SARA LEON
& ASSOCIATES, LLC

August 6, 2019

Via Electronic Mail and Hand Delivery
Local Government Assistance & Economic Analysis
Texas Comptroller of Public Accounts
111 E. 17th Street
Austin, Texas 78774

Re: Application for a Chapter 313 Value Limitation Agreement between the Texas City Independent School District and Gulf Coast Ammonia, LLC

First Year of Qualifying Time Period – 2019
First Year of Limitation – 2024

Dear Local Government Assistance and Economic Analysis Division:

The Texas City Independent School District Board of Trustees approved the enclosed Application for Appraised Value Limitation on Qualified Property at a duly called meeting held on July 15, 2019. The Application was determined to be complete on August 6, 2019. The Applicant proposes to construct a new ammonia production facility. The plant will be constructed within the jurisdiction of Texas City Independent School District and Galveston County, Texas.

A copy is being provided to the Galveston County Appraisal District by copy of this correspondence. The Board of Trustees believes this project will be beneficial to the District and looks forward to your review and certification of this Application.

Thanks so much for your kind attention to this matter.

Respectfully submitted,

Sara Hardner Leon

SHL/vr

Enclosures

512.637.4244 | saraleonlaw.com
Austin | Houston | Corpus Christi
7500 Rialto Blvd., Bldg. 1, Ste. 250
Austin, Texas 78735

cc: Tommy Watson
Chief Appraiser
Galveston County Appraisal District
9850 Emmett F. Lowry Expressway
Ste. A101
Texas City, TX 77591

Via Electronic Mail: rcavness@tcisd.org
Rodney Cavness, Superintendent of Schools, Texas City Independent School District

Via Electronic Mail: slimani@agrifos.com
Hamza Slimani, CEO, Gulf Coast Ammonia, LLC

Via Electronic Mail: bcardenas@velaw.com
Beto Cardenas, Counsel, Vinson & Elkins LLP

Via Electronic Mail: mark.scimeni@pwc.com
Mark Scimeni, Director, PricewaterhouseCoopers LLP

CHAPTER 313 APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY

TAB 1

Pages 1 through 9 of application

Application for Appraised Value Limitation on Qualified Property

(Tax Code, Chapter 313, Subchapter B or C)

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 hard copy of the completed application to the Comptroller in a three-ring binder with tabs, as indicated on page 9 of this application, 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 website. 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. For more information, see guidelines on Comptroller's website.

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. Pursuant to 9.1053(a)(1)(C), requested information shall be provided within 20 days of the date of the request. 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, issue a certificate for a limitation on appraised value 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 not later than the 150th 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 issue a certificate, complete the economic impact evaluation or consider the application at any time during the application review period.

Please visit the Comptroller's website to find out more about the program at comptroller.texas.gov/economy/local/ch313/. There are links to the Chapter 313 statute, rules, guidelines and forms. Information about minimum limitation values for particular districts and wage standards may also be found at that site.

SECTION 1: School District Information

1. Authorized School District Representative

July 15, 2019
Date Application Received by District

Rodney	Cavness
First Name	Last Name

Superintendent
Title

Texas City Independent School District
School District Name

1700 Ninth Avenue North
Street Address

1700 Ninth Avenue North
Mailing Address

Texas City	Texas	77590
City	State	ZIP

(409) 916-0103	(409) 942 - 2655
Phone Number	Fax Number
	rcavness@tcisd.org
Mobile Number (optional)	Email Address

2. Does the district authorize the consultant to provide and obtain information related to this application? .... ☑ Yes ☐ No

SECTION 1: School District Information *(continued)*

3. Authorized School District Consultant *(If Applicable)*

First Name: Daniel
Last Name: Casey
Title: Partner
Firm Name: Moak, Casey & Associates, LLP
Phone Number: (512) 485-7878
Fax Number: (512) 485-7888
Mobile Number *(optional)*:
Email Address: dcasey@moakcasey.com

4. On what date did the district determine this application complete? .... August 6, 2019

5. Has the district determined that the electronic copy and hard copy are identical? .... [X] Yes [ ] No

SECTION 2: Applicant Information

1. Authorized Company Representative *(Applicant)*

First Name: Hamza
Last Name: Slimani
Title: CEO
Organization: Gulf Coast Ammonia LLC
Street Address: 1815 Purdy Avenue
Mailing Address: 1815 Purdy Avenue
City: Miami Beach
State: Florida
ZIP: 33139
Phone Number: (212) 315-3686
Fax Number: (212) 315-3898
Mobile Number *(optional)*:
Business Email Address: hslimani@agrifos.com

2. Will a company official other than the authorized company representative be responsible for responding to future information requests? .... [✓] Yes [ ] No

2a. If yes, please fill out contact information for that person.

First Name: Beto
Last Name: Cardenas
Title: Counsel
Organization: Vinson & Elkins LLP
Street Address: 1001 Fannin Street, Suite 2500
Mailing Address: 1001 Fannin Street, Suite 2500
City: Houston
State: Texas
ZIP: 77002
Phone Number: 713-758-3264
Fax Number: 713-615-5980
Mobile Number *(optional)*:
Business Email Address: bcardenas@velaw.com

3. Does the applicant authorize the consultant to provide and obtain information related to this application? .... [✓] Yes [ ] No

SECTION 2: Applicant Information (continued)

4. Authorized Company Consultant *(If Applicable)*

Mark — First Name
Scimeni — Last Name

Director — Title

PricewaterhouseCoopers LLP — Firm Name

(713) 383-8488 — Phone Number
(713) 356-4717 — Fax Number

mark.scimeni@pwc.com — Business Email Address

SECTION 3: Fees and Payments

1. Has an application fee been paid to the school district? ☑ Yes ☐ No

   The total fee shall be paid at time of the application is submitted to the school district. Any fees not accompanying the original application shall be considered supplemental payments.

   1a. If yes, attach in **Tab 2** proof of application fee paid to the school district.

For the purpose of questions 2 and 3, "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.

2. Will any "payments to the school district" that you may make in order to receive a property tax value limitation agreement result in payments that are not in compliance with Tax Code §313.027(i)? ☐ Yes ☑ No ☐ N/A

3. If "payments to the school district" will only be determined by a formula or methodology without a specific amount being specified, could such method result in "payments to the school district" that are not in compliance with Tax Code §313.027(i)? ☐ Yes ☑ No ☐ N/A

SECTION 4: Business Applicant Information

1. What is the legal name of the applicant under which this application is made? Gulf Coast Ammonia LLC
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 *(11 digits)* 32056951828
3. List the NAICS code 325311
4. Is the applicant a party to any other pending or active Chapter 313 agreements? ☑ Yes ☐ No

   4a. If yes, please list application number, name of school district and year of agreement

   Application #1147, Texas City Independent School District, 2017

SECTION 5: Applicant Business Structure

1. Identify Business Organization of Applicant *(corporation, limited liability corporation, etc)* Limited Liability Company
2. Is applicant a combined group, or comprised of members of a combined group, as defined by Tax Code §171.0001(7)? ☑ Yes ☐ No

   2a. If yes, attach in **Tab 3** a copy of Texas Comptroller Franchise Tax Form No. 05-165, No. 05-166, or any other documentation from the Franchise Tax Division to demonstrate the applicant's combined group membership and contact information.
3. Is the applicant current on all tax payments due to the State of Texas? ☑ Yes ☐ No
4. Are all applicant members of the combined group current on all tax payments due to the State of Texas? ☑ Yes ☐ No ☐ N/A
5. If the answer to question 3 or 4 is no, please explain and/or disclose any history of default, delinquencies and/or any material litigation, including litigation involving the State of Texas. *(If necessary, attach explanation in **Tab 3**)*

SECTION 6: Eligibility Under Tax Code Chapter 313.024

1. Are you an entity subject to the tax under Tax Code, Chapter 171? ☑ Yes ☐ No
2. The property will be used for 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
   (9) a Texas Priority Project, as defined by 313.024(e)(7) and TAC 9.1051 ☐ Yes ☑ No
3. Are you requesting that any of the land be classified as qualified investment? ☐ Yes ☑ No
4. Will any of the proposed qualified investment be leased under a capitalized lease? ☐ Yes ☑ No
5. Will any of the proposed qualified investment be leased under an operating lease? ☐ Yes ☑ No
6. Are you including property that is owned by a person other than the applicant? ☐ Yes ☑ No
7. Will any property be pooled or proposed to be pooled with property owned by the applicant in determining the amount of your qualified investment? ☐ Yes ☑ No

SECTION 7: Project Description

1. In **Tab 4**, attach 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.
2. Check the project characteristics that apply to the proposed project:
   ☐ Land has no existing improvements
   ☑ Land has existing improvements *(complete Section 13)*
   ☐ Expansion of existing operation on the land *(complete Section 13)*
   ☐ Relocation within Texas

SECTION 8: Limitation as Determining Factor

1. Does the applicant currently own the land on which the proposed project will occur? ☐ Yes ☑ No
2. Has the applicant entered into any agreements, contracts or letters of intent related to the proposed project? ☑ Yes ☐ No
3. Does the applicant have current business activities at the location where the proposed project will occur? ☐ Yes ☑ No
4. Has the applicant made public statements in SEC filings or other documents regarding its intentions regarding the proposed project location? ☑ Yes ☐ No
5. Has the applicant received any local or state permits for activities on the proposed project site? ☑ Yes ☐ No
6. Has the applicant received commitments for state or local incentives for activities at the proposed project site? ☑ Yes ☐ No
7. Is the applicant evaluating other locations not in Texas for the proposed project? ☑ Yes ☐ No
8. Has the applicant provided capital investment or return on investment information for the proposed project in comparison with other alternative investment opportunities? ☐ Yes ☑ No
9. Has the applicant provided information related to the applicant's inputs, transportation and markets for the proposed project? ☐ Yes ☑ No
10. Are you submitting information to assist in the determination as to whether the limitation on appraised value is a determining factor in the applicant's decision to invest capital and construct the project in Texas? ☑ Yes ☐ No

Chapter 313.026(e) states "the applicant may submit information to the Comptroller that would provide a basis for an affirmative determination under Subsection (c)(2)." If you answered "yes" to any of the questions in Section 8, attach supporting information in Tab 5.

SECTION 9: Projected Timeline

1. Application approval by school board .... July 2019
2. Commencement of construction .... December 2019
3. Beginning of qualifying time period .... September 2019
4. First year of limitation 2024
5. Begin hiring new employees .... March 2023
6. Commencement of commercial operations .... March 2023
7. 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.
8. When do you anticipate the new buildings or improvements will be placed in service? .... March 2023

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located: Galveston County
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property: Galveston CAD
3. Will this CAD be acting on behalf of another CAD to appraise this property? .... ☐ Yes ☑ No
4. List all taxing entities that have jurisdiction for the property, the portion of project within each entity and tax rates for each entity:

   County: Galveston County, 0.529831, 100% *(Name, tax rate and percent of project)*

   City: Texas City, 0.550000, 100% *(Name, tax rate and percent of project)*

   Hospital District: N/A *(Name, tax rate and percent of project)*

   Water District: N/A *(Name, tax rate and percent of project)*

   Other *(describe)*: College of the Mainland, 0.212755, 100% *(Name, tax rate and percent of project)*

   Other *(describe)*: Galveston County Road & Flood, 0.002067, 100% *(Name, tax rate and percent of project)*
5. Is the project located entirely within the ISD listed in Section 1? .... ☑ Yes ☐ No

   5a. If no, attach in **Tab 6** additional information on the project scope and size to assist in the economic analysis.
6. Did you receive a determination from the Texas Economic Development and Tourism Office that this proposed project and at least one other project seeking a limitation agreement constitute a single unified project (SUP), as allowed in §313.024(d-2)? .... ☐ Yes ☑ No

   6a. If yes, attach in **Tab 6** supporting documentation from the Office of the Governor.

SECTION 11: 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 Subchapter B or Subchapter C, and the taxable value of the property within the school district. For assistance in determining estimates of these minimums, access the Comptroller's website at **comptroller.texas.gov/economy/local/ch313/**.

1. At the time of application, what is the estimated minimum qualified investment required for this school district? 80,000,000.00
2. What is the amount of appraised value limitation for which you are applying? 80,000,000.00

   Note: The property value limitation amount is based on property values available at the time of application and may change prior to the execution of any final agreement.
3. Does the qualified investment meet the requirements of Tax Code §313.021(1)? .... ☑ Yes ☐ No
4. Attach a description of the qualified investment [See §313.021(1).] The description must include:
   a. 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 (**Tab 7**);
   b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your minimum qualified investment (**Tab 7**); and
   c. a detailed map of the qualified investment showing location of tangible personal property to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period, with vicinity map (**Tab 11**).
5. Do you intend to make at least the minimum qualified investment required by Tax Code §313.023 (or §313.053 for Subchapter C school districts) for the relevant school district category during the qualifying time period? .... ☑ Yes ☐ No

SECTION 12: Qualified Property

1. Attach a detailed description of the qualified property. [See §313.021(2)] (If qualified investment describes qualified property exactly, you may skip items a, b and c below.) The description must include:
   1a. 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 (**Tab 8**);
   1b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your qualified property (**Tab 8**); and
   1c. a map of the qualified property showing location of new buildings or new improvements with vicinity map (**Tab 11**).
2. Is the land upon which the new buildings or new improvements will be built part of the qualified property described by §313.021(2)(A)? . . . . . . ☑ Yes ☐ No
   2a. If yes, attach complete documentation including:
      a. legal description of the land (**Tab 9**);
      b. each existing appraisal parcel number of the land on which the new improvements will be constructed, regardless of whether or not all of the land described in the current parcel will become qualified property (**Tab 9**);
      c. owner (**Tab 9**);
      d. the current taxable value of the land. Attach estimate if land is part of larger parcel (**Tab 9**); and
      e. a detailed map showing the location of the land with vicinity map (**Tab 11**).
3. Is the land on which you propose new construction or new 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
   3a. If yes, attach the applicable supporting documentation:
      a. evidence that the area qualifies as a enterprise zone as defined by the Governor's Office (**Tab 16**);
      b. legal description of reinvestment zone (**Tab 16**);
      c. order, resolution or ordinance establishing the reinvestment zone (**Tab 16**);
      d. guidelines and criteria for creating the zone (**Tab 16**); and
      e. a map of the reinvestment zone or enterprise zone boundaries with vicinity map (**Tab 11**)
   3b. If no, submit detailed description of proposed reinvestment zone or enterprise zone with a map indicating the boundaries of the zone on which you propose new construction or new improvements to the Comptroller's office within 30 days of the application date. What is the anticipated date on which you will submit final proof of a reinvestment zone or enterprise zone? . . . . . . ____________

SECTION 13: Information on Property Not Eligible to Become Qualified Property

1. In **Tab 10**, attach a specific and detailed description of all **existing property**. This includes buildings and improvements existing as of the application review start date (the date the application is determined to be complete by the Comptroller). The description must provide sufficient detail to locate all existing property on the land that will be subject to the agreement and distinguish existing property from future proposed property.

