

Attachment A

Application

July 15th, 2013

Rankin ISD
Mr. Danny Davis
511 W. 12th Street
Rankin, TX 79778

RE: Application for Section 313 – Value Limitation Agreement

Atlas Pipeline Midcontinent Westtex, LLC is considering plans to build a 200mmscf/d gas processing plant inside Rankin ISD which will allow us the ability to process raw natural gas into useable products. The estimated investment for this project will be approximately \$90mm, with estimated completion in the 4th quarter of 2015.

The positive economic impact stretches beyond the investment by providing a number of jobs during the construction phase, and at least 10 full time local jobs once construction is complete.

Atlas Pipeline Midcontinent Westtex, LLC is committed to the growth and welfare of the community. We believe our investment in Upton County affirms our dedication to maintaining a considerable presence in the area.

Attached is our application for property tax limitation. We respectfully request this 10 year limitation under The Appraised Value Limitation on Qualified Property (Chapter 313 of the Texas Tax Code).

Please feel free to contact me if you have any questions. I can be reached via telephone 469-298-1594 or by email mfry@keatax.com.

Sincerely,

A handwritten signature in black ink, appearing to read "Mike Fry", with a stylized flourish at the end.

Mike Fry



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

7/17/13

First Name

Danny

Last Name

Davis

Title

Superintendent

School District Name

Rankin ISD

Street Address

511 W 12 St

Mailing Address

PO Box 90

City

Rakin

State

TX

ZIP

79778

Phone Number

432-693-2461

Fax Number

432-693-2552

Mobile Number (optional)

E-mail Address

ddavis@rankinisd.net

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

Will consultant be primary contact? ☒ Yes ☐ No



Application for Appraised Value Limitation on Qualified Property

SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized School District Consultant (If Applicable)

First Name

Kevin

Last Name

O'Hanlon

Title

Attorney

Firm Name

O'Hanlon, McCollom & Demerath, PC

Street Address

808 West Avenue

Mailing Address

808 West Avenue

City

Austin

State

Tx

ZIP

78701

Phone Number

512-494-9949

Fax Number

512-494-9919

Mobile Number (Optional)

E-mail Address

kohanlon@808west.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

8-9-2013

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

If yes, date determined complete. 8/15/13

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

will supplement

SCHOOL DISTRICT CHECKLIST AND REQUESTED ATTACHMENTS

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

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION

Authorized Business Representative (Applicant)

First Name

Jason

Last Name

Duncan

Title

Controller

Organization

Atlas Pipeline Midcontinent Westtex LLC

Street Address

110 W 7th, Suite 2300

Mailing Address

City

Tulsa

State

Oklahoma

ZIP

74119

Phone Number

(918) 574-3500

Fax Number

(918) 574-3987

Mobile Number (optional)

Business e-mail Address

jduncan@atlaspipeline.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

Robert W.

Last Name

Karlovich

Title

CFO and CAO

Organization

Atlas Pipeline Midcontinent Westtex LLC

Street Address

110 W 7th, Suite 2300

Mailing Address

City

Tulsa

State

Oklahoma

ZIP

74119

Phone Number

(918) 574-3500

Fax Number

918) 574-3987

Mobile Number (optional)

E-mail Address

rkarlovich@atlaspipeline.com

I authorize the consultant to provide and obtain information related to this application.....

☒ Yes☐ No

Will consultant be primary contact?

☒ Yes☐ No



Form 50-296

Application for Appraised Value Limitation on Qualified Property

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized Company Consultant (If Applicable)

First Name

Mike

Last Name

Fry

Title

Tax Agent

Firm Name

K E Andrews

Street Address

1900 Dalrock Road

Mailing Address

1900 Dalrock Road

City

Rowlett

State

Texas

ZIP

75088

Phone Number

469-298-1594

Fax Number

469-298-1619

Business email Address

mfry@keatax.com

I am the authorized representative for the business entity for the purpose of filing this application. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code. The information contained in this application is true and correct to the best of my knowledge and belief.

I hereby certify and affirm that the business entity I represent is in good standing under the laws of the state in which the business entity was organized and that no delinquent taxes are owed to the State of Texas.

Signature (Authorized Business Representative (Applicant))

Date

7/26/13

GIVEN under my hand and seal of office this 26th day of July, 2013

Notary Public, State of

M. K. Steele
Oklahoma

My commission expires

Aug. 14, 2013

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, §13.027(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 §13.027(i)? ☐ Yes ☒ No

BUSINESS APPLICANT INFORMATION

Legal Name under which application is made

Atlas Pipeline Midcontinent Westtexas LLC

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

1-42-1733107-4

NAICS code

325120

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

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

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 Liability Corporation

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

2. Is the applicant current on all tax payments due to the State of Texas? ☒ Yes ☐ No

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 ☒ NoWill any of the proposed qualified investment be leased under a capitalized lease? ☐ Yes ☒ NoWill any of the proposed qualified investment be leased under an operating lease? ☐ Yes ☒ NoAre you including property that is owned by a person other than the applicant? ☐ Yes ☒ NoWill 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

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

See Attachment

PROJECT CHARACTERISTICS (CHECK ALL THAT APPLY)

- | | | | |
|---|--|--|---|
| <input checked="" type="checkbox"/> New Jobs | <input checked="" type="checkbox"/> Construct New Facility | <input type="checkbox"/> New Business / Start-up | <input type="checkbox"/> Expand Existing Facility |
| <input type="checkbox"/> Relocation from Out-of-State | <input type="checkbox"/> Expansion | <input checked="" type="checkbox"/> Purchase Machinery & Equipment | |
| <input type="checkbox"/> Consolidation | <input type="checkbox"/> Relocation within Texas | | |

PROJECTED TIMELINE

Begin Construction April 2014 Begin Hiring New Employees June 2014

Construction Complete October 2015 Fully Operational October 2015

Purchase Machinery & Equipment December 2013

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

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

When do you anticipate the new buildings or improvements will be placed in service? October 2015

ECONOMIC INCENTIVES

Identify state programs the project will apply for:

State Source

Amount

N/A

N/A

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.)

Seeking abatement with Upton County with the following percentages through year 5 of the project.
 Year 1 - 100%, Year 2 - 80%, Year 3 - 60% Year 4 - 40%, Year 5 - 20%.

THE PROPERTYIdentify county or counties in which the proposed project will be located UptonCentral Appraisal District (CAD) that will be responsible for appraising the property UptonWill 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: Upton -100%

(Name and percent of project)

City: N/A

(Name and percent of project)

Hospital District: Rankin Hospital - 100%

(Name and percent of project)

Water District: Upton County WD - 100%

(Name and percent of project)

Other (describe): Upton Fire District - 100%

(Name and percent of project)

Other (describe): N/A

(Name and percent of project)

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

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

**INVESTMENT**

NOTE: The minimum amount of qualified investment required to qualify for an appraised value limitation and the minimum amount of appraised value limitation vary depending on whether the school district is classified as rural, and the taxable value of the property within the school district. For assistance in determining estimates of these minimums, access the Comptroller's Web site at www.window.state.tx.us/taxinfo/proptax/hb1200/values.html.

At the time of application, what is the estimated minimum qualified investment required for this school district? 10 Million

What is the amount of appraised value limitation for which you are applying? 10 Million

What is your total estimated *qualified* investment? 90 Million

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? November 2013

What is the anticipated date of the beginning of the qualifying time period? November 2013

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? 90 Million

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? November 2013

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

☒ Yes ☐ No

Will the project be on leased land?

☐ Yes ☒ No

QUALIFIED PROPERTY (CONTINUED)

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

1. Legal description of the land
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. 0 2013
(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)? 0

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

☐ First Quarter ☒ Second Quarter ☐ Third Quarter ☐ Fourth Quarter of 2013
(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?
82

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. N/A

Total number of new jobs that will have been created when fully operational 10

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? 8

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

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

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 \$1,441.00

110% of the county average weekly wage for manufacturing jobs in the county is Information not published

110% of the county average weekly wage for manufacturing jobs in the region is \$938.08

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? \$50,186.40

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? \$50,186.40

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

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

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

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

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

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

If yes, what percent? _____

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

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

See Attachment

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. May 2010): Investment

Applicant Name: Atlas Pipeline Midcontinent Westflex LLC
 ISD Name: Rankin ISD

Form 50-296


PROPERTY INVESTMENT AMOUNTS									
(Estimated investment in each year. Do not put cumulative totals.)									
	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 of building during this year	Column B: Building or permanent nonremovable component of building (annual amount only)	Column C: Sum of A and B Qualifying investment (during the qualifying time period)	Column D: Other investment that is not qualified investment but investment affecting economic impact and total value	Column E: Total Investment (A+B+D)		
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	Investment made before filing complete application with district (neither qualified property nor eligible to become qualified investment)								
	Investment made after filing complete application with district, but before final board approval of application (eligible to become qualified property)	2013-2014							
	Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period (qualified investment and eligible to become qualified property)	2013							
	Complete tax years of qualifying time period	1	2014-2015	2014	\$ 30,000,000.00	\$ 941,130	\$ 30,941,130.00		
		2	2015-2016	2015	\$ 54,058,870.00		\$ 54,058,870.00		
		3	2016-2017	2016					
		4	2017-2018	2017					
		5	2018-2019	2018					
		6	2019-2020	2019					
		7	2020-2021	2020					
		8	2021-2022	2021					
		9	2022-2023	2022					
		10	2023-2024	2023					
		11	2024-2025	2024					
		12	2025-2026	2025					
		13	2026-2027	2026					
		14	2027-2028	2027					
		15	2028-2029	2028					
Tax Credit Period (with 50% cap on credit)	Value Limitation Period								
	Continue to Maintain Viable Presence								
Credit Settle-Up Period	Post-Settle-Up Period								
	Post-Settle-Up Period								

Qualifying Time Period usually begins with the final board approval of the application and extends generally for the following two complete tax years.
 Column A: This represents the total dollar amount of planned investment in tangible personal property the applicant considers qualified investment - as defined in Tax Code §313.021(1)(A)-(D).
 For the purposes of investment, please list amount invested each year, not cumulative totals.

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).

Column D: For the years outside the qualifying time period, this number should simply represent the planned investment in new buildings or nonremovable components of buildings.
 Dollar value of other investment that may not be qualified investment but that may affect economic impact and total value for planning, construction and operation of the facility.
 The most significant example for many projects would be land. Other examples may be items such as 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.

 8/15/13
 SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE DATE

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

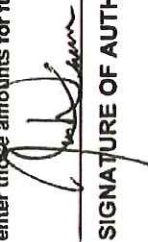
Form 50-296

Applicant Name
 ID Name
 Atlas Pipeline Midcontinent Westtex LLC
 Rankin ISD

	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"		Final taxable value for I&S - after all reductions	Final taxable value for M&C - after all reductions
	pre-year 1	2013-2014	2013						
Tax Credit Period (with 50% cap on credit)	Complete tax years of qualifying time period	1	2014-2015	2014	\$ -	\$ -	\$ -	\$ -	\$ -
		2	2015-2016	2015	\$ 941,130	\$ 29,058,870	\$ -	\$ 30,000,000	\$ 30,000,000
		3	2016-2017	2016	\$ 903,485	\$ 89,096,515	\$ -	\$ 90,000,000	\$ 10,000,000
		4	2017-2018	2017	\$ 858,311	\$ 84,641,689	\$ -	\$ 85,500,000	\$ 10,000,000
		5	2018-2019	2018	\$ 815,395	\$ 80,409,605	\$ -	\$ 81,225,000	\$ 10,000,000
		6	2019-2020	2019	\$ 774,625	\$ 76,389,125	\$ -	\$ 77,163,750	\$ 10,000,000
		7	2020-2021	2020	\$ 735,894	\$ 72,569,668	\$ -	\$ 73,305,563	\$ 10,000,000
		8	2021-2022	2021	\$ 699,099	\$ 68,941,185	\$ -	\$ 69,640,284	\$ 10,000,000
		9	2022-2023	2022	\$ 664,144	\$ 65,494,126	\$ -	\$ 66,158,270	\$ 10,000,000
		10	2023-2024	2023	\$ 630,937	\$ 62,219,420	\$ -	\$ 62,850,357	\$ 10,000,000
		11	2024-2025	2024	\$ 599,390	\$ 59,108,449	\$ -	\$ 59,707,839	\$ 59,707,839
		12	2025-2026	2025	\$ 569,421	\$ 56,153,026	\$ -	\$ 56,722,447	\$ 56,722,447
		13	2026-2027	2026	\$ 540,950	\$ 53,345,375	\$ -	\$ 53,886,325	\$ 53,886,325
		14	2027-2028	2027	\$ 513,902	\$ 50,678,106	\$ -	\$ 51,192,008	\$ 51,192,008
		15	2028-2029	2028	\$ 488,207	\$ 48,144,201	\$ -	\$ 48,632,408	\$ 48,632,408

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

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



SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

8/15/13

DATE

Schedule C- Application: Employment Information

Applicant Name Atlas Pipeline Midcontinent Westtex LLC
ISD Name Rankin 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)	Column B: Average annual wage rates for construction workers	Column C: Number of new jobs applicant commits to create (cumulative)	Column D: Average annual wage rate for all new jobs.	Column E: Number of qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Column F: Average annual wage of qualifying jobs
	pre- year 1	2013-2014	2013	75 FTE	\$ 50,186.40	0	\$ -	0	\$ -
	1	2014-2015	2014	75 FTE	\$ 50,186.40	10	\$ 50,186.40	8	\$ 50,186.40
	2	2015-2016	2015			10	\$ 50,186.40	8	\$ 50,186.40
	3	2016-2017	2016			10	\$ 50,186.40	8	\$ 50,186.40
	4	2017-2018	2017			10	\$ 50,186.40	8	\$ 50,186.40
	5	2018-2019	2018			10	\$ 50,186.40	8	\$ 50,186.40
	6	2019-2020	2019			10	\$ 50,186.40	8	\$ 50,186.40
	7	2020-2021	2020			10	\$ 50,186.40	8	\$ 50,186.40
	8	2021-2022	2021			10	\$ 50,186.40	8	\$ 50,186.40
	9	2022-2023	2022			10	\$ 50,186.40	8	\$ 50,186.40
	10	2023-2024	2023			10	\$ 50,186.40	8	\$ 50,186.40
	11	2024-2025	2024			10	\$ 50,186.40	8	\$ 50,186.40
	12	2025-2026	2025			10	\$ 50,186.40	8	\$ 50,186.40
	13	2026-2027	2026			10	\$ 50,186.40	8	\$ 50,186.40
	14	2027-2028	2027			10	\$ 50,186.40	8	\$ 50,186.40
	15	2028-2029	2028			10	\$ 50,186.40	8	\$ 50,186.40
Tax Credit Period (with 50% cap on credit)	Complete tax years of qualifying time period								
Credit Settle-Up Period	Continue to Maintain Viable Presence								
Post- Settle-Up Period	Post- Settle-Up Period								

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

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


SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

8/15/13
DATE

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

Applicant Name

Atlas Pipeline Midcontinent Westtexas LLC

ISD Name

Rankin ISD

Form 50-296

Sales Tax Information					Other Property Tax Abatements Sought				
Sales Taxable Expenditures					Franchise Tax	County	City	Hospital	Other
					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
Year	School Year (YYYY-YYYY)	Tax/ Calendar Year YYYY							
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	2013-2014	2013		\$ 5,000,000	\$ 62,500				
	1 2014-2015	2014	Complete tax years of qualifying time period	\$ 30,941,130	\$ 433,000	100			
	2 2015-2016	2015		\$ 54,058,870	\$ 500,000	80			
	3 2016-2017	2016		\$ -	\$ -	60			
	4 2017-2018	2017		\$ -	\$ -	40			
	5 2018-2019	2018		\$ -	\$ -	20			
Tax Credit Period (with 50% cap on credit)	6 2019-2020	2019	Value Limitation Period	\$ -	\$ -				
	7 2020-2021	2020		\$ -	\$ -				
	8 2021-2022	2021		\$ -	\$ -				
	9 2022-2023	2022		\$ -	\$ -				
	10 2023-2024	2023		\$ -	\$ -				
Credit Settle- Up Period	11 2024-2025	2024	Continue to Maintain Viable Presence	\$ -	\$ -				
	12 2025-2026	2025		\$ -	\$ -				
	13 2026-2027	2026		\$ -	\$ -				
Post-Settle-Up Period	14 2027-2028	2027		\$ -	\$ -				
Post-Settle-Up Period	15 2028-2029	2028		\$ -	\$ -				

*For planning construction and operation of the facility.

