STATE OF TEXAS 888 COUNTY OF FORT BEND

SECOND AMENDMENT TO TAX ABATEMENT AGREEMENT BETWEEN FORT BEND COUNTY 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, TEXAS, (hereinafter referred to as "County") 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, County 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 County 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, County, 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, 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.
- The representatives of Former/Owner/Assignor and New Owner/Assignee whose 3. 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 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

Tax Abatement Agreement – Second Amendment Page 1 of 3 4884-4314-1076v.2

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 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 tax year 2026, as stated in the original agreement.
- 8. All future Amendments, if any, of the Agreement shall require written consent of the County and shall be had in accordance with the Guidelines and Criteria for Granting Tax Abatements in Reinvestment Zones located in Fort Bend County, Texas adopted at the time the Amendment is requested.
- 9. The original Tax Abatement Agreement executed by and between Fort Bend County 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 C, 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

Ву:

KP George (tdunty Judge

ATTEST:

aura Richard County Clerk

Date: I

November 27, 2024

Approved by Commissioners Court on 11/26/2024

"Former Owner/Assignor"

Its: Non-Member Manager

EVOX TX SUGAR LAND 12510, LLC, a Delaware limited liability company **EVERWEST ADVISORS LLC,** a Delaware limited liability company (CONTROLLING AFFILIATE)

By:

Name: Title:

Mark Bigarel Chief Operating Officer

Date:

September 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

AREIT TRS Holdco LLC, By:

a Delaware limited liability company, its

Sole Member

BCD TRS Corp., By:

a Delaware corporation, its Sole

Member

Ares Operating Partnership LP, By:

a Delaware limited partnership, its Sole

Shareholder

Ares Real Estate Income Trust Inc. By:

A Maryland corporation, its General

Partner

By:

Name: Title:

ATTEST:

ATTEST:

Tax Abatement Agreement - Second Amendment Page 3 of 3

4884-4314-1076v.2

CERTIFICATE OF INTERESTED PARTIES

FORM **1295**

1 of 1

	Complete Nos. 1 - 4 and 6 if there are interested parties.			OFFICE USE ONLY		
	Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.			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			Certificate Number: 2024-1226088		
	Sugar Land, TX United States			Date Filed:		
2	Name of governmental entity or state agency that is a party to the being filed.	ernmental entity or state agency that is a party to the contract for which the form is		10/14/2024		
	Fort Bend County		Dat	Date Acknowledged:		
	,		11/	/27/2024		
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 Abatement Agreen	nent				
1				Nature of interest		
4	Name of Interested Party City, State, Country (place of bus		business)	<u> </u>		
				Controlling	Intermediary	
				_		
				_		
_						
5	Check only if there is NO Interested Party.					
6	UNSWORN DECLARATION					
	My name is, and my date of birth is					
	, and my date of 2					
	My address is		_,	- ,	.,	
	(street)	(city)	(state)	(zip code)	(country)	
	I declare under penalty of perjury that the foregoing is true and correct.					
	Executed inCounty	/ State of	n the	day of	. 20	
		,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		(month)		
		Signature of authorized agent	of contract	ing husiness entity		
	Signature of authorized agent of contracting business entity (Declarant)					