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TEXAS BOARD OF LEGAL SPECIALIZATION

JUSTIN DEMERATH

September 1, 2015

Local Government Assistance & Economic Analysis
Texas Comptroller of Public Accounts
P.O. Box 13528
Austin, Texas 78711-3528

RE: Application to the Sweeny Independent School District from Phillips 66

(**First Qualifying Year 2017**)

To the Local Government Assistance & Economic Analysis Division:

By copy of this letter transmitting the application for review to the Comptroller's Office, the Sweeny Independent School District is notifying Phillips 66 of its intent to consider the application for appraised value limitation on qualified property should a positive certificate be issued by the Comptroller. The Applicant submitted the Application to the school district on August 11, 2015. The Board voted to accept the application on August 11, 2015. The application has been determined complete as of September 1, 2015. Please prepare the economic impact report.

A copy of the application will be submitted to the Brazoria County Appraisal District.

Sincerely,

Kevin O'Hanlon
School District Consultant

Cc: Brazoria County Appraisal District
Phillips 66

TAB 1

Pages 1 through 11 of Application

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

August 11, 2015
Date Application Received by District

Randy
First Name

Miksch
Last Name

Superintendent
Title

Sweeny Independent School District
School District Name

1310 North Elm Street
Street Address

1310 North Elm Street
Mailing Address

Sweeny
City

TX
State

77480
ZIP

979-491-8000
Phone Number

979-491-8030
Fax Number

Mobile Number *(optional)*

rmiksch@sweenyisd.org
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: Dan
Last Name: Casey
Title: Consultant
Firm Name: Moak Casey & Associates
Phone Number: 512-485-7878
Fax Number: 512-485-7888
Mobile Number *(optional)*:
Email Address: dcasey@moakcasey.com

4. On what date did the district determine this application complete? . . . . . September 1, 2015

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: Christina
Last Name: Hyden
Title: Advisor, Property Tax
Organization: Phillips 66 Company
Street Address: 420 S. Keeler, PB-1388-01
Mailing Address: P.O. Box 5600 - Property Tax
City: Bartlesville
State: OK
ZIP: 74005
Phone Number: 918-977-4847
Fax Number: 918-977-4847
Mobile Number *(optional)*: 918-815-0474
Business Email Address: christina.m.hyden@p66.com

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: Not Applicable
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)*

Not 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? Phillips 66 Company
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 *(11 digits)* 13716527026
3. List the NAICS code 325110
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

   Plemons-Stinnett-Phillips CISD (2006) and Sweeny ISD (2004)

SECTION 5: Applicant Business Structure

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

   Not Applicable

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:
   - ☑ Land has no existing improvements
   - ☐ Land has existing improvements *(complete Section 13)*
   - ☐ Expansion of existing operation on the land *(complete Section 13)*
   - ☐ 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.

SECTION 9: Projected Timeline

1. Application approval by school board . . . . . January 2016
2. Commencement of construction 1Q 2016
3. Beginning of qualifying time period . . . . . January 2016
4. First year of limitation 2017
5. Begin hiring new employees 3Q 2016
6. Commencement of commercial operations 3Q 2016
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? 3Q 2016

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located Brazoria
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Brazoria
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: Brazoria, .492020, 18% *(Name, tax rate and percent of project)*

   City: None *(Name, tax rate and percent of project)*

   Hospital District: Sweeny Hosp. Distr., .410003, 18% *(Name, tax rate and percent of project)*

   Water District: None *(Name, tax rate and percent of project)*

   Other *(describe)*: W. Brazoria Drain. Dist. #11, .02, 18% *(Name, tax rate and percent of project)*

   Other *(describe)*: *(Name, tax rate and percent of project)*
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? 30,000,000.00
2. What is the amount of appraised value limitation for which you are applying?. 30,000,000.00

   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? . . . . . not applicable

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): . . . . . $ 0.00
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)*: . . . . . $ 0.00

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)? 0

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)? 3,463

   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? 10

5. What is the number of new non-qualifying jobs you are estimating you will create? 0

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 1,165.00

   b. 110% of the average weekly wage for manufacturing jobs in the county is 2,221.00

   c. 110% of the average weekly wage for manufacturing jobs in the region is 1,153.00

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? 59,976.00

10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 59,976.00

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 ➧ Randy Miksch — Print Name *(Authorized School District Representative)*

Superintendent, Sweeny ISD — Title

sign here ➧ Randy Miksch — Signature *(Authorized School District Representative)*

8/26/2015 — 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 ➧ Christina M. Hyden — Print Name *(Authorized Company Representative (Applicant))*

Advisor, Property Tax — Title

sign here ➧ Christina M. Hyden — Signature *(Authorized Company Representative (Applicant))*

08/25/2015 — Date

Notary Public
State of Oklahoma
TERRY L. HICKS
WASHINGTON COUNTY
COMMISSION #01008709
Comm. Exp. 07-13-2017

(Notary Seal)

GIVEN under my hand and seal of office this, the

25th day of August, 2015

Terry L. Hicks

Notary Public in and for the State of ~~Texas~~ Oklahoma

My Commission expires: 7-13-17

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 *(if applicable)*
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 *(if applicable)*
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 *(if applicable)*
11	Maps that clearly show: a) Project vicinity b) Qualified investment including location of tangible personal propertry 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 **Note:** Electronic maps should be high resolution files. Include map legends/markers.
12	Request for Waiver of Job Creation Requirement and supporting information *(if applicable)*
13	Calculation of three possible wage requirements with TWC documentation
14	Schedules A1, A2, B, C and D completed and signed Economic Impact *(if applicable)*
15	Economic Impact Analysis, other payments made in the state or other economic information *(if applicable)*
16	Description of Reinvestment or Enterprise Zone, including: 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* *** To be submitted with application or before date of final application approval by school board**
17	Signature and Certification page, signed and dated by Authorized School District Representative and Authorized Company Representative *(applicant)*

TAB 2

Proof of Payment of Application Fee

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 Group Membership

Under Texas Tax Code

Tab 3

Documentation of Combined Group Membership under Texas Tax Code
Phillips 66 Company
Sweeny ISD, Brazoria County, TX

Not applicable.

TAB 4

Detailed Description of the Project

Tab 4

Description of Project
Phillips 66 Company
Sweeny ISD, Brazoria County, TX

Phillips 66 is proposing to underta e the Liquefied Petroleum Gas (LPG) Export project, which will enable it to manufacture export grade LPGs. The manufacturing process for LPG's includes; fractionation, pretreatment, liquefaction, storage, and export capacity of up to 150,000 barrels of LPGs per day. LPGs include propane and butanes. This LPG Export project will be designed to manufacture export grade propane and butane by treating propane for ethane and sulfur compound storing the products in caverns until liquefied and placed into refrigerated storage and then loaded onto a ship. LPGs will be exported from the Freeport Terminal by Very Large Gas Carriers (VLGC) ships that will arrive at via the Freeport Harbor Channel.

The LPG Export Terminal Project consists of three main project sites: Sweeny Refinery, Clemens Terminal and Freeport Terminal. All three facilities are strategically located based on existing infrastructure and naturally occurring geology and geography. All three locations are tied together with pipelines which allow for the continuation of the manufacturing process to occur across the multiple sites.

<u>Sweeny ISD</u>: The Sweeny Refinery Site is the front-end process for the manufacturing of LPGs. This site contains the NGL Fractionator which manufactures purity products like ethane, propane, butane and natural gasoline, as well as the Export Propane Unit hich manufactures export grade propane. This Export Propane Unit consists of a de-ethanizer tower which will remove the ethane from the propane stream. This process is integral to lower the domestic propane quality from 5% ethane down to 2% ethane which is required in order to refrigerate and load onto ships. This project site will entail the following equipment and site modifications:

- Export Grade Propane Unit
- Butane pipeline to Clemens
- Export grade propane pipeline to Clemens.

These pipelines are not for the transfer of finished product to the commerce stream, but to transport the materials to further manufacturing processes.

<u>Columbia-Brazoria ISD</u>: The Clemens Terminal Site is strategically located due to the geology of the underground salt-dome that exits at this location. Due to the large quantities of NGLs required to provide feed to the Fractionator and Export Propane Unit and LPG required to load one export ship, millions of barrels of storage are needed for propane and butane prior to export. The most economical way to store large quantities of LPGs are in underground salt-dome caverns. The caverns Phillips 66 is developing at Clemens will act as the storage tanks for feed stock and product storage for exports. The Clemens project site will entail the following equipment and site modifications:

- Y-grade, raw NGLs, for feed to the fractionator
- Domestic grade propane to feed the Export Propane Unit
- Export grade propane cavern
- Butane cavern
- Export grade propane pipeline to Freeport
- Butane pipeline to Freeport

Brazosport ISD: The Freeport Terminal Site is strategically located on the water with a deep berth and access to the open water through the Freeport Harbor Channel. This existing Phillips 66 Terminal will require extensive new facilities for the new activities at the site, as well as infrastructure additions. Propane and butane will be shipped from the Clemens Terminal to Freeport where it will be liquefied prior to loading onto export ships.

The manufacturing process to produce export grade propane and butane requires: equipment to extract water from the propane and butane gas, of four (4) integrated refrigeration trains to turn the gas to a liquid, storage for liquid propane. In addition, the LPG Export Project will require at the Freeport Terminal including:

- Loading Arms
- Thermal Oxidizer
- Control room
- Access roads

TAB 5

Documentation to Assist in Determining

If limitation is a Determining Factor

Tab 5

Chapter 313 Determining Factor in Site Selection
Phillips 66 Company
Sweeny ISD, Brazoria County, TX

Application for Chapter 313 Value Limitation: Section 8

The proposed site is one of four sites considered, three in Texas and one in Louisiana. Also, as with any capital project, the other option was not to place the project anywhere. In addition to competition with other locations for this project, there was intense competition within Phillips 66 of where to place limited capital throughout our portfolio of properties in the U.S. and other countries. We explained this reality to county, school and state (Governor's office) officials. Approval of Chapter 313 value limitations for each of the three school districts for this project (Brazosport, Columbia-Brazoria and Sweeny) was a very significant factor in the decision regarding the location of this project. That's why we requested and received resolutions of support for Chapter 313 value limitations from all three school districts prior to a management decision of where to site the project. The resolution from Sweeny ISD is included in Tab 5.

Absent the support from the school district through a 313 agreement, the impact of the school district property taxes on the cost of the project would not allow this proposed project to effectively compete against the competing site locations or the other propreties in the Phillips 66 portfolio.

RESOLUTION

SUPPORTING APPLICATION OF PHILLIPS 66 COMPANY FOR AGREEMENT FOR LIMITATION ON APPRAISED VALUE OF PROPERTY FOR SCHOOL DISTRICT MAINTENANCE AND OPERATIONS TAXES

WHEREAS, during the 83rd Legislature, Regular Session, the Texas Legislature enacted HB 3390; and,

WHEREAS, the provisions of HB3390 alter the requirements of application submission to such an extent that the Texas Comptroller's Office has been required to develop new application forms in order to comply with all of the new data requirements and benchmarks set forth in the new provisions of Chapter 313 of the Texas Tax Code; and,

WHEREAS, the Phillips 66 Company has recently indicated that it is in the process of considering new petrochemical manufacturing installations at its facilities located in Brazoria County, Texas; and

WHEREAS, Phillips 66 Company has indicated that the availability of a tax limitation agreement or agreements from the several school districts involved will be a significant factor in the company's ultimate determination of whether to fund the proposed new facilities or to pursue other investment opportunity in other areas of the United States; and,

WHEREAS, Phillips 66 Company has indicated it is prepared at the current time to submit an application or applications to one or more school districts in Brazoria County, Texas concerning the project; however, it cannot do so due to the lack of the publication of the relevant forms for the submission of new applications for limitation on appraised value of qualified property in conformance with the new requirements of Chapter 313 effective as of January 1, 2014; and,

WHEREAS, on December 20, 2013, the Superintendent of Schools of the Brazosport Independent School District, received from the Phillips 66 Company a request for a resolution of support for such possible application for appraised value limitation on qualified property, pursuant to the requirements of Chapter 313 of the Texas Tax Code as effective as of January 1, 2014; and,

WHEREAS, it appears from the evidence accumulated to date that the Company would be eligible for the limitation on the appraised value of the Applicant's qualified property once it makes a qualified investment under Chapter 313, Texas Tax Code within the District, and that the granting of the Application and the Board of Trustees' entering into an Agreement would be in the best interest of the District and the State;

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE BRAZOSPORT INDEPENDENT SCHOOL DISTRICT:

That the Board of Trustees of the Brazosport Independent School District hereby finds that it would favorably consider an Application for Appraised Value Limitation on Qualified Property, pursuant to Chapter 313 of the Texas Tax Code, provided:

1. The Comptroller issues a positive recommendation for the project;

2. The economic and financial analyses indicate that the project would benefit the area;

3. Suitable language is included in an implementation agreement to protect the school district from any potential revenue losses as a result of entering into the agreement, which is also required by state law.

PASSED, APPROVED AND ADOPTED on this 14th day of January, 2014.

BRAZOSPORT INDEPENDENT SCHOOL DISTRICT

By: Jim Koch

JIM KOCH
President
Board of Trustees

ATTEST:

Mason P. Howard

MASON HOWARD
Secretary
Board of Trustees

RESOLUTION

SUPPORTING APPLICATION OF PHILLIPS 66 COMPANY FOR AGREEMENT FOR LIMITATION ON APPRAISED VALUE OF PROPERTY FOR SCHOOL DISTRICT MAINTENANCE AND OPERATIONS TAXES

WHEREAS, during the 83rd Legislature, Regular Session, the Texas Legislature enacted HB 3390; and,

WHEREAS, the provisions of HB3390 alter the requirements of application submission to such an extent that the Texas Comptroller's Office has been required to develop new application forms in order to comply with all of the new data requirements and benchmarks set forth in the new provisions of Chapter 313 of the Texas Tax Code; and,

WHEREAS, the Phillips 66 Company has recently indicated that it is in the process of considering new petrochemical manufacturing installations at its facilities located in Brazoria County, Texas; and

WHEREAS, Phillips 66 Company has indicated that the availability of a tax limitation agreement or agreements from the several school districts involved will be a significant factor in the company's ultimate determination of whether to fund the proposed new facilities or to pursue other investment opportunity in other areas of the United States; and,

WHEREAS, Phillips 66 Company has indicated it is prepared at the current time to submit an application or applications to one or more school districts in Brazoria County, Texas concerning the project; however, it cannot do so due to the lack of the publication of the relevant forms for the submission of new applications for limitation on appraised value of qualified property in conformance with the new requirements of Chapter 313 effective as of January 1, 2014; and,

WHEREAS, on December 20, 2013, the Superintendent of Schools of the Sweeny Independent School District, received from the Phillips 66 Company a request for a resolution of support for such possible application for appraised value limitation on qualified property, pursuant to the requirements of Chapter 313 of the Texas Tax Code as effective as of January 1, 2014; and,

WHEREAS, it appears from the evidence accumulated to date that the Company would be eligible for the limitation on the appraised value of the Applicant's qualified property once it makes a qualified investment under Chapter 313, Texas Tax Code within the District, and that the granting of the Application and the Board of Trustees' entering into an Agreement would be in the best interest of the District and the State;

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE SWEENY INDEPENDENT SCHOOL DISTRICT:

That the Board of Trustees of the Sweeny Independent School District hereby finds that it would favorably consider an Application for Appraised Value Limitation on Qualified Property, pursuant to Chapter 313 of the Texas Tax Code, provided:

1. The Comptroller issues a positive recommendation for the project;

2. The economic and financial analyses indicate that the project would benefit the area;

3. Suitable language is included in an implementation agreement to protect the school district from any potential revenue losses as a result of entering into the agreement, which is also required by state law.

