MOTIVA ENTERPRISES LLC
P.O. BOX 4369
HOUSTON, TEXAS 77210

RECEIVED
PHYLLIS GEANS
JUL 19 2010
ASST. SUPT. FOR BUSINESS/FINANCE
PORT ARTHUR ISD

July 15, 2010

VIA ELECTRONIC MAIL TO: Pgeans@paisd.org
AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED

Ms. Phyllis Geans
Assistant Superintendent for Business & Finance
Port Arthur Independent School District
P.O. Box 1388
Port Arthur, Texas 77641-1388

Re: Filing of Forms 50-772 and 50-773

Agreement for Limitation on Appraised Value of Property for School District Maintenance and Operations Taxes dated January 25, 2007, by and between Port Arthur Independent School District and Motiva Enterprises LLC (the "the Appraised Value Limitation Agreement")

Dear Ms. Geans:

Enclosed please find the following for filing with Port Arthur Independent School District with respect to the Appraised Value Limitation Agreement:

1. Form 50-772, Chapter 313 Annual Eligibility Report Form; and

2. Form 50-773, Biennial Progress Report for Texas Economic Development Act.

Please do not hesitate to contact me at (713) 241-3039 should you have any questions or require any additional information. We appreciate Port Arthur Independent School District's leadership and support in helping to bring this important energy project to Southeast Texas.

Very truly yours,

MOTIVA ENTERPRISES LLC

By: Joe Baker
Joe Baker
Tax Advisor U.S. Property Tax

Enclosures

65488933.1/10606497

Chapter 313 Annual Eligibility Report Form

Form 50-772
(May 2010)

2009
Tax Year covered in this report

Port Arthur ISD
School district name

$0.30600
I&S Tax Rate

$1.0400
M&O Tax Rate

Crude Expansion Project
Project Name

Motiva Enterprises LLC
Company Name

P.O. Box 4369, Houston, Texas 77210
Company Address

Joe Baker (713) 241-3039 Joe.Baker@Shell.com
Company Contact Information

NOTE: This form must be completed by an authorized representative of each approved applicant and each entity with property subject to the limitation agreement. It must be submitted to the school district by May 15th of every year using information from the previous tax (calendar) year. For limitation agreements where there are multiple company entities that receive a part of the limitation provided by the agreement: 1) each business entity not having a full interest in the agreement should complete a separate form for their proportionate share of required employment and investment information; and, 2) separately, the school district is required to complete an Annual Eligibility Report that provides for each question in this form a sum of the individual answers from reports submitted by each entity so that there is a cumulative Annual Eligibility Report reflecting the entire agreement.

17602624904
Texas Taxpayer ID of Applicant

Texas Taxpayer ID Reporting Entity (if appropriate)

January 25, 2007
Date of Agreement Approval

Motiva Enterprises LLC
Original Applicant Name

2008
First complete tax year of the qualifying time period

2009
Last tax year of the qualifying time period

2010
First tax year of the limitation

$30,000,000.00
Amount of the limitation at the time of application approval

QUALIFIED PROPERTY INFORMATION

Market Value	I&S Taxable Value	M&O Taxable Value
$193,632,700	$193,632,700	$193,632,700

Is the business entity in good standing with respect to Tax Code, Chapter 171?
(Attach printout from Comptroller Web site: http://www.window.state.tx.us/taxinfo/coasintr.html) ☑ Yes ☐ No

Is the business entity current on all taxes due to the State of Texas? ☑ Yes ☐ No

Is the business activity of the project an eligible business activity under Section 313.024(b)? ☑ Yes ☐ No

Please identify business activity: Manufacturing

What was the application review start date for your application (the date your application was determined to be complete)? N/A
(This question must only be answered for projects with applications approved after June 1, 2010.)

How many new jobs were based on the qualified property in the year covered by this report? (See note on page 3.) 176

What is the number of new jobs required for a project in this school district according to 313.021(2)(A)(iv)(b), 313.051(b), as appropriate? 10

If the applicant requested a waiver of minimum jobs requirement, how many new jobs must the approved applicant create under the waiver? N/A

80 percent of New Jobs (0.80 x number of new jobs based on the qualified property in the year covered by this report.) 140

What is the minimum required annual wage for each qualifying job in the year covered by the report? $52,005.80

For agreements executed prior to June 19, 2009, please identify which of the two Tax Code sections is used to determine the wage standard required by the agreement: §313.021(5)(A) or §313.051(b). For agreements executed after June 19, 2009, please identify which of the four Tax Code sections is used to determine the wage standard required by the agreement: §313.021(5)(A), §313.021(5)(B), §313.021(3)(E)(ii), or §313.051(b). ..... §313.051(b)

Attach calculations and cite (or attach) `exact Texas Workforce Commission data sources. ..... See attached

How many qualifying jobs (employees of this entity and employees of a contractor with this entity) were based on the qualified property in the year covered by the report? 176

Of the qualifying job-holders last year, how many were employees of the approved applicant? 176

Of the qualifying job-holders last year, how many were employees of an entity contracting with the approved applicant? ..... -0-

If any qualifying job-holders were employees of an entity contracting with the applicant, does the approved applicant or assignee have documentation from the contractor supporting the conclusion that those jobs are qualifying jobs? ..... ☑ NA ☐ Yes ☐ No

THE FOLLOWING QUESTIONS APPLY ONLY TO APPROVED APPLICANTS WITH AGREEMENTS THAT REQUIRE THE APPROVED APPLICANT TO PROVIDE A SPECIFIED NUMBER OF JOBS AT A SPECIFIED WAGE.