2. In **Tab 10**, attach a specific and detailed description of all **proposed new property that will not become new improvements** as defined by TAC 9.1051. This includes proposed property that: functionally replaces existing or demolished/removed property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property; or is otherwise ineligible to become qualified property. The description must provide sufficient detail to distinguish existing property (question 1) and all proposed new property that cannot become qualified property from proposed qualified property that will be subject to the agreement (as described in Section 12 of this application).

3. For the property not eligible to become qualified property listed in response to questions 1 and 2 of this section, provide the following supporting information in **Tab 10**:
   a. maps and/or detailed site plan;
   b. surveys;
   c. appraisal district values and parcel numbers;
   d. inventory lists;
   e. existing and proposed property lists;
   f. model and serial numbers of existing property; or
   g. other information of sufficient detail and description.
4. Total estimated market value of existing property (that property described in response to question 1): . . . . $ 415,000.00
5. In **Tab 10**, include an appraisal value by the CAD of all the buildings and improvements existing as of a date within 15 days of the date the application is received by the school district.
6. Total estimated market value of proposed property not eligible to become qualified property *(that property described in response to question 2)*: . . . . . . $ 0.00

Note: Investment for the property listed in question 2 may count towards qualified investment in Column C of Schedules A-1 and A-2, if it meets the requirements of 313.021(1). Such property <u>cannot</u> become qualified property on Schedule B.

SECTION 14: Wage and Employment Information

1. 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)? 1

2. What is the last complete calendar quarter before application review start date:

☐ First Quarter ☑ Second Quarter ☐ Third Quarter ☐ Fourth Quarter of 2019 *(year)*

3. 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 Texas Workforce Commission (TWC)? 0

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

4. What is the number of new qualifying jobs you are committing to create? 40

5. What is the number of new non-qualifying jobs you are estimating you will create? 150

6. Do you intend to request that the governing body waive the minimum new qualifying job creation requirement, as provided under Tax Code §313.025(f-1)? .... ☐ Yes ☑ No

   6a. If yes, attach evidence in **Tab 12** documenting that the new qualifying job creation requirement above exceeds the number of employees necessary for the operation, according to industry standards.

7. Attach in **Tab 13** the four most recent quarters of data for each wage calculation below, including documentation from the TWC website. 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(21) and (22).

   a. Average weekly wage for all jobs (all industries) in the county is 950.00

   b. 110% of the average weekly wage for manufacturing jobs in the county is 2,496.45

   c. 110% of the average weekly wage for manufacturing jobs in the region is 1,157.73

8. Which Tax Code section are you using to estimate the qualifying job wage standard required for this project? .... ☐ §313.021(5)(A) or ☑ §313.021(5)(B)

9. What is the minimum required annual wage for each qualifying job based on the qualified property? 60,202.00

10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 65,000.00

11. Will the qualifying jobs meet all minimum requirements set out in Tax Code §313.021(3)? .... ☑ Yes ☐ No

12. Do you intend to satisfy the minimum qualifying job requirement through a determination of cumulative economic benefits to the state as provided by §313.021(3)(F)? .... ☐ Yes ☑ No

    12a. If yes, attach in **Tab 12** supporting documentation from the TWC, pursuant to §313.021(3)(F).

13. Do you intend to rely on the project being part of a single unified project, as allowed in §313.024(d-2), in meeting the qualifying job requirements? .... ☐ Yes ☑ No

    13a. If yes, attach in **Tab 6** supporting documentation including a list of qualifying jobs in the other school district(s).

SECTION 15: Economic Impact

1. Complete and attach Schedules A1, A2, B, C, and D in **Tab 14**. Note: Excel spreadsheet versions of schedules are available for download and printing at URL listed below.
2. Attach an Economic Impact Analysis, if supplied by other than the Comptroller's Office, in **Tab 15**. *(not required)*
3. If there are any other payments made in the state or economic information that you believe should be included in the economic analysis, attach a separate schedule showing the amount for each year affected, including an explanation, in **Tab 15**.

SECTION 16: Authorized Signatures and Applicant Certification

After the application and schedules are complete, an authorized representative from the school district and the business should review the application documents and complete this authorization page. Attach the completed authorization page in **Tab 17. NOTE:** If you amend your application, you will need to obtain new signatures and resubmit this page, Section 16, with the amendment request.

1. Authorized School District Representative Signature

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.

print here ▶ Rodney Cavness — Superintendent

Print Name *(Authorized School District Representative)* — Title

sign here ▶

Signature *(Authorized School District Representative)* — Date

2. Authorized Company Representative (Applicant) Signature and Notarization

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 and schedules 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.

print here ▶ Hamza Slimani — CEO

Print Name *(Authorized Company Representative (Applicant))* — Title

sign here ▶ H Slimani — 07/09/19

Signature *(Authorized Company Representative (Applicant))* — Date

Marte Christopher M
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01MA6274945
Qualified in Bronx County
Commission Expires Mar. 09, 2021

(Notary Seal)

GIVEN under my hand and seal of office this, the 9 day of July, 2019

Notary Public in and for the State of ~~Texas~~ New York

My Commission expires: March 9, 2021

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 Section 37.10.

APPLICATION TAB ORDER FOR REQUESTED ATTACHMENTS

TAB	ATTACHMENT
1	Pages 1 through 11 of Application
2	Proof of Payment of Application Fee
3	Documentation of Combined Group membership under Texas Tax Code 171.0001(7), history of tax default, delinquencies and/or material litigation *(if applicable)*
4	Detailed description of the project
5	Documentation to assist in determining if limitation is a determining factor
6	Description of how project is located in more than one district, including list of percentage in each district and, if determined to be a single unified project, documentation from the Office of the Governor *(if applicable)*
7	Description of Qualified Investment
8	Description of Qualified Property
9	Description of Land
10	Description of all property not eligible to become qualified property *(if applicable)*
11	Maps that clearly show: a) Project vicinity b) Qualified investment including location of tangible personal propertry to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period c) Qualified property including location of new buildings or new improvements d) Existing property e) Land location within vicinity map f) Reinvestment or Enterprise Zone within vicinity map, showing the actual or proposed boundaries and size **Note:** Electronic maps should be high resolution files. Include map legends/markers.
12	Request for Waiver of Job Creation Requirement and supporting information *(if applicable)*
13	Calculation of three possible wage requirements with TWC documentation
14	Schedules A1, A2, B, C and D completed and signed Economic Impact *(if applicable)*
15	Economic Impact Analysis, other payments made in the state or other economic information *(if applicable)*
16	Description of Reinvestment or Enterprise Zone, including: a) evidence that the area qualifies as a enterprise zone as defined by the Governor's Office b) legal description of reinvestment zone* c) order, resolution or ordinance establishing the reinvestment zone* d) guidelines and criteria for creating the zone* *** To be submitted with application or before date of final application approval by school board**
17	Signature and Certification page, signed and dated by Authorized School District Representative and Authorized Company Representative *(applicant)*

CHAPTER 313 APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY

TAB 2

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)

CHAPTER 313 APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY

TAB 3

Documentation of Combined Group membership under Texas Tax Code 171.0001(7), history of tax default, delinquencies, and/or material litigation (if applicable).

Gulf Coast Ammonia LLC was organized under the laws of Delaware on March 6, 2014.

Texas Franchise tax requires that taxable entities that are part of an affiliated group engaged in a unitary business file their Texas Franchise tax report as a group or, more particularly on a "combined group" basis. Please see Texas Tax Code 171.0001(7). Gulf Coast Ammonia LLC's initial participation in a Texas Franchise Tax combined group filing was for report year 2015 based on the prior calendar year's accounting period.

For 2015 Texas Franchise tax purposes, Gulf Coast Ammonia LLC was included as part of a combined group under the reporting entity, Agrifos Partners LP. As such, Gulf Coast Ammonia LLC was included in the "Texas Franchise Tax Affiliate Schedule" Form 05-166 filed as part of Agrifos Partners LP's 2015 Texas Franchise Tax Return.

However, on February 22, 2016 Gulf Coast Ammonia joined a new combined group under the reporting entity GCA Holdings LLC. The most recently filed Texas Franchise Tax report with its related affiliate schedule showing Gulf Coast Ammonia LLC as a member of its combined group is attached.

Documentation of combined group received by the Texas Comptroller of Public Accounts

CHAPTER 313 APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY

TAB 4

Detailed description of the project

Project Description

Gulf Coast Ammonia LLC plans to design and construct a new ammonia production facility. The plant will manufacture ammonia, which is used in products such as fertilizers, fibers, plastics, and many other industrial applications. Hydrogen and nitrogen gas will be produced at an on-site steam methane reformer and air separation unit, and these gases will be used as raw feedstocks for the production of ammonia. Once operating, the ammonia plant planned production capacity will exceed 1,200,000 metric tons per year.

Construction of the proposed facility is expected to begin in mid-2020 with commercial operations commencing in late 2023 or early 2024.

Site Description

If approved, the ammonia plant and related storage and cooling facilities will be located on approximately 25 acres of land of an existing brownfield chemical site in Texas City ISD. The site currently houses multiple plants producing a variety of chemical products. The proposed ammonia plant will be independent from the assets currently operating on the site.

Proposed Investment

The proposed investment for which the tax limitation is sought includes, but is not limited to, site development, process storage tanks (for short-term storage prior to loading onto vessels), ammonia synthesis loop, pumps, piping, control equipment and facilities, steam methane reformer, air separation unit and other chemical processing equipment.

New property necessary for the production of ammonia includes, but is not limited to, the following:

- Reactors
- Synthesis Loop
- Refrigeration System
- Process Storage Tanks
- Cooling Tower
- Heat Exchangers
- Pumps
- Valves
- Compressors
- Vacuum Systems
- Motors and Motor Control Centers
- Process Control Systems
- Steam Methane Reformer
- Air Separation Unit
- Flare Stacks
- Manufacturing Buildings
- Pollution Control Equipment
- Process Control Buildings
- Warehouse, Maintenance, and all other Buildings

CHAPTER 313 APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY

TAB 5

Documentation to assist in determining if limitation is a determining factor

Has the applicant entered into any agreements, contracts, or letters of intent related to the proposed project?

Yes. Gulf Coast Ammonia LLC ("***GCA***") was formed in 2014. In support of its creation the participating member(s) executed certain documents necessary to charter, organize and form the entity.

Since its formation GCA worked closely with Borealis AG ("Borealis"), headquartered in Vienna, Austria. Borealis, a leading provider of innovative solutions in the fields of polyolefins, base chemicals and fertilizers, and Agrifos Partners LLC ("Agrifos"), a project development company, had reached a preliminary agreement to jointly develop a world-scale ammonia project through GCA. That agreement was not implemented. As a result, the construction schedule proposed for the project in Application #1147 and specified in the approved limitation agreement with Texas City ISD could not be met. GCA has continued its work to find strategic partnerships and third-party financing to coincide with the newly proposed an updated construction schedule on this Application.

A Hamburg, Germany-based company with expertise in supply, trading and logistics of energy and chemicals with tank storage logistics, trading and aviation fueling, dry bulk handling, fuel analysis and energy services is evaluating becoming an equity partner with Agrifos and Macquarie in the project in replacement of Borealis

GCA has engaged Macquarie Capital ("Macquarie") to serve as its financial advisor for the arrangement of a non-recourse project financing. Macquarie is also an equity holder in GCA. GCA has also engaged Vinson & Elkins LLP as legal counsel for the project. GCA has engaged PricewaterhouseCoopers, LLP to provide advice and assistance on certain tax matters.

Has the applicant made public statements in SEC filings or other documents regarding its intentions regarding the proposed project location?

Yes. With respect to investments in other locations in the United States, Gulf Coast Ammonia and Borealis were engaged in discussions with other potential partners for the construction of a facility in Lake Charles, Louisiana. These discussions began after the issuance of a May 2015 press release (attached to this Tab 5). Given the availability of incentives and favorable property tax structure in Louisiana, a site in Lake Charles provides and would provide favorable project economics, as well as the necessary infrastructure and access to ship channels. Statements to that effect, addressing possible project location in Louisiana were therefore made via electronic communication and are attached for review on a confidential basis.

TAB 5

Documentation to assist in determining if limitation is a determining factor

Has the applicant received any local or state permits for activities on the proposed site?

Yes. The applicant has applied for and received permits from the Texas Commission on Environmental Quality. Specifically, TCEQ Texas Pollutant Discharge Elimination System (TPDES) Individual Wastewater Permit: WQ0005235000 and TCEQ Minor New Source Review (NSR) Air Permit: 145038.

Has the applicant received commitments from state or local incentives for activities at the proposed site?

Yes. GCA entered into discussions with Texas City, Galveston County and College of the Mainland regarding potential property tax incentives for the proposed project, in addition to its discussions with Texas City ISD that form the basis for this application under Texas Tax Code Chapter 313 (“Chapter 313”).

GCA reached agreements with Texas City and College of the Mainland regarding potential incentive benefits in December 2017 and April 2018, respectively. Those agreements are being modified to reflect a revised partnership for GCA as well as a new abatement schedule that reflects the new project construction time line. An agreement in principle has been reached with Galveston County and will coincide with the efforts to modify the existing agreements with Texas City and College of the Mainland.

