

AGENDA

STATE OF TEXAS)
CITY OF FRIENDSWOOD)
COUNTIES OF GALVESTON/HARRIS)
APRIL 01, 2019)

NOTICE IS HEREBY GIVEN OF A FRIENDSWOOD CITY COUNCIL REGULAR MEETING TO BE HELD AT 4:30 PM ON MONDAY, APRIL 01, 2019, AT FRIENDSWOOD CITY HALL, COUNCIL CHAMBERS, 910 S. FRIENDSWOOD DRIVE, FRIENDSWOOD, TEXAS, REGARDING THE ITEMS OF BUSINESS ACCORDING TO THE AGENDA LISTED BELOW:

4:30 PM – REGULAR MEETING

1. Call to order
2. Invocation – Pastor Moe Mays, First Baptist Church
3. Pledge of Allegiance – Boy Scouts Daniel Requeña Herrera, Leo Requeña Herrera, and Josué Requeña Herrera with Cub Scout Pack 452 United States and Texas (HONOR THE TEXAS FLAG; I PLEDGE ALLEGIANCE TO THEE, TEXAS, ONE STATE UNDER GOD, ONE AND INDIVISIBLE)
4. Communications from the Public
(To comply with provisions of the Open Meetings Act, the City Council may not deliberate on items discussed under this agenda item. The Council may refer this item to the City Manager or direct this item to be placed on the next regular Council agenda. PowerPoint presentations are not conducted during the citizen comment period. Out of respect for those speaking during public comment, please refrain from any outbursts or interjections to include, but not limited to, applause and/or disparaging noises from the audience. Doing so discourages others from voicing their thoughts and opinions, and disrupts the meeting.)
5. WORK SESSION
 - A. Capital Improvement Projects Update
6. Special Recognition and Acknowledgements
 - A. Proclamation for Sherry Goen on her service with the Keep Friendswood Beautiful Committee

- B. Presentation of the 2018 Comprehensive Annual Financial Report (CAFR) from auditors Whitley Penn, presented by Lupe Garcia
7. Joint Public Hearing
To receive comments from the public, both oral and written, regarding:
A. Amending the City of Friendswood Code of Ordinances, Appendix C, Zoning Ordinance “Section 15. Amendments” and “Chapter 70 Vacation of Street, Drainage, Utility or other Public Easement” to change from Joint Public Hearings to separate Public Hearings and to amend ordinance wording to be consistent with state law.
8. Communications from the Public
(To comply with provisions of the Open Meetings Act, the City Council may not deliberate on items discussed under this agenda item. The Council may refer this item to the City Manager or direct this item to be placed on the next regular Council agenda. PowerPoint presentations are not conducted during the citizen comment period. Out of respect for those speaking during public comment, please refrain from any outbursts or interjections to include, but not limited to, applause and/or disparaging noises from the audience. Doing so discourages others from voicing their thoughts and opinions, and disrupts the meeting.)
9. City Manager’s Report
A. Spring Sparkle Clean Up Event
B. Library Week
C. Youth Fishing Derby
D. Hurricane Harvey Update
10. Communications From Committees and Special Reports
A. Keep Friendswood Beautiful Annual Report given by Chair Natasha McAdoo
11. Discussion and possible action regarding disposition of Bid No. 2019-02 for Bulk Fuel Purchase and Delivery.
12. Discussion and possible action regarding approving an Access and Utilities Easement Agreement with Coastal Bend Property Development, LP.
13. Discussion and possible action regarding the acquisition and implementation of Integrated Body-Worn Camera and In-Car Solution.
14. Discussion and possible action regarding concurrence with the City Manager’s appointment of a Public Works Director.
15. Resolutions
Consideration and possible action regarding the following:
A. Resolution R2019-09: A resolution of the City Council of the City of Friendswood, Texas, authorizing and approving the 2018 Community Development Block Grant – Disaster Recovery. (CDBG-DR)

- B. Resolution R2019-10: A resolution of the City of Friendswood, Texas, authorizing aerial spraying over Friendswood by the Galveston County Mosquito Control District for the County-Wide Mosquito Control Program.
- C. Resolution R2019-11: A resolution of the City Council of the City of Friendswood, Texas, expressing its full support for the bond projects identified, prioritized, and publicly presented as being included in and funded by the Harris County Flood Control District 2018 Bond Election and requesting that Harris County Commissioners Court proceed with such bond projects; requesting that Harris County Commissioners Court not incorporate the use of HUD low-to-moderate income criteria to now re-prioritize the HCFCD 2018 Bond Election Bond Projects.

16. Ordinances

Consideration and possible action regarding the following:

- A. Ordinance No. T2019-10: (Title: Second and Final reading of an ordinance amending the zoning classification for a tract or parcel containing 1.8864 acres located at 1 Hatcher Lane, Friendswood, Texas, by granting a zone classification change from Community Shopping Center (CSC) to Downtown District (DD), as more fully described herein) An ordinance amending the Code of Ordinances of the City of Friendswood, Texas, Appendix C – “Zoning,” by amending the zoning classification for a tract or parcel containing 1.8864 acres of land, situated in the Sarah McKissick Survey, Abstract 151, being out of Lot 4 in Block 11 of Friendswood Subdivision according to the plat thereof recorded in Volume 238, Page 14, Friendswood, Galveston County, Texas; amending the zone classification from Community Shopping Center (CSC) to Downtown District (DD); providing for amendment of the Official Zoning Map; providing a penalty in an amount not to exceed \$2,000 for each day of violation of any provision hereof; and providing for severability.
- B. Ordinance No. T2019-11: (Title: First reading of an ordinance amending the zoning classification for a tract or parcel containing 115.998 acres located along the future Friendswood Lakes Boulevard between West Ranch and Friendswood Lakes Subdivisions, Friendswood, Galveston County, Texas, to change from Single Family Residential (SFR) to Planned Unit Development (PUD) for a residential development, “Avalon at Friendswood”, as more fully described herein) An ordinance amending the Code of Ordinances of the City of Friendswood, Texas, Appendix C – “Zoning,” by amending the zoning classification for a tract or parcel containing 115.998 acres of land along the future Friendswood Lakes Boulevard between West Ranch and Friendswood Lakes Subdivisions, Friendswood, Galveston County, Texas, to change from Single Family Residential (SFR) to Planned Unit Development (PUD) for a residential development, “Avalon at Friendswood”, consisting of the following tracts: 1) 87.774 acres, more or less, being a portion of a called 96.944 acres tract in the Mary Fabreau Survey, Abstract No. 69 in Galveston County, Friendswood, Texas, save and except a 9.170 acre portion of the same tract; and 2) 28.2240 acres of land, more or less, being a portion of a called 194.21 acre tract described as Tract “A” as conveyed to Yellowstone Hill Country Ranching, LLC, Friendswood, Galveston County, Texas; amending the zone classification from Single Family Residential (SFR) to Planned Unit

Development (PUD) for a residential development, "Avalon at Friendswood"; providing for amendment of the Official Zoning Map; providing a penalty in an amount not to exceed \$2,000 for each day of violation of any provision hereof; and providing for severability.

- C. Ordinance No. T2019-13: (Title: First reading of an ordinance amending Appendix C "Zoning," Section 15. "Amendments" and Chapter 70 "Vacation of Street, Drainage, Utility or other Public Easement" to change from joint public hearings to separate public hearings and to amend ordinance wording to be consistent with state law) An ordinance amending Appendix C – "Zoning," section "Amendments" and Chapter 70 "Vacation of Street, Drainage, Utility or other Public Easement" to change from Joint Public Hearings to separate Public Hearings and to amend ordinance wording to be consistent with state law; providing a penalty for violation in an amount not to exceed \$2,000, or as otherwise provided by law; repealing all ordinances or parts of ordinances inconsistent or in conflict herewith; and providing for severability.
- D. Ordinance No. T2019-14: (Title: First reading of an ordinance approving the execution of a Developer Participation Agreement between the City of Friendswood, Coastal Bend Property Development, LP and Ser Construction Partners, LLC) An ordinance approving the execution of a Developer Participation Agreement between the City of Friendswood (city) and Coastal Bend Property Development, LP (developer) and Ser Construction Partners, LLC, (contractor), for the purpose of making certain public improvements as authorized by law.
- E. Ordinance No. T2019-15: (Title: First and Final reading of an ordinance adopting Budget Amendment VI to the Original General Budget of the City for Fiscal Year 2018-2019 to provide for supplemental appropriation and/or transfer of certain funds) An ordinance amending City of Friendswood, Texas, Ordinance No. 2018-28, passed and approved October 1, 2018, same being an ordinance approving and adopting the City's General Budget for Fiscal Year 2018-2019 by approving "Budget Amendment VI" to the "Original General Budget of the City of Friendswood, Texas, for the Fiscal Year 2018-2019"; providing for supplemental appropriation and/or transfer of certain funds; providing for severability; and providing other matters related to the subject.

17. Communications from the Mayor and Councilmembers

18. Consent Agenda

Consideration and possible action regarding the following:

- A. Approving an agreement with Friendswood Area Swim Team (FAST) for the use of the Sesquicentennial Swimming Pool and authorizing the Mayor to execute the agreement
- B. Accepting the February 2019 Property Tax Report
- C. Approving the minutes of the March 04, 2019, Council Meeting

19. WORK SESSION

- A. Drainage Subcommittee Report

20. CLOSED EXECUTIVE SESSION – (Executive Conference Room/Adjacent to

Council Chambers-City Hall)

- A. Communications from the Public regarding Executive Session topics.
- B. Council may convene into Executive Session in accordance with Texas Government Code, pursuant to Section 551.074: Personnel Matters; to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee with possible discussion and action related thereto in open session. (Evaluation of the City Secretary)

21. RECONVENE INTO OPEN SESSION

- 22. Consideration and possible action regarding the annual review of the City Secretary.**

23. Adjournment

This facility is wheelchair accessible and accessible parking spaces are available. Requests for accommodations or interpretive service must be made two (2) business days or more prior to this meeting. Please contact the City Secretary's Office at (281) 996-3270 for further information.

I, MELINDA WELSH, CITY SECRETARY OF THE CITY OF FRIENDSWOOD DO HEREBY CERTIFY THAT THE ABOVE NOTICE OF MEETING OF THE FRIENDSWOOD CITY COUNCIL WAS POSTED IN A PLACE CONVENIENT TO THE GENERAL PUBLIC IN COMPLIANCE WITH CHAPTER 551, TEXAS GOVERNMENT CODE, ON MARCH 28, 2019, AT 2:15 PM.

MELINDA WELSH, TRMC
CITY SECRETARY

**All meetings of City Council are open to the public, except when there is a necessity to meet in an Executive Session (closed to the public) under the provisions of Section 551, Texas Government Code. The City Council reserves the right to convene into Executive Session to hear any of the above described agenda items that qualify for an executive session by publicly announcing the applicable section number of the Open Meetings Act.



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: April 1, 2019

Date Submitted: March 22, 2019

Dept. Clearances: Rene Ibarra

Prepared by: George L Cherepes

Originating Department: PW

Subject: Update on 2013 Bond Program Projects and Other Capital Projects

Proceeding: Work Session

City Attorney Review: N/A

Degree of importance: Critical ☐ Significant ☒ Elective ☐

Expenditure Required: N/A Amount Budgeted: N/A

Appropriation Required: N/A Source of Funds: N/A

FINANCE APPROVAL: N/A

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

At the February 2014 Council meeting, Council directed staff to pursue the Seven-Year plan in undertaking the 2013 Bond Program. Since that meeting, the following activities have been started relative to the bond projects (**please note, a PowerPoint presentation will be provided at the meeting Monday night for additional background**):

- **Old City Park** –The parking lot portion of the project is complete and is currently under the One-Year Maintenance Period. The Contractor, Tandem Services, LLC, has started the Pavilion and the Restroom buildings. The Restroom roof has been completed and starting on the Pavilion.
- **Blackhawk Boulevard Phase II** –The City issued the notice to proceed on June 4, 2018. City Council approved three alternates on the project to allow for construction to go from Friendswood Link to Edenvale. The Contractor, Joslin Construction, has been systematically working their way down Blackhawk. They have been removing concrete, installing water and sanitary sewer lines, placing storm sewer pipe, and installing concrete pavement and driveways.
- **2018 Street Maintenance Contract** – The City issued the notice to proceed for October 8, 2018. The Contractor, Angel Brothers, has completed the majority of the work on Falling Leaf, Spreading Oaks and Winding Way. Staff is evaluating options to address additional streets within the existing budget within the specified order.
- **Storm Sewer Cleaning and Inspection** – The City issued the notice to proceed for October 8, 2018. The Contractor, All Points Inspection Services, has begun work on the

north side of Friendswood. They are utilizing our storm sewer maps and are working in a systematic procedure. They are currently within the Friendswood Lakes section of the City. They have completed cleaning 111,148 linear feet of the overall 294,836 linear footage of various sized pipes and boxes.

- **Greenbriar Sidewalks** – Design is complete and the bids were opened in January. A Preconstruction meeting was held on January 31st and the Contractor started work on February 18th from W. Castlewood Drive to Wilderness Trails. The proposed sidewalk is nearly complete and the proposed curb is being prepared to be installed.
- **Lift Station 23** (FM 518 near Century Ln.) – City Council approved an amendment to the consultant’s contract based on an independent review of the wet well in August. Lockwood, Andrews, and Newman, Inc. are progressing on their design with the intent on going out for bids in the spring of 2019. Public Works Staff recently reviewed the 60% drawing submittals. LAN is addressing Staffs 60% review comments.
- **Pool Reconstruction** – City Council approved a contract with Corworth Innovative Buildings at the October meeting for a new restroom and ticket office buildings. Construction of the pre-fabrication buildings are progressing as expected. The existing facilities were demolished in December. Public Works is coordinating with Parks for the new water line installation.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

RECOMMENDATIONS

None

ATTACHMENTS

[CM Report April 2019](#)

[Seven-Year Plan](#)

Capital Projects Quarterly Report

April 2019

I. 2013 BOND PROJECTS – ROUND 1

Old City Park Parking Lot

PK0070

Project Manager:		<i>Tuan Nguyen</i>		
Project Funding Source:		<i>2013 Parks Fund Program</i>		
Approved Project Budget:		<i>\$400,000.00</i>		
Approved Change Orders:		<i>-\$25,619.60</i>		
Estimated Completion:				
Project Status:		<i>Design Phase</i>		
	Original Contract Amount	Approved Change Orders	New Contract Amount	Amount Expended
Design:	\$10,500.00	\$0.00	\$10,500.00	\$10,500.00
Construction:	\$419,038.30	-\$25,619.60	\$393,418.70	\$392,600.18
Miscellaneous:	\$94,165.32	\$0.00	\$94,165.32	\$64,434.66
Testing:	\$9,300.00	\$0.00	\$9,300.00	\$5,430.75
Total:	\$533,003.62	-\$25,619.60	\$757,455.02	\$472,965.59
Contingency	\$0.00		\$0.00	\$0.00

Project is now complete and on agenda for January acceptance.

Old City Park Restrooms and Pavilion

PK0070

Project Manager:		<i>Tuan Nguyen</i>		
Project Funding Source:		<i>2013 Parks Fund Program</i>		
Approved Project Budget:		<i>\$350,000.00</i>		
Approved Change Orders:		<i>\$14,673.00</i>		
Estimated Completion:				
Project Status:		<i>Design Phase</i>		
	Original Contract Amount	Approved Change Orders	New Contract Amount	Amount Expended
Design:	\$23,000.00	\$0.00	\$23,000.00	\$15,447.50
Construction:	\$335,530.00	\$14,673.00	\$350,203.00	\$233,085.60
Miscellaneous:	\$5,000.00	\$0.00	\$5,000.00	\$5,000.00
Testing:	\$4,243.50	\$0.00	\$4,243.50	\$1,872.25
Total:	\$367,773.50	\$14,673.00	\$382,446.50	\$255,405.35
Contingency	\$29,470.00		\$9,934.00	\$19,536.00

The project was awarded by City Council at the October meeting. A Pre-Construction meeting was conducted on November 13 with a Notice to Proceed date of November 26. Contractor has mobilized and the foundations for the pavilion and the restroom buildings have been poured. Restroom walls and roof are complete. Pavilion work is in progress.

Capital Projects Quarterly Report

April 2019

II. CITY COUNCIL'S PRIORITY PROJECTS

1776 Park Improvements PK0052

Project Manager:		James Toney		
Project Funding Source:		PDO		
Approved Project Budget:		\$31,000.00		
Approved Change Orders:		\$0.00		
Estimated Completion:		N/A		
Project Status:		Project Planning		
	Original Contract Amount	Approved Change Orders	New Contract Amount	Amount Expended
Design:				
Construction:				
Miscellaneous:				
Testing:				
Total:				
Contingency				

Parks and Recreation Department is working with the Rotary Club and Galveston County Consolidated Drainage District) GCCDD on installing a canoe launch at this park. City Staff is continuing to coordinate with the Galveston County Consolidated Drainage District to create additional inline detention or a detention pond for Clear Creek and converging tributaries.

Blackhawk Boulevard Phase II GO1515

Project Manager:		Rick Watkins		
Project Funding Source:		2013 Street Bonds Phase III		
Approved Project Budget:		\$5,582,547.95		
Approved Change Orders:		\$3,565.00		
Estimated Completion:				
Project Status:		Under Design		
	Original Contract Amount	Approved Change Orders	New Contract Amount	Amount Expended
Design:	\$849,168.95	\$0.00	\$849,168.95	\$804,465.63
Construction:	\$4,580,886.90	\$3,565.00	\$4,584,451.90	\$1,922,031.64
Miscellaneous:	\$3,301.00	\$0.00	\$3,301.00	\$3,301.00
Testing:	\$84,635.00	\$0.00	\$84,635.00	\$39,597.00
Total:	\$5,517,991.85	\$3,565.00	\$5,521,556.85	\$2,769,395.27
Contingency	\$0.00		\$0.00	\$0.00

The new concrete streets, curbs, and sidewalks have been installed on the Westside of Blackhawk from Pennystone Way to Whitter Oaks Drive. The grading of the areas that were disturbed, along with the new sod being installed is ongoing. The Westside outside lane from Whitter Oaks Drive to Royal Parkway was installed, and at this time, the inside lane area is being prepped for the new concrete street along with new sidewalks at this time. The new storm sewer from Royal Parkway to Abercreek Avenue continues to be installed. The new 12-inch water line work has started back up at the end, and continues to install connections on the cross-streets, moving services over to the new line once lines have passed all inspections.

Capital Projects Quarterly Report

April 2019

2018 Storm Sewer Cleaning and Inspection Desilting

Project Manager:		Tuan Nguyen		
Project Funding Source:		General Fund Balance		
Approved Project Budget:		\$696,336.00		
Approved Change Orders:		\$0.00		
Estimated Completion:		August 2019		
Project Status:		Construction Phase		
	Original Contract Amount	Approved Change Orders	New Contract Amount	Amount Expended
Design:	\$0.00	\$0.00	\$0.00	\$0.00
Construction:	\$696,335.75	\$0.00	\$696,335.75	\$482,759.12
Miscellaneous:	\$0.00	\$0.00	\$0.00	\$0.00
Testing:	\$0.00	\$0.00	\$0.00	\$0.00
Total:	\$696,335.75	\$0.00	\$696,335.75	\$482,759.12
Contingency	\$0.00		\$0.00	\$0.00

This project was set up as an action item after the Hurricane Harvey storms to assess and clean the storm sewer system that were underwater. The project was awarded at the September City Council meeting and a pre-construction meeting was held on October 20 with a Notice To Proceed as of October 9. The contractor is starting in the northernmost subdivisions (Lakes of Friendswood) and working their way south. Weekly schedule provided, and progress kept up by contractor. TV-crew is right behind them. First batch of report-video has been delivered. Staffs review and follow up of provided videos completed is within process.

2018 Street Maintenance Program ST2018

Project Manager:		Tuan Nguyen		
Project Funding Source:		Street Sales Tax Revenue		
Approved Project Budget:		\$1,800,000.00		
Approved Change Orders:		\$0.00		
Estimated Completion:				
Project Status:		Design Phase		
	Original Contract Amount	Approved Change Orders	New Contract Amount	Amount Expended
Design:	\$0.00	\$0.00	\$0.00	\$0.00
Construction:	\$1,590,730.50	\$0.00	\$1,590,730.50	\$456,554.13
Miscellaneous:	\$0.00	\$0.00	\$0.00	\$0.00
Testing:	\$49,547.00	\$0.00	\$49,547.00	\$18,968.88
Total:	\$1,640,277.50	\$0.00	\$1,640,277.50	\$475,523.01
Contingency	\$0.00		\$0.00	\$0.00

The City Council approved the contract for the first year of the five-year paving program, which is funded by the Street Maintenance Sales Tax that was voted on by the Citizens. In year one, the concentration is on Asphalt Street repairs and overlay. The Contract was awarded at the September City Council meeting. A pre-construction meeting was held on October 18 with a Notice to Proceed date of October 17. They have completed E. Viejo Drive, Moore Road, and Wilderness Trail, and are working on clean up and striping where called for. The following has been primarily completed: East Spreading Oaks Avenue, West Spreading Oaks Avenue, Falling Leaf Drive, Linson Lane, North Winding Way, and South Winding Way.

Capital Projects Quarterly Report

April 2019

FY2019 Concrete Street Maintenance Repair 2019CSMR

Project Manager:		Tuan Nguyen		
Project Funding Source:		Street Sales Tax Revenue		
Approved Project Budget:		\$1,800,000.00		
Approved Change Orders:		\$0.00		
Estimated Completion:				
Project Status:		Design Phase		
	Original Contract Amount	Approved Change Orders	New Contract Amount	Amount Expended
Design:	\$0.00	\$0.00	\$0.00	\$0.00
Construction:	\$1,590,730.50	\$0.00	\$1,590,730.50	\$761,803.10
Miscellaneous:	\$0.00	\$0.00	\$0.00	\$0.00
Testing:	\$49,547.00	\$0.00	\$49,547.00	\$21,354.50
Total:	\$1,640,277.50	\$0.00	\$1,640,277.50	\$783,157.60
Contingency	\$0.00		\$0.00	\$0.00

The Streets and Drainage Division is currently putting together the documents for its annual street repair. This year the City will be bidding out Concrete repairs.

Greenbriar Sidewalks SW2019

Project Manager:		Megan Wilson		
Project Funding Source:		General Fund Balance		
Approved Project Budget:		\$200,000.00		
Approved Change Orders:		\$0.00		
Estimated Completion:				
Project Status:		Design Phase		
	Original Contract Amount	Approved Change Orders	New Contract Amount	Amount Expended
Design:	\$0.00	\$0.00	\$0.00	\$0.00
Construction:	\$126,502.00	\$0.00	\$126,502.00	\$0.00
Miscellaneous:	\$0.00	\$0.00	\$0.00	\$0.00
Testing:	\$0.00	\$0.00	\$0.00	\$0.00
Total:	\$126,502.00	\$0.00	\$126,502.00	\$0.00
Contingency	\$0.00		\$0.00	\$0.00

This project will install five-foot wide concrete sidewalks on the south side of Greenbriar Avenue from Wilderness Trail to Falling Leaf Drive. Bid awarded to Teamwork Construction. A Preconstruction meeting was conducted on January 31. Construction started on February 18. Layout and form placement has started at Killarney towards Castlewood and Killarney towards Glennshannon. Staff is in review of a proposed change order for a Protective Pedestrian Serrated Curb. Change order for curb approved. Construction of sidewalk is complete from Mustang Dr to Wilderness trail. Contractor is working on completion of the section from Mustang Dr. to Falling Leaf. Upon completion, the proposed serrated curb will be installed as per the approved change order.

Capital Projects Quarterly Report

April 2019

III. Water & Sewer Bond Projects

Lift Station #23 Replacement WS1601

Project Manager:	<i>Public Works Staff</i>			
Project Funding Source:	<i>Water and Sewer Working Capital</i>			
Approved Project Budget:				
Approved Change Orders:				
Estimated Completion:				
Project Status:	<i>In Design</i>			
	Original Contract Amount	Approved Change Orders	New Contract Amount	Amount Expended
Design:	\$158,800.00	\$130,700.00	\$289,500.00	\$171,007.53
Construction:	\$0.00	\$0.00	\$0.00	\$0.00
Miscellaneous:	\$55,540.00	\$0.00	\$55,540.00	\$55,540.00
Testing:	\$0.00	\$130,700.00	\$0.00	\$0.00
Total:	\$214,340.00	\$0.00	\$345,040.00	\$226,547.53
Contingency				

A Design contract was awarded during the February Council meeting. Lockwood, Andrews, and Newman were awarded the contract and have started the basic design of the Lift Station #23. As a component of design, an issue had developed in regard to our ability to reuse the existing force main. TCEQ regulations may impact the use of the existing force main, requiring the installation of a new, smaller one. Staff is continuing to work with LAN on the design changes. Staff is working with individual contractors for an in-depth evaluation of the wet well. Staff held a Pre-Con/Coordination meeting on January 23. Inspection of the wet well occurred on February 14, 2018, the finalized report has been received and being reviewed. City staff met with LAN to discuss the best method to proceed forward on the project. In an effort to adhere to the required TCEQ Regulations, and not have to replace the existing force main, it was agreed to reuse the existing wet well. An amendment to the contract was approved at the August City Council and thus design has commenced. Currently 60% design submittal has been received and reviewed. Staffs comments has been provided to the consultant.

IV. RESIDENTIAL DEVELOPMENTS

Sterling Creek Section #3B

The Pre-Construction meeting was held on October 2, 2018 and the contractor is currently installing sanitary sewer line. Sanitary Line installed. Testing on street soil work was completed/passed on February 14. Street paving has been poured. Testing for sanitary sewer is complete and has passed.

Friendswood Trails – Paving/Utilities

A preconstruction meeting was held September 25, 2017. The general contractor is Angel Brothers. Underground utilities completed. Paving is completed. All utilities tested. Minor second stage work and drainage swales in reserve still outstanding. City staff conducted a walk thru on July 30th the contractor is closing out punch list items. Staff has been meeting with the developer on a weekly basis to chart progress and address any concerns. The project was accepted at the November City Council meeting. Due to recent concerns, staff has been additionally coordinating with the developer regarding new drainage concerns.

Capital Projects Quarterly Report
April 2019

V. COMMERCIAL DEVELOPMENTS

Clear Creek Community Church

Held the Pre-Construction meeting on March 4th. Submittal reviews are being processed.

Grease Monkey

Held the Pre-Construction meeting on November 20th. Construction is underway. Storm Sewer and general site work in progress.

Industry Park Friendswood

Held the Pre-Construction meeting on March 7. Construction and installation of infrastructure utilities is underway.

The Ultimate Garage

Had the Pre-Construction meeting on September 25th. Contractor is currently doing site preparation and scheduling to do water and paving. Storm sewer has been installed. Fire hydrant at FM 2351 has been relocated. General site work in progress. Concrete drive has been poured. Working on foundation for building 1.

Virgata

Storm sewer installed. Pouring foundation and general site work

VI. ADMINISTRATIVE & IN-HOUSE PROJECTS

Beamer Road Expansion – Project is in the scoping process.

Beamer Road Utilities – In continued coordination with proposed developer

Blackhawk Building – Parks and Public Works Departments have moved into the temporary facility.

Capital Improvements Program – Revised Capital Improvements Program Manual approved and on the website. Working on the 2019 revision.

City Wide Traffic Study – The project was awarded to Brown and Gay Engineering and the firm has begun the Traffic Study process in early March

Community Rating System – Proposed Contract with Calhoun Consultants and finishing up the 2018 FEMA CAV documents.

Flood Mitigation – In the Construction Phase.

Flood Vulnerability Study – Scoping the project and preparing for selection of Engineer.

Capital Projects Quarterly Report
April 2019

Friendswood Lakes Boulevard – Galveston County is within the process of recently administered their design selection process

Pedestrian Bridge – Documentation sent to H-GAC for grant processing. In process of applying for TA/SRTS funding.

Staking property corner of 16711 Townes Road – Completed.

Utility Impact Study – Study completed and recommendation to City Council.

Right of Way Permits Approved:

2019-06 – S, Friendswood Drive - CPG

Right of Way Permits on Hold:

None

Ordinance 300 Requests – Approved

2018-26 – New Park Signage and Public Works/Park Building Signage

2018-27 – Temporary “No Parking” signs for Cline Fest

2018-28 – W. Castlewood “Cross Traffic Does Not Stop” signs

Ordinance 300 Requests – Disapproved

2018-20 – Cedarwood Drive – Excessive Speeding

2018-23 – Shadwell Lane – Right Turn Only

Ordinance 300 Requests – Information sent

2018-25 – Falling Leaf – No Parking at Merriewood

Ordinance 300 Requests – Pending

2017 21 – Forest Bend Avenue – Sight distance

2017-28 – Briarmeadow – Cline Traffic

2018-06 – Briarmeadow – Stop Sign Clarity

2018-24 – Prince George & Queensburg – Excessive Speeding

Ordinance 300 Requests – Waiting Requestor Response

2016-10 – Linson Lane – Dead End sign

2016-16 – Galloway School – Flashing Lights and Crosswalk

2016-18 – Wilderness Trails Subdivision – Excessive Speeding

2017-01 – Dominion Court – No Exit/Dead End

2017-15 – Park Water Drive – No Parking

Ordinance 300 Requests – Waiting TxDOT Response

2017-10 – Annalea – Traffic Signal

2018-03 – Request left turn Bay on South FM 518 to Magnolia Avenue

2018-07 – Bay Area Boulevard – Change Traffic Patterns

2018-08 – FM 2351 – Change Traffic Patterns

2018-09 – FM 2351 & FM 518 – Change Traffic Patterns

2018-10 – FM 2351 – Change Traffic Patterns

2018-11 – FM 528 – Change Traffic Patterns

Capital Projects Quarterly Report

April 2019

2018-12 – FM 528 – Change Traffic Patterns
2018-13 – FM 528 & Sunset – Change Traffic Patterns
2018-14 – FM 528 & Briar Meadow – Change Traffic Patterns
2018-29 – Request for Traffic Light at Stratmore Drive and FM 518

Ordinance 300 Requests – Work Order – No 300 needed

2017-18 – Friendswood Lakes Boulevard – Change Speed Limit Signs
2017-29 – City Limit Sign on Bay Area Boulevard
2018-18 – Pine Drive – Install delineators

VII. ONE-YEAR MAINTENANCE EXPIRATION

PROJECT

Arbor Gate Section 6
Friendswood Lakes Boulevard (WR)
Friendswood Trails
Old City Park Parking Lot

DATE

May 7, 2019
May 7, 2019
November 5, 2019
February 11, 2020

Seven-Year Plan Round 1	
Project	Est. Capital Cost
Prop 1 - Public Safety	
Design - Expansion of Station 4 & New Station at PSB	\$ 484,500
Prop 2 - Library	
Library Expansion	\$ 2,525,000
Prop 3 - Parks	
Centennial Park Improvements	\$ 750,000
Expansion of Existing Parks*	\$ 1,400,000
Lake Friendswood	\$ 500,000
Sportspark Improvements	\$ 1,718,000
Stevenson Park Improvements	\$ 246,500
Prop 4 - Streets	
Mary Ann Dr	\$ 549,000
Shadowbend Ave	\$ 393,000
Townes Road	\$ 273,000
Winding Road	\$ 642,000
Totals Round 1	\$ 9,481,000

Seven-Year Plan Round 2	
Project	Est. Capital Cost
Prop 1 - Public Safety	
Construction of Station 4 Expansion & New Station at PSB	\$ 6,100,000
Prop 3 - Parks	
Improvements - Other Parks	\$ 670,500
New Parkland*	\$ 2,000,000
Totals Round 2	\$ 8,770,500

Seven-Year Plan Round 3	
Project	Est. Capital Cost
Prop 4 - Streets	
Blackhawk Blvd	\$ 5,453,000
Woodlawn Dr	\$ 400,000
Totals Round 3	\$ 5,853,000

* Actual cost of new parkland will vary



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: 04/01/19

Date Submitted: 03/21/19

Dept. Clearances: KRH

Prepared by: Rhonda Boskas

Subject: Presentation of 2018 Comprehensive Annual Financial Report

Originating Department: Administrative Services City Attorney Review: N/A

Proceeding: Special Recognition and Acknowledgements

Degree of importance: Critical ☐ Significant ☒ Elective ☐

Expenditure Required: N/A

Amount Budgeted: N/A

Appropriation Required: N/A

Source of Funds: N/A

FINANCE APPROVAL: *krh*

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

The City Charter (Section 8.07) requires an annual audit of financial records and accounts by an independent certified public accountant. The requirement also states that the accountant provide a summary of the audit results which will be filed with the City Secretary's office for public record and in the Friendswood Public Library for public information. The comprehensive annual financial report (CAFR) with the auditor's opinion on the statement and the financial management practices of the City serves as the audit summary. In addition to filing the report with the City Secretary's office and at the Library, it is also submitted to the City's financial advisors, Municipal Advisory Council of Texas, bond rating agencies, bank depositories and grant funding agencies.

The annual audit and financial reporting is also a requirement by Texas Local Government Code (Section 103) and is the standard recommended by Governmental Accounting Standards Board (GASB), American Institute of Certified Public Accountants (AICPA), Government Finance Officers Association (GFOA), Generally Accepted Accounting Principles (GAAP) and Governmental Accounting, Auditing, and Financial Reporting (GAAFR).

Lupe Garcia, CPA, a partner with Whitley Penn will present the 2017-2018 Comprehensive Annual Financial Report and Single Audit Report. The presentation will be a brief overview of the reports. He will distribute copies of the reports to Mayor and Council at that time.

The City's CAFR for fiscal year 2017-2018 will be submitted to GFOA in hopes of earning the 32nd consecutive Certificate of Excellence in Financial Reporting.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

RECOMMENDATIONS

ATTACHMENTS

[CAFR](#)
[Single Audit Report](#)
[Whitley Penn Presentation – FY18 Audit Results](#)

CITY OF

FRIENDSWOOD

COMPREHENSIVE ANNUAL FINANCIAL REPORT



FISCAL YEAR

2017 - 2018

City of
Friendswood
Texas

CITY OF FRIENDSWOOD, TEXAS

COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED

September 30, 2018

Officials Issuing Report:

**Morad Kabiri
City Manager**

**Katina Hampton
Director of Administrative Services**

City of
Friendswood
Texas

CITY OF FRIENDSWOOD, TEXAS
TABLE OF CONTENTS

	<u>Page</u>
Introductory Section	
Letter of Transmittal	i
Principal Officials	v
GFOA Certificate of Achievement	vi
Organizational Chart	vii
Financial Section	
Report of Independent Auditors	3
Management's Discussion and Analysis	8
Basic Financial Statements:	
Government-Wide Financial Statements:	
Statement of Net Position	23
Statement of Activities	24
Fund Financial Statements:	
Balance Sheet - Governmental Funds	26
Reconciliation of the Governmental Funds Balance Sheet to the Statement of Net Position	27
Statement of Revenues, Expenditures, and Changes in Fund Balances - Governmental Funds	28
Reconciliation of the Statement of Revenues, Expenditures, and Changes in Fund Balances of Governmental Funds to the Statement of Activities	29
Statement of Net Position - Proprietary Funds	30
Statement of Revenues, Expenses and Changes in Net Position - Proprietary Funds	32
Statement of Cash Flows - Proprietary Funds	33
Notes to the Financial Statements	35

CITY OF FRIENDSWOOD, TEXAS
TABLE OF CONTENTS (continued)

Page

Financial Section (continued)

Required Supplementary Information

Schedule of Revenues, Expenditures, and Changes in Fund Balances - Budget and Actual - General Fund	74
Notes to Budgetary Schedule Information	82
Schedule of Changes in the Net Pension Liability and Related Ratios - Texas Municipal Retirement System -	84
Schedule of City Contributions - Texas Municipal Retirement System -	85
Schedule of Changes in the Total OPEB Liability and Related Ratios - Texas Municipal Retirement System Supplemental Death Benefits Fund	86
Schedule of Changes in the Total OPEB Liability and Related Ratios - City of Friendswood Retiree Health Care Plan	87

Other Supplementary Information:

Combining and Individual Fund Statements and Schedules:	
Combining Balance Sheet - Nonmajor Governmental Funds	92
Combining Statement of Revenues, Expenditures and Changes in Fund Balances - Nonmajor Governmental Funds	94
Schedule of Revenue, Expenditures and Changes in Fund Balances - Budget and Actual:	
Bond Construction	96
Police Investigation	97
Fire/EMS Donation	98
Court Security and Technology	99
Debt Service	100
1776 Park	101
Sidewalk Installation	102
Park Land Dedication	103
Street Improvement	104

CITY OF FRIENDSWOOD, TEXAS
TABLE OF CONTENTS (continued)

	<u>Table</u>	<u>Page</u>
Unaudited Statistical Section:		
Net Position by Component	1	108
Changes in Net Position	2	110
Fund Balances of Governmental Funds	3	114
Changes in Fund Balances of Governmental Funds	4	116
Assessed Value and Taxable Value of Property	5	118
Direct and Overlapping Property Tax Rates	6	120
Principal Property Taxpayers	7	121
Property Tax Levies and Collections	8	122
Ratios of Outstanding Debt by Type	9	123
Ratio of Net General Bonded Debt Outstanding	10	124
Direct and Overlapping Governmental Activities Debt	11	125
Legal Debt Margin Information	12	126
Pledged Revenue Coverage	13	127
Demographic and Economic Statistics	14	128
Principal Employers	15	129
Full-Time Equivalent City Government Employees by Function/ Program	16	130
Operating Indicators by Function/ Program	17	132
Capital Asset Statistics by Function/ Program	18	134

City of
Friendswood
Texas

INTRODUCTORY SECTION

City of
Friendswood
Texas



CITY OF FRIENDSWOOD

March 22, 2019

The Honorable Mayor, Members of the City Council, and the Citizens of Friendswood:

The Comprehensive Annual Financial Report (CAFR) of the City of Friendswood for the fiscal year ended September 30, 2018, is hereby submitted. Responsibility for both the accuracy of the data, and the completeness and fairness of the presentation, including all disclosures, rests with the City. To the best of our knowledge and belief, the enclosed data are accurate in all material respects and are reported in a manner designed to present fairly the financial position and results of operations of the various funds and account groups of the City. All disclosures necessary to enable the reader to gain an understanding of the City's financial activities have been included.

The comprehensive annual financial report is presented in three sections: introductory, financial, and statistical. The introductory section includes a list of principal officials, this transmittal letter, and the City's organizational chart. The financial section includes the auditor's report on the financial statements, a Management Discussion and Analysis (MD&A), the basic financial statements, required supplementary information and combining and individual fund financial statements and schedules. The MD&A, found immediately following the report of the independent auditor, is a narrative introduction; overview and analysis required by generally accepted accounting principles (GAAP). This letter of transmittal is designed to complement the MD&A and should be read in conjunction with it. The statistical section includes selected financial and demographic information, generally presented on a multi-year basis.

Management of the City is responsible for establishing and maintaining an internal control structure designed to ensure that the assets of the City are protected from loss, theft or misuse and to ensure that adequate accounting data are compiled to allow for the preparation of financial statements in conformity with generally accepted accounting principles. The internal control structure is designed to provide reasonable, but not absolute, assurance that these objectives are met. The concept of reasonable assurance recognizes that: (1) the cost of a control should not exceed the benefits likely to be derived; and (2) the valuation of costs and benefits requires estimates and judgments by management.

The City Charter requires an annual audit of the financial statements of all of the various funds of the City by independent certified public accountants. The accounting firm of Whitley Penn LLP has performed such an audit and their opinion has been included in this report.

PROFILE OF THE CITY

Established in 1895 as a Quaker colony, the City of Friendswood is rich in heritage. The City was incorporated in 1960 and chartered a home-rule city under Texas law in 1971. The City operates under a Council-Manager form of government. Policy-making and legislative authority are vested in a governing council consisting of the Mayor and six (6) Council Members. The Mayor and Council are responsible, among other things, for passing ordinances, adopting the budget, appointing board and committee members and hiring the City Manager, City Attorney, Municipal Judge, and City Secretary. The City Manager is responsible for carrying out the policies and ordinances of the City Council and overseeing the day-to-day operations of the City government, and for appointing heads of various departments. The Mayor and Council are elected on an at-large, non-partisan basis. The Mayor and Council are elected to serve no more than four consecutive three-year terms.

The City provides a full range of municipal services including public safety (police, fire and emergency medical), maintenance of streets and infrastructure, sanitation services, maintenance of the treated waste distribution system and both sanitary and storm sewer collection transmission systems, recreational activities and cultural events as well as general administrative services.

FACTORS AFFECTING FINANCIAL CONDITION

Location

Encompassing 21 square miles, Friendswood is located in southeast Texas near the Texas Gulf Coast, between downtown Houston and Galveston, spanning across two counties – northern Galveston County and southern Harris County. The current estimated population is 41,003. Residents and visitors can access Friendswood through FM 2351, FM 518, and FM 528 (NASA Parkway). Hobby Airport and Ellington Airport are located within a 15 minute drive from Friendswood, and Bush Intercontinental Airport is just 45 minutes away. Major sectors of the area’s economic base include aerospace, specialty chemicals, health care, retail, and tourism.

Community

Friendswood has been nationally recognized as one of the best places to live in the country. With low tax rates, outstanding public education, and the lowest crime rate in the region, Friendswood is the perfect place to live, work, and play. The city features beautiful parks and lush landscaping, along with a championship golf course. Children academically excel via two superior public school systems – Friendswood ISD and Clear Creek ISD. These attributes perfectly match Friendswood’s affluent resident base of well-educated, high-income families. More than 50% of residents work in executive, professional, and managerial positions. The average household income is \$140,321 and the median household income is \$100,032.

Business

Friendswood is the perfect choice for many types of commercial enterprises. Target markets include professional offices, retail, commercial, and light industrial developments. A key City focus is to encourage redevelopment of the downtown area and development of the City’s panhandle area. City leaders have approved special tools and incentives to revitalize downtown to promote mixed-use, multi-story developments with pedestrian streetscapes and other amenities. The City offers competitive business incentives, including a municipal grant program, tax abatement that includes “green” development, freeport tax exemption, and downtown development fee waivers. Additionally, the City received a \$2

million EDA grant that provided utilities to serve a large commercial area located at the northeast corner of the City along FM 2351 near Beamer Road and Interstate 45. This commercial area will provide opportunities for new construction, employment and sales tax revenue in the City.

Quality Lifestyle

As with any city, the goal is planning for continued quality growth to create a well-balanced community. Friendswood offers single-family residential housing in pleasant park-like settings, tucked-away from the busy stream of vehicular traffic. Friendswood is committed to attracting more local enterprises that will complement and enhance the unique community environment that has been carefully built over the past 100 years; one that has come to be cherished by residents and business owners alike.

LONG TERM PLANNING

Budgeting Controls

The objective of the City's budgetary controls is to ensure compliance with legal provisions embodied in the annual appropriated budget approved by Council. The charter requires the City Manager to submit a proposed budget and an accompanying message to the City Council on or before August 1. The council shall review and revise as deemed appropriate prior to general circulation for the public hearing. The Public Notice and Hearing must be posted in the city hall and published in the official newspaper. The budget must be adopted by the 15th of September or as soon thereafter as practical. The City legally adopts annual budgets for the General, Special Revenue and Debt Service Funds. Annual and project budgets are also adopted for the Proprietary and Capital Projects Funds, respectively.

The level of budgetary control; that is, the level at which expenditures cannot legally exceed the appropriated amount, is established by department within a fund. The City also maintains an encumbrance accounting system as one technique of accomplishing budgetary control. Encumbrances lapse at fiscal year end, but can be re-appropriated through a budget amendment the following fiscal year. The City Manager is authorized to transfer budgeted amounts between departments within any fund, but revisions that increase the total expenditures of any fund must be approved by Council.

Multi-Year Financial Planning

A Multi-Year financial plan (MYFP) was developed in 2006. Originally, staff was directed to develop a plan to forecast the City's financial condition through 2020, the projected build-out date. The first version of this plan was drafted and later reduced in scope to a five year projection.

The MYFP is based on the City's strategic planning efforts, including the Comprehensive Land Use Plan, Vision 2020 and the Capital Improvements Plan. Departmental operational plans funding requirements to provide programs and services are included in the MYFP as well. Funding needs and available resources, both current and alternative revenue enhancements, are identified. Expenditures are projected based on departmental needs assessments and are organized based on "one-time" and "on-going" expenditures. In collaboration with Council, the plan is updated at least annually and serves as the basis of budget development.

Relevant Financial Policies

As part of the annual budget process, the City adopts Financial Management Policy Statements that establish a framework for fiscal decision making and that ensure that financial resources are available to meet the present and future needs of its citizens. These statements provide guidelines for financial planning and management, addressing every major financial function and process.

Most importantly, the Financial Management Policy requires that the City maintain the General Fund unassigned fund balance at a minimum of 90 days of prior year audited operating expenditures. Any unassigned funds after the fiscal year-end audit will be allowed to accumulate to build this 90-day reserve. After the General Fund has gathered sufficient resources, additional unassigned funds will be allowed to accumulate for future General Fund capital improvements.

The Financial Management Policy also requires the minimum working capital in the Water and Sewer Fund be 90 days of prior year audited operating expenditures. Any unrestricted funds after the fiscal year-end audit will be allowed to accumulate to build this 90-day reserve. After these funds have gathered sufficient resources, additional unrestricted funds will be allowed to accumulate in working capital for future utility /operating fund capital improvements.

Awards

The Government Finance Officers Association (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the City of Friendswood for its comprehensive annual financial report for the fiscal year ended September 30, 2017. This was the thirty-first consecutive year that the City has received this prestigious award. In order to be awarded a Certificate of Achievement, the City published an easily readable and efficiently organized comprehensive annual financial report. This report satisfied both generally accepted accounting principles and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. We believe that our current comprehensive annual financial report continues to meet the Certificate of Achievement program's requirements and we are submitting it to the GFOA to determine its eligibility for another certificate.

Acknowledgements

The preparation of the comprehensive annual financial report was made possible by the dedicated service of the entire staff of the Administrative Services Department. Each member of the department has my sincere appreciation for the contributions made in the preparation of this report.

In closing, I also express my thanks to the Mayor, members of the City Council and the City Manager for their leadership, interest and support in conducting the financial operations of the City in a responsible and progressive manner.

Sincerely,

A handwritten signature in black ink that reads "Katina Hampton". The signature is written in a cursive, flowing style.

Katina Hampton
Director of Administrative Services

CITY OF FRIENDSWOOD, TEXAS**PRINCIPAL OFFICIALS***September 30, 2018*

Elected Officials	Position	Term Expires
Mike Foreman	Mayor	May 2021
Steve Rockey	Council Member - Position No. 1	May 2021
Sally Branson	Council Member - Position No. 2	May 2020
Trish Hanks	Council Member - Position No. 3	May 2021
Robert J. Griffon	Council Member - Position No. 4	May 2019
John H. Scott	Council Member - Position No. 5	May 2020
Carl W. Gustafson	Council Member - Position No. 6	May 2019

Key Staff	Position
Morad Kabiri	City Manager
Steven Rhea	Assistant City Manager
Katina Hampton	Director of Administrative Services
Terry Byrd	Fire Marshal/Emergency Management Coordinator
Patrick Donart	Director of Public Works
Melinda Welsh	City Secretary
James Toney	Director of Parks and Recreation
Robert B. Wieners	Police Chief
Mary K. Fischer	City Attorney
James W. Woltz	Judge - Municipal Court



Government Finance Officers Association

Certificate of
Achievement
for Excellence
in Financial
Reporting

Presented to

**City of Friendswood
Texas**

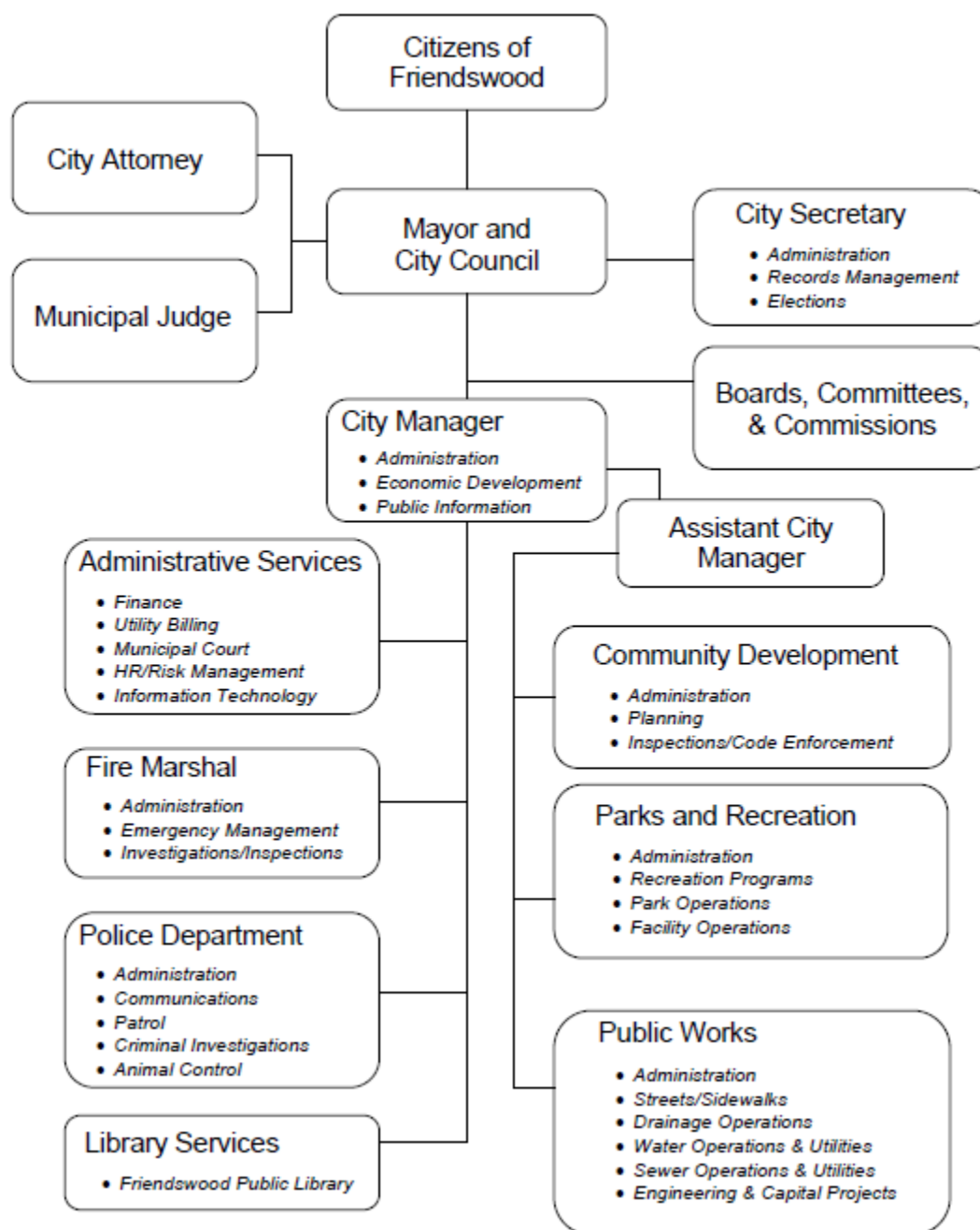
For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended

September 30, 2017

Christopher P. Morrell

Executive Director/CEO

CITY OF FRIENDSWOOD, TEXAS
ORGANIZATIONAL CHART





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FINANCIAL SECTION



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REPORT OF INDEPENDENT AUDITORS

The Honorable Mayor and
Members of the City Council
City of Friendswood, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of City of Friendswood, Texas (the "City"), as of and for the year ended September 30, 2018, and the related notes to the financial statements, which collectively comprise the City's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of West Ranch Management District, which is a discretely presented component unit. Those financial statements were audited by other auditors whose report thereon has been furnished to us, and our opinion, insofar as it related to the amounts included for the West Ranch Management District, is based solely on the report of the other auditors. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. The financial statements of the West Ranch Management District were not audited in accordance with *Government Auditing Standards*.

The Honorable Mayor and
Members of the City Council
City of Friendswood, Texas

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, based on our audit and the report of the other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City, as of September 30, 2018, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matters

As discussed in Notes 1 and 10 to the financial statements, the City adopted the provisions of Government Accounting Standards Board ("GASB") Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*, as of September 30, 2018. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 8 through 19, budgetary comparison information on pages 74 through 83, pension system supplementary information and other post-employment benefit supplementary information on pages 84 through 87, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City's basic financial statements. The introductory section, combining and individual nonmajor fund financial statements, budgetary schedules, and statistical section, are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The Honorable Mayor and
Members of the City Council
City of Friendswood, Texas

The combining and individual nonmajor fund financial statements and budgetary schedules are the responsibility of management and were derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the combining and individual nonmajor fund financial statements and budgetary schedules are fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The introductory and statistical sections have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required By *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated March 22, 2019, on our consideration of the City's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the City's internal control over financial reporting and compliance and has been issued under separate cover.

Whitley Penn LLP

Houston, Texas
March 22, 2019



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MANAGEMENT'S DISCUSSION AND ANALYSIS

CITY OF FRIENDSWOOD, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS

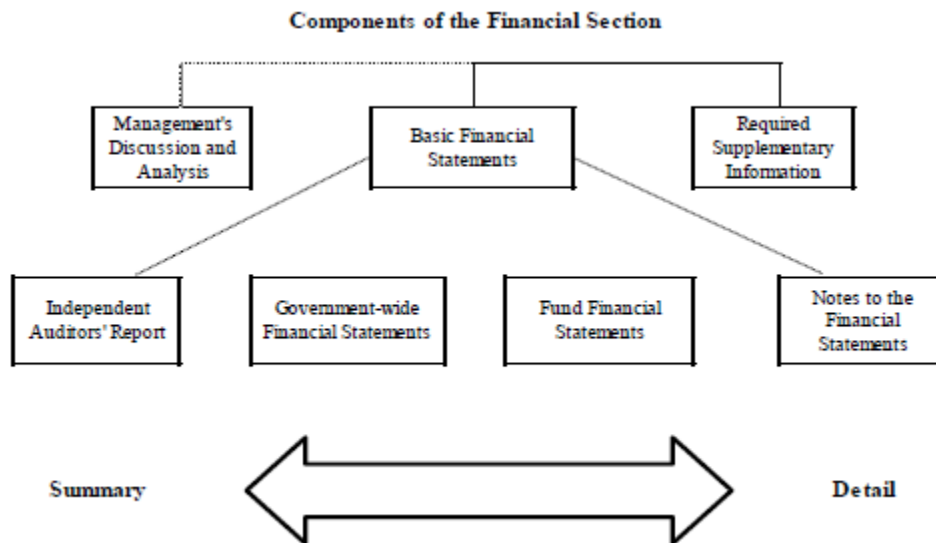
As management of the City of Friendswood, Texas ("the City"), we offer readers of the City's financial statements this narrative overview and analysis of the financial activities of the City for the fiscal year ended September 30, 2018. Please read this information in conjunction with the basic financial statements that follow this section.

Financial Highlights

Some of the City's financial highlights for the fiscal year ending September 30, 2018 include:

- The assets and deferred outflows of resources of the City exceeded its liabilities and deferred inflows of resources at the close of the most recent fiscal year by \$119,946,620.
- The City's total net position increased during the year by \$118,198 from operations. The City implemented Governmental Accounting Standards Board Statement No. 75 (GASB 75), and which contributed to a prior period adjustment of negative \$1,020,176.
- Unrestricted net position is \$19,868,962
- Program revenues of \$19,395,077 reduced the net cost of the City's functions to be financed from the City's general revenues to \$27,857,841.

Overview of the Financial Statements



This discussion and analysis is intended to serve as an introduction to the City's basic financial statements. The basic financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements. This report also includes supplementary information intended to furnish additional detail to support the basic financial statements themselves.

CITY OF FRIENDSWOOD, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Government-wide Financial Statements

The government-wide financial statements report information for the City as a whole. These statements include transactions and balances relating to all assets, including infrastructure capital assets. These statements are designed to provide information about cost of services, operating results, and financial position of the City as an economic entity. The Statement of Net Position and the Statement of Activities, which appear first in the City's financial statements, report information on the City's activities that enable the reader to understand the financial condition of the City. These statements are prepared using the *accrual basis of accounting*, which is similar to the accounting used by most private-sector companies. All of the current year's revenues and expenses are taken into account even if cash has not yet changed hands.

The Statement of Net Position presents information on all of the City's assets and deferred outflows of resources and liabilities and deferred inflows of resources with the difference reported as *net position*. Over time, increases or decreases in the net position may serve as a useful indicator of whether the financial position of the City is improving or deteriorating. Other non-financial factors, such as the City's property tax base and the condition of the City's infrastructure, need to be considered in order to assess the overall health of the City.

The Statement of Activities presents information showing how the City's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows – the accrual method rather than modified accrual that is used in the fund level statements.

Both of the government-wide financial statements distinguish functions of the City that are principally supported by taxes and intergovernmental revenues (governmental activities) from functions that are intended to recover all or significant portion of their costs through user fees (business-type activities).

- Governmental activities – Most of the City's basic services are reported here including general government (mayor and council, city secretary, city manager, and administrative services); public safety (police, volunteer fire department and fire marshal); public works (streets and drainage); community development (engineering, building inspection and planning and zoning); community services (parks, facility operations and community activities) and library. Interest payments on the City's debt are also reported here. Property tax, sales tax, franchise taxes, municipal court fines and permit fees finance most of the activities.
- Business-type activities – Services involving a fee for those services, which include the City's water and sewer system are reported here.

Component Units – activities include activities of the West Ranch Management District and Friendswood Downtown Economic Development Corporation.

Fund Financial Statements

A fund is a self-balancing set of accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The City uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The City uses two fund types – governmental and proprietary.

CITY OF FRIENDSWOOD, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Governmental Funds

Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements with the exclusion of internal service fund activity. However, unlike the government-wide financial statements, governmental funds focus on *near-term inflows and outflows of spendable resources*, as well as on *balances of spendable resources* available at the end of the fiscal year. Such information may be useful in evaluating the City's near-term financing requirements.

Because the focus of the governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for *governmental funds* with similar information presented for *governmental activities* in the government-wide financial statements. By doing so, the reader may better understand the long-term impact of the government's near-term financial decisions. Both the governmental fund balance sheet and the governmental statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between *governmental funds* and *governmental activities*.

The City maintains ten governmental funds. Information is presented separately in the governmental funds balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balance for the General Fund and Bond Construction Fund which are considered to be major funds. The other eight funds are combined into a single, aggregated presentation. Individual fund data for each of these non-major governmental funds is provided in the form of combining statements found in this report.

Proprietary Funds

The City maintains two types of proprietary funds: enterprise and internal service funds. Enterprise funds are used to report the same functions presented as business-type activities in the government-wide financial statements. The City uses an enterprise fund to account for its operation in water distribution and wastewater collection/treatment along with its water and wastewater impact fees, and water construction projects. Management would note that trash collection services are provided by a third party contract.

Internal service funds are an accounting device used to accumulate and allocate costs internally among the City's various functions. The City uses an internal service fund to account for fleet management services. Because these services predominately benefit governmental rather than business-type functions, they have been included within the governmental activities in the government-wide financial statements.

Notes to the Financial Statements

The notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the government-wide fund financial statements. The notes are the last section of the basic financial statements.

Other Information

In addition to the basic financial statements and accompanying notes, this report also presents certain Required Supplementary Information ("RSI"). The RSI includes a schedule of funding progress for the City's other post-employment healthcare benefits and two schedules related to the City's pension with the Texas Municipal Retirement System ("TMRS"). The City adopts an annual appropriated budget for its General Fund. Budgetary comparison schedules have been provided in RSI to demonstrate compliance with this budget. RSI can be found after the basic financial statements.

CITY OF FRIENDSWOOD, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

The combining statement and individual fund schedules that further support the information in the financial statements are presented immediately following the required supplementary information.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Statement of Net Position

As noted earlier, net position may serve over time as a useful indicator of a government's financial position. For the City, assets and deferred outflows of resources exceed liabilities and deferred inflows of resources by \$119,946,620 as of September 30, 2018 in the primary government, which is a decrease in the City's overall financial position compared to the prior year.

The largest portion of the City's net position (79.5%) reflects its investments in capital assets (e.g., land, buildings and improvements, machinery and equipment, infrastructure, water and sewer system, construction in progress and water rights); less any debt outstanding used to acquire those assets. The City uses these capital assets to provide services to citizens; consequently these assets are not available for future spending. Although the City's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other resources, since the assets themselves cannot be used to liquidate these liabilities.

The following table reflects the condensed Statement of Net Position.

City of Friendswood's Net Position

	Governmental Activities		Business Type Activities		Totals	
	2018	2017	2018	2017	2018	2017
Current and other assets	\$ 26,380,091	\$ 26,832,792	\$ 16,558,162	\$ 17,861,201	\$ 42,938,253	\$ 44,693,993
Capital assets	98,051,133	102,145,795	60,852,047	61,387,988	158,903,180	163,533,783
Total assets	124,431,224	128,978,587	77,410,209	79,249,189	201,841,433	208,227,776
Deferred outflows of resources	2,526,225	4,824,499	1,131,793	1,464,777	3,658,018	6,289,276
Total assets and deferred outflows of resources	126,957,449	133,803,086	78,542,002	80,713,966	205,499,451	214,517,052
Long-term liabilities	44,331,338	49,063,412	35,757,863	38,436,834	80,089,201	87,500,246
Other Liabilities	1,832,500	3,192,407	1,212,658	1,989,388	3,045,158	5,181,795
Total Liabilities	46,163,838	52,255,819	36,970,521	40,426,222	83,134,359	92,682,041
Deferred inflows of resources	2,138,179	849,565	280,293	136,848	2,418,472	986,413
Net position:						
Net investment in capital assets	68,320,682	72,631,192	27,088,280	29,305,429	95,408,962	101,936,621
Restricted	4,085,999	2,534,312	582,697	260,703	4,668,696	2,795,015
Unrestricted	6,248,751	5,532,198	13,620,211	10,584,764	19,868,962	16,116,962
Total net position	\$ 78,655,432	\$ 80,697,702	\$ 41,291,188	\$ 40,150,896	\$ 119,946,620	\$ 120,848,598

A portion of the primary government's net position, \$4,668,696 or 3.9%, represents resources that are subject to external restrictions on how they may be used. These restrictions include monies accounted for in special revenue funds for which the use is legally restricted and capital project funds. The remaining balance of unrestricted net position, \$19,868,962 or 16.6%, may be used to meet the City's ongoing obligations to citizens and creditors.

CITY OF FRIENDSWOOD, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

The following table provides a summary of the City's changes in net position.

City of Friendswood's Changes in Net Position						
	Governmental Activities		Business Type Activities		Totals	
	2018	2017	2018	2017	2018	2017
Revenues						
Program Revenues:						
Charges for services	\$ 2,287,138	\$ 2,737,415	\$ 12,183,711	\$ 12,295,441	\$ 14,470,849	\$ 15,032,856
Operating grants and contributions	4,924,228	2,591,025	-	-	4,924,228	2,591,025
Capital grants and contributions	-	219,808	-	-	-	219,808
General Revenues:						
Property taxes	17,608,094	17,270,647	-	-	17,608,094	17,270,647
Sales and alcohol taxes	7,965,662	6,482,367	-	-	7,965,662	6,482,367
Franchise taxes	1,617,121	1,661,654	-	-	1,617,121	1,661,654
Investment earnings	321,468	187,001	200,449	141,978	521,917	328,979
Miscellaneous	263,245	157,638	-	-	263,245	157,638
Total revenues	34,986,956	31,307,555	12,384,160	12,437,419	47,371,116	43,744,974
Expenses						
General government	5,734,611	5,128,399	-	-	5,734,611	5,128,399
Public safety	17,538,040	15,861,719	-	-	17,538,040	15,861,719
Public works	6,267,824	4,429,664	-	-	6,267,824	4,429,664
Community development	945,701	1,495,001	-	-	945,701	1,495,001
Parks and recreation	4,554,114	3,459,053	-	-	4,554,114	3,459,053
Library services	1,210,207	1,215,683	-	-	1,210,207	1,215,683
Water and sewer	-	-	9,019,197	8,502,218	9,019,197	8,502,218
Interest on long-term debt	953,509	953,146	1,029,715	1,086,278	1,983,224	2,039,424
Total Expenses	37,204,006	32,542,665	10,048,912	9,588,496	47,252,918	42,131,161
Increase (decrease) in net position						
before transfers	(2,217,050)	(1,235,110)	2,335,248	2,848,923	118,198	1,613,813
Transfers	1,554,849	1,358,744	(1,554,849)	(1,358,744)	-	-
Change in net position	(662,201)	123,634	780,399	1,490,179	118,198	1,613,813
Net position - beginning	80,697,702	80,574,068	40,150,896	38,660,717	120,848,598	119,234,785
Prior period adjustments	(1,380,069)	-	359,893	-	(1,020,176)	-
Net position - ending	\$ 78,655,432	\$ 80,697,702	\$ 41,291,188	\$ 40,150,896	\$ 119,946,620	\$ 120,848,598

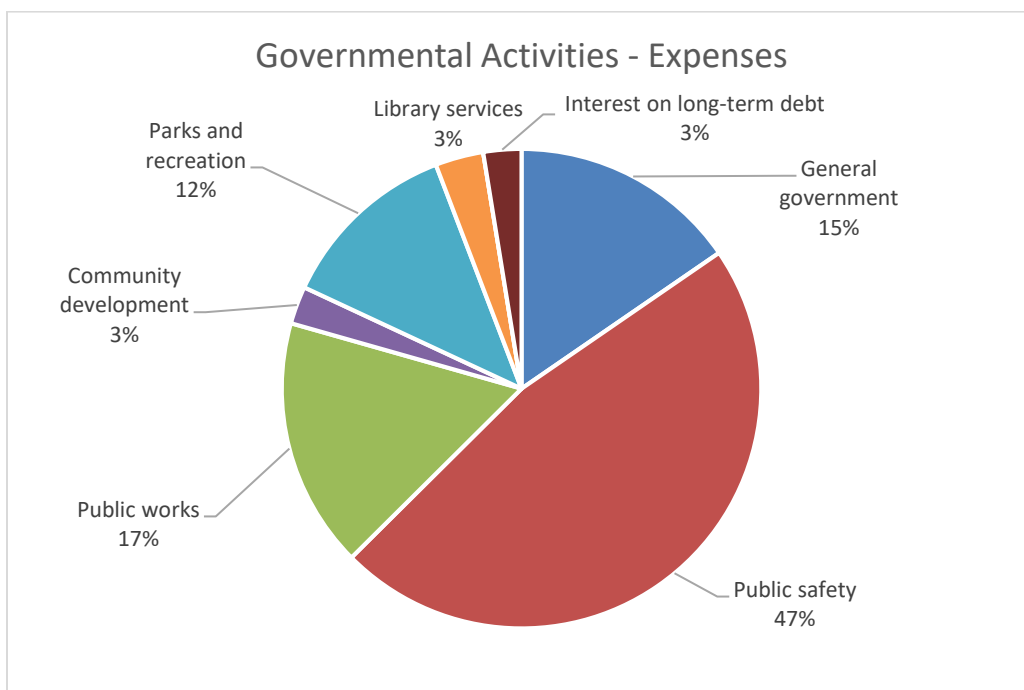
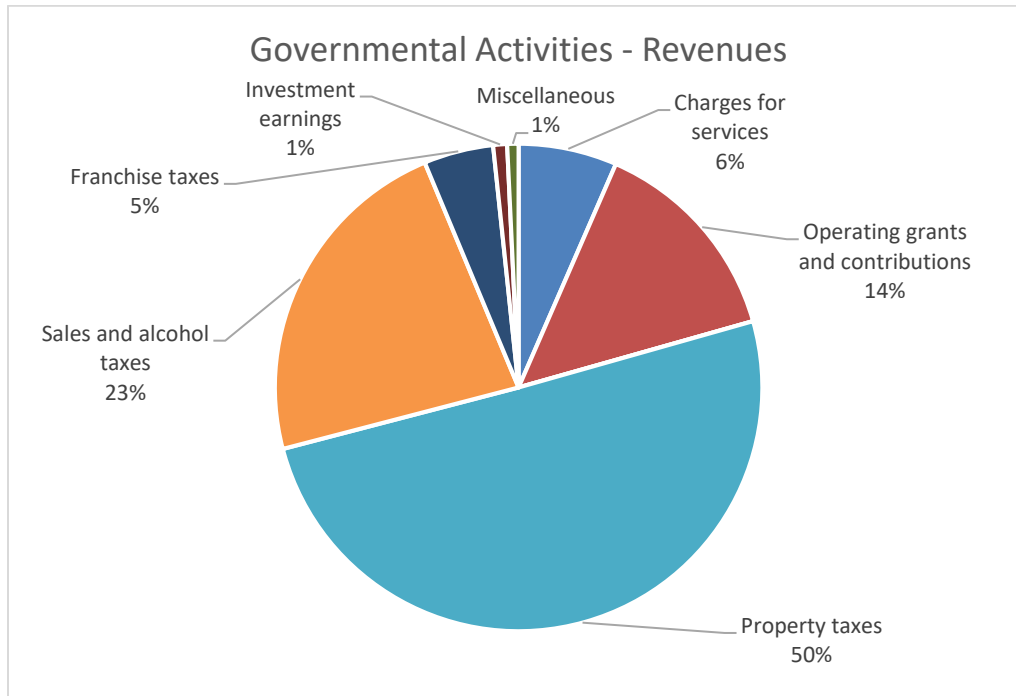
Governmental Activities

Governmental activities decreased the City's net position by \$662,201 from operations. Key elements of this change are as follows:

- Property taxes continue to be the City's largest revenue source. Property tax revenue increased by \$337,447 due to new construction within the City.
- Sales and alcohol tax revenue remained strong during fiscal year 2018, providing a 22.88% increase for the year, from \$6.5 million to \$8.0 million. This increase is primarily a result of repeal of the telecommunications sales tax exemption and first full year of additional ½ cent sales tax.
- Operating grants and contributions increased \$2.3 million from prior year, primarily due to FEMA assistance due to flooding caused by Hurricane Harvey during the prior fiscal year.

CITY OF FRIENDSWOOD, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

- Total expenses increased \$4.7 million from the prior year. The largest increase was in Public Works (\$1.8 million). This increase is related to increased depreciation charged to this department as a result of reclassification of assets between departments in the current fiscal year. Public Safety expenses increased \$1.7 million primarily due to one-time expenditures resulting from Hurricane Harvey.

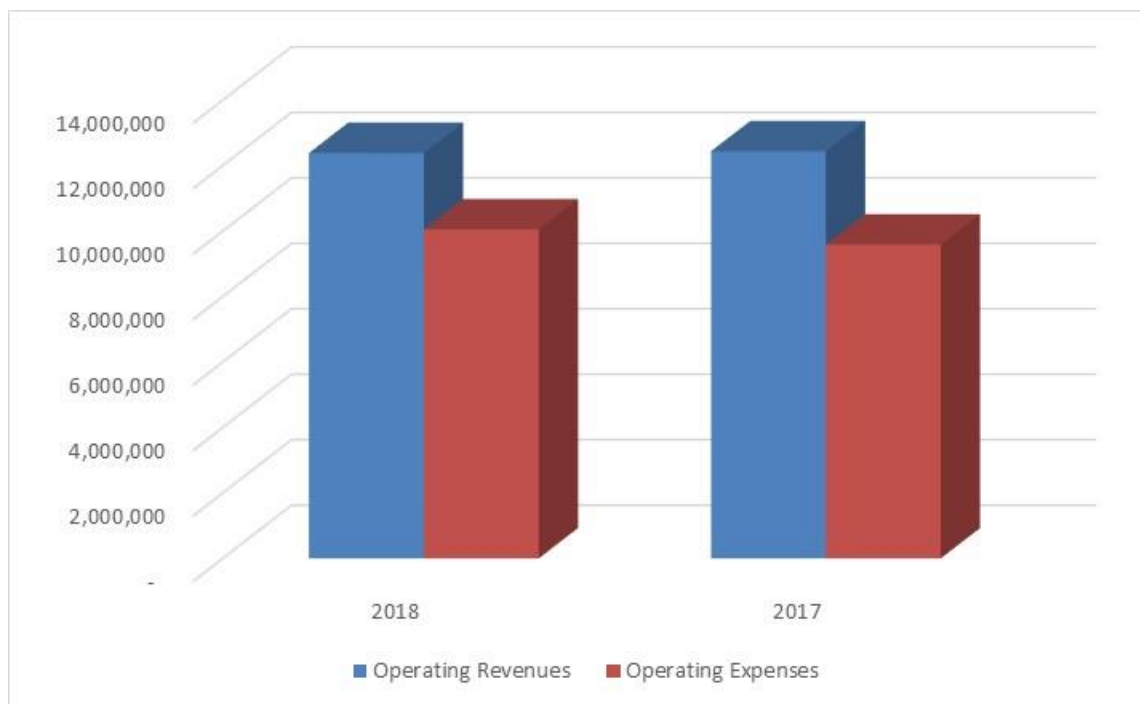


CITY OF FRIENDSWOOD, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Business-Type Activities

Business-type activities increased the City's net position by \$780,399. Key elements of this change are as follows:

- Revenues decreased by \$53,259 or 0.4%; resulting from a decline in impact fees due to less new home construction. Expenses increased \$460,416 or 4.8% due to salary and associated benefits and additional water and sewer operational costs.



FINANCIAL ANALYSIS OF THE CITY'S FUNDS

As noted earlier, fund accounting is used to demonstrate and ensure compliance with finance-related legal requirements.

Governmental Funds

The focus of the City's governmental funds is to provide information on near-term inflows, outflows and balances of spendable resources. Such information is useful in assessing the City's financing requirements. In particular, unassigned fund balance may serve as a useful measure of the City's net resources available for spending at the end of the year.

At the end of the current fiscal year, the City's governmental funds reported combined ending fund balance of \$23,614,337. Approximately 38.33% of this amount (\$9,052,000) is unassigned fund balance; however, \$6.5 million is set aside for the 90-day operating reserve, as set forth in the City's financial policies.

CITY OF FRIENDSWOOD, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

The remaining \$14,562,337 is nonspendable, restricted, committed, or assigned as follows:

1.68% - Nonspendable	
Prepaid items	\$ 147,948
Notes receivable	223,662
Permanent fund	24,307
	<u>\$ 395,917</u>
42.08% - Restricted	
Public education and government channels	\$ 631,971
Debt service	59,046
Municipal court operations	227,528
Public safety operations	343,632
Capital projects	8,674,518
	<u>\$ 9,936,695</u>
17.91% - Assigned	
Purchases on order	\$ 2,483,656
Capital projects	746,069
Galveston County Bond	
Project/Friendswood Lakes Blvd	1,000,000
	<u>\$ 4,229,725</u>

The General Fund is the chief operating fund of the City. At the end of the current fiscal year, total fund balance reached \$14.285 million of which unassigned fund balance of the General Fund was \$9.1 million. As a measure of the General Fund's liquidity, it may be useful to compare both unassigned and total fund balance to total fund expenditures. Unassigned fund balance represents 28.8% of total General Fund expenditures, while total fund balance represents 45.4% percent of that same amount. At year end, the City's operating reserve was \$6.5 million, representing 21% of total General Fund expenditures.

Key differences between last year's General Fund activity and this year's include:

- \$3.3 million increases in total revenues – sales tax increased due to the repeal of the telecommunications sales tax exemption and federal grant money received as a result of Hurricane Harvey.
- \$2.7 million increase in total expenditures – salary merit increases and associated benefits, and several one-time expenditures incurred as a result of the flooding in the prior year.

Fund balance in the Bond Construction Fund decreased \$836,942. This decrease was a result of capital expenditures of \$951,509 offset by investment earnings of \$114,567.

CITY OF FRIENDSWOOD, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Proprietary Funds

The City's proprietary funds financial statements provide the same type of information found in the government-wide financial statements, but in more detail.

At the end of the year, unrestricted net position was \$13,620,211 for the Water and Sewer Fund. The total increase in the net position of the Water and Sewer Fund was \$780,399 from operations. The City implemented GASB 75 and has a correction of an error in accounting for capital assets, which resulted in a positive prior period adjustment of \$359,893. Other factors concerning the finances of this fund have already been addressed in the discussion of the City's business-type activities.

Unrestricted net position of the Internal Service Fund was \$536,477. The net position of the Internal Service Fund increased by \$533,890 resulting from lease revenue from the City's participating funds and insurance proceeds related to Hurricane Harvey exceeding depreciation expense. A prior period adjustment related to capital asset accounting resulted in a negative amount of \$186,083.

General Fund Budgetary Highlights

The City made revisions to the original appropriations approved by the City Council. Budgeted revenues increased by \$4,100,235 or 16.5% and expenditures were increased by \$9,660,246 or 36.0%.

Total revenues were above budget by \$586,166. The more significant variances are detailed below:

- \$376,781 below budget in property taxes due to fewer of the property values under protest at the time of budget development becoming taxable than projected.
- \$632,610 above budget in sales taxes due to the repeal of the telecommunications sales tax exemption.
- \$163,955 above budget in intergovernmental revenue primarily as a result of funds received from local school districts for providing additional security immediately following a nearby school shooting.

Total expenditures of the General Fund were \$5,026,150 below the final expenditure budget. The more significant variances are detailed below:

- \$726,656 - below budget in general government expenditures as a result of payroll vacancies and a decrease in other services and charges (legal, contract, consulting, etc.).
- \$404,329 - below budget in public works due to payroll vacancies, decrease in streets and drainage repairs and a decrease in supplies and other services and charges.
- \$400,726 - below budget in parks and recreation expenditures due to decrease in other services and charges as a result of funds not being spent in current year that were appropriated for rental of facilities.
- \$3,179,689 - below budget in capital improvements due to projects either not being started or completed in the current fiscal year. These projects are primarily related to streets and drainage.

CITY OF FRIENDSWOOD, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Capital Assets

The City's investment in capital assets (net of accumulated depreciation) for its governmental and business-type activities as of September 30, 2018 is \$158,903,180. The investment in capital assets include land, buildings and improvements, machinery and equipment, infrastructure, water and sewer system, water rights and construction in progress.

Major capital events during the year included the following:

- Rehabilitation of six major streets within Friendswood city limits: Friendswood Link/Whispering Pines, Mary Ann Drive, Shadowbend Avenue, Townes Road, Winding Road and Woodlawn Avenue. The total cost of all six projects was approximately \$8.9 million.
- Completion of Water Plant #2 and #7 Replacement. The total cost of both projects was approximately \$3.35 million.
- Completion of Lift Station #3 and #8 Rehabilitation. The total cost of both projects was approximately \$2.14 million.
- The City purchased 24 new vehicles for Public Safety and Public Works, including 2 high water rescues vehicles. Most of these vehicles were replacements for vehicles lost in Hurricane Harvey. The total cost for all vehicles was approximately \$813,000.
- The portable radios for the City's Police Department were replaced with new radios which was approximately \$485,000.
- The following major projects are in Construction in Progress at the end of fiscal year 2018: Blackhawk Blvd Phase II, Old City Park Restrooms and Pavilion, Stevenson Park Pool Restrooms, Old City Park Parking Lot, Lift Station #23 Rehabilitation, Blackhawk Wastewater Treatment Plant – 3rd Clarifier addition, and a 42' Southeast Transmission Water Line Phase I.

City of Friendswood's Capital Assets

	Governmental Activities		Business-type Activities		Totals	
	2018	2017	2018	2017	2018	2017
Land	\$ 25,759,306	\$ 25,805,161	\$ 319,473	\$ 319,473	\$ 26,078,779	\$ 26,124,634
Buildings and improvements	23,283,754	37,698,577	397,877	335,681	23,681,631	38,034,258
Equipment and furniture	4,832,980	4,132,484	2,738,486	256,788	7,571,466	4,389,272
Infrastructure	41,660,541	24,075,329	31,505,264	29,326,598	73,165,805	53,401,927
Water rights	-	-	19,716,695	19,716,695	19,716,695	19,716,695
Construction in progress	2,514,552	10,434,244	6,174,252	11,432,753	8,688,804	21,866,997
	<u>\$ 98,051,133</u>	<u>\$ 102,145,795</u>	<u>\$ 60,852,047</u>	<u>\$ 61,387,988</u>	<u>\$ 158,903,180</u>	<u>\$ 163,533,783</u>

More detailed information on the City's capital assets is presented in Note 4 to the financial statements.

CITY OF FRIENDSWOOD, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Debt Administration

At the end of the current fiscal year, the City had a total bonded debt, premiums and capital lease obligation of \$69,512,455.

City of Friendswood's Outstanding Debt

	Governmental Activities		Business-type Activities		Totals	
	2018	2017	2018	2017	2018	2017
General obligation bonds	\$ 31,545,000	\$ 33,320,000	\$ 26,425,000	\$ 28,360,000	\$ 57,970,000	\$ 61,680,000
Revenue bonds	-	-	5,290,000	5,515,000	5,290,000	5,515,000
Premium on bond issuance	2,520,657	2,747,806	2,940,493	3,156,862	5,461,150	5,904,668
Capital leases	791,305	668,284	-	-	791,305	668,284
	<u>\$ 34,856,962</u>	<u>\$ 36,736,090</u>	<u>\$ 34,655,493</u>	<u>\$ 37,031,862</u>	<u>\$ 69,512,455</u>	<u>\$ 73,767,952</u>

The City's General Obligation and Revenue Bonds bond ratings are listed below:

	Standard & Poor's
General Obligation Bonds	AA+
Revenues Bonds	AA-

More detailed information about the City's outstanding debt can be found in Note 5 to the financial statements.

Economic Factors and Next Year's Budgets and Rates

Friendswood continues to experience moderate growth. The City's current population is estimated to be 41,003. Friendswood is expected to reach build out with an estimated population of 57,000. The City is continuing to focus on economic development initiatives, including the revitalization of downtown and a large residential and commercial development called West Ranch. The West Ranch residential development is currently under way, with commercial construction scheduled to follow as the area's residential population growth.

The City's largest single source of revenue in the General Fund continues to be ad valorem taxes. The adopted budget for fiscal year 2019 has a tax rate of \$0.5324 per \$100 of taxable value. This rate consists of a maintenance and operations (M&O) tax rate of \$0.4372 and an interest and sinking (debt service) tax rate of \$0.0952. The rate was set based on a net assessed value of \$3,374,237,059. This is a decrease of \$46,594,112 from certified taxable values for tax year 2017. The City's financial management policy sets the guideline to maintain the fund balance and net position of the various operating funds at levels sufficient to protect the City's creditworthiness as well as its financial position from unforeseeable emergencies.

CITY OF FRIENDSWOOD, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

The City's second largest source of revenue in the General Fund is sales tax. The City anticipates an increase in this revenue stream from the prior year and has adjusted the budget from \$5,717,840 to \$6,294,492. The franchise fees budget is decreased from \$1,709,283 to \$1,675,966 and the budget for license and permits has been increased from \$841,816 to \$849,000. If all projections are accurate, the total General Fund unassigned fund balance net of the 90 day operating requirement (\$6.5 million) is estimated to be approximately \$7.3 million at September 30, 2019.

Water revenues are budgeted at \$7,079,811 which is an increase of \$178,860 in revenues, or 2.6 percent. Sewer revenues are budgeted at \$5,194,823 which is an increase of \$296,897 or 6.1 percent. Water and Sewer Fund net position, net of the 90 day operating requirement (\$1.7 million), is projected to be \$8.6 million at the end of fiscal year 2019.

Pursuant to the City's financial management policy, funds in excess of the 90-day operating reserve are designated for future capital improvements.

Requests for Information

The financial report is designed to provide our citizens, customers, investors, and creditors with a general overview of the City's finance and to show the City's accountability for the money it receives. If you have questions about this report or need additional information, contact Administrative Services, P.O. Box 1288, Friendswood, Texas 77549-1288, or call Katina Hampton at 281-996-3221, or email khampton@ci.friendswood.tx.us.

Separately issued financial statements for the West Ranch Management District can be obtained by writing to: West Ranch Management District, a Component Unity of the City of Friendswood, c/o Allen Boone Humphries LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas 77027.



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BASIC FINANCIAL STATEMENTS



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CITY OF FRIENDSWOOD, TEXAS
STATEMENT OF NET POSITION
September 30, 2018

	Primary Government			Component Units	
	Governmental Activities	Business-type Activities	Total	West Ranch Management District	Friends wood Downtown EDC
Assets					
Cash and cash equivalents	\$ 4,770,478	\$ 2,955,578	\$ 7,726,056	\$ 4,892,556	\$ 116,447
Investments	18,090,131	7,400,440	25,490,571	-	291,653
Receivables, net of allowances					
Taxes	2,130,620	-	2,130,620	8,700	95,810
Customer accounts	573,488	2,363,623	2,937,111	-	-
Other	11,061	-	11,061	57	-
Accrued interest	23,040	15,774	38,814	-	537
Due from other governments	409,663	-	409,663	8,250	-
Prepaid items	147,948	41,159	189,107	309	-
Notes receivable	223,662	-	223,662	-	-
Working capital deposit	-	389,080	389,080	-	-
Restricted cash equivalents	-	3,392,508	3,392,508	-	-
Capital Assets:					
Non-depreciable	28,273,858	26,210,420	54,484,278	6,839,035	-
Depreciable, net	69,777,275	34,641,627	104,418,902	399,166	-
Total Capital Assets	98,051,133	60,852,047	158,903,180	7,238,201	-
Total Assets	124,431,224	77,410,209	201,841,433	12,148,073	504,447
Deferred Outflows of Resources					
Deferred loss on issuance of refunding bonds	346,095	891,729	1,237,824	12,762	-
Deferred outflow of resources for pensions	2,077,186	224,761	2,301,947	-	-
Deferred outflow of resources for OPEB	102,944	15,303	118,247	-	-
Total Deferred Outflows of Resources	2,526,225	1,131,793	3,658,018	12,762	-
Total Assets and Deferred Outflows of Resources	126,957,449	78,542,002	205,499,451	12,160,835	504,447
Liabilities					
Accounts payable	872,891	545,075	1,417,966	60,842	-
Accrued liabilities	691,032	56,586	747,618	-	-
Retainage payable	36,026	2,528	38,554	4,251	-
Accrued interest	88,469	95,183	183,652	390,444	-
Customer deposits	131	513,286	513,417	-	-
Due to other governments	143,951	-	143,951	-	-
Noncurrent liabilities:					
Due within one year	2,345,237	2,231,650	4,576,887	800,000	-
Due in more than one year	33,277,454	32,507,093	65,784,547	22,930,510	-
Net pension liability	7,183,284	788,885	7,972,169	-	-
Total OPEB liability	1,525,363	230,235	1,755,598	-	-
Total Liabilities	46,163,838	36,970,521	83,134,359	24,186,047	-
Deferred Inflows of Resources					
Deferred gain on issuance of refunding bonds	-	39,420	39,420	-	-
Deferred Inflows of resources for pensions	2,138,179	240,873	2,379,052	-	-
Total Deferred Inflows of Resources	2,138,179	280,293	2,418,472	-	-
Net Position					
Net investment in capital assets	68,320,682	27,088,280	95,408,962	234,147	-
Restricted for:					
Public education and government channels	631,971	-	631,971	-	-
Debt service	-	407,562	407,562	1,861,188	-
Municipal court operations	227,528	-	227,528	-	-
Economic development	-	-	-	-	504,447
Public safety operations	343,632	-	343,632	-	-
Community development - nonexpendable	24,307	-	24,307	-	-
Capital projects	2,858,561	175,135	3,033,696	22,705	-
Unrestricted	6,248,751	13,620,211	19,868,962	(14,143,252)	-
Total Net Position	\$ 78,655,432	\$ 41,291,188	\$ 119,946,620	\$ (12,025,212)	\$ 504,447

See notes to the financial statements.

CITY OF FRIENDSWOOD, TEXAS
STATEMENT OF ACTIVITIES
For the Year Ended September 30, 2018

Functions/Programs	Expenses	Program Revenue	
		Charges for Services	Operating Grants and Contributions
Primary government			
Governmental Activities:			
General government	\$ 5,734,611	\$ 861,271	\$ 17,500
Public safety	17,538,040	868,761	4,877,296
Public works	6,267,824	213,042	-
Community development	945,701	-	-
Parks and recreation	4,554,114	344,064	29,432
Library services	1,210,207	-	-
Interest on long-term debt	953,509	-	-
Total Governmental Activities	37,204,006	2,287,138	4,924,228
Business-type Activities:			
Water and sewer	10,048,912	12,183,711	-
Total Business-type Activities	10,048,912	12,183,711	-
Total Primary Government	\$ 47,252,918	\$ 14,470,849	\$ 4,924,228
Component Units			
West Ranch Management District	\$ 2,078,325	\$ -	\$ -
Friendswood Downtown EDC	336,497	-	-
Total Component Units	\$ 2,414,822	\$ -	\$ -

General revenues:

Taxes:

Property taxes

Franchise and other taxes

Sales taxes

Interest

Miscellaneous

Transfers

Total general revenues and transfers

Change in net position

Net Position - beginning

Change in accounting principles

Net Position - beginning, as restated

Net Position - ending

See notes to the financial statements.

Net (Expense) Revenue and Changes in Net Position				
Primary Government			Component Units	
Governmental Activities	Business-type Activities	Total	West Ranch Management District	Friendswood Downtown EDC
\$ (4,855,840)	\$ -	\$ (4,855,840)	\$ -	\$ -
(11,791,983)	-	(11,791,983)	-	-
(6,054,782)	-	(6,054,782)	-	-
(945,701)	-	(945,701)	-	-
(4,180,618)	-	(4,180,618)	-	-
(1,210,207)	-	(1,210,207)	-	-
(953,509)	-	(953,509)	-	-
(29,992,640)	-	(29,992,640)	-	-
-	2,134,799	2,134,799	-	-
-	2,134,799	2,134,799	-	-
(29,992,640)	2,134,799	(27,857,841)	-	-
			(2,078,325)	-
			-	(336,497)
			(2,078,325)	(336,497)
17,608,094	-	17,608,094	2,292,105	-
1,617,121	-	1,617,121	-	-
7,965,662	-	7,965,662	-	523,283
321,468	200,449	521,917	12,721	-
263,245	-	263,245	5,500	-
1,554,849	(1,554,849)	-	-	-
29,330,439	(1,354,400)	27,976,039	2,310,326	526,927
(662,201)	780,399	118,198	232,001	190,430
80,697,702	40,150,896	120,848,598	(12,257,213)	314,017
(1,380,069)	359,893	(1,020,176)	-	-
79,317,633	40,510,789	119,828,422	(12,257,213)	314,017
\$ 78,655,432	\$ 41,291,188	\$ 119,946,620	\$ (12,025,212)	\$ 504,447

CITY OF FRIENDSWOOD, TEXAS

BALANCE SHEET

GOVERNMENTAL FUNDS

September 30, 2018

	General Fund	Bond Construction	Total Nonmajor Governmental Funds	Total Governmental Funds
Assets				
Cash and cash equivalents	\$ 3,682,113	\$ -	\$ 923,785	\$ 4,605,898
Investments	9,219,121	6,150,856	2,307,942	17,677,919
Receivables, net of allowance:				
Taxes receivables	1,803,234	-	327,386	2,130,620
Customer accounts	519,037	-	2,715	521,752
Other receivables	59,224	-	3,573	62,797
Accrued interest	17,329	-	4,915	22,244
Due from other governments	409,663	-	-	409,663
Note receivable	223,662	-	-	223,662
Prepaid items	147,948	-	-	147,948
Total Assets	\$ 16,081,331	\$ 6,150,856	\$ 3,570,316	\$ 25,802,503
Liabilities, Deferred Inflows and Fund Balances				
Liabilities:				
Accounts payable	\$ 569,689	\$ 300,174	\$ 35,430	\$ 905,293
Accrued liabilities	617,627	-	-	617,627
Due to other governments	145,144	-	-	145,144
Customer deposits	131	-	-	131
Retainage payable	-	34,725	-	34,725
Total Liabilities	1,332,591	334,899	35,430	1,702,920
Deferred Inflows of Resources:				
Unavailable revenue	463,434	-	21,812	485,246
Total Deferred Inflows of resources	463,434	-	21,812	485,246
Fund Balances:				
Nonspendable:				
Prepaid items	147,948	-	-	147,948
Notes receivable	223,662	-	-	223,662
Permanent fund	-	-	24,307	24,307
Restricted:				
Public education and government channels	631,971	-	-	631,971
Municipal court operations	-	-	227,528	227,528
Debt service	-	-	59,046	59,046
Public safety operations	-	-	343,632	343,632
Capital projects	-	5,815,957	2,858,561	8,674,518
Assigned:				
Purchases on order	2,483,656	-	-	2,483,656
Capital projects	746,069	-	-	746,069
Galveston County Bond Project/Friendswood				
Lakes Blvd	1,000,000	-	-	1,000,000
Unassigned	9,052,000	-	-	9,052,000
Total Fund Balances	14,285,306	5,815,957	3,513,074	23,614,337
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	\$ 16,081,331	\$ 6,150,856	\$ 3,570,316	\$ 25,802,503

See notes to the financial statements.

CITY OF FRIENDSWOOD, TEXAS
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET POSITION
September 30, 2018

Total fund balance, governmental funds \$ 23,614,337

Amounts reported for governmental activities in the Statement of Net Position are different because:

Capital assets used in governmental activities are not current financial resources and therefore are not reported in this fund financial statement, but are reported in the governmental activities of the Statement of Net Position. 97,015,592

The assets and liabilities of certain internal service funds are not included in the fund financial statement, but are included in the governmental activities of the Statement of Net Position. 1,572,018

Some liabilities are not due and payable in the current period and are not included in the fund financial statement, but are included in the governmental activities of the Statement of Net Position.

Bonds and certificates of obligation payable	(31,545,000)
Capital leases payable	(791,305)
Compensated absences	(765,729)
Accrued interest payable	(88,469)
Unamortized premium on bonds	(2,520,657)

Unavailable revenues in the governmental fund statements is recognized as revenue in the government-wide financial statements. 485,246

Deferred loss on refunding 346,095

Certain other long-term assets and liabilities are not available to pay current period expenditures and therefore are not reported in this fund financial statement, but are reported in the governmental activities of the Statement of Net Position.

Net pension liability	(7,183,284)
Total OPEB liability	(1,525,363)
Deferred outflows and inflows of resources related to the net pension liability	(60,993)
Deferred outflows and inflows of resources related to the total OPEB liability	102,944

Net Position of Governmental Activities in the Statement of Net Position \$ 78,655,432

See notes to the financial statements.

CITY OF FRIENDSWOOD, TEXAS

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES

GOVERNMENTAL FUNDS

For the Year Ended September 30, 2018

	General Fund	Bond Construction	Total Nonmajor Governmental Funds	Total Governmental Funds
Revenues				
Property taxes	\$ 14,487,465	\$ -	\$ 3,177,173	\$ 17,664,638
Sales taxes	6,395,814	-	1,569,848	7,965,662
Franchise fees and other	1,617,121	-	-	1,617,121
Fines and forfeitures	669,847	-	287,824	957,671
Permits and fees	1,518,956	-	47,700	1,566,656
Intergovernmental	4,398,836	-	-	4,398,836
Investment earnings	166,817	114,567	32,409	313,793
Donations	162,324	-	233,686	396,010
Miscellaneous	181,017	-	-	181,017
Total Revenues	<u>29,598,197</u>	<u>114,567</u>	<u>5,348,640</u>	<u>35,061,404</u>
Expenditures				
Current:				
General government	5,428,291	-	12,597	5,440,888
Public safety	16,642,647	-	226,284	16,868,931
Public works	2,157,277	-	-	2,157,277
Community development	985,309	-	-	985,309
Parks and recreation	3,505,652	-	5,494	3,511,146
Library services	1,200,512	-	-	1,200,512
Debt service:				
Principal	-	-	2,137,284	2,137,284
Interest and other charges	-	-	1,145,400	1,145,400
Capital outlay	<u>1,511,693</u>	<u>951,509</u>	<u>152,336</u>	<u>2,615,538</u>
Total Expenditures	<u>31,431,381</u>	<u>951,509</u>	<u>3,679,395</u>	<u>36,062,285</u>
Excess (deficiency) of revenues over (under) expenditures	<u>(1,833,184)</u>	<u>(836,942)</u>	<u>1,669,245</u>	<u>(1,000,881)</u>
Other Financing Sources (Uses)				
Insurance recoveries	725,304	-	-	725,304
Transfers in	1,402,989	-	-	1,402,989
Transfers out	(47,000)	-	-	(47,000)
Sale of capital assets	9,135	-	-	9,135
Issuance of capital lease	485,305	-	-	485,305
Total Other Financing Sources (Uses)	<u>2,575,733</u>	<u>-</u>	<u>-</u>	<u>2,575,733</u>
Net change in fund balances	742,549	(836,942)	1,669,245	1,574,852
Fund balances - beginning	<u>13,542,757</u>	<u>6,652,899</u>	<u>1,843,829</u>	<u>22,039,485</u>
Fund balances - ending	<u>\$ 14,285,306</u>	<u>\$ 5,815,957</u>	<u>\$ 3,513,074</u>	<u>\$ 23,614,337</u>

See notes to the financial statements.

CITY OF FRIENDSWOOD, TEXAS**RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND****BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES***For the Year Ended September 30, 2018*

Net change in fund balances - total governmental funds: \$ 1,574,852

Amounts reported for Governmental Activities in the Statement of Activities are different because:

Governmental funds report outlays for capital assets as expenditures because such outlays use current financial resources. In contrast, the Statement of Activities reports only a portion of the outlay as expense. The outlay is allocated over the assets' estimated useful lives as depreciation expense for the period.

Capital outlay	2,615,538
Depreciation expense	(6,278,935)

Governmental funds do not present revenues that are not available to pay current obligations. In contrast, such revenues are reported in the Statement of Activities when earned.

Unavailable property tax revenue	(800,249)
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Governmental funds report proceeds from long-term debt as current financial resources. In contrast, the Statement of Activities treats such issuance of debt as a liability. Governmental funds report repayment of long-term debt principal as an expenditure. In contrast, the Statement of Activities treats such repayments as a reduction in long-term liabilities.

Debt service principal	2,137,284
Proceeds from capital leases	(485,305)

Contributions are treated as expenditures in the fund based financial statements, but are treated as reductions in the City's net pension/OBEB liability in the statement of net position. This amount is the difference between contributions and net pension/OPEB expense (revenue) for the current fiscal year.

Pension	(30,183)
OPEB	(94,497)

Some expenses reported in the statement of activities do not require the use of current financial resources and these are not reported as expenditures in governmental funds:

(Increase) decrease in accrued interest	6,827
(Increase) decrease in compensated absences	(46,487)
Amortization of deferred loss on refunding	(42,085)
Amortization of premium on bonds	227,149

Internal service fund is used by management to charge the cost of fleet management to individual funds. The change in net position of the internal service fund is included in the governmental activities in the statement of activities.

553,890

Change in net position of governmental activities

\$ (662,201)

See notes to the financial statements.

CITY OF FRIENDSWOOD, TEXAS
STATEMENT OF NET POSITION
PROPRIETARY FUNDS
September 30, 2018

Page 1 of 2

	Business-Type Activities Enterprise Fund Water and Sewer	Governmental Activities Internal Service
Assets		
Current assets		
Cash and cash equivalents	\$ 2,955,578	\$ 164,580
Investments	7,400,440	412,212
Accounts receivable, net of allowance:		
Customer accounts	2,363,623	-
Accrued interest	15,774	796
Prepays and other assets	41,159	-
Restricted cash equivalents	3,392,508	-
Total current assets	16,169,082	577,588
Non-current assets		
Working capital deposit	389,080	-
Capital assets:		
Land	319,473	-
Construction in progress	6,174,252	-
Water rights	19,716,695	-
Buildings and improvements	683,906	-
Machinery and equipment	7,218,247	3,252,017
Water and sewer systems	63,640,402	-
Accumulated depreciation	(36,900,928)	(2,216,476)
Total non-current assets	60,852,047	1,035,541
Total Assets	77,410,209	1,613,129
Deferred Outflows of Resources		
Deferred outflows - pension related	224,761	-
Deferred outflows - OPEB related	15,303	-
Deferred loss on bond refunding	891,729	-
Total Deferred Outflows of Resources	1,131,793	-
Total Assets and Deferred Outflows of Resources	78,542,002	1,613,129

CITY OF FRIENDSWOOD, TEXAS
STATEMENT OF NET POSITION (continued)
PROPRIETARY FUNDS
September 30, 2018

Page 2 of 2

	Business-Type Activities Enterprise Fund Water and Sewer	Governmental Activities Internal Service
Liabilities		
Current Liabilities		
Accounts payable	545,075	41,111
Accrued liabilities	56,586	-
Accrued interest	95,183	-
Customer deposits	513,286	-
Retainage payable	2,528	-
Compensated absences	16,650	-
Bonds and other long-term debt payable	2,215,000	-
Total Current Liabilities	3,444,308	41,111
Non-current Liabilities		
Compensated absences	66,600	-
Net Pension liability	788,885	-
Total OPEB liability	230,235	-
Bonds and other long-term debt payable	32,440,493	-
Total Non-current Liabilities	33,526,213	-
Total Liabilities	36,970,521	41,111
Deferred Inflows of Resources		
Deferred gain on issuance of refunding bonds	39,420	-
Deferred inflows of resources for pensions	240,873	-
Total Deferred Inflows of Resources	280,293	-
Total Liabilities and Deferred Inflows of Resources	37,250,814	41,111
Net Position		
Net investment in capital assets	27,088,280	1,035,541
Restricted for capital projects	175,135	-
Restricted for debt service	407,562	-
Unrestricted	13,620,211	536,477
Total Net Position	\$ 41,291,188	\$ 1,572,018

See notes to the financial statements.

CITY OF FRIENDSWOOD, TEXAS

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

PROPRIETARY FUNDS

For the Year Ended September 30, 2018

	Business-Type Activities Enterprise Fund Water and Sewer	Governmental Activities Internal Service
Operating Revenues		
Charges for services	\$ 12,086,801	\$ 380,684
Miscellaneous	96,910	277,013
Total Operating Revenues	<u>12,183,711</u>	<u>657,697</u>
Operating Expenses		
Personnel services	2,156,316	-
Sewer operations	1,653,459	-
Water purchases	1,554,202	-
Repairs and maintenance	798,427	-
Supplies	128,801	-
Other services and charges	914,088	-
Depreciation	1,813,904	294,029
Total Operating Expenses	<u>9,019,197</u>	<u>294,029</u>
Operating income	<u>3,164,514</u>	<u>363,668</u>
Non-Operating Revenues (Expenses)		
Investment income	200,449	7,675
(Loss) on disposal of capital assets	-	(16,313)
Interest expense	(1,029,715)	-
Total Non-Operating Revenues (Expenses)	<u>(829,266)</u>	<u>(8,638)</u>
Income before transfers	2,335,248	355,030
Transfers in	-	198,860
Transfers out	<u>(1,554,849)</u>	<u>-</u>
Change in net position	780,399	553,890
Total Net Position - beginning as originally reported	40,150,896	1,204,211
Change in accounting principles	359,893	(186,083)
Net position - beginning	<u>40,510,789</u>	<u>1,018,128</u>
Total Net Position - ending	<u>\$ 41,291,188</u>	<u>\$ 1,572,018</u>

See notes to the financial statements.

CITY OF FRIENDSWOOD, TEXAS
COMBINING STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
For the Year Ended September 30, 2018

Page 1 of 2

	Business-Type Activities Enterprise Fund Water and Sewer	Governmental Activities Internal Service
Cash flows from operating activities		
Cash received from customers	\$ 12,343,579	\$ 657,697
Receipts from interfund charges for fleet management		
Cash payments to suppliers for goods and services	(5,573,622)	41,111
Cash payments to employees for services	(2,333,755)	-
Net cash provided (used) by operating activities	<u>4,436,202</u>	<u>698,808</u>
Cash flows from noncapital financing activities		
Transfer in from other funds	-	198,860
Transfers out to other funds	(1,554,849)	-
Net cash provided (used) by noncapital financing activities	<u>(1,554,849)</u>	<u>198,860</u>
Cash flows from capital and related financing activities		
Acquisition and construction of property, plant and equipment	(1,213,652)	(510,263)
Repayment of debt	(2,376,369)	-
Interest paid on debt	(1,034,399)	-
Net cash provided (used) by capital and related financing activities	<u>(4,624,420)</u>	<u>(510,263)</u>
Cash flows from investing activities		
Purchase of investments	(1,723,348)	(412,212)
Investment income	200,786	6,879
Net cash provided (used) by investing activities	<u>(1,522,562)</u>	<u>(405,333)</u>
Net increase (decrease) in cash and cash equivalents	(3,265,629)	(17,928)
Cash and cash equivalents, beginning	9,613,715	182,508
Cash and cash equivalents, ending	<u><u>\$ 6,348,086</u></u>	<u><u>\$ 164,580</u></u>
Reconciliation of Total Cash and cash equivalents		
Current assets - cash and cash equivalents	\$ 2,955,578	\$ 164,580
Restricted assets - cash and cash equivalents	3,392,508	-
	<u><u>\$ 6,348,086</u></u>	<u><u>\$ 164,580</u></u>

See notes to the financial statements.

CITY OF FRIENDSWOOD, TEXAS
COMBINING STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
For the Year Ended September 30, 2018

Page 2 of 2

	Business-type Activities - Enterprise Funds	Governmental Activities
	<u>Water and Sewer</u>	<u>Internal Service</u>
Reconciliation of operating income to net cash provided (used) by operating activities:		
Operating income (loss)	\$ 3,164,514	\$ 363,668
Adjustments to reconcile operating income to net cash provided (used) by operating activities:		
Depreciation	1,813,904	294,029
Change in assets, deferred inflows and outflows, and liabilities:		
Decrease (increase) in customer receivable	6,496	-
Decrease (increase) in prepaids and other assets	1,436	-
Decrease (increase) in deferred outflow for pensions	268,163	-
Decrease (increase) in deferred outflow for OPEB	(15,303)	
Increase (decrease) in accounts payable	(723,529)	41,111
Increase (decrease) in other liabilities	(55,412)	-
Increase (decrease) in customer deposits	6,895	-
Increase (decrease) in deferred inflows for pensions	146,477	-
Increase (decrease) in total OPEB liability	230,235	-
Increase (decrease) in net pension liability	(411,210)	-
Increase (decrease) in compensated absences	3,536	-
Total adjustments	<u>1,271,688</u>	<u>335,140</u>
Net cash provided (used) by operating activities	<u>\$ 4,436,202</u>	<u>\$ 698,808</u>

See notes to the financial statements.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended September 30, 2018

Note 1. Summary of Significant Accounting Policies

The City of Friendswood, Texas (“the City”) was incorporated on October 15, 1960. The City charter provides for a City County-City manager form of government. The Mayor and six Council members are elected from the City at large serving three-year terms. The City Council is the principal legislative body of the City. The City Manager is appointed by a majority vote of the City Council and is responsible to the Council for the administration of all the affairs of the City. The City Manager is responsible for law enforcement, appointment and removal of department directors and employees, supervision and control of all City departments, and preparation of the annual budget. The Mayor resides at meetings of the City Council and can vote. The City provides the following services: public safety, streets, parks and recreation, library, water and sewer, sanitation, planning and zoning, building inspection, code enforcement, and general administrative services.

