Attachment A

Application

O'HANLON, MCCOLLOM & DEMERATH

ATTORNEYS AND COUNSELORS AT LAW

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CERTIFIED, CIVIL APPELLATE
CERTIFIED, CIVIL TRIAL

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CERTIFIED, CIVIL APPELLATE
CERTIFIED, LABOR AND EMPLOYMENT
TEXAS BOARD OF LEGAL SPECIALIZATION

JUSTIN DEMERATH

October 17, 2012

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

RE: Application to the Brazosport Independent School District from Freeport LNG Development, L. P.

To the Local Government Assistance & Economic Analysis Division:

In response to the request for further information, the company has prepared a supplemented application for project #244, Brazosport ISD-Freeport LNG. Page 5 and Page 8 of the Application have been updated. The company has also modified Schedule D to outline the details of the abatements from other taxing entities. The affiliate explanation found at Attachment 3 has been slightly modified. Finally, the company has provided more detail on the maps of the qualified investment and qualified property that are found at Attachments 7 and 9.

Due to the size of the file, an electronic copy is not attached. We will hand deliver a copy to your office. Please feel free to contact me with questions.

Sincerely,

Kevin O'Hanlon
School District Consultant

CHAPTER 313 APPLICATION

FOR APPRAISED VALUE LIMITATION

TO BRAZOSPORT I.S.D.

APPLICATION I

August 31, 2012

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: 8/31/12

First Name: Karin	Last Name: Holacka
Title: Superintendent	
School District Name: Brazosport ISD	
Street Address: 301 Brazosport Dr, Clute TX 77531 (Wood)	
Mailing Address: PO Drawer Z	
City: Freeport	State: TX / ZIP: 77542
Phone Number: 979-730-7000	Fax Number: 979-266-2486
Mobile Number (optional):	E-mail Address: kholacka@brazosportisd.net

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

Will consultant be primary contact? . . . . . ☑ Yes ☐ No

SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized School District Consultant (If Applicable)

First Name	Last Name
Daniel T.	Casey

Title: Partner

Firm Name: Moak, Casey & Associates LLP

Street Address: 400 W. 15th Street, Suite 1410

Mailing Address: 400 W. 15th Street, Suite 1410

City	State	ZIP
Austin	TX	78701-1648

Phone Number	Fax Number
512-485-7878	512-485-7888

Mobile Number (Optional)	E-mail Address
	dcasey@moakcasey.com

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: 9/4/12

Has the district determined this application complete? ☑ Yes ☐ No

If yes, date determined complete. 9/4/12

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	will supplement

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION

Authorized Business Representative (Applicant)

First Name: Hugh
Last Name: Urbantke
Title: President
Organization: Freeport LNG Development, L.P.
Street Address: 333 Clay St., Suite 5050
Mailing Address: 333 Clay St., Suite 5050
City: Houston
State: TX
ZIP: 77002-4173
Phone Number: 713-980-2888
Fax Number: 713-980-2903
Mobile Number (optional):
Business e-mail Address: HUrbantke@freeportlng.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: Lauren
Last Name: Mahood
Title: Commercial Analyst
Organization: Freeport LNG Development, L.P.
Street Address: 333 Clay St., Suite 5050
Mailing Address: 333 Clay St., Suite 5050
City: Houston
State: TX
ZIP: 77002-4173
Phone Number: 713-634-3502
Fax Number: 713-980-2903
Mobile Number (optional):
E-mail Address: lmahood@freeportlng.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	Last Name
Wes	Jackson

Title
Partner

Firm Name
Cummings Westlake LLC

Street Address
12837 Louetta Rd, Suite 201

Mailing Address
12837 Louetta Rd, Suite 201

City	State	ZIP
Cypress	TX	77429

Phone Number	Fax Number
713-266-4456 x1	713-266-2333

Business email Address
wjackson@cwlp.net

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
[signature]	8-30-12

GIVEN under my hand and seal of office this 30 day of August, 2012

SUSAN L. SMITH
My Commission Expires
May 20, 2015

Susan Smith
Notary Public, State of Texas

(Notary Seal)

My commission expires May 20, 2015

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(i)? . . . . . ☐ 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(i)? . . . ☐ Yes ☑ No

BUSINESS APPLICANT INFORMATION

*FLNG Land II, Inc. TX Tax ID # 32017307565
*FLNG Liquefaction, LLC TX Tax ID # 32043147043
*FLIQ Common Facilities, LLC TX Tax ID # 32048786746
*Angler Pipeline, LLC TX Tax ID # 32041445050

Legal Name under which application is made

Freeport LNG Development, L.P. and its affiliates *:

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

12700304111

NAICS code

325120

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.

Brazosport ISD - 2011 (Freeport LNG will request Brazosport ISD to cancel this agreement effective 12/31/12)

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.)*

Limited Partnership

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

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.)

ELIGIBILTY 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 Attachment # 4

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

See Attachment # 4A

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 Q4 2013

Begin Hiring New Employees Q2-Q3 2016

Construction Complete Q4 2017

Fully Operational Q4 2017

Purchase Machinery & Equipment Q4 2013 - Q3 2017

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? Q4 2017

ECONOMIC INCENTIVES

Identify state programs the project will apply for:

State Source	Amount
Currently evaluating benefits of making application to:	
Texas Enterprise Zone Program	
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.)

We have filed and received approval for a Chapter 312 tax abatement with Brazoria County and are in the process of filing for Chapter 312 tax abatements with Velasco Drainage District, Brazosport College District, and Port Freeport.

THE PROPERTY

Identify county or counties in which the proposed project will be located Brazoria

Central Appraisal District (CAD) that will be responsible for appraising the property Brazoria

Will 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: Brazoria (100%) (Name and percent of project)

City: n/a (Name and percent of project)

Hospital District: n/a (Name and percent of project)

Water District: Velasco Drainage District (100%) (Name and percent of project)

Other (describe): Port Freeport (100%) (Name and percent of project)

Other (describe): Brazosport College District (100%) (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.

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? $30,000,000

What is the amount of appraised value limitation for which you are applying? $30,000,000

What is your total estimated *qualified* investment? $1,255,032,300

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? December 4, 2012

What is the anticipated date of the beginning of the qualifying time period? January 2, 2015

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? $1,700,000,000

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

Attach the following items to this application:

(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:

(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

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

All new property on Quintana Island is located on land leased from Port Freeport. The proposed new pipelines, with the minor exception of the segments at the Pre-Treatment Facility (PTF), are located on land leased from multiple owners. The PTF is to be located on land owned by Freeport LNG.

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
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
3. Owner
4. The current taxable value of the land. Attach estimate if land is part of larger parcel.
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)

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. See Attachment 12 (Market Value) 2012 (Tax Year)

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)? 65

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?
95

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. Not applicable

Total number of new jobs that will have been created when fully operational 88 In addition to the 95 jobs above

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).**

What is the maximum number of qualifying jobs meeting all criteria of §313.021(3) you are committing to create? 70

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)*

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).

110% of the county average weekly wage for all jobs (all industries) in the county is $1,044

110% of the county average weekly wage for manufacturing jobs in the county is $1,934

110% of the county average weekly wage for manufacturing jobs in the region is $1,136

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? $59,082

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? $65,000

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? 2%

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.)

See Attachment 15

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.

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. Jan. 2010): Investment

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)								
	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	1							
		2							
	Value Limitation Period	3							
Tax Credit Period (with 50% cap on credit)		4							
		5							
		6							
		7							
		8							
		9							
		10							
Credit Settle-Up Period	Continue to Maintain Viable Presence	11							
		12							
		13							
Post- Settle-Up Period		14							
Post- Settle-up Period		15							

Schedules A through D are in the Excel file and shown separately as Attachments 17 - 20

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.

Column B: 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).
For the years outside the qualifying time period, this number should simply represent the planned investment in new buildings or nonremovable components of buildings.

Column D: 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 professional services, etc.
Note: Land can be listed as part of investment during the "pre-year 1" time period. It cannot be part of qualifying investment.

Notes: For advanced clean energy projects, nuclear projects, projects with deferred qualifying time 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

Schedule B (Rev. Jan. 2010): Estimated Market and Taxable Value

Applicant Name _____ ISD Name _____

					Qualified Property			Reductions From Market Value	Estimated Taxable Value	
		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new building or "in or on the new improvement"	Exempted Value	Final taxable value for I&S - after all reductions	Final taxable value for M&O – after all reductions
		pre- year 1								
	Complete tax years of qualifying time period	1								
		2								
	Value Limitation Period	3								
Tax Credit Period (with 50% cap on credit)		4								
		5								
		6								
		7								
		8								
		9								
		10								
Credit Settle-Up period	Continue to Maintain Viable Presence	11								
		12								
		13								
Post- Settle-Up Period		14								
Post- Settle-Up Period		15								

Schedules A through D are in the Excel file and shown separately as Attachments 17 - 20

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 _____ DATE _____

Schedule C - Application: Employment Information

Applicant Name

ISD Name

					Construction		New Jobs		Qualifying Jobs	
		Year	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
		pre- year 1								
	Complete tax years of qualifying time period	1								
		2								
	Value Limitation Period	3								
Tax Credit Period (with 50% cap on credit)		4								
		5								
		6								
		7								
		8								
		9								
		10								
Credit Settle-Up period	Continue to Maintain Viable Presence	11								
		12								
		13								
Post- Settle-Up Period		14								
Post- Settle-Up Period		15								

Schedules A through D are in the Excel file and shown separately as Attachments 17 - 20

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

DATE

Schedule D: (Rev. Jan. 2010): Other Tax Information

Applicant Name

ISD Name

					Sales Tax Information		Franchise Tax	Other Property Tax Abatements Sought			
					Sales Taxable Expenditures		Franchise Tax	County	City	Hospital	Other
		Year	School Year (YYYY)	Tax/Calendar Year (YYYY)	Column F: Estimate of total annual expenditures* subject to state sales tax	Column G: Estimate of total annual expenditures* made in Texas NOT subject to sales tax	Column H: Estimate of Franchise tax due from (or attributable to) the applicant	Fill in percentage exemption requested or granted in each year of the agreement	Fill in percentage exemption requested or granted in each year of the agreement	Fill in percentage exemption requested or granted in each year of the agreement	Fill in percentage exemption requested or granted in each year of the agreement
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)					Schedules A through D are in the Excel file and shown separately as Attachments 17 - 20						
	Complete tax years of qualifying time period	1									
		2									
	Value Limitation Period	3									
Tax Credit Period (with 50% cap on credit)		4									
		5									
		6									
		7									
		8									
		9									
		10									
Credit Settle-Up period	Continue to Maintain Viable Presence	11									
		12									
		13									
Post- Settle-Up Period		14									
Post- Settle-Up Period		15									

*For planning, construction and operation of the facility.

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

DATE

ATTACHMENT 1

Please see the related application.

ATTACHMENT 2

A copy of the check for $50,000 per application (totaling $150,000 for the three separate applications) made payable to Brazosport Independent School District is attached.

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)

ATTACHMENT 3

Please see the attached documentation.

CUMMINGS WESTLAKE LLC

12837 Louetta Road, Suite 201 Cypress, Texas 77429-5611 713-266-4456 Fax: 713-266-2333

October 9, 2012

REVISED

Mr. Robert Wood
Director, Economic Development & Analysis
Texas Comptroller of Public Accounts
PO Box 13528
Austin, TX 78711-3528

Re: Freeport LNG Development, LP – Chapter 313 Applications to Brazosport ISD

Dear Mr. Wood,

As you are aware, Attachment 3 of the subject applications requires documentation of Combined Group membership under Texas Tax Code 171.0001(7) for applicant members. Accordingly, we have attached the most recent 2012 filing of Freeport LNG Development, LP's Texas Franchise Tax Extension Affiliate List.

Please note that a recently created entity, which is an affiliate and a party to this application, is not on this list as of yet. However, this new Texas legal entity will become part of this combined group in the next regular filing. The new entity is:

FLIQ Common Facilities, LLC, Texas Tax ID # 32048786746

Please contact me should you have any questions.

Sincerely,

J. Weston Jackson

J. Weston Jackson
Partner

Enclosures

1Q52C2 7.000

TX2012 05-163

Ver. 3.1 (Rev.9-11/5)

Texas Franchise Tax No Tax Due Information Report

Tcode 13275 FINAL

Taxpayer number	Report year	Due date
32035280026	2012	08/15/2012

Taxpayer name FREEPORT LNG EXPANSION, L.P.					Secretary of State file number or Comptroller file number 0800581811
Mailing address 333 CLAY STREET, SUITE 5050					
City HOUSTON	State TX	Country USA	ZIP Code 77002	Plus 4	Check box if the address has changed ☐
Check box if this is a combined report ☐			SIC code 2813		NAICS code 325120
Check box if Total Revenue is adjusted for Tiered Partnership Election, see Instructions.* ☐			Check box to request a Certificate of Account Status ☐		

Note: Upper tiered partnerships do not qualify to use this form.

If any of the statements below are true, you qualify to file this No Tax Due Information Report:

(Check all boxes that apply)

1. **This entity is a passive entity as defined in Chapter 171 of the Texas Tax Code.** *(see instructions)* (Passive income does NOT include rent) — 1. ☒
2. **This entity's annualized total revenue is below the no tax due threshold.** *(see instructions)* — 2. ☐
3. **This entity has zero Texas Gross Receipts.** — 3. ☒
4. **This entity is a Real Estate Investment Trust (REIT) that meets the qualifications specified in section 171.0002(c)(4).** — 4. ☐

5a. **Accounting year begin date** (m m d d y y) 5a. 010111

5b. **Accounting year end date** (m m d d y y) 5b. 123111

6. **TOTAL REVENUE** *(Whole dollars only)* 6. 3122 .00

Print or type name George Heck	Area code and phone number 713-634-3520
I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief.	Mail original to: Texas Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714-9348
sign here ▶ [signature] Date 7/31/2012	

If you have any questions regarding franchise tax, you may contact the Texas Comptroller's field office in your area or call (800) 252-1381 or (512) 463-4600. Instructions for each report year are online at www.window.state.tx.us/taxinfo/taxforms/05-forms.html.

Texas Comptroller Official Use Only

VE/DE	☐
PM Date	

1062

Statement Attached to Freeport LNG Expansion, L.P.'s Texas Franchise No Tax Due Report

Freeport LNG Expansion, L.P. ("FLEX") (Taxpayer ID: 32035280026) is filing a Texas Franchise No Tax Due Report due to its classification as a passive entity. Initially, it was believed that FLEX was not a passive entity and was required to file as part of a combined report for Freeport LNG Development, L.P. ("Development") (Taxpayer ID: 12700304111). Development timely filed a Texas extension including FLEX as part of the extension. However, it was later determined that FLEX is a passive entity for the 2012 report year, and is ineligible to file as part of a combined group.

We respectfully request that the extension period for FLEX be recognized. A copy of the extension affiliate list is included for your reference.

ATTACHMENT ONLY - DO NOT PROCESS

1Q52B4 5.000
TX2012
Ver. 3.0

05-165
(Rev.0-11/3)

Tcode 13298

Texas Franchise Tax Extension Affiliate List

Reporting entity taxpayer number	Report year	Reporting entity taxpayer name
12700304111	2012	FREEPORT LNG DEVELOPMENT, LP

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. FLNG LAND, INC	32014220407	☐
2. FLNG LAND II, INC	32017307565	☐
3. FREEPORT LNG EXPANSION GP, INC	32018709280	☐
4. FLNG STORAGE GP, INC	32018709306	☐
5. FREEPORT LNG EXPANSION, L.P.	32035280026	☐
6. FLEX NGL, LLC	32043022220	☐
7. FLNG LIQUEFACTION, LLC	32043147043	☐
8. ANGLER PIPELINE, LLC	32041445050	☐
9.		☐
10.		☐
11.		☐
12.		☐
13.		☐
14.		☐
15.		☐
16.		☐
17.		☐
18.		☐
19.		☐
20.		☐
21.		☐

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

Do not file this form when requesting a second extension.

Texas Comptroller Official Use Only

VE/DE	☐	FM	☐

1062

ATTACHMENT 4

DETAILED PROJECT DESCRIPTION – Freeport LNG Liquefaction Project
Exhibit #4 to the BISD Ch 313 Application for Limitation of Appraised Value

(1) As nations increasingly search for alternative sources of energy besides oil and coal for power generation and other applications, demand for LNG will continue to grow. The U.S. has an opportunity to expand its participation in the global market for natural gas, as the country's more than 100 years of reserves are well positioned to contribute to meeting this growing demand. Freeport LNG's production and export of LNG represents a long-term economic stimulus to the nation's natural gas-producing regions, including Texas and the entire Gulf Coast. Freeport LNG's proposed liquefaction facility and export terminal will take advantage of the huge natural gas reserves that have been unlocked in recent years to provide substantial job creation and economic stimulus to the U.S. at large. New natural gas production and export of LNG represents a long-term economic lift to the nation's natural gas-producing regions and the overall U.S. economy.

Freeport LNG is proposing to add natural gas liquefaction infrastructure at and near the existing terminal to provide export capacity of approximately 4.4 million metric tonnes per annum (mtpa) of LNG per liquefaction train, which equates to processing approximately 670 MMcf/d of pipeline-quality natural gas (feed gas). Described and quantified in this application, the first phase of the project, projected to be in full operations towards the end 2017, will include one liquefaction train capable of producing an export capacity of up to 4.4 mtpa and associated pretreatment system facilities for that train.

The feed gas will be derived from interconnecting intrastate systems through Freeport LNG's existing Stratton Ridge meter station. The gas will be pretreated along Freeport LNG's existing 42" gas pipeline, about halfway between Freeport LNG's existing facilities on Quintana Island and Freeport LNG's existing metering, compression and underground storage facilities. The pretreated natural gas will then be delivered to the terminal through Freeport LNG's existing 42" gas pipeline. At the terminal, it will be liquefied and then stored in full-containment LNG storage tanks. LNG will be exported from the terminal by LNG carriers arriving via marine transit through the Freeport Harbor Channel.

The added liquefaction capability will not preclude the terminal from operating in vaporization and send-out mode as business conditions dictate. Also, having dual liquefaction and regasification capabilities will not result in any increase in the number of ship transits since the total amount of LNG handled, either by liquefying natural gas or by vaporizing LNG, will not exceed thresholds authorized under the FERC order approving the Phase II regas project.

(2) A Chapter 313 Value Limitation Agreement is requested on all the proposed new improvements and fixed equipment associated with this project as described below.

The proposed project primarily consists of property classified by Brazoria CAD as real estate improvements including, but not limiting to, three large refrigerant compressors, one main cryogenic heat exchanger, eight refrigerant vaporizers, two liquid turbines, 250+ fin fan air coolers, multiple heat exchangers and tower reboilers, multiple vessels, numerous compressors, various pumps, one natural gas liquids pipeline, one nitrogen pipeline, one boil-off gas pipeline, a simple-cycle gas turbine generator with heat recovery and all associated buildings and office expansions. Also included, but not limited to, are all of the associated concrete foundations, pipe supports, piping, instrumentation, power feeds, control loops, safety systems, fire water protection, insulation, and utilities necessary to connect the new facilities to the existing terminal and to safely operate the new equipment.

ATTACHMENT 4A

Freeport LNG ("FLNG") is keen to invest in LNG liquefaction and export facilities at its Quintana Island terminal because of its pre-existing assets there that would enable such an investment and the generally favorable business environment in Brazoria County and Texas. However, there are no other fundamental advantages to the location and FLNG could seek to invest in such facilities elsewhere. The three existing LNG terminals in Louisiana, which are similar to FLNG's, are all considering developing liquefaction and export facilities and would enjoy that state's 100% across-the-board 10-year industrial tax abatement. Those facilities enjoy a shipping advantage because they are somewhat closer to both the Atlantic and Pacific Basin markets (the latter, through the expanded Panama Canal, being the world's fastest growing energy markets). FLNG could partner with the owners of one of those terminals to co-develop new facilities with them on their site. Alternatively, FLNG is aware of several completely undeveloped greenfield sites along the Texas and Louisiana coasts that could be suitable for LNG liquefaction and export facilities. FLNG could seek to acquire and develop on those sites. In any case, competition to develop new LNG liquefaction and export facilities is likely to be intense, especially in light of well advanced plans to do so in Australia, Russia, Africa and the Middle East. To maximize its competitiveness, FLNG has selected the most energy-efficient liquefaction technology available, would leverage off its pre-existing assets to the greatest extent practicable, and would endeavor to economize on operations and maintenance costs as much as possible. Any economic development incentives received from Brazosport ISD or other Brazoria County jurisdictions would facilitate FLNG's competitiveness in this global marketplace and could be decisive towards the success of this project. A successful project development on Quintana Island would benefit not just FLNG but the entire Brazoria County economy and the Texas natural gas market, which would deliver very substantial quantities to the new facilities for decades to come.

ATTACHMENT 5

The project is located in the following taxing jurisdictions:

- Brazoria County (100%)
- Brazosport ISD (100%)
- Velasco Drainage District (100%)
- Port Freeport (100%)
- Brazosport College District (100%)

ATTACHMENT 6

The proposed project primarily consists of property classified by Brazoria CAD as real estate improvements including, but not limiting to, three large refrigerant compressors, one main cryogenic heat exchanger, eight refrigerant vaporizers, two liquid turbines, 250+ fin fan air coolers, multiple heat exchangers and tower reboilers, multiple vessels, numerous compressors, various pumps, one natural gas liquids pipeline, one nitrogen pipeline, one boil-off gas pipeline, a simple-cycle gas turbine generator with heat recovery and all associated buildings and office expansions. Also included, but not limited to, are all of the associated concrete foundations, pipe supports, piping, instrumentation, power feeds, control loops, safety systems, fire water protection, insulation, and utilities necessary to connect the new facilities to the existing terminal and to safely operate the new equipment.

ATTACHMENT 7

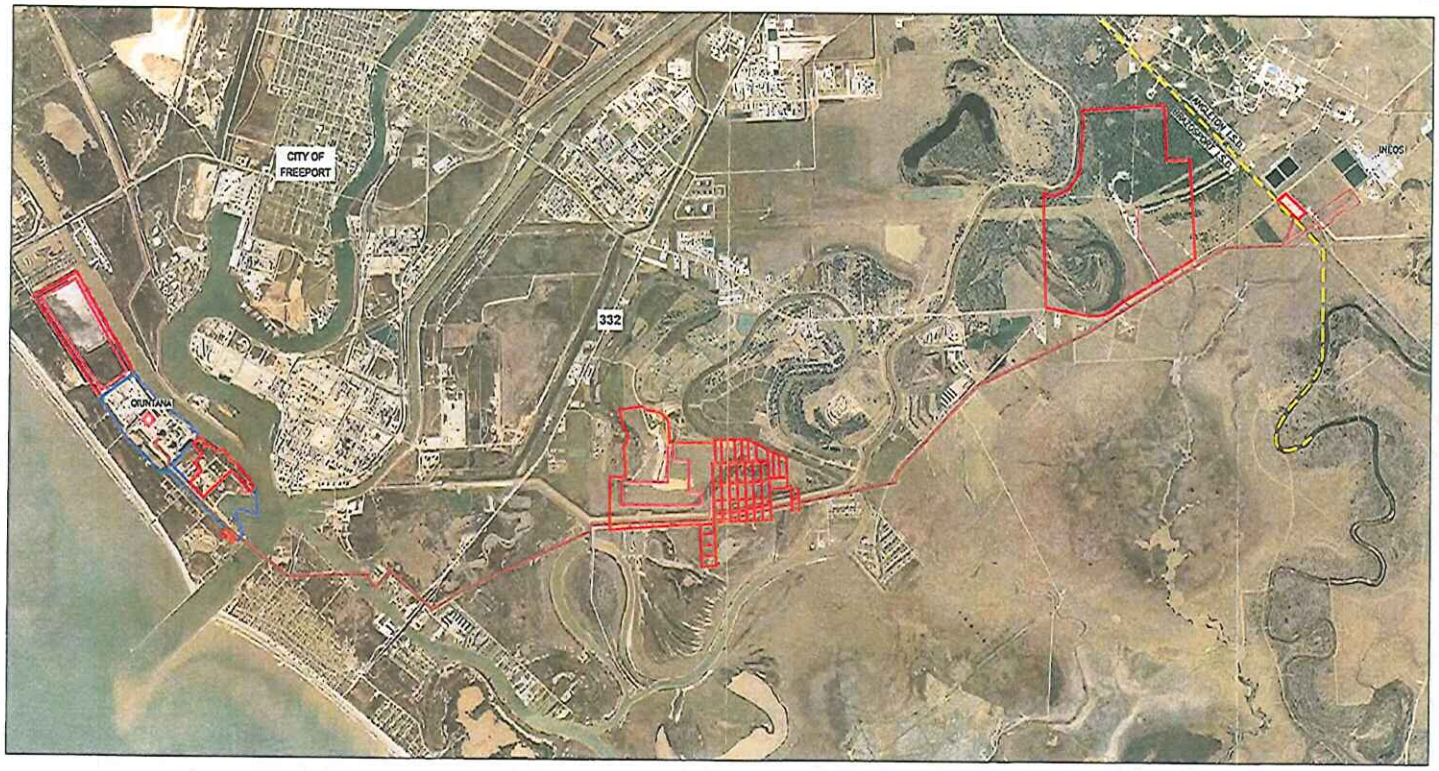
Please see the attached maps.

BRAZORIA COUNTY, TEXAS

VICINITY MAP

NAD83 Texas State Plane, South Central Zone, US Feet

2000 1000 0 2000 4000



- EXISTING FREEPORT LNG DEVELOPMENT, L.P. REINVESTMENT ZONE NO. 2
- EXISTING FREEPORT LNG DEVELOPMENT, L.P. REINVESTMENT ZONE NO.3
- PROPOSED NEW FACILITIES
- EXISTING PIPELINE

THE PIPELINE INFORMATION SHOWN ON THIS DRAWING IS A COMPILATION OF DATA OBTAINED FROM DRAWINGS FROM VARIOUS SOURCES. MUSTANG ENGINEERING, L. P. DOES NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF THE INFORMATION SHOWN.
IT IS THE CONTRACTOR'S RESPONSIBILITY TO LOCATE AND/OR CONFIRM THE LOCATIONS OF ALL UTILITIES AND PIPELINES PRIOR TO EXCAVATION.

BILL OF MATERIALS						REFERENCE DRAWINGS	
NO.	DESCRIPTION	QUANTITY	NO.	DESCRIPTION	QUANTITY	DRAWING TITLE	DWG. NO.

REV	DATE	BY	DESCRIPTION	CHK	ENGR	APPR	CLIENT

THIS DOCUMENT IS ISSUED FOR CLIENT REVIEW AND IS NOT FOR CONSTRUCTION OR ANY PERMITTING PURPOSE
JULIAN TAYLOR, P.E.
TEXAS LIC. 06387

MUSTANG ENGINEERING, L.P.

PROJECT NO.	20471	
DESIGNED BY:	RER	07/10/12
DRAWN BY:	RER	07/10/12
CHECKED BY:		
APPROVED BY:		
SCALE:	1"=3000'	DATE

Freeport LNG Development

REINVESTMENT ZONE OVERALL ROUTE MAP

BRAZORIA COUNTY TEXAS

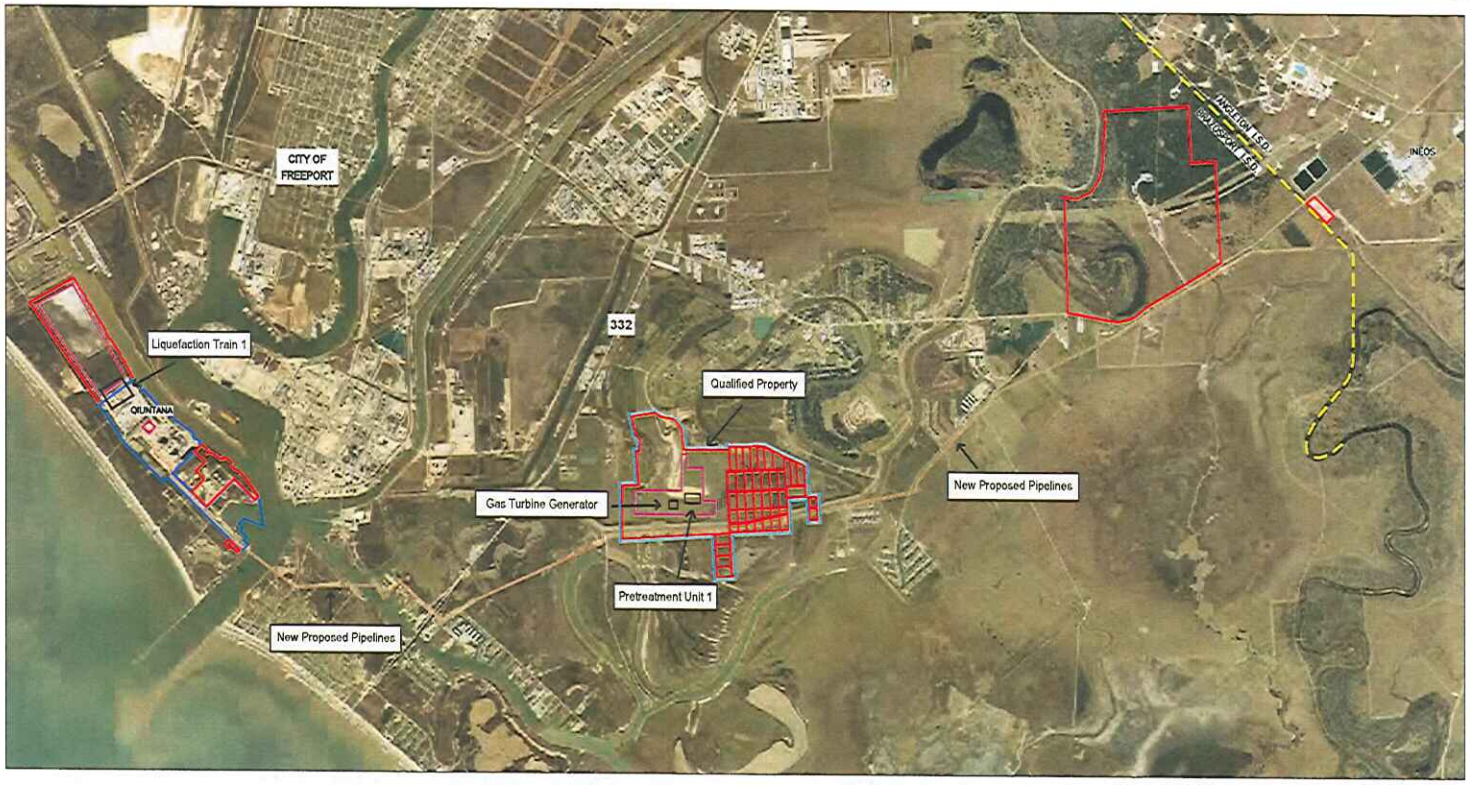
DWG. NO. 20471-90-001A REV. 0

BRAZORIA COUNTY, TEXAS

PROPOSED NEW IMPROVEMENTS
APPLICATION I

NAD83 Texas State Planes, South Central Zone, US Feet

2000 1000 0 2000 4000



- QUALIFIED PROPERTY
- EXISTING FREEPORT LNG DEVELOPMENT, L.P. REINVESTMENT ZONE NO. 2
- EXISTING FREEPORT LNG DEVELOPMENT, L.P. REINVESTMENT ZONE NO. 3
- PROPOSED NEW FACILITIES
- EXISTING PIPELINE

THE PIPELINE INFORMATION SHOWN ON THIS DRAWING IS A COMPILATION OF DATA OBTAINED FROM DRAWINGS FROM VARIOUS SOURCES. MUSTANG ENGINEERING, L.P. DOES NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF THE INFORMATION SHOWN.
IT IS THE CONTRACTOR'S RESPONSIBILITY TO LOCATE AND/OR CONFIRM THE LOCATIONS OF ALL UTILITIES AND PIPELINES PRIOR TO EXCAVATION.

BILL OF MATERIALS						REFERENCE DRAWINGS	
NO.	DESCRIPTION	QUANTITY	NO.	DESCRIPTION	QUANTITY	DRAWING TITLE	DWG. NO.

REV.	DATE	BY	DESCRIPTION	CHK.	ENGR.	APPR.	CLIENT

THIS DOCUMENT IS ISSUED FOR CLIENT REVIEW AND IS NOT FOR CONSTRUCTION OR ANY PERMITTING PURPOSE
ALLAN TAYLOR, P.E.
TEXAS LIC. (DELETED)

MUSTANG ENGINEERING, L.P.

PROJECT NO.	20471	
DESIGNED BY:	REN	07/18/12
DRAWN BY:	REN	07/18/12
CHECKED BY:		
APPROVED BY:		
SCALE:	1"=20000'	DATE

Freeport LNG Development

REINVESTMENT ZONE OVERALL ROUTE MAP

BRAZORIA COUNTY TEXAS

DWG. NO. 20471-90-001A REV. 0

ATTACHMENT 8

The proposed project primarily consists of property classified by Brazoria CAD as real estate improvements including, but not limiting to, three large refrigerant compressors, one main cryogenic heat exchanger, eight refrigerant vaporizers, two liquid turbines, 250+ fin fan air coolers, multiple heat exchangers and tower reboilers, multiple vessels, numerous compressors, various pumps, one natural gas liquids pipeline, one nitrogen pipeline, one boil-off gas pipeline, a simple-cycle gas turbine generator with heat recovery and all associated buildings and office expansions. Also included, but not limited to, are all of the associated concrete foundations, pipe supports, piping, instrumentation, power feeds, control loops, safety systems, fire water protection, insulation, and utilities necessary to connect the new facilities to the existing terminal and to safely operate the new equipment.

ATTACHMENT 9

Please see the attached maps.

BRAZORIA COUNTY, TEXAS

PROPOSED NEW IMPROVEMENTS
APPLICATION I

NAD83 Texas State Plane, South Central Zone, US Feet

2000 1000 0 2000 4000

QUALIFIED PROPERTY

EXISTING FREEPORT LNG DEVELOPMENT, L.P. REINVESTMENT ZONE NO. 2

EXISTING FREEPORT LNG DEVELOPMENT, L.P. REINVESTMENT ZONE NO. 3

PROPOSED NEW FACILITIES

EXISTING PIPELINE

THE PIPELINE INFORMATION SHOWN ON THIS DRAWING IS A COMPILATION OF DATA OBTAINED FROM DRAWINGS FROM VARIOUS SOURCES. MUSTANG ENGINEERING, L. P. DOES NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF THE INFORMATION SHOWN.
IT IS THE CONTRACTOR'S RESPONSIBILITY TO LOCATE AND/OR CONFIRM THE LOCATIONS OF ALL UTILITIES AND PIPELINES PRIOR TO EXCAVATION.

