



**CHAPTER 313 APPLICATION
FOR APPRAISED VALUE LIMITATION
TO BRAZOSPORT I.S.D.**

APPLICATION I (#244) - Amended

August 26, 2014

1

Application I

ATTACHMENT 1

Please see the related application.



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 - Amended on 8/26/14
First Name Karin	Last Name Holacka	
Title Superintendent		
School District Name Brazosport ISD		
Street Address 301 Brazosport Dr		
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

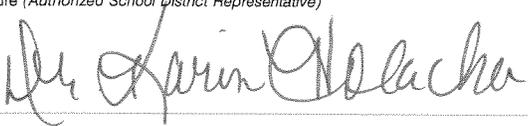


SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized School District Consultant (If Applicable)

First Name Daniel T.		Last Name 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 Austin		State TX	ZIP 78701-1648
Phone Number 512-485-7878		Fax Number 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 8/26/14
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Has the district determined this application complete? Yes No

If yes, date determined complete. 8/25/14

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

SCHOOL DISTRICT CHECKLIST AND REQUESTED ATTACHMENTS

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

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION

Authorized Business Representative (Applicant)

First Name Sig		Last Name Cornelius	
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 SCornelius@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 Inbody	
Title Commercial Manager, Power & Analytics			
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 linbody@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 Wes		Last Name Jackson	
Title Partner			
Firm Name Cummings Westlake LLC			
Street Address 12837 Louetta Rd, Suite 201			
Mailing Address 12837 Louetta Rd, Suite 201			
City Cypress		State TX	ZIP 77429
Phone Number 713-266-4456 x1		Fax Number 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 8-14-14
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GIVEN under my hand and seal of office this 14th day of August, 2014



(Notary Seal)


Notary Public, State of Texas

My commission expires 7/28/15

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

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

*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

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 - 2012 (Value Limitation Agreement #245 and Value Limitation Agreement #246)

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.)

ELIGIBILITY UNDER TAX CODE CHAPTER 313.024

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

PROJECT DESCRIPTION

Provide a detailed description of the scope of the proposed project, including, at a minimum, the type and planned use of real and tangible personal property, the nature of the business, a timeline for property construction or installation, and any other relevant information. (Use attachments as necessary)

See 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 2014 Begin Hiring New Employees Q3-Q4 2017

Construction Complete Q4 2018 Fully Operational Q4 2018

Purchase Machinery & Equipment Q4 2014 - Q3 2018

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 2018

ECONOMIC INCENTIVES

Identify state programs the project will apply for:

State Source	Amount
None	
Total	

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

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

Chapter 312 tax abatement agreements with Brazoria County, Velasco Drainage District, Brazosport College District, and Port Freeport. We are currently in negotiations with the City of Freeport and City of Oyster Creek for Industrial District Agreements.

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: <u>Brazoria (100%)</u> <small>(Name and percent of project)</small>	City: <u>n/a</u> <small>(Name and percent of project)</small>
Hospital District: <u>n/a</u> <small>(Name and percent of project)</small>	Water District: <u>Velasco Drainage District (100%)</u> <small>(Name and percent of project)</small>
Other (describe): <u>Port Freeport (100%)</u> <small>(Name and percent of project)</small>	Other (describe): <u>Brazosport College District (100%)</u> <small>(Name and percent of project)</small>

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? \$1,273,777,000

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

What is the anticipated date of application approval? December 2, 2014

What is the anticipated date of the beginning of the qualifying time period? January 2, 2016

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? \$1,876,095,000

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 2012
(Market Value) (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 qualify- ing 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)					X		
	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					X		
	2							
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3						
		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								
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3								
		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 _____

		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Construction		New Jobs	Qualifying Jobs	
					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 quali- fying jobs appli- cant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)
		pra- year 1							
Complete tax years of qualify- ing time period		1							
		2							
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3							
		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										
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3										
		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 _____

2

Application I

ATTACHMENT 2

A copy of the check for \$10,000 per application (totaling \$20,000 for the two separate amended applications – Applications #244 and #245) made payable to Brazosport Independent School District is attached.

2694



Freeport LNG Expansion, LP
Liquefaction Account
333 Clay Street, Suite 5050
Houston, Texas 77002

Wells Fargo Bank, N.A.



23-7-1020

08/12/2014

PAY TO THE
ORDER OF

Brazosport I.S.D.

\$

**20,000.00

DOLLARS

TWENTY THOUSAND AND 00/100 DOLLARS

Brazosport I.S.D.
301 W. Brazoswood Dr.
Clute, TX 77531-

[Handwritten Signature]
AUTHORIZED SIGNATURE

MEMO

Security features. Details on back.

⑈002694⑈ ⑆102000076⑆ 2604124475⑈

Application I

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.



Wells Fargo Bank, N.A.



23-7-1020

08/27/2012

E
ORDER OF

Brazosport I.S.D.

\$

**150,000.00
DOLLARS

ONE HUNDRED FIFTY THOUSAND AND 00/100 DOLLARS

Brazosport I.S.D.
301 W. Brazoswood Dr.
Clute, TX 77531-

MEMO


AUTHORIZED SIGNATURE

⑈00 6468⑈ ⑆ 10 20000 76⑆ 2604 6 244 75⑈

FREEPORT LNG EXPANSION, LP LIQUEFACTION ACCOUNT

Brazosport I.S.D.

08/27/2012

Date	Tran	Supplier Reference	Amount	Discount	Total Remittance
08/22/2012	IN	8/22/12 REQUEST	150,000.00	0.00	150,000.00

150,000.00

3

Application I

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 company is:

FLIQ Common Facilities, LLC, Texas Tax ID # 32048786746

Please contact me should you have any questions.

Sincerely,

J. Weston Jackson
Partner

Enclosures

CUMMINGS WESTLAKE LLC

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

September 4, 2012

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 recently created new entities, which are affiliates and party to this application are not on this list as of yet. However, these new Texas legal entities will become part of this combined group in the next regular filing. The new companies are:

FLNG Liquefaction 2, LLC, Texas Tax ID # 32048303864
FLNG Liquefaction 3, LLC, Texas Tax ID # 32048642410
FLIQ Common Facilities, LLC, Texas Tax ID # 32048786746

The following entities, which are a party to this application, are deemed passive and therefore are ineligible to file as a combined group. However, these entities are required to file separate and independent annual franchise tax returns:

Freeport LNG Expansion, LP
FLNG Storage, LP, Texas Tax ID # 12039149005

Please contact me should you have any questions.

Sincerely,



J. Weston Jackson
Partner

Enclosures

Texas Franchise Tax No Tax Due Information Report

Taxpayer number 32035280026		Report year 2012	Due date 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
Check box if this is a combined report <input type="checkbox"/>		SIC code 2813	Plus 4 NAICS code 325120
Check box if Total Revenue is adjusted for Tiered Partnership Election, see Instructions* <input type="checkbox"/>		Check box to request a Certificate of Account Status <input type="checkbox"/>	

*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) 1.
(Passive income does NOT include rent)
- 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

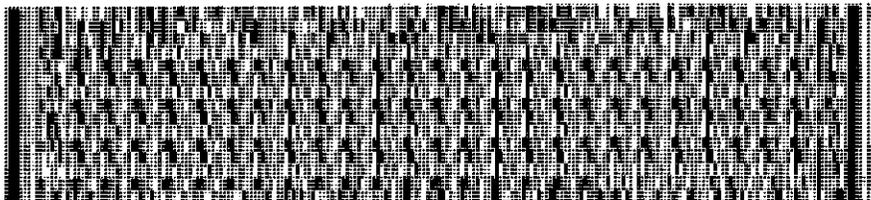
5b. Accounting year end date m m d d y y
5b. 123111

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 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	<input type="checkbox"/>
PM Date	



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.

1Q52B4 5.000
TX2012
Ver. 3.0

05-165
(Rev.9-11/3)

Texas Franchise Tax Extension Affiliate List

Tcode 13298

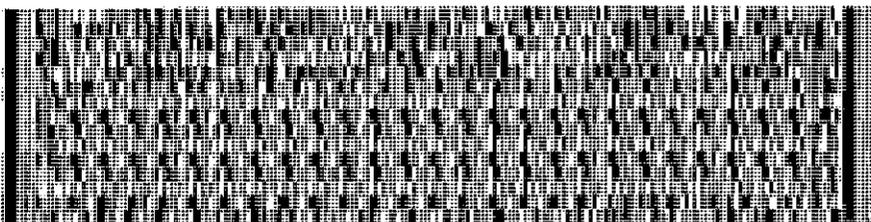
<input checked="" type="checkbox"/> Reporting entity taxpayer number 12700304111	<input checked="" type="checkbox"/> Report year 2012	Reporting entity taxpayer name FREEPORT LNG DEVELOPMENT, LP
---	---	--

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

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

Do not file this form when requesting a second extension.

Texas Comptroller Official Use Only



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



1062

4

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 in Q4 2018, 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.

Application I

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.

5

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%)

6

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.

7

Application I

ATTACHMENT 7

Please see the attached maps.

8

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.

9

Application I

ATTACHMENT 9

Please see the attached maps.

10

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.

11

Application I

ATTACHMENT 11

Please see the attached maps.

12

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:

<u>PERSONAL PROPERTY ACCOUNT(S)</u>	<u>APPRAISED VALUE(S)</u>
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	0.5864	\$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

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Application I

ATTACHMENT 13

Not Applicable

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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

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

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

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

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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

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Application I

ATTACHMENT 16

The economic impact study was included in the Comptroller's recommendation package dated December 19, 2012.

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Application I

ATTACHMENT 17

Please see the attached Schedule A.

Schedule A (Rev. May 2010) Investment

Applicant Name eeport 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)		2013-2014	2013	\$ -	\$ -		\$ -	\$ -	
					\$ -	\$ -		\$ -	\$ -	
					\$ -	\$ -		\$ -	\$ -	
	Investment made after filing complete application with district, but before final board approval of application (eligible to become qualified property)			2014-2015	2014	\$ 42,827,347	\$ 139,653	\$ 42,967,000	\$ -	\$ 42,967,000
						\$ 553,617,542	\$ 5,733,458	\$ 559,351,000.00	\$ -	\$ 559,351,000
						\$ 712,683,315	\$ 7,017,685	\$ 719,701,000.00	\$ -	\$ 719,701,000
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)			2015-2016	2015	\$ -	\$ -		\$ -	\$ -	
					\$ -	\$ -		\$ -	\$ -	
Complete tax years of qualifying time period		1	2017-2018	2017	\$ 419,927,926	\$ 7,416,074	\$ 427,344,000.00	\$ -	\$ 427,344,000	
		2	2018-2019	2018	\$ 117,638,870	\$ 9,093,130	\$ 126,732,000.00	\$ -	\$ 126,732,000	
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3	2019-2020	2019	\$ -	\$ -		\$ -	\$ -	
		4	2020-2021	2020	\$ -	\$ -		\$ -	\$ -	
		5	2021-2022	2021	\$ -	\$ -		\$ -	\$ -	
		6	2022-2023	2022	\$ -	\$ -		\$ -	\$ -	
		7	2023-2024	2023	\$ -	\$ -		\$ -	\$ -	
		8	2024-2025	2024	\$ -	\$ -		\$ -	\$ -	
		9	2025-2026	2025	\$ -	\$ -		\$ -	\$ -	
		10	2026-2027	2026	\$ -	\$ -		\$ -	\$ -	
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2027-2028	2027	\$ -	\$ -		\$ -	\$ -	
		12	2028-2029	2028	\$ -	\$ -		\$ -	\$ -	
		13	2029-2030	2029	\$ -	\$ -		\$ -	\$ -	
Post- Settle-Up Period		14	2030-2031	2030	\$ -	\$ -		\$ -	\$ -	
Post- Settle-Up Period		15	2031-2032	2031	\$ -	\$ -		\$ -	\$ -	

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].

Column B: Include estimates of investment for "replacement" property-property that is part of original agreement but scheduled for probable replacement during limitation period. The total dollar amount of planned investment each year in buildings or nonremovable component of buildings that the applicant considers qualified investment under Tax Code §313.021(1)(E).

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

8/14/19
DATE

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Application I

ATTACHMENT 18

Please see the attached Schedule B.

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

Applicant Name
ISD Name

Freeport LNG Development, LP and its affiliates (Application
Brazosport ISD

Form 50-296

		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Reductions from Market Value	Estimated Taxable Value	
					Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new building or "in 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	2014-2015	2014	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		pre- year 2	2015-2016	2015	\$ 2,300,000	\$ 139,653	\$ 8,593,261	\$ 354,914	\$ 8,378,000	\$ 8,378,000
		pre- year 3	2016-2017	2016	\$ 2,300,000	\$ 5,873,111	\$ 361,390,841	\$ 14,925,951	\$ 352,338,000	\$ 352,338,000
	Complete tax years of qualifying time period	1	2017-2018	2017	\$ 2,300,000	\$ 12,890,796	\$ 793,210,934	\$ 32,760,730	\$ 773,341,000	\$ 773,341,000
		2	2018-2019	2018	\$ 2,300,000	\$ 20,306,870	\$ 1,249,545,105	\$ 51,607,975	\$ 1,218,244,000	\$ 1,218,244,000
	Tax Credit Period (with 50% cap on credit)	3	2019-2020	2019	\$ 2,300,000	\$ 29,400,000	\$ 1,809,073,768	\$ 46,053,768	\$ 1,792,420,000	\$ 30,000,000
		4	2020-2021	2020	\$ 2,300,000	\$ 28,371,000	\$ 1,745,756,186	\$ 44,441,886	\$ 1,729,685,300	\$ 30,000,000
		5	2021-2022	2021	\$ 2,300,000	\$ 27,378,015	\$ 1,684,654,719	\$ 42,886,420	\$ 1,669,146,315	\$ 30,000,000
		6	2022-2023	2022	\$ 2,300,000	\$ 26,419,784	\$ 1,625,691,804	\$ 41,385,395	\$ 1,610,726,193	\$ 30,000,000
		7	2023-2024	2023	\$ 2,300,000	\$ 25,495,092	\$ 1,568,792,591	\$ 39,936,906	\$ 1,554,350,777	\$ 30,000,000
		8	2024-2025	2024	\$ 2,300,000	\$ 24,602,764	\$ 1,513,884,850	\$ 38,539,115	\$ 1,499,948,500	\$ 30,000,000
		9	2025-2026	2025	\$ 2,300,000	\$ 23,741,667	\$ 1,460,898,881	\$ 37,190,246	\$ 1,447,450,302	\$ 30,000,000
		10	2026-2027	2026	\$ 2,300,000	\$ 22,910,709	\$ 1,409,767,420	\$ 35,888,587	\$ 1,396,789,541	\$ 30,000,000
	Credit Settle-Up Period	11	2027-2028	2027	\$ 2,300,000	\$ 22,108,834	\$ 1,360,425,560	\$ 34,632,487	\$ 1,347,901,908	\$ 1,347,901,908
		12	2028-2029	2028	\$ 2,300,000	\$ 21,335,025	\$ 1,312,810,666	\$ 33,420,350	\$ 1,300,725,341	\$ 1,300,725,341
		13	2029-2030	2029	\$ 2,300,000	\$ 20,588,299	\$ 1,266,862,292	\$ 32,250,637	\$ 1,255,199,954	\$ 1,255,199,954
	Post- Settle-Up Period	14	2030-2031	2030	\$ 2,300,000	\$ 19,867,708	\$ 1,222,522,112	\$ 31,121,865	\$ 1,211,267,955	\$ 1,211,267,955
	Post- Settle-Up Period	15	2031-2032	2031	\$ 2,300,000	\$ 19,172,339	\$ 1,179,733,838	\$ 30,032,600	\$ 1,168,873,577	\$ 1,168,873,577

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.



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Application I

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

		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Construction		New Jobs		Qualifying Jobs	
					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	2014-2015	2014	60 FTE's	\$62,400				
		pre- year 2	2015-2016	2015	1000 FTE's	\$62,400				
		pre- year 3	2016-2017	2016	1200 FTE's	\$62,400				
	Complete tax years of qualifying time period	1	2017-2018	2017	1200 FTE's	\$62,400	20	\$ 61,600	16	\$ 65,000
		2	2018-2019	2018	800 FTE's	\$62,400	60	\$ 61,600	48	\$ 65,000
	Value Limitation Period	3	2019-2020	2019	-	\$ -	88	\$ 61,600	70	\$ 65,000
		4	2020-2021	2020	-	\$ -	88	\$ 61,600	70	\$ 65,000
		5	2021-2022	2021	-	\$ -	88	\$ 61,600	70	\$ 65,000
		6	2022-2023	2022	-	\$ -	88	\$ 61,600	70	\$ 65,000
		7	2023-2024	2023	-	\$ -	88	\$ 61,600	70	\$ 65,000
		8	2024-2025	2024	-	\$ -	88	\$ 61,600	70	\$ 65,000
		9	2025-2026	2025	-	\$ -	88	\$ 61,600	70	\$ 65,000
		10	2026-2027	2026	-	\$ -	88	\$ 61,600	70	\$ 65,000
	Credit Settle-Up Period	11	2027-2028	2027	-	\$ -	88	\$ 61,600	70	\$ 65,000
		12	2028-2029	2028	-	\$ -	88	\$ 61,600	70	\$ 65,000
		13	2029-2030	2029	-	\$ -	88	\$ 61,600	70	\$ 65,000
	Post- Settle-Up Period	14	2030-2031	2030	-	\$ -	88	\$ 61,600	70	\$ 65,000
	Post- Settle-Up Period	15	2031-2032	2031	-	\$ -	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.



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Application 1

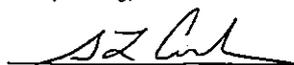
ATTACHMENT 20

Please see the attached Schedule D.

Schedule D: (Rev. May 2014) Other Tax Information

Applicant Name					Sales Tax Information		Franchise Tax	Other Property Tax Abatements Sought			
Freeport LNG Development, LP and its affiliates (Application 1)								Brazosport ISD			
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		
	2014-2015	2014	\$ 14,196,297	\$ 28,770,703	\$ -						
	2015-2016	2015	\$ 184,809,570	\$ 374,541,430	\$ -	100%	100%	100%	100%		
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	2016-2017	2016	\$ 237,789,210	\$ 481,911,790	\$ -	100%	100%	100%	100%		
Complete tax years of qualifying time period	1	2017-2018	2017	\$ 141,194,458	\$ 286,149,542	\$ -	100%	100%	100%	100%	
	2	2018-2019	2018	\$ 41,872,253	\$ 84,859,747	\$ 1,409,000	100%	100%	100%	100%	
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3	2019-2020	2019	\$ 12,890,000	\$ 30,000,000	\$ 5,707,000	100%	100%	100%	100%
		4	2020-2021	2020	\$ 13,210,000	\$ 30,750,000	\$ 5,771,000	100%	100%	100%	100%
		5	2021-2022	2021	\$ 13,540,000	\$ 31,518,750	\$ 5,817,000	100%	100%	100%	100%
		6	2022-2023	2022	\$ 13,880,000	\$ 32,306,719	\$ 5,879,000	100%	100%	100%	100%
		7	2023-2024	2023	\$ 14,220,000	\$ 33,114,387	\$ 5,939,000	100%	100%	100%	100%
		8	2024-2025	2024	\$ 14,580,000	\$ 33,942,246	\$ 6,077,000	100%	100%	100%	100%
		9	2025-2026	2025	\$ 14,940,000	\$ 34,790,803	\$ 6,289,000	N/A	N/A	N/A	N/A
Credit Settle-Up Period	Continue to Maintain Viable Presence	10	2026-2027	2026	\$ 15,320,000	\$ 35,660,573	\$ 6,346,000	N/A	N/A	N/A	N/A
		11	2027-2028	2027	\$ 15,700,000	\$ 36,552,087	\$ 6,406,000	N/A	N/A	N/A	N/A
		12	2028-2029	2028	\$ 16,090,000	\$ 37,465,889	\$ 6,471,000	N/A	N/A	N/A	N/A
Post- Settle-Up Period		13	2029-2030	2029	\$ 16,500,000	\$ 38,402,536	\$ 6,534,000	N/A	N/A	N/A	N/A
Post- Settle-Up Period		14	2030-2031	2030	\$ 16,910,000	\$ 39,362,600	\$ 6,607,000	N/A	N/A	N/A	N/A
Post- Settle-Up Period		15	2031-2032	2031	\$ 17,330,000	\$ 40,346,665	\$ 6,668,000	N/A	N/A	N/A	N/A

*For planning, construction and operation of the facility.



 SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

8/14/14

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Application I

ATTACHMENT 21

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

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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.

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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-foot 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. S 18°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.

Archie D. Stout

8-13-08



REPORT LNG DEVELOPMENT

FLANG AND THE SURVEY
FLANG AND THE SURVEY
FLANG AND THE SURVEY

MUSTANG ENGINEERING, L.P.
1800 MARKET STREET
HOUSTON, TEXAS 77002
TEL: 713-686-6000

DATE: 03-18-01
PROJECT NO: 010-000-000

DATE: 03-18-01
PROJECT NO: 010-000-000

DATE: 03-18-01
PROJECT NO: 010-000-000

NO.	DESCRIPTION	DATE	BY	CHECKED
1	FLANG AND THE SURVEY	03-18-01	J. L. ...	J. L. ...
2	FLANG AND THE SURVEY	03-18-01	J. L. ...	J. L. ...
3	FLANG AND THE SURVEY	03-18-01	J. L. ...	J. L. ...
4	FLANG AND THE SURVEY	03-18-01	J. L. ...	J. L. ...
5	FLANG AND THE SURVEY	03-18-01	J. L. ...	J. L. ...
6	FLANG AND THE SURVEY	03-18-01	J. L. ...	J. L. ...
7	FLANG AND THE SURVEY	03-18-01	J. L. ...	J. L. ...
8	FLANG AND THE SURVEY	03-18-01	J. L. ...	J. L. ...
9	FLANG AND THE SURVEY	03-18-01	J. L. ...	J. L. ...
10	FLANG AND THE SURVEY	03-18-01	J. L. ...	J. L. ...

