

Sheets & Crossfield, PLLC

ATTORNEYS AT LAW

309 East Main Street • Round Rock, TX 78664-5246

Phone 512-738-8725 (D) • fax 512-255-8986

don@scrllaw.com

July 2, 2021

jnbgordon@gmail.com

Frame Switch Energy, Inc.
c/o John B. Gordon, P.E.
1007 Green Meadow, Dr.
Round Rock, Texas 78664

Re: Williamson County—SE Loop/FM 3349
Right of Way exchange

Dear Mr. Gordon:

Please allow this letter to set out my understanding regarding our Agreement for the exchange of property owned by Frame Switch Energy, Inc. (“Owner”) which is required for completion of Williamson County’s (“County”) proposed Southeast Loop/FM 3349 corridor roadway facility improvements (“Project”), with certain other property owned by County which Owner desires to use for future development of the Owner’s operational facilities.

By execution of this letter the parties agree as follows:

1. Owner and County shall deliver fully executed and acknowledged counterparts of an Exchange Deed (“Deed”) conveying the exchange of (a) that certain 0.241 acre (10,500 SF) parcel of land identified by metes and bounds in Exhibit “A” attached hereto and incorporated herein, to County; and (b) that certain 0.241 acre (10,494 SF) parcel of land identified by metes and bounds in Exhibit “B” attached hereto and incorporated herein, to Owner, (collectively the “Exchange Property”) free and clear of any monetary liens and encumbrances.

2. The Deed shall be in the form as shown in Exhibit “C” attached hereto and incorporated herein.

3. At the request of County, the Closing and completion of this transaction shall take place at Independence Title (“Title Company”) within thirty (30) days after full execution of this Agreement, or at other date and time agreed to between the parties.

4. General real estate taxes for the then current year relating to the portion of the Exchange Property being conveyed to the County shall be prorated as of the Closing Date and shall be adjusted in cash at the Closing and delivered to the title company by Owner. If the Closing shall occur before the tax rate is fixed for the then current year, the apportionment of taxes shall be upon the basis of the tax rate for the next preceding year applied to the latest assessed valuation, but shall otherwise be the continuing obligation of Owner to fully satisfy. Agricultural roll-back taxes for the Exchange Property, if any, which directly result from the completion of this transaction and conveyance shall be paid by County.

5. Upon request Owner shall provide reasonable assistance, at no cost to Owner, to cause the Title Company to issue a policy of title insurance, with standard printed exceptions, to each Grantee under the Exchange Deed for the portion of the Exchange Property received in the amount of \$15,000. County shall be responsible for all typical closing fees and costs associated with this transaction, except that each party shall be responsible for any attorney's fees they incur. Owner shall assist County and Title Company with any curative measures or mortgage lien or other encumbrance releases required as a condition of the Closing.

6. As additional compensation to Owner, and as an obligation of County which shall survive the Closing of this transaction, County agrees that it shall cause one (1) driveway facility connection to be constructed between the edge of proposed Southeast Loop "jughandle" roadway improvements and the property line of Owner at the sole cost of County as part of the proposed Project. The driveway shall be constructed in the location, and according to the design and specifications, as identified on the exhibit and plan sheets attached hereto and incorporated herein as Exhibit "D".

By execution of this Agreement, Owner hereby grants permission and right for Owner, its contractors or agents to temporarily enter the property of Owner only to the extent and for the period of time reasonably necessary to carry out completion of the construction obligation of County identified herein.

7. By execution of this Agreement, Owner hereby grants permission and right for County, its contractors or agents, after fourteen (14) days advance written notice to Owner, to enter the property of Owner identified in Exhibit "A" prior to completion of Closing if necessary for any inspection, testing, utility relocation or construction of the Project upon the Exchange Property.

If this meets with your understanding, please execute this letter where indicated below and return it to me, and we will have this approved and signed by the County and process this for completion of Closing as quickly as possible.

Please feel free to contact me at any time if you have any questions or concerns about these issues.

Very truly yours,



Don Childs
Sheets & Crossfield, PLLC

AGREED:

FRAME SWITCH ENERGY, INC.