BILL OF MATERIALS

NO.	DESCRIPTION	QUANTITY	NO.	DESCRIPTION	QUANTITY

REFERENCE DRAWINGS

DRAWING TITLE	DWG. NO.

REV	DATE	BY	DESCRIPTION	CHK.	ENGR.	APPR.	CLIENT

THIS DOCUMENT IS ISSUED FOR CLIENT REVIEW AND IS NOT FOR CONSTRUCTION OR ANY PERMITTING PURPOSE
MUSTANG ENGINEERING, L.P.
ALLAN TAYLOR, P.E.
TEXAS, LIC. 106470

MUSTANG ENGINEERING, L.P.

PROJECT NO.	20471	
DESIGNED BY:	RCH	07/18/12
DRAWN BY:	RCH	07/18/12
CHECKED BY:		
APPROVED BY:		
SCALE:	1"=2000'	DATE

Freeport LNG Development

REINVESTMENT ZONE OVERALL ROUTE MAP

BRAZORIA COUNTY TEXAS

DWG. NO. 20471-90-001A REV. 0

ATTACHMENT 10

The legal description of the land is identical to the legal description of the reinvestment zones shown in Attachment 23. Due to the number of pages, and for economy purposes, we are not reproducing those pages. Please see Attachment 23.

ATTACHMENT 11

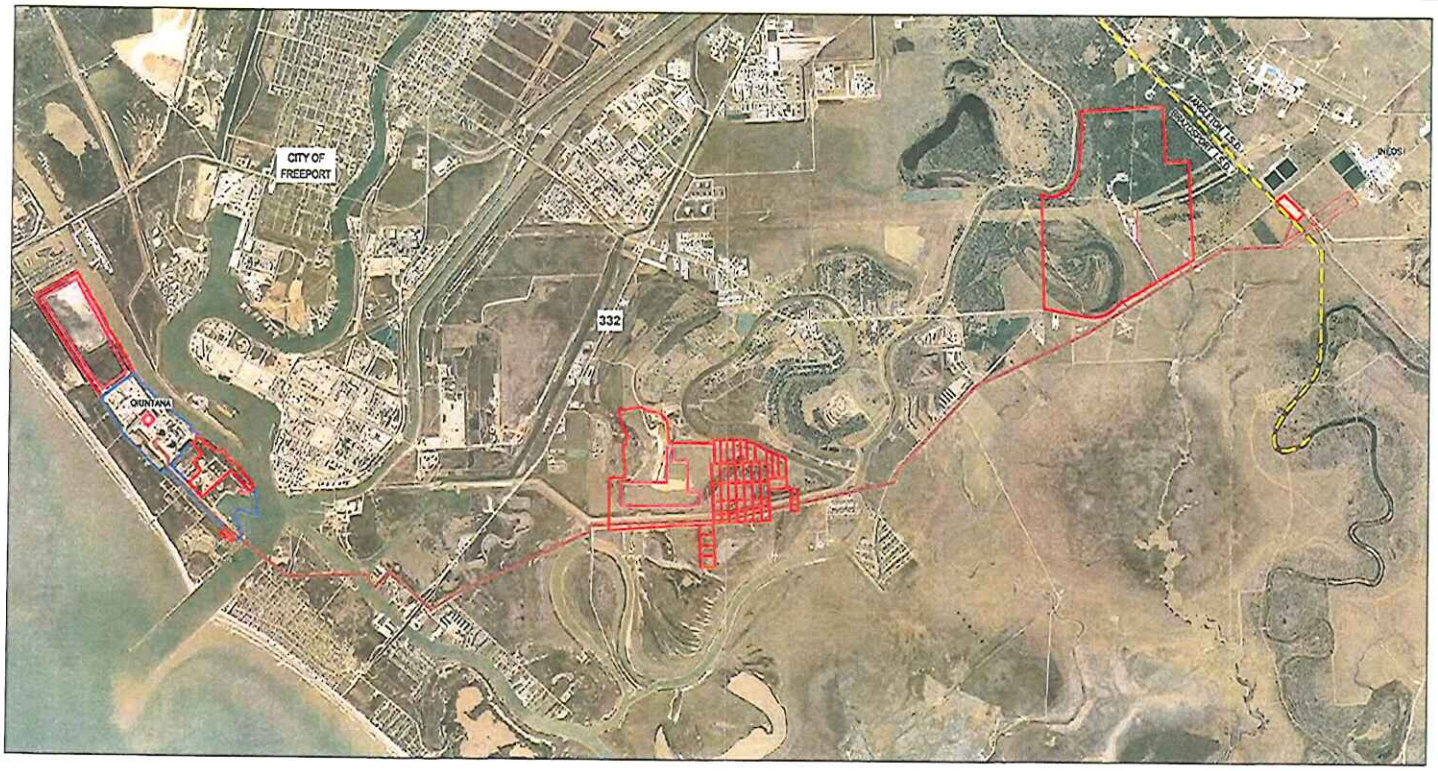
Please see the attached maps.

BRAZORIA COUNTY, TEXAS

VICINITY MAP

NAD83 Texas State Plane, South Central Zone, US Feet

2000 1000 0 2000 4000



THE INFORMATION SHOWN ON THIS DRAWING IS A COMPILATION OF DATA OBTAINED FROM DRAWINGS FROM VARIOUS SOURCES. MUSTANG ENGINEERING, L. P. DOES NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF THE INFORMATION SHOWN.
IT IS THE CONTRACTOR'S RESPONSIBILITY TO LOCATE AND/OR VERIFY THE LOCATION OF ALL UTILITIES AND PIPELINES PRIOR TO EXCAVATION.

EXISTING FREEPORT LNG DEVELOPMENT, L.P. REINVESTMENT ZONE NO. 2

EXISTING FREEPORT LNG DEVELOPMENT, L.P. REINVESTMENT ZONE NO. 1

PROPOSED NEW FACILITIES

EXISTING PIPELINE

BILL OF MATERIALS

NO.	DESCRIPTION	QUANTITY	NO.	DESCRIPTION	QUANTITY

REFERENCE DRAWINGS

DRAWING TITLE	DWG. NO.

REV	DATE	BY	DESCRIPTION	CHK	CHKR	APPR	CLIENT

THIS DOCUMENT IS ISSUED FOR CLIENT REVIEW AND IS NOT FOR CONSTRUCTION OR ANY OTHER PURPOSE

ALAN SHOW, P.E.
TEXAS LIC. 94369

MUSTANG ENGINEERING, L.P.

PROJECT NO.	20471	
DESIGNED BY:	PER	07/18/12
DRAWN BY:	MCN	07/18/12
CHECKED BY:		
APPROVED BY:		
SCALE:	1"=2000'	DATE

Freeport LNG Development

REINVESTMENT ZONE OVERALL ROUTE MAP

BRAZORIA COUNTY TEXAS

DWG. NO. 20471-90-001A REV. 0

ATTACHMENT 12

DESCRIPTION OF EXISTING IMPROVEMENTS

- Phase I was completed and came fully online in 2008. The existing Phase I regasification terminal is designed to vaporize and achieve a peak send-out capacity of ~2.0 Bcf per day.
- Phase I includes two full-containment, 160,000 cubic meter LNG storage tanks, one piled marine dock, capable of handling LNG vessels in excess of 200,000 cubic meters, associated double-walled vacuum insulated transfer pipelines, a Boil Off Gas Re-liquefaction unit, an approximately ten mile, 42" natural gas pipeline from the existing terminal to Stratton Ridge, an office building, a control room, a warehouse, an analyzer, shop buildings, a VE Warming Tower, fencing and roads.
- Phase I includes seven vaporization trains and associated equipment, eight water glycol heaters, a water glycol tank, pumps, a drain drum and sump, eight intermediate exchangers and fuel gas heaters.
- All land is leased from Port Freeport on Quintana Island.
- Please see the attached Brazoria County Appraisal District account numbers and the 2011 certified values.

BRAZORIA COUNTY APPRAISAL DISTRICT
CERTIFICATION OF APPRAISED VALUE OF PROPERTIES
AS OF JANUARY 1, 2011

TO: BRAZORIA COUNTY

FROM: BRAZORIA COUNTY APPRAISAL DISTRICT

DATE: May 30, 2012

The Brazoria County Appraisal District hereby certifies that the following appraised values as of January 1, 2011, for property of **"Various Owners – see attached"** described in Exhibit "A" attached hereto are listed in the records of the Brazoria County Appraisal District and indicated by the following account numbers:

PERSONAL PROPERTY ACCOUNT(S).	APPRAISED VALUE(S)
8900-0800-000	$4,539,150
8900-0800-100	$782,500

LAND ACCOUNT(S)	
SEE ATTACHED	SEE ATTACHED

IMPROVEMENT ACCOUNT(S)	
8800-0450-000	$9,795,330
8800-0450-100	$3,750,000
ABAT-FLNG-001	$173,852,900
POLL-FLNG-001	$57,689,180

Certified this 30th day of May, 2012.

BRAZORIA COUNTY APPRAISAL DISTRICT

Cheryl Evans

Cheryl Evans, Chief Appraiser

Property ID	Acreage	Value	Ag Value
151537	72.9510	$29,180	
154421	766.0000	$536,200	$64,690
169669	97.1000	$54,970	
191268	106.0350	$53,020	$7,420
191273	10.0000	$3,000	$700
191355	4.5040	$1,350	
191386	2.5000	$750	
191387	2.5000	$750	
218366	305.6720	$222,140	$13,670
240525	75.0318	$154,100	
240559	1.4155	$46,250	
240562	0.1592	$100	
240567	1.5571	$23,320	
240568	0.5664	$15,040	
240569	0.0472	$2,050	
240570	0.0708	$3,850	
240571	0.0708	$3,850	
240572	0.4247	$23,120	
240573	0.1416	$7,710	
240574	0.8493	$37,000	
240575	0.2831	$15,420	
240577	0.2831	$15,420	
240641	1.4155	$46,250	
240642	0.1416	$7,710	
240643	0.1416	$7,710	
240645	1.5571	$23,320	
240646	0.0472	$2,570	
240647	0.0472	$2,570	
240648	0.0472	$2,570	
240649	1.4155	$140	
240651	1.4042	$140	
240652	0.1592	$100	
240734	1.5571	$46,630	
240735	0.1416	$100	
240736	1.5571	$46,630	
240737	0.1416	$100	
240739	1.5571	$46,630	
240964	1.5571	$46,630	
240965	0.1416	$7,710	
240968	0.4247	$23,120	
240969	0.2831	$15,420	
240970	0.2831	$15,420	
240997	0.0118	$30	
240998	0.8486	$36,970	
240999	0.0708	$90	
241000	0.0708	$90	
241001	0.2713	$14,770	
241004	1.4332	$46,820	
241005	0.7431	$115	
241006	0.0944	$5,140	
241008	1.5571	$46,630	
241010	0.1416	$390	
241012	0.2831	$15,420	
554896	3.6822	$90,220	
557126	1.1324	$43,160	
TOTAL	1,472.5234	$1,889,905	

* Acreage difference in roads, water, resurvey

ATTACHMENT 13

Not Applicable

ATTACHMENT 14

The calculation of the three possible wage requirements with TWC documentation is attached. Freeport LNG has chosen to use $65,000 as the wage rate for permanent qualified jobs. The most recent four quarters of the regional wage rate calculates an annual equivalent of $53,711, and Freeport LNG's wage rate exceeds 110% of the current regional wage rate (which equals $59,082).

FREEPORT LNG DEVELOPMENT, L.P.
ATTACHMENT TO CHAPTER 313 APPLICATION

CHAPTER 313 WAGE CALCULATION - ALL JOBS - ALL INDUSTRIES

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
SECOND	2011	$ 907	$ 47,164
THIRD	2011	$ 931	$ 48,412
FOURTH	2011	$ 960	$ 49,920
FIRST	2012	$ 1,000	$ 52,000
	AVERAGE	$ 950	$ 49,374
	X	110%	110%
		$ 1,044	$ 54,311

CHAPTER 313 WAGE CALCULATION - MANUFACTURING JOBS

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
SECOND	2011	$ 1,711	$ 88,972
THIRD	2011	$ 1,658	$ 86,216
FOURTH	2011	$ 1,699	$ 88,348
FIRST	2012	$ 1,965	$ 102,180
	AVERAGE	$ 1,758	$ 91,429
	X	110%	110%
		$ 1,934	$ 100,572

CHAPTER 313 WAGE CALCULATION - REGIONAL WAGE RATE

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
	2011	$ 1,033	$ 53,711
	X	110%	110%
		$ 1,136	$ 59,082

** SEE ATTACHED TWC DOCUMENTATION*

ATTACHMENT 14

Quarterly Employment and Wages (QCEW)

[Back]

Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2011	1st Qtr	Brazoria County	Private	00	0	10	Total, All Industries	$977
2012	1st Qtr	Brazoria County	Private	00	0	10	Total, All Industries	$1,000
2011	2nd Qtr	Brazoria County	Private	00	0	10	Total, All Industries	$907
2011	3rd Qtr	Brazoria County	Private	00	0	10	Total, All Industries	$931
2011	4th Qtr	Brazoria County	Private	00	0	10	Total, All Industries	$960

Quarterly Employment and Wages (QCEW)

[Back]

Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2011	1st Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	$2,083
2012	1st Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	$1,965
2011	2nd Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	$1,711
2011	3rd Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	$1,658
2011	4th Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	$1,699

ATTACHMENT #14

2011 Manufacturing Wages by Council of Government Region
Wages for All Occupations

COG	Wages Hourly	Wages Annual
Texas	**$22.89**	**$47,610**
1. Panhandle Regional Planning Commission	$19.32	$40,196
2. South Plains Association of Governments	$16.45	$34,210
3. NORTEX Regional Planning Commission	$18.14	$37,733
4. North Central Texas Council of Governments	$24.03	$49,986
5. Ark-Tex Council of Governments	$16.52	$34,366
6. East Texas Council of Governments	$18.27	$37,995
7. West Central Texas Council of Governments	$17.76	$36,949
8. Rio Grande Council of Governments	$15.69	$32,635
9. Permian Basin Regional Planning Commission	$21.32	$44,349
10. Concho Valley Council of Governments	$15.92	$33,123
11. Heart of Texas Council of Governments	$18.82	$39,150
12. Capital Area Council of Governments	$26.46	$55,047
13. Brazos Valley Council of Governments	$15.71	$33,718
14. Deep East Texas Council of Governments	$15.48	$32,207
15. South East Texas Regional Planning Commission	$28.23	$58,724
16. Houston-Galveston Area Council	$25.82	$53,711
17. Golden Crescent Regional Planning Commission	$20.38	$42,391
18. Alamo Area Council of Governments	$18.00	$37,439
19. South Texas Development Council	$13.85	$28,806
20. Coastal Bend Council of Governments	$22.35	$46,489
21. Lower Rio Grande Valley Development Council	$15.08	$31,365
22. Texoma Council of Governments	$20.76	$43,190
23. Central Texas Council of Governments	$16.17	$33,642
24. Middle Rio Grande Development Council	$13.65	$28,382

110% x $53,711 = $59,082

Source: Texas Occupational Employment and Wages
Data published: July 2012
Data published annually, next update will be summer 2013

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.

ATTACHMENT 15

Freeport LNG, L.P. provides its employees with benefits including but not limited to the following:

- Medical Coverage (company pays 80% of employee health insurance premiums)
- Dental Plan
- Group Life Insurance
- Paid Holidays
- Paid Vacation
- 401(k) Retirement Savings Plan

ATTACHMENT 16

The economic impact study will be performed by the Comptroller at a future date.

ATTACHMENT 17

Please see the attached Schedule A.

Schedule A (Rev. May 2[illegible]): Investment

Applicant Name: Freeport LNG Development, LP and its affiliates (Application 1)

ISD Name: Brazosport 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)		2013-2014	2013	$ 19,823,900	$ 144,000	$ 19,967,900.00	$ -	$ 19,967,900.00
			2014-2015	2014	$ 421,935,800	$ 3,064,300	$ 425,000,100.00	$ -	$ 425,000,100.00
			2015-2016	2015	$ 421,935,800	$ 3,064,300	$ 425,000,100.00	$ -	$ 425,000,100.00
	Complete tax years of qualifying time period	1	2016-2017	2016	$ 421,935,800	$ 3,064,300	$ 425,000,100.00	$ -	$ 425,000,100.00
		2	2017-2018	2017	$ 402,111,800	$ 2,920,300	$ 405,032,100.00	$ -	$ 405,032,100.00
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3	2018-2019	2018	$ -	$ -		$ -	$ -
		4	2019-2020	2019	$ -	$ -		$ -	$ -
		5	2020-2021	2020	$ -	$ -		$ -	$ -
		6	2021-2022	2021	$ -	$ -		$ -	$ -
		7	202-2023	2022	$ -	$ -		$ -	$ -
		8	2023-2024	2023	$ -	$ -		$ -	$ -
		9	2024-2025	2024	$ -	$ -		$ -	$ -
		10	2025-2026	2025	$ -	$ -		$ -	$ -
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2026-2027	2026	$ -	$ -		$ -	$ -
		12	2027-2028	2027	$ -	$ -		$ -	$ -
		13	2028-2029	2028	$ -	$ -		$ -	$ -
Post- Settle-Up Period		14	2029-2030	2029	$ -	$ -		$ -	$ -
Post- Settle-Up Period		15	2030-2031	2030	$ -	$ -		$ -	$ -

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.

Column B: 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).
For the years outside the qualifying time period, this number should simply represent the planned investment in new buildings or nonremovable components of buildings.

Column D: 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 professional services, etc.
Note: Land can be listed as part of investment during the "pre-year 1" time period. It cannot be part of qualifying investment.

Notes: For advanced clean energy projects, nuclear projects, projects with deferred qualifying time 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

8-30-12

DATE

ATTACHMENT 18

Please see the attached Schedule B.

Schedule B (Rev. May 2010): Es[illegible]ated Market And Taxable Value

Applicant Name: Freeport LNG Development, LP and its affiliates (Applicatio[illegible])

ISD Name: Brazosport ISD

Form 50-296

					Qualified Property			Reductions from Market Value	Estimated Taxable Value	
		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new building or "in or on the new improvement"	Exempted Value	Final taxable value for I&S - after all reductions	Final taxable value for M&O—after all reductions
		pre- year 1	2013-2014	2013	$ -	$ -	$ -	$ -	$ -	$ -
		pre- year 2	2014-2015	2014	$ 6,750,000	$ 72,000	$ 9,912,000	$ 247,254	$ 16,486,746	$ 16,486,746
		pre- year 3	2015-2016	2015	$ 6,750,000	$ 1,604,100	$ 220,879,800	$ 5,509,814	$ 223,724,086	$ 223,724,086
	Complete tax years of qualifying time period	1	2016-2017	2016	$ 6,750,000	$ 3,136,200	$ 431,847,700	$ 10,772,376	$ 430,961,524	$ 430,961,524
		2	2017-2018	2017	$ 6,750,000	$ 4,668,400	$ 642,815,600	$ 16,034,941	$ 638,199,059	$ 638,199,059
	Value Limitation Period	3	2018-2019	2018	$ 6,750,000	$ 12,134,400	$ 1,670,865,600	$ 42,159,150	$ 1,647,590,850	$ 30,000,000
Tax Credit Period (with 50% cap on credit)		4	2019-2020	2019	$ 6,750,000	$ 11,709,700	$ 1,612,385,300	$ 40,683,580	$ 1,590,161,420	$ 30,000,000
		5	2020-2021	2020	$ 6,750,000	$ 11,299,900	$ 1,555,951,800	$ 39,259,655	$ 1,534,742,045	$ 30,000,000
		6	2021-2022	2021	$ 6,750,000	$ 10,904,400	$ 1,501,493,500	$ 37,885,567	$ 1,481,262,333	$ 30,000,000
		7	202-2023	2022	$ 6,750,000	$ 10,522,700	$ 1,411,403,900	$ 35,619,261	$ 1,393,057,339	$ 30,000,000
		8	2023-2024	2023	$ 6,750,000	$ 10,154,400	$ 1,354,947,700	$ 34,195,808	$ 1,337,656,292	$ 30,000,000
		9	2024-2025	2024	$ 6,750,000	$ 9,799,000	$ 1,273,650,800	$ 32,150,417	$ 1,258,049,383	$ 30,000,000
		10	2025-2026	2025	$ 6,750,000	$ 9,456,000	$ 1,197,231,800	$ 30,227,529	$ 1,183,210,271	$ 30,000,000
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2026-2027	2026	$ 6,750,000	$ 9,125,000	$ 1,125,397,900	$ 28,419,799	$ 1,112,853,101	$1,112,853,101
		12	2027-2028	2027	$ 6,750,000	$ 8,805,600	$ 1,057,874,000	$ 26,720,324	$ 1,046,709,276	$1,046,709,276
		13	2028-2029	2028	$ 6,750,000	$ 8,497,400	$ 994,401,600	$ 25,122,620	$ 984,526,380	$ 984,526,380
Post- Settle-Up Period		14	2029-2030	2029	$ 6,750,000	$ 8,200,000	$ 934,737,500	$ 23,620,584	$ 926,066,916	$ 926,066,916
Post- Settle-Up Period		15	2030-2031	2030	$ 6,750,000	$ 7,913,000	$ 878,653,300	$ 22,208,486	$ 871,107,814	$ 871,107,814

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

8-30-12

DATE

ATTACHMENT 19

Please see the attached Schedule C.

Schedule C- Application: Employment Information

Applicant Name Freeport LNG Development, LP and its affiliates (Application 1)
ISD Name Brazosport ISD

Form 50-296

					Construction		New Jobs		Qualifying Jobs	
		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Column A: Number of Construction FTE's or man-hours (specify) [FTE]	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
		pre- year 1	2013-2014	2013	60 FTE's	$62,400				
		pre- year 2	2014-2015	2014	1000 FTE's	$62,400				
		pre- year 3	2015-2016	2015	1200 FTE's	$62,400			0	
	Complete tax years of qualifying time period	1	2016-2017	2016	1200 FTE's	$62,400	20	$ 61,600	16	$ 65,000
		2	2017-2018	2017	800 FTE's	$62,400	60	$ 61,600	48	$ 65,000
		3	2018-2019	2018	-	$ -	88	$ 61,600	70	$ 65,000
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	4	2019-2020	2019	-	$ -	88	$ 61,600	70	$ 65,000
		5	2020-2021	2020	-	$ -	88	$ 61,600	70	$ 65,000
		6	2021-2022	2021	-	$ -	88	$ 61,600	70	$ 65,000
		7	202-2023	2022	-	$ -	88	$ 61,600	70	$ 65,000
		8	2023-2024	2023	-	$ -	88	$ 61,600	70	$ 65,000
		9	2024-2025	2024	-	$ -	88	$ 61,600	70	$ 65,000
		10	2025-2026	2025	-	$ -	88	$ 61,600	70	$ 65,000
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2026-2027	2026	-	$ -	88	$ 61,600	70	$ 65,000
		12	2027-2028	2027	-	$ -	88	$ 61,600	70	$ 65,000
		13	2028-2029	2028	-	$ -	88	$ 61,600	70	$ 65,000
Post- Settle-Up Period		14	2029-2030	2029	-	$ -	88	$ 61,600	70	$ 65,000
Post- Settle-Up Period		15	2030-2031	2030	-	$ -	88	$ 61,600	70	$ 65,000

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

DATE 8-30-12

ATTACHMENT 20

Please see the attached Schedule D.

Schedule D: (Rev. May 2010): Other Tax Information

Applicant Name: Freeport LNG Development, LP and its affiliates (Application 1)

ISD Name: Brazosport ISD

Form 50-296

					Sales Tax Information		Franchise Tax	Other Property Tax Abatements Sought			
				0.57	Sales Taxable Expenditures		Franchise Tax	County	College	Port	Drainage Dist
		Year	School Year (YYYY-YYYY)	Tax/ Calendar Year YYYY	Column F: Estimate of total annual expenditures* subject to state sales tax	Column G: Estimate of total annual expenditures* made in Texas NOT subject to sales tax	Column H: Estimate of Franchise tax due from (or attributable to) the applicant	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement
			2013-2014	2013	$ 16,730,000	$ 54,030,300	$ -				
			2014-2015	2014	$ 100,370,000	$ 324,176,100	$ -	100%	100%	100%	100%
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)			2015-2016	2015	$ 100,370,000	$ 324,176,100	$ -	100%	100%	100%	100%
	Complete tax years of qualifying time period	1	2016-2017	2016	$ 100,370,000	$ 324,176,100	$ -	100%	100%	100%	100%
		2	2017-2018	2017	$ 86,710,000	$ 271,815,900	$ 1,490,000	100%	100%	100%	100%
	Value Limitation Period	3	2018-2019	2018	$ 12,610,000	$ 38,550,000	$ 2,010,000	100%	100%	100%	100%
Tax Credit Period (with 50% cap on credit)		4	2019-2020	2019	$ 12,920,000	$ 37,980,000	$ 2,050,000	100%	100%	100%	100%
		5	2020-2021	2020	$ 13,250,000	$ 31,270,000	$ 2,070,000	100%	100%	100%	100%
		6	2021-2022	2021	$ 13,580,000	$ 32,300,000	$ 2,090,000	100%	100%	100%	100%
		7	202-2023	2022	$ 13,920,000	$ 33,370,000	$ 2,120,000	100%	100%	100%	100%
		8	2023-2024	2023	$ 14,260,000	$ 34,470,000	$ 2,170,000	100%	100%	100%	100%
		9	2024-2025	2024	$ 14,620,000	$ 35,620,000	$ 2,240,000	N/A	N/A	N/A	N/A
		10	2025-2026	2025	$ 14,990,000	$ 36,810,000	$ 2,250,000	N/A	N/A	N/A	N/A
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2026-2027	2026	$ 15,360,000	$ 38,050,000	$ 2,270,000	N/A	N/A	N/A	N/A
		12	2027-2028	2027	$ 15,750,000	$ 39,330,000	$ 2,280,000	N/A	N/A	N/A	N/A
		13	2028-2029	2028	$ 16,140,000	$ 40,660,000	$ 2,300,000	N/A	N/A	N/A	N/A
Post- Settle-Up Period		14	2029-2030	2029	$ 16,540,000	$ 42,040,000	$ 2,320,000	N/A	N/A	N/A	N/A
Post- Settle-Up Period		15	2030-2031	2030	$ 16,960,000	$ 43,480,000	$ 2,330,000	N/A	N/A	N/A	N/A

*For planning, construction and operation of the facility.

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

10-11-12

DATE

ATTACHMENT 21

A map delineating Freeport LNG Development, L.P. Reinvestment Zones No. 2 and No. 3 is attached.

BRAZORIA COUNTY, TEXAS

NAD83 Texas State Planes, South Central Zone, US Feet

2000 1000 0 2000 4000

EXISTING FREEPORT LNG DEVELOPMENT, L.P. REINVESTMENT ZONE NO. 2

EXISTING FREEPORT LNG DEVELOPMENT, L.P. REINVESTMENT ZONE NO. 3

PROPOSED NEW FACILITIES

EXISTING PIPELINE

THE PIPELINE INFORMATION SHOWN ON THIS DRAWING IS A COMPILATION OF DATA OBTAINED FROM DRAWINGS FROM VARIOUS SOURCES. MUSTANG ENGINEERING, L. P. DOES NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF THE INFORMATION SHOWN.
IT IS THE CONTRACTOR'S RESPONSIBILITY TO LOCATE AND/OR CONFIRM THE LOCATIONS OF ALL UTILITIES AND PIPELINES PRIOR TO EXCAVATION.

BILL OF MATERIALS						REFERENCE DRAWINGS	
NO.	DESCRIPTION	QUANTITY	NO.	DESCRIPTION	QUANTITY	DRAWING TITLE	DWG. NO.

REV	DATE	BY	DESCRIPTION	CHK	ENGR	APPR	CLIENT

THIS DOCUMENT IS ISSUED FOR CLIENT REVIEW AND IS NOT FOR CONSTRUCTION OR ANY PERMITTING PURPOSE.
ALLAN MAYER, P.E.
TEXAS LIC. 066575

MUSTANG ENGINEERING, L.P.

PROJECT NO.	20471	
DESIGNED BY:	RER	03/18/12
DRAWN BY:	RER	03/18/12
CHECKED BY:		
APPROVED BY:		
SCALE:	1"=2000'	DATE

Freeport LNG Development

REINVESTMENT ZONE OVERALL ROUTE MAP

BRAZORIA COUNTY TEXAS

DWG. NO. 20471-90-001A REV. 0

ATTACHMENT 22

On September 28, 2010, the Brazoria County Commissioners' Court created Freeport LNG Development, L.P. Reinvestment Zone No. 2.

On July 24th, 2012, the Brazoria County Commissioners' Court created Freeport LNG Development, L.P. Reinvestment Zone No 3.

The resolutions of the Brazoria County Commissioners' Court establishing Freeport LNG Development, L.P. Reinvestment Zone No.2 and Freeport LNG Development, L.P. Reinvestment Zone No. 3 are attached.

Date: 9/28/2010

THE SPECIAL COMMISSIONERS COURT SESSION OF BRAZORIA COUNTY, TEXAS

ORDER NO. VIII.B.1.c.

RE: Freeport LNG Development, LP Tax Abatement application: Order granting Tax Abatement

---

That the application for tax abatement of Freeport LNG Development, LP attached hereto be granted in accordance with the Guidelines and Criteria for Granting Tax Abatement in a Reinvestment Zone created in Brazoria County for a term of seven (7) years, and at 100% abatement of eligible properties;

It is further determined that the abatement period would better benefit the County and the Applicant by deferring the commencement date effective January 1, 2012;

It is further that the County Judge is authorized to execute a tax abatement with Freeport LNG Development, LP in accordance with the same guidelines and criteria.

Date: 7/24/2012

THE SPECIAL COMMISSIONERS COURT SESSION OF BRAZORIA COUNTY, TEXAS

ORDER NO. VII.B.2.c.

RE: Designation of Freeport LNG Development LP Reinvestment Zone No. 3

Whereas, a request has been received by Brazoria County for the Designation of Freeport LNG Development LP Reinvestment Zone No. 3 which is more particularly identified in the attached Exhibit "A" and incorporated herein by reference; and

Whereas, a public hearing was held on the Designation of Freeport LNG Development LP Reinvestment Zone No. 3 and the public was given an opportunity to speak and present evidence for or against such designation; and

Whereas, notice of the hearing was given in the manner as provided by law;

Therefore, based upon the information presented to the Court and the public hearing, the Court finds that the designation of this zone would contribute to the retention or expansion of primary employment or would attract major investment in the zone that would be a benefit to the property included in the zone and would contribute to the economic development of the County.

ATTACHMENT 23

Freeport LNG's proposed new capital investment will be located within the boundaries of Freeport LNG Development, L.P. Reinvestment Zone No. 2 (described as 211.700 acres) and Freeport LNG Development, L.P. Reinvestment Zone No. 3 (described as 1,592.36 acres). Please see the attached acreage, legal descriptions and survey maps for both reinvestment zones.

Total Acreage for Freeport LNG Development, L.P. Reinvestment Zones No. 2 and No. 3
As Created by Brazoria County

	Acreage	Acreage
Freeport LNG Development, L.P. Reinvestment Zone No. 2		
Tract I - Main Facilities - Regas		211.700
Total Freeport LNG Development, L.P. Reinvestment Zone No. 2 Acreage		**211.700**
Freeport LNG Development, L.P. Reinvestment Zone No. 3		
Lease V		170.051
Lease IV		47.450
Quintana Townsite Lots/Blocks 23 and 10 and Roadway Crossings		
Holly Street Crossing (R.O.W.)		0.1403
Quintana, Block 23, Lot 1		0.1416
Quintana, Block 23, Lot 2		0.1416
Quintana, Block 23, Lot 3		0.1416
Quintana, Block 23, Lot 4		0.1416
Quintana, Block 23, Lot 6		0.1416
Quintana, Block 23, Lot 7		0.1416
Quintana, Block 23, Lot 8		0.1416
Quintana, Block 23, Lot 9		0.1416
Quintana, Block 23, Lot 10		0.1416
Quintana , Block 23, Lot 11-12		0.2831
Second Street Crossing (R.O.W.)		0.1403
Quintana, Block 10, Lot 7		0.1416
Quintana, Block 10, Lot 8		0.1416
Quintana, Block 10, Lot 9		0.1416
Quintana, Block 10, Lot 10		0.1416
Quintana, Block 10, Lot 11		0.1416
Quintana, Block 10, Lot 12		0.1416
Total Quintana Townsite Lots and Road Crossing R.O.W.		2.6876
ROW Tracts for existing 42" pipeline, Proposed NGL Pipeline and Proposed Fiber Optics	Temporary Easement	Permanent Easement, Tract or Roadway/Waterway Crossing
2	0.000	2.638
3	0.000	0.240
5	0.000	0.210
6	0.410	0.480
6R	0.000	0.127
6.5R	0.000	0.051
7	0.820	0.660
7R	0.000	0.034
8	1.390	0.640
9	0.070	0.060
10	0.000	0.220
10R	0.000	0.047
11	0.000	0.558
12	8.270	1.380
15	0.800	0.410
16	0.830	0.420
16R	0.000	0.507
17	1.240	0.570
18 & 19	0.700	0.790
20	0.560	0.330
21	0.000	0.270
21R	0.000	0.409
22	0.000	0.049
22a	0.000	0.210
22R	0.000	0.037
23a	0.000	0.600
24a	0.000	0.030
25a	0.000	5.000
26a	0.000	5.000
26R	0.000	0.036
26.5a	0.000	0.220
27a	0.000	5.000
28a	0.000	0.720
29a	0.000	0.300
30a	0.000	0.240
31a	0.000	0.340
35	0.000	0.340
36	0.000	5.000
37	0.390	0.000
37.5	4.070	0.510
37.5R	0.000	0.048

Total Acreage for Freeport LNG Development, L.P. Reinvestment Zones No. 2 and No. 3
As Created by Brazoria County

38	1.900	0.910
39	11.150	4.530
40	0.990	0.700
41	0.540	0.360
42	0.500	0.360
43	0.540	0.360
44	0.720	0.360
45	0.540	0.380
46	0.460	0.310
47	0.460	0.310
48	0.460	0.310
49	0.610	0.310
50	0.460	0.310
51	0.610	0.370
52	1.220	0.610
52R	0.000	0.075
53	0.000	0.610
55	0.000	0.020
56	0.000	0.911
57	0.000	0.680
57R	0.000	0.139
58	1.840	1.390
59	0.530	0.600
61	4.040	2.690
62.01 and 62.02	0.540	0.460
62.023	0.020	0.030
62a	2.000	1.500
62.03	0.200	0.230
65	0.440	0.500
66	0.890	1.020
67	0.000	21.700
68	0.020	0.020
69	0.180	7.780
	51.410	85.576
Total Calculated Existing 42" Pipeline, Proposed NGL Line and Proposed Fiber Optics ROW Acreage		136.986
Sorrell Property		
Sorrell - Bid		305.672
Sorrell Tract 136		4.998
Sorrell Tract 140		4.976
Sorrell Tract 154		5.112
Sorrell Tract 156 & 163		10.224
Sorrell Tract 158-161		20.595
Sorrell Tract 166		4.990
Sorrell Tract 167		4.504
Sorrell Tract 168		4.980
Sorrell Tract 170 & 171		10.001
Sorrell Tract 173		5.039
Sorrell Tract 133-135 & 174-180		50.210
Sorrell Tracts 62, 63, 66, 67		20.000
Total Sorrell Property Acreage		451.301
Total Pinto Partners Tract		774.678
Meter Station		9.210
Total Freeport LNG Development, L.P. Reinvestment Zone No. 3 Acreage		**1,592.36**

LEGAL DESCRIPTION

FLNG Land, Inc.