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SECTION 1: GENERAL NOTES

SECTION 2: LEGEND

SECTION 3: DIMENSIONS

SECTION 4: MATERIALS

SECTION 5: FINISHES

SECTION 6: UTILITIES

SECTION 7: STRUCTURE

SECTION 8: MECHANICAL

SECTION 9: ELECTRICAL

SECTION 10: PAVING

SECTION 11: LANDSCAPE

SECTION 12: SIGNAGE

SECTION 13: FURNITURE

SECTION 14: LIGHTING

SECTION 15: SAFETY

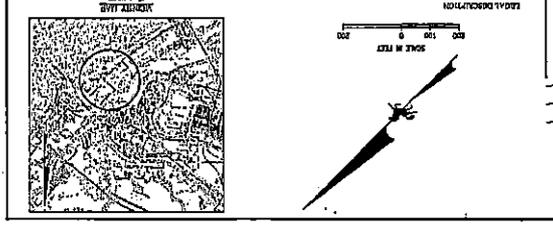
SECTION 16: ACCESSIBILITY

SECTION 17: ENVIRONMENTAL

SECTION 18: HISTORIC PRESERVATION

SECTION 19: ARCHITECTURAL QUALITY

SECTION 20: SUSTAINABILITY



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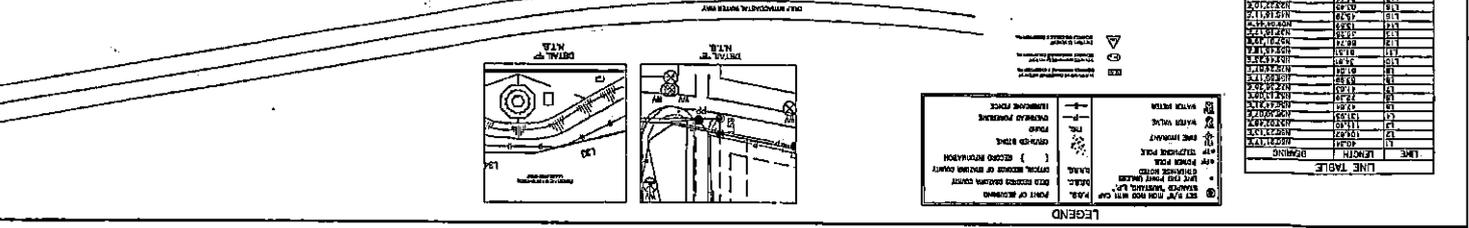
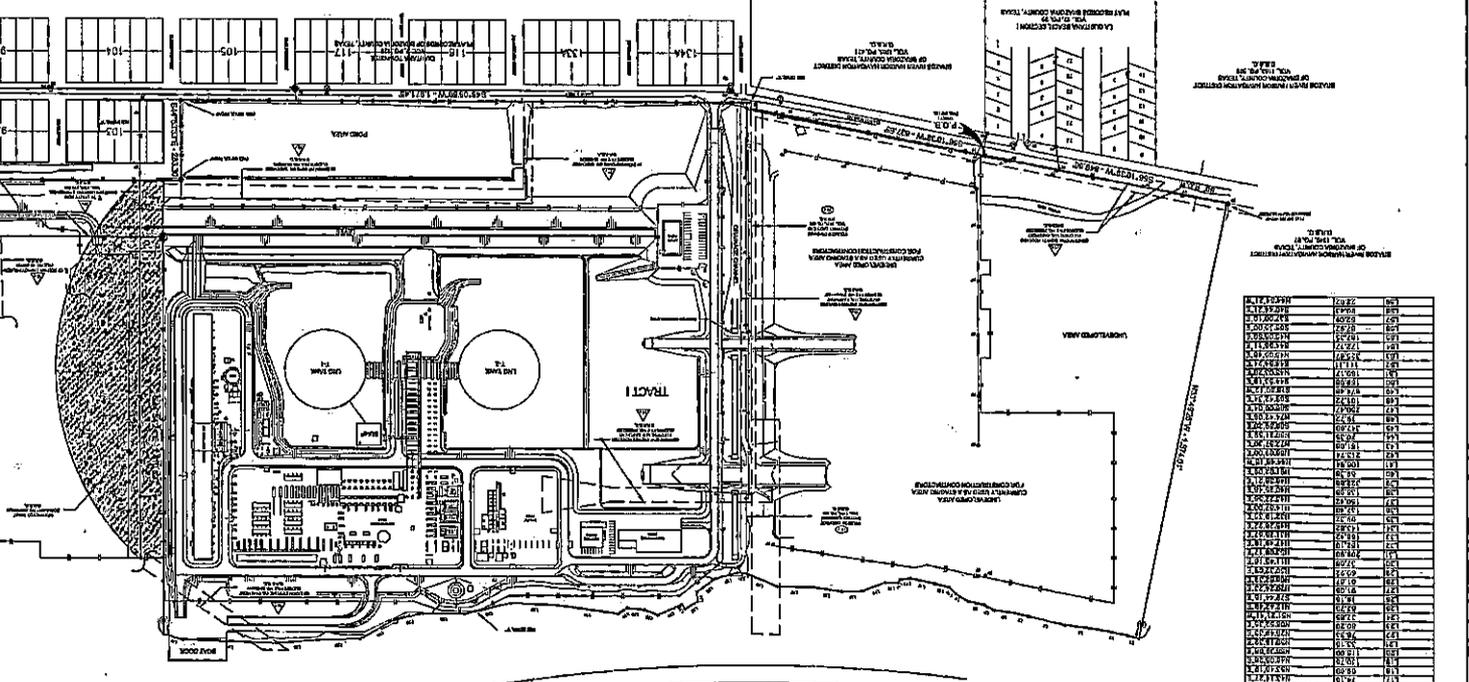
SECTION 16: ACCESSIBILITY

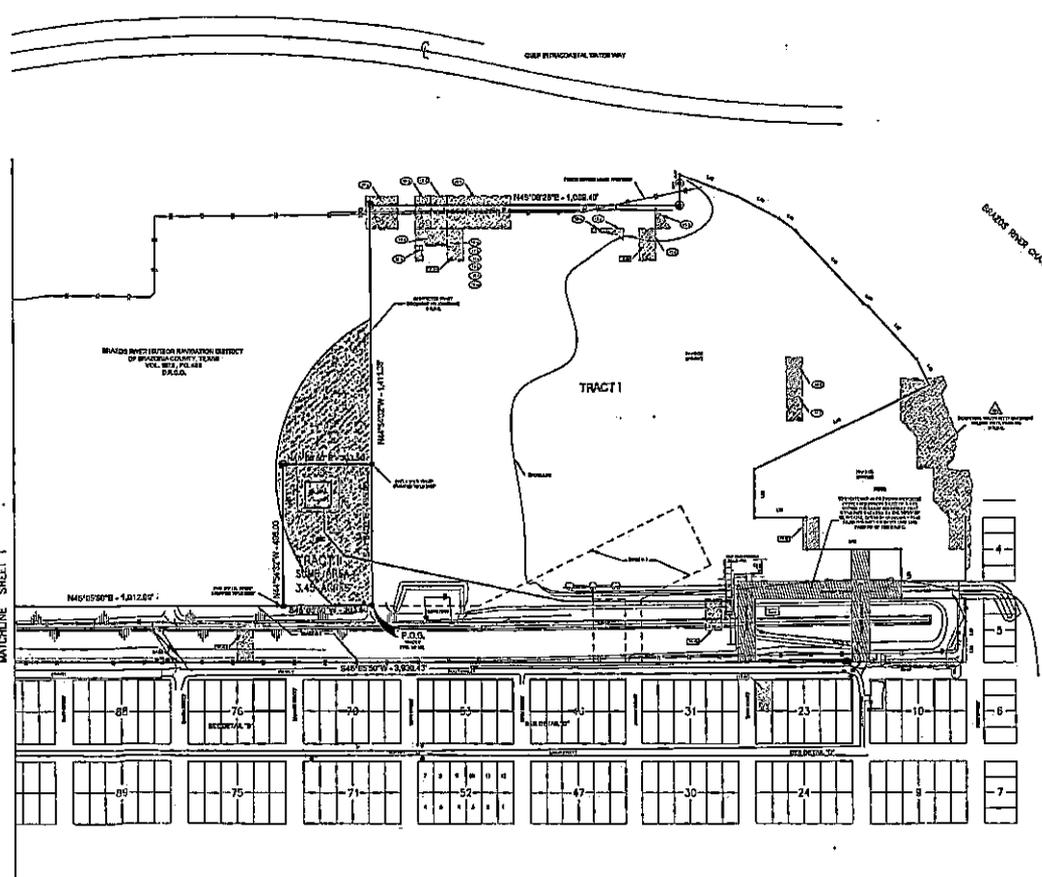
SECTION 17: ENVIRONMENTAL

SECTION 18: HISTORIC PRESERVATION

SECTION 19: ARCHITECTURAL QUALITY

SECTION 20: SUSTAINABILITY





LINE	LENGTH	BEARING
L1	49.24	S89°21'11\"
L2	112.91	N0°25'21\"
L3	112.91	S89°21'11\"
L4	112.91	S89°21'11\"
L5	112.91	S89°21'11\"
L6	112.91	S89°21'11\"
L7	112.91	S89°21'11\"
L8	112.91	S89°21'11\"
L9	112.91	S89°21'11\"
L10	112.91	S89°21'11\"
L11	112.91	S89°21'11\"
L12	112.91	S89°21'11\"
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L99	112.91	S89°21'11\"
L100	112.91	S89°21'11\"

VELASCO DRAINAGE DISTRICT EASEMENTS

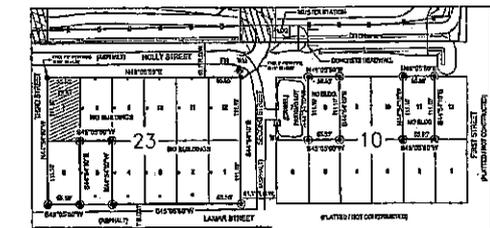
SECTION	DATE	SECTION
106	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 10
107	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 11
108	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 12
109	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 13
110	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 14
111	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 15
112	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 16
113	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 17
114	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 18
115	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 19
116	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 20
117	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 21
118	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 22
119	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 23
120	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 24
121	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 25
122	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 26
123	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 27
124	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 28
125	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 29
126	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 30
127	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 31
128	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 32
129	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 33
130	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 34
131	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 35
132	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 36
133	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 37
134	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 38
135	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 39
136	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 40
137	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 41
138	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 42
139	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 43
140	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 44
141	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 45
142	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 46
143	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 47
144	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 48
145	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 49
146	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 50
147	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 51
148	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 52
149	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 53
150	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 54
151	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 55
152	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 56
153	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 57
154	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 58
155	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 59
156	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 60
157	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 61
158	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 62
159	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 63
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162	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 66
163	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 67
164	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 68
165	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 69
166	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 70
167	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 71
168	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 72
169	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 73
170	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 74
171	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 75
172	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 76
173	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 77
174	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 78
175	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 79
176	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 80
177	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 81
178	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 82
179	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 83
180	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 84
181	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 85
182	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 86
183	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 87
184	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 88
185	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 89
186	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 90
187	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 91
188	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 92
189	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 93
190	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 94
191	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 95
192	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 96
193	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 97
194	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 98
195	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 99
196	VELASCO DRAINAGE DISTRICT	VOL. 107 PG. 100

TRACT III - QUINTANA TOWNSITE LOTS

The following described lots are recorded in the name of F.L. De La Cruz, Sr. as filed in an affidavit on the 1st of October, 1964, in Volume 1, Page 118 of the 7th District of Brazoria County, Texas.

LOT	OWNER	DOCUMENT NO.
1	FLORIAN	200000001
2	FLORIAN	200000002
3	FLORIAN	200000003
4	FLORIAN	200000004
5	FLORIAN	200000005
6	FLORIAN	200000006
7	FLORIAN	200000007
8	FLORIAN	200000008
9	FLORIAN	200000009
10	FLORIAN	200000010
11	FLORIAN	200000011
12	FLORIAN	200000012
13	FLORIAN	200000013
14	FLORIAN	200000014
15	FLORIAN	200000015
16	FLORIAN	200000016
17	FLORIAN	200000017
18	FLORIAN	200000018
19	FLORIAN	200000019
20	FLORIAN	200000020
21	FLORIAN	200000021
22	FLORIAN	200000022
23	FLORIAN	200000023
24	FLORIAN	200000024
25	FLORIAN	200000025
26	FLORIAN	200000026
27	FLORIAN	200000027
28	FLORIAN	200000028
29	FLORIAN	200000029
30	FLORIAN	200000030
31	FLORIAN	200000031
32	FLORIAN	200000032
33	FLORIAN	200000033
34	FLORIAN	200000034
35	FLORIAN	200000035
36	FLORIAN	200000036
37	FLORIAN	200000037
38	FLORIAN	200000038
39	FLORIAN	200000039
40	FLORIAN	200000040
41	FLORIAN	200000041
42	FLORIAN	200000042
43	FLORIAN	200000043
44	FLORIAN	200000044
45	FLORIAN	200000045
46	FLORIAN	200000046
47	FLORIAN	200000047
48	FLORIAN	200000048
49	FLORIAN	200000049
50	FLORIAN	200000050

TRACT III - QUINTANA LOTS



LEGEND

1/4" = 1' (Scale)	Point of Record
2" = 1' (Scale)	City Record of Brazoria County
4" = 1' (Scale)	Official Record of Brazoria County
8" = 1' (Scale)	Unrecorded Information
16" = 1' (Scale)	Unrecorded Information
32" = 1' (Scale)	Unrecorded Information
64" = 1' (Scale)	Unrecorded Information
128" = 1' (Scale)	Unrecorded Information
256" = 1' (Scale)	Unrecorded Information
512" = 1' (Scale)	Unrecorded Information
1024" = 1' (Scale)	Unrecorded Information
2048" = 1' (Scale)	Unrecorded Information
4096" = 1' (Scale)	Unrecorded Information
8192" = 1' (Scale)	Unrecorded Information
16384" = 1' (Scale)	Unrecorded Information
32768" = 1' (Scale)	Unrecorded Information
65536" = 1' (Scale)	Unrecorded Information
131072" = 1' (Scale)	Unrecorded Information
262144" = 1' (Scale)	Unrecorded Information
524288" = 1' (Scale)	Unrecorded Information
1048576" = 1' (Scale)	Unrecorded Information
2097152" = 1' (Scale)	Unrecorded Information
4194304" = 1' (Scale)	Unrecorded Information
8388608" = 1' (Scale)	Unrecorded Information
16777216" = 1' (Scale)	Unrecorded Information
33554432" = 1' (Scale)	Unrecorded Information
67108864" = 1' (Scale)	Unrecorded Information
134217728" = 1' (Scale)	Unrecorded Information
268435456" = 1' (Scale)	Unrecorded Information
536870912" = 1' (Scale)	Unrecorded Information
1073741824" = 1' (Scale)	Unrecorded Information
2147483648" = 1' (Scale)	Unrecorded Information
4294967296" = 1' (Scale)	Unrecorded Information
8589934592" = 1' (Scale)	Unrecorded Information
17179869184" = 1' (Scale)	Unrecorded Information
34359738368" = 1' (Scale)	Unrecorded Information
68719476736" = 1' (Scale)	Unrecorded Information
137438953472" = 1' (Scale)	Unrecorded Information
274877906944" = 1' (Scale)	Unrecorded Information
549755813888" = 1' (Scale)	Unrecorded Information
1099511627776" = 1' (Scale)	Unrecorded Information
2199023255552" = 1' (Scale)	Unrecorded Information
4398046511104" = 1' (Scale)	Unrecorded Information
8796093022208" = 1' (Scale)	Unrecorded Information
17592186444416" = 1' (Scale)	Unrecorded Information
35184372888832" = 1' (Scale)	Unrecorded Information
70368745777664" = 1' (Scale)	Unrecorded Information
140737491555328" = 1' (Scale)	Unrecorded Information
281474983110656" = 1' (Scale)	Unrecorded Information
562949966221312" = 1' (Scale)	Unrecorded Information
1125899932422624" = 1' (Scale)	Unrecorded Information
2251799864845248" = 1' (Scale)	Unrecorded Information
4503599729690496" = 1' (Scale)	Unrecorded Information
9007199459380992" = 1' (Scale)	Unrecorded Information
18014398918761984" = 1' (Scale)	Unrecorded Information
36028797837523968" = 1' (Scale)	Unrecorded Information
72057595675047936" = 1' (Scale)	Unrecorded Information
14411519135009584" = 1' (Scale)	Unrecorded Information
28823038270019168" = 1' (Scale)	Unrecorded Information
57646076540038336" = 1' (Scale)	Unrecorded Information
115292153080076672" = 1' (Scale)	Unrecorded Information



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

PAGE 1 OF 4

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;

170.051 ACRES
S. F. AUSTIN 1/3 LEAGUE, ABSTRACT 28
J. G. McNEEL SURVEY, ABSTRACT 335
BRAZORIA COUNTY, TEXAS
PAGE 2 OF 4

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;

170.051 ACRES
S. F. AUSTIN 1/3 LEAGUE, ABSTRACT 28
J. G. McNEEL SURVEY, ABSTRACT 335
BRAZORIA COUNTY, TEXAS
PAGE 3 OF 4

North 3°51'52" West, a distance of 13.92 feet;
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;

**170.051 ACRES
S. F. AUSTIN 1/3 LEAGUE, ABSTRACT 28
J. G. McNEEL SURVEY, ABSTRACT 335
BRAZORIA COUNTY, TEXAS
PAGE 4 OF 4**

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.

131 Commerce Street • Clute, Texas 77531-5601
Phone: 979-265-3622 • Fax: 979-265-9940 • Email: DW-Surveyor.com

BRAZORIA COUNTY TEXAS

J.G. McNEEL SURVEY
ABSTRACT 335

STEPHEN F. AUSTIN SURVEY
ABSTRACT 28



170.051 ACRE LEASE TRACT

EXISTING FREEPORT LNG
211.70 ACRE LEASE

COUNTY ROAD 723

LINE	BEARING	DISTANCE									
1	N 81°28'00" E	571.37	29	N 71°48'00" E	250.87	57	N 15°17'30" E	33.88	85	N 81°28'00" E	233.30
2	N 54°27'34" E	952.83	30	N 34°26'30" E	244.84	58	N 70°20'31" E	242.92	86	N 70°20'31" E	242.92
3	N 11°28'00" E	111.14	31	N 11°28'00" E	111.14	59	N 41°30'30" E	44.94	87	N 41°30'30" E	44.94
4	N 71°20'30" E	680.25	32	N 34°26'30" E	1094.00	60	N 11°28'00" E	111.14	88	N 34°26'30" E	1094.00
5	N 81°20'30" E	822.88	33	N 14°30'30" E	381.49	61	N 81°20'30" E	1062.71	89	N 81°20'30" E	1062.71
6	N 33°50'30" E	1102.48	34	N 21°30'30" E	421.34	62	N 34°26'30" E	281.40	90	N 33°50'30" E	1102.48
7	N 02°00'00" E	1062.82	35	N 42°30'30" E	444.32	63	N 15°20'30" E	242.19	91	S 77°45'24" E	242.58
8	N 18°44'36" E	120.82	36	N 18°44'36" E	120.82	64	N 02°00'00" E	1062.82	92	N 18°44'36" E	120.82
9	N 18°44'36" E	120.82	37	N 55°30'30" E	88.32	65	N 55°30'30" E	192.80	93	N 18°44'36" E	120.82
10	N 18°44'36" E	120.82	38	N 55°30'30" E	88.32	66	N 18°44'36" E	120.82	94	N 02°00'00" E	1062.82
11	N 02°00'00" E	851.32	39	N 02°00'00" E	851.32	67	N 02°00'00" E	317.18	95	N 02°00'00" E	851.32
12	N 11°28'00" E	680.25	40	N 11°28'00" E	680.25	68	N 02°00'00" E	48.30	96	N 11°28'00" E	680.25
13	N 88°20'30" E	814.01	41	N 44°12'00" E	136.19	69	N 02°00'00" E	32.21	97	N 44°12'00" E	136.19
14	N 33°50'30" E	832.20	42	N 02°00'00" E	48.30	70	N 02°00'00" E	48.30	98	N 33°50'30" E	832.20
15	N 02°00'00" E	220.82	43	N 02°00'00" E	220.82	71	N 02°00'00" E	48.30	99	N 02°00'00" E	220.82
16	N 02°00'00" E	220.82	44	N 02°00'00" E	220.82	72	N 02°00'00" E	48.30	100	N 02°00'00" E	220.82
17	N 02°00'00" E	220.82	45	N 02°00'00" E	220.82	73	N 02°00'00" E	48.30	101	N 02°00'00" E	220.82
18	N 02°00'00" E	220.82	46	N 02°00'00" E	220.82	74	N 02°00'00" E	48.30	102	N 02°00'00" E	220.82
19	N 02°00'00" E	220.82	47	N 02°00'00" E	220.82	75	N 02°00'00" E	48.30	103	N 02°00'00" E	220.82
20	N 02°00'00" E	220.82	48	N 02°00'00" E	220.82	76	N 02°00'00" E	48.30	104	N 02°00'00" E	220.82
21	N 02°00'00" E	220.82	49	N 02°00'00" E	220.82	77	N 02°00'00" E	48.30	105	N 02°00'00" E	220.82
22	N 02°00'00" E	220.82	50	N 02°00'00" E	220.82	78	N 02°00'00" E	48.30	106	N 02°00'00" E	220.82
23	N 02°00'00" E	220.82	51	N 02°00'00" E	220.82	79	N 02°00'00" E	48.30	107	N 02°00'00" E	220.82
24	N 02°00'00" E	220.82	52	N 02°00'00" E	220.82	80	N 02°00'00" E	48.30	108	N 02°00'00" E	220.82
25	N 02°00'00" E	220.82	53	N 02°00'00" E	220.82	81	N 02°00'00" E	48.30	109	N 02°00'00" E	220.82
26	N 02°00'00" E	220.82	54	N 02°00'00" E	220.82	82	N 02°00'00" E	48.30	110	N 02°00'00" E	220.82
27	N 02°00'00" E	220.82	55	N 02°00'00" E	220.82	83	N 02°00'00" E	48.30	111	N 02°00'00" E	220.82
28	N 02°00'00" E	220.82	56	N 02°00'00" E	220.82	84	N 02°00'00" E	48.30	112	N 02°00'00" E	220.82
			57	N 3°21'30" E	11.47	85	N 71°21'30" E	11.47	113	N 71°21'30" E	11.47



NOTES
1. BEARINGS ARE RELATIVE TO THE TEXAS STATE PLANE COORDINATE SYSTEM: SOUTH CENTRAL ZONE, NAD 83.
2. THIS PLAN IS ACCOMPANIED BY A NOTICE AND PROPOSAL DESCRIPTION ON FILE IN THE OFFICE OF TITLE & MAPPING, INC.