A. Reporting Entity

The City is an independent political subdivision of the State of Texas governed by an elected six- member Council and Mayor and is considered a primary government. As required by generally accepted accounting principles, these financial statements have been prepared based on considerations regarding the potential for inclusion of other entities, organizations, or functions as part of the City’s financial reporting entity. Based on these considerations, the West Ranch Management District and Friendswood Downtown Economic Development Corporation have been included in the City’s reporting entity as discretely presented component units. Additionally, as the City is considered a primary government for financial reporting purposes, its activities are not considered a part of any other governmental or other type of reporting entity.

Consideration regarding the potential for inclusion of other entities, organizations, or functions in the City’s financial reporting entity is based on criteria prescribed by general accepted accounting principles. These same criteria are evaluated in considering whether the City is a part of any other governmental or other type of reporting entity. The overriding elements associated with prescribed criteria considered in determining that the City’s financial reporting entity status is that of a primary government are that it has a separately elected governing body; it is legally separate; and it is financial independent of other state and local governments. Additional prescribed criteria under generally accepted accounting principles include considerations pertaining to organizations for which the primary government is financially accountable; and considerations pertaining to other organizations for which the nature and significance of the relationship with the primary government are such that exclusion would cause the reporting entity’s financial statements to be misleading or incomplete.

The West Ranch Management District (“the District”), a discretely presented component unit, was created under Section 59, Article XVI of the Texas Constitution added by an Act of the 79th Legislature of the State of Texas, effective June 17, 2005, in accordance with the Texas Water Code, Chapter 54. The District operates in accordance with Chapters 3837, Texas Special District Local Laws Code, Chapters 49 and 54 of the Texas Water Code and Chapter 375 of the Texas Local Government Code, and is subject to the continuing supervision of the Texas Commission on Environmental Quality. The District was created to promote and encourage employment and the public welfare within the District. The affairs of the District are managed by a Board of Directors composed of persons appointed by the City Council. The City is financially accountable for the District because City Council must approve any debt issuances. Complete financial statements from the component may be obtained at the District’s administrative office.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 1. Summary of Significant Accounting Policies (continued)

A. Reporting Entity (continued)

The Friendswood Downtown Economic Development Corporation (“FDEDC”) was incorporated August 1, 2016 as a nonprofit economic development corporation under the Development Corporation Act. The citizens of Friendswood voted to pass a one-half cent sales tax dedicated to support and enhance the welfare and prosperity of the citizens of the City and of this State by promotion of economic development and growth by encouraging the development of new business enterprises and the retention or expansion of existing business enterprises. To serve this purpose, the Corporation shall have the authority and power of a Type B corporation to undertake projects as described in Subchapter C of Chapter 501 of the Local Government Code and Chapter 505 of the Local Government Code, including undertaking projects as authorized by law, including but not limited to projects to promote new or expanded business enterprises in the downtown area as defined by the City of Friendswood Downtown District Map, including but not limited to streets, targeted infrastructure, paved sidewalks, pedestrian amenities including lighting, benches, signage, and other related public improvements, and the maintenance and operations expenses for any of the above-described projects. A separate governing board oversees FDEDC, which is appointed by Friendswood City Council, and consists of members of City Council, City’s management, and individuals from the community. The City can remove appointed board members and approves the FDEDC’s budget. The FDEDC is reported as a discretely presented component unit because the governing body is not identical to the governing body of the City, the FDEDC does not solely serve the City, and the City has the ability to impose its will on FDEDC. Complete financial statements of the FDEDC may be obtained by contacting FDEDC’s administration office.

B. Government-Wide and Fund Financial Statements

The government-wide financial statements (i.e., the statement of net position and the statement of activities) report information on all activities of the primary government and its component unit. For the most part, the effect of interfund activity has been removed from these statements. *Governmental activities*, which normally are supported by taxes and intergovernmental revenue, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. Likewise, the primary governmental is reported separately from certain legally separate component units for which the primary government is financial accountable.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenue. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenue includes 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment, and 2) grants and contributions that are restricted to meeting the operations or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenue are reported instead as general revenue.

Separate financial statements are provided for governmental funds and proprietary funds. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 1. Summary of Significant Accounting Policies (continued)

C. Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the *economic resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be *available* when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considered revenue to be available if collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded only when payment is due.

Property taxes, franchise taxes, sales taxes, and interest associated with the current fiscal period are all considered to be susceptible to accrual and, accordingly, have been recognized as revenue of the current fiscal period. All of revenue items are considered to be measurable and available only when cash is received by the City.

The City reports the following major governmental funds:

The **General Fund** is the City's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

The **Bond Construction Fund** is used to account for the construction of public facilities, and park, street and drainage improvements that are funded by the proceeds from Permanent Improvement Bonds.

Other governmental funds is a summarization of all the non-major governmental funds.

The City reports the following major enterprise fund:

The **Water and Sewer Fund** is used to account for the activities of the City's water and wastewater operations.

Additionally, the City reports the following fund type:

The **Internal Service Fund** is used to account for fleet management services provided to other departments of the City on a cost reimbursement basis.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements. Exceptions to this general rule are charges between the City's water and sewer function and various other functions of the government. Elimination of these charges would distort the direct costs and program revenue reported for the various functions concerned.

Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the Water and Sewer enterprise fund and of the City's internal service fund are charges to customers for sales and services. Operating expenses for the enterprise fund and internal service fund include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenue and expenses not meeting this definition are reported as nonoperating revenue and expenses.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 1. Summary of Significant Accounting Policies (continued)

D. Assets, Liabilities, Deferred Outflows/Inflows and Net Position/Fund Balance

Cash and Investments

Cash and investments include cash on hand, deposits with financial institutions, short-term investments in a state-managed public funds investment pool account (TexPool), and a privately managed public funds investment pool (Texas Class). Other investments consist mainly of U.S. government treasury bills, treasury notes and other U.S. government obligations. Restricted cash and investments are assets restricted for specific use. Restricted includes cash deposits with financial institutions and investment pools.

The City maintains a pooled cash and investments account for all funds of the City. Each fund's positive equity in the pooled cash account is presented as "cash and investments" in the financial statements. Negative equity balances are reclassified and are reflected as interfund accounts payable. Interest income and interest expense are allocated monthly to each respective individual fund based on their representative fund balances.

The City's cash and cash equivalents are considered to be cash on hand, demand deposits, and short-term investments with original maturities of three months or less from the date of acquisition.

Investments for the City are reported at fair value, except for the position in investment pools. The City's investment in pools are reported at the net asset value per share (which approximates fair value) even though it is calculated using the amortized cost method.

TexPool and Texas Class have a redemption notice period of one day and may redeem daily. The investment pool's authority may only impose restrictions on redemptions in the event of a general suspension of trading on major securities markets, general banking moratorium or national state of emergency that affects the pool's liquidity.

Property Taxes

All trade and property tax receivables are shown net of an allowance for uncollectible accounts. Management estimates an allowance for trade accounts receivable based on past experience, historical losses, and other pertinent factors.

The City's property taxes are levied annually in October on the basis of the Appraisal District's assessed values as of January 1 of that calendar year. Appraised values are established by the Appraisal District at market value and assessed at 100% of appraised value less exemptions. The City's property taxes are billed and collected by Galveston County. Such taxes are applicable to the fiscal year in which they are levied and become delinquent with an enforceable lien on property on February 1 of the subsequent calendar year.

Property taxes are prorated between operations and debt service based on rates adopted for the year of the levy. For the current year, the City levied property taxes of \$0.52735 per \$100 of assessed valuation that were prorated between operations and debt service in the amounts of \$0.43235 and \$0.09500, respectively. The resulting tax levies were approximately \$14.5 and \$3.2 million for operations and debt service, respectively, based on a total taxable valuation of approximately \$3.5 billion for the 2017 tax year.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS *(continued)*

Note 1. Summary of Significant Accounting Policies (continued)

D. Assets, Liabilities, Deferred Outflows/Inflows and Net Position/Fund Balance (continued)

Property Taxes (continued)

West Ranch Management District bond resolutions require that the District levy and collect an ad valorem debt service tax sufficient to pay interest and principal on bonds when due. During the year ended August 31, 2018, the District levied an ad valorem debt service tax at the rate of \$0.0800 per \$100 of assessed valuation, which resulted in tax levy of \$365,889 on the taxable valuation of approximately \$457.4 million for the 2017 tax year.

Interfund Receivables/Payables

Activity between funds that are representative of lending/borrowing arrangements outstanding at the end of the fiscal year are referred to as either “due to/from other funds” (i.e., the current portion of interfund loans”). All other outstanding balances between funds are reported as “due to/from other funds.” Any residual balances outstanding between the governmental activities and business-type activities are reported in the government-wide financial statements as “internal balances.”

Prepaid Items

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both government-wide and fund financial statements. The City applies the consumption method in accounting for prepaid items in the governmental funds.

Restricted Assets

Certain proceeds of the City’s enterprise fund revenue bonds, as well as certain resources set aside for their repayment, are classified as restricted assets on the balance sheet because their use is limited by applicable bond covenants.

Contract with West Ranch Management District

The District approved a contract with the City effective August 15, 2005, as amended. Under the terms of the contract, the District is to pay for construction of water distribution, sanitary sewer, drainage, transportation, education and recreation facilities to serve the District.

The District shall be the owner of the system until the system is completed, approved by the City and conveyed to it, at which time ownership will vest in the City. The District will own and operate these facilities to serve the District. Pursuant to the contract, the District shall have a security interest therein until all bonds issued by the District are retired.

Capital Assets

Capital assets, which include property, plant, equipment, infrastructure, and water rights, are reported in the applicable governmental or business-type activities columns in the government- wide financial statements. The City defines capital assets as assets with an initial, individual cost of more than \$5,000 and

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 1. Summary of Significant Accounting Policies (continued)

D. Assets, Liabilities, Deferred Outflows/Inflows and Net Position/Fund Balance (continued)

Capital Assets (continued)

an estimated historical cost if actual historical cost is not available. Donated capital assets are recorded at acquisition cost, which is the price that would be paid to acquire an asset with equivalent service potential at the acquisition date. The City's water rights have an indefinite life.

The cost of normal maintenance and repairs that do not add to the value of the asset or materially extend assets' lives are not capitalized.

The City's property, plant and equipment are depreciated using the straight-line method over the following useful lives:

Buildings and improvements	20-50 years
Machinery and equipment	5 - 10 years
Infrastructure	40-50 years
Water and sewer system	40-50 years

The West Ranch Management District's capital assets are depreciated using the straight-line method over estimated useful lives of 10 to 45 years.

Compensated Absences

The City's employees earn vacation and sick leave, which may either be taken or accumulated, up to certain amounts, until paid upon resignation or retirement. All vacation and sick leave pay is accrued when incurred in the government-wide and proprietary fund financial statements. A liability for these amounts is reported in the governmental funds only if they have matured, for example, as a result of employee resignations and retirements.

Long-term Debt

In the government-wide financial statements and proprietary fund types in the fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund type statement of net position. Bond premiums and discounts are deferred and amortized over the life of the bonds using the straight-line method, which approximates the effective interest method. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance cost are expenses in the period incurred.

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position and/or balance sheet will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The City has the following items that qualify for reporting in this category.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 1. Summary of Significant Accounting Policies (continued)

D. Assets, Liabilities, Deferred Outflows/Inflows and Net Position/Fund Balance (continued)

Deferred Outflows/Inflows of Resources (continued)

- Deferred loss on refunding debt – A deferred loss on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.
- Deferred outflows of resources for pension - Reported in the government-wide financial statement of net position, this deferred outflow results from pension plan contributions made after the measurement date of the net pension liability and the results of 1) differences between projected and actual earnings on pension plan investments; 2) changes in actuarial assumptions; 3) differences between expected and actual actuarial experiences and 4) changes in the City's proportional share of pension liabilities. The deferred outflows of resources related to pensions resulting from City contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the next fiscal year. The deferred outflows resulting from differences between projected and actual earnings on pension plan investments will be amortized over a closed five year period. The remaining pension related deferred outflows will be amortized over the expected remaining service lives of all employees five year period.
- Deferred outflows of resources for other post-employment benefits (OPEB) - Reported in the government wide financial statement of net position, these deferred outflows result from OPEB plan contributions made after the measurement date of the total OPEB liability and the results of changes in assumptions and other inputs. The deferred outflows of resources resulting from City contributions subsequent to the measurement date will be recognized as a reduction of the total OPEB liability in the next fiscal year. The other OPEB related outflow will be amortized over the expected remaining service lives of all employees (active and inactive employees) who are provided with OPEB benefits.

In addition to liabilities, the statement of financial position and/or balance sheet will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position or balance sheet that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time.

- Deferred inflows of resources for unavailable revenues - Reported only in the governmental funds balance sheet, unavailable revenues arise under the modified accrual basis of accounting. These amounts are deferred and recognized as an inflow of resources in the period that the amounts become available.
- Deferred inflows of resources for pension - Reported in the government wide financial statement of net position, these deferred inflows result primarily from changes in actuarial assumptions. These pension related deferred inflows will be amortized over the expected remaining service lives of all employees (active and inactive employees) that are provided with pensions through the pension plan.
- Deferred inflows of resources for gain on issuance of refunding bonds - Reported in the government wide financial statement of net position, these deferred inflows result primarily from differences from the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 1. Summary of Significant Accounting Policies (continued)

D. Assets, Liabilities, Deferred Outflows/Inflows and Net Position/Fund Balance (continued)

Pension

For purposes of measuring the net pension liability, pension related deferred outflows and inflows of resources, and pension expense, City specific information about its Fiduciary Net Position in the Texas Municipal Retirement System (TMRS) and additions to/deductions from TMRS's Fiduciary Net Position have been determined on the same basis as they are reported by TMRS. For this purpose, plan contributions are recognized in the period that compensation is reported for the employee, which is when contributions are legally due. Benefit payments and refunds are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Other Post-Employment Benefits (OPEB)

The City provides its retirees the opportunity to maintain health insurance coverage by participating in the City's insurance plan. The City reports the total liability for this plan on the government-wide and proprietary fund financial statements. The actual cost recorded in the governmental fund financial statements is the cost of the health benefits incurred on behalf of the retirees less the premiums collected from the retirees. Information regarding the City's total liability for this plan is obtained through a report prepared by Gabriel Roeder Smith & Company, the City's third-party actuary, in compliance with GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*.

Additionally, the City participates in a defined-benefit group-term life insurance plan, both for current and retired employees, administered by the Texas Municipal Retirement System (TMRS). The City reports the total liability for this plan on the government-wide and proprietary fund financial statements. Information regarding the City's total OPEB liability is obtained from TMRS through a report prepared for the City by TMRS' consulting actuary, Gabriel Roeder Smith & Company, in compliance with GASB Statement No. 75.

Fund Balance

The governmental fund financial statements present fund balances based on classifications that comprise a hierarchy that is based primarily on the extent to which the City is bound to honor constraints on the specific purposes for which amounts in the respective governmental funds can be spent. The classifications used in the governmental fund financial statements are as follows:

Non-spendable – includes amounts that cannot be spent because they are either not in spendable form, or, for legal or contractual reasons, must be kept intact. This classification includes prepaid items, note receivable and the fund balance of the City's permanent fund.

Restricted – includes fund balance amounts that are constrained for specific purposes which are imposed by providers, such as creditors or amounts restricted due to constitutional provision or enabling legislation. This classification includes retirement of long-term debt, construction programs, City ordinances, and other federal and state grants.

Committed – includes fund balance amounts that are constrained for specific purposes that are internally imposed by the City through formal action in an open meeting of the highest level of decision making authority. Committed fund balance is reported pursuant to resolution passes by the City Council.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 1. Summary of Significant Accounting Policies (continued)

D. Assets, Liabilities, Deferred Outflows/Inflows and Net Position/Fund Balance (continued)

Fund Balance (continue)

Assigned – includes fund balance amounts that are self-imposed by the City to be used for particular purpose. Fund balance can be assigned by the City Council or the City Manager, pursuant to the City's fund balance policy. At September 30, 2018, the City's assigned fund balance included amounts assigned for encumbrances.

Unassigned – includes residual positive fund balance within the general fund which has not been classified within the other above mentioned categories. Unassigned fund balance may also include negative balances for any governmental fund if expenditures exceed amounts restricted, committed, or assigned for those specific purposes.

When both restricted and unrestricted fund balances are available for use, it is the City's policy to use restricted fund balance first, then unrestricted fund balance. Furthermore, committed fund balances are reduced first, followed by assigned amounts and then unassigned amounts when expenditures are incurred for purposes for which amounts in any of those unrestricted fund balance classifications are available.

The City has established a minimum fund balance policy whereby the City's unassigned general fund balance will be maintained at levels sufficient to protect the City's creditworthiness, as well as its financial position, from unforeseeable emergencies. The City will strive to maintain the unassigned general fund balance at a minimum of 90 days of prior year audited operating expenditures.

Net Position

Government-Wide Financial Statements:

The Statement of Net Position includes the following categories of net position:

Net investment in capital assets – the component unit of net position that reports the difference between capital assets less both the accumulated depreciation and the outstanding balance of debt, net of premiums and discounts, that is directly attributable to the acquisition, construction or improvement of these capital assets.

Restricted – Net position is reported as restricted when there are limitations imposed on its use either through the enabling legislation adopted by the City or through external restrictions imposed by creditors, grantors, or laws or regulations of other governments.

Unrestricted – the difference between assets, deferred outflows and inflows, and liabilities that are not reported in any of the classifications above.

Use of Estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual amounts could differ materially from those estimates.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 1. Summary of Significant Accounting Policies (continued)

E. Implementation of New Accounting Standards

In the current fiscal year, the City implemented the following new standards. The applicable provisions of these new standards are summarized below. Implementation is reflected in the financial statements and the notes to the financial statements.

GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*. This Statement replaces the requirements of Statement 45 and requires governments to report a liability on the face of the financial statements for the OPEB that they provide. Statement 75 requires governments in all types of OPEB plans to present more extensive note disclosures and required supplementary information (RSI) about their OPEB liabilities. Among the new note disclosures is a description of the effect on the reported OPEB liability of using a discount rate and a healthcare cost trend rate that are one percentage point higher and one percentage point lower than assumed by the government. The new RSI includes a schedule showing the causes of increases and decreases in the OPEB liability and a schedule comparing a government's actual OPEB contributions to its contribution requirements.

GASB Statement No. 85, *Omnibus 2017*. This Statement establishes accounting and financial reporting requirements for blending component units, goodwill, fair value measurement and application, and postemployment benefits (pensions and other postemployment benefits).

GASB Statement No. 86, *Certain Debt Extinguishment Issues*. This Statement establishes standards of accounting and financial reporting for in-substance defeasance transactions in which cash and other monetary assets acquired with only existing resources—that is, resources other than the proceeds of refunding debt—are placed in an irrevocable trust for the purpose of extinguishing debt. This Statement also amends accounting and financial reporting requirements for prepaid insurance associated with debt that is extinguished, whether through a legal extinguishment or through an in substance defeasance, regardless of how the cash and other monetary assets were acquired. Finally, this Statement establishes an additional disclosure requirement related to debt that is defeased in substance, regardless of how the cash and other monetary assets were acquired.

The following standards have been issued, but have not been implemented as not yet effective.

GASB Statement No. 83, *Certain Asset Retirement Obligations*. This Statement establishes criteria for determining the timing and pattern of recognition of a liability and a corresponding deferred outflow of resources for asset retirement obligations.

GASB Statement No. 84, *Fiduciary Activities*. This Statement establishes standards of accounting and financial reporting for fiduciary activities.

GASB Statement No. 87, *Leases*. This Statement establishes standards of accounting and financial reporting for leases by lessees and lessors.

GASB Statement No. 89, *Accounting for Interest Cost Incurred before the End of a Construction Period*. This Statement establishes accounting requirements for interest cost incurred before the end of a construction period.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 2. Cash and Investments

Under provisions of state and local statutes, the City's investment policies, and provisions of the City's depository contracts with an area financial institution, the City is authorized to place available deposits and investments in the following:

1. Obligations of the U.S., it's agencies and instrumentalities;
2. Certificates of Deposit issued by state and national banks or savings or loan associations domiciled in this state that are guaranteed or incurred by the Federal Deposit Insurance Corporation or collateralized in accordance with Section 2256.010, the Texas Government Code, in face amounts not to exceed \$100,000;
3. No-load money market mutual funds; and
4. TexPool, Lone State Investment Pool and Texas CLASS.

The City Council has adopted a written investment policy regarding the investments of its funds as defined by the Public Funds Investment Act of 1995 (Chapter 2256, Texas Government Code). The investments of the City are in compliance with the Council's investment policies. The City did not have any derivative investment products during the current year. All significant legal and contractual provisions for investments were complied with during the year.

At September 30, 2018, the carrying amount of the City and Friendswood Economic Development Corporation's deposits was \$7,842,503 and the bank balance of \$8,269,655.

As of September 30, 2018, the City and Friendswood Economic Development Corporation held the following investments.

	<u>Reported Value of Investments</u>	<u>Weighted Average Maturity (Days)</u>
Investment pools:		
TexPool	\$ 2,518,040	32
Texas CLASS	15,740,033	66
Total investment pools	<u>18,258,073</u>	
Debt Securities:		
Federal Farm Credit Bonds	1,992,148	123
Federal Home Loan Bank Bonds	1,988,649	257
Federal Home Loan Mortgage Corporation	3,475,549	193
Federal National Mortgage Association	3,460,313	322
Total debt securities	<u>10,916,659</u>	
Total investments	<u><u>\$ 29,174,732</u></u>	

The City categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; and Level 3 inputs are significant unobservable inputs.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 2. Cash and Investments (continued)

The City has the following recurring fair value measurements as of September 30, 2018:

	Fair Value / Amortized Cost	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Investment Securities:				
Federal Farm Credit Bank	\$ 1,992,148	\$ -	\$ 1,992,148	\$ -
Federal Home Loan Bank	1,988,649	-	1,988,649	-
Federal Home Loan Mortgage Corp.	3,475,549	-	3,475,549	-
Federal National Mortgage Assoc.	3,460,313	-	3,460,313	-
Total Investment Securities	\$ 10,916,659	\$ -	\$ 10,916,659	\$ -

The City invests in Texas Local Government Investment Pool (TexPool), which was created under the Interlocal Cooperation Act, Texas Government Code Ann. Chapter 791 and the Texas Public Funds Investment Act. The Texas Treasury Safekeeping Trust Company (“the Trust”) is trustee of TexPool and is a limited purpose trust company authorized pursuant to Texas Government Code Ann. Section 404.103 for which the Texas State Comptroller is sole officer, director and shareholder. The advisory board of TexPool is composed of members appointed pursuant to the requirements of the Texas Public Funds Investment Act.

The City invests in Texas CLASS Investment Pool which was established in 1996 pursuant to the Texas Public Funds Investment Act. The pool is governed by a 7-member board of trustees, who are elected by pool participants. The Cutwater Investor Services Corp. serves as the pools program administrator and Wells Fargo Bank Texas, NA, serves as custodian.

Interest Rate Risk. In accordance with its investment policy, the City manages its exposure to declines in fair values by structuring the investment portfolio so that securities mature to meet cash requirements for ongoing operations and invest operating funds primarily in short-term securities.

Custodial Credit Risk. In the case of deposits, this is the risk that in the event of a bank failure, the City’s deposits may not be returned. State statutes require that all deposits in financial institutions be fully collateralized by U.S. Government obligations or its agencies and instrumentalities or direct obligations of Texas or its agencies and instrumentalities that have a fair value of not less than the principal amount of deposits. As of September 30, 2018, all of the City’s cash deposits with financial institutions were collateralized with securities held by the pledging financial institution in the City’s name.

Credit Risk

Credit Risk. It is the City’s policy to limit its investments to investment types with an investment quality rating not less than A or its equivalent by a nationally recognized statistical rating organization. The City’s investments as of September 30, 2018, were rated as follows:

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 2. Cash and Investments (continued)

Credit Risk (continued)

<u>Investment Type:</u>	<u>Credit Quality</u>	
	<u>Rating</u>	<u>Rating Agency</u>
Investment Pools:		
Texas CLASS	AAAm	Standard & Poor's
TexPool	AAAm	Standard & Poor's
Debt Securities:		
Federal Home Loan Mortgage Corp.	Aaa	Moody's Investor Service
Federal Home Loan Bank	Aaa	Moody's Investor Service
Federal Farm Credit Bank	Aaa	Moody's Investor Service
Federal National Mortgage Association	Aaa	Moody's Investor Service

Note 3. Receivables and Deferred Inflows of Resources

Receivables as of September 30, 2018 for the City's individual major funds and nonmajor funds in the aggregate and the Internal Service Fund including the applicable allowances for uncollectible accounts, are as follows:

	<u>Governmental Funds</u>		<u>Proprietary</u>	<u>Total</u>
	<u>General</u>	<u>Nonmajor</u>	<u>Water and Sewer</u>	
Receivables:				
Property taxes	\$ 230,993	\$ 38,830	\$ -	\$ 269,823
Penalties and interest	138,251	20,535	-	158,786
Sales tax	1,163,713	287,429	-	1,451,142
Franchise taxes	390,992	-	-	390,992
Customer accounts	242,287	3,451	2,642,782	2,888,520
Court fines	1,619,640	-	-	1,619,640
Other	59,224	3,573	-	62,797
Gross receivables	3,845,100	353,818	2,642,782	6,841,700
Less: allowance for uncollectibles	(1,463,605)	(20,144)	(279,159)	(1,762,908)
Net total receivables	<u>\$ 2,381,495</u>	<u>\$ 333,674</u>	<u>\$ 2,363,623</u>	<u>\$ 5,078,792</u>

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 3. Receivables and Deferred Inflows of Resources (continued)

Governmental funds reported deferred inflows of resources in connection with receivables for revenue that is not considered to be available to liquidate liabilities of the current period. At the end of the current fiscal year, the various components of deferred inflows of resources for unavailable revenues reported in the governmental funds were as follows:

	Deferred Inflows of Resources
General Fund:	
Delinquent property taxes	\$ 22,298
Property tax penalties and interest	93,053
Court fines	323,928
Grants	16,210
Miscellaneous	7,945
Total General Fund	<u>463,434</u>
Nonmajor funds:	
Delinquent property taxes	4,239
Property tax penalties and interest	13,821
Court fines	3,752
Total nonmajor funds	<u>21,812</u>
Total governmental funds	<u><u>\$ 485,246</u></u>

On June 1, 2015, The City Council approved the purchase of a fire truck for the Friendswood Volunteer Fire Department for \$483,364. This purchase is supported with a repayment agreement whereby the Friendswood Volunteer Fire Department has agreed to repay the City \$72,000 per year for the first six years, with a final payment of \$65,000. The City set an initial interest rate of 1% with an option to increase should interest rates rise significantly. The balance of the note receivable at September 30, 2018 is \$223,662.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 4. Capital Assets

Capital assets activity for the primary government for the fiscal year ended September 30, 2018, is as follows:

Governmental activities	Beginning Balance	Increases	Reclassification /Decreases	Ending Balance
Capital assets, not being depreciated:				
Land	\$ 25,805,161	\$ 28,822	\$ (74,677)	\$ 25,759,306
Construction in progress	10,434,244	958,724	(8,878,416)	2,514,552
Total capital assets, not being depreciated	36,239,405	987,546	(8,953,093)	28,273,858
Capital assets, being depreciated:				
Buildings and improvements	55,471,627	-	(15,500,470)	39,971,157
Machinery and equipment	15,587,425	2,376,909	(4,097,609)	13,866,725
Infrastructure	68,751,444	-	23,582,600	92,334,044
Total capital assets, being depreciated	139,810,496	2,376,909	3,984,521	146,171,926
Less accumulated depreciation for:				
Buildings & improvements	(17,773,050)	(1,811,631)	2,897,278	(16,687,403)
Machinery and equipment	(11,454,941)	(1,244,075)	3,665,271	(9,033,745)
Infrastructure	(44,676,115)	(3,517,259)	(2,480,129)	(50,673,503)
Total accumulated depreciation	(73,904,106)	(6,572,965)	4,082,420	(76,394,651)
Total capital assets - being depreciated	65,906,390	(4,196,056)	8,066,941	69,777,275
Governmental capital assets, net	\$ 102,145,795	\$ (3,208,510)	\$ (886,152)	\$ 98,051,133

Business-type activities	Beginning Balance	Increases	Reclassification /Decreases	Ending Balance
Capital assets, not being depreciated:				
Land	\$ 319,473	\$ -	\$ -	\$ 319,473
Water rights	19,716,695	-	-	19,716,695
Construction in progress	11,432,753	856,135	(6,114,636)	6,174,252
Total capital assets, not being depreciated	31,468,921	856,135	(6,114,636)	26,210,420
Capital assets, being depreciated:				
Buildings and improvements	589,624	-	94,282	683,906
Machinery and equipment	1,213,530	-	6,004,717	7,218,247
Water and sewer system	63,267,248	-	373,154	63,640,402
Total capital assets, being depreciated	65,070,402	-	6,472,153	71,542,555
Less accumulated depreciation for:				
Buildings and improvements	(253,943)	(19,757)	(12,329)	(286,029)
Machinery and equipment	(956,742)	(292,570)	(3,230,449)	(4,479,761)
Water and sewer system	(33,940,650)	(1,501,577)	3,307,089	(32,135,138)
Total accumulated depreciation	(35,151,335)	(1,813,904)	64,311	(36,900,928)
Total capital assets - being depreciated	29,919,067	(1,813,904)	6,536,464	34,641,627
Business-type capital assets, net	\$ 61,387,988	\$ (957,769)	\$ 421,828	\$ 60,852,047

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 4. Capital Assets (continued)

Capital assets activity for the discretely presented component units is as follows:

Component Unit	Beginning Balance	Increases	Reclassification /Decreases	Ending Balance
Capital assets, not being depreciated:				
Land	\$ 6,821,433	\$ 17,602	\$ -	\$ 6,839,035
Total capital assets, not being depreciated	6,821,433	17,602	-	6,839,035
Capital assets, being depreciated:				
Water production and distribution facilities	483,467	-	-	483,467
Total capital assets, being depreciated	483,467	-	-	483,467
Less accumulated depreciation for:				
Water production and distribution facilities	(73,556)	(10,745)	-	(84,301)
Total accumulated depreciation	(73,556)	(10,745)	-	(84,301)
Total capital assets - being depreciated	409,911	(10,745)	-	399,166
Component Unit capital assets, net	\$ 7,231,344	\$ 6,857	\$ -	\$ 7,238,201

Depreciation

Depreciation expense was charged to functions/programs of the City as follows:

	Depreciation Expense
Primary government	
Governmental activities:	
General government	\$ 260,219
Public safety	895,341
Public Works	4,078,138
Community services	1,045,238
Capital assets held by the City's internal service fund are charged to the various functions based on their usage	294,029
Total Governmental activities	6,572,965
Business-type activities:	
Water and sewer	1,813,904
Total Business-type activities:	1,813,904
Total primary government	\$ 8,386,869

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 4. Capital Assets (continued)

Construction commitments

The City has active construction projects as of September 30, 2018. At year end, the City's commitments with contractors were as follows:

Projects	Construction Commitment	Construction in Progress	Remaining Commitment
Governmental funds:			
Parks Maintenance Building	\$ 8,305	\$ 5,403	\$ 2,902
Blackhawk Boulevard Phase II	5,100,525	1,239,938	3,860,587
Old City Park Restrooms & Pavilion	33,500	24,218	9,282
Stevenson Park Pool Restrooms	3,931	3,931	-
Old City Park Parking Lot	402,075	95,498	306,577
Improvements Other Park (Renwick)	477,356	477,356	-
Brittany Bay (aka Friendswood Lakes Blvd)	654,358	654,358	-
Old City Pary Survey	13,850	13,850	-
	<u>6,693,900</u>	<u>2,514,552</u>	<u>4,179,348</u>
Enterprise funds:			
Blackhawk Boulevard Phase II	425,973	50,565	375,408
Lift Stations #23 - Crazy Horse	217,160	138,867	78,293
Blackhawk WWTP 3rd Clarifier	5,886,950	5,886,950	-
43" Southeast Transmission Water Line Phase 1	97,870	97,870	-
	<u>6,627,953</u>	<u>6,174,252</u>	<u>453,701</u>
Total Commitments	<u>\$ 13,321,853</u>	<u>\$ 8,688,804</u>	<u>\$ 4,633,049</u>

The remaining commitment amounts were encumbered at year end. The encumbrances and related appropriation lapse at the end of the fiscal year, but they are re-appropriated and become a part of the subsequent year's budget because performance under the executory contract is expected in the next year.

Note 5. Long-term Debt

The City issues a variety of long-term debt instruments in order to acquire and/or construct major capital facilities and equipment for governmental and business-type activities. These instruments include general obligation bonds, certificates of obligation, revenue bonds, and capital leases. These debt obligations are secured by either future tax revenue, water and sewer system revenue, or liens on property and equipment. Debt obligations that are intended to be repaid from water and sewer system revenue have been recorded as business-type activities. All other long-term obligations of the City are considered to be governmental type activities.

Federal Arbitrage

General obligation bonds, combination tax and revenue bonds, and certificates of obligation are subject to the provisions of the Internal Revenue Code of 1986 related to arbitrage and interest income tax regulations under those provisions.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 5. Long-term Debt (continued)

Bonds Payable and Certificates of Obligation

The following schedule summarizes the terms of the City's general obligation bonds, combination tax and revenue bonds, and certificates of obligation outstanding and their corresponding allocations to the governmental and business-type activities at September 30, 2018:

General Obligation Bonds:	Original Issue Amount	Final Maturity	Interest Rates	Governmental Activities	Business-Type Activities
2010A Permanent Improvement	\$ 3,460,000	2035	1.0 - 4.75%	\$ 2,610,000	\$ -
2010B Permanent Improvement and Refunding	5,460,000	2021	1.0 - 4.0%	-	1,810,000
2012 General Obligation Refunding	8,890,000	2026	2.0 - 3.5%	5,865,000	-
2014 General Obligation Refunding	8,805,000	2028	2.0% - 4.0%	2,220,000	5,805,000
2015 General Obligation Refunding	9,595,000	2030	2.0% - 3.0%	8,325,000	-
2016 General Obligation Permanent Improvement and Refunding	19,095,000	2031	2.0% - 5.0%	7,120,000	9,850,000
2016A General Obligation Refunding	9,765,000	2034	2.0% - 4.0%	-	8,960,000
2017 General Obligation Bonds	5,605,000	2031	2.0% - 4.0%	5,405,000	-
Total general obligation bonds				<u>31,545,000</u>	<u>26,425,000</u>
Revenue Bonds:					
2016 Waterworks and Sewer System	5,735,000	2036	2.0% - 4.0%	-	5,290,000
Total				<u>\$ 31,545,000</u>	<u>\$ 31,715,000</u>

Annual debt service requirements for the City's bonds and certificates of obligation are as follows:

Fiscal Year	Governmental Activities		Business-type Activities		Total
	Principal	Interest	Principal	Interest	
2019	\$ 1,815,000	\$ 1,083,831	\$ 2,215,000	\$ 1,112,250	\$ 6,226,081
2020	1,855,000	1,042,281	2,275,000	1,053,500	6,225,781
2021	1,995,000	991,231	2,335,000	992,850	6,314,081
2022	2,150,000	927,606	1,905,000	935,225	5,917,831
2023	2,215,000	860,319	1,960,000	880,475	5,915,794
2024-2028	12,255,000	3,118,854	10,930,000	3,262,575	29,566,429
2029-2033	8,890,000	728,132	8,235,000	1,014,275	18,867,407
2034-2038	370,000	17,813	1,860,000	82,200	2,330,013
	<u>\$ 31,545,000</u>	<u>\$ 8,770,067</u>	<u>\$ 31,715,000</u>	<u>\$ 9,333,350</u>	<u>\$ 81,363,417</u>

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 5. Long-term Debt (continued)

Bonds Payable and Certificates of Obligation (continued)

Changes in the City's long-term liability activity for the year ended September 30, 2018, are as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Primary Government					
Governmental activities:					
General obligation bonds	\$ 33,320,000	\$ -	\$ (1,775,000)	\$ 31,545,000	\$ 1,815,000
Premium on bond issuance	2,747,806	-	(227,149)	2,520,657	-
Capital lease	668,284	485,305	(362,284)	791,305	377,091
Compensated absences	719,242	819,451	(772,964)	765,729	153,146
Governmental activity					
Long-term liabilities	<u>\$ 37,455,332</u>	<u>\$ 1,304,756</u>	<u>\$ (3,137,397)</u>	<u>\$ 35,622,691</u>	<u>\$ 2,345,237</u>
	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Business-type activities:					
Revenue bonds	\$ 5,515,000	\$ -	\$ (225,000)	5,290,000	\$ 230,000
General obligation bonds	28,360,000	-	(1,935,000)	26,425,000	1,985,000
Premium on bond issuance	3,156,862	-	(216,369)	2,940,493	-
Compensated absences	65,571	97,183	(79,504)	83,250	16,650
Business-type activity					
Long-term liabilities	<u>\$ 37,097,433</u>	<u>\$ 97,183</u>	<u>\$ (2,455,873)</u>	<u>\$ 34,738,743</u>	<u>\$ 2,231,650</u>
Total Primary government	<u>\$ 74,552,765</u>	<u>\$ 1,401,939</u>	<u>\$ (5,593,270)</u>	<u>\$ 70,361,434</u>	<u>\$ 4,576,887</u>

The compensated absences, net pension liability and total OPEB liabilities attributable to the governmental activities will be liquidated primarily by the General Fund.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 5. Long-term Debt (continued)

West Ranch Management District

The following schedule summarizes the terms of the West Ranch Management District's general obligation bonds at July 31, 2018:

General Obligation Bonds:	Amounts Outstanding	Interest Rates	Range of Maturities	Callable Date *
Series 2010	\$ 6,055,000	3.25% - 5.25%	2018 - 2040	September 1, 2020
Road Series 2010A	1,630,000	3.50% - 5.00%	2018 - 2040	September 1, 2020
Series 2012A	3,110,000	3.50% - 4.10%	2027 - 2040	September 1, 2020
Road Series 2013	1,030,000	2.00% - 3.00%	2018 - 2028	September 1, 2021
Series 2013	1,195,000	3.00% - 5.00%	2018 - 2040	September 1, 2021
Road Series 2014	2,085,000	2.00% - 3.75%	2018 - 2040	September 1, 2022
Series 2015	5,315,000	1.30% - 4.125%	2018 - 2030	September 1, 2023
Series 2016	2,080,000	3.00% - 4.00%	2031 - 2040	September 1, 2024
Refunding Series 2016	1,135,000	2.00% - 4.00%	2018 - 2040	September 1, 2024
Total general obligation bonds	<u>\$ 23,635,000</u>			

* Or any date thereafter, callable at par plus accrued interest to the date of redemption.

Annual debt service requirements for the District's bonds are as follows:

Fiscal Year	Principal	Interest	Total
2019	\$ 800,000	\$ 928,016	\$ 1,728,016
2020	830,000	907,460	1,737,460
2021	850,000	883,383	1,733,383
2022	885,000	856,611	1,741,611
2023	910,000	827,740	1,737,740
2024-2028	5,105,000	3,605,920	8,710,920
2029-2033	5,260,000	2,498,752	7,758,752
2034-2038	5,260,000	1,412,682	6,672,682
2039-2041	3,735,000	252,789	3,987,789
	<u>\$ 23,635,000</u>	<u>\$ 12,173,353</u>	<u>\$ 35,808,353</u>

The District's bonds are payable from the proceeds of an ad valorem tax levied upon all property within the District subject to taxation, without limitation as to rate or amount.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 5. Long-term Debt (continued)

West Ranch Management District (continued)

Changes in the discretely presented component units' long-term liabilities for the year end July 31, 2018, are as follows:

West Ranch Management District	Beginning Balance	Increase	Decrease	Ending Balance	Due Within One Year
Component Unit					
General obligation bonds	\$ 24,430,000	\$ -	\$ (795,000)	\$ 23,635,000	\$ 800,000
Discount on bonds	(430,464)	-	13,460	(417,004)	-
Premium on bonds	111,271	-	(8,357)	102,914	-
Developer advances	40,000	-	-	40,000	-
Due to developer	369,600	-	-	369,600	-
Total	\$ 24,520,407	\$ -	\$ (789,897)	\$ 23,730,510	\$ 800,000

A developer of the District has advanced \$40,000 to the District for operating expenses. The District has agreed to pay these amounts, plus interest, to the extent approved by the Commission from the proceeds of future bond sales. These amounts have been recorded in the financial statements as long-term liabilities. The District is currently unable to estimate when bonds will be issued to pay this liability.

The developer of the District has constructed underground utilities on behalf of the District. The District's engineer estimates reimbursable costs for completed projects are \$369,600. The District has agreed to reimburse the developers for these amounts, plus interest, to the extent approved by the Texas Commission on Environmental Quality from the proceeds of future bond sales. These amounts have been recorded in the financial statements as long-term liabilities.

Defeasance of Bonds

The City defeased certain bonds by placing the proceeds of new bonds in an irrevocable trust to provide future debt service payments on the old bonds. Accordingly, the trust account assets and liabilities for the defeased bonds are not included in the City's financial statements. On September 30, 2018, the City has no bonds considered defeased that were outstanding.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 5. Long-term Debt (continued)

Capital Leases

The City has entered into capital lease agreements in order to purchase machinery and equipment for public works, police and fire departments. The assets acquired through these lease agreements are as follows:

Asset	Governmental Activities
Machinery and equipment	\$ 949,270
Less: accumulated depreciation	(138,849)
Total	<u>\$ 810,421</u>

The following is a summary of future lease payments due on this machinery and equipment:

Fiscal Year	Amount
2019	\$ 377,091
2020	179,053
2021	179,053
2022	104,181
Minimum lease payments	<u>839,378</u>
Less amount representing interest	(48,073)
Total	<u>\$ 791,305</u>

Pledged Revenues

On February 1, 2016, the City issued \$5,735,000 in Waterworks and Sewer System Revenue Bonds, Series 2016. These bonds represent special obligations of the City and are payable solely from a first lien on and pledge of the net revenues of the City's waterworks and sanitary sewer system. The proceeds of the bonds were and are to be used to finance sanitary sewer and waterworks system extensions and improvements. The outstanding revenue bonds have a final maturity of March 1, 2036 and the City has commitment revenues each year the bonds are outstanding. At September 30, 2018, the remaining principal on the series 2016 bonds was \$5,290,000. Interest and principal payments for the fiscal year were \$179,650 and \$225,000, respectively. Net pledge revenue in 2018 produced 192 percent of the current debt service requirement.

Note 6. Interfund Balances and Transfers

Due to/from Other Funds

The City had no interfund receivable or payable balances at September 30, 2018.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 6. Interfund Balances and Transfers (continued)

Interfund Transfers

The composition of interfund transfers for the year ended September 30, 2018, is as follows:

<u>Transfer In</u>	<u>Transfer Out</u>	<u>Amount</u>	<u>Purpose</u>
General Fund	Water and Sewer	\$ 1,402,989	Budgeted annual transfer for indirect water and sewer costs by the General Fund.
Vehicle Replacment Fund	General fund	47,000	Vehicle replacement due to Hurricane Harvey
Vehicle Replacment Fund	Water and Sewer	<u>151,860</u>	Vehicle replacement due to Hurricane Harvey
		<u>\$ 1,601,849</u>	

Note 7. Employee Retirement System

Texas Municipal Retirement System

Plan Description and Provisions

The City participates as one of 883 plans in the nontraditional, joint contributory, hybrid defined benefit pension plan administered by the Texas Municipal Retirement System (TMRS). TMRS is an agency created by the State of Texas and administered in accordance with the TMRS Act, Subtitle G, Title 8, Texas Government Code (the TMRS Act) as an agent multiple-employer retirement system for municipal employees in the State of Texas. The TMRS Act places the general administration and management of the System with a six-member Board of Trustees. Although the Governor, with the advice and consent of the Senate, appoints the Board, TMRS is not fiscally dependent on the State of Texas. TMRS's defined benefit pension plan is a tax-qualified plan under report (CAFR) that can be obtained at www.tmrs.com.

All eligible employees of the City are required to participate in TMRS.

Benefits Provided

TMRS provides retirement, disability, and death benefits. Benefit provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS.

At retirement, the benefit is calculated as if the sum of the employee's contributions, with interest, and the city-financed monetary credits with interest were used to purchase an annuity. Members may choose to receive their retirement benefit in one of seven actuarially equivalent payments options. Members may also choose to receive a portion of their benefit as a Partial Lump Sum Distribution in an amount equal to 12, 24, or 36 monthly payments, which cannot exceed 75% of the member's deposits and interest.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 7. Employee Retirement System (continued)

The City has approved an annually repeating (automatic) basis monetary credit referred to as an updated service credit (USC) which is a theoretical amount which takes into account salary increases or plan improvements. If at any time during their career an employee earns a USC, this amount remains in their account earning interest at 5% until retirement. At retirement, the benefit is calculated as if the sum of the employee's accumulated contributions with interest and the employer match plus employer-financed monetary credits, such as USC, with interest were used to purchase an annuity. Additionally, City provides on an annually repeating (automatic) basis cost of living adjustments (COLA) for retirees equal to a percentage of the change in the consumer price index (CPI).

A summary of plan provisions for the City are as follows:

Employee deposit rate:	7%
Matching ratio (City to employee):	2 to 1
Years required for vesting:	5
Service retirement eligibility:	Vested at age 60 or 20 years at any age
Updated Service Credit:	100% Repeating
Annuity increase to retirees	50% of CPI; Repeating
Supplement death benefit – active Employees and retirees	Yes

Employees covered by benefit terms

At the December 31, 2017 valuation and measurement date, the following employees were covered by the benefit terms:

Inactive employees or beneficiaries currently receiving benefits	115
Inactive employees entitled to but not yet receiving benefits	109
Active employees	<u>210</u>
	<u>434</u>

Contributions

The contribution rates for employees in TMRS are either 5%, 6%, or 7% of employee gross earnings, and the City matching percentages are either 100%, 150%, or 200%, both as adopted by the governing body of the City. Under the State law governing TMRS, the contribution rate for each City is determined annually by the consulting actuary, using the Entry Age Normal (EAN) actuarial cost method. The actuarially determined rate is the estimated amount necessary to finance the cost of benefits earned by employees during the year, with an additional amount to finance any unfunded accrued liability.

Employees for the City were required to contribute 7.0% of their annual gross earnings during the fiscal year. The contribution rates for the City were 15.47% and 15.95% in calendar years 2017 and 2018, respectively. The City's contributions to TMRS for the year ended September 30, 2018, were \$2,288,842 and were equal to the required contributions.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 7. Employee Retirement System (continued)

Net Pension Liability

The City's Net Pension Liability (NPL) was measured as of December 31, 2017, and the Total Pension Liability (TPL) used to calculate the Net Pension Liability was determined by an actuarial valuation as of that date.

Actuarial Assumptions

The Total Pension Liability in the December 31, 2017 actuarial valuation was determined using the following actuarial assumptions:

Actuarial cost method:	Entry age normal
Amortization method:	Level percentage of payroll, closed
Remaining amortization period:	28 years
Asset valuation method:	10 year smoothed market; 15% soft corridor
Inflation:	2.5%
Salary increases:	3.5% to 10.5% including inflation
Investment rate of return:	6.75%

Salary increases were based on a service-related table. Mortality rates for active members, retirees, and beneficiaries were based on the gender-distinct RP2000 Combined Healthy Mortality Table with Blue Collar Adjustment with male rates multiplied by 109% and female rates multiplied by 103% and projected on a fully generational basis with scale BB to account for future mortality improvements. For disabled annuitants, the gender-distinct RP2000 Disabled Retiree Mortality Table is used, with slight adjustments.

Actuarial assumptions used in the December 31, 2017 valuation were developed primarily from the actuarial investigation of the experience of TMRS over the four year period from December 31, 2010 to December 31, 2014. They were adopted in 2015 and first used in the December 31, 2015 actuarial valuation. The postretirement mortality assumption for healthy annuitants and Annuity Purchase Rate (APRs) are based on the Mortality Experience Investigation Study covering 2009 through 2011 and dated December 31, 2013. In conjunction with these changes first used in the December 31, 2013 valuation, the System adopted the Entry Age Normal actuarial cost method and a one-time change to the amortization policy. Assumptions are reviewed annually. No additional changes were made for the 2017 valuation.

The long-term expected rate of return on pension plan investments is 6.75%. The pension plan's policy in regard to the allocation of invested assets is established and may be amended by the TMRS Board of Trustees. Plan assets are managed on a total return basis with an emphasis on both capital appreciation as well as the production of income, in order to satisfy the short-term and long-term funding needs of TMRS.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best estimate ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 7. Employee Retirement System (continued)

Actuarial Assumptions (continued)

to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. The target allocation for each major asset class are summarized in the following table:

	Target Allocation	Long-Term Expected Real Rate of Return (Arithmetic)
Domestic Equity	17.5%	4.55%
International Equity	17.5%	6.10%
Core Fixed Income	10.0%	1.00%
Non-Core Fixed Income	20.0%	3.65%
Real Return	10.0%	4.03%
Real Estate	10.0%	5.00%
Absolute Return	10.0%	4.00%
Private Equity	5.0%	8.00%
Total	100.0%	

Discount Rate

The discount rate used to measure the Total Pension Liability was 6.75%. The projection of cash flows used to determine the discount rate assumed that employee and employer contributions will be made at the rates specified in statute. Based on that assumption, the pension plan's Fiduciary Net Position was projected to be available to make all projected future benefit payments of current active and inactive employees. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the Total Pension Liability.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 7. Employee Retirement System (continued)

Changes in the Net Pension Liability

	Increase (Decrease)		
	Plan		
	Total Pension Liability	Fiduciary Net Position	Net Pension Liability
Balance at 12/31/2016	\$ 70,456,301	\$ 58,455,358	\$ 12,000,943
Changes for the year:			
Service Cost	2,505,392	-	2,505,392
Interest (on the Total Pension Liability)	4,755,782	-	4,755,782
Difference between expected and actual experience	(60,180)	-	(60,180)
Benefit payments, including refunds of employee contributions	(2,505,921)	(2,505,921)	-
Contributions – employer	-	2,182,093	(2,182,093)
Contributions – employee	-	987,399	(987,399)
Net investment income	-	8,104,390	(8,104,390)
Administrative Expense	-	(41,987)	41,987
Other	-	(2,127)	2,127
Balance at 12/31/2017	<u>\$ 75,151,374</u>	<u>\$ 67,179,205</u>	<u>\$ 7,972,169</u>

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability (asset) of the City, calculated using the discount rate of 6.75%, as well as what the City's net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (5.75%) or 1-percentage-point higher (7.75%) than the current rate:

	1% Decrease in Discount Rate (5.75%)	Current Single Rate Discount Rate (6.75%)	1% Increase in Discount Rate (7.75%)
City's net pension liability	\$ 18,607,900	\$ 7,972,169	\$ (744,106)

Pension Plan Fiduciary Net Position

Detailed information about the pension plan's Fiduciary Net Position is available in a separately-issued TMRS financial report. That report may be obtained on the Internet at www.tmrs.com.

Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

For the year ended September 30, 2018, the City recognized a pension expense of \$2,289,902.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 7. Employee Retirement System (continued)

At September 30, 2018, the City reported deferred outflows and inflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Difference in expected and actual economic experience	\$ 219,127	\$ 648,282
Changes in actuarial assumptions	341,012	-
Difference between projected and actual investment earnings	-	1,730,770
Contributions subsequent to the measurement date	<u>1,741,808</u>	<u>-</u>
Total	<u><u>\$ 2,301,947</u></u>	<u><u>\$ 2,379,052</u></u>

\$1,741,808 reported as deferred outflows of resources related to pension resulting from contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability for the year ending September 30, 2019. Other amounts reported as deferred outflows and inflows of resources related to pensions will be recognized in pension expenses as follows:

	Net deferred outflows (inflows) of resources
2019	\$ (82,253)
2020	(119,689)
2021	(774,289)
2022	<u>(842,682)</u>
Total	<u><u>\$ (1,818,913)</u></u>

Note 8. Post Employee Benefits Other Than Pensions

TMRS Supplemental Death Benefits Fund

Benefit Plan Description

The City's single-employer defined benefit group-term life insurance plan is operated by the Texas Municipal Retirement System (TMRS) via the Supplemental Death Benefits Fund (SDBF). The City elected, by ordinance, to provide group-term life insurance coverage to both current and retired employees. The City may terminate coverage under and discontinue participation in the SDBF by adopting an ordinance before November 1 of any year to be effective the following January 1.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 8. Post Employee Benefits Other Than Pensions (continued)

The death benefit for active employees provides a lump-sum payment approximately equal to the employee's annual salary (calculated based on the employee's actual earnings, for the 12-month period preceding the month of death); retired employees are insured for \$7,500; this coverage is another post-employment benefit (OPEB). As the SDBF covers both active and retiree participants, with no segregation of assets, the SDBF is considered to be an unfunded OPEB plan (i.e. no assets are accumulated).

Membership in the plan as of the measurement date of December 31, 2017 was as follows:

Inactive employees currently receiving benefits	85
Inactive employees entitled to but not yet receiving benefits	31
Active employees	<u>210</u>
Total	<u>326</u>

Contributions

Contributions are made monthly based on the covered payroll of employee members of the participating member city. The contractually required contribution rate is determined annually for each city (currently 0.21% of covered payroll). The rate is based on the mortality and service experience of all employees covered by the SDBF and the demographics specific to the workforce of the city. There is a one-year delay between the actuarial valuation that serves as the basis for the employer contribution rate and the calendar year when the rate goes into effect. The funding policy of this plan is to assure that adequate resources are available to meet all death benefit payments for the upcoming year; the intent is not to prefund retiree term life insurance during employees' entire careers. As such, contributions are utilized to fund active member deaths on a pay-as-you-go basis; any excess contributions and investment income over payments then become net position available for benefits.

Discount Rate

The TMRS SDBF program is treated as unfunded OPEB plan because the SDBF trust covers both active employees and retirees and the assets are not segregated for these groups. Under GASB Statement No. 75, the discount rate for an unfunded OPEB plan should be based on 20-year tax-exempt AA or higher Municipal Bonds. Therefore, a discount rate of 3.31% based on the 20 Year Bond GO Index published by bondbuyer.com is used as of the measurement date of December 31, 2017. At transition, GASB Statement No.75 also requires that the total OPEB liability as of the prior fiscal year end be estimated based on the 20 Year Bond GO Index as of the prior fiscal year end. The actuary has estimated the total OPEB liability, as of December 31, 2016, using a discount rate of 3.78%.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 8. Post Employee Benefits Other Than Pensions (continued)

TMRS Supplemental Death Benefits Fund (continued)

Actuarial Assumptions

The City's total OPEB liability was measured at December 31, 2017 and was determined by an actuarial valuation as of that date using the following actuarial assumptions:

Valuation Date: December 31, 2017

Methods and Assumptions:

Inflation:	2.50%
Salary Increases:	3.50% to 10.50%, including inflation
Discount rate*:	3.31%. The discount rate was based on the Fidelity Index's "20-Year Municipal GO AA Index" rate as of December 31, 2017.
Retirees' share of benefit related costs:	\$0
Administrative expenses:	All administrative expenses are paid through the Pension Trust and accounted for under reporting requirements under GASB Statement No. 68.
Mortality rates – service retirees:	RP2000 Combined Mortality Table with Blue Collar Adjustment with male rates multiplied by 109% and female rates multiplied by 103% and projected on a fully generational basis with scale BB.
Mortality rates – disabled retirees:	RP2000 Combined Mortality Table with Blue Collar Adjustment with male rates multiplied by 109% and female rates multiplied by 103% with a 3 year set-forward for both males and females. The rates are projected on a fully generational basis with scale BB to account for future mortality improvements subject to the 3% floor.

*The discount rate was based on the Fidelity Index's "20-Year Municipal GO AA Index" rate as of December 31, 2017.

Note: The actuarial assumptions used in the December 31, 2017 valuation were based on the results of an actuarial experience study for the period December 31, 2010 to December 31, 2014.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 8. Post Employee Benefits Other Than Pensions (continued)

TMRS Supplemental Death Benefits Fund (continued)

Changes in the Total OPEB Liability

Service cost	\$	26,788
Interest		20,384
Changes of benefit terms		-
Difference between expected and actual experience of the total OPEB liability		-
Changes of assumptions		49,777
Benefit payments		(5,640)
Net change in total OPEB liability		91,309
Total OPEB liability - beginning		528,674
Total OPEB liability - ending	\$	619,983

Ending total OPEB liability is as of December 31, 2017. Changes of assumptions reflect a change in the discount rate from 3.78% as of December 31, 2016 to 3.31% as of December 31, 2017.

Sensitivity Analysis

The following presents the total OPEB liability of the employer, calculated using the discount rate of 3.31%, as well as what the City's total OPEB liability would be if it were calculated using a discount rate that is 1 percentage point lower (2.31%) or 1 percentage point higher (4.31%) than the current rate. Note that the healthcare cost trend rate does not affect the total OPEB liability, so sensitivity to the healthcare cost trend rate is not shown.

1% Decrease to 2.31%	Current Discount Rate Assumption 3.31%	1% Increase to 4.31%
\$ 748,997	\$ 619,983	\$ 520,845

OPEB Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to OPEB Activity

For the year ended September 30, 2018, the City recognized OPEB expense of \$55,061.

As of September 30, 2018, the City reported deferred outflows of resources related to OPEB from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Changes assumptions	\$ 41,888	\$ -
Contributions subsequent to the measurement date	4,426	-
Total	\$ 46,314	\$ -

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 8. Post Employee Benefits Other Than Pensions (continued)

TMRS Supplemental Death Benefits Fund (continued)

The \$4,426 reported as deferred outflows of resources related to OPEB resulting from City contributions subsequent to the measurement date will be recognized as a reduction of the total OPEB liability in the year ending September 30, 2019.

Amounts currently reported as deferred outflows of resources related to OPEB, excluding contributions subsequent to the measurement date, will be recognized in OPEB expense as follows:

Fiscal Year	Net deferred outflows (inflows) of resources
2019	\$ 7,889
2020	7,889
2021	7,889
2022	7,889
2023	7,889
Thereafter	2,443
Total	<u>\$ 41,888</u>

Retiree Health Care Plan (RHCP)

Plan Description

The City's defined benefit OPEB plan, City of Friendswood Retiree Health Care Plan (RHCP), provides OPEB through an implicit healthcare premium for retirees for all permanent full-time employees of the City. RHCP is a single-employer defined benefit OPEB plan administered by the City. At this time, no assets are accumulated in a trust to fund the future requirements of the RHCP.

Benefits provided

RHCP provides access to post retirement employees by offering a "blended premium" structure, that is, the overall health care premiums for active employees and non-Medicare retirees, are stated in terms of a single "blended premium". The difference between the underlying retiree claims and the blended overall health care premium is referred to as an "implicit" subsidy. Because the underlying claims costs for a non-Medicare retiree are on average higher than the blended premium, there is a positive implicit subsidy for the non-Medicare retirees.

Employees covered by benefit terms. At December 31, 2016, the following employees were covered by the benefit terms:

Retirees and beneficiaries	6
Inactive, nonretired members	0
Active members	<u>195</u>
Total	<u>201</u>

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 8. Post Employee Benefits Other Than Pensions (continued)

Retiree Health Care Plan (RHCP) (continued)

Total OPEB Liability

The City's total OPEB liability of \$1,135,615 was measured as of December 31, 2017, and was determined by an actuarial valuation as of December 31, 2016.

Actuarial assumptions and methods

The total OPEB liability in the December 31, 2016 actuarial valuation was determined using the following actuarial assumptions and other inputs, applied to all periods included in the measurement, unless otherwise specified:

Valuation Date: December 31, 2016

Methods and Assumptions:

Actuarial Cost Method:	Individual Entry-Age
Discount Rate:	3.31%
Inflation:	2.50%
Salary Increases:	3.50% to 10.50%, including inflation

Demographic Assumptions:	Based on the experience study covering the four year period ending December 31, 2014 as conducted for the Texas Municipal Retirement System (TMRS)
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Mortality:	For healthy retirees, the gender-distinct RP2000 Combined Healthy Mortality Tables with Blue Collar Adjustment are used with male rates multiplied by 109% and female rates multiplied by 103%. The rates are projected on a fully generational basis by scale BB to account for future mortality improvements.
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Health Care Trend Rates:	Initial rate of 7.50% declining to an ultimate rate of 4.25% after 15 years.
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Participation Rates:	It was assumed 20% of employees retiring at age 50 or over would choose to receive retiree health care coverage.
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Other Information:

Notes:	The discount rate changed from 3.81% as of December 31, 2016 to 3.31% as of December 31, 2017.
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Discount Rate

Because the RHCP is unfunded or pay-as-you go, the discount rate is based on 20-year tax-exempt AA or higher Municipal Bonds or 3.31% as of the measurement date of December 31, 2017 based on the 20 Year Bond GO Index published by bondbuyer.com.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 8. Post Employee Benefits Other Than Pensions (continued)

Retiree Health Care Plan (RHCP) (continued)

Changes in the Total OPEB Liability

Service cost	\$	44,637
Interest		39,497
Changes of benefit terms		-
Difference between expected and actual experience of the total OPEB liability		4,573
Changes of assumptions		51,765
Benefit payments		(38,414)
Net change in total OPEB liability		102,058
Total OPEB liability - beginning		1,033,557
Total OPEB liability - ending	\$	<u>1,135,615</u>

Ending total OPEB liability is as of December 31, 2017. Changes of assumptions reflect a change in the discount rate from 3.81% as of December 31, 2016 to 3.31% as of December 31, 2017.

Sensitivity of the total OPEB liability to changes in the discount rate

The following presents the plan's total OPEB liability, calculated using a discount rate of 3.31%, as well as what the plan's total OPEB liability would be if it were calculated using a discount rate that is one percent lower or one percent higher:

1% Decrease to 2.31%	Current Discount Rate Assumption 3.31%	1% Increase to 4.31%
\$ 1,247,193	\$ 1,135,615	\$ 1,034,660

Sensitivity of the total OPEB liability to changes in the healthcare cost trend rates

The following presents the plan's total OPEB liability, calculated using the assumed trend rates as well as what the plan's total OPEB liability would be if it were calculated using a trend rate that is one percent lower or one percent higher:

1% Decrease	Current Healthcare Cost Trend Rate Assumption	1% Increase
\$ 996,924	\$ 1,135,615	\$ 1,300,483

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 8. Post Employee Benefits Other Than Pensions (continued)

Retiree Health Care Plan (RHCP) (continued)

OPEB Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to OPEB

For the year ended September 30, 2018, the City recognized OPEB expense of \$89,932.

At September 30, 2018, the City reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ 4,102	\$ -
Changes assumptions	46,438	-
Contributions subsequent to the measurement date	21,393	-
Total	<u>\$ 71,933</u>	<u>\$ -</u>

The \$21,393 reported as deferred outflows of resources related to OPEB resulting from City contributions subsequent to the measurement date will be recognized as a reduction of the total OPEB liability in the year ending September 30, 2019.

Amounts currently reported as deferred outflows of resources related to OPEB, excluding contributions subsequent to the measurement date, will be recognized in OPEB expense as follows:

Fiscal Year	Net deferred outflows (inflows) of resources
2019	\$ 5,798
2020	5,798
2021	5,798
2022	5,798
2023	5,798
Thereafter	21,550
Total	<u>\$ 50,540</u>

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 9. Commitments and Contingencies

Southeast Water Purification Plant

The City has entered into a contract with the City of Houston for construction, operating and maintaining a water purification plant known as Southeast Water Purification Plant. The City's pro rata share of the actual pumping construction costs is 1.33 percent.

The City began receiving water from the plant on October 15, 1990. The City is billed on a monthly basis for the actual gallons of water received times the City's pro rata share of actual costs. At the end of each quarter, the City of Houston computes the total operation and maintenance expenses for the quarter just ended, recalculates the cost per one thousand gallons, and adjusts previous billings on the next invoice.

The relationship of the parties is of a fiduciary character, no partnership or joint venture is created by this contract.

Blackhawk Regional Wastewater Treatment Facility

On December 12, 1974, the City entered into an agreement with Gulf Coast Waste Disposal Authority to construct the Blackhawk Regional Wastewater Treatment Facility. The Blackhawk Wastewater Treatment Facility was constructed in the early 1980s and is a regional wastewater treatment plant serving MUD 55, Baybrook MUD 1, City of Houston and the City of Friendswood. The plant has a capacity of 9.25 million gallons per day (MGD) and is operated and maintained by Gulf Coast Waste Disposal Authority. Friendswood is the majority owner having 52.465% or 4.853 MGD of its capacity.

As a part of the contract with Gulf Coast Waste Disposal Authority, the City and all participants pay their share of operational costs and expenses (direct and indirect) incurred monthly at the Blackhawk Wastewater Treatment Facility based upon actual flows. This includes the maintenance of the plant and the creation and maintenance of reasonable reserves for repairs and other contingencies. Capital expenditures on the other hand shall be the responsibility of all participants based upon their purchased capacity in the plant. For Friendswood, that equates to 52.465% for capital projects identified and approved at the plant.

Federal and State Programs

The City recognizes grant monies received as reimbursement for costs incurred in certain federal and state programs it administers as revenue. Amounts received or receivable from grantor agencies are subject to audit and adjustment by grantor agencies. Any disallowed claims, including amounts already collected, may constitute a liability of the applicable funds. The amount, if any, of expenditures which may be disallowed by the grantor cannot be determined at this time although the City expects such amounts, if any, to be immaterial.

Risk Management

The City is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The City's risk management program encompasses obtaining property and liability insurance through Texas Municipal League (TML), an Intergovernmental Risk Pool. The City has not had any significant reduction in insurance coverage and the amounts of insurance settlements have not exceeded insurance coverage for any of the last three years. The participation of the City in TML is limited to payment of premiums. During the year ended September 30, 2018, the City paid premiums to TML for provision of various liability, property and casualty insurance. The City has various deductible amounts ranging from \$500 to \$5,000 on various policies.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 9. Commitments and Contingencies (continued)

The City also provides workers' compensation insurance on its employees through TML. Workers' compensation is subject to change when audited by TML. At year-end, September 30, 2018, the City believed the amounts paid on workers' compensation would not change significantly from the amounts recorded.

During the year ended September 30, 2018, employees of the City were covered by a health and dental insurance plan. The City pays 90% of the monthly premium of employees choosing individual coverage only. The City pays 70% of the monthly premium for employees choosing to cover themselves and their dependents.

Note 10. Prior Period Adjustment

In the current fiscal year, the City implemented GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pension*. As a result, the beginning net position of the City's governmental activities, business-type activities and enterprise water and sewer fund have been restated on the Statement of Activities to reflect the total OPEB liability and deferred outflow of resources related to OPEB contributions made after the prior measurement date as follows:

	Governmental Activities	Business-type Activities	Enterprise - Water and Sewer	Internal Service Fund
Beginning Net Position (as previously reported)	\$ 80,697,702	\$ 40,150,896	\$ 40,150,896	\$ 1,204,211
Change in accounting principles				
Net OPEB obligation (GASB 45)	807,232	139,306	139,306	-
Net OPEB liability (GASB 75)	(1,356,520)	(205,711)	(205,711)	-
OPEB contributions made after the measurement date	28,598	4,470	4,470	-
Correction of error				
Capital asset	(859,379)	421,828	421,828	(186,083)
	<u>(1,380,069)</u>	<u>359,893</u>	<u>359,893</u>	<u>(186,083)</u>
Beginning Net Position (as restated)	<u>\$ 79,317,633</u>	<u>\$ 40,510,789</u>	<u>\$ 40,510,789</u>	<u>\$ 1,018,128</u>

Note 11. Subsequent Events

In preparing the financial statements, the City has evaluated events and transactions for potential recognition or disclosure through March 22, 2019, the date on which the financial statements were available to be issued. In December 2018, the City issued Waterworks and Sewer System Revenue Bonds, Series 2018 in the amount of \$20,170,000. The bonds will be used to make certain system extensions and improvements, to fund a deposit to the Reserve Fund and to pay costs of issuance of the Bonds.



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REQUIRED SUPPLEMENTARY INFORMATION

CITY OF FRIENDSWOOD, TEXAS

Page 1 of 8

**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -
BUDGET AND ACTUAL (WITH VARIANCES)**
GENERAL FUND

For the Year Ended September 30, 2018

	Budgeted Amounts		Actual	Variance with
	Original	Final	Amounts	Final budget - Positive (Negative)
Revenues				
Property taxes	\$ 14,864,246	\$ 14,864,246	\$ 14,487,465	\$ (376,781)
Sales and alcohol taxes	5,763,204	5,763,204	6,395,814	632,610
Franchise taxes	1,709,283	1,715,075	1,617,121	(97,954)
Fines and forfeitures	682,605	682,605	669,847	(12,758)
Permits and fees	1,519,332	1,531,832	1,518,956	(12,876)
Intergovernmental	267,991	4,234,881	4,398,836	163,955
Investment earnings	88,043	88,043	166,817	78,774
Donations	10,000	123,453	162,324	38,871
Miscellaneous	7,092	8,692	181,017	172,325
Total Revenues	24,911,796	29,012,031	29,598,197	586,166
Expenditures				
General government:				
Mayor and council - governing body:				
Supplies and maintenance	4,211	6,313	6,272	41
Other services and charges	52,866	108,159	64,297	43,862
Total governing body	57,077	114,472	70,569	43,903
Mayor and council - city attorney:				
Personnel services	189,018	229,319	214,173	15,146
Supplies	300	1,100	889	211
Other services and charges	18,600	17,800	1,856	15,944
Total city attorney	207,918	248,219	216,918	31,301
City manager - administration:				
Personnel services	703,566	923,223	832,724	90,499
Supplies	17,755	24,283	18,579	5,704
Other services and charges	64,889	194,316	54,906	139,410
Total administration	786,210	1,141,822	906,209	235,613
City manager - economic development:				
Personnel services	174,277	174,277	171,549	2,728
Supplies	6,000	5,915	3,441	2,474
Other services and charges	74,080	87,935	56,581	31,354
Total economic development	254,357	268,127	231,571	36,556
City secretary - municipal clerk:				
Personnel services	317,126	312,626	311,233	1,393
Supplies	5,558	5,893	5,727	166
Other services and charges	17,722	16,277	11,848	4,429
Total municipal clerk	340,406	334,796	328,808	5,988

CITY OF FRIENDSWOOD, TEXAS

Page 2 of 8

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -
BUDGET AND ACTUAL (WITH VARIANCES)

GENERAL FUND (continued)

For the Year Ended September 30, 2018

	Budgeted Amounts		Actual Amounts	Variance with Final budget - Positive (Negative)
	Original	Final		
General government (continued):				
City secretary - election services:				
Personnel services	7,980	7,980	3,460	4,520
Supplies	6,477	10,048	9,709	339
Repairs and maintenance	525	580	555	25
Other services and charges	12,554	10,668	9,519	1,149
Total election services	27,536	29,276	23,243	6,033
City secretary - records management:				
Personnel services	122,450	130,050	130,049	1
Supplies	944	2,894	522	2,372
Other services and charges	30,440	26,360	23,074	3,286
Total records management	153,834	159,304	153,645	5,659
Administrative services - finance:				
Personnel services	844,155	853,193	828,722	24,471
Supplies	8,580	12,279	10,626	1,653
Other services and charges	84,412	94,159	73,314	20,845
Total finance	937,147	959,631	912,662	46,969
Administrative services - other admin:				
Other services and charges	243,502	243,502	180,821	62,681
Total other admin	243,502	243,502	180,821	62,681
Administrative services - municipal court:				
Personnel services	422,753	382,737	366,286	16,451
Supplies	5,050	8,409	6,060	2,349
Other services and charges	25,636	23,636	18,398	5,238
Total municipal court	453,439	414,782	390,744	24,038
Administrative services - human resources:				
Personnel services	434,149	344,572	336,699	7,873
Supplies	12,400	11,686	4,609	7,077
Other services and charges	83,302	100,772	79,486	21,286
Total human resources	529,851	457,030	420,794	36,236
Administrative services - insurance:				
Other services and charges	178,013	178,013	169,349	8,664
Total insurance	178,013	178,013	169,349	8,664

CITY OF FRIENDSWOOD, TEXAS

Page 3 of 8

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -
BUDGET AND ACTUAL (WITH VARIANCES)

GENERAL FUND (continued)

For the Year Ended September 30, 2018

	Budgeted Amounts		Actual	Variance with Final budget - Positive (Negative)
	Original	Final	Amounts	
General government (continued):				
Administrative services - risk management:				
Personnel services	122,373	131,032	131,033	(1)
Supplies	11,420	20,751	16,382	4,369
Other services and charges	29,257	19,926	16,612	3,314
Total risk management	163,050	171,709	164,027	7,682
Administrative services - information technology:				
Personnel services	551,545	559,927	492,073	67,854
Supplies	41,950	296,366	268,381	27,985
Repairs and maintenance	70,800	71,426	58,102	13,324
Other services and charges	474,588	506,545	440,375	66,170
Total information technology	1,138,883	1,434,264	1,258,931	175,333
Total general government	5,471,223	6,154,947	5,428,291	726,656
Public Safety:				
Police department - administration:				
Personnel services	801,234	801,234	800,554	680
Supplies	31,746	34,444	16,636	17,808
Repairs and maintenance	26,500	7,732	2,176	5,556
Other services and charges	115,836	108,836	93,627	15,209
Total administration	975,316	952,246	912,993	39,253
Police department - communications:				
Personnel services	1,101,746	1,104,449	1,104,448	1
Supplies	9,700	9,700	4,820	4,880
Repairs and maintenance	35,934	35,934	28,211	7,723
Other services and charges	76,082	73,560	53,073	20,487
Total communications	1,223,462	1,223,643	1,190,552	33,091
Police department - patrol:				
Personnel services	4,989,505	4,982,712	4,975,286	7,426
Supplies	273,877	339,685	302,636	37,049
Repairs and maintenance	176,285	143,936	135,060	8,876
Other services and charges	303,890	310,590	302,489	8,101
Total patrol	5,743,557	5,776,923	5,715,471	61,452
Police department - patrol - DOT program:				
Personnel services	100,832	116,966	116,967	(1)
Supplies	4,729	4,729	4,232	497
Repairs and maintenance	1,000	2,128	2,128	-
Other services and charges	14,297	13,169	8,643	4,526
Total patrol - DOT program	120,858	136,992	131,970	5,022

CITY OF FRIENDSWOOD, TEXAS

Page 4 of 8

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -
 BUDGET AND ACTUAL (WITH VARIANCES)
 GENERAL FUND (continued)
 For the Year Ended September 30, 2018

	Budgeted Amounts		Actual	Variance with
	Original	Final	Amounts	Final budget - Positive (Negative)
Public Safety (continued):				
Police department - criminal investigation:				
Personnel services	1,571,502	1,626,916	1,626,916	-
Supplies	49,211	54,398	42,856	11,542
Repairs and maintenance	34,360	22,193	20,688	1,505
Other services and charges	90,075	91,746	86,706	5,040
Total criminal investigation	1,745,148	1,795,253	1,777,166	18,087
Police department - animal control:				
Personnel services	288,566	318,226	318,224	2
Supplies	30,399	33,510	31,734	1,776
Repairs and maintenance	5,400	9,200	7,847	1,353
Other services and charges	92,473	45,803	38,020	7,783
Total animal services	416,838	406,739	395,825	10,914
Friendswood Volunteer Fire Department - fire administrations:				
Other services and charges	1,619,298	1,619,298	1,620,288	(990)
Total fire administration	1,619,298	1,619,298	1,620,288	(990)
Fire marshal - administration:				
Personnel services	636,473	640,876	632,940	7,936
Supplies	20,700	24,200	17,288	6,912
Repairs and maintenance	8,555	8,555	6,616	1,939
Other services and charges	36,986	33,486	24,519	8,967
Total administration	702,714	707,117	681,363	25,754
Fire marshal - emergency management:				
Personnel services	92,737	92,737	89,838	2,899
Supplies	26,282	138,186	135,264	2,922
Repairs and maintenance	3,725	5,725	5,589	136
Other services and charges	51,200	47,003	40,362	6,641
Total emergency management	173,944	283,651	271,053	12,598
Fire marshal - storm:				
Supplies	-	123,106	121,918	1,188
Repairs and maintenance	-	1,688	1,447	241
Other services and charges	-	3,852,971	3,822,601	30,370
Total storm	-	3,977,765	3,945,966	31,799
Total public safety	12,721,135	16,879,627	16,642,647	236,980

**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -
BUDGET AND ACTUAL (WITH VARIANCES)
GENERAL FUND (continued)
For the Year Ended September 30, 2018**

	Budgeted Amounts		Actual	Variance with
	Original	Final	Amounts	Final budget - Positive (Negative)
Public Works:				
Administration:				
Personnel services	302,471	303,438	302,463	975
Supplies	3,040	91,502	19,906	71,596
Other services and charges	13,460	17,865	10,474	7,391
Total administration	318,971	412,805	332,843	79,962
Streets:				
Personnel services	809,538	809,538	635,833	173,705
Supplies	88,460	102,788	96,472	6,316
Repairs and maintenance	133,800	115,946	91,515	24,431
Other services and charges	419,070	434,070	432,704	1,366
Total streets	1,450,868	1,462,342	1,256,524	205,818
Drainage:				
Personnel services	329,314	329,820	269,189	60,631
Supplies	11,130	12,130	10,117	2,013
Repairs and maintenance	50,500	40,000	28,693	11,307
Other services and charges	18,636	44,136	13,786	30,350
Total drainage	409,580	426,086	321,785	104,301
Capital projects administration:				
Personnel services	228,255	229,299	229,293	6
Supplies	5,582	8,817	6,880	1,937
Repairs and maintenance	4,500	4,500	894	3,606
Other services and charges	21,736	17,757	9,058	8,699
Total capital projects administration	260,073	260,373	246,125	14,248
Total public works	2,439,492	2,561,606	2,157,277	404,329
Community development:				
Administration:				
Personnel services	227,259	263,880	263,062	818
Supplies	4,350	4,730	4,079	651
Other services and charges	12,050	13,010	8,658	4,352
Total administration	243,659	281,620	275,799	5,821

**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -
BUDGET AND ACTUAL (WITH VARIANCES)
GENERAL FUND (continued)
For the Year Ended September 30, 2018**

	Budgeted Amounts		Actual	Variance with
	Original	Final	Amounts	Final budget - Positive (Negative)
Community development (continued):				
Planning and zoning:				
Personnel services	275,237	269,358	269,128	230
Supplies	1,300	1,300	834	466
Repairs and maintenance	450	450	-	450
Other services and charges	31,370	30,410	14,652	15,758
Total planning and zoning	308,357	301,518	284,614	16,904
Inspection and code enforcement:				
Personnel services	384,669	392,856	392,858	(2)
Supplies	11,193	12,093	10,110	1,983
Repairs and maintenance	2,975	3,857	2,456	1,401
Other services and charges	40,747	32,915	19,472	13,443
Total inspection and code enforcement	439,584	441,721	424,896	16,825
Total community development	991,600	1,024,859	985,309	39,550
Parks and recreation:				
Administration:				
Personnel services	244,091	248,361	248,359	2
Supplies	4,500	4,680	4,154	526
Repairs and maintenance	30,425	27,667	26,627	1,040
Total drainage	279,016	280,708	279,140	1,568
Recreation programs:				
Personnel services	245,997	251,773	251,764	9
Supplies	25,850	18,632	17,771	861
Other services and charges	69,428	82,842	78,182	4,660
Total recreation programs	341,275	353,247	347,717	5,530
July 4th program:				
Personnel services	27,937	33,098	33,097	1
Supplies	4,275	5,071	5,071	-
Other services and charges	64,050	69,975	69,933	42
Total July 4th program	96,262	108,144	108,101	43
Summer day camp program:				
Personnel services	70,995	75,477	75,477	-
Supplies	15,450	16,085	15,904	181
Other services and charges	41,150	34,489	31,667	2,822
Total summer day camp program	127,595	126,051	123,048	3,003

**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -
BUDGET AND ACTUAL (WITH VARIANCES)**
GENERAL FUND (continued)
For the Year Ended September 30, 2018

	Budgeted Amounts		Actual	Variance with
	Original	Final	Amounts	Final budget - Positive (Negative)
Parks and recreation (continued):				
Keep Friendswood Beautiful committee:				
Supplies	12,900	17,352	17,204	148
Repairs and maintenance	12,000	4,677	4,648	29
Other services and charges	42,150	55,223	55,223	-
Total Keep Friendswood Beautiful committee	67,050	77,252	77,075	177
Stevenson Park pool:				
Personnel services	62,261	60,549	49,188	11,361
Supplies	17,550	20,642	20,641	1
Repairs and maintenance	7,843	4,246	3,892	354
Other services and charges	27,858	26,475	21,995	4,480
Total Stevenson park pool	115,512	111,912	95,716	16,196
Senior activity center:				
Personnel services	172,688	179,402	179,401	1
Supplies	12,790	11,816	10,264	1,552
Repairs and maintenance	2,000	1,000	857	143
Other services and charges	13,106	15,616	13,961	1,655
Total senior activity center	200,584	207,834	204,483	3,351
Park operations:				
Personnel services	641,877	637,348	616,441	20,907
Supplies	106,824	83,671	82,875	796
Repairs and maintenance	149,500	207,070	204,912	2,158
Other services and charges	551,410	562,337	522,341	39,996
Total parks operations	1,449,611	1,490,426	1,426,569	63,857
Facility operations:				
Supplies	31,000	32,782	29,140	3,642
Repairs and maintenance	156,580	176,301	158,942	17,359
Other services and charges	525,446	941,721	655,721	286,000
Total facility operations	713,026	1,150,804	843,803	307,001
Total parks and recreation	3,389,931	3,906,378	3,505,652	400,726
Library:				
Administration:				
Personnel services	1,037,121	1,037,248	1,023,783	13,465
Supplies	154,469	176,002	153,485	22,517
Repairs and maintenance	840	840	240	600
Other services and charges	23,625	21,410	20,006	1,404
Total administration	1,216,055	1,235,500	1,197,514	37,986

**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -
BUDGET AND ACTUAL (WITH VARIANCES)
GENERAL FUND (continued)
For the Year Ended September 30, 2018**

	Budgeted Amounts		Actual	Variance with
	Original	Final	Amounts	Final budget - Positive (Negative)
Library (continued):				
Board:				
Supplies	-	3,232	2,998	234
Total board	-	3,232	2,998	234
Total library	1,216,055	1,238,732	1,200,512	38,220
Capital improvements:				
Other services and charges	-	70,014	70,014	-
Capital outlay	567,849	4,621,368	1,441,679	3,179,689
Total capital improvements	567,849	4,691,382	1,511,693	3,179,689
Total Expenditures	26,797,285	36,457,531	31,431,381	5,026,150
Excess (deficiency) of revenues over expenditures	(1,885,489)	(7,445,500)	(1,833,184)	5,612,316
Other Financing Sources (Uses)				
Insurance recoveries	-	357,410	725,304	367,894
Sale of capital assets	-	5,905	9,135	3,230
Issuance of capital lease	-	485,305	485,305	-
Transfers in	1,402,989	1,620,500	1,402,989	(217,511)
Transfers out	-	(47,000)	(47,000)	-
Total Other Financing Sources (Uses)	1,402,989	2,422,120	2,575,733	153,613
Net change in fund balances	(482,500)	(5,023,380)	742,549	5,765,929
Fund balances - beginning	13,542,757	13,542,757	13,542,757	-
Fund balances - ending	<u>\$ 13,060,257</u>	<u>\$ 8,519,377</u>	<u>\$ 14,285,306</u>	<u>\$ 5,765,929</u>

CITY OF FRIENDSWOOD, TEXAS

NOTES TO BUDGETARY SCHEDULE

September 30, 2018

Budgetary Information

The City's Code of Ordinances establishes the following framework for the preparation and format of the City's annual budget:

Content

The budget shall provide a complete financial plan of all City funds and activities and, except as required by law or this Charter, shall be in such form as the City Manager deems desirable or the Council may require. The budget shall begin with a clear general summary of its contents; shall show in details all estimated income, the proposed property tax levy, and all proposed expenditures for the ensuing fiscal years, including debt service and an itemized estimate of the expense of conducting each Department of the City. The proposed budget expenditures shall not exceed the total of estimated income. It shall also include, in separate sections:

- 1) Tax levies, rates and collections for the preceding five years.
- 2) The amount required for interest on the City's debts, for sinking fund and for maturing serial bonds.
- 3) The total amount of outstanding City debts, with a schedule of maturities on bond issues.
- 4) Anticipated net surplus or deficit for the ensuing fiscal year of each utility owned or operated by the City and the proposed method of its disposition, subsidiary budgets for each such utility giving detailed income and expenditure information shall be attached as appendices to the budget.
- 5) A capital program, which may be revised and extended each year to indicate capital improvements pending or in process of construction or acquisition, and shall include the following items which shall be attached as appendices to the budget:
 - a) A summary of proposed programs;
 - b) A list of all capital improvements which are proposed to be undertaken during the five fiscal years next ensuing, with appropriate supporting information as to the necessity for such improvements;
 - c) Cost estimates, method of financing and recommended time schedules from each such improvement and
 - d) The estimated annual cost of operating and maintaining the facilities to be constructed or acquired.
- 6) Such other information as may be required by the Council.

CITY OF FRIENDSWOOD, TEXAS
NOTES TO BUDGETARY SCHEDULE (continued)
September 30, 2018

Submission

On or before the first day of August of each year, the City Manager shall submit to the Council a proposed budget and an accompanying message. The Council shall review the proposed budget and revise as deemed appropriate prior to general circulation for public hearing.

Public Notice and Hearing

The Council shall post in the City Hall and publish in the official newspaper a general summary of their proposed budget and a notice stating:

- 1) The times and places where copies of the message and budget are available for inspection by the public; and
- 2) The time and place, not less than ten nor more than 30 days after such publication, for a public hearing on the budget.

Amendment Before Adoption

After the public hearing, the Council may adopt the budget with or without amendment. In amending the budget, it may add or increase programs or amounts and may delete or decrease any programs or amounts, except expenditures required by law or for debt service or for estimated cash deficit, provided that no amendment to the budget shall increase the authorized expenditures to an amount greater than the total of estimated income plus funds available from prior years.

If the Council fails to adopt an annual budget before the start of the fiscal year to which it applies, appropriations of the last budget adopted shall be considered as adopted for the current fiscal year on a month to month, pro rata basis, until the annual budget is adopted. Adoption of the budget shall require an affirmative vote of at least a majority of all members of the Council. Adoption of the budget shall constitute appropriations of the amounts specified therein as expenditures from the funds indicated.

Amendments After Adoption

At any time during the fiscal year, the City Manager may transfer part or all of any unencumbered appropriation balance among programs within a department, division, or office, and, upon written request by the City Manager, the Council may by ordinance transfer part or all of any unencumbered appropriation balance from one department, office, or agency to another

No appropriation for debt service may be reduced or transferred and no appropriation may be reduced below any amount required by law to be appropriated or by more than the amount of the unencumbered balance thereof. The City Council made supplemental budgetary appropriation changes during the fiscal year. The reported budgetary data has been revised for these amendments legally authorized during the year.

Excess of Expenditures over Appropriations

For the year ended September 30, 2018, there were no expenditures that exceeded appropriations for the City.

CITY OF FRIENDSWOOD, TEXAS
SCHEDULE OF CHANGES IN NET PENSION LIABILITY AND RELATED RATIOS
TEXAS MUNICIPAL RETIREMENT SYSTEM
Last Four Measurement Years

	2017	2016	2015	2014
A. Total pension liability				
1. Service Cost	\$ 2,505,392	\$ 2,334,817	\$ 2,204,299	\$ 2,018,353
2. Interest (on the Total Pension Liability)	4,755,782	4,435,987	4,317,394	4,084,392
3. Difference between expected and actual experience	(60,180)	366,687	(1,032,789)	(736,093)
4. Changes of assumptions	-	-	847,469	-
5. Benefit payments, including refunds of employee contributions	(2,505,921)	(2,464,107)	(2,256,734)	(2,005,311)
6. Net change in total pension liability	4,695,073	4,673,384	4,079,639	3,361,341
7. Total pension liability – beginning	70,456,304	65,782,920	61,703,281	58,341,940
8. Total pension liability – ending	75,151,377	70,456,304	65,782,920	61,703,281
B. Plan fiduciary net position				
1. Contributions – employer	2,182,093	2,037,849	1,998,038	1,867,782
2. Contributions – employee	987,399	923,896	886,669	829,598
3. Net investment income	8,104,390	3,672,583	79,202	2,868,842
4. Benefit payments, including refunds of employee contributions	(2,505,921)	(2,464,107)	(2,256,734)	(2,005,311)
5. Administrative Expense	(41,987)	(41,467)	(48,239)	(29,949)
6. Other	(2,127)	(2,234)	(2,383)	(2,462)
7. Net change in plan fiduciary net position	8,723,847	4,126,520	656,553	3,528,500
8. Plan fiduciary net position – beginning	58,455,358	54,328,838	53,672,285	50,143,785
9. Plan fiduciary net position – ending	67,179,205	58,455,358	54,328,838	53,672,285
C. Net pension liability (A.9 – B.9)	\$ 7,972,172	\$ 12,000,946	\$ 11,454,082	\$ 8,030,996
D. Plan fiduciary net position as a percentage of the total pension liability	89.39%	82.97%	82.59%	86.98%
E. Covered-employee payroll	\$ 14,098,997	\$ 13,198,512	\$ 12,653,842	\$ 11,851,396
F. Net position liability as a percentage of covered employee payroll	56.54%	90.93%	90.52%	67.76%

Note: Ten years of data should be presented in this schedule but data was unavailable prior to 2014.

CITY OF FRIENDSWOOD, TEXAS
SCHEDULE OF CITY CONTRIBUTIONS
TEXAS MUNICIPAL RETIREMENT SYSTEM
Last Five Fiscal Years

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Actuarially required contributions	\$ 2,255,270	\$ 2,161,617	\$ 2,100,698	\$ 1,960,652	\$ 1,847,375
Contributions in relation to the actuarially required contributions	<u>2,255,270</u>	<u>2,161,617</u>	<u>2,100,698</u>	<u>1,960,652</u>	<u>1,847,375</u>
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
City's covered-employee payroll	\$ 14,385,208	\$ 13,986,135	\$ 13,525,613	\$ 12,423,310	\$ 11,781,281
Contributions as a percentage of covered-employee payroll	15.68%	15.46%	15.53%	15.78%	15.68%

Note: Ten years of data should be presented in this schedule but data was unavailable prior to 2014.

Notes to Schedule of Contributions

Valuation Date: Actuarially determined contribution rates are calculated as of December 31 and become effective in January 13 months later.

Methods and Assumptions Used to Determine Contribution Rates:

Actuarial Cost Method	Entry Age Normal
Amortization Method	Level Percentage of Payroll, Closed
Remaining Amortization Period	28 years
Asset Valuation Method	10 Year smoothed market; 15% soft corridor
Inflation	2.50%
Salary Increases	3.50% to 10.50% including inflation
Investment Rate of Return	6.75%
Retirement Age	Experience-based table of rates that are specific to the City's plan of benefits. Last updated for the 2015 valuation pursuant to an experience study of the period 2010 - 2014
Mortality	RP2000 Combined Mortality Table with Blue Collar Adjustment with male rates multiplied by 109% and female rates multiplied by 103% and projected on a fully generational basis with scale BB

Other Information: There were no benefit changes during the year.

CITY OF FRIENDSWOOD, TEXAS
SCHEDULE OF CHANGES IN THE TOTAL OPEB LIABILITY AND RELATED RATIOS
TEXAS MUNICIPAL RETIREMENT SYSTEM SUPPLEMENTAL DEATH BENEFITS FUND
Last Measurement Year

	2017
Service cost	\$ 26,788
Interest	20,384
Changes of benefit terms	-
Difference between expected and actual experience	-
Changes of assumptions	49,777
Benefit payments	(5,640)
Net change in total OPEB liability	91,309
Total OPEB liability - beginning	528,674
Total OPEB liability - ending	<u>\$ 619,983</u>
 Covered payroll	 \$ 14,098,997
 Total OPEB liability as a percentage of covered payroll	 4.40%

Notes to the Required Supplementary Information

Amounts presented are for each measurement year, which end the preceding December 31 of the City's fiscal year end.

Total OPEB liability is calculated using a new methodology and will be presented prospectively in accordance with GASB 75.

Ten years of data should be presented in this schedule but data was unavailable prior to 2017.

Notes to Required Supplementary Information:

Changes of assumptions:

Changes of assumptions and other inputs reflect the effects of changes in the discount rate each period. The following are the discount rates used in each period:

2017	3.31%
2016	3.81%

CITY OF FRIENDSWOOD, TEXAS
SCHEDULE OF CHANGES IN THE TOTAL OPEB LIABILITY AND RELATED RATIOS
CITY OF FRIENDSWOOD RETIREE HEALTH CARE PLAN
Last Measurement Year

	2018
Service cost	\$ 44,637
Interest	39,497
Changes of benefit terms	-
Difference between expected and actual experience	4,573
Changes of assumptions	51,765
Benefit payments	(38,414)
Net change in total OPEB liability	102,058
Total OPEB liability - beginning	1,033,557
Total OPEB liability - ending	<u>\$ 1,135,615</u>
 Covered payroll	 \$ 12,035,859
 Total OPEB liability as a percentage of covered payroll	 9.44%

Notes to the Required Supplementary Information

Total OPEB liability is calculated using a new methodology and will be presented prospectively in accordance with GASB 75.
Ten years of data should be presented in this schedule but data was unavailable prior to 2017.

Methods and Assumptions Used to Determine Contribution Rates:

The demographic assumptions are based on the assumptions that were developed for the defined benefit plan in which the City participates (TMRS). The assumptions are based on the experience study covering the four year period ending December 31, 2014 as conducted for the Texas Municipal Retirement System (TMRS).



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**COMBINING AND INDIVIDUAL
STATEMENTS AND SCHEDULES**



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NONMAJOR GOVERNMENTAL FUNDS

The ***Special Revenue Funds*** are used to account for specific revenue sources (other than major capital projects) that are legally restricted to expenditures for specified purposes.

Police Investigation Fund – This fund is used to account for revenues that are restricted to police investigation expenditures.

Fire/EMS Donation Fund – This fund accounts for revenues that are restricted for Fire/EMS capital outlays and debt repayments.

Court Security and Technology Fund – This fund accounts for revenues that are restricted for court technology and building security. In 1999, the state legislature authorized a court technology and court security fee for municipal court fines.

Debt Service Funds are used to account for the accumulation of resources that are restricted, committed, or assigned for the repayment of principal and interest on long-term obligations of the governmental funds.

Debt Service Fund – is used to account for the accumulation of resources for the payment of general long-term debt principal, interest and related costs.

The ***Permanent Fund*** is used to report resources that are legally restricted to the extent that only earnings, not principal, may be used for purposes that support the City's programs.

1776 Park Fund – This fund is used to account for assets held by the City in a trustee capacity and the earnings benefit this City Park.

Capital Projects Funds are used to account for the acquisition and construction of major capital facilities.

Sidewalk Installation Fund – This fund is used to account for receipts from developers to install sidewalks in neighborhood developments.

Park Land Dedication Fund – This fund is used to account for receipts from developers to build or enhance neighborhood and community parks.

Street Improvement Fund – This fund is used to record sales tax revenue collected for City's streets maintenance and improvements.

CITY OF FRIENDSWOOD, TEXAS
COMBINING BALANCE SHEET
NONMAJOR GOVERNMENTAL FUNDS
September 30, 2018

	Special Revenue Funds			
	Police Investigation	Fires/EMS Donation	Court Security and Technology	Debt Service
Assets				
Cash and cash equivalents	\$ 88,016	\$ 19,558	\$ 64,881	\$ 10,424
Investments	217,936	48,986	162,499	26,108
Receivables, net of allowance:				
Taxes receivable	-	-	-	39,957
Customer accounts	-	2,715	-	-
Other receivables	-	-	3,573	-
Accrued interest	392	158	327	617
Total Assets	\$ 306,344	\$ 71,417	\$ 231,280	\$ 77,106
Liabilities and Fund Balances				
Liabilities:				
Accounts payable	\$ 34,129	\$ -	\$ -	\$ -
Total Liabilities	34,129	-	-	-
Deferred Inflows of Resources:				
Unavailable revenue	-	-	3,752	18,060
Total Deferred Inflows	-	-	3,752	18,060
Fund Balances:				
Nonspendable:				
Permanent fund	-	-	-	-
Restricted:				
Municipal court operations			227,528	-
Debt service	-	-	-	59,046
Public safety	272,215	71,417	-	-
Capital projects	-	-	-	-
Total Fund Balances	272,215	71,417	227,528	59,046
Total Liabilities, deferred inflows of resources, and fund balances	\$ 306,344	\$ 71,417	\$ 231,280	\$ 77,106

Permanent	Capital Projects Funds				
1776 Park	Sidewalk Installation	Park Land Dedication	Street Improvement	Total Nonmajor Governmental Funds	
\$ 6,925	\$ 7,567	\$ 70,467	\$ 655,947	\$ 923,785	
17,339	18,951	173,234	1,642,889	2,307,942	
-	-	-	287,429	327,386	
-	-	-	-	2,715	
-	-	-	-	3,573	
43	40	398	2,940	4,915	
<u>\$ 24,307</u>	<u>\$ 26,558</u>	<u>\$ 244,099</u>	<u>\$ 2,589,205</u>	<u>\$ 3,570,316</u>	
\$ -	\$ -	1,301	\$ -	\$ 35,430	
-	-	1,301	-	35,430	
-	-	-	-	21,812	
-	-	-	-	21,812	
24,307	-	-	-	24,307	
-	-	-	-	227,528	
-	-	-	-	59,046	
-	-	-	-	343,632	
-	26,558	242,798	2,589,205	2,858,561	
<u>24,307</u>	<u>26,558</u>	<u>242,798</u>	<u>2,589,205</u>	<u>3,513,074</u>	
<u>\$ 24,307</u>	<u>\$ 26,558</u>	<u>\$ 244,099</u>	<u>\$ 2,589,205</u>	<u>\$ 3,570,316</u>	

CITY OF FRIENDSWOOD, TEXAS
COMBINING STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES
NONMAJOR GOVERNMENTAL FUNDS
For the Year Ended September 30, 2018

	Special Revenue Funds			
	Police Investigation	Fires/EMS Donation	Court Security and Technology	Debt Service
Revenues				
Property taxes	\$ -	\$ -	\$ -	\$ 3,177,173
Sales taxes	-	-	-	-
Fines and forfeitures	262,274	-	25,550	-
Permits and fees	-	-	-	-
Donations	-	233,686	-	-
Investment earnings	1,986	1,475	2,522	6,815
Total Revenues	264,260	235,161	28,072	3,183,988
Expenditures				
Current:				
General government	-	-	12,597	-
Public safety	56,673	169,611	-	-
Parks and recreation	-	-	-	-
Debt service:				
Principal	-	60,146	-	2,077,138
Interest and other	-	5,658	-	1,139,742
Capital outlay	40,792	-	-	-
Total Expenditures	97,465	235,415	12,597	3,216,880
Net change in fund balances	166,795	(254)	15,475	(32,892)
Fund balances - beginning	105,420	71,671	212,053	91,938
Fund balances - ending	\$ 272,215	\$ 71,417	\$ 227,528	\$ 59,046

Permanent	Capital Projects Funds				Total Nonmajor Governmental Funds
1776 Park	Sidewalk Installation	Park Land Dedication	Street Improvement		
\$ -	\$ -	\$ -	\$ -	\$ 3,177,173	
-	-	-	1,569,848	1,569,848	
-	-	-	-	287,824	
-	-	47,700	-	47,700	
-	-	-	-	233,686	
363	305	1,737	17,206	32,409	
363	305	49,437	1,587,054	5,348,640	
-	-	-	-	12,597	
-	-	-	-	226,284	
-	-	5,494	-	5,494	
-	-	-	-	2,137,284	
-	-	-	-	1,145,400	
7,925	-	103,619	-	152,336	
7,925	-	109,113	-	3,679,395	
(7,562)	305	(59,676)	1,587,054	1,669,245	
31,869	26,253	302,474	1,002,151	1,843,829	
<u>\$ 24,307</u>	<u>\$ 26,558</u>	<u>\$ 242,798</u>	<u>\$ 2,589,205</u>	<u>\$ 3,513,074</u>	

CITY OF FRIENDSWOOD, TEXAS**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -****BUDGET AND ACTUAL****BOND CONSTRUCTION***For the Year Ended September 30, 2018*

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget - Positive (Negative)
Revenues				
Investment earnings	\$ -	\$ -	\$ 114,567	\$ 114,567
Total Revenues	<u>-</u>	<u>-</u>	<u>114,567</u>	<u>114,567</u>
Expenditures				
Capital outlay	<u>6,464,476</u>	<u>4,945,794</u>	<u>951,509</u>	<u>3,994,285</u>
Total Expenditures	<u>6,464,476</u>	<u>4,945,794</u>	<u>951,509</u>	<u>3,994,285</u>
Net change in fund balances	(6,464,476)	(4,945,794)	(836,942)	4,108,852
Fund balances - beginning	<u>6,652,899</u>	<u>6,652,899</u>	<u>6,652,899</u>	<u>-</u>
Fund balances - ending	<u>\$ 188,423</u>	<u>\$ 1,707,105</u>	<u>\$ 5,815,957</u>	<u>\$ 4,108,852</u>

CITY OF FRIENDSWOOD, TEXAS**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -****BUDGET AND ACTUAL****POLICE INVESTIGATION****For the Year Ended September 30, 2018**

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget - Positive (Negative)
Revenues				
Fines and forfeitures	\$ -	\$ -	\$ 262,274	\$ 262,274
Investment earnings	320	320	1,986	1,666
Total Revenues	<u>320</u>	<u>320</u>	<u>264,260</u>	<u>263,940</u>
Expenditures				
Current:				
Public safety	-	62,632	56,673	5,959
Capital outlay	<u>-</u>	<u>40,793</u>	<u>40,792</u>	<u>1</u>
Total Expenditures	<u>-</u>	<u>103,425</u>	<u>97,465</u>	<u>5,960</u>
Net change in fund balances	320	(103,105)	166,795	269,900
Fund balances - beginning	<u>105,420</u>	<u>105,420</u>	<u>105,420</u>	<u>-</u>
Fund balances - ending	<u>\$ 105,740</u>	<u>\$ 2,315</u>	<u>\$ 272,215</u>	<u>\$ 269,900</u>

CITY OF FRIENDSWOOD, TEXAS

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -

BUDGET AND ACTUAL

FIRE/EMS DONATION

For the Year Ended September 30, 2018

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget - Positive (Negative)
Revenues				
Donations	\$ 230,000	\$ 230,000	\$ 233,686	\$ 3,686
Investment earnings	225	225	1,475	1,250
Total Revenues	<u>230,225</u>	<u>230,225</u>	<u>235,161</u>	<u>4,936</u>
Expenditures				
Current:				
Public safety	95,168	95,168	169,611	(74,443)
Debt service:				
Principal	129,398	129,398	60,146	69,252
Interest and other charges	5,659	5,659	5,658	1
Total Expenditures	<u>230,225</u>	<u>230,225</u>	<u>235,415</u>	<u>(5,190)</u>
Net change in fund balances	-	-	(254)	(254)
Fund balances - beginning	<u>71,671</u>	<u>71,671</u>	<u>71,671</u>	<u>-</u>
Fund balances - ending	<u>\$ 71,671</u>	<u>\$ 71,671</u>	<u>\$ 71,417</u>	<u>\$ (254)</u>

CITY OF FRIENDSWOOD, TEXAS**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -****BUDGET AND ACTUAL****COURT SECURITY AND TECHNOLOGY****For the Year Ended September 30, 2018**

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget - Positive (Negative)
Revenues				
Fines and forfeitures	\$ 32,000	\$ 32,000	\$ 25,550	\$ (6,450)
Interest income	1,500	1,500	2,522	1,022
Total Revenues	<u>33,500</u>	<u>33,500</u>	<u>28,072</u>	<u>(5,428)</u>
Expenditures				
Current:				
General government	34,909	34,909	12,597	22,312
Capital outlay	<u>-</u>	<u>10,000</u>	<u>-</u>	<u>10,000</u>
Total Expenditures	<u>34,909</u>	<u>44,909</u>	<u>12,597</u>	<u>32,312</u>
Net change in fund balances	(1,409)	(11,409)	15,475	26,884
Fund balances - beginning	<u>212,053</u>	<u>212,053</u>	<u>212,053</u>	<u>-</u>
Fund balances - ending	<u>\$ 210,644</u>	<u>\$ 200,644</u>	<u>\$ 227,528</u>	<u>\$ 26,884</u>

CITY OF FRIENDSWOOD, TEXAS**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -****BUDGET AND ACTUAL****DEBT SERVICE***For the Year Ended September 30, 2018*

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget - Positive (Negative)
Revenues				
Property taxes	\$ 3,243,073	\$ 3,243,073	\$ 3,177,173	\$ (65,900)
Investment earnings	5,000	5,000	6,815	1,815
Total Revenues	<u>3,248,073</u>	<u>3,248,073</u>	<u>3,183,988</u>	<u>(64,085)</u>
Expenditures				
Debt service:				
Principal	4,035,051	2,100,051	2,077,138	22,913
Interest and other charges	<u>2,147,253</u>	<u>1,151,378</u>	<u>1,139,742</u>	<u>11,636</u>
Total Expenditures	<u>6,182,304</u>	<u>3,251,429</u>	<u>3,216,880</u>	<u>34,549</u>
Excess (deficiency) of revenues over expenditures	<u>(2,934,231)</u>	<u>(3,356)</u>	<u>(32,892)</u>	<u>(29,536)</u>
Other Financing Sources				
Transfers in	<u>2,930,875</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Other Financing Sources	<u>2,930,875</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net change in fund balances	(3,356)	(3,356)	(32,892)	(29,536)
Fund balances - beginning	<u>91,938</u>	<u>91,938</u>	<u>91,938</u>	<u>-</u>
Fund balances - ending	<u><u>\$ 88,582</u></u>	<u><u>\$ 88,582</u></u>	<u><u>\$ 59,046</u></u>	<u><u>\$ (29,536)</u></u>

CITY OF FRIENDSWOOD, TEXAS**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -****BUDGET AND ACTUAL****1776 PARK****For the Year Ended September 30, 2018**

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget - Positive (Negative)
Revenues				
Investment earnings	\$ 200	\$ 200	\$ 363	\$ 163
Total Revenues	<u>200</u>	<u>200</u>	<u>363</u>	<u>163</u>
Expenditures				
Capital outlay	-	21,777	7,925	13,852
Total Expenditures	<u>-</u>	<u>21,777</u>	<u>7,925</u>	<u>13,852</u>
Net change in fund balances	200	(21,577)	(7,562)	14,015
Fund balances - beginning	<u>31,869</u>	<u>31,869</u>	<u>31,869</u>	<u>-</u>
Fund balances - ending	<u>\$ 32,069</u>	<u>\$ 10,292</u>	<u>\$ 24,307</u>	<u>\$ 14,015</u>

CITY OF FRIENDSWOOD, TEXAS**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -****BUDGET AND ACTUAL****SIDEWALK INSTALLATION***For the Year Ended September 30, 2018*

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget - Positive (Negative)
Revenues				
Investment earnings	\$ 120	\$ 120	\$ 305	\$ 185
Total Revenues	<u>120</u>	<u>120</u>	<u>305</u>	<u>185</u>
Expenditures				
Current:	-	-	-	-
Total Expenditures	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net change in fund balances	120	120	305	185
Fund balances - beginning	<u>26,253</u>	<u>26,253</u>	<u>26,253</u>	<u>-</u>
Fund balances - ending	<u><u>\$ 26,373</u></u>	<u><u>\$ 26,373</u></u>	<u><u>\$ 26,558</u></u>	<u><u>\$ 185</u></u>

CITY OF FRIENDSWOOD, TEXAS**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -****BUDGET AND ACTUAL****PARK LAND DEDICATION****For the Year Ended September 30, 2018**

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget - Positive (Negative)
Revenues				
Permit and fees	\$ 42,000	\$ 42,000	\$ 47,700	\$ 5,700
Investment earnings	620	620	1,737	1,117
Total Revenues	<u>42,620</u>	<u>42,620</u>	<u>49,437</u>	<u>6,817</u>
Expenditures				
Current:				
Parks and recreation	7,580	7,580	5,494	2,086
Capital outlay	124,863	296,927	103,619	193,308
Total Expenditures	<u>132,443</u>	<u>304,507</u>	<u>109,113</u>	<u>195,394</u>
Net change in fund balances	(89,823)	(261,887)	(59,676)	202,211
Fund balances - beginning	<u>302,474</u>	<u>302,474</u>	<u>302,474</u>	<u>-</u>
Fund balances - ending	<u>\$ 212,651</u>	<u>\$ 40,587</u>	<u>\$ 242,798</u>	<u>\$ 202,211</u>

CITY OF FRIENDSWOOD, TEXAS**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES -****BUDGET AND ACTUAL****STREET IMPROVEMENT***For the Year Ended September 30, 2018*

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget - Positive (Negative)
Revenues				
Sales taxes	\$ 1,382,192	\$ 1,382,192	\$ 1,569,848	\$ 187,656
Investment earnings	500	500	17,206	16,706
Total Revenues	<u>1,382,692</u>	<u>1,382,692</u>	<u>1,587,054</u>	<u>204,362</u>
Expenditures				
Capital outlay	<u>2,322,429</u>	<u>1,700,000</u>	<u>-</u>	<u>1,700,000</u>
Total Expenditures	<u>2,322,429</u>	<u>1,700,000</u>	<u>-</u>	<u>1,700,000</u>
Net change in fund balances	(939,737)	(317,308)	1,587,054	1,904,362
Fund balances - beginning	<u>1,002,151</u>	<u>1,002,151</u>	<u>1,002,151</u>	<u>-</u>
Fund balances - ending	<u>\$ 62,414</u>	<u>\$ 684,843</u>	<u>\$ 2,589,205</u>	<u>\$ 1,904,362</u>

**STATISTICAL SECTION
(Unaudited)**



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STATISTICAL SECTION (Unaudited)

This part of the City of Friendswood's comprehensive annual financial report presents detailed information as a context for understanding what the information in the financial statements, note disclosures, and required supplementary information says about the government's overall financial health.

