

Attachment A

Application

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)*



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

Form 50-296
(Revised May 2010)

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 completed application to the Comptroller in a three-ring binder with tabs 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 Web site. 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 as explained in the Confidentiality Notice below.

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. 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, make a recommendation 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 before the 151st 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 complete the recommendation, economic impact evaluation or consider the application at any time during the application review period.

Please visit the Comptroller's Web site to find out more about the program at <http://www.window.state.tx.us/taxinfo/proptax/hb1200/index.html>. There are links on this Web page to the Chapter 313 statute, rules and forms. Information about minimum limitation values for particular districts and wage standards may also be found at that site.

SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION

Authorized School District Representative		Date application received by district
First Name	Last Name	
Title		
School District Name		
Street Address		
Mailing Address		
City	State	ZIP
Phone Number	Fax Number	
Mobile Number (optional)	E-mail Address	

I authorize the consultant to provide and obtain information related to this application..... ☐ Yes ☐ No

Will consultant be primary contact? ☐ Yes ☐ No



Application for Appraised Value Limitation on Qualified Property

SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized School District Consultant (If Applicable)

First Name	Last Name	
Title		
Firm Name		
Street Address		
Mailing Address		
City	State	ZIP
Phone Number	Fax Number	
Mobile Number (Optional)	E-mail Address	

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.

Signature (Authorized School District Representative)	Date
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Has the district determined this application complete? ☐ Yes ☐ No

If yes, date determined complete. _____

Have you completed the school finance documents required by TAC 9.1054(c)(3)? ☐ Yes ☐ No

SCHOOL DISTRICT CHECKLIST AND REQUESTED ATTACHMENTS

	Checklist	Page X of 16	Check Completed
1	Date application received by the ISD	1 of 16	
2	Certification page signed and dated by authorized school district representative	2 of 16	
3	Date application deemed complete by ISD	2 of 16	
4	Certification pages signed and dated by applicant or authorized business representative of applicant	4 of 16	
5	Completed company checklist	12 of 16	
6	School finance documents described in TAC 9.1054(c)(3) (Due within 20 days of district providing notice of completed application)	2 of 16	

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION

Authorized Business Representative (Applicant)

First Name Antonio	Last Name Diaz
Title Controller	
Organization Goya Foods Inc.	
Street Address 100 Seaview	
Mailing Address	
City Secaucus	State New Jersey
	ZIP 07094
Phone Number (201) 553-4890	Fax Number (201) 553-4891
Mobile Number (optional)	Business e-mail Address tony.diaz@goya.com

Will a company official other than the authorized business representative be responsible for responding to future information requests? ☒ Yes ☐ No

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

First Name Evelio	Last Name Fernandez
Title Vice President	
Organization Goya Foods of Texas	
Street Address 5750 Brittmore Road	
Mailing Address	
City Houston	State Texas
	ZIP 77041
Phone Number (713) 266-9834	Fax Number (713) 953-0965
Mobile Number (optional)	E-mail Address evelio.fernandez@goya.com

I authorize the consultant to provide and obtain information related to this application..... ☒ Yes ☐ No

Will consultant be primary contact? ☒ Yes ☐ No

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized Company Consultant (If Applicable)


First Name Stephen	Last Name Robinson	
Title Partner		
Firm Name Allen Boone Humphries Robinson LLP		
Street Address 3200 Southwest Freeway, Suite 2600		
Mailing Address		
City Houston	State Texas	ZIP 77027
Phone Number 713-860-6408	Fax Number 713-860-6608	
Business email Address srobinson@abhr.com		

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 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.

Signature (Authorized Business Representative (Applicant)) 	Date 5/3/12
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GIVEN under my hand and seal of office this 3rd day of May, 2012


 Notary Public, State of New Jersey
Gloria E. Rosas

(Notary Seal)

My commission expires 3/2/17

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

**FEES AND PAYMENTS**

☒ Enclosed is proof of application fee paid to the school district.

For the purpose of this question, "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.

Please answer only either A OR B:

A. 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(l)? ☐ Yes ☒ No

B. 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(l)? ☐ Yes ☒ No

BUSINESS APPLICANT INFORMATION

Legal Name under which application is made

Goya Foods, Inc.

Texas Taxpayer I.D. Number of entity subject to Tax Code, Chapter 171 (11 digits)

11119836663

NAICS code

311421

Is the applicant a party to any other Chapter 313 agreements? ☐ Yes ☒ No

If yes, please list name of school district and year of agreement.

APPLICANT BUSINESS STRUCTURE

Registered to do business in Texas with the Texas Secretary of State? ☒ Yes ☐ No

Identify business organization of applicant (corporation, limited liability corporation, etc.)

S corporation

1. Is the applicant a combined group, or comprised of members of a combined group, as defined by Texas Tax Code Chapter 171.0001(7)? ☒ Yes ☐ No
If so, please attach documentation of the combined group membership and contact information.

2. Is the applicant current on all tax payments due to the State of Texas? ☒ Yes ☐ No
See attached Texas Franchise Tax Extension Affiliate List (See Tab 3)

3. Are all applicant members of the combined group current on all tax payments due to the State of Texas? ☐ NA ☒ Yes ☐ No
If the answer to either question is no, please explain and/or disclose any history of default, delinquencies and/or any material litigation, including litigation involving the State of Texas. (Use attachment if necessary.)



ELIGIBILITY UNDER TAX CODE CHAPTER 313.024

Are you an entity to which Tax Code, Chapter 171 applies? ☒ Yes ☐ No

The property will be used as an integral part, or as a necessary auxiliary part, in 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

Are you requesting that any of the land be classified as qualified investment? ☐ Yes ☒ No

Will any of the proposed qualified investment be leased under a capitalized lease? ☐ Yes ☒ No

Will any of the proposed qualified investment be leased under an operating lease? ☐ Yes ☒ No

Are you including property that is owned by a person other than the applicant? ☐ Yes ☒ No

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

PROJECT DESCRIPTION

Provide 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. (Use attachments as necessary)

See Exhibit A behind Tab 4

Describe the ability of your company to locate or relocate in another state or another region of the state.

See Exhibit A behind Tab 4.

PROJECT CHARACTERISTICS (CHECK ALL THAT APPLY)

- ☒ New Jobs ☒ Construct New Facility ☐ New Business / Start-up ☐ Expand Existing Facility
- ☐ Relocation from Out-of-State ☐ Expansion ☒ Purchase Machinery & Equipment
- ☐ Consolidation ☐ Relocation within Texas

PROJECTED TIMELINE

Begin Construction June 2012 Begin Hiring New Employees Third Quarter 2013

Construction Complete Third Quarter 2013 Fully Operational Third Quarter 2013

Purchase Machinery & Equipment Third Quarter 2013

Do you propose to construct a new building or to erect or affix a new improvement after your application review start date (date your application is finally determined to be complete)? ☒ Yes ☐ No

Note: Improvements made before that time may not be considered qualified property.

When do you anticipate the new buildings or improvements will be placed in service? Third Quarter 2013

ECONOMIC INCENTIVES

Identify state programs the project will apply for:

State Source

Amount

_____	_____
_____	_____
_____	_____
Total	_____

Will other incentives be offered by local units of government? ☒ Yes ☐ No

Please use the following box for additional details regarding Incentives. (Use attachments if necessary.)

Chapter 312 - Texas Tax Code, Tax Abatement by Waller County
100% abatement of equipment and building for 10 years

THE PROPERTYIdentify county or counties in which the proposed project will be located Waller CountyCentral Appraisal District (CAD) that will be responsible for appraising the property Waller County Appraisal DistrictWill this CAD be acting on behalf of another CAD to appraise this property? ☐ Yes ☒ No

List all taxing entities that have jurisdiction for the property and the portion of project within each entity

County: Waller - 100%

(Name and percent of project)

City: None

(Name and percent of project)

Hospital District: None

(Name and percent of project)

Water District: Brookside Katy Drainage District

(Name and percent of project)

Other (describe): Waller-Harris Emergency Services District

(Name and percent of project)

Other (describe): _____

(Name and percent of project)

Is the project located entirely within this ISD? ☒ Yes ☐ No

If not, please provide additional information on the project scope and size to assist in the economic analysis.



Application for Appraised Value Limitation on Qualified Property

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 rural, and the taxable value of the property within the school district. For assistance in determining estimates of these minimums, access the Comptroller's Web site at www.window.state.tx.us/taxinfo/proptax/hb1200/values.html.

At the time of application, what is the estimated minimum qualified investment required for this school district? \$20 million

What is the amount of appraised value limitation for which you are applying? \$20 million

What is your total estimated *qualified* investment? \$30,000,000

NOTE: See 313.021(1) for full definition. Generally, Qualified Investment is the sum of the investment in tangible personal property and buildings and new improvements made between beginning of the qualifying time period (date of application final approval by the school district) and the end of the second complete tax year.

What is the anticipated date of application approval? August 2012

What is the anticipated date of the beginning of the qualifying time period? August 2012

What is the total estimated investment for this project for the period from the time of application submission to the end of the limitation period? \$30,000,000

Describe the qualified investment. [See 313.021(1).]

Attach the following items to this application: **See Exhibits A (Tab 4) and B (Tab 7)**

- (1) 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,
- (2) a description of any new buildings, proposed improvements or personal property which you intend to include as part of your minimum qualified investment and
- (3) a map of the qualified investment showing location of new buildings or new improvements with vicinity map.

Do you intend to make at least the minimum qualified investment required by Tax Code §313.023 (or 313.053 for rural school districts) for the relevant school district category during the qualifying time period?

☒ Yes ☐ No

Except for new equipment described in Tax Code §151.318(q) or (q-1), is the proposed tangible personal property to be placed in service for the first time:

- (1) in or on the new building or other new improvement for which you are applying? ☒ Yes ☐ No
- (2) if not in or on the new building or other new improvement for which you are applying for an appraised value limitation, is the personal property necessary and ancillary to the business conducted in the new building or other new improvement? ☒ Yes ☐ No
- (3) on the same parcel of land as the building for which you are applying for an appraised value limitation? ☒ Yes ☐ No

("First placed in service" means the first use of the property by the taxpayer.)

Will the investment in real or personal property you propose be counted toward the minimum qualified investment required by Tax Code §313.023, (or 313.053 for rural school districts) be first placed in service in this state during the applicable qualifying time period? ..

☒ Yes ☐ No

Does the investment in tangible personal property meet the requirements of Tax Code §313.021(1)?

☒ Yes ☐ No

If the proposed investment includes a building or a permanent, non-removable component of a building, does it house tangible personal property?

☒ Yes ☐ No

QUALIFIED PROPERTY

Describe the qualified property. [See 313.021(2)] (If qualified investment describes qualified property exactly you may skip items (1), (2) and (3) below.)

Attach the following items to this application: **The qualified property also includes a 130 acre tract described in the attached Exhibit C behind Tab 8**

- (1) 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,
- (2) a description of any new buildings, proposed improvements or personal property which you intend to include as part of your qualified property and
- (3) a map of the qualified property showing location of new buildings or new improvements – with vicinity map.

Land **See Exhibit C behind Tab 9**

Is the land on which you propose new construction or 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

If you answered "no" to the question above, what is the anticipated date on which you will submit proof of a reinvestment zone with boundaries encompassing the land on which you propose new construction or improvements?

Will the applicant own the land by the date of agreement execution?

☒ Yes ☐ No

Will the project be on leased land?

☐ Yes ☒ No

QUALIFIED PROPERTY (CONTINUED)

If the land upon which the new building or new improvement is to be built is part of the qualified property described by §313.021(2)(A), please attach complete documentation, including:

1. Legal description of the land **See Exhibit C behind Tab 10**
2. Each existing appraisal parcel number of the land on which the improvements will be constructed, regardless of whether or not all of the land described in the current parcel will become qualified property **See Exhibit D (Tax Certificate) behind Tab 10**
3. Owner **Currently Hlavinka Terrance Cattle Co.**
4. The current taxable value of the land. Attach estimate if land is part of larger parcel. **\$3,997,580 (but currently subject to agricultural exemptions)**
5. A detailed map (with a vicinity map) showing the location of the land

Attach a map of the reinvestment zone boundaries, certified to be accurate by either the governmental entity creating the zone, the local appraisal district, or a licensed surveyor. (With vicinity map) **See attached Order Designating Reinvestment Zone and Guidelines for Creating the Zone behind Tab 22.**

Attach the order, resolution or ordinance establishing the zone, and the guidelines and criteria for creating the zone, if applicable.

Miscellaneous

Is the proposed project a building or new improvement to an existing facility? ☐ Yes ☒ No

Attach a description of any existing improvements and include existing appraisal district account numbers.

List current market value of existing property at site as of most recent tax year. _____

(Market Value)

(Tax Year)

Not applicable

Is any of the existing property subject to a value limitation agreement under Tax Code 313? ☐ Yes ☒ No

Will all of the property for which you are requesting an appraised value limitation be free of a tax

abatement agreement entered into by a school district for the duration of the limitation? ☒ Yes ☐ No

WAGE AND EMPLOYMENT INFORMATION

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

The last complete calendar quarter before application review start date is the:

☒ First Quarter ☐ Second Quarter ☐ Third Quarter ☐ Fourth Quarter of 2012 (year)

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 TWC?

Goya Foods, Inc. has 0 jobs reported.

Note: For job definitions see TAC §9.1051(14) and Tax Code 313.021(3). If the applicant intends to apply a definition for "new job" other than TAC §9.1051(14)(C), then please provide the definition of "new job" as used in this application. _____

Total number of new jobs that will have been created when fully operational 25

Do you plan to create at least 25 new jobs (at least 10 new jobs for rural school districts) on the land and in connection with the new building or other improvement? ☒ Yes ☐ No

Do you intend to request that the governing body waive the minimum new job creation requirement, as provided under

Tax Code §313.025(f-1)? ☐ Yes ☒ No

If you answered "yes" to the question above, attach evidence documenting that the new job creation requirement above exceeds the number of employees necessary for the operation, according to industry standards. **Note: Even if a minimum new job waiver is provided, 80% of all new jobs must be qualifying jobs pursuant to Texas Tax Code, §313.024(d). Not applicable**

What is the maximum number of qualifying jobs meeting all criteria of §313.021(3) you are committing to create? 8

If this project creates more than 1,000 new jobs, the minimum required wage for this project is 110% of the average county weekly wage for all jobs as described by 313.021(3)(E)(ii).

If this project creates less than 1,000 new jobs, does this district have territory in a county that meets the demographic characteristics of 313.051(2)? (see table of information showing this district characteristic at <http://www.window.state.tx.us/taxinfo/proptax/hb1200/values.html>) **Yes**

If yes, the applicant must meet wage standard described in 313.051(b) (110% of the regional average weekly wage for manufacturing)

If no, the applicant shall designate one of the wage standards set out in §313.021(5)(A) or 313.021(5)(B).