8/15/13

DATE

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

Attachment

A

Certification pages by Authorized Business Representative



Form 50-296

Application for Appraised Value Limitation on Qualified Property

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized Company Consultant (If Applicable)

First Name

Mike

Last Name

Fry

Title

Tax Agent

Firm Name

K E Andrews

Street Address

1900 Dalrock Road

Mailing Address

1900 Dalrock Road

City

Rowlett

State

Texas

ZIP

75088

Phone Number

469-298-1594

Fax Number

469-298-1619

Business email Address

mfry@keatax.com

I am the authorized representative for the business entity for the purpose of filing this application. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code. The information contained in this application is true and correct to the best of my knowledge and belief.

I hereby certify and affirm that the business entity I represent is in good standing under the laws of the state in which the business entity was organized and that no delinquent taxes are owed to the State of Texas.

Signature (Authorized Business Representative (Applicant))

Date

7/26/13

GIVEN under my hand and seal of office this 26th day of July, 2013

M. K. Steele
Notary Public, State of Oklahoma

My commission expires Aug. 14, 2013

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.

Attachment

B

Proof of Payment of Application Fee

Proof of payment of filing fee received by the
Comptroller of Public Accounts per TAC Rule
§9.1054 (b)(5)

*(Page Inserted by Office of Texas Comptroller of Public
Accounts)*

Attachment

C

Documentation of Combined Group Membership

Documentation of Combined Group Membership

Atlas Pipeline Midcontinent Westtex LLC is the filing entity for the APL combined group that files the Texas Margin/Franchise Tax return on an annual basis. See attached extension filed which includes the Report Year 2013 (accounting year 2012) estimated liability of \$433k along with a listing of all the companies included in the combined report. The attached is based on companies owned as of 12/31/12.

795423280761

TX2013 05-104

Ver. 4.1

(Rev. 9-11/06)

Texas Franchise Tax Extension Request

Tcode 13258 ANNUAL

Taxpayer number

Report year

Due date

14217331074

2013

08/15/2013

Taxpayer name ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC					Secretary of State file number or Comptroller file number 0800858817	
Mailing address 110 WEST 7TH STREET, SUITE 2300						
City TULSA	State OK	Country USA	ZIP Code 74119	Plus 4	Check box if the address has changed <input type="checkbox"/>	
Check box if this is a combined report <input checked="" type="checkbox"/>						

1. Check this box if you will be using your 2008 Temporary Credit for Business Loss

Carryforward for the report year for which you are requesting this extension (see instructions)

1. ☐

2. Check this box if you will begin using your 1992 Temporary Credit for the report year

for which you are requesting this extension (see instructions)


2. ☐

3. Extension payment (Dollars and cents)

3. ☐

433596.93

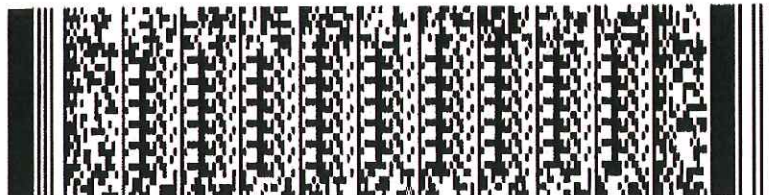
If this extension is for a combined group, you must also complete and submit Form 05-165. Note to mandatory Electronic Fund Transfer (EFT) payers: When requesting a second extension do not submit an Affiliate List Form 05-165.

Print or type name		Area code and phone number
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	

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.

Taxpayers who paid \$10,000 or more during the preceding fiscal year (Sept. 1 thru Aug. 31) are required to electronically pay their franchise tax. For more information visit www.window.state.tx.us/webfile/req_franchise.html.

Texas Comptroller Official Use Only



VE/DE					
PM Date					



1019

Texas Franchise Tax Extension Affiliate List

Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

14217331074

2013

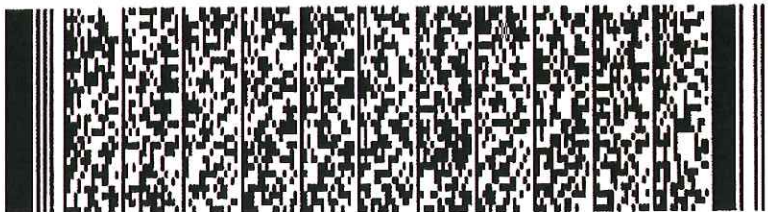
ATLAS PIPELINE MID-CONTINENT WESTTEX,

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. ATLAS PIPELINE MID-CONTINENT, LLC	■ 13714929802	■ <input type="checkbox"/>
2. ATLAS CHANEY DELL, LLC	■ 421733101	■ <input checked="" type="checkbox"/>
3. ATLAS PIPELINE MID-CONTINENT WESTOK, LLC	■ 421733110	■ <input checked="" type="checkbox"/>
4. ATLAS MIDKIFF, LLC	■ 421733099	■ <input checked="" type="checkbox"/>
5. NOARK ENERGY SERVICES, LLC	■ 731551901	■ <input checked="" type="checkbox"/>
6. SETTING SUN PIPELINE CORPORATION	■ 17600003291	■ <input type="checkbox"/>
7. SLIDER WESTOK GATHERING LLC	■ 263063706	■ <input checked="" type="checkbox"/>
8. VELMA INTRASTATE GAS TRANSMISSION COMPANY LLC	■ 262877615	■ <input checked="" type="checkbox"/>
9. ATLAS PIPELINE NGL HOLDINGS II, LLC	■ 32044175597	■ <input type="checkbox"/>
10. ATLAS PIPELINE NGL HOLDINGS, LLC	■ 800710914	■ <input checked="" type="checkbox"/>
11. ATLAS PIPELINE MID-CONTINENT HOLDINGS LLC	■ 455528668	■ <input checked="" type="checkbox"/>
12. APL ARKOMA HOLDINGS, LLC	■ 900918336	■ <input checked="" type="checkbox"/>
13. APL ARKOMA, INC	■ 273684911	■ <input checked="" type="checkbox"/>
14. APL ARKOMA MIDSTREAM, LLC	■ 273677594	■ <input checked="" type="checkbox"/>
15. APL BARNETT, LLC	■ 452561587	■ <input checked="" type="checkbox"/>
16. APL GAS TREATING, LLC	■ 32040328208	■ <input type="checkbox"/>
17. CENTRAHOMA PROCESSING LLC	■ 261896466	■ <input checked="" type="checkbox"/>
18. PECOS PIPELINE LLC	■ 32038285220	■ <input type="checkbox"/>
19. TESUQUE PIPELINE LLC	■ 32040255062	■ <input type="checkbox"/>
20. VELMA GAS PROCESSING COMPANY LLC	■ 451543387	■ <input checked="" 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"/>
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Attachment

D

Detailed Description of Project

DETAILED PROJECT DESCRIPTION OF QUALIFIED INVESTMENT
RANKIN SCHOOL DISTRICT

Proposed Project Description

Atlas Pipeline Midcontinent Westtex LLC proposes to build a new 200 mmscf/d Gas Processing Plant in Reeves County, Texas. This project will also be located within the Rankin Hospital, Fire and Water District.

Edwards Gas Processing Plant

The Edwards plant will include the installation of a refrigerated cryogenic gas plant. When completed, the Edwards Gas Processing Plant will be designed to process 200mmcf/d of gas and will include the following components, providing long-term processing, compression and residue gas takeaway:

- Pressure Vessels
- Towers
- Heat Exchangers
- Air Coolers
- Expander – Compressor
- Pumps
- Compression
- Miscellaneous Equipment

Ability to locate or relocate:

Atlas Pipeline Midcontinent Westtex LLC currently operates and is expanding with hundreds of miles of gathering lines in multiple counties. They allocate capital investment to projects and locations that create the best economic return. The existence of a limitation on tax value is a significant factor in calculating the economic return and allocation of reserves to the project. However, Atlas Pipeline Midcontinent Westtex LLC could redirect its expenditures to build the plant in the following counties mentioned below:

Crane County – Texas
Midland County – Texas
Reagan County – Texas

Oklahoma
New Mexico

Attachment

E

District Allocation of Project

District Allocation:

**Atlas Pipeline Midcontinent Westtex LLC, Edwards Plant is located 100% in Upton County and Rankin
ISD.**

Attachment

F

Description of Qualified Investment

DETAILED PROJECT DESCRIPTION OF QUALIFIED INVESTMENT
RANKIN SCHOOL DISTRICT

Proposed Project Description

Atlas Pipeline Midcontinent Westtex LLC proposes to build a new 200 mmscf/d Gas Processing Plant in Reeves County, Texas. This project will also be located within the Rankin Hospital, Fire and Water District.

Edwards Gas Processing Plant

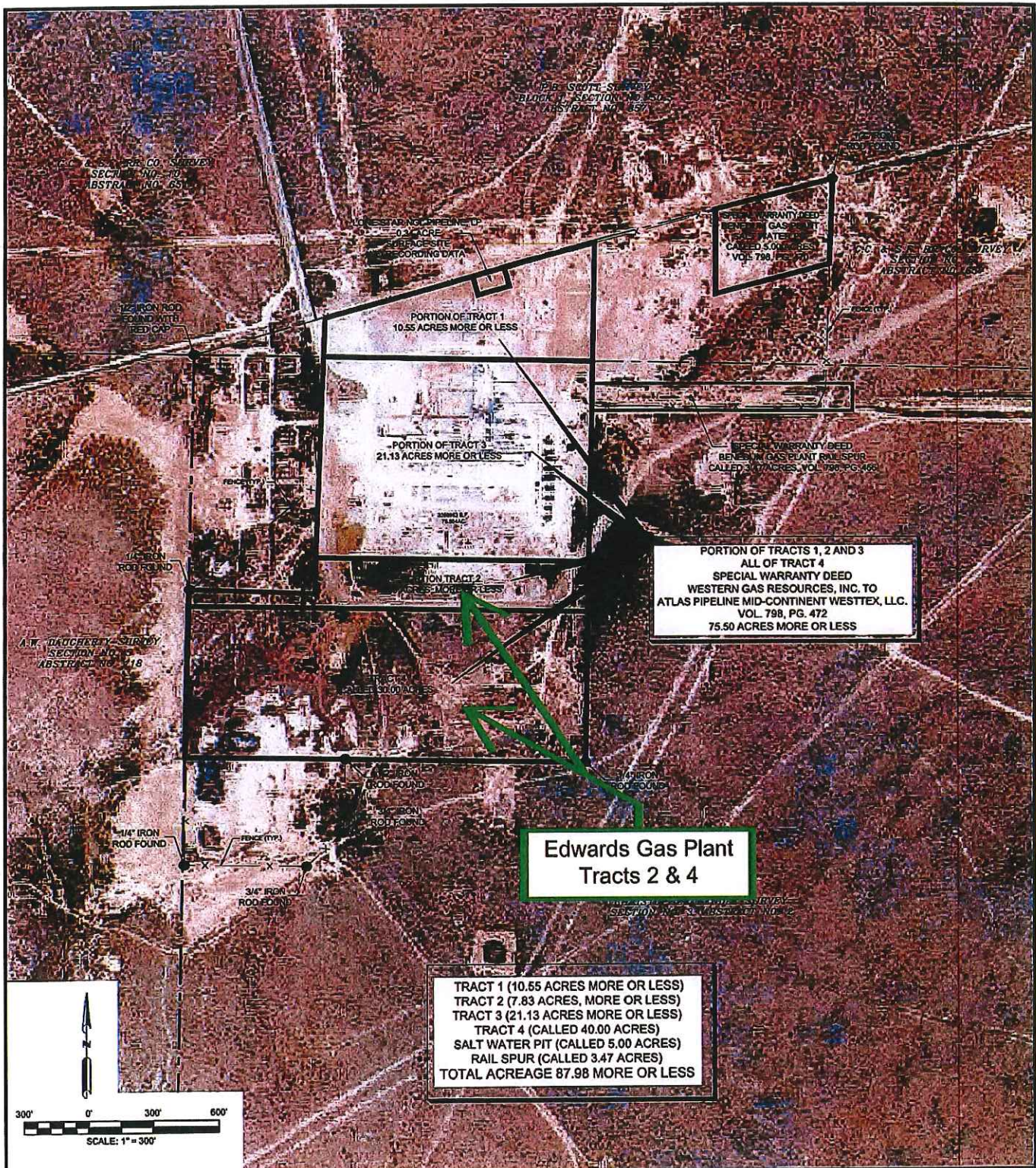
The Edwards plant will include the installation of a refrigerated cryogenic gas plant. When completed, the Edwards Gas Processing Plant will be designed to process 200mmcf/d of gas and will include the following components, providing long-term processing, compression and residue gas takeaway:

- Pressure Vessels
- Towers
- Heat Exchangers
- Air Coolers
- Expander – Compressor
- Pumps
- Compression
- Miscellaneous Equipment

Attachment

G

Map of Qualified Investment



REV.	DATE	BY	DESCRIPTION	CHK.

PROJECT NO. 1305007

TRANSGLOBAL
8205 Camp Bowie West, Suite 204
Fort Worth, Texas 76116
(817) 386-0202 • Fax (817) 324-3377

AtlasPipeline

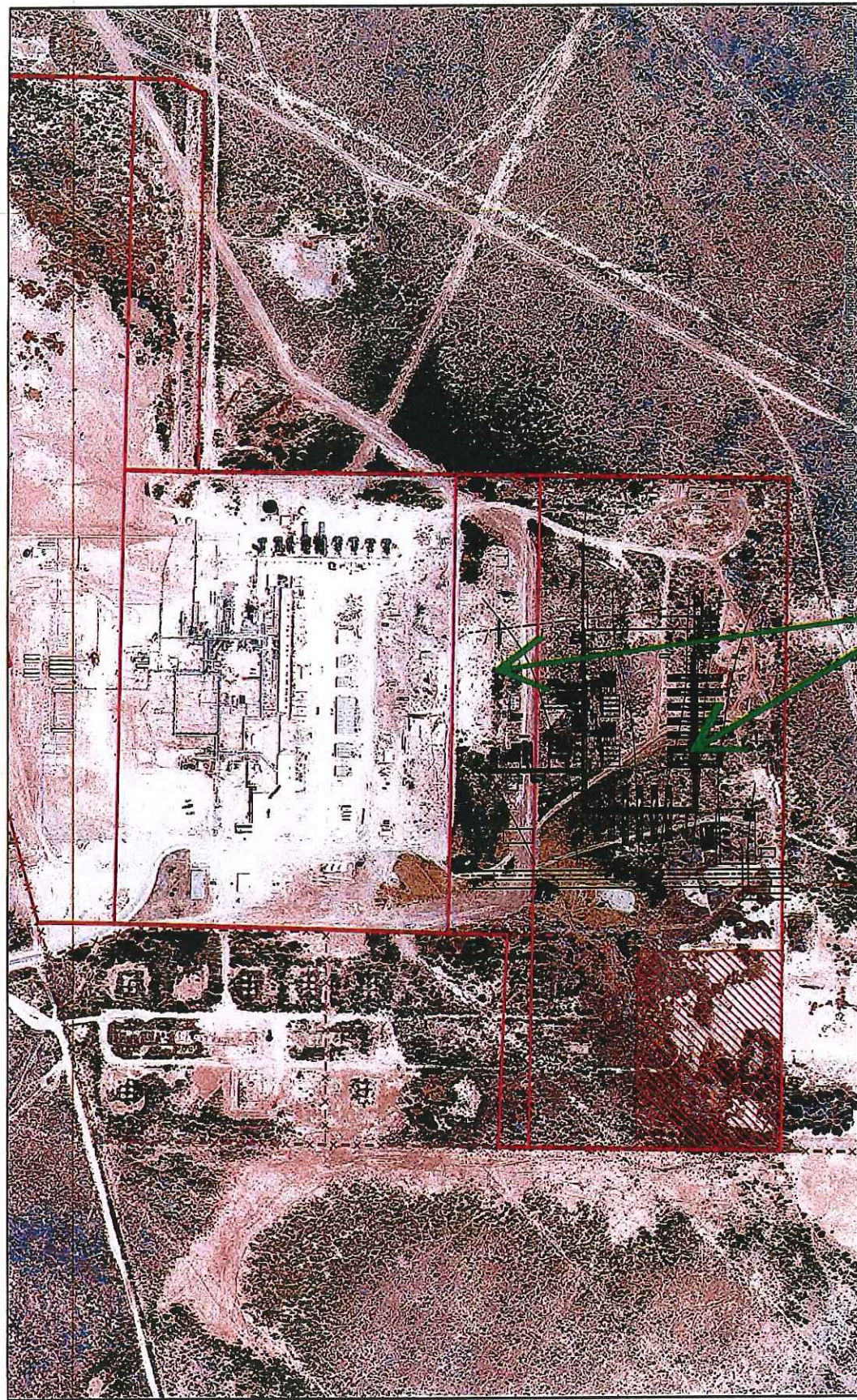
EXHIBIT

ATLAS BENEDEM FEE OWNED PROPERTY

Located in the
CHRISTOPHER BIDDLE SURVEY, SECTION NO. 3, ABSTRACT NO. 2
and the G.C. & S.F. RA. CO. SURVEY, SECTION NO. 8, ABSTRACT NO. 837
Upton County, Texas

