

(EXHIBIT "A")

LEGAL DESCRIPTION

STATE OF TEXAS

COUNTY OF KAUFMAN

BEING all that tract or parcel of land situated in the T.F Smith Survey, A-493, Kaufman County, Texas and being that tract of land conveyed to Denny R. Oats in Vol. 1171, Page 12 of the deed records of Kaufman County, Texas and being more completely described as follows:

BEGINNING at a point for corner in the North right of way of U.S. Highway 80 and being the Southeast corner of a 92.0 acre tract conveyed Racetrac Petroleum in Vol. 920, Page 228.

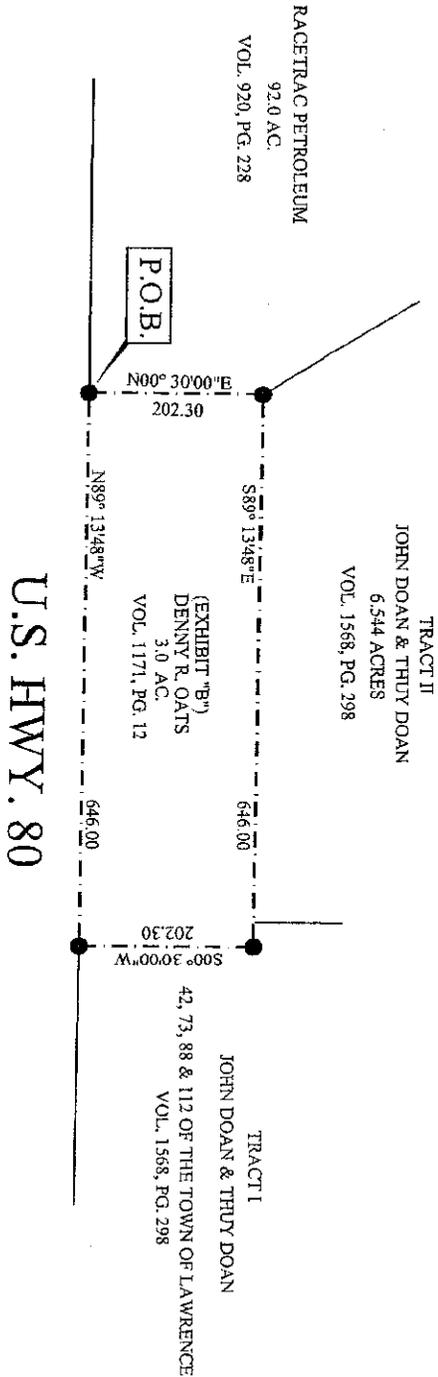
THENCE N00 deg. 30 min. 00 sec. East along the east line of called Racetrac Petroleum tract to a point for corner a distance of 202.30 feet.

THENCE S89 deg. 13 min. 48 sec. East along the South line of a tract conveyed to John Doan and wife Thuy Doan in Vol. 1568, Page 298 to a point for corner a distance of 646.00 feet.

THENCE S00 deg. 30 min. 00 sec. West along the West line of said tract to a point for corner in the North right of way of U.S. Highway 80 a distance of 202.30 feet.

THENCE N89 deg. 13 min. 48 sec. West along said North right of way a distance of 646.00 feet to the PLACE OF BEGINNING and containing 3.0 acres of land more or less.

(SEE EXHIBIT "B")



DRAWING NOT TO SCALE

(EXHIBIT "B")

+/- 3.0 ACRES (DENNY R. OATS)



(EXHIBIT "A")

LEGAL DESCRIPTION

STATE OF TEXAS

COUNTY OF KAUFMAN

BEING all of Tract II situated in the town of Lawrence, in the Ransom Sowell Survey, A-443, Kaufman County, Texas, and being that tract of land conveyed to John Doan and wife Thuy Doan in Vol. 1568, Page 298 of the deed records of Kaufman County, Texas and being more completely described as follows:

BEGINNING at a point for corner in the West line of 5th street and being the Southeast corner of Block 32 of the Town of Lawrence.

THENCE S00 deg. 47 min. 14 sec. West along the West line of said 5th street a distance of 154.04 feet to a point for corner, said point being in the north line of a 3.0 acre tract conveyed to Denny R. Oats in Vol. 1171, Page 12.

THENCE N89 deg. 13 min. 48 sec. West along said North line a distance of 679.48 feet to a point for corner.

THENCE N17 deg. 02 min. 31 sec. West along the East line of a 92.0 acre tract conveyed to Racetrac Petroleum in Vol. 920, Page 228, a distance of 146.00 feet to a point for corner.

THENCE N08 deg. 35 min. 34 sec. East along said East line a distance of 398.08 feet to a point for corner.

