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December 10, 2014

Via Overnight Delivery

Local Government Assistance & Economic Analysis
Attn: Korry Castillo
Texas Comptroller of Public Accounts
111 East 17th Street
Austin, Texas 78711

Re: Application to the La Porte Independent School District from Enterprise Products
Operating LLC

To the Local Government Assistance & Economic Analysis Division:

This law firm represents the La Porte Independent School District (“District”). By copy of this letter, the District is notifying Enterprise Products Operating LLC (“Applicant”) of its intent to consider its Application for Appraised Value Limitation on Qualified Property (“Application”). On December 9, 2014, the Applicant submitted the Application to the District, the Board voted to accept the Application, and the Application was determined to be complete.

The Applicant and the District are requesting an expedited review of this Application. Pursuant to Texas Tax Code § 313.025, please prepare the economic impact report.

The District has determined that the wage information included in the Application represents the most recent wage data available at the time of the Application.

Three copies of the Application are enclosed with this letter.

In accordance with 34 Texas Administrative Code § 9.1054, a copy of the Application will be submitted to the Harris County Appraisal District by copy of this letter.

Please contact me if you have any questions.

Sincerely,

Christie Hobbs

Enclosures: Application (3 copies)

c. Harris County Appraisal District
13013 Northwest Freeway
Houston, Texas 77040-6305

Via CMRRR, with enclosures

Lloyd Graham, Superintendent
La Porte Independent School District
1002 San Jacinto Street
La Porte, Texas 77571
supt-secretary@lpsd.org

Via email, with enclosures

Bob Popinski, Consultant for District
Moak, Casey & Associates
400 West 15th Street
Austin, TX 78701
bpopinski@moakcasey.com

Via email, with enclosures

Curt Tate, Company Representative for Applicant
Enterprise Products Operating LLC
1100 Louisiana Street
P.O. Box 4018
Houston, Texas 77210-4018
ctate@epco.com

Via email, with enclosures

Timothy E. Young, Attorney for Applicant
Ikard Wynne LLP
Terrace Building 6
2901 Via Fortuna, Suite 450
Austin, TX 78746
tim@ikardwynne.com

Via email, with enclosures



Application for Appraised Value Limitation on Qualified Property (Tax Code, Chapter 313, Subchapter B or C)

Economic Development
and Analysis
Form 50-296-A

INSTRUCTIONS: This application must be completed and filed with the school district. In order for an application to be processed, the governing body (school board) must elect to consider an application, but — by Comptroller rule — the school board may elect to consider the application only after the school district has received a completed application. Texas Tax Code, Section 313.025 requires that any completed application and any supplemental materials received by the school district must be forwarded within seven days to the Comptroller of Public Accounts.

If the school board elects to consider the application, the school district must:

- notify the Comptroller that the school board has elected to consider the application. This notice must include:
 - the date on which the school district received the application;
 - the date the school district determined that the application was complete;
 - the date the school board decided to consider the application; and
 - a request that the Comptroller prepare an economic impact analysis of the application;
- provide a copy of the notice to the appraisal district;
- must complete the sections of the application reserved for the school district and provide information required in the Comptroller rules located at 34 Texas Administrative Code (TAC) Section 9.1054; and
- forward the original hard copy of the completed application to the Comptroller in a three-ring binder with tabs, as indicated on page 9 of this application, separating each section of the documents, in addition to an electronic copy on CD. See 34 TAC Chapter 9, Subchapter F.

The governing body may, at its discretion, allow the applicant to supplement or amend the application after the filing date, subject to the restrictions in 34 TAC Chapter 9, Subchapter F.

When the Comptroller receives the notice and required information from the school district, the Comptroller will publish all submitted application materials on its website. The Comptroller is authorized to treat some application information as confidential and withhold it from publication on the Internet. To do so, however, the information must be segregated and comply with the other requirements set out in the Comptroller rules. For more information, see guidelines on Comptroller's website.

The Comptroller will independently determine whether the application has been completed according to the Comptroller's rules (34 TAC Chapter 9, Subchapter F). If the Comptroller finds the application is not complete, the Comptroller will request additional materials from the school district. Pursuant to 9.1053(a)(1)(C), requested information shall be provided within 20 days of the date of the request. When the Comptroller determines that the application is complete, it will send the school district a notice indicating so. The Comptroller will determine the eligibility of the project, issue a certificate for a limitation on appraised value to the school board regarding the application and prepare an economic impact evaluation by the 90th day after the Comptroller receives a complete application—as determined by the Comptroller.

The school board must approve or disapprove the application not later than the 150th day after the application review start date (the date the application is finally determined to be complete), unless an extension is granted. The Comptroller and school district are authorized to request additional information from the applicant that is reasonably necessary to issue a certificate, complete the economic impact evaluation or consider the application at any time during the application review period.

Please visit the Comptroller's website to find out more about the program at www.texasahead.org/tax_programs/chapter313/. There are links to the Chapter 313 statute, rules, guidelines and forms. Information about minimum limitation values for particular districts and wage standards may also be found at that site.

SECTION 1: School District Information

1. Authorized School District Representative

Date Application Received by District

First Name

Last Name

Title

School District Name

Street Address

Mailing Address

City

State

ZIP

Phone Number

Fax Number

Mobile Number (optional)

Email Address

2. Does the district authorize the consultant to provide and obtain information related to this application? Yes No

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

First Name _____ Last Name _____

Title _____

Firm Name _____

Phone Number _____ Fax Number _____

Mobile Number (optional) _____ Email Address _____

4. On what date did the district determine this application complete?
5. Has the district determined that the electronic copy and hard copy are identical? Yes No

SECTION 2: Applicant Information

1. Authorized Company Representative (Applicant)

First Name _____ Last Name _____

Title _____ Organization _____

Street Address _____

Mailing Address _____

City _____ State _____ ZIP _____

Phone Number _____ Fax Number _____

Mobile Number (optional) _____ Business Email Address _____

2. Will a company official other than the authorized company representative be responsible for responding to future information requests? Yes No
- 2a. If yes, please fill out contact information for that person.

First Name _____ Last Name _____

Title _____ Organization _____

Street Address _____

Mailing Address _____

City _____ State _____ ZIP _____

Phone Number _____ Fax Number _____

Mobile Number (optional) _____ Business Email Address _____

3. Does the applicant authorize the consultant to provide and obtain information related to this application? Yes No

SECTION 2: Applicant Information (continued)

4. Authorized Company Consultant (If Applicable)

First Name _____ Last Name _____

Title _____

Firm Name _____

Phone Number _____ Fax Number _____

Business Email Address _____

SECTION 3: Fees and Payments

1. Has an application fee been paid to the school district? Yes No

The total fee shall be paid at time of the application is submitted to the school district. Any fees not accompanying the original application shall be considered supplemental payments.

1a. If yes, attach in **Tab 2** proof of application fee paid to the school district.

For the purpose of questions 2 and 3, "payments to the school district" include any and all payments or transfers of things of value made to the school district or to any person or persons in any form if such payment or transfer of thing of value being provided is in recognition of, anticipation of, or consideration for the agreement for limitation on appraised value.

2. Will any "payments to the school district" that you may make in order to receive a property tax value limitation agreement result in payments that are not in compliance with Tax Code §313.027(i)? Yes No N/A

3. If "payments to the school district" will only be determined by a formula or methodology without a specific amount being specified, could such method result in "payments to the school district" that are not in compliance with Tax Code §313.027(i)? Yes No N/A

SECTION 4: Business Applicant Information

1. What is the legal name of the applicant under which this application is made? _____

2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) _____

3. List the NAICS code _____

4. Is the applicant a party to any other pending or active Chapter 313 agreements? Yes No

4a. If yes, please list application number, name of school district and year of agreement

SECTION 5: Applicant Business Structure

1. Identify Business Organization of Applicant (corporation, limited liability corporation, etc) _____

2. Is applicant a combined group, or comprised of members of a combined group, as defined by Tax Code §171.0001(7)? Yes No

2a. If yes, attach in **Tab 3** a copy of Texas Comptroller Franchise Tax Form No. 05-165, No. 05-166, or any other documentation from the Franchise Tax Division to demonstrate the applicant's combined group membership and contact information.

3. Is the applicant current on all tax payments due to the State of Texas? Yes No

4. Are all applicant members of the combined group current on all tax payments due to the State of Texas? Yes No N/A

5. If the answer to question 3 or 4 is no, please explain and/or disclose any history of default, delinquencies and/or any material litigation, including litigation involving the State of Texas. (If necessary, attach explanation in **Tab 3**)

SECTION 6: Eligibility Under Tax Code Chapter 313.024

1. Are you an entity subject to the tax under Tax Code, Chapter 171? Yes No
2. The property will be used for one of the following activities:
 - (1) manufacturing Yes No
 - (2) research and development Yes No
 - (3) a clean coal project, as defined by Section 5.001, Water Code Yes No
 - (4) an advanced clean energy project, as defined by Section 382.003, Health and Safety Code Yes No
 - (5) renewable energy electric generation Yes No
 - (6) electric power generation using integrated gasification combined cycle technology Yes No
 - (7) nuclear electric power generation Yes No
 - (8) a computer center that is used as an integral part or as a necessary auxiliary part for the activity conducted by applicant in one or more activities described by Subdivisions (1) through (7) Yes No
 - (9) a Texas Priority Project, as defined by 313.024(e)(7) and TAC 9.1051 Yes No
3. Are you requesting that any of the land be classified as qualified investment? Yes No
4. Will any of the proposed qualified investment be leased under a capitalized lease? Yes No
5. Will any of the proposed qualified investment be leased under an operating lease? Yes No
6. Are you including property that is owned by a person other than the applicant? Yes No
7. Will any property be pooled or proposed to be pooled with property owned by the applicant in determining the amount of your qualified investment? Yes No

SECTION 7: Project Description

1. In **Tab 4**, attach a detailed description of the scope of the proposed project, including, at a minimum, the type and planned use of real and tangible personal property, the nature of the business, a timeline for property construction or installation, and any other relevant information.
2. Check the project characteristics that apply to the proposed project:

<input type="checkbox"/> Land has no existing improvements	<input type="checkbox"/> Land has existing improvements (<i>complete Section 13</i>)
<input type="checkbox"/> Expansion of existing operation on the land (<i>complete Section 13</i>)	<input type="checkbox"/> Relocation within Texas

SECTION 8: Limitation as Determining Factor

1. Does the applicant currently own the land on which the proposed project will occur? Yes No
2. Has the applicant entered into any agreements, contracts or letters of intent related to the proposed project? Yes No
3. Does the applicant have current business activities at the location where the proposed project will occur? Yes No
4. Has the applicant made public statements in SEC filings or other documents regarding its intentions regarding the proposed project location? Yes No
5. Has the applicant received any local or state permits for activities on the proposed project site? Yes No
6. Has the applicant received commitments for state or local incentives for activities at the proposed project site? Yes No
7. Is the applicant evaluating other locations not in Texas for the proposed project? Yes No
8. Has the applicant provided capital investment or return on investment information for the proposed project in comparison with other alternative investment opportunities? Yes No
9. Has the applicant provided information related to the applicant's inputs, transportation and markets for the proposed project? Yes No
10. Are you submitting information to assist in the determination as to whether the limitation on appraised value is a determining factor in the applicant's decision to invest capital and construct the project in Texas? Yes No

Chapter 313.026(e) states "the applicant may submit information to the Comptroller that would provide a basis for an affirmative determination under Subsection (c)(2)." If you answered "yes" to any of the questions in Section 8, attach supporting information in Tab 5.

Application for Appraised Value Limitation on Qualified Property

SECTION 9: Projected Timeline

1. Application approval by school board _____
 2. Commencement of construction _____
 3. Beginning of qualifying time period _____
 4. First year of limitation _____
 5. Begin hiring new employees _____
 6. Commencement of commercial operations _____
 7. Do you propose to construct a new building or to erect or affix a new improvement after your application review start date *(date your application is finally determined to be complete)*? Yes No
- Note:** Improvements made before that time may not be considered qualified property.
8. When do you anticipate the new buildings or improvements will be placed in service? _____

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located _____
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property _____
3. Will this CAD be acting on behalf of another CAD to appraise this property? Yes No
4. List all taxing entities that have jurisdiction for the property, the portion of project within each entity and tax rates for each entity:

County: _____ <small>(Name, tax rate and percent of project)</small>	City: _____ <small>(Name, tax rate and percent of project)</small>
Hospital District: _____ <small>(Name, tax rate and percent of project)</small>	Water District: _____ <small>(Name, tax rate and percent of project)</small>
Other (describe): _____ <small>(Name, tax rate and percent of project)</small>	Other (describe): _____ <small>(Name, tax rate and percent of project)</small>
5. Is the project located entirely within the ISD listed in Section 1? Yes No
 - 5a. If no, attach in **Tab 6** additional information on the project scope and size to assist in the economic analysis.
6. Did you receive a determination from the Texas Economic Development and Tourism Office that this proposed project and at least one other project seeking a limitation agreement constitute a single unified project (SUP), as allowed in §313.024(d-2)? Yes No
 - 6a. If yes, attach in **Tab 6** supporting documentation from the Office of the Governor.

SECTION 11: Investment

NOTE: The minimum amount of qualified investment required to qualify for an appraised value limitation and the minimum amount of appraised value limitation vary depending on whether the school district is classified as Subchapter B or Subchapter C, and the taxable value of the property within the school district. For assistance in determining estimates of these minimums, access the Comptroller's website at www.texasahead.org/tax_programs/chapter313/.

1. At the time of application, what is the estimated minimum qualified investment required for this school district? _____
2. What is the amount of appraised value limitation for which you are applying? _____

Note: The property value limitation amount is based on property values available at the time of application and may change prior to the execution of any final agreement.
3. Does the qualified investment meet the requirements of Tax Code §313.021(1)? Yes No
4. Attach a description of the qualified investment [See §313.021(1).] The description must include:
 - a. a specific and detailed description of the qualified investment you propose to make on the property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (**Tab 7**);
 - b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your minimum qualified investment (**Tab 7**); and
 - c. a detailed map of the qualified investment showing location of tangible personal property to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period, with vicinity map (**Tab 11**).
5. Do you intend to make at least the minimum qualified investment required by Tax Code §313.023 (or §313.053 for Subchapter C school districts) for the relevant school district category during the qualifying time period? Yes No

SECTION 12: Qualified Property

1. Attach a detailed description of the qualified property. [See §313.021(2)] (If qualified investment describes qualified property exactly, you may skip items a, b and c below.) The description must include:
 - 1a. a specific and detailed description of the qualified property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (Tab 8);
 - 1b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your qualified property (Tab 8); and
 - 1c. a map of the qualified property showing location of new buildings or new improvements with vicinity map (Tab 11).
2. Is the land upon which the new buildings or new improvements will be built part of the qualified property described by §313.021(2)(A)? Yes No
 - 2a. If yes, attach complete documentation including:
 - a. legal description of the land (Tab 9);
 - b. each existing appraisal parcel number of the land on which the new improvements will be constructed, regardless of whether or not all of the land described in the current parcel will become qualified property (Tab 9);
 - c. owner (Tab 9);
 - d. the current taxable value of the land. Attach estimate if land is part of larger parcel (Tab 9); and
 - e. a detailed map showing the location of the land with vicinity map (Tab 11).
3. Is the land on which you propose new construction or new improvements currently located in an area designated as a reinvestment zone under Tax Code Chapter 311 or 312 or as an enterprise zone under Government Code Chapter 2303? Yes No
 - 3a. If yes, attach the applicable supporting documentation:
 - a. evidence that the area qualifies as a enterprise zone as defined by the Governor's Office (Tab 16);
 - b. legal description of reinvestment zone (Tab 16);
 - c. order, resolution or ordinance establishing the reinvestment zone (Tab 16);
 - d. guidelines and criteria for creating the zone (Tab 16); and
 - e. a map of the reinvestment zone or enterprise zone boundaries with vicinity map (Tab 11)
 - 3b. If no, submit detailed description of proposed reinvestment zone or enterprise zone with a map indicating the boundaries of the zone on which you propose new construction or new improvements to the Comptroller's office within 30 days of the application date. What is the anticipated date on which you will submit final proof of a reinvestment zone or enterprise zone?

SECTION 13: Information on Property Not Eligible to Become Qualified Property

1. In Tab 10, attach a specific and detailed description of all **existing property**. This includes buildings and improvements existing as of the application review start date (the date the application is determined to be complete by the Comptroller). The description must provide sufficient detail to locate all existing property on the land that will be subject to the agreement and distinguish existing property from future proposed property.
2. In Tab 10, attach a specific and detailed description of all **proposed new property that will not become new improvements** as defined by TAC 9.1051. This includes proposed property that: functionally replaces existing or demolished/removed property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property; or is otherwise ineligible to become qualified property. The description must provide sufficient detail to distinguish existing property (question 1) and all proposed new property that cannot become qualified property from proposed qualified property that will be subject to the agreement (as described in Section 12 of this application).
3. For the property not eligible to become qualified property listed in response to questions 1 and 2 of this section, provide the following supporting information in Tab 10:
 - a. maps and/or detailed site plan;
 - b. surveys;
 - c. appraisal district values and parcel numbers;
 - d. inventory lists;
 - e. existing and proposed property lists;
 - f. model and serial numbers of existing property; or
 - g. other information of sufficient detail and description.
4. Total estimated market value of existing property (that property described in response to question 1): \$ _____
5. In Tab 10, include an appraisal value by the CAD of all the buildings and improvements existing as of a date within 15 days of the date the application is received by the school district.
6. Total estimated market value of proposed property not eligible to become qualified property (that property described in response to question 2): \$ _____

Note: Investment for the property listed in question 2 may count towards qualified investment in Column C of Schedules A-1 and A-2, if it meets the requirements of 313.021(1). Such property cannot become qualified property on Schedule B.

SECTION 14: Wage and Employment Information

1. What is the estimated number of permanent jobs (more than 1,600 hours a year), with the applicant or a contractor of the applicant, on the proposed qualified property during the last complete quarter before the application review start date (date your application is finally determined to be complete)?
 2. What is the last complete calendar quarter before application review start date:
 First Quarter Second Quarter Third Quarter Fourth Quarter of _____ (year)
 3. What were the number of permanent jobs (more than 1,600 hours a year) this applicant had in Texas during the most recent quarter reported to the Texas Workforce Commission (TWC)?
- Note:** For job definitions see TAC §9.1051 and Tax Code §313.021(3).
4. What is the number of new qualifying jobs you are committing to create?
 5. What is the number of new non-qualifying jobs you are estimating you will create?
 6. Do you intend to request that the governing body waive the minimum new qualifying job creation requirement, as provided under Tax Code §313.025(f-1)? Yes No
 - 6a. If yes, attach evidence in **Tab 12** documenting that the new qualifying job creation requirement above exceeds the number of employees necessary for the operation, according to industry standards.
 7. Attach in **Tab 13** the four most recent quarters of data for each wage calculation below, including documentation from the TWC website. The final actual statutory minimum annual wage requirement for the applicant for each qualifying job — which may differ slightly from this estimate — will be based on information from the four quarterly periods for which data were available at the time of the application review start date (date of a completed application). See TAC §9.1051(21) and (22).
 - a. Average weekly wage for all jobs (all industries) in the county is
 - b. 110% of the average weekly wage for manufacturing jobs in the county is
 - c. 110% of the average weekly wage for manufacturing jobs in the region is
 8. Which Tax Code section are you using to estimate the qualifying job wage standard required for this project? §313.021(5)(A) or §313.021(5)(B)
 9. What is the minimum required annual wage for each qualifying job based on the qualified property?
 10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property?
 11. Will the qualifying jobs meet all minimum requirements set out in Tax Code §313.021(3)? Yes No
 12. Do you intend to satisfy the minimum qualifying job requirement through a determination of cumulative economic benefits to the state as provided by §313.021(3)(F)? Yes No
 - 12a. If yes, attach in **Tab 12** supporting documentation from the TWC, pursuant to §313.021(3)(F).
 13. Do you intend to rely on the project being part of a single unified project, as allowed in §313.024(d-2), in meeting the qualifying job requirements? Yes No
 - 13a. If yes, attach in **Tab 6** supporting documentation including a list of qualifying jobs in the other school district(s).

SECTION 15: Economic Impact

1. Complete and attach Schedules A1, A2, B, C, and D in **Tab 14**. Note: Excel spreadsheet versions of schedules are available for download and printing at URL listed below.
2. Attach an Economic Impact Analysis, if supplied by other than the Comptroller's Office, in **Tab 15**. (*not required*)
3. If there are any other payments made in the state or economic information that you believe should be included in the economic analysis, attach a separate schedule showing the amount for each year affected, including an explanation, in **Tab 15**.

SECTION 16: Authorized Signatures and Applicant Certification

After the application and schedules are complete, an authorized representative from the school district and the business should review the application documents and complete this authorization page. Attach the completed authorization page in Tab 17. NOTE: If you amend your application, you will need to obtain new signatures and resubmit this page, Section 16, with the amendment request.

1. Authorized School District Representative Signature

I am the authorized representative for the school district to which this application is being submitted. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code.

print here Lloyd W. Graham
Print Name (Authorized School District Representative)

Superintendent
Title

sign here [Signature]
Signature (Authorized School District Representative)

Dec. 10, 2014
Date

2. Authorized Company Representative (Applicant) Signature and Notarization

I am the authorized representative for the business entity for the purpose of filing this application. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code. The information contained in this application and schedules is true and correct to the best of my knowledge and belief.

I hereby certify and affirm that the business entity I represent is in good standing under the laws of the state in which the business entity was organized and that no delinquent taxes are owed to the State of Texas.

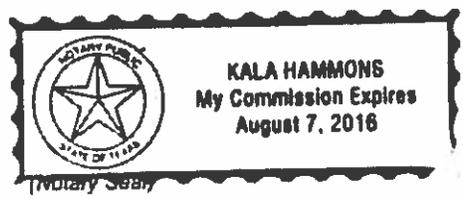
print here Curt Tate
Print Name (Authorized Company Representative (Applicant))

Senior Tax Director
Title

sign here [Signature]
Signature (Authorized Company Representative (Applicant))

12/4/14
Date

GIVEN under my hand and seal of office this, the 4th day of December, 2014



[Signature]
Notary Public in and for the State of Texas

My Commission expires: 8/7/2016

If you make a false statement on this application, you could be found guilty of a Class A misdemeanor or a state jail felony under Texas Penal Code Section 37.10.

EXHIBIT 1

ATTACHMENT 4a.

School District & Application Number	Applying Entity	Application Date	First Full Tax Year
Barbers Hill ISD No. 166	Enterprise Products Operating LLC	9/1/2009	2010
Barbers Hill ISD No. 178	Enterprise Products Operating LLC	8/30/2010	2011
Barbers Hill ISD No. 192	Enterprise Products Operating, LLC	7/20/2010	2012
Barbers Hill ISD No. 236	Enterprise Products Operating, LLC	7/5/2012	2013
Barbers Hill ISD No. 238	Enterprise Products Operating, LLC	7/18/2012	2012
Barbers Hill ISD No. 253	Enterprise Products Operating, LLC	11/20/2012	2014
Barbers Hill ISD No. 254	Enterprise Products Operating, LLC	11/20/2012	2014
Barbers Hill ISD No. 278	Enterprise Products Operating, LLC	3/28/2013	2014
Barbers Hill ISD No. 349	Enterprise Products Operating, LLC	9/23/2013	2015
Barbers Hill ISD No. 363	Enterprise Products Operating, LLC	11/18/2013	2015
Barbers Hill ISD No. 364	Enterprise Products Operating, LLC	11/18/2013	2015
La Porte ISD No. 1014	Enterprise Products Operating, LLC	5/30/2014	2015
Orangefield ISD No. 359	Enterprise Products Operating, LLC	11/13/2013	2015
Yoakum ISD No. 187	Enterprise Hydrocarbons, L.P.	4/11/2011	2012

Tab # 2

Proof of Payment



Enterprise Products

P.O. Box 4018 Houston, Texas 77210-4018 713.381.6500
1100 Louisiana Houston, Texas 77002 www.epplp.com

December 4, 2014

La Porte Independent School District
Mr. Lloyd Graham
1002 San Jacinto St.
La Porte, TX 77571

Re: Chapter 313 Abatement Application Fee

Dear Mr. Graham:

Enterprise Products Operating, LLC herein submits the application fee payment of \$10,000. This payment is submitted in compliance with the Chapter 313 value limitation application fee set by La Porte ISD.

If you have any questions regarding this payment, please call me at 713-381-8071 or ctate@eprod.com

Sincerely,

Curt Tate
Sr. Tax Director

Enclosures (1)

Proof of payment of filing fee received by the
Comptroller of Public Accounts per TAC Rule
§9.1054 (b)(5)

*(Page Inserted by Office of Texas Comptroller of Public
Accounts)*

Tab # 3

Documentation of Combined

Amended
Texas Franchise Tax Extension Affiliate List

■ Tcode 13298
 ■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

17605682198

2014

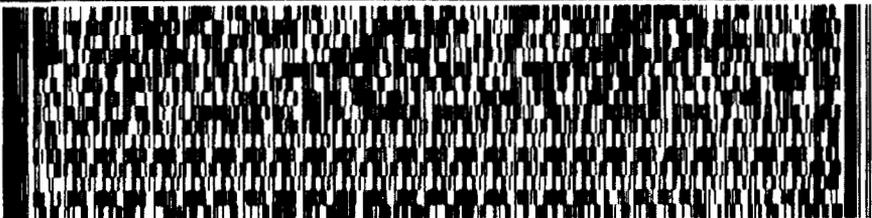
Enterprise Products Partners LP

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. ENTERPRISE PRODUCTS OLPGP INC	12004832015	<input type="checkbox"/>
2. ENTERPRISE GTMGP LLC	32011348052	<input checked="" type="checkbox"/>
3. ENTERPRISE PRODUCTS OPERATING LLC	12604305396	<input type="checkbox"/>
4. ENTERPRISE PRODUCTS TEXAS OPERATING LLC	32033241277	<input type="checkbox"/>
5. CHUNCHULA PIPELINE CO LLC	17605733926	<input type="checkbox"/>
6. HSC PIPELINE PARTNERSHIP LLC	12604307731	<input type="checkbox"/>
7. SORRENTO PIPELINE COMPANY LLC	17605733884	<input type="checkbox"/>
8. CAJUN PIPELINE COMPANY LLC	17605733942	<input type="checkbox"/>
9. ENTERPRISE LOU-TEX NGL PIPELINE LP	17606156218	<input type="checkbox"/>
10. SAILFISH PIPELINE COMPANY LLC	17605231061	<input type="checkbox"/>
11. MORAY PIPELINE COMPANY LLC	32001747669	<input type="checkbox"/>
12. PORT NECHES PIPELINE LLC	32033241426	<input type="checkbox"/>
13. PORT NECHES GP LLC	14320514335	<input type="checkbox"/>
14. ADAMANA LAND COMPANY LLC	260430539	<input checked="" type="checkbox"/>
15. GROVES RGP PIPELINE LLC	32033241269	<input type="checkbox"/>
16. MAPLE TREE LLC	32008535687	<input type="checkbox"/>
17. MID-AMERICA PIPELINE COMPANY LLC	11326187801	<input type="checkbox"/>
18. ENTERPRISE TERMINALS & STORAGE LLC	17316595366	<input type="checkbox"/>
19. SEMINOLE PIPELINE COMPANY	17310998624	<input type="checkbox"/>
20. ENTERPRISE OFFSHORE DEVELOPMENT LLC	481262448	<input checked="" type="checkbox"/>
21. DEEP GULF DEVELOPMENT LLC	481262451	<input checked="" type="checkbox"/>

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pg 2 of 6

Texas Franchise Tax Extension Affiliate List

■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

17605682198

2014

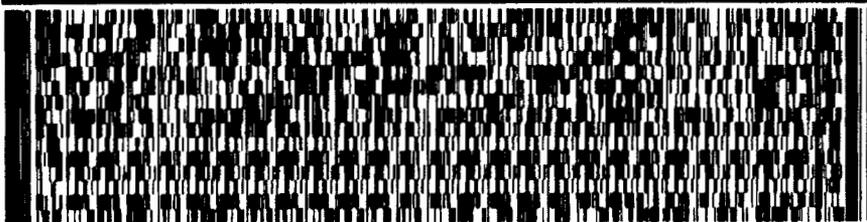
Enterprise Products Partners LP

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (if none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. OLEFINS TERMINAL LLC	10613112969	<input type="checkbox"/>
2. ENTERPRISE NGL PIPELINE LLC	17605901721	<input type="checkbox"/>
3. ENTERPRISE GAS PROCESSING LLC	32000814668	<input type="checkbox"/>
4. ENTERPRISE NGL PRIVATE LINES & STOR	17605601230	<input type="checkbox"/>
5. NORCO-TAFT PIPELINE LLC	32038546837	<input type="checkbox"/>
6. ENTERPRISE FRACTIONATION LLC	17605595838	<input type="checkbox"/>
7. ENTERPRISE WHITE RIVER HUB LLC	262204315	<input checked="" type="checkbox"/>
8. ENTERPRISE HYDROCARBONS LP	17427797521	<input type="checkbox"/>
9. TECO GAS GATHERING LLC	17427219112	<input type="checkbox"/>
10. TECO GAS PROCESSING LLC	17427531029	<input type="checkbox"/>
11. DEP HOLDINGS LLC	32024280920	<input type="checkbox"/>
12. DIXIE PIPELINE COMPANY	15808648065	<input type="checkbox"/>
13. ENTERPRISE PROPANE TERMINALS & STORAGE LLC	32038546811	<input checked="" type="checkbox"/>
14. BELVIEU ENVIRONMENTAL FUEL LLC	32033241293	<input type="checkbox"/>
15. ENTERPRISE TERMINALLING LLC	32033241392	<input type="checkbox"/>
16. ENTERPRISE GAS LIQUIDS LLC	17605827744	<input type="checkbox"/>
17. BELLE ROSE NGL PIPELINE LLC	17605980204	<input type="checkbox"/>
18. WILPRISE PIPELINE COMPANY LLC	17315282248	<input type="checkbox"/>
19. ENTERPRISE GTM HOLDINGS LP	32019523714	<input type="checkbox"/>
20. CAMERON HIGHWAY PIPELINE GP LLC	32011680413	<input type="checkbox"/>
21. CAMERON HIGHWAY PIPELINE I LP	32035757460	<input type="checkbox"/>

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Amended
Texas Franchise Tax Extension Affiliate List

■ Tcode 13298
 ■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

17605682198

2014

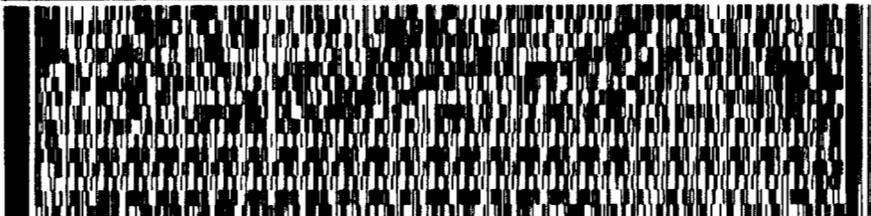
Enterprise Products Partners LP

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. ENTERPRISE GTM OFFSHORE OPERATING C	17606108797	<input type="checkbox"/>
2. HIGH ISLAND OFFSHORE SYSTEM LLC	32003942136	<input type="checkbox"/>
3. ENTERPRISE GC LLC	17603908272	<input type="checkbox"/>
4. ENTERPRISE TEXAS PIPELINE LLC	32033274252	<input type="checkbox"/>
5. ENTERPRISE INTRASTATE LLC	32018625346	<input type="checkbox"/>
6. MANTA RAY GATHERING COMPANY LLC	17603908256	<input type="checkbox"/>
7. FLEXTREND DEVELOPMENT COMPANY LLC	17604705834	<input type="checkbox"/>
8. POSEIDON PIPELINE COMPANY LLC	30117725876	<input type="checkbox"/>
9. ENTERPRISE GTM HATTIESBURG STORAGE	260430539	<input checked="" type="checkbox"/>
10. ENTERPRISE FIELD SERVICES LLC	17605434558	<input type="checkbox"/>
11. ARIZONA GAS STORAGE LLC	753073720	<input checked="" type="checkbox"/>
12. ENTERPRISE NEW MEXICO VENTURES LLC	32038620384	<input checked="" type="checkbox"/>
13. INDEPENDENCE HUB LLC	12017900536	<input type="checkbox"/>
14. TRI-STATES NGL PIPELINE LLC	731545893	<input type="checkbox"/>
15. Acadian Gas LLC	17606192692	<input type="checkbox"/>
16. Acadian Gas Pipeline System	30114482745	<input type="checkbox"/>
17. Calcasieu Gas Gathering System	751921219	<input type="checkbox"/>
18. Pontchartrain Natural Gas System	32038543008	<input type="checkbox"/>
19. Enterprise Lou-Tex Propylene P/L LP	17606182511	<input type="checkbox"/>
20. Neches Pipeline System	32038543016	<input type="checkbox"/>
21. Sabine Propylene Pipeline LLC	17606524878	<input type="checkbox"/>

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Pg 496

■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

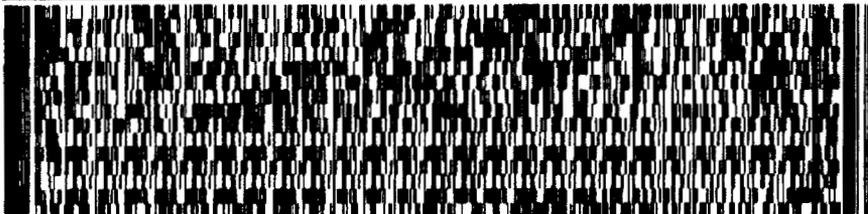
17605682198	2014	Enterprise Products Partners LP
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LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (if none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. Tejas-Magnolia Energy LLC	17604816557	■ <input type="checkbox"/>
2. TXO-ACADIAN GAS PIPELINE LLC	17606192437	■ <input type="checkbox"/>
3. MCN ACADIAN GAS PIPELINE LLC	17606193369	■ <input type="checkbox"/>
4. CYPRESS GAS PIPELINE LLC	32000444169	■ <input type="checkbox"/>
5. CYPRESS GAS MARKETING LLC	17606192734	■ <input type="checkbox"/>
6. EVANGELINE GULF COAST GAS LLC	17606195190	■ <input type="checkbox"/>
7. MCN PELICAN INTERSTATE GAS LLC	32000444037	■ <input type="checkbox"/>
8. ENTERPRISE ARIZONA GAS LLC	32046802008	■ <input checked="" type="checkbox"/>
9. CHAMA GAS SERVICES LLC	262623562	■ <input checked="" type="checkbox"/>
10. DUNCAN ENERGY PARTNERS LP	32035074254	■ <input type="checkbox"/>
11. SOUTH TEXAS NGL PIPELINES LLC	12057125515	■ <input type="checkbox"/>
12. MONT BELVIEU CAVERNS LLC	32025100366	■ <input type="checkbox"/>
13. DEP OFFSHORE PORT SYSTEM LLC	32036569153	■ <input type="checkbox"/>
14. ENTERPRISE PATHFINDER LLC	32038546803	■ <input checked="" type="checkbox"/>
15. ENTERPRISE OFFSHORE PORT SYSTEM LLC	32034730849	■ <input type="checkbox"/>
16. BELVIEU ENVIRONMENTAL FUELS GP LLC	14320468979	■ <input type="checkbox"/>
17. ENTERPRISE PRODUCTS PARTNERS LP	17605682198	■ <input checked="" type="checkbox"/>
18. ENTERPRISE PRODUCTS MARKETING COMPANY LLC	32040663711	■ <input type="checkbox"/>
19. ENTERPRISE BIG THICKET PIPELINE SYSTEM LLC	32040849898	■ <input type="checkbox"/>
20. ENTERPRISE GP LLC	32003429126	■ <input type="checkbox"/>
21. ENTERPRISE NGL PIPELINES II LLC	13521670102	■ <input type="checkbox"/>

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Texas Franchise Tax Extension Affiliate List

■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

17605682198

2014

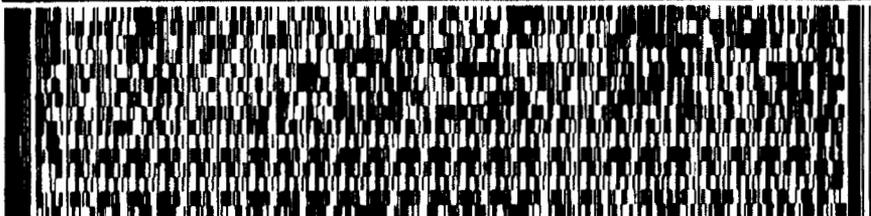
Enterprise Products Partners LP

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. ENTERPRISE MARINE SERVICES LLC	32036641424	<input type="checkbox"/>
2. ENTERPRISE CRUDE GP LLC	17606569634	<input type="checkbox"/>
3. ENTERPRISE REFINED PRODUCTS COMPANY LLC	12056619377	<input type="checkbox"/>
4. ENTERPRISE TE PRODUCTS PIPELINE COMPANY LLC	12604310461	<input type="checkbox"/>
5. TEPPCO O/S PORT SYSTEM LLC	32034730971	<input type="checkbox"/>
6. ENTERPRISE CRUDE PIPELINE LLC	17707047704	<input type="checkbox"/>
7. ENTERPRISE SEAWAY LP	32036094699	<input type="checkbox"/>
8. ENTERPRISE TE PARTNERS LP	17602910584	<input type="checkbox"/>
9. ENTERPRISE CRUDE OIL LLC	32033266233	<input type="checkbox"/>
10. ENTERPRISE PRODUCTS BBCT LLC	15106562265	<input type="checkbox"/>
11. ENTERPRISE JONAH GAS GATHERING COMPANY	830317360	<input checked="" type="checkbox"/>
12. DEAN PIPELINE COMPANY LLC	32033266241	<input type="checkbox"/>
13. PANOLA PIPELINE COMPANY LLC	32033266225	<input type="checkbox"/>
14. QUANAH PIPELINE COMPANY LLC	32033266258	<input type="checkbox"/>
15. WILCOX PIPELINE COMPANY LLC	32033266217	<input type="checkbox"/>
16. TCTM LP	32036219791	<input type="checkbox"/>
17. CHAPARRAL PIPELINE COMPANY LLC	32033266266	<input type="checkbox"/>
18. QP-LS LLC	262708528	<input checked="" type="checkbox"/>
19. ENTERPRISE LOUISIANA PIPELINE LLC	32040255385	<input type="checkbox"/>
20. RIO GRANDE PIPELINE COMPANY	17314849120	<input type="checkbox"/>
21. ENTERPRISE MIDSTREAM COMPANIES LLC	32033266191	<input type="checkbox"/>

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Texas Franchise Tax Extension Affiliate List

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■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

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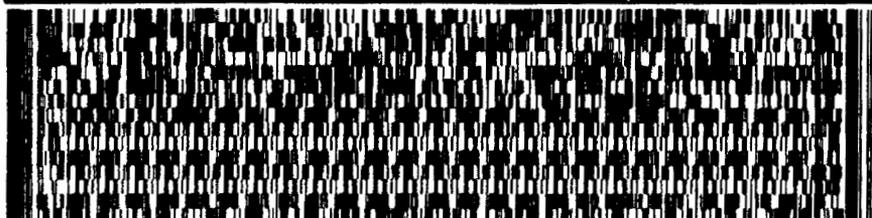
Enterprise Products Partners LP

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. RUGGED WEST SERVICES LLC	32052846709	<input type="checkbox"/>
2. CTCO OF TEXAS LLC	32019601221	<input type="checkbox"/>
3. Enterprise Logistic Services LLC	12735713096	<input type="checkbox"/>
4. JMRS Transport Services, Inc	17606894404	<input type="checkbox"/>
5. CHANNELVIEW FLEETING SERVICES, LLC	32041556773	<input type="checkbox"/>
6. ENTERPRISE GATHERING LLC	32041546337	<input type="checkbox"/>
7. ENTERPRISE REFINED PRODUCTS MARKETING CO. LLC	32042316094	<input type="checkbox"/>
8. ENTERPRISE PRODUCTS PIPELINE COMPANY LLC	17602440707	<input type="checkbox"/>
9. ENTERPRISE TE INVESTMENTS LLC	17604475172	<input type="checkbox"/>
10. ENERGY VENTURES LLC	260430539	<input checked="" type="checkbox"/>
11. ENTERPRISE LIQUIDS PIPELINE LLC	32045210484	<input type="checkbox"/>
12. ECO Property LLC	422740972	<input checked="" type="checkbox"/>
13. EVANGELINE PELICAN PIPELINE LP	32036470576	<input type="checkbox"/>
14. ENTERPRISE GATHERING II LLC	32041737100	<input type="checkbox"/>
15. Enterprise EF78 LLC	32051233677	<input type="checkbox"/>
16.		<input type="checkbox"/>
17.		<input type="checkbox"/>
18.		<input type="checkbox"/>
19.		<input type="checkbox"/>
20.		<input type="checkbox"/>
21.		<input type="checkbox"/>

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Tab # 4

Proposed Project Description

Tab # 4

Proposed Project Description

The proposed project is a facility to manufacture and load ethane product to ships for export. The proposed project site is at the Enterprise Morgan's Point facility located along the Houston Ship Channel. The proposed project will be constructed on land that Enterprise owns, as identified in Tab 9, Item 1, and on premises leased by Enterprise, as identified in Tab 9, Item 2. Enterprise has commenced demolition activities at the proposed site, by clearing existing facilities formerly used for the manufacture of MTB additives. It is anticipated that construction on the proposed project will commence in the first quarter of 2015, with construction to be completed in 2016 and operations to commence in the second quarter of 2016.

Manufacturing process:

The ethane export facility would be receiving ethane via a 24" pipeline. The pipeline is not part of this application. The ethane feed goes through a manufacturing process to remove impurities in order to meet product specifications required for ship loading. Impurities are removed from the facility feed through filtration, sulfur removal and/or fractionation.

Raw ethane received at the facility would pass through mole sieve dehydration beds to remove water from the inlet stream. Following the removal of water the ethane would be chilled and then be directed to a fractionator to remove methane impurities. The manufactured ethane product from the fractionator bottoms would be further refrigerated to negative temperatures and loaded to ships. Methane recovered from the fractionator overhead stream would be purified via refrigeration to condense and remove ethane from the methane product. The ethane would be recovered back to the process and the methane would be compressed and exported to a methane pipeline.

Significant components of the facility would include:

- ❖ Two independent trains for manufacturing and loading of ethane to ships. A schematic of the trains and the equipment listing is referenced in Tab 7.
- ❖ Each train consists of the following:
 - Removal of water and methane from ethane via dehydration beds and a fractionator.
 - A closed loop propylene refrigeration system with 1 compressor for chilling of either propane or ethane.
 - An open loop ethane refrigeration system with 1 compressor for additional cooling of ethane.
 - Ship dock to support product loading and unloading.

Tab # 5

Limitation as Determining
Factor

Tab 5

Limitation as a Determining Factor

- 1. Does the applicant currently own the land on which the proposed project will occur?**

Applicant owns the land upon which the two manufacturing trains identified in Tab 7 will be constructed. That land is described in Tab 9, Item 1.

Applicant leases the land upon which a ship dock currently exists and another will be constructed, as set forth in Tab 7. That land is described in Tab 9, Item 2.

- 2. Has the applicant entered into any agreements, contracts or letters of intent related to the proposed project?**

Applicant is the successor in interest to Tennessee Gas Transmission Company in a 99-year lease from the predecessor of the Port of Houston Authority of Harris County, Texas for the existing ship dock identified in Tab 7 and 3.9889 acres of land under a lease dated March 21, 1956. Pursuant to an amendment to the 1956 lease entered into on May 29, 2014, an additional 4.5 acres of land was added to the leased premises. The 3.9889 acre tract of land and the 4.5 acre tract of land are depicted on the map attached as Item 2 to Tab 5.

- 3. Does the applicant have current business activities at the location where the proposed project will occur?**

Attached as Item 3 to Tab 5 is a depiction of the proposed project site. The area shaded in red is the location of the proposed project. This area was formerly used for the production of MTB, a gasoline additive which has been banned for use in the USA. The project site has been out of service and has remained dormant for over 10 years. All existing property at the proposed site -- except for a clarifier tank, a process water tank, a firewater tank and a lab building -- are to be (or have been) demolished leaving an otherwise vacant site where the proposed project would then be located. The 4 items excluded from the demolition will be re-purposed at the project and have been specifically excluded from the description of qualified property for the project in this application.

The area shaded in green on Item 3 to Tab 5 shows applicant's existing refined products terminal, known as Morgan's Point Terminal. Morgan's Point Terminal is adjacent to the site for the proposed project, but it is not a part of and will not be operated in conjunction with the proposed project.

4. Has the applicant made public statements in SEC filings or other documents regarding its intentions regarding the proposed project location?

Applicant has made public statements regarding its intentions regarding the proposed project location. Copies of the relevant press releases are attached hereto as Item 4 to Tab 5.

October 2, 2013 Press Release

In this press release applicant announced the planned construction of a new liquefied petroleum gas export terminal on the Gulf Coast. The press release indicated that “[f]ollowing the completion of the site evaluation at potential locations in Louisiana and Texas, this new LPG marine terminal is expected to be in service in the fourth quarter of 2015.”

At that point in time, applicant was considering locations in Calcasieu Parish, Louisiana and Orange County, Texas. Subsequent to the press release, applicant filed a Louisiana Economic Development Advance Notification Form on October 14, 2013 for the Calcasieu Parish site and an application for a Chapter 313 Application for Appraised Value Limitation with the Orangefield ISD in Orange County, Texas (Application No. 359, which is the same project as the proposed project which is the subject of this application).

January 7, 2014 Press Release

Application 359 with Orangefield ISD described the project as a facility to manufacture and load *propane and ethane products* to ships on an undeveloped site at the Enterprise Beaumont Marine Terminal in Orange County, Texas. Due to customer needs and scheduling requirements, applicant made a decision to separate out the propane portion of the proposed project and build it in a different location. The site for the propane portion of the project as originally proposed in Application 359 was shifted to applicant’s existing liquefied petroleum gas export terminal on the Houston Ship Channel. That decision is reflected in the January 7, 2014 press release attached. The propane facility is not a part of this current application, and is not the subject of any application for appraised value limitation in Texas.

