

**AMENDMENT NO. 1 TO
FINAL PROJECT PLAN &
REINVESTMENT ZONE FINANCING PLAN
REINVESTMENT ZONE NO. 1, CITY OF ARCOLA, TEXAS**

The purpose of this Amendment No. 1 to Final Project Plan & Reinvestment Zone Financing Plan (“Amendment”) is to provide for the addition of land into the Zone and provide development and financing terms related thereto. Except as specifically set forth in this Amendment, all provisions of the Final Project Plan & Reinvestment Zone Financing Plan as approved by the City pursuant to City Ordinance No. 2021-12-14B (the “Original Plan”) shall remain in full force and effect.

Any capitalized terms not defined in this Amendment shall have the meanings ascribed to such terms in the Original Plan.

Exhibits A, B, C and D attached hereto shall replace Exhibits A, B, C and D as attached to the Original Plan.

I. PROJECT PLAN

A. Description and map showing existing uses and conditions of real property in the Zone and proposed uses of that property

Existing Uses. The original boundaries of the Zone consisted of approximately 190 acres known as Tract A, and 83.098 acres known as Tract B in the City. The boundaries of the Zone were subsequently enlarged pursuant to City Ordinance No. _____ to include an approximately 39.834-acre tract and an approximately 7.670-acre tract of undeveloped land (collectively “Annexation Tracts”). An aerial map showing the current condition of the Annexation Tract is depicted in **Exhibit A**. The Annexation Tracts lack adequate infrastructure to enable its development.

The land in the Zone meets the requirements of Sections 311.005 (1) & (2), Texas Tax Code. Development of the land in the Zone, including the Annexation Tracts is constrained by the lack of drainage facilities and adequate roadways. There is a predominance of defective or inadequate sidewalk or street layout and faulty lot layout in relation to size, adequacy, accessibility, or usefulness. These conditions substantially impair or arrest the sound growth of the City. The land is further predominantly open or undeveloped and, because of obsolete platting, deterioration of structures or site improvements, or other factors, substantially impair or arrest the sound growth of the City.

Proposed Uses. Proposed uses of property within the Annexation Tracts consist of residential, commercial, and public park and green space components. An illustration of the proposed uses of property within the Annexation Tracts in conjunction with the proposed uses of property within the original boundaries of the Zone are depicted in **Exhibit B**.

B. Proposed changes of zoning ordinances, the master plan of the municipality, building codes, other municipal ordinances, and subdivision rules and regulations, if any, of the county, if applicable

All construction in the Annexation Tracts will be done in conformance with existing building code regulations of the City and Fort Bend County. There are no proposed changes of any city ordinance,

master plan, or building codes, except as otherwise provided in the Development Agreement between the City and Post Oak Pointe, LTD., a Texas limited partnership, NT Houston Investments LLC, a Texas limited liability company, 39 Fenn NT Investment, LLC, a Texasd limited liability company, Fennwood Development, LLC, a Texas limited liability company, and their respective entities and assigns (collectively, the “Developer”) dated _____.

C. A list of estimated non-project costs

Non-project costs include those development items that will be funded by the developer or the listed public entity and for which no tax increment reimbursement is provided. There are no non-project costs related to development of the Annexation Tracts.

D. A statement of a method of relocating persons to be displaced as a result of implementing the plan

As the land within the Zone is vacant, there will be no displacement of residents.

II. REINVESTMENT ZONE FINANCING PLAN

A. The kind and location of all proposed public works or public improvements in the Annexation Tracts

The development of the Annexation Tracts consists of water and sewer lines, drainage system, detention ponds, parks and recreational facilities, and roads, which will together serve a mixed-use project that includes single-family residences and commercial properties. **Exhibit B** illustrates the planned locations of proposed public roadways, utility improvements, and drainage and detention facilities in the Annexation Tracts.

B. The estimated project costs of the Zone, including administrative expenses

The total estimated project cost of the Zone is \$60,273,892 inclusive of all land located within the Zone, including, without limitation, the Annexation Tracts. **Exhibit C** itemizes the estimated infrastructure project costs for the Zone. Administrative costs for the Project are estimated to be up to \$75,000 annually.