THENCE S88 deg. 48 min. 21 sec. East along said East line a distance of 670.18 feet to a point for corner in the West line of said 5th street.

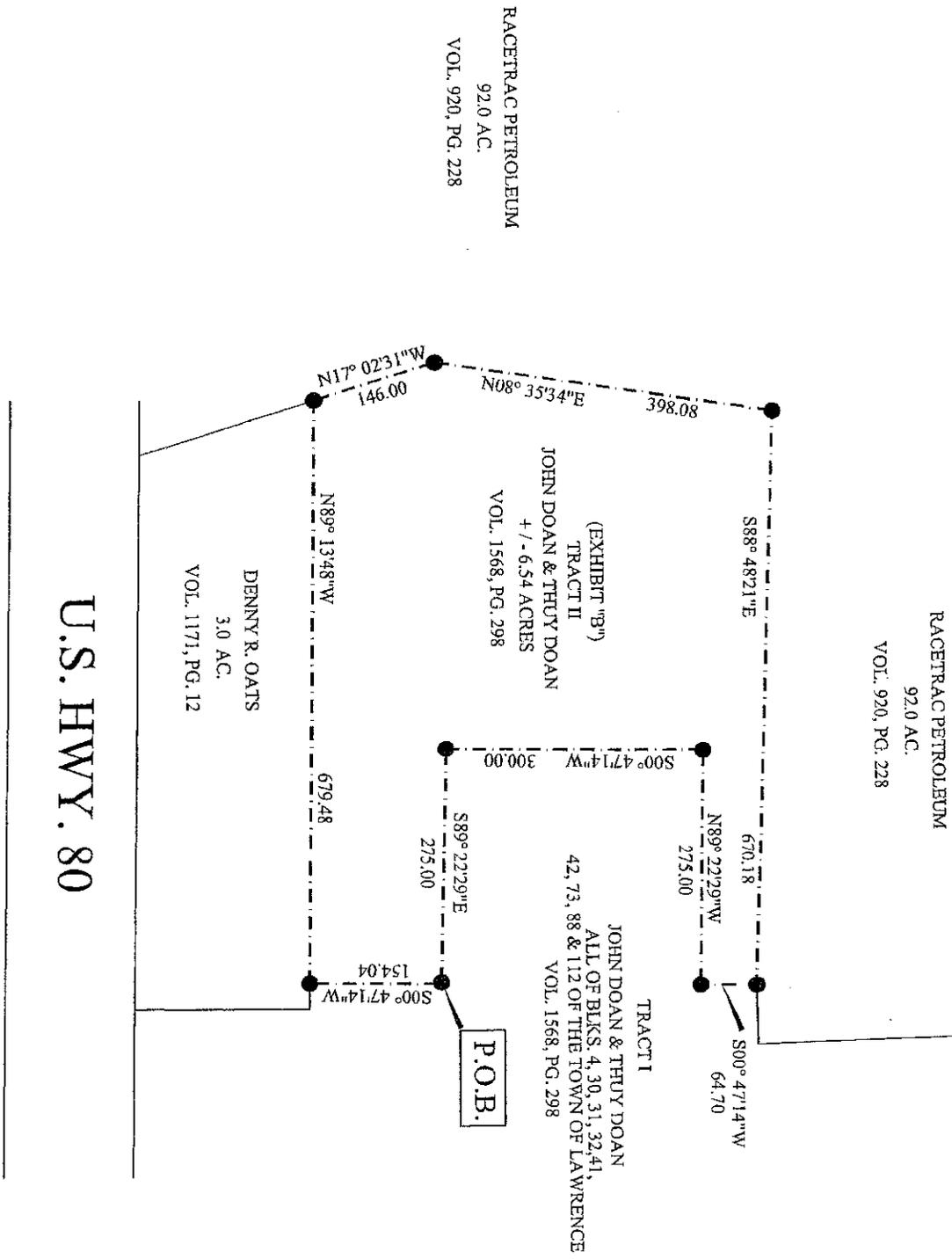
THENCE S00 deg. 47 min. 14 sec. West along the West line of said 5th street a distance of 64.70 feet to a point for corner, said point being the Northeast corner of the aforementioned Blk. 32.

THENCE N89 deg. 22 min. 29 sec. West along the North line of Blk. 32 a distance of 275.00 feet to a point for corner, said point being the Northwest corner of Blk. 32 and being in the East line of 4th street.

THENCE S00 deg. 47 min. 14 sec. West along said East line and the West line of Blk. 32 a distance of 300.00 feet to a point for corner in the North line of Main street.