PASSED, APPROVED AND ADOPTED on this 31th day of December, 2013.

SWEENY INDEPENDENT SCHOOL DISTRICT

By: DDS

GLENN GARRISON
President
Board of Trustees

ATTEST:

Jan Reddoch VP

DONNA BOHLAR-SCHROEDER
Secretary
Board of Trustees

Exhibit G
Request for Variance

Bob Adair
Supervisor, Eastern Region
Real Estate & Facilities Services
Property Tax, Real Estate,
Right of Way and Claims

Phillips 66 Company
3010 Briarpark Drive (77042)
P.O. Box 4428 - PTRRC
Houston, TX 77210
Office: 832.765.1419
Cell: 281.235.6558
Efax: 918.977.9431
Email: bob.adair@p66.com

November 18, 2013

Honorable Joe King
County Judge, Brazoria County
111 E. Locust Street, Suite 102
Angleton, TX 77515

Dear Judge King:

Subject: Variance Request from Property Tax Abatement Guidelines

We respectfully request approval of a variance in the term listed in Section 2(g) of the current Guidelines and Criteria for Granting Tax Abatement in a Reinvestment Zone Created in Brazoria County from seven years to **10 years** or one-half (1/2) the productive life of the improvement (including eligible personal property), whichever is less. Ten years is indicated to align with the maximum term allowed by Chapter 312 of the Texas Property Tax Code. We will verbally explain the basis for this request during meetings with you, Commissioners and Tax Abatement Review Committee members. In our opinion, the primary justification for the variance is the proposed capital investment above $1 billion, the threshold previously used by the Commissioners Court to approve a variance as requested.

We can't assure you and the Commissioners that the project will be approved if this variance is approved or it will be sited elsewhere if it is not approved. However, we can tell you that the project is pending management approval and this variance will significantly improve the project economics to move it closer to a site decision in Brazoria County.

We look forward to further discussing this request with you, Commissioners and others as you advise.

Respectfully,

B. G. Adair

Enclosure

TAB 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

Tab 6

One Project in Three School Districts
Phillips 66 Company
Brazosport ISD, Columbia-Brazoria ISD and Sweeny ISD, Brazoria County, TX

As indicated in Tab 4 regarding a description of the project, the proposed project would build a propane manufacturing unit (Sweeny ISD), propane and normal butane storage facilities at the Clemens Terminal (Columbia-Brazoria ISD), a terminal to export propane, normal butane, and natural gasoline (heavier liquids from naphtha and gasoline) via ship or barge (Brazosport ISD) and the related infrastructure required to connect these facilities, all in Brazoria County. The estimated percentage in each district is:

Brazosport ISD	63%
Columbia-Brazoria ISD	19%
Sweeny ISD	18%

Attached is a form submitted by Phillips 66 Company's Regional Manager of State Government Affairs to the Texas Governor's office. He discussed the project with Mr. Larry McManus, with the Governor's office. The Governor's office is working with Phillips 66 to advance this project.

From: Cagnolatti, David A.
Sent: Friday, May 09, 2014 1:58 PM
To: Adair, Bob G
Subject: RE: NAICS Code for Freeport LPG Project 1

Attached is what we submitted to the Governor's Office. We used NAICS code 324110.

David A. Cagnolatti
Manager, State Government Relations
Phillips 66
Texas/Gulf Coast Region
(AL, AR, FL, GA, KY, LA, MS, NC, SC, TN, TX)
450 Laurel St., Suite 1410
Baton Rouge, LA 70801
Office (225) 344-3201
Mobile (225) 603-1999

Principal Contact Information

Name	David A. Cagnolatti	**Date**	February 20, 2014
Phone	225 344 3201; mobile 225 603 1999	**E-mail**	david.a.cagnolatti@p66.com
Role:	☐ Consultant ☑ Company Representative ☐ Community Representative		
Title	nment Relations, Texas and the Gulf Coast Region	**Company name**	Phillips 66 Company
Address	3010 Brianpark	**City, State, Zip**	Houston, TX 77042
Have you spoken to anyone in our office? If so with whom?			Yes, Larry McManus
Your role on behalf of the company:			Government Liaison

Notes:

As indicated on the press release we are emailing separately, Phillips 66 Company has recently received approval from its board of directors to move forward with two separate projects: its Sweeny Fractionator One project and its Freeport Liquefied Petroleum Gas Export Terminal. Each of these projects are in different stages of development and each have their own time line until completion. However, due to the constraints of this form, the numbers in the following sections have been combined. We would appreciate receiving requested permits and other approvals as soon as the law or

Specific Project Information

Industry Description	Midstream Oil and Gas	**NAICS**	324110
Current Location	Houston, TX		

New TX employees projected by year: Yr 1: 15 Yr 2: 33 Yr 3: 14 Yr 4: Yrs 5-10: Total: 62

Job Type:

Professional: 20 % of workers Average wage 150,000

General: 80 % of workers Average wage 80,000

Ownership: ☑ Private ☐ Public

Est. Total Private Investment	$ $3.5 billion	**Is financing for entire project secured?**	◉ Yes ○ No
Immediate Parent Company	Phillips 66	**Ultimate Parent Company**	Phillips 66

Briefly describe type of assistance you are seeking:

Assistance in securing all necessary permits to progress both projects. By separate email, we are transmitting a list of the permits needed for the projects.

Select all that apply:

☐ Consolidation	☐ Expansion, new location	☑ Expansion, existing location
☐ Fabrication/Assembly	☐ Service Industry	☐ Relocation from
☐ Headquarters	☐ Start-up company	☐ Other

Geographic region of interest: Brazoria County Regions Map

Initial site visit expected	**Prelim decision date**	**Final decision date**

TAB 7

Description of Qualified Investment

Tab 7

Description of Qualified Investment
Phillips 66 Company
Sweeny ISD, Brazoria County, TX

All cost indicated on this application would be qualified investment as defined by §313.021(1) of the Texas Property Tax Code. The description is the same as Qualified Property in Tab 8.

TAB 8

Description of Qualified Property

Tab 8

Description and Qualified Property
Phillips 66 Company
Sweeny ISD, Brazoria County, TX

The proposed qualified property in this application would be at the Sweeny Refinery in Old Ocean. Improvements and personal property listed below applies the definition to Section 1.04(3)(A) (mostly "fixtures" to real property) and personal property.

Propane manufacturing unit (100,000 barrels per day capacity)
Pollution control equipment
Computer equipment
Emergency response
Instrumentation
Lab Equipment
2 pipelines connecting the project from Sweeny Refinery to Clemens
1 pipeline connecting the project from Sweeny Refinery to Freeport

<u>Property not subject to this Application:</u>
Additional property for this project includes an export terminal at Port Freeport (Brazosport ISD), inter-related storage facilities near Clemens (Columbia-Brazoria ISD) and fractionator (on previous application 286) close to the Sweeny Refinery and related pipelines between Sweeny and Freeport.
The above description (combined with the same tab for Brazosport ISD and Columbia-Brazoria ISD) is similar to Schedule E (improvements) and Schedule I (personal property) in the Chapter 312 applications to Brazoria County.

TAB 9

Description of Land

PHILLIPS 66 PIPELINE ROUTE
THROUGH BRAZORIA COUNTY, TEXAS

CENTERLINE DESCRIPTION OF A
50-FOOT WIDE PIPELINE ROUTE
SITUATED IN BRAZORIA COUNTY, TEXAS

Being a centerline description of a 50-foot wide pipeline route situated in Brazoria County, Texas. Said 50-foot route being generally 25.00 feet left of and 25.00 feet right of said route herein described. Centerline of said pipeline route being more particularly described as follows: (Coordinates shown are based on the Texas State Plane Coordinate System, South Central Zone 4204, NAD 83. The distances shown hereon are surface distances and the coordinates shown hereon are on the grid and may be brought to the surface by applying the combined scale factor of 1.0001330117.)

BEGINNING at Texas State Plane Coordinate **X = 3,086,195; Y = 13,553,134**, located in the west line of the Stephen F. Austin Survey, A-20, same being in the east line of the John McNeel Survey, A-92, Brazoria County, Texas;

THENCE North 73° 38’ 56” West with the centerline of said pipeline route, at a distance of 48’ feet cross the approximate centerline of an unknown gravel road and continuing for a total distance of 2,895 feet to an angle point located at X = 3,083,417, Y = 13,553,949;

THENCE North 65° 20’ 38” West with the centerline of said pipeline route, at a distance of 2,955 feet pass the common line of Brazosport Independent School District (I.S.D) and Columbia-Brazoria I.S.D., at a distance of 4,557 feet pass the centerline of Farm to Market Road (F.M) 2611 located at X = 3,079,276, Y = 13,555,850 and continuing for a total distance of 6,860 feet to an angle point located at X = 3,077,184, Y = 13,556,811;

THENCE South 87° 02’ 48” West with the centerline of said pipeline route, a distance of 4,568 feet to an angle point located at X = 3,072,622, Y = 13,556,576;

THENCE North 79° 10’ 09” West with the centerline of said pipeline route, a distance of 220 feet to an angle point located at X = 3,072,406, Y = 13,556,617;

THENCE North 57° 32’ 40” West with the centerline of said pipeline route, a distance of 130 feet to an angle point located at X = 3,072,296, Y = 13,556,687;

THENCE North 81° 21’ 35” West with the centerline of said pipeline route, a distance of 266 feet to an angle point located at X = 3,072,033, Y = 13,556,727;

THENCE South 87° 20’ 03” West with the centerline of said pipeline route, at a distance of 700 feet pass the centerline of County Road (C.R.) 310 located at X =3,071,336; Y = 13,556,694 and continuing for a total distance of 2,217 feet to an angle point located at X = 3,069,819, Y = 13,556,624;

THENCE South 88° 00’ 18” West with the centerline of said pipeline route, a distance of 514 feet to an angle point located at X = 3,069,306, Y = 13,556,606;

THENCE South 87° 43’ 38” West with the centerline of said pipeline route, a distance of 225 feet to an angle point located at X = 3,069,081, Y = 13,556,597;

THENCE South 84° 06’ 07” West with the centerline of said pipeline route, a distance of 1,758 feet to an angle point located at X = 3,067,332, Y = 13,556,416;

THENCE North 47° 42’ 15” West with the centerline of said pipeline route, a distance of 524 feet to an angle point located at X = 3,066,944, Y = 13,556,769;

THENCE North 50° 09’ 13” West with the centerline of said pipeline route, a distance of 101 feet to an angle point located at X = 3,066,867, Y = 13,556,834;

THENCE North 55° 40’ 40” West with the centerline of said pipeline route, a distance of 826 feet to an angle point located at X = 3,066,184, Y = 13,557,299;

THENCE South 58° 50’ 48” West with the centerline of said pipeline route, at a distance of 461 feet pass the approximate centerline of the San Bernard River, being the west line of said John McNeel Survey, A-92 and the east line of the Thomas Bo Bell Survey A-41, being the common line of said Columbia-Brazoria I.S.D. and Sweeny I.S.D. and continuing for a total distance of 860 feet to an angle point located at X = 3,065,449, Y = 13,556,855;

THENCE South 49° 05’ 27” West with the centerline of said pipeline route, a distance of 379 feet to an angle point located at X = 3,065,162, Y = 13,556,606;

THENCE South 52° 50’ 13” West with the centerline of said pipeline route, a distance of 1,518 feet to an angle point located at X = 3,063,953, Y = 13,555,690;

THENCE South 43° 58’ 17” West with the centerline of said pipeline route, at a distance of 142 feet pass the centerline of C.R. 309 located at X = 3,063,854, Y = 13,555,588 and continuing a total distance of 522 feet to an angle point located at X = 3,063,591, Y = 13,555,314;

THENCE South 42° 48’ 42” West with the centerline of said pipeline route, a distance of 701 feet to an angle point located at X = 3,063,115, Y = 13,554,800;

THENCE South 43° 15’ 40” West with the centerline of said pipeline route, a distance of 786 feet to an angle point located at X = 3,062,576, Y = 13,554,228;

THENCE North 48° 40’ 39” West with the centerline of said pipeline route, at a distance of 874 feet pass the northwest line of the Thomas B. Bell Survey, A-41 and the southeast line of the Rebecca Cummins Survey, A-58 and continuing for a total distance of 1,458 feet to an angle point located at X = 3,061,481, Y = 13,555,191;

THENCE North 48° 26’ 55” West with the centerline of said pipeline route, at a distance of 70 feet pass the centerline of McClaren Road-C.R. 309 located at X = 3,061,429, Y = 13,555,237 and continuing for a total distance of 1,775 feet to an angle point located at X = 3,060,152, Y = 13,556,368;

THENCE North 53° 21’ 15” West with the centerline of said pipeline route, a distance of 21 feet to an angle point located at X = 3,060,136, Y = 13,556,380;

THENCE South 86° 11’ 11” West with the centerline of said pipeline route, at a distance of 226 feet pass the centerline of C.R. 461 located at X = 3,059,913, Y = 13,556,366 and continuing a total distance of 403 feet to an angle point located at X = 3,059,734, Y = 13,556,354;

THENCE North 48° 04’ 21” West with the centerline of said pipeline route, a distance of 496 feet to an angle point located at X = 3,059,365, Y = 13,556,685;

THENCE North 49° 01’ 37” West with the centerline of said pipeline route, a distance of 382 feet to an angle point located at X = 3,059,077, Y = 13,556,935;

THENCE North 49° 10’ 41” West with the centerline of said pipeline route, a distance of 860 feet to an angle point located at X = 3,058,426, Y = 13,557,498;

THENCE North 49° 28’ 18” West with the centerline of said pipeline route, a distance of 69 feet to an angle point located at X = 3,058,374, Y = 13,557,542;

THENCE North 25° 38’ 35” West with the centerline of said pipeline route, at a distance of 2,442 feet pass the centerline of Vernon Street located at X = 3,057,316, Y = 13,559,745 and continuing a total distance of 2,794 feet to an angle point located at X = 3,057,165, Y = 13,560,061;

THENCE North 37° 36’ 33” West with the centerline of said pipeline route, a distance of 391 feet to an angle point located at X = 3,056,926, Y = 13,560,370;

THENCE North 48° 53’ 21” West with the centerline of said pipeline route, a distance of 254 feet to an angle point located at X = 3,056,735, Y = 13,560,537;

THENCE North 37° 54’ 11” West with the centerline of said pipeline route, a distance of 87 feet to an angle point located at X = 3,056,681, Y = 13,560,606;

THENCE North 70° 17’ 01” West with the centerline of said pipeline route, a distance of 79 feet to an angle point located at X = 3,056,607, Y = 13,560,633;

THENCE North 66° 02’ 22” West with the centerline of said pipeline route, a distance of 552 feet to an angle point located at X = 3,056,102, Y = 13,560,857;

THENCE North 65° 11’ 53” West with the centerline of said pipeline route, a distance of 1,051 feet to an angle point located at X = 3,055,148, Y = 13,561,298;