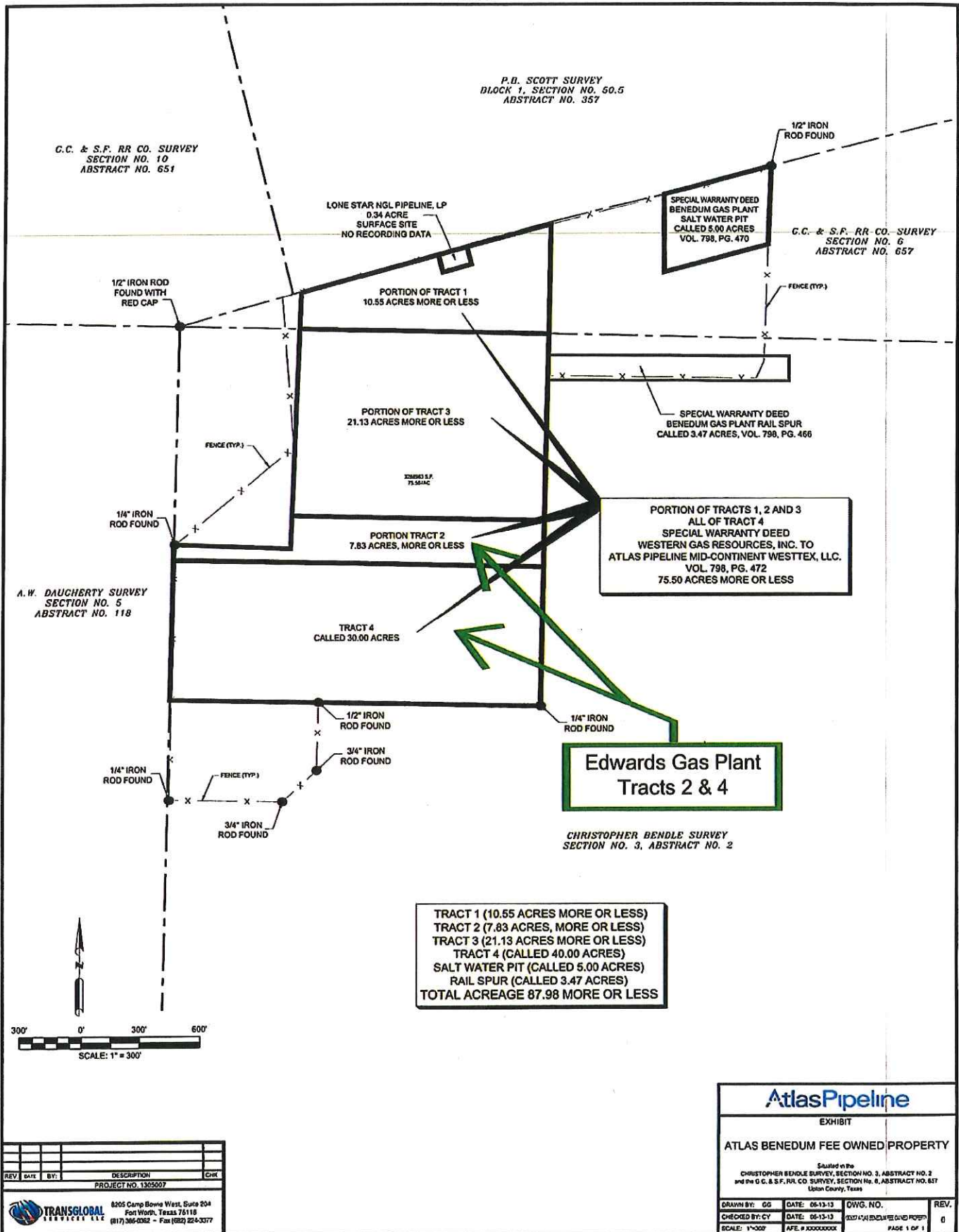
DRAWN BY: GG	DATE: 06-13-13	DWG. NO.	REV.
CHECKED BY: CV	DATE: 06-13-13	0317 ATLAS BENEDEM FEE OWNED PROPERTY	0
SCALE: 1"=300'	AFE # 300000000	PAGE 1 OF 1	

EDWARD GAS PLANT



Edwards Gas Plant
Tract 2 & 4

EXHIBIT

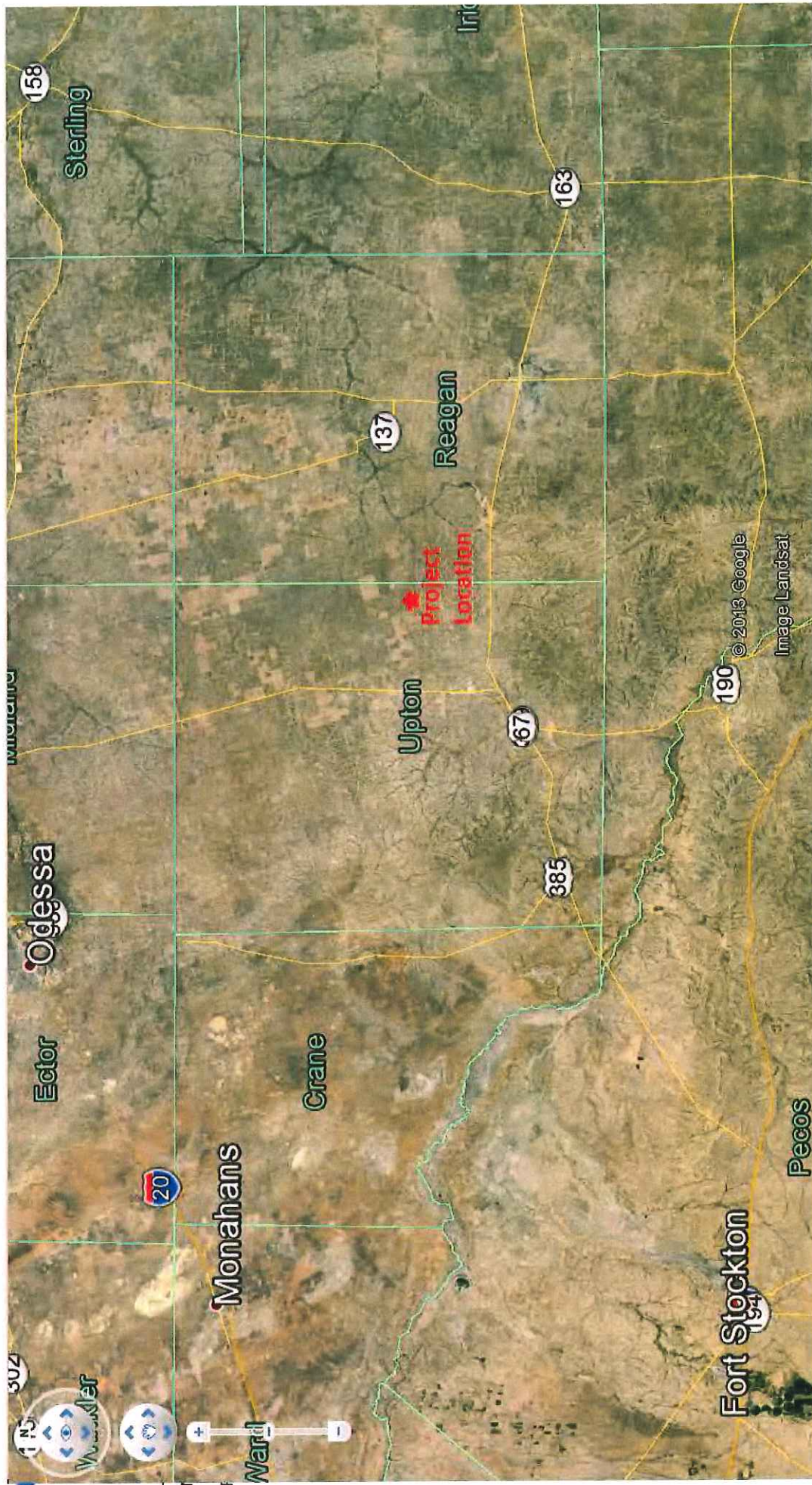




Google earth

miles 7
km 10





VICINITY MAP

Report a problem - Maps Labs - Help
Google Maps - ©2013 Google - Terms of Use - Privacy

Done

SPECIAL WARRANTY DEED

00143311

KNOW ALL MEN BY THESE PRESENTS THAT:

FOR VALUABLE CONSIDERATION OF TEN DOLLARS (\$10.00), and other good and valuable consideration, cash in hand paid, the receipt of and sufficiency of which is hereby acknowledged, **WESTERN GAS RESOURCES, INC.**, a Corporation organized under the laws of the state of Delaware having an address of 1099 18th Street, Denver, CO 80202, hereinafter referred to as "Grantor", does hereby grant, convey, and warrant unto **ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC.**, a Limited Liability Company organized under the laws of the state of Delaware having an address of 1437 South Boulder Avenue, Suite 1500, Tulsa, OK 74119, hereinafter referred to as "Grantee", for the following lands and property together with all improvements located thereon, lying in the County of Upton, State of Texas to-wit:

TRACT 1: That part of the East portion of Section 6, W. H. Dickson Survey, contained between the South line of Lot 3, Block 50 ½ P. B. Scott Survey, and the North line of Section 3, Chris Bendle Survey, containing 12.87 acres, more or less, and bounded on the East side by an extension Northward of a line marking the East line of the West 1/4 of Section 3, C. Bendle Survey.

TRACT 2: The South 10 acres of the North 50 acres of the West 320 acres of Section 3, C. Bendle Survey, Abstract 936, Certificate 2438.

TRACT 3: The North 40 acres of the West 320 acres of Section 3, C. Bendle Survey, Abstract 936, Certificate 2438, Less and except 3.47 acres, more particularly described as follows:

A tract of land situated in the north half (N/2) of Survey No. 3, Certificate No. 2438, Abstract No. 936, C. Bendle, Original Grantee, near Rankin, in Upton County, State of Texas, being more particularly described as follows: Beginning at the point of intersection of the east line of the North forty (40) acres of the West three hundred twenty (320) acres of said Survey No. 3 and a line parallel with and fifty (50) feet northerly from, measured at right angles to, the center line of spur tract No. 7 of Kansas City, Mexico and Orient Railway Company of Texas (as same is now located and constructed) to plant formerly of Texas Natural Gasoline Corporation, said point of intersection being one hundred four and five tenths (104.5) feet south of the northeast corner of the North forty (40) acres of the West three hundred twenty (320) acres of said Survey No. 3 and assuming for the purpose of this description that said spur track center line has a bearing of North eighty-nine (89)

degrees forty (40) minutes West; thence South eighty-nine (89)^{00.143322} degrees forty (40) minutes East parallel with said spur track center line a distance of one thousand two hundred ten (1210) feet; thence South zero (0) degrees twenty (20) minutes West at right angles to last described course a distance of one hundred twenty-five (125) feet to a point seventy-five (75) feet southerly from, measured at right angles to, said spur track center line; thence North eighty-nine (89) degrees forty (40) minutes West parallel with said spur track center line a distance of one thousand two hundred ten (1210) feet to point of intersection with the east line of the North forty (40) acres of the West three hundred twenty (320) acres of said Survey No. 3; thence North zero (0) degrees six (6) minutes West along said east line a distance of one hundred twenty-five (125) feet, more or less, to the point of beginning, containing an area of three and forty-seven hundredths (3.47) acres, more or less.

TRACT 4: A tract of land described as follows: Starting at a point in the West line of Section 3, Chris Bendle Survey, Upton County, Texas, 1166.726 feet South 2° 11' 21" West of the Northwest corner of Section 3 of the Chris Bendle Survey; thence 700.036 feet South 2° 11' 21" West along the West line of the section; thence South 87° 48' 39" East 1866.762 feet parallel to the North line of the section; thence North 2° 11' 21" East 700.036 feet parallel to the West line of the section; thence North 87° 48' 39" West 1866.762 feet to the point of beginning, and containing 30 acres, more or less;

GRANTOR excepts from the terms of this conveyance a tract of land containing 16.45 acres, more or less, out of the property described above, which 16.45 acres is described as follows:

BEGINNING at a stake set in a North & South fence for the Northwest corner of Survey 3, C. Bendle, and the Northwest corner of this survey; Thence S. 2° 11' 21" W. along the fence 1089' to a stake set in said fence and in the West line of Survey 3, C. Bendle for the Southwest corner of this survey; Thence S. 87° 48' 39" E. 590' to a stake set in the East fence line of the Slick-Urschel Oil Company tank battery area for the Southeast corner of this survey; Thence N. 2° 11' 21" E. along the fence line 1293' to a stake for the Northeast corner of this survey; Thence S. 76° 28' 54" W. along the North line of Survey 6, GC&SF, 753.5' to a stake at the West corner of Survey 6, GC&SF, for a corner of this survey; Thence S. 87° 48' 39" E. 130.6' to the place of beginning; - which said tract was formerly owned by Slick-Urschel Oil Company.

(This instrument conveys surface rights only.)

SUBJECT to all easements, rights-of-way, protective covenants, water reservations and mineral reservations of record, if any.

TO HAVE AND TO HOLD same unto Grantee, and unto Grantee's assigns forever, with all appurtenances thereunto belonging.

GRANTOR does for Grantor and Grantor's personal representatives, executors and assigns forever hereby covenant GRANTEE that Grantor is lawfully seized in fee simple of said premises; that the premises are free from all encumbrances; unless otherwise noted above; that Grantor has a good right to sell the same as aforesaid; and agrees to warrant and defend against all claims arising by, through and under Grantor, and not otherwise.

IN WITNESS WHEREOF, this deed was executed by the undersigned on the day and year referenced below, but effective as of 7:00 a.m., local time, where the Assets are located, on July 1, 2007.

Grantor: **WESTERN GAS RESOURCES, INC.**

By: _____ ⁵⁴ _{gme}

Name: Rob G. Reasoner

Title: Attorney-In-Fact

Date: _____

Grantee: **ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC**

By: _____

Name: David Hall

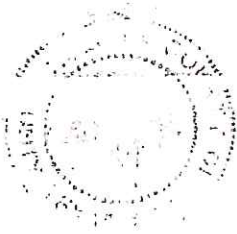
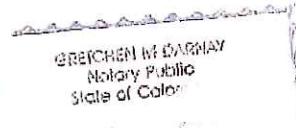
Title: Executive Vice President

Date: 2-8-08

STATE OF COLORADO)
) ss
COUNTY OF DENVER)

The above instrument was acknowledged before me on the 3rd day of October, 2007, by Rob G. Reasoner the Attorney-In-Fact of Western Gas Resources, Inc.
Witness my hand and official Seal.