THENCE S89 deg. 22 min. 29 sec. East along said North line and the South line of Blk. 32 a distance of 275.00 feet to the PLACE OF BEGINNING and containing 6.54 acres of land more or less.

(SEE EXHIBIT "B")



DRAWING NOT TO SCALE

(EXHIBIT "B")



+/- 6.54 ACRES (TRACT II JOHN DOAN & THUY DOAN)

(EXHIBIT "A")
LEGAL DESCRIPTION

State of Texas
County of Kaufman

Being a tract of land situated in the T.F. Smith Survey Abstract No. 493, T.A. Waldrop Survey, Abstract No. 597, W.C. Moody Survey, Abstract No. 321 and the J.H. Randle Survey, Abstract No. 422, Kaufman County, Texas, and being all that parcel of land Conveyed to Racetrac Petroleum Inc. from Terrell I30 JV, A TEXAS JOINT VENTURE, as recorded in Vol. 920, Pg. 228 of the Kaufman County Deed Records, Kaufman County, Texas on February 16th, 1988 and being more particularly described as follows;

BEGINNING at a point in the North R.O.W. of U.S. Hwy 80, said point also being the Southeast corner of a 21.31acre tract of land conveyed to Hwy 80 Terrell Partners Ltd. Recorded in Vol. 2788, Pg. 175 of the Kaufman County Deed Records, Kaufman County, Texas.

THENCE N13°30'33"W leaving said R.O.W. of U.S. Hwy. 80 a distance of 830.24 feet to a point for corner.

THENCE N60°28'19"W a distance of 549.83 feet to a point for corner.

THENCE N44°36'30"E a distance of 225.25 feet to a point for corner.

THENCE N46°34'30"W a distance of 976.53 feet to a point for corner.

THENCE N43°50'20"E a distance of 1017.83 feet to point for corner.

THENCE S47°35'04"E a distance of 831.58 feet to a point for corner.

THENCE N65°46'01"E a distance of 775.15 feet to a point for corner.

THENCE S02°05'19"W a distance of 480.70 feet to a point for corner.

THENCE S88°39'29"E a distance of 311.58 feet to a point for corner.

THENCE S01°14'38"E a distance of 163.66 feet to point for corner.

THENCE S87°24'47"E a distance of 365.72 feet to a point for corner.

THENCE N07°01'44"E a distance of 91.86 feet to a point for corner.

THENCE S89°27'31"E a distance of 289.23 feet to a point for corner.

THENCE S01°27'41"W a distance of 508.60 feet to a point for corner.

THENCE S89°32'26"W a distance of 270.86 feet to a point for corner.

THENCE S00°28'09"W a distance of 602.14 feet to a point for corner.

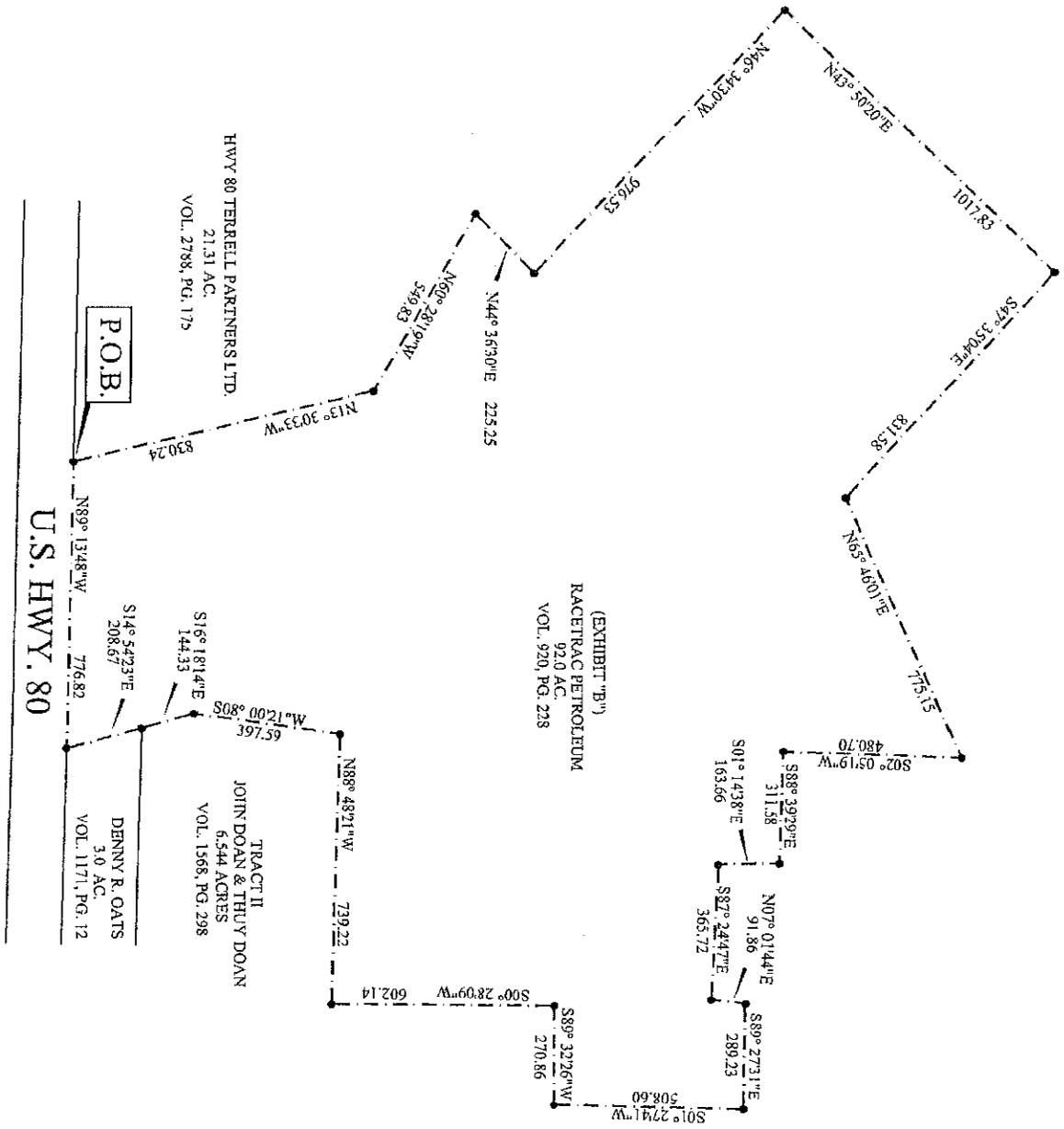
THENCE N88°48'21" a distance of 739.22 feet to a point for corner.