C. Economic Feasibility Study

The Developer has conducted a market analysis of the Zone, which projected the performance of the residential, commercial, and educational facilities in the Zone. Based on the research, it is determined there is sufficient demand for the residential, commercial, and educational facilities planned within the Zone.

D. The estimated bonded indebtedness to be incurred

As further described in Section F., Arcola Municipal Management District No. 1 (AMMD) will issue approximately \$72,080,000 of bonds secured by Zone revenues and AMMD property taxes, as applicable.

E. The time when costs or monetary obligations are to be incurred

It is estimated that the Zone projects will be funded by the Developer during the years 2019 through 2028. AMMD will issue bonds in multiple series as value in the Zone increases and can support the bonded indebtedness. Refer to **Exhibit C** for a detailed estimate of the timing of the individual projects within the Project.

F. The methods of financing all estimated project costs and the expected sources of revenue to finance or pay project costs, including the percentage of tax increment to be derived from the property taxes of each taxing unit that levies taxes on real property in the Zone

Method of Financing. The Developer will advance an estimated \$55,841,668 for Project costs within the Zone, subject to reimbursement described below.

Sources of Tax Increment Revenue – Property Tax. After the Developer advances the funds for the Project costs, the property tax revenue on the resulting growth will be used to issue bonds to reimburse the Developer. AMMD will levy a property tax on the land within the Zone, in addition to the City and County property taxes. AMMD will reimburse Project costs by issuing bonds secured by tax increment revenues of the Zone and the District tax. The projected assessed valuations resulting from the construction is shown in **Exhibit D**. The property tax revenues associated with the development include 85% tax increment participation from the City of Arcola, Texas and 85% tax increment participation from the County. The available tax increment for debt service may fluctuate from year to year based on any changes in the base year values of the property within the Zone and/or the then-current tax rates of the City and County.

G. Base Appraised Value of Property in the Annexation Tracts

The total 2024 tax year appraised value of the Annexation Tracts, the year in which such tracts were included in the Zone, was approximately \$438,111. The combined approximate base value for all land within the Zone (Tract A, Tract B, and the Annexation Tracts) is approximately \$1,292,111.

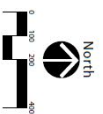
H. Estimated Captured Value of Zone in Each Year of Existence

The estimated value at full buildout within the Zone is \$348,205,302 which would create an increment of \$346,912,391 in the Zone.

I. Duration of Zone

The duration of the Zone is 30 years or the completion of the Project Plan with full reimbursement of all the Developer expenditures. It is anticipated that the Zone will terminate on December 31, 2049, or the date when all project costs are paid and any debt is retired, or by a subsequent city ordinance terminating the Zone.

EXHIBIT A



Concept Plan Study for ARCOLA TRACT

Arcola, Texas
Project #: 2565-12001

Prepared For:
**COMPASS LAND
DEVELOPMENT**
Reference Date: 06.03.2019



**Planning &
Landscape Architecture**
Land & Master Planning
Landscape Architecture
Sustainable Design
Urban Design

LJA Engineering, Inc.

