

**SECOND AMENDMENT TO TAX ABATEMENT AGREEMENT BETWEEN
FORT BEND COUNTY DRAINAGE DISTRICT AND TDC-DRI SUGAR LAND, LLC
(TO ASSIGN TO AREIT SUGAR LAND CC LLC)**

This Second Amendment of the Tax Abatement Agreement is made and entered into by and between **FORT BEND COUNTY DRAINAGE DISTRICT, TEXAS**, (hereinafter referred to as “District”) a body politic, acting herein by and through its Commissioners Court and **EVOX TX SUGAR LAND 12510, LLC**, (may also hereinafter be referred to as “Former Owner/Assignor”), and **AREIT Sugar Land CC LLC** (may also hereinafter be referred to as “Assignee/New Owner.”).

WHEREAS, District and **TDI-DRI SUGAR LAND, LLC** (“Original Owner”) entered into a Tax Abatement Agreement on or about January 14, 2020, (hereinafter the “Agreement”); and

WHEREAS, Original Owner previously transferred its interest 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 to Former Owner/Assignor with the consent of District on or about April 5, 2022; and

WHEREAS, Former Owner/Assignor desires to transfer its interest as the former Owner of the real property and improvements subject to the Agreement and assign all of its rights, interest and obligations as Former Owner/Assignor of the real property under the Agreement to the New Owner/Assignee; and

WHEREAS, the parties desire to amend the Agreement to reflect such Assignment of the Agreement.

NOW THEREFORE, for and in consideration of the mutual benefits to be derived by the parties hereto, District, Former Owner/Assignor and New Owner/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 Drainage District, Texas, the Agreement is hereby amended as follows:

1. Any references in the Agreement to "Owner" shall mean and refer to **AREIT Sugar Land CC LLC**, as the owner of the real property and improvements subject to the Agreement located in Reinvestment Zone No. 2019-03 created by the City of Sugar Land, 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 **AREIT Sugar Land CC LLC**, and all agreements and representations made by Owner in the Agreement shall be the agreements and representations of **AREIT Sugar Land CC LLC**.
3. The representatives of Former/Owner/Assignor and New Owner/Assignee whose signatures execute this Second Amendment represent and warrant to Fort Bend Drainage District 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 are 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

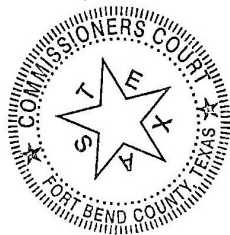
To New Owner/Assignee: AREIT Sugar Land CC LLC
1200 17th Street, Suite 2900
Denver, CO 80202

To 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. **AREIT SUGAR LAND CC 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 2026, as stated in the original agreement.
8. All future Amendments, if any, of the Agreement shall require written consent of the District and shall be had in accordance with the Guidelines and Criteria for Granting Tax Abatements in Reinvestment Zones located in Fort Bend County Drainage District, Texas adopted at the time the Amendment is requested.
9. The original Tax Abatement Agreement executed by and between Fort Bend County Drainage District and **TDI-DRI SUGAR LAND, LLC**, as assigned to and assumed by **EVOX TX SUGAR LAND 12510, LLC**, is hereby adopted by **AREIT Sugar Land CC LLC** 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.



"District"

FORT BEND COUNTY DRAINAGE DISTRICT

By: KP George
KP George, County Judge

ATTEST:

Laura Richard
Laura Richard, County Clerk

Date: November 26, 2024

"Former Owner/Assignor"

EVOX TX
SUGAR LAND 12510, LLC,
a Delaware limited liability company
EVERWEST ADVISORS LLC,
a Delaware limited liability company
(CONTROLLING AFFILIATE)
Its: Non-Member Manager

By: Mark Bigarey
Name: Mark Bigarey
Title: Chief Operating Officer
Date: September 30, 2024

ATTEST:

Julie Crames

Date: 9/30/2024

"New Owner/Assignee"

AREIT Sugar Land CC LLC,
a Delaware limited liability company

By: AREIT TRS Holdco I LLC,
a Delaware limited liability company, its
Sole Member

By: AREIT TRS Holdco LLC,
a Delaware limited liability company, its
Sole Member

By: BCD TRS Corp.,
a Delaware corporation, its Sole
Member

By: Ares Operating Partnership LP,
a Delaware limited partnership, its Sole
Shareholder

By: Ares Real Estate Income Trust Inc.
A Maryland corporation, its General
Partner

By: Melissa Barrett
Name: Melissa Barrett
Title: Principal, Real Estate

ATTEST:

Melissa Barrett

Date: 10/14/2024

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

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

AREIT Sugar Land CC LLC
Sugar Land, TX United States

Certificate Number:
2024-1226113

Date Filed:
10/14/2024

Date Acknowledged:
11/27/2024

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

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.

Areit Sugar Land CC LLC
Second Amendment & Assignment of Tax Agreement

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)