August 13, 2008

TRACT I

Field notes for a 211.70 acre tract of land out of the Stephen F. Austin 1/3 League, Abstract No. 28, Brazoria County, Texas. Said 211.70 acre tract being recorded in Memorandum of Lease agreements between Brazos River Harbor Navigation District of Brazoria County, Texas and FLNG Land, Inc. Said 211.70 acre tract of land being described in the following recorded documents:

Memorandum of Lease between Brazos River Harbor Navigation District of Brazoria County, Texas and FLNG Land, Inc. dated June 30, 2004 Document No. 2004038630 of the Official Records of Brazoria County, Texas

Memorandum of Lease between Brazos River Harbor Navigation District of Brazoria County, Texas and FLNG Land, Inc. dated June 30, 2004 Document No. 2004038631 of the Official Records of Brazoria County, Texas

Memorandum of Lease between Brazos River Harbor Navigation District of Brazoria County, Texas and FLNG Land, Inc. dated June 30, 2004 Document No. 2004038632 of the Official Records of Brazoria County, Texas

Said 211.70 acre tract of land being more particularly described by metes and bounds as follows:

BEGINNING at a 5/8-inch iron rod found on the northwest right of way line of County Road 723 (80-feet wide) for the east corner of a called 212.913 acre tract of land described by Deed to Brazos River Harbor Navigation District of Brazoria County, Texas, filed for record March 28, 1968 in Volume 1340, Page 97 of the Deed Records of Brazoria County, Texas. Said iron rod being a corner of said 211.70 acre lease tract as described in the aforesaid Memorandum of Lease agreements.

1. **THENCE,** with the northwest right of way line of County Road 723, same being the Lease Line of said 211.70 acre tract as described in the aforesaid Memorandum of Lease agreements, S 56°10'39" W, a distance of 846.86 feet to an 5/8-inch iron rod with cap stamped "John Mercer" found for the most southerly corner of the herein described tract of land.

2. **THENCE,** continuing with said Lease Line, N 33°49'26" W, at 1524.01 feet pass a 5/8-inch iron rod with cap stamped "Mustang, LP" set for a witness corner, in all, a total distance of 1574.01 feet to a point on the shoreline of the Gulf Intra-Coastal Waterway for the west corner of the herein described tract.

3. **THENCE,** continuing with said Lease Line, same being the shoreline of the Gulf Intra-Coastal Waterway the following forty courses:

4. N 60°21'17" E, a distance of 40.34 feet;
5. N 56°28'13" E, a distance of 104.62 feet;
6. N 53°02'48" E, a distance of 111.40 feet;
7. N 58°30'57" E, a distance of 131.95 feet;
8. N 58°44'21" E, a distance of 47.64 feet;
9. N 53°13'06" E, a distance of 72.39 feet;
10. N 72°38'26 E, a distance of 41.83 feet;
11. N 56°50'17" E, a distance of 53.99 feet;
12. N 75°24'57" E, a distance of 51.04 feet;
13. N 89°44'23" E, a distance of 34.81 feet;
14. N 59°46'16" E, a distance of 51.51 feet;
15. N 57°01'39" E, a distance of 86.74 feet;
16. N 37°16'17" E, a distance of 36.25 feet;
17. N 09°04'44" W, a distance of 13.59 feet;
18. N 45°16'11" E, a distance of 45.79 feet;
19. N 23°22'10" E, a distance of 83.45 feet;
20. N 43°14'27" E, a distance of 74.16 feet;
21. N 53°45'19" E, a distance of 99.60 feet;
22. N 46°05'26" E, a distance of 130.76 feet;
23. N 68°39'08" E, a distance of 115.00 feet;
24. N 50°16'32" E, a distance of 33.15 feet;
25. N 28°49'35" E, a distance of 78.53 feet;
26. N 08°52'35" E, a distance of 80.20 feet;
27. N 51°21'41" W, a distance of 32.85 feet;
28. N 12°42'49" E, a distance of 52.75 feet;
29. S 79°44'15" E, a distance of 19.16 feet;
30. N 20°24'23" E, a distance of 91.06 feet;
31. N 66°52'32" E, a distance of 51.57 feet;
32. N 50°32'09" E, a distance of 60.22 feet;
33. N 11°45'16" E, a distance of 37.06 feet;
34. N 53°06'17" E, a distance of 209.90 feet;
35. N 47°49'19" E, a distance of 162.10 feet;
36. N 31°25'57" E, a distance of 166.42 feet;
37. N 45°26'22" E, a distance of 143.82 feet;
38. N 32°19'38" E, a distance of 99.32 feet;
39. N 14°57'00" E, a distance of 137.40 feet;
40. N 43°22'58" E, a distance of 150.42 feet;
41. N 40°25'48" E, a distance of 138.98 feet;
42. N 46°58'21" E, a distance of 322.68 feet;
43. N 61°02'09" E, a distance of 69.38 feet;

44. **THENCE**, continuing with said Lease Line, S 44°54'24" E, at a distance of 50.00 feet pass a 5/8-inch iron rod with cap stamped "Mustang, LP" set for a witness corner, in all, a total distance of 1410.02 feet to an iron rod with cap stamped "Mustang, LP" set.

45. **THENCE**, continuing with said Lease Line, N 45°05'50" E, at a distance of 1509.49 feet pass a 5/8-inch iron rod with cap stamped "RPLS 3808" found at the south corner of a called 3.45 acre tract of land described in a document titled "First Amendment to Ground Lease and Development Agreement" filed for record February 15, 2007 in Document No. 2007009294 of the Official Records of Brazoria County, Texas, in all, a distance of 1812.99 feet to a 1/2-inch iron rod found at the west corner of said 3.45 acre tract.

46. **THENCE**, continuing with said Lease Line, same being the northeasterly line of said 3.45 acre tract, N 44°54'32' W, at a distance of 495.00 feet pass a 5/8-inch iron rod with cap stamped "RPLS 3808" found at the north corner said 3.45 acre tract, in all, a distance of 1411.38 feet to a 5/8-inch iron rod with cap stamped "Mustang, LP" set.

47. **THENCE**, continuing with said Lease Line, N 45°06'26" E, a distance of 1089.40 feet to a 5/8-inch iron rod with cap stamped "Mustang, LP" set.

48. **THENCE**, continuing with said Lease Line, N 44°48'15" W, at a distance of 76.94 feet pass a 5/8-inch iron rod with cap stamped "Mustang, LP" set for a witness corner, in all a distance of 106.94 feet to a point on the shoreline of the Gulf Intra-Coastal Waterway.

49. **THENCE**, continuing with said Lease Line the following seventeen (17) courses:

50. N 66°09'00" E, a distance of 213.74 feet;
51. N 72°57'30" E, a distance of 161.08 feet;
52. N 80°21'59" E, a distance of 70.35 feet;
53. S 86°59'20" E, a distance of 347.90 feet;
54. N 74°42'06" E, a distance of 19.72 feet;
55. S 86°00'04" E, a distance of 250.47 feet;
56. S 69°42'34" E, a distance of 101.72 feet;
57. S18°50'12" W, a distance of 674.46 feet;
58. S 44°53'19" E, a distance of 169.08 feet;
59. N 45°03'20" E, a distance of 180.17 feet;
60. S 44°54'24" E, a distance of 111.11 feet;
61. N 45°05'46" E, a distance of 325.67 feet;
62. S 44°56'11" E, a distance of 172.17 feet;
63. N 45°05'50" E, a distance of 187.35 feet;
64. S 68°35'00" E, a distance of 87.92 feet;
65. S 37°00'10" E, a distance of 52.09 feet;
66. S 40°44'21" E, a distance of 90.43 feet to a point on the northwesterly right of way line of Holly Street as recorded on the plat of Quintana Townsite recorded in Volume 2, Page 139 of the Plat Records of Brazoria County, Texas.

67. **THENCE**, continuing with said Lease Line, same being the northwest right of way line of said Holly Street, S 45°05'50" W, at a distance of 400.00 feet pass a 5/8-inch iron rod with cap stamped "Mustang, LP" set for a witness corner, in all, a total distance of 3,930.43 feet to a 5/8-inch iron rod with cap found on the southwesterly right of way line of Eleventh Street as recorded on the plat of said Quintana Townsite.

68. **THENCE**, continuing with said Lease Line, same being the southwesterly right of way line of said Eleventh Street, S 44°53'33" E, a distance of 283.30 feet to a 5/8-inch iron rod with cap found, said iron rod being on the northwesterly right of way line of Lamar Street as recorded on the plat of said Quintana Townsite.

69. **THENCE**, continuing with said Lease Line, same being the northwesterly right of way line of Lamar Street, S 45°05'50" W, a distance of 1,971.45 feet to a 5/8-inch iron rod with cap stamped "Mustang, LP" set.

70. **THENCE**, leaving said right of way line and continuing with said Lease Line, N 44°54'21 W, a distance of 22.02 feet to a 5/8-inch iron rod with cap stamped "Mustang, LP" set on the northwesterly right of way line of aforesaid County Road 723.

71. **THENCE**, continuing with said Lease Line and with said northwesterly right of way line, S 56°10'39" W, a distance of 837.55 feet to the **POINT OF BEGINNING** and containing 211.70 acres of land, more or less.

TRACT II

Field notes for a 3.45 acre tract of land out of the Stephen F. Austin 1/3 League, Abstract No. 28, Brazoria County, Texas. Said 3.45 acre tract being that same 3.45 acre tract of land described in a document titled "Fourth Amendment to Ground Lease and Development Agreement" filed for record February 15, 2007 in Document No. 2007009295 of the Official Records of Brazoria County, Texas. Said 3.45 acre tract of land being more particularly described by metes and bounds as follows:

COMMENCING for reference at a 5/8-inch iron rod found at the intersection of the northwesterly right of way line of Lamar Street and the southwesterly right of way line of Eleventh Street as recorded on the plat of Quintana Townsite in Volume 2, Page 139 of the Plat Records of Brazoria County, Texas.

THENCE, N 30°44'12" E, a distance of 1934.54 feet to a ½ -inch iron rod found for the **POINT OF BEGINNING**, said iron rod being the East corner of said 3.45 acre tract.

THENCE, with the southeasterly line of said 3.45 acre tract, S 45°05'50" W, a distance of 303.50 feet to a 5/8-inch iron rod with cap stamped "RPLS 3808" found for the south corner of said 3.45 acre tract.

THENCE, with the southwesterly line of said 3.45 acre tract, N 44°54'32" W, a distance of 495.00 feet to a 5/8-inch iron rod with cap stamped "Mustang, LP" set for the west corner of said 3.45 acre tract.

THENCE, with the northwesterly line of said 3.45 acre tract, N 45°05'50" E, a distance of 303.50 feet to a 5/8-inch iron rod with cap stamped "RPLS 3808" found for the north corner of said 3.45 acre tract.

THENCE, with the northeasterly line of said 3.45 acre tract, S 44°54'32" E, a distance of 495.00 feet the **POINT OF BEGINNING** and containing 3.45 acres of land more or less.

TRACT III

The following described lots are recorded in the name of FLNG Land, Inc. All listed lots are recorded on the plat of Quintana Townsite in Volume 2, Page 139 of the Plat Records of Brazoria County, Texas:

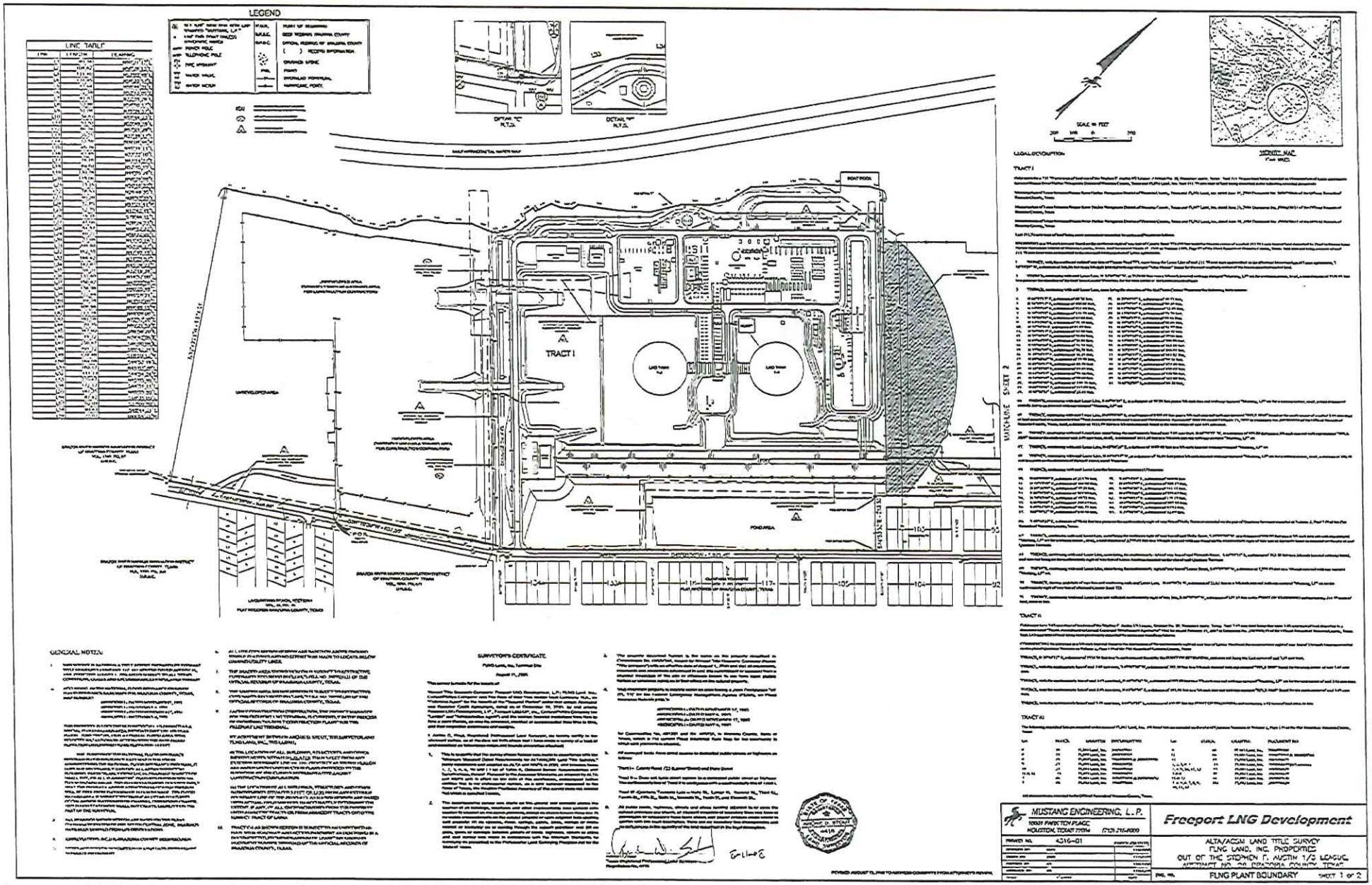
Lot	BLOCK	GRANTEE	DOCUMENT NO.
8	10	FLNG Land, Inc.	2005015941
6	23	FLNG Land, Inc.	2008010715
8	23	FLNG Land, Inc.	2006039985 & 2006039986
9	23	FLNG Land, Inc.	2006024928
10	23	FLNG Land, Inc.	2006008268
11 & 12	23	FLNG Land, Inc.	2006008273
7	46	FLNG Land, Inc.	2006073414 & 2007056630
8	46	FLNG Land, Inc.	2006073646
9	46	FLNG Land, Inc.	2006070380
12	46	FLNG Land, Inc.	2008029563 & 2008029564
11	10	FLNG Land, Inc.	2007056629
1, 2, 3, 4, 7	23	FLNG Land, Inc.	2007056629 (1/3 interest)
7, 8, 9, 10, 11, 12	53	FLNG Land, Inc.	2007056629
3 & 4	70	FLNG Land, Inc.	2007056629
11 & 12	76	FLNG Land, Inc.	2007047138
3, 4, 5, 6, 7, 8, 9, 10, 11, 12	103	FLNG Land, Inc	2007056629

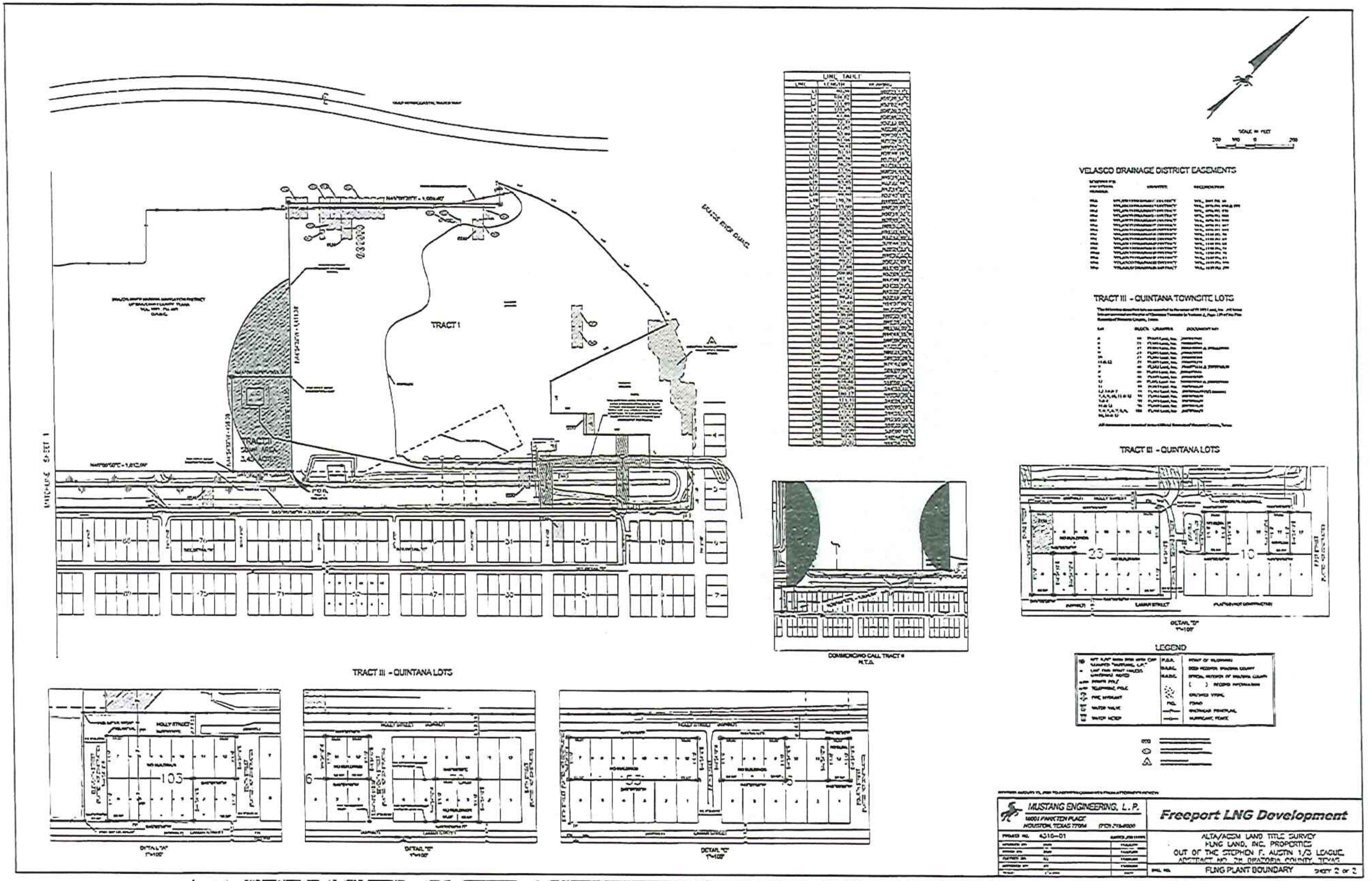
All documents are recorded in the Official Records of Brazoria County, Texas.

This Field Note description is based on an ALTA/ACSM Land Title Survey of even date made by Archie D. Stout, Registered Professional Land Surveyor, Texas Registration No. 4416.

8-13-08

STATE OF TEXAS
ARCHIE D. STOUT
4416
REGISTERED
LAND SURVEYOR


LEGEND
LINE TABLE
DETAIL "C" N.T.S.
DETAIL "D" N.T.S.
TRACT I
LNG TANK
LNG TANK
FOND AREA
MATCHLINE SHEET 2
SCALE IN FEET
LEGAL DESCRIPTION
TRACT I
TRACT II
TRACT III
GENERAL NOTES
SURVEYOR'S CERTIFICATE
MUSTANG ENGINEERING, L.P.
10001 PARKTON PLACE
HOUSTON, TEXAS 77054
(713) 215-8000
PROJECT NO. 4316-01
Freeport LNG Development
ALTA/ACSM LAND TITLE SURVEY
FLNG LAND, INC. PROPERTIES
OUT OF THE STEPHEN F. AUSTIN 1/3 LEAGUE
FLNG PLANT BOUNDARY
SHEET 1 OF 2


VELASCO DRAINAGE DISTRICT EASEMENTS
TRACT III - QUINTANA TOWNSITE LOTS
TRACT III - QUINTANA LOTS
TRACT 1
TRACT II
LINE TABLE
COMMENCING CALL TRACT II
N.T.S.
LEGEND
DETAIL "A"
DETAIL "B"
DETAIL "C"
DETAIL "D"
HOLLY STREET
LAMAR STREET
103
23
10
MUSTANG ENGINEERING, L. P.
16001 PARK TEN PLACE
HOUSTON, TEXAS 77084
4316-01
Freeport LNG Development
ALTA/ACSM LAND TITLE SURVEY
FLNG LAND, INC. PROPERTIES
OUT OF THE STEPHEN F. AUSTIN 1/3 LEAGUE,
ABSTRACT NO. 24, BRAZORIA COUNTY, TEXAS
FLNG PLANT BOUNDARY
SHEET 2 OF 2

Doyle & Wachtstetter, Inc
Surveying and Mapping • GPS/GIS

170.051 ACRES
S. F. AUSTIN 1/3 LEAGUE, ABSTRACT 28
J. G. McNEEL SURVEY, ABSTRACT 335
BRAZORIA COUNTY, TEXAS

ALL THAT CERTAIN 170.051 ACRES of land out of a called 212.913 acre tract conveyed to Brazos River Harbor Navigation District of Brazoria County, Texas in Volume 1340, Page 97 of the Brazoria County Deed Records and situated in the Stephen F. Austin 1/3 League, Abstract 28 and J. G. McNeel Survey, Abstract 335, Brazoria County, Texas, and more particularly described by metes and bounds using survey terminology which refers to the Texas State Plane Coordinate System, South Central Zone (NAD 83) in which the directions are Lambert grid bearings and the distances are horizontal surface level lengths as follows;

BEGINNING at a found 5/8" iron rod in the Northwest right-of-way line of County Road 723 at position X=3145059.84 and Y=13538911.35, same being the South corner of a called 211.70 acre tract recorded in memorandum of lease agreements between Brazos River Harbor Navigation District and FLNG Land, Inc. in County Clerk's Files 04-038630 through 04-038632 of the Brazoria County Official Records from which a found 5/8" iron rod marking the East corner of the aforementioned 212.913 acre tract bears North 56°10'39" East, a distance of 846.90 feet;

THENCE South 56°08'54" West, coincident with the Northwest right-of-way line of County Road 723, same being the Southeast line of the said 212.913 acre tract, a distance of 4438.83 feet to a found 3/4" iron rod for corner making the East corner of Bryan Beach Subdivision, Section VII, recorded in Volume 10, Page 39 of the Brazoria County Plat Records;

THENCE North 30°05'06" West, coincident with the Southwest line of the said 212.913 acre tract, same being the Northeast line of Bryan Beach Subdivision, Section VII, at 1800.00 feet pass a set 5/8" iron rod and continue to a total distance of 1835.27 feet a point for corner in the top bank of the Intracoastal Waterway;

THENCE along the top bank of the Intracoastal Waterway with the following meanders:
North 61°22'06" East, a distance of 197.22 feet;
North 58°27'34" East, a distance of 95.63 feet;
North 46°09'19" East, a distance of 36.36 feet;
North 71°40'52" East, a distance of 68.21 feet;
North 67°21'32" East, a distance of 92.86 feet;
North 59°05'34" East, a distance of 140.48 feet;
North 10°20'20" East, a distance of 10.93 feet;
North 46°33'45" East, a distance of 109.69 feet;
North 18°44'56" East, a distance of 13.87 feet;
North 63°12'00" East, a distance of 60.27 feet;
North 81°16'59" East, a distance of 61.39 feet;
North 54°47'25" East, a distance of 68.14 feet;
North 88°00'07" East, a distance of 51.07 feet;

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South 71°19'00" East, a distance of 17.14 feet;
North 59°05'31" East, a distance of 63.20 feet;
North 7°49'01" East, a distance of 30.63 feet;
North 62°48'25" East, a distance of 53.26 feet;
North 48°58'11" East, a distance of 42.17 feet;
North 79°44'30" East, a distance of 9.29 feet;
North 19°09'07" East, a distance of 11.25 feet;
North 64°19'17" East, a distance of 55.21 feet;
North 26°45'22" East, a distance of 14.30 feet;
North 55°50'14" East, a distance of 40.42 feet;
South 89°40'30" East, a distance of 15.79 feet;
North 65°20'37" East, a distance of 76.63 feet;
North 60°02'20" East, a distance of 46.05 feet;
North 56°19'13" East, a distance of 72.04 feet;
North 54°32'40" East, a distance of 106.26 feet;
North 71°56'46" East, a distance of 27.23 feet;
North 54°26'38" East, a distance of 24.64 feet;
North 64°00'33" East, a distance of 101.20 feet;
North 53°01'15" East, a distance of 28.67 feet;
North 74°33'35" East, a distance of 38.49 feet
North 57°36'43" East, a distance of 43.38 feet;
North 52°31'17" East, a distance of 64.92 feet;
North 56°16'47" East, a distance of 70.62 feet;
North 55°35'21" East, a distance of 89.52 feet;
North 54°20'52" East, a distance of 50.73 feet;
North 60°50'46" East, a distance of 57.92 feet;
North 63°05'13" East, a distance of 20.92 feet;
North 64°13'06" East, a distance of 19.19 feet
North 82°31'53" East, a distance of 15.90 feet;
North 63°30'32" East, a distance of 26.36 feet;
North 73°51'09" East, a distance of 30.22 feet;
North 88°03'47" East, a distance of 51.52 feet;
North 43°35'05" East, a distance of 22.85 feet;
South 68°05'38" East, a distance of 27.24 feet;
North 74°51'17" East, a distance of 41.64 feet;
North 49°53'12" East, a distance of 31.78 feet;
North 60°38'27" East, a distance of 34.83 feet;
North 17°11'45" East, a distance of 21.50 feet;
North 58°27'10" East, a distance of 68.51 feet;
North 44°07'35" East, a distance of 18.61 feet;
North 72°26'27" East, a distance of 14.21 feet;
North 27°37'40" East, a distance of 14.48 feet;

North 3°51'52" West, a distance of 13.92feet;
North 53°41'25" East, a distance of 33.88 feet;
North 87°45'31" East, a distance of 9.22 feet;
North 51°15'42" East, a distance of 37.01 feet;
North 41°40'24" East, a distance of 45.34 feet;
North 81°26'04" East, a distance of 16.71 feet;
North 58°07'06" East, a distance of 99.40 feet;
North 15°15'50" East, a distance of 24.19 feet;
North 60°18'11" East, a distance of 16.91 feet;
North 29°16'26" East, a distance of 19.20 feet;
North 74°49'14" East, a distance of 39.54 feet;
North 87°27'08" East, a distance of 31.18 feet;
North 70°54'00" East, a distance of 48.18 feet;
North 56°50'00" East, a distance of 35.21 feet;
North 43°44'23" East, a distance of 46.71 feet;
North 11°58'41" East, a distance of 42.00 feet;
North 48°57'09" East, a distance of 14.26 feet;
North 64°34'34" East, a distance of 35.24 feet;
North 52°10'00" East, a distance of 36.70 feet;
North 32°21'20" East, a distance of 17.97 feet;
North 80°53'08" East, a distance of 18.50 feet;
North 59°56'28" East, a distance of 14.21 feet;
North 31°11'55" East, a distance of 27.05 feet;
North 85°59'17" East, a distance of 19.32 feet;
South 24°16'08" East, a distance of 37.66 feet;
North 84°04'07" East, a distance of 33.71 feet;
North 11°02'44" East, a distance of 12.74 feet;
North 52°05'44" East, a distance of 16.14 feet;
South 71°17'41" East, a distance of 11.47 feet;
North 67°49'48" East, a distance of 23.16 feet;
North 3°03'41" West, a distance of 9.52 feet;
North 40°30'22" East, a distance of 9.29 feet;
South 54°52'05" East, a distance of 12.58 feet;
South 34°57'02" East, a distance of 32.24 feet;
North 63°16'20" East, a distance of 22.86 feet;
South 77°45'24" East, a distance of 12.96 feet;
North 58°03'56" East, a distance of 35.11 feet;
North 7°00'50" West, a distance of 28.40 feet;
North 45°16'14" East, a distance of 55.58 feet;
North 48°16'37" East, a distance of 86.12 feet;
North 61°13'49" East, a distance of 74.25 feet;
North 47°56'51" East, a distance of 25.19 feet;

North 68°08'51" East, a distance of 46.83 feet;
South 78°39'04" East, a distance of 24.76 feet;
North 63°31'31" East, a distance of 35.59 feet;
North 56°08'18" East, a distance of 96.73 feet;
North 76°54'41" East, a distance of 22.82 feet;
North 36°31'44" East, a distance of 32.74 feet;
South 69°33'24" East, a distance of 10.56 feet;
North 73°06'47" East, a distance of 53.02 feet;
North 45°08'53" East, a distance of 18.62 feet;
North 86°21'54" East, a distance of 45.91 feet;
North 65°08'11" East, a distance of 31.80 feet;
North 88°09'59" East, a distance of 16.58 feet;
North 57°18'14" East, a distance of 31.72 feet;
North 39°41'15" East, a distance of 54.13 feet;
North 66°11'34" East, a distance of 47.91 feet;
and North 77°57'52" East, a distance of 52.10 feet;

THENCE South 33°49'26" East, coincident with the Southwest line of the aforementioned FLNG Land, Inc. 211.70 acre lease tract, at 84.09 feet pass a set 5/8" iron rod and continue to a total distance of 1514.09 to the **POINT OF BEGINNING,** containing 170.051 acres of land, more or less.

Charles D. Wachtstetter
Registered Professional Land Surveyor
Texas Registration Number 4547
August 23, 2011

This description is based on a survey, a plat of which, dated August 23, 2011 is on file in the office of Doyle & Wachtstetter, Inc.