The limitation of appraised value under Chapter 313 is a key tax incentive agreement that is necessary to ensure GCA’s potential project is financially competitive. Without this requested limitation, the planned project will be unable to generate sufficient operating margins and net income returns to receive board approval from GCA’s owners and close on the debt and equity financing needed for construction of the ammonia production facility.

Third-party debt and equity financing is necessary to cover the projected capital costs of approximately $600 million for the construction and operation of the facility until it reaches commercial viability. Without the Chapter 313 tax incentives, the potential project will not be financially viable, will not attract third party financing and GCA will be forced to abandon the project.

CHAPTER 313 APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY

TAB 5

Documentation to assist in determining if limitation is a determining factor

Is the applicant evaluating other location not in Texas for the proposed project?

The applicant is not currently actively evaluating other locations outside of Texas. However, in its previous application (#1147) the applicant detailed the location of an alternative site in the state of Louisiana, which provided favorable economics. A copy of that electronic communication is attached for review on a confidential basis.

Pursuant to Texas Tax Code Section 313.026(c)(2) the limitation on appraised value is a determining factor in GCA's decision to invest capital and construct the project in this state. Notwithstanding, other considerations associated with the project result in a net positive benefit to the state of Texas, including the potential for a significant increase to the property tax base for the jurisdictions affected and direct and indirect employment.

Are you submitting information to assist in the determination as to whether the limitation on appraised value is a determining factor in the applicant's decision to invest capital and construct the project in Texas?

Yes. Please see attached letter from Gulf Coast Ammonia's proposed new equity investor (in replacement of Borealis) for review on a confidential basis.

Attachment 1

Media Release

New York, NY, USA / Vienna, Austria | 20 May 2015, 3 pm CET

Borealis and Agrifos announce major milestone in the development of ammonia production project in US

Borealis, a leading provider of innovative solutions in the fields of polyolefins, base chemicals and fertilizers, and Agrifos Partners LLC, a project development company, have reached a preliminary agreement to jointly develop a world-scale ammonia project through Gulf Coast Ammonia LLC (GCA). The plant will be located within an existing chemical site along the Texas Gulf Coast. GCA is in final negotiations with a short list of strategic site owners and expects to make a final site selection within the coming few months.

The brownfield, hydrogen-based project is scheduled for mechanical completion and start-up in early 2019. The site will benefit from existing infrastructure and excellent logistics capabilities which will allow product supply to a variety of long-term off-takers and customers.

The final agreement with Borealis, which would be subject to its Supervisory Board approval, contemplates significant equity participation by Borealis in the project. Borealis would also enter into a long-term offtake agreement for approximately 40% of the ammonia produced by the plant.

"We have a clear strategy of expanding our global nitrogen business," says Markku Korvenranta, Borealis Executive Vice President Base Chemicals. "By participating in the development of, construction of and offtake from a world-scale project in the U.S., Borealis is able to secure long-term supplies of ammonia based on the attractive economics of U.S. natural gas. It also is a key step in the Borealis goal to sell 10 million tons of nitrogen-based fertilizer products per year by 2020. Gulf Coast Ammonia's project is all the more compelling because it builds on existing site capabilities and assets along the US Gulf Coast."

GCA is a company formed by Agrifos Partners LLC to develop a world-scale ammonia plant along the Texas Gulf Coast. The project will utilise hydrogen and nitrogen feedstock, with pricing linked to US natural gas indexes. Agrifos has extensive experience in acquiring, developing and operating fertilizer production assets. The company expects to make further announcements in the near future concerning additional product offtake commitments, feedstock supply arrangements, permitting and construction contracts.

Gulf Coast Ammonia has engaged Macquarie Capital to serve as its financial advisor for the arrangement of a non-recourse project financing. Macquarie Capital recently acted as advisor to Freeport LNG Expansion, L.P., a liquefied natural gas project. The company has also engaged Vinson & Elkins LLP as legal counsel for the project. Vinson & Elkins has recent experience with ammonia projects in the US Gulf, having served as outside counsel to Dyno Nobel for its ammonia manufacturing plant in Waggaman, Louisiana.

END

For further information please contact:

Borealis:
Kerstin Meckler
Director Communications
Tel. +43 (0)1 22 400 389 (Vienna, Austria)
e-mail: kerstin.meckler@borealisgroup.com

Agrifos / Gulf Coast Ammonia:
Hamza Slimani
Vice President
Tel. +1 212 315 3686 (New York, USA)
e-mail: hslimani@agrifos.com

Agrifos Partners LLC is a privately owned development company. The owners of Agrifos have been involved in numerous transactions in the fertilizer sector and have owned and operated several fertilizer assets over the past decades.

Gulf Coast Ammonia LLC was formed by Agrifos Partners LLC to establish a world-scale ammonia plant along the Texas Gulf Coast. In development since 2012, the project will utilize hydrogen and nitrogen feedstock, with pricing linked to US natural gas indexes. The company expects to make further announcements in the near future concerning site selection, additional product offtake commitments, feedstock supply arrangements, permits and construction contracts.

Macquarie Capital comprises Macquarie Group's corporate advisory, capital markets and principal investing capabilities. Macquarie Capital's expertise spans a variety of industry sectors including telecommunications, media, entertainment, gaming, financial institutions, industrials, energy, resources, real estate, infrastructure, utilities and renewables. For more information, visit www.macquarie.com/us

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Borealis is a leading provider of innovative solutions in the fields of polyolefins, base chemicals and fertilizers. With headquarters in Vienna, Austria, Borealis currently employs around 6,500 and operates in over 120 countries. It generated EUR 8.3 billion in sales revenue in 2014. The International Petroleum Investment Company (IPIC) of Abu Dhabi owns 64% of the company, with the remaining 36% owned by OMV, the leading energy group in the European growth belt. Borealis provides services and products to customers around the world in collaboration with Borouge, a joint venture with the Abu Dhabi National Oil Company (ADNOC).

Building on its proprietary Borstar® and Borlink™ technologies and 50 years of experience in polyolefins, Borealis and Borouge support key industries including infrastructure, automotive and advanced packaging.

The Borouge 3 plant expansion in Abu Dhabi will be fully operational in 2015. Borouge 3 will deliver an additional 2.5 million tonnes of capacity when fully ramped up, bringing the total Borouge capacity to 4.5 million tonnes. Borealis and Borouge will then have approximately 8 million tonnes of polyolefin capacity.

Borealis offers a wide range of base chemicals, including melamine, phenol, acetone, ethylene, propylene, butadiene and pygas, servicing a wide range of industries. Together with Borouge the two companies will produce approximately 6 million tonnes of Base Chemicals in 2015.

Borealis also creates real value for the agricultural industry with a large portfolio of fertilizers and technical nitrogen products. The company distributes approximately 5 million tonnes per year.

Borealis and Borouge aim to proactively benefit society by taking on real societal challenges and offering real solutions. Both companies are committed to the principles of Responsible Care®, an initiative to improve safety performance within the chemical industry, and contribute to solve the world's water and sanitation challenges through product innovation and their Water for the World™ programme.

For more information visit:
www.borealisgroup.com
www.borouge.com
www.waterfortheworld.net

CHAPTER 313 APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY

TAB 6

Description of how project is located in more than one district, including list of percentage in each district and, if determined to be a single unified project, documentation from the Office of the Governor (if applicable).

The project is located in the following taxing districts:

1. Texas City ISD	100%
2. Galveston County	100%
3. City of Texas City	100%
4. Galveston County Road & Flood	100%
5. College of the Mainland	100%

TAB 7

Description on Qualified Investment

Gulf Coast Ammonia LLC plans to design and construct a new ammonia production facility, as well as related utility, infrastructure, and logistics improvements. The plant will manufacture ammonia, which is used in products such as fertilizers, fibers, plastics, and many other industrial applications. Hydrogen and nitrogen gas will be produced at an on-site steam methane reformed and air separation unit, and these gasses will be used as raw feed stacks for the production of ammonia. The estimated total investment for this project is $600,000,000.

The qualified investment and qualified property includes, but is not limited to, the following:

- Reactors
- Synthesis Loop
- Refrigeration System
- Process Storage Tanks
- Cooling Tower
- Heat Exchangers
- Pumps
- Valves
- Compressors
- Vacuum Systems
- Motors and Motor Control Centers
- Process Control Systems
- Steam Methane Reformer
- Air Separation Unit
- Flare Stacks
- Manufacturing Buildings
- Pollution Control Equipment
- Process Control Buildings
- Warehouse, Maintenance, and all other Buildings

CHAPTER 313 APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY

TAB 8

Description of Qualified Property

See Tab 7.

TAB 9

Description of Qualified Land

The land upon which the new buildings and new improvements will be built is part of the qualified property described by §313.021(2)(A), specifically, it is located within Texas City Reinvestment Zone No. 1, as established by Texas City Ordinance 17-16 and modified by Texas City Ordinance 17-32, the latter of which provided metes and bounds to ensure contiguity within a single reinvestment zone, connecting two areas (Area 1 and Area 3) within what is termed as "the Eastman site" with necessary easements for a pipeline (Please See Exhibit "C" for Texas City Ordinance 17-32, in Tab 16, providing legal description of the land).

A portion of land on which new improvements will be built is immediately adjacent to Texas City Reinvestment Zone No. 1. An application for modification to the boundaries of this existing reinvestment zone, to include the adjacent Block 63, has been made to Texas City. Inclusion of Block 63 will be done in accordance with requirements to ensure all parcels are within a single, contiguous reinvestment zone. Once approved by the Mayor and City Council of Texas City said information showing the inclusion of Block 63 into the reinvestment zone will be provided to the school district and to the Comptroller.

Please note that the Company is evaluating all plans for improvements on the site and will coordinate with the city of Texas City as excess, unnecessary narrow strips of land may be removed from reinvestment zone, if the City should deem it appropriate. No exclusion of land will modify the reinvestment zone to remove or alter its contiguous boundaries.

2018 Tax Statements for Account Nos. 182510, 223922 and 224466 are included with this attachment and provide legal descriptions for the land and parcels in each respective account number.

2018 TAX STATEMENT

CHERYL E. JOHNSON, PCC
GALVESTON COUNTY TAX ASSESSOR-COLLECTOR
722 Moody
Galveston, TX 77550

Certified Owner:
EASTMAN CHEMICAL TEXAS CITY INC
ATTN: JANELLE SWAFFORD
PO BOX 511
KINGSPORT, TN 37662

Legal Description:
ABST 77 & 205 PAGE 2 N HURD & J WELLS
SUR TR 5 66.968 ACRS

Legal Acres: 66.9680
Parcel Address:
Print Date: 07/03/2019

Account No: 182510 **Appr. Dist. No.: 007700050000000**
As of Date: 07/03/2019

Market Value		Appraised Value	Assessed Value	Capped Value	Homesite Value	Agricultural Market Value	Non-Qualifying Value
Land	Improvement						
$1,339,360	$0	$1,339,360	$1,339,360	$0	$0	$0	$1,339,360

Taxing Unit	Assessed Value (100%)	Exemptions Code	Exemptions Amount	Taxable Value	Tax Rate	Tax
GALVESTON CO	$1,339,360		$0.00	$1,339,360	0.5298310	$7,096.34
ROAD & FLOOD	$1,339,360		$0.00	$1,339,360	0.0020670	$27.68
TEXAS CITY	$1,339,360		$0.00	$1,339,360	0.5500000	$7,366.48
$1,497.54 COLL OF THE MAINLAND	$1,339,360		$0.00	$1,339,360	0.2127550	$2,849.56

Total Tax: $17,340.06
Total Tax Paid to date: $17,340.06
Total Tax Remaining: $0.00

Exemptions:

AMOUNT DUE IF PAID BY:

07/31/2019 18%	09/02/2019 19%	09/30/2019 20%	10/31/2019 21%	12/02/2019 22%	12/31/2019 23%
$0.00	$0.00	$0.00	$0.00	$0.00	$0.00

IF YOU ARE 65 YEARS OF AGE OR OLDER OR ARE DISABLED AND THE PROPERTY DESCRIBED IN THIS DOCUMENT IS YOUR RESIDENCE HOMESTEAD, YOU SHOULD CONTACT THE APPRAISAL DISTRICT REGARDING ANY ENTITLEMENT YOU MAY HAVE TO A POSTPONEMENT IN THE PAYMENT OF THESE TAXES.

4.1.68

PLEASE CUT AT THE DOTTED LINE AND RETURN THIS PORTION WITH YOUR PAYMENT.

Print Date: 07/03/2019

PLEASE NOTE YOUR ACCOUNT NUMBER ON YOUR CHECK AND MAKE CHECKS PAYABLE TO:

Galveston County Tax Office
722 Moody
Galveston, Texas 77550
409-766-2481, 1-877-766-2284

* 1 8 2 5 1 0 *

AMOUNT PAID:
$ ______________ . ____

182510
EASTMAN CHEMICAL TEXAS CITY INC
ATTN: JANELLE SWAFFORD
PO BOX 511
KINGSPORT, TN 37662

0000000182510 0000000000 0000000000 0000000000 0000000000 8

2018 TAX STATEMENT

CHERYL E. JOHNSON, PCC
GALVESTON COUNTY TAX ASSESSOR-COLLECTOR
722 Moody
Galveston, TX 77550

Certified Owner:
EASTMAN CHEMICAL TEXAS CITY INC
ATTN: JANELLE SWAFFORD
PO BOX 511
KINGSPORT, TN 37662

Legal Description:
ABST 77 PAGE 2 LOTS 6 THRU 16 BLK 79
TEXAS CITY

Legal Acres: .7891
Parcel Address:
Print Date: 07/03/2019

Account No: 224466

Appr. Dist. No.: 703000790006000

As of Date: 07/03/2019

Market Value		Appraised Value	Assessed Value	Capped Value	Homesite Value	Agricultural Market Value	Non-Qualifying Value
Land	Improvement						
$12,030	$0	$12,030	$12,030	$0	$0	$0	$12,030

Taxing Unit	Assessed Value (100%)	Exemptions Code	Exemptions Amount	Taxable Value	Tax Rate	Tax
GALVESTON CO	$12,030		$0.00	$12,030	0.5298310	$63.74
ROAD & FLOOD	$12,030		$0.00	$12,030	0.0020670	$0.25
TEXAS CITY	$12,030		$0.00	$12,030	0.5500000	$66.17
$13.45 COLL OF THE MAINLAND	$12,030		$0.00	$12,030	0.2127550	$25.59

Total Tax: $155.75
Total Tax Paid to date: $155.75
Total Tax Remaining: $0.00

Exemptions:

AMOUNT DUE IF PAID BY:

07/31/2019 18%	09/02/2019 19%	09/30/2019 20%	10/31/2019 21%	12/02/2019 22%	12/31/2019 23%
$0.00	$0.00	$0.00	$0.00	$0.00	$0.00

IF YOU ARE 65 YEARS OF AGE OR OLDER OR ARE DISABLED AND THE PROPERTY DESCRIBED IN THIS DOCUMENT IS YOUR RESIDENCE HOMESTEAD, YOU SHOULD CONTACT THE APPRAISAL DISTRICT REGARDING ANY ENTITLEMENT YOU MAY HAVE TO A POSTPONEMENT IN THE PAYMENT OF THESE TAXES.

