



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

October 27, 2014

Date Application Received by District

Becky

McManus

First Name

Last Name

Assistant Superintendent of Finance

Title

Barbers Hill Independent School District

School District Name

9600 Eagle Drive

Street Address

P. O. Box 1108

Mailing Address

Mont Belvieu

Texas

77580-1108

City

State

ZIP

281-576-2221

281-576-5879

Phone Number

Fax Number

BMcManus@bhisd.net

Mobile Number (optional)

Email Address

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

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

Kevin O'Hanlon
 First Name Last Name
 Attorney
 Title
 O'Hanlon, McCollom & Demerath, PC
 Firm Name
 512-494-9949 512-494-9919
 Phone Number Fax Number
 Mobile Number (optional) kohanlon@808west.com
 Email Address

4. On what date did the district determine this application complete? October 30, 2014
 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)

Mark Apostle
 First Name Last Name
 Assistant Controller
 Title
 800 E. Sonterra Blvd., Suite 400
 Street Address
 800 E. Sonterra Blvd., Suite 400
 Mailing Address
 San Antonio Texas 78258-3941
 City State ZIP
 210-572-0456 210-403-6664
 Phone Number Fax Number
 Mobile Number (optional) mark.apostle@energytransfer.com
 Business Email Address

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

Megan McKavanagh
 First Name Last Name
 Property Tax Manager
 Title
 800 E. Sonterra Blvd., Suite 400
 Street Address
 800 E. Sonterra Blvd., Suite 400
 Mailing Address
 San Antonio Texas 78258-3941
 City State ZIP
 210-572-0457 210-403-6664
 Phone Number Fax Number
 Mobile Number (optional) megan.mckavanagh@energytransfer.com
 Business Email Address

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

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SECTION 2: Applicant Information (continued)

4. Authorized Company Consultant (If Applicable)

Mike Fry
First Name Last Name
 Authorized Agent
Title
 K E Andrews 1900 Dalrock Road; Rowlett, Texas 75088
Firm Name
 469-298-1594 469-298-1619
Phone Number Fax Number
 mfry@keatax.com
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? Lone Star NGL Asset Holdings II LLC
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) 32044534082
3. List the NAICS code 325120
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
 1016, Barbers Hill-pending; 195, Barbers Hill, 2012; 251, Barbers Hill, 2014; 339, Barbers Hill, 2014 (Frac V submitted contemporaneously)

SECTION 5: Applicant Business Structure

1. Identify Business Organization of Applicant (corporation, limited liability corporation, etc) Limited Liability Company
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)

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SECTION 6: Eligibility Under Tax Code Chapter 313.024

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

SECTION 7: Project Description

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

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

SECTION 8: Limitation as Determining Factor

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

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

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SECTION 9: Projected Timeline

- | | |
|---|---|
| 1. Application approval by school board | February 2015 |
| 2. Commencement of construction | September 2015 |
| 3. Beginning of qualifying time period | January 2016 |
| 4. First year of limitation | 2017 (after start of commercial operations) |
| 5. Begin hiring new employees | June 2016 |
| 6. Commencement of commercial operations | December 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)? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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? | December 2016 |

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located Chambers County
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Chambers County CAD
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: <u>Chambers County, .496790, 100%</u>
<small>(Name, tax rate and percent of project)</small> | City: <u>N/A</u>
<small>(Name, tax rate and percent of project)</small> |
| Hospital District: <u>N/A</u>
<small>(Name, tax rate and percent of project)</small> | Water District: <u>N/A</u>
<small>(Name, tax rate and percent of project)</small> |
| Other (describe): <u>Barbers Hill ISD, 1.3298, 100%</u>
<small>(Name, tax rate and percent of project)</small> | Other (describe): <u>N/A</u>
<small>(Name, tax rate and percent of project)</small> |
5. Is the project located entirely within the ISD listed in Section 1? Yes No
- 5a. If no, attach in **Tab 6** additional information on the project scope and size to assist in the economic analysis.
6. Did you receive a determination from the Texas Economic Development and Tourism Office that this proposed project and at least one other project seeking a limitation agreement constitute a single unified project (SUP), as allowed in §313.024(d-2)? Yes No
- 6a. If yes, attach in **Tab 6** supporting documentation from the Office of the Governor.

SECTION 11: Investment

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

1. At the time of application, what is the estimated minimum qualified investment required for this school district? 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

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SECTION 12: Qualified Property

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

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

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

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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 2014
(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)? 0
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 1,075.00
 - b. 110% of the average weekly wage for manufacturing jobs in the county is 1,736.63
 - c. 110% of the average weekly wage for manufacturing jobs in the region is 1,149.71
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? 59,785.00
10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 59,785.00
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 → Becky McManus Assistant Superintendent of Finance
Print Name (Authorized School District Representative) Title
sign here → [Signature] 10-27-14
Signature (Authorized School District Representative) 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 → MARK APOSTLE Divisional Controller
Print Name (Authorized Company Representative (Applicant)) Title
sign here → [Signature] 10/20/14
Signature (Authorized Company Representative (Applicant)) Date



(Notary Seal)

GIVEN under my hand and seal of office this, the
20 day of October 2014
Beverly M. Hernandez
Notary Public in and for the State of Texas
My Commission expires: 9.3.2018

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.

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APPLICATION TAB ORDER FOR REQUESTED ATTACHMENTS

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

TAB 02

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 03

Documentation of Combined Group Membership

Texas Franchise Tax Extension Affiliate List

■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

10505324730

2014

ETC MARKETING, LTD.

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (if none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. ENERGY TRANSFER EQUITY, LP	13001088205	■ <input type="checkbox"/>
2. ENERGY TRANSFER PARTNERS, LLC	32009602965	■ <input type="checkbox"/>
3. ENERGY TRANSFER PARTNERS GP, LP	32035928947	■ <input type="checkbox"/>
4. ENERGY TRANSFER PARTNERS, LP	17314939061	■ <input type="checkbox"/>
5. ETE GP ACQUIRER LLC	272663248	■ <input type="checkbox"/>
6. ETE SERVICES COMPANY LLC	273230732	■ <input checked="" type="checkbox"/>
7. ETE SIGMA HOLDCO, LLC	461111404	■ <input checked="" type="checkbox"/>
8. REGENCY GP LLC	32018740400	■ <input type="checkbox"/>
9. REGENCY EMPLOYEES MGMT. HOLDINGS LLC	263818780	■ <input checked="" type="checkbox"/>
10. REGENCY EMPLOYEES MANAGEMENT LLC	32038474832	■ <input type="checkbox"/>
11. ETP HOLDCO CORPORATION	383880445	■ <input checked="" type="checkbox"/>
12. ENERGY TRANSFER EMPLOYEE MGMT COMPANY	32048668597	■ <input type="checkbox"/>
13. HERITAGE HOLDINGS INC	17313421426	■ <input checked="" type="checkbox"/>
14. ETE HOLDCO CORPORATION	461476872	■ <input checked="" type="checkbox"/>
15. SUNOCO PARTNERS LLC	12330968384	■ <input type="checkbox"/>
16. HERITAGE ETC GP, LLC	262124572	■ <input checked="" type="checkbox"/>
17. CITRUS ETP FINANCE, LLC	000000000	■ <input checked="" type="checkbox"/>
18. ETC INTRASTATE PROCUREMENT CO., LLC	32040816962	■ <input type="checkbox"/>
19. ETC LION PIPELINE LLC	000000000	■ <input checked="" type="checkbox"/>
20. ENERGY TRANSFER DUTCH HOLDINGS, LLC	000000000	■ <input checked="" type="checkbox"/>
21. LA GP, LLC	32008328398	■ <input type="checkbox"/>

Note: To file an extension request for a reporting entity and its affiliates, Form 05-164 (Texas Franchise Tax Extension Request) must be submitted with this affiliate list. The filing of this list by itself does not constitute a properly filed Extension Request.

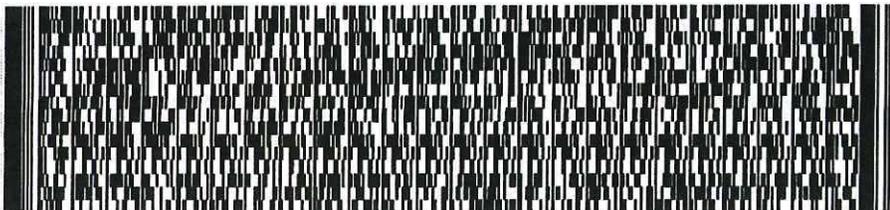
Do not file this form when requesting a second extension.

Texas Comptroller Official Use Only

VE/DE FM



1062



Texas Franchise Tax Extension Affiliate List

■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

10505324730

2014

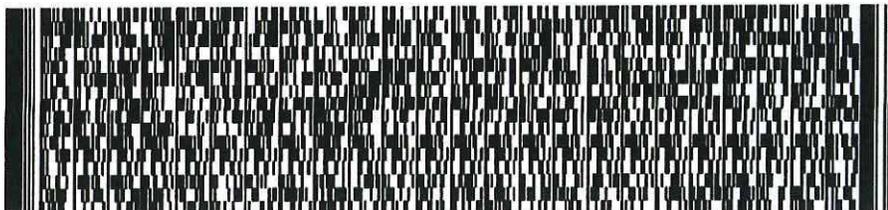
ETC MARKETING, LTD.

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. LA GRANGE ACQUISITION, LP	12700301844	■ <input type="checkbox"/>
2. FIVE DAWACO, LLC	17526696723	■ <input type="checkbox"/>
3. ETE COMMON HOLDINGS MEMBER, LLC	462638935	■ <input checked="" type="checkbox"/>
4. ETE COMMON HOLDINGS, LLC	462641009	■ <input checked="" type="checkbox"/>
5. TETC, LLC	30119878707	■ <input type="checkbox"/>
6. TEXAS ENERGY TRANSFER COMPANY, LTD	17527147759	■ <input type="checkbox"/>
7. LG PL, LLC	32008328323	■ <input type="checkbox"/>
8. LGM, LLC	32008328273	■ <input type="checkbox"/>
9. ENERGY TRANSFER FUEL, LP	12010879950	■ <input type="checkbox"/>
10. ENERGY TRANSFER FUEL GP, LLC	12010879372	■ <input type="checkbox"/>
11. ET COMPANY I, LTD	32036355710	■ <input type="checkbox"/>
12. CHALKLEY GATHERING COMPANY, LLC	32036317132	■ <input type="checkbox"/>
13. WHISKEY BAY GATHERING COMPANY, LLC	17527494011	■ <input type="checkbox"/>
14. WHISKEY BAY GAS COMPANY, LTD	32036293242	■ <input type="checkbox"/>
15. ETC TEXAS PIPELINE, LTD	10505324664	■ <input type="checkbox"/>
16. ETC KATY PIPELINE, LTD	12005806695	■ <input type="checkbox"/>
17. ETC NEW MEXICO PIPELINE, LP	208345958	■ <input checked="" type="checkbox"/>
18. TEXAS ENERGY TRANSFER POWER, LLC	32039219558	■ <input type="checkbox"/>
19. ENERGY TRANSFER RETAIL POWER, LLC	32037649350	■ <input type="checkbox"/>
20. ETC HYDROCARBONS, LLC	32043825002	■ <input type="checkbox"/>
21. ETC GATHERING, LLC	32042275977	■ <input type="checkbox"/>

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Texas Franchise Tax Extension Affiliate List

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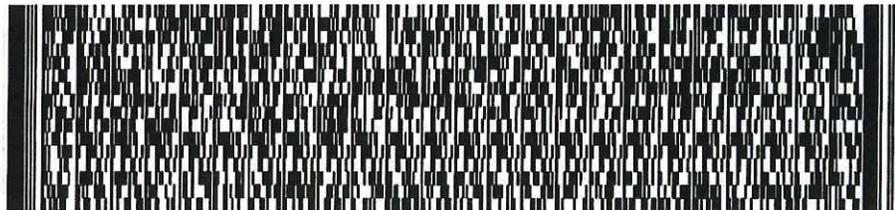
ETC MARKETING, LTD.

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (if none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. ETC NGL TRANSPORT, LLC	32043050544	■ <input type="checkbox"/>
2. ETC NGL MARKETING, LLC	32045171223	■ <input type="checkbox"/>
3. RICH EAGLEFORD MAINLINE, LLC	32045737890	■ <input type="checkbox"/>
4. ETC NORTHEAST PIPELINE, LLC	262863396	■ <input checked="" type="checkbox"/>
5. ETC WATER SOLUTIONS, LLC	271023172	■ <input checked="" type="checkbox"/>
6. ETC ENDURE ENERGY LLC	32039110427	■ <input type="checkbox"/>
7. ETC PROLIANCE ENERGY, LLC	463009946	■ <input checked="" type="checkbox"/>
8. ETC OASIS GP, LLC	32008328356	■ <input type="checkbox"/>
9. OASIS PIPE LINE, LP	32035638421	■ <input type="checkbox"/>
10. OASIS PIPE LINE COMPANY	741697911	■ <input checked="" type="checkbox"/>
11. OASIS PIPE LINE FINANCE COMPANY	17602901427	■ <input type="checkbox"/>
12. OASIS PARTNER COMPANY	742805537	■ <input checked="" type="checkbox"/>
13. OASIS PIPE LINE MANAGEMENT COMPANY	17605227754	■ <input type="checkbox"/>
14. OASIS PIPE LINE COMPANY TEXAS, LP	17605226418	■ <input type="checkbox"/>
15. HPL HOLDINGS GP, LLC	202218475	■ <input checked="" type="checkbox"/>
16. HPL HOUSTON PIPE LINE COMPANY, LLC	17109357339	■ <input type="checkbox"/>
17. HPL GP, LLC	32003574913	■ <input type="checkbox"/>
18. HPL STORAGE GP, LLC	32016552815	■ <input type="checkbox"/>
19. HPL ASSET HOLDINGS, LP	17317253676	■ <input type="checkbox"/>
20. HPL LEASECO, LP	32035468332	■ <input type="checkbox"/>
21. HOUSTON PIPE LINE COMPANY, LP	15223344779	■ <input type="checkbox"/>

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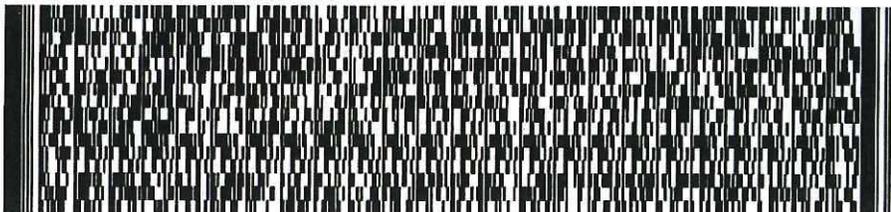
ETC MARKETING, LTD.

