20 feet of lot 3, and all of lots 4 - 6 block 102, revised Map of Tomball, recorded under Volume 4 Page 25, of the Map Records of Harris County, Texas; and lot 8A a subdivision as shown on map or plat recorded under Film Code Number 598155, of the Map Records of Harris County, Texas. The property is generally located at the intersection of N. Pine St. and Epps St. at 510 North Pine St.

- Mayor Fagan opened the Public Hearing on **ZONING CASE P15-0130** at 6:27 p.m.; with the following public comment being received:

Charles Hall
10715 Mahaffey Road, 77375 - Expressed his appreciation
of the City's support of the
Museum Complex.

- Receiving no additional public comments, Mayor Fagan closed the Public Hearing at 6:28 p.m.
- Motion was made by Councilman Townsend, second by Councilman Klein Quinn, to read Ordinance No. 2015-24 by caption only on first reading.

Motion carried unanimously.

Motion was made by Councilman Townsend, second by Councilman Klein Quinn, to adopt, on First Reading, Ordinance No. 2015-24, an Ordinance of the City of Tomball, Texas, amending Chapter 50 (Zoning) of the Tomball Code of Ordinances by Granting a Conditional Use Permit (CUP) to Spring Creek County Historical Association to Operate a "Museum"; said Property being Approximately 2.4 Acres, and being Legally Described as Lots 1, 2, 9-16, Block 48, the Southwesterly 20 Feet of Lot 3, and All of Lots 4 – 6, Block 102, Revised Map of Tomball, Recorded under Volume 4 Page 25, of the Map Records of Harris County, Texas; and Lot 8A, a Subdivision as Shown on Map or Plat Recorded under Film Code Number 598155, of the Map Records of Harris County, Texas, generally Located at the Corner of Epps Street and N. Pine Street; Providing Requirements and Conditions for This CUP; Providing for Severability; Providing for a Penalty of an Amount Not to Exceed \$2,000 for Each Day of Violation of Any Provision Hereof, Making Findings of Fact; and Providing for Other Related Matters. Vote was as follows:

Councilman Hudgens	<u>Aye</u>
Councilman Stoll	<u>Absent</u>
Councilman Degges	<u>Absent</u>
Councilman Townsend	<u>Aye</u>
Councilman Klein Quinn	<u>Aye</u>

Motion carried unanimously.

- 8.3 Motion was made by Councilman Townsend, second by Councilman Hudgens, to enter into an Agreement with the Tomball Sports Association for the City of Tomball to Reimburse Expenditures for Improvements, Not to Exceed \$200,000.

Motion carried unanimously.

8.4 Motion was made by Councilman Klein Quinn, second by Councilman Hudgens, to approve the following plat as recommended by the Planning and Zoning Commission:

- CONCORDIA LUTHERAN HIGH SCHOOL OF NORTH HARRIS COUNTY SOUTH CAMPUS: Being a subdivision of 20.8633 acres out of the Jesse Pruitt Survey, A-629, in Harris County, Texas.

Motion carried unanimously.

9.0 Motion was made by Councilman Townsend, second by Councilman Hudgens, to adjourn.

Motion carried unanimously.

Meeting adjourned at 6:33 p.m.

PASSED AND APPROVED this the 7th day of December 2015.

Doris Speer, TRMC, CMC
City Secretary

Gretchen Fagan
Mayor

Regular City Council

Agenda Item

Meeting Date: December 7, 2015

Data Sheet

Topic:

Adopt, on Second Reading, Ordinance No. 2015-24, an Ordinance of the City of Tomball, Texas, amending Chapter 50 (Zoning) of the Tomball Code of Ordinances by Granting a Conditional Use Permit (CUP) to Spring Creek County Historical Association to Operate a "Museum"; said Property being Approximately 2.4 Acres, and being Legally Described as Lots 1, 2, 9-16, Block 48, the Southwesterly 20 Feet of Lot 3, and All of Lots 4 – 6, Block 102, Revised Map of Tomball, Recorded under Volume 4 Page 25, of the Map Records of Harris County, Texas; and Lot 8A, a Subdivision as Shown on Map or Plat Recorded under Film Code Number 598155, of the Map Records of Harris County, Texas, generally Located at the Corner of Epps Street and N. Pine Street; Providing Requirements and Conditions for This CUP; Providing for Severability; Providing for a Penalty of an Amount Not to Exceed \$2,000 for Each Day of Violation of Any Provision Hereof, Making Findings of Fact; and Providing for Other Related Matters

Background:

On November 9, 2015, the Planning and Zoning Commission approved Zoning Case P15-0130 with the condition that the build is in accordance with the concept plan.

Origination:

Community Development Department

Recommendation:

Approve Ordinance No. 2015-24 on Second Reading

Funding:

Party(ies) responsible for placing this item on agenda:

City Secretary

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

ATTACHMENTS:

Ordinance No. 2015-24

Staff Report

Public Hearing Announcement

Property Owner Notice

ORDINANCE NO. 2015-24

AN ORDINANCE OF THE CITY OF TOMBALL, TEXAS, AMENDING CHAPTER 50 (ZONING) OF THE TOMBALL CODE OF ORDINANCES BY GRANTING A CONDITIONAL USE PERMIT (CUP) TO SPRING CREEK COUNTY HISTORICAL ASSOCIATION TO OPERATE A "MUSEUM"; SAID PROPERTY BEING APPROXIMATELY 2.4 ACRES, AND BEING LEGALLY DESCRIBED AS LOTS 1, 2, 9-16, BLOCK 48, THE SOUTHWESTERLY 20 FEET OF LOT 3, AND ALL OF LOTS 4-6, BLOCK 102, REVISED MAP OF TOMBALL, RECORDED UNDER VOLUME 4 PAGE 25, OF THE MAP RECORDS OF HARRIS COUNTY, TEXAS; AND LOT 8A, A SUBDIVISION AS SHOWN ON MAP OR PLAT RECORDED UNDER FILM CODE NUMBER 598155, OF THE MAP RECORDS OF HARRIS COUNTY, TEXAS, GENERALLY LOCATED AT THE CORNER OF EPPS STREET AND N. PINE STREET; PROVIDING REQUIREMENTS AND CONDITIONS FOR THIS CUP; PROVIDING FOR SEVERABILITY; PROVIDING FOR A PENALTY OF AN AMOUNT NOT TO EXCEED \$2,000 FOR EACH DAY OF VIOLATION OF ANY PROVISION HEREOF, MAKING FINDINGS OF FACT; AND PROVIDING FOR OTHER RELATED MATTERS.

* * * * *

Whereas, the owner of approximately 2.4 acres of land, legally described as Lots 1, 2, 9-16, Block 48, the southwesterly 20 feet of Lot 3, and all of Lots 4-6, Block 102, revised Map of Tomball, recorded under Volume 4 Page 25, of the Map Records of Harris County, Texas; and Lot 8A, a subdivision as shown on map or plat recorded under Film Code Number 598155, of the Map Records of Harris County, Texas, generally located at the corner of Epps Street and N. Pine Street, in the City of Tomball, Harris County, Texas, (the "Property"), has requested a CUP to operate a "Museum"; and

Whereas, at least fifteen (15) days after publication in the official newspaper of the City of the time and place of a public hearing and at least ten (10) days after written notice of that hearing was mailed to the owners of land within two hundred feet of the Property in the manner required by law, the Planning & Zoning Commission held a public hearing on the requested CUP; and

Whereas, the public hearing was held before the Planning & Zoning Commission at least forty (40) calendar days after the City's receipt of the requested CUP; and

Whereas, the Planning & Zoning Commission recommended in its final report that City Council approve the requested CUP; and

Whereas, at least fifteen (15) days after publication in the official newspaper of the City of the time and place of a public hearing for the requested CUP, the City Council held the public hearing for the requested CUP and the City Council considered the final report of the Planning & Zoning Commission; and

Whereas, the City Council deems it appropriate to grant the requested CUP.

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

Section 1. The facts and matters set forth in the preamble of this Ordinance are hereby found to be true and correct.

Section 2. A CUP to operate a “Museum” at the Property in accordance with the concept plan, attached hereto as Exhibit “A,” and subject to the terms and conditions set forth below, is hereby granted to Spring Creek County Historical Association.

Section 3. The Official Zoning District Map of the City shall be revised and amended to show the CUP authorized for the Property, with the appropriate references thereon to the number and effective date of this Ordinance and a brief description of the nature of the CUP authorized.

Section 4. This Ordinance shall in no manner amend, change, supplement, or revise any provision of any ordinance of the City, save and except the granting of the CUP as herein provided.

Section 5. The CUP granted hereby shall be null and void after the expiration of two (2) years from the date of adoption hereof unless the Property is being used in accordance with the CUP herein authorized within said two-year period, or unless an extension of time is approved by City Council.

Section 6. The CUP authorized hereby shall be, and is, subject to the following additional limitations, restrictions, and conditions:

1. The site shall be developed and operated in substantial compliance with Exhibit “A.”

Section 7. In the event any clause, phrase, provision, sentence, or part of this Ordinance or the application of the same to any person or circumstance shall for any reason be adjudged invalid or held unconstitutional by a court of competent jurisdiction, it shall not affect, impair, or invalidate this Ordinance as a whole or any part or provision hereof other than the part declared to be invalid or unconstitutional; and the City Council of the City of Tomball, Texas, declares that it would have passed each and every part of the same notwithstanding the omission of any such part thus declared to be invalid or unconstitutional, whether there be one or more parts.

Section 8. Any person who shall violate any provision of this Ordinance shall be deemed guilty of a misdemeanor and, upon conviction, shall be fined in an amount not to exceed \$2,000. Each day of violation shall constitute a separate offense.

FIRST READING:

READ, PASSED AND APPROVED AS SET OUT BELOW AT THE MEETING OF THE CITY COUNCIL OF THE CITY OF TOMBALL HELD ON THE 16TH DAY OF NOVEMBER 2015.

COUNCILMAN HUDGENS	<u>AYE</u>
COUNCILMAN STOLL	<u>ABSENT</u>
COUNCILMAN DEGGES	<u>ABSENT</u>
COUNCILMAN TOWNSEND	<u>AYE</u>
COUNCILMAN QUINN	<u>AYE</u>

SECOND READING:

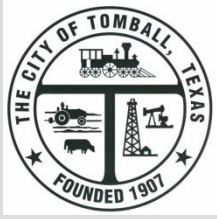
READ, PASSED AND APPROVED AS SET OUT BELOW AT THE MEETING OF THE CITY COUNCIL OF THE CITY OF TOMBALL HELD ON THE 7TH DAY OF DECEMBER 2015.

COUNCILMAN HUDGENS	_____
COUNCILMAN STOLL	_____
COUNCILMAN DEGGES	_____
COUNCILMAN TOWNSEND	_____
COUNCILMAN QUINN	_____

Gretchen Fagan, Mayor

ATTEST:

Doris Speer, City Secretary



Conditional Use Permit (CUP) Staff Report

Planning & Zoning Commission Hearing Date: November 9, 2015

City Council Public Hearing Date: November 16, 2015

Rezoning Case:	P15-0130
Property Owner(s):	Spring Creek County Historical Association
Applicant(s):	Brian K. Lunell
Legal Description:	Lots 1, 2, 9-16 block 48, the southwesterly 20 feet of lot 3, and all of lots 4 - 6 block 102, revised Map of Tomball, recorded under Volume 4 Page 25, of the Map Records of Harris County, Texas; and lot 8A a subdivision as shown on map or plat recorded under Film Code Number 598155, of the Map Records of Harris County, Texas
Location:	Corner of Epps St. & N. Pine St. (Exhibit "A")
Area:	2.4 acres
Comp Plan Designation:	Old Town Use (Exhibit "B")
Present Zoning and Use:	Single-Family Residential-6 (SF-6) District (Exhibit "C") / Spring Creek County Historical Association museum (Exhibit "D")
Proposed Use(s):	Museum
Request:	CUP to allow for an expansion of the existing Spring Creek County Historical Association museum
Adjacent Zoning & Land Uses:	
North:	SF-6 District / Single-Family Residential
South:	SF-6 District / Single-Family Residential
West:	SF-6 District / Single-Family Residential
East:	SF-6 District / Single-Family Residential

BACKGROUND

On June 25, 2015, the City received an application for a Conditional Use Permit (CUP) from the applicant to expand the current Spring Creek Historical Association museum. Specifically, the museum would like to add a cover for their existing sawmill, a windmill, and in the future, a new parking lot on Hicks Street. City Staff met with Charles Hall, President of the Spring Creek Historical Association, on July 27, 2015 and informed him that the CUP application could not be processed at that time because the museum land use was not allowed by-right or with a CUP in the Single-Family 6 (SF-6) District. Mr. Hall was informed that the City would initiate a text amendment that would allow the museum land use in all residential zoning districts with the approval of a CUP and that he could then apply for a CUP after the ordinance was adopted. On

September 21, 2015, City Council adopted, on first reading, Ordinance No. 2015-19, allowing museums in all residential zoning districts with the approval of a CUP. The ordinance was effective on October 19, 2015.

The City met with Mr. Hall again on October 19, 2015 to discuss the next steps. The City accepted the CUP application and it is now being presented for consideration.

ANALYSIS

According to Section 50-81 of the Tomball Code of Ordinances, when considering applications for a CUP, the City shall, on the basis of the concept plan and other information submitted, evaluate the impact of the conditional use on, and the compatibility of the use with, surrounding properties and neighborhoods to ensure the appropriateness of the use at a particular location. Specific considerations shall include the extent to which:

1. The proposed use is consistent with the goals, objectives, and policies contained in the adopted Comprehensive Plan;

The Comprehensive Plan identifies the subject site as Old Town Use which “includes mature single family neighborhoods, dense commercial uses, a civic core, and high density residential”. The museum appears to be in accordance with the Old Town Use definition. Furthermore, the land use has existed in the neighborhood since 1960 and has no known adverse impacts on the community.

2. The proposed use is consistent with the general purpose and intent of the applicable zoning district regulations;

According to Chapter 50 (Zoning) of the Tomball Code of Ordinances, “*a conditional use is a land use which, because of its unique nature, is compatible with the permitted land uses in a given zoning district only upon a determination that the external effects of the use in relation to the existing and planned uses of adjoining property and the neighborhood can be mitigated through imposition of certain standards and conditions.*” As previously mentioned, Council recently amended the City’s Land Use Matrix to allow the museum use in residential areas with the approval of a CUP. Since the museum use is permitted with the approval of a CUP, and the museum has been in existence for a long period of time with no known adverse impacts, the use is consistent with the intent of the applicable zoning regulations.

3. The proposed use meets all supplemental standards specifically applicable to the use as set forth in Chapter 50 (Zoning) of the Tomball Code of Ordinances;

Should the CUP application be approved, the applicant will be required to submit a site plan application and supporting documents to the City for review and approval before construction. The concept plan appears to be generally consistent with Chapter 50 (Zoning) of the Tomball Code of Ordinances.

4. The proposed use is compatible with and preserves the character and integrity of adjacent development and neighborhoods and, as required by the particular circumstances, includes improvements or modifications either on-site or within the public rights-of-way to mitigate development-related adverse impacts;

The proposed use appears to be compatible with and preserves the character and integrity of the adjacent development and neighborhood. There are multiple other uses in the area including a church and daycare.

5. The proposed use is not materially detrimental to the public health, safety, convenience and welfare, or results in material damage or prejudice to other property in the vicinity.

The proposed uses and concept plan do not appear to be materially detrimental to the public health, safety, convenience and welfare, or result in material damage or prejudice to other property in the vicinity.

PUBLIC COMMENT

Property owners within 200 feet of the project site were mailed notification of this proposal on October 29, 2015. As of November 4, 2015, six residents have contacted City Staff to inquire about the case. Two of the residents expressed concerns regarding the proposal.

RECOMMENDATION

Based on the findings outlined in the analysis section of this staff report, City staff recommends **APPROVAL** of Zoning Case P15-0130, subject to the following condition of approval:

- 1) The site shall be developed and operated in substantial compliance with Exhibit “F.”

EXHIBITS

- A. Aerial Photo
- B. Comprehensive Plan
- C. Zoning Map
- D. Site Photo
- E. CUP Application
- F. Concept Plan

Exhibit "A"
Aerial Photo

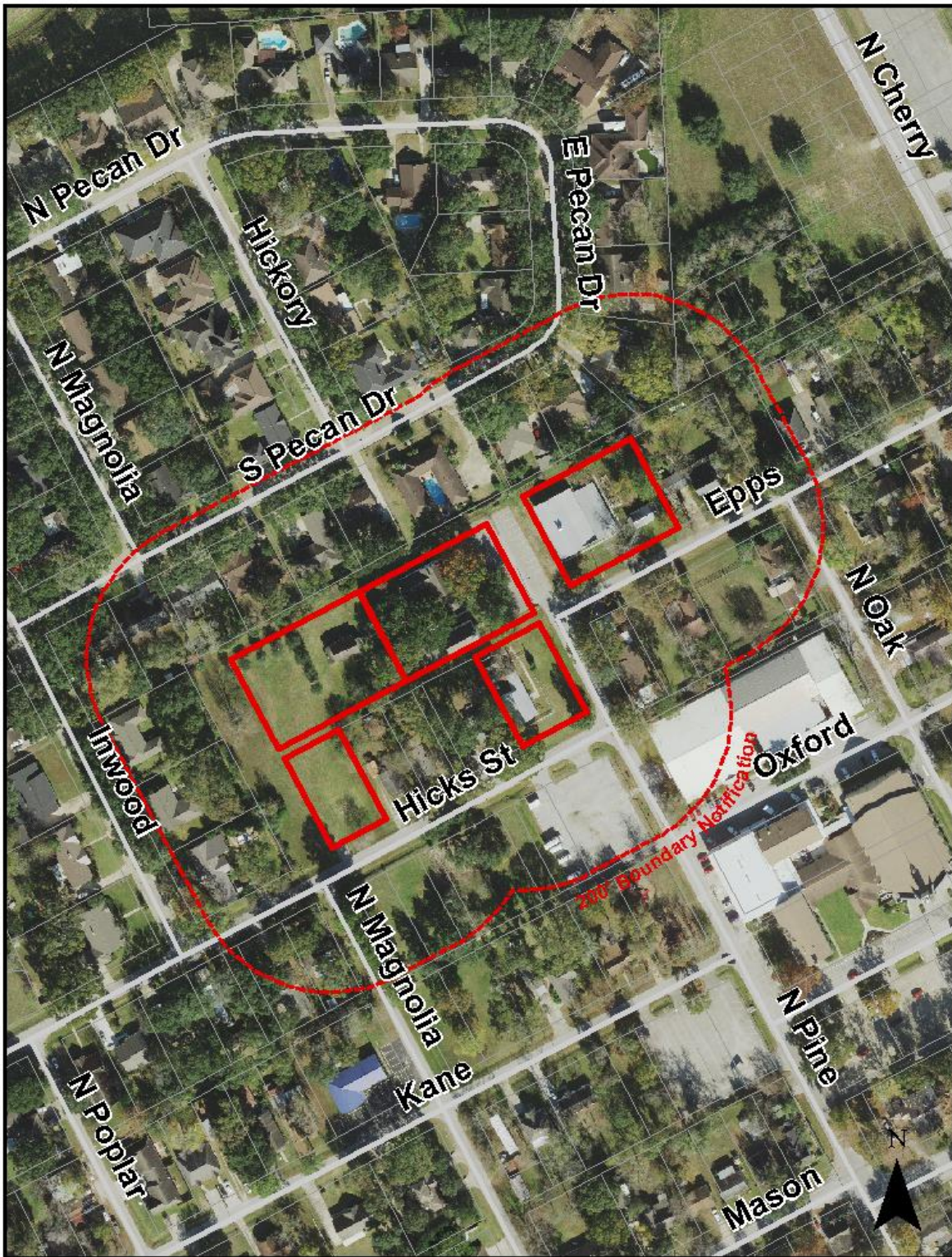


Exhibit "B"
Comprehensive Plan



Exhibit "C"
Zoning Map



**Exhibit “D”
Site Photo**



Exhibit "E"
CUP Application



Revised 1/20/09
2015-0130

APPLICATION FOR
CONDITIONAL USE PERMIT
Engineering & Planning Department

A conditional use is a land use which, because of its unique nature, is compatible with the permitted land uses in a given zoning district only upon a determination that the external effects of the use in relation to the existing and planned uses of adjoining property and the neighborhood can be mitigated through imposition of certain standards and conditions. This Section sets forth the standards used to evaluate proposed conditional uses and the procedures for approving conditional use permit (CUP) applications:

No conditional use shall be established and no building permit shall be issued for any use designated as a conditional use within any zoning district until a conditional use permit (CUP) is approved and issued in accordance with the provisions of this Section and Section 10 of The Zoning Ordinance.

APPLICATION SUBMITTAL: Applications will be *conditionally* accepted on the presumption that the information, materials and signatures are complete and accurate. If the application is incomplete or inaccurate, your project may be delayed until corrections or additions are received.

Applicant

Name: Brian K. Lunell Title: R.P.L.S.
Mailing Address: 5000 Cabbage Street City: Spring State: Texas
Zip: 77379
Phone: (281) 320-9591 Fax: (281) 376-1726 Email: hovis@hovissurveying.com

Owner

Name: Spring Creek County Historical Association Title: _____
Mailing Address: 510 North Pine St. City: Tomball State: Texas
Zip: 77377
Phone: (281) 255-2148 Fax: (_____) Email: _____

Engineer/Surveyor (if applicable)

Name: Brian K. Lunell Title: R.P.L.S.
Mailing Address: 5000 Cabbage Street City: Spring State: Texas
Zip: 77379
Phone: (281) 320-9591 Fax: (_____) Email: hovis@hovissurveying.com

Description of Proposed Project: Museum Improvements

Physical Location of Property: Intersection of North Pine and Epps

502 - N. Pine

[General Location – approximate distance to nearest existing street corner]

Legal Description of Property: Lots 1, 2, 9 through 16, Block 48, Lots 4-6 and West 20' of Lot 3, Block 102, Revised Map of Tomball [Survey/Abstract No. and Tracts; or platted Subdivision Name with Lots/Block]

HCAD Identification Number: 035281002004, 0352670480021, 0352670480013, 0352670480001
Acreage: 23,800sqft, 39,900sqft, 28,000sqft, 14,000sqft

Current Use of Property: Museum

Proposed Use of Property: Museum

Please note: A courtesy notification sign will be placed on the subject property during the public hearing process and will be removed when the case has been processed.

This is to certify that the information on this form is COMPLETE, TRUE, and CORRECT and the under signed is authorized to make this application. I understand that submitting this application does not constitute approval, and incomplete applications will result in delays and possible denial.

X B. K. Hall 6/24/15
Signature of Applicant Date

X Charles R. Hall 10/2/14
Signature of Owner Date

President

Spring Creek County
HISTORICAL ASSOCIATION

August 28, 2014

To Whom It May Concern:

This is to advise that all building structures located on the Spring Creek County Historical Association property known as 510 North Pine Street, Tomball, Texas 77377-0457 were in existence prior to the date of February 4, 2008.



Charles Hall-President

Phone: (281) 255-2148 • Post Office Box 457 • Tomball, Texas 77377-0457
Website: www.tomballmuseumcenter.org

5000 Cabbage St.
Spring, Texas 77379
Ph. 281-320-9591
Fax: 281-376-1726
hovis@hovissurveying.com
Firm License #10030400

HOVIS

SURVEYING COMPANY, INC.

