

Blake G. Powell
Jay Youngblood
Andrew Tatgenhorst
Darrick W. Eugene
William C. Bednar, *of Counsel*



Sara Hardner Leon
Colby R. Nichols
Kevin W. Cole
Annabel Canchola
Richard Powell, *of Counsel*

October 21, 2016

Gail Box, President
Board of Trustees
Pecos-Barstow-Toyah Independent School District
1301 S. Eddy
Pecos, Texas 79772

Re: Legal Services Related to Value Limitation Agreements Under Chapter 313
of the Texas Property Tax Code

Dear Ms. Box:

Powell & Leon, LLP is pleased to have the opportunity to represent the Pecos-Barstow-Toyah Independent School District (the "District") in connection with its pending applications for limitation on appraised value submitted under Chapter 313 of the Texas Property Tax Code, including (as needed): West of the Pecos Solar, LLC, #1088; Enterprise Products, #1141; Delaware Basin Gas Processing #1068; Delaware Basin Gas Processing #1122; ETC Texas Pipeline #1083, Brazos Delaware, LLC #1127; and Brazos Delaware, LLC #1127. Should these applications be approved, we will assist the District in negotiating and completing all necessary documents to reach an agreement with the Applicants (collectively, the "Matter"). The purpose of this letter is to set forth our agreement with respect to the terms of our engagement.

Scope of Engagement. As counsel for the District, we will represent the District's interests in regard to the Matter. Although we endeavor to achieve a result in this Matter that is satisfactory to you, it is understood that we make no promises or guarantees to you concerning the outcome and cannot do so. Our representation of the District will involve the drafting of all legal documents relating to the completion of an Agreement for Limitation on Appraised Value under Chapter 313 of the Texas Property Tax Code, including submission of all documents to the Comptroller of Public Accounts as required. The District will be responsible for providing all financial data. If the application is approved by the District and the Texas Comptroller of Public Accounts, we will be responsible for drafting all appropriate legal documents, for reaching an agreement with the Applicant on the Matter.

District Cooperation. To enable us to effectively perform the services contemplated, it is necessary that you disclose fully and accurately all facts and keep us apprised of all key developments relating to the Matter. You have agreed to cooperate fully with us and to make your representatives available to attend meetings, conferences, hearings, and other proceedings.

Fees. Our fees for rendering professional services in connection with Matter will be based upon the Application Fee as established by the Board of Trustees of the District and such Application Fee has been determined by the Board as a fair estimate of the actual administrative cost to the District for carrying out the work necessary to process, and if approved, finalized, the Matter. The Application Fee represents the District's good faith estimate of the necessary and reasonable costs to the District for processing the Application and finalizing the Matter, taking into consideration the highly specialized nature of the work and the time estimated to complete the work, and is owed regardless of the final outcome of the Application.

You will separately retain the services of school finance consultants to perform a financial impact study; all costs associated with the impact study shall be paid by the Application Fee.

The firm may also represent the District in connection with annual reporting requirements to the Comptroller of Public Accounts for the term of the Agreement. Such fees will be charged directly to the Applicant, as specified under any final Agreement reached between the parties.

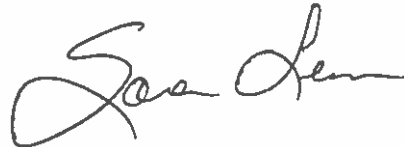
Expenses. All expenses have been calculated in establishing the Application Fee, and *no additional fees or expenses* shall be charged to the District for completing the Matter.

Termination or Withdrawal. Our representation may be terminated prior to the conclusion of the Matter by either of us by written notice to the other party. We reserve the right to withdraw from our representation if, among other things, you fail to honor the terms of this engagement letter or fail to cooperate or follow our advice on a material matter, or if any fact or circumstance would, in our view render our continuing representation unlawful, unethical, or ineffective.

If the foregoing reflects the terms and conditions of Powell & Leon, LLP's representation of the District, please so indicate by executing the enclosed copy of this letter in the space provided below and return it to me.

Please do not hesitate to call me if you have any questions. We look forward to work with the District on these exciting projects!

Sincerely yours,



Sara Hardner Leon

Agreed: _____

Gail Box

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

Form fields for Authorized School District Consultant: First Name, Last Name, Title, Firm Name, Phone Number, Fax Number, Mobile Number (optional), Email Address.

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

SECTION 2: Applicant Information

1. Authorized Company Representative (Applicant)

Form fields for Authorized Company Representative: First Name, Last Name, Title, Organization, Street Address, Mailing Address, City, State, ZIP, Phone Number, Fax Number, Mobile Number (optional), Business Email Address.

- 2. Will a company official other than the authorized company representative be responsible for responding to future information requests? [] Yes [] No

2a. If yes, please fill out contact information for that person.

Form fields for contact information of other company official: First Name, Last Name, Title, Organization, Street Address, Mailing Address, City, State, ZIP, Phone Number, Fax Number, Mobile Number (optional), Business Email Address.

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

Application for Appraised Value Limitation on Qualified Property

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

Print Name (Authorized School District Representative)

Title

sign here

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

John Souders

Controller

Print Name (Authorized Company Representative (Applicant))

Title

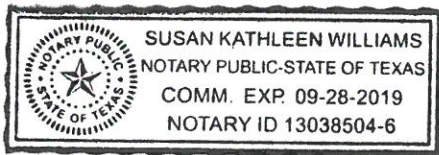
sign here

John Souders

11/1/2016

Signature (Authorized Company Representative (Applicant))

Date



(Notary Seal)

GIVEN under my hand and seal of office this, the

1st day of November, 2016

S.K. Williams

Notary Public in and for the State of Texas

My Commission expires: 9/28/2019

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

Application for Appraised Value Limitation on Qualified Property

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

Jim Haley
Print Name (Authorized School District Representative)

Superintendent
Title

sign here

[Handwritten Signature]
Signature (Authorized School District Representative)

11/1/16
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

Print Name (Authorized Company Representative (Applicant))

Title

sign here

Signature (Authorized Company Representative (Applicant))

Date

GIVEN under my hand and seal of office this, the

_____ day of _____, _____

Notary Public in and for the State of Texas

(Notary Seal)

My Commission expires: _____

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.