4.1.68

PLEASE CUT AT THE DOTTED LINE AND RETURN THIS PORTION WITH YOUR PAYMENT.

Print Date: 07/03/2019

PLEASE NOTE YOUR ACCOUNT NUMBER ON YOUR CHECK AND MAKE CHECKS PAYABLE TO:

Galveston County Tax Office
722 Moody
Galveston, Texas 77550
409-766-2481, 1-877-766-2284

* 2 2 4 4 6 6 *

AMOUNT PAID:

$ ______________ . ______

224466
EASTMAN CHEMICAL TEXAS CITY INC
ATTN: JANELLE SWAFFORD
PO BOX 511
KINGSPORT, TN 37662

0000000224466 0000000000 0000000000 0000000000 0000000000 3

2018 TAX STATEMENT

CHERYL E. JOHNSON, PCC
GALVESTON COUNTY TAX ASSESSOR-COLLECTOR
722 Moody
Galveston, TX 77550

Certified Owner:
EASTMAN CHEMICAL TEXAS CITY INC
ATTN: JANELLE SWAFFORD
PO BOX 511
KINGSPORT, TN 37662

Legal Description:
ABST 77 PAGE 2 PTS OF ALL OF BLK 5-17, 32-45, 63-69, 79-84 & ADJ ABND R.O.W.S (8-3-0) TEXAS CITY

Legal Acres: 46.3019
Parcel Address: 103 2ND AVE S
Print Date: 07/03/2019

Account No: 223922
Appr. Dist. No.: 703000080003000
As of Date: 07/03/2019

Market Value		Appraised Value	Assessed Value	Capped Value	Homesite Value	Agricultural Market Value	Non-Qualifying Value
Land	Improvement						
$705,920	$93,760	$799,680	$799,680	$0	$0	$0	$799,680

Taxing Unit	Assessed Value (100%)	Exemptions Code	Exemptions Amount	Taxable Value	Tax Rate	Tax
GALVESTON CO	$799,680		$0.00	$799,680	0.5298310	$4,236.95
ROAD & FLOOD	$799,680		$0.00	$799,680	0.0020670	$16.53
TEXAS CITY	$799,680		$0.00	$799,680	0.5500000	$4,398.24
$894.12 COLL OF THE MAINLAND	$799,680		$0.00	$799,680	0.2127550	$1,701.36

Total Tax: $10,353.08
Total Tax Paid to date: $10,353.08
Total Tax Remaining: $0.00

Exemptions:

AMOUNT DUE IF PAID BY:

07/31/2019 18%	09/02/2019 19%	09/30/2019 20%	10/31/2019 21%	12/02/2019 22%	12/31/2019 23%
$0.00	$0.00	$0.00	$0.00	$0.00	$0.00

IF YOU ARE 65 YEARS OF AGE OR OLDER OR ARE DISABLED AND THE PROPERTY DESCRIBED IN THIS DOCUMENT IS YOUR RESIDENCE HOMESTEAD, YOU SHOULD CONTACT THE APPRAISAL DISTRICT REGARDING ANY ENTITLEMENT YOU MAY HAVE TO A POSTPONEMENT IN THE PAYMENT OF THESE TAXES.

4.1.68

PLEASE CUT AT THE DOTTED LINE AND RETURN THIS PORTION WITH YOUR PAYMENT.

Print Date: 07/03/2019

PLEASE NOTE YOUR ACCOUNT NUMBER ON YOUR CHECK AND MAKE CHECKS PAYABLE TO:

Galveston County Tax Office
722 Moody
Galveston, Texas 77550
409-766-2481, 1-877-766-2284

* 2 2 3 9 2 2 *

AMOUNT PAID:
$_______________.______

223922
EASTMAN CHEMICAL TEXAS CITY INC
ATTN: JANELLE SWAFFORD
PO BOX 511
KINGSPORT, TN 37662

0000000223922 0000000000 0000000000 0000000000 0000000000 6

CHAPTER 313 APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY

TAB 10

Description of all property not eligible to become qualified property (if applicable)

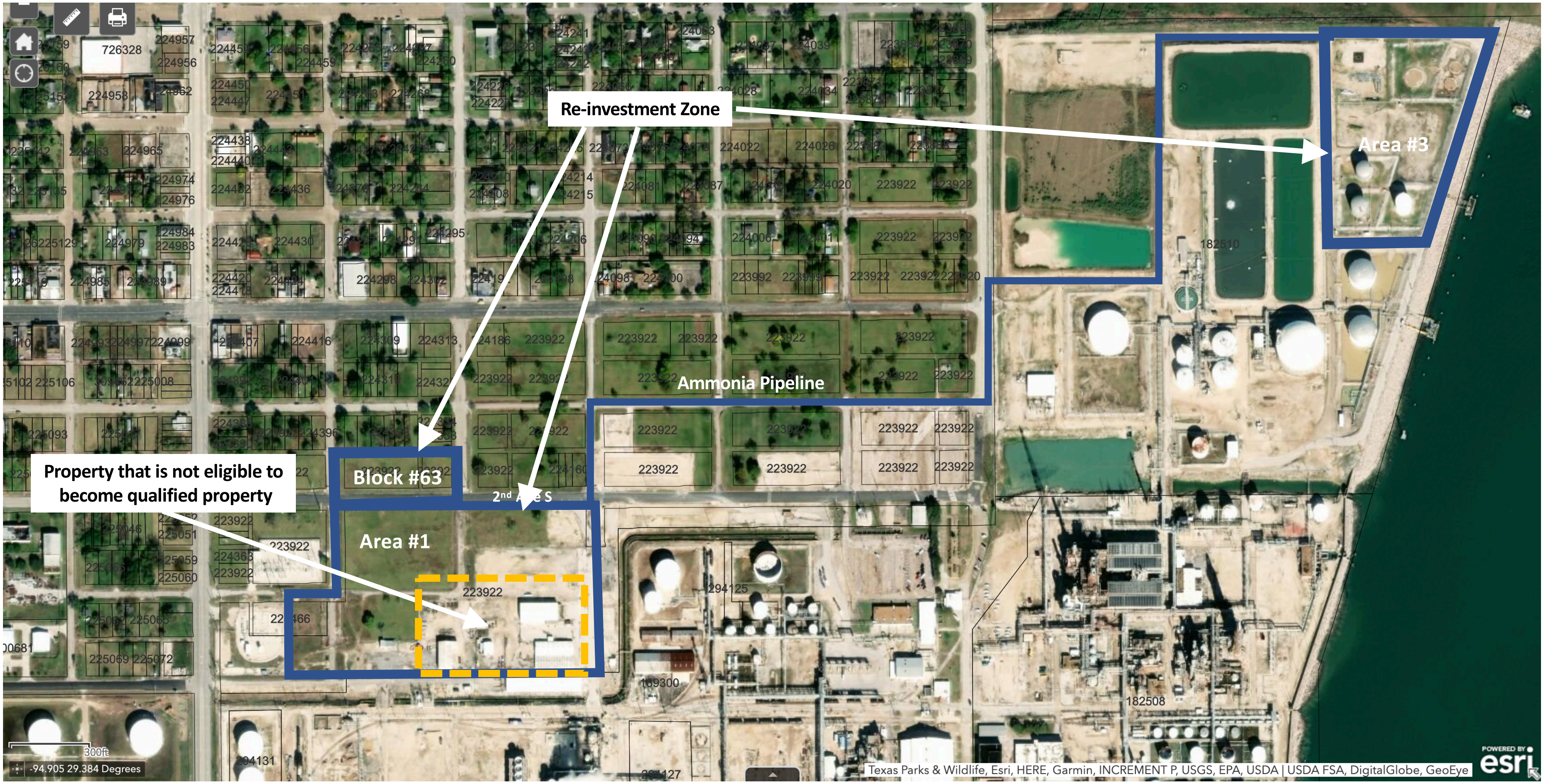
TAB 10

Description of all property not eligible to become qualified property (if applicable)

The ammonia plant is proposed to be located on 14 acres of Property ID# R223922 and .7891 acres of Property ID# 224466. The 14 acre portion of Property ID# R223922 is approximately 32.78% of the total 42.7039 acres. There are several warehouses that are currently located on the 14 acre portion that will be relocated or demolished prior to the start of construction. The total commercial acreage and improvement value of Property ID# R223922 are $705,920 and $93,760, respectively (per 2018 Tax Statement included in Tab 9). The estimated taxable value of the 14 acre portion is approximately $262,135. Property ID# 224466 has a total commercial acreage value of $12,030. (Please see 2018 Tax Statement in Tab 9).

The ammonia tanks are proposed for location on 11 acres of Property ID# R182510. The 11 acre portion of Property ID# R182510 is approximately 10.45% of the total 66.968 acres. For the 2018 taxable year, the total commercial acreage value of Property ID# R182510 is listed at $1,339,360, with the 11 acre portion of that tract valued at approximately $140,000 (Please See 2018 Tax Statement in Tab 9).

The total taxable value of all property not eligible to become qualified property is less than $415,000.


Re-investment Zone
Area #3
Ammonia Pipeline
Property that is not eligible to become qualified property
Block #63
2nd Ave S
Area #1
Texas Parks & Wildlife, Esri, HERE, Garmin, INCREMENT P, USGS, EPA, USDA | USDA FSA, DigitalGlobe, GeoEye

CHAPTER 313 APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY

TAB 11

Maps that clearly show:

a) Project vicinity

See attached map.

b) Qualified investment including location of tangible personal property to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period

CONFIDENTIAL

c) Qualified property including location of new buildings or new improvements

CONFIDENTIAL

d) Existing property

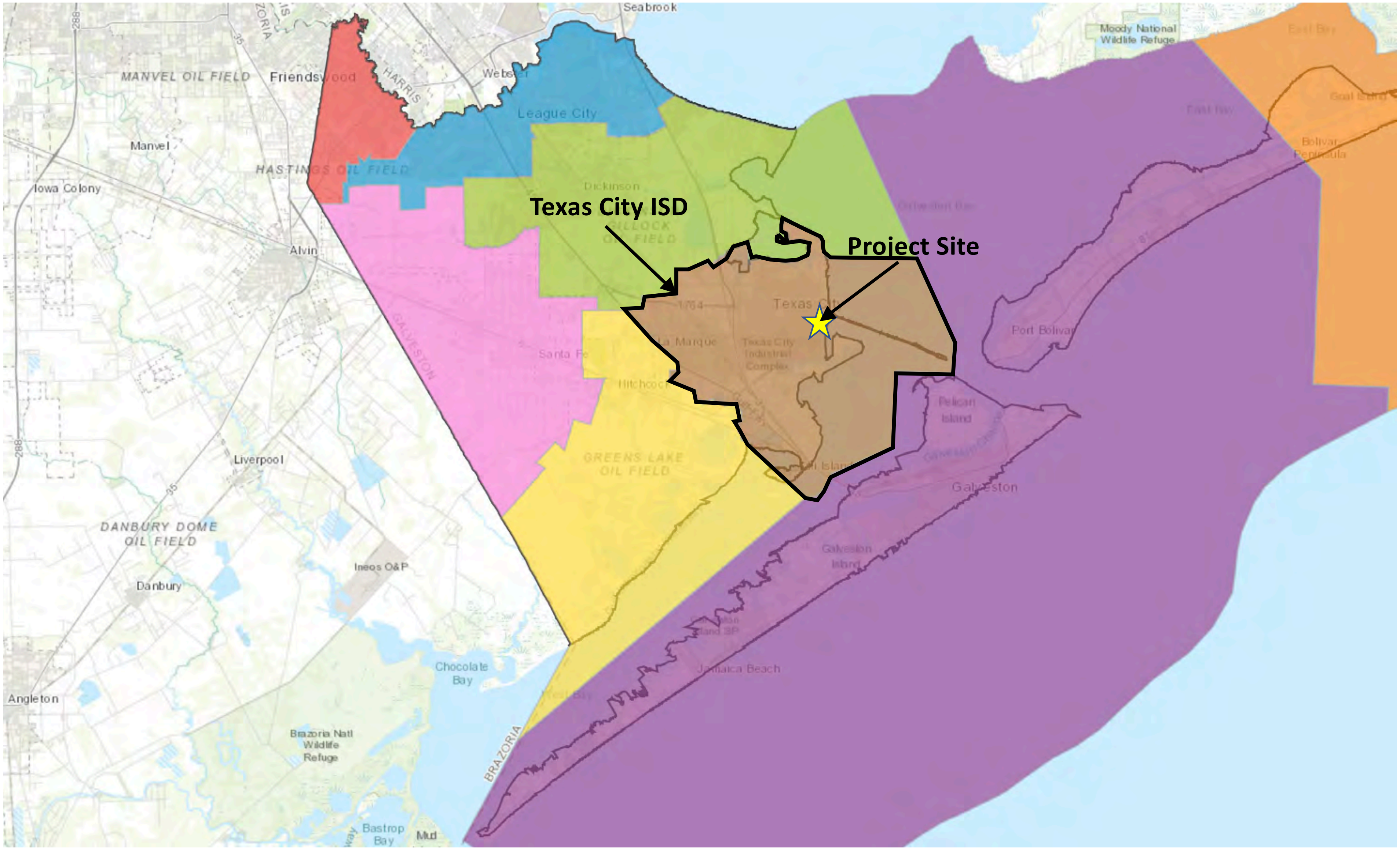
CONFIDENTIAL

e) Land location within vicinity map

Please see Tab 16 for information and map relating to Texas City Reinvestment Zone No. 1, as amended. Additional land portion for Block 63 to be included in modified reinvestment zone to comply with qualified land as defined in Texas Tax Code Chapter 313.021(2)(A).

f) Reinvestment or Enterprise Zone within vicinity map, showing the actual or proposed boundaries and size

CONFIDENTIAL


Texas City ISD
Project Site
Seabrook
Friendswood
Webster
League City
Dickinson
Manvel
Iowa Colony
Alvin
MANVEL OIL FIELD
HASTINGS OIL FIELD
Texas City
La Marque
Texas City Industrial Complex
Santa Fe
Hitchcock
GREENS LAKE OIL FIELD
Port Bolivar
Pelican Island
Galveston
Galveston Island
Jamaica Beach
Liverpool
DANBURY DOME OIL FIELD
Ineos O&P
Danbury
Chocolate Bay
Angleton
Brazoria Natl Wildlife Refuge
Bastrop Bay
Moody National Wildlife Refuge
Bolivar Peninsula
GALVESTON
BRAZORIA
HARRIS

TAB 12

Request for Waiver of Job Creation Requirement and supporting information (if applicable)

Not applicable.