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Acreage, Residential, Industrial &
Commercial

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June 24, 2015

To: The City of Tomball
Engineering and Planning Department

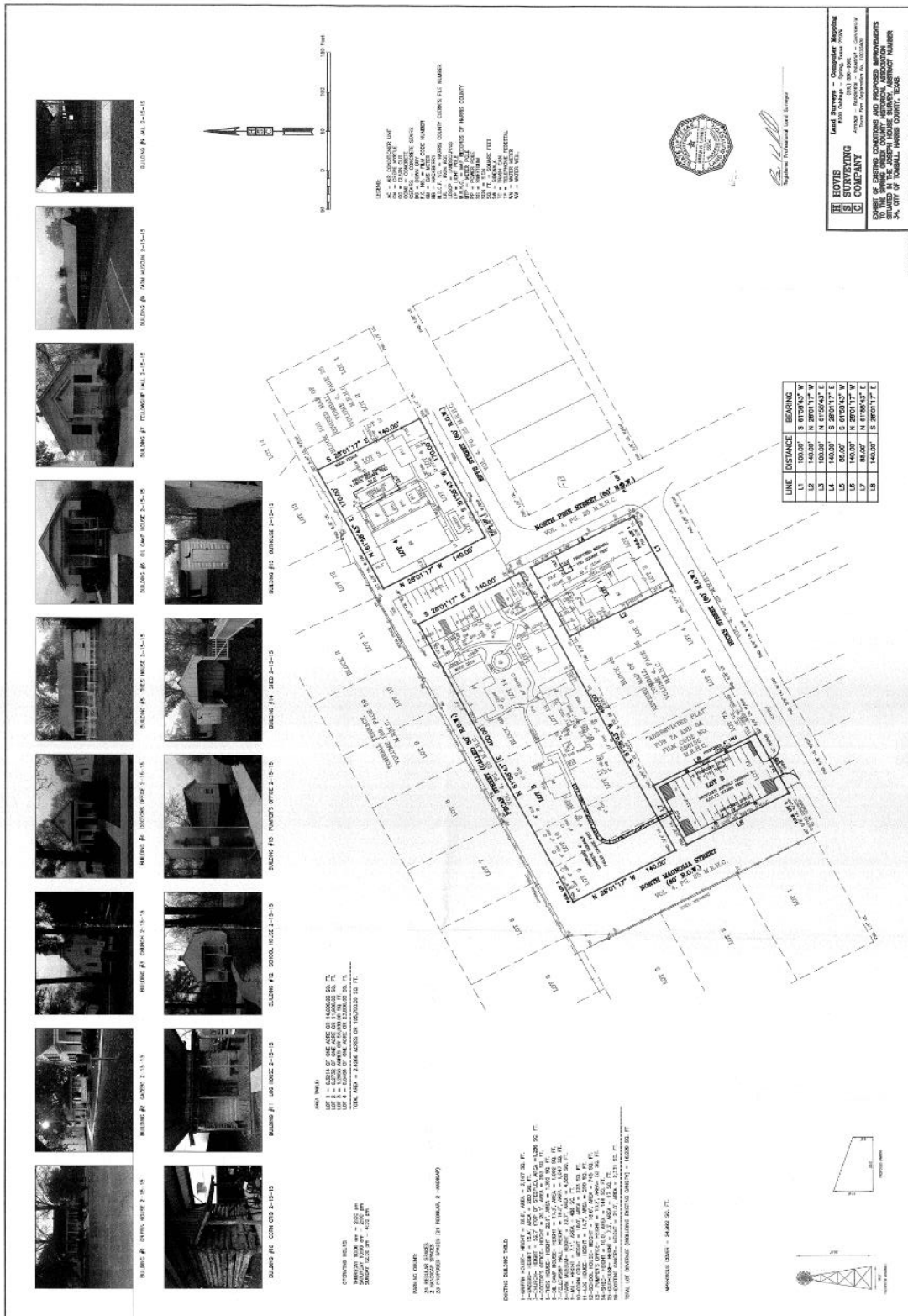
RE: Conditional Use Permit

The Spring Creek County Historical Association is requesting a Conditional Use Permit to allow for improvements to the property consistent with the existing development. This site is currently zoned as SF-6, but has been in use as a museum prior to the date of February 4, 2008.

Sincerely,

Brian K. Lunell, R.P.L.S.
Project Manager
Hovis Surveying Co.
5000 Cabbage Street
Spring, Texas 77379
Phone #: 281-320-9591
Fax #: 281-376-1726

Exhibit “F” Concept Plan



**NOTICE OF PUBLIC HEARING
CITY OF TOMBALL
PLANNING & ZONING COMMISSION (P&Z)
November 9, 2015
&
CITY COUNCIL
November 16, 2015**



Notice is Hereby Given that a Public Hearing will be held by the P&Z of the City of Tomball on **Monday, November 9, 2015, at 6:00 P.M.**, and by the City Council of the City of Tomball on **Monday, November 16, 2015, at 6:00 P.M.** at City Hall, 401 Market Street, Tomball Texas. On such dates, the P&Z and City Council will consider the following:

Zoning Case P15-0130: Request by Brian K. Lunell, on behalf of Spring Creek County Historical Association, for a Conditional Use Permit to operate a “museum” in the Single-Family 6 district. The property is approximately 2.4 acres, situated in the Joseph House Survey, Abstract Number 34, and is legally described lots 1, 2, 9-16 block 48, the southwesterly 20 feet of lot 3, and all of lots 4 - 6 block 102, revised Map of Tomball, recorded under Volume 4 Page 25, of the Map Records of Harris County, Texas; and lot 8A a subdivision as shown on map or plat recorded under Film Code Number 598155, of the Map Records of Harris County, Texas. The property is generally located at the intersection of N. Pine St. and Epps St. at 510 North Pine St.

At the public hearings, parties of interest and citizens will have the opportunity to be heard. All citizens of the City of Tomball, and any other interested parties, are invited to attend. Applications are available for public inspection Monday through Friday, except holidays, at the Public Works Building, located at 501 James Street, Tomball, TX 77375. Further information may be obtained by contacting the Assistant City Planner, Amelia Lindley, at (281) 290-1410 or at alindley@tomballtx.gov.

C E R T I F I C A T I O N

I hereby certify that the above notice of meeting was posted on the bulletin board of City Hall; City of Tomball, Texas, a place readily accessible to the general public at all times, on the **5th** day of **November 2015** by 5:00 p.m., and remained posted for at least 72 continuous hours preceding the scheduled time of said meeting.

Kim Chandler
Kim Chandler
Secretary of the Board

This facility is wheelchair accessible and accessible parking spaces are available. Requests for accommodations or interpretive services must be made 48 hours prior to this meeting. Please feel free to contact the City Secretary's office at (281) 290-1002 or FAX (281) 351-6256 for further information. AGENDAS MAY ALSO BE VIEWED ONLINE AT www.tomballtx.gov.



Notice of Public Hearing

YOU ARE INVITED TO ATTEND Public Hearings before the **PLANNING & ZONING COMMISSION** and **CITY COUNCIL** of the City of Tomball regarding the following item:

CASE NUMBER: P15-0130

APPLICANT/OWNER: Brian K. Lunell, on behalf of Spring Creek County Historical Association

LOCATION: At the intersection of North Pine Street and Epps Street at 510 North Pine Street.

PROPOSAL: Request by Brian K. Lunell, on behalf of Spring Creek County Historical Association, for a Conditional Use Permit to operate a “museum” in the Single-Family 6 district. The property is approximately 2.4 acres, situated in the Joseph House Survey, Abstract Number 34, and is legally described lots 1, 2, 9-16 block 48, the southwesterly 20 feet of lot 3, and all of lots 4 - 6 block 102, revised Map of Tomball, recorded under Volume 4 Page 25, of the Map Records of Harris County, Texas; and lot 8A a subdivision as shown on map or plat recorded under Film Code Number 598155, of the Map Records of Harris County, Texas.

CONTACT: Amelia Lindley

PHONE: (281) 290-1410

E-MAIL: alindley@tomballtx.gov

Interested parties may contact the City of Tomball between 8:00 a.m. and 5:00 p.m. Monday through Friday for further information. The application is available for public review Monday through Friday, except holidays, between the hours of 8:00 a.m. and 5:00 p.m. in the Community Development Department office, located at 501 James Street, Tomball, TX 77375. The staff report will be available no later than 4:00 p.m. on the Friday preceding the meeting.

This notice is being mailed to all owners of real property within 200 feet of the request as such ownership appears on the last approved Harris County Appraisal District tax roll. Interested parties may appear and speak on the project or the staff recommendation at the meeting. Written comments may also be submitted for consideration.



**Planning & Zoning Commission
Public Hearing:**

Monday, November 9, 2015, 6:00 PM

City Council Public Hearing:

***Monday, November 16, 2015, 6:00 PM**

**The Public Hearings will be held in the
City Council Chambers, City Hall
401 Market Street, Tomball, Texas**

*Should the Planning & Zoning Commission vote to table the recommendation on the case, the date and time of a future meeting will be specified and the City Council will not review the subject case until such a recommendation is forwarded to the City Council by the Planning & Zoning Commission.

Regular City Council Agenda Item Data Sheet

Meeting Date: December 7, 2015

Topic:

Appoint Member to Fill Vacancy on the Tomball Regional Health Foundation for Term Expiring September 1, 2017

Background:

On August 17, 2015, City Council reappointed Latrell Simmons Shannon and William "Rick" Pritchett to their respective Class A, City-appointed Board of Directors positions on the Tomball Regional Health Foundation. The new terms expire on September 1, 2017.

Mr. Pritchett has moved outside Tomball and is no longer qualified to serve as a City-appointed representative on the Board of Directors of the Tomball Regional Health Foundation.

As Mayor, I wish to recommend the appointment of Jim Ross, CFO with Tomball Independent School District to complete Mr. Pritchett's term in Position 4. I believe his financial expertise will be beneficial to the Health Foundation.

Origination:

Mayor Fagan

Recommendation:

N/A

Funding:**Party(ies) responsible for placing this item on agenda:**

Doris Speer, City Secretary

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

Regular City Council

Agenda Item

Meeting Date: December 7, 2015

Data Sheet

Topic:

Consideration and possible action to approve, as a Project of the Corporation, an agreement with Rock Materials to make direct incentives to, or expenditures for, the creation or retention of primary jobs associated with the relocation and development of its operations to be located at 13315 Theis Ln., Tomball, Texas. The estimated amount of expenditures for such Project is \$111,000.00

Background:

All expenditures of the Tomball Economic Development Corporation (TEDC) sales tax revenue must first be approved as a "Project." At its regular meeting on November 17, 2015, the TEDC Board of Directors did take formal action to approve, as a Project of the TEDC, an agreement with Rock Materials for the relocation and development of its operations. The City Council of Tomball has final approval authority over all projects and agreements of the TEDC.

Origination:

Tomball Economic Development Corporation Board of Directors

Recommendation:

Approve, as a Project of the Corporation, the Performance Agreement with Rock Materials.

Funding: Yes

Account Number: Project Grants

Party(ies) responsible for placing this item on agenda:

Kelly Violette, Executive Director, Tomball Economic Development Corporation.

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

ATTACHMENTS:

Cover Memo

Request Letter

Economic Impact Analysis

Draft Performance Agreement



TO: Honorable Mayor and City Council

FROM: Kelly Violette
Executive Director

MEETING DATE: December 7, 2015

SUBJECT: Rock Materials

ITEM TYPE: Action

The Tomball Economic Development Corporation has received a request from Ron Proctor, Jr, VP Operations & Finance, of Worldwide Rock Enterprises LP (dba Rock Materials), for grant funding consideration for the company's proposed relocation from 2610 Spring Cypress Rd, Spring, TX to Tomball.

Rock Materials supplies natural stone, masonry, and landscape materials to regionally and nationally recognized home builders. The company was founded in 1998 in Coppell, Texas, and expanded to Spring in 2006. The company has outgrown its existing facility and proposes to relocate its operations to a 7 acre tract of land located at 13315 Theis Lane in Tomball, TX. The company plans to build a 5,000 square foot office building and a 10,000 square foot warehouse. The capital investment for the project is estimated to be \$3.8 million. The company plans to relocate its 35 employees to the facility and add 2 new employment positions within the first 2 years of operation.

This company is considered a primary employer based on its North American Industry Classification Code (NAICS) of 423320: Brick, stone, and related construction material merchant wholesalers.

An economic impact analysis is included with the agreement to show the impact of this project on Tomball's economy. Per the analysis, the estimated five year net benefit to the city is \$807,948.00. The proposed TEDC incentive is \$111,000.00, based upon primary jobs relocated/created in the City.



October 23, 2015

Dear Kelly,

On behalf of Worldwide Rock Enterprises LP (dba Rock Materials), I submit this request for grant funding assistance to the Tomball Economic Development Corporation for our business relocation from Spring to Tomball.

Rock Materials was founded in 1998 in Coppel, TX, and expanded to Spring in 2006. We are a natural stone, masonry, and landscape provider, with a customer base primarily comprised of regionally and nationally recognized home builders. We are a primary employer under NAICS code 423320. The company is privately owned by five active partners:

- David Rollen, President (Coppel)
- Evan Moorehead, VP General Manager (Coppel)
- Jamey Joseph, VP Sales (Spring)
- Ron Proctor, Sr., CFO (Spring)
- Ron Proctor, Jr., VP Operations & Finance (Spring)

Since our expansion to the Houston area in 2006, our business and customer base have grown significantly. From 2011 through 2014, annual revenue at our Spring location has grown between 25 and 35 percent each year. This substantial growth has required us to add more trucks, equipment, employees, and on-hand inventory. Our current location at 2610 Spring Cypress Rd., situated on approximately 3.9 acres, is no longer sufficient for our business needs.

To further our business, we are currently under contract to purchase 7 acres of land in Tomball. This 7 acre tract is located on Theis Ln., east of Business 249 and Wal-Mart, and directly south of the Tomball Industrial Park. This land is under contract for \$1,000,000 and we anticipate closing on the property in late December 2015.

Upon closing, we will commence construction on a new facility. The plans include a 5,000 sf office building and 10,000 sf warehouse. The office building will be situated on the northeast corner of the property, with the warehouse adjacent and to the south. Both buildings will be of metal construction, with the front of the office building having a natural stone façade. Customer parking will be in front of the office, while employee parking will be separate and located east of the buildings. Ample landscaping will adorn the front of the facility, and attempts will be made to keep as many of the current trees as possible. Approximately five of the remaining acres of the property will be paved with 6-inch reinforced concrete. The entire property will be enclosed with a fence, with entrance and exit gates with proper setbacks along Theis Ln. Additionally, we plan on installing an attractive sign to enhance our development. Overall development costs for this project is currently estimated at \$2,500,000.

Once developed, we will be relocating our operation from Spring to Tomball. This move will include our employees (currently 35), equipment, and inventory. With current developer and contractor estimates, we anticipate being fully operational at the new facility in late Q3 or early Q4 of 2016.

We appreciate your consideration for grants, tax reductions, or any other business incentives you may have available for Rock Materials' relocation. We are excited to become a part of your community, and look forward to growing our business within the city of Tomball.

Sincerely,

Ron Proctor, Jr.
Rock Materials

office: 281.353.3100

e-mail: rproctorjr@rockmaterials.com

EXECUTIVE SUMMARY

A REPORT OF THE ECONOMIC IMPACT OF ROCK MATERIALS IN TOMBALL, TX

November 11, 2015

Prepared by:

Tomball Economic Development Corporation

29201 Quinn Rd., Suite B

Tomball, Texas 77375



Prepared using Total Impact



PURPOSE & LIMITATIONS

This report presents the results of an analysis undertaken by the Tomball Economic Development Corporation using Total Impact, an economic and fiscal impact analysis tool developed and supported by the Austin, TX based economic consulting firm, Impact DataSource.

The Total Impact model is a customized software program licensed to the Tomball Economic Development Corporation. The model includes estimates, assumptions, and other information developed by Impact DataSource from its independent research effort detailed in Tomball Economic Development Corporation's Total Impact User Guide.

The analysis relies on prospective estimates of business activity that may not be realized. Tomball Economic Development Corporation made reasonable efforts to ensure that the project-specific data entered into the Total Impact model reflects realistic estimates of future activity.

No warranty or representation is made by Tomball Economic Development Corporation or Impact DataSource that any of the estimates or results contained in this study will actually be achieved.



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Introduction

This report presents the results of an economic impact analysis performed using Total Impact, a model developed by Impact DataSource. The report estimates the impact that a potential project in the City of Tomball will have on the local economy and estimates the costs and benefits for local taxing districts over a 10-year period.

Description of the Project

Rock Materials proposes to relocate its operations from Spring, Texas to a 7 acre tract in the City of Tomball. The company plans to build a 5,000 square foot office building and a 10,000 square foot warehouse. The capital investment for the project is estimated to be \$3.8 million. The company plans to relocate its 35 employees to the facility and add 2 new employment positions within the first 2 years of operation.

Economic Impact Overview

The Project's operations will support employment and other economic impacts in the community. The 37.0 workers directly employed by the Project will earn approximately \$34,000 per year on average over the next 10 years. This direct activity will support 28.6 indirect and induced workers in the community earning \$18,000 on average over the next 10 years. The total additional payroll or workers' earnings associated with the Project is estimated to be approximately \$17.8 million over the next 10 years.

On average, the Project will generate \$9.2 million in direct economic output over the next 10 years. Spin-off businesses in the community will produce \$6.7 million in economic output per year as a result of the Project. In total, the Project will support \$16.0 million in economic output per year on average. Economic output is the value of goods and services produced in the economy and can be thought of as revenues for businesses. The economic output calculations in this report were estimated using the RIMS II economic impact model and the Project's employment estimates.

Accounting for various taxable sales and purchases, including activity associated with the Project, worker spending, and visitors' spending in the community, the Project is estimated to support approximately \$75.7 million in taxable sales over the next 10 years.

Table 1. Economic Impact Over the Next 10 Years

	Direct	Indirect & Induced	Total
Number of permanent direct, indirect, and induced jobs to be created	37.0	28.6	65.6
Salaries to be paid to direct, indirect, and induced workers	\$12,634,006	\$5,148,359	\$17,782,365
Economic output generated by direct, indirect, and induced activity	\$92,125,071	\$67,481,615	\$159,606,686
Taxable sales and purchases expected in the City	\$75,481,338	\$169,896	\$75,651,234

ROCK MATERIALS | ECONOMIC IMPACT

The Project may result in new residents moving to the community and potentially new residential properties being constructed as summarized below.

Table 2. Population Impacts Over the Next 10 Years

	Direct	Indirect & Induced	Total
Number of direct, indirect, and induced workers who will move to the City	0.0	0.0	0.0
Number of new residents in the City	0.0	0.0	0.0
Number of new residential properties to be built in the City	0.0	0.0	0.0
Number of new students expected to attend local school district	0.0	0.0	0.0

The Project is estimated to support an average of approximately \$4.7 million in new non-residential taxable property each year over the next 10 years. The taxable value of property supported by the Project over the 10-year period is shown in the following table.

Table 3. Value of Taxable Property Supported by the Project Over the Next 10 Years

Year	New Residential Property	The Project's Property				Subtotal Nonresidential Property	Total Residential & Nonresidential Property
		Land	Buildings & Other Real Prop. Improvements	Furniture, Fixtures, & Equipment	Inventories		
1	\$0	\$1,000,000	\$2,500,000	\$350,000	\$650,000	\$4,500,000	\$4,500,000
2	\$0	\$1,020,000	\$2,550,000	\$315,000	\$663,000	\$4,548,000	\$4,548,000
3	\$0	\$1,040,400	\$2,601,000	\$280,000	\$676,260	\$4,597,660	\$4,597,660
4	\$0	\$1,061,208	\$2,653,020	\$245,000	\$689,785	\$4,649,013	\$4,649,013
5	\$0	\$1,082,432	\$2,706,080	\$210,000	\$703,581	\$4,702,093	\$4,702,093
6	\$0	\$1,104,081	\$2,760,202	\$175,000	\$717,653	\$4,756,935	\$4,756,935
7	\$0	\$1,126,162	\$2,815,406	\$140,000	\$732,006	\$4,813,574	\$4,813,574
8	\$0	\$1,148,686	\$2,871,714	\$105,000	\$746,646	\$4,872,046	\$4,872,046
9	\$0	\$1,171,659	\$2,929,148	\$70,000	\$761,579	\$4,932,386	\$4,932,386
10	\$0	\$1,195,093	\$2,987,731	\$70,000	\$776,810	\$5,029,634	\$5,029,634

The taxable value of residential property represents the value of properties that may be constructed as a result of new workers moving to the community.

This analysis assumes the residential real property appreciation rate to be 2.0% per year. The Project's real property is assumed to appreciate at a rate of 2.0% per year. The analysis assumes the Project's furniture, fixtures, and equipment will depreciate over time according to the depreciation schedule shown in Appendix A.

ROCK MATERIALS | FISCAL IMPACT

Fiscal Impact Overview

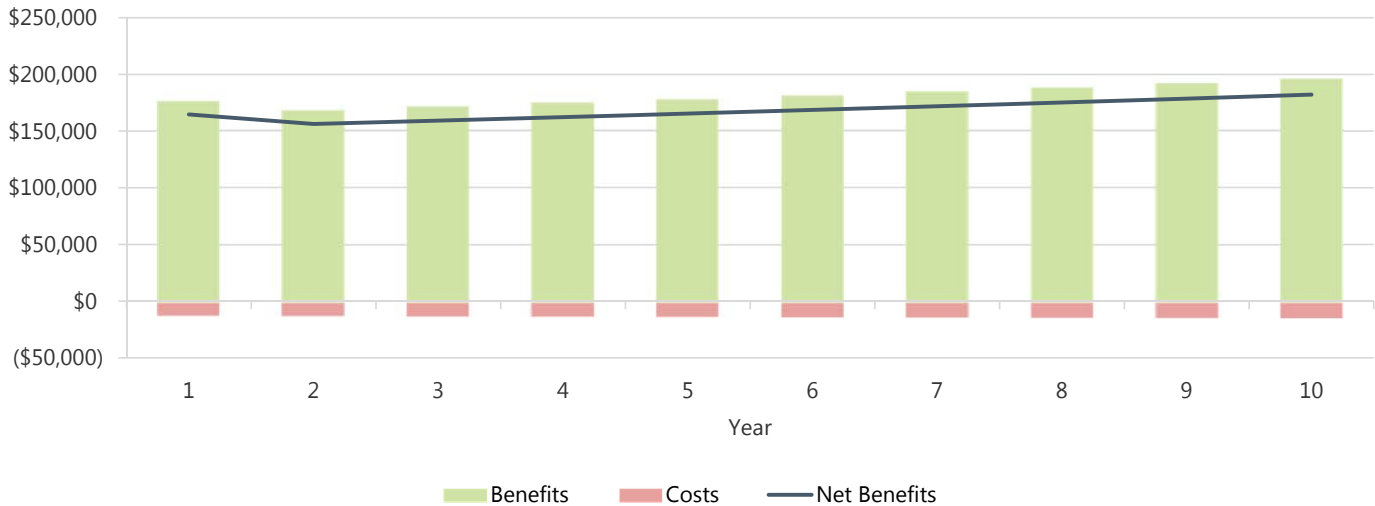
The Project will generate additional benefits and costs for the City. Overall, the City will receive approximately \$1,684,500 in net benefits over the 10-year period. The table below displays the estimated additional benefits, costs, and net benefits to be received by the City over the next 10 years of the Project. Appendix C contains the year-by-year calculations.

Table 4. City of Tomball: Benefits, Costs, and Net Benefits Over the Next 10 Years

	Amount
Sales Taxes	\$1,513,025
Property Taxes - Project, after abatement	\$161,854
Property Taxes - New Residential	\$0
Utility Revenue	\$92,110
Utility Franchise Fees	\$9,280
Building Permits and Fees	\$8,490
Hotel Occupancy Taxes	\$0
Miscellaneous Taxes & User Fees	\$28,148
<u>Subtotal Benefits</u>	<u>\$1,812,907</u>

Cost of Providing Municipal Services	(\$41,820)
Cost of Providing Utility Services	(\$86,583)
<u>Subtotal Costs</u>	<u>(\$128,403)</u>
Net Benefits	\$1,684,503
<i>Present Value (5% discount rate)</i>	<i>\$1,292,884</i>

Figure 1. Annual Fiscal Net Benefits for the City of Tomball



ROCK MATERIALS | FISCAL IMPACT

Impact from Project and Workers

The City will receive benefits from the activity, spending, and investments associated with (1) the Project and (2) the workers. These benefits, associated costs, and resulting net benefits for the next 10 years are shown below for these two categories.

Table 5: Net Benefits to the City from the Project and Workers

	The Project	Workers	Total
Sales Taxes	\$1,501,288	\$11,736	\$1,513,025
Real Property Taxes	\$130,859	\$0	\$130,859
FF&E Property Taxes	\$6,693	\$0	\$6,693
Inventory Property Taxes	\$24,302	\$0	\$24,302
New Residential Property Taxes	\$0	\$0	\$0
Utility Revenue	\$92,110	\$0	\$92,110
Utility Franchise Fees	\$9,280	\$0	\$9,280
Building Permits and Fees	\$8,490	\$0	\$8,490
Hotel Occupancy Taxes	\$0	\$0	\$0
Miscellaneous Taxes & User Fees	\$28,148	\$0	\$28,148
<u>Subtotal Benefits</u>	<u>\$1,801,170</u>	<u>\$11,736</u>	<u>\$1,812,907</u>
Cost of Providing Municipal Services	(\$41,820)	\$0	(\$41,820)
Cost of Providing Utility Services	(\$86,583)	\$0	(\$86,583)
<u>Subtotal Costs</u>	<u>(\$128,403)</u>	<u>\$0</u>	<u>(\$128,403)</u>
Net Benefits	\$1,672,767	\$11,736	\$1,684,503
<i>Percent of Total Net Benefits</i>	<i>99.3%</i>	<i>0.7%</i>	

Summary of Public Support Considered

The City of Tomball may provide economic development incentives to support the Project, a summary of the incentives under consideration is provided below.