I, CHARLES D. WACHTSTETTER, REGISTERED PROFESSIONAL LAND SURVEYOR DO HEREBY CERTIFY THAT THE ABOVE PLAT IS A TRUE REPRESENTATION OF A SURVEY AND WORK BY ME OR UNDER MY SUPERVISION, AND THAT I HAVE AND AM KEEPING A CORRECT AND TRUE COPY OF THE ORIGINAL RECORDS OF THIS SURVEY IN MY OFFICE.



CHARLES D. WACHTSTETTER
REGISTERED PROFESSIONAL LAND SURVEYOR
TEXAS REGISTRATION NUMBER 1645

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
100 COLUMBIAN AVENUE, CLAYTON, TEXAS 77541
OFFICE: 979.265.3522 FAX: 979.265.3960
877-311-6622
C. PEPPER, P.E. (201) 662-1111

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;

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.

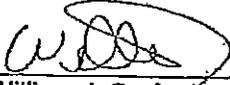
THENCE N 45°05'01" E, a distance of 628.77 feet to the most westerly north corner of said 14.3011 acre tract.

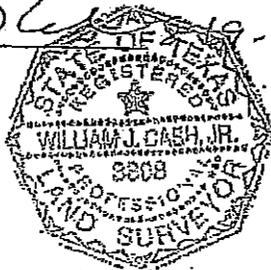
THENCE S 44°53'45" E, a distance of 509.05 feet an interior ell corner of said 14.3011 acre tract, being the most westerly south corner of said 48.4333 acre tract.

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.


William J. Cash, Jr.
RPLS No. 3808



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

William J. Cash
Registered Professional Surveyor
No. 2808

MUSTANG ENGINEERING, L.P.
HOUSTON, TEXAS

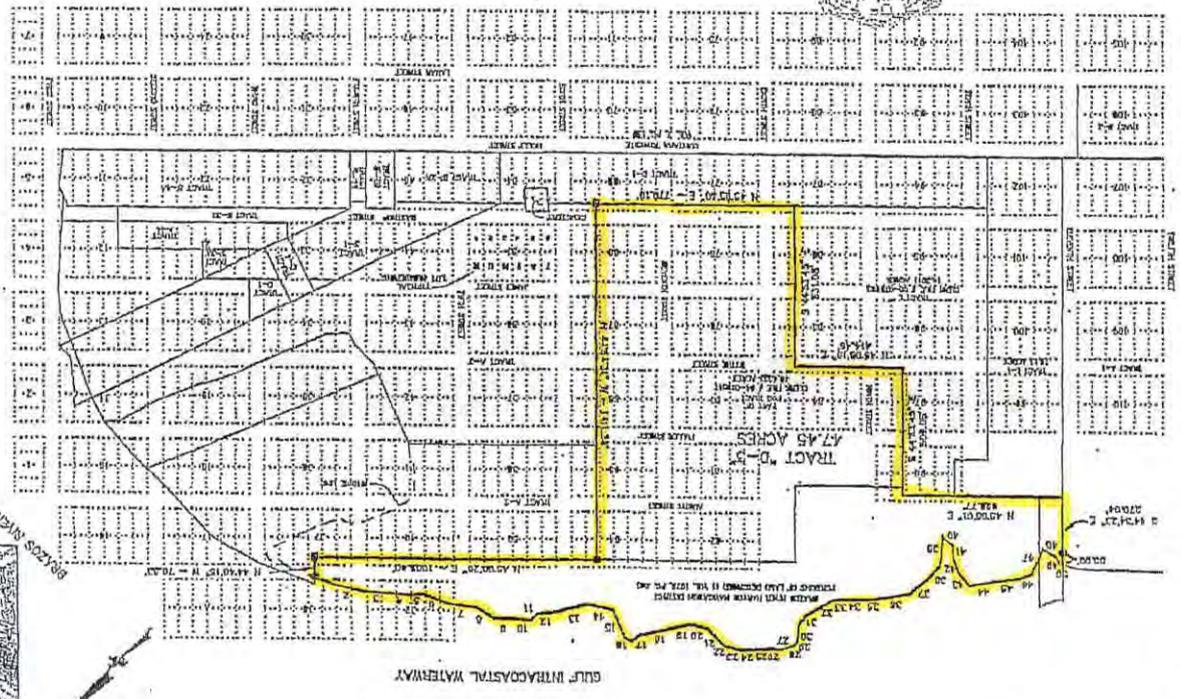
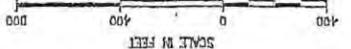
REV.	DATE	BY	DESCRIPTION

PROJECT NO. 3605
DESCRIPTION
FLNG TERMINAL LEASE "D-3"

DRAWN BY: DATE: DWG. NO. 3605-9491
CHECKED BY: DATE: REV.
SCALE: N.T.S.

FLNG LAND, INC.

LEGEND
• UTM IRON NAIL FOUND



BRAZORIA COUNTY, TEXAS
S. F. AUSTIN, A-20

LINE	BEARING	LENGTH
1	S 03°00' E	84.20
2	S 69°04' W	100.04
3	S 48°53' N	94.50
4	S 48°41' W	07.65
5	S 27°00' W	40.00
6	S 64°00' N	100.00
7	S 29°13' W	24.50
8	S 77°32' W	24.50
9	S 48°54' W	10.00
10	S 24°00' N	20.00
11	S 00°00' N	30.25
12	S 11°00' W	62.50
13	S 22°45' W	142.00
14	S 27°15' W	104.00
15	S 27°15' W	104.00
16	N 09°14' W	100.00
17	S 70°43' N	20.00
18	S 00°00' N	40.00
19	S 20°45' W	100.00
20	S 20°45' W	100.00
21	N 09°04' W	83.00
22	S 00°00' N	21.00
23	S 00°00' N	21.00
24	S 40°05' W	20.71
25	S 41°45' N	02.87
26	S 40°05' W	20.04
27	S 27°45' N	22.00
28	S 27°45' W	27.00
29	S 19°02' E	18.47
30	S 27°00' E	64.67
31	S 00°00' E	45.00
32	S 00°00' N	115.88
33	S 40°05' W	02.91
34	S 20°45' W	70.75
35	S 40°05' W	01.26
36	S 20°45' W	100.00
37	S 00°00' N	00.00
38	S 00°00' E	76.41
39	S 20°45' W	00.00
40	S 00°00' W	00.00
41	N 00°00' W	02.43
42	N 04°00' W	80.00
43	N 04°34' W	00.00
44	S 20°45' N	100.00
45	S 20°45' W	00.00
46	S 20°45' W	04.16
47	S 20°45' E	14.00
48	S 20°45' W	24.43
49	S 00°00' N	12.78

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

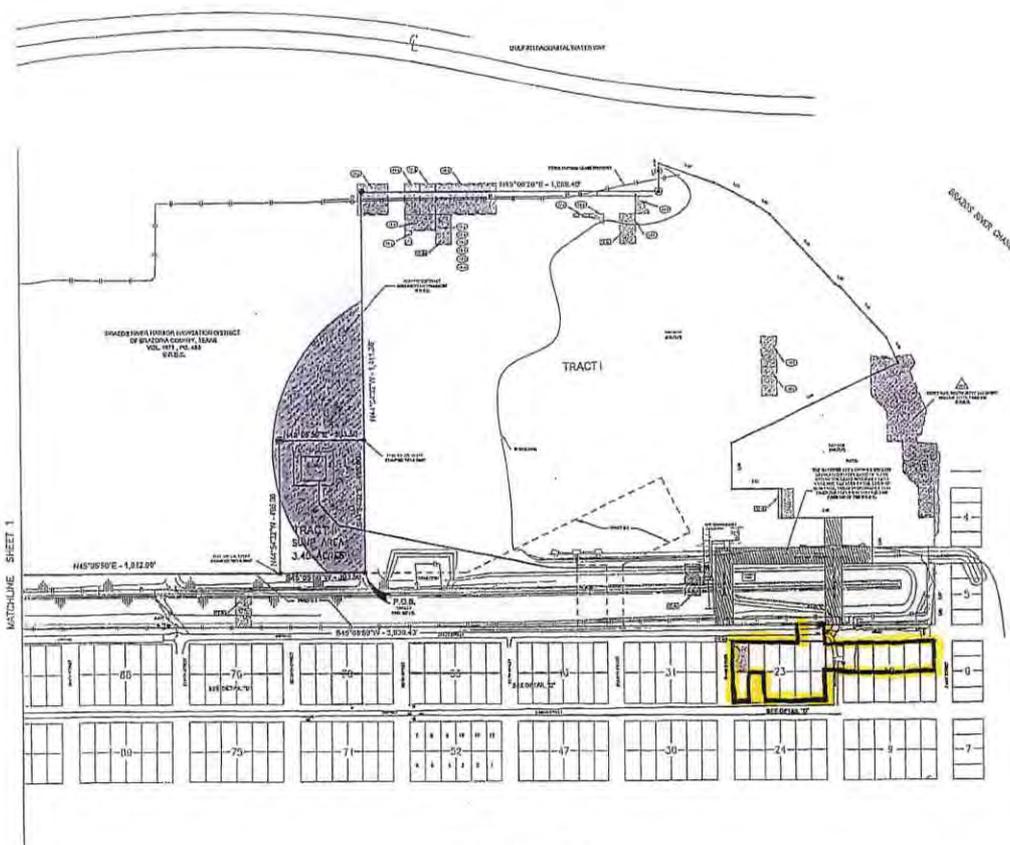
1. Lot 1 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
2. Lot 2 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
3. Lot 3 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin 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

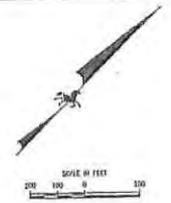
Quintana Block 10

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



MATCHLINE SHEET 1

LINE	LENGTH	BEARING
11	40.31	S82°11'17.4"
12	104.81	S48°48'14.4"
13	111.80	S02°42'48.1"
14	131.83	S06°30'37.1"
15	17.84	S89°41'17.1"
16	76.88	S45°33'38.1"
17	41.81	S72°48'10.4"
18	24.88	S65°57'14.4"
19	57.84	S25°42'37.4"
20	31.81	S08°48'10.4"
21	57.81	S54°48'10.4"
22	33.81	S72°48'10.4"
23	33.81	S72°48'10.4"
24	33.81	S72°48'10.4"
25	33.81	S72°48'10.4"
26	33.81	S72°48'10.4"
27	33.81	S72°48'10.4"
28	33.81	S72°48'10.4"
29	33.81	S72°48'10.4"
30	33.81	S72°48'10.4"
31	33.81	S72°48'10.4"
32	33.81	S72°48'10.4"
33	33.81	S72°48'10.4"
34	33.81	S72°48'10.4"
35	33.81	S72°48'10.4"
36	33.81	S72°48'10.4"
37	33.81	S72°48'10.4"
38	33.81	S72°48'10.4"
39	33.81	S72°48'10.4"
40	33.81	S72°48'10.4"
41	33.81	S72°48'10.4"
42	33.81	S72°48'10.4"
43	33.81	S72°48'10.4"
44	33.81	S72°48'10.4"
45	33.81	S72°48'10.4"
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63	33.81	S72°48'10.4"
64	33.81	S72°48'10.4"
65	33.81	S72°48'10.4"
66	33.81	S72°48'10.4"
67	33.81	S72°48'10.4"
68	33.81	S72°48'10.4"
69	33.81	S72°48'10.4"
70	33.81	S72°48'10.4"
71	33.81	S72°48'10.4"
72	33.81	S72°48'10.4"
73	33.81	S72°48'10.4"
74	33.81	S72°48'10.4"
75	33.81	S72°48'10.4"
76	33.81	S72°48'10.4"
77	33.81	S72°48'10.4"
78	33.81	S72°48'10.4"
79	33.81	S72°48'10.4"
80	33.81	S72°48'10.4"
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87	33.81	S72°48'10.4"
88	33.81	S72°48'10.4"
89	33.81	S72°48'10.4"
90	33.81	S72°48'10.4"
91	33.81	S72°48'10.4"
92	33.81	S72°48'10.4"
93	33.81	S72°48'10.4"
94	33.81	S72°48'10.4"
95	33.81	S72°48'10.4"
96	33.81	S72°48'10.4"
97	33.81	S72°48'10.4"
98	33.81	S72°48'10.4"
99	33.81	S72°48'10.4"
100	33.81	S72°48'10.4"



VELASCO DRAINAGE DISTRICT EASEMENTS

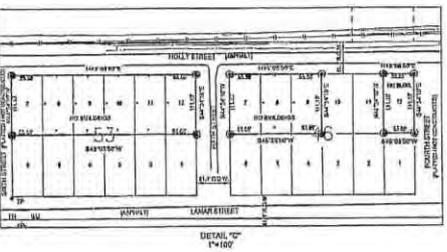
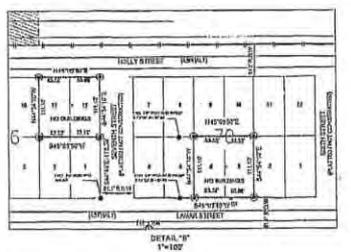
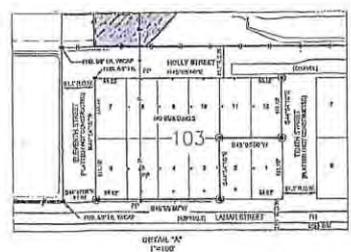
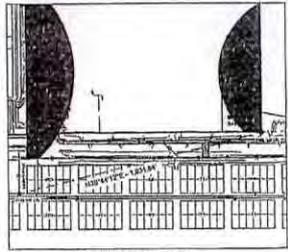
SECTION 123	SECTION 124	SECTION 125
104	VELASCO DRAINAGE DISTRICT	VEL. DIST. 123
105	VELASCO DRAINAGE DISTRICT	VEL. DIST. 124
106	VELASCO DRAINAGE DISTRICT	VEL. DIST. 125
107	VELASCO DRAINAGE DISTRICT	VEL. DIST. 126
108	VELASCO DRAINAGE DISTRICT	VEL. DIST. 127
109	VELASCO DRAINAGE DISTRICT	VEL. DIST. 128
110	VELASCO DRAINAGE DISTRICT	VEL. DIST. 129
111	VELASCO DRAINAGE DISTRICT	VEL. DIST. 130
112	VELASCO DRAINAGE DISTRICT	VEL. DIST. 131
113	VELASCO DRAINAGE DISTRICT	VEL. DIST. 132
114	VELASCO DRAINAGE DISTRICT	VEL. DIST. 133
115	VELASCO DRAINAGE DISTRICT	VEL. DIST. 134
116	VELASCO DRAINAGE DISTRICT	VEL. DIST. 135
117	VELASCO DRAINAGE DISTRICT	VEL. DIST. 136
118	VELASCO DRAINAGE DISTRICT	VEL. DIST. 137
119	VELASCO DRAINAGE DISTRICT	VEL. DIST. 138
120	VELASCO DRAINAGE DISTRICT	VEL. DIST. 139
121	VELASCO DRAINAGE DISTRICT	VEL. DIST. 140

TRACT III - QUINTANA TOWNSITE LOTS

The following description was recorded to document the creation of the following lots in the public records of Brazoria County, Texas.

LOT	SECTION	DESCRIPTION
1	12	PLAT 123456789
2	12	PLAT 123456789
3	12	PLAT 123456789
4	12	PLAT 123456789
5	12	PLAT 123456789
6	12	PLAT 123456789
7	12	PLAT 123456789
8	12	PLAT 123456789
9	12	PLAT 123456789
10	12	PLAT 123456789
11	12	PLAT 123456789
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14	12	PLAT 123456789
15	12	PLAT 123456789
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37	12	PLAT 123456789
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40	12	PLAT 123456789
41	12	PLAT 123456789
42	12	PLAT 123456789
43	12	PLAT 123456789
44	12	PLAT 123456789
45	12	PLAT 123456789
46	12	PLAT 123456789
47	12	PLAT 123456789
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61	12	PLAT 123456789
62	12	PLAT 123456789
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94	12	PLAT 123456789
95	12	PLAT 123456789
96	12	PLAT 123456789
97	12	PLAT 123456789
98	12	PLAT 123456789
99	12	PLAT 123456789
100	12	PLAT 123456789

TRACT III - QUINTANA LOTS



LEGEND

1/4" = 1' (1/4" = 1')	1/4" = 1' (1/4" = 1')	1/4" = 1' (1/4" = 1')
1/8" = 1' (1/8" = 1')	1/8" = 1' (1/8" = 1')	1/8" = 1' (1/8" = 1')
1/16" = 1' (1/16" = 1')	1/16" = 1' (1/16" = 1')	1/16" = 1' (1/16" = 1')
1/32" = 1' (1/32" = 1')	1/32" = 1' (1/32" = 1')	1/32" = 1' (1/32" = 1')
1/64" = 1' (1/64" = 1')	1/64" = 1' (1/64" = 1')	1/64" = 1' (1/64" = 1')
1/128" = 1' (1/128" = 1')	1/128" = 1' (1/128" = 1')	1/128" = 1' (1/128" = 1')
1/256" = 1' (1/256" = 1')	1/256" = 1' (1/256" = 1')	1/256" = 1' (1/256" = 1')
1/512" = 1' (1/512" = 1')	1/512" = 1' (1/512" = 1')	1/512" = 1' (1/512" = 1')
1/1024" = 1' (1/1024" = 1')	1/1024" = 1' (1/1024" = 1')	1/1024" = 1' (1/1024" = 1')
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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.