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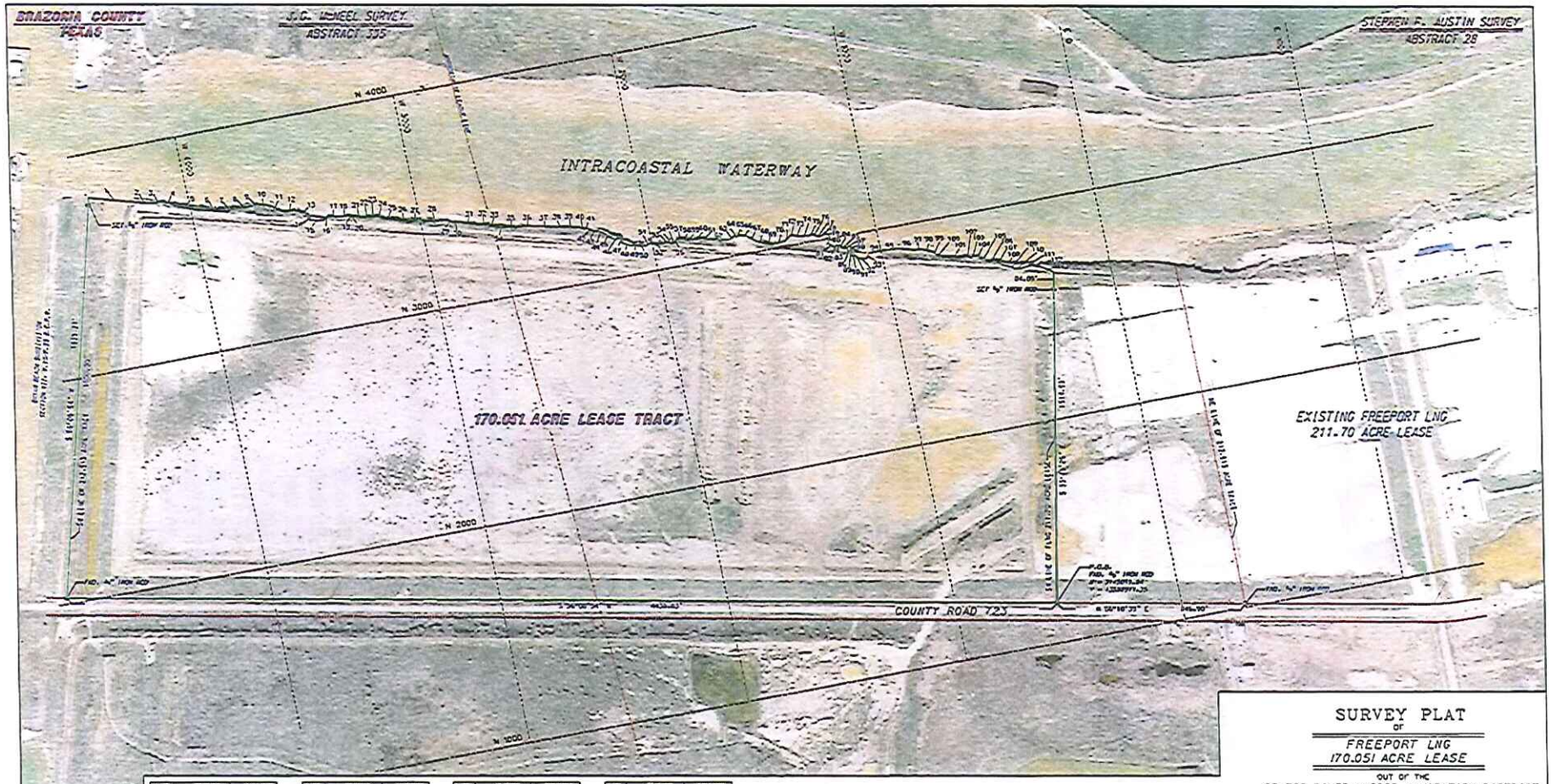


LINE	BEARING	DISTANCE
1	N 80°07'00" E	137.42
2	N 80°07'00" E	95.52
3	N 80°07'00" E	100.00
4	N 80°07'00" E	99.23
5	N 80°07'00" E	97.46
6	N 80°07'00" E	100.00
7	N 80°07'00" E	100.00
8	N 80°07'00" E	100.00
9	N 80°07'00" E	100.00
10	N 80°07'00" E	100.00
11	N 80°07'00" E	100.00
12	N 80°07'00" E	100.00
13	N 80°07'00" E	100.00
14	N 80°07'00" E	100.00
15	N 80°07'00" E	100.00
16	N 80°07'00" E	100.00
17	N 80°07'00" E	100.00
18	N 80°07'00" E	100.00
19	N 80°07'00" E	100.00
20	N 80°07'00" E	100.00
21	N 80°07'00" E	100.00
22	N 80°07'00" E	100.00
23	N 80°07'00" E	100.00
24	N 80°07'00" E	100.00
25	N 80°07'00" E	100.00
26	N 80°07'00" E	100.00
27	N 80°07'00" E	100.00
28	N 80°07'00" E	100.00
29	N 80°07'00" E	100.00
30	N 80°07'00" E	100.00
31	N 80°07'00" E	100.00
32	N 80°07'00" E	100.00
33	N 80°07'00" E	100.00
34	N 80°07'00" E	100.00
35	N 80°07'00" E	100.00
36	N 80°07'00" E	100.00
37	N 80°07'00" E	100.00
38	N 80°07'00" E	100.00
39	N 80°07'00" E	100.00
40	N 80°07'00" E	100.00
41	N 80°07'00" E	100.00
42	N 80°07'00" E	100.00
43	N 80°07'00" E	100.00
44	N 80°07'00" E	100.00
45	N 80°07'00" E	100.00
46	N 80°07'00" E	100.00
47	N 80°07'00" E	100.00
48	N 80°07'00" E	100.00
49	N 80°07'00" E	100.00
50	N 80°07'00" E	100.00
51	N 80°07'00" E	100.00
52	N 80°07'00" E	100.00
53	N 80°07'00" E	100.00
54	N 80°07'00" E	100.00
55	N 80°07'00" E	100.00
56	N 80°07'00" E	100.00
57	N 80°07'00" E	100.00
58	N 80°07'00" E	100.00
59	N 80°07'00" E	100.00
60	N 80°07'00" E	100.00
61	N 80°07'00" E	100.00
62	N 80°07'00" E	100.00
63	N 80°07'00" E	100.00
64	N 80°07'00" E	100.00
65	N 80°07'00" E	100.00
66	N 80°07'00" E	100.00
67	N 80°07'00" E	100.00
68	N 80°07'00" E	100.00
69	N 80°07'00" E	100.00
70	N 80°07'00" E	100.00
71	N 80°07'00" E	100.00
72	N 80°07'00" E	100.00
73	N 80°07'00" E	100.00
74	N 80°07'00" E	100.00
75	N 80°07'00" E	100.00
76	N 80°07'00" E	100.00
77	N 80°07'00" E	100.00
78	N 80°07'00" E	100.00
79	N 80°07'00" E	100.00
80	N 80°07'00" E	100.00
81	N 80°07'00" E	100.00
82	N 80°07'00" E	100.00
83	N 80°07'00" E	100.00
84	N 80°07'00" E	100.00
85	N 80°07'00" E	100.00
86	N 80°07'00" E	100.00
87	N 80°07'00" E	100.00
88	N 80°07'00" E	100.00
89	N 80°07'00" E	100.00
90	N 80°07'00" E	100.00
91	N 80°07'00" E	100.00
92	N 80°07'00" E	100.00
93	N 80°07'00" E	100.00
94	N 80°07'00" E	100.00
95	N 80°07'00" E	100.00
96	N 80°07'00" E	100.00
97	N 80°07'00" E	100.00
98	N 80°07'00" E	100.00
99	N 80°07'00" E	100.00
100	N 80°07'00" E	100.00
101	N 80°07'00" E	100.00
102	N 80°07'00" E	100.00
103	N 80°07'00" E	100.00
104	N 80°07'00" E	100.00
105	N 80°07'00" E	100.00
106	N 80°07'00" E	100.00
107	N 80°07'00" E	100.00
108	N 80°07'00" E	100.00
109	N 80°07'00" E	100.00
110	N 80°07'00" E	100.00
111	N 80°07'00" E	100.00
112	N 80°07'00" E	100.00
113	N 80°07'00" E	100.00

NOTES:

1. BEARINGS ARE RELATIVE ON THE TEXAS STATE PLANE COORDINATE SYSTEM, NORTH CENTRAL ZONE, NAD 83.
2. THIS PLAT IS INTENDED TO BE A "ACTUAL AND ACCURATE DESCRIPTION OF FACT" AS THE SAY FIELD OF SURVEY & PROFESSIONAL ENG.

I, THOMAS D. WACHTSTETTER, REGISTERED PROFESSIONAL LAND SURVEYOR UNDER CERTIFICATE NUMBER 1966 HEREBY CERTIFY THAT THE ABOVE PLAT IS A TRUE AND CORRECT REPRESENTATION OF A SURVEY MADE UNDER MY SUPERVISION, ON THE GROUND, AND THAT THERE ARE NO EVIDENCES NOR PROBABILITIES EXISTING AS SHOWN. DATE SURVEYED: JANUARY 24, 2007

STATE OF TEXAS
REGISTERED PROFESSIONAL LAND SURVEYOR
1966

THOMAS D. WACHTSTETTER
REGISTERED PROFESSIONAL LAND SURVEYOR
TEXAS REGISTRATION NUMBER 1966

SURVEY PLAT
OF
FREEPORT LNG
170.051 ACRE LEASE

OUT OF THE
BRAZOS RIVER HARBOR NAVIGATION DISTRICT
CALLED 212.913 ACRE TRACT
RECORDED IN
VOLUME 1340, PAGE 97
OF THE
BRAZORIA COUNTY DEED RECORDS
IN THE
J.G. MCNEEL LEAGUE
ABSTRACT 335
AND THE
STEPHEN F. AUSTIN SURVEY
ABSTRACT 28
BRAZORIA COUNTY, TEXAS

Doyle & Wachtstetter, Inc.
Surveying and Mapping GPS/GIS
111 COMMERCE STREET, CLUTE, TEXAS 77531
OFFICE: (979) 265-7423 FAX: (979) 265-9666

LEGAL DESCRIPTION
Tract D - 3
47.45 Acres

STATE OF TEXAS §

COUNTY OF BRAZORIA §

Being 47.45 acres of land out of the Stephen F. Austin Survey, Abstract No. 28, Brazoria County, Texas and being a portion of the Quintana Townsite as recorded in Volume 2, Page 139 of the Plat Records of Brazoria County, Texas and a portion of that certain tract of land described in that Final Judgment between Brazos River Harbor Navigation District and Terese Lewis Learned, et al, filed for record in Volume 1679, Page 485 of the Deed Records of Brazoria County, Texas, said 47.45 acres includes a portion of that certain 48.4333 acre tract of land described by Agreement for the Assignment of Ground Lease and Related Assets between Monsanto and FOC, Inc., filed for record May 31, 1994 under Clerk's File No. 94 020517 in the Official Records of Brazoria County, Texas and said 47.45 acre tract being more completely described by metes and bounds as follows:

BEGINNING at the most easterly south corner of said 48.4333 acre tract, being the east corner of that certain 14.3011 acre tract of land described by First Amendment to Ground Lease and Definitive Agreement Regarding Port Facilities between Brazos River Harbor Navigation District of Brazoria County, Texas and ExxonMobil Pipeline Company, filed for record June 27, 2000 under Clerk's File No. 00 026963 in the Official Records of Brazoria County, Texas.

THENCE along the most easterly southeast line of said 48.4333 acre tract, N 45°05'50" E, a distance of 770.10 feet to a 5/8" iron rod with cap stamped "John D. Mercer, RPLS #1924" found for the most southerly east corner of said 48.4333 acre tract.

THENCE N 44°54'31" W, a distance of 1,411.38 feet to a 5/8" iron rod with cap stamped "John D. Mercer, RPLS #1924" found on the most easterly northwest line of said 48.4333 acre tract.

THENCE along said northwest line, N 45°06'26" E, a distance of 1,089.40 feet to a 5/8" iron rod with cap stamped "John D. Mercer, RPLS #1924" found for an interior ell corner of said 48.4333 acre tract.

THENCE N 44°48'15" W, a distance of 76.53 feet to a 5/8" iron rod with cap stamped "John D. Mercer, RPLS #1924" found on the southeast bank of the Gulf Intra-Coastal Waterway for the most northerly corner of the herein described tract.

THENCE along the southeast bank of the Gulf Intra-Coastal Waterway as follows:

S 63°18'57" W, a distance of 88.25 feet;
S 58°10'24" W, a distance of 108.84 feet;
S 48°55'13" W, a distance of 94.98 feet;
S 48°34'12" W, a distance of 87.65 feet;
S 37°39'56" W, a distance of 40.02 feet;
S 64°41'08" W, a distance of 103.68 feet;
S 52°41'13" W, a distance of 116.67 feet;
S 77°42'22" W, a distance of 73.40 feet;
S 46°05'49" W, a distance of 100.87 feet;
S 54°10'02" W, a distance of 37.38 feet;

COPY

Tract D – 3
47.45 Acres

S 05°46'27" W, a distance of 39.72 feet;
S 41°03'09" W, a distance of 52.39 feet;
S 32°48'20" W, a distance of 147.29 feet;
S 57°15'40" W, a distance of 104.15 feet;
N 69°11'48" W, a distance of 105.98 feet;
S 75°39'43" W, a distance of 30.04 feet;
S 08°40'49" W, a distance of 40.36 feet;
S 33°09'49" W, a distance of 137.32 feet;
S 34°55'41" W, a distance of 70.01 feet;
S 58°24'48" W, a distance of 63.09 feet;
N 89°46'54" W, a distance of 93.86 feet;
S 58°00'57" W, a distance of 31.93 feet;
S 60°57'55" W, a distance of 29.87 feet;
S 40°12'55" W, a distance of 36.71 feet;
S 41°42'45" W, a distance of 82.87 feet;
S 48°50'15" W, a distance of 30.84 feet;
S 32°17'49" W, a distance of 32.59 feet;
S 25°41'43" W, a distance of 27.89 feet;
S 14°34'52" E, a distance of 19.47 feet;
S 37°30'52" E, a distance of 64.67 feet;
S 03°14'21" E, a distance of 45.93 feet;
S 15°32'02" W, a distance of 115.86 feet;
S 44°57'56" W, a distance of 51.24 feet;
S 43°57'14" W, a distance of 76.71 feet;
S 40°28'39" W, a distance of 59.91 feet;
S 35°08'21" W, a distance of 108.92 feet;
S 05°06'52" W, a distance of 86.20 feet;
S 03°44'46" E, a distance of 76.41 feet;
S 38°39'21" E, a distance of 116.00 feet;
S 81°16'10" W, a distance of 52.35 feet;
N 48°07'15" W, a distance of 52.43 feet;
N 64°50'56" W, a distance of 60.41 feet;
N 84°43'49" W, a distance of 69.39 feet;
S 35°04'27" W, a distance of 105.55 feet;
S 37°15'41" W, a distance of 87.39 feet;
S 25°15'21" W, a distance of 53.04 feet;
S 20°48'56" E, a distance of 114.31 feet;
S 76°31'29" W, a distance of 64.16 feet;
N 66°34'25" W, a distance of 28.43 feet; and
S 60°54'58" W, a distance of 12.78 feet to a point for the most westerly corner of the herein described tract.

Tract D – 3
47.45 Acres

THENCE S 44°54'23" E, passing a 5/8" iron rod with cap stamped "John D. Mercer, RPLS #1924" found at 55.00 feet and continuing a total distance of 270.04 feet to the most westerly south corner of the herein described tract.

THENCE N 45°05'01" E, a distance of 628.77 feet to the most westerly north corner of said 14.3011 acre tract.

THENCE S 44°53'45" E, a distance of 509.05 feet an interior ell corner of said 14.3011 acre tract, being the most westerly south corner of said 48.4333 acre tract.

THENCE N 45°06'15" E, a distance of 414.46 feet to the most easterly north corner of said 14.3011 acre site, being an interior ell corner of said 48.4333 acre tract.

THENCE S 44°53'45" E, a distance of 631.08 feet to the POINT OF BEGINNING and containing 47.45 acres of land, more or less.

Bearings are derived from GPS observations and based on the Texas State Plane Coordinate System, South Central Zone, NAD 83 grid bearings.

10-04

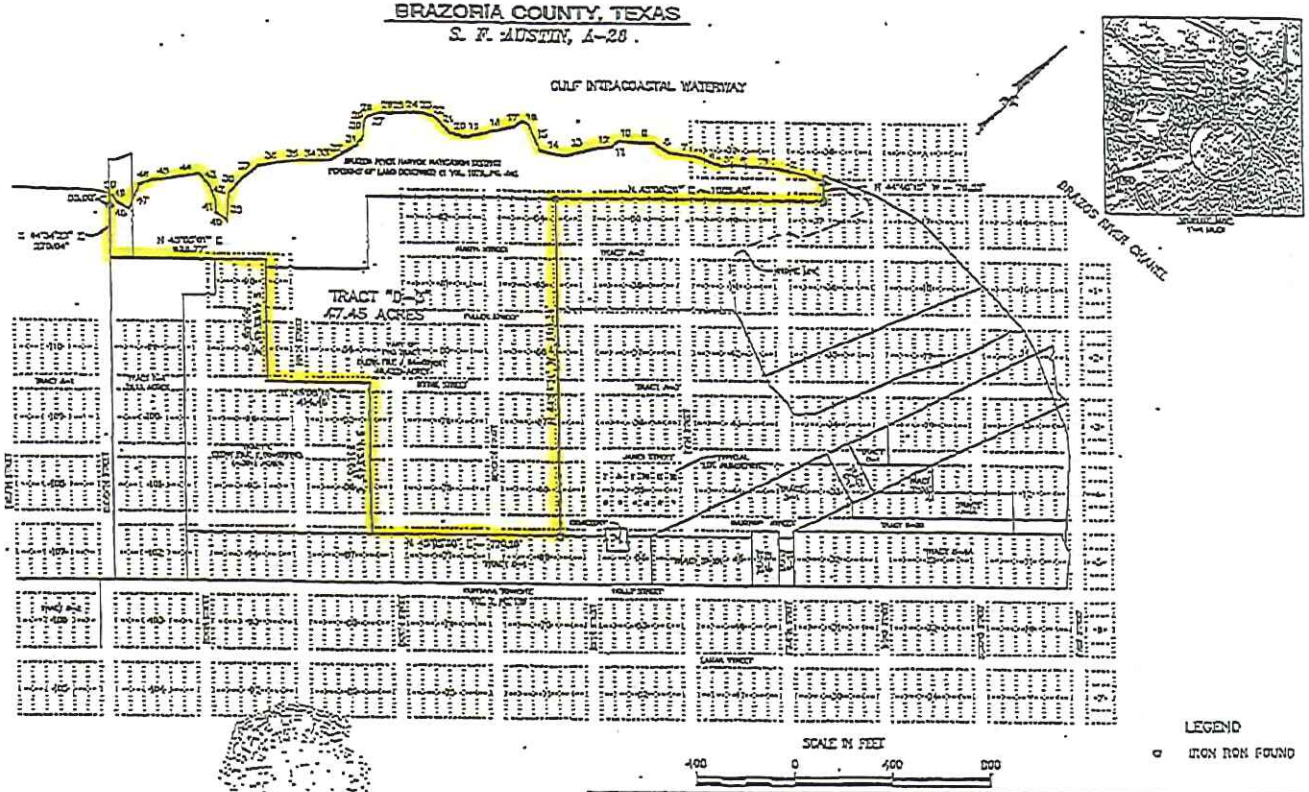
William J. Cash, Jr.
RPLS No. 3808

STATE OF TEXAS
REGISTERED
WILLIAM J. CASH, JR.
3808
PROFESSIONAL
LAND SURVEYOR

MO Project: 3605 — 3605-9491.DWG 19AUG04 0704 SF 400 MP WMCCOL

BRAZORIA COUNTY, TEXAS

S. F. AUSTIN, A-28.



LINE	LINE TABLE BEARING	LENGTH
1	S 63°16'07" W	84.23
2	S 68°16'24" W	108.04
3	S 48°53'12" W	34.08
4	S 48°54'12" W	42.65
5	S 37°25'28" W	40.02
6	S 64°41'06" W	103.86
7	S 32°41'13" W	118.07
8	S 77°42'22" W	72.40
9	S 44°05'49" W	100.07
10	S 24°10'22" W	32.76
11	S 40°40'27" W	39.72
12	S 47°03'08" W	62.38
13	S 32°46'26" W	147.29
14	S 37°13'48" W	104.13
15	N 59°11'40" W	102.98
16	S 76°38'43" W	30.04
17	S 48°10'43" W	40.36
18	S 33°00'49" W	137.32
19	S 34°32'42" W	70.01
20	S 38°24'48" W	83.04
21	N 82°46'34" W	83.58
22	S 50°10'32" W	34.33
23	S 40°37'37" W	23.67
24	S 48°12'02" W	30.71
25	S 41°42'43" W	62.87
26	S 48°06'13" W	30.84
27	S 32°17'49" W	32.56
28	S 37°41'43" W	37.88
29	S 14°36'32" E	18.47
30	S 37°36'32" E	54.67
31	S 63°14'31" E	46.33
32	S 43°32'02" W	115.86
33	S 44°37'34" W	31.29
34	S 43°37'14" W	76.73
35	S 40°03'38" W	80.91
36	S 28°06'21" W	100.02
37	S 10°08'32" W	00.30
38	S 32°44'48" E	78.41
39	S 28°28'21" E	118.00
40	S 61°46'19" W	82.33
41	N 48°07'13" W	32.43
42	N 34°30'36" W	60.42
43	N 24°43'42" W	63.38
44	S 30°04'27" W	103.06
45	S 37°15'41" W	87.38
46	S 30°10'21" W	33.04
47	S 27°45'08" E	114.31
48	S 75°21'38" W	54.15
49	N 68°34'32" W	32.43
50	S 80°34'28" W	12.32

BEARINGS BASED ON TEXAS STATE PLANE COORDINATE SYSTEM NAD 83, SOUTH CENTRAL ZONE — DERIVED FROM GPS OBSERVATIONS.

William L. Cash
Registered Professional Surveyor
No. 3008

8-19-04

LEGEND

⊙ IRON ROD FOUND

REV.	DATE	BY	DESCRIPTION	CHK.

PROJECT NO. 3605

MUSTANG ENGINEERING, L.P.
HOUSTON, TEXAS

FLNG LAND, INC.

FLNG TERMINAL LEASE " D-3"

BRAZORIA

DRAWN BY: DATE:
CHECKED BY: DATE:
SCALE FOR: APPR.

DWG. NO. 3605-9491

REV.

COPY

Additional Legal Descriptions for Quintana Block 23 (Lots 1-4, 6-12), Quintana Block 10 (Lots 7-12) and Holly Street and Second Street Crossings

Holly Street Crossing R.O.W

Approximately 0.1403 acres out of the S.F. Austin Survey, A-28, Brazoria County, Texas, being 61.1 feet in length across Holly Street and 100 feet in width

Quintana Block 23

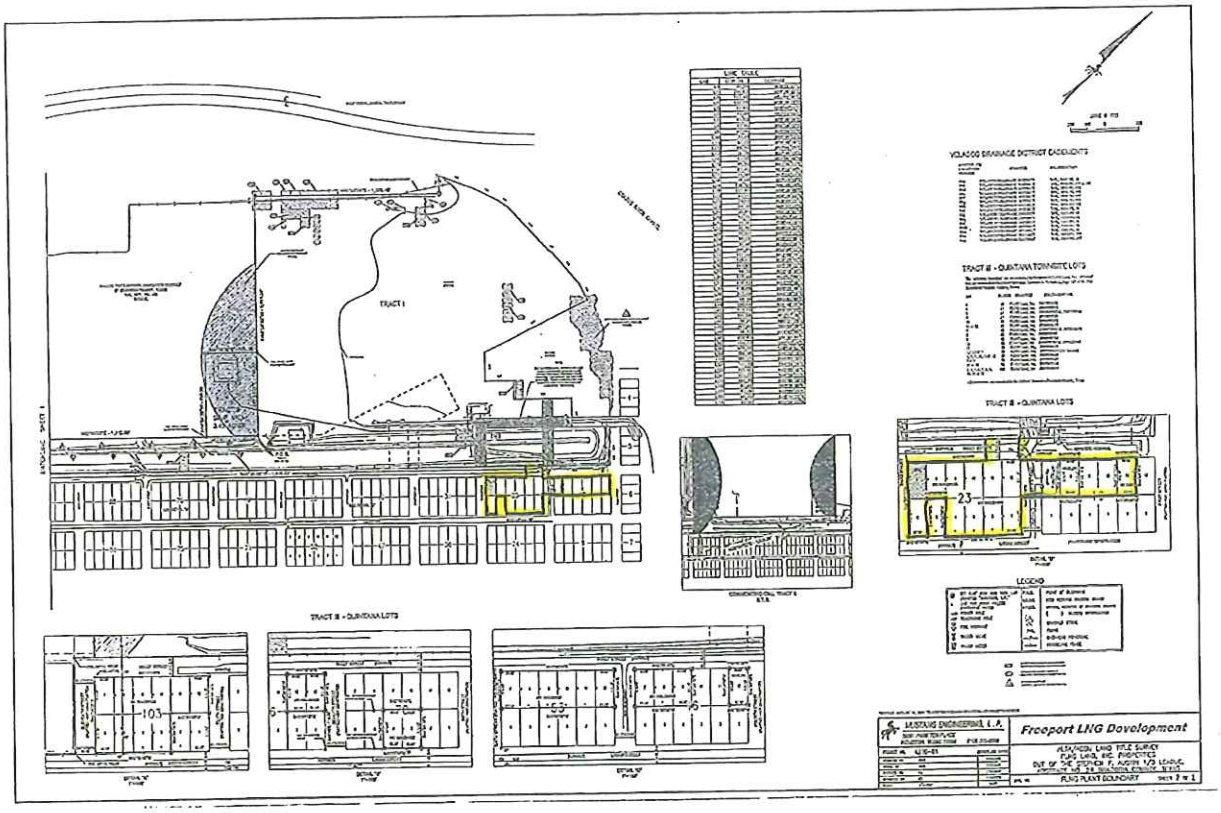
1. Lot 1 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
2. Lot 2 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
3. Lot 3 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
4. Lot 4 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
5. Lot 6 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
6. Lot 7 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
7. Lot 8 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
8. Lot 9 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
9. Lot 10 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
10. Lots 11-12 - Approximately 0.2831 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas

Second Street Crossing R.O.W

Approximately 0.1403 acres out of the S.F. Austin Survey, A-28, Brazoria County, Texas, being 61.1 feet in length across Second Street and 100 feet in width between Block 23 and Block 10

Quintana Block 10

1. Lot 7 - Approximately 0.1416 acres out of Block 10 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
2. Lot 8 - Approximately 0.1416 acres out of Block 10 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
3. Lot 9 - Approximately 0.1416 acres out of Block 10 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
4. Lot 10 - Approximately 0.1416 acres out of Block 10 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
5. Lot 11 - Approximately 0.1416 acres out of Block 10 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
6. Lot 12 - Approximately 0.1416 acres out of Block 10 out of the S.F. Austin Survey, A-28, Brazoria County, Texas


LINE TABLE
VELASCO DRAINAGE DISTRICT EASEMENTS
TRACT III - QUINTANA TOWNSITE LOTS
TRACT III - QUINTANA LOTS
TRACT I
LEGEND
TRACT III - QUINTANA LOTS
MUSTANG ENGINEERING, L.P.
Freeport LNG Development
PLNG PLANT BOUNDARY

Right of Way Tract Description Index for 42" Pipeline, Proposed NGL Pipeline and Proposed Fiber Optics

Please see the electronic copy of the application for additional individual tract documents and information.

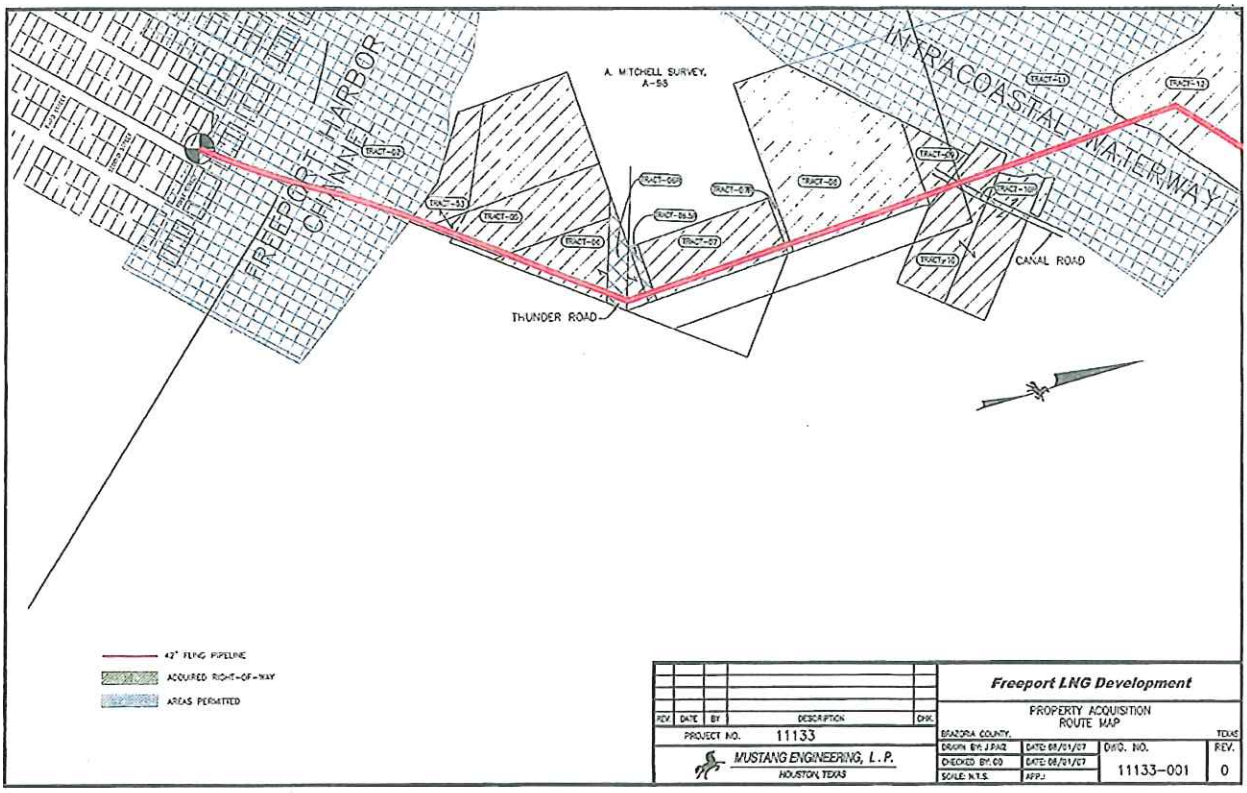
Tract No.	Legal Land Description	Approximate Area Description	Approx. ROW Feet	File Name (PDF)	Page No. of file that Legal Land Description and Map are on (of electronic files)
2	S.F. Austin Survey, A-28 & A. Mitchell Survey, A-98, Brazoria County, Texas, Exhibit "B"	Land located across State-owned land in Brazoria County: Brazos River/Freeport Harbor Channel (69.6 rods in length), being 50 feet wide on either side of the centerline of the 42" pipeline, being approximately 2.638 acres	1149.00	Tracts 2 and 56	5
3	Part Lot(s) 13A & 14, B.C.I.C. Division 3 Subdivision, A. Mitchell Labor, A-98, Brazoria County, Texas, Exhibit "A"	0.24 acres out of Part Lot(s) 13A & 14, B.C.I.C. Division 3 Subdivision, A. Mitchell Labor, A-98,	239.70	Tract 3	2
5	Part Lot 13, B.C.I.C. Division 3 Subdivision, A. Mitchell Labor, A-98, Brazoria County, Texas, Exhibit "A"	A 0.21 acre permanent Easement Parcel out of the Mitchell Labor, Abstract 98, Brazoria County, Texas and being Lot 13 of the B.C.I.C. Subdivision, Division 3	297.99	Tract 5	2
6	Lot 22, B.C.I.C. Division 3 Subdivision, a. Mitchell Labor, A-98, Brazoria County, Texas, Exhibit "A"	A 0.48 permanent Easement Parcel and a 0.41 acre temporary easement out of Lot 22, B.C.I.C. Division 3 Subdivision, a. Mitchell Labor, A-98	655.59	Tract 6	2
6R	A. Mitchell Survey, A-98, Brazoria County, Texas, Exhibit "A"	Across defined roadway in Village of Surfside Beach (Thunder Road), being 25 feet on either side of the centerline of the 42" pipeline, being approximately 0.127 acres	110.66	Tracts 6R, 6.5R, 7R, 10R	2,3
6.5R	A. Mitchell Survey, A-98, Brazoria County, Texas, Exhibit "A"	Across defined roadway in Village of Surfside Beach (Coast Guard Road), being 25 feet on either side of the centerline, being approximately 0.051 acres	44.385	Tracts 6R, 6.5R, 7R, 10R	4
7	Lot 12, B.C.I.C. Division 3 Subdivision, A. Mitchell Labor, A-98, Brazoria County, Texas, Exhibit "A"	A 0.66 acre permanent Easement Parcel and a 0.82 acre temporary easement parcel out of the 5.00 acre parent tract (Lot 12)	713.63	Tract 7	2
7R	A. Mitchell Survey, A-98, Brazoria County, Texas, Exhibit "A"	Across defined roadway in Village of Surfside Beach (Unnamed Road), being 25 feet on either side of the centerline of the 42" pipeline, being approximately 0.034 acres	30.03	Tracts 6R, 6.5R, 7R, 10R	5
8	Lot 1, B.C.I.C. Division 3 Subdivision, A. Mitchell Labor, A-98, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.64 acre tract or parcel of land and a 1.39 acre temporary easement parcel of land out of the A. Mitchell Labor, Abstract 98, Lot 1, Brazoria County, Texas	745.58	Tract 8	2
9	Lot 12, B.C.I.C. Division 2 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.05 acre tract or parcel of land and a 0.070 acre temporary easement parcel of land out of the F.J. Calvit League, Abstract 51, Lot 12, Brazoria County, Texas	90.87	Tract 9	2
10	Lot 11, B.C.I.C. Division 2 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.22 acre tract or parcel of land out of the F.J. Calvit League, Abstract 51, Lot 11, Brazoria County, Texas	321.49	Tract 10	3
10R	A. Mitchell Survey, A-98 & F.J. Calvit Survey, A-51, Brazoria County, Texas, Exhibit "A"	Across defined roadway in Village of Surfside Beach (Canal St.), being 25 feet on either side of the centerline of the 42" pipeline, being approximately 0.047 acres	40.59	Tracts 6R, 6.5R, 7R, 10R	7
11	A. Mitchell Survey, A-98 & F.J. Calvit Survey, A-51, Brazoria County, Texas, Exhibit "B"	Across the Intercoastal Waterway (Total Length: 810.54' = 49.12 Rods) (Permanent Easement: 0.556 acres)	810.54	Tract 11 - Intercoastal Waterway Crossing	2
12	Lots 8, 9, 10, 11 & 12, B.C.I.C. Division 4 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A tract or parcel of land (Permanent Easement: 1.38 acres, Temporary Easement: 8.270) out of Lots 8, 9, 10, 11 & 12, B.C.I.C. Division 4 Subdivision, F.J. Calvit League, Brazoria County Texas	2000.01	Tract 12	3
15	Lot 18, B.C.I.C. Division 4 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.41 acre tract or parcel of land an a 0.80 acre temporary easement parcel of land out of Lot 18, B.C.I.C. Division 4 Subdivision, F.J. Calvit League, A-51	446.31	Tract 15	2
16	Lot A, B.C.I.C. Division 4 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.42 acre tract or parcel of land and a 0.83 acre temporary easement parcel of land out of Lot A, B.C.I.C. Division 4 Subdivision, F.J. Calvit League, A-51	458.51	Tract 16	2