Table 6. Public Support Under Consideration by the City of Tomball

Year	Enter Incentive Description	Total
1	\$0	\$0
2	\$111,000	\$111,000
3	\$0	\$0
4	\$0	\$0
5	\$0	\$0
6	\$0	\$0
7	\$0	\$0
8	\$0	\$0
9	\$0	\$0
10	\$0	\$0
Total	\$111,000	\$111,000

Non-Tax Incentives

The City is considering the following non-tax incentives for the Project.

Table 10. Incentives Under Consideration

Year	Enter Incentive Description
1	\$0
2	\$111,000
3	\$0
4	\$0
5	\$0
6	\$0
7	\$0
8	\$0
9	\$0
10	\$0
Total	\$111,000

These financial incentives may be considered an investment in the Project made by the city. Four calculations analyzing possible investments were made:

1. Net Benefits - detailed above
2. Present Value of Net Benefits - detailed above
3. Rate of Return on Investment - discussed and detailed below
4. Payback Period - discussed and detailed below

The rate of return on investment calculates the average annual rate of return to the city, treating the incentives as the initial investment and the net benefits to the city as the return on investment. The payback period is the number of years that it will take the city to recover the cost of incentives from the additional revenues that it will receive as a result of the Project.

The table below shows an analysis of these incentives, including a calculation of incentives per job, rate of return, and payback period.

Table 11. Analysis of Incentives

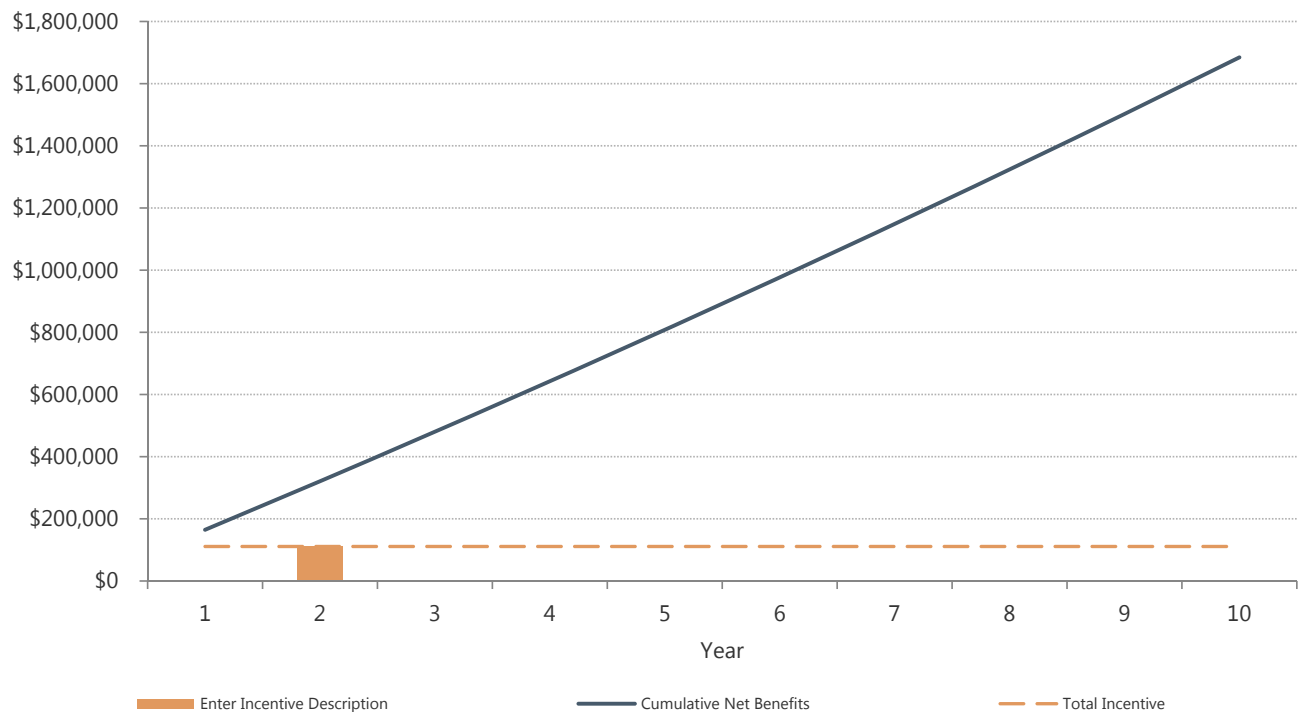
Total Non-Tax Incentive	\$111,000
Rate of Return - 5 Years	145.6%
Rate of Return - 10 Years	151.8%
Payback period (years)	0.7

Note: The Rate of Return and Payback Period are calculated based on the sum of annual incentives, not the present value of the incentives.

ROCK MATERIALS | PUBLIC SUPPORT

The graph below depicts the total incentives currently under consideration versus the cumulative net benefits to the City. The intersection indicates the length of time until the incentives are paid back.

Figure 2. Incentives Under Consideration



Overview of Methodology

This report presents the results of an analysis undertaken by the Tomball Economic Development Corporation using Total Impact, an economic and fiscal impact analysis tool developed and supported by the Austin, TX based economic consulting firm, Impact DataSource.

The Total Impact model combines project-specific attributes with community data, tax rates, and assumptions to estimate the economic impact of the Project and the fiscal impact for local taxing districts over a 10-year period.

The economic impact as calculated in this report can be categorized into two main types of impacts. First, the direct economic impacts are the jobs and payroll directly created by the Project. Second, this economic impact analysis calculates the indirect and induced impacts that result from the Project. Indirect jobs and salaries are created in new or existing area firms, such as maintenance companies and service firms, that may supply goods and services for the Project. In addition, induced jobs and salaries are created in new or existing local businesses, such as retail stores, gas stations, banks, restaurants, and service companies that may supply goods and services to new workers and their families.

The economic impact estimates in this report are based on the Regional Input-Output Modeling System (RIMS II), a widely used regional input-output model developed by the U. S. Department of Commerce, Bureau of Economic Analysis. The RIMS II model is a standard tool used to estimate regional economic impacts. The economic impacts estimated using the RIMS II model are generally recognized as reasonable and plausible assuming the data input into the model is accurate or based on reasonable assumptions. Impact DataSource utilizes county-level multipliers to estimate the impact occurring at the sub-county level.

Two types of regional economic multipliers were used in this analysis: an employment multiplier and an earnings multiplier. An employment multiplier was used to estimate the number of indirect and induced jobs created or supported in the area. An earnings multiplier was used to estimate the amount of salaries to be paid to workers in these new indirect and induced jobs. The employment multiplier shows the estimated number of total jobs created for each direct job. The earnings multiplier shows the estimated amount of total salaries paid to these workers for every dollar paid to a direct worker. The multipliers used in this analysis are listed below:

420000 Wholesale trade		City	County
Employment Multiplier	(Type II Direct Effect)	1.7717	2.3351
Earnings Multiplier	(Type II Direct Effect)	1.4075	1.7050

The fiscal impacts calculated in this report are detailed in Appendix C. Most of the revenues estimated in this study result from calculations relying on (1) attributes of the Project, (2) assumptions to derive the value of associated taxable property or sales, and (3) local tax rates. In some cases, revenues are estimated on a per new household, per new worker, or per new school student basis.

The company or Project developer was not asked, nor could reasonably provide data for calculating some other revenues. For example, while the city will likely receive revenues from fines paid on speeding tickets given to new workers, the company does not know the propensity of its workers to speed. Therefore, some revenues are calculated using an average revenue approach. This approach uses relies on two assumptions:

1. The taxing entity has two general revenue sources: revenues from residents and revenues from businesses.
2. The taxing entity will collect (a) about the same amount of miscellaneous taxes and user fees from each new household that results from the Project as it currently collects from existing households on average, and (b) the same amount of miscellaneous taxes and user fees from the new business (on a per worker basis) will be collected as it collects from existing businesses.

ROCK MATERIALS | METHODOLOGY

In the case of the school district, some additional state and federal revenues are estimated on a per new school student basis consistent with historical funding levels.

Additionally, this analysis sought to estimate the additional expenditures faced by the city and county to provide services to new households and new businesses. A marginal cost approach was used to calculate these additional costs. This approach relies on two assumptions:

1. The taxing entity spends money on services for two general groups: revenues from residents and revenues from businesses.
2. The taxing entity will spend slightly less than its current average cost to provide local government services (police, fire, EMS, etc.) to (a) new residents and (b) businesses on a per worker basis.

In the case of the school district, the marginal cost to educate new students was estimated based on a portion of the school's current expenditures per student and applied to the headcount of new school students resulting from the Project.

Additionally, this analysis seeks to calculate the impact on the school district's finances from the Project by generally, and at a summary level, mimicking the district's school funding formula.

According to the Texas Education Agency, any property added to local tax rolls, and the local taxes that this generates, reduces the amount of state funding equivalent to local taxes collected for maintenance and operations. The school district retains local taxes received for debt services and the corresponding state funding is not reduced.

However, according to the Texas Education Agency, the school district will receive state aid for each new child that moves to the District. The additional revenues for the school district are calculated in this analysis.

About Impact DataSource

Impact DataSource is an Austin economic consulting, research, and analysis firm founded in 1993. The firm has conducted over 2,500 economic impact analyses of firms, projects, and activities in most industry groups in Texas and more than 30 other states.

In addition, Impact DataSource has prepared and customized more than 50 economic impact models for its clients to perform their own analyses of economic development projects. These clients include the New Mexico Economic Development Department and the Metro Orlando (Florida) Economic Development Commission.

The New Mexico Department of Economic Development uses Impact DataSource's computer model to project the economic impact of new or expanding firms in the state, including costs and benefits for the State of New Mexico, as well as each local taxing district. The model also analyzes the amount of eligible state and local incentives and calculates a rate of return and payback period for these incentives.

AGREEMENT

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF HARRIS §

This Agreement (the “Agreement”) is made and entered into by and between the **Tomball Economic Development Corporation**, an industrial development corporation created pursuant to Tex. Rev. Civ. Stat. Ann. Art. 5190.6, Section 4B, located in Harris County, Texas (the “TEDC”), and **Worldwide Rock Enterprises LP (dba Rock Materials)** (the “Company”), 2610 Spring Cypress Rd, Spring, TX 77388.

WITNESSETH:

WHEREAS, it is the established policy of the TEDC to adopt such reasonable measures from time-to-time as are permitted by law to endeavor to attract industry, create and retain primary jobs, expand the growth of the City of Tomball (the “City”), and thereby enhance the economic stability and growth of the City; and

WHEREAS, the Company proposes to develop a 7 acre tract of land within the City, located at 13315 Theis Lane, Tomball, TX 77375 (the “Property”), and more particularly described in Exhibit “A,” attached hereto and made a part hereof; and

WHEREAS, such development shall include the construction of a 5,000 square foot office facility and a 10,000 square foot warehouse and other capital improvements (the “Improvements”), generally described in Exhibit “B,” attached hereto and made a part hereof, as are necessary; and

WHEREAS, the Company also proposes to move thirty-five (35) full-time employees to the Property and to create two (2) new jobs in Tomball within the first two years of operation in conjunction with the relocation of its business operations to the Property; and

WHEREAS, the TEDC agrees to provide to the Company the sum of One Hundred and Eleven Thousand Dollars (\$111,000.00) to assist in the construction of the Improvements, the relocation of the thirty-five (35) employees, and the creation of the two (2) new full-time jobs at the Property; and

WHEREAS, the Company has agreed, in exchange and as consideration for the funding, to satisfy and comply with certain terms and conditions; and

WHEREAS, this expenditure is found by the Board of Directors of the TEDC to be required or suitable for the promotion and development of new or expanded business enterprises and in furtherance of creation and retention of primary jobs; and

NOW, THEREFORE, in consideration of the premises and the mutual benefits and obligations set forth herein, including the recitals set forth above, the TEDC and the Company agree as follows:

1.

Except as provided by paragraph 4, the Company covenants and agrees that it will operate and maintain the proposed business for a term of at least five (5) years and will maintain thirty-seven (37) employees on the Property.

2.

The construction of the Improvements, the relocation of the thirty-five (35) employees, the hiring of the two (2) new employees, and the obtaining of all necessary occupancy permits from the City must occur within twenty-four (24) months from the Effective Date of this Agreement. Extensions of these deadlines may be granted by the Board of Directors of the TEDC due to any extenuating circumstance or uncontrollable delay.

3.

The Company further covenants and agrees that it does not and will not knowingly employ an undocumented worker. An “undocumented worker” shall mean an individual who, at the time of employment, is not (a) lawfully admitted for permanent residence to the United States; or (b) authorized under the law to be employed in that manner in the United States.

4.

In consideration of the Company's representations, promises, and covenants, TEDC agrees to grant to the Company One Hundred and Eleven Thousand Dollars (\$111,000.00) to fund a portion of the cost of the Improvements, the relocation of the thirty-five (35) employees, and the addition of the two (2) new employees to the Tomball operation. The TEDC agrees to distribute such funds to the Company within thirty (30) days of receipt of a letter from the Company requesting such payment, which letter shall also include: (a) a copy of the City's occupancy permit for the Improvements to the Property; (b) proof that the company has added the number of employees indicated above to the Tomball operation as evidenced by copies of Texas Workforce Commission form C-3 or Internal Revenue Service form 941; (c) a copy of a letter from the City acknowledging that all necessary plats, plans, and specifications have been received, reviewed, and approved; (d) certification that the Improvements have been constructed in accordance with the approved plans and specifications; (e) an affidavit stating that all contractors and subcontractors providing work and/or materials in the construction of the Improvements have been paid and any and all liens and claims regarding such work have been released; and (f) Proof of payment to all contractors and subcontractors providing work and/or materials in the construction of the Improvements, proof of payment must include copies of

canceled checks and/or credit card receipts and copies of paid invoices from all contractors and subcontractors.

In the event the number of jobs originally projected is not met or maintained, the amount of the funding provided to the Company by TEDC will be reduced on a pro-rata basis to reflect the actual number of jobs at the time of the request for disbursement of funds.

5.

It is understood and agreed by the parties that, in the event of a default by the Company on any of its obligations under this Agreement, the Company shall reimburse the TEDC the full amount paid to the Company by the TEDC, with interest at the rate equal to the 90 day Treasury Bill plus $\frac{1}{2}\%$ per annum, within 120 days after the TEDC notifies the Company of the default. It is further understood and agreed by the parties that if the Company is convicted of a violation under 8 U.S.C. Section 1324a(f), the Company will reimburse the TEDC the full amount paid to the Company, with interest at the rate equal to the 90 day Treasury Bill plus $\frac{1}{2}\%$ per annum, within 120 days after the TEDC notifies the Company of the violation.

The Company shall also reimburse the TEDC for any and all reasonable attorney's fees and costs incurred by the TEDC as a result of any action required to obtain reimbursement of such funds. Such reimbursement shall be due and payable thirty (30) days after the Company receives written notice of default accompanied by copies of all applicable invoices.

It is understood and agreed by the parties that, in the event of a default by the TEDC on any of its obligations under this Agreement, the Company's sole and exclusive remedy shall be limited to either a) the termination of this Agreement or b) a suit for specific performance.

6.

Personal Liability of Public Officials: To the extent permitted by law, no director, officer, employee or agent of the TEDC, and no officer, employee or agent of the City of Tomball, shall be personally responsible for any liability arising under or growing out of this Agreement.

7.

This Agreement shall inure to the benefit of and be binding upon the TEDC and the Company, and upon the Company's successors and assigns, affiliates, and subsidiaries, and shall remain in force whether the Company sells, assigns, or in any other manner disposes of, either voluntarily or by operation of law, all or any part of the Property and the agreements herein contained shall be held to be covenants running with the Property for so long as this Agreement, or any extension thereof, remains in effect.

8.

Any notice provided or permitted to be given under this Agreement must be in writing and may be served by (i) depositing the same in the United States mail, addressed to the party to be notified, postage prepaid, registered or certified mail, return receipt requested; or (ii) by delivering the same in person to such party; or (iii) by overnight or messenger delivery service that retains regular records of delivery and receipt; or (iv) by facsimile; provided a copy of such notice is sent within one (1) day thereafter by another method provided above. The initial addresses of the parties for the purpose of notice under this Agreement shall be as follows:

If to City:

Tomball Economic Development Corporation
401 W. Market Street
Tomball, Texas 77375
Attn: President, Board of Directors

If to Company: Worldwide Rock Enterprises LP (dba Rock Materials)
2610 Spring Cypress Rd
Spring, TX 77388
Attn: Ron Proctor, Jr., VP Operations & Finance

9.

This Agreement shall be performable and enforceable in Harris County, Texas, and shall be construed in accordance with the laws of the State of Texas.

10.

Except as otherwise provided in this Agreement, this Agreement shall be subject to change, amendment or modification only in writing, and by the signatures and mutual consent of the parties hereto.

11.

The failure of any party to insist in any one or more instances on the performance of any of the terms, covenants or conditions of this Agreement, or to exercise any of its rights, shall not be construed as a waiver or relinquishment of such term, covenant, or condition, or right with respect to further performance.

12.

This Agreement shall bind and benefit the respective Parties and their legal successors and shall not be assignable, in whole or in part, by any party without first obtaining written consent of the other party.

13.

In the event any one or more words, phrases, clauses, sentences, paragraphs, sections, or other parts of this Agreement, or the application thereof to any person, firm, corporation, or circumstance, shall be held by any court of competent jurisdiction to be invalid or

unconstitutional for any reason, then the application, invalidity or unconstitutionality of such words, phrases, clauses, sentences, paragraphs, sections, or other parts of this Agreement shall be deemed to be independent of and severable from the remainder of this Agreement, and the validity of the remaining parts of this Agreement shall not be affected thereby.

IN TESTIMONY OF WHICH, THIS AGREEMENT has been executed by the parties on this _____ day of _____ 2015 (the "Effective Date").

WORLDWIDE ROCK ENTERPRISES LP (DBA ROCK MATERIALS)

By: _____

Name: Ron Proctor, Jr.

Title: VP Operations & Finance

ATTEST:

By: _____

Name: _____

Title: _____

TOMBALL ECONOMIC DEVELOPMENT CORPORATION

By: _____

Name: Gretchen Fagan

Title: President, Board of Directors

ATTEST:

By: _____

Name: William E. Sumner Jr.

Title: Secretary, Board of Directors

ACKNOWLEDGMENT

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the _____ day of _____
2015, by Ron Proctor, Jr, VP Operations & Finance, of Worldwide Rock Enterprises LP (dba
Rock Materials), for and on behalf of said company.

Notary Public in and for the State of Texas

My Commission Expires: _____

(SEAL)

ACKNOWLEDGMENT

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the _____ day of _____
2015, by Gretchen Fagan, President of the Board of Directors of the Tomball Economic
Development Corporation, for and on behalf of said Corporation.

Notary Public in and for the State of Texas

My Commission Expires: _____

(SEAL)

Exhibit A
Legal Description of Property

A tract of land containing Seven (7) acres, out of the C. N. Pillot Survey, A-632, in the County of Harris and State of Texas; and being out of that certain 16.34 acres conveyed to J.W. Fowler by deed recorded in Vol. 1042, Page 608 Deed Records of said County; being more particularly described as follows:

BEGINNING at the Southwest corner of the Christine Holderrieth 85 acre tract described in deed recorded 1n Vol. 924, Page 329, Deed Records; same also being the Southwest corner of the aforesaid 16.34 acres;

THENCE N 0 04' 00" E along the West line of said 16.34 acre tract 1501.40 feet to a 2" iron rod (found) in the centerline of the Humble Oil & Refining Co . 60 foot wide private road; for Northwest corner and PLACE OF BEGINNING ;

THENCE N 89 0 59' 00" E along the center of said road 474.40 feet to a 3" iron pipe (found) for the Northeast corner;

THENCE S 0 04' 00" W along the East line of the aforesaid 16.34 acre tract, a distance of 642.80 feet to a 1" iron pipe (found) for the Southeast corner;

THENCE S 89 59' 00" W, a distance of 474.40 feet to a 2" iron pipe (found) in the West line of said 16.34 acre tract, for the Southwest corner;

THENCE N 0 04 ' 00" E, a distance of 642.80 feet to the Place of Beginning and containing 7 acres of land.

Exhibit B
Description of Improvements

Construction of a 5,000 square foot office facility and a 10,000 square foot warehouse along with related parking and drive aisles and detention facility to be located 13315 Theis Lane, Tomball, TX 77375.

DRAFT

Regular City Council

Agenda Item

Meeting Date: December 7, 2015

Data Sheet

Topic:

Consideration and possible action to approve the Bylaws of the Tomball B&TP Property Owners Association, Inc. related to the Tomball Business and Technology Park, a Project of the Tomball Economic Development Corporation

Background:

The Tomball B&TP Property Owners Association is incorporated as a nonprofit corporation, registered with the Secretary of State, for the purposes set forth in its Certificate of Formation. The Association exercises the powers and duties necessary for the administration, management, and enforcement of the Covenants, Conditions, and Restrictions (CC&R's) of the Tomball Business & Technology Park.

The TEDC Board of Directors serves as the Directors of the Association, until such time as future lot owner's votes within the Business Park exceed the total of TEDC's votes. The membership of the Property Owners Association, its duties and powers are detailed in the attached Bylaws of the Tomball B&TP Property Owners Association.

On March 2, 2015, City Council approved the Certificate of Formation of the Tomball B&TP Property Owners Association, Inc. and the Declaration of Covenants, Restrictions, and Conditions for the Tomball Business and Technology Park. At that time, Council requested that the Bylaws be revised to remove "Reserved" sections and brought back at a later date.

The Tomball EDC Board of Directors and Tomball B&TP POA Directors approved the revised Bylaws on November 17, 2015.

Origination:

Tomball Economic Development Corporation

Recommendation:

Approval

Funding:

Party(ies) responsible for placing this item on agenda:

Kelly Violette, Executive Director Tomball Economic Development Corporation

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

ATTACHMENTS:

TBTP POA Bylaws
Filed Certificate of Formation

**BYLAWS OF THE
TOMBALL B&TP PROPERTY OWNERS ASSOCIATION INC.**

These Bylaws govern the affairs of the TOMBALL B&TP PROPERTY OWNERS ASSOCIATION INC. (the "Association"), Texas nonprofit corporation created pursuant to the Texas Business Organizations Code, as amended, and other applicable laws.

**ARTICLE I
PURPOSE
Public Purpose**

- 1.01. The Association is incorporated as a nonprofit corporation for the purposes set forth in the Certificate of Formation. Its purpose is to exercise the powers and privileges and to perform the duties and obligations of the Association as set forth in certain covenants (the "Declaration") recorded or to be recorded in the Public Records of Harris County, Texas, as such Declaration may be amended from time to time, and to collect and disburse the assessments and charges thereof.

Powers

- 1.02. In the fulfillment of its corporate purpose, the Association, acting through its Board, has the powers and duties necessary for the administration of the affairs of the Association as may be required or permitted by the Declaration, the Certificate of Formation, these Bylaws and other applicable law, subject to the limitations prescribed herein.

**ARTICLE II
OFFICES
Principal Office**

- 2.01. The Association's principal office in Texas is located at 401 Market Street, Tomball, Texas, 77375.

Registered Office and Agent

- 2.02. The Association shall maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Association's principal office in Texas. The Board of Directors may change the registered office and the registered agent as permitted by law.

ARTICLE III
MEMBERS; BOARD OF DIRECTORS
Members

- 3.01 Every Owner is a Member of the Property Owners Association. Membership is appurtenant to and may not be separated from ownership of a Lot. The Property Owners Association has two (2) classes of voting Members:
- a. Class A. Class A Members are all Owners, other than Declarant. Class A Members have one (1) vote per Lot plus one (1) vote for each additional forty thousand (40,000) square feet within each lot owned.
 - b. Class B. The Class B Member is Declarant and has three (3) votes for each Lot owned plus one (1) vote for each additional forty thousand (40,000) square feet within each lot owned. The Class B membership ceases and converts to Class A membership on the earlier of
 - i. when the Class A Members' votes exceed the total of Class B Member's votes; or
 - ii. December 31, 2063.