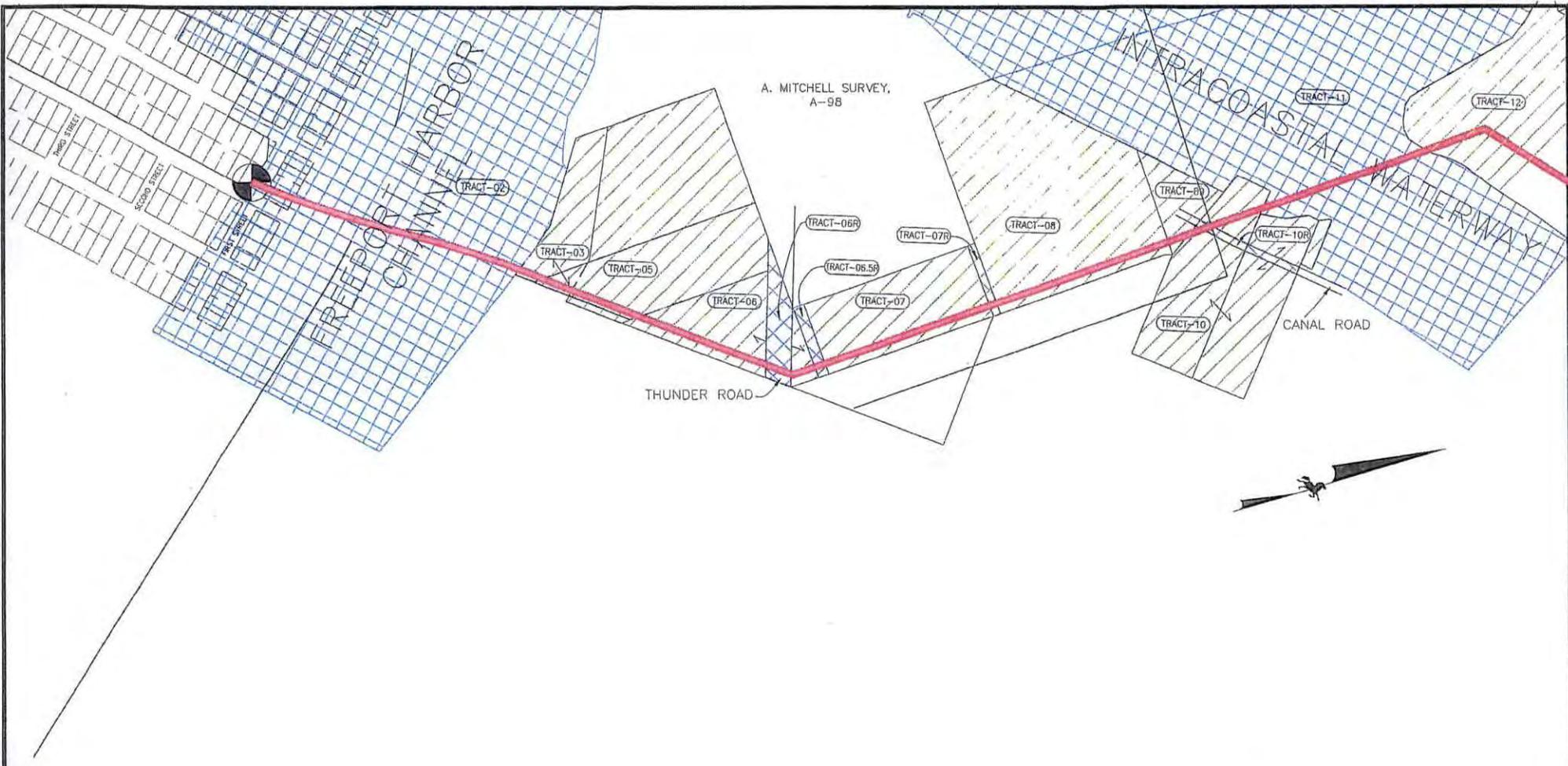
Tract No.	Legal Land Description	Approximate Area Description	Approx. ROW Feet	File Name (PDF)	Page No. of file that Legal Land Description and Map are on (of electronic files)
2	S.F. Austin Survey, A-2B & A. Mitchell Survey, A-98, Brazoria County, Texas, Exhibit "B"	Land located across State-owned land 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	110.88	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 0.06 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: 0.558 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 and 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 Intracoastal 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 League, A-51 (14.95 rods in length)	246.81	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 66, B.C.I. Division 8 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas,	A 0.21 acre tract or parcel of Lot 66, B.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 = 32.34', 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 1.90 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	3946.00	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"	0.38 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 0.46 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

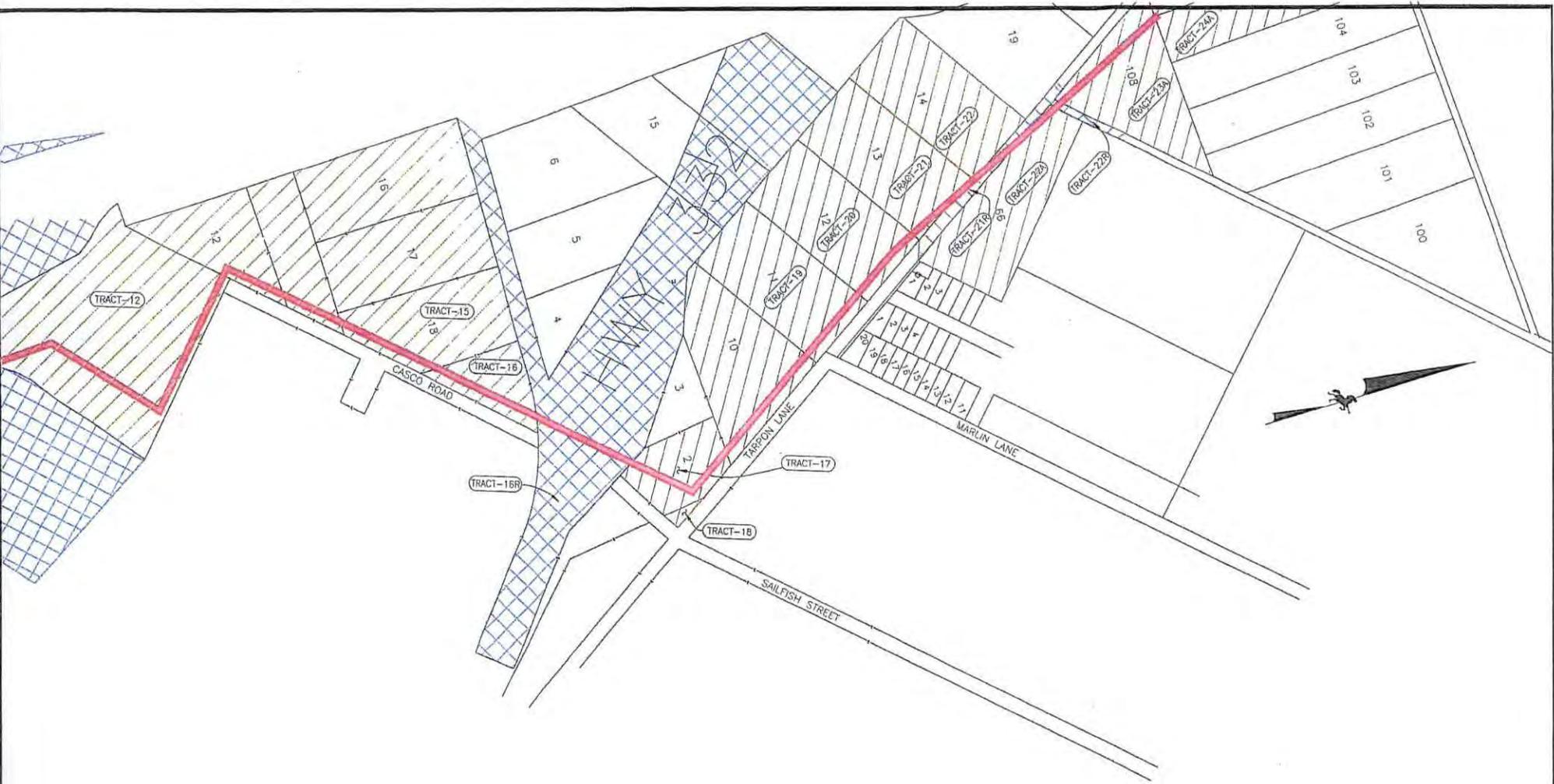
51	Lot 142, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51, Brazoria County, Texas, Exhibit "A"	A 0.37 acre tract of land, a 0.27 acre tract of land and a 0.61 acre temporary easement parcel of land out of Lot 142, B.C.I.C. Division 9 Subdivision, F.J. Calvit League, A-51,	267.41	Tract 51	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 0.911 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)	989.23	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 = 120.945', Approx. width = 25 feet on either side of the centerline of the 42" pipeline	120.95	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)	1308.46	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	496.71	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 205.67 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 S Leagues Grant, A-66, Brazoria County, Texas, Exhibit "A"	A 1.02 acre tract and a 0.89 acre temporary easement parcel of land out of Lot 1D, Jared E. Groce S 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 Grant 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



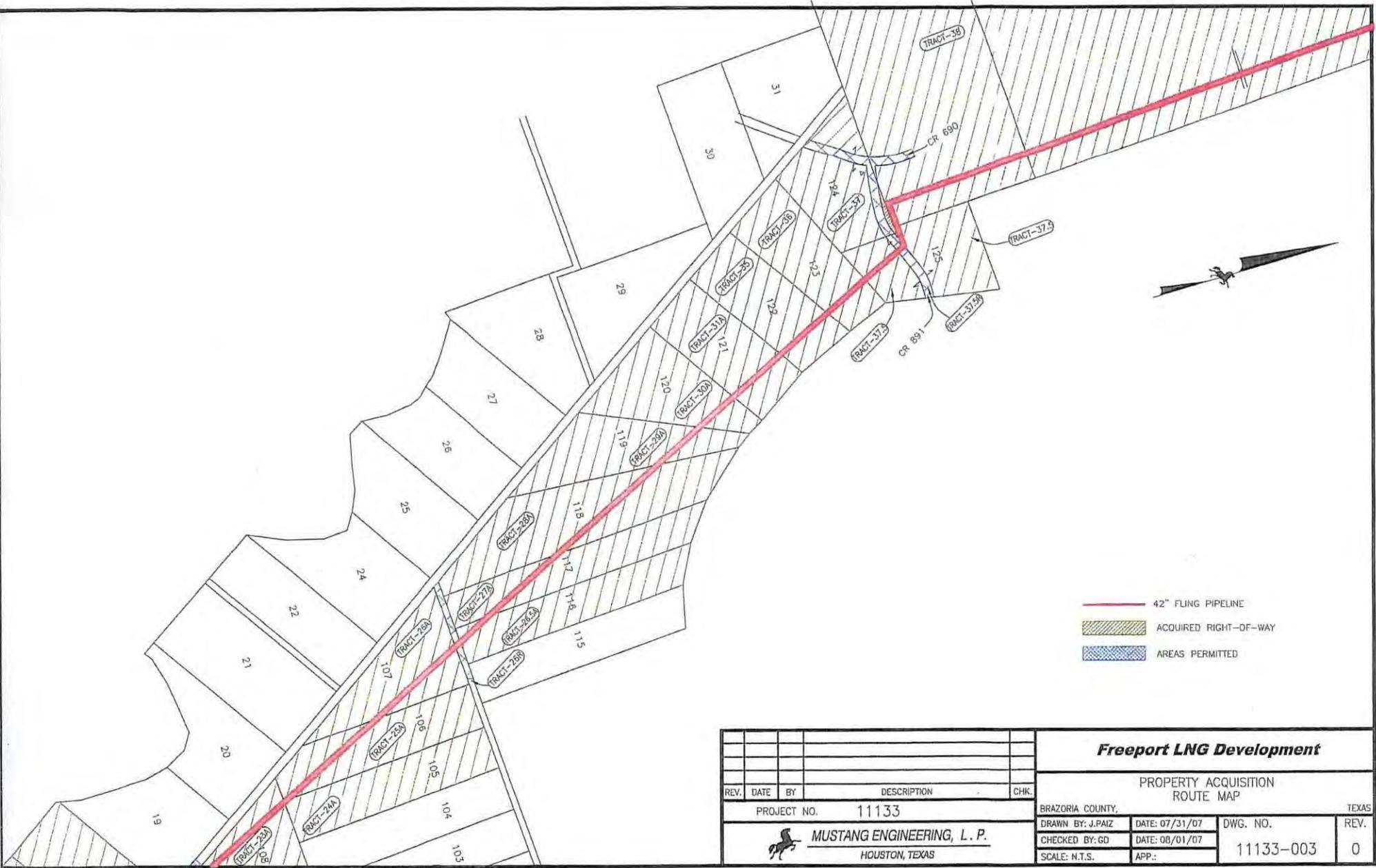
-  42" FLING PIPELINE
-  ACQUIRED RIGHT-OF-WAY
-  AREAS PERMITTED

REV.	DATE	BY	DESCRIPTION	CHK.	Freepor LNG Development		
PROJECT NO. 11133					PROPERTY ACQUISITION ROUTE MAP		
BRAZORIA COUNTY, TEXAS					DATE: 08/01/07	DWG. NO.	REV.
 MUSTANG ENGINEERING, L.P. HOUSTON, TEXAS					CHECKED BY: GD	DATE: 08/01/07	11133-001
					SCALE: N.T.S.	APP.:	0



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

Freeport LNG Development				
PROPERTY ACQUISITION ROUTE MAP				
REV.	DATE	BY	DESCRIPTION	CHK.
PROJECT NO. 11133			BRAZORIA COUNTY, TEXAS	
 MUSTANG ENGINEERING, L. P. HOUSTON, TEXAS			DRAWN BY: J.PAIZ	DATE: 07/31/07
			CHECKED BY: GD	DATE: 08/01/07
			SCALE: N.T.S.	APP.:
			DWG. NO. 11133-002	REV. 0



-  42" FLING 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.PAIZ	DATE: 07/31/07	DWG. NO.	REV.
CHECKED BY: GD	DATE: 08/01/07	11133-003	0
SCALE: N.T.S.	APP.:		



TRACT-39

TRACT-38

CR 680

TRACT-37.5

TRACT-31.59

TRACT-40
159

TRACT-41
157

TRACT-42
156

TRACT-43
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TRACT-44
154

TRACT-45
153

TRACT-46
152

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161

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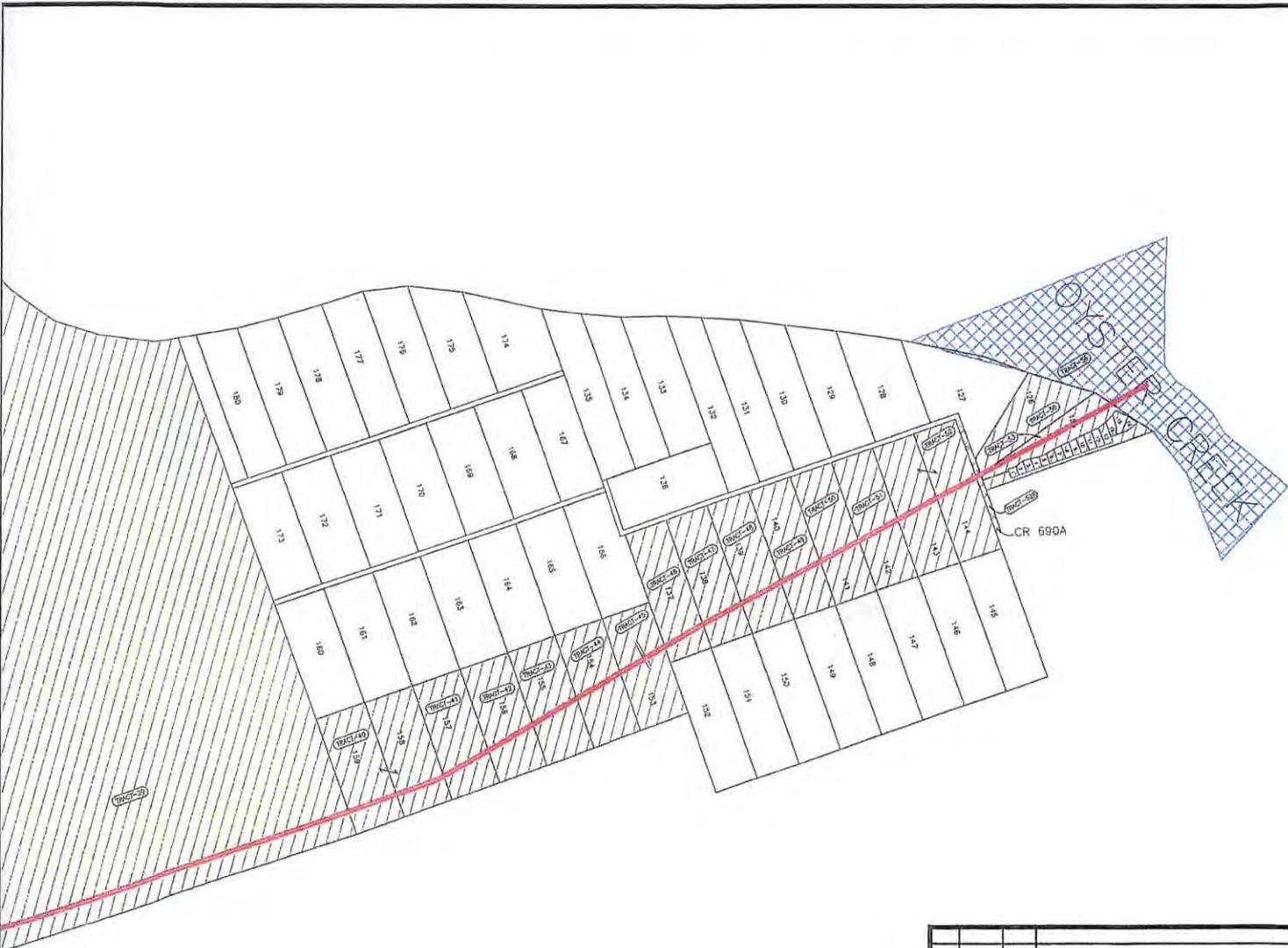
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164

165

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

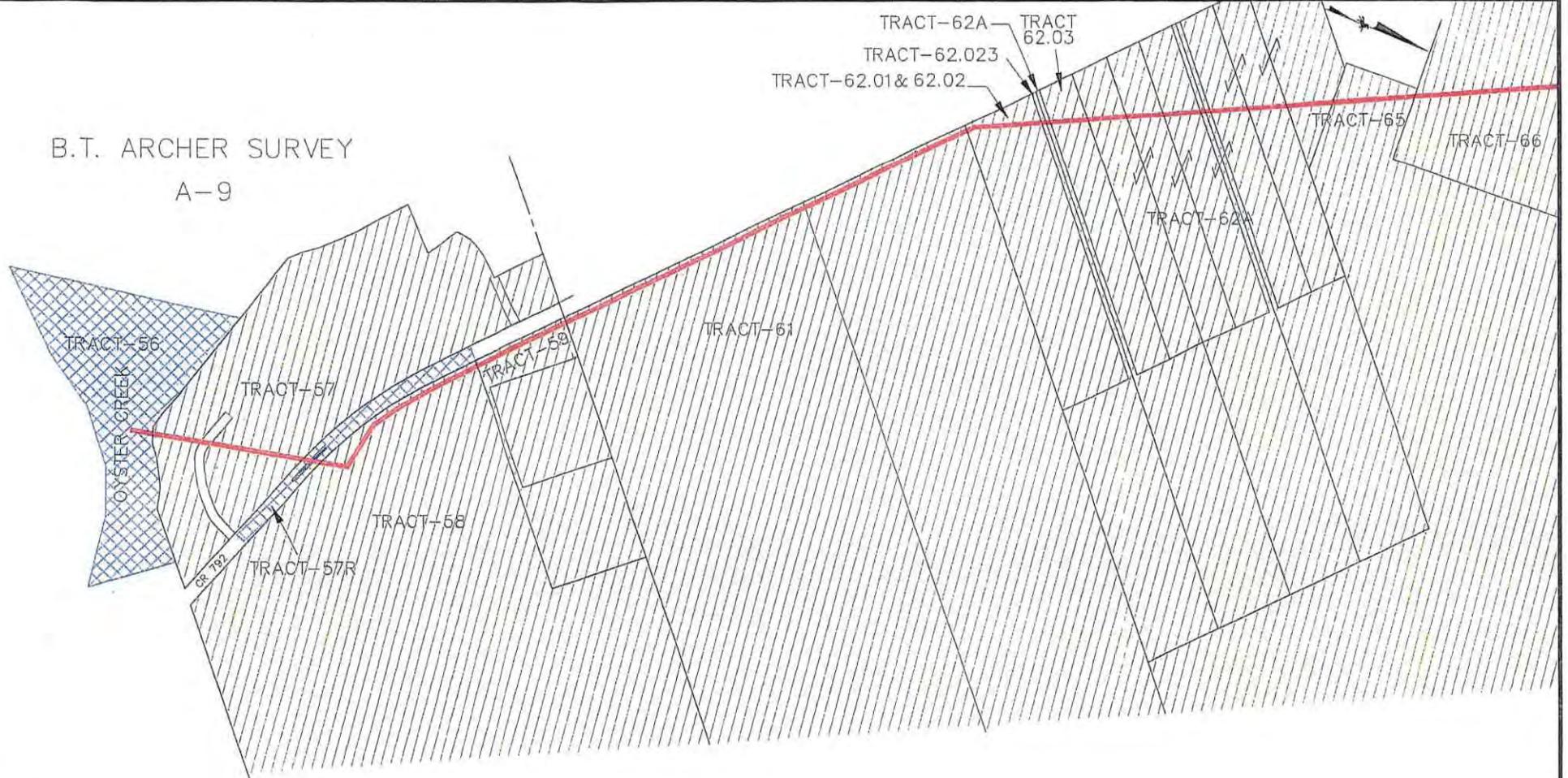
				Freeport LNG Development			
				PROPERTY ACQUISITION ROUTE MAP			
PROJECT NO. 11133				BRAZORIA COUNTY, TEXAS			
DRAWN BY: J.PAIZ		DATE: 07/31/07		DWG. NO.		REV.	
CHECKED BY: GD		DATE: 08/01/07		11133-004		0	
SCALE: N.T.S.		APP.:					
 MUSTANG ENGINEERING, L. P. HOUSTON, TEXAS							



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

Freeport LNG Development				
PROPERTY ACQUISITION ROUTE MAP				
PROJECT NO. 11133				TEXAS
MUSTANG ENGINEERING, L. P.		BRAZORIA COUNTY,		
HOUSTON, TEXAS		DRAWN BY: J.PAIZ	DATE: 07/31/07	DWG. NO.
		CHECKED BY: GD	DATE: 08/01/07	REV.
		SCALE: N.T.S.	APP.:	11133-005 0