**WAGE AND EMPLOYMENT INFORMATION (CONTINUED)**

For the following three wage calculations please include on an attachment the four most recent quarters of data for each wage calculation. Show the average and the 110% calculation. Include documentation from TWC Web site. 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(7). See Exhibit E behind Tab 14.

110% of the county average weekly wage for all jobs (all industries) in the county is \$871.75

110% of the county average weekly wage for manufacturing jobs in the county is \$1,206.70

110% of the county average weekly wage for manufacturing jobs in the region is \$1,078.88

Please identify which Tax Code section you are using to estimate the wage standard required for this project:

☐ §313.021(5)(A) or ☐ §313.021(5)(B) or ☐ §313.021(3)(E)(ii), or ☒ §313.051(b)?

What is the estimated minimum required annual wage for each qualifying job based on the qualified property? \$56,102

What is the estimated minimum required annual wage you are committing to pay for each of the qualifying jobs you create on the qualified property? \$56,102

Will 80% of all new jobs created by the owner be qualifying jobs as defined by 313.021(3)? ☒ Yes ☐ No

Will each qualifying job require at least 1,600 of work a year? ☒ Yes ☐ No

Will any of the qualifying jobs be jobs transferred from one area of the state to another? ☐ Yes ☒ No

Will any of the qualifying jobs be retained jobs? ☐ Yes ☒ No

Will any of the qualifying jobs be created to replace a previous employee? ☐ Yes ☒ No

Will any required qualifying jobs be filled by employees of contractors? ☐ Yes ☒ No

If yes, what percent? _____

Does the applicant or contractor of the applicant offer to pay at least 80% of the employee's health insurance premium for each qualifying job? ☒ Yes ☐ No

Describe each type of benefits to be offered to qualifying jobholders. (Use attachments as necessary.)

Medical, Dental, Vision, 401k savings plan, Life insurance, short-term disability, paid vacation & sick leave

ECONOMIC IMPACT

Is an Economic Impact Analysis attached (if supplied by other than the Comptroller's office)? ☐ Yes ☒ No

Is Schedule A completed and signed for all years and attached? ☒ Yes ☐ No

Is Schedule B completed and signed for all years and attached? ☒ Yes ☐ No

Is Schedule C (Application) completed and signed for all years and attached? ☒ Yes ☐ No

Is Schedule D completed and signed for all years and attached? ☒ Yes ☐ No

Note: Excel spreadsheet versions of schedules are available for download and printing at URL listed below.

If there are any other payments made in the state or economic information that you believe should be included in the economic analysis, please attach a separate schedule showing the amount for each year affected, including an explanation.

CONFIDENTIALITY NOTICE

Property Tax Limitation Agreement Applications
Texas Government Code Chapter 313
Confidential Information Submitted to the Comptroller

Generally, an application for property tax value limitation, the information provided therein, and documents submitted in support thereof, are considered public information subject to release under the Texas Public Information Act.

There is an exception, outlined below, by which information will be withheld from disclosure.

The Comptroller's office will withhold information from public release if:

- 1) It describes the specific processes or business activities to be conducted or the specific tangible personal property to be located on real property covered by the application;
- 2) the information has been segregated in the application from other information in the application; and
- 3) the party requesting confidentiality provides the Comptroller's office a list of the documents for which confidentiality is sought and for each document lists the specific reasons, including any relevant legal authority, stating why the material is believed to be confidential.

All applications and parts of applications which are not segregated and marked as confidential as outlined above will be considered public information and will be posted on the Internet.

Such information properly identified as confidential will be withheld from public release unless and until the governing body of the school district acts on the application, or we are directed to do so by a ruling from the Attorney General.

Other information in the custody of a school district or the comptroller submitted in connection with the application, including information related to the economic impact of a project or the essential elements of eligibility under Texas Tax Code, Chapter 313, such as

the nature and amount of the projected investment, employment, wages, and benefits, will not be considered confidential business information and will be posted on the Internet.

All documents submitted to the Comptroller, as well as all information in the application once the school district acts thereon, are subject to public release unless specific parts of the application or documents submitted with the application are identified as confidential. Any person seeking to limit disclosure of such submitted records is advised to consult with their legal counsel regarding disclosure issues and also to take the appropriate precautions to safeguard copyrighted material, trade secrets, or any other proprietary information. The Comptroller assumes no obligation or responsibility relating to the disclosure or nondisclosure of information submitted by respondents. A person seeking to limit disclosure of information must submit in writing specific detailed reasons, including any relevant legal authority, stating why that person believes the material to be confidential.

The following outlines how the Comptroller's office will handle requests for information submitted under the Texas Public Information Act for application portions and submitted records appropriately identified as confidential.

- This office shall forward the request for records and a copy of the documents at issue to the Texas Attorney General's office for an opinion on whether such information may be withheld from disclosure under the Texas Public Information Act.
- The Comptroller will notify the person who submitted the application/documents when the information is forwarded to the Attorney General's office.
- Please be aware that this Office is obligated to comply with an Attorney General's decision, including release of information ruled public even if it was marked confidential.



Application for Appraised Value Limitation on Qualified Property

COMPANY CHECKLIST AND REQUESTED ATTACHMENTS

	Checklist	Page X of 16	Check Completed
1	Certification pages signed and dated by Authorized Business Representative (applicant)	4 of 16	✓
2	Proof of Payment of Application Fee (Attachment)	5 of 16	✓
3	For applicant members, documentation of Combined Group membership under Texas Tax Code 171.0001(7) (If Applicable) (Attachment)	5 of 16	✓
4	Detailed description of the project	6 of 16	✓
5	If project is located in more than one district, name other districts and list percentage in each district (Attachment)	7 of 16	
6	Description of Qualified Investment (Attachment)	8 of 16	✓
7	Map of qualified investment showing location of new buildings or new improvements with vicinity map.	8 of 16	✓
8	Description of Qualified Property (Attachment)	8 of 16	✓
9	Map of qualified property showing location of new buildings or new improvements with vicinity map	8 of 16	✓
10	Description of Land (Attachment)	9 of 16	✓
11	A detailed map showing location of the land with vicinity map.	9 of 16	✓
12	A description of all existing (if any) improvements (Attachment)	9 of 16	✓
13	Request for Waiver of Job Creation Requirement (If applicable) (Attachment)	9 of 16	
14	Calculation of three possible wage requirements with TWC documentation. (Attachment)	10 of 16	✓
15	Description of Benefits	10 of 16	✓
16	Economic Impact (If applicable)	10 of 16	
17	Schedule A completed and signed	13 of 16	✓
18	Schedule B completed and signed	14 of 16	✓
19	Schedule C (Application) completed and signed	15 of 16	✓
20	Schedule D completed and signed	16 of 16	✓
21	Map of Reinvestment Zone (Attachment) (Showing the actual or proposed boundaries and size, Certified to be accurate by either the government entity creating the zone, the local appraisal district, or a licensed surveyor, with vicinity map)*	9 of 16	✓
22	Order, Resolution, or Ordinance Establishing the Zone (Attachment)*	9 of 16	
23	Legal Description of Reinvestment Zone (Attachment)*	9 of 16	✓
24	Guidelines and Criteria for Reinvestment Zone(Attachment)*	9 of 16	✓

*To be submitted with application or before date of final application approval by school board.

Schedule A (Rev. May 2010): Investment

Applicant Name
ISD Name

Goya Foods Inc.
Royal ISD

Form 50-296

PROPERTY INVESTMENT AMOUNTS									
(Estimated investment in each year. Do not put cumulative totals.)									
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A: Tangible Personal Property The amount of new investment (original cost) placed in service during this year	Column B: Building or permanent nonremovable component of building (annual amount only)	Column C: Sum of A and B Qualifying investment (during the qualifying time period)	Column D: Other investment that is not qualified investment but investment affecting economic impact and total value	Column E: Total Investment (A+B+D)	
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	Investment made before filing complete application with district (neither qualified property nor eligible to become qualified investment)	2012-2013	2012						
	Investment made after filing complete application with district, but before final board approval of application (eligible to become qualified property)								
	Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period (qualified investment and eligible to become qualified property)								
	Complete tax years of qualifying time period								
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	1	2013-2014	2013					
		2	2014-2015	2014					
		3	2015-2016	2015					
		4	2016-2017	2016					
		5	2017-2018	2017					
		6	2018-2019	2018					
		7	2019-2020	2019					
		8	2020-2021	2020					
		9	2021-2022	2021					
		10	2022-2023	2022					
		11	2023-2024	2023					
		12	2024-2025	2024					
		13	2025-2026	2025					
		14	2026-2027	2026					
		15	2027-2028	2028					
Credit Settle-Up Period	Continue to Maintain Viable Presence								
	Post-Settle-Up Period								
Qualifying Time Period usually begins with the final board approval of the application and extends generally for the following two complete tax years.	Post-Settle-Up Period								

Qualifying Time Period usually begins with the final board approval of the application and extends generally for the following two complete tax years.
Column A:
This represents the total dollar amount of planned investment in tangible personal property the applicant considers qualified investment - as defined in Tax Code §313.021(1)(A)-(D).
For the purposes of investment, please list amount invested each year, not cumulative totals.
[For the years outside the qualifying time period, this number should simply represent the planned investment in tangible personal property].
Include estimates of investment for "replacement" property-property that is part of original agreement but scheduled for probable replacement during limitation period.
The total dollar amount of planned investment each year in buildings or nonremovable component of buildings that the applicant considers qualified investment under Tax Code §313.021(1)(E).

Column B:
For the years outside the qualifying time period, this number should simply represent the planned investment in new buildings or nonremovable components of buildings.
Dollar value of other investment that may not be qualified investment but that may affect economic impact and total value-for planning, construction and operation of the facility.
The most significant example for many projects would be land. Other examples may be items such as landscaping, etc.
Note: Land can be listed as part of investment during the "pre-year 1" time period. It cannot be part of qualifying investment.

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

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

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

DATE

5/3/12

Schedule B (Rev. May 2010): Estimated Market And Taxable Value

Form 50-296

Applicant Name
ISD Name

						Qualified Property			Reductions from Market Value	Estimated Taxable Value	
						Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new building or "in improvement"		Final taxable value for I&S - after all reductions	Final taxable value for M&O - after all reductions
		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY							
		pre- year 1	2012-2013	2012		4,800,000				4,800,000	4,800,000
		1	2013-2014	2013		4,800,000	6,000,000			4,800,000	4,800,000
		2	2014-2015	2014		4,800,000	#####	15,200,000		30,000,000	30,000,000
		3	2015-2016	2015		4,800,000	9,700,000	14,896,000		29,396,000	20,000,000
		4	2016-2017	2016		4,800,000	9,308,161	14,260,000		28,368,161	20,000,000
		5	2017-2018	2017		4,800,000	8,935,982	13,900,000		27,635,982	20,000,000
		6	2018-2019	2018		4,800,000	8,578,399	13,270,000		26,648,399	20,000,000
		7	2019-2020	2019		4,800,000	8,063,696	12,670,000		25,533,696	20,000,000
		8	2020-2021	2020		4,800,000	7,579,872	12,100,000		24,479,872	20,000,000
		9	2021-2022	2021		4,800,000	7,125,080	11,560,000		23,485,080	20,000,000
		10	2022-2023	2022		4,800,000	6,697,578	11,040,000		22,537,578	20,000,000
		11	2023-2024	2023		4,800,000	6,295,723	10,540,000		21,635,723	21,635,723
		12	2024-2025	2024		4,800,000	5,917,978	10,070,000		20,787,978	20,787,978
		13	2025-2026	2025		4,800,000	5,562,901	9,620,000		19,982,901	19,982,901
		14	2026-2027	2026		4,800,000	5,229,128	9,190,000		19,219,128	19,219,128
		15	2027-2028	2027		4,800,000	4,915,383	8,780,000		18,495,383	18,495,383
Tax Credit Period (with 50% cap on credit)	Complete tax years of qualifying time period	Value Limitation Period									
Credit Settle-Up Period	Continue to Maintain Viable Presence										
Post-Settle-Up Period	Post-Settle-Up Period										

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

This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years. If original estimates have not changed, enter those amounts for future years.



SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

5/3/12

DATE

Schedule C- Application: Employment Information

Applicant Name
ISD Name

Goya Foods Inc.
Royal ISD

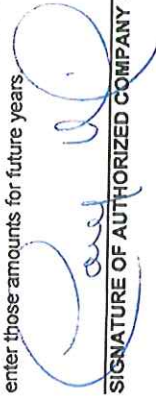
Form 50-296

Form 50-296

				Construction		New Jobs		Qualifying Jobs	
		School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Column A: Number of Construction FTE's or man- hours (specify)	Column B: Average annual wage rates for construction workers	Column C: Number of new jobs applicant commits to create (cumulative)	Column D: Average annual wage rate for all new jobs.	Column E: Number of qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Column F: Average annual wage of qualifying jobs
		Year pre- year 1	2012-2013	2012	83,639	\$ 52,000	\$ -		\$ -
		1	2013-2014	2013	83,639	52,000	25	53,000	20
		2	2014-2015	2014			25	53,000	20
		3	2015-2016	2015			25	54,590	20
		4	2016-2017	2016			25	56,228	20
		5	2017-2018	2017			25	57,915	20
		6	2018-2019	2018			25	59,652	20
		7	2019-2020	2019			25	61,442	20
		8	2019-2021	2020			25	63,285	20
		9	2021-2022	2021			25	65,183	20
		10	2022-2023	2022			25	67,139	20
		11	2023-2024	2023			25	69,153	20
		12	2024-2025	2024			25	71,228	20
		13	2025-2026	2025			25	73,364	20
		14	2026-2027	2026			25	75,565	20
		15	2027-2028	2027			25	77,832	20
Tax Credit Period (with 50% cap on credit)		Complete tax years of qualifying time period							
Credit Settle-Up Period		Continue to Maintain Viable Presence							
Post- Settle-Up Period									
Post- Settle-Up Period									

Notes: For job definitions see TAC §9.1051(14) and Tax Code §313.021(3).

This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years. If original estimates have not changed, enter those amounts for future years.


SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

7-24-2012
DATE

Name

*For planning, construction and operation of the facility.

DATE _____

5/3/12

3

TX2011
Ver 2.0

05-165
(9-09/2)
Tcode 13298

TEXAS FRANCHISE TAX
EXTENSION AFFILIATE LIST

Reporting entity taxpayer number

111983666

Report year

2011

Reporting entity taxpayer name

Goya Foods, Inc.

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. Goya Foods of California, Inc.	954088560	<input checked="" type="checkbox"/>
2. Cardet Wholesale, Inc.	760030442	<input type="checkbox"/>
3.		<input type="checkbox"/>
4.		<input type="checkbox"/>
5.		<input type="checkbox"/>
6.		<input type="checkbox"/>
7.		<input type="checkbox"/>
8.		<input type="checkbox"/>
9.		<input type="checkbox"/>
10.		<input type="checkbox"/>
11.		<input type="checkbox"/>
12.		<input type="checkbox"/>
13.		<input 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.