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. ENERGY TRANSFER INTL. HOLDINGS, LLC	12624625161	■ <input type="checkbox"/>
2. ENERGY TRANSFER PERU, LLC	12624628009	■ <input type="checkbox"/>
3. ENERGY TRANSFER MEXICANA, LLC	12087711433	■ <input type="checkbox"/>
4. ETC COMPRESSION, LLC	32040668116	■ <input type="checkbox"/>
5. SEC ENERGY PRODUCTS & SERVICES, LP	13836859648	■ <input type="checkbox"/>
6. SEC-EP REALTY, LTD	13201661884	■ <input type="checkbox"/>
7. SEC GENERAL HOLDINGS, LLC	13836859630	■ <input type="checkbox"/>
8. ENERGY TRANSFER GROUP, LLC	17526185495	■ <input type="checkbox"/>
9. ETC ENERGY TRANSFER LLC	32042539679	■ <input type="checkbox"/>
10. ENERGY TRANSFER TECHNOLOGIES, LTD	32035797276	■ <input type="checkbox"/>
11. SEC ENERGY REALTY GP, LLC	32016638887	■ <input type="checkbox"/>
12. ENERGY TRANSFER INTERSTATE HOLDINGS	12084575013	■ <input type="checkbox"/>
13. ETC MIDCONTINENT EXPR. PIPELINE, LLC	12084815997	■ <input type="checkbox"/>
14. TRANSWESTERN PIPELINE COMPANY, LLC	17412947958	■ <input type="checkbox"/>
15. ETC FAYETTEVILLE EXPR. PIPELINE, LLC	12628633435	■ <input type="checkbox"/>
16. ETC FAYETTEVILLE OPERATING CO., LLC	12644128402	■ <input type="checkbox"/>
17. ETC TIGER PIPELINE, LLC	32038207166	■ <input type="checkbox"/>
18. ETC INTERSTATE PROCUREMENT CO., LLC	32040285424	■ <input type="checkbox"/>
19. CROSSCOUNTRY ENERGY LLC	200410913	■ <input checked="" type="checkbox"/>
20. CROSSCOUNTRY ALASKA, LLC	000000000	■ <input checked="" type="checkbox"/>
21. CROSSCOUNTRY CITRUS, LLC	200273331	■ <input checked="" type="checkbox"/>

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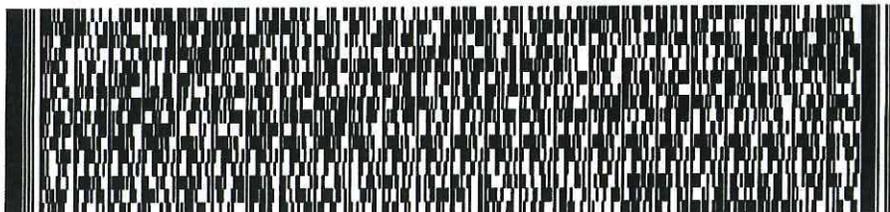
■ Reporting entity taxpayer number 10505324730	■ Report year 2014	Reporting entity taxpayer name ETC MARKETING, LTD.
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LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (if none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. ETC M A ACQUISITION LLC	300794569	■ <input checked="" type="checkbox"/>
2. LONE STAR NGL LLC	32043877136	■ <input type="checkbox"/>
3. LONE STAR NGL ASSET HOLDINGS LLC	32048292661	■ <input type="checkbox"/>
4. LONE STAR NGL ASSET HOLDINGS II LLC	32044534082	■ <input type="checkbox"/>
5. LONE STAR NGL ASSET GP LLC	32040707575	■ <input type="checkbox"/>
6. LONE STAR NGL DEVELOPMENT LP	12025792255	■ <input type="checkbox"/>
7. LONE STAR NGL PIPELINE LP	12004642067	■ <input type="checkbox"/>
8. LONE STAR NGL PRODUCT SERVICES LLC	32040502554	■ <input type="checkbox"/>
9. LONE STAR NGL HATTIESBURG LLC	200784022	■ <input checked="" type="checkbox"/>
10. LONE STAR NGL MONT BELVIEU GP LLC	32010287475	■ <input type="checkbox"/>
11. LONE STAR NGL MONT BELVIEU LP	15508151311	■ <input type="checkbox"/>
12. LONE STAR NGL HASTINGS LLC	32028042987	■ <input type="checkbox"/>
13. LONE STAR NGL REFINERY SERVICES LLC	32027489684	■ <input type="checkbox"/>
14. LONE STAR NGL SEA ROBIN LLC	12001184220	■ <input checked="" type="checkbox"/>
15. LONE STAR NGL FRACTIONATORS LLC	32044534058	■ <input type="checkbox"/>
16. LONE STAR NGL MARKETING LLC	19008502809	■ <input type="checkbox"/>
17. ETP NEWCO 1, LLC	452705110	■ <input checked="" type="checkbox"/>
18. ETP NEWCO 2, LLC	452705184	■ <input checked="" type="checkbox"/>
19. ETP NEWCO 3, LLC	452705253	■ <input checked="" type="checkbox"/>
20. ETP NEWCO 4, LLC	452705323	■ <input checked="" type="checkbox"/>
21. ETP NEWCO 5, LLC	452705382	■ <input checked="" type="checkbox"/>

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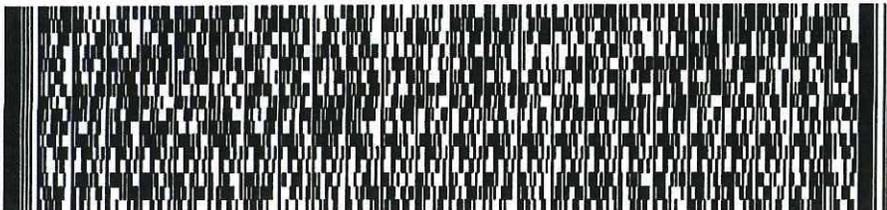
ETC MARKETING, LTD.

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (if none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. ENERGY TRANSFER CRUDE OIL CO., LLC	460990429	<input checked="" type="checkbox"/>
2. ENERGY TRANSFER LNG EXPORT, LLC	461486697	<input checked="" type="checkbox"/>
3. EASTERN GULF CRUDE ACCESS, LLC	32050835142	<input type="checkbox"/>
4. ATLANTIC PETROLEUM (OUT) LLC	233102659	<input checked="" type="checkbox"/>
5. ATLANTIC PETROLEUM CORPORATION	232360187	<input checked="" type="checkbox"/>
6. ATLANTIC PETROLEUM DELAWARE CORP.	260006720	<input checked="" type="checkbox"/>
7. ATLANTIC PIPELINE (OUT) L.P.	32035944472	<input type="checkbox"/>
8. ATLANTIC REFINING & MARKETING CORP.	232360183	<input checked="" type="checkbox"/>
9. SUNOCO, LLC	32052897033	<input type="checkbox"/>
10. EXCEL PIPELINE LLC	364664158	<input checked="" type="checkbox"/>
11. JALISCO CORPORATION	521996257	<input checked="" type="checkbox"/>
12. LESLEY CORPORATION	232269260	<input checked="" type="checkbox"/>
13. LIBRE INSURANCE COMPANY, LTD.	980390343	<input checked="" type="checkbox"/>
14. MASCOT, INC. (MA)	510414753	<input checked="" type="checkbox"/>
15. MID-CONTINENT PIPE LINE (OUT) LLC	12331026612	<input type="checkbox"/>
16. PUERTO RICO SUN OIL COMPANY LLC	986051882	<input checked="" type="checkbox"/>
17. SUN ALTERNATE ENERGY CORPORATION	232376903	<input checked="" type="checkbox"/>
18. SUN ATLANTIC REF. & MARKETING BV INC.	232817087	<input checked="" type="checkbox"/>
19. SUN ATLANTIC REFINING & MARKETING CO.	232523828	<input checked="" type="checkbox"/>
20. SUN CANADA, INC.	232321801	<input checked="" type="checkbox"/>
21. SUN COMPANY, INC.	231891622	<input checked="" type="checkbox"/>

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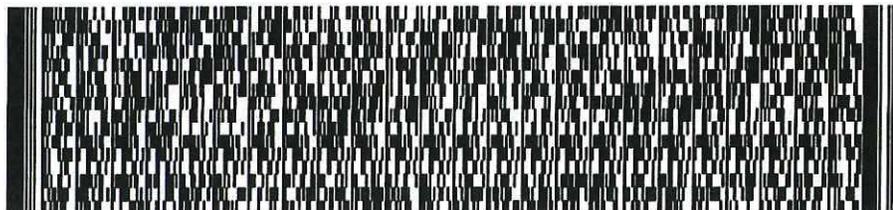
LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. SUN COMPANY, INC.	510381984	<input checked="" type="checkbox"/>
2. SUN MEXICO ONE, INC.	232764968	<input checked="" type="checkbox"/>
3. SUN MEXICO TWO, INC.	232764967	<input checked="" type="checkbox"/>
4. SUN OIL COMPANY	12318682379	<input type="checkbox"/>
5. SUN OIL EXPORT COMPANY	231868238	<input checked="" type="checkbox"/>
6. SUN OIL INTERNATIONAL, INC.	231614311	<input checked="" type="checkbox"/>
7. SUN PETROCHEMICALS, INC.	12322759577	<input type="checkbox"/>
8. SUN PIPE LINE COMPANY	12331026539	<input type="checkbox"/>
9. SUN PIPE LINE COMPANY OF DELAWARE LLC	12053835893	<input checked="" type="checkbox"/>
10. SUN PIPE LINE DELAWARE (OUT) LLC	32026944572	<input type="checkbox"/>
11. SUN REFINING AND MARKETING COMPANY	232673653	<input checked="" type="checkbox"/>
12. SUN SERVICES CORPORATION	231983954	<input checked="" type="checkbox"/>
13. SUN TRANSPORT, LLC	330997959	<input checked="" type="checkbox"/>
14. SUN-DEL PIPELINE LLC	421707487	<input checked="" type="checkbox"/>
15. SUN-DEL SERVICES, INC.	232075538	<input checked="" type="checkbox"/>
16. SUNMARKS, LLC	232608837	<input checked="" type="checkbox"/>
17. SUNOCO LOGISTICS PARTNERS GP LLC	233102658	<input checked="" type="checkbox"/>
18. SUNOCO LOGISTICS PARTNERS L.P.	233096839	<input checked="" type="checkbox"/>
19. SUNOCO LOGISTICS PARTNERS OPER GP LLC	12331026604	<input type="checkbox"/>
20. SUNOCO LOGISTICS PARTNERS OPER. LP	233102657	<input checked="" type="checkbox"/>
21. SUNOCO OVERSEAS, INC.	231614275	<input checked="" type="checkbox"/>

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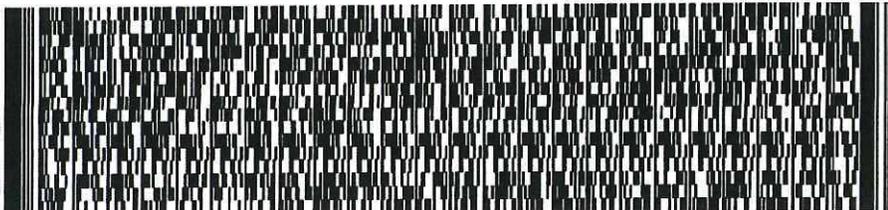
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LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (if none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. SUNOCO PARTNERS BUTANE BLENDING LLC	32040440029	<input type="checkbox"/>
2. SUNOCO PRTNRS LEASE ACQ. & MARKETING	12331026547	<input type="checkbox"/>
3. SUNOCO PRTNRS MARKETING & TERMINALS	12331026554	<input type="checkbox"/>
4. SUNOCO PRTNRS REAL ESTATE ACQ. LLC	454863906	<input checked="" type="checkbox"/>
5. SUNOCO PIPELINE ACQUISITION LLC	205036443	<input checked="" type="checkbox"/>
6. SUNOCO PIPELINE L.P.	12331026562	<input type="checkbox"/>
7. SUNOCO POWER GENERATION LLC	593776575	<input checked="" type="checkbox"/>
8. SUNOCO POWER MARKETING, LLC	12328740514	<input checked="" type="checkbox"/>
9. SUNOCO RECEIVABLES CORPORATION, INC.	233078207	<input checked="" type="checkbox"/>
10. SUNOCO, INC.	231743282	<input checked="" type="checkbox"/>
11. SUNOCO, INC. (R&M)	12317432834	<input checked="" type="checkbox"/>
12. SUPERFUND MANAGEMENT OPERATIONS LLC	464218026	<input checked="" type="checkbox"/>
13. THE NEW CLAYMONT INVESTMENT COMPANY	364721891	<input checked="" type="checkbox"/>
14. SOUTHERN UNION COMPANY	17505715924	<input type="checkbox"/>
15. SUGAIR AVIATION COMPANY	30118251286	<input checked="" type="checkbox"/>
16. P.E.C.-S.O.C. MASSACHUSETTS ACQ.	10504975375	<input checked="" type="checkbox"/>
17. SOUTHERN UNION GAS COMPANY	30002759097	<input type="checkbox"/>
18. SOUTHERN UNION PANHANDLE, LLC	17427719418	<input checked="" type="checkbox"/>
19. SU PIPELINE MANAGEMENT, LP	32038446053	<input checked="" type="checkbox"/>
20. ENHANCED SERVICE SYSTEMS, INC.	15104010036	<input checked="" type="checkbox"/>
21. ENERGY TRANSFER DATA CENTER, LLC	32045827378	<input type="checkbox"/>

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1. PEI POWER CORPORATION	12329335785	■ <input checked="" type="checkbox"/>
2. CCE ACQUISITION LLC	32038446061	■ <input checked="" type="checkbox"/>
3. PANHANDLE EASTERN PIPE LINE CO., LP	14403824700	■ <input type="checkbox"/>
4. PAN GAS STORAGE, LLC	14311734488	■ <input type="checkbox"/>
5. PANHANDLE ENERGY LNG SERVICES, LLC	12048999408	■ <input type="checkbox"/>
6. PANHANDLE STORAGE, LLC	17603185608	■ <input checked="" type="checkbox"/>
7. PANHANDLE HOLDINGS, LLC	32004413939	■ <input type="checkbox"/>
8. TRUNKLINE GAS COMPANY, LLC	17411038841	■ <input type="checkbox"/>
9. TRUNKLINE DEEPWATER PIPELINE, LLC	16305715936	■ <input checked="" type="checkbox"/>
10. TRUNKLINE OFFSHORE PIPELINE, LLC	16310345893	■ <input checked="" type="checkbox"/>
11. SEA ROBIN PIPELINE COMPANY, LLC	17206544011	■ <input checked="" type="checkbox"/>
12. TRUNKLINE LNG COMPANY, LLC	17417689613	■ <input type="checkbox"/>
13. TRUNKLINE FIELD SERVICES, LLC	17605961907	■ <input checked="" type="checkbox"/>
14. CCE HOLDINGS, LLC	12012750506	■ <input checked="" type="checkbox"/>
15. NEW ENGLAND GAS APPLIANCE COMPANY	10460444598	■ <input checked="" type="checkbox"/>
16. RGP WESTEX G&P I LTD	17524680836	■ <input type="checkbox"/>
17. LEAPARTNERS, LP	17523243248	■ <input type="checkbox"/>
18. WEST TEXAS GATHERING COMPANY	17509760942	■ <input type="checkbox"/>
19. RGP WESTEX GATHERING INC.	17524001447	■ <input type="checkbox"/>
20. MI VIDA GENPAR, LLC	17528264686	■ <input type="checkbox"/>
21. RGP WESTEX G&P II LTD	32036219262	■ <input type="checkbox"/>