THENCE S08°00'21"W a distance of 397.59 feet to a point for corner.

THENCE S16°18'14"E a distance of 144.33 feet to a point for corner.

THENCE S14°54'23"E a distance of 208.67 feet to a point for corner said point also being in the North R.O.W. of U.S. HWY 80 and also being the Southwest corner of a 3.0 acre tract conveyed to Denny R. Oats by Vol. 1171, Pg. 12 of the Kaufman County Deed Records, Kaufman County, Texas.

THENCE N89°13'48"W along said R.O.W. a distance of 776.82 feet to the POINT OF BEGINNING and containing 92.0 acres of land, more or less. (SEE EXHIBIT "B")



DRAWING NOT TO SCALE

(EXHIBIT "B")

+/- 92.0 ACRES (RACETRAC PETROLEUM INC.)



(EXHIBIT "A")
LEGAL DESCRIPTION

State of Texas
County of Kaufman

Being a tract of land situated in the T.A. Waldrop Survey, Abstract No. 597 and the W.C. Moody Survey, Abstract No. 321 and being a portion of U.S. HWY 80 R.O.W and being more particularly described as follows;

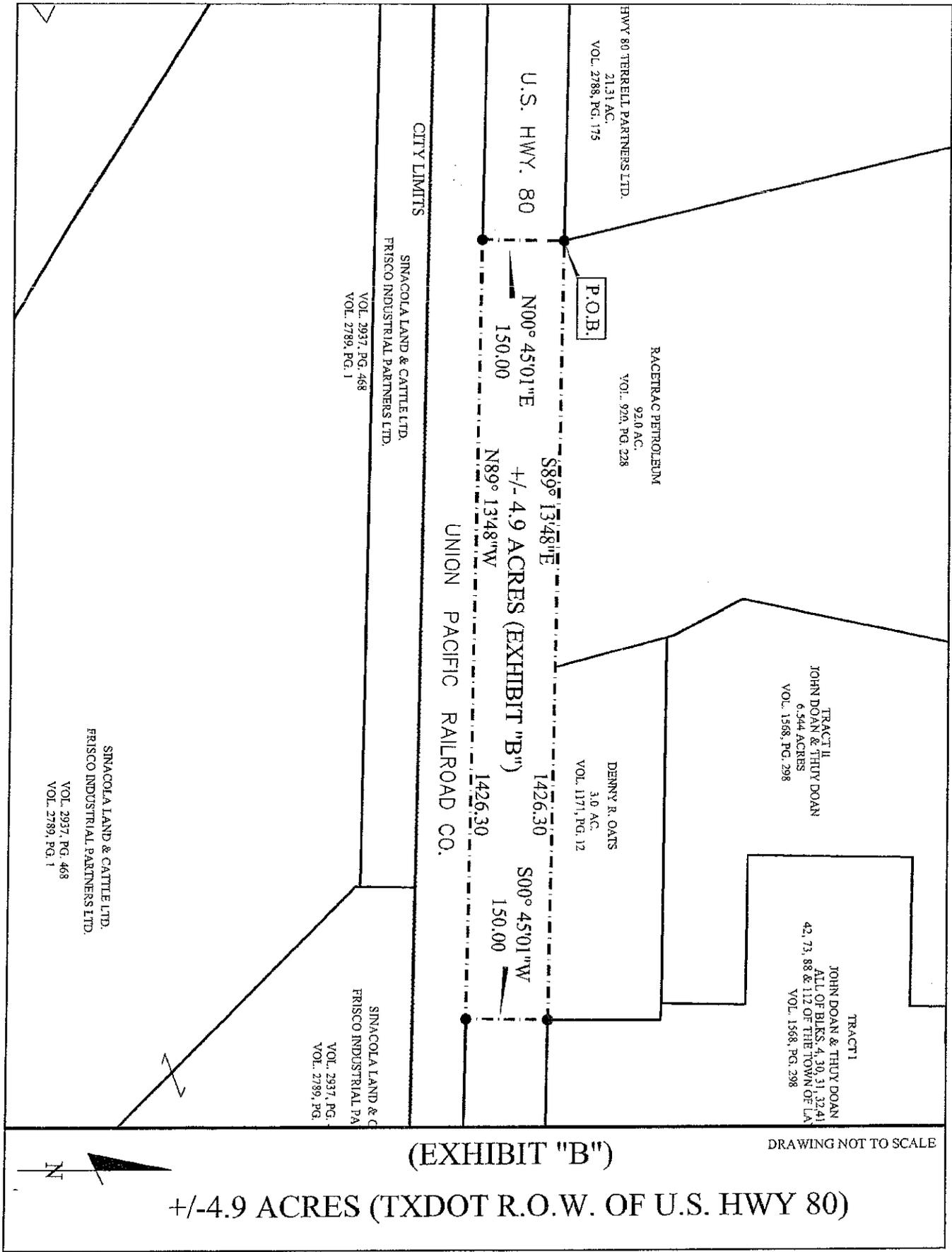
BEGINNING at a point in the North R.O.W. of U.S. Hwy 80, said point also being the common corner of a 21.31acre tract of land conveyed to Hwy 80 Terrell Partners Ltd. Recorded in Vol. 2788, Pg. 175 of the Kaufman County Deed Records, Kaufman County, Texas and a 92.0 acre Tract conveyed to Racetrac Petroleum Inc. as recorded in Vol. 920, Pg. 228 of the Kaufman County Deed Records, Kaufman County, Texas

