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May 9, 2016

Certified Article Number
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SENDER'S RECORD

Dr. Rodney Cavness
Superintendent
Port Neches-Groves ISD
620 Avenue C
Port Neches, TX 77651

Dear Dr. Cavness:

Please find attached the Biennial Progress Report for BASF TOTAL Petrochemicals chapter 313 agreement with Port Neches-Groves ISD.

Electronic copies are being forwarded via email.

Sincerely,

Sebastian Rodrigano
Petrotax Energy Holdings, LLC
P.O. Box 160263
Austin, TX 78716
(512)717-4988

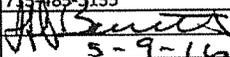
Enclosure

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PORT NECHES-GROVES ISD
SUPT. OFFICE

Biennial Progress Report for Texas Economic Development Act	Form 50-773-A
Economic Development and Analysis	
SECTION 1: Applicant Information	
1. Application number	2
2. Name of school district	Port Neches-Groves ISD
3. Name of central appraisal district (CAD) appraising the qualified property in this school district	Jefferson County Appraisal District
4. Name of project on original application (or short description of facility)	Butadiene Unit C4 Hydrogenation, Indirect Alkylation, Olefin
5. Name of applicant on original application	Sabina Petrochemicals LLC, Atofina Petochemicals Inc. and BASF Corporation
6. Name of company entering into original agreement with district	Sabina Petrochemicals LLC, Atofina Petochemicals Inc. and BASF Corporation
7. If you are one or two or more companies originally applying for a limitation, list all other applicants here and describe their relationships. (Use attachments if necessary.)	See section 2, Question 8
SECTION 2: Current Agreement Information	
1. Name of current agreement holder(s)	BASF TOTAL Petrochemicals, LLC
2. Complete mailing address of current agreement holder	PO BOX 674411, Houston, TX 77267-4411
3. Company contact person for agreement holder:	
Name	Jeff Barnett
Title	State Tax Manager
Phone	713-483-5135
Email	jeff.barnett@total.com
4. Texas franchise tax ID number of current agreement holder:	12236204884
5. If the current agreement holder does not report under the franchise tax law, please include name and tax ID of reporting entity:	
Name	
Tax ID	
6. NAICS Code of current agreement holder (6 Digit)	325110
7. If the authorized company representative is different from the contact person listed above:	
Name	Sebastian Rodrigano, Petrotax Energy Holdings, LLC
Title	Managing Member
Complete Mailing Address	PO BOX 160263, Austin, TX 78716
Phone	512-717-4988
Email	sebastian.rodrigano@petrotaxenergy.com
8. If you are a current agreement holder who was not an original applicant, please list all other current agreement holders. Please describe the chain of ownership from the original applicant to the new entities. (Use attachments if necessary.)	Petrochemicals LLC, ATOFINA Petrochemicals, Inc. (now known as TOTAL PETROCHEMICALS USA, INC.) and BASF Corporation. TOTAL PETROCHEMICALS USA, INC. AND BASF Corporation assigned their respective interests in the agreement to BT Propylene LLC, a wholly-owned subsidiary of BASF FINA Petrochemicals Limited Partnership, pursuant to that certain Assignment and Assumption of Interest in Texas Economic Development Act Participation Agreement dated December 28, 2004. At the time of such assignment, and at all times thereafter, BASF FINA Petrochemicals Limited Partnership was and is wholly-owned, directly and indirectly, by TOTAL PETROCHEMICALS USA, INC. and BASF Corporation. Pursuant to a Certificate of Merger filed with the Texas Secretary of State on December 11, 2008. BT Propylene LLC's interest in the agreement was assigned by operation of law to BASF FINA Petrochemicals Limited Partnership. On August 31, 2012 Sabina Petrochemicals LLC was merged into the joint venture of BASF TOTAL Petrochemicals LLC, which
SECTION 3: Project Timeline	
1. Date original limitation agreement approved by school district	12/2/2010
2. First (complete) year of qualifying time period – after the date the application is approved. See Tax Code §313.021(4)	2003
3. Date commercial operations began at the site of the project	2005
4. First year of property value limitation	2005