THENCE North 65° 10’ 43” West with the centerline of said pipeline route, at a distance of 10 feet pass the northwest line of the Rebecca Cummins Survey, A-58 and the southeast line of the J. Mimms Survey, A-95, at a distance of 485 feet pass the centerline of C.R. 700 located at X = 3,054,713, Y = 13,561,499 and continuing for a total distance of 1,387 feet to an angle point located at X = 3,053,890, Y = 13,561,880;

THENCE North 16° 12’ 51” West with the centerline of said pipeline route, a distance of 103 feet to an angle point located at X = 3,053,861, Y = 13,561,979;

THENCE North 60° 35’ 06” West with the centerline of said pipeline route, a distance of 228 feet to an angle point located at X = 3,053,662, Y = 13,562,091;

THENCE North 59° 01’ 58” West with the centerline of said pipeline route, a distance of 227 feet to an angle point located at X = 3,053,467, Y = 13,562,208;

THENCE North 65° 15’ 42” West with the centerline of said pipeline route, a distance of 2,299 feet to an angle point located at X = 3,051,380, Y = 13,563,170;

THENCE North 64° 38’ 07” West with the centerline of said pipeline route, a distance of 388 feet to an angle point located at X = 3,051,029, Y = 13,563,336;

THENCE North 52° 04’ 27” West with the centerline of said pipeline route, a distance of 589 feet to an angle point located at X = 3,050,564, Y = 13,563,698;

THENCE North 51° 40’ 56” West with the centerline of said pipeline route, a distance of 875 feet to an angle point located at X = 3,049,878, Y = 13,564,241;

THENCE North 48° 54’ 34” West with the centerline of said pipeline route, a distance of 118 feet to an angle point located at X = 3,049,789, Y = 13,564,319;

THENCE North 42° 28’ 39” West with the centerline of said pipeline route, a distance of 588 feet to an angle point located at X = 3,049,392, Y = 13,564,752;

THENCE North 33° 25’ 17” West with the centerline of said pipeline route, a distance of 152 feet to an angle point located at X = 3,049,308, Y = 13,564,879;

THENCE North 40° 34’ 51” West with the centerline of said pipeline route, a distance of 104 feet to an angle point located at X = 3,049,240, Y = 13,564,958;

THENCE North 51° 39’ 32” West with the centerline of said pipeline route, a distance of 144 feet to an angle point located at X = 3,049,127, Y = 13,565,047;

THENCE North 42° 19’ 16” West with the centerline of said pipeline route, at a distance of 704 feet pass the northwest line of the J. Mimms Survey, A-95 and the southeast line of the Samuel Williams Survey, A-138, at a distance of 1,886 feet pass the centerline of C.R. 521 located at X = 3,047,858, Y = 13,566,441 and continuing for a total distance of 2,085 feet to an angle point located at X = 3,047,724, Y = 13,566,588;

THENCE North 57° 51’ 07” West with the centerline of said pipeline route, a distance of 49 feet to an angle point located at X = 3,047,683, Y = 13,566,614;

THENCE North 66° 41’ 54” West with the centerline of said pipeline route, a distance of 97 feet to an angle point located at X = 3,047,594, Y = 13,566,653;

THENCE North 81° 59’ 30” West with the centerline of said pipeline route, a distance of 82 feet to an angle point located at X = 3,047,513, Y = 13,566,664;

THENCE North 87° 51’ 15” West with the centerline of said pipeline route, a distance of 62 feet to an angle point located at X = 3,047,451, Y = 13,566,666;

THENCE South 87° 22’ 24” West with the centerline of said pipeline route, a distance of 2,323 feet to an angle point located at X = 3,045,130, Y = 13,566,560;

THENCE North 88° 27’ 01” West with the centerline of said pipeline route, a distance of 103 feet to an angle point located at X = 3,045,028, Y = 13,566,563;

THENCE North 83° 11’ 57” West with the centerline of said pipeline route, a distance of 98 feet to an angle point located at X = 3,044,930, Y = 13,566,574;

THENCE North 77° 15’ 33” West with the centerline of said pipeline route, a distance of 3,103 feet to an angle point located at X = 3,041,904, Y = 13,567,258;

THENCE North 78° 23’ 23” West with the centerline of said pipeline route, a distance of 222 feet to an angle point located at X = 3,041,687, Y = 13,567,303;

THENCE South 61° 57’ 59” West with the centerline of said pipeline route, a distance of 94 feet to an angle point located at X = 3,041,604, Y = 13,567,259;

THENCE South 86° 42’ 20” West with the centerline of said pipeline route, a distance of 1,642 feet to an angle point located at X = 3,039,965, Y = 13,567,165;

THENCE North 48° 43’ 24” West with the centerline of said pipeline route, at a distance of 184 feet pass the centerline of C.R. 803 located at X = 3,039,825, Y = 13,567,287 and continuing a total distance of 376 feet to an angle point located at X = 3,039,682, Y = 13,567,413;

THENCE North 47° 48’ 40” West with the centerline of said pipeline route, at a distance of 440 feet pass the northwest line of the Samuel Williams Survey, A-138 and the southeast line of the John Cummins Survey, A-57 and continuing for a total distance of 509 feet to an angle point located at X = 3,039,305, Y = 13,567,754;

THENCE North 40° 58’ 21” West with the centerline of said pipeline route, a distance of 137 feet to an angle point located at X = 3,039,216, Y = 13,567,858;

THENCE North 48° 31’ 40” West with the centerline of said pipeline route, a distance of 3,154 feet to an angle point located at X = 3,036,853, Y = 13,569,946;

THENCE North 48° 02’ 32” West with the centerline of said pipeline route, a distance of 3,173 feet to an angle point located at X = 3,034,493, Y = 13,572,067;

THENCE South 85° 37’ 08” West with the centerline of said pipeline route, a distance of 143 feet to an angle point located at X = 3,034,351, Y = 13,572,056;

THENCE South 40° 32’ 37” West with the centerline of said pipeline route, a distance of 459 feet to an angle point located at X = 3,034,053, Y = 13,571,708;

THENCE South 40° 55’ 42” West with the centerline of said pipeline route, a distance of 703 feet to an angle point located at X = 3,033,593, Y = 13,571,177;

THENCE South 43° 11’ 33” West with the centerline of said pipeline route, a distance of 292 feet to an angle point located at X = 3,033,393, Y = 13,570,964;

THENCE South 42° 33’ 40” West with the centerline of said pipeline route, at a distance of 647 feet pass the centerline of C.R. 524 located at X = 3,032,955, Y = 13,570,488 and continuing a total distance of 1,345 feet to an angle point located at X = 3,032,483, Y = 13,569,973;

THENCE North 81° 17’ 17” West with the centerline of said pipeline route, at a distance of 1,132 feet pass the centerline of an unknown road located at X = 3,031,363, Y = 13,570,145 and continuing a total distance of 2,374 feet to an angle point located at X = 3,030,137, Y = 13,570,333;

THENCE South 41° 33’ 35” West with the centerline of said pipeline route, a distance of 496 feet to an angle point located at X = 3,029,807, Y = 13,569,961;

THENCE South 42° 07’ 17” West with the centerline of said pipeline route, a distance of 386 feet to an angle point located at X = 3,029,549, Y = 13,569,675;

THENCE South 44° 43’ 41” West with the centerline of said pipeline route, a distance of 233 feet to an angle point located at X = 3,029,385, Y = 13,569,510;

THENCE South 87° 01’ 01” West with the centerline of said pipeline route, a distance of 68 feet to an angle point located at X = 3,029,317, Y = 13,569,507;

THENCE North 47° 28’ 59” West with the centerline of said pipeline route, a distance of 1,556 feet to an angle point located at X = 3,028,171, Y = 13,570,558;

THENCE North 81° 21’ 33” West with the centerline of said pipeline route, at a distance of 729 feet pass the northwest line of the John Cummins Survey, A-57 and the southeast line of the Imla Keep Survey, A-79 and continuing for a total distance of 5,114 feet to an angle point located at X = 3,023,116, Y = 13,571,326;

THENCE North 48° 34’ 34” West with the centerline of said pipeline route, a distance of 2,654 feet to an angle point located at X = 3,021,126, Y = 13,573,082;

THENCE North 48° 26’ 32” West with the centerline of said pipeline route, at a distance of 137 feet pass the centerline of County Road 860 located at X = 3,021,024, Y = 13,573,172 and continuing for a total distance of 2,822 feet to an angle point located at X = 3,019,015, Y = 13,574,953;

THENCE North 12° 57’ 59” West with the centerline of said pipeline route, a distance of 693 feet to an angle point located at X = 3,018,859, Y = 13,575,629;

THENCE North 12° 08’ 51” West with the centerline of said pipeline route, a distance of 701 feet to an angle point located at X = 3,018,712, Y = 13,576,314;

THENCE North 75° 38’ 10” West with the centerline of said pipeline route, at a distance of 1,198 feet pass the centerline of Ashley-Wilson Road - C.R. 332 located at X = 3,017,544, Y = 13,576,613, at a distance of 1,374 feet pass the northwest line of the Imla Keep Survey, A-79 and the southeast line of the Chas Breen Survey, A-46 and continuing for a total distance of 2,448 feet to an angle point located at X = 3,016,341, Y = 13,576,921;

THENCE North 75° 41’ 59” West with the centerline of said pipeline route, a distance of 1,205 feet to an angle point located at X = 3,015,174, Y = 13,577,219;

THENCE North 75° 20’ 49” West with the centerline of said pipeline route, a distance of 599 feet to an angle point located at X = 3,014,594, Y = 13,577,370;

THENCE North 74° 04’ 23” West with the centerline of said pipeline route, a distance of 599 feet to an angle point located at X = 3,014,018, Y = 13,577,535;

THENCE North 47° 47’ 21” West with the centerline of said pipeline route, a distance of 1,223 feet to an angle point located at X = 3,013,112, Y = 13,578,356;

THENCE North 47° 23’ 53” West with the centerline of said pipeline route, at a distance of 607 feet pass the centerline of C.R. 321 located at X = 3,012,666, Y = 13,578,766 and continuing for a total distance of 2,101 feet to an angle point located at X = 3,011,566, Y = 13,579,778;

THENCE North 47° 44’ 22” West with the centerline of said pipeline route, a distance of 1,997 feet to an angle point located at X = 3,010,089, Y = 13,581,121;

THENCE North 32° 39’ 39” West with the centerline of said pipeline route, a distance of 48 feet to an angle point located at X = 3,010,063, Y = 13,581,161;

THENCE North 28° 04’ 09” West with the centerline of said pipeline route, a distance of 200 feet to an angle point located at X = 3,009,968, Y = 13,581,338;

THENCE North 47° 39’ 42” West with the centerline of said pipeline route, a distance of 864 feet to an angle point located at X = 3,009,330, Y = 13,581,919;

THENCE North 06° 38’ 09” East with the centerline of said pipeline route, at a distance of 671 feet pass the northwest line of the Chas Breen Survey, A-46 and the southeast line of the Polly & Chance Survey, A-119 and continuing for a total distance of 810 feet to an angle point located at X = 3,009,424, Y = 13,582,724;

THENCE North 18° 33’ 57” West with the centerline of said pipeline route, a distance of 2,317 feet to an angle point located at X = 3,008,686, Y = 13,584,920;

THENCE North 16° 32’ 19” West with the centerline of said pipeline route, at a distance of 87 feet pass the centerline of Damon Black Ferry Road – C.R. 359 located at X = 3,008,661, Y = 13,585,005 and continuing for a total distance of 237 feet to an angle point located at X = 3,008,619, Y = 13,585,147;

THENCE North 69° 13’ 13” East with the centerline of said pipeline route, a distance of 1,054 feet to an angle point located at X = 3,009,604, Y = 13,585,521;

THENCE North 29° 53’ 28” East with the centerline of said pipeline route, a distance of 857 feet to an angle point located at X = 3,010,031, Y = 13,586,263;

THENCE North 20° 20’ 39” East with the centerline of said pipeline route, a distance of 41 feet to an angle point located at X = 3,010,045, Y = 13,586,302;

THENCE North 35° 54’ 17” East with the centerline of said pipeline route, a distance of 61 feet to an angle point located at X = 3,010,081, Y = 13,586,351;

THENCE North 39° 53’ 27” East with the centerline of said pipeline route, a distance of 572 feet to an angle point located at X = 3,010,448, Y = 13,586,790;

THENCE North 21° 44’ 11” East with the centerline of said pipeline route, a distance of 153 feet to an angle point located at X = 3,010,505, Y = 13,586,932;

THENCE North 49° 57’ 44” West with the centerline of said pipeline route, a distance of 155 feet to an angle point located at X = 3,010,386, Y = 13,587,032;

THENCE North 53° 10’ 09” West with the centerline of said pipeline route, a distance of 502 feet to an angle point located at X = 3,009,984, Y = 13,587,332;

THENCE North 42° 10’ 32” East with the centerline of said pipeline route, at a distance of 446 feet pass the centerline of Old F.M.524 – C.R. 641A located at X = 3,010,286, Y = 13,587,666 and continuing for a total distance of 2,604 feet to an angle point located at X = 3,011,733, Y = 13,589,262;

THENCE South 62° 02’ 44” East with the centerline of said pipeline route, a distance of 148 feet to an angle point located at X = 3,011,863, Y = 13,589,193;

THENCE South 23° 49’ 45” East with the centerline of said pipeline route, a distance of 921 feet to an angle point located at X = 3,012,235, Y = 13,588,351;

THENCE North 86° 55’ 24” East with the centerline of said pipeline route, at a distance of 313 feet pass the centerline of F.M. 524 - C.R. 359 located at X = 3,012,548, Y = 13,588,368, at a distance of 1,852 feet pass the northeast line of the Polly & Chance Survey, A-119 and the southwest line of the Benjamin C. Franklin Survey, A-192 and continuing for a total distance of 2,068 feet to an angle point located at X = 3,014,300, Y = 13,588,462;

THENCE North 09° 17’ 55” West with the centerline of said pipeline route, a distance of 720 feet to an angle point located at X = 3,014,183, Y = 13,589,173;

THENCE North 49° 09’ 38” East with the centerline of said pipeline route, a distance of 2,467 feet to an angle point located at X = 3,016,049, Y = 13,590,786;

THENCE North 43° 42’ 17” West with the centerline of said pipeline route, at a distance of 328 feet pass the centerline of F.M.524 located at X = 3,015,826, Y = 13,591,020 and continuing a total distance of 1,789 feet to an angle point located at X = 3,014,813, Y = 13,592,079;

THENCE North 85° 04’ 37” West with the centerline of said pipeline route, a distance of 3,221 feet to an angle point located at X = 3,011,605, Y = 13,592,355;

THENCE North 38° 24’ 53” East with the centerline of said pipeline route, at a distance of 853 feet pass the centerline of State Highway 35 located at X = 3,012,134, Y = 13,593,023 and continuing a total distance of 1,184 feet to an angle point located at X = 3,012,340, Y = 13,593,282;

THENCE North 02° 56’ 48” West with the centerline of said pipeline route, a distance of 107 feet to an angle point located at X = 3,012,335, Y = 13,593,390;

THENCE North 21° 36’ 32” East with the centerline of said pipeline route, a distance of 2,783 feet to an angle point located at X = 3,013,359, Y = 13,595,977;

THENCE North 20° 48’ 14” East with the centerline of said pipeline route, a distance of 1,178 feet to an angle point located at X = 3,013,778, Y = 13,597,078;