Texas Comptroller Official Use Only



VE/DE ☐ FM ☐



1039

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Exhibit A

Project Description (Page 6 of Application)

Provide 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. (Use attachments as necessary)

The project consists of the design and construction of a new 300,000 square foot building and installation of bean processing and canning machinery and equipment on a 130 acre tract of land that is currently vacant. The proposed improvements include the building, the hydrostatic cooker, tanks and pumps, soaking and blanching system, palletizer and conveying system. The plant has the capacity to produce 3,000,000 cases. The start date is projected to be mid-2012 with an end date of Third Quarter 2013.

Type & Value of Proposed Improvements

Building	\$ 13,000,000
Cooler and Freezer	2,000,000
Hydrostatic Cooker	7,680,000
Platform, specialty tanks and sanitary tanks and other	3,429,000
Equipment	
Soaking and blanching system	1,595,000
Palletizer, conveying system and depalletizer	900,000
Fillers	766,000
Shrink Wrapper	630,000
	<u>\$ 30,000,000</u>

Describe the ability of your company to locate or relocate in another state or another region of the state.

Goya Foods, Inc. is an international company with distribution and manufacturing sites throughout the United States, Puerto Rico, Dominican Republic and Spain. Goya Foods is based in New Jersey and has the ability to build manufacturing facilities in the world as well as different regions of the country. Goya Foods has the ability to expand its canning operations at its existing facilities in Angola, New York or Bayamon, Puerto Rico; New York could offer Goya Foods tax incentives as well. However, Goya Foods would like to in build its manufacturing facility in Waller County and make a substantial investment in Waller County, Texas of over \$30 million in just building and improvements.

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Exhibit A

Project Description (Page 6 of Application)

Provide 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. (Use attachments as necessary)

The project consists of the design and construction of a new 300,000 square foot building and installation of bean processing and canning machinery and equipment on a 130 acre tract of land that is currently vacant. The proposed improvements include the building, the hydrostatic cooker, tanks and pumps, soaking and blanching system, palletizer and conveying system. The plant has the capacity to produce 3,000,000 cases. The start date is projected to be mid-2012 with an end date of Third Quarter 2013.

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Palletizer, conveying system and depalletizer	900,000
Fillers	766,000
Shrink Wrapper	<u>630,000</u>
	<u>\$ 30,000,000</u>

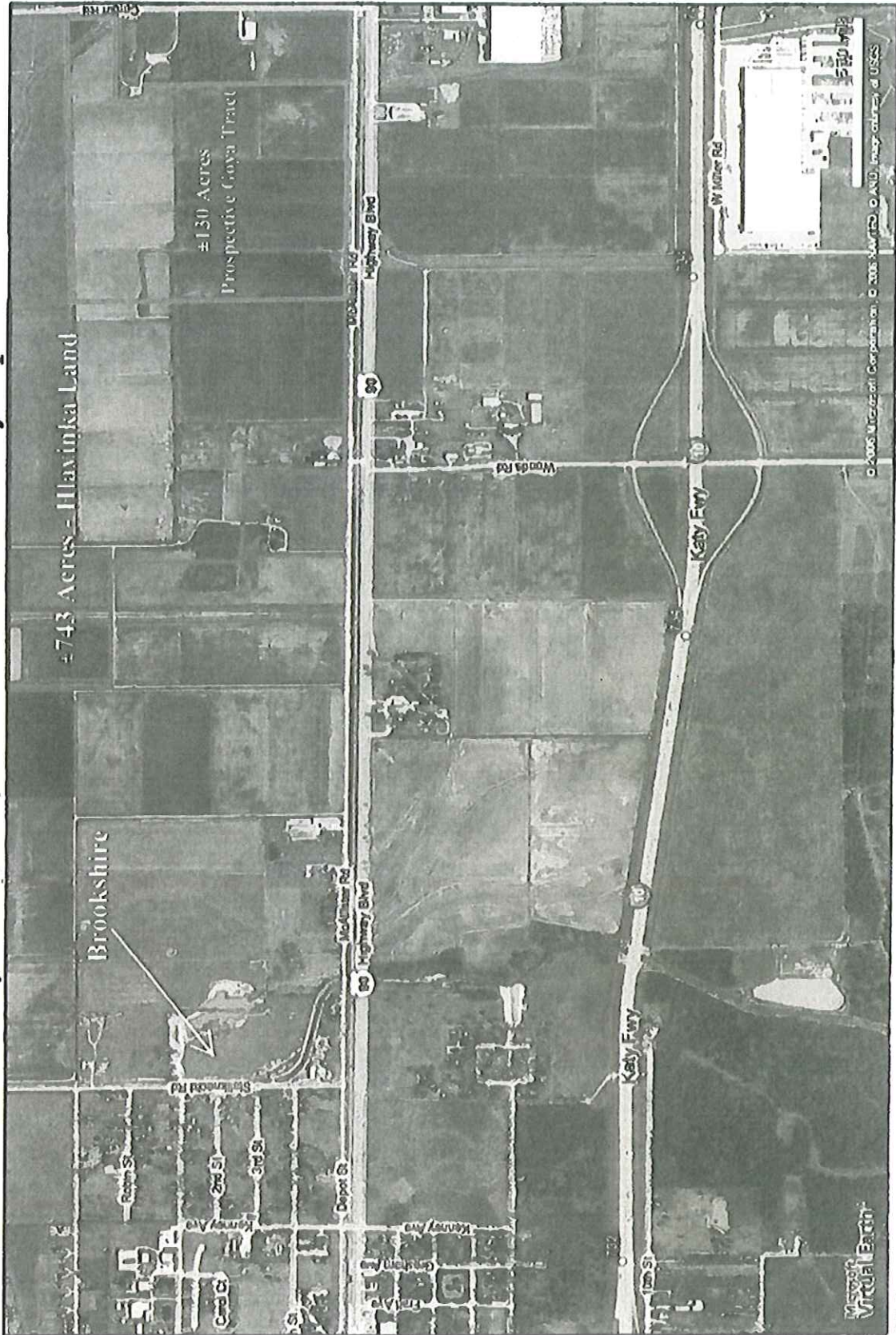
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Goya Foods, Inc. is an international company with distribution and manufacturing sites throughout the United States, Puerto Rico, Dominican Republic and Spain. Goya Foods is based in New Jersey and has the ability to build manufacturing facilities in the world as well as different regions of the country. Goya Foods has the ability to expand its canning operations at its existing facilities in Angola, New York or Bayamon, Puerto Rico; New York could offer Goya Foods tax incentives as well. However, Goya Foods would like to in build its manufacturing facility in Waller County and make a substantial investment in Waller County, Texas of over \$30 million in just building and improvements.

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EXHIBIT B

Goya Foods, Inc. | 130 ACRE TRACT - Vicinity Map



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EXHIBIT C

TRACT I

FIELD NOTES FOR A 125.103 ACRE TRACT OF LAND, BEING 119.307 ACRES OUT OF THE SOUTHEAST 1/4 OF THE H. & T. C. R.R. COMPANY SURVEY SECTION 77, ABSTRACT 126, AND 5.518 ACRES OUT OF THE H. & T. C. R.R. COMPANY SURVEY SECTION 101, ABSTRACT 160, WALLER COUNTY, TEXAS.

BEGINNING at a 1/2-inch Iron Pipe set on the North line of a 30 foot wide road along the North side of the H. & T. Railroad Right-Of-Way and on the West line of a 60 foot wide road bearing North 00 degrees 19 minutes 23 seconds West, said point being located South 00 degrees 19 minutes 23 seconds East 117 feet from the Southeast corner of the H. & T. C. R.R. Company Survey Section 77, said point being the Southeast corner and Place of Beginning of the herein described 125.103 Acre Tract;

THENCE North 00 degrees 19 minutes 23 seconds West, at 117 feet passed the Southeast corner of the aforementioned H. & T. C. R.R. Company Survey Section 77, and continuing for a total distance of 934.08 feet to a 1/2-inch Iron Pipe set on said line for corner;

THENCE South 89 degrees 28 minutes 28 seconds West, at 3.82 feet passed the Southeast corner of the Phillips Petroleum Company 20 Acre Tract, and continuing for a total distance of 669.35 feet to 3/4-inch Iron Rod found at the Southwest corner of the aforementioned 20 Acre Tract, same being a re-entry corner to the herein described 125.103 Acre Tract;

THENCE North 00 degrees 38 minutes 08 seconds West along the West line of said 20 Acre Tract, 1120 feet to 1/2-inch Iron Pipe set on said line for corner, said point being the Southeast corner of the Phillips Petroleum Company 0.92 Acre Tract as recorded in Volume 137, Page 326, Waller County Deed Records;

THENCE South 89 degrees 28 minutes 28 seconds West along the South line of said 0.92 Acre Tract, 200 feet to a 1/2-inch Iron Pipe set for corner;

THENCE North 00 degrees 38 minutes 08 seconds West along the West line of said 0.92 Acre Tract, 200 feet to 1/2-inch Iron Pipe set for corner;

THENCE North 89 degrees 28 minutes 28 seconds East along the North line of said 0.92 Acre Tract, 172.85 feet to a 1/2-inch Iron Pipe set on said line at the Southwest corner of a certain 0.32 Acre Tract as described in Volume 137, Page 195, Waller County Deed Records;

THENCE North 00 degrees 38 minutes 08 seconds West, 20 feet to a 1/2-inch Iron Pipe set on said line at the Northwest corner of said 0.32 Acre Tract;

THENCE North 89 degrees 28 minutes 28 seconds East along the North line of said 0.32 Acre Tract, 700 feet to a 1/2-inch Iron Pipe set on the East line of the aforementioned H. & T. C. R.R. Company Survey Section 77 for corner;

THENCE North 00 degrees 19 minutes 23 seconds West along the East line of said Section 77, 436.89 feet to a Rail Road Spike set on said line for the Northeast corner of the herein described 125.103 Acre Tract;

THENCE West along the North line of the Southeast 1/4 of said Section 77, same being the South line of the Northeast 1/4 of said Section 77, at 30.00 feet passed a 1/2-inch Iron Pipe set on said line, and continuing for a total distance of 2334.79 feet to a 1/2-inch Iron Pipe set on said line for the Northwest corner of the herein described 125.103 Acre Tract;

THENCE South, at 2634.52 feet passed the South line of said Section 77, same being the North line of the H. & T. C. R.R. Company Survey 101, and continuing for a total distance of 2722.12 feet to 1/2-inch Iron Pipe set on the North line of the aforementioned 30 foot wide road along the North side of the H. & T. Railroad Right-Of-Way;

THENCE South 89 degrees 47 minutes 07 seconds East along the North line of said road, 2350.21 feet to the Place of BEGINNING and containing 125.103 acres of land, of which 5.518 acres are in the H. & T. C. R.R. Company Survey Section 101.

EXHIBIT "A"

TRACT II

FIELD NOTES FOR A 160.0437 ACRE TRACT OF LAND OF WHICH 136.7677 ACRES ARE IN THE SOUTHWEST 1/4 OF THE H. & T. C. R.R. COMPANY SURVEY SECTION 77, ABSTRACT 156, 19.371 ACRES ARE IN THE SOUTHEAST 1/4 SAID SECTION 77, 0.629 ACRES ARE IN THE H. & T. C. R.R. COMPANY SURVEY SECTION 101, ABSTRACT 168, AND 3.276 ACRES ARE IN THE H. & T. C. R.R. COMPANY SURVEY SECTION 101, ABSTRACT 330, WALLER COUNTY, TEXAS.

BEGINNING at a 1/2-inch Iron Pipe set at the Northwest corner of the Southwest 1/4 of said Section 77 for the Northwest corner and Place of Beginning of the herein described 160.0437 Acre Tract of land;

THENCE East along the North line of said Southwest 1/4 of Section 77, being the South line of the Northwest 1/4 of said Section 77, at 2649.47 feet passed the common corner of the the Northwest 1/4, the Northeast 1/4, Southwest 1/4 and the Southeast 1/4 of Section 77, and continuing for a total distance of 2969.39 feet to 1/2-inch Iron Pipe set on said line for the Northeast corner of the herein described tract, same being the Northwest corner of an adjoining 125.1050 Acre Tract, being in the Southeast 1/4 of said Section 77;

THENCE South along the common line of the herein described tract and the aforementioned adjoining 125.1050 Acre Tract, 2722.12 feet to 1/2-inch Iron Pipe set on said line at it's point of intersection, the North line of McAlester Road for the Southeast most corner of the herein described tract, same being the Southwest corner of the aforementioned adjoining 125.1050 Acre Tract;

THENCE North 89 degrees 47 minutes 07 seconds West along the Northline of said McAlester Road, being the South line of the herein described tract 1864.44 feet to 1-inch Iron Pipe found on said line for corner, said point being the Southeast corner of the Mid-Way Rice Dryer Call 2.0 Acre Tract, Recorded in Volume 136, Page 16, Waller County, Deed Records;

THENCE North 28 degrees 16 minutes 52 seconds West along the common line of the herein described tract and the aforementioned adjoining Mid-Way Rice Dryer tract, 193.5 feet to 1/2-inch Iron Pipe set for corner;

THENCE North 00 degrees 45 minutes 00 seconds East 303.9 feet to 1/2-inch Iron Pipe set for the Northeast corner of said Mid-Way Rice Dryer tract, being a re-entry corner to the herein described tract;

THENCE North 88 degrees 30 minutes 00 seconds West, along the North line of said Mid-Way Rice Dryer tract, 170.00 feet to a 3/4-inch Iron Pipe found at it's Northwest corner, same being in the East line of an adjoining 23.4113 Acre Tract, being a part of the aforementioned Southwest 1/4 of said Section 77;

THENCE North 00 degrees 12 minutes 22 seconds East along the East line of said 23.411 Acre Tract, 717.11 feet to 1/2-inch Iron Pipe set at it's Northeast corner for a re-entry corner to the herein described tract;