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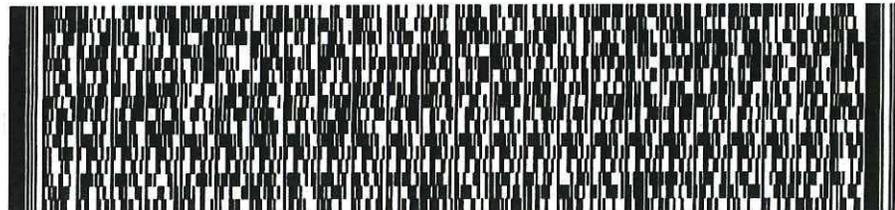
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1. RGU WEST LLC	12000684733	■ <input type="checkbox"/>
2. SU GAS SERVICES OPERATING CO., INC.	17429588449	■ <input type="checkbox"/>
3. RGP MARKETING LLC	32033247514	■ <input type="checkbox"/>
4. RGP HOLDCO II LLC	13202056050	■ <input checked="" type="checkbox"/>
5. RGP HOLDCO I LLC	17515185316	■ <input checked="" type="checkbox"/>
6. TRUNKLINE LNG EXPORT, LLC	32050904450	■ <input type="checkbox"/>
7. LAKE CHARLES LNG EXPORTS, LLC	462057292	■ <input checked="" type="checkbox"/>
8. SU HOLDING COMPANY, INC	17429395225	■ <input checked="" type="checkbox"/>
9. PG ENERGY, INC	240717235	■ <input checked="" type="checkbox"/>
10. PEPL HOLDINGS, LLC	453343570	■ <input checked="" type="checkbox"/>
11. SUGS HOLDINGS, LLC	000000000	■ <input checked="" type="checkbox"/>
12. SUCO LLC	000000000	■ <input checked="" type="checkbox"/>
13. SUCO LP	000000000	■ <input checked="" type="checkbox"/>
14. CHEMICAL MANUFACTURING OPERATIONS	464140939	■ <input checked="" type="checkbox"/>
15. EVERGREEN ASSURANCE, LLC	464117496	■ <input checked="" type="checkbox"/>
16. EVERGREEN CAPITAL HOLDINGS, LLC	320422059	■ <input checked="" type="checkbox"/>
17. EVERGREEN RESOURCES GROUP, LLC	464258429	■ <input checked="" type="checkbox"/>
18. EVERGREEN RESOURCES MGMT OPER. LLC	464248748	■ <input checked="" type="checkbox"/>
19. EXPLORATION & PRODUCTION OPER. LLC	464143752	■ <input checked="" type="checkbox"/>
20. LEGACY REFINING OPERATIONS LLC	464154132	■ <input checked="" type="checkbox"/>
21. MACS RETAIL LLC	541766927	■ <input checked="" type="checkbox"/>

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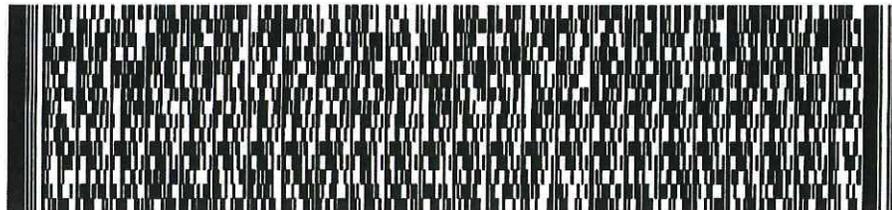
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LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (if none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. MARCUS HOOK REFINERY OPERATIONS	464166587	<input checked="" type="checkbox"/>
2. MINING OPERATIONS	464173410	<input checked="" type="checkbox"/>
3. PHILADELPHIA REFINERY OPERATIONS LLC	464184955	<input checked="" type="checkbox"/>
4. PIPELINE OPERATIONS LLC	464194944	<input checked="" type="checkbox"/>
5. REAL PROPERTY OPERATIONS LLC	464203578	<input checked="" type="checkbox"/>
6. RETAIL/SERVICE STATION OPERATIONS LLC	464207229	<input checked="" type="checkbox"/>
7. TERMINAL OPERATIONS LLC	464229079	<input checked="" type="checkbox"/>
8. TPL MANAGEMENT OPERATIONS LLC	464240127	<input checked="" type="checkbox"/>
9. TRUNKLINE LNG HOLDINGS LLC	17606992869	<input type="checkbox"/>
10. HSC ACQUIRER LLC	32052720839	<input type="checkbox"/>
11. WESTEX ENERGY LLC	32050370629	<input type="checkbox"/>
12. SOUTHSIDE OIL, LLC	541904070	<input checked="" type="checkbox"/>
13. MID ATLANTIC CONVENIENCE STORES, LLC	272681601	<input checked="" type="checkbox"/>
14.		<input type="checkbox"/>
15.		<input type="checkbox"/>
16.		<input type="checkbox"/>
17.		<input type="checkbox"/>
18.		<input type="checkbox"/>
19.		<input type="checkbox"/>
20.		<input type="checkbox"/>
21.		<input type="checkbox"/>

Note: To file an extension request for a reporting entity and its affiliates, Form 05-164 (Texas Franchise Tax Extension Request) must be submitted with this affiliate list. The filing of this list by itself does not constitute a properly filed Extension Request.

Do not file this form when requesting a second extension.

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	FM	<input type="checkbox"/>
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1062

TAB 04

Detailed Description of Project

Lone Star NGL II, LLC
Project Description

Detailed Description and Process for Proposed Project

Lone Star NGL Asset Holdings II, LLC is proposing to build a fourth NGL fractionation unit (Fractionation Plant IV). Projected timeline for ETC to start construction is September of 2015 and start hiring the new employees in June of 2016. This should allow for completion and commencement of commercial operations to start in December of 2016.

This facility will be constructed within the reinvestment zone that was put in place for Fractionation Plant I, II, and III but operates independently and is not dependent upon or offer enhancements to the operation of those existing plants.

Fractionation Plant IV will have a production capacity of 100,000 barrels per day of natural gas liquids. The plant will produce industrial gases including ethane, propane, butane, n-butane and natural gasoline (CS+) products from incoming Y-Grade natural gas liquids (NGL's).

The manufacturing process consists of first pre-treating the incoming NGL's with feed filters, coalescers and amine contactors to remove any impurities such as particulates, sulfides and carbon dioxide. Any residual moisture is removed from the treated NGL's by dehydrators. The NGL's are then heated under pressure and fed into the De-Ethanizer Unit where it is separated into an overhead gas phase and an NGL phase. Ethane in the overhead gas phase is further purified and sent to product storage. The remaining NGL's are then heated under pressure and fed into the De-Propanizer Unit where it is separated into an overhead gas phase and an NGL phase. Propane in the overhead gas phase is further purified and sent to product storage.

The remaining NGL's are then heated under pressure and fed into the De-Butanizer Unit where it is separated into an overhead gas phase of mixed Butanes and natural gasolines. The mixed Butane in the overhead gas phase is sent to the Butane Splitter (De-IsoButanizer) where it is separated into n-Butane and Iso-Butane. Natural gasolines are sent off-site for sale via pipeline.

Fractionation Plant IV will include the following main processing units and utility systems which are classified as "Qualified Investment"

List of Improvements

Plant Components

- Pre-treatment Systems
- De-Ethanizer Unit
- De-Propanizer Unit
- De-butanizer Unit
- Towers

- Butane Splitter (De-Isobutanizer)
- All appurtenant components
- Heat Medium
- Gasoline Treater
- Compression Equipment
- Additional storage facilities for Y-grade liquids and other components

The fractionation process is accomplished by applying heat and pressure to the mixture of raw NGL hydrocarbons and separating each discrete product at the different boiling points for each NGL component of the mixture. The raw NGL mixture is passed through a specific series of distillation towers: deethanizer, depropanizer, debutanizer, and deisobutanizer. The name of each of these towers corresponds to the NGL component that is separated in that tower. The raw NGL mixture first passes through the deethanizer, where its temperature is increased to the point where ethane (the lightest component) boils off the top of the tower as a gas and is condensed into a purity liquid that is routed to storage. The heavier components in the mixture at the bottom of the tower (i.e., propane, butane, iso butane, and natural gasoline) are routed to the second tower (depropanizer), where the process is repeated and the next lightest component (propane) is separated. This process is repeated until the mixture of liquids has been separated into its purity components. This facility will also be built with the necessary equipment to produce International Grade Propane.

Demand for NGLs

Sources of U.S. NGL demand include petrochemical consumption, gasoline blending, heating and fuel, and exports. Demand is driven primarily by the petrochemical industry, which accounts for 40-50% of total consumption. The U.S. petrochemical industry uses NGL products as feedstock (i.e. raw material) to produce ethylene, propylene, and butadiene (also known as olefins).

The following factors influence demand for each individual NGL component:

- **Ethane.** Essentially all of the ethane extracted from natural gas is consumed by the petrochemical industry as a feedstock for ethylene production. (Ethylene is a building block for polyethylene, which is the most popular plastic in the world.)
- **Propane.** Approximately 25-30% of propane is used as a feedstock by the petrochemical industry to produce ethylene and propylene. (Like ethylene, propylene is an important building block used in the manufacture of plastics.) The bulk of the remaining demand for propane is primarily as a heating fuel in the residential and commercial markets.
- **Normal butane.** Normal butane is used as a petrochemical feedstock for the production of ethylene and butadiene (used to make synthetic rubber), as a blendstock for motor gasoline, and as a feedstock to create isobutene.

- **Isobutane.** Isobutane has the same molecular formula as normal butane, but a different structural formula (i.e., atoms are rearranged). Isobutane is used in refinery alkylation to enhance the octane content of motor gasoline.
- **Natural gasoline.** Natural gasoline is used primarily as a blendstock.

TAB 05

Limitation as Determining Factor

Limitation is a Determining as a Factor:

Energy Transfer is a leading midstream energy company whose primary activities include gathering, treating, processing and transporting natural gas and natural gas liquids to a variety of markets and states. Energy Transfer currently operates over 17,500 miles of pipeline, 3 gas processing plants, 17 gas treating facilities and 10 gas conditioning plants. Locations for these operations included Arizona, New Mexico, Utah, Colorado, Kansas, Oklahoma, Texas, Arkansas and Louisiana.

Energy Transfer's pipeline footprint provides substantial flexibility in where future facilities or investments may be located. Capital investments are allocated to projects and locations based on expected economic return and property tax liabilities can make up a substantial ongoing cost of operation. See economic model showing business value with and without 313 Limitation Agreement and 312 Abatements.



Frac IV
As of: 1/1/2015
Year 1 Ending: 12/31/2015

Property Tax: 2.35%
Cost: \$ 300,000,000

Chambers County

	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	Terminal Year
Revenue	\$ -	\$ -	\$ 45,136,957	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 76,047,480	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700
% Growth			68.02%	0.00%	0.00%	0.00%	0.27%	-0.27%	0.00%	0.00%	0.00%	0.00%	0.00%
Operating Expenses	\$ -	\$ -	\$ 2,677,946	\$ 3,272,960	\$ 3,339,022	\$ 3,406,418	\$ 3,475,175	\$ 3,545,319	\$ 3,616,879	\$ 3,689,883	\$ 3,764,419	\$ 3,840,460	\$ 3,689,883
Capex	\$ -	\$ -	\$ 803,384	\$ 981,888	\$ 1,001,707	\$ 1,021,925	\$ 1,042,552	\$ 1,063,596	\$ 1,085,064	\$ 1,106,965	\$ 1,129,326	\$ 1,152,138	\$ 1,152,138
Property Tax	\$ -	\$ 2,115,000	\$ 7,050,000	\$ 6,838,500	\$ 6,556,500	\$ 6,345,000	\$ 6,063,000	\$ 5,781,000	\$ 5,499,000	\$ 5,217,000	\$ -	\$ -	\$ 4,935,000
EBITDA	\$ -	\$ (2,115,000)	\$ 34,605,628	\$ 64,746,352	\$ 64,942,471	\$ 65,066,356	\$ 65,466,753	\$ 65,449,786	\$ 65,638,758	\$ 65,825,852	\$ 70,945,956	\$ 70,847,101	\$ 66,062,678
Margin %			76.67%	85.37%	85.63%	85.79%	86.09%	86.30%	86.55%	86.80%	83.55%	83.42%	87.11%
Growth Capex	\$ 78,947,368	\$ 196,875,000	\$ 35,349,816	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Free Cash Flow	\$ (78,947,368)	\$ (198,990,000)	\$ (744,188)	\$ 64,746,352	\$ 64,942,471	\$ 65,066,356	\$ 65,466,753	\$ 65,449,786	\$ 65,638,758	\$ 65,825,852	\$ 70,945,956	\$ 70,847,101	\$ 66,062,678
Cumulative Free Cash Flow	\$ (78,947,368)	\$ (277,937,368)	\$ (278,681,557)	\$ (213,935,204)	\$ (148,992,733)	\$ (83,926,377)	\$ (18,459,624)	\$ 46,990,162	\$ 112,628,919	\$ 178,454,771	\$ 249,400,727	\$ 320,247,828	\$ 386,310,507
Partial Period Adjustment	1	1	1	1	1	1	1	1	1	1	1	1	1
Mid Year Convention	0.50	1.50	2.50	3.50	4.50	5.50	6.50	7.50	8.50	9.50	10.50	11.50	
Present Value Factor @ 9.00%	0.96	0.88	0.81	0.74	0.68	0.62	0.57	0.52	0.48	0.44	0.40	0.37	
Present Value of Free Cash Flow	\$ (75,617,865)	\$ (174,860,415)	\$ (599,952)	\$ 47,887,544	\$ 44,066,603	\$ 40,505,197	\$ 37,389,406	\$ 34,293,317	\$ 31,552,598	\$ 29,029,848	\$ 28,704,462	\$ 26,297,675	
Sum of Present Value of Free Cash Flows	\$ 13,646,280												
Present Value of Terminal Value	\$ 306,521,869												
Operating Business Enterprise Value	\$ 320,168,149												
Working Capital Excess/(Deficit)	\$ -												
Total Business Enterprise Value	\$ 320,168,149												
IRR	12.28%												
Total Business Enterprise Value w/o Limitations	\$ 320,168,149												