By:  _____

Name: John B. Gordon
Chairman of the Board

Its: _____

Date: July 14, 2021

ACCEPTED AND AGREED:

WILLIAMSON COUNTY, TEXAS

By: _____
Bill Gravell, Jr.
County Judge

Date: _____

EXHIBIT "A" COUNTY R.O.W. PARCEL
DESCRIPTION FOLLOWS

County: Williamson
Parcel: 88
Project: FM 3349

June 23, 2021
Page 1 of 4

EXHIBIT _____
PROPERTY DESCRIPTION FOR PARCEL 88

DESCRIPTION OF A 0.241 ACRE (10,500 SQUARE FOOT), PARCEL OF LAND SITUATED IN THE PATRICK O'DOUGHERTY SURVEY, ABSTRACT NO. 184 IN WILLIAMSON COUNTY, TEXAS, BEING A PORTION OF THAT CALLED 11.25 ACRE TRACT OF LAND DESCRIBED IN WARRANTY DEED TO FRAME SWITCH ENERGY, INC. RECORDED IN DOCUMENT NO. 2014078998 OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, SAID 0.241 ACRE (10,500 SQUARE FOOT) PARCEL OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at an iron rod with aluminum cap stamped "ROW 4933" (Grid Coordinates determined as N=10,178,023.58 E=3,192,628.55 TxSPC Zone 4203) set at the intersection of the proposed westerly Right-of-Way (ROW) line of County Road (C.R.) 101 (variable width ROW) and an ell corner in the existing westerly ROW line of said C.R. 101 (variable width ROW), same being the northwesterly corner of that 15 foot wide (0.14 acre) ROW dedication per Oncor-Taylor, a subdivision of record in Cabinet Y, Slide 383-385 of the Plat Records of Williamson County, Texas, also being the northeasterly corner of the remainder of that called 4.161 acre tract of land described in Correction Special Cash Warranty Deed to Oncor Electric Delivery Company recorded in Document No. 2004006610 of the Official Public Records of Williamson County, Texas for the southwesterly corner and **POINT OF BEGINNING** of the herein described parcel, and from which, a 1/2" iron rod found, being the southeasterly corner of said remainder of the 4.161 acre tract, same being the southwesterly corner of said 0.14 acre ROW dedication tract, for an ell corner in said existing ROW line of said C.R. 101, bears with the common easterly boundary line of said remainder of the 4.161 acre tract and said existing westerly ROW line, S 22°00'28" E, at a distance of 401.94 feet, and also from which, an iron rod with plastic cap stamped "RPLS 4773", being the northwesterly corner of said remainder of the 4.161 acre tract and said Oncor-Taylor subdivision bears with the common boundary line of said 11.25 acre tract and said remainder of the 4.161 acre tract, S 67°58'05" W, at a distance of 437.00 feet;

- 1) **THENCE**, with said proposed westerly ROW line, through the interior of said 11.25 acre tract, **N 22°04'15" W**, for a distance of **700.00** feet to an iron rod with aluminum cap stamped "ROW 4933" set in the northerly boundary line of said 11.25 acre tract, same being in the easterly boundary line of that called 135.209 acre tract of land (remainder of 145.59 acres) described in Gift Deed to Daniel Dwayne Krueger and Treila Krueger Aery recorded in Document No. 2013012468 of the Official Public Records of Williamson County, Texas and modified in Special Warranty Deed, Treila Krueger Aery to Treila Krueger Aery, Trustee of The Treila Krueger Aery Trust recorded in Document No. 2013103686 (135.209 acres) of the Official Public Records of Williamson County, Texas, for the northwesterly corner of the herein described parcel, and from which, the calculated northwesterly corner of said 11.25 acre tract, same being an ell corner in the easterly boundary of said 135.209 acre tract bears, with said common boundary line, S 67°58'05" W, at a distance of 685.00 feet;
- 2) **THENCE**, with said common boundary line, **N 67°58'05" E**, for a distance of **15.00** feet to the calculated northeasterly corner of said 11.25 acre tract in the existing westerly ROW line of said C.R. 101, same being an ell corner in said easterly boundary line of the 135.209 acre tract, for the northeasterly corner of the herein described parcel;

