

ORDINANCE NO. 2024-20

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF ODESSA, TEXAS, RELATED TO WINDMILL CROSSING PUBLIC IMPROVEMENT DISTRICT; RATIFYING AND CONFORMING PRIOR ACTIONS OF THE CITY COUNCIL IN CONNECTION WITH THE DISTRICT; APPROVING THE 2024 OPERATIONS AND MAINTENANCE SERVICE AND ASSESSMENT PLAN FOR THE DISTRICT WHICH LIES WITHIN THE CORPORATE LIMITS OF THE CITY; LEVYING SPECIAL ASSESSMENTS AGAINST THE ASSESSED PROPERTY TO PAY FOR BEAUTIFICATION, UTILITIES, AND ANNUAL COLLECTION COSTS TO BE UNDERTAKEN BY THE DISTRICT; PROVIDING FOR THE COLLECTION OF SPECIAL ASSESSMENTS; CREATING A CHARGE AND LIEN AGAINST THE ASSESSED PROPERTY; PROVIDING FOR PENALTIES FOR DELINQUENT SPECIAL ASSESSMENTS; CREATING A DISTRICT PROJECT FUND; MAKING LEGISLATIVE FINDINGS; FINDING AND DETERMINING THAT THE MEETING AT WHICH THIS ORDINANCE IS PASSED WAS NOTICED AND IS OPEN TO THE PUBLIC AS REQUIRED BY LAW; PROVIDING A SEVERABILITY CLAUSE AND DECLARING AN EFFECTIVE DATE

WHEREAS, Chapter 372, Texas Local Government Code, as amended (the "Act"), authorizes the City of Odessa, Texas (the "City"), to create public improvement districts within the corporate limits and extraterritorial jurisdiction of the City; and

WHEREAS, on February 13, 2024, the City Council accepted a Petition requesting the establishment of the Windmill Crossing Public Improvement District (the “District”) in accordance with the Act; and

WHEREAS, the District consists of approximately 280.68 contiguous acres with the corporate limits of the City; and

WHEREAS, the City called and published notice for a public hearing on March 12, 2024, to consider a resolution creating the District; and

WHEREAS, the City Council held a public hearing for March 12, 2024, to consider a resolution creating the District and the City Council adopted Resolution No. 2024R-29 on March 12, 2024, approving the creation of the District; and

WHEREAS, the City Council adopted Resolution No. 2024R-31 approving the Preliminary Service and Assessment Plan for the District (the “SAP”), and the Assessment Roll and levied the assessments for operation and maintenance of the District, including beautification, utilities, and administrative costs (the “Supplemental Services”) against property within the District (the “Assessed Property”); and

WHEREAS, Resolution No. 2024R-31 ordered a public hearing (the “2024 Assessment Hearing”) to consider the levy of assessments (the “Special Assessments”) against the Assessed Property to pay for the Supplemental Services and authorizing and directing the City Secretary to mail, publish, and otherwise provide notices of the 2024 Assessment Hearing as required by the Act; and

WHEREAS, the City Secretary caused the mailing, if applicable, and caused to be published notice of the Assessment Hearing before the 10th day before the date of the 2024 Assessment Hearing as required by the Act; and

WHEREAS, the City Secretary made available for public inspection the Windmill Crossing Public Improvement District 2024 Operations and Maintenance Service and Assessment Plan (the “O&M Service Plan”) for the operation and maintenance of the Assessed Property within the District, including a determination of costs of the Supplemental Services, Annual Collection Costs,

and the service plan and Assessment Roll, before the 10th day before the date of the 2024 Assessment Hearing as required by the Act; and

WHEREAS, after mailing, if applicable, publishing, and otherwise providing all notices of the 2024 Assessment Hearing as required by the Act, the City Council conducted the 2024 Assessment Hearing on April 9, 2024, at the time and place and for the purposes set forth in the notices; and

WHEREAS, after all persons having an interest in the levy of Special Assessments against the Assessed Property were given an opportunity to be heard in support of or in opposition to the levy of Special Assessments for the Supplemental Services, the City Council closed the 2024 Assessment Hearing on April 9, 2024; and

WHEREAS, after the closing of the 2024 Assessment Hearing, and after considering the information, materials, evidence, and testimony offered to the City Council prior to and at the 2024 Assessment Hearing, the City Council finds and determines that it promotes the interest of the City to adopt and approve this Ordinance; and

WHEREAS, all prior actions of the City regarding the District are hereby ratified and confirmed; and

WHEREAS, all legal prerequisites for the approval of this Ordinance have been met, including but not limited to the Open Meetings Act and the Act; and

WHEREAS, the City Council deems the adoption of this Ordinance to be in the best interests of the health, safety, and welfare of the public.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL FOR THE CITY OF ODESSA, TEXAS

Section 1. That the findings set forth above, together with the Exhibits attached hereto, are incorporated into the body of this Ordinance as if fully set forth herein.