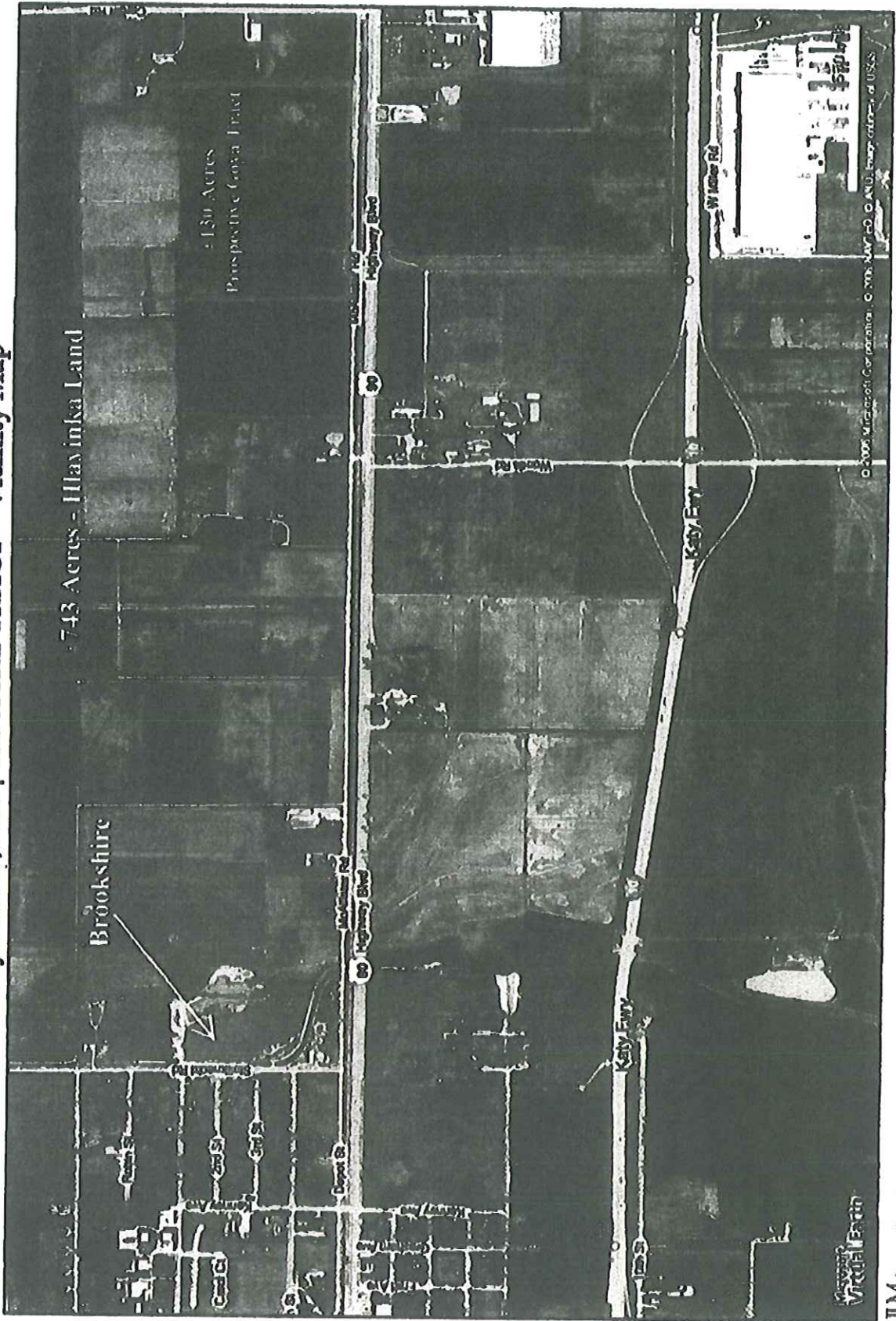
THENCE West along the North line of said 23.4113 Acre Tract 855.54 feet to a point set on the West line of said Section 77, being located in a resubdiv for the upper Southwest corner of the herein described 160.0437 Acre Tract;

THENCE North 00 degrees 12 minutes 22 seconds East along the West line of said Section 77, same being the East line of Section 72, 1519.32 feet to Place of BEGINNING and containing 160.0437 acres of land, more or less.

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EXHIBIT B

Goya Foods, Inc. | 130 ACRE TRACT - Vicinity Map





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EXHIBIT C

TRACT I

FIELD NOTES FOR A 125.103 ACRE TRACT OF LAND, BEING 119.587 ACRES OUT OF THE SOUTHEAST 1/4 OF THE H. & T. C. R.R. COMPANY SURVEY SECTION 77, ABSTRACT 136, AND 5.518 ACRES OUT OF THE H. & T. C. R.R. COMPANY SURVEY SECTION 101, ABSTRACT 160, WALLER COUNTY, TEXAS.

BEGINNING at a 1/2-inch Iron Pipe set on the North line of a 50 foot wide road along the North side of the H. K. & T. Railroad Right-Of-Way and on the West line of a 60 foot wide road bearing North 00 degrees 19 minutes 23 seconds West, said point being located South 00 degrees 19 minutes 23 seconds East 117 feet from the Southeast corner of the H. & T. C. R.R. Company Survey Section 77, said point being the Southeast corner and Place of Beginning of the herein described 125.103 Acre Tract;

THENCE North 00 degrees 19 minutes 23 seconds West, at 117 feet passed the Southeast corner of the aforementioned H. & T. C. R.R. Company Survey Section 77, and continuing for a total distance of 954.08 feet to a 1/2-inch Iron Pipe set on said line for corner;

THENCE South 89 degrees 28 minutes 28 seconds West, at 3.82 feet passed the Southeast corner of the Phillips Petroleum Company 20 Acre Tract, and continuing for a total distance of 663.35 feet to 3/4-inch Iron Rod found at the Southwest corner of the aforementioned 20 Acre Tract, same being a re-entry corner to the herein described 125.103 Acre Tract;

THENCE North 00 degrees 38 minutes 08 seconds West along the West line of said 20 Acre Tract, 1120 feet to 1/2-inch Iron Pipe set on said line for corner, said point being the Southeast corner of the Phillips Petroleum Company 0.92 Acre Tract as recorded in Volume 137, Page 326, Waller County Deed Records;

THENCE South 89 degrees 28 minutes 28 seconds West along the South line of said 0.92 Acre Tract, 200 feet to a 1/2-inch Iron Pipe set for corner;

THENCE North 00 degrees 38 minutes 08 seconds West along the West line of said 0.92 Acre Tract, 200 feet to 1/2-inch Iron Pipe set for corner;

THENCE North 89 degrees 28 minutes 28 seconds East along the North line of said 0.92 Acre Tract, 172.85 feet to a 1/2-inch Iron Pipe set on said line at the Southwest corner of a certain 0.32 Acre Tract as described in Volume 137, Page 195, Waller County Deed Records;

THENCE North 00 degrees 38 minutes 08 seconds West, 20 feet to a 1/2-inch Iron Pipe set on said line at the Northwest corner of said 0.32 Acre Tract;

THENCE North 89 degrees 28 minutes 28 seconds East along the North line of said 0.32 Acre Tract, 700 feet to a 1/2-inch Iron Pipe set on the East line of the aforementioned H. & T. C. R.R. Company Survey Section 77 for corner;

THENCE North 00 degrees 19 minutes 23 seconds West along the East line of said Section 77, 436.89 feet to a Rail Road Spike set on said line for the Northeast corner of the herein described 125.103 Acre Tract;

THENCE West along the North line of the Southeast 1/4 of said Section 77, same being the South line of the Northeast 1/4 of said Section 77, at 50.00 feet passed a 1/2-inch Iron Pipe set on said line, and continuing for a total distance of 2334.79 feet to a 1/2-inch Iron Pipe set on said line for the Northwest corner of the herein described 125.103 Acre Tract;

THENCE South, at 2634.52 feet passed the South line of said Section 77, same being the North line of the H. & T. C. R.R. Company Survey 101, and continuing for a total distance of 2722.12 feet to 1/2-inch Iron Pipe set on the North line of the aforementioned 50 foot wide road along the North side of the H. K. & T. Railroad Right-Of-Way;

THENCE South 89 degrees 47 minutes 07 seconds East along the North line of said road, 2350.21 feet to the Place of BEGINNING and containing 125.103 acres of land, of which 5.518 acres are in the H. & T. C. R.R. Company Survey Section 101.

EXHIBIT "A"

TRACT II

FIELD NOTES FOR A 160.0437 ACRE TRACT OF LAND OF WHICH 136.7677 ACRES ARE IN THE SOUTHWEST 1/4 OF THE H. & T. C. R.R. COMPANY SURVEY SECTION 77, ABSTRACT 156, 19.371 ACRES ARE IN THE SOUTHEAST 1/4 SAID SECTION 77, 0.629 ACRES ARE IN THE H. & T. C. R.R. COMPANY SURVEY SECTION 101, ABSTRACT 168, AND 3.276 ACRES ARE IN THE H. & T. C. R.R. COMPANY SURVEY SECTION 101, ABSTRACT 330, WALLER COUNTY, TEXAS.

BEGINNING at a 1/2-inch Iron Pipe set at the Northwest corner of the Southwest 1/4 of said Section 77 for the Northwest corner and Place of Beginning of the herein described 160.0437 Acre Tract of land;

THENCE East along the North line of said Southwest 1/4 of Section 77, being the South line of the Northwest 1/4 of said Section 77, at 2649.47 feet passed the common corner of the the Northwest 1/4, the Northeast 1/4, Southwest 1/4 and the Southeast 1/4 of Section 77, and continuing for a total distance of 2969.39 feet to 1/2-inch Iron Pipe set on said line for the Northeast corner of the herein described tract, same being the Northwest corner of an adjoining 125.1050 Acre Tract, being in the Southeast 1/4 of said Section 77;

THENCE South along the common line of the herein described tract and the aforementioned adjoining 125.1050 Acre Tract, 2722.12 feet to 1/2-inch Iron Pipe set on said line at it's point of intersection, the North line of McAlester Road for the Southeast most corner of the herein described tract, same being the Southwest corner of the aforementioned adjoining 125.1050 Acre Tract;

THENCE North 89 degrees 47 minutes 07 seconds West along the Northline of said McAlester Road, being the South line of the herein described tract 1864.44 feet to 1-inch Iron Pipe found on said line for corner, said point being the Southeast corner of the Mid-Way Rice Dryer Call 2.0 Acre Tract, Recorded in Volume 136, Page 16, Waller County, Deed Records;

THENCE North 28 degrees 16 minutes 52 seconds West along the common line of the herein described tract and the aforementioned adjoining Mid-Way Rice Dryer tract, 193.5 feet to 1/2-inch Iron Pipe set for corner;

THENCE North 00 degrees 45 minutes 00 seconds East 303.9 feet to 1/2-inch Iron Pipe set for the Northeast corner of said Mid-Way Rice Dryer tract, being a re-entry corner to the herein described tract;

THENCE North 88 degrees 30 minutes 00 seconds West, along the North line of said Mid-Way Rice Dryer tract, 170.00 feet to a 3/4-inch Iron Pipe found at it's Northwest corner, same being in the East line of an adjoining 23.4113 Acre Tract, being a part of the aforementioned Southwest 1/4 of said Section 77;

THENCE North 00 degrees 12 minutes 22 seconds East along the East line of said 23.411 Acre Tract, 717.11 feet to 1/2-inch Iron Pipe set at it's Northeast corner for a re-entry corner to the herein described tract;

THENCE West along the North line of said 23.4113 Acre Tract 855.54 feet to a point set on the West line of said Section 77, being located in a resivior for the upper Southwest corner of the herein described 160.0437 Acre Tract;

THENCE North 00 degrees 12 minutes 22 seconds East along the West line of said Section 77, same being the East line of Section 72, 1519.32 feet to Place of BEGINNING and containing 160.0437 acres of land, more or less.

EXHIBIT D

PAGE 1 OF 7

FEE \$70.36

TAX CERTIFICATE

PROFESSIONAL RE TAX SERVICE

4700 W. SAM HOUSTON PKWY N., SUITE 100

HOUSTON, TX 77041

713-232-4350 713-625-8558(FAX)

CUST: PROFESSIONAL RE TAX SERVICE

BRANCH: 17 KIRBY-SWH

ORDER: 1147330697

CLOSER: SR

ORDER TYPE: A

SUBTYPE: R

DATE: 10/12/2011

CAD ACCOUNT NUMBER SUMMARY

315600-003-000-100

315600-005-000-100

315600-007-000-100

333000-005-000-100

SUMMARY OF ALL ACCOUNT(S)

	SUMMARY OF CURRENT YEAR		SUMMARY OF ALL TAXES DUE	
	TAX YEAR	BASE TAX	DUE 10/11	DUE 11/11
WALLER COUNTY	2010	1,174.52	0.00	0.00
ISD - ROYAL (COLLECTED B	2010	2,807.03	0.00	0.00
BROOKSIDE KATY DRAINAGE	2010	160.76	0.00	0.00
WALLER-HARRIS ESD 200 CO	2010	162.57	0.00	0.00
TOTAL TAX		4,304.88	0.00	0.00

***** COMMENTS ***** CAUTION ***** READ BEFORE CLOSING *****

COMMENT	- REQUESTED 125.105 AC & 160.043 AC - REPORTED 119.597 AC & 5.786 AC & 156.767 AC & 2.847 AC
WALLER COUNTY	- EXMP: 065 20,000; DIS 20,000; H/S 5,000 OR 20% (WHICHEVER IS GREATER) COUNTY RATE INCLUDES (CO. 0 659798 & FM 0 036027)
ISD - ROYAL (COLLECTED BY	- PLEASE MAKE CHECKS PAYABLE TO WALLER COUNTY TAX OFFICE. HS:20000; 065:30000; DIS 10000
BROOKSIDE KATY DRAINAGE DI	- EXMP: HM O, 065 20,000, DIS 20,000
WALLER-HARRIS ESD 200 COLL	- HS: -0-; 065 & DIS 50,000 (2004 RATE CHANGED PER DISTRICT AFTER BILLS SENT FROM 0 10 TO 0 0975 ON 10-18-04 PER TAX OFFICE)

CAD#	315600-003-000-100	DBK ESD GWA SRL
DESC	ABS A315600 A-156 H & T C R R CO,TRACT 3,ACRES 156.7677,P/O 743.4811 A CRES P/O 743.4811 ACRES ABST/SUB ID A315600	TR3/VSA
ACREAGE	156.767	
SITUS	MCALLISTER RD	DEED 475 502
MAIL	P O BOX 1188 EAST BERNARD TX 77435-7435	
ASSESSED OWNER(S)	HLAVINKA TERRANCE CATTLE CO	2011 ASSESSED VALUES
		LAND 3,997,580
		IMPROVEMENT 0
		MARKET VALUE 3,997,580
		DEFERRED VALUE 3,952,110
AG EXEMPT - SUBJECT TO ROLLBACK TAXES		SPECIAL VALUE 45,470

TAX CERTIFICATE**PROFESSIONAL RE TAX SERVICE**

4700 W. SAM HOUSTON PKWY N., SUITE 100

HOUSTON, TX 77041

713-232-4350 713-625-8558(FAX)

CUST: PROFESSIONAL RE TAX SERVICE**BRANCH: 17 KIRBY-SWH****ORDER: 1147330697****CLOSER: SR****ORDER TYPE: A****SUBTYPE: R****DATE: 10/12/2011****TAX ENTITY INFORMATION**