In the January 7, 2014 press release, applicant also announced the following: “On the ethane front, we continue to negotiate with several customers that would support the development of an ethane export terminal. Our site evaluation for this facility continues. Depending on the outcome of these discussions, estimated export demand and ship draft requirements, we expect the ethane export facility

will be sited either adjacent to our refined products export terminal in Beaumont or on the Houston Ship Channel.”

At the time of the January 7, 2014 press release, Enterprise had two pending applications with respect to the proposed ethane terminal, one in Louisiana and one with the Orangefield ISD in Texas. As stated in the press release, negotiations were in progress with customers and discussions were ongoing with respect to site evaluation. Site evaluation discussions were occurring at that time with the Louisiana Economic Development department, Orangefield ISD and Orange County, Texas. No siting decision had been made at that point, and the language of the press release is clear that Enterprise was continuing discussions with customers, doing site evaluation (which included incentive discussions), estimating export demand and ship draft requirements.

April 22, 2014 Press Release

In this press release, applicant announced that it “plans to build a fully refrigerated export facility on the Texas Gulf Coast.” As of April 22, 2014, applicant intended to build the project in the Orangefield ISD (Application 359) and had secured a recommendation from the Comptroller that its application be approved for that site (See, Item 6 to Tab 5 referenced below).

June 11, 2014 Press Release

In this press release, Applicant states that “it will build its recently announced ethane export facility on the Houston Ship Channel . . . and has signed a 30-year agreement with the Port of Houston Authority for use of facilities adjacent to the partnership’s existing Morgan’s Point terminal.”

Prior to the issuance of this press release, applicant had determined that the proposed site for Application 359 was not suitable for the project. There are two bridges on the route to the site proposed in Application 359 that were problematic for ship draft requirements. Additionally, a portion of the channel to the site proposed in Application 359 is so narrow that two ships cannot pass simultaneously, creating scheduling conflicts. Thus, on May 30, 2014, applicant filed Application No. 1014 for a site on the Houston Ship Channel (in Morgan’s Point, Texas within the LaPorte ISD) that would allow ships with the necessary draft specifications to port at the project location. Application 1014 is for the same project as Application 359. The 30-year agreement with the Port of Houston Authority is the lease amendment referenced in the answer to question 2 above.

July 31, 2014 Press Release

In this press release applicant states “. . . that it has executed an additional long-term contract to provide ethane storage, transportation, refrigeration and loading services from its new ethane export terminal that is currently under construction on the Houston Ship Channel.” The contract referenced in this press release is a services contract for the proposed facility. At the time this press release was issued, the Louisiana application was and is still pending. And since this very project had already been approved by the Comptroller for another Texas site (Application No. 359, as approved by the Comptroller on March 10, 2014), Enterprise had no reason to believe that Application No. 1014, or the instant application would not also be approved merely because the site location was changed. As stated previously, this application and Application No. 1014 is for the same project as Application No. 359, and all of the siting factors for Application 359 are applicable to Application No. 1014 and the instant application.

5. Has the applicant received any local or state permits for activities on the proposed project site?

On August 4, 2014, the applicant received a permit amendment from the Texas Commission on Environmental Quality for its air permit for the proposed project site (Permit No. 20289). A copy of the permit amendment is available upon request.

6. Has the applicant received commitments for state or local incentives for activities at the proposed project site?

As indicated above, applicant submitted a Chapter 313 Application for Limitation on Appraised Value for this project with the Orangefield ISD in Texas, under Application No. 359. By letter dated March 10, 2014, the Comptroller recommended that Enterprise’s Application No. 359 in the Orangefield ISD be approved. A copy of the Comptroller’s recommendation of approval is attached hereto as Item 6 to Tab 5. As stated before, the project that is the subject of Application No. 359 and this proposed project are the same project, the proposed ethane terminal. Applicant is no longer pursuing the limitation for the site within Orangefield ISD, because, as discussed above, ship draft requirements for the project changed such that the site proposed in Application 359 was not a workable site.

7. Is the applicant evaluating other locations not in Texas for the proposed project?

Applicant is a leading midstream energy company with a large pipeline footprint in the United States. These pipelines provide substantial flexibility in plant location. Applicant has gas manufacturing locations in Texas, Louisiana, New Mexico, Colorado, and Wyoming. Applicant has significant assets in Louisiana including interstate pipelines that can and do move product to and from Texas. This allows potential manufacturing facilities to be managed via pipelines in neighboring states.

Applicant is evaluating sites in Calcasieu Parish, Louisiana, and has filed a Louisiana Economic Development Advance Notification form on October 14, 2013. A copy of LED Notification No. 20131206 is attached as Item 7 to Tab 5.

Capital investments are allocated to projects and locations based on expected economic return and property tax liabilities can make up a substantial ongoing cost of operation. If locations in Texas were finally determined to be economically infeasible, applicant could redirect its expenditures to construct the proposed project in Louisiana, which would include expenditures to construct a pipeline from applicant's facilities in Mont Belvieu, Texas to the proposed project in Calcasieu Parish, Louisiana. Information regarding applicant's economic evaluation of Louisiana for the proposed project can be found in the letter and exhibits attached as Item 10 to Tab 5, as referenced below in the answer to question 10 and incorporated herein.

8. Has the applicant provided capital investment or return on investment information for the proposed project in comparison with alternative investment opportunities?

Yes, see Item 10 to Tab 5, as referenced below in the answer to question 10.

9. Has the applicant provided information related to the applicant's inputs, transportation and market for the proposed project?

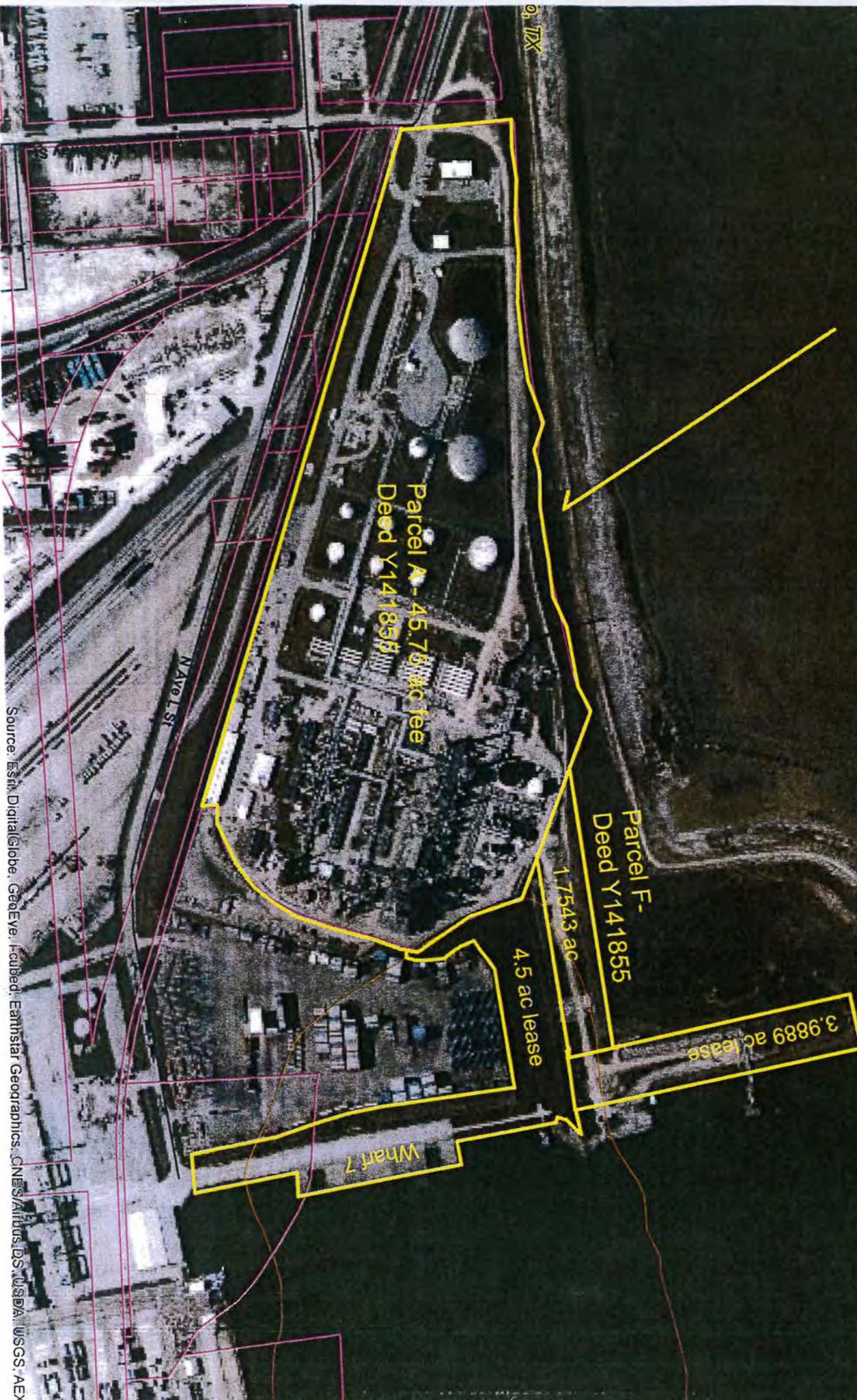
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10. Are you submitting information to assist in the determinations as to whether the limitation on appraised value is a determining factor in the applicant's decision to invest capital and construct the project in Texas?

See letter and exhibits from applicant attached here to as Item 10 to Tab 5.

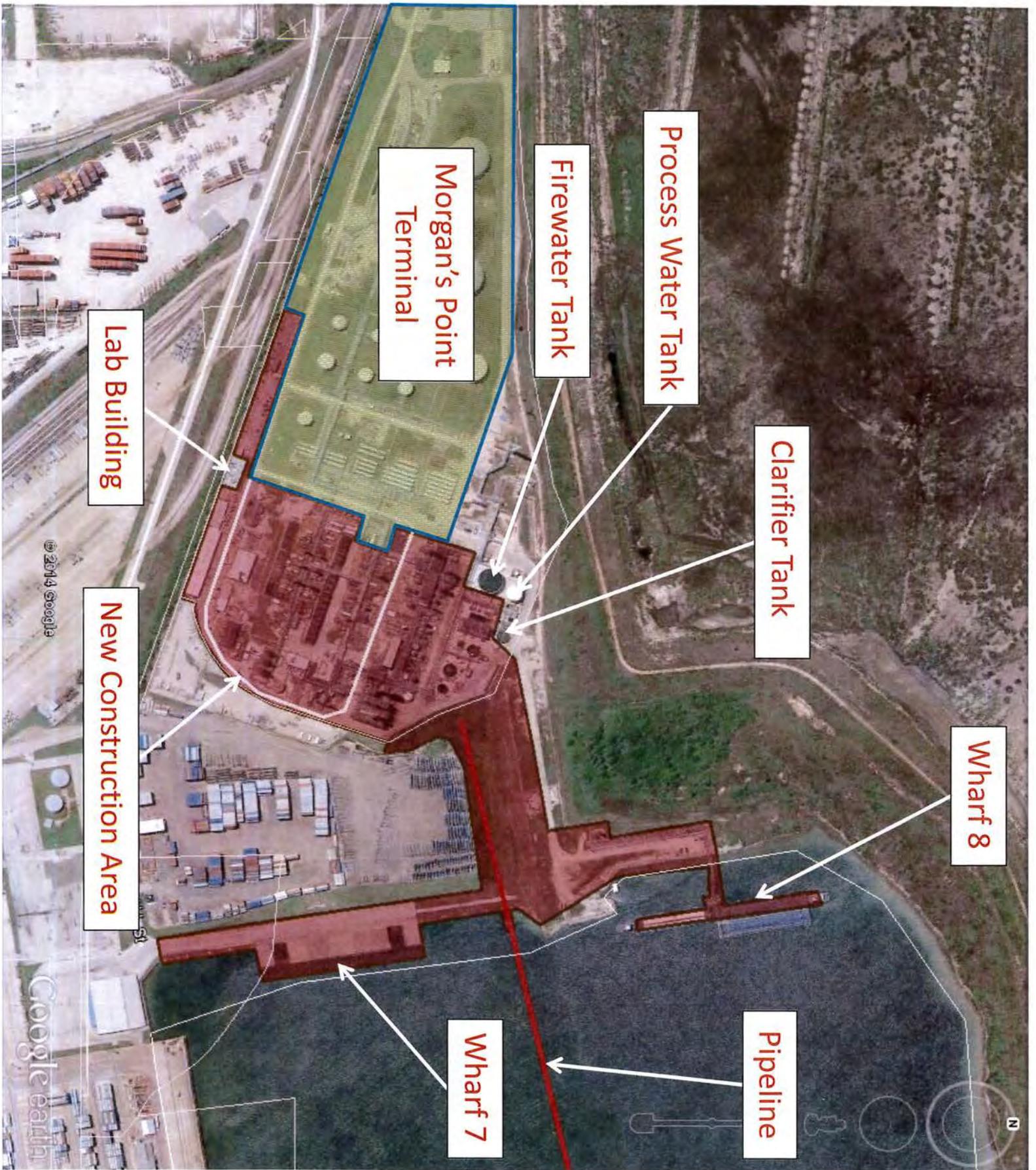
Tab 5, Item 2

Reinvestment Zone



Source: Esri, DigitalGlobe, GeoEye, Earthstar Geographics, CNES/Airbus/DS, USDA, USGS, AEX, ...

Tab 5, Item 3



Morgan's Point Terminal

Firewater Tank

Process Water Tank

Clarifier Tank

Wharf 8

Pipeline

Wharf 7

Lab Building

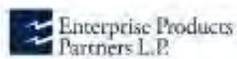
New Construction Area

@ 2014 Google

Google earth

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Tab 5, Item 4



Enterprise to Build Second LPG Export Facility

October 02, 2013 07:00 AM Eastern Daylight Time

HOUSTON--(BUSINESS WIRE)--Enterprise Products Partners L.P. (NYSE:EPD) today announced the construction of a new liquefied petroleum gas (LPG) export terminal on the Gulf Coast. The facility will have the capability of handling up to VLGC (very large gas carriers) class ships. The initial loading rate for export grade propane or butane service is expected to be approximately 11,000 barrels per hour, which would equate to approximately 6 million to 6.5 million barrels per month. Following the completion of the site evaluation at potential locations in Louisiana and Texas, this new LPG marine terminal is expected to be in service in the fourth quarter of 2015. Upon completion of the new terminal, and the recently announced expansion of the partnership's existing terminal on the Houston Ship Channel, Enterprise will have aggregate capacity to load approximately 15 million to 16 million barrels per month of low-ethane propane and/or butane at its LPG marine terminals.

“We are pleased to announce the development of our second LPG export marine terminal on the U.S. Gulf Coast”

With the development of this second export marine terminal, Enterprise will be able to offer customers unparalleled operational flexibility and reliability. Each of these terminals will have separate, dedicated pipelines that supply LPG from the partnership's large fractionation and storage complex in Mont Belvieu, Texas. This complex includes over 100 million barrels of salt dome storage capacity and, with the completion of the eighth fractionator in the fourth quarter of 2013, more than 650,000 barrels per day of NGL fractionation capacity.

“We are pleased to announce the development of our second LPG export marine terminal on the U.S. Gulf Coast,” said Michael A. Creel, chief executive officer of Enterprise's general partner. “The development of the new terminal was driven by continued demand from our international customers for additional supply of propane and butane. These facilities are supported by over 25 customers and associated long-term contracts, some of which extend into 2024. Just as with our other LPG export projects, we expect that the terminal will be operating at or near its capacity upon startup. In addition to the strong demand for our LPG export services, we are also seeing interest in ethane exports. This new LPG marine terminal is designed with the flexibility and footprint to expeditiously add the necessary facilities to provide ethane export services as this market develops. Our Mont Belvieu complex and ATEX and Aegis ethane pipelines would complement the addition of ethane export capabilities at this new site.”

Enterprise Products Partners L.P. is one of the largest publicly traded partnerships and a leading North American provider of midstream energy services to producers and consumers of natural gas, NGLs, crude oil, refined products and petrochemicals. Our services include: natural gas gathering, treating, processing,

transportation and storage; NGL transportation, fractionation and storage; LPG import and export terminals; crude oil and refined products transportation, storage and terminals; offshore production platforms; petrochemical transportation and services; and a marine transportation business that operates primarily on the United States inland and Intracoastal Waterway systems and in the Gulf of Mexico. The partnership's assets include approximately 50,000 miles of onshore and offshore pipelines; 200 million barrels of storage capacity for NGLs, crude oil, refined products and petrochemicals; and 14 billion cubic feet of natural gas storage capacity. Additional information regarding Enterprise can be found on its website, www.enterpriseproducts.com.

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News Release

Enterprise to Expand LPG Export Facility at Oiltanking on Houston Ship Channel

HOUSTON--(BUSINESS WIRE)--Jan. 7, 2014-- Enterprise Products Partners L.P. (NYSE: EPD) today announced a further expansion of its liquefied petroleum gas (“LPG”) export terminal at Oiltanking’s complex on the Houston Ship Channel. Enterprise’s expanded LPG terminal is supported by a 50-year service agreement with Oiltanking Partners, L.P. (NYSE: OILT) to provide additional dock space and related services. The expanded LPG export terminal is expected to be in service by the end of 2015 and is supported by long-term LPG export agreements. Upon completion of the expanded facilities, Enterprise will have aggregate capacity to load in excess of 16 million barrels per month of low-ethane propane and/or butane. This expansion is in lieu of a second LPG terminal announced in October 2013 and will result in more capacity than previously anticipated.

“We are pleased to announce the expansion of our LPG export marine terminal and the associated 50-year agreement with Oiltanking,” said Michael A. Creel, chief executive officer of Enterprise’s general partner. “The decision to expand at Oiltanking was directly attributable to our joint experience of loading LPG vessels on the Houston Ship Channel and our 33-year relationship with Oiltanking. Demand for both current and future LPG exports continues to be strong. The location of the expanded terminal at Oiltanking enables us to increase maximum loading capacity to approximately 27,000 barrels per hour, the highest in the industry, while nominally reducing the overall capital costs associated with the project.”

“On the ethane front, we continue to negotiate with several customers that would support the development of an ethane export terminal. Our site evaluation for this facility continues. Depending on the outcome of these discussions, estimated ethane export demand and ship draft requirements, we expect the ethane export facility will be sited either adjacent to our refined products export terminal in Beaumont or on the Houston Ship Channel.”

Enterprise Products Partners L.P. is one of the largest publicly traded partnerships and a leading North American provider of midstream energy services to producers and consumers of natural gas, NGLs, crude oil, refined products and petrochemicals. Our services include: natural gas gathering, treating, processing, transportation and storage; NGL transportation, fractionation, storage and import and export terminals (including LPG); crude oil and refined products transportation, storage and terminals; offshore production platforms; petrochemical transportation and services; and a marine transportation business that operates primarily on the United States inland and Intracoastal Waterway systems and in the Gulf of Mexico. The partnership’s assets include approximately 51,000 miles of onshore and offshore pipelines; 200 million barrels of storage capacity for NGLs, crude oil, refined products and petrochemicals; and 14 billion cubic feet of natural gas storage capacity. Additional information regarding Enterprise can be found on its website, www.enterpriseproducts.com (<http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.enterpriseproducts.com&esheet=50778044&newsitemid=20140107005777&lan=en-US&anchor=www.enterpriseproducts.com&index=1&md5=bbe7e0e47a183274fb74566252e1ae31>).

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Source: Enterprise Products Partners L.P.

Enterprise Products Partners L.P.

Randy Burkhalter, 713-381-6812 or 866-230-0745

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News Release

Enterprise Products to Build Ethane Export Facility on Texas Gulf Coast

HOUSTON--(BUSINESS WIRE)--Apr. 22, 2014-- Enterprise Products Partners L.P. (NYSE: EPD) announced today that it plans to build a fully refrigerated ethane export facility on the Texas Gulf Coast. Enterprise has executed long-term contracts to support the development of the facility, which is designed to have an aggregate loading rate of approximately 10,000 barrels per hour, or up to 240 thousand barrels per day ("MBPD"). The export facility is expected to begin operations in the third quarter of 2016.

"We are pleased to announce the successful development of our fully refrigerated ethane export facility, which will be the largest in the world," said Michael A. Creel, chief executive officer of Enterprise's general partner. "We continue to receive strong interest from the international community for this project and are having ongoing discussions with other potential customers that could result in our contracting the remaining capacity of the facility."

"This facility is another example of Enterprise serving incremental market demand for growing supplies of U.S. energy. This is particularly important for ethane, which is a byproduct of natural gas and crude oil production and has limited uses. We estimate U.S. ethane production capacity currently exceeds U.S. demand by 300 MBPD and could exceed demand by up to 700 MBPD by 2020, after considering the estimated incremental demand from new ethylene facilities that have been announced. By providing new markets access to ethane, we are assisting U.S. producers to increase their production, which assures the U.S. will have access to abundant supplies of domestically produced natural gas and crude oil," stated Creel.

The ethane export facility will be integrated with Enterprise's Mont Belvieu complex, which includes over 650 MBPD of natural gas liquid ("NGL") fractionation capacity and 100 million barrels of NGL storage capacity. The partnership's Mont Belvieu facility receives NGL supplies from the major producing basins across the U.S. The Mont Belvieu complex is connected to growing supplies of ethane from the Marcellus and Utica shale regions through Enterprise's recently completed ATEX ethane pipeline. Enterprise's integrated NGL system will offer supply assurance and diversification for the export facility.

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Source: Enterprise Products Partners L.P.

Enterprise Products Partners L.P.

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News Release

Enterprise to Locate Ethane Export Terminal on the Houston Ship Channel

HOUSTON--(BUSINESS WIRE)--Jun. 11, 2014-- Enterprise Products Partners L.P. (NYSE: EPD) announced today that it will build its recently announced ethane export facility on the Houston Ship Channel. Enterprise has signed a 30-year agreement with the Port of Houston Authority for use of facilities adjacent to the partnership's existing Morgan's Point terminal.

Enterprise also plans to construct a pipeline from its Mont Belvieu, Texas natural gas liquids fractionation and storage complex, providing direct access to ethane supply. As designed, the export terminal will have the capability to load fully refrigerated ethane at approximately 10,000 barrels per hour.

The facility is expected to begin operations in the third quarter of 2016. Enterprise has long-term contracts in place to support the terminal and is in discussions with other potential customers for the remaining capacity.

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News Release

Enterprise Executes Additional Agreement for Ethane Export Terminal; Evaluating Expansion Options

HOUSTON--(BUSINESS WIRE)--Jul. 31, 2014-- Enterprise Products Partners L.P. (NYSE: EPD) announced today that it has executed an additional long-term contract to provide ethane storage, transportation, refrigeration and loading services from its new ethane export terminal that is currently under construction on the Houston Ship Channel. With this new agreement, Enterprise now has long-term commitments for approximately 85 percent of the capacity of the ethane terminal.

“This key addition to our customer base brings a significant increase in long-term capacity commitments, further supporting development of the world’s largest ethane export terminal,” said A.J. “Jim” Teague, chief operating officer of Enterprise’s general partner. “As a result of this agreement, we have commenced evaluation of expansion options at the new ethane terminal. The seamless integration of the new terminal with our existing natural gas liquids complex at Mont Belvieu and beyond will help ensure market access for the growing surplus of domestic ethane and facilitate continued development of the nation’s abundant energy reserves.”

Scheduled for completion in the third quarter of 2016, Enterprise’s new ethane export terminal, to be located at its Morgan’s Point facility on the Houston Ship Channel, will have the capability to load fully refrigerated ethane at approximately 10,000 standard barrels per hour. An 18-mile, 24-inch diameter ethane pipeline will be constructed from Mont Belvieu to supply the export terminal.

Enterprise Products Partners L.P. is one of the largest publicly traded partnerships and a leading North American provider of midstream energy services to producers and consumers of natural gas, NGLs, crude oil, refined products and petrochemicals. Enterprise’s services include: natural gas gathering, treating, processing, transportation and storage; NGL transportation, fractionation, storage and import and export terminals; crude oil and refined products transportation, storage and terminals; offshore production platforms; petrochemical transportation and services; and a marine transportation business that operates primarily on the United States inland and Intracoastal Waterway systems and in the Gulf of Mexico. The partnership’s assets include approximately 51,000 miles of onshore and offshore pipelines; 200 million barrels of storage capacity for NGLs, crude oil, refined products and petrochemicals; and 14 billion cubic feet of natural gas storage capacity. Additional information regarding Enterprise can be found on its website, www.enterpriseproducts.com (<http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.enterpriseproducts.com&esheet=50915861&newsitemid=20140731005124&lan=en-US&anchor=www.enterpriseproducts.com&index=1&md5=19e9480c8cdeddcb6fb18cd7eb53991a>).

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Source: Enterprise Products Partners L.P.

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Tab 5, Item 6

S U S A N

C O M B S

TEXAS COMPTROLLER *of* PUBLIC ACCOUNTS

P.O. Box 13528 • AUSTIN, TX 78711-3528



March 10, 2014

Stephen Patterson
Superintendent of Schools
Orangefield Independent School District
P.O. Box 228
Orangefield, Texas 77639

Dear Superintendent Patterson:

On December 16, 2013, the Comptroller received the completed application (Application # 359) for a limitation on appraised value under the provisions of Tax Code Chapter 313¹. This application was originally submitted in November 2013 to the Orangefield Independent School District (the school district) by Enterprise Products Operating, LLC (the applicant). This letter presents the results of the Comptroller's review of the application:

- 1) under Section 313.025(h) to determine if the property meets the requirements of Section 313.024 for eligibility for a limitation on appraised value under Chapter 313, Subchapter C; and
- 2) under Section 313.025(d), to make a recommendation to the governing body of the school district as to whether the application should be approved or disapproved using the criteria set out by Section 313.026.

The school district is currently classified as a rural school district in Category 3 according to the provisions of Chapter 313. Therefore, the applicant properly applied under the provisions of Subchapter C, applicable to rural school districts. The amount of proposed qualified investment (\$867 million) is consistent with the proposed appraised value limitation sought (\$10 million). The property value limitation amount noted in this recommendation is based on property values available at the time of application and may change prior to the execution of any final agreement.

The applicant is an active franchise taxpayer in good standing, as required by Section 313.024(a), and is proposing the construction of a manufacturing facility in Orange County, an eligible property use under Section 313.024(b). The Comptroller has determined that the property, as described in the application, meets the requirements of Section 313.024 for eligibility for a limitation on appraised value under Chapter 313, Subchapter C.

After reviewing the application using the criteria listed in Section 313.026, and the information provided by the applicant, the Comptroller's recommendation is that this application under Tax Code Chapter 313 be approved.

Our review of the application assumes the truth and accuracy of the statements in the application and that, if the application is approved, the applicant would perform according to the provisions of the agreement reached with the school district. Our recommendation does not address whether the applicant has complied with all Chapter 313 requirements; the school district is responsible for verifying that all requirements of the statute have been fulfilled. Additionally, Section 313.025 requires the school district to only approve an application if the school district finds that the information in the application is true and

¹ All statutory references are to the Texas Tax Code, unless otherwise noted.

correct, finds that the applicant is eligible for a limitation and determines that granting the application is in the best interest of the school district and this state. As stated above, the Comptroller's recommendation is prepared by generally reviewing the application and supporting documentation in light of the Section 313.026 criteria.

Note that any new building or other improvement existing as of the application review start date of December 16, 2013, or any tangible personal property placed in service prior to that date may not become "Qualified Property" as defined by 313.021(2).

The Comptroller's recommendation is based on the application submitted by the school district and reviewed by the Comptroller. The recommendation may not be used by the school district to support its approval of the property value limitation agreement if the application is modified, the information presented in the application changes, or the limitation agreement does not conform to the application. Additionally, this recommendation is contingent on future compliance with the Chapter 313 and Texas Administrative Code, with particular reference to the following requirements related to the execution of the agreement:

- 1) The applicant must provide the Comptroller a copy of the proposed limitation on appraised value agreement no later than ten (10) days prior to the meeting scheduled by the school district to consider approving the agreement, so that the Comptroller may review it for compliance with the statutes and the Comptroller's rules as well as consistency with the application;
- 2) The limitation agreement must contain provisions that require:
 - a. the applicant to provide sufficient information to the Central Appraisal District (CAD) to distinguish between and separately appraise qualified property (as defined by 313.021(2)) from any property that is not qualified;
 - b. the school district to confirm with the CAD that the applicant has provided such information; and
 - c. that the Comptroller is provided with the CAD approved information no later than the first annual reporting period following the execution of the agreement;
- 3) The Comptroller must confirm that it received and reviewed the draft agreement and affirm the recommendation made in this letter;
- 4) The school district must approve and execute a limitation agreement that has been reviewed by the Comptroller within a year from the date of this letter; and
- 5) The school district must provide a copy of the signed limitation agreement to the Comptroller within seven (7) days after execution, as required by Section 313.025.

Should you have any questions, please contact Robert Wood, director of Economic Development & Analysis Division, by email at robert.wood@cpa.state.tx.us or by phone at 1-800-531-5441, ext. 3-3973, or direct in Austin at 512-463-3973.

Sincerely,



Martin A. Hubert
Deputy Comptroller

Enclosure

cc: Robert Wood

Economic Impact for Chapter 313 Project

Applicant	Enterprise Products Operating, LLC Products Operating, LLC
Tax Code, 313.024 Eligibility Category	Manufacturing
School District	Orangefield ISD
2012-13 Enrollment in School District	1,707
County	Orange
Total Investment in District	\$867,625,000
Qualified Investment	\$867,625,000
Limitation Amount	\$10,000,000
Number of total jobs committed to by applicant	10
Number of qualifying jobs committed to by applicant	10
Average Weekly Wage of Qualifying Jobs committed to by applicant	\$1,346
Minimum Weekly Wage Required Tax Code, 313.051(b)	\$1,293
Minimum Annual Wage committed to by applicant for qualified jobs	\$70,000
Investment per Qualifying Job	\$86,762,500
Estimated 15 year M&O levy without any limit or credit:	\$85,727,310
Estimated gross 15 year M&O tax benefit	\$57,191,281
Estimated 15 year M&O tax benefit (<i>after</i> deductions for estimated school district revenue protection--but not including any deduction for supplemental payments or extraordinary educational expenses):	\$50,523,865
Tax Credits (estimated - part of total tax benefit in the two lines above - appropriated through Foundation School Program)	\$7,822,737
Net M&O Tax (15 years) After Limitation, Credits and Revenue Protection:	\$35,203,445
Tax benefit as a percentage of what applicant would have paid without value limitation agreement (percentage exempted)	58.9%
Percentage of tax benefit due to the limitation	86.3%
Percentage of tax benefit due to the credit	13.7%
* Applicant is requesting district to waive requirement to create minimum number of qualifying jobs pursuant to Tax Code, 313.025 (f-1).	

This presents the Comptroller's economic impact evaluation of Enterprise Products Operating, LLC (the project) applying to Orangefield Independent School District (the district), as required by Tax Code, 313.026. This evaluation is based on information provided by the applicant and examines the following criteria:

- (1) the recommendations of the comptroller;
- (2) the name of the school district;
- (3) the name of the applicant;
- (4) the general nature of the applicant's investment;
- (5) the relationship between the applicant's industry and the types of qualifying jobs to be created by the applicant to the long-term economic growth plans of this state as described in the strategic plan for economic development submitted by the Texas Strategic Economic Development Planning Commission under Section 481.033, Government Code, as that section existed before February 1, 1999;
- (6) the relative level of the applicant's investment per qualifying job to be created by the applicant;
- (7) the number of qualifying jobs to be created by the applicant;
- (8) the wages, salaries, and benefits to be offered by the applicant to qualifying job holders;
- (9) the ability of the applicant to locate or relocate in another state or another region of this state;
- (10) the impact the project will have on this state and individual local units of government, including:
 - (A) tax and other revenue gains, direct or indirect, that would be realized during the qualifying time period, the limitation period, and a period of time after the limitation period considered appropriate by the comptroller; and
 - (B) economic effects of the project, including the impact on jobs and income, during the qualifying time period, the limitation period, and a period of time after the limitation period considered appropriate by the comptroller;
- (11) the economic condition of the region of the state at the time the person's application is being considered;
- (12) the number of new facilities built or expanded in the region during the two years preceding the date of the application that were eligible to apply for a limitation on appraised value under this subchapter;
- (13) the effect of the applicant's proposal, if approved, on the number or size of the school district's instructional facilities, as defined by Section 46.001, Education Code;
- (14) the projected market value of the qualified property of the applicant as determined by the comptroller;
- (15) the proposed limitation on appraised value for the qualified property of the applicant;
- (16) the projected dollar amount of the taxes that would be imposed on the qualified property, for each year of the agreement, if the property does not receive a limitation on appraised value with assumptions of the projected appreciation or depreciation of the investment and projected tax rates clearly stated;
- (17) the projected dollar amount of the taxes that would be imposed on the qualified property, for each tax year of the agreement, if the property receives a limitation on appraised value with assumptions of the projected appreciation or depreciation of the investment clearly stated;
- (18) the projected effect on the Foundation School Program of payments to the district for each year of the agreement;
- (19) the projected future tax credits if the applicant also applies for school tax credits under Section 313.103; and
- (20) the total amount of taxes projected to be lost or gained by the district over the life of the agreement computed by subtracting the projected taxes stated in Subdivision (17) from the projected taxes stated in Subdivision (16).

Wages, salaries and benefits [313.026(6-8)]

After construction, the project will create ten new jobs when fully operational. All ten jobs will meet the criteria for qualifying jobs as specified in Tax Code Section 313.021(3). According to the Texas Workforce Commission (TWC), the regional manufacturing wage for the South East Texas Regional Planning Commission where Orange County is located was \$61,118 in 2013. The annual average manufacturing wage for 2012-2013 for Orange County is \$81,328. That same year, the county annual average wage for all industries was \$46,748. In addition to an annual average salary of \$70,000 each qualifying position will receive benefits such as medical and dental insurance, life Insurance, 401K savings plan, vacation, holiday pay and employee Unit Purchase Plan. The project's total investment is \$867 million, resulting in a relative level of investment per qualifying job of \$86.7 million.

Ability of applicant to locate to another state and [313.026(9)]

According to Enterprise Products Operating, LLC's application, Enterprise is a leading midstream energy company with a large pipeline foot print in the United States, as shown on the attached map. These pipelines provide substantial flexibility in plant location. Enterprise has Gas manufacturing locations in TX, LA, NM, CO, and WY. These pipelines provide substantial flexibility in determining where plants are built.

Number of new facilities in region [313.026(12)]

During the past two years, seven projects in the South East Texas Regional Planning Commission applied for value limitation agreements under Tax Code, Chapter 313.

Relationship of applicant's industry and jobs and Texas's economic growth plans [313.026(5)]

The Texas Economic Development Plan focuses on attracting and developing industries using technology. It also identifies opportunities for existing Texas industries. The plan centers on promoting economic prosperity throughout Texas and the skilled workers that the Enterprise Products Operating, LLC project requires appear to be in line with the focus and themes of the plan. Texas identified manufacturing as one of six target clusters in the Texas Cluster Initiative. The plan stresses the importance of technology in all sectors of the manufacturing industry.

Economic Impact [313.026(10)(A), (10)(B), (11), (13-20)]

Table 1 depicts Enterprise Products Operating, LLC's estimated economic impact to Texas. It depicts the direct, indirect and induced effects to employment and personal income within the state. The Comptroller's office calculated the economic impact based on 15 years of annual investment and employment levels using software from Regional Economic Models, Inc. (REMI). The impact includes the construction period and the operating period of the project.

Table 1: Estimated Statewide Economic Impact of Investment and Employment in Enterprise Products Operating, LLC

Year	Employment			Personal Income		
	Direct	Indirect + Induced	Total	Direct	Indirect + Induced	Total
2015	505	553	1058	\$30,350,000	\$37,650,000	\$68,000,000
2016	507	570	1077	\$30,490,000	\$44,510,000	\$75,000,000
2017	10	59	69	\$700,000	\$12,300,000	\$13,000,000
2018	10	56	66	\$700,000	\$10,300,000	\$11,000,000
2019	10	49	59	\$700,000	\$8,300,000	\$9,000,000
2020	10	45	55	\$700,000	\$8,300,000	\$9,000,000
2021	10	54	64	\$700,000	\$7,300,000	\$8,000,000
2022	10	58	68	\$700,000	\$8,300,000	\$9,000,000
2023	10	68	78	\$700,000	\$9,300,000	\$10,000,000
2024	10	74	84	\$700,000	\$9,300,000	\$10,000,000
2025	10	82	92	\$700,000	\$9,300,000	\$10,000,000
2026	10	60	70	\$700,000	\$7,300,000	\$8,000,000
2027	10	54	64	\$700,000	\$8,300,000	\$9,000,000
2028	10	51	61	\$700,000	\$7,300,000	\$8,000,000
2029	10	47	57	\$700,000	\$7,300,000	\$8,000,000

Source: CPA, REMI, Enterprise Products Operating, LLC

The statewide average ad valorem tax base for school districts in Texas was \$1.65 billion in 2012-2013. Orangefield ISD's ad valorem tax base in 2012-2013 was \$437 million. The statewide average wealth per WADA was estimated at \$343,155 for fiscal 2012-2013. During that same year, Orangefield ISD's estimated wealth per WADA was \$200,083. The impact on the facilities and finances of the district are presented in Attachment 2.

Table 2 examines the estimated direct impact on ad valorem taxes to the school district, Orange County, Orange County Drainage District and Orange County Navigation and Port District with all property tax incentives sought being granted using estimated market value from Enterprise Products Operating, LLC's application. Enterprise Products Operating, LLC has applied for both a value limitation under Chapter 313, Tax Code and tax abatements with the county, drainage district and navigation and port district. Table 3 illustrates the estimated tax impact of the Enterprise Products Operating, LLC project on the region if all taxes are assessed.

Year	Estimated Taxable Value for I&S	Estimated Taxable Value for M&O	Tax Rate	Orangefield ISD I&S Tax Levy	Orangefield ISD M&O Tax Levy	ISD M&O and I&S Tax Levies (Before Credit Credited)	Orangefield ISD M&O and I&S Tax Levies (After Credit Credited)	Orange County Tax Levy	Orange County Drainage District Tax Levy	Orange County Navigation & Port Dist. Tax Levy	Estimated Total Property Taxes
				0.1300	1.0400			0.529900	0.107260	0.008110	
2015	\$112,791,250	\$112,791,250		\$146,629	\$1,173,029	\$1,319,658	\$1,319,658	\$0	\$0	\$0	\$1,319,658
2016	\$659,395,000	\$659,395,000		\$857,214	\$6,857,708	\$7,714,922	\$7,714,922	\$0	\$0	\$0	\$7,714,922
2017	\$646,887,318	\$10,000,000		\$840,954	\$104,000	\$944,954	\$944,954	\$0	\$0	\$0	\$944,954
2018	\$633,949,572	\$10,000,000		\$824,134	\$104,000	\$928,134	\$928,134	\$0	\$0	\$0	\$928,134
2019	\$621,270,580	\$10,000,000		\$807,652	\$104,000	\$911,652	\$447,585	\$0	\$0	\$0	\$447,585
2020	\$608,845,169	\$10,000,000		\$791,499	\$104,000	\$895,499	\$439,673	\$0	\$0	\$0	\$439,673
2021	\$596,668,265	\$10,000,000		\$775,669	\$104,000	\$879,669	\$431,920	\$0	\$0	\$0	\$431,920
2022	\$584,734,900	\$10,000,000		\$760,155	\$104,000	\$864,155	\$424,321	\$0	\$0	\$0	\$424,321
2023	\$573,040,202	\$10,000,000		\$744,952	\$104,000	\$848,952	\$416,874	\$0	\$0	\$0	\$416,874
2024	\$561,579,398	\$10,000,000		\$730,053	\$104,000	\$834,053	\$409,577	\$0	\$0	\$0	\$409,577
2025	\$550,347,810	\$550,347,810		\$715,452	\$5,723,617	\$6,439,069	\$6,022,042	\$2,916,293	\$590,303	\$44,633	\$9,573,272
2026	\$539,340,854	\$539,340,854		\$701,143	\$5,609,145	\$6,310,288	\$1,568,608	\$2,857,967	\$578,497	\$43,741	\$5,048,813
2027	\$528,554,037	\$528,554,037		\$687,120	\$5,496,962	\$6,184,082	\$6,184,082	\$2,800,808	\$566,927	\$42,866	\$9,594,683
2028	\$517,982,956	\$517,982,956		\$673,378	\$5,387,023	\$6,060,401	\$6,060,401	\$2,744,792	\$555,589	\$42,008	\$9,402,789
2029	\$507,623,297	\$507,623,297		\$659,910	\$5,279,282	\$5,939,193	\$5,939,193	\$2,689,896	\$544,477	\$41,168	\$9,214,733
						Total	\$39,251,943	\$14,009,756	\$2,835,792	\$214,416	\$56,311,907

Assumes School Value Limitation and Tax Abatements with the County, Drainage District and the Navigation & Port District.

Source: CPA, Enterprise Products Operating, LLC

¹Tax Rate per \$100 Valuation

Year	Estimated Taxable Value for I&S	Estimated Taxable Value for M&O	Tax Rate	Orangefield ISD I&S Tax Levy	Orangefield ISD M&O Tax Levy	Orangefield ISD M&O and I&S Tax Levies	Orange County Tax Levy	Orange County Drainage District Tax Levy	Orange County Navigation & Port Dist. Tax Levy	Estimated Total Property Taxes	
				0.1300	1.0400		0.529900	0.107260	0.008110		
2015	\$112,791,250	\$112,791,250		\$146,629	\$1,173,029	\$1,319,658	\$597,681	\$120,980	\$9,147	\$2,047,466	
2016	\$659,395,000	\$659,395,000		\$857,214	\$6,857,708	\$7,714,922	\$3,494,134	\$707,267	\$53,477	\$11,969,800	
2017	\$646,887,318	\$646,887,318		\$840,954	\$6,727,628	\$7,568,582	\$3,427,856	\$693,851	\$52,463	\$11,742,751	
2018	\$633,949,572	\$633,949,572		\$824,134	\$6,593,076	\$7,417,210	\$3,359,299	\$679,974	\$51,413	\$11,507,896	
2019	\$621,270,580	\$621,270,580		\$807,652	\$6,461,214	\$7,268,866	\$3,292,113	\$666,375	\$50,385	\$11,277,738	
2020	\$608,845,169	\$608,845,169		\$791,499	\$6,331,990	\$7,123,488	\$3,226,271	\$653,047	\$49,377	\$11,052,184	
2021	\$596,668,265	\$596,668,265		\$775,669	\$6,205,350	\$6,981,019	\$3,161,745	\$639,986	\$48,390	\$10,831,140	
2022	\$584,734,900	\$584,734,900		\$760,155	\$6,081,243	\$6,841,398	\$3,098,510	\$627,187	\$47,422	\$10,614,517	
2023	\$573,040,202	\$573,040,202		\$744,952	\$5,959,618	\$6,704,570	\$3,036,540	\$614,643	\$46,474	\$10,402,227	
2024	\$561,579,398	\$561,579,398		\$730,053	\$5,840,426	\$6,570,479	\$2,975,809	\$602,350	\$45,544	\$10,194,182	
2025	\$550,347,810	\$550,347,810		\$715,452	\$5,723,617	\$6,439,069	\$2,916,293	\$590,303	\$44,633	\$9,990,299	
2026	\$539,340,854	\$539,340,854		\$701,143	\$5,609,145	\$6,310,288	\$2,857,967	\$578,497	\$43,741	\$9,790,493	
2027	\$528,554,037	\$528,554,037		\$687,120	\$5,496,962	\$6,184,082	\$2,800,808	\$566,927	\$42,866	\$9,594,683	
2028	\$517,982,956	\$517,982,956		\$673,378	\$5,387,023	\$6,060,401	\$2,744,792	\$555,589	\$42,008	\$9,402,789	
2029	\$507,623,297	\$507,623,297		\$659,910	\$5,279,282	\$5,939,193	\$2,689,896	\$544,477	\$41,168	\$9,214,733	
						Total	\$96,443,224	\$43,679,713	\$8,841,453	\$668,508	\$149,632,899

Source: CPA, Enterprise Products Operating, LLC

¹Tax Rate per \$100 Valuation

Attachment 1 includes schedules A, B, C, and D provided by the applicant in the application. Schedule A shows proposed investment. Schedule B is the projected market value of the qualified property. Schedule C contains employment information, and Schedule D contains tax expenditures and other tax abatement information.

Attachment 2, provided by the district and reviewed by the Texas Education Agency, contains information relating to the financial impact of the proposed project on the finances of the district as well as the tax benefit of the value limitation. "Table 5" in this attachment shows the estimated 15 year M&O tax levy without the value limitation agreement would be \$85,727,310. The estimated gross 15 year M&O tax benefit, or levy loss, is \$57,191,281.

Attachment 3 is an economic overview of Orange County.

Disclaimer: This examination is based on information from the application submitted to the school district and forwarded to the comptroller. It is intended to meet the statutory requirement of Chapter 313 of the Tax Code and is not intended for any other purpose.