Section 2. That the City Council hereby accepts and approves the O&M Service Plan and same is incorporated as part of this Ordinance for all purposes as Exhibit A attached hereto. The O&M Service Plan shall be updated by the City Council no less frequently than annually as required by the Act.

Section 3. That based on the O&M Service Plan, the City Council hereby levies a Special Assessment upon each Assessed Property in the amounts set forth on the Assessment Rolls.

Section 4. That each Special Assessment against an Assessed Property, together with Annual Collection Costs, and reasonable attorney's fees, if incurred, constitutes a lien against the Assessed Property and is the personal liability of and charge against the owner of the Assessed Property regardless of whether the owner is named in this Ordinance.

Section 5. That the Special Assessment lien against each Assessed Property created by is effective from the date of this Ordinance and "runs with the land." The Special Assessment lien may be enforced by the City, including foreclosure, in the same manner that an ad valorem tax lien is foreclosed. Any purchaser of an Assessed Property in foreclosure takes subject to the lien against the Assessed Property created by the Special Assessment.

Section 6. That the Special Assessments against each Assessed Property as set forth in the Assessment Rolls are due and payable not later than January 31, 2025, and will be delinquent February 1, 2025. Delinquent Special Assessments shall incur interest, penalties, and attorney's fees in the same manner as delinquent ad valorem taxes.

Section 7. That the City shall cause the Special Assessments to be billed and collected at the same time and in the same manner as the ad valorem taxes, and immediately deposited in accordance with the

Section 8. That based on materials and information prepared by City staff and qualified professional consultants, on testimony provided throughout the process of creating the District and levying the Special Assessments including, but not limited to, testimony offered at the 2024 Assessment Hearing, the City Council, acting in its discretionary, legislative capacity hereby finds and determines:

- A. That the Assessed Property is specially benefitted by the Supplemental Services in an amount that meets or exceeds the Special Assessments;
- B. The Special Assessments (i) are just and equitable; (ii) produces substantial equality, considering benefits received and the burdens imposed; (iii) results in equal

shares of the cost of the services on property similarly benefited; and (iv) is authorized by and has been levied in accordance with the Act, state law, and ordinances of the City;

C. That the Special Assessments against the Assessed Property are in amounts required to pay the costs of the Supplemental Services.

Section 9. That the City Council may make supplemental assessments to correct omissions or mistakes related to the cost of the Supplemental Services and reassessments if the City Council determines that any Special Assessment is excessive. The City Council may also adjust the Special Assessments downward following each annual update to the O&M Service Plan.

Section 10. That the City Secretary is directed to cause a copy of this Ordinance, including the O&M Service Plan, to be recorded in the real property records of the County, on or before April 30, 2024. The City Secretary is further directed to similarly file each O&M Service Plan approved by the City Council, with each such filing to occur within seven days of the date each respective O&M Service Plan is approved.

Section 11. That this Ordinance incorporates, by reference, all provisions of the Act. In the event of any conflict between this Ordinance and the Act, the Act shall control.

Section 12. That if any section, article, paragraph, sentence, clause, phrase or word of this Ordinance, or application thereto any persons or circumstances, is held invalid by a court of competent jurisdiction, such holding shall not affect the validity of the remaining portions of this Ordinance; and the City Council hereby declares it would have passed such remaining portions of this Ordinance despite such invalid portions, which remaining portions shall remain in full force and effect.

Section 13. That this ordinance, since it does not impose any penalty or fine, shall go into effect following adoption on second approval as provided by City Charter Sections 61 and 65, without the need for publication.