3939 Bluegrass Drive, Suite 400
Houston, Texas 77062-3703

713.951.5200

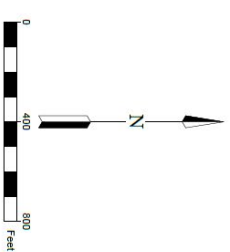
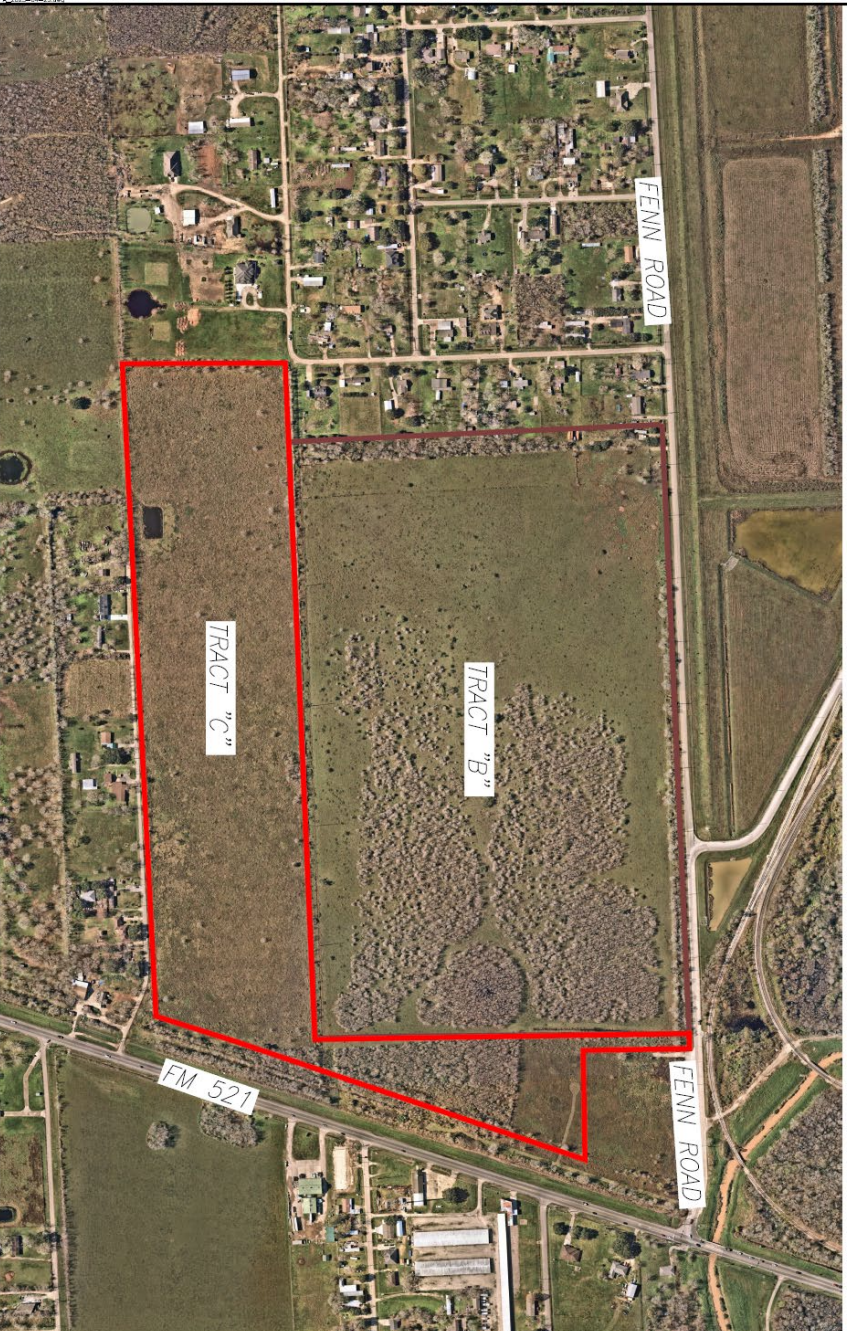
1070 Evergreen Circle, Suite 107