Attachments

1. Schedules A, B, C, and D provided by applicant in application
2. School finance and tax benefit provided by district
3. County Economic Overview

Attachment 1

Schedule A (Rev. May 2010): Investment

Form 50-296

Applicant Name: Enterprise Products, LP
 ISD Name: Orangetulip ISD

PROPERTY INVESTMENT AMOUNTS																																	
(Estimated investment in each year. Do not put cumulative totals.)																																	
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A: Tangible Personal Property investment (original cost) placed in service during this year	Column B: Building or permanent nonremovable component of building (annual amount only)	Column C: Sum of A and B (during the qualifying time period)	Column D: Other investment that is not qualified investment but investment affecting economic impact and total value	Column E: Total Investment (A+B+D)																									
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	Investment made before filing complete application with district (neither qualified property nor eligible to become qualified investment)	2013-2014	2013	\$	-	-	-	-																									
									Investment made after filing complete application with district, but before final board approval of application (eligible to become qualified property)	2014-2015	2014	\$	-	-	-	-																	
																	Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period (qualified investment and eligible to become qualified property)	2014-2015	2014	173,525,000	-	173,525,000	-	173,525,000									
																									Complete tax years of qualifying time period	1	2015-2016	2015	\$	694,100,000	694,100,000	\$	694,100,000
																										2	2016-2017	2016	\$	-	-	-	-
																										3	2017-2018	2017	-	-	-	-	-
																										4	2018-2019	2018	-	-	-	-	-
																										5	2019-2020	2019	-	-	-	-	-
																										6	2020-2021	2020	-	-	-	-	-
																										7	2021-2022	2021	-	-	-	-	-
																										8	2022-2023	2022	-	-	-	-	-
																										9	2023-2024	2023	-	-	-	-	-
																										10	2024-2025	2024	-	-	-	-	-
																										11	2025-2026	2025	-	-	-	-	-
																										12	2026-2027	2026	-	-	-	-	-
13	2027-2028	2027	-	-	-	-	-																										
14	2028-2029	2028	-	-	-	-	-																										
15	2029-2030	2029	-	-	-	-	-																										
Tax Credit Period (with 50% cap on credit)	Value Limitation Period																																
Credit Settle-Up Period	Continue to Maintain Viable Presence																																
Post-Settle-Up Period	Post-Settle-Up Period																																

Qualifying Time Period usually begins with the final board approval of the application and extends generally for the following two complete tax years.

Column A: This represents the total dollar amount of planned investment in tangible personal property the applicant considers qualified investment - as defined in Tax Code §313.021(1)(A)-(D). For the purposes of investment, please list amount invested each year, not cumulative totals.

Column B: Include estimates of investment for "replacement" property-property that is part of original agreement but scheduled for probable replacement during limitation period. The total dollar amount of planned investment each year in buildings or nonremovable component of buildings that the applicant considers qualified investment under Tax Code §313.021(1)(E).

Column C: For the years outside the qualifying time period, this number should simply represent the planned investment in new buildings or nonremovable components of buildings. Dollar value of other investment that may not be qualified investment but that may affect economic impact and total value-for planning, construction and operation of the facility. The most significant example for many projects would be land. Other examples may be items such as professional services, etc.

Column D: Note: Land can be listed as part of investment during the "pre-year 1" time period. It cannot be part of qualifying investment.

Notes: For advanced clean energy projects, nuclear projects, projects with deferred qualifying time periods, and projects with lengthy application review periods, insert additional rows as needed. This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years. If original estimates have not changed, enter those amounts for future years.

Justin J. [Signature]
 SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

11/13/13
 DATE

Schedule B (Rev. May 2010): Estimated Market And Taxable Value
Enterprise Products, LP

Form 50-296

Applicant Name
ISD Name

Orangefield ISD

	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Reductions from Market Value	Estimated Taxable Value	
				Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new building or "in or on the new improvement"		Final taxable value for IRS - after all reductions	Final taxable value for MAO--after all reductions
	pre-year 1	2014-2015	2014	-	-	-	-	-	-
Complete tax years of qualifying time period	1	2015-2016	2015	-	-	112,791,250	-	112,791,250	112,791,250
	2	2016-2017	2016	-	-	694,100,000	34,705,000	659,395,000	659,395,000
	3	2017-2018	2017	-	-	680,218,000	33,330,682	646,887,318	10,000,000
	4	2018-2019	2018	-	-	666,613,640	32,664,068	633,949,572	10,000,000
	5	2019-2020	2019	-	-	653,281,367	32,010,787	621,270,580	10,000,000
Tax Credit Period (with 50% cap on credit)	6	2020-2021	2020	-	-	640,215,740	31,370,571	608,845,169	10,000,000
	7	2021-2022	2021	-	-	627,411,425	30,743,160	596,668,265	10,000,000
	8	2022-2023	2022	-	-	614,863,197	30,128,297	584,734,900	10,000,000
	9	2023-2024	2023	-	-	602,565,933	29,525,731	573,040,202	10,000,000
	10	2024-2025	2024	-	-	590,514,614	28,935,216	561,579,398	10,000,000
Credit Settle-Up Period	11	2025-2026	2025	-	-	578,704,322	28,356,512	550,347,810	550,347,810
	12	2026-2027	2026	-	-	567,130,235	27,789,382	539,340,854	539,340,854
	13	2027-2028	2027	-	-	555,787,631	27,233,594	528,554,037	528,554,037
Post-Settle-Up Period	14	2028-2029	2028	-	-	544,671,878	26,688,922	517,982,956	517,982,956
Post-Settle-Up Period	15	2029-2030	2029	-	-	533,778,440	26,155,144	507,623,297	507,623,297

Notes: Market value in future years is good faith estimate of future taxable value for the purposes of property taxation. This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years. If original estimates have not changed, enter those amounts for future years.

Justin J. Tate

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

DATE

11/13/13

Schedule D: (Rev. May 2010): Other Tax Information

Applicant Name: Enterprise Products, LP

ISD Name: Franchise Tax

Sales Tax Information

Barbers Hill ISD
Other Property Tax Abatements Sought

Form 50-296

The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	Year	School Year (YYYY-YYYY)	Tax/Calendar Year YYYY	Sales Taxable Expenditures		Franchise Tax	County	City	Hospital	Other
				Column F: Estimate of total annual expenditures* subject to state sales tax.	Column G: Estimate of total annual expenditures* made in Texas NOT subject to sales tax					
	1	2014-2015	2014	\$ 173,525,000	\$ 520,575,000	\$ 33,000,000	100	N/A	N/A	100
	2	2015-2016	2015	\$	\$	\$ 33,000,000	100	N/A	N/A	100
	3	2016-2017	2016	\$ 215,000		\$ 33,000,000	100	N/A	N/A	100
	4	2017-2018	2017	\$ 215,000		\$ 33,000,000	100	N/A	N/A	100
	5	2018-2019	2018	\$ 215,000		\$ 33,000,000	100	N/A	N/A	100
	6	2019-2020	2019	\$ 215,000		\$ 33,000,000	100	N/A	N/A	100
	7	2020-2021	2020	\$ 215,000		\$ 33,000,000	100	N/A	N/A	100
	8	2021-2022	2021	\$ 215,000		\$ 33,000,000	100	N/A	N/A	100
	9	2022-2023	2022	\$ 215,000		\$ 33,000,000	100	N/A	N/A	100
	10	2023-2024	2023	\$ 215,000		\$ 33,000,000	100	N/A	N/A	100
	11	2024-2025	2024	\$ 215,000		\$ 33,000,000	100	N/A	N/A	100
	12	2025-2026	2025	\$ 215,000		\$ 33,000,000	100	N/A	N/A	100
	13	2026-2027	2026	\$ 215,000		\$ 33,000,000	100	N/A	N/A	100
	14	2027-2028	2027	\$ 215,000		\$ 33,000,000	100	N/A	N/A	100
	15	2028-2029	2028	\$ 215,000		\$ 33,000,000	100	N/A	N/A	100
		2029-2030	2029	\$ 600,000		\$ 33,000,000	100	N/A	N/A	100

*For planning, construction and operation of the facility.

Signature

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

DATE

11/13/13

Attachment 2



1701 North Congress Ave. • Austin, Texas 78701-1494 • 512 463-9734 • 512 463-9838 FAX • www.tea.state.tx.us

Michael Williams
Commissioner

March 6, 2014

Mr. Robert Wood
Director, Economic Development and Analysis
Texas Comptroller of Public Accounts
Lyndon B. Johnson State Office Building
111 East 17th Street
Austin, Texas 78774

Dear Mr. Wood:

As required by the Tax Code, §313.025 (b-1), the Texas Education Agency (TEA) has evaluated the impact of the proposed Enterprise Products LP project on the number and size of school facilities in Orangefield Independent School District (OISD). Based on the analysis prepared by Moak, Casey and Associates for the school district and a conversation with the OISD assistant superintendent, Shaun McAlpin, the TEA has found that the Enterprise Products LP project would not have a significant impact on the number or size of school facilities in OISD.

Please feel free to contact me by phone at (512) 463-9186 or by email at al.mckenzie@tea.state.tx.us if you need further information about this issue.

Sincerely,

A handwritten signature in blue ink, appearing to read "Al McKenzie".

Al McKenzie, Manager
Foundation School Program Support

AM/rk



1701 North Congress Ave. • Austin, Texas 78701-1494 • 512 463-9734 • 512 463-9838 FAX • www.tea.state.tx.us

Michael Williams
Commissioner

March 6, 2014

Mr. Robert Wood
Director, Economic Development and Analysis
Texas Comptroller of Public Accounts
Lyndon B. Johnson State Office Building
111 East 17th Street
Austin, Texas 78774

Dear Mr. Wood:

The Texas Education Agency (TEA) has analyzed the revenue gains that would be realized by the proposed Enterprise Products LP project for the Orangefield Independent School District (OISD). Projections prepared by the TEA State Funding Division confirm the analysis that was prepared by Moak, Casey and Associates and provided to us by your division. We believe their assumptions regarding the potential revenue gain are valid, and their estimates of the impact of the Enterprise Products LP project on OISD are correct.

Please feel free to contact me by phone at (512) 463-9186 or by email at al.mckenzie@tea.state.tx.us if you need further information about this issue.

Sincerely,

A handwritten signature in blue ink, appearing to read "Al McKenzie".

Al McKenzie, Manager
Foundation School Program Support

AM/rk

**SUMMARY OF FINANCIAL IMPACT OF THE PROPOSED
ENTERPRISE PRODUCTS, LP PROJECT ON THE FINANCES OF
THE ORANGEFIELD INDEPENDENT SCHOOL DISTRICT UNDER A
REQUESTED CHAPTER 313 PROPERTY VALUE LIMITATION**

December 6, 2013

Final Report

PREPARED BY



Estimated Impact of the Proposed Enterprise Products, LP Project on the Finances of the Orangefield Independent School District under a Requested Chapter 313 Property Value Limitation

Introduction

Enterprise Products, LP (Enterprise) has requested that the Orangefield Independent School District (OISD) consider granting a property value limitation under Chapter 313 of the Tax Code, also known as the Texas Economic Development Act. In an application submitted to OISD on November 18, 2013, Enterprise proposes to invest \$867.6 million to construct a new manufacturing project in OISD.

The Enterprise project is consistent with the state's goal to "encourage large scale capital investments in this state." When enacted as House Bill 1200 in 2001, Chapter 313 of the Tax Code granted eligibility to companies engaged in manufacturing, research and development, and renewable electric energy production to apply to school districts for property value limitations. Subsequent legislative changes expanded eligibility to clean coal projects, nuclear power generation and data centers, among others.

Under the provisions of Chapter 313, OISD may offer a minimum value limitation of \$10 million. The provisions of Chapter 313 call for the project to be fully taxable in the 2015-16 and 2016-17 school years, unless the District and the Company agree to an extension of the start of the two-year qualifying time period. For the purpose of this analysis, it is assumed that the qualifying time period will be the 2015-16 and 2016-17 school years. Beginning with the 2017-18 school year, the project would go on the local tax roll at \$10 million and remain at that level of taxable value for eight years for maintenance and operations (M&O) taxes.

The full taxable value of the project could be assessed for debt service taxes on voter-approved bond issues throughout the limitation period, with OISD currently levying a \$0.130 I&S tax rate. The full taxable value of the investment is expected to reach \$659 million in 2016-17, with depreciation expected to reduce the taxable value of the project over the course of the value limitation agreement. This level of investment more than doubles the current taxable value of OISD in the 2016-17 school year, providing a sizable I&S benefit for the District.

In the case of the Enterprise project, the agreement calls for a calculation of the revenue impact of the value limitation in years 3-10 of the agreement, under whatever school finance and property tax laws are in effect in each of those years. Under current law, OISD would experience a revenue loss of \$6.7 million as a result of the implementation of the value limitation in the 2017-18 school year, with no out-year revenue losses expected.

Under the assumptions outlined below, the potential tax benefits under a Chapter 313 agreement could reach an estimated \$50.5 million over the course of the agreement. This amount is net of any anticipated revenue losses for the District.

School Finance Mechanics

Under the current school finance system, the property values established by the Comptroller's Office that are used to calculate state aid and recapture lag by one year, a practical consequence of the fact that the Comptroller's Office needs this time to conduct its property value study and the audits of appraisal district operations in alternating years. A taxpayer receiving a value limitation pays M&O taxes on the reduced value for the project in years 3-10 and receives a tax bill for I&S taxes based on the full project value throughout the qualifying and value limitation period (and thereafter). The school funding formulas use the Comptroller's property values that reflect a reduction due to the property value limitation in years 4-11 as a result of the one-year lag in property values.

The third year is often problematical financially for a school district that approves a Chapter 313 value limitation. The implementation of the value limitation often results in a revenue loss to the school district in the third year of the agreement that would not be reimbursed by the state, but require some type of compensation from the applicant under the revenue protection provisions of the agreement. In years 4-10, smaller revenue losses would be anticipated when the state M&O property values are aligned at the minimum value established by the Board on both the local tax roll and the corresponding state property value study.

Under the HB 1 system adopted in 2006, most school districts received additional state aid for tax reduction (ASATR) that was used to maintain their target revenue amounts established at the revenue levels under old law for the 2005-06 or 2006-07 school years, whichever was highest. In terms of new Chapter 313 property value limitation agreements, adjustments to ASATR funding often moderated the impact of the reduced M&O collections as a result of the limitation, in contrast with the earlier formula-driven finance system.

House Bill 3646 as enacted in 2009 created more "formula" school districts that were less dependent on ASATR state aid than had been the case previously. The formula reductions enacted during the First Called Session in 2011 made \$4 billion in reductions to the existing school funding formulas for the 2011-12 and 2012-13 school years. For the 2011-12 school year, across-the-board reductions were made that reduced each district's WADA count and resulted in an estimated 781 school districts still receiving ASATR to maintain their target revenue funding levels, while an estimated 243 districts operated directly on the state formulas. For the 2012-13 school year, the changes called for smaller across-the-board reductions and funding ASATR-receiving target revenue districts at 92.35 percent of the level provided for under the existing funding formula, with 689 districts operating on formula and 335 districts still receiving ASATR funding.

Senate Bill 1 and House Bill 1025 as passed by the 83rd Legislature made significant increases to the basic allotment and other formula changes by appropriation. The ASATR reduction percentage is increased slightly to 92.63 percent, while the basic allotment is increased by \$325 and \$365, respectively, for the 2013-14 and 2014-15 school years. A slight increase in the guaranteed yield for the six cents above compressed—known as the Austin yield—is also included. With the basic allotment increase, it is estimated that approximately 300 school districts will still receive ASATR in the 2013-14 school year and 273 districts would do so in the 2014-15 school year. Current state policy calls for ASATR funding to be eliminated by the 2017-18 school year.

OISD is classified as a formula district under the estimates presented below. What this indicates is that the finances of the District are susceptible to changes in property values and M&O taxes like that associated with the implementation of the property value limitation.

One concern in projecting into the future is that the underlying state statutes in the Education Code were not changed in order to provide these funding increases. All of the major formula changes were made by appropriation, which gives them only a two-year lifespan unless renewed in the 2015 legislative session. Despite this uncertainty, it is assumed that these changes will remain in effect for the forecast period for the purpose of these estimates, assuming a continued legislative commitment to these funding levels in future years.

A key element in any analysis of the school finance implications is the provision for revenue protection in the agreement between the school district and the applicant. In the case of the Enterprise project, the agreement calls for a calculation of the revenue impact of the value limitation in years 3-10 of the agreement, under whatever school finance and property tax laws are in effect in each of those years. This meets the statutory requirement under Section 313.027(f)(1) of the Tax Code to provide school district revenue protection language in the agreement.

Underlying Assumptions

There are several approaches that can be used to analyze the future revenue stream of a school district under a value limitation. Whatever method is used, a reasonable analysis requires the use of a multi-year forecasting model that covers the years in which the agreement is in effect. The Chapter 313 application now requires 15 years of data and analysis on the project being considered for a property value limitation.

The general approach used here is to maintain static enrollment and property values in order to isolate the effects of the value limitation under the school finance system. The SB 1 basic allotment increases are reflected in the underlying models. The projected taxable values of the Enterprise project are factored into the base model used here in order to simulate the financial effects of building the Enterprise project in the absence of a value limitation agreement. The impact of the limitation value for the proposed Enterprise project is isolated separately and the focus of this analysis.

Student enrollment counts are held constant at 1,613 students in average daily attendance (ADA) in analyzing the effects of the Enterprise project on the finances of OISD. The District's local tax base reached \$424 million for the 2012 tax year and is maintained at that level for the forecast period in order to isolate the effects of the property value limitation. An M&O tax rate of \$1.04 per \$100 is used throughout this analysis. OISD has estimated state property wealth per weighted ADA or WADA of approximately \$202,004 for the 2012-13 school year. The enrollment and property value assumptions for the 15 years that are the subject of this analysis are summarized in Table 1.

School Finance Impact

School finance models were prepared for OISD under the assumptions outlined above through the 2029-30 school year. Beyond the 2014-15 school year, no attempt was made to forecast the 88th percentile or Austin yield that influence future state funding beyond the projected level for that school year. In the analyses for other districts and applicants on earlier projects, these changes appeared to have little impact on the revenue associated with the implementation of the property

value limitation, since the baseline and other models incorporate the same underlying assumptions.

Under the proposed agreement, a model is established to make a calculation of the “Baseline Revenue” by adding the value of the proposed Enterprise facility to the model, but without assuming that a value limitation is approved. The results of the model are shown in Table 2.

A second model is developed which adds the Enterprise value but imposes the proposed property value limitation effective in the third year, which in this case is the 2017-18 school year. The results of this model are identified as “Value Limitation Revenue Model” under the revenue protection provisions of the proposed agreement (see Table 3). A summary of the differences between these models is shown in Table 4.

Under these assumptions, OISD would experience a revenue loss of \$6.7 million as a result of the implementation of the \$10 million value limitation in the 2017-18 school year. The revenue reduction results from the mechanics of the state property value study that lags by one year in the computation of state aid.

The 2017 state property value study will reflect the \$10 million value limitation for M&O taxes and is the basis for calculating state aid in the 2018-19 school year. As the summary information shown in Table 4 indicates, OISD would be expected to receive \$6.6 million in offsetting state aid in 2018-19, with similar offsets for the remaining years that the value limitation is in effect.

The Comptroller’s state property value study clearly influences these calculations. At the school-district level, a taxpayer benefiting from a property value limitation has two property values assigned by the local appraisal district for their property covered by the limitation: (1) a reduced value for M&O taxes, and (2) the full taxable value for I&S taxes. This situation exists for the eight years that the value limitation is in effect. Two state value determinations are also made for school districts granting Chapter 313 agreements, consistent with local practice. A consolidated single state property value had been provided previously.

Impact on the Taxpayer

Table 5 summarizes the impact of the proposed property value limitation in terms of the potential tax savings under the property value limitation agreement. The focus of this table is on the M&O tax rate only. As noted previously, the property is fully taxable in the first two years under the agreement. A \$1.04 per \$100 of taxable value M&O rate is assumed in 2013-14 and thereafter.

Under the assumptions used here, the potential tax savings from the value limitation total \$49.4 million over the life of the agreement. In addition, Enterprise would be eligible for a tax credit for M&O taxes paid on value in excess of the \$10 million value limitation in each of the first two qualifying years. The credit amount is paid out slowly through years 4-10 due to statutory limits on the scale of these payments over these seven years, with catch-up payments permitted in years 11-13. The tax credits are expected to total approximately \$7.8 million over the life of the agreement, with no unpaid tax credits anticipated. The school district is to be reimbursed by the Texas Education Agency for the cost of these credits.

The key OISD revenue losses are expected to total approximately \$6.7 million under current law in the initial limitation year under the agreement. In total, the potential net tax benefits (inclusive of tax credits but after hold-harmless payments are made) are estimated to total \$50.5 million over the life of the agreement.

Facilities Funding Impact

The Enterprise project remains fully taxable for debt services taxes, with OISD currently levying a \$0.130 per \$100 I&S rate. A pre-project state wealth determination for OISD shows approximately \$263,404 per ADA, which makes the District eligible for IFA and EDA state support. (The state facilities programs provide a tax base guarantee equivalent to \$350,000 per ADA.) The Enterprise project value is expected to increase the District's projected wealth per ADA to \$656,286 in the peak year of I&S taxable project value. Based on the schedule included in the application, the peak value year will be the 2016-17 school year.

The Enterprise project is not expected to affect OISD in terms of enrollment. Continued expansion of the project and related development could result in additional employment in the area and an increase in the school-age population, but this project is unlikely to have much impact on a stand-alone basis.

Conclusion

The proposed Enterprise manufacturing project enhances the tax base of OISD. It reflects continued capital investment in keeping with the goals of Chapter 313 of the Tax Code.

Under the assumptions outlined above, the potential tax savings for the applicant under a Chapter 313 agreement could reach an estimated \$50.5 million. (This amount is net of any anticipated revenue losses for the District.) The additional taxable value also significantly enhances the tax base of OISD in meeting its future debt service obligations.

Table 1 – Base District Information with Enterprise Products, LB Project Value and Limitation Values

Year of Agreement	School Year	ADA	WADA	M&O Tax Rate	I&S Tax Rate	CAD Value with Project	CAD Value with Limitation	CPTD with Project	CPTD With Limitation	CPTD Value with Project per WADA	CPTD Value with Limitation per WADA
Pre-Year 1	2014-15	1,678.21	2,312.95	\$1.0400	\$0.1300	\$423,961,235	\$423,961,235	\$441,990,369	\$441,990,369	\$191,094	\$191,094
1	2015-16	1,678.21	2,312.95	\$1.0400	\$0.1300	\$536,752,485	\$536,752,485	\$441,990,369	\$441,990,369	\$191,094	\$191,094
2	2016-17	1,678.21	2,312.95	\$1.0400	\$0.1300	\$1,083,356,235	\$1,083,356,235	\$554,781,619	\$554,781,619	\$239,859	\$239,859
3	2017-18	1,678.21	2,312.95	\$1.0400	\$0.1300	\$1,070,848,553	\$433,961,235	\$1,101,385,369	\$1,101,385,369	\$476,182	\$476,182
4	2018-19	1,678.21	2,312.95	\$1.0400	\$0.1300	\$1,057,910,807	\$433,961,235	\$1,088,877,687	\$451,990,369	\$470,774	\$195,417
5	2019-20	1,678.21	2,312.95	\$1.0400	\$0.1300	\$1,045,231,815	\$433,961,235	\$1,075,939,941	\$451,990,369	\$465,181	\$195,417
6	2020-21	1,678.21	2,312.95	\$1.0400	\$0.1300	\$1,032,806,404	\$433,961,235	\$1,063,260,949	\$451,990,369	\$459,699	\$195,417
7	2021-22	1,678.21	2,312.95	\$1.0400	\$0.1300	\$1,020,629,500	\$433,961,235	\$1,050,835,538	\$451,990,369	\$454,327	\$195,417
8	2022-23	1,678.21	2,312.95	\$1.0400	\$0.1300	\$1,008,696,135	\$433,961,235	\$1,038,658,634	\$451,990,369	\$449,062	\$195,417
9	2023-24	1,678.21	2,312.95	\$1.0400	\$0.1300	\$997,001,437	\$433,961,235	\$1,026,725,269	\$451,990,369	\$443,903	\$195,417
10	2024-25	1,678.21	2,312.95	\$1.0400	\$0.1300	\$985,540,633	\$433,961,235	\$1,015,030,571	\$451,990,369	\$438,847	\$195,417
11	2025-26	1,678.21	2,312.95	\$1.0400	\$0.1300	\$974,309,045	\$974,309,045	\$1,003,569,767	\$451,990,369	\$433,891	\$195,417
12	2026-27	1,678.21	2,312.95	\$1.0400	\$0.1300	\$963,302,089	\$963,302,089	\$992,338,179	\$992,338,179	\$429,036	\$429,036
13	2027-28	1,678.21	2,312.95	\$1.0400	\$0.1300	\$952,515,272	\$952,515,272	\$981,331,223	\$981,331,223	\$424,277	\$424,277
14	2028-29	1,678.21	2,312.95	\$1.0400	\$0.1300	\$941,944,191	\$941,944,191	\$970,544,406	\$970,544,406	\$419,613	\$419,613
15	2029-30	1,678.21	2,312.95	\$1.0400	\$0.1300	\$931,584,532	\$931,584,532	\$959,973,325	\$959,973,325	\$415,043	\$415,043

Table 2– “Baseline Revenue Model”--Project Value Added with No Value Limitation*

Year of Agreement	School Year	M&O Taxes @ Compressed Rate	State Aid	Additional State Aid-Hold Harmless	Recapture Costs	Additional Local M&O Collections	State Aid From Additional M&O Tax Collections	Recapture from the Additional Local Tax Effort	Total General Fund
Pre-Year 1	2014-15	\$4,142,093	\$7,862,146	\$0	\$0	\$165,684	\$370,801	\$0	\$12,540,724
1	2015-16	\$5,247,447	\$7,862,146	\$0	\$0	\$209,898	\$477,481	\$0	\$13,796,972
2	2016-17	\$10,604,164	\$6,734,234	\$0	\$0	\$424,167	\$682,710	\$0	\$18,445,275
3	2017-18	\$10,574,589	\$1,268,196	\$0	\$0	\$422,984	\$132,798	\$0	\$12,398,567
4	2018-19	\$10,443,049	\$1,393,273	\$0	\$0	\$417,722	\$137,601	\$0	\$12,391,645
5	2019-20	\$10,314,282	\$1,522,651	\$0	\$0	\$412,571	\$142,198	\$0	\$12,391,702
6	2020-21	\$10,188,226	\$1,649,441	\$0	\$0	\$407,529	\$147,054	\$0	\$12,392,250
7	2021-22	\$10,064,820	\$1,773,695	\$0	\$0	\$402,593	\$151,813	\$0	\$12,392,921
8	2022-23	\$9,944,005	\$1,895,464	\$0	\$0	\$397,760	\$156,477	\$0	\$12,393,706
9	2023-24	\$9,825,721	\$2,014,797	\$0	\$0	\$393,029	\$161,047	\$0	\$12,394,594
10	2024-25	\$9,709,914	\$2,131,744	\$0	\$0	\$388,397	\$165,526	\$0	\$12,395,581
11	2025-26	\$9,535,502	\$2,246,352	\$0	\$0	\$381,420	\$168,584	\$0	\$12,331,858
12	2026-27	\$9,427,634	\$2,358,668	\$0	\$0	\$377,105	\$172,852	\$0	\$12,336,259
13	2027-28	\$9,321,923	\$2,468,738	\$0	\$0	\$372,877	\$177,035	\$0	\$12,340,573
14	2028-29	\$9,218,326	\$2,576,606	\$0	\$0	\$368,733	\$181,134	\$0	\$12,344,799
15	2029-30	\$9,116,802	\$2,682,317	\$0	\$0	\$364,672	\$185,151	\$0	\$12,348,942

*Basic Allotment: \$5,040; AISD Yield: \$61.86; Equalized Wealth: \$504,000 per WADA

Table 3-- "Value Limitation Revenue Model"--Project Value Added with Value Limit*

Year of Agreement	School Year	M&O Taxes @ Compressed Rate	State Aid	Additional State Aid-Hold Harmless	Recapture Costs	Additional Local M&O Collections	State Aid From Additional M&O Tax Collections	Recapture from the Additional Local Tax Effort	Total General Fund
Pre-Year 1	2014-15	\$4,142,093	\$7,862,146	\$0	\$0	\$165,684	\$370,801	\$0	\$12,540,724
1	2015-16	\$5,247,447	\$7,862,146	\$0	\$0	\$209,898	\$477,481	\$0	\$13,796,972
2	2016-17	\$10,604,164	\$6,734,234	\$0	\$0	\$424,167	\$682,710	\$0	\$18,445,275
3	2017-18	\$4,240,093	\$1,268,196	\$0	\$0	\$169,604	\$53,258	\$0	\$5,731,151
4	2018-19	\$4,240,093	\$7,762,146	\$0	\$0	\$169,604	\$373,209	\$0	\$12,545,052
5	2019-20	\$4,240,093	\$7,762,146	\$0	\$0	\$169,604	\$373,209	\$0	\$12,545,052
6	2020-21	\$4,240,093	\$7,762,146	\$0	\$0	\$169,604	\$373,209	\$0	\$12,545,052
7	2021-22	\$4,240,093	\$7,762,146	\$0	\$0	\$169,604	\$373,209	\$0	\$12,545,052
8	2022-23	\$4,240,093	\$7,762,146	\$0	\$0	\$169,604	\$373,209	\$0	\$12,545,052
9	2023-24	\$4,240,093	\$7,762,146	\$0	\$0	\$169,604	\$373,209	\$0	\$12,545,052
10	2024-25	\$4,240,093	\$7,762,146	\$0	\$0	\$169,604	\$373,209	\$0	\$12,545,052
11	2025-26	\$9,535,502	\$7,762,146	\$0	\$0	\$381,420	\$839,968	\$0	\$18,519,036
12	2026-27	\$9,427,634	\$2,358,668	\$0	\$0	\$377,105	\$172,852	\$0	\$12,336,259
13	2027-28	\$9,321,923	\$2,468,738	\$0	\$0	\$372,877	\$177,035	\$0	\$12,340,573
14	2028-29	\$9,218,326	\$2,576,606	\$0	\$0	\$368,733	\$181,134	\$0	\$12,344,799
15	2029-30	\$9,116,802	\$2,682,317	\$0	\$0	\$364,672	\$185,151	\$0	\$12,348,942

*Basic Allotment: \$5,040; AISD Yield: \$61.86; Equalized Wealth: \$504,000 per WADA

Table 4 -- Value Limit less Project Value with No Limit

Year of Agreement	School Year	M&O Taxes @ Compressed Rate	State Aid	Additional State Aid-Hold Harmless	Recapture Costs	Additional Local M&O Collections	State Aid From Additional M&O Tax Collections	Recapture from the Additional Local Tax Effort	Total General Fund
Pre-Year 1	2014-15	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
1	2015-16	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
2	2016-17	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
3	2017-18	-\$6,334,496	\$0	\$0	\$0	-\$253,380	-\$79,540	\$0	-\$6,667,416
4	2018-19	-\$6,202,956	\$6,368,873	\$0	\$0	-\$248,118	\$235,608	\$0	\$153,407
5	2019-20	-\$6,074,189	\$6,239,495	\$0	\$0	-\$242,967	\$231,011	\$0	\$153,350
6	2020-21	-\$5,948,133	\$6,112,705	\$0	\$0	-\$237,925	\$226,155	\$0	\$152,802
7	2021-22	-\$5,824,727	\$5,988,451	\$0	\$0	-\$232,989	\$221,396	\$0	\$152,131
8	2022-23	-\$5,703,912	\$5,866,682	\$0	\$0	-\$228,156	\$216,732	\$0	\$151,346
9	2023-24	-\$5,585,628	\$5,747,349	\$0	\$0	-\$223,425	\$212,162	\$0	\$150,458
10	2024-25	-\$5,469,821	\$5,630,402	\$0	\$0	-\$218,793	\$207,683	\$0	\$149,471
11	2025-26	\$0	\$5,515,794	\$0	\$0	\$0	\$671,384	\$0	\$6,187,178
12	2026-27	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
13	2027-28	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
14	2028-29	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
15	2029-30	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

Table 5 - Estimated Financial Impact of the Enterprise Products, LB Project Property Value Limitation Request Submitted to OISD at \$1.04 M&O Tax Rate

Year of Agreement	School Year	Project Value	Estimated Taxable Value	Value Savings	Assumed M&O Tax Rate	Taxes Before Value Limit	Taxes after Value Limit	Tax Savings @ Projected M&O Rate	Tax Credits for First Two Years Above Limit	Tax Benefit to Company Before Revenue Protection	School District Revenue Losses	Estimated Net Tax Benefits
Pre-Year 1	2014-15	\$0	\$0	\$0	\$1.040	\$0	\$0	\$0	\$0	\$0	\$0	\$0
1	2015-16	\$112,791,250	\$112,791,250	\$0	\$1.040	\$1,173,029	\$1,173,029	\$0	\$0	\$0	\$0	\$0
2	2016-17	\$659,395,000	\$659,395,000	\$0	\$1.040	\$6,857,708	\$6,857,708	\$0	\$0	\$0	\$0	\$0
3	2017-18	\$646,887,318	\$10,000,000	\$636,887,318	\$1.040	\$6,727,628	\$104,000	\$6,623,628	\$0	\$6,623,628	-\$6,667,416	-\$43,788
4	2018-19	\$633,949,572	\$10,000,000	\$623,949,572	\$1.040	\$6,593,076	\$104,000	\$6,489,076	\$464,067	\$6,953,143	\$0	\$6,953,143
5	2019-20	\$621,270,580	\$10,000,000	\$611,270,580	\$1.040	\$6,461,214	\$104,000	\$6,357,214	\$455,826	\$6,813,040	\$0	\$6,813,040
6	2020-21	\$608,845,169	\$10,000,000	\$598,845,169	\$1.040	\$6,331,990	\$104,000	\$6,227,990	\$447,749	\$6,675,739	\$0	\$6,675,739
7	2021-22	\$596,668,265	\$10,000,000	\$586,668,265	\$1.040	\$6,205,350	\$104,000	\$6,101,350	\$439,834	\$6,541,184	\$0	\$6,541,184
8	2022-23	\$584,734,900	\$10,000,000	\$574,734,900	\$1.040	\$6,081,243	\$104,000	\$5,977,243	\$432,078	\$6,409,321	\$0	\$6,409,321
9	2023-24	\$573,040,202	\$10,000,000	\$563,040,202	\$1.040	\$5,959,618	\$104,000	\$5,855,618	\$424,476	\$6,280,094	\$0	\$6,280,094
10	2024-25	\$561,579,398	\$10,000,000	\$551,579,398	\$1.040	\$5,840,426	\$104,000	\$5,736,426	\$417,027	\$6,153,452	\$0	\$6,153,452
11	2025-26	\$550,347,810	\$550,347,810	\$0	\$1.040	\$5,723,617	\$5,723,617	\$0	\$4,741,680	\$4,741,680	\$0	\$4,741,680
12	2026-27	\$539,340,854	\$539,340,854	\$0	\$1.040	\$5,609,145	\$5,609,145	\$0	\$0	\$0	\$0	\$0
13	2027-28	\$528,554,037	\$528,554,037	\$0	\$1.040	\$5,496,962	\$5,496,962	\$0	\$0	\$0	\$0	\$0
14	2028-29	\$517,982,956	\$517,982,956	\$0	\$1.040	\$5,387,023	\$5,387,023	\$0	\$0	\$0	\$0	\$0
15	2029-30	\$507,623,297	\$507,623,297	\$0	\$1.040	\$5,279,282	\$5,279,282	\$0	\$0	\$0	\$0	\$0
						\$85,727,310	\$36,358,766	\$49,368,544	\$7,822,737	\$57,191,281	-\$6,667,416	\$50,523,865

Tax Credit for Value Over Limit in First 2 Years

	Year 1	Year 2	Max Credits
	\$1,069,029	\$6,753,708	\$7,822,737
Credits Earned			\$7,822,737
Credits Paid			\$7,822,737
Excess Credits Unpaid			\$0

***Note:** School District Revenue-Loss estimates are subject to change based on numerous factors, including legislative and Texas Education Agency administrative changes to school finance formulas, year-to-year appraisals of project values, and changes in school district tax rates. One of the most substantial changes to the school finance formulas related to Chapter 313 revenue-loss projections could be the treatment of Additional State Aid for Tax Reduction (ASATR). Legislative intent is to end ASATR in 2017-18 school year, the same year the value limitation takes effect. Additional information on the assumptions used in preparing these estimates is provided in the narrative of this Report.

Attachment 3

Orange County

Population

- Total county population in 2010 for Orange County: 82,453 , up 0.5 percent from 2009. State population increased 1.8 percent in the same time period.
- Orange County was the state's 45th largest county in population in 2010 and the 148 th fastest growing county from 2009 to 2010.
- Orange County's population in 2009 was 82.8 percent Anglo (above the state average of 46.7 percent), 9.2 percent African-American (below the state average of 11.3 percent) and 5.4 percent Hispanic (below the state average of 36.9 percent).
- 2009 population of the largest cities and places in Orange County:

Orange:	19,616	Vidor:	10,714
Bridge City:	8,466	West Orange:	3,716
Pinehurst:	2,105	Pine Forest:	601
Rose City:	492		

Economy and Income

Employment

- September 2011 total employment in Orange County: 37,780 , up 0.6 percent from September 2010. State total employment increased 0.9 percent during the same period.
(October 2011 employment data will be available November 18, 2011).
- September 2011 Orange County unemployment rate: 11.5 percent, up from 10.9 percent in September 2010. The statewide unemployment rate for September 2011 was 8.5 percent, up from 8.2 percent in September 2010.
- September 2011 unemployment rate in the city of:

(Note: County and state unemployment rates are adjusted for seasonal fluctuations, but the Texas Workforce Commission city unemployment rates are not. Seasonally-adjusted unemployment rates are not comparable with unadjusted rates).

Income

- Orange County's ranking in per capita personal income in 2009: 89th with an average per capita income of \$35,070, up 1.4 percent from 2008. Statewide average per capita personal income was \$38,609 in 2009, down 3.1 percent from 2008.

Industry

- Agricultural cash values in Orange County averaged \$17.98 million annually from 2007 to 2010. County total agricultural values in 2010 were up 6.6 percent from 2009. Major agriculture related commodities in Orange County during 2010 included:
 - Nursery ▪ Hay ▪ Christmas Trees ▪ Other Beef ▪ Timber
- 2011 oil and gas production in Orange County: 250,575.0 barrels of oil and 8.6 million Mcf of gas. In September 2011, there were 132 producing oil wells and 43 producing gas wells.

Taxes

Sales Tax - Taxable Sales

(County and city taxable sales data for 1st quarter 2011 is currently targeted for release in mid-September 2011).

Quarterly (September 2010 through December 2010)

- Taxable sales in Orange County during the fourth quarter 2010: \$131.81 million, up 0.1 percent from the same quarter in 2009.
- Taxable sales during the fourth quarter 2010 in the city of:

Orange:	\$35.53 million, down 0.8 percent from the same quarter in 2009.
Vidor:	\$26.96 million, up 0.6 percent from the same quarter in 2009.
Bridge City:	\$14.76 million, up 3.5 percent from the same quarter in 2009.
West Orange:	\$21.06 million, down 4.6 percent from the same quarter in 2009.
Pinehurst:	\$11.25 million, up 1.3 percent from the same quarter in 2009.
Pine Forest:	\$231,073.00, down 15.1 percent from the same quarter in 2009.
Rose City:	\$2.40 million, down 11.3 percent from the same quarter in 2009.

Taxable Sales through the end of 4th quarter 2010 (January 2010 through December 30, 2010)

- Taxable sales in Orange County through the fourth quarter of 2010: \$511.21 million, down 10.9 percent from the same period in 2009.
- Taxable sales through the fourth quarter of 2010 in the city of:

Orange:	\$142.60 million, down 18.4 percent from the same period in 2009.
Vidor:	\$103.61 million, down 11.1 percent from the same period in 2009.
Bridge City:	\$55.90 million, down 2.7 percent from the same period in 2009.
West Orange:	\$76.32 million, down 6.8 percent from the same period in 2009.

Orange County

Pinehurst:	\$42.84 million, down 10.9 percent from the same period in 2009.
Pine Forest:	\$978,046.00, down 10.6 percent from the same period in 2009.
Rose City:	\$10.06 million, down 27.1 percent from the same period in 2009.

Annual (2010)

- Taxable sales in Orange County during 2010: \$511.21 million, down 10.9 percent from 2009.
- Orange County sent an estimated \$31.95 million (or 0.19 percent of Texas' taxable sales) in state sales taxes to the state treasury in 2010.
- Taxable sales during 2010 in the city of:

Orange:	\$142.60 million, down 18.4 percent from 2009.
Vidor:	\$103.61 million, down 11.1 percent from 2009.
Bridge City:	\$55.90 million, down 2.7 percent from 2009.
West Orange:	\$76.32 million, down 6.8 percent from 2009.
Pinehurst:	\$42.84 million, down 10.9 percent from 2009.
Pine Forest:	\$978,046.00, down 10.6 percent from 2009.
Rose City:	\$10.06 million, down 27.1 percent from 2009.

Sales Tax – Local Sales Tax Allocations

(The release date for sales tax allocations to cities for the sales activity month of September 2011 is currently scheduled for November 9, 2011.)

Monthly

- Statewide payments based on the sales activity month of August 2011: \$505.22 million, up 13.9 percent from August 2010.
- Payments to all cities in Orange County based on the sales activity month of August 2011: \$621,095.06, down 0.2 percent from August 2010.
- Payment based on the sales activity month of August 2011 to the city of:

Orange:	\$246,970.55, down 3.8 percent from August 2010.
Vidor:	\$143,866.06, up 1.3 percent from August 2010.
Bridge City:	\$89,119.53, up 9.0 percent from August 2010.
West Orange:	\$74,794.99, down 0.5 percent from August 2010.
Pinehurst:	\$52,982.58, up 2.7 percent from August 2010.
Pine Forest:	\$2,380.92, down 7.1 percent from August 2010.
Rose City:	\$10,980.43, down 12.1 percent from August 2010.

Fiscal Year

- Statewide payments based on sales activity months from September 2010 through August 2011: \$6.08 billion, up 8.0 percent from the same period in 2010.
- Payments to all cities in Orange County based on sales activity months from September 2010 through August 2011: \$8.50 million, down 2.1 percent from fiscal 2010.
- Payments based on sales activity months from September 2010 through August 2011 to the city of:

Orange:	\$3.46 million, down 6.5 percent from fiscal 2010.
Vidor:	\$2.00 million, up 3.3 percent from fiscal 2010.
Bridge City:	\$1.15 million, up 1.9 percent from fiscal 2010.
West Orange:	\$1.00 million, up 0.7 percent from fiscal 2010.
Pinehurst:	\$699,264.02, down 0.2 percent from fiscal 2010.
Pine Forest:	\$31,632.30, up 1.6 percent from fiscal 2010.
Rose City:	\$154,149.22, down 15.6 percent from fiscal 2010.

January 2011 through August 2011 (Sales Activity Year-To-Date)

- Statewide payments based on sales activity months through August 2011: \$3.99 billion, up 8.3 percent from the same period in 2010.
- Payments to all cities in Orange County based on sales activity months through August 2011: \$5.36 million, down 2.7 percent from the same period in 2010.
- Payments based on sales activity months through August 2011 to the city of:

Orange:	\$2.15 million, down 7.0 percent from the same period in 2010.
Vidor:	\$1.27 million, up 1.5 percent from the same period in 2010.
Bridge City:	\$728,418.29, unchanged 0.0 percent from the same period in 2010.
West Orange:	\$645,499.61, up 1.9 percent from the same period in 2010.
Pinehurst:	\$452,775.65, down 0.4 percent from the same period in 2010.
Pine Forest:	\$21,074.59, down 2.6 percent from the same period in 2010.
Rose City:	\$96,667.98, down 14.9 percent from the same period in 2010.

12 months ending in August 2011

- Statewide payments based on sales activity in the 12 months ending in August 2011: \$6.08 billion, up 8.0 percent from the previous 12-month period.
- Payments to all cities in Orange County based on sales activity in the 12 months ending in August 2011: \$8.50 million, down 2.1 percent from the previous 12-month period.
- Payments based on sales activity in the 12 months ending in August 2011 to the city of:
 - Orange: \$3.46 million, down 6.5 percent from the previous 12-month period.
 - Vidor: \$2.00 million, up 3.3 percent from the previous 12-month period.
 - Bridge City: \$1.15 million, up 1.9 percent from the previous 12-month period.
 - West Orange: \$1.00 million, up 0.7 percent from the previous 12-month period.
 - Pinehurst: \$699,264.02, down 0.2 percent from the previous 12-month period.
 - Pine Forest: \$31,632.30, up 1.6 percent from the previous 12-month period.
 - Rose City: \$154,149.22, down 15.6 percent from the previous 12-month period.

■ **City Calendar Year-To-Date (RJ 2011)**

- Payment to the cities from January 2011 through October 2011:
 - Orange: \$2.83 million, down 5.7 percent from the same period in 2010.
 - Vidor: \$1.63 million, up 1.3 percent from the same period in 2010.
 - Bridge City: \$943,084.84, up 0.2 percent from the same period in 2010.
 - West Orange: \$840,574.93, up 0.7 percent from the same period in 2010.
 - Pinehurst: \$592,383.49, up 2.0 percent from the same period in 2010.
 - Pine Forest: \$26,274.83, down 1.3 percent from the same period in 2010.
 - Rose City: \$123,170.99, down 12.3 percent from the same period in 2010.

Annual (2010)

- Statewide payments based on sales activity months in 2010: \$5.77 billion, up 3.3 percent from 2009.
- Payments to all cities in Orange County based on sales activity months in 2010: \$8.65 million, down 10.7 percent from 2009.
- Payment based on sales activity months in 2010 to the city of:
 - Orange: \$3.62 million, down 12.9 percent from 2009.
 - Vidor: \$1.99 million, down 5.7 percent from 2009.
 - Bridge City: \$1.15 million, down 10.5 percent from 2009.
 - West Orange: \$990,298.91, down 8.8 percent from 2009.
 - Pinehurst: \$700,990.01, down 12.9 percent from 2009.
 - Pine Forest: \$32,198.87, down 2.9 percent from 2009.
 - Rose City: \$171,110.02, down 22.0 percent from 2009.

Property Tax

- As of January 2009, property values in Orange County: \$5.20 billion, down 5.9 percent from January 2008 values. The property tax base per person in Orange County is \$63,527, below the statewide average of \$85,809. About 3.7 percent of the property tax base is derived from oil, gas and minerals.

State Expenditures

- Orange County's ranking in state expenditures by county in fiscal year 2010: 46th. State expenditures in the county for FY2010: \$310.26 million, up 0.2 percent from FY2009.
- In Orange County, 13 state agencies provide a total of 383 jobs and \$3.87 million in annualized wages (as of 1st quarter 2011).
- Major state agencies in the county (as of first quarter 2011):

- Lamar University
- Department of Family and Protective Services
- Health & Human Services Commission
- Department of Transportation
- Department of Public Safety

Higher Education

- Community colleges in Orange County fall 2010 enrollment:
 - None.