The foregoing ordinance was first approved on the 9th day of April, A.D., 2024, by the following vote:

Mark Matta	ABSENT
Steven P. Thompson	AYE
Gilbert Vasquez	AYE
Greg Connell	AYE
Chris Hanie	AYE
Denise Swanner	AYE
Javier Joven	AYE

The foregoing ordinance was adopted on second and final approval on the 23rd day of April, A.D., 2024, by the following vote:

Mark Matta	AYE
Steven P. Thompson	AYE
Gilbert Vasquez	AYE
Greg Connell	AYE
Chris Hanie	AYE
Denise Swanner	AYE
Javier Joven	AYE

Approved this the 23rd day of April, A.D., 2024.

Javier Joven, Mayor

ATTEST:

Norma Aguilar, City Secretary

APPROVED AS TO FORM:

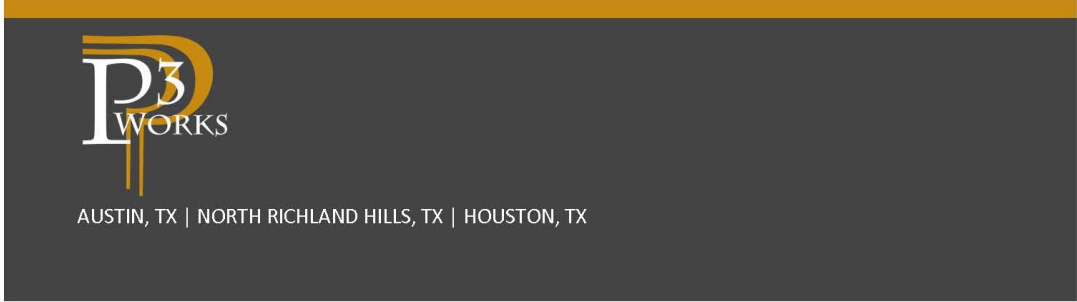
Daniel C. Jones, City Attorney

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Windmill Crossing Public Improvement District

OPERATIONS AND MAINTENANCE SERVICE AND ASSESSMENT PLAN

APRIL 9, 2024



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INTRODUCTION

Capitalized terms used in this O&M Service and Assessment Plan shall have the meanings given to them in **Section I** unless otherwise defined in this O&M Service and Assessment Plan or unless the context in which a term is used clearly requires a different meaning. Unless otherwise defined, a reference to a “Section” or an “Exhibit” shall be a reference to a Section of this O&M Service and Assessment Plan or an Exhibit attached to and made a part of this O&M Service and Assessment Plan for all purposes.

On January 9, 2024, the City Council passed and approved Resolution No. 2024R-23 accepting a petition for the establishment of the District. The Resolution also called a public hearing on February 12, 2024 for the City Council to consider the petition and hear public testimony regarding the advisability of the improvements, the nature of the improvements contemplated, the estimated costs of the improvements, the boundaries of the District, the method of assessment, and the apportionment, if any, of the costs between the District and the City.

On March 12, 2024, the City Council passed and approved Resolution No. 2024R-31 authorizing the establishment of the District in accordance with the PID Act, which authorization was effective upon publication as required by the PID Act. The purpose of the District is to finance the operations and maintenance of the Authorized Improvements that confer a special benefit on approximately 280.68 acres located within the corporate limits of the City as shown on **Exhibit A**.

The PID Act requires a Service Plan covering a period of at least five years, defining the annual indebtedness and projected cost of the Authorized Improvements and including a copy of the notice form required by Section 5.014 of the Texas Property Code, as amended. The Service Plan is contained in **Section IV**.

The PID Act requires that the Service Plan include an Assessment Plan that assesses the Authorized Improvements against the District based on the special benefits conferred on the District by the Authorized Improvements. The Assessment Plan is contained in **Section V**.

The PID Act requires an Assessment Roll that states the O&M Assessment against each Parcel determined by the method chosen by the City Council. The O&M Assessment against each Parcel must be sufficient to pay the share of the Authorized Improvements apportioned to the Parcel and cannot exceed the special benefit conferred on the Parcel by such Authorized Improvements. The Assessment Roll is included as **Exhibit D**.

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SECTION I: DEFINITIONS

"Administrator" means the City or independent firm designated by the City who shall have the responsibilities provided in this O&M Service and Assessment Plan. The initial Administrator is P3Works, LLC.

"Annual Collection Costs" mean the actual or budgeted costs and expenses related to (1) preparation of updates to this O&M Service and Assessment Plan; (2) the performance of any duties or obligations imposed by this O&M Service and Assessment Plan related to (i) the collection and application of the O&M Assessment, or (ii) the use of the foregoing to pay the Annual Installments; and (3) the maintenance of books and records.