WALLER COUNTY		PAYMENTS AS OF		09/02/2011	
730 NINTH ST HEMPSTEAD, TX 77445		11 TAX RATE		0.6958250	
PHONE 979-826-7620		W/O EXEMPT		27,816.16	
EXEMPTIONS NONE		YR	BASE TAX	BASE DUE	DUE 10/11 DUE 11/11
		10	294.09	0.00	*** PAID 12/21/10 ***
SUBTOTAL			294.09	0.00	0.00 0.00
ISD - ROYAL (COLLECTED BY WALLER CO)		PAYMENTS AS OF		09/02/2011	
COLLECTED BY COUNTY		11 TAX RATE		1.5850000	
PHONE 979-826-7620		W/O EXEMPT		63,361.64	
EXEMPTIONS NONE		YR	BASE TAX	BASE DUE	DUE 10/11 DUE 11/11
		10	702.86	0.00	*** PAID 12/21/10 ***
SUBTOTAL			702.86	0.00	0.00 0.00
BROOKSIDE KATY DRAINAGE DIST		PAYMENTS AS OF		09/02/2011	
COLLECTED BY COUNTY		11 TAX RATE		0.0933550	
PHONE 979-826-3357		W/O EXEMPT		3,731.94	
EXEMPTIONS NONE		YR	BASE TAX	BASE DUE	DUE 10/11 DUE 11/11
		10	40.25	0.00	*** PAID 12/21/10 ***
SUBTOTAL			40.25	0.00	0.00 0.00
WALLER-HARRIS ESD 200 COLL BY WALLER CO		PAYMENTS AS OF		09/02/2011	
COLLECTED BY COUNTY		11 TAX RATE		0.0944000	
PHONE 979-826-7620		W/O EXEMPT		3,773.72	
EXEMPTIONS NONE		YR	BASE TAX	BASE DUE	DUE 10/11 DUE 11/11
		10	40.71	0.00	*** PAID 12/21/10 ***
SUBTOTAL			40.71	0.00	0.00 0.00
SUMMARY OF ACCOUNT 315600-003-000-100					
	TAX YEAR	BASE TAX	DUE 10/11	DUE 11/11	
WALLER COUNTY	2010	294.09	0.00	0.00	
ISD - ROYAL (COLLECTED B	2010	702.86	0.00	0.00	
BROOKSIDE KATY DRAINAGE	2010	40.25	0.00	0.00	
WALLER-HARRIS ESD 200 CO	2010	40.71	0.00	0.00	
TOTAL TAX		1,077.91	0.00	0.00	

TAX CERTIFICATE**PROFESSIONAL RE TAX SERVICE**

4700 W. SAM HOUSTON PKWY N., SUITE 100

HOUSTON, TX 77041

713-232-4350 713-625-8558(FAX)

CUST: PROFESSIONAL RE TAX SERVICE

BRANCH: 17 KIRBY-SWH

ORDER: 1147330697

CLOSER: SR

ORDER TYPE: A

SUBTYPE: R

DATE: 10/12/2011

DBK ESD GWA SRL

TR3/VSA

CAD# 315600-005-000-100

DESC ABS A315600 A-156 H & T C R R CO, TRACT 5, ACRES 119.587, P/O 743.4811 AC
RES P/O 743.4811 ACRES ABST/SUB ID A315600

ACREAGE 119.587

SITUS MCALLISTER RD

DEED 475 502

MAIL P O BOX 1188 EAST BERNARD TX 77435-7435

ASSESSED OWNER(S)

2011 ASSESSED VALUES

HLAVINKA TERRANCE CATTLE CO

LAND 3,049,470

IMPROVEMENT 0

MARKET VALUE 3,049,470

DEFERRED VALUE 3,014,790

SPECIAL VALUE 34,680

AG EXEMPT - SUBJECT TO ROLLBACK TAXES

TAX ENTITY INFORMATION**WALLER COUNTY**

PAYMENTS AS OF

09/02/2011

730 NINTH ST HEMPSTEAD, TX 77445

11 TAX RATE 0.6958250

PHONE 979-826-7620

W/O EXEMPT 21,218.97

EXEMPTIONS NONE

YR

BASE TAX

BASE DUE

DUE 10/11

DUE 11/11

10

224.32

0.00

*** PAID 12/20/10 ***

SUBTOTAL

224.32

0.00

0.00

0.00

ISD - ROYAL (COLLECTED BY WALLER CO)

PAYMENTS AS OF

09/02/2011

COLLECTED BY COUNTY

11 TAX RATE 1.5850000

PHONE 979-826-7620

W/O EXEMPT 48,334.10

EXEMPTIONS NONE

YR

BASE TAX

BASE DUE

DUE 10/11

DUE 11/11

10

536.11

0.00

*** PAID 12/20/10 ***

SUBTOTAL

536.11

0.00

0.00

0.00

BROOKSIDE KATY DRAINAGE DIST

PAYMENTS AS OF

09/02/2011

COLLECTED BY COUNTY

11 TAX RATE 0.0933550

PHONE 979-826-3357

W/O EXEMPT 2,846.83

EXEMPTIONS NONE

YR

BASE TAX

BASE DUE

DUE 10/11

DUE 11/11

10

30.70

0.00

*** PAID 12/20/10 ***

SUBTOTAL

30.70

0.00

0.00

0.00

WALLER-HARRIS ESD 200 COLL BY WALLER CO

PAYMENTS AS OF

09/02/2011

COLLECTED BY COUNTY

11 TAX RATE 0.0944000

PHONE 979-826-7620

W/O EXEMPT 2,878.70

EXEMPTIONS NONE

YR

BASE TAX

BASE DUE

DUE 10/11

DUE 11/11

10

31.05

0.00

*** PAID 12/20/10 ***

SUBTOTAL

31.05

0.00

0.00

0.00

TAX CERTIFICATE**PROFESSIONAL RE TAX SERVICE**

4700 W. SAM HOUSTON PKWY N., SUITE 100

HOUSTON, TX 77041

713-232-4350 713-625-8556(FAX)

CUST: PROFESSIONAL RE TAX SERVICE**BRANCH: 17 KIRBY-SWH****ORDER: 1147330697****CLOSER: SR****ORDER TYPE: A****SUBTYPE: R****DATE: 10/12/2011****SUMMARY OF ACCOUNT 315600-005-000-100**

	TAX YEAR	BASE TAX	DUE 10/11	DUE 11/11
WALLER COUNTY	2010	224.32	0.00	0.00
ISD - ROYAL (COLLECTED B	2010	536.11	0.00	0.00
BROOKSIDE KATY DRAINAGE	2010	30.70	0.00	0.00
WALLER-HARRIS ESD 200 CO	2010	31.05	0.00	0.00
TOTAL TAX		822.18	0.00	0.00

CAD#	315600-007-000-100	DBK ESD GWA SRL
DESC	ABS A315600 A-156 H & T C R R CO,TRACT 7,ACRES 5.786,UND INT IN 5.786 AC TR UND INT IN 5.786 AC TR ABST/SUB ID A315600	TR3/VSA
ACREAGE	5.786	
SITUS	CARDIFF RD	DEED 809 92
MAIL	6550 CINDY LANE HOUSTON TX 77008-7008	
ASSESSED OWNER(S)	LOVE DEBORAH STAMPS	2011 ASSESSED VALUES
		LAND 95,470
		IMPROVEMENT 0
		TOTAL VALUE 95,470
ASSESSED AS LAND ONLY		

TAX ENTITY INFORMATION

WALLER COUNTY			PAYMENTS AS OF		09/02/2011
730 NINTH ST HEMPSTEAD, TX 77445			11 TAX RATE		0.6958250
PHONE 979-826-7620			W/O EXEMPT		664.30
EXEMPTIONS NONE	YR	BASE TAX	BASE DUE	DUE 10/11	DUE 11/11
	10	651.13	0.00	*** PAID 01/14/11 ***	
	SUBTOTAL	651.13	0.00	0.00	0.00
ISD - ROYAL (COLLECTED BY WALLER CO)			PAYMENTS AS OF		09/02/2011
COLLECTED BY COUNTY			11 TAX RATE		1.5850000
PHONE 979-826-7620			W/O EXEMPT		1,513.20
EXEMPTIONS NONE	YR	BASE TAX	BASE DUE	DUE 10/11	DUE 11/11
	10	1,556.16	0.00	*** PAID 01/14/11 ***	
	SUBTOTAL	1,556.16	0.00	0.00	0.00
BROOKSIDE KATY DRAINAGE DIST			PAYMENTS AS OF		09/02/2011
COLLECTED BY COUNTY			11 TAX RATE		0.0933550
PHONE 979-826-3357			W/O EXEMPT		89.13
EXEMPTIONS NONE	YR	BASE TAX	BASE DUE	DUE 10/11	DUE 11/11
	10	89.13	0.00	*** PAID 01/14/11 ***	
	SUBTOTAL	89.13	0.00	0.00	0.00

TAX CERTIFICATE**PROFESSIONAL RE TAX SERVICE**

4700 W. SAM HOUSTON PKWY N., SUITE 100

HOUSTON, TX 77041

713-232-4350 713-625-8556(FAX)

CUST: PROFESSIONAL RE TAX SERVICE**BRANCH: 17 KIRBY-SWH****ORDER: 1147330697****CLOSER: SR****ORDER TYPE: A****SUBTYPE: R****DATE: 10/12/2011****WALLER-HARRIS ESD 200 COLL BY WALLER CO****PAYMENTS AS OF****09/02/2011**

COLLECTED BY COUNTY

11 TAX RATE 0.0944000

PHONE 979-826-7620

W/O EXEMPT 90.12

EXEMPTIONS NONE

YR	BASE TAX	BASE DUE	DUE 10/11	DUE 11/11
10	90.12	0.00		*** PAID 01/14/11 ***
SUBTOTAL	90.12	0.00	0.00	0.00

SUMMARY OF ACCOUNT 315800-007-000-100

	TAX YEAR	BASE TAX	DUE 10/11	DUE 11/11
WALLER COUNTY	2010	651.13	0.00	0.00
ISD - ROYAL (COLLECTED B	2010	1,556.16	0.00	0.00
BROOKSIDE KATY DRAINAGE	2010	89.13	0.00	0.00
WALLER-HARRIS ESD 200 CO	2010	90.12	0.00	0.00
TOTAL TAX		2,386.54	0.00	0.00

DBK ESD GWA SRL

TR3/VSA

CAD# 333000-005-000-100

DESC ABS A333000 A-330 T S REESE, TRACT 5, ACRES 2.647, P/O 743.4811 ACRES P/O 743.4811 ACRES ABST/SUB ID A333000

ACREAGE 2.647

SITUS MCALLISTER RD

DEED 475 502

MAIL P O BOX 1188 EAST BERNARD TX 77435-7435

ASSESSED OWNER(S)

2011 ASSESSED VALUES

HLAVINKA TERRANCE CATTLE CO

LAND 67,500

IMPROVEMENT 0

MARKET VALUE 67,500

DEFERRED VALUE 66,730

AG EXEMPT - SUBJECT TO ROLLBACK TAXES

SPECIAL VALUE 770

TAX ENTITY INFORMATION**WALLER COUNTY****PAYMENTS AS OF****09/02/2011**

730 NINTH ST HEMPSTEAD, TX 77445

11 TAX RATE 0.6958250

PHONE 979-826-7620

W/O EXEMPT 469.68

EXEMPTIONS NONE

YR	BASE TAX	BASE DUE	DUE 10/11	DUE 11/11
10	4.98	0.00		*** PAID 12/21/10 ***
SUBTOTAL	4.98	0.00	0.00	0.00

ISD - ROYAL (COLLECTED BY WALLER CO)**PAYMENTS AS OF****09/02/2011**

COLLECTED BY COUNTY

11 TAX RATE 1.5850000

PHONE 979-826-7620

W/O EXEMPT 1,069.88

EXEMPTIONS NONE

YR	BASE TAX	BASE DUE	DUE 10/11	DUE 11/11
10	11.90	0.00		*** PAID 12/21/10 ***
SUBTOTAL	11.90	0.00	0.00	0.00

TAX CERTIFICATE

PROFESSIONAL RE TAX SERVICE
 4700 W. SAM HOUSTON PKWY N., SUITE 100
 HOUSTON, TX 77041
 713-232-4350 713-625-8558(FAX)

CUST: PROFESSIONAL RE TAX SERVICE
ORDER: 1147330697 CLOSER: SR

BRANCH: 17 KIRBY-SWH

ORDER TYPE: A

SUBTYPE: R

DATE: 10/12/2011

BROOKSIDE KATY DRAINAGE DIST

PAYMENTS AS OF

09/02/2011

COLLECTED BY COUNTY
PHONE 979-826-3357

11 TAX RATE 0.0933550
W/O EXEMPT 63.01

EXEMPTIONS NONE

YR	BASE TAX	BASE DUE	DUE 10/11	DUE 11/11
10	0.68	0.00	*** PAID 12/21/10 ***	
SUBTOTAL	0.68	0.00	0.00	0.00

WALLER-HARRIS ESD 200 COLL BY WALLER CO

PAYMENTS AS OF

09/02/2011

COLLECTED BY COUNTY
PHONE 979-826-7620

11 TAX RATE 0.0944000
W/O EXEMPT 63.72

EXEMPTIONS NONE

YR	BASE TAX	BASE DUE	DUE 10/11	DUE 11/11
10	0.69	0.00	*** PAID 12/21/10 ***	
SUBTOTAL	0.69	0.00	0.00	0.00

SUMMARY OF ACCOUNT 333000-005-000-100

	TAX YEAR	BASE TAX	DUE 10/11	DUE 11/11
WALLER COUNTY	2010	4.98	0.00	0.00
ISD - ROYAL (COLLECTED B	2010	11.90	0.00	0.00
BROOKSIDE KATY DRAINAGE	2010	0.68	0.00	0.00
WALLER-HARRIS ESD 200 CO	2010	0.69	0.00	0.00
TOTAL TAX		18.25	0.00	0.00

CERTIFICATION, CONDITIONS AND EXCLUSIONS

THIS CERTIFIES THAT ALL AD VALOREM TAXES APPLICABLE TO THE ABOVE REFERENCED PROPERTY HAVE BEEN CHECKED AND FOUND TO HAVE THE STATUS INDICATED

(1) THIS CERTIFICATION DOES NOT COVER ANY CHANGES MADE TO THE TAX ROLL OR RECORDS AFTER THE "PAYMENT AS OF" DATES LISTED ABOVE (2) THIS DOCUMENT DOES NOT CONSTITUTE A REPORT ON OR CERTIFICATION OF MINERAL (PRODUCTIVE AND NON PRODUCTIVE) TAXES LEASES, PERSONAL PROPERTY TAXES OR OTHER NON AD VALOREM TAXES (SUCH AS PAVING LIENS, STAND-BY CHARGES OR MAINTENANCE ASSESSMENTS) THESE ITEMS MAY BE INCLUDED FOR CONVENIENCE PURPOSES ONLY. (3) THIS CERTIFICATE IS NOT TRANSFERRABLE AND IS ENFORCEABLE ONLY BY THE PARTY TO WHICH IT HAS BEEN ISSUED