TAB 13

Calculation of possible wage requirements with TWC documentation

1) Galveston County average weekly wage for all jobs (all industries)
2) Galveston County average weekly wage for all jobs (manufacturing)
3) See attached Council of Governments Regional Wage Calculation and Documentation

Galveston County Chapter 313 Wage Calculation - All Jobs - All Industries					
Quarter	**Year**	**Avg Weekly Wages***			**Annualized**
First	2018	$	1,014	$	52,728
Second	2018	$	903	$	46,956
Third	2018	$	911	$	47,372
Fourth	2018	$	972	$	50,544
	Average	$	950	$	49,400

Galveston County Chapter 313 Wage Calculation - All Jobs - Manufacturing Jobs					
Quarter	**Year**	**Avg Weekly Wages***			**Annualized**
First	2018	$	3,200	$	166,400
Second	2018	$	1,983	$	103,116
Third	2018	$	1,920	$	99,840
Fourth	2018	$	1,975	$	102,700
	Average	$	2,270	$	118,014
	x		110%		110%
		$	2,496.45	$	129,815.40

Year	Period	Area	Ownership	Industry Code	Industry	Level	Average Weekly Wage
2018	01	Galveston	Total All	10	Total, All Industries	0	1,014
2018	02	Galveston	Total All	10	Total, All Industries	0	903
2018	03	Galveston	Total All	10	Total, All Industries	0	911
2018	04	Galveston	Total All	10	Total, All Industries	0	972
2018	01	Galveston	Total All	31-33	Manufacturing	2	3,200
2018	02	Galveston	Total All	31-33	Manufacturing	2	1,983
2018	03	Galveston	Total All	31-33	Manufacturing	2	1,920
2018	04	Galveston	Total All	31-33	Manufacturing	2	1,975

https://texaslmi.com/LMIbyCategory/QCEW

Labor Market and Career Infor... | QCEW - Texas LMI

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Drag a column header and drop it here to group by that column

Year	Period	Area	Ownership	Industry Code	Industry	Level	Average Weekly Wage
2018	01	Galveston	Total All	10	Total, All Industries	0	1,014
2018	02	Galveston	Total All	10	Total, All Industries	0	903
2018	03	Galveston	Total All	10	Total, All Industries	0	911
2018	04	Galveston	Total All	10	Total, All Industries	0	972
2018	01	Galveston	Total All	31-33	Manufacturing	2	3,200
2018	02	Galveston	Total All	31-33	Manufacturing	2	1,983
2018	03	Galveston	Total All	31-33	Manufacturing	2	1,920
2018	04	Galveston	Total All	31-33	Manufacturing	2	1,975

Search...

2017 Manufacturing Average Wages by Council of Government Region
Wages for All Occupations

COG	Wages Hourly	Wages Annual
Texas	**$26.24**	**$54,587**
1. Panhandle Regional Planning Commission	$23.65	$49,190
2. South Plains Association of Governments	$19.36	$40,262
3. NORTEX Regional Planning Commission	$23.46	$48,789
4. North Central Texas Council of Governments	$26.80	$55,747
5. Ark-Tex Council of Governments	$18.59	$38,663
6. East Texas Council of Governments	$21.07	$43,827
7. West Central Texas Council of Governments	$21.24	$44,178
8. Rio Grande Council of Governments	$18.44	$38,351
9. Permian Basin Regional Planning Commission	$26.24	$54,576
10. Concho Valley Council of Governments	$19.67	$40,924
11. Heart of Texas Council of Governments	$21.53	$44,781
12. Capital Area Council of Governments	$31.49	$65,497
13. Brazos Valley Council of Governments	$17.76	$36,931
14. Deep East Texas Council of Governments	$17.99	$37,428
15. South East Texas Regional Planning Commission	$34.98	$72,755
16. Houston-Galveston Area Council	$28.94	$60,202
17. Golden Crescent Regional Planning Commission	$26.94	$56,042
18. Alamo Area Council of Governments	$22.05	$45,869
19. South Texas Development Council	$15.07	$31,343
20. Coastal Bend Council of Governments	$28.98	$60,276
21. Lower Rio Grande Valley Development Council	$17.86	$37,152
22. Texoma Council of Governments	$21.18	$44,060
23. Central Texas Council of Governments	$19.30	$40,146
24. Middle Rio Grande Development Council	$24.07	$50,058

Source: Texas Occupational Employment and Wages
Data published: July 2018
Data published annually, next update will be July 31, 2019

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.

TAB 14

Schedules A1, A2, B, C and D completed and signed Economic Impact (if applicable)

See attached Schedules A1, A2, B, C, and D.

Schedule A1: Total Investment for Economic Impact (through the Qualifying Time Period)

Form 50-296A
Revised May 2014

Date Ju;y 10, 2019
Applicant Name Gulf Coast Ammonia LLC
ISD Name Texas City Independent School District

PROPERTY INVESTMENT AMOUNTS

(Estimated Investment in each year. Do not put cumulative totals.)

	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A: New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	Column B: New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Column C: Other new investment made during this year that will not become Qualified Property [SEE NOTE]	Column D: Other new investment made during this year that may become Qualified Property [SEE NOTE]	Column E: Total Investment (Sum of Columns A+B+C+D)
Investment made before filing complete application with district	–	2020-2021	2020	Not eligible to become Qualified Property		$0	$0	$0
Investment made after filing complete application with district, but before final board approval of application				$0	$0	$0	$0	$0
Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period				$72,500,000	$18,000,000	$0	$0	$90,500,000
Complete tax years of qualifying time period	QTP1	2021-2022	2021	$72,500,000	$18,000,000	$0	$0	$90,500 000
	QTP2	2022-2023	2022	$335,000,000	$84,000,000	$0	$0	$419,000,000
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				$480,000,000	$120,000,000	$0	$0	$600,000,000
				Enter amounts from TOTAL row above in Schedule A2				
Total Qualified Investment (sum of green cells)				$600,000,000				

For All Columns: List amount invested each year, not cumulative totals.

Column A: This represents the total dollar amount of planned investment in tangible personal property. Only include estimates of investment for "replacement" property if the property is specifically described in the application.
Only tangible personal property that is specifically described in the application can become qualified property.

Column B: The total dollar amount of planned investment each year in buildings or nonremovable component of buildings.

Column C: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that will not become qualified property include investment meeting the definition of 313.021(1) but not creating a new improvement as defined by TAC 9.1051. This is proposed property that functionally replaces existing property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property—described in SECTION 13, question #5 of the application.

Column D: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that may result in qualified property are land or professional services

Total Investment: Add together each cell in a column and enter the sum in the blue total investment row. Enter the data from this row into the first row in Schedule A2.

Qualified Investment: For the green qualified investment cell, enter the sum of all the green-shaded cells.

Schedule A2: Total Investment for Economic Impact (including Qualified Property and other investments)

Form 50-296A
Revised May 2014

Date Ju;y 10, 2019
Applicant Name Gulf Coast Ammonia LLC
ISD Name Texas City Independent School District

PROPERTY INVESTMENT AMOUNTS

(Estimated Investment in each year. Do not put cumulative totals.)

	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A: New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	Column B: New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Column C: Other investment made during this year that will not become Qualified Property [SEE NOTE]	Column D: Other investment made during this year that will become Qualified Property [SEE NOTE]	Column E: Total Investment (A+B+C+D)
				Enter amounts from TOTAL row in Schedule A1 in the row below				
Total Investment from Schedule A1*	--	TOTALS FROM SCHEDULE A1		$480,000,000	$120,000,000	$0	$0	$600,000,000
Each year prior to start of value limitation period** (Insert as many rows as necessary)	0			$0	$0	$0	$0	$0
Value limitation period***	1	2023-2024	2023	$0	$0	$0	$0	$0
	2	2024-2025	2024	$0	$0	$0	$0	$0
	3	2025-2026	2025	$0	$0	$0	$0	$0
	4	2026-2027	2026	$0	$0	$0	$0	$0
	5	2027-2028	2027	$0	$0	$0	$0	$0
	6	2028-2029	2028	$0	$0	$0	$0	$0
	7	2029-2030	2029	$0	$0	$0	$0	$0
	8	2030-2031	2030	$0	$0	$0	$0	$0
	9	2031-2032	2031	$0	$0	$0	$0	$0
	10	2032-2033	2032	$0	$0	$0	$0	$0
Total Investment made through limitation				$480,000,000	$120,000,000	$0	$0	$600,000,000
Continue to maintain viable presence	11	2033-2034	2033			$0		$0
	12	2034-2035	2034			$0		$0
	13	2035-2036	2035			$0		$0
	14	2036-2037	2036			$0		$0
	15	2037-2038	2037			$0		$0
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2038-2039	2038			$0		$0
	17	2039-2040	2039			$0		$0
	18	2040-2041	2040			$0		$0
	19	2041-2042	2041			$0		$0
	20	2042-2043	2042			$0		$0
	21	2043-2044	2043			$0		$0
	22	2044-2045	2044			$0		$0
	23	2045-2046	2045			$0		$0
	24	2046-2047	2046			$0		$0
	25	2047-2048	2047			$0		$0

* All investments made through the qualifying time period are captured and totaled on Schedule A1 (blue box) and incorporated into this schedule in the **first row.**

** Only investment made during deferrals of the start of the limitation (after the end of qualifying time period but before the start of the Value Limitation Period) should be included in the "year prior to start of value limitation period" row(s). If the limitation starts at the end of the qualifying time period or the qualifying time period overlaps the limitation, no investment should be included on this line.

*** If your qualifying time period will overlap your value limitation period, do not also include investment made during the qualifying time period in years 1 and/or 2 of the value limitation period, depending on the overlap. Only include investments/years that were **not** captured on Schedule A1.

For All Columns: List amount invested each year, not cumulative totals. Only include investments in the remaining rows of Schedule A2 that were not captured on Schedule A1.

Column A: This represents the total dollar amount of planned investment in tangible personal property. Only include estimates of investment for "replacement" property if the property is specifically described in the application.
Only tangible personal property that is specifically described in the application can become qualified property.

Column B: The total dollar amount of planned investment each year in buildings or nonremovable component of buildings.

Column C: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that will not become qualified property include investment meeting the definition of 313.021(1) but not creating a new improvement as defined by TAC 9.1051. This is proposed property that functionally replaces existing property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property—described in SECTION 13, question #5 of the application.

Column D: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that may result in qualified property are land or professional services.

Schedule B: Estimated Market And Taxable Value (of Qualified Property Only)

Date Ju;y 10, 2019

Applicant Name Gulf Coast Ammonia LLC

ISD Name Texas City Independent School District

Form 50-296A

Revised May 2014

				Qualified Property			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 buildings or "in or on the new improvements"	Market Value less any exemptions (such as pollution control) and before limitation	Final taxable value for I&S after all reductions	Final taxable value for M&O after all reductions
Each year prior to start of Value Limitation Period *Insert as many rows as necessary*	0	2020-2021	2020	0	$18,000,000	$72,500,000	$90,500,000	$90,500,000	$90,500,000
	1	2021-2022	2021	$0	$36,000,000	$145,000,000	$271,500,000	$271,500,000	$271,500,000
	2	2022-2023	2022	$0	$120,000,000	$480,000,000	$600,000,000	$600,000,000	$600,000,000
Value Limitation Period	1	2023-2024	2023	$0	$117,000,000	$460,800,000	$577,800,000	$577,800,000	***$80,000,000***
	2	2024-2025	2024	$0	$114,000,000	$441,600,000	$555,600,000	$555,600,000	***$80,000,000***
	3	2025-2026	2025	$0	$111,000,000	$422,400,000	$533,400,000	$533,400,000	***$80,000,000***
	4	2026-2027	2026	$0	$108,000,000	$403,200,000	$511,200,000	$511,200,000	***$80,000,000***
	5	2027-2028	2027	$0	$105,000,000	$384,000,000	$489,000,000	$489,000,000	***$80,000,000***
	6	2028-2029	2028	$0	$102,000,000	$364,800,000	$466,800,000	$466,800,000	***$80,000,000***
	7	2029-2030	2029	$0	$99,000,000	$345,600,000	$444,600,000	$444,600,000	***$80,000,000***
	8	2030-2031	2030	$0	$96,000,000	$326,400,000	$422,400,000	$422,400,000	***$80,000,000***
	9	2031-2032	2031	$0	$93,000,000	$307,200,000	$400,200,000	$400,200,000	***$80,000,000***
	10	2032-2033	2032	$0	$90,000,000	$288,000,000	$378,000,000	$378,000,000	***$80,000,000***
Continue to maintain viable presence	11	2033-2034	2033	$0	$87,000,000	$268,800,000	$355,800,000	$355,800,000	$355,800,000
	12	2034-2035	2034	$0	$84,000,000	$249,600,000	$333,600,000	$333,600,000	$333,600,000
	13	2035-2036	2035	$0	$81,000,000	$230,400,000	$311,400,000	$311,400,000	$311,400,000
	14	2036-2037	2036	$0	$78,000,000	$211,200,000	$289,200,000	$289,200,000	$289,200,000
	15	2037-2038	2037	$0	$75,000,000	$192,000,000	$267,000,000	$267,000,000	$267,000,000
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2038-2039	2038	$0	$72,000,000	$172,800,000	$244,800,000	$244,800,000	$244,800,000
	17	2039-2040	2039	$0	$69,000,000	$153,600,000	$222,600,000	$222,600,000	$222,600,000
	18	2040-2041	2040	$0	$66,000,000	$134,400,000	$200,400,000	$200,400,000	$200,400,000
	19	2041-2042	2041	$0	$63,000,000	$115,200,000	$178,200,000	$178,200,000	$178,200,000
	20	2042-2043	2042	$0	$60,000,000	$96,000,000	$156,000,000	$156,000,000	$156,000,000
	21	2043-2044	2043	$0	$57,000,000	$76,800,000	$133,800,000	$133,800,000	$133,800,000
	22	2044-2045	2044	$0	$54,000,000	$57,600,000	$111,600,000	$111,600,000	$111,600,000
	23	2045-2046	2045	$0	$51,000,000	$38,400,000	$89,400,000	$89,400,000	$89,400,000
	24	2046-2047	2046	$0	$48,000,000	$19,200,000	$67,200,000	$67,200,000	$67,200,000
	25	2047-2048	2047	$0	$45,000,000	$0	$45,000,000	$45,000,000	$45,000,000

Notes: Market value in future years is good faith estimate of future taxable value for the purposes of property taxation.
Only include market value for eligible property on this schedule.