Notary Public: Gretchen M. Dumay
My Commission Expires: 9/11/2011



Honorable Ma Honorable State
County Clerk
Union County
man

STATE OF TEXAS, COUNTY OF DALLAS
I hereby certify that this
instrument was filed on
the date and time stamped
hereon by me and was duly
recorded in the volume
and page of the Official Public
Records of Union County
as stamped hereon by me.
Feb 28, 2008

Filed for Record in:
Union County
On Feb 28, 2008 at 11:18h
AS A
RECORD
Document Number: 00153711
Amount: 24.00
Receipt Number: 26281
By: Janet Lindner

Attachment

H

Description of Qualified Property

DETAILED PROJECT DESCRIPTION OF QUALIFIED INVESTMENT
RANKIN SCHOOL DISTRICT

Proposed Project Description

Atlas Pipeline Midcontinent Westtex LLC proposes to build a new 200 mmscf/d Gas Processing Plant in Reeves County, Texas. This project will also be located within the Rankin Hospital, Fire and Water District.

Edwards Gas Processing Plant

The Edwards plant will include the installation of a refrigerated cryogenic gas plant. When completed, the Edwards Gas Processing Plant will be designed to process 200mmcf/d of gas and will include the following components, providing long-term processing, compression and residue gas takeaway:

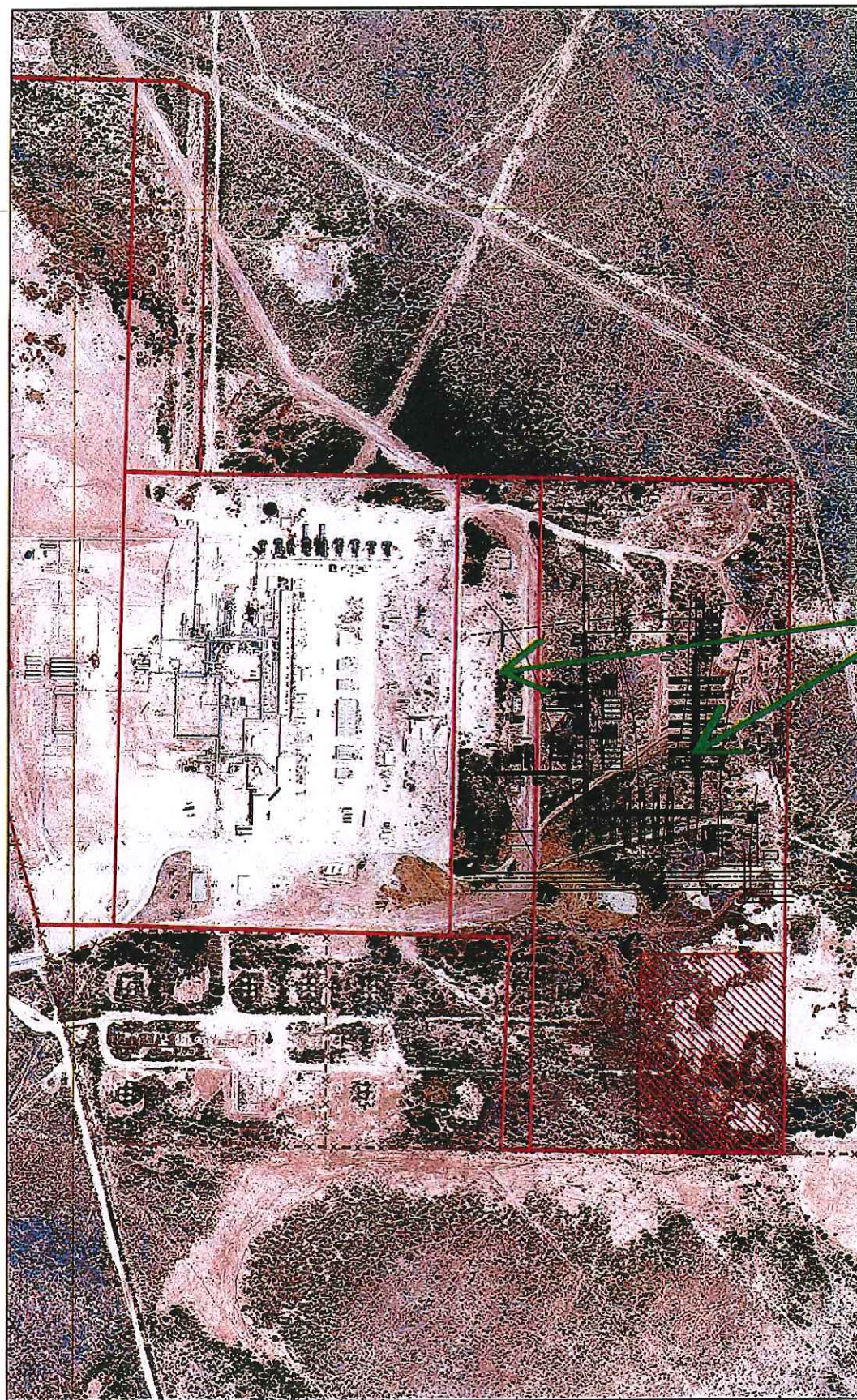
- Pressure Vessels
- Towers
- Heat Exchangers
- Air Coolers
- Expander – Compressor
- Pumps
- Compression
- Miscellaneous Equipment

Attachment

I

Map of Qualified Property

EDWARD GAS PLANT



Edwards Gas Plant
Tract 2 & 4

TRACT 1 (10.55 ACRES MORE OR LESS)
TRACT 2 (7.83 ACRES, MORE OR LESS)
TRACT 3 (21.13 ACRES MORE OR LESS)
TRACT 4 (CALLED 40.00 ACRES)
SALT WATER PIT (CALLED 5.00 ACRES)
RAIL SPUR (CALLED 3.47 ACRES)
TOTAL ACREAGE 87.98 MORE OR LESS

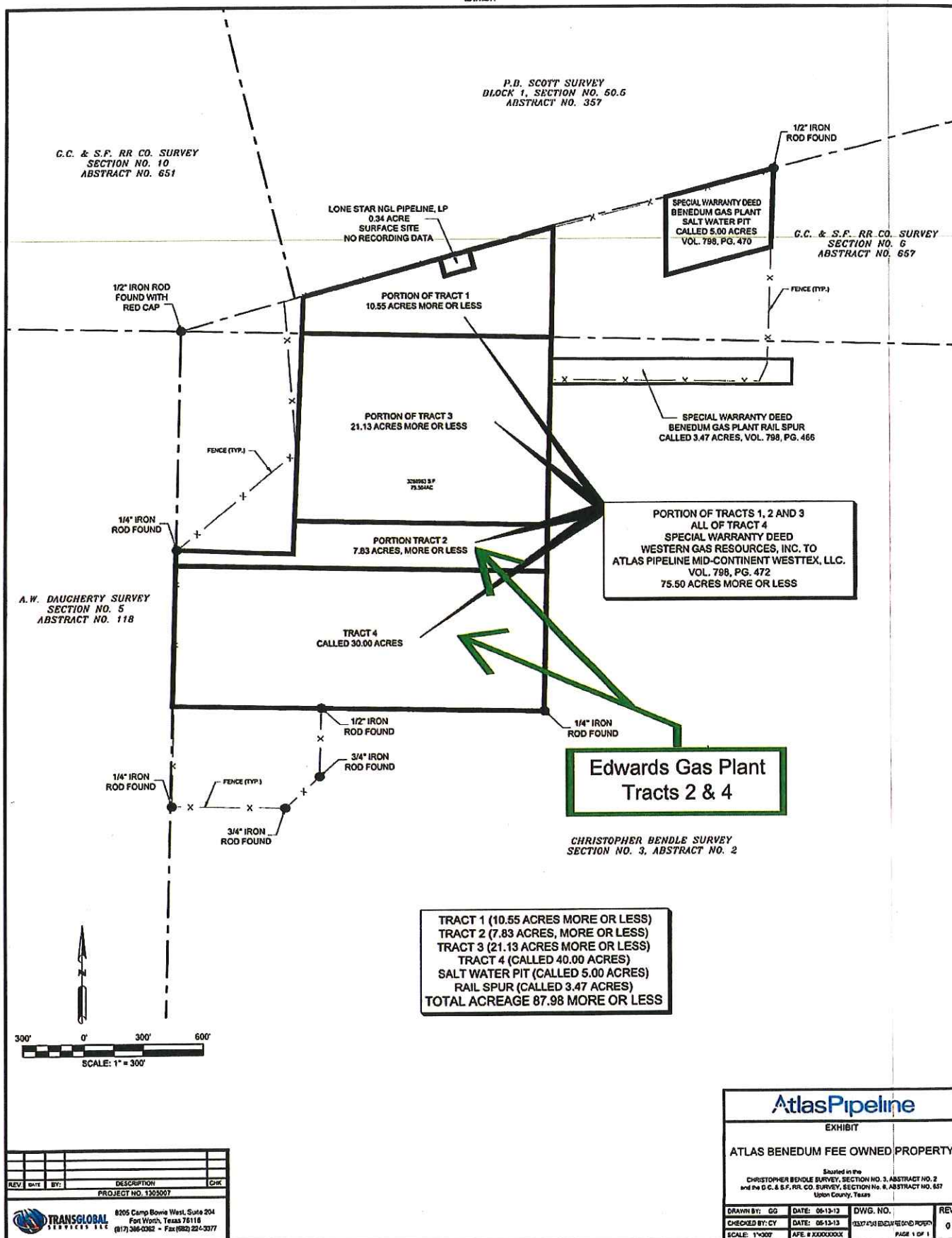
DRAWN BY: GG	DATE: 06-13-13	DWG. NO.	REV
CHECKED BY: CY	DATE: 06-13-13	CONFIRM SCHEDULED WORK	0
SCALE: 1"=100'	APP. # 0000000000	PAGE 1 OF 1	

REV.	DATE	BY:	DESCRIPTION		CHK
PROJECT NO. 1305007					



8205 Camp Bowie West, Suite 204
Fort Worth, Texas 76116
(817) 386-0362 • Fax (817) 224-3377

EXHIBIT





Google earth

miles 7
km 10



SPECIAL WARRANTY DEED

00143311

KNOW ALL MEN BY THESE PRESENTS THAT:

FOR VALUABLE CONSIDERATION OF TEN DOLLARS (\$10.00), and other good and valuable consideration, cash in hand paid, the receipt of and sufficiency of which is hereby acknowledged, **WESTERN GAS RESOURCES, INC.**, a Corporation organized under the laws of the state of Delaware having an address of 1099 18th Street, Denver, CO 80202, hereinafter referred to as "Grantor", does hereby grant, convey, and warrant unto **ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC.**, a Limited Liability Company organized under the laws of the state of Delaware having an address of 1437 South Boulder Avenue, Suite 1500, Tulsa, OK 74119, hereinafter referred to as "Grantee", for the following lands and property together with all improvements located thereon, lying in the County of Upton, State of Texas to-wit:

TRACT 1: That part of the East portion of Section 6, W. H. Dickson Survey, contained between the South line of Lot 3, Block 50 ½ P. B. Scott Survey, and the North line of Section 3, Chris Bendle Survey, containing 12.87 acres, more or less, and bounded on the East side by an extension Northward of a line marking the East line of the West 1/4 of Section 3, C. Bendle Survey.

TRACT 2: The South 10 acres of the North 50 acres of the West 320 acres of Section 3, C. Bendle Survey, Abstract 936, Certificate 2438.

TRACT 3: The North 40 acres of the West 320 acres of Section 3, C. Bendle Survey, Abstract 936, Certificate 2438, Less and except 3.47 acres, more particularly described as follows:

A tract of land situated in the north half (N/2) of Survey No.3, Certificate No. 2438, Abstract No. 936, C. Bendle, Original Grantee, near Rankin, in Upton County, State of Texas, being more particularly described as follows: Beginning at the point of intersection of the east line of the North forty (40) acres of the West three hundred twenty (320) acres of said Survey No. 3 and a line parallel with and fifty (50) feet northerly from, measured at right angles to, the center line of spur tract No. 7 of Kansas City, Mexico and Orient Railway Company of Texas (as same is now located and constructed) to plant formerly of Texas Natural Gasoline Corporation, said point of intersection being one hundred four and five tenths (104.5) feet south of the northeast corner of the North forty (40) acres of the West three hundred twenty (320) acres of said Survey No. 3 and assuming for the purpose of this description that said spur track center line has a bearing of North eighty-nine (89)

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TRACT 4: A tract of land described as follows: Starting at a point in the West line of Section 3, Chris Bendle Survey, Upton County, Texas, 1166.726 feet South 2° 11' 21" West of the Northwest corner of Section 3 of the Chris Bendle Survey; thence 700.036 feet South 2° 11' 21" West along the West line of the section; thence South 87° 48' 39" East 1866.762 feet parallel to the North line of the section; thence North 2° 11' 21" East 700.036 feet parallel to the West line of the section; thence North 87° 48' 39" West 1866.762 feet to the point of beginning, and containing 30 acres, more or less;

GRANTOR excepts from the terms of this conveyance a tract of land containing 16.45 acres, more or less, out of the property described above, which 16.45 acres is described as follows:

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(This instrument conveys surface rights only.)

SUBJECT to all easements, rights-of-way, protective covenants, water reservations and mineral reservations of record, if any.

TO HAVE AND TO HOLD same unto Grantee, and unto Grantee's assigns forever, with all appurtenances thereunto belonging.

GRANTOR does for Grantor and Grantor's personal representatives, executors and assigns forever hereby covenant GRANTEE that Grantor is lawfully seized in fee simple of said premises; that the premises are free from all encumbrances; unless otherwise noted above; that Grantor has a good right to sell the same as aforesaid; and agrees to warrant and defend against all claims arising by, through and under Grantor, and not otherwise.

IN WITNESS WHEREOF, this deed was executed by the undersigned on the day and year referenced below, but effective as of 7:00 a.m., local time, where the Assets are located, on July 1, 2007.

Grantor: **WESTERN GAS RESOURCES, INC.**

By: _____

SH
gme.

Name: Rob G. Reasoner

Title: Attorney-In-Fact

Date: _____

Grantee: **ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC**

By: _____

Name: David Hall

Title: Executive Vice President

Date: 2-8-08

STATE OF COLORADO)
) ss
COUNTY OF DENVER)

The above instrument was acknowledged before me on the 3rd day of October, 2007, by Rob G. Reasoner the Attorney-In-Fact of Western Gas Resources, Inc.
Witness my hand and official Seal.

Notary Public

Gretchen M. Damay

My Commission Expires: 9/11/2011

GRETCHEN M. DAMAY
Notary Public
State of Colorado

Filed for Record in:

Deer Creek County

Date: Feb 28-2008 at 11:18h

AS A
RECORD

Document Number: 00145311

Amount: 24.00

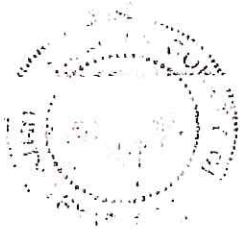
Facsimile Number: 6281

By: Janet Lindner

STATE OF TEXAS, COUNTY OF DALLAS
I hereby certify that this
instrument was filed on
the date and time stamped
hereon by me and was duly
recorded in the volume
and page of the Official Public
Records of Dallas County
as stamped hereon by me.
Feb 28-2008

Honorable Jonathan Stiles
County Clerk
Dallas County

mm



Attachment

J









Description of Land

Property Search Results > 1 - 6 of 6 for Year 2012

[New Search](#)

Click the "Details" or "Map" link to view more information about the property or click the checkbox next to each property and click "View Selected on Map" to view the properties on a single map.