Contents Pages

<i>Financial Trends</i>	<i>108</i>
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These schedules contain trend information to help the reader understand how the government's financial performance and well-being have changed over time.

<i>Revenue Capacity</i>	<i>118</i>
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These schedules contain information to help the reader assess the government's most significant local revenue source, the property tax.

<i>Debt Capacity</i>	<i>123</i>
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These schedules present information to help the reader assess the affordability of the government's current levels of outstanding debt and the government's ability to issue additional debt in the future.

<i>Demographic and Economic Information</i>	<i>128</i>
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This schedule offers demographic and economic indicators to help the reader understand the environment within which the government's financial activities take place.

<i>Operating Information</i>	<i>132</i>
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These schedules contain service and infrastructure data to help the reader understand how the information in the government's financial report relates to the services the government provides and activities it performs.

Sources: Unless otherwise noted, the information in these schedules is derived from the comprehensive annual financial reports for the relevant year.

CITY OF FRIENDSWOOD, TEXAS**NET POSITION BY COMPONENT***Last Ten Fiscal Years**(Accrual Basis of Accounting)*

	2018	2017	2016	2015
Governmental Activities				
Net investment in capital assets	\$ 68,320,682	\$ 72,631,192	\$ 73,588,484	\$ 73,611,490
Restricted	4,085,999	2,534,312	1,405,907	1,179,764
Unrestricted	6,248,751	5,532,198	5,579,677	5,901,505
Total governmental activities net position	\$ 78,655,432	\$ 80,697,702	\$ 80,574,068	\$ 80,692,759
Business-type activities				
Net investment in capital assets	\$ 27,088,280	\$ 29,305,429	\$ 28,322,718	\$ 26,628,714
Restricted	582,697	260,703	99,006	27,468
Unrestricted	13,620,211	10,584,764	10,238,993	12,040,181
Total business-type activities net position	\$ 41,291,188	\$ 40,150,896	\$ 38,660,717	\$ 38,696,363
Primary government				
Net investment in capital assets	\$ 95,408,962	\$ 101,936,621	\$ 101,911,202	\$ 100,240,204
Restricted	4,668,696	2,795,015	1,504,913	1,207,232
Unrestricted	19,868,962	16,116,962	15,818,670	17,941,686
Total Primary government net positions	\$ 119,946,620	\$ 120,848,598	\$ 119,234,785	\$ 119,389,122

Table 1

2014	2013	2012	2011	2010	2009
\$ 65,404,791	\$ 65,056,180	\$ 65,582,783	\$ 66,580,049	\$ 70,480,334	\$ 69,313,348
653,496	718,275	872,869	922,874	1,977,801	2,461,510
10,798,907	9,565,406	8,828,132	8,227,254	8,447,179	9,892,077
<u>\$ 76,857,194</u>	<u>\$ 75,339,861</u>	<u>\$ 75,283,784</u>	<u>\$ 75,730,177</u>	<u>\$ 80,905,314</u>	<u>\$ 81,666,935</u>
\$ 24,495,816	\$ 22,961,547	\$ 25,618,823	\$ 26,251,346	\$ 19,565,756	\$ 21,122,644
90,395	176,882	786,600	731,410	593,597	93,526
14,818,104	16,790,183	13,032,798	11,373,311	8,677,882	6,730,812
<u>\$ 39,404,315</u>	<u>\$ 39,928,612</u>	<u>\$ 39,438,221</u>	<u>\$ 38,356,067</u>	<u>\$ 28,837,235</u>	<u>\$ 27,946,982</u>
\$ 89,900,607	\$ 88,017,727	\$ 91,201,606	\$ 92,831,395	\$ 90,046,090	\$ 90,435,992
743,891	895,157	1,659,469	1,654,284	2,571,398	2,555,036
25,617,011	26,355,589	21,860,930	19,600,565	17,125,061	16,622,889
<u>\$ 116,261,509</u>	<u>\$ 115,268,473</u>	<u>\$ 114,722,005</u>	<u>\$ 114,086,244</u>	<u>\$ 109,742,549</u>	<u>\$ 109,613,917</u>

CITY OF FRIENDSWOOD, TEXAS

CHANGES IN NET POSITION

Last Ten Fiscal Years

(Accrual Basis of Accounting)

	2018	2017	2016	2015
Expenses				
Governmental activities:				
General government	\$ 5,734,611	\$ 5,128,399	\$ 4,736,867	\$ 5,410,643
Public safety	17,538,040	15,861,719	13,101,691	11,763,659
Community development and public works	-	-	-	-
Public works	6,267,824	4,429,664	4,429,482	3,933,288
Community development	945,701	1,495,001	1,577,813	1,406,288
Parks and recreation services	4,554,114	3,459,053	3,080,453	2,869,345
Library services	1,210,207	1,215,683	1,134,859	1,026,967
Interest and fiscal charges	953,509	953,146	862,654	730,614
Total government activities expenses	37,204,006	32,542,665	28,923,819	27,140,804
Business-type activities:				
Water and wastewater	10,048,912	8,502,218	7,975,920	7,629,711
Interest and other	-	1,086,278	1,642,723	1,524,276
Total business-type activities	10,048,912	9,588,496	9,618,643	9,153,987
Total primary government expenses	\$ 47,252,918	\$ 42,131,161	\$ 38,542,462	\$ 36,294,791
Program Revenues				
Governmental activities:				
Charges for services:				
General government	\$ 861,271	\$ 1,004,968	\$ 1,002,022	\$ 807,245
Public safety	868,761	35,007	28,760	30,275
Community development and public works	-	-	-	-
Public works	213,042	242,184	174,568	190,099
Community development	-	1,036,741	949,011	843,648
Parks and recreation services	344,064	387,915	286,727	280,046
Library services	-	30,600	27,532	33,699
Operating grants and contributions	4,924,228	2,591,025	800,151	660,633
Capital grants and contributions	-	219,808	318,657	3,225,672
Total Governmental activities program revenues:	7,211,366	5,548,248	3,587,428	6,071,317
Business-type activities:				
Charges for services:				
Water and wastewater	12,183,711	12,295,441	11,319,801	11,020,029
Total business-type activities program revenues	12,183,711	12,295,441	11,319,801	11,020,029
Total primary government program revenues	\$ 19,395,077	\$ 17,843,689	\$ 14,907,229	\$ 17,091,346
Net (Expense) Revenues				
Governmental activities	\$ (29,992,640)	\$ (26,994,417)	\$ (25,336,391)	\$ (21,069,487)
Business-type activities	2,134,799	2,706,945	1,701,158	1,866,042
Total primary government net expense	\$ (27,857,841)	\$ (24,287,472)	\$ (23,635,233)	\$ (19,203,445)

Table 2
Page 1 of 2

2014	2013	2012	2011	2010	2009
\$ 4,589,795	\$ 4,679,339	\$ 4,737,702	\$ 4,876,064	\$ 5,145,447	\$ 5,164,623
11,236,402	10,800,130	10,736,805	10,548,568	10,175,028	14,929,941
-	-	-	-	-	5,292,000
3,921,658	4,385,090	3,738,111	3,517,707	3,853,685	-
1,097,075	1,207,264	1,520,401	1,284,188	1,203,204	-
3,356,587	3,260,931	3,227,731	3,058,313	3,034,523	4,002,165
1,093,043	1,002,801	1,004,303	979,978	979,084	-
630,542	703,275	757,011	871,790	789,652	678,705
<u>25,925,102</u>	<u>26,038,830</u>	<u>25,722,064</u>	<u>25,136,608</u>	<u>25,180,623</u>	<u>30,067,434</u>
7,995,106	7,681,366	6,902,279	6,955,505	6,663,308	6,640,062
1,514,804	1,590,395	1,638,495	1,644,074	2,037,104	1,604,174
<u>9,509,910</u>	<u>9,271,761</u>	<u>8,540,774</u>	<u>8,599,579</u>	<u>8,700,412</u>	<u>8,244,236</u>
<u>\$ 35,435,012</u>	<u>\$ 35,310,591</u>	<u>\$ 34,262,838</u>	<u>\$ 33,736,187</u>	<u>\$ 33,881,035</u>	<u>\$ 38,311,670</u>
\$ 912,910	\$ 989,190	\$ 1,167,619	\$ 1,158,392	\$ 1,072,289	\$ 1,327,484
31,620	34,944	39,661	39,914	38,438	46,773
-	-	-	-	-	602,256
193,064	186,504	171,890	158,858	152,163	-
877,132	825,366	730,211	643,150	550,286	-
315,702	316,047	271,912	267,837	258,030	411,207
36,081	36,686	39,543	43,147	44,313	-
843,995	644,458	648,058	3,150,808	2,819,418	5,755,038
<u>1,202,376</u>	<u>543,763</u>	<u>527,288</u>	<u>-</u>	<u>-</u>	<u>-</u>
<u>4,412,880</u>	<u>3,576,958</u>	<u>3,596,182</u>	<u>5,462,106</u>	<u>4,934,937</u>	<u>8,142,758</u>
11,117,391	11,462,779	11,258,216	12,726,936	9,854,083	12,028,895
<u>11,117,391</u>	<u>11,462,779</u>	<u>11,258,216</u>	<u>12,726,936</u>	<u>9,854,083</u>	<u>12,028,895</u>
<u>\$ 15,530,271</u>	<u>\$ 15,039,737</u>	<u>\$ 14,854,398</u>	<u>\$ 18,189,042</u>	<u>\$ 14,789,020</u>	<u>\$ 20,171,653</u>
\$ (21,502,222)	\$ (22,461,872)	\$ (22,126,882)	\$ (19,674,502)	\$ (20,245,686)	\$ (21,924,667)
<u>1,607,481</u>	<u>2,191,018</u>	<u>2,717,442</u>	<u>4,127,357</u>	<u>1,153,671</u>	<u>3,784,659</u>
<u>\$ (19,894,741)</u>	<u>\$ (20,270,854)</u>	<u>\$ (19,409,440)</u>	<u>\$ (15,547,145)</u>	<u>\$ (19,092,015)</u>	<u>\$ (18,140,008)</u>

CITY OF FRIENDSWOOD, TEXAS

CHANGES IN NET POSITION

Last Ten Fiscal Years

(Accrual Basis of Accounting)

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
General Revenues and Other Changes in Net Position				
Governmental activities:				
Taxes:				
Property taxes	\$ 17,608,094	\$ 17,270,647	\$ 16,350,101	\$ 15,574,684
Sales taxes	7,965,662	6,482,367	5,393,920	5,291,186
Franchise and other taxes	1,617,121	1,661,654	1,779,234	1,726,557
Other	-	-	-	-
Investment earnings	321,468	187,001	149,003	79,071
Gain (loss) on disposal of capital assets	-	25,999	19,564	-
Miscellaneous	263,245	131,639	128,813	108,306
Transfers	1,554,849	1,358,744	1,397,065	1,226,205
Total governmental activities	<u>29,330,439</u>	<u>27,118,051</u>	<u>25,217,700</u>	<u>24,006,009</u>
Business-type activities:				
Investment earnings	200,449	141,978	95,825	49,138
Gain (loss) on disposal of capital assets	-	-	7,569	-
Miscellaneous	-	-	-	7,839
Transfers	(1,554,849)	(1,358,744)	(1,397,065)	(1,226,205)
Total business-type activities	<u>(1,354,400)</u>	<u>(1,216,766)</u>	<u>(1,293,671)</u>	<u>(1,169,228)</u>
Total primary government	<u>27,976,039</u>	<u>25,901,285</u>	<u>23,924,029</u>	<u>22,836,781</u>
Change in Net Position				
Governmental activities	(662,201)	123,634	(118,691)	2,936,522
Business-type activities	780,399	1,490,179	407,487	696,814
Total primary government	<u>\$ 118,198</u>	<u>\$ 1,613,813</u>	<u>\$ 288,796</u>	<u>\$ 3,633,336</u>

Table 2
Page 2 of 2

2014	2013	2012	2011	2010	2009
\$ 14,864,284	\$ 14,630,961	\$ 14,165,599	\$ 13,944,725	\$ 13,664,765	\$ 13,481,500
4,693,484	4,293,794	3,907,577	4,002,740	3,853,161	3,871,995
1,673,615	1,583,258	1,556,556	1,598,407	1,510,794	1,363,221
32,799	24,974	23,356	28,883	28,859	28,859
109,849	88,510	137,202	110,863	93,018	166,492
34,359	43,788	17,601	23,831	33,647	4,320
84,275	78,682	147,457	126,228	131,545	214,484
1,799,344	1,773,982	1,725,141	(5,336,312)	168,276	547,456
23,292,009	22,517,949	21,680,489	14,499,365	19,484,065	19,678,327
40,713	37,565	82,853	55,163	87,056	128,338
-	-	7,000	-	(182,198)	(48,678)
-	35,790	-	-	-	-
(1,799,344)	(1,773,982)	(1,725,141)	5,336,312	(168,276)	(547,456)
(1,758,631)	(1,700,627)	(1,635,288)	5,391,475	(263,418)	(467,796)
21,533,378	20,817,322	20,045,201	19,890,840	19,220,647	19,210,531
1,789,787	56,077	(446,393)	(5,175,137)	(761,621)	(2,246,340)
(151,150)	490,391	1,082,154	9,518,832	890,253	3,316,863
\$ 1,638,637	\$ 546,468	\$ 635,761	\$ 4,343,695	\$ 128,632	\$ 1,070,523

CITY OF FRIENDSWOOD, TEXAS
FUND BALANCES OF GOVERNMENTAL FUNDS
Last Ten Fiscal Years
(Modified Accrual Basis of Accounting)

	2018	2017	2016	2015
General fund				
Reserved	\$ -	\$ -	\$ -	\$ -
Unreserved	-	-	-	-
Nonspendable	371,610	434,750	646,778	822,226
Restricted	631,971	667,271	626,229	518,119
Committed		-	3,612	685,486
Assigned	4,229,725	2,893,697	2,706,897	2,773,419
Unassigned	9,052,000	9,547,039	9,776,031	8,760,424
Total General Fund	<u>14,285,306</u>	<u>13,542,757</u>	<u>13,759,547</u>	<u>13,559,674</u>
All Other Governmental Funds				
Reserved	-	-	-	-
Unreserved, reported in:				
Special revenue funds	-	-	-	-
Capital projects funds	-	-	-	-
Permanent fund	-	-	-	-
Nonspendable	24,307	31,869	31,721	31,378
Restricted	9,304,724	8,464,859	8,165,349	6,539,985
Unassigned	-	-	(193,750)	-
Total Other Governmental Funds	<u>9,329,031</u>	<u>8,496,728</u>	<u>8,003,320</u>	<u>6,571,363</u>
Total Fund Balances of				
Governmental Funds	<u>\$ 23,614,337</u>	<u>\$ 22,039,485</u>	<u>\$ 21,762,867</u>	<u>\$ 20,131,037</u>

Note: In 2011, the City implemented GASB 54 which replaced the categories that previously had been used to classify fund balance. The City did not retroactively apply the provisions of this statement to previous years fund balance date.

Table 3

2014	2013	2012	2011	2010	2009
\$ -	\$ -	\$ -	\$ -	\$ 1,731,056	\$ 686,404
-	-	-	-	7,399,217	9,185,590
143,201	122,927	99,874	220,151	-	-
400,411	281,826	173,015	97,728	-	-
-	-	-	-	-	-
1,421,875	487,201	434,931	1,085,527	-	-
10,554,183	9,714,206	9,379,399	7,511,998	-	-
12,519,670	10,606,160	10,087,219	8,915,404	9,130,273	9,871,994
-	-	-	-	667,682	1,385,265
-	-	-	-	1,328,145	1,075,343
-	-	-	-	-	326,600
-	-	-	-	30,720	30,507
31,241	31,137	31,027	30,869	-	-
666,317	995,269	2,184,855	4,162,423	-	-
(239,078)	-	-	-	-	-
458,480	1,026,406	2,215,882	4,193,292	2,026,547	2,817,715
<u>\$ 12,978,150</u>	<u>\$ 11,632,566</u>	<u>\$ 12,303,101</u>	<u>\$ 13,108,696</u>	<u>\$ 11,156,820</u>	<u>\$ 12,689,709</u>

CITY OF FRIENDSWOOD, TEXAS

CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS

Last Ten Fiscal Years

(Modified Accrual Basis of Accounting)

	2018	2017	2016	2015
Revenues				
Taxes	\$ 27,247,421	\$ 25,509,760	\$ 23,533,294	\$ 22,513,317
Fines and forfeitures	957,671	1,023,556	873,872	907,557
Permits and fees	1,566,656	1,708,357	1,450,939	1,349,264
Intergovernmental	4,398,836	1,763,974	664,427	3,536,980
Investment earnings	313,793	184,127	147,403	77,947
Donations	396,010	434,164	257,724	349,325
Miscellaneous	181,017	165,619	79,435	72,837
Total revenues	35,061,404	30,789,557	27,007,094	28,807,227
Expenditures				
General government	5,440,888	4,975,926	4,385,321	5,343,160
Public safety	16,868,931	14,751,381	12,135,956	11,348,346
Community development and public works	-	-	-	-
Public works	2,157,277	2,160,152	2,118,572	2,066,349
Community development	985,309	893,663	954,103	925,947
Parks and recreation	3,511,146	3,339,864	3,032,979	2,917,857
Library services	1,200,512	1,172,245	1,096,614	1,036,843
Capital outlay	2,615,538	8,429,200	9,332,400	7,255,229
Debt principal payment	2,137,284	1,813,130	1,570,176	1,272,823
Interest and other charges	1,145,400	1,170,958	921,982	776,340
Total expenditures	36,062,285	38,706,519	35,548,103	32,942,894
Excess of revenues over (under) expenditures	(1,000,881)	(7,916,962)	(8,541,009)	(4,135,667)
Other Financing Sources (Uses)				
Sale of capital assets	9,135	12,757	2,743	99
Insurance recoveries	725,304	25,999	19,564	39,257
Issuance of capital related debt	485,305	5,605,000	7,345,000	9,595,000
Issuance of capital lease	-	756,006	-	-
Refunding bonds issued	-	-	-	2,840,000
Payment to refunding escrow agent	-	-	-	(3,058,663)
Premium on issuance of debt	-	435,074	1,484,593	646,746
Transfers in	1,402,989	1,364,399	1,503,442	1,544,662
Transfers out	(47,000)	(5,655)	(182,503)	(318,457)
Total other financing sources (uses)	2,575,733	8,193,580	10,172,839	11,288,644
Net change in fund balances	\$ 1,574,852	\$ 276,618	\$ 1,631,830	\$ 7,152,977
Debt service as a percentage of noncapital expenditures	9.8%	9.9%	9.2%	7.5%

Table 4

2014	2013	2012	2011	2010	2009
\$ 21,335,527	\$ 20,563,848	\$ 19,630,172	\$ 19,592,092	\$ 19,104,625	\$ 18,763,998
860,257	939,380	1,037,880	1,012,592	1,043,126	1,143,102
1,385,898	1,327,918	1,174,013	1,069,845	960,479	966,797
1,791,451	918,641	1,077,890	3,109,645	2,652,037	5,794,303
109,117	87,330	135,483	109,272	90,337	161,106
349,166	363,413	306,119	276,209	280,223	272,911
54,989	84,673	41,410	78,243	81,366	34,448
25,886,405	24,285,203	23,402,967	25,247,898	24,212,193	27,136,665
4,306,143	4,250,320	4,322,631	4,397,858	4,224,384	4,178,062
10,599,575	10,234,811	10,201,010	10,093,964	9,799,372	14,717,404
-	-	-	-	-	3,406,881
1,689,987	2,204,176	1,702,119	1,637,237	1,956,479	-
1,092,982	1,207,264	1,520,401	1,284,188	1,208,899	-
2,772,072	2,675,813	2,622,970	2,472,015	2,458,422	3,439,475
1,083,043	1,002,801	1,004,303	979,978	979,084	-
2,500,254	1,942,746	3,705,622	4,254,582	3,799,303	2,489,845
1,668,692	1,721,983	1,562,088	1,065,865	787,590	787,293
662,718	712,822	899,709	1,064,973	773,744	691,638
26,375,466	25,952,736	27,540,853	27,250,660	25,987,277	29,710,598
(489,061)	(1,667,533)	(4,137,886)	(2,002,762)	(1,775,084)	(2,573,933)
6,325	27,566	9,250	8,992	23,340	-
28,886	48,132	105,502	45,334	50,579	123,707
-	-	8,890,000	3,460,000	-	-
-	147,318	464,270	-	-	1,133,460
-	-	-	5,460,000	-	-
-	-	(9,425,538)	-	-	-
-	-	563,666	317,452	-	-
1,799,344	1,973,106	1,970,819	1,235,892	1,512,987	2,098,405
-	(199,124)	(245,678)	(6,573,032)	(1,344,711)	(1,613,970)
1,834,555	1,996,998	2,332,291	3,954,638	242,195	1,741,602
\$ 1,345,494	\$ 329,465	\$ (1,805,595)	\$ 1,951,876	\$ (1,532,889)	\$ (832,331)
9.8%	10.0%	9.8%	8.4%	7.0%	5.4%

CITY OF FRIENDSWOOD, TEXAS
ASSESSED VALUE AND TAXABLE VALUE OF PROPERTY
LAST TEN FISCAL YEARS
(Unaudited)

Fiscal Year	Tax Year	Residential Property	Commercial and Industrial Property	Other Property
2009	2008	\$ 2,443,040,835	\$ 271,618,942	\$ 254,262,180
2010	2009	2,509,894,027	277,693,532	248,910,248
2011	2010	2,547,883,315	276,080,104	235,256,040
2012	2011	2,584,070,993	280,043,373	230,531,859
2013	2012	2,622,105,658	286,288,277	235,960,049
2014	2013	2,695,532,057	294,316,218	238,127,209
2015	2014	2,850,404,776	300,533,643	237,028,723
2016	2015	3,156,205,930	335,006,408	206,365,157
2017	2016	3,546,622,242	320,646,912	230,805,066
2018	2017	3,795,456,220	222,328,923	376,053,145

Source: Galveston Central Appraisal District, Harris County Appraisal District, and City of Friendswood records.

Note: Property in the City of Friendswood is reassessed once every two years on average. (Source: Galveston Central Appraisal District)
Tax rates per \$100 of assessed value.
Residential property includes both single-family and multi-family properties.

Table 5

Total Assessed Value	Less: Exemptions and Tax Exempt Property	Total Taxable Value	Total Direct Tax Rate
\$ 2,968,921,957	\$ 672,410,955	\$ 2,296,511,002	0.57970
3,036,497,807	695,681,434	2,340,816,373	0.57970
3,059,219,459	703,419,784	2,355,799,675	0.58510
3,094,646,225	706,059,683	2,388,586,542	0.59020
3,144,353,984	710,718,423	2,433,635,561	0.59700
3,227,975,484	724,153,848	2,503,821,636	0.59140
3,387,967,142	761,444,427	2,626,522,715	0.59140
3,697,577,495	776,779,458	2,920,798,037	0.56870
4,098,074,220	977,353,948	3,120,720,272	0.05460
4,393,838,288	894,716,055	3,499,122,233	0.05273

CITY OF FRIENDSWOOD, TEXAS
DIRECT AND OVERLAPPING PROPERTY TAX RATES
LAST TEN FISCAL YEAR
(Unaudited)
(rate per \$100 of assessed value)

Table 6

Fiscal Year Ended September 30,	City Direct Rates			Overlapping Rates					
	General	Debt Service	Total Direct	Friendswood Independent School District	Clear Creek Independent School District	Galveston County Drainage District	Galveston County	Harris County	
2009	\$ 0.5097	\$ 0.0700	\$ 0.5797	\$ 1.3670	\$ 1.3600	\$ 0.1425	\$ 0.5586	\$ 0.62998	
2010	0.4997	0.0800	0.5797	1.3670	1.3600	0.1425	0.6186	0.62998	
2011	0.5198	0.0653	0.5851	1.3670	1.3600	0.1425	0.6198	0.62998	
2012	0.5218	0.0684	0.5902	1.3670	1.3600	0.1400	0.6129	0.62998	
2013	0.5307	0.0663	0.5970	1.3670	1.3600	0.1400	0.5999	0.62998	
2014	0.5303	0.0611	0.5914	1.3670	1.4000	0.1400	0.5837	0.62998	
2015	0.5303	0.0611	0.5914	1.3670	1.4000	0.1350	0.5788	0.62998	
2016	0.4972	0.0715	0.5687	1.3670	1.4000	0.1150	0.5612	0.62998	
2017	0.4620	0.0840	0.5460	1.3870	1.4000	0.1120	0.5462	0.62998	
2018	0.4323	0.0950	0.5273	1.3670	1.4000	0.1080	0.5461	0.62998	

Source: Galveston County Tax Assessor/Collector and City of Friendswood records.

Note: Overlapping rates are those of local and county governments that apply to property owners within the City of Friendswood. Not all overlapping rates apply to all property owners. Overlapping rates for Friendswood Independent School District, Galveston County Consolidated Drainage District and Galveston County apply only to residents whose property is in Galveston County. Overlapping rates for Clear Creek Independent School District and Harris County apply only to residents whose property is in Harris County.

CITY OF FRIENDSWOOD, TEXAS
PRINCIPAL PROPERTY TAX PAYERS
CURRENT YEAR AND NINE YEARS AGO
(Unaudited)

Table 7

Taxpayer	2018			2009		
	Taxable Value	Rank	Percentage of Total City Taxable Assessed Value	Taxable Value	Rank	Percentage of Total City Taxable Assessed Value
Reserve at Autumn Creek LTD	\$ 27,948,267	1	0.80%	\$ -	-	-
Texas-New Mexico Power Co.	19,950,663	2	0.57%	11,519,630	1	0.49%
LSREF3 Bravo Houston LLC	14,619,031	3	0.42%	-	-	-
Kroger Co.	13,014,186	4	0.37%	-	-	-
Autumn Creek Dev LTD	8,052,120	5	0.23%	-	-	-
A-S 108 Friendswood Crossing LP	7,003,420	6	0.20%	-	-	-
Bay Meadows LLP	6,191,643	7	0.18%	-	-	-
H E Butt Grocery Company	6,191,460	8	0.18%	8,731,630	2	0.37%
PS LPT Properties Investors	5,976,000	9	0.17%	-	-	-
FM 528 Bay Area Blvd LP	5,830,305	10	0.17%	-	-	-
Southwestern Bell Telephone Co.	-	-	-	7,874,300	3	0.34%
HCP Friendswood LLC	-	-	-	6,995,240	4	0.30%
Buzbee Family LTD Partnership	-	-	-	6,170,820	5	0.26%
Friendswood Retirement	-	-	-	5,564,197	6	0.24%
MB Friendswood Parkwood	-	-	-	4,638,250	7	0.20%
Kroger Texas L.P.	-	-	-	4,000,010	8	0.17%
Comcast of Houston LLC	-	-	-	3,952,610	9	0.17%
Raton Plaza Shop Cntr Investors LTD	-	-	-	3,800,000	10	0.16%
Total	114,777,095		3.28%	63,246,687		2.71%
All other taxpayers	3,384,345,138		96.72%	2,273,570,490		97.29%
	<u>\$ 3,499,122,233</u>		<u>100.00%</u>	<u>\$ 2,336,817,177</u>		<u>100.00%</u>

Source: Galveston Central Appraisal District and Harris County Appraisal District.

CITY OF FRIENDSWOOD, TEXAS
PROPERTY TAX LEVIES AND COLLECTIONS
LAST TEN FISCAL YEARS
(Unaudited)

Table 8

Fiscal Year Ended September 30,	Taxes Levied for the Fiscal Year	Collected within the Fiscal Year of the Levy		Collections (adjustments) in Subsequent Years	Total Collections to Date	
		Amount	Percentage of Levy		Amount	Percentage of Levy
2009	\$ 13,317,911	\$ 13,113,928	99.12%	\$ 193,489	\$ 13,307,417	99.92%
2010	13,553,716	13,395,543	99.36%	144,333	13,539,876	99.90%
2011	13,738,978	13,608,076	99.47%	118,729	13,726,805	99.91%
2012	14,068,660	13,916,558	99.51%	138,999	14,055,557	99.91%
2013	14,454,404	14,361,379	99.63%	79,298	14,440,677	99.91%
2014	14,747,526	14,656,257	99.38%	73,948	14,730,205	99.88%
2015	15,424,948	15,306,943	99.23%	96,294	15,403,237	99.86%
2016	16,431,153	16,264,080	98.98%	146,171	16,410,251	99.87%
2017	16,994,387	16,922,419	99.58%	33,154	16,955,573	99.77%
2018	17,564,995	17,554,220	99.94%	-	17,554,220	99.94%

Source: Galveston County Tax Assessor/Collector and City of Friendswood records.

CITY OF FRIENDSWOOD, TEXAS
RATIOS OF OUTSTANDING DEBT BY TYPE
LAST TEN FISCAL YEARS
(Unaudited)

Table 9

Fiscal Year	Governmental Activities		Business-Type Activities			Total Primary Government	Percentage of Personal Income	Per Capita
	General Obligation Bonds	Capital Leases	General Obligation Bonds	Certificates of Obligation	Water Revenue Bonds			
2009	\$ 15,445,000	\$ 982,518	\$ 865,000	\$ -	\$ 42,260,000	\$ 59,552,518	0.50%	1,582
2010	14,800,000	839,928	-	-	42,045,000	57,684,928	0.47%	1,516
2011	22,885,000	710,023	-	-	35,205,000	58,800,023	0.46%	1,579
2012	21,605,000	975,726	-	-	34,115,000	56,695,726	0.42%	1,498
2013	20,230,000	876,981	-	-	32,995,000	54,101,981	0.37%	1,410
2014	18,815,000	623,407	-	-	31,830,000	51,268,407	0.35%	1,318
2015	24,525,285	360,584	9,875,671	-	24,663,416	59,424,956	0.40%	1,510
2016	31,768,805	180,408	33,238,357	-	6,109,871	71,297,441	0.46%	1,793
2017	36,067,806	668,284	31,160,729	-	5,871,129	73,767,948	0.47%	1,818
2018	34,065,657	791,305	29,028,108	-	5,627,385	69,512,455	0.42%	1,695

Notes: Details regarding the City's outstanding debt can be found in the notes to the financial statements.

See Table 14 for personal income and population data. These ratios are calculated using personal income and population for the prior calendar year.

CITY OF FRIENDSWOOD, TEXAS
RATIOS OF NET GENERAL BONDED DEBT OUTSTANDING
LAST TEN FISCAL YEARS
(Unaudited)

Table 10

Fiscal Year	Population	Taxable Value	General Bonded Debt Outstanding		Net General Bonded Debt	Percentage of Taxable Value Property	Per Capita
			General Obligation Bonds	Less Debt Service Funds			
2009	37,653	\$ 2,296,511,002	\$ 16,438,896	\$ 952,951	\$ 14,492,049	0.63%	\$ 385
2010	38,057	2,340,816,373	14,921,314	545,676	14,254,324	0.61%	375
2011	37,247	2,355,799,675	23,293,294	240,869	22,644,131	0.96%	608
2012	37,839	2,388,586,542	22,402,761	193,714	21,411,286	0.90%	566
2013	38,369	2,433,635,561	20,967,293	134,339	20,095,661	0.83%	524
2014	38,911	2,503,821,636	19,491,826	130,147	18,684,853	0.75%	480
2015	39,458	2,626,522,715	34,400,956	147,193	34,253,763	1.30%	868
2016	39,767	2,920,798,037	65,007,162	159,686	64,847,476	2.22%	1,631
2017	40,570	3,120,720,272	67,228,535	115,152	67,113,383	2.15%	1,654
2018	41,003	3,499,122,233	63,093,765	407,562	62,686,203	1.79%	1,529

Note: Details regarding the City's outstanding debt can be found in the notes to the financial statements.

CITY OF FRIENDSWOOD, TEXAS**Table 11****DIRECT AND OVERLAPPING GOVERNMENTAL ACTIVITIES DEBT
AS OF SEPTEMBER 30, 2018
(Unaudited)**

Governmental Unit	Debt Outstanding	Estimated Percentage Applicable	Estimated Share of Overlapping Debt
Debt repaid with property taxes			
Friendswood Independent School District	\$ 91,510,000	100.00%	\$ 91,510,000
Clear Creek Independent School District	1,027,911,655	2.863%	29,430,139
Galveston County	283,313,256	8.490%	24,053,295
Harris County	3,075,189,000	0.140%	4,311,415
Subtotal, overlapping debt			149,304,849
City direct debt			34,856,962
Total direct and overlapping debt			\$ 184,161,811

Source: Information was obtained from either the governmental unit's website or the finance department of the governmental unit.

Notes: Overlapping governments are those that coincide, at least in part, with the geographic boundaries of the City. This schedule estimates the portion of the outstanding debt of those overlapping governments that is borne by the residents and businesses of the City of Friendswood. The City's share of the debt of the overlapping governments is based on the ratio of the assessed value of the City's own property to that of each of the other governments. This process recognizes that, when considering the City's ability to issue and repay long-term debt, the entire debt burden borne by the residents and businesses should be taken into account. However, this does not imply that every taxpayer is a resident--and therefore responsible for repaying the debt--of each overlapping government.

CITY OF FRIENDSWOOD, TEXAS
LEGAL DEBT MARGIN INFORMATION
(UNAUDITED)

Table 12

As a City Council-City Manager form of government, the City of Friendswood is not limited by law in the amount of debt it may issue. The City's charter states:

"In keeping with the Constitution of the State of Texas and not contrary thereto, the City of Friendswood shall have the power to borrow money on the credit of the City for any public purpose not now or hereafter prohibited by the Constitution and laws of the State of Texas, and shall have the right to issue all tax bonds, revenue bonds, funding and refunding bonds, time warrants and other evidence of indebtedness as now authorized or as may hereafter be authorized to be issued by cities and towns by the laws of the State of Texas."

Article 11, Section 5 of the State of Texas Constitution states in part:

"but no tax for any purpose shall ever be lawful for any one year, which shall exceed two and one-half percent of the taxable property of such city"

The tax rate for fiscal year ended September 30, 2018 is \$0.5273 per \$100 of assessed valuation with assessed valuation being 100% of market value.

CITY OF FRIENDSWOOD, TEXAS
PLEDGED-REVENUE COVERAGE
LAST TEN FISCAL YEARS
(Unaudited)

Table 13

Fiscal Year	Waterworks and Sewer Revenue Bonds						
	Utility Service Charges	Less: Operating Expenses	Net Available Revenue	Debt Service		Coverage	
				Principal	Interest		
2009	\$ 12,028,895	\$ 5,249,388	\$ 6,779,507	\$ 215,000	\$ 1,986,015	3.08	
2010	9,854,083	5,184,330	4,669,753	215,000	1,904,689	2.20	
2011	12,726,936	5,410,497	7,316,439	1,440,000	1,640,437	2.38	
2012	11,258,216	5,361,567	5,896,649	1,090,000	1,589,565	2.20	
2013	11,462,779	6,113,276	5,349,503	1,120,000	1,548,303	2.00	
2014	11,117,391	6,376,510	4,740,881	1,165,000	1,504,006	1.78	
2015	11,020,029	6,220,331	4,799,698	1,205,000	1,153,522	2.04	
2016	11,319,801	6,361,229	4,958,572	-	481,140	10.31	
2017	12,295,441	6,911,675	5,383,766	220,000	184,100	13.32	
2018	12,183,711	7,205,293	4,978,418	225,000	179,250	12.32	

Notes: Details regarding the City's outstanding debt can be found in the notes to the financial statements.
Operating expenses do not include interest, depreciation or amortization expenses.

CITY OF FRIENDSWOOD, TEXAS
DEMOGRAPHIC AND ECONOMIC STATISTICS
LAST TEN CALENDAR YEARS
(Unaudited)

Table 14

Calendar Year	Estimated Population	Personal Income	Per Capita Personal Income	Unemployment Rate
2009	37,653	\$ 11,937,436,000	\$ 41,621	6.2%
2010	38,057	12,257,208,000	41,876	7.1%
2011	37,247	12,848,571,000	43,444	6.8%
2012	37,839	13,651,835,000	45,433	5.0%
2013	38,369	14,475,816,000	47,186	4.5%
2014	38,911	14,741,197,000	46,917	3.4%
2015	39,358	14,774,880,000	47,011	3.7%
2016	39,767	15,463,890,000	47,991	4.9%
2017	40,570	15,682,608,000	47,605	4.7%
2018	41,003	16,443,373,000	49,079	4.3%

Sources: Population information was provided from past financial reports. Unemployment rates, personal income and per capita personal income were obtained from the U.S. Department of Labor Bureau of Labor Statistics website or the Texas Workforce Commission website.

CITY OF FRIENDSWOOD, TEXAS
PRINCIPAL EMPLOYERS
CURRENT YEAR AND NINE YEARS AGO
(Unaudited)

Table 15

Employer	2018		2009	
	Estimated Employees	Percentage of Total City Workforce	Estimated Employees	Percentage of Total City Workforce
Friendswood ISD	745	28.82%	692	28.73%
HEB	307	11.88%	349	14.49%
Kroger	296	11.45%	225	9.34%
Clear Creek ISD	269	10.41% ²	177	7.35% ²
City of Friendswood	240	9.28%	233	9.67%
Friendship Haven Nursing Home	149	5.76%	145	6.02%
McDonalds	78	3.02%	80	3.32%
U.S. Post Office	72	2.79%	64	2.66%
Brookdale	70	2.71%	-	- ¹
UTMB	65	2.51%	56	2.32%
Sonic	52	2.01%	62	2.57%
Timber Creek Golf Club	45	1.74%	65	2.70%
Perry & Sons Market and Grille	45	1.74%	42	1.74%
24 Hour Fitness	41	1.59%	-	- ¹
Luna's Mexican Restaurant	41	1.59%	-	- ¹
AAA Blastcote	35	1.35%	-	- ¹
Village on the Park	35	1.35%	40	1.66%
Friendswood Healthcare (Autumn Hills)	-	- ³	70	2.91%
Emeritus	-	- ³	69	2.86%
Gary Greene Realtors	-	- ³	40	1.66%
Total	2,585	100.00%	2,409	100.00%

Source: City Economic Development Division

¹ Data was not available for fiscal year 2009.

² Includes Wedgewood Elementary and Brookside Intermediate.

³ Data was not available for fiscal year 2018.

CITY OF FRIENDSWOOD, TEXAS**FULL-TIME EQUIVALENT CITY GOVERNMENT EMPLOYEES BY FUNCTION/PROGRAM****LAST TEN FISCAL YEARS****(Unaudited)**

<u>Function/Program</u>	<u>Full-time Equivalent Employees as of September 30</u>				
	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>
General Government:					
City Attorney	-	-	-	-	-
City Manager	5.50	5.50	5.50	4.65	4.15
City Secretary	5.00	5.00	5.00	5.00	5.00
Administrative Services	27.20	27.20	27.20	28.20	28.20
Public Safety:					
Police	79.40	79.40	80.40	80.40	81.40
Fire marshal and fire	6.10	6.10	6.10	6.10	6.10
Public Works:	-	19.00	19.00	19.33	20.33
Community Development:	-	17.70	17.70	16.89	16.89
Community Development and Public Works:	36.70	-	-	-	-
Community Services:	32.20	18.95	18.95	19.28	19.20
Library	-	14.72	14.72	14.72	14.37
Water:	10.30	10.30	10.30	10.30	9.30
Sewer:	9.00	9.00	9.00	9.00	9.00
Total City Employees:	<u>211.40</u>	<u>212.87</u>	<u>213.87</u>	<u>213.87</u>	<u>213.94</u>

Source: City of Friendswood Budget Documents**Notes:** For 2009, public works and community development were combined. In 2010-2018, they are shown as two separate departments.

Beginning in fiscal year 2010, the fulltime equivalent for Library is shown separate from Community Services. In previous years, the fulltime equivalent is included with Community Services.

In-house City Attorney added to staff in fiscal year 2015.

Table 16

2014	2015	2016	2017	2018
-	1.00	1.00	1.00	2.10
4.15	4.55	5.40	5.40	5.40
5.00	5.00	5.00	5.00	5.00
28.70	28.70	27.70	27.70	27.60
82.40	85.72	86.72	88.72	87.72
6.50	6.60	6.60	6.60	6.60
26.33	25.33	29.00	26.00	27.00
10.89	10.89	11.70	11.70	10.70
-	-	-	-	-
19.03	19.63	19.63	20.90	21.90
14.37	14.62	14.62	14.97	14.97
9.30	8.30	8.30	8.30	9.30
9.00	8.00	8.00	11.00	10.00
215.67	218.34	223.67	227.29	228.29

CITY OF FRIENDSWOOD, TEXAS
OPERATING INDICATORS BY FUNCTION/PROGRAM
LAST TEN FISCAL YEARS
(Unaudited)

<u>Function/Program</u>	Fiscal Year			
	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
General Government:				
Building permits issued	1,189	984	1,222	1,317
Building inspections conducted	6,673	8,744	9,514	10,486
Police:				
Physical arrests	1,794	2,002	1,962	1,885
Parking violations	33	27	82	61
Traffic violations	7,821	7,000	7,291	6,518
Fire Marshal:				
Inspections	1,653	1,509	1,444	1,616
Fire:				
Emergency responses	2,950	2,737	2,818	2,975
Fires extinguished	102	110	108	86
Parks and Recreation:				
Recreation participants	12,283	13,792	13,894	16,068
Facility reservations	1,727	1,451	503	493
Library:				
Volumes in collection	94,512	99,880	97,622	125,251
Total volumes borrowed	350,892	356,787	349,223	355,447
Water:				
New connections	46	160	173	185
Water main breaks	73	64	516	112
Average daily consumption (thousands of gallons)	4,209	3,408	6,406	4,584
Peak daily consumption	7,187	7,606	13,698	10,896
Sewer:				
Average daily sewage treatment (thousands of gallons)	2,950	3,465	2,787	2,968
Maximum daily flow (thousands of gallons)	9,537	11,393	10,833	10,777

Source: Various City departments and prior year CAFRs

Table 17

2013	2014	2015	2016	2017	2018
1,469	1,395	1,377	1,865	2,177	2,788
11,470	10,611	12,145	11,026	12,134	14,157
1,601	1,596	1,479	1,464	903	1,145
107	58	63	44	61	15
5,718	5,815	4,540	5,001	3,669	6,785
1,673	1,427	1,512	1,354	1,233	1,139
2,993	3,261	3,258	3,303	3,599	3,720
86	116	78	76	75	80
18,607	15,178	16,153	21,369	20,556	18,299
686	728	1,443	1,444	1,004	2,123
133,865	141,383	133,165	147,726	100,678	102,852
367,948	367,452	350,145	301,158	341,048	348,554
189	193	-	183	137	125
193	149	57	46	44	116
5,577	5,171	4,970	4,963	5,282	5,455
11,505	9,917	12,623	10,472	10,110	9,475
2,956	2,867	3,306	3,382	3,286	3,117
10,401	10,770	11,237	12,188	12,766	10,370

CITY OF FRIENDSWOOD, TEXAS
CAPITAL ASSET STATISTICS BY FUNCTION/PROGRAM
LAST TEN FISCAL YEARS
(Unaudited)

<u>Function/Program</u>	<u>Fiscal Year</u>			
	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Police				
Stations	1	1	1	1
Patrol units	24	26	26	25
Fire				
Stations	4	4	4	4
Public Works				
Streets - paved (miles)	160	161	162	164
Streets - unpaved (miles)	2	2	2	2
Traffic signals	3	3	3	3
Parks and Recreation				
Acreage	189	189	189	189
Parks	8	8	8	8
Swimming pool	1	1	1	1
Tennis courts	4	4	4	4
Library	1	1	1	1
Water				
Water mains (miles)	181	183	184	186
Fire hydrants	1,275	1,305	1,324	1,588
Connections	12,057	12,231	12,476	12,711
Storage capacity (thousands of gallons)	5,993	5,993	7,500	7,500
Sewer				
Sanitary sewers (miles)	156	158	159	162
Connections	11,256	11,404	11,563	11,828
Storm sewers (miles)	96	98	99	100
Treatment capacity (thousands of gallons)	4,850	4,850	4,850	4,850

Source: Various City departments and prior year CAFRs.

Table 18

2013	2014	2015	2016	2017	2018
1	1	1	1	1	1
26	27	29	31	32	34
4	4	4	4	4	4
165	167	169	172	174	176
2	2	2	2	2	2
3	3	3	3	3	3
189	189	232	266	266	266
8	8	8	9	9	9
1	1	1	1	1	1
4	4	4	4	4	4
1	1	1	1	1	1
187	207	209	212	214	216
1,608	1,610	1,631	1,672	1,690	1,707
12,929	13,093	13,289	13,482	13,619	13,744
7,500	8,000	8,100	7,850	7,850	7,850
163	194	195	198	200	202
12,072	12,236	12,407	12,378	12,588	12,721
100	105	106	109	110	112
4,850	12,000	9,250	9,250	9,250	9,250



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CITY OF FRIENDSWOOD, TEXAS
FEDERAL SINGLE AUDIT REPORT
For the Fiscal Year Ended
September 30, 2018

CITY OF FRIENDSWOOD, TEXAS

TABLE OF CONTENTS

	<u>Page</u>
Report of Independent Auditors on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	1
Report of Independent Auditors on Compliance for Each Major Federal Program; Report on Internal Control over Compliance; and Report on Schedule of Expenditure of Federal Awards Required by the <i>Uniform Guidance</i>	3
Schedule of Findings and Questioned Costs	7
Schedule of Expenditures of Federal Awards	9
Notes to Schedule of Expenditures of Federal Awards	10
Summary Schedule of Prior Audit Findings	11
Corrective Action Plan	12

**REPORT OF INDEPENDENT AUDITORS ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED
ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE
WITH *GOVERNMENT AUDITING STANDARDS***

To the Honorable Mayor and Members
of the City Council
City of Friendswood, Texas

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities, the business-type activities, the aggregately discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Friendswood, Texas (the “City”), as of and for the year ended September 30, 2018, and the related notes to the financial statements, which collectively comprise the City’s basic financial statements, and have issued our report thereon dated March 22, 2019. Our report includes a reference to other auditors who audited the financial statements of West Ranch Management District, as described in our report on the City’s financial statement. The financial statements of West Ranch Management District were not audited in accordance with *Government Auditing Standards*.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the City’s internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the City’s internal control. Accordingly, we do not express an opinion on the effectiveness of the City’s internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity’s financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

To the Honorable Mayor and Members
of the City Council
City of Friendswood, Texas

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the City's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Whitley Penn LLP

Houston, Texas
March 22, 2019

**REPORT OF INDEPENDENT AUDITORS ON COMPLIANCE FOR EACH MAJOR
FEDERAL PROGRAM; REPORT ON INTERNAL CONTROL OVER COMPLIANCE;
AND REPORT ON SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
REQUIRED BY THE *UNIFORM GUIDANCE***

To the Honorable Mayor and Members
of the City Council
City of Friendswood, Texas

Report on Compliance for Each Major Federal Program

We have audited the City of Friendswood, Texas's (the "City") compliance with the types of requirements described in the U.S. Office of Management and Budget (OMB) *Compliance Supplement* that could have a direct and material effect on each of the City's major federal programs for the year ended September 30, 2018. The City's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with federal statutes, regulations, and terms and conditions of its federal awards applicable to its federal programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of the City's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the City's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of the City's compliance.

To the Honorable Mayor and Members
of the City Council
City of Friendswood, Texas

Opinion on Each Major Federal Program

In our opinion, the City complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended September 30, 2018.

Report on Internal Control Over Compliance

Management of the City is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the City's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the City's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

To the Honorable Mayor and Members
of the City Council
City of Friendswood, Texas

Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance

We have audited the financial statements of the governmental activities, the business-type activities, the aggregately discretely presented component units, each major fund, and the aggregate remaining fund information of the City as of and for the year ended September 30, 2018, and the related notes to the financial statements, which collectively comprise the City's basic financial statements. We issued our report thereon dated March 22, 2019, which contained unmodified opinions on those financial statements. Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by the Uniform Guidance and is not a required part of basic financial statements.

Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of expenditures of federal awards is fairly stated in all material respects in relation to the basic financial statements as a whole.

Whitley Penn LLP

Houston, Texas
March 22, 2019

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CITY OF FRIENDSWOOD, TEXAS
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
For the Year Ended September 30, 2018

I. Summary of Auditors' Results

Financial Statements

Type of auditor's report issued	Unmodified
Internal control over financial reporting:	
Material weakness (es) identified?	No
Significant deficiency (ies) identified that are not considered to be material weaknesses?	None reported
Noncompliance material to the financial statements noted?	No

Federal Awards

Internal controls over major programs:	
Material weakness (es) identified?	No
Significant deficiency (ies) identified that are not considered to be material weaknesses?	None reported
Type of auditor's report issued on compliance for major programs:	Unmodified
Any audit findings disclosed that are required to be reported in accordance with section 2 CFR 200.516(a)?	No

Identification of Major Programs:

<u>Name of Federal Program or Cluster</u>	<u>CFDA Number</u>
Disaster Grants - Public Assistance	97.036
Dollar threshold used to distinguish Between Type A and Type B federal programs:	\$750,000
Auditee qualified as low-risk auditee?	Yes

***CITY OF FRIENDSWOOD, TEXAS
SCHEDULE OF FINDINGS AND QUESTIONED COSTS (continued)
For the Year Ended September 30, 2018***

II. Financial Statement Findings

None Noted

III. Federal Award Findings and Questioned Costs

None Noted

CITY OF FRIENDSWOOD, TEXAS
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
For the year ended September 30, 2018

Federal Grantor/Pass-Through Grantor/Program Title	Federal CFDA Number	Pass-Through Entity Identifying Number	Federal Expenditures
U.S. Department of Justice			
Direct:			
<i>Bulletproof Vest Partnership Program</i>	16.607	None	\$ 5,963
Total Direct			<u>5,963</u>
Passed through the Texas Office of the Governor - Criminal Justice Division:			
<i>Crime Victim Assistance</i>	16.575	2016-VA-GX-0033	69,813
Total passed through the Texas Office of the Governor - Criminal Justice Division			<u>69,813</u>
Total U.S. Department of Justice			<u>75,776</u>
U.S. General Services Administration			
Passed through the Texas Facilities Commission			
Non-Cash Assistance			
<i>Donation of Federal Surplus Personl Property</i>	39.003	None	757
Total passed through the Texas Facilities Commission			<u>757</u>
Total U.S. General Services Administration			<u>757</u>
U.S. National Endowment for the Humanties			
Passed through the Texas State Library & Archives Commission			
<i>ILL Reimbursement Program</i>	45.310	LS-00-16-0044-16	3,816
<i>ILL Reimbursement Program</i>	45.310	LS-00-16-0044-17	6,022
Total passed through the Texas State Library & Archives Commission			<u>9,838</u>
Total U.S. National Endowment for the Humanties			<u>9,838</u>
U.S. Department of Homeland Security			
Passed through the Texas Department of Public Safety/ Division of Emergency Management:			
<i>Disaster Grants - Public Assistance</i>	97.036	DR-4332	3,400,849
<i>Emergency Management Performance Grant</i>	97.042	17TX-EMPG-0338	33,315
<i>Homeland Security Grant Program - Mobile Radio</i>	97.067	3359301	63,480
<i>Homeland Security Grant Program - Crisis Response Throw Phone System</i>	97.067	3372401	28,500
Total passed through the Texas Department of Public Safety/ Division of Emergency Management			<u>3,526,144</u>
Total U.S. Department of Homeland Security			<u>3,526,144</u>
Total Expenditures of Federal Awards			<u>\$ 3,612,515</u>

CITY OF FRIENDSWOOD, TEXAS
NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
For the Year Ended September 30, 2018

Note 1 - Summary of Significant Accounting Policies

The City accounts for awards under federal programs in the General and Special Revenue governmental funds.

In the Governmental funds, these programs are accounted for using a current financial resources measurement focus. With this measurement focus, only current assets and current liabilities generally are included on the balance sheet. Operating statements of these funds present increases (i.e. revenues and other financing sources) and decreases (i.e. expenditures and other financing uses) in net current assets.

The modified accrual basis of accounting is used for these funds. This basis of accounting recognizes revenues in the accounting period in which they become susceptible to accrual, i.e., both measurable and available, and expenditures in the accounting period in which the liability is incurred, if measurable, except for certain compensated absences and claims and judgments, which are recognized when the obligations are expected to be liquidated with expendable available financial resources. Expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited to reimbursement. Pass-through entity identifying numbers are presented where available.

Federal grant funds are considered to be earned to the extent of expenditures made under the provisions of the grant, and, accordingly, when such funds are received, they are recorded as unearned revenues until earned. Generally, unused balances are returned to the grantor at the close of specified project periods. The City has elected not to use the 10 percent de minimis indirect cost rate allowed under the Uniform Guidance.

Note 2 - Basis of Presentation

The accompanying schedule of expenditures of federal awards (the "Schedule") includes the federal grant activity of the City under programs of the federal government for the year ended September 30, 2018. The information in this schedule is presented in accordance with the requirements of the Office of Management and Budget (OMB) Uniform Guidance. Because the schedule presents on a selected portion of the operations of the City, it is not intended to and does not present the financial position, changes in net assets or cash flows of the City.

CITY OF FRIENDSWOOD, TEXAS
SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS
For the Year Ended September 30, 2018

Federal regulations, Title 2 U.S. Code of Federal Regulations §200.511 states, “The auditee is responsible for follow-up and corrective action on all audit findings. As part of this responsibility, the auditee must prepare a summary schedule of prior audit findings.” The summary schedule of prior audit findings must report the status of the following:

- All audit findings included in the prior audit’s schedule of findings and questioned costs and
- All audit findings reported in the prior audit’s summary schedule of prior audit findings except audit findings listed as corrected.

I. Prior Audit Findings

None reported

CITY OF FRIENDSWOOD, TEXAS

CORRECTIVE ACTION PLAN

For the Year Ended September 30, 2018

Federal regulations, Title 2 U.S. Code of Federal Regulations §200.511 states, “At the completion of the audit, the auditee must prepare, in a document separate from the auditor's findings described in §200.516 Audit findings, a corrective action plan to address each audit finding included in the current year auditor's reports.”

I. Corrective Action Plan

Not applicable



Fiscal Year 2018 Audit Results

whitleypenn

CPAs and Professional Consultants

Engagement Team

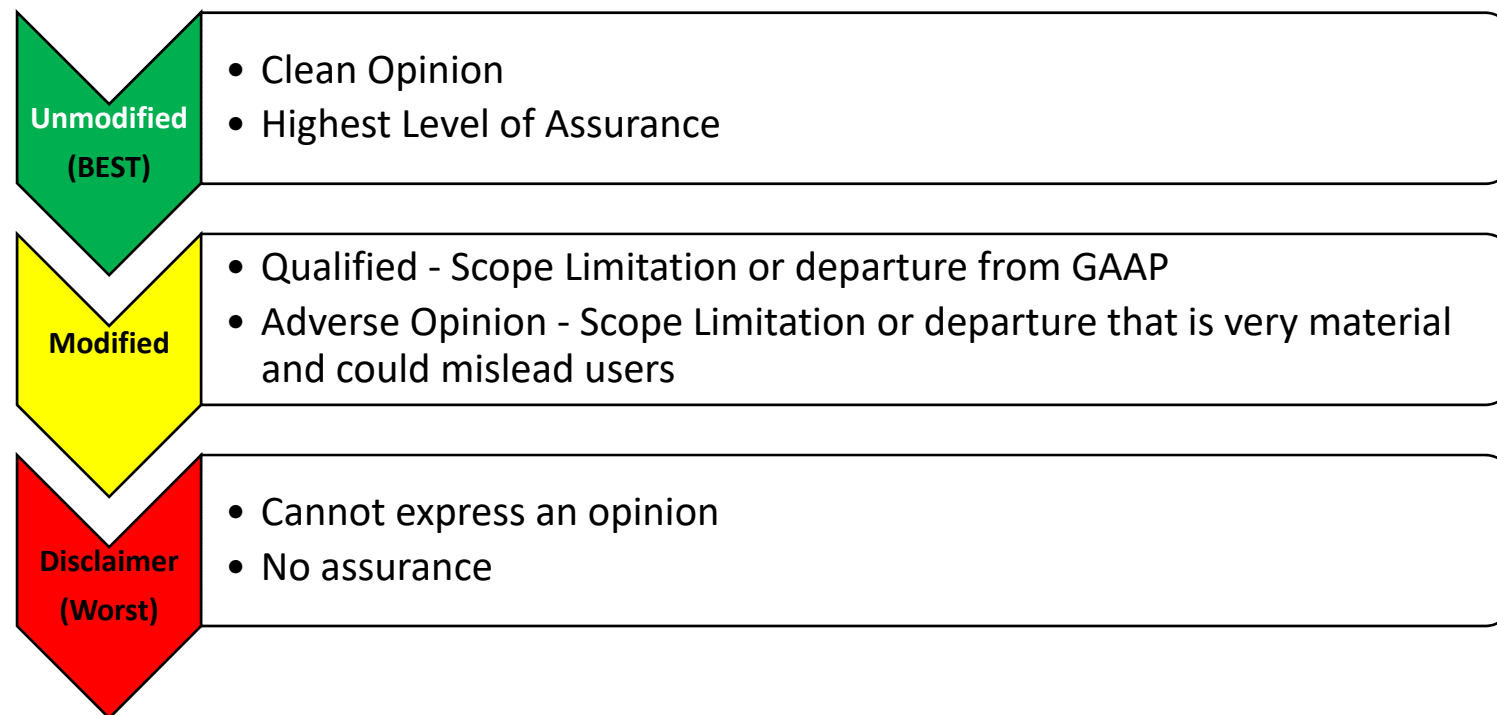
- Engagement Partner – Lupe Garcia, CPA
- Concurring Partner – Tom Pedersen, CPA
- Senior Manager – Dan Hernandez, CPA, CIA
- In-charge – Cinthya Trejo
- Staff – Corbitt Nixon, Kevin Green



The Audit Process



Types of Auditor Opinions



Required Communications

- Auditors' Responsibility Under Generally Accepted Auditing Standards
 - The financial statements are the responsibility of management.
 - Our audit provides reasonable, rather than absolute, assurance that the financial statements are free of material misstatements.
 - As a part of our audit, we obtained an understanding of internal control sufficient to plan our audits and to determine the nature and extent of testing performed.



Required Communications

- Significant Accounting Policies
 - Accounting policies and methods are appropriate and in accordance with industry standards.
 - During fiscal year 2018 the City implemented Government Accounting Standards Board (“GASB”) Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*.



Required Communications

- Accounting Estimates
 - The preparation of the financial statements requires that certain estimates and judgments be made by management. These judgments and estimates include:
 - Allowances for doubtful accounts - Property tax
 - Allowances for doubtful accounts - Utility
 - Depreciation expense
 - Pension liability, deferred inflows and outflows of resources, and pension expense
 - OPEB liability, deferred inflows and outflows of resources, and OPEB expense
 - We concluded that management has a reasonable basis for significant judgments and estimates that impact the financial statements.



Required Communications

- Difficulties Encountered in Performing the Audit
 - We encountered no difficulties in dealing with management in performing and completing our audit
- Corrected or Uncorrected Misstatements
 - There were no material misstatements that were identified by us that required management's correction.
- Disagreements with Management
 - We had no disagreements with management over the application of accounting principles or management's judgments about accounting estimates.



Required Communications

- Management Representations
 - We have requested certain representations from management.
- Consultation with Other Accountants
 - We are not aware of any situations in which management consulted with other accountants on accounting or financial reporting matters.
- Major Issues Discussed with Management Prior to Retention
 - We discussed the application of accounting principles and auditing standards, however, our responses were not a condition to our retention.



Auditor's Report on Financial Statements

- Page 1 of the Comprehensive Annual Financial Report (CAFR)
- Unmodified or “clean” opinion
- Highest level of assurance that can be given on a set of financial statements
- Audit conducted in accordance with *Government Auditing Standards*
- Emphasis of Matter
 - Implementation of GASB No. 75



GASB Statement No. 75

Other Post-Employment Benefits (OPEB)

- Implementing GASB No. 75 resulted in a restatement of beginning net position of \$582,625
 - \$520,690 Governmental Activities
 - \$61,935 Business-type Activities
 - Note 10 to the financial statements
- Total OPEB Liability at 9/30/2017= \$1.6M
 - \$1.0M Retiree Health Care Plan
 - \$0.6M TMRS SDBF
 - Note 8 to the financial statements
- Total OPEB Liability at 9/30/2018= \$1.8M
 - \$1.1M Retiree Health Care Plan
 - \$0.7M TMRS SDBF
 - Note 8 to the financial statements



Statement of Net Position (p. 23)

Total Primary Government (Governmental and Business-type Activities)	As of September 30, 2018	As of September 30, 2017
Current and other assets	\$42,938,253	\$44,693,993
Capital assets, net	158,903,180	163,533,783
Total Assets (a)	201,841,433	208,227,776
Total Deferred Outflows of Resources (b)	3,658,018	6,289,276
Other liabilities	3,045,158	5,181,795
Noncurrent liabilities	80,089,201	87,500,246
Total Liabilities (c)	83,134,359	92,682,041
Total Deferred Inflows of Resources (d)	2,418,472	986,413
Total Net Position (e)	\$119,946,620	\$120,848,598

Accounting formula: $a + b - c - d = e$



Noncurrent (Long-term) Liabilities

Total Primary Government (Governmental and Business-type Activities) ⁴⁶	September 30, 2018	September 30, 2017
General obligation bonds	\$57,970,000	\$61,680,000
Revenue bonds	5,290,000	5,515,000
Capital lease	791,305	668,284
Net OPEB obligation	- 0 -	946,535
Total OPEB liability	1,755,598	-0-
Net pension liability	7,972,169	12,000,946
Bond premiums	5,461,150	5,904,668
Compensated absences	848,979	784,813
Total	\$80,089,201	\$87,500,246

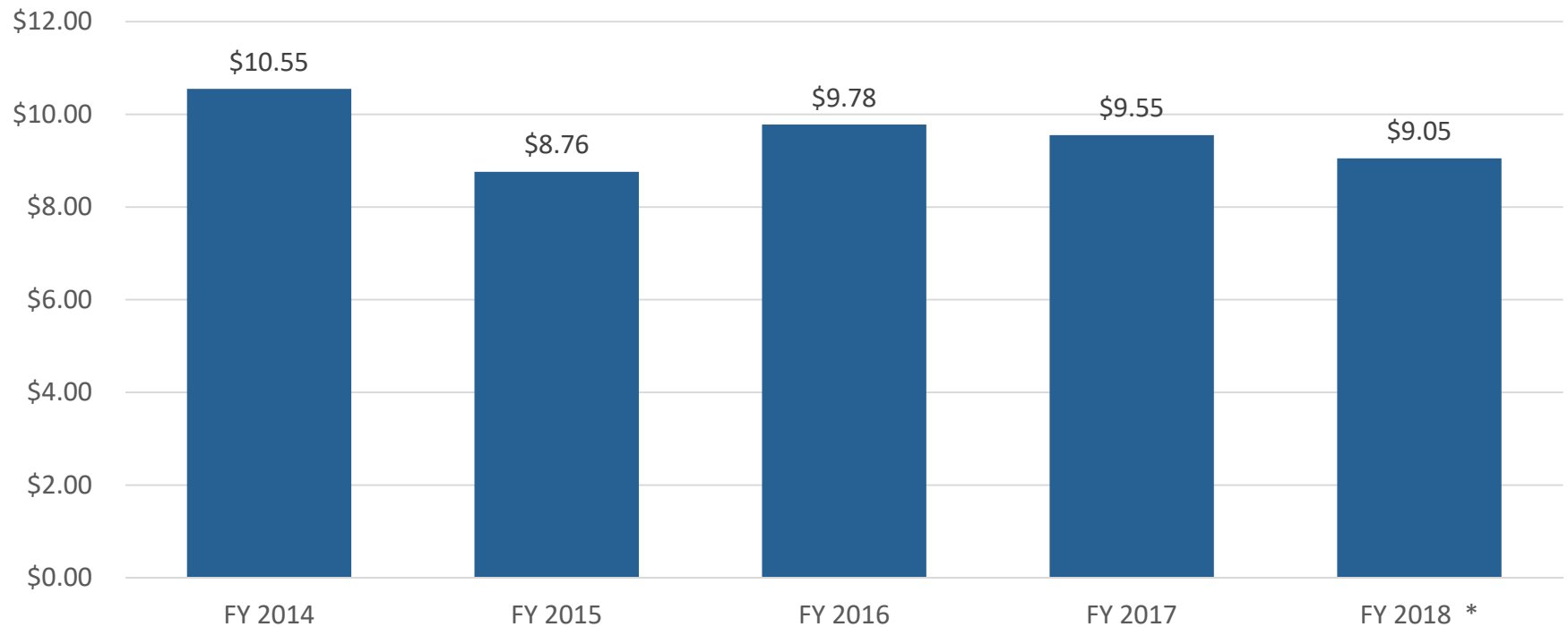


Statement of Revenues, Expenditures, and Changes in Fund Balances – General Fund (p. 28)

	Year Ended September 30, 2018
Total Revenues	\$29,598,197
Total Expenditures	31,431,381
Deficiency of Revenues Over Expenditures	(1,833,184)
Other Financing Sources, net	2,575,733
Net Change in Fund Balance	742,549
Fund Balance – Beginning	13,542,757
Fund Balance – Ending	\$14,285,306



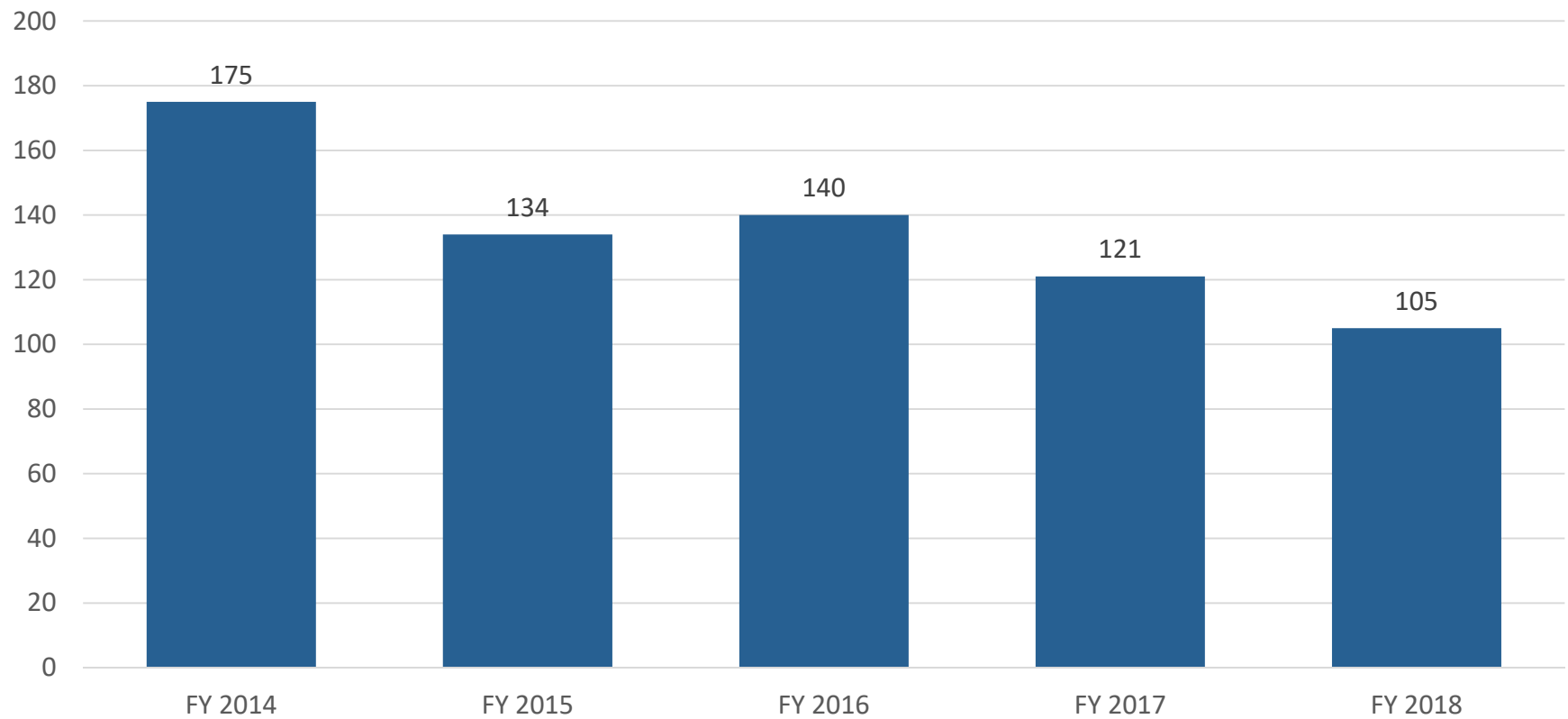
General Fund Unassigned Fund Balance (\$M)



* Unassigned Fund Balance includes the City's 90 day reserve requirement.



General Fund Unassigned Fund Balance (Days)



Statement of Revenues, Expenses, and Changes in Net Position – Water and Sewer Fund (p. 32)

	Year Ended September 30, 2018
Operating revenues	\$12,183,711
Operating expenses	9,019,197
Non-operating revenues (expenses), net	(829,266)
Transfers, net	(1,554,849)
Change in net position	780,399
Net Position – Beginning, restated	40,510,789
Net Position – Ending	\$41,291,188



Net Position – Enterprise Fund

	FY 2016	FY 2017	FY 2018
Investment in capital assets	\$28,322,718	\$29,305,429	\$27,088,280
Restricted for debt service	-0-	-0-	407,562
Restricted for capital projects	99,006	260,703	175,135
Unrestricted	10,238,993	10,584,764	13,620,211 *
Total Net Position	\$38,660,717	\$40,150,896	\$41,291,188

Unrestricted net position at 9/30/2018 represents 189% or 690 days of operating expenses (excluding depreciation).

* Unrestricted Net Position includes the City's 90 day reserve requirement.



Auditor's Report on Internal Control and Compliance

- Internal control over financial reporting
 - No material weakness identified
 - No significant deficiencies reported
- No instances of noncompliance material to the financial statements were noted.



Auditor's Report on Compliance for Each Major Program and On Internal Control Over Compliance

Federal Major Programs:

- Disaster Grants – Public Assistance (Hurricane Harvey)



Auditor's Report on Compliance for Each Major Program and On Internal Control Over Compliance

Internal controls over major programs

- No material weakness identified
- No significant deficiencies reported

Unmodified opinion on compliance for major program

No instances of noncompliance or questioned costs were noted







FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: April 1, 2019 – 6pm

Date Submitted: March 6, 2019

Dept. Clearances: Steven Rhea

Prepared by: Aubrey Harbin

Subject: Proposed Amendments to Code of Ordinances Appendix C, Zoning Ordinance "Section 15. Amendments" and Chapter 70 "Vacation of street, drainage, utility or other public easement" to change from joint public hearings to separate public hearings and to amend ordinance wording to be consistent with state law

Originating Department: Community Development

City Attorney Review: Yes

Proceeding: Joint Public Hearing

Degree of importance: Critical ☐ Significant ☐ Elective ☒

Expenditure Required: Amount Budgeted:

Appropriation Required: Source of Funds:

FINANCE APPROVAL: N/A

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

There has been discussion over the past couple of years regarding the possibility of changing from the current Joint Public Hearing process to separate Public Hearings by the Planning and Zoning Commission and City Council.

A few changes have occurred since the decision to implement the current process.

- Up until 2012, City Council met twice a month, similar to Planning and Zoning, which allowed ordinances to move through the process more quickly; City Council now meets once a month.
- Prior to 2015, the City contracted legal services and multiple attorneys were able to attend both City Council and Planning and Zoning meetings when both were held on the same night. Now that we have a City Attorney on staff, she can only attend one meeting resulting in the Commission having legal representative to attend their meetings upstairs.
- Often times, the Commissioners feel rushed to forward a recommendation back down to City Council so that consideration of an applicant's ordinance can take place that same night. If a recommendation is not forwarded that night, it delays an applicant until the next Council meeting (30 days).

- There have also been multiple instances of having to relocate a large number of residents from the Council Chambers to the second floor conference room. Disruption of the Council meeting and space constraints in the conference room upstairs are concerns.

The Planning and Zoning Commission is also in favor of changing their regular meeting days from the 1st and 3rd Thursdays to the 2nd and 4th Thursdays to reduce the dead time between P&Z's public hearing date and Council's public hearing date. A resolution for this change will be included on the May agenda if/when the second reading of this ordinance takes place. The flow chart and the schedule in the attachments have been revised to reflect the change in meeting days.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

Pros:

- Allows the presence of legal counsel.
- All meetings would be recorded and televised.
- Council Chambers provides a formal setting and accommodates more attendees.
- A regular scheduled meeting date is less confusing for applicants.
- A regular scheduled meeting date helps Commissioners and Staff with scheduling.
- Allows P&Z to present their recommendation to City Council, if needed.

Cons:

- Increased time frame for applicants by an average of 18 days.
- Requires staff and applicants to return on another meeting day.

RECOMMENDATIONS

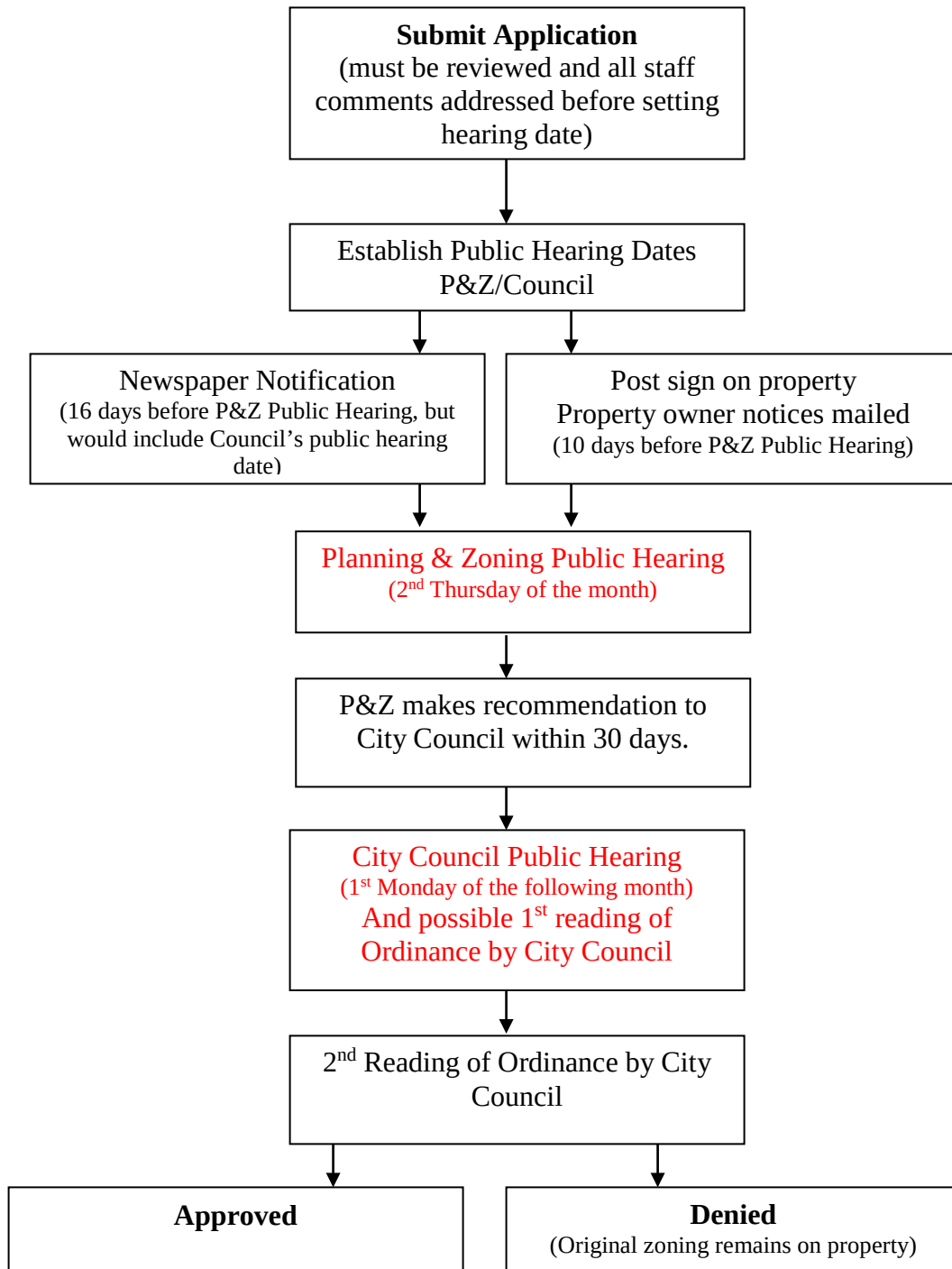
The Planning and Zoning Commission will make a recommendation following the Joint Public Hearing.

ATTACHMENTS

[Separate Public Hearing Flow Chart](#)

[JPH vs PH Schedule Revised](#)

Zone Changes and Ordinance Changes
Separate Public Hearings & P&Z Changing Meeting
Days to 2nd and 4th Thursdays



CURRENT SCHEDULE WITH JOINT PUBLIC HEARINGS

Submittal Deadline (Monday typically)	City Council Meeting Date (JPH and 1st Reading)	City Council Meeting Date (2nd reading)
December 3, 2018	January 14, 2019	February 4, 2019
December 31, 2018	February 4, 2019	March 4, 2019
January 28, 2019	March 4, 2019	April 1, 2019
February 25, 2019	April 1, 2019	May 6, 2019
April 1, 2019	May 6, 2019	June 3, 2019
April 29, 2019	June 3, 2019	July 1, 2019
May 24, 2019	July 1, 2019	August 5, 2019
July 1, 2019	August 5, 2019	September 9, 2019
August 5, 2019	September 9, 2019	October 7, 2019
August 30, 2019	October 7, 2019	November 4, 2019
September 30, 2019	November 4, 2019	December 2, 2019
October 28, 2019	December 2, 2019	January 6, 2020

Total Days

61

64

63

71

62

62

71

68

62

64

62

68

Average

65

PROPOSED SCHEDULE WITH SEPARATE PUBLIC HEARINGS

Submittal Deadline (Thursday typically)	P & Z Meeting Date (Public Hearing) 2nd Thursday	City Council Meeting Date (Public Hearing & 1st Reading)	City Council Meeting Date (2nd Reading)
November 8, 2018	December 13, 2018	January 14, 2019	February 4, 2019
December 13, 2018	January 10, 2019	February 4, 2019	March 4, 2019
January 10, 2019	February 14, 2019	March 4, 2019	April 1, 2019
February 14, 2019	March 14, 2019	April 1, 2019	May 6, 2019
March 14, 2019	April 11, 2019	May 6, 2019	June 3, 2019
April 11, 2019	May 9, 2019	June 3, 2019	July 1, 2019
May 9, 2019	June 13, 2019	July 1, 2019	August 5, 2019
June 13, 2019	July 11, 2019	August 5, 2019	September 9, 2019
July 11, 2019	August 8, 2019	September 9, 2019	October 7, 2019
August 8, 2019	September 12, 2019	October 7, 2019	November 4, 2019
September 12, 2019	October 10, 2019	November 4, 2019	December 2, 2019
October 10, 2019	November 14, 2019	December 2, 2019	January 6, 2020

Total Days

86

81

81

82

79

80

86

86

86

86

80

86

Average

83

Council, thank you for your time and attention. I hope you enjoyed the video. It gives a visual highlight of many of KFB's projects and events. What it doesn't show is the impact these initiatives have on our town.

In 2018 KFB had face to face engagement with over 15,000 citizens through meaningful volunteer service, and educated over 3,900 youth and adults on Environmental Stewardship practices that promote caring and sustainment for Friendswood and our planet. In addition to in-person engagements we shared our message through newsletters, email, press pieces and social media, that reached over 100,000 people in 2018.

KFB was there with Figgy to read to Kindergartners on Earth Day, we held workshops on Creating Bird Friendly Communities and Backyard Citrus Seminars, gave tools for FISD teachers, welcomed new Friendswood Residents with welcome bags, sponsored a School's Out for Summer Concert for all with a band that used recycled objects as instruments while kids celebrated and twirled in Stevenson Park, supported Eagle Scout Projects, managed creations of murals and art in the park, **with your help**, we successfully kicked off Simple Recycling in March of this year and we also used our hands and manpower to pick up trash, receive and sort unwanted and unsightly items to be re-used and recycled, and planted beautiful flowers, plants, and trees for our community.

At our most recent Tree Give Away we gave away over 100, 15-gallon trees. The tree give away is free to Friendswood residents, and they started lining up at 6 am! KFB has given away trees for more than 20 years. However, once they left the City Hall parking lot we didn't know anything further about their sustainability or impact. So, this year we incorporated 2 new pieces to the give-away. The first addition is an educational component to ensure the longevity of the trees. Justin Estopinal, a professional arborist, provided training in planting and care instructions to ensure a successful life for the tree. The 2nd addition capturing the future locations of the tree's new homes. With the addresses provided, we were able to create a map to identify where the trees in FW will be growing. Furthermore, we were able to measure future benefits the trees will provide by using a calculation from the *National Arbor Association*. If the trees are cared for and planted correctly, they can add an overall benefit of \$150/year per average per household in energy savings and property value. In 20 years that would be a combined value of \$300,000.00! And that is based off only the trees given away this year.

Another recent project is the implementation and creation of the Pollinator Garden in Stevenson Park. Not only does the garden provide beauty and sustainability to pollinators, the garden will provide a tangible educational model of our eco-system, and exhibit the valuable services that pollinators provide. To compliment the live garden, KFB's Education Committee is currently creating a tailored training module with pictures and identifiers from the garden itself. This informative component can be used by teachers, parents, and adults to study and enjoy. A recent survey conducted revealed that when educational lessons are taken outdoors, children are more engaged in learning (88%), are better able to concentrate (68%), and are better behaved (65%). *Based on the last statistic I will be taking my twins often ☺.*

We have met with TxDot and they have started the planning and implementation of the median rebuild. After Hurricane Harvey, the medians were damaged and TxDot promised to repair. Due to a problem with the original contractor they are in the process of eliminating the contractor and assigning a new one. We have been told the work on the medians will begin on the Fall of 2019 and are hopeful for completion in the spring of 2020. The word median has almost carried the same weight of many four lettered words for the team of KFB 😊. However, we are seeing a silver lining, or shall I say brick-lined lining to the Median Project. At our most recent meeting TxDot was extremely apologetic for the delay. Unfortunately, they have been under the mercy of their contractors. In an effort to make up for the delay they have offered us some additional assets that will complement our new medians greatly! After the first instillation, we realized many living things were not able to survive the impact of vehicles, *and some drivers in Friendswood*. Therefore, TxDot has graciously agreed to add Vintage Brick endcaps to each of the medians. These endcaps will go up 4-5 feet on each median. This will provide, beauty, character and uniformity to our main street. It will also decrease future maintenance costs for the City. Furthermore, we have selected new flowers and plants that will complement the new colors scheme and branding for Friendswood. This will all be provided at NO COST to the City of Friendswood and is the proceeds from the Grant Award KFB received that has a value of over \$210,000.00.

This summer we want to keep our kids and families involved with nature and each other. Recent studies show kids spend an average of 7 hours in front of the screen. We all hear the stories of “when I was parent, I would send my kids outside all day...” Unfortunately, it is no longer considered safe to do so, and as a parent I would love it if we could. Adults have benefits of spending time in nature too, such as decreased blood pressure, lowered stress, and better work performance. Therefore, KFB will be promoting a “Summer Bucket List” to encourage families to spend unplugged time outdoors and with each-other. Things on the list will include items like climbing a tree, watching a sunset with a loved one, and having a picnic in the park. Best of all these items are all free and available in our very own Friendswood Parks.

These are just *a handful* of the highlights of KFB. They are made possible by the volunteers and Board Members. (Board Members please stand). This board is made up of local business owners, and professionals such as a Master Gardener, Landscape Architect, College Professor, a Stay at Home Mom, Retired Principal, Leading Environmental Expert, Professional Arborist, Utility Director, Attorney, Realtor, Consultant, Fireman, and Friendswood High School Teacher. This group last year totaled 2,967 volunteer hours. Based on calculations of general volunteer service and the Pro Bono Service of their respective professions this board cumulatively has provided a monetary value of their services totaling over \$200,000.00! I can proudly say that is not even the best gift they have given to our city, the best thing is they truly care, and when people care for the place they live in and others their work is fruitful, and it shows.

We also get to work with **THE BEST** City Staff James, Kimberly, and Katy keep us on target and make sure all of our events are seamless and even better than we had planned for!

Lastly, thank you to our Mayor Mike Foreman and City Council Members *especially our KFB Liaison Sally Branson* and City Manager Kabiri. We thank you all for your support, your leadership and the funding you entrust us with to invest back into the community to Keep Friendswood Beautiful.



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: April 1, 2019

Date Submitted: March 22, 2019

Dept. Clearances: Rene' Ibarra

Prepared by: Rene' Ibarra

Originating Department: PW

Subject: Consideration for Award of Bid #19-02 Annual Contract for Bulk Fuel Purchase and Delivery

Proceeding: D&PA

City Attorney Review: MKF

Degree of importance: Critical ☐ Significant ☒ Elective ☐

Expenditure Required: \$95,422

Amount Budgeted: \$95,422

Appropriation Required: \$ 0

Source of Funds: Public Works
Operating Budget

FINANCE APPROVAL: RGB

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

The City is required to adhere to State Purchasing regulations pursuant to Local Government Code 252 <https://statutes.capitol.texas.gov/SOTWDocs/LG/htm/LG.252.htm>. During fiscal year 2018, the purchase of bulk fuel for the Public Work's Department's equipment and heavy machinery exceeded \$50,000 which is the baseline requirement for competitive bids. On February 27, 2019, an Invitation For Bid for an Annual Contract for the Purchase and Delivery of Gasoline and Diesel Fuel was issued with an opening date of March 14, 2019. A total of 3 bids were received and evaluated for responsiveness to bid requirements and overall best value for the City of Friendswood.

Respondents were requested to use the Oil Price Information Service (OPIS) index for a base price of fuel and then respond with how much of affixed differential, plus or minus, to the OPIS index they would charge the City. This price would be in addition to standard State and Federal fees along with a delivery fee if applicable.

By referencing the usage report from last fiscal year, each bid was analyzed based on OPIS markup multiplied by the usage in gallons for diesel and gasoline from last year. This total was calculated and with the additional delivery fee, Lee Oil Co. is being recommended as the continued best value to the City. The proposed bid tab (based on fee) is attached.

In conclusion, and for added clarified reference, Lee Oil Co. is the current vendor whom has been providing the current volume of bulk fuel to the Public Work's Department. They continue to perform as required, and are the current successful lowest bidder. This item's cost is and continues to be accounted for out of the Public Works annual operating budget.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

By adhering to the Local Government Code 252, the City remains within conformance of the State's Purchasing Regulations.

RECOMMENDATIONS

Staff recommends Council authorize the award of bid 2019-02 and annual contract, to Lee Oil Co. for purchase and delivery of Bulk Gasoline and Diesel Fuel.

ATTACHMENTS

[Lee Oil Co Bid 19-02 Annual Contract](#)

[Bulk Fuel Bid Tab](#)



CITY OF FRIENDSWOOD INVITATION FOR BID

BID #19-02

Due Date: 03/14/2019 @ 2.00 pm CST

ANNUAL CONTRACT FOR THE PURCHASE AND DELIVERY OF GASOLINE AND DIESEL FUEL

The City of Friendswood is now accepting sealed bids for the **Annual Contract for the Purchase and Delivery of Gasoline and Diesel Fuel.**

City of Friendswood
City Secretary's Office
910 S. Friendswood Drive
Friendswood, TX 77546

Monday – Friday: 8:00 am to 12:00 pm and 1:00 pm to 5:00 pm

Bidding forms, specifications and all necessary information may be obtained from the following website:
<https://www.ci.friendswood.tx.us/bids>

All sealed bids shall be submitted including one marked original and one jump drive or CD versions. All are to be clearly marked with bid number and bid title. Bids sent via courier must be sealed in a separate envelope inside of the mailer.

Bids will be received at the City Secretary's Office, 910 S. Friendswood Drive, Friendswood, TX 77546 until 2:00 pm CST on March 14, 2019. Bids received after the deadline stated herein will not be considered for award of this bid, and will not be considered.

The bids will be opened and publicly read immediately after the closing hour.

The City of Friendswood reserves the right to reject any and all bids, to waive irregularities, and to accept the bid deemed the most advantageous to the City.

All inquiries about this bid or specifications must be made to Jeff Spears, Purchasing Coordinator @ jspears@friendswood.com

CITY OF FRIENDSWOOD INVITATION FOR BID

BID #19-02 Annual Contract for the Purchase and Delivery of Gasoline and Diesel Fuel

BID OPENING DATE: March 14, 2019 @ 2:00 PM LATE BIDS WILL NOT BE CONSIDERED.

BIDDER MUST COMPLETE AND SIGN BELOW.

LEE OIL CO INC			
Name of Firm/Company			
LU ANNE GLARDON		OFFICE MANAGER	
Agent's Name (Please Print)		Agent's Title	
P O BOX 988	ALVIN	TX	77512
Mailing Address	City	State	Zip
281-331-3445	281-352-6836		
Telephone Number	Cell Phone Number		
LUANNE@LEE OIL ALVIN.COM			
Email Address			
		03/13/2019	
Authorized Signature		Date	

CONTRACTOR **AGREES** TO COMPLY WITH ALL CONDITIONS BELOW, ATTACHED SPECIFICATIONS, AND NOTES. CONTRACTOR HAS **READ** AND **AGREES** TO COMPLY WITH ALL TERMS AND CONDITIONS OF INVITATION TO BID. PURCHASES MADE FOR CITY USE ARE EXEMPT FROM THE STATE SALES TAX AND FEDERAL EXCISE TAX. **DO NOT** INCLUDE TAXES IN YOUR BID. CONTRACTOR **GUARANTEES** PRODUCT OFFERED SHALL **MEET** OR **EXCEED** MINIMUM SPECIFICATION IDENTIFIED IN THIS INVITATION TO BID.

"By the signature hereon affixed, the bidder hereby certifies that neither the bidder nor the firm, corporation, partnership, or institution represented by the bidder, or anyone acting for such firm, corporation, or institution has violated the antitrust laws of the State, codified in Section 15.01, et seq., Texas Business and Commerce Code, or the Federal antitrust laws, nor communicated directly or indirectly the bid made to any competitor or any other person engaged in such line of business."

TERMS AND CONDITIONS OF INVITATION FOR BIDS (IFB)

1. DEFINITION OF TERMS

- A. Bid documents means the entire packet of documents provided to bidders, including the Terms and Conditions, Specifications, Special and Supplementary Conditions, Bid Form and any addendum.
- B. Bidder means a person or firm submitting a bid, proposal, or quote to provide equipment, material, and/or services necessary in the performance of these specifications, and competing for award of a contract.
- C. Bid or Proposal means an offer to perform the requirements specified herein.
- D. Furnish or provide means to supply, equip, and deliver the specified equipment, material and/or services to the Purchaser.
- E. City, Purchaser, or Owner shall refer to the City of Friendswood, 910 S. Friendswood Dr., Friendswood, Texas 77546.
- F. Contract means the contract awarded pursuant to this solicitation.
- G. Contractor means the bidder to which a contract award has been made by the City.
- H. Purchase Order means the document issued by the City that creates a legal binding contract between the City and the Contractor and authorizes the Contractor to ship goods pursuant to the contract.

2. SUBMISSION OF BIDS

- A. The Bidder shall provide itemized price quotations and delivery schedules for the specified items/services outlined in this bid. Sealed bids addressed to the City Secretary's Office, City of Friendswood, 910 S. Friendswood Dr., Friendswood, Texas 77546 will be received before the specified hour and date of the opening and be publicly opened and read at 2:00 p.m. Bids which are received after the date and time set for bid opening will not be considered. Bids will be evaluated and awarded at a later date. Bids shall be submitted in a sealed envelope (8 1/2" x 11" minimum) on forms provided herein, along with other information necessary to evaluate the bid. Sealed envelopes shall be clearly marked with bid number, time, and date of opening.
- B. Bids will be submitted on the forms provided in these bid documents. If not submitted on the forms provided, the bid may be rejected. Facsimile bids will not be accepted.
- C. Bids which are received after the date and time set for the bid opening will not be considered.
- D. Each Bidder agrees that its price will remain firm and subject to acceptance by the City for a period of sixty (60) calendar days from the bid opening date.

3. ANTI-LOBBYING PROVISION

- A. Bidders are prohibited from directly or indirectly communicating with City Council members regarding the Bidder's qualifications or any other matter related to the eventual award of a contract for the services requested under this Invitation for Bids. Bidders are prohibited from contacting City staff members regarding their qualifications or the award of a contract, unless in response to an inquiry from a staff member. Any violation will result in immediate disqualification of the Bidder from the selection process.
- B. Upon issuance of the Invitation for Bids, all bidder communications and requests for clarification or objections shall be directed in writing to the Purchasing Coordinator for response, determination and dissemination to all bidders. Any communication by bidders or their representatives toward other city officers or employees regarding this Invitation for Bids or the award of a contract are prohibited and will constitute grounds for disqualification of a proponent. A lobbyist or a

proponent or any of their agents may not do any act or refrain from any act for the express purpose and intent of placing any City official under personal obligation to the lobbyist or proponent.

4. WITHDRAWAL OF BIDS

A Bidder may withdraw a bid only by a written request received by the Purchasing Coordinator prior to the time set for bid opening. Bids may not be withdrawn after the time set for bid opening.

5. GENERAL CONDITIONS

Bidders will submit their bids upon the following express conditions:

- A. Bidders shall thoroughly examine all drawings, specifications, plans, schedules, instructions, and all other contract documents pertaining to this bid.
- B. Bidders shall make all investigations necessary to thoroughly inform themselves regarding plant and facilities for delivery of materials or equipment as required by the bid conditions. No plea of ignorance by the Bidder of conditions that exist or that may hereafter exist as a result of failure or omission on the part of the Bidder to make the necessary examinations and investigations will be accepted as a basis for varying the requirements of the City or the compensation to the vendor.
- C. All materials, equipment, and supplies which are new, non-standard to the City of Friendswood, and/or items which are to be listed as an alternate or exception must be pre-approved PRIOR to placing them on a bid proposal. In order to fairly evaluate all bids, sufficient time requirements for possible field testing or demonstrations should be allowed.
- D. Bidders are advised that City contracts are subject to all legal requirements under local, state and federal statutes, ordinances, and regulations. Any bid, after being opened, becomes subject to the Public Information Act, Government Code Chapter 552; therefore bidders must clearly indicate any portion of the submitted bid that the bidder claims is not subject to public inspection under the Public Information Act.
- E. No officer or employee of the City shall have a financial interest, direct or indirect, in any contract with the City, or shall benefit financially, directly or indirectly, in the sale to the City of any materials, supplies or services, except on behalf of the City as an officer or employee.
- F. The City of Friendswood is committed to maintaining fair and open competition as required by local, state, and federal laws and statutes. Every effort is made to maintain the highest level of ethical conduct in every aspect of the procurement process. Sharp business practices or high-pressure tactics will not be tolerated. Qualification and selection of vendors is based on those vendors who share the same high standards of ethical conduct.

6. DESCRIPTION OF GOODS

- A. Any catalog or manufacturer's reference in this bid is merely descriptive, and not restrictive, unless otherwise noted, and is used only to indicate type and quality of material. Any such references are made a part of these contract documents as if incorporated verbatim herein.
- B. The term "Or Equal", if used, is intended to allow substitution of a brand which has all the essential performance, features, reliability, and other salient characteristics as the brand name and model stated in the item description. "Or equal" is intended to establish a level of quality and function and is not to be interpreted as a preference for a particular brand. Other brands meeting these minimum requirements will be accepted. Bid submitted on an "OR EQUAL" item must clearly identify the proposed product, the quantity of the product, model, and type, as applicable.

7. PREPARATION OF BID

Bidders will prepare bids in accordance with the following:

- A. Specifications are written to encourage competition. The specifications herein shall be the basis of comparison between bidders. There is no intent to discriminate against any supplier or Vendor but rather, to set a definite standard of performance. Bidders are required to quote services and/or equipment that will meet or exceed the minimum or maximum specifications herein.
- B. All information required by the bid documents will be furnished. The bidder will print or type its name, in ink, and manually sign the bid sheet. The bid sheet, with original signatures, must be submitted.

- C. The City of Friendswood is not liable for any costs incurred with replying to this IFB.
- D. All prices shall be quoted as required in the specifications. Unit prices will be shown when called for on the bid sheet, and where there is a conflict between the unit price and the total price, the unit price will govern.
- E. In case of ambiguity or lack of clarity in stating prices in the bid, Purchaser reserves the right to adopt the price written in words or reject the bid. Any ambiguity in the bid as a result of omission, error, unintelligible or illegible wording shall be construed in the favor of the City.
- F. Alternate bids will not be considered unless expressly authorized by the bid documents.
- G. The prices quoted in the bid shall be firm and not subject to escalation except where otherwise clearly indicated by the Bidder. If the prices are subject to escalation, Bidder shall provide the basis for the escalation.
- H. Any omission in the specifications of any minor requirement necessary to make each unit complete and functional shall not relieve the Supplier of responsibility to furnish any material or equipment necessary.
- I. The City reserves the right to request clarification to assist in evaluating the bidder's response when the bid response is unclear with respect to product pricing, packaging or other factors. The information provided is not intended to change the bid response in any fashion and such information must be provided within two days from request.
- J. Bidders shall not include federal taxes nor State of Texas limited sales, excise and use taxes in bid prices since the City of Friendswood is exempt from payment of such taxes under section 151.309 of the Texas Tax Code.
- K. By submitting a bid, each bidder certifies that it is a duly qualified, capable, and bondable business entity, that it is not in or contemplating bankruptcy or receivership and that it is not currently delinquent with respect to payment of taxes assessed by any political subdivision. (See paragraph 11A(11)).
- L. By submitting a bid, each bidder certifies that it does not currently owe any money to the City.
- M. If a bid bond is required, the submitted bond must be an original submitted in the form required by the City in the Bid Documents.

8. CLARIFICATION TO BID DOCUMENTS

If any bidder is in doubt as to the true meaning of the specifications, other bid documents, or any part thereof, they may submit a written request for clarification to the Purchasing Coordinator.

9. EXCEPTIONS

If Bidder takes exceptions to any provisions of the specifications, the exceptions must be specifically and clearly identified by section in Bidder's bid, and Bidder's proposed alternative must also be provided in the bid. Bidders cannot take a 'blanket exception' to the entire bid document.

10. ADDENDA

Any clarification or interpretation of the bid, if made, will be made only by written addendum issued through the Purchasing Department. A copy of such Addendum will be mailed or delivered to each person receiving bids. Addenda to the bid documents may be issued in response to a request for clarification or objection, or for any other reason the City considers advisable. Once issued, an addendum becomes a part of the bid documents. The City will not be responsible for any other explanation or interpretation of the bid made or given prior to the award of the contract.

11. REJECTION OF BIDS

The City of Friendswood reserves the right to accept or reject any or all bids, and to waive any informalities and technicalities. The City of Friendswood shall consider all factors it believes to be relevant in selecting the offer that provides the best value for the City including, but not limited to, the offered price. Causes for bidder disqualification and rejection of bids may include, but shall not be limited to:

- A. Bidder's current inability to satisfactorily perform the work or service, or the bidder's previous failure to properly and timely perform its obligations under a contract with the City. Purchaser may make such investigation as is deemed necessary to determine the ability of the Bidder to provide the equipment, material, and/or services as required by this specification and to determine the adequacy of the proposed equipment, material, and/or services. The Bidder shall furnish, upon request, all such data and information requested for this purpose. The information provided is not intended to change the bid response in any fashion and such information must be provided within two days from request.
- B. Bidder's current violation of any City ordinance.
- C. Bidder's misstatement or concealment of any material fact in the bid.
- D. The bid's nonconformance to law or the requirements of the bid.
- E. Failure to use the bid/proposal form furnished by the City of Friendswood.
- F. Failure to properly complete the proposal.
- G. Lack of signature by an authorized representative on the proposal form.
- H. Alteration of bid form.
- I. Evidence of collusion among proposers.
- J. Omission of proposal guarantee (if required).
- K. In the event that a bidder is, or subsequently becomes, delinquent in the payment of his, her or its City taxes, including state and local sales taxes, or any other City financial obligation, such fact shall constitute grounds for rejection of the bid, or if awarded the bid, for cancellation of the contract.

12. AWARD OF CONTRACT

- A. Factors to be considered in the evaluation of the bid that provides the best value for the City including, but not limited to: (a) adherence to service description/specification/qualification requirement; (b) price; (c) reputation of Contractor and Contractor's services; and (d) Contractor's past relationship with the City.
- B. The contract will be awarded to the lowest responsible Bidder or to the Bidder who provides goods and/or services at the best value for the City, based on the base bid plus any selected alternatives provided the amount does not exceed the funds then estimated by the City as available to finance the contract. If the contract is bid with alternatives, the City reserves the right to select any combination of alternatives and will compare all bids using the selected alternatives. If the amount of the bids exceeds the funds available to finance the contract, the City may (a) reject all bids or (b) may award the contract based on the base bid with such deductions as produces a net total which is available within the available funds. Notwithstanding the foregoing, the City reserves the right to reject any and all bids.
- C. The City reserves the right to award a contract(s) on the basis of the low bid for each item or the total low bid.

13. CONTRACT

- A. This Invitation for Bid (IFB), combined with the Vendor's response (bid) submitted to and accepted by the City, constitutes a contract between the City of Friendswood and the selected vendor at the time the Friendswood City Council awards the contract to such vendor.
- B. No further documentation is required, although the contracting parties may supplement the contract with further documentation. By submitting a bid, the vendor agrees to comply with the Terms and Conditions and other requirements set forth in this IFB and to be further bound to the representations and information the vendor provides in his response to this IFB.
- C. Acceptance of bidder's offer may be in the form of a "notice of award", a P.O. (purchase order) or a "contract".

14. RESERVATIONS

THE CITY EXPRESSLY RESERVES THE RIGHT TO ACCEPT, REJECT OR CANCEL ANY AND ALL BIDS and:

- A. Waive any defect, irregularity, or informality in any bid or bidding procedure.
- B. Extend the bid closing time and date. Notification will be made by addendum.
- C. Reissue a bid invitation or proposal.
- D. Procure any item by other allowable means.
- E. Increase or decrease the quantity specified, unless the bidder specifies otherwise.
- F. Waive minor deviations from the specifications when a bid meets the intent of the specifications and consider such bid if it is determined the bid's total cost is lower, the purpose for the bid is improved or not impaired, the bid amounts to the best value for the City, and/or the waiver otherwise results in a measurable benefit on behalf of the City.
- G. Consider and accept an alternate bid as provided herein when most advantageous to the City.
- H. Extend any contract when most advantageous to the City.
- I. Award any bid to multiple parties if it is in the best interest of the City.
- J. Purchase off of existing contracts available to the City through "Cooperative Purchasing Agreements" if available.

15. WARRANTIES

- A. **WARRANTY FOR PRODUCT:** The Contractor warrants to the City that all goods delivered will conform to the specifications, drawings, or other descriptions furnished or incorporated by reference, will be of merchantable quality, good workmanship, free from defects; and fit for all purposes specified in this contract. The Contractor shall not Limit or exclude any implied warranties, and any attempt to do so shall render this contract voidable at the option of the City. The Contractor will provide copies of applicable warranties or guarantees to the Purchasing Coordinator. The City may return goods not meeting applicable warranties to the Contractor at the Contractor's expense.
- B. **WARRANTY FOR PRICE:** The City will pay the price for goods specified by the Contractor's bid. The Contractor warrants its price to be no higher than the Contractor's current prices or charges on orders by others for products or services of the kind and specification covered by this bid contract for similar quantities under similar or like conditions and methods of purchase. In the event Contractor breaches this warranty, the prices or charges shall be reduced to Contractor's current prices or charges on orders by others, or in the alternative, City may cancel this contract without liability to Contractor for breach or Contractor's actual expense.
- C. **SAFETY WARRANTY:** Contractor warrants that the goods sold to the City conform to the standards promulgated by the U.S. Department of Labor under the Occupational Safety and Health Act (OSHA) as amended. In the event the goods do not so conform, the Contractor must correct or replace the goods at the Contractor's expense. If the Contractor fails to do so within a reasonable time, the City, at its discretion, may cause the correction to be made at the Contractor's expense, or may return the goods at the Contractor's expense and terminate this contract.