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713.951.5200

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EXHIBIT A



LEGEND

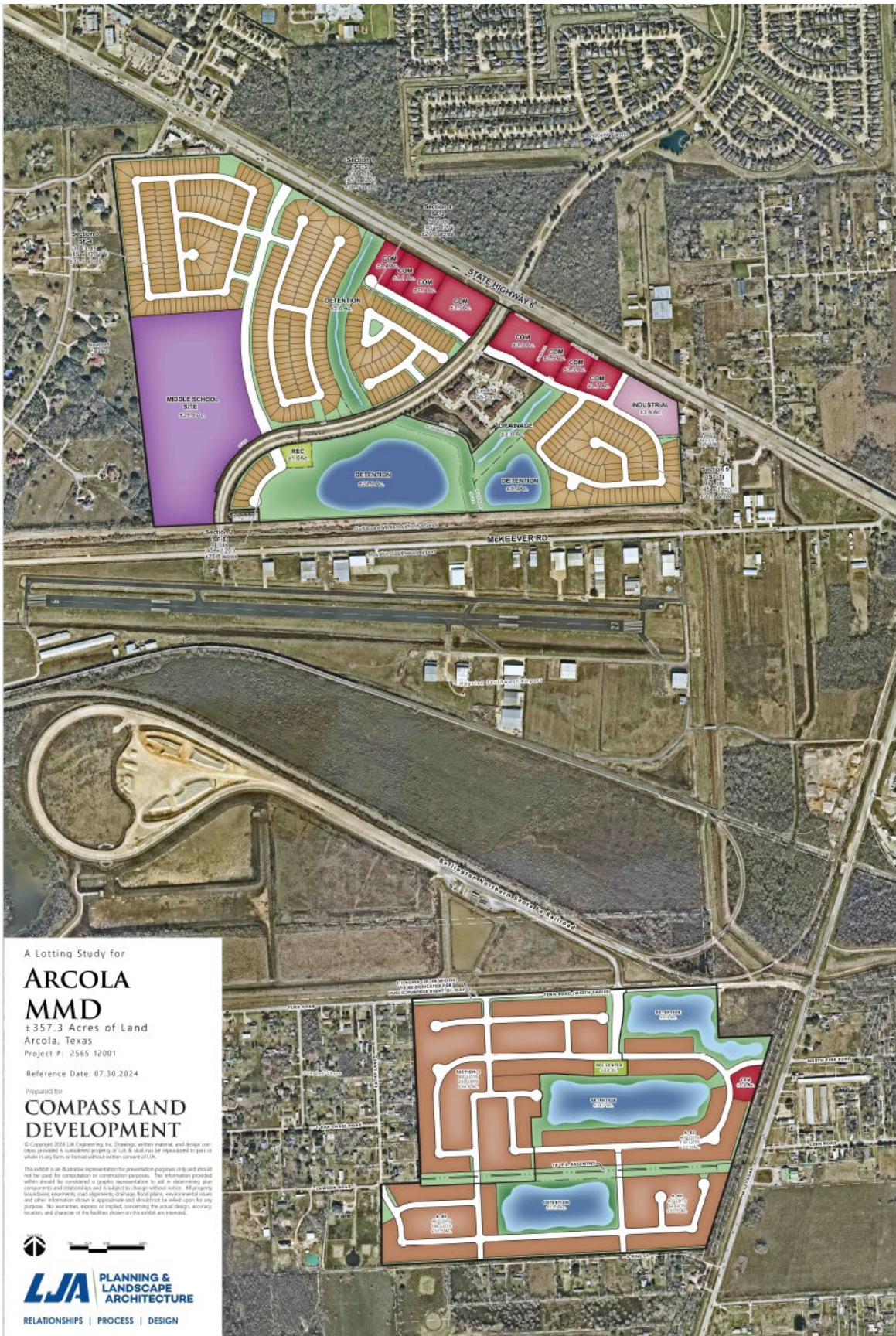
- Existing
- Annexed

ANNEXATION TRACT

LJA Engineering, Inc.
1904 W. Grand Parkway North
Suite 100
Katy, Texas 77449

Phone 713.953.5200
Fax 713.953.5026
FRN-F-1386

Exhibit B



A Lotting Study for
ARCOLA MMD
 ±357.3 Acres of Land
 Arcola, Texas
 Project #: 2565 12001

Reference Date: 07.30.2024

Prepared for
COMPASS LAND DEVELOPMENT

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This is an illustration representation for presentation purposes only and should not be used for construction or construction purposes. The information provided herein should be considered a graphic representation to aid in determining plan components and relationships and is subject to change without notice. All property boundaries, easements, road alignments, drainage flow plans, environmental issues, and other information shown is approximate and should not be relied upon for any purpose. No warranties, express or implied, concerning the actual design, accuracy, location, and character of the facilities shown on this exhibit are intended.