Terminal Cash Flow	
Discount Rate	9.00%
Long Term Growth Rate	1.00%
Capitalization Rate	8.00%
Terminal Value	\$825,783,481
Present Value Factor	0.37
PV of Terminal Value	\$306,521,869



Frac IV
As of: 1/1/2015
Year 1 Ending: 12/31/2015

Property Tax: 0.00%
Cost: \$ 300,000,000

Chambers County

	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	Terminal Year
Revenue	\$ -	\$ -	\$ 45,136,957	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 76,047,480	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700
% Growth			68.02%	0.00%	0.00%	0.00%	0.27%	-0.27%	0.00%	0.00%	0.00%	0.00%	0.00%
Operating Expenses	\$ -	\$ -	\$ 2,677,946	\$ 3,272,960	\$ 3,339,022	\$ 3,406,418	\$ 3,475,175	\$ 3,545,319	\$ 3,616,879	\$ 3,689,883	\$ 3,764,419	\$ 3,839,883	\$ 3,889,883
G&A Expenses	\$ -	\$ -	\$ 803,384	\$ 981,888	\$ 1,001,707	\$ 1,021,925	\$ 1,042,552	\$ 1,063,596	\$ 1,085,064	\$ 1,106,965	\$ 1,129,326	\$ 1,152,138	\$ 1,152,138
Property Tax	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
EBITDA	\$ -	\$ -	\$ 41,655,628	\$ 71,584,852	\$ 71,499,971	\$ 71,411,356	\$ 71,529,753	\$ 71,230,786	\$ 71,137,758	\$ 71,042,852	\$ 70,945,956	\$ 70,997,678	\$ 70,997,678
Margin %			92.25%	94.39%	94.28%	94.16%	94.06%	93.92%	93.80%	93.68%	93.55%	93.62%	93.62%
Growth Capex	\$ 92,105,263	\$ 221,052,632	\$ 36,842,105	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Free Cash Flow	\$ (92,105,263)	\$ (221,052,632)	\$ 4,813,522	\$ 71,584,852	\$ 71,499,971	\$ 71,411,356	\$ 71,529,753	\$ 71,230,786	\$ 71,137,758	\$ 71,042,852	\$ 70,945,956	\$ 70,997,678	\$ 70,997,678
Cumulative Free Cash Flow	\$ (92,105,263)	\$ (313,157,895)	\$ (308,344,372)	\$ (236,759,520)	\$ (165,260,549)	\$ (93,849,193)	\$ (22,319,440)	\$ 48,911,346	\$ 120,049,104	\$ 191,091,955	\$ 262,037,911	\$ 333,035,590	\$ 404,033,268
Partial Period Adjustment	1	1	1	1	1	1	1	1	1	1	1	1	1
Mid Year Convention	0.50	1.50	2.50	3.50	4.50	5.50	6.50	7.50	8.50	9.50	10.50	11.50	1
Present Value Factor @ 9.00%	0.96	0.88	0.81	0.74	0.68	0.62	0.57	0.52	0.48	0.44	0.40	0.37	0.37
Present Value of Free Cash Flow	\$ (88,220,842)	\$ (194,247,726)	\$ 3,880,581	\$ 52,945,419	\$ 48,515,504	\$ 44,455,095	\$ 40,852,110	\$ 37,322,352	\$ 34,195,971	\$ 31,330,596	\$ 28,704,462	\$ 26,353,568	\$ 26,353,568
Sum of Present Value of Free Cash Flows	\$ 66,087,090												
Present Value of Terminal Value	\$ 329,419,599												
Operating Business Enterprise Value	\$ 395,506,690												
Working Capital Excess/(Deficit)	\$ -												
Total Business Enterprise Value	\$ 395,506,690												
IRR	14.27%												
Total Business Enterprise Value w/Limitations	\$ 395,506,690												

Terminal Cash Flow	\$ 70,997,678
Discount Rate	9.00%
Long Term Growth Rate	1.00%
Capitalization Rate	8.00%
Terminal Value	\$887,470,981
Present Value Factor	0.37
PV of Terminal Value	\$329,419,599

TAB 06

N/A

TAB 07

Description of Qualified Investment

Lone Star NGL II, LLC
Project Description

Detailed Description and Process for Proposed Project

Lone Star NGL Asset Holdings II, LLC is proposing to build a fourth NGL fractionation unit (Fractionation Plant IV). Projected timeline for ETC to start construction is September of 2015 and start hiring the new employees in June of 2016. This should allow for completion and commencement of commercial operations to start in December of 2016.

This facility will be constructed within the reinvestment zone that was put in place for Fractionation Plant I, II, and III but operates independently and is not dependent upon or offer enhancements to the operation of those existing plants.

Fractionation Plant IV will have a production capacity of 100,000 barrels per day of natural gas liquids. The plant will produce industrial gases including ethane, propane, butane, n-butane and natural gasoline (CS+) products from incoming Y-Grade natural gas liquids (NGL's).

The manufacturing process consists of first pre-treating the incoming NGL's with feed filters, coalescers and amine contactors to remove any impurities such as particulates, sulfides and carbon dioxide. Any residual moisture is removed from the treated NGL's by dehydrators. The NGL's are then heated under pressure and fed into the De-Ethanizer Unit where it is separated into an overhead gas phase and an NGL phase. Ethane in the overhead gas phase is further purified and sent to product storage. The remaining NGL's are then heated under pressure and fed into the De-Propanizer Unit where it is separated into an overhead gas phase and an NGL phase. Propane in the overhead gas phase is further purified and sent to product storage.

The remaining NGL's are then heated under pressure and fed into the De-Butanizer Unit where it is separated into an overhead gas phase of mixed Butanes and natural gasolines. The mixed Butane in the overhead gas phase is sent to the Butane Splitter (De-IsoButanizer) where it is separated into n-Butane and Iso-Butane. Natural gasolines are sent off-site for sale via pipeline.

Fractionation Plant IV will include the following main processing units and utility systems which are classified as "Qualified Investment"

List of Improvements

Plant Components

- Pre-treatment Systems
- De-Ethanizer Unit
- De-Propanizer Unit
- De-butanizer Unit
- Towers

- Butane Splitter (De-Isobutanizer)
- All appurtenant components
- Heat Medium
- Gasoline Treater
- Compression Equipment
- Additional storage facilities for Y-grade liquids and other components

The fractionation process is accomplished by applying heat and pressure to the mixture of raw NGL hydrocarbons and separating each discrete product at the different boiling points for each NGL component of the mixture. The raw NGL mixture is passed through a specific series of distillation towers: deethanizer, depropanizer, debutanizer, and deisobutanizer. The name of each of these towers corresponds to the NGL component that is separated in that tower. The raw NGL mixture first passes through the deethanizer, where its temperature is increased to the point where ethane (the lightest component) boils off the top of the tower as a gas and is condensed into a purity liquid that is routed to storage. The heavier components in the mixture at the bottom of the tower (i.e., propane, butane, iso butane, and natural gasoline) are routed to the second tower (depropanizer), where the process is repeated and the next lightest component (propane) is separated. This process is repeated until the mixture of liquids has been separated into its purity components. This facility will also be built with the necessary equipment to produce International Grade Propane.

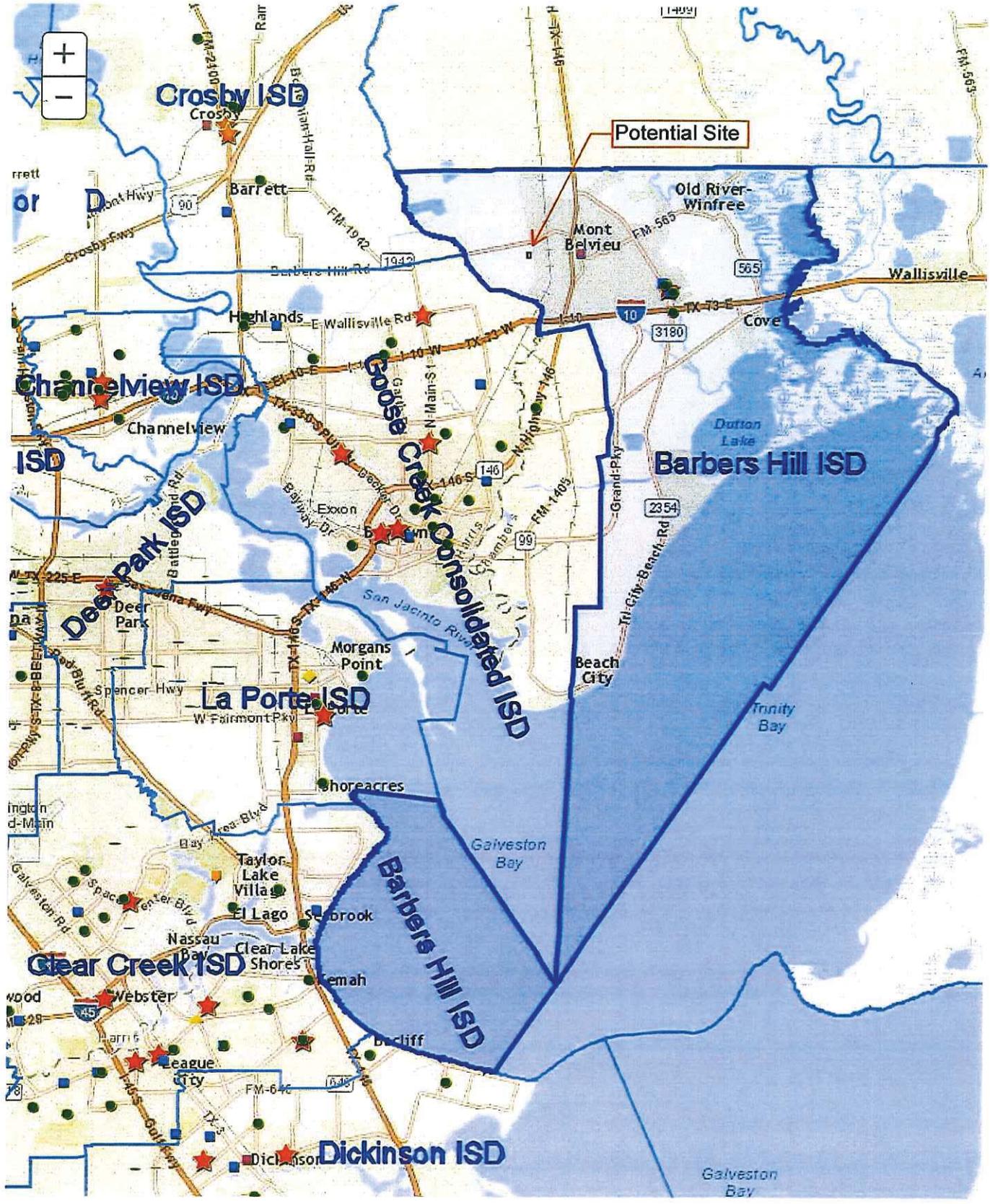
Demand for NGLs

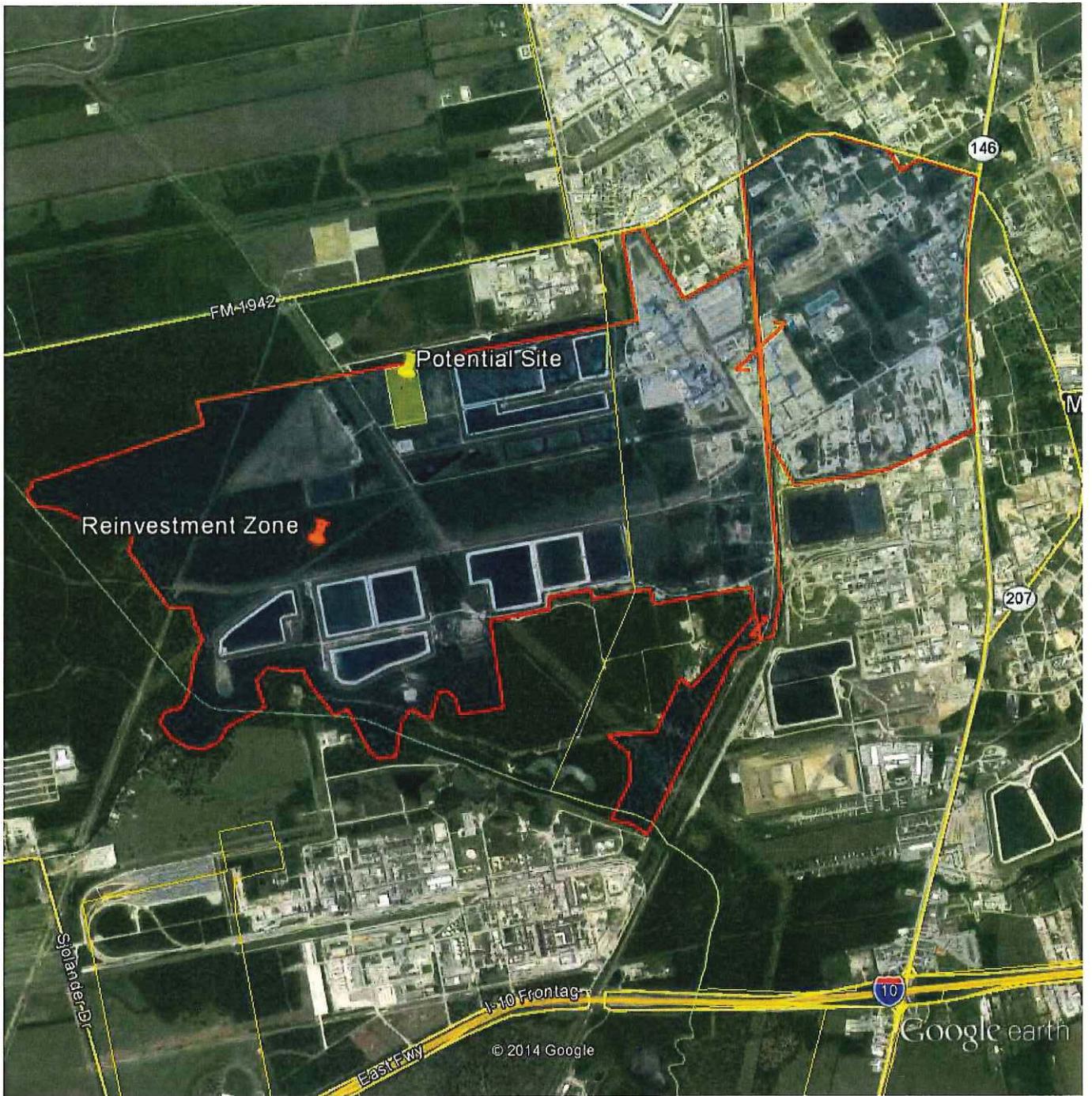
Sources of U.S. NGL demand include petrochemical consumption, gasoline blending, heating and fuel, and exports. Demand is driven primarily by the petrochemical industry, which accounts for 40-50% of total consumption. The U.S. petrochemical industry uses NGL products as feedstock (i.e. raw material) to produce ethylene, propylene, and butadiene (also known as olefins).