THENCE S89°13'48"E along the North R.O.W of U.S Hwy. 80 a distance of 1426.30 feet to a point for corner said point also being the southeast corner of 3.0 acre tract deeded to Denny R. Oats as recorded in Vol. 1171, Pg. 12 of the Kaufman County Deed Records, Kaufman County, Texas.

THENCE S00°45'01"W crossing said R.O.W. of U.S. Hwy 80 a distance of 150.00 feet to a point for corner said point also being in the North R.O.W. of the Union Pacific Railroad.

THENCE N89°13'48"W along the North R.O.W the Union Pacific Railroad a distance of 1426.30 feet to a point for corner.

THENCE N00°45'01"E crossing the R.O.W of U.S. HWY. 80 a distance of 150.00 feet to the POINT OF BEGINNING and containing 4.9 acres of land, more or less. (SEE EXHIBIT "B")



DRAWING NOT TO SCALE

(EXHIBIT "B")

+/-4.9 ACRES (TXDOT R.O.W. OF U.S. HWY 80)



HWY 80 TERRELL PARTNERS LTD.
21.31 AC.
VOL. 2788, PG. 175

P.O.B.

RACETRAC PETROLEUM
92.0 AC.
VOL. 929, PG. 228

U.S. HWY. 80

N00° 45'01" E
150.00

S89° 13'48" E
+/- 4.9 ACRES (EXHIBIT "B")
N89° 13'48" W

UNION PACIFIC RAILROAD CO.

CITY LIMITS

SINACOLA LAND & CATTLE LTD.
FRISCO INDUSTRIAL PARTNERS LTD.