16. PROTESTS

- A. The City Council is the final authority on issues relating to this contract. The Purchasing Coordinator is the City's representative in the award and administration of this contract, and will issue and receive all documents, notices, and correspondence.
- B. Any protest to the City's consideration of any bid must be submitted in writing and delivered to the City of Friendswood, ATTN: Purchasing Coordinator.

- C. The protest may be delivered in person to the department offices located at 910 S. Friendswood Dr., Friendswood, Texas, or by certified mail, return receipt requested, to the following address: City of Friendswood, Purchasing Department, ATTN: Purchasing Coordinator, 910 S. Friendswood Dr., Friendswood, Texas 77546.
- D. The written protest must include the following information before it may be considered by the City:
 - 1. Name, mailing address, and business phone number of the protesting party.
 - 2. Identification of the bid or proposal being protested.
 - 3. A precise and concise statement of the reason/reasons for the protest which should provide enough factual information to enable the City to determine the basis of the protest.
 - 4. Any documentation or other evidence supporting the protest.
- E. The Purchasing Department, in conjunction with the department responsible for the bid or proposal solicitation, will attempt to resolve the protest, including, at the City's option, meeting with the protesting party. If the protest is successfully resolved by mutual agreement, written verification of the resolution of each ground addressed in the protest will be provided to the City Manager. If the Purchasing Department is unable to resolve the protest, the protesting party may request the protest be reviewed and resolved by the City Manager.
- F. A request for the City Manager's review must be in writing and received by the Purchasing Department within three (3) business days from the date the Purchasing Department informs the protesting party the protest cannot be resolved. The request for review must be delivered in person to the Purchasing Department at the address stated above or by certified mail, return receipt requested, to the mailing address stated above. If the protesting party fails or refuses to request a review by the City Manager within the three (3) days, the protest is deemed finalized and no further review by the City is required. Applicable documentation and other information applying to the protest may be submitted by the protesting party to the Purchasing Department before review by the City Manager. If the protesting party requests a review by the City Manager, such documentation will be forwarded to the City Manager for consideration. The City Manager may likewise notify the protesting party or any City department to provide additional information.
- G. The decision reached by the City Manager will be final, but the protesting party may still appear before the City Council during the hearing of citizens' session.

17. SHIPMENT & DELIVERY

- A. Bidder is to quote its lowest and best price F.O.B. Destination on each item to shipping location in Friendswood, Texas unless otherwise specified in the IFB. Pricing shall include packaging, transportation, unloading, and any trade and cash discounts, which may be taken if earned.
- B. The bidder certifies all materials, parts, and equipment supplied or represented in response to this IFB shall be new and unused unless noted elsewhere in this IFB.
- C. The title and risk of loss of the goods will not pass to the City until receipt and acceptance takes place at the FOB point. The City department receiving deliveries or issuing purchase orders under this contract will inspect and accept any and all deliveries made and may reject those items which are damaged or which do not conform to the specifications. The Contractor is responsible for the proper labeling, packing, and delivery to final destination, including replacement of rejected deliveries at no additional cost.
- D. Delivery dates pertaining to this specification must be clearly stated in the bid form where required and include weekends and holidays. The bidder will clearly state in the bid the time required for delivery upon receipt of contract or purchase order. Failure to specify delivery date or state unrealistically short or long delivery dates may cause the bid to be disqualified. Proposed delivery time must be specific and such phrases "as required", "as soon as possible", or "prompt" may result in disqualification of the bid. "TIME OF THE ESSENCE FOR DELIVERY" section of specifications shall govern the delivery date(s), if such section is included within the specifications.
- E. Vendor must keep the City advised as to the status of the delivery. When delivery delay can be foreseen, the Vendor shall give prior notice to the City.

- F. Default in promised delivery, without acceptable reasons, or failure to meet specifications without remedy shall cause the City to purchase the goods elsewhere, and charge any increase in cost and handling to the defaulting vendor. This does not limit any other remedies to the City for damage entitled under the Uniform Commercial Code.

18. PAYMENTS

- A. Payment of invoices by the City shall be made in full thirty (30) days after receipt and acceptance of all equipment or performance of services covered by each purchase order. Bidder shall state his bid in accordance with the standard payment terms and conditions of the City of Friendswood in Net 30 days. All bids must be stated in terms of dollars and cents, the bidder's lowest, best, and final price.
- B. Invoices submitted or otherwise used pursuant to the bid awarded under this IFB shall be presented to the City in the following form and content:
1. Each invoice must reference the City of Friendswood contract, agreement, or P.O. number.
 2. Only one contract, agreement, or project shall be billed on a particular invoice.
 3. Each invoice must have a billing or invoice number and an Invoice Total.
- C. The invoice requirements stated herein shall not be read to disallow or exclude other information that may be otherwise required or requested by the City. Such information required herein must be submitted only on an invoice and not in any other non-invoice form or document.

19. DISCOUNTS

Prompt payment discounts will not be considered in determining low bids and making awards.

20. ASSIGNMENT

No right or interest in the contract shall be assigned, nor delegation of any obligation made by Vendor without the written permission of the City. Any attempted assignment or delegation by Vendor shall be wholly void and totally ineffective for all purposes unless made in conformity with this paragraph.

21. WAIVER

No claim or right arising out of a breach of this contract can be discharged in whole or in part by a waiver or renunciation of the claim or right unless the waiver or renunciation is supported by consideration and is in writing signed by the aggrieved party.

22. FORCE MAJEURE

In the event that the performance by either party of any of its obligations under this contract is interrupted or delayed by events outside of their control such as acts of God, war, riot, or civil commotion, then the party is excused from such performance for the period of time reasonably necessary to remedy the effects of the events.

23. GRATUITIES

The City may, by written notice to the Vendor, cancel this contract without liability to the City if it is determined by the City that gratuities have been offered to any officer or employee of the City with a view toward securing a contract, securing favorable treatment with respect to the awarding, amending, or the making of any determinations in respect to the performance of such a contract. In the event City, as set forth in this paragraph, cancels this contract the City shall be entitled to recover from the Vendor all additional costs incurred by City as a result of the cancellation.

24. TERMINATION

- A. **DEFAULT:** Failure by either party to perform any of its provisions will constitute a default and breach of contract, in which case, the other party may require corrective action within 10 days from the date the defaulting party receives written notice citing the nature of the breach. Failure of the defaulting party to take corrective action or to provide a satisfactory written reply excusing such failure within the prescribed 10 days will authorize the other party to terminate this agreement by written notice.
- B. **CONVENIENCE:** The City reserves the right to terminate this contract upon 30 days written notice for any reason deemed by the City Council to serve the public interest. Termination for convenience will not be made when termination is authorized under any other provisions of this contract. In the event of such termination the City will pay the Contractor those costs directly

attributable to supplies obtained in compliance with the contract prior to termination. Provided, however, that no costs will be paid to the Contractor which are recoverable in the normal course of doing business. The City is not liable for loss of any profits anticipated to be made hereunder.

- C. **FUNDING:** The City retains the right to terminate this contract at the expiration of each of the City's budget periods. This contract is conditioned on a best efforts attempt by City to obtain and appropriate funds for payment of any debt due by City herein.

25. ENTIRETY OF AGREEMENT/AMENDMENTS

This represents the entire agreement between the parties relating to the subject matter of this contract. Any prior agreements, promises, negotiations, or representations between the parties are not binding unless included in this contract. All amendments to this contract must be in writing and executed by both parties.

26. SEVERABILITY

In case any one or more of the provisions contained in this contract is held to be invalid or unenforceable in any respect by a court of proper jurisdiction, the invalidity, illegality or unenforceability will not affect any other provision of this contract, and this contract will be construed as if the invalid or unenforceable provision was not contained herein.

27. INSURANCE

If required, specific insurance provisions will be included in bid specifications. An original, certified copy of an insurance certificate must be submitted within ten days from request. The successful vendor will be required to maintain, at all times during performance of the contract, the insurance detailed in bid specifications. Failure to provide this document may result in disqualification of bid.

28. INDEMNITY

CONTRACTOR SHALL PROTECT, DEFEND, INDEMNIFY, AND HOLD THE CITY, ITS OFFICERS, ELECTED OFFICIALS, AGENTS, AND EMPLOYEES, HARMLESS FROM ANY CLAIMS, FINES, DEMANDS, LOSS, DAMAGE, SUIT, AND LIABILITY OF EVERY KIND, INCLUDING ALL EXPENSES OF LITIGATION, COURT COSTS, AND ATTORNEY'S FEES, FOR INJURY TO OR DEATH OF ANY PERSON, OR FOR DAMAGE TO ANY PROPERTY, CAUSED BY THE NEGLIGENT, INTENTIONAL OR WILLFUL ACTS OR OMISSIONS OF THE CONTRACTOR, ITS OFFICERS, EMPLOYEES, AGENTS, CONTRACT LABORERS, OR SUBCONTRACTORS IN THE PERFORMANCE OF THIS AGREEMENT.

CONTRACTOR SHALL COMPLY WITH THE REQUIREMENTS OF ALL APPLICABLE LAWS, RULES, AND REGULATIONS IN CONNECTION WITH THE SERVICES OF CONTRACTOR AND SHALL EXONERATE, INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CITY, ITS OFFICERS, AGENTS AND ALL EMPLOYEES FROM ANY AND ALL LIABILITY, LOSS OR DAMAGE ARISING OUT OF NONCOMPLIANCE WITH SUCH LAWS, RULES AND REGULATIONS, WITHOUT LIMITATION. CONTRACTOR SHALL ASSUME FULL RESPONSIBILITY FOR PAYMENTS OF FEDERAL, STATE AND LOCAL TAXES OR CONTRIBUTIONS IMPOSED OR REQUIRED UNDER THE SOCIAL SECURITY, WORKER'S COMPENSATION, AND INCOME TAX LAWS WITH RESPECT TO CONTRACTOR'S EMPLOYEES. FURTHER, CONTRACTOR SHALL EXONERATE, INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CITY, ITS OFFICERS, AGENTS AND ALL EMPLOYEES FROM ANY AND ALL LIABILITY, LOSS, DAMAGES, EXPENSES OR CLAIMS ARISING OUT OF ANY ACT OR OMISSION, INTENTIONAL TORT, OR FAILURE TO PAY A SUBCONTRACTOR OR SUPPLIER OF CONTRACTOR, ITS OFFICERS, AGENTS AND EMPLOYEES IN CONNECTION WITH ANY OF THE WORK PERFORMED OR TO BE PERFORMED UNDER THIS CONTRACT BY CONTRACTOR OR AS A RESULT OF CONTRACTOR'S FAILURE TO USE AND EMPLOY REASONABLE SKILL AND CARE BEFITTING THE PROFESSION IN ACCORDANCE WITH THE TERMS OF THIS AGREEMENT. FURTHER, CONTRACTOR SHALL EXONERATE, INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CITY, ITS OFFICERS, AGENTS, AND ALL EMPLOYEES FROM ANY AND ALL LIABILITY, LOSS, DAMAGES, EXPENSES OR

CLAIMS FOR INFRINGEMENT OF ANY INTELLECTUAL PROPERTY ARISING OUT OF THE USE OF ANY PLANS, DESIGN, DRAWINGS, OR SPECIFICATIONS FURNISHED BY CONTRACTOR IN THE PERFORMANCE OF THIS AGREEMENT.

THE FOREGOING INDEMNIFICATION PROVISION SHALL APPLY TO CONTRACTOR REGARDLESS OF WHETHER OR NOT SAID LIABILITY, LOSS, DAMAGES, EXPENSES, OR CLAIMS IS CAUSED IN PART BY A PARTY INDEMNIFIED HEREUNDER.

THE CONTRACTOR SHALL REQUIRE ALL OF ITS APPROVED SUBCONTRACTORS TO INCLUDE IN THEIR SUBCONTRACTS, A RELEASE AND INDEMNITY IN FAVOR OF THE CITY IN SUBSTANTIALLY THE SAME FORM AS ABOVE.

29. CONFIDENTIALITY

The City of Friendswood is governed by the Public Information Act ("The Act"), Chapter 552 of the Texas Government Code. All information submitted by prospective bidders during the bidding process is subject to release under The Act. On each page where proprietary information appears, information considered confidential must be labeled. Failure to so label the proprietary or confidential information shall be considered as a waiver of any confidentiality rights or interests. Disclosure of requested information will be determined in accordance with the Texas Public Information Act. You are not encouraged to submit such data and information unless it is absolutely required to understand and evaluate your response. If such data and information is submitted, you agree that the City shall not be liable for disclosure of such data and information and hereby release the City from any liability. In the event a request for public information is filed with the City which involves information labeled as confidential, you will be notified by the City of the request so that you will have an opportunity to contact the Attorney General as to why such information should not be released.

30. CONFLICT OF INTEREST

Chapter 176 of the Texas Local Government Code requires that any person, who enters or seeks to enter in to a contract for the sale or purchase of property, goods or services with a local government entity and who has an employment or other business relationship with a local government officer of family member of the officer, as described by Texas Local Government Code Section 176.006, shall file a completed conflict of interest questionnaire with the City within seven (7) business days after the later of:

1. The date the person begins discussions or negotiations to enter in to a contract, including submission of a bid or proposal, or
2. The date the person becomes aware of facts that require the statement to be filed.

Additional information and the form to be used to file this notice can be found at:

www.ethics.state.tx.us/whatsnew/conflict_forms.htm

31. NOTICES

All notices called for or required by this agreement will be addressed to the Purchasing Coordinator, City of Friendswood, 910 S. Friendswood Dr., Friendswood, TX 77546, or such other party or address as either party designates in writing, by certified mail, postage pre-paid, or by hand delivery, and will be effective five days after mailing.

32. CERTIFICATE OF INTERESTED PARTIES

In 2015, the Texas Legislature adopted House Bill 1295. The Texas Government Code §2252.908, and the rules issued by the Texas Ethics Commission found in Title 1, Sections 46.1, 46.3 and 46.5 of the Texas Administrative Code, require a business entity to submit a completed Form 1295 to the City before the City may enter into a contract with that business entity. The law states that a governmental entity or state agency may not enter into certain contracts with a business entity unless the business entity submits a disclosure of interested

parties to the governmental entity or state agency at the time the business entity submits the signed contract to the governmental entity or state agency. The law applies only to a contract of a governmental entity or state agency that either (1) requires an action or vote by the governing body of the entity or agency before the contract may be signed or (2) has a value of at least \$1 million. The disclosure requirement applies to a contract entered into on or after January 1, 2016.

Form 1295 must be completed online. In Box 3 of the form, provide the solicitation number shown on the cover page of this solicitation. The form is available from the Texas Ethics Commission by accessing the following web address:

https://www.ethics.state.tx.us/whatsnew/elf_info_form1295.htm

The City strongly encourages respondents to view the *Instructional Video for Business Entities* and review the FAQ's prior to proceeding with the filing.

Note: A Certification will require the provider to enter a contract/solicitation number in Box 3. That number for this solicitation is 19-02.

33. **HOUSE BILL 89**

HB 89: Beginning September 1, 2017, state law prohibits governmental entities from contracting with companies who boycott Israel. The Texas State Comptroller maintains a list of companies that boycott Israel. Inclusion on this list will prevent the City of Friendswood from entering into a contract with the contractor. Below is a link to the list.

<https://comptroller.texas.gov/purchasing/publications/divestment.php>

SB 252: Beginning September 1, 2017, a governmental entity may not enter into a governmental contract with a company that does business with Iran, Sudan, or any known terrorist organization. The Texas State Comptroller maintains a list of companies known to have contracts with or provide supplies or services to a foreign terrorist organization. Inclusion on this list will prevent the City of Friendswood from entering into a contract with the contractor. Below is a link to the list.

<https://comptroller.texas.gov/purchasing/publications/divestment.php>

SECTION II – TECHNICAL SPECIFICATIONS AND PRICING

1. SCOPE

Vendor will supply and deliver the grades of diesel and gasoline requested at the bid price of a fixed differential using the following formula:

The daily pricing listed in the Oil Price Information Service (OPIS) Pad 3-Report for Houston, Texas Rack Prices posted for the fuels listed. The last report published prior to the day of delivery will provide the basis for pricing. When invoicing the City for a delivery, vendor shall include a copy of the OPIS Pad 3 Report for the Houston location used for the price basis with the invoice. The copy may be electronic format and sent via email with a copy of the invoice.

2. ITEMS AND ESTIMATED ANNUAL QUANTITIES

Regular Unleaded Gasoline – 87 octane minimum	15,100 gallons
Ultra Low Sulphur Diesel – Grade #2	12,000 gallons

The quantities listed are only estimates based on previous usage amounts. The City of Friendswood does not guarantee to purchase any given quantity and shall not be obligated to purchase any excess stock carried by the vendor at the end of the contract. Any catalog, brand name, or manufacturer's reference used is considered to be descriptive, not restrictive, and is indicative of the type and quality desired.

Random samples may be taken from any delivery by the City of Friendswood and tested for compliance. If results comply with specifications, the City of Friendswood will stand the expense. If results do not comply, the vendor will be required to remove all materials within twenty-four (24) hours after notification. The vendor will replace a suitable product and bear the cost of all test analyses if the product does not comply with the City of Friendswood's specifications.

3. DELIVERIES

Trucks making fuel deliveries shall be equipped with the proper equipment such as ticket printers and meters to assure accurate measures. All vehicles will properly display State of Texas certification and safety placard. Each delivery will be accompanied with a MSDS sheet pertaining to the product delivered at that point.

If the bidder requires a minimum order, the City will guarantee a minimum order of 500 gallons of any one type of fuel. A minimum order must be conditioned for possible delivery at multiple locations dependent upon the City's fuel needs at the time of order.

For delivery locations, delivery trucks must be capable of pumping and metering. Regardless of the order quantity, all orders shall be priced at the same unit rate as detailed in Bid Sheet. When invoicing the City for a delivery, vendor shall include a copy of the OPIS Pad 3 Report for the Houston location used for the price basis.

4. DELIVERY LOCATIONS

All deliveries will be made on Monday thru Friday 7:00 am to 3:00 pm at:
Public Works Building
1306 Deepwood
Friendswood, Texas 77546
Tank capacity is 2,000 gallons for unleaded and 2,000 gallons for diesel.

Upon occasion, a delivery may be requested to:
Public Safety Building
1600 Whitaker
Friendswood, Texas 77546

In the future, deliveries will be moved from 1306 Deepwood to 15355 Blackhawk in Friendswood. The exact timing of that move is not known at this time.

BID SHEET

ITEM	DESCRIPTION	EST. ANN QTY.	UNIT	PRICING	CIRCLE ONE
1	Regular Unleaded Gasoline - 87 octane minimum	15,100	Gal	\$.10	Plus or Minus OPIS RACK/COST **
2	Ultra Low Sulphur Diesel - Grade #2	12,000	Gal	\$.10	Plus or Minus OPIS RACK/COST **
3	Delivery fee per load			\$ 37.50	

**LEE OIL CO INC DOES NOT SUBSCRIBE TO OPIS. RACK PRICE IS THE WHOLESALE PRICE PAID FOR FUEL AT THE BULK DISTRIBUTION TERMINAL.

In order to provide the most effective response to an emergency, the City of Friendswood will order fuel (unleaded gasoline and diesel) before the emergency (i.e. tropical storms or hurricanes). The City will need emergency deliveries after the disaster. Are you prepared to and will you provide this service under this contract?

YES Yes or No

In order to ensure economic recovery to the City of Friendswood community, the City may have a need for portable fueling tanks with pumps. Can your company provide this service?

YES Yes or No

If yes, what size tank and pump would be provided?

500, 1000, 2000 GALLON
12 VOLT OR 115 VOLT FILLRITE

If yes, what is the charge per tank and pump?

NO CHARGE

BIDDER'S CERTIFICATION

The 1985 Texas Legislature passed HB620 relating to bids by nonresident contractors (now codified at Sections 2252.001 through 2252.004, Texas Government Code). The pertinent portion of the Act has been extracted and is as follows:

(3) "Nonresident bidder" refers to a person who is not a resident.

(4) "Resident bidder" refers to a person whose principal place of business is in this state, including a contractor whose ultimate parent company or majority owner has its principal place of business in this state.

A governmental entity may not award a governmental contract to a nonresident bidder unless the nonresident underbids the lowest bid submitted by a responsible resident bidder by an amount that is not less than the amount by which a resident bidder would be required to underbid the a nonresident bidder to obtain a comparable contract in the state in which the nonresident's principal place of business is located.

I certify that LEE OIL CO INC is a resident bidder of Texas as defined in Section 2252.001(4), Texas Government Code.

(Company Name)

Signature



Print Name

LU ANNE GLARDON

I certify that _____ is a Nonresident bidder as defined in Section 2252.001(3), Texas Government (Company Name)

and our principal place of business is _____ (City and State)

Signature _____

Print Name _____

**City of Friendswood
House Bill 89 Verification**

I, LU ANNE GLARDON (Person name), the undersigned
representative of (Company or Business name) LEE OIL CO INC

(hereafter referred to as company) being an adult over the age of eighteen (18) years of age, after being duly sworn by the undersigned notary, do hereby depose and verify under oath that the company named-above, under the provisions of Subtitle F, Title 10, Government Code Chapter 2270:

1. Does not boycott Israel currently; and
2. Will not boycott Israel during the term of the contract.

Pursuant to Section 2270.001, Texas Government Code:

1. "Boycott Israel" means refusing to deal with, terminating business activities with, or otherwise taking any action that is intended to penalize, inflict economic harm on, or limit commercial relations specifically with Israel, or with a person or entity doing business in Israel or in an Israeli-controlled territory, but does not include an action made for ordinary business purposes; and

2. "Company" means a for-profit sole proprietorship, organization, association, corporation, partnership, joint venture, limited partnership, limited liability partnership, or any limited liability company, including a wholly owned subsidiary, majority-owned subsidiary, parent company or affiliate of those entities or business associations that exist to make a profit.

03/13/2019

DATE

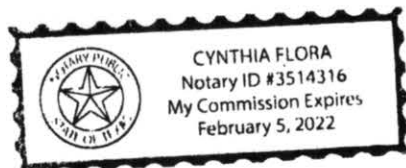
Lu Anne Glardon
SIGNATURE OF COMPANY REPRESENTATIVE

On this the 13 day of MARCH, 2019, personally appeared

LU ANNE GLARDON

, the above-named person, who after by me being duly sworn, did swear and confirm that the above is true and correct.

NOTARY SEAL



Cynthia Flora
NOTARY SIGNATURE

03/13/2019

Date

Vendor	Delivery Fee per Load	Est. 18 Deliveries	Plus OPIS Fee per Unleaded Gallon	Unleaded x 15,100 gallons	Plus OPIS Fee per Diesel Gallon	Diesel x 12,000 gallons	Grand Total
Gold Star	\$ 1.70	\$ 30.60	\$ 0.40	\$ 6,040.00	\$ 0.40	\$ 4,800.00	<u>\$ 10,870.60</u>
Lee Oil	\$ 37.50	\$ 675.00	\$ 0.10	\$ 1,510.00	\$ 0.10	\$ 1,200.00	<u>\$ 3,385.00</u>
Bay Oil	\$ 18.00	\$ 324.00	\$ 0.12	\$ 1,812.00	\$ 0.14	\$ 1,680.00	<u>\$ 3,816.00</u>



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: April 1, 2019

Date Submitted: March 19, 2019

Dept. Clearances: Steven Rhea

Prepared by: Steven Rhea

Originating Department: CMO

Subject: Access and Utilities Easement Agreement

Proceeding: Discussion and Action

City Attorney Review: Yes

Degree of importance: Critical ☐ Significant ☒ Elective ☐

Expenditure Required: \$10.00

Amount Budgeted: \$0

Appropriation Required: \$10.00

Source of Funds:
Water Fund – Above 90 Day Reserve

FINANCE APPROVAL: *krh*

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

Coastal Bend Property Development, LP is moving forward with development of Industry Park Subdivision improvements and will be using the existing unimproved access to the City's Water Treatment Plant as an entry and roadway. In doing so, Coastal Bend Development, LP is entering into the access easement agreement which will allow for the shared construction of a concrete access road and the City's perpetual access to Water Plant No. 2.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

Entering into the access agreement will provide a right-of-way easement in part for constructing a road and perpetual access to the City's Regional Water Treatment Plant No. 2.

RECOMMENDATIONS

Staff recommends Council approve the agreement and authorize the Mayor to sign the Access and Utilities Easement Agreement.

ATTACHMENTS

[Access and Utilities Easement Agreement](#)

ACCESS AND UTILITIES EASEMENT AGREEMENT

Preamble

This Agreement is made on the _____ day of _____, 2019, at Friendswood, Galveston County, Texas between COASTAL BEND PROPERTY DEVELOPMENT, LP (“Grantors”) and THE CITY OF FRIENDSWOOD (“Grantee”), whose mailing address is 910 South Friendswood Drive, Friendswood, Texas 77546.

Grant of Easement

1. For the consideration described in Paragraph 2 below, Grantors grant to Grantee an easement and right-of-way upon and across the following described property (the “Property”) of the Grantors as depicted in Exhibit A and further described by metes & bounds in Exhibits B-1 and B-2 attached hereto and made a part hereof. Grantor does not own the property described in Exhibit B-3, since it is a platted public road that the Grantee has authority to use.

Consideration

2. The easement is granted in consideration of the Grantee’s payment to Grantors of the sum of TEN and NO/100 (\$10.00) DOLLARS, and other valuable consideration, the receipt of which is acknowledged.

Character of Easement

3. This instrument grants an easement in gross.

Location of Easement

4. The easement and right-of-way shall be located in the area described in paragraph 1, above.

Purpose of Easement

5. This right-of-way easement, with its rights and privileges, shall be used all or in part for the purpose of placing, constructing, repairing and maintaining a road and utilities to Grantee's adjacent property otherwise known as Regional Water Treatment Plant No. 2.

Duration of Easement

6. This easement shall be perpetual.

Warranty of Title

7. Grantors and Grantors heirs personal representatives, successors, and assigns are and shall be bound to warrant and forever defend the easement and rights conveyed in this instrument to Grantee and Grantee's heirs, personal representatives, successors and assigns, against every person lawfully claiming all or any part of the interest in the Property.

Construction and Maintenance

8. Grantor and Grantee shall enter into a Developer Participation Agreement for the construction of a road within the ROW easement described in Exhibits B-1, B-2 and B-3. Grantee shall pay 100% of the cost of maintenance of the road described in Exhibit B-3. Grantee shall pay 20% of the cost to maintain the road described in Exhibits B-1 and B-2, and Grantor or its assignee shall pay 80% of the cost to maintain the road described in Exhibits B-1 and B-2. Grantor and Grantee shall enter into a Maintenance Agreement describing how the 20% maintenance amount will be calculated and the terms and conditions of the payment by Grantee.

Grantor may install and maintain or cause to be maintained a gate in the approximate area depicted as "proposed gate" in attached Exhibit A.

Notwithstanding the above, if either Grantor or Grantee, its employees, licensees, tenants, successors or assigns is responsible for damage within the ROW easement and road, the responsible party is obligated to pay the repair expense.

Neither Grantor or Grantee shall erect or permit the erection of any barriers, obstructions or other improvements that will interfere with the use thereof for the purposes contemplated by this declaration.

Indemnity

9. Grantee, to the extent authorized by the Constitution and laws of the State of Texas, shall hold harmless, defend, and indemnify Grantors against any suits, liabilities, claims, demands, or damages, including but not limited to personal injuries and attorney's fees, arising from Grantee's exercise of easement rights granted by this instrument.

Temporary Easements

10. In addition to the right-of-way easement located as specified in Paragraph 4 above, the parties herein shall have the right to use as much of the surface of the Property adjacent to the easement as may be reasonably necessary for the construction and installation of the contemplated road improvements in the easement. The temporary easement shall expire upon completion of the road.

Rights Reserved and Assignments

11. Grantor retains, reserves, and shall continue to enjoy the use of the surface of the easement area described in Paragraph 4 of this Agreement for any and all purposes that do not interfere with and prevent Grantee's use of the easement. Coincidentally, Grantor may all or in part subdivide and/or sell Grantor's adjacent property.

Entire Agreement

12. This Agreement contains the entire agreement between the parties relating to its subject matter. Any oral representations or modifications concerning this Agreement shall be of no force and effect. Any subsequent amendment or modification must be in writing and agreed to by both parties.

Coastal Bend Property Development, LP
By: Dan Rucker, _____

State of Texas §
 §
County of Galveston §

On this the _____ day of _____, 2019, before me, a Notary Public of the State of Texas, personally appeared _____, known or proved to me on the basis of satisfactory evidence, to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same and for the purposes and consideration therein stated.

WITNESS MY HAND and official seal.

Notary Public, State of Texas

ACCEPTED BY GRANTEE:

ATTEST:

Mike Foreman, Mayor

Melinda Welsh, TRMC

City Secretary

ADDRESS OF GRANTEE:

City of Friendswood, Texas

910 South Friendswood Drive

Friendswood, Texas 77546

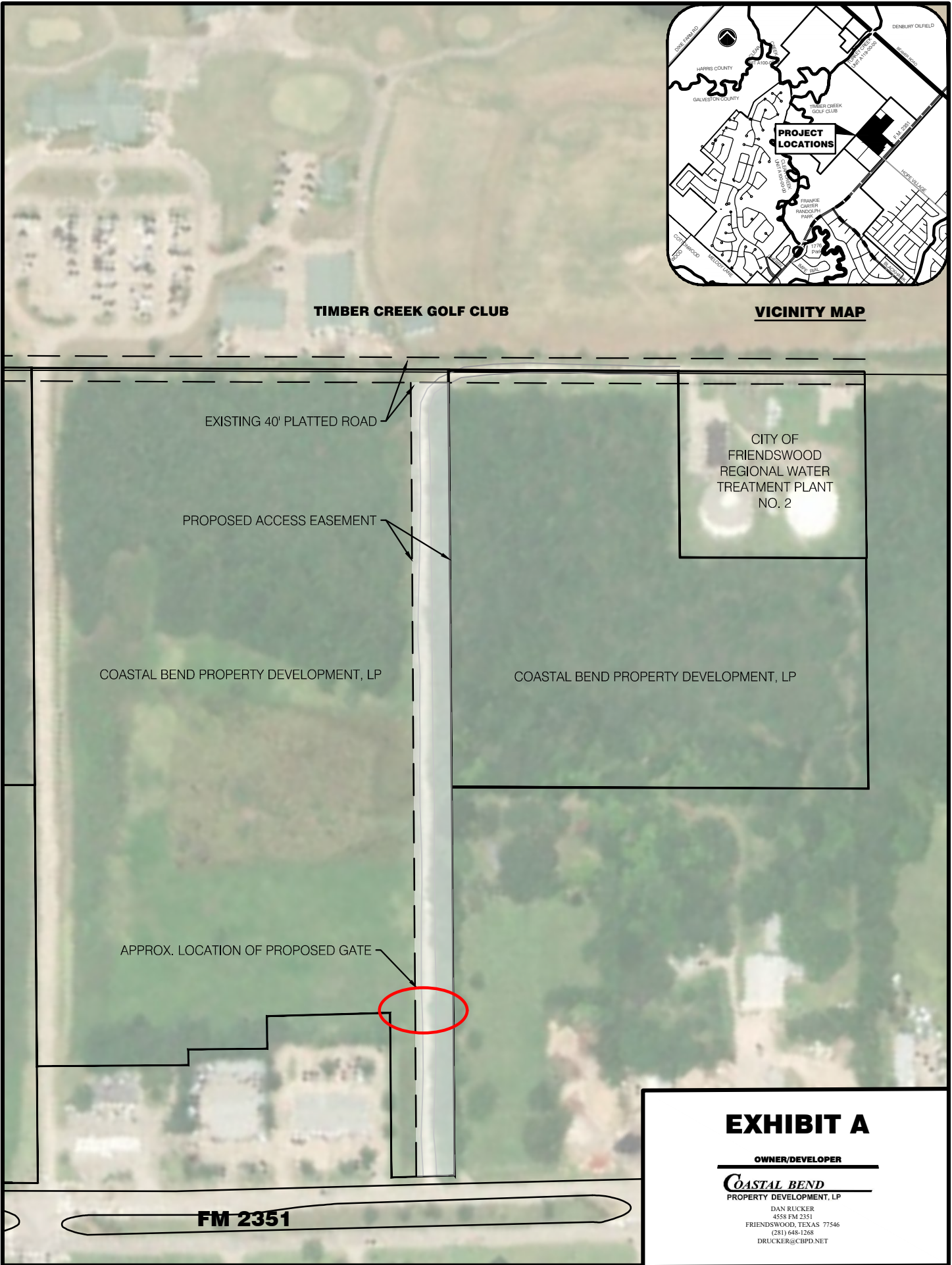


EXHIBIT B-1

50' PRIVATE ACCESS & UTILITY EASEMENT

BEING a 50 foot private access and utility easement out of a called 16.5913 acre tract of land conveyed to Coastal Bend Property Development, LP recorded under Harris County Clerk File No. 20150084705 Harris County, Texas, located in the Perry and Austin League, Abstract 55, Harris County, Texas, being out of and a part of Division B and C, of Lot 63 of the HOIDALE-COFFMAN ADDITION Subdivision as recorded in Volume 3, Page 6, Harris County Map Records said 50 foot private access and utility easement being more particularly described by metes and bounds as follows:

Beginning at a 1/2 inch iron rod found in the northerly right-of-way line of F.M. 2351 (120' R.O.W.) said iron rod marking the common line between Lots 63 and 64 of said HOIDALE-COFFMAN ADDITION being the easterly corner of the herein described tract;

Thence S. 40° 21' 20" W., along and with said northerly right-of-way of F.M. 2351, a distance of 50.01 feet to a point for corner;

Thence N. 48° 18' 48" W., a distance of 884.74 feet to a point for corner in the southeasterly line of Restricted Reserve "A" BSR SUBDIVISION NO. 1 according to the map or plat thereof recorded in Volume 646 Page 183 of the Map Records of Harris County, Texas;

Thence N. 41° 42' 09" E., along and with the southeasterly line of said Restricted Reserve "A" BSR SUBDIVISION NO. 1 a distance of 50.00 feet to a found 5/8 inch iron rod capped for the easterly corner of said Restricted Reserve "A" BSR SUBDIVISION NO. 1, also being in the common line of said Lots 63 and 64;

Thence S. 48° 18' 48" E., along and with the common line of said Lots 63 and 64 at a distance of 267.84 feet passing a 5/8 inch iron rod found for the common corner of Lot 64 Division A and D and Lot 63 Division B and C and continuing for a total distance of 883.57 feet to the **Point of Beginning**.

Basis of Bearing: Grid North - Texas State Coordinate System, NAD83, South Central Zone.

NOTE: THIS PROPERTY DESCRIPTION HAS BEEN PREPARED BASED ON AN ACTUAL SURVEY MADE ON THE GROUND UNDER THE DIRECTION OF SCOTT D. ELLIS REGISTERED PROFESSIONAL LAND SURVEYOR 6261, DATED JUNE 26, 2018 AND TO WHICH REFERENCE IS HEREBY MADE.

PREPARED

November 26, 2018

BY

ELLIS SURVEYING SERVICES
2805 25th Avenue North
Texas City Tx. 77590
Texas Firm Reg. No. 100340-00
TEL.: 409-938-8700 FAX: 866-678-7685



Scott D. Ellis

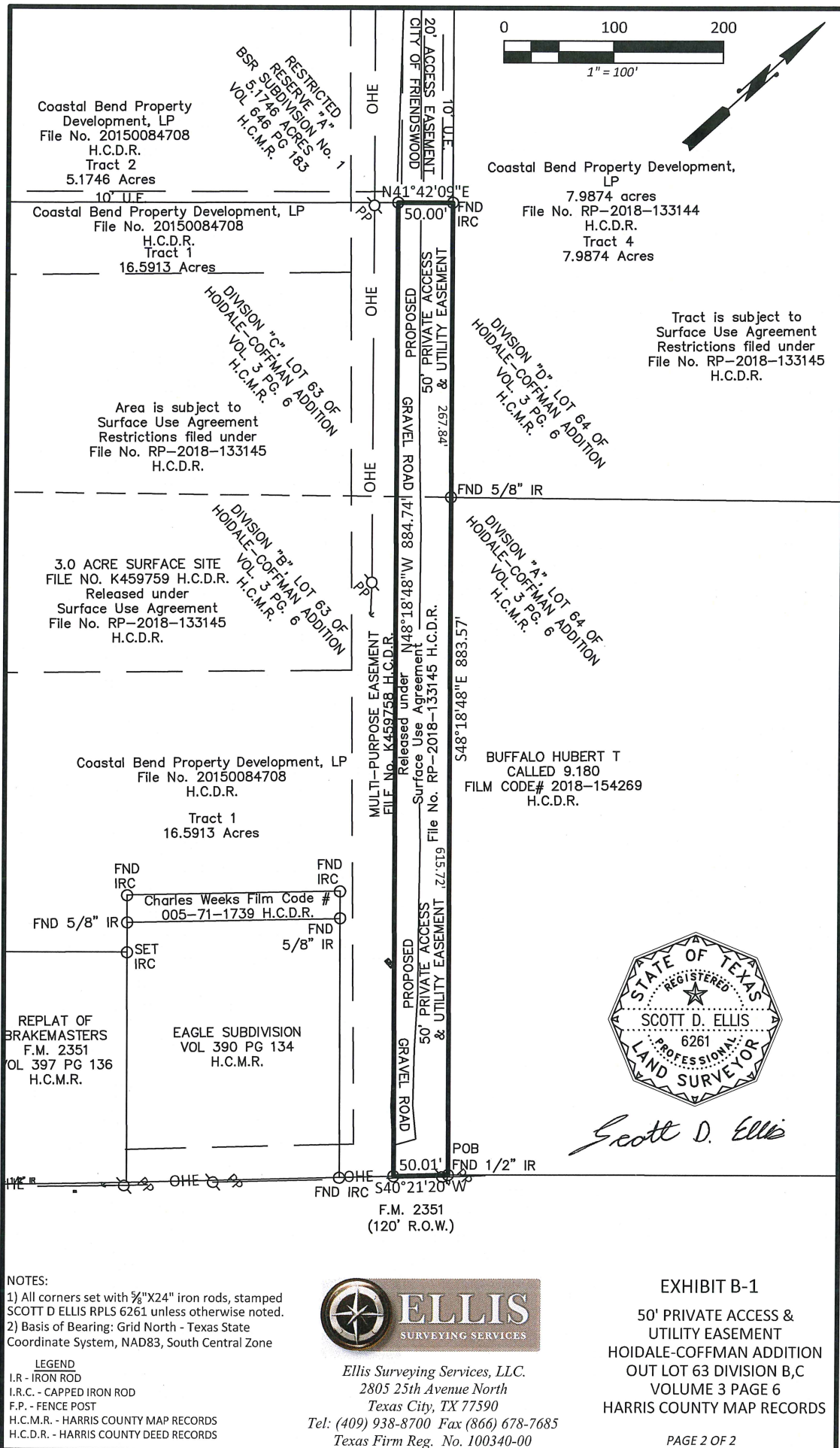


EXHIBIT B-2

50' PRIVATE ACCESS & UTILITY EASEMENT

BEING a 50 foot private access and utility easement out of the north 50 feet of Restricted Reserve "A" BSR SUBDIVISION NO. 1 a subdivision according to the map or plat thereof recorded in Volume 646 Page 183 of the Map Records of Harris County, Texas, said 50 foot private access and utility easement being more particularly described by metes and bounds as follows:

Beginning at a found 5/8 inch capped iron rod found for easterly corner of the herein described tract;

Thence S. 41° 42' 09" W., along and with the southeasterly line of said Restricted Reserve "A", a distance of 50.00 feet to a point for corner;

Thence N. 48° 18' 48" W., a distance of 392.75 feet to a point for corner in the southeasterly line of TIMBER CREEK GOLF CLUB according to the map or plat thereof recorded in Volume 449 Page 055 of the Map Records of Harris County, Texas;

Thence N. 42° 22' 47" E., along and with the southeasterly line of said TIMBER CREEK GOLF CLUB a distance of 50.00 feet to a found 5/8 inch iron rod capped for the northerly corner of said Restricted Reserve "A" BSR SUBDIVISION NO. 1, also being in the common line of Division C Lot 63 and Division D, of Lot 64 of the HOIDALE-COFFMAN ADDITION Subdivision as recorded in Volume 3, Page 6, Harris County Map Records ;

Thence S. 48° 18' 48" E., along and with the common line of said Division C and D, of Lots 63 and 64 a distance of 392.16 feet to the **Point of Beginning**.

Basis of Bearing: Grid North - Texas State Coordinate System, NAD83, South Central Zone.

NOTE: THIS PROPERTY DESCRIPTION HAS BEEN PREPARED BASED ON AN ACTUAL SURVEY MADE ON THE GROUND UNDER THE DIRECTION OF SCOTT D. ELLIS REGISTERED PROFESSIONAL LAND SURVEYOR 6261, DATED JUNE 26, 2018 AND TO WHICH REFERENCE IS HEREBY MADE.

PREPARED

November 26, 2018

BY

ELLIS SURVEYING SERVICES

2805 25th Avenue North

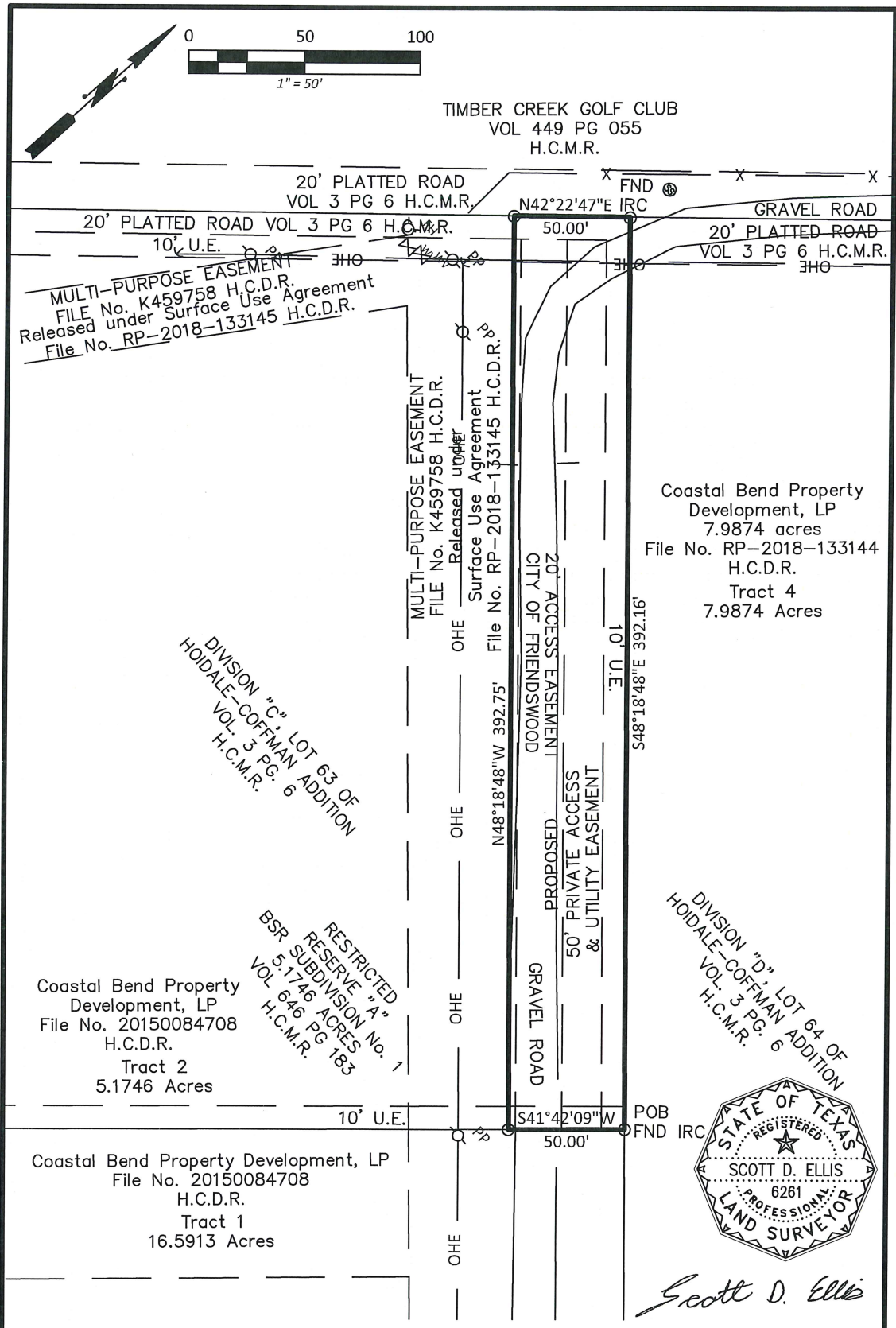
Texas City Tx. 77590

Texas Firm Reg. No. 100340-00

TEL.: 409-938-8700 FAX: 866-678-7685



A handwritten signature in cursive script that reads "Scott D. Ellis".



NOTES:
 1) All corners set with 5/8"X24" iron rods, stamped SCOTT D ELLIS RPLS 6261 unless otherwise noted.
 2) Basis of Bearing: Grid North - Texas State Coordinate System, NAD83, South Central Zone

LEGEND
 I.R. - IRON ROD
 I.R.C. - CAPPED IRON ROD
 F.P. - FENCE POST
 H.C.M.R. - HARRIS COUNTY MAP RECORDS
 H.C.D.R. - HARRIS COUNTY DEED RECORDS



Ellis Surveying Services, LLC.
 2805 25th Avenue North
 Texas City, TX 77590
 Tel: (409) 938-8700 Fax (866) 678-7685
 Texas Firm Reg. No. 100340-00



Scott D. Ellis

EXHIBIT B-2

50' PRIVATE ACCESS &
 UTILITY EASEMENT
 BSR SUBDIVISION NO. 1
 VOL 646 PG 183
 HARRIS COUNTY MAP RECORDS

EXHIBIT B-3

20' PRIVATE ACCESS & UTILITY EASEMENT

BEING a 20 foot private access and utility easement out of Reserve "A" TIMBER CREEK GOLF CLUB a subdivision according to the map or plat thereof recorded in Volume 449 Page 055 of the Map Records of Harris County, Texas, said 20 foot private access and utility easement being more particularly described by metes and bounds as follows:

Beginning at a found 5/8 inch capped iron rod found for the southerly corner of the herein described tract also being the northerly corner of Restricted Reserve "A" BSR SUBDIVISION NO. 1 a subdivision according to the map or plat thereof recorded in Volume 646 Page 183 of the Map Records of Harris County, Texas;

Thence N. 48° 18' 49" W., a distance of 50.00 feet to a point for corner, being in the northwesterly line of platted 40 foot road according to the map or plat thereof recorded in Volume 3 Page 6 of the Map Records of Harris County, Texas;

Thence N. 42° 22' 46" E., along and with said northwesterly line of 40 foot road a distance of 363.69 feet to a point for corner;

Thence S. 48° 22' 22" E., a distance of 20.00 feet to a point for corner being the westerly corner of that certain 2.00 tract conveyed to the City of Friendswood as described in Harris County Clerk File No V258024 of the Harris County Deed Records;

Thence S. 42° 22' 46" W., a distance of 363.71 feet to the **Point of Beginning**.

Basis of Bearing: Grid North - Texas State Coordinate System, NAD83, South Central Zone.

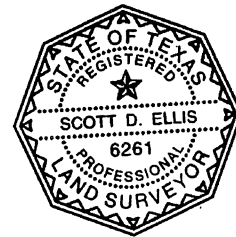
NOTE: THIS PROPERTY DESCRIPTION HAS BEEN PREPARED BASED ON AN ACTUAL SURVEY MADE ON THE GROUND UNDER THE DIRECTION OF SCOTT D. ELLIS REGISTERED PROFESSIONAL LAND SURVEYOR 6261, DATED JUNE 26, 2018 AND TO WHICH REFERENCE IS HEREBY MADE.

PREPARED

November 26, 2018

BY

ELLIS SURVEYING SERVICES
2805 25th Avenue North
Texas City Tx. 77590
Texas Firm Reg. No. 100340-00
TEL.: 409-938-8700 FAX: 866-678-7685



SCOTT D. ELLIS



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: April 2019

Date Submitted: March 20, 2019

Dept. Clearances: RBW

Prepared by: Lisa Price

Subject: Acquisition and Implementation of Integrated Body-Worn Camera and In-Car Solution

Originating Department: Police Department

City Attorney Review: N/A

Proceeding: Discussion and Action

Degree of importance: Critical ☒ Significant ☐ Elective ☐

Expenditure Required: \$250,000

Amount Budgeted: \$28,400

Appropriation Required: \$221,600

Source of Funds: PIF Revenue,
General Fund Operating Funds,
General Fund Balance or Potential
Capital Lease proceeds

FINANCE APPROVAL: *krh*

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

Nearly two decades ago, the Friendswood Police Department was one of the first agencies in the area to adopt and deploy in-car video systems. The system deployed was furnished by Mobile Vision In-Car Video, a subsidiary of the L-3 Corporation. This once state-of-the-art system, along with its body-worn camera solution, is now grossly inadequate to meet current technology and fall short of industry acceptable standards. Many of the in-car systems are out of warranty and L-3 Mobile Vision has failed to meet development and shipment of their upgraded body camera products, to the extent that L-3 has sold its in-car camera and body-worn camera lines to a competitor (Coban). After meeting with several other vendors (Motorola, Axon, and WatchGuard), the Department has found a cost-effective and reliable body-worn camera and in-car camera solution in WatchGuard.

The Police Department proposes a new vendor, WatchGuard, for the acquisition and implementation of an integrated body-worn camera and in-car camera solution. The project will also include a new software storage server to maintain the camera data. Discussions with the City Manager's Office, IT, and Finance developed a proposed funding plan for the solution which includes the use of Federal Asset Forfeiture Funds of \$100,000 and current budgeted funds in the Police Department (unspent equipment replacement contingency funds of \$20,000 & body-worn camera replacements of \$8,400). Financing options are being researched for the remaining funds of \$221,600 needed to complete the project.

A portion of the Vehicle Replacement Fund internal lease payments will cover the cost of vehicle in-car camera replacements when new fleet vehicles are purchased and outfitted for Police Department use. Approximately \$18,000 in the Police Department's annual current services budget allotted for the existing body and vehicle in-car camera maintenance and replacement will be available to support future maintenance and replacement of the hardware and software components of the new camera equipment system.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

L-3 has notified the Department of cancellations of products, delayed upgrades and services. The police department has hardware that is no longer be supported. The use of body-worn cameras and in-care video cameras reduces liability and assists in prosecution of offenders. The use of such systems by police agencies is now well-accepted and expected by the public as required police equipment.

RECOMMENDATIONS

Discuss options with City Council during work session. Staff recommends approval of a motion authorizing the purchase of the WatchGuard body-worn camera and in-car camera solution.

ATTACHMENTS

[WatchGuard BWC IC quote](#)

[Motorola BWC IC quote](#)

[Axon BWC IC quote](#)



4RE/VISTA Price Quote

CUSTOMER: Friendswood Police Department

ISSUED: 3/7/2019 8:46 AM

EXPIRATION: 6/1/2019 11:00 AM

,
,,
,,,

**TOTAL PROJECT ESTIMATED AT:
\$249,716.00**

ATTENTION: Dennis Senter

SALES CONTACT: Dave Childress

PHONE: 281-996-3300

DIRECT: (281) 782-2544

E-MAIL:

E-MAIL: DChildress@WatchGuardVideo.com

4RE and VISTA Proposal VISTA HD Cameras and Options

Part Number	Detail	Qty	Direct	Discount	Total Price
VIS-EXT-WIF-BUN	VISTA HD WiFi and 4RE System Bundle. Includes 4RE Standard DVR Camera System with integrated 200GB automotive grade hard drive, ZSL camera, 16GB USB removable thumb drive, rear facing cabin camera, GPS, hardware, cabling and your choice of mounting bracket. It will also include the VISTA HD Wi-Fi Extended Capacity Wearable Camera with 9 hours continuous HD recording, one camera mount, 32 GB of storage, Wi-Fi docking base, Power over Ethernet Smart Switch	34.00	\$5,550.00	\$277.50	\$179,265.00
VIS-EXT-WIF-001	VISTA HD WiFi Additional Camera Only	21.00	\$995.00	\$49.75	\$19,850.25
VIS-XLT-WIF-001	VISTA XLT 2-Piece Body Camera. Includes the VISTA XLT Wi-Fi 2-Piece Body-Mounted Camera with 12 hours continuous HD recording, with 32 GB of storage. Also includes your choice of one DVR mount, and one camera mount	5.00	\$1,095.00	\$54.75	\$5,201.25
VIS-CHG-BS2-KIT	VISTA Charging Base R2 Kit, incl. Power and USB Cables	60.00	\$95.00	\$4.75	\$5,415.00
VIS-VTS-DTC-001	VISTA Transfer Station Assy, 8 Cameras, Ethernet, DEV 144, Enhanced ESD Protection	2.00	\$1,495.00	\$224.75	\$2,540.50

VISTA HD Warranties

Part Number	Detail	Qty	Direct	Discount	Total Price
WAR-VIS-CAM-1ST	Warranty, VISTA 1st Year (Months 1-12) Included	60.00	\$0.00	\$0.00	\$0.00

Evidence Library 4 Web Software and Licensing

Part Number	Detail	Qty	Direct	Discount	Total Price
KEY-EL4-SRV-001	Evidence Library 4 Web Server Site License Key	1.00	\$1,000.00	\$50.00	\$950.00
KEY-EL4-DEV-004	Evidence Library 4 Web VISTA Combo-Discount Device License Key	34.00	\$75.00	\$3.75	\$2,422.50
KEY-EL4-DEV-002	Evidence Library 4 Web VISTA Device License Key	26.00	\$150.00	\$7.75	\$3,698.50

415 E. Exchange Parkway • Allen, TX • 75002
Toll Free (800) 605-6734 • Main (972) 423-9777 • Fax (972) 423-9778
www.WatchGuardVideo.com



4RE/VISTA Price Quote

KEY-EL4-DEV-001	Evidence Library 4 Web 4RE In-Car Device License Key	35.00	\$150.00	\$7.75	\$4,978.75
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4RE In-Car System and Options

Part Number	Detail	Qty	Direct	Discount	Total Price
CAM-4RE-PAN-NHD	Additional Front Camera, 4RE, HD Panoramic	34.00	\$200.00	\$10.00	\$6,460.00

4RE Interview System and Options

Part Number	Detail	Qty	Direct	Discount	Total Price
4RE-STD-GPS-RV2	4RE Interview Room Camera System. Includes two cameras, one dome and one pinhole camera. Also includes a microphone, DVR, integrated 200GB automotive grade hard drive, 16GB USB removable thumb drive, desktop stand & cabling, 1 yr. warranty and remote viewing software.	1.00	\$5,195.00	\$259.75	\$4,935.25

Wireless Video Transfer and Networking Options

Part Number	Detail	Qty	Direct	Discount	Total Price
4RE-WRL-KIT-101	4RE In-Car 802.11n Wireless Kit, 5GHz (2.4 GHz is available by request)	34.00	\$200.00	\$10.00	\$6,460.00
WAP-MIK-CON-802	WiFi Access Point, Configured, MikroTik, 802.11n, 5GHz, SXT, AP	3.00	\$250.00	\$45.50	\$613.50

4RE Hardware Warranties

Part Number	Detail	Qty	Direct	Discount	Total Price
WAR-4RE-CAR-1ST	Warranty, 4RE, In-Car, 1st Year (Months 1-12)	35.00	\$0.00	\$0.00	\$0.00

Software Maintenance and CLOUD-Share

Part Number	Detail	Qty	Direct	Discount	Total Price
SFW-MNT-EL4-001	Software Maintenance, Evidence Library, 1st Year (Months 1-12)	95.00	\$0.00	\$0.00	\$0.00
SFW-EL4-CLD-BAS	Evidence Library 4 Web CLOUD-SHARE - Basic	95.00	\$0.00	\$0.00	\$0.00

Additional Software and Licensing

Part Number	Detail	Qty	Direct	Discount	Total Price
KEY-WGV-RED-001	Software, REDACTIVE(sm), Single User License	1.00	\$4,995.00	\$249.75	\$4,745.25
WAR-WGR-MNT-3YR	REDACTIVE(sm) Software Support & Maintenance, 3-Year Bundle	1.00	\$2,795.00	\$139.75	\$2,655.25

WatchGuard Video Technical Services

Part Number	Detail	Qty	Direct	Discount	Total Price
SVC-VID-REM-100	Video System Removal (Per Unit Charge)	34.00	\$100.00	\$0.00	\$3,400.00
SVC-4RE-INS-100	4RE System Installation, In-Car (Per Unit Charge)	34.00	\$400.00	\$0.00	\$13,600.00
SVC-4RE-ONS-400	4RE System Setup, Configuration, Testing and Training (WG-TS)	1.00	\$2,500.00	\$0.00	\$2,500.00
	Project Discount	1.00	\$-22,300.00	\$0.00	\$-22,300.00

Shipping and Handling

Part Number	Detail	Qty	Direct	Discount	Total Price
Freight	Shipping/Handling and Processing Charges	1.00	\$2,325.00	\$0.00	\$2,325.00
					\$249,716.00



4RE/VISTA Price Quote

Total Estimated Tax, may vary from State to State \$0.00

Configuration Discounts	\$13,604.00
Additional Quote Discount	\$0.00
Total Amount	\$249,716.00

NOTE: This is only an estimate for 4RE & VISTA related hardware, software and WG Technical Services. Actual costs related to a turn-key operation requires more detailed discussion and analysis, which will define actual back-office costs and any costs associated with configuration, support and installation. Please contact your sales representative for more details.

To accept this quotation, sign, date and return with Purchase Order: _____ DATE: _____



FRIENDSWOOD POLICE DEPT

02/04/2019

02/04/2019

FRIENDSWOOD POLICE DEPT
1600 WHITAKER DR
FRIENDSWOOD, TX 77546

Dear ,

Motorola Solutions, Inc. is pleased to present FRIENDSWOOD POLICE DEPT with this quote for quality communications equipment and services. The development of this quote provided us the opportunity to evaluate your requirements and propose a solution to best fulfill your communications needs.

This information is provided to assist you in your evaluation process. Our goal is to provide FRIENDSWOOD POLICE DEPT with the best products and services available in the communications industry. Please direct any questions to Michael Lopez at Michael.Lopez1@motorolasolutions.com.

We thank you for the opportunity to provide you with premier communications and look forward to your review and feedback regarding this quote.

Sincerely,

Michael Lopez

Motorola Solutions, Inc.

Billing Address:
 FRIENDSWOOD POLICE DEPT
 1600 WHITAKER DR
 FRIENDSWOOD, TX 77546
 US

Quote Date:02/04/2019
 Expiration Date:05/01/2019
 Quote Created By:
 Michael Lopez
 Michael.Lopez1@
 motorolasolutions.com

Customer:
 FRIENDSWOOD POLICE DEPT

Contract:
 17724 - HGAC (TX)

Line #	Item Number	Description	Qty	Term	List Price	Sale Price	Ext. Sale Price
	Digital Evidence Management Solutions						
1	N7001A	SI500 VIDEO CAMERA SPEAKER MICROPHONE	60		included	included	included
1a	QA06899AB	ADD: HIGH CAP IMPRES BATTERY LIION 3750T	60		\$50.00	\$37.50	\$2,250.00
1b	QA07493AA	ADD: HOLSTER WITH CENTER CHEST MOUNT	60		\$20.00	\$15.00	\$900.00
1c	QA06312AC	ADD: GCAI CABLE WITH DEAD BAT FUNCTION	60		\$58.00	\$43.50	\$2,610.00
2	SSV00S00339A	DIGITAL EVIDENCE MGMT SOLN 5YR SERVICE CHARGE*	60	5 YEARS	\$798.60	\$550.00	\$33,000.00
3	SSV00S00665A	INFRASTRUCTURE, SERVICES, DIGITAL EVIDENCE MANAGEMENT SYSTEM SUBSCRIPTION*	60	5 YEARS	\$4,099.80	\$3,000.00	\$180,000.00
4	SSV00S00329A	CC VAULT STORE*	60	5 YEARS	included	included	included
5	SSV00S00330A	CC VAULT MANAGE*	60	5 YEARS	included	included	included
6	SSV00S00331A	CC VAULT JUDICIAL*	60	5 YEARS	included	included	included
7	SSV00S00666A	SOFTWARE MAINTENANCE*	60	5 YEARS	included	included	included



Motorola's quote is based on and subject to the terms and conditions of the valid and executed written contract between Customer and Motorola (the "Underlying Agreement") that authorizes Customer to purchase equipment and/or services or license software (collectively "Products"). If no Underlying Agreement exists between Motorola and Customer, then Motorola's Standard Terms of use and Purchase Terms and Conditions govern the purchase of the Products.

Line #	Item Number	Description	Qty	Term	List Price	Sale Price	Ext. Sale Price
8	LSV00S00806A	ESSENTIAL W ACCIDENT DAMAGE	60	5 YEARS	included	included	included
9	PSV00S01189A	COMMANDCENTRAL VAULT OPERATIONAL INTEGRATION	1		\$11,550.00	\$9,240.00	\$9,240.00
10	SI127AJ	CONTRACTED SERVICES -DIGITAL EVIDENCE MGMT SOLN INTEGRATION	1		\$16,363.64	\$13,090.91	\$13,090.91
11	SI208AJ	PM SI - DIGITAL EVIDENCE MGMT SOLN INTEGRATION	1		\$39,614.58	\$31,691.66	\$31,691.66
12	HKVN4689A	SI DEVICE WIRELESS AUDIO	1		\$0.00	\$0.00	\$0.00
13	SSV00S00334A	CC VAULT UNLIMITED STORAGE*	60	5 YEARS	\$2,100.00	\$1,500.00	\$90,000.00
14	CB000262A01	CABLE,MICRO USB PROGRAMMING CABLE	1		\$11.00	\$10.45	\$10.45
15	PMNN4530A	BATT IMPRES 2 LIION 3750T	60		\$95.00	\$76.00	\$4,560.00
16	PMLN7960A	MOUNTING KIT,SI MAGNETIC MOUNT CARRY HOLSTER	60		\$128.00	\$96.00	\$5,760.00
17	PMLN7412B	AUDIO ACCESSORY-EARPIECE,RECEIVE ONLY WITH COILCORD,LONG	1		\$64.00	\$46.72	\$46.72
18	NNTN8929A	SI SERIES TETHERED POCKET ADAPTER MUC	35		\$13.00	\$9.75	\$341.25
19	PS000150A18	POWER SUPPLY ADAPTOR,POWER- WALL CUBE,AC,DC,POWER SUPPLY WALL CUBE,AC,DC,7.5W, 100V-240V,MICROUSB,BZ L	1		\$25.00	\$18.75	\$18.75
20	NNTN9058A	CHGR DESKTOP MULTI UNIT IMPRES 2 1 DISPLAY EXT PS US	6		\$2,300.00	\$0.00	\$0.00



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Line #	Item Number	Description	Qty	Term	List Price	Sale Price	Ext. Sale Price
21	PMPN4169A	CHGR VEHICULAR ADAPTER VPA	30		\$65.00	\$48.75	\$1,462.50
22	PMPN4119A	CHARGER,CHGR VEHICULAR ADAPTER EXT USB CHGR 5VDC	30		\$23.00	\$17.25	\$517.50
23	SI128AJ	ENGINEERING SI-DIGITAL EVIDENCE MGMT SOLN INTEGRATION	1		\$20,000.00	\$16,000.00	\$16,000.00

Grand Total **\$391,499.74**

Pricing Summary

	List Price	Sale Price	Payment Terms
Upfront Costs for Hardware, Accessories and Implementation plus Annual Subscription Fee - Year 1	\$247,896.82	\$175,499.74	30 NET days from Contract Execution
Annual Subscription Fee - Year 2	\$74,397.60	\$54,000.00	Each Anniversary of Contract Execution
Annual Subscription Fee - Year 3	\$74,397.60	\$54,000.00	Each Anniversary of Contract Execution
Annual Subscription Fee - Year 4	\$74,397.60	\$54,000.00	Each Anniversary of Contract Execution
Annual Subscription Fee - Year 5	\$74,397.60	\$54,000.00	Each Anniversary of Contract Execution
Grand Total System Price	\$545,487.22	\$391,499.74	

* Additional information is required for one or more items on the quote for an order.

Notes:

- **PLEASE BE ADVISED:** Motorola Solutions is moving towards being more environmentally green and emailing invoices. You may receive an email invoice instead of a mailed invoice, depending on the purchase. In addition, the invoice may have a new address for submitting payments. If you have any questions or would like to change where your electronic invoices will be delivered, please contact your credit analyst or dial 800-422-4210.
- This quote contains items with approved price exceptions applied against it.



Motorola's quote is based on and subject to the terms and conditions of the valid and executed written contract between Customer and Motorola (the "Underlying Agreement") that authorizes Customer to purchase equipment and/or services or license software (collectively "Products"). If no Underlying Agreement exists between Motorola and Customer, then Motorola's Standard Terms of use and Purchase Terms and Conditions govern the purchase of the Products.

Total 5 Year BASIC + TAP Program	BUDGETARY PRICING ONLY					
PROGRAM - 5 Year BASIC LICENSES	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTAL
AXON BODY 2 cameras - 60	\$29,940	-	-	-	-	AXON BWC Systems (includes sync cable and 2 mounts) Docking Stations w/Wall Mounts 5 year, no questions asked warranty BASIC Licenses PRO licenses for Admins, Records staff, Supervisors, etc. TAP for docking stations + cameras (upgrades every 30 months) 250 GB Per Officer Per Year Professional Services for Installation and Training officers Initial hardware at onset and new set at month 30 of contract Syncs videos with CAD system for automatic tagging
DOCKING STATIONS - w/wall mounts	\$15,370	-	-	-	-	
5 year Warranty	Included	Included	Included	Included	Included	
Evidence.com - Basic Licenses - 60	\$10,800	\$10,800	\$10,800	\$10,800	\$10,800	
Evidence.com - Pro Licenses - 10	\$4,680	\$4,680	\$4,680	\$4,680	\$4,680	
TAP (Tech. Assurance Plan) Cameras & Docks	\$17,760	\$17,760	\$17,760	\$17,760	\$17,760	
A la carte STORAGE	\$11,250	\$11,250	\$11,250	\$11,250	\$11,250	
PROFESSIONAL SERVICES - Axon Starter	\$6,000	-	-	-	-	
Axon Signal Sidearm	\$16,740	-	\$16,740	-	-	
Axon Auto Tagging	\$10,800	\$10,800	\$10,800	\$10,800	\$10,800	
TOTAL	\$123,340	\$55,290	\$72,030	\$55,290	\$55,290	\$361,240

Item	Per Unit Price
Number of cameras	60
Number of Docking stations	10
AXON Body 2 System	\$499
Docking Station	\$1,537
Evidence.com Licenses - BASIC	\$15 / license / mo
Evidence.com Licenses - PRO	\$39 / license / mo
Additional Basic Users	0
Pro Users	10
Docking Station TAP	\$336 / docking station / year
Axon Body 2 TAP	\$240 / camera / year
Storage	\$0.75 /GB / year
Recommended Storage Amount	15000 GB (250GB/officer/year)
Pro Services	\$6,000
Number of Signal Units	60
Axon Signal Unit	\$279 /device
Integration	\$15 /license/ mo

Total 5 Year UNLIMITED Program		BUDGETARY PRICING ONLY				
						Comments
PROGRAM - 5 Year UNLIMITED LICENSES	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTAL
AXON BODY 2 cameras - 60	\$29,940	-	-	-	-	AXON BWC Systems (includes sync cable and 2 mounts)
DOCKING STATIONS - w/wall mounts	\$15,370	-	-	-	-	Docking Stations w/Wall Mounts
5 year Warranty	Included	Included	Included	Included	Included	5 year, no questions asked warranty
Evidence.com - Unlimited Licenses - 60	\$64,080	\$64,080	\$64,080	\$64,080	\$64,080	UNLIMITED Licenses , includes unlimited storage
TAP (Technology Assurance Plan)	included	included	included	included	included	Technology Assurance Plan: New cameras and docking stations every 30 months
Evidence.com - Pro Licenses - 10	\$4,680	\$4,680	\$4,680	\$4,680	\$4,680	PRO licenses for Admins, Records staff, Supervisors, etc.
STORAGE (Unlimited)	Included	Included	Included	Included	Included	Storage included in Unlimited License. Unlimited for all AXON Devices for term of contract
PROFESSIONAL SERVICES - Axon Starter	\$6,000	-	-	-	-	Professional Services for Installation and Training officers
Axon Signal Sidearm	\$16,740	-	\$16,740	-	-	Initial hardware at onset and new set at month 30 of contract
Axon Auto Tagging	\$10,800	\$10,800	\$10,800	\$10,800	\$10,800	Syncs videos with CAD system for automatic tagging
TOTAL	\$147,610	\$79,560	\$96,300	\$79,560	\$79,560	\$482,590

Item	Per Unit Price
Number of cameras	60
Number of Docking stations	10
AXON Body 2 camera System	\$499
Docking Station	\$1,537
Evidence.com Unlimited License	\$89 / license / month
Evidence.com Pro License	\$39 / license / month
Evidence.com Licenses - BASIC	\$15 / license / mo
Additional Basic Users	0
Pro Users	10
Storage	Included
Pro Services	\$6,000
Number of Signal Units	60
Axon Signal Unit	\$279 /device
CAD Integration	\$15 / license/ mo

Total 5 Year Fleet - Unlimited	BUDGETARY PRICING ONLY					
	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTAL
PROGRAM - 5 Year IN CAR VIDEO PROGRAM						
AXON FLEET Systems - 40	\$0	-	-	-	-	Fleet Systems - Includes 1 front cam, 1 backseat cam, battery backups and auto activation signal unit
EVIDENCE.COM for Fleet with Unlimited HD Storage - 40	\$61,920	\$61,920	\$61,920	\$61,920	\$61,920	Unlimited Licenses - Includes all video management tools and unlimited storage SD or HD, plus camera replacements after 5 years
Wireless Mics						One per car @ \$10 p/month. Can be priced per officer if preferred at same price of \$10 p/month.
5 Year Warranty	Included	Included	Included	Included	Included	5 year Warranty Included
Evidence.com - basic for officers	\$0	\$0	\$0	\$0	\$0	Not required with existing body camera program
Evidence.com - pro for admins	\$0	\$0	\$0	\$0	\$0	Not required with existing body camera program
CradlePoint Router - IBR900	\$35,200	-	-	-	-	CradlePoint IBR900 routers for each vehicle
CradlePoint 5-in-1 Antenna	\$10,800	-	-	-	-	5-in-1 antenna
CradlePoint NetCloud + CradleCare	\$22,000	-	-	-	-	CradlePoint NetCloud + CradleCare 5 years with enterprise management
WOS - hardware server	\$3,500	-	-	-	-	Each Wireless Offload Server (WOS) can handle 10 vehicles offloading simultaneously
WOS - software license	\$600	-	-	-	-	Initial WOS software license
WOS - software maintenance	-	\$600	\$600	\$600	\$600	Annual WOS software maintenance
STORAGE - UNLIMITED	Included	Included	Included	Included	Included	Unlimited Storage and Included in Evidence.com license
Prisoner Door Sensor Installation						\$99 x 16 (8 cars, 2 prisoner doors each)
General Installation	\$6,000	-	-	-	-	\$1,200 per car, includes hardware and installation of gun rack, speed, crash lightbar sensors
TOTAL	\$140,020	\$62,520	\$62,520	\$62,520	\$62,520	\$390,100

Item	Per Unit Price
Number of squad cars	40
Axon Fleet in-car hardware	\$0
Fleet Unlimited monthly pricing	\$129 /car/month - unlimited storage
Wireless Mics	\$10 /car /month
CradlePoint IBR900 router	\$880 /car
CradlePoint 5-in-1 antenna	\$270 /car
CradlePoint NetCloud + CradleCare 5 years	\$550 /car
E.com basic licenses - per user	\$15 /month
E.com pro licenses - per user	\$39 /month
General Installation	\$6,000 \$1200 /car or \$6000 /day for training
Custom Installation (Prisoner Door Sensors)	\$99 /door
E.com pro users	0
E.com basic users	0
WOS - hardware	\$3,500
WOS - sw license	\$600
WOS - sw maintenance	\$600
# WOS servers	1

* PRICING INCLUDES:

- * UNLIMITED STORAGE
- * 5 YEAR WARRANTY
- * HARDWARE UPGRADE IN YEAR 5
- * SPARE FLEET HARDWARE SYSTEM(S)



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: 4/1/2019

Date Submitted: 3/18/2019

Dept. Clearances: B. Mansfield

Prepared by: B. Mansfield

Subject: CDBG-DR Grant - Galveston County

Originating Department: FMO

City Attorney Review: mkf

Proceeding: Resolution

Degree of importance: Critical ☐ Significant ☒ Elective ☐

Expenditure Required: Amount Budgeted:

Appropriation Required: Source of Funds:

FINANCE APPROVAL: *krh*

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

HGAC (excluding Harris County) has developed a Method of Distribution (MOD) to distribute \$240,000,000 in Community Development Block Grant – Disaster Recovery (CDBG-DR) funds to the HGAC region which includes Galveston County jurisdictions devastated by Harvey. Friendswood was allocated \$2,762,650 and Galveston County was allocated \$4,359,764 for buyouts and acquisitions.

On December 3, 2018 the Office of Emergency Management presented Council with the outline of projects for Friendswood allocation. On January 14, 2019, Council adopted a resolution in support of Friendswood's application for the acquisition of 3 buildings within Frenchman's Creek on Moss Point for \$2,110,000.

Galveston County has proposed an application seeking to acquire two structures at Frenchman's Creek that the City did not have adequate funding for in its allocation. The application is \$1,700,000 for acquisition of 8 townhomes plus \$100,000 for relocation assistance for qualifying residents and other miscellaneous items.

On February 19, 2019, a Community Development Block Grant – Disaster Recovery (CDBG-DR) application was posted for public comment by Galveston County. This application was subsequently posted to the City's website on or by March 1, 2019 for public comment.

If funded, the overall project will be managed by the City with funds coming from the Galveston County allocation. With this application and the City's CDBG acquisition application, all five structures at Frenchman's Creek would be acquired and demolished for green space or a future flood control project.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

The City of Friendswood received substantial impact from Hurricane Harvey. These identified projects will reduce the future impacts to the City from natural disasters.

RECOMMENDATIONS

Recommendation is made for City Council to adopt this resolution, and give the Mayor authority to sign the interlocal agreement and any other documents related to this grant.

ATTACHMENTS

[GC CDBG Acquisition Applications with Maps](#)
[Resolution](#)
[Interlocal Agreement](#)
[Resolution Executed CDBG-DR 4332-2017](#)

Hurricane Harvey:

Local Buyout and Acquisition Program



Texas General Land Office, P.O. Box 12873, Austin, Texas 78711-2873
1-844-893-8937 or 512-475-5000, cdr@glo.texas.gov

Texas General Land Office
Community Development and Revitalization

This application is not to be filled out by individuals.

Galveston County

APPLICANT NAME

Galveston

COUNTY

HGAC

COG/Regional Planning Commission

DR-4332 - 2017

Disaster Declaration Number and Year

APPLICATION FOR FEDERAL ASSISTANCE SF-424

Each applicant for Community Development Block Grant Disaster Recovery (CDBG-DR) funding must certify by signing Form SF-424 that local certifications included in the application guide governing this funding have been followed in the preparation of any CDBG-DR program application, and, if funded, will continue to be followed. (Note: False certification can result in legal action against the jurisdiction).

Further, by signing the SF-424 and submitting with the application, the signee authorizes the state or any of its duly authorized representatives to verify the information contained therein. Title 18, Section 1001 of the U.S. code states that a person is guilty of a FELONY for knowingly and willingly making false statements to any department of the United States Government.

All applications must be accompanied by a completed and signed Application for Federal Assistance SF-424, OMB Number: 4040-0004, Expiration Date: 10/31/2019. SF424_2_1-V2.1

This form is available on the GLO-CDR website with detailed instructions available in the CDR Application Guide.
<http://recovery.texas.gov/files/resources/housing/s2-form424.pdf> or www.recovery.texas.gov

INTRODUCTION AND INSTRUCTIONS

INTRODUCTION: This application is for the residential Local Buyout and Acquisition Program for Hurricane Harvey CDBG-DR funding. It is created to be used for the buyout or acquisition of residential housing activities affected by Hurricane Harvey.

CDBG-DR funds must be used for disaster-related expenses in the most impacted and distressed areas. An activity underway prior to a Presidential disaster declaration will not qualify unless the disaster impacted the project.

Applicants are required to provide sufficient detail about the buyout or acquisition of residential property, the National Objective, the geographic/target area that will receive benefit, the estimated costs and materials needed, the projected schedule to completion, any potential environmental impact, and other details specific to the buyout or acquisition activity involved. Please be thorough in completing this application to ensure prompt review.

Applicants are encouraged to develop these recovery activities in a manner that considers an integrated approach to housing, fair housing obligations, economic revitalization, and overall community recovery. The Applicant must document how the activity(s) will address long-term recovery and community resilience.

INSTRUCTIONS:

1. Complete and sign the SF-424 as indicated above.
2. Complete this Local Buyout and Acquisition application.
3. **AUDIT:** If applicable, provide the most recent Single Audit in accordance with 2 CFR Part 200, Subchapter F. Texas General Land Office (GLO) - Community Development and Revitalization (CDR) Staff will review single audit requirements for applicable recipients, who have open contracts with GLO.
4. **ANNUAL FINANCIAL STATEMENTS:** Provide the most recent financial statement prepared in accordance with 2 CFR 200.510. Include a schedule of expenditures and schedule of findings and questioned costs.
5. **KEY STAFF:** Provide the names and contact information for staff that will provide local oversight of the application, the potential contract, and all applicable requirements.
6. Provide **LOCAL PROCUREMENT POLICIES AND PROCEDURES** along with other required documentation.

For detailed application instructions, see the Community Development and Revitalization (CDR) Hurricane Harvey Buyout and Acquisition Application Guide.

Select the Activity for this application:

Acquisition

CITIZEN PARTICIPATION DETERMINED THE NEEDS IN THIS PLAN BY:

Did the applicant carry out citizen participation procedures in accordance with the Citizen Participation Plan as ☐ Yes ☐ No required by the governing documentation? Refer to your governing Federal Register and Action Plan for specific information regarding Citizen Participation Plans. NOTE: The Citizen Participation Plan must be posted for a 30-day local comment period.

List all opportunities where citizens, especially low-to-moderate income citizens of the target area, were given to participate in the determination of these needs. Click the + to add events, X to remove events.

Opportunity:	Other	Date:	2/19/2019
Opportunity:	Community Meeting	Date:	3/25/2019
Date of resolution authorizing application submission:		3/25/2019	

COMMUNITY NEEDS ASSESSMENT

DESCRIPTION OF THE NEED(S) ADDRESSED IN THIS APPLICATION

In this section, provide full and complete answers to each of the questions below. Descriptions should include the cause of the damage, current condition of the activity, and a detailed description of the project that coincides with the information contained in both Tables 1 and 2.

The Buyout or Acquisition activities must demonstrate impact by Hurricane Harvey. CDBG-DR funds must be used for disaster-related expenses in the most impacted and distressed areas.

The situation addressed in this application first occurred:

1. Describe the specific flood and storm-related condition that caused direct damage (include date and duration), the areas (example: subdivisions, cities, etc.) receiving disaster-related damage, and the threat that was posed to public health and safety:

During Hurricane Harvey, the City of Friendswood received approximately 50 inches of rain that caused catastrophic flooding. Water levels rose quickly with over 950 calls for rescue. See attached map of plotted damages.

2. Describe the impacts on the community that resulted from the disaster-related damage:

During Hurricane Harvey, approximately 2,700 residential units within the City of Friendswood were flooded by torrential rainfall. City of Friendswood facilities to include 5 structures, 12 lift stations, and one water well sustained flooding

3. List and attach materials submitted as documentation of the Hurricane Harvey-related condition.

Items attached include a plot of all damaged homes within the City of Friendswood overlaid with flood zones, service area map to include plots of flood plains and locations of Creeks, and the local declaration of disaster from Hurricane Harvey.

4. Describe how the proposed activities will address damage affected by Hurricane Harvey.

This project will address damage received by offering property acquisition to structures within the flood way and/or special flood hazard area. Once acquired, these high risk structures will be demolished with the site being used for flood control projects.

5. Describe the proposed project.

This project seeks to acquire 8 residential town homes (2 structures) .

6. Describe the impact of taking no action:

If no action is taken, these structures will remain in the flood way and/or special flood hazard area causing future risk to those residents and first responders tasked with their rescue. There were several recorded rescues during Harvey operations from this service area.

HOUSING NEEDS ASSESSMENT QUESTIONNAIRE:

1. Describe the jurisdiction's current supply of housing units available at affordable rents (Public Housing, Section 8 assisted, RHS assisted, HOME program assisted, TDHCA assisted, Local Housing Development Corp. assisted, etc.).

The City of Friendswood contains several senior only apartment complexes that are income restricted. Occupancy rates are near 100%

The County of Galveston has numerous apartment complexes that rent to Low to Moderate income individuals.

2. Describe past efforts to increase the supply of affordable housing.

City of Friendswood

In April of 2012, the City of Friendswood adopted an ordinance in which the City agreed to implement steps which to the greatest extent feasible will provide job training, employment, and contracting opportunities for section 3 residents and section 3 businesses. In April 2012, the City adopted an ordinance adopting an internal grievance procedure for actions prohibited by HUD. In October 2012 the City adopted an ordinance adopting a section 3 plan to comply with section 3 of the HUD act of 1968. In 2013, the City Council passed a resolution supporting the Gardens at Friendswood Lakes development tax credit. In 2012, an anti-NIMBYism plan was developed and submitted to council on the consent agenda which was approved.

County of Galveston

Most recent, the County of Galveston participated in the Hurricane Ike recovery program and built 42 Multi-Family housing units, 39 of which house low to moderate income families. As well, the County of Galveston through their participation in the Hurricane Ike recovery program built 134 single family rental homes for low to moderate income only.

3. Describe efforts planned that will increase the supply of affordable housing.

None at present. Low to moderate income Multi-Family recovery to be performed by the Texas General Land Office for Hurricane Harvey.

4. Describe any instances, within the last 5 years, where the applicant has applied for affordable housing funds and did not receive the funding.

No known instances.

5. Describe any instances, within the past 5 years, where the applicant has not accepted funds for affordable housing.

No known instances.

6. Describe any current and/or future planned compliance codes to mitigate hazard risks.

The City of Friendswood adopted the preliminary FEMA 2018 flood maps for the Galveston County side of the City, and FEMA 2007/2017 flood maps for the Harris County side of the City in 2018. The City of Friendswood is also considering adopting newer versions of the IBC and IFC.

7. Are there any persons/entities with a reportable interest to disclose? If so, submit all appropriate Financial Interest Forms with this application.

Yes No

☐ ☒

AFFIRMATIVELY FURTHERING FAIR HOUSING

Any locality receiving CDBG-DR funds must certify that it will affirmatively further fair housing. Using the drop-down box below, identify the activities already achieved to affirmatively further fair housing, and those new activities to be undertaken if an award is made from CDBG-DR and when that activity will be complete. Localities should be aware that, in the event of funding, these fair housing efforts will be monitored. Other activities may be eligible, and the applicant should contact GLO-CDR to determine eligibility.

What methods and criteria were used to prioritize the projects in the application, including affirmatively furthering fair housing?

Projects were prioritized by staff based on community needs

Activity(ies)

Establishing a local complaint and monitoring process, City of Friendswood & Galveston County

Date Achieved 4/2/2012 Friendswood, Galveston County 09/29/2012 To Be Complete By

City of Friendswood to hold a special hearing to solicit input from the community

Date Achieved City of Friendswood 03/04/2019 and 30-day (plan c) To Be Complete By

City of Friendswood developed an anti-NIMBYism action plan

Date Achieved 12-3-2012 To Be Complete By

X

LIST OF UNMET NEEDS

Taking into consideration the disaster-related damage described, citizen participation responses, and the assessment of housing and affirmatively furthering fair housing, provide a list (in priority order) of all the disaster-related needs still unmet from Hurricane Harvey.

Use the + to add a line. Use X to delete a line as needed.

1. Drainage projects to reduce long term risk.
2. Repair and restoration of infrastructure.(Water and sewer)
3. Flood control projects to reduce long term risk.
4. Improvements of infrastructure to ensure mobility during flood emergencies.

LONG-TERM PLANNING

Applicants must develop their community recovery projects in a manner that considers an integrated approach to housing, fair housing obligations, infrastructure, economic revitalization, and overall community recovery. Consideration of long-term planning processes is also highly encouraged. Disaster recovery presents communities with unique opportunities to examine a wide range of issues including (1) housing quality and availability, (2) road and rail networks, (3) environmental issues, (4) the adequacy of existing infrastructure, (5) opportunities for the modernization of public facilities and the built environment, (6) the development of regional and integrated systems, and (7) the stimulation of the local economy impacted by the disaster.

Applicants must provide a brief description of how the project addressed in this application form part of an integrated approach to recovery.

Describe the applicant's overall recovery plan and how the project addressed in this application further that plan. Include information about how the project will specifically address the long-term recovery and restoration of housing in the most impacted and distressed areas. Include how the community will be more resilient against future disasters as a result of these projects.

The City of Friendswood's recovery goal is to reduce the risk of flooding of residential properties and flood risk reduction within the watershed. This project will remove structures from the flood way and/or special flood hazard area.

PROCUREMENT INFORMATION

All applicants are required to follow the procurement process guidelines set forth in 2 CFR §200.318-§200.326 for grant administration, environmental, and engineering services if using CDBG-DR funds to pay third-party vendors for those services.

Along with this application, applicants must provide a copy of local procurement policies and procedures.

1. Has the applicant chosen to use a third-party administrator to administer the proposed project?

Yes No

☐ ☒

If Yes, will the vendor also provide environmental services?

Yes No

☐ ☐

If Yes to either question, and the vendor has been procured, provide the vendor's name, phone, and email.

If Yes, but the vendor has not been procured, adhere to 2 CFR §200.318-§200.326 regulations in the procurement process.

Company Name

Contact Name

Phone

Email

2. Has the applicant procured any other services?

Yes No

☐ ☒

If Yes, and the vendor has been procured, provide the vendor's name, phone, and email.

If Yes, but the vendor has not been procured, adhere to 2 CFR §200.318-§200.326 regulations in the procurement process.

Type of Service

Company Name

Contact Name

Phone

Email

UNIFORM RELOCATION ASSISTANCE AND REAL PROPERTY ACQUISITION ACT (URA)

1. Does the project require acquisition of property, purchase of easements, relocation or any other activity requiring compliance with the URA?

Yes No N/A

☒ ☐ ☐

2. Will the assistance requested cause the displacement of families, individuals, farms, or businesses?

Yes No N/A

☒ ☐ ☐

If yes, explain:

This voluntary acquisition program will require relocation of residents currently residing in the service area.

Should any proposed projects cause the displacement of people, the GLO will work with the Subrecipient to follow the requirements set forth under the Uniform Relocation Assistance and Real Property Acquisition Policies Act, and applicable waivers...

PROJECT SUMMARY

The Project Summary consists of three parts for each target area, Disaster Risk Reduction Area designation, and/or activity: (1) Summarize Problem(s), (2) Location and Acquisition Description, and (3) Detailed Actions to Address Problems.

1. Summarize the problem(s) to be addressed within the application by target area.

This project will acquire repetitive loss and severe repetitive loss structures within the flood way and/or special flood hazard area. These structures represent a risk to those residents as well as first responders.

2. Identify the Project Title and location of each activity and any acquisition. Provide a map identifying the project location.

NOTE: For the title, the spelling and capitalization of the project titles/locations identified in this application must be consistently used throughout to ensure clear identification of each project. For example, a project title of "Green Acres, Site 3" here should appear as "Green Acres, Site 3" at every other reference in this application. A reference to some other title such as "green acres subdivision" or "#3 Green Street" elsewhere in the application could cause delays in the eligibility review process.

Project Title: Frenchman's Creek Acquisitions

Location: Two structures on the dead end street of Blue Heron in the City of Friendswood, Galveston County.

Is this activity Buyout or Acquisition? (Choose one only)

☐ Buyout

☒ Acquisition

Is this activity Voluntary or Involuntary? (Choose one only)

☒ Voluntary

☐ Involuntary

What is the end use of the property?

Flood Control property / Green space.

Incentives or additional activities:

Relocations assistance to be offered if eligible.

3. Identify the action(s) to resolve the problem(s) and their anticipated outcomes. Include specific materials and quantities.

Acquisition and demo of residential structures within the flood way and/or special flood hazard area.

4. If you are leveraging funds, provide the source of the funds, the funding amount, and a description of its use.

No other funds

NATIONAL OBJECTIVES

National Objective being met:

☐ 1. Activities benefiting low- and moderate- income persons.

☐ LMHI Housing Incentive

☐ LMB Buyout

☐ LMH Housing Benefit

☐ LMH Down Payment Assistance

☐ 2. Prevention/Elimination of Slums or Blight. ☐ Area Basis ☐ Spot Basis

Yes No

Has the proposed project area been officially designed as a slum or blighted area?

☐ ☐

If yes, what conditions are present in the area to designate and qualify the area as a slum or blighted area?

TABLE 1 - CONTRACT BUDGET AND BENEFICIARY IDENTIFICATION

Complete a separate table for each activity or target area. Only one Table 1 is needed if the same target area, beneficiaries, and national objective apply. If any of these are different, add a new Table 1. Refer to the Application Guide for instructions.

Provide comprehensive budget information to include all Other Funds (FEMA, insurance, local, etc.) committed to the proposed projects.

Use the + button to add additional projects. Use the X button to remove a project.

Refer to the Application Guide for instructions.

BUDGET AND BENEFICIARY TABLE:

Activity Description:	Total Units	LMI Units	LMI %	National Objective	Total CDBG-DR Request	Other Sources	Activity Total
Acquisition Program	8	0	0.00%	Urgent Need	\$1,700,000.0	\$0.00	\$1,700,000.0
SUMMARY TOTALS:					\$1,700,000.0	\$0.00	\$1,700,000.0

Describe the boundaries of the slum or blighted area. (Do not use this field to document the Census Tract / Block Group data.)

Enter the percentage of deteriorated buildings / properties in the area at the time it was designated a slum or blighted area (enter value as decimal).

If the activity qualifies for CDBG-DR assistance on the basis that public improvements throughout the area are in a general state of deterioration, enter a description of each type of improvement in the area and its condition at the time the area was designated as slum / blight.

Enter the year the area was designated as a slum / blighted area. If the period during which such designations are valid has lapsed, the applicant entity must re-evaluate and re-designate the area.

☒ **3. Urgent Need**

Do the existing conditions pose a serious and immediate threat to the health or welfare of the community?

Yes No

☒ ☐

Is the applicant able to finance the project on their own? Or are other sources of funding available?

Yes No

☐ ☒

Provide justification of the beneficiary identification method used to meet the National Objective:

TABLE 2 - GRANT PROJECT BUDGET BREAKDOWN

Provide comprehensive budget information.

Project Title:

Frenchman's Creek Acquisitions

Activity Description	Description of Task	Funding Type	Explanation	Budget
Acquisition	Acquisition/Buyouts	Project	Buyouts of structures	\$1,400,000
Acquisition	Affirmatively Furthering Fair Housing	Project Delivery	Relocation Assistance	\$100,000
Acquisition	General Administration	Administration	Program Administration	\$30,000
Acquisition	Procured Services	Project Delivery	Grant Administration	\$100,000
Acquisition	Procured Services	Project	Engineering Services	\$70,000
				\$1,700,000

PROJECT SCHEDULE

Highlight the projected length in months for each phase by clicking on the desired months. If a phase is not applicable, leave it blank. Projects are expected to be completed within 24 months following execution of the contract between the applicant and the GLO. Provide any comments regarding the schedule that may be helpful.

Project Title:

MONTHS:	0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24
Professional Services Procurement				■																					
Housing Guideline Development/ Outreach Plan, as applicable				■																					
Broad Environmental Review						■																			
Bid Advertisement/Contract Award				■																					
Buyout or Acquisition							■																		
Mitigation Activities																									
General Administration				■																					
Exit and Closeout			■																						

Note: If the proposed project requires a schedule longer than 24 months, justification must be provided.

Comments:

LOCAL CERTIFICATIONS

Every Application must be signed by the authorized signatory. By signing this application, the signee authorizes the state or any of its duly authorized representatives to verify the information contained herein. It should be noted that 18 USC § 1001 states that any person who (1) knowingly or willfully falsifies, conceals, or covers up by any trick, scheme, or device of material fact, (2) makes any materially false, fictitious, or fraudulent statement or representation; or (3) makes or uses any false writing or document knowing the same to contain any materially false fact, fictitious, or fraudulent statement or is a federal offense and punishable under the law. Title 18, Section 1001 of the U.S. code states that a person is guilty of a FELONY for knowingly and willingly makes false statements to any department of the United States Government.

Each application for CDBG Disaster Recovery funding must also be accompanied by a completed and signed Application for Federal Assistance Standard Form 424 (SF-424).

Each applicant must comply with the provisions of the National Environmental Policy Act (NEPA), the Council on Environmental Quality (CEQ) regulations, the requirements set forth in title 24 of the Code of Federal Regulations (CFR) part 58, and applicable GLO-CDR policy directives. All applicable federal and state laws, including environmental, labor (Davis-Bacon), procurement procedures and contract requirements of 2 CFR 200.318 -200.326, and civil rights requirements apply to the use of these funds. Each applicant certifies, in compliance with the requirements presented in Volume 81, Number 224 of the Federal Register effective November 28, 2016, that:

- a. It has in effect and is following a residential anti-displacement and relocation assistance plan in connection with any activity assisted with funding under the CDBG-DR program;.
- b. It is in compliance with restrictions on lobbying required by 24 CFR part 87, together with disclosure forms, if required by part 87;.
- c. It will comply with the acquisition and relocation requirements of the Uniform Act (URA), as amended, and implementing regulations at 49 CFR part 24, except where waivers or alternative requirements are provided for in the Federal Register notice.
- d. It will comply with section 3 of the Housing and Urban Development Act of 1968 (12 U.S.C. 1701u), and implementing regulations at 24 CFR part 135.
- e. It is following a detailed citizen participation plan that satisfies the requirements of 24 CFR 91.105 Public Participation Plan as it pertains to local government administration

of CDBG-DR funds. or 91.115 Public Participation Plan as it pertains to State administration of CDBG-DR funds., as applicable (except as provided for in notices providing

waivers and alternative requirements for this grant). Also, each Unit of General Local Government (UGLG) receiving assistance from a state grantee must follow a detailed

citizen participation plan that satisfies the requirements of 24 CFR 570.486 (except as provided for in notices providing waivers and alternative requirements for this grant).

- 1) Funds will be used solely for necessary expenses related to disaster relief, long-term recovery, restoration of infrastructure and housing, and economic revitalization in the

most impacted and distressed areas for which the President declared a major disaster in 2016 pursuant to the Robert T. Stafford Disaster Relief and Emergency Assistance

Act of 1974 (42 U.S.C. 5121 et seq.) related to the consequences of the 2016 flood events.

- f. The grant will be conducted and administered in conformity with title VI of the Civil Rights Act of 1964 (42 U.S.C. 2000d) and the Fair Housing Act (42 U.S.C. 3601 -3619)

and implementing regulations, and that it will affirmatively further fair housing.

- g. It has adopted the following policies:

- 1) A policy prohibiting the use of excessive force by law enforcement agencies within its jurisdiction against any individuals engaged in non-violent civil rights demonstrations; and
- 2) A policy of enforcing applicable state and local laws against physically barring entrance to or exit from a facility or location that is the subject of such nonviolent civil rights demonstrations within its jurisdiction.

Date

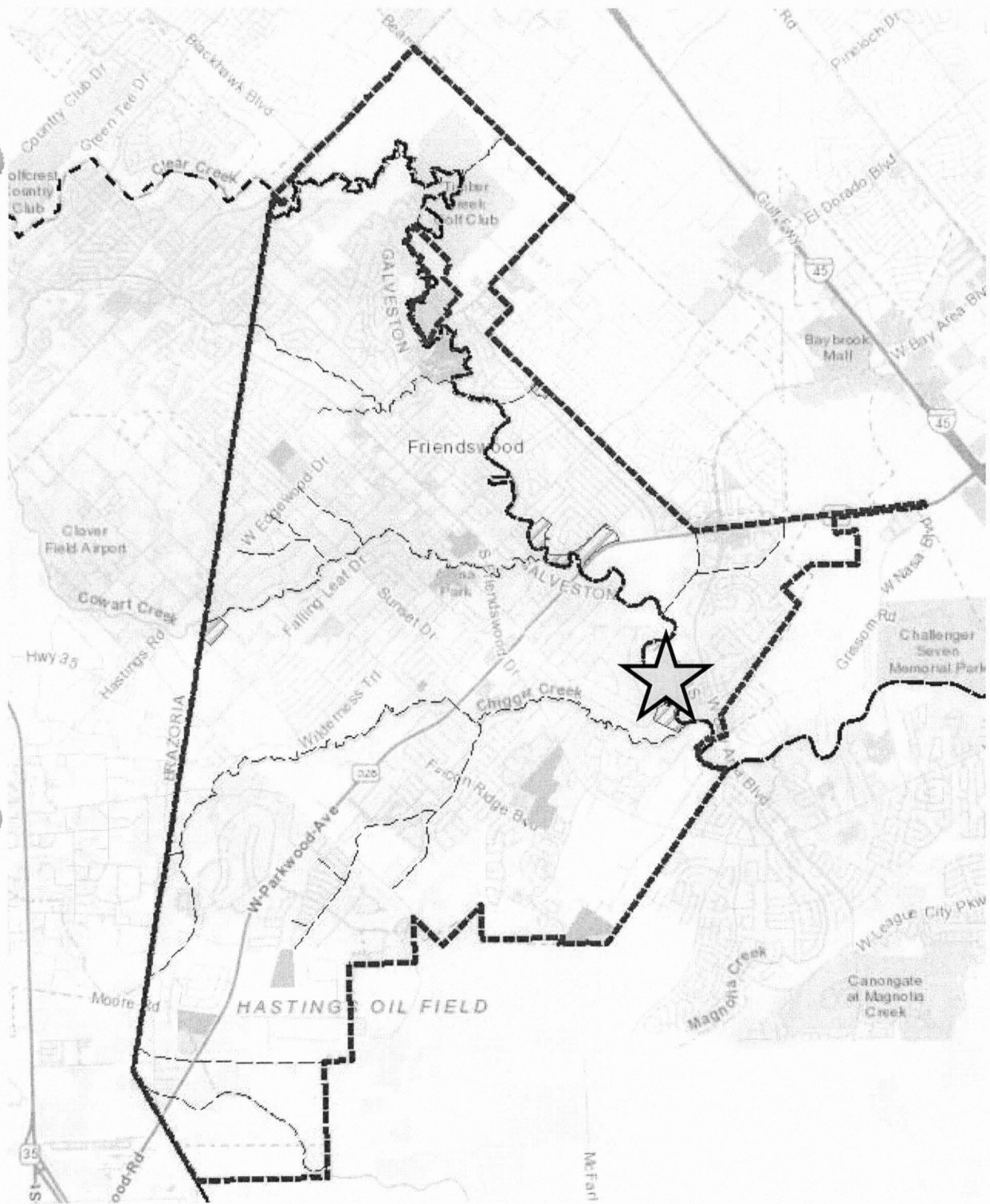
Printed Name

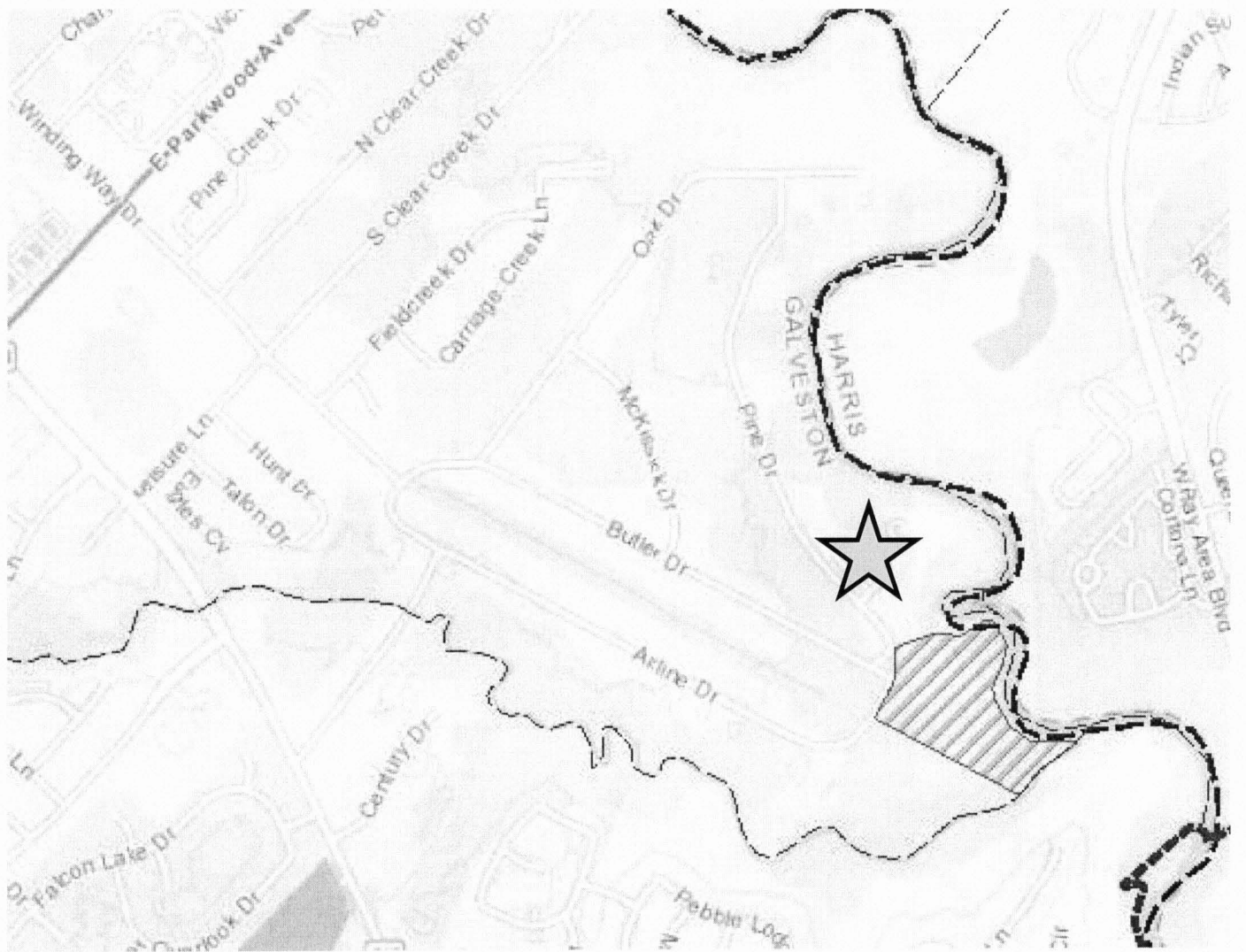
Title

Email

Phone Number

Authorized Signature







Service Area

RESOLUTION NO. R2019-09

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY
OF FRIENDSWOOD, TEXAS, AUTHORIZING AND
APPROVING THE 2018 COMMUNITY DEVELOPMENT
BLOCK GRANT – DISASTER RECOVERY. (CDBG-DR)**

* * * * *

WHEREAS, the City of Friendswood City Council finds it in the best interest of the citizens of Friendswood, that the City of Friendswood, support project applications for the Community Development Block Grant – Disaster Recovery (CDBG-DR) funds allocated to Galveston County for acquisition of Frenchman’s Creek in Friendswood, TX.

WHEREAS, the City of Friendswood agrees that in the event of loss or misuse of CDBG-DR funds, the City of Friendswood assures that the funds will be returned in full.

NOW THEREFORE, BE IT RESOLVED that the City of Friendswood supports the Galveston County submission of the Community Development Block Grant – Disaster Recovery grant application for the Frenchman’s Creek Acquisition program. Furthermore, the Mayor is authorized to sign an interlocal agreement between Galveston County and the City of Friendswood regarding the administration of program funds.

PASSED, APPROVED, AND ADOPTED this the 1st day of April, 2019.

Mike Foreman
Mayor

ATTEST:

Melinda Welsh, TRMC
City Secretary

INTERLOCAL AGREEMENT
FOR
CDBG DR-4332–2017 LOCAL BUYOUT AND ACQUISITION PROGRAM

STATE OF TEXAS §

COUNTY OF GALVESTON §

This Agreement is entered into by and between Galveston County, Texas, hereinafter referred to as "COUNTY", and the City of Friendswood, hereinafter referred to as "CITY".

WITNESSETH

WHEREAS, COUNTY and CITY are authorized to enter into this Inter-local Agreement pursuant to Tex. Gov't. Code Ann., Section 791.001, et seq. known as the Inter-local Cooperation Act; and

WHEREAS, COUNTY is an eligible applicant for CDBG DR-4332–2017 LOCAL BUYOUT AND ACQUISITION PROGRAM funds through the Texas General Land Office (an agency of the State of Texas) (TXGLO); and,

WHEREAS, COUNTY and CITY desire to promote the general health and safety of residents; and,

WHEREAS, COUNTY and CITY has identified a potential threat to the public health and safety and wishes to mitigate future damages, losses and injuries; and,

WHEREAS, COUNTY, on behalf of CITY intends to apply for CDBG DR-4332–2017 LOCAL BUYOUT AND ACQUISITION PROGRAM funds through the Texas General Land Office, TXGLO for the purpose of providing infrastructure improvements that, upon completion, will be conveyed, owned and operated by CITY.

WHEREAS, in order to accomplish the above-mentioned necessary improvements, CITY desires to contract with COUNTY, whereby COUNTY will enter into the following necessary contractual agreements:

Contract with the TXGLO; and an inter-local agreement with the City of Friendswood.

The City of Friendswood will Contract with a qualified grant administration/project delivery firm as solicited in accordance with the requirements of 2 C.F.R. § 200 by CITY or if permitted, administer the project administration in house; and, Contract with a qualified engineering firm as solicited in accordance with the requirements of 2 C.F.R. § 200 by CITY or if permitted, administer the project engineering in house; and, ancillary Construction Contracts, as necessary; and Contracts with appropriate third parties for surveying services, appraisal services, property acquisition services and other services, if necessary, for acquisition of property rights with respect to the improvements.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual covenants and agreements contained herein, the parties mutually agree, as follows:

PURPOSE

It is the purpose of the parties to this Inter-local Agreement to set forth the terms, rights and duties of the parties hereto whereby COUNTY, as a unit of general local government, will administer the above-described grant funds for the project described herein, and in the exhibits attached hereto, and whereby COUNTY will provide certain administrative services relating thereto for the ultimate benefit of CITY.