Meetings

- 3.02 Members meetings will be held at the Property Owners Association's Principal Office or at another place designated by the Board. The first Members meeting will be held within twelve (12) months after the formation of the Property Owners Association. Subsequent regular annual Members meetings will be held during the month of February. The President may call special meetings. The President must call a special meeting if directed by the Board or by a petition signed by twenty percent (20%) of the Class A Voting Members. Notice of meeting may be given by posting in compliance with the Texas Open Meeting Act. A person or persons who own more than half of the designated lots in existence at the time of the meeting constitutes a quorum for a Members meeting. No person may vote by proxy.

Management of the Association

- 3.03. The affairs of the Association shall be managed by the Board of Directors.

Number, Qualifications and Service of Directors

- 3.04. The business of the Association and all corporate powers shall be executed by or under authority of the Board of Directors (the "Board"). The Board shall consist of seven (7) members. Until Class B membership ceases as provided in Section 3.01 above, the Directors of the Tomball Economic Development Corporation shall serve as the Directors of the Association.

Vacancies

- 3.05. Until Class B membership ceases as provided in Section 3.01 above, vacancies occurring on the Board shall be filled as such vacancy on the Tomball Economic Development Corporation is filled by the appointment by the City Council of the City of Tomball.

When Class B membership ceases, any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors, shall be filled by a majority vote of the remaining directors though less than a quorum of the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Each such appointment by the Board shall be subject to the approval or disapproval of the member at the next regular or special meeting of the members. Directors shall be elected at the annual meeting of members, and the term of office of each director shall be until the next annual meeting of members and the election and qualification of his or her successor.

Regular Meetings

- 3.06. The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meeting shall be held within the City of Tomball, Texas, and, to the extent practical, at the principal offices of the Association or at such other location as the Board may designate.

Special Meetings

- 3.07. Special meetings of the Board may be called at the request of the president or any two (2) Directors. The person(s) calling the meeting shall fix the time and location of the meeting, which meeting shall be conducted within the City of Tomball, Texas, as provided above for regular meetings. The person(s) calling a special meeting shall notify the secretary of the Association of the information required to be included in the notice of the meeting.

Notice of Meetings; Open Meetings

- 3.08. The Board is subject to the open meetings law, Chapter 551, Government Code.

Quorum

- 3.9. Four (4) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The presence of a Director may not be established by proxy. No business shall be conducted, nor shall any action be taken by the Board, in the absence of a quorum.

Duties of Directors

- 3.10. Directors shall exercise ordinary business judgment in managing the affairs of the Association. In acting in their official capacity as Directors of the Association,

Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Association or which would be lawful and shall refrain from actions not in the best interest of the Association or which would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Association.

Actions of Board of Directors

- 3.11. The vote of a majority of Directors present at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board. The president shall be entitled to vote on all matters before the Board.

Minutes

- 3.12. The Board will keep minutes of its meetings, which minutes will constitute the record of such meetings.

Removal of Directors

- 3.13. When Class B membership ends and the Directors of the Tomball Economic Development Corporation no longer serve as the Directors of the Association, the Board by affirmative vote of $\frac{3}{4}$ of its members may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed by such majority vote.

Committees of Directors

- 3.14. The Board may by resolution establish one (1) or more special or standing committees of its members. Such committees shall have the powers, duties and responsibilities established by the Board. The committees shall keep regular minutes of their meetings and report the same to the Board when required. The action of such a committee shall not constitute action by the Board.

Compensation

- 3.15. Members of the Board shall serve without compensation.

ARTICLE IV OFFICERS Officer Positions

- 4.01. The officers of the Association shall be a president, a vice president, a secretary, and a treasurer.

Election and Terms of Officers

- 4.02. The officers of the Association shall be elected annually by the Board at the regular annual meeting.

Removal of Officers

- 4.03. Any officer may be removed by the Board at any time, with or without cause. The removal of an officer by the Board does not result in the removal of such person as a Director of the Association.

Vacancies

- 4.04. A vacancy in any office may be filled by the Board for the unexpired portion of the officer's term.

President

- 4.05. The President shall be the chief executive officer of the Association. The President shall supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the Board. When the execution of any contract or installment shall have been authorized by the Board, the President shall execute same except where such power is expressly delegated to another officer of the Association. The President shall perform other duties prescribed by the Board and all duties incident to the office of President.

Vice President

- 4.06. When the President is absent, is unable to act, or refuses to act, the Vice President shall perform the duties of the President. When acting in place of the President, the Vice President shall have all the powers and duties as the President and be subject to all of the limitations and restrictions placed upon the President.

Secretary

- 4.07. The Secretary shall perform the following duties:
- (a) Give all notices as provided in the Bylaws or as required by law.
 - (b) Take minutes of the meetings of the Board and keep the minutes as part of the corporate records.
 - (c) Maintain custody of the corporate records, authenticate corporate documents and affix the seal of the Association as required.
 - (d) Keep a register of the mailing address of each Director and officer of the Association.
 - (e) Perform duties as assigned by the President or Board of Directors.
 - (f) Perform all duties incident to the office of secretary.

Treasurer

- 4.08. The Treasurer shall perform the following duties:

- (a) Have charge and custody of and be responsible for all funds and securities of the Association.
- (b) Receive and give receipts for moneys due and payable to the Association from any source.
- (c) Deposit all monies in the name of the Association in banks, trust companies, or other depositories as provided by these Bylaws.
- (d) Write checks and disburse funds to discharge obligations of the Association.
- (e) Maintain the financial books and records of the Association.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the Board.
- (h) Perform all duties incident to the office of treasurer.

ARTICLE V

TRANSACTIONS OF THE ASSOCIATION

Contracts

- 5.01. The Board may by formal action or resolution authorize an officer or agent of the Association to enter into a contract or execute and deliver any instrument in the name of or on behalf of the Association. This authority may be limited to a specific contract or instrument or it may extend to any number and type of contracts and instruments.

Depository

- 5.02. The Board of the Association may designate a depository bank as may be needed from time to time in order to carry out the business of the Association. All funds of the Association may be deposited with the depository bank.

Potential Conflicts of Interest; Code of Ethics

- 5.03. The members of the Board shall be governed by the Code of Ethics of the City of Tomball, Texas. If a Director has a substantial interest in a business entity or real property which is the subject of deliberation by the Board, the Director shall file an affidavit with the Secretary of the Association stating the nature and extent of the interest. Such affidavit shall be filed prior to any vote of decision upon the matter by the Board, and the interested Director shall abstain from any vote or decision upon the matter.

Annual Association Budget

- 5.04. The Board shall prepare a proposed annual budget of expected revenues and proposed expenditures for the next ensuing fiscal year.

Prohibited Acts

- 5.05. As long as the Association is in existence, no director, officer or committee member of the Association shall:

- (a) Do any act in violation of the Bylaws or bidding obligations of the Association.
- (b) Do any act with the intention of harming the Association or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Association.
- (d) Receive an improper personal or business benefit from the operation of the Association.
- (e) Use the assets of the Association, directly or indirectly, for any purpose other than carrying on the business of the Association.
- (f) Wrongfully transfer or dispose of Association property, including intangible property such as goodwill.
- (g) Use the name of the Association (or any substantially similar) or any trademark or trade name adopted by the Association, except on behalf of the Association in the ordinary course of the Association's business.
- (h) Commit Association funds without the prior approval of the Board.

ARTICLE VI
BOOKS AND RECORDS
Required Books and Records

6.01. The Association shall cause to be kept correct and complete books and records of account. All books and records of the Association may be inspected by Directors of the Association at any reasonable time. The Association's books and records shall include:

- (a) A file endorsed copy of all documents filed with the Texas Secretary of State relating to the Association, including, but not limited to, the Certificate of Formation, any articles of amendment, restated articles, and statement of change of registered office or agent.
- (b) A copy of the Bylaws and any amended versions or amendments to the Bylaws.
- (c) Minutes of the proceedings of the Board.
- (d) A list of names and addresses of the Directors and officers of the Association.
- (e) A financial statement showing the assets, liabilities, and net worth of the Association.
- (f) A financial statement showing the income and expenses of the Association.
- (g) All rulings, letters, and other documents relating to the Association's federal, state and local tax status.
- (h) The Association's federal, state and local information or income tax returns for each of the Association's tax years.

Public Information

- 6.02. The Board of Directors is subject to the public information law, Chapter 552, Government Code.

Audits

- 6.03. The Board shall provide for an independent annual audit of the Association's books; provided, further, that until Class B membership ceases as provided in Section 3.01 above an annual audit by the Tomball Economic Development Corporation of the Association's books and records in conjunction with the annual audit of the Tomball Economic Development Corporation's books and records shall be sufficient.

ARTICLE VII FISCAL YEAR

- 7.01 The fiscal year of the Association shall begin on the first day of October and end on the last day of September.

ARTICLE VIII AMENDMENTS TO BYLAWS

- 8.01 The Bylaws may be altered, amended, or repealed by the Board of Directors with the approval of the Tomball Economic Development Corporation, as evidenced by a resolution of the Tomball Economic Development Corporation with the Bylaws attached.

ARTICLE IX MISCELLANEOUS PROVISIONS Legal Authorities Governing Construction of Bylaws

- 9.01. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. Further, the Bylaws shall be constructed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

- 9.02. If any Bylaw provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Headings

- 9.03. The headings used in the Bylaws are used for convenience and shall not be considered in constructing the terms of the Bylaws.

Seal

- 9.04. The Board may provide for a corporate seal. Such seal would contain the words "TOMBALL B&TP PROPERTY OWNERS ASSOCIATION INC."

Parties Bound

- 9.05. The Bylaws shall be binding upon and inure to the benefit of the Directors, officers and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the Bylaws.

Effective Date

- 9.06. These Bylaws, and any subsequent amendments, hereto, shall be effective of and from the date upon which approval has been given both by the Board and the Tomball Economic Development Corporation.

Miscellaneous Provisions

- 9.07. The Association shall indemnify any Director or officer or former Director or officer of the Association for the expenses and costs, including attorney fees, actually and necessarily incurred by said officer or director in connection with any claim asserted against said officer or director by action in court or otherwise by reason of such person being or having been a director or officer, except in relation to matters as to which said person shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Association May Provide Insurance

- 9.08. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association to insure such person against any liability asserted against said person by reason of such person being or having been a director, officer, employee or agent of the Association. The premiums for such insurance shall be paid for by the Association.

Dissolution of the Association

- 9.09. The Association is a nonprofit corporation. Upon dissolution, all of the Association's assets shall be distributed to the Tomball Economic Development Corporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the TOMBALL B&TP PROPERTY OWNERS ASSOCIATION INC. and the foregoing Bylaws constitute the Bylaws of the Association. These Bylaws were duly adopted at a meeting of the Board held on the _____ day of _____, 2015, and subsequently approved and ratified by the Tomball Economic Development Corporation, at a meeting held on the ____ day of _____, 2015.

Signed this ____ day of _____, 2015.

SECRETARY OF THE ASSOCIATION

Corporations Section
P.O. Box 73697
Austin, Texas 78711-3697



Carlos Cascos
Secretary of State

Office of the Secretary of State
Packing Slip

March 27, 2015

Page 1 of 1

Tomball Economic Development Corporation
PO Box 820
Tomball, TX 77377

Batch Number: **59843159**

Batch Date: **03-26-2015**

Client ID: **100876517**

Return Method: **Mail**

Document Number	Document Detail	Number / Name	Page Count	Fee
598431590002	Certificate of Formation	TOMBALL B&TP PROPERTY OWNERS ASSOCIATION, INC.	0	\$25.00
Total Fees:				\$25.00

Payment Type	Payment Status	Payment Reference	Amount
Check	Received	003301	\$25.00
Total:			\$25.00

Total Amount Charged to Client Account: \$0.00
(Applies to documents or orders where Client Account is the payment method)

Note to Customers Paying by Client Account: This is not a bill. Payments to your client account should be based on the monthly statement and not this packing slip. Amounts credited to your client account may be refunded upon request. Refunds (if applicable) will be processed within 10 business days.

User ID: NSMITH



Office of the Secretary of State

March 27, 2015

Tomball Economic Development Corporation
PO Box 820
Tomball, TX 77377 USA

RE: TOMBALL B&TP PROPERTY OWNERS ASSOCIATION, INC.
File Number: 802184457

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>. For information on state tax exemption, including applications and publications, visit the Comptroller's Exempt Organizations web site at <http://window.state.tx.us/taxinfo/exempt/index.html>. Information on exemption from federal taxes is available from the Internal Revenue Service web site at www.irs.gov.

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation. If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555
Enclosure



Office of the Secretary of State

CERTIFICATE OF FILING OF

TOMBALL B&TP PROPERTY OWNERS ASSOCIATION, INC.

File Number: 802184457

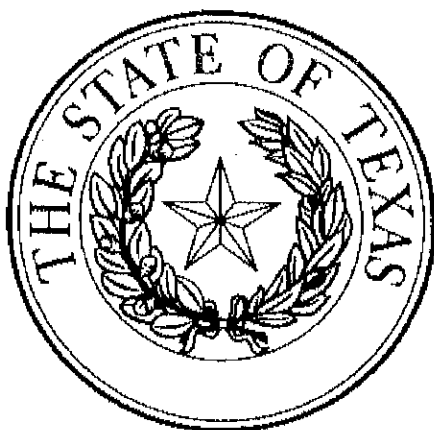
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 03/26/2015

Effective: 03/26/2015



A handwritten signature in black ink, appearing to read "Cascos", followed by a horizontal line.

Carlos Cascos
Secretary of State

Form 202
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: \$25



Certificate of Formation
Nonprofit Corporation

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

MAR 26 2015
Corporations Section

Article 1 – Entity Name and Type

The filing entity being formed is a nonprofit corporation. The name of the entity is:

TOMBALL B&TP PROPERTY OWNERS ASSOCIATION, INC.

Article 2 – Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

☒ A. The initial registered agent is an organization (cannot be entity named above) by the name of:

TOMBALL ECONOMIC DEVELOPMENT CORPORATION

OR

☐ B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix
------------	------	-----------	--------

C. The business address of the registered agent and the registered office address is:

401 MARKET STREET	TOMBALL	TX	77375
Street Address	City	State	Zip Code

Article 3 – Management

The management of the affairs of the corporation is vested in the board of directors. The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

A minimum of three directors is required.

Director 1				
GRETCHEN		FAGAN		
First Name	M.I.	Last Name	Suffix	
401 MARKET STREET	TOMBALL	TX	77375	USA
Street or Mailing Address	City	State	Zip Code	Country

Director 2				
STEVEN	L.	VAUGHAN		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
401 MARKET STREET	TOMBALL	TX	77375	USA
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

Director 3				
WILLIAM	E.	SUMNER	JR.	
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
401 MARKET STREET	TOMBALL	TX	77375	USA
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

OR

☐ The management of the affairs of the corporation is to be vested in the nonprofit corporation's members.

Article 4 – Membership

(See instructions. Do not select statement B if the corporation is to be managed by its members.)

☒ A. The nonprofit corporation shall have members.

☐ B. The nonprofit corporation will have no members.

Article 5 – Purpose

(See instructions. This form does not contain language needed to obtain a tax-exempt status on the state or federal level.)

The nonprofit corporation is organized for the following purpose or purposes:

To implement and manage the plan for orderly development and use of the property known as Tomball Business & Technology Park; to exercise the powers and privileges and perform the duties and obligations of the corporation as set forth in certain covenants recorded or to be recorded in the public records of Harris County, Texas, as such covenants may be amended from time to time; and to collect and disburse the assessments and charges thereof; and for any and all other lawful purposes.

The following text area may be used to include any additional language or provisions that may be needed to obtain tax-exempt status.

Supplemental Provisions/Information

(See instructions.)

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

The membership of the Corporation shall be determined as provided in the Bylaws of the Corporation, and such Bylaws shall define the voting rights, powers and privileges of the members.

Organizer

The name and address of the organizer:

TOMBALL ECONOMIC DEVELOPMENT CORPORATION

Name

401 MARKET STREET

TOMBALL

TX

77375

Street or Mailing Address

City

State

Zip Code

Effectiveness of Filing (Select either A, B, or C.)

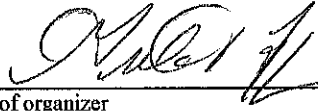
- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 3/2/2015



Signature of organizer

TOMBALL ECONOMIC DEVELOPMENT CORPORATION
BY GRETCHEN FAGAN, ITS PRESIDENT

Printed or typed name of organizer

Regular City Council

Agenda Item

Meeting Date: December 7, 2015

Data Sheet

Topic:

Consideration and possible action to approve, as a Project of the Corporation, an agreement with White Horse Technology LLC to make direct incentives to, or expenditures for, the creation or retention of primary jobs associated with the relocation and development of its operations to be located at 1626 S. Cherry Street, Tomball, Texas. The estimated amount of expenditures for such Project is \$72,000.00.

Background:

All expenditures of the Tomball Economic Development Corporation (TEDC) sales tax revenue must first be approved as a "Project." At its regular meeting on November 17, 2015, the TEDC Board of Directors did take formal action to approve, as a Project of the TEDC, an agreement with White Horse Technology LLC for the relocation and development of its operations. The City Council of Tomball has final approval authority over all projects and agreements of the TEDC.

Origination:

Tomball Economic Development Corporation Board of Directors

Recommendation:

Approve, as a Project of the Corporation, the Performance Agreement with White Horse Technology LLC.

Funding: Yes

Account Number: Project Grants

Party(ies) responsible for placing this item on agenda:

Kelly Violette, Executive Director, Tomball Economic Development Corporation.

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

ATTACHMENTS:

Cover Memo

Request Letter

Economic Impact Analysis

Draft Performance Agreement



TO: Honorable Mayor and City Council

FROM: Kelly Violette
Executive Director

MEETING DATE: December 7, 2015

SUBJECT: White Horse Technology LLC

ITEM TYPE: Action

The Tomball Economic Development Corporation has received a request from Brandon Burgan, Business Development Manager, of White Horse Technology for grant funding consideration for the company's proposed relocation from 14205 Garrett Rd, Houston TX to Tomball.

White Horse Technology utilizes a patented thermal spray technology which serves as a wear mitigation solution to strengthen, improve and maximize the usefulness of oil field tubular. The company has been in business since 2011 and is privately owned by Joe Scott (President) and Karma Slusarchuk (Sr Engineer). Joe Scott is also the founder of Devasco International located at 1626 S. Cherry Street in Tomball.

White Horse Technology proposes to relocate its operations from Houston to Tomball and will be occupying approximately 10,000 square feet within the Devasco International facility. The company plans to relocate its 9 employees to the facility and add 15 new employment positions within the first 2 years of operation. The estimated capital investment for the project is \$2,900,000.00.

This company is considered a primary employer based on its North American Industry Classification Code (NAICS) of 332999: All other miscellaneous fabricated metal product manufacturing.

An economic impact analysis is included with the agreement to show the impact of this project on Tomball's economy. Per the analysis, the estimated five year net benefit to the city is \$1,540,955.00. The proposed incentive is \$72,000.00, based upon primary jobs relocated/created in the City.



White Horse Technology, LLC
1626 S. Cherry St.
Tomball, TX 77375

September 15, 2015

RE: Grant Assistance – White Horse Technology, LLC

Dear Kelly,

The purpose of this correspondence is to request grant assistance from the City of Tomball Economic Development Corporation for our relocation of White Horse Technology's application facility to Tomball, TX from Garrett Rd. and Beltway 8 in Houston, TX.

White Horse Technology's NAICS code is 332999, and we have been in business since 2011. We primarily serve the Oil and Gas industry. Our proprietary thermal spray technology serves as a wear mitigation solution for oil field tubular.

The company is privately owned by Joe Scott (President) and Karma Slusarchuk (Sr Engineer). Joe Scott is also the founder of Devasco International, another Tomball business, at 1626 S Cherry St. Tomball, TX 77375. Along with being a local business owner, Joe has called Tomball home for several years. Karma is a resident of Cypress, TX and has been a Drilling Engineer for many of the Super Major E & P companies (Exxon & Shell) in the Houston, TX area. I am the Business Development Manager for White Horse Technology. I have several years of experience as a Drill and Wellsite Manager, both domestically and internationally, for the Super Major E & P companies (BP, Chevron & Devon). I have also been a Tomball resident for several years.

Our intention is to build out a 10,000-sqft portion of the Devasco warehouse space and occupy approximately 1500 sqft of office space at Devasco. Along with the warehouse space, we will utilize approximately 1 acre of land as a storage space for our treated pipe until it can be shipped off to the rig sites. As we continue to grow, our plan is to construct a new building on the back 6-7 acres of land that Devasco currently owns at 1626

S Cherry St. Tomball, TX 77375. The current move in date for the build out warehouse space is planned for Jan 1st 2016. The build out at the Devasco warehouse will house our training facility, shop, and application lines for the pipe that we are treating. We will be moving our current 9 employees to Tomball and will look to add another 15 full time positions after we complete our build out with an average salary of \$63,000 per year. To fulfill the employment need of White Horse Technology our first choice of recruitment will be from the local market and some specific trades from Lone Star College.

The phase 1 portion of our expansion which will include the move from our currently rented space in Houston, TX and the build out of Devasco international. We estimate that the move of our existing equipment will cost White Horse approximately \$100,000.00 and the build out and new equipment costs are estimated to be \$800,000.00 – \$1,250,000.00. We plan on hiring local firms and contractors to complete the work for the move to Tomball and build out.

Once we optimize the productivity of the Devasco facility, we plan on building a 30,000 – 40,000 sqft shop with a 3,000-sqft office on the 6-7 acres behind Devasco as Phase 2. At today's market, we believe that this facility will cost us approximately \$3,500,000. We estimate that our total improvements to the property at 1626 S Cherry St will be \$9,150,000.00 over the next 10 years to get to our facility to the optimize production and become the leader in wear mitigation for oilfield tubulars.

We respectfully request that you consider White Horse Technology, LLC for available grant funding, tax abatements, and any other assistance that may be available. We look forward to our relocation and many years of service to the City of Tomball.

Respectfully,

Brandon Burgan
Business Development
832-315-7072 Email: Brandon@whitehorsetechnology.com
www.whitehorsetechnology.com

EXECUTIVE SUMMARY

A REPORT OF THE ECONOMIC IMPACT OF WHITE HORSE TECHNOLOGY IN TOMBALL, TX

November 11, 2015

Prepared by:
Tomball Economic Development Corporation
29201 Quinn Rd., Suite B
Tomball, Texas 77375



Prepared using Total Impact



PURPOSE & LIMITATIONS

This report presents the results of an analysis undertaken by the Tomball Economic Development Corporation using Total Impact, an economic and fiscal impact analysis tool developed and supported by the Austin, TX based economic consulting firm, Impact DataSource.

The Total Impact model is a customized software program licensed to the Tomball Economic Development Corporation. The model includes estimates, assumptions, and other information developed by Impact DataSource from its independent research effort detailed in Tomball Economic Development Corporation's Total Impact User Guide.

The analysis relies on prospective estimates of business activity that may not be realized. Tomball Economic Development Corporation made reasonable efforts to ensure that the project-specific data entered into the Total Impact model reflects realistic estimates of future activity.

No warranty or representation is made by Tomball Economic Development Corporation or Impact DataSource that any of the estimates or results contained in this study will actually be achieved.



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Introduction

This report presents the results of an economic impact analysis performed using Total Impact, a model developed by Impact DataSource. The report estimates the impact that a potential project in the City of Tomball will have on the local economy and estimates the costs and benefits for local taxing districts over a 10-year period.

Description of the Project

White Horse Technology utilizes a patented thermal spray technology which serves as a wear mitigation solution to strengthen, improve and maximize the usefulness of oil field tubular. The company proposes to relocate its operations from Houston to Tomball and will be occupying approximately 10,000 square feet within the Devasco International facility located at 1626 S. Cherry Street. The company plans to relocate its 9 employees to the facility and add 15 new employment positions within the first 2 years of operation. The capital investment for the project is estimated to be \$2.9 million.

Economic Impact Overview

The Project's operations will support employment and other economic impacts in the community. The 24.0 workers directly employed by the Project will earn approximately \$87,000 per year on average over the next 10 years. This direct activity will support 19.2 indirect and induced workers in the community earning \$63,000 on average over the next 10 years. The total additional payroll or workers' earnings associated with the Project is estimated to be approximately \$31.4 million over the next 10 years.