Schedule C: Employment Information

Form 50-296A
Revised May 2014

Date July 10, 2019
Applicant Name Gulf Coast Ammonia LLC
ISD Name Texas City Independent School District

				Construction		Non-Qualifying Jobs	Qualifying Jobs	
				Column A	Column B	Column C	Column D	Column E
	Year	School Year (YYYY-YYYY)	Tax Year (Actual tax year) YYYY	Number of Construction FTE's or man-hours (specify)	Average annual wage rates for construction workers	Number of non-qualifying jobs applicant estimates it will create (cumulative)	Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Average annual wage of new qualifying jobs
Each year prior to start of Value Limitation Period *Insert as many rows as necessary*	0	2020=2021	2020	50	$68,000	N/A	3	$65,000
	1	2021-2022	2021	150	$68,000	N/A	10	$65,000
	2	2022-2023	2022	75	$68,000	N/A	40	$65,000
Value Limitation Period *The qualifying time period could overlap the value limitation period.*	1	2023-2024	2023			N/A	40	$65,000
	2	2024-2025	2024			N/A	40	$65,000
	3	2025-2026	2025			N/A	40	$65,000
	4	2026-2027	2026			N/A	40	$65,000
	5	2027-2028	2027			N/A	40	$65,000
	6	2028-2029	2028			N/A	40	$65,000
	7	2029-2030	2029			N/A	40	$65,000
	8	2030-2031	2030			N/A	40	$65,000
	9	2031-2032	2031			N/A	40	$65,000
	10	2032-2033	2032			N/A	40	$65,000
Years Following Value Limitation Period	11 through 25	2033-2048	2033-2048			N/A	40	$65,000

Notes: See TAC 9.1051 for definition of non-qualifying jobs.
Only include jobs on the project site in this school district.

C1. Are the cumulative number of qualifying jobs listed in Column D less than the number of qualifying jobs required by statute? (25 qualifying jobs in Subchapter B districts, 10 qualifying jobs in Subchapter C districts) ☐ Yes ☐ No X

If yes, answer the following two questions:

C1a. Will the applicant request a job waiver, as provided under 313.025(f-1)? ☐ Yes ☐ No X

C1b. Will the applicant avail itself of the provision in 313.021(3)(F)? ☐ Yes ☐ No X

Schedule D: Other Incentives (Estimated)

Date July 10, 2019
Applicant Name Gulf Coast Ammonia LLC
ISD Name Texas City Independent School District

Form 50-296A
Revised May 2014

State and Local Incentives for which the Applicant intends to apply (Estimated)						
Incentive Description	**Taxing Entity (as applicable)**	**Beginning Year of Benefit**	**Duration of Benefit**	**Annual Tax Levy without Incentive**	**Annual Incentive**	**Annual Net Tax Levy**
Tax Code Chapter 311	County:					
	City:					
	Other:					
Tax Code Chapter 312	County: Galveston County	2023	10 years	$5,000,000	$5,000,000	$0
	City: Texas City	2023	10 years	$5,250,000	$5,250,000	$0
	Other: College of the Mainland	2023	10 years	$2,300,000	$2,300,000	$0
Local Government Code Chapters 380/381						
	City: Texas City	2023	10 years	$0	-$1,100,000	-$1,100,000
	Other:					
Freeport Exemptions						
Non-Annexation Agreements						
Enterprise Zone/Project						
Economic Development Corporation						
Texas Enterprise Fund						
Employee Recruitment						
Skills Development Fund						
Training Facility Space and Equipment						
Infrastructure Incentives						
Permitting Assistance						
Other:						
Other:						
Other:						
Other:						
			TOTAL	$7,300,000	$6,200,000	-$1,100,000

Additional information on incentives for this project:

The applicant seeks to enter into a payment-in-lieu-of-tax or "PILOT" agreement with the City of Texas City to remit a PILOT payment of $1,000,000 and $100,000 annually during the term of the Ch. 312 agreement.

CHAPTER 313 APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY

TAB 15

Economic Impact Analysis, other payments made in the state or other economic information (if applicable)

Not applicable.

CHAPTER 313 APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY

TAB 16

Description of Reinvestment Zone or Enterprise Zone, including:

1. Evidence that the area qualifies as an enterprise zone as defined by the Governor's office

   Not applicable.

2. Legal description of the reinvestment zone

   See attached.

3. Order, resolution, or ordinance establishing the reinvestment zone

   See attached.

4. Guidelines and criteria creating the zone

   No guidelines and criteria are required or applicable for the City of Texas City to create the reinvestment zone.

ORDINANCE NO. 17-16

AN ORDINANCE OF THE CITY OF TEXAS CITY, TEXAS DESIGNATING A REINVESTMENT ZONE KNOWN AS THE "TEXAS CITY GULF COAST REINVESTMENT ZONE NO. 1" FOR PURPOSES OF COMMERCIAL-INDUSTRIAL TAX ABATEMENT; MAKING NECESSARY FINDINGS OF FACT; PROVIDING FOR SEVERABILITY; PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the City Commission of Texas City, Texas (the "City") desires to make available tax abatement relief in the area designated by this Ordinance to encourage the development of primary employment and to attract major investment;

WHEREAS, the City adopted Resolution 16-78 on October 19, 2016 whereby it elected to become eligible to participate in tax abatement pursuant to the Property Redevelopment and Tax Abatement Act, Tex. Tax. Code Chapter 312, Sec. 312.002;

WHEREAS, the City adopted Resolution 17-002 on January 18, 2017 whereby it adopted guidelines and criteria governing tax abatement agreements pursuant to the Tex. Tax. Code Sec. 312.002;

WHEREAS, the City properly complied with the notice requirements pursuant to Section 312.201(d) and conducted a public hearing during its duly noticed public meeting held on Wednesday, May 17, 2017 at 5:00 p.m., regarding the designation of the area identified in the attached Exhibit "A-1" and "A-2" as a reinvestment zone for commercial-industrial tax abatement purposes, the deeds and legal descriptions of which are a matter of public record in the Galveston County Real Property Records and in the office of the City Secretary of Texas City, Texas;

WHEREAS, the City Commission finds that the improvements sought within the designated reinvestment zone are feasible and practical and would be a benefit to the land to be included in the zone and to the City after the expiration of a tax abatement agreement entered under Tex. Tax. Code Sec. 312.204;

WHEREAS, the City Commission finds that the designation of the reinvestment zone is reasonably likely to contribute to the retention or expansion of primary employment or to attract major investment in such reinvestment zone that will be a benefit to the property and will contribute to the economic development of the City of Texas City;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COMMISSION OF THE CITY OF TEXAS CITY, TEXAS:

Section 1. Designation of Reinvestment Zone. That pursuant to Chapter 312 of Texas Tax Code, the City of Texas City hereby designates the following described real property as a reinvestment zone for the purposes of commercial-industrial tax abatement which shall hereinafter be called "Texas City Gulf Coast Reinvestment Zone No. 1", to wit:

That portion of real property identified by Property ID 223922, being an approximate fourteen (14) acre portion of land contained within that geographical area located south of 2nd Avenue, east of 5th Street, west of 3rd Street and north of the property line for Property ID 223922 as depicted in Exhibit A-1 attached hereto; and

That portion of real property identified by Property ID 182510, being an approximate seven (7) acre portion of land contained within that geographical area identified in Exhibit A-2 attached hereto.

Section 2. **Declaration of Eligible Property.** That the City of Texas City hereby declares eligible for property tax abatement all eligible real and tangible personal property for commercial-industrial development, now or thereafter located in the "Texas City Gulf Coast Reinvestment Zone No. 1" as authorized by the City of Texas City guidelines and criteria for granting tax abatements in reinvestment zones and Chapter 312 of the Texas Tax Code.

Section 3. **Severability.** If any section, sentence, clause or phrase of this Ordinance should be held invalid or unconstitutional by a court of competent jurisdiction, such invalidity or unconstitutionality shall not affect the validity or constitutionality of any other section, sentence, clause or phrase of this Ordinance.

Section 4. **Effective date.** This Ordinance shall be effective upon its adoption.

PASSED and ADOPTED on this 17th day of May, 2017.

Matthew T. Doyle, Mayor

ATTEST:

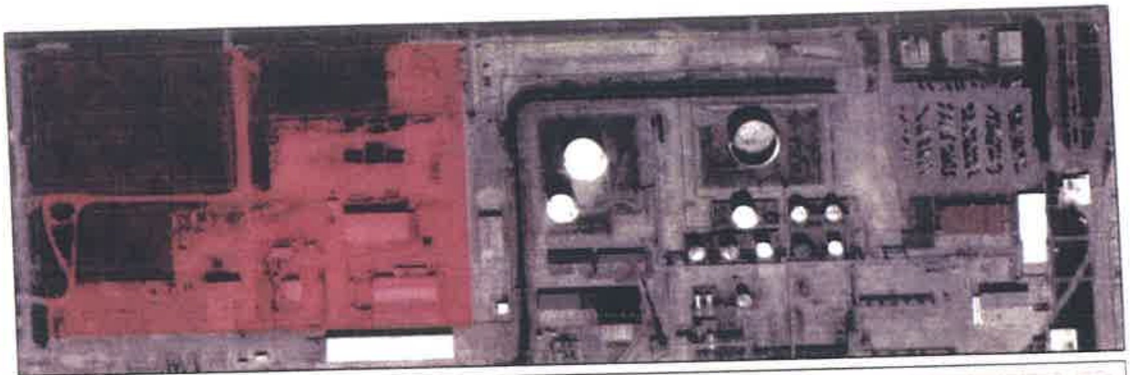
James Hartshorn
City Secretary

APPROVED AS TO FORM:

Ron F. Plackemeier
City Attorney

EXHIBIT "A-1"

GALVESTON CAD PROPERTY ID: R223922 (PORTION)



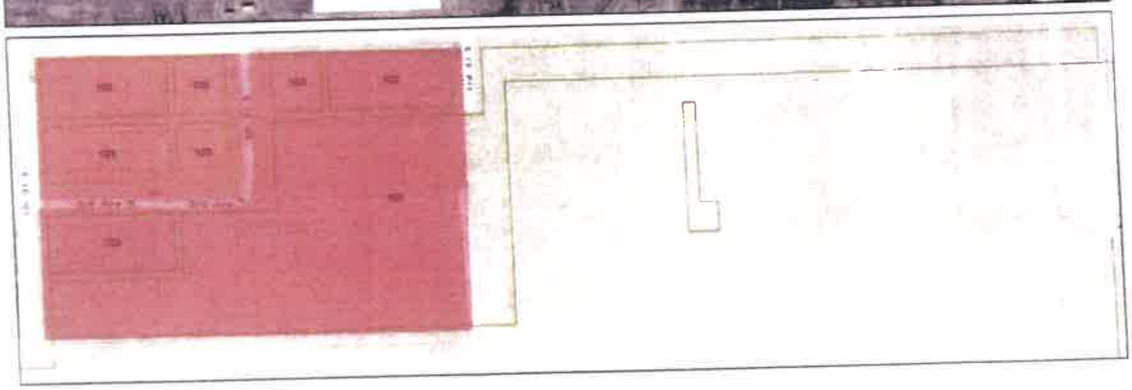
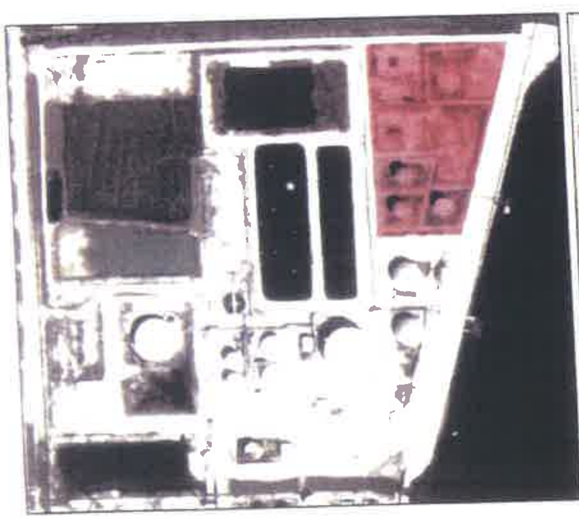
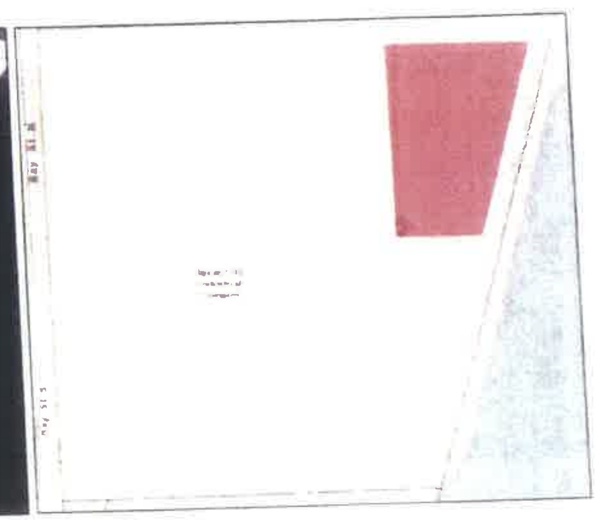