"Annual Installment" means the annual installment payment of the O&M Assessment as calculated by the Administrator and approved by the City Council, plus Annual Collection Costs.

"Appraisal District" means the Ector County Appraisal District.

"Assessed Property" means any Parcel within the District other than Non-Benefitted Property or Non-Assessed Property against which an O&M Assessment is levied.

"Assessment Plan" means the methodology employed to assess the Authorized Improvements against the Assessed Property within the District based on the special benefits conferred on such property by the Authorized Improvements, more specifically described in **Section V**.

"Assessment Roll" means any assessment roll for the Assessed Property within the District, as updated, modified or amended from time to time in accordance with the procedures set forth herein and in the PID Act, including any O&M Annual Service Plan Update.

"Authorized Improvements" means improvements authorized by Section 372.003 of the PID Act, as listed in **Section III**.

"City" means the City of Odessa, Texas.

"City Council" means the governing body of the City.

"County" means Ector County, Texas.

"Delinquent Collection Costs" mean costs related to the collection of delinquent O&M Assessments, delinquent Annual Installments, or any other delinquent amounts due under this O&M Service and Assessment Plan including penalties and reasonable attorney's fees actually paid, but excluding amounts representing interest and penalty interest.

"Developer" means Betenbough Homes, LLC, a Texas limited liability company.

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"District" means the Windmill Crossing Public Improvement District containing approximately 280.68 acres located within the corporate limits of the City, and depicted on **Exhibit A**.

"Non-Assessed Property" means Parcels that accrue special benefit from the Authorized Improvements, as determined by the City Council, but are not assessed. The Non-Assessed Property includes, but is not limited to, not-for-profit owners, and religious institutions.

"Non-Benefited Property" means Parcels within the boundaries of the District that accrue no special benefit from the Authorized Improvements as determined by the City Council.

"O&M Annual Service Plan Update" means an update to this O&M Service and Assessment Plan prepared no less frequently than annually by the Administrator and approved by the City Council.

"O&M Assessment" means an assessment levied annually against a Parcel within the District and imposed pursuant to an O&M Assessment Ordinance to fund the Authorized Improvements.

"O&M Assessment Ordinance" means any ordinance adopted by the City Council in accordance with the Act that levies an O&M Assessment.

"O&M Service and Assessment Plan" means this Windmill Crossing Public Improvement District Operations and Maintenance Service and Assessment Plan which identifies the Authorized Improvements, the indebtedness to be incurred for the cost of the Authorized Improvements, and the manner of assessing the Property for the cost of the Authorized Improvements, as updated and amended from time to time.

"O&M Costs" means the costs to fund the Authorized Improvements and to operate and maintain the Authorized Improvements that benefit the District based on a budget prepared annually by the City and provided to the Administrator.

"Parcel" or **"Parcels"** means a specific property within the District identified by either a tax map identification number assigned by the Ector County Appraisal District for real property tax purposes, by metes and bounds description, or by lot and block number in a final subdivision plat recorded in the official public records of the County, or by any other means determined by the City.

"PID Act" means Chapter 372, Texas Local Government Code, as amended.

"Service Plan" covers a period of at least five years and defines the annual indebtedness and Authorized Improvements more specifically described in **Section IV**.

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SECTION II: THE DISTRICT

The District includes approximately 280.68 contiguous acres located within the corporate limits of the City, as depicted on Exhibit A. Development of the District currently includes approximately 1,187 single family residential Parcels.

SECTION III: AUTHORIZED IMPROVEMENTS

The City Council established the District to help increase public improvements and expand opportunities to attract people to the District. All Authorized Improvements will be designed and constructed in accordance with City standards and specifications and will be owned and operated by the City. The Authorized Improvements of the District include:

- **Beautification**
Improvements include landscaping, streetscaping, mowing, and other decorative improvements. The beautification improvements will provide benefit to all Parcels within the District.
- **Utilities**
Improvements include irrigation, water, support services, equipment, and fees. The utilities improvements will provide benefit to all Parcels within the District.
- **City Administration**
Improvements include City services related to management of the District, Annual Collection Costs, O&M Assessment administration and collection.
- **Replacement Reserve Account**
The Replacement Reserve Account is the holding account utilized to cover long-term major repairs and ongoing scheduled maintenance and unexpected expenses. These repairs and unexpected expenses will provide benefit to all Parcels within the District.
- **Safety/Security**
Improvements include matters related to lighting projects for increased safety and security. The security improvements will provide benefit to all Parcels within the District.
- **Insurance**
Improvements include matters related to insurance for the Authorized Improvements. The insurance will provide benefit to all Parcels within the District.
- **PID Management/Annual Collection Costs**

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Improvements include contract services related to Annual Collection Costs, O&M Assessment administration and collection.