On average, the Project will generate \$5.9 million in direct economic output over the next 10 years. Spin-off businesses in the community will produce \$5.1 million in economic output per year as a result of the Project. In total, the Project will support \$11.0 million in economic output per year on average. Economic output is the value of goods and services produced in the economy and can be thought of as revenues for businesses. The economic output calculations in this report were estimated using the RIMS II economic impact model and the Project's employment estimates.

Accounting for various taxable sales and purchases, including activity associated with the Project, worker spending, and visitors' spending in the community, the Project is estimated to support approximately \$156.3 million in taxable sales over the next 10 years.

Table 1. Economic Impact Over the Next 10 Years

	Direct	Indirect & Induced	Total
Number of permanent direct, indirect, and induced jobs to be created	24.0	19.2	43.2
Salaries to be paid to direct, indirect, and induced workers	\$19,945,470	\$11,488,591	\$31,434,061
Economic output generated by direct, indirect, and induced activity	\$58,800,107	\$51,091,413	\$109,891,520
Taxable sales and purchases expected in the City	\$155,956,798	\$298,703	\$156,255,501

The Project may result in new residents moving to the community and potentially new residential properties being constructed as summarized below.

Table 2. Population Impacts Over the Next 10 Years

	Direct	Indirect & Induced	Total
Number of direct, indirect, and induced workers who will move to the City	0.3	0.2	0.5
Number of new residents in the City	0.8	0.5	1.3
Number of new residential properties to be built in the City	0.0	0.0	0.0
Number of new students expected to attend local school district	0.2	0.1	0.3

The Project is estimated to support an average of approximately \$2.0 million in new non-residential taxable property each year over the next 10 years. The taxable value of property supported by the Project over the 10-year period is shown in the following table.

Table 3. Value of Taxable Property Supported by the Project Over the Next 10 Years

Year	New Residential Property	The Project's Property					Total Residential & Nonresidential Property
		Land	Buildings & Other Real Prop. Improvements	Furniture, Fixtures, & Equipment	Inventories	Subtotal Nonresidential Property	
1	\$0	\$0	\$350,000	\$800,000	\$250,000	\$1,400,000	\$1,400,000
2	\$0	\$0	\$357,000	\$1,220,000	\$262,500	\$1,839,500	\$1,839,500
3	\$0	\$0	\$364,140	\$1,840,000	\$275,625	\$2,479,765	\$2,479,765
4	\$0	\$0	\$371,423	\$1,885,000	\$289,406	\$2,545,829	\$2,545,829
5	\$0	\$0	\$378,851	\$1,905,000	\$303,877	\$2,587,728	\$2,587,728
6	\$0	\$0	\$386,428	\$1,650,000	\$319,070	\$2,355,499	\$2,355,499
7	\$0	\$0	\$394,157	\$1,395,000	\$335,024	\$2,124,181	\$2,124,181
8	\$0	\$0	\$402,040	\$1,140,000	\$351,775	\$1,893,815	\$1,893,815
9	\$0	\$0	\$410,081	\$885,000	\$369,364	\$1,664,445	\$1,664,445
10	\$0	\$0	\$418,282	\$710,000	\$387,832	\$1,516,114	\$1,516,114

The taxable value of residential property represents the value of properties that may be constructed as a result of new workers moving to the community.

This analysis assumes the residential real property appreciation rate to be 2.0% per year. The Project's real property is assumed to appreciate at a rate of 2.0% per year. The analysis assumes the Project's furniture, fixtures, and equipment will depreciate over time according to the depreciation schedule shown in Appendix A.

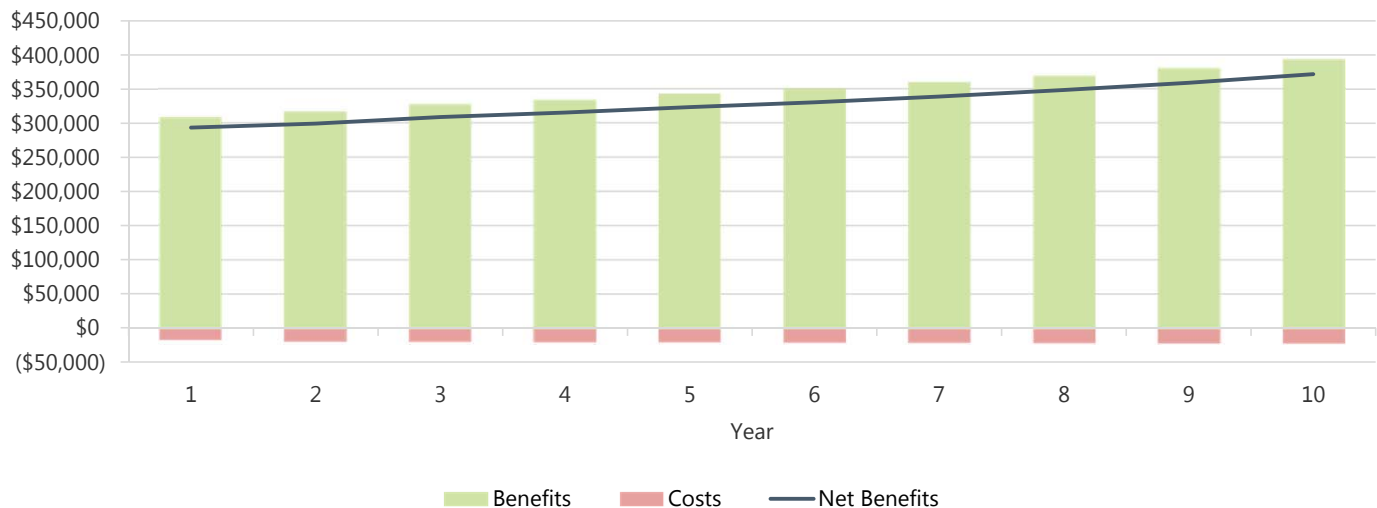
Fiscal Impact Overview

The Project will generate additional benefits and costs for the City. Overall, the City will receive approximately \$3,291,000 in net benefits over the 10-year period. The table below displays the estimated additional benefits, costs, and net benefits to be received by the City over the next 10 years of the Project. Appendix C contains the year-by-year calculations.

Table 4. City of Tomball: Benefits, Costs, and Net Benefits Over the Next 10 Years

	Amount
Sales Taxes	\$3,125,110
Property Taxes - Project	\$69,680
Property Taxes - New Residential	\$0
Utility Revenue	\$178,474
Utility Franchise Fees	\$13,436
Building Permits and Fees	\$1,815
Hotel Occupancy Taxes	\$79,912
Miscellaneous Taxes & User Fees	\$20,062
<u>Subtotal Benefits</u>	<u>\$3,488,491</u>
Cost of Providing Municipal Services	(\$29,765)
Cost of Providing Utility Services	(\$167,766)
<u>Subtotal Costs</u>	<u>(\$197,531)</u>
Net Benefits	\$3,290,959
<i>Present Value (5% discount rate)</i>	<i>\$2,515,000</i>

Figure 1. Annual Fiscal Net Benefits for the City of Tomball



Impact from Project and Workers

The City will receive benefits from the activity, spending, and investments associated with (1) the Project and (2) the workers. These benefits, associated costs, and resulting net benefits for the next 10 years are shown below for these two categories.

Table 5: Net Benefits to the City from the Project and Workers

	The Project	Workers	Total
Sales Taxes	\$3,108,764	\$16,346	\$3,125,110
Real Property Taxes	\$13,086	\$0	\$13,086
FF&E Property Taxes	\$45,857	\$0	\$45,857
Inventory Property Taxes	\$10,737	\$0	\$10,737
New Residential Property Taxes	\$0	\$0	\$0
Utility Revenue	\$170,816	\$7,659	\$178,474
Utility Franchise Fees	\$12,934	\$502	\$13,436
Building Permits and Fees	\$1,815	\$0	\$1,815
Hotel Occupancy Taxes	\$79,912	\$0	\$79,912
Miscellaneous Taxes & User Fees	\$17,346	\$2,717	\$20,062
<u>Subtotal Benefits</u>	<u>\$3,461,267</u>	<u>\$27,223</u>	<u>\$3,488,491</u>
Cost of Providing Municipal Services	(\$25,771)	(\$3,995)	(\$29,765)
Cost of Providing Utility Services	(\$160,567)	(\$7,199)	(\$167,766)
<u>Subtotal Costs</u>	<u>(\$186,337)</u>	<u>(\$11,194)</u>	<u>(\$197,531)</u>
Net Benefits	\$3,274,930	\$16,029	\$3,290,959
<i>Percent of Total Net Benefits</i>	99.5%	0.5%	

Summary of Public Support Considered

The City of Tomball may provide economic development incentives to support the Project, a summary of the incentives under consideration is provided below.

Table 6. Public Support Under Consideration by the City of Tomball

Year	Enter Incentive Description	Total
1	\$0	\$0
2	\$72,000	\$72,000
3	\$0	\$0
4	\$0	\$0
5	\$0	\$0
6	\$0	\$0
7	\$0	\$0
8	\$0	\$0
9	\$0	\$0
10	\$0	\$0
Total	\$72,000	\$72,000

Non-Tax Incentives

The City is considering the following non-tax incentives for the Project.

Table 10. Incentives Under Consideration

Year	Enter Incentive Description
1	\$0
2	\$72,000
3	\$0
4	\$0
5	\$0
6	\$0
7	\$0
8	\$0
9	\$0
10	\$0
Total	\$72,000

These financial incentives may be considered an investment in the Project made by the city. Four calculations analyzing possible investments were made:

1. Net Benefits - detailed above
2. Present Value of Net Benefits - detailed above
3. Rate of Return on Investment - discussed and detailed below
4. Payback Period - discussed and detailed below

The rate of return on investment calculates the average annual rate of return to the city, treating the incentives as the initial investment and the net benefits to the city as the return on investment. The payback period is the number of years that it will take the city to recover the cost of incentives from the additional revenues that it will receive as a result of the Project.

The table below shows an analysis of these incentives, including a calculation of incentives per job, rate of return, and payback period.

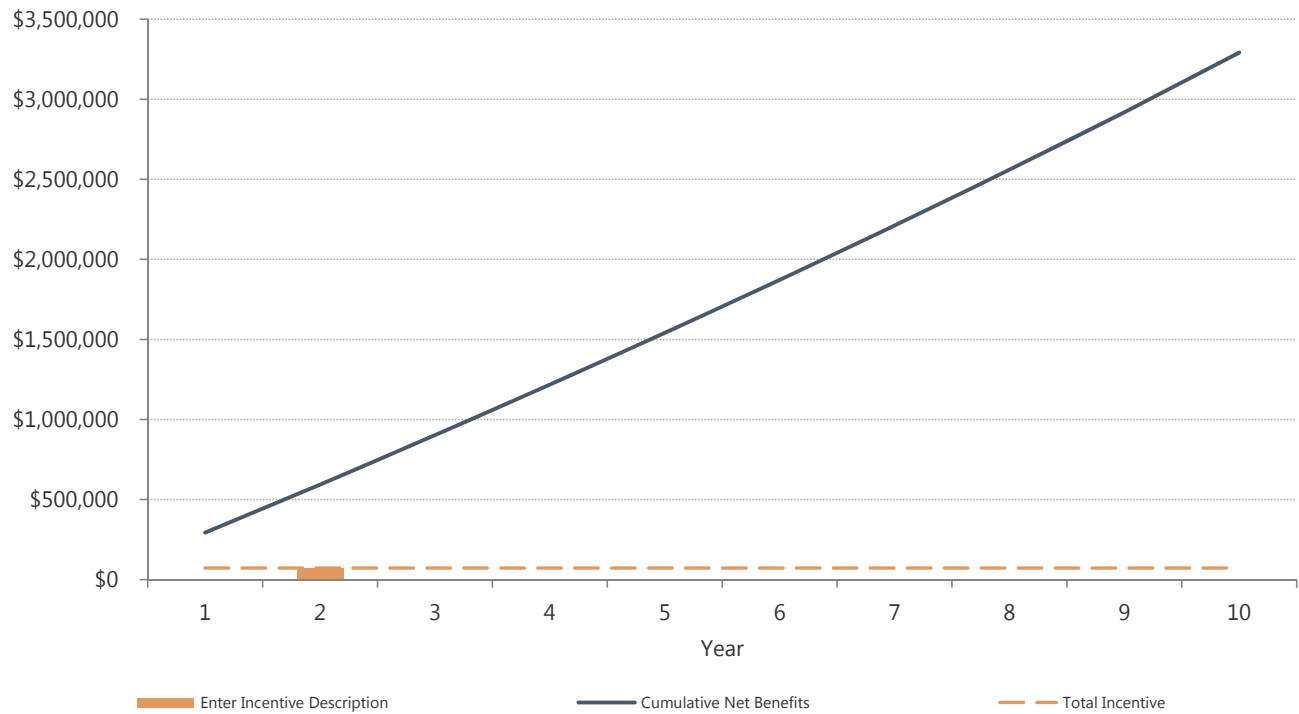
Table 11. Analysis of Incentives

Total Non-Tax Incentive	\$72,000
Rate of Return - 5 Years	428.0%
Rate of Return - 10 Years	457.1%
Payback period (years)	0.2

Note: The Rate of Return and Payback Period are calculated based on the sum of annual incentives, not the present value of the incentives.

The graph below depicts the total incentives currently under consideration versus the cumulative net benefits to the City. The intersection indicates the length of time until the incentives are paid back.

Figure 2. Incentives Under Consideration



Overview of Methodology

This report presents the results of an analysis undertaken by the Tomball Economic Development Corporation using Total Impact, an economic and fiscal impact analysis tool developed and supported by the Austin, TX based economic consulting firm, Impact DataSource.

The Total Impact model combines project-specific attributes with community data, tax rates, and assumptions to estimate the economic impact of the Project and the fiscal impact for local taxing districts over a 10-year period.

The economic impact as calculated in this report can be categorized into two main types of impacts. First, the direct economic impacts are the jobs and payroll directly created by the Project. Second, this economic impact analysis calculates the indirect and induced impacts that result from the Project. Indirect jobs and salaries are created in new or existing area firms, such as maintenance companies and service firms, that may supply goods and services for the Project. In addition, induced jobs and salaries are created in new or existing local businesses, such as retail stores, gas stations, banks, restaurants, and service companies that may supply goods and services to new workers and their families.

The economic impact estimates in this report are based on the Regional Input-Output Modeling System (RIMS II), a widely used regional input-output model developed by the U. S. Department of Commerce, Bureau of Economic Analysis. The RIMS II model is a standard tool used to estimate regional economic impacts. The economic impacts estimated using the RIMS II model are generally recognized as reasonable and plausible assuming the data input into the model is accurate or based on reasonable assumptions. Impact DataSource utilizes county-level multipliers to estimate the impact occurring at the sub-county level.

Two types of regional economic multipliers were used in this analysis: an employment multiplier and an earnings multiplier. An employment multiplier was used to estimate the number of indirect and induced jobs created or supported in the area. An earnings multiplier was used to estimate the amount of salaries to be paid to workers in these new indirect and induced jobs. The employment multiplier shows the estimated number of total jobs created for each direct job. The earnings multiplier shows the estimated amount of total salaries paid to these workers for every dollar paid to a direct worker. The multipliers used in this analysis are listed below:

33299C Other fabricated metal manufacturing		City	County
Employment Multiplier	(Type II Direct Effect)	1.8006	2.3852
Earnings Multiplier	(Type II Direct Effect)	1.5760	1.9966

The fiscal impacts calculated in this report are detailed in Appendix C. Most of the revenues estimated in this study result from calculations relying on (1) attributes of the Project, (2) assumptions to derive the value of associated taxable property or sales, and (3) local tax rates. In some cases, revenues are estimated on a per new household, per new worker, or per new school student basis.

The company or Project developer was not asked, nor could reasonably provide data for calculating some other revenues. For example, while the city will likely receive revenues from fines paid on speeding tickets given to new workers, the company does not know the propensity of its workers to speed. Therefore, some revenues are calculated using an average revenue approach. This approach uses relies on two assumptions:

1. The taxing entity has two general revenue sources: revenues from residents and revenues from businesses.
2. The taxing entity will collect (a) about the same amount of miscellaneous taxes and user fees from each new household that results from the Project as it currently collects from existing households on average, and (b) the same amount of miscellaneous taxes and user fees from the new business (on a per worker basis) will be collected as it collects from existing businesses.

In the case of the school district, some additional state and federal revenues are estimated on a per new school student basis consistent with historical funding levels.

Additionally, this analysis sought to estimate the additional expenditures faced by the city and county to provide services to new households and new businesses. A marginal cost approach was used to calculate these additional costs. This approach relies on two assumptions:

1. The taxing entity spends money on services for two general groups: revenues from residents and revenues from businesses.
2. The taxing entity will spend slightly less than its current average cost to provide local government services (police, fire, EMS, etc.) to (a) new residents and (b) businesses on a per worker basis.

In the case of the school district, the marginal cost to educate new students was estimated based on a portion of the school's current expenditures per student and applied to the headcount of new school students resulting from the Project.

Additionally, this analysis seeks to calculate the impact on the school district's finances from the Project by generally, and at a summary level, mimicking the district's school funding formula.

According to the Texas Education Agency, any property added to local tax rolls, and the local taxes that this generates, reduces the amount of state funding equivalent to local taxes collected for maintenance and operations. The school district retains local taxes received for debt services and the corresponding state funding is not reduced.

However, according to the Texas Education Agency, the school district will receive state aid for each new child that moves to the District. The additional revenues for the school district are calculated in this analysis.

About Impact DataSource ---

Impact DataSource is an Austin economic consulting, research, and analysis firm founded in 1993. The firm has conducted over 2,500 economic impact analyses of firms, projects, and activities in most industry groups in Texas and more than 30 other states.

In addition, Impact DataSource has prepared and customized more than 50 economic impact models for its clients to perform their own analyses of economic development projects. These clients include the New Mexico Economic Development Department and the Metro Orlando (Florida) Economic Development Commission.

The New Mexico Department of Economic Development uses Impact DataSource's computer model to project the economic impact of new or expanding firms in the state, including costs and benefits for the State of New Mexico, as well as each local taxing district. The model also analyzes the amount of eligible state and local incentives and calculates a rate of return and payback period for these incentives.

AGREEMENT

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF HARRIS §

This Agreement (the “Agreement”) is made and entered into by and between the **Tomball Economic Development Corporation**, an industrial development corporation created pursuant to Tex. Rev. Civ. Stat. Ann. Art. 5190.6, Section 4B, located in Harris County, Texas (the “TEDC”), and **White Horse Technology, LLC** (the “Company”), 14205 Garrett Rd, Houston TX 77044.

WITNESSETH:

WHEREAS, it is the established policy of the TEDC to adopt such reasonable measures from time-to-time as are permitted by law to endeavor to attract industry, create and retain primary jobs, expand the growth of the City of Tomball (the “City”), and thereby enhance the economic stability and growth of the City; and

WHEREAS, the Company proposes to build-out approximately 10,000 square feet of existing warehouse space within the Devasco International facility located at 1626 S Cherry St. Tomball, TX 77375 (the “Property”), and more particularly described in Exhibit “A,” attached hereto and made a part hereof; and

WHEREAS, the Company, currently located at 14205 Garrett Rd, Houston TX 77044, proposes to relocate its business operation to the Property, and as part of the process, plans to expend funds to make capital improvements (the “Improvements”), generally described in Exhibit “B,” attached hereto and made a part hereof, as are necessary; and

WHEREAS, the Company also proposes to move nine (9) full-time employees to the Property and to create fifteen (15) new jobs in Tomball within the first two years of operation in conjunction with the relocation of its business operations to the Property; and

WHEREAS, the TEDC agrees to provide to the Company the sum of Seventy-Two Thousand Dollars (\$72,000.00) to assist in the construction of the Improvements, the relocation of the nine (9) employees, and the creation of the fifteen (15) new full-time jobs at the Property; and

WHEREAS, the Company has agreed, in exchange and as consideration for the funding, to satisfy and comply with certain terms and conditions; and

WHEREAS, this expenditure is found by the Board of Directors of the TEDC to be required or suitable for the promotion and development of new or expanded business enterprises and in furtherance of creation and retention of primary jobs; and

NOW, THEREFORE, in consideration of the premises and the mutual benefits and obligations set forth herein, including the recitals set forth above, the TEDC and the Company agree as follows:

1.

Except as provided by paragraph 4, the Company covenants and agrees that it will operate and maintain the proposed business for a term of at least five (5) years and will maintain thirty-seven (37) employees on the Property.

2.

The construction of the Improvements, the relocation of the nine (9) employees, the hiring of the fifteen (15) new employees, and the obtaining of all necessary occupancy permits from the City must occur within twenty-four (24) months from the Effective Date of this

Agreement. Extensions of these deadlines may be granted by the Board of Directors of the TEDC due to any extenuating circumstance or uncontrollable delay.

3.

The Company further covenants and agrees that it does not and will not knowingly employ an undocumented worker. An “undocumented worker” shall mean an individual who, at the time of employment, is not (a) lawfully admitted for permanent residence to the United States; or (b) authorized under the law to be employed in that manner in the United States.

4.

In consideration of the Company's representations, promises, and covenants, TEDC agrees to grant to the Company Seventy-Two Thousand Dollars (\$72,000.00) to fund a portion of the cost of the Improvements, the relocation of the (9) employees, and the addition of the fifteen (15) new employees to the Tomball operation. The TEDC agrees to distribute such funds to the Company within thirty (30) days of receipt of a letter from the Company requesting such payment, which letter shall also include: (a) a copy of the City's occupancy permit for the Improvements to the Property; (b) proof that the company has added the number of employees indicated above to the Tomball operation as evidenced by copies of Texas Workforce Commission form C-3 or Internal Revenue Service form 941; (c) a copy of a letter from the City acknowledging that all necessary plats, plans, and specifications have been received, reviewed, and approved; (d) certification that the Improvements have been constructed in accordance with the approved plans and specifications; (e) an affidavit stating that all contractors and subcontractors providing work and/or materials in the construction of the Improvements have been paid and any and all liens and claims regarding such work have been released; and (f) Proof of payment to all contractors and subcontractors providing work and/or materials in the

construction of the Improvements, proof of payment must include copies of canceled checks and/or credit card receipts and copies of paid invoices from all contractors and subcontractors.

In the event the number of jobs originally projected is not met or maintained, the amount of the funding provided to the Company by TEDC will be reduced on a pro-rata basis to reflect the actual number of jobs at the time of the request for disbursement of funds.

5.

It is understood and agreed by the parties that, in the event of a default by the Company on any of its obligations under this Agreement, the Company shall reimburse the TEDC the full amount paid to the Company by the TEDC, with interest at the rate equal to the 90 day Treasury Bill plus ½% per annum, within 120 days after the TEDC notifies the Company of the default. It is further understood and agreed by the parties that if the Company is convicted of a violation under 8 U.S.C. Section 1324a(f), the Company will reimburse the TEDC the full amount paid to the Company, with interest at the rate equal to the 90 day Treasury Bill plus ½% per annum, within 120 days after the TEDC notifies the Company of the violation.

The Company shall also reimburse the TEDC for any and all reasonable attorney's fees and costs incurred by the TEDC as a result of any action required to obtain reimbursement of such funds. Such reimbursement shall be due and payable thirty (30) days after the Company receives written notice of default accompanied by copies of all applicable invoices.

It is understood and agreed by the parties that, in the event of a default by the TEDC on any of its obligations under this Agreement, the Company's sole and exclusive remedy shall be limited to either a) the termination of this Agreement or b) a suit for specific performance.

6.

Personal Liability of Public Officials: To the extent permitted by law, no director, officer, employee or agent of the TEDC, and no officer, employee or agent of the City of Tomball, shall be personally responsible for any liability arising under or growing out of this Agreement.

7.

This Agreement shall inure to the benefit of and be binding upon the TEDC and the Company, and upon the Company's successors and assigns, affiliates, and subsidiaries, and shall remain in force whether the Company sells, assigns, or in any other manner disposes of, either voluntarily or by operation of law, all or any part of the Property and the agreements herein contained shall be held to be covenants running with the Property for so long as this Agreement, or any extension thereof, remains in effect.

8.

