

STATE OF TEXAS

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COUNTY OF FORT BEND

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**SECOND AMENDMENT TO
TAX ABATEMENT AGREEMENT BY AND BETWEEN
FORT BEND COUNTY DRAINAGE COUNTY AND DSK HOLDINGS, LLC**

This SECOND AMENDMENT of the Tax Abatement Agreement is made and entered into by and **FORT BEND COUNTY, TEXAS DRAINAGE COUNTY**, hereinafter referred to as "County," acting by and through its Commissioners' Court, **DSK HOLDINGS, LLC**, a Texas limited liability company, hereinafter referred to as "Owner" of the Real Property and Improvements located within the City of Stafford Reinvestment Zone No. 24 and DSK Acquisition, LLC, a Texas limited liability company (hereinafter referred to as "Assignee.")

RECITALS

WHEREAS, on or about August 11, 2015, the Parties entered into a Tax Abatement Agreement, which was amended on or about October 25, 2016, both of which are hereby incorporated by reference;

WHEREAS, the Parties now desire to amend a certain portion of the Agreement as documented in Exhibit A; and

WHEREAS, Owner desires to transfer its interest as Owner of the real property and improvements subject to the Agreement and assign all of its rights, interest and obligations as Owner of the real property under the Agreement to Assignee.

WHEREAS, the Parties desire to amend a certain portion of the Agreement; and

WHEREAS, Owner desires to transfer its interest as Owner of the real property and improvements subject to the Agreement and assign all of its rights, interest and obligations as Owner of the real property under the Agreement to Assignee.

WHEREAS, the parties desire to amend said Agreement as hereinafter set forth for the purposes described in this preamble;

NOW THEREFORE, for and in consideration of the mutual benefits to be derived by the parties hereto, County, Owner and Assignee agree as follows:

Pursuant to and in accordance with the Property Redevelopment and Tax Abatement Act, Chapter 312, TEXAS PROPERTY TAX CODE, and the Guidelines and Criteria for Granting Tax Abatements in Reinvestment Zones located in Fort Bend County, Texas, the Agreement is hereby amended as follows:

1. Any references in the Agreement to "Owner" shall mean and refer to DSK Acquisition, LLC. as the owner of the real property and improvements subject to the Agreement located in City of Stafford Reinvestment Zone No. 24.

2. The Agreement is amended to the effect that all duties, obligations, and responsibilities imposed upon Owner under the Agreement shall be imposed upon DSK Acquisition, LLC. and all agreements and representations made by Owner in the Agreement shall be the agreements and representations of DSK Acquisition, LLC.
3. The representatives of Owner and Owner-Assignee whose signatures execute this First Amendment represent and warrant to County that they have the requisite authority to enter into the Agreement and First Amendment thereof.
4. The addresses set out in Section 16 of the Agreement for notices is hereby deleted in its entirety and the following addresses are substituted therefore:

To the Tax Assessor/Collector: The Honorable Patsy Schultz
Fort Bend County Tax Assessor-Collector
1317 Eugene Heimann Circle
Richmond, Texas 77406

To Owner DSK Holdings, LLC.

K1 KAWAL OBEROI - CEO
13843 STAFFORD ROAD
STAFFORD, TX 77477

To Assignee: DSK Acquisition, LLC.

K1 KAWAL OBEROI - CEO
13843 STAFFORD ROAD
STAFFORD, TX 77477

To County: Fort Bend County Judge
401 Jackson
Richmond, Texas 77469

5. **DSK ACQUISITION, LLC. SHALL BE RESPONSIBLE FOR NOTIFYING THE COUNTY OF THE ABATEMENT, INCLUDING FILING WITH THE COUNTY ANY APPLICATION OR OTHER FORMS NECESSARY TO QUALIFY FOR OR RECEIVE THE ABATEMENT GRANTED.**
6. Except as modified herein, the above referenced Agreement remains in full force and effect and has not been modified or amended.
7. The tax abatement shall apply for the tax years as stated in the Agreement. This amendment does not purport to extend the tax abatement to tax years beyond that which was stated in the original agreement.
8. All future amendments, if any, of the Agreement shall require written consent of the County.
9. The original Tax Abatement Agreement executed by and between Fort Bend County Drainage County and DSK Acquisition LLC on August 11, 2015 and amended on October 25, 2016, is hereby adopted and incorporated by reference the same as if

fully set forth verbatim herein for all purposes, subject only to the above described amendments.

IN TESTIMONY OF WHICH, THIS AMENDMENT shall be effective upon execution of all parties.

"County"
FORT BEND COUNTY
DRAINAGE COUNTY

By: _____
Robert E. Hebert, County Judge

Date: _____

ATTEST:

Laura Richard, County Clerk

"Owner"
DSK Holdings LLC

By: KA
Name: KAWAL OBEROI
Title: CEO
Date: 7/16/18

"Assignee"
DSK Acquisition, LLC.

By: KA
Name: KAWAL OBEROI
Title: CEO
Date: 7/16/18

Attachments: Exhibit A – REQUEST FOR ASSIGNMENT

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*DSK HOLDING LLC
13843 Stafford Road
Stafford Texas 77477*

May 29, 2018

Fort Bend County Commissioners Court
Attn: County Judge Robert Hebert
401 Jackson
Richmond, TX 77469
Via CMRRR

RE: Request for Assignment of Abatement

Dear District,

Fort Bend County and DSK Holdings LLC are parties to TAX ABATEMENT AGREEMENT BETWEEN FORT BEND COUNTY AND DSK HOLDINGS, LLC dated AUGUST 11 2015, a copy of which is enclosed. Pursuant to Paragraph 9.A. of the Agreement, DSK HOLDINGS, LLC desires to assign its rights and responsibilities under the Agreement to DSK ACQUISITION, LLC. No default exists under the Agreement and DSK HOLDINGS, LLC is not delinquent in the payment of any taxes owed to the District for any property owed in Fort Bend County.

Please prepare the appropriate assignment documents for the Agreement for our review.

Below is the current contact information for both companies:

DSK HOLDINGS, LLC:
13843 STAFFORD ROAD, STAFFORD, TX 77478
KAWAL OBEROI, 713-988-2900 Ext. 1001, Kawal@dishaka.com

DSK ACQUISITION, LLC:
13843 STAFFORD ROAD, STAFFORD, TX 77478
KAWAL OBEROI, 713-988-2900 Ext. 1001, Kawal@dishaka.com

Thank for your consideration in this matter.

A handwritten signature in black ink, appearing to read 'K-1' with a long horizontal stroke extending to the right.

Kawal Obéroi

President and CEO

CC: Fort Bend County Attorney's Office
Attn: Tax Abatements
401 Jackson, 3rd Floor
Richmond, TX 77469