EXHIBIT "A-2"

GALVESTON CAD PROPERTY ID: R182510 (PORTION)





ORDINANCE NO. 17-32

AN ORDINANCE OF THE CITY OF TEXAS CITY, TEXAS, AMENDING ORDINANCE 17-16 TO AMEND THE BOUNDARIES OF THE "TEXAS CITY GULF COAST REINVESTMENT ZONE NO. 1" PREVIOUSLY DESIGNATED FOR COMMERCIAL-INDUSTRIAL TAX ABATEMENT TO MORE PARTICULARLY DEFINE THE BOUNDARIES OF THE REINVESTMENT ZONE ACCORDING TO THE LEGAL DESCRIPTIONS NOW AVAILABLE; MAKING NECESSARY FINDINGS OF FACT; RESOLVING ANY CONFLICTS CREATED BY AMENDMENT; PROVIDING FOR SEVERABILITY; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the City received an Application for Property Tax Abatement from Gulf Coast Ammonia, LLC on or about January 5, 2017 ("Applicant"), requesting property tax abatement from the City for a new ammonia production facility;

WHEREAS, the City previously adopted Ordinance 17-16 on May 17, 2017 whereby it designated certain areas of real property as the "Texas City Gulf Coast Reinvestment Zone No. 1" (the "Reinvestment Zone") for commercial-industrial tax abatement purposes pursuant to Texas Tax Code Section 312.201;

WHEREAS, the City now desires to amend Ordinance 17-16 to more particularly define the boundaries of the Reinvestment Zone according to the legal descriptions now available for the real property constituting the Reinvestment Zone previously designated for commercial-industrial tax abatement purposes;

WHEREAS, the City has complied with the published and written notices required by Texas Tax Code Section 312.201(d) and thereafter conducted a public hearing during its duly noticed open public meeting held on Wednesday, December 6, 2017 at 5:00 p.m., regarding the amendment of "Texas City Gulf Coast Reinvestment Zone No. 1" to more particularly define by legal description the boundaries of the Reinvestment Zone for commercial-industrial tax abatement purposes, the deeds and legal descriptions of which are a matter of public record in the Galveston County Real Property Records and in the office of the City Secretary of Texas City, Texas;

WHEREAS, the City Commission finds and reaffirms that the Applicant's proposed improvements intended for the Reinvestment Zone made the subject of this amendment are feasible and practical and would benefit the real property to be included in the Reinvestment Zone and the City after the expiration of a tax abatement agreement if executed between the Applicant and the City under Texas Tax Code Section 312.204;

WHEREAS, the City Commission finds that the amended Reinvestment Zone remains reasonably likely to contribute to the retention or expansion of primary employment or to attract major investment in such Reinvestment Zone that it will benefit the real property contained therein and will significantly contribute to and enhance the City's further economic development;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COMMISSION OF THE CITY OF TEXAS CITY, TEXAS:

Section 1. Amendment of Reinvestment Zone Boundaries. Pursuant to Chapter 312 of Texas Tax Code, the City hereby amends Section 1 of Ordinance 17-16 which previously designated the "Texas City Gulf Coast Reinvestment Zone No. 1" for commercial-industrial tax abatement purposes and hereby redefines the Reinvestment Zone's boundaries as follows:

> **Area 1:** An approximate 14.7318 acres in the N. Hurd Survey, Abstract No. 77, City of Texas City, Galveston County Texas, as depicted by the Area 1 Survey and described by the metes and bounds legal description in Exhibit "A" attached hereto; and
>
> **Area 3:** An approximate 11.9412 acres in the James B. Wells Survey, Abstract No. 205 and the N. Hurd Survey, Abstract No. 686, City of Texas City, Galveston County Texas, as depicted by the Area 3 Survey and described by the metes and bounds legal description in Exhibit "A" attached hereto.

Section 2. Declaration of Eligible Property. The City of Texas City hereby declares eligible for property tax abatement all eligible real and tangible personal property for commercial-industrial development, now or thereafter located in the amended "Texas City Gulf Coast Reinvestment Zone No. 1" as authorized by the City of Texas City guidelines and criteria for granting tax abatements in reinvestment zones and Chapter 312 of the Texas Tax Code.

Section 3. Limited Repeal & Amendment. All provisions of Ordinance 17-16 in conflict with the provisions of this Ordinance amending the boundaries of the "Texas City Gulf Coast Reinvestment Zone No. 1" are hereby repealed, and all other provisions of Ordinance 17-16 not in conflict with this Ordinance shall remain in full force and effect.

<u>Section 4</u>. Severability. If any section, sentence, clause or phrase of this Ordinance should be held invalid or unconstitutional by a court of competent jurisdiction, such invalidity or unconstitutionality shall not affect the validity or constitutionality of any other section, sentence, clause or phrase of this Ordinance and the City Commission declares that it would have passed each and every part of the same notwithstanding the omission of any such part thus declared to be invalid or unconstitutional.

<u>Section 5.</u> Effective date. This Ordinance shall be effective upon its adoption.

PASSED and ADOPTED on this 6th day of December 2017.

Matthew T. Doyle, Mayor

ATTEST:

James Hartshom
City Secretary

APPROVED AS TO FORM:

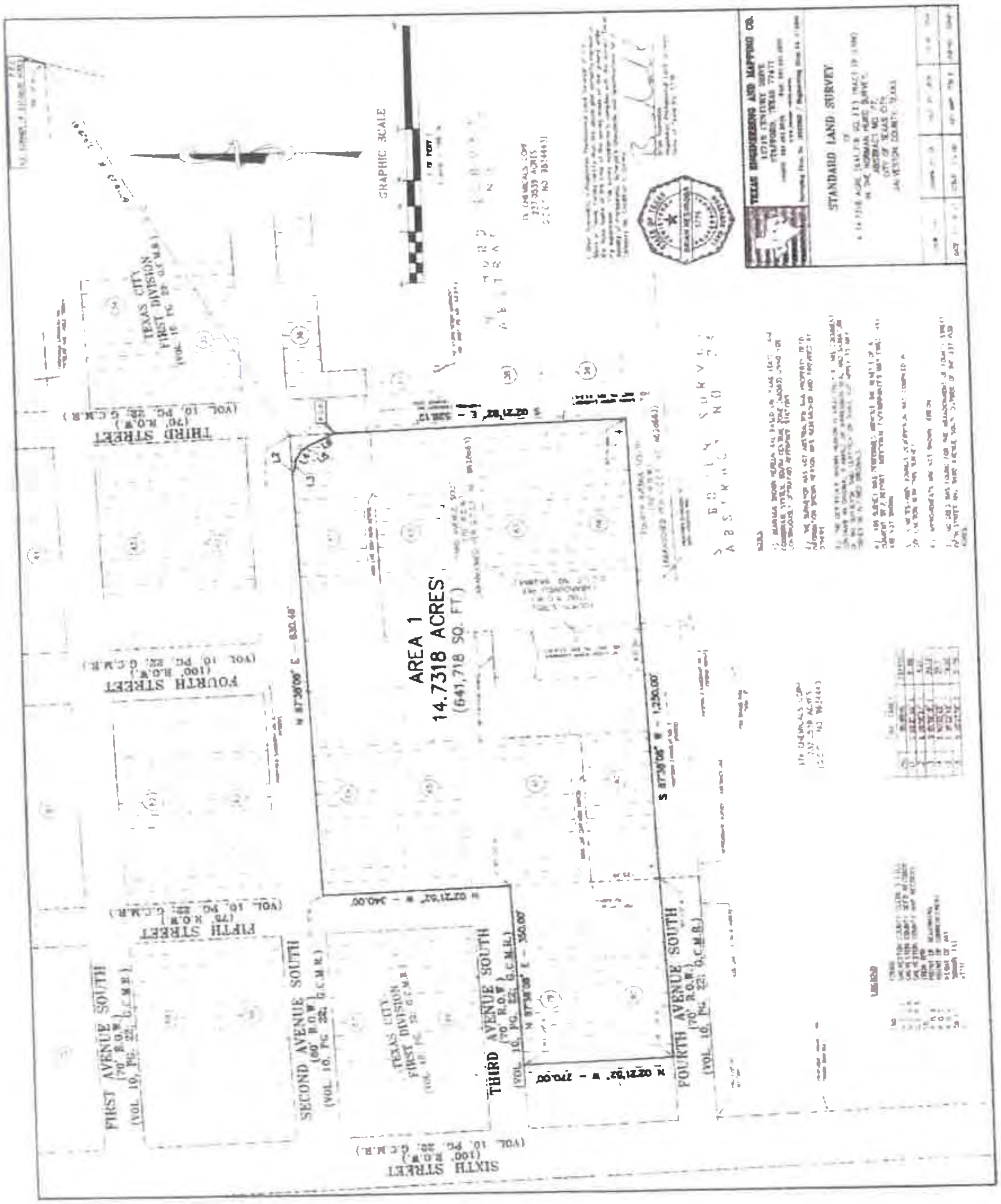
Russell Plackemeier
Acting City Attorney

EXHIBIT "A"

Legal Description of Premises

(See Attached)

Area 1
Survey



Area 1
Legal Description

November 10, 2017

Area 1
14.7318 acres in the N. Hurd Survey, Abstract No. 77,
City of Texas City, Galveston County, Texas

A FIELD NOTE DESCRIPTION of 14.7318 acres (641,718 square feet) of land in the N. Hurd Survey, Abstract No. 77, City of Texas City, Galveston County, Texas; said 14.7318 acre tract being a portion of Block 41 and all of Blocks 40, 64-65, 79-80 and 81-84, Texas City First Division, according to the map or plat recorded in Volume 10, Page 22 of the Galveston County Map Records, also being a portion of Fourth Street (100 feet wide), Fifth Street (75 feet wide) and Third Avenue South (70 feet wide), according to the map or plat recorded in Volume 10, Page 22 of the Galveston County Map Records and also being a portion of a 237.0539 acre tract of land conveyed to STX Chemicals Corp., as recorded in Galveston County Clerk's File No. 9634443; said tract being more particularly described by metes-and-bounds as follows with the bearings being based on the Texas State Plane Coordinate System, South Central Zone using National Geodetic Survey Continuously Operating Reference Stations:

COMMENCING FOR REFERENCE at a 1/2-inch iron rod found for the northeast corner of said 237.0539 acre tract, from which a brass disk found bears North 67° 20' 24" West - 2,180.23 feet;

THENCE, South 60° 19' 28" West - 3,929.81 feet to a pk nail set at the intersection of the south right-of-way line of Second Avenue South (80 feet wide), according to the map or plat recorded in Volume 10, Page 22 of the Galveston County Map Records with the west right-of-way line of Third Street (70 feet wide), according to the map or plat recorded in Volume 10, Page 22 of the Galveston County Map Records for the northeast corner of said Block 41;

THENCE, South 02° 21' 52" East - 81.88 feet with the west right-of-way line of said Third Street and with the east line of said Block 41 to an angle point and POINT OF BEGINNING of this tract;

THENCE, South 02° 21' 52" East with the west right-of-way line of said Third Street and with the east line of said Blocks 41, at a distance of 58.12 feet pass a point for a northwest corner of said 237.0539 acre tract and continuing with the east line of said Block 40, 83 and 84 for a total distance of 528.12 feet to a pk nail set at the intersection of the north right-of-way line of Fourth Avenue South (70 feet wide), according to the map or plat recorded in Volume 10, Page 22 of the Galveston County Map Records with the west right-of-way line of said Third Street for the southeast corner of said Block 84 and for the southeast corner of this tract;

THENCE, South 87° 38' 08" West with the north line of said Fourth Avenue South and with the south line of said Blocks 84 and 82, at a distance of 900.00 feet pass a 1/2-inch iron rod set in a west line of said 237.0539 acre tract at the intersection of the north right-of-way line of said Fourth Avenue South with the east right-of-way line of Fifth Street (75 feet wide), according to the map or plat recorded in Volume 10, Page 22 of the Galveston County Map Records for the southwest corner of said Block 82 and continuing with the north right-of-way line of said Forth Avenue South and with the south line of said Block 80 for a total distance of 1,250.00 feet to a 1/2-inch iron rod set for the southwest corner of this tract;

THENCE, North 02° 21' 52" West - 270.00 feet with the east line of a 15 foot wide alley, according to the map or plat recorded in Volume 10, Page 22 of the Galveston County Map Records to a 1/2-inch iron rod set in the south right-of-way line of said Third Avenue South and in the north line of said Block 79 for a northwest corner of this tract;

THENCE, North 87° 38' 08" East 350 00 feet with the south line of said Third Avenue South and with the north line of said Block 79 to a 1/2-inch iron rod set in the east right-of-way line of said Fifth Street for the northwest corner of said Block 81 and for an interior corner of this tract.

THENCE, North 02° 21' 52" West - 340 00 feet with the east right-of-way line of said Fifth Street and with the west line of said Block 65 and 64 to a 1/2-inch iron rod set at the intersection of the south right-of-way line of said Second Avenue South with the east right-of-way line of said Fifth Street for the northwest corner of said Block 64 and for the northwest corner of this tract

THENCE, North 87° 38' 08" East - 830 49 feet with the south right-of-way line of said Second Avenue South and with the north line of said Blocks 64 and 41 to a point for a northeast corner of this tract,

THENCE, South 28° 50' 27" East 4.21 feet to an angle point of this tract;

THENCE, South 81° 10' 19" East 20 13 feet to an angle point of this tract,

THENCE, South 60° 25' 25" East - 20.31 feet to an angle point of this tract;

THENCE, South 36° 22' 49" East – 19.03 feet to an angle point of this tract;

THENCE, South 25° 07' 19" East 51 70 feet to the POINT OF BEGINNING and containing 14 7318 acre (641,718 square feet) of land

Notes

1.) This metes-and-bounds description was written in conjunction with a survey performed on even date herewith.