SECTION IV: SERVICE PLAN

The PID Act requires the Service Plan to cover a period of at least five years. The Service Plan is required to define the annual projected costs and indebtedness for the Authorized Improvements undertaken within the District during the five-year period. The Service Plan is also required to include a copy of the notice form required by Section 5.014 of the Texas Property Code, as amended. The Service Plan must be reviewed and updated in each O&M Annual Service Plan Update. **Exhibit C** summarizes the Service Plan for the District. Per the PID Act and Section 5.014 of the Texas Property Code, as amended, this O&M Service and Assessment Plan, and any future O&M Annual Service Plan Updates, shall include a form of the buyer disclosures for the District. The buyer disclosures are attached hereto as **Exhibit E**.

SECTION V: ASSESSMENT PLAN

The PID Act allows the City Council to apportion the Authorized Improvements of the District to the Assessed Property based on the special benefit received from the Authorized Improvements. The PID Act provides that such costs may be apportioned in any manner approved by the City Council that results in imposing equal shares of such costs on property similarly benefitted.

The O&M Assessment shall be subject to penalties and procedures for the Annual Installments as authorized by the PID Act. All Authorized Improvements were designed and constructed in accordance with City standards and specifications and are owned and operated by the City.

A. Assessment Methodology

- The City will prepare and provide the Administrator a budget for the Authorized Improvements.
- The O&M Assessment shall not exceed the greater of (1) \$0.18 per \$100 of taxable ad valorem property value on property similarly benefitted within the District, or (2) the actual costs of the Authorized Improvements, but in no event will the O&M Assessment be greater than the O&M Costs.
- The District will receive special benefit equal to or greater than the O&M Assessment as a result of the City performing the operation and maintenance of the Authorized Improvements.

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SECTION VI: TERMS OF THE ASSESSMENTS

A. O&M Assessments and Annual Installments.

O&M Assessments and the Annual Installments thereof shall be calculated and collected each year in an amount sufficient to pay a portion of the Authorized Improvements.

B. Payment of O&M Assessments in Annual Installments

1. O&M Assessments are subject to adjustment in each O&M Annual Service Plan Update based on the Authorized Improvements and Annual Collection Costs as directed by the City Council.
2. The Administrator shall prepare and submit to the City Council for its review and approval a preliminary O&M Annual Service Plan Update, including an Assessment Roll based on the Authorized Improvements and Annual Collection Costs.
3. The O&M Annual Service Plan Update will be placed in the City Secretary's office for inspection, and the City Council will consider a resolution to call a public hearing and will cause notices to be mailed to all property owners within the District and published in the newspaper of record in accordance with the PID Act.
4. The Administrator shall prepare and submit to the City Council for its review and approval a final O&M Annual Service Plan Update to allow for the billing and collection of Annual Installments. Each O&M Annual Service Plan Update shall include an updated Assessment Roll, and updated calculations of Annual Installments. Annual Installments shall be collected by the City in the same manner and at the same time as ad valorem taxes. Annual Installments shall be subject to the penalties and procedures in case of delinquencies as set forth in the PID Act and in the same manner as ad valorem taxes for the City; the City Council may provide for other means of collecting Annual Installments.
5. The first O&M Assessment and the Annual Installment thereof shall be delinquent if not paid prior to May 16, 2024. For each year thereafter, each O&M Assessment and the Annual Installment thereof shall be delinquent if not paid prior to February 1 of the year following the O&M Annual Service Plan Update levying the O&M Assessment.

SECTION VII: ASSESSMENT ROLL

The Assessment Roll is attached as **Exhibit D**. The Administrator shall prepare and submit to the City Council for review and approval proposed revisions to the Assessment Roll and Annual Installments for each Parcel as part of each O&M Annual Service Plan Update. The Parcels shown

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on the Assessment Roll will receive the bills for the 2024 Annual Installments which will be delinquent if not paid by May 16, 2024. For each year thereafter, the Annual Installment shall be delinquent if not paid by January 31 of the year following the O&M Annual Service Plan Update levying the O&M Assessment.

