

**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 Texas 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.

# EXHIBT A



## Concept Plan Study for ARCOLA TRACT

Arcola, Texas  
Project #: 2565-12001



Prepared For:  
**COMPASS LAND  
DEVELOPMENT**  
Reference Date: 06/03/2019

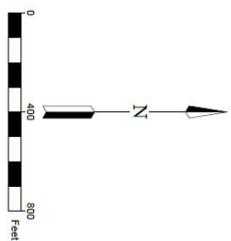
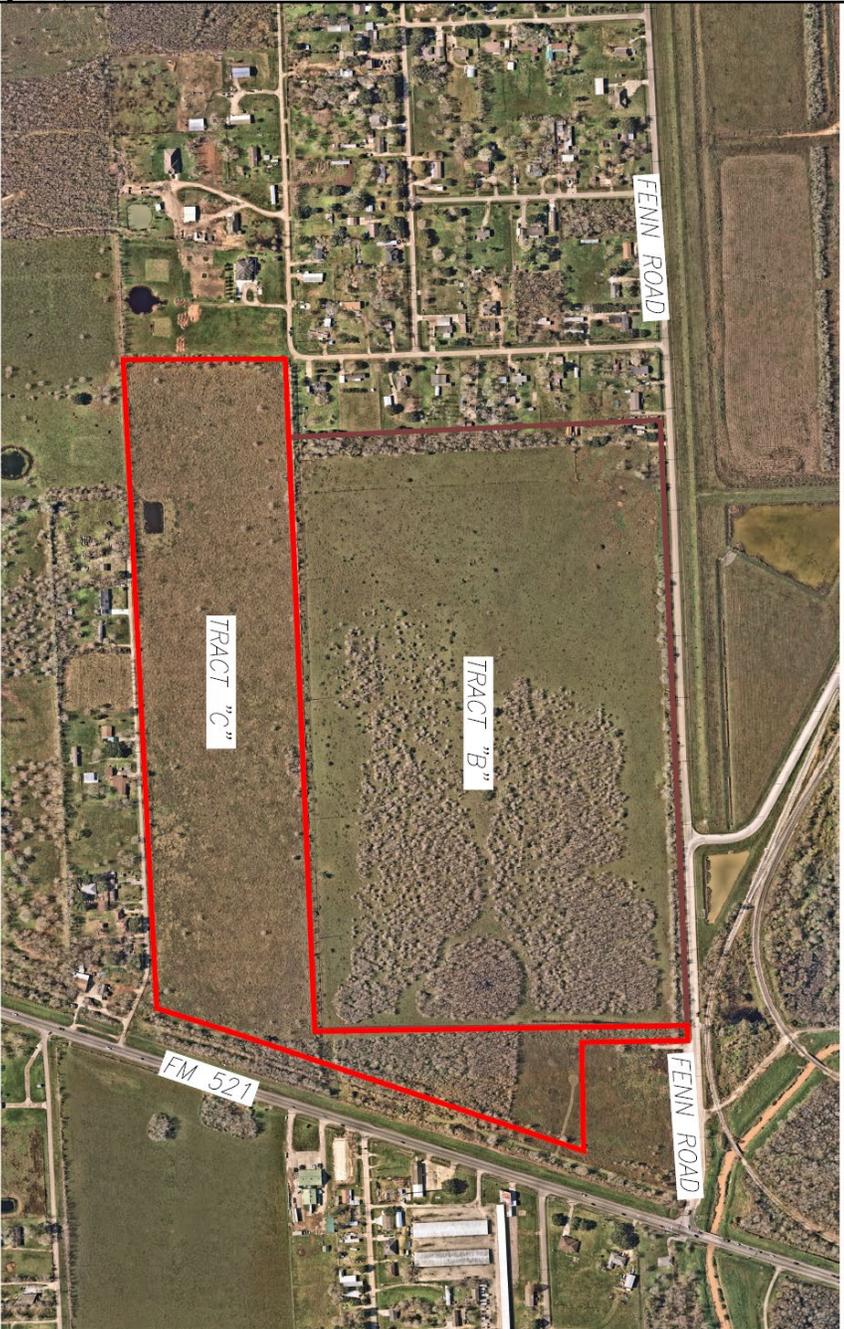


**UJA**  
Planning &  
Landscape Architecture  
Land & Master Planning  
Landscape Architecture  
Sustainable Design  
Urban Design  
Landscape Architecture

**UJA Engineering, Inc.**  
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713.953.5200  
1070 Evergreen Circle, Suite 107  
The Woodlands, Texas 77380  
713.219.1790