VOL. 2937, PG. 468
VOL. 2789, PG. 1

TRACT II
JOHN DOAN & THUY DOAN
6.544 ACRES
VOL. 1568, PG. 298

DENNY R. OATS
3.0 AC.
VOL. 1171, PG. 12

TRACT I
JOHN DOAN & THUY DOAN
ALL OF BLKS. 4, 30, 31, 32, 41
42, 73, 88 & 112 OF THE TOWN OF LA
VOL. 1568, PG. 298

1426.30

S00° 45'01" W
150.00

SINACOLA LAND & CATTLE LTD.
FRISCO INDUSTRIAL PARTNERS LTD.

VOL. 2937, PG. 468
VOL. 2789, PG. 1

SINACOLA LAND & CATTLE LTD.
FRISCO INDUSTRIAL PARTNERS LTD.

VOL. 2937, PG. 468
VOL. 2789, PG. 1

(EXHIBIT "A")
LEGAL DESCRIPTION

State of Texas
County of Kaufman

Being a tract of land situated in the T.A. Waldrop Survey, Abstract No. 597 and the W.C. Moody Survey, Abstract No. 321 and being a portion of the Union Pacific Railroad R.O.W. and being more particularly described as follows;

COMMENCING at a point in the North R.O.W. of U.S. Hwy 80, said point also being the common corner of a 21.31acre tract of land conveyed to Hwy 80 Terrell Partners Ltd. as recorded in Vol. 2788, Pg. 175 of the Kaufman County Deed Records, Kaufman County, Texas and a 92.0 acre Tract conveyed to Racetrac Petroleum Inc. as recorded in Vol. 920, Pg. 228 of the Kaufman County Deed Records, Kaufman County, Texas

THENCE $S00^{\circ}45'01''W$ crossing the R.O.W of U.S. Hwy 80 a distance of 150.00 feet to the POINT OF BEGINNING said point being in the North R.O.W of the Union Pacific Railroad.

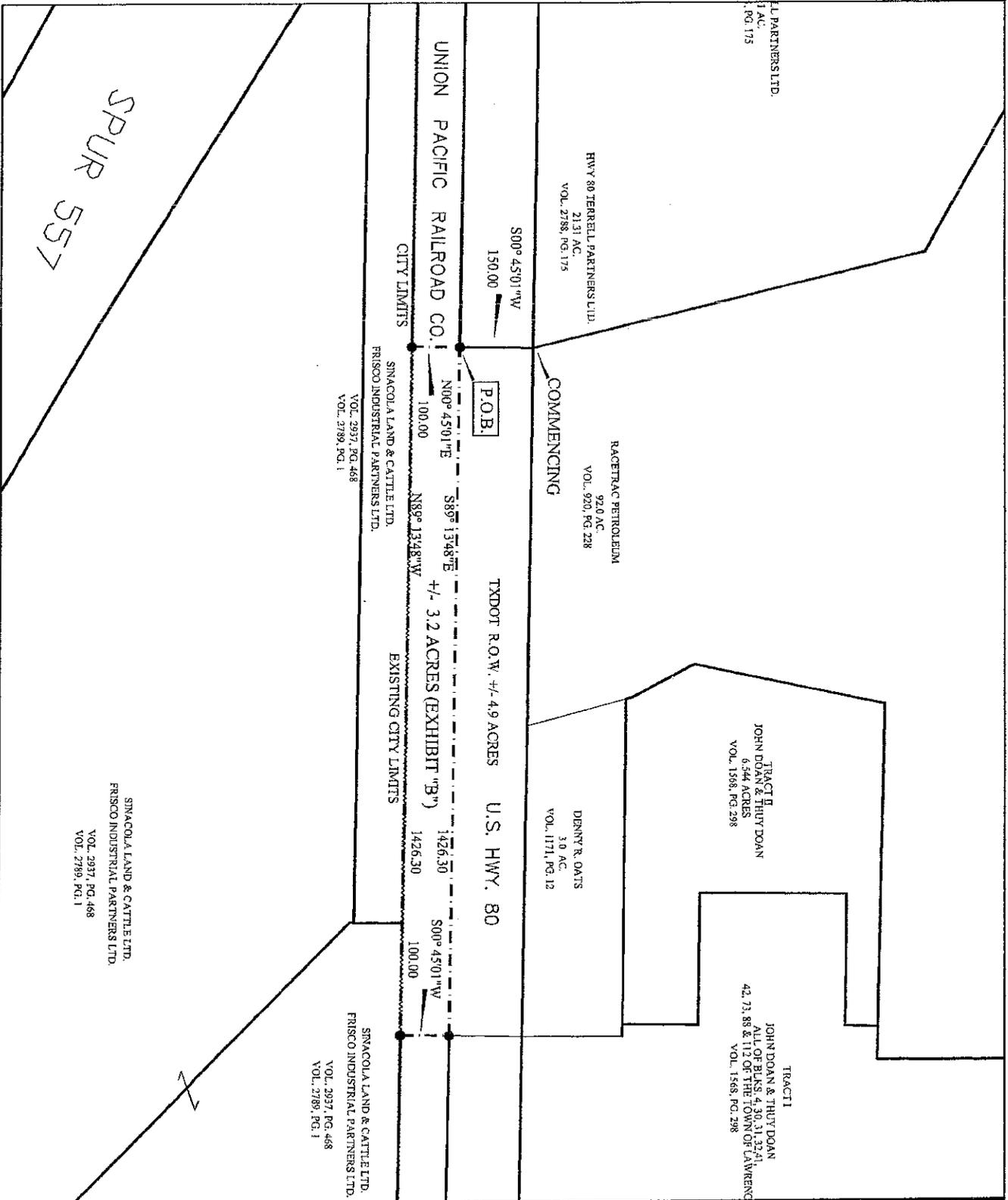
THENCE $S89^{\circ}13'48''E$ along the North R.O.W of the Union Pacific Railroad a distance of 1426.30 feet to a point for corner.