THENCE North 41° 37’ 04” East with the centerline of said pipeline route, at a distance of 8,488 feet pass the centerline of F.M. 1459 located at X = 3,019,414, Y = 13,603,422 and continuing a total distance of 9,755 feet to an angle point located at X = 3,020,256, Y = 13,604,369;

THENCE South 81° 24’ 37” East with the centerline of said pipeline route, a distance of 172 feet to an angle point located at X = 3,020,425, Y = 13,604,344;

THENCE North 39° 33’ 41” East with the centerline of said pipeline route, at a distance of 498 feet pass the approximate centerline of the San Bernard River, being the common line of said Sweeny I.S.D. with said Columbia-Brazoria I.S.D. and continuing for a total distance of 911 feet to an angle point located at X = 3,021,005, Y = 13,605,046;

THENCE North 34° 36’ 53” East with the centerline of said pipeline route, at a distance of 4,590 feet pass the north line of said Stephen F. Austin Survey, A-20 and the south line of the Samuel Williams Survey, A-139 and continuing for a total distance of 8,764 feet to an angle point located at X = 3,025,983, Y = 13,612,258;

THENCE North 57° 34’ 33” East with the centerline of said pipeline route, a distance of 1,518 feet to an angle point located at X = 3,027,265, Y = 13,613,072;

THENCE North 08° 40’ 24” West with the centerline of said pipeline route, a distance of 961 feet to an angle point located at X = 3,027,120, Y = 13,614,022;

THENCE North 02° 55’ 11” West with the centerline of said pipeline route, at a distance of 1,946 feet pass the centerline of F.M. 1301 located at X = 3,027,021, Y = 13,615,965 and continuing a total distance of 2,105 feet to an angle point located at X = 3,027,013, Y = 13,616,124;

THENCE North 47° 10’ 48” East with the centerline of said pipeline route, at a distance of 2,924 feet pass the east line of the Samuel Williams Survey, A-139 and the west line of the Josiah H. Bell Survey, A-40 and continuing for a total distance of 6,036 feet to an angle point located at X = 3,031,440, Y = 13,620,227;

THENCE North 62° 27’ 09” East with the centerline of said pipeline route, a distance of 775 feet to an angle point located at X = 3,032,127, Y = 13,620,585;

THENCE North 39° 40’ 38” East with the centerline of said pipeline route, at a distance of 712 feet pass the centerline of State Highway 36 located at X = 3,032,582, Y = 13,621,134, at a distance of 832 feet pass the north line of the Josiah H. Bell Survey, A-40 and the south line of the George Tennile Survey, A-131 and continuing for a total distance of 1,755 feet to an angle point located at X = 3,033,247, Y = 13,621,936;

THENCE North 08° 41’ 08” East with the centerline of said pipeline route, a distance of 490 feet to an angle point located at X = 3,033,321, Y = 13,622,420;

THENCE North 65° 27’ 15” East with the centerline of said pipeline route, at a distance of 607 feet pass the centerline of C.R. 467 located at X = 3,033,872, Y = 13,622,671 and continuing a total distance of 1,168 feet to an angle point located at X = 3,034,383, Y = 13,622,905;

THENCE North 45° 59’ 07” East with the centerline of said pipeline route, a distance of 752 feet to an angle point located at X = 3,034,924, Y = 13,623,427;

THENCE North 57° 20’ 36” East with the centerline of said pipeline route, a distance of 920 feet to an angle point located at X = 3,035,698, Y = 13,623,923;

THENCE North 79° 33’ 01” East with the centerline of said pipeline route, a distance of 1,190 feet to an angle point located at X = 3,036,868, Y = 13,624,139;

THENCE North 37° 05’ 48” East with the centerline of said pipeline route, at a distance of 1,391 feet pass the east line of the George Tennile Survey, A-131 and the west line of the Martin Varner Survey, A-133, at a distance of 5,505 feet pass the north line of said Martin Varner Survey and the south line of the James E. B. Austin Survey, A-17 and continuing for a total distance of 7,443 feet to an angle point located at X = 3,041,357, Y = 13,630,075;

THENCE North 39° 18’ 36” East with the centerline of said pipeline route, at a distance of 5,537 feet pass the centerline of Rhodes School Road - C.R. 23 located at X = 3,044,864, Y = 13,634,358 and continuing a total distance of 7,041 feet to an angle point located at X = 3,045,817, Y = 13,635,522;

THENCE North 58° 52’ 10” East with the centerline of said pipeline route, a distance of 2,515 feet to an angle point located at X = 3,047,969, Y = 13,636,822;

THENCE North 45° 13’ 33” East with the centerline of said pipeline route, a distance of 1,437 feet to an angle point located at X = 3,048,989, Y = 13,637,834;

THENCE North 49° 23’ 10” East with the centerline of said pipeline route, a distance of 5,810 feet to an angle point located at X = 3,053,399, Y = 13,641,615;

THENCE North 55° 45’ 40” East with the centerline of said pipeline route, at a distance of 3,118 feet pass the centerline of C.R. 25 located at X = 3,055,994, Y = 13,643,382 and continuing a total distance of 3,594 feet to an angle point located at X = 3,056,370, Y = 13,643,637;

THENCE North 19° 46’ 15” East with the centerline of said pipeline route, at a distance of 6,229 feet pass the centerline of C.R. 26 located at X = 3,058,500, Y = 13,649,564, same being the north line of said James E.B. Austin Survey and the south line of the James E. A. Phelps Survey, A-117 and continuing a total distance of 11,621 feet to an angle point located at X = 3,060,300, Y = 13,654,572;

THENCE North 70° 15’ 04” East with the centerline of said pipeline route, a distance of 3,106 feet to an angle point located at X = 3,063,223, Y = 13,655,621;

THENCE North 10° 42’ 13” East with the centerline of said pipeline route, at a distance of 540 feet pass the approximate centerline of the Brazos River, being the common line of said Columbia-Brazoria I.S.D. and Angleton I.S.D. and continuing for a total distance of 1,617 feet to an angle point located at X = 3,063,523, Y = 13,657,209;

THENCE North 42° 25’ 41” East with the centerline of said pipeline route, a distance of 3,445 feet to an angle point located at X = 3,065,847, Y = 13,659,752;

THENCE North 49° 32’ 38” East with the centerline of said pipeline route, at a distance of 16 feet pass the north line of the William Harris Survey, A-71 and the south line of the Stephen Richardson Survey, A-122 and continuing for a total distance of 6,063 feet to an angle point located at X = 3,070,460, Y = 13,663,685;

THENCE North 60° 34’ 47” East with the centerline of said pipeline route, at a distance of 1,395 feet pass the approximate centerline of Oyster Creek, at a distance of 3,222 pass the north line of said Stephen Richardson Survey, and the south line of the Stephen F. Austin Survey, A-25 and continuing for a total distance of 6,134 feet to an angle point located at X = 3,075,802, Y = 13,666,698;

THENCE North 42° 37’ 50” East with the centerline of said pipeline route, a distance of 8,566 feet to an angle point located at X = 3,081,602, Y = 13,672,999;

THENCE North 38° 27’ 18” East with the centerline of said pipeline route, at a distance of 1,039 feet pass the centerline of C.R. 655 located at X = 3,082,249, Y = 13,673,814 and continuing a total distance of 1,444 feet to an angle point located at X = 3,082,500, Y = 13,674,130;

THENCE North 41° 25’ 40” East with the centerline of said pipeline route, a distance of 10,408 feet to an angle point located at X = 3,089,386, Y = 13,681,933;

THENCE North 41° 53’ 41” East with the centerline of said pipeline route, at a distance of 825 feet pass the north line of the John W. Hall Survey, A-67, and the south line of the John W. Hall Survey, A-68, at a distance of 2,732 feet pass the centerline of China Grove Drive located at X = 3,091,211, Y = 13,683,969 and continuing for a total distance of 4,449 feet to an angle point located at X = 3,092,357, Y = 13,685,244;

THENCE North 39° 26’ 32” East with the centerline of said pipeline route, at a distance of 2,491 feet pass the centerline of Cypress Hill Drive located at X = 3,093,938, Y = 13,687,166, at a distance of 4,095 feet pass the centerline of C.R. 567 located at X = 3,094,958, Y = 13,688,407, same being the north line of the John W. Hall Survey, A-68 and the south line of the Andrew Robins Survey, A-125 and continuing a total distance of 6,026 feet to an angle point located at X = 3,096,184, Y = 13,689,897;

THENCE North 86° 54’ 27” East with the centerline of said pipeline route, at a distance of 240 feet pass the centerline of C.R. 521 located at X = 3,096,425, Y = 13,689,910, at a distance of 2,128 feet pass the east line of said Andrew Robinson Survey, A-125 and the west line of the H.T. & B. R.R. Co. Survey No. 9, A-238 and continuing a total distance of 2,157 feet to an angle point located at X = 3,098,338, Y = 13,690,013;

THENCE North 21° 08’ 38” East with the centerline of said pipeline route, at a distance of 2,787 feet pass the centerline of C.R. 1462 located at X = 3,099,344, Y = 13,692,614, same being the north line of said H. T. & B. R.R. Co. Survey No. 9, A-238, and the south line of the Chas. M. Hays Survey, A-535 and continuing a total distance of 4,854 feet to an angle point located at X = 3,100,088, Y = 13,694,540;

THENCE North 40° 59’ 17” East with the centerline of said pipeline route, at a distance of 634 feet pass the common line of said Angleton I.S.D. and Alvin I.S.D, at a distance of 1,702 feet pass the north line of said Chas. M. Hays Survey, A-535, and the south line of the Chas. M. Hays Survey, A-536, at a distance of 2,604 feet pass the centerline of Airline Road – C.R. 48 located at X = 3,101,796, Y = 13,696,506 and continuing for a total distance of 7,882 feet to an angle point located at X = 3,105,258, Y = 13,700,490;

THENCE North 53° 43’ 20” East with the centerline of said pipeline route, a distance of 1,024 feet to an angle point located at X = 3,106,083, Y = 13,701,095;

THENCE North 00° 47’ 15” East with the centerline of said pipeline route, at a distance of 249 feet pass the north line of said Chas. M. Hays Survey, A-536 and the south line of the Chester S. Corbett Survey, A-64 and continuing for a total distance of 353 feet to an angle point located at X = 3,106,088, Y = 13,701,449;

THENCE North 40° 52’ 47” East with the centerline of said pipeline route, at a distance of 406 feet pass the centerline of State Highway 288 located at X = 3,106,354, Y = 13,701,756, at a distance of 2,331 feet pass the east line of said Chester S. Corbett Survey, A-64, and the west line of the Chas. M. Hays Survey, A-533, at a distance of 2,788 feet pass the centerline of C.R. 60 located at X = 3,107,911, Y = 13,703,554 and continuing a total distance of 3,891 feet to an angle point located at X = 3,108,634, Y = 13,704,390;

THENCE North 39° 58’ 41” East with the centerline of said pipeline route, at a distance of 153 feet pass the north line of said Chas. M. Hays Survey, A-533 and the south line of the H.T. & B. R.R. Co. Survey No. 5, A-235, at a distance of 4,387 feet pass the centerline of C.R. 65, same being the East line of said H.T. & B. R.R. Co. Survey No. 5 and the west line of the H.T. & B. R.R. Co. Survey No. 43, A-256 located at X = 3,111,451, Y = 13,707,750, at a distance of 6,066 feet pass the centerline of Brister Road – C.R. 121, same being the north line of said H.T. & B. R.R. Co. Survey No. 43, and the south line of the Chas. M. Hays Survey, A-537 located at X = 3,112,533, Y = 13,709,041 and continuing for a total distance of 9,113 feet to an angle point located at X = 3,114,488, Y = 13,711,372;

THENCE North 39° 14’ 07” East with the centerline of said pipeline route, at a distance of 2,814 feet pass the centerline of Magnolia Bend Drive located at X = 3,116,269, Y = 13,713, 553, at a distance of 3,023 feet pass the centerline of Manvel/Sandy Point Road - C.R. 67, same being the East line of said Chas. M. Hays Survey, A-537 and the west line of the H.T. & B. R.R. Co. Survey No. 45, A-257 located at X = 3,116,402, Y = 13,713,716, at a distance of 4,109 feet pass the centerline of Airline Road No. 2 East – C.R. 63, same being the north line of said H.T. & B. R.R. Co. Survey No. 45, and the south line of the H.T. & B. R.R. Co. Survey No. 47, A-258 located at X = 3,117,087, Y = 13,714,555 and continuing for a total distance of 9,568 feet to an angle point located at X = 3,120,539, Y = 13,718,782;

THENCE North 37° 48’ 39” East with the centerline of said pipeline route, at a distance of 1,359 pass the east line of said H.T. & B. R.R. Co. Survey No. 47, A-258 and the west line of the A. J. Watts Survey, A-584, at a distance of 1,635 feet pass the north line of said A. J. Watts Survey, and the south line of the W. H. Dennis Survey, A-514, at a distance of 2,874 feet pass the east line of said W. H. Dennis Survey, and the west line of the J. W. Maxey Survey, A-661, at a distance of 3,649 feet pass the northeast line of said J.W. Maxey Survey, and the southwest line of the Charles Prescott Survey, A-354, same being the centerline of Hanselman Road located at X = 3,122,775, Y = 13,721,664, at a distance of 8,500 feet pass the centerline of Valusek Road located at X = 3,125,753. Y = 13,725,502, at a distance of 9,336 feet pass the northeast line of said Charles Prescott Survey, and the southwest line of the A. B. & M. Survey, A-410, same being the centerline of Uzzelle Road located at X = 3,126,262, Y = 13,726,157 and continuing a total distance of 10,551 feet to the **POINT OF TERMINATION** located at **X = 3,127,007; Y = 13,727,117** and being located in the Phillips Company’s Sweeny Refinery, having a total length of 295,706 feet (17,922 Rods) and containing approximately 339 acres of land, with approximate acreages and lengths within said aforementioned school districts as follows:

SCHOOL DISTRICT	**TOTAL LENGTH**	**TOTAL RODS**	**TOTAL ACRES**
BRAZOS PORT I.S.D.	5,850 FEET	354 RODS	7 ACRES
COLUMBIA-BRAZORIA I.S.D.	85,670 FEET	5,192 RODS	98 ACRES
SWEENY I.S.D.	107,179 FEET	6,496 RODS	123 ACRES
ANGLETON I.S.D.	55,257 FEET	3,349 RODS	63 ACRES
ALVIN I.S.D.	41,749 FEET	2,530 RODS	48 ACRES

This description is accompanied by a sketch of even date.

Note: The above description is based on Graphic Information Systems data (GIS) from various sources with limited field verification and represents the most accurate means of land quantities at this time available prior of the final construction and as-built survey of this pipeline route.