PRINTED BY SWH/WAM

HOA CERTIFICATE**PROFESSIONAL RE TAX SERVICE**

4700 W. SAM HOUSTON PKWY N., SUITE 100

HOUSTON, TX 77041

713-232-4350 713-625-8556(FAX)

CUST: PROFESSIONAL RE TAX SERVICE**BRANCH: 17 KIRBY-SWH****ORDER: 1147330697****CLOSER: SR****ORDER TYPE: A****SUBTYPE: R****DATE: 10/12/2011****SELLER** HLAVINKA TERRANCE CATTLE**BUYER** GOYA FOODS, INC**COUNTY** WALLER**SUBD NAME / BLK A0156 H & TC RR CO****NO HOA FOUND FOR A0156 H & TC RR CO**

*** OUR RESEARCH DOES NOT INDICATE THE EXISTENCE OF AN ***

*** HOA. PLEASE VERIFY WITH YOUR TITLE REPORT. IF AN ***

*** HOA IS KNOWN, PLEASE CONTACT DATA TRACE ***

SUMMARY OF ACCOUNT 315600-003-000-100

DESC ABS A315600 A-156 H & T C R R CO,TRACT 3,ACRES 156.7677,P/O 743.4811 A
SITUS MCALLISTER RD

SUMMARY OF ACCOUNT 315600-005-000-100

DESC ABS A315600 A-156 H & T C R R CO,TRACT 5,ACRES 119.587,P/O 743.4811 AC
SITUS MCALLISTER RD

SUMMARY OF ACCOUNT 315600-007-000-100

DESC ABS A315600 A-156 H & T C R R CO,TRACT 7,ACRES 5.786,UND INT IN 5 786
SITUS CARDIFF RD

SUBD NAME / BLK A0333 T.S. REESE**NO HOA FOUND FOR A0333 T.S. REESE**

*** OUR RESEARCH DOES NOT INDICATE THE EXISTENCE OF AN ***

*** HOA. PLEASE VERIFY WITH YOUR TITLE REPORT. IF AN ***

*** HOA IS KNOWN, PLEASE CONTACT DATA TRACE ***

SUMMARY OF ACCOUNT 333000-005-000-100

DESC ABS A333000 A-330 T S REESE,TRACT 5,ACRES 2 647,P/O 743.4811 ACRES P/O
SITUS MCALLISTER RD

14

EXHIBIT E

2010 Manufacturing Wages by Council of Government Region Wages for All Occupations

COG	Wages	
	Hourly	Annual
Texas		
<u>1. Panhandle Regional Planning Commission</u>	\$18.60	\$38,683
<u>2. South Plains Association of Governments</u>	\$16.21	\$33,717
<u>3. NORTEX Regional Planning Commission</u>	\$18.34	\$38,153
<u>4. North Central Texas Council of Governments</u>	\$23.45	\$48,777
<u>5. Ark-Tex Council of Governments</u>	\$15.49	\$32,224
<u>6. East Texas Council of Governments</u>	\$17.63	\$36,672
<u>7. West Central Texas Council of Governments</u>	\$17.48	\$36,352
<u>8. Rio Grande Council of Governments</u>	\$15.71	\$32,683
<u>9. Permian Basin Regional Planning Commission</u>	\$19.90	\$41,398
<u>10. Concho Valley Council of Governments</u>	\$15.33	\$31,891
<u>11. Heart of Texas Council of Governments</u>	\$17.91	\$37,257
<u>12. Capital Area Council of Governments</u>	\$25.37	\$52,778
<u>13. Brazos Valley Council of Governments</u>	\$15.24	\$31,705
<u>14. Deep East Texas Council of Governments</u>	\$15.71	\$32,682
<u>15. South East Texas Regional Planning Commission</u>	\$27.56	\$57,333
<u>16. Houston-Galveston Area Council</u>	\$24.52	\$51,002
<u>17. Golden Crescent Regional Planning Commission</u>	\$20.07	\$41,738
<u>18. Alamo Area Council of Governments</u>	\$17.28	\$35,952
<u>19. South Texas Development Council</u>	\$13.27	\$27,601
<u>20. Coastal Bend Council of Governments</u>	\$21.55	\$44,822
<u>21. Lower Rio Grande Valley Development Council</u>	\$14.35	\$29,846
<u>22. Texoma Council of Governments</u>	\$18.10	\$37,651
<u>23. Central Texas Council of Governments</u>	\$17.21	\$35,788
<u>24. Middle Rio Grande Development Council</u>	\$13.21	\$27,471

Source: Texas Occupational Employment and Wages

Data published: June 2011

Data published annually, next update will be June 2012.

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.

**Average Weekly Wages
Quarterly Census of Employment and Wages**

	Waller County	Gulf Coast Region ¹
NAICS 424	\$479.80	\$1,356.75
NAICS 4249	\$423.54	\$1,155.66
NAICS 424410	na ²	\$1,007.49
NAICS 424410 110%	na ²	\$1,108.24
Manufacturing	\$1,070.79	\$1,471.14
Manufacturing 110%	\$1,177.87	\$1,618.26
Total All Private	\$800.43	\$1,136.70
Total All Private 110%	\$880.47	\$1,250.37
Total Public/Private	\$766.04	\$1,103.14
Total Public/Private 110%	\$842.64	\$1,213.46

1. The Gulf Coast Region includes the following counties: Austin, Brazoria, Chambers, Colorado, Fort Bend, Galveston, Harris, Liberty, Matagorda, Montgomery, Walker, Waller, and Wharton.

2. When one employer comprises 80% or more of the employment for an industry group in a county, or there are fewer than three employers for an industry group in a county, the data is suppressed so as not to reveal information on individual establishments.

Source: Texas Workforce Commission LMCI Dept. Data extracted using LMCI Tracer 10-31-2011

**Average Weekly Wages
Quarterly Census of Employment and Wages**

	Waller County	Gulf Coast Region
MACS 424	\$1,301.75	\$1,301.75
MACS 429	\$423.54	\$423.54
MACS 42420	nd	\$1,887.49
MACS 42440 2100	nd	\$1,301.74
Manufacturing 1100	\$1,070.79	\$1,471.14
Total All Private	\$820.43	\$1,136.70
Total All Private 1100	\$420.47	\$1,320.87
Total Public/Private	\$745.04	\$1,109.14
Total Public/Private 1100	\$462.64	\$1,213.45

1. The Gulf Coast Region includes the following counties: Austin, Brazoria, Chambers, Colorado, Fort Bend, Galveston, Harris, Liberty, Montgomery, Mississippi, Waller, and Wilbarger.

2. When one employer employs 20% or more of the employment for an industry group in a county, or there are fewer than three employers for an industry group in a county, the data is suppressed to avoid disclosure of confidential establishments.

Source: Texas Workforce Commission (TWC) Data extracted using QCEW Year 20-21-2021

Waller County	3rd Qtr 2020	4th Qtr 2020	1st Qtr 2021	2nd Qtr 2021	Average Weekly Wage Last 4 Quarters
Total Wages	\$2,835,270	\$3,261,050	\$3,678,140	\$3,934,820	\$479.80
MACS 424	\$2,340,165	\$2,716,454	\$3,119,073	\$3,361,045	\$423.54
Manuf Employment	473	495	502	495	2294
MACS 424	473	495	502	495	2170
MACS 42420					
Manufacturing Wages	\$3,411,000	\$4,180,000	\$4,800,000	\$5,200,000	\$642.50
Manufacturing Emp	2,704	2,849	2,903	2,817	11,500
MACS 424					
MACS 42420					
Total Wages Private	\$2,835,270	\$3,261,050	\$3,678,140	\$3,934,820	\$479.80
Total Wages Public	\$0	\$0	\$0	\$0	\$0
Total Wages Public/Private	\$2,835,270	\$3,261,050	\$3,678,140	\$3,934,820	\$479.80
Total Emp Public/Private	11,000	11,000	11,000	11,000	11,000

Gulf Coast Region	3rd Qtr 2020	4th Qtr 2020	1st Qtr 2021	2nd Qtr 2021	Average Weekly Wage Last 4 Quarters
Total Wages	\$4,100,000	\$4,500,000	\$4,900,000	\$5,300,000	\$540.00
MACS 424	\$3,400,000	\$3,800,000	\$4,200,000	\$4,600,000	\$450.00
MACS 429	\$700,000	\$700,000	\$700,000	\$700,000	\$700.00
Manuf Employment	473	495	502	495	2294
MACS 424	473	495	502	495	2170
MACS 42420					
Manufacturing Wages	\$4,100,000	\$4,500,000	\$4,900,000	\$5,300,000	\$540.00
Manufacturing Emp	2,704	2,849	2,903	2,817	11,500
MACS 424					
MACS 42420					
Total Wages Private	\$4,100,000	\$4,500,000	\$4,900,000	\$5,300,000	\$540.00
Total Wages Public	\$0	\$0	\$0	\$0	\$0
Total Wages Public/Private	\$4,100,000	\$4,500,000	\$4,900,000	\$5,300,000	\$540.00
Total Emp Public/Private	11,000	11,000	11,000	11,000	11,000

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STATE OF TEXAS
COUNTY OF WALLER

4
IN THE COMMISSIONERS COURT
OF WALLER COUNTY, TEXAS

**ORDER DESIGNATING A REINVESTMENT ZONE
PURSUANT TO SECTIONS 312.401 AND 312.201 OF THE TAX CODE
(THE PROPERTY REDEVELOPMENT AND TAX ABATEMENT ACT)**

BE IT REMEMBERED at a meeting of Commissioners Court of Waller County, Texas, held on the 28th day of March, 2012, on motion made by Frank Pokluda, Commissioner of Precinct No 2, and seconded by Sylvia Cedillo, Commissioner of Precinct No 3, the following Order was adopted:

WHEREAS, the Commissioners Court of Waller County, Texas desires to create the proper economic and social environment to induce the investment of private resources in productive business enterprises located in the county and to provide employment to residents of the area; and,

WHEREAS, it is in the best interest of the county to designate the Goya Foods Manufacturing facility near Brookshire Texas, a reinvestment zone, pursuant to Sections 312.401 and 312.201 of the Tax Code (The Property Redevelopment and Tax Abatement Act)

IT IS THEREFORE ORDERED BY THE COMMISSIONERS COURT OF WALLER COUNTY, TEXAS

- Section 1. That the Commissioners Court hereby designates the Goya Foods[®] Inc. property, 100 Seaview Drive, Secaucus, New Jersey 07094 (mailing purposes only), Waller County, Texas, further described in the legal description attached hereto as Exhibit "A", and made apart hereof for all purposes, as a Reinvestment Zone (the "Zone");
- Section 2 That the Commissioners Court finds that the Zone area meets the qualifications of the Texas Redevelopment and Tax Abatement Act;
- Section 3. That the Commissioners Court has heretofore adopted Tax Abatement and Incentives Policy Guidelines & Criteria for Waller County;
- Section 4 That the Commissioners Court held a public hearing to consider this Order on the 28th day of March, 2012
- Section 5. The Commissioners Court finds that such improvements are feasible and will benefit the Zone after the expiration of the agreement

Section 6. The Commissioners Court finds that creation of the Zone is likely to contribute to the retention or expansion of primary employment in the area and/or would contribute to attract major investments that would be a benefit to the property and that would contribute to the economic development of the community

Section 7. That this Order shall take effect from and after its passage as the law in such cases provides.


Signed this 28th day of March 2012.



GLENN BECKENDORFF
County Judge



COMMISSIONER ODIS STYERS
Precinct No. 1



COMMISSIONER SYLVIA CEDILLO
Precinct No. 3



COMMISSIONER FRANK POKLUDA
Precinct No. 2



COMMISSIONER STAN KITZMAN
Precinct No. 4

Exhibit A

Support documentation for reinvestment zone

Attach copy of plat and legal description (generally available from Title Company at closing) and a site plan showing the approximate location of real property and improvements (buildings, driveways and fences, etc.). Drawing doesn't have to be an engineered drawing, but must show all proposed improvements in the reinvestment zone.

EXHIBIT A

CHARLIE KALKOMEY SURVEYING, INC.

A JONES & CARTER COMPANY

6415 READING ROAD
ROSENBERG, TEXAS 77471
281 342-2033

FIELD NOTES FOR A 130.57 ACRE TRACT OF LAND IN THE H. & T. C. RAILROAD COMPANY SURVEY SECTION 77, ABSTRACT 156, THE H. & T. C. RAILROAD COMPANY SURVEY SECTION 101, ABSTRACT 168, AND THE T. S. REESE SURVEY, ABSTRACT 330, WALLER COUNTY, TEXAS, BEING OUT OF AND A PART OF THAT CERTAIN CALLED 125.105 ACRE TRACT (TRACT 3) AND THAT CERTAIN CALLED 160.0437 ACRE TRACT (TRACT 4) RECORDED IN VOLUME 475, PAGE 502, DEED RECORDS, WALLER COUNTY, TEXAS, WITH ALL BEARINGS BASED UPON THE EAST LINE OF SAID SECTION 77 AS BEING NORTH 01 DEGREES 59 MINUTES 55 SECONDS WEST (ADJOINER CALLED NORTH 01 DEGREES 59 MINUTES 55 SECONDS WEST).