THENCE $S00^{\circ}45'01''W$ crossing the R.O.W of the Union Pacific Railroad a distance of 100.00 feet to a point for corner said point being in the South R.O.W. of the Union Pacific Railroad.

THENCE $N89^{\circ}45'01''W$ along the South R.O.W of the Union Pacific Railroad a distance of 1426.30 feet to a point for corner.

THENCE $N00^{\circ}45'01''E$ crossing the R.O.W of the Union Pacific Railroad a distance of 100.00 feet to the POINT OF BEGINNING and containing 3.2 acres of land, more or less.

(SEE EXHIBIT "B")



(EXHIBIT "B")

DRAWING NOT TO SCALE

+/- 3.2 ACRES (UNION PACIFIC RAILROAD R.O.W.)



EXHIBIT "C"

CITY OF TERRELL ANNEXATION SERVICE PLAN

(For approximately 109 acres of contiguous land abutting the city limits)

I. SERVICES TO BE PROVIDED ON THE EFFECTIVE DATE OF ANNEXATION

1. POLICE PROTECTION

The City of Terrell, Texas, will provide police protection through the Terrell Police Department to the newly annexed area at a comparable level of service to that now being provided to other areas within the City of Terrell, Texas, with similar topography, land use and population density. Provision of such services to the annexed area will not result in a reduction of the level of services being provided in the corporate boundaries of the city prior to annexation of the area.

2. FIRE PROTECTION AND EMERGENCY MEDICAL SERVICES

The City of Terrell, Texas, will provide fire protection and emergency medical services through the Terrell Fire Department to the newly annexed area at a comparable level of service to that now being provided to other areas within the City of Terrell, Texas, with similar topography, land use and population density. Provision of such services to the annexed area will not result in a reduction of the level of services being provided in the corporate boundaries of the city prior to annexation of the area.

3. SOLID WASTE COLLECTION

At the present time the City of Terrell, Texas, is using a designated private contractor for collection of solid waste and refuse within the city limits of the City of Terrell, Texas. Upon compliance with the City's existing solid waste ordinance, solid waste collection will be provided to citizens or businesses in the newly annexed area in accordance with the ordinance. However, any person who presently uses a different solid waste management service provider shall not be required to discontinue such service for a period of two years following annexation.

4. MAINTENANCE OF WATER AND WASTEWATER FACILITIES

Any water or wastewater facilities owned or maintained by the City of Terrell, Texas, at the time of the proposed annexation within the annexed area shall continue to be maintained by the City of Terrell, Texas.

5. MAINTENANCE OF ROADS AND STREETS

Any public roads, streets or alleyways which have been dedicated to the City of Terrell, Texas, or to Kaufman County, Texas, or which are owned by the City of Terrell, Texas, shall

be maintained to the same degree and extent that other roads, streets and alleyways are maintained in areas of the City with similar topography, land use and population density. Any lighting of roads, streets and alleyways which may be positioned in a road right-of-way or utility company easement shall be maintained by the applicable utility company servicing the City of Terrell, Texas, subject to the rules, regulations and fees of such utility.

6. MAINTENANCE OF PARKS, PLAYGROUNDS AND SWIMMING POOLS

The City Council of the City of Terrell, Texas, is not aware of the existence of any parks, playgrounds or swimming pools now located in the area proposed for annexation.

7. MAINTENANCE OF MUNICIPALLY OWNED FACILITY, BUILDING OR MUNICIPAL SERVICE

The City Council of the City of Terrell, Texas, is not aware of the existence of any municipally owned facility, building or other municipal service now located in the area proposed for annexation.