Any notice provided or permitted to be given under this Agreement must be in writing and may be served by (i) depositing the same in the United States mail, addressed to the party to be notified, postage prepaid, registered or certified mail, return receipt requested; or (ii) by delivering the same in person to such party; or (iii) by overnight or messenger delivery service that retains regular records of delivery and receipt; or (iv) by facsimile; provided a copy of such notice is sent within one (1) day thereafter by another method provided above. The initial addresses of the parties for the purpose of notice under this Agreement shall be as follows:

If to City:

Tomball Economic Development Corporation
401 W. Market Street
Tomball, Texas 77375
Attn: President, Board of Directors

If to Company: White Horse Technology, LLC
14205 Garrett Rd
Houston TX 77044
Attn: Joe Scott, President

9.

This Agreement shall be performable and enforceable in Harris County, Texas, and shall be construed in accordance with the laws of the State of Texas.

10.

Except as otherwise provided in this Agreement, this Agreement shall be subject to change, amendment or modification only in writing, and by the signatures and mutual consent of the parties hereto.

11.

The failure of any party to insist in any one or more instances on the performance of any of the terms, covenants or conditions of this Agreement, or to exercise any of its rights, shall not be construed as a waiver or relinquishment of such term, covenant, or condition, or right with respect to further performance.

12.

This Agreement shall bind and benefit the respective Parties and their legal successors and shall not be assignable, in whole or in part, by any party without first obtaining written consent of the other party.

13.

In the event any one or more words, phrases, clauses, sentences, paragraphs, sections, or other parts of this Agreement, or the application thereof to any person, firm, corporation, or circumstance, shall be held by any court of competent jurisdiction to be invalid or

unconstitutional for any reason, then the application, invalidity or unconstitutionality of such words, phrases, clauses, sentences, paragraphs, sections, or other parts of this Agreement shall be deemed to be independent of and severable from the remainder of this Agreement, and the validity of the remaining parts of this Agreement shall not be affected thereby.

IN TESTIMONY OF WHICH, THIS AGREEMENT has been executed by the parties on this _____ day of _____ 2016 (the “Effective Date”).

WHITE HORSE TECHNOLOGY, LLC

By: _____

Name: Joe Scott

Title: President

ATTEST:

By: _____

Name: _____

Title: _____

TOMBALL ECONOMIC DEVELOPMENT CORPORATION

By: _____

Name: Gretchen Fagan

Title: President, Board of Directors

ATTEST:

By: _____

Name: William E. Sumner Jr.

Title: Secretary, Board of Directors

ACKNOWLEDGMENT

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the ____ day of _____
2016, by Joe Scott, President of White Horse Technology, LLC for and on behalf of said
company.

Notary Public in and for the State of Texas

My Commission Expires: _____

(SEAL)

ACKNOWLEDGMENT

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the ____ day of _____
2015, by Gretchen Fagan, President of the Board of Directors of the Tomball Economic
Development Corporation, for and on behalf of said Corporation.

Notary Public in and for the State of Texas

My Commission Expires: _____

(SEAL)

Exhibit A
Legal Description of Property

Legal Description: LT 1 BLK 1 (DEVASCO INTERNATIONAL)

Property Address: 1626 S CHERRY ST, TOMBALL TX 77375

DRAFT

Exhibit B
Description of Improvements

Build-out 10,000 square feet of warehouse space within an existing 80,000 square foot facility along with related fixtures, furniture, and equipment at 1626 S Cherry St. Tomball, TX 77375.

DRAFT

Regular City Council

Agenda Item

Meeting Date: December 7, 2015

Data Sheet

Topic:

Consideration and Possible Action Regarding a Request from Mr. and Mrs. Bobby Talbott for Gas Service at 12704 Zion Road, Located Outside the City of Tomball, Without Annexation

Background:

On June 17, 2013, City Council approved a request for water service to the Talbott Tract, located outside the City of Tomball, without annexation as part of assisting LS Development with utility easement acquisitions for utility main extensions to Raleigh Creek. A request for gas service, which is located within the same utility easement, is now being requested.

Origination:

Mr. and Mrs. Bobby Talbott

Recommendation:

Funding:

Party(ies) responsible for placing this item on agenda:

Community Development Department

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

ATTACHMENTS:

Talbott Request Letter

Talbott Water Agenda Item-June 17, 2013

Talbott Water Council Minutes-July 1, 2013

November 18, 2015

From: Mr. Bobby Talbott and Ms. Lorraine Talbott
12710 Zion Road
Tomball, Texas 77375

To: Mr. George T. Shackelford
City Manager
City of Tomball, Texas

Subject: Request for City Council consideration and approval

Dear Sir:

On June 17, 2013, the City of Tomball authorized *"providing City water to the Talbott Tract."* (City minutes – item 8.1) This tract is understood to be the tract on Zion Road owned by us from which we relinquished, at no cost to the City, an easement and ROW of approximately 30' x 85'.

At the time when we were in negotiations with the City regarding the easement and our request for acquisition of City service, it was our belief that water service would be the only City utility to be laid in the easement. We understood that gas and sewer would be routed elsewhere, and therefore made no overture regarding the provision of gas service to the tract. However, to our surprise, a gas service line was installed on the easement, and we trust that this change was made with no malicious intent, after our terms were agreed to.

We are currently in the process of re-platting the vacant tract to allow our parents to build a small home for their remaining senior years. In addition to the City water to which they will have access, the availability of City gas would be a great convenience.

Therefore we respectfully request that the City of Tomball authorize providing City gas to the tract. Centerpoint Energy has indicated that we may use 12704 Zion Road as the address for this tract.

Thank you for your prompt attention to this matter.
Please inform us of the date and time that this request will be addressed by the Council.

Sincerely

Bobby Talbott

Lorraine Talbott

Phone: 281-785-0903

E-mail: lori.talbott@gmail.com

Regular City Council

Agenda Item

Meeting Date: June 17, 2013

Data Sheet

Topic:

Consideration and Possible Action Regarding a Request from LS Development for City Assistance to Acquire Rights-of-Way and Easements for Utility Extensions to the Raleigh Creek Subdivision and for Council Authorization to Provide City Water to the Talbott Tract, Located Outside the City of Tomball, Without Requiring Annexation

Background:

Raleigh Creek is a proposed 142.8-acre subdivision located on the north side of Zion Road between J131 (Boggs Gully) and the Reserve at Spring Lake. Section One is proposed to have 94 single-family residential lots. LS Development is required to extend utilities to and through the development, per Chapter 70, Plats and the Subdivision of Land, since they are located within 1,000 feet of the City's distribution system. The utility extensions require acquisition of easements and rights-of-way from four property owners.

LS Development is requesting assistance, including possible condemnation, by the City to acquire the easements and right-of-way in the Radcliffe Tract, which is in foreclosure.

LS Development is also seeking approval from the City to allow the Talbott Tract, which is outside the city limits, to connect to City water without requiring its annexation.

Origination:

LS Development

Recommendation:

None

Funding:

Party(ies) responsible for placing this item on agenda:

Community Development Department

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

ATTACHMENTS:

Raleigh Creek Vicinity Map

Easement and Right-of-Way Exhibits

Email from LS Development to the City Manager requesting to be placed on the June 17th City Council Agenda

LS Development's drafted letter of approval for the Talbott Tract's connection to City water



Raleigh Creek Subdivision
Land Acquisition



0 312.5 625 Feet





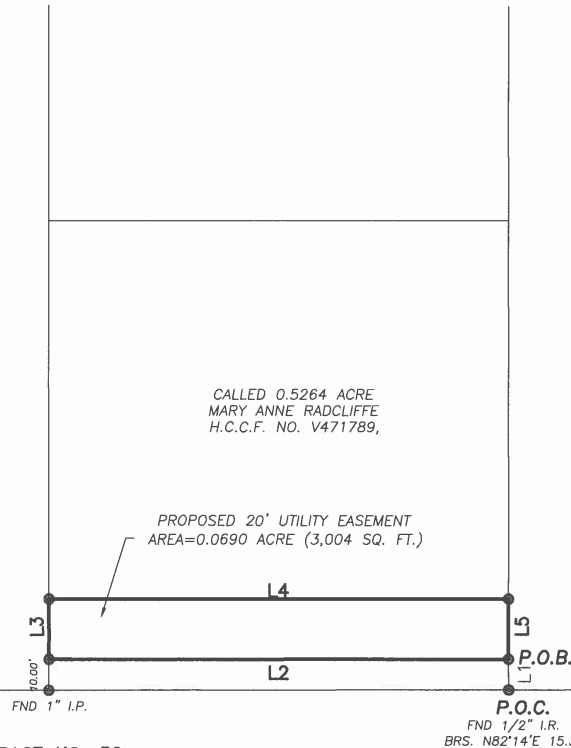
SCALE: 1" = 40'

CALLLED 4.550 ACRES
WILLIAM E SCHIEL & ALICE FAYE SCHIEL
H.C.C.F. NO. G743427,

CALLLED 0.5264 ACRE
MARY ANNE RADCLIFFE
H.C.C.F. NO. V471789,

CALLLED 142.770 ACRES
LS DEVELOPMENT, LLC
H.C.C.F. NO. 20060238824,

PROPOSED 20' UTILITY EASEMENT
AREA=0.0690 ACRE (3,004 SQ. FT.)



JOSEPH MILLER SURVEY ABSTRACT NO. 50

RALPH HUBBARD SURVEY ABSTRACT NO. 383

ZION ROAD (60' R.O.W.)

LINE TABLE		
LINE	LENGTH	BEARING
L1	10.00	N00°04'13"W
L2	150.20	S89°57'13"W
L3	20.00	N00°02'47"W
L4	150.19	N89°57'13"E
L5	20.00	S00°04'13"E

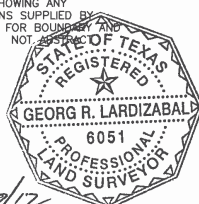
NOTES:
1. BEARINGS BASED ON REPLAT CROFOOT FARMS FILM CODE NO. 630283, H.C.M.R..

2. SURVEYOR HAS NOT ABSTRACTED SUBJECT PROPERTY. THERE MAY BE EASEMENTS, BUILDING LINES AND OTHER MATTERS OF RECORD NOT SHOWN HEREON.

THIS SURVEY IS BEING PROVIDED SOLELY FOR THE USE OF THE CURRENT PARTIES AND THAT NO LICENSE HAS BEEN CREATED, EXPRESS OR IMPLIED, TO COPY THE SURVEY EXCEPT AS IS NECESSARY IN CONJUNCTION WITH THE ORIGINAL TRANSACTION.

CERTIFICATION

I HEREBY CERTIFY THAT THIS SURVEY WAS MADE ON THE GROUND AND THAT THIS PLAT CORRECTLY REPRESENTS THE FACTS FOUND AT THE TIME OF SURVEY SHOWING ANY IMPROVEMENTS, FROM LEGAL DESCRIPTIONS SUPPLIED BY CLIENT. THIS SURVEY IS ONLY CERTIFIED FOR BOUNDARY AND THIS TRANSACTION ONLY. SURVEYOR DID NOT ASSURE ANY PROPERTY.



Georg R. Lardizabal, Registered Professional Land Surveyor No. 6051

EXHIBIT OF
PROPOSED 20' UTILITY EASEMENT
JOSEPH MILLER SURVEY
ABSTRACT NO. 50 HARRIS COUNTY, TX



GGC SURVEY, PLLC

TXL (632)729-7256
4419 Zimmerly Court
Sugar Land, Texas 77479 D.D.



SCALE: 1" = 40'

CALLLED 4.550 ACRES
WILLIAM E SCHIEL & ALICE FAYE SCHIEL
H.C.C.F. NO. G743427,

CALLLED 0.5264 ACRE
MARY ANNE RADCLIFFE
H.C.C.F. NO. V471789,

CALLLED 142.770 ACRES
LS DEVELOPMENT, LLC
H.C.C.F. NO. 20060238824,

PROPOSED 10' RIGHT-OF-WAY
AREA=0.0345 ACRE (1,502 SQ. FT.)



JOSEPH MILLER SURVEY ABSTRACT NO. 50

RALPH HUBBARD SURVEY ABSTRACT NO. 383

ZION ROAD (60' R.O.W.)

LINE TABLE		
LINE	LENGTH	BEARING
L1	150.20	S89°57'13"W
L2	10.00	N00°02'47"W
L3	150.20	N89°57'13"E
L4	10.00	S00°04'13"E

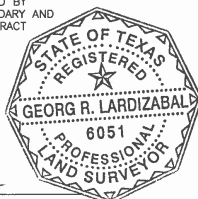
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GEORG R. LARDIZABAL, REGISTERED PROFESSIONAL LAND SURVEYOR NO. 6051

EXHIBIT OF
PROPOSED 10' RIGHT-OF-WAY
JOSEPH MILLER SURVEY
ABSTRACT NO. 50 HARRIS COUNTY, TX



GGC SURVEY, PLLC

TXL (832)729-7256
4419 Zimmerly Court
Sugar Land, Texas 77479 D.D.



SCALE: 1" = 40'

CALLLED 4.878 ACRES
BOBBY D TALBOTT & LORRAINE J. TALBOTT
H.C.C.F. NO. U362072,

CALLLED 4.550 ACRES
WILLIAM E SCHIEL & ALICE FAYE SCHIEL
H.C.C.F. NO. G743427,

CALLLED 0.5264 ACRE
MARY ANNE RADCLIFFE
H.C.C.F. NO. V471789,

CALLLED 142.770 ACRES
LS DEVELOPMENT, LLC
H.C.C.F. NO. 20060238824,

PROPOSED 20' UTILITY EASEMENT
AREA=0.1075 ACRE (4,682 SQ. FT.)

L5

L4

L3

97

P.O.B.

L1

FND 1" I.P.

P.O.C.

FND 1/2" I.R.
BRS. N82°14'E 15.3'

JOSEPH MILLER SURVEY ABSTRACT NO. 50

RALPH HUBBARD SURVEY ABSTRACT NO. 383

ZION ROAD (60' R.O.W.)

NEAL ROAD (30' R.O.W.)
VOL. 2, PG. 65, H.C.M.R.)

LINE TABLE		
LINE	LENGTH	BEARING
L1	150.20	S89°57'13"W
L2	10.00	N00°02'47"W
L3	233.54	S89°57'13"W
L4	20.03	N03°08'47"W
L5	234.62	N89°57'13"E
L6	20.00	S00°02'47"E

CERTIFICATION

I HEREBY CERTIFY THAT THIS SURVEY WAS MADE ON THE
GROUND AND THE SURVEYOR HAS REVIEWED THE
FACTS FOUND AT THE TIME OF SURVEY SHOWING ANY
IMPROVEMENTS, FROM LEGAL DESCRIPTIONS SUPPLIED BY
CLIENT. THIS SURVEY IS ONLY CERTIFIED FOR BOUNDARY
LOCATION. THIS SURVEY IS NOT A GUARANTEE OF
PROPERTY.



George R. Ardizabal
08/20/12
GEORG R. ARDIZABAL, REGISTERED PROFESSIONAL LAND SURVEYOR NO. 6051

- NOTES:
1. BEARINGS BASED ON REPLAY CROFOOT FARMS FILM CODE NO. 630283, H.C.M.R..
 2. SURVEYOR HAS NOT ABSTRACTED SUBJECT PROPERTY. THERE MAY BE EASEMENTS, BUILDING LINES AND OTHER MATTERS OF RECORD NOT SHOWN HEREON.
- THIS SURVEY IS BEING PROVIDED SOLELY FOR THE USE OF THE CURRENT PARTIES AND THAT NO LICENSE HAS BEEN CREATED. EXPRESS OR IMPLIED, TO COPY THE SURVEY EXCEPT AS IS NECESSARY IN CONJUNCTION WITH THE ORIGINAL TRANSACTION.

EXHIBIT OF
PROPOSED 20' UTILITY EASEMENT
JOSEPH MILLER SURVEY
ABSTRACT NO. 50 HARRIS COUNTY, TX



GGC SURVEY, PLLC
TEL (832) 799-7256
4419 Zimmern Court
Sugar Land, Texas 77479 D.D.



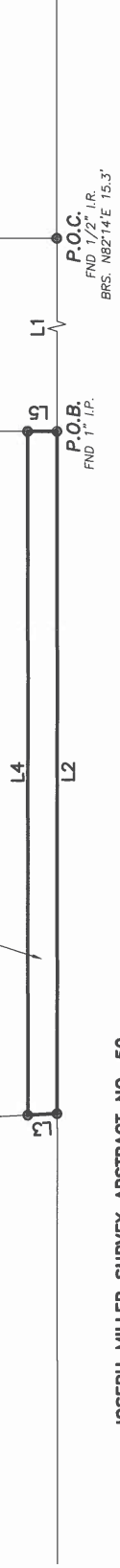
CALLLED 4.878 ACRES
BOBBY D TALBOTT & LORRAINE J. TALBOTT
H.C.C.F. NO. U362072,

CALLLED 4.550 ACRES
WILLIAM E SCHIEL & ALICE FAYE SCHIEL
H.C.C.F. NO. G743427,

CALLLED 0.5264 ACRE
MARY ANNE RADCLIFFE
H.C.C.F. NO. V471789,

CALLLED 142.770 ACRES
LS' DEVELOPMENT, LLC
H.C.C.F. NO. 20060238824,

PROPOSED 10' RIGHT-OF-WAY
AREA=0.0536 ACRE (2,333 SQ. FT.)



JOSEPH MILLER SURVEY ABSTRACT NO. 50

RALPH HUBBARD SURVEY ABSTRACT NO. 383

ZION ROAD (60' R.O.W.)

NEAL ROAD (30' R.O.W.)
VOL. 2, PG. 65, H.C.M.R.)

LINE TABLE		
LINE	LENGTH	BEARING
L1	150.20	S89°57'13"W
L2	233.00	S89°57'13"W
L3	10.01	N03°08'47"W
L4	233.54	N89°57'13"E
L5	10.00	S00°02'47"E

CERTIFICATION

I HEREBY CERTIFY THAT THIS SURVEY WAS MADE ON THE
GROUND AND THE SURVEYOR'S THE
FACTS FOUND AT THE TIME OF SURVEY SHOWING ANY
IMPROVEMENTS, FROM LEGAL DESCRIPTIONS SUPPLIED BY
CLIENT. THIS SURVEY IS ONLY CERTIFIED FOR BOUNDARY
POSITIONS AND NOT FOR ANY OTHER PURPOSES OR
PROPERTY.

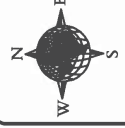


George R. Lardizabal
08/20/12

GEORG R. LARDIZABAL, REGISTERED PROFESSIONAL LAND SURVEYOR NO. 6051

- NOTES:
1. BEARINGS BASED ON REPLAT CROFOOT FARMS FILM CODE NO. 630283, H.C.M.R..
 2. SURVEYOR HAS NOT ABSTRACTED SUBJECT PROPERTY. THERE MAY BE EASEMENTS, BUILDING LINES AND OTHER MATTERS OF RECORD NOT SHOWN HEREON.
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EXHIBIT OF
PROPOSED 10' RIGHT-OF-WAY
JOSEPH MILLER SURVEY
ABSTRACT NO. 50 HARRIS COUNTY, TX



GGC SURVEY, PLLC
TEL (832) 299-7258
4415 Zimmary Court
Sugar Land, Texas 77479 D.D.

CALLLED 142.770 ACRES
LS DEVELOPMENT, LLC
H.C.C.F. NO. 20060238824,

CALLLED 0.5264 ACRE
MARY ANNE RADCLIFFE
H.C.C.F. NO. V471789,

CALLLED 4.550 ACRES
LIAM E SCHIEL & ALICE FAYE SCHIEL
H.C.C.F. NO. G743427,

CALLLED 4.878 ACRES
D TALBOTT & LORRAINE J. TALBOTT
H.C.C.F. NO. U362072,

PROPOSED 10' RIGHT-OF-WAY
AREA=0.0905 ACRE (3,943 SQ. FT.)

SCALE: 1" = 40'



JOSEPH MILLER SURVEY ABSTRACT NO. 50

RALPH HUBBARD SURVEY ABSTRACT NO. 383

ZION ROAD (60' R.O.W.)

NEAL ROAD (30' R.O.W.)
VOL. 2, PG. 65, H.C.M.R.)

LINE TABLE		
LINE	LENGTH	BEARING
L1	150.20	S89°57'13"W
L2	233.00	S89°57'13"W
L3	394.68	S89°57'13"W
L4	10.00	N00°24'48"W
L5	394.06	N89°57'13"E
L6	10.01	S03°08'47"E

CERTIFICATION

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AND EASEMENT PURPOSES ONLY. SURVEYOR DID NOT ABSTRACT
PROPERTY.



George R. Lardizabal
08/20/12

GEORGE R. LARDIZABAL, REGISTERED PROFESSIONAL LAND SURVEYOR NO. 6051

EXHIBIT OF
PROPOSED 10' RIGHT-OF-WAY
JOSEPH MILLER SURVEY
ABSTRACT NO. 50 HARRIS COUNTY, TX



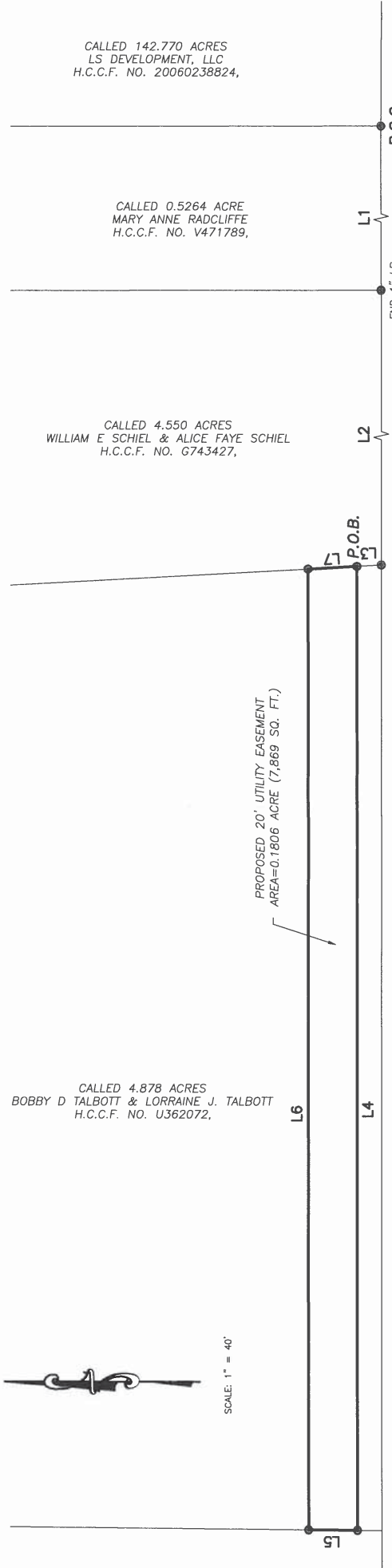
GGC SURVEY, PLLC

TEL (832) 299-7258
4413 Zimmery Court
Sugar Land, Texas 77479 D.D.

NOTES:
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H.C.M.R..

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H.C.C.F. NO. 20060238824,

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MARY ANNE RADCLIFFE
H.C.C.F. NO. V471789,

CALLLED 4.550 ACRES
WILLIAM E SCHIEL & ALICE FAYE SCHIEL
H.C.C.F. NO. G743427,

CALLLED 4.878 ACRES
BOBBY D TALBOTT & LORRAINE J. TALBOTT
H.C.C.F. NO. U362072,

PROPOSED 20' UTILITY EASEMENT
AREA=0.1806 ACRE (7,869 SQ. FT.)

SCALE: 1" = 40'

P.O.C.
FND 1/2" I.R.
BRS. N82°14'E 15.3'

L1
FND 1" I.P.

L2
P.O.B.

L6

L4

L5

JOSEPH MILLER SURVEY ABSTRACT NO. 50

RALPH HUBBARD SURVEY ABSTRACT NO. 383

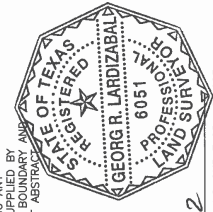
ZION ROAD (60' R.O.W.)

LINE TABLE		
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L4	394.06	S89°57'13"W
L5	20.00	N00°24'48"E
L6	392.81	N89°57'13"E
L7	20.03	S03°08'47"E

NEAL ROAD (30' R.O.W.)
VOL. 2, PG. 65, H.C.M.R.

CERTIFICATION

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EASEMENT INFORMATION ONLY. SURVEYOR DID NOT ABSTRACT
PROPERTY.



Georg R. Lardizabal 08/20/12

GEORG R. LARDIZABAL, REGISTERED PROFESSIONAL LAND SURVEYOR NO. 6051

EXHIBIT OF
PROPOSED 20' UTILITY EASEMENT
JOSEPH MILLER SURVEY
ABSTRACT NO. 50 HARRIS COUNTY, TX

GGC SURVEY, PLLC
TEL (832) 299-7258
4418 Zimanyi Court
Sugar Land, Texas 77479 D.D.