TERMS, RIGHTS AND DUTIES

PART I - SERVICES AND CONDITIONS

1.1 Subject to the provisions hereof, COUNTY agrees to administer the CDBG DR-4332–2017 LOCAL BUYOUT AND ACQUISITION PROGRAM funds described herein, as COUNTY is a unit of general local government, doing so for the ultimate benefit of the CITY.

1.2 COUNTY further agrees to enter into the following contract with the Texas General Land Office on behalf of CITY:

1.2.1 Contract with the TXGLO to provide CDBG DR-4332–2017 LOCAL BUYOUT AND ACQUISITION PROGRAM funds;

1.2.2 CITY agrees to contract with a qualified grant administration/project delivery firm for the provision of necessary and related grant management services or if permitted, administer the project administration in house.

1.2.3 CITY agrees to contract with a qualified engineering firm for the provision of project engineering services or if permitted, administer the project engineering in house.

1.3 COUNTY further agrees to administer said grant funds, pursuant to Contract.

1.4 The parties hereto agree that certain financial obligations, responsibilities, and liabilities may be incurred by COUNTY and CITY, pursuant to the entering into of the above-mentioned contracts and the administration of said grant funds.

1.5 COUNTY further agrees that, as to easements or other miscellaneous goods and services which may be necessary for the project's completion, CITY is authorized to act as the COUNTY's agent and incur such costs, in accordance with the budget as established in COUNTY's contract with TXGLO, as may be necessary and reasonable for said easements, services and goods, in accordance with Federal laws (including, without limitation, the Uniform Relocation Assistance and Real Properties Acquisition Policies Act of 1970, as amended), State laws and CDBG Program rules and regulations.

1.6 COUNTY further agrees to reimburse CITY from grant funds for any such eligible program costs as allowed in Section 1.5, above. CITY agrees to present any and all documentation requested by the COUNTY prior to cash drawdowns by the COUNTY from TXGLO contract funds for such reimbursement.

1.7 The CITY agrees to enter into the following contracts: Ancillary Contracts as necessary; and contracts with appropriate third parties for surveying services, appraisal services, property acquisition services and other services, if necessary, for acquisition of property rights with respect to the improvements.

1.8 CITY agrees that the reimbursement to CITY from grant funds for eligible program costs as allowed in Section 1.5, above, will be limited to the budget as established in COUNTY'S contract with the TXGLO.

1.9 COUNTY further agrees that, as to easements which are necessary, CITY is authorized to proceed with acquisition in CITY'S name in accordance with Federal laws, State laws and CDBG Program rules and regulations.

1.9.1 CITY shall take title and commits to maintain and operate improvements.

1.10 To the extent allowed by law, CITY hereby agrees that it will completely indemnify and hold harmless COUNTY from any and all claims, of whatever kind, and from any and all financial obligations or claimed obligations relating to said grants funds or related to the agreements listed in Section 1.2 and Section 1.5 of this Inter-local Agreement, insofar as any such claim or obligation cannot be paid out of grant funds.

1.11 CITY agrees, in carrying out its obligations hereunder, to act in compliance with all federal laws, including, without limitation, the Uniform Relocation Assistance and Real Properties Acquisition Policies Act of 1970, as amended, state laws and HMGP Program rules and regulations.

PART II - TERM

The term of this Inter-local Agreement shall commence on the date of COUNTY's acceptance of the grant funds made on the basis of this Inter-local Agreement, and continue in full force and effect through the extinguishing of any and all claims, obligations, or responsibilities, of whatever kind, relating to the administering of said grant funds or the agreements listed in Section 1.2 and Section 1.5 of this Inter-local Agreement.

PART III – SEVERABILITY

In case any one or more of the provisions contained in this Inter-local Agreement shall for any reason be invalid, illegal or unenforceable in any respect, such invalidation, illegality or unenforceability shall not affect any other provision hereof and this Inter-local Agreement shall be construed as if such invalid, illegal or unenforceable provision(s) had never been contained herein.

PART IV - ENTIRETY

This Inter-local Agreement contains the entire Agreement of the parties. Any prior agreements, promises, negotiations or representations not expressly contained in this Inter-local Agreement are of no force and effect.

IN WITNESS WHEREOF, COUNTY enters into this Inter-local Agreement EFFECTIVE the 25th day of March, 2019 and the CITY enters into this Inter-local Agreement EFFECTIVE the 1st day of April, 2019

APPROVED BY GALVESTON COUNTY on the 25th day of March, 2019, and executed by MARK HENRY, Judge, as authorized representative of COUNTY.

ATTEST: GALVESTON COUNTY

By:_____ By:_____

Dwight D. Sullivan, County Clerk

Mark A. Henry, Judge

TO BE APPROVED BY THE CITY COUNCIL of the CITY of FRIENDSWOOD on the 1st day of April, 2019, and executed by MIKE FOREMAN , Mayor of the City of Friendswood , as authorized representative of the City of Friendswood .

ATTEST: The City of Friendswood

By:_____ By:_____

City of Friendswood City Secretary

Mike Foreman, Mayor, City of Friendswood



COUNTY OF GALVESTON

On this the 25th day of March, 2019, the Commissioners' Court of Galveston County, Texas convened in a regularly scheduled meeting with the following members thereof present:

Mark Henry, County Judge;
Darrell A. Apffel, Commissioner, Precinct No. 1;
Joseph Giusti, Commissioner, Precinct No. 2;
Stephen D. Holmes, Commissioner, Precinct No. 3; Absent
Kenneth Clark, Commissioner, Precinct No. 4; and
Dwight D. Sullivan, County Clerk

A RESOLUTION OF THE COMMISSIONERS COURT OF GALVESTON COUNTY, TEXAS, AUTHORIZING THE SUBMISSION OF A COMMUNITY BLOCK DEVELOPMENT GRANT (CDBG) DR-4332-2017, LOCAL BUYOUT AND ACQUISITION PROGRAM APPLICATION TO THE TEXAS GENERAL LAND OFFICE; AND AUTHORIZING THE COUNTY JUDGE TO ACT AS THE COUNTY'S EXECUTIVE OFFICER AND AUTHORIZED REPRESENTATIVE IN ALL MATTERS PERTAINING TO THE COUNTY'S PARTICIPATION IN THE CDBG DR-4332-2017 GRANT PROGRAM.

WHEREAS, the Commissioners Court of Galveston County desires to develop a viable community, and preserve the health and public safety of its residents; and

WHEREAS, certain conditions exist which represent a threat to public health and safety; and

WHEREAS, it is necessary and in the best interests of Galveston County to apply under CDBG-DR-4332-2017.

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF GALVESTON COUNTY, TEXAS:

1. That a Community Block Development Grant application through the TEXAS GENERAL LAND OFFICE hereby authorized to be filed on behalf of the City of Friendswood by Galveston County;
2. That the application be for \$1,700,000.00 of grant funds with no local cost share for a total project cost of \$1,700,000.00 to provide the necessary funding to acquire properties through the Texas General Land Office Property Acquisition Program that will address structures within a flood way that are prone to continued flood damages. The properties are as follows:

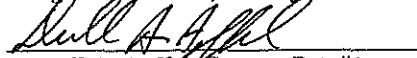
111 Blue Heron, Friendswood, TX
112 Blue Heron, Friendswood, TX
113 Blue Heron, Friendswood, TX
114 Blue Heron, Friendswood, TX
121 Blue Heron, Friendswood, TX
122 Blue Heron, Friendswood, TX
123 Blue Heron, Friendswood, TX
124 Blue Heron, Friendswood, TX

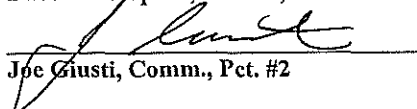
3. That the Commissioners Court directs and designates the County Judge as the County's Chief Executive Officer and Authorized Representative to act in all matters in connection with this application and the County's participation in the CDBG Grant DR-4332-2017; and
4. That all funds will be used in accordance with all applicable federal, state, local and programmatic requirements including but not limited to procurement, environmental review, labor standards, real property acquisition, and civil rights requirements.

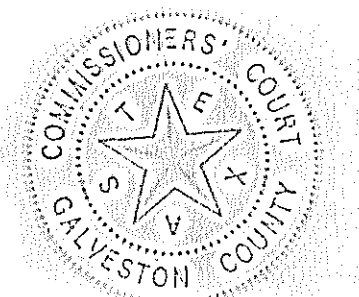
Upon Motion Duly Made, and Seconded, the above Resolution was passed on this 25th day of March, 2019.

Attest:

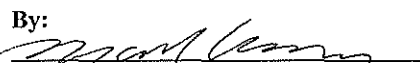

Dwight D. Sullivan, County Clerk


Darrell A. Apffel, Comm., Pct. #1

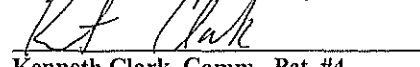

Joe Giusti, Comm., Pct. #2



County of Galveston, Texas

By: 
Mark A. Henry, County Judge

Absent
Stephen D. Holmes, Comm., Pct. #3


Kenneth Clark, Comm., Pct. #4



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: 04/01/19

Date Submitted: 03/20/19

Dept. Clearances: Melinda Welsh

Prepared by: Michelle Perez

Subject: Galveston County Mosquito Control District/R2019-10

Originating Department: City Secretary's Office

Proceeding: Resolutions

Degree of importance: Critical ☐ Significant ☒ Elective ☐

Expenditure Required: N/A

Amount Budgeted: N/A

Appropriation Required: N/A

Source of Funds: N/A

FINANCE APPROVAL:

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

This annual request is to approve a resolution authorizing aerial spraying over Friendswood by the Galveston County Mosquito Control District for the County-Wide Mosquito Control Program.

Mosquito control is provided by Galveston County within Friendswood. Harris County does not provide this service unless mosquitoes with the West Nile virus are identified. The City provides ground spraying in the rights-of-way in Harris County.

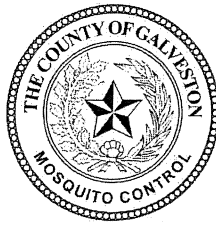
IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

RECOMMENDATIONS

Approve Resolution R2019-10

ATTACHMENTS

[Request letter from Galveston County Mosquito Control District R2019-10](#)



GALVESTON COUNTY MOSQUITO CONTROL DISTRICT
5115 HWY 3
DICKINSON, TEXAS 77539

JOHN G. MARSHALL, JR
DIRECTOR
281-337-4289

ADVISORY BOARD
Jerry Valentine, Chairman
James Frederickson, Vice Chairman
Barbara Hutchinson, Secretary
Leo Bookman
Keith A. Dill

March 20, 2019

Melinda Welsh, City Secretary
City of Friendswood
910 South Friendswood Drive
Friendswood, TX 77546-4856

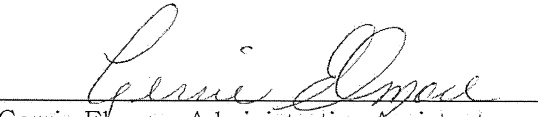
Dear Ms. Welsh:

As providers of the county funded Mosquito Control Program, we are requesting your approval of the enclosed resolution authorizing the aerial spraying for mosquitoes. The Federal Aviation Administration requires us to make a request on a yearly basis. This request does not imply any change in our operations.

I would appreciate it if you would send us a copy of the resolution after it has been approved. You may mail it to 5115 Hwy. 3, Dickinson, TX 77539 or fax it to (409)-621-7973 and you can also e-mail it to gerrie.elmore@co.galveston.tx.us.

If you have any questions or concerns please do not hesitate to contact my office at (281) 337-4289.

Sincerely,


Gerrie Elmore, Administrative Assistant
Galveston County Mosquito Control

Enclosure

RESOLUTION

STATE OF TEXAS)

COUNTY OF GALVESTON)

WHEREAS, The Galveston County Mosquito Control District is responsible for the operation of the county-wide Mosquito Control Program, and

WHEREAS, The Federal Aviation Administration has indicated that governmental approval is necessary to provide aerial spraying services over the territories of general purpose governments,

NOW, THEREFORE BE IT RESOLVED, that this body approves the aerial spraying over its territory for the abatement of mosquitoes providing such spraying is conducted within the regulations and constraints of The Federal Aviation Administration, The Environmental Protection Agency, and other authoritative federal and state agencies.

Signed at _____,
Texas,

this the _____ day of _____, 20 _____
A.D.

ATTEST:

RESOLUTION NO. R2019-10

**A RESOLUTION OF THE CITY OF FRIENDSWOOD,
TEXAS, AUTHORIZING AERIAL SPRAYING OVER
FRIENDSWOOD BY THE GALVESTON COUNTY
MOSQUITO CONTROL DISTRICT FOR THE COUNTY-
WIDE MOSQUITO CONTROL PROGRAM.**

* * * * *

WHEREAS, the Galveston County Mosquito Control District is responsible for the operation of the county-wide Mosquito Control Program, and

WHEREAS, the Federal Aviation Administration has indicated that governmental approval is necessary to provide aerial spraying services over the territories of general-purpose governments,

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FRIENDSWOOD, TEXAS:

Section 1. That the City Council hereby approves the aerial spraying over its territory for the abatement of mosquitoes, providing such spraying is conducted within the regulations and constraints of the Federal Aviation Administration, the Environmental Protection Agency, and other authoritative federal and state agencies.

Section 2. That this Resolution shall be in full force and effect from and after its passage and adoption.

PASSED, APPROVED AND RESOLVED on this 1st day of April, 2019.

Mike Foreman
Mayor

ATTEST

Melinda Welsh, TRMC
City Secretary



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: April 1, 2019

Date Submitted: March 21, 2019

Dept. Clearances: Morad Kabiri

Prepared by: Morad

Originating Department: CMO

Subject: Request Harris County Commissioners Court Not Reprioritize Bond Projects

Proceeding: Resolutions

City Attorney Review: Yes

Degree of importance: Critical ☒ Significant ☐ Elective ☐

Expenditure Required:

Amount Budgeted:

Appropriation Required:

Source of Funds:

FINANCE APPROVAL: N/A

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

The City recently learned that the newly elected Harris County Judge is contemplating a reprioritization of Flood Control Bonds based upon the US Department of Housing and Urban Development's low-to-moderate (LMI) income requirements for other disaster recovery dollars. As Council is aware, the voters of Harris County approved a Flood Control Bond in August of 2018 by overwhelming odds. A number of those voters include Friendswood residents in support of a handful of the projects benefitting the City of Friendswood as a whole.

Hurricane Harvey's impact to the region and, more specifically Friendswood, paid no attention to jurisdictional or political boundaries. The storm damaged properties indiscriminate of income levels. As such a resolution has been drafted encouraging the Commissioners Court to stick with original plan approved by voters in August of 2018 and NOT insert LMI metrics on this effort.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

Failure to adhere to the original bond proposal and installing LMI metrics to the equation could have dire impacts to the City of Friendswood. The projects identified within the Clear Creek Watershed would no longer be viable.

RECOMMENDATIONS

Recommend Council approve the resolutions as drafted.

ATTACHMENTS

[Resolution](#)

RESOLUTION NO. R2019-11

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF FRIENDSWOOD, TEXAS, EXPRESSING ITS FULL SUPPORT FOR THE BOND PROJECTS IDENTIFIED, PRIORITIZED, AND PUBLICLY PRESENTED AS BEING INCLUDED IN AND FUNDED BY THE HARRIS COUNTY FLOOD CONTROL DISTRICT 2018 BOND ELECTION AND REQUESTING THAT HARRIS COUNTY COMMISSIONERS COURT PROCEED WITH SUCH BOND PROJECTS; REQUESTING THAT HARRIS COUNTY COMMISSIONERS COURT NOT INCORPORATE THE USE OF HUD LOW-TO-MODERATE INCOME CRITERIA TO NOW RE-PRIORITIZE THE HCFCD 2018 BOND ELECTION BOND PROJECTS.

* * * * *

WHEREAS, after receiving permission from the Governor of the State of Texas, on June 12, 2018, the Commissioners Court of Harris County, Texas ("Commissioners Court"), approved an Order calling a special bond election for and on behalf of Harris County Flood Control District ("District") as an emergency election in response to catastrophic damages caused by and resulting from Hurricane Harvey to authorize up to \$2.5 billion for flood control projects and future flood protection ("HCFCD 2018 Bond Election Order"); and

WHEREAS, pursuant to Section 14 of the HCFCD 2018 Bond Election Order, the Commissioners Court declared its intentions that:

"(a) The proceeds of the Bonds shall be used only for the purposes described in the Proposition.

(b) The projects undertaken with proceeds of the Bonds will provide benefits throughout the boundaries of the District which coincide with the boundaries of Harris County.

(c) The District expects that the projects to be provided with proceeds of the Bonds

will include, but are not limited to, those projects described as Bond Projects in the report to be filed by the District with the Court ("Bond Projects"). Bond Projects are also set out as such on the District's website (www.hcfcd.org)...."; and

WHEREAS, the Commissioners Court realized that the flood waters from Hurricane Harvey did not discriminate based on income, jurisdictional or political boundaries; and

WHEREAS, in Section 14(g) of the HCFCFCD 2018 Bond Election Order, the Commissioners Court provided "a process for the equitable expenditure of funds, recognizing that project selection may have been affected in the past and may continue to be affected by eligibility requirements for matching Federal, State, and other local government funds"; and

WHEREAS, the Bond Projects identified by the District were spread geographically across Harris County and the different watersheds to ensure that all citizens benefited from the Bond Projects - not just those citizens in low-to-moderate income areas as identified by the Department of Housing and Urban Development; and

WHEREAS, between June 5 and August 1, 2018, the District hosted 23 Community Engagement Meetings in each of Harris County's 22 watersheds (plus Halls Bayou, a tributary of Greens Bayou), to gather public input and ideas, and to answer questions about the 2018 Harris County Flood Control District Bond Program; and

WHEREAS, in addition to the pre-Bond Election Community Engagement Meetings, the District has been and will be hosting additional Community Engagement Meetings as part of the preliminary engineering process for each Bond Project to gather additional public input for the project before presenting the final Preliminary Engineering Report to the Commissioners Court

for each project; and

WHEREAS, these Community Engagement Meetings and the amount of information provided to the public for the various Bond Projects included in the HCFCD 2018 Bond Election has provided the most transparent process ever implemented in the history of Harris County; and

WHEREAS, on August 25, 2018, the HCFCD 2018 Bond Election was held, and the bond proposition was approved overwhelming by the public with approximately 86% of voters approving the bond proposition based on the Bond Projects that had been identified and presented to the public.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FRIENDSWOOD, TEXAS:

Section 1. That the facts and matters set forth in the preamble of this Resolution are hereby found to be true and correct and are incorporated herein and made a part hereof for all purposes.

Section 2. That the City of Friendswood fully supports the Bond Projects identified, prioritized, and publicly presented as being included in and funded by the HCFCD 2018 Bond Election.

Since the flood waters from Hurricane Harvey did not discriminate based on income, flood control and future flood protection projects funded by the HCFCD 2018 Bond Election should be provided to all areas and not only to low-income areas. The basic criteria for selecting Bond Projects should be a cost-benefit analysis to assure that the most good is achieved with the bond proceeds that have been approved by the voters. The Bond Projects that were represented to the public as being part of the HCFCD 2018 Bond Election were based on a cost-benefit analysis and distributed geographically throughout Harris County and the different watersheds to ensure that all areas received flood control and future flood protection improvements. Utilizing HUD low-to-moderate income Census blocks now to re-prioritize the approved Bond Projects does not ensure equitable distribution of the Bond Projects or bond proceeds for all Harris County citizens, and Harris County should not incorporate the use of HUD low-to-moderate income criteria to now re-

prioritize the HCFCF 2018 Bond Election Bond Projects.

Section 3. That the City of Friendswood respectfully requests that Harris County Commissioners Court proceed with the Bond Projects as promised to the public in the HCFCF 2018 Bond Election and not incorporate new criteria that would re-prioritize the Bond Projects to benefit low-to-moderate income areas as opposed to all areas regardless of income level.

PASSED, APPROVED AND ADOPTED this the 1st day of April, 2019.

Mike Foreman
Mayor

ATTEST:

Melinda Welsh, TRMC
City Secretary



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: April 1, 2019

Date Submitted: March 5, 2019

Dept. Clearances: Steven Rhea

Prepared by: Aubrey Harbin

Subject: Zone Change Request – 1 Hatcher Lane to change from Community Shopping Center (CSC) to Downtown District (DD)

Originating Department: Community Development

City Attorney Review: Yes

Proceeding: 2nd reading of ordinance

Degree of importance: Critical ☐ Significant ☐ Elective ☐

Expenditure Required:

Amount Budgeted:

Appropriation Required:

Source of Funds:

FINANCE APPROVAL:

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

The property owner is requesting to change the zoning on the subject property from CSC to DD. The property is located within the established Downtown District boundary and is eligible to opt into the DD zoning. If approved, the development of the property would be subject to the architectural requirements of the DD zoning regulations. Development related fees would be waived for any for-profit business that is established on the property. At this time, staff is unaware of any specific property development plans.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

The requested zone change is in compliance with the Future Land Use Map and the Zoning Ordinance.

RECOMMENDATIONS

The Planning and Zoning Commission voted unanimously (7 to 0) at the regular meeting on Monday, March 4, 2019, to recommend the requested zone change.

ATTACHMENTS

[Ordinance](#)

[Exhibit A](#)

[PZ Recommendation Memo](#)

(Title: An ordinance amending the zoning classification for a tract or parcel containing 1.8864 acres located at 1 Hatcher Lane, Friendswood, Texas, by granting a zone classification change from Community Shopping Center (CSC) to Downtown District (DD), as more fully described herein.)

ORDINANCE NO. T2019-10

AN ORDINANCE AMENDING THE CODE OF ORDINANCES OF THE CITY OF FRIENDSWOOD, TEXAS, APPENDIX C – “ZONING,” BY AMENDING THE ZONING CLASSIFICATION FOR A TRACT OR PARCEL CONTAINING 1.8864 ACRES OF LAND, SITUATED IN THE SARAH MCKISSICK SURVEY, ABSTRACT 151, BEING OUT OF LOT 4 IN BLOCK 11 OF FRIENDSWOOD SUBDIVISION ACCORDING TO THE PLAT THEREOF RECORDED IN VOLUME 238, PAGE 14, FRIENDSWOOD, GALVESTON COUNTY, TEXAS; AMENDING THE ZONE CLASSIFICATION FROM COMMUNITY SHOPPING CENTER (CSC) TO DOWNTOWN DISTRICT (DD); PROVIDING FOR AMENDMENT OF THE OFFICIAL ZONING MAP; PROVIDING A PENALTY IN AN AMOUNT NOT TO EXCEED \$2,000 FOR EACH DAY OF VIOLATION OF ANY PROVISION HEREOF; AND PROVIDING FOR SEVERABILITY.

* * * * *

WHEREAS, John P. Gannon is the Owner of a 1.8864 acre parcel of land, situated in the Sarah McKissick Survey, Abstract 151, being out of Lot 4 in Block 11 of Friendswood Subdivision according to the plat thereof recorded in Volume 238, Page 14, Friendswood, Galveston County, Texas, as heretofore described pursuant to the deed filed for record under Clerk’s File Numbers 2015006491 of the Real Property Records of Galveston County, Texas, as also depicted in Exhibit “A” incorporated herein by reference, (the “Property”); and

WHEREAS, the Owner previously made application to the City to change the zoning classification of the Property from Community Shopping Center (CSC) to Downtown District (DD); and

WHEREAS, the Planning and Zoning Commission and the City Council have conducted, in the time and manner required by law and the City Code of Ordinances, a public hearing on such request, allowing all persons attending to be heard on the question of whether the changes of the uses being requested would affect the public health, safety, or general welfare of the citizens of Friendswood; and

WHEREAS, the Planning and Zoning Commission has filed its written report with City Council, which recommends _____ of the application, subject to any certain conditions made the subject of said recommendation; and

WHEREAS, the City Council deems it appropriate to grant such request, subject to applicable regulations, restrictions, exceptions and conditions; and

WHEREAS, City Council has determined that all public notices have been posted and published, all required hearings on this matter have been held, and that this Ordinance complies with the applicable provisions of the City Charter, City Code and all other applicable laws;

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

Section 1. The facts and matters set forth in the preamble of this Ordinance are hereby found to be true and correct and incorporated by reference, including the representations of Applicant, (as referenced in its Zone Change Application), the final report from the Planning & Zoning Commission, and the minutes of City Council, which City Council is specifically relying upon in adopting this Ordinance, as provided hereafter.

Section 2. The Friendswood City Code, Appendix C, “Zoning,” Section 3, “Provision for Official Zoning Map,” is hereby amended, rezoning the Property identified in the attached Exhibit “A”, from Community Shopping Center (CSC) to Downtown District (DD), but otherwise consistent and subject to the current Zoning Code, and related conditions contained therein.

Section 3. The Zoning District Map of the City of Friendswood shall be revised and amended to show the designation of the Property, as described and as provided in Section 2 above, with the appropriate reference thereon to the number and effective date of this Ordinance, and a brief description of the nature of the change.

Section 4. This Ordinance shall in no manner amend, change, supplement or revise any provision of any ordinance of the City of Friendswood, save and except the change in zoning classification of said Property as conditioned and described above.

Section 5. In the event any section, paragraph, subdivision, 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 Friendswood, Texas, declares that it would have passed each and every part of the same notwithstanding the omission of any and every part of the same notwithstanding the omission of any such part thus declared to be invalid or unconstitutional, or whether there be one or more parts.

Section 6. Any person who shall willfully, intentionally, or with criminal negligence violate any provision of this Ordinance shall be deemed guilty of a misdemeanor and, upon conviction thereof, shall be fined in an amount not to exceed \$2,000.00. Each day of violation shall constitute a separate offense.

PASSED AND APPROVED on first reading this 4th day of March, 2019.

PASSED, APPROVED, and ADOPTED on second and final reading this 1st day of April, 2019.

Mike Foreman
Mayor

ATTEST:

Melinda Welsh, TRMC
City Secretary

Exhibit “A”

1. Application
2. Deed
3. Metes and Bounds Description
4. Aerial Map
5. Location Map
6. Zoning Map



City of Friendswood – Community Development

910 S. Friendswood Drive

Friendswood, TX 77546

Phone: 281-996-3201 Fax: 281-996-3260

www.ci.friendswood.tx.us

Zone Change Application

CURRENT ZONE OF PROPERTY: Commercial CSO

TYPE OF ZONE CHANGE (check one):

☒ Land Use Change to Zone: Downtown District ☐ Specific Use Permit Option 1

☐ Planned Unit Development Option 1

☐ Specific Use Permit Option 2

☐ Planned Unit Development Option 2

SUP for Use(s) #: _____

PROPERTY IDENTIFICATION:

Address: 1 Hatcher Lane, Friendswood

Platted Land – Plat Name: Friendswood Subdivision Lot: 4 Block: 11

Unplatted Land – Attach a certified metes and bounds description

OWNER NAME: JOHN P. GANNON Phone: 281-992-2828

Owner's Mailing Address: 1 525 PARK GROVE

City: KATY State: TX Zip: 77450 Fax: _____

Owner's Email Address: john@jgioutdoor.com

AGENT'S NAME : _____ Phone: _____

Agent's Mailing Address: _____

City: _____ State: _____ Zip: _____ Fax: _____

Agent's Email Address: _____

In authorizing an agent to represent the owner, the owner attests that his/her agent may make verbal or written representations and/or declarations on the owner's behalf and the owner understands and acknowledges that the City of Friendswood shall rely upon the agent's representations in matters pertaining to the above described property. The designation of an agent in this matter in no way absolves the owner of any of the owner's responsibilities outlined by the City of Friendswood. The owner must be the legal owner of record of the property at the time of submittal of the application.

The undersigned hereby request approval by the City Council on the above identified zone change.

Owner's Signature: [Signature] Date: 1-4-19

Agent's Signature: _____ Date: _____

Received By: Bsummers
Date of Public Hearing: 3-4-19
Property Owner Notices: 2-22-19

Application Number: PLAN-2019-0002
Received Date: 1-10-19
Newspaper Notice: 2-11-19
Sign on Property: 2-22-19

WARRANTY DEED WITH VENDOR'S LIEN

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

Date:

January 29, 2015

Grantor:

**CHERYL HATCHER BOUILLION A/K/A H. CHERYL HATCHER
BOUILLION, INDIVIDUALLY AND AS INDEPENDENT EXECUTOR
OF THE ESTATE OF MARIETTA M. HATCHER, DECEASED**

Grantor's Mailing Address (including county):

1524 Westfield St.
Pearland, TX 77581

Grantee:

JOHN P. GANNON

Grantee's Mailing Address (including county):

204 Stanley Ct.
Friendswood, Galveston County, Texas 77546

Consideration:

TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration to the undersigned paid by the Grantee herein named, the receipt of which is hereby acknowledged and the further consideration of **THREE HUNDRED SEVENTY-FIVE THOUSAND AND NO/100 DOLLARS (\$375,000.00)** to Grantor in hand paid by HOMETOWN BANK, NATIONAL ASSOCIATION, of Galveston, Texas, at the special instance and request of the Grantee, in part payment of the purchase price for the land and premises herein conveyed, to evidence which the said Grantee has executed his one certain promissory note to the order of HOMETOWN BANK, NATIONAL ASSOCIATION, payable as therein provided, and secured by a first vendor's lien and superior title herein retained and by deed of trust herewith executed by the said Grantee to G. WILLIAM RIDER, TRUSTEE.

The above-mentioned note for **\$375,000.00** is made payable directly to HOMETOWN BANK, NATIONAL ASSOCIATION, which has advanced said sum of money at the request of Grantee herein to the Grantor herein; and in consideration of the premises that Grantor does hereby SELL, TRANSFER AND ASSIGN unto the said HOMETOWN BANK, NATIONAL ASSOCIATION, its successors and assigns, the first vendor's lien and superior title herein retained against the property herein conveyed to secure the payment of the aforesaid note as fully subrogating HOMETOWN BANK, NATIONAL ASSOCIATION, its successors and assigns, to all rights, titles, equities and interest in and to such note and all liens against the property securing payment thereof, such assignment, however, being without recourse in any event against the Grantor herein,

Property (including any improvements):

1.886 acres of land, more or less, out of Lot 4, Block 11, FRIENDSWOOD SUBDIVISION, according to the plat thereof, recorded in Volume 238, Page 14, Galveston County Map Records, out of the J.R. Williams or Sarah McKissick Survey, Abstract No. 151 in Galveston County, Texas and being the same land conveyed to Harry M. Hatcher in deeds recorded in Volume 823, Page 132 and confirmed in Volume 923, Page 34, Deed Records, Galveston County, Texas and said tract being more particularly described by metes and bounds in EXHIBIT "A" attached hereto and made a part hereof.

This conveyance is made and accepted subject to all the restrictions, covenants and conditions, easements, set-back lines, charges, mineral interests, reserved and/or granted, and rights-of-way either apparent or of record in the Office of the County Clerk of Galveston County, Texas, including but not limited to the following:

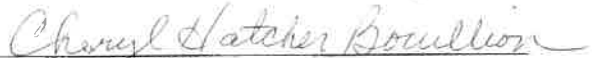
1. Easement to Community Public Service Company of record in Volume 637, Page 437, of the Deed Records of Galveston County, Texas for the purpose of electric transmission and distributing line; and
2. Any titles or rights asserted by anyone including, but not limited to persons, corporations, governments or other entities to tidelands, or lands comprising the shores or beds of navigable or perennial rivers and streams, lakes, bays, gulfs or oceans, or to any land extending from the line of mean low time to the line of vegetation, or to lands beyond the line of the harbor or bulkhead lines as established or changed by any government, or to filled in lands, or artificial islands, or to riparian rights, or the rights or interests of the State of Texas or the public generally in the area extending from the line of mean low tide to the line of vegetation or their right of access thereto, or rights of easement along and across the same.

Grantor, for the consideration and subject to the reservations from and exceptions to conveyance and warranty, grants, sells, and conveys to Grantee the property, together with all and singular the rights and appurtenances thereto in any wise belonging, to have and hold it to Grantee, Grantee's heirs, executors, administrators, successors, and assigns forever. Grantor hereby binds Grantor and Grantor's heirs, executors, administrators, successors and assigns to warrant and forever defend all and singular the property to Grantee and Grantee's heirs, executors, administrators, successors, and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, except as to the reservations from and exceptions to warranty.

The vendor's lien against and superior title to the property are retained until the note described is fully paid according to its terms, at which time this deed shall become absolute.

When the context requires, singular nouns and pronouns include the plural.

EXECUTED this 29th day of January, 2015.


CHERYL HATCHER BOULLION
A/K/A H. CHERYL HATCHER BOULLION,
INDIVIDUALLY AND AS INDEPENDENT
EXECTURIX OF THE ESTATE OF MARIETTA M.
HATCHER, DECEASED

STATE OF TEXAS)
COUNTY OF HARRIS)

This instrument was acknowledged before me on the 29th day of September, 2015, by **CHERYL HATCHER BOUILLION a/k/a H. CHERYL HATCHER BOUILLION, Individually and as Independent Executrix of the Estate of MARIETTA M. HATCHER, Deceased, on behalf of said estate.**



Courtney Moore
Notary Public in and for THE STATE OF TEXAS

Loan origination organization: HOMETOWN BANK, NATIONAL ASSOCIATION
NMLS ID 478260
Loan Originator: Allan Rasmussen, Jr.
NMLS ID 684576

AFTER RECORDING RETURN TO:

PREPARED IN THE LAW OFFICE OF:

RIDER & WILSON
Suite 802, 2200 Market Street Tower
2200 Market Street
Galveston, Texas 77550

Exhibit "A"

A SURVEY OF 1.886 ACRES OF LAND, MORE OR LESS, OUT OF LOT 4, BLOCK 11, FRIENDSWOOD SUBDIVISION, ACCORDING TO THE PLAT THEREOF RECORDED IN VOLUME 238, PAGE 14, GALVESTON COUNTY MAP RECORDS, OUT OF THE J.R. WILLIAMS OR SARAH MCKISSICK SURVEY, ABSTRACT NO. 151, IN GALVESTON COUNTY, TEXAS, AND BEING THE SAME LAND CONVEYED TO HARRY M. HATCHER IN DEEDS RECORDED IN VOLUME 823, PAGE 132 AND CONFIRMED IN VOLUME 923, PAGE 34, DEED RECORDS, GALVESTON COUNTY, TEXAS, AND SAID TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 3/8 inch iron rod set on the Southwesterly line of said Lot 4, said point being South 45 deg. 00 min. 00 sec. East, a distance of 495.00 feet from the Westerly corner of said Lot 4;

THENCE from said beginning point North 45 deg. 00 min. 00 sec. East, a distance of 498.00 feet to a 2 inch iron pipe found for corner;

THENCE South 45 deg. 00 min. 00 sec. East and parallel with the Southwesterly line of said Lot 4, a distance of 155.00 feet to a 3/8 inch iron rod set for corner;

THENCE South 45 deg. 00 min. 00 sec. West and parallel with the Northwesterly line of said Lot 4, a distance of 498.00 feet to a point on the Southwesterly line of said Lot 4, from which a fence post bears South, a distance of 0.8 feet;

THENCE North 45 deg. 00 min. 00 sec. West along the Southwest line of said Lot 4, a distance of 165.00 feet to the PLACE OF BEGINNING.

**DESCRIPTION OF A TRACT OF LAND CONTAINING
1.8864 ACRES (82,170 SQUARE FEET) SITUATED
IN THE SARAH MCKISSICK SURVEY, ABSTRACT 151
GALVESTON COUNTY, TEXAS**

Being a tract of land containing 1.8864 acres (82,170 square feet), situated in the Sarah McKissick Survey, Abstract 151, Galveston County, Texas, being out of Lot 4, in Block 11, of Friendswood Subdivision, a subdivision in Galveston County, Texas, according to the map or plat thereof recorded in Volume 238, Page 14, and transferred to Plat Record 7, Map No. 20 in the Office of the County Clerk of Galveston County, Texas, and being all of a tract of land conveyed unto John P. Gannon by deed recorded in County Clerk's File No. 2015006491 of the Official Public Records of Galveston County, Texas. Said 1.8864-acre tract being more particularly described by metes and bounds as follows:

BEGINNING at a found 1/2-inch iron pipe in the northeast right-of-way line of Hatcher Lane (60 feet wide) for the west corner of the said tract herein described, being located South 45°00'00" East, a distance of 495.00 feet from the west corner of said Lot 4;

THENCE North 45°00'00" East, a distance of 498.00 feet to a found 2-inch iron pipe for the north corner of the said tract herein described;

THENCE South 45°00'00" East, a distance of 165.00 feet to a found 1/2-inch iron rod with cap (illegible) for the east corner of the said tract herein described;

THENCE South 45°00'00" West, a distance of 498.00 feet to a set 1/2-inch iron rod with cap marked "Survey 1" in the northeast right-of-way line of said Hatcher Lane for the south corner of the said tract herein described;

THENCE North 45°00'00" West along the northeast right-of-way line of said Hatcher Lane, a distance of 165.00 feet to the POINT OF BEGINNING and containing 1.8864 acres (82,170 square feet), more or less.

Note: This metes and bounds description is referenced to a survey drawing prepared by Survey 1, Inc. (Firm Registration No. 100758-00) dated November 21, 2018, job number 11-68324-18.



RECEIVED JAN - 4 2019





Disclaimer: This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries. Gov. C. §2501.102. The user is encouraged to independently verify all information contained in this product. The City of Friendswood makes no representation or warranty as to the accuracy of this product or to its fitness for a particular purpose. The user: (1) accepts the product AS IS, WITH ALL FAULTS; (2) assumes all responsibility for the use thereof; and (3) releases the City of Friendswood from any damage, loss, or liability arising from such use.

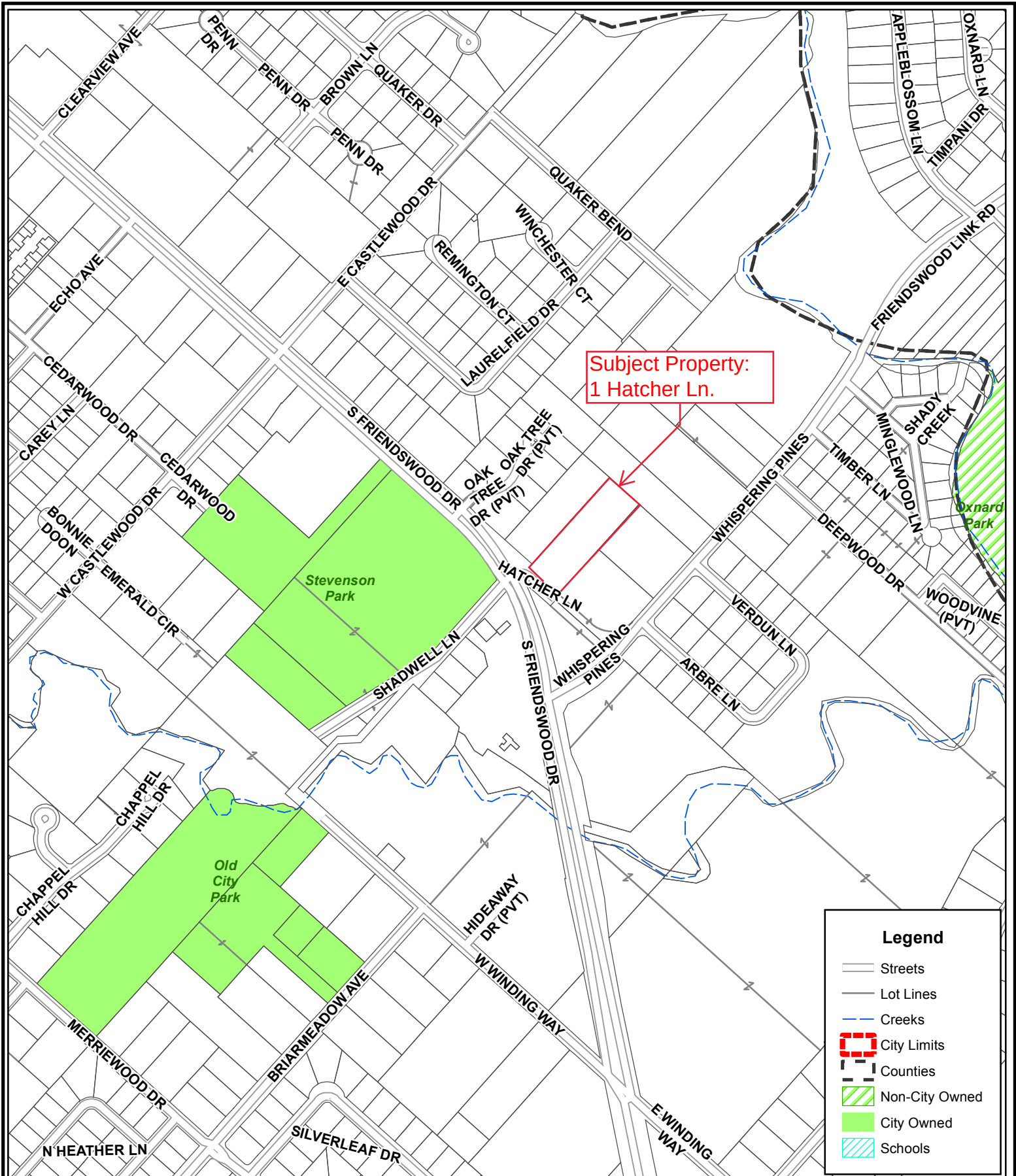


City of Friendswood
 910 South Friendswood Drive
 Friendswood, Texas 77546
 (281) 996-3200
www.ci.friendswood.tx.us

Friendswood GIS Mapping



1" = 130'



Disclaimer: This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries. Gov. C. §2501.102. The user is encouraged to independently verify all information contained in this product. The City of Friendswood makes no representation or warranty as to the accuracy of this product or to its fitness for a particular purpose. The user: (1) accepts the product AS IS, WITH ALL FAULTS; (2) assumes all responsibility for the use thereof; and (3) releases the City of Friendswood from any damage, loss, or liability arising from such use.

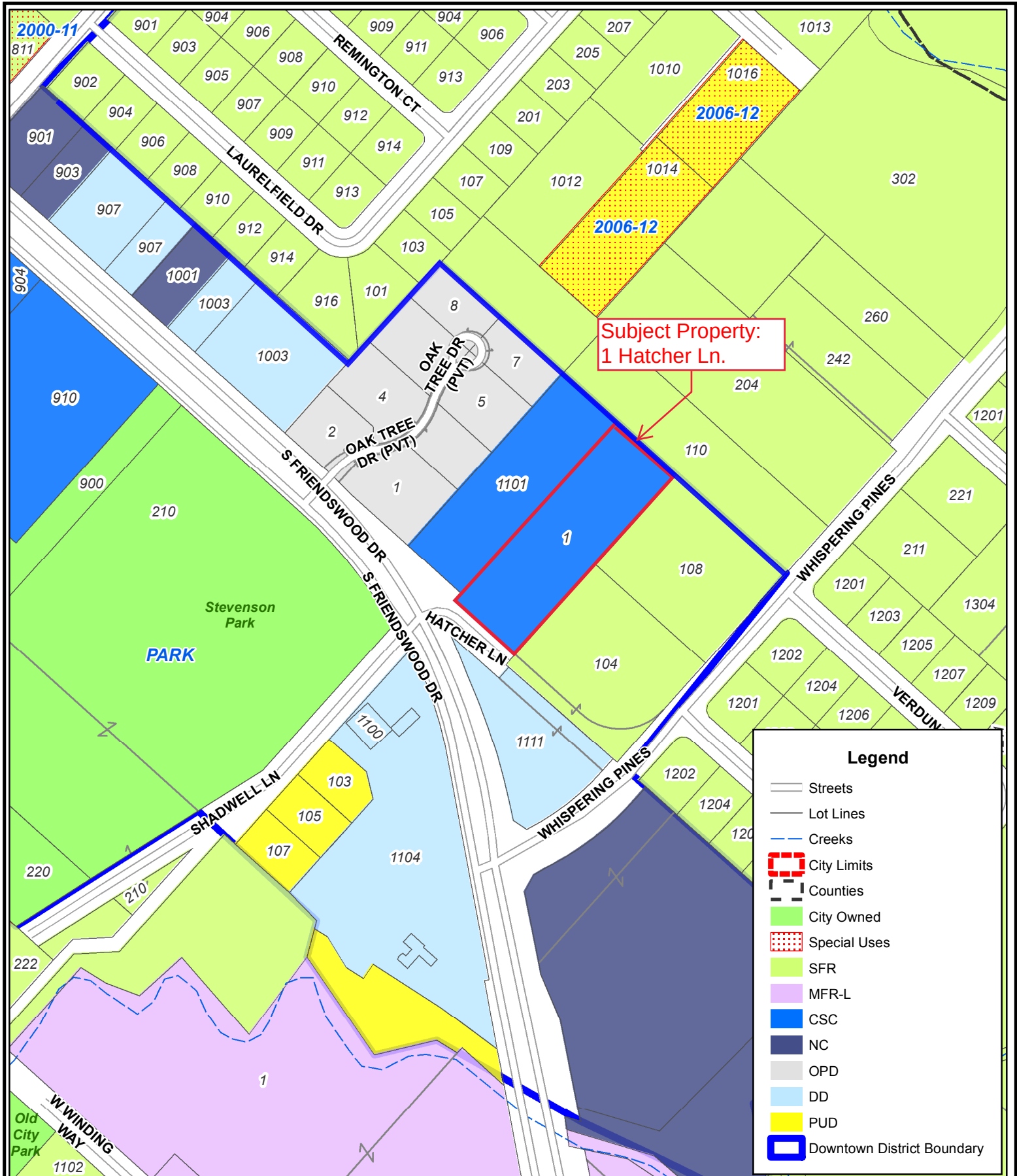


City of Friendswood
910 South Friendswood Drive
Friendswood, Texas 77546
(281) 996-3200
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Friendswood GIS Mapping



1" = 519'



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City of Friendswood
910 South Friendswood Drive
Friendswood, Texas 77546
(281) 996-3200
www.ci.friendswood.tx.us

Friendswood GIS Mapping



1" = 260'

Memo

To: Mayor and City Council
From: Joe Matranga, P&Z Chairman
Date: March 5, 2019



Re: Zone Classification Change Request – 1 Hatcher Lane, 1.8864 acres of land, situated in the Sarah McKissick Survey, Abstract 151, being out of Lot 4, in Block 11, Friendswood Subdivision, in Galveston County, Texas, City of Friendswood, to change from Community Shopping Center (CSC) to Downtown District (DD)

At the Planning and Zoning Commission meeting held March 4, 2019, following the Joint Public Hearing, the City of Friendswood Planning and Zoning Commission voted unanimously 7 to 0 to approve the zone change request referenced above.



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: April 1, 2019

Date Submitted: March 5, 2019

Dept. Clearances: Steven Rhea

Prepared by: Aubrey Harbin

Subject: Zone change request from Single Family Residential (SFR) to Planned Unit Development (PUD)

Originating Department: Community Development

City Attorney Review: Yes

Proceeding: 1st reading of Ordinance

Degree of importance: Critical ☐ Significant ☐ Elective ☒

Expenditure Required:

Amount Budgeted:

Appropriation Required:

Source of Funds:

FINANCE APPROVAL:

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

Meta Planning + Design, on behalf of Taylor Morrison Homes and the property owners, is requesting Planned Unit Development (PUD) zoning in order to develop a new 206 home private, gated subdivision consisting of a variety of 60 to 90 foot lots.

The Avalon at Friendswood PUD would be located on a $\pm$ 116 Ac. tract located west of West Blvd, situated between the West Ranch subdivision to the east and the Friendswood Lakes subdivision to the west. The subject tract is bisected by the future Friendswood Lakes Boulevard and lies along the city limit line of the City of Friendswood and City of League City. An existing lake sits on the southern side of the tract, south of Friendswood Lakes Boulevard, and the remainder of the tract is currently undeveloped.

The developer will be required to provide on-site detention. Stormwater detention requirements and utility installation will be subject to the City of Friendswood Design Criteria Manual.

Development of the residential lots will be contingent upon the construction of Friendswood Lakes Blvd. The developer will be responsible for coordinating with Galveston County regarding completion of Friendswood Lakes Boulevard and access to the subject property for installation of water, sewer and drainage infrastructure. Avalon at Friendswood plats will not be recorded until Friendswood Lakes Boulevard is substantially complete and meets the access requirements for Avalon at Friendswood subdivision.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

The Future Land Use Map identifies this property as Low Density in accordance with the zoning that is currently assigned to the property, as well as, the proposed zone change.

RECOMMENDATIONS

The Planning and Zoning Commission voted 4 to 3 at the regular meeting held Monday, March 21, 2019, to recommend the zone change.

ATTACHMENTS

[Ordinance](#)

[Exhibit A](#)

[Exhibit B](#)

(Title: An ordinance amending the zoning classification for a tract or parcel containing 115.998 acres located along the future Friendswood Lakes Boulevard between West Ranch and Friendswood Lakes Subdivisions, Friendswood, Galveston County, Texas, to change from Single Family Residential (SFR) to Planned Unit Development (PUD) for a residential development, “Avalon at Friendswood”, as more fully described herein.)

ORDINANCE NO. T2019-11

AN ORDINANCE AMENDING THE CODE OF ORDINANCES OF THE CITY OF FRIENDSWOOD, TEXAS, APPENDIX C – “ZONING,” BY AMENDING THE ZONING CLASSIFICATION FOR A TRACT OR PARCEL CONTAINING 115.998 ACRES OF LAND ALONG THE FUTURE FRIENDSWOOD LAKES BOULEVARD BETWEEN WEST RANCH AND FRIENDSWOOD LAKES SUBDIVISIONS, FRIENDSWOOD, GALVESTON COUNTY, TEXAS, TO CHANGE FROM SINGLE FAMILY RESIDENTIAL (SFR) TO PLANNED UNIT DEVELOPMENT (PUD) FOR A RESIDENTIAL DEVELOPMENT, “AVALON AT FRIENDSWOOD”, CONSISTING OF THE FOLLOWING TRACTS: 1) 87.774 ACRES, MORE OR LESS, BEING A PORTION OF A CALLED 96.944 ACRES TRACT IN THE MARY FABREAU SURVEY, ABSTRACT NO. 69 IN GALVESTON COUNTY, FRIENDSWOOD, TEXAS, SAVE AND EXCEPT A 9.170 ACRE PORTION OF THE SAME TRACT; AND 2) 28.2240 ACRES OF LAND, MORE OR LESS, BEING A PORTION OF A CALLED 194.21 ACRE TRACT DESCRIBED AS TRACT “A” AS CONVEYED TO YELLOWSTONE HILL COUNTRY RANCHING, LLC, FRIENDSWOOD, GALVESTON COUNTY, TEXAS; AMENDING THE ZONE CLASSIFICATION FROM SINGLE FAMILY RESIDENTIAL (SFR) TO PLANNED UNIT DEVELOPMENT (PUD) FOR A RESIDENTIAL DEVELOPMENT, “AVALON AT FRIENDSWOOD”; PROVIDING FOR AMENDMENT OF THE OFFICIAL ZONING MAP; PROVIDING A PENALTY IN AN AMOUNT NOT TO EXCEED \$2,000 FOR EACH DAY OF VIOLATION OF ANY PROVISION HEREOF; AND PROVIDING FOR SEVERABILITY.

*** * * * ***

WHEREAS, Constance Cleaves Brakebill, Catherine Mahon, Virginia P. Cleaves, Wilbur R. Cleaves, Melissa Cleaves Benson, and Cypress Creek Holdings Ltd., acting by and through

Janet Cleaves Acord, are the Owners of an 87.774 acre parcel of land, being a portion of a called 96.944 acre tract in the Mary Fabreau Survey, Abstract No. 69 in Galveston County, Friendswood, Texas, save and except a 9.170 acre portion of the same tract; and Yellowstone Hill Country Ranching LLC, acting by and through Charles Gregory Evans, is the owner of 28.2240 acres of land, more or less, being a portion of a called 194.21 acre tract described as Tract “A” as conveyed to Yellowstone Hill Country Ranching LLC in Clerk’s file number 2010059686 of the Galveston County Deed Records, Galveston County, Friendswood, Texas, (the “Property”) is also depicted in Exhibit “A” incorporated herein by reference, including warranty deeds, surveys and metes and bounds descriptions, location map, zoning map and aerial map; and

WHEREAS, the Owners previously made application to the City to change the zoning classification of the Property from Single Family Residential (SFR) to Planned Unit Development (PUD) to allow for a private, gated residential development with varying lot sizes, to be known as Avalon at Friendswood pursuant to the PUD document, area map and schematic development plan attached hereto included in Exhibit “B”; and

WHEREAS, the Planning and Zoning Commission and the City Council have conducted, in the time and manner required by law and the City Code of Ordinances, a public hearing on such request, allowing all persons attending to be heard on the question of whether the changes of the uses being requested would affect the public health, safety, or general welfare of the citizens of Friendswood; and

WHEREAS, the Planning and Zoning Commission has filed its written report with City Council, which recommends _____ of the application, subject to any certain conditions made the subject of said recommendation; and

WHEREAS, the City Council deems it appropriate to grant such request, subject to applicable regulations, restrictions, exceptions and conditions; and

WHEREAS, City Council has determined that all public notices have been posted and published, all required hearings on this matter have been held, and that this Ordinance complies with the applicable provisions of the City Charter, City Code and all other applicable laws;

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

Section 1. The facts and matters set forth in the preamble of this Ordinance are hereby found to be true and correct and incorporated by reference, including the representations of Applicant, (as referenced in its Zone Change Application), the final report from the Planning & Zoning Commission, and the minutes of City Council, which City Council is specifically relying upon in adopting this Ordinance, as provided hereafter.

Section 2. The Friendswood City Code, Appendix C, “Zoning,” Section 3, “Provision for Official Zoning Map,” is hereby amended, rezoning the Property identified in the attached Exhibit “A”, from Single Family Residential (SFR) to Planned Unit Development (PUD), but otherwise consistent and subject to the current Zoning Code, and related conditions contained therein. This rezoning is specifically conditioned upon Owner’s full compliance with Appendix C, Zoning Ordinance, Section 7. “Schedule of District Regulations,” J. “Planned Unit Development, General Purpose and Description,” paragraph 7.c.2 (Option 2).

Section 3. The Official Zoning Map of the City of Friendswood shall be revised and amended to show the designation of the Property, as described and as provided in Section 2 above, with the appropriate reference thereon to the number and effective date of this Ordinance, and a brief description of the nature of the change.

Section 4. This Ordinance shall in no manner amend, change, supplement or revise any provision of any ordinance of the City of Friendswood, save and except the change in zoning

classification of said Property as conditioned and described above.

Section 5. In the event any section, paragraph, subdivision, 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 Friendswood, Texas, declares that it would have passed each and every part of the same notwithstanding the omission of any and every part of the same notwithstanding the omission of any such part thus declared to be invalid or unconstitutional, or whether there be one or more parts.

Section 6. Any person who shall willfully, intentionally, or with criminal negligence violate any provision of this Ordinance shall be deemed guilty of a misdemeanor and, upon conviction thereof, shall be fined in an amount not to exceed \$2,000.00. Each day of violation shall constitute a separate offense.

PASSED AND APPROVED on first reading this 4th day of March, 2019.

PASSED, APPROVED, and ADOPTED on second and final reading this 1st day of April, 2019.

Mike Foreman
Mayor

ATTEST:

Melinda Welsh, TRMC
City Secretary

Exhibit “A”

1. Applications
2. Property Deeds
3. Metes and Bounds Descriptions
4. Aerial Map
5. Location Map
6. Zoning Map

Exhibit “B”

1. Avalon at Friendswood PUD document
2. Exhibit A – Area Map
3. Exhibit B – Schematic Development Plan



City of Friendswood – Community Development

910 S. Friendswood Drive

Friendswood, TX 77546

Phone: 281-996-3201 Fax: 281-996-3260

www.ci.friendswood.tx.us

Zone Change Application

CURRENT ZONE OF PROPERTY: SFR

TYPE OF ZONE CHANGE (check one):

☐ Land Use Change to Zone: _____

☐ Specific Use Permit Option 1

☐ Planned Unit Development Option 1

☐ Specific Use Permit Option 2

☒ Planned Unit Development Option 2

SUP for Use(s) #: _____

PROPERTY IDENTIFICATION:

Address: North and South of Friendswood Lakes Blvd (to the West of West Ranch and West Blvd.)

Platted Land – Plat Name: n/a Lot: _____ Block: _____

Unplatted Land – Attach a certified metes and bounds description

OWNER NAME: Constance Cleaves Brakebill Phone: 281-7314201

Owner's Mailing Address: 204 Woodlawn

City: Friendswood State: TX Zip: 77546 Fax: _____

Owner's Email Address: constancebrakebill@gmail.com

AGENT'S NAME : META Planning + Design Phone: 281-810-1422 ext 105

Agent's Mailing Address: 24275 Katy Freeway, Suite 200

City: Katy State: TX Zip: 77494 Fax: _____

Agent's Email Address: Kathryn Parker - kedwards@metaplanningdesign.com

In authorizing an agent to represent the owner, the owner attests that his/her agent may make verbal or written representations and/or declarations on the owner's behalf and the owner understands and acknowledges that the City of Friendswood shall rely upon the agent's representations in matters pertaining to the above described property. The designation of an agent in this matter in no way absolves the owner of any of the owner's responsibilities outlined by the City of Friendswood. The owner must be the legal owner of record of the property at the time of submittal of the application.

The undersigned hereby request approval by the City Council on the above identified zone change.

Owner's Signature: Constance Cleaves Brakebill Date: 12/28/2018

Agent's Signature: Kathryn Parker Date: 1/23/19

Received By: <u>B Sumner</u> Date of Public Hearing: <u>3-4-19</u> Property Owner Notices: <u>2-22-19</u>	Application Number: <u>PLAN-2018-0002</u> Received Date: <u>1-28-19</u> Newspaper Notice: <u>2-11-19</u> Sign on Property: <u>2-22-19</u>
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City of Friendswood – Community Development

910 S. Friendswood Drive

Friendswood, TX 77546

Phone: 281-996-3201 Fax: 281-996-3260

www.ci.friendswood.tx.us

Zone Change Application

CURRENT ZONE OF PROPERTY: SFR

TYPE OF ZONE CHANGE (check one):

☐ Land Use Change to Zone: _____

☐ Specific Use Permit Option 1

☐ Planned Unit Development Option 1

☐ Specific Use Permit Option 2

☒ Planned Unit Development Option 2

SUP for Use(s) #: _____

PROPERTY IDENTIFICATION:

Address: North and South of Friendswood Lakes Blvd (to the West of West Ranch and West Blvd.)

Platted Land – Plat Name: n/a Lot: _____ Block: _____

Unplatted Land – Attach a certified metes and bounds description

OWNER NAME: Catherine Mahon Phone: 908-200-5820

Owner's Mailing Address: 90 Alton Rd. 3001

City: Miami Beach State: FL Zip: 33139 Fax: _____

Owner's Email Address: Catherine.mahon@gmail.com

AGENT'S NAME : META Planning + Design Phone: 281-810-1422 ext 105

Agent's Mailing Address: 24275 Katy Freeway, Suite 200

City: Katy State: TX Zip: 77494 Fax: _____

Agent's Email Address: Kathryn Parker - kedwards@metaplanningdesign.com

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The undersigned hereby request approval by the City Council on the above identified zone change.

Owner's Signature: Catherine Mahon Date: 1/22/2019

Agent's Signature: Kathryn Parker Date: 1/23/19

Received By: <u>BSummers</u>	Application Number: <u>PLAN-2018-0002</u>
Date of Public Hearing: <u>3-4-19</u>	Received Date: <u>1-28-19</u>
Property Owner Notices: <u>2-22-19</u>	Newspaper Notice: <u>2-11-19</u>
	Sign on Property: <u>2-22-19</u>



City of Friendswood – Community Development

910 S. Friendswood Drive

Friendswood, TX 77546

Phone: 281-996-3201 Fax: 281-996-3260

www.ci.friendswood.tx.us

Zone Change Application

CURRENT ZONE OF PROPERTY: SFR

TYPE OF ZONE CHANGE (check one):

☐ Land Use Change to Zone: _____

☐ Specific Use Permit Option 1

☐ Planned Unit Development Option 1

☐ Specific Use Permit Option 2

☒ Planned Unit Development Option 2

SUP for Use(s) #: _____

PROPERTY IDENTIFICATION:

Address: North and South of Friendswood Lakes Blvd (to the West of West Ranch and West Blvd.)

Platted Land – Plat Name: n/a Lot: _____ Block: _____

Unplatted Land – Attach a certified metes and bounds description

OWNER NAME: Virginia P. Cleaves Phone: 214-801-5594

Owner's Mailing Address: 13500 Golden Wave Loop

City: Austin State: TX Zip: 78738 Fax: _____

Owner's Email Address: virginia.cleaves@sbcglobal.net

AGENT'S NAME : META Planning + Design Phone: 281-810-1422 ext 105

Agent's Mailing Address: 24275 Katy Freeway, Suite 200

City: Katy State: TX Zip: 77494 Fax: _____

Agent's Email Address: Kathryn Parker - kedwards@metaplanningdesign.com

In authorizing an agent to represent the owner, the owner attests that his/her agent may make verbal or written representations and/or declarations on the owner's behalf and the owner understands and acknowledges that the City of Friendswood shall rely upon the agent's representations in matters pertaining to the above described property. The designation of an agent in this matter in no way absolves the owner of any of the owner's responsibilities outlined by the City of Friendswood. The owner must be the legal owner of record of the property at the time of submittal of the application.

The undersigned hereby request approval by the City Council on the above identified zone change.

Owner's Signature: Virginia P. Cleaves Date: Jan 16 2019

Agent's Signature: Kathryn Parker Date: 1/23/19

Received By: <u>B Sumner</u>	Application Number: <u>PLAN-2018-0002</u>
Date of Public Hearing: <u>3-4-19</u>	Received Date: <u>1-28-19</u>
Property Owner Notices: <u>2-22-19</u>	Newspaper Notice: <u>2-11-19</u>
	Sign on Property: <u>2-22-19</u>



910 S. Friendswood Drive
Friendswood, TX 77546
Phone: 281-996-5201 Fax: 281-996-3260
www.ci.friendswood.tx.us

Zone Change Application

CURRENT ZONE OF PROPERTY: SFR

TYPE OF ZONE CHANGE (check one):

☐ Land Use Change to Zone: _____

☐ Planned Unit Development Option 1

☒ Planned Unit Development Option 2

☐ Specific Use Permit Option 1

☐ Specific Use Permit Option 2

SUP for Use(s) #: _____

PROPERTY IDENTIFICATION:

Address: North and South of Friendswood Lakes Blvd (to the West of West Ranch and West Blvd.)

Platted Land – Plat Name: n/a Lot: _____ Block: _____

Unplatted Land – Attach a certified metes and bounds description

OWNER NAME: Wilbur R. CLEAVES Phone: 361 815 0302

Owner's Mailing Address: 241 Rosebud Av

City: Corpus Christi State: TX Zip: 78404 Fax: ~~1-361-8845554~~

Owner's Email Address: <tedcleaves@yahoo.com>

AGENT'S NAME : META Planning + Design Phone: 281-810-1422 ext 105

Agent's Mailing Address: 24275 Katy Freeway, Suite 200

City: Katy State: TX Zip: 77494 Fax: _____

Agent's Email Address: Kathryn Parker - kedwards@metaplanningdesign.com

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The undersigned hereby request approval by the City Council on the above identified zone change.

Owner's Signature: Wilbur R. Cleaves Date: 1/17/19

Agent's Signature: Kathryn Parker Date: 1/23/19

Received By: B Sumner

Date of Public Hearing: 3-4-19

Property Owner Notices: 2-22-19

Application Number: PUAD-2018-0002

Received Date: 1-28-19

Newspaper Notice: 2-11-19

Sign on Property: 2-22-19



City of Friendswood – Community Development

910 S. Friendswood Drive

Friendswood, TX 77546

Phone: 281-996-3201 Fax: 281-996-3260

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Zone Change Application

CURRENT ZONE OF PROPERTY: SFR

TYPE OF ZONE CHANGE (check one):

☐ Land Use Change to Zone: _____

☐ Specific Use Permit Option 1

☐ Planned Unit Development Option 1

☐ Specific Use Permit Option 2

☒ Planned Unit Development Option 2

SUP for Use(s) #: _____

PROPERTY IDENTIFICATION:

Address: North and South of Friendswood Lakes Blvd (to the West of West Ranch and West Blvd.)

Platted Land – Plat Name: n/a Lot: _____ Block: _____

Unplatted Land – Attach a certified metes and bounds description

OWNER NAME: MELISSA CLEAVES BENSON Phone: 214 450-5219

Owner's Mailing Address: 10058 CIRCLEVIEW DRIVE

City: AUSTIN State: TX Zip: 78733 Fax: _____

Owner's Email Address: melissabenson20@gmail.com

AGENT'S NAME : META Planning + Design Phone: 281-810-1422 ext 105

Agent's Mailing Address: 24275 Katy Freeway, Suite 200

City: Katy State: TX Zip: 77494 Fax: _____

Agent's Email Address: Kathryn Parker - kedwards@metaplanningdesign.com

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The undersigned hereby request approval by the City Council on the above identified zone change.

Owner's Signature: Melissa Benson Date: 1-20-19

Agent's Signature: Kathryn Parker Date: 1/23/19

Received By: B Sumner
Date of Public Hearing: 3-4-19
Property Owner Notices: 2-22-19

Application Number: PLAN-2018-0002
Received Date: 1-28-19
Newspaper Notice: 2-11-19
Sign on Property: 2-22-19



City of Friendswood – Community Development

910 S. Friendswood Drive

Friendswood, TX 77546

Phone: 281-996-3201 Fax: 281-996-3260

www.ci.friendswood.tx.us

Zone Change Application

CURRENT ZONE OF PROPERTY: SFR

TYPE OF ZONE CHANGE (check one):

☐ Land Use Change to Zone: _____

☐ Planned Unit Development Option 1

☒ Planned Unit Development Option 2

☐ Specific Use Permit Option 1

☐ Specific Use Permit Option 2

SUP for Use(s) #: _____

PROPERTY IDENTIFICATION:

Address: North and South of Friendswood Lakes Blvd (to the West of West Ranch and West Blvd.)

Platted Land – Plat Name: n/a Lot: _____ Block: _____

Unplatted Land – Attach a certified metes and bounds description

OWNER NAME: Cypress Creek Holdings, Ltd. Phone: 281-220-9356

Owner's Mailing Address: 614 Lindenwood Dr.

City: Houston State: TX Zip: 77024 Fax: _____

Owner's Email Address: dirshweems@comcast.net

AGENT'S NAME : META Planning + Design Phone: 281-810-1422 ext 105

Agent's Mailing Address: 24275 Katy Freeway, Suite 200

City: Katy State: TX Zip: 77494 Fax: _____

Agent's Email Address: Kathryn Parker - kedwards@metaplanningdesign.com

In authorizing an agent to represent the owner, the owner attests that his/her agent may make verbal or written representations and/or declarations on the owner's behalf and the owner understands and acknowledges that the City of Friendswood shall rely upon the agent's representations in matters pertaining to the above described property. The designation of an agent in this matter in no way absolves the owner of any of the owner's responsibilities outlined by the City of Friendswood. The owner must be the legal owner of record of the property at the time of submittal of the application.

The undersigned hereby request approval by the City Council on the above identified zone change.

Owner's Signature: Dirsh And Weems, Pres. of Date: 1/16/19

Agent's Signature: Kathryn Parker Date: 1/23/19

Received By: BSummers
Date of Public Hearing: 3-4-19
Property Owner Notices: 2-22-19

Application Number: PLAN-2018-0002
Received Date: 1-28-19
Newspaper Notice: 2-11-19
Sign on Property: 2-22-19



City of Friendswood – Community Development

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Friendswood, TX 77546

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Zone Change Application

CURRENT ZONE OF PROPERTY: SFR

TYPE OF ZONE CHANGE (check one):

☐ Land Use Change to Zone: _____

☐ Specific Use Permit Option 1

☐ Planned Unit Development Option 1

☐ Specific Use Permit Option 2

☒ Planned Unit Development Option 2

SUP for Use(s) #: _____

PROPERTY IDENTIFICATION:

Address: North and South of Friendswood Lakes Blvd (to the West of West Ranch and West Blvd.)

Platted Land – Plat Name: n/a Lot: _____ Block: _____

Unplatted Land – Attach a certified metes and bounds description

OWNER NAME: Yellowstone Hill Country Ranching Phone: 281 850 6755

Owner's Mailing Address: 7670 Woodway Drive Suite 162

City: Houston State: TX Zip: 77063 Fax: _____

Owner's Email Address: _____ adam@hillhubbarddevelopment.com

AGENT'S NAME : META Planning + Design Phone: 281-810-1422 ext 105

Agent's Mailing Address: 24275 Katy Freeway, Suite 200

City: Katy State: TX Zip: 77494 Fax: _____

Agent's Email Address: Kathryn Parker - kedwards@metaplanningdesign.com

In authorizing an agent to represent the owner, the owner attests that his/her agent may make verbal or written representations and/or declarations on the owner's behalf and the owner understands and acknowledges that the City of Friendswood shall rely upon the agent's representations in matters pertaining to the above described property. The designation of an agent in this matter in no way absolves the owner of any of the owner's responsibilities outlined by the City of Friendswood. The owner must be the legal owner of record of the property at the time of submittal of the application.

The undersigned hereby request approval by the City Council on the above identified zone change.

Owner's Signature: _____ Date: Jan 09, 2019

Agent's Signature: _____ Date: Jan 09 2019

Received By: B Summers

Date of Public Hearing: 3-4-19

Property Owner Notices: 2-22-19

Application Number: PLAN-2018-0062

Received Date: 1-28-19

Newspaper Notice: 2-11-19

Sign on Property: 2-22-19

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

TRUSTEES' SPECIAL WARRANTY DEED

STATE OF TEXAS §
 § KNOW ALL PERSONS BY THESE PRESENTS:
COUNTY OF GALVESTON §

Constance Cleaves Brakebill as Trustee of the CONSTANCE CLEAVES BRAKEBILL NONEXEMPT TRUST II, Constance Cleaves Brakebill as Trustee of the CONSTANCE CLEAVES BRAKEBILL 1993 NONEXEMPT TRUST, and Constance Cleaves Brakebill as Trustee of the CONSTANCE CLEAVES BRAKEBILL 1993 EXEMPT TRUST ("Grantors") for and in consideration of the sum of TEN and NO/100 DOLLARS (\$10.00) cash and other good and valuable consideration in hand paid by CONSTANCE CLEAVES BRAKEBILL ("Grantee"), the receipt and sufficiency of which is hereby expressly acknowledged and confessed, have GRANTED, SOLD, and CONVEYED, and by these presents do GRANT, SELL, and CONVEY unto Grantee all of Grantors' interest in and to all real property owned by Grantors in Galveston County, Texas, including but not limited to the following described property together with the same interest in all improvements situated thereon, ("Subject Property"):

See Exhibit "A" attached hereto and made a part hereof.

Grantors do hereby convey the properties described above, together with all rights, titles and interests of Grantors in and to any roads, easements, streets and rights-of-way within, adjoining, adjacent or contiguous to the Subject Property, and all condemnation awards, minerals, reservations and remainders, and together with each and every right, privilege, hereditament and appurtenance in anywise incident or appertaining to the Subject Property. The term "Subject Property" shall refer to and include the property described in this paragraph.

The conveyance made hereby and the warranties (if any) made hereunder are made by Grantors and accepted by Grantee subject to the following matters, to the extent same are in effect at this time: any and all leases, restrictions, covenants, conditions, liens, encumbrances, reservations, easements, and other exceptions to title, if any, relating to the

FILED AND RECORDED

Instrument Number: 2018062322

Recording Fee: 38.00

Number Of Pages:5

Filing and Recording Date: 10/15/2018 2:23PM

I hereby certify that this instrument was FILED on the date and time stamped hereon and RECORDED in the OFFICIAL PUBLIC RECORDS of Galveston County, Texas.



A handwritten signature in cursive script, reading "Dwight D. Sullivan".

Dwight D. Sullivan, County Clerk
Galveston County, Texas

DO NOT DESTROY - *Warning, this document is part of the Official Public Record.*



2011019071

5 PGS

SPECIAL WARRANTY DEED

NOTICE OF CONFIDENTIALITY RIGHTS IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

STATE OF TEXAS X

X KNOW ALL PERSONS BY THESE PRESENTS

COUNTY OF GALVESTON X

THAT JANET CLEAVES ACORD, Janet Cleaves Acord as Trustee of the JANET CLEAVES ACORD NONEXEMPT TRUST II, Janet Cleaves Acord as Trustee of the JANET CLEAVES ACORD 1993 EXEMPT TRUST, and Janet Cleaves Acord as the Trustee of the 1993 NONEXEMPT TRUST (hereinafter referred to as "Grantors"), for and in consideration of the sum of Ten and NO/100 Dollars (\$10 00) cash and other good and valuable consideration in hand paid by the below mentioned GRANTEE, the receipt and sufficiency of which is hereby expressly acknowledged and confessed, has GRANTED, SOLD AND CONVEYED, and by these presents does GRANT, SELL AND CONVEY unto CYPRESS CREEK HOLDINGS, LTD., a Texas limited partnership, (herein referred to as "Grantee") the following undivided interests in all of Grantors' interest in and to the real property more particularly described on Exhibit "A" attached hereto and made a part hereof (the "Subject Property")

Grantors do hereby convey the Subject Property together with all rights, titles and interests of Grantors in and to any roads, easements, streets and rights-of-way within, adjoining, adjacent or contiguous to the Subject Property, and all condemnation awards, minerals, reservations and remainders, and together with each and every right, privilege, hereditament and appurtenance in anywise incident or appertaining to the Subject Property The term "Subject Property" shall refer to and include the property described in this paragraph

The conveyance made hereby and the warranties (if any) made hereunder are made by the Grantors and accepted by Grantee subject to the following matters, to the extent same are in effect at this time any and all leases, restrictions, covenants, conditions, liens, encumbrances, reservations, easements, and other exceptions to title, if any, relating to the Subject Property, but only to the extent they are still in force and effect and shown of record in the above-mentioned county and state, and to all zoning laws, regulations and ordinances of municipal and/or other governmental or quasi-governmental authorities, if any, but only to the extent that they are still in effect, relating to the Subject Property and to all matters which would be revealed by an inspection and/or a current survey of the Subject Property

TO HAVE AND TO HOLD the Subject Property, to the extent conveyed hereby, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee and Grantee's heirs, executors, administrators, successors and assigns forever, and Grantors do hereby bind Grantors and Grantors' successors and assigns to warrant and forever defend all and singular the Subject

Property, to the extent conveyed hereby, unto Grantee and Grantee's heirs, executors, administrators, successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by through and under Grantor, but not otherwise

Current ad valorem taxes on the Subject Property are assumed by the Grantee.

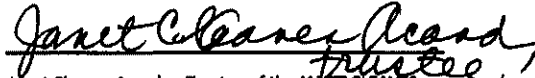
GRANTORS

JANET CLEAVES ACORD

A handwritten signature in cursive script that reads "Janet Cleaves Acord".

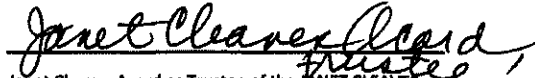
Janet Cleaves Acord

Janet Cleaves Acord as Trustee of the JANET CLEAVES
ACORD TRUST II

A handwritten signature in cursive script that reads "Janet Cleaves Acord" with the word "trustee" written in smaller cursive below the main signature.

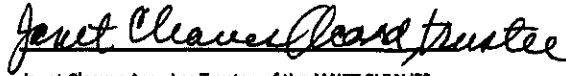
Janet Cleaves Acord as Trustee of the JANET CLEAVES
ACORD TRUST II

Janet Cleaves Acord as Trustee of the JANET CLEAVES
ACORD 1993 EXEMPT TRUST

A handwritten signature in cursive script that reads "Janet Cleaves Acord" with the word "trustee" written in smaller cursive below the main signature.

Janet Cleaves Acord as Trustee of the JANET CLEAVES
ACORD 1993 EXEMPT TRUST

Janet Cleaves Acord as Trustee of the JANET CLEAVES
ACORD 1993 NONEXEMPT TRUST

A handwritten signature in black ink that reads "Janet Cleaves Acord trustee". The signature is written in a cursive, flowing style.

Janet Cleaves Acord as Trustee of the JANET CLEAVES
ACORD 1993 NONEXEMPT TRUST

Address of Grantee

Cypress Creek Holdings, Ltd.

614 Lindenwood Drive

Houston, Texas 77024

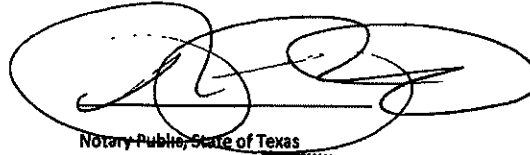
STATE OF TEXAS X

 X

COUNTY OF HARRIS X

BEFORE ME, the undersigned authority, on this day personally appeared JANET CLEAVES ACORD, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purposes and consideration therein expressed, in the capacities therein stated

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 11 day of April 2011.



Notary Public, State of Texas

After recording, please return to:

↓ Dinah Weems
614 Uddenwood Drive
Houston, Texas 77024



EXHIBIT "A"

Being all that certain tract or parcel of land out of the Mary Fabreau Survey, Abstract No. 69, in Galveston County, Texas and being more fully described by metes and bounds as follows:

BEGINNING at the Northeast corner of a tract of 100 acres set aside to Peter Darras, Sr , by Deed dated September 29, 1880, and recorded in Volume 35, Pages 452-54, in the office of the County Clerk of Galveston County, Texas, said point being on the Northeasterly line of the Mary Fabreau Survey and the Southwesterly line of the J R Williams Survey,

THENCE from said beginning point South 43 degrees, 35 minutes West along and with the Southeasterly line of said Peter Darras, Sr tract, a distance of 1077 varas (2991.67 feet) said point being on the Northwesterly line of the Peter Darras, Jr tract, as said tract was set aside to Peter Darras, Jr. by Deed dated September 29, 1880, and recorded in Volume 35, Pages 454-56 in said County Clerk's office,

THENCE South 46 degrees, 25 minutes East along the Northeasterly line of said Peter Darras, Jr tract, a distance of 764 varas (2122.22 feet) to a point for corner of the Southeasterly line of said Mary Fabreau Survey;

THENCE North 43 degrees, 35 minutes East along the Southeast line of said Survey a distance of 335 varas (930.56 feet) to the Easterly line of said Fabreau Survey, said point being also on the West line of the John Dickinson Survey;

THENCE North 1 degree, 25 minutes West along the Easterly line of said Fabreau Survey, same being the Westerly line of said Dickinson Survey, a distance of 1050 varas (2916.67 feet) to the most Southerly corner of the said J.R. Williams Survey;

THENCE North 46 degrees, 25 minutes West along the dividing line between said Fabreau Survey and J R Williams Survey to the PLACE OF BEGINNING, containing 97.00 acres of land, more or less.

FILED AND RECORDED



OFFICIAL PUBLIC RECORDS

Dwight D. Sullivan 2011019071

April 14, 2011 01 27 31 PM

FEE \$32.00

Dwight D. Sullivan, County Clerk
Galveston County, TEXAS

SPECIAL WARRANTY DEED

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

NOTICE OF CONFIDENTIALITY RIGHTS. IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

THAT WILBUR S CLEAVES FAMILY LIMITED PARTNERSHIP, a Texas limited partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of Ten and No/100 Dollars (\$10 00) cash and other good and valuable consideration in hand paid by CONSTANCE CLEAVES BRAKEBILL, as Trustee of the CONSTANCE CLEAVES BRAKEBILL 1993 NONEXEMPT TRUST (hereinafter referred to as "Grantee"), the receipt and sufficiency of which is hereby expressly acknowledged and confessed, has GRANTED, SOLD and CONVEYED, and by these presents does GRANT, SELL and CONVEY unto Grantee an undivided 10 0612% of Grantor's undivided one-half (1/2) interest in and to the property described on Exhibit "A" attached hereto and by this reference incorporated herein for all purposes, together with all improvements situated thereon ("Subject Property")

Grantor does hereby convey the Subject Property together with all rights, titles and interests of Grantor in and to any roads, easements, streets and rights-of-way within, adjoining, adjacent or contiguous to the Subject Property, and all condemnation awards, minerals, reservations and remainders, and together with each and every right, privilege, hereditament and appurtenance in anywise incident or appertaining to the Subject Property. The term "Subject Property" shall refer to and include the property described in this paragraph.

The conveyance made hereby and the warranties (if any) made hereunder are made by the Grantor and accepted by Grantee subject to the following matters, to the extent same are in effect at this time any and all leases, restrictions, covenants,

conditions, liens, encumbrances, reservations, easements, and other exceptions to title, if any, relating to the Subject Property, but only to the extent they are still in force and effect and shown of record in the above-mentioned county and state, and to all zoning laws, regulations and ordinances of municipal and/or other governmental or quasi-governmental authorities, if any, but only to the extent that they are still in effect, relating to the Subject Property and to all matters which would be revealed by an inspection and/or a current survey of the Subject Property.

TO HAVE AND TO HOLD the Subject Property, to the extent conveyed hereby, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee and Grantee's successors and assigns forever; and Grantor does hereby bind Grantor and Grantor's successors and assigns to warrant and forever defend all and singular the Subject Property, to the extent conveyed hereby, unto Grantee and Grantee's successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by through and under Grantor, but not otherwise

Current ad valorem taxes on the Subject Property are assumed by the Grantee.

GRANTOR

WILBUR S. CLEAVES FAMILY LIMITED
PARTNERSHIP

By 
Wilbur R. Cleaves, Managing Partner

Address of Grantee:
Constance Cleaves Brakebill, Trustee
204 Woodlawn Drive
Friendswood, Texas 77546

THE STATE OF TEXAS
COUNTY OF Harris

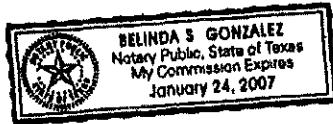
§
§
§

BEFORE ME, the undersigned authority, on this day personally appeared WILBUR R CLEAVES, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated

Given UNDER MY HAND AND SEAL OF OFFICE, this the 21 day of July, 2004

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW

Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



After recording, please return to: PAID
Jennifer M. Elskes
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002

0475309 01
004092-000000

Exhibit "A"

Being all that certain tract or parcel of land out of the Mary Fabreau Survey, Abstract No 69, in Galveston County, Texas, and being more fully described by metes and bounds as follows

BEGINNING at the Northeast corner of a tract of 100 acres set aside to Peter Darras, Sr., by Deed dated September 29, 1880, and recorded in Volume 35, Pages 452-54, in the office of the County Clerk of Galveston County, Texas, said point being on the Northeasterly line of the Mary Fabreau Survey and the Southwesterly line of the J R. Williams Survey,

THENCE from said beginning point South 43 degrees, 35 minutes West along and with the Southeasterly line of said Peter Darras, Sr. tract, a distance of 1077 varas (2991 67 feet) said point being on the Northwesterly line of the Peter Darras, Jr tract, as said tract was set aside to Peter Darras, Jr by Deed dated September 29, 1880, and recorded in Volume 35, Pages 454-56 in said County Clerk's office;

THENCE South 46 degrees, 25 minutes East along the Northeasterly line of said Peter Darras, Jr tract, a distance of 764 varas (2122.22 feet) to a point for corner of the Southeasterly line of said Mary Fabreau Survey;

THENCE North 43 degrees, 35 minutes East along the Southeast line of said Survey a distance of 335 varas (930 56 feet) to the Easterly line of said Fabreau Survey, said point being also on the West line of the John Dickinson Survey,

THENCE North 1 degree, 25 minutes West along the Easterly line of said Fabreau Survey, same being the Westerly line of said Dickinson Survey, a distance of 1050 varas (2916 67 feet) to the most Southerly corner of the said J.R Williams Survey,

THENCE North 46 degrees, 25 minutes West along the dividing line between said Fabreau Survey and J R Williams Survey to the PLACE OF BEGINNING, containing 97 00 acres of land, more or less

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Daigle

2004 JUL 09 09:51 AM 2004045574
KERNLS \$15.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

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

NOTICE OF CONFIDENTIALITY RIGHTS IF YOU ARE A NATURAL PERSON,
 YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM
 THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS
 YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

THAT WILBUR S CLEAVES FAMILY LIMITED PARTNERSHIP, a Texas limited
 partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of
 Ten and No/100 Dollars (\$10 00) cash and other good and valuable consideration in hand
 paid by WILBUR R. CLEAVES, as Trustee of the WILBUR R CLEAVES 1993 EXEMPT
 TRUST (hereinafter referred to as "Grantee"), the receipt and sufficiency of which is
 hereby expressly acknowledged and confessed, has GRANTED, SOLD and CONVEYED,
 and by these presents does GRANT, SELL and CONVEY unto Grantee an undivided
 11 3050% of Grantor's undivided one-half (1/2) interest in and to the property described on
 Exhibit "A" attached hereto and by this reference incorporated herein for all purposes,
 together with all improvements situated thereon ("Subject Property")

Grantor does hereby convey the Subject Property together with all rights, titles and
 interests of Grantor in and to any roads, easements, streets and rights-of-way within,
 adjoining, adjacent or contiguous to the Subject Property, and all condemnation awards,
 minerals, reservations and remainders, and together with each and every right, privilege,
 hereditament and appurtenance in anywise incident or appertaining to the Subject
 Property The term "Subject Property" shall refer to and include the property described in
 this paragraph

The conveyance made hereby and the warranties (if any) made hereunder are
 made by the Grantor and accepted by Grantee subject to the following matters, to the
 extent same are in effect at this time any and all leases, restrictions, covenants,
 conditions, liens, encumbrances, reservations, easements, and other exceptions to title, if

any, relating to the Subject Property, but only to the extent they are still in force and effect and shown of record in the above-mentioned county and state, and to all zoning laws, regulations and ordinances of municipal and/or other governmental or quasi-governmental authorities, if any, but only to the extent that they are still in effect, relating to the Subject Property and to all matters which would be revealed by an inspection and/or a current survey of the Subject Property

TO HAVE AND TO HOLD the Subject Property, to the extent conveyed hereby, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee and Grantee's successors and assigns forever, and Grantor does hereby bind Grantor and Grantor's successors and assigns to warrant and forever defend all and singular the Subject Property, to the extent conveyed hereby, unto Grantee and Grantee's successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by through and under Grantor, but not otherwise

Current ad valorem taxes on the Subject Property are assumed by the Grantee

GRANTOR

WILBUR S CLEAVES FAMILY LIMITED
PARTNERSHIP

By 
Wilbur R. Cleaves, Managing Partner

Address of Grantee:
Wilbur R. Cleaves, Trustee
241 Rosebud
Corpus Christi, TX 78404

THE STATE OF TEXAS

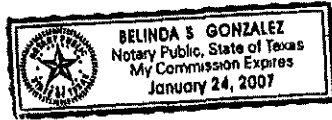
COUNTY OF Meeker

§
§
§

BEFORE ME, the undersigned authority, on this day personally appeared WILBUR R CLEAVES, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of July, 2004

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW



Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

After recording, please return to:

Jennifer M. Eiskes

PAID

**Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002**

0475688 01
004092-000000

Exhibit "A"

Being all that certain tract or parcel of land out of the Mary Fabreau Survey, Abstract No 69, in Galveston County, Texas, and being more fully described by metes and bounds as follows

BEGINNING at the Northeast corner of a tract of 100 acres set aside to Peter Darras, Sr , by Deed dated September 29, 1880, and recorded in Volume 35, Pages 452-54, in the office of the County Clerk of Galveston County, Texas, said point being on the Northeasterly line of the Mary Fabreau Survey and the Southwesterly line of the J R. Williams Survey,

THENCE from said beginning point South 43 degrees, 35 minutes West along and with the Southeasterly line of said Peter Darras, Sr tract, a distance of 1077 varas (2991 67 feet) said point being on the Northwesterly line of the Peter Darras, Jr tract, as said tract was set aside to Peter Darras, Jr. by Deed dated September 29, 1880, and recorded in Volume 35, Pages 454-56 in said County Clerk's office,

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THENCE North 1 degree, 25 minutes West along the Easterly line of said Fabreau Survey, same being the Westerly line of said Dickinson Survey, a distance of 1050 varas (2916 67 feet) to the most Southerly corner of the said J R. Williams Survey,

THENCE North 46 degrees, 25 minutes West along the dividing line between said Fabreau Survey and J R Williams Survey to the PLACE OF BEGINNING, containing 97 00 acres of land, more or less

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Daigle

2004 JUL 09 09:51 AM 2004045576
KERN_S \$15.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

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

NOTICE OF CONFIDENTIALITY RIGHTS IF YOU ARE A NATURAL PERSON,
 YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM
 THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS
 YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

THAT WILBUR S CLEAVES FAMILY LIMITED PARTNERSHIP, a Texas limited
 partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of
 Ten and No/100 Dollars (\$10 00) cash and other good and valuable consideration in hand
 paid by WILBUR R CLEAVES (hereinafter referred to as "Grantee"), the receipt and
 sufficiency of which is hereby expressly acknowledged and confessed, has GRANTED,
 SOLD and CONVEYED, and by these presents does GRANT, SELL and CONVEY unto
 Grantee an undivided 3.6340% of Grantor's undivided one-half (1/2) interest in and to the
 property described on Exhibit "A" attached hereto and by this reference incorporated herein
 for all purposes, together with all improvements situated thereon ("Subject Property").

Grantor does hereby convey the Subject Property together with all rights, titles and
 interests of Grantor in and to any roads, easements, streets and rights-of-way within,
 adjoining, adjacent or contiguous to the Subject Property, and all condemnation awards,
 minerals, reservations and remainders, and together with each and every right, privilege,
 hereditament and appurtenance in anywise incident or appertaining to the Subject
 Property The term "Subject Property" shall refer to and include the property described in
 this paragraph

The conveyance made hereby and the warranties (if any) made hereunder are
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 extent same are in effect at this time any and all leases, restrictions, covenants,
 conditions, liens, encumbrances, reservations, easements, and other exceptions to title, if
 any, relating to the Subject Property, but only to the extent they are still in force and effect

and shown of record in the above-mentioned county and state, and to all zoning laws, regulations and ordinances of municipal and/or other governmental or quasi-governmental authorities, if any, but only to the extent that they are still in effect, relating to the Subject Property and to all matters which would be revealed by an inspection and/or a current survey of the Subject Property

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Current ad valorem taxes on the Subject Property are assumed by the Grantee.

GRANTOR

WILBUR S CLEAVES FAMILY LIMITED
PARTNERSHIP

By: 
Wilbur R. Cleaves, Managing Partner

Address of Grantee:
Wilbur R. Cleaves
241 Rosebud
Corpus Christi, TX 78404

THE STATE OF TEXAS

§
§
§

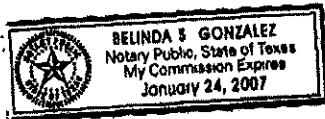
COUNTY OF Quezon

BEFORE ME, the undersigned authority, on this day personally appeared
WILBUR R CLEAVES, known to me to be the person whose name is subscribed to the
foregoing instrument and acknowledged to me that he executed the same for the purposes
and consideration therein expressed, in the capacity therein stated

July GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of
2004

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW

Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



After recording, please return to: PAID
Jennifer M. Efskes
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002

0475682 01
004092-000000

Exhibit "A"

Being all that certain tract or parcel of land out of the Mary Fabreau Survey, Abstract No. 69, in Galveston County, Texas, and being more fully described by metes and bounds as follows

BEGINNING at the Northeast corner of a tract of 100 acres set aside to Peter Darras, Sr., by Deed dated September 29, 1880, and recorded in Volume 35, Pages 452-54, in the office of the County Clerk of Galveston County, Texas, said point being on the Northeasterly line of the Mary Fabreau Survey and the Southwesterly line of the J R Williams Survey,

THENCE from said beginning point South 43 degrees, 35 minutes West along and with the Southeasterly line of said Peter Darras, Sr. tract, a distance of 1077 varas (2991 67 feet) said point being on the Northwesterly line of the Peter Darras, Jr. tract, as said tract was set aside to Peter Darras, Jr. by Deed dated September 29, 1880, and recorded in Volume 35, Pages 454-56 in said County Clerk's office,

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THENCE North 1 degree, 25 minutes West along the Easterly line of said Fabreau Survey, same being the Westerly line of said Dickinson Survey, a distance of 1050 varas (2916 67 feet) to the most Southerly corner of the said J.R. Williams Survey;

THENCE North 46 degrees, 25 minutes West along the dividing line between said Fabreau Survey and J R Williams Survey to the PLACE OF BEGINNING, containing 97 00 acres of land, more or less

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Daigle

2004 JUL 09 09:51 AM 2004045577
KERN.S \$15.00
Mary Ann Daigle COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

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

NOTICE OF CONFIDENTIALITY RIGHTS IF YOU ARE A NATURAL PERSON,
 YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM
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 YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

THAT WILBUR S CLEAVES FAMILY LIMITED PARTNERSHIP, a Texas limited
 partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of
 Ten and No/100 Dollars (\$10 00) cash and other good and valuable consideration in hand
 paid by WILBUR R CLEAVES, as Trustee of the WILBUR R CLEAVES 1993
 NONEXEMPT TRUST (hereinafter referred to as "Grantee"), the receipt and sufficiency of
 which is hereby expressly acknowledged and confessed, has GRANTED, SOLD and
 CONVEYED, and by these presents does GRANT, SELL and CONVEY unto Grantee an
 undivided 10 06120% of Grantor's undivided one-half (1/2) interest in and to the property
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Current ad valorem taxes on the Subject Property are assumed by the Grantee

GRANTOR

WILBUR S CLEAVES FAMILY LIMITED
PARTNERSHIP

By Wilbur R Cleaves Managing Partner

Address of Grantee:
Wilbur R Cleaves, Trustee
241 Rosebud
Corpus Christi, TX 78404

THE STATE OF TEXAS
COUNTY OF Mexico

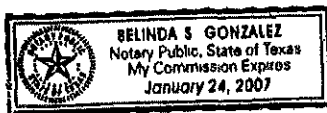
§
§
§

BEFORE ME, the undersigned authority, on this day personally appeared
WILBUR R CLEAVES, known to me to be the person whose name is subscribed to the
foregoing instrument and acknowledged to me that he executed the same for the purposes
and consideration therein expressed, in the capacity therein stated

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of
July, 2004

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW

Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



After recording, please return to:
Jennifer M. Elskes
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002

PAID

0475686 01
004092-000000

Exhibit "A"

Being all that certain tract or parcel of land out of the Mary Fabreau Survey, Abstract No 69, in Galveston County, Texas, and being more fully described by metes and bounds as follows

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THENCE North 1 degree, 25 minutes West along the Easterly line of said Fabreau Survey, same being the Westerly line of said Dickinson Survey, a distance of 1050 varas (2916.67 feet) to the most Southerly corner of the said J.R Williams Survey,

THENCE North 46 degrees, 25 minutes West along the dividing line between said Fabreau Survey and J R Williams Survey to the PLACE OF BEGINNING, containing 97 00 acres of land, more or less

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Dalgia

2004 JUL 09 09:51 AM 2004045578
KERN 8 \$15.00
Mary Ann Dalgia, COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

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

NOTICE OF CONFIDENTIALITY RIGHTS IF YOU ARE A NATURAL PERSON,
 YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM
 THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS
 YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

THAT WILBUR S CLEAVES FAMILY LIMITED PARTNERSHIP, a Texas limited
 partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of
 Ten and No/100 Dollars (\$10.00) cash and other good and valuable consideration in hand
 paid by VIRGINIA PARRISH CLEAVES, as Trustee of the VIRGINIA PARRISH CLEAVES
 1993 EXEMPT TRUST (hereinafter referred to as "Grantee"), the receipt and sufficiency of
 which is hereby expressly acknowledged and confessed, has GRANTED, SOLD and
 CONVEYED, and by these presents does GRANT, SELL and CONVEY unto Grantee an
 undivided 3 76840% of Grantor's undivided one-half (1/2) interest in and to the property
 described on Exhibit "A" attached hereto and by this reference incorporated herein for all
 purposes, together with all improvements situated thereon ("Subject Property")

Grantor does hereby convey the Subject Property together with all rights, titles and
 interests of Grantor in and to any roads, easements, streets and rights-of-way within,
 adjoining, adjacent or contiguous to the Subject Property, and all condemnation awards,
 minerals, reservations and remainders, and together with each and every right, privilege,
 hereditament and appurtenance in anywise incident or appertaining to the Subject
 Property The term "Subject Property" shall refer to and include the property described in
 this paragraph

The conveyance made hereby and the warranties (if any) made hereunder are
 made by the Grantor and accepted by Grantee subject to the following matters, to the
 extent same are in effect at this time any and all leases, restrictions, covenants,
 conditions, liens, encumbrances, reservations, easements, and other exceptions to title, if

any, relating to the Subject Property, but only to the extent they are still in force and effect and shown of record in the above-mentioned county and state, and to all zoning laws, regulations and ordinances of municipal and/or other governmental or quasi-governmental authorities, if any, but only to the extent that they are still in effect, relating to the Subject Property and to all matters which would be revealed by an inspection and/or a current survey of the Subject Property.

TO HAVE AND TO HOLD the Subject Property, to the extent conveyed hereby, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee and Grantee's successors and assigns forever; and Grantor does hereby bind Grantor and Grantor's successors and assigns to warrant and forever defend all and singular the Subject Property, to the extent conveyed hereby, unto Grantee and Grantee's successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by through and under Grantor, but not otherwise

Current ad valorem taxes on the Subject Property are assumed by the Grantee

GRANTOR.

WILBUR S CLEAVES FAMILY LIMITED
PARTNERSHIP

By Wilbur R. Cleaves 
Wilbur R. Cleaves, Managing Partner

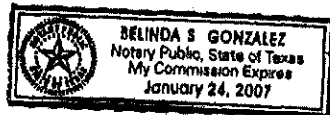
Address of Grantee:
Virginia Parrish Cleaves, Trustee
13055 Hunters Breeze
San Antonio, Texas 78230

THE STATE OF TEXAS §
COUNTY OF Harris §

BEFORE ME, the undersigned authority, on this day personally appeared WILBUR R. CLEAVES, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated

July GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of July, 2004

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW



Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

PAID

After recording, please return to:
Jennifer M. Elskes
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002

0475681.01
004092-000000

Exhibit "A"

Being all that certain tract or parcel of land out of the Mary Fabreau Survey, Abstract No 69, in Galveston County, Texas, and being more fully described by metes and bounds as follows

BEGINNING at the Northeast corner of a tract of 100 acres set aside to Peter Darras, Sr , by Deed dated September 29, 1880, and recorded in Volume 35, Pages 452-54, in the office of the County Clerk of Galveston County, Texas, said point being on the Northeasterly line of the Mary Fabreau Survey and the Southwesterly line of the J R Williams Survey,

THENCE from said beginning point South 43 degrees, 35 minutes West along and with the Southeasterly line of said Peter Darras, Sr tract, a distance of 1077 varas (2991.67 feet) said point being on the Northwesterly line of the Peter Darras, Jr. tract, as said tract was set aside to Peter Darras, Jr. by Deed dated September 29, 1880, and recorded in Volume 35, Pages 454-56 in said County Clerk's office,

THENCE South 46 degrees, 25 minutes East along the Northeasterly line of said Peter Darras, Jr tract, a distance of 764 varas (2122 22 feet) to a point for corner of the Southeasterly line of said Mary Fabreau Survey;

THENCE North 43 degrees, 35 minutes East along the Southeast line of said Survey a distance of 335 varas (930.56 feet) to the Easterly line of said Fabreau Survey, said point being also on the West line of the John Dickinson Survey;

THENCE North 1 degree, 25 minutes West along the Easterly line of said Fabreau Survey, same being the Westerly line of said Dickinson Survey, a distance of 1050 varas (2916 67 feet) to the most Southerly corner of the said J R. Williams Survey;

THENCE North 46 degrees, 25 minutes West along the dividing line between said Fabreau Survey and J R. Williams Survey to the PLACE OF BEGINNING, containing 97 00 acres of land, more or less

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Daigle

2004 JUL 09 09:51 AM 2004045580
KERN 8 \$15.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

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

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THAT WILBUR S CLEAVES FAMILY LIMITED PARTNERSHIP, a Texas limited partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) cash and other good and valuable consideration in hand paid by CONSTANCE CLEAVES BRAKEBILL, as Trustee of the CONSTANCE CLEAVES BRAKEBILL 1993 EXEMPT TRUST (hereinafter referred to as "Grantee"), the receipt and sufficiency of which is hereby expressly acknowledged and confessed, has GRANTED, SOLD and CONVEYED, and by these presents does GRANT, SELL and CONVEY unto Grantee an undivided 11.305% of Grantor's undivided one-half (1/2) interest in and to the property described on Exhibit "A" attached hereto and by this reference incorporated herein for all purposes, together with all improvements situated thereon ("Subject Property")

Grantor does hereby convey the Subject Property together with all rights, titles and interests of Grantor in and to any roads, easements, streets and rights-of-way within, adjoining, adjacent or contiguous to the Subject Property, and all condemnation awards, minerals, reservations and remainders, and together with each and every right, privilege, hereditament and appurtenance in anywise incident or appertaining to the Subject Property. The term "Subject Property" shall refer to and include the property described in this paragraph.

The conveyance made hereby and the warranties (if any) made hereunder are made by the Grantor and accepted by Grantee subject to the following matters, to the extent same are in effect at this time: any and all leases, restrictions, covenants, conditions, liens, encumbrances, reservations, easements, and other exceptions to title, if

any, relating to the Subject Property, but only to the extent they are still in force and effect and shown of record in the above-mentioned county and state, and to all zoning laws, regulations and ordinances of municipal and/or other governmental or quasi-governmental authorities, if any, but only to the extent that they are still in effect, relating to the Subject Property and to all matters which would be revealed by an inspection and/or a current survey of the Subject Property

TO HAVE AND TO HOLD the Subject Property, to the extent conveyed hereby, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee and Grantee's successors and assigns forever, and Grantor does hereby bind Grantor and Grantor's successors and assigns to warrant and forever defend all and singular the Subject Property, to the extent conveyed hereby, unto Grantee and Grantee's successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by through and under Grantor, but not otherwise.

Current ad valorem taxes on the Subject Property are assumed by the Grantee

GRANTOR.

WILBUR S CLEAVES FAMILY LIMITED
PARTNERSHIP

By 
Wilbur R. Cleaves, Managing Partner

Address of Grantee:
Constance Cleaves Brakebill, Trustee
204 Woodlawn Drive
Friendswood, Texas 77546

THE STATE OF TEXAS

COUNTY OF Harris

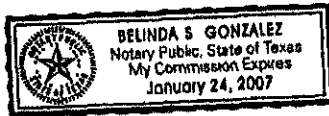
§
§
§

BEFORE ME, the undersigned authority, on this day personally appeared WILBUR R. CLEAVES, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated

July GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of July, 2004

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW

Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



After recording, please return to: **PAID**
Jennifer M. Elskes
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002

0444582 01
000344-000000

Exhibit "A"

Being all that certain tract or parcel of land out of the Mary Fabreau Survey, Abstract No 69, in Galveston County, Texas, and being more fully described by metes and bounds as follows

BEGINNING at the Northeast corner of a tract of 100 acres set aside to Peter Darras, Sr , by Deed dated September 29, 1880, and recorded in Volume 35, Pages 452-54, in the office of the County Clerk of Galveston County, Texas, said point being on the Northeasterly line of the Mary Fabreau Survey and the Southwesterly line of the J R Williams Survey,

THENCE from said beginning point South 43 degrees, 35 minutes West along and with the Southeasterly line of said Peter Darras, Sr tract, a distance of 1077 varas (2991 67 feet) said point being on the Northwesterly line of the Peter Darras, Jr tract, as said tract was set aside to Peter Darras, Jr. by Deed dated September 29, 1880, and recorded in Volume 35, Pages 454-56 in said County Clerk's office,

THENCE South 46 degrees, 25 minutes East along the Northeasterly line of said Peter Darras, Jr tract, a distance of 764 varas (2122 22 feet) to a point for corner of the Southeasterly line of said Mary Fabreau Survey;

THENCE North 43 degrees, 35 minutes East along the Southeast line of said Survey a distance of 335 varas (930.56 feet) to the Easterly line of said Fabreau Survey, said point being also on the West line of the John Dickinson Survey,

THENCE North 1 degree, 25 minutes West along the Easterly line of said Fabreau Survey, same being the Westerly line of said Dickinson Survey, a distance of 1050 varas (2916 67 feet) to the most Southerly corner of the said J R Williams Survey,

THENCE North 46 degrees, 25 minutes West along the dividing line between said Fabreau Survey and J R Williams Survey to the PLACE OF BEGINNING, containing 97.00 acres of land, more or less

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Daigle

2004 JUL 09 09:51 AM 2004045581
KERNLS \$15.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS.
COUNTY OF GALVESTON §

NOTICE OF CONFIDENTIALITY RIGHTS. IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

THAT WILBUR S. CLEAVES FAMILY LIMITED PARTNERSHIP, a Texas limited partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of Ten and No/100 Dollars (\$10 00) cash and other good and valuable consideration in hand paid by CONSTANCE CLEAVES BRAKEBILL (hereinafter referred to as "Grantee"), the receipt and sufficiency of which is hereby expressly acknowledged and confessed, has GRANTED, SOLD and CONVEYED, and by these presents does GRANT, SELL and CONVEY unto Grantee an undivided 3 634% of Grantor's undivided one-half (1/2) interest in and to the property described on Exhibit "A" attached hereto and by this reference incorporated herein for all purposes, together with all improvements situated thereon ("Subject Property").

Grantor does hereby convey the Subject Property together with all rights, titles and interests of Grantor in and to any roads, easements, streets and rights-of-way within, adjoining, adjacent or contiguous to the Subject Property, and all condemnation awards, minerals, reservations and remainders, and together with each and every right, privilege, hereditament and appurtenance in anywise incident or appertaining to the Subject Property. The term "Subject Property" shall refer to and include the property described in this paragraph

The conveyance made hereby and the warranties (if any) made hereunder are made by the Grantor and accepted by Grantee subject to the following matters, to the extent same are in effect at this time any and all leases, restrictions, covenants, conditions, liens, encumbrances, reservations, easements, and other exceptions to title, if

any, relating to the Subject Property, but only to the extent they are still in force and effect and shown of record in the above-mentioned county and state, and to all zoning laws, regulations and ordinances of municipal and/or other governmental or quasi-governmental authorities, if any, but only to the extent that they are still in effect, relating to the Subject Property and to all matters which would be revealed by an inspection and/or a current survey of the Subject Property

TO HAVE AND TO HOLD the Subject Property, to the extent conveyed hereby, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee and Grantee's successors and assigns forever; and Grantor does hereby bind Grantor and Grantor's successors and assigns to warrant and forever defend all and singular the Subject Property, to the extent conveyed hereby, unto Grantee and Grantee's successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by through and under Grantor, but not otherwise

Current ad valorem taxes on the Subject Property are assumed by the Grantee

GRANTOR.