County: Williamson
Parcel: 88
Project: FM 3349

June 23, 2021
Page 2 of 4

- 3) **THENCE**, with said existing westerly ROW line, same being the easterly boundary line of said 11.25 acre tract, **S 22°04'15" E**, for a distance of **700.00** feet to the calculated southeasterly corner of said 11.25 acre tract, same being an ell corner in said existing westerly ROW line of C.R. 101, for the southeasterly corner of the herein described parcel;
- 4) **THENCE** with said existing westerly ROW line, same being the southerly boundary line of said 11.25 acre tract, **S 67°58'05" W**, for a distance of **15.00** feet to **POINT OF BEGINNING**, containing 0.241 acre, (10,500 square feet) of land, more or less.

This property description is accompanied by a separate parcel plat.

All bearings recited herein are based on the Texas State Plane Coordinate System, Central Zone No. 4203, NAD 83.

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF WILLIAMSON §

That I, M Stephen Truesdale, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct and that the property described herein was determined by a survey made on the ground under my direct supervision.

WITNESS MY HAND AND SEAL at Round Rock, Williamson County, Texas.

M. Stephen Truesdale

25 June 2021

M Stephen Truesdale
Registered Professional Land Surveyor No. 4933
Licensed State Land Surveyor
Inland Geodetics, LLC
Firm Registration No: 100591-00
1504 Chisholm Trail Road, Suite 103
Round Rock, TX 78681