The following factors influence demand for each individual NGL component:

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- **Normal butane.** Normal butane is used as a petrochemical feedstock for the production of ethylene and butadiene (used to make synthetic rubber), as a blendstock for motor gasoline, and as a feedstock to create isobutene.

-
- **Isobutane.** Isobutane has the same molecular formula as normal butane, but a different structural formula (i.e., atoms are rearranged). Isobutane is used in refinery alkylation to enhance the octane content of motor gasoline.
 - **Natural gasoline.** Natural gasoline is used primarily as a blendstock.





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TAB 08

Lone Star NGL II, LLC
Project Description

Detailed Description and Process for Proposed Project

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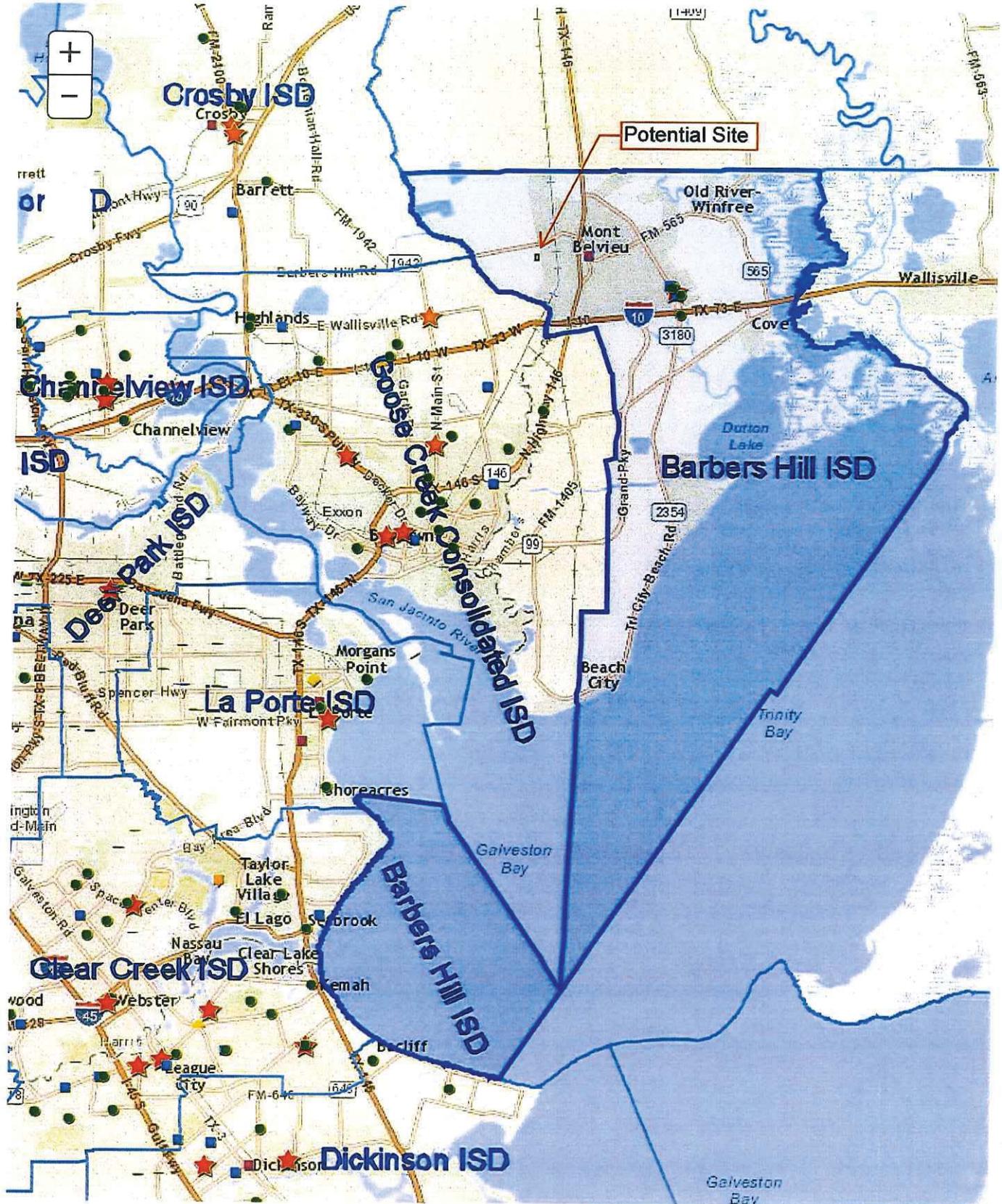
Demand for NGLs

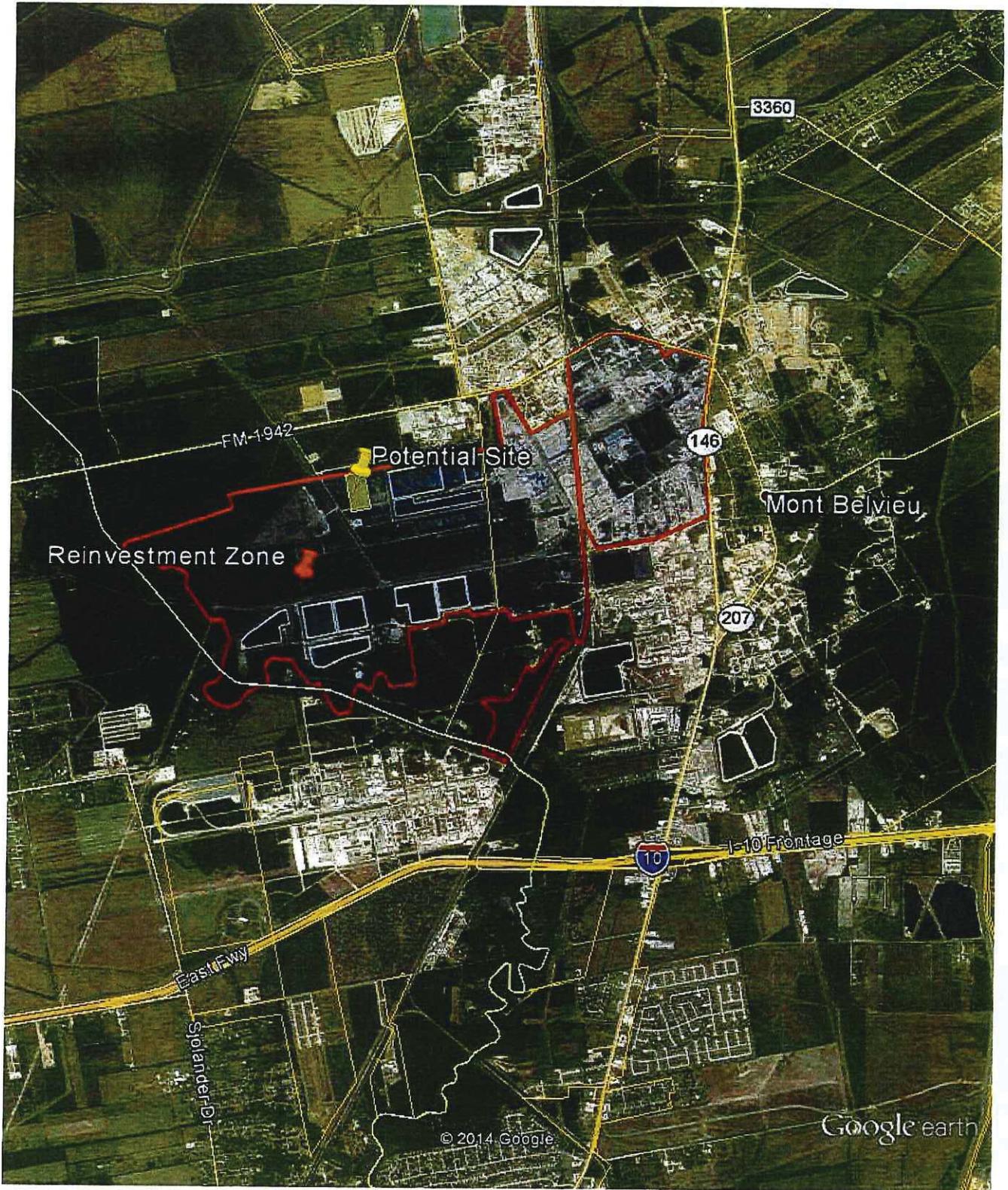
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- **Natural gasoline.** Natural gasoline is used primarily as a blendstock.





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Google earth

feet
meters



TAB 09

Description of Land

LGH Tract	Chambers PID #	Chambers CAD Legal
1	16241	12 TR 67-1 H GRIFFITH
2	16242	12 TR 86-1 H GRIFFITH
3	16241	12 TR 67-1 H GRIFFITH
4	N/A	N/A
5	20620	4 TR 6A-0 WM BLOODGOOD
6A	20620	4 TR 6A-0 WM BLOODGOOD
6B	29968	4 TR 6A-0-1 WM BLOODGOOD
7	16241	12 TR 67-1 H GRIFFITH
8	20620	4 TR 6A-0 WM BLOODGOOD
9	16241	12 TR 67-1 H GRIFFITH
10	20620	4 TR 6A-0 WM BLOODGOOD
11	20620	4 TR 6A-0 WM BLOODGOOD
12	20620	4 TR 6A-0 WM BLOODGOOD
13	29968	4 TR 6A-0-1 WM BLOODGOOD
14	29968	4 TR 6A-0-1 WM BLOODGOOD
15	16242	12 TR 86-1 H GRIFFITH
16	16242	12 TR 86-1 H GRIFFITH
17	29968	4 TR 6A-0-1 WM BLOODGOOD
18	29968	4 TR 6A-0-1 WM BLOODGOOD
19	29968	4 TR 6A-0-1 WM BLOODGOOD
20	29968	4 TR 6A-0-1 WM BLOODGOOD
21	20620	4 TR 6A-0 WM BLOODGOOD
22	29968	4 TR 6A-0-1 WM BLOODGOOD
23	40368	4 TR 69B-0-1 WM BLOODGOOD
24	29968	4 TR 6A-0-1 WM BLOODGOOD
25	N/A	N/A
26	35521	12 TR 103-2-1 H GRIFFITH
27	35520	12 TR 103-1-1 H GRIFFITH
28	16241	12 TR 67-1 H GRIFFITH
29	16240	12 TR 12-0 H GRIFFITH
30	16240	12 TR 12-0 H GRIFFITH
31	16240	12 TR 12-0 H GRIFFITH
32	16240	12 TR 12-0 H GRIFFITH
33	16240	12 TR 12-0 H GRIFFITH
34	16240	12 TR 12-0 H GRIFFITH
35	16240	12 TR 12-0 H GRIFFITH
36		
	49011	12 TR 12-0-1 H GRIFFITH
	49012	12 TR 12-0-2 H GRIFFITH
37	N/A	N/A
38	16240	12 TR 12-0 H GRIFFITH
39	40885	4 TR 56-0-2 WM BLOODGOOD
40	N/A	N/A
41	29968	4 TR 6A-0-1 WM BLOODGOOD
42	29968	4 TR 6A-0-1 WM BLOODGOOD
43	29968	4 TR 6A-0-1 WM BLOODGOOD

44	16241	12 TR 67-1 H GRIFFITH	
45	16241	12 TR 67-1 H GRIFFITH	
46A	31391	4 TR 9-0-2 WM BLOODGOOD	
46B	31390	4 TR 9-0-1 WM BLOODGOOD	
47	3101	12 TR 74-5 H GRIFFITH	
48	3100	24 7-1 W D SMITH	
49	3099	24 6-1 W D SMITH	
50			
	3098	24 6-0 W D SMITH	
	22676	24 6-2 W D SMITH	part of 48-50
51	24544	24 8-1 W D SMITH	Part of 52
52			
	22668	24 8-5 WM D SMITH	
	20522	24 8-2 W D SMITH	
	24545	24 8-4 W D SMITH	
	24544	24 8-1 W D SMITH	
53	49400	12 TR 12-0-6 H GRIFFITH	
54	49351	24 1-2-4 W D SMITH	

Non LGH Parcels

55	9831	24 11-1 WM D SMITH
56	50539	24 1-5-1 WM D SMITH
57	50538	24 1-3-1 W D SMITH
58	508	24 9-2 W D SMITH
59	18943	12 TR 74-0 H GRIFFITH
60	17620	12 TR 91-1 H GRIFFITH
61	4729	12 TR 82-0 H GRIFFITH
62	19145	12 TR 78-0 H GRIFFITH
63	5084	4 TR 4-0 WM BLOODGOOD
64	1863	4 TR 5-0 WM BLOODGOOD