WILBUR S. CLEAVES FAMILY LIMITED
PARTNERSHIP

By Wilbur R. Cleaves
Wilbur R. Cleaves, Managing Partner

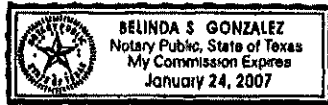
Address of Grantee:
Constance Cleaves Brakebill
204 Woodlawn Drive
Friendswood, Texas 77546

THE STATE OF TEXAS §
COUNTY OF Muees §
§

BEFORE ME, the undersigned authority, on this day personally appeared
WILBUR R. CLEAVES, known to me to be the person whose name is subscribed to the
foregoing instrument and acknowledged to me that he executed the same for the purposes
and consideration therein expressed, in the capacity therein stated

Wiley GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of
July, 2004.

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW



Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

After recording, please return to:

PAID

**Jennifer M. Elskes
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002**

0475311 01
004092-000000

Exhibit "A"

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FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Daigle

2004 JUL 09 09:51 AM 2004045582
KERNLS \$15.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS.
 COUNTY OF GALVESTON §

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 partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of
 Ten and No/100 Dollars (\$10 00) cash and other good and valuable consideration in hand
 paid by VIRGINIA PARRISH CLEAVES, as Trustee of the CATHERINE CLEAVES
 MAHON 1993 NONEXEMPT TRUST (hereinafter referred to as "Grantee"), the receipt
 and sufficiency of which is hereby expressly acknowledged and confessed, has
 GRANTED, SOLD and CONVEYED, and by these presents does GRANT, SELL and
 CONVEY unto Grantee an undivided 3 35378% of Grantor's undivided one-half (1/2)
 interest in and to the property described on Exhibit "A" attached hereto and by this
 reference incorporated herein for all purposes, together with all improvements situated
 thereon ("Subject Property")

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GRANTOR

WILBUR S CLEAVES FAMILY LIMITED
PARTNERSHIP

By Wilbur R Cleaves Managing Partner

Address of Grantee:
Virginia Parrish Cleaves, Trustee
13055 Hunters Breeze
San Antonio, Texas 78230

THE STATE OF TEXAS

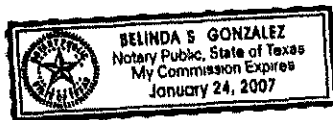
COUNTY OF Wheeler

§
§
§

BEFORE ME, the undersigned authority, on this day personally appeared
WILBUR R CLEAVES, known to me to be the person whose name is subscribed to the
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GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of
July, 2004

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW



Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

After recording, please return to:

AID

**Jennifer M. Elskes
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002**

0475493 01
004092-000000

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FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Daigle

2004 JUL 09 09:51 AM 2004045583
KERNLS \$15.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

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

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GRANTOR

WILBUR S CLEAVES FAMILY LIMITED
PARTNERSHIP

By Wilbur R. Cleaves
Wilbur R. Cleaves, Managing Partner

Address of Grantee:
Virginia Parrish Cleaves, Trustee
13055 Hunters Breeze
San Antonio, Texas 78230

THE STATE OF TEXAS

COUNTY OF Harris

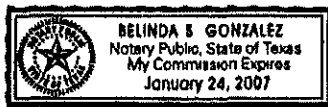
§
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BEFORE ME, the undersigned authority, on this day personally appeared
WILBUR R CLEAVES, known to me to be the person whose name is subscribed to the
foregoing instrument and acknowledged to me that he executed the same for the purposes
and consideration therein expressed, in the capacity therein stated

July GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of
2004

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW

Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



After recording, please return to:

Jennifer M. Eiskes

PAID

Chamberlain, Hrdlicka, White, Williams & Martin

1200 Smith Street, Suite 1400

Houston, TX 77002

0475490 01
004092-000000

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THENCE South 46 degrees, 25 minutes East along the Northeasterly line of said Peter Darras, Jr tract, a distance of 764 varas (2122 22 feet) to a point for corner of the Southeasterly line of said Mary Fabreau Survey,

THENCE North 43 degrees, 35 minutes East along the Southeast line of said Survey a distance of 335 varas (930 56 feet) to the Easterly line of said Fabreau Survey, said point being also on the West line of the John Dickinson Survey,

THENCE North 1 degree, 25 minutes West along the Easterly line of said Fabreau Survey, same being the Westerly line of said Dickinson Survey, a distance of 1050 varas (2916 67 feet) to the most Southerly corner of the said J R Williams Survey,

THENCE North 46 degrees, 25 minutes West along the dividing line between said Fabreau Survey and J R Williams Survey to the PLACE OF BEGINNING, containing 97 00 acres of land, more or less

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Daigle

2004 JUL 09 09:51 AM 2004045584
KERNLS \$15.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

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

NOTICE OF CONFIDENTIALITY RIGHTS IF YOU ARE A NATURAL PERSON,
 YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM
 THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS
 YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

THAT WILBUR S CLEAVES FAMILY LIMITED PARTNERSHIP, a Texas limited
 partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of
 Ten and No/100 Dollars (\$10 00) cash and other good and valuable consideration in hand
 paid by VIRGINIA PARRISH CLEAVES, as Trustee of the MELISSA CLEAVES BENSON
 1993 NONEXEMPT TRUST (hereinafter referred to as "Grantee"), the receipt and
 sufficiency of which is hereby expressly acknowledged and confessed, has GRANTED,
 SOLD and CONVEYED, and by these presents does GRANT, SELL and CONVEY unto
 Grantee an undivided 3 35378% of Grantor's undivided one-half (1/2) interest in and to the
 property described on Exhibit "A" attached hereto and by this reference incorporated herein
 for all purposes, together with all improvements situated thereon ("Subject Property")

Grantor does hereby convey the Subject Property together with all rights, titles and
 interests of Grantor in and to any roads, easements, streets and rights-of-way within,
 adjoining, adjacent or contiguous to the Subject Property, and all condemnation awards,
 minerals, reservations and remainders, and together with each and every right, privilege,
 hereditament and appurtenance in anywise incident or appertaining to the Subject
 Property The term "Subject Property" shall refer to and include the property described in
 this paragraph

The conveyance made hereby and the warranties (if any) made hereunder are
 made by the Grantor and accepted by Grantee subject to the following matters, to the
 extent same are in effect at this time any and all leases, restrictions, covenants,
 conditions, liens, encumbrances, reservations, easements, and other exceptions to title, if

any, relating to the Subject Property, but only to the extent they are still in force and effect and shown of record in the above-mentioned county and state, and to all zoning laws, regulations and ordinances of municipal and/or other governmental or quasi-governmental authorities, if any, but only to the extent that they are still in effect, relating to the Subject Property and to all matters which would be revealed by an inspection and/or a current survey of the Subject Property

TO HAVE AND TO HOLD the Subject Property, to the extent conveyed hereby, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee and Grantee's successors and assigns forever; and Grantor does hereby bind Grantor and Grantor's successors and assigns to warrant and forever defend all and singular the Subject Property, to the extent conveyed hereby, unto Grantee and Grantee's successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by through and under Grantor, but not otherwise

Current ad valorem taxes on the Subject Property are assumed by the Grantee

GRANTOR

WILBUR S CLEAVES FAMILY LIMITED
PARTNERSHIP

By


Wilbur R. Cleaves, Managing Partner

Address of Grantee:
Virginia Parrish Cleaves, Trustee
13055 Hunters Breeze
San Antonio, Texas 78230

THE STATE OF TEXAS

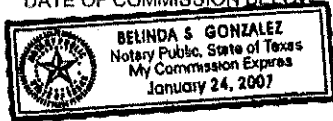
COUNTY OF Harris

§
§
§

BEFORE ME, the undersigned authority, on this day personally appeared
WILBUR R CLEAVES, known to me to be the person whose name is subscribed to the
foregoing instrument and acknowledged to me that he executed the same for the purposes
and consideration therein expressed, in the capacity therein stated

Given UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of
July, 2004

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW



Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

After recording, please return to:

Jennifer M. Elskes
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002

0475672 01
004092-000000

Exhibit "A"

Being all that certain tract or parcel of land out of the Mary Fabreau Survey, Abstract No 69, in Galveston County, Texas, and being more fully described by metes and bounds as follows

BEGINNING at the Northeast corner of a tract of 100 acres set aside to Peter Darras, Sr , by Deed dated September 29, 1880, and recorded in Volume 35, Pages 452-54, in the office of the County Clerk of Galveston County, Texas, said point being on the Northeasterly line of the Mary Fabreau Survey and the Southwesterly line of the J R Williams Survey,

THENCE from said beginning point South 43 degrees, 35 minutes West along and with the Southeasterly line of said Peter Darras, Sr tract, a distance of 1077 varas (2991 67 feet) said point being on the Northwesterly line of the Peter Darras, Jr tract, as said tract was set aside to Peter Darras, Jr by Deed dated September 29, 1880, and recorded in Volume 35, Pages 454-56 in said County Clerk's office,

THENCE South 46 degrees, 25 minutes East along the Northeasterly line of said Peter Darras, Jr tract, a distance of 764 varas (2122 22 feet) to a point for corner of the Southeasterly line of said Mary Fabreau Survey,

THENCE North 43 degrees, 35 minutes East along the Southeast line of said Survey a distance of 335 varas (930.56 feet) to the Easterly line of said Fabreau Survey, said point being also on the West line of the John Dickinson Survey,

THENCE North 1 degree, 25 minutes West along the Easterly line of said Fabreau Survey, same being the Westerly line of said Dickinson Survey, a distance of 1050 varas (2916 67 feet) to the most Southerly corner of the said J R Williams Survey,

THENCE North 46 degrees, 25 minutes West along the dividing line between said Fabreau Survey and J R Williams Survey to the PLACE OF BEGINNING, containing 97.00 acres of land, more or less

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Daigle

2004 JUL 09 09:51 AM 2004045585
KERN S \$15.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

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

NOTICE OF CONFIDENTIALITY RIGHTS IF YOU ARE A NATURAL PERSON,
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THAT WILBUR S CLEAVES FAMILY LIMITED PARTNERSHIP, a Texas limited
 partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of
 Ten and No/100 Dollars (\$10 00) cash and other good and valuable consideration in hand
 paid by VIRGINIA PARRISH CLEAVES (hereinafter referred to as "Grantee"), the receipt
 and sufficiency of which is hereby expressly acknowledged and confessed, has
 GRANTED, SOLD and CONVEYED, and by these presents does GRANT, SELL and
 CONVEY unto Grantee an undivided 1 2110% of Grantor's undivided one-half (1/2) interest
 in and to the property described on Exhibit "A" attached hereto and by this reference
 incorporated herein for all purposes, together with all improvements situated thereon
 ("Subject Property")

Grantor does hereby convey the Subject Property together with all rights, titles and
 interests of Grantor in and to any roads, easements, streets and rights-of-way within,
 adjoining, adjacent or contiguous to the Subject Property, and all condemnation awards,
 minerals, reservations and remainders, and together with each and every right, privilege,
 hereditament and appurtenance in anywise incident or appertaining to the Subject
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 this paragraph

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 extent same are in effect at this time any and all leases, restrictions, covenants,
 conditions, liens, encumbrances, reservations, easements, and other exceptions to title, if

any, relating to the Subject Property, but only to the extent they are still in force and effect and shown of record in the above-mentioned county and state, and to all zoning laws, regulations and ordinances of municipal and/or other governmental or quasi-governmental authorities, if any, but only to the extent that they are still in effect, relating to the Subject Property and to all matters which would be revealed by an inspection and/or a current survey of the Subject Property

TO HAVE AND TO HOLD the Subject Property, to the extent conveyed hereby, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee and Grantee's successors and assigns forever, and Grantor does hereby bind Grantor and Grantor's successors and assigns to warrant and forever defend all and singular the Subject Property, to the extent conveyed hereby, unto Grantee and Grantee's successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by through and under Grantor, but not otherwise

Current ad valorem taxes on the Subject Property are assumed by the Grantee

GRANTOR:

WILBUR S CLEAVES FAMILY LIMITED
PARTNERSHIP

By 
Wilbur R. Cleaves, Managing Partner

Address of Grantee:
Virginia Parrish Cleaves
13055 Hunters Breeze
San Antonio, Texas 78230

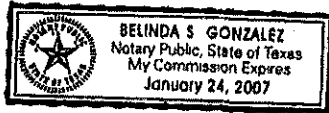
THE STATE OF TEXAS
COUNTY OF Harris

§
§
§

BEFORE ME, the undersigned authority, on this day personally appeared
WILBUR R CLEAVES, known to me to be the person whose name is subscribed to the
foregoing instrument and acknowledged to me that he executed the same for the purposes
and consideration therein expressed, in the capacity therein stated

July GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of
2004

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW



Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

After recording, please return to:
Jennifer M. Elskes
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002

0475682 01
004092-000000

Exhibit "A"

Being all that certain tract or parcel of land out of the Mary Fabreau Survey, Abstract No 69, in Galveston County, Texas, and being more fully described by metes and bounds as follows

BEGINNING at the Northeast corner of a tract of 100 acres set aside to Peter Darras, Sr , by Deed dated September 29, 1880, and recorded in Volume 35, Pages 452-54, in the office of the County Clerk of Galveston County, Texas, said point being on the Northeasterly line of the Mary Fabreau Survey and the Southwesterly line of the J R Williams Survey,

THENCE from said beginning point South 43 degrees, 35 minutes West along and with the Southeasterly line of said Peter Darras, Sr tract, a distance of 1077 varas (2991 67 feet) said point being on the Northwesterly line of the Peter Darras, Jr tract, as said tract was set aside to Peter Darras, Jr by Deed dated September 29, 1880, and recorded in Volume 35, Pages 454-56 in said County Clerk's office,

THENCE South 46 degrees, 25 minutes East along the Northeasterly line of said Peter Darras, Jr. tract, a distance of 764 varas (2122.22 feet) to a point for corner of the Southeasterly line of said Mary Fabreau Survey,

THENCE North 43 degrees, 35 minutes East along the Southeast line of said Survey a distance of 335 varas (930 56 feet) to the Easterly line of said Fabreau Survey, said point being also on the West line of the John Dickinson Survey,

THENCE North 1 degree, 25 minutes West along the Easterly line of said Fabreau Survey, same being the Westerly line of said Dickinson Survey, a distance of 1050 varas (2916 67 feet) to the most Southerly corner of the said J R Williams Survey,

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FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Daigle

2004 JUL 09 09:51 AM 2004045586
KERN \$15.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

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

NOTICE OF CONFIDENTIALITY RIGHTS IF YOU ARE A NATURAL PERSON,
 YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM
 THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS
 YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

THAT WILBUR S CLEAVES FAMILY LIMITED PARTNERSHIP, a Texas limited
 partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of
 Ten and No/100 Dollars (\$10 00) cash and other good and valuable consideration in hand
 paid by VIRGINIA PARRISH CLEAVES, as Trustee of the VIRGINIA PARRISH CLEAVES
 1993 NONEXEMPT TRUST (hereinafter referred to as "Grantee"), the receipt and
 sufficiency of which is hereby expressly acknowledged and confessed, has GRANTED,
 SOLD and CONVEYED, and by these presents does GRANT, SELL and CONVEY unto
 Grantee an undivided 3 35384% of Grantor's undivided one-half (1/2) interest in and to the
 property described on Exhibit "A" attached hereto and by this reference incorporated herein
 for all purposes, together with all improvements situated thereon ("Subject Property")

Grantor does hereby convey the Subject Property together with all rights, titles and
 interests of Grantor in and to any roads, easements, streets and rights-of-way within,
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TO HAVE AND TO HOLD the Subject Property, to the extent conveyed hereby, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee and Grantee's successors and assigns forever, and Grantor does hereby bind Grantor and Grantor's successors and assigns to warrant and forever defend all and singular the Subject Property, to the extent conveyed hereby, unto Grantee and Grantee's successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by through and under Grantor, but not otherwise

Current ad valorem taxes on the Subject Property are assumed by the Grantee

GRANTOR

WILBUR S CLEAVES FAMILY LIMITED
PARTNERSHIP

By 
Wilbur R. Cleaves, Managing Partner

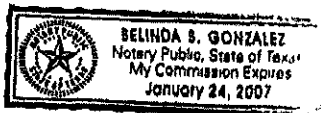
Address of Grantee:
Virginia Parrish Cleaves, Trustee
13055 Hunters Breeze
San Antonio, Texas 78230

333

2

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of July, 2004

Blanca S. Quintal
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



After recording, please return to: **JENNIFER M. ELSE**
Jennifer M. Elskes
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002

0475680 01
004092-000000

Exhibit "A"

Being all that certain tract or parcel of land out of the Mary Fabreau Survey, Abstract No 69, in Galveston County, Texas, and being more fully described by metes and bounds as follows

BEGINNING at the Northeast corner of a tract of 100 acres set aside to Peter Darras, Sr , by Deed dated September 29, 1880, and recorded in Volume 35, Pages 452-54, in the office of the County Clerk of Galveston County, Texas, said point being on the Northeasterly line of the Mary Fabreau Survey and the Southwesterly line of the J R Williams Survey,

THENCE from said beginning point South 43 degrees, 35 minutes West along and with the Southeasterly line of said Peter Darras, Sr tract, a distance of 1077 varas (2991.67 feet) said point being on the Northwesterly line of the Peter Darras, Jr. tract, as said tract was set aside to Peter Darras, Jr by Deed dated September 29, 1880, and recorded in Volume 35, Pages 454-56 in said County Clerk's office,

THENCE South 46 degrees, 25 minutes East along the Northeasterly line of said Peter Darras, Jr tract, a distance of 764 varas (2122 22 feet) to a point for corner of the Southeasterly line of said Mary Fabreau Survey;

THENCE North 43 degrees, 35 minutes East along the Southeast line of said Survey a distance of 335 varas (930 56 feet) to the Easterly line of said Fabreau Survey, said point being also on the West line of the John Dickinson Survey,

THENCE North 1 degree, 25 minutes West along the Easterly line of said Fabreau Survey, same being the Westerly line of said Dickinson Survey, a distance of 1050 varas (2916 67 feet) to the most Southerly corner of the said J R Williams Survey,

THENCE North 46 degrees, 25 minutes West along the dividing line between said Fabreau Survey and J R Williams Survey to the PLACE OF BEGINNING, containing 97 00 acres of land, more or less

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Daigle
2004 JUL 09 09:51 AM 2004045587
KERN.8 \$15.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

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

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

THAT WILBUR S CLEAVES FAMILY LIMITED PARTNERSHIP, a Texas limited partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of Ten and No/100 Dollars (\$10 00) cash and other good and valuable consideration in hand paid by CATHERINE CLEAVES MAHON (hereinafter referred to as "Grantee"), the receipt and sufficiency of which is hereby expressly acknowledged and confessed, has GRANTED, SOLD and CONVEYED, and by these presents does GRANT, SELL and CONVEY unto Grantee an undivided 1.21100% of Grantor's undivided one-half (1/2) interest in and to the property described on Exhibit "A" attached hereto and by this reference incorporated herein for all purposes, together with all improvements situated thereon ("Subject Property")

Grantor does hereby convey the Subject Property together with all rights, titles and interests of Grantor in and to any roads, easements, streets and rights-of-way within, adjoining, adjacent or contiguous to the Subject Property, and all condemnation awards, minerals, reservations and remainders, and together with each and every right, privilege, hereditament and appurtenance in anywise incident or appertaining to the Subject Property. The term "Subject Property" shall refer to and include the property described in this paragraph.

The conveyance made hereby and the warranties (if any) made hereunder are made by the Grantor and accepted by Grantee subject to the following matters, to the extent same are in effect at this time: any and all leases, restrictions, covenants, conditions, liens, encumbrances, reservations, easements, and other exceptions to title, if

any, relating to the Subject Property, but only to the extent they are still in force and effect and shown of record in the above-mentioned county and state, and to all zoning laws, regulations and ordinances of municipal and/or other governmental or quasi-governmental authorities, if any, but only to the extent that they are still in effect, relating to the Subject Property and to all matters which would be revealed by an inspection and/or a current survey of the Subject Property

TO HAVE AND TO HOLD the Subject Property, to the extent conveyed hereby, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee and Grantee's successors and assigns forever, and Grantor does hereby bind Grantor and Grantor's successors and assigns to warrant and forever defend all and singular the Subject Property, to the extent conveyed hereby, unto Grantee and Grantee's successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by through and under Grantor, but not otherwise

Current ad valorem taxes on the Subject Property are assumed by the Grantee

GRANTOR

WILBUR S CLEAVES FAMILY LIMITED
PARTNERSHIP

By


Wilbur R. Cleaves, Managing Partner

Address of Grantee:
Catherine Cleaves Mahon
1605 Rabb Road
Austin, Texas 78704

THE STATE OF TEXAS

COUNTY OF Mexico

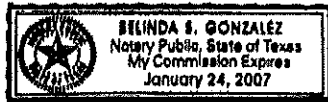
§
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BEFORE ME, the undersigned authority, on this day personally appeared
WILBUR R. CLEAVES, known to me to be the person whose name is subscribed to the
foregoing instrument and acknowledged to me that he executed the same for the purposes
and consideration therein expressed, in the capacity therein stated

July GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of
2004

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW

Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



After recording, please return to:
Jennifer M. Elskes
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002

PAID

0475495 01
004092-000000

Exhibit "A"

Being all that certain tract or parcel of land out of the Mary Fabreau Survey, Abstract No 69, in Galveston County, Texas, and being more fully described by metes and bounds as follows:

BEGINNING at the Northeast corner of a tract of 100 acres set aside to Peter Darras, Sr , by Deed dated September 29, 1880, and recorded in Volume 35, Pages 452-54, in the office of the County Clerk of Galveston County, Texas, said point being on the Northeasterly line of the Mary Fabreau Survey and the Southwesterly line of the J R Williams Survey,

THENCE from said beginning point South 43 degrees, 35 minutes West along and with the Southeasterly line of said Peter Darras, Sr tract, a distance of 1077 varas (2991 67 feet) said point being on the Northwesterly line of the Peter Darras, Jr. tract, as said tract was set aside to Peter Darras, Jr. by Deed dated September 29, 1880, and recorded in Volume 35, Pages 454-56 in said County Clerk's office,

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Mary Ann Daigle

2004 JUL 09 09:51 AM 2004045588
KERN S \$15.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

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

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 partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of
 Ten and No/100 Dollars (\$10 00) cash and other good and valuable consideration in hand
 paid by VIRGINIA PARRISH CLEAVES, as Trustee of the MELISSA CLEAVES BENSON
 1993 EXEMPT TRUST (hereinafter referred to as "Grantee"), the receipt and sufficiency of
 which is hereby expressly acknowledged and confessed, has GRANTED, SOLD and
 CONVEYED, and by these presents does GRANT, SELL and CONVEY unto Grantee an
 undivided 3 76830% of Grantor's undivided one-half (1/2) interest in and to the property
 described on Exhibit "A" attached hereto and by this reference incorporated herein for all
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Grantor does hereby convey the Subject Property together with all rights, titles and
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Current ad valorem taxes on the Subject Property are assumed by the Grantee

GRANTOR.

WILBUR S CLEAVES FAMILY LIMITED
PARTNERSHIP

By Wilbur R. Cleaves
Wilbur R. Cleaves, Managing Partner *Trustee*

Address of Grantee:
Virginia Parnish Cleaves, Trustee
13055 Hunters Breeze
San Antonio, Texas 78230

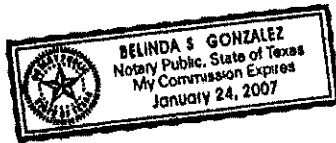
THE STATE OF TEXAS
COUNTY OF Harris

§
§
§

BEFORE ME, the undersigned authority, on this day personally appeared
WILBUR R. CLEAVES, known to me to be the person whose name is subscribed to the
foregoing instrument and acknowledged to me that he executed the same for the purposes
and consideration therein expressed, in the capacity therein stated

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of
July, 2004

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW



Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

After recording, please return to: **PAID**
Jennifer M. Elskes
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002

0475873 01
004092-000000

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Being all that certain tract or parcel of land out of the Mary Fabreau Survey, Abstract No 69, in Galveston County, Texas, and being more fully described by metes and bounds as follows

BEGINNING at the Northeast corner of a tract of 100 acres set aside to Peter Darras, Sr , by Deed dated September 29, 1880, and recorded in Volume 35, Pages 452-54, in the office of the County Clerk of Galveston County, Texas, said point being on the Northeasterly line of the Mary Fabreau Survey and the Southwesterly line of the J R Williams Survey,

THENCE from said beginning point South 43 degrees, 35 minutes West along and with the Southeasterly line of said Peter Darras, Sr tract, a distance of 1077 varas (2991 67 feet) said point being on the Northwesterly line of the Peter Darras, Jr. tract, as said tract was set aside to Peter Darras, Jr by Deed dated September 29, 1880, and recorded in Volume 35, Pages 454-56 in said County Clerk's office,

THENCE South 46 degrees, 25 minutes East along the Northeasterly line of said Peter Darras, Jr. tract, a distance of 764 varas (2122 22 feet) to a point for corner of the Southeasterly line of said Mary Fabreau Survey,

THENCE North 43 degrees, 35 minutes East along the Southeast line of said Survey a distance of 335 varas (930 56 feet) to the Easterly line of said Fabreau Survey, said point being also on the West line of the John Dickinson Survey,

THENCE North 1 degree, 25 minutes West along the Easterly line of said Fabreau Survey, same being the Westerly line of said Dickinson Survey, a distance of 1050 varas (2916.67 feet) to the most Southerly corner of the said J R Williams Survey,

THENCE North 46 degrees, 25 minutes West along the dividing line between said Fabreau Survey and J R Williams Survey to the PLACE OF BEGINNING, containing 97 00 acres of land, more or less

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Dalgia
2004 JUL 09 09:51 AM 2004045589
KERN-S \$15.00
Mary Ann Dalgia, COUNTY CLERK
GALVESTON, TEXAS

SPECIAL WARRANTY DEED

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

NOTICE OF CONFIDENTIALITY RIGHTS IF YOU ARE A NATURAL PERSON,
 YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM
 THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS
 YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

THAT WILBUR S CLEAVES FAMILY LIMITED PARTNERSHIP, a Texas limited
 partnership, (hereinafter referred to as "Grantor"), for and in consideration of the sum of
 Ten and No/100 Dollars (\$10 00) cash and other good and valuable consideration in hand
 paid by MELISSA CLEAVES BENSON (hereinafter referred to as "Grantee"), the receipt
 and sufficiency of which is hereby expressly acknowledged and confessed, has
 GRANTED, SOLD and CONVEYED, and by these presents does GRANT, SELL and
 CONVEY unto Grantee an undivided 1 21100% of Grantor's undivided one-half (1/2)
 interest in and to the property described on Exhibit "A" attached hereto and by this
 reference incorporated herein for all purposes, together with all improvements situated
 thereon ("Subject Property")

Grantor does hereby convey the Subject Property together with all rights, titles and
 interests of Grantor in and to any roads, easements, streets and rights-of-way within,
 adjoining, adjacent or contiguous to the Subject Property, and all condemnation awards,
 minerals, reservations and remainders, and together with each and every right, privilege,
 hereditament and appurtenance in anywise incident or appertaining to the Subject
 Property The term "Subject Property" shall refer to and include the property described in
 this paragraph

The conveyance made hereby and the warranties (if any) made hereunder are
 made by the Grantor and accepted by Grantee subject to the following matters, to the
 extent same are in effect at this time any and all leases, restrictions, covenants,
 conditions, liens, encumbrances, reservations, easements, and other exceptions to title, if

any, relating to the Subject Property, but only to the extent they are still in force and effect and shown of record in the above-mentioned county and state, and to all zoning laws, regulations and ordinances of municipal and/or other governmental or quasi-governmental authorities, if any, but only to the extent that they are still in effect, relating to the Subject Property and to all matters which would be revealed by an inspection and/or a current survey of the Subject Property.

TO HAVE AND TO HOLD the Subject Property, to the extent conveyed hereby, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee and Grantee's successors and assigns forever; and Grantor does hereby bind Grantor and Grantor's successors and assigns to warrant and forever defend all and singular the Subject Property, to the extent conveyed hereby, unto Grantee and Grantee's successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by through and under Grantor, but not otherwise

Current ad valorem taxes on the Subject Property are assumed by the Grantee

GRANTOR

WILBUR S. CLEAVES FAMILY LIMITED
PARTNERSHIP

By Wilbur R. Cleaves
Wilbur R. Cleaves, Managing Partner

Address of Grantee:
Melissa Cleaves Benson
4400 Hanover
Dallas, Texas 75225

THE STATE OF TEXAS
COUNTY OF Harris

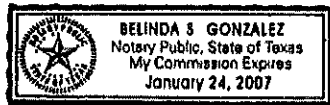
§
§
§

BEFORE ME, the undersigned authority, on this day personally appeared
WILBUR R. CLEAVES, known to me to be the person whose name is subscribed to the
foregoing instrument and acknowledged to me that he executed the same for the purposes
and consideration therein expressed, in the capacity therein stated

July GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 2 day of
_____, 2004

STAMP NAME AND EXPIRATION
DATE OF COMMISSION BELOW

Belinda S. Gonzalez
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



After recording, please return to:

PAID

**Jennifer M. Elskes
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, TX 77002**

0475498 01
004092-000000

Exhibit "A"

Being all that certain tract or parcel of land out of the Mary Fabreau Survey, Abstract No 69, in Galveston County, Texas, and being more fully described by metes and bounds as follows

BEGINNING at the Northeast corner of a tract of 100 acres set aside to Peter Darras, Sr , by Deed dated September 29, 1880, and recorded in Volume 35, Pages 452-54, in the office of the County Clerk of Galveston County, Texas, said point being on the Northeasterly line of the Mary Fabreau Survey and the Southwesterly line of the J R Williams Survey;

THENCE from said beginning point South 43 degrees, 35 minutes West along and with the Southeasterly line of said Peter Darras, Sr tract, a distance of 1077 varas (2991 67 feet) said point being on the Northwesterly line of the Peter Darras, Jr tract, as said tract was set aside to Peter Darras, Jr. by Deed dated September 29, 1880, and recorded in Volume 35, Pages 454-56 in said County Clerk's office,

THENCE South 46 degrees, 25 minutes East along the Northeasterly line of said Peter Darras, Jr tract, a distance of 764 varas (2122 22 feet) to a point for corner of the Southeasterly line of said Mary Fabreau Survey,

THENCE North 43 degrees, 35 minutes East along the Southeast line of said Survey a distance of 335 varas (930 56 feet) to the Easterly line of said Fabreau Survey, said point being also on the West line of the John Dickinson Survey,

THENCE North 1 degree, 25 minutes West along the Easterly line of said Fabreau Survey, same being the Westerly line of said Dickinson Survey, a distance of 1050 varas (2916 67 feet) to the most Southerly corner of the said J.R Williams Survey,

THENCE North 46 degrees, 25 minutes West along the dividing line between said Fabreau Survey and J R Williams Survey to the PLACE OF BEGINNING, containing 97 00 acres of land, more or less

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Daigle

2004 JUL 09 09:51 AM 2004045590
KERN \$ 15.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

SPECIAL WARRANTY DEED

THE STATE OF TEXAS §
 § KNOW ALL PERSONS BY THESE PRESENTS:
COUNTY OF GALVESTON §

That THE ESTATE OF GEORGE A. BOFYSIL, JR., acting by and through Sherry B. Angelo and Georgia B. Graunard, as Co-Independent Executrixes ("Grantor"), for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration paid to Grantor by Yellowstone Hill Country Ranching, LLC, a Texas Limited Liability Company ("Grantee"), whose address is 770 S. Post Oak Ln, Ste. 600, Houston, Texas 77056, the receipt and sufficiency of which are hereby acknowledged, subject to the reservations, exceptions, restrictions and other terms and provisions hereinafter described, has GRANTED, SOLD AND CONVEYED and by these presents does hereby GRANT, SELL AND CONVEY unto the Grantee, all of that certain real property described as follows, to-wit:

The SURFACE ONLY of two (2) tracts of land, one containing approximately 194 21 acres situated in the Geo Patterson Survey, Abstract No. 645 and the Mary Fabreau Survey, Abstract No. 69 and the other containing approximately 26 92 acres situated in the I. & G. N.R.R. Survey No 5, Abstract No 622, located in Galveston County, Texas, which tracts are more particularly described by metes and bounds on Exhibit A attached hereto and incorporated herein for all purposes;

together with any and all improvements thereon and any and all appurtenances and hereditaments pertaining thereto (the "Property").

This Deed is subject to the following terms and provisions

A. Exceptions. This conveyance is made and accepted subject to, all and singular, but only to the extent that the same are currently valid and enforceable against the Property, all restrictions, reservations, encumbrances, easements, rights-of-way, outstanding royalty and mineral interests, covenants, conditions, and other matters relating to the Property more particularly set forth in Exhibit B, attached hereto and incorporated herein for all purposes and any ad valorem taxes and assessments applicable to the Property which are not yet due and payable and any additional taxes, penalties or interest assessed as a result of the transfer of the Property or any subsequent change in the use of the Property. All ad valorem taxes and assessments for the Property for the calendar year 2010 which are not yet due and payable have been prorated by the parties hereto as of the effective date of this Deed, and Grantee hereby expressly assumes liability for the payment thereof and for subsequent years and any additional taxes, penalties or interest hereafter assessed as a result of the transfer of the Property or any subsequent change in the use of the Property

B. Mineral Reservation. There is excepted from this Special Warranty Deed and the warranty contained herein, and Grantor hereby reserves unto itself, its successors and assigns, all of Grantor's rights and interests in and to all oil, gas and other minerals in, on and under or that may be produced from the Property. Grantor hereby waives and releases its rights to ingress and egress to and from said Property for the purpose of exploring for, storing, producing or otherwise developing said oil, gas and other minerals. Notwithstanding the foregoing to the contrary, Grantor reserves unto itself and its successors the rights to develop and produce oil, gas and other minerals in, on, under or that may be produced from the Property by pooling or by directional drilling under the Property from well sites located on lands other than the Property.

C. Access Easement Reservation. Grantor hereby reserves, free of any charge, a twenty foot (20') wide temporary non-exclusive access easement on, over and across the portion of the Property located west of that certain five foot (5') easement granted to Southwestern Bell filed for record under Galveston County Clerk's File No. 9847780 and recorded under Film Code No. 012-96-2002 of the Official Public Records of Real Property of Galveston County, Texas (the "Access Easement") for the sole purpose of providing emergency vehicular access to and from the land owned by Grantor located south and west of the southern boundary of the Property and east of F.M. 528 ("Grantor's Adjacent Land") by Grantor's agents and representatives and subject to the limitation that the Access Easement shall automatically be released and become null and void in 5 years. The Access Easement may not be assigned to any other person or entity (other than the heirs of the Estate of George A Bofysil, Jr. in any distribution of Grantor's Adjacent Land from the estate), shall not be used for any operating or development activities conducted on Grantor's Adjacent Land and may be reconfigured or relocated from time to time to accommodate development of the Property and/or as may be required in order to maintain access to and from Grantor's Adjacent Land to a public street. Any relocation or reconfiguration of the Access Easement shall be subject to the approval of Grantor and Grantee, which approval shall not to be unreasonably withheld, conditioned or delayed, provided, however, that any such relocation or reconfiguration affords reasonably equivalent usable physical access for the purpose for which the Access Easement is granted. Upon agreement of Grantor and Grantee to any relocation or reconfiguration of the Access Easement from time to time, Grantor and Grantee agree to execute and record an amendment to the description of the Access Easement showing the new location and configuration of the Access Easement and granting the Access Easement over such new location and releasing any area which is no longer subject to the Access Easement.

D. Deed Restriction. Grantor hereby establishes and imposes against the portions of the Property located northwest of the northern boundary of Lot 20 of the David Fahey Subdivision, recorded in Volume 18, Page 417 of the real property records of Galveston County, Texas (the "Restricted Property") the following restrictive covenant which shall hereafter run with the land and burden the Restricted Property and all portions thereof.

The Restricted Property shall only be used for residential purposes, provided, however, in no event shall the Restricted Property be

used for commercial use, apartments or for mobile homes (the "Use Restriction"), and provided further, however, that the current use of all or any portion of the Restricted Property for agricultural purposes may be continued until the Restricted Property is developed and used for residential purposes, whereupon the Use Restriction shall be applicable with respect to the portions of the Restricted Property so developed and used from time to time. It is acknowledged and agreed by Grantor that the construction of streets and utilities and the grading of the land for residential development prior to construction and occupancy of residential structures shall not constitute a violation of the Use Restriction. The Restricted Property may be rezoned from time to time for any use not prohibited by the Use Restriction.

The Use Restriction shall be for the benefit of all other property owned by Grantor in the area ("Grantor's Remaining Property"). The Use Restriction shall be enforceable by Grantor and its successors and assigns as future owners of fee simple or leasehold estate title to all or any portion of Grantor's Remaining Property, any or all of whom shall have the right to obtain such relief as may be available in law or in equity to enforce the Use Restriction and/or to recover damages for the breach thereof.

E "AS IS" Conveyance. Grantee acknowledges and agrees as follows

(i) Grantee has purchased the Property, and the Property is hereby conveyed and transferred to Grantee, "AS IS, WHERE IS, AND WITH ALL FAULTS" and specifically and expressly without any warranties, representations, or guarantees, either express or implied, of any kind, nature, or type whatsoever from or on behalf of the Grantor, excepting the warranties pertaining to the special warranty of title to the Property contained in this deed and except as specifically provided in the Unimproved Property Contract for the purchase of the Property. Grantee further acknowledges and agrees there are no oral agreements, warranties or representations collateral to or affecting the Property by Grantor or any agent of Grantor (the "Contract") Grantor is further not liable or bound in any manner by any statements, representations or information pertaining to the Property furnished orally by any real estate broker, agent, employee, servant or other person,

(ii) Grantee shall not be entitled to, and shall not, rely on the Grantor or its agents as to (1) the quality, nature, adequacy, or physical condition of the Property including, but not limited to, the structural elements, foundation, roof, appurtenances, access, landscaping, parking facilities, or the electrical, mechanical, HVAC, plumbing, sewage or utility systems, facilities or appliances at the Property, if any, (2) the quality, nature, adequacy, or physical condition of soils or the existence of ground water at the Property, (3) the existence, quality, nature, adequacy, or physical condition of any utilities serving the Property, (4) the development potential of the Property, its habitability, merchantability or fitness, suitability, or adequacy of the Property for any particular purpose, (5) the zoning or other legal status of the Property, (6) the Property's or its operations' compliance with any applicable codes, laws, regulations, statutes, ordinances, covenants, conditions, or restrictions of any governmental

or quasi-governmental entity, or of any other person or entity, or (7) the quality of any labor or materials relating in any way to the Property; excepting the warranties pertaining to the special warranty of title to the Property and except as specifically provided in the Contract,

(iii) GRANTOR HAS NOT AND DOES NOT, WITH RESPECT TO THE PROPERTY MAKE ANY WARRANTIES OR REPRESENTATIONS, EXPRESS OR IMPLIED, INCLUDING, BUT IN NO WAY LIMITED TO, ANY WARRANTY OF CONDITION, MERCHANTABILITY HABITABILITY OR FITNESS FOR A PARTICULAR USE, OR WITH RESPECT TO THE VALUE, PROFITABILITY, OR MARKETABILITY OF THE PROPERTY EXCEPTING THE WARRANTIES PERTAINING TO THE SPECIAL WARRANTY OF TITLE TO THE PROPERTY AND EXCEPT AS SPECIFICALLY PROVIDED IN THE CONTRACT,

(iv) GRANTOR HAS NOT AND DOES NOT, WITH RESPECT TO THE PROPERTY MAKE ANY REPRESENTATION OR WARRANTY WITH REGARD TO COMPLIANCE WITH ANY ENVIRONMENTAL PROTECTION, POLLUTION OR LAND USE LAWS, RULES, REGULATIONS, ORDERS, OR REQUIREMENTS INCLUDING BUT NOT LIMITED TO, THOSE PERTAINING TO THE HANDLING, GENERATING TREATING, STORING OR DISPOSING OF ANY HAZARDOUS WASTE OR SUBSTANCE, EXCEPT AS SPECIFICALLY PROVIDED IN THE CONTRACT,

(v) Grantee has had an adequate opportunity to make such legal, factual, and other inquiries and investigations as it deems necessary, desirable, or appropriate with respect to the Property GRANTEE EXPRESSLY ACKNOWLEDGES THAT IT IS SPECIFICALLY RELYING UPON SUCH INSPECTIONS AND INVESTIGATIONS IN MAKING ITS DETERMINATION TO ACQUIRE THE PROPERTY Grantee further acknowledges that it is relying upon the conclusions and advice of its experts, consultants and professionals in evaluating the feasibility and desirability of the Property for Grantee's use, and that the availability of the rights to investigate and inspect the Property, and Grantee's corresponding reliance upon the results of such investigations and inspections, were a material factor in the determination to enter into the Contract Such inquiries and investigations of Grantee shall be deemed to include, but shall not be limited to the physical components of all portions of the Property, the condition of the Property, and state such facts that an accurate survey and inspection would show, the present and future zoning ordinances, resolutions, and regulation of the city, county, and state where the Property is located, and the value and marketability of the Property,

(vi) Without in any way limiting the generality of the preceding subparagraphs (i) through (v), Grantee specifically acknowledges and agrees that it hereby waives, releases, and discharges any claim it has, might have had, or may have against the Grantor with respect to Grantor's ability or inability to obtain or maintain building permits, either temporary or final certificates of occupancy, or other licenses for the use or operation of the Property and/or certificates of compliance for the Property, and the actual or potential income or profits to be derived from the Property, the real estate taxes or assessments now or hereafter payable thereon,

(vii) GRANTEE ASSUMES THE RISK THAT ADVERSE MATTERS, INCLUDING BUT NOT LIMITED TO, ADVERSE PHYSICAL AND ENVIRONMENTAL CONDITIONS, MAY NOT HAVE BEEN REVEALED BY GRANTEE'S INVESTIGATIONS, AND GRANTEE WAIVES, RELINQUISHES AND RELEASES GRANTOR FROM AND AGAINST ANY AND ALL CLAIMS, DEMANDS, CAUSES OF ACTION (INCLUDING CAUSES OF ACTION IN TORT), LOSSES, DAMAGES, LIABILITIES, COSTS AND EXPENSES (INCLUDING ATTORNEYS' FEES AND COURT COSTS) OF ANY AND EVERY KIND OR CHARACTER, KNOWN OR UNKNOWN, WHICH GRANTEE MIGHT HAVE ASSERTED OR ALLEGED AGAINST GRANTOR, AT ANY TIME BY REASON OF OR ARISING OUT OF ANY LATENT OR PATENT DEFECTS OR PHYSICAL CONDITIONS, VIOLATIONS OF ANY APPLICABLE LAWS (INCLUDING, WITHOUT LIMITATION, ANY ENVIRONMENTAL LAWS) AND ANY AND ALL OTHER ACTS, OMISSIONS, EVENTS, CIRCUMSTANCES OR MATTERS REGARDING THE PROPERTY, and

(viii) GRANTEE ACKNOWLEDGES AND AGREES THAT THE WAIVERS, RELEASES AND OTHER PROVISIONS CONTAINED IN THIS DEED WERE A MATERIAL FACTOR IN GRANTOR'S ACCEPTANCE OF THE PURCHASE PRICE AND THAT GRANTOR IS UNWILLING TO SELL THE PROPERTY TO GRANTEE UNLESS GRANTOR IS RELEASED AS EXPRESSLY SET FORTH ABOVE. GRANTEE, WITH GRANTEE'S COUNSEL, HAS FULLY REVIEWED THE DISCLAIMERS AND WAIVERS SET FORTH IN THIS DEED, AND UNDERSTANDS THE SIGNIFICANCE AND EFFECT THEREOF.

F. Counterparts. More than one counterpart of this Deed may be executed by the parties hereto, and each fully executed counterpart shall be deemed an original, the pages of which may be aggregated to form a single document.

G. Binding Effect. This Deed shall inure to the benefit of and be binding upon Grantor, its successors and assigns, and Grantee and its successors and assigns, and to the successors in ownership to any interest in the Property and in any other property of Grantor (whether owned by Grantor in fee simple or in which Grantor owns an easement estate) affected hereby, it being agreed that all of the provisions of this Deed, shall run with the land

TO HAVE AND TO HOLD the Property, subject to the terms, provisions, reservations, exceptions, and restrictions set forth herein, together with all and singular the rights and appurtenances thereto in anywise belonging unto the Grantee, its successors and assigns forever; and the Grantor does hereby bind Grantor and Grantor's successors and assigns to WARRANT AND FOREVER DEFEND, all and singular the Property, subject to the terms, provisions, reservations, exceptions, and restrictions set forth herein, unto the Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through or under Grantor, but not otherwise.

Whenever the context of this Special Warranty Deed requires, (a) the singular nouns and pronouns include the plural, (b) any gender includes the other genders and (c) the term

“successors and assigns” includes legal representatives, heirs, executors, administrators, successors and assigns.

This Special Warranty Deed is executed by Sherry B. Angelo and Georgia B Graugnard, not individually, but solely in their capacity as the Co-Independent Executrices, of the Estate of George A. Bofysil, Jr and neither shall have any personal liability hereunder

[SIGNATURE PAGE FOLLOWS THIS PAGE]

EXECUTED on the date of the acknowledgment set forth below to be effective
for all purposes as of the 29 day of November, 2010

GRANTOR

ESTATE OF GEORGE A BOFYSIL, JR

By

Sherry B. Angelo
Sherry B Angelo,
Independent Co-Executrix of the
Estate of George A Bofysil, Jr

By

Georgia B Graugnard
Georgia B Graugnard,
Independent Co-Executrix of the
Estate of George A Bofysil, Jr

STATE OF TEXAS

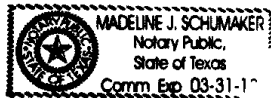
§

COUNTY OF FORT BEND

§

The foregoing instrument was acknowledged before me this 29th day of
Nov, 2010, by Sherry B Angelo

(Seal and Expiration Date)



Madeline J. Schumaker
Notary Public

STATE OF TEXAS

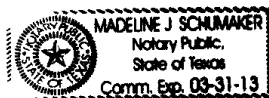
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COUNTY OF FORT BEND

§

The foregoing instrument was acknowledged before me this 29th day of
Nov, 2010, by Georgia B Graugnard

(Seal and Expiration Date)



Madeline J. Schumaker
Notary Public

GRANTEE.

Yellowstone Hill Country Ranching, LLC,
a Texas Limited Liability Company

By _____

Name. Charles Gregory Evans
Title Manager

STATE OF TEXAS

§

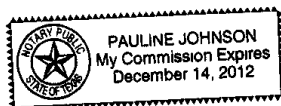
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COUNTY OF GALVESTON

§

The foregoing instrument was acknowledged before me this 29 day of November, 2010, by Charles Gregory Evans, Manager of Yellowstone Hill Country Ranching, LLC, a Texas Limited Liability Company, on behalf of such Company.

(Seal and Expiration Date)



Notary Public

RETURN TO

American Title Company of Houston
349 E. Parkwood Drive
Friendswood, TX 77546
Attention: Pauline Johnson
Ref: GF# 1873-10-1065

LIST OF EXHIBITS

Exhibit A – Property Description
Exhibit B – Permitted Encumbrances

EXHIBIT A

Property Description

TRACT "A"

A tract of land containing 8,459,890 square feet out of and being part of Lots 1-3, 13-16 and 19-20 of the David Fahey Subdivisions, as recorded In Volume 118, Page 417 and also being out of and a part of Lot 4 of the Burgess Subdivision as recorded in Volume 119, Page 14, both subdivisions of the County Clerk of Galveston County, Texas and being situated in Geo Patterson Survey, Abstract Number 645 and the Mary Fabreau Survey, Abstract Number 69, Galveston County, Texas with said 8,459,890 square feet being more particularly described by Metes and Bounds as follows

COMMENCING at a 5/8 Inch iron rod found at the North corner of Somerset Place Subdivision as recorded In Volume 18, Page 302 of the Galveston County Map Records,

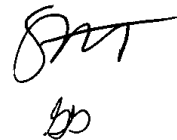
THENCE, S 46 deg 22 min 26 sec E, along the Easterly line of the aforementioned Somerset Place, a distance of 575 67 feet (called 574 00 feet) to an Iron cap found in said Easterly line at the Southerly corner of the remainder of Lot 4 of the Burgess Subdivision, deeded to George A Bofysil, Jr and recorded in film code number 004-10-2007 of the official real property records of Galveston County and at the Northwest corner and Place of Beginning of the herein described tract,

THENCE N 43 deg 38 min 47 sec E (called N 43 deg -37 min 34 sec E), along the Southeasterly line of said remainder of Lot 4 and the Northwesterly line of this tract, a distance of 1255 72 feet (called 1255 98 feet) to an iron rod with cap found in the Southwesterly line of Friendswood Lakes Section One recorded In Volume 18, Page 1176 of the Galveston County Map Records at the most Northerly corner of this tract,

THENCE S 46 deg -22min -44 sec E, (called S 46 deg -23 min -49 sec E), along the said Southwesterly line of Friendswood Lakes, Section One and an Easterly line of this tract a distance of 717 47 feet (called 717 77) to a 5/8 Inch iron rod found at the called South corner of said Friendswood Lakes, Section One, the most Northerly corner of a called 2 0477 acre tract of land described in deed to Friendswood Lakes, Inc - in film code number 014-67-1510 and at an angle point of the hereon described tract,

THENCE S 62 deg -06 min 21 sec E (called S 62 deg -05 min -22 sec E), along the Southeasterly line of said called 2 0477 acre tract a distance of 836 42 feet (called 836 12 feet) to a 5/8 Inch iron rod found at the Southerly corner of said called 2 0477 acre tract, the Westerly corner of a called 32 4763 acre tract described in deed to Friendswood Lakes, Inc In film code 014-67 -1510 and an angle point of this tract,

Exhibit A - Page 1

Handwritten signature and initials in black ink, located in the bottom right corner of the page.

THENCE S 47 deg -16 min -50 sec E (called 47 deg -17 min -03 sec E), along the Southwesterly line of the called 32 4763 acre tract a distance of 820 58 feet (called 820 80 feet), to a 5/8 iron rod found at the Southerly corner of the called 32 4763 acre tract and an angle point of the hereon described tract,

THENCE N 42 deg -41 min 10 sec E (called N 42 deg -42 min -57 sec E), along the Southeasterly line of the called 32 4763 acre tract, a distance of 253 77 feet (called 253 67 feet), in an iron rod with cap found in the Southwesterly line of Friendswood Lakes, Section Two, as recorded in Volume 18 Page 1366 of the Galveston County Map Records, at the Southeasterly corner of called 32 4763 acre tract and at an angle point of this tract,

THENCE S 47deg -16 min -31 sec E (called S47 deg -18 min -18 sec) along the Southwesterly line of said Friendswood Lakes, Section Two, a distance of 460 42 feet (called 459 83 feet) to a iron rod with cap found at a point of curvature to the left of Friendswood Lakes, Section Two and the hereon described tract,

THENCE in a Northeasterly direction along the arc of said curve to the left having a radius of 25 00 feet, a central angle of 89 deg -54 min -23 sec (called 90 deg -00 min 54 sec) and an arc length of 39 23 feet (called 39 28 feet) to an iron rod with cap found at the Southwesterly corner of Sandy Lakes Boulevard, called 60 foot right-of-way at an interior corner of Friendswood Lakes, Section Two and this tract

THENCE S47 deg -17 min - 01 sec E (called S47 deg 18 min -18 sec E), along the Westerly line of Sandy Lakes Boulevard, a distance of 59 91 feet (called 60 00 feet) to an iron rod with cap found at the Southerly corner of said Sandy Lakes Boulevard, at a point of curvature to the left and an interior corner of the hereon described tract,

THENCE In a Southeasterly direction around said curve to the left having a radius of 25 00 feet, a central angle of 90 deg -11 min -52 sec (called 90 deg -00 sec -54 sec) and an arc length of 39 36 feet (called 39 28 feet) to an iron rod with cap found at a point of tangency in the Southwesterly line of Friendswood Lakes, Section Two and for an interior corner of this tract,

THENCE S 47deg -16 min -50 sec E (called S47 deg -18 min -18 sec E), along the Southwesterly line of Friendswood Lakes, Section Two a distance of 260 89 feet(called 260 75 feet) to an iron rod with cap found at the most Southerly corner of Friendswood Lakes, Section Two, the Westerly corner of a called 9 801 acre subdivision which is under construction and to be known as the Dominion at Friendswood Lakes and at an angle point for hereon described tract,

THENCE S 47deg.-14 min -38 sec, E (called S 47 deg -15 min -55 sec, E), along the Westerly line of said proposed subdivision, distance of 673 35 feet (called 673,57 feet) to an iron rod with cap found in the Northerly line of a tract of land described in Deed to

Exhibit A - Page 2


HOU 3059373 5



The Wilbur S, Cleaves Family Limited Partnership in film code number 011-61-0107, at the Southerly corner of the proposed subdivision and at the most Easterly corner of this tract,

THENCE S 43 deg,-45 min -17 sec W (called S43 deg -45 min 11 sec W), along the Northerly line of said Wilbur S Cleaves Family Limited Partnership tract, a distance of 550 62 feet (called 551 13 feet) to a 5/8 inch iron rod found at the Westerly line of said Cleaves Family Limited Partnership and at an angle point of the hereon described tract,

THENCE S46 deg -16 min,-21 sec E (called S46 deg -16 min-27 sec E), along the Westerly line of said Cleaves Family Limited Partnership tract and an Easterly line of this tract, a distance of 2123,10 feet to a 5/8 iron rod with cap set from which a nail inside of a 1 inch iron pipe found is 1 foot 11 inches Westerly and from which a 1" iron pipe found at the called East corner of Lot 21 of the David Fahey Subdivision bears N 43 deg -42 min - 42 sec E a distance of 929 11 feet (called 929,17 feet) and said 5/8 inch iron rod with cap set is in the Northerly line of called First Tract deeded to West Cattle Company in film code number 007-99-1074 and at the Southeasterly corner of this tract,

THENCE S43 deg -42 min -42 sec, W (called S43 deg -42 min,-50 sec W) along said Northerly line of the West Cattle Company tract, a distance of 1220 64 feet to a 5/8 inch iron rod set at an interior corner of the West Cattle Company tract and at an angle point of the hereon described tract,

THENCE N 46 deg -17 min -30 sec, W (called N 46 deg -17 min -22 sec W) along an interior line of the West Cattle Company tract a distance of 194 41 feet to a 5/8 inch iron with cap set at the most Northwesterly corner of the said West Cattle Company tract, the most Easterly corner of a 26 92 acre tract to be known as "Tract B" surveyed at the time as this tract at angle point of this tract,

THENCE N 46 deg-17 min -26 sec W (called N 46 deg -18 min,-02 sec, W), along the Northerly line of said "Tract B", a distance of 1389,91 feet to a 1/2 inch iron rod found at the Easterly corner of The Lake at San Joaquin Section One recorded in Volume 18, Page 1302 both of the Galveston County Map Records, the Northerly corner of "Tract B" and at an angle point of the for the hereon described tract,

THENCE N 46 deg -22 min,-26 sec W, along the Easterly line of said San Joaquin Estates, Sections One, Two and Three the Easterly line of Mission Estates, Section Three as recorded in Volume 18, Page 91 of the Galveston County Map Records and said Somerset Place, a distance of 4379 47 feet (called 4370 05 feet) to the Place of Beginning and containing 194 21 acres



TRACT"B"

A tract of land containing 1,172,653.9 square feet out of and being part of a called first tract conveyed to George A. Bofysil, Jr. as recorded in film code number 004-10-2007 of the official real property records of Galveston County, Texas and being situated in the I & G N R R, Survey No 5, Abstract No. 622, Galveston County, Texas with said 1,172,653.9 square feet being more particularly described in metes and bounds as follows

COMMENCING at a 5/8 inch iron rod found at the called North corner of Somerset Place Subdivision as recorded in Volume 18, Page 302 of the Galveston County Map Records,

THENCE S 46 deg -22 min -26 sec E, along the Easterly line of the aforementioned Somerset Place, at a distance of 575.67 feet (called 574.00 feet) pass an iron rod with cap found in said Easterly line at the Southerly corner of the remainder of Lot 4 of the Burgess Subdivision, deeded to George A. Bofysil, Jr. and recorded in film code number 004-10-2007 of the official real property records of Galveston county and at the Northwest corner of a 194.21 acre tract of land to be known as "Tract A", surveyed at the same time as this tract and along the Easterly lines of Mission Estates, Section 3 as recorded in Volume 18, Page 91, San Joaquin Estates, Sections 1,2 and 3 as recorded in Volume 18, Page 63 and the Northeasterly line of The Lake at San Joaquin, Section One as recorded in Volume 18, Page 1302 all of the Galveston County Map records, a total distance of 4955.14 feet (called 4953.05 feet) to a 1/2 inch iron rod found at the Northerly corner of Said The Lake at San Joaquin, Section One, an angle point for said "Tract A" and at the Northerly corner and Place of Beginning of the herein described tract,

THENCE S 46 deg -17 min -26 sec E (called S 46 deg -18 min -02 sec E), along a Southerly line of said "Tract A" and the Northerly line of this tract, a distance of 1389.91 feet to a 5/8 inch iron rod with cap set from which an iron pipe found laying down is 1 foot Easterly, at the most Northwesterly corner of a called first tract conveyed to West Cattle Company in film code number 007-99-1074, an angle point for "Tract A" and at the most Northeasterly corner of this tract,

THENCE S 00 deg -33 min -18 sec E (called S 00 deg -33 min -10 sec E), along the Westerly line of said West Cattle Company tract and the Easterly line of this tract, a distance of 740.89 feet to a 5/8 inch iron rod with cap set in said Westerly line, at the Northeasterly corner of a remainder tract deeded to George A. Bofysil, Jr. in film code number 004-10-2007 and at the Southeast corner of the hereon described tract,

THENCE S 88 deg -06 min -28 sec W (called S 88 deg -06 min -58 sec W), along the Northerly line of said remainder tract and the Southerly line of this tract, a distance of 927.38 feet (called 926.80 feet) to an iron rod with cap found in the Northerly line of the

Exhibit A - Page 4



HOU 3059373 5



remainder tract, the Southerly corner of The Lake at San Joaquin, Section Two as recorded in Plat Record 2009A, Map Number 3 of the Galveston County Map Records at the Southwesterly corner of this tract,

THENCE N 02 deg -48 min -36 sec W (called N 02 deg -50 min -01 sec W), along the Easterly line of said The Lake at San Joaquin, Sections One and Two, a distance of 1734 00 feet (called 1733 69 feet) to the place of beginning and containing 26 92 acres

Exhibit A - Page 5



HOU 3059373 5



EXHIBIT B

Permitted Encumbrances

As to Tract A

- 1 Community Public Service Company easement(s) as set forth and defined by instrument(s) recorded in Volume 1715, Page 69 of the Office of the County Clerk Records of Galveston County, Texas as shown on survey dated July 30, 2010 prepared by Scott R Sheridan, RPLS No 6171
- 2 Exxon Pipeline Company easement(s) as set forth and defined by instrument(s) filed for record under Galveston County Clerk's File No(s) 9913849 as shown on survey dated July 30, 2010 prepared by Scott R Sheridan, RPLS No 6171
- 3 Exxon Pipeline Company easement(s) as set forth and defined by instrument(s) filed for record under Galveston County Clerk's File No(s) 2000064553 as shown on survey dated July 30, 2010 prepared by Scott R Sheridan, RPLS No 6171
- 4 City of Friendswood water easement(s) as set forth and defined by instrument(s) filed for record under Galveston County Clerk's File No(s) 9523682
- 5 City of Friendswood sanitary sewer easement(s) as set forth and defined by instrument(s) filed for record under Galveston County Clerk's File No(s) 9316397 as shown on survey dated July 30, 2010 prepared by Scott R Sheridan, RPLS No 6171
- 6 Southwestern Bell Telephone Company easement(s) as set forth and defined by instrument(s) recorded in Volume 2539, Page 556 and Volume 2645, Page 28 and Clerk's File No 9844780 of the Clerk's Records of Galveston County, Texas as shown on survey dated July 30, 2010 prepared by Scott R Sheridan, RPLS No 6171
- 7 All those certain buffers, utility, drainage, water line(s), etc , easements as shown by the recorded plats of subdivisions, by instrument(s) recorded in Volume 18, Page 1176 (Friendswood Lakes) and Volume 18, Page 1366 (Friendswood Lakes Section 2) of the Clerk's Records of Galveston County, Texas as shown on survey dated July 30, 2010 prepared by Scott R Sheridan, RPLS No 6171
- 8 A 1/2 royalty interest of all oil, gas and other minerals, royalties, bonuses, rentals and all other rights in connection with same set forth in instrument filed for record under Volume 653, Page 248, of the Clerk's Records of Galveston County, Texas
- 9 Terms, conditions and stipulations contained in that certain Affidavit of Non-Production, as set forth by instrument filed under Galveston County Clerk's File No 9510390

 100-3059373 5



- 10 The Texas Pipe Line Company easement(s) as set forth and defined by instrument(s) recorded in Volume 603, Page 135 and Volume 599, Page 388 and Clerk's File No 8450653 and 9904738 of the Clerk's Records of Galveston County, Texas as shown on survey dated July 30, 2010 prepared by Scott R Sheridan, RPLS No 6171
- 11 Any portion of the subject property lying within the boundaries of a public or private roadway, where dedicated or not including but not limited to any portion described in Volume 92, Page 610 and Volume 118, Page 417 in the records in the Office of Galveston County, Texas and a Genesis Pipeline located therein as marked as shown on survey dated July 30, 2010 prepared by Scott R Sheridan, RPLS No 6171
- 12 Reservation of all oil, gas and other minerals, royalties, bonuses, rentals and all other rights in connection with same as set forth in instrument filed for record under Volume 643, Page 367, Volume 965, Page 159 and Volume 997, Page 541, of the Clerk's Records of Galveston County, Texas Waivers of Surface Rights filed in the Clerk's Records of Galveston County, Texas under instrument numbers 2010048662, 2010048663, 2010048660, 2010053392, 2010053389, 2010053395, 2010048659, and 2010048661

As to Tract B

- 1 Southwestern Bell Telephone Company easement(s) as set forth and defined by instrument(s) filed for record under Galveston County Clerk's File No(s) 9847780 as shown on survey dated July 30, 2010 prepared by Scott R Sheridan, RPLS No 6171
- 2 Reservation of all oil, gas and other minerals, royalties, bonuses, rentals and all other rights in connection with same as set forth in instrument filed for record under Volume 739, Page 450, of the Clerk's Records of Galveston County, Texas Waivers of Surface Rights filed in the Clerk's Records of Galveston County, Texas under instrument numbers 201053390, 201053388, 201053393, 2010053394 and 201053391
- 3 Any portion of the subject property lying within the boundaries of a public or private roadway, where dedicated or not

As to Tracts A and B

- 1 Subject to the zoning ordinances now in force in the city of any governing municipality
- 2 Standard Grazing Lease dated as of May 19, 2010 by and between the Estate of George A Bofysil, Jr, as Lessor and Blue Water Cattle Company, as Lessee, as partially assigned, partitioned and amended pursuant to Partial Assignment, Assumption and Partition of Lease between the Estate of George A Bofysil, Jr, as Assignor, and Yellowstone Hill Country Ranching, LLC, as Assignee as of the date of this deed

Exhibit B - Page 2



HOU 3059373 5



- 3 Subject to the following item(s) as shown on survey dated July 30, 2010 prepared by Scott R. Sheridan, RPLS No. 6171
- a Rights or claims, if any of fence(s) traversing the utility easement(s)
 - b Genesis pipeline markers across Tract 1 that lies within the roadway
 - c Overhead electric, towers and guy anchors affecting Tract 1



Exhibit B - Page 3



FILED AND RECORDED



OFFICIAL PUBLIC RECORDS

Mary Ann Daigle

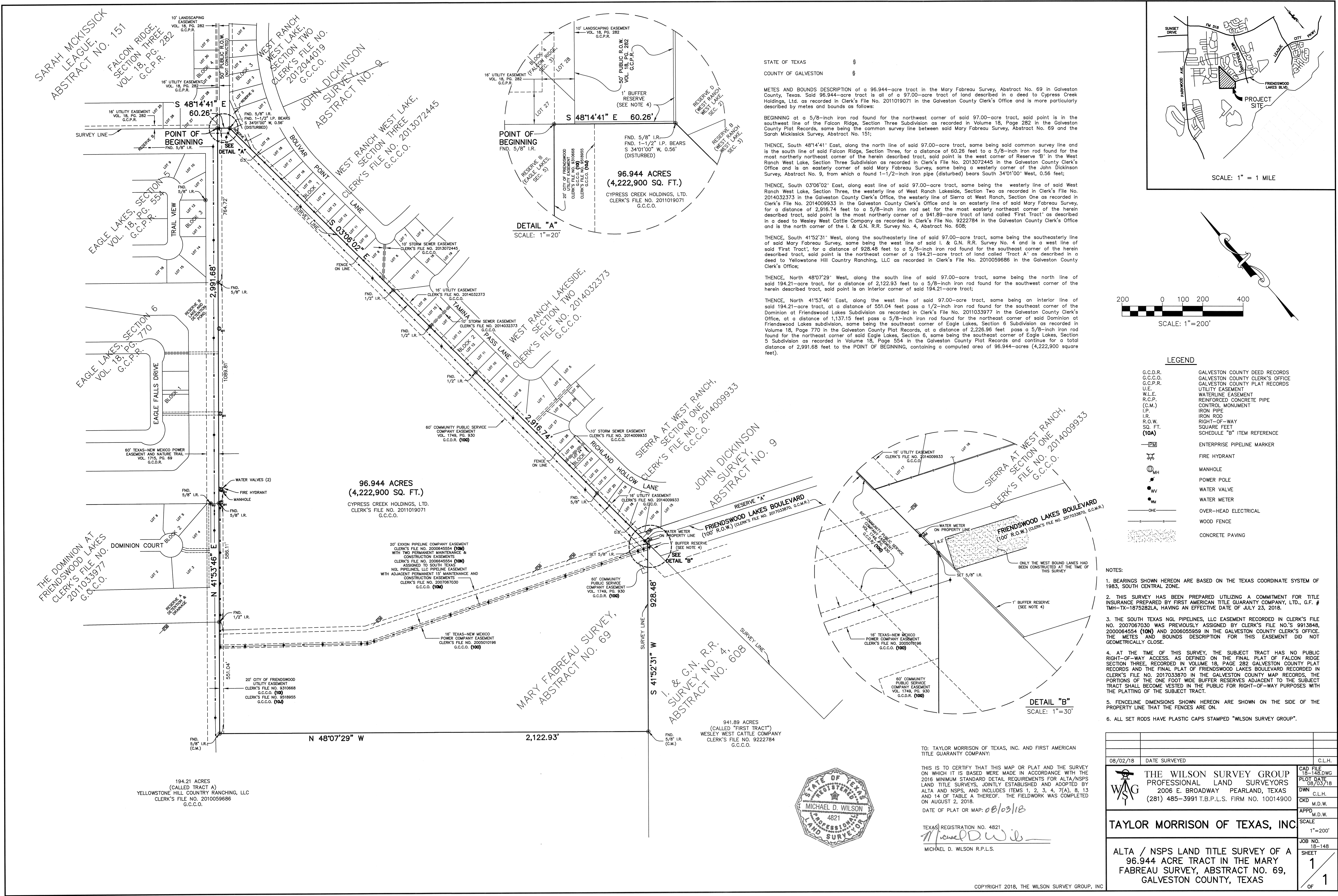
2010059686

December 01, 2010 01 41 12 PM

FEE \$76 00

Mary Ann Daigle, County Clerk

Galveston County, TEXAS



STATE OF TEXAS §
COUNTY OF GALVESTON §

METES AND BOUNDS DESCRIPTION of a 96.944-acre tract in the Mary Fabreau Survey, Abstract No. 69 in Galveston County, Texas. Said 96.944-acre tract is all of a 97.00-acre tract of land described in a deed to Cypress Creek Holdings, Ltd. as recorded in Clerk's File No. 2011019071 in the Galveston County Clerk's Office and is more particularly described by metes and bounds as follows:

BEGINNING at a 5/8-inch iron rod found for the northwest corner of said 97.00-acre tract, said point is in the southwest line of the Falcon Ridge, Section Three Subdivision as recorded in Volume 18, Page 282 in the Galveston County Plat Records, same being the common survey line between said Mary Fabreau Survey, Abstract No. 69 and the Sarah McKissick Survey, Abstract No. 151;

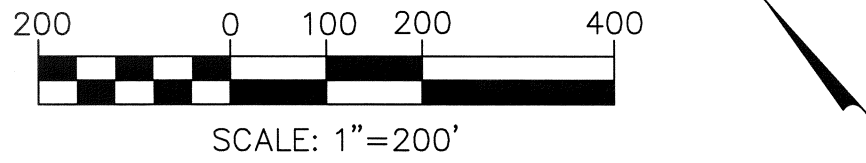
THENCE, South 48°14'41" East, along the north line of said 97.00-acre tract, same being said common survey line and is the south line of said Falcon Ridge, Section Three, for a distance of 60.26 feet to a 5/8-inch iron rod found for the most northerly northeast corner of the herein described tract, said point is the west corner of Reserve "B" in the West Ranch West Lake, Section Three Subdivision as recorded in Clerk's File No. 2013072445 in the Galveston County Clerk's Office and is an easterly corner of said Mary Fabreau Survey, same being a westerly corner of the John Dickinson Survey, Abstract No. 9, from which a found 1-1/2-inch iron pipe (disturbed) bears South 34°01'00" West, 0.56 feet;

THENCE, South 03°06'02" East, along east line of said 97.00-acre tract, same being the westerly line of said West Ranch West Lake, Section Three, the westerly line of West Ranch Lakeside, Section Two as recorded in Clerk's File No. 2014032373 in the Galveston County Clerk's Office, the westerly line of Sierra at West Ranch, Section One as recorded in Clerk's File No. 2014009933 in the Galveston County Clerk's Office and is an easterly line of said Mary Fabreau Survey, for a distance of 2,916.74 feet to a 5/8-inch iron rod set for the most easterly northeast corner of the herein described tract, said point is the northeast corner of a 941.89-acre tract of land called "First Tract" as described in a deed to Wesley West Cattle Company as recorded in Clerk's File No. 9222784 in the Galveston County Clerk's Office and is the north corner of the I. & G.N. R.R. Survey No. 4, Abstract No. 608;

THENCE, South 41°52'31" West, along the southeasterly line of said 97.00-acre tract, same being the southeasterly line of said Mary Fabreau Survey, same being the west line of said I. & G.N. R.R. Survey No. 4 and is a west line of said "First Tract", for a distance of 928.48 feet to a 5/8-inch iron rod found for the southeast corner of the herein described tract, said point is the northeast corner of a 194.21-acre tract of land called "First Tract" as described in a deed to Yellowstone Hill Country Ranching, LLC as recorded in Clerk's File No. 2010059686 in the Galveston County Clerk's Office;

THENCE, North 48°07'29" West, along the south line of said 97.00-acre tract, same being the north line of said 194.21-acre tract, for a distance of 2,122.93 feet to a 5/8-inch iron rod found for the southwest corner of the herein described tract, said point is an interior corner of said 194.21-acre tract;

THENCE, North 41°53'46" East, along the west line of said 97.00-acre tract, same being an interior line of said 194.21-acre tract, at a distance of 551.04 feet pass a 1/2-inch iron rod found for the southeast corner of the Dominion at Friendswood Lakes Subdivision as recorded in Clerk's File No. 2011033977 in the Galveston County Clerk's Office, at a distance of 1,137.15 feet pass a 5/8-inch iron rod found for the northeast corner of said Dominion at Friendswood Lakes subdivision, same being the southeast corner of Eagle Lakes, Section 6 Subdivision as recorded in Volume 18, Page 770 in the Galveston County Plat Records, at a distance of 2,228.98 feet, pass a 5/8-inch iron rod found for the northeast corner of said Eagle Lakes, Section 6, same being the southeast corner of Eagle Lakes, Section 5 Subdivision as recorded in Volume 18, Page 554 in the Galveston County Plat Records and continue for a total distance of 2,991.68 feet to the POINT OF BEGINNING, containing a computed area of 96.944-acres (4,222,900 square feet).



LEGEND	
G.C.D.R.	GALVESTON COUNTY DEED RECORDS
G.C.C.O.	GALVESTON COUNTY CLERK'S OFFICE
G.C.P.R.	GALVESTON COUNTY PLAT RECORDS
U.E.	UTILITY EASEMENT
W.L.E.	WATERLINE EASEMENT
R.C.P.	REINFORCED CONCRETE PIPE
(C.M.)	CONTROL MONUMENT
I.P.	IRON PIPE
I.R.	IRON ROD
R.O.W.	RIGHT-OF-WAY
SQ. FT.	SQUARE FEET
(10A)	SCHEDULE "B" ITEM REFERENCE
—EPM—	ENTERPRISE PIPELINE MARKER
⊗	FIRE HYDRANT
⊕	MANHOLE
⊙	POWER POLE
⊙	WATER VALVE
⊙	WATER METER
—OHE—	OVER-HEAD ELECTRICAL
—	WOOD FENCE
▨	CONCRETE PAVING

- NOTES:
1. BEARINGS SHOWN HEREON ARE BASED ON THE TEXAS COORDINATE SYSTEM OF 1983, SOUTH CENTRAL ZONE.
 2. THIS SURVEY HAS BEEN PREPARED UTILIZING A COMMITMENT FOR TITLE INSURANCE PREPARED BY FIRST AMERICAN TITLE GUARANTY COMPANY, LTD., G.F. # TMH-TX-1875282A, HAVING AN EFFECTIVE DATE OF JULY 23, 2018.
 3. THE SOUTH TEXAS NGL PIPELINES, LLC EASEMENT RECORDED IN CLERK'S FILE NO. 200708701 WAS PREVIOUSLY ASSIGNED BY CLERK'S FILE NO.'S 991384B, 2000064554 (10A) AND 2006055959 IN THE GALVESTON COUNTY CLERK'S OFFICE. THE METES AND BOUNDS DESCRIPTION FOR THIS EASEMENT DID NOT GEOMETRICALLY CLOSE.
 4. AT THE TIME OF THIS SURVEY, THE SUBJECT TRACT HAS NO PUBLIC RIGHT-OF-WAY ACCESS, AS DEFINED ON THE FINAL PLAT OF FALCON RIDGE SECTION THREE, RECORDED IN VOLUME 18, PAGE 282 GALVESTON COUNTY PLAT RECORDS AND THE FINAL PLAT OF FRIENDSWOOD LAKES BOULEVARD RECORDED IN CLERK'S FILE NO. 2017033870 IN THE GALVESTON COUNTY MAP RECORDS, THE PORTIONS OF THE ONE FOOT WIDE BUFFER RESERVES ADJACENT TO THE SUBJECT TRACT SHALL BECOME VESTED IN THE PUBLIC FOR RIGHT-OF-WAY PURPOSES WITH THE PLATING OF THE SUBJECT TRACT.
 5. FENCELINE DIMENSIONS SHOWN HEREON ARE SHOWN ON THE SIDE OF THE PROPERTY LINE THAT THE FENCES ARE ON.
 6. ALL SET RODS HAVE PLASTIC CAPS STAMPED "WILSON SURVEY GROUP".

TO: TAYLOR MORRISON OF TEXAS, INC. AND FIRST AMERICAN TITLE GUARANTY COMPANY;

THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH THE 2016 MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/NSPS LAND TITLE SURVEYS, JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS, AND INCLUDES ITEMS 1, 2, 3, 4, 7(A), 8, 13 AND 14 OF TABLE A THEREOF. THE FIELDWORK WAS COMPLETED ON AUGUST 2, 2018.

DATE OF PLAT OR MAP: 08/03/18

TEXAS REGISTRATION NO. 4821

Michael D. Wilson
MICHAEL D. WILSON R.P.L.S.



08/02/18	DATE SURVEYED		C.L.H.
	THE WILSON SURVEY GROUP PROFESSIONAL LAND SURVEYORS 2008 E. BROADWAY PEARLAND, TEXAS (281) 485-3991 T.B.P.L.S. FIRM NO. 10014900	CAD FILE 18-148.DWG PLOT DATE 08/03/18 DWN C.L.H. CKD M.D.W.	APPD M.D.W.
TAYLOR MORRISON OF TEXAS, INC		SCALE 1"=200'	
ALTA / NSPS LAND TITLE SURVEY OF A 96.944 ACRE TRACT IN THE MARY FABREAU SURVEY, ABSTRACT NO. 69, GALVESTON COUNTY, TEXAS		JOB NO. 18-148 SHEET 1 OF 1	

Taylor Morrison of Texas, Inc.
96.944 Acres

Mary Fabreau Survey
Abstract No. 69

STATE OF TEXAS §

COUNTY OF GALVESTON §

METES AND BOUNDS DESCRIPTION of a 96.944-acre tract in the Mary Fabreau Survey, Abstract No. 69 in Galveston County, Texas. Said 96.944-acre tract is all of a 97.00-acre tract of land described in a deed to Cypress Creek Holdings, Ltd. as recorded in Clerk's File No. 2011019071 in the Galveston County Clerk's Office and is more particularly described by metes and bounds as follows:

BEGINNING at a 5/8-inch iron rod found for the northwest corner of said 97.00-acre tract, said point is in the southwest line of the Falcon Ridge, Section Three Subdivision as recorded in Volume 18, Page 282 in the Galveston County Plat Records, same being the common survey line between said Mary Fabreau Survey, Abstract No. 69 and the Sarah Mickissick Survey, Abstract No. 151;

THENCE, South 48°14'41" East, along the north line of said 97.00-acre tract, same being said common survey line and is the south line of said Falcon Ridge, Section Three, for a distance of 60.26 feet to a 5/8-inch iron rod found for the most northerly northeast corner of the herein described tract, said point is the west corner of Reserve "B" in the West Ranch West Lake, Section Three Subdivision as recorded in Clerk's File No. 2013072445 in the Galveston County Clerk's Office and is an easterly corner of said Mary Fabreau Survey, same being a westerly corner of the John Dickinson Survey, Abstract No. 9, from which a found 1-1/2-inch iron pipe (disturbed) bears South 34°01'00" West, 0.56 feet;

THENCE, South 03°06'02" East, along east line of said 97.00-acre tract, same being the westerly line of said West Ranch West Lake, Section Three, the westerly line of West Ranch Lakeside, Section Two as recorded in Clerk's File No. 2014032373 in the Galveston County Clerk's Office, the westerly line of Sierra at West Ranch, Section One as recorded in Clerk's File No. 2014009933 in the Galveston County Clerk's Office and is an easterly line of said Mary Fabreau Survey, for a distance of 2,916.74 feet to a 5/8-inch iron rod set for the most easterly northeast corner of the herein described tract, said point is the most northerly corner of a 941.89-acre tract of land called "First Tract" as described in a deed to Wesley West Cattle Company as recorded in Clerk's File No. 9222784 in the Galveston County Clerk's Office and is the north corner of the I. & G.N. R.R. Survey No. 4, Abstract No. 608;

THENCE, South 41°52'31" West, along the southeasterly line of said 97.00-acre tract, same being the southeasterly line of said Mary Fabreau Survey, same being the west line of said I. & G.N. R.R. Survey No. 4 and is a west line of said "First Tract", for a distance of 928.48 feet to a 5/8-inch iron rod found for the southeast corner of the herein described tract, said point is the northeast corner of a 194.21-acre tract of land called "Tract A" as described in a deed to Yellowstone Hill Country Ranching, LLC as recorded in Clerk's File No. 2010059686 in the Galveston County Clerk's Office;

THENCE, North 48°07'29" West, along the south line of said 97.00-acre tract, same being the north line of said 194.21-acre tract, for a distance of 2,122.93 feet to a 5/8-inch iron rod found for the southwest corner of the herein described tract, said point is an interior corner of said 194.21-acre tract;

THENCE, North 41°53'46" East, along the west line of said 97.00-acre tract, same being an interior line of said 194.21-acre tract, at a distance of 551.04 feet pass a 1/2-inch iron rod found for the southeast corner of the Dominion at Friendswood Lakes Subdivision as recorded in Clerk's File No. 2011033977 in the Galveston County Clerk's Office, at a distance of 1,137.15 feet pass a 5/8-inch iron rod found for the northeast corner of said Dominion at Friendswood Lakes subdivision, same being the southeast corner of Eagle Lakes, Section 6 Subdivision as recorded in Volume 18, Page 770 in the Galveston County Plat Records, at a distance of 2,226.96 feet pass a 5/8-inch iron rod found for the northeast corner of said Eagle Lakes, Section 6, same being the southeast corner of Eagle Lakes, Section 5 Subdivision as recorded in Volume 18, Page 554 in the Galveston County Plat Records and continue for a total distance of 2,991.68 feet to the POINT OF BEGINNING, containing a computed area of 96.944-acres (4,222,900 square feet).

Note:

1. Bearings shown hereon are based on the Texas Coordinate System of 1983, South Central Zone.
2. A separate survey plat has been prepared in connection with this metes and bounds description.
3. All set rods were set with cap stamped "Wilson Survey Group"
4. At the time of this survey, the subject tract has no public right-of-way access. as defined on the Final Plat of Falcon Ridge Section Three, recorded in volume 18, page 282 Galveston County Plat Records and the Final Plat of Friendswood Lakes Boulevard recorded in Clerk's File No. 2017033870 in the Galveston County Map Records, the portions of the one foot wide buffer reserves adjacent to the subject tract shall become vested in the public for right-of-way purposes with the platting of the subject tract.

The Wilson Survey Group, Inc.
2006 East Broadway, Suite 103
Pearland, Texas 77581
(281) 485-3991
Job No. 18-148
TBPLS Firm No. 10014900

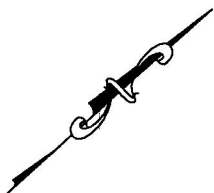

Michael D. Wilson, R.P.L.S.

Registration No. 4821

08/03/18



0 100 200
SCALE: 1"=200'



97.00 ACRES
CYPRESS CREEK HOLDINGS, LTD.
CLERK'S FILE NO. 2011019071
G.C.C.O.

SIERRA AT WEST RANCH,
SECTION ONE
CLERK'S FILE NO. 2014009933
NO. G.C.C.O.

60' COMMUNITY PUBLIC SERVICE
COMPANY EASEMENT
VOL. 1749, PG. 930
G.C.D.R.

16' UTILITY EASEMENT
CLERK'S FILE NO. 2014009933
G.C.C.O.
LOT 15
LOT 16
LOT 17
LOT 18
BLOCK 1
PROPOSED FRIENDSWOOD
BOULEVARD

THE DOMINION AT
FRIENDSWOOD LAKES
CLERK'S FILE NO. 2011033977
G.C.C.O.

20' SOUTH TEXAS NGL PIPELINES, LLC
PIPELINE EASEMENT WITH ADJACENT
PERMANENT 15' MAINTENANCE AND
CONSTRUCTION EASEMENTS
CLERK'S FILE NO. 2007067030
G.C.C.O.

16' TEXAS-NEW MEXICO
POWER COMPANY EASEMENT
CLERK'S FILE NO. 2005010196
G.C.C.O.

60' COMMUNITY
PUBLIC SERVICE
COMPANY EASEMENT
VOL. 1749, PG. 930
G.C.D.R.

LOT 5
LOT 4
LOT 3
BLOCK 2
RESERVE A
DEFENTION &
DRAINAGE

$\Delta = 04^{\circ}28'33''$
 $R = 2,125.00'$
 $L = 166.00'$
 $CH = S 51^{\circ}35'52'' E, 165.96'$

$\Delta = 87^{\circ}20'39''$
 $R = 100.00'$
 $L = 152.44'$
 $CH = S 10^{\circ}09'50'' E, 138.11'$

$\Delta = 08^{\circ}22'22''$
 $R = 2,500.00'$
 $L = 365.33'$
 $CH = S 38^{\circ}12'08'' W, 365.01'$

20' CITY OF FRIENDSWOOD
UTILITY EASEMENT
CLERK'S FILE NO. 9310668
G.C.C.O.
CLERK'S FILE NO. 9518955
G.C.C.O.

SALE TRACT
9.170 ACRES
(399,438 SQ. FT.)

POINT OF
BEGINNING
WESTERLY CORNER
OF 97.00 ACRES

N 41°53'46" E 425.53'

N 48°07'29" W 930.00'

N 48°07'29" W

1,192.92'

S 41°52'31" W 848.64'

I. & G.N. R.R.
SURVEY NO. 4,
ABSTRACT NO. 608

941.89 ACRES
(CALLED "FIRST TRACT")
WESLEY WEST CATTLE COMPANY
CLERK'S FILE NO. 9222784
G.C.C.O.

SOUTHERLY
CORNER
OF 97.00 ACRES

194.21 ACRES
(CALLED TRACT A)
YELLOWSTONE HILL
COUNTRY RANCHING, LLC
CLERK'S FILE NO. 2010059686
G.C.C.O.

NOTES:

1. A SEPARATE METES AND BOUNDS DESCRIPTION HAS BEEN PREPARED IN CONNECTION WITH THIS EXHIBIT MAP.
2. THIS TRACT WAS CALCULATED USING INFORMATION SCALED FROM A SCHEMATIC DEVELOPMENT PLAN FOR "AVALON AT FRIENDSWOOD" PROVIDED BY TAYLOR MORRISON.
3. THIS TRACT HAS NOT BEEN SURVEYED ON THE GROUND AND THE PROPERTY CORNERS HAVE NOT BEEN SET.

COPYRIGHT 2019, THE WILSON SURVEY GROUP, INC.

DWN: C.L.H.	CAD FILE: 18-148(EXHIBIT-9 A0).dwg	SCALE: 1"=200'	JOB # 18-148
THE WILSON SURVEY GROUP PROFESSIONAL LAND SURVEYORS 2006 E. BROADWAY PEARLAND, TEXAS T.B.P.L.S. FIRM NO. 10014900			
ORIGINAL PLOT DATE: 01/18/19			SHEET 1 OF 1

TAYLOR MORRISON OF TEXAS, INC.

SAVE AND EXCEPT

Taylor Morrison of Texas, Inc.
9.170 Acres
Sale Tract

Mary Fabreau Survey
Abstract No. 69

STATE OF TEXAS §

COUNTY OF GALVESTON §

METES AND BOUNDS DESCRIPTION of a 9.170-acre tract in the Mary Fabreau Survey, Abstract No. 69 in Galveston County, Texas. Said 9.170-acre tract is in a 97.00-acre tract of land described in a deed to Cypress Creek Holdings, Ltd. as recorded in Clerk's File No. 2011019071 in the Galveston County Clerk's Office and is more particularly described by metes and bounds as follows:

BEGINNING at the westerly corner of said 97.00-acre tract, said point is an interior corner of a 194.21-acre tract of land (called Tract "A") described in a deed to Yellowstone Hill Country Ranching, LLCC as recorded in Clerk's File No. 2010059686 in the Galveston County Clerk's Office;

THENCE, North 41°53'46" East, along the northwesterly line of said 97.00-acre tract, same being an interior line of said 194.21-acre tract for a distance of 425.53 feet to the northerly corner of the herein described tract;

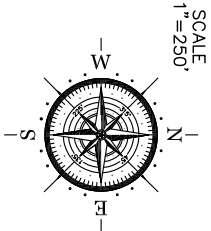
THENCE, South 49°21'36" East, 25-feet south of and parallel to the proposed southwesterly line of Friendswood Lakes Boulevard (based on a width of 100-feet) and along the northeasterly line of the herein described tract for a distance of 632.07 feet to the point of curvature of a curve to the left;

THENCE, continuing 25-feet south of and parallel to the proposed southwesterly line of Friendswood Lakes Boulevard, same being the northeasterly line of the herein described tract, and with said curve to the left, having a radius of 2,125.00 feet, a central angle of 04°28'33", (chord bears South 51°35'52" East, 165.96 feet), for an arc distance of 166.00 feet to a point of reverse curvature;

THENCE, continuing along the northeasterly line of the herein described tract, and with said curve, having a radius of 100.00 feet, a central angle of 87°20'39", (chord bears South 10°09'50" East, 138.11 feet), for an arc distance of 152.44 feet to the point of curvature of a curve to the right;

THENCE, along the southeasterly line of the herein described tract and with said curve to the right having a radius of 2,500.00 feet, a central angle of 08°22'22", (chord bears South 38°12'08" West, 365.01 feet), for an arc distance of 365.33 feet to a point in the southwesterly line of the aforementioned 97.00-acre tract, same being the northeasterly line of the aforementioned 194.21-acre tract;

THENCE, North $48^{\circ}07'29''$ West, along the southwesterly line of said 97.00-acre tract, same being the northeasterly line of said 194.21-acre tract, for a distance of 930.00 feet to the POINT OF BEGINNING, containing a computed area of 9.170-acres (399,438 square feet).



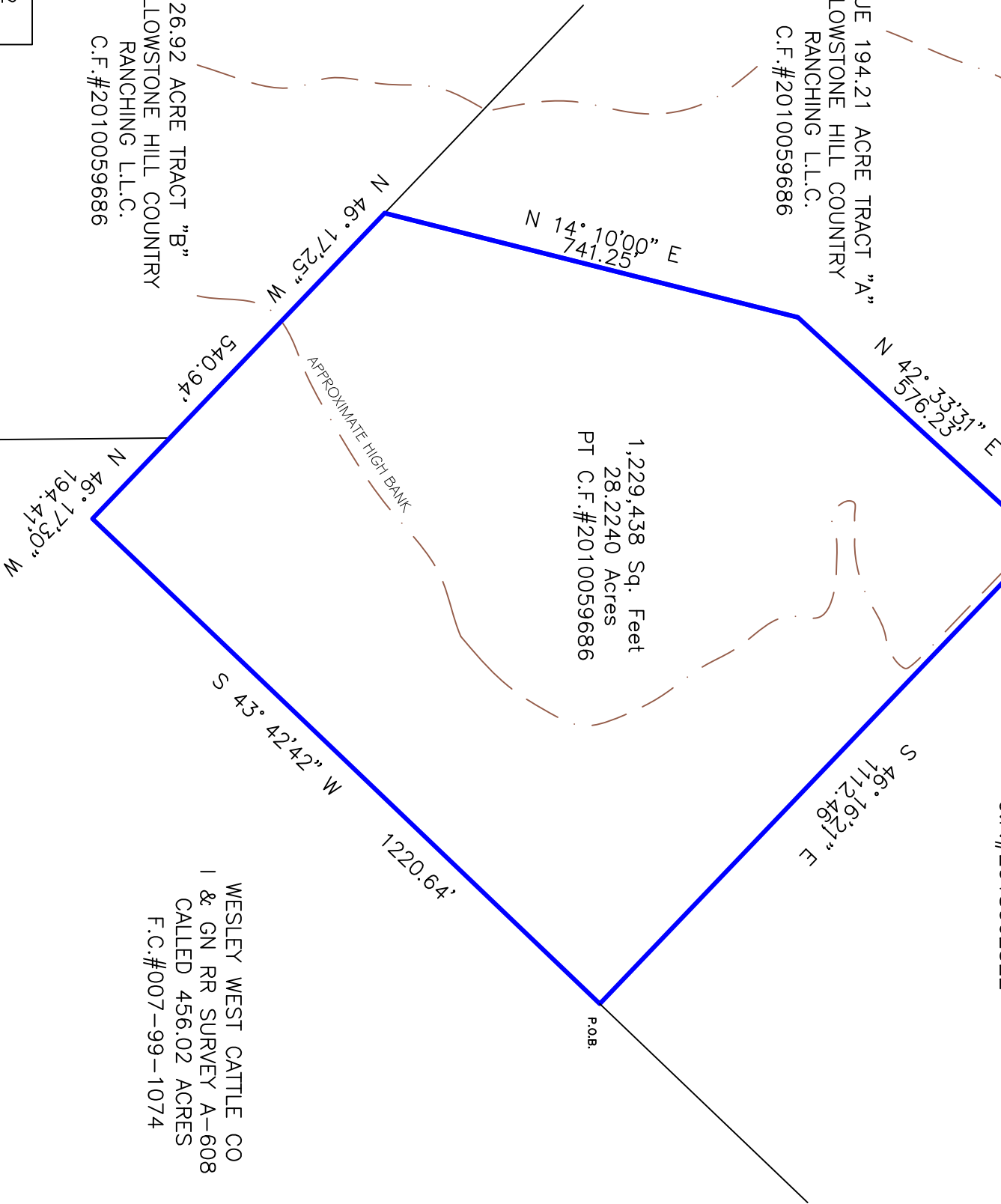
RESIDUE 194.21 ACRE TRACT "A"
YELLOWSTONE HILL COUNTRY
RANCHING L.L.C.
C.F.#2010059686

CONSTANCE CLEAVES BRAKEBILL
M FABREAU SURVEY A-69
CALLED 97.00 ACRES
C.F.#2018062322

26.92 ACRE TRACT "B"
YELLOWSTONE HILL COUNTRY
RANCHING L.L.C.
C.F.#2010059686

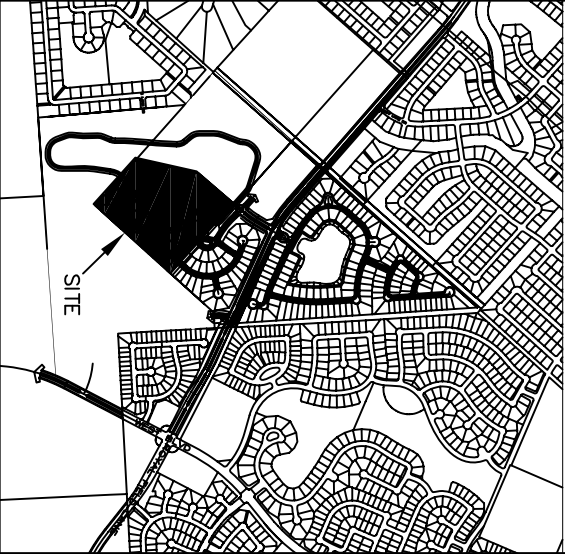
WESLEY WEST CATTLE CO
I & GN RR SURVEY A-608
CALLED 456.02 ACRES
F.C.#007-99-1074

1,229,438 Sq. Feet
28.2240 Acres
PT C.F.#2010059686



THIS SKETCH IS INCORPORATED BY REFERENCE
AS A BOUNDARY EXHIBIT

VICINITY MAP
(NOT TO SCALE)



LEGAL DESCRIPTION
A TRACT OF LAND CONTAINING 28.2240 ACRES
(1,229,438 SQUARE FEET) OF LAND, MORE OR
LESS, BEING A PORTION OF A CALLED 194.21
ACRE TRACT DESCRIBED AS TRACT "A" AS
CONVEYED TO YELLOWSTONE HILL COUNTRY
RANCHING LLC IN CLERK'S FILE NUMBER
2010059686 OF THE GALVESTON COUNTY DEED
RECORDS, SAID 28.2240 ACRE TRACT BEING
FURTHER DESCRIBED BY METES AND BOUNDS
AS ATTACHED.

AVALON AT FRIENDSWOOD

DATE 01/10/2019

PRO-SURV, LLC

T.B.P.L.S. FIRM #10119300
P.O. BOX 1366, FRIENDSWOOD, TX 77549
PHONE: 281-996-1113 FAX: 281-996-0012
PROFESSIONAL SURVEY AND MAPPING SERVICES
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PROJECT#PST1901108

PRO-SURV

SURVEYING AND MAPPING
EMAIL: orders@prosurv.net
T.B.P.L.S. FIRM #10119300
P.O. BOX 1366
FRIENDSWOOD, TEXAS 77549
PHONE: 281-996-1113
CONTACT: TIM LESAK, RPLS

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METES AND BOUNDS DESCRIPTION 28.2240 ACRE (1,229,438 SQ. FT.) TRACT OUT OF LOT 4, BURGESS SUBDIVISION MARY FABREAU SURVEY, ABSTRACT 69 HARRIS COUNTY, TEXAS

A TRACT OF LAND CONTAINING 28.2240 ACRES (1,229,438 SQUARE FEET) OF LAND, MORE OR LESS, BEING A PORTION OF A CALLED 194.21 ACRE TRACT DESCRIBED AS TRACT "A" AS CONVEYED TO YELLOWSTONE HILL COUNTRY RANCHING LLC IN CLERK'S FILE NUMBER 2010059686 OF THE GALVESTON COUNTY DEED RECORDS, SAID 194.21 ACRES BEING OUT OF AND A PART OF LOTS 1-3, 13-16 AND 19-20 OF THE DAVID FAHEY SUBDIVISION AS RECORDED IN VOLUME 118, PAGE 417 AND ALSO BEING OUT OF AND A PART OF LOT 4 OF THE BURGESS SUBDIVISION AS RECORDED IN VOLUME 119, PAGE 14, BOTH SUBDIVISIONS BEING SITUATED IN THE GEO PATTERSON SURVEY, ABSTRACT NUMBER 645 AND THE MARY FABREAU SURVEY, ABSTRACT NUMBER 69, GALVESTON COUNTY, TEXAS SAID 28.2240 ACRE TRACT BEING FULLY OUT OF AND PART OF SAID LOT 4 OF THE BURGESS SUBDIVISION AND BEING FURTHER DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING AT A 5/8 INCH IRON ROD FOUND AT THE SOUTHEAST CORNER OF SAID 194.21 ACRE TRACT, BEING IN THE NORTHERLY LINE OF A TRACT AS CONVEYED TO WEST CATTLE COMPANY IN FILM CODE NUMBER 007-99-1074 AND BEING THE SOUTH CORNER OF A TRACT AS CONVEYED TO CONSTANCE CLEAVES BRAKEBILL IN CLERK'S FILE NUMBER 2018062322;

THENCE SOUTH 43°42'42" WEST, ALONG SAID NORTH LINE OF SAID WEST CATTLE COMPANY TRACT AND SOUTH LINE OF SAID 194.21 ACRE TRACT, A DISTANCE OF 1,220.64 FEET TO AN ANGLE POINT OF THE HEREIN DESCRIBED TRACT;

THENCE NORTH 46°17'30" WEST, ALONG THE COMMON BOUNDARY LINE OF SAID WEST CATTLE COMPANY TRACT AND 194.21 ACRE TRACT, A DISTANCE OF 194.41 FEET TO THE MOST NORTHWESTERLY CORNER OF SAID WEST CATTLE COMPANY TRACT AND BEING THE EAST CORNER OF A CALLED 26.92 ACRE TRACT DESCRIBED AS TRACT "B" IN SAID DEED TO YELLOWSTONE HILL COUNTRY RANCHING LLC;

THENCE NORTH 46°17'25" WEST, ALONG THE EASTERN LINE OF SAID 26.92 ACRE TRACT, A DISTANCE OF 540.94 FEET TO A POINT FOR CORNER OF THE HEREIN DESCRIBED TRACT, SAID POINT LYING WITHIN A LAKE/DETENTION RESERVE;

THENCE NORTH 14°10'00" EAST, CROSSING SAID 194.21 ACRE TRACT WITHIN SAID 38.99 ACRE LAKE/DETENTION RESERVE, A DISTANCE OF 741.25 FEET TO AN ANGLE POINT OF THE HEREIN DESCRIBED TRACT;

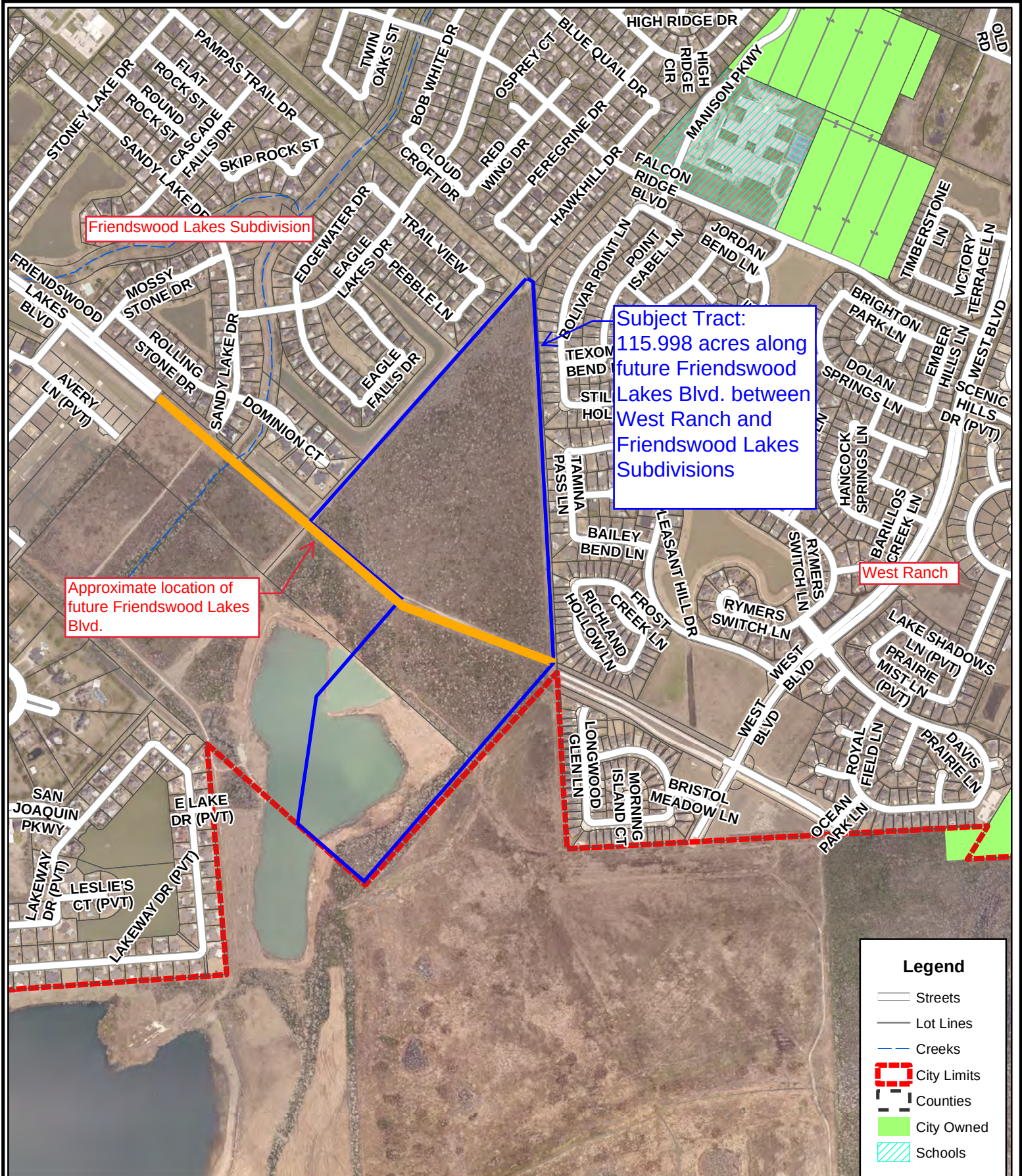
THENCE NORTH 42°33'31" EAST, A DISTANCE OF 576.23 FEET TO A POINT IN THE NORTHEAST PROPERTY LINE OF SAID 194.21 ACRE TRACT, ALSO BEING THE SOUTHWEST PROPERTY LINE OF SAID BRAKEBILL TRACT;

THENCE SOUTH 46°16'21" EAST, ALONG SAID COMMON LINE, A DISTANCE OF 1,112.46 FEET, RETURNING TO THE POINT OF BEGINNING AND CONTAINING 28.2240 ACRES (1,229,438 SQUARE FEET), MORE OR LESS, WITH APPROXIMATELY 15.2360 ACRES BEING SUBMERGED WITHIN SAID LAKE/DETENTION RESERVE.

AREA IN LAKE IS APPROXIMATED AND DERIVED FROM AN ON THE GROUND SURVEY PERFORMED FEB. 2, 2015.

DIMENSIONS LISTED HEREON ARE DERIVED FROM A PROPERTY EXHIBIT PROVIDED BY DEVELOPER.

SEE PROJECT # PS1901108 FOR DRAWING OF ABOVE DESCRIBED TRACT AS PREPARED BY PRO-SURV, LLC,
P.O. BOX 1366, FRIENDSWOOD, TEXAS, 77546, PHONE (281) 996-1113,



Disclaimer: This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries. Gov. C. §2501.102. The user is encouraged to independently verify all information contained in this product. The City of Friendswood makes no representation or warranty as to the accuracy of this product or to its fitness for a particular purpose. The user: (1) accepts the product AS IS, WITH ALL FAULTS; (2) assumes all responsibility for the use thereof; and (3) releases the City of Friendswood from any damage, loss, or liability arising from such use.