Compiled by:
Weisser Engineering Company
19500 Park Row, Suite 100
Houston, Texas 77084
T.B.P.L.S REGISTRATION NO. 100518-000
T.B.P.E. REGISTRATION NO. F-68
JOB NO. P0541 (399-541)
DATE: 02/08/2014

TAB 10

Description of All Property Not Eligible to Become Qualified Property

Tab 10

Description of All Property Not Eligible to Become Qualified Property
Phillips 66 Company
Sweeny ISD, Brazoria County, TX

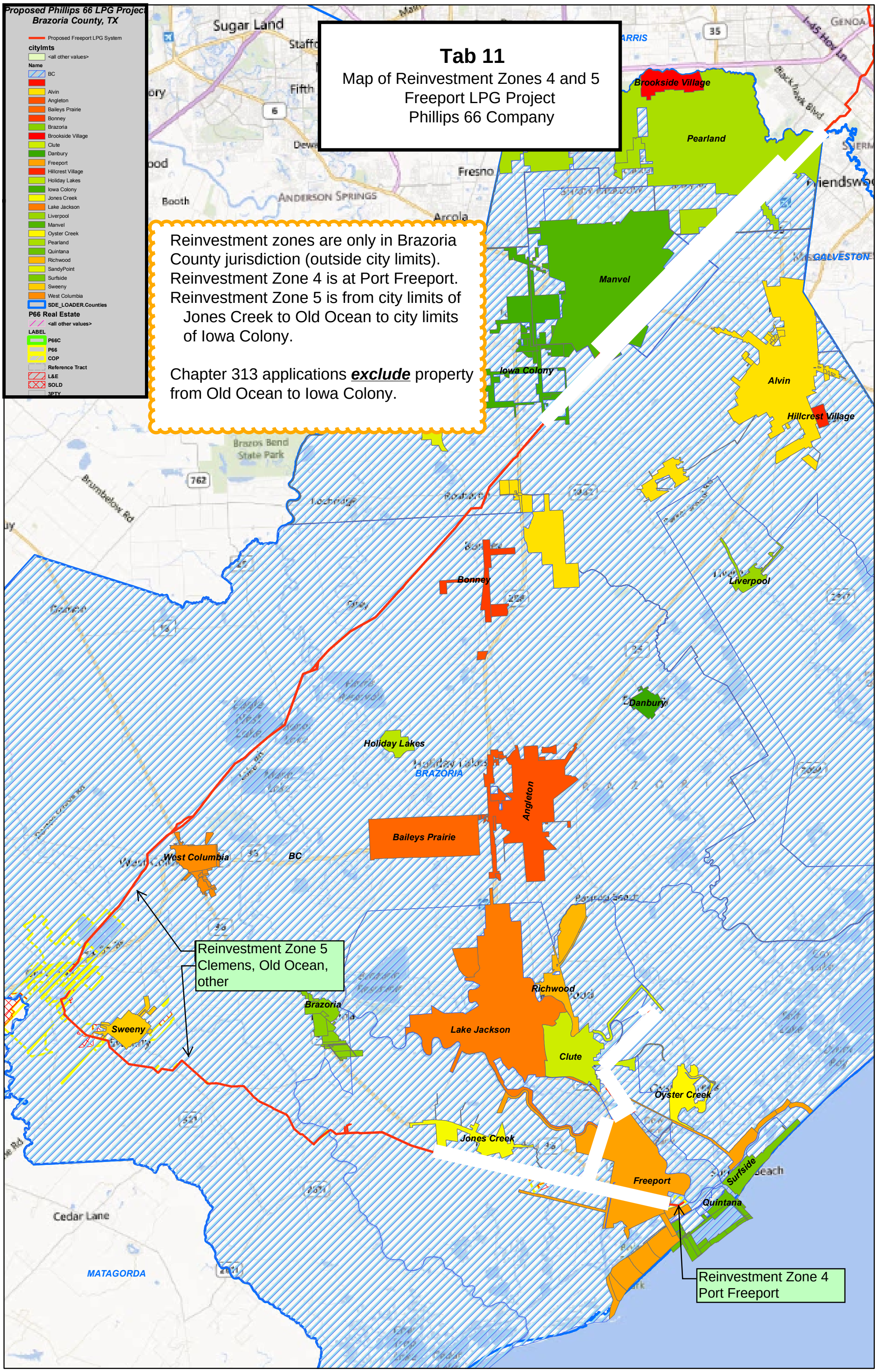
None.

TAB 11

Maps

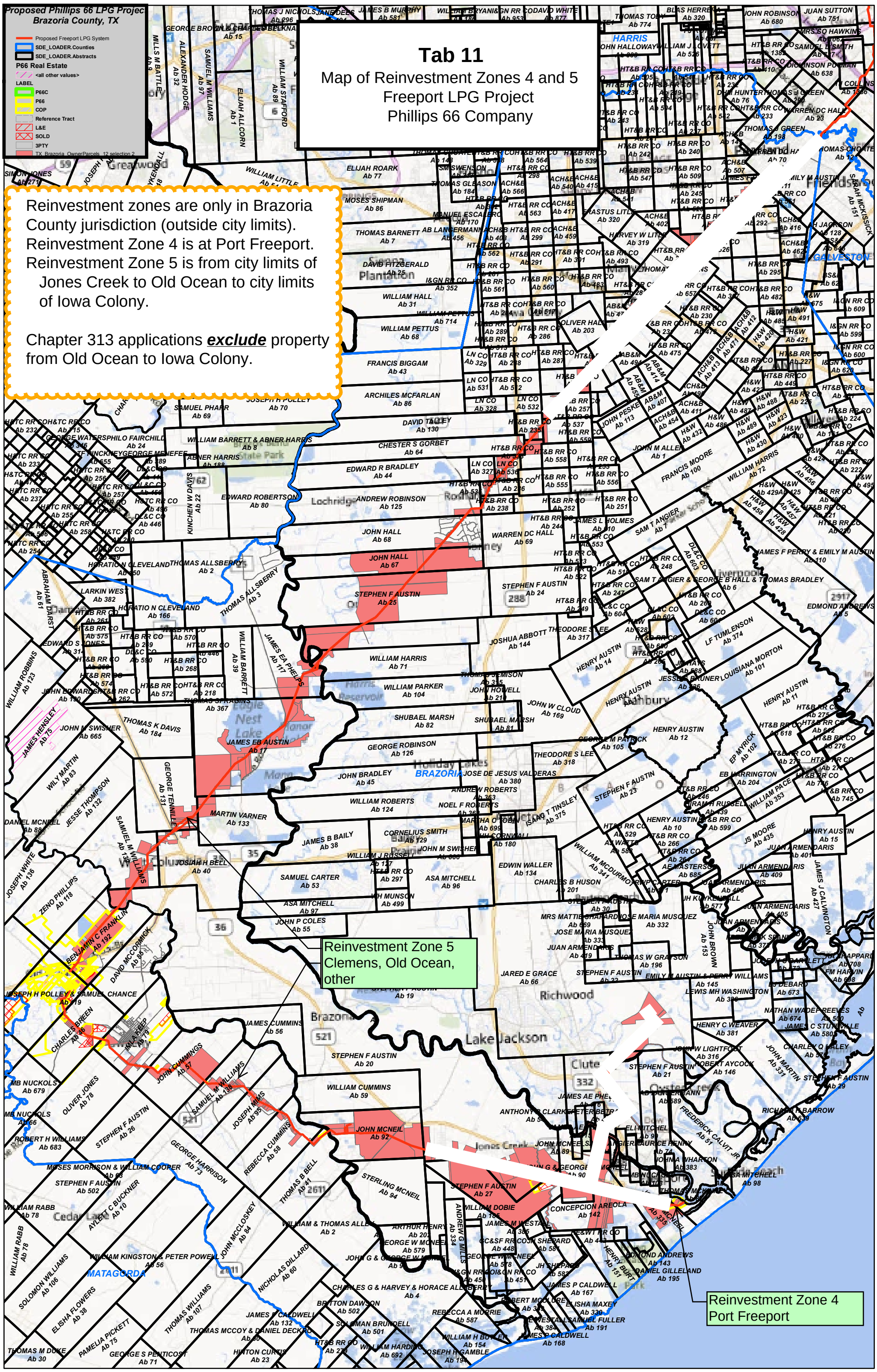
Tab 11

Map of Reinvestment Zones 4 and 5
Freeport LPG Project
Phillips 66 Company



Tab 11

Map of Reinvestment Zones 4 and 5
Freeport LPG Project
Phillips 66 Company



TAB 12

Request for Waiver of Job Creation Requirement and Supporting Information

Tab 12

Request for Waiver of Job Creation Requirement
Phillips 66 Company
Sweeny ISD, Brazoria County, TX

Not applicable.

TAB 13

Calculation of Three Possible Wage Requirements with TWC Documentation

Tab 13

Calculation of Wage Requirements

Phillips 66 Company

Year	Quarter	County	Industry	Avg Weekly Wages
2014	2	Brazoria	All Industries	$999
2014	3	Brazoria	All Industries	$1,002
2014	4	Brazoria	All Industries	$1,101
2015	1	Brazoria	All Industries	$1,135
			Mean Average	$1,059.25
			Chapter 313 Factor	110%
			Average Weekly x Factor	**$1,165.18**

Year	Quarter	County	Industry	Avg Weekly Wages
2015	1	Brazoria	Manufacturing	$2,399
2014	4	Brazoria	Manufacturing	$1,947
2014	3	Brazoria	Manufacturing	$1,842
2014	2	Brazoria	Manufacturing	$2,399
			Mean Average	$2,019.75
			Chapter 313 Factor	110%
			Average Weekly x Factor	**$2,221.73**

Year	Month	Region	Avg Annual Wages
2014	July	Houston Galveston Council of Government	$54,524
		Chapter 313 Factor	110%
		Estimated Minimum Required Annual Wage	**$59,976**
		Estimated Minimum Required Weekly Wage	**$1,153**

Source: Texas Workforce Commission TRACER database

Quarterly Employment and Wages (QCEW)

Back

I.CODETITLE

Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2014	1st Qtr	Brazoria County	Private	00	0	10	Total, All Industries	$1,1[illegible]
2014	2nd Qtr	Brazoria County	Private	00	0	10	Total, All Industries	$999
2014	3rd Qtr	Brazoria County	Private	00	0	10	Total, All Industries	$1,002
2014	4th Qtr	Brazoria County	Private	00	0	10	Total, All Industries	$1,101
2015	1st Qtr	Brazoria County	Private	00	0	10	Total, All Industries	$1,135
2015	1st Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	$2,399
2014	4th Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	$1,947
2014	3rd Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	$1,842
2014	2nd Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	$1,891
2014	1st Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	$2,403

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2014 Manufacturing Average Wages by Council of Government Region
Wages for All Occupations

COG	Wages Hourly	Wages Annual
Texas	**$24.18**	**$50,305**
1. Panhandle Regional Planning Commission	$21.07	$43,821
2. South Plains Association of Governments	$16.75	$34,834
3. NORTEX Regional Planning Commission	$20.23	$42,077
4. North Central Texas Council of Governments	$25.32	$52,672
5. Ark-Tex Council of Governments	$17.80	$37,017
6. East Texas Council of Governments	$19.87	$41,332
7. West Central Texas Council of Governments	$19.41	$40,365
8. Rio Grande Council of Governments	$17.82	$37,063
9. Permian Basin Regional Planning Commission	$23.65	$49,196
10. Concho Valley Council of Governments	$18.70	$38,886
11. Heart of Texas Council of Governments	$20.98	$43,636
12. Capital Area Council of Governments	$28.34	$58,937
13. Brazos Valley Council of Governments	$17.57	$36,547
14. Deep East Texas Council of Governments	$17.76	$36,939
15. South East Texas Regional Planning Commission	$29.21	$60,754
16. Houston-Galveston Area Council	$26.21	$54,524
17. Golden Crescent Regional Planning Commission	$23.31	$48,487
18. Alamo Area Council of Governments	$19.46	$40,477
19. South Texas Development Council	$13.91	$28,923
20. Coastal Bend Council of Governments	$25.12	$52,240
21. Lower Rio Grande Valley Development Council	$16.25	$33,808
22. Texoma Council of Governments	$20.51	$42,668
23. Central Texas Council of Governments	$18.02	$37,486
24. Middle Rio Grande Development Council	$20.02	$41,646

Source: Texas Occupational Employment and Wages
Data published: July 2015
Data published annually, next update will be July 31, 2016

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 Completed and Signed Economic Impact

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

October 10, 2014

Applicant Name **Phillips 66 Company**

ISD Name **Sweeny**

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 not 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	--	Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period)		Not eligible to become Qualified Property			[The only other investment made before filing complete application with district that may become Qualified Property is land.]	0
Investment made after filing complete application with district, but before final board approval of application			2015	$0	$0	$0	$0	$0
Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period			2016	$700,000,000	$0	$0	$0	$700,000,000
Complete tax years of qualifying time period	QTP1	2017-2018	2017	$400,000,000	$0	$0	$0	$400,000,000
	QTP2	2018-2019	2018	$0	$0	$0	$0	$0
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				$1,100,000,000	$0	$0	$0	$1,100,000,000
				Enter amounts from TOTAL row above in Schedule A2				
Total Qualified Investment (sum of green cells)				$1,100,000,000				

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)

October 10, 2014

Applicant Name **Phillips 66 Company**

ISD Name **Sweeny**

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 not become Qualified Property [SEE NOTE]	Other investment made during this year that will become Qualified Property {SEE NOTE]	**Total Investment** (A+B+C+D)
				Enter amounts from TOTAL row in Schedule A1 in the row below				
Total Investment from Schedule A1*	--	**TOTALS FROM SCHEDULE A1**		$1,100,000,000	$0	$0	$0	$1,100,000,000
Each year prior to start of value limitation period** *Insert as many rows as necessary*	0	2016-2017	2016	$700,000,000	$0	$0	$0	$700,000,000
Value limitation period***	1	2017-2018	2017	$400,000,000	$0	$0	$0	$400,000,000
	2	2018-2019	2018	$0	$0	$0	$0	$0
	3	2019-2020	2019	$0	$0	$0	$0	$0
	4	2020-2021	2020	$0	$0	$0	$0	$0
	5	2021-2022	2021	$0	$0	$0	$0	$0
	6	2022-2023	2022	$0	$0	$0	$0	$0
	7	2023-2024	2023	$0	$0	$0	$0	$0
	8	2024-2025	2024	$0	$0	$0	$0	$0
	9	2025-2026	2025	$0	$0	$0	$0	$0
	10	2026-2027	2026	$0	$0	$0	$0	$0
	Total Investment made through limitation			$2,200,000,000	$0	$0	$0	$1,100,000,000
Continue to maintain viable presence	11	2028-2029	2028			$0		$0
	12	2029-2030	2029			$0		$0
	13	2030-2031	2030			$0		$0
	14	2031-2032	2031			$0		$0
	15	2032-2033	2032			$0		$0
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2033-2034	2033			$0		$0
	17	2034-2035	2034			$0		$0
	18	2035-2036	2035			$0		$0
	19	2036-2037	2036			$0		$0
	20	2037-2038	2037			$0		$0
	21	2038-2039	2038			$0		$0
	22	2039-2040	2039			$0		$0
	23	2040-2041	2040			$0		$0
	24	2041-2042	2041			$0		$0
	25	2042-2043	2042			$0		$0

* All investments made through the qualifying time

** 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

*** 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

Only tangible personal property that is specifically

Column B: The total dollar amount of planned investment

Column C: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that will not become qualified

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)