B.T. ARCHER SURVEY
A-9



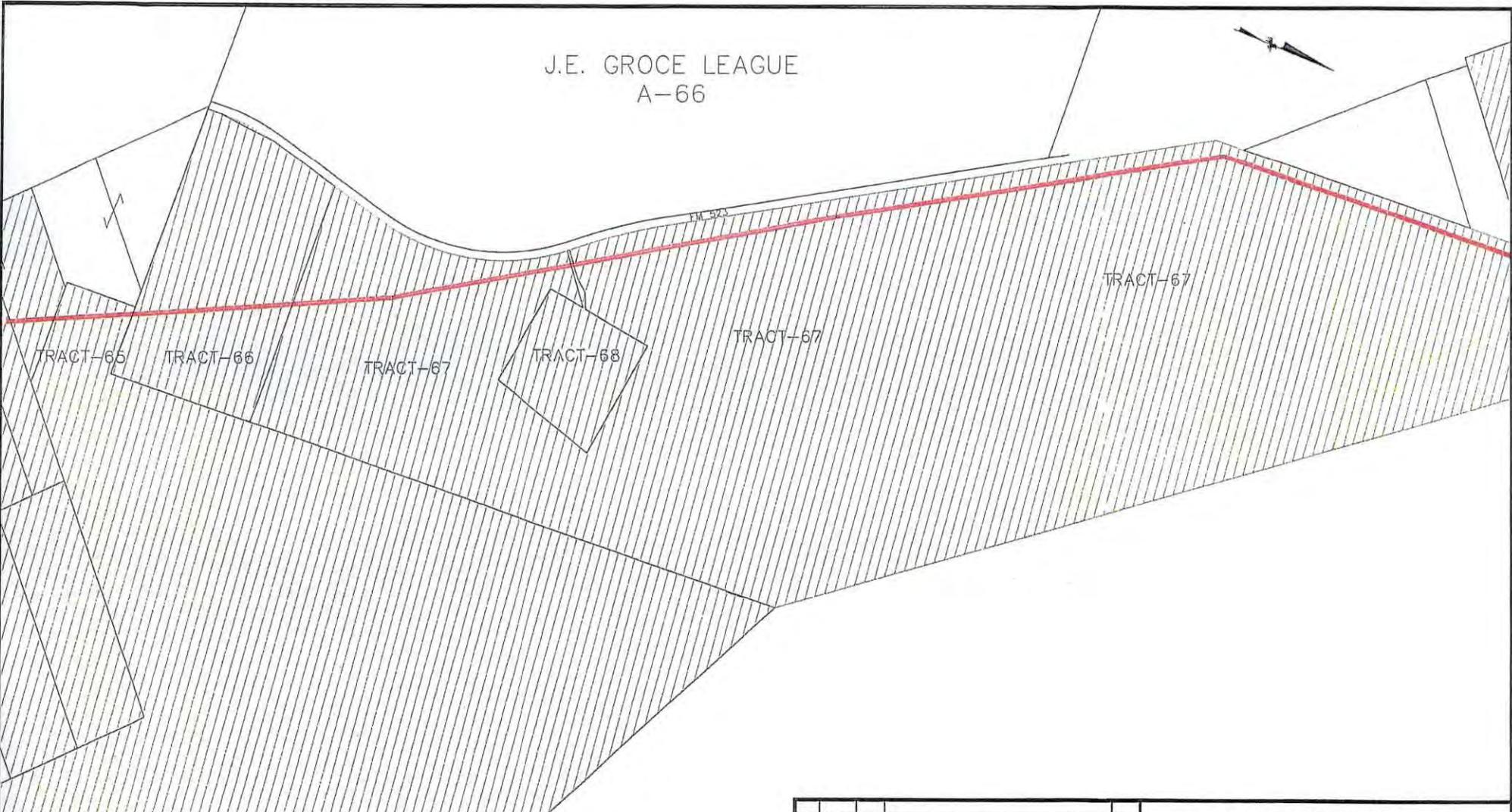
F.J. CALVIT SURVEY
A-51

- LEGEND**
- 42" FLARING PIPELINE
 - ACQUIRED RIGHT-OF-WAY
 - AREAS PERMITTED

Freeport LNG Development			
PROPERTY ACQUISITION ROUTE MAP			
PROJECT NO. 11133		BRAZORIA COUNTY, TEXAS	
DRAWN BY: J.PAIZ	DATE: 07/31/07	DWG. NO.	REV.
CHECKED BY: GD	DATE: 08/01/07	11133-006	0
SCALE: N.T.S.		APP.:	

MUSTANG ENGINEERING, L. P.
HOUSTON, TEXAS

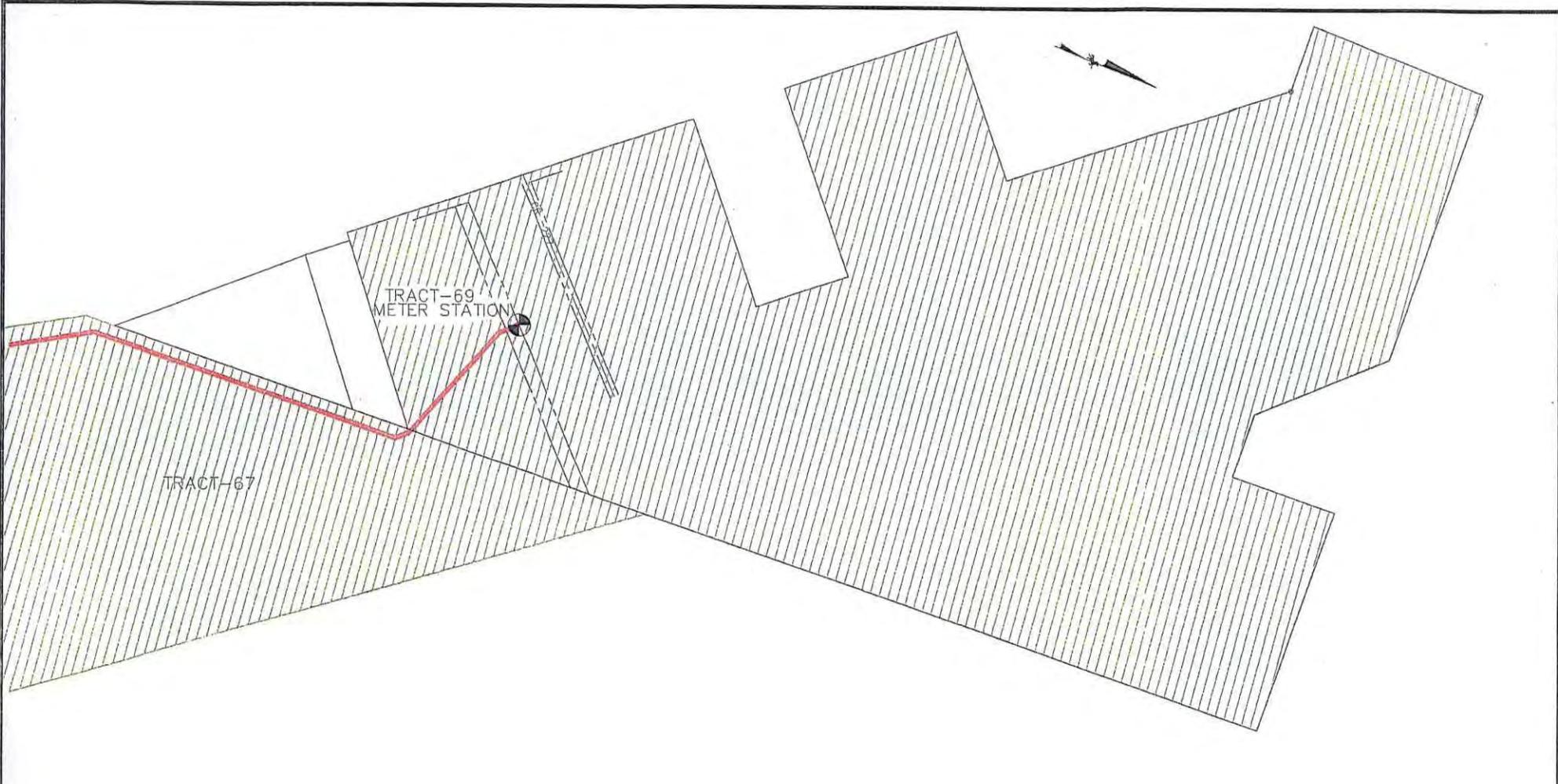
J.E. GROCE LEAGUE
A-66



LEGEND

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

				Freeport LNG Development			
				PROPERTY ACQUISITION ROUTE MAP			
PROJECT NO. 11133				BRAZORIA COUNTY, TEXAS			
DRAWN BY: J.PAIZ		DATE: 07/31/07		DWG. NO.		REV.	
CHECKED BY: GD		DATE: 08/01/07		11133-007		0	
SCALE: N.T.S.				APP.:			
 MUSTANG ENGINEERING, L. P. HOUSTON, TEXAS							



TRACT-67

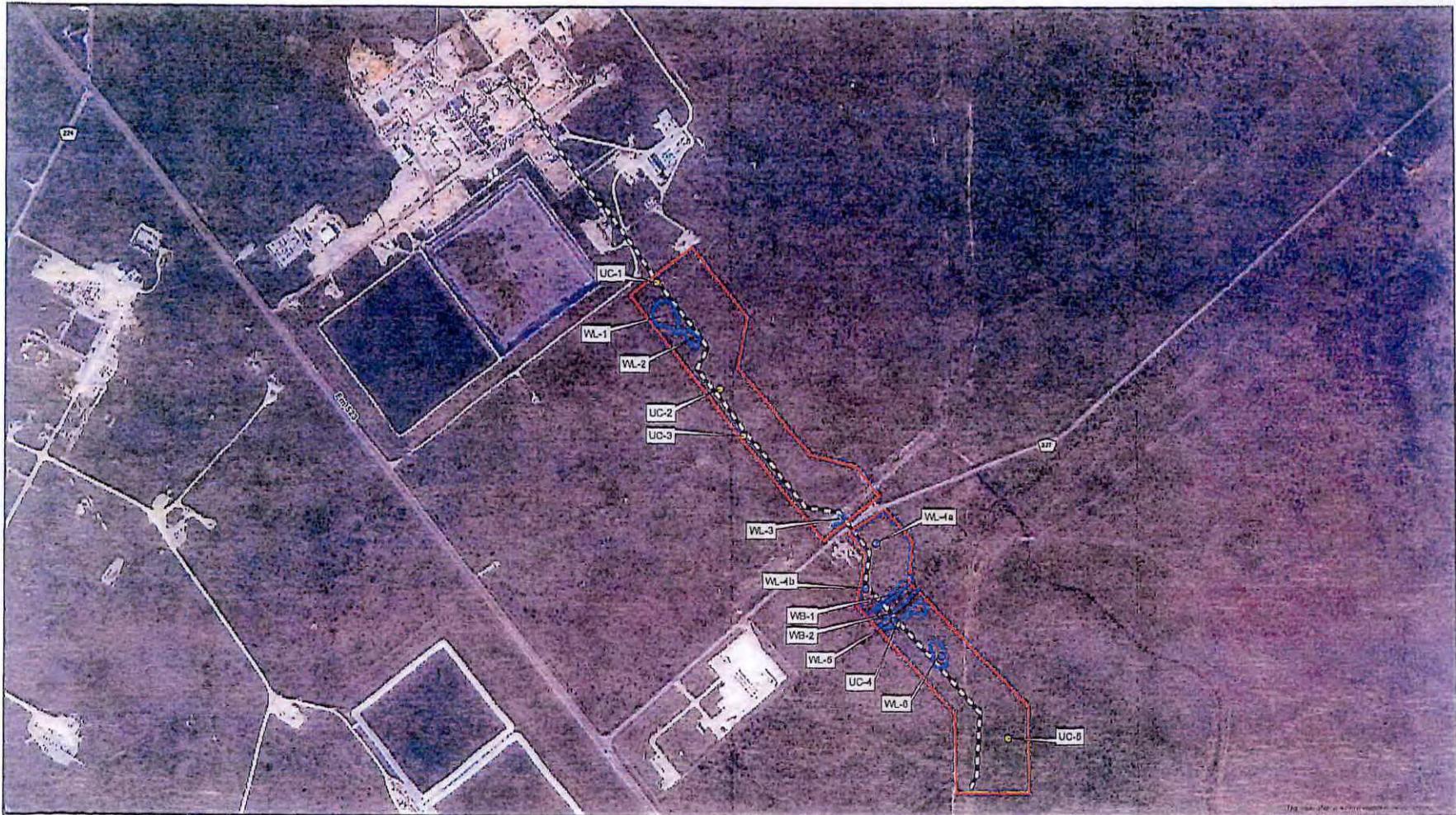
TRACT-69
METER STATION

LEGEND

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

REV.	DATE	BY	DESCRIPTION	CHK.

Freeport LNG Development			
PROPERTY ACQUISITION ROUTE MAP			
PROJECT NO. 11133		BRAZORIA COUNTY,	TEXAS
 MUSTANG ENGINEERING, L.P.	DATE: 07/31/07	DWG. NO.	REV.
HOUSTON, TEXAS	DATE: 08/01/07	11133-008	0
SCALE: N.T.S.	APP.:		



<p>Texas Gulf of Mexico</p>	<p>0 250 500 Fect 1:5,000</p>	<ul style="list-style-type: none"> GPS Upland Control Point GPS Wetland Sampling Point Delineated Wetland / Waterbody Wetland/Waterbody Extent in Survey Area (estimated) Proposed Pipeline Centerline Survey Corridor Boundary <p>Label Convention: WB = Waterbody WL = Wetland UC = Upland Control</p>	<p style="text-align: center;">Figure 4 Field Delineated Wetlands/Waterbodies Map NGL Pipeline Route (North Segment) Brazoria County, Texas</p> <p style="text-align: right;">DATE: 08/10/10 REVISED: 06/25/10 DRAWN BY: RGCUTTING</p>
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Bid Sorrell



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, LORIE 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;

DESCRIPTION OF 305.672 ACRES

PAGE 2 OF 4 PAGES

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.;

DESCRIPTION OF 305.672 ACRES

PAGE 3 OF 4 PAGES

THENCE North $86^{\circ} 47' 22''$ East (called North $86^{\circ} 48' 00''$ 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 $03^{\circ} 00' 11''$ 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 $03^{\circ} 00' 00''$ 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 $86^{\circ} 59' 22''$ East (called North $87^{\circ} 00' 00''$ 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 $02^{\circ} 44' 33''$ 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 $03^{\circ} 44' 30''$ 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 $02^{\circ} 44' 33''$ East, 701.23 feet (called South $02^{\circ} 44'$ East, 700.0 feet);

THENCE South $86^{\circ} 45' 14''$ 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 $86^{\circ} 47' 33''$ 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 $03^{\circ} 13' 55''$ 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 $03^{\circ} 14' 14''$ 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 $86^{\circ} 44' 09''$ 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 $86^{\circ} 44' 37''$ West, 1,249.80 feet) to a five-eighths inch iron rod found for corner;

DESCRIPTION OF 305.672 ACRES
PAGE 4 OF 4 PAGES

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

Date: 18 May 12
Job No. 10858





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;

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

Date: 18 May 12
Job No. 10858



Tract 140



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;

DESCRIPTION OF TRACT 140
PAGE 2 OF 2 PAGES

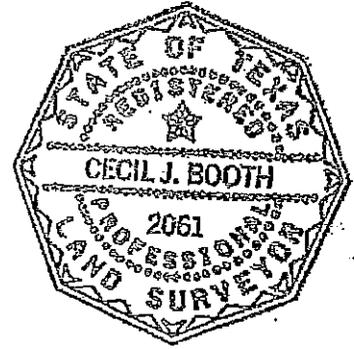
THENCE South 87° 11' 05" West along the common line of said Tracts 139 and 140, a distance of 827.00 feet to the POINT OF BEGINNING and containing 4.976 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein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

CERTIFIED CORRECT:

C. J. Booth

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

Date: 18 May 12
Job No. 10858



Tract 154



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 $86^{\circ} 45' 39''$ 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 $86^{\circ} 50' 14''$ West, 733.02 feet;

THENCE North $03^{\circ} 10' 52''$ 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;

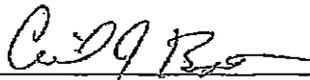
THENCE North $86^{\circ} 47' 59''$ East along the common line of said Tracts 153 and 154, a distance of 729.97 feet (called 730 feet) to a five-eighths inch iron rod with cap found at the common east corner of said Tracts 153 and 154 and on the west line of said 30 feet wide road;

DESCRIPTION OF TRACT 154

PAGE 2 OF 2 PAGES

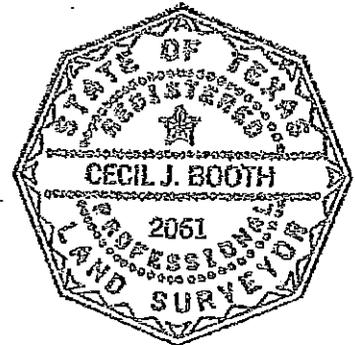
THENCE South 03° 10' 44" East along the east line of said Tract 154 and the west line of said 30 feet wide road, a distance of 304.81 feet (called 304.75 feet) to the POINT OF BEGINNING and containing 5.112 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic 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



TRACT 156 + 163



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;

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

Date:

18 MAY 12

Job No. 10858





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 $86^{\circ} 50' 02''$ 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 $86^{\circ} 47' 59''$ 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 $03^{\circ} 10' 44''$ 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 $03^{\circ} 10' 44''$ East, 30.00 feet and North $86^{\circ} 59' 22''$ East, 7.79 feet;

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

THENCE South $86^{\circ} 59' 22''$ 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 $03^{\circ} 13' 21''$ West, 4.15 feet;

THENCE South $86^{\circ} 59' 22''$ 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;

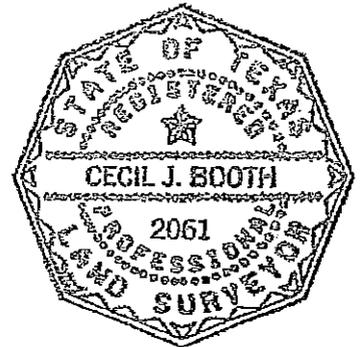
THENCE North $03^{\circ} 13' 20''$ West along the west line of said Tracts 160 and 161 and the east line of said 30 feet wide road, a distance of 611.52 feet (called 609.5 feet) to the POINT OF BEGINNING and containing 20.595 acres of land. Each five-eighths inch iron rod described as set in this description 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

Date: 18 May 12
Job No. 10858





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 $87^{\circ} 11' 05''$ 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 $03^{\circ} 11' 51''$ 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 $87^{\circ} 11' 05''$ 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 $03^{\circ} 10' 52''$ 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 $86^{\circ} 47' 59''$ East, 729.97 feet;

THENCE South $86^{\circ} 47' 59''$ 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;

DESCRIPTION OF TRACT 166

PAGE 2 OF 2 PAGES

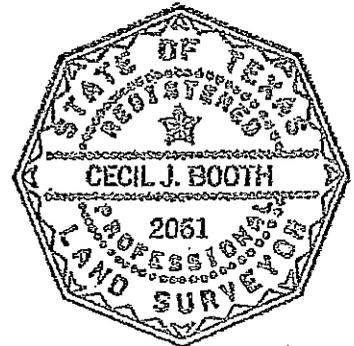
THENCE North 03° 13' 20" West along the west line of said Tract 166 and the east line of said 30 feet wide road, a distance of 276.27 feet (called 276.2 feet) to the POINT OF BEGINNING and containing 4.900 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic 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

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

Date: 18 May 12
Job No. 10858





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 $87^{\circ} 18' 51''$ 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 $87^{\circ} 18' 51''$ 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 $03^{\circ} 13' 20''$ 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;

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

Date: 18 May 12
Job No. 10858





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 $87^{\circ} 18' 51''$ 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 $03^{\circ} 00' 11''$ 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 $87^{\circ} 13' 39''$ 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 $03^{\circ} 13' 20''$ 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 304.75 feet) 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 $87^{\circ} 09' 27''$ 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;

HERBERT S. SMITH, P. E. - Principal Engineer

CORPORATE OFFICE: 300 EAST CEDAR, ANGLETON, TEXAS 77515
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DESCRIPTION OF TRACT 168
PAGE 2 OF 2 PAGES

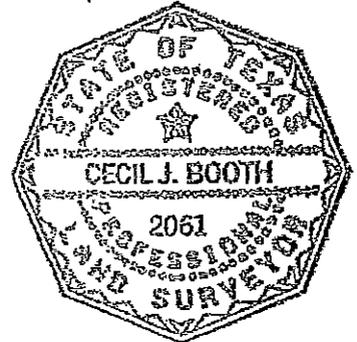
THENCE North 03° 00' 11" West along the west line of said Tract 168 and the east line of said 30 feet wide road, a distance of 305.87 feet (called 304.75 feet) to the POINT OF BEGINNING and containing 4.980 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic 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

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

Date: 18 May 12
Job No. 10858



Tract 170+171



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;

DESCRIPTION OF TRACTS 170 & 171
PAGE 2 OF 2 PAGES

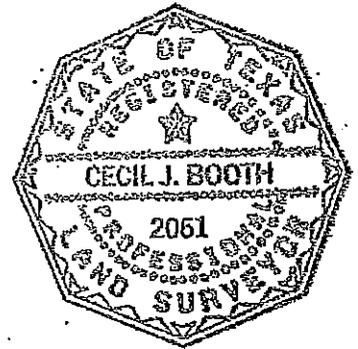
THENCE North 03° 00' 11" West along the west line of said Tracts 170 and 171 and the east line of said 30 feet wide road, a distance of 611.74 feet (called 609.50 feet) to the POINT OF BEGINNING and containing 10.001 acres of land. Each five-eighths inch iron rod described as set in this description 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





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

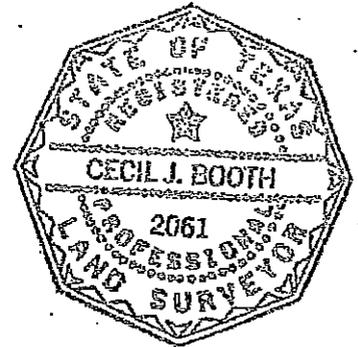
THENCE South $86^{\circ} 59' 22''$ West along the south line of said Tract 173, the north line of said 30 feet wide road, and 30 feet north of and parallel to the north line of said 346.909 acre tract, a distance of 716.68 feet (called 723.4 feet) to the POINT OF BEGINNING and containing 5.039 acres 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

Date: 18 May 12
Job No. 10858



Tracts 133-135
+174-180



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 $86^{\circ} 47' 22''$ 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 $14^{\circ} 44' 30''$ East a distance of 12.11 feet;

DESCRIPTION OF TRACTS 133 - 135 AND 174 - 180
PAGE 2 OF 3 PAGES

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;

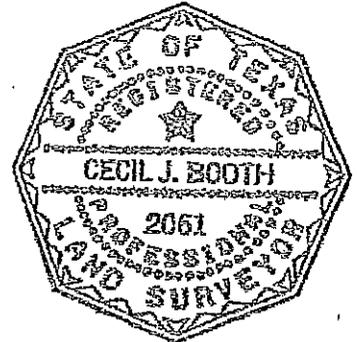
THENCE South 87° 18' 51" West along the common line of said Tracts 135 and 167, at 665.87 feet pass a five-eighths inch iron rod set at the northwest corner of said Tract 167, and continuing for a total distance of 695.87 feet to a five-eighths inch iron rod found at the northeast corner of said Tract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