EXHIBIT C

Arcola Municipal Management District No. 1
Cost Projections

Phase 1	11/1/2020					
Phase 2	10/1/2021					
Phase 3	10/1/2022					
Phase 4	10/1/2023					
Phase 5	10/1/2024					
Phase 6	10/1/2025					
Phase 7	10/1/2026					
Non-Tirz Contributions						
		Total Amount	Developer Amount	City Amount	Federal Amount	Phase
Single-Family Dwellings, Section 1		3,151,951	3,151,951			Phase 4
Single-Family Dwellings, Section 2		2,463,498	2,463,498			Phase 5
Single-Family Dwellings, Section 3		2,651,010	2,651,010			Phase 1
Single-Family Dwellings, Section 4		3,927,948	3,927,948			Phase 2
Single-Family Dwellings, Section 5		655,934	655,934			Phase 2
Single-Family Dwellings, Section 6		5,634,108	5,634,108			Phase 6
Single-Family Dwellings, Section 7		2,344,572	2,344,572			Phase 6
Single-Family Dwellings, Section 8		2,298,372	2,298,372			Phase 7
Single-Family Dwellings, Section 9		2,118,391	2,118,391			Phase 7
Clearing, Grubbing and Stripping, Phase I		126,060	126,060			Phase 1
Clearing, Grubbing and Stripping, Phase II		69,092	69,092			Phase 2
Clearing, Grubbing and Stripping, Phase III		396,604	396,604			Phase 5
Minor Collector Road (Post Oak Pointe Drive)		3,438,783	3,438,783			Phase 1
Minor Collector Road Phase 1 (Fenn Road)		1,744,512	1,744,512			Phase 6
Fenn Road Improvements		1,839,915	1,839,915			Phase 7
Offsite Waterline		149,813	149,813			Phase 1
Onsite Lift Station		933,563	933,563			Phase 1
Offsite Lift Station I		1,615,583	1,615,583			Phase 2
Offsite Lift Station II		1,341,169	1,341,169			Phase 2
Water Plant		4,433,200	516,100	1,156,000	2,761,100	
Water Plant Improvements (Additional Storage Tanks)		978,478	978,478			Phase 6
Wastewater Treatment Plant Expansion 1		2,168,064	2,168,064			Phase 5
Wastewater Treatment Plant Expansion 2		2,178,000	2,178,000			Phase 7
Onsite Lift Station (Reverie Ranch)		1,257,446	1,257,446			Phase 6
Offsite Waterline on Fenn Road		220,790	220,790			Phase 6
Offsite Sanitary Force Main on Fenn Road		245,322	245,322			Phase 6
West Pond Detention		1,518,538	1,518,538			Phase 1
East Pond Detention		846,225	846,225			Phase 2
Reverie Ranch Detention Phase 1		3,038,409	3,038,409			Phase 6
Reverie Ranch Detention Phase 2		2,037,813	2,037,813			Phase 7
Permits and Studies, Phase I		92,330	92,330			Phase 1
Permits and Studies, Phase II		63,000	63,000			Phase 3
Permits and Studies, Phase III		11,400	11,400			Phase 5
Parks & Recreational Facilities (Post Oak Pointe)		850,000	850,000			Phase 2
Parks & Recreational Facilities (Reverie Ranch)		1,000,000	1,000,000			Phase 6
City Hall Renovations		2,034,000	1,518,876	515,124		Phase 1
City Wellness Park		400,000	400,000			Phase 7
TOTAL:		\$60,273,892	\$55,841,668	\$1,671,124	\$2,761,100	

Arcoleta Municipal Management District
TIR2 /MMD Cash Flow - Post Annexation (48 Acres)