COMMENCING at a ½ inch iron pipe found at the intersection of the apparent occupied west right-of-way line of Shell Plant Road (also called Cardiff Road (width varies)) and the apparent occupied north right-of-way line of McAllister Road (50-foot wide) for the southeast corner of said called 125.105 acre tract, said point being in the west line of an adjoining called 671.451 acre tract (Tract 4) recorded in Volume 0882, Page 441, Official Records, Waller County, Texas, from which point a 2-inch iron pipe found for the southeast corner of said Section 77 bears North 02 degrees 32 minutes 48 seconds West, 114.43 feet (adjoiner called North 02 degrees 32 minutes 48 seconds West, 114.43 feet);

THENCE South 88 degrees 44 minutes 46 seconds West (called South 89 degrees 47 minutes 07 seconds West) along the south line of said called 125.105 acre tract, same being the apparent occupied north right-of-way line of McAllister Road, 660.67 feet to a ½ inch iron pipe with cap marked "Kalkomey Surveying" set on said line for the lower southeast corner and **Place of Beginning** of the herein described tract;

THENCE South 88 degrees 44 minutes 46 seconds West (called North 89 degrees 47 minutes 07 seconds West) along the south line of the herein described tract and the south line of said called 125.105 acre tract, same being the apparent occupied north right-of-way line of McAllister Road, at 1,689.71 feet pass a ½ inch iron pipe found on said line for the southwest corner of said called 125.105 acre tract, same being the southeast corner of the aforementioned called 160.0437 acre tract, and continuing for a total distance of 2,009.83 feet to a ½ inch iron pipe found for the southwest corner of the herein described tract;

THENCE North 01 degree 27 minutes 59 seconds West (called North) establishing the west line of the herein described tract, severing said called 160.0437 acre tract, 2,721.52 feet (called 2,720.92 feet) to a ½ inch iron pipe found for the northwest corner of the herein described tract, same being the southeast corner of an adjoining called 160.104 acre tract (Tract 1) recorded in Volume 475, Page 502, Deed Records, Waller County, Texas, and the southwest corner of an adjoining tract being called the Northeast Quarter of Section 77 recorded in Volume 442, Page 928, Deed Records, Waller County, Texas, from which point a found 1-½ inch bent iron pipe bears South 60 degrees 06 minutes 35 seconds West, 9.44 feet;

CHARLIE KALKOMEY
REGISTERED PROFESSIONAL LAND SURVEYOR

CHARLES A. KALKOMEY
REGISTERED PROFESSIONAL LAND SURVEYOR

CHRIS D. KALKOMEY
REGISTERED PROFESSIONAL LAND SURVEYOR

THENCE North 88 degrees 32 minutes 30 seconds East along the north line of the herein described tract and the north line of said called 160.0437 acre tract, same being the south line of said adjoining called Northeast Quarter of Section 77 tract, at 320.18 feet pass the northeast corner of said called 160.0437 acre tract, same being the northwest corner of the aforementioned called 125.105 acre tract, at 2,604.66 feet pass a ½ inch iron pipe found on said line for reference, and continuing for a total distance of 2,644.01 feet to a ½ inch iron pipe with cap marked "Kalkomey Surveying" set for the northeast corner of the herein described tract, same being the southeast corner of said adjoining called Northeast Quarter of Section 77 tract, said point being in the east line of said Section 77, same being the west line of the aforementioned adjoining called 671.451 acre tract, and the west line of the adjoining J. G. Bennett Survey, Abstract 291, and being located within Shell Plant Road, from which point a found ½ inch iron rod bears North 03 degrees 13 minutes 51 seconds West, 14.83 feet;

THENCE South 01 degree 59 minutes 55 seconds East (called South 00 degrees 19 minutes 23 seconds East, adjoiner called South 01 degree 59 minutes 55 seconds East) along the upper east line of the herein described tract and the east line of said Section 77, same being the west line of said adjoining J. G. Bennett Survey, Abstract 291, as located in Shell Plant Road, 436.96 feet (called 436.89 feet) to a ½ inch iron pipe with cap marked "Kalkomey Surveying" set for the upper southeast corner of the herein described tract, same being the northeast corner of an adjoining called 0.32 acre tract recorded in Volume 0626, Page 717, Official Records, Waller County, Texas, described in Volume 137, Page 195, Deed Records, Waller County, Texas;

THENCE South 88 degrees 00 minutes 17 seconds West (called South 89 degrees 28 minutes 28 seconds West) along the common line of the herein described tract and said adjoining called 0.32 acre tract, 690.95 feet (called 700 feet) to a ½ inch iron pipe found for a reentry corner to the herein described tract and a reentry corner to said called 125.105 acre tract, same being the northwest corner of said adjoining 0.32 acre tract;

THENCE South 02 degrees 20 minutes 18 seconds East (called South 00 degrees 38 minutes 08 seconds East) continuing along said common line, 20.00 feet (called 20 feet) to a ½ inch iron pipe found for corner, said point being the southwest corner of said adjoining called 0.32 acre tract, and being in the north line of an adjoining called 0.92 acre tract recorded in Volume 0626, Page 717, Official Records, Waller County, Texas, described in Volume 137, Page 326, Deed Records, Waller County, Texas;

THENCE South 88 degrees 00 minutes 36 seconds West (called South 89 degrees 28 minutes 28 seconds West) along the common line of the herein described tract and said adjoining called 0.92 acre tract, 172.76 feet (called 172.85 feet) to a ½ inch iron pipe found for a reentry corner to the herein described tract and a reentry corner to said called 125.105 acre tract, same being the northwest corner of said adjoining called 0.92 acre tract;

THENCE South 02 degrees 05 minutes 46 seconds East (called South 00 degrees 38 minutes 08 seconds East) continuing along said common line, 200.13 feet (called 200 feet) to a ½ inch iron pipe found for a reentry corner to the herein described tract and a reentry corner to said called 125.105 acre tract, same being the southwest corner of said adjoining called 0.92 acre tract;

THENCE North 87 degrees 58 minutes 03 seconds East (called North 89 degrees 28 minutes 28 seconds East) continuing along said line, 200.13 feet (called 200 feet) to ½ inch iron pipe found for corner, said point being the southeast corner of said adjoining called 0.92 acre tract, and being in the west line of the adjoining residue of a called 20 acre tract recorded in Volume 0626, Page 717, Official Records, Waller County, Texas, described in Volume 146, Page 181, Deed Records, Waller County, Texas;

THENCE South 02 degrees 05 minutes 55 seconds East (called South 00 degrees 38 minutes 08 seconds East) along the lower east line of the herein described tract and an interior line of said called 125.105 acre tract, same being the west line of said adjoining residue of a called 20 acre tract, and along the west line of an adjoining called 10.807 acre tract recorded in Volume 0807, Page 634, Official Records, Waller County, Texas, at 270.06 feet pass a ½ inch iron pipe found 1.93 feet left of said line, at 1,120.00 feet (called 1,120.00 feet) pass a ¼ inch iron rod found for a reentry corner to said called 125.105 acre tract, same being the southwest corner of said adjoining called 10.807 acre tract, and continuing for a total distance of 2,065.69 feet to the Place of Beginning and containing 130.57 acres of land, more or less.

For reference and further description see Survey Plat No. R8006-093-00 prepared by the undersigned on same date.




Chris D. Kalkomey, R.P.L.S.
Texas Registration Number 5869
October 20, 2011

Job Number R8006-093-00

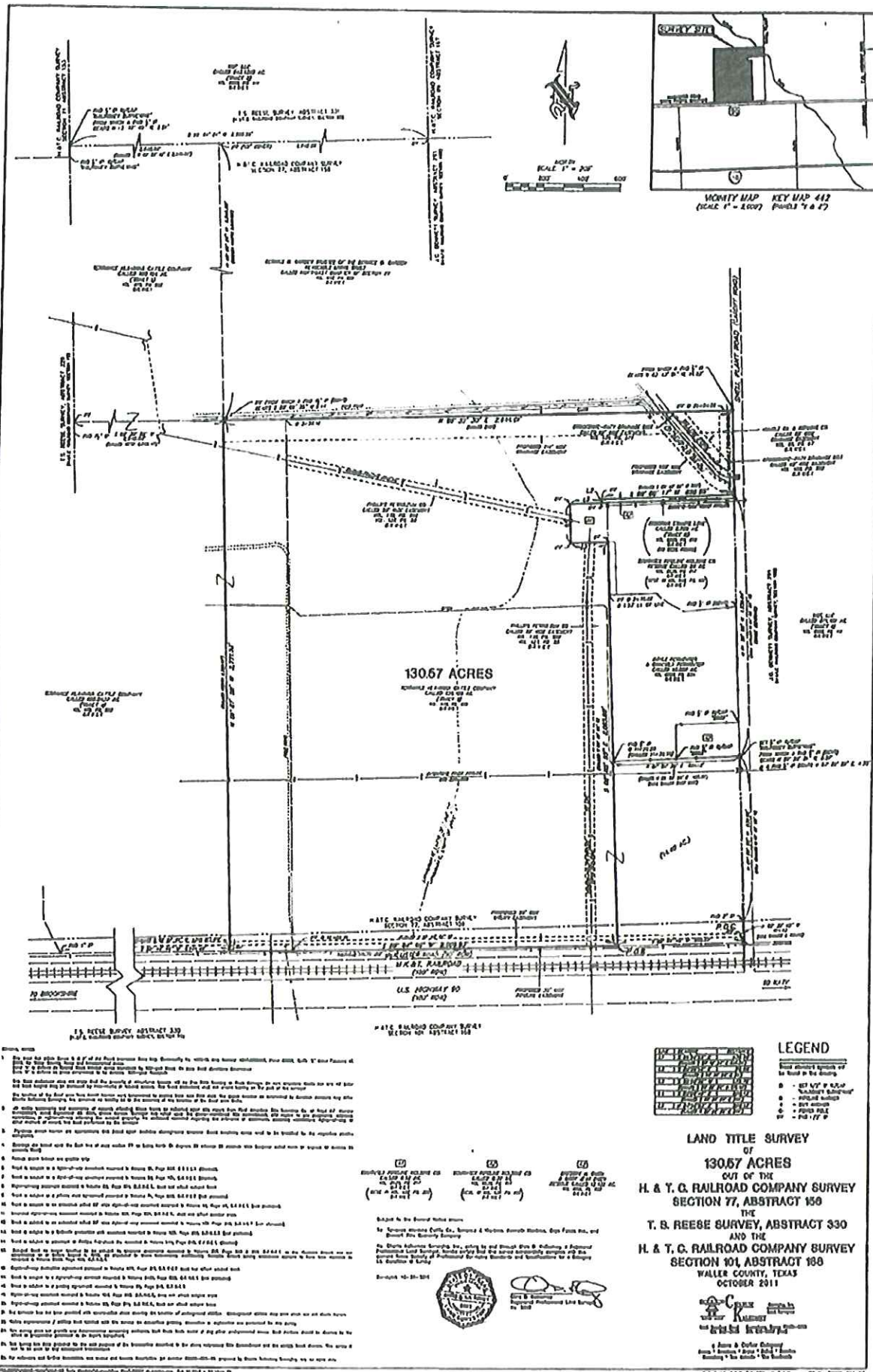


Exhibit A-1

SECTION 2: PROJECT DESCRIPTION & PROPOSED IMPROVEMENTS

The project consists of the design and construction of a new 300,000 square foot building to serve as a distribution center and manufacturing facility of food and beverage products on a 130 acre tract of land that is currently vacant. The project also includes the installation of bean processing and canning machinery and equipment. The proposed improvements include land, building, hydrostatic cooker, tanks and pumps, soaking and blanching system, palletizer and conveying system. The plant has the capacity to produce 3,000,000 cases. The start date is projected to be mid-2012 with an end date of December 2013.

Goya Foods, Inc. | 130 ACRE TRACT - Vicinity Map



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**TAX ABATEMENT POLICY
GUIDELINES & CRITERIA
FOR WALLER COUNTY**

Whereas, the creation and retention of job opportunities that bring new wealth into Waller County is a high priority; and

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

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

Whereas, any tax incentives offered in Waller County would be strictly limited in application to those new and existing industries that bring new wealth to the community; and

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

Whereas, effective September 1, 1987, Texas law, pursuant to Chapter 312 of the Texas Tax Code, requires any eligible taxing jurisdiction to establish guidelines and criteria as to eligibility for tax abatement agreements prior to granting of any future tax abatement, said guidelines and criteria to be unchanged for a two year period unless amended by a three-quarters vote of Commissioners' Court; and

Whereas, these guidelines and criteria shall not be construed as implying or suggesting that Waller County is under an obligation to provide tax abatement or other incentive to any applicant; and all applicants shall be considered on a case-by-case basis;

Now, therefore, be it resolved, that Waller County Commissioners' Court does hereby adopt these Guidelines and Criteria for granting tax abatement in reinvestment zones in Waller County, Texas.

DEFINITIONS - Section I

- a. **"Abatement"** means the full or partial exemption from ad valorem taxes of certain real and personal property in a reinvestment zone designated by Waller County for economic development purposes.
- b. **"Affected jurisdiction"** means Waller County and any municipality or school district, the majority of which is located in Waller County that levies ad valorem taxes upon and provides services to property located within the proposed or existing reinvestment zone

designated by Waller County.

- c. **"Agreement"** means a contractual agreement between a property owner and/or lessee and Waller County for the purposes of tax abatement.
- d. **"Base year value"** means the assessed value of eligible property January 1 preceding the execution of the agreement plus the agreed upon value of eligible property improvements made after January 1, but before the execution of the agreement.
- e. **"Deferred maintenance"** means improvements necessary for continued operations which do not improve productivity or alter the process technology.
- f. **"Distribution Center Facility"** means buildings and structures, including fixed machinery and equipment, used or to be used primarily to receive, store, service or distribute goods or materials owned by the facility operator where a majority of the goods or services are distributed to points outside of any part of Waller County.
- g. **"Expansion"** means the addition of buildings, structures, fixed machinery or equipment for purposes of increasing production capacity.
- h. **"Facility"** means property improvements completed or in the process of construction which together comprise an integral whole.
- i. **"Hospital"** as defined in Texas Health & Safety Code Section 241.003.
- j. **"Manufacturing Facility"** means products, buildings and structures, including machinery and equipment, the primary purpose of which is or will be the manufacture of tangible goods or materials or the processing of such goods or materials by physical or chemical change.
- k. **"Modernization"** means a complete or partial demolition of facilities and the completion of partial reconstruction or installation of a facility or facilities of similar or expanded production capacity. Modernization may result from the construction, alteration, or installation of buildings, structures, machinery or equipment. Modernization shall include improvements for the purpose of increasing productivity or updating the technology of machinery and equipment, or both.
- l. **"New Facility"** means a property previously undeveloped which is placed into service by means other than or in conjunction with expansion or modernization.
- m. **"Other Basic Industry"** means buildings and structures including fixed machinery and equipment not elsewhere described, used or to be used for the production of products or services, which serve a market primarily outside of Waller County, resulting in the creation of new permanent jobs bringing in new wealth.

- n. **"Productive Life"** means the number of years a property improvement is expected to be in service in a facility.
- o. **"Regional Entertainment/Tourism Facility"** means buildings and structures, including fixed machinery and equipment, used or to be used to provide entertainment through the admission of the general public where the majority of users reside outside any part of Waller County.
- p. **"Research Facility"** means buildings and structures, including fixed machinery and equipment, used or to be used primarily for research or experimentation to improve or develop new tangible goods or materials or to improve or develop the production processes thereto.
- q. **"Regional Service Facility"** means buildings and structures, including fixed machinery and equipment, used or to be used to service goods where a majority of the goods being serviced originate outside any part of Waller County.
- r. **"Spec Building"** means the new building construction to create an enclosed area of a commercial facility that would normally qualify for abatements built without an occupying tenant at the time the construction is complete.
- s. **"Urgent Care Facility"** a facility dedicated to the delivery of unscheduled, walk-in diagnosis and treatment of acute, but non-life threatening injuries and illnesses, outside of a hospital emergency department or doctor's office.