TAB 10

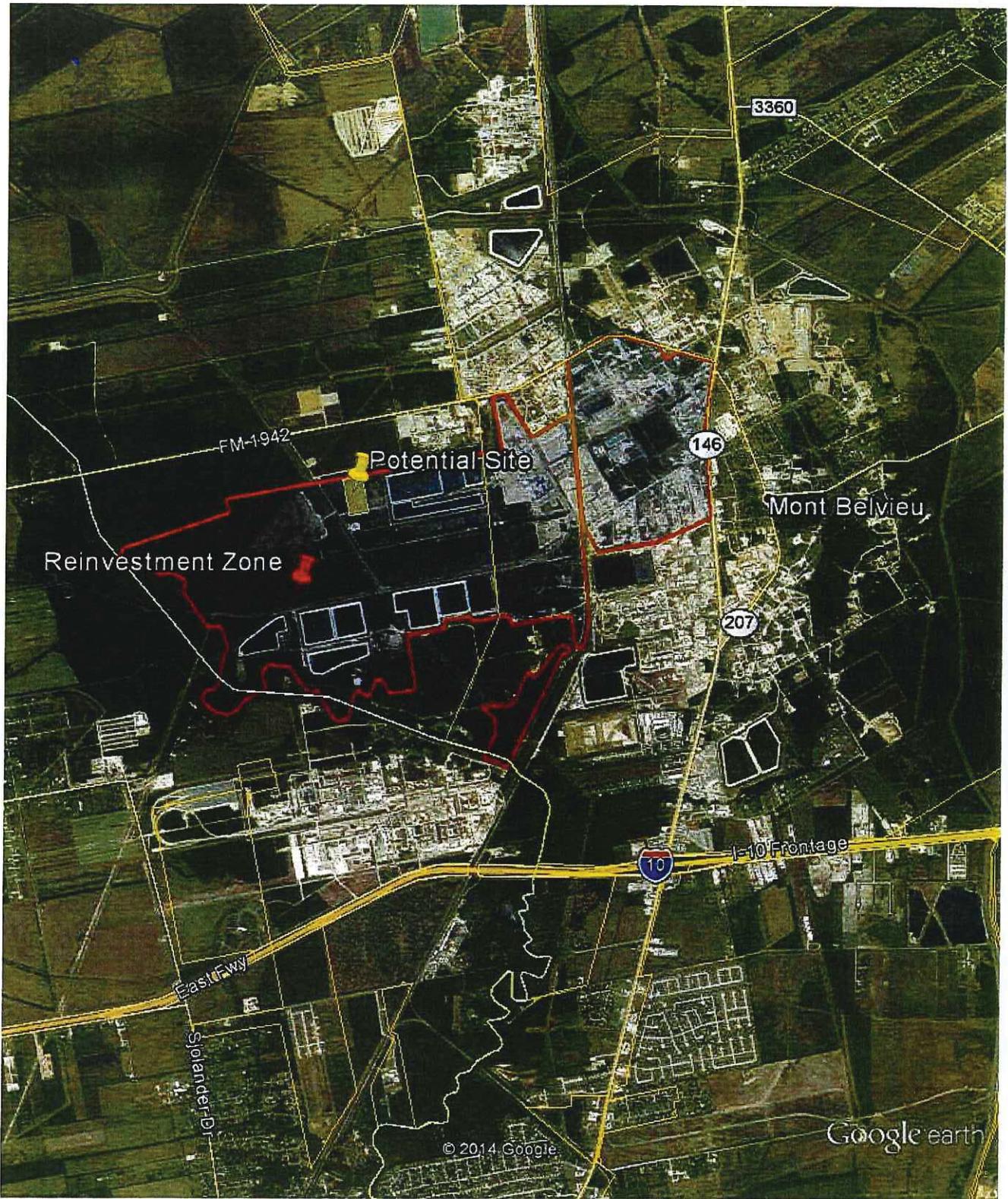
Description of Existing Improvements

There are no existing improvements related to the proposed project at this site.

TAB 11

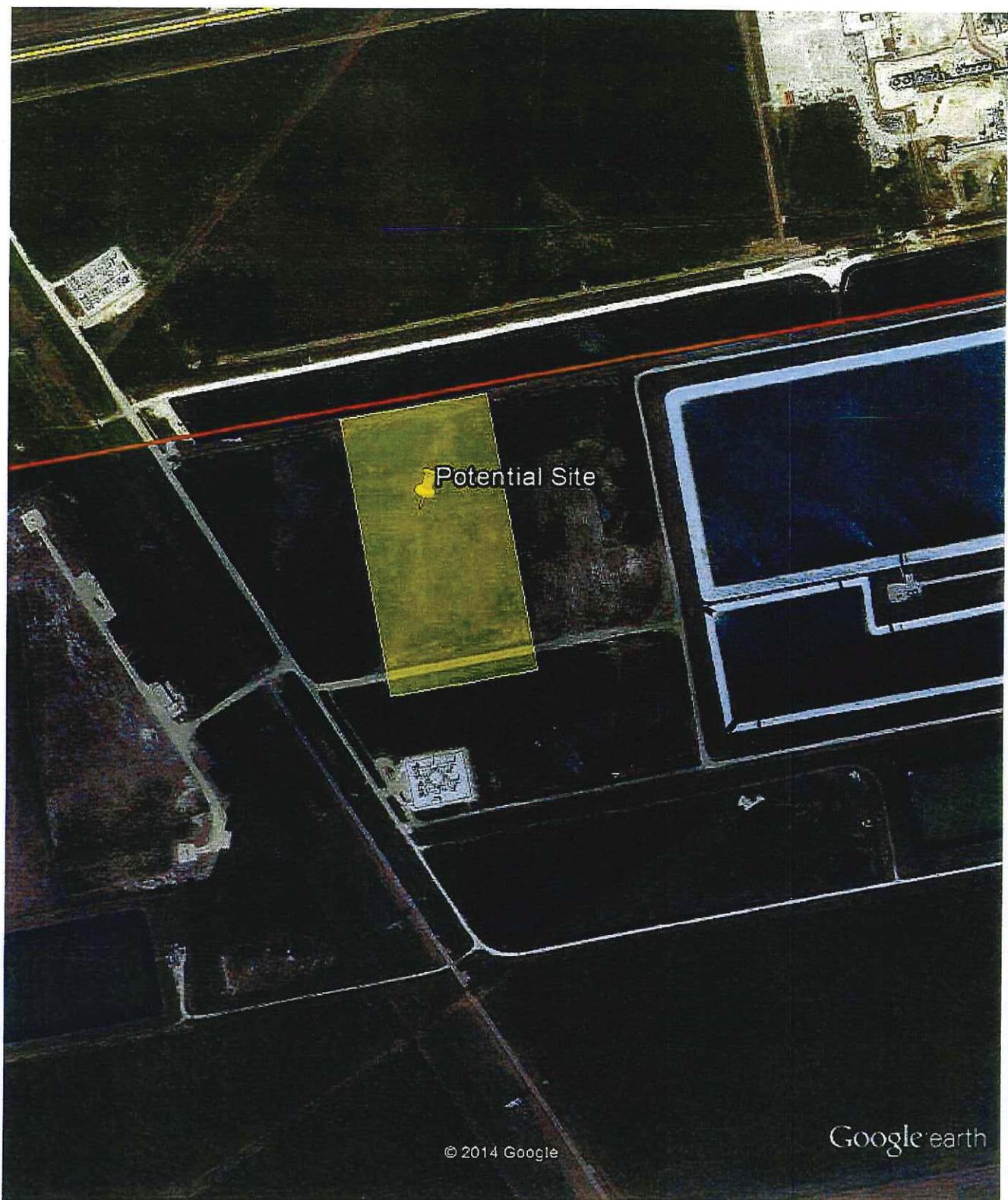
Maps





Google earth





© 2014 Google

Google earth

Google earth

feet
meters



TAB 12

Request for Job Waiver

N/A

TAB 13

Calculation of Wage Requirements

Calculation of Wage Information - Based on Most Recent Data Available
Chambers County, TX

110% of County Average Weekly Wage for all Jobs

2014	1Q	\$ 1,060
2013	2Q	\$ 1,105
2013	3Q	\$ 1,109
2013	4Q	\$ 1,214

$$\begin{aligned} & \$ 4,488 /4 = && \$1,122 \text{ average weekly salary} \\ & && \underline{\times 1.1 (110\%)} \\ & && \$ 1,234.20 \end{aligned}$$

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

2014	1Q	\$ 1,422
2013	2Q	\$ 1,725
2013	3Q	\$ 1,436
2013	4Q	\$ 1,732

$$\begin{aligned} & \$ 6,315 /4 = && \$1,579 \text{ average weekly salary} \\ & && \underline{\times 1.1 (110\%)} \\ & && \$ 1,736.63 \end{aligned}$$

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

\$54,350.00 per year

X1.10 (110%)

\$59,785.00

\$1,149.71 Average weekly

Quarterly Census of Employment and Wages

Series Id: ENU4807140510

State: Texas

Area: Chambers County, Texas

Industry: Total, all industries

Owner: Private

Size: All establishment sizes

Type: Average Weekly Wage

 .xlsx

Year	Qtr1	Qtr2	Qtr3	Qtr4	Annual
2013	1104	1105	1109	1214	1132
2014	1060(P)				

P : Preliminary.

Quarterly Census of Employment and Wages

Series Id: ENU480714051013

State: Texas

Area: Chambers County, Texas

Industry: Manufacturing

Owner: Private

Size: All establishment sizes

Type: Average Weekly Wage

 .xlsx

Year	Qtr1	Qtr2	Qtr3	Qtr4	Annual
2013	1532	1725	1436	1732	1606
2014	1422(P)				

P : Preliminary.

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

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

Source: Texas Occupational Employment and Wages

Data published: July 2014

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

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

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

Data intended for TAC 313 purposes only.

TAB 14

Schedules A1 - D

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

Applicant Name Lone Star NGL Asset Holdings II LLC
ISD Name Barbers Hill ISD

PROPERTY INVESTMENT AMOUNTS									
(Estimated Investment in each year. Do not put cumulative totals.)									
Investment made before filing complete application with district	Year preceding the first complete tax year of the qualifying time period (assuming no deferrals or qualifying time period)	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A	Column B	Column C	Column D	Column E	
				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 [NOTE]	Total Investment (Sum of Columns A+B+C+D)	
Investment made after filing complete application with district, but before final board approval of application	2015	2015-2016	2015	Not eligible to become Qualified Property					
				\$ 5,000,000.00	\$ -	\$ -	\$ -	\$ 5,000,000.00	
Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period	Complete tax years of qualifying time period	QTP1	2016	\$ 295,000,000.00	\$ -	\$ -	\$ -	\$ 295,000,000.00	
				\$ -	\$ -	\$ -	\$ -	\$ -	
				\$ 300,000,000.00	\$ -	\$ -	\$ -	\$ 300,000,000.00	
				Enter amounts from TOTAL row above in Schedule A2					
				Total Qualified Investment (sum of green cells)					
				\$ 300,000,000.00					

Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]

Total Qualified Investment (sum of green cells)

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.

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

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

Column D: Dollar value of other investment that may affect economic impact and total value. Examples of other 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 E: 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 date 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)

PROPERTY INVESTMENT AMOUNTS										
(Estimated Investment in each year. Do not put cumulative totals.)										
Year	School Year (YYYY-YYYY)	Tax Year (File in actual tax year below)	Column A		Column B		Column C		Column D	
			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 become Qualified Property (SEE NOTE)	Other investment made during this year that will become Qualified Property (SEE NOTE)	Other investment made during this year that will become Qualified Property (SEE NOTE)	Total Investment (A+B+C+D)		
Total Investment from Schedule A1*			TOTALS FROM SCHEDULE A1							
0	2015-2016	2015	\$ 300,000,000.00							\$ 300,000,000.00
0	2016-2017	2016	\$ 35,000,000.00							\$ 35,000,000.00
1	2017-2018	2017	\$ 265,000,000.00							\$ 265,000,000.00
2	2018-2019	2018								
3	2019-2020	2019								
4	2020-2021	2020								
5	2021-2022	2021								
6	2022-2023	2022								
7	2023-2024	2023								
8	2024-2025	2024								
9	2025-2026	2025								
10	2026-2027	2026								
Total Investment made through limitation			\$ 300,000,000.00							\$ 300,000,000.00
Continue to maintain viable presence										
11	2027-2028	2027								
12	2028-2029	2028								
13	2029-2030	2029								
14	2030-2031	2030								
15	2031-2032	2031								
16	2032-2033	2032								
17	2033-2034	2033								
18	2034-2035	2034								
19	2035-2036	2035								
20	2036-2037	2036								
21	2037-2038	2037								
22	2038-2039	2038								
23	2039-2040	2039								
24	2040-2041	2040								
25	2041-2042	2041								

* All investments made through the qualifying time period are captured and totaled on Schedule A1 (blue box) and incorporated into this schedule in the first row.
 ** Only investment made during depreciable or the start of the limitation (after the end of qualifying time period but before the start of the Value Limitation Period) should be included in the "year prior to start of value limitation period" row(s). If the limitation starts at the end of the qualifying time period or the qualifying time period overlaps the limitation, no investment should be included on this line.
 *** If your qualifying time period will overlap your value limitation period, do not also include investment made during the qualifying time period in years 1 and/or 2 of the value limitation period, depending on the overlap. Only include investments/years that were not captured on Schedule A1.
 For All Columns: List amount invested each year, not cumulative totals. Only include investments in the remaining rows of Schedule A2 that were not captured on Schedule A1.
 Column A: This represents the total dollar amount of planned investment in tangible personal property. Only include estimates of investment for "replacement" property if the property is specifically described in the application.
 Column B: Only tangible personal property that is specifically described in the application can become qualified property.
 Column C: The total dollar amount of planned investment each year in buildings or nonremovable component of buildings.
 Column D: 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, rebuild, renovate, modify or upgrade existing property, or is affixed to existing property—described in SECTION 13, question #5 of the application.
 Column E: 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)