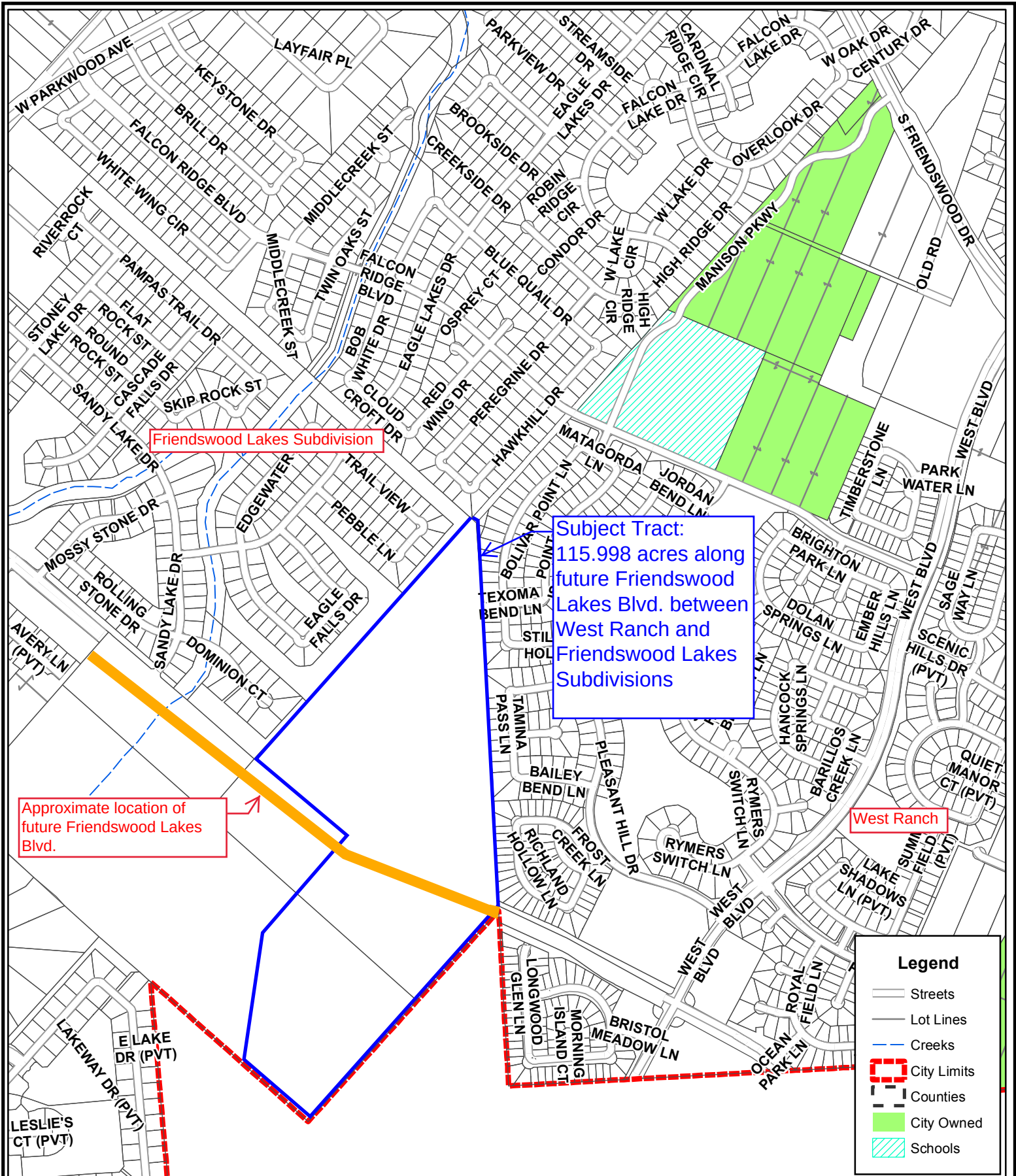


City of Friendswood
910 South Friendswood Drive
Friendswood, Texas 77546
(281) 996-3200
www.ci.friendswood.tx.us

Friendswood GIS Mapping



1" = 945'



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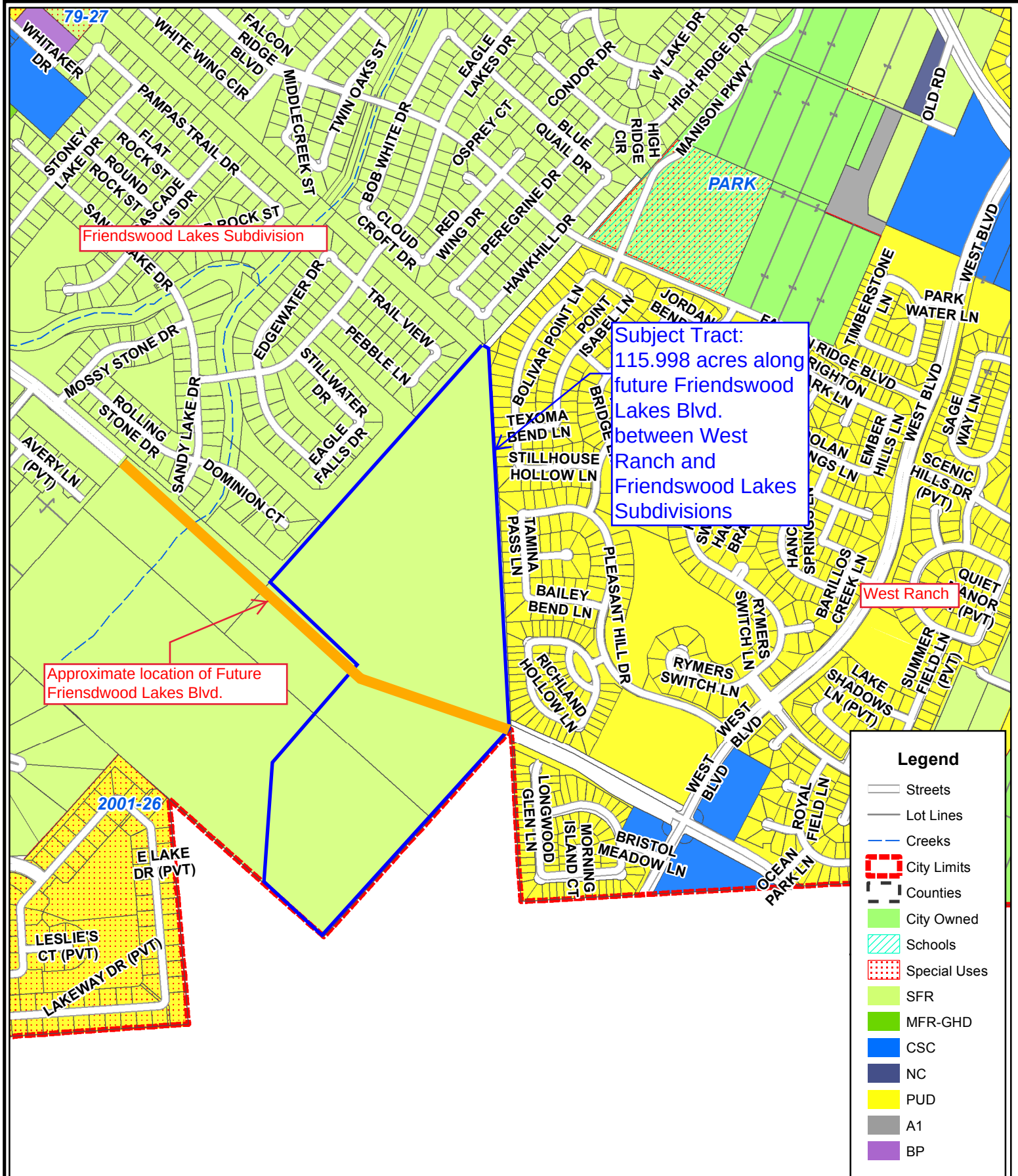


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Friendswood GIS Mapping



1" = 968'

Ordinance Exhibit "B"

**AVALON AT FRIENDSWOOD
PLANNED UNIT DEVELOPMENT
±115.998 Acres**

**Prepared For:
Taylor Morrison**

PREPARED BY:



24275 Katy Freeway, Suite 200
Katy, TX 77494

TABLE OF CONTENTS

- I. Introduction**
 - a. Purpose
 - b. Location and Existing Conditions
- II. Project Description**
 - a. Character of Community
 - b. Land Use
 - c. Permitted Uses
- III. Development Guidelines**
 - a. Residential Development Regulations
 - b. Signage
 - c. Amenities/Open Space
 - d. Phasing/Development Schedule
- IV. Exhibits**
 - a. Area Map
 - b. Conceptual Development Plan

I. INTRODUCTION

Purpose

This application has been prepared on behalf of Taylor Morrison, pursuant to the City of Friendswood's Ordinances related to a Planned Unit Development (PUD). The purpose of the PUD District is to encourage flexibility in the development of land, promote the most appropriate uses, and encourage a cohesive residential development. This PUD will establish development regulations and standards that will ensure quality development, consistent with the intent of the Friendswood Subdivision and Zoning Ordinances.

Location and Existing Conditions

The Avalon at Friendswood PUD is located on a $\pm$ 116 Ac. tract located west of West Blvd, situated between the West Ranch subdivision to the east and the Friendswood Lakes subdivision to the west. The subject tract is bisected thru the middle by Friendswood Lakes Blvd and lies along the city limit line of the City of Friendswood and City of League City. An existing lake sits on the southern side of the tract, south of Friendswood Lakes Blvd and the remainder of the tract is currently undeveloped. See Exhibit A – Area Map.

All land immediately surrounding the subject tract is either residential or undeveloped. Therefore, the proposed development is compatible with the surrounding land uses. Furthermore, existing easements around the tract act as natural buffers with adjoining properties. As a result of these various factors, the proposed Avalon at Friendswood development will be a suitable use for the tract.

II. PROJECT DESCRIPTION

Character of Community

Avalon at Friendswood will be a gated, residential neighborhood with both residential and recreational character. The PUD will create flexibility in the design while still maintaining a high quality and cohesive community. A high level of architectural character and design aesthetics will be utilized throughout the development. These elements ensure the project's strong, cohesive character and sense of community. The project will incorporate lake areas, green spaces and walkways that create a beautiful community with lake views throughout.

Land Use

Avalon at Friendswood will be composed entirely of residential lots, landscaped open spaces and lake/ detention areas. The conceptual development plan (Exhibit B) illustrates the proposed mix of lot sizes and general site layout. The project includes a circulation of local residential streets, with a single thoroughfare, Friendswood Lakes Blvd, running east and west thru the center of the tract. A lake/detention area will be included on both the north and south sides of the property, on either side of Friendswood Lakes Blvd. The exact location of all streets and lots as shown on Exhibit B is preliminary and subject to change as development proceeds. Furthermore, the number of lots and lot sizes may be adjusted based on market demand at the time of development. However, any modifications to the design will be consistent with the design standards and parameters specified within this document.

Permitted Uses

All uses listed under Single Family Residential (SFR) in the City of Friendswood code of ordinances are permitted within this tract.

III. DEVELOPMENT GUIDELINES

Unless otherwise outlined in this document, all City of Friendswood Subdivision and Zoning regulations in place at the time this document is adopted shall apply to the PUD. Any change to the below guidelines and/or other applicable regulations shall require a variance or an amendment to the PUD.

Residential Development Regulations

The following regulations shall apply to all single-family development:

1) Lot Regulations - 1.

	Units Per Acre	Lot Area (Minimum Sq. Ft.)	Minimum Lot Width	Setbacks				Height Maximum (Ft)	Parking Requirements (per Unit)	Zero Lot Line (Y/N)	Maximum Lot Coverage
				Front (Ft)	Rear (Ft)	Interior Side (Ft)	Corner Side (Ft)				
Single Family Residential	4.5	7,200	60	25 (Typ)/ 20 (cul de sac)	15	5	10	40	A	Y	65%
Single Family Residential	4	8,400	70	25 (Typ)/ 20 (cul de sac)	15	5	10	40	A	Y	65%
Single Family Residential	3.5	9,600	80	25 (Typ)/ 20 (cul de sac)	15	5	10	40	A	Y	65%
Single Family Residential	3	10,800	90	25 (Typ)/ 20 (cul de sac)	15	5	10	40	A	Y	65%

A - Parking is required in accordance with the Parking Group Table in the Design Criteria Manual

2) Lake Lots

- On lots that back up to a lake or detention area, the rear property line will extend to the lake edge.
- A drainage easement will be established at the rear of the lots for the required maintenance berm of the pond. Buildings, fences, and other structures, plantings, flower beds and other landscaping are not permitted in drainage easements

3) Cul de Sacs and knuckles

- Cul de sacs must have a minimum of a sixty (60) foot right of way radius.
- Cul de sacs must not exceed 900 feet when measured along the centerline from the nearest intersection. However, the following condition applies:
 - Adequate water pressure for potable water needs and firefighting capabilities shall be provided

4) Points of Access

1. Any development over seventy five (75) lots must have two points of access.
 - a. A second point of access may be provided thru the following methods
 - i. Public or private right of way
 - ii. Boulevard entrance
 - iii. An access easement with a crash gate and connecting to public right of way with approval from the Fire Marshal.
- 5) Gated Development
 1. A gated community is permitted, subject to all applicable standards. In a gated community, all the streets will be private.
- 6) Lake/Detention Maintenance
 1. A private maintenance agreement between the HOA for Avalon at Friendswood and the adjacent property owner and/or future HOA will be provided at the time of final plat recordation of any sections utilizing the lake for detention

Signage

Signage within the PUD will conform to the City of Friendswood Sign Ordinance with the following exceptions:

- 1) Temporary signs used during construction of the development recognizing builders, architects, engineers, leasing representatives, lenders, etc. must all be tastefully displayed on 4' x 8' vertical signs. All temporary signs must be removed when the principle building on the applicable building site is occupied. Additional temporary builder signs directing potential home buyers to various neighborhood/model homes may be installed behind the public right of way. These temporary signs will remain until the section is 80% complete.
- 2) Neighborhood monumentation
 - a. Neighborhood monumentation is permitted within the parameters set forth in the City of Friendswood signage ordinance.

Amenities

Lakes and Open space areas account for approximately 31% of the gross acreage of Avalon at Friendswood. The open space calculation includes all parks, landscape reserves, landscaped right of ways, pipeline easements, drainage easements, trails, tot lots, lakes, detention and drainage area, etc. The proposed open space amenities and the acreages are as follows:

Open Space Amenity	Acreage*
Lakes/Detention	+/- 27.0
Easements	+/- 4.9
Landscape/Open Space	+/- 4.3
TOTAL	+/- 36.2

*All acreages are preliminary and subject to changes as development occurs

In addition to the recreation and open space areas listed above, the development will comply with all applicable City of Friendswood Parkland Dedication requirements and/or Parkland Fees.

Phasing and Development

The development is intended to be constructed in 3 phases. The initial phase will consist of approximately 100 to 120 lots and will be located within the eastern half of the property north of Friendswood Lakes Blvd as well as the portion of development along the lake on the south side of Friendswood Lakes Blvd. Phase two will include the remainder of the land on the north side of Friendswood Lakes Blvd for a total of approximately 40 to 50 lots. The final phase will include the remainder of the property on the south side of Friendswood Lakes Blvd, approximately 40 to 50 lots. It is proposed that there will be approximately 200-210 total lots within the 3 phases. This proposed phasing is based on preliminary projections, but the final timing of development as well as the number and location of phases may be modified based on market conditions.

In addition, all phasing will be coordinated with the construction of Friendswood Lakes Blvd. No plat recordation will be permitted until substantial completion of Friendswood Lakes Blvd. up to the entrance of the Avalon at Friendswood development.

IV. EXHIBITS

Exhibit A – Area Map

Exhibit B – Conceptual Development Plan

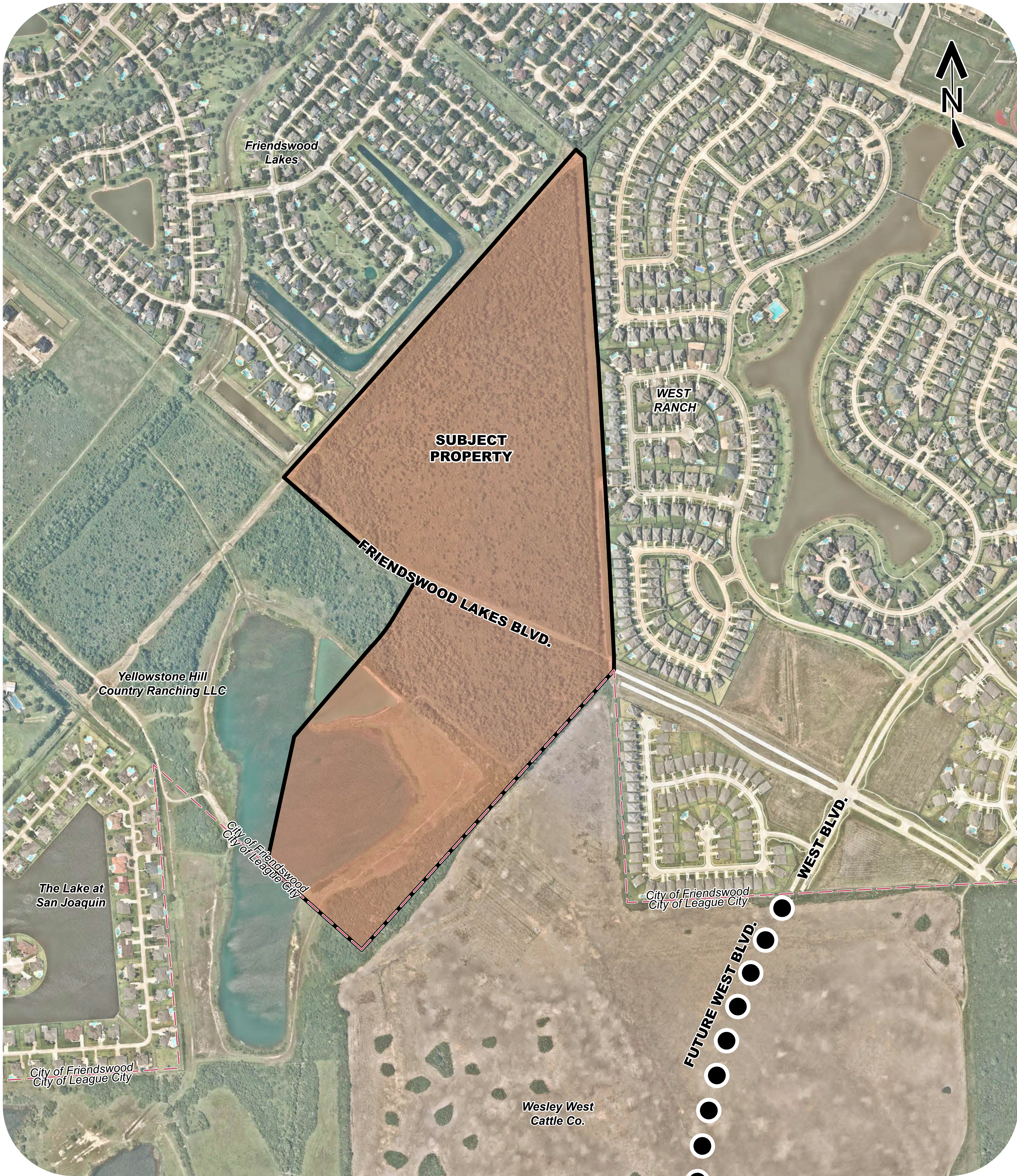


EXHIBIT
A

an area map for
AVALON
AT FRIENDSWOOD
± 114.0 ACRES OF LAND
prepared for
TAYLOR MORRISON

META
PLANNING + DESIGN

24275 Katy Freeway, Ste. 200
Katy, Texas 77494
Tel: 281-810-1422

SCALE
0 100 200 400

MTA-4711A
DECEMBER 17, 2018

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LOT SUMMARY

60'x130'	44 LOTS	22%
70'x130'	118 LOTS	57%
80'x130'	29 LOTS	14%
90'x130'	15 LOTS	7%

TOTAL 206 LOTS

EXHIBIT
B

a schematic development plan for
AVALON
AT FRIENDSWOOD
±114.0 ACRES OF LAND
prepared for
TAYLOR MORRISON

META
PLANNING + DESIGN

24275 Katy Freeway, Ste. 200
Katy, Texas 77494
Tel: 281-810-1422

SCALE
0 100 200 400

MTA-4711A
JANUARY 24, 2019

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FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: April 1, 2019 – 6pm

Date Submitted: March 6, 2019

Dept. Clearances: Steven Rhea

Prepared by: Aubrey Harbin

Subject: Proposed Amendments to Code of Ordinances Appendix C, Zoning Ordinance "Section 15. Amendments" and Chapter 70 "Vacation of street, drainage, utility or other public easement" to change from joint public hearings to separate public hearings and to amend ordinance wording to be consistent with state law

Originating Department: Community Development

City Attorney Review: Yes

Proceeding: 1st reading of Ordinance

Degree of importance: Critical ☐ Significant ☒ Elective ☐

Expenditure Required:

Amount Budgeted:

Appropriation Required:

Source of Funds:

FINANCE APPROVAL: N/A

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

There has been discussion over the past couple of years regarding the possibility of changing from the current Joint Public Hearing process to separate Public Hearings by the Planning and Zoning Commission and City Council.

A few changes have occurred since the decision to implement the current process.

- Up until 2012, City Council met twice a month, similar to Planning and Zoning, which allowed ordinances to move through the process more quickly; City Council now meets once a month.
- Prior to 2015, the City contracted legal services and multiple attorneys were able to attend both City Council and Planning and Zoning meetings when both were held on the same night. Now that we have a City Attorney on staff, she can only attend one meeting resulting in the Commission having legal representative to attend their meetings upstairs.
- Often times, the Commissioners feel rushed to forward a recommendation back down to City Council so that consideration of an applicant's ordinance can take place that same night. If a recommendation is not forwarded that night, it delays an applicant until the next Council meeting (30 days).

- There have also been multiple instances of having to relocate a large number of residents from the Council Chambers to the second floor conference room. Disruption of the Council meeting and space constraints in the conference room upstairs are concerns.

The Planning and Zoning Commission is also in favor of changing their regular meeting days from the 1st and 3rd Thursdays to the 2nd and 4th Thursdays to reduce the dead time between P&Z's public hearing date and Council's public hearing date. A resolution for this change will be included on the May agenda if/when the second reading of this ordinance takes place. The flow chart and the schedule in the attachments have been revised to reflect the change in meeting days.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

Pros:

- Allows the presence of legal counsel.
- All meetings would be recorded and televised.
- Council Chambers provides a formal setting and accommodates more attendees.
- A regular scheduled meeting date is less confusing for applicants.
- A regular scheduled meeting date helps Commissioners and Staff with scheduling.
- Allows P&Z to present their recommendation to City Council, if needed.

Cons:

- Increased time frame for applicants by an average of 18 days.
- Requires staff and applicants to return on another meeting day.

RECOMMENDATIONS

The Planning and Zoning Commission will make a recommendation following the Joint Public Hearing.

ATTACHMENTS

[Ordinance](#)

(Title: An ordinance amending Appendix C “Zoning,” Section 15. “Amendments” and Chapter 70 “Vacation of Street, Drainage, Utility or other Public Easement” to change from joint public hearings to separate public hearings and to amend ordinance wording to be consistent with state law.)

ORDINANCE NO. T2019-13

AN ORDINANCE AMENDING APPENDIX C – “ZONING,” SECTION “AMENDMENTS” AND CHAPTER 70 “VACATION OF STREET, DRAINAGE, UTILITY OR OTHER PUBLIC EASEMENT” TO CHANGE FROM JOINT PUBLIC HEARINGS TO SEPARATE PUBLIC HEARINGS AND TO AMEND ORDINANCE WORDING TO BE CONSISTENT WITH STATE LAW; PROVIDING A PENALTY FOR VIOLATION IN AN AMOUNT NOT TO EXCEED \$2000, OR AS OTHERWISE PROVIDED BY LAW; REPEALING ALL ORDINANCES OR PARTS OF ORDINANCES INCONSISTENT OR IN CONFLICT HERewith; AND PROVIDING FOR SEVERABILITY.

* * * * *

WHEREAS, the City Council of the City of Friendswood, being a home rule municipality, is continually reviewing the provisions of the City Code of Ordinances, specifically procedures for adopting and enforcing zoning regulations; and

WHEREAS, the Planning and Zoning Commission acts as the Zoning Commission for the City of Friendswood, as allowed by Local Government Code Chapter 211.007; and

WHEREAS, the City Council wishes to allow the Planning and Zoning Commission to hold public hearings and submit a final report prior to the governing body holding a public hearing; and

WHEREAS, the Planning and Zoning Commission and the City Council have conducted a joint public hearing in the time and manner required by law; and

WHEREAS, the Planning and Zoning Commission has filed its written report with City Council, which recommends _____ of the amendments; and

WHEREAS, City Council has determined that all public notices have been posted and published, all required hearings on this matter have been held, and that this Ordinance complies with the applicable provisions of the City Charter, City Code and all other applicable laws;

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

Section 1. FINDINGS OF FACT.

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

Section 2. The City of Friendswood Code of Ordinances, Appendix C, “Zoning”, Section 15. “Amendments” is amended to read as follows:

Appendix C - Zoning

Section 15. - Amendments.

A. *Authority.* The Ccity Council may from time to time amend, supplement, or change by ordinance the boundaries of the district or the regulations herein established.

B. *Submission to Planning and Zoning Commission.* Before taking action on any proposed amendment, supplement or change by ordinance of a district boundary or regulation, the City Council shall submit the proposed revision to the Planning and Zoning Commission for its recommendation and report. The Planning and Zoning Commission shall make its report within 30 days following the close of the public hearing thereon.

C. *Public hearings.* Prior to adopting any ordinance amending, supplementing, or changing the boundaries of any district or any regulation herein established, the ~~city council and the~~ Planning and Zoning Commission and City Council shall ~~jointly~~ hold a public hearings at which any person desiring to be heard regarding such matter shall be given an opportunity to do so. ~~The final report by the planning and zoning commission, as required in subsection B of this section, shall not be acted upon by such commission until the conclusion of such joint public hearing.~~

City Council may not hold a public hearing until it receives the final report of the Planning and Zoning Commission.

D. *Notice of ~~joint~~ public hearings.*

1. Notice of any ~~joint~~ public hearing involving a proposed change in a zoning classification shall be given, in writing, to each owner of real property, as indicated by the most recently approved city tax roll, which lies within 200 feet of any property on which said change in classification is proposed, such notice to be given ~~not less than~~ before the tenth days ~~prior to the~~ before the hearing date.

2. Notice of all ~~joint~~ public hearings shall also be published in the official newspaper of the City, or a newspaper having general circulation in the City, ~~at least~~ before the fifteenth ~~15~~ days before the public prior to the date on which such hearing is to be held.

3. In addition, notice of any ~~joint~~ public hearing involving a proposed change in zoning classification shall be given by causing a sign to be erected on the property which would be affected by the proposed change stating the time and place of the hearing. Such sign shall be erected not less than ten days prior to the date on which such hearing is to be held.

4. Before the tenth day before the hearing date, notice of any ~~joint~~ public hearing involving a proposed change in a zoning classification affecting residential or multifamily zoning shall be given, in writing, via United States Postal Service, to each school district in which the property for which the proposed change in classification is located.

E. *Vote required in the event of protest.* In the event of a written protest to any such proposed amendment, supplement, or change to a district boundary or regulation signed by the owners of 20 percent or more either of the area of the lots or land included in such proposed change or those immediately adjacent to the area of the lots or land immediately adjoining the area covered by the proposed change and extending 200 feet from that area, such amendment shall not become effective except by the affirmative ~~favorite~~ vote of three-fourths of all members of City Council. In computing the percentage of land area, the area of streets and alleys shall be included.

Section 3. The City of Friendswood Code of Ordinances, Chapter 70, “Vacation of Street, Drainage, Utility or other Public Easement” is amended to read as follows:

Chapter 70-25. – Vacation of street, drainage, utility or other public easement.

(a) The Ceity Ceouncil may consider a request to vacate ~~will provide for the vacation, abandonment or relocate relocation of~~ an existing road/street right-of-way, or any drainage, utility or other public easement, upon receipt satisfaction of the following items conditions:

(1) A property owner whose property abuts a public easement or right-of-way, and is located within the corporate limits, makes application to the city requesting the vacation, in whole or in part, of the abutting public easement or right-of-way;

(2) A completed application form is submitted to the Ceommunity Ddevelopment Ddepartment, identifying the entire limits or extent of the right-of-way/easement and the limits of the section to be abandoned, if different;

(3) Such request and application shall be accompanied by an exhibit and a metes and bounds description of the vacated right-of-way which has been prepared by a registered professional land surveyor;

(4) Written confirmation from all owners of real property abutting the easement, utility companies, drainage districts and/or other interested agencies stating they have been notified of the requested right-of-way vacation and a letter of "no objection" from each of the concerned entities.

(5) The owner shall submit a certificate or letter from a title attorney indicating a current search and certifying to at least the following concerning the title to the land: a statement of records examined and date of examination; description of the property in question, including a metes and bounds description of the tract; name of the fee owner as of the date of examination, and the date, file number, date of filing, and volume and page of any lienholders; and general description of any easement or fee strips granted along with the file number, date of filing, and volume and page of recording.

(6) An application fee shall be required of each applicant seeking a vacation of any right-of-way. This fee shall be set by resolution and printed in Appendix D to this Code.

(b) Upon receipt of all information, ~~the Ceity staff shall schedule a joint public hearings and provide notice in accordance with Appendix C Zoning Ordinance. with the city council and the planning and zoning commission. The city shall provide written notice of such joint public hearing to each owner of real property, as indicated by the most recently approved city tax roll, whose~~

~~property abuts or lies within 200 feet of the existing right of way/easement (in its entirety). At the public hearing, any person desiring to be heard regarding such a matter will be given an opportunity to do so. The following items are required by the city to hold a joint public hearing:~~

- ~~(1) Application;~~
- ~~(2) Metes and bounds description;~~
- ~~(3) Title report;~~
- ~~(4) Fees; and~~
- ~~(5) Utility letters.~~

~~Notice of said hearing shall be given by publication one time in a paper of general circulation in the city stating the time and place of hearing which shall not be less than 15 days nor more than 30 days from the date of the public publication.~~

~~(c) After compliance with the above items, the joint public hearing shall be held. Within 30 days of the hearing, the planning and zoning commission shall make a recommendation to city council. The city council shall decide whether to grant or deny the request. If a vacation request to vacate, abandon, or relocate an existing road/street right-of-way, or any drainage, utility or other public easement is granted, an ordinance and quitclaim deed will be prepared (ordinances must be heard in accordance with the Ccity Charter).~~

~~(d) When required by state law, an appraisal shall be made for an application for vacation of a public right-of-way. The applicant shall pay for all appraisal fees incurred. The appraisal shall be requested to determine the market value of the Ccity's interest in the public right-of-way. No appraisal shall be required for an application for vacation of a public easement. The market value of the Ccity's interest in a public easement is deemed to be zero.~~

~~(e) An application fee shall be required of each applicant seeking a vacation of any right-of-way. This fee shall be set by resolution and printed in Appendix D to this Code.~~

Section 4. INCORPORATION INTO THE CODE, PENALTY CLAUSE.

This Ordinance is hereby incorporated and made a part of the Friendswood City Code of Ordinances. Violation of this Ordinance is subject to the penalty provisions contained in such Code

under Section 1-14 “General penalty for violations of Code; continuing violations”, and as otherwise provided by law. Any person who shall willfully, intentionally, or with criminal negligence violate any provision of this Ordinance shall be deemed guilty of a misdemeanor and, upon conviction thereof, shall be fined in an amount not to exceed \$2,000.00. Each day of violation shall constitute a separate offense. An owner may take advantage of the changes to the buffering requirements without the need to provide a revised site plan, by requesting an appropriate permit, if the requested change is limited solely to the buffering requirements made on the basis of this Ordinance.

Section 5. REPEAL OF CONFLICTING ORDINANCES.

All ordinances or parts of ordinances in conflict or inconsistent with this Ordinance are hereby expressly repealed.

Section 6. SEVERABILITY.

In the event any clause, phrase, provision, sentence, or part of this Ordinance or the application of the same to any person or circumstances 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 Friendswood, 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 7. NOTICE.

The City Secretary shall give notice of the enactment of this Ordinance by promptly publishing it or its descriptive caption and penalty after final passage in the official newspaper of the City; the Ordinance to take effect upon publication.

PASSED AND APPROVED on first reading this 1st day of April, 2019.

PASSED, APPROVED, AND ADOPTED on second and final reading this 6th day of May, 2019.

Mike Foreman
Mayor

ATTEST:

Melinda Welsh, TRMC
City Secretary



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: April 1, 2019

Date Submitted: March 19, 2019

Dept. Clearances: Steven Rhea

Prepared by: Steven Rhea

Originating Department: CMO

Subject: Coastal Bend Property Development-Developer Participation Agreement

Proceeding: Ordinances

City Attorney Review: Yes

Degree of importance: Critical ☐ Significant ☒ Elective ☐

Expenditure Required: \$59,289.50

Amount Budgeted: \$0

Appropriation Required: \$59,289.50

Source of Funds:

Water Fund – Above 90 Day Reserve

FINANCE APPROVAL: *krh*

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

Coastal Bend Property Development, LP is moving forward with development of Industry Park Subdivision improvements and will be using the existing unimproved access to the City's Water Treatment Plant as an entry and roadway to their development. The Developer requested that the City enter into The Developer Participation Agreement which will allow the City to participate in the construction of public improvements (paved concrete access road). This road will provide paved access from FM 2351 to the City's Surface Water Plant No. 2. Upon completion of the road the City will reimburse an amount that does not exceed \$59,289.50 for the City's portion of construction costs of the roadway.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

Entering into the Developer Participation Agreement and construction of the concrete road will provide an improved access road to the City's Regional Water Treatment Plant No. 2 taking place of the unimproved access road that currently exists at a cost significantly less than if the City constructed the roadway.

RECOMMENDATIONS

Staff recommends Council approve the agreement and authorize the Mayor to sign the Developer Participation Agreement.

ATTACHMENTS

[Ordinance](#)

[Exhibit A](#)

(Title: An Ordinance approving the execution of a Developer Participation Agreement between the City of Friendswood, Coastal Bend Property Development, LP and Ser Construction Partners, LLC.)

ORDINANCE NO. T2019-14

AN ORDINANCE APPROVING THE EXECUTION OF A DEVELOPER PARTICIPATION AGREEMENT BETWEEN THE CITY OF FRIENDSWOOD (CITY) AND COASTAL BEND PROPERTY DEVELOPMENT, LP (DEVELOPER) AND SER CONSTRUCTION PARTNERS, LLC, (CONTRACTOR), FOR THE PURPOSE OF MAKING CERTAIN PUBLIC IMPROVEMENTS AS AUTHORIZED BY LAW.

* * * * *

WHEREAS, the Developer is the owner of land which has been platted as Industry Park Friendswood, a subdivision in the City of Friendswood, Harris County, Texas, (hereinafter referred to as the “Subdivision”); and

WHEREAS, the Developer is required to construct certain public improvements as required in this Agreement (herein referred to as the “roadway”) to serve the lots in the Subdivision; and

WHEREAS, the construction of this roadway will provide the City with paved access to the City’s Surface Water Plant No. 2 that is adjacent to the Subdivision; and

WHEREAS, the Developer elects to construct the roadway with the City’s participation, by entering into a separate construction contract with the Contractor; and

WHEREAS, in order to construct the roadway now, rather than at some undetermined time in the future, Developer requested participation from City in a lump sum amount that is less than what the City would otherwise be responsible for in the future, and;

WHEREAS, the City and Developer agree it is in the best interest of both entities to enter into a participation agreement at this time to complete the roadway.

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

Section 1. That the City Manager is authorized to execute a Developer Participation Agreement between the City, Developer and Contractor, attached hereto as Exhibit “A” and made a part hereof for all purposes, authorizing the City to participate in the construction of the roadway that will provide the City with paved access to the City’s Surface Water Treatment No. 2.

Section 2. That if any provision or any section of this Ordinance shall be held to be void or unconstitutional, such holding shall in no way affect the validity of the remaining provisions or sections of this ordinance, which shall remain in full force and effect.

PASSED AND APPROVED on first reading this 1st day of April, 2019.

PASSED, APPROVED, AND ADOPTED on second and final reading this 7th day of May, 2019.

Mike Foreman
Mayor

ATTEST:

Melinda Welsh, TRMC
City Secretary

DEVELOPER PARTICIPATION AGREEMENT

This Agreement is entered into this the ____ day of ____, 2019, by and between the City of Friendswood, Texas, (hereinafter referred to as the "City"), Coastal Bend Property Development, LP, a corporation (hereinafter referred to as "Developer") and SER Construction Partners, LLC, a Limited Liability Company (hereinafter referred to as the "Contractor").

WHEREAS, the Developer is the owner of land which has been platted as Industry Park Friendswood, a subdivision in the City of Friendswood, Harris County, Texas, (hereinafter referred to as the "Subdivision"); and

WHEREAS, the Developer is required to construct certain public improvements as required in this Agreement (herein referred to as the "roadway") to serve the lots in the Subdivision; and

WHEREAS, the construction of this roadway will provide the City with paved access to the City's Surface Water Plant No. Two (2) that is adjacent to the Subdivision; and

WHEREAS, the Developer elects to construct the roadway with the City's participation, by entering into a separate construction contract with the Contractor; and

WHEREAS, in order to construct the roadway now, rather than at some undetermined time in the future, Developer requested participation from City in a lump sum amount that is less than what the City would otherwise be responsible for in the future, and;

WHEREAS, the City and Developer agree it is in the best interest of both entities to enter into a Developer Participation Agreement at this time to complete the roadway.

NOW THEREFORE, in consideration of the mutual promises, covenants, obligations and benefits of this Agreement, the City, Developer and Contractor agree as follows:

COVENANTS OF DEVELOPER AND CONTRACTOR

1. Developer shall enter into a construction contract with Contractor to construct a new roadway that provides the City paved access from FM 2351 to the City's Surface Water Plant No. Two (2). The location of the roadway is set out in yellow highlights in **Exhibit "A"**, attached hereto and made a part hereof for all purposes.

2. The roadway described in Section 1 above, shall be designed by Developer's own engineer, according to the plans and specifications for the construction of such roadway as approved by the City.

3. Developer shall provide to the City a copy of the construction contract between the Developer and the Contractor, identifying the total costs for construction of the roadway. The Construction Costs for Shared Roadway Improvements describing the specific contract items, item descriptions, unit costs and the City's share of roadway construction costs is described in **Exhibit "B"**, attached hereto and made a part hereof for all purposes.

4. Developer shall be responsible for all costs associated with the construction of the roadway, including all engineering services, construction plans, permits, labor, inspections and construction management.

5. The Developer shall ensure that all federal, state and local laws are complied with during the progress of construction, a representative of the City may conduct periodic, on-the-ground inspections.

6. The Developer and the Contractor shall make this Agreement and the plans and specifications released for construction of the roadway, an integral part of the construction contract between the Developer and the Contractor. The provisions of this Agreement shall control over any conflicting provision of the construction contract between the Developer and the Contractor. Before commencing construction, the Developer shall deliver to the City Manager or his designee, a signed copy of the construction contract between the Developer and the Contractor. The Developer shall pay the Contractor for construction of the roadway in accordance with the provisions of the construction contract. It is agreed that the City has an interest in the proper performance of the construction contract and may bring suit for failure to comply with the plans and specifications. The Developer and Contractor shall provide the City with access to the roadway for the purpose of inspection of the roadway.

7. Prior to initiating any construction the roadway, the Developer shall require that the Contractor provide the City with the following construction bonds in accordance with the requirements of Texas Local Government Code Section 212.073, and which shall name the City and the Developer as beneficiaries:

a) Contractor's Performance Bond.

If the contract between the Developer and Contractor for construction of the roadway is for an amount in excess of Twenty-Five Thousand Dollars (\$25,000), a good and sufficient Performance Bond in an amount equal to 100 percent of the total contract price, guaranteeing

the full and faithful execution of the work and performance of the contract and for the protection of the City and the Developer against any improper execution of the work or the use of inferior materials. The Performance Bond is to be made in favor of the City and the Developer and shall guarantee completion of the roadway within 180 days of execution of this Agreement.

b) Contractor's Payment Bond.

If the construction contract between the Developer and the Contractor for the construction of the roadway is for an amount in excess of Twenty-Five Thousand Dollars (\$25,000), a good and sufficient Payment Bond in an amount equal to 100 percent of the total contract price (between the Developer and the Contractor), guaranteeing Contractor's payment for all labor, materials and equipment used in the construction of the roadway. The Payment Bond shall be made in favor of the City and the Developer and all persons, firms or corporations may furnish materials for or perform labor upon the roadway hereunder.

Each bond shall be in a form acceptable to the City and shall be written by a surety company duly authorized to do business in the State of Texas, provided that the City Manager shall have the right to reject any surety company for any work under this Agreement.

8. The Contractor shall, at his own expense, purchase, maintain and keep in force during the term of this Agreement, the insurance set forth below. Contractor shall not commence work on the roadway until the Contractor has obtained all of the insurance required under this Agreement and such insurance has been approved by the City, nor shall the Contractor allow any subcontractor to commence work on his subcontract until all similar insurance of the subcontractor has been obtained and approved. All insurance policies provided under this Agreement shall be written on an "occurrence" basis.

Worker's Compensation Insurance (with Waiver of Subrogation in favor of the City of Friendswood, its officers, agents and employees), with statutory limits.

Commercial General Liability occurrence type insurance (No "XCU" restrictions shall be applicable). Products/completed operations coverage must be included.

1. Bodily injury five hundred thousand dollars (\$500,000) single limit per occurrence or five hundred thousand dollars (\$500,000) each person/ five hundred thousand dollars (\$500,000) per occurrence.
2. Property Damage one hundred thousand dollars (\$100,000) per occurrence.
3. Minimum aggregate policy year limit one million dollars (\$1,000,000).

Commercial Automobile Liability Insurance (including owned, non-owned and hired vehicles coverages).

1. Minimum combined single limit of five hundred thousand dollars (\$500,000) per occurrence for bodily injury and property damage.
2. If individual limits are provided minimum limits are three hundred thousand dollars (\$300,000) per person, five hundred thousand dollars (\$500,000) per occurrence for bodily injury and one hundred thousand dollars (\$100,000) per occurrence for property damage.

All insurance shall be written by an insurer licensed to conduct business in the State of Texas, unless otherwise permitted by City. The City of Friendswood shall be named as an additional insured.

The Parties agree that the insurance required herein shall waive subrogation rights for loss or damage so that the insureds have no right to recovery or subrogation against the City of Friendswood, it being the intention of this Agreement that the required insurance policies shall protect all parties to this Agreement and be primary coverage for all losses covered by the policies.

The Parties shall provide a certificate of insurance evidencing the required coverages to:

City of Friendswood
City Manager
910 South Friendswood Drive.
Friendswood, Texas 77546

CITY RESPONSIBILITIES

1. Upon completion of the roadway, proof of payment to all persons, firms or corporations who furnished materials and/or performed labor upon the roadway, and acceptance of the improvements by the City, the City shall reimburse Developer an amount that does not exceed \$59,289.50 for the City's portion of the construction cost for the roadway. The City shall not reimburse Developer for the cost of the design plans, construction plans, permits, labor, inspections or construction management.
2. The City will designate a contact person available to answer questions on behalf of the City. The contact person for this Agreement is the City Manager or his designee.

INDEMNIFICATION

The Developer and Contractor must indemnify, hold harmless, and defend the City, its officers, agents and employees, from and against liability for any claims, liens, suits, demands, and/or actions for damages, injuries to persons (including death), property damage (including loss of use), and expenses, including court costs and attorneys' fees and other reasonable costs arising out of the Developer's or Contractor's work and activities conducted in connection with this Agreement, including all causes of action based upon common, constitutional, or statutory law, or based in whole or in part upon negligent or intentional acts or omissions of Developer or Contractor, its officers, agents, employees, sub-contractors, licensees, invitees and other persons, whether or not such injuries, death or damages are caused, in whole or in part by the alleged negligence of the City, its officers, agents or employees.

Developer and Contractor must at all times exercise reasonable precautions on behalf of and be solely responsible for the safety of its officers, agents, employees, sub-contractors, licensees, invitees and other persons, as well as their property, while in the vicinity where the work is being done. The City is not liable or responsible for the negligence or intentional acts or omissions of the Developer or Contractor, its officers, agents, employees, subcontractors, licensees, invitees, and other persons.

The City assumes no responsibility or liability for harm, injury, or any damaging events, which are directly or indirectly attributable to premise defects, whether real or alleged, which may now exist or which may hereafter arise upon the premises responsibility for all such defects being expressly assumed by the Developer or Contractor. The Developer and the Contractor agree that this indemnity provision applies to all claims, suits, demands, and actions arising from all premise defects or conditions over which Developer or Contractor has dominion and control but not otherwise.

The City, Developer and Contractor must provide the others prompt and timely notice of any event covered which in any way affects or might affect the Developer, Contractor or City, and the City has the right to compromise and defend the same to the extent of its own interests.

DEFAULT AND TERMINATION

1. The following shall be considered an event of default by Developer under this Agreement:
 - a) Developer fails to comply with any of its duties under this Agreement;
 - b) Developer becomes insolvent;
 - c) All or a substantial part of Developer's assets are assigned for the benefit of its creditors;
 - d) A receiver or trustee is appointed for Developer;
 - e) Developer becomes delinquent on ad valorem tax payments for any property Developer owns in the City of Friendswood; or
2. It shall be a default of this Agreement if Developer fails to cure an event of default within ten (10) days of written notice to the City. If the Developer defaults under this Agreement, the City may terminate this Agreement with no further obligation to the City. If the nature of the event of default is that it cannot reasonably be cured within ten (10) days of the written notice, but the Developer begins reasonable efforts to cure the event of default within ten (10) days and diligently continues in its efforts to cure the event of default, no default of this Agreement will have occurred.
3. Upon termination due to Developer's default, City shall not be responsible for any reimbursement required hereunder.
4. The City's failure to pay the reimbursement amount set out herein is a default of this Agreement.
5. The non-defaulting party may use any action available in equity or law as a remedy to the default. No action taken by a party pursuant to provision in this Agreement shall be deemed to constitute an election of remedies. All remedies set forth in this Agreement and available in equity and law shall be cumulative and non-exclusive of any other remedy. Each of the parties has the duty to mitigate its damages.

MISCELLANEOUS TERMS

1. Independent Contractor

Developer and Contractor are engaged as independent contractors, and all of the services provided for herein shall be accomplished by Developer and Contractor in such capacity. The City will have no control or supervisory powers as to the detailed manner or method of the Developer's and Contractor's performance of the subject of this Agreement. All personnel supplied or used by Developer or Contractor shall be deemed employees of subcontractors of Developer or Contractor and will not be considered employees, agents or subcontractors of the City for any purpose whatsoever. Developer and/or Contractor shall

be solely responsible for the compensation of all such personnel, for the withholding of income, social security and other payroll taxes and for the coverage of all worker's compensation benefits.

2. Venue and Choice of Law

Venue for any cause of action arising under this Agreement is Harris County, Texas. This Agreement is governed by the laws of the State of Texas both as to interpretation and performance.

3. Assignment

The Developer and the Contractor may not assign in whole or in part any rights, duties, obligations or interest arising from this Agreement without the City's prior written consent, and such consent will not be unreasonably withheld.

4. Amendment or Modification

This Agreement, including schedules and attachments, constitutes the entire agreement of the parties. Any statements, promises, or agreements made by the City, Developer or the Contractor or their agents, which are not contained in this Agreement, are of no effect. This Agreement may be amended only by a written instrument signed by the City, Developer and the Contractor.

5. Compliance with Laws, Charter, Ordinances

Developer, its agents, employees and subcontractors must comply with all applicable federal and state laws, the charter and ordinances of the City of Friendswood, and with all applicable rules and regulations promulgated by local, state and national boards, bureaus and agencies. Developer must obtain all necessary permits and licenses required in completing the work contracted for in this Agreement.

6. Severability

If any terms, sections, subsections, sentences, clauses, phrases, provisions, covenants or conditions of this Agreement are held by a court of competent jurisdiction to be invalid, void or unenforceable, the remainder of the Agreement shall remain in full force and effect and shall in no way be affected, impaired, or invalidated.

7. Notice

Each formal notice required by the terms of this Agreement shall be in writing and sent by facsimile, courier or by registered or certified mail.

IN WITNESS HEREOF, each of the parties has executed this Agreement by its undersigned duly authorized representative as of the date first written above, the parties have executed this Agreement.

CITY OF FRIENDSWOOD

MIKE FOREMAN, MAYOR

ATTEST:

Melinda Welsh, TRMC
City Secretary

COASTAL BEND PROPERTY DEVELOPMENT, LP (DEVELOPER)

DANIEL RUCKER, _____

SER CONSTRUCTION PARTNERS, LLC, (CONTRACTOR),

**CONSTRUCTION COSTS
FOR
SHARED ROADWAY IMPROVEMENTS
FOR
CITY OF FRIENDSWOOD & INDUSTRY PARK FRIENDSWOOD**

FEBRUARY 2019

Contract Item No.	Quantity	Unit	Item Description and Total Written Unit Price	Unit Price	Amount	City's Share (50%)
2.	<i>0.25</i>	L.S.	Mobilization, Performance and Maintenance Bond, Payment Bond and Insurance; at	\$ 38,500.00	\$ 9,625.00	\$ 4,812.50
4.	<i>1</i>	L.S.	Storm Water Pollution Prevention Plan including Filing NOI/NOT with TCEQ and Maintaining all Sediment Control Structures, at	\$ 374.00	\$ 374.00	\$ 187.00
5.	<i>15</i>	L.F.	Filter Fabric Fence, at	\$ 2.00	\$ 30.00	\$ 15.00
6.	<i>1</i>	L.S.	Maintain Stabilized Entrance/Exit & Staging/Parking/Material Storage Area, at	\$ 900.00	\$ 900.00	\$ 450.00
7.	<i>1</i>	L.S.	Concrete Truck Washout, at	\$ 900.00	\$ 900.00	\$ 450.00
31.	<i>1,535</i>	L.F.	Excavate drainage swales per Plans and Soil Material to be Spread and Compacted On Lots (including topsoil) including Filling and Compacting necessary to fill existing low spots and swales, at	\$ 7.80	\$ 11,973.00	\$ 5,986.50
32.	<i>1</i>	L.S.	Remove existing concrete driveway in and along TXDOT ROW on FM 2351, Complete at,	\$ 600.00	\$ 600.00	\$ 300.00
33.	<i>1</i>	L.S.	Install driveway apron inside TXDOT ROW on FM 2351 per Plans and TXDOT Driveway Detail - Private (Commercial) including Curb transition, Complete at,	\$ 3,500.00	\$ 3,500.00	\$ 1,750.00
34.	<i>1</i>	L.S.	Tie-In to Existing City Concrete Driveway (Dowel) at Water Plant per City Detail, at	\$ 78.00	\$ 78.00	\$ 39.00
35.	<i>1</i>	L.S.	Paving Header (16' Wide) at end of Pavement in front of Water Plant per City Detail, at	\$ 300.00	\$ 300.00	\$ 150.00
36.	<i>150</i>	C.Y.	Roadway Excavation, Rock Material to be Hauled to Water Plant, Soil Material to be Spread and Compacted On Lots (including small amount of topsoil) including Filling and Compacting necessary to fill existing low spots and swales, at	\$ 7.00	\$ 1,050.00	\$ 525.00
37.	<i>0.07</i>	JOB	Proof Roll Subgrade and Lots, at	\$ 7,600.00	\$ 532.00	\$ 266.00
38.	<i>1,870</i>	S.Y.	6" Reinforced Concrete Pavement, at	\$ 40.30	\$ 75,361.00	\$ 37,680.50
39.	<i>2,060</i>	S.Y.	Grading, Mixing, and Manipulation of 8-in (Eight) Lime Stabilized Subgrade, at	\$ 3.20	\$ 6,592.00	\$ 3,296.00
40.	<i>38</i>	TON	Lime, at	\$ 178.00	\$ 6,764.00	\$ 3,382.00
SHARED ROADWAY IMPROVEMENTS TOTAL					\$ 118,579.00	\$ 59,289.50

Notes:

1. The Shared Roadway Improvements are being calculated as the items required to construct the 24' wide roadway starting at the end of the radius of the intersection of the Industry Park Cul-De-Sac heading northwest toward Timber Creek Golf Club, reducing to a 16' width as it turns northeast to the City's water plant, and terminating past the City's existing concrete driveway to the Water Plant.
2. The City's share of the Shared Roadway Improvements is 50% of the total construction costs.
3. Contract Items No. 2, 5, 31, 36, and 37-40 have been adjusted from the original contract quantity to reflect the total quantity used for the Shared Roadway Improvements. These quantities have been italicized for distinction.

EXHIBIT "B"



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: 04/01/2019

Date Submitted: 03/25/2019

Dept. Clearances: KRH

Prepared by: Jennifer Walker

Subject: FY 2018-19 Budget Amendment VI

Originating Department: Administrative Services City Attorney Review: ☒

Proceeding: Ordinances

Degree of importance: Critical ☐ Significant ☒ Elective ☐

Expenditure Required: \$172,304

Amount Budgeted: \$0

Appropriation Required: \$172,304 Source of Funds: Unassigned General Fund Balance,
General Fund Revenues, 2016 GO Bonds, VRP Fund Balance, PIF Fund Balance, FDED Improvement Fund

FINANCE APPROVAL: *krh*

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

By its nature, our budget is an estimate of the revenues and expenditures needed to accomplish the City Council and Staff goals for the year. Throughout the year events occur that require adjustments to the budget. These adjustments may be needed for various reasons, such as the recognition of extraordinary revenues or expenditures, new projects that are authorized by Council or providing funding for expenditures resulting from extraordinary events like natural disasters. As the need arises, items for budget appropriations are accumulated and then submitted for approval at the City Council meeting each month. The budget adjustments covered by this ordinance comprise the sixth set for fiscal year 2018-19.

We have attempted to provide as much explanation of the adjustments as possible through two sets of exhibits. Exhibit A provides a narrative explanation of each budget amendment. Exhibit B provides the detail of each accounting transaction.

Ordinance and exhibits are reviewed and approved by the City Attorney prior to inclusion on a City Council meeting agenda.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

Approval of this budget amendment will allow for timely procurement of program supplies and limit delays in the progress of capital improvement projects.

RECOMMENDATIONS

Recommend approval of the ordinance and exhibits covering Budget Amendment VI 2018-19.

ATTACHMENTS

[Ordinance](#)
[Exhibit A](#)
[Exhibit B](#)

(Title: An Ordinance adopting Budget Amendment VI to the Original General Budget of the City for Fiscal Year 2018-2019 to provide for supplemental appropriation and/or transfer of certain funds.)

ORDINANCE NO. T2019-15

AN ORDINANCE AMENDING CITY OF FRIENDSWOOD, TEXAS, ORDINANCE NO. 2018-28, PASSED AND APPROVED OCTOBER 1, 2018, SAME BEING AN ORDINANCE APPROVING AND ADOPTING THE CITY'S GENERAL BUDGET FOR FISCAL YEAR 2018-2019 BY APPROVING "BUDGET AMENDMENT VI" TO THE "ORIGINAL GENERAL BUDGET OF THE CITY OF FRIENDSWOOD, TEXAS, FOR THE FISCAL YEAR 2018-2019"; PROVIDING FOR SUPPLEMENTAL APPROPRIATION AND/OR TRANSFER OF CERTAIN FUNDS; PROVIDING FOR SEVERABILITY; AND PROVIDING OTHER MATTERS RELATED TO THE SUBJECT.

* * * * *

WHEREAS, by Ordinance No. 2018-28, the City Council of the City of Friendswood, Texas, adopted its "Original General Budget for Fiscal Year 2018-2019"; and

WHEREAS, the City Council has determined that revenues and/or reserves are available for supplemental appropriation, and/or that the transfer of certain funds interdepartmentally is economically feasible and in the best interest of prudent budgeting and for municipal purposes; and

WHEREAS, Section 8.04 of The City Charter provides for amendments after adoption of the budget; and

WHEREAS, the City Council desires to amend said Original General Budget to reflect such supplemental appropriation and/or transfer in the fiscal year 2018-2019;

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

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

Section 2. The “Original General Budget of the City of Friendswood, Texas, for the Fiscal Year 2018-2019,” is hereby amended for municipal purposes as shown on “Budget Amendment VI” to the “Original Budget of the City of Friendswood, Texas, for the Fiscal year 2018-2019” attached hereto. Said Budget Amendment VI shall be attached to and made a part of such Original General Budget by the City Secretary and shall be filed as required by state law, a true and correct copy of which is attached hereto as Exhibits “A” and “B” and made a part hereof for all purposes.

Section 3. 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 Friendswood, 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.

PASSED AND APPROVED this 1st day of April, 2019.

Mike Foreman
Mayor

ATTEST:

Melinda Welsh, TRMC
City Secretary

**City of Friendswood
Budget Amendment Summary
Fiscal Year 2018 – 2019
Budget Amendment VI
April 01, 2019**

1. **Library Donations, \$280.** Appropriate donations received to the Library department. The funds will be appropriated to the Library operating equipment budget to be used in fiscal year 2019.
2. **Police Investigation Funds, \$400.** Appropriate funds from the Police Investigation Fund (PIF) to purchase a soft top canopy for Unit LMTV3. The funding source will be the Police Investigation Fund unassigned fund balance.
3. **Stevenson Park Pool Restroom Project, \$50,000.** Appropriate additional funds for other building services, materials and equipment to complete the Stevenson Park pool restroom project. Council approved the project at the October 2, 2018 Council meeting. The funding source will be from bond proceeds of the 2016 General Obligation Bond Fund.
4. **Old City Dog Park Bench, \$217.** Transfer funds from the Parks operating budget to the Capital Project account for dog park equipment. Donations were received for the dog park and used to purchase equipment for the park. An additional bench will be purchased to consume the remaining donation funds. The cost of the bench is \$944, which will be covered by the remaining donations amount of \$727 and the additional amount of \$217 from Parks operating budget.
5. **Friendswood Youth Baseball - Safety Netting at Renwick Park, \$30,000.** Appropriate funds to help the Friendswood Youth Baseball league purchase safety netting that will be installed at the baseball fields in Renwick Park. Council approved this expenditure at the March 4, 2019 council meeting. The funding source will be General Fund unassigned fund balance.
6. **Coastal Bend Property Development-Developer Participation Agreement, \$59,300.** Appropriate funds to enter into an agreement with Coastal Bend Property Development, LP. The April 1, 2019 Council Meeting agenda includes a participation agreement for Council's approval which will allow the City to participate in the construction of public improvements for a paved concrete access road. This paved access road from FM 2351 to the City's Surface Water Plant No. 2. The funding source will be from Water and Sewer Working Capital above 90-day reserves.
7. **TML-IRP Insurance Reimbursement for Public Works Emergency Generator, \$7,359.** Appropriate the insurance reimbursement to the public works emergency generator account. The funds will reimburse the account for services paid to repair damages on Surface Water Plant No. 2. Repairs were made to the generator on March 2, 2019 after the facility was vandalized.

8. **Vehicle Replacement Fund, \$21,498.** Appropriate funds to replacement Public Works Unit PW42. The vehicle was scheduled to be replaced in fiscal year 2018. However, the department deferred to replace the vehicle in fiscal year 2020. The vehicle is experiencing transmission and maintenance issues. Replacing the vehicle would be more economically than continuing to make repairs to this vehicle that is scheduled to be replaced. The funding source will be the Vehicle Replacement Fund.
9. **Friendswood Downtown Economic Development Corporation, \$1,500.** The FCEDC board approved to enter into a contract for landscape architecture services with Lauren Griffith Associations on January 23, 2018. City Council approved the appropriation of funds for these services on February 5, 2018. On March 18, 2019, the FCEDC approved to expand the scope of services to include a schematic lighting design plan for downtown. Funding for the additional services will come from the 1/8th cent sales tax approved in May of 2016.
10. **Galveston County Mayor Councilmembers Association Sponsorships, \$1,750.** Appropriate sponsorship donations received from AEI Engineering and Olson & Olson, LLP for the Galveston County Mayor Councilmembers Association February 7, 2019 meeting hosted by the City of Friendswood Councilmembers. The sponsorships will go towards offsetting the cost of hosting the event. Funds will be appropriated back to the Mayor & Council division budget.

City of Friendswood

4/1/2019

2018-19 Budget Amendment VI - Exhibit B

BA Number	Account Number	Project No.	Description	Amount
1	001-0000-38600	DNBOOKREV	Appropriate donations to the Library Department's operating equipment account	(280)
1	001-6310-459.5800		Appropriate donations to the Library Department's operating equipment account	280
2	101-0000-30100		Appropriate undesignated PIF funds to purchase a canopy for Unit LMTV3	(400)
2	101-2120-421.5800	LMTV3	Appropriate undesignated PIF funds to purchase a canopy for Unit LMTV3	400
3	254-0000-30100		Appropriate funds for services and equipment related to the Stevenson Park Pool Restroom Project	(50,000)
3	254-7001-456.8598	GO1515	Appropriate funds for services related to the Stevenson Park Pool Restroom Project	8,525
3	254-7001-456.8240	GO1515	Appropriate funds for installation of fencing around the Stevenson Park Pool Restrooms	25,400
3	254-7001-456.8800	GO1515	Appropriate funds to purchase and install a monument sign at the Pool Entrance	15,000
3	254-7001-456.8590	GO1515	Appropriate funds for contingency needs related to purchases and services for the Stevenson Park Pool Restroom Project	1,075
4	001-6430-456.5800		Transfer funds to cover the purchase of a bench to be placed at the dog park in Old City Park	(217)
4	001-7001-456.8560	PK0071REV	Transfer funds to cover the purchase of a bench to be placed at the dog park in Old City Park	217
5	001-0000-30500		Appropriate funds to Friendswood Youth Baseball for purchasing two safety nets to be installed at Renwick Park	(30,000)
5	001-6430-456.8800	PK0060	Appropriate funds to Friendswood Youth Baseball for purchasing two safety nets to be installed at Renwick Park	30,000
6	401-0000-30100		Appropriate funds from the Water & Sewer Working Capital for participation agreement with Coastal Bend Property Development	(59,300)
6	401-7001-434.8230	SWS002	Appropriate funds from the Water & Sewer Working Capital for participation agreement with Coastal Bend Property Development	59,300
7	401-0000-38310		Appropriate TML-IRP Insurance Reimbursement for repairs to emergency generator Surface Water Plant #2	(7,359)
7	401-3655-434.6801	SWS002	Appropriate TML-IRP Insurance Reimbursement for repairs to emergency generator Surface Water Plant #2	7,359
8	301-0000-30100		Appropriate funds from the Vehicle Replacement Fund to replace Unit PW42	(21,498)
8	301-0501-434.8300	PW87	Appropriate funds from the Vehicle Replacement Fund to replace Unit PW42	21,498
9	175-0000-30100		Appropriate fund balance from FDEDC fund for landscape architectural services	(1,500)
9	175-0303-419.7800		Appropriate fund balance from FDEDC fund for landscape architectural services	1,500
10	001-0000-38600		Appropriate sponsorship received from AEI Engineering for Galveston County Mayor Councilmembers Association Event	(750)
10	001-0101-411.7910		Appropriate sponsorship received from AEI Engineering for Galveston County Mayor Councilmembers Association Event	750
10	001-0000-38600		Appropriate sponsorship received from Olson & Olson LLP for Galveston County Mayor Councilmembers Association Event	(1,000)
10	001-0101-411.7910		Appropriate sponsorship received from Olson & Olson LLP for Galveston County Mayor Councilmembers Association Event	1,000



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: April 1, 2019

Date Submitted: March 21, 2019

Dept. Clearances: P&R

Prepared by: Heather Whitty

Subject: F.A.S.T. Contract

Originating Department: P&R

City Attorney Review: Yes

Proceeding: Consent

Degree of importance: Critical Significant Elective

Expenditure Required: N/A

Amount Budgeted: *

Appropriation Required: N/A

Source of Funds: N/A

FINANCE APPROVAL:

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

Annually at this time of year, City Council reviews and authorizes the use of the Sesquicentennial Swimming Pool to the Friendswood Area Swim Team (FAST). FAST provides a competitive swimming program during the summer months for the residents of Friendswood.

The Friendswood Area Swim Team has a long-standing relationship with the City and has utilized the pool for swim team purposes since the pool opened in 1987.

* Fees are budgeted in the general fund operating budget.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

This program provides a quality service to the community.

RECOMMENDATIONS

Staff recommends approval of the FAST contracts as presented. The City Attorney has reviewed and approved the agreement.

ATTACHMENTS

[FAST Agreement](#)

**LICENSE AGREEMENT
CITY OF FRIENDSWOOD, TEXAS**

STATE OF TEXAS
COUNTIES OF GALVESTON AND HARRIS

This License Agreement made and entered into this 1st day of April 2019, by and between the City of Friendswood, Texas ("City"), and the Creek Community Swim Association, dba Friendswood Area Swim Team ("FAST"), is as follows:

1. That in consideration and subject to the terms and conditions herein, City does hereby grant unto FAST, a license to use and occupy the City of Friendswood Municipal Pool located at Stevenson Park, Friendswood, Texas, on the days and during the times set forth in Exhibit "A" attached hereto and made a part hereof.
2. The purpose for which said pool is to be used is for summer league swim team, including practice sessions and swim meets to be conducted on the days and during the times set forth in Exhibit "A" attached hereto.
3. **FAST agrees to provide to City on or before the 29th day of April, 2019, proof of general liability insurance in the following minimum amounts:**

Combined Bodily Injury and Property Damage:
\$1,000,000 per occurrence
\$1,000,000 aggregate

Said insurance shall be in effect for all times during which FAST is to have access to the city pool as set forth herein, and said insurance shall show the City of Friendswood, Texas, its agents, officers, and employees as coinsured under said policy. The City of Friendswood expressly disclaims any liabilities associated with FAST swim team personnel actions including, job related injuries. All such liabilities are expressly disclaimed.

4. **FAST agrees to provide at its expense, at all times that it uses the city pool, a certified lifeguard. FAST will provide the City of Friendswood with a photocopy of the certifications before April 29, 2019.**
5. FAST agrees to comply with all laws, rules, regulations, and ordinances of the City of Friendswood, the Counties of Galveston and Harris, the State of Texas, and the United States of America.
6. The right to use the premises granted hereby may not be assigned.

7. FAST agrees to pay all heating/gas costs related to the pool boiler while in use by FAST.
8. FAST accepts the pool, its equipment, and attendant structures and facilities in their present condition and state of repair.
9. This License Agreement shall be revocable at any time upon good cause with a thirty day written notice from either party.
10. FAST agrees to and shall indemnify and hold harmless the City, its officers, agents, and employees from and against any and all claims, demands, damages, expenses, suits or causes of action, or liability arising out of or caused by use of City pool and adjoining premises authorized hereby by FAST or its principals, employees, invitees or agents.

Executed in duplicate originals this the ____ day of April 2019.

CITY OF FRIENDSWOOD, TEXAS

Mike Foreman, Mayor

ATTEST:

Melinda Welsh, TRMC
City Secretary

CREEK COMMUNITY SWIM ASSOCIATION
dba FRIENDSWOOD AREA SWIM TEAM

Jeff Theall, President

EXHIBIT “A”
Friendswood Area Swim Team (FAST) Practice and Swim Meet Schedule 2018

WEEKDAY PRACTICE SCHEDULE

April 29 – May 3	5:00 p.m. - 7:00 p.m.	New Swimmer Clinic
May 6 – May 31	4:30 p.m. – 8:00 p.m.	FAST Pre-Summer Practice
June 3 – June 28	7:45 a.m. – 10.00 a.m. 5:00 p.m. – 7:00 p.m.	FAST Summer Practice
July 1 – July 5	5:00 p.m. – 7:00 p.m.	

HOME SWIM (Full) MEET SCHEDULE

*June 1	6:00 a.m. – 1:00 p.m.
*June 22	6:00 a.m. – 2:00 p.m.
*June 29	6:00 a.m. – 2:00 p.m.

** FAST will be allowed to perform a lite setup for swim meets no earlier than 5:00pm on the Friday night before meet, as long as it does not impede on the City open swim program from 7-9:30p.m.*

ANNUAL MEETING/AWARDS

Parents Meeting	Stevenson Park Pool	TBD, 5:00 - 7:00 p.m.
Pre-Season Pizza Party	Stevenson Park Pool	TBD, 5:30 - 7:00 p.m.
End of Season Party & Awards	Stevenson Park Pool	TBD, 5:00 – 7:00 p.m.

NO PRACTICE OR SWIM MEETS ON THE FOLLOWING DATES

May 27	Memorial Day
July 4	4th July



Cheryl E. Johnson, PCC
Assessor and Collector of Taxes
County of Galveston
722 Moody Avenue, Galveston, Texas 77550
Toll Free (877) 766-2284 Fax: (409) 766-2479
Email: galcotax@co.galveston.tx.us



March 7, 2019

The Governmental Entities of the Galveston County Tax Assessor/Collector's Office:

I, Cheryl E. Johnson, Tax Assessor and Collector of the County of Galveston do solemnly swear that this statement of collections made by me and the disposition thereof during the month of February, 2019 is true and correct.

Under my hand and seal this 7th day of March, 2019.

Cheryl E. Johnson, PCC
Galveston County Tax Assessor/Collector

cc: Randall Rice, County Auditor
Linebarger, Goggan, Blair, & Simpson
Perdue, Brandon, Fielder, Collins, & Mott
Assessment & Collection Partners:

City of Bayou Vista
City of Clear Lake Shores (delinquent)
City of Dickinson
City of Friendswood
City of Galveston
City of Hitchcock
City of Jamaica Beach
City of Kemah
City La Marque
City of League City
City of Santa Fe
City of Texas City
City of Tiki Island
Dickinson Independent School District
Galveston Independent School District
High Island Independent School District
Hitchcock Independent School District
College of the Mainland

Galveston Community College
GC Drainage District No. 1
GC Drainage District No. 2
GC Emergency Services Dist. No. 1
GC Emergency Services Dist. No. 2
GC Fresh Water Supply Dist. No. 6
Bacliff MUD
Bayview MUD
Galveston County MUD No. 12
Galveston County MUD No. 13
San Leon MUD
Tara Glen MUD
GC Navigation District No. 1
WCID No. 1
WCID No. 12
WCID No. 19
Westwood Management District

03/07/2019 12:20:39 3182532
 TC298-D SELECTION: DEPOSIT
 RECEIPT DATE: ALL
 LOCATION: ALL

TAX COLLECTION SYSTEM
 DEPOSIT DISTRIBUTION
 FROM: 02/01/2019 THRU 02/28/2019
 JURISDICTION: 0337 FRIENDWD CITY

PAGE: 31
 INCLUDES AG ROLLBACK

YEAR	FUND	TAX RATE	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	TIF AMOUNT	DISBURSE TOTAL	ATTORNEY	OTHER FEES	REFUND AMOUNT	PAYMENT AMOUNT
2018	M & O	.437173	1,188,040.27	.00	9,719.89	.00	1,197,760.16	149.16	146.95	.00	1,198,056.27
	I & S	.095218	258,759.81	.00	2,117.04	.00	260,876.85	.00	.00	.00	260,876.85
	TOTAL	.532391	1,446,800.08	.00	11,836.93	.00	1,458,637.01	149.16	146.95	.00	1,458,933.12
2017	M & O	.432349	1,810.22	.00	1,093.99	.00	2,904.21	827.28	.00	.00	3,731.49
	I & S	.095000	397.78	.00	240.36	.00	638.14	.00	.00	.00	638.14
	TOTAL	.527349	2,208.00	.00	1,334.35	.00	3,542.35	827.28	.00	.00	4,369.63
2016	M & O	.462000	2,423.03	.00	418.66	.00	2,841.69	240.61	.00	.00	3,082.30
	I & S	.084000	440.57	.00	76.11	.00	516.68	.00	.00	.00	516.68
	TOTAL	.546000	2,863.60	.00	494.77	.00	3,358.37	240.61	.00	.00	3,598.98
2015	M & O	.497200	1,664.88	.00	146.90	.00	1,811.78	.00	.00	.00	1,811.78
	I & S	.071500	239.41	.00	21.13	.00	260.54	.00	.00	.00	260.54
	TOTAL	.568700	1,904.29	.00	168.03	.00	2,072.32	.00	.00	.00	2,072.32
2014	M & O	.530300	419.75	.00	32.33	.00	452.08	.00	.00	.00	452.08
	I & S	.061100	48.37	.00	3.73	.00	52.10	.00	.00	.00	52.10
	TOTAL	.591400	468.12	.00	36.06	.00	504.18	.00	.00	.00	504.18
2013	M & O	.530300	65.87	.00	7.65	.00	73.52	4.08	.00	.00	77.60
	I & S	.061100	7.60	.00	.88	.00	8.48	.00	.00	.00	8.48
	TOTAL	.591400	73.47	.00	8.53	.00	82.00	4.08	.00	.00	86.08
ALL	M & O		1,194,424.02	.00	11,419.42	.00	1,205,843.44	1,221.13	146.95	.00	1,207,211.52
ALL	I & S		259,893.54	.00	2,459.25	.00	262,352.79	.00	.00	.00	262,352.79
ALL	TOTAL		1,454,317.56	.00	13,878.67	.00	1,468,196.23	1,221.13	146.95	.00	1,469,564.31
DLQ	M & O		6,383.75	.00	1,699.53	.00	8,083.28	1,071.97	.00	.00	9,155.25
DLQ	I & S		1,133.73	.00	342.21	.00	1,475.94	.00	.00	.00	1,475.94
DLQ	TOTAL		7,517.48	.00	2,041.74	.00	9,559.22	1,071.97	.00	.00	10,631.19
CURR	M & O		1,188,040.27	.00	9,719.89	.00	1,197,760.16	149.16	146.95	.00	1,198,056.27
CURR	I & S		258,759.81	.00	2,117.04	.00	260,876.85	.00	.00	.00	260,876.85
CURR	TOTAL		1,446,800.08	.00	11,836.93	.00	1,458,637.01	149.16	146.95	.00	1,458,933.12

03/07/2019 12:16:17
TC298-M SELECTION: DEPOSIT

3182532

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

PAGE: 616
INCLUDES AG ROLLBACK

YEAR DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2015 336020719B	405865	201902	1,280.43-	0.00	115.24-	0.00 15S2	0.00	1,395.67-TR
2015 336021519RV2	405865	201902	1,280.43-	0.00	115.24-	0.00 15S2	0.00	1,395.67-TR
2015 TOTAL			2,560.86-	0.00	230.48-	0.00	0.00	2,791.34-
2016 336020719B	405865	201902	1,267.89-	0.00	114.11-	0.00 16S2	0.00	1,382.00-TR
2016 336021519RV2	405865	201902	1,267.89-	0.00	114.11-	0.00 16S2	0.00	1,382.00-TR
2016 TOTAL			2,535.78-	0.00	228.22-	0.00	0.00	2,764.00-
2017 336020719B	10127700000006	201902	14.94-	0.00	2.24-	3.44-2017	0.00	20.62-TR
2017 336020719B	10127700000006	201902	157.57-	0.00	20.48-	35.61-2017	0.00	213.66-TR
2017 336021519RV2	10127700000006	201902	14.94-	0.00	2.24-	3.44-2017	0.00	20.62-TR
2017 336021519RV2	10127700000006	201902	157.57-	0.00	20.48-	35.61-2017	0.00	213.66-TR
2017 RF190228	11988300100005	201712	0.00	0.00	0.00	0.00 HK17	3,930.36-	3,930.36-RF
2017 RF190228	11988300100005	201712	3,930.36-	0.00	0.00	0.00 HK17	3,930.36	0.00 RF
2017 RF190228	11988300200002	201801	580.09-	0.00	0.00	0.00 HK17	580.09	0.00 RF
2017 RF190228	11988300200002	201801	0.00	0.00	0.00	0.00 HK17	580.09-	580.09-RF
2017 336020719B	405865	201902	414.96-	0.00	37.35-	0.00 17S1	0.00	452.31-TR
2017 336021519RV2	405865	201902	414.96-	0.00	37.35-	0.00 17S1	0.00	452.31-TR
2017 TOTAL			5,685.39-	0.00	120.14-	78.10-	0.00	5,883.63-
2018 336020719A	10004500000019	201902	209.28-	0.00	14.64-	0.00 HS2	0.00	223.92-TR
2018 336021519RV	10004500000019	201902	209.28-	0.00	14.64-	0.00 HS2	0.00	223.92-TR
2018 336020719B	10127700000006	201902	61.88-	0.00	0.00	0.00 HS01	0.00	61.88-TR
2018 336020719B	10127700000006	201902	148.08-	0.00	0.00	0.00 HS01	0.00	148.08-TR
2018 336020719B	10127700000006	201902	148.07-	0.00	0.00	0.00 HS01	0.00	148.07-TR
2018 336021519RV2	10127700000006	201902	61.88-	0.00	0.00	0.00 HS01	0.00	61.88-TR
2018 336021519RV2	10127700000006	201902	148.08-	0.00	0.00	0.00 HS01	0.00	148.08-TR
2018 336021519RV2	10127700000006	201902	148.07-	0.00	0.00	0.00 HS01	0.00	148.07-TR
2018 336020719B	10127700000046	201902	352.65-	0.00	24.68-	0.00 CERT	0.00	377.33-TR
2018 336021519RV2	10127700000046	201902	352.65-	0.00	24.68-	0.00 CERT	0.00	377.33-TR
2018 336020719B	10223600000003	201902	625.83-	0.00	43.80-	0.00 CERT	0.00	669.63-TR
2018 336021519RV2	10223600000003	201902	625.83-	0.00	43.80-	0.00 CERT	0.00	669.63-TR
2018 33602072019	10350000000021	201902	689.47-	0.00	48.26-	0.00 CERT	0.00	737.73-TR
2018 H020119RV762	10350000000021	201902	689.47-	0.00	48.26-	0.00 CERT	0.00	737.73-TR
2018 336020719B	10350100000005	201901	653.36-	0.00	0.00	0.00 CERT	0.00	653.36-TR
2018 336021519RV2	10350100000005	201901	653.36-	0.00	0.00	0.00 CERT	0.00	653.36-TR
2018 336020719B	10350300000002	201901	584.36-	0.00	0.00	0.00 CERT	0.00	584.36-TR
2018 336021519RV2	10350300000002	201901	584.36-	0.00	0.00	0.00 CERT	0.00	584.36-TR
2018 336020719A	10434000000020	201901	554.58-	0.00	0.00	0.00 CERT	0.00	554.58-TR

03/07/2019 12:16:17
TC298-M SELECTION: DEPOSIT

3182532

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

PAGE: 617
INCLUDES AG ROLLBACK

YEAR DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018 336021519RV	10434000000020	201901	554.58-	0.00	0.00	0.00 CERT	0.00	554.58-TR
2018 33602072019	10434000000034	201901	649.49-	0.00	0.00	0.00 CERT	0.00	649.49-TR
2018 H020119RV762	10434000000034	201901	649.49-	0.00	0.00	0.00 CERT	0.00	649.49-TR
2018 336020719A	1043990010107	201902	217.43-	0.00	15.23-	0.00 CERT	0.00	232.66-TR
2018 336021519RV	1043990010107	201902	217.43-	0.00	15.23-	0.00 CERT	0.00	232.66-TR
2018 336020719B	10500800000033	201901	718.97-	0.00	0.00	0.00 CERT	0.00	718.97-TR
2018 336021519RV2	10500800000033	201901	718.97-	0.00	0.00	0.00 CERT	0.00	718.97-TR
2018 336020719A	10500800000035	201901	753.98-	0.00	0.00	0.00 HS01	0.00	753.98-TR
2018 336021519RV	10500800000035	201901	753.98-	0.00	0.00	0.00 HS01	0.00	753.98-TR
2018 33602072019	10500900000034	201902	526.31-	0.00	36.84-	0.00 CERT	0.00	563.15-TR
2018 H020119RV762	10500900000034	201902	526.31-	0.00	36.84-	0.00 CERT	0.00	563.15-TR
2018 336020719A	10501000000015	201902	666.73-	0.00	46.67-	0.00 HS01	0.00	713.40-TR
2018 336021519RV	10501000000015	201902	666.73-	0.00	46.67-	0.00 HS01	0.00	713.40-TR
2018 336020719B	10501000000032	201901	669.07-	0.00	0.00	0.00 CERT	0.00	669.07-TR
2018 336021519RV2	10501000000032	201901	669.07-	0.00	0.00	0.00 CERT	0.00	669.07-TR
2018 336020719B	10557800000005	201901	465.12-	0.00	0.00	0.00 CERT	0.00	465.12-TR
2018 336021519RV2	10557800000005	201901	465.12-	0.00	0.00	0.00 CERT	0.00	465.12-TR
2018 33602072019	10578300000004	201902	773.68-	0.00	54.16-	0.00 CERT	0.00	827.84-TR
2018 H020119RV762	10578300000004	201902	773.68-	0.00	54.16-	0.00 CERT	0.00	827.84-TR
2018 33602072019	10578300000024	201902	342.93-	0.00	24.01-	0.00 CERT	0.00	366.94-TR
2018 H020119RV762	10578300000024	201902	342.93-	0.00	24.01-	0.00 CERT	0.00	366.94-TR
2018 336020719B	10578400000014	201902	339.84-	0.00	23.78-	0.00 CERT	0.00	363.62-TR
2018 336021519RV2	10578400000014	201902	339.84-	0.00	23.78-	0.00 CERT	0.00	363.62-TR
2018 33602072019	10631300000016	201901	335.58-	0.00	0.00	0.00 CERT	0.00	335.58-TR
2018 H020119RV762	10631300000016	201901	335.58-	0.00	0.00	0.00 CERT	0.00	335.58-TR
2018 336020719B	10631400000028	201901	329.58-	0.00	0.00	0.00 CERT	0.00	329.58-TR
2018 336021519RV2	10631400000028	201901	329.58-	0.00	0.00	0.00 CERT	0.00	329.58-TR
2018 336020719A	10631800000008	201902	797.39-	0.00	55.81-	0.00 CERT	0.00	853.20-TR
2018 336021519RV	10631800000008	201902	797.39-	0.00	55.81-	0.00 CERT	0.00	853.20-TR
2018 336020719B	10847200000008	201902	223.91-	0.00	15.67-	0.00 CERT	0.00	239.58-TR
2018 336021519RV2	10847200000008	201902	223.91-	0.00	15.67-	0.00 CERT	0.00	239.58-TR
2018 336020719A	10847200000021	201901	345.99-	0.00	0.00	0.00 HK04	0.00	345.99-TR
2018 336021519RV	10847200000021	201901	345.99-	0.00	0.00	0.00 HK04	0.00	345.99-TR
2018 33602072019	10847200000055	201902	410.29-	0.00	28.72-	0.00 CERT	0.00	439.01-TR
2018 H020119RV762	10847200000055	201902	410.29-	0.00	28.72-	0.00 CERT	0.00	439.01-TR
2018 336020719B	10847200000061	201901	805.07-	0.00	0.00	0.00 CERT	0.00	805.07-TR
2018 336021519RV2	10847200000061	201901	805.07-	0.00	0.00	0.00 CERT	0.00	805.07-TR
2018 RF190228	10847200000069	201901	310.76-	0.00	0.00	0.00 HK06	310.76	0.00 RF
2018 RF190228	10847200000069	201901	0.00	0.00	0.00	0.00 HK06	310.76-	310.76-RF
2018 33602072019	10847900000003	201901	39.00-	0.00	0.00	0.00 HS012013-33	0.00	39.00-TR
2018 H020119RV762	10847900000003	201901	39.00-	0.00	0.00	0.00 HS012013-33	0.00	39.00-TR
2018 33602072019	1186820010001	201901	3,141.71-	0.00	0.00	0.00 CERT	0.00	3,141.71-TR
2018 H020119RV762	1186820010001	201901	3,141.71-	0.00	0.00	0.00 CERT	0.00	3,141.71-TR
2018 RF190228	1198830010005	201812	3,904.56-	0.00	0.00	0.00 HK06	3,904.56	0.00 RF
2018 RF190228	1198830010005	201812	0.00	0.00	0.00	0.00 HK06	3,904.56-	3,904.56-RF

03/07/2019 12:16:17
TC298-M SELECTION: DEPOSIT

3182532

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

PAGE: 618
INCLUDES AG ROLLBACK

YEAR DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018 336020719B	12040000010016	201901	1,438.23-	0.00	0.00	0.00 CERT	0.00	1,438.23-TR
2018 336021519RV2	12040000010016	201901	1,438.23-	0.00	0.00	0.00 CERT	0.00	1,438.23-TR
2018 822914022619	1206360010018	201902	1,242.01-	0.00	86.94-	0.00 HS01	0.00	1,328.95-TR
2018 33602072019	1206360010033	201901	1,631.67-	0.00	0.00	0.00 CERT	0.00	1,631.67-TR
2018 H020119RV762	1206360010033	201901	1,631.67-	0.00	0.00	0.00 CERT	0.00	1,631.67-TR
2018 33602072019	1209130010024	201901	852.27-	0.00	0.00	0.00 CERT	0.00	852.27-TR
2018 H020119RV762	1209130010024	201901	852.27-	0.00	0.00	0.00 CERT	0.00	852.27-TR
2018 864020519CHC	1209130010047	201901	1,033.29-	0.00	0.00	0.00 CERT	0.00	1,033.29-TR
2018 336020719B	1224680040019	201902	1,445.69-	0.00	101.20-	0.00 CERT	0.00	1,546.89-TR
2018 336021519RV2	1224680040019	201902	1,445.69-	0.00	101.20-	0.00 CERT	0.00	1,546.89-TR
2018 336020719A	1224680050020	201902	1,646.92-	0.00	115.28-	0.00 CERT	0.00	1,762.20-TR
2018 336021519RV	1224680050020	201902	1,646.92-	0.00	115.28-	0.00 CERT	0.00	1,762.20-TR
2018 33602072019	1227720020027	201901	852.48-	0.00	0.00	0.00 HS01	0.00	852.48-TR
2018 H020119RV762	1227720020027	201901	852.48-	0.00	0.00	0.00 HS01	0.00	852.48-TR
2018 336020719B	1227720020028	201902	10.16-	0.00	0.66-	0.00 CERT	0.00	10.82-TR
2018 336021519RV2	1227720020028	201902	10.16-	0.00	0.66-	0.00 CERT	0.00	10.82-TR
2018 864020419PHC	1254280030001	201901	1,866.47-	0.00	0.00	0.00 CERT	0.00	1,866.47-RI
2018 RF190228	1254280030004	201812	133.09-	0.00	0.00	0.00 HK06	133.09	0.00 RF
2018 RF190228	1254280030004	201812	0.00	0.00	0.00	0.00 HK06	133.09-	133.09-RF
2018 336020719A	1277950010003	201901	2,080.20-	0.00	0.00	0.00 CERT	0.00	2,080.20-TR
2018 336021519RV	1277950010003	201901	2,080.20-	0.00	0.00	0.00 CERT	0.00	2,080.20-TR
2018 336020719A	1277950020014	201901	1,705.82-	0.00	0.00	0.00 HS2	0.00	1,705.82-TR
2018 336021519RV	1277950020014	201901	1,705.82-	0.00	0.00	0.00 HS2	0.00	1,705.82-TR
2018 33602072019	1277950070003	201902	2,218.39-	0.00	155.29-	0.00 HS01	0.00	2,373.68-TR
2018 H020119RV762	1277950070003	201902	2,218.39-	0.00	155.29-	0.00 HS01	0.00	2,373.68-TR
2018 336020719B	1277950080032	201901	2,475.62-	0.00	0.00	0.00 HS01	0.00	2,475.62-TR
2018 336021519RV2	1277950080032	201901	2,475.62-	0.00	0.00	0.00 HS01	0.00	2,475.62-TR
2018 864020519CHC	1294700060006	201901	1,024.71-	0.00	0.00	0.00 CERT	0.00	1,024.71-TR
2018 336020719A	146566	201902	2,408.20-	0.00	168.57-	0.00 18S2	0.00	2,576.77-TR
2018 336021519RV	146566	201902	2,408.20-	0.00	168.57-	0.00 18S2	0.00	2,576.77-TR
2018 33602072019	167888	201902	246.28-	0.00	17.25-	0.00 CERT	0.00	263.53-TR
2018 H020119RV762	167888	201902	246.28-	0.00	17.25-	0.00 CERT	0.00	263.53-TR
2018 336020719A	167986	201901	1,466.68-	0.00	0.00	0.00 CERT	0.00	1,466.68-TR
2018 336021519RV	167986	201901	1,466.68-	0.00	0.00	0.00 CERT	0.00	1,466.68-TR
2018 336020719A	168022	201901	791.88-	0.00	0.00	0.00 18S1	0.00	791.88-TR
2018 336021519RV	168022	201901	791.88-	0.00	0.00	0.00 18S1	0.00	791.88-TR
2018 336020719B	168113	201902	252.71-	0.00	17.69-	0.00 CERT	0.00	270.40-TR
2018 336021519RV2	168113	201902	252.71-	0.00	17.69-	0.00 CERT	0.00	270.40-TR
2018 336020719A	168120	201901	734.27-	0.00	0.00	0.00 CERT	0.00	734.27-TR
2018 336021519RV	168120	201901	734.27-	0.00	0.00	0.00 CERT	0.00	734.27-TR
2018 336020719B	168126	201902	65.22-	0.00	4.56-	0.00 CERT	0.00	69.78-TR
2018 336021519RV2	168126	201902	65.22-	0.00	4.56-	0.00 CERT	0.00	69.78-TR
2018 864020419CHC	168188	201901	625.03-	0.00	0.00	0.00 CERT	0.00	625.03-TR
2018 786022819T	168210	201901	172.80-	0.00	0.00	0.00 CERT	0.00	172.80-TR
2018 33602072019	168280	201901	773.84-	0.00	0.00	0.00 CERT	0.00	773.84-TR

03/07/2019 12:16:17
TC298-M SELECTION: DEPOSIT

3182532

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

PAGE: 619
INCLUDES AG ROLLBACK

YEAR DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018 H020119RV762	168280	201901	773.84-	0.00	0.00	0.00 CERT	0.00	773.84-TR
2018 33602072019	168379	201902	771.76-	0.00	54.03-	0.00 CERT	0.00	825.79-TR
2018 H020119RV762	168379	201902	771.76-	0.00	54.03-	0.00 CERT	0.00	825.79-TR
2018 857903020719	168396	201901	181.08-	0.00	0.00	0.00 CERT	0.00	181.08-TR
2018 33602072019	168445	201902	65.26-	0.00	4.57-	0.00 CERT	0.00	69.83-TR
2018 H020119RV762	168445	201902	65.26-	0.00	4.57-	0.00 CERT	0.00	69.83-TR
2018 336020719A	168479	201902	453.21-	0.00	31.73-	0.00 CERT	0.00	484.94-TR
2018 336021519RV	168479	201902	453.21-	0.00	31.73-	0.00 CERT	0.00	484.94-TR
2018 336020719A	168520	201901	638.82-	0.00	0.00	0.00 18S1	0.00	638.82-TR
2018 336021519RV	168520	201901	638.82-	0.00	0.00	0.00 18S1	0.00	638.82-TR
2018 336020719B	168538	201901	565.35-	0.00	0.00	0.00 18S2	0.00	565.35-TR
2018 336021519RV2	168538	201901	565.35-	0.00	0.00	0.00 18S2	0.00	565.35-TR
2018 336020719A	168582	201902	462.80-	0.00	0.00	0.00 CERT	0.00	462.80-TR
2018 336021519RV	168582	201902	462.80-	0.00	0.00	0.00 CERT	0.00	462.80-TR
2018 336020719B	168869	201901	1,178.55-	0.00	0.00	0.00 CERT	0.00	1,178.55-TR
2018 336021519RV2	168869	201901	1,178.55-	0.00	0.00	0.00 CERT	0.00	1,178.55-TR
2018 336020719A	168995	201901	1,290.73-	0.00	0.00	0.00 CERT	0.00	1,290.73-TR
2018 336021519RV	168995	201901	1,290.73-	0.00	0.00	0.00 CERT	0.00	1,290.73-TR
2018 336020719B	168999	201901	918.11-	0.00	0.00	0.00 CERT	0.00	918.11-TR
2018 336021519RV2	168999	201901	918.11-	0.00	0.00	0.00 CERT	0.00	918.11-TR
2018 336020719B	169070	201901	934.79-	0.00	0.00	0.00 CERT	0.00	934.79-TR
2018 336021519RV2	169070	201901	934.79-	0.00	0.00	0.00 CERT	0.00	934.79-TR
2018 33602072019	169114	201902	699.37-	0.00	48.95-	0.00 CERT	0.00	748.32-TR
2018 H020119RV762	169114	201902	699.37-	0.00	48.95-	0.00 CERT	0.00	748.32-TR
2018 336020719B	169116	201901	885.64-	0.00	0.00	0.00 CERT	0.00	885.64-TR
2018 336021519RV2	169116	201901	885.64-	0.00	0.00	0.00 CERT	0.00	885.64-TR
2018 336020719A	169156	201902	826.08-	0.00	57.82-	0.00 CERT	0.00	883.90-TR
2018 336021519RV	169156	201902	826.08-	0.00	57.82-	0.00 CERT	0.00	883.90-TR
2018 33602072019	169161	201902	888.79-	0.00	62.22-	0.00 18S2	0.00	951.01-TR
2018 H020119RV762	169161	201902	888.79-	0.00	62.22-	0.00 18S2	0.00	951.01-TR
2018 336020719A	171509	201902	11.35-	0.00	0.79-	0.00 CERT	0.00	12.14-TR
2018 336021519RV	171509	201902	11.35-	0.00	0.79-	0.00 CERT	0.00	12.14-TR
2018 336020719B	184125	201902	250.04-	0.00	17.50-	0.00 CERT	0.00	267.54-TR
2018 336021519RV2	184125	201902	250.04-	0.00	17.50-	0.00 CERT	0.00	267.54-TR
2018 33602072019	184133	201902	1,565.33-	0.00	109.57-	0.00 CERT	0.00	1,674.90-TR
2018 H020119RV762	184133	201902	1,565.33-	0.00	109.57-	0.00 CERT	0.00	1,674.90-TR
2018 336020719A	184195	201902	1,319.42-	0.00	92.36-	0.00 CERT	0.00	1,411.78-TR
2018 336021519RV	184195	201902	1,319.42-	0.00	92.36-	0.00 CERT	0.00	1,411.78-TR
2018 336020719B	184230	201901	298.14-	0.00	0.00	0.00 CERT	0.00	298.14-TR
2018 336021519RV2	184230	201901	298.14-	0.00	0.00	0.00 CERT	0.00	298.14-TR
2018 336020719A	184268	201901	805.44-	0.00	0.00	0.00 CERT09TX069	0.00	805.44-TR
2018 336021519RV	184268	201901	805.44-	0.00	0.00	0.00 CERT09TX069	0.00	805.44-TR
2018 786020519T	184382	201812	632.56-	0.00	0.00	0.00 CERT	0.00	632.56-TR
2018 33602072019	184437	201901	429.81-	0.00	0.00	0.00 CERT	0.00	429.81-TR
2018 H020119RV762	184437	201901	429.81-	0.00	0.00	0.00 CERT	0.00	429.81-TR

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

YEAR	DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018	336020719A	186282	201902	573.93-	0.00	40.18-	0.00 CERT	0.00	614.11-TR
2018	336021519RV	186282	201902	573.93-	0.00	40.18-	0.00 CERT	0.00	614.11-TR
2018	336020719A	186283	201902	1,234.27-	0.00	86.41-	0.00 CERT	0.00	1,320.68-TR
2018	336021519RV	186283	201902	1,234.27-	0.00	86.41-	0.00 CERT	0.00	1,320.68-TR
2018	336020719B	200285	201902	5,302.11-	0.00	371.15-	0.00 CERT	0.00	5,673.26-TR
2018	336021519RV2	200285	201902	5,302.11-	0.00	371.15-	0.00 CERT	0.00	5,673.26-TR
2018	336020719B	200481	201902	2,308.65-	0.00	161.60-	0.00 18S1	0.00	2,470.25-TR
2018	336021519RV2	200481	201902	2,308.65-	0.00	161.60-	0.00 18S1	0.00	2,470.25-TR
2018	336020719B	200495	201901	241.87-	0.00	0.00	0.00 CERT	0.00	241.87-TR
2018	336021519RV2	200495	201901	241.87-	0.00	0.00	0.00 CERT	0.00	241.87-TR
2018	336020719A	200552	201902	1,305.08-	0.00	91.36-	0.00 CERT	0.00	1,396.44-TR
2018	336021519RV	200552	201902	1,305.08-	0.00	91.36-	0.00 CERT	0.00	1,396.44-TR
2018	33602072019	200604	201902	1,500.76-	0.00	105.06-	0.00 CERT	0.00	1,605.82-TR
2018	H020119RV762	200604	201902	1,500.76-	0.00	105.06-	0.00 CERT	0.00	1,605.82-TR
2018	33602072019	200636	201901	1,958.49-	0.00	0.00	0.00 CERT	0.00	1,958.49-TR
2018	H020119RV762	200636	201901	1,958.49-	0.00	0.00	0.00 CERT	0.00	1,958.49-TR
2018	336020719B	200681	201902	1,477.11-	0.00	103.41-	0.00 CERT	0.00	1,580.52-TR
2018	336021519RV2	200681	201902	1,477.11-	0.00	103.41-	0.00 CERT	0.00	1,580.52-TR
2018	33602072019	200707	201902	560.83-	0.00	39.26-	0.00 CERT	0.00	600.09-TR
2018	H020119RV762	200707	201902	560.83-	0.00	39.26-	0.00 CERT	0.00	600.09-TR
2018	864021119PHC	200716	201901	3,241.71-	0.00	0.00	0.00 CERT	0.00	3,241.71-RI
2018	336020719A	200730	201902	349.44-	0.00	24.46-	0.00 CERT	0.00	373.90-TR
2018	336021519RV	200730	201902	349.44-	0.00	24.46-	0.00 CERT	0.00	373.90-TR
2018	336020719B	200816	201902	1,083.25-	0.00	75.83-	0.00 CERT	0.00	1,159.08-TR
2018	336021519RV2	200816	201902	1,083.25-	0.00	75.83-	0.00 CERT	0.00	1,159.08-TR
2018	336020719B	200880	201901	21.14-	0.00	0.00	0.00 CERT	0.00	21.14-TR
2018	336021519RV2	200880	201901	21.14-	0.00	0.00	0.00 CERT	0.00	21.14-TR
2018	336020719B	200881	201901	19.80-	0.00	0.00	0.00 CERT	0.00	19.80-TR
2018	336021519RV2	200881	201901	19.80-	0.00	0.00	0.00 CERT	0.00	19.80-TR
2018	336020719B	200882	201901	22.25-	0.00	0.00	0.00 CERT	0.00	22.25-TR
2018	336021519RV2	200882	201901	22.25-	0.00	0.00	0.00 CERT	0.00	22.25-TR
2018	33602072019	200996	201901	1,131.18-	0.00	0.00	0.00 CERT	0.00	1,131.18-TR
2018	H020119RV762	200996	201901	1,131.18-	0.00	0.00	0.00 CERT	0.00	1,131.18-TR
2018	336020719B	201057	201902	2,499.59-	0.00	174.97-	0.00 CERT	0.00	2,674.56-TR
2018	336021519RV2	201057	201902	2,499.59-	0.00	174.97-	0.00 CERT	0.00	2,674.56-TR
2018	336020719A	201059	201901	2,981.39-	0.00	0.00	0.00 CERT	0.00	2,981.39-TR
2018	336021519RV	201059	201901	2,981.39-	0.00	0.00	0.00 CERT	0.00	2,981.39-TR
2018	33602072019	201066	201902	1,595.07-	0.00	111.65-	0.00 CERT	0.00	1,706.72-TR
2018	H020119RV762	201066	201902	1,595.07-	0.00	111.65-	0.00 CERT	0.00	1,706.72-TR
2018	336020719B	201234	201901	5,190.76-	0.00	0.00	0.00 CERT	0.00	5,190.76-TR
2018	336021519RV2	201234	201901	5,190.76-	0.00	0.00	0.00 CERT	0.00	5,190.76-TR
2018	336020719B	201262	201901	401.26-	0.00	0.00	0.00 CERT	0.00	401.26-TR
2018	336021519RV2	201262	201901	401.26-	0.00	0.00	0.00 CERT	0.00	401.26-TR
2018	336020719B	201354	201902	91.96-	0.00	6.44-	0.00 CERT	0.00	98.40-TR
2018	336021519RV2	201354	201902	91.96-	0.00	6.44-	0.00 CERT	0.00	98.40-TR

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

YEAR	DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018	33602072019	201418	201901	15.82-	0.00	0.00	0.00 CERT	0.00	15.82-TR
2018	H020119RV762	201418	201901	15.82-	0.00	0.00	0.00 CERT	0.00	15.82-TR
2018	336020719B	201436	201901	5,023.00-	0.00	0.00	0.00 CERT	0.00	5,023.00-TR
2018	336021519RV2	201436	201901	5,023.00-	0.00	0.00	0.00 CERT	0.00	5,023.00-TR
2018	336020719B	201506	201901	24.28-	0.00	0.00	0.00 CERT	0.00	24.28-TR
2018	336021519RV2	201506	201901	24.28-	0.00	0.00	0.00 CERT	0.00	24.28-TR
2018	336020719B	201553	201902	2,477.46-	0.00	173.42-	0.00 CERT	0.00	2,650.88-TR
2018	336021519RV2	201553	201902	2,477.46-	0.00	173.42-	0.00 CERT	0.00	2,650.88-TR
2018	33602072019	201606	201901	1,649.13-	0.00	0.00	0.00 CERT	0.00	1,649.13-TR
2018	H020119RV762	201606	201901	1,649.13-	0.00	0.00	0.00 CERT	0.00	1,649.13-TR
2018	336020719B	201625	201901	825.59-	0.00	0.00	0.00 CERT	0.00	825.59-TR
2018	336021519RV2	201625	201901	825.59-	0.00	0.00	0.00 CERT	0.00	825.59-TR
2018	336020719A	201786	201902	562.56-	0.00	39.39-	0.00 CERT	0.00	601.95-TR
2018	336021519RV	201786	201902	562.56-	0.00	39.39-	0.00 CERT	0.00	601.95-TR
2018	336020719A	201877	201902	101.88-	0.00	7.13-	0.00 CERT	0.00	109.01-TR
2018	336021519RV	201877	201902	101.88-	0.00	7.13-	0.00 CERT	0.00	109.01-TR
2018	336020719A	202003	201901	992.97-	0.00	0.00	0.00 CERT	0.00	992.97-TR
2018	336021519RV	202003	201901	992.97-	0.00	0.00	0.00 CERT	0.00	992.97-TR
2018	33602072019	202050	201902	838.65-	0.00	58.70-	0.00 CERT	0.00	897.35-TR
2018	H020119RV762	202050	201902	838.65-	0.00	58.70-	0.00 CERT	0.00	897.35-TR
2018	33602072019	202231	201902	625.78-	0.00	43.80-	0.00 CERT	0.00	669.58-TR
2018	H020119RV762	202231	201902	625.78-	0.00	43.80-	0.00 CERT	0.00	669.58-TR
2018	336020719B	202247	201901	221.05-	0.00	0.00	0.00 CERT	0.00	221.05-TR
2018	336021519RV2	202247	201901	221.05-	0.00	0.00	0.00 CERT	0.00	221.05-TR
2018	336020719B	202359	201901	986.95-	0.00	0.00	0.00 CERT	0.00	986.95-TR
2018	336021519RV2	202359	201901	986.95-	0.00	0.00	0.00 CERT	0.00	986.95-TR
2018	336020719B	202513	201901	559.60-	0.00	0.00	0.00 CERT	0.00	559.60-TR
2018	336021519RV2	202513	201901	559.60-	0.00	0.00	0.00 CERT	0.00	559.60-TR
2018	336020719A	202573	201902	1,207.81-	0.00	84.54-	0.00 CERT	0.00	1,292.35-TR
2018	336021519RV	202573	201902	1,207.81-	0.00	84.54-	0.00 CERT	0.00	1,292.35-TR
2018	336020719A	202579	201901	1,357.60-	0.00	0.00	0.00 CERT	0.00	1,357.60-TR
2018	336021519RV	202579	201901	1,357.60-	0.00	0.00	0.00 CERT	0.00	1,357.60-TR
2018	336020719A	202613	201901	260.67-	0.00	0.00	0.00 CERT	0.00	260.67-TR
2018	336021519RV	202613	201901	260.67-	0.00	0.00	0.00 CERT	0.00	260.67-TR
2018	33602072019	202677	201902	1,880.23-	0.00	131.61-	0.00 CERT	0.00	2,011.84-TR
2018	H020119RV762	202677	201902	1,880.23-	0.00	131.61-	0.00 CERT	0.00	2,011.84-TR
2018	336020719B	202679	201902	1,478.75-	0.00	103.51-	0.00 CERT	0.00	1,582.26-TR
2018	336021519RV2	202679	201902	1,478.75-	0.00	103.51-	0.00 CERT	0.00	1,582.26-TR
2018	336020719B	202694	201902	1,902.67-	0.00	133.19-	0.00 CERT	0.00	2,035.86-TR
2018	336021519RV2	202694	201902	1,902.67-	0.00	133.19-	0.00 CERT	0.00	2,035.86-TR
2018	336020719A	202720	201901	2,606.67-	0.00	0.00	0.00 CERT	0.00	2,606.67-TR
2018	336021519RV	202720	201901	2,606.67-	0.00	0.00	0.00 CERT	0.00	2,606.67-TR
2018	33602072019	202746	201901	1,483.20-	0.00	0.00	0.00 CERT	0.00	1,483.20-TR
2018	H020119RV762	202746	201901	1,483.20-	0.00	0.00	0.00 CERT	0.00	1,483.20-TR
2018	336020719B	202751	201901	1,044.71-	0.00	0.00	0.00 CERT	0.00	1,044.71-TR

03/07/2019 12:16:17
TC298-M SELECTION: DEPOSIT

3182532

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

PAGE: 622
INCLUDES AG ROLLBACK

YEAR	DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018	336021519RV2	202751	201901	1,044.71-	0.00	0.00	0.00 CERT	0.00	1,044.71-TR
2018	336020719B	202784	201901	309.29-	0.00	0.00	0.00 CERT	0.00	309.29-TR
2018	336021519RV2	202784	201901	309.29-	0.00	0.00	0.00 CERT	0.00	309.29-TR
2018	336020719A	202857	201901	204.13-	0.00	0.00	0.00 CERT	0.00	204.13-TR
2018	336021519RV	202857	201901	204.13-	0.00	0.00	0.00 CERT	0.00	204.13-TR
2018	336020719A	202987	201901	1,000.90-	0.00	0.00	0.00 CERT	0.00	1,000.90-TR
2018	336021519RV	202987	201901	1,000.90-	0.00	0.00	0.00 CERT	0.00	1,000.90-TR
2018	336020719A	203085	201901	1,080.75-	0.00	0.00	0.00 CERT	0.00	1,080.75-TR
2018	336021519RV	203085	201901	1,080.75-	0.00	0.00	0.00 CERT	0.00	1,080.75-TR
2018	33602072019	203088	201901	784.66-	0.00	0.00	0.00 18S3	0.00	784.66-TR
2018	H020119RV762	203088	201901	784.66-	0.00	0.00	0.00 18S3	0.00	784.66-TR
2018	336020719B	203104	201902	279.15-	0.00	19.54-	0.00 CERT	0.00	298.69-TR
2018	336021519RV2	203104	201902	279.15-	0.00	19.54-	0.00 CERT	0.00	298.69-TR
2018	336020719B	203201	201901	894.42-	0.00	0.00	0.00 CERT	0.00	894.42-TR
2018	336021519RV2	203201	201901	894.42-	0.00	0.00	0.00 CERT	0.00	894.42-TR
2018	336020719A	203442	201902	434.82-	0.00	30.44-	0.00 CERT	0.00	465.26-TR
2018	336021519RV	203442	201902	434.82-	0.00	30.44-	0.00 CERT	0.00	465.26-TR
2018	336020719A	20506780	201902	731.06-	0.00	51.18-	0.00 CERT	0.00	782.24-TR
2018	336021519RV	20506780	201902	731.06-	0.00	51.18-	0.00 CERT	0.00	782.24-TR
2018	336020719A	20506839	201902	31.51-	0.00	2.21-	0.00 CERT	0.00	33.72-TR
2018	336021519RV	20506839	201902	31.51-	0.00	2.21-	0.00 CERT	0.00	33.72-TR
2018	33602072019	218729	201901	8,742.50-	0.00	0.00	0.00 CERT	0.00	8,742.50-TR
2018	H020119RV762	218729	201901	8,742.50-	0.00	0.00	0.00 CERT	0.00	8,742.50-TR
2018	33602072019	218733	201901	712.45-	0.00	0.00	0.00 18S2	0.00	712.45-TR
2018	H020119RV762	218733	201901	712.45-	0.00	0.00	0.00 18S2	0.00	712.45-TR
2018	33602072019	218752	201901	6,642.80-	0.00	0.00	0.00 CERT	0.00	6,642.80-TR
2018	H020119RV762	218752	201901	6,642.80-	0.00	0.00	0.00 CERT	0.00	6,642.80-TR
2018	33602072019	218796	201901	2,453.15-	0.00	0.00	0.00 CERT	0.00	2,453.15-TR
2018	H020119RV762	218796	201901	2,453.15-	0.00	0.00	0.00 CERT	0.00	2,453.15-TR
2018	336020719A	218797	201902	63.44-	0.00	4.44-	0.00 CERT	0.00	67.88-TR
2018	336021519RV	218797	201902	63.44-	0.00	4.44-	0.00 CERT	0.00	67.88-TR
2018	336020719B	218854	201902	1,144.39-	0.00	80.11-	0.00 CERT	0.00	1,224.50-TR
2018	336021519RV2	218854	201902	1,144.39-	0.00	80.11-	0.00 CERT	0.00	1,224.50-TR
2018	33602072019	219075	201901	428.65-	0.00	0.00	0.00 CERT	0.00	428.65-TR
2018	H020119RV762	219075	201901	428.65-	0.00	0.00	0.00 CERT	0.00	428.65-TR
2018	336020719B	219113	201902	903.57-	0.00	63.25-	0.00 CERT	0.00	966.82-TR
2018	336021519RV2	219113	201902	903.57-	0.00	63.25-	0.00 CERT	0.00	966.82-TR
2018	33602072019	219118	201902	796.10-	0.00	55.73-	0.00 18S1	0.00	851.83-TR
2018	H020119RV762	219118	201902	796.10-	0.00	55.73-	0.00 18S1	0.00	851.83-TR
2018	336020719B	219127	201901	968.95-	0.00	0.00	0.00 CERT	0.00	968.95-TR
2018	336021519RV2	219127	201901	968.95-	0.00	0.00	0.00 CERT	0.00	968.95-TR
2018	336020719B	231862	201902	435.46-	0.00	30.49-	0.00 CERT	0.00	465.95-TR
2018	336021519RV2	231862	201902	435.46-	0.00	30.49-	0.00 CERT	0.00	465.95-TR
2018	336020719A	231875	201901	734.70-	0.00	0.00	0.00 CERT	0.00	734.70-TR
2018	336021519RV	231875	201901	734.70-	0.00	0.00	0.00 CERT	0.00	734.70-TR