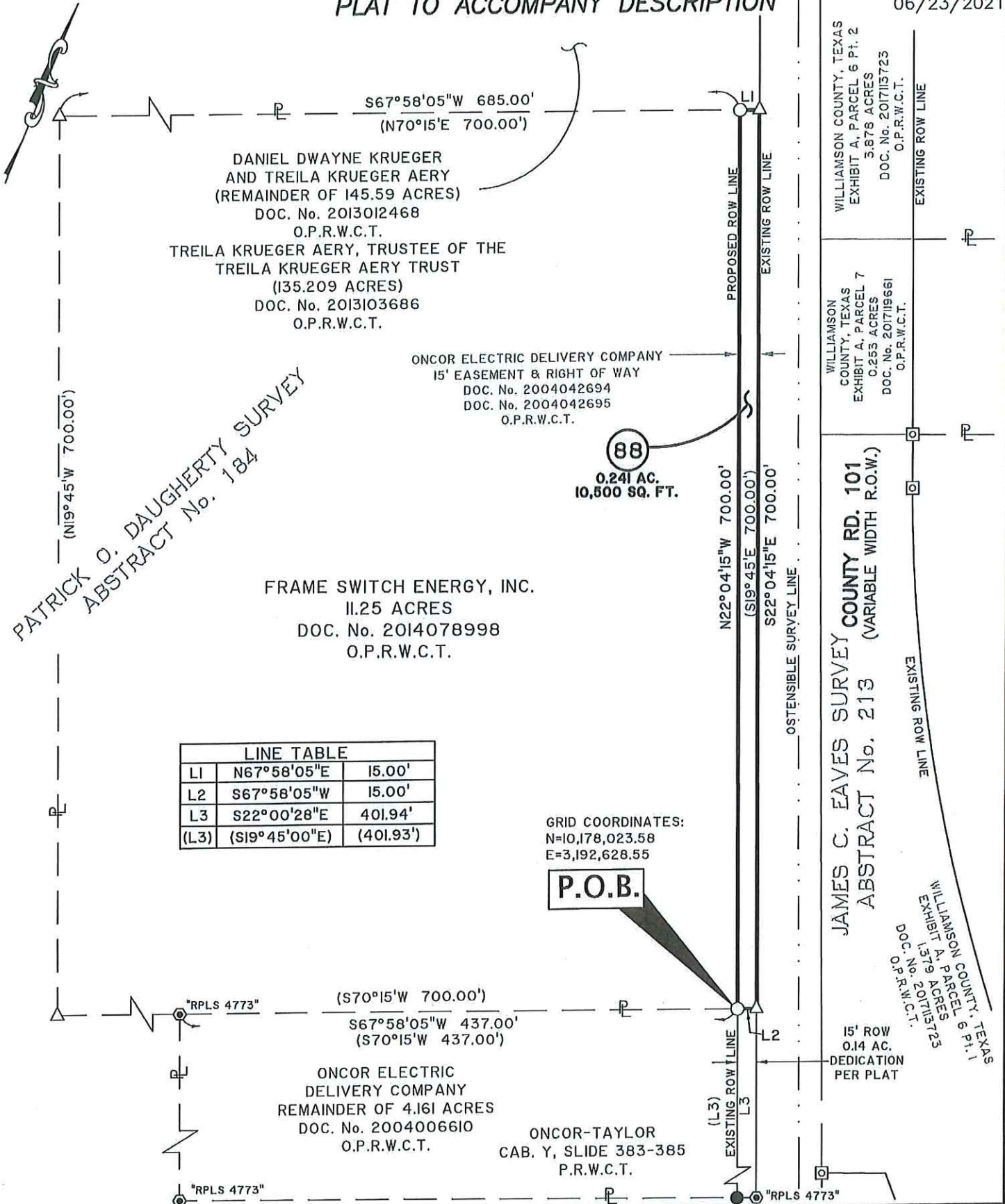
Date



EXHIBIT

PLAT TO ACCOMPANY DESCRIPTION

06/23/2021



PARCEL PLAT SHOWING PROPERTY OF
FRAME SWITCH ENERGY, INC.

PARCEL 88

SCALE
1" = 100'

WILLIAMSON COUNTY

PROJECT
FM 3349

PAGE 3 OF 4

PLAT TO ACCOMPANY DESCRIPTION

06/23/2021

LEGEND

○	IRON ROD WITH ALUMINUM CAP STAMPED "ROW 4933" SET	↗	DENOTES COMMON OWNERSHIP
⊠	IRON ROD WITH ALUMINUM CAP FOUND STAMPED "WILCO ROW-5777"	P.O.B.	POINT OF BEGINNING
⊠	TxDOT TYPE II CONCRETE MONUMENT FOUND	P.O.R.	POINT OF REFERENCE
⊙	IRON ROD WITH PLASTIC CAP FOUND - AS NOTED	()	RECORD INFORMATION
●	1/2" IRON ROD FOUND	P.R.W.C.T.	PLAT RECORDS WILLIAMSON COUNTY, TEXAS
△	CALCULATED POINT	D.R.W.C.T.	DEED RECORDS WILLIAMSON COUNTY, TEXAS
ℙ	PROPERTY LINE	O.R.W.C.T.	OFFICIAL RECORDS WILLIAMSON COUNTY, TEXAS
— — —	LINE BREAK	O.P.R.W.C.T.	OFFICIAL PUBLIC RECORDS WILLIAMSON COUNTY, TEXAS

1) All bearings shown hereon are based on grid bearing. All distances are surface distances. Coordinates are surface values based on the Texas State Plane Coordinate System, NAD 83, Central Zone.

THE SURVEY SHOWN HEREON WAS PREPARED IN CONJUNCTION WITH THAT COMMITMENT FOR TITLE INSURANCE GF NO. 2064360-KFO, ISSUED BY TITLE RESOURCES GUARANTY COMPANY, EFFECTIVE DATE NOVEMBER 19, 2020, ISSUE DATE DECEMBER 01, 2020.

10A. TELEPHONE LINE EASEMENT TO TEXAS POWER & LIGHT COMPANY RECORDED IN VOLUME 238, PAGE 550, OF THE DEED RECORDS OF WILLIAMSON COUNTY, TEXAS, DOES NOT AFFECT.

B. ELECTRIC TRANSMISSION AND DISTRIBUTION LINE EASEMENT TO TEXAS POWER & LIGHT COMPANY RECORDED IN VOLUME 239, PAGE 83, OF THE DEED RECORDS OF WILLIAMSON COUNTY, TEXAS, BEING MODIFIED IN DOCUMENT NO. 2007038223, OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, DO NOT AFFECT.

