Biennial Progress Report for Texas Economic Development Act

Economic Development and Analysis

Form 50-773-A

INTRODUCTION

- You have been assigned an application number. Please verify this number on the website prior to completing the form. This form will indicate the sections you need to complete based on application number.
- This form must be filled out by each applicant that is party to a limitation agreement.
- If the original application was made by a group of two or more companies, each company must complete this form.
- If the original applicant split into two or more applicants after the original agreement, all current agreement holders must complete this form.
- Applicants should only complete the information for their years as an agreement holder, noting what year they were formed after the original agreement was approved.
- Each agreement holder should respond as a current agreement holder in Section 2.
- Applicants should report their proportionate share of required employment and investment information.
- In addition to the Biennial Progress Report required from each applicant that is a party to an agreement, a separate Biennial Progress Report summarizing the combined applicants' data for the entire agreement must be completed.
- If one of the applicants cannot provide this information, a summarization report must be completed by the school district and signed by the superintendent.
- Projects spanning more than one school district must complete forms for each school district.
- Please return signed hard copy forms and electronic spreadsheets to the school district before May 15 of each even-numbered year.

Note:

- The school district that is a party to the Chapter 313 agreement is collecting the data required by Chapter 313.032 on this form for the Comptroller of Public Accounts (CPA).
- The CPA requests companies complete the electronic spreadsheet version of the form. Please submit both an *electronic version* **and** a *signed hard copy version* of the spreadsheet (with any attachments) to the district. Please contact CPA if you have questions about the form. The spreadsheet version of this form can be downloaded at: **www.texasahead.org/tax_programs/chapter313/forms.php**.
- After ensuring that all forms are complete, the school district will forward that data to the CPA for inclusion in a statutorily required report to the Texas Legislature.

SECTION 1: Applicant Information

1. Application number 240
2. Name of school district Deer Park ISD
3. Name of central appraisal district (CAD) appraising the qualified property in this school district Harris County Appraisal District
4. Name of project on original application *(or short description of facility)* 325211 HDPE; 325199 Ethylene Oxide
5. Name of applicant on original application INEOS USA LLC
6. Name of company entering into original agreement with district INEOS USA LLC
7. If you are one of two or more companies originally applying for a limitation, list all other applicants here and describe their relationships. *(Use attachments if necessary.)*

N/A

SECTION 2: Current Agreement Information

1. Name of current agreement holder(s): Gemini HDPE LLC

2. Complete mailing address of current agreement holder: 2600 South Shore Boulevard, Suite 500 League City, TX 77573

3. Company contact person for agreement holder:

Name	Title
Blaine Peck	Controller
Phone	**Email**
281-535-6614	blaine.peck@ineos.com

4. Texas franchise tax ID number of current agreement holder: 32054808004

5. If the current agreement holder does not report under the franchise tax law, please include name and tax ID of reporting entity:

Name	Tax ID
N/A	N/A

6. NAICS Code of current agreement holder (6 Digit): 325211 & 325199

7. If the authorized company representative is different from the contact person listed above:

Name	Title
Jackson Ray	Company Manager

Complete Mailing Address: 2600 South Shore Boulevard Suite 500 League City, TX 77573

Phone	Email
281-535-6643	jackson.ray@ineos.com

8. If you are a current agreement holder who was not an original applicant, please list all other current agreement holders. Please describe the chain of ownership from the original applicant to the new entities. *(Use attachments if necessary.)*

There are no other current agreement holders. Gemini HDPE LLC is a joint venture between INEOS USA LLC and Sasol Chemicals North America which was established after INEOS had applied for the Section 313 agreement. The agreement was assigned to the joint venture from INEOS in 2015.