2.) No deed was found for the abandonment of Fourth Street, Fifth Street and Third Avenue South outside of the 237 0539 acres.

COMPILED BY
Texas Engineering And Mapping Company
Civil Engineers - Land Surveyors
Stafford, Texas
Job No. 5049-3

5049-3 Area 1 R1 doc

STATE OF TEXAS
REGISTERED
BRIAN NESVADBA
5776
PROFESSIONAL
LAND SURVEYOR

Brian Nesvadba
Registered Professional Land Surveyor
State of Texas No 5776

Area 3
Survey

Area 3
Legal Description

November 10, 2017

Area 3
11.9412 acres in the James B. Wells Survey, Abstract No. 205 and the N. Hurd Survey, Abstract No. 686, City of Texas City, Galveston County, Texas

A FIELD NOTE DESCRIPTION of 11.9412 acres (520,158 square feet) of land in the James B. Wells Survey, Abstract No. 205 and the N. Hurd Survey, Abstract No. 686, City of Texas City, Galveston County, Texas; said 11.9412 acre tract being out of a 237.0539 acre tract of land conveyed to STX Chemicals Corp., as recorded in Galveston County Clerk's File No. 9634443 and being a portion of Easement No. CE-82-051, "Dock No. 5", between the State of Texas, the School Land Board of the State of Texas and Monsanto Company, as recorded in Galveston County Clerk's File No. 8302396; said tract being more particularly described by metes-and-bounds as follows with the bearings being based on the Texas State Plane Coordinate System, South Central Zone using National Geodetic Survey Continuously Operating Reference Stations:

BEGINNING at a 1/2-inch iron rod found for the northeast corner of said 237.0539 acre tract and for the northeast corner of this tract; from which a brass disk found bears North 67° 20' 24" West – 2,180.23 feet;

THENCE, South 15° 00' 51" West - 690.33 feet with the east line of said 237.0539 acre tract to a point for the north corner of said "Dock No. 5" and for an interior corner of this tract;

THENCE, South 74° 59' 09" East - 60.46 feet to a point for the east corner of said "Dock No. 5" and for an east corner of this tract;

THENCE, South 15° 00' 51" West - 60.93 feet to a point for the south corner of said "Dock No. 5" and for a south corner of this tract;

THENCE, North 74° 59' 09" West - 60.46 feet to a point in the east line of said 237.0539 acre tract for the west corner of said "Dock No. 5" and for an interior corner of this tract;

THENCE, South 15° 00' 51" West - 77.70 feet with the east line of said 237.0539 acre tract to a point for the southeast corner of this tract;

THENCE, South 87° 10' 54" West, at a distance of 74.00 feet pass a 1/2-inch iron rod set for reference and continuing for a total distance of 459.87 feet to a point for the southwest corner of this tract;

THENCE, North 02° 49' 06" West - 744.05 feet to a 1/2-inch iron rod set for an interior corner of this tract;

THENCE, South 87° 34' 38" West - 609.86 feet to a 1/2-inch iron rod set for an angle point of this tract;

THENCE, South 43° 00' 53" West - 42.75 feet to an angle point of this tract;

THENCE, South 87° 34' 38" West - 614.18 feet to a pk nail set in the east right-of-way line of Bay Street (100 feet wide), according to the map or plat recorded in Volume 10, Page 22 of the Galveston County Map Records and also recorded in Volume 485, Page 180 and Volume 487, Page 3 of the Galveston County Deed Records for a southwest corner of this tract; from which a brass disc, "MON 06", found bears South 34° 32' 29" West - 11.58 feet;

THENCE, North 02° 25' 22" West - 30.00 feet with the east right-of-way line of said Bay Street and with the west line of said 237.0539 acre tract to a 1/2-inch iron rod set for the northwest corner of this tract;

THENCE, North 87° 34' 38" East - 573.39 feet to a 1/2-inch iron rod set for an angle point of this tract;

THENCE, North 43° 00' 53" East - 71.26 feet to a 1/2-inch iron rod set in the north line of said 237.0539 acre tract for an angle point of this tract;

THENCE, North 87° 34' 38" East – 1,343.74 feet with the north line of said 237.0539 acre tract to the POINT OF BEGINNING and containing 11 9412 acre (520,158 square feet) of land.

Note: This metes-and-bounds description was written in conjunction with a survey performed on even date herewith.

COMPILED BY:
Texas Engineering And Mapping Company
Civil Engineers - Land Surveyors
Stafford, Texas
Job No 5049-3

Brian Nesvadba
Registered Professional Land Surveyor
State of Texas No. 5776

STATE OF TEXAS
REGISTERED
BRIAN NESVADBA
5776
PROFESSIONAL
LAND SURVEYOR

5049-3 Area 3 doc

EXHIBIT "B"

Site Plan of Premises and Eastman Texas City Complex

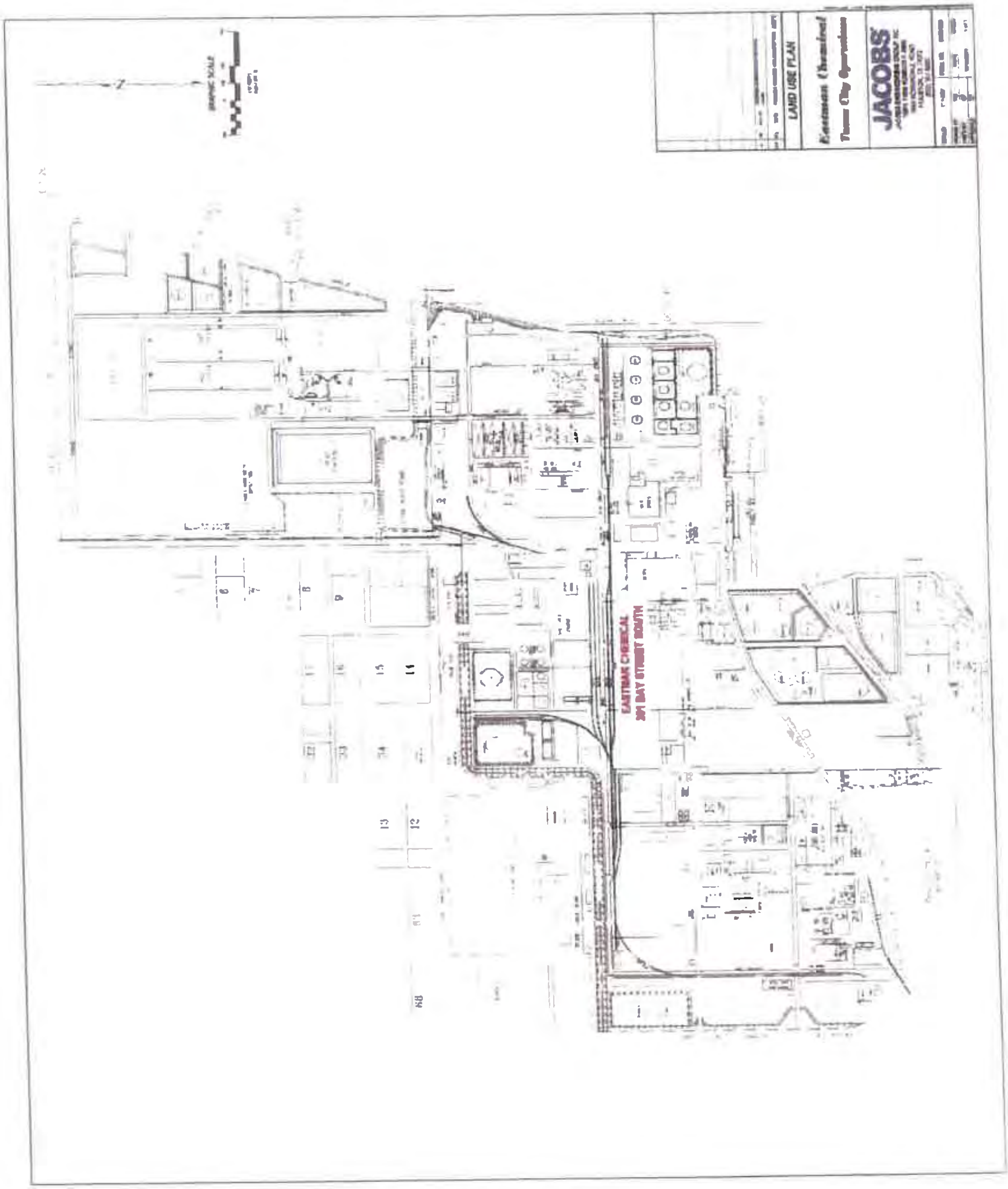
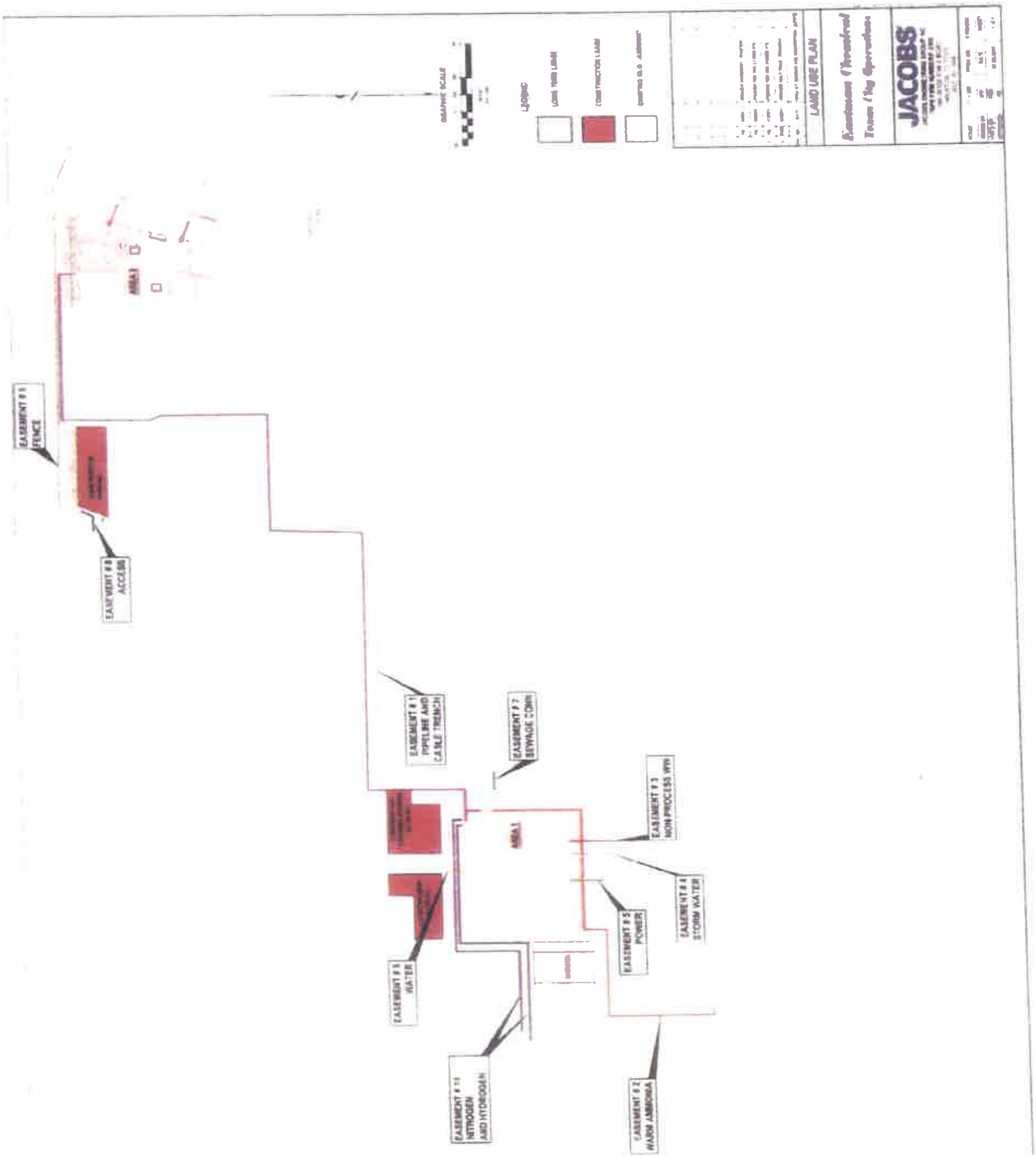


EXHIBIT "C"

Easements



CHAPTER 313 APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY

TAB 17

Signature and Certification page signed and dated by Authorized School District Representative and Authorized Gulf Coast Ammonia LLC Representative (applicant)

See attached.

SECTION 16: Authorized Signatures and Applicant Certification

After the application and schedules are complete, an authorized representative from the school district and the business should review the application documents and complete this authorization page. Attach the completed authorization page in **Tab 17**. **NOTE:** If you amend your application, you will need to obtain new signatures and resubmit this page, Section 16, with the amendment request.

1. Authorized School District Representative Signature

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.

print here Rodney Cavness
Print Name *(Authorized School District Representative)*

Superintendent
Title

sign here [signature]
Signature *(Authorized School District Representative)*

7/16/19
Date

2. Authorized Company Representative (Applicant) Signature and Notarization

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 and schedules 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.

print here Hamza Slimani
Print Name *(Authorized Company Representative (Applicant))*

CEO
Title

sign here H. Slimani
Signature *(Authorized Company Representative (Applicant))*

07/09/19
Date

Marte Christopher M
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01MA6274945
Qualified in Bronx County
Commission Expires Mar. 09, 2021

(Notary Seal)

GIVEN under my hand and seal of office this, the 9 day of July, 2019

[signature]
Notary Public in and for the State of ~~Texas~~ New York

My Commission expires: March 9, 2021

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 Section 37.10.