16R	F.J. Calvit Survey, A-51, Brazoria County, Texas,	The pipeline(s) is installed by conventional lay under the ground under the asphalt feeder roads servicing SH 332, within the TX DOT right of way, approximately 1060 feet northwest of where the SH 332 bridge begins to cross the Intrecoastal Waterway. The approximate distance of the easement is 442 feet and the described width is 25 feet on either side of the centerline of the 42" pipeline, being 0.507 acres.	442.00	Tract 16R	2
17	Lot 2, B.C.I.C Division 7 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.57 acre tract or parcel of land and a 1.24 acre temporary easement parcel out of Lot 2, B.C.I.C Division 7 Subdivision, F.J. Calvit League, A-51	491.28	Tract 17	2
18	Same as Tract 19	Same as Tract 19	0.00	Tract 19	Same as Tract 19
19	Lots 10 & 11, B.C.I.C. Division 7 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.79 acre tract or parcel of land and a 0.70 acre temporary easement parcel of land out of Lots 10 and 11 of the Brazos Coast Investment Company, Division 7 Subdivision of the F.J. Calvit League, Abstract Number 51	847.54	Tract 19	2
20	Lot 12, B.C.I.C. Division 7 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.33 acre tract or parcel of land and a 0.56 acre temporary easement parcel of land out of Lot 12 , B.C.I.C. Division 7 Subdivision, F.J. Calvit League, A-51, (5.00 acres)	331.15	Tract 20	4
21	Lot 13, B.C.I.C Division 7 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.27 acre easement tract or parcel of land out of Lot 13, B.C.I.C Division 7 Subdivision, F.J. Calvit Leagve, A-51 (14.55 rods in length)	245.81	Tracts 21, 50, 67	6
21R	A. Mitchell Survey, A-98, Brazoria County, Texas	Land under, over or along a certain County Road (Tarpon Lane) - Approx. ROW feet = 356.235', being 25 feet on either side of the centerline of the 42" pipeline, being approximately 0.409 acres	356.24	Tracts 21R, 22R, 26R, 37.5R, 52R, 57R	2
22	Lot 14, B.C.I.C. Division Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.049 acre tract or parcel of land out of Lot 14 of the Brazos Coast Investment Company Division 7 Subdivision of the F.J. Calvit League, Abstract Number 51	0.00	Tract 22	2
22a	Lot 65, B.I.C.I Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas,	A 0.21 acre tract or parcel of Lot 65, B.I.C.I Division 8 Subdivision, F.J. Calvit League, A-51, (10.00 acres)	182.55	Tract 22A	5
22R	F.J. Calvit Survey, A-51, Brazoria County, Texas	Land under, over or along a certain County Road (Unnamed Road, Brazoria County), being approximately 0.037 acres - Approx. ROW feet = 37.34', Approx. width = 25 feet on either side of the centerline of the 42" pipeline.	32.34	Tracts 21R, 22R, 26R, 37.5R, 52R, 57R	3
23a	Lot 108, B.C.I.C Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	0.60 acres out of Lot 108, B.C.I.C Division 8 Subdivision, F.J. Calvit League, A-51	521.07	Tract 23A	2
24a	Lot 105, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	0.03 acres out of Lot 105, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51	18.37	Tract 24A	2
25a	Lot 106, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, "Exhibit A"	5.00 acres, owned by FLNG, being Lot 106, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, (5.00 acres), Brazoria County, Texas	566.78	Tract 25A	4
26a	Lot 107, B.C.I.C. Division 8 Subdivision, F.J> Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	5.00 acres, owned by FLNG, being Lot 107, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, (5.00 acres), Brazoria County, Texas	498.17	Tract 26A	4
26R	F.J. Calvit Survey, A-51, Brazoria County, Texas, Brazoria County, Texas	Land under, over or along a certain County Road, being approximately 0.036 acres (Unnamed Road, Brazoria County) - Approx. ROW feet = 31.35', Approx. width = 25 feet on either side of the centerline of the 42" pipeline	31.35	Tracts 21R, 22R, 26R, 37.5R, 52R, 57R	4
26.5a	Lot 116, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	0.22 acres out of Lot 116, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51	187.32	Tract 26.5A	2
27a	Lot 117, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	5.00 acres, owned by FLNG, being Lot 117, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51 (5.00 acres)	437.37	Tract 27A	4
28a	Lot 118, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	0.72 acres out of Lot 118, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51	627.18	Tract 28A	2
29a	Lot 119, B.C.I.C. Division 8 Subdivision, F.J.. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	0.30 acres out of Lot 119, B.C.I.C. Division 8 Subdivision, F.J.. Calvit League, A-51	260.91	Tract 29A	2
30a	Lot 120, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	0.24 acres out of Lot 120, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51	208.97	Tract 30A	2

31a	Lot 121, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	0.34 acres out of Lot 121, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51	294.43	Tract 31A	2
35	Lot 122, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.34 acre tract or parcel of land out of Lot 122, out of the F.J. Calvit League, Abstract 51, Brazoria County, Texas	292.37	Tract 35	2
36	Lot 123, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	5.00 acres, owned by FLNG, being Lot 123, B.C.I.C Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas	234.30	Tract 36	6
37	Lot 124, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A: A-2"	0.00 acres of permanent easement and a 0.39 acre temporary easement parcel out of Lot 124, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas	0.00	Tracts 37, 41, 43, 45, 47, 52	4
37.5	Lot 125, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, "Exhibit A"	0.51 acres and a 4.070 acre temporary easement parcel of land out of Lot 125, B.C.I.C. Division 8 Subdivision, F.J. Calvit League, A-51	338.19	Tracts 37.5, 38	2
37.5R	F.J. Calvit Survey, A-51, Brazoria County, Texas	Land under, over or along a certain County Road (Co. RD. 891, Brazoria County), being approximately 0.048 acres - Approx. ROW feet = 42.075', Approx. width = 25 feet on either side of the centerline of the 42" pipeline	42.075	Tracts 21R, 22R, 26R, 37.5R, 52R, 57R	5
38	105.52 Acres, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.91 acre tract or parcel of land and a 1.50 acre temporary easement parcel of land out of the F.J. Calvit League, Abstract Number 51, Brazoria County, Texas	798.52	Tracts 37.5, 38	3
39	346.909 acres, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 4.53 acre tract of land and a 11.150 acre temporary easement parcel of land out of 346.909 acres, F.J. Calvit League, A-51, Brazoria County, Texas.	3945.00	Tract 39	2
40	Lots 158 & 159, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A" - 1	A 0.70 acre tract and a 0.99 acre temporary easement parcel of land out of a part of 102.5 acres, more or less, being tracts 126, 140, 154, 156, and 159, Brazos Coast Investment Company Subdivision #9 out of the F.J. Calvit League, Abstract 51, Brazoria County, Texas	614.12	Tracts 40, 42, 44, 49 55	2
41	Lot 157, B.C.I.C Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A: A-3"	A 0.36 acre tract and a 0.54 acre temporary easement parcel of land out of Lot 157, B.C.I.C Division 9 Subdivision, F.J. Calvit League, A-51	312.24	Tracts 37, 41, 43, 45, 47, 52	5
42	Lot 156, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A" - 2	A 0.36 acre tract and a 0.50 acre temporary easement parcel of land out of a part of 102.5 acres, more or less, being tracts 126, 140, 154, 156, and 159, Brazos Coast Investment Company Subdivision #9 out of the F.J. Calvit League, Abstract 51, Brazoria County, Texas	312.24	Tracts 40, 42, 44, 49 55	3
43	Lot 155, B.C.I.C Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A: A-4"	0.36 acres and a 0.54 acre temporary easement parcel of land out of Lot 155, B.C.I.C Division 9 Subdivision, F.J. Calvit League, A-51	312.24	Tracts 37, 41, 43, 45, 47, 52	6
44	Lot 154, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A" - 3	0.36 acres and a 0.72 acre temporary easement parcel of land out of a part of 102.5 acres, more or less, being tracts 126, 140, 154, 156, and 159, Brazos Coast Investment Company Subdivision #9 out of the F.J. Calvit League, Abstract 51, Brazoria County, Texas	312.24	Tracts 40, 42, 44, 49 55	4
45	Lot 153, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A: A-5"	0.36 acres and a 0.54 acre temporary easement parcel of land out of Lot 153, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51	313.73	Tracts 37, 41, 43, 45, 47, 52	7
46	Lot 137, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	0.31 acres and a 0.46 acre temporary easement parcel of land out of Lot 137, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51 (5.00 acres)	268.54	Tract 46	4
47	Lot 138, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A: A-6"	0.31 acres and a 0.46 acre temporary easement parcel of land out of Lot 138, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51	267.82	Tracts 37, 41, 43, 45, 47, 52	8
48	Lot 139, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	0.31 acres and a 0.46 acre temporary easement parcel of land out of Lot 139, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51 (5.00 acres)	267.41	Tract 48	4
49	Lot 140, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A" - 4	0.31 acres and a 0.61 acre temporary easement parcel of land out of a part of 102.5 acres, more or less, being tracts 126, 140, 154, 156, and 159, Brazos Coast Investment Company Subdivision #9 out of the F.J. Calvit League, Abstract 51, Brazoria County, Texas	267.41	Tracts 40, 42, 44, 49 55	5
50	Lot 141, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.31 acre easement tract or parcel of land and a 0.45 acre temporary easement parcel of land out of Lot 141, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51 (16.21 rods in length)	267.41	Tracts 21, 50, 67	7

51	Lot 142, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.37 acre tract of land, a 0.27 acre tract of land and a 0.61 acre temporary easement parcel of land out of Lot 142, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51,	267.41	Tract 51	2
52	Lot 143 & 144, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A: A-1"	0.61 acres and a 1.22 acre temporary easement parcel of land out of Lot 143 & 144, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51	898.15	Tracts 37, 41, 43, 45, 47, 52	3
52R	F.J. Calvit Survey, A-51 & B.T. Archer Survey, A-9, Brazoria County, Texas	Land under, over or along a certain County Road (Co. RD. 690A - Galley Way Rd., Brazoria County), being approximately 0.075 acres - Approx. ROW feet = 65.01', Approx. width = 25 feet on either side of the centerline of the 42" pipeline	65.01	Tracts 21R, 22R, 26R, 37.5R, 52R, 57R	6
53	Lot 125, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, "Exhibit A"	0.61 acres out of Lot 125, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51	898.10	Tract 53	2
55	Lot 126, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas. Exhibit "A" - 5	0.02 acres out of a part of 102.5 acres, more or less, being tracts 126, 140, 154, 156, and 159, Brazos Coast Investment Company Subdivision #9 out of the F.J. Calvit League, Abstract 51, Brazoria County, Texas	0.00	Tracts 40, 42, 44, 49 55	6
56	F.J. Calvit Survey, A-51 & B.T. Archer Survey, A-9, Brazoria County, Texas, Exhibit "B"	Land located across State-owned land in Brazoria County: Oyster Creek (20.04 rods in length), East Union Slough (1.5 rods in length), being 50 feet wide on either side of the centerline of the 42" pipeline, being approximately 0.511 acres	396.66	Tracts 2 and 56	6,7
57	Lot 1C1, B.T. Archer League, A-9, Brazoria County, Texas, Exhibit "A"	0.68 acres out of Lot 1C1, B.T. Archer League, A-9, Brazoria County, Texas (a 62.5637 acre tract of land)	969.23	Tract 57	2
57R	B.T. Archer Survey, A-9, Brazoria County, Texas	Land under, over or along a certain County Road (Unnamed Road and Co. Rd. 792, Brazoria County), being approximately 0.139 acres - Approx. ROW feet = 120.545', Approx. width = 25 feet on either side of the centerline of the 42" pipeline	120.55	Tracts 21R, 22R, 26R, 37.5R, 52R, 57R	7,8
58	Lots 1C, 1C2, 1C3, 1C4, 1C5, 1C6, 1C7 & 1C8, B.T. Archer League, A-9 Brazoria County, Texas, Exhibit "A"	1.39 acres and a 1.84 acre temporary easement parcel of land out of Lots 1C, 1C2, 1C3, 1C4, 1C5, 1C6, 1C7 & 1C8, B.T. Archer League, A-9 Brazoria County, Texas (a 504.445 tract of land)	1308.45	Tract 58	2,3
59	B.T. Archer League, A-9, Brazoria County, Texas, Exhibit "A"	A 0.60 acre tract or parcel of land and a 0.53 acre temporary easement parcel of land out of the B.T. Archer League, Abstract 9, Brazoria County, Texas	658.00	Tract 59	2
61	John W. Lightfoot Survey, A-316, Brazoria County, Texas, Exhibit "A"	A strip of land (2.69 acre tract of land) and a 4.04 acre temporary easement parcel of land out of Tract 2 and Tract 3, being 500 acres, more or less, out of the John Lightfoot Survey, Abstract No. 316, Brazoria County, Texas	2931.72	Tract 61	2,3
62.01 and 62.02	John W. Lightfoot Survey, A-316, Brazoria County, Texas, Exhibit "A"	A 0.46 acre tract or parcel of land and a 0.54 acre temporary easement parcel of land out of the John W. Lightfoot Survey, Abstract 316, Brazoria County, Texas	495.71	Tract 62.01, 62.02	2,3
62.023	John W. Lightfoot Survey, A-316, Brazoria County, Texas, Exhibit "A"	A 0.03 acre tract or parcel of land and a 0.02 acre temporary easement parcel of land out of the John W. Lightfoot Survey, Abstract 316, Brazoria County, Texas	29.66	Tract 62.023	2
62a	John W. Lightfoot Survey, A-316, Brazoria County, Texas, Exhibit "A"	A forty (40) foot wide strip of land (approx. 1.50 acres) and a 2.00 acre temporary easement parcel of land across a certain 206.67 acre tract or parcel of land out of the John W. Lightfoot Survey, Abstract 316, Brazoria County, Texas	1610.92	Tract 62A	2,3
62.03	John W. Lightfoot Survey, A-316, Brazoria County, Texas, Exhibit "A"	A forty (40) foot wide strip of land (approx. 0.23 acres) and a 0.20 acre temporary easement parcel of land across a certain called 11.004 acre tract or parcel of land out of the John W. Lightfoot Survey, Abstract 316, Brazoria County, Texas	248.01	Tract 62.03	2
65	John W. Lightfoot Survey, A-316, Brazoria County, Texas, Exhibit "A"	A 0.50 acre tract or parcel of land and a 0.44 acre temporary easement parcel of land out of the John W. Lightfoot Survey, Abstract 316, Brazoria County, Texas	545.36	Tract 65	2
66	Lot 1D, Jared E. Groce 5 Leagues Grant, A-66, Brazoria County, Texas, Exhibit "A"	A 1.02 acre tract and a 0.83 acre temporary easement parcel of land out of Lot 1D, Jared E. Groce 5 Leagues Grant, A-66, Brazoria County, Texas (45.00 acres)	1112.26	Tract 66	2

67	Jared E. Groce 5 Leagues Grant, A-66, Brazoria County, Texas, Exhibit "A", approximately 20.55 acres out of a 5,782.72 acre tract	(1) Approximately 542.7 rods, being 8,950.63 feet in length and 50 feet in width on either side of the centerline of the existing 42" pipeline, being approximately 20.55 acres of a 5,782.72 acre tract or parcel of land out of the Jared E. Groce 5 Leagues Grant, A-66, Brazoria County, Texas (owned by Dow Chemical Company) ; and (2) Approximately 500 feet in length and 100 feet in width, being approximately 1.15 acres of a 5,782.72 acre tract or parcel of land out of the Jared E. Groce 5 Leagues Gran Survey, A-66, Brazoria County, Texas (owned by Dow Chemical Company), for the NGL line split-off to Ineos	8950.63 + 500 = 9450.63	Tracts 21, 50, 67	3,4,5
68	J. E. Groce 5 Leagues Grant, A-66, Brazoria County, Texas, Exhibit "A"	A 0.02 acre tract or parcel of land and a 0.02 acre temporary easement parcel of land out of the J.E. Groce 5 Leagues Grant Survey, Abstract 66, Brazoria County, Texas	20.09	Tract 68	2
69	Jared E. Groce 5 League, A-66, Brazoria County, Texas, approximately 1.81 acres	(1) Approximately 1.81 acres and a 0.18 acre temporary easement parcel of land out of a 474.77 acre tract out of the Jared E. Groce 5 League Survey, A-66, Brazoria County, Texas; and (2) Approximately 2,600 feet in length and 100 feet in width, being approximately 5.97 acres out of a 474.77 acre tract out of the Jared E. Groce 5 League Survey A-66, Brazoria County, Texas, for the NGL line split off to Ineos	1058.94 + 2600 = 3658.94	Tract 69	3



42" FLNG PIPELINE
ACQUIRED RIGHT-OF-WAY
AREAS PERMITTED

REV.	DATE	BY	DESCRIPTION	CHK.

PROJECT NO. 11133

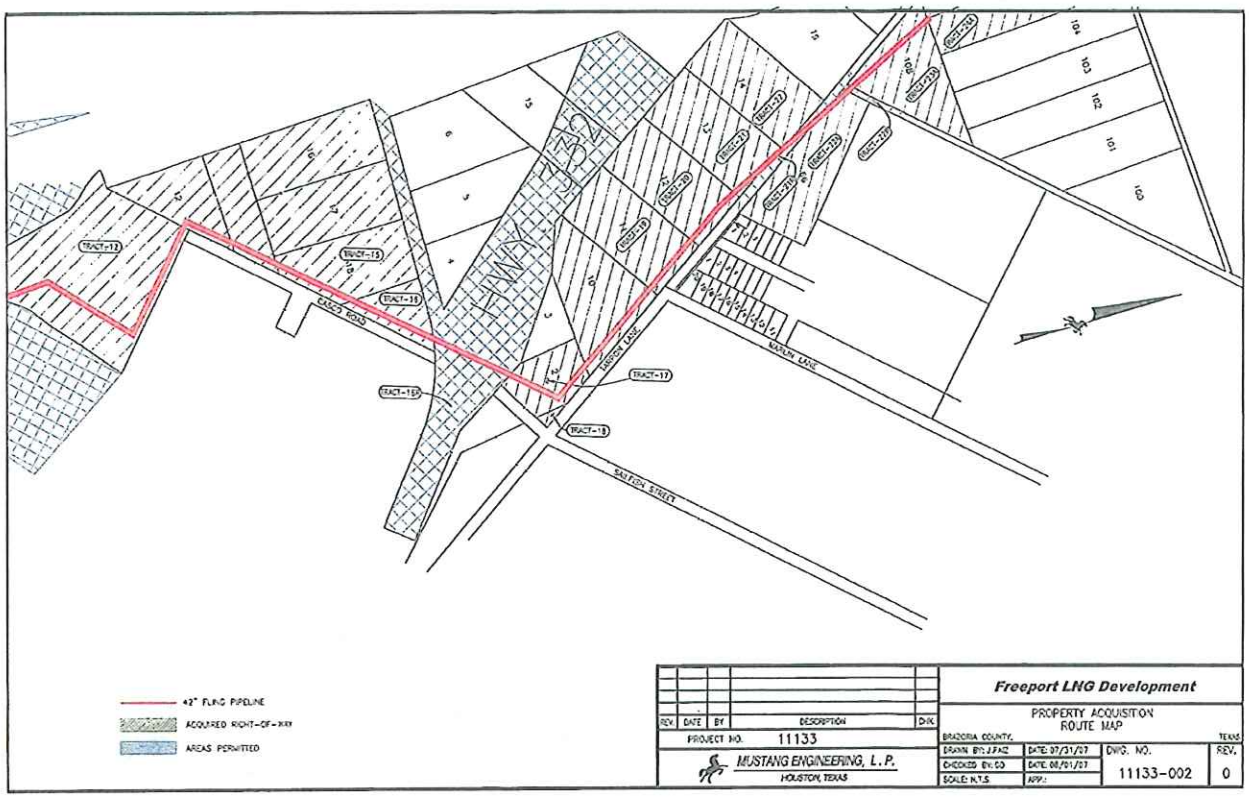
MUSTANG ENGINEERING, L.P.
HOUSTON, TEXAS

Freeport LNG Development

PROPERTY ACQUISITION
ROUTE MAP

BRAZORIA COUNTY, TEXAS

DRAWN BY: J.PAZ	DATE: 08/01/07	DWG. NO.	REV.
CHECKED BY: CD	DATE: 08/01/07	11133-001	0
SCALE: N.T.S.	APP.:		



REV.	DATE	BY	DESCRIPTION	CHK.

PROJECT NO. 11133

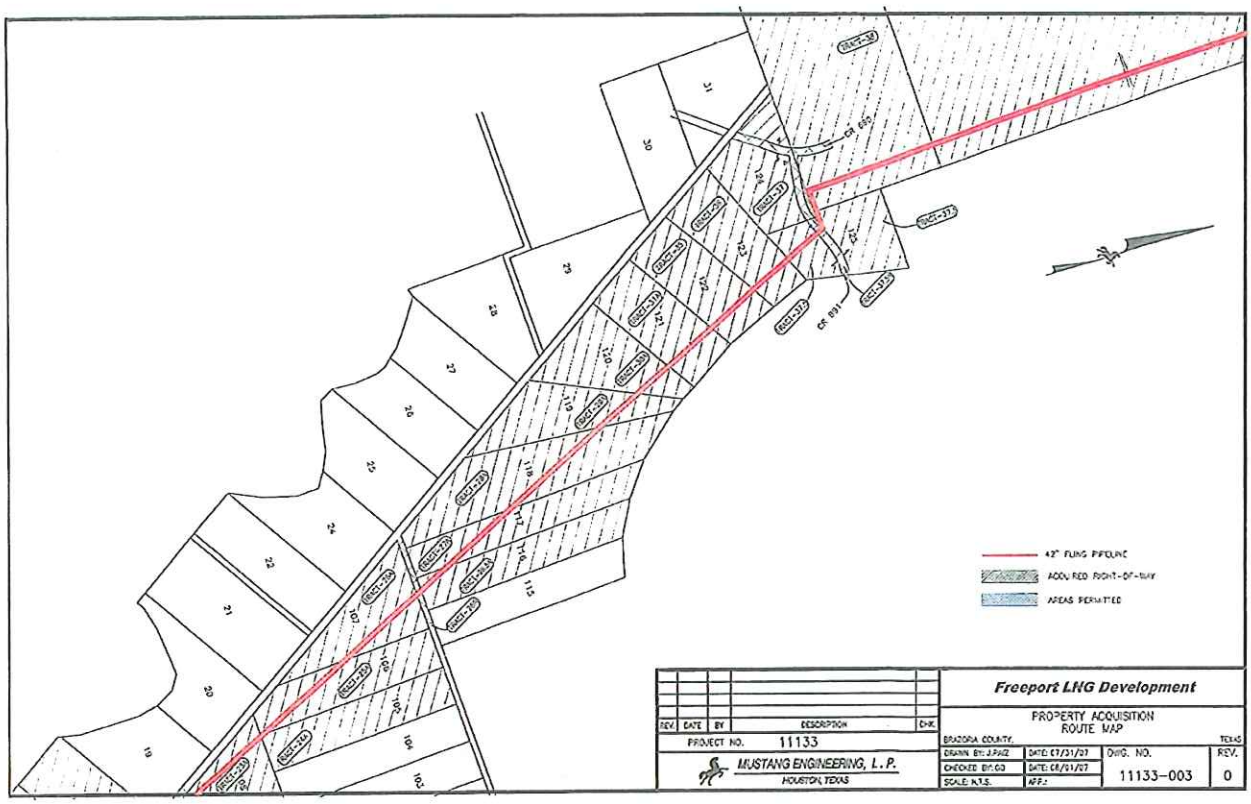
MUSTANG ENGINEERING, L.P.
HOUSTON, TEXAS

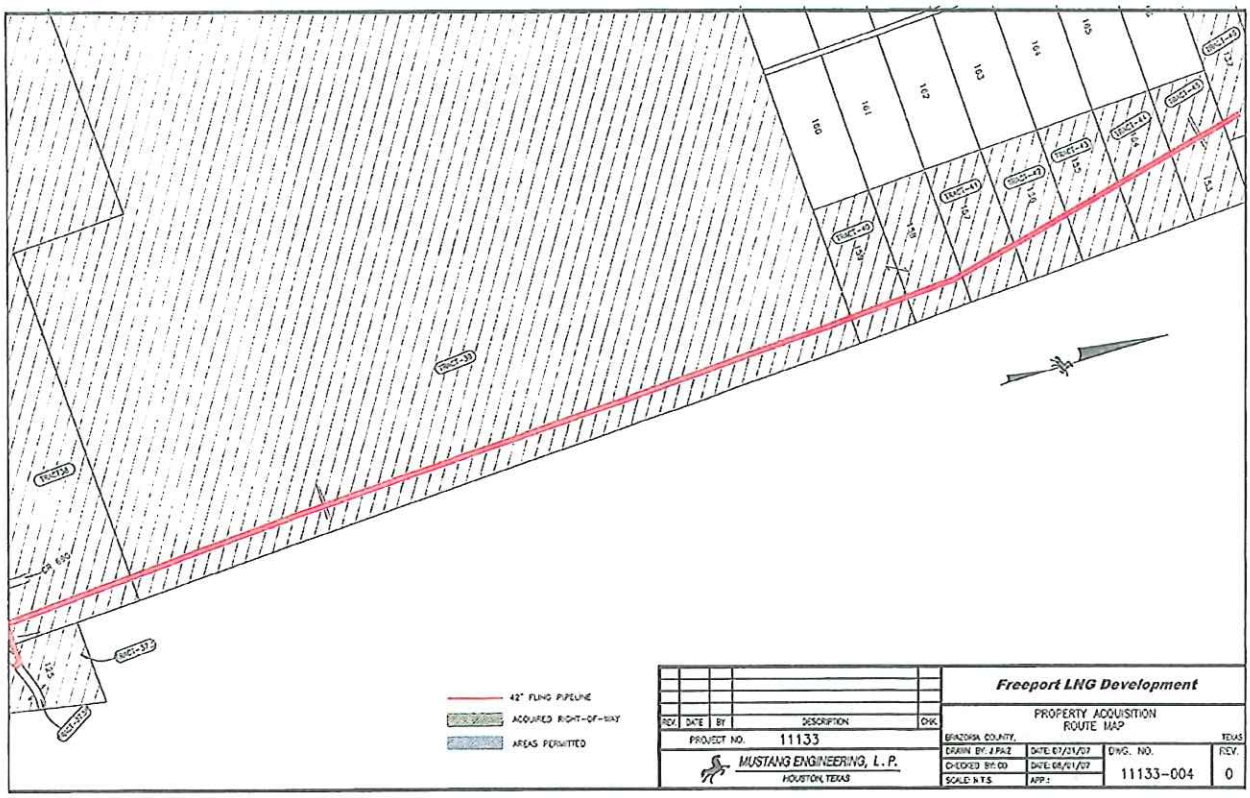
Freeport LNG Development

PROPERTY ACQUISITION
ROUTE MAP

BRAZORIA COUNTY, TEXAS

DRAWN BY: J.FAIZ	DATE: 07/31/07	DWG. NO.	REV.
CHECKED BY: CO	DATE: 08/01/07	11133-002	0
SCALE: N.T.S.	APP.:		


42" FLING PIPELINE
ADDITIONAL RIGHT-OF-WAY
AREAS PERMITTED
CR 695
CR 691
Freeport LNG Development
PROPERTY ACQUISITION
ROUTE MAP
BRAZORIA COUNTY
TEXAS
REV. DATE BY DESCRIPTION CHK.
PROJECT NO. 11133
MUSTANG ENGINEERING, L.P.
HOUSTON, TEXAS
DRAWN BY: J.PAEZ
DATE: 07/31/07
CHECKED BY: GD
DATE: 08/01/07
SCALE: N.T.S.
APP.:
DWG. NO.
11133-003
REV.
0



REV.	DATE	BY	DESCRIPTION	CHK.

PROJECT NO. 11133

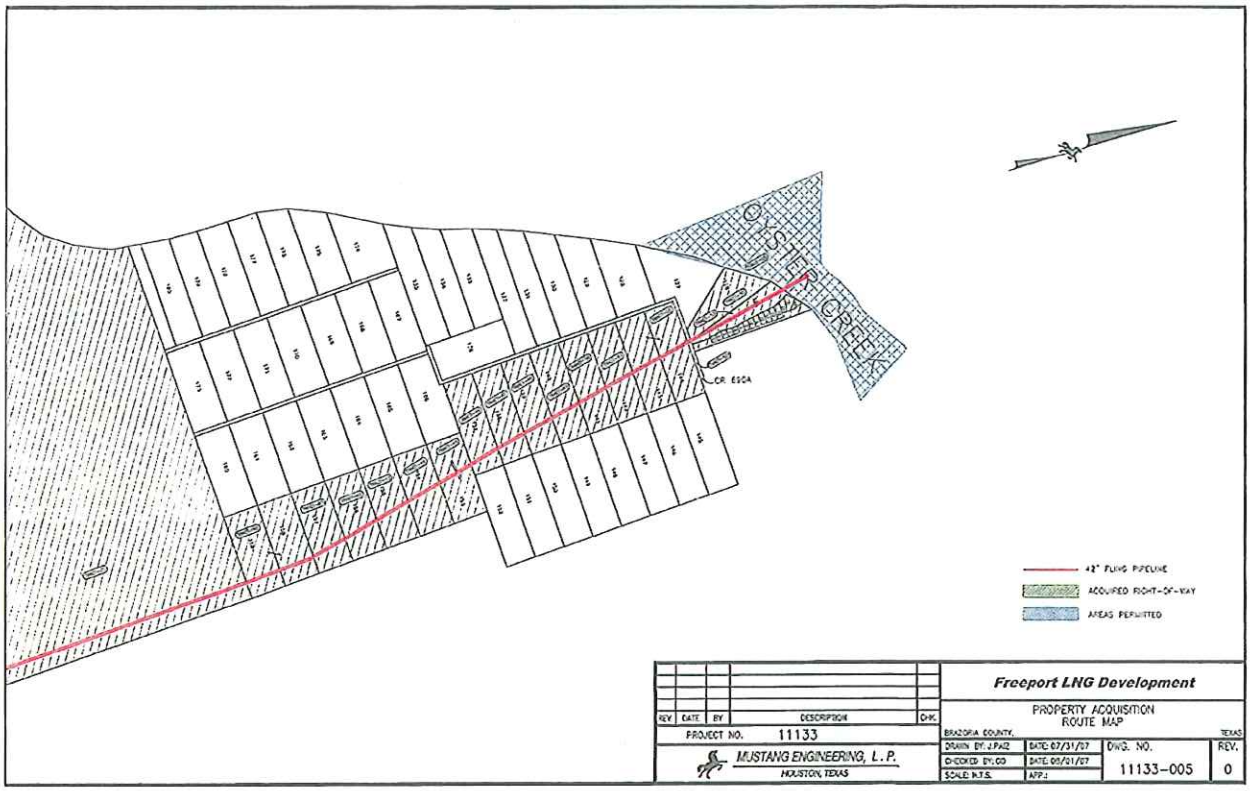
MUSTANG ENGINEERING, L. P.
HOUSTON, TEXAS

Freeport LNG Development

PROPERTY ACQUISITION
ROUTE MAP

BRAZORIA COUNTY, TEXAS

DRAWN BY: J PAZ	DATE: 07/31/07	DWG. NO.	REV.
CHECKED BY: CD	DATE: 08/01/07	11133-004	0
SCALE: N.T.S.	APP.:		



REV	DATE	BY	DESCRIPTION	CHK.