- NOTES:
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ZION ROAD (60' R.O.W.)

JOSEPH MILLER SURVEY ABSTRACT NO. 50
RALPH HUBBARD SURVEY ABSTRACT NO. 383

P.O.C.

P.O.B.

FND 3/8" I.R.

LOT 2

LOT 1

LOT 15

LOT 21

LOT 27

TOMBALL OUTLOTS
VOL. 2, PG. 65, H.C.M.R.

LOT 33

NEAL ROAD (30' R.O.W.) VOL. 2, PG. 65, H.C.M.R.

PROPOSED 20' UTILITY EASEMENT
AREA=0.9248 ACRE (40,285 SQ. FT.)

CALLED 27.3005 ACRES
THOMAS G. CROFOOT &
JANICE CROFOOT
H.C.C.F. NO. S141971,

HARRIS COUNTY FLOOD CONTROL
DISTRICT EASEMENT UNIT J131-00-00
H.C.C.F. NO. L670726.

LINE TABLE		
LINE	LENGTH	BEARING
L1	10.02	S03°06'49"W
L2	20.03	S03°06'49"W
L3	793.59	S89°58'32"W
L4	1200.08	S00°08'06"E
L5	20.00	S89°51'54"W
L6	1220.12	N00°08'06"W
L7	814.72	N89°58'32"E

SCALE: 1" = 100'

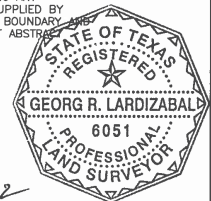
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GEORG R. LARDIZABAL, REGISTERED PROFESSIONAL LAND SURVEYOR NO. 6051

REPLAT CROFOOT FARMS
FILM CODE NO. 630283, H.C.M.R.

LOT 1

LOT 2

FND 3/8" I.R.

FND 3/8" I.R.

FND 3/8" I.R.

EXHIBIT OF
PROPOSED 20' UTILITY EASEMENT
RALPH HUBBARD SURVEY
ABSTRACT NO. 383 HARRIS COUNTY, TX



GGC SURVEY, PLLC

TEL. (832) 729-7256
4419 Zimmerly Court
Sugar Land, Texas 77479 D.D.

JOSEPH MILLER SURVEY ABSTRACT NO. 50
ZION ROAD (60' R.O.W.) **RALPH HUBBARD SURVEY ABSTRACT NO. 383** **P.O.B.**

FND 3/8" I.R.

LOT 2

LOT 1

LOT 15

LOT 21

LOT 27

NEAL ROAD (30' R.O.W.) VOL. 2, PG. 65, H.C.M.R.

L5

L3

L4

PROPOSED 15' RIGHT-OF-WAY

PROPOSED 10' & 15' RIGHT-OF-WAY
 AREA=0.6107 ACRE (26,602 SQ. FT.)

PROPOSED 10' RIGHT-OF-WAY

CALLED 27.3005 ACRES
 THOMAS G. CROFOOT &
 JANICE CROFOOT
 H.C.C.F. NO. 5141971,

HARRIS COUNTY FLOOD CONTROL
 DISTRICT EASEMENT UNIT J131-00-00
 H.C.C.F. NO. L670726,

LINE TABLE

LINE	LENGTH	BEARING
L1	10.02	S03°06'49"W
L2	814.72	S89°58'32"W
L3	1220.12	S00°08'06"E
L4	15.00	S89°51'54"W
L5	1230.15	N00°08'06"W
L6	830.29	N89°58'32"E

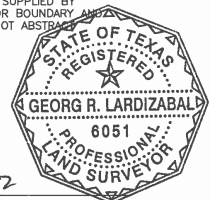
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GEORG R. LARDIZABAL, REGISTERED PROFESSIONAL LAND SURVEYOR NO. 6051

EXHIBIT OF
PROPOSED 10' & 15' RIGHT-OF-WAY
RALPH HUBBARD SURVEY
ABSTRACT NO. 383 HARRIS COUNTY, TX



GGC SURVEY, PLLC

TXL (832)729-7256
 4419 Zimmerly Court
 Sugar Land, Texas 77479 D.D.

REPLAT CROFOOT FARMS
 FILM CODE NO. 630283, H.C.M.R.

LOT 1

LOT 2

FND 3/8" I.R.
 50.00'
 60.04'
 142.10'
 FND 3/8" I.R.
 15.00' FND 3/8" I.R.

George Shackelford

From: George Shackelford
Sent: Thursday, June 06, 2013 11:31 AM
To: parke patterson; George Shackelford
Cc: Loren Smith; Doris Speer
Subject: Re: Raleigh Creek

Will do .

Sent from my Samsung smartphone on AT&T

parke patterson wrote:

George, per my conversation with Loren yesterday evening, please put us on the June 17 CC agenda to discuss possible condemnation.

Of the 4 properties, we have closed one (Crofoot) and it appears we have willing sellers on two more. The last property (Radcliffe) is in foreclosure and it may take pressure from the City to get the bank to respond.

We want to discuss this with the Council so that we can move forward.

Thank You,
Parke Patterson

Parke Patterson Land Development
832-541-7275

June 11, 2013

Talbot

Tomball, TX 77375

Re: Water Service on Zion Road

Dear Mr. and Mrs. Talbot:

This is to confirm that, per your request, the City of Tomball will provide you with water service from a to-be-constructed water line on Zion Road. The water line will be located on a portion of your front property. You will be subject to the typical and appropriate fees/costs for the water service.

Should the water line not be constructed, no water service will be made available.

We are pleased to be working with you.

Please

Sincerely,

Regular City Council
Agenda Item
Data Sheet

Meeting Date: July 1, 2013

Topic:

Approve the Minutes of the June 17, 2013 Regular Tomball City Council Meeting

Background:

Origination:

Recommendation:

Funding:

Party(ies) responsible for placing this item on agenda:

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

ATTACHMENTS:

Draft Minutes - June 17, 2013 Regular Tomball City Council Meeting

MINUTES OF REGULAR CITY COUNCIL MEETING CITY OF TOMBALL, TEXAS



**MONDAY, JUNE 17, 2013
6:00 P.M.**

1.0 Call to Order

The Council meeting was called to order at 6:00 p.m. by Mayor Gretchen Fagan. Other members present were:

Councilman Hudgens
Councilman Stoll
Councilman Brown
Councilman Dodson

Councilmembers Absent:

Councilman Townsend

Others present:

City Manager – George Shackelford
Assistant City Manager – Christal Weber
City Secretary – Doris Speer
City Attorney – Loren Smith
Police Chief – Robert Hauck
Director of Public Works – David Kauffman
Fire Chief – Randy Parr
Community Development Director – Craig Meyers
Marketing Director – Mike Baxter
City Planner – Rebeca Guerra
City Engineer – Lori Lakatos
Chief-NWEMS – Raul Reyes
Senator Dan Patrick
Commissioner Jack Cagle

2.0 Invocation

- Led by Chaplain Arthur Torres, American Legion Post 127

3.0 Pledges to U. S. and Texas Flags

- Led by Eric Dunbar and Austin Gryder, Tomball Cougars Baseball Team

4.0 The following public comment was received:

David and Amanda White, Ron's Chili and Burgers, 77375 - Congratulations to the 2013 Tomball Cougar Team (email read into the record)

Rob Green Pinehurst, 77362 - Expressed his support for Item 9.2, 41st Annual Tomball Night and Parade, August 2, 2013

5.0 Presentation:

- Senator Patrick, Commissioner Cagle, and Mayor Fagan presented the Proclamation declaring June 17, 2013 as ***"Tomball High School Cougars Baseball Team, 2013 UIL Class 4A Baseball State Champions" Day*** to the team members and coaches. Mayor Fagan presented the Key to the City to Coach Rush.

6.0 Reports and Announcements:

- **June 10 thru July 29, 2013 – Tomball Kids Club! Every Monday, Wednesday and Friday**, from 11:00 a.m. to 1:00 p.m. at **MLK Park**, 403 Chestnut Street – Sponsors: ***H-E-B, Buffalo Wild Wings, Cisco's Salsa Company, Salem Lutheran Ministries and Tomball Bible Church***
- June 21, 2013 – **Friday Night Creature Feature – *Creature from the Black Lagoon***
- June 27, 2013 - **5th Annual Economic Development Breakfast**, hosted by the Tomball Economic Development Corporation, 8:00 - 10:30 a.m., Lone Star College-Tomball, Beckendorf Conference Center
Speakers: Commissioner Jack Cagle, Harris County Precinct 4
Precinct 4 Economic Growth
Mayor Gretchen Fagan, City of Tomball
Dr. Jim Gaines, Research Economist, Real Estate Center
at Texas A&M - Economic Outlook 2013
Kelly Violette, Executive Director, Tomball Economic Development Corp. - New and Planned Development in the Tomball Area

- July 1, 2013 – **Budget Workshop** on FY 2013-2014 Budget – **5:00 p.m.**
- July 4, 2013 – **City of Tomball July 4th Celebration** – 2:00 p.m.-10:30 p.m.
- July 13, 2013 – **2nd Saturday at the Depot** – 6:30 p.m.
- July 15, 2013 – **Budget Workshop** on FY 2013-2014 Budget – **5:00 p.m.**
- July 19, 2013 – **Friday Night Creature Feature – *Invasion of the Body Snatchers***
- August 5, 2013 – **Public Hearing** on FY 2013-2014 Budget – 6:00 p.m.
- August 16, 2013 – **Friday Night Creature Feature – *THEM!***
- ***Walk Tomball!*** – Every Saturday at 8:00 a.m. at the Depot
- Reports by City staff and members of council about items of community interest on which no action will be taken
 - Reports by David Kaufman regarding updates for TxDOT's Engineering Assessment of Existing Traffic Signals on Main Street and Baker Street Water Well Rehabilitation will be rescheduled for the July 1, 2013 Council meeting.

7.0 Motion was made by Councilman Brown, second by Councilman Stoll, to approve the Minutes of the June 3, 2013 Regular City Council Meeting.

Motion carried unanimously.

8.0 Old Business:

8.1 Motion was made by Councilman Dodson, second by Councilman Brown, to approve the request from LS Development for City Assistance to acquire Rights-of-Way and Easements for Utility Extensions to the Raleigh Creek Subdivision and to authorize providing City water to the Talbot Tract, Located Outside the City of Tomball, Without Requiring Annexation. Motion was amended by Councilman Dodson, second by Councilman Brown, to approve the request from LS Development for City Assistance to acquire Rights-of-Way and Easements for Utility Extensions to the Raleigh Creek Subdivision and to authorize providing **only** City water to the Talbot Tract, Located Outside the City of Tomball, Without Requiring Annexation.

Motion, as amended, carried unanimously.

9.0 New Business:

9.1 Motion was made by Councilman Stoll, second by Councilman Dodson, to award the Contract for Project No. 2013-03, Community Center Section "A" and Public Works Entry Canopy Roof Replacement, in the Total Amount of \$57,122.00, to Diversified Roofing.

Motion carried unanimously.

- 9.2 Motion was made by Councilman Dodson, second by Councilman Stoll, to approve Resolution No. 2013-22, a Resolution of the City Council of the City of Tomball, Texas, Supporting the 41st Annual Tomball Night and Parade, to be held in Tomball on Friday, August 2, 2013.

Motion carried unanimously.

- 9.3 Motion was made by Councilman Brown, second by Councilman Stoll, to approve the request from the Tomball Sister City Organization for City Support/Co-Sponsorship of the Annual Tomball German Christmas Market, to be held Friday, December 13, 2013 through Sunday, December 15, 2013, and the Annual German Heritage Festival, to be held Friday, March 28, 2014 through Sunday, March 30, 2014 and to Authorize the Mayor to Issue a Letter of Support to Harris County Commissioners Court.

Motion carried unanimously.

- 9.4 Motion was made by Councilman Brown, second by Councilman Stoll, to approve Resolution No. 2013-21, Adopting the City of Tomball's Fund Balance Policy, as set forth in the City's Administrative Policy No. 25, entitled "Fund Balance Policy".

Motion carried unanimously.

- 9.5 Motion was made by Councilman Stoll, second by Councilman Dodson, to approve **GRASSI ACRES FINAL PLAT**: Being a subdivision of 3.0822 acres of land situated in the Ralph Hubbard Survey, Abstract Number 383, of Harris County, Texas, and being all of a called 3.082 acres as described in deed recorded in Clerk's File Number 20120042624 of the Real Property Records of Harris County, Texas.

Motion carried unanimously.

- 9.6 Motion was made by Councilman Dodson, second by Councilman Brown, to approve Issuance of Notice to Waste Corporation of America (WCA), for the Final One-Year Extension of the Solid Waste Services Contract Between the City of Tomball and WCA.

Motion carried unanimously.

- 10.0 Motion was made by Councilman Brown, second by Councilman Stoll, to adjourn.

Motion carried unanimously.

Meeting adjourned.

PASSED AND APPROVED this the _____ day of _____ 2013.

Doris Speer, TRMC, CMC
City Secretary

Gretchen Fagan
Mayor

Regular City Council

Agenda Item

Meeting Date: December 7, 2015

Data Sheet

Topic:

Discuss and authorize the Mayor to execute a contract with Harris County Emergency Services District #15 for 15 year term, expiring December 31, 2030.

Background:

The City of Tomball and Harris County ESD#15 have maintained a contractual relationship since 2005. The contract provides that, in return for sharing 50% of the \$.03 property tax revenue from the certified tax roll of ESD#15, the City of Tomball will provide fire, rescue and first responder medical services to the residents of ESD #15. The original contract generated \$30,000 of revenue to the City in 2005 but in 2016, as a result of continued real estate development, the revenue is projected to be approximately \$121,000. The new contract is for a 15 year term and contains significant enhancements to the agreement for the City. The attached write-up provides a more detailed explanation.

Origination:

Fire Department

Recommendation:

Staff recommends approval

Funding:

Party(ies) responsible for placing this item on agenda:

Randy Parr

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

ATTACHMENTS:

Narative to Contract Renewal

Map of Fire Response Districts for Tomball FD

Proposed Agreement between COT and ESD #15

History

The City of Tomball Fire Department has provided fire and rescue services to the residents of the City of Tomball and the surrounding areas since 1934. At one time, Tomball units responded as far to the west as Waller, to the east, almost to Spring, and the next department to the south was Jersey Village. Over the course of time, fire departments have been organized and Harris County created response districts to be served by these various departments. The Tomball Fire Department was contracted by Harris County to provide service to the area in what is now identified as Harris County Emergency Services District #15. Under this contract the Harris County, through its Fire Marshal's Office, paid the City \$7,500 to provide the service. In 2004, then City Manager Ben Griffin determined that the amount was insufficient to continue to provide the service and asked me to curtail further responses. It was felt that there was a method to raise significantly more funds by forming an Emergency Services District (ESD) and Ben and I agreed to continue to provide the fire protection service until such time as the ESD was formed and a contract with a more reasonable compensation amount was negotiated. ESD #15 was formed in 2005 and its first year service agreement provided a \$30,000 compensation amount to the City. This amount has steadily grown to the \$121,000 amount to be paid in 2016.

ISO Public Protection Classification (PPC) Rating

The Insurance Services Office provides information on a community's fire suppression delivery system through a standardized review of the community's fire protection infrastructure as defined in the Fire Suppression Rating Schedule (FSRS). Components reviewed include the community's fire alarm and communications system (10%), Fire department (50%) and water distribution system (40%). The fire alarm and communications system focuses on a community's facilities and support for handling and dispatching of fire alarms. The review of the fire department evaluates the number of engines and ladders, their pumping capacities, equipment carried, reserve apparatus, department staffing and training and distribution of fire stations within the system. The water supply system review includes the size of water distribution lines, hydrant size and installation, frequency of inspection and the condition of the hydrants. The City of Tomball received a Class 1 rating (the highest possible) in 2003. This results in the lowest property insurance rates available for the areas businesses and residents.

For those of you in the area in 2003, you will recall there was minimal development occurring west of SH 249 and, based on the documentation submitted to ISO, approximately 7,500 people residing in Tomball. Since then, significant commercial and residential development has occurred both west and east of the City that has resulted in annexations by the City. Country Pines subdivision, located west of the City at FM 2920 and Tomball Cemetery Rd., a subdivision with homes priced in the \$300,000 range, is an example. The Lowes/Target Center and the Academy/Kohl's Center are examples of commercial development on the west side and the expansion of Baker Hughes and the new residential subdivision on the northeast corner of Spell Road and Hufsmith-Kohrville are examples on the east side. Additionally, the recent announcement of the Tomball Economic Development Corporation's new tenant, Packers Plus, multiple building campus including a manufacturing facility in excess of 200,000 square feet will create challenges for emergency service responses.

This growth has resulted in a population expansion to in excess of 11,000 people residing in Tomball. The construction of the Aggie Expressway (Tomball Toll Road) and the Grand Parkway are going to fuel additional growth in the area. As these developments move away from the area evaluated in the 2003 ISO review, the distribution of stations becomes critical to maintaining the ISO Class 1 rating.

Current Service Contract

The City of Tomball provides fire & rescue services to the area contained in ESD #15 and is compensated based on a calculation of the taxable base multiplied by a \$.03 tax rate which is subsequently divided by 2 to arrive at the contract payment to the City. This agreement is set to expire on December 31, 2015.

The Tomball Fire Department is presently staffed by 15 full-time firefighter positions distributed between the existing two fire stations. The current rank structure provides for six lieutenants, six driver/operators and three firefighters. This group is supplemented by 34 part-time positions authorized in the current budget and approximately twenty volunteers. Optimally, the two apparatus responding from each station are staffed with four positions per truck. Our minimum staffing model for safely operating on emergency incidents requires three positions per truck on a 24 hour per day basis.

Proposed

The proposed agreement with ESD #15 will be for a fifteen (15) year term, ending December 21, 2030. Under the new agreement, the current funding arrangement as described above would continue. This amount is set at approximately \$121,000 for 2016.

In addition, ESD #15 will provide a fire station on Telge Road for use by the Tomball Fire Department in providing service to the area contained in the ESD. However, as indicated on the attached map, this station will also provide substantial service inside the City limits of Tomball as both a first in truck to the far west side of the City as well as the second truck due on a significant portion of the area west of SH 249 but inside the City limits. Operating costs for the station will be divided on a 50/50 basis with the ESD reimbursing the City based on a monthly or quarterly billing from the City that will detail those costs. The operating costs for the station are estimated to be \$50,000 per year which, when applying the above formula, would result in a \$25,000 cost to the City. The ESD will pay directly for the cost of insurance for the buildings and ESD owned equipment. The City would pay for the insurance on City owned equipment (apparatus, technology equipment, City specific alerting systems, etc) located at the Telge Road Station.

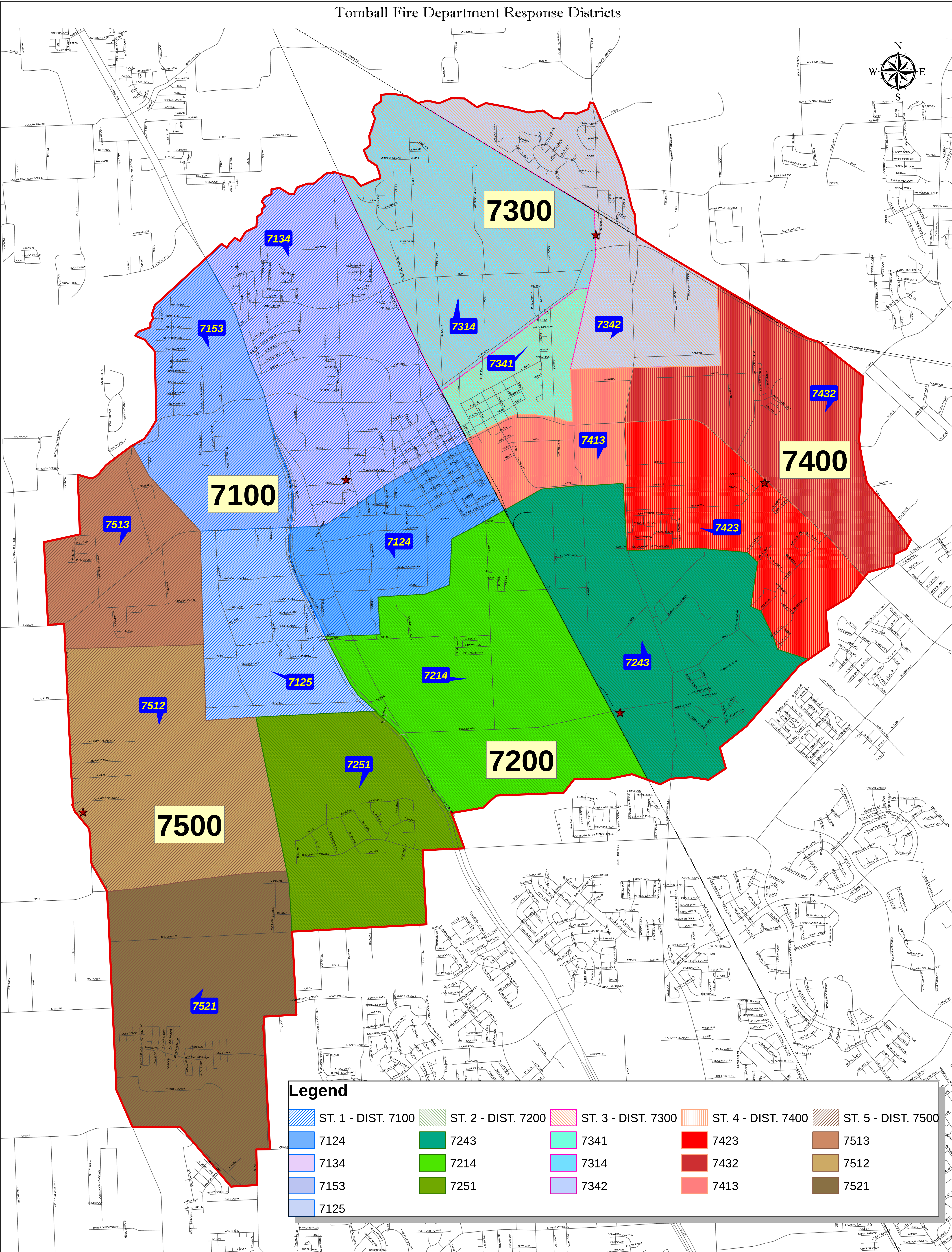
ESD #15 and Tomball acknowledge the importance of staffing the stations on a 24 hour per day basis. As a component of the new service agreement, ESD #15 will fund 100% of the costs associated with the City of Tomball employing three additional driver/operator positions. These positions will be assigned to the Telge Road Station. This funding would be similar to that received from a SAFER grant but would be for a fifteen year term and include all costs attributable to those employees. This amount is estimated to be \$260,000 for 2016 and in excess of \$4,000,000 over the term of the new agreement.

The new staffing model will distribute the six full-time positions between the three stations with each station having a full-time lieutenant and driver/operator assigned on a 24 hour per day basis. These positions will be supported by part-time paid and volunteer positions that will allow the Department to achieve, at a minimum, the minimum staffing model previously described. Subsequent to approval of

this document, staff will follow up with Council regarding the organizational chart and staffing positions that need to be adjusted.

The ESD #15 Board of Directors has approved the document to be presented to the City Council for your consideration.

Tomball Fire Department Response Districts



**INTERLOCAL AGREEMENT FOR THE PROVISION OF FIRE PROTECTION
SERVICES AND THE USE OF A FIRE STATION FOR
FIRE PROTECTION, FIRE SUPPRESSION AND
EMERGENCY RESCUE SERVICES**

This **INTERLOCAL AGREEMENT FOR THE PROVISION OF FIRE PROTECTION SERVICES AND THE USE OF A FIRE STATION FOR FIRE PROTECTION, FIRE SUPPRESSION AND EMERGENCY RESCUE SERVICES** (herein "Agreement") is entered into effective this the ____ day of _____, 2015, by and between **HARRIS COUNTY EMERGENCY SERVICES DISTRICT NO. 15** (hereinafter referred to as "**ESD 15**") and **THE CITY OF TOMBALL, TEXAS** (hereinafter referred to as "**Tomball**") for the mutual covenants and agreements herein contained, and other good and valuable consideration. Accordingly, ESD 15 and Tomball agree to the following:

I.