DESCRIPTION OF TRACTS 133 - 135 AND 174 - 180
PAGE 3 OF 3 PAGES

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

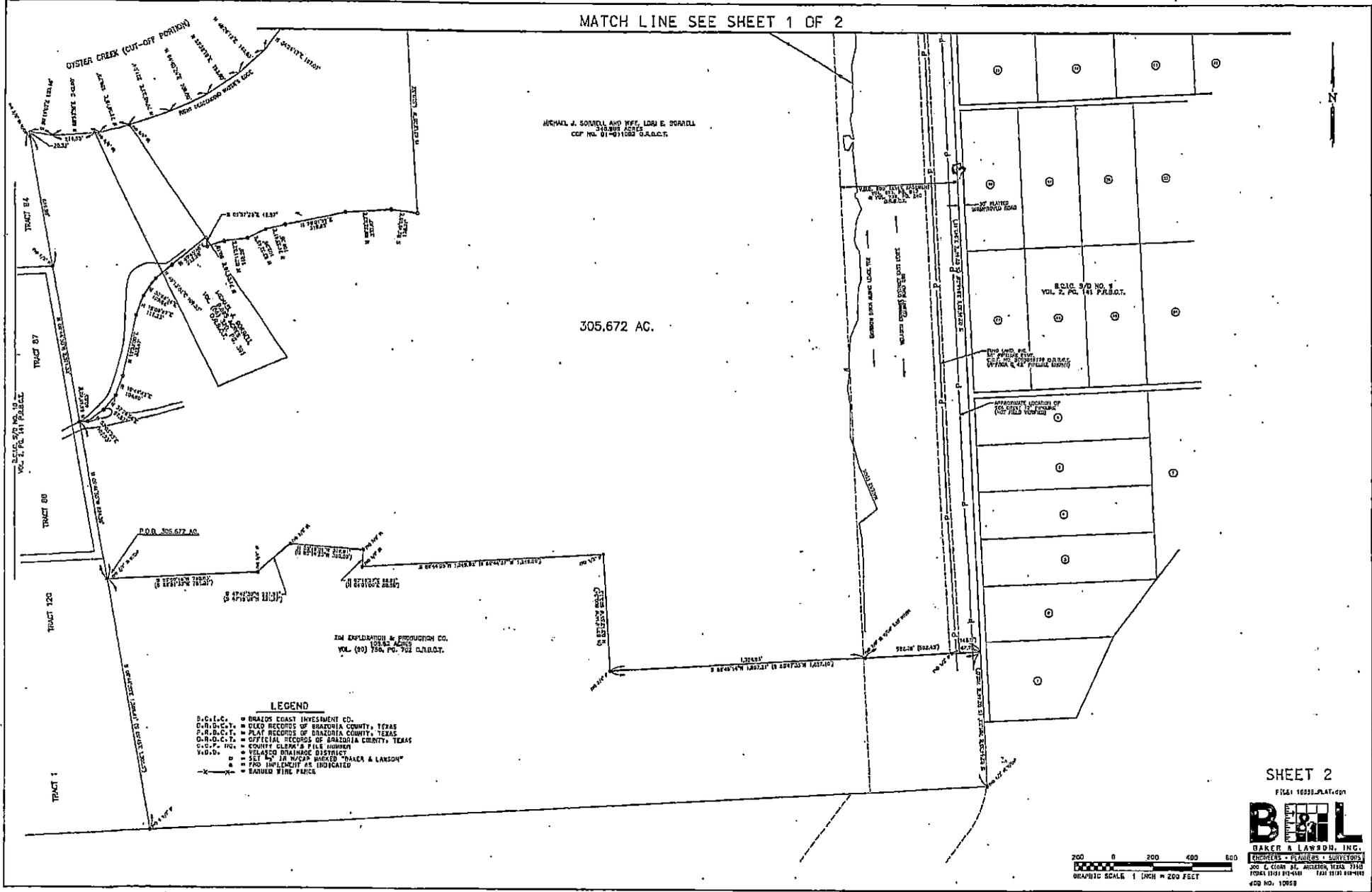
MATCH LINE SEE SHEET 1 OF 2

MICHAEL J. SOMMEL AND WIFE, LORJ E. SOMMEL
38.888 ACRES
CCF NO. 01-011088 O.A.C.C.T.

305.672 AC.

ZIM EXPLORATION & PRODUCTION CO.
108 AC. ACRES
VOL. (80) 750, PG. 702 O.I.B.C.T.

- LEGEND**
- B.C.A.C. = BRAZOS COAST INVESTMENT CO.
 - O.I.B.C.T. = OILED RECORDS OF BRAZOS COUNTY, TEXAS
 - P.R.B.C.T. = PLAT RECORDS OF BRAZOS COUNTY, TEXAS
 - O.R.B.C.T. = OFFICIAL RECORDS OF BRAZOS COUNTY, TEXAS
 - C.C.F. = COUNTY CLERK'S FILE NUMBER
 - V.A.D.D. = VELASCO DISTRICT
 - SET NO. = SET NUMBER
 - PRO. = PRO. IMPLEMENT AS INDICATED
 - BARRED WIRE FENCE



SHEET 2
FILE# 10293-PLAT-001



ENGINEERS • PLANNERS • SURVEYORS
 300 E. GOMM ST., ANTONIO, TEXAS 78202
 PHONE (512) 512-4541 FAX (512) 512-4542
 400 NO. 10959

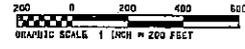


EXHIBIT "A"

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 W. Seaburn Estate, described in Deed dated July 12, 1883, recorded in Vol. V, page 305, Deed Records, Brazoria County, Texas, in the J. E. Groce 5 Leagues Grant, Abstract No. 66, Brazoria County, Texas, described in certain 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:

BEHAVING at the position $x = 3,173,146.629$ and $y = 450,883.487$, 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 $x = 3,173,198.626$ and $y = 450,885.783$, bears N. $87^{\circ} 27' 41.55''$ E. a distance of 51.854 feet and in turn an old concrete monument situated at the position $x = 3,173,206.59$ and $y = 450,975.17$, which marks the southeast corner of said J. E. Groce 5 Leagues, bears N. $87^{\circ} 27' 13.04''$ E. a distance of 2017.197 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 identical as described in the original grant of July 12, 1883, and no physical evidence contrary can be found on the premises;

THENCE, with said south line, N. $87^{\circ} 27' 41.55''$ W., at a distance of 60.603 feet to the position $x = 3,173,086.892$ and $y = 450,880.830$ 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 749.831 feet to the position $x = 3,172,338.125$ and $y = 450,850.244$, at which was found a capped 3/4" G.X.F. 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. $87^{\circ} 25' 43.98''$ W., traversing the marshy bed of Stubblefield Lake, in all a distance

THENCE, continue with said south line, S. 87° 27' 14.75" W., crossing the west bank of the eastern part of Stubbinsfield Lake, at 1057 feet cross the east bank of the western part of said lake, cross the lake, at 1329 feet cross the west bank of said western part of said lake, cross a private road, continue S. 87° 27' 14.75" W. crossing Mountain Lighting and Power Company's power line rights-of-way, crossing a pipeline corridor, cross a private road, at 3184.055 feet to the position x = 3,148,791.464 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 3316.836 feet to the position x = 3,148,758.589 and y = 450,688.383, which is the point of intersection of said south line with the right ascending water edge of Oyster Creek, for the south southwest corner;

THENCE, with and along the right ascending water 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. 16° 40' 39.62" E. a distance of 100.401 feet;
 N. 8° 58' 47.81" E. a distance of 100.727 feet;
 N. 30° 22' 37.34" W. a distance of 69.550 feet;
 N. 30° 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' 49.09" W. a distance of 23.601 feet;
 N. 27° 19' 33.64" W. a distance of 100.021 feet;
 N. 19° 54' 06.62" W. a distance of 161.110 feet;
 N. 24° 45' 07.32" W. a distance of 100.050 feet;
 N. 37° 53' 41.64" W. a distance of 127.758 feet;
 N. 33° 24' 47.08" W. a distance of 76.450 feet;
 N. 48° 52' 43.6" W. a distance of 101.602 feet;
 N. 50° 47' 18.53" W. a distance of 100.078 feet;
 N. 35° 34' 42.82" W. a distance of 100.287 feet;
 N. 44° 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 43.636 feet;
 N. 74° 14' 07.34" N. a distance of 51.440 feet;
 N. 73° 41' 40.98" W. a distance of 100.171 feet;
 N. 74° 50' 25.65" W. a distance of 100.085 feet;
 N. 80° 33' 53.82" W. a distance of 100.177 feet;
 N. 87° 44' 34.85" W. a distance of 51.359 feet;
 N. 83° 38' 17.71" W. a distance of 56.600 feet;
 N. 89° 16' 16.33" W. a distance of 100.240 feet;
 N. 84° 19' 10.81" W. a distance of 100.050 feet;
 N. 77° 53' 07.43" W. a distance of 100.844 feet;
 N. 80° 42' 48.11" W. a distance of 100.176 feet;
 N. 87° 43' 26.47" W. a distance of 100.811 feet;
 N. 83° 27' 06.81" W. a distance of 100.152 feet;
 N. 89° 57' 56.44" W. a distance of 200.343 feet;
 N. 89° 27' 05.83" W. a distance of 200.145 feet;
 N. 82° 43' 31.83" W. a distance of 100.780 feet;
 N. 84° 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

TRANCE N. 2° 56' 18.11" W., at 59,000 feet to the position
x = 3,165,676.141 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 skst base of 40" dia. Live
Oak tree for the west northwest corner;

TRANCE N. 87° 03' 41.89" E. in all a distance of 2095.600 feet to
the position x = 3,167,613.029 and y = 455,431.024 and set a concrete
monument with 1/2" lag screw, center punched, for the interior
northwest corner;

TRANCE N. 2° 56' 18.11" W. in all a distance of 885.629 feet to
the position x = 3,167,587.636 and y = 456,315.379 and set a
concrete monument with 1/2" lag screw, center punched, for the
north northwest corner;

TRANCE N. 87° 03' 41.89" E., crossing Houston Lighting and Power
Company's power line right-of-way, crossing a pipeline corridor,
at 1635.955 feet to the position x = 3,171,198.361 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 3704.164 feet to the position x = 3,171,266.472 and
y = 456,505.237, 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 Pharr 2, 1956 (U.M.C. and G.S.) bears
N. 15° 41' 59.57" W. a distance of 264.232 feet;

TRANCE, 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 2816.547 feet to the position
x = 3,172,731.165 and y = 454,039.900 which is the point of a
curve to the left and southeasterly in said center line;

TRANCE, 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 2854.934 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 = 3,172,965.494 and y = 453,745.983
which is the point of tangency of said curve;

TRANCE, 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;

TRANCE, 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 = 3,172,039.080 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 $x = 3,173,141,860$ and $y = 450,973$,
which is the point of tangency of said curve;

THENCE, continue with said center line, S. $30^{\circ} 09' 07.14''$ E. in all a
distance of 90.380 feet to the position $x = 3,173,146.829$ and
 $y = 450,809.487$, which is the point of beginning, lineating and
enclosing 774.67812 acres of land of which 8.67811 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

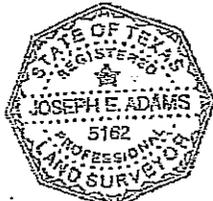
THE DOW CHEMICAL COMPANY
 5,782.72 ACRES
 VOL. 1231, PG. 874
 D.R.B.C.

C.M. R2610
 N 13,579,816.09
 E 3,137,233.17

F.O.C.
 C.M. R2419
 N 13,577,861.38
 E 3,137,375.58

PINTO ENERGY PARTNERS, L.P.
 774,67812 ACRES
 DOC. NO. 2005006552
 O.R.B.C.

THE DOW CHEMICAL COMPANY
 CALLED 80,32396 ACRES
 VOL. 1418, PG. 689
 D.R.B.C.



1-13-10

Joseph E. Adams

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

				Freeport LNG Development			
REV.	DATE	BY	DESCRIPTION	CHK	DOW PIPELINE CORRIDOR TO FLNG STORAGE FACILITY BRAZORIA COUNTY, TEXAS		
0	1/13/10	HM	ISSUED TO CLIENT	AT	DRAWN BY: I.C.	DATE: 12/09/09	DWG. NO.
					CHECKED BY: WJ	DATE: 12/10/09	13096-9411
PROJECT NO. 13096					SCALE: 1"=1000'	APP:	REV. 0
MUSTANG ENGINEERING, L. P. HOUSTON, TEXAS							

EXHIBIT A

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

Being 9.21 acres of land a cut of the Jared E. Croce 3 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, 1972. 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 Inoyene 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 653 on Page 291 of the Official Records of Brazoria County, Texas for the South corner of the herein described 9.21 acre-tract.

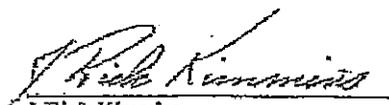
THENCE N 40°42'57" W along a fence for the northeast line of State F.M. Highway 523 for a distance of 389.75 feet to a 5/8 inch iron rod with cap stamped "RPLS 5006" set at the base and on the west side of a damaged fence corner post for the intersection of said northeast line and the southeast line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

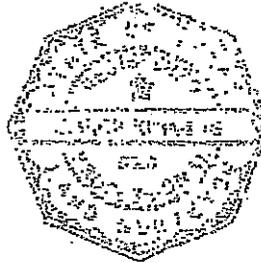
THENCE N 45°03'06" E along a fence for the southeast line of County Road 227 for a distance of 1,006.91 feet to a 5/8 inch iron rod with cap stamped "RPLS 5006" set on said southeast line for the North corner of the herein described 9.21 acre-tract.

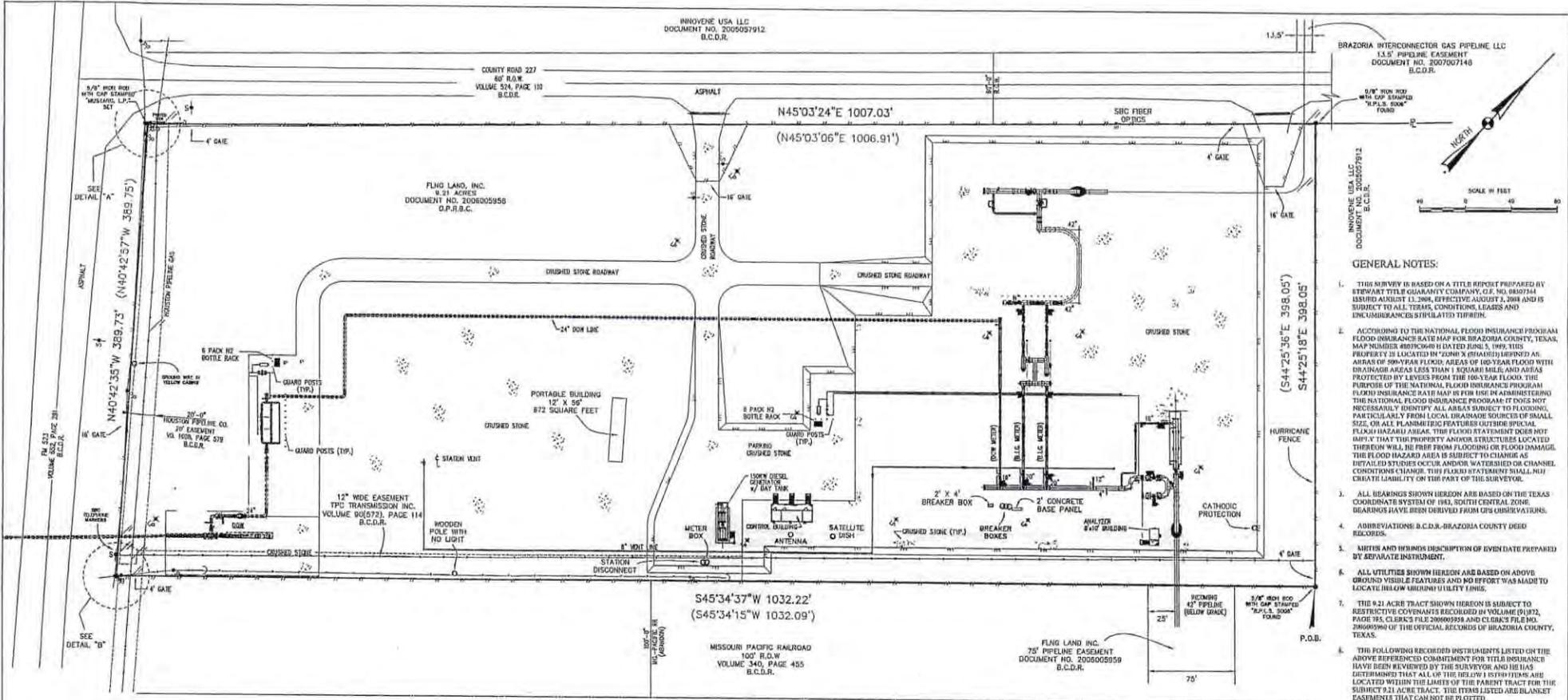
THENCE S 44°25'36" E along the northeast line of the herein described 9.21 acre-tract for a distance of 398.05 feet to the POINT OF BEGINNING and containing 9.21 acres of land, more or less.

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:**
- THIS SURVEY IS BASED ON A TITLE REPORT PREPARED BY STEWART TITLE GUARANTY COMPANY, C.F. NO. 060734 DATED AUGUST 13, 2006, EFFECTIVE AUGUST 1, 2006 AND IS SUBJECT TO ALL TERMS, CONDITIONS, LEASES AND ENCUMBRANCES STIPULATED THEREIN.
 - ACCORDING TO THE NATIONAL FLOOD INSURANCE PROGRAM FLOOD INSURANCE RATE MAP FOR BRAZORIA COUNTY, TEXAS, MAP NUMBER 48070604H DATED JUNE 3, 1993, THIS PROPERTY IS LOCATED IN "ZONE B" (SHADED) AREAS 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 THE 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 PLANNED/FUTURE OUTSIDE SPECIAL FLOOD HAZARD AREAS. THE FLOOD STATEMENT DOES NOT IMPLY THAT THE PROPERTY AND/OR STRUCTURES LOCATED THEREIN WILL BE FREE FROM FLOODING OR FLOOD DAMAGE. THE FLOOD HAZARD AREA IS SUBJECT TO CHANGE AS DETAILED STUDIES OCCUR AND/OR WATERSHED OR CHANNEL CONDITIONS CHANGE. THE FLOOD STATEMENT SHALL NOT CONSTITUTE LIABILITY ON THE PART OF THE SURVEYOR.
 - ALL BEARINGS SHOWN HEREON ARE BASED ON THE TEXAS COORDINATE SYSTEM OF 1983, SOUTH CENTRAL ZONE. BEARINGS HAVE BEEN DERIVED FROM GPS OBSERVATIONS.
 - ABBREVIATIONS B.C.D.R. - BRAZORIA COUNTY DEED RECORDS.
 - METER AND METER DESCRIPTION OF LEVIED DATE PREPARED BY SEPARATE INSTRUMENT.
 - ALL UTILITIES SHOWN HEREON ARE BASED ON ABOVE GROUND VISIBLE FEATURES AND NO EFFORT WAS MADE TO LOCATE BELOW GROUND UTILITY LINES.
 - THE 8.21 ACRE TRACT SHOWN HEREON IS SUBJECT TO RESTRICTIVE COVENANTS RECORDED IN VOLUME 01372, PAGE 125, CLEAR PAGE 29660995 AND CLEAR PAGE 29660996 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS.
 - 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 HELIX 18TH FIELDS ARE LOCATED WITHIN THE LIMITS OF THE PARENT TRACT FOR THE SUBJECT 8.21 ACRE TRACT. THE ITEMS LISTED ARE BLANKET EASEMENTS THAT CAN NOT BE PLOTTED.

ITEM NO. DESCRIPTION RECORDING

10-b	HOUSTON PIPELINE	V160, P07 & P08
10-c	HOUSTON PIPELINE	V161, P26
10-d	DEFENSE PLANT CORP.	V70, P35
10-e	DOW CHEMICAL CO.	V185, P01 & V1330, P08

ITEM NO. DESCRIPTION RECORDING

10-f	STATE OF TEXAS (EAS) V052, P29	
10-g	F. CYCKER	V60, P28
10-h	HOUSTON PIPELINE	V1287, P50
10-i	CONOCO, INC.	V1633, P24
10-j	SUB-SURFACE ESTATE, VENDOR, TRUST	V1668, P08
10-k	HOUSTON PIPELINE	C.F. NO. 02-04-0484
10-l	BRONKHORST	C.F. NO. 20080959
10-m	INTEG USA	C.F. NO. 200907148

NOTE THAT ITEMS "10-a" AND "10-n" ARE ADJACENT TO THE SUBJECT 8.21 ACRE TRACT. THESE TWO EASEMENTS FOR PIPELINES THAT ENTER AND 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:

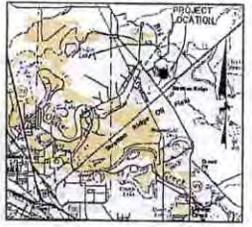
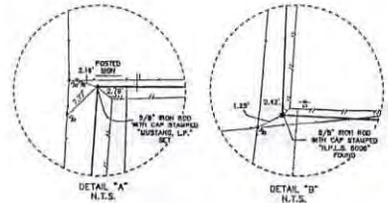
STEWART TITLE GUARANTY COMPANY, FREEPORT LNG DEVELOPMENT, L.P.; FLNG LAND, INC.; CONOCO PIPELINE COMPANY, AND THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., AS "COLLATERAL AGENT" FOR THE BENEFIT OF THE "SECURED PARTIES" UNDER THAT CERTAIN AMENDED AND REVISED CREDIT AGREEMENT, DATED AS OF DECEMBER 18, 2006, BY AND AMONG FREEPORT LNG DEVELOPMENT, L.P., FREEPORT LNG CO., INC., CONOCO PIPELINE 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, ARCHIE 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. GROCE & LEAGUE GRANT, ABSTRACT 60, 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, 7, 10A, 70B(1), 70C, 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 THIS CERTIFICATION, UNDERSTANDING I CERTIFY THAT IN MY PROFESSIONAL OPINION, AS A LAND SURVEYOR REGISTERED IN THE STATE OF TEXAS, THE RELATIVE POSITIONAL ACCURACY OF THIS 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 (1) NO VISIBLE ENCUMBRANCES ON THE SUBJECT PROPERTY OR UPON ADJACENT LAND ADJOINING SAID PROPERTY; (2) NO STREAMS, RIVERS, SPRINGS, PONDS, LAKES, DITCHES OR DRAINS LOCATED OR BORDERING OR RUNNING THROUGH THE SUBJECT PREMISES; AND (3) NO DAPS, GORES OR OVERLAPS BETWEEN PARCELS OR ROADS, HIGHWAYS, STREETS OR ALLEYS AND SAID SURVEY WAS MADE IN ACCORDANCE WITH THE MINIMUM STANDARDS FOR SURVEYS AS PRESCRIBED IN THE PROFESSIONAL LAND SURVEYING PRACTICES ACT FOR THE STATE OF TEXAS.