October 10, 2014

Applicant Name **Phillips 66 Company**

ISD Name Sweeny

Form 50-296A

Revised May 2014

				Qualified Property			Estimated Taxable Value		
	Year	**School Year** (YYYY-YYYY)	**Tax Year** (Fill in actual tax year) YYYY	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
Each year prior to start of Value Limitation Period (insert as many rows as necessary)	0	2016-2017	2016	0	0	0	0	0	0
Value Limitation Period	1	2017-2018	2017	0	0	330,000,000	330,000,000	330,000,000	30,000,000
	2	2018-2019	2018	0	0	1,056,000,000	1,056,000,000	1,056,000,000	30,000,000
	3	2019-2020	2019	0	0	1,012,000,000	1,012,000,000	1,012,000,000	30,000,000
	4	2020-2021	2020	0	0	968,000,000	968,000,000	968,000,000	30,000,000
	5	2021-2022	2021	0	0	924,000,000	924,000,000	924,000,000	30,000,000
	6	2022-2023	2022	0	0	880,000,000	880,000,000	880,000,000	30,000,000
	7	2023-2024	2023	0	0	836,000,000	836,000,000	836,000,000	30,000,000
	8	2024-2025	2024	0	0	792,000,000	792,000,000	792,000,000	30,000,000
	9	2025-2026	2025	0	0	748,000,000	748,000,000	748,000,000	30,000,000
	10	2026-2027	2026	0	0	704,000,000	704,000,000	704,000,000	30,000,000
Continue to maintain viable presence	11	2028-2029	2028	0	0	660,000,000	660,000,000	660,000,000	660,000,000
	12	2029-2030	2029	0	0	616,000,000	616,000,000	616,000,000	616,000,000
	13	2030-2031	2030	0	0	572,000,000	572,000,000	572,000,000	572,000,000
	14	2031-2032	2031	0	0	528,000,000	528,000,000	528,000,000	528,000,000
	15	2032-2033	2032	0	0	484,000,000	484,000,000	484,000,000	484,000,000
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2033-2034	2033	0	0	440,000,000	440,000,000	440,000,000	440,000,000
	17	2034-2035	2034	0	0	396,000,000	396,000,000	396,000,000	396,000,000
	18	2035-2036	2035	0	0	374,000,000	374,000,000	374,000,000	374,000,000
	19	2036-2037	2036	0	0	352,000,000	352,000,000	352,000,000	352,000,000
	20	2037-2038	2037	0	0	330,000,000	330,000,000	330,000,000	330,000,000
	21	2038-2039	2038	0	0	308,000,000	308,000,000	308,000,000	308,000,000
	22	2039-2040	2039	0	0	286,000,000	286,000,000	286,000,000	286,000,000
	23	2040-2041	2040	0	0	264,000,000	264,000,000	264,000,000	264,000,000
	24	2041-2042	2041	0	0	242,000,000	242,000,000	242,000,000	242,000,000
	25	2042-2043	2042	0	0	220,000,000	220,000,000	220,000,000	220,000,000

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

October 10, 2014

Applicant Name Phillips 66 Company

ISD Name Sweeny

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 *Insert as many rows as necessary*	0	2016-2017	2016	300 FTE	$82,700	0	0	$0
Value Limitation Period *The qualifying time period could overlap the value limitation period.*	1	2017-2018	2017	500 FTE	$82,700	0	10	$59,785
	2	2018-2019	2018	0	0	0	10	$59,785
	3	2019-2020	2019	0	0	0	10	$59,785
	4	2020-2021	2020	0	0	0	10	$59,785
	5	2021-2022	2021	0	0	0	10	$59,785
	6	2022-2023	2022	0	0	0	10	$59,785
	7	2023-2024	2023	0	0	0	10	$59,785
	8	2024-2025	2024	0	0	0	10	$59,785
	9	2025-2026	2025	0	0	0	10	$59,785
	10	2026-2027	2026	0	0	0	10	$59,785
Years Following Value Limitation Period	11 through 25	2028-2028 through 2041-2042	2027-2041	0	0	0	10	$59,785

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 qualifying jobs in Subchapter B districts, 10 qualifying jobs in Subchapter C districts) ☐ Yes ☒ No

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)

October 10, 2014

Applicant Name Phillips 66 Company

ISD Name Sweeny

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: none	n/a	n/a	0	0	0
	City: none	n/a	n/a	0	0	0
	Other: none	n/a	n/a	0	0	0
Tax Code Chapter 312	County: Brazoria	2017	10 years	3,130,000	3,130,000	0
	City: None	n/a	n/a	0	0	0
	Other: Port Freeport	2017	10 years	280,000	280,000	0
	Other: Sweeny Hospital	2017	10 years	2,990,000	2,990,000	0
	Other:	n/a	n/a	0	0	0
Local Government Code Chapters 380/381		n/a	n/a	0	0	0
		n/a	n/a	0	0	0
		n/a	n/a	0	0	0
Freeport Exemptions		n/a	n/a		0	
Non-Annexation Agreements		n/a	n/a		0	
Enterprise Zone/Project		n/a	n/a		0	
Economic Development Corporation		n/a	n/a		0	
Texas Enterprise Fund		n/a	n/a		0	
Employee Recruitment		n/a	n/a		0	
Skills Development Fund		n/a	n/a		0	
Training Facility Space and Equipment		n/a	n/a		0	
Infrastructure Incentives		n/a	n/a		0	
Permitting Assistance		n/a	n/a		0	
Other:					0	
Other:			**TOTAL**	6,400,000	6,400,000	0
Other:						
Other:	Estimated annual taxes (current tax rate) to non-school jurisdictions for years 11-25 ranges from $6.6 to $2.3 million, average $4.1 million.					

Estimated annual taxes (current tax rate) to school district for years 11-25 ranges from $8.2 to $2.8 million, average $5.1 million.

TAB 15

Economic Impact Analysis, Other Payments made in the State or Other Economic Information

From: Gary Basinger [mailto:garyb@eda-bc.com]
Sent: Tuesday, December 10, 2013 9:41 AM
To: SuzanneK@brazoria-county.com
Cc: Adair, Bob G
Subject: [EXTERNAL]RE: Phillips 66 Impact Analysis Summary

Suzanne,

The economic impact analyses summaries for Phillips 66's tax abatement applications A and B are attached.

We had some errors on the analyses, but the gentleman in Austin who developed the program was able to correct them.

Thanks.

Gary

Gary Basinger, CEcD
Vice-President, Existing Business
THE ALLIANCE
The Economic Development Alliance for Brazoria County
4005 Technology Drive, Suite 1010
Angleton, Texas 77515
(979) 848-0560
(979) 248-1490 Mobile
(979) 848-0403 Fax
www.eda-bc.com
garyb@eda-bc.com

Phillips 66
Application A

Project Summary:

- Construct a liquefied petroleum gas refrigeration & ship/barge loading facility at Port Freeport.
- $1.14 billion in new capital investment.
- 12 new direct jobs.
- Brazoria County Tax Abatement Request: 100% per year for 10 years.

Economic Impact Analysis Information:

Percentage of Property Taxes that May Be Abated	
Year	
1	100%
2	100%
3	100%
4	100%
5	100%
6	100%
7	100%
8	100%
9	100%
10	100%

Property Taxes that May be Abated Over the First Ten Years		
City:	Freeport	$0
County	Brazoria	$50,454,087
School district:	Brazosport ISD	$0
STD 1:	Brazosport Junior College	$27,756,393
STD 2:	Velasco Drainage District	$10,407,103
STD 3:	Port Freeport	$4,672,636
Total		$93,290,219

Net Benefits for Local Taxing Districts Over the First Ten Years				
		Benefits	Costs	Net Benefits
City:	Freeport	$4,873,739	$772,875	$4,100,864
County	Brazoria	$1,603,664	$55,844	$1,547,821
School district:	Brazosport ISD	$132,536,685	$120,293,334	$12,243,351
STD 1:	Brazosport Junior College	$105,492	$0	$105,492
STD 2:	Velasco Drainage District	$39,554	$0	$39,554
STD 3:	Port Freeport	$17,759	$0	$17,759
Total		$139,176,893	$121,122,053	$18,054,840

Phillips 66
Application B

Project Summary:

- Construct a 100,000 barrels per day capacity export propane unit at Old Ocean, storage facilities at Clemens dome and related pipelines.
- $720 million in new capital investment.
- 12 new direct jobs.
- Brazoria County Tax Abatement Request: 100% per year for 10 years.

Economic Impact Analysis Information:

Percentage of Property Taxes that May Be Abated	
Year	
1	100%
2	100%
3	100%
4	100%
5	100%
6	100%
7	100%
8	100%
9	100%
10	100%

Property Taxes that May be Abated Over the First Ten Years		
City:	Sweeny	$0
County	Brazoria	$32,313,332
School district:	Sweeny ISD	$0
STD 1:	Sweeny Community Hospital	$30,867,369
STD 2:	Port Freeport	$2,955,368
Total		$66,136,069

Net Benefits for Local Taxing Districts Over the First Ten Years				
		Benefits	Costs	Net Benefits
City:	Sweeny	$4,860,663	$428,993	$4,431,670
County	Brazoria	$1,338,179	$53,357	$1,284,822
School district:	Sweeny ISD	$81,732,789	$74,357,227	$7,375,562
STD 1:	Sweeny Community Hospital	$185,484	$0	$185,484
STD 2:	Port Freeport	$17,759	$0	$17,759
Total		$88,134,874	$74,839,577	$13,295,297

TAB 16

Description of Reinvestment or Enterprise Zone

Date: 12/23/2013

THE SPECIAL COMMISSIONERS COURT SESSION OF BRAZORIA COUNTY, TEXAS

ORDER NO. VII.B.1.c.

RE: Grant Phillips 66 Company tax abatement and variance on application Nos 4 and 5:

That the application Nos. 4 and 5 for tax abatement of Phillips 66 Company attached hereto be granted in accordance with the Guidelines and Criteria for Granting Tax Abatement in two Reinvestment Zones created in Brazoria County; that the subject locations described in the attached application be designated a reinvestment zone for tax abatement purposes in accordance with the guidelines and criteria of Brazoria County and applicable law; that a variance be granted from the provision of Section 2(g) of the Brazoria County Guidelines and Criteria for granting tax abatement to allow the duration of the tax abatements to be 10 years; and at 100% abatement of eligible properties; and further that the County Judge is authorized to execute two tax abatement agreements with PHILLIPS 66 COMPANY in accordance with the guidelines and criteria.

GUIDELINES AND CRITERIA FOR GRANTING TAX ABATEMENT IN A REINVESTMENT ZONE CREATED IN BRAZORIA COUNTY

WHEREAS, the creation, retention and diversification of job opportunities that bring new wealth are among the highest civic priority; and

WHEREAS, the purpose of tax abatement is to provide an incentive offered by the tax-payers, i.e. citizens of Brazoria County, to attract investments, that lead to better quality of life and better services. The wealth created by these enterprises leads to more service and retail businesses, which in addition to improving quality of life, increases the tax base. In summary, by giving incentive in terms of tax abatement, the citizens agree to give up short term tax benefits, for long term benefits; and

WHEREAS, new jobs, investment and industrial diversification will benefit the area economy, provide needed opportunities, strengthen the real estate market and generate tax revenue to support local services; and

WHEREAS, the communities within Brazoria County must compete with other localities across the nation currently offering tax inducements to attract new plant and modernization projects; and

WHEREAS, any tax incentives offered in Brazoria County would reduce needed tax revenue unless strictly limited in application to those new and existing industries that bring new wealth to the community; and

WHEREAS, the abatement of property taxes, when offered to attract capital investment and primary jobs in industries which bring in money from outside a community instead of merely recirculating dollars within a community, has been shown to be an effective method of enhancing and diversifying an area of economy; and

WHEREAS, Texas law requires any eligible taxing jurisdiction to establish Guidelines and Criteria as to eligibility for tax abatement agreements prior to granting of any future tax abatement, and said Guidelines and Criteria to be unchanged for a two year period unless amended by a three-quarters vote;

Now, therefore, be it resolved that Brazoria County does hereby adop these Guidelines and Criteria for granting tax abatement in reinvestment zones in Brazoria County.

DEFINITIONS Section 1

(a) "Abatement" means the full or partial exemption from ad valorem taxes on certain real property in a reinvestment zone designated by Brazoria County for economic development purposes.

(b) “Abatement Period” means the period during which all or a portion of the value of real property or tangible personal property that is the subject of a tax abatement agreement is exempt from taxation.

(c) “Abated Facility Site” (or “proposed abated facility site”) means the tract(s) or area of land underlying the proposed improvements to be abated.

(d) "Agreement" means a contractual agreement between a property owner and/or lessee and Brazoria County for the purpose of tax abatement.

(e) "Base year value" means the assessed value of eligible property January 1 preceding the execution of the agreement plus the agreed upon value of eligible property improvements made after January 1 but before the execution of the agreement.

(f) "Brazoria County Vendor and Services" means a company that employs Brazoria County residents and pays Brazoria County taxes.

(g) "Deferred maintenance" means the improvements necessary for continued operations which do not improve productivity or alter the process technology.

(h) "Distribution Center Facility" means buildings and structures, including machinery and equipment, used or to be used primarily to receive, store, service, or distribute goods or materials owned by the facility operator where seventy percent (70%) of the goods or services are distributed outside of Brazoria County.

(i) "Economic Development" means participation in or support of an organized program or entity which for the purpose of its mission, engages in activities designed to encourage employment opportunities development/commercial and manufacturing business/industry to locate and/or expand in Brazoria County, thus expanding and diversifying the tax base as well as increasing the economic strength and stability of Brazoria County.

(j) "Eligible jurisdiction" means Brazoria County and any municipality or other local taxing jurisdictions eligible to abate taxes according to Texas law, the majority of which is located in Brazoria County that levies ad valorem taxes upon and provides services to reinvestment zone designated by Brazoria County.

(k) “Employee” for the purposes of the economic qualifications of Section 2(h)(2) of these Guidelines and Criteria shall include all persons directly employed by the owner of the planned improvement at the abated facility site/reinvestment zone together with any independent contractor or employee of independent contractors employed on a full-time (40 hours per week equivalent) basis at the facility site/reinvestment zone continuously for the duration of the abatement agreement**.**

(l) “Existing facility” is the facility described in Section 2 (a) that will be expanded or modernized and which contains the proposed improvements to be abated. A manufacturing or processing unit or units of a larger plant complex that separately comprise a manufacturing or production sub-unit of the larger plant shall be considered the existing facility for purposes of the Section 2 (h) (2) employment retention requirement (that the planned improvements cause the retention or prevention of loss of employment of 10 employees or 50% of the employees of the existing facility, whichever is greater). For example, if an existing facility has 100 employees, an expansion or modernization of all or part of that facility must result in the retention of at least 50 employees employed at or in connection with the expanded or modernized “existing facility” in order for the facility improvements to qualify for abatement.

(m) "Expansion" means the addition of buildings, structures, machinery or equipment for purposes of increasing production capacity.

(n) "Facility" means property improvements completed or in the process of construction which together comprise an integral whole.

(o) "Manufacturing Facility" means buildings and structures, including machinery and equipment, the primary purpose of which is or will be the manufacture of tangible goods or materials or the processing of such goods or materials by physical or chemical change.

(p) "Modernization" means the replacement and upgrading of existing facilities which increases the productive input or output, updates the technology or substantially lowers the unit cost of the operation. Modernization may result from the construction, alteration or installation of buildings, structures, fixed machinery or equipment. It shall not be for the purpose of reconditioning, refurbishing, or repairing.

(q) "New Facility" means a property previously undeveloped which is placed into service by means other than or in conjunction with expansion or modernization.

(r) "Other Basic Industry" means buildings and structures including fixed machinery and equipment not elsewhere described, used or to be used for the production of products or services which serve a market primarily outside Brazoria County.