SECTION 3: Project Timeline

1. Date original limitation agreement approved by school district	08/29/2012
2. First (complete) year of qualifying time period – after the date the application is approved. See Tax Code §313.021[4]	2013
3. Date commercial operations began at the site of the project	12/1/2016
4. First year of property value limitation	2015

SECTION 4: Value Limitation Details

1 Minimum limitation amount per Agreement *(for entire agreement)*: 80,000,000.00

2 Amount of qualified investment during the qualifying time period the recipient committed to spend or allocate for this project on application *(not total investment)*: 750,000,000.00

3 Total qualified investment made from the beginning of the qualifying time period through the end of the qualifying time period or the last complete tax year, if still in the qualifying time period. 235,844,156.00

4 Has the size and/or scope of the project changed, resulting in a material change in qualified property from that in the application? ..... ☑ Yes ☐ No

4a. If yes, please describe on an attachment how the actual qualified property — for which you are providing actual and estimated market values on subsequent pages — differs from that property described in the agreement. Include only property located in this school district.

5 What was the number of permanent existing jobs at this facility prior to application? *(See guidelines for definition of existing job.)* 313

SECTION 5: Job Details

1 For agreements before Jan. 1, 2014, does the agreement includes a definition of "new job" other than TAC §9.1051(14)(C), as the rule existed at the time of application? ..... ☐ Yes ☑ No

1a. If yes, please provide the definition of "new job" as used in the agreement. *(Use attachments if needed.)*

SECTION 6: Authorized Signature

After this report and charts are complete, they should be reviewed and certified to be complete by a company employee authorized to sign on behalf of the company listed in Section 2.

By signing below, I certify that I am an employee of INEOS USA LLC, Gemini HDPE LLC *, a current agreement holder of a limitation on appraised value who is authorized to sign on behalf of the company. I attest that the contents of this form and attachments are true and correct to the best of my knowledge and belief and have determined that the electronic copy is identical to the hard copy of this report.*

print here ▶ Jackson Ray — Print Name of Company Employee | Company Manager — Title | 281-535-6643 — Phone

sign here ▶ Jackson Ray — Signature of Company Employee | 1/27/16 — Date

NOTE: If you amend your report, you will need to resign and resubmit this section with your forms, charts or attachments.

INEOS
THE WORD FOR CHEMICALS

sasol
reaching new frontiers

Gemini HDPE LLC

April 29, 2016

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Attachment for Section 4, question 4a; Project Scope change explanation

The investment amount in the original Section 313 application included construction of a 470 Kta (kilotons) High Density Polyethylene unit (HDPE) and a 550 Kta Ethylene Oxide unit at the existing INEOS site located at 1230 Independence Parkway in LaPorte, Texas. Subsequent to the agreement, INEOS abandoned plans to construct the Ethylene Oxide unit. The Ethylene Oxide project investment represented $800 million of the $1,150 million total investment included in the original application. However, as noted in the report, the HDPE qualified investment is now expected to be approximately $478 million.

Biennial Progress Report for Texas Economic Development Act

CHART A1: Job Data for Applications 1 through 999

App Number **240**

Date

Form 50-773A

Revised May 2014

District Name Deer Park

1st Yr. of Qualifying Time Period 2013

Company Name Gemini HDPE LLC

	CHART A1 - Only complete this for applications 1 through 999.	Qualifying Time Period		Limitation Period								Viable Presence Period		
		Year 1 (First Complete Tax Year)	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Year 11	Year 12	Year 13
	Tax year (YYYY)	**2013**	**2014**	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**	**2025**
1	Number of qualifying jobs[1] applicant committed to create on application (cumulative)	0	0	8	20	20	20	20	20	20	20	20	20	20
2	Number of qualifying jobs[1] applicant actually created (cumulative)	0	7	28	28	28	28	28	28	28	28	28	28	28
3	Number of new jobs[2] created (cumulative)	0	7	28	28	28	28	28	28	28	28	28	28	28
4	Median annual wage of new jobs applicant created	$0	$64,275	$66,200	$66,200	$66,200	$66,200	$66,200	$66,200	$66,200	$66,200	$66,200	$66,200	$66,200
5	Total wages for new jobs applicant created	$0	$499,925	$1,856,360	$1,856,360	$1,856,360	$1,856,360	$1,856,360	$1,856,360	$1,856,360	$1,856,360	$1,856,360	$1,856,360	$1,856,360

Actual and projected data. Use actual data for prior years. Estimates are required for current and future years.