8. STORM WATER MANAGEMENT

In accordance with existing subdivision regulations, the City will maintain storm water facilities serving new developments only following installation, inspection and approval by the City.

9. BUILDING INSPECTION

The Municipal Development Department will provide Code Enforcement Services within the annexed area on the effective date of the annexation in accordance with uniformly applicable policies. This includes issuing building, electrical and plumbing permits for any new construction and remodeling, and enforcing all other applicable codes which regulate building construction within the City of Terrell. In addition, the Municipal Development Department will oversee the enforcement of the Neighborhood Integrity Codes and other related ordinances.

10. PLANNING AND ZONING SERVICES

The Planning and Zoning Department will administer the City of Terrell's Comprehensive Plan and Zoning Ordinance regulating development and land use within the annexed area on the effective date of the annexation. The property will also continue to be regulated under the requirements of the City of Terrell Subdivision Ordinance.

11. HEALTH CODE ENFORCEMENT

The Municipal Development Department will implement the enforcement of the City of Terrell's health ordinances and regulations within the annexed area on the effective date of the annexation. In addition, animal control services will be provided to the area as needed pursuant to uniformly applicable policies.

12. LIBRARY SERVICES

Upon the effective date of annexation, uniform library user privileges will be available to anyone residing in the annexed area.

13. PARKS AND RECREATION SERVICES

Upon the effective date of annexation, uniform park and recreation privileges will be available to anyone residing in the annexed area.

II. CAPITAL IMPROVEMENTS

1. GENERAL UTILITY EXTENSION POLICY

The City policy for extending water and wastewater mains to newly annexed areas within which the City is authorized to provide service is to extend facilities only on an as-needed basis when development applications or subdivision plats that require urban-level supporting services are submitted to the City in accordance with the City's subdivision and development ordinances. Once such developments begin to occur, the City also may adopt capital improvements plans to serve the area. The costs of extending such mains shall be borne by the property owners in accordance with existing City policies and state law.

2. FACILITIES FOR POLICE PROTECTION, FIRE PROTECTION AND EMERGENCY MEDICAL SERVICES

The City Council of the City of Terrell, Texas, finds and determines it to be unnecessary to acquire or construct any capital improvement for the purposes of providing police protection, fire protection or emergency medical services. The City Council finds and determines that it has at the present time adequate facilities to provide the same type, kind and level of protection and service which is presently being administered to other areas already incorporated in the City of Terrell, Texas, with the same or similar topography, land use and population density, without reducing by more than a negligible amount the level of fire, police and emergency services provided within the corporate limits of the City.

3. WATER FACILITIES

The City Council of the City of Terrell, Texas, has determined that the area to be

annexed is presently provided with water by the Lawrence Water Supply Corporation. The area is being served by water at a level of service comparable to other areas within the corporate limits that are served by water supply districts, which generally does not include fire flow that conforms to existing City standards for new developments. It is thus not necessary to provide City water facilities to the area, nor does the City have the present right to do so. When new development occurs, such development will be required to meet requirements for providing potable water and fire flow. Upon acquisition of the right to serve the annexed area, water services will be provided by the City in accordance with the City's general utility extension policies, as generally set forth in section 1, and as described in the City's development regulations and the service plan will be amended accordingly. Upon connection to existing mains, wastewater services will be provided at rates established by the City.

4. WASTEWATER FACILITIES

The City Council of the City of Terrell, Texas, has determined that given the current lack of development and expected development over the next ten (10) years within the area to be annexed, the area is and can be adequately served by private septic systems, comparable to the level of service being provided to other areas within the corporate limits with similar topography, land use and population density. Thus it is not necessary at this time to construct wastewater improvements to provide full municipal services. If future development occurs that warrants extension of wastewater mains to provide wastewater collection and treatment services to the annexed area, such extension will be in accordance with the City's general utility extension policy, as generally set forth in section 1, and as described in the City's development regulations and the service plan will be amended accordingly. Upon connection to existing mains, wastewater services will be provided at rates established by the City.

5. STREETS AND STORM WATER IMPROVEMENTS

The City has determined that there are no current or proposed developments within the area to be annexed that require construction of supporting collector or arterial streets, or storm water improvements. As development occurs in the future, developers will be required pursuant to the ordinances of the City of Terrell, Texas, to provide internal and peripheral streets and storm water facilities, and to construct those streets and storm water facilities in accordance with the specifications required by the City of Terrell, Texas, for street and storm water facilities dedication and construction. City participation in capital expenditures will be in accordance with generally applicable city policies. Once urban-level developments begin to occur, the City also may adopt road improvements plans to serve the area and the service plan may be amended under such circumstances. Street lights will be provided in accordance with the City's uniform street light policy, as amended by Resolution No. 399.