

STATE OF TEXAS §
 §
 COUNTY OF FORT BEND §

SECOND AMENDMENT TO
 TAX ABATEMENT AGREEMENT BETWEEN
 FORT BEND COUNTY AND STAR GESSNER PROPERTIES, LTD

This SECOND AMENDMENT of the Tax Abatement Agreement is made and entered into by and between FORT BEND COUNTY, TEXAS, a body politic, acting herein by and through its Commissioners Court and STAR GESSNER PROPERTIES, LTD., (hereinafter referred to as "Owner").

RECITALS

WHEREAS, on or about February 22, 2011, the Parties entered into a Tax Abatement Agreement which was amended July 28, 2015, and is incorporated by reference;

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

WHEREAS, both the Original Agreement and this Second Amendment are executed as authorized by 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

NOW THEREFORE, for and in consideration of the mutual benefits to be derived by the parties hereto, County, and Owner 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 Waterworld, USA as the owner of the real property and improvements subject to the Agreement located in Reinvestment Zone No. 7 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 Waterworld, USA and all agreements and representations made by Owner in the Agreement shall be the agreements and representations of Waterworld, USA.

3. The representatives of Owner and Owner-Assignee whose signatures execute this Second Amendment represent and warrant to Fort Bend County that they have the requisite authority to enter into the Agreement and Second 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 (formerly Assignee):

Waterworld USA, Inc.
13550 S. Gessner Drive
Missouri City, TX 77489

To County:

Fort Bend County Judge
401 Jackson
Richmond, Texas 77469

Copy to:

Fort Bend County Attorney
401 Jackson, 3rd Floor
Richmond, Texas 77469

5. **WATERWORLD, USA 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. Section 5. Responsibility of Owner for Phase II Improvements is hereby deleted in its entirety but only with regard to Phase II Improvements. The same requirement for Phase I remains intact even if the content for the requirement is the same.
7. Except as modified herein, the above referenced Agreement remains in full force and effect and has not been modified or amended.
8. 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 2021, as stated in the original agreement.
9. All future amendments, if any, of the Agreement shall require written consent of the Fort Bend County Commissioners Court.

10. The original Tax Abatement Agreement and First Amendment executed by and between Fort Bend County and Star Gessner Properties, Ltd. 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 amendment.

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

"County"

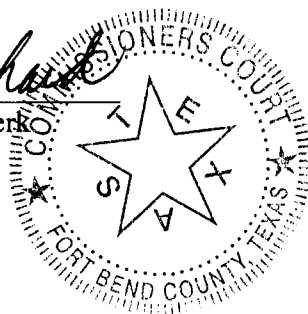
FORT BEND COUNTY

By: [Signature]
KP George, County Judge

Date: 6-4-2019

ATTEST:

[Signature]
Laura Richard, County Clerk



"Owner"

STAR GESSNER PROPERTIES LTD.

By: [Signature]
Name: Prapali Umatiya
Title: PRESIDENT
Date: 05-24-19

Date: _____

"Assignee"

WATERWORLD, USA

By: [Signature]
Name: Kal Abushaaban
Title: V.P.
Date: 5/24/19

Date: _____

ATTEST:

[Signature]

ATTEST:

[Signature]

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:
2019-497878

Date Filed:
05/30/2019

Date Acknowledged:
06/04/2019

1 Name of business entity filing form, and the city, state and country of the business entity's place of business.

Waterworld USA
Missouri City, 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 General Fund

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.

FBC Tax Abatement 52019
Tax Abatement

4	Name of Interested Party	City, State, Country (place of business)	Nature of interest (check applicable)	
			Controlling	Intermediary

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)