- Orange County is in the service area of the following:

- Institutions of higher education in Orange County fall 2010 enrollment:
 - Lamar State College-Orange, a Public State College (part of Texas State University System), had 2,649 students.

School Districts

- Orange County had 5 school districts with 27 schools and 15,336 students in the 2009-10 school year.
(Statewide, the average teacher salary in school year 2009-10 was \$48,263. The percentage of students, statewide, meeting the 2010 TAKS passing standard for all 2009-10 TAKS tests was 77 percent.)
 - Bridge City ISD had 2,481 students in the 2009-10 school year. The average teacher salary was \$42,578. The percentage of students meeting the 2010 TAKS passing standard for all tests was 83 percent.
 - Little Cypress-Mauriceville ISD had 3,621 students in the 2009-10 school year. The average teacher salary was \$42,820. The percentage of students meeting the 2010 TAKS passing standard for all tests was 79 percent.
 - Orangefield ISD had 1,754 students in the 2009-10 school year. The average teacher salary was \$43,563. The percentage of students meeting the 2010 TAKS passing standard for all tests was 81 percent.
 - Vidor ISD had 4,935 students in the 2009-10 school year. The average teacher salary was \$45,100. The percentage of students meeting the 2010 TAKS passing standard for all tests was 79 percent.
 - West Orange-Cove CISD had 2,545 students in the 2009-10 school year. The average teacher salary was \$44,360. The percentage of students meeting the 2010 TAKS passing standard for all tests was 54 percent.

Tab 5, Item 7

Mailing Address
 Louisiana Economic
 Development
 P.O. Box 94185
 Baton Rouge, LA 70804-9185

Physical Address
 1051 North Third Street
 Baton Rouge, LA 70802



Office use only	
Deposit Date	
Receipt #	
Check #	
Check Amount	
Initials	

ADVANCE NOTIFICATION

Visit <https://fastlane.louisianaeconomicdevelopment.com/> for online filing.

PLEASE TYPE

Date: _____

Advance Notification # _____
Office Use Only

BUSINESS INFORMATION

Business Name Enterprise Terminalling LLC Parish Project is Located Calcasieu Parish

Project Physical Address To be Determined
Include City, State and Zip

Mailing Address P.O. Box 4018, Houston, TX 77210-4018
Include City, State and Zip

Project Beginning Date May 2014 Project Ending Date October 2015 NAICS Code 325110

Project Type: Start-up/New Additions Expansion

Project Name: (Optional) LPG Export Facility

Provide a description of this project New process and dock facilities required to refrigerate and export 10,000 BPH of Ethane and 22,000 BPH of Propane.

Estimated Investments Costs		Estimated Number of Jobs		Estimated Payroll	
Building & Material	\$250,000,000	New	12	New	\$1,500,000
Machinery & Equipment	\$250,000,000	Existing	3	Existing	\$450,000
Labor & Engineering	\$335,000,000	Construction	500	Construction	\$200,000,000
Total Investment	\$835,000,000				\$201,950,000

GAMING

Is there gaming activity at this project site? Yes No Are any owners involved in any gaming activities elsewhere? Yes No

CONTACT INFORMATION

Contact Type: Business Consultant (If a consultant, must have a Disclosure Authorization.)

Prefix _____ First Name _____ MI _____ Last Name _____ Suffix _____

Contact's Business Name _____ Title _____

Mailing Address _____

Phone Number _____ Email Address _____

INCENTIVE PROGRAM(S)

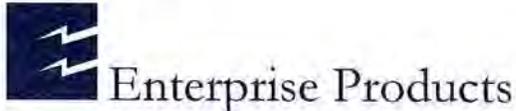
Check each program for which you wish to participate. Submit \$100 for each program. Do not check EZ and QJ for the same project.

Enterprise Zone Quality Jobs Industrial Tax Exemption (Manufacturers Only) Restoration Tax Abatement

Amount Due: \$ 200

 Business Official Signature Print Business Official Name and Title Date

Tab 5, Item 10



P.O. Box 4018 Houston, Texas 77210-4018 713.381.6500
1100 Louisiana Houston, Texas 77002 www.epplp.com

November 24, 2014

Economic Development and Analysis Division
Texas Comptroller of Public Accounts
LBJ State Office Building
111 E.17th Street
Austin, TX 78774

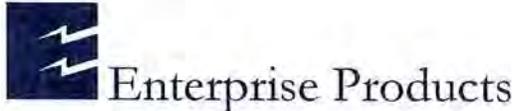
Re: Chapter 313 Application by Enterprise Products Operating LLC ("Enterprise") with La Porte Independent School District ("La Porte ISD")

Dear Madam or Sir:

This letter contains supporting information for Questions 8 and 10 of Section 8 of our Application for Appraised Value Limitation on Qualified Property with the La Porte ISD for Enterprise's proposed ethane export project.

As stated in the application, Enterprise originally evaluated sites for the proposed ethane export project in Calcasieu Parish, Louisiana and Orange County, Texas. Attached as **Exhibit 1** to this letter is an analysis comparing estimated ad valorem taxes for the proposed project as originally submitted to the Comptroller in Application No. 359 with the Orangefield Independent School District in relation to the same project in Calcasieu Parish, Louisiana. Both sites would require the construction of a pipeline from Enterprise's facilities in Mont Belvieu, Texas. The net difference in pipeline expenditures between siting the project in Calcasieu Parish as compared to Orange County, Texas resulted in an estimated additional \$41,500,000 expense added to the Louisiana project costs. Without the benefit of a Chapter 313 appraised value limitation, the annual operating costs for the project were projected to be \$3.6 million lower in Louisiana. If, however, a Chapter 313 appraised value limitation and a Chapter 312 tax abatement at the county level were granted in Orange County, Texas, the annual operating costs for the project were projected to be \$2.8 million lower in Texas.

As the project planning commenced, it became clear that the size of the project needed to be expanded. The costs of the expanded project increased from the original cost estimate of \$867,625,000 to \$1,308,000,000. Additionally, larger ships were required to transport the finished product. The draft requirements for the larger ships made the original site proposed in Orange County, Texas unfeasible. Accordingly, an alternative site was located in Harris County, Texas within the La Porte ISD. Attached as **Exhibit 2** to this letter is an analysis comparing estimated ad valorem taxes for the proposed project to be constructed in the La Porte ISD in Harris County, Texas in relation to the same project in Calcasieu Parish, Louisiana. The proposed investment has been increased to \$1,308,000,000. Both sites would require the construction of a pipeline



P.O. Box 4018 Houston, Texas 77210-4018 713.381.6500
1100 Louisiana Houston, Texas 77002 www.epplp.com

from Enterprise's facilities in Mont Belvieu, Texas. The net difference in pipeline expenditures between siting the project in Calcasieu Parish as compared to Harris County, Texas resulted in an estimated additional \$200,000,000 expense added to the Louisiana project costs. Without the benefit of a Chapter 313 appraised value limitation, the annual operating costs for the project were projected to be \$5.3 million lower in Louisiana. If, however, a Chapter 313 appraised value limitation was granted for the project in Harris County, Texas, the annual operating costs for the project were projected to be \$3.5 million lower in Texas.

Thus, I state unequivocally that an agreement providing for the limitation on appraised value under Chapter 313 of the Texas Tax Code was and is a determining factor in the decision to site the proposed ethane export project in Texas. Under either scenario (siting the project as originally proposed in the Orangefield ISD or siting the project as now proposed in the La Porte ISD), an appraised value limitation results in significant annual operating cost savings and tips the balance in favor of investing capital and constructing the ethane export project in Texas rather than Louisiana.

Should you have any questions regarding this submittal, please contact the undersigned or our counsel, Timothy Young (via email at tim@ikardwynne.com or by phone at 512-275-7894).

Sincerely,

A handwritten signature in blue ink that reads "Curt Tate".

Curt Tate

Senior Director, Tax

cc: Lloyd Graham, Superintendent La Porte ISD
Christie Hobbs
Bob Popinski
Al Noor
Tim Young

Exhibit 1

Ethane Export Project
Ad Valorem Tax Estimate
Orange County, Texas vs. Calcesieu Parish, LA

Total Cost of Project	\$867,625,000															
		<table border="1" style="margin: auto;"> <tr><th colspan="2">Orange Tax Rate</th></tr> <tr><td>City</td><td>0.0000%</td></tr> <tr><td>School</td><td>1.1700%</td></tr> <tr><td>County</td><td>0.7453%</td></tr> <tr><td>Total</td><td>1.9153%</td></tr> </table>	Orange Tax Rate		City	0.0000%	School	1.1700%	County	0.7453%	Total	1.9153%	<table border="1" style="margin: auto;"> <tr><th>Calcesieu Parish</th></tr> <tr><th>Tax Rate</th></tr> <tr><td>1.5383%</td></tr> </table>	Calcesieu Parish	Tax Rate	1.5383%
Orange Tax Rate																
City	0.0000%															
School	1.1700%															
County	0.7453%															
Total	1.9153%															
Calcesieu Parish																
Tax Rate																
1.5383%																
Taxable Property	\$772,186,250															
Pollution Control	\$43,381,250 *															
Capitalized Interest	\$52,057,500 *															
	\$867,625,000	<table border="1" style="margin: auto;"> <tr><th>TAXABLE PROPERTY</th></tr> <tr><td>\$867,625,000</td></tr> </table>	TAXABLE PROPERTY	\$867,625,000												
TAXABLE PROPERTY																
\$867,625,000																

* Exempt

Tax Estimate Calculations without Abatement									
Year		Percent Good	Taxable Market Value	Est City Tax	Estimated School Tax	Estimate County Tax	Orange County Total Tax	Louisiana Tax Estimate	
1	2015	Construction @25%	25.0%	216,906,250	0	2,537,803	1,616,537	4,154,340	3,336,669
2	2016	Construction @75%	75.0%	650,718,750	0	7,613,409	4,849,612	12,463,021	10,010,007
3	2017		98.0%	850,272,500	0	9,948,188	6,336,826	16,285,014	13,079,742
4	2018		96.0%	832,920,000	0	9,745,164	6,207,503	15,952,667	12,812,808
5	2019		94.0%	815,567,500	0	9,542,140	6,078,180	15,620,320	12,545,875
6	2020		92.0%	798,215,000	0	9,339,116	5,948,857	15,287,972	12,278,941
7	2021		90.0%	780,862,500	0	9,136,091	5,819,534	14,955,625	12,012,008
8	2022		88.0%	763,510,000	0	8,933,067	5,690,211	14,623,278	11,745,074
9	2023		86.0%	746,157,500	0	8,730,043	5,560,888	14,290,931	11,478,141
10	2024		84.0%	728,805,000	0	8,527,019	5,431,565	13,958,584	11,211,207
TOTAL				\$0	\$84,052,040	\$53,539,712	\$137,591,752	\$110,510,472	

Tax Abatement Calculations								
Year	Percent Good	Abatement %	Taxable Market Value	City Tax Savings	School Tax Savings	County Tax Savings	Orange County Total Savings	Louisiana Tax Savings
1	2015	25.0%	100%	216,906,250	0	-75,000	1,541,537	3,336,669
2	2016	75.0%	100%	650,718,750	0	0	4,849,612	10,010,007
3	2017	98.0%	100%	850,272,500	0	7,302,147	13,638,973	13,079,742
4	2018	96.0%	100%	832,920,000	0	7,489,933	13,697,435	12,812,808
5	2019	94.0%	100%	815,567,500	0	7,329,318	13,407,498	12,545,875
6	2020	92.0%	100%	798,215,000	0	7,168,703	13,117,560	12,278,941
7	2021	90.0%	100%	780,862,500	0	7,008,088	12,827,622	12,012,008
8	2022	88.0%	100%	763,510,000	0	6,847,474	12,537,685	11,745,074
9	2023	86.0%	100%	746,157,500	0	6,686,859	12,247,747	11,478,141
10	2024	84.0%	100%	728,805,000	0	14,876,628	20,308,193	11,211,207
TOTAL				\$0	\$64,634,149	\$53,539,712	\$118,173,862	110,510,472

10 Year Total Tax Estimate without Abatement	\$0	\$84,052,040	\$53,539,712	\$137,591,752	\$116,894,417
10 Year Total Abatement Savings	\$0	\$64,634,149	\$53,539,712	\$118,173,862	\$110,510,472
10 Year Total Tax Estimate net of Abatement	\$0	\$19,417,890	\$0	\$19,417,890	6,383,945

CHAPTER 313 IMPACT ANALYSIS

10 Year Out of Pocket Cost Analysis - No Chapter 313 Tax Abatement		
	Texas	Louisiana
Total 10 year Tax - No Chapter 313	84,052,040	6,383,945
Additional 25 Miles Pipeline/ Infrastructure - Cost	-	41,500,000
Total 10 year Cost - Tax plus Investment	84,052,040	47,883,945
Total Out of Pocket Cost - Annual	\$8,405,204	\$4,788,395

10 Year Out of Pocket Cost Analysis - Net of Tax Abatement		
	Texas	Louisiana
Total 10 Year Tax - Net of Abatements	19,417,890	6,383,945
Additional 25 Miles Pipeline/ Infrastructure - Cost	-	41,500,000
Total 10 year Cost - Tax plus Investment	19,417,890	47,883,945
Total Out of Pocket Cost - Annual	\$1,941,789	\$4,788,395

Exhibit 2

**Ethane Export Project
Ad Valorem Tax Estimate
Harris County, Texas vs. Calcesieu Parish, LA**

Total Cost of Project	\$1,308,000,000												
Taxable Property	\$1,229,520,000	<table border="1" style="margin: auto;"> <tr><th colspan="2">Harris Tax Rate</th></tr> <tr><td>City of MP</td><td style="text-align: right;">0.6362%</td></tr> <tr><td>LaPorte ISD</td><td style="text-align: right;">1.3330%</td></tr> <tr><td>Harris County</td><td style="text-align: right;">0.8222%</td></tr> <tr><td>Total</td><td style="text-align: right;">2.7914%</td></tr> </table>		Harris Tax Rate		City of MP	0.6362%	LaPorte ISD	1.3330%	Harris County	0.8222%	Total	2.7914%
Harris Tax Rate													
City of MP	0.6362%												
LaPorte ISD	1.3330%												
Harris County	0.8222%												
Total	2.7914%												
Pollution Control	\$0 *												
Capitalized Interest	\$78,480,000 *												
	\$1,308,000,000	<table border="1" style="margin: auto;"> <tr><th colspan="2">TAXABLE PROPERTY</th></tr> <tr><td colspan="2" style="text-align: center;">\$1,229,520,000</td></tr> </table>		TAXABLE PROPERTY		\$1,229,520,000							
TAXABLE PROPERTY													
\$1,229,520,000													
* Exempt													
<table border="1" style="margin: auto;"> <tr><th colspan="2">Calcesieu Parish Tax Rate</th></tr> <tr><td colspan="2" style="text-align: center;">1.5383%</td></tr> </table>				Calcesieu Parish Tax Rate		1.5383%							
Calcesieu Parish Tax Rate													
1.5383%													

Tax Estimate Calculations without Abatement								
Year		Percent Good	Taxable Market Value	Est City Tax	Estimated School Tax	Estimate County Tax	Harris County Total Tax	Louisiana Tax Estimate
1	2015	Construction @25%	25.0%	307,380,000	1,955,459	4,097,375	2,527,260	4,728,427
2	2016	Construction @75%	75.0%	922,140,000	5,866,378	12,292,126	7,581,780	14,185,280
3	2017		98.0%	1,204,929,600	7,665,401	16,061,712	9,906,859	18,535,432
4	2018		96.0%	1,180,339,200	7,508,964	15,733,922	9,704,678	18,157,158
5	2019		94.0%	1,155,748,800	7,352,527	15,406,132	9,502,497	17,778,884
6	2020		92.0%	1,131,158,400	7,196,090	15,078,341	9,300,316	17,400,610
7	2021		90.0%	1,106,568,000	7,039,654	14,750,551	9,098,136	17,022,336
8	2022		88.0%	1,081,977,600	6,883,217	14,422,761	8,895,955	16,644,061
9	2023		86.0%	1,057,387,200	6,726,780	14,094,971	8,693,774	16,265,787
10	2024		84.0%	1,032,796,800	6,570,343	13,767,181	8,491,593	15,887,513
TOTAL				\$64,764,814	\$135,705,073	\$83,702,848	\$284,172,735	\$156,605,487

Tax Abatement Calculations								
Year	Percent Good	Abatement %	Taxable Market Value	City Tax Savings	School Tax Savings	County Tax Savings	Harris County Total Savings	Louisiana Tax Savings
1	2015	25.0%	307,380,000	0	-75,000	0	-75,000	4,728,427
2	2016	75.0%	922,140,000	0	0	0	0	14,185,280
3	2017	98.0%	1,204,929,600	0	10,246,168	0	10,246,168	18,535,432
4	2018	96.0%	1,180,339,200	0	11,438,828	0	11,438,828	18,157,158
5	2019	94.0%	1,155,748,800	0	11,183,088	0	11,183,088	17,778,884
6	2020	92.0%	1,131,158,400	0	10,927,347	0	10,927,347	17,400,610
7	2021	90.0%	1,106,568,000	0	10,671,607	0	10,671,607	17,022,336
8	2022	88.0%	1,081,977,600	0	10,415,867	0	10,415,867	16,644,061
9	2023	86.0%	1,057,387,200	0	10,160,127	0	10,160,127	16,265,787
10	2024	84.0%	1,032,796,800	0	13,433,916	0	13,433,916	15,887,513
TOTAL				\$0	\$88,401,948	\$0	\$88,401,948	156,605,487

10 Year Total Tax Estimate without Abatement	\$64,764,814	\$135,705,073	\$83,702,848	\$284,172,735	\$187,371,487
10 Year Total Abatement Savings	\$0	\$88,401,948	\$0	\$88,401,948	\$156,605,487
10 Year Total Tax Estimate net of Abatement	\$64,764,814	\$47,303,126	\$83,702,848	\$195,770,788	30,766,000

CHAPTER 313 IMPACT ANALYSIS

10 Year Out of Pocket Cost Analysis - No Chapter 313 Tax Abatement		
	Texas	Louisiana
Total 10 year Tax - No Chapter 313	284,172,735	30,766,000
Additional 75 Miles Pipeline/ Infrastructure - Cost	-	200,000,000
Total 10 year Cost - Tax plus Investment	284,172,735	230,766,000
Total Out of Pocket Cost - Annual	\$28,417,274	\$23,076,600

10 Year Out of Pocket Cost Analysis - Net of Tax Abatement		
	Texas	Louisiana
Total 10 Year Tax - Net of Abatements	195,770,788	30,766,000
Additional 75 Miles Pipeline/ Infrastructure - Cost	-	200,000,000
Total 10 year Cost - Tax plus Investment	195,770,788	230,766,000
Total Out of Pocket Cost - Annual	\$19,577,079	\$23,076,600

Tab # 6

N/A

Tab # 7

Description of Qualified Investment

Proposed Project Description

The proposed project is a facility to manufacture and load ethane product to ships. The area of construction site is at the Enterprise Morgan's Point facility located along the Houston ship channel.

Manufacturing process:

The ethane export facility would be receiving ethane via a 24" pipeline. The pipeline is not part of this application. The ethane feed goes through a manufacturing process to remove impurities in order to meet product specifications required for ship loading. Impurities are removed from the facility feed through filtration, sulfur removal and/or fractionation.

Raw ethane received at the facility would pass through mole sieve dehydration beds to remove water from the inlet stream. Following the removal of water the ethane would be chilled and then be directed to a fractionator to remove methane impurities. The manufactured ethane product from the fractionator bottoms would be further refrigerated to negative temperatures and loaded to ships. Methane recovered from the fractionator overhead stream would be purified via refrigeration to condense and remove ethane from the methane product. The ethane would be recovered back to the process and the methane would be compressed and exported to a methane pipeline.

Significant components of the facility would include:

- ❖ Two independent trains for manufacturing and loading of ethane to ships.
- ❖ Each train consists of the following:
 - Removal of water and methane from ethane via dehydration beds and a fractionator.
 - A closed loop propylene refrigeration system with 1 compressor for chilling of either propane or ethane.
 - An open loop ethane refrigeration system with 1 compressor for additional cooling of ethane.
 - Ship dock to support product loading and unloading.

Equipment List

EQUIPMENT TAG NO.	DESCRIPTION	QTY			No. of Services	TYPE
		Total	Operating	Spare		
COMPRESSORS						
TRAIN 1						
CM12.2100	Propylene Compressor	1	1	0	1	Centrifugal
CMM12.2100	Propylene Compressor Drive	0	1	0		Motor
CM12.2101	Ethane Compressor	1	1	0	1	Centrifugal
CMM12.2101	Ethane Compressor - Electric Motor		1	0		
TRAIN 2						
CM12.2200	Propylene Compressor	1	1	0	1	Centrifugal
CMM12.2200	Propylene Compressor Drive	0	1	0		Motor
CM12.2201	Ethane Compressor	1	1	0	1	Centrifugal
CMM12.2201	Ethane Compressor - Electric Motor		1	0		
COMMON TO TRAIN 1 & 2						
BL12.2000 A/B	Vapor Return Blower	2	1	1	1	Centrifugal
CM12.2005A/B	Methane Compressor	2	1	1	1	Reciprocating
CMM12.2005A/B	Methane Compressor Electric Motor	1	1	0		
FILTERS						
TRAIN 1						
FL20.1000A/B	Feed Pre-Filter	2	1	1	1	Horizontal Particulate Filter
FL20.1001A/B	Dust Filter	2	1	1	1	Horizontal Particulate Filter
FL20.1002A-D	Inlet Filter/Coalescer	4	4	0	1	Horizontal Coalescer
FL20.1003	Regeneration Coalescer	1	1	0	1	Horizontal Coalescer
FL20.2100 A/B	Feed Pre-Filter	2	1	1	1	Horizontal Particulate Filter
FL20.2101 A/B	Dust Filter	2	1	1	1	Horizontal Particulate Filter
FL20.2102A/B	Inlet Filter/Coalescer	2	2	0	1	Vertical
TRAIN 2						
FL20.1100A/B	Feed Pre-Filter	2	1	1	1	Horizontal Particulate Filter
FL20.1101A/B	Dust Filter	2	1	1	1	Horizontal Particulate Filter
FL20.1102A-D	Inlet Filter/Coalescer	4	4	0	1	Horizontal Coalescer
FL20.1103	Regeneration Coalescer	1	1	0	1	Horizontal Coalescer
FL20.2200 A/B	Feed Pre-Filter	2	1	1	1	Horizontal Particulate Filter
FL20.2201 A/B	Dust Filter	2	1	1	1	Horizontal Particulate Filter
FL20.2202A/B	Inlet Filter/Coalescer	2	2	0	1	Vertical
COMMON TO TRAIN 1 & 2						
FL20.1004A/B	Fuel Gas Filter	2	1	1	1	Particulate Filter
FIRED HEATERS						
TRAIN 1						
HR15.1000	Regeneration Heater	1	1	0	1	Fired Heater
HR15.2100	Regeneration Heater	1	1	0	1	Fired Heater
TRAIN 2						
HR15.1100	Regeneration Heater	1	1	0	1	Fired Heater
HR15.2200	Regeneration Heater	1	1	0	1	Fired Heater
HEAT EXCHANGERS						
TRAIN 1						
HT16.1000	Regeneration Gas Cooler	1	1	0	1	Air Cooler
HT16.1001	First Stage Interchiller	1	1	0	1	See Remark
HT16.1002	Second Stage Interchiller	1	1	0	1	See Remark
HT16.1003	Third Stage Interchiller	1	1	0	1	See Remark
HT16.2100	Regeneration Gas Cooler	1	1	0	1	Air Cooler
HT16.2101	Regeneration Gas Chiller	1	1	0	1	Kettle
HT16.2103	Demethanizer Feed Cooler	1	1	0	1	Core
HT16.2104	Ethane Compressor Aftercooler	1	1	0	1	Core
HT16.2105	Ethane Condenser	1	1	0	1	Core
HT16.2106	Ethane Chiller 1	1	1	0	1	Core
HT16.2107	Demethanizer Reboiler	1	1	0	1	Core
HT16.2108	Demethanizer Overhead Condenser	1	1	0	1	Kettle
HT16.2109	Ethane Chiller 2	1	1	0	1	Core in Kettle
HT16.2110	Ethane Chiller 3	1	1	0	1	Core in Kettle
HT16.2111	Methane Interchanger	1	1	0	1	BEM
HT16.2112	Methane Gas Cooler	1	1	0	1	Core in Kettle
HT16.2113	Methane Gas Chiller	1	1	0	1	Core in Kettle
HT16.2116	Propylene Condenser	1	1	0	1	WSAC

Equipment List

EQUIPMENT TAG NO.	DESCRIPTION	QTY			No. of Services	TYPE
		Total	Operating	Spare		
TRAIN 2						
HT16.1100	Regeneration Gas Cooler	1	1	0	1	Air Cooler
HT16.1101	First Stage Interchiller	1	1	0	1	See Remark
HT16.1102	Second Stage Interchiller	1	1	0	1	See Remark
HT16.1103	Third Stage Interchiller	1	1	0	1	See Remark
HT16.2200	Regeneration Gas Cooler	1	1	0	1	Air Cooler
HT16.2201	Regeneration Gas Chiller	1	1	0	1	Kettle
HT16.2203	Demethanizer Feed Cooler	1	1	0	1	Core
HT16.2204	Ethane Compressor Aftercooler	1	1	0	1	Core
HT16.2205	Ethane Condenser	1	1	0	1	Core
HT16.2206	Ethane Chiller 1	1	1	0	1	Core
HT16.2207	Demethanizer Reboiler	1	1	0	1	Core
HT16.2208	Demethanizer Overhead Condenser	1	1	0	1	Kettle
HT16.2209	Ethane Chiller 2	1	1	0	1	Core in Kettle
HT16.2210	Ethane Chiller 3	1	1	0	1	Core in Kettle
HT16.2211	Methane Interchanger	1	1	0	1	BEM
HT16.2212	Methane Gas Cooler	1	1	0	1	Core in Kettle
HT16.2213	Methane Gas Chiller	1	1	0	1	Core in Kettle
HT16.2216	Propylene Condenser	1	1	0	1	WSAC
COMMON TO TRAIN 1 & 2						
HT16.2014	Loading Dock Drain Tank Heater	1	1	0		Electric
HT16.2015 A/B	Fuel Separator Heater	2	1	1	1	Electric
HT16.2017	Cold Flare KO Drum Heater	1	1	0	1	Electric
PUMPS						
TRAIN 1						
PM18.1000A/B	Propane Regeneration Pumps	2	1	1	1	Centrifugal
PM18.1001A/B	Water Injection Pumps	2	1	1	1	PD Type
PM18.1003	Oil Purge Pump	1	1	0	1	Centrifugal
PM18.1005A/B	Waste Water Pumps	2	1	1	1	
PM18.2100 A/B	Regeneration Pumps	2	1	1	1	Centrifugal
PM18.2102	Excess Propylene Pump	1	1	0		Centrifugal
PM18.2103 A/B	Demethanizer Reflux Pumps	2	1	1	1	Centrifugal
PM18.2106 A/B	Methane Knockout Drum No. 1 Recycle Pump	2	1	1	1	Centrifugal
PM18.2107 A/B	Methane Knockout Drum No.2 Recycle Pump	2	1	1	1	Centrifugal
PM18.2109 A/B/C	WSAC Circulation Pumps	3	2	1	1	Centrifugal
TRAIN 2						
PM18.1100A/B	Propane Regeneration Pumps	2	1	1	1	Centrifugal
PM18.1101A/B	Water Injection Pumps	2	1	1	1	PD Type
PM18.1103	Oil Purge Pump	1	1	0	1	Centrifugal
PM18.1105A/B	Waste Water Pumps	2	1	1	1	
PM18.2200 A/B	Regeneration Pumps	2	1	1	1	Centrifugal
PM18.2202	Excess Propylene Pump	1	1	0		Centrifugal
PM18.2203 A/B	Demethanizer Reflux Pumps	2	1	1	1	Centrifugal
PM18.2206 A/B	Methane Knockout Drum No. 1 Recycle Pumps	2	1	1	1	Centrifugal
PM18.2207 A/B	Methane Knockout Drum No.2 Recycle Pumps	2	1	1	1	Centrifugal
PM18.2209 A/B/C	WSAC Circulation Pumps	3	2	1	1	Centrifugal
COMMON TO TRAIN 1 & 2						
PM18.1002A/B	Propane Recirculation Pumps	2	1	1	1	Centrifugal
PM18.1004A/B	Propane Loading Pumps	2	1	1	1	Centrifugal
PM18.1006A/B	Process Water Pumps	2	1	1	1	Centrifugal
PM18.2004 A/B/C	Ethane Loading Pumps	3	2	1	1	Centrifugal submerged motor
PM18.2005 A/B	Ethane Recirculation Pump	2	1	1	1	Centrifugal
PM18.2018 A/B	Flare K.O. Drum Pumps	2	1	1	1	Centrifugal
PM18.2001 A/B	Slop Pumps	2	1	1	1	Centrifugal
VESSELS						
TRAIN 1						
DU22.1000A-F	Mole Sieve Dehydrators	6	6	0	1	Vertical Pressure Vessel
DU22.1000A-F	Mole Sieve	0	0	0	1	Adsorbent
DU22.2100 A/B/C	Mole Sieve Dehydrators	3	3	0	1	Vertical Pressure Vessel
DU22.2100 A/B/C	Mole Sieve	0	0	0		Adsorbent
PV17.1000	KOH Treater	1	1	0	1	Vertical Pressure Vessel

Equipment List

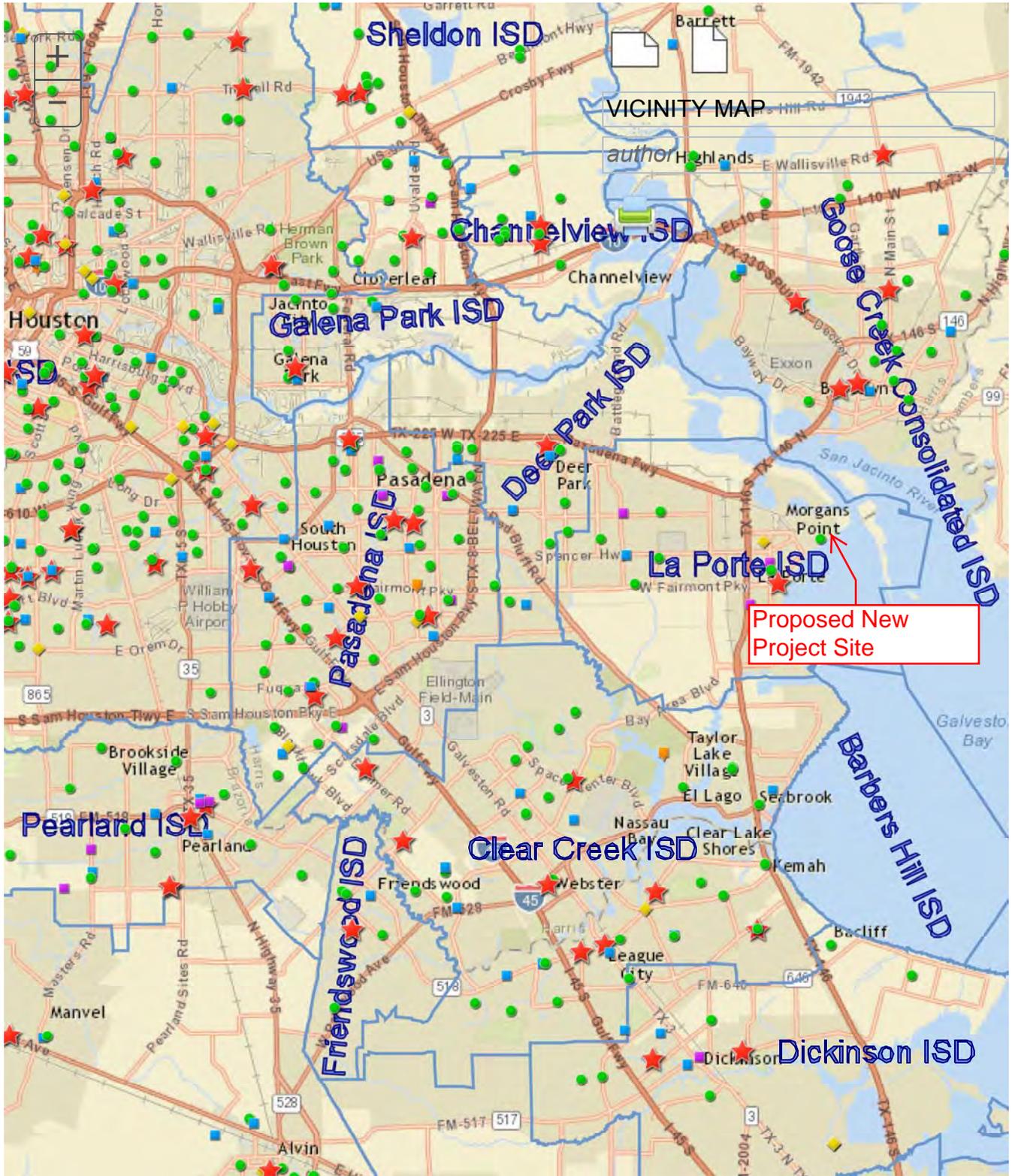
EQUIPMENT TAG NO.	DESCRIPTION	QTY			No. of Services	TYPE
		Total	Operating	Spare		
PV17.1000	KOH Treater Beds	0		0	1	Internals
PV17.1002	Propane Export Drum	1	1	0	1	Horizontal Pressure Vessel
PV17.1003	Propane Surge Drum	1	1	0	1	Horizontal Pressure Vessel
PV17.1013	Caustic Day Tank	1	1	0	1	Vertical Pressure Vessel
PV17.2100	Regeneration Separator	1	1	0	1	Horizontal Pressure Vessel
PV17.2102	Hot Propylene High Pressure Accumulator	1	1	0	1	Horizontal Pressure Vessel
PV17.2103	Cold Propylene High Pressure Accumulator	1	1	0	1	Horizontal Pressure Vessel
PV17.2104	Propylene Compressor 1st Stage Suction K.O. Drum	1	1	0	1	Vertical Pressure Vessel
PV17.2105	Propylene Compressor 2nd Stage Suction K.O. Drum	1	1	0	1	Vertical Pressure Vessel
PV17.2106	Propylene Compressor 3rd Stage Suction K.O. Drum	1	1	0	1	Vertical Pressure Vessel
PV17.2107	1st Stage Propylene Refrigerant Accumulator	1	1	0	1	Horizontal Pressure Vessel
PV17.2108	2nd Stage Propylene Refrigerant Accumulator	1	1	0	1	Horizontal Pressure Vessel
PV17.2109	Demethanizer	1	1	0	1	Column
PV17.2109	Demethanizer Internals	0		0		Vessel Internals
PV17.2110	Demethanizer Reflux Drum	1	1	0	1	Horizontal Pressure Vessel
PV17.2111	Ethane Surge Drum	1	1	0	1	Horizontal Pressure Vessel
PV17.2112	Ethane Export Drum	1	1	0	1	Horizontal Pressure Vessel
PV17.2113	Methane Knockout Drum No. 1	1	1	0	1	Vertical Pressure Vessel
PV17.2114	Methane Knockout Drum No.2	1	1	0	1	Vertical Pressure Vessel
PV17.2021	Waste Water Flash Drum	1	1	0	1	Vertical Pressure Vessel
TRAIN 2						
DU22.1100A-F	Mole Sieve Dehydrators	6	6	0	1	Vertical Pressure Vessel
DU22.1100A-F	Mole Sieve	0		0	1	Adsorbent
DU22.2200 A/B/C	Mole Sieve Dehydrators	3	3	0	1	Vertical Pressure Vessel
DU22.2200 A/B/C	Mole Sieve			0		Adsorbent
PV17.1100	KOH Treater	1	1	0	1	Vertical Pressure Vessel
PV17.1100	KOH Treater Beds	0		0	1	Internals
PV17.1102	Propane Export Drum	1	1	0	1	Horizontal Pressure Vessel
PV17.1103	Propane Surge Drum	1	1	0	1	Horizontal Pressure Vessel
PV17.1113	Caustic Day Tank	1	1	0	1	Vertical Pressure Vessel
PV17.2200	Regeneration Separator	1	1	0	1	Horizontal Pressure Vessel
PV17.2202	Hot Propylene High Pressure Accumulator	1	1	0	1	Horizontal Pressure Vessel
PV17.2203	Cold Propylene High Pressure Accumulator	1	1	0	1	Horizontal Pressure Vessel
PV17.2204	Propylene Compressor 1st Stage Suction K.O. Drum	1	1	0	1	Vertical Pressure Vessel
PV17.2205	Propylene Compressor 2nd Stage Suction K.O. Drum	1	1	0	1	Vertical Pressure Vessel
PV17.2206	Propylene Compressor 3rd Stage Suction K.O. Drum	1	1	0	1	Vertical Pressure Vessel
PV17.2207	1st Stage Propylene Refrigerant Accumulator	1	1	0	1	Horizontal Pressure Vessel
PV17.2208	2nd Stage Propylene Refrigerant Accumulator	1	1	0	1	Horizontal Pressure Vessel
PV17.2209	Demethanizer	1	1	0	1	Column
PV17.2209	Demethanizer Internals			0		Vessel Internals
PV17.2210	Demethanizer Reflux Drum	1	1	0	1	Horizontal Pressure Vessel
PV17.2211	Ethane Surge Drum	1	1	0	1	Horizontal Pressure Vessel
PV17.2212	Ethane Export Drum	1	1	0	1	Horizontal Pressure Vessel
PV17.2213	Methane Knockout Drum No. 1	1	1	0	1	Vertical Pressure Vessel
PV17.2214	Methane Knockout Drum No.2	1	1	0	1	Vertical Pressure Vessel
PV17.2121	Waste Water Flash Drum	1	1	0	1	Vertical Pressure Vessel
COMMON TO TRAIN 1 & 2						
PV17.2015	Loading Dock Drain Tank	1	1	0	1	Horizontal Pressure Vessel
PV17.2017	Instrument Air Receiver	1	1	0	1	Vertical Pressure Vessel
PV17.2018	Flare K.O. Drum	1	1	0	1	Horizontal Pressure Vessel
PV17.2019	Fuel Separator	1	1	0	1	Horizontal Pressure Vessel
PV17.2020	Cold Flare KO Drum	1	1	0	1	Horizontal Pressure Vessel
TANKS						
TRAIN 1						
SV19.1000	Process Waste Water Storage Tank	1	1	0	1	Vertical Storage Tank
SV19.1002	Water Break Tank	1	1	0	1	Vertical Storage Vessel
TRAIN 2						
SV19.1100	Process Waste Water Storage Tank	1	1	0	1	Vertical Storage Tank
SV19.1102	Water Break Tank	1	1	0	1	Vertical Storage Vessel
COMMON TO TRAIN 1 & 2						
SV19.1003	Firewater Storage Tank	1	1	0	1	Vertical Storage Vessel

Equipment List

EQUIPMENT TAG NO.	DESCRIPTION	QTY			No. of Services	TYPE
		Total	Operating	Spare		
SV19.1001	Process Water Storage Tank	1	1	0	1	Vertical Storage Vessel
PACKAGES AND MISCELLANEOUS						
TRAIN 1						
SE29.1003	Propane Pipeline Transfer Meter Package	1	1	0		Custody Transfer
SE29.1007	Static Mixer	1	1	0		
SE29.2108	WSAC Chemical Injection Package	1	1	0	1	
SE29.2110	Ethane Pipeline Transfer Meter Package	1	1	0		Custody Transfer
SE29.2112	Methane Transfer Meter Package	1	1	0		Custody Transfer
SE29.2114	Vapor Return Transfer Meter Package	1	1	0		Custody Transfer
TRAIN 2						
SE29.1103	Propane Pipeline Transfer Meter Package	1	1	0		Custody Transfer
SE29.1107	Static Mixer	1	1	0		
SE29.2208	WSAC Chemical Injection Package	1	1	0	1	
SE29.2210	Ethane Pipeline Transfer Meter Package	1	1	0		Custody Transfer
SE29.2212	Methane Transfer Meter Package	1	1	0		Custody Transfer
SE29.2214	Vapor Return Transfer Meter Package	1	1	0		Custody Transfer
COMMON TO TRAIN 1 & 2						
SE29.1001	Loading Arm	1	1	0	1	
SE29.1002	Loading Arm	1	1	0		
SE29.1006	Meter Prover	1	1	0		
SE29.2000	Pig Trap	1	1		1	Trap
SE29.2001	BOG Compressor Package	1	1	0		Reciprocating
SE29.2002	Propylene Refrigeration Package	1	1	0		
SE29.2003	Loading Arm	1	1	0	1	
SE29.2004	Loading Arm	1	1	0	1	
SE29.2005	Vapor Return Arm	1	1	0	1	
SE29.2006	Loading Dock Fire Fighting Foam Package	1	1	0	1	
SE29.2007	Instrument Air Package	1	1	0	1	
SE29.2009	Flare	1	1	0	1	Elevated
SE29.2011 A/B	Ethane Loading Transfer Meter Package	2	2	0		Custody Transfer
SE29.2016	Pipeline HIPPS Package	1	1	0		
SE29.2017	Cold Flare	1	1	0	1	Elevated
SE29.2018	Process Water Filter Package	1	1	0		
SE29.2019 A/B/C	Firewater Pump Package	3	2	1		Centrifugal
SE29.2020	Slop Transfer Meter	1	1	0	1	Custody Transfer



Texas School District Locator



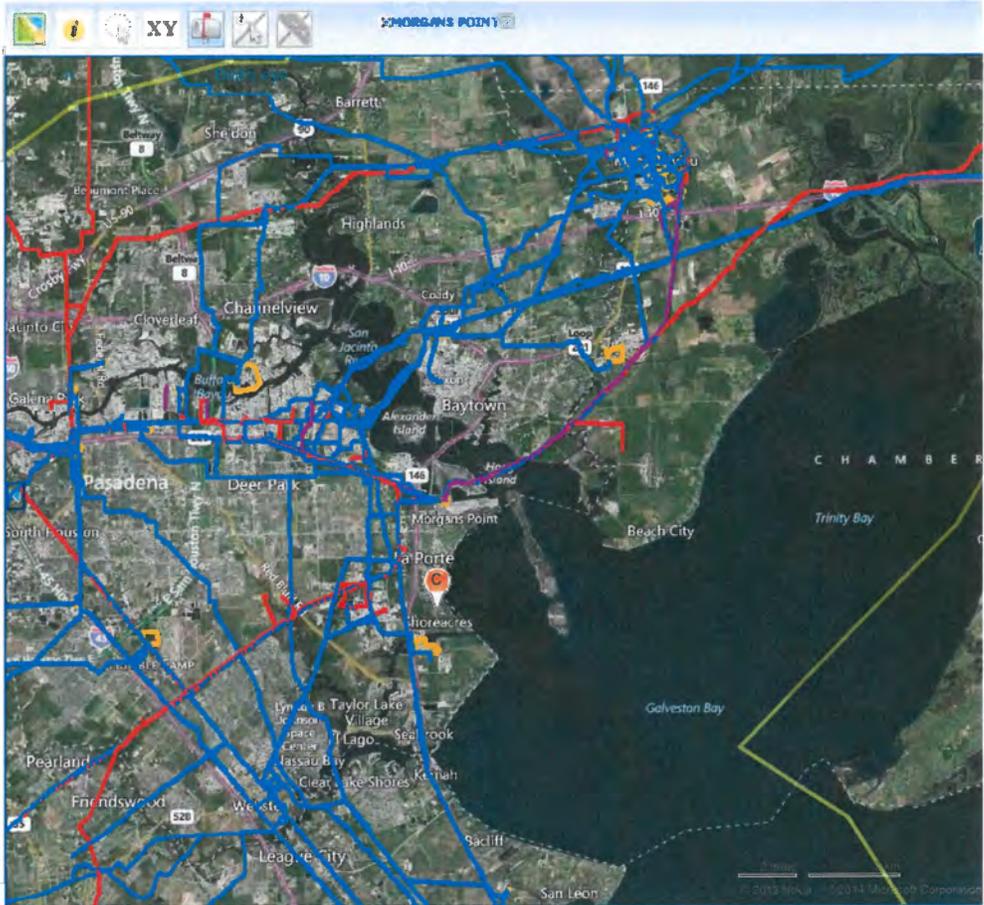


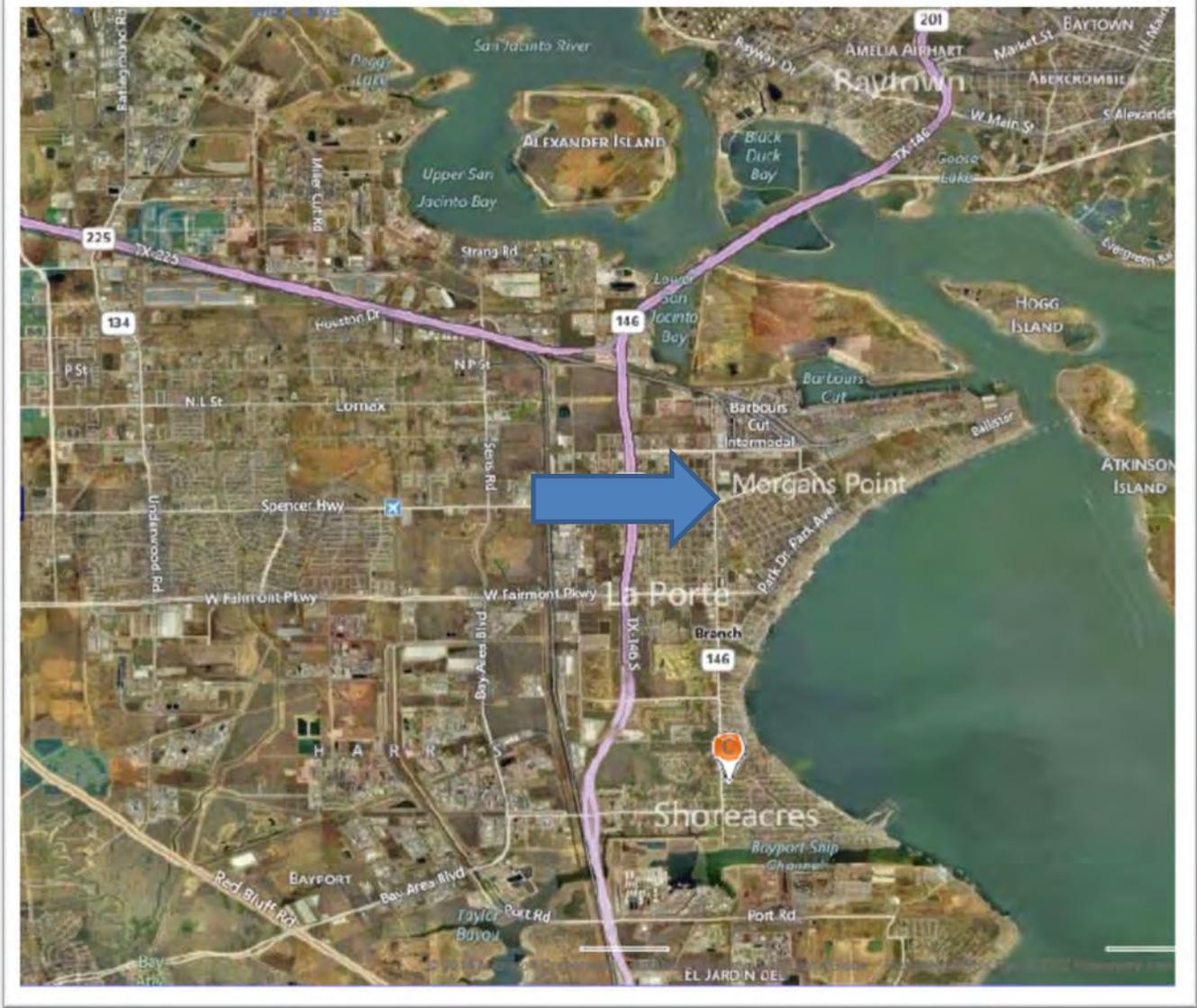
Data Products Assets

Enter Address:

