

STATE OF TEXAS §
 §
 COUNTY OF FORT BEND §

**FIRST AMENDMENT TO TAX ABATEMENT AGREEMENT BETWEEN
 FORT BEND COUNTY DRAINAGE DISTRICT
 AND RIDGE SOUTHWEST CC PARTNERS I, LLC**

This First Amendment of the Tax Abatement Agreement is made and entered into by and between **FORT BEND COUNTY DRAINAGE DISTRICT** (hereinafter referred to as “District”) a body politic, acting herein by and through its Commissioners Court and **TDC SOUTHWEST CC PARTNERS I, L.L.C.** (who will hereinafter referred to as “Owner”), each being parties to that certain Tax Abatement Agreement executed on or about April 3, 2018, and **TPP SW Commerce, LLC** (hereinafter referred to as “Assignee”);

WHEREAS, District and Owner (originally known as **RIDGE SOUTHWEST CC PARTNERS I, LLC** but now known as **TDC SOUTHWEST CC PARTNERS I, L.L.C.**) as **documented in Exhibit One**) entered into a Tax Abatement Agreement on April 3, 2018, (hereinafter the “Agreement”); and

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, District, 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 **TPP SW Commerce, LLC** as the owner of the real property and improvements subject to the Agreement located in Reinvestment Zone No. 17 created by the City of Missouri City, Texas.

2. The Agreement is amended to the effect that all duties, obligations, and responsibilities imposed upon Owner under the Agreement shall be imposed upon **TPP SW Commerce, LLC** and all agreements and representations made by Owner in the Agreement shall be the agreements and representations of **TPP SW Commerce, LLC**.
3. The representatives of Owner and Owner-Assignee whose signatures execute this First Amendment represent and warrant to District 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:**

Fort Bend County Tax Assessor-Collector
1317 Eugene Heimann Circle
Richmond, Texas 77406

To **Owner Assignee:**

TPP SW Commerce, LLC
c/o Transwestern Investment Group
8235 Douglas, Suite 450
Dallas, Texas 75225
Attention: Collin Comer

Copy to:

Greenberg Taurig, LLP
77 West Wacker Drive, Suite 3100
Chicago, Illinois 60601 Attention:
Meredith Katz

To **District county:**

Fort Bend County Judge
301 Jackson, Suite 719
Richmond, Texas 77469

Copy to:

Fort Bend County Attorney
301 Jackson, Suite 728
Richmond, Texas 77469

5. **TPP SW COMMERCE, LLC SHALL BE RESPONSIBLE FOR NOTIFYING THE DISTRICT OF THE ABATEMENT, INCLUDING FILING WITH THE DISTRICT 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 tax year 2024, as stated in the original agreement.
8. All future amendments, if any, of the Agreement shall require written consent of the District.
9. The original Tax Abatement Agreement executed by and between Fort Bend County Drainage District and RIDGE SOUTHWEST CC PARTNERS I, LLC on April 3, 2018, 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.

Remainder left blank

Execution page follows

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

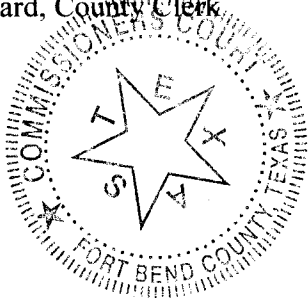
“District”
**FORT BEND COUNTY
DRAINAGE DISTRICT**

By: *KP George*
KP George, County Judge

ATTEST:

Laura Richard
Laura Richard, County Clerk

Date: 10.8.2019



“Owner”
TDC SOUTHWEST CC PARTNERS I, L.L.C.

By: TDC Southwest CC Partners GP, LLC,
its Managing Member

By: *Jeff Knowles*
Name: Jeff Knowles
Title: Authorized Signatory

ATTEST:

Date: 9-23-19

“Assignee”
TPP SW COMMERCE, LLC

By: Texas Pecan Partners LP, its sole member

By: TPP GP, LLC, a Texas limited liability company,
its general partner

By: Transwestern Investment Management,
L.L.C., its managing member

By: *Paul Garances*
Name: PAUL GARANCES
Title: VICE PRESIDENT

ATTEST:

Paul Garances

Date: 9-19-19

EXHIBIT ONE
NAME CHANGE CERTIFICATE

Delaware
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RIDGE SOUTHWEST CC PARTNERS I, LLC", CHANGING ITS NAME FROM "RIDGE SOUTHWEST CC PARTNERS I, LLC" TO "TDC SOUTHWEST CC PARTNERS I, L.L.C.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2019, AT 10:17 O`CLOCK P.M.



6707040 8100
SR# 20195712026

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 203126159
Date: 06-28-19

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:17 PM 06/27/2019
FILED 10:17 PM 06/27/2019
SR 20195712026 - File Number 6707040

STATE OF DELAWARE CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: _____
Ridge Southwest CC Partners I, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the limited liability company is TDC Southwest CC Partners I, L.L.C.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 27th day of June, A.D. 2019.

By: 
Authorized Person(s)

Name: Sarah A. McCormick
Print or Type

CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

Complete Nos. 1 - 4 and 6 if there are interested parties.
 Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.

**OFFICE USE ONLY
 CERTIFICATION OF FILING**

Certificate Number:
 2019-541847

Date Filed:
 09/18/2019

Date Acknowledged:
 10/08/2019

1 Name of business entity filing form, and the city, state and country of the business entity's place of business.
 TPP SW Commerce, LLC
 Dallas, TX United States

2 Name of governmental entity or state agency that is a party to the contract for which the form is being filed.
 Fort Bend County Drainage District

3 Provide the identification number used by the governmental entity or state agency to track or identify the contract, and provide a description of the services, goods, or other property to be provided under the contract.
 FBCDD Tax Abatement 032018b
 Fort Bend County Drainage District is granting a tax abatement

4	Name of Interested Party	City, State, Country (place of business)	Nature of interest (check applicable)	
			Controlling	Intermediary
	TPP SW Commerce, LLC	Dallas, TX United States	X	

5 Check only if there is NO Interested Party.

6 UNSWORN DECLARATION

My name is _____, and my date of birth is _____.

My address is _____, _____, _____, _____, _____.
(street) (city) (state) (zip code) (country)

I declare under penalty of perjury that the foregoing is true and correct.

Executed in _____ County, State of _____, on the _____ day of _____, 20____.
(month) (year)

 Signature of authorized agent of contracting business entity
 (Declarant)