ABATEMENT AUTHORIZED - Section II

- a. **Authorized Facility.** A facility may be eligible for abatement if it is a Manufacturing Facility, Research Facility, Distribution Center, Regional Service Facility, Regional Entertainment Facility, Spec Building, Hospital, Urgent Care Facility or Other Basic Industry.
- b. **Creation of New Value.** Abatement may only be granted for the additional value of eligible property improvements made subsequent to and specified in an abatement agreement between Waller County and the property owner and/or lessee, subject to such limitations as Waller County Commissioners' Court may require.
- c. **New and Existing Facilities.** Abatement may be granted for new facilities and improvements to existing facilities for purposes of modernization or expansion.
- d. **Eligible Property.** Abatement may be extended to the value of buildings, structures, fixed machinery and equipment, site improvements and related fixed improvements

necessary to the operation and administration of the facility.

- e. **Ineligible Property.** The following types of property shall be fully taxable and ineligible for abatement: land; inventories; supplies; tools; furnishings, and other forms of movable personal property; vehicles; vessels; aircraft; housing; hotels accommodations; retail facilities; deferred maintenance investments; property to be rented or leased except as provided in Section II (f); improvements for the generation or transmission of electrical energy not wholly consumed by a new facility or expansion; any improvements, including those to produce, store or distribute natural gas, fluids or gases, which are not integral to the operation of the facility; property which has a productive life of less than 10 years; property owned or used by the State of Texas or its political subdivisions or by any organization owned, operated or directed by a political subdivision of the State of Texas.
- f. **Owned/Leased Facilities.** If a leased facility is granted abatement the agreement shall be executed with the lessor and the lessee.
- g. **Value and Term of Abatement.** Abatement shall be granted effective with the January 1 valuation date immediately following the date of execution of the agreement. The value of new eligible properties shall be abated according to the approved agreement between applicant and the governing body. The governing body, in its sole discretion, shall determine the amount of any abatement. The table in the attached Exhibit "A", incorporated herein by reference, shall be the maximum abatement available.

The abatement may be extended through an initial agreement and a subsequent agreement as may be required to comply with state law regarding the term of the reinvestment zone.
- h. **Construction in Progress.** If a qualifying facility has not been placed in service as of January 1 following execution of the abatement agreement, the tax payer may apply for a one year extension of the term of abatement. Said extension must be applied for prior to the end of the calendar year in which the abatement agreement is executed.
- i. **Economic Qualification.** In order to be eligible for designation as a reinvestment zone and receive tax abatement the planned improvements:
 - 1. Must be expected to have an increased appraised ad valorem tax value of at least \$500,000 for existing qualifying facilities or \$1,000,000 for new qualifying facilities based upon the Waller County Appraisal District's assessment of the eligible property.
 - 2. Must be expected to retain or create employment on a permanent basis in Waller County.
 - 3. Must not be expected to solely or primarily have the effect of transferring employment from one part of Waller County to another.
 - 4. Must be necessary because capacity cannot be provided efficiently utilizing

existing improved property when reasonable allowance is made for necessary improvements.

5. Must have no serious adverse effect on jurisdictions.
6. Must be in an area outside of the taxing jurisdiction of an incorporated city or town, unless the city or town has granted a tax abatement for the planned improvements, and ninety (90) days have not passed since the granting of such abatement.
7. Must have a significantly positive result from the economic impact analysis performed as part of the application process.

j. **Standards for Tax Abatement.** The following factors, among others, shall be considered in determining whether to grant Tax Abatement:

1. The value of land and existing improvement, if any.
2. The type and value of the proposed improvements.
3. The expected economic life of the proposed improvements.
4. The number and quality of existing, permanent jobs to be retained by the proposed improvements.
5. The number of new permanent jobs to be created by the proposed improvements.
6. The amount of local payroll to be created or enhanced.
7. Whether the new jobs to be created will be filled by persons residing or projected to reside in the County.
8. The amount of property tax base valuation will be increased during the term of Abatement and after Abatement.
9. The costs to be incurred by the County to provide facilities or services directly resulting from the new improvements.
10. The amount of ad valorem taxes to be paid the County during the Abatement period - considering (a) existing values, (b) the percentage of new value abated, (c) the Abatement period, and (d) the value after expiration of the Abatement period.
11. The population growth of the County that might occur as a direct result of new improvements.
12. The types and values of public improvements, if any, to be made by applicant seeking Abatement.
13. The impact on the business opportunities of existing businesses.
14. The attraction of other new businesses to the area.
15. Whether the project is environmentally compatible with the community.
16. The company profile - when established - including business references, principal bank, audited financial statement and Business Plan.

Each application shall be reviewed on its merit, utilizing the factors provided above. After such review, Abatement may be denied entirely or may be granted to the extent deemed appropriate after full evaluation.

- k. **Denial of Abatement.** No Abatement Agreement shall be authorized if it is determined that:
1. There would be substantial adverse affect on the tax base or costs associated with the providing of government services.
 2. The applicant has insufficient financial capacity, which reasonably could be expected to jeopardize the success of the undertaking.
 3. The planned or potential use of the property would constitute a hazard to public safety, health or morals.
 4. The area considered for abatement lies within the taxing jurisdiction of an incorporated city or town, unless the city or town has already granted abatement to the concerned entity and ninety (90) days have not passed since the granting of such abatement.
 5. Granting abatement might lead to the violation of other codes or laws.
 6. For any other reason deemed appropriate by Commissioners' Court.
- k. **Taxability.** From the execution of the abatement to the end of the agreement period taxes shall be payable as follows:
1. The value of ineligible property as provided in Section II (e) shall be fully taxable;
 2. The base year value of existing eligible property as determined each year shall be fully taxable; and
 3. The additional value of new eligible property shall be taxable in the manner described in Section II (h).

APPLICATION - Section III

- a. Any present or potential owner of taxable property in Waller County may request the creation of a reinvestment zone and tax abatement by filing a written request, along with application processing fee, with the County Judge of Waller County.
- b. The application shall consist of a completed application form accompanied by:
1. A copy of the executive overview from a completed economic impact analysis.
 2. A general description of the proposed use and the general nature and extent of the modernization, expansion or new improvements to be undertaken.
 3. A descriptive list of the improvements which will be a part of the facility;
 4. A site map and property description;
 5. A time schedule for undertaking and completing the planned improvements. In the case of modernization, a statement of the assessed value of the facility, separately stated for real and personal property, shall be given for the tax year immediately preceding the application. The application form may require such financial and other information as the County deems appropriate for evaluating the financial capacity and other factors of the applicant.
 6. Disclosure of any environmental permits required or additional environmental

impacts.

- c. Upon receipt of a completed application and prior to acting on the application, the County Judge shall (1) notify in writing the presiding officer of the legislative body of each taxing unit in which the property to be subject to the agreement is located not later than the seventh day before the public hearing and (2) publish in a newspaper of general circulation within such taxing jurisdiction not later than the seventh day before the public hearing. Before acting upon the application, Waller County shall through public hearing afford the applicant and the designated representative of any affected jurisdiction, and any other interested person, opportunity to show cause why the abatement should or should not be granted. Notice of the public hearing shall be clearly identified on Commissioners' Court agenda to be posted at least seven (7) days prior to the hearing.
- d. Waller County, not more than 60 days after receipt of the application, shall by order either approve or disapprove the application for tax abatement at a regularly scheduled meeting by a majority vote. The county judge shall notify the applicant of approval or disapproval. If disapproved, a Commissioner may request a second review, in which case a new application and hearing shall be required.
- e. Waller County shall not establish a reinvestment zone for the purpose of abatement if it finds that the request for the abatement was filed after the commencement of construction, alteration, or installation of improvements related to a proposed modernization, expansion, or construction of new facility.
- f. **Variance.** Requests for variance from the provisions of Section II may be made in written form to the Commissioners' Court. Such request shall include all the items listed in Section III (b), together with a complete description of the circumstances which prompt the applicant to request a variance. The approval process for a variance request requires a three-fourths (3/4) vote of the governing body and shall be identical to that for a standard application and may be supplemented by such additional requirements as may be deemed necessary by the Commissioners' Court.
- g. **Confidentiality Required.** Information that is provided to the County in connection with an application or request for Tax Abatement and that describes the specific processes or business activities to be conducted or the equipment or other property to be located on the property for which Tax Abatement is sought is confidential and not subject to public disclosure until the Tax Abatement Agreement is executed. That information in the custody of a taxing unit after the Agreement is executed is Public Record, and not confidential.

PUBLIC HEARING - Section IV

- a. Should any affected jurisdiction be able to show cause in the public hearing why the granting of abatement will have a substantial adverse affect on its bonds, tax revenue, service capacity or the provision of service, that showing shall be reason for the Commissioners' Court to deny any designation of the reinvestment zone, the granting of abatement, or both.
- b. Neither a reinvestment zone nor abatement agreement shall be authorized if it is determined that:
 - 1. There would be a substantial adverse affect on the provision of government service or tax base;
 - 2. The applicant has insufficient financial capacity;
 - 3. Planned or potential use of the property would constitute a hazard to public safety, health or morals; or,
 - 4. Planned or potential use of the property violates other codes or laws.
 - 5. Use of the property as planned does not comply with the overall developmental goals of the county.
- c. Following the public hearing, the Commissioners' Court must make affirmative findings in the minutes of the Court that:
 - 1. Designation of the reinvestment zone would contribute to the retention or expansion of primary employment.
 - 2. Designation of the zone would attract major investment in the zone that would benefit the property within the zone.
 - 3. Designation of the zone would contribute to the economic development of the county.

AGREEMENT - Section V

- a. **Notice to Jurisdictions.** Not later than the seventh day before the date on which Waller County enters into the Abatement Agreement, the County shall deliver to the presiding officer of the governing body of each other taxing unit in which the property is located a written notice that the County intends to enter into the Agreement, along with a copy of the proposed agreement.
- b. After approval, Waller County shall formally pass an order and execute an agreement with the owner of the facility and lessee as required which shall include:
 - 1. Estimated value to be abated and the base year value;
 - 2. Percent of value to be abated each year as provided in Section II (h);
 - 3. The commencement date and the termination date of abatement;
 - 4. The proposed use of the facility; nature of construction, time schedule, map,

- property description and improvements list as provided in the abatement application.
5. Contractual obligations in the event of default, violations of terms or conditions, delinquent taxes, recapture, administration and assignment as provided herein and other provisions that may be required for uniformity or by State law and;
 6. Size of investment and average number of jobs involved for the period of Abatement.
- c. Such agreement shall be executed within sixty (60) days after the later of the date applicant has forwarded all necessary information and documentation to Waller County or the date of the approval of the application.
- d. **Mandatory contract provisions.** Any tax abatement entered into by the County must:
1. Include a list of the kind, number, and location of all proposed improvements to the property.
 2. Provide access to and authorize inspection of the property by the taxing unit to ensure compliance with the agreement.
 3. Limit the use of the property consistent with the taxing unit's development goals.
 4. Provide for recapturing property tax revenues that are lost if the owner fails to make the improvements or create the jobs as provided by the application/agreement.
 5. Include each term that was agreed upon with the property owner and require the owner to annually certify compliance with the terms of the agreement to each taxing unit.
 6. Allow the taxing unit to cancel or modify the agreement at any time if the property owner fails to comply with the terms of the agreement.

RECAPTURE - Section VI

- a. In the event that the facility is completed and begins producing products or services, but subsequently discontinues producing products or services for any reason excepting fire, explosion or other casualty or accident or natural disaster for a period of one year during the abatement period, then the agreement shall terminate and so shall the abatement of the taxes for the calendar year during which the facility no longer produces. The taxes otherwise abated for that calendar year shall be paid to the County within sixty (60) days from the date of termination.
- b. Should the County determine that the company or individual is in default according to the terms and conditions of its agreement, the County shall notify the company or individual in writing at the address stated in the agreement, and if such is not cured within sixty (60) days from the date of such notice ("Cure Period"), then the agreement may be terminated.

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

ADMINISTRATION - Section VII

- a. The Chief Appraiser of Waller County shall annually determine an assessment of the real and personal property comprising the reinvestment zone. Each year, the company or individual receiving abatement shall furnish the Appraiser with such information as may be necessary for the abatement, including the number of new or retained employees associated with the facility. Once value has been established, the Chief Appraiser shall notify the affected jurisdictions which levy taxes of the amount of the assessment.
- b. The agreement shall stipulate that employees and/or designated representatives of Waller County will have access to the reinvestment zone during the term of the abatement to inspect the facility to determine if the terms and conditions of the agreement are being met. All inspections will be made only after the giving of twenty-four (24) hours notice and will only be conducted in a manner as to not unreasonably interfere with the construction and/or operation of the facility. All inspections will be made with one or more representatives of the company or individual and in accordance with its safety standards.
- c. Upon completion of construction Waller County shall annually evaluate each facility receiving abatement to insure compliance with the agreement and report possible violations of the contract and agreement to the Commissioner's Court.
- d. **Timely Filing.** The County shall timely file with the State Comptroller's Office all information required by the Tax Code.

ASSIGNMENT - Section VIII

- a. Abatement may be transferred and assigned by the holder to a new owner or lessee of the same facility upon the approval by resolution of Waller County Commissioners' Court subject to the financial capacity of the assignee and provided that all conditions and obligations in the abatement agreement are guaranteed by the execution of a new contractual agreement with the County.
- b. The contractual agreement with the new owner or lessee shall not exceed the termination date of the abatement agreement with the original owner and/or lessee.

- c. No assignment or transfer shall be approved if the parties to existing agreement, the new owner, or new lessee are liable to Waller County or any affected jurisdiction for outstanding taxes or other obligations.
- d. Approval shall not be unreasonably withheld.

SUNSET PROVISION - Section IX

- a. These Guidelines and Criteria are effective upon the date of their adoption and will remain in force for two (2) years, unless amended by three-quarters (3/4) vote of the Commissioners' Court of Waller County as so provided for in the Tax Code, at which time all Reinvestment Zones and Tax Abatement Agreements, created pursuant to these provisions will be reviewed by the County to determine whether the goals have been achieved. Based on that review, the Guidelines and Criteria will be modified, renewed or eliminated.
- b. This policy is mutually exclusive of existing Industrial District Contract and owners of real property in areas deserving of special attention as agreed by the affected jurisdictions.
- c. This policy is effective this 12th Day of February, 2008, and supersedes any previous policy on Tax Abatement. It will remain in effect until changed by court order.

DISCRETION OF THE COUNTY - Section X

The adoption of these guidelines and criteria by Waller County does not:

- 1. Limit the discretion of the Commissioners' Court to decide whether to enter into a specific Tax Abatement Agreement.
- 2. Limit the discretion of the Commissioners' Court to delegate to its employees the authority to determine whether or not the Commissioners' Court should consider a particular application or request for Tax Abatement.
- 3. Create any property, contract, or other legal right in any person, partnership, corporation or other entity to have the Commissioners' Court consider or grant a specific application or request for Tax Abatement.