03/07/2019 12:16:17
TC298-M SELECTION: DEPOSIT

3182532

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

PAGE: 623
INCLUDES AG ROLLBACK

YEAR	DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018	33602072019	231885	201901	597.14-	0.00	0.00	0.00 CERT	0.00	597.14-TR
2018	H020119RV762	231885	201901	597.14-	0.00	0.00	0.00 CERT	0.00	597.14-TR
2018	336020719A	232992	201902	106.43-	0.00	7.45-	0.00 CERT	0.00	113.88-TR
2018	336021519RV	232992	201902	106.43-	0.00	7.45-	0.00 CERT	0.00	113.88-TR
2018	336020719B	233467	201902	4,748.49-	0.00	332.39-	0.00 CERT	0.00	5,080.88-TR
2018	336021519RV2	233467	201902	4,748.49-	0.00	332.39-	0.00 CERT	0.00	5,080.88-TR
2018	33602072019	233569	201902	1,005.47-	0.00	70.39-	0.00 CERT	0.00	1,075.86-TR
2018	H020119RV762	233569	201902	1,005.47-	0.00	70.39-	0.00 CERT	0.00	1,075.86-TR
2018	336020719A	287682	201902	1,480.23-	0.00	103.61-	0.00 CERT	0.00	1,583.84-TR
2018	336021519RV	287682	201902	1,480.23-	0.00	103.61-	0.00 CERT	0.00	1,583.84-TR
2018	786022819T	287769	201901	244.04-	0.00	0.00	0.00 CERT	0.00	244.04-TR
2018	33602072019	288620	201902	885.42-	0.00	61.98-	0.00 CERT	0.00	947.40-TR
2018	H020119RV762	288620	201902	885.42-	0.00	61.98-	0.00 CERT	0.00	947.40-TR
2018	336020719B	288650	201902	374.65-	0.00	26.23-	0.00 CERT	0.00	400.88-TR
2018	336021519RV2	288650	201902	374.65-	0.00	26.23-	0.00 CERT	0.00	400.88-TR
2018	336020719B	292423	201901	913.54-	0.00	0.00	0.00 CERT	0.00	913.54-TR
2018	336021519RV2	292423	201901	913.54-	0.00	0.00	0.00 CERT	0.00	913.54-TR
2018	336020719B	293538	201901	1,231.78-	0.00	0.00	0.00 CERT	0.00	1,231.78-TR
2018	336021519RV2	293538	201901	1,231.78-	0.00	0.00	0.00 CERT	0.00	1,231.78-TR
2018	33602072019	299121	201901	1,277.70-	0.00	0.00	0.00 CERT	0.00	1,277.70-TR
2018	H020119RV762	299121	201901	1,277.70-	0.00	0.00	0.00 CERT	0.00	1,277.70-TR
2018	336020719B	299142	201902	3,782.02-	0.00	264.74-	0.00 CERT	0.00	4,046.76-TR
2018	336021519RV2	299142	201902	3,782.02-	0.00	264.74-	0.00 CERT	0.00	4,046.76-TR
2018	336020719B	299162	201901	1,831.43-	0.00	0.00	0.00 CERT	0.00	1,831.43-TR
2018	336021519RV2	299162	201901	1,831.43-	0.00	0.00	0.00 CERT	0.00	1,831.43-TR
2018	336020719B	303296	201901	19.80-	0.00	0.00	0.00 CERT	0.00	19.80-TR
2018	336021519RV2	303296	201901	19.80-	0.00	0.00	0.00 CERT	0.00	19.80-TR
2018	336020719B	303297	201901	8.09-	0.00	0.00	0.00 CERT	0.00	8.09-TR
2018	336021519RV2	303297	201901	8.09-	0.00	0.00	0.00 CERT	0.00	8.09-TR
2018	33602072019	303310	201902	1,146.35-	0.00	80.24-	0.00 CERT	0.00	1,226.59-TR
2018	H020119RV762	303310	201902	1,146.35-	0.00	80.24-	0.00 CERT	0.00	1,226.59-TR
2018	33602072019	303311	201902	393.21-	0.00	0.00	0.00 18S3	0.00	393.21-TR
2018	H020119RV762	303311	201902	393.21-	0.00	0.00	0.00 18S3	0.00	393.21-TR
2018	336020719A	304545	201902	28.26-	0.00	1.98-	0.00 CERT	0.00	30.24-TR
2018	336021519RV	304545	201902	28.26-	0.00	1.98-	0.00 CERT	0.00	30.24-TR
2018	33602072019	306780	201901	1,472.25-	0.00	0.00	0.00 CERT	0.00	1,472.25-TR
2018	H020119RV762	306780	201901	1,472.25-	0.00	0.00	0.00 CERT	0.00	1,472.25-TR
2018	33602072019	306841	201901	1,310.79-	0.00	0.00	0.00 CERT	0.00	1,310.79-TR
2018	H020119RV762	306841	201901	1,310.79-	0.00	0.00	0.00 CERT	0.00	1,310.79-TR
2018	336020719B	306945	201901	20.98-	0.00	0.00	0.00 CERT	0.00	20.98-TR
2018	336021519RV2	306945	201901	20.98-	0.00	0.00	0.00 CERT	0.00	20.98-TR
2018	336020719B	306948	201901	11.50-	0.00	0.00	0.00 CERT	0.00	11.50-TR
2018	336021519RV2	306948	201901	11.50-	0.00	0.00	0.00 CERT	0.00	11.50-TR
2018	336020719B	308693	201902	1,465.82-	0.00	102.60-	0.00 CERT	0.00	1,568.42-TR
2018	336021519RV2	308693	201902	1,465.82-	0.00	102.60-	0.00 CERT	0.00	1,568.42-TR

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

YEAR	DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018	336020719A	308907	201902	19.40-	0.00	1.36-	0.00 CERT	0.00	20.76-TR
2018	336021519RV	308907	201902	19.40-	0.00	1.36-	0.00 CERT	0.00	20.76-TR
2018	336020719A	310229	201902	1,245.73-	0.00	87.21-	0.00 CERT	0.00	1,332.94-TR
2018	336021519RV	310229	201902	1,245.73-	0.00	87.21-	0.00 CERT	0.00	1,332.94-TR
2018	336020719A	310256	201902	237.33-	0.00	16.61-	0.00 CERT	0.00	253.94-TR
2018	336021519RV	310256	201902	237.33-	0.00	16.61-	0.00 CERT	0.00	253.94-TR
2018	336020719B	310425	201901	1,272.41-	0.00	0.00	0.00 18S2	0.00	1,272.41-TR
2018	336021519RV2	310425	201901	1,272.41-	0.00	0.00	0.00 18S2	0.00	1,272.41-TR
2018	336020719A	310862	201901	1,597.12-	0.00	0.00	0.00 CERT	0.00	1,597.12-TR
2018	336021519RV	310862	201901	1,597.12-	0.00	0.00	0.00 CERT	0.00	1,597.12-TR
2018	33602072019	310868	201902	1,269.81-	0.00	88.89-	0.00 CERT	0.00	1,358.70-TR
2018	H020119RV762	310868	201902	1,269.81-	0.00	88.89-	0.00 CERT	0.00	1,358.70-TR
2018	336020719A	310914	201902	1,292.61-	0.00	90.47-	0.00 CERT	0.00	1,383.08-TR
2018	336021519RV	310914	201902	1,292.61-	0.00	90.47-	0.00 CERT	0.00	1,383.08-TR
2018	336020719B	310938	201902	1,182.45-	0.00	82.77-	0.00 CERT	0.00	1,265.22-TR
2018	336021519RV2	310938	201902	1,182.45-	0.00	82.77-	0.00 CERT	0.00	1,265.22-TR
2018	336020719A	351000	201901	913.50-	0.00	0.00	0.00 CERT	0.00	913.50-TR
2018	336021519RV	351000	201901	913.50-	0.00	0.00	0.00 CERT	0.00	913.50-TR
2018	336020719B	351110	201901	1,026.36-	0.00	0.00	0.00 18S3	0.00	1,026.36-TR
2018	336021519RV2	351110	201901	1,026.36-	0.00	0.00	0.00 18S3	0.00	1,026.36-TR
2018	336020719A	351238	201901	1,730.27-	0.00	0.00	0.00 CERT	0.00	1,730.27-TR
2018	336021519RV	351238	201901	1,730.27-	0.00	0.00	0.00 CERT	0.00	1,730.27-TR
2018	336020719A	351937	201901	1,337.15-	0.00	0.00	0.00 CERT	0.00	1,337.15-TR
2018	336021519RV	351937	201901	1,337.15-	0.00	0.00	0.00 CERT	0.00	1,337.15-TR
2018	33602072019	358136	201902	1,099.67-	0.00	76.97-	0.00 CERT	0.00	1,176.64-TR
2018	H020119RV762	358136	201902	1,099.67-	0.00	76.97-	0.00 CERT	0.00	1,176.64-TR
2018	336020719A	361895	201901	979.33-	0.00	0.00	0.00 CERT	0.00	979.33-TR
2018	336021519RV	361895	201901	979.33-	0.00	0.00	0.00 CERT	0.00	979.33-TR
2018	336020719A	361901	201901	159.59-	0.00	0.00	0.00 CERT11TX032	0.00	159.59-TR
2018	336021519RV	361901	201901	159.59-	0.00	0.00	0.00 CERT11TX032	0.00	159.59-TR
2018	33602072019	361965	201901	1,862.47-	0.00	0.00	0.00 CERT	0.00	1,862.47-TR
2018	H020119RV762	361965	201901	1,862.47-	0.00	0.00	0.00 CERT	0.00	1,862.47-TR
2018	33602072019	366089	201901	1,405.51-	0.00	0.00	0.00 CERT	0.00	1,405.51-TR
2018	H020119RV762	366089	201901	1,405.51-	0.00	0.00	0.00 CERT	0.00	1,405.51-TR
2018	33602072019	366167	201902	1,271.29-	0.00	88.99-	0.00 CERT	0.00	1,360.28-TR
2018	H020119RV762	366167	201902	1,271.29-	0.00	88.99-	0.00 CERT	0.00	1,360.28-TR
2018	336020719A	366171	201901	1,889.99-	0.00	0.00	0.00 CERT	0.00	1,889.99-TR
2018	336021519RV	366171	201901	1,889.99-	0.00	0.00	0.00 CERT	0.00	1,889.99-TR
2018	33602072019	366366	201902	1,501.25-	0.00	105.09-	0.00 CERT	0.00	1,606.34-TR
2018	H020119RV762	366366	201902	1,501.25-	0.00	105.09-	0.00 CERT	0.00	1,606.34-TR
2018	336020719A	366389	201902	774.38-	0.00	54.21-	0.00 CERT	0.00	828.59-TR
2018	336021519RV	366389	201902	774.38-	0.00	54.21-	0.00 CERT	0.00	828.59-TR
2018	336020719A	366621	201902	3,131.57-	0.00	219.21-	0.00 CERT	0.00	3,350.78-TR
2018	336021519RV	366621	201902	3,131.57-	0.00	219.21-	0.00 CERT	0.00	3,350.78-TR
2018	336020719B	367660	201901	304.29-	0.00	0.00	0.00 CERT	0.00	304.29-TR

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

YEAR DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018 336021519RV2	367660	201901	304.29-	0.00	0.00	0.00 CERT	0.00	304.29-TR
2018 336020719A	372261	201901	1,972.40-	0.00	0.00	0.00 18S1	0.00	1,972.40-TR
2018 336021519RV	372261	201901	1,972.40-	0.00	0.00	0.00 18S1	0.00	1,972.40-TR
2018 336020719B	380481	201901	1,872.90-	0.00	0.00	0.00 CERT	0.00	1,872.90-TR
2018 336021519RV2	380481	201901	1,872.90-	0.00	0.00	0.00 CERT	0.00	1,872.90-TR
2018 336020719A	383751	201902	800.67-	0.00	56.05-	128.51-CERT09TX026	0.00	985.23-TR
2018 336021519RV	383751	201902	800.67-	0.00	56.05-	128.51-CERT09TX026	0.00	985.23-TR
2018 33602072019	384415	201902	965.15-	0.00	67.56-	0.00 CERT	0.00	1,032.71-TR
2018 H020119RV762	384415	201902	965.15-	0.00	67.56-	0.00 CERT	0.00	1,032.71-TR
2018 33602072019	385097	201902	5.32-	0.00	0.37-	0.00 CERT	0.00	5.69-TR
2018 H020119RV762	385097	201902	5.32-	0.00	0.37-	0.00 CERT	0.00	5.69-TR
2018 33602072019	387592	201901	332.70-	0.00	0.00	0.00 CERT	0.00	332.70-TR
2018 H020119RV762	387592	201901	332.70-	0.00	0.00	0.00 CERT	0.00	332.70-TR
2018 844909020519	387687	201901	488.73-	0.00	0.00	0.00 CERT	0.00	488.73-TR
2018 336020719B	388989	201902	2,068.23-	0.00	144.77-	0.00 CERT	0.00	2,213.00-TR
2018 336021519RV2	388989	201902	2,068.23-	0.00	144.77-	0.00 CERT	0.00	2,213.00-TR
2018 336020719A	391352	201902	1,136.06-	0.00	79.53-	0.00 CERT	0.00	1,215.59-TR
2018 336021519RV	391352	201902	1,136.06-	0.00	79.53-	0.00 CERT	0.00	1,215.59-TR
2018 336020719A	393941	201902	1,404.20-	0.00	98.29-	0.00 CERT	0.00	1,502.49-TR
2018 336021519RV	393941	201902	1,404.20-	0.00	98.29-	0.00 CERT	0.00	1,502.49-TR
2018 33602072019	394232	201902	1,853.64-	0.00	129.75-	0.00 CERT	0.00	1,983.39-TR
2018 H020119RV762	394232	201902	1,853.64-	0.00	129.75-	0.00 CERT	0.00	1,983.39-TR
2018 336020719A	394580	201901	61.80-	0.00	0.00	0.00 CERT	0.00	61.80-TR
2018 336021519RV	394580	201901	61.80-	0.00	0.00	0.00 CERT	0.00	61.80-TR
2018 336020719A	397754	201902	124.90-	0.00	8.74-	0.00 CERT	0.00	133.64-TR
2018 336021519RV	397754	201902	124.90-	0.00	8.74-	0.00 CERT	0.00	133.64-TR
2018 336020719A	400280	201901	1,100.88-	0.00	0.00	0.00 CERT	0.00	1,100.88-TR
2018 336021519RV	400280	201901	1,100.88-	0.00	0.00	0.00 CERT	0.00	1,100.88-TR
2018 336020719B	400995	201901	1,724.95-	0.00	0.00	0.00 CERT	0.00	1,724.95-TR
2018 336021519RV2	400995	201901	1,724.95-	0.00	0.00	0.00 CERT	0.00	1,724.95-TR
2018 391022219PHC	400995	201901	1,724.95-	0.00	0.00	0.00 CERT	0.00	1,724.95-RI
2018 33602072019	401075	201901	1,427.36-	0.00	0.00	0.00 CERT	0.00	1,427.36-TR
2018 H020119RV762	401075	201901	1,427.36-	0.00	0.00	0.00 CERT	0.00	1,427.36-TR
2018 33602072019	401232	201902	348.69-	0.00	24.41-	0.00 CERT	0.00	373.10-TR
2018 H020119RV762	401232	201902	348.69-	0.00	24.41-	0.00 CERT	0.00	373.10-TR
2018 336020719B	401634	201901	799.08-	0.00	0.00	0.00 CERT	0.00	799.08-TR
2018 336021519RV2	401634	201901	799.08-	0.00	0.00	0.00 CERT	0.00	799.08-TR
2018 336020719A	404425	201902	102.49-	0.00	7.18-	0.00 CERT	0.00	109.67-TR
2018 336021519RV	404425	201902	102.49-	0.00	7.18-	0.00 CERT	0.00	109.67-TR
2018 391022119PHC	404425	201901	7.18-	0.00	0.00	0.00 CERT	0.00	7.18-RI
2018 336020719B	405228	201902	2,402.27-	0.00	168.16-	0.00 CERT	0.00	2,570.43-TR
2018 336021519RV2	405228	201902	2,402.27-	0.00	168.16-	0.00 CERT	0.00	2,570.43-TR
2018 33602072019	405769	201901	1,953.09-	0.00	0.00	0.00 CERT	0.00	1,953.09-TR
2018 H020119RV762	405769	201901	1,953.09-	0.00	0.00	0.00 CERT	0.00	1,953.09-TR
2018 336020719B	405806	201901	1,906.81-	0.00	0.00	0.00 CERT	0.00	1,906.81-TR

03/07/2019 12:16:17
TC298-M SELECTION: DEPOSIT

3182532

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

PAGE: 626
INCLUDES AG ROLLBACK

YEAR	DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018	336021519RV2	405806	201901	1,906.81-	0.00	0.00	0.00 CERT	0.00	1,906.81-TR
2018	336020719B	405828	201901	2,011.79-	0.00	0.00	0.00 CERT	0.00	2,011.79-TR
2018	336021519RV2	405828	201901	2,011.79-	0.00	0.00	0.00 CERT	0.00	2,011.79-TR
2018	336020719B	405865	201902	5,217.43-	0.00	365.22-	0.00 18S2	0.00	5,582.65-TR
2018	336021519RV2	405865	201902	5,217.43-	0.00	365.22-	0.00 18S2	0.00	5,582.65-TR
2018	33602072019	405867	201902	3,055.15-	0.00	213.86-	0.00 CERT	0.00	3,269.01-TR
2018	H020119RV762	405867	201902	3,055.15-	0.00	213.86-	0.00 CERT	0.00	3,269.01-TR
2018	33602072019	405873	201902	2,826.15-	0.00	197.83-	0.00 CERT	0.00	3,023.98-TR
2018	H020119RV762	405873	201902	2,826.15-	0.00	197.83-	0.00 CERT	0.00	3,023.98-TR
2018	33602072019	405882	201902	2,388.33-	0.00	167.19-	0.00 CERT	0.00	2,555.52-TR
2018	H020119RV762	405882	201902	2,388.33-	0.00	167.19-	0.00 CERT	0.00	2,555.52-TR
2018	336020719B	407180	201902	828.69-	0.00	58.01-	0.00 CERT	0.00	886.70-TR
2018	336021519RV2	407180	201902	828.69-	0.00	58.01-	0.00 CERT	0.00	886.70-TR
2018	844903020119	407343	201901	339.02-	0.00	0.00	0.00 CERT	0.00	339.02-TR
2018	33602072019	407368	201901	1,597.17-	0.00	0.00	0.00 CERT	0.00	1,597.17-TR
2018	H020119RV762	407368	201901	1,597.17-	0.00	0.00	0.00 CERT	0.00	1,597.17-TR
2018	336020719B	412730	201901	275.01-	0.00	0.00	0.00 CERT	0.00	275.01-TR
2018	336021519RV2	412730	201901	275.01-	0.00	0.00	0.00 CERT	0.00	275.01-TR
2018	336020719B	412742	201901	1,700.71-	0.00	0.00	0.00 CERT10TX063	0.00	1,700.71-TR
2018	336021519RV2	412742	201901	1,700.71-	0.00	0.00	0.00 CERT10TX063	0.00	1,700.71-TR
2018	336020719B	412959	201901	6,153.80-	0.00	0.00	0.00 CERT	0.00	6,153.80-TR
2018	336021519RV2	412959	201901	6,153.80-	0.00	0.00	0.00 CERT	0.00	6,153.80-TR
2018	336020719A	414495	201902	404.47-	0.00	28.31-	0.00 CERT	0.00	432.78-TR
2018	336021519RV	414495	201902	404.47-	0.00	28.31-	0.00 CERT	0.00	432.78-TR
2018	336020719A	414496	201902	1,885.37-	0.00	131.97-	0.00 CERT	0.00	2,017.34-TR
2018	336021519RV	414496	201902	1,885.37-	0.00	131.97-	0.00 CERT	0.00	2,017.34-TR
2018	336020719A	414766	201902	1,625.24-	0.00	113.76-	0.00 CERT	0.00	1,739.00-TR
2018	336021519RV	414766	201902	1,625.24-	0.00	113.76-	0.00 CERT	0.00	1,739.00-TR
2018	33602072019	420073	201902	1,631.52-	0.00	114.21-	0.00 CERT	0.00	1,745.73-TR
2018	H020119RV762	420073	201902	1,631.52-	0.00	114.21-	0.00 CERT	0.00	1,745.73-TR
2018	336020719A	420124	201901	1,874.31-	0.00	0.00	0.00 CERT	0.00	1,874.31-TR
2018	336021519RV	420124	201901	1,874.31-	0.00	0.00	0.00 CERT	0.00	1,874.31-TR
2018	336020719A	420166	201902	2,812.22-	0.00	0.00	0.00 18S3	0.00	2,812.22-TR
2018	336021519RV	420166	201902	2,812.22-	0.00	0.00	0.00 18S3	0.00	2,812.22-TR
2018	336020719B	423137	201902	1,149.96-	0.00	80.50-	0.00 CERT	0.00	1,230.46-TR
2018	336021519RV2	423137	201902	1,149.96-	0.00	80.50-	0.00 CERT	0.00	1,230.46-TR
2018	336020719B	423138	201902	271.87-	0.00	19.03-	0.00 CERT	0.00	290.90-TR
2018	336021519RV2	423138	201902	271.87-	0.00	19.03-	0.00 CERT	0.00	290.90-TR
2018	336020719B	423324	201901	21.19-	0.00	0.00	0.00 CERT	0.00	21.19-TR
2018	336021519RV2	423324	201901	21.19-	0.00	0.00	0.00 CERT	0.00	21.19-TR
2018	336020719B	423606	201901	9.02-	0.00	0.00	0.00 CERT	0.00	9.02-TR
2018	336021519RV2	423606	201901	9.02-	0.00	0.00	0.00 CERT	0.00	9.02-TR
2018	33602072019	424620	201901	2,387.88-	0.00	0.00	0.00 CERT	0.00	2,387.88-TR
2018	H020119RV762	424620	201901	2,387.88-	0.00	0.00	0.00 CERT	0.00	2,387.88-TR
2018	33602072019	430767	201901	11.29-	0.00	0.00	0.00 CERT	0.00	11.29-TR

03/07/2019 12:16:17
TC298-M SELECTION: DEPOSIT

3182532

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

PAGE: 627
INCLUDES AG ROLLBACK

YEAR DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018 H020119RV762	430767	201901	11.29-	0.00	0.00	0.00 CERT	0.00	11.29-TR
2018 336020719B	433503	201902	86.47-	0.00	6.06-	0.00 CERT	0.00	92.53-TR
2018 336021519RV2	433503	201902	86.47-	0.00	6.06-	0.00 CERT	0.00	92.53-TR
2018 336020719B	433603	201901	291.29-	0.00	0.00	0.00 CERT	0.00	291.29-TR
2018 336021519RV2	433603	201901	291.29-	0.00	0.00	0.00 CERT	0.00	291.29-TR
2018 336020719B	436271	201902	257.13-	0.00	18.00-	0.00 CERT	0.00	275.13-TR
2018 336021519RV2	436271	201902	257.13-	0.00	18.00-	0.00 CERT	0.00	275.13-TR
2018 33602072019	436375	201901	1,855.36-	0.00	0.00	0.00 CERT	0.00	1,855.36-TR
2018 H020119RV762	436375	201901	1,855.36-	0.00	0.00	0.00 CERT	0.00	1,855.36-TR
2018 336020719A	440112	201902	8.26-	0.00	0.58-	0.00 CERT	0.00	8.84-TR
2018 336021519RV	440112	201902	8.26-	0.00	0.58-	0.00 CERT	0.00	8.84-TR
2018 336020719B	504188	201901	218.01-	0.00	0.00	0.00 CERT	0.00	218.01-TR
2018 336021519RV2	504188	201901	218.01-	0.00	0.00	0.00 CERT	0.00	218.01-TR
2018 336020719B	506213	201901	53.24-	0.00	0.00	0.00 CERT	0.00	53.24-TR
2018 336021519RV2	506213	201901	53.24-	0.00	0.00	0.00 CERT	0.00	53.24-TR
2018 336020719B	508778	201901	3,016.31-	0.00	0.00	0.00 CERT	0.00	3,016.31-TR
2018 336021519RV2	508778	201901	3,016.31-	0.00	0.00	0.00 CERT	0.00	3,016.31-TR
2018 336020719B	509867	201901	604.26-	0.00	0.00	0.00 CERT	0.00	604.26-TR
2018 336021519RV2	509867	201901	604.26-	0.00	0.00	0.00 CERT	0.00	604.26-TR
2018 336020719B	511229	201902	392.78-	0.00	27.50-	0.00 18S110TX079	0.00	420.28-TR
2018 336021519RV2	511229	201902	392.78-	0.00	27.50-	0.00 18S110TX079	0.00	420.28-TR
2018 336020719B	511916	201901	87.85-	0.00	0.00	0.00 CERT	0.00	87.85-TR
2018 336021519RV2	511916	201901	87.85-	0.00	0.00	0.00 CERT	0.00	87.85-TR
2018 33602072019	511950	201901	1,597.47-	0.00	0.00	0.00 CERT	0.00	1,597.47-TR
2018 H020119RV762	511950	201901	1,597.47-	0.00	0.00	0.00 CERT	0.00	1,597.47-TR
2018 336020719A	511951	201901	2,694.96-	0.00	0.00	0.00 CERT	0.00	2,694.96-TR
2018 336021519RV	511951	201901	2,694.96-	0.00	0.00	0.00 CERT	0.00	2,694.96-TR
2018 336020719B	513649	201901	2,129.56-	0.00	0.00	0.00 CERT	0.00	2,129.56-TR
2018 336021519RV2	513649	201901	2,129.56-	0.00	0.00	0.00 CERT	0.00	2,129.56-TR
2018 336020719A	513678	201901	884.94-	0.00	0.00	0.00 CERT	0.00	884.94-TR
2018 336021519RV	513678	201901	884.94-	0.00	0.00	0.00 CERT	0.00	884.94-TR
2018 336020719A	514283	201902	12,839.13-	0.00	898.74-	0.00 18S1	0.00	13,737.87-TR
2018 336021519RV	514283	201902	12,839.13-	0.00	898.74-	0.00 18S1	0.00	13,737.87-TR
2018 33602072019	516470	201901	610.81-	0.00	0.00	0.00 CERT	0.00	610.81-TR
2018 H020119RV762	516470	201901	610.81-	0.00	0.00	0.00 CERT	0.00	610.81-TR
2018 336020719B	518317	201902	2,512.80-	0.00	175.90-	0.00 CERT	0.00	2,688.70-TR
2018 336021519RV2	518317	201902	2,512.80-	0.00	175.90-	0.00 CERT	0.00	2,688.70-TR
2018 33602072019	518354	201902	2,336.95-	0.00	163.58-	0.00 CERT	0.00	2,500.53-TR
2018 H020119RV762	518354	201902	2,336.95-	0.00	163.58-	0.00 CERT	0.00	2,500.53-TR
2018 336020719B	519035	201901	5.16-	0.00	0.00	0.00 CERT	0.00	5.16-TR
2018 336021519RV2	519035	201901	5.16-	0.00	0.00	0.00 CERT	0.00	5.16-TR
2018 33602072019	522409	201901	1,501.73-	0.00	0.00	0.00 CERT	0.00	1,501.73-TR
2018 H020119RV762	522409	201901	1,501.73-	0.00	0.00	0.00 CERT	0.00	1,501.73-TR
2018 336020719B	522421	201902	1,660.78-	0.00	116.26-	0.00 CERT	0.00	1,777.04-TR
2018 336021519RV2	522421	201902	1,660.78-	0.00	116.26-	0.00 CERT	0.00	1,777.04-TR

03/07/2019 12:16:17
TC298-M SELECTION: DEPOSIT

3182532

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

PAGE: 628
INCLUDES AG ROLLBACK

YEAR	DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018	336020719B	522457	201901	2,019.21-	0.00	0.00	0.00 CERT	0.00	2,019.21-TR
2018	336021519RV2	522457	201901	2,019.21-	0.00	0.00	0.00 CERT	0.00	2,019.21-TR
2018	336020719A	523868	201902	1,963.74-	0.00	137.46-	0.00 CERT	0.00	2,101.20-TR
2018	336021519RV	523868	201902	1,963.74-	0.00	137.46-	0.00 CERT	0.00	2,101.20-TR
2018	336020719B	524736	201901	2,512.89-	0.00	0.00	0.00 CERT	0.00	2,512.89-TR
2018	336021519RV2	524736	201901	2,512.89-	0.00	0.00	0.00 CERT	0.00	2,512.89-TR
2018	336020719A	601081	201901	951.65-	0.00	0.00	0.00 CERT	0.00	951.65-TR
2018	336021519RV	601081	201901	951.65-	0.00	0.00	0.00 CERT	0.00	951.65-TR
2018	33602072019	601948	201902	1,674.83-	0.00	117.24-	0.00 CERT	0.00	1,792.07-TR
2018	H020119RV762	601948	201902	1,674.83-	0.00	117.24-	0.00 CERT	0.00	1,792.07-TR
2018	33602072019	605181	201902	1,763.33-	0.00	123.43-	0.00 CERT	0.00	1,886.76-TR
2018	H020119RV762	605181	201902	1,763.33-	0.00	123.43-	0.00 CERT	0.00	1,886.76-TR
2018	336020719B	605188	201902	1,751.38-	0.00	122.59-	0.00 CERT	0.00	1,873.97-TR
2018	336021519RV2	605188	201902	1,751.38-	0.00	122.59-	0.00 CERT	0.00	1,873.97-TR
2018	336020719A	605214	201901	2,688.31-	0.00	0.00	0.00 CERT	0.00	2,688.31-TR
2018	336021519RV	605214	201901	2,688.31-	0.00	0.00	0.00 CERT	0.00	2,688.31-TR
2018	336020719A	606658	201901	1,815.41-	0.00	0.00	0.00 CERT	0.00	1,815.41-TR
2018	336021519RV	606658	201901	1,815.41-	0.00	0.00	0.00 CERT	0.00	1,815.41-TR
2018	33602072019	606743	201902	2,423.25-	0.00	169.62-	0.00 CERT	0.00	2,592.87-TR
2018	H020119RV762	606743	201902	2,423.25-	0.00	169.62-	0.00 CERT	0.00	2,592.87-TR
2018	33602072019	612537	201902	884.27-	0.00	61.90-	0.00 CERT	0.00	946.17-TR
2018	H020119RV762	612537	201902	884.27-	0.00	61.90-	0.00 CERT	0.00	946.17-TR
2018	336020719B	613498	201902	268.54-	0.00	18.79-	0.00 CERT	0.00	287.33-TR
2018	336021519RV2	613498	201902	268.54-	0.00	18.79-	0.00 CERT	0.00	287.33-TR
2018	336020719B	613522	201902	281.17-	0.00	19.68-	0.00 CERT	0.00	300.85-TR
2018	336021519RV2	613522	201902	281.17-	0.00	19.68-	0.00 CERT	0.00	300.85-TR
2018	336020719B	613534	201902	277.09-	0.00	19.40-	0.00 CERT	0.00	296.49-TR
2018	336021519RV2	613534	201902	277.09-	0.00	19.40-	0.00 CERT	0.00	296.49-TR
2018	336020719B	613546	201902	267.54-	0.00	18.73-	0.00 CERT	0.00	286.27-TR
2018	336021519RV2	613546	201902	267.54-	0.00	18.73-	0.00 CERT	0.00	286.27-TR
2018	336020719B	613549	201902	1,797.54-	0.00	125.83-	0.00 CERT	0.00	1,923.37-TR
2018	336021519RV2	613549	201902	1,797.54-	0.00	125.83-	0.00 CERT	0.00	1,923.37-TR
2018	336020719B	613552	201902	276.54-	0.00	19.36-	0.00 CERT	0.00	295.90-TR
2018	336021519RV2	613552	201902	276.54-	0.00	19.36-	0.00 CERT	0.00	295.90-TR
2018	336020719B	613553	201902	276.54-	0.00	19.36-	0.00 CERT	0.00	295.90-TR
2018	336021519RV2	613553	201902	276.54-	0.00	19.36-	0.00 CERT	0.00	295.90-TR
2018	336020719B	613559	201902	280.04-	0.00	19.59-	0.00 CERT	0.00	299.63-TR
2018	336021519RV2	613559	201902	280.04-	0.00	19.59-	0.00 CERT	0.00	299.63-TR
2018	336020719B	700031	201902	79.86-	0.00	5.59-	0.00 CERT	0.00	85.45-TR
2018	336021519RV2	700031	201902	79.86-	0.00	5.59-	0.00 CERT	0.00	85.45-TR
2018	336020719B	702244	201902	164.74-	0.00	11.53-	0.00 CERT	0.00	176.27-TR
2018	336021519RV2	702244	201902	164.74-	0.00	11.53-	0.00 CERT	0.00	176.27-TR
2018	336020719B	704985	201901	2,235.62-	0.00	0.00	0.00 CERT	0.00	2,235.62-TR
2018	336021519RV2	704985	201901	2,235.62-	0.00	0.00	0.00 CERT	0.00	2,235.62-TR
2018	336020719A	707977	201902	2,581.55-	0.00	180.71-	0.00 CERT	0.00	2,762.26-TR

03/07/2019 12:16:17
TC298-M SELECTION: DEPOSIT

3182532

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

PAGE: 629
INCLUDES AG ROLLBACK

YEAR DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018 336021519RV	707977	201902	2,581.55-	0.00	180.71-	0.00 CERT	0.00	2,762.26-TR
2018 336020719A	708706	201902	124.84-	0.00	8.74-	0.00 CERT	0.00	133.58-TR
2018 336021519RV	708706	201902	124.84-	0.00	8.74-	0.00 CERT	0.00	133.58-TR
2018 336020719A	708871	201902	94.15-	0.00	6.58-	0.00 CERT	0.00	100.73-TR
2018 336021519RV	708871	201902	94.15-	0.00	6.58-	0.00 CERT	0.00	100.73-TR
2018 336020719B	709416	201902	35.37-	0.00	2.48-	0.00 CERT	0.00	37.85-TR
2018 336021519RV2	709416	201902	35.37-	0.00	2.48-	0.00 CERT	0.00	37.85-TR
2018 336020719A	710640	201902	69.65-	0.00	4.88-	0.00 CERT	0.00	74.53-TR
2018 336021519RV	710640	201902	69.65-	0.00	4.88-	0.00 CERT	0.00	74.53-TR
2018 336020719B	712307	201902	11.35-	0.00	0.79-	0.00 CERT	0.00	12.14-TR
2018 336021519RV2	712307	201902	11.35-	0.00	0.79-	0.00 CERT	0.00	12.14-TR
2018 336020719A	712858	201902	318.99-	0.00	22.33-	0.00 CERT	0.00	341.32-TR
2018 336021519RV	712858	201902	318.99-	0.00	22.33-	0.00 CERT	0.00	341.32-TR
2018 33602072019	713004	201901	99.56-	0.00	0.00	0.00 CERT	0.00	99.56-TR
2018 H020119RV762	713004	201901	99.56-	0.00	0.00	0.00 CERT	0.00	99.56-TR
2018 336020719A	713074	201902	92.84-	0.00	6.50-	0.00 CERT	0.00	99.34-TR
2018 336021519RV	713074	201902	92.84-	0.00	6.50-	0.00 CERT	0.00	99.34-TR
2018 336020719B	713592	201902	1,614.04-	0.00	112.98-	0.00 CERT	0.00	1,727.02-TR
2018 336021519RV2	713592	201902	1,614.04-	0.00	112.98-	0.00 CERT	0.00	1,727.02-TR
2018 336020719B	718985	201902	447.50-	0.00	31.33-	0.00 CERT	0.00	478.83-TR
2018 336021519RV2	718985	201902	447.50-	0.00	31.33-	0.00 CERT	0.00	478.83-TR
2018 336020719B	720765	201902	366.61-	0.00	25.66-	0.00 CERT	0.00	392.27-TR
2018 336021519RV2	720765	201902	366.61-	0.00	25.66-	0.00 CERT	0.00	392.27-TR
2018 336020719B	720773	201902	366.61-	0.00	25.66-	0.00 CERT	0.00	392.27-TR
2018 336021519RV2	720773	201902	366.61-	0.00	25.66-	0.00 CERT	0.00	392.27-TR
2018 336020719B	720779	201902	366.56-	0.00	25.65-	0.00 CERT	0.00	392.21-TR
2018 336021519RV2	720779	201902	366.56-	0.00	25.65-	0.00 CERT	0.00	392.21-TR
2018 336020719B	720780	201902	366.61-	0.00	25.66-	0.00 CERT	0.00	392.27-TR
2018 336021519RV2	720780	201902	366.61-	0.00	25.66-	0.00 CERT	0.00	392.27-TR
2018 336020719B	720782	201902	486.81-	0.00	34.08-	0.00 CERT	0.00	520.89-TR
2018 336021519RV2	720782	201902	486.81-	0.00	34.08-	0.00 CERT	0.00	520.89-TR
2018 336020719B	720783	201902	471.63-	0.00	33.02-	0.00 CERT	0.00	504.65-TR
2018 336021519RV2	720783	201902	471.63-	0.00	33.02-	0.00 CERT	0.00	504.65-TR
2018 336020719B	720788	201902	366.61-	0.00	25.66-	0.00 CERT	0.00	392.27-TR
2018 336021519RV2	720788	201902	366.61-	0.00	25.66-	0.00 CERT	0.00	392.27-TR
2018 336020719B	720789	201902	366.61-	0.00	25.66-	0.00 CERT	0.00	392.27-TR
2018 336021519RV2	720789	201902	366.61-	0.00	25.66-	0.00 CERT	0.00	392.27-TR
2018 336020719A	726154	201902	3.14-	0.00	0.00	0.00 CERT	0.00	3.14-TR
2018 336021519RV	726154	201902	3.14-	0.00	0.00	0.00 CERT	0.00	3.14-TR
2018 336020719B	726965	201901	205.50-	0.00	0.00	0.00 CERT	0.00	205.50-TR
2018 336021519RV2	726965	201901	205.50-	0.00	0.00	0.00 CERT	0.00	205.50-TR
2018 336020719A	9903556	201902	18.96-	0.00	1.33-	0.00 CERT	0.00	20.29-TR
2018 336021519RV	9903556	201902	18.96-	0.00	1.33-	0.00 CERT	0.00	20.29-TR
2018 336020719A	9906303	201902	881.94-	0.00	61.74-	0.00 CERT	0.00	943.68-TR
2018 336021519RV	9906303	201902	881.94-	0.00	61.74-	0.00 CERT	0.00	943.68-TR

TAX COLLECTION SYSTEM
 DEPOSIT DISTRIBUTION
 REVERSALS DETAIL SCHEDULE
 FROM: 02/01/2019 THRU 02/28/2019
 JURISDICTION: 337 FRIENDWD CITY

YEAR	DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018	33602072019	9909709	201901	4.27-	0.00	0.00	0.00 CERT	0.00	4.27-TR
2018	H020119RV762	9909709	201901	4.27-	0.00	0.00	0.00 CERT	0.00	4.27-TR
2018	336020719B	9909727	201902	17.96-	0.00	1.26-	0.00 CERT	0.00	19.22-TR
2018	336021519RV2	9909727	201902	17.96-	0.00	1.26-	0.00 CERT	0.00	19.22-TR
2018	336020719A	9909732	201902	452.30-	0.00	31.66-	0.00 CERT	0.00	483.96-TR
2018	336021519RV	9909732	201902	452.30-	0.00	31.66-	0.00 CERT	0.00	483.96-TR
2018	336020719A	9909743	201902	3,410.37-	0.00	238.73-	0.00 CERT	0.00	3,649.10-TR
2018	336021519RV	9909743	201902	3,410.37-	0.00	238.73-	0.00 CERT	0.00	3,649.10-TR
2018	336020719A	H0152087	201902	14.80-	0.00	1.04-	0.00 HS01	0.00	15.84-TR
2018	336021519RV	H0152087	201902	14.80-	0.00	1.04-	0.00 HS01	0.00	15.84-TR
2018	336020719A	H0152339	201902	9.43-	0.00	0.66-	0.00 HS01	0.00	10.09-TR
2018	336021519RV	H0152339	201902	9.43-	0.00	0.66-	0.00 HS01	0.00	10.09-TR
2018	336020719A	H0152380	201902	5.72-	0.00	0.40-	0.00 HS01	0.00	6.12-TR
2018	336021519RV	H0152380	201902	5.72-	0.00	0.40-	0.00 HS01	0.00	6.12-TR
2018	336020719A	H0556208	201902	11.50-	0.00	0.75-	0.00 HS2	0.00	12.25-TR
2018	336021519RV	H0556208	201902	11.50-	0.00	0.75-	0.00 HS2	0.00	12.25-TR
2018	336020719A	H0716295	201902	64.10-	0.00	4.48-	0.00 CERT	0.00	68.58-TR
2018	336021519RV	H0716295	201902	64.10-	0.00	4.48-	0.00 CERT	0.00	68.58-TR
2018	391022119PHC	H0716295	201901	4.48-	0.00	0.00	0.00 CERT	0.00	4.48-RI
2018	336020719B	H0768809	201901	7.02-	0.00	0.00	0.00 HS04	0.00	7.02-TR
2018	336021519RV2	H0768809	201901	7.02-	0.00	0.00	0.00 HS04	0.00	7.02-TR
2018	336020719B	H0884134	201901	146.50-	0.00	0.00	0.00 HS04	0.00	146.50-TR
2018	336021519RV2	H0884134	201901	146.50-	0.00	0.00	0.00 HS04	0.00	146.50-TR
2018	33602072019	H0896046	201902	2.72-	0.00	0.00	0.00 HS01	0.00	2.72-TR
2018	H020119RV762	H0896046	201902	2.72-	0.00	0.00	0.00 HS01	0.00	2.72-TR
2018	33602072019	H2044617	201901	575.99-	0.00	0.00	0.00 CERT	0.00	575.99-TR
2018	H020119RV762	H2044617	201901	575.99-	0.00	0.00	0.00 CERT	0.00	575.99-TR
2018	33602072019	H2098492	201901	17.09-	0.00	0.00	0.00 HS01	0.00	17.09-TR
2018	H020119RV762	H2098492	201901	17.09-	0.00	0.00	0.00 HS01	0.00	17.09-TR
2018	336020719B	H21433150	201901	166.49-	0.00	0.00	0.00 HS04	0.00	166.49-TR
2018	336021519RV2	H21433150	201901	166.49-	0.00	0.00	0.00 HS04	0.00	166.49-TR
2018	336020719A	H2164296	201902	595.04-	0.00	41.65-	0.00 HS01	0.00	636.69-TR
2018	336021519RV	H2164296	201902	595.04-	0.00	41.65-	0.00 HS01	0.00	636.69-TR
2018	336020719A	H2164297	201902	627.83-	0.00	43.94-	0.00 HS01	0.00	671.77-TR
2018	336021519RV	H2164297	201902	627.83-	0.00	43.94-	0.00 HS01	0.00	671.77-TR
2018	336020719A	H2164298	201902	652.85-	0.00	45.70-	0.00 HS01	0.00	698.55-TR
2018	336021519RV	H2164298	201902	652.85-	0.00	45.70-	0.00 HS01	0.00	698.55-TR
2018	336020719A	H2164300	201902	420.29-	0.00	29.42-	0.00 HS01	0.00	449.71-TR
2018	336021519RV	H2164300	201902	420.29-	0.00	29.42-	0.00 HS01	0.00	449.71-TR
2018	336020719A	H2164301	201902	698.43-	0.00	48.89-	0.00 HS01	0.00	747.32-TR
2018	336021519RV	H2164301	201902	698.43-	0.00	48.89-	0.00 HS01	0.00	747.32-TR
2018	336020719A	H2164302	201902	3,697.88-	0.00	258.85-	0.00 HS01	0.00	3,956.73-TR
2018	336021519RV	H2164302	201902	3,697.88-	0.00	258.85-	0.00 HS01	0.00	3,956.73-TR
2018	336020719A	H2164303	201902	2,946.30-	0.00	206.25-	0.00 HS01	0.00	3,152.55-TR
2018	336021519RV	H2164303	201902	2,946.30-	0.00	206.25-	0.00 HS01	0.00	3,152.55-TR

03/07/2019 12:16:17
TC298-M SELECTION: DEPOSIT

3182532

TAX COLLECTION SYSTEM
DEPOSIT DISTRIBUTION
REVERSALS DETAIL SCHEDULE
FROM: 02/01/2019 THRU 02/28/2019
JURISDICTION: 337 FRIENDWD CITY

PAGE: 631
INCLUDES AG ROLLBACK

YEAR DEPOSIT	ACCOUNT NUMBER	EFF YR/MO	LEVY PAID	DISCOUNT GIVEN	PENALTY INTEREST	ATTORNEY CAUSE /REV	REFUND AMOUNT	PAYMENT AMOUNT CAT
2018 336020719A	H2164307	201902	555.77-	0.00	38.91-	0.00 HS01	0.00	594.68-TR
2018 336021519RV	H2164307	201902	555.77-	0.00	38.91-	0.00 HS01	0.00	594.68-TR
2018 336020719A	H2164308	201902	909.59-	0.00	63.67-	0.00 HS01	0.00	973.26-TR
2018 336021519RV	H2164308	201902	909.59-	0.00	63.67-	0.00 HS01	0.00	973.26-TR
2018 336020719A	H2164309	201902	462.08-	0.00	32.35-	0.00 HS01	0.00	494.43-TR
2018 336021519RV	H2164309	201902	462.08-	0.00	32.35-	0.00 HS01	0.00	494.43-TR
2018 336020719A	H2164310	201902	364.52-	0.00	25.51-	0.00 HS01	0.00	390.03-TR
2018 336021519RV	H2164310	201902	364.52-	0.00	25.51-	0.00 HS01	0.00	390.03-TR
2018 864020819CHC	H2205632	201901	116.64-	0.00	0.00	0.00 CERT	0.00	116.64-TR
2018 336020719B	H330620000011	201901	2.66-	0.00	0.00	0.00 CERT	0.00	2.66-TR
2018 336021519RV2	H330620000011	201901	2.66-	0.00	0.00	0.00 CERT	0.00	2.66-TR
2018 336020719B	H402130000055	201901	7.23-	0.00	0.00	0.00 CERT	0.00	7.23-TR
2018 336021519RV2	H402130000055	201901	7.23-	0.00	0.00	0.00 CERT	0.00	7.23-TR
2018 336020719A	H402130000110	201901	73.04-	0.00	0.00	0.00 CERT	0.00	73.04-TR
2018 336021519RV	H402130000110	201901	73.04-	0.00	0.00	0.00 CERT	0.00	73.04-TR
2018 336020719B	H410440020003	201901	19.75-	0.00	0.00	0.00 CERT	0.00	19.75-TR
2018 336021519RV2	H410440020003	201901	19.75-	0.00	0.00	0.00 CERT	0.00	19.75-TR
2018 336020719B	H450970000004	201901	6.10-	0.00	0.00	0.00 HS2	0.00	6.10-TR
2018 336021519RV2	H450970000004	201901	6.10-	0.00	0.00	0.00 HS2	0.00	6.10-TR
2018 TOTAL			716,908.71-	0.00	24,941.22-	257.02-	0.00	742,106.95-
TOTAL REVERSALS			727,690.74-	0.00	25,520.06-	335.12-	0.00	753,545.92-

03/07/2019 14:33:2
TC168

3182534

TAX COLLECTION SYSTEM
TAX COLLECTOR MONTHLY REPORT
FROM 08/01/2018 TO 02/28/2019

INCLUDES AG ROLLBACK

PAGE: 21

FISCAL START: 08/01/2018 END: 07/31/2019 JURISDICTION: 0337 FRIENDWD CITY

	CERT TAXABLE VALUE	ADJUSTMENTS	ADJ TAX VALUE	TAX RATE	TAX LEVY	PAID ACCTS
CURRENT YEAR	3,292,414,186	165,262,620	3,457,676,806	00.532391	17,987,675.49	15,062

YEAR	TAXES DUE	MONTH ADJ	ADJUSTMENT YTD	LEVY PAID	PAID YTD	BALANCE	COLL %	YTD UNCOLL
2018	17,123,229.32	864,446.17	864,446.17	16,901,713.83	16,901,713.83	1,085,961.66	93.96	7.99-
2017	166,852.29	9,025.97-	9,025.97-	100,640.76	100,640.76	57,185.56	63.77	0.00
2016	44,211.77	1,106.72	1,106.72	16,306.05	16,306.05	29,012.44	35.98	0.00
2015	21,670.94	3,509.36	3,509.36	6,656.81	6,656.81	18,523.49	26.44	0.00
2014	22,349.21	1,954.23	1,954.23	5,342.64	5,342.64	18,960.80	21.98	0.00
2013	17,333.06	1,146.66	1,146.66	3,664.37	3,664.37	14,815.35	19.83	0.00
2012	13,775.53	.00	0.00	1,279.85	1,279.85	12,495.68	9.29	0.00
2011	13,156.57	.00	0.00	1,280.70	1,280.70	11,875.87	9.73	0.00
2010	12,173.22	.00	0.00	1,133.39	1,133.39	11,039.83	9.31	0.00
2009	13,941.29	.00	0.00	1,332.17	1,332.17	12,609.12	9.56	0.00
2008	10,617.22	.00	0.00	1,389.01	1,389.01	9,228.21	13.08	0.00
2007	3,846.68	.00	0.00	1,236.68	1,236.68	2,610.00	32.15	0.00
2006	3,780.84	.00	0.00	987.61	987.61	2,793.23	26.12	0.00
2005	2,416.01	.00	0.00	987.61	987.61	1,428.40	40.88	0.00
2004	650.49	.00	0.00	0.00	0.00	650.49		0.00
2003	647.12	.00	0.00	0.00	0.00	647.12		0.00
2002	924.85	.00	0.00	0.00	0.00	924.85		0.00
2001	941.66	.00	0.00	0.00	0.00	941.66		0.00
2000	996.69	.00	0.00	0.00	0.00	996.69		0.00
1999	481.49	.00	0.00	0.00	0.00	481.49		0.00
1998	551.21	.00	0.00	0.00	0.00	551.21		0.00
1997	0.00	.00	0.00	0.00	0.00	0.00		0.00
****	17,474,547.46	863,137.17	863,137.17	17,043,951.48	17,043,951.48	1,293,733.15		7.99-

03/07/2019 14:12:0
TC160

ALL PROPERTY

TAX COLLECTION SYSTEM
SUPPLEMENTAL / ADJUSTMENT CONTROL TOTALS
FOR TAX YEAR: 2018
JURISDICTION: 0337 FRIENDWD CITY

PAGE: 218
INCLUDES AG ROLLBACK

	CERTIFIED ROLL -----	ROLL AS OF 08/01/2018 -----	SUPPLEMENTALS THIS PERIOD -----	ADJUSTMENTS THIS PERIOD -----	NET CHANGE THIS PERIOD -----	ROLL AS OF 02/28/2019 -----
LAND VALUE	4,207,374,518	3,589,474,109	70,163,273	231,285-	69,931,988	3,659,406,097
AG EXCLUSION	23,842,910	23,842,910	1,069,544	0	1,069,544	24,912,454
IMPROVEMENTS	617,900,409	617,900,409	180,796,199	424,140-	180,372,059	798,272,468
APPRAISED VALUE	4,207,374,518	4,207,374,518	250,959,472	655,425-	250,304,047	4,457,678,565
EXEMPTIONS	891,117,422	891,117,422	78,763,365	5,208,518	85,041,427	976,158,849
TAXABLE VALUE	3,292,414,186	3,292,414,186	171,126,563	5,863,943-	165,262,620	3,457,676,806
LEVY	17,123,229.32	17,123,229.32	1,138,631.63	274,185.46-	864,446.17	17,987,675.49
UNCOLLECTIBLE	.00	7.99	.00	.00	.00	7.99
RECEIVABLE					.00	
EXEMPTION COUNTS:						
HOMESTEADS	10,001	10,001	482	21	23	10,024
OVER 65	2,897	2,897	143	29	33	2,930
DISABLED	0	0	2	2	2	2
VETERAN	204	204	16	4-	5-	199
TOTAL EXEMPT	0	0	0	0	0	0

03/07/2019 14:12:0
TC160

ALL PROPERTY

TAX COLLECTION SYSTEM
SUPPLEMENTAL / ADJUSTMENT CONTROL TOTALS
FOR TAX YEAR: 2017
JURISDICTION: 0337 FRIENDWD CITY

PAGE: 219
INCLUDES AG ROLLBACK

	CERTIFIED ROLL	ROLL AS OF 08/01/2018	SUPPLEMENTALS THIS PERIOD	ADJUSTMENTS THIS PERIOD	NET CHANGE THIS PERIOD	ROLL AS OF 02/28/2019
	-----	-----	-----	-----	-----	-----
LAND VALUE	4,271,816,787	3,655,904,976	2,176,969	186,620-	1,990,349	3,657,895,325
AG EXCLUSION	18,989,755	18,989,755	0	0	0	18,989,755
IMPROVEMENTS	615,911,811	615,911,811	219,870	821,948-	602,078-	615,309,733
APPRAISED VALUE	4,271,816,787	4,271,816,787	2,396,839	1,008,568-	1,388,271	4,273,205,058
EXEMPTIONS	988,826,434	988,826,434	2,364,469	910,113	3,274,582	992,101,016
TAXABLE VALUE	3,264,000,598	3,264,000,598	32,370	1,918,681-	1,886,311-	3,262,114,287
LEVY	166,852.29	166,852.29	177.28	9,203.25-	9,025.97-	157,826.32
UNCOLLECTIBLE	.00	.00	.00	.00	.00	.00
RECEIVABLE					.00	
EXEMPTION COUNTS:						
HOMESTEADS	10,005	10,005	0	5	5	10,010
OVER 65	2,854	2,854	0	9	9	2,863
DISABLED	0	0	0	2	2	2
VETERAN	207	207	0	0	0	207
TOTAL EXEMPT	647	647	0	0	0	647

03/07/2019 14:12:0
TC160

ALL PROPERTY

TAX COLLECTION SYSTEM
SUPPLEMENTAL / ADJUSTMENT CONTROL TOTALS
FOR TAX YEAR: 2016
JURISDICTION: 0337 FRIENDWD CITY

PAGE: 220
INCLUDES AG ROLLBACK

	CERTIFIED ROLL -----	ROLL AS OF 08/01/2018 -----	SUPPLEMENTALS THIS PERIOD -----	ADJUSTMENTS THIS PERIOD -----	NET CHANGE THIS PERIOD -----	ROLL AS OF 02/28/2019 -----
LAND VALUE	3,999,127,118	3,429,239,107	1,872,769	730-	1,872,039	3,431,111,146
AG EXCLUSION	13,436,213	13,436,213	0	0	0	13,436,213
IMPROVEMENTS	569,888,011	569,888,011	0	39,706-	39,706-	569,848,305
APPRAISED VALUE	3,999,127,118	3,999,127,118	1,872,769	40,436-	1,832,333	4,000,959,451
EXEMPTIONS	968,850,710	968,850,710	1,872,769	109,139-	1,763,630	970,614,340
TAXABLE VALUE	3,016,840,195	3,016,840,195	0	68,703	68,703	3,016,908,898
LEVY	44,211.77	44,211.77	.00	1,106.72	1,106.72	45,318.49
UNCOLLECTIBLE	.00	.00	.00	.00	.00	.00
RECEIVABLE					.00	
EXEMPTION COUNTS:						
HOMESTEADS	9,913	9,913	0	5-	5-	9,908
OVER 65	2,721	2,721	0	3	3	2,724
DISABLED	0	0	0	1	1	1
VETERAN	242	242	0	0	0	242
TOTAL EXEMPT	642	642	0	0	0	642

03/07/2019 14:12:0
TC160

ALL PROPERTY

TAX COLLECTION SYSTEM
SUPPLEMENTAL / ADJUSTMENT CONTROL TOTALS
FOR TAX YEAR: 2015
JURISDICTION: 0337 FRIENDWD CITY

PAGE: 221
INCLUDES AG ROLLBACK

	CERTIFIED ROLL	ROLL AS OF 08/01/2018	SUPPLEMENTALS THIS PERIOD	ADJUSTMENTS THIS PERIOD	NET CHANGE THIS PERIOD	ROLL AS OF 02/28/2019
LAND VALUE	3,624,772,568	3,125,559,710	1,872,729	730-	1,871,999	3,127,431,709
AG EXCLUSION	17,997,504	17,997,504	0	0	0	17,997,504
IMPROVEMENTS	499,212,858	499,212,858	0	0	0	499,212,858
APPRAISED VALUE	3,624,772,568	3,624,772,568	1,872,729	730-	1,871,999	3,626,644,567
EXEMPTIONS	906,250,004	906,250,004	1,872,729	497,279-	1,375,450	907,625,454
TAXABLE VALUE	2,700,525,060	2,700,525,060	0	496,549	496,549	2,701,021,609
LEVY	21,670.94	21,670.94	.00	3,509.36	3,509.36	25,180.30
UNCOLLECTIBLE	.00	.00	.00	.00	.00	.00
RECEIVABLE					.00	
EXEMPTION COUNTS:						
HOMESTEADS	9,425	9,425	0	8-	8-	9,417
OVER 65	2,517	2,517	0	3-	3-	2,514
DISABLED	170	170	0	0	0	170
VETERAN	231	231	0	0	0	231
TOTAL EXEMPT	632	632	0	0	0	632

ALL PROPERTY

TAX COLLECTION SYSTEM
SUPPLEMENTAL / ADJUSTMENT CONTROL TOTALS
FOR TAX YEAR: 2014
JURISDICTION: 0337 FRIENDWD CITY

PAGE: 222
INCLUDES AG ROLLBACK

	CERTIFIED ROLL -----	ROLL AS OF 08/01/2018 -----	SUPPLEMENTALS THIS PERIOD -----	ADJUSTMENTS THIS PERIOD -----	NET CHANGE THIS PERIOD -----	ROLL AS OF 02/28/2019 -----
LAND VALUE	3,220,611,338	2,761,917,896	1,872,729	730-	1,871,999	2,763,789,895
AG EXCLUSION	22,656,763	22,656,763	0	0	0	22,656,763
IMPROVEMENTS	458,693,442	458,693,442	0	0	0	458,693,442
APPRAISED VALUE	3,220,611,338	3,220,611,338	1,872,729	730-	1,871,999	3,222,483,337
EXEMPTIONS	739,118,459	739,118,459	1,872,729	253,476-	1,619,253	740,737,712
TAXABLE VALUE	2,458,836,116	2,458,836,116	0	252,746	252,746	2,459,088,862
LEVY	22,349.21	22,349.21	.00	1,954.23	1,954.23	24,303.44
UNCOLLECTIBLE	.00	.00	.00	.00	.00	.00
RECEIVABLE					.00	
EXEMPTION COUNTS:						
HOMESTEADS	9,648	9,648	0	8-	8-	9,640
OVER 65	2,524	2,524	0	2-	2-	2,522
DISABLED	176	176	0	0	0	176
VETERAN	220	220	0	0	0	220
TOTAL EXEMPT	624	624	0	0	0	624

03/07/2019 14:12:0
TC160

ALL PROPERTY

TAX COLLECTION SYSTEM
SUPPLEMENTAL / ADJUSTMENT CONTROL TOTALS
FOR TAX YEAR: 2013
JURISDICTION: 0337 FRIENDWD CITY

PAGE: 223
INCLUDES AG ROLLBACK

	CERTIFIED ROLL	ROLL AS OF 08/01/2018	SUPPLEMENTALS THIS PERIOD	ADJUSTMENTS THIS PERIOD	NET CHANGE THIS PERIOD	ROLL AS OF 02/28/2019
LAND VALUE	3,137,530,828	3,137,530,828	0	0	0	3,137,530,828
AG EXCLUSION	23,290,819	23,290,819	0	0	0	23,290,819
IMPROVEMENTS	0	0	0	0	0	0
APPRAISED VALUE	3,137,530,828	3,137,530,828	0	0	0	3,137,530,828
EXEMPTIONS	704,624,861	704,624,861	0	112,517-	112,517-	704,512,344
TAXABLE VALUE	2,409,615,148	2,409,615,148	0	112,517	112,517	2,409,727,665
LEVY	17,333.06	17,333.06	.00	1,146.66	1,146.66	18,479.72
UNCOLLECTIBLE	.00	.00	.00	.00	.00	.00
RECEIVABLE					.00	
EXEMPTION COUNTS:						
HOMESTEADS	9,611	9,611	0	4-	4-	9,607
OVER 65	2,398	2,398	0	1-	1-	2,397
DISABLED	183	183	0	0	0	183
VETERAN	215	215	0	0	0	215
TOTAL EXEMPT	618	618	0	0	0	618

Summary of Jurisdiction Remittances Processed

Report run on: March 7, 2019 10:03 AM

For Remitted Deposit Dates 02/01/2019 thru 02/28/2019 as of 03/07/2019

Version 1.50

Tax Unit		M & O Total	I & S Total	TIF Levy	TIF Interest	Fee Total	Total
337 FRIENDWD CITY							
ACH 46750	Print Date:02/07/2019						
	Current	245,955.59	53,570.13	0.00	0.00	0.00	299,525.72
	Delq	911.57	200.29	0.00	0.00	0.00	1,111.86
Last Deposit Date	02/01/2019	\$246,867.16	\$53,770.42	\$0.00	\$0.00	\$0.00	\$300,637.58
ACH 46795	Print Date:02/08/2019						
	Current	175,522.19	38,229.41	0.00	0.00	0.00	213,751.60
	Delq	748.13	137.87	0.00	0.00	0.00	886.00
Last Deposit Date	02/04/2019	\$176,270.32	\$38,367.28	\$0.00	\$0.00	\$0.00	\$214,637.60
ACH 46841	Print Date:02/08/2019						
	Current	153,787.06	33,495.33	0.00	0.00	0.00	187,282.39
	Delq	302.83	61.22	0.00	0.00	0.00	364.05
Last Deposit Date	02/05/2019	\$154,089.89	\$33,556.55	\$0.00	\$0.00	\$0.00	\$187,646.44
ACH 46886	Print Date:02/11/2019						
	Current	208,518.17	45,416.12	0.00	0.00	0.00	253,934.29
	Delq	3,163.17	558.07	0.00	0.00	0.00	3,721.24
Last Deposit Date	02/06/2019	\$211,681.34	\$45,974.19	\$0.00	\$0.00	\$0.00	\$257,655.53
ACH 46930	Print Date:02/11/2019						
	Current	176,342.03	38,407.94	0.00	0.00	0.00	214,749.97
	Delq	2,063.55	447.83	0.00	0.00	0.00	2,511.38
Last Deposit Date	02/07/2019	\$178,405.58	\$38,855.77	\$0.00	\$0.00	\$0.00	\$217,261.35
ACH 46969	Print Date:02/13/2019						
	Current	8,499.24	1,851.16	0.00	0.00	0.00	10,350.40
	Delq	120.55	26.49	0.00	0.00	0.00	147.04
Last Deposit Date	02/08/2019	\$8,619.79	\$1,877.65	\$0.00	\$0.00	\$0.00	\$10,497.44
ACH 47006	Print Date:02/13/2019						
	Current	5,848.73	1,273.85	0.00	0.00	0.00	7,122.58
	Delq	18.28	2.11	0.00	0.00	0.00	20.39
Last Deposit Date	02/11/2019	\$5,867.01	\$1,275.96	\$0.00	\$0.00	\$0.00	\$7,142.97
ACH 47045	Print Date:02/14/2019						
	Current	9,340.08	2,034.31	0.00	0.00	0.00	11,374.39
Last Deposit Date	02/12/2019	\$9,340.08	\$2,034.31	\$0.00	\$0.00	\$0.00	\$11,374.39
ACH 47082	Print Date:02/14/2019						
	Current	2,231.79	486.09	0.00	0.00	0.00	2,717.88
Last Deposit Date	02/13/2019	\$2,231.79	\$486.09	\$0.00	\$0.00	\$0.00	\$2,717.88
ACH 47119	Print Date:02/15/2019						
	Current	15,464.31	3,368.17	0.00	0.00	0.00	18,832.48
Last Deposit Date	02/14/2019	\$15,464.31	\$3,368.17	\$0.00	\$0.00	\$0.00	\$18,832.48
ACH 47160	Print Date:02/20/2019						
	Current	106,351.31	23,163.87	0.00	0.00	0.00	129,515.18
	Delq	295.82	67.26	0.00	0.00	0.00	363.08
Last Deposit Date	02/15/2019	\$106,647.13	\$23,231.13	\$0.00	\$0.00	\$0.00	\$129,878.26

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Summary of Jurisdiction Remittances Processed

Report run on: March 7, 2019 10:03 AM

For Remitted Deposit Dates 02/01/2019 thru 02/28/2019 as of 03/07/2019

Version 1.50

Tax Unit		M & O Total	I & S Total	TIF Levy	TIF Interest	Fee Total	Total
337 FRIENDWD CITY							
ACH Not paid	Print Date:02/20/2019						
	Current	0.00	0.00	0.00	0.00	0.00	0.00
	Delq	0.00	0.00	0.00	0.00	0.00	0.00
Last Deposit Date	02/11/2019	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
ACH 47207	Print Date:02/21/2019						
	Current	3,584.18	780.63	0.00	0.00	0.00	4,364.81
	Delq	12.69	2.54	0.00	0.00	0.00	15.23
Last Deposit Date	02/19/2019	\$3,596.87	\$783.17	\$0.00	\$0.00	\$0.00	\$4,380.04
ACH 47242	Print Date:02/21/2019						
	Current	4,726.98	1,029.56	0.00	0.00	0.00	5,756.54
Last Deposit Date	02/20/2019	\$4,726.98	\$1,029.56	\$0.00	\$0.00	\$0.00	\$5,756.54
ACH 47280	Print Date:02/25/2019						
	Current	16,574.49	3,610.02	0.00	0.00	0.00	20,184.51
	Delq	56.79	12.49	0.00	0.00	0.00	69.28
Last Deposit Date	02/21/2019	\$16,631.28	\$3,622.51	\$0.00	\$0.00	\$0.00	\$20,253.79
ACH 47317	Print Date:02/26/2019						
	Current	4,067.96	886.01	0.00	0.00	0.00	4,953.97
	Delq	2,588.74	444.08	0.00	0.00	0.00	3,032.82
Last Deposit Date	02/22/2019	\$6,656.70	\$1,330.09	\$0.00	\$0.00	\$0.00	\$7,986.79
ACH 47355	Print Date:03/04/2019						
	Current	306.37	66.73	0.00	0.00	146.95	520.05
Last Deposit Date	02/23/2019	\$306.37	\$66.73	\$0.00	\$0.00	\$146.95	\$520.05
ACH 47396	Print Date:03/05/2019						
	Current	2,744.16	597.70	0.00	0.00	0.00	3,341.86
	Delq	30.33	5.52	0.00	0.00	0.00	35.85
Last Deposit Date	02/25/2019	\$2,774.49	\$603.22	\$0.00	\$0.00	\$0.00	\$3,377.71
ACH 47434	Print Date:03/05/2019						
	Current	20,481.91	4,461.04	0.00	0.00	0.00	24,942.95
	Delq	1,273.24	279.76	0.00	0.00	0.00	1,553.00
Last Deposit Date	02/26/2019	\$21,755.15	\$4,740.80	\$0.00	\$0.00	\$0.00	\$26,495.95
ACH 47476	Print Date:03/06/2019						
	Current	25,985.85	5,659.78	0.00	0.00	0.00	31,645.63
Last Deposit Date	02/27/2019	\$25,985.85	\$5,659.78	\$0.00	\$0.00	\$0.00	\$31,645.63
ACH 47517	Print Date:03/07/2019						
	Current	11,427.76	2,489.00	0.00	0.00	0.00	13,916.76
	Delq	(3,502.41)	(769.59)	0.00	0.00	0.00	(4,272.00)
Last Deposit Date	02/28/2019	\$7,925.35	\$1,719.41	\$0.00	\$0.00	\$0.00	\$9,644.76
Total:		\$1,205,843.44	\$262,352.79	\$0.00	\$0.00	\$146.95	\$1,468,343.18



FRIENDSWOOD CITY COUNCIL AGENDA ITEM FORM

This form should be completed and forwarded to the City Manager's Office as soon as possible prior to the first date that the item is expected to be placed on the Friendswood City Council agenda.

Date requested for City Council consideration: 04/01/19

Date Submitted: 03/20/19

Dept. Clearances: Melinda Welsh

Prepared by: Heather Van Dine

Subject: Approve Council Meeting Minutes

Originating Department: City Secretary

Proceeding: Consent Agenda

Degree of importance: Critical ☐ Significant ☒ Elective ☐

Expenditure Required: N/A

Amount Budgeted: N/A

Appropriation Required: N/A

Source of Funds: N/A

FINANCE APPROVAL: N/A

MK

Morad Kabiri
City Manager

SUMMARY / ORIGINATING CAUSE

The Council Meeting minutes of March 04, 2019, are submitted for Council's review and consideration.

IMMINENT CONSEQUENCES / BENEFIT TO COMMUNITY

Approval of the Council Meeting minutes provides a historical document of actions taken by City Council as provided for in the Local Government Code and in the City Charter.

RECOMMENDATIONS

City Secretary recommends that Council approve the Council meeting minutes as presented.

ATTACHMENTS

[03-04-19 Minutes](#)

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STATE OF TEXAS)
CITY OF FRIENDSWOOD)
COUNTIES OF GALVESTON/HARRIS)
MARCH 04, 2019)

MINUTES OF A REGULAR MEETING OF THE FRIENDSWOOD CITY COUNCIL THAT WAS HELD ON MONDAY, **MARCH 04, 2019**, AT 5:30 PM AT FRIENDSWOOD CITY HALL COUNCIL CHAMBERS, 910 S. FRIENDSWOOD DRIVE, FRIENDSWOOD, TEXAS, WITH THE FOLLOWING PRESENT CONSTITUTING A QUORUM:

MAYOR
MAYOR PRO-TEM
COUNCILMEMBER
COUNCILMEMBER
COUNCILMEMBER
COUNCILMEMBER
COUNCILMEMBER
CITY ATTORNEY
CITY MANAGER
CITY SECRETARY

MIKE FOREMAN
JOHN SCOTT
STEVE ROCKEY
SALLY BRANSON
TRISH HANKS
ROBERT J. GRIFFON
CARL GUSTAFSON
MARY KAY FISCHER
MORAD KABIRI
MELINDA WELSH

REGULAR SESSION

Mayor Foreman called the meeting to order.

The invocation was given by Pastor Bobby Kirkpatrick with Friendswood Friends Church.

Cub Scouts Jamie Lindsey and Isaac Wagner from Pack 442 Den 6 led the Pledge of Allegiance to the United States and to the State of Texas.

COMMUNICATIONS FROM THE PUBLIC

Mayor Foreman asked if anyone would like to speak. No one spoke.

WORK SESSION

Mayor Foreman opened the discussion regarding Galveston County Community Development Block Grant-Disaster Recovery funds. Deputy Fire Marshal Brian Mansfield presented a PowerPoint presentation regarding Houston-Galveston Area Council (H-GAC) Community Development Block Grant-Disaster Recovery (CDBG-DR) allocation. A brief background was given, following Hurricane Harvey, Texas was awarded \$5.024 Billion in CDBG-DR funds through Housing and Urban Development (HUD), H-GAC developed a Method of Distribution (MOD) to distribute more than \$240 Million to local cities in the H-GAC region (excludes Harris County and City of Houston), Staff outlined possible project for City of Friendswood's allocation at the December Council meeting, and Council approved a resolution for three infrastructure projects and two acquisition projects at the January Council meeting. Under H-GAC MOD, the City of Friendswood was calculated to receive \$2.7 Million for buyouts and acquisitions, and Galveston County was calculated to receive \$4.3 Million for buyouts and acquisitions. Friendswood projects for buyouts and acquisitions include possible acquisition property identified in Frenchman's Creek Subdivision. In December 2018, a meeting was held with Staff and Frenchman's Creek stakeholders to assess interest, Friendswood's application addresses three of the five buildings on Moss Point for \$2.1 Million, and Galveston County's application addresses the remaining two buildings for \$1.7 Million. A tentative timeline includes this public work session, the application was made available via the city's website for a 30-day public comment period on March 1, 2019, and Council will consider a resolution supporting the CDBG-DR project at the April Council meeting.

City Manager Morad Kabiri clarified that the application is currently online at the city's website and the public

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can provide their comments digitally there.

Discussion took place between Mayor, Council, and Staff regarding that each of the five buildings in Frenchman's Creek Subdivision includes four townhomes, grateful Galveston County has agreed to step in and help out, possible future use of property, and the entire subdivision is privately owned and maintained with the exception of water and sewer lines.

Mayor Foreman opened the discussion between Council, Staff, and the Planning and Zoning Commission regarding Zoning Ordinance amendments associated with the Downtown District.

Planning and Zoning Commission Chair Joe Matranga opened the Planning and Zoning Commission's portion of the Joint Work Session and gave the floor to Community Development Director/City Planner Aubrey Harbin who explained the Planning and Zoning Commission (P&Z) has been hard at work and has new information regarding Downtown District zoning and supplemental regulations. Ms. Harbin presented a PowerPoint presentation regarding proposed amendments to the Downtown District zoning and supplemental regulations. P&Z has had several inquiries from property owners and developers regarding some zoning regulations in the Downtown District. The commission formed a Downtown District subcommittee, which was made up of three commissioners, reviewed a list of items relating to the Downtown District, and discussed if there was interest in proposing any amendments to the district. Downtown District was created in 2007, boundary was formed, got the ball rolling for current Downtown District, benches, pavers and lights are indicative of the city's downtown zoning. The list of items the subcommittee reviewed include the boundary of the district, distance requirement for head-in/on-street parking, façade materials, fenestration requirements, Community Overlay District items to also incorporate into Downtown District, Permitted Uses, pedestrian lighting, and light-emitting diode (LED) storefront lighting. P&Z is bringing the list to Council to get any additional input, no decisions will be made tonight, and trying to figure out what needs to be changed. The Downtown District boundary was shown, only properties within the Downtown District boundary are eligible to apply for Downtown District zoning, two different items to discuss, the Downtown District boundary, then the zoning district itself. In order to change the Downtown District boundary, an amendment to the Zoning Ordinance is required. The request P&Z reviewed was actually for a specific piece of property, area of interest is 108 Whispering Pines which is within the boundary, and 110 Whispering Pines which is outside the boundary. The subcommittee looked at the entire boundary to see if there were any other areas of concern, and none was discovered. Currently 108 and 110 Whispering Pines are zoned as Single-Family Residential. The subcommittee reviewed other requirements tied to the boundary, Neighborhood Empowerment Zone Resolution R2008-103, and development fees are waived for for-profit businesses that are zoned Downtown District. There are two areas of Neighborhood Empowerment Zone, one waives development fees for Area A, and in Area B benches/lights/and pavers must be incorporated into the development to have fees waived. The amendment process for the Neighborhood Empowerment Zone Resolution would be one reading by Council, not required to change the Downtown District boundary. If approved, the new tract would be able to have their fees waived. The other item tied to the Downtown District boundary is the 4B Sales Tax, overseen by Friendswood Downtown Economic Development Corporation, and amendment process would be a public election. It is not required to change the Downtown District boundary, but it would have to be amended in order to spend tax dollars on the particular property. If the Downtown District boundary is not changed, a property owner would have the following options, remain zoned as Single-Family Residential, apply for another commercial zoning district such as Community Shopping Center, or apply for a Planned Unit Development designating Downtown District regulations.

City Manager Morad Kabiri stated the width of 110 Whispering Pines is estimated at 125 feet. If Downtown District was expanded to include 110 Whispering Pines, would not recommend using 4B Sales Tax on the property. In comparison to the remainder of the district, it is not worth an election.

Ms. Harbin continued the PowerPoint presentation with a comparison of the zoning districts. Downtown District's zoning is a mixed-use district, allows residential on second floor and up, minimum lot size of 15,000 square feet, maximum building height of 70 feet (four stories), side yard setback adjacent to residential zoning is 15 feet, and maximum lot coverage is 60%. Community Shopping Center zoning is strictly commercial district, does not allow residential, minimum lot size of 15,000 square feet, maximum

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building height of 40 feet (exception if additional setback is provided), side yard setback adjacent to residential zoning is 25 feet, and maximum lot coverage is 30%. Single-Family Residential zoning is residential use only with no commercial allowed, minimum lot size of 11,600 square feet, maximum building height of 35 feet, side yard setback adjacent to residential zoning is 10 feet, and maximum lot coverage is 35%. There is a Joint Public Hearing later in the agenda to allow the property at 110 Whispering Pines into the Downtown District boundary.

Discussion took place between Mayor, Council, the Planning and Zoning Commission, and Staff regarding clarification on the location of the property at 110 Whispering Pines, part of the property fronts Quaker Drive. Proposed property of 110 Whispering Pines would not be eligible for current 4B Sales Tax due to Downtown District boundaries which were specified in the 2016 proposition to voters. Staff recommends zoning for 108 and 110 Whispering Pines be the same zoning, different zoning for each property would make it difficult to develop, and Staff will work with any decision made by the Planning and Zoning Commission (P&Z) and Council. The P&Z subcommittee recommended notifying all property owners within 200 feet of the area being considered, is not a required notice but just to inform. The current property owner would like the Downtown District boundary changed and would like both properties to be changed to Downtown District zoning. The discussion to expand the Downtown District was initiated by the property owner, and the earliest a request could come before Council would be at the May Council meeting.

Ms. Harbin continued the PowerPoint presentation with the distance requirement for head-in/on-street parking, current requirement is 400 feet from FM 518 or FM 2351, proposed amendment is to change to 75 feet from FM 518 or FM 2351, consistent with driveway distance requirement from a major thoroughfare per the Design Criteria Manual, would contribute to pedestrian-friendly environment and walkability of the district, and adds flexibility for parking options.

Discussion took place between Mayor, Council, the Planning and Zoning Commission, and Staff regarding that current head-in parking properties that do not meet the proposed requirement would be grandfathered.

Ms. Harbin continued the PowerPoint presentation with facade materials, current requirements do not allow cement fiber, proposed amendment to allow lap siding cement fiber board, building materials used by the original Quakers were natural and simple, a few original buildings in the Downtown District area that are lap siding, and cement fiber board is a masonry product with a long life span. Fenestration is openings in a wall such as doors and windows, more inviting to pedestrians, influences the social character of public spaces, affects how welcoming a building is and whether it participates with other buildings in creating a visually harmonized and immersive landscape, and provides eyes on the street and inhibits street crime. Fenestration difficulties include uses that have difficulty with providing fenestration, particularly on interior sides and rear include pharmacies and banks due to security concerns, coffee shops due to drive thru on side facing right-of-ways, and library due to bookshelves on inside walls, rear or sides of commercial buildings abutting residential property, and the amount of windows affects interior energy efficiency of buildings. Proposed amendment is to do away with the 25% fenestration requirement on interior sides and rears of buildings. A chart was shown demonstrating Community Overlay District requirements versus Downtown District requirements, Community Overlay District is additional requirements that apply to properties that front all major thoroughfares, currently a statement in the Zoning Ordinance that says Community Overlay District does not apply to the Downtown District. The Planning and Zoning Commission recommends including the following requirements from the Community Overlay District to the Downtown District: earth-tone colors, underground utility service, garage bay doors cannot front thoroughfares, and screening materials for air conditioning units and dumpsters must be the same material as the main structure.

Discussion took place between Mayor, Council, the Planning and Zoning Commission, and Staff regarding clarification on proposed amendments are to include earth-tone color restrictions, underground utility wires, garage bay doors cannot front thoroughfares, screening materials for air conditioning units and dumpsters must be the same material as the main structure.

Ms. Harbin continued the PowerPoint presentation with permitted uses. Uses are defined in the Permitted Use Table in the Zoning Ordinance, and at this time the Planning and Zoning Commission (P&Z) does not

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recommend any changes. P&Z reviewed Downtown District pedestrian lighting in the Design Criteria Manual and at this time does not recommend any changes. The Friendswood Downtown Economic Development Corporation is currently working on a Downtown Improvement Plan.

Discussion took place between Mayor, Council, the Planning and Zoning Commission, and Staff regarding that the City Attorney will research the city's franchise agreement to see if the city could require utility franchises installing new lines to place them underground.

Ms. Harbin continued the PowerPoint presentation with light-emitting diode (LED) storefront lighting, there is no current requirement, proposed amendment is to prohibit LED storefront lighting in the Downtown District, make the ordinance apply to businesses that currently have LED storefront lighting, and allow 90-days for current lighting to be removed.

Discussion took place between Mayor, Council, the Planning and Zoning Commission, and Staff regarding that the proposed amendment for LED storefront lighting would allow open/closed lighting and holiday lighting between November and January.

Planning and Zoning Commission Chair Joe Matranga adjourned the Planning and Zoning Commission's portion of the Joint Work Session.

SPECIAL RECOGNITION AND ACKNOWLEDGEMENTS

City Manager Morad Kabiri presented the Five Star Spirit Award for the fourth quarter of 2018 to Communications Operator Ashley Hempel with the Friendswood Police Department who has been with the city since March 2013. Ms. Hempel was nominated by a co-worker for her actions taken during a 911 call received for a man down at Timber Creek Golf Course, and the patient was not conscious nor breathing. Ms. Hempel gave Automated External Defibrillator (AED) and Cardiopulmonary Resuscitation (CPR) instructions to the caller as Emergency Medical Service (EMS) and the Police Department (PD) were dispatched. The patient was given the best opportunity to make a successful recovery due to Ms. Hempel's instructions to the caller and the quick response of EMS and PD. The City of Friendswood and PD should be proud of Ms. Hempel's dedication to the citizens of Friendswood and her reliability to provide excellent service. Ms. Hempel's actions certainly exemplify the attributes of the Five Star Spirit Award being courteous, competent, reliable, professional and enthusiastic. The city congratulates Ms. Hempel on being the recipient of the Five Star Spirit Award for the fourth quarter of 2018.

Library Director Matt Riley presented the City of Friendswood Public Library's 2019 Outstanding Educational Programming Award to Dorte Koustrup. Ms. Koustrup is a qualified mindfulness based stress reduction teacher from Aarhus University in Denmark and the University of Massachusetts. Ms. Koustrup has provided the library with over 20 mindfulness meditation programs over the past year with attendance ranging from 20 to 40 people per program. Her programs receive high praise from members of the community, and she has brought great value to the library.

With concurrence of Council, Mayor Foreman moved to Agenda Item 10A, Animal Shelter Advisory Committee annual report.

COMMUNICATIONS FROM COMMITTEES AND SPECIAL REPORTS

Animal Shelter Advisory Committee Chair Dr. Donald Stran presented the annual report from the Animal Shelter Advisory Committee. Dr. Strand stated the advisory committee is doing well, goal is to get animals back to their rightful owners, and due to the microchip system a lot of animals are returned to their owners while out in the field. The Animal Shelter had over 1,500 calls during the year, there were 525 animals picked up, 55 of those were returned to their owners almost immediately due to the microchip program, and another 156 were returned once they got to the facility. The Animal Shelter adopted out 112 dogs and 153 cats throughout the past year. There were 29 calls for animal bites and 409 wildlife releases. Everything is running smoothly with the committee and he would not change a thing.

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Mayor Foreman recessed the meeting at 6:28 PM, and reconvened the meeting at 7:00 PM.

With concurrence of Council, Mayor Foreman moved to Agenda Item 12, Discussion and possible action regarding concurrence with the City Manager's appointment of the Fire Marshal/Emergency Management Coordinator.

ACTION ITEMS

******Councilmember Gustafson moved to approve the City Manager's appointment of Brian Mansfield as the Fire Marshal/Emergency Management Coordinator.

Seconded by Councilmember Hanks. The motion was approved unanimously.

City Manager Morad Kabiri stated recently Terry Byrd retired from his position as Fire Marshal/Emergency Management Coordinator with 23 years of service with the city. Brian Mansfield joined the City of Friendswood's staff in 2000, currently on his 19th year of service with the city, and he has worked every position within the Fire Marshal's Office/Emergency Management Office. The City Manager recommended Brian Mansfield as the new Fire Marshal/Emergency Management Coordinator.

With concurrence of Council, Mayor Foreman moved to Agenda Item 7, Joint Public Hearings.

JOINT PUBLIC HEARINGS

Mayor Foreman and planning and Zoning Commission Chair Joe Matranga called a Joint Public Hearing to order to receive comments from the public both oral and written, regarding a zone classification change request for 1.8864 acres of land out of Lot 4, Block 11, Friendswood Subdivision, located at 1 Hatcher Lane, Friendswood, Galveston County, Texas, to change from Community Shopping Center (CSC) to Downtown District (DD).

Community Development Director/City Planner Aubrey Harbin explained the owner is requesting to change to Downtown District zoning, property is within the established Downtown District, if approved the development would be subject to downtown regulations, and development fees would be waived for any for-profit business that incorporates the Downtown District requirements.

Planning and Zoning Commission Chair Matranga asked if the applicant would like to speak. No one spoke.

Planning and Zoning Commission Chair Matranga asked if anyone would like to speak in favor or in opposition of the request. No one spoke.

Planning and Zoning Commission Chair Matranga adjourned the Planning and Zoning Commission's portion of the Joint Public Hearing. Mayor Foreman left Council's portion of the Joint Public Hearing open.

Mayor Foreman and Planning and Zoning Commission Chair Joe Matranga called a Joint Public Hearing to order to receive comments from the public both oral and written, regarding a zone classification change request for 115.998 acres of land along the future Friendswood Lakes Boulevard between West Ranch and Friendswood Lakes Subdivisions, Friendswood, Galveston County, Texas, to change from Single Family Residential (SFR) to Planned Unit Development (PUD) for a residential development, "Avalon at Friendswood", consisting of the following tracts: 87.774 acres, more or less, being a portion of a called 96.944 acres tract in the Mary Fabreau Survey, Abstract No. 69 in Galveston County, Friendswood, Texas, save and except a 9.170 acre portion of the same tract; and 28.2240 acres of land, more or less, being a portion of a called 194.21 acre tract described as Tract "A" as conveyed to Yellowstone Hill Country Ranching, LLC, Galveston County, Friendswood, Texas.

Community Development Director/City Planner Aubrey Harbin explained that META Planning + Design, on behalf of Taylor Morrison Homes and the property owners, are requesting Planned Unit Development (PUD) zoning, new 206 home private gated subdivision with a variety of 60 to 90 foot lots, and development is contingent on the proposed extension of Friendswood Lakes Boulevard. A lot of details still need to be

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worked out with construction plans, will have to meet Design Criteria Manual requirements, and all submittals will have to go through the drainage district to meet drainage criteria.

Planning and Zoning Commission Chair Matranga asked if the applicant would like to speak.

Kathryn Parker, representative with META Planning + Design, stated are proposing Avalon at Friendswood Subdivision, would be located west of West Ranch, developer is Taylor Morrison Homes, national renowned homebuilder with over a hundred years of experience, showed pictures of existing Avalon communities throughout the Houston area, key factor is lake lots, unique element is unobstructed views of the lake, and offers high-end homes. The proposed development will have a lake on the north and south side of Friendswood Lakes Boulevard, variety of lot sizes from 60 to 90 foot lots, larger lots will primarily be around the lake, and a fair amount of green space. Proposed regulations for the project include current zoning requirements for residential setbacks and general development regulations, primary change would be lot size, incorporated into the proposed Planned Unit Development (PUD) allowance for lake lots, trying to maintain character unique to Avalon with an unobstructed view of the lake, and in one area proposing an increase in maximum cul-de-sac links. The proposed project is a gated community, private streets with two entrances off of Friendswood Lakes Boulevard. The proposed PUD includes language for temporary signage limited to builders and lenders. Phasing of the development would be timed with construction of Friendswood Lakes Boulevard.

Councilmember Griffon asked why a Planned Unit Development (PUD) was being requested, and Ms. Parker answered the request is due to smaller lot sizes.

Councilmember Griffon asked if an agreement had been secured with the adjacent developer of the lake, and Community Development Director/City Planner Aubrey Harbin answered that the property owner has signed off on the zoning request application and is an applicant on the application.

Councilmember Hanks asked if the proposed houses would be similar to Avalon in Cinco Ranch, and Ms. Parker answered yes they would be similar.

Councilmember Hanks asked what the lot sizes in Cinco Ranch were, and Ms. Parker answered they are comparable to the proposed lot sizes, most of the Avalon products have similar lot sizes.

Councilmember Rockey asked since a significant number of houses are on lots less than 90 feet will there be deeper depths on some of the properties, and Ms. Parker answered the overall density of the whole development is consistent with the Zoning Ordinance requirements, variety of lot sizes allows for the area to incorporate the lakes to the project.

Councilmember Rockey asked what the estimated price range would be for the houses, and Ms. Parker answered that she did not currently have that information but the prices would be consistent with similar projects in the area.

Councilmember Scott stated he will continue to press for 90 foot lots, city has a lot size standard that Council should adhere to, need to remain consistent, does not believe it is good business to be inconsistent, and it is the responsibility of Council to adhere to 90 foot lots.

Planning and Zoning Commission Chair Matranga asked how the percentages on different lot sizes was established, and Ms. Parker answered is dictated by constraints on the site, primary focus was to ensure lots around the lake with higher amenities were larger lots, also dictated by the market and what will most likely be successful in the area.

Planning and Zoning Commission Chair Matranga asked if anyone would like to speak in favor or in opposition of the request. No one spoke.

Planning and Zoning Commission Chair Matranga adjourned the Planning and Zoning Commission's portion of the Joint Public Hearing. Mayor Foreman left the Council's portion of the Joint Public Hearing

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open.

With concurrence of Council, Mayor Foreman moved to Agenda Item 10B, Planning and Zoning Commission annual report.

COMMUNICATIONS FROM COMMITTEES AND SPECIAL REPORTS (continued)

Planning and Zoning Commission Chair Joe Matranga presented the annual report and stated the Planning and Zoning Commission (P&Z) was able to accomplish so much during 2018 due to the dedication and hard work of the entire Planning and Zoning team, especially the city staff that supports P&Z, and recognized all members of P&Z. Over the past year, P&Z looked at six preliminary plats, eight final plats, seven commercial site plans, five zone change recommendations, and three vacation of rights-of-way. Accomplishments that P&Z had throughout the year include welcoming two new commissioners, three commissioners and two Staff members attended the American Planning Association Texas Chapter Conference, conducted an annual review of the Permitted Use Table and NAICS codes, formed a Downtown District subcommittee to review design criteria for new and redevelopment in the downtown area, held a retreat to establish and prioritize goals for the commission, and discussed and reviewed various zoning related items. Ongoing projects include review/update of the Zoning Ordinance, Subdivision Ordinance, Design Criteria Manual, Official Zoning map, Future Land Use map, Zoning Ordinance and Subdivision Ordinance updates. During P&Z's retreat, priorities were set that include improving communications with Friendswood Downtown Economic Development Corporation, consider changing joint public hearings with Council to separate public hearings and then consider changing P&Z's meeting dates. P&Z is looking forward to working with Council in the upcoming year.

Mayor Foreman thanked the Planning and Zoning Commission for all they do, appreciates the commission, and Council could not do their job without them. The Mayor also thanked Community Development Director/City Planner Aubrey Harbin, Development Coordinator Becky Summers, and City Attorney Mary Kay Fischer for their support.

With concurrence of Council, Mayor Foreman moved to Agenda Item 8, Communications from the Public.

COMMUNICATIONS FROM THE PUBLIC

Alyssa Tjaden, Friendswood resident, addressed Council and stated she is the President of Friendswood Youth Baseball, currently have 718 registered players, scrimmage games started this week, are experiencing growth in the league, renovated two fields, hired a professional company to help improve playing surfaces, and is currently in the process of improving safety concerns at the ballpark. She stated she is requesting the city's help with funding for a netting project to help improve the safety environment at Renwick Park with multiple games and playing ages going on at one time each night. Nets of Texas has provided a quote of \$29,000 for the full netting system for the seven-year-old teams. As a league, they are required to care for everything within the fence lines of Renwick Park, all capital improvements are funded by the league's fundraisers and community business sponsors, gave a history of improvements the league has done, and fundraising efforts will be done to allocate money to care for the netting.

CITY MANAGER'S REPORT

City Manager Morad Kabiri reported that Youth Sports Day is scheduled for Saturday, March 23, 2019, at 9:00 AM. The parade will travel from Heritage Drive to Renwick Park, where PONY League and Girls Softball will kick off the season with the first pitch being thrown by Councilmembers Branson and Gustafson.

The City Manager reported in regard to Hurricane Harvey, the city recently received a \$48,000 deductible reimbursement check from the Federal Emergency Management Agency (FEMA) for lift stations and Shadwell Drive properties for funds expended immediately after Hurricane Harvey. Staff is close to finalizing the project on the Deepwood site.

The City Manager reported that there will be curbs between the sidewalk and the current roadway on

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Greenbriar Drive, project is currently under construction and is not complete.

The City Manager reported there was vandalism to the generator at Surface Water Plant No. 2, and copper wiring was stolen making the generator inoperable. Staff worked with the contractor to get the generator operational. There has been quite a bit of vandalism throughout the city at city facilities. Staff is working to get cameras at more facilities in order to capture the culprits in action.

With concurrence of Council, Mayor Foreman moved to Agenda Item 11, Discussion and possible action regarding approving appointments/reappointments to Boards, Committees and Commissions.

ACTION ITEMS (continued)

****Councilmember Branson moved to approve the appointment of Justin Estopinal to Keep Friendswood Beautiful to fill a vacancy with a term to expire November 2021, and appointment of Brent Bell to Keep Friendswood Beautiful to fill a vacancy with a term to expire November 2021.**
Seconded by Councilmember Gustafson. The motion was approved unanimously.

With concurrence of Council, Mayor Foreman moved to Agenda Item 13, Discussion and possible action regarding the approval of an Amended and Restated Cost Sharing Agreement relating to the 42-inch Southeast Transmission Line.

****Councilmember Scott moved to approve an Amended and Restated Cost Sharing Agreement relating to the 42-inch Southeast Transmission Line.**
Seconded by Councilmember Griffon. The motion was approved unanimously.

****Councilmember Scott moved to approve assisting the Friendswood PONY Baseball League with the installation of field netting at Renwick Park.**
Seconded by Councilmember Hanks. The motion was approve unanimously.

RESOLUTIONS

****Councilmember Rockey moved to approve Resolution **R2019-05** – A resolution of the City Council of the City of Friendswood, Texas, authorizing and approving the 2019 Homeland Security Grant Program application (Nano Drones).**
Seconded by Councilmember Hanks. The motion was approved unanimously.

****Councilmember Branson moved to approve Resolution **R2019-06** – A resolution of the City Council of the City of Friendswood, Texas, authorizing and approving the 2019 Homeland Security Grant Program application (Mobile Camera System).**
Seconded by Councilmember Hanks. The motion was approved unanimously.

****Councilmember Gustafson moved to approve Resolution **R2019-07** – A resolution of the City of Friendswood regarding Tax Assessment and Collection Services.**
Seconded by Councilmember Rockey. The motion was approved unanimously.

****Councilmember Scott moved to approve Resolution **R2019-08** – A resolution of the City Council of the City of Friendswood, Texas, designating the Mayor as the City's representative in seeking eligible grant funds under the Emergency Federal Law Enforcement Assistance (EFLEA) Grant Program; and authorizing the submission of such grant application to the Criminal Justice Division of the Office of Governor.**
Seconded by Councilmember Hanks. The motion was approved unanimously.

ORDINANCES

****Councilmember Branson moved to approve the Second and Final reading of Ordinance No. **2019-05** – An ordinance amending Appendix C – "Zoning," Section 8, "Supplementary District Regulations," Subsection I, "Landscaping and Screening Requirements", by amending various landscape requirements**

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and amending Subsection I. "Reserved," by adding screening details for dumpsters and recycling storage containers; providing a penalty for violation in an amount not to exceed \$2,000, or as otherwise provided by law; repealing all ordinances or parts of ordinances inconsistent or in conflict herewith; and providing for severability.

Seconded by Councilmember Gustafson. The motion was approved 5-2 with Councilmembers Griffon and Scott opposed.

****Councilmember Branson moved to approve the Second and Final reading of Ordinance No. 2019-06 – An ordinance amending Appendix C – "Zoning," Section 7.5, "Community Overlay District," Subsection 3, "Screening", Subsection D, "Refuse Storage Areas, Dumpsters, and all Related Activities" by adding a reference to Section 8.I. for additional screening details for dumpsters and recycling storage containers; providing a penalty for violation in an amount not to exceed \$2,000, or as otherwise provided by law; repealing all ordinances or parts of ordinances inconsistent or in conflict herewith; and providing for severability.**

Seconded by Councilmember Rockey. The motion was approved 5-2 with Councilmember Griffon and Scott opposed.

****Councilmember Branson moved to approve the Second and Final reading of Ordinance No. 2019-07 – An ordinance amending Appendix B – "Subdivisions," Section IV, "Parkland Dedication," Subsection F, "Additional Requirements", Subsection 2, guidelines used in designing parks and adjacent development, adding Subsection (G), identifying impervious cover requirements of the open space area; providing a penalty for violation in an amount not to exceed \$2,000, or as otherwise provided by law; repealing all ordinances or parts of ordinances inconsistent or in conflict herewith; and providing for severability.**

Seconded by Councilmember Rockey. The motion was approved 5-2 with Councilmembers Griffon and Scott opposed.

****Councilmember Scott moved to approve the Second and Final reading of Ordinance No. 2019-08 – An ordinance amending the Code of Ordinances of the City of Friendswood, Texas, Appendix C – "Zoning," by amending the zoning classification for a tract or parcel containing 1.91 acres of land, being part of Abstract 151, Page 6, part of Lot 4 (4-1), Block 11, Friendswood Subdivision and adjacent abandoned Hatcher Lane right-of-way, Galveston County, Texas; amending the zone classification from Single-Family Residential (SFR) to Downtown District (DD); providing for amendment of the Official Zoning Map; providing a penalty in an amount not to exceed \$2,000 for each day of violation of any provision hereof; and providing for severability.**

Seconded by Councilmember Griffon. The motion was approved unanimously.

City Manager Morad Kabiri stated the Planning and Zoning Commission is still in their meeting. A recommendation for Agenda Item 16E, First reading of Ordinance No. T2019-10, and Agenda Item 16F, First reading of Ordinance No. T2019-11 has not been provided.

****Councilmember Scott moved to approve the First and Final reading of Ordinance No. 2019-12 – An ordinance amending City of Friendswood, Texas, Ordinance No. 2018-28, passed and approved October 1, 2018, same being an ordinance approving and adopting the City's General Budget for Fiscal Year 2018-2019 by approving "Budget Amendment V" to the "Original General Budget of the City of Friendswood, Texas, for the Fiscal Year 2018-2019"; providing for supplemental appropriation and/or transfer of certain funds; providing for severability; and providing other matters related to the subject.**

Seconded by Councilmember Griffon. The motion was approved unanimously.

COMMUNICATIONS FROM THE MAYOR AND COUNCILMEMBERS

Councilmember Gustafson stated he attended Music Fest, lovely time, nice crowd, and well attended event.

Councilmember Griffon thanked City Manager Morad Kabiri and Staff for getting agenda backup information to Council a week in advance. Most of Council will be going to Austin on March 6, 2019, will have as much face time as they can get with representatives at the state level, looking for assistance with problems with Clear Creek Watershed and multiple creeks throughout the city, and Council is working hard for residents

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to get help.

Councilmember Branson congratulated Fire Marshal Brian Mansfield on his new position.

Councilmember Rockey congratulated Councilmember Griffon on being unopposed in the upcoming May election, and stated he has been elected to the position of Second Vice President of the Texas Association of Mayors, Councilmembers and Commissioners (TAMCC) which is affiliated with Texas Municipal League (TML).

Mayor Foreman stated he made a trip to Austin last week with Mayors from the region and had a chance to visit with representatives, was very productive, and glad he went. He reminded everyone the Citizens Advisory Team kickoff meeting is March 5, 2019. The Citizens Advisory Team will look at the potential of holding a bond election this coming fall. There has already been over 40 people volunteer to sit on the team, citizens of Friendswood will be able to determine the needs of the city. A slide show was shown of projects supported by the 2013 bond election.

Councilmember Scott stated he had nothing to report.

With concurrence of Council, Mayor Foreman moved to Agenda Item 16E, Ordinance T2019-10.

ORDINANCES (continued)

City Manager Morad Kabiri reported that the Planning and Zoning Commission's vote for Agenda Item 16E, First reading of Ordinance No. T2019-10, An ordinance amending the Code of Ordinances of the City of Friendswood, Texas, Appendix C – "Zoning," by amending the zoning classification for a tract or parcel containing 1.8864 acres of land, situated in the Sarah McKissick Survey, Abstract 151, being out of Lot 4 in Block 11 of Friendswood Subdivision according to the plat thereof recorded in Volume 238, Page 14, Friendswood, Galveston County, Texas; amending the zone classification from Community Shopping Center (CSC) to Downtown District (DD); providing for amendment of the Official Zoning Map was **approved unanimously**.

******Councilmember Scott moved to approve the First reading of Ordinance No. **T2019-10** – An ordinance amending the Code of Ordinances of the City of Friendswood, Texas, Appendix C – "Zoning," by amending the zoning classification for a tract or parcel containing 1.8864 acres of land, situated in the Sarah McKissick Survey, Abstract 151, being out of Lot 4 in Block 11 of Friendswood Subdivision according to the plat thereof recorded in Volume 238, Page 14, Friendswood, Galveston County, Texas; amending the zone classification from Community Shopping Center (CSC) to Downtown District (DD); providing for amendment of the Official Zoning Map; providing a penalty in an amount not to exceed \$2,000 for each day of violation of any provision hereof; and providing for severability.

Seconded by Councilmember Branson. The motion was approved unanimously.

City Manager Morad Kabiri stated the Planning and Zoning Commission would not have a recommendation at this meeting for Agenda Item 16F, First reading of Ordinance No. T2019-11, An ordinance amending the Code of Ordinances of the City of Friendswood, Texas, Appendix C – "Zoning," by amending the zoning classification for a tract or parcel containing 115.998 acres of land along the future Friendswood Lakes Boulevard between West Ranch and Friendswood Lakes Subdivisions, Friendswood, Galveston County, Texas, to change from Single Family Residential (SFR) to Planned Unit Development (PUD) for a residential development, "Avalon at Friendswood", consisting of the following tracts: 1) 87.774 acres, more or less, being a portion of a called 96.944 acres tract in the Mary Fabreau Survey, Abstract No. 69 in Galveston County, Friendswood, Texas, save and except a 9.170 acre portion of the same tract; and 2) 28.2240 acres of land, more or less, being a portion of a called 194.21 acre tract described as Tract "A" as conveyed to Yellowstone Hill Country Ranching, LLC, Friendswood, Galveston County, Texas; amending the zone classification from Single Family Residential (SFR) to Planned Unit Development (PUD) for a residential development, "Avalon at Friendswood"; providing for amendment of the Official Zoning Map.

No motion was made on the First reading of Ordinance No. T2019-11 – An ordinance amending the Code

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of Ordinances of the City of Friendswood, Texas, Appendix C – “Zoning,” by amending the zoning classification for a tract or parcel containing 115.998 acres of land along the future Friendswood Lakes Boulevard between West Ranch and Friendswood Lakes Subdivisions, Friendswood, Galveston County, Texas, to change from Single Family Residential (SFR) to Planned Unit Development (PUD) for a residential development, “Avalon at Friendswood”, consisting of the following tracts: 1) 87.774 acres, more or less, being a portion of a called 96.944 acres tract in the Mary Fabreau Survey, Abstract No. 69 in Galveston County, Friendswood, Texas, save and except a 9.170 acre portion of the same tract; and 2) 28.2240 acres of land, more or less, being a portion of a called 194.21 acre tract described as Tract “A” as conveyed to Yellowstone Hill Country Ranching, LLC, Friendswood, Galveston County, Texas; amending the zone classification from Single Family Residential (SFR) to Planned Unit Development (PUD) for a residential development, “Avalon at Friendswood”; providing for amendment of the Official Zoning Map; providing a penalty in an amount not to exceed \$2,000 for each day of violation of any provision hereof; and providing for severability.

With concurrence of Council, Mayor Foreman moved to Agenda Item 18, Consent Agenda.

CONSENT AGENDA

****Councilmember Rockey moved to approve all items on the Consent Agenda as presented with the exception of Agenda Item D, A. Approving a license to use agreement between the City and Forest Bend Homeowners Association (HOA) for a detention pond. B. Approving the disposal of a decommissioned police vehicle through Houston Auto Auction. C. Approving a contract between the City and Enterprise Systems for a Voice over Internet Protocol (VoIP) telephone system replacement. E. Authorize Mayor and Council to sign a Letter of Appreciation to Lucy Woltz for her years of service with the Friendswood Chamber of Commerce. F. Approving a lease agreement with David Davis for use of a 24-acre park property near Lundy Lane. G. Accepting the January 2019 Property Tax Report. H. Approving the minutes of the February 02, 2019, and February 04, 2019, Council Meetings.**

Seconded by Mayor Foreman. The motion was approved unanimously.

****Councilmember Rockey moved to approve Consent Agenda Item D. Suspend the rules for the April 2019 Council meeting related to the Order of Business/Drainage Subcommittee report.**

Seconded by Councilmember Branson. The motion was approved unanimously.

Councilmember Rockey stated the proposed change is for the April Council meeting, work session portion of the agenda will begin at 7:00 PM, and the remaining portions of the agenda will be done prior to 7:00 PM. The Drainage Subcommittee will give their recommendations to Council during the 7:00 PM work session.

The meeting was adjourned at 8:00 PM.

Mayor Mike Foreman

Attest:

Melinda Welsh, TRMC
City Secretary