- THE PROPERTY DESCRIBED HEREON IS THE SAME AS THE PROPERTY DESCRIBED IN COMMITMENT NO. 060734, ISSUED BY STEWART TITLE GUARANTY COMPANY (HEREIN "TITLE COMPANY") WITH AN EFFECTIVE DATE OF AUGUST 3, 2006 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.
- SAID DESCRIBED PROPERTY IS LOCATED WITHIN AN AREA HAVING A ZONE DESIGNATION AS "ZONE B" (SHADED) BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY (FEMA), ON FLOOD INSURANCE RATE MAP NO. 48070604H, WITH A GATE OF IDENTIFICATION OF JUNE 3, 1993, FOR COMMUNITY NO. 48548, 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)
- THE PROPERTY HAS DIRECT ACCESS TO FARWELL MARKET ROAD 523 AND COUNTY ROAD 227, BOTH ARE DEDICATED PUBLIC STREETS OR HIGHWAYS, AND ALL PARCELS WHICH COMPOSE THE WHOLE SUBJECT PREMISES ARE CONTIGUOUS.
- ALL PUBLIC ROADS, HIGHWAYS, STREETS AND ALLEYS RUNNING ADJACENT TO OR UPON THE SUBJECT PREMISES ARE SHOWN; ALL PHYSICAL EVIDENCE OF BOUNDARY LINES AND LIMITS 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 DISCREPANCIES IN THE QUANTITY OF THE LAND DESCRIBED IN THE LEGAL DESCRIPTION.
- THE TOTAL NUMBER OF STRIPPED PARKING SPACES ON THE SUBJECT PROPERTY IS ZERO.



LEGEND

3/4" BORN ROD WITH CAP FOUND UNLESS OTHERWISE NOTED	P.A.B.	POINT OF BEGINNING
4" POWER POLE	B.C.D.R.	BRAZORIA COUNTY DEED RECORDS
OUT ANCHOR	B.C.D.P.R.	BRAZORIA COUNTY OFFICIAL PUBLIC RECORDS
PIPELINE MARKER UNLESS OTHERWISE NOTED	(I)	RECORD INFORMATION
5" SIGN	CRUSHED STONE	CRUSHED STONE
4" LIGHT POLE	OVERHEAD POWERLINE	OVERHEAD POWERLINE
	HURRICANE FENCE	HURRICANE FENCE

REVISED: AUGUST 13, 2006 TO ADDRESS COMMENTS FROM THE ATTORNEY'S REVIEW.

MUSTANG ENGINEERING, L.P.
 16001 PARK TEN PLACE
 HOUSTON, TEXAS 77064 (713) 216-0000

PROJECT NO.	4318-01	
DESIGNED BY	DR	30AUG08
DRAWN BY	DR	30AUG08
CHECKED BY	AC	30AUG08
APPROVED BY	AS	30AUG08
SCALE	1"=40'	DATE

Freeport LNG Development

ALTA/ACSM LAND TITLE SURVEY OF A 9.21 ACRE TRACT RECORDED IN DOCUMENT NO. 2006005958
 JARED E. GROCE & LEAGUE GRANT, A-66
 OFFICIAL PUBLIC RECORDS BRAZORIA COUNTY, TEXAS

DATE: 08/30/08 431801_MASTER REV. 0

ARCHIE D. STOUT
 REGISTERED PROFESSIONAL LAND SURVEYOR
 REGISTRATION NO. 8418
 8-13-08

24

Application I

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 adopt 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 re-activated 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.

Schedule A (Rev. May 2010): 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)		2013-2014	2013	\$ -	\$ -		\$ -	\$ -	
					\$ -	\$ -		\$ -	\$ -	
					\$ -	\$ -		\$ -	\$ -	
	Investment made after filing complete application with district, but before final board approval of application (eligible to become qualified property)			2013-2014	2013	\$ -	\$ -		\$ -	\$ -
						\$ -	\$ -		\$ -	\$ -
						\$ -	\$ -		\$ -	\$ -
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)			2014-2015	2014	\$ 42,827,347	\$ 139,653	\$ 42,967,000	\$ -	\$ 42,967,000	
			2015-2016	2015	\$ 553,617,542	\$ 5,733,458	\$ 559,351,000.00	\$ -	\$ 559,351,000	
			2016-2017	2016	\$ 712,683,315	\$ 7,017,685	\$ 719,701,000.00	\$ -	\$ 719,701,000	
Complete tax years of qualifying time period		1	2017-2018	2017	\$ 419,927,926	\$ 7,416,074	\$ 427,344,000.00	\$ -	\$ 427,344,000	
		2	2018-2019	2018	\$ 117,638,870	\$ 9,093,130	\$ 126,732,000.00	\$ -	\$ 126,732,000	
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3	2019-2020	2019	\$ -	\$ -		\$ -	\$ -	
		4	2020-2021	2020	\$ -	\$ -		\$ -	\$ -	
		5	2021-2022	2021	\$ -	\$ -		\$ -	\$ -	
		6	2022-2023	2022	\$ -	\$ -		\$ -	\$ -	
		7	2023-2024	2023	\$ -	\$ -		\$ -	\$ -	
		8	2024-2025	2024	\$ -	\$ -		\$ -	\$ -	
		9	2025-2026	2025	\$ -	\$ -		\$ -	\$ -	
Credit Settle-Up Period	Continue to Maintain Viable Presence	10	2026-2027	2026	\$ -	\$ -		\$ -	\$ -	
		11	2027-2028	2027	\$ -	\$ -		\$ -	\$ -	
		12	2028-2029	2028	\$ -	\$ -		\$ -	\$ -	
Post- Settle-Up Period		13	2029-2030	2029	\$ -	\$ -		\$ -	\$ -	
Post- Settle-Up Period		14	2030-2031	2030	\$ -	\$ -		\$ -	\$ -	
Post- Settle-Up Period		15	2031-2032	2031	\$ -	\$ -		\$ -	\$ -	

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. May 2010): Estimated Market And Taxable Value

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

Form 50-296

		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Reductions from Market Value	Estimated Taxable Value		
					Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new building or "in 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	2014-2015	2014	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
		pre- year 2	2015-2016	2015	\$ 2,300,000	\$ 139,653	\$ 8,593,261	\$ 354,914	\$ 8,378,000	\$ 8,378,000	
		pre- year 3	2016-2017	2016	\$ 2,300,000	\$ 5,873,111	\$ 361,390,841	\$ 14,925,951	\$ 352,338,000	\$ 352,338,000	
	Complete tax years of qualifying time period	1	2017-2018	2017	\$ 2,300,000	\$ 12,890,796	\$ 793,210,934	\$ 32,760,730	\$ 773,341,000	\$ 773,341,000	
		2	2018-2019	2018	\$ 2,300,000	\$ 20,306,870	\$ 1,249,545,105	\$ 51,607,975	\$ 1,218,244,000	\$ 1,218,244,000	
	Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3	2019-2020	2019	\$ 2,300,000	\$ 29,400,000	\$ 1,809,073,768	\$ 46,053,768	\$ 1,792,420,000	\$ 30,000,000
			4	2020-2021	2020	\$ 2,300,000	\$ 28,371,000	\$ 1,745,756,186	\$ 44,441,886	\$ 1,729,685,300	\$ 30,000,000
			5	2021-2022	2021	\$ 2,300,000	\$ 27,378,015	\$ 1,684,654,719	\$ 42,886,420	\$ 1,669,146,315	\$ 30,000,000
			6	2022-2023	2022	\$ 2,300,000	\$ 26,419,784	\$ 1,625,691,804	\$ 41,385,395	\$ 1,610,726,193	\$ 30,000,000
			7	2023-2024	2023	\$ 2,300,000	\$ 25,495,092	\$ 1,568,792,591	\$ 39,936,906	\$ 1,554,350,777	\$ 30,000,000
			8	2024-2025	2024	\$ 2,300,000	\$ 24,602,764	\$ 1,513,884,850	\$ 38,539,115	\$ 1,499,948,500	\$ 30,000,000
			9	2025-2026	2025	\$ 2,300,000	\$ 23,741,667	\$ 1,460,898,881	\$ 37,190,246	\$ 1,447,450,302	\$ 30,000,000
			10	2026-2027	2026	\$ 2,300,000	\$ 22,910,709	\$ 1,409,767,420	\$ 35,888,587	\$ 1,396,789,541	\$ 30,000,000
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2027-2028	2027	\$ 2,300,000	\$ 22,108,834	\$ 1,360,425,560	\$ 34,632,487	\$ 1,347,901,908	\$ 1,347,901,908	
		12	2028-2029	2028	\$ 2,300,000	\$ 21,335,025	\$ 1,312,810,666	\$ 33,420,350	\$ 1,300,725,341	\$ 1,300,725,341	
		13	2029-2030	2029	\$ 2,300,000	\$ 20,588,299	\$ 1,266,862,292	\$ 32,250,637	\$ 1,255,199,954	\$ 1,255,199,954	
Post- Settle-Up Period		14	2030-2031	2030	\$ 2,300,000	\$ 19,867,708	\$ 1,222,522,112	\$ 31,121,865	\$ 1,211,267,955	\$ 1,211,267,955	
Post- Settle-Up Period		15	2031-2032	2031	\$ 2,300,000	\$ 19,172,339	\$ 1,179,733,838	\$ 30,032,600	\$ 1,168,873,577	\$ 1,168,873,577	

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 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	2014-2015	2014	60 FTE's	\$62,400					
		pre- year 2	2015-2016	2015	1000 FTE's	\$62,400					
		pre- year 3	2016-2017	2016	1200 FTE's	\$62,400					
	Complete tax years of qualifying time period	1	2017-2018	2017	1200 FTE's	\$62,400	20	\$ 61,600	16	\$ 65,000	
		2	2018-2019	2018	800 FTE's	\$62,400	60	\$ 61,600	48	\$ 65,000	
	Value Limitation Period	3	2019-2020	2019	-	\$ -	88	\$ 61,600	70	\$ 65,000	
		4	2020-2021	2020	-	\$ -	88	\$ 61,600	70	\$ 65,000	
		5	2021-2022	2021	-	\$ -	88	\$ 61,600	70	\$ 65,000	
		6	2022-2023	2022	-	\$ -	88	\$ 61,600	70	\$ 65,000	
		7	2023-2024	2023	-	\$ -	88	\$ 61,600	70	\$ 65,000	
		8	2024-2025	2024	-	\$ -	88	\$ 61,600	70	\$ 65,000	
		9	2025-2026	2025	-	\$ -	88	\$ 61,600	70	\$ 65,000	
		10	2026-2027	2026	-	\$ -	88	\$ 61,600	70	\$ 65,000	
	Credit Settle-Up Period	11	2027-2028	2027	-	\$ -	88	\$ 61,600	70	\$ 65,000	
		12	2028-2029	2028	-	\$ -	88	\$ 61,600	70	\$ 65,000	
		13	2029-2030	2029	-	\$ -	88	\$ 61,600	70	\$ 65,000	
	Post- Settle-Up Period		14	2030-2031	2030	-	\$ -	88	\$ 61,600	70	\$ 65,000
	Post- Settle-Up Period		15	2031-2032	2031	-	\$ -	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

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

Applicant Name					Sales Tax Information		Franchise Tax	Form 50-296			
Freeport LNG Development, LP and its affiliates (Application 1)								Brazosport ISD			
0.57					Sales Taxable Expenditures		Franchise Tax	Other Property Tax Abatements Sought			
		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	County	College	Port	Drainage Dist
			2014-2015	2014	\$ 14,196,297	\$ 28,770,703	\$ -				
			2015-2016	2015	\$ 184,809,570	\$ 374,541,430	\$ -	100%	100%	100%	100%
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)			2016-2017	2016	\$ 237,789,210	\$ 481,911,790	\$ -	100%	100%	100%	100%
	Complete tax years of qualifying time period	1	2017-2018	2017	\$ 141,194,458	\$ 286,149,542	\$ -	100%	100%	100%	100%
		2	2018-2019	2018	\$ 41,872,253	\$ 84,859,747	\$ 1,409,000	100%	100%	100%	100%
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3	2019-2020	2019	\$ 12,890,000	\$ 30,000,000	\$ 5,707,000	100%	100%	100%	100%
		4	2020-2021	2020	\$ 13,210,000	\$ 30,750,000	\$ 5,771,000	100%	100%	100%	100%
		5	2021-2022	2021	\$ 13,540,000	\$ 31,518,750	\$ 5,817,000	100%	100%	100%	100%
		6	2022-2023	2022	\$ 13,880,000	\$ 32,306,719	\$ 5,879,000	100%	100%	100%	100%
		7	2023-2024	2023	\$ 14,220,000	\$ 33,114,387	\$ 5,939,000	100%	100%	100%	100%
		8	2024-2025	2024	\$ 14,580,000	\$ 33,942,246	\$ 6,077,000	100%	100%	100%	100%
		9	2025-2026	2025	\$ 14,940,000	\$ 34,790,803	\$ 6,289,000	N/A	N/A	N/A	N/A
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2027-2028	2027	\$ 15,700,000	\$ 36,552,087	\$ 6,406,000	N/A	N/A	N/A	N/A
		12	2028-2029	2028	\$ 16,090,000	\$ 37,465,889	\$ 6,471,000	N/A	N/A	N/A	N/A
		13	2029-2030	2029	\$ 16,500,000	\$ 38,402,536	\$ 6,534,000	N/A	N/A	N/A	N/A
Post- Settle-Up Period		14	2030-2031	2030	\$ 16,910,000	\$ 39,362,600	\$ 6,607,000	N/A	N/A	N/A	N/A
Post- Settle-Up Period		15	2031-2032	2031	\$ 17,330,000	\$ 40,346,665	\$ 6,668,000	N/A	N/A	N/A	N/A

*For planning, construction and operation of the facility.

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

DATE

**SUMMARY OF FINANCIAL IMPACT OF THE PROPOSED
FREEPORT TRAIN 1 PROJECT ON THE FINANCES OF THE
BRAZOSPORT INDEPENDENT SCHOOL DISTRICT INDEPENDENT
SCHOOL DISTRICT UNDER A REQUESTED CHAPTER 313
PROPERTY VALUE LIMITATION**

September 15, 2014

Amended Report

PREPARED BY



Estimated Impact of the Proposed Freeport Train 1 Project on the Finances of the Brazosport Independent School District Independent School District under a Requested Chapter 313 Property Value Limitation

Introduction

Freeport Train 1 (Freeport Train 1) has requested that the Brazosport Independent School District Independent School District (BISD) consider granting a property value limitation under Chapter 313 of the Tax Code, also known as the Texas Economic Development Act. In an amended application (from the original that was on September 14, 2012) submitted to BISD, Freeport Train 1 proposes to invest \$2 billion to construct a new manufacturing project in BISD.

The Freeport Train 1 project is consistent with the state's goal to "encourage large scale capital investments in this state." When enacted as House Bill 1200 in 2001, Chapter 313 of the Tax Code granted eligibility to companies engaged in manufacturing, research and development, and renewable electric energy production to apply to school districts for property value limitations. Subsequent legislative changes expanded eligibility to clean coal projects, nuclear power generation and data centers, among others.

Under the provisions of Chapter 313, BISD may offer a minimum value limitation of \$30 million. The provisions of Chapter 313 call for the project to be fully taxable in the 2017-18 and 2018-19 school years, unless the District and the Company agree to an extension of the start of the two-year qualifying time period. For the purpose of this analysis, it is assumed that the qualifying time period will be the 2017-18 and 2018-19 school years. Beginning in 2019-20, the project would go on the local tax roll at \$30 million and remain at that level of taxable value for eight years for maintenance and operations taxes.

The full taxable value of the project could be assessed for debt service taxes on voter-approved bond issues throughout the limitation period, with BISD currently levying a \$0.215 I&S tax rate. The full value of the investment is expected to reach \$1.8 billion in 2019-20, with depreciation expected to reduce the taxable value of the project over the course of the value limitation agreement.

In the case of the Freeport Train 1 project, the agreement calls for a calculation of the revenue impact of the value limitation in years 3-10 of the agreement, under whatever school finance and property tax laws are in effect in each of those years. BISD would experience a revenue loss as a result of the implementation of the value limitation in the 2019-20 school year (-\$10,499,916).

Under the assumptions outlined below, the potential tax benefits under a Chapter 313 agreement could reach an estimated \$130.9 million over the course of the agreement. This amount is net of any anticipated revenue losses for the District.

School Finance Mechanics

Under the current school finance system, the property values established by the Comptroller's Office that are used to calculate state aid and recapture lag by one year, a practical consequence of the fact that the Comptroller's Office needs this time to conduct its property value study and the planned audits of appraisal district operations in alternating years. A taxpayer receiving a value limitation pays M&O taxes on the reduced value for the project in years 3-10 and receives a tax bill for I&S taxes based on the full project value throughout the qualifying and value limitation period (and thereafter). The school funding formulas use the Comptroller's property values that reflect a reduction due to the property value limitation in years 4-11 as a result of the one-year lag in property values.

The third year is often problematical financially for a school district that approves a Chapter 313 value limitation. The implementation of the value limitation often results in a revenue loss to the school district in the third year of the agreement that would not be reimbursed by the state, but require some type of compensation from the applicant under the revenue protection provisions of the agreement. In years 4-10, smaller revenue losses would be anticipated when the state M&O property values are aligned at the minimum value established by the Board on both the local tax roll and the corresponding state property value study.

Under the HB 1 system adopted in 2006, most school districts received additional state aid for tax reduction (ASATR) that was used to maintain their target revenue amounts established at the revenue levels under old law for the 2005-06 or 2006-07 school years, whichever was highest. In terms of new Chapter 313 property value limitation agreements, adjustments to ASATR funding often moderated the impact of the reduced M&O collections as a result of the limitation, in contrast with the earlier formula-driven finance system.

House Bill 3646 as enacted in 2009 created more "formula" school districts that were less dependent on ASATR state aid than had been the case previously. The formula reductions enacted during the First Called Session in 2011 made \$4 billion in reductions to the existing school funding formulas for the 2011-12 and 2012-13 school years. For the 2011-12 school year, across-the-board reductions were made that reduced each district's WADA count and resulted in an estimated 781 school districts still receiving ASATR to maintain their target revenue funding levels, while an estimated 243 districts operated directly on the state formulas. For the 2012-13 school year, the changes called for smaller across-the-board reductions and funding ASATR-receiving target revenue districts at 92.35 percent of the level provided for under the existing funding formula, with 689 districts operating on formula and 335 districts still receiving ASATR funding.

Senate Bill 1 and House Bill 1025 as passed by the 83rd Legislature made significant increases to the basic allotment and other formula changes by appropriation. The ASATR reduction percentage is increased slightly to 92.63 percent, while the basic allotment is increased by \$325 and \$365, respectively, for the 2013-14 and 2014-15 school years. A slight increase in the guaranteed yield for the 6 cents above compressed—known as the Austin yield—is also included. With the basic allotment increase, it is estimated that approximately 300 school districts will still receive ASATR in the 2013-14 school year and 273 districts would do so in the 2014-15 school year. Current state policy calls for ASATR funding to be eliminated by the 2017-18 school year. BISD is classified as a formula district under the estimates presented below.

One concern in projecting into the future is that the underlying state statutes in the Education Code were not changed in order to provide these funding increases. All of the major formula

changes were made by appropriation, which gives them only a two-year lifespan unless renewed in the 2015 legislative session. Despite this uncertainty, it is assumed that these changes will remain in effect for the forecast period for the purpose of these estimates, assuming a continued legislative commitment to these funding levels in future years.

A key element in any analysis of the school finance implications is the provision for revenue protection in the agreement between the school district and the applicant. In the case of the Freeport Train 1 project, the agreement calls for a calculation of the revenue impact of the value limitation in years 3-10 of the agreement, under whatever school finance and property tax laws are in effect in each of those years. This meets the statutory requirement under Section 313.027(f)(1) of the Tax Code to provide school district revenue protection language in the agreement.

Underlying Assumptions

There are several approaches that can be used to analyze the future revenue stream of a school district under a value limitation. Whatever method is used, a reasonable analysis requires the use of a multi-year forecasting model that covers the years in which the agreement is in effect. The Chapter 313 application now requires 15 years of data and analysis on the project being considered for a property value limitation.

The general approach used here is to maintain static enrollment and property values in order to isolate the effects of the value limitation under the school finance system. The SB 1 basic allotment increases are reflected in the underlying models. With regard to ASATR funding the 92.63 percent reduction enacted for the 2013-14 school year and thereafter, until the 2017-18 school year. There is a statement of legislative intent adopted in 2011 to no longer fund target revenue by the 2017-18 school year, so that change is reflected in the estimates presented below. The projected taxable values of the Freeport Train 1 project are factored into the base model used here. The impact of the limitation value for the proposed Freeport Train 1 project is isolated separately and the focus of this analysis.