Tax Year	Collection Year	MMD Value	Base Value	City Tax Rate	City Zone Participation 85%	Tax Revenues Collected by City	Tap Fees Collected by City	Water/Sewer Revenue Collected by City	Sales Tax Collected by City	Net New Deposits to City Funds	County Tax Rate	County Zone Participation 85%	Total Zone Participation	Annual Zone Administration	AMMD DS Tax Rate	AMMD DS Tax Collections	Zone/MMD Revenue Available for Projects / Debt Service	Available MMD/TIR2 Bonding Capacity	Developer Reimbursement Amount	Developer Reimbursable Capital Outlay	Developer Interest
2022	2023	\$ 24,900,000	\$ 1,292,911	\$ 0.049619	\$ 107,534	\$ 27,208	\$ 499,950	\$ 303,482	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2023	2024	\$ 24,900,000	\$ 1,292,911	\$ 0.049619	\$ 107,534	\$ 27,208	\$ 499,950	\$ 303,482	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2024	2025	\$ 24,900,000	\$ 1,292,911	\$ 0.049619	\$ 107,534	\$ 27,208	\$ 499,950	\$ 303,482	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2025	2026	\$ 114,649,148	\$ 1,292,911	\$ 0.049619	\$ 538,158	\$ 103,249	\$ 297,000	\$ 479,268	\$ 76,775	\$ 857,302	\$ 0.422000	\$ 345,864	\$ 884,705	\$ -	\$ -	\$ -	\$ 1,766,540	\$ 11,470,000	\$ 9,446,417	\$ 12,344,406	\$ 9,309,376
2026	2027	\$ 114,649,148	\$ 1,292,911	\$ 0.049619	\$ 538,158	\$ 103,249	\$ 297,000	\$ 479,268	\$ 76,775	\$ 857,302	\$ 0.422000	\$ 345,864	\$ 884,705	\$ -	\$ -	\$ -	\$ 1,766,540	\$ 11,470,000	\$ 9,446,417	\$ 12,344,406	\$ 9,309,376
2027	2028	\$ 189,004,105	\$ 1,292,911	\$ 0.049619	\$ 657,551	\$ 124,429	\$ 297,000	\$ 592,368	\$ 150,292	\$ 1,163,919	\$ 0.422000	\$ 422,074	\$ 1,079,625	\$ -	\$ -	\$ -	\$ 2,155,700	\$ 5,105,000	\$ 3,962,280	\$ 1,500,450	\$ 986,238
2028	2029	\$ 224,047,237	\$ 1,292,911	\$ 0.049619	\$ 862,552	\$ 164,411	\$ 297,000	\$ 710,448	\$ 202,554	\$ 1,370,413	\$ 0.422000	\$ 553,550	\$ 1,415,902	\$ -	\$ -	\$ -	\$ 2,623,065	\$ 9,015,000	\$ 7,364,952	\$ -	\$ -
2029	2030	\$ 286,856,440	\$ 1,292,911	\$ 0.049619	\$ 1,069,534	\$ 196,972	\$ 297,000	\$ 828,528	\$ 303,178	\$ 1,625,678	\$ 0.422000	\$ 686,554	\$ 1,515,088	\$ -	\$ -	\$ -	\$ 3,499,272	\$ 7,965,000	\$ 6,469,202	\$ -	\$ -
2030	2031	\$ 326,055,277	\$ 1,292,911	\$ 0.049619	\$ 1,312,436	\$ 239,837	\$ 160,875	\$ 931,848	\$ 303,178	\$ 1,625,678	\$ 0.422000	\$ 842,490	\$ 2,154,926	\$ -	\$ -	\$ -	\$ 4,291,433	\$ -	\$ -	\$ -	\$ -