☒ Property Address ☐ Legal Description

Property ID	Geographic ID	Type	Property Address	Owner Name	Appraised Value		
<input type="checkbox"/> 9193	0003PP-000-000-415	Real	WILSHIRE PLNT BLK E, SEC 135, TX	ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC	\$16,170	 View Details	 View Map
<input type="checkbox"/> 4281	1006BD-000-003-050	Real	TX	ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC	\$19,070	 View Details	 View Map
<input type="checkbox"/> 5255	2597GC-00G-008-100	Real		ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC	\$29,220	 View Details	 View Map
<input type="checkbox"/> 5069	2470GC-000-006-090	Real		ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC	\$3,480	 View Details	 View Map
<input type="checkbox"/> 4858	2350DE-00X-001-010	Real	TX	ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC	\$32,000	 View Details	 View Map
<input type="checkbox"/> 4796	2291DW-00D-002-010	Real	TX	ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC	\$6,000	 View Details	 View Map

Page: 1

Questions Please Call (432) 652-3221

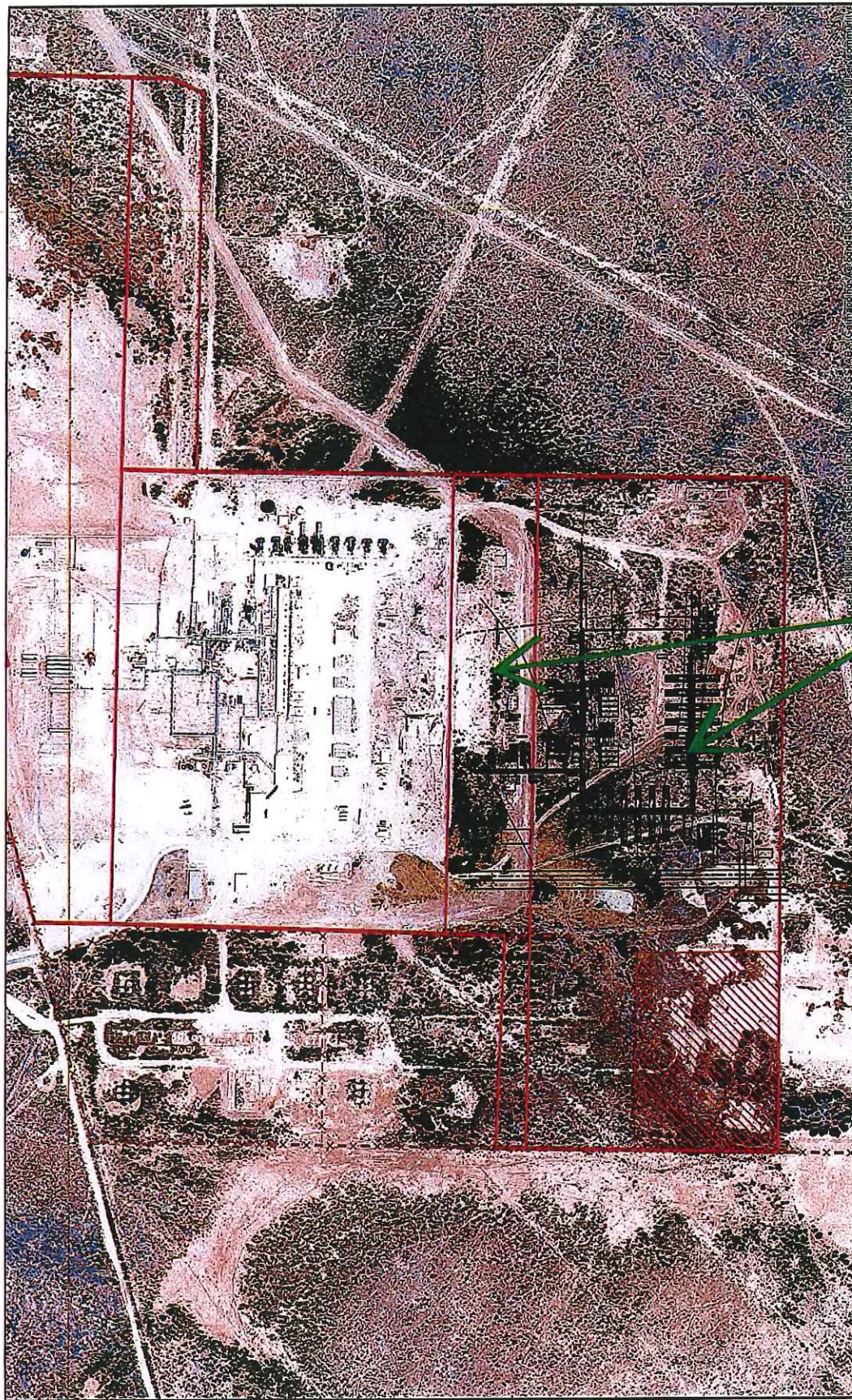
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Database last updated on: 7/15/2013 6:35 PM

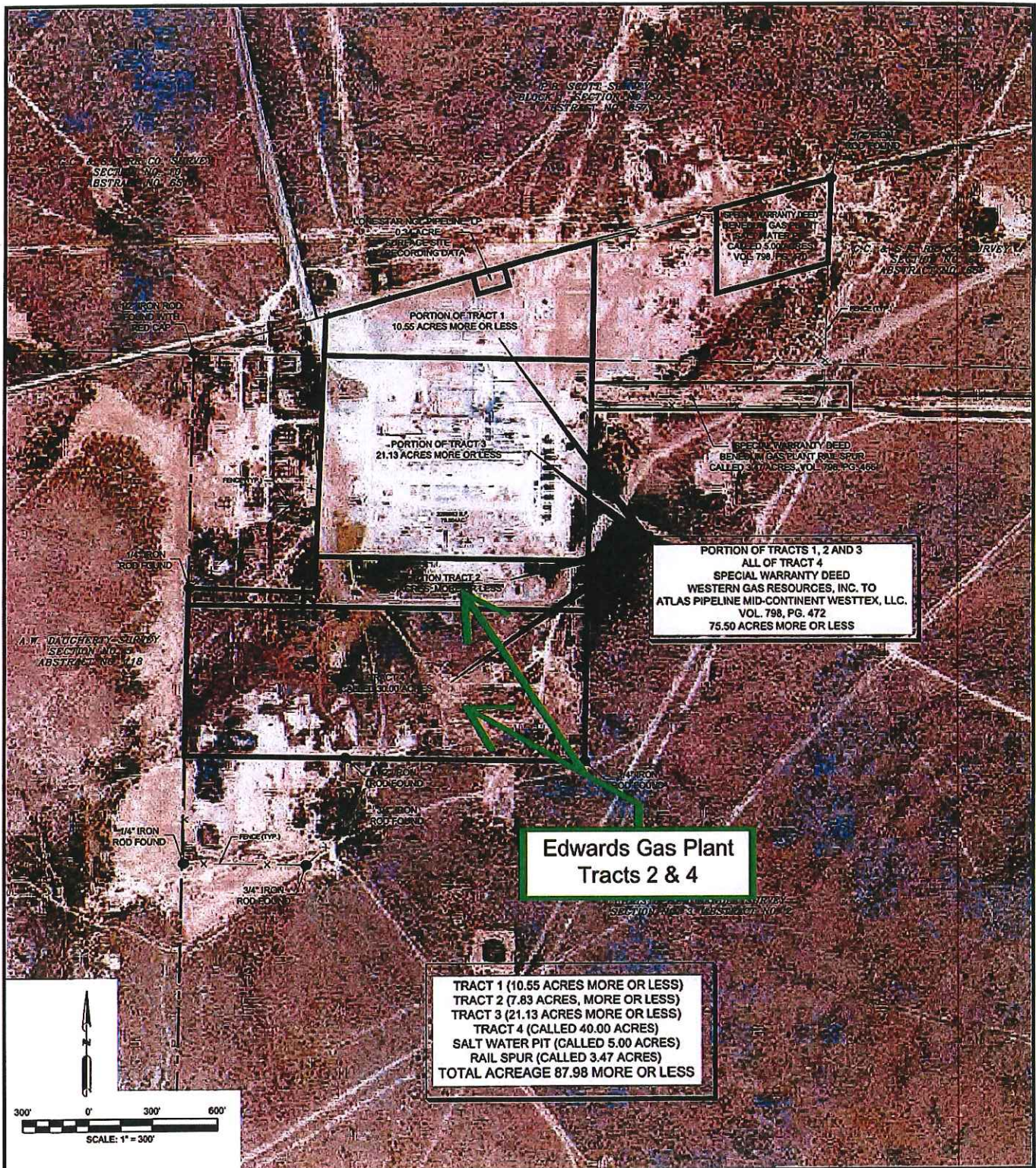
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This site only supports Internet Explorer 6+, Netscape 7+ and Firefox 1.5+.

EDWARD GAS PLANT



Edwards Gas Plant
Tract 2 & 4



REV.	DATE	BY	DESCRIPTION	CHK.
			PROJECT NO. 1305907	



8205 Camp Bowie West, Suite 204
Ft. Worth, Texas 76116
(817) 380-0302 • Fax (817) 324-3377

AtlasPipeline

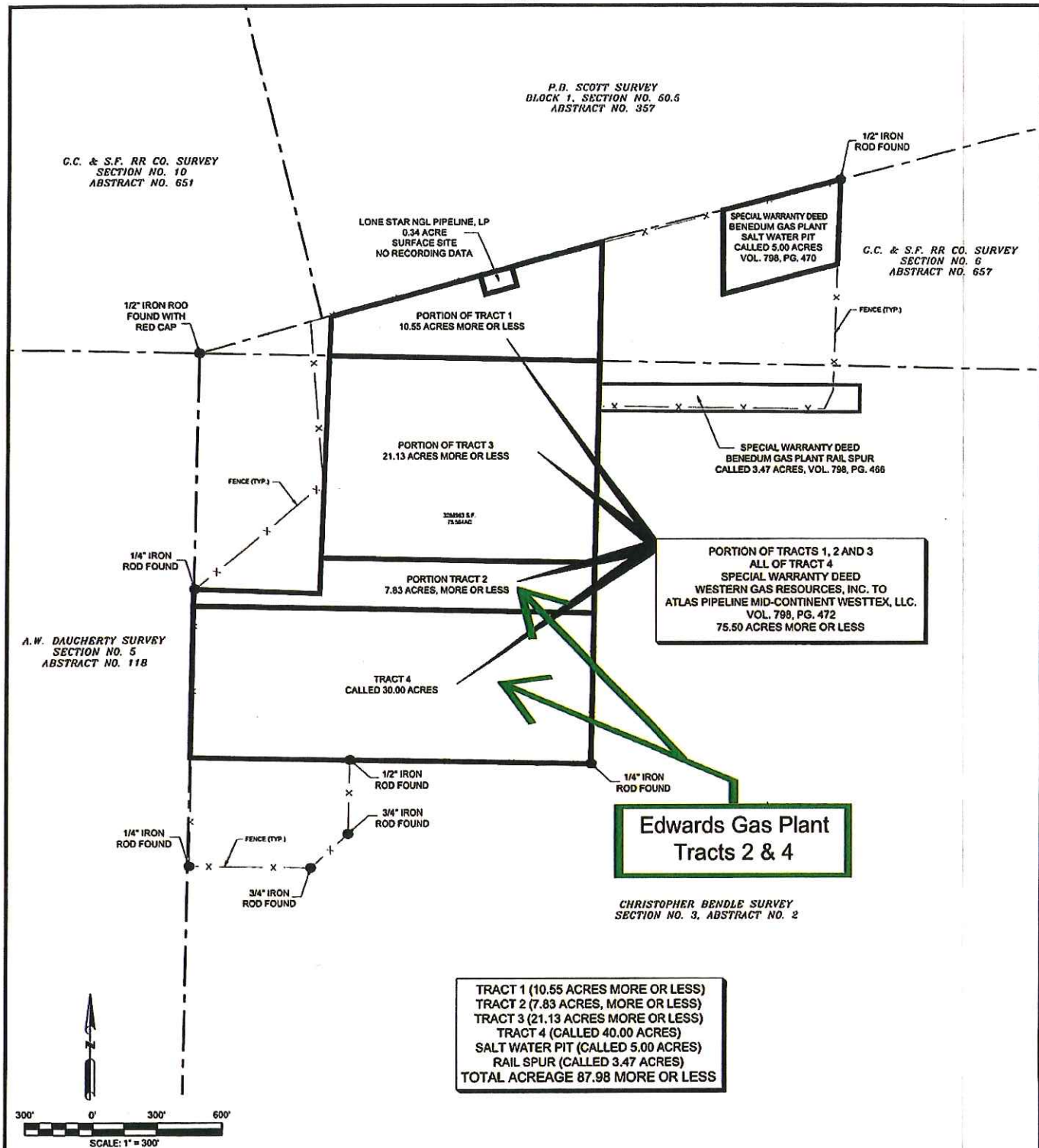
EXHIBIT

ATLAS BENEDUM FEE OWNED PROPERTY

Shaded in the
CHRISTOPHER B ENDE SURVEY, SECTION NO. 3, ABSTRACT NO. 2
and the G.C. & S.F. R.R. CO. SURVEY, SECTION NO. 8, ABSTRACT NO. 657
Upton County, Texas

DRAWN BY: GO	DATE: 06-13-13	DWG. NO.	REV.
CHECKED BY: CY	DATE: 06-13-13	13051131 ATLAS BENEDUM FEE OWNED PROPERTY	0
SCALE: 1"=300'	AFE: # 100000000X	PAGE 1 OF 1	

EXHIBIT



REV.	DATE	BY	DESCRIPTION	CHK.
			PROJECT NO. 1305007	



8205 Camp Bowie West, Suite 204
Fort Worth, Texas 76118
(817) 386-0082 - Fax (817) 224-3377

AtlasPipeline			
EXHIBIT			
ATLAS BENEDUM FEE OWNED PROPERTY			
<small>Situated in the CHRISTOPHER BENDLE SURVEY, SECTION NO. 3, ABSTRACT NO. 2 and the C.C. & S.F. RR CO. SURVEY, SECTION NO. 6, ABSTRACT NO. 657 Upson County, Texas</small>			
DRAWN BY: GO	DATE: 06-13-13	DWG. NO.	REV.
CHECKED BY: CY	DATE: 06-13-13	SELF AS BUILT FOUND	0
SCALE: 1"=300'	APP. # X0000000	PAGE 1 OF 1	

SPECIAL WARRANTY DEED

00143311

KNOW ALL MEN BY THESE PRESENTS THAT:

FOR VALUABLE CONSIDERATION OF TEN DOLLARS (\$10.00), and other good and valuable consideration, cash in hand paid, the receipt of and sufficiency of which is hereby acknowledged, **WESTERN GAS RESOURCES, INC.**, a Corporation organized under the laws of the state of Delaware having an address of 1099 18th Street, Denver, CO 80202, hereinafter referred to as "Grantor", does hereby grant, convey, and warrant unto **ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC.**, a Limited Liability Company organized under the laws of the state of Delaware having an address of 1437 South Boulder Avenue, Suite 1500, Tulsa, OK 74119, hereinafter referred to as "Grantee", for the following lands and property together with all improvements located thereon, lying in the County of Upton, State of Texas to-wit:

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(This instrument conveys surface rights only.)

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TO HAVE AND TO HOLD same unto Grantee, and unto Grantee's assigns forever, with all appurtenances thereunto belonging.

GRANTOR does for Grantor and Grantor's personal representatives, executors and assigns forever hereby covenant GRANTEE that Grantor is lawfully seized in fee simple of said premises; that the premises are free from all encumbrances; unless otherwise noted above; that Grantor has a good right to sell the same as aforesaid; and agrees to warrant and defend against all claims arising by, through and under Grantor, and not otherwise.

IN WITNESS WHEREOF, this deed was executed by the undersigned on the day and year referenced below, but effective as of 7:00 a.m., local time, where the Assets are located, on July 1, 2007.