SECTION VIII: ADDITIONAL PROVISIONS

A. Calculation Errors

If the owner of a Parcel claims that an error has been made in any calculation required by this O&M Service and Assessment Plan, including, but not limited to, any calculation made as part of any O&M Annual Service Plan Update, the owner's sole and exclusive remedy shall be to submit a written notice of error to the Administrator by December 1st of each year following City Council approval of the calculation; otherwise, the owner shall be deemed to have unconditionally approved and accepted the calculation. Upon receipt of a written notice of error from an owner the Administrator shall provide a written response to the City Council and the owner within 30 days of such receipt. The City Council shall consider the owner's notice of error and the Administrator's response at a public meeting, and within 30 days after closing such meeting, the City Council shall make a final determination as to whether an error has been made. If the City Council determines that an error has been made, the City Council shall take such corrective action as is authorized by the PID Act, this O&M Service and Assessment Plan, the applicable O&M Assessment Ordinance, the applicable indenture, or as otherwise authorized by the discretionary power of the City Council. The determination by the City Council as to whether an error has been made, and any corrective action taken by the City Council, shall be final and binding on the owner and the Administrator.

B. Amendments

Amendments to this O&M Service and Assessment Plan must be made by the City Council in accordance with the PID Act. To the extent permitted by the PID Act, this O&M Service and Assessment Plan may be amended without notice to owners of the Assessed Property: (1) to correct mistakes and clerical errors; (2) to clarify ambiguities; and (3) to provide procedures to collect O&M Assessments, Annual Installments, and other charges imposed by this O&M Service and Assessment Plan.

C. Administration and Interpretation

The Administrator shall: (1) perform the obligations of the Administrator as set forth in this O&M Service and Assessment Plan; (2) administer the District for and on behalf of and at the direction of the City Council; and (3) interpret the provisions of this O&M Service and Assessment Plan. Interpretations of this O&M Service and Assessment Plan by the Administrator shall be in writing

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and shall be appealable to the City Council by owners adversely affected by the interpretation. Appeals shall be decided by the City Council after holding a public meeting at which all interested parties have an opportunity to be heard. Decisions by the City Council shall be final and binding on the owners and their successors and assigns.

D. Form of Buyer Disclosure; Filing in Real Property Records

Per Section 5.014 of the Texas Property Code, as amended, this O&M Service and Assessment Plan, shall include a form of the buyer disclosure for the District. The buyer disclosure is attached hereto as **Exhibit E**. Within seven days of approval by the City Council, the City shall file and record in the real property records of the County the executed ordinance of this O&M Service and Assessment Plan, or any future O&M Annual Service Plan Updates. The executed ordinance, including any attachments, approving this O&M Service and Assessment Plan or any future O&M Annual Service Plan Updates shall be filed and recorded in their entirety.

E. Severability

If any provision of this O&M Service and Assessment Plan is determined by a governmental agency or court to be unenforceable, the unenforceable provision shall be deleted and, to the maximum extent possible, shall be rewritten to be enforceable. Every effort shall be made to enforce the remaining provisions.

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EXHIBITS

The following Exhibits are attached to and made a part of this O&M Service and Assessment Plan for all purposes:

- Exhibit A** Map of the District
- Exhibit B** Authorized Improvements
- Exhibit C** Service Plan
- Exhibit D** Assessment Roll
- Exhibit E** Windmill Crossing Public Improvement District Buyer Disclosure

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EXHIBIT B – AUTHORIZED IMPROVEMENTS

Authorized Improvements	FY 2024 Budget ^[a]	FY 2025 Budget ^[a]	FY 2026 Budget ^[a]	FY 2027 Budget ^[a]	FY 2028 Budget ^[a]	FY 2029 Budget ^[a]
Beautification	\$ 45,000	\$ 45,000	\$ 110,800	\$ 152,000	\$ 175,000	\$ 200,000
Utilities	-	-	-	40,000	40,800	41,616
Annual Collection Costs ^[b]	-	-	22,950	23,409	23,877	24,355
Replacement Reserve Account	-	-	89,768	216,107	286,910	271,448
City Administration	-	-	15,000	15,000	15,000	15,000
Insurance ^[c]	-	-	-	-	-	-
Safety/Security	-	-	5,000	5,100	5,202	5,306
Total	\$ 45,000	\$ 45,000	\$ 243,518	\$ 451,616	\$ 546,789	\$ 557,725

Footnotes:
[a] As provided by the Developer. The budget will be updated annually in each O&M Annual Service Plan Update, based on estimates.
[b] Includes costs for the following year.
[c] As provided by the City.