2031	2032	\$ 346,205,302	\$ 1,292,911	\$ 0.049619	\$ 1,594,618	\$ 289,634	\$ -	\$ 946,608	\$ 303,178	\$ 1,521,433	\$ 0.422000	\$ 958,205	\$ 2,450,900	\$ -	\$ -	\$ 0.660000	\$ 2,428,387	\$ 4,897,288	\$ 25,650,000	\$ 20,837,159	\$ -
2032	2033	\$ 355,169,408	\$ 1,292,911	\$ 0.049619	\$ 1,626,651	\$ 295,287	\$ -	\$ 946,608	\$ 303,178	\$ 1,545,073	\$ 0.422000	\$ 1,042,642	\$ 2,670,856	\$ -	\$ -	\$ 0.660000	\$ 2,646,302	\$ 5,316,158	\$ -	\$ -	\$ -
2033	2034	\$ 362,272,297	\$ 1,292,911	\$ 0.049619	\$ 1,659,323	\$ 301,053	\$ -	\$ 946,608	\$ 303,178	\$ 1,550,838	\$ 0.422000	\$ 1,065,181	\$ 2,724,504	\$ -	\$ -	\$ 0.660000	\$ 2,698,208	\$ 5,422,712	\$ -	\$ -	\$ -
2034	2035	\$ 369,518,253	\$ 1,292,911	\$ 0.049619	\$ 1,692,650	\$ 306,934	\$ -	\$ 946,608	\$ 303,178	\$ 1,556,720	\$ 0.422000	\$ 1,086,578	\$ 2,779,225	\$ -	\$ -	\$ 0.660000	\$ 2,752,172	\$ 5,531,397	\$ -	\$ -	\$ -
2035	2036	\$ 374,908,618	\$ 1,292,911	\$ 0.049619	\$ 1,726,643	\$ 312,933	\$ -	\$ 946,608	\$ 303,178	\$ 1,562,718	\$ 0.422000	\$ 1,108,398	\$ 2,831,041	\$ -	\$ -	\$ 0.660000	\$ 2,807,215	\$ 5,642,256	\$ -	\$ -	\$ -
2036	2037	\$ 384,446,790	\$ 1,292,911	\$ 0.049619	\$ 1,761,316	\$ 319,051	\$ -	\$ 946,608	\$ 303,178	\$ 1,568,837	\$ 0.422000	\$ 1,130,657	\$ 2,891,972	\$ -	\$ -	\$ 0.660000	\$ 2,865,360	\$ 5,755,332	\$ -	\$ -	\$ -
2037	2038	\$ 392,135,726	\$ 1,292,911	\$ 0.049619	\$ 1,796,682	\$ 325,293	\$ -	\$ 946,608	\$ 303,178	\$ 1,574,078	\$ 0.422000	\$ 1,153,361	\$ 2,956,043	\$ -	\$ -	\$ 0.660000	\$ 2,920,627	\$ 5,870,669	\$ -	\$ -	\$ -
2038	2039	\$ 399,978,640	\$ 1,292,911	\$ 0.049619	\$ 1,832,755	\$ 331,658	\$ -	\$ 946,608	\$ 303,178	\$ 1,581,444	\$ 0.422000	\$ 1,176,519	\$ 3,009,274	\$ -	\$ -	\$ 0.660000	\$ 2,979,039	\$ 5,988,314	\$ -	\$ -	\$ -
2039	2040	\$ 407,978,609	\$ 1,292,911	\$ 0.049619	\$ 1,869,750	\$ 338,152	\$ -	\$ 946,608	\$ 303,178	\$ 1,597,937	\$ 0.422000	\$ 1,200,140	\$ 3,069,690	\$ -	\$ -	\$ 0.660000	\$ 3,038,620	\$ 6,108,311	\$ -	\$ -	\$ -
2040	2041	\$ 416,127,495	\$ 1,292,911	\$ 0.049619	\$ 1,907,581	\$ 344,725	\$ -	\$ 946,608	\$ 303,178	\$ 1,607,580	\$ 0.422000	\$ 1,224,245	\$ 3,131,315	\$ -	\$ -	\$ 0.660000	\$ 3,097,393	\$ 6,230,205	\$ -	\$ -	\$ -