Grantor: **WESTERN GAS RESOURCES, INC.**

By: [Signature] ^{SW}
gme

Name: Rob G. Reasoner

Title: Attorney-In -Fact

Date: _____

Grantee: **ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC**

By: [Signature]

Name: David Hall

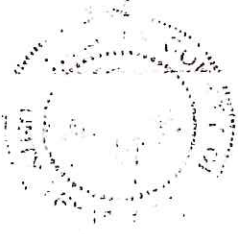
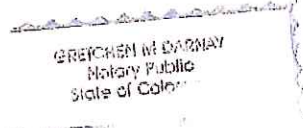
Title: Executive Vice President

Date: 2-8-08

STATE OF COLORADO)
) ss
COUNTY OF DENVER)

The above instrument was acknowledged before me on the 3rd day of October, 2007, by Rob G. Reasoner the Attorney-In-Fact of Western Gas Resources, Inc.
Witness my hand and official Seal.

Notary Public Gretchen M. Darnay
My Commission Expires: 9/11/2011



Honorable: Honorable Stiles,
County Clerk,
Urban County,
man

STATE OF TEXAS, COUNTY OF DALLAS
I hereby certify that this
instrument was filed on
the date and time stamped
hereon by me and was duly
recorded in the volume
and page of the Official Public
Records of Urban County
as shown hereon by me.
Feb 28 2008

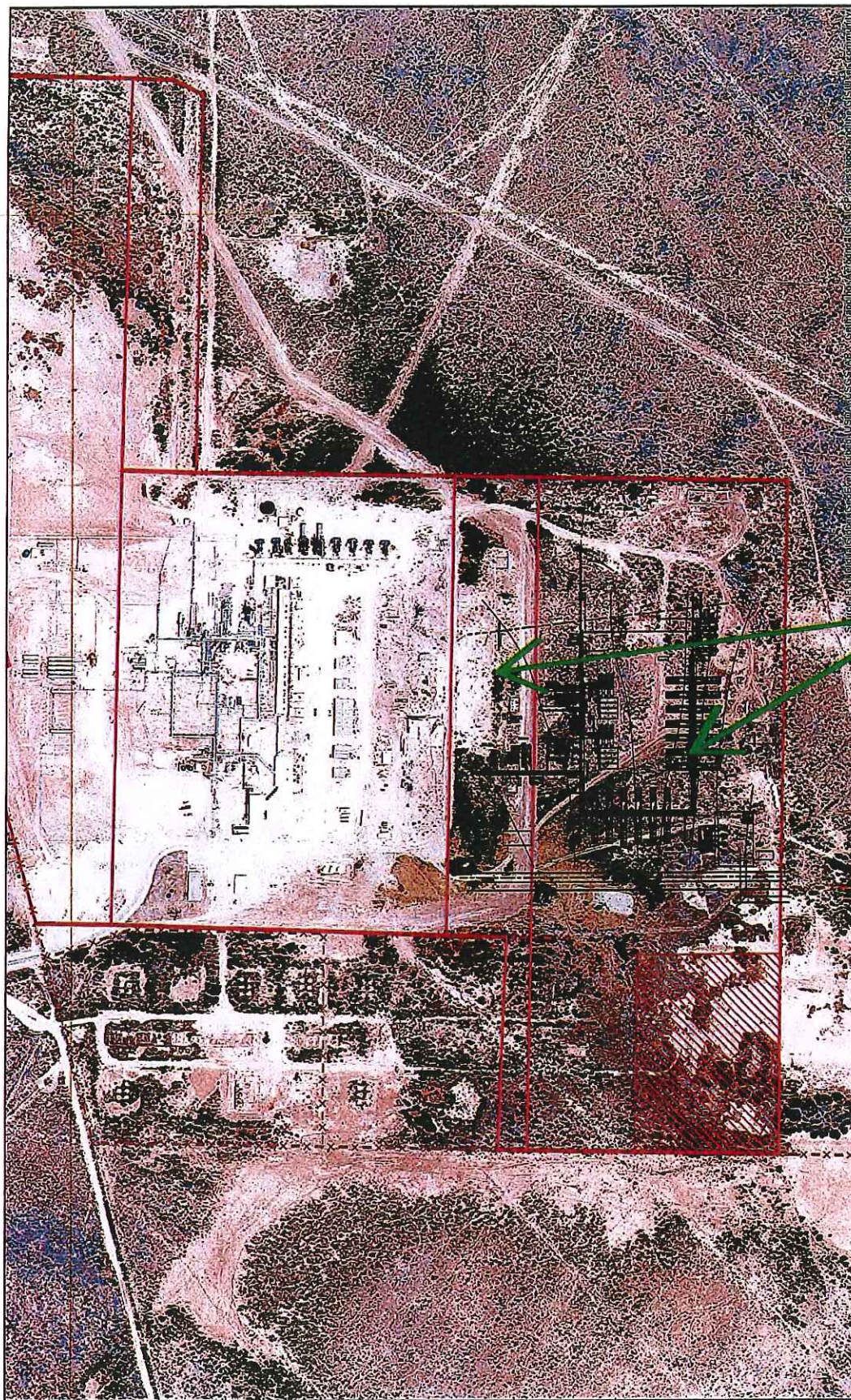
Filed for Record at:
Urban County
On: Feb 28 2008 at 11:18h
As a
RECORD
Document Number: 00143311
Amount: 24.06
Receipt Number: 44231
By:
Janel Lindser

Attachment

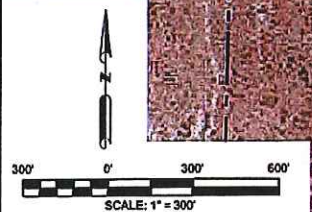
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Detailed Map Showing Location of Land

EDWARD GAS PLANT



Edwards Gas Plant
Tract 2 & 4



REV.	DATE	BY:	DESCRIPTION		
			PROJECT NO. 1305007		
					CHK



AtlasPipeline

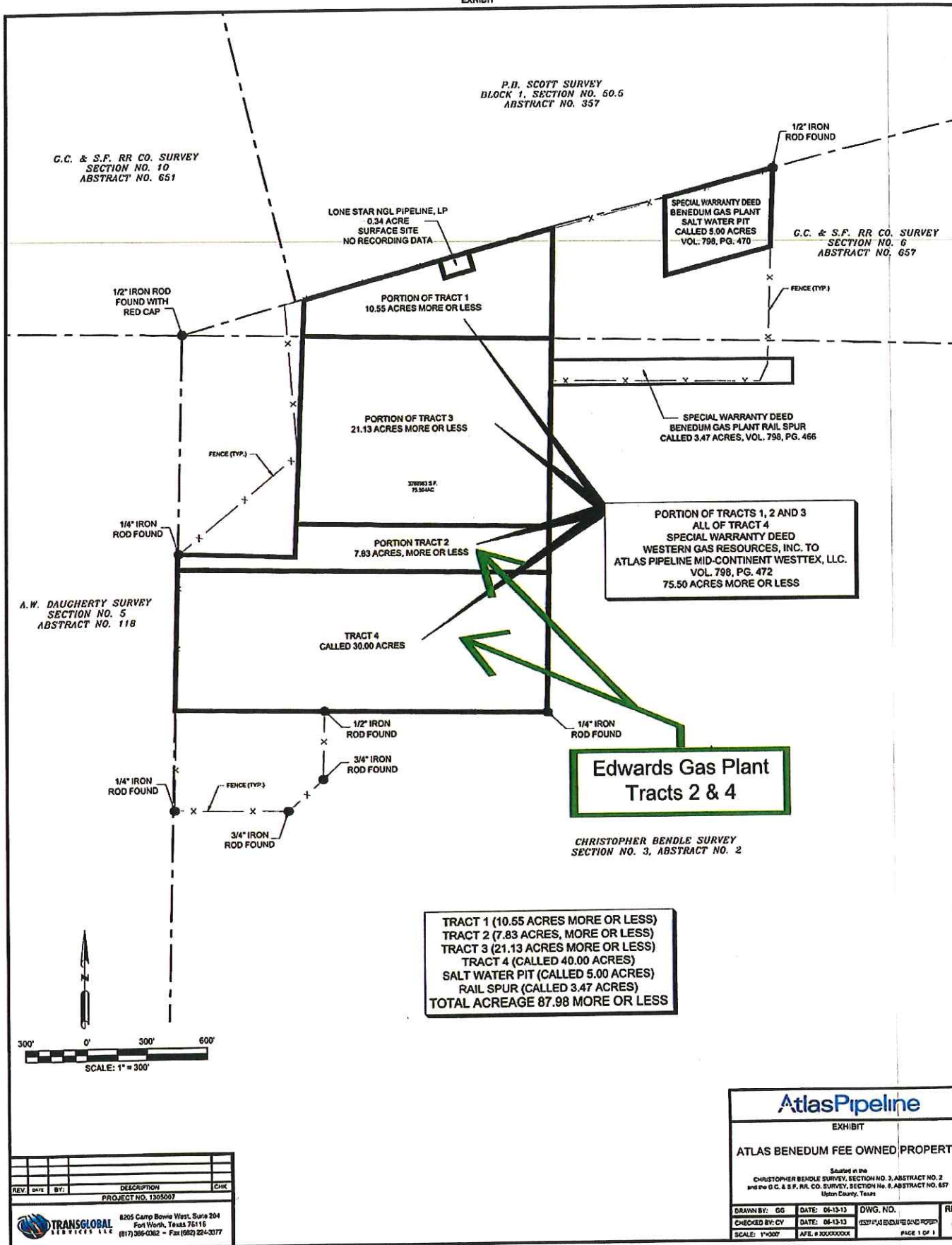
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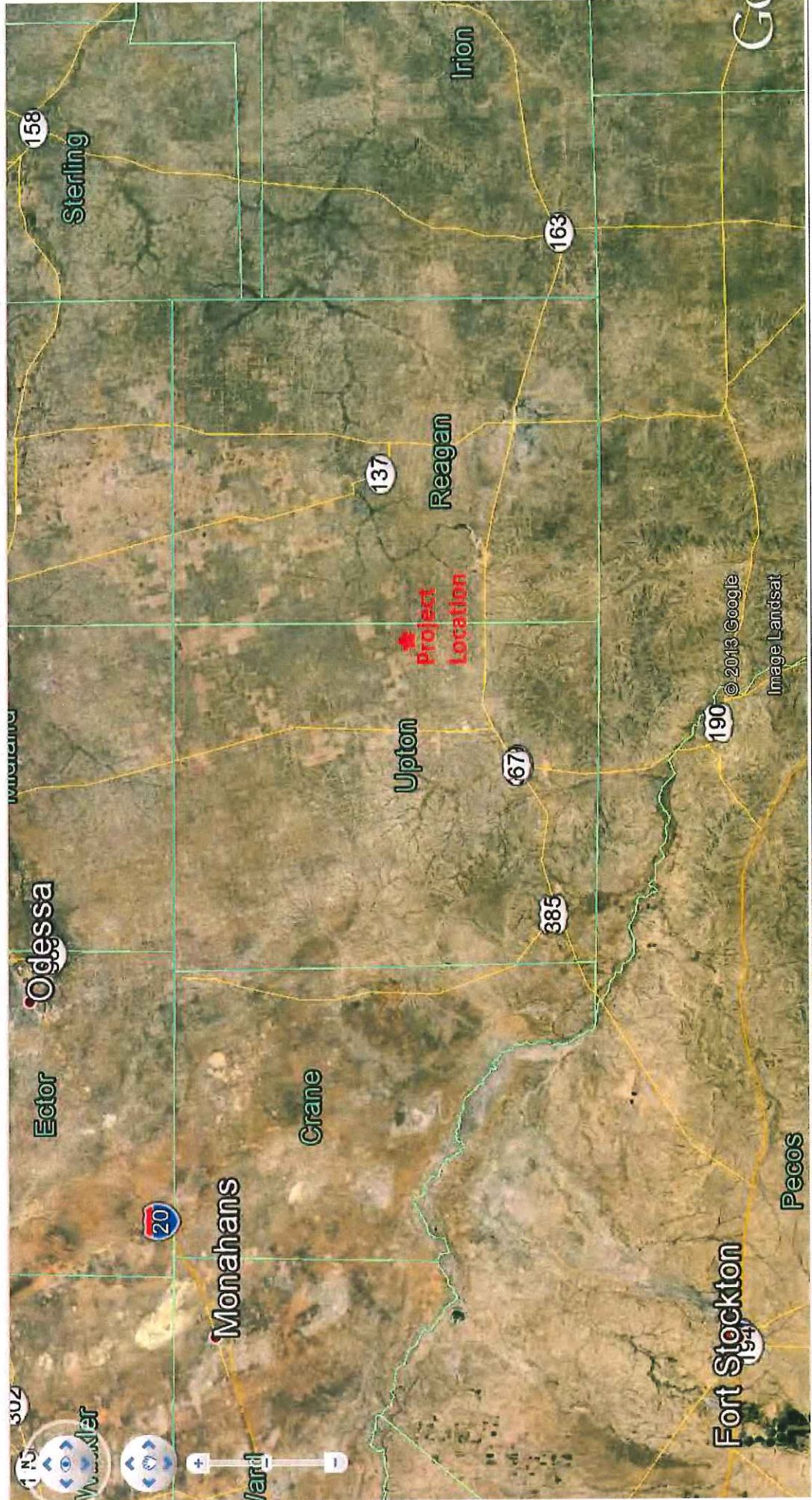
ATLAS BENEDUM FEE OWNED PROPERTY

Situated in the
CHRISTOPHER BENDLE SURVEY, SECTION NO. 3, ABSTRACT NO. 2
and the G.C. & S.F. RUL CO SURVEY, SECTION No. 8, ABSTRACT NO. 657
Upton County, Texas

DRAWN BY: GG	DATE: 06-13-13	DWG. NO.	REV.
CHECKED BY: CY	DATE: 06-13-13	(SEAL & AS REQUIRED BY OWNED PROPERTY)	0
SCALE: 1"=30'	A/E # J00000000X	PAGE 1 OF 1	

EXHIBIT





VICINITY MAP

SPECIAL WARRANTY DEED

00143311

KNOW ALL MEN BY THESE PRESENTS THAT:

FOR VALUABLE CONSIDERATION OF TEN DOLLARS (\$10.00), and other good and valuable consideration, cash in hand paid, the receipt of and sufficiency of which is hereby acknowledged, **WESTERN GAS RESOURCES, INC.**, a Corporation organized under the laws of the state of Delaware having an address of 1099 18th Street, Denver, CO 80202, hereinafter referred to as "Grantor", does hereby grant, convey, and warrant unto **ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC.**, a Limited Liability Company organized under the laws of the state of Delaware having an address of 1437 South Boulder Avenue, Suite 1500, Tulsa, OK 74119, hereinafter referred to as "Grantee", for the following lands and property together with all improvements located thereon, lying in the County of Upton, State of Texas to-wit:

TRACT 1: That part of the East portion of Section 6, W. H. Dickson Survey, contained between the South line of Lot 3, Block 50 ½ P. B. Scott Survey, and the North line of Section 3, Chris Bendle Survey, containing 12.87 acres, more or less, and bounded on the East side by an extension Northward of a line marking the East line of the West 1/4 of Section 3, C. Bendle Survey.

TRACT 2: The South 10 acres of the North 50 acres of the West 320 acres of Section 3, C. Bendle Survey, Abstract 936, Certificate 2438.

TRACT 3: The North 40 acres of the West 320 acres of Section 3, C. Bendle Survey, Abstract 936, Certificate 2438, Less and except 3.47 acres, more particularly described as follows:

A tract of land situated in the north half (N/2) of Survey No. 3, Certificate No. 2438, Abstract No. 936, C. Bendle, Original Grantee, near Rankin, in Upton County, State of Texas, being more particularly described as follows: Beginning at the point of intersection of the east line of the North forty (40) acres of the West three hundred twenty (320) acres of said Survey No. 3 and a line parallel with and fifty (50) feet northerly from, measured at right angles to, the center line of spur tract No. 7 of Kansas City, Mexico and Orient Railway Company of Texas (as same is now located and constructed) to plant formerly of Texas Natural Gasoline Corporation, said point of intersection being one hundred four and five tenths (104.5) feet south of the northeast corner of the North forty (40) acres of the West three hundred twenty (320) acres of said Survey No. 3 and assuming for the purpose of this description that said spur track center line has a bearing of North eighty-nine (89)

degrees forty (40) minutes West; thence South eighty-nine (89) degrees forty (40) minutes East parallel with said spur track center line a distance of one thousand two hundred ten (1210) feet; thence South zero (0) degrees twenty (20) minutes West at right angles to last described course a distance of one hundred twenty-five (125) feet to a point seventy-five (75) feet southerly from, measured at right angles to, said spur track center line; thence North eighty-nine (89) degrees forty (40) minutes West parallel with said spur track center line a distance of one thousand two hundred ten (1210) feet to point of intersection with the east line of the North forty (40) acres of the West three hundred twenty (320) acres of said Survey No. 3; thence North zero (0) degrees six (6) minutes West along said east line a distance of one hundred twenty-five (125) feet, more or less, to the point of beginning, containing an area of three and forty-seven hundredths (3.47) acres, more or less.