PROJECT NO. 11133

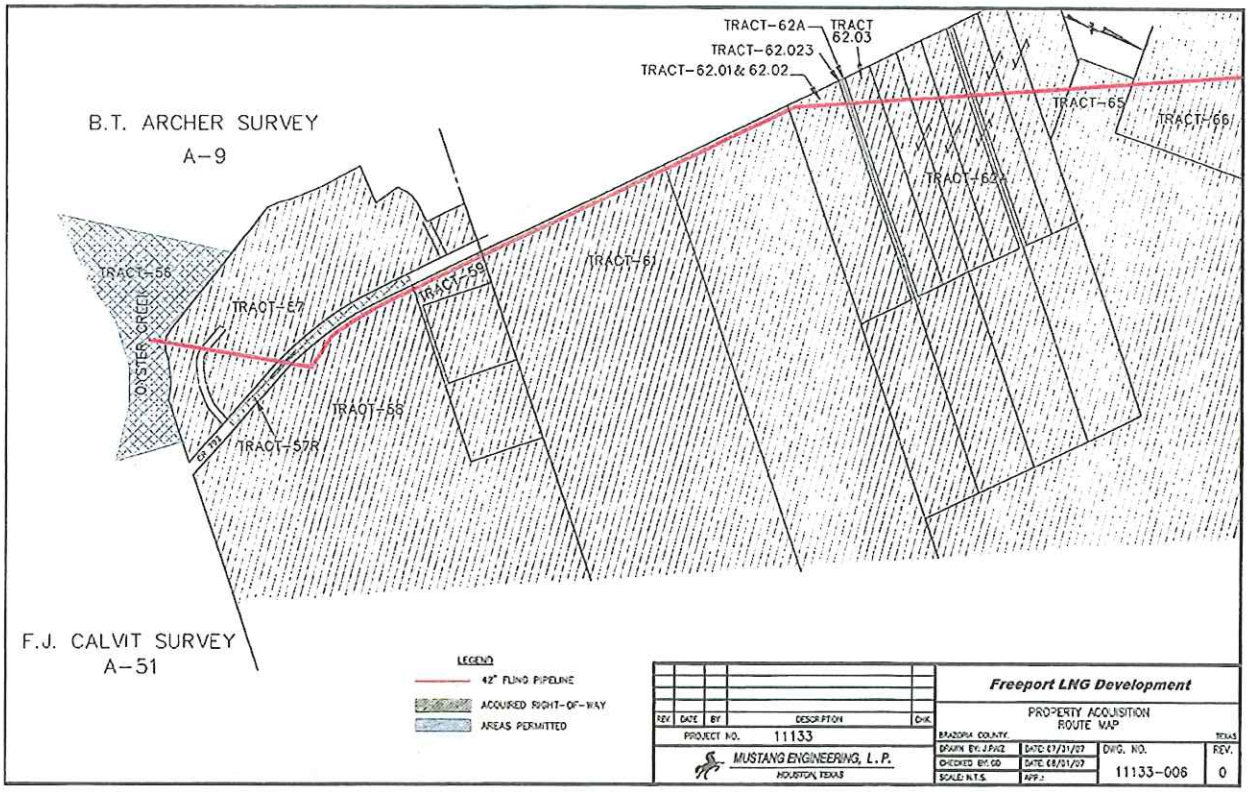
MUSTANG ENGINEERING, L. P.
HOUSTON, TEXAS

Freeport LNG Development

PROPERTY ACQUISITION
ROUTE MAP

BRAZORIA COUNTY, TEXAS

DRAWN BY: J.PAIZ	DATE: 07/31/07	DWG. NO.	REV.
CHECKED BY: CD	DATE: 08/01/07	11133-005	0
SCALE: N.T.S.	APP.:		


TRACT-62A
TRACT 62.03
TRACT-62.023
TRACT-62.01& 62.02
B.T. ARCHER SURVEY
A-9
TRACT-65
TRACT-66
TRACT-62
TRACT-56
OYSTER CREEK
TRACT-67
TRACT-69
TRACT-77
TRACT-61
TRACT-68
TRACT-57R
F.J. CALVIT SURVEY
A-51
LEGEND
42" FLNG PIPELINE
ACQUIRED RIGHT-OF-WAY
AREAS PERMITTED
REV
DATE
BY
DESCRIPTION
CHK
PROJECT NO. 11133
MUSTANG ENGINEERING, L.P.
HOUSTON, TEXAS
Freeport LNG Development
PROPERTY ACQUISITION
ROUTE MAP
BRAZORIA COUNTY
TEXAS
DRAWN BY: J.PAEZ
DATE: 07/31/07
CHECKED BY: GD
DATE: 08/31/07
SCALE: N.T.S.
APP.:
DWG. NO.
11133-006
REV.
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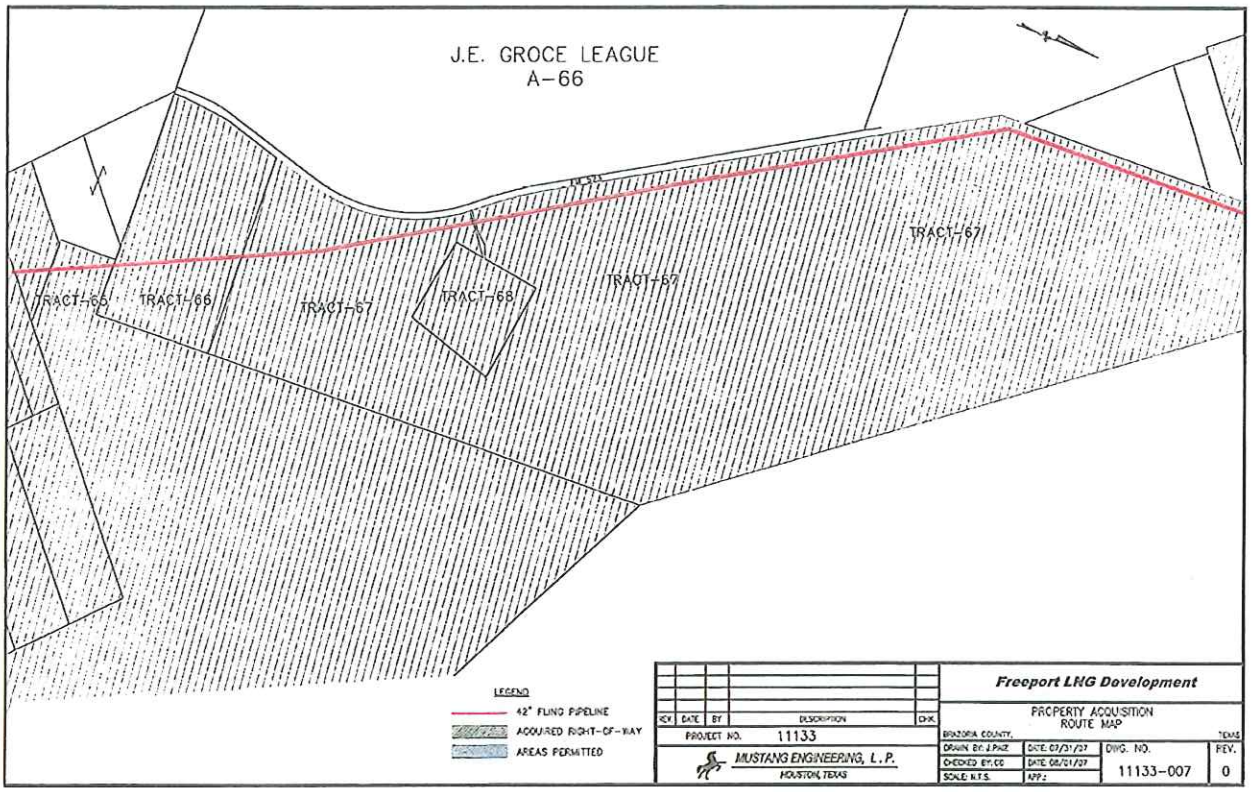
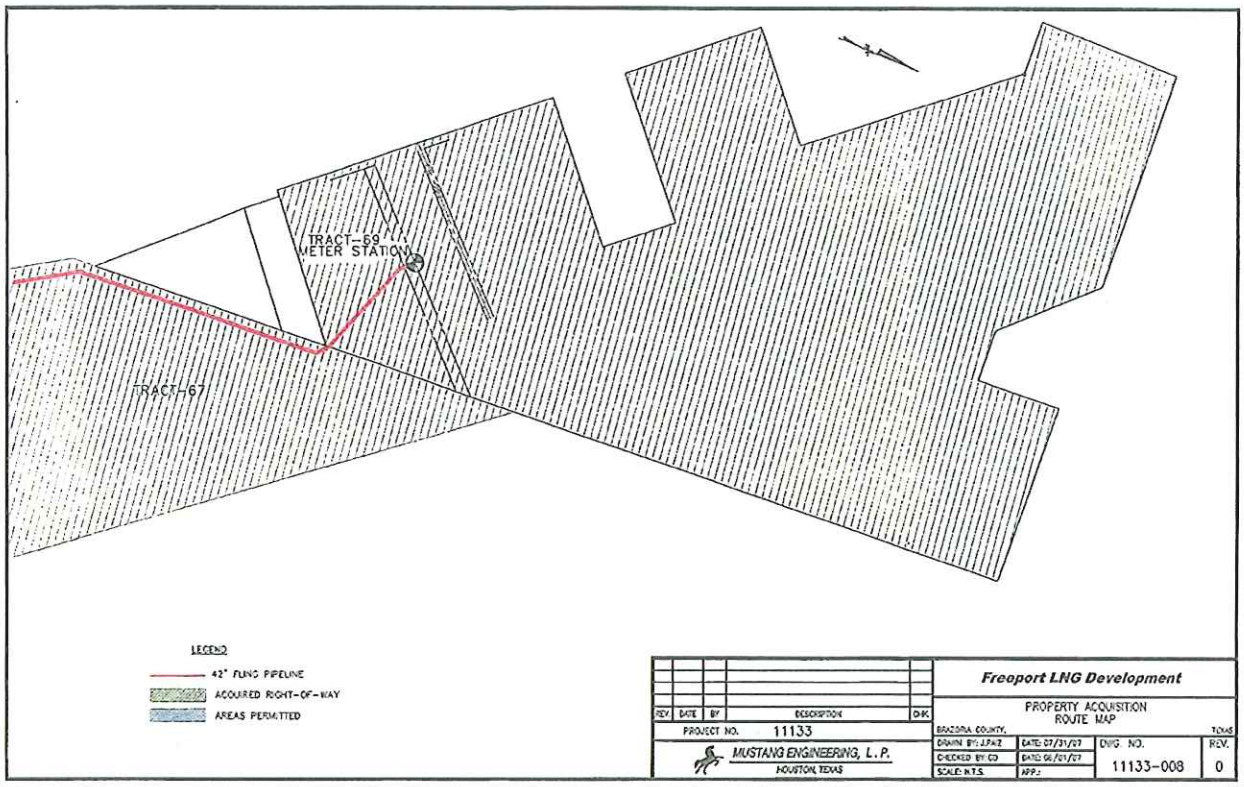

J.E. GROCE LEAGUE
A-66
TRACT-65
TRACT-66
TRACT-67
TRACT-68
TRACT-67
TRACT-67
LEGEND
42" FLNG PIPELINE
ACQUIRED RIGHT-OF-WAY
AREAS PERMITTED
REV DATE BY DESCRIPTION CHK
PROJECT NO. 11133
MUSTANG ENGINEERING, L.P.
HOUSTON, TEXAS
Freeport LNG Development
PROPERTY ACQUISITION
ROUTE MAP
BRAZORIA COUNTY, TEXAS
DRAWN BY: J.PAEZ
DATE: 07/31/07
CHECKED BY: CG
DATE: 08/01/07
SCALE: N.T.S.
APP.:
DWG. NO.
11133-007
REV.
0



REV.	DATE	BY	DESCRIPTION	CHK.

PROJECT NO. 11133

MUSTANG ENGINEERING, L.P.
HOUSTON, TEXAS

Freeport LNG Development

PROPERTY ACQUISITION
ROUTE MAP

BRAZORIA COUNTY, TEXAS

DRAWN BY: J.PAEZ	DATE: 07/31/07	DWG. NO.	REV.
CHECKED BY: CD	DATE: 08/01/07	11133-008	0
SCALE: N.T.S.	APP.:		

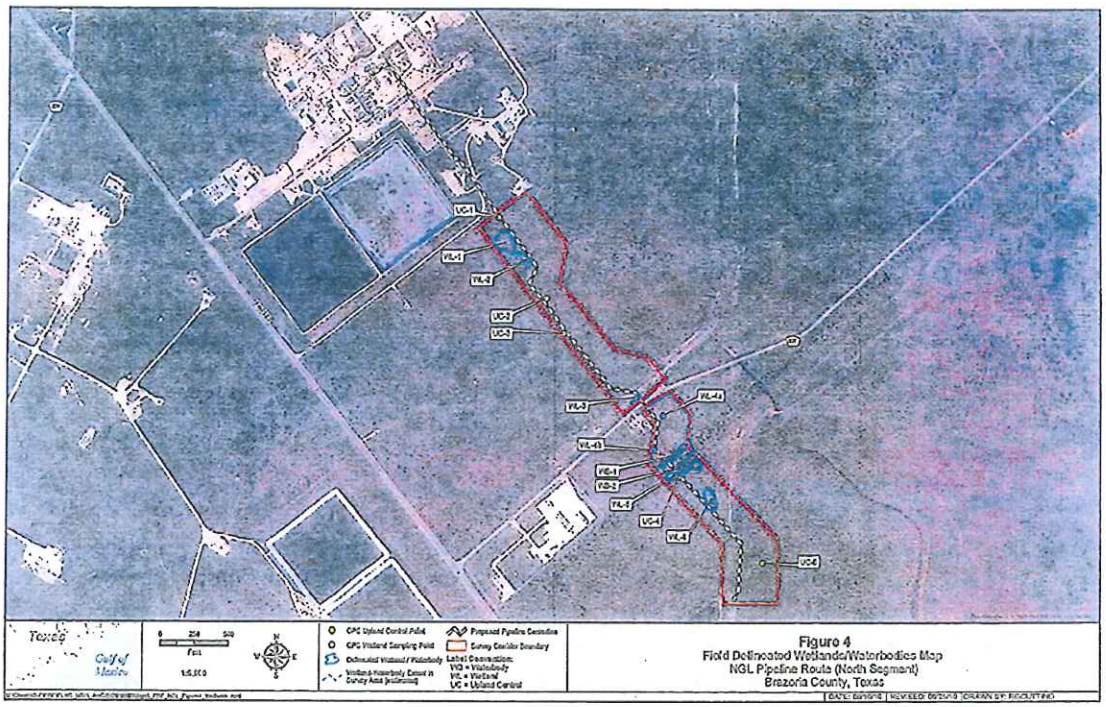


Figure 4
Field Delineated Wetlands/Waterbodies Map
NGL Pipeline Route (North Segment)
Brazoria County, Texas

Bid Sorrell

BAKER & LAWSON, INC.
ENGINEERS • PLANNERS • SURVEYORS

BEING A 305.672 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 305.672 ACRE TRACT BEING A PART OF THE FOLLOWING TWO TRACTS: (1) A 346.909 ACRE TRACT OF LAND CONVEYED TO MICHAEL J. SORRELL AND WIFE, LORI E. SORRELL FROM KATHERINE CULLEN BURTON, ET AL, TRUSTEES OF THE ROY G. CULLEN TRUST FOR THE BENEFIT OF ROY HENRY CULLEN, THE ROY G. CULLEN TRUST FOR THE BENEFIT OF HARRY HOLMES CULLEN AND THE ROY G. CULLEN TRUST FOR THE BENEFIT OF CORNELIA CULLEN LONG RECORDED UNDER COUNTY CLERK'S FILE (C.C.F.) NO. 01-011002 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS (O.R.B.C.T.); AND (2) A 9.495 ACRE TRACT OF LAND CONVEYED TO MICHAEL J. SORRELL FROM J. T. SUGGS, JR. BY DEED DATED AUGUST 28, 1986 AND RECORDED IN VOLUME (86)320, PAGE 391 OF THE O.R.B.C.T.; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 305.672 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a three-eighths inch iron rod with cap found at the southwest corner of said 346.909 acre tract and on the east line of the Brazos Coast Investment Company (B.C.I.C.) Subdivision (S/D) No. 10 recorded in Volume 2, Page 141 of the Plat Records of Brazoria County, Texas (P.R.B.C.T.); same being the northwest corner of a 105.52 acre tract conveyed to Zim Exploration & Production Co. from Buccaneer Land Partnership by deed dated December 16, 1989 and recorded in Volume (90)756, Page 702 of the O.R.B.C.T.; from which a one and one-half inch iron pipe found at the southwest corner of said 105.52 acre tract bears South 09° 44' 50" East, 1,309.41 feet (called South 09° 45' 00" East, 1,308.5 feet);

THENCE North 09° 44' 50" West (called North 09° 45' 00" West), along the common line of said 346.909 acre tract and said B.C.I.C. S/D No. 10, a distance of 834.38 feet to a five-eighths inch iron rod set for corner;

THENCE North 86° 48' 42" East a distance of 40.85 feet to a five-eighths inch iron rod set for corner;

THENCE North 53° 05' 23" East a distance of 102.73 feet to a five-eighths inch iron rod set for corner;

THENCE North 37° 28' 56" East a distance of 97.87 feet to a five-eighths inch iron rod set for corner;

THENCE North 19° 44' 43" East a distance of 104.60 feet to a five-eighths inch iron rod set for corner;

HERBERT S. SMITH, P. E. - Principal Engineer
CORPORATE OFFICE: 300 EAST CEDAR, ANGLETON, TEXAS 77515
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THENCE North 12° 33' 00" East a distance of 323.47 feet to a five-eighths inch iron rod set for corner;

THENCE North 19° 08' 27" East a distance of 111.23 feet to a five-eighths inch iron rod set for corner;

THENCE North 33° 56' 34" East a distance of 109.84 feet to a five-eighths inch iron rod set for corner;

THENCE North 49° 13' 02" East a distance of 109.35 feet to a five-eighths inch iron rod set for corner;

THENCE North 49° 45' 48" East a distance of 223.28 feet to a five-eighths inch iron rod set for corner;

THENCE South 09° 57' 26" East a distance of 46.57 feet to a five-eighths inch iron rod set for corner;

THENCE North 71° 06' 16" East a distance of 90.18 feet to a five-eighths inch iron rod set for corner;

THENCE North 82° 11' 52" East a distance of 118.26 feet to a five-eighths inch iron rod set for corner;

THENCE North 63° 32' 46" East a distance of 102.96 feet to a five-eighths inch iron rod set for corner;

THENCE North 74° 53' 41" East a distance of 100.36 feet to a five-eighths inch iron rod set for corner;

THENCE North 78° 01' 29" East a distance of 318.85 feet to a five-eighths inch iron rod set for corner;

THENCE North 86° 22' 03" East a distance of 237.67 feet to a five-eighths inch iron rod set for corner;

THENCE South 82° 49' 08" East a distance of 136.31 feet to a five-eighths inch iron rod set for corner;

THENCE North 03° 12' 38" West a distance of 1,659.52 feet to a five-eighths inch iron rod set for corner on the most northerly north line of said 346.909 acre tract and the south line of Tract 180 of the B.C.I.C. S/D No. 9, also recorded in Volume 2, Page 141 of the P.R.B.C.T.;

THENCE North 86° 47' 22" East (called North 86° 48' 00" East), along the most northerly north line of said 346.909 acre tract and the south line of said Tract 180, a distance of 545.01 feet to a five-eighths inch iron rod found in concrete at the most northerly northeast corner of said 346.909 acre tract; same being the southeast corner of said Tract 180;

THENCE South 03° 00' 11" East, along the most northerly east line of said 346.909 acre tract and a west line of said B.C.I.C. S/D No. 9, a distance of 140.30 feet (called South 03° 00' 00" East, 140.08 feet) to a three-eighths inch iron rod found in concrete at an interior ell corner of said 346.909 acre tract and a southwest corner of said B.C.I.C. S/D No. 9;

THENCE North 86° 59' 22" East (called North 87° 00' 00" East), along the north line of said 346.909 acre tract and a northerly south line of said B.C.I.C. S/D No. 9, at 1,728.87 feet (called 1,728.70 feet) pass a three-eighths inch iron rod found on line, at 1,933.20 feet (called 1,933.00 feet) pass a railroad bridge bolt found on line, and continuing for a total distance of 2,246.40 feet to a five-eighths inch iron rod set at the northeast corner of said 346.909 acre tract; same being an interior ell corner of said B.C.I.C. S/D No. 9;

THENCE South 02° 44' 33" East along the east line of said 346.909 acre tract and a west line of said B.C.I.C. S/D No. 9, a distance of 3,944.26 feet (called South 03° 44' 30" East, 3,945.41 feet) to a point in water at the southeast corner of said 346.909 acre tract; same being the northeast corner of said 105.52 acre tract; from which a one-half inch iron rod with cap found at the southeast corner of said 105.52 acre tract bears South 02° 44' 33" East, 701.23 feet (called South 02° 44' East, 700.0 feet);

THENCE South 86° 45' 14" West, along the most easterly south line of said 346.909 acre tract and the most easterly north line of said 105.52 acre tract, at 147.78 feet (called 148.0 feet) pass a one-half inch iron pipe found on line, at 592.38 feet (called 592.43 feet) pass a three-eighths inch iron rod with cap found 1.15 feet south of this line, and continuing for a total distance of 1,897.21 feet (called South 86° 47' 33" West, 1,897.10 feet) to a three-fourths inch iron pipe found at the most southerly southwest corner of said 346.909 acre tract and an interior ell corner of said 105.52 acre tract;

THENCE North 03° 13' 55" West, along the most southerly west line of said 346.909 acre tract and a northerly east line of said 105.52 acre tract, a distance of 600.13 feet (called North 03° 14' 14" West, 600.34 feet), to a one-half inch iron pipe found at an interior ell corner of said 346.909 acre tract and a northerly northeast corner of said 105.52 acre tract;

THENCE South 86° 44' 09" West, along a south line of said 346.909 acre tract and a north line of said 105.52 acre tract, a distance of 1,249.82 feet (called South 86° 44' 37" West, 1,249.80 feet) to a five-eighths inch iron rod found for corner;

THENCE North 03° 46' 27" East, along a west line of said 346.909 acre tract and an east line of said 105.52 acre tract, a distance of 88.61 feet (called North 04° 01' 00" East, 88.56 feet) to a five-eighths inch iron rod found for corner;

THENCE North 85° 19' 09" West, along a south line of said 346.909 acre tract and a north line of said 105.52 acre tract, a distance of 379.91 feet (called North 85° 14' 23" West, 380.60 feet) to a five-eighths inch iron rod found for corner;

THENCE South 47° 42' 38" West, along a southeast line of said 346.909 acre tract and a northwest line of said 105.52 acre tract, a distance of 221.91 feet (called South 47° 19' 09" West, 221.27 feet) to a five-eighths inch iron rod found for corner;

THENCE South 86° 50' 46" West, along the most westerly south line of said 346.909 acre tract and the most westerly north line of said 105.52 acre tract, a distance of 760.83 feet (called South 86° 51' 33" West, 761.31 feet) to the POINT OF BEGINNING and containing 305.672 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: _____
Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

STATE OF TEXAS
REGISTERED
CECIL J. BOOTH
2061
PROFESSIONAL
LAND SURVEYOR

Date: 18 May 12
Job No. 10858

Tract 136

BAKER & LAWSON, INC.
ENGINEERS • PLANNERS • SURVEYORS

BEING A 4.998 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 4.998 ACRE TRACT BEING TRACT 136 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 136 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 4.998 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a one-half inch iron rod found at the southeast corner of Tract 135 and on the north line of Tract 167 of said B.C.I.C. S/D No. 9; same being at the intersection of the south and west lines of a 30 feet wide platted, unimproved road; thence as follows:

North 03° 06' 52" West along the east line of said Tract 135 and the west line of said 30 feet wide road, a distance of 27.97 feet and North 87° 11' 05" East a distance of 30.00 feet to a five-eighths inch iron rod set for the southwest corner of said Tract 136 and POINT OF BEGINNING of the herein described tract; same being the intersection of the north and east lines of said 30 feet wide road;

THENCE North 03° 06' 52" West, along the east line of said Tract 136 and the east line of said 30 feet wide road, a distance of 672.39 feet to a five-eighths inch iron rod set for the northwest corner of said Tract 136 and on the south line of Tract 132 of said B.C.I.C. S/D No. 9;

THENCE North 87° 11' 05" East, along the common line of said Tracts 136 and 132, a distance of 323.33 feet (called 324.1 feet) to a five-eighths inch iron rod set at the northeast corner of said Tract 136 and on the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 11' 51" East, along the east line of said Tract 136 and the west line of said 30 feet wide road, a distance of 672.40 feet to a five-eighths inch iron rod set at the southeast corner of said Tract 136 and at the intersection of the north and west lines of a 30 feet wide platted, unimproved road;

HERBERT S. SMITH, P. E. - Principal Engineer
CORPORATE OFFICE: 300 EAST CEDAR, ANGLETON, TEXAS 77515
(979) 849-6681 • (713) 222-7451 • Fax: (979) 849-4689

DESCRIPTION OF TRACT 136
PAGE 2 OF 2 PAGES

THENCE South 87° 11' 05" West, along the south line of said Tract 136 and the north line of said 30 feet wide road, a distance of 324.31 feet (called 324.1 feet) to the POINT OF BEGINNING and containing 4.998 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: _____
Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

STATE OF TEXAS REGISTERED CECIL J. BOOTH 2061 PROFESSIONAL LAND SURVEYOR

Date: 18 MAY 12
Job No. 10858

Tract 140

BAKER & LAWSON, INC.
ENGINEERS • PLANNERS • SURVEYORS

BEING A 4.976 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 4.976 ACRE TRACT BEING TRACT 140 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 140 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 4.976 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a one and one-fourth inch iron pipe found at the northwest corner of Tract 166 of said B.C.I.C. S/D No. 9; same being at the intersection of the south and east lines of a 30 feet wide platted, unimproved road; thence as follows:

North 87° 11' 05" East along the north line of said Tract 166 and the south line of said 30 feet wide road, a distance of 311.59 feet to a five-eighths inch iron rod set at an interior ell corner of said Tract 166 and at the intersection with the east line of another 30 feet wide platted, unimproved road;

North 03° 11' 51" West along the east line of said 30 feet wide road and along the west lines of Tracts 137 through 139 of said B.C.I.C. S/D No. 9, a distance of 814.11 feet to a five-eighths inch iron rod set for the common west corner of said Tracts 139 and 140 and the POINT OF BEGINNING of the herein described tract;

THENCE North 03° 11' 51" West along the west line of said Tract 140 and the east line of said 30 feet wide road, a distance of 262.09 feet (called 262.1 feet) to a five-eighths inch iron rod set for the common west corner of Tracts 140 and 141 of said B.C.I.C. S/D No. 9;

THENCE North 87° 11' 05" East along the common line of said Tracts 140 and 141, a distance of 827.00 feet to a concrete monument with a brass disk stamped SE 141 SUBD 9 found at the common corner of Tracts 140, 141, 148 and 149 of said B.C.I.C. S/D No. 9;

THENCE South 03° 11' 51" East along the common line of said Tracts 140 and 149, a distance of 262.09 feet (called 262.1 feet) to a five-eighths inch iron rod with cap found at the common corner of Tracts 139, 140, 149 and 150 of said B.C.I.C. S/D No. 9;

HERBERT S. SMITH, P. E. - Principal Engineer
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DESCRIPTION OF TRACT 140
PAGE 2 OF 2 PAGES

THENCE South 87° 11' 05" West along the common line of said Tracts 139 and 140, a distance of 827.00 feet to the POINT OF BEGINNING and containing 4.976 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: _____
Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

Date: 18 May 12
Job No. 10858

STATE OF TEXAS
REGISTERED
CECIL J. BOOTH
2061
PROFESSIONAL
LAND SURVEYOR

Tract 154

BAKER & LAWSON, INC.
ENGINEERS • PLANNERS • SURVEYORS

BEING A 5.112 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 5.112 ACRE TRACT BEING TRACT 154 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 154 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 5.112 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a five-eighths inch iron rod with cap found at the southeast corner of said Tract 154, at the northeast corner of 155 of said B.C.I.C. S/D No. 9 and on the west line of a 30 feet wide platted, unimproved road;

THENCE South 86° 45' 39" West along the common line of said Tracts 154 and 155, a distance of 729.96 feet (called 730 feet) to a one-half inch iron rod found at the common corner of 154, 155, 164 and 165 of said B.C.I.C. S/D No. 9; from which a one and one-fourth inch iron pipe found at the common west corner of said Tracts 164 and 165 bears South 86° 50' 14" West, 733.02 feet;

THENCE North 03° 10' 52" West along the common line of said Tracts 154 and 165, a distance of 305.31 feet (called 304.75 feet) to a five-eighths inch iron rod set for the common corner of Tracts 153, 154, 165 and 166 of said B.C.I.C. S/D No. 9;

THENCE North 86° 47' 59" East along the common line of said Tracts 153 and 154, a distance of 729.97 feet (called 730 feet) to a five-eighths inch iron rod with cap found at the common east corner of said Tracts 153 and 154 and on the west line of said 30 feet wide road;

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DESCRIPTION OF TRACT 154
PAGE 2 OF 2 PAGES

THENCE South 03° 10' 44" East along the east line of said Tract 154 and the west line of said 30 feet wide road, a distance of 304.81 feet (called 304.75 feet) to the POINT OF BEGINNING and containing 5.112 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: _____
Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

Date: 18 MAY 12
Job No. 10858

STATE OF TEXAS
REGISTERED
CECIL J. BOOTH
2061
PROFESSIONAL
LAND SURVEYOR

Tract 156 + 163

BAKER & LAWSON, INC.
ENGINEERS • PLANNERS • SURVEYORS

BEING A 10.224 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 10.224 ACRE TRACT BEING TRACTS 156 AND 163 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACTS 156 AND 163 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 10.224 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a one inch iron pipe found at the common west corner of Tracts 163 and 162 of said B.C.I.C. S/D No. 9 and on the east line of a 30 feet wide platted, unimproved road;

THENCE North 03° 13' 20" West along the west line of said Tract 163 and the east line of said 30 feet wide road, a distance of 304.67 feet (called 304.75 feet) to a five-eighths inch iron rod set for the common west corner of Tracts 163 and 164 of said B.C.I.C. S/D No. 9; from which a one and one-quarter inch iron pipe found at the common west corner of Tracts 164 and 165 of said B.C.I.C. S/D No. 9 bears North 03° 13' 20" West, 304.67 feet;

THENCE North 86° 50' 21" East along the common line of said Tracts 163 and 164, a distance of 732.71 feet (called 732 feet) to a one-half inch iron rod found at the common corner of Tracts 155, 156, 163 and 164 of said B.C.I.C. S/D No. 9;

THENCE North 86° 46' 44" East along the common line of said Tracts 155 and 156, a distance of 730.04 feet (called 730 feet) to a five-eighths inch iron rod with cap found at the common east corner of said Tracts 155 and 156 and on the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 10' 44" East along the east line of said Tract 156 and the west line of said 30 feet wide road, a distance of 304.84 feet (called 304.75 feet) to a five-eighths inch iron rod found at the common east corner of Tracts 156 and 157 of said B.C.I.C. S/D No. 9;

THENCE South 86° 49' 33" West along the common line of said Tracts 156 and 157, a distance of 729.86 feet (called 730 feet) to a two inch iron pipe found at the common corner of said Tracts 155, 156, 162 and 163;

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DESCRIPTION OF TRACTS 156 & 163
PAGE 2 OF 2 PAGES

THENCE South 86° 48' 21" West along the common line of said Tracts 162 and 163, a distance of 732.67 feet (called 732 feet) to the POINT OF BEGINNING and containing 10.224 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: _____
Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

STATE OF TEXAS
REGISTERED
CECIL J. BOOTH
2061
PROFESSIONAL
LAND SURVEYOR

Date: 18 MAY 12
Job No. 10858

Tract 158-161

BAKER & LAWSON, INC.
ENGINEERS • PLANNERS • SURVEYORS

BEING A 20.595 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 20.595 ACRE TRACT BEING TRACTS 158, 159, 160, AND 161 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACTS 158, 159, 160, AND 161 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE (C.C.F.) NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS (O.R.B.C.T.); THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 20.595 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a one-half inch iron pipe found at the common west corner of Tracts 161 and 162 of said B.C.I.C. S/D No. 9 and on the east line of a 30 feet wide platted, unimproved road;

THENCE North 86° 50' 02" East along the common line of said Tracts 161 and 162, a distance of 732.52 feet (called 732 feet) to a three inch iron pipe found at the common corner of Tracts 157, 158, 161 and 162 of said B.C.I.C. S/D No. 9;

THENCE North 86° 47' 59" East along the common line of said Tracts 157 and 158, a distance of 729.78 feet (called 730 feet) to a five-eighths inch iron rod with cap found at the common east corner of said Tracts 157 and 158 and on the west line of a platted, unimproved road;

THENCE South 03° 10' 44" East along the east line of said Tracts 158 and 159 and the west line of said 30 feet wide road, at 609.04 feet (called 609.5 feet) pass a five-eighths inch iron rod with cap found at the monumented southeast corner of said Tract 159, and continuing for a total distance of 615.92 feet to a five-eighths inch iron rod set for the southeast corner of said Tract 159 and on the north line of a 30 feet wide platted, unimproved road; said set five-eighths inch iron rod being situated 30 feet north of and at right angles to the north line of that 346.909 acre tract conveyed to Michael J. Sorrell and Wife, Lori E. Sorrell from Katherine Cullen Burton, et al, Trustees of the Roy G. Cullen Trust for the Benefit of Roy Henry Cullen, the Roy G. Cullen Trust for the Benefit of Harry Holmes Cullen and the Roy G. Cullen Trust for the Benefit of Cornelia Cullen Long recorded under C.C.F. No. 01-011002 of the O.R.B.C.T.; from said set five-eighths inch iron rod a five-eighths inch iron rod set at the northeast corner of said 346.909 acre tract bears South 03° 10' 44" East, 30.00 feet and North 86° 59' 22" East, 7.79 feet;

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DESCRIPTION OF TRACTS 158, 159, 160, AND 161
PAGE 2 OF 2 PAGES

THENCE South 86° 59' 22" West along the south line of said Tract 159, the north line of said 30 feet wide road, and 30 feet north of and parallel to the north line of said 346.909 acre tract, a distance of 729.30 feet (called 730 feet) to a five-eighths inch iron rod set for the common south corner of said Tracts 159 and 160; from which a found one inch iron pipe (laid over) bears North 03° 13' 21" West, 4.15 feet;

THENCE South 86° 59' 22" West along the south line of said Tract 160, the north line of said 30 feet wide road, and 30 feet north of and parallel to the north line of said 346.909 acre tract, a distance of 732.54 feet (called 732 feet) to a five-eighths inch iron rod set for the southwest corner of said Tract 160; same being at the intersection with the east line of another 30 feet wide platted, unimproved road;

THENCE North 03° 13' 20" West along the west line of said Tracts 160 and 161 and the east line of said 30 feet wide road, a distance of 611.52 feet (called 609.5 feet) to the POINT OF BEGINNING and containing 20.595 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: Cecil J. Booth

Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

STATE OF TEXAS REGISTERED CECIL J. BOOTH 2061 PROFESSIONAL LAND SURVEYOR

Date: 18 May 12
Job No. 10858

Tract 166

BAKER & LAWSON, INC.
ENGINEERS • PLANNERS • SURVEYORS

BEING A 4.900 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 4.900 ACRE TRACT BEING TRACT 166 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 166 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 4.900 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a one and one-fourth inch iron pipe found at the northwest corner of said Tract 166 and the intersection of the south and east lines of two 30 feet wide platted, unimproved roads;

THENCE North 87° 11' 05" East along the north line of said Tract 166 and the south line of said 30 feet wide road, a distance of 311.59 feet (called 317.6 feet) to a five-eighths inch iron rod set at an interior ell corner of said Tract 166 and at the intersection with the east line of another 30 feet wide platted, unimproved road;

North 03° 11' 51" West along the northern west line of said Tract 166 and the east line of said 30 feet wide road, a distance of 30.00 feet to a five-eighths inch iron rod set for the common west corner of Tracts 137 and 166 of said B.C.I.C. S/D No. 9;

THENCE North 87° 11' 05" East along the common line of said Tracts 137 and 166, a distance of 421.88 feet (called 440.1 feet) to a point in water at the common north corner of Tracts 153 and 166 of said B.C.I.C. S/D No. 9;

THENCE South 03° 10' 52" East along the common line of said Tracts 153 and 166, a distance of 301.34 feet (called 304.75 feet) to a five-eighths inch iron rod set for the common corner of Tracts 153, 154, 164, and 165 of said B.C.I.C. S/D No. 9; from which a five-eighths inch iron rod with cap found at the common east corner of said Tracts 153 and 154 bears North 86° 47' 59" East, 729.97 feet;

THENCE South 86° 47' 59" West along the common line of said Tracts 165 and 166, a distance of 733.24 feet to a five-eighths inch iron rod set for the common west corner of said Tracts 165 and 166 and on the east line of a 30 feet wide platted, unimproved road;

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DESCRIPTION OF TRACT 166
PAGE 2 OF 2 PAGES

THENCE North 03° 13' 20" West along the west line of said Tract 166 and the east line of said 30 feet wide road, a distance of 276.27 feet (called 276.2 feet) to the POINT OF BEGINNING and containing 4.900 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: _____
Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