Applicant Name
ISD Name

Lone Star NGL Asset Holdings II LLC
Barbers Hill ISD

Form 50-296A
Revised Feb 2014

Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Estimated Taxable Value			
			Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new buildings or "in or on the new improvements"	Market Value less any exemptions (such as pollution control) and before limitation	Final taxable value for I&S after all reductions	Final taxable value for M&O after all reductions	
	2015-2016	2015							
0	2016-2017	2016	\$ -	\$ -	\$ 17,500,000.00	\$ 17,500,000.00	\$ 17,500,000.00	\$ 17,500,000.00	\$ 17,500,000.00
1	2017-2018	2017	\$ -	\$ -	\$ 285,000,000.00	\$ 285,000,000.00	\$ 285,000,000.00	\$ 285,000,000.00	\$ 30,000,000.00
2	2018-2019	2018	\$ -	\$ -	\$ 273,600,000.00	\$ 273,600,000.00	\$ 273,600,000.00	\$ 273,600,000.00	\$ 30,000,000.00
3	2019-2020	2019	\$ -	\$ -	\$ 262,200,000.00	\$ 262,200,000.00	\$ 262,200,000.00	\$ 262,200,000.00	\$ 30,000,000.00
4	2020-2021	2020	\$ -	\$ -	\$ 250,800,000.00	\$ 250,800,000.00	\$ 250,800,000.00	\$ 250,800,000.00	\$ 30,000,000.00
5	2021-2022	2021	\$ -	\$ -	\$ 239,400,000.00	\$ 239,400,000.00	\$ 239,400,000.00	\$ 239,400,000.00	\$ 30,000,000.00
6	2022-2023	2022	\$ -	\$ -	\$ 228,000,000.00	\$ 228,000,000.00	\$ 228,000,000.00	\$ 228,000,000.00	\$ 30,000,000.00
7	2023-2024	2023	\$ -	\$ -	\$ 216,600,000.00	\$ 216,600,000.00	\$ 216,600,000.00	\$ 216,600,000.00	\$ 30,000,000.00
8	2024-2025	2024	\$ -	\$ -	\$ 205,200,000.00	\$ 205,200,000.00	\$ 205,200,000.00	\$ 205,200,000.00	\$ 30,000,000.00
9	2025-2026	2025	\$ -	\$ -	\$ 193,800,000.00	\$ 193,800,000.00	\$ 193,800,000.00	\$ 193,800,000.00	\$ 30,000,000.00
10	2026-2027	2026	\$ -	\$ -	\$ 182,400,000.00	\$ 182,400,000.00	\$ 182,400,000.00	\$ 182,400,000.00	\$ 30,000,000.00
11	2027-2028	2027	\$ -	\$ -	\$ 171,000,000.00	\$ 171,000,000.00	\$ 171,000,000.00	\$ 171,000,000.00	\$ 171,000,000.00
12	2028-2029	2028	\$ -	\$ -	\$ 159,600,000.00	\$ 159,600,000.00	\$ 159,600,000.00	\$ 159,600,000.00	\$ 159,600,000.00
13	2029-2030	2029	\$ -	\$ -	\$ 148,200,000.00	\$ 148,200,000.00	\$ 148,200,000.00	\$ 148,200,000.00	\$ 148,200,000.00
14	2030-2031	2030	\$ -	\$ -	\$ 136,800,000.00	\$ 136,800,000.00	\$ 136,800,000.00	\$ 136,800,000.00	\$ 136,800,000.00
15	2031-2032	2031	\$ -	\$ -	\$ 125,400,000.00	\$ 125,400,000.00	\$ 125,400,000.00	\$ 125,400,000.00	\$ 125,400,000.00
16	2032-2033	2032	\$ -	\$ -	\$ 114,000,000.00	\$ 114,000,000.00	\$ 114,000,000.00	\$ 114,000,000.00	\$ 114,000,000.00
17	2033-2034	2033	\$ -	\$ -	\$ 102,600,000.00	\$ 102,600,000.00	\$ 102,600,000.00	\$ 102,600,000.00	\$ 102,600,000.00
18	2034-2035	2034	\$ -	\$ -	\$ 91,200,000.00	\$ 91,200,000.00	\$ 91,200,000.00	\$ 91,200,000.00	\$ 91,200,000.00
19	2035-2036	2035	\$ -	\$ -	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00
20	2036-2037	2036	\$ -	\$ -	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00
21	2037-2038	2037	\$ -	\$ -	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00
22	2038-2039	2038	\$ -	\$ -	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00
23	2039-2040	2039	\$ -	\$ -	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00
24	2040-2041	2040	\$ -	\$ -	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00
25	2041-2042	2041	\$ -	\$ -	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00	\$ 79,800,000.00

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

Lone Star NGL Asset Holdings II LLC
Barbers Hill ISD

Applicant Name
ISD Name

	Construction			Non-Qualifying Jobs		Qualifying Jobs		
	Column A	Column B	Column C	Column D	Column E			
	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			
Year	School Year (YYYY-YYYY)	Tax Year (Actual tax year) YYYY	Column C	Column D	Column E			
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2015-2016	2015	189 FTE	\$ 55,000.00	N/A	0	N/A
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2016-2017	2016	189 FTE	\$ 55,000.00	N/A	10	\$ 60,837.92
Value Limitation Period <i>The qualifying time period could overlap the value limitation period.</i>	1	2017-2018	2017	0	0	N/A	10	\$ 60,837.92
	2	2018-2019	2018	0	0	N/A	10	\$ 60,837.92
	3	2019-2020	2019	0	0	N/A	10	\$ 60,837.92
	4	2020-2021	2020	0	0	N/A	10	\$ 60,837.92
	5	2021-2022	2021	0	0	N/A	10	\$ 60,837.92
	6	2022-2023	2022	0	0	N/A	10	\$ 60,837.92
	7	2023-2024	2023	0	0	N/A	10	\$ 60,837.92
	8	2024-2025	2024	0	0	N/A	10	\$ 60,837.92
	9	2025-2026	2025	0	0	N/A	10	\$ 60,837.92
	10	2026-2027	2026	0	0	N/A	10	\$ 60,837.92
Years Following Value Limitation Period	11 through 26	2027-2028	2027	0	0	N/A	10	\$ 60,837.92

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

- C1. Are the cumulative number of qualifying jobs listed in Column D less than the number of qualifying jobs required by statute? (25) Yes No
- Are the cumulative number of qualifying jobs listed in Column D less than the number of qualifying jobs required by statute? (25) Yes No
- 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)

Lone Star NGL Asset Holdings II LLC
Barbers Hill ISD

Applicant Name
ISD Name

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: City: Other:					
Tax Code Chapter 312	County: Chambers (Application Pending) City: Mont Belvieu Other:	2017 N/A	2026 N/A	\$ 1,160,998.00 N/A	Avg 60% Per Yr N/A	\$ 464,399.00 N/A
Local Government Code Chapters 380/381	County: City: Other:					
Freeport Exemptions						
Non-Annexation Agreements						
Enterprise Zone/Project						
Economic Development Corporation						
Texas Enterprise Fund						
Employee Recruitment						
Skills Development Fund						
Training Facility Space and Equipment						
Infrastructure Incentives						
Permitting Assistance						
Other:						
Other:						
Other:						
Other:						
TOTAL				\$ 1,160,998.00		\$ 464,399.00

Additional information on incentives for this project:

TAB 15

Economic Impact Study



Frac IV
As of: 1/1/2015
Year 1 Ending: 12/31/2015

Property Tax: 2.35%
Cost: \$ 300,000,000

Chambers County

	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	Terminal Year
Revenue	\$ -	\$ -	\$ 45,136,957	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 76,047,480	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700
% Growth			68.02%	0.00%	0.00%	0.27%	-0.27%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Operating Expenses	\$ -	\$ -	\$ 2,677,946	\$ 3,272,960	\$ 3,339,022	\$ 3,406,418	\$ 3,475,175	\$ 3,545,319	\$ 3,616,879	\$ 3,689,883	\$ 3,764,419	\$ 3,840,460	\$ 3,689,883
G&A Expenses	\$ -	\$ -	\$ 803,384	\$ 981,888	\$ 1,001,707	\$ 1,021,925	\$ 1,042,552	\$ 1,063,596	\$ 1,085,064	\$ 1,106,965	\$ 1,129,326	\$ 1,152,138	\$ 1,152,138
Property Tax	\$ -	\$ 2,115,000	\$ 7,050,000	\$ 6,838,500	\$ 6,556,500	\$ 6,345,000	\$ 6,063,000	\$ 5,781,000	\$ 5,499,000	\$ 5,217,000	\$ -	\$ -	\$ 4,935,000
EBITDA	\$ -	\$ (2,115,000)	\$ 34,605,628	\$ 64,746,352	\$ 64,942,471	\$ 65,066,356	\$ 65,466,753	\$ 65,449,786	\$ 65,638,758	\$ 65,825,852	\$ 70,945,956	\$ 70,847,101	\$ 66,062,678
Margin %			76.67%	85.37%	85.63%	85.79%	86.09%	86.30%	86.55%	86.80%	93.55%	93.42%	87.11%
Growth Capex	\$ 78,947,368	\$ 196,875,000	\$ 35,349,816	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Free Cash Flow	\$ (78,947,368)	\$ (198,990,000)	\$ (744,188)	\$ 64,746,352	\$ 64,942,471	\$ 65,066,356	\$ 65,466,753	\$ 65,449,786	\$ 65,638,758	\$ 65,825,852	\$ 70,945,956	\$ 70,847,101	\$ 66,062,678
Cumulative Free Cash Flow	\$ (78,947,368)	\$ (277,937,368)	\$ (278,681,557)	\$ (213,935,204)	\$ (148,992,733)	\$ (83,926,377)	\$ (18,459,624)	\$ 46,990,162	\$ 112,628,919	\$ 178,454,771	\$ 249,400,727	\$ 320,247,828	\$ 386,310,507
Partial Period Adjustment	1	1	1	1	1	1	1	1	1	1	1	1	1
Mid Year Convention	0.50	1.50	2.50	3.50	4.50	5.50	6.50	7.50	8.50	9.50	10.50	11.50	
Present Value Factor @ 9.00%	0.96	0.88	0.81	0.74	0.68	0.62	0.57	0.52	0.48	0.44	0.40	0.37	
Present Value of Free Cash Flow	\$ (75,617,865)	\$ (174,860,415)	\$ (599,952)	\$ 47,887,544	\$ 44,066,603	\$ 40,505,197	\$ 37,389,406	\$ 34,293,317	\$ 31,552,598	\$ 29,029,848	\$ 28,704,462	\$ 26,297,675	

Sum of Present Value of Free Cash Flows	\$ 13,646,280
Present Value of Terminal Value	\$ 306,521,869
Operating Business Enterprise Value	\$ 320,168,149
Working Capital Excess/(Deficit)	\$ -
Total Business Enterprise Value	\$ 320,168,149
IRR	12.28%
Total Business Enterprise Value w/o Limitations	\$ 320,168,149

Terminal Cash Flow	\$ 66,062,678
Discount Rate	9.00%
Long Term Growth Rate	1.00%
Capitalization Rate	8.00%
Terminal Value	\$825,783,481
Present Value Factor	0.37
PV of Terminal Value	\$306,521,869



Frac IV
As of: 1/1/2015
Year 1 Ending: 12/31/2015

Property Tax: 0.00%
Cost: \$ 300,000,000

Chambers County

	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	Terminal Year
Revenue	\$ -	\$ -	\$ 45,136,957	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 76,047,480	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700	\$ 75,839,700
% Growth			68.02%	0.00%	0.00%	0.37%	-0.27%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Operating Expenses	\$ -	\$ -	\$ 2,677,946	\$ 3,272,960	\$ 3,339,022	\$ 3,406,418	\$ 3,475,175	\$ 3,545,319	\$ 3,616,879	\$ 3,689,883	\$ 3,764,419	\$ 3,839,883	\$ 3,689,883
G&A Expenses	\$ -	\$ -	\$ 803,384	\$ 981,888	\$ 1,001,707	\$ 1,021,925	\$ 1,042,552	\$ 1,063,596	\$ 1,085,064	\$ 1,106,965	\$ 1,129,326	\$ 1,152,138	\$ 1,152,138
Property Tax	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
EBITDA	\$ -	\$ -	\$ 41,655,628	\$ 71,584,852	\$ 71,498,971	\$ 71,411,356	\$ 71,529,753	\$ 71,230,786	\$ 71,137,758	\$ 71,042,852	\$ 70,945,956	\$ 70,997,678	\$ 70,997,678
Margin %			92.29%	94.39%	94.28%	94.16%	94.06%	93.92%	93.80%	93.68%	93.55%	93.62%	93.62%
Growth Capex	\$ 92,105,263	\$ 221,052,632	\$ 36,842,105	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Free Cash Flow	\$ (92,105,263)	\$ (221,052,632)	\$ 4,813,522	\$ 71,584,852	\$ 71,498,971	\$ 71,411,356	\$ 71,529,753	\$ 71,230,786	\$ 71,137,758	\$ 71,042,852	\$ 70,945,956	\$ 70,997,678	\$ 70,997,678
Cumulative Free Cash Flow	\$ (92,105,263)	\$ (313,157,895)	\$ (308,344,372)	\$ (236,759,520)	\$ (165,260,549)	\$ (93,849,193)	\$ (22,319,440)	\$ 48,911,346	\$ 120,049,104	\$ 191,091,955	\$ 262,037,911	\$ 333,035,590	\$ 404,033,268
Partial Period Adjustment	1	1	1	1	1	1	1	1	1	1	1	1	1
Mid Year Convention	0.50	1.50	2.50	3.50	4.50	5.50	6.50	7.50	8.50	9.50	10.50	11.50	11.50
Present Value Factor @ 9.00%	0.96	0.88	0.81	0.74	0.68	0.62	0.57	0.52	0.48	0.44	0.40	0.37	0.37
Present Value of Free Cash Flow	\$ (88,220,842)	\$ (194,247,726)	\$ 3,880,581	\$ 52,945,419	\$ 48,515,504	\$ 44,455,095	\$ 40,852,110	\$ 37,322,352	\$ 34,195,971	\$ 31,330,596	\$ 28,704,462	\$ 26,353,568	\$ 26,353,568
Sum of Present Value of Free Cash Flows	\$ 66,087,090												
Present Value of Terminal Value	\$ 329,419,599												
Operating Business Enterprise Value	\$ 395,506,690												
Working Capital Excess/(Deficit)	\$ -												
Total Business Enterprise Value	\$ 395,506,690												
IRR	14.27%												
Total Business Enterprise Value w/Limitations	\$ 395,506,690												

Terminal Cash Flow	\$ 70,997,678
Discount Rate	9.00%
Long Term Growth Rate	1.00%
Capitalization Rate	8.00%
Terminal Value	\$887,470,981
Present Value Factor	0.37
PV of Terminal Value	\$329,419,599

TAB 16

Description of Reinvestment Zone

Order, Resolution, or Ordinance Establishing the Zone

**RESOLUTION OF THE
BARBERS HILL INDEPENDENT SCHOOL DISTRICT
BOARD OF TRUSTEES**

A RESOLUTION DESIGNATING A CERTAIN AREA AS A REINVESTMENT ZONE FOR TEXAS TAX CODE CHAPTER 313 APPRAISED VALUE LIMITATION IN THE BARBERS HILL INDEPENDENT SCHOOL DISTRICT, IN PORTIONS OF CHAMBERS COUNTY TEXAS, TO BE KNOWN AS *THE LONE STAR NGL REINVESTMENT ZONE*; ESTABLISHING THE BOUNDARIES THEREOF; AND PROVIDING FOR AN EFFECTIVE DATE.

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

WHEREAS, on _____, 2011, a hearing before the Board of Trustees of the Barbers Hill Independent School District was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing, and the delivery of written notice to the respective presiding officers of each taxing entity which includes within its boundaries real property that is to be included in the proposed reinvestment zone; and,

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

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

BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE BARBERS HILL INDEPENDENT SCHOOL DISTRICT:

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

SECTION 2. That the Board of Trustees of the Barbers Hill Independent School District, after conducting such hearing and having heard such evidence and testimony, has made the

following findings and determinations based on the evidence and testimony presented to it:

- (a) That the public hearing on the adoption of *The Lone Star NGL Reinvestment Zone* has been properly called, held and conducted, and that notices of such hearing have been published as required by law and mailed to the respective presiding officers of the governing bodies of all taxing units overlapping the territory inside the proposed reinvestment zone; and,
- (b) That the boundaries of *The Lone Star NGL Reinvestment Zone* be and, by the adoption of this Resolution, is declared and certified to be, the area as described in the description attached hereto as "EXHIBIT A"; and,
- (c) That the map attached hereto as "EXHIBIT B" is declared to be and, by the adoption of this Resolution is certified to accurately depict and show the boundaries of *The Lone Star NGL Reinvestment Zone* which is normatively described in EXHIBIT A; and further certifies that the property described in EXHIBIT A is inside the boundaries shown on EXHIBIT B; and,
- (d) That creation of *The Lone Star NGL Reinvestment Zone* with boundaries as described in EXHIBIT A and EXHIBIT B will result in benefits to the Barbers Hill Independent School District and to land included in the zone, and that the improvements sought are feasible and practical; and,
- (e) *The Lone Star NGL Reinvestment Zone* described in EXHIBIT A and EXHIBIT B meets the criteria set forth in Texas Tax Code §312.0025 for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, in that it is reasonably likely that the designation will contribute to the retention or expansion of primary employment, and/or will attract investment in the zone that will be a benefit to the property, and would contribute to economic development within the Barbers Hill Independent School District.