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EXHIBIT C – SERVICE PLAN

Windmill Crossing PID						
Annual Installment Due	1/31/2024	1/31/2025	1/31/2025	1/31/2026	1/31/2027	1/31/2028
Taxable Value	\$ 24,115,500.00	\$ 24,115,500.00	\$ 135,287,955.00	\$ 250,897,662.00	\$ 303,771,835.29	\$ 309,847,272.00
Assessment ^[a]	\$ 0.19	\$ 0.19	\$ 0.18	\$ 0.18	\$ 0.18	\$ 0.18
Total Annual Installment^[b]	\$ 45,000.00	\$ 45,000.00	\$ 243,518.32	\$ 451,615.79	\$ 546,789.30	\$ 557,725.09

Footnotes:
 [b] The Annual Installments for years 2025 through 2029 are estimates and are subject to change as the PID Act requires the Operation Expenses and Long Term Maintenance Project be calculated and levied each year by the City Council.

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EXHIBIT D – ASSESSMENT ROLL

Property ID ^[a]	Legal Description	Taxable Value	Assessment	Annual Installment Due 1/31/2025
TBD	Phase 1, Block 1, Lot 1	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 1, Lot 2	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 1	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 2	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 3	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 4	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 5	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 6	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 7	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 8	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 9	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 10	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 11	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 12	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 13	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 14	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 15	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 16	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 17	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 18	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 19	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 20	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 21	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 22	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 23	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 24	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 25	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 26	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 27	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 28	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 29	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 30	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 2, Lot 31	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 3, Lot 1	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 3, Lot 2	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 3, Lot 3	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 3, Lot 4	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 3, Lot 5	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 3, Lot 6	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 3, Lot 7	\$ 241,155	\$ 0.1866	\$ 450.00

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Property ID ^[a]	Legal Description	Taxable Value	Assessment	Annual Installment Due 1/31/2025
TBD	Phase 1, Block 3, Lot 8	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 3, Lot 9	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 3, Lot 10	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 3, Lot 11	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 3, Lot 12	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 3, Lot 13	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 4, Lot 1	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 4, Lot 2	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 4, Lot 3	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 4, Lot 4	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 4, Lot 5	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 4, Lot 6	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 4, Lot 7	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 4, Lot 8	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 1	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 2	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 3	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 4	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 5	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 6	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 7	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 8	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 9	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 10	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 11	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 12	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 13	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 14	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 15	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 16	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 17	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 18	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 19	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 20	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 21	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 5, Lot 22	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 6, Lot 1	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 1, Block 6, Lot 2	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 4, Lot 9	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 4, Lot 10	\$ 241,155	\$ 0.1866	\$ 450.00

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Property ID ^[a]	Legal Description	Taxable Value	Assessment	Annual Installment Due 1/31/2025
TBD	Phase 2, Block 4, Lot 11	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 4, Lot 12	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 4, Lot 13	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 4, Lot 14	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 4, Lot 15	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 4, Lot 16	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 5, Lot 23	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 5, Lot 24	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 5, Lot 25	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 5, Lot 64	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 5, Lot 65	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 5, Lot 66	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 9, Lot 5	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 9, Lot 6	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 9, Lot 7	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 10, Lot 1	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 10, Lot 2	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 10, Lot 3	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 10, Lot 4	\$ 241,155	\$ 0.1866	\$ 450.00
TBD	Phase 2, Block 10, Lot 5	\$ 241,155	\$ 0.1866	\$ 450.00
Total		\$ 24,115,500		\$ 45,000.00

Footnotes

- [a] As provided by the Appraisal District.
- [b] Per information provided by the Developer.
- [c] Annual Collection Costs are allocated to the entire District.