STATE OF TEXAS
REGISTERED
CECIL J. BOOTH
2061
PROFESSIONAL
LAND SURVEYOR

Date: 18 May 12
Job No. 10858

Tract 167

BAKER & LAWSON, INC.
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BEING A 4.504 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 4.504 ACRE TRACT BEING TRACT 167 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 167 BEING CONVEYED TO SORRELL FAMILY LIMITED PARTNERSHIP #2, LTD. FROM TAMARA ANN FOLLETT WEIKEL AND KALYNDA FOLLETT, AS DEVISEES UNDER THE WILL OF MARTIN DEWEY FOLLETT, JR. BY DEED DATED JANUARY 10, 2008 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2008003493 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; A 37.5% INTEREST IN SAID TRACT 167 BEING CONVEYED TO DOW CHEMICAL COMPANY FROM HOUSTON BANK AND TRUST COMPANY BY DEED DATED JULY 15, 1969 AND RECORDED IN VOLUME 1037, PAGE 901 OF THE DEED RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 4.504 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a five-eighths inch iron rod found at the northeast corner of Tract 174, on the south line of Tract 135 said B.C.I.C. S/D No. 9, and on the west line of a 30 feet wide platted, unimproved road; thence as follows:

North 87° 18' 51" East along the south line of said Tract 135 and across the end of said 30 feet wide road, a distance of 30.00 feet to a five-eighths inch iron rod set for the northwest corner of said Tract 167 and the POINT OF BEGINNING of the herein described tract of land on the east line of said 30 feet wide road;

THENCE North 87° 18' 51" East along the common line of said Tracts 135 and 167, at 665.87 feet pass a one-half inch iron rod found at the southeast corner of said Tract 135 and on the south line of a 30 feet wide platted, unimproved road, at 702.37 feet pass a one-half inch iron rod found on line, and continuing for a total distance of 708.63 feet (called 723.4 feet) to a five-eighths inch iron rod set for the northeast corner of said Tract 167 and at the intersection with the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 13' 20" East along the east line of said Tract 167 and the west line of said 30 feet wide road, a distance of 276.14 feet (called 276.2 feet) to a five-eighths inch iron rod set for the common east corner of Tracts 167 and 168 of said B.C.I.C. S/D No. 9;

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DESCRIPTION OF TRACT 167
PAGE 2 OF 2 PAGES

THENCE South 87° 13' 39" West along the common line of said Tracts 167 and 168, at 6.13 feet pass a one-half inch iron rod found on line, and continuing for a total distance of 709.68 feet (called 723.4 feet) to a five-eighths inch iron rod set for the common west corner of said Tracts 167 and 168 and on the east line of a 30 feet wide platted, unimproved road;

THENCE North 03° 00' 11" East along the west line of said Tract 167 and the east line of said 30 feet wide road, a distance of 277.21 feet (called 276.2 feet) to the POINT OF BEGINNING and containing 4.504 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: _____
Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

STATE OF TEXAS
REGISTERED
CECIL J. BOOTH
2061
PROFESSIONAL
LAND SURVEYOR

Date: 18 May 12
Job No. 10858

Tract 168

BAKER & LAWSON, INC.
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BEING A 4.980 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 4.980 ACRE TRACT BEING TRACT 168 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 168 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 4.980 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a five-eighths inch iron rod found at the northeast corner of Tract 174, on the south line of Tract 135 of said B.C.I.C. S/D No. 9, and on the west line of a 30 feet wide platted, unimproved road; thence as follows:

North 87° 18' 51" East along the south line of said Tract 135 and across the end of said 30 feet wide road, a distance of 30.00 feet to a five-eighths inch iron rod set for the northwest corner of Tract 167 of said B.C.I.C. S/D No. 9 and on the east line of said 30 feet wide road;

South 03° 00' 11" East along the west line of said Tract 167 and the east line of said 30 feet wide road, a distance of 277.21 feet (called 276.2 feet) to a five-eighth inch iron rod set for the common west corner of said Tracts 167 and 168 and the POINT OF BEGINNING of the herein described tract of land;

THENCE North 87° 13' 39" East along the common line of said Tracts 167 and 168, at 703.55 feet pass a one-half inch iron rod found one line, and continuing for a total distance of 709.68 feet (called 723.4 feet) to a five-eighths inch iron rod set for the common east corner of said Tracts 167 and 168 on the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 13' 20" East along the east line of said Tract 168 and the west line of said 30 feet wide road, a distance of 305.00 feet (called 304.75feet) to a five-eighths inch iron rod set for the common east corner of Tracts 168 and 169 of said B.C.I.C. S/D No. 9;

THENCE South 87° 09' 27" West along the common line of said Tracts 168 and 169, a distance of 710.84 feet (called 723.4 feet) to a five-eighths inch iron rod set for the common west corner of said Tracts 168 and 169 and on the east line of a 30 feet wide platted, unimproved road;

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DESCRIPTION OF TRACT 168
PAGE 2 OF 2 PAGES

THENCE North 03° 00' 11" West along the west line of said Tract 168 and the east line of said 30 feet wide road, a distance of 305.87 feet (called 304.75 feet) to the POINT OF BEGINNING and containing 4.980 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: _____
Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

Date: 18 May 12
Job No. 10858

STATE OF TEXAS
REGISTERED
CECIL J. BOOTH
2061
PROFESSIONAL
LAND SURVEYOR

Tract 170+171

BAKER & LAWSON, INC.
ENGINEERS • PLANNERS • SURVEYORS

BEING A 10.001 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 10.001 ACRE TRACT BEING TRACTS 170 AND 171 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACTS 170 AND 171 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 10.001 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a five-eighths inch iron rod found at the northeast corner of Tract 174, on the south line of Tract 135 of said B.C.I.C. S/D No. 9, and on the west line of a 30 feet wide platted, unimproved road; thence as follows:

North 87° 18' 51" East along the south line of said Tract 135 and across the end of said 30 feet wide road, a distance of 30.00 feet to a five-eighths inch iron rod set for the northwest corner of Tract 167 of said B.C.I.C. S/D No. 9 and on the east line of said 30 feet wide road;

South 03° 00' 11" East along the west line of said Tracts 167, 168 and 169 of said B.C.I.C. S/D No. 9 and the east line of said 30 feet wide road, at 277.21 feet pass a five-eighths inch iron rod set for the common west corner of said Tracts 167 and 168, at 583.08 feet pass a five-eighths inch iron rod set for the common west corner of said Tracts 168 and 169, and continuing for a total distance of 888.95 feet to a five-eighths inch iron rod set for the common west corner of said Tracts 169 and 170 and the POINT OF BEGINNING of the herein described tract of land;

THENCE North 87° 05' 16" East along the common line of said Tracts 169 and 170, a distance of 712.01 feet (called 723.4 feet) to a five-eighths inch iron rod set for the common east corner of said Tracts 169 and 170 on the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 13' 20" East along the east line of said Tracts 170 and 171 and the west line of said 30 feet wide road, a distance of 610.00 feet (called 609.50 feet) to a five-eighths inch iron rod set for the common east corner of Tracts 171 and 172 of said B.C.I.C. S/D No. 9;

THENCE South 86° 56' 56" West along the common line of said Tracts 171 and 172, a distance of 714.34 feet (called 723.4 feet) to a five-eighths inch iron rod set for the common west corner of said Tracts 171 and 172 and on the east line of a 30 feet wide platted, unimproved road;

HERBERT S. SMITH, P. E. - Principal Engineer
CORPORATE OFFICE: 300 EAST CEDAR, ANGLETON, TEXAS 77515
(979) 849-6581 • (713) 222-7451 • Fax: (979) 849-4659

DESCRIPTION OF TRACTS 170 & 171
PAGE 2 OF 2 PAGES

THENCE North 03° 00' 11" West along the west line of said Tracts 170 and 171 and the east line of said 30 feet wide road, a distance of 611.74 feet (called 609.50 feet) to the POINT OF BEGINNING and containing 10.001 acres of laud. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: _____
Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

STATE OF TEXAS
REGISTERED
CECIL J. BOOTH
2061
PROFESSIONAL
LAND SURVEYOR

Date: 18 May 12
Job No. 10858

Tract 173

BAKER & LAWSON, INC.
ENGINEERS • PLANNERS • SURVEYORS

BEING A 5.039 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 5.039 ACRE TRACT BEING TRACT 173 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 173 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE (C.C.F.) NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS (O.R.B.C.T.); THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 5.039 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a three-eighths inch iron rod found in concrete at a southwest corner of said B.C.I.C. S/D No. 9 and at an interior ell corner of a 346.909 acre tract of land conveyed to Michael J. Sorrell and wife, Lori E. Sorrell from Katherine Cullen Burton, et al, Trustees of the Roy G. Cullen Trust for the benefit of Roy Henry Cullen, the Roy G. Cullen Trust for the benefit of Harry Holmes Cullen and the Roy G. Cullen Trust for the benefit of Cornelia Cullen Long recorded under C.C.F. No. 01-011002 of the O.R.B.C.T.; same being at the intersection of the west and south lines of two 30 feet wide platted, unimproved roads; thence as follows:

North 03° 00' 11" West along a west line of said B.C.I.C. S/D No. 9 and a northerly east line of said 346.909 acre tract, a distance of 30.00 feet and North 86° 59' 22" East across said 30 feet wide road, a distance of 30.00 feet to a five-eighths inch iron rod set for the southwest corner of said Tract 173 and the POINT OF BEGINNING of the herein described tract of land and on east line of said 30 feet wide road;

THENCE North 03° 00' 11" West along the west line of said Tract 173 and the east line of said 30 feet wide road, a distance of 305.87 feet (called 304.75 feet) to a five-eighths inch iron rod set for the common west corner of Tracts 172 and 173 of said B.C.I.C. S/D No. 9;

THENCE North 86° 52' 47" East along the common line of said Tracts 172 and 173, a distance of 715.51 feet (called 723.4 feet) to a five-eighths inch iron rod set for the common east corner of said Tracts 172 and 173 on the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 13' 20" East along the east line of said Tract 173 and the west line of said 30 feet wide road, a distance of 307.24 feet (called 304.75 feet) to a five-eighths inch iron rod set for the southeast corner of said Tract 173 and at the intersection of the west line of said 30 feet wide road with the north line of another 30 feet wide platted, unimproved road; said corner being situated 30 feet north of and at right angles to the north line said 346.909 acre tract;

HERBERT S. SMITH, P. E. - Principal Engineer
CORPORATE OFFICE: 300 EAST CEDAR, ANGLETON, TEXAS 77515
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DESCRIPTION OF TRACT 173
PAGE 2 OF 2 PAGES

THENCE South 86° 59' 22" West along the south line of said Tract 173, the north line of said 30 feet wide road, and 30 feet north of and parallel to the north line of said 346.909 acre tract, a distance of 716.68 feet (called 723.4 feet) to the POINT OF BEGINNING and containing 5.039 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: _____
Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

STATE OF TEXAS
REGISTERED
CECIL J. BOOTH
2061
PROFESSIONAL
LAND SURVEYOR

Date: 18 May 12
Job No. 10858

Tracts 133-135
+174-180

BAKER & LAWSON, INC.
ENGINEERS • PLANNERS • SURVEYORS

BEING A 50.210 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 50.210 ACRE TRACT BEING TRACTS 133 THROUGH 135 AND TRACTS 174 THROUGH 180 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACTS 133 AND 134 BEING CONVEYED TO MIKE SORRELL TRUCKING AND MATERIALS, INC. FROM THE CITY OF FREEPORT BY DEED DATED SEPTEMBER 4, 2007 AND RECORDED UNDER COUNTY CLERK'S FILE (C.C.F.) NO. 2012014068 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS (O.R.B.C.T.); SAID TRACT 135 BEING CONVEYED TO MICHAEL J. SORRELL FROM JAMES E. THOMPSON AND WIFE, DELTA H. THOMPSON BY DEED DATED NOVEMBER 6, 2007 AND RECORDED UNDER C.C.F. NO. 2008000500 OF THE O.R.B.C.T.; A ONE-HALF INTEREST IN SAID TRACT 174 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER C.C.F. NO. 2006024870 OF THE O.R.B.C.T.; AND TRACTS 175 THROUGH 180 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER C.C.F. NO. 2006024870 OF THE O.R.B.C.T.; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 50.210 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a five-eighths inch iron rod found in concrete at the southeast corner of said Tract 180 and at the most northerly northeast corner of a 346.909 acre tract of land conveyed to Michael J. Sorrell and wife, Lori E. Sorrell from Katherine Cullen Burton, et al, Trustees of the Roy G. Cullen Trust for the benefit of Roy Henry Cullen, the Roy G. Cullen Trust for the benefit of Harry Holmes Cullen and the Roy G. Cullen Trust for the benefit of Cornelia Cullen Long recorded under C.C.F. No. 01-011002 of the O.R.B.C.T.; same being on the west line of a 30 feet wide platted, unimproved road;

THENCE South 86° 47' 22" West, along the south line of said Tract 180 and the north line of said 346.909 acre tract, at 545.01 feet pass a five-eighths inch iron rod set on line, at 892.16 feet pass a five-eighths inch iron rod set on the right descending bank of the cut off portion of Oyster Creek, and continuing for a total distance of 907.16 feet to a point for corner at the right descending water's edge of the cut off portion of Oyster Creek;

THENCE in a northerly direction along the right descending water's edge of the cut off portion of Oyster Creek and the west lines of said Tracts 133 through 135 and said Tracts 174 through 180 with the following thirteen (13) meanders:

1. North 14° 44' 30" East a distance of 12.11 feet;

HERBERT S. SMITH, P. E. - Principal Engineer
CORPORATE OFFICE: 300 EAST CEDAR, ANGLETON, TEXAS 77515
(979) 849-6581 • (713) 222-7451 • Fax: (979) 849-4669

2. North 03° 02' 56" East a distance of 234.93 feet;

3. North 01° 59' 52" East a distance of 250.25 feet;

4. North 03° 16' 02" West a distance of 270.32 feet;

5. North 02° 28' 36" West a distance of 255.61 feet;

6. North 06° 20' 35" East a distance of 199.04 feet;

7. North 17° 18' 51" East a distance of 75.18 feet;

8. North 22° 31' 49" East a distance of 333.02 feet;

9. North 27° 19' 06" East a distance of 164.54 feet;

10. North 29° 18' 41" East a distance of 319.57 feet;

11. North 25° 14' 24" East a distance of 235.12 feet;

12. North 22° 43' 36" East a distance of 248.80 feet; and

13. North 18° 39' 51" East a distance of 294.24 feet to a point for the common west corner of Tracts 132 and 133 of said B.C.I.C. S/D No. 9;

THENCE North 87° 11' 05" East along the common line of said Tracts 132 and 133, at 15.00 feet pass a five-eighths inch iron rod set on the set on the right descending bank of the cut off portion of Oyster Creek, and continuing for a total distance of 766.50 feet to a five-eighths inch iron rod set for the east corner of said Tract 133 and on the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 06' 52" East along the east line of said Tracts 133 through 135 and the west line of said 30 feet wide road, 268.62 feet a five-eighths inch iron rod set at the common east corner of said Tracts 133 and 134, at 490.82 feet pass a one-half inch iron rod found at the common east corner of said Tracts 134 and 135, and continuing for a total distance of 700.36 feet to a one-half inch iron rod found at the southeast corner of said Tract 135 and on the north line of Tract 167 of said B.C.I.C. S/D No. 9;

THENCE South 87° 18' 51" West along the common line of said Tracts 135 and 167, at 665.87 feet pass a five-eighths inch iron rod set at the northwest corner of said Tract 167, and continuing for a total distance of 695.87 feet to a five-eighths inch iron rod found at the northeast corner of said Tract 174 on the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 00' 11" East along the east lines of said Tracts 174 through 180 and the west line of said 30 feet wide road, at 414.99 feet (called 415 feet) pass a five-eighths inch iron rod found at the common east corner of said Tracts 174 and 175, at 715.35 feet (called 715.4 feet) pass a five-eighths inch iron rod found at the common east corner of said Tracts 175 and 176, at 985.20 feet (called 980.6 feet) pass a five-eighths inch iron rod found at the common east corner of said Tracts 176 and 177, at 1,240.80 feet (called 1,236.2 feet) pass a five-eighths inch iron rod found at the common east corner of said Tracts 177 and 178, at 1,491.46 feet (called 1,505.2 feet) pass a five-eighths inch iron rod set to replace the rusty remains of an iron rod found at the common east corner of said Tracts 178 and 179, at 1,760.42 feet (called 1,755.9 feet) pass a five-eighths inch iron rod found at the common east corner of said Tracts 179 and 180, and continuing for a total distance of 2,002.27 feet (called 1,997.9 feet) to the POINT OF BEGINNING and containing 50.210 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: Cecil J. Booth

Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

Date: 18 MAY 12
Job No. 10858

Additional Legal Descriptions for Sorrell Tracts 62, 63, 66 and 67

Tract 62
Approximately 5.00 acres out of the Frederick J. Calvit League, Abstract No. 51, Brazoria County, Texas, being Lot 62, beginning to the east of a 30 feet wide platted, unimproved road

Tract 63
Approximately 5.00 acres out of the Frederick J. Calvit League, Abstract No. 51, Brazoria County, Texas, being Lot 63

Tract 66
Approximately 5.00 acres out of the Frederick J. Calvit League, Abstract No. 51, Brazoria County, Texas, being Lot 66

Tract 67
Approximately 5.00 acres out of the Frederick J. Calvit League, Abstract No. 51, Brazoria County, Texas, being Lot 67

NOTES

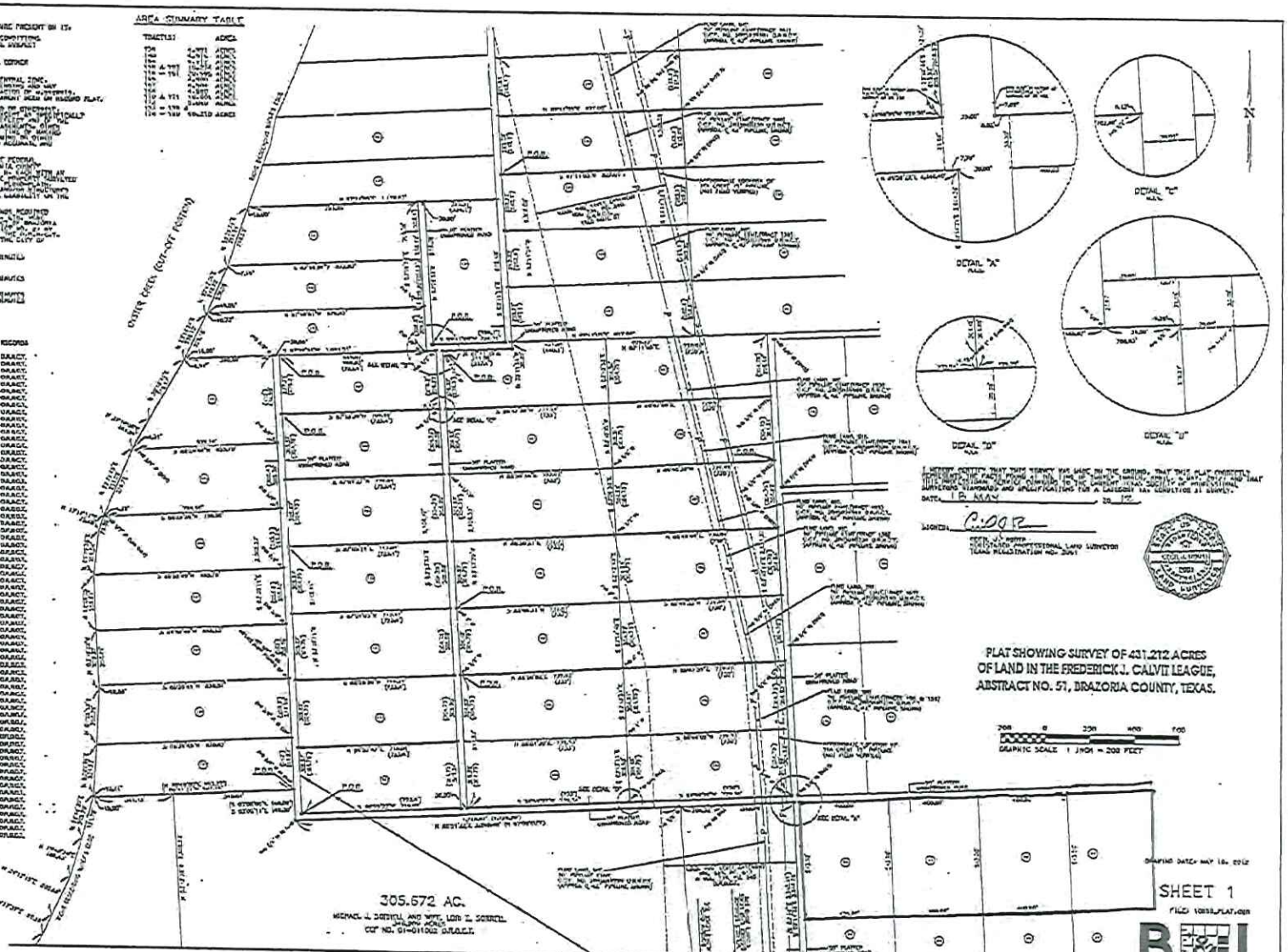
1. SURVEY PLAT IS VALID ONLY IF PRINT HAS ORIGINAL SEAL AND SIGNATURE PRESENT ON IT.
2. THE HORIZONTAL ALIGNMENT OF UNDERGROUND FACILITIES OR SURFACE CONDITIONS SHOWN HEREON MAY AFFECT THE USE AND DEVELOPMENT OF THE SUBJECT PROPERTY SHOWN HEREON.
3. DISTANCES AND AREAS SHOWN ON PROPERTY SURVEYED ARE SUBJECT TO A GENERAL MULTIFOLD ACCURACY OF 1:10,000 OR 0.10' PER 1000'.
4. BEARINGS ARE REFERENCED TO THE TEXAS COORDINATE SYSTEM CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983, GEODETIC NAD GROUND. [illegible] DISTANCES AND BEARINGS SHOWN ON PARCELS ARE NOT SUITABLE FOR USE IN PLACE OF A FIELD SURVEY OR RECORDED PLAT.
5. THE EASEMENTS REFERENCED THROUGHOUT THIS SURVEY PLAT ARE BASED ON RECORDED OR OTHERWISE [illegible] THE EXISTENCE OF ANY EASEMENTS, WHICH MAY AFFECT THE PROPERTY, AS DETERMINED BY A TITLE COMMITMENT OR OTHER DOCUMENTATION, MAY NOT BE SHOWN HEREON. [illegible]
6. THE CITY OF FRIENDSWOOD ACQUIRED THE EASEMENTS AND FEE TITLE TO LANDS REQUIRED FOR THE CONSTRUCTION OF THE FRIENDSWOOD DRAINAGE DISTRICT DRAINAGE IMPROVEMENTS [illegible] EASEMENTS CONVEYED TO THE CITY OF FRIENDSWOOD.
   - [illegible] = [illegible] COUNTY COURT MINUTES
   - [illegible] = [illegible] COUNTY COURT MINUTES
   - [illegible] = [illegible]
   - [illegible] = [illegible] BRAZORIA COUNTY COURT MINUTES
   - [illegible] = [illegible] BRAZORIA COUNTY COURT MINUTES
   - [illegible] = [illegible]
7. [illegible] THE FEDERAL EMERGENCY MANAGEMENT AGENCY FLOOD INFORMATION [illegible] BRAZORIA COUNTY [illegible] WITH AN EFFECTIVE DATE OF [illegible] THE PROPERTY SHOWN HEREON IS LOCATED IN ZONE [illegible] AS SHOWN ON THE FLOOD INSURANCE RATE MAP (FIRM) [illegible] PANEL [illegible] OF THE FIRM. [illegible]
8. THE CITY OF FRIENDSWOOD ACQUIRED THE EASEMENTS AND FEE TITLE TO LANDS REQUIRED FOR THE CONSTRUCTION OF THE FRIENDSWOOD DRAINAGE DISTRICT DRAINAGE IMPROVEMENTS [illegible] EASEMENTS CONVEYED TO THE CITY OF FRIENDSWOOD.
   - [illegible] = [illegible] COUNTY COURT MINUTES
   - [illegible] = [illegible] COUNTY COURT MINUTES
   - [illegible] = [illegible]
   - [illegible] = [illegible] BRAZORIA COUNTY COURT MINUTES
   - [illegible] = [illegible] BRAZORIA COUNTY COURT MINUTES
   - [illegible] = [illegible]

OWNER TABLE

TRACT	OWNER	DEEDDATE	RECORDINGDATA	RECORDS
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

AREA SUMMARY TABLE

TRACT(S)	AREA
[illegible]	[illegible]



I HEREBY CERTIFY THAT THIS SURVEY WAS MADE ON THE GROUND, THAT THIS PLAT CORRECTLY REPRESENTS THE FACTS FOUND ON THE DATE OF SURVEY, THAT THE CORNERS WERE SET AS SHOWN, AND THAT SURVEYING STANDARDS AND SPECIFICATIONS FOR A CADASTRAL TAX SURVEYING AS SURVEYED.

DATE: 18 MAY 20 12

SIGNED: C. DOR

KEITH J. DORR
REGISTERED PROFESSIONAL LAND SURVEYOR
TEXAS REGISTRATION NO. 5061

PLAT SHOWING SURVEY OF 431.212 ACRES OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS.

DRAWING DATE: MAY 18, 2012

SHEET 1

FILE: 10858_PLAT.DGN

LEGEND

- B.C.I.C. = BRAZOS COAST INVESTMENT CO.
- O.R.B.C.T. = DEED RECORDS OF BRAZORIA COUNTY, TEXAS
- P.R.B.C.T. = PLAT RECORDS OF BRAZORIA COUNTY, TEXAS
- O.R.B.C.T. = OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS
- C.C.F. NO. = COUNTY CLERK'S FILE NUMBER
- V.D.D. = VOLLEY DRAINAGE DISTRICT
- ○ = 1/2" I.D. IRON MARKED "BAKER & LAWSON"
- ● = FND IMPLEMENT AS INDICATED
- = SAWED WIRE FENCE

BAKER & LAWSON, INC.

ENGINEERS - PLANNERS - SURVEYORS

[illegible]

JOB NO. 10858

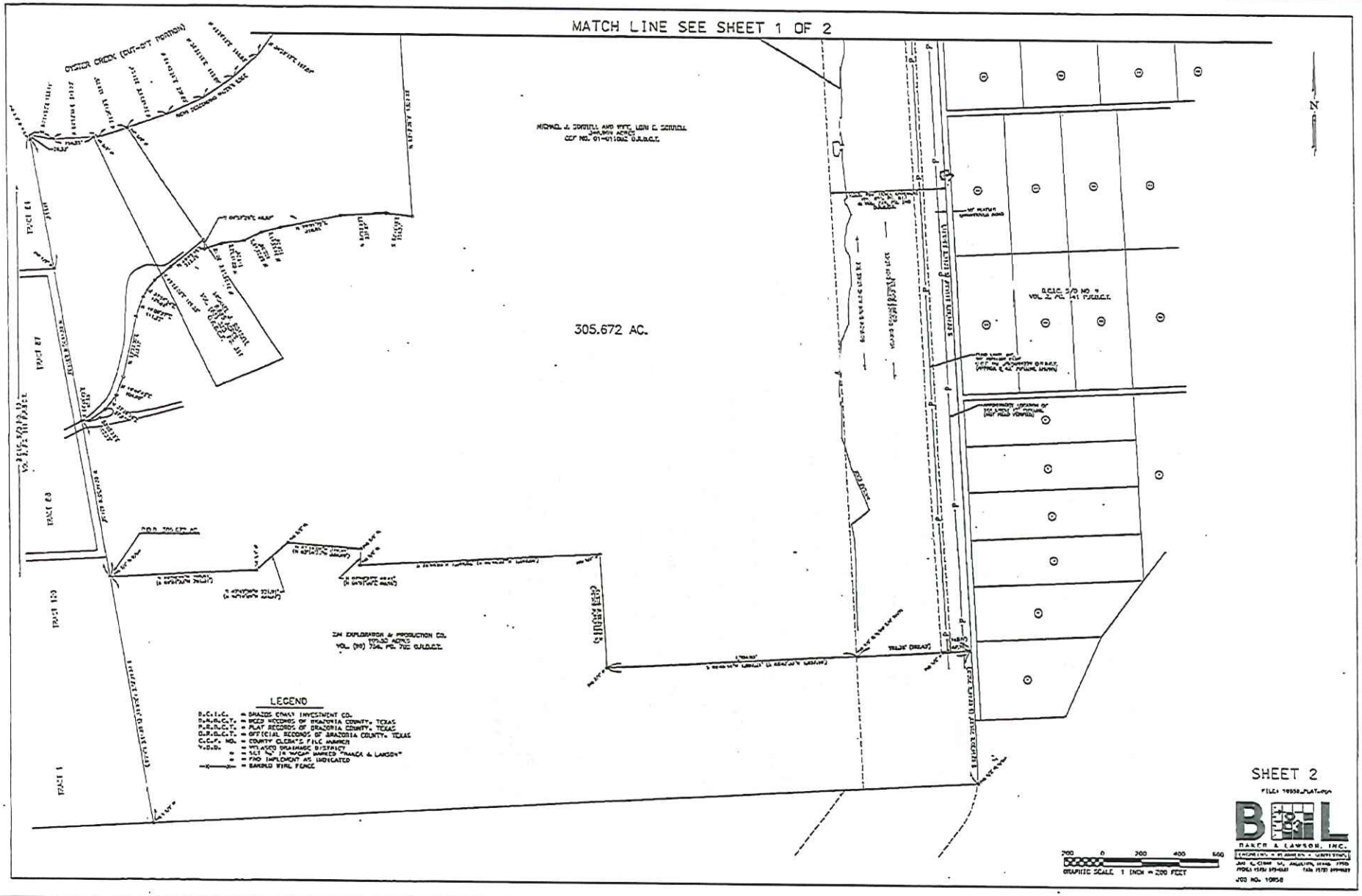

MATCH LINE SEE SHEET 1 OF 2
OYSTER CREEK (CUT-OFF PORTION)
305.672 AC.
LEGEND
B.C.I.C. = BRAZOS COAST INVESTMENT CO.
B.R.B.C.T. = DEED RECORDS OF BRAZORIA COUNTY, TEXAS
P.R.B.C.T. = PLAT RECORDS OF BRAZORIA COUNTY, TEXAS
O.R.B.C.T. = OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS
C.C.F. NO. = COUNTY CLERK'S FILE NUMBER
V.D.D. = VELASCO DRAINAGE DISTRICT
= SET ½" IN RECAP MARKED "BAKER & LAWSON"
= FND IMPLEMENT AS INDICATED
= BARBED WIRE FENCE
SHEET 2
BAKER & LAWSON, INC.
GRAPHIC SCALE 1 INCH = 200 FEET

EXHIBIT "A"

Being the same land conveyed by Deed deemed effective as of January 3, 1975, from The Dow Chemical Company, as grantor, to Ernest H. Cockrell, et al., as grantees, filed for record in the Office of the County Clerk of Brazoria County, Texas, in Volume 1231, page 859.