SECTION 3. That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, the Barbers Hill Independent School District, hereby creates a reinvestment zone under the provisions of Tex. Tax Code § 312.0025, encompassing the area described by the descriptions in EXHIBIT A and EXHIBIT B, and such reinvestment zone is hereby designated and shall hereafter be referred to as *The Lone Star NGL Reinvestment Zone*.

SECTION 4. That *The Lone Star NGL Reinvestment Zone* shall take effect upon adoption by the Board of Trustees and shall remain designated as a commercial-industrial reinvestment zone for a period of five (5) years from such date of such designation.

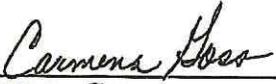
SECTION 5. That if any section, paragraph, clause or provision of this Resolution shall for any reason beheld to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this

Resolution.

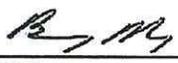
SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject of the meeting of the Barbers Hill Independent School District Board of Trustees, at which this Resolution was adopted, was posted at a place convenient and readily accessible at all times, as required by the Texas Open Government Act, Texas Government Code, Chapter 551, as amended; and that a public hearing was held prior to the designation of such reinvestment zone, and that proper notice of the hearing was published in newspapers of general circulation in Chambers County of the State of Texas, and furthermore, such notice was, in fact, delivered to the presiding officer of any effected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

PASSED, APPROVED AND ADOPTED on this ____ day of December, 2011.

**BARBERS HILL INDEPENDENT SCHOOL
DISTRICT**

By: 
CARMENA GOSS
President
Board of Trustees

ATTEST:


BENNY MAY
Secretary
Board of Trustees

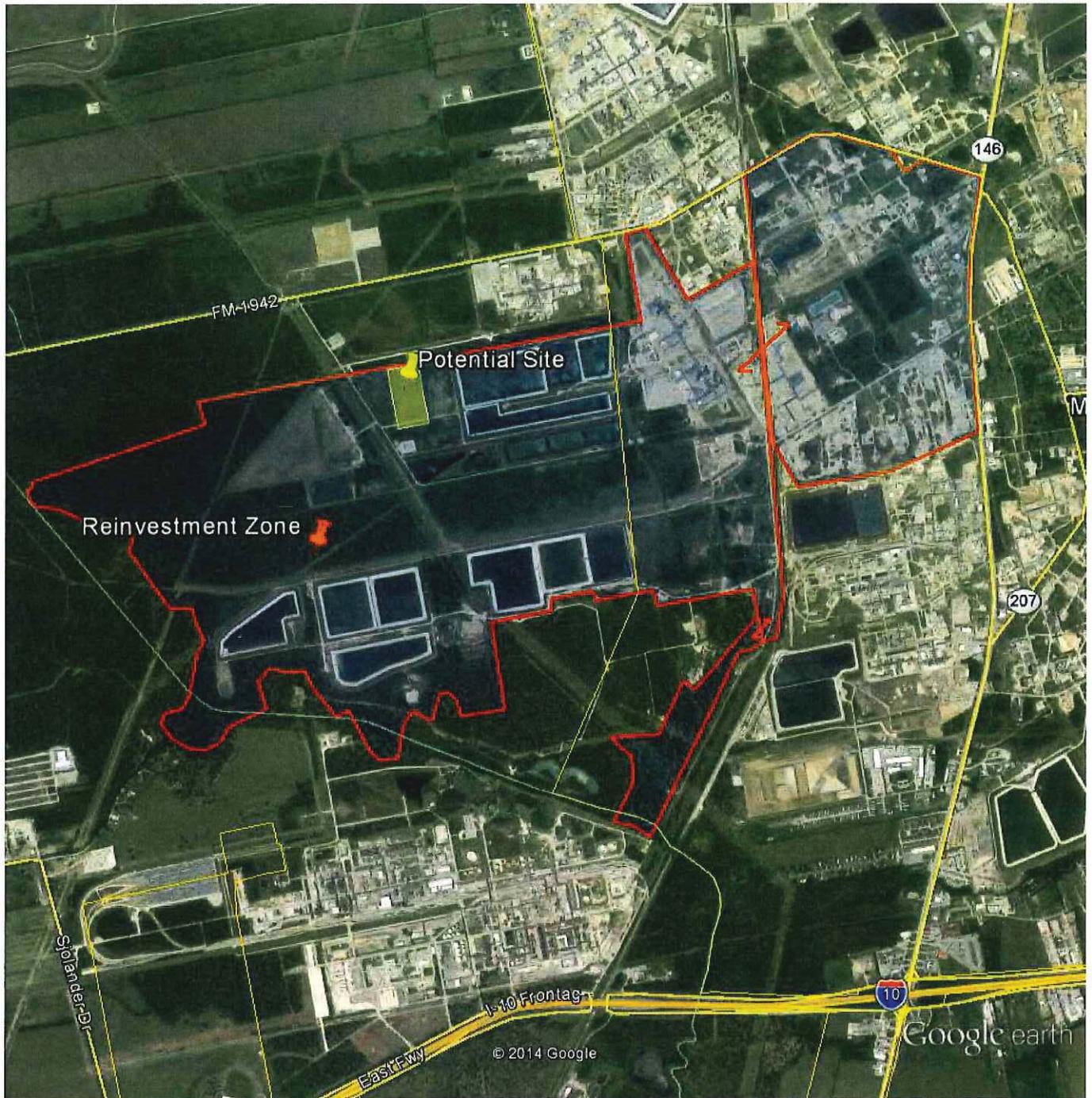
Legal Description of Reinvestment Zone

LGH Tract	Chambers PID #	Chambers CAD Legal
1	16241	12 TR 67-1 H GRIFFITH
2	16242	12 TR 86-1 H GRIFFITH
3	16241	12 TR 67-1 H GRIFFITH
4	N/A	N/A
5	20620	4 TR 6A-0 WM BLOODGOOD
6A	20620	4 TR 6A-0 WM BLOODGOOD
6B	29968	4 TR 6A-0-1 WM BLOODGOOD
7	16241	12 TR 67-1 H GRIFFITH
8	20620	4 TR 6A-0 WM BLOODGOOD
9	16241	12 TR 67-1 H GRIFFITH
10	20620	4 TR 6A-0 WM BLOODGOOD
11	20620	4 TR 6A-0 WM BLOODGOOD
12	20620	4 TR 6A-0 WM BLOODGOOD
13	29968	4 TR 6A-0-1 WM BLOODGOOD
14	29968	4 TR 6A-0-1 WM BLOODGOOD
15	16242	12 TR 86-1 H GRIFFITH
16	16242	12 TR 86-1 H GRIFFITH
17	29968	4 TR 6A-0-1 WM BLOODGOOD
18	29968	4 TR 6A-0-1 WM BLOODGOOD
19	29968	4 TR 6A-0-1 WM BLOODGOOD
20	29968	4 TR 6A-0-1 WM BLOODGOOD
21	20620	4 TR 6A-0 WM BLOODGOOD
22	29968	4 TR 6A-0-1 WM BLOODGOOD
23	40368	4 TR 69B-0-1 WM BLOODGOOD
24	29968	4 TR 6A-0-1 WM BLOODGOOD
25	N/A	N/A
26	35521	12 TR 103-2-1 H GRIFFITH
27	35520	12 TR 103-1-1 H GRIFFITH
28	16241	12 TR 67-1 H GRIFFITH
29	16240	12 TR 12-0 H GRIFFITH
30	16240	12 TR 12-0 H GRIFFITH
31	16240	12 TR 12-0 H GRIFFITH
32	16240	12 TR 12-0 H GRIFFITH
33	16240	12 TR 12-0 H GRIFFITH
34	16240	12 TR 12-0 H GRIFFITH
35	16240	12 TR 12-0 H GRIFFITH
36		
	49011	12 TR 12-0-1 H GRIFFITH
	49012	12 TR 12-0-2 H GRIFFITH
37	N/A	N/A
38	16240	12 TR 12-0 H GRIFFITH
39	40885	4 TR 56-0-2 WM BLOODGOOD
40	N/A	N/A
41	29968	4 TR 6A-0-1 WM BLOODGOOD
42	29968	4 TR 6A-0-1 WM BLOODGOOD
43	29968	4 TR 6A-0-1 WM BLOODGOOD

44	16241	12 TR 67-1 H GRIFFITH	
45	16241	12 TR 67-1 H GRIFFITH	
46A	31391	4 TR 9-0-2 WM BLOODGOOD	
46B	31390	4 TR 9-0-1 WM BLOODGOOD	
47	3101	12 TR 74-5 H GRIFFITH	
48	3100	24 7-1 W D SMITH	
49	3099	24 6-1 W D SMITH	
50			
	3098	24 6-0 W D SMITH	
	22676	24 6-2 W D SMITH	part of 48-50
51	24544	24 8-1 W D SMITH	Part of 52
52			
	22668	24 8-5 WM D SMITH	
	20522	24 8-2 W D SMITH	
	24545	24 8-4 W D SMITH	
	24544	24 8-1 W D SMITH	
53	49400	12 TR 12-0-6 H GRIFFITH	
54	49351	24 1-2-4 W D SMITH	

Non LGH Parcels

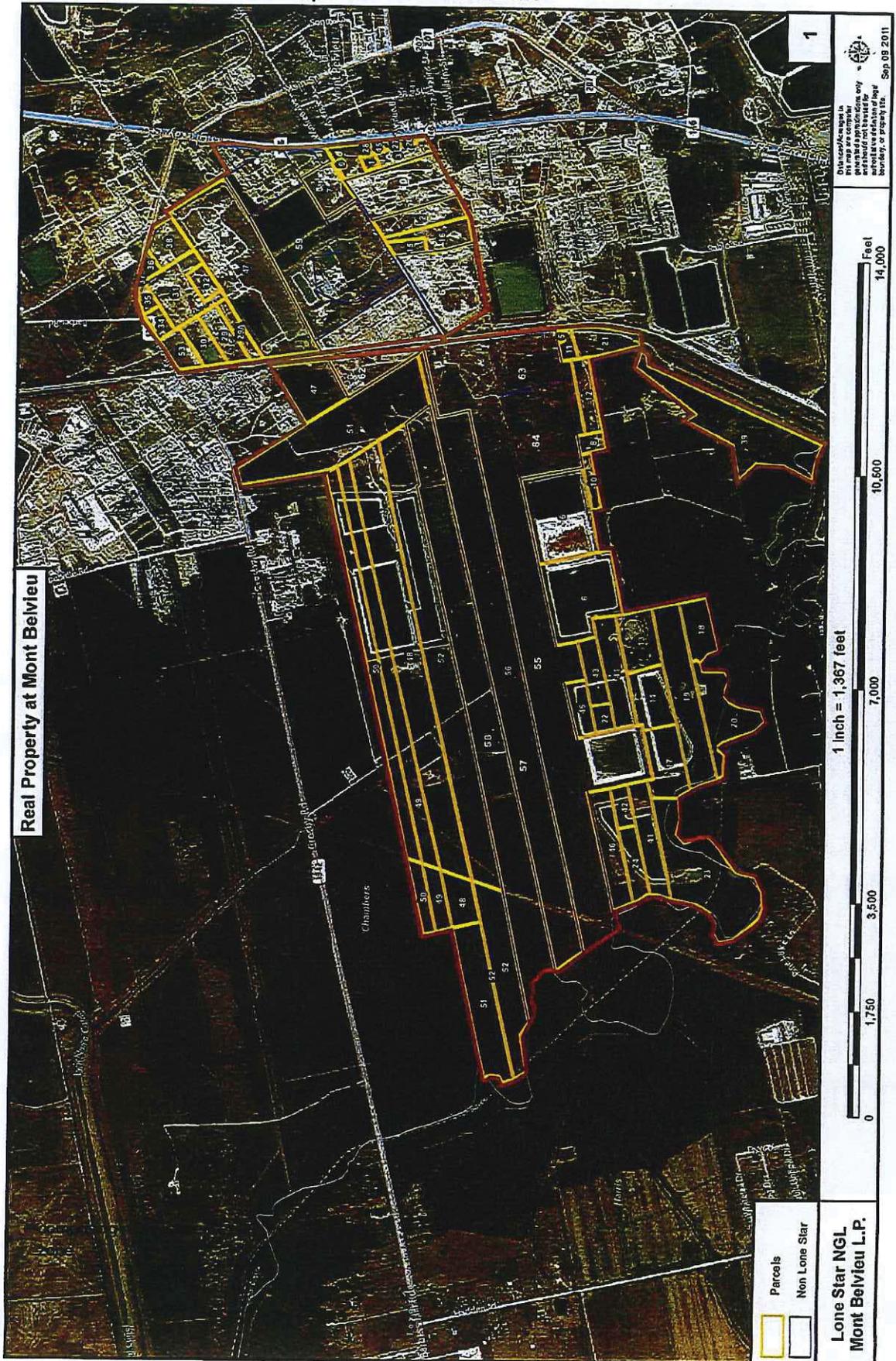
55	9831	24 11-1 WM D SMITH
56	50539	24 1-5-1 WM D SMITH
57	50538	24 1-3-1 W D SMITH
58	508	24 9-2 W D SMITH
59	18943	12 TR 74-0 H GRIFFITH
60	17620	12 TR 91-1 H GRIFFITH
61	4729	12 TR 82-0 H GRIFFITH
62	19145	12 TR 78-0 H GRIFFITH
63	5084	4 TR 4-0 WM BLOODGOOD
64	1863	4 TR 5-0 WM BLOODGOOD



Google earth



Map of Reinvestment Zone



TAB 17

Signature and Certification Page

SECTION 16: Authorized Signatures and Applicant Certification

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

1. Authorized School District Representative Signature

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

print here → Becky McManus Assistant Superintendent of Finance
Print Name (Authorized School District Representative)
sign here → [Signature] 10-27-14
Signature (Authorized School District Representative) 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 → MARK APOSTLE Divisional Controller
Print Name (Authorized Company Representative (Applicant)) Title
sign here → [Signature] 10/20/14
Signature (Authorized Company Representative (Applicant)) Date



(Notary Seal)

GIVEN under my hand and seal of office this, the

20 day of October 2014
Beverly M. Hernandez
Notary Public in and for the State of Texas
My Commission expires: 9.3.2018

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.