

Amendment and Extension to the Agreement for Exclusive Reservation of Recycled Water Between
Valero Refining-Texas, L.P. and City of Corpus Christi

Whereas, on December 17, 2013, the City of Corpus Christi and Valero Refining-Texas, L.P. entered into an Agreement for Exclusive Reservation of Recycled Water (“the Reservation Agreement”) with a term of nine months, with an option to extend the Reservation Agreement for an additional three-month period;

Whereas, the Reservation Agreement provided for the City to reserve for the exclusive benefit of Valero the capacity for delivery of up to 4 million gallons per day (“mgd”) of recycled water/treated wastewater effluent from the new Broadway Wastewater Treatment Plant (“BWWTP”) or from any other wastewater treatment plants in the event that the City will no longer be operating the BWWTP;

Whereas, Valero desires to reserve up to 4 mgd of recycled water/treated wastewater effluent from the Greenwood Wastewater Treatment Plant (“GWWTP”) recycled water/treated wastewater effluent;

Now, therefore, the parties agree to amend the Reservation Agreement and extend the term as follows (the “Amendment”);

1. The Reservation Agreement is amended so that the City agrees to reserve for the exclusive benefit of Valero up to 4 mgd of recycled water/treated wastewater effluent from the GWWTP. This amended Section I.A. replaces Section I.A. of the Reservation Agreement:

“I. Reservation.

A. Term and Fee. For and in consideration of payment of a reservation fee in the amount of One Hundred Thousand Dollars (\$100,000.00) to be paid within thirty days of the date the City Manager or the City Manager's designee signs this Amendment, the City will reserve for the exclusive benefit of Valero up to 4 million gallons per day (“mgd”) of recycled water/treated wastewater effluent from the Greenwood Wastewater Treatment Plant (“GWWTP”). During the term of the amended Reservation Agreement, the City shall not enter into any other agreement or reservation for treated wastewater effluent from the GWWTP. The Reservation as amended herein shall expire nine months from the Effective Date of this Amendment. The nine-month extended reservation period is to allow Valero and the City time for, including but not limited to evaluation, equipment pilot testing, pipeline right of way development, and project design. Before the expiration of this Amendment to the Reservation Agreement, Valero will inform the City in writing if it intends to enter into a recycled water agreement(s) for either or both of its local refineries dba the Valero Corpus Christi West Refinery and the Valero Corpus Christi East Refinery.”

Section I.D. of the Reservation Agreement is amended as follows:

“D. Extension. Valero may extend this Amendment to the Reservation Agreement for an additional three-month period by providing the City with written notice at least thirty (30) days prior to the termination date of this Amendment along with an extension fee of Seventy-Five

Thousand Dollars (\$75,000.00). During the three-month extended term of the reservation, the City shall not enter into any other agreement or reservation for treated wastewater effluent that would in any way restrict the City's ability to furnish Valero the 4.0 mgd of treated wastewater effluent subject to this Amendment."

2. This Amendment to the Reservation Agreement takes effect on December 16, 2014 (the "Effective Date").
3. Within thirty days of the date the City Manager or the City Manager's designee signs this this Amendment to the Reservation Agreement Valero will pay the City One Hundred Thousand Dollars (\$100,000.00).
4. Any provision of the Reservation Agreement that is not expressly amended by this Amendment remains unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the day and year written below.

VALERO:

VALERO REFINING – TEXAS, L.P.

By: _____

Name: Dennis Payne

Title: Senior Vice President & General Manager

Date: _____

CITY:

CITY OF CORPUS CHRISTI

By: _____

Name: _____

Title: _____

Date: _____