(s) "Productive Life" means the number of years a property improvement is expected to be in service. After a cessation of production, the productive life of property improvements may be deemed to end, at County's election, on the date of cessation of production either upon (1) a determination by the County that it is unlikely the improvement(s) will be reactivated as an integral part of a producing facility, and/or (2) the expiration of eighteen (18) continuous or non-consecutive months of non-production in any twenty-four (24) month period following the date the property improvement(s) cease to be in active service as part of a facility operating in a producing capacity. Upon cessation of production and for calculation of the recapture amount of taxes, the "productive life" will be determined to begin on the effective date of the tax abatement as set forth in the Agreement.

(t) "Qualified Vendors and Services" means those vendors and services that meet the company's individual stated requirements, which can include but are not limited to: safety, financial condition, environmental record, quality or ability to perform.

(u) "Regional Entertainment Facility" means buildings and structures, including machinery and equipment, used or to be used to provide entertainment through the admission of the general public where seventy percent (70%) of users reside at least 50 miles from its location in Brazoria County.

(v) "Research Facility" means buildings and structures, including machinery and equipment, used or to be used primarily for research or experimentation to improve or develop new tangible goods or materials or to improve or develop the production processes thereto.

(w) "Regional Service Facility" means buildings and structures, including machinery and equipment, used or to be used to service goods where seventy percent (70%) of the goods being serviced originate outside of Brazoria County.

(x) "Tangible personal property" means tangible personal property classified as such under state law, but excludes inventory and/or supplies, ineligible property as defined herein, and tangible personal property that was located in the investment zone at any time before the period covered by the agreement with the County.

ABATEMENT AUTHORIZED Section 2

(a) Authorized Facility. A facility may be eligible for abatement if it is a: Manufacturing Facility, Research Facility, Distribution Center or Regional Service Facility, Regional Entertainment Facility, Other Basic Industry, or a facility that Commissioners Court determines would enhance job creation and the economic future of Brazoria County.

(b) Creation of New Value. Abatement may only be granted for the additional value of eligible property improvements made subsequent to and specified in an abatement agreement between Brazoria County and the real property owner, tangible personal property owner, leasehold interest, and/or lessee, subject to such limitations as Brazoria County may require.

(c) New and Existing Facilities. Abatement may be granted for new facilities and improvements to existing facilities for purposes of modernization or expansion.

(d) Eligible Property. Abatement may be extended to the value of buildings, structures, tangible personal property as defined in the Tax Code including fixed machinery and equipment, site improvements and related fixed improvements necessary to the operation and administration of the facility.

Tangible Personal Property: Abatement may be granted with the owner of tangible personal property located on real property in a reinvestment zone to exempt from taxation (1) all or a portion of the value of the real property, (2) all or a portion of the value of the tangible personal property located on the real property, or (3) all or a portion of the value of both.

An abatement may be granted with the owner of tangible personal property or an improvement located on tax-exempt real property that is located in a designated reinvestment zone to exempt all or a portion of the value of the tangible personal property or improvement located on the real property.

(e) Ineligible Property. The following type of property shall be fully taxable and ineligible for tax abatement: land, existing improvements, tangible personal property that the Brazoria County Appraisal District classifies as inventory or supplies, tools, furnishings, and other forms of movable personal property; vehicles, watercraft, aircraft, housing, hotel accommodations, retail facilities, deferred maintenance investments, property to be rented or leased except as provided in Section 2(f), tangible personal property located in the reinvestment zone prior to the effective date of the tax abatement agreement, real property with a productive life of less than 10 years, property owned or used by the State of Texas or its political subdivisions or by any organizations owned, operated or directed by a political subdivision of the State of Texas, or any other property for which abatement is not allowed by state law.

(f) Leased Facilities. Leasehold Interest: Abatement may be granted with the owner of a leasehold interest in tax-exempt real property located in a reinvestment zone designated to exempt all or a portion of the value of the leasehold interest in the real property.

Lessee Interest: Abatement may be granted with a lessee of taxable real property located in a reinvestment zone to exempt from taxation (1) all or a portion of the value of the fixtures, improvements, or other real property owned by the lessee and located on the property that is subject to the lease, (2) all or a portion of the value of tangible personal property owned by the lessee and located on the real property that is the subject of the lease, or (3) all or a portion of the value of both the fixtures, improvements, or other real property and the tangible personal property defined herein.

Leasehold Interest/Lessee shall be required to submit with its application a copy of the executed lease agreement between lessor/lessee demonstrating a minimum lease term double the abatement term granted.

(g) Value and Term of Abatement. Abatement shall be granted effective with the January 1 valuation date immediately following the date of the Commissioners Court Order granting the abatement and approving the abatement application. One hundred percent of the value (or such percentage of value that shall be set by Commissioners' Court order) of new eligible properties shall be abated for up to seven years or one-half (1/2) the productive life of the improvement whichever is less. The "productive life" will be calculated from the effective date of the tax abatement and the date the equipment ceased to be in service. The abatement may be extended through an initial agreement and a subsequent agreement may be required to comply with state law regarding the term of the reinvestment zone.

If it is determined that the abatement period would better benefit the County and the Applicant by deferring the commencement date beyond the January 1st following the Commissioners Court Order granting the abatement and approving the abatement application, the County may defer the commencement date of the abatement period to a future date certain. The deferral of the commencement date will not allow the duration of the abatement period to extend beyond seven (7) years. However, in no event shall the abatement begin later than the January 1 following the commencement of construction.

If a modernization project includes facility replacement, the abated value shall be the value of the new unit(s) less the value of the old unit(s).

New eligible properties must be in active service and operation as part of a facility operating in a producing capacity for a period equal to double the abatement period (*i.e.* seven year abatement, then in producing capacity for 14 years) in order to receive the full term of the abatement granted and not be subject to the term reduction and recapture/payment obligation provisions.

(h) Economic Qualification. In order to be eligible for designation as a reinvestment zone and to qualify for tax abatement the planned improvement:

(1) must be reasonably expected to increase and must actually increase the value of the property in the amount of $1 million or more;

(2) must create employment for at least 10 people on a full-time (40 hours per week equivalent) basis in Brazoria County for the duration of the abatement period at the abated facility site described in the tax abatement application; or alternatively, must retain and prevent the loss of employment of 10 employees or fifty percent (50%) of the existing number of employees, at the time of application, employed at or in connection with the existing facility containing the abated facility site described in the tax abatement application, whichever is greater, for the duration of the abatement period. The following is applicable to the employment retention/preventing loss of employment requirement:

a. "Existing facility" is the facility described in Section 2 (a) that will be expanded or modernized and which contains the proposed improvements to be abated. A manufacturing or processing unit or units of a larger plant complex that separately comprise a manufacturing or production sub-unit of the larger plant shall be

considered the existing facility for purposes of the Section 2(h)(2) employment retention requirement (that the planned improvements cause the retention or prevention of loss of employment of 10 employees or 50% of the employees of the existing facility, whichever is greater). For example, if a large plant complex has a sub-unit that produces chlorine and 100 employees are employed at or in connection with that unit, an expansion or modernization of all or part of that facility must result in the retention of at least 50 employees employed at or in connection with the expanded or modernized "existing facility" in order for the facility improvements to qualify for abatement.

b. Employees of a larger plant unit transferred or assigned to and employed at or in connection with a new sub-unit containing the planned improvements, constructed on undeveloped land constituting the proposed abated facility site/reinvestment zone shall be considered "created" employment for purposes of this sub-section.

The proposed number of employees to be employed at the abated facility as stated in the abatement application for the property that is the subject of the tax abatement agreement (including the projected creation or retention of employment) must be maintained for the duration of the abatement period at the abated facility site. For purposes of this sub-section, in order for a planned improvement to be considered as preventing the loss of employment or retaining employment, the abated facility/project must be necessary in order to retain or keep employment at levels as indicated in the application and in order to retain the proposed number of employees at the abated facility as indicated in the application. The owner/Applicant seeking to qualify on the basis of retention or preventing loss of employment must provide a detailed statement as an attachment to its application affirmatively representing compliance with this sub-section and explaining the necessity of this project to prevent loss of employment. Any variance from the requirements of this sub-section is subject to approval of Commissioners Court in accordance with the variance section of these Guidelines & Criteria.

(3) must be not expected to solely or primarily have the effect of transferring employment from one part of the county to another part of the county. A variance may be requested relative to this provision which approval shall be at the sole discretion of the County.

(4) must be necessary because capacity cannot be provided efficiently utilizing existing improved property;

Additionally, the owner of the project:

(5) must provide for and pay, at the time of filing an application for tax abatement, a non-refundable application fee of $1,000. A part of the application fee will be dedicated by Brazoria County to economic development programs authorized by Local Government Code, Section 381.004.

(6) must file a plan statement with application demonstrating willingness and planned efforts to use qualified Brazoria County vendors and services where applicable in the construction and operations of the facility. Brazoria County vendors and services must be competitive with non-county vendors and services regarding price, quality, safety, availability and ability perform. It is preferred that applicant seek qualified workers who are United States citizens and veterans and also legal residents prior to seeking workers from other countries.

(7) will annually, for the term of the abatement, contribute .000165 of the value reported in "Part IV Section F" of the abatement application (estimated value of abated improvements at the conclusion of the abatement period). Air carriers receiving abatement will contribute an amount equal to .000165 of the estimated value of the personal property of the air carrier indicated in its Application. Each project will contribute no more than $15,000 nor less than $1,000 annually to be used specifically to fund economic development in Brazoria County as authorized by Local Government Code, Section 381.004. The annual contribution shall be paid to Brazoria County through the County Auditor's Office on or before January 1 of each year of the tax abatement contract term.

(8) must not file with the Brazoria County Appraisal District a valuation or taxpayer protest or notice of protest pursuant to the Texas Property Tax Code during the abatement period legally protesting the valuation of the abated improvements of a manufacturing facility pursuant to an appraisal method that produces a valuation of improvements based on each improvement's value as a separate item of personal property rather than the improvements' value as integral fixtures of a producing manufacturing facility. An owner's legal protest the improvements' value pursuant to the Texas Property Tax Code must be based on and use accepted appraisal methods and techniques allowed by law (Texas Property Tax Code) and uniform standards of professional appraisal practice. The filing of a valuation protest or notice of protest contrary to this standard shall cause the tax abatement agreement to be subject to termination and recapture of all previously abated taxes.

(9) must not be a defendant in any litigation by the County seeking recovery or recapture of previously abated taxes.

(i) Taxability. From the execution of the abatement contract to the end of the agreement period, taxes shall be payable as follows:

(1) The value of ineligible property as provided in Section 2(e) shall be fully taxable;

(2) the base year value of existing eligible property as determined each year shall be fully taxable; and

(3) the additional value of new eligible property shall be taxable in the manner described in Section 2(g).

APPLICATION Section 3

(a) The Application for tax abatement may be obtained from the County Judge's Office or on the Brazoria County website at www.brazoria-county.com. Applicant may contact the Judge's Office at (979) 864-1200 or (281) 756-1200.

(b) Any present or potential owner of taxable property in Brazoria County may request the creation of a reinvestment zone and tax abatement by filing a tax abatement application with Brazoria County. The application shall be filed with the County Judge by providing twelve (12) copies or an electronic version and five (5) copies. The additional copies provided will be furnished to each member of Commissioners Court and the Tax Abatement Review Committee (TARC). After filing the application,

the Applicant shall provide an economic impact analysis report, in a format comparable to the Texas Governor's economic impact analysis report, to the County Judge's Office prior to the TARC meeting on the Applicant's tax abatement application.

(c) The application shall consist of a completed application form accompanied by: a general description of the proposed use and the general nature and extent of the modernization, expansion or new improvements which will be a part of the facility; a map and property description; a time schedule for undertaking and completing the planned improvements. In the case of modernizing, a statement of the assessed value of the facility, separately stated for real and personal property, shall be given for the tax year immediately preceding the application. The application form shall require such financial and other information as Brazoria County deems appropriate for evaluating the financial capacity and other factors of the Applicant. Applicant should not submit confidential information as part of the application. If doing so cannot be avoided, a general description in non-confidential terms should be included on the application, along with a sealed document containing the confidential information as an attachment and clearly marked "CONFIDENTIAL".

(d) Upon receipt of a completed application, the County Judge shall notify in writing the presiding officer of the legislative body of each eligible jurisdiction. Before acting upon the application, Brazoria County Commissioners' Court shall hold a public hearing at which interested parties shall be entitled to speak and present written materials for or against the approval of the tax abatement. The public hearing shall also afford the Applicant and the designated representative of any eligible jurisdiction opportunity to show cause why the abatement should or should not be granted. Notice of the public hearing shall be clearly identified on a Brazoria County notice to be posted at least 30 days prior to the hearing.

(e) After receipt of an application for creation of a reinvestment zone and application for abatement, the Tax Abatement Review Committee (TARC) shall prepare a feasibility study setting out the impact of the proposed reinvestment zone and tax abatement. The feasibility study shall include, but not be limited to, an estimate of the economic effect of the creation of the zone and the abatement of taxes and the benefit to the eligible jurisdiction and the property to be included in the zone. The economic impact analysis report provided by the Applicant shall be attached to the feasibility study and included as part of the feasibility study report.

(f) If upon written request for a legal opinion or interpretation from the Commissioners' Court or its members, the legal counsel for Brazoria County determines that the application does not appear to comply with the written language of the Guidelines and Criteria, a public hearing on said application if already set, shall be postponed for a period of at least thirty days from the scheduled date of public hearing to allow time for further review by the Commissioners' Court or any duly appointed review committee, or if an initial setting has not been made, the hearing on such application shall be set on the Commissioners' Court agenda no sooner than sixty (60) days from the time the Court enters an order to set the public hearing date.

The Applicant shall file a supplement or addendum to its application to show cause why the application should be approved and shall present reasons at the public hearing on the same.

Provided that any final decision or interpretation as to the intent and meaning or policy of any provision or its written language; any final decision as to whether or not an application complies or does not comply with the guidelines and criteria; and any final decision as to whether to grant or deny tax abatement shall be made by the Commissioners' Court at its sole discretion.

(g) Brazoria County shall not establish a reinvestment zone for the purpose of abatement if it finds that the request for the abatement was filed after the commencement of construction, alteration, or installation of improvements related to a proposed modernization, expansion or new facility.

(h) Variance. Requests for variance from the provisions of Subsections (a) (b) (e) (g), (h) (1), (h) (2) and/or (h) (3) of Section 2 may be made in written form to the County Judge with a copy forwarded to the TARC. Such requests shall include a complete description of the circumstances explaining why the Applicant should be granted a variance. Approval of a request requires a four-fifths (4/5) vote of the Commissioners Court.

(i) Special Variance: Air Carriers. A special variance from all applicable provisions of these guidelines and criteria, with the exception of Section 2 (h) (5) and (h) (7) may be granted allowing abatement or partial abatement of ad valorem taxes on the personal property of a certificated or non-certificated air carrier that owns or leases taxable real property in Brazoria County provided that the personal property has a value of at least $10,000,000. Approval of a request for this variance requires a three-fourth (3/4) vote of the Commissioners Court.

PUBLIC HEARING Section 4

(a) Neither a reinvestment zone nor abatement agreement shall be authorized if it is determined that:

(1) there would be a substantial adverse affect on the provision of government service or tax base;

(2) the Applicant has insufficient financial capacity;

(3) planned or potential use of the property would constitute hazard to public safety, health or morals; or,

(4) violation of other codes or laws.