Enter Radius (mi.):

Search







Reinvestment Zone



9, TX

N Broadway St

N Ave L St

Parcel A - 45.75 ac fee
Deed Y141855

Parcel F -
Deed Y141855

1.7543 ac

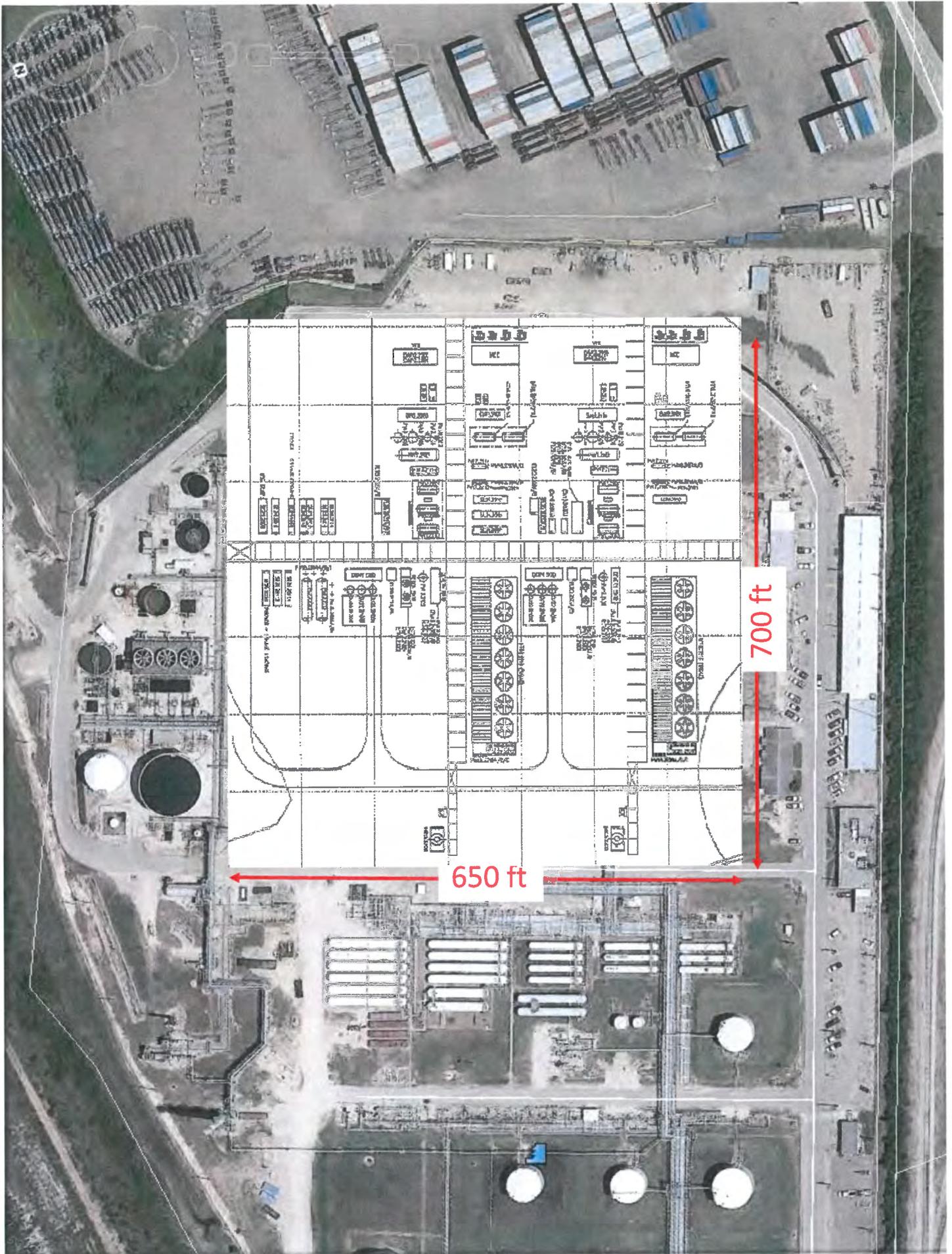
4.5 ac lease

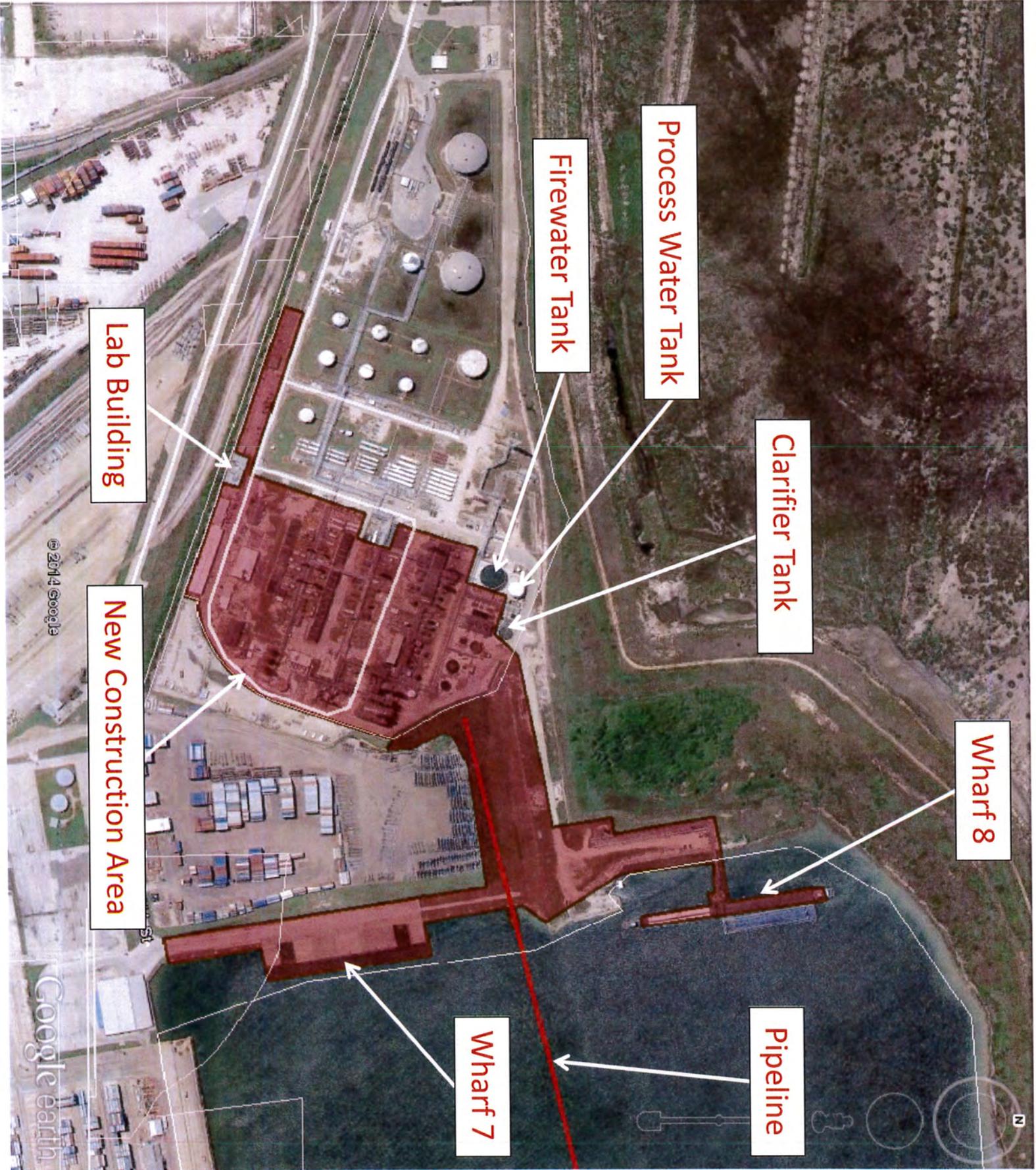
3.9889 ac lease

Wharf 7

Source: Esri, DigitalGlobe, GeoEye, i-cubed, Earthstar Geographics, CNES/Airbus DS, USDA, USGS, AEX

Schematic for project consisting of 2 trains and personal equipment listed above.





Lab Building

New Construction Area

Wharf 7

Wharf 8

Pipeline

Clarifier Tank

Process Water Tank

Firewater Tank

© 2014 Google

Google earth

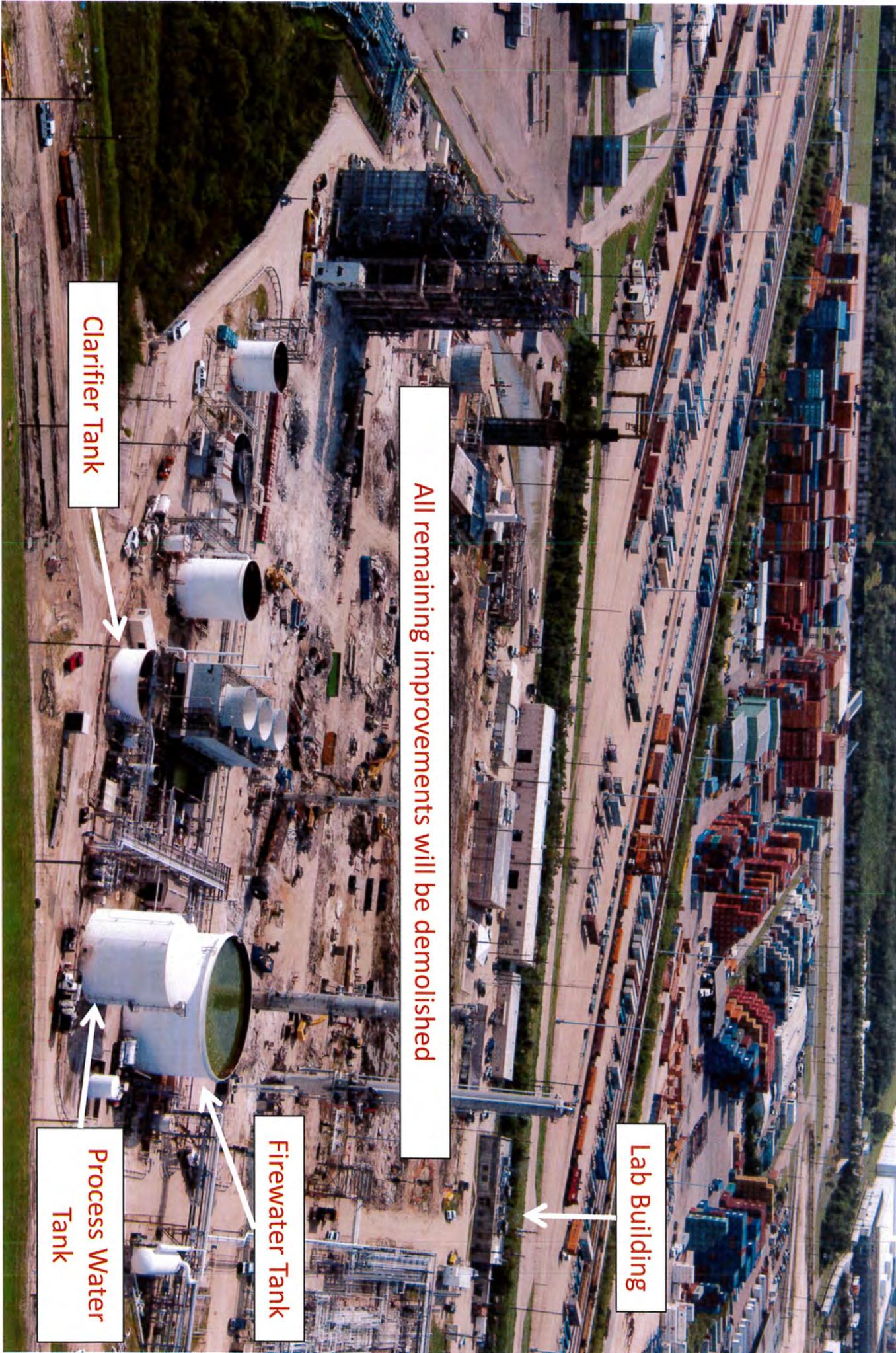
N

Existing Improvements on Wharf 7 are being demolished

Future Site for Wharf 8

Wharf 7





All remaining improvements will be demolished

Lab Building

Firewater Tank

Process Water Tank

Clarifier Tank

Tab # 8

N/A

Tab # 9

Legal Description of the Land

- 1. Applicant owns the land identified in item 1 in Tab #9.**
- 2. Applicant leases the land identified in Item 2 in Tab #9.**

Tab # 9

Item 1

Land Owned by Applicant

deed

44

7

DEED

(Morgan's Point Plant Complex)

Y141855

12/21/04 200728407

\$44.00

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

KNOW ALL PERSONS BY THESE PRESENTS:

That VALERO REFINING – TEXAS, L.P., a Texas limited partnership ("Grantor"), whose address is One Valero Way, San Antonio, Texas 78249-1616 for Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has GRANTED, BARGAINED, SOLD and CONVEYED, and by these presents does GRANT, BARGAIN, SELL and CONVEY to ENTERPRISE PRODUCTS OPERATING L.P., a Delaware limited partnership ("Grantee"), whose address is 2727 North Loop West, 7th Floor, Houston, Texas 77008, the property described in Exhibit A attached hereto and made a part hereof, together with all improvements thereon and all rights and appurtenances pertaining thereto (being herein collectively referred to as the "Property").

[Handwritten mark]

This Deed is made by Grantor and accepted by Grantee subject to the Title Defects and the Permitted Liens as set forth in that certain Asset Purchase Agreement of even date herewith between Grantor and Grantee (the "Asset Purchase Agreement").

TO HAVE AND TO HOLD the above described Property, together with all and singular the rights and appurtenances thereunto in anywise belonging, unto the said Grantee, its successors and assigns, forever. Grantor, for itself, its successors and assigns, covenants and agrees to warrant and forever defend title to the Property against the lawful claims of all parties claiming the same by, through or under Grantor, but not otherwise, subject, however, to the Title Defects and the Permitted Liens.

Further, and for the consideration hereinabove recited, to the extent the same is not covered by the above definition of "Property", Grantor hereby QUITCLAIMS unto Grantee, its successors and assigns forever, all of Grantor's right, title and interest, if any, in and to the following (herein collectively referred to as the "Miscellaneous Real Property Interests"): (i) any land in the bed of any street, road, or avenue open or proposed in front of or adjoining the land described in Exhibit A (the "Land"); (ii) any rights-of-way, rights of ingress or egress or other interests in, on, or to, any highway, street, road, or avenue, open or proposed, in, on, across, in front of, abutting or adjoining the Land, and any awards made, or to be made in lieu thereof, and any unpaid awards for damage thereto by reason of a change of grade of any such highway, street, road, or avenue; (iii) any easement across, adjacent to or benefiting the Land, existing or abandoned; (iv) all sewage treatment capacity and water capacity and other utility capacity to serve the Land and Improvements, if any; (v) all oil, gas, and other minerals in, on, or under the

Land, if any, and all oil, gas, and other minerals that may be produced from the Land, if any; (vi) all water rights appurtenant to the Land, if any; (vii) any strips or gores adjacent or contiguous to, or a part of, the Land, whether those lands are owned or claimed by deed, limitations, or otherwise, and whether or not they are located inside or outside the description given herein, or whether or not they are held under fence by Grantor, or whether or not they are located on any survey; (viii) any reversionary rights attributable to the Land; (ix) all development rights, zoning classifications (including, without limitation, variances), rights as to non-conforming uses and/or structures, vested or "grandfathered rights," and other entitlements pertaining to the Land, and (x) all other rights, properties, interests and estates acquired by Grantor under that certain Special Warranty Deed executed effective as of December 31, 2003, from EOTT Energy Liquids, L.P. to Grantor, recorded on January 5, 2004 under Clerk's File No. X304200, in the Official Public Records of Real Property of Harris County, Texas.

TO HAVE AND TO HOLD all of Grantor's right, title and interest in and to the Miscellaneous Real Property Interests, together with all and singular the rights and appurtenances thereto in anywise belonging, unto Grantee, and Grantee's successors and assigns forever, such that neither Grantor nor any of its successors or assigns shall have, claim or demand any rights or titles to the same or any part thereof.

EXCEPT AS SET FORTH IN THE ASSET PURCHASE AGREEMENT AND THIS DEED, GRANTOR AND ITS AFFILIATES MAKE NO REPRESENTATION OR WARRANTY TO GRANTEE REGARDING THE PROPERTY AND/OR THE MISCELLANEOUS REAL PROPERTY INTERESTS, ANY SUCH REPRESENTATION OR WARRANTY BEING EXPRESSLY DISCLAIMED BY GRANTOR. THE PROPERTY AND THE MISCELLANEOUS REAL PROPERTY INTERESTS ARE SUBJECT TO THE TITLE DEFECTS, ANY PERMITTED LIEN AND ALL BURDENS, ENCUMBRANCES AND OTHER RIGHTS OF RECORD WHICH ARE VALID AND EXISTING AS OF THE DATE HEREOF. GRANTOR HEREBY CONVEYS THE PROPERTY AND THE MISCELLANEOUS REAL PROPERTY INTERESTS TO GRANTEE WITHOUT WARRANTY OF TITLE, EXPRESS, STATUTORY, OR IMPLIED, EXCEPT THAT GRANTOR SPECIALLY WARRANTS AND AGREES TO DEFEND TITLE TO THE PROPERTY AGAINST THE CLAIMS, ENCUMBRANCES AND DEMANDS OF ALL PERSONS CLAIMING TITLE TO OR ANY INTEREST IN THE PROPERTY INTERESTS BY, THROUGH, OR UNDER GRANTOR BUT NOT OTHERWISE, SUBJECT TO THE LIMITATIONS SET FORTH IN THIS PARAGRAPH AND THE TITLE DEFECTS.

GRANTOR AND ITS AFFILIATES MAKE NO REPRESENTATION OR WARRANTY TO GRANTEE REGARDING THE PERSONALTY LOCATED ON THE PROPERTY AND/OR THE MISCELLANEOUS REAL PROPERTY INTERESTS, WHETHER EXPRESS, STATUTORY OR IMPLIED, INCLUDING WARRANTIES RELATING TO (i) THE CONDITION OR MERCHANTABILITY OF SAID PERSONALTY, OR (ii) THE FITNESS OF THE PERSONALTY FOR A PARTICULAR PURPOSE. GRANTEE HAS INSPECTED AND HAS BEEN GIVEN THE OPPORTUNITY TO INSPECT, ALL PERSONALTY LOCATED ON THE PROPERTY AND/OR THE MISCELLANEOUS REAL PROPERTY INTERESTS FOR ALL PURPOSES INCLUDING, WITHOUT LIMITATION, FOR THE PURPOSE OF DETECTING CONDITIONS AND HAS SATISFIED ITSELF AS TO THEIR PHYSICAL AND OPERATIONAL CONDITION. GRANTEE IS

RELYING SOLELY UPON THE RESULTS OF SUCH INSPECTION OF THE PERSONALTY AND SHALL ACCEPT ALL OF THE SAME IN THEIR "AS IS, WHERE IS" CONDITION AND "WITH ALL FAULTS".

This Deed may be executed in several original counterparts. Each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts shall constitute but one and the same Deed.

[Signature and Acknowledgment of Grantor on Next Page]

EXECUTED as of the date set forth in the acknowledgment of Grantor below, to be effective, however, as of December 13, 2004.

GRANTOR:

VALERO REFINING – TEXAS, L.P.

200

By: Valero Corporate Services Company, its general partner

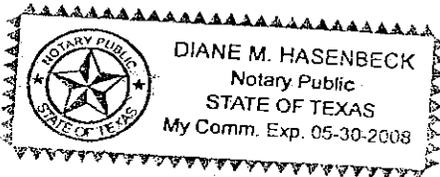
By: *Joseph W. Gorder*
Joseph W. Gorder,
Senior Vice President,

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

This instrument was acknowledged before me this 13th day of December, 2004, by Joseph W. Gorder, as a Senior Vice President of Valero Corporate Services Company, a Delaware corporation and the general partner of Valero Refining – Texas, L.P., a Texas limited partnership, on behalf of said legal entity.

[Seal]

Diane M. Hasenbeck
[Signature of Notary]



Printed Name: _____
Notary Public, State of Texas
My Commission Expires: _____

Deed
EXHIBIT A
(Morgan's Point Plant Complex)

All of the following tracts, piece or parcels of real property or interests in real property (sometimes herein referred to as "TRACT ONE"):

Parcel A: A 45.75 acre tract, more or less, out of the Johnson Hunter Survey, Abstract No. 35, Harris County, Texas, and being more particularly described by metes and bounds on Exhibit "A-1" attached hereto (Parcel A).

Parcel B: 19.51 acre tract, more or less, out of the Enoch Brinson Survey, Abstract No. 5 and the Johnson Hunter Survey, Abstract No. 35, Harris County, Texas, and being more particularly described by metes and bounds on Exhibit "A-2" attached hereto (Parcel B).

Parcel C: A 1.597 acre tract, more or less, out of the Johnson Hunter Survey, Abstract No. 35 Harris County, Texas, being Part of Block 1506 of the Nebraska Syndicate Subdivision of the Town of LaPorte and being more particularly described by metes and bounds on Exhibit "A-3" attached hereto. (Parcel C).

Parcel D: A 1.260 acre tract, more or less, out of the Johnson Hunter Survey, Abstract No. 35 Harris County, Texas, being Part of Block 1507 of the Nebraska Syndicate Subdivision of the Town of LaPorte and being more particularly described by metes and bounds on Exhibit "A-4" attached hereto. (Parcel D)

Parcel E: A 0.0145 acre tract, more or less, described as a Road right-of-way and easement 36 feet wide across the Houston Pipe Line Company 3.235 acre fee strip in the Johnson Hunter Survey, Abstract No. 35, Harris County, Texas and being more particularly described in instrument recorded in Volume 3133, Page 658 of the Deed Records of Harris County, Texas and by metes and bounds on Exhibit "A-5" attached hereto. (Parcel E)

Parcel F: Pipeline right-of-way and easement over a 1.7543 acre tract, more or less, out of the Johnson Hunter Survey, Abstract No. 35, Harris County, Texas, and being more particularly described in instrument recorded under Clerk's File No. K-992365 of the Real Property Records of Harris County, Texas and by metes and bounds on Exhibit "A-6" attached hereto (Parcel F).

Parcel G: A 0.0704 acre tract, more or less, out of the Enoch Brinson Survey, Abstract No. 5, Harris County, Texas, and being more particularly described by metes and bounds on Exhibit "A-7" attached hereto (Parcel G).

Deed
EXHIBIT A-1
(Morgans Point Plant Complex)

TRACT OF 45.75 ACRES SITUATED IN THE
THE JOHNSON HUNTER SURVEY, A-35
HARRIS COUNTY, TEXAS (Parcel A)

Metes and bounds description of a 45.75 acre tract of land situated in the Johnson Hunter Survey, Abstract 35, Harris County, Texas, said 45.75 acre tract being that same called 45.7548 acre tract conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.), Harris County, Texas, said 45.7548 acre tract being described in File Number U141163, Film Code 529-79-2311, H.C.O.P.R.R.P., said 45.75 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on a deed bearing of South 70°51'00" East for the South line of said 45.7548 acre tract and as shown on attached plat.

BEGINNING at a 5/8" iron rod found at the Southwest corner of the herein described tract, said Southwest corner being at the intersection of the North line of a 20 foot wide fee strip to Houston Pipe Line Company, as recorded in Volume 2500, Page 385 Harris County Deed Records (H.C.D.R.) with the East ROW line of North Broadway (100' wide);

THENCE, South 70°51'00" East, along the North line of a portion of said Houston Pipe Line Co. fee strip, said portion was conveyed to the Port of Houston Authority as recorded in File Number U801775, Film Code 536-49-1444, H.C.O.P.R.R.P., 2237.05 feet to a 5/8" iron rod with cap found for the most Southerly Southeast corner of the herein described tract;

THENCE, North 19°09'00" East, 50.00 feet to a found cut 'X' in concrete;

THENCE, South 70°51'00" East, 25.01 feet to a nail in concrete found at the beginning of a non-tangent curve to the left;

THENCE, 459.37 feet along said curve to the left having a radius of 432.92 feet, a delta of 60°47'47" and a chord bearing North 49°07'54" East, 438.11 feet to a set 5/8" iron rod with plastic cap;

THENCE, North 18°44'00" East, 358.11 feet to a 5/8" iron rod with plastic cap set for corner;

THENCE, North 30°18'30" West, 183.00 feet to a 5/8" iron rod with plastic cap set for corner;

THENCE, North 21°05'40" West, 192.54 feet to a 5/8" iron rod with plastic cap set for corner;

THENCE, North 67°09'00" West, 616.66 feet to a 1" iron pipe found for corner;

THENCE, South 69°29'00" West, 133.65 feet to a found 1" iron pipe;

THENCE, South 80°23'00" West, 435.11 feet to a found 1" iron pipe;

THENCE, South 87°26'40" West, 253.34 feet to a found 1" iron pipe;

THENCE, North 79°59'40" West, 111.41 feet to a set 5/8" iron rod with plastic cap;

THENCE, South 80°44'10" West, 156.99 feet to a found 1" iron pipe;

THENCE, South 86°41'40" West, 326.78 feet to a found 1" iron pipe;

THENCE, North 89°40'30" West, 478.37 feet to a 5/8" iron rod with plastic cap set for the Northwest corner of the herein described tract, said Northwest corner being in said East ROW line of North Broadway or a projection thereof;

THENCE, South 01°06'00" East, along said East ROW line of North Broadway, 355.27 feet to the **POINT OF BEGINNING** and containing 45.75 acres of land.

Deed
EXHIBIT A-2
(Morgans Point Plant Complex)

**TRACT OF 19.51 ACRES SITUATED IN THE
ENOCH BRINSON SURVEY, A-5 AND THE JOHNSON HUNTER SURVEY, A-35
HARRIS COUNTY, TEXAS (Parcel B)**

Metes and bounds description of a 19.51 acre tract of land situated in the Enoch Brinson Survey, Abstract 5 and in the Johnson Hunter Survey, Abstract 35, said 19.51 acre tract being the residue of a called 20.6718 acre tract conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.), Harris County, Texas, said 20.6718 acre tract being described in File Number U141163, Film Code 529-79-2311, H.C.O.P.R.R.P., said 19.51 acre tract being said 20.6718 acre tract, SAVE and EXCEPT a call 1.166 acre tract conveyed to the State of Texas as recorded in File Number U911923, said 19.51 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on a deed bearing of South 70°51'00" East for the South line of said 20.6718 acre tract and as shown on attached plat.

BEGINNING at a 5/8" iron rod with plastic cap set for the Southeast corner of the herein described tract, said Southeast corner being at the intersection of the North line of a 20 foot wide fee strip to Houston Pipe Line Company as recorded in Volume 2500, Page 385, Harris County Deed Records, with the West ROW line of North Broadway (100' wide);

THENCE, North 70°51'00" West, along the North line of said Houston Pipe Line Co. fee strip and the South line of said 20.6718 acre tract, 3216.71 feet to a 5/8" iron rod with plastic cap set at the Southeasterly corner of a 0.160 acre tract as recorded in File Number F291225;

THENCE, North 19°09'00" East, along the East line of said 0.160 acre tract, 60.00 feet to a PK nail set at the Northeasterly corner of said 0.160 acre tract;

THENCE, North 70°51'00" West, along the North line of said 0.160 acre tract, 131.96 feet to a 5/8" iron rod with plastic cap set in the Easterly R.O.W. line of State Highway 146 (width varies), said 5/8" iron rod being the Northwesterly corner of said 0.160 acre tract;

THENCE, North 08°53'31" West, along said Easterly ROW line of State Highway 146, 60.53 feet to a PK nail set at an angle point in said Easterly ROW line;

THENCE, North 01°14'29" West (called 01°01'53" West), continuing along said Easterly ROW line of State Highway 146, 271.43 feet to an iron rod with a Texas Department of Transportation (TXDOT) aluminum cap found for a corner of said State of Texas 1.166 acre tract, said 1.166 acre tract being out of said 20.6718 acre tract;

THENCE, along the boundaries of said 1.166 acre tract the following bearings and distances:

South 32°06'21" East, 267.55 feet (called 267.11') to a found iron rod with TXDOT cap;

South 20°53'49" East, 148.41 feet to a set 5/8" iron rod with plastic cap;

South 81°25'48" East, 6.99 feet to a set 5/8" iron rod with plastic cap;

North 08°34'13" East, 15.00 feet to a set 5/8" iron rod with plastic cap;

South 81°25'48" East, 139.81 feet to a found iron rod with TXDOT cap;

North 44°51'12" East, 77.33 feet to a found iron rod with TXDOT cap;

South 89°29'18" West, 77.39 feet to a found iron rod with TXDOT cap;

North 24°26'12" West, 136.29 feet to a found iron rod with TXDOT cap;

North 32°04'35" West, 174.29 feet (call=173.25') to an iron rod with TXDOT cap found in the most Northerly Northwest line of said 20.6718 acre tract;

THENCE, along said Northerly Northwest line, South 70°51'00" East, at 1355.00 feet pass a 5/8" iron rod found for reference, and continuing for a total distance of 1474.69 feet to a 5/8" iron rod found at the called mean high tide line of San Jacinto Bay as described in File Number K992364, H.C.O.P.R.R.P.;

THENCE, with said mean high tide of San Jacinto Bay as follows:

South 35°23'45" East, 123.84 feet to a point;

South 50°42'50" East, 128.73 feet to a point;

South 49°04'28" East, 100.98 feet to a point;

South 39°02'23" East, 64.30 feet to a point;

South 45°33'11" East, 65.71 feet to a point;

South 74°48'27" East, 51.12 feet to a point;

South 68°00'11" East, 69.30 feet to a point;

South 64°18'37" East, 116.78 feet to a point;

South 65°41'43" East, 75.74 feet to a point;

South 81°10'34" East, 62.37 feet to a 5/8" iron rod with plastic cap set for corner;

THENCE, South 10°43'27" West, 62.40 feet to 5/8" iron rod with plastic cap set at a point on the old called high bank of San Jacinto Bay;

THENCE, along the old called high bank of San Jacinto Bay, as described in said File Number K992364 and said File Number U141163, as follows:

South 68°45'12" East, a distance of 100.24 feet to a point for corner;
South 86°33'03" East, a distance of 53.85 feet to a point for corner;
South 56°46'46" East, a distance of 50.49 feet to a point for corner;
South 64°54'19" East, a distance of 45.21 feet to a point for corner;
South 65°38'31" East, a distance of 46.48 feet to a point for corner;
South 76°30'01" East, a distance of 50.49 feet to a point for corner;
South 82°10'46" East, a distance of 50.04 feet to a point for corner;
South 64°29'13" East, a distance of 23.41 feet to a point for corner;
South 56°17'31" East, a distance of 31.76 feet to a point for corner;
South 87°54'10" East, a distance of 50.09 feet to a point for corner;
South 77°59'12" East, a distance of 44.28 feet to a point for corner;
North 78°38'34" East, a distance of 58.52 feet to a point for corner;
North 89°49'12" East, a distance of 50.25 feet to a point for corner;
North 89°49'07" East, a distance of 50.25 feet to a point for corner;
South 75°51'14" East, a distance of 33.38 feet to a point for corner;
South 88°44'16" East, a distance of 67.19 feet to a point for corner;
North 76°14'25" East, a distance of 84.76 feet to a point for corner;
North 88°33'48" East, a distance of 64.74 feet to a 5/8" iron rod with plastic cap for the Northeast corner of the herein described tract, said Northeast corner being in said West ROW line of North Broadway or a projection thereof;

THENCE, South 01°06'00" East, along said West ROW line of North Broadway, 280.68 feet to the **POINT OF BEGINNING**, and containing 19.51 acres of land.

Deed
EXHIBIT A-3
(Morgans Point Plant Complex)

TRACT OF 1.597 ACRES SITUATED IN THE
THE JOHNSON HUNTER SURVEY, A-35
HARRIS COUNTY, TEXAS (Parcel C)

Metes and bounds description of a 1.597 acre tract of land situated in the Johnson Hunter Survey, Abstract 35, Harris County, Texas, said 1.597 acre tract being that same called 1.5969 acre tract conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.), Harris County, Texas, said 1.5969 acre tract being described in File Number U141163, Film Code 529-79-2311, H.C.O.P.R.R.P., said 1.5969 acre tract being all of Block 1506 of the Nebraska Syndicate Subdivision of the Town of La Porte, SAVE and EXCEPT that certain 0.3596 acre tract conveyed to Houston Pipe Line Co. as recorded in Vol.7279, Pg. 367, Harris County Deed Records, said 1.597 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on a deed bearing of South 70°51'00" East for the South ROW line of Union Pacific Railroad (formerly G.H.& S.A. RR) and as shown on attached plat.

BEGINNING at a 1" iron pipe found at the intersection of the North ROW line of 'L' Street (80' wide) with the East ROW line of Second Street (60' wide-not open); said 1" iron pipe being the Southwest corner of the herein described tract;

THENCE, North 01°06'00" West, along said East ROW line of Second Street, 375.68 feet to a 1" iron pipe found in said South line of Union Pacific Railroad;

THENCE, South 70°51'00" East, along said South line of Union Pacific Railroad, 219.57 feet to a 1" iron pipe found at the Northwest corner of said 0.3596 acre tract, said 1" iron pipe being the Northeast corner of the herein described tract;

THENCE, South 01°06'00" East, along the West line of said 0.3596 acre tract, 299.68 feet to a 1" iron pipe found in the North ROW line of 'L' Street;

THENCE, South 88°54'00" West, along said North ROW line of 'L' Street, 206.00 feet to the **POINT OF BEGINNING** and containing 1.597 acres of land.

Deed
EXHIBIT A-4
(Morgans Point Plant Complex)

TRACT OF 1.260 ACRES SITUATED IN THE
THE JOHNSON HUNTER SURVEY, A-35
HARRIS COUNTY, TEXAS (Parcel D)

Metes and bounds description of a 1.260 acre tract of land situated in the Johnson Hunter Survey, Abstract 35, Harris County, Texas, said 1.260 acre tract being that same called 1.2601 acre tract conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.), Harris County, Texas, said 1.2601 acre tract being described in File Number U141163, Film Code 529-79-2311, H.C.O.P.R.R.P., said 1.2601 acre tract being all of Block 1507 of the Nebraska Syndicate Subdivision of the Town of La Porte, said 1.260 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on a deed bearing of South 71°51'00" East, for the South ROW line of Union Pacific Railroad (formerly G.H.& S.A. RR) and as shown on attached plat.

BEGINNING at an 1" iron pipe found at the Northeast corner of the herein described tract, said Northeast corner being at the intersection of the South line of said Union Pacific Railroad with the West ROW line of North Broadway (100' wide);

THENCE, South 01°06'00" East, along said West ROW line of North Broadway, 157.28 feet to a 5/8" iron rod found at the intersection of said West ROW line with the North ROW line of 'L' Street (80' wide);

THENCE, South 88°54'00" West, along said North ROW line of 'L' Street, 266.00 feet to a 1" iron pipe found for the Southwest corner of the herein described tract, said Southwest corner being at the intersection of said North ROW line with the East ROW line of First Street (60' wide-not open);

THENCE, North 01°06'00" West, along said East ROW line of First Street, 255.41 feet to a 5/8" iron rod found in the South line of said Union Pacific Railroad;

THENCE, South 70°51'00" East, along the South line of said Union Pacific Railroad, 283.52 feet to the **POINT OF BEGINNING** and containing 1.260 acres of land.

Deed
EXHIBIT A-5
(Morgans Point Plant Complex)

EASEMENT TRACT OF 0.0145 ACRES SITUATED IN THE
THE JOHNSON HUNTER SURVEY, A-35
HARRIS COUNTY, TEXAS (Parcel E)

Metes and bounds description of a 0.0145 acre tract of land situated in the Johnson Hunter Survey, Abstract 35, Harris County, Texas, said 0.0145 acre tract being a part of a called 36 foot wide road easement conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.) said 0.0145 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on a deed bearing of South 70°51'00" East for the South line of a call 45.7548 acre tract as recorded in File Number U141163, Film Code 529-79-2311, H.C.O.P.R.R.P., and as shown on attached plat.

BEGINNING at a 5/8" iron rod found at the Northwest corner of the herein described tract, said Northwest corner being at the intersection of the North line of a 20 foot wide fee strip to Houston Pipe Line Company, as recorded in Volume 2500, Page 385 H.C.D.R., with the East ROW line of North Broadway (100' wide), said Northwest corner being the Southwest corner of said 45.7548 acre tract;

THENCE, South 70°51'00" East, along the North line of a portion of said Houston Pipe Line Co. fee strip, said portion was conveyed to the Port of Houston Authority as recorded in File Number U801775, Film Code 536-49-1444, H.C.O.P.R.R.P., a distance of 36.14 feet to a 5/8" iron rod with cap set for the Northeast corner of the herein described tract;

THENCE, South 24°09'00" West, 20.07 feet to a 5/8" iron rod with plastic cap set in the South line of said 20' wide fee strip, said South line being the North ROW line of Union Pacific Railroad;

THENCE, along said South line, North 70°51'00" West, 27.01 feet to a 5/8" iron rod with plastic cap set at the intersection of said South line with said East ROW line of North Broadway;

THENCE, along said East ROW line, North 01°06'00" West, 21.32 feet to the **POINT OF BEGINNING** and containing 0.0145 acres of land.

Deed
EXHIBIT A-6
(Morgans Point Plant Complex)

**EASEMENT TRACT OF 1.7543 ACRES SITUATED IN THE
THE JOHNSON HUNTER SURVEY, A-35
HARRIS COUNTY, TEXAS (Parcel F)**

Metes and bounds description of a 1.7543 acre easement tract of land situated in the Johnson Hunter Survey, Abstract 35, Harris County, Texas, said 1.7543 acre tract being that same called 1.7543 acre tract conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.), Harris County, Texas, said 1.7543 acre tract being described in File Number K992365, Film Code 074-68-1536, H.C.O.P.R.R.P., said 1.7543 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on a deed bearing of South 70°51'00" East for the South line of a call 45.7548 acre tract as recorded in said File Number V150310 and as shown on attached plat.

BEGINNING at a 5/8" iron rod with plastic cap set for the Southwest corner of the herein described tract, said Southwest corner being in a Northeasterly line of said 45.7548 acre tract, said "POINT OF BEGINNING" being North 67°09'00" West, 72.41 feet from a 5/8" iron rod with cap set for a corner of said 45.7548 acre tract;

THENCE, North 80°57'39" East, along an existing chain link fence, 514.82 feet to a 5/8" iron rod with cap set for the Southeast corner, said Southeast corner being the Southwest corner of a call 3.9889 lease tract as recorded in File Number K992367, H.C.O.P.R.R.P.;

THENCE, North 09°02'21" West, 124.32 feet to a 5/8" iron rod with plastic cap set for the Northeast corner of the herein described tract;

THENCE, South 80°57'39" West, 714.63 feet to a 5/8" iron rod with plastic cap set in said Northeasterly line of said 45.7548 acre tract, said iron rod being South 67°09'00" East, 308.93 feet from a 1" iron pipe found at the most Northerly corner of said 45.7548 acre tract;

THENCE, along said Northeasterly line, South 67°09'00" East, 235.32 feet to the **POINT OF BEGINNING** and containing 1.7543 acres of land.

Deed
EXHIBIT A-7
(Morgans Point Plant Complex)

TRACT OF 0.0704 ACRES SITUATED IN THE
THE ENOCH BRINSON SURVEY, A-5
HARRIS COUNTY, TEXAS (Parcel G)

Metes and bounds description of a 0.0704 acre tract of land situated in the Enoch Brinson Survey, Abstract 5, Harris County, Texas, said 0.0704 acre tract being conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.), Harris County, Texas, that same called 0.070 acre tract as recorded in Volume 4156, Page 305, Harris County Deed Records (H.C.D.R.), Harris County, Texas, said 0.0704 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on the Texas Coordinate System, South Central Zone and as shown on attached plat.

BEGINNING at a 5/8" iron rod with plastic cap set for the Northwest corner of the herein described tract, said Northwest corner being the Northeast corner of a call 0.557 acre tract as described in Volume 3391, Page 539, H.C.D.R., said corner being in the South ROW line of Union Pacific Railroad;

THENCE, along said South ROW line, South 72°52'00" East, 96.00 feet to a 5/8" iron rod with plastic cap set for the Northeast corner;

THENCE, South 17°08'00" West, 30.00 feet to a set 5/8" iron rod with plastic cap;

THENCE, North 72°52'00" West, 107.21 feet to a 5/8" iron rod with plastic cap set in the East line of said 0.557 acre tract;

THENCE, along the East line of said 0.557 acre tract, North 37°37'40" East, 32.03 feet to the **POINT OF BEGINNING** and containing 0.0704 acres of land.