C. ELECTRIC TRANSMISSION AND DISTRIBUTION LINE EASEMENT TO TEXAS POWER & LIGHT COMPANY RECORDED IN VOLUME 307, PAGE 65, OF THE DEED RECORDS OF WILLIAMSON COUNTY, TEXAS, DOES NOT AFFECT.

D. PIPELINE EASEMENT TO JONAH WATER SUPPLY CORPORATION RECORDED IN VOLUME 563, PAGE 716, OF THE DEED RECORDS OF WILLIAMSON COUNTY, TEXAS, FROM ITS DESCRIPTION CAN NOT BE LOCATED.

E. UNDERGROUND ELECTRIC SUPPLY AND COMMUNICATIONS LINES EASEMENT TO ONCOR ELECTRIC DELIVERY COMPANY RECORDED IN DOCUMENT NO. 2004042694, OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, AFFECTS AS SHOWN.

F. UNDERGROUND ELECTRIC SUPPLY AND COMMUNICATIONS LINES EASEMENT TO ONCOR ELECTRIC DELIVERY COMPANY RECORDED IN DOCUMENT NO. 2004042695, OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, AFFECTS AS SHOWN.

G. WATER DISTRIBUTION AND TRANSMISSION LINE EASEMENT RECORDED IN DOCUMENT NO. 2008044413, OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, DOES NOT AFFECT.

H. WATER DISTRIBUTION AND TRANSMISSION LINE EASEMENT RECORDED IN DOCUMENT NO. 2009089732, OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, BEING MODIFIED IN DOCUMENT NO. 2010000317, OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, DO NOT AFFECT.

K. NOTICE REGARDING CITY OF HUTTO RESOLUTION NO. 2006-27R RECORDED IN DOCUMENT NO. 2006045188, OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, SUBJECT TO.

I HEREBY CERTIFY THAT THIS PLAT IS TRUE AND CORRECT AND THAT THE PROPERTY SHOWN HEREON WAS DETERMINED BY A SURVEY MADE ON THE GROUND UNDER MY DIRECT SUPERVISION.

M. Stephen Truesdale 25 June 2021

M. STEPHEN TRUESDALE
REGISTERED PROFESSIONAL LAND SURVEYOR NO. 4933
LICENSED STATE LAND SURVEYOR
INLAND GEODETICS, LLC
FIRM REGISTRATION NO. 100591-00
1504 CHISHOLM TRAIL ROAD, SUITE 103
ROUND ROCK, TEXAS 78681



PARCEL PLAT SHOWING PROPERTY OF
FRAME SWITCH ENERGY, INC.

PARCEL 88

SCALE
1" = 100'

WILLIAMSON COUNTY

PROJECT
FM 3349

PAGE 4 OF 4

EXHIBIT "B" FRAME SWITCH ECXHANGE PARCEL
DESCRIPTION FOLLOWS

STATE OF TEXAS
REGISTERED
M. STEPHEN TRUESDALE
4933
PROFESSIONAL
LAND SURVEYOR

EXHIBIT

PLAT TO ACCOMPANY DESCRIPTION

ANDERSON FARMS, LLP
TRACT 2 25 ACRES
DOC. No. 2016065796
O.P.R.W.C.T.

S71°W 1656.9'
S 68°12'05" W 1656.79'
(N70°30'E 596.3Vrs=1656.4')

ONCOR ELECTRIC DELIVERY
COMPANY
15' EASEMENT & RIGHT OF WAY
DOC. No. 2004042694
& DOC. No. 2004042695
O.P.R.W.C.T.

JAMES C. EAVES SURVEY
ABSTRACT No. 213

PROPOSED ROW LINE

CL. PROPOSED U.S. 79 AND C.R. 101 CONNECTING ROAD

PROPOSED ROW LINE
S67°58'05"W 700.00'
(N70°15'E 700.00')

S65°36'11"W
98.63'

15'

N22°04'15"W 699.38'
(N19°45'W 700.00')
(S27°04'15'E 700.00')

FRAME SWITCH ENERGY, INC.
11.25 ACRES
DOC. No. 2014078998
O.P.R.W.C.T.

PATRICK O'DOUGHERTY SURVEY
ABSTRACT No. 184

(86)
PART 3
0.241 AC.
10,495 SQ. FT.