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EXHIBIT E – BUYER DISCLOSURE

The following buyer disclosures are found in this Exhibit:

- Windmill Crossing Public Improvement District

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WINDMILL CROSSING PUBLIC IMPROVEMENT DISTRICT BUYER DISCLOSURE

NOTICE OF OBLIGATIONS RELATED TO PUBLIC IMPROVEMENT DISTRICT

A person who proposes to sell or otherwise convey real property that is located in a public improvement district established under Subchapter A, Chapter 372, Local Government Code (except for public improvement districts described under Section 372.005), or Chapter 382, Local Government Code, shall first give to the purchaser of the property this written notice, signed by the seller.

For the purposes of this notice, a contract for the purchase and sale of real property having a performance period of less than six months is considered a sale requiring the notice set forth below.

This notice requirement does not apply to a transfer:

- 1) under a court order or foreclosure sale;
- 2) by a trustee in bankruptcy;
- 3) to a mortgagee by a mortgagor or successor in interest or to a beneficiary of a deed of trust by a trustor or successor in interest;
- 4) by a mortgagee or a beneficiary under a deed of trust who has acquired the land at a sale conducted under a power of sale under a deed of trust or a sale under a court-ordered foreclosure or has acquired the land by a deed in lieu of foreclosure;
- 5) by a fiduciary in the course of the administration of a decedent's estate, guardianship, conservatorship, or trust;
- 6) from one co-owner to another co-owner of an undivided interest in the real property;
- 7) to a spouse or a person in the lineal line of consanguinity of the seller;
- 8) to or from a governmental entity; or
- 9) of only a mineral interest, leasehold interest, or security interest

The following notice shall be given to a prospective purchaser before the execution of a binding contract of purchase and sale, either separately or as an addendum or paragraph of a purchase contract. In the event a contract of purchase and sale is entered into without the seller having provided the required notice, the purchaser, subject to certain exceptions, is entitled to terminate the contract.

A separate copy of this notice shall be executed by the seller and the purchaser and must be filed in the real property records of the county in which the property is located at the closing of the purchase and sale of the property.

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AFTER RECORDING¹ RETURN TO:

NOTICE OF OBLIGATION TO PAY IMPROVEMENT DISTRICT ASSESSMENT TO
CITY OF ODESSA, TEXAS
CONCERNING THE FOLLOWING PROPERTY

STREET ADDRESS

As the purchaser of the real property described above, you are obligated to pay assessments to City of ODESSA, Texas, for the costs of a portion of a public improvement or services project (the "Authorized Improvements") undertaken for the benefit of the property within *Windmill Crossing Public Improvement District* (the "District") created under Subchapter A, Chapter 372, Local Government Code.

AN ASSESSMENT HAS BEEN LEVIED AGAINST YOUR PROPERTY FOR THE AUTHORIZED IMPROVEMENTS, WHICH MAY BE PAID IN FULL AT ANY TIME. IF THE ASSESSMENT IS NOT PAID IN FULL, IT WILL BE DUE AND PAYABLE IN ANNUAL INSTALLMENTS THAT WILL VARY FROM YEAR TO YEAR DEPENDING ON THE AMOUNT OF INTEREST PAID, COLLECTION COSTS, ADMINISTRATIVE COSTS, AND DELINQUENCY COSTS.

The exact amount of the assessment may be obtained from City of Odessa. The exact amount of each annual installment will be approved each year by the Odessa City Council in the annual service plan update for the District. More information about the assessments, including the amounts and due dates, may be obtained from City of Odessa.

Your failure to pay any assessment or any annual installment may result in penalties and interest being added to what you owe or in a lien on and the foreclosure of your property.

¹ To be included in separate copy of the notice required by Section 5.0143, Tex. Prop. Code, to be executed at the closing of the purchase and sale and to be recorded in the deed records of Collin County when updating for the Current Information of Obligation to Pay Improvement District Assessment.

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[The undersigned purchaser acknowledges receipt of this notice before the effective date of a binding contract for the purchase of the real property at the address described above.

DATE:

DATE:

SIGNATURE OF PURCHASER

SIGNATURE OF PURCHASER

The undersigned seller acknowledges providing this notice to the potential purchaser before the effective date of a binding contract for the purchase of the real property at the address described above.

DATE:

DATE:

SIGNATURE OF SELLER

SIGNATURE OF SELLER]²

² To be included in copy of the notice required by Section 5.014, Tex. Prop. Code, to be executed by seller in accordance with Section 5.014(a-1), Tex. Prop. Code.

Signature Page to Initial Notice
of Obligation to Pay Improvement District Assessment