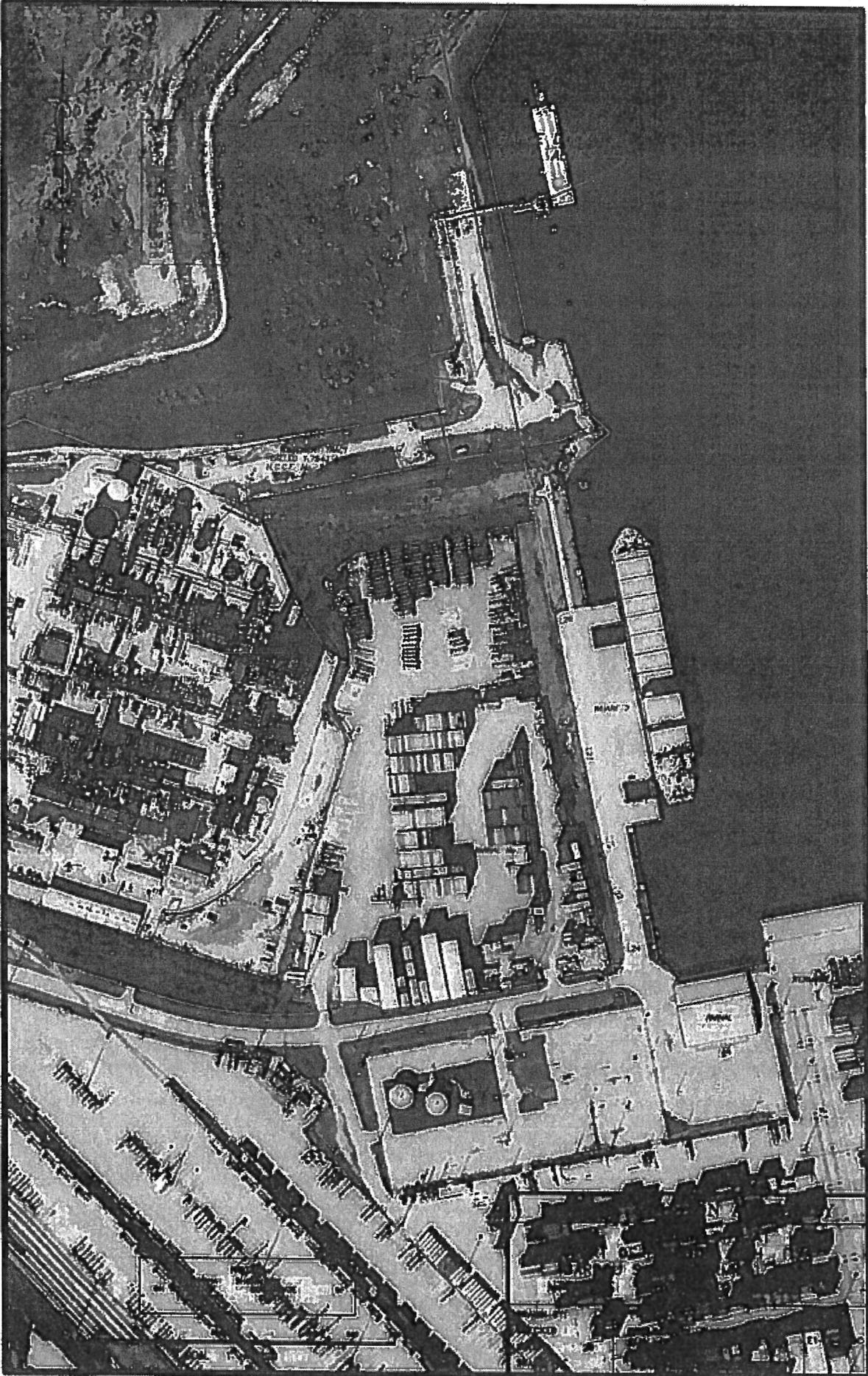
Tab #9

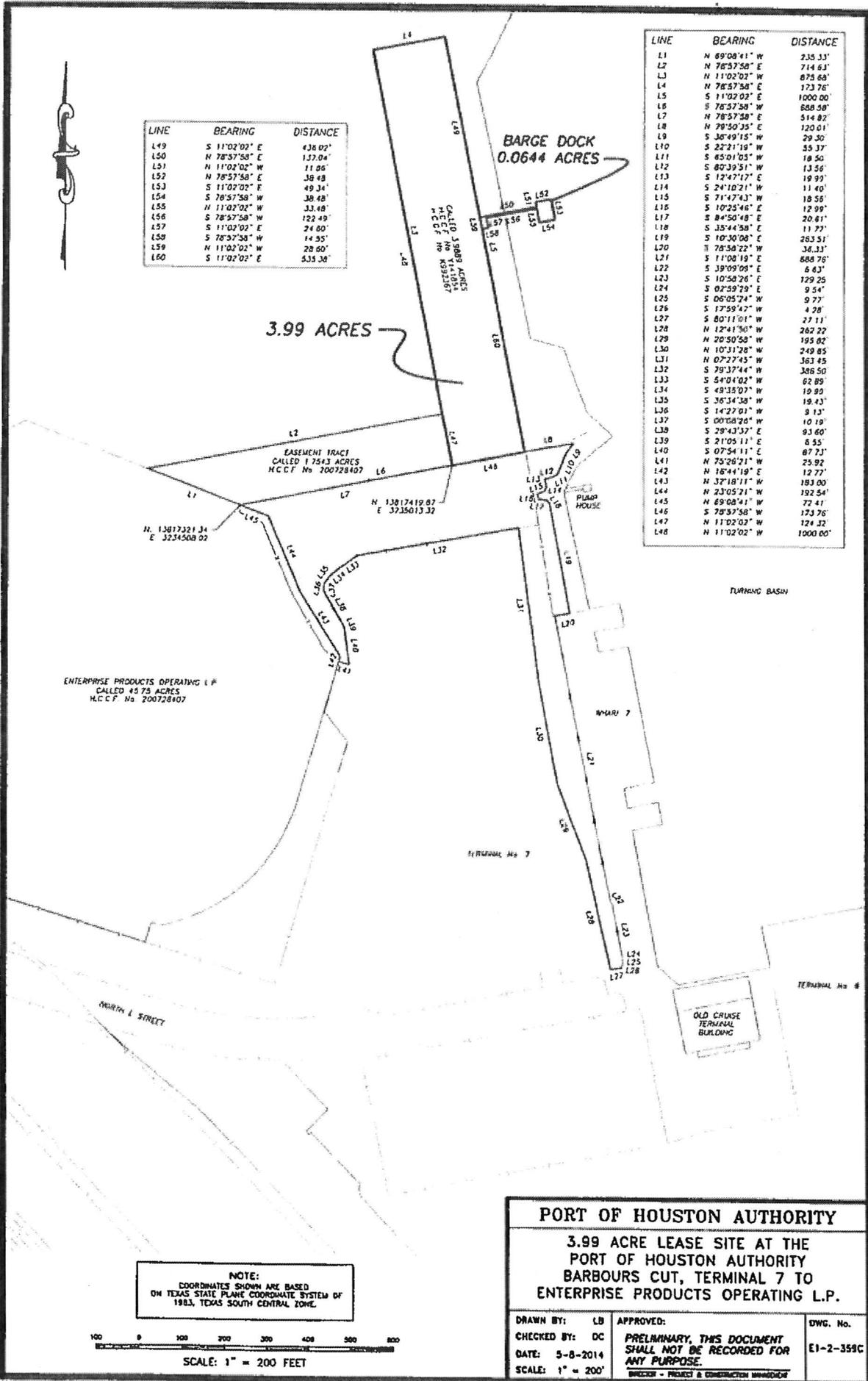
Item 2

Land Leased by Applicant

EXHIBIT "A-1"

**3.99-ACRE OF UPLAND AND 0.0644-ACRE OF SUBMERGED LAND
PORTION OF THE LEASED PREMISES**





LINE	BEARING	DISTANCE
L49	S 11°02'02" E	438.02'
L50	N 78°57'58" E	157.04'
L51	N 11°02'02" W	11.06'
L52	N 78°57'58" E	38.48'
L53	S 11°02'02" E	49.34'
L54	S 78°57'58" W	38.48'
L55	N 11°02'02" W	33.48'
L56	S 78°57'58" W	122.49'
L57	S 11°02'02" E	24.00'
L58	S 78°57'58" W	14.35'
L59	N 11°02'02" W	28.60'
L60	S 11°02'02" E	535.38'

LINE	BEARING	DISTANCE
L1	N 89°08'41" W	235.33'
L2	N 78°57'58" E	714.63'
L3	N 11°02'02" W	875.68'
L4	N 78°57'58" E	173.76'
L5	S 11°02'02" E	1000.00'
L6	S 78°57'58" W	888.58'
L7	N 78°57'58" E	514.82'
L8	N 79°50'35" E	120.01'
L9	S 36°49'15" W	29.30'
L10	S 22°21'19" W	55.37'
L11	S 85°01'03" W	18.50'
L12	S 80°39'51" W	13.56'
L13	S 12°47'17" E	19.99'
L14	S 24°10'21" W	11.40'
L15	S 71°47'43" W	10.56'
L16	S 10°25'46" E	12.99'
L17	S 84°50'48" E	20.41'
L18	S 35°44'58" E	11.77'
L19	S 10°30'08" E	263.51'
L20	N 78°58'22" W	36.33'
L21	S 11°08'19" E	888.78'
L22	S 39°09'09" E	6.63'
L23	S 10°58'26" E	129.25'
L24	S 02°59'29" E	9.54'
L25	S 06°05'24" W	9.77'
L26	S 17°59'42" W	4.28'
L27	S 80°11'01" W	27.11'
L28	N 12°41'36" W	262.22'
L29	N 20°50'58" W	195.82'
L30	N 10°31'28" W	249.85'
L31	N 02°27'45" W	363.45'
L32	S 29°37'44" W	386.50'
L33	S 54°04'02" W	62.89'
L34	S 49°35'07" W	19.80'
L35	S 36°34'38" W	19.43'
L36	S 14°27'01" W	9.13'
L37	S 00°58'26" W	10.19'
L38	S 28°43'32" E	93.60'
L39	S 21°05'11" E	6.55'
L40	S 07°54'11" E	87.73'
L41	N 75°28'21" W	25.92'
L42	N 18°44'19" E	12.77'
L43	N 37°18'11" W	193.00'
L44	N 23°05'21" W	192.54'
L45	N 89°08'41" W	77.41'
L46	S 78°57'58" W	173.76'
L47	N 11°02'02" W	124.32'
L48	N 11°02'02" W	1000.00'

NOTE:
 COORDINATES SHOWN ARE BASED
 ON TEXAS STATE PLANE COORDINATE SYSTEM OF
 1983, TEXAS SOUTH CENTRAL ZONE.

SCALE: 1" = 200 FEET

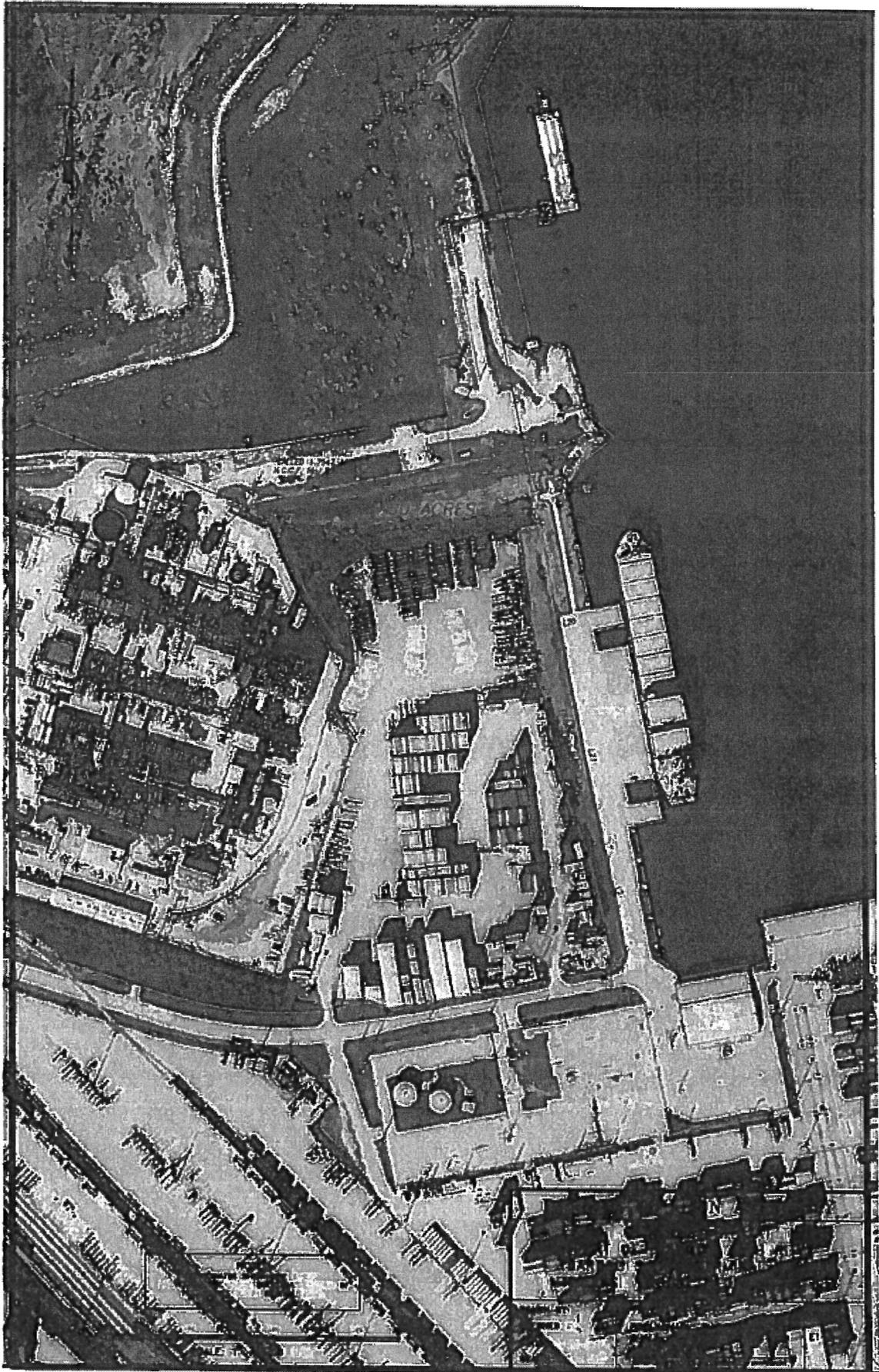
PORT OF HOUSTON AUTHORITY

**3.99 ACRE LEASE SITE AT THE
 PORT OF HOUSTON AUTHORITY
 BARBOURS CUT, TERMINAL 7 TO
 ENTERPRISE PRODUCTS OPERATING L.P.**

DRAWN BY: LB	APPROVED:	DWG. No.
CHECKED BY: DC	PRELIMINARY, THIS DOCUMENT SHALL NOT BE RECORDED FOR ANY PURPOSE.	E1-2-359C
DATE: 5-8-2014		
SCALE: 1" = 200'	BRUCE - PROJECT & CONSTRUCTION MANAGER	

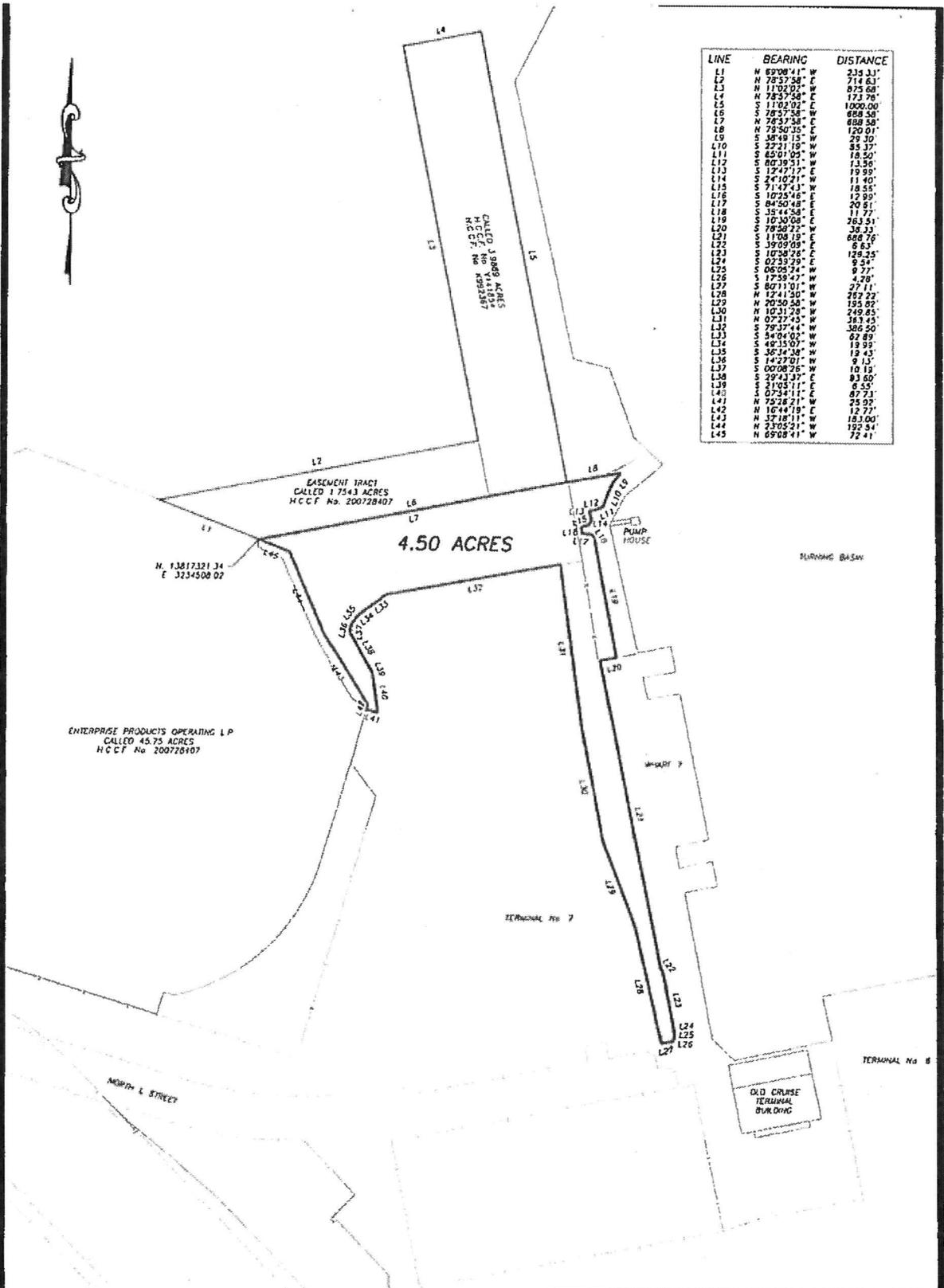
EXHIBIT "A-2"

4.50-ACRE OF UPLAND PORTION OF THE LEASED PREMISES





LINE	BEARING	DISTANCE
L1	N 89°08'41" W	235.33'
L2	N 78°37'58" E	714.63'
L3	N 11°02'02" W	875.68'
L4	N 78°37'58" E	173.78'
L5	S 11°02'02" E	1000.00'
L6	S 78°37'58" W	688.58'
L7	N 78°37'58" E	688.58'
L8	N 79°30'35" E	120.01'
L9	S 38°48'15" W	29.30'
L10	S 22°21'19" W	35.37'
L11	S 65°01'05" W	18.50'
L12	S 80°39'31" W	13.50'
L13	S 12°47'17" E	19.99'
L14	S 21°05'21" W	11.40'
L15	S 51°47'41" W	18.55'
L16	S 10°25'46" E	12.99'
L17	S 84°50'48" E	20.91'
L18	S 35°44'58" E	11.77'
L19	S 10°30'08" E	263.31'
L20	S 78°50'22" W	38.33'
L21	S 11°08'19" E	688.76'
L22	S 39°09'09" E	6.83'
L23	S 10°58'24" E	129.25'
L24	S 02°33'29" E	9.51'
L25	S 06°08'24" W	9.77'
L26	S 17°59'47" W	4.20'
L27	S 80°11'01" W	27.11'
L28	N 12°41'30" W	282.22'
L29	N 20°50'50" W	195.82'
L30	N 10°31'28" W	249.85'
L31	N 07°27'45" W	383.45'
L32	S 78°37'44" W	306.50'
L33	S 54°04'02" W	82.89'
L34	S 48°15'07" W	18.99'
L35	S 35°34'38" W	18.43'
L36	S 14°27'07" W	9.13'
L37	S 00°08'26" W	10.15'
L38	S 29°43'37" E	83.60'
L39	S 21°05'11" E	6.55'
L40	S 07°34'11" E	87.31'
L41	N 75°28'21" W	95.92'
L42	N 16°44'19" E	12.77'
L43	N 57°18'11" W	183.00'
L44	N 23°05'21" W	192.94'
L45	N 89°08'41" W	72.41'



ENTERPRISE PRODUCTS OPERATING L.P.
CALLED 45.75 ACRES
H.C.C.F. No. 200726107

EASEMENT TRACT
CALLED 1.7543 ACRES
H.C.C.F. No. 200728407

4.50 ACRES

N. 13817321.34
E. 3234508.02

MORIM L STREET

TERMINAL No 7

MURKINS BASIN

WHARF 7

OLD CRUISE
TERMINAL
BUILDING

TERMINAL No 8

NOTE:
COORDINATES SHOWN ARE BASED
ON TEXAS STATE PLANE COORDINATE SYSTEM OF
1983, TEXAS SOUTH CENTRAL ZONE.

100 0 100 200 300 400 500 600 800
SCALE: 1" = 200 FEET

PORT OF HOUSTON AUTHORITY		
4.50 ACRE LEASE SITE AT THE PORT OF HOUSTON AUTHORITY BARBOURS CUT, TERMINAL 7 TO ENTERPRISE PRODUCTS OPERATING L.P.		
DRAWN BY: LB	APPROVED:	DWG. No.
CHECKED BY: DC	PRELIMINARY, THIS DOCUMENT SHALL NOT BE RECORDED FOR ANY PURPOSE.	E1-2-359
DATE: 1-23-2014	DIRECTOR - PROJECT & CONSTRUCTION MANAGEMENT	
SCALE: 1" = 200'		

EXHIBIT "A-3"

DREDGE AREA

Tab # 10

Existing Property Description



State	County / Tax District	Account	Legal Description	Rate	Assessment	Estimated Tax
04013 - Morgan's Point Tank Farm						
TX						
Harris						
Harris County	La Porte	0243040060001	Tr 1506 Blk 1506 La Porte ~ 1.597 Acres - Valero	\$0.008	27,826	\$228.61 F
Harris County	La Porte	0243040060001	Tr 1506 Blk 1506 La Porte ~ 1.597 Acres ~ 1200 N Broadway St - Acct ID 5207 - ISD & City	\$0.022	27,826	\$601.04 F
Harris County	La Porte	0243040070001	Tr 1507 Blk 1507 La Porte ~ 1.26 Acres - Valero	\$0.008	388,099	\$3,188.55 F
Harris County	La Porte	0243040070001	Tr 1507 Blk 1507 La Porte ~ 1.26 Acres ~ 1200 N Broadway St ~ Value not yet certified - Acct ID 5209	\$0.022	388,099	\$8,382.94 F
Harris County	La Porte	0270830000011	Tr 34 & 34B (020*N PT Blks 25 26 & 27) ABST 35 Johnson Hunter Nebraska Syndicate ~ 5.9899 Acres - Valero	\$0.008	417,472	\$3,429.86 F
Harris County	La Porte	0270830000011	Tr 34 & 34B (020*N PT Blks 25 26 & 27) ABST 35 Johnson Hunter Nebraska Syndicate ~ 5.9899 Acres ~ 1200 N Broadway St - Acct ID 5328	\$0.022	417,472	\$9,017.39 F
Harris County	La Porte	0401740000025	Tr 3G-1 ABST 5 E Brinson ~ 0.07 Acres - Valero	\$0.008	3,811	\$31.30 F
Harris County	La Porte	0401740000025	Tr 3G-1 ABST 5 E Brinson ~ 0.07 Acres ~ La Porte Hwy (225) 77571 - Acct ID 6050	\$0.015	3,811	\$55.26 F
Harris County	La Porte	0401770000021	Tr 4 & 4B ABST 5 E Brinson ~ 10.19 Acres (Land Only) - Valero	\$0.008	798,978	\$6,564.25 F
Harris County	La Porte	0401770000021	Tr 4 & 4B ABST 5 E Brinson ~ 10.19 Acres (Land Only) - Acct ID 6059	\$0.022	798,978	\$17,257.92 F
Harris County	La Porte	0402720000003	Tr 10 (020&072*TR 55) ABST 35 J Hunter ~ 45.75 Acres - Valero	\$0.008	5,947,952	\$48,867.25 F
Harris County	La Porte	0402720000003	Tr 10 (020&072*TR 55) ABST 35 J Hunter ~ 45.75 Acres ~ 1200 N Broadway St - Acct ID 6270	\$0.023	5,947,952	\$134,966.22 F
Harris County	La Porte	0402720000009	Tr 5B & 5C ABST 35 J Hunter ~ 3.3282 Acres - Valero	\$0.008	65,239	\$535.99 F
Harris County	La Porte	0402720000009	Tr 5B & 5C ABST 35 J Hunter ~ 3.3282 Acres ~ 1200 N Broadway St - Acct ID 6272	\$0.022	65,239	\$1,409.17 F
Harris County	La Porte	1044574	Various Vehicles - New Acct. for Morgans Point Vehicles- SR ck before payment assmt or sub??	\$0.008	84,101	\$690.96 F
Harris County	La Porte	1044574	Various Vehicles - New Acct. for Morgans Point Vehicles- SR ck before payment assmt or sub??	\$0.022	84,101	\$1,816.58 F
Harris County	La Porte	2203145	Pollution Control Account # 17680 - No Taxes Due-TCEQ #17680	\$0.008	0	\$0.00 F
Harris County	La Porte	2203145	Pollution Control Account # 17680 - No Taxes Due-TCEQ #17680	\$0.020	0	\$0.00 F
Harris					7,733,478	\$237,043.29
Estimate for Cost Center 04013 - Morgan's Point Tank Farm					7,733,478	\$237,043.29



<i>State County / Tax District</i>	<i>Account</i>	<i>Legal Description</i>	<i>Rate</i>	<i>Assessment</i>	<i>Estimated Tax</i>
------------------------------------	----------------	--------------------------	-------------	-------------------	----------------------

			7,733,478	\$237,043.29
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Total Amount Estimated	\$0.00
Total Amount Final	\$237,043.29
Total Tax Paid for Enterprise Products Operating LP	\$237,043.29



State	County / Tax District	Account	Property Type	Ratio	FMV	Rate	Assessment	Taxes Paid						
TX	Harris / Harris County	04027200000004	Real Estate	100.00%	\$322,860	\$0.0082	\$322,860	\$2,652.55 F						
TX	Harris / La Porte	04027200000004	Real Estate	100.00%	\$322,860	\$0.0216	\$322,860	\$6,973.78 F						
			Harris		\$322,860.00	\$0.0298	\$322,860.00	\$9,626.33						
		Estimate for Cost Center 04012 - Morgan's Point Truck & Rail			\$322,860.00	\$0.0298	\$322,860.00	\$9,626.33						
		Total Tax Paid for Enterprise Products Operating LP			\$322,860.00	\$0.0298	\$322,860.00	\$9,626.33						
<table border="1"> <tr> <td>Total Amount Estimated</td> <td>\$0.00</td> </tr> <tr> <td>Total Amount Final</td> <td>\$9,626.33</td> </tr> <tr> <td colspan="2">Total Tax Paid for Enterprise Products Operating LP</td> <td>\$9,626.33</td> </tr> </table>								Total Amount Estimated	\$0.00	Total Amount Final	\$9,626.33	Total Tax Paid for Enterprise Products Operating LP		\$9,626.33
Total Amount Estimated	\$0.00													
Total Amount Final	\$9,626.33													
Total Tax Paid for Enterprise Products Operating LP		\$9,626.33												



State County / Tax District		Account	Legal Description	Rate	Assessment	Estimated Tax
02550 - Morgan's Point-Shared services						
TX						
Harris						
Harris County	1010243		SOLD in 2014 - M & E Plant Spares & Inventory @ Dresser-Rand - 2-1010243	\$0.013	125,000	\$1,600.00 Est
Spring Branch ISD	1010243		SOLD in 2014 - M & E Plant Spares & Inventory @ Dresser-Rand - Valero	\$0.014	125,000	\$1,743.13 F
Harris County	1033607		0.34 Miles 6" 1955 - Valero - Harris Co. formerly 1043669, Harris/SJJC	\$0.008	3,620	\$29.74 F
Pasadena ISD	1033607		0.34 Miles 6" 1955 - Pasadena ISD	\$0.014	3,620	\$48.87 F
Harris County	1033613		0.19 Miles 6" 1956 - Valero - Harris Co. formerly 1043671,Harris/SJJC	\$0.008	2,020	\$16.77 Est
Pasadena ISD	1033613		0.19 Miles 6" 1956 -	\$0.014	2,020	\$27.27 F
Harris County	1043673		20.17 Miles 6" 1956 - Valero - Harris Co. Formerly 1043674. Harris/SJJC	\$0.008	214,950	\$1,784.09 Est
La Porte	1043673		20.17 Miles 6" 1956 - Valero - ISD	\$0.022	214,950	\$4,642.93 F
Deer Park City	1043679		2.42 Miles 6" 1956 - Deer Park City -Formerly 1043682	\$0.007	25,790	\$185.69 F
Harris County	1043679		2.42 Miles 6" 1956 - Harris Co. Formerly 1043680, Harris/SJJC	\$0.024	25,790	\$616.38 Est
Harris County	1043683		6.71 Miles 8" 1957 - Harris/SJJC	\$0.008	71,510	\$593.53 Est
La Porte	1043683		6.71 Miles 8" 1957 - Valero - ISD	\$0.015	71,510	\$1,036.90 F
Goose Creek CISD	1043687		6.71 Miles 6" 1955 - ISD was 1043675	\$0.017	71,510	\$1,210.37 F
Harris County	1043687		6.71 Miles 6" 1955 - Harris Co	\$0.006	71,510	\$454.80 F
Clear Creek ISD	1043688		6.66 Miles 6" 1956 - Harris Co	\$0.014	70,970	\$993.58 F
Harris County	1043688		6.66 Miles 6" 1956 - Harris Co	\$0.006	70,970	\$451.36 F
Clear Creek ISD	1043689		17.22 Miles 6" 1957 - Clear Creek ISD	\$0.014	183,510	\$2,569.14 F
Harris County	1043689		17.22 Miles 6" 1957 - Harris Co	\$0.006	183,510	\$1,167.10 F
Harris County	1043690		8.95 Miles 6" 1960 - Harris Co	\$0.008	95,380	\$783.63 F
La Porte	1043690		8.95 Miles 6" 1960 - La Porte ISD & City	\$0.022	95,380	\$2,060.21 F
Goose Creek CISD	1043695		12.26 Miles 8" 1981 (was 1.74 added 4.62+5.9) - ISD	\$0.017	169,940	\$2,876.38 F
Harris County	1043695		12.26 Miles 8" 1981 (was 1.74 added 4.62+5.9) - Harris Co Formerly 1043696	\$0.006	169,940	\$1,080.79 F
Harris County	1050437		Est. 2012 F&F M&E Computers PENDING 7/28/09 - Harris/SJJC	\$0.008	169,000	\$1,388.47 F
La Porte	1050437		Est. 2012 F&F M&E Computers PENDING 7/28/09 - LaPorte - City & School	\$0.022	169,000	\$3,650.40 F
Harris County	2079562		9.69 MI 6.0" PL 1957 (2013 AND PRIOR WAS UNDER PIP COST CENTER) - Pipeline 2079562	\$0.008	103,270	\$848.45 F



State	County / Tax District	Account	Legal Description	Rate	Assessment	Estimated Tax
TX	02550 - Morgan's Point-Shared services	2079562	9.69 MI 6.0" PL 1957 (2013 AND PRIOR WAS UNDER PIP COST CENTER) - Pipeline 2079562	\$0.015	103,270	\$1,497.42 F
			Harris		1,306,470	\$33,357.40
			Estimate for Cost Center 02550 - Morgan's Point-Shared services		1,306,470	\$33,357.40
					1,306,470	\$33,357.40
Total Amount Estimated						\$4,610.77
Total Amount Final						\$28,746.63
Total Tax Paid for Enterprise Products Operating LP						\$33,357.40



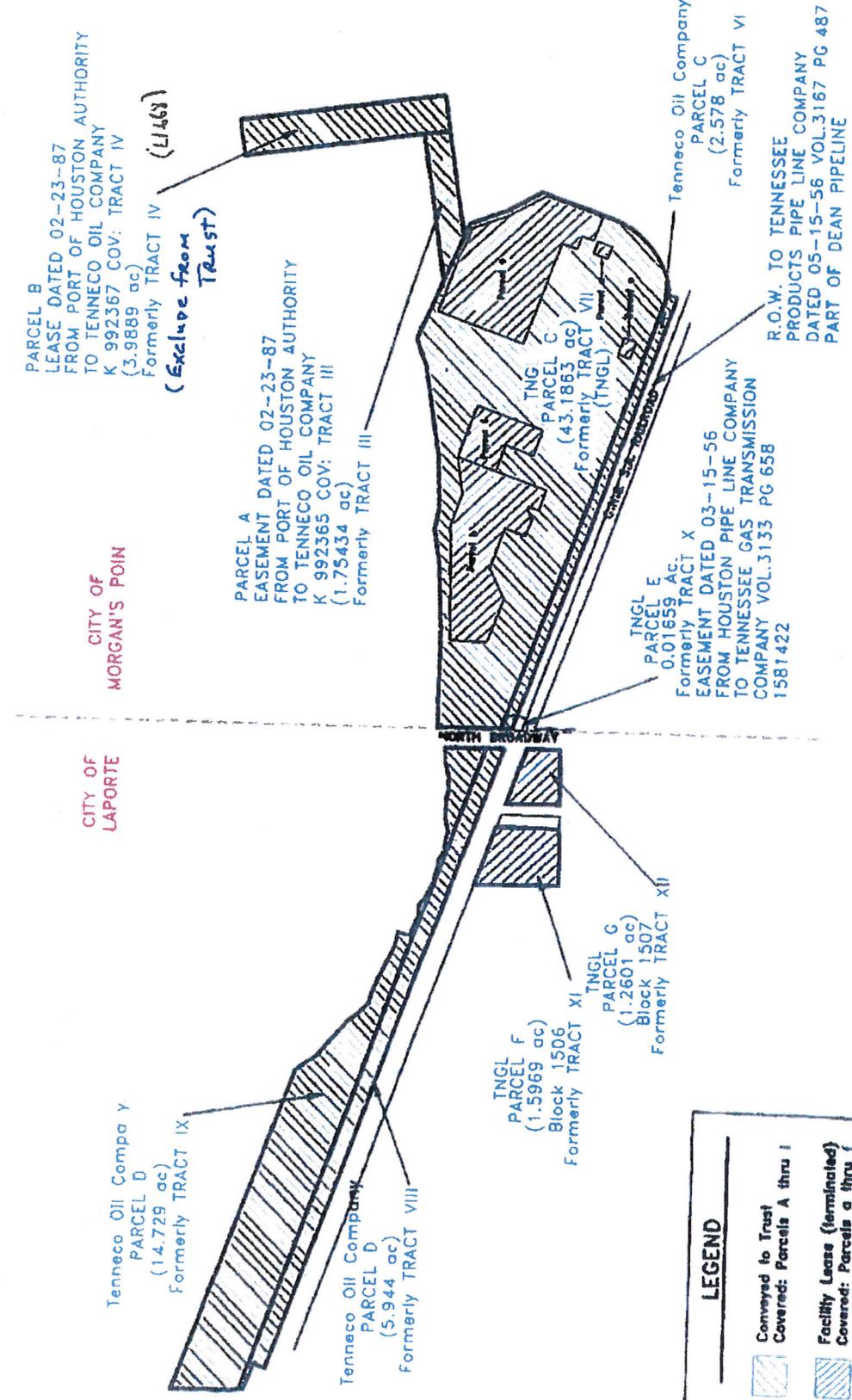
State	County / Tax District	Account	Legal Description	Rate	Assessment	Estimated Tax
23001 - Morgan's Point Crude Oil Loading						
TX						
Harris						
Harris County	2147215	2147215	2.78 Miles 18" 2011 - Harris & SJJC	\$0.008	1,478,850	\$12,149.96 F
La Porte	2147215	2147215	2.78 Miles 18" 2011 - La Porte ISD	\$0.022	1,478,850	\$31,943.17 F
Harris County	2173813	2173813	5.46 Miles 18" 2012 - Harris & SJJC	\$0.008	2,924,330	\$24,025.73 F
La Porte	2173813	2173813	5.46 Miles 18" 2012 - La Porte ISD	\$0.022	2,924,330	\$63,165.53 F
Clear Creek ISD	2173815	2173815	6.79 Miles 18" 2012 -	\$0.014	3,636,670	\$50,913.38 F
Harris County	2173815	2173815	6.79 Miles 18" 2012 -	\$0.006	3,636,670	\$23,128.45 F
Clear Creek ISD	2173816	2173816	Anahuac Meter Station -	\$0.014	1,372,560	\$19,215.84 F
Harris County	2173816	2173816	Anahuac Meter Station -	\$0.009	1,372,560	\$12,143.30 F
Harris County	2173817	2173817	Morgans Point Terminal - Harris & SJJC	\$0.008	1,440,760	\$11,837.01 F
La Porte	2173817	2173817	Morgans Point Terminal - La Porte ISD	\$0.015	1,440,760	\$20,891.02 F
			Harris		10,853,170	\$269,413.39
			Estimate for Cost Center 23001 - Morgan's Point Crude Oil Loading		10,853,170	\$269,413.39
					10,853,170	\$269,413.39
Total Amount Estimated						\$0.00
Total Amount Final						\$269,413.39
Total Tax Paid for Enterprise Products Operating LP						\$269,413.39

LA PORTE/MTBE FACILITY (TRACT 1)

December 23, 1991



Parcels A,B & C are in city of Morgan's Point
Boundary is east line of Broadway

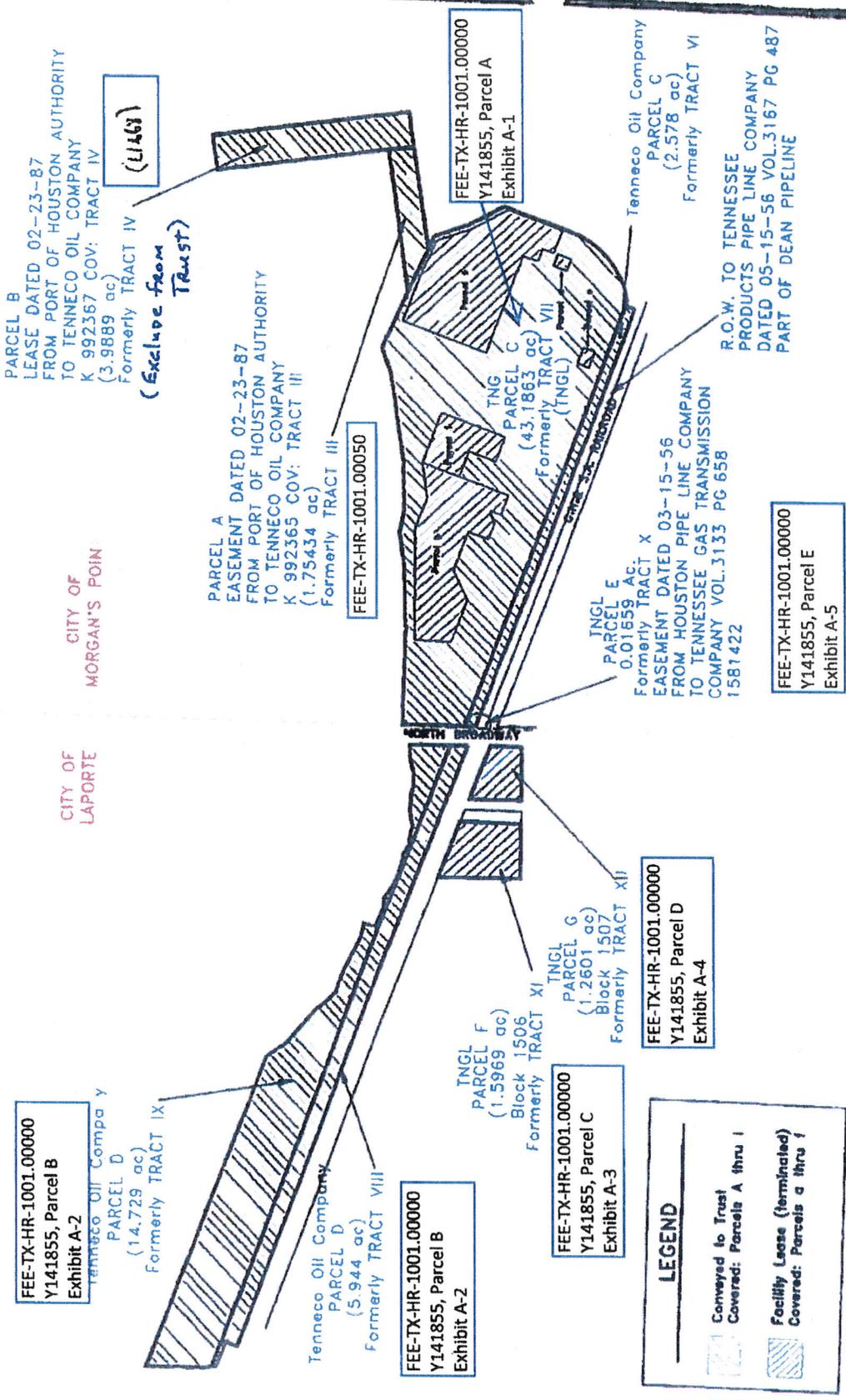


LA PORTE/MTBE FACILITY (TRACT 1)

December 23, 1991

0 500 1000
SCALE IN FEET

Parcels A, B & C are in city of Morgan's Point
Boundary is east line of Broadway



FEE-TX-HR-1001.00000
Y141855, Parcel B
Exhibit A-2
Tenneco Oil Company
PARCEL D
(14.729 ac)
Formerly TRACT IX

CITY OF
LAPORTE

CITY OF
MORGAN'S POINT

PARCEL B
LEASE DATED 02-23-87
FROM PORT OF HOUSTON AUTHORITY
TO TENNECO OIL COMPANY
K 992367 COV: TRACT IV
(3.9889 ac)
Formerly TRACT IV
(L1467)
(Exclude from Tract)

PARCEL A
EASEMENT DATED 02-23-87
FROM PORT OF HOUSTON AUTHORITY
TO TENNECO OIL COMPANY
K 992365 COV: TRACT III
(1.75434 ac)
Formerly TRACT III
FEE-TX-HR-1001.00050

FEE-TX-HR-1001.00000
Y141855, Parcel B
Exhibit A-2

Tenneco Oil Company
PARCEL D
(5.944 ac)
Formerly TRACT VIII

TNGL
PARCEL F
(1.5969 ac)
Block 1506
Formerly TRACT XI

FEE-TX-HR-1001.00000
Y141855, Parcel C
Exhibit A-3

TNGL
PARCEL G
(1.2601 ac)
Block 1507
Formerly TRACT XII

LEGEND

Conveyed to Trust
Covered: Parcels A thru I

Facility Lease (terminated)
Covered: Parcels a thru f

FEE-TX-HR-1001.00000
Y141855, Parcel D
Exhibit A-4

FEE-TX-HR-1001.00050

TNG
PARCEL C
(43.1863 ac)
Formerly TRACT VII
(TNGL)

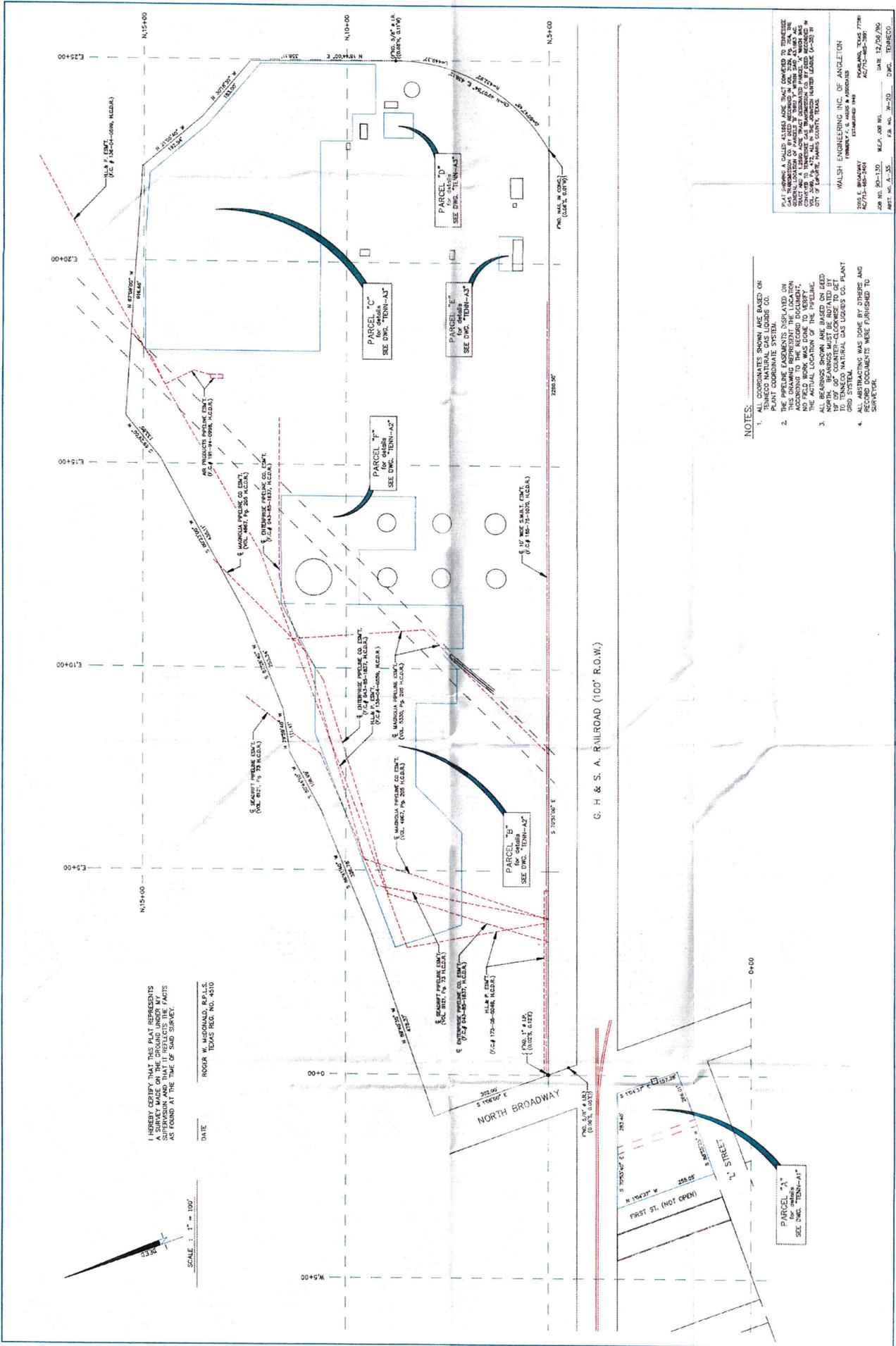
FEE-TX-HR-1001.00000
Y141855, Parcel A
Exhibit A-1

TNGL
PARCEL E
0.01659 Ac
Formerly TRACT X
EASEMENT DATED 03-15-56
FROM HOUSTON PIPE LINE COMPANY
TO TENNESSEE GAS TRANSMISSION
COMPANY VOL.3133 PG 658
1581422

FEE-TX-HR-1001.00000
Y141855, Parcel E
Exhibit A-5

Tenneco Oil Company
PARCEL C
(2.578 ac)
Formerly TRACT VI

R.O.W. TO TENNESSEE
PRODUCTS PIPE LINE COMPANY
DATED 05-15-56 VOL.3167 PG 487
PART OF DEAN PIPELINE



I HEREBY CERTIFY THAT THIS PLAT REPRESENTS A SURVEY MADE ON THE GROUND UNDER MY PERSONAL SUPERVISION AND THAT THE FACTS AS FOUND AT THE TIME OF SAID SURVEY.

DATE _____
 ROGER W. McDONALD, R.P.L.S.
 TEXAS REG. NO. 4510

SCALE : 1" = 100'

- NOTES:**
1. COORDINATES SHOWN ARE BASED ON TENNECO NATURAL GAS LIQUORS CO. PLANT COORDINATE SYSTEM.
 2. THE PREMISE EASEMENTS DISPLAYED ON THIS PLAT ARE BASED ON THE RECORD DOCUMENTS ACCORDING TO THE RECORD DOCUMENTS. THE ACTUAL LOCATION OF THE PREMISE EASEMENTS SHOWN ARE BASED ON FIELD MEASUREMENTS AND SHOULD BE VERIFIED BY THE PROPERTY OWNER.
 3. ALL BEARINGS SHOWN ARE BASED ON FIELD MEASUREMENTS AND SHOULD BE VERIFIED BY THE PROPERTY OWNER.
 4. RECORD DOCUMENTS WERE FURNISHED TO SURVEYOR.