Notes:

1. Jobs meeting all of the requirements of Tax Code §313.021(3) as the statute existed before Jan. 1, 2014. Do not include construction jobs in counts of qualifying jobs.
2. For new job definition see TAC §9.1051(14) as rules existed before Jan. 1, 2014.

The CPA requests companies complete the electronic spreadsheet version of the form and submit identical electronic and hard copy versions of the spreadsheet (with any attachments) to the district.

Biennial Progress Report for Texas Economic Development Act

CHART A2: Investment and Market Values for Applications 1 through 999

Date
Application Number
Current Agreement Holder Name
ISD Name

Form 50-773A
Revised May 2014

CHART A2 - Only complete this for applications 1 through 999.	Year	School Year (YYYY-YYYY)	Tax Year (actual tax year) YYYY	Total Investment[1] (cumulative)	Market value of qualified property on Jan. 1 BEFORE any exemptions[2]	Market value less any exemptions (such as pollution control) and before limitation[3]	Taxable value of qualified property for purposes of M&O
Prior to start of value limitation period	1	2013-2014	2013	$ 35,665,000	0	0	0
	2	2014-2015	2014	$ 89,177,000	$ -	$ -	$ -
Value limitation period	3	2015-2016	2015	$ 235,844,156	$ -	$ -	$ -
	4	2016-2017	2016	$ 472,067,335	$ 117,922,080	$ 117,922,080	$ 80,000,000
	5	2017-2018	2017	$ 478,187,335	$ 448,464,000	$ 448,464,000	$ 80,000,000
	6	2018-2019	2018	$ 478,187,335	$ 454,278,000	$ 454,278,000	$ 80,000,000
	7	2019-2020	2019	$ 478,187,335	$ 433,835,000	$ 433,835,000	$ 80,000,000
	8	2020-2021	2020	$ 478,187,335	$ 414,313,000	$ 414,313,000	$ 80,000,000
	9	2021-2022	2021	$ 478,187,335	$ 395,670,000	$ 395,670,000	$ 80,000,000
	10	2022-2023	2022	$ 478,187,335	$ 377,863,000	$ 377,863,000	$ 80,000,000
Viable presence period	11	2023-2024	2023	$ 478,187,335	$ 360,860,000	$ 360,860,000	$ 360,860,000
	12	2024-2025	2024	$ 478,187,335	$ 344,621,000	$ 344,621,000	$ 344,621,000
	13	2025-2026	2025	$ 478,187,335	$ 329,113,000	$ 329,113,000	$ 329,113,000

Actual and projected data. Use actual data for prior years. Estimates are required for current and future years.

Notes:

1. Total investment is all investment at original cost, including land acquired after filing of application. Investments made in a year should be reflected in the subsequent year's market value.

2. Use appraisal values from CAD as available. For future years, use market value that the entity estimates will approximate the market value for ad volorem tax purposes in that year.

3. This amount is typically the taxable value for the purpose of I&S fund or debt service reserve fund.

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Franchise Tax Account Status

As of: 04/21/2016 03:03:12 PM

This Page is Not Sufficient for Filings with the Secretary of State

GEMINI HDPE LLC	
Texas Taxpayer Number	32054808004
Mailing Address	2600 S SHORE BLVD STE 250 ATTN: TAX DEPARTMENT LEAGUE CITY, TX 77573-3091
Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	08/05/2014
Texas SOS File Number	0802039786
Registered Agent Name	CHARLES T SAUNDERS
Registered Office Street Address	2600 SOUTH SHORE BLVD, STE. 500 LEAGUE CITY, TX 77573