How many qualifying jobs did the approved applicant commit to create in the year covered by the report? ..... N/A

At what annual wage? ..... N/A

How many qualifying jobs were created at the specified wage? ..... N/A

ENTITIES ARE NOT REQUIRED TO ANSWER THE FOLLOWING FIVE QUESTIONS IF THE YEAR COVERED BY THE REPORT IS AFTER THE QUALIFYING TIME PERIOD OF THEIR AGREEMENT.

What is the qualified investment expended by this entity from the beginning of the qualifying time period through the end of the year covered by this report? $4,848,643,910

Was any of the land classified as qualified investment? ..... ☐ Yes ☑ No

Was any of the qualified Investment leased under a capitalized lease? ..... ☐ Yes ☑ No

Was any of the qualified Investment leased under and operating lease? ..... ☐ Yes ☑ No

Was any property not owned by the applicant part of the qualified investment? ..... ☐ Yes ☑ No

THE FOLLOWING QUESTIONS MUST BE ANSWERED BY ENTITIES HAVING A PARTIAL INTEREST IN AN AGREEMENT.

What was your limitation amount (or portion of original limitation amount) during the year covered by this report? ..... N/A

Please describe your interest in the agreement and identify all the documents creating that interest.

N/A

NOTE: For job definitions see TAC §9.1051(14) and Tax Code, §313.021(3). If the agreement includes a definition of "new job" other than TAC §9.1051(14)(C), then please provide the definition "new job" as used in the agreement.

Notwithstanding any waiver by the district of the requirement for the creation of a minimum number of new jobs, or any other job commitment in the agreement, Tax Code 313.024(d) requires that 80 percent of all new jobs be qualifying jobs.

APPROVAL.

"I am the authorized representative for the Company submitting this Annual Eligibility Report. I understand that this Report is a government record as defined in Chapter 37 of the Texas Penal Code. The information I am providing on this Report is true and correct to the best of my knowledge and belief."

Joe Baker

Signature

Joe Baker

Printed name of authorized company representative

Tax Advisor U.S. Property Tax

Title

July 15, 2010

Date

CONTACT INFORMATION FOR AUTHORIZED REPRESENTATIVE

P.O. Box 4369, Houston, Texas 77210

Address

(713) 241-3039

Phone

Joe.Baker@Shell.com

E-mail

TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

SUSAN COMBS • COMPTROLLER • AUSTIN, TEXAS 78774

July 15, 2010

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Susan Combs, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the records of this office

MOTIVA ENTERPRISES LLC

is, as of this date, in good standing with this office having no franchise tax reports or payments due at this time. This certificate is valid through the date that the next franchise tax report will be due August 16, 2010.

This certificate does not make a representation as to the status of the entity's registration, if any, with the Texas Secretary of State.

This certificate is valid for the purpose of conversion when the converted entity is subject to franchise tax as required by law. This certificate is not valid for any other filing with the Texas Secretary of State.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 15th day of
July 2010 A.D.

Susan Combs

Susan Combs
Texas Comptroller

Taxpayer number: 17602624904
File number: 0703846823

Form 05-304 (Rev. 12-07/17)

2007 Manufacturing Wages by Council of Government Region
Wages for All Occupations

COG	Hourly	Annual
Texas	$19.80	$41,184
1. Panhandle Regional Planning Commission	$17.49	$36,379
2. South Plains Association of Governments	$14.48	$30,118
3. NORTEX Regional Planning Commission	$16.97	$35,298
4. North Central Texas Council of Governments	$21.72	$45,178
5. Ark-Tex Council of Governments	$15.05	$31,304
6. East Texas Council of Governments	$15.40	$32,032
7. West Central Texas Council of Governments	$15.35	$31,928
8. Rio Grande Council of Governments	$14.41	$29,973
9. Permian Basin Regional Planning Commission	$16.36	$34,029
10. Concho Valley Council of Governments	$13.49	$28,059
11. Heart of Texas Council of Governments	$15.65	$32,552
12. Capital Area Council of Governments	$23.66	$49,213
13. Brazos Valley Council of Governments	$14.86	$30,909
14. Deep East Texas Council of Governments	$14.86	$30,909
15. South East Texas Regional Planning Commission	$22.73	$47,278
16. Houston-Galveston Area Council	$21.06	$43,805
17. Golden Crescent Regional Planning Commission	$17.91	$37,253
18. Alamo Area Council of Governments	$16.09	$33,467
19. South Texas Development Council	$12.37	$25,730
20. Coastal Bend Council of Governments	$21.78	$45,302
21. Lower Rio Grande Valley Development Council	$12.66	$26,333
22. Texoma Council of Governments	$18.23	$37,918
23. Central Texas Council of Governments	$15.94	$33,155
24. Middle Rio Grande Development Council	$12.91	$26,853

$47,278.00
x 110%
$52,005.80

Source: Texas Occupational Employment and Wages
Data published: 9 June 2008
Data published annually, next update will be June 2009.

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.