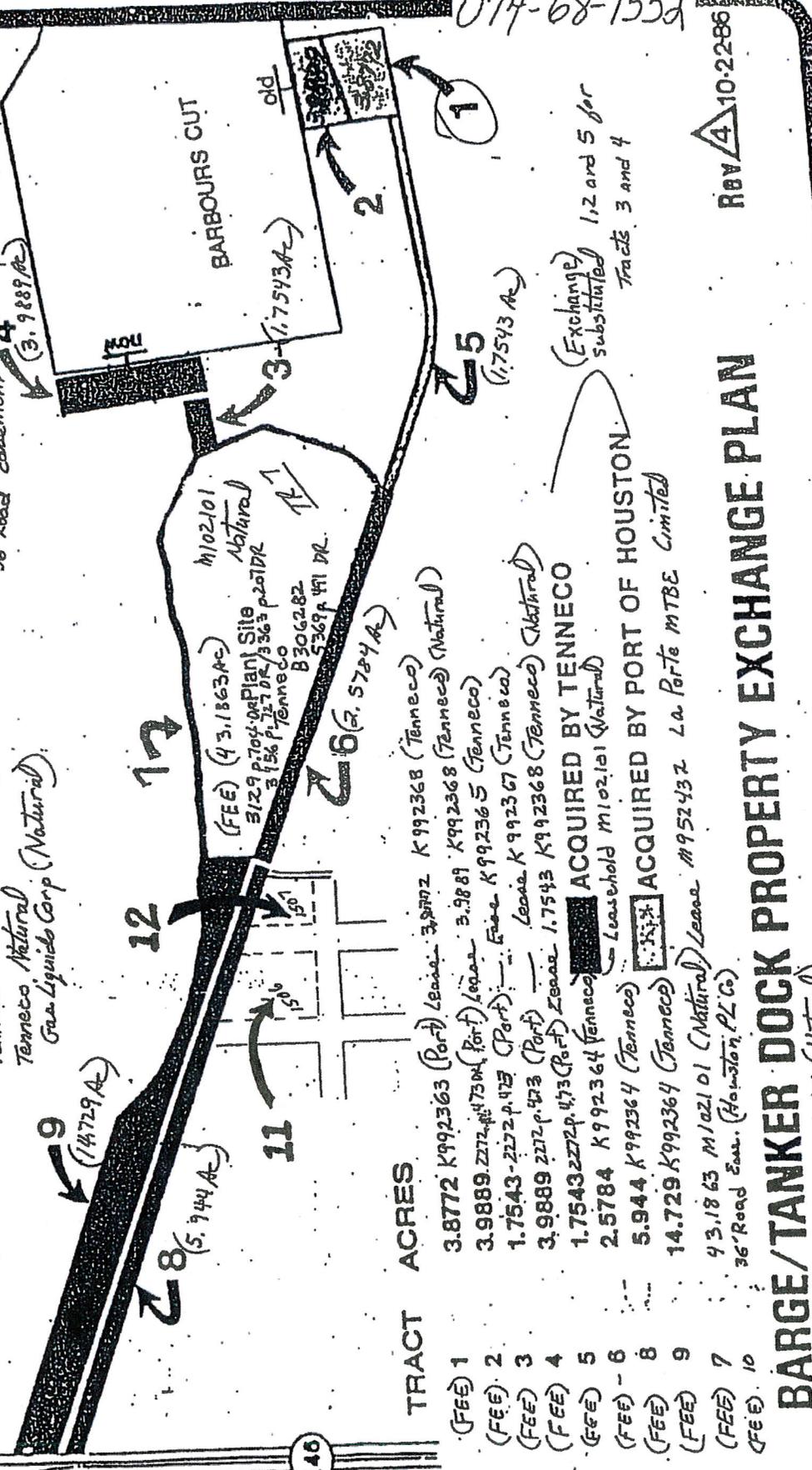
WALSH ENGINEERING INC. OF ANGLETON
 2905 E. BRADSHAW
 ANGLETON, TEXAS 77516
 DATE 12/05/80
 JOB NO. 80-110
 SHEET NO. 30-20
 DWG. TENCOCO

J. K. Adams
COUNTY ENGINEER

EXHIBIT A

WD road
M102101 Tenneco to Natural (Tract 7)
93,1863 Ac Fee (Plant site) (Tracts 5)
1,75434 Ac
3,9889 Ac Leasehold (Tract 2)
2,578 Ac Leasehold (Tract 6)
36" Road Easement 4 (3133 p. 658 DR / 3153 p. 477 DR / 3153 p. 216)

Port of Houston (Port)
Tenneco Oil Co. (Tenneco)
Tenneco Natural
Gas Liquids Corp. (Natural)



074-68-1552

REV 4-10-22-86

TRACT ACRES

- (FEE) 1 3.8772 K992363 (Port) Lease 3,9892 K992368 (Tenneco) (Natural)
- (FEE) 2 3.9889 2272-4730 (Port) Lease 3,9889 K992368 (Tenneco) (Natural)
- (FEE) 3 1.7543 2272-4725 (Port) Fee K992365 (Tenneco)
- (FEE) 4 3.9889 2272-4723 (Port) Lease K992367 (Tenneco) (Natural)
- (FEE) 5 1.7543 2272-473 (Port) Lease 1,7543 K992368 (Tenneco) (Natural)
- (FEE) 6 2.5784 K992364 (Tenneco) ACQUIRED BY TENNECO
Leasehold M102101 (Natural)
- (FEE) 8 5.944 K992364 (Tenneco) ACQUIRED BY PORT OF HOUSTON
Lease M952432 La Porte MTBE Limited
- (FEE) 9 14.729 K992364 (Tenneco) Lease M952432 La Porte MTBE Limited
- (FEE) 7 43,1863 M102101 (Natural) Lease
36" Road Eas. (Houston, P.L.Co)
- (FEE) 10 BIK 1506 M949084 (Natural)
- (FEE) 11 BIK 1507 M949094 (Natural)
- (FEE) 12

(Exchange) substituted
Tracts 1, 2 and 5 for
Tracts 3 and 4

BARGE/TANKER DOCK PROPERTY EXCHANGE PLAN

Part of Doc
K992367

Tab #11

MAPS

Tab # 11

Maps

The proposed project will be sited at Enterprise's Morgan's Point facility located along the Houston Ship Channel, in Harris County, Texas. Attached in this Tab 11 are the following items:

- (a) Project Vicinity:** Map showing the proposed project site in Morgan's Point, Texas in the La Porte Independent School District and a Google Earth depiction of the Morgan's Point area.
- (b) Qualified Investment:** A schematic showing the 2 trains to be constructed at the project site. The equipment list for the 2 trains is referenced in Tab 7. The land, the underlying structure of Wharf 7, and the pre-existing structures identified below as the Clarifier Tank, the Process Water Tank, the Firewater Tank and the Lab Building are not part of the proposed qualified investment property. All other new improvements erected or affixed to the land and the underlying structure of Wharf 7 will be part of the qualified investment property. Further all of Wharf 8 and the improvements erected or affixed thereto will be part of the qualified investment property. None of the new improvements to the proposed qualified property are part of maintenance, renovation, refurbishment, improvement, modification or upgrade of existing property, nor is newly added to replace existing property or to functionally replace existing property.
- (c) Qualified Property:** A Google Earth depiction of the site shows the area for the proposed project. The area shaded in red on this depiction is the area that will be used for the project. All existing equipment and buildings within the red shaded area has been or will be demolished. The existing property identified as Clarifier Tank, Process Water Tank, Fire Water Tank and the Lab Building on this depiction will be re-purposed and used in the project; however are not part of the qualified property. Existing improvements on Wharf 7 are also being demolished. A new wharf will be constructed, identified as Wharf 8. The pipeline to the proposed facility is not part of the qualified property. The docking/loading/terminal facilities will be used exclusively for the export of product manufactured at the proposed facility.
- (d) Existing Property:** Photographs of the proposed project site are attached to show the existing property as of July 11, 2013, prior to the demolition of the existing MTB facility and again on October 30, 2014 as demolition of the old facilities had commenced. The land, the underlying structure of Wharf 7, and the

pre-existing structures identified above as the Clarifier Tank, the Process Water Tank, the Firewater Tank and the Lab Building are not part of the proposed qualified investment property.

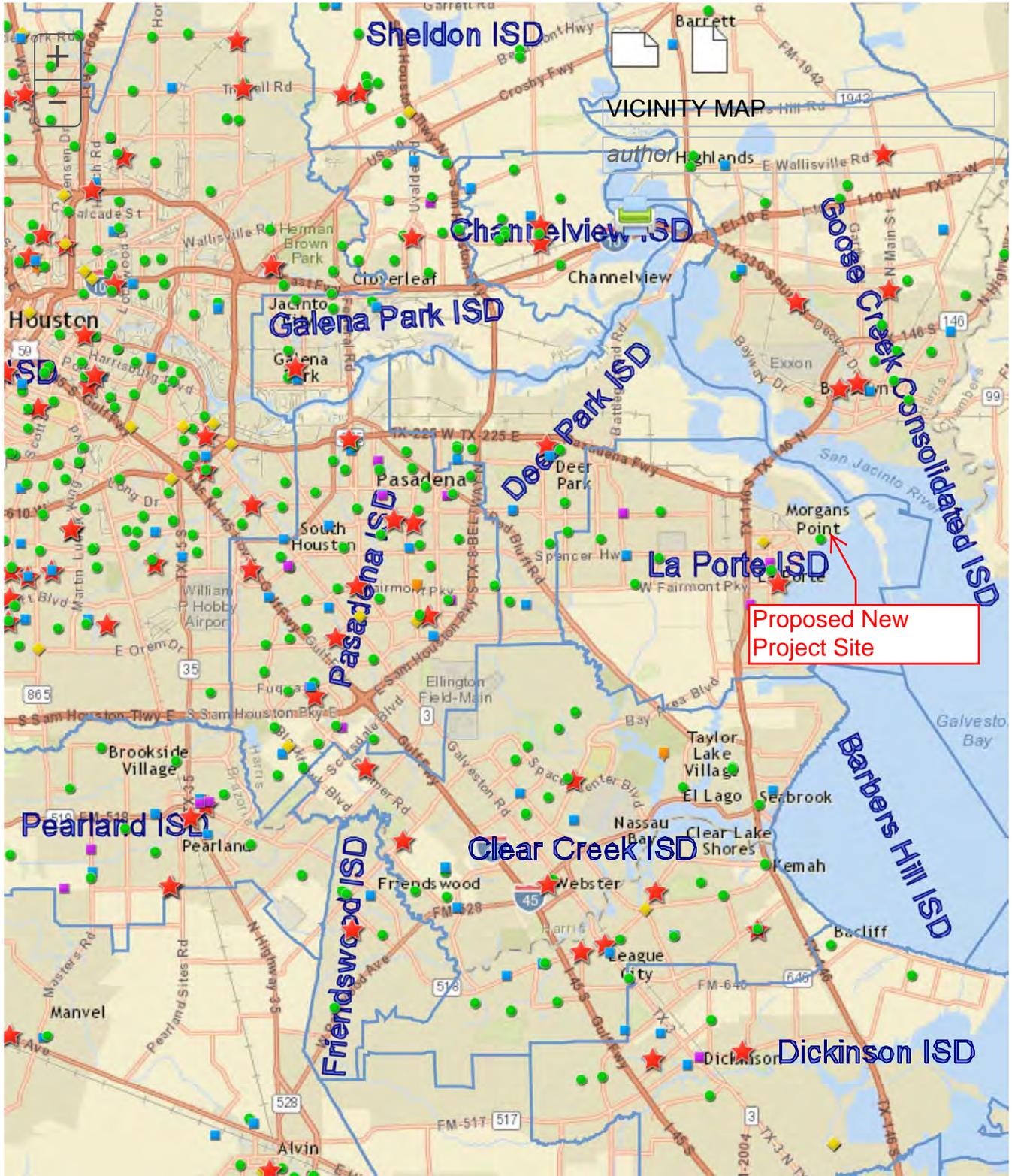
(e) Land Location within Vicinity Map: Map of vicinity is attached. The property is more particularly described in Tab 16 with the metes and bounds description of the Reinvestment Zone.

(f) Reinvestment Zone: A map of the Reinvestment Zone is attached. The boundaries are identified by the yellow line around the tracts of property.

a) Project Vicinity



Texas School District Locator





b) Qualified Investment

c) Qualified Property



Wharf 8

Clarifier Tank

Pipeline

Process Water Tank

Firewater Tank

Wharf 7

Lab Building

New Construction Area

Existing Improvements on Wharf 7 are being demolished

Future Site for Wharf 8

Wharf 7





Lab Building



All remaining improvements will be demolished

Firewater Tank



Clarifier Tank



Process Water Tank



d) Existing Property

October 30, 2014



July 11, 2013



October 30, 2014



July 11, 2013



October 30, 2014



Proposed Project Site

July 11, 2013

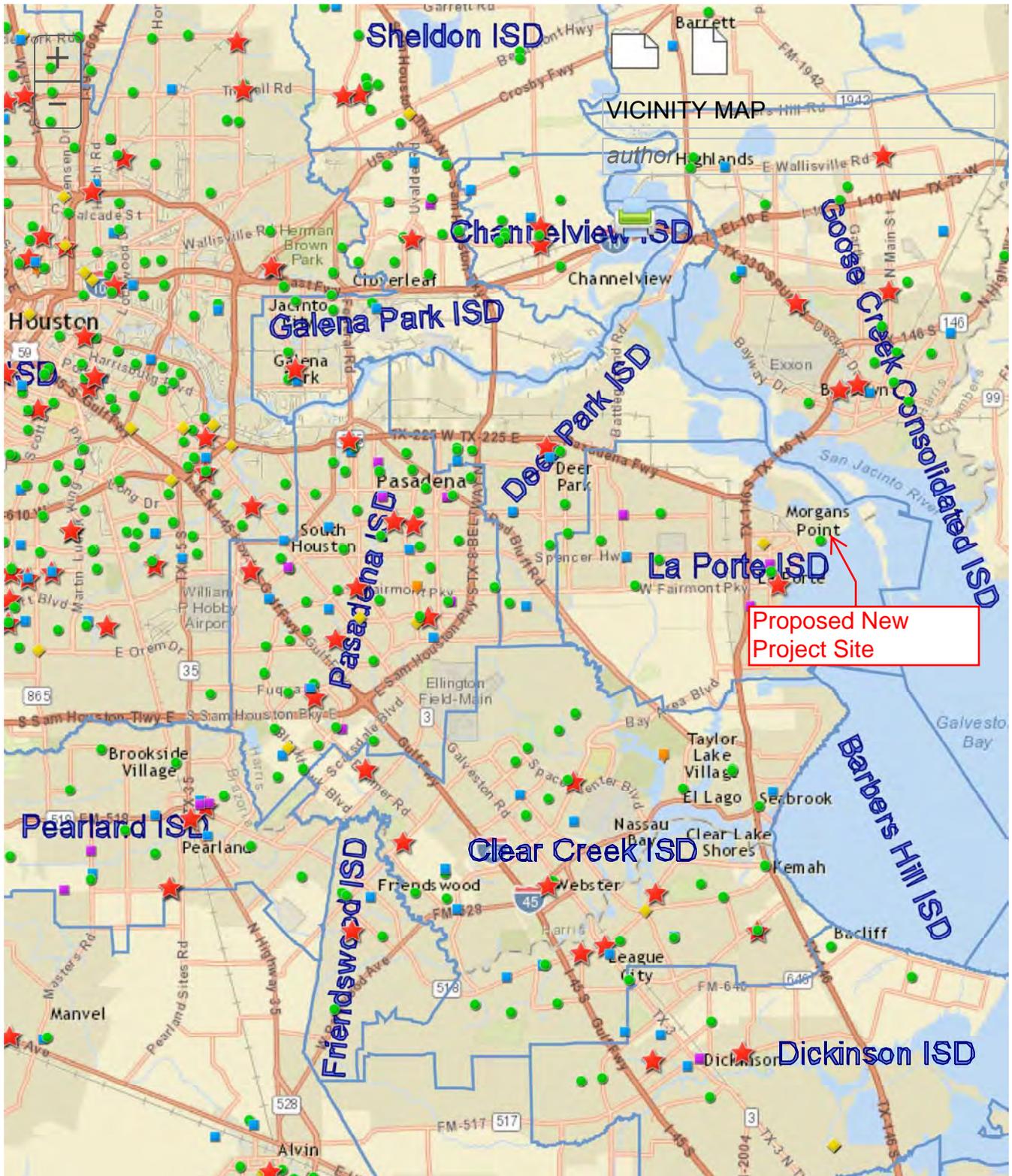


Demolished Old MTBE Plant That was dormant for over 10 Years

**e) Land Location
within Vicinity Map**

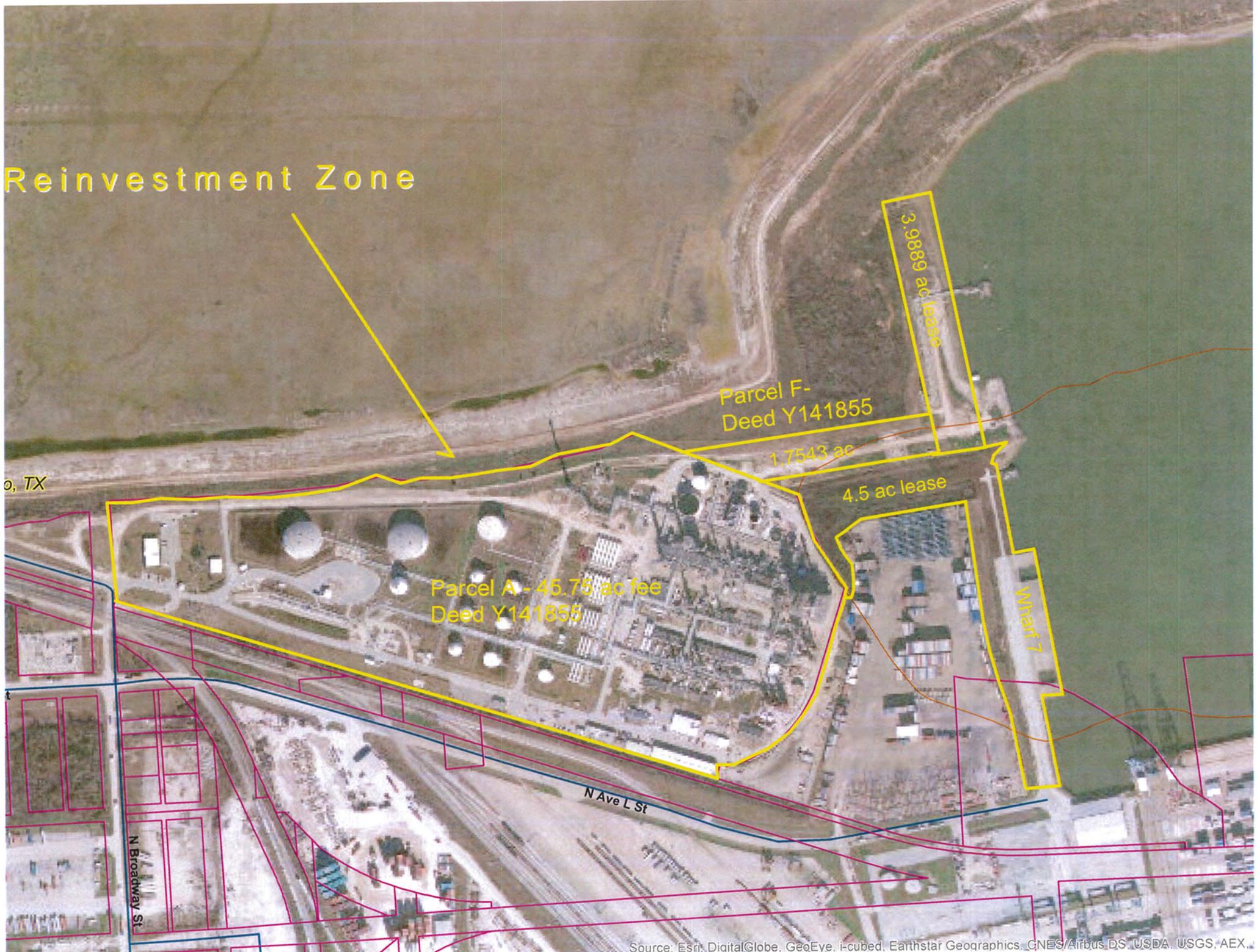


Texas School District Locator



f) Reinvestment Zone

Reinvestment Zone



Parcel F-
Deed Y141855

1.7543 ac

3.9889 ac lease

4.5 ac lease

Parcel A - 45.75 ac fee
Deed Y141855

Wharf 7

N Ave L St

N Broadway St

o, TX

Tab # 12

Not Applicable

Tab # 13

Wage Calculation

Calculation of wages Information -Based on Most Recent Data Available

110% of County Average Weekly Wage for all Jobs

Year	Period	Wages
2013	3rd Qtr	1,204
2013	4th Qtr	1,355
2014	1st Qtr	1,446
2014	2nd Qtr	1,259
	Average	1,316 Average Weekly Salary
		110%
		\$ 1,447.60

110% of County Average Weekly Wage for Manufacturing jobs in County

Year	Period	Wages
2013	3rd Qtr	1,441
2013	4th Qtr	1,592
2014	1st Qtr	1,646
2014	2nd Qtr	1,508
	Average	1,547 Average Weekly Salary
		110%
		\$ 1,701.43

110% of County Average Weekly Wage for Manufacturing jobs in Region

26.13 per hour
 40 hr per week
\$ 1,045.20 Average weekly Salary
 110%
 \$ 1,149.72
 52 Weeks
\$ 59,785.44 Annual Salary

Quarterly Employment and Wages (QCEW)

FOR ALL INDUSTRIES JOBS IN HARRIS COUNTY

Page 1 of 1 (40 results/page)

▲ Year	▲ Period	▲ Area	▲ Ownership	▲ Division	▲ Level	▲ Ind Code	▲ Industry	▲ Avg Weekly Wage
2013	3rd Qtr	Harris County	Private	00	0	10	Total, All Industries	\$1,204
2013	4 th Qtr	Harris County	Private	00	0	10	Total, All Industries	\$1,355
2014	1 st Qtr	Harris County	Private	00	0	10	Total, All Industries	\$1,446
2014	2 nd Qtr	Harris County	Private	00	0	10	Total, All Industries	\$1,259

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Quarterly Employment and Wages (QCEW)

FOR MANUFACTURING JOBS IN HARRIS COUNTY

Page 1 of 1 (40 results/page)

▲ Year	▲ Period	▲ Area	▲ Ownership	▲ Division	▲ Level	▲ Ind Code	▲ Industry	▲ Avg Weekly Wages
2013	3rd Qtr	Harris County	Private	31	2	31-33	Manufacturing	\$1,441
2013	4th Qtr	Harris County	Private	31	2	31-33	Manufacturing	\$1,592
2014	1st Qtr	Harris County	Private	31	2	31-33	Manufacturing	\$1,646
2014	2nd Qtr	Harris County	Private	31	2	31-33	Manufacturing	\$1,508

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**2013 Manufacturing Wages by Council of Government Region
Wages for All Occupations**

COG	Wages	
	Hourly	Annual
Texas	\$23.73	\$49,363
1. Panhandle Regional Planning Commission	\$20.43	\$42,499
2. South Plains Association of Governments	\$16.53	\$34,380
3. NORTEX Regional Planning Commission	\$19.15	\$39,838
4. North Central Texas Council of Governments	\$25.00	\$51,997
5. Ark-Tex Council of Governments	\$17.45	\$36,298
6. East Texas Council of Governments	\$19.50	\$40,565
7. West Central Texas Council of Governments	\$18.64	\$38,779
8. Rio Grande Council of Governments	\$16.27	\$33,848
9. Permian Basin Regional Planning Commission	\$22.89	\$47,604
10. Concho Valley Council of Governments	\$17.20	\$35,777
11. Heart of Texas Council of Governments	\$19.44	\$40,444
12. Capital Area Council of Governments	\$27.31	\$56,805
13. Brazos Valley Council of Governments	\$17.20	\$35,770
14. Deep East Texas Council of Governments	\$16.48	\$34,287
15. South East Texas Regional Planning Commission	\$29.09	\$60,501
16. Houston-Galveston Area Council	\$26.13	\$54,350
17. Golden Crescent Regional Planning Commission	\$22.23	\$46,242
18. Alamo Area Council of Governments	\$18.91	\$39,329
19. South Texas Development Council	\$13.94	\$28,990
20. Coastal Bend Council of Governments	\$23.78	\$49,454
21. Lower Rio Grande Valley Development Council	\$15.82	\$32,907
22. Texoma Council of Governments	\$20.93	\$43,529
23. Central Texas Council of Governments	\$17.33	\$36,042
24. Middle Rio Grande Development Council	\$19.07	\$39,666

Source: Texas Occupational Employment and Wages

Data published: July 2014

Data published annually, next update will be July 31, 2015

Note: Data is not supported by the Bureau of Labor Statistics (BLS).

Wage data is produced from Texas OES data, and is not to be compared to BLS estimates.

Data intended for TAC 313 purposes only.

Tab # 14

Schedules A1,A2, B, C and D

Schedule A1: Total Investment for Economic Impact (through the Qualifying Time Period)

Date December 4, 2014
Applicant Name Enterprise Products Operating , LLC
ISD Name La Porte ISD

Form 50-296A
 Revised May 2014

PROPERTY INVESTMENT AMOUNTS									
(Estimated Investment in each year. Do not put cumulative totals.)									
				Column A	Column B	Column C	Column D	Column E	
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Other new investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE]	Other new investment made during this year that may become Qualified Property [SEE NOTE]	Total Investment (Sum of Columns A+B+C+D)	
Investment made before filing complete application with district	2015	Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period)	2015	Not eligible to become Qualified Property				[The only other investment made before filing complete application with district that may become Qualified Property is land.]	
Investment made after filing complete application with district, but before final board approval of application									
Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period				867,250,000	0	0		867,250,000	
Complete tax years of qualifying time period	QTP1	2016-2017	2016	432,750,000	0	0		432,750,000	
	QTP2	2017-2018	2017	0	0	0		0	
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				1,300,000,000	0	0	0	1,300,000,000	
				Enter amounts from TOTAL row above in Schedule A2					
Total Qualified Investment (sum of green cells)				1,300,000,000					

For All Columns: List amount invested each year, not cumulative totals.

Column A: This represents the total dollar amount of planned investment in tangible personal property. Only include estimates of investment for "replacement" property if the property is specifically described in the application.

Only tangible personal property that is specifically described in the application can become qualified property.

Column B: The total dollar amount of planned investment each year in buildings or nonremovable component of buildings.

Column C: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that will not become qualified property include investment meeting the definition of 313.021(1) but not creating a new improvement as defined by TAC 9.1051. This is proposed property that functionally replaces existing property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property—described in SECTION 13, question #5 of the application.

Column D: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that may result in qualified property are land or professional services.

Total Investment: Add together each cell in a column and enter the sum in the blue total investment row. Enter the data from this row into the first row in Schedule A2.

Qualified Investment: For the green qualified investment cell, enter the sum of all the green-shaded cells.

Schedule A2: Total Investment for Economic Impact (including Qualified Property and other investments)

Date **December 4, 2014**
 Applicant Name: **Enterprise Products Operating , LLC**
 ISD Name **La Porte ISD**

Form 50-296A
 Revised May 2014

PROPERTY INVESTMENT AMOUNTS								
(Estimated Investment in each year. Do not put cumulative totals.)								
				Column A	Column B	Column C	Column D	Column E
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Other investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE]	Other investment made during this year that will become Qualified Property (SEE NOTE)	Total Investment (A+B+C+D)
Total Investment from Schedule A1*	--	TOTALS FROM SCHEDULE A1		1,300,000,000	0	0	0	1,300,000,000
Enter amounts from TOTAL row in Schedule A1 in the row below								
Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i>	STUB	2015-2016	2015					
Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i>	QTP1	2016-2017	2016					
Value limitation period***	1	2017-2018	2017					
	2	2018-2019	2018					
	3	2019-2020	2019					
	4	2020-2021	2020					
	5	2021-2022	2021					
	6	2022-2023	2022					
	7	2023-2024	2023					
	8	2024-2025	2024					
	9	2025-2026	2025					
	10	2026-2027	2026					
Total Investment made through limitation				1,300,000,000				1,300,000,000
Continue to maintain viable presence	11							
	12							
	13							
	14							
	15							
Additional years for 25 year economic impact as required by 313.026(c)(1)	16							
	17							
	18							
	19							
	20							
	21							
	22							
	23							
	24							
	25							

* All investments made through the qualifying time period are captured and totaled on Schedule A1 [blue box] and incorporated into this schedule in the **first row**.

** Only investment made during deferrals of the start of the limitation (after the end of qualifying time period but before the start of the Value Limitation Period) should be included in the "year prior to start of value limitation period" row(s). If the limitation starts at the end of the qualifying time period or the qualifying time period overlaps the limitation, no investment should be included on this line.

*** If your qualifying time period will overlap your value limitation period, do not also include investment made during the qualifying time period in years 1 and/or 2 of the value limitation period, depending on the overlap. Only include investments/years that were **not** captured on Schedule A1.

For All Columns: List amount invested each year, not cumulative totals. Only include investments in the remaining rows of Schedule A2 that were not captured on Schedule A1.

Column A: This represents the total dollar amount of planned investment in tangible personal property. Only include estimates of investment for "replacement" property if the property is specifically described in the application. Only tangible personal property that is specifically described in the application can become qualified property.

Column B: The total dollar amount of planned investment each year in buildings or nonremovable component of buildings.

Column C: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that will not become qualified property include investment meeting the definition of 313.021(1) but not creating a new improvement as defined by TAC 9.1051. This is proposed property that functionally replaces existing property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property—described in SECTION 13, question #5 of the application.

Column D: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that may result in qualified property are land or professional services.

Schedule B: Estimated Market And Taxable Value (of Qualified Property Only)

Date: December 4 ,2014

Applicant Name: Enterprise Products Operating , LLC

Form 50-296A

ISD Name: La Porte ISD

	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Estimated Taxable Value		
				Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new buildings or "in or on the new improvements"	Market Value less any exemptions (such as pollution control) and before limitation	Final taxable value for I&S after all reductions	Final taxable value for M&O after all reductions
<i>Each year prior to start of Value Limitation Period Insert as many rows as necessary</i>	STUB	2015-2016	2015						
	QTP1	2016-2017	2016			112,791,250	97,422,250	97,422,250	97,422,250
Value Limitation Period	1	2017-2018	2017			1,204,929,600	1,145,888,050	1,145,888,050	30,000,000
	2	2018-2019	2018			1,180,831,008	1,147,068,881	1,147,068,881	30,000,000
	3	2019-2020	2019			1,157,214,388	1,124,127,503	1,124,127,503	30,000,000
	4	2020-2021	2020			1,134,070,100	1,101,644,953	1,101,644,953	30,000,000
	5	2021-2022	2021			1,111,388,698	1,079,612,054	1,079,612,054	30,000,000
	6	2022-2023	2022			1,089,160,924	1,058,019,813	1,058,019,813	30,000,000
	7	2023-2024	2023			1,067,377,706	1,036,859,417	1,036,859,417	30,000,000
	8	2024-2025	2024			1,046,030,152	1,016,122,229	1,016,122,229	30,000,000
	9	2025-2026	2025			1,025,109,548	995,799,784	995,799,784	30,000,000
	10	2026-2027	2026			1,004,607,358	975,883,788	975,883,788	30,000,000
Continue to maintain viable presence	11	2027-2028	2027			984,515,210	956,366,113	956,366,113	956,366,113
	12	2028-2029	2028			964,824,906	937,238,790	937,238,790	937,238,790
	13	2029-2030	2029			945,528,408	918,494,014	918,494,014	918,494,014
	14	2030-2031	2030			926,617,840	900,124,134	900,124,134	900,124,134
	15	2031-2032	2031			908,085,483	882,121,652	882,121,652	882,121,652
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2032-2033	2032			889,923,773	864,479,218	864,479,218	864,479,218
	17	2033-2034	2033			872,125,298	847,189,634	847,189,634	847,189,634
	18	2034-2035	2034			854,682,792	830,245,841	830,245,841	830,245,841
	19	2035-2036	2035			837,589,136	813,640,925	813,640,925	813,640,925
	20	2036-2037	2036			820,837,353	797,368,106	797,368,106	797,368,106
	21	2037-2038	2037			804,420,606	781,420,744	781,420,744	781,420,744
	22	2038-2039	2038			788,332,194	765,792,329	765,792,329	765,792,329
	23	2039-2040	2039			772,565,550	750,476,483	750,476,483	750,476,483
	24	2040-2041	2040			757,114,239	735,466,953	735,466,953	735,466,953
	25	2041-2042	2041			741,971,955	720,757,614	720,757,614	720,757,614

Notes: Market value in future years is good faith estimate of future taxable value for the purposes of property taxation.

Only include market value for eligible property on this schedule.

Schedule C: Employment Information

Date **4-Dec-14**
 Applicant Name **Enterprise Products Operating , LLC**
 ISD Name **La Porte ISD**

Form 50-296A
 Revised May 2014

				Construction		Non-Qualifying Jobs	Qualifying Jobs	
				Column A	Column B	Column C	Column D	Column E
	Year	School Year (YYYY-YYYY)	Tax Year (Actual tax year) YYYY	Number of Construction FTE's or man-hours (specify)	Average annual wage rates for construction workers	Number of non-qualifying jobs applicant estimates it will create (cumulative)	Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Average annual wage of new qualifying jobs
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	STUB	2015-2016	2015					
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	QTP1	2016-2017	2016	500 FTE	60,000	5	5	65,000
Value Limitation Period <i>The qualifying time period could overlap the value limitation period.</i>	1	2017-2018	2017	500 FTE	60,000	7	7	65,000
	2	2018-2019	2018	500 FTE	60,000	7	7	65,000
	3	2019-2020	2019				10	65,000
	4	2020-2021	2020				10	65,000
	5	2021-2022	2021				10	65,000
	6	2022-2023	2022				10	65,000
	7	2023-2024	2023				10	65,000
	8	2024-2025	2024				10	65,000
	9	2025-2026	2025				10	65,000
	10	2026-2027	2026				10	65,000
Years Following Value Limitation Period	11 through 25	2027-2042	2027-2041				10	65,000

Notes: See TAC 9.1051 for definition of non-qualifying jobs.
 Only include jobs on the project site in this school district.

- C1.** Are the cumulative number of qualifying jobs listed in Column D less than the number of qualifying jobs required by statute? (25 Yes No
 qualifying jobs in Subchapter B districts, 10 qualifying jobs in Subchapter C districts)
 If yes, answer the following two questions:
- C1a.** Will the applicant request a job waiver, as provided under 313.025(f-1)? Yes No
- C1b.** Will the applicant avail itself of the provision in 313.021(3)(F)? Yes No

Schedule D: Other Incentives (Estimated)

December 4, 2014

Applicant Name: Enterprise Products Operating , LLC

ISD Name: La Porte ISD

Form 50-296A

Revised May 2014

State and Local Incentives for which the Applicant intends to apply (Estimated)						
Incentive Description	Taxing Entity (as applicable)	Beginning Year of Benefit	Duration of Benefit	Annual Tax Levy without Incentive	Annual Incentive	Annual Net Tax Levy
Tax Code Chapter 311	County: N/A					
	City: N/A					
	Other: N/A					
Tax Code Chapter 312	County: N/A					
	City: N/A					
	Other: N/A	Enterprise products does not intend to apply for any other tax incentives for this project.				
Local Government Code Chapters 380/381	County: N/A					
	City: N/A					
	Other: N/A					
Freeport Exemptions	N/A					
Non-Annexation Agreements	N/A					
Enterprise Zone/Project	N/A					
Economic Development Corporation	N/A					
Texas Enterprise Fund	N/A					
Employee Recruitment	N/A					
Skills Development Fund	N/A					
Training Facility Space and Equipment	N/A					
Infrastructure Incentives	N/A					
Permitting Assistance	N/A					
Other:	N/A					
Other:	N/A					
Other:	N/A					
Other:	N/A					
TOTAL						

Additional information on incentives for this project:

Tab # 15

Not Applicable

Tab # 16

Reinvestment Zone

Reinvestment Zone

Harris Co, TX

Parcel F-
Deed Y141855

1.7543 ac

3.9889 ac lease

4.5 ac lease

Parcel A - 45.75 ac fee
Deed Y141855

Wharf 7

N L St

N Broadway St

N Ave L St

BOARD RESOLUTION # 2014 - 23

**RESOLUTION DESIGNATING THE ENTERPRISE PRODUCTS OPERATING LLC
REINVESTMENT ZONE FOR TEXAS TAX CODE CHAPTER 313 APPRAISED
VALUE LIMITATION IN THE LA PORTE INDEPENDENT SCHOOL DISTRICT**

WHEREAS, the Board of Trustees of the La Porte Independent School District desires to promote the development or redevelopment of a certain contiguous geographic area within its jurisdiction by the creation of a reinvestment zone as authorized by the Property Redevelopment and Tax Abatement Act, as amended (Texas Tax Code § 312.0025), for the purpose of authorizing an *Agreement for Limitation on Appraised Value of Property for School District Maintenance and Operations Taxes*, as authorized by Chapter 313 of the Texas Tax Code; and

WHEREAS, on October 21, 2014, a hearing before the Board of Trustees of the La Porte Independent School District was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing, and the delivery of written notice to the respective presiding officers of each taxing entity which includes within its boundaries real property that is to be included in the proposed reinvestment zone; and

WHEREAS, the Board of Trustees of the La Porte Independent School District at such public hearing invited any interested person to appear and speak for or against the creation of the reinvestment zone, and whether all or part of the territory described should be included in the proposed reinvestment zone; and

WHEREAS, the proponents of the reinvestment zone offered evidence, both oral and documentary, in favor of all of the foregoing matters relating to the creation of the reinvestment zone and opponents, if any, of the reinvestment zone appeared to contest the creation of the reinvestment zone.

BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE LA PORTE INDEPENDENT SCHOOL DISTRICT:

SECTION 1. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

SECTION 2. That the Board of Trustees of the La Porte Independent School District, after conducting such hearing and having heard such evidence and testimony, has made the following findings and determinations based on the evidence and testimony presented to it:

- (a) That the public hearing on the adoption of *The Enterprise Products Operating LLC Reinvestment Zone* has been properly called, held, and conducted, and that notices of such hearing have been published as required by law and mailed to the respective presiding officers of the governing bodies of all taxing units overlapping the territory inside the proposed reinvestment zone; and,

- (b) That the boundaries of *The Enterprise Products Operating LLC Reinvestment Zone* be and, by the adoption of this Resolution, are declared and certified to be, the area as described in the descriptions of the parcels of real property attached hereto as EXHIBIT A (describing property owned by Enterprise) and EXHIBIT B (describing property leased by Enterprise); and,
- (c) That creation of *The Enterprise Products Operating LLC Reinvestment Zone* with boundaries as described in EXHIBIT A and EXHIBIT B will result in benefits to the La Porte Independent School District and to land included in the zone, and that the improvements sought are feasible and practical; and,
- (d) *The Enterprise Products Operating LLC Reinvestment Zone* described in EXHIBIT A and EXHIBIT B meets the criteria set forth in Texas Tax Code § 312.0025 for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, in that it is reasonably likely that the designation will contribute to the retention or expansion of primary employment in the reinvestment zone, and/or will attract investment in the zone that will be a benefit to the property in the District, and would contribute to economic development within the La Porte Independent School District.

SECTION 3. That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, the La Porte Independent School District, hereby creates a reinvestment zone under the provisions of Texas Tax Code § 312.0025, encompassing the area described by the descriptions in EXHIBIT A and EXHIBIT B, and such reinvestment zone is hereby designated and shall hereafter be referred to as *The Enterprise Products Operating LLC Reinvestment Zone*.

SECTION 4. That all Qualified Property owned by Applicant and located within the boundaries of both the La Porte Independent School District and *The Enterprise Products Operating LLC Reinvestment Zone* will be included in and subject to this agreement. Specifically, this applies to all Qualified Property of Applicant located in the land described on the survey and the pages attached to the foregoing EXHIBIT A and EXHIBIT B. Buildings and improvements which existed before the Application Date are excluded from Qualified Property.

SECTION 5. That *The Enterprise Products Operating LLC Reinvestment Zone* shall take effect upon adoption by the Board of Trustees and shall remain designated as a commercial-industrial reinvestment zone for a period of five (5) years from such date of such designation.

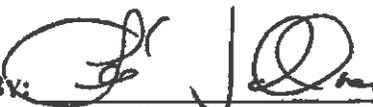
SECTION 6. That if any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 7. That it is hereby found, determined, and declared that a sufficient notice of the date, hour, place, and subject of the meeting of the La Porte Independent School District Board

of Trustees, at which this Resolution was adopted, was posted at a place convenient and readily accessible at all times, as required by the Texas Open Government Act, Texas Government Code, Chapter 551, as amended; that a public hearing was held prior to the designation of such reinvestment zone; and that proper notice of the hearing was published in newspapers of general circulation in Harris County of the State of Texas; and and furthermore, such notice was, in fact, delivered to the presiding officer of any effected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

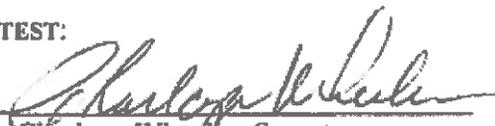
PASSED, APPROVED, AND ADOPTED on this 21st day of October 2014.

LA PORTE INDEPENDENT SCHOOL DISTRICT

By: 

Lee Wallace, President
Board of Trustees

ATTEST:



Charlcya Wheeler, Secretary
Board of Trustees

EXHIBIT A

**DESCRIPTION OF QUALIFIED REINVESTMENT ZONE:
OWNED PROPERTY**

The Enterprise Products Operating LLC Reinvestment Zone was originally created on October 21, 2014 by action of the La Porte Independent School District Board of Trustees. A legal description of the real property owned by Enterprise Products Operating LLC and included in *The Enterprise Products Operating LLC Reinvestment Zone* is attached as **EXHIBIT A**.

As a result of the action of the board of Trustees of the La Porte Independent School District, *The Enterprise Products Operating LLC Reinvestment Zone* includes real property within Harris County, Texas, more specifically the real property legally described on the following pages.

Deed
EXHIBIT A
(Morgan's Point Plant Complex)

All of the following tracts, piece or parcels of real property or interests in real property (sometimes herein referred to as "TRACT ONE"):

Parcel A: A 45.75 acre tract, more or less, out of the Johnson Hunter Survey, Abstract No. 35, Harris County, Texas, and being more particularly described by metes and bounds on Exhibit "A-1" attached hereto (Parcel A).

Parcel B: 19.51 acre tract, more or less, out of the Enoch Brinson Survey, Abstract No. 5 and the Johnson Hunter Survey, Abstract No. 35, Harris County, Texas, and being more particularly described by metes and bounds on Exhibit "A-2" attached hereto (Parcel B).

Parcel C: A 1.597 acre tract, more or less, out of the Johnson Hunter Survey, Abstract No. 35 Harris County, Texas, being Part of Block 1506 of the Nebraska Syndicate Subdivision of the Town of LaPorte and being more particularly described by metes and bounds on Exhibit "A-3" attached hereto. (Parcel C).

Parcel D: A 1.260 acre tract, more or less, out of the Johnson Hunter Survey, Abstract No. 35 Harris County, Texas, being Part of Block 1507 of the Nebraska Syndicate Subdivision of the Town of LaPorte and being more particularly described by metes and bounds on Exhibit "A-4" attached hereto. (Parcel D)

Parcel E: A 0.0145 acre tract, more or less, described as a Road right-of-way and easement 36 feet wide across the Houston Pipe Line Company 3.235 acre fee strip in the Johnson Hunter Survey, Abstract No. 35, Harris County, Texas and being more particularly described in instrument recorded in Volume 3133, Page 658 of the Deed Records of Harris County, Texas and by metes and bounds on Exhibit "A-5" attached hereto. (Parcel E)

Parcel F: Pipeline right-of-way and easement over a 1.7543 acre tract, more or less, out of the Johnson Hunter Survey, Abstract No. 35, Harris County, Texas, and being more particularly described in instrument recorded under Clerk's File No. K-992365 of the Real Property Records of Harris County, Texas and by metes and bounds on Exhibit "A-6" attached hereto (Parcel F).

Parcel G: A 0.0704 acre tract, more or less, out of the Enoch Brinson Survey, Abstract No. 5, Harris County, Texas, and being more particularly described by metes and bounds on Exhibit "A-7" attached hereto (Parcel G).

Deed
EXHIBIT A-1
(Morgans Point Plant Complex)

TRACT OF 45.75 ACRES SITUATED IN THE
THE JOHNSON HUNTER SURVEY, A-35
HARRIS COUNTY, TEXAS (Parcel A)

Metes and bounds description of a 45.75 acre tract of land situated in the Johnson Hunter Survey, Abstract 35, Harris County, Texas, said 45.75 acre tract being that same called 45.7548 acre tract conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.), Harris County, Texas, said 45.7548 acre tract being described in File Number U141163, Film Code 529-79-2311, H.C.O.P.R.R.P., said 45.75 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on a deed bearing of South 70°51'00" East for the South line of said 45.7548 acre tract and as shown on attached plat.