Student enrollment counts are held constant at 11,403 students in average daily attendance (ADA) in analyzing the effects of the Freeport Train 1 project on the finances of BISD. The District's local tax base reached \$6.6 billion for the 2013 tax year and is maintained for the forecast period in order to isolate the effects of the property value limitation. An M&O tax rate of \$1.04 is used throughout this analysis. BISD has estimated state property wealth per weighted ADA or WADA of approximately \$426,956 for the 2013-14 school year. The enrollment and property value assumptions for the 15 years that are the subject of this analysis are summarized in Table 1.

School Finance Impact

School finance models were prepared for BISD under the assumptions outlined above through the 2031-32 school year. Beyond the 2014-15 school year, no attempt was made to forecast the 88th percentile or Austin yield that influence future state funding beyond the projected level for that school year. In the analyses for other districts and applicants on earlier projects, these changes appeared to have little impact on the revenue associated with the implementation of the property value limitation, since the baseline and other models incorporate the same underlying assumptions.

Under the proposed agreement, a model is established to make a calculation of the “Baseline Revenue” by adding the value of the proposed Freeport Train 1 facility to the model, but without assuming that a value limitation is approved. The results of the model are shown in Table 2.

A second model is developed which adds the Freeport Train 1 value but imposes the proposed property value limitation effective in the third year, which in this case is the 2019-20 school year. The results of this model are identified as “Value Limitation Revenue Model” under the revenue protection provisions of the proposed agreement (see Table 3).

A summary of the differences between these models is shown in Table 4. The model results show approximately \$85.3 million a year in annual net General Fund revenue, after recapture (if appropriate) and other adjustments have been made, as needed.

Under these assumptions, BISD would experience a revenue loss as a result of the implementation of the value limitation in the 2019-20 school year (-\$10,499,916). The revenue reduction results from the mechanics of the up to six cents beyond the compressed M&O tax rate equalized to the Austin yield or not subject to recapture, which reflect the one-year lag in value associated with the property value study.

As noted previously, no attempt was made to forecast further reductions in ASATR funding beyond the 92.63 percent adjustment adopted for the 2013-14 school year, although it is assumed that ASATR will be eliminated beginning in the 2017-18 school year, based on the 2013 statement of legislative intent.

One risk factor under the estimates presented here relates to the implementation of the value limitation in the 2017-18 school year. The formula loss of \$10,499,916 cited above between the base and the limitation models is based on an assumption of Brazosport Independent School District in M&O tax savings for Freeport Train 1 when the \$30 million limitation is implemented. Under the estimates presented here and as highlighted in Table 4, an increase in ASATR funding or a reduction in recapture costs may offset some or all of the reduction in M&O taxes in the first year the value limitation is in effect.

In general, the ASATR offset poses little if any financial risk to the school district as a result of the adoption of the value limitation agreement. But a significant reduction of ASATR funding prior to the assumed 2017-18 school year elimination of these funds could reduce the residual tax savings in the first year that the \$30 million value limitation takes effect.

The Comptroller’s state property value study influences these calculations, as noted previously. At the school-district level, a taxpayer benefiting from a property value limitation has two property values assigned by the local appraisal district for their property covered by the limitation: (1) a reduced value for M&O taxes, and (2) the full taxable value for I&S taxes. This situation exists for the eight years that the value limitation is in effect. Beginning with the 2011 state property value study, two value determinations are also made for school districts granting Chapter 313 agreements, consistent with local practice. A consolidated single state property value had been provided previously.

Impact on the Taxpayer

Table 5 summarizes the impact of the proposed property value limitation in terms of the potential tax savings under the property value limitation agreement. The focus of this table is on the M&O

tax rate only. As noted previously, the property is fully taxable in the first two years under the agreement. A \$1.04 per \$100 of taxable value M&O rate is assumed in 2013-14 and thereafter.

Under the assumptions used here, the potential tax savings from the value limitation total \$129.6 million over the life of the agreement. In addition, Freeport Train 1 would be eligible for a tax credit for M&O taxes paid on value in excess of the value limitation in each of the first two qualifying years. The credit amount is paid out slowly through years 4-10 due to statutory limits on the scale of these payments over these seven years, with catch-up payments permitted in years 11-13. The tax credits are expected to total approximately \$20 million over the life of the agreement, with no unpaid tax credits anticipated. The school district is to be reimbursed by the Texas Education Agency for the cost of these credits.

The key BISD revenue losses are expected to total approximately \$18,691,814 over the course of the agreement. In total, the potential net tax benefits (inclusive of tax credits but after hold-harmless payments are made) are estimated to total \$130.9 million over the life of the agreement. While legislative changes to ASATR funding could increase the hold-harmless amount owed in the initial year of the agreement, there would still be a substantial tax benefit to Freeport Train 1 under the value limitation agreement for the remaining years that the limitation is in effect.

Facilities Funding Impact

The Freeport Train 1 project remains fully taxable for debt services taxes, with BISD currently levying a \$0.2153 I&S rate. The value of the Freeport Train 1 project is expected to depreciate over the life of the agreement and beyond, but full access to the additional value is expected to increase the District's projected wealth per ADA to \$1,528,276 in the peak year of I&S taxable project value.

The Freeport Train 1 project is not expected to affect BISD in terms of enrollment. Continued expansion of the project and related development could result in additional employment in the area and an increase in the school-age population, but this project is unlikely to have much impact on a stand-alone basis.

Conclusion

The proposed Freeport Train 1 manufacturing project enhances the tax base of BISD. It reflects continued capital investment in keeping with the goals of Chapter 313 of the Tax Code.

Under the assumptions outlined above, the potential tax savings for the applicant under a Chapter 313 agreement could reach an estimated \$130.9 million. (This amount is net of any anticipated revenue losses for the District.) The additional taxable value also enhances the tax base of BISD in meeting its future debt service obligations.

Table 1 – Base District Information with Freeport Train 1 Project Value and Limitation Values

Year of Agreement	School Year	ADA	WADA	M&O Tax Rate	I&S Tax Rate	CAD Value with Project	CAD Value with Limitation	CPTD with Project	CPTD With Limitation	CPTD Value with Project per WADA	CPTD Value with Limitation per WADA
Pre-Year 1	2016-17	11,573.09	14,453.02	\$1.0400	\$0.2153	\$8,219,382,001	\$8,219,382,001	\$7,684,999,178	\$7,684,999,178	\$531,723	\$531,723
1	2017-18	11,573.09	14,326.40	\$1.0400	\$0.2153	\$9,046,186,906	\$9,046,186,906	\$8,103,393,652	\$8,103,393,652	\$565,627	\$565,627
2	2018-19	11,573.09	14,202.38	\$1.0400	\$0.2153	\$12,912,417,795	\$12,912,417,795	\$8,928,725,832	\$8,928,725,832	\$628,678	\$628,678
3	2019-20	11,573.09	14,202.38	\$1.0400	\$0.2153	\$13,997,846,401	\$12,235,426,401	\$12,793,465,296	\$12,793,465,296	\$900,798	\$900,798
4	2020-21	11,573.09	14,202.38	\$1.0400	\$0.2153	\$9,575,430,644	\$7,875,745,344	\$13,877,383,541	\$12,114,963,541	\$977,117	\$853,024
5	2021-22	11,573.09	14,202.38	\$1.0400	\$0.2153	\$9,606,842,998	\$7,967,696,683	\$9,453,438,245	\$7,753,752,945	\$665,624	\$545,948
6	2022-23	11,573.09	14,202.38	\$1.0400	\$0.2153	\$9,641,647,054	\$8,060,920,861	\$9,483,301,640	\$7,844,155,325	\$667,726	\$552,313
7	2023-24	11,573.09	14,202.38	\$1.0400	\$0.2153	\$9,848,540,337	\$8,324,189,560	\$9,516,537,069	\$7,935,810,876	\$670,067	\$558,766
8	2024-25	11,573.09	14,202.38	\$1.0400	\$0.2153	\$10,330,184,830	\$8,860,236,330	\$9,721,841,808	\$8,197,491,031	\$684,522	\$577,192
9	2025-26	11,573.09	14,202.38	\$1.0400	\$0.2153	\$10,346,167,477	\$8,928,717,175	\$10,201,877,587	\$8,731,929,087	\$718,322	\$614,822
10	2026-27	11,573.09	14,202.38	\$1.0400	\$0.2153	\$10,914,909,202	\$9,548,119,661	\$10,216,231,093	\$8,798,780,791	\$719,333	\$619,529
11	2027-28	11,573.09	14,202.38	\$1.0400	\$0.2153	\$10,916,266,654	\$10,916,266,654	\$10,783,322,993	\$9,416,533,452	\$759,262	\$663,025
12	2028-29	11,573.09	14,202.38	\$1.0400	\$0.2153	\$14,950,728,911	\$14,950,728,911	\$10,783,009,672	\$10,783,009,672	\$759,240	\$759,240
13	2029-30	11,573.09	14,202.38	\$1.0400	\$0.2153	\$14,790,137,277	\$14,790,137,277	\$14,815,779,940	\$14,815,779,940	\$1,043,190	\$1,043,190
14	2030-31	11,573.09	14,202.38	\$1.0400	\$0.2153	\$14,639,123,585	\$14,639,123,585	\$14,653,474,835	\$14,653,474,835	\$1,031,762	\$1,031,762
15	2031-32	11,573.09	14,202.38	\$1.0400	\$0.2153	\$14,500,221,086	\$14,500,221,086	\$14,500,725,915	\$14,500,725,915	\$1,021,007	\$1,021,007

*Basic Allotment: \$5,040; AISD Yield: \$61.86; Equalized Wealth: \$504,000 per WADA

Table 2 – “Baseline Revenue Model”--Project Value Added with No Value Limitation

Year of Agreement	School Year	M&O Taxes @ Compressed Rate	State Aid	Additional State Aid-Hold Harmless	Recapture Costs	Additional Local M&O Collections	State Aid From Additional M&O Tax Collections	Recapture from the Additional Local Tax Effort	Total General Fund
Pre-Year 1	2016-17	\$72,705,105	\$3,749,422	\$0	-\$3,601,138	\$10,532,796	\$784,774	-\$2,172,857	\$82,296,101
1	2017-18	\$80,054,597	\$3,713,178	\$0	-\$8,286,070	\$11,597,518	\$495,573	-\$2,608,402	\$85,262,347
2	2018-19	\$114,461,892	\$3,677,284	\$0	-\$21,564,883	\$16,582,106	\$0	-\$4,215,033	\$109,227,947
3	2019-20	\$124,433,651	\$3,649,844	\$0	-\$53,392,269	\$18,026,715	\$0	-\$6,012,688	\$86,989,052
4	2020-21	\$85,041,079	\$3,649,844	\$0	-\$39,756,392	\$12,319,910	\$0	-\$4,285,631	\$57,260,665
5	2021-22	\$85,298,164	\$3,649,844	\$0	-\$19,676,130	\$12,357,154	\$0	-\$3,321,252	\$78,599,675
6	2022-23	\$85,585,682	\$3,649,844	\$0	-\$19,936,321	\$12,398,806	\$0	-\$3,342,133	\$78,647,800
7	2023-24	\$87,405,415	\$3,649,844	\$0	-\$20,579,094	\$12,662,431	\$0	-\$3,424,131	\$80,006,078
8	2024-25	\$91,671,280	\$3,649,844	\$0	-\$22,966,779	\$13,280,427	\$0	-\$3,660,366	\$82,265,189
9	2025-26	\$91,791,868	\$3,649,844	\$0	-\$26,018,084	\$13,297,897	\$0	-\$3,816,134	\$79,196,229
10	2026-27	\$96,833,473	\$3,649,844	\$0	-\$27,566,913	\$14,028,275	\$0	-\$4,030,264	\$83,204,239
11	2027-28	\$96,584,772	\$3,649,844	\$0	-\$31,051,319	\$13,992,245	\$0	-\$4,188,844	\$79,276,599
12	2028-29	\$132,488,220	\$3,649,844	\$0	-\$43,119,412	\$19,193,582	\$0	-\$5,745,841	\$106,748,606
13	2029-30	\$131,045,795	\$3,649,844	\$0	-\$66,312,967	\$18,984,618	\$0	-\$6,807,252	\$80,842,629
14	2030-31	\$129,688,474	\$3,649,844	\$0	-\$64,917,412	\$18,787,982	\$0	-\$6,703,802	\$80,788,031
15	2031-32	\$128,438,807	\$3,649,844	\$0	-\$63,617,289	\$18,606,943	\$0	-\$6,607,833	\$80,753,743

Table 3– “Value Limitation Revenue Model”--Project Value Added with Value Limit

Year of Agreement	School Year	M&O Taxes @ Compressed Rate	State Aid	Additional State Aid-Hold Harmless	Recapture Costs	Additional Local M&O Collections	State Aid From Additional M&O Tax Collections	Recapture from the Additional Local Tax Effort	Total General Fund
Pre-Year 1	2016-17	\$72,705,105	\$3,749,422	\$0	-\$3,601,138	\$10,532,796	\$784,774	-\$2,172,857	\$82,296,101
1	2017-18	\$80,054,597	\$3,713,178	\$0	-\$8,286,070	\$11,597,518	\$495,573	-\$2,608,402	\$85,262,347
2	2018-19	\$114,461,892	\$3,677,284	\$0	-\$21,564,883	\$16,582,106	\$0	-\$4,215,033	\$109,227,947
3	2019-20	\$108,423,827	\$3,649,844	\$0	-\$46,340,008	\$15,707,371	\$0	-\$5,239,086	\$76,489,136
4	2020-21	\$69,601,138	\$3,649,844	\$0	-\$27,057,810	\$10,083,124	\$0	-\$3,259,631	\$53,311,788
5	2021-22	\$70,408,159	\$3,649,844	\$0	-\$5,139,289	\$10,200,037	\$619,102	-\$2,186,751	\$77,846,150
6	2022-23	\$71,226,365	\$3,649,844	\$0	-\$5,918,921	\$10,318,571	\$564,861	-\$2,248,134	\$77,887,549
7	2023-24	\$73,558,213	\$3,649,844	\$0	-\$6,849,189	\$10,656,386	\$520,065	-\$2,358,534	\$79,471,331
8	2024-25	\$78,318,268	\$3,649,844	\$0	-\$9,434,692	\$11,345,975	\$371,090	-\$2,618,200	\$81,925,896
9	2025-26	\$78,915,749	\$3,649,844	\$0	-\$13,513,352	\$11,432,533	\$32,035	-\$2,838,373	\$77,972,002
10	2026-27	\$84,417,557	\$3,649,844	\$0	-\$14,954,960	\$12,229,580	\$0	-\$3,061,215	\$82,573,261
11	2027-28	\$96,584,772	\$3,649,844	\$0	-\$22,007,379	\$13,992,245	\$0	-\$3,747,113	\$88,762,271
12	2028-29	\$132,488,220	\$3,649,844	\$0	-\$43,119,412	\$19,193,582	\$0	-\$5,745,841	\$106,748,606
13	2029-30	\$131,045,795	\$3,649,844	\$0	-\$66,312,967	\$18,984,618	\$0	-\$6,807,252	\$80,842,629
14	2030-31	\$129,688,474	\$3,649,844	\$0	-\$64,917,412	\$18,787,982	\$0	-\$6,703,802	\$80,788,031
15	2031-32	\$128,438,807	\$3,649,844	\$0	-\$63,617,289	\$18,606,943	\$0	-\$6,607,833	\$80,753,743

Table 4 – Value Limit less Project Value with No Limit

Year of Agreement	School Year	M&O Taxes @ Compressed Rate	State Aid	Additional State Aid-Hold Harmless	Recapture Costs	Additional Local M&O Collections	State Aid From Additional M&O Tax Collections	Recapture from the Additional Local Tax Effort	Total General Fund
Pre-Year 1	2016-17	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
1	2017-18	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
2	2018-19	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
3	2019-20	-\$16,009,824	\$0	\$0	\$7,052,261	-\$2,319,344	\$0	\$773,601	-\$10,499,916
4	2020-21	-\$15,439,941	\$0	\$0	\$12,698,582	-\$2,236,786	\$0	\$1,026,000	-\$3,948,877
5	2021-22	-\$14,890,005	\$0	\$0	\$14,536,841	-\$2,157,117	\$619,102	\$1,134,501	-\$753,525
6	2022-23	-\$14,359,317	\$0	\$0	\$14,017,400	-\$2,080,235	\$564,861	\$1,094,000	-\$760,250
7	2023-24	-\$13,847,202	\$0	\$0	\$13,729,905	-\$2,006,045	\$520,065	\$1,065,597	-\$534,748
8	2024-25	-\$13,353,012	\$0	\$0	\$13,532,087	-\$1,934,452	\$371,090	\$1,042,167	-\$339,293
9	2025-26	-\$12,876,119	\$0	\$0	\$12,504,733	-\$1,865,364	\$32,035	\$977,761	-\$1,224,227
10	2026-27	-\$12,415,916	\$0	\$0	\$12,611,953	-\$1,798,695	\$0	\$969,049	-\$630,978
11	2027-28	\$0	\$0	\$0	\$9,043,941	\$0	\$0	\$441,731	\$9,485,672
12	2028-29	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
13	2029-30	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
14	2030-31	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
15	2031-32	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

Table 5 - Estimated Financial Impact of the Freeport Train 1 Project Property Value Limitation Request Submitted to BISD at \$1.04 M&O Tax Rate

Year of Agreement	School Year	Project Value	Estimated Taxable Value	Value Savings	Assumed M&O Tax Rate	Taxes Before Value Limit	Taxes after Value Limit	Tax Savings @ Projected M&O Rate	Tax Credits for First Two Years Above Limit	Tax Benefit to Company Before Revenue Protection	School District Revenue Losses	Estimated Net Tax Benefits
Pre-Year 1	2016-17	\$352,338,000	\$352,338,000	\$0	\$1.040	\$3,664,315	\$3,664,315	\$0	\$0	\$0	\$0	\$0
1	2017-18	\$773,341,000	\$773,341,000	\$0	\$1.040	\$8,042,746	\$8,042,746	\$0	\$0	\$0	\$0	\$0
2	2018-19	\$1,218,244,000	\$1,218,244,000	\$0	\$1.040	\$12,669,738	\$12,669,738	\$0	\$0	\$0	\$0	\$0
3	2019-20	\$1,792,420,000	\$30,000,000	\$1,762,420,000	\$1.040	\$18,641,168	\$312,000	\$18,329,168	\$0	\$18,329,168	-\$10,499,916	\$7,829,252
4	2020-21	\$1,729,685,300	\$30,000,000	\$1,699,685,300	\$1.040	\$17,988,727	\$312,000	\$17,676,727	\$2,018,006	\$19,694,733	-\$3,948,877	\$15,745,857
5	2021-22	\$1,669,146,315	\$30,000,000	\$1,639,146,315	\$1.040	\$17,359,122	\$312,000	\$17,047,122	\$1,952,836	\$18,999,958	-\$753,525	\$18,246,433
6	2022-23	\$1,610,726,193	\$30,000,000	\$1,580,726,193	\$1.040	\$16,751,552	\$312,000	\$16,439,552	\$1,889,947	\$18,329,499	-\$760,250	\$17,569,249
7	2023-24	\$1,554,350,777	\$30,000,000	\$1,524,350,777	\$1.040	\$16,165,248	\$312,000	\$15,853,248	\$1,829,259	\$17,682,507	-\$534,748	\$17,147,759
8	2024-25	\$1,499,948,500	\$30,000,000	\$1,469,948,500	\$1.040	\$15,599,464	\$312,000	\$15,287,464	\$1,770,695	\$17,058,159	-\$339,293	\$16,718,866
9	2025-26	\$1,447,450,302	\$30,000,000	\$1,417,450,302	\$1.040	\$15,053,483	\$312,000	\$14,741,483	\$1,714,180	\$16,455,663	-\$1,224,227	\$15,231,436
10	2026-27	\$1,396,789,541	\$30,000,000	\$1,366,789,541	\$1.040	\$14,526,611	\$312,000	\$14,214,611	\$1,659,644	\$15,874,255	-\$630,978	\$15,243,277
11	2027-28	\$1,347,901,908	\$1,347,901,908	\$0	\$1.040	\$14,018,180	\$14,018,180	\$0	\$7,253,918	\$7,253,918	\$0	\$7,253,918
12	2028-29	\$1,300,725,341	\$1,300,725,341	\$0	\$1.040	\$13,527,544	\$13,527,544	\$0	\$0	\$0	\$0	\$0
13	2029-30	\$1,255,199,954	\$1,255,199,954	\$0	\$1.040	\$13,054,080	\$13,054,080	\$0	\$0	\$0	\$0	\$0
14	2030-31	\$1,211,267,955	\$1,211,267,955	\$0	\$1.040	\$12,597,187	\$12,597,187	\$0	\$0	\$0	\$0	\$0
15	2031-32	\$1,168,873,577	\$1,168,873,577	\$0	\$1.040	\$12,156,285	\$12,156,285	\$0	\$0	\$0	\$0	\$0
						\$221,815,450	\$92,226,074	\$129,589,376	\$20,088,484	\$149,677,860	-\$18,691,814	\$130,986,046
Tax Credit for Value Over Limit in First 2 Years								Year 1	Year 2	Max Credits		
								\$7,730,746	\$12,357,738	\$20,088,484		
								Credits Earned		\$20,088,484		
								Credits Paid		<u>\$20,088,484</u>		
								Excess Credits Unpaid		\$0		

***Note:** School District Revenue-Loss estimates are subject to change based on numerous factors, including legislative and Texas Education Agency administrative changes to school finance formulas, year-to-year appraisals of project values, and changes in school district tax rates. One of the most substantial changes to the school finance formulas related to Chapter 313 revenue-loss projections could be the treatment of Additional State Aid for Tax Reduction (ASATR). Legislative intent is to end ASATR in 2017-18 school year. Additional information on the assumptions used in preparing these estimates is provided in the narrative of this Report.