2041	2042	\$ 424,390,277	\$ 1,292,911	\$ 0.049619	\$ 1,947,514	\$ 351,420	\$ -	\$ 946,608	\$ 303,178	\$ 1,618,528	\$ 0.422000	\$ 1,248,340	\$ 3,202,527	\$ -	\$ -	\$ 0.660000	\$ 3,156,528	\$ 6,350,892	\$ -	\$ -	\$ -
2042	2043	\$ 432,908,227	\$ 1,292,911	\$ 0.049619	\$ 1,988,410	\$ 358,421	\$ -	\$ 946,608	\$ 303,178	\$ 1,629,207	\$ 0.422000	\$ 1,273,974	\$ 3,254,282	\$ -	\$ -	\$ 0.660000	\$ 3,224,608	\$ 6,482,882	\$ -	\$ -	\$ -
2043	2044	\$ 441,608,518	\$ 1,292,911	\$ 0.049619	\$ 2,024,238	\$ 365,450	\$ -	\$ 946,608	\$ 303,178	\$ 1,641,235	\$ 0.422000	\$ 1,299,445	\$ 3,302,683	\$ -	\$ -	\$ 0.660000	\$ 3,289,100	\$ 6,612,783	\$ -	\$ -	\$ -
2044	2045	\$ 450,440,688	\$ 1,292,911	\$ 0.049619	\$ 2,064,863	\$ 372,619	\$ -	\$ 946,608	\$ 303,178	\$ 1,652,404	\$ 0.422000	\$ 1,325,325	\$ 3,390,388	\$ -	\$ -	\$ 0.660000	\$ 3,354,882	\$ 6,745,270	\$ -	\$ -	\$ -
2045	2046	\$ 459,449,402	\$ 1,292,911	\$ 0.049619	\$ 2,106,500	\$ 379,931	\$ -	\$ 946,608	\$ 303,178	\$ 1,659,717	\$ 0.422000	\$ 1,352,126	\$ 3,458,426	\$ -	\$ -	\$ 0.660000	\$ 3,421,980	\$ 6,880,406	\$ -	\$ -	\$ -
2046	2047	\$ 468,638,492	\$ 1,292,911	\$ 0.049619	\$ 2,148,566	\$ 387,290	\$ -	\$ 946,608	\$ 303,178	\$ 1,637,175	\$ 0.422000	\$ 1,379,259	\$ 3,527,825	\$ -	\$ -	\$ 0.660000	\$ 3,490,419	\$ 7,018,245	\$ -	\$ -	\$ -
2047	2048	\$ 478,011,462	\$ 1,292,911	\$ 0.049619	\$ 2,191,677	\$ 394,988	\$ -	\$ 946,608	\$ 303,178	\$ 1,644,783	\$ 0.422000	\$ 1,406,936	\$ 3,598,613	\$ -	\$ -	\$ 0.660000	\$ 3,560,228	\$ 7,158,841	\$ -	\$ -	\$ -
2048	2049	\$ 487,571,487	\$ 1,292,911	\$ 0.049619	\$ 2,235,651	\$ 402,758	\$ -	\$ 946,608	\$ 303,178	\$ 1,650,453	\$ 0.422000	\$ 1,435,165	\$ 3,670,816	\$ -	\$ -	\$ 0.660000	\$ 3,631,432	\$ 7,302,248	\$ -	\$ -	\$ -
2049	2050	\$ 497,322,917	\$ 1,292,911	\$ 0.049619	\$ 2,280,504	\$ 410,673	\$ -	\$ 946,608	\$ 303,178	\$ 1,656,532	\$ 0.422000	\$ 1,463,329	\$ 3,744,583	\$ -	\$ -	\$ 0.660000	\$ 3,704,061	\$ 7,448,524	\$ -	\$ -	\$ -
2050	2051	\$ 507,269,375	\$ 1,292,911	\$ 0.049619	\$ 2,326,354	\$ 418,746	\$ -	\$ 946,608	\$ 303,178	\$ 1,662,532	\$ 0.422000	\$ 1,493,329	\$ 3,819,583	\$ -	\$ -	\$ 0.660000	\$ 3,778,142	\$ 7,597,725	\$ -	\$ -	\$ -
Totals					\$ 45,198,195	\$ 8,206,621	\$ 2,296,800	\$ 24,312,098	\$ 7,428,831	\$ 42,244,350		\$ 29,014,345	\$ 74,212,541			\$ 72,689,207	\$ 146,901,848	\$ 72,080,000	\$ 57,140,533	\$ 58,487,008	\$ 5,680,337