PARTIES

HARRIS COUNTY EMERGENCY SERVICES DISTRICT NO. 15 (hereinafter referred to as "ESD 15") is a political subdivision of the State of Texas, organized and operating in a portion of Harris County, Texas under Chapter 775 of the Texas Health & Safety Code. Tomball is a home-rule municipality organized and operating under the laws and Constitution of the State of Texas. Both ESD 15 and Tomball propose to enter into an Agreement pursuant to the Interlocal Cooperation Act, Chapter 791 of the Texas Government Code. The purpose of the Agreement is to facilitate the Tomball Fire Department providing services to ESD 15 and Tomball. Pursuant to this Agreement, Tomball shall provide, to the persons and commercial interests located within the geographic boundaries of ESD 15 (herein the "Service Area") fire protection and suppression services to protect life and property from fire and to provide emergency medical first responder and rescue services (all collectively referred to herein as "Emergency Services"). The "Service Area" is described and set forth in Exhibit "A", attached hereto and incorporated by reference. Within the Service Area, the boundaries of Tomball, as well as the Tomball Extra Territorial Jurisdiction area, the Tomball Fire Department shall provide the Emergency Services as it shall determine in its sole and exclusive discretion. Furthermore, nothing in this Agreement shall prohibit

the Tomball Fire Department from providing mutual aid and automatic aid pursuant to those separate agreements made and entered into by Tomball.

Tomball acknowledges and represents that it is familiar with the Service Area and agrees to provide the fire/rescue emergency services in accordance with the Agreement. The parties agree that the Tomball Fire Department shall perform and deliver said emergency services to ESD 15 and Tomball. The parties also both agree and acknowledge that ESD 15 has built and constructed and will maintain a fire station to be located at 19900 Telge Road, Tomball Texas 77377 (the "Telge Station") for use by Tomball and the Tomball Fire Department. ESD 15 and Tomball both acknowledge a need for an additional fire station to be located in the east side of the Service Area.

In consideration of ESD 15 providing the Fire Station contemplated under this Agreement, Tomball agrees to utilize the Fire Station to provide emergency services to the District and Tomball and to operate the Fire Station in a manner Tomball determines to be in the best interests of Tomball and ESD 15.

II.

TERM; EARLY TERMINATION

The term of this Agreement will be for Fifteen (15) years commencing as of the Effective Date of this Agreement and ending December 31, 2030.

Either party may terminate this Agreement by providing a one (1) year written notice to the other party, along with a copy of same to the Tomball Fire Department and the Harris County Fire Marshal's Office. In the event that this Agreement is terminated prior to December 31, 2029, during the one (1) year period prior to termination, the Tomball Fire Department shall provide Emergency Services to ESD 15 and Tomball shall continue during such period to have use, occupancy and quiet enjoyment of the Telge Station pursuant to the terms of this Agreement and the Lease (defined below) the parties will as a result of the relationship created by the terms of this Agreement.

III.

TERMS OF COMPENSATION

(a) During the term of this Agreement, the Compensation to be paid by Tomball to ESD 15 for the use of each of the Fire Station shall be set forth in a written

lease agreement to be executed at a later date (the "Lease"), which the parties will attach to this Agreement as Exhibit "B", upon execution of the Lease. The base payment under the terms of the Lease shall not exceed \$12.00 per year during the term of the Lease unless the parties agree otherwise pursuant to the terms of the Lease.

(b) The lease shall have other customary terms, including, but not limited to a requirement that during the term of this Agreement Tomball shall carry property, hazard and liability insurance related to its assets and operations at the Fire Station and that ESD 15 shall be named as an additional insured on any such insurance policy of Tomball related to the operation of the Fire Station. ESD 15 and Tomball would be equally responsible for all utility costs and the ongoing maintenance of the Fire Station. ESD 15 would be responsible for future capital expenses related to the Fire Station. ESD 15 would be responsible for providing property, hazard and liability insurance coverage related to its assets at the Fire Station(s).

(1) "Operating Costs" are all operations, maintenance and repair expenses paid to third parties for the operation of the Telge station. Operating Costs does not include any costs related to the fire operations of the firefighters or other personnel housed at the Telge Station. Operating Costs include, but are not limited to, electrical service, water service, trash removal services, septic services, aerobic system costs, internet service, telephone service, lawn maintenance, customary repairs to the building, custodial services, HVAC maintenance, lightbulb replacement, alarm system monitoring, window washing, appliance repair (refrigerator and/or freezer, washing machine, (not the fire gear extractor) dish washer, stove, oven, vent hood, clothing dryer linen service, water heaters, sprinkler systems, flowerbed maintenance, plant replacements, tree maintenance and other similar type non-capital items. An depreciation expenses related to the Telge Station shall be recognized fully and solely in the financial records and audits of ESD 15.

(2) Notwithstanding the definition of operating costs above, any repair, replacement, or maintenance due to the negligence of ESD 15 or Tomball, shall be the sole responsibility off the party causing same. For example, if

a fire truck backs into a bay door at the station and damages it, the cost for such repair and/or replacement shall be a liability solely of Tomball.

(3) Any and all costs related to the operations of ESD 15, for example, separate internet or telephone service, specialize security monitoring or other expenses related to the operations of ESD 15, are solely the responsibility of ESD 15.

(4) To facilitate convenient payment of the Operating Costs for the Telge Station, Tomball will receive and process for payment all Operating Costs associated with the Telge Station. Tomball will accumulate the Operating Cost invoices and create a monthly invoice to ESD 15 listing items paid and the amounts paid. Tomball and ESD 15 will develop a budget for the Operating Costs for the Telge Station and reconcile to the budget on a monthly basis the payments made towards the Operating Costs. Those items will be totaled and allocated between Tomball and ESD 15 by dividing the total Operating Costs by two (2) to determine the equal sharing of the costs. ESD 15 will remit payment to Tomball in the normal course of its business.

(c) ESD 15 and Tomball agree that operation of the Telge Station on a twenty-four (24) hour per day basis is critical to providing service to the residents of the Service Area and that Tomball will incur significant costs in providing staffing at the station. ESD 15 agrees that it will reimburse Tomball for 100% of its costs related to providing three (3) full-time Driver/Operator positions at the Telge Station ("ESD Staffing Reimbursement"). The ESD Staffing Reimbursement cost includes the salaries, benefits and other employee related costs paid to or for those employees. The ESD Staffing Reimbursement cost shall be determined in accordance with the Tomball compensation guidelines applicable to all Tomball employees. These costs will be accumulated and invoiced by Tomball to ESD 15 on a quarterly basis. Additionally, these costs shall be adjusted annually as salary and benefit rates are adjusted. Tomball shall provide written notification to ESD 15 of the annual salary and benefit amounts to be paid in each subsequent calendar year no later than thirty (30) days following the annual anniversary of the Effective Date of this Agreement.

(d) ESD 15 and Tomball acknowledge that a portion of the Service Area is located outside the City Limits of Tomball, but inside the Tomball Extraterritorial Jurisdiction (ETJ) and that the area contained therein is subject to annexation by Tomball. In the event that such annexation(s) occur and cause a material negative effect on the annual revenue of ESD 15, the parties mutually agree to modify this agreement to accommodate the new annual revenue stream of ESD 15.

(e) During the term of this agreement, the annual Compensation to be paid by ESD 15 to Tomball shall be calculated by applying a Three Cent (\$.03) tax rate per One Hundred Dollar (\$100.00) valuation to the assessed value of the tax role as certified by the Harris County Central Appraisal District and dividing that result by two (2). Such payments will be divided into four (4) equal installments and paid in March, June, September and December of each year no later than forty-five (45) days following presentation of an invoice from Tomball.

IV.

LIMITATIONS ON REPRESENTATIONS AND WARRANTIES

(a) ESD 15 and Tomball and Tomball Fire Department each agree to use its best efforts in carrying out its duties under this Agreement. However, no party makes any warranty related to the Emergency Services to be provided to ESD 15 or the fitness of the Telge Station that is being provided to Tomball and Tomball Fire Department for the intended purpose. ESD 15, Tomball or Tomball Fire Department do not waive or limit any grounds or basis of immunity or limitation of liability as a political subdivision or as a volunteer or emergency organization including, but not limited to, V.T.C.A., Civil Practice & Remedies Code, Subchapter B. Tort Liability of Governmental Units, Section 101.001, et seq.

V.

NO PARTNERSHIP BETWEEN THE PARTIES

(a) Notwithstanding anything in this Agreement which may be construed to the contrary, this interlocal agreement shall not operate as a merger, consolidation or annexation of one political subdivision by another.

(b) It is not the intention of the parties hereto to create a partnership or association. The duties and liabilities of ESD 15 and Tomball are intended to be

separate and not joint or collective. Nothing contained in this Agreement and in any agreement made pursuant hereto shall ever be construed to create a partnership or association or impose a partnership duty, obligation or liability with respect to any one or more of the parties hereto.

(c) Tomball agrees that although ESD 15 may expend funds for the acquisition of equipment, land and buildings which have a benefit to Tomball - some of which equipment and buildings may be used by Tomball Fire Department in performing the services - no title and no equitable or legal ownership to any equipment, land and buildings purchased (with ESD 15 appropriated funds or otherwise) or otherwise held by ESD 15 shall be taken or ever be construed to be owned by or in the name of the City of Tomball or the Tomball Fire Department.

(d) ESD 15 shall provide the Telge Station for the use and benefit of Tomball without further cost or obligation other than as set forth in this Agreement and in conjunction with any lease agreement entered into between the Parties pursuant to this Agreement.

VI.

AMENDMENT BY MUTUAL AGREEMENT

This Agreement may be amended only by the mutual signed and written agreement of the parties.

VII.

PARTIAL INVALIDITY AND SURVIVAL OF AGREEMENT

If any term or provision of this Agreement shall be held invalid or unenforceable, then the remainder of the Agreement, other than the invalid unenforceable part, shall not be affected thereby and each other term and provision of this Agreement shall be valid and be enforced to the fullest extent permitted by law.

This Agreement embodies the whole agreement of the parties and supersedes all previous communications, representations or agreements between the parties with respect to the matters contained herein.

VIII.
NOTICES

All notices hereunder shall be in writing and delivered or sent Certified Mail, Return Receipt Requested to the parties at their addresses below.

This Agreement is made Effective as of _____, 2015.

CITY OF TOMBALL, TEXAS

**HARRIS COUNTY EMERGENCY
SERVICES DISTRICT NO. 15**

By: _____
Gretchen Fagan
Mayor

By: _____
Charles Hall
President

Address for Notice:
401 Market
Tomball, Texas 77375

Address for Notice:
P.O. Box 1709
Tomball, Texas 77377-1709

ACKNOWLEDGED:

APPROVED FOR ESD 15:

TOMBALL FIRE DEPARTMENT

COVELER & KATZ, P.C

By: _____
Randall F. Parr
Fire Chief

By: _____
Ira A. Coveler
District Counsel for ESD 15

Address for Notice:
1200 Rudel
Tomball, Texas 77375

Address for Notice:
Ira A. Coveler
Coveler & Katz, P.C
820 Gessner, Suite 1710
Houston, Texas 77024

Regular City Council

Agenda Item

Meeting Date: December 7, 2015

Data Sheet

Topic:

Approve **BETHEL HEIGHTS**: Being a Replat of Hunterwood Estates, a Subdivision of 26.7141 Acres of Land Situated in the Joseph House Survey, Abstract Number 34, of Harris County, Texas, and Abstract Number 20, of Montgomery County, Texas, Being a Replat of Hunterwood Estates, a Subdivision According to the Map or Plat Thereof Recorded in Film Code Number 603231, of the Map Records of Harris County, Texas, and Recorded in Cabinet Z, Sheet 580, of the Map Records of Montgomery County, Texas, Being the Same Land as Described in Deed Recorded Under Clerk's File Number 20130603237, of the Real Property Records of Harris County, Texas.

Background:

On September 14, 2015, The Planning and Zoning Commission unanimously voted 5-0 to approve Bethel Heights being a Re-Plat of Hunterwood Estates with contingencies. The plat is being presented to City Council for approval consideration.

Origination:

Recommendation:

Funding:

Party(ies) responsible for placing this item on agenda:

Community Development Department

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

ATTACHMENTS:

Bethel Heights - Plat

Regular City Council

Agenda Item

Meeting Date: December 7, 2015

Data Sheet

Topic:

Consideration to Award Contract for Bid Number 2016-05 for Vector Services & Regular Maintenance of Sewer System Components to Source Point Solutions, LLC

Background:

In an effort to obtain commodities and services used on a continuous basis, the City routinely solicits bids to secure the most favorable pricing and service. Currently the City receives vector services and maintenance as needed outside of a contract by soliciting quotes from qualified vendors, therefore staff decided to place the services for bid in order to obtain a contract. Bid packets were available for pickup at the Public Works Administration Building or could be electronically delivered by request; only one qualified bid was received. Only one vendor, Source Point Solutions, submitted a bid. Current pricing fluctuates on a per gallon basis and quotes are obtained to perform the needed work.

The bid pricing submitted by the recommended bidder is \$1.08 per gallon for vector services during normal business hours, \$1.45 per gallon vector services outside normal business hours with a minimum service charge of \$1,350.00 and cost for large, scheduled vector services is \$.098 per gallon.

Origination:

Public Works

Recommendation:

Public Works staff recommends awarding contract for Bid Number 2016-05 for Vector Services & Regular Maintenance of Sewer System Components to Source Point Solutions, LLC

Funding: Yes

Account Number: 600-614-6207

Party(ies) responsible for placing this item on agenda:

David Esquivel

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

ATTACHMENTS:

Bid Tabulation

**Bid Number 2016-05 - Vactor Services & Regular Maintenance of Sewer System
Components**

Bid Tabulation

Source Point Solutions, LLC	
Service	Cost per Gallon
Cost per Gallon for Vactor Services during normal business hours	\$1.08/ Gallon
Cost per Gallon for Vactor Services outside normal business hours	\$1.45/Gallon
Minimum Service Charge for service call - less than 1,250 gallons	\$1.08/ Gallon (Minimum Service Charge for 1,250 gallons = \$1,350.00)
Cost per Gallon for Large Vactor Services	\$0.98/ Gallon

Regular City Council

Agenda Item

Meeting Date: December 7, 2015

Data Sheet

Topic:

Approve the RFQ selection process and authorize to enter into negotiations with Freese & Nichols, Inc. for the Critical Needs Assessment and CCN Application.

Background:

Staff sought RFQs (request for qualifications) to select an engineering firm to perform the services pertaining to a critical needs assessment for the wastewater treatment plants as well as prepare and submit an application for a certification of convenience and necessity (CCN) for establishing the water and wastewater service areas for the city. A total of (7) seven RFQs were submitted. Six staff members, including all of the WWTP personnel, reviewed and ranked the submittals. Freese and Nichols obtained the highest scoring. Staff recommends approving the process that was used in determining the firm and authorizing staff to enter into negotiations for a contract to perform the services.

Origination:

Public Works

Recommendation:

Approve selection process and authorize entering into negotiations for the contract for the services.

Funding: Yes

Account Number: 600-614-6361; 600-614-6362

Party(ies) responsible for placing this item on agenda:

David Esquivel

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	

ATTACHMENTS:

Request for Qualifications

Scoring Summary



City of Tomball

Gretchen Fagan

Mayor

George Shackelford

City Manager

City of Tomball RFQ Number 2016 - 03 Request for Qualifications (RFQ) for Engineering Services Critical Needs Assessment for WWTPs (North & South Plants) and CCN Application for Water and Sewer Service

Responses due by November 10, 2015, No Later Than 2:00 pm

Project Background:

The City of Tomball Public Works Department is seeking Statements of Qualifications from professional engineering firms interested in creating a method and plan to determine the needs of existing components of the wastewater treatment plants (2) and provide a plan based on a risk assessment to determine rehab and maintenance of the critical treatment components. The City of Tomball has two wastewater treatment plants (North plant – 615 E. Hufsmith & South plant – 12411 Holderrieth). The selected engineering firm will also prepare and submit an application for CCN (certificate of convenience and necessity) to the PUC (Public Utility Commission) to establish the City of Tomball's service area for water and sewer throughout the city limits as well as the ETJ (extraterritorial jurisdiction) of Tomball.

Engineering Services:

The requested engineering services and responsibilities may include, but are not limited to the following:

1. Conduct meetings with City personnel. It is critical to interview and communicate with plant operators to obtain an understanding of the operation of the plant.
2. Assess the treatment components of the plants and establish different methods of determining condition and criticality ranking of each component.
3. Review testing data to determine the efficiency and effectiveness of the plant and its components.
4. Review operational processes and procedures to determine any areas of concern or recommend alternates to match with current methods and technologies.
5. Create and submit a methodology to rank items of concern by assessing a critical need.
6. Prepare an engineering construction cost estimate for each critical component identified that requires repairs or modification.
7. The assessment will also take into account future expansion/development and will review the treatment components to include in the risk assessment replacement, upgrades, etc.
8. Prepare a schedule of recommended time frames for the completion of each repair, upgrade and repair based on the risk level.
9. Introduce possible upgrades to assist in the maintenance and operation as well as assisting in identifying the use of new technology.
10. Prepare a comprehensive capital improvements program (CIP) including business case evaluation summaries for each proposed project in the CIP.
11. Prepare Public Utilities Commission (PUC) Application to Obtain a Water/Sewer Certificate of Convenience and Necessity (CCN) (formerly TCEQ Form 10362). The application will include digital mapping in accordance with PUC Geographic Information System (GIS) standards.

501 JAMES STREET • TOMBALL, TEXAS 77375 • 281-290-1400

Available reference material to be reviewed and utilities are but not limited to:

1. City of Tomball Infrastructure Master Plan and Capital Recovery Fee determination 2012 to 2022 (CLR, Gunda Corp., Rydan & Assoc. Inc. – April 2014)
2. Tomball Comprehensive Plan, Vision 2030, Dec. 2009 (Partners for Strategic Action, Inc)
3. Available record drawings.

Minimum Qualifications:

Only those firms which meet the following qualifications will be considered of selection:

1. Licensed to practice as a profession engineer of the State of Texas.
2. Extensive experience in designing, permitting, construction and expansion of wastewater treatment plants and associated facilities.
3. Extensive experience in permitting and working with the TCEQ (Texas Commission on Environmental Quality) or PUC (Public Utility Commission) in obtaining CCN's.

Evaluation Criteria:

The following project related criteria will be used to evaluate the firms requesting consideration for selection:

1. (40 points) Prior experience of the proposed project staff in the completion and documentation of similar projects.
2. (25 points) Overall quality of the relevant projects submitted.
3. (10 points) Staff experience and availability.
4. (20 points) Evaluation approach (risk based) how to collect necessary data and how city operations staff will be included throughout the process of the assessment.
5. (5 points) Presentation of the results and deliverables (maps, schedules report, etc.)

Submittals:

The following minimum information shall be provided in the Statement of Qualifications:

1. Name of the firm indicating contact person for the firm including address, email and telephone/fax information.
2. Key staff member resumes, with a maximum of two pages per staff member.
3. Listing of current commitments of the firm and key staff members.
4. Listing of six (6) projects similar in scope and magnitude completed by the firm within the last five (5) years, including reference contact information.
5. Cost control approach including a listing of recent projects completed within budget and on time.
6. Listing of proposed sub consultants and their role in the project.

Three (3) original copies of the Statement of Qualifications shall be submitted to:

David Esquivel, PE, Director of Public Works
Public Works Department
501 James Street
Tomball, Texas 77375
Office: (281) 290-1415
Cell: (817) 774-6313

Schedule:

The following schedule is anticipated for this project:

RFQ Issued	October 26, 2015
Statements of Qualifications Due	November 10, 2015
Review and Firm Selection	November 20, 2015
Anticipated Contract Approval by City Council	December 7, 2015
Final Reports and Application Submitted	March 2016

City Responsibilities

The City of Tomball will perform or provide the following for the selected firm:

1. The City of Tomball will provide the available drawings and other pertinent documents to the selected firm.
2. The City will attend meetings to be held at the Public Works Department office. During each meeting, key elements of the project shall be identified including progress, schedule, submittal review, value engineering options and other design issues.

Critical Needs Assessment & CCN Application - RFQ
Scoring Summary

Firm	Criteria	Evaluators						Overall Totals
		David Esquivel	Glen Williams	Justin Pruitt	James Linney	Tracy Walton	John Escamilla	
Freese & Nichols	1 Prior Experience	38	36	40	40	40	30	224
	2 Relevant Projects	24	22	25	20	22	20	133
	3 Staff Experience	9	7	10	10	10	10	56
	4 Evaluation approach	19	17	20	20	20	20	116
	5 Presentation & deliverables	5	4	5	5	5	5	29
	sub total	95	86	100	95	97	85	558

Firm	Criteria	Evaluators						Overall Totals
		David Esquivel	Glen Williams	Justin Pruitt	James Linney	Tracy Walton	John Escamilla	
Jones & Carter	1 Prior Experience	36	35	35	30	30	20	186
	2 Relevant Projects	20	22	20	15	15	15	107
	3 Staff Experience	8	9	8	5	5	5	40
	4 Evaluation approach	15	16	20	10	15	10	86
	5 Presentation & deliverables	4	4	4	2	3	3	20
	sub total	83	86	87	62	68	53	439

Firm	Criteria	Evaluators						Overall Totals
		David Esquivel	Glen Williams	Justin Pruitt	James Linney	Tracy Walton	John Escamilla	
LAN	1 Prior Experience	35	36	35	20	25	35	186
	2 Relevant Projects	18	21	20	15	17	20	111
	3 Staff Experience	5	9	8	8	10	10	50
	4 Evaluation approach	18	18	15	15	15	15	96
	5 Presentation & deliverables	3	4	4	5	5	5	26
	sub total	79	88	82	63	72	85	469

Firm	Criteria	Evaluators						Overall Totals
		David Esquivel	Glen Williams	Justin Pruitt	James Linney	Tracy Walton	John Escamilla	
Binkley & Barfield	1 Prior Experience	35	30	40	30	30	25	190
	2 Relevant Projects	22	15	22	25	20	20	124
	3 Staff Experience	5	8	10	10	10	10	53
	4 Evaluation approach	10	12	20	14	15	15	86
	5 Presentation & deliverables	3	3	5	3	4	5	23
	sub total	75	68	97	82	79	75	476

Firm	Criteria	Evaluators						Overall Totals
		David Esquivel	Glen Williams	Justin Pruitt	James Linney	Tracy Walton	John Escamilla	
eHT	1 Prior Experience	30	30	35	25	30		150
	2 Relevant Projects	18	14	20	10	15		77
	3 Staff Experience	5	7	8	4	8		32
	4 Evaluation approach	17	14	20	12	15		78
	5 Presentation & deliverables	3	3	4	2	4		16
	sub total	73	68	87	53	72	0	353

Firm	Criteria	Evaluators						Overall Totals
		David Esquivel	Glen Williams	Justin Pruitt	James Linney	Tracy Walton	John Escamilla	
Brown & Gay	1 Prior Experience	30	32	35	20	30		147
	2 Relevant Projects	18	16	20	10	20		84
	3 Staff Experience	5	8	5	8	8		34
	4 Evaluation approach	8	14	15	10	15		62
	5 Presentation & deliverables	2	3	3	2	4		14
	sub total	63	73	78	50	77	0	341

Firm	Criteria	Evaluators						Overall Totals
		David Esquivel	Glen Williams	Justin Pruitt	James Linney	Tracy Walton	John Escamilla	
Bleyle & Assoc.	1 Prior Experience	20	30	30	30	30		140
	2 Relevant Projects	10	15	20	18	15		78
	3 Staff Experience	5	6	5	7	10		33
	4 Evaluation approach	5	14	10	15	15		59
	5 Presentation & deliverables	1	3	3	3	4		14
	sub total	41	68	68	73	74	0	324

Regular City Council Agenda Item Data Sheet

Meeting Date: December 7, 2015

Topic:

Executive Session: The City Council will meet in Executive Session as Authorized by Title 5, Chapter 551, Government Code, the Texas Open Meetings Act, for the Following Purpose(s):

- Sec. 551.071 - Consultation with the City Attorney regarding a matter that the Attorney's duty requires to be discussed in closed session.
- Sec. 551.072 – Deliberations Regarding the Purchase, Exchange, Lease, or Value of Real Property

Background:**Origination:**

City Manager

Recommendation:**Funding:**

Party(ies) responsible for placing this item on agenda:

ACTION TAKEN		
APPROVAL	READINGS PASSED	OTHER
☐ YES ☐ NO	☐ 1 ST ☐ 2 ND	