BEGINNING at a 5/8" iron rod found at the Southwest corner of the herein described tract, said Southwest corner being at the intersection of the North line of a 20 foot wide fee strip to Houston Pipe Line Company, as recorded in Volume 2500, Page 385 Harris County Deed Records (H.C.D.R.) with the East ROW line of North Broadway (100' wide);

THENCE, South 70°51'00" East, along the North line of a portion of said Houston Pipe Line Co. fee strip, said portion was conveyed to the Port of Houston Authority as recorded in File Number U801775, Film Code 536-49-1444, H.C.O.P.R.R.P., 2237.05 feet to a 5/8" iron rod with cap found for the most Southerly Southeast corner of the herein described tract;

THENCE, North 19°09'00" East, 50.00 feet to a found cut 'X' in concrete;

THENCE, South 70°51'00" East, 25.01 feet to a nail in concrete found at the beginning of a non-tangent curve to the left;

THENCE, 459.37 feet along said curve to the left having a radius of 432.92 feet, a delta of 60°47'47" and a chord bearing North 49°07'54" East, 438.11 feet to a set 5/8" iron rod with plastic cap;

THENCE, North 18°44'00" East, 358.11 feet to a 5/8" iron rod with plastic cap set for corner;

THENCE, North 30°18'30" West, 183.00 feet to a 5/8" iron rod with plastic cap set for corner;

THENCE, North 21°05'40" West, 192.54 feet to a 5/8" iron rod with plastic cap set for corner;

THENCE, North 67°09'00" West, 616.66 feet to a 1" iron pipe found for corner;

THENCE, South 69°29'00" West, 133.65 feet to a found 1" iron pipe;
THENCE, South 80°23'00" West, 435.11 feet to a found 1" iron pipe;
THENCE, South 87°26'40" West, 253.34 feet to a found 1" iron pipe;
THENCE, North 79°59'40" West, 111.41 feet to a set 5/8" iron rod with plastic cap;
THENCE, South 80°44'10" West, 156.99 feet to a found 1" iron pipe;
THENCE, South 86°41'40" West, 326.78 feet to a found 1" iron pipe;
THENCE, North 89°40'30" West, 478.37 feet to a 5/8" iron rod with plastic cap set for the Northwest corner of the herein described tract, said Northwest corner being in said East ROW line of North Broadway or a projection thereof;
THENCE, South 01°06'00" East, along said East ROW line of North Broadway, 355.27 feet to the POINT OF BEGINNING and containing 45.75 acres of land.

Deed
EXHIBIT A-2
(Morgans Point Plant Complex)

**TRACT OF 19.51 ACRES SITUATED IN THE
ENOCH BRINSON SURVEY, A-5 AND THE JOHNSON HUNTER SURVEY, A-35
HARRIS COUNTY, TEXAS (Parcel B)**

Metes and bounds description of a 19.51 acre tract of land situated in the Enoch Brinson Survey, Abstract 5 and in the Johnson Hunter Survey, Abstract 35, said 19.51 acre tract being the residue of a called 20.6718 acre tract conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.), Harris County, Texas, said 20.6718 acre tract being described in File Number U141163, Film Code 529-79-2311, H.C.O.P.R.R.P., said 19.51 acre tract being said 20.6718 acre tract, SAVE and EXCEPT a call 1.166 acre tract conveyed to the State of Texas as recorded in File Number U911923, said 19.51 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on a deed bearing of South 70°51'00" East for the South line of said 20.6718 acre tract and as shown on attached plat.

BEGINNING at a 5/8" iron rod with plastic cap set for the Southeast corner of the herein described tract, said Southeast corner being at the intersection of the North line of a 20 foot wide fee strip to Houston Pipe Line Company as recorded in Volume 2500, Page 385, Harris County Deed Records, with the West ROW line of North Broadway (100' wide);

THENCE, North 70°51'00" West, along the North line of said Houston Pipe Line Co. fee strip and the South line of said 20.6718 acre tract, 3216.71 feet to a 5/8" iron rod with plastic cap set at the Southeasterly corner of a 0.160 acre tract as recorded in File Number F291225;

THENCE, North 19°09'00" East, along the East line of said 0.160 acre tract, 60.00 feet to a PK nail set at the Northeasterly corner of said 0.160 acre tract;

THENCE, North 70°51'00" West, along the North line of said 0.160 acre tract, 131.96 feet to a 5/8" iron rod with plastic cap set in the Easterly R.O.W. line of State Highway 146 (width varies), said 5/8" iron rod being the Northwesterly corner of said 0.160 acre tract;

THENCE, North 08°53'31" West, along said Easterly ROW line of State Highway 146, 60.53 feet to a PK nail set at an angle point in said Easterly ROW line;

THENCE, North 01°14'29" West (called 01°01'53" West), continuing along said Easterly ROW line of State Highway 146, 271.43 feet to an iron rod with a Texas Department of Transportation (TXDOT) aluminum cap found for a corner of said State of Texas 1.166-acre tract, said 1.166 acre tract being out of said 20.6718 acre tract;

THENCE, along the boundaries of said 1.166 acre tract the following bearings and distances:

South 32°06'21" East, 267.55 feet (called 267.11') to a found iron rod with TXDOT cap;

South 20°53'49" East, 148.41 feet to a set 5/8" iron rod with plastic cap;

South 81°25'48" East, 6.99 feet to a set 5/8" iron rod with plastic cap;

North 08°34'13" East, 15.00 feet to a set 5/8" iron rod with plastic cap;

South 81°25'48" East, 139.81 feet to a found iron rod with TXDOT cap;

North 44°51'12" East, 77.33 feet to a found iron rod with TXDOT cap;

South 89°29'18" West, 77.39 feet to a found iron rod with TXDOT cap;

North 24°26'12" West, 136.29 feet to a found iron rod with TXDOT cap;

North 32°04'35" West, 174.29 feet (call=173.25') to an iron rod with TXDOT cap found in the most Northerly Northwest line of said 20.6718 acre tract;

THENCE, along said Northerly Northwest line, South 70°51'00" East, at 1355.00 feet pass a 5/8" iron rod found for reference, and continuing for a total distance of 1474.69 feet to a 5/8" iron rod found at the called mean high tide line of San Jacinto Bay as described in File Number K992364, H.C.O.P.R.R.P.;

THENCE, with said mean high tide of San Jacinto Bay as follows:

South 35°23'45" East, 123.84 feet to a point;

South 50°42'50" East, 128.73 feet to a point;

South 49°04'28" East, 100.98 feet to a point;

South 39°02'23" East, 64.30 feet to a point;

South 45°33'11" East, 65.71 feet to a point;

South 74°48'27" East, 51.12 feet to a point;

South 68°00'11" East, 69.30 feet to a point;

South 64°18'37" East, 116.78 feet to a point;

South 65°41'43" East, 75.74 feet to a point;

South 81°10'34" East, 62.37 feet to a 5/8" iron rod with plastic cap set for corner;

THENCE, South 10°43'27" West, 62.40 feet to 5/8" iron rod with plastic cap set at a point on the old called high bank of San Jacinto Bay;

THENCE, along the old called high bank of San Jacinto Bay, as described in said File Number K992364 and said File Number U141163, as follows:

South 68°45'12" East, a distance of 100.24 feet to a point for corner;
South 86°33'03" East, a distance of 53.85 feet to a point for corner;
South 56°46'46" East, a distance of 50.49 feet to a point for corner;
South 64°54'19" East, a distance of 45.21 feet to a point for corner;
South 65°38'31" East, a distance of 46.48 feet to a point for corner;
South 76°30'01" East, a distance of 50.49 feet to a point for corner;
South 82°10'46" East, a distance of 50.04 feet to a point for corner;
South 64°29'13" East, a distance of 23.41 feet to a point for corner;
South 56°17'31" East, a distance of 31.76 feet to a point for corner;
South 87°54'10" East, a distance of 50.09 feet to a point for corner;
South 77°59'12" East, a distance of 44.28 feet to a point for corner;
North 78°38'34" East, a distance of 58.52 feet to a point for corner;
North 89°49'12" East, a distance of 50.25 feet to a point for corner;
North 89°49'07" East, a distance of 50.25 feet to a point for corner;
South 75°51'14" East, a distance of 33.38 feet to a point for corner;
South 88°44'16" East, a distance of 67.19 feet to a point for corner;
North 76°14'25" East, a distance of 84.76 feet to a point for corner;
North 88°33'48" East, a distance of 64.74 feet to a 5/8" iron rod with plastic cap for the Northeast corner of the herein described tract, said Northeast corner being in said West ROW line of North Broadway or a projection thereof;

THENCE, South 01°06'00" East, along said West ROW line of North Broadway, 280.68 feet to the POINT OF BEGINNING, and containing 19.51 acres of land.

Deed
EXHIBIT A-3
(Morgans Point Plant Complex)

**TRACT OF 1.597 ACRES SITUATED IN THE
THE JOHNSON HUNTER SURVEY, A-35
HARRIS COUNTY, TEXAS (Parcel C)**

Metes and bounds description of a 1.597 acre tract of land situated in the Johnson Hunter Survey, Abstract 35, Harris County, Texas, said 1.597 acre tract being that same called 1.5969 acre tract conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.), Harris County, Texas, said 1.5969 acre tract being described in File Number U141163, Film Code 529-79-2311, H.C.O.P.R.R.P., said 1.5969 acre tract being all of Block 1506 of the Nebraska Syndicate Subdivision of the Town of La Porte, SAVE and EXCEPT that certain 0.3596 acre tract conveyed to Houston Pipe Line Co. as recorded in Vol.7279, Pg. 367, Harris County Deed Records, said 1.597 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on a deed bearing of South 70°51'00" East for the South ROW line of Union Pacific Railroad (formerly G.H. & S.A. RR) and as shown on attached plat.

BEGINNING at a 1" iron pipe found at the intersection of the North ROW line of 'L' Street (80' wide) with the East ROW line of Second Street (60' wide-not open); said 1" iron pipe being the Southwest corner of the herein described tract;

THENCE, North 01°06'00" West, along said East ROW line of Second Street, 375.68 feet to a 1" iron pipe found in said South line of Union Pacific Railroad;

THENCE, South 70°51'00" East, along said South line of Union Pacific Railroad, 219.57 feet to a 1" iron pipe found at the Northwest corner of said 0.3596 acre tract, said 1" iron pipe being the Northeast corner of the herein described tract;

THENCE, South 01°06'00" East, along the West line of said 0.3596 acre tract, 299.68 feet to a 1" iron pipe found in the North ROW line of 'L' Street;

THENCE, South 88°54'00" West, along said North ROW line of 'L' Street, 206.00 feet to the **POINT OF BEGINNING** and containing 1.597 acres of land.

Deed
EXHIBIT A-4
(Morgans Point Plant Complex)

**TRACT OF 1.260 ACRES SITUATED IN THE
THE JOHNSON HUNTER SURVEY, A-35
HARRIS COUNTY, TEXAS (Parcel D)**

Metes and bounds description of a 1.260 acre tract of land situated in the Johnson Hunter Survey, Abstract 35, Harris County, Texas, said 1.260 acre tract being that same called 1.2601 acre tract conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.), Harris County, Texas, said 1.2601 acre tract being described in File Number U141163, Film Code 529-79-2311, H.C.O.P.R.R.P., said 1.2601 acre tract being all of Block 1507 of the Nebraska Syndicate Subdivision of the Town of La Porte, said 1.260 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on a deed bearing of South 71°51'00" East, for the South ROW line of Union Pacific Railroad (formerly G.H. & S.A. RR) and as shown on attached plat.

BEGINNING at an 1" iron pipe found at the Northeast corner of the herein described tract, said Northeast corner being at the intersection of the South line of said Union Pacific Railroad with the West ROW line of North Broadway (100' wide);

THENCE, South 01°06'00" East, along said West ROW line of North Broadway, 157.28 feet to a 5/8" iron rod found at the intersection of said West ROW line with the North ROW line of 'L' Street (80' wide);

THENCE, South 88°54'00" West, along said North ROW line of 'L' Street, 266.00 feet to a 1" iron pipe found for the Southwest corner of the herein described tract, said Southwest corner being at the intersection of said North ROW line with the East ROW line of First Street (60' wide-not open);

THENCE, North 01°06'00" West, along said East ROW line of First Street, 255.41 feet to a 5/8" iron rod found in the South line of said Union Pacific Railroad;

THENCE, South 70°51'00" East, along the South line of said Union Pacific Railroad, 283.52 feet to the **POINT OF BEGINNING** and containing 1.260 acres of land.

Deed
EXHIBIT A-5
(Morgans Point Plant Complex)

**EASEMENT TRACT OF 0.0145 ACRES SITUATED IN THE
THE JOHNSON HUNTER SURVEY, A-35
HARRIS COUNTY, TEXAS (Parcel E)**

Metes and bounds description of a 0.0145 acre tract of land situated in the Johnson Hunter Survey, Abstract 35, Harris County, Texas, said 0.0145 acre tract being a part of a called 36 foot wide road easement conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.) said 0.0145 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on a deed bearing of South 70°51'00" East for the South line of a call 45.7548 acre tract as recorded in File Number U141163, Film Code 529-79-2311, H.C.O.P.R.R.P., and as shown on attached plat.

BEGINNING at a 5/8" iron rod found at the Northwest corner of the herein described tract, said Northwest corner being at the intersection of the North line of a 20 foot wide fee strip to Houston Pipe Line Company, as recorded in Volume 2500, Page 385 H.C.D.R., with the East ROW line of North Broadway (100' wide), said Northwest corner being the Southwest corner of said 45.7548 acre tract;

THENCE, South 70°51'00" East, along the North line of a portion of said Houston Pipe Line Co. fee strip, said portion was conveyed to the Port of Houston Authority as recorded in File Number U801775, Film Code 536-49-1444, H.C.O.P.R.R.P., a distance of 36.14 feet to a 5/8" iron rod with cap set for the Northeast corner of the herein described tract;

THENCE, South 24°09'00" West, 20.07 feet to a 5/8" iron rod with plastic cap set in the South line of said 20' wide fee strip, said South line being the North ROW line of Union Pacific Railroad;

THENCE, along said South line, North 70°51'00" West, 27.01 feet to a 5/8" iron rod with plastic cap set at the intersection of said South line with said East ROW line of North Broadway;

THENCE, along said East ROW line, North 01°06'00" West, 21.32 feet to the **POINT OF BEGINNING** and containing 0.0145 acres of land.

Deed
EXHIBIT A-6
(Morgans Point Plant Complex)

EASEMENT TRACT OF 1.7543 ACRES SITUATED IN THE
THE JOHNSON HUNTER SURVEY, A-35
HARRIS COUNTY, TEXAS (Parcel F)

Metes and bounds description of a 1.7543 acre easement tract of land situated in the Johnson Hunter Survey, Abstract 35, Harris County, Texas, said 1.7543 acre tract being that same called 1.7543 acre tract conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.), Harris County, Texas, said 1.7543 acre tract being described in File Number K992365, Film Code 074-68-1536, H.C.O.P.R.R.P., said 1.7543 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on a deed bearing of South 70°51'00" East for the South line of a call 45.7548 acre tract as recorded in said File Number V150310 and as shown on attached plat.

BEGINNING at a 5/8" iron rod with plastic cap set for the Southwest corner of the herein described tract, said Southwest corner being in a Northeasterly line of said 45.7548 acre tract, said "**POINT OF BEGINNING**" being North 67°09'00" West, 72.41 feet from a 5/8" iron rod with cap set for a corner of said 45.7548 acre tract;

THENCE, North 80°57'39" East, along an existing chain link fence, 514.82 feet to a 5/8" iron rod with cap set for the Southeast corner, said Southeast corner being the Southwest corner of a call 3.9889 lease tract as recorded in File Number K992367, H.C.O.P.R.R.P.;

THENCE, North 09°02'21" West, 124.32 feet to a 5/8" iron rod with plastic cap set for the Northeast corner of the herein described tract;

THENCE, South 80°57'39" West, 714.63 feet to a 5/8" iron rod with plastic cap set in said Northeasterly line of said 45.7548 acre tract, said iron rod being South 67°09'00" East, 308.93 feet from a 1" iron pipe found at the most Northerly corner of said 45.7548-acre tract;

THENCE, along said Northeasterly line, South 67°09'00" East, 235.32 feet to the **POINT OF BEGINNING** and containing 1.7543 acres of land.

Deed
EXHIBIT A-7
(Morgans Point Plant Complex)

TRACT OF 0.0704 ACRES SITUATED IN THE
THE ENOCH BRINSON SURVEY, A-5
HARRIS COUNTY, TEXAS (Parcel G)

Metes and bounds description of a 0.0704 acre tract of land situated in the Enoch Brinson Survey, Abstract 5, Harris County, Texas, said 0.0704 acre tract being conveyed to Valero Refining - Texas, L.P. as recorded in File Number X304200, Film Code 580-37-1610, Harris County Official Public Records of Real Property (H.C.O.P.R.R.P.), Harris County, Texas, that same called 0.070 acre tract as recorded in Volume 4156, Page 305, Harris County Deed Records (H.C.D.R.), Harris County, Texas, said 0.0704 acre tract being more particularly described by metes and bounds as follows:

All bearings are based on the Texas Coordinate System, South Central Zone and as shown on attached plat.

BEGINNING at a 5/8" iron rod with plastic cap set for the Northwest corner of the herein described tract, said Northwest corner being the Northeast corner of a call 0.557 acre tract as described in Volume 3391, Page 539, H.C.D.R., said corner being in the South ROW line of Union Pacific Railroad;

THENCE, along said South ROW line, South 72°52'00" East, 96.00 feet to a 5/8" iron rod with plastic cap set for the Northeast corner;

THENCE, South 17°08'00" West, 30.00 feet to a set 5/8" iron rod with plastic cap;

THENCE, North 72°52'00" West, 107.21 feet to a 5/8" iron rod with plastic cap set in the East line of said 0.557 acre tract;

THENCE, along the East line of said 0.557 acre tract, North 37°37'40" East, 32.03 feet to the **POINT OF BEGINNING** and containing 0.0704 acres of land.

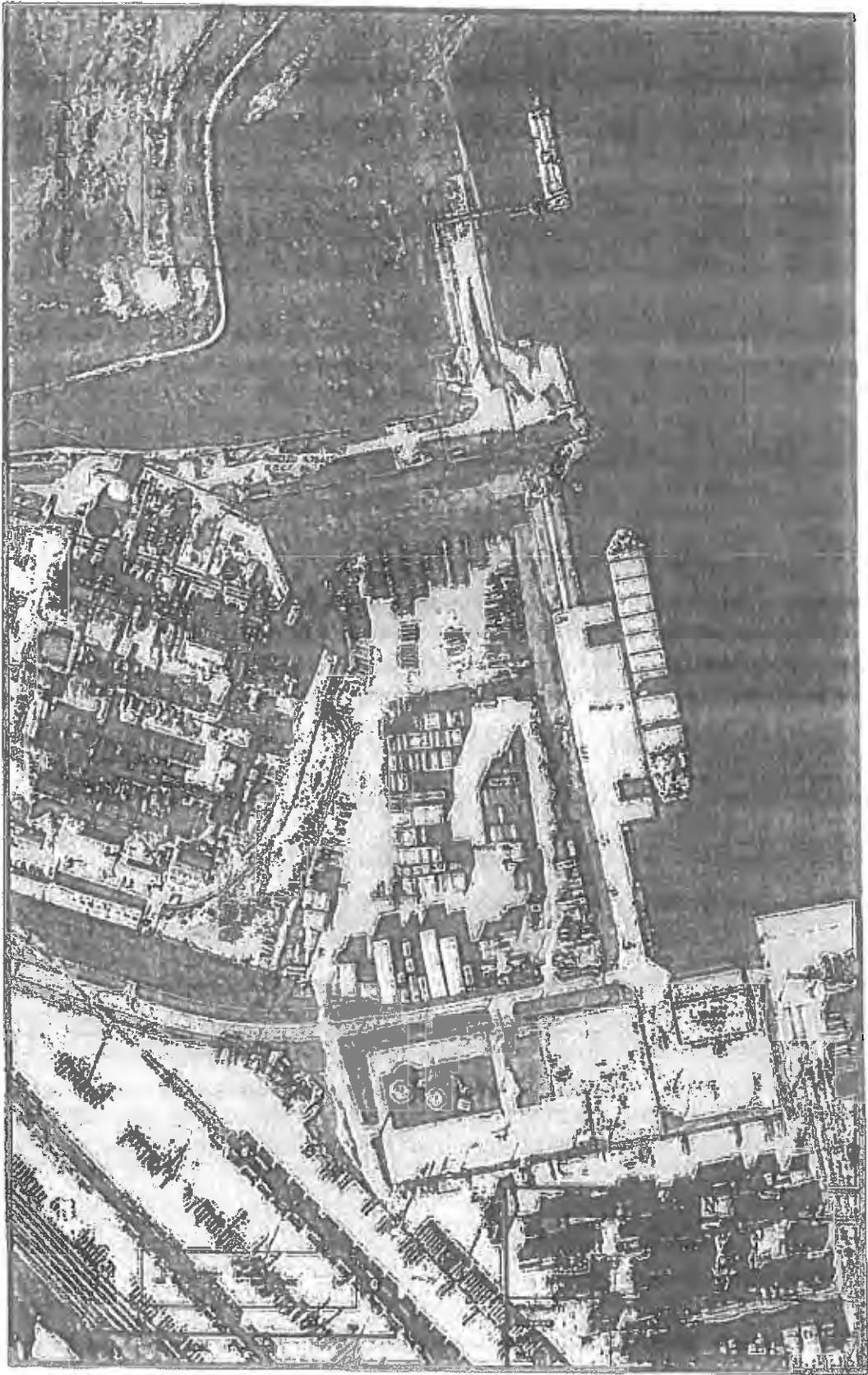
EXHIBIT B

DESCRIPTION OF QUALIFIED REINVESTMENT ZONE: LEASED PROPERTY

The Enterprise Products Operating LLC Reinvestment Zone was originally created on October 21, 2014 by action of the La Porte Independent School District Board of Trustees. A legal description of the real property leased by Enterprise Products Operating LLC and included in *The Enterprise Products Operating LLC Reinvestment Zone* is attached as **EXHIBIT B**.

As a result of the action of the board of Trustees of the La Porte Independent School District, *The Enterprise Products Operating LLC Reinvestment Zone* includes real property within Harris County, Texas, more specifically the real property legally described on the following pages.

**3.99-ACRE OF UPLAND AND 0.0644-ACRE OF SUBMERGED LAND
PORTION OF THE LEASED PREMISES**



LINE	BEARING	DISTANCE
L10	S 37°02'00" E	438.00'
L11	N 70°02'00" E	130.00'
L12	N 71°02'00" E	11.00'
L13	N 70°02'00" E	38.48'
L14	S 17°02'00" E	49.24'
L15	S 30°02'00" W	35.80'
L16	N 71°02'00" W	31.00'
L17	S 30°02'00" W	102.40'
L18	S 17°02'00" E	24.00'
L19	N 70°02'00" W	14.00'
L20	S 17°02'00" E	438.00'

LINE	BEARING	DISTANCE
L1	N 09°00'00" W	238.37'
L2	N 74°02'00" E	744.65'
L3	N 74°02'00" E	173.70'
L4	S 17°02'00" E	1000.00'
L5	S 30°02'00" W	369.00'
L6	N 70°02'00" E	304.00'
L7	S 30°02'00" W	80.00'
L8	S 17°02'00" E	18.00'
L9	S 30°02'00" W	10.00'
L10	S 17°02'00" E	17.00'
L11	S 30°02'00" W	11.00'
L12	S 17°02'00" E	18.00'
L13	S 30°02'00" W	17.00'
L14	S 17°02'00" E	10.00'
L15	S 30°02'00" W	11.00'
L16	S 17°02'00" E	11.00'
L17	S 30°02'00" W	11.00'
L18	S 17°02'00" E	11.00'
L19	S 30°02'00" W	11.00'
L20	S 17°02'00" E	11.00'
L21	S 30°02'00" W	11.00'
L22	S 17°02'00" E	11.00'
L23	S 30°02'00" W	11.00'
L24	S 17°02'00" E	11.00'
L25	S 30°02'00" W	11.00'
L26	S 17°02'00" E	11.00'
L27	S 30°02'00" W	11.00'
L28	S 17°02'00" E	11.00'
L29	S 30°02'00" W	11.00'
L30	S 17°02'00" E	11.00'
L31	S 30°02'00" W	11.00'
L32	S 17°02'00" E	11.00'
L33	S 30°02'00" W	11.00'
L34	S 17°02'00" E	11.00'
L35	S 30°02'00" W	11.00'
L36	S 17°02'00" E	11.00'
L37	S 30°02'00" W	11.00'
L38	S 17°02'00" E	11.00'
L39	S 30°02'00" W	11.00'
L40	S 17°02'00" E	11.00'
L41	S 30°02'00" W	11.00'
L42	S 17°02'00" E	11.00'
L43	S 30°02'00" W	11.00'
L44	S 17°02'00" E	11.00'
L45	S 30°02'00" W	11.00'
L46	S 17°02'00" E	11.00'
L47	S 30°02'00" W	11.00'
L48	S 17°02'00" E	11.00'

3.99 ACRES

BARGE DOCK
0.0644 ACRES

BARBOURS CUT
NEST IN SURROUND

ENTERPRISE PRODUCTS OPERATING L.P.
LEASE 43.70 ACRES
NEST IN SURROUND

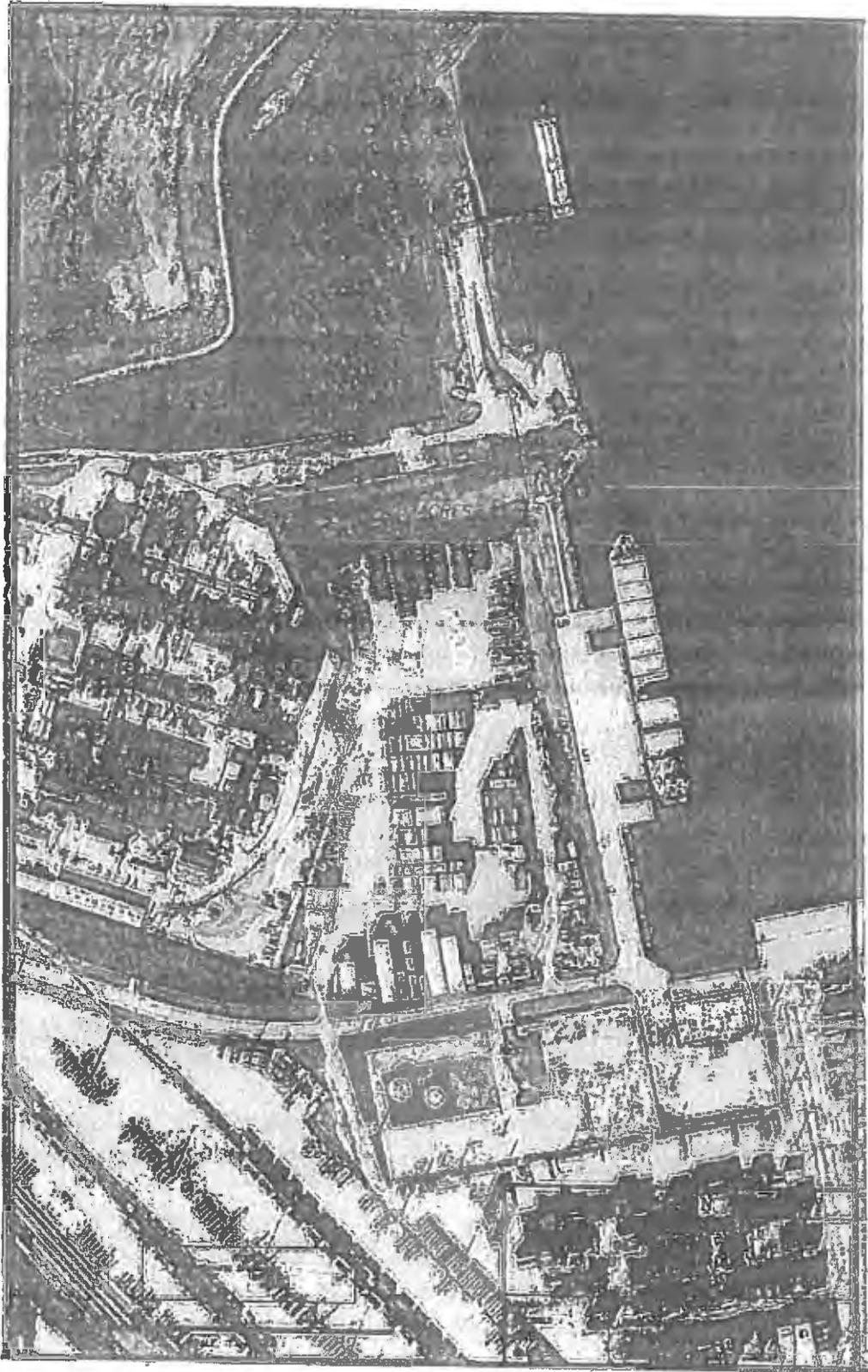
NOTE:
DIMENSIONS SHOWN ARE BASED
ON RECENT SURVEY DATA
DATE: 11/14/2014

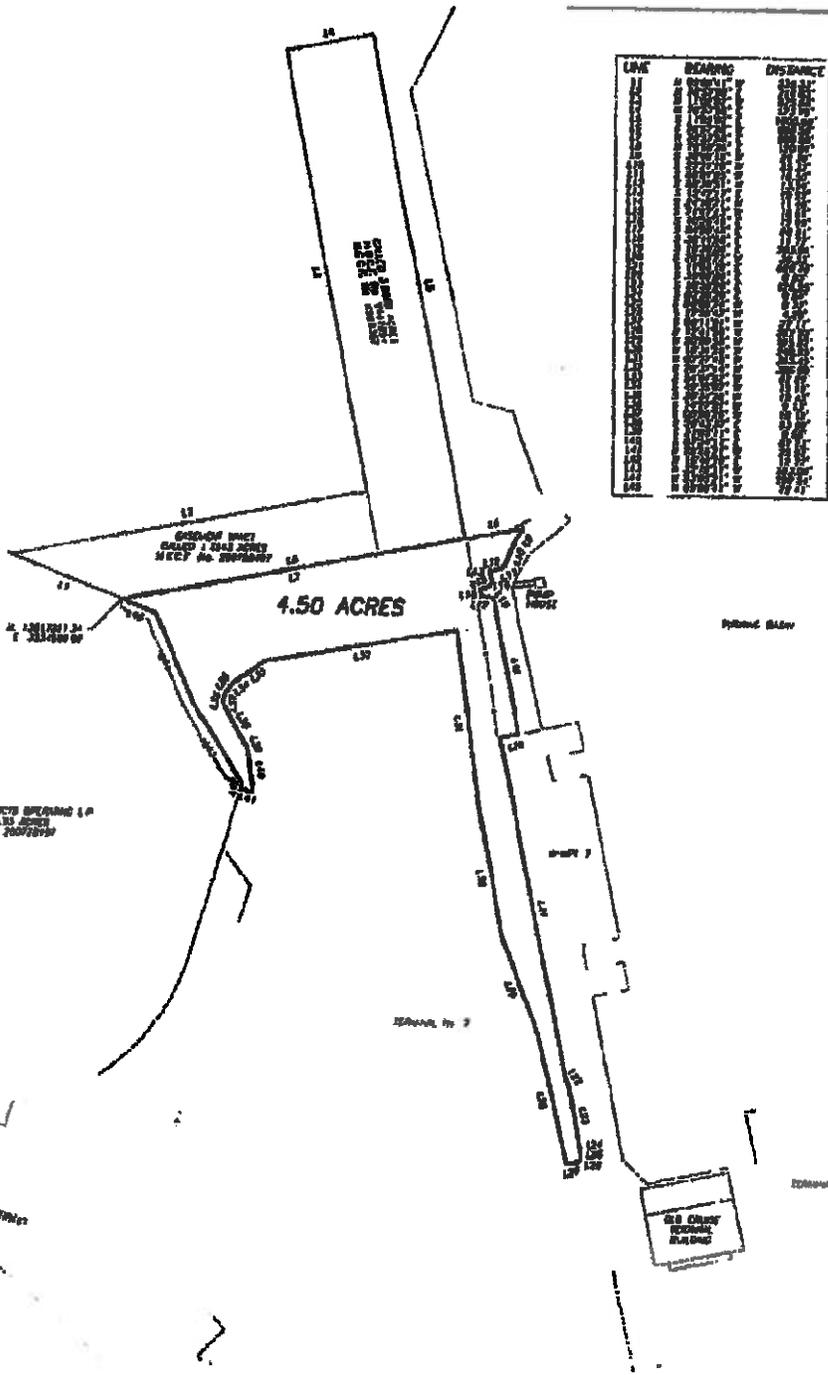
SCALE: 1" = 200 FEET

PORT OF HOUSTON AUTHORITY
3.89 ACRE LEASE SITE AT THE
PORT OF HOUSTON AUTHORITY
BARBOURS CUT, TERMINAL 7 TO
ENTERPRISE PRODUCTS OPERATING L.P.

DRAWN BY: LB	APPROVED:	DWG. No.
CHECKED BY: DC	PRELIMINARY. THIS DOCUMENT SHALL NOT BE RECORDED FOR ANY PURPOSE.	E1-3-3296
DATE: 8-8-2014		
SCALE: 1" = 200'		

4.50-ACRE OF UPLAND PORTION OF THE LEASED PREMISES





LINE	BEARING	DISTANCE
1	N 89° 15' 00" E	100.00
2	S 89° 15' 00" E	100.00
3	S 00° 00' 00" E	100.00
4	N 89° 15' 00" W	100.00
5	N 00° 00' 00" W	100.00
6	N 89° 15' 00" E	100.00
7	S 89° 15' 00" E	100.00
8	S 00° 00' 00" E	100.00
9	N 89° 15' 00" W	100.00
10	N 00° 00' 00" W	100.00
11	N 89° 15' 00" E	100.00
12	S 89° 15' 00" E	100.00
13	S 00° 00' 00" E	100.00
14	N 89° 15' 00" W	100.00
15	N 00° 00' 00" W	100.00
16	N 89° 15' 00" E	100.00
17	S 89° 15' 00" E	100.00
18	S 00° 00' 00" E	100.00
19	N 89° 15' 00" W	100.00
20	N 00° 00' 00" W	100.00
21	N 89° 15' 00" E	100.00
22	S 89° 15' 00" E	100.00
23	S 00° 00' 00" E	100.00
24	N 89° 15' 00" W	100.00
25	N 00° 00' 00" W	100.00
26	N 89° 15' 00" E	100.00
27	S 89° 15' 00" E	100.00
28	S 00° 00' 00" E	100.00
29	N 89° 15' 00" W	100.00
30	N 00° 00' 00" W	100.00
31	N 89° 15' 00" E	100.00
32	S 89° 15' 00" E	100.00
33	S 00° 00' 00" E	100.00
34	N 89° 15' 00" W	100.00
35	N 00° 00' 00" W	100.00
36	N 89° 15' 00" E	100.00
37	S 89° 15' 00" E	100.00
38	S 00° 00' 00" E	100.00
39	N 89° 15' 00" W	100.00
40	N 00° 00' 00" W	100.00
41	N 89° 15' 00" E	100.00
42	S 89° 15' 00" E	100.00
43	S 00° 00' 00" E	100.00
44	N 89° 15' 00" W	100.00
45	N 00° 00' 00" W	100.00
46	N 89° 15' 00" E	100.00
47	S 89° 15' 00" E	100.00
48	S 00° 00' 00" E	100.00
49	N 89° 15' 00" W	100.00
50	N 00° 00' 00" W	100.00
51	N 89° 15' 00" E	100.00
52	S 89° 15' 00" E	100.00
53	S 00° 00' 00" E	100.00
54	N 89° 15' 00" W	100.00
55	N 00° 00' 00" W	100.00
56	N 89° 15' 00" E	100.00
57	S 89° 15' 00" E	100.00
58	S 00° 00' 00" E	100.00
59	N 89° 15' 00" W	100.00
60	N 00° 00' 00" W	100.00
61	N 89° 15' 00" E	100.00
62	S 89° 15' 00" E	100.00
63	S 00° 00' 00" E	100.00
64	N 89° 15' 00" W	100.00
65	N 00° 00' 00" W	100.00
66	N 89° 15' 00" E	100.00
67	S 89° 15' 00" E	100.00
68	S 00° 00' 00" E	100.00
69	N 89° 15' 00" W	100.00
70	N 00° 00' 00" W	100.00
71	N 89° 15' 00" E	100.00
72	S 89° 15' 00" E	100.00
73	S 00° 00' 00" E	100.00
74	N 89° 15' 00" W	100.00
75	N 00° 00' 00" W	100.00
76	N 89° 15' 00" E	100.00
77	S 89° 15' 00" E	100.00
78	S 00° 00' 00" E	100.00
79	N 89° 15' 00" W	100.00
80	N 00° 00' 00" W	100.00
81	N 89° 15' 00" E	100.00
82	S 89° 15' 00" E	100.00
83	S 00° 00' 00" E	100.00
84	N 89° 15' 00" W	100.00
85	N 00° 00' 00" W	100.00
86	N 89° 15' 00" E	100.00
87	S 89° 15' 00" E	100.00
88	S 00° 00' 00" E	100.00
89	N 89° 15' 00" W	100.00
90	N 00° 00' 00" W	100.00
91	N 89° 15' 00" E	100.00
92	S 89° 15' 00" E	100.00
93	S 00° 00' 00" E	100.00
94	N 89° 15' 00" W	100.00
95	N 00° 00' 00" W	100.00
96	N 89° 15' 00" E	100.00
97	S 89° 15' 00" E	100.00
98	S 00° 00' 00" E	100.00
99	N 89° 15' 00" W	100.00
100	N 00° 00' 00" W	100.00

ENTERPRISE PRODUCTS OPERATING L.P.
SECT. No. 20078499

SECT. No. 20078499

NOTE:
COORDINATES GIVEN ARE BASED
ON TEXAS STATE PLANE COORDINATE SYSTEM OF
1983, WITH SOUTH COORDINATE ZERO.

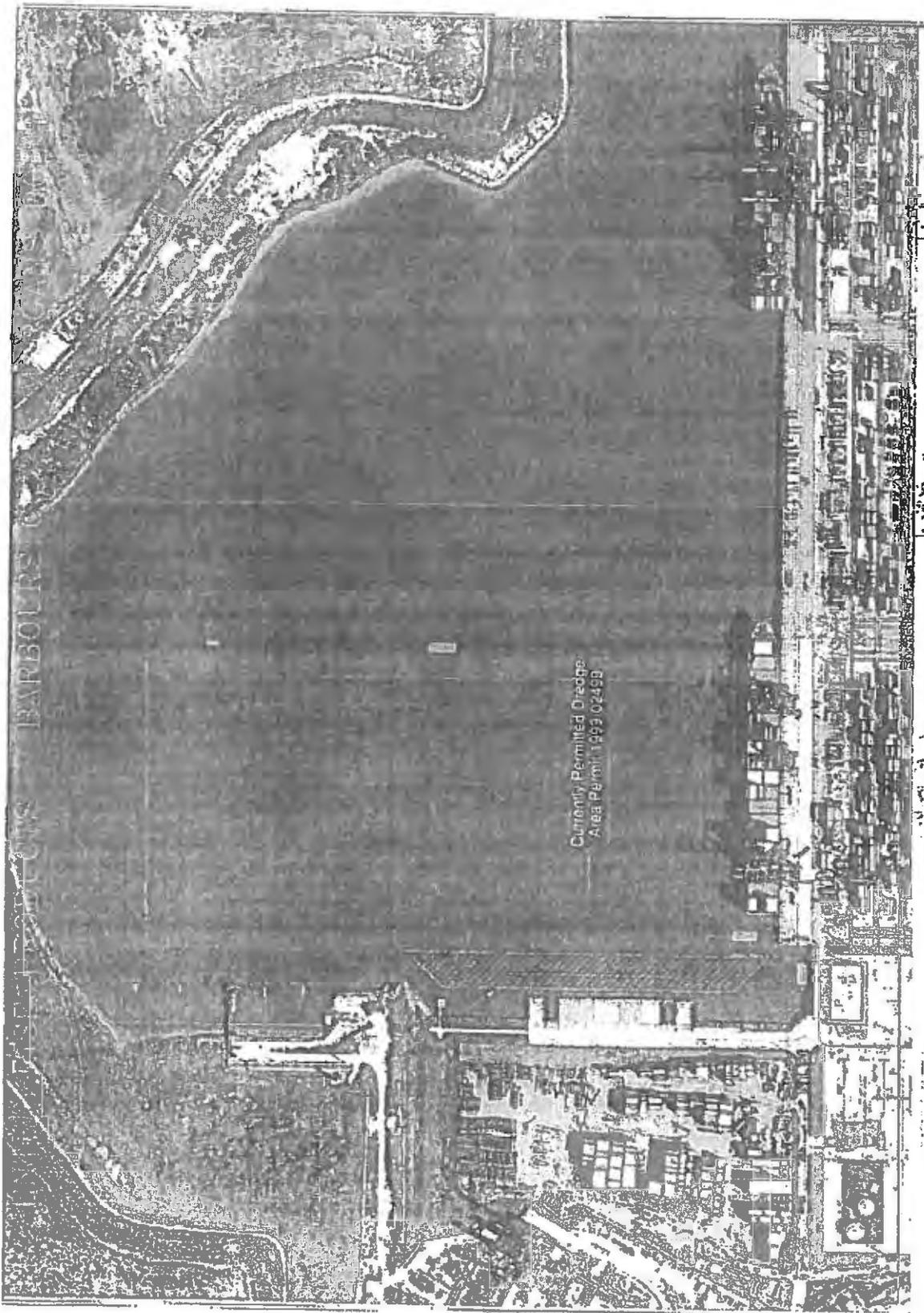


PORT OF HOUSTON AUTHORITY

4.50 ACRE LEASE SITE AT THE
PORT OF HOUSTON AUTHORITY
BARBOURS CUT, TERMINAL 7 TO
ENTERPRISE PRODUCTS OPERATING L.P.

DRAWN BY: LS CHECKED BY: DC DATE: 1-23-2014 SCALE: 1" = 300'	APPROVED: PRELIMINARY THIS DOCUMENT SHALL NOT BE RECORDED FOR ANY PURPOSE. <small>THIS IS FILED IN COORDINATION WITH</small>	DWG. No. E1-2-251
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DREDGE AREA



Currently Permitted Dredge
Area Permit 1993 0249B

HARBOR

1-800-455-6277
 EXTENDING SLIP SPACE
 UNDER THE BRIDGE FOR CARGO
 AT THE
 PORTLAND DOCK YARD

SHEET 1 of 1
 PROJECT: SLIP SPACE
 LOCATION: UNDER THE BRIDGE
 DRAWN BY: [Name]
 DATE: [Date]

1-800-455-6277
 PORTLAND DOCK YARD
 1000 1/2 AVENUE
 PORTLAND, ME 04106
 PHONE: 603-455-6277

Guidelines and Criteria for Creating Reinvestment Zone

The reinvestment zone was designated by the La Porte Independent School District under § 312.0025 of the Texas Tax Code; accordingly, there are no applicable Guidelines and Criteria for Establishment of the Reinvestment Zone.

Tab # 17

Authorization Page

SECTION 16: Authorized Signatures and Applicant Certification

After the application and schedules are complete, an authorized representative from the school district and the business should review the application documents and complete this authorization page. Attach the completed authorization page in Tab 17. NOTE: If you amend your application, you will need to obtain new signatures and resubmit this page, Section 16, with the amendment request.

1. Authorized School District Representative Signature

I am the authorized representative for the school district to which this application is being submitted. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code.

print here Lloyd W. Graham
Print Name (Authorized School District Representative)

Superintendent
Title

sign here [Signature]
Signature (Authorized School District Representative)

Dec. 10, 2014
Date

2. Authorized Company Representative (Applicant) Signature and Notarization

I am the authorized representative for the business entity for the purpose of filing this application. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code. The information contained in this application and schedules is true and correct to the best of my knowledge and belief.

I hereby certify and affirm that the business entity I represent is in good standing under the laws of the state in which the business entity was organized and that no delinquent taxes are owed to the State of Texas.

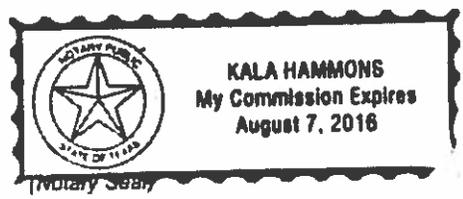
print here Curt Tate
Print Name (Authorized Company Representative (Applicant))

Senior Tax Director
Title

sign here [Signature]
Signature (Authorized Company Representative (Applicant))

12/4/14
Date

GIVEN under my hand and seal of office this, the 4th day of December, 2014



[Signature]
Notary Public in and for the State of Texas

My Commission expires: 8/7/2016

If you make a false statement on this application, you could be found guilty of a Class A misdemeanor or a state jail felony under Texas Penal Code Section 37.10.

APPLICATION TAB ORDER FOR REQUESTED ATTACHMENTS

TAB	ATTACHMENT
1	Pages 1 through 11 of Application
2	Proof of Payment of Application Fee
3	Documentation of Combined Group membership under Texas Tax Code 171.0001(7), history of tax default, delinquencies and/or material litigation <i>(if applicable)</i>
4	Detailed description of the project
5	Documentation to assist in determining if limitation is a determining factor
6	Description of how project is located in more than one district, including list of percentage in each district and, if determined to be a single unified project, documentation from the Office of the Governor <i>(if applicable)</i>
7	Description of Qualified Investment
8	Description of Qualified Property
9	Description of Land
10	Description of all property not eligible to become qualified property <i>(if applicable)</i>
11	<p>Maps that clearly show:</p> <ul style="list-style-type: none"> a) Project vicinity b) Qualified investment including location of tangible personal property to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period c) Qualified property including location of new buildings or new improvements d) Existing property e) Land location within vicinity map f) Reinvestment or Enterprise Zone within vicinity map, showing the actual or proposed boundaries and size <p>Note: Electronic maps should be high resolution files. Include map legends/markers.</p>
12	Request for Waiver of Job Creation Requirement and supporting information <i>(if applicable)</i>
13	Calculation of three possible wage requirements with TWC documentation
14	Schedules A1, A2, B, C and D completed and signed Economic Impact <i>(if applicable)</i>
15	Economic Impact Analysis, other payments made in the state or other economic information <i>(if applicable)</i>
16	<p>Description of Reinvestment or Enterprise Zone, including:</p> <ul style="list-style-type: none"> a) evidence that the area qualifies as a enterprise zone as defined by the Governor's Office b) legal description of reinvestment zone* c) order, resolution or ordinance establishing the reinvestment zone* d) guidelines and criteria for creating the zone* <p>* To be submitted with application or before date of final application approval by school board</p>
17	Signature and Certification page, signed and dated by Authorized School District Representative and Authorized Company Representative <i>(applicant)</i>