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# EXHIBIT A



**LEGEND**

 Existing

 Annexed

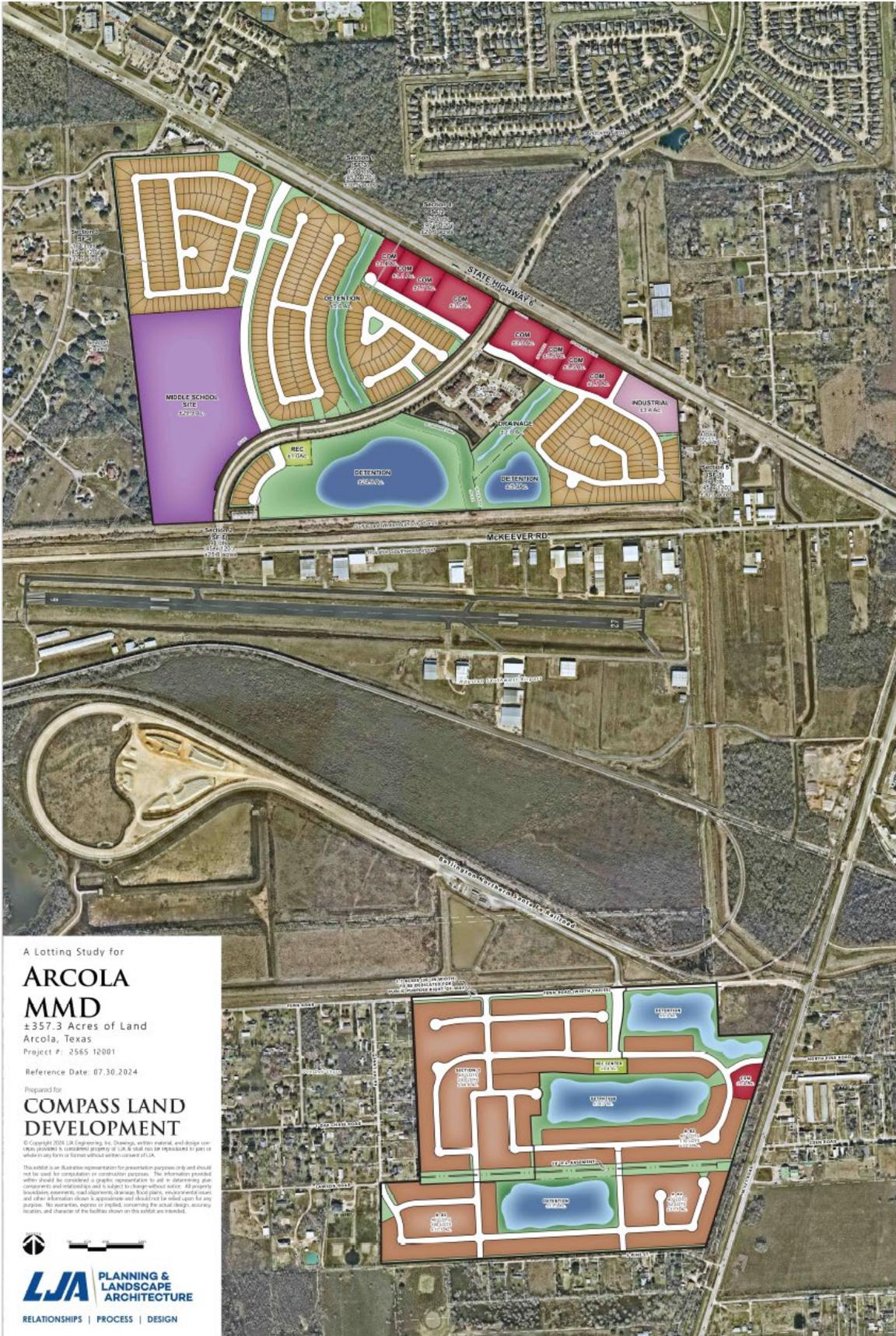
## ANNEXATION TRACT

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

Phone 713.953.3200  
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 exhibit is an illustrative 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.



RELATIONSHIPS | PROCESS | DESIGN

# EXHIBIT C

## Arcola Municipal Management District No. 1 Cost Projections

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

Arcoia Municipal Management District  
 TIRZ/AMMD Cash Flow - Post Annexation (68 Acres)

Tax Year	Collection Year	MMO Value	Base Value	City Tax Rate	City Zone Participation 85%	Tax Revenues Received by City	Tap Fees Collected by City	Water/Sewer Revenue Collected by City	Sales Tax Collected by City	Deposits to City Funds	Net New 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/TIRZ Bonding Capacity	Developer Reimbursement Amount	Developer Reimbursable Capital Outlay	Developer Interest
2022	2023	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2023	2024	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2024	2025	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2025	2026	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2026	2027	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2027	2028	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2028	2029	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2029	2030	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2030	2031	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2031	2032	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2032	2033	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2033	2034	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2034	2035	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2035	2036	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2036	2037	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2037	2038	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2038	2039	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2039	2040	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2040	2041	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2041	2042	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2042	2043	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2043	2044	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2044	2045	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2045	2046	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2046	2047	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2047	2048	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2048	2049	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2049	2050	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
2050	2051	\$ 24,900,000	\$ 1,292,911	\$ 0.649619	\$ 10,7534	\$ 27,208	\$ 319,275	\$ 303,882	\$ -	\$ 666,574	\$ 0.422000	\$ 68,990	\$ 176,515	\$ -	\$ -	\$ -	\$ 176,515	\$ -	\$ -	\$ -	\$ -
<b>Totals</b>		\$ 46,194,195	\$ 2,306,554	\$ 0.649619	\$ 8,206,621	\$ 2,296,800	\$ 24,812,098	\$ 7,428,831	\$ 42,244,350	\$ 29,014,345	\$ 7,428,831	\$ 2,296,800	\$ 7,428,831	\$ 2,296,800	\$ 7,428,831	\$ 2,296,800	\$ 7,428,831	\$ 7,428,831	\$ 7,428,831	\$ 7,428,831	\$ 7,428,831