SECTION 4: Value Limitation Details	
1. Minimum limitation amount per Agreement (for entire agreement)	30,000,000
2. Amount of qualified investment during the qualifying time period the recipient committed to spend or allocate for this project on application (not total investment)	280,000,000
3. Total qualified investment made from the beginning of the qualifying time period through the end of the qualifying time period or the last complete tax year, if still in the qualifying time period	240,544,750
4. Has the size and/or scope of the project changed, resulting in a material change in qualified property from that in the application?	no
4a. If yes, please describe on an attachment how the actual qualified property — for which you are providing actual and estimated market values on subsequent pages — differs from that property described in the agreement. Include only property located in this school district.	
5. What was the number of permanent existing jobs at this facility prior to application? (See guidelines for definition of existing job.)	0
SECTION 5: Job Details	
1. For agreements before Jan. 1, 2014, does the agreement include a definition of "new job" other than TAC §9.1051(14)(C), as the rule existed at the time of application?	no
1a. If yes, please provide the definition of "new job" as used in the agreement. (Use attachments if needed.)	
SECTION 6: Authorized Signature	
After this report and charts are complete, they should be reviewed and certified to be complete by a company employee authorized to sign on behalf of the company listed in Section 2.	
By signing below, I certify that I am an employee of _____, a current agreement holder of a limitation on appraised value who is authorized to sign on behalf of the company. I attest that the contents of this form and attachments are true and correct to the best of my knowledge and belief and have determined that the electronic copy is identical to the hard copy of this report.	
Print Name of Company Employee	Jeff Barnett
Title	State Tax Manager
Phone	713-483-5135
Signature of Company Employee	
Date	5-9-16
NOTE: If you amend your report, you will need to resign and resubmit this section with your forms, charts or attachments.	

Biennial Progress Report for Texas Economic Development Act
CHART A1: Job Data for Applications 1 through 999

Project Name **Butadiene Unit, C4 Hydrogenation; Indirect Alkylation; Olefin Conversion**
 1st Yr. of Qualifying Time Period **2003**

Form 50-773A
 Revised Jan 2014

App Number **2**
 District Name **Port Neches-Groves ISD**
 Company Name **BASF TOTAL Petrochemicals LLC**

	Tax year (YYYY)	Limitation Period												
		Year 1 (First Complete Tax Year)	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Year 11	Year 12	Year 13
1	Number of qualifying jobs ¹ applicant committed to create on application (cumulative)	54	44	42	44	43	36	35	34	33	33	33	33	33
2	Number of qualifying jobs ¹ applicant actually created (cumulative)	54	44	42	44	43	36	35	34	33	33	33	33	33
3	Number of new jobs ² created (cumulative)	54	44	42	44	43	36	35	34	33	33	33	33	33
4	Median annual wage of new jobs applicant created	\$58,754	\$60,522	\$62,218	\$64,078	\$83,200	\$86,528	\$86,528	\$88,816	\$91,480	\$94,224	\$96,120	\$99,004	\$101,974
5	Total wages for new jobs applicant created	\$3,172,716	\$2,662,968	\$2,613,156	\$2,819,432	\$3,577,600	\$3,115,008	\$3,028,480	\$3,019,744	\$3,018,840	\$3,109,392	\$3,171,960	\$3,267,119	\$3,365,132

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

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

By signing below, I, Jeff Bauman, certify that I am the authorized representative of BASF TOTAL Petrochemicals, a current agreement holder of a limitation on appraised value, and the contents of this form and the attached documentation are true and correct to the best of my knowledge and belief.

Authorized Official Signature [Signature]

Date 5-9-16

Print Name/Title Jeff Bauman, State Tax Manager

Phone 713 483 5135

The CPA requests companies complete the electronic spreadsheet version of the form. Please submit both an electronic version and a signed hard copy version of the spreadsheet (with any attachments) to the district.