774.67812 acres of land out of Tract No. 1 of the H. Seaburn Estate, described in Deed dated July 12, 1883, recorded in Vol. V, page 303, Deed Records, Brazoria County, Texas, in the J. E. Groce 5 Leagues Grant, Abstract No. 66, Brazoria County, Texas, described in metes and bounds, using survey terminology which refers to the Texas Coordinate System, South Central Zone, except the distances which are the horizontal ground level lengths, as follows:

BEGINNING at the position x = 3,173,146.629 and y = 450,893.487, for the southeast corner, which is the point of intersection of the center line of right-of-way of Texas State Highway F.M. No. 523 with the south line of J. E. Groce 5 Leagues, Abstract No. 66, from which the underground portion of an old broken concrete monument situated in said south line, at the position x = 3,173,189.626 and y = 450,885.783, bears N. 87° 27' 41.55" E. a distance of 51.854 feet and in turn an old concrete monument situated at the position x = 3,175,208.59 and y = 450,875.17, which marks the southeast corner of said J. E. Groce 5 Leagues, bears N. 87° 27' 13.04" E. a distance of 2012.197 feet; said south line and southeast corner of the J. E. Groce 5 Leagues as located by the above monuments or markers is the ground location which has been consistently and prominently maintained for the identicals as described in the original grant of July 29, 1824, and no physical evidence contrary can be found on the premises;

THENCE, with said south line, S. 87° 27' 41.55" W., at a distance of 60.003 feet to the position x = 3,173,086.692 and y = 450,890.010 which is the point of intersection with the west right-of-way line of said Highway F.M. No. 523, set a concrete monument with 1/2" lag screw, center punched, to mark said point, continue in all a distance of 749.891 feet to the position x = 3,172,338.125 and y = 450,850.284, at which was found a capped 3/4" C.X.R. set in 6" of concrete, a marker in good condition with the appearance indicating its age to be approximately 15 years in the identical location, situated on the east bank of the eastern part of Stubblefield Lake, for a slight angle point in said south line;

THENCE, continue with said south line, S. 87° 25' 43.98" W., traversing the marshy bed of Stubblefield Lake, in all a distance

THENCE, continue with said south line, S. 87° 27' 14.79" W., crossing the west bank of the eastern part of Stubblefield Lake, at 1057 feet cross the east bank of the western part of said lake, cross the lake, at 1529 feet cross the west bank of said western part of said lake, cross a private road, continue S. 87° 27' 14.79" W crossing Houston Lighting and Power Company's power line rights-of-ways, crossing a pipeline corridor, cross a private road, at 3184.055 feet to the position x = 3,169,791.456 and y = 450,689.741 and set a concrete monument with 1/2" lag screw, center punched, for the offset marker for the south southwest corner, in all a distance of 3316.956 feet to the position x = 3,169,759.589 and y = 450,688.280, which is the point of intersection of said south line with the right ascending waters edge of Oyster Creek, for the south southwest corner;

THENCE, with and along the right ascending waters edge of Oyster Creek, upstream, the following meanders:

N. 21° 40' 30.84" E. a distance of 110.076 feet;
N. 23° 13' 45.05" E. a distance of 100.847 feet;
N. 17° 32' 11.37" E. a distance of 100.041 feet;
N. 10° 40' 39.02" E. a distance of 100.401 feet;
N. 8° 58' 47.01" E. a distance of 100.727 feet;
N. 3° 22' 37.36" W. a distance of 69.950 feet;
N. 20° 27' 25.7" W. a distance of 67.132 feet;
N. 32° 42' 13.69" W. a distance of 81.225 feet;
N. 64° 50' 48.08" W. a distance of 23.601 feet;
N. 27° 19' 33.64" W. a distance of 100.023 feet;
N. 19° 56' 05.62" W. a distance of 101.110 feet;
N. 26° 45' 07.32" W. a distance of 100.050 feet;
N. 37° 55' 42.54" W. a distance of 127.758 feet;
N. 53° 24' 47.08" W. a distance of 76.950 feet;
N. 48° 52' 45.6" W. a distance of 101.602 feet;
N. 56° 47' 16.59" W. a distance of 100.078 feet;
N. 59° 38' 42.88" W. a distance of 100.187 feet;
N. 64° 13' 15.97" W. a distance of 100.403 feet;
N. 63° 39' 25.89" W. a distance of 100.319 feet;
N. 68° 18' 12.41" W. a distance of 63.636 feet;
N. 74° 14' 07.26" W. a distance of 91.440 feet;
N. 73° 41' 40.98" W. a distance of 100.171 feet;
N. 74° 50' 25.05" W. a distance of 100.085 feet;
N. 80° 33' 53.82" W. a distance of 100.177 feet;
N. 82° 44' 34.55" W. a distance of 61.359 feet;
N. 83° 25' 17.71" W. a distance of 96.600 feet;
N. 89° 16' 26.33" W. a distance of 100.240 feet;
N. 86° 59' 50.81" W. a distance of 100.050 feet;
N. 77° 53' 07.43" W. a distance of 100.846 feet;
N. 88° 42' 46.31" W. a distance of 100.178 feet;
S. 87° 53' 26.47" W. a distance of 100.811 feet;
N. 83° 27' 06.81" W. a distance of 109.152 feet;
S. 89° 57' 56.44" W. a distance of 200.355 feet;
N. 89° 27' 05.53" W. a distance of 200.145 feet;
N. 82° 43' 31.93" W. a distance of 200.780 feet;
N. 88° 43' 44.77" W. a distance of 200.801 feet;
S. 88° 26' 50.52" W. a distance of 148.753 feet;
S. 79° 50' 47" W. a distance of 189.43 feet
S. 65° 39' 26" W. a distance of 36.90 feet

THENCE N. 2° 56' 18.11" W., at 59.000 feet to the position x = 3,169,676.141 and y = 452,301.997 and set a concrete monument with 1/2" lag screw, center punched, for the off-set marker for the west southwest corner, cross a private road, in all a distance of 3085.000 feet to the position x = 3,165,521.042 and y = 455,323.644 and set a 1/2" x 6" galvanized lag bolt in chat base of 40" dia. Live Oak tree for the west northwest corner;

THENCE N. 87° 03' 41.85" E. in all a distance of 2095.000 feet to the position x = 3,167,613.020 and y = 455,431.024 and set a concrete monument with 1/2" lag screw, center punched, for the interior northwest corner;

THENCE N. 2° 56' 18.11" W. in all a distance of 885.639 feet to the position x = 3,167,567.636 and y = 456,315.379 and set a concrete monument with 1/2" lag screw, center punched, for the north northwest corner;

THENCE N. 87° 03' 41.85" E., crossing Houston Lighting and Power Company's power line right-of-ways, crossing a pipeline corridor, at 3635.955 feet to the position x = 3,171,199.361 and y = 456,501.741, which is the point of intersection with the westerly right-of-way line of Texas State Highway F.M. No. 523, set a concrete monument with 1/2" lag screw, center punched, to mark said point, continue in all a distance of 3704.166 feet to the position x = 3,171,266.472 and y = 456,509.237, which is the point of intersection with the center line of right-of-way of said highway, for the northeast corner, from which triangulation station Phase 2, 1956 (U.S.C. and G.S.) bears N. 13° 41' 59.57" W. a distance of 264.232 feet;

THENCE, with and along the center line of the right-of-way, which is 120 feet in width, of Texas State Highway F.M. No. 523, S. 31° 20' 19.28" E. in all a distance of 2016.547 feet to the position x = 3,172,731.165 and y = 454,089.200 which is the point of a curve to the left and southeasterly in said center line;

THENCE, continue with said center line along a curve to the left and southeasterly, which curve has a central angle of 8° 43' 31.85", a radius of 2864.934 feet and its radius point fixed at the position x = 3,175,177.825 and y = 455,589.757, in all a distance of 436.298 feet, arc length, to the position x = 3,173,985.494 and y = 453,745.993 which is the point of tangency of said curve;

THENCE, continue with said center line; S. 40° 03' 51.13" E. in all a distance of 218.964 feet to the position x = 3,173,126.412 and y = 453,578.426 which is the point of a curve to the right and southerly in said center line;

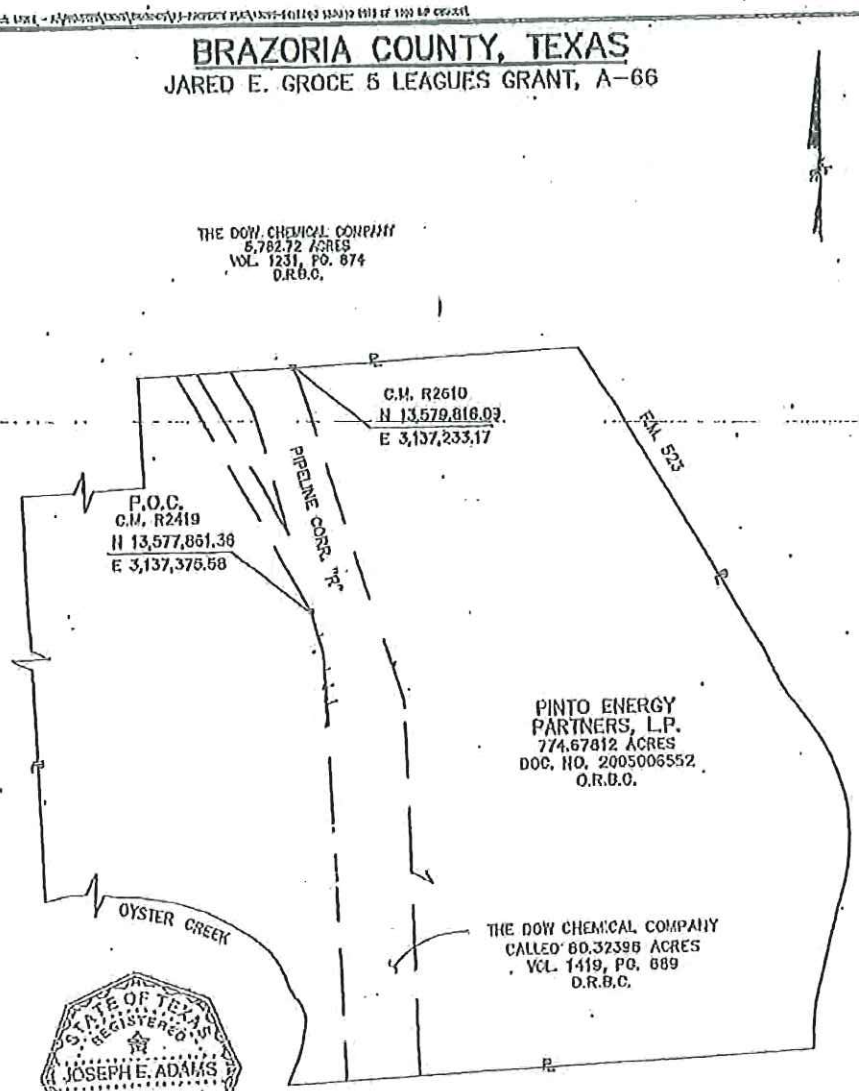
THENCE, continue with said center line along a curve to the right and southerly, which curve has a central angle of 54° 42' 26.33", a radius of 1432.685 feet and its radius point fixed at the position x = 3,172,030.080 and y = 452,656.399, in all a distance of 1367.962 feet, arc length, to the position x = 3,173,416.059 and y = 452,294.264 which is the point of tangency of said curve;

feet, arc length, to the position x = 3,173,142.850 and y = 450,972. which is the point of tangency of said curve;

THENCE, continue with said center line, S. 3° 09' 07.14" E. in all a distance of 90.380' feet to the position x = 3,173,146.829 and y = 450,883.487, which is the point of beginning, limiting and enclosing 774.67812 acres of land of which 0.67811 acres is situated in the western one-half of the right-of-way of Texas State Highway F.M. No. 523.

BRAZORIA COUNTY, TEXAS

JARED E. GROCE 5 LEAGUES GRANT, A-66



STATE OF TEXAS
REGISTERED
JOSEPH E. ADAMS
5162
PROFESSIONAL
LAND SURVEYOR

1-13-10

JOSEPH E. ADAMS
REGISTERED PROFESSIONAL LAND SURVEYOR
NO. 5162

BEARINGS BASED ON TEXAS STATE PLANE COORDINATE SYSTEM, NAD 83, SOUTH CENTRAL ZONE, DERIVED FROM GPS OBSERVATIONS

REFERENCE DRAWING: 13096-9007
EXHIBIT B-2: LICENSES UNDER SECTION 2.5 OF THE LEASE AGREEMENT

REV.	DATE	BY	DESCRIPTION	CHK
0	1/13/10	KM	ISSUED TO CLIENT	AT

Freeport LNG Development

DOW PIPELINE CORRIDOR TO FLNG STORAGE FACILITY
BRAZORIA COUNTY, TEXAS

PROJECT NO. 13096	DRAWN BY: T.C.	DATE: 12/03/09	DWG. NO. 13096-9411
MUSTANG ENGINEERING, L. P.	CHECKED BY: KM	DATE: 12/10/09	REV. 0
HOUSTON, TEXAS	SCALE: 1"=1000'	APP.:	

EXHIBIT A

INOVENE U.S.A., L.L.C.
9.21 Acres of Land

Being 9.21 acres of land a out of the Jared E. Groce 5 League, Abstract No. 66, Brazoria County, Texas, and being a portion of that certain 474.77 acre-tract described by Warranty Deed to AMOCO Pipeline Company now known as BP Pipelines (North America), Inc.in Volume 1124 on Page 425 of the Official Records of Brazoria County, Texas dated June 6, 1973. Said 474.77 acre-tract was transferred to O & D U.S.A., L.L.C., a Delaware Limited Liability Company by Quit Claim Deed With Out Warranty recorded under Document Number 2005057911 in the Official Records of Brazoria County, Texas on April 1, 2005. The name of O & D U.S.A., L.L.C. was then changed by Document Number 2005055955 to Inovene U.S.A., L.L.C. and recorded in the Official Records of Brazoria County, Texas on May 24, 2005. The above-mentioned 9.21 acre-tract is more particularly described by metes and bounds as follows:

COMMENCING at a 2 inch iron pipe found for the southeast corner of the above mentioned 474.77 acre-tract of land.

THENCE N 59°02'18" W for a distance of 1,012.55 feet to a 5/8 inch iron rod with cap stamped "RPLS 5006" set on the northwest line of the Missouri-Pacific Railroad right-of-way for the east corner of the herein described 9.21 acre-tract and the POINT OF BEGINNING.

THENCE S 45°34'15" W along said northwest line of the Missouri-Pacific Railroad for a distance of 1,032.09 feet to a 5/8 inch iron rod stamped "RPLS 5006" set at the intersection of said northwest line and a fence on the northeast line of State F.M. Highway 523 as described in Volume 652 on Page 291 of the Official Records of Brazoria County, Texas for the South corner of the herein described 9.21 acre-tract.

THENCE N 40°42'57" W along a fence for the northeast line of State F.M. Highway 523 for a distance of 389.75 feet to a 5/8 inch iron rod with cap stamped "RPLS 5006" set at the base and on the west side of a damaged fence corner post for the intersection of said northeast line and the southeast line of County Road 227, as maintained for public use, for the west corner of the herein described 9.21 acre-tract.

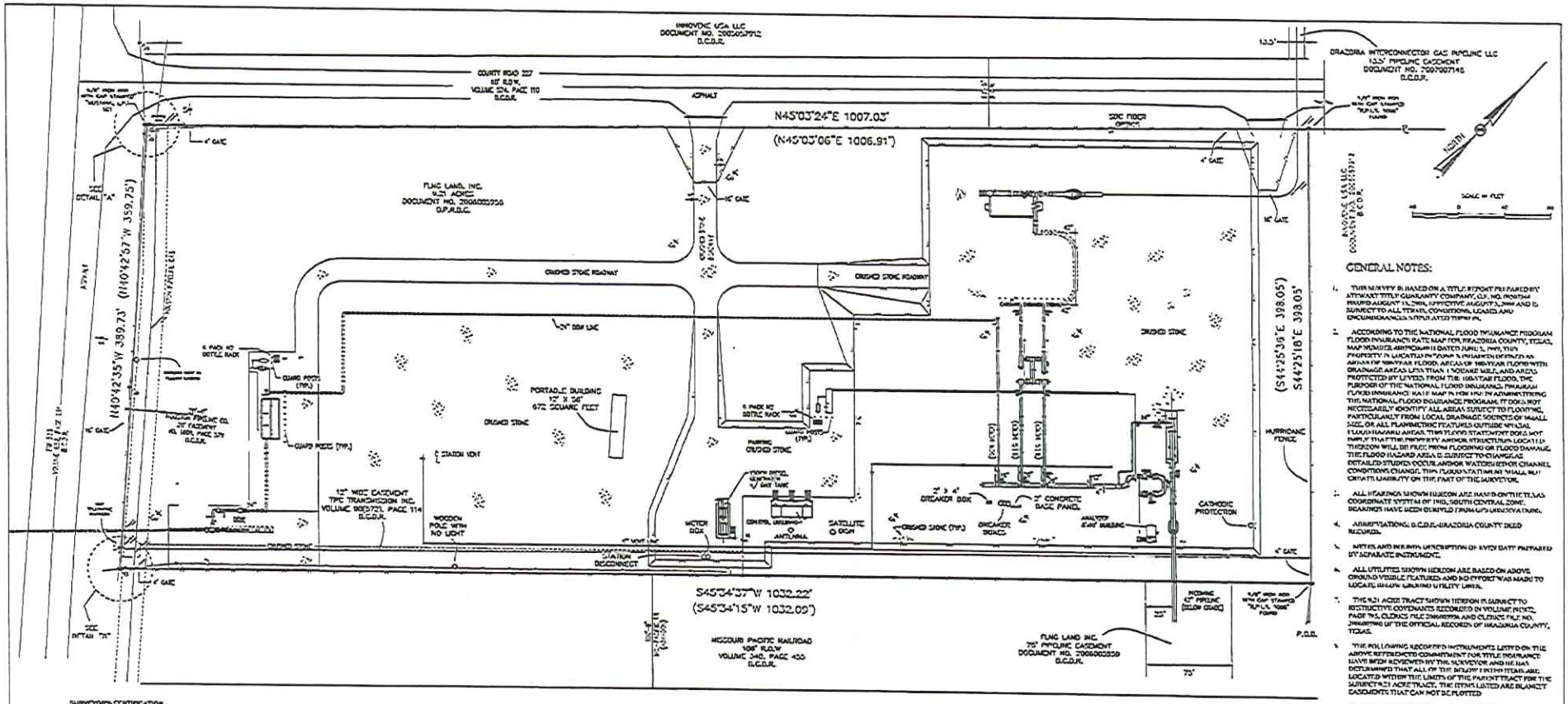
THENCE N 45°03'06" E along a fence for the southeast line of County Road 227 for a distance of 1,006.91 feet to a 5/8 inch iron rod with cap stamped "RPLS 5006" set on said southeast line for the North corner of the herein described 9.21 acre-tract.

THENCE S 44°25'36" E along the northeast line of the herein described 9.21 acre-tract for a distance of 398.05 feet to the POINT OF BEGINNING and containing 9.21 acres of land, more or less.

Bearings described herein are based on the Texas State Plane Coordinate System, NAD 83, South Central Zone, derived from GPS observations.

This description is based on the Land Title Survey, and plat made by J. Rick Kimmins, Registered Professional Surveyor No. 5006 on November 06, 2005.

J. Rick Kimmins
RPLS No. 5006
Date: December 14, 2005



GENERAL NOTES:

1. THIS SURVEY IS BASED ON A TITLE REPORT PREPARED BY STEWART TITLE GUARANTY COMPANY, G.F. NO. 0903744 DATED AUGUST 13, 2008, EFFECTIVE AUGUST 3, 2008 AND IS SUBJECT TO ALL TERMS, CONDITIONS, LEASES AND ENCUMBRANCES SHOWN THEREON.

2. ACCORDING TO THE NATIONAL FLOOD INSURANCE PROGRAM FLOOD INSURANCE RATE MAP FOR BRAZORIA COUNTY, TEXAS, MAP NUMBER 48039C0040 H DATED JUNE 5, 1989, THIS PROPERTY IS LOCATED IN ZONE X (SHADED) DEFINED AS AREAS OF 500-YEAR FLOOD; AREAS OF 100-YEAR FLOOD WITH DRAINAGE AREAS LESS THAN 1 SQUARE MILE, AND AREAS PROTECTED BY LEVEES FROM THE 100-YEAR FLOOD. THE PURPOSE OF THE NATIONAL FLOOD INSURANCE PROGRAM FLOOD INSURANCE RATE MAP IS FOR USE IN ADMINISTERING THE NATIONAL FLOOD INSURANCE PROGRAM. IT DOES NOT NECESSARILY IDENTIFY ALL AREAS SUBJECT TO FLOODING, PARTICULARLY FROM LOCAL DRAINAGE SOURCES OF SMALL SIZE, OR ALL PLANIMETRIC FEATURES OUTSIDE SPECIAL FLOOD HAZARD AREAS. THIS FLOOD STATEMENT DOES NOT IMPLY THAT THE PROPERTY AND/OR STRUCTURES LOCATED THEREON WILL BE FREE FROM FLOODING OR FLOOD DAMAGE. THE FLOOD HAZARD AREA IS SUBJECT TO CHANGE AS DETAILED STUDIES OCCUR AND/OR WATERSHED CHANNEL CONDITIONS CHANGE. THIS FLOOD STATEMENT SHALL NOT CREATE LIABILITY ON THE PART OF THE SURVEYOR.

3. ALL BEARINGS SHOWN HEREON ARE BASED ON THE TEXAS COORDINATE SYSTEM OF 1983, SOUTH CENTRAL ZONE. BEARINGS HAVE BEEN DERIVED FROM GPS OBSERVATIONS.

4. ABBREVIATIONS: O.C.O.R.=BRAZORIA COUNTY DEED RECORDS.

5. METES AND BOUNDS DESCRIPTION OF ENTRY DATE PREPARED BY SEPARATE INSTRUMENT.

6. ALL UTILITIES SHOWN HEREON ARE BASED ON ABOVE GROUND VISIBLE FEATURES AND NO EFFORT WAS MADE TO LOCATE BELOW GROUND UTILITY LINES.

7. THE 9.21 ACRE TRACT SHOWN HEREON IS SUBJECT TO RESTRICTIVE COVENANTS RECORDED IN VOLUME 1474, PAGE 793, CLERKS FILE 2006003958 AND CLERKS FILE NO. 2006003959 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS.

8. THE FOLLOWING RECORDED INSTRUMENTS LISTED ON THE ABOVE REFERENCED COMMITMENT FOR TITLE INSURANCE HAVE BEEN REVIEWED BY THE SURVEYOR AND HE HAS DETERMINED THAT ALL OF THE ITEMS WITH ITEMS ARE LOCATED WITHIN THE LIMITS OF THE PARENT TRACT FOR THE SUBJECT 9.21 ACRE TRACT. THE ITEMS LISTED ARE BLANKET EASEMENTS THAT CAN NOT BE PLOTTED

ITEM NO.	DESCRIPTION	RECORDING
10a	HOUSTON PIPELINE	V342, PG 7 & 349
10c	HOUSTON PIPELINE	V341, PG 6
10d	DOW CHEMICAL CO.	V339, PG 33
10e	DOW CHEMICAL CO.	V293, PG 14 & V1330, PG 49

9. THE FOLLOWING RECORDED INSTRUMENTS LISTED ON THE ABOVE REFERENCED COMMITMENT FOR TITLE INSURANCE HAVE BEEN REVIEWED BY THE SURVEYOR AND HE HAS DETERMINED THAT ALL OF LISTED ITEMS ARE LOCATED WITHIN THE LIMITS OF THE PARENT TRACT OF LAND BUT NONE OF THEM AFFECT THE SUBJECT 9.21 ACRE TRACT OF LAND

ITEM NO.	DESCRIPTION	RECORDING
10g	STATE OF TEXAS (PARCEL)	V432, P291
10d	C. COCKRELL	V440, P24
10h	HOUSTON PIPELINE	V293, P344
10i	CONOCO, INC.	V6433, P344
10j	MUNICIPAL GAS	V1198834, P863
10m	HOUSTON PIPELINE	C.F. NO. 92-040843
10n	INNOVONIC USA	C.F. NO. 2006003939
10o	INOVO USA	C.F. NO. 2006003948

NOTE THAT ITEMS "10m" AND "10n" ARE ADJACENT TO THE SUBJECT 9.21 ACRE TRACT. THESE TWO EASEMENTS ARE PIPELINES THAT ENTER ON TO OR EXIT FROM THE SUBJECT TRACT AND ARE SHOWN ON THIS SURVEY.

SURVEYOR'S CERTIFICATION

METER STATION

JULY 30, 2008

THIS SURVEY IS MADE FOR THE BENEFIT OF:

STEWART TITLE GUARANTY COMPANY, FREEPORT LNG DEVELOPMENT, L.P.; FLNG LAND, INC.; CONOCOPHILLIPS COMPANY; AND THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., AS "COLLATERAL AGENT" FOR THE BENEFIT OF THE "SECURED PARTIES" UNDER THAT CERTAIN AMENDED AND RESTATED CREDIT AGREEMENT, DATED AS OF DECEMBER 18, 2006, BY AND AMONG FREEPORT LNG DEVELOPMENT, L.P., FREEPORT LNG GP, INC., CONOCOPHILLIPS COMPANY (AS "LENDER" AND "ADMINISTRATIVE AGENT") AND THE VARIOUS FINANCIAL INSTITUTIONS FROM TIME TO TIME A PARTY THERETO, AS MAY BE AMENDED, MODIFIED OR SUPPLEMENTED FROM TIME TO TIME; AND THEIR RESPECTIVE SUCCESSORS AND ASSIGNS.

I, ARNOLD D. STOUT, REGISTERED PROFESSIONAL LAND SURVEYOR, DO HEREBY CERTIFY TO THE AFORESAID PARTIES, AS OF THE DATE SET FORTH ABOVE THAT I HAVE MADE A SURVEY OF A 9.21 ACRE TRACT OF LAND OUT OF THE JARED E. CROCE 5 LEAGUE GRANT, ABSTRACT 66, BRAZORIA COUNTY, TEXAS (SEE METES AND BOUNDS DESCRIPTION ATTACHED):

1. THIS IS TO CERTIFY THAT THE SURVEY SHOWN HEREON WAS MADE IN ACCORDANCE WITH THE "MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS," JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS IN 2005, AND INCLUDED ITEMS 1, 2, 3, 4, 6, FIELD WORK 7(a), 8, 9, 10 AND 11 (A) OF TABLE A, OPTIONAL SURVEY RESPONSIBILITIES AND SPECIFICATIONS, THEREOF, PURSUANT TO THE ACCURACY STANDARDS AS ADOPTED BY ALTA AND NSPS AND IN EFFECT ON THE DATE OF THE CERTIFICATION. UNDERSIGNED FURTHER CERTIFIES THAT IN MY PROFESSIONAL OPINION, AS A LAND SURVEYOR REGISTERED IN THE STATE OF TEXAS, THE RELATIVE POSITIONAL ACCURACY OF THE SURVEY DOES NOT EXCEED THAT WHICH IS SPECIFIED THEREIN.

2. THE ACCOMPANYING SURVEY WAS MADE ON THE GROUND AND CORRECTLY SHOWS THE LOCATION OF ALL BUILDINGS, STRUCTURES AND OTHER IMPROVEMENTS, SITUATED ON THE ABOVE PREMISES, EXCEPT AS SHOWN HEREON THERE ARE: (I) NO VISIBLE ENCROACHMENTS ON THE SUBJECT PROPERTY ON UPON ADJACENT LAND ABUTTING SAID PROPERTY; (II) NO STREAMS, RIVERS, SPRINGS, PONDS, LAKES, DITCHES OR DRAINS LOCATED OR BORDERING ON OR RUNNING THROUGH THE SUBJECT PREMISES, AND (III) NO GAPS, GORES OR OVERLAPS BETWEEN PARCELS OR ROADS, HIGHWAYS, STREETS OR ALLEYS AND SAID SURVEY WAS MADE IN ACCORDANCE WITH THE MINIMUM STANDARDS FOR SURVEYING AS PRESCRIBED IN THE PROFESSIONAL LAND SURVEYING PRACTICES ACT FOR THE STATE OF TEXAS.

3. THE PROPERTY DESCRIBED HEREON IS THE SAME AS THE PROPERTY DESCRIBED IN COMMITMENT NO. 0903744, ISSUED BY STEWART TITLE GUARANTY COMPANY (HEREIN "TITLE COMPANY") WITH AN EFFECTIVE DATE OF AUGUST 3, 2008 AND THAT ALL EASEMENTS, COVENANTS AND RESTRICTIONS REFERENCED IN SAID TITLE COMMITMENT OR APPARENT FROM A PHYSICAL INSPECTION OF THE SITE OR OTHERWISE KNOWN TO ME HAVE BEEN PLOTTED HEREON OR OTHERWISE NOTED AS TO THEIR EFFECT ON THE SUBJECT PROPERTY.

4. SAID DESCRIBED PROPERTY IS LOCATED WITHIN AN AREA HAVING A ZONE DESIGNATION AS "ZONE X (SHADED)" BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY (FEMA) ON FLOOD INSURANCE RATE MAP NO. 48039C0040 H, WITH A DATE OF IDENTIFICATION OF JUNE 5, 1989, FOR COMMUNITY NO. 480469, IN BRAZORIA COUNTY, STATE OF TEXAS, WHICH IS THE CURRENT FLOOD INSURANCE RATE MAP FOR THE COMMUNITY IN WHICH SAID PREMISES IS SITUATED. (SEE NOTE 2)

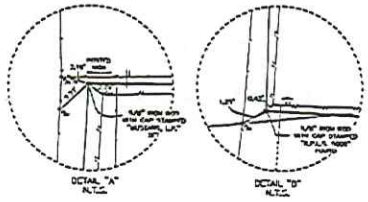
5. THE PROPERTY HAS DIRECT ACCESS TO FM 523 TO AMERICA ROAD 523 AND COUNTY ROAD 227, BOTH ARE DEDICATED PUBLIC STREETS OR HIGHWAYS, AND ALL PARCELS WHICH COMPRISE THE WHOLE SUBJECT PREMISES ARE CONTIGUOUS.

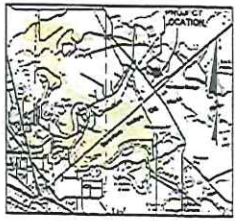
6. ALL PUBLIC ROADS, HIGHWAYS, STREETS AND ALLEYS RUNNING ADJACENT TO OR UPON THE SUBJECT PREMISES ARE SHOWN; ALL PHYSICAL EVIDENCE OF BOUNDARY LINES AND LINES OF POSSESSION OR OCCUPANCY HAVE BEEN SHOWN AND PROPER NOTATION MADE WHERE IN CONFLICT WITH THE LEGAL DESCRIPTION, THERE ARE NO BOUNDARY LINE DISCREPANCIES AND NO DEFICIENCIES IN THE QUANTITY OF THE LAND DESCRIBED IN THE LEGAL DESCRIPTION.

7. THE TOTAL NUMBER OF STRIPED PARKING SPACES ON THE SUBJECT PROPERTY IS ZERO.

ARNOLD D. STOUT
TEXAS REGISTERED PROFESSIONAL LAND SURVEYOR
REGISTRATION NO. 4416

8-13-08





LEGEND

1/2" IRON ROD WITH CAP FOUND UNLESS OTHERWISE NOTED	P.O.B. POINT OF BEGINNING
IRON POLE	B.C.O.R. BRAZORIA COUNTY DEED RECORDS
GUY ANCHOR	B.C.O.P.R. BRAZORIA COUNTY OFFICIAL PUBLIC RECORDS
PIPELINE MARKER WHERE OTHERWISE NOTED	( ) RECORD INFORMATION
TOW	CRUSHED STONE
LIGHT POLE	CHAINLINK FENCE
	HURRICANE FENCE

REVISED: AUGUST 13, 2008 TO ADDRESS COMMENTS FROM THE ATTORNEY'S REVIEW.

MUSTANG ENGINEERING, L.P.
16001 PARKTON PLACE
HOUSTON, TEXAS 77084 (713) 215-8000

PROJECT NO. 4310-01

REVISED BY	DW	DRAWN	
DRAWN BY	DW	DRAWN	
CHECKED BY	JS	DRAWN	
APPROVED BY	AS	DRAWN	
SCALE	1"=100'	DATE	

Freeport LNG Development

ALTA/ACSM LAND TITLE SURVEY OF A 9.21 ACRE TRACT RECORDED IN DOCUMENT NO. 2006003958 JARED E. CROCE 5 LEAGUE GRANT, A-66
OFFICIAL PUBLIC RECORDS BRAZORIA COUNTY, TEXAS

DWG. NO. 431601_MASTER REV. 0

ATTACHMENT 24

The Brazoria County guidelines and criteria for the creation of a reinvestment zone are attached.

Date: 5/22/2012

THE SPECIAL COMMISSIONERS COURT SESSION OF BRAZORIA COUNTY, TEXAS

ORDER NO. VII.B.1.a.

RE: Adoption of Tax Abatement Guidelines and Criteria

1. **The Court approves adopting the Guidelines and Criteria for granting tax abatement attached hereto.**

2. **The Tax Abatement Guidelines and Criteria are effective beginning this date.**

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

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

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

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

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

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

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

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

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

DEFINITIONS Section 1

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(t) "Qualified Vendors and Services" means those vendors and services that meet the company's individual stated requirements, which can include but are not limited to: safety,

financial condition, environmental record, quality or ability to perform.

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

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

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

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

ABATEMENT AUTHORIZED Section 2

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

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

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

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

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

tangible personal property located on the real property, or (3) all or a portion of the value of both.

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

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

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

Lessee Interest: Abatement may be granted with a lessee of taxable real property located in a reinvestment zone to exempt from taxation (1) all or a portion of the value of the fixtures, improvements, or other real property owned by the lessee and located on the property that is subject to the lease, (2) all or a portion of the value of tangible personal property owned by the lessee and located on the real property that is the subject of the lease, or (3) all or a portion of the value of both the fixtures, improvements, or other real property and the tangible personal property defined herein.
Leasehold Interest/Lessee shall be required to submit with its application a copy of the executed lease agreement between lessor/lessee demonstrating a minimum lease term double the abatement term granted.

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

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

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

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

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

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

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

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

expanded or modernized "existing facility" in order for the facility improvements to qualify for abatement.

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

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

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

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

Additionally, the owner of the project:

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

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

dents prior to seeking workers from other countries.

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

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

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

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

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

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

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

APPLICATION Section 3

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

(b) Any present or potential owner of taxable property in Brazoria County may request the creation of a reinvestment zone and tax abatement by filing a tax abatement application with Brazoria County. The application shall be filed with the County Judge by providing twelve (12) copies or an electronic version and five (5) copies. The additional copies provided will be furnished to each member of Commissioners Court and the Tax Abatement Review Committee (TARC). After filing the application, the Applicant shall provide an economic impact analysis report, in a format comparable to the Texas Governor's economic impact analysis report, to the County Judge's Office prior to the TARC meeting on the Applicant's tax abatement application.

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

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

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

(f) If upon written request for a legal opinion or interpretation from the Commissioners' Court or its members, the legal counsel for Brazoria County determines that the application does not appear to comply with the written language of the Guidelines and Criteria, a public hearing on said application if already set, shall be postponed for a period of at least

thirty days from the scheduled date of public hearing to allow time for further review by the Commissioners' Court or any duly appointed review committee, or if an initial setting has not been made, the hearing on such application shall be set on the Commissioners' Court agenda no sooner than sixty (60) days from the time the Court enters an order to set the public hearing date.

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

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

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

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

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

PUBLIC HEARING Section 4

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

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

(2) the Applicant has insufficient financial capacity;

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

(4) violation of other codes or laws.

AGREEMENT Section 5

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

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

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

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

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

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

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

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

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

(b) Such agreement shall be executed within sixty (60) days after the Applicant has for-

warded all necessary information and documentation to Brazoria County.

RECAPTURE Section 6

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

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

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

(d) Failure to provide any requested statement or information pursuant to the provisions described in Section 5(a)(7) without just cause within sixty (60) days of the request for the information or the presentation of any false or misleading statement may, at the County's option, be construed as a default by the company or individual and cause for immediate termination of the tax abatement agreement and recapture of all previously abated taxes, if after written notice of default, the company or individual has not cured such default prior to the expiration of thirty (30) days from such written notice. The Cure Period provisions of sub-sections (b) and (c) above are not applicable to a default and termination under this paragraph.

ADMINISTRATION Section 7

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

the eligible jurisdictions which levies taxes on the amount of the assessment.

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

(c) Tax Abatement Review Committee:

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

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

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

(f) Upon expiration of the Tax Abatement term, the owner of the abated improvements must submit a written report/statement of compliance annually, beginning January 1 after the expiration of the tax abatement term, documenting that the abated improvements remain in active service and operation as part of a facility operating in a producing capacity for an additional period equal to the abatement period granted and completed (*i.e.* seven year abatement, then in producing capacity for an additional 7 years after expiration of the tax abatement agreement) in order to receive the full term of the abatement granted and not be subject to the term reduction and recapture/payment obligation provisions. The Report shall be delivered to the County Judge. The Committee shall annually evaluate each

abated facility and report possible violations to the contract and agreement to the Brazoria County Commissioners' Court. A form of annual report that may be used by the owner is attached as Attachment B to these Guidelines & Criteria, and the owner's annual report shall, at a minimum, contain the information shown in the Attachment B form.

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

ASSIGNMENT Section 8

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

PROVISIONS REGARDING CITY-INITIATED ABATEMENTS Section 9

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

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

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

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

(e) After review (and subject to approval of the matters in (d) above), the public hearing on the tax abatement shall be scheduled at the Commissioners Court meeting that next follows the one at which the Order Setting Hearing Date is entered, unless otherwise or-

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

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

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

SUNSET PROVISION Section 10

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

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

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