TRACT 4: A tract of land described as follows: Starting at a point in the West line of Section 3, Chris Bendle Survey, Upton County, Texas, 1166.726 feet South 2° 11' 21" West of the Northwest corner of Section 3 of the Chris Bendle Survey; thence 700.036 feet South 2° 11' 21" West along the West line of the section; thence South 87° 48' 39" East 1866.762 feet parallel to the North line of the section; thence North 2° 11' 21" East 700.036 feet parallel to the West line of the section; thence North 87° 48' 39" West 1866.762 feet to the point of beginning, and containing 30 acres, more or less;

GRANTOR excepts from the terms of this conveyance a tract of land containing 16.45 acres, more or less, out of the property described above, which 16.45 acres is described as follows:

BEGINNING at a stake set in a North & South fence for the Northwest corner of Survey 3, C. Bendle, and the Northwest corner of this survey; Thence S. 2° 11' 21" W. along the fence 1089' to a stake set in said fence and in the West line of Survey 3, C. Bendle for the Southwest corner of this survey; Thence S. 87° 48' 39" E. 590' to a stake set in the East fence line of the Slick-Urschel Oil Company tank battery area for the Southeast corner of this survey; Thence N. 2° 11' 21" E. along the fence line 1293' to a stake for the Northeast corner of this survey; Thence S. 76° 28' 54" W. along the North line of Survey 6, GC&SF, 753.5' to a stake at the West corner of Survey 6, GC&SF, for a corner of this survey; Thence S. 87° 48' 39" E. 130.6' to the place of beginning; - which said tract was formerly owned by Slick-Urschel Oil Company.

(This instrument conveys surface rights only.)

Attachment

L

Description of Existing Improvements

No Existing Improvements

The project is being built on vacant land. There are adjacent facilities owned by applicant that are no part of this application. The appraisal account information for the existing Plant I and II on the adjacent parcel of land has been provided by the applicant on the following pages.

This is NOT a Tax
Statement

2013 Notice Of Appraised Value

Do Not Pay From
This Notice

UPTON COUNTY APPRAISAL DISTRICT
PO BOX 1110
MCCAMEY, TX 79752

Phone: 432-652-3221 Fax: 432-652-3372
DATE OF NOTICE: May 15, 2013

Property ID: 11690
Ownership %: 100.00
Geo ID:
DBA:
Legal: BENEDUM CRYOGENIC PLANT

Legal Acres:
Situs:
Appraiser:
Owner ID: 32748

A copy of this notice has been sent to your agent.

Property ID: 11690 -
ATLAS PIPELINE MID-CONTINENT -
K E ANDREWS
1900 DALROCK RD
ROWLETT, TX 75088

Dear Property Owner,
We have appraised the property listed above for the tax year 2013. As of January 1, our appraisal is outlined below:

Dear Property Owner,

We have appraised the property listed above for the tax year 2013. As of January 1, our appraisal is outlined below:

Appraisal Information				Last Year - 2012		Proposed - 2013		
Structure / Improvement Market Value				0		0		
Market Value of Non Ag/Timber Land				0		0		
Market Value of Ag/Timber Land				12,974,150		12,412,800		
Market Value of Personal Property/Minerals				12,974,150		12,412,800		
Total Market Value				0		0		
Productivity Value of Ag/Timber Land				12,974,150		12,412,800		
Appraised Value * (Possible Homestead Limitations, see asterisk below)				0		0		
Homestead Cap Value excluding Non-Homesite Value (i.e. Ag, Commercial)								
Exemptions				2013	2013	2012	2013	2013
2012	Taxing Unit	Proposed	2013	2013	2012	2013	2013	2013
Taxable		Appraised Value	Exemption	Taxable	Tax Rate	Estimated	Freeze Year and	
Value			Amount	Value		Taxes	Tax Ceiling **	
12,974,150	RANKIN FD	12,412,800	0	12,412,800	0.010300	1,278.52		
12,974,150	UPTON CO	12,412,800	0	12,412,800	0.187200	23,236.76		
12,974,150	RANKIN HOSP	12,412,800	0	12,412,800	0.088900	11,034.98		
12,974,150	RANKIN ISD	12,412,800	0	12,412,800	1.080000	134,058.24		
12,974,150	UPTON CO WD	12,412,800	0	12,412,800	0.004200	521.34		
12,974,150	CAD	12,412,800	0	12,412,800	0.000000	0.00		

Do NOT Pay From This Notice

Total Estimated Tax: \$170,129.84

The difference between the 2008 appraised value and the proposed 2013 appraised value is 10.82%. This percentage information is required by Tax Code section 25.19(b-1).
The Texas Legislature does not set the amount of your local taxes. Your property tax burden is decided by your locally elected officials and all inquiries concerning your taxes should be directed to those officials.

The above tax estimates use last year's tax rates for the taxing units shown. The governing body of each unit (school board, county commissioners, and so forth) decides whether property taxes increase. The appraisal district only determines your property value. The taxing units will set tax rates later this year.

* Your residence homestead is protected from future appraisal value increases in excess of 10% per year from the date of the last appraisal PLUS the value of any new improvements.

** If you are 65 years of age or older and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than when you first received the exemption on this home. If you are disabled and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than the 2003 taxes or the first year you received the exemption, whichever is later. If your county, city, or junior college has approved a limitation on your taxes in the preceding year, your county, city, or junior college taxes will not be higher than the first year your county, city, or junior college approved the limitation or the first year you qualified for the limitation. If you improved your property (by adding rooms or buildings), your school, county, city, or junior college ceiling may increase for these improvements. If you are a surviving spouse, age 55 or older, you may retain the school, county, city, or junior college tax ceiling.

Contact the appraisal office if you disagree with this year's proposed value for your property or if you have any problem with the property description or address information. If the problem cannot be resolved, you have the right to appeal to the appraisal review board (ARB).

To appeal, you must file a written protest with the ARB before the deadline date:

Deadline for filing a protest: June 24, 2013
Location of hearings: 700 East 3rd Street, McCamey, Texas
ARB will begin hearings: July 10, 2013

Enclosed is a protest form to send the appraisal district office if you intend to appear and present evidence before the ARB. The ARB will notify you of the date, time, and place of your scheduled hearing. Enclosed, also, is information to help you in preparing your protest. You do not need to use the enclosed form to file your protest. You may protest by letter, if it includes your name, your property's description, and your reason for protesting.

If you have any questions or need more information, please contact the appraisal district office at 432-652-3221 or at the address shown above.

Sincerely,

SHERI STEPHENS
Chief Appraiser

Attachment

M

Request for Waiver of Job Creation Requirement

N/A

Attachment

N

Calculation of Wage Requirements

Calculation of Wage Information - Based on Most Recent Data Available

110% of County Average Weekly Wage for all Jobs

2013	1Q	\$ 1,433
2012	4Q	\$ 1,588
2012	3Q	\$ 1,110
2012	2Q	\$ 1,109

$$\begin{array}{rcl} \$ 5,240 & /4 = & \$ 1,310 \text{ average weekly salary} \\ & & \underline{\times 1.1 (110\%)} \\ & & \$ 1,441.00 \end{array}$$

110% of County Average Weekly Wage for Manufacturing Jobs in County

2012	1Q	\$ -
2012	2Q	\$ -
2012	3Q	\$ -
2012	4Q	\$ -

Information Not Available

$$\begin{array}{rcl} \$ - & /4 = & \$ - \text{ average weekly salary} \\ & & \underline{\times 1.1 (110\%)} \\ & & \$ - \end{array}$$

110% of County Average Weekly Wage for Manufacturing Jobs in Region

\$21.93 per hour

X 40 hr per week

\$877 average weekly salary

X1.10 (110%)

\$965.12

X 52 weeks

\$50,186.40

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
2013	1st Qtr	Upton County	Private	00	0	10	Total, All Industries	\$1,433

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
2012	2nd Qtr	Upton County	Private	00	0	10	Total, All Industries	\$1,109
2012	3rd Qtr	Upton County	Private	00	0	10	Total, All Industries	\$1,110
2012	4th Qtr	Upton County	Private	00	0	10	Total, All Industries	\$1,588

**2012 Manufacturing Wages by Council of Government Region
Wages for All Occupations**

COG	Wages	
	Hourly	Annual
Texas	\$23.56	\$48,996
<u>1. Panhandle Regional Planning Commission</u>	\$20.12	\$41,850
<u>2. South Plains Association of Governments</u>	\$16.18	\$33,662
<u>3. NORTEX Regional Planning Commission</u>	\$17.83	\$37,076
<u>4. North Central Texas Council of Governments</u>	\$24.68	\$51,333
<u>5. Ark-Tex Council of Governments</u>	\$16.84	\$35,032
<u>6. East Texas Council of Governments</u>	\$19.61	\$40,797
<u>7. West Central Texas Council of Governments</u>	\$18.24	\$37,941
<u>8. Rio Grande Council of Governments</u>	\$16.17	\$33,631
<u>9. Permian Basin Regional Planning Commission</u>	\$21.93	\$45,624
<u>10. Concho Valley Council of Governments</u>	\$16.33	\$33,956
<u>11. Heart of Texas Council of Governments</u>	\$19.07	\$39,670
<u>12. Capital Area Council of Governments</u>	\$26.03	\$54,146
<u>13. Brazos Valley Council of Governments</u>	\$16.55	\$34,424
<u>14. Deep East Texas Council of Governments</u>	\$16.20	\$33,698
<u>15. South East Texas Regional Planning Commission</u>	\$29.38	\$61,118
<u>16. Houston-Galveston Area Council</u>	\$26.59	\$55,317
<u>17. Golden Crescent Regional Planning Commission</u>	\$21.03	\$43,742
<u>18. Alamo Area Council of Governments</u>	\$18.40	\$38,280
<u>19. South Texas Development Council</u>	\$13.54	\$28,170
<u>20. Coastal Bend Council of Governments</u>	\$22.97	\$47,786
<u>21. Lower Rio Grande Valley Development Council</u>	\$16.33	\$33,961
<u>22. Texoma Council of Governments</u>	\$22.57	\$46,949
<u>23. Central Texas Council of Governments</u>	\$17.16	\$35,689
<u>24. Middle Rio Grande Development Council</u>	\$18.93	\$39,380

Source: Texas Occupational Employment and Wages

Data published: July 2013

Data published annually, next update will be July 31, 2014

Note: Data is not supported by the Bureau of Labor Statistics (BLS).

Wage data is produced from Texas OES data, and is not to be compared to BLS estimates.

Data intended for TAC 313 purposes only.

Attachment

O

Description of Benefits

Atlas Pipeline Midcontinent Westtex LLC offers:

401(k) plan with company match

Medical Plan

Vision Coverage

Dental Coverage

Life Insurance Coverage

Disability Coverage

Attachment

P

Economic Impact

N/A

Attachment

Q

Schedule A

Schedule A (Rev. May 2010): Investment

Applicant Name: Atlas Pipeline Midcontinent Westtex LLC
 ISD Name: Rankin ISD

Form 50-296

PROPERTY INVESTMENT AMOUNTS									
(Estimated investment in each year. Do not put cumulative totals.)									
		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)	Year	2013	\$ 5,000,000.00				\$ 5,000,000.00	
									1
									2
									3
									4
									5
									6
									7
									8
									9
									10
									11
									12
									13
									Tax Credit Period (with 50% cap on credit)
14									
15									
16									
17									
18									
19									
20									
21									
22									
23									
24									
25									
26									
Credit Settle-Up Period	Continue to Maintain Viable Presence								
									27
									28
									29
									30
									31
									32
									33
									34
									35
									36
									37
									38
									39
									Post-Settle-Up Period
40									
41									
42									
43									
44									
45									
46									
47									
48									
49									
50									
51									
52									
53									

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.

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).

Column C: For the years outside the qualifying time period, this number should simply represent the planned investment in new buildings or nonremovable components of buildings. Dollar value of other investment that may not be qualified investment but that may affect economic impact and total value-for planning, construction and operation of the facility. The most significant example for many projects would be land. Other examples may be items such as professional services, etc.

Column D: 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

8/15/13

Attachment

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Schedule B

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

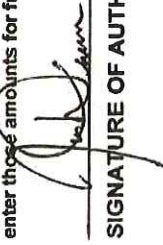
Form 50-296

Applicant Name
ISD Name

Atlas Pipeline Midcontinent Westtex LLC
Rankin ISD

					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&C--after all reductions
		pre- year 1	2013-2014	2013						
	Complete tax years of qualifying time period	1	2014-2015	2014		\$ -	\$ -	\$ -	\$ -	\$ -
		2	2015-2016	2015		\$ 941,130	\$ 29,058,870	\$ -	\$ 30,000,000	\$ 30,000,000
		3	2016-2017	2016		\$ 903,485	\$ 89,096,515	\$ -	\$ 90,000,000	\$ 10,000,000
		4	2017-2018	2017		\$ 858,311	\$ 84,641,689	\$ -	\$ 85,500,000	\$ 10,000,000
		5	2018-2019	2018		\$ 815,395	\$ 80,409,605	\$ -	\$ 81,225,000	\$ 10,000,000
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	6	2019-2020	2019		\$ 774,625	\$ 76,389,125	\$ -	\$ 77,163,750	\$ 10,000,000
		7	2020-2021	2020		\$ 735,894	\$ 72,569,668	\$ -	\$ 73,305,563	\$ 10,000,000
		8	2021-2022	2021		\$ 699,099	\$ 68,941,185	\$ -	\$ 69,640,284	\$ 10,000,000
		9	2022-2023	2022		\$ 664,144	\$ 65,494,126	\$ -	\$ 66,158,270	\$ 10,000,000
		10	2023-2024	2023		\$ 630,937	\$ 62,219,420	\$ -	\$ 62,850,357	\$ 10,000,000
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2024-2025	2024		\$ 599,390	\$ 59,108,449	\$ -	\$ 59,707,839	\$ 59,707,839
		12	2025-2026	2025		\$ 569,421	\$ 56,153,026	\$ -	\$ 56,722,447	\$ 56,722,447
		13	2026-2027	2026		\$ 540,950	\$ 53,345,375	\$ -	\$ 53,886,325	\$ 53,886,325
	Post- Settle-Up Period	14	2027-2028	2027		\$ 513,902	\$ 50,678,106	\$ -	\$ 51,192,008	\$ 51,192,008
15		2028-2029	2028		\$ 488,207	\$ 48,144,201	\$ -	\$ 48,632,408	\$ 48,632,408	

Notes: Market value in future years is good faith estimate of future taxable value for the purposes of property taxation.
This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years. If original estimates have not changed, enter those amounts for future years.



SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

8/15/13

DATE

Attachment

S

Schedule C

Schedule C- Application: Employment Information

Applicant Name Atlas Pipeline Midcontinent Westtex LLC
 ISD Name Rankin ISD

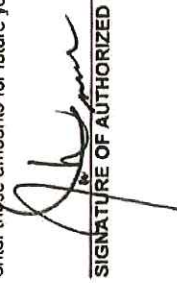
Form 50-296

Form 30-236

				Construction		New Jobs		Qualifying Jobs		
				Tax Year (Fill in actual tax year) YYYY	Column A: Number of Construction FTE's or man- hours (specify)	Column B: Average annual wage rates for construction workers	Column C: Number of new jobs applicant commits to create (cumulative)	Column D: Average annual wage rate for all new jobs.	Column E: Number of qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Column F: Average annual wage of qualifying jobs
			Year pre-year 1	School Year (YYYY-YYYY)						
			1	2013-2014	2013	75 FTE	\$ 50,186.40	\$ -	0	\$ -
		Complete tax years of qualifying time period	2	2014-2015	2014	75 FTE	\$ 50,186.40	\$ 50,186.40	8	\$ 50,186.40
			3	2015-2016	2015			\$ 50,186.40	8	\$ 50,186.40
			4	2016-2017	2016			\$ 50,186.40	8	\$ 50,186.40
			5	2017-2018	2017			\$ 50,186.40	8	\$ 50,186.40
			6	2018-2019	2018			\$ 50,186.40	8	\$ 50,186.40
			7	2019-2020	2019			\$ 50,186.40	8	\$ 50,186.40
			8	2020-2021	2020			\$ 50,186.40	8	\$ 50,186.40
			9	2021-2022	2021			\$ 50,186.40	8	\$ 50,186.40
			10	2022-2023	2022			\$ 50,186.40	8	\$ 50,186.40
			11	2023-2024	2023			\$ 50,186.40	8	\$ 50,186.40
			12	2024-2025	2024			\$ 50,186.40	8	\$ 50,186.40
			13	2025-2026	2025			\$ 50,186.40	8	\$ 50,186.40
			14	2026-2027	2026			\$ 50,186.40	8	\$ 50,186.40
			15	2027-2028	2027			\$ 50,186.40	8	\$ 50,186.40
			16	2028-2029	2028			\$ 50,186.40	8	\$ 50,186.40
			17	2029-2030	2029			\$ 50,186.40	8	\$ 50,186.40
			18	2030-2031	2030			\$ 50,186.40	8	\$ 50,186.40
			19	2031-2032	2031			\$ 50,186.40	8	\$ 50,186.40
			20	2032-2033	2032			\$ 50,186.40	8	\$ 50,186.40
			21	2033-2034	2033			\$ 50,186.40	8	\$ 50,186.40
			22	2034-2035	2034			\$ 50,186.40	8	\$ 50,186.40
			23	2035-2036	2035			\$ 50,186.40	8	\$ 50,186.40
			24	2036-2037	2036			\$ 50,186.40	8	\$ 50,186.40
			25	2037-2038	2037			\$ 50,186.40	8	\$ 50,186.40
			26	2038-2039	2038			\$ 50,186.40	8	\$ 50,186.40
			27	2039-2040	2039			\$ 50,186.40	8	\$ 50,186.40
			28	2040-2041	2040			\$ 50,186.40	8	\$ 50,186.40
			29	2041-2042	2041			\$ 50,186.40	8	\$ 50,186.40
			30	2042-2043	2042			\$ 50,186.40	8	\$ 50,186.40
			31	2043-2044	2043			\$ 50,186.40	8	\$ 50,186.40
			32	2044-2045	2044			\$ 50,186.40	8	\$ 50,186.40
			33	2045-2046	2045			\$ 50,186.40	8	\$ 50,186.40
			34	2046-2047	2046			\$ 50,186.40	8	\$ 50,186.40
			35	2047-2048	2047			\$ 50,186.40	8	\$ 50,186.40
			36	2048-2049	2048			\$ 50,186.40	8	\$ 50,186.40
			37	2049-2050	2049			\$ 50,186.40	8	\$ 50,186.40
			38	2050-2051	2050			\$ 50,186.40	8	\$ 50,186.40
			39	2051-2052	2051			\$ 50,186.40	8	\$ 50,186.40
			40	2052-2053	2052			\$ 50,186.40	8	\$ 50,186.40
			41	2053-2054	2053			\$ 50,186.40	8	\$ 50,186.40
			42	2054-2055	2054			\$ 50,186.40	8	\$ 50,186.40
			43	2055-2056	2055			\$ 50,186.40	8	\$ 50,186.40
			44	2056-2057	2056			\$ 50,186.40	8	\$ 50,186.40
			45	2057-2058	2057			\$ 50,186.40	8	\$ 50,186.40
			46	2058-2059	2058			\$ 50,186.40	8	\$ 50,186.40
			47	2059-2060	2059			\$ 50,186.40	8	\$ 50,186.40
			48	2060-2061	2060			\$ 50,186.40	8	\$ 50,186.40
			49	2061-2062	2061			\$ 50,186.40	8	\$ 50,186.40
			50	2062-2063	2062			\$ 50,186.40	8	\$ 50,186.40
			51	2063-2064	2063			\$ 50,186.40	8	\$ 50,186.40
			52	2064-2065	2064			\$ 50,186.40	8	\$ 50,186.40
			53	2065-2066	2065			\$ 50,186.40	8	\$ 50,186.40
			54	2066-2067	2066			\$ 50,186.40	8	\$ 50,186.40
			55	2067-2068	2067			\$ 50,186.40	8	\$ 50,186.40
			56	2068-2069	2068			\$ 50,186.40	8	\$ 50,186.40
			57	2069-2070	2069			\$ 50,186.40	8	\$ 50,186.40
			58	2070-2071	2070			\$ 50,186.40	8	\$ 50,186.40
			59	2071-2072	2071			\$ 50,186.40	8	\$ 50,186.40
			60	2072-2073	2072			\$ 50,186.40	8	\$ 50,186.40
			61	2073-2074	2073			\$ 50,186.40	8	\$ 50,186.40
			62	2074-2075	2074			\$ 50,186.40	8	\$ 50,186.40
			63	2075-2076	2075			\$ 50,186.40	8	\$ 50,186.40
			64	2076-2077	2076			\$ 50,186.40	8	\$ 50,186.40
			65	2077-2078	2077			\$ 50,186.40	8	\$ 50,186.40
			66	2078-2079	2078			\$ 50,186.40	8	\$ 50,186.40
			67	2079-2080	2079			\$ 50,186.40	8	\$ 50,186.40
			68	2080-2081	2080			\$ 50,186.40	8	\$ 50,186.40
			69	2081-2082	2081			\$ 50,186.40	8	\$ 50,186.40
			70	2082-2083	2082			\$ 50,186.40	8	\$ 50,186.40
			71	2083-2084	2083			\$ 50,186.40	8	\$ 50,186.40
			72	2084-2085	2084			\$ 50,186.40	8	\$ 50,186.40
			73	2085-2086	2085			\$ 50,186.40	8	\$ 50,186.40
			74	2086-2087	2086			\$ 50,186.40	8	\$ 50,186.40
			75	2087-2088	2087			\$ 50,186.40	8	\$ 50,186.40
			76	2088-2089	2088			\$ 50,186.40	8	\$ 50,186.40
			77	2089-2090	2089			\$ 50,186.40	8	\$ 50,186.40
			78	2090-2091	2090			\$ 50,186.40	8	\$ 50,186.40
			79	2091-2092	2091			\$ 50,186.40	8	\$ 50,186.40
			80	2092-2093	2092			\$ 50,186.40	8	\$ 50,186.40
			81	2093-2094	2093			\$ 50,186.40	8	\$ 50,186.40
			82	2094-2095	2094			\$ 50,186.40	8	\$ 50,186.40
			83	2095-2096	2095			\$ 50,186.40	8	\$ 50,186.40
			84	2096-2097	2096			\$ 50,186.40	8	\$ 50,186.40
			85	2097-2098	2097			\$ 50,186.40	8	\$ 50,186.40
			86	2098-2099	2098			\$ 50,186.40	8	\$ 50,186.40
			87	2099-2100	2099			\$ 50,186.40	8	\$ 50,186.40
			88	2100-2101	2100			\$ 50,186.40	8	\$ 50,186.40
			89	2101-2102	2101			\$ 50,186.40	8	\$ 50,186.40
			90	2102-2103	2102			\$ 50,186.40	8	\$ 50,186.40
			91	2103-2104	2103			\$ 50,186.40	8	\$ 50,186.40
			92	2104-2105	2104			\$ 50,186.40	8	\$ 50,186.40
			93	2105-2106	2105			\$ 50,186.40	8	\$ 50,186.40
			94	2106-2107	2106			\$ 50,186.40	8	\$ 50,186.40
			95	2107-2108	2107			\$ 50,186.40	8	\$ 50,186.40
			96	2108-2109	2108			\$ 50,186.40	8	\$ 50,186.40
			97	2109-2110	2109			\$ 50,186.40	8	\$ 50,186.40
			98	2110-2111	2110			\$ 50,186.40	8	\$ 50,186.40
			99	2111-2112	2111			\$ 50,186.40	8	\$ 50,186.40
			100	2112-2113	2112			\$ 50,186.40	8	\$ 50,186.40
			101	2113-2114	2113			\$ 50,186.40	8	\$ 50,186.40
			102	2114-2115	2114			\$ 50,186.40	8	\$ 50,186.40
			103	2115-2116	2115			\$ 50,186.40	8	\$ 50,186.40
			104	2116-2117	2116			\$ 50,186.40	8	\$ 50,186.40
			105	2117-2118	2117			\$ 50,186.40	8	\$ 50,186.40
			106	2118-2119	2118			\$ 50,186.40	8	\$ 50,186.40
			107	2119-2120	2119			\$ 50,186.40	8	\$ 50,186.40
			108	2120-2121	2120			\$ 50,186.40	8	\$ 50,186.40
			109	2121-2122	2121			\$ 50,186.40	8	\$ 50,186.40
			110	2122-2123	2122			\$ 50,186.40	8	\$ 50,186.40
			111	2123-2124	2123			\$ 50,186.40	8	\$ 50,186.40
			112	2124-2125	2124			\$ 50,186.40	8	\$ 50,186.40
			113	2125-2126	2125			\$ 50,186.40	8	\$ 50,186.40
			114	2126-2127	2126			\$ 50,186.40	8	\$ 50,186.40
			115	2127-2128	2127			\$ 50,186.40	8	\$ 50,186.40
			116	2128-2129	2128			\$ 50,186.40	8	\$ 50,186.40
			117	2129-2130	2129			\$ 50,186.40	8	\$ 50,186.40
			118	2130-2131	2130			\$ 50,186.40	8	\$ 50,186.40
			119	2131-2132	2131			\$ 50,186.40	8	\$ 50,186.40
			120	2132-2133	2132			\$ 50,186.40	8	\$ 50,186.40
			121	2133-2134	2133			\$ 50,186.40	8	\$ 50,186.40
			122	2134-2135	2134			\$ 50,186.40	8	\$ 50,186.40
			123	2135-2136	2135			\$ 50,186.40	8	\$ 50,186.40
			124	2136-2137	2136			\$ 50,186.40	8	\$ 50,186.40
			125	2137-2138	2137			\$ 50,186.40	8	\$ 50,186.40
			126	2138-2139	2138			\$ 50,186.40	8	\$ 50,186.40
			127	2139-2140	2139			\$ 50,186.40	8	\$ 50,186.40
			128	2140-2141	2140			\$ 50,186.40	8	\$ 50,186.40
			129	2141-2142	2141			\$ 50,186.40	8	\$ 50,186.40
			130	2142-2143	2142			\$ 50,186.40	8	\$ 50,186.40
			131	2143-2144	2143			\$ 50,186.40	8	\$ 50,186.40
			132	2144-2145	2144			\$ 50,186.40	8	\$ 50,186.40
			133	2145-2146	2145			\$ 50,186.40	8	\$ 50,186.40

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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8/15/13
 DATE

Attachment

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Schedule D

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

Applicant Name

Atlas Pipeline Midcontinent Westtexas LLC

ISD Name

Rankin ISD

Form 50-296

Sales Tax Information				Other Property Tax Abatements Sought				
Sales Taxable Expenditures				Franchise Tax	County	City	Hospital	Other
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
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	2013-2014	2013		\$ 5,000,000	\$ 62,500			
Complete tax years of qualifying time period	1	2014-2015		\$ 30,941,130	\$ 433,000	100		
	2	2015-2016		\$ 54,058,870	\$ 500,000	80		
	3	2016-2017		\$ -	\$ -	60		
	4	2017-2018		\$ -	\$ -	40		
	5	2018-2019		\$ -	\$ -	20		
	6	2019-2020		\$ -	\$ -			
	7	2020-2021		\$ -	\$ -			
	8	2021-2022		\$ -	\$ -			
	9	2022-2023		\$ -	\$ -			
	10	2023-2024		\$ -	\$ -			
Value Limitation Period	11	2024-2025		\$ -	\$ -			
	12	2025-2026		\$ -	\$ -			
	13	2026-2027		\$ -	\$ -			
	14	2027-2028		\$ -	\$ -			
Continue to Maintain Viable Presence	15	2028-2029		\$ -	\$ -			
	16	2029-2030		\$ -	\$ -			
Credit Settle-Up Period								
Post-Settle-Up Period								

*For planning construction and operation of the facility.

8/15/13

DATE

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U

Map of Reinvestment Zone

Attachment

V

Order, Resolution or Ordinance Establishing Zone

Attachment

W

Legal Description of Reinvestment Zone

Attachment

X

Guidelines and Criteria for Reinvestment Zone

Attachment

Y

Certificate of Account Status



Franchise Tax Account Status

As of: 07/24/2013 11:38:06 AM

This Page is Not Sufficient for Filings with the Secretary of State

ATLAS PIPELINE MID-CONTINENT WESTTEX, LLC

Texas Taxpayer Number 14217331074

Mailing Address 110 W 7TH ST STE 2300
TULSA, OK 74119-1017

Right to Transact Business in ACTIVE
Texas

State of Formation DE

Effective SOS Registration 08/16/2007
Date

Texas SOS File Number 0800858817

Registered Agent Name C T CORPORATION SYSTEM

Registered Office Street 350 NORTH ST. PAUL ST., STE. 2900
Address DALLAS, TX 75201

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

Applicant Name
ISD Name

Atlas Pipeline Midcontinent Westtexas LLC
Rankin 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 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 M&O--after all reductions	Final taxable value for M&O--after all reductions
	pre- year 1	2013-2014	2013						
Tax Credit Period (with 50% cap on credit)	1	2014-2015	2014	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	2	2015-2016	2015	\$ 941,130	\$ 29,058,870	\$ -	\$ -	\$ 30,000,000	\$ 30,000,000
	3	2016-2017	2016	\$ 903,485	\$ 89,096,515	\$ -	\$ -	\$ 90,000,000	\$ 20,000,000
	4	2017-2018	2017	\$ 858,311	\$ 84,641,689	\$ -	\$ -	\$ 85,500,000	\$ 20,000,000
	5	2018-2019	2018	\$ 815,395	\$ 80,409,605	\$ -	\$ -	\$ 81,225,000	\$ 20,000,000
	6	2019-2020	2019	\$ 774,625	\$ 76,389,125	\$ -	\$ -	\$ 77,163,750	\$ 20,000,000
	7	2020-2021	2020	\$ 735,894	\$ 72,569,668	\$ -	\$ -	\$ 73,305,563	\$ 20,000,000
	8	2021-2022	2021	\$ 699,099	\$ 68,941,185	\$ -	\$ -	\$ 69,640,284	\$ 20,000,000
	9	2022-2023	2022	\$ 664,144	\$ 65,494,126	\$ -	\$ -	\$ 66,158,270	\$ 20,000,000
	10	2023-2024	2023	\$ 630,937	\$ 62,219,420	\$ -	\$ -	\$ 62,850,357	\$ 20,000,000
	11	2024-2025	2024	\$ 599,390	\$ 59,108,449	\$ -	\$ -	\$ 59,707,839	\$ 59,707,839
	12	2025-2026	2025	\$ 569,421	\$ 56,153,026	\$ -	\$ -	\$ 56,722,447	\$ 56,722,447
	13	2026-2027	2026	\$ 540,950	\$ 53,345,375	\$ -	\$ -	\$ 53,886,325	\$ 53,886,325
	14	2027-2028	2027	\$ 513,902	\$ 50,678,106	\$ -	\$ -	\$ 51,192,008	\$ 51,192,008
	15	2028-2029	2028	\$ 488,207	\$ 48,144,201	\$ -	\$ -	\$ 48,632,408	\$ 48,632,408

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

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8/26/13

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

DATE