AGREEMENT Section 5

(a) After approval, Brazoria County Commissioners' Court shall formally pass a resolution and execute an agreement with the Applicant as required which shall include:

(1) estimated value to be abated and the base year value;

(2) percent of value to be abated each year as provided in Section 2(g);

(3) the commencement date and the termination date of abatement;

(4) the proposed use of the facility; nature of construction, time schedule, map, property description and improvement list as provided in Application, Sections II and III;

(5) contractual obligations in the event of default, violation of terms or conditions, delinquent taxes, recapture, administration and assignment as provided in Sections 2(a), 2(f), 2(g), 2(h) 6, 7, and 8;

(6) size of investment and average number of jobs involved for the period of abatement; and

(7) provision that Applicant shall annually furnish information necessary for Brazoria County's evaluation of Applicant's compliance with the terms and conditions of the tax abatement agreement and these guidelines and criteria (in the form of an annual report/statement of compliance), together with an additional provision that Brazoria County may, at its election, request and obtain information from Applicant as is necessary for the County's evaluation of Applicant's compliance with the terms and conditions of the tax abatement agreement and these guidelines and criteria. See Attachment A.

(8) provision that, upon expiration of the tax abatement agreement, Applicant shall begin annually reporting the status of the abated improvements regarding active service and operation as part of a facility operating in a producing capacity. Reporting will be for the same amount of years as the tax abatement period (*i.e.* seven year abatement, then follow-up reporting for seven more years). See Attachment B.

(b) Such agreement shall be executed within sixty (60) days after the Applicant has forwarded all necessary information and documentation to Brazoria County.

RECAPTURE Section 6

(a) In the event the facility contemplated herein is completed and begins producing product or service, but the company fails to maintain the level of employment (including the projected creation or retention of employment) stated in the abatement application for the property that is the subject of the abatement agreement, the county may elect to: (1) Declare a default and terminate the abatement agreement without recapturing prior years' abated taxes; (2) Declare a default, terminate the agreement and order a recapture of all or part of the previous years' abated taxes; or (3) Set specific terms and conditions for the continuation of the abatement exemption for the duration of the term of the agreement under its present terms or alter the amount of the abatement for the remaining term of the agreement.

(b) Should Brazoria County determine that the company or individual is in default according to the terms and conditions of its agreement, Brazoria County shall notify the company or individual in writing at the address stated in the agreement and if such is not cured within sixty (60) days from the date of such notice ("Cure Period"), then the agreement may be terminated.

(c) In the event that the company or individual (1) allows its ad valorem taxes owed the County to become delinquent and fails to timely and properly follow the legal procedures for their protest and/or contest, or (2) violates any of the terms and conditions of the abatement agreement and fails to cure during the Cure Period, the agreement then may be terminated and all taxes previously abated by virtue of the agreement will be recaptured and paid within sixty (60) days of the termination.

(d) Failure to provide any requested statement or information pursuant to the provisions described in Section 5(a)(7) without just cause within sixty (60) days of the request for the information or the presentation of any false or misleading statement may, at the County's option, be construed as a default by the company

or individual and cause for immediate termination of the tax abatement agreement and recapture of all previously abated taxes, if after written notice of default, the company or individual has not cured such default prior to the expiration of thirty (30) days from such written notice. The Cure Period provisions of sub-sections (b) and (c) above are not applicable to a default and termination under this paragraph.

ADMINISTRATION Section 7

(a) The Chief Appraiser of the County shall annually determine an assessment of the real and personal property comprising the reinvestment zone. Each year, the company or individual receiving abatement shall furnish the assessor with such information as may be necessary for the abatement. Once value has been established, the Chief Appraiser shall notify the eligible jurisdictions which levies taxes on the amount of the assessment.

(b) The agreement shall stipulate that TARC of Brazoria County will have access to the reinvestment zone during the term of the abatement to inspect the facility to determine if the terms and conditions of the agreement are being met. All inspections will be made only after the giving of twenty-four (24) hours prior notice and will only be conducted in such a manner as to not unreasonably interfere with the construction and/or operation of the facility. All inspections will be made with one or more representatives of the company or individual and in accordance with their safety standards.

(c) Tax Abatement Review Committee:

The Commissioners' Court shall appoint a standing Tax Abatement Review Committee (TARC) for purposes of (i) reviewing the tax abatement application and preparing the feasibility study report required by Section 3(d) of these guidelines; (ii) conducting annual inspections and/or evaluations of the abated facilities to insure compliance with the terms/conditions of the tax abatement agreement.

(d) The Tax Abatement Review Committee shall be comprised of, but not limited to, a representative appointed by each Commissioners' Court member. The County Auditor, County Treasurer, District Attorney representative, and County Tax Assessor Collector shall serve as ex-officio members of the Committee to advise on abatement qualifications and procedures. The County Judge and the Commissioner of the Precinct in which a proposed abated facility will be located will serve on the Committee during the period when the Committee is preparing the feasibility study report and conducting the annual inspection and/or evaluation of the facility.

(e) Upon completion of construction, the owner of an abated facility must submit a written report/statement of compliance annually during the life of the abatement to the Brazoria County Commissioners' Court and the Tax Abatement Review Committee clearly detailing the status of the facility and how it is complying with the abatement guidelines. The Committee shall annually evaluate each abated facility and report possible violations to the contract and agreement to the Brazoria County Commissioners' Court. A form of annual report that may be used by the owner is attached as Attachment A to these Guidelines & Criteria, and the owner's annual report shall, at a minimum, contain the information shown in the Attachment A form.

(f) Upon expiration of the Tax Abatement term, the owner of the abated improvements must submit a written report/statement of compliance annually, beginning January 1 after the expiration of the tax abatement term, documenting that the abated improvements remain in active service and operation as

part of a facility operating in a producing capacity for an additional period equal to the abatement period granted and completed (*i.e.* seven year abatement, then in producing capacity for an additional 7 years after expiration of the tax abatement agreement) in order to receive the full term of the abatement granted and not be subject to the term reduction and recapture/payment obligation provisions. The Report shall be delivered to the County Judge. The Committee shall annually evaluate each abated facility and report possible violations to the contract and agreement to the Brazoria County Commissioners' Court. A form of annual report that may be used by the owner is attached as Attachment B to these Guidelines & Criteria, and the owner's annual report shall, at a minimum, contain the information shown in the Attachment B form.

(g) The County shall timely file with the Texas Department of Commerce and the Property Tax Division of the State Comptroller's office all information required by the Tax Code.

ASSIGNMENT Section 8

Abatement may be transferred and assigned by the holder to a new owner or lessee of the same facility upon the approval by resolution of Brazoria County subject to the financial capacity of the assignee and provided that all conditions and obligations in the abatement agreement are guaranteed by the execution of a new contractual agreement with Brazoria County. No assignment or transfer shall be approved if the new parties to the existing agreement, the new owner or new lessee are liable to Brazoria County or any eligible jurisdiction for delinquent taxes or other obligations. Approval shall not be unreasonably withheld.

PROVISIONS REGARDING CITY-INITIATED ABATEMENTS Section 9

(a) This section is applicable to tax abatement applications for property located in a reinvestment zone designated by a city and applications by Applicants who have previously entered into a tax abatement agreement with a city regarding that property.

(b) All provisions of these Guidelines & Criteria are applicable to city-initiated reinvestment zones and abated areas within a city's territorial limits unless otherwise stated herein or provided by law.

(c) An Applicant shall file a tax abatement application on the County's application form together with all attachments and statements described in the application instructions and in subsection (d) herein below.

(d) Upon receipt of a tax abatement application applicable to property within a city-designated reinvestment zone subject to a city's tax abatement agreement, the application shall be reviewed for approval as to (a) correct application form, (b) represented compliance with economic value estimates and employment criteria of Section 2(h) of the Guidelines & Criteria, (c) legal description requirements, (d) attachment of a correct copy of the city's ordinance designating the area as a reinvestment zone and granting abatement and (e) attachment of a correct copy of the fully executed tax abatement agreement between the city and the Applicant.

(e) After review (and subject to approval of the matters in (d) above), the public hearing on the tax abatement shall be scheduled at the Commissioners Court meeting that next follows the one at which the Order Setting Hearing Date is entered, unless otherwise ordered by Commissioners Court. If there are any compliance problems with the application (including any problems to be resolved or amendments to

the application to be made prior to the public hearing), the County Judge and Precinct Commissioners shall be advised of these compliance problems/matters to be resolved in a memo from the Civil Division-District Attorney's Office transmitting the Order Setting Hearing Date. No hearing shall be set on any application that fails to attach both the ordinance designating reinvestment zone and the copy of the fully executed tax abatement agreement between the city and the Applicant, or which is deficient as to application form or legal description. In such case the Applicant shall be informed of the necessity of attaching those documents or making necessary corrections, and there will be no further processing of the application until the same are received.

(f) The notice provisions of Section 3 (c) are not applicable to an application under this section.

(g) The percentage of property value abated and the term of abatement shall be the same as that stated in the city's tax abatement agreement unless otherwise specifically ordered in the Commissioners Court order granting abatement.

SUNSET PROVISION Section 10

(a) These Guidelines and Criteria are effective upon the date of their adoption and will remain in force for two years, at which time all reinvestment zones and tax abatement contracts created pursuant to its provisions will be reviewed by Brazoria County to determine whether the goals have been achieved. Based on that review, the Guidelines and Criteria will be modified, renewed or eliminated, provided that such actions shall not affect existing contracts or applications for tax abatement filed prior to the expiration of said Guidelines and Criteria. Applications for abatement filed prior to the expiration of the Guidelines and Criteria shall be governed by the provisions of these Guidelines and Criteria regardless of any subsequent modification or amendment.

(b) This policy is mutually exclusive of existing Industrial District Contracts and owners of real property in areas deserving of special attention as agreed by the eligible jurisdictions.

(c) These guidelines and policies for Tax Abatement shall be effective May 11, 2012, and shall remain in force until May 11, 2014, unless amended or superseded, modified, renewed, or eliminated by Commissioners' Court prior to that date.

ATTACHMENT A

(TO THE BRAZORIA COUNTY GUIDELINES & CRITERIA FOR GRANTING TAX ABATEMENT)
(***This form is located at www.brazoria-county.com)***

ANNUAL REPORT FORM

ANNUAL REPORT

PURSUANT TO SECTION 5(a)(7) AND 7(e) OF
THE BRAZORIA COUNTY GUIDELINES &
CRITERIA ON TAX ABATEMENT

RE: TAX ABATEMENT AGREEMENT

_____ (Company/Owner Name)

REINVESTMENT ZONE (RZ) NO. _____(Number of RZ, if applicable)

1. Commencement and/or completion date of the contemplated improvements described in the tax abatement agreement.

   Date of commencement of construction: _____

   Date of completion all contemplated improvements: _____

2. Number of permanent employees, contract employees and temporary contract employees currently employed by you at the tax abated facility location or construction site as of the date of this Report. (See definitions below).

   Permanent Employees: _____

   * Permanent Contract Employees _____
   (* List contract employees employed on a full-time, 40 hours per week equivalency basis and who are expected to be employed on a full-time basis for the duration of the abatement period. Do not include temporary contract employees.)

   **Temporary Contract Employees _____
   (**List temporary contract employees who are employed for a temporary period ending prior to expiration of the tax abatement term)

3. Status of construction of the contemplated improvements, percentage of construction completed and Owner's estimate of taxable value of constructed improvements on the date of the Report.

   Percentage of construction completed: _____

   Estimated value of Improvements: _____
   As of_____

4. Status of production of the completed facility and the productive service capacity of the improvements. (*only applicable to a completed facility that has previously commenced production*)

Is the abated facility currently producing the product or similar product described in the tax abatement agreement? **Check One** ( ) Yes or ( ) No

If the answer to the above question is "No", please state the date or time period when production ceased and attach a narrative explanation of the reason for cessation of production as Attachment B. _____

If production at this abated facility is shut down, please state the expected date or time period, if any, at which/during which you expect the facility to resume production operations. If you do not expect to resume production at this abated facility, please state "plant closed" in the blank space. _____

State your estimate of the expected productive life of the abated facility and its improvements as measured from the beginning date of production until the expected permanent cessation of production (*or in other words*, the total number of years, if any, that you expect the abated facility improvements to be in service as part of the operations of a producing facility, including in your total any previous years of production prior to the date of this report.) _____

5. Include a narrative of your use of Brazoria County vendors and services and attach the same as Attachment A to this Report.

Is the narrative on use of Brazoria County vendors and Services attached? **Check One** ( ) Yes or ( ) No

To the best of my knowledge, the above information and estimates are true and correct.

Owner: _____

By: _____

Printed Name:_____

Title/Position_____

Date: _____

ATTACHMENT

B

(TO THE BRAZORIA COUNTY GUIDELINES & CRITERIA FOR GRANTING TAX ABATEMENT)
(***This form is located at www.brazoria-county.com)***

REPORT FORM
After the initial term of the
Tax Abatement Agreement

PRODUCTIVE LIFE REPORT

TAX ABATEMENT TERM COMPLETED

PURSUANT TO SECTION 5(a)(8) AND 7(f) OF
THE BRAZORIA COUNTY GUIDELINES &
CRITERIA ON TAX ABATEMENT

RE: TAX ABATEMENT AGREEMENT

_____ (Company/Owner Name)

REINVESTMENT ZONE (RZ) NO. _____(Number of RZ, if applicable)

Effective Date of Tax Abatement:_____

1. Status of production of the completed facility and the productive service capacity of the improvements.

Is the abated facility currently producing the product or similar product described in the tax abatement agreement?	**Check One** ( ) Yes or ( ) No
If the answer to the above question is "No", please state the date or time period when production ceased and attach a narrative explanation of the reason for cessation of production as Attachment A.	_____
If production at this abated facility is shut down, please state the expected date or time period, if any, at which/during which you expect the facility to resume production operations. If you do not expect to resume production at this abated facility, please state "plant closed" in the blank space.	_____
State your estimate of the expected productive life of the abated facility and its improvements as measured from the beginning date of production until the expected permanent cessation of production (*or in other words*, the total number of years, if any, that you expect the abated facility improvements to be in service as part of the operations of a producing facility, including in your total any previous years of production prior to the date of this report.)	_____

To the best of my knowledge, the above information and estimates are true and correct.

Owner: _____

By: _____

Printed Name:_____

Title/Position_____

Date: _____

TAB 17

Signature and Certification page, Signed and Dated by Authorized School District Representative and Authorized Company Representative

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 ➧ Randy Miksch — Print Name *(Authorized School District Representative)*

Superintendent, Sweeny ISD — Title

sign here ➧ Randy Miksch — Signature *(Authorized School District Representative)*

8/26/2015 — 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 ➧ Christina M. Hyden — Print Name *(Authorized Company Representative (Applicant))*

Advisor, Property Tax — Title

sign here ➧ Christina M. Hyden — Signature *(Authorized Company Representative (Applicant))*

08/25/2015 — Date

Superintendent, Sweeny ISD

Advisor, Property Tax

08/25/2015

Randy Miksch

Christina M. Hyden

Notary Public
State of Oklahoma
TERRY L. HICKS
WASHINGTON COUNTY
COMMISSION #01008709
Comm. Exp. 07-13-2017

(Notary Seal)

GIVEN under my hand and seal of office this, the

25th day of August, 2015

Terry L. Hicks

Notary Public in and for the State of ~~Texas~~ Oklahoma

My Commission expires: 7-13-17

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.