APPROXIMATE CENTERLINE
TEXAS POWER & LIGHT CO.
UNDEFINED WIDTH EASEMENT

VOL. 239, PG. 83
D.R.V.C.T.
& MODIFIED IN DOC. NO. 2007038223
O.P.R.W.C.T.

REMAINDER OF 135.209 ACRES

TREILA KRUEGER AERY &
DANIEL DWAYNE KRUEGER
REMAINDER OF 145.59 ACRES
DOCUMENT No. 2013012468
O.P.R.W.C.T.

TREILA KRUEGER AERY AS TRUSTEE OF THE
TREILA KRUEGER AERY TRUST
REMAINDER OF 145.59 ACRES
DOC. No. 2013061155
AND RE-RECORDED AS 135.209 ACRE
REMAINDER OF 145.59 ACRES
DOC. No. 2013103686
O.P.R.W.C.T.

P.O.B.

ONCOR-TAYLOR
4.02 ACRES
CAB. Y, SLIDE 383-385
P.R.W.C.T.

ONCOR ELECTRIC DELIVERY
COMPANY
4.161 ACRES
DOC. No. 2004006610
O.P.R.W.C.T.

LINE TABLE	
L1	S 67°58'05" W 15.00'
L2	N 65°36'11" E 15.01'

04/01/2021



PARCEL PLAT SHOWING PROPERTY OF
TREILA KRUEGER AERY TRUST
& DANIEL DWAYNE KRUEGER

SCALE
1" = 200'

WILLIAMSON COUNTY

PROJECT
FM 3349


PARCEL 86
PART 3

PAGE 3 OF 4

EXHIBIT _____

PLAT TO ACCOMPANY DESCRIPTION

LEGEND

○	IRON ROD WITH ALUMINUM CAP STAMPED "ROW 4933" SET UNLESS NOTED OTHERWISE	■	TxDOT TYPE 11 CONCRETE MONUMENT FOUND		PROPERTY LINE LINE BREAK
⊙	IRON ROD WITH PLASTIC CAP FOUND - AS NOTED	⊙	1/2" ID IRON PIPE FOUND	P.O.B.	POINT OF BEGINNING
⊙	IRON ROD WITH ALUMINUM CAP FOUND - "TxDOT"	△	CALCULATED POINT	()	RECORD INFORMATION
●	1/2" IRON ROD FOUND	✱	WOOD POST FLUSH WITH GROUND FOUND	P.R.W.C.T.	PLAT RECORDS WILLIAMSON COUNTY, TEXAS
		✱	AXEL FOUND	O.P.R.W.C.T.	OFFICIAL PUBLIC RECORDS WILLIAMSON COUNTY, TEXAS

1) All bearings shown hereon are based on grid bearing. All distances are surface distances. Coordinates are surface values based on the Texas State Plane Coordinate System, NAD 83, Central Zone.

THE SURVEY SHOWN HEREON WAS PREPARED IN CONJUNCTION WITH THAT COMMITMENT FOR TITLE INSURANCE GF NO. 2058028-KFO, ISSUED BY TITLE RESOURCES GUARANTY COMPANY, EFFECTIVE DATE OCTOBER 29, 2020, ISSUE DATE NOVEMBER 6, 2020.

10A. TELEPHONE LINE EASEMENT TO TEXAS POWER & LIGHT COMPANY RECORDED IN VOLUME 238, PAGE 550, OF THE DEED RECORDS OF WILLIAMSON COUNTY, TEXAS, DOES NOT AFFECT.

B. ELECTRIC TRANSMISSION AND DISTRIBUTION LINE EASEMENT TO TEXAS POWER & LIGHT COMPANY RECORDED IN VOLUME 239, PAGE 83, OF THE DEED RECORDS OF WILLIAMSON COUNTY, TEXAS, BEING MODIFIED IN DOCUMENT NO. 2007038223, OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, DO NOT AFFECT.

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D. PIPELINE EASEMENT TO JONAH WATER SUPPLY CORPORATION RECORDED IN VOLUME 563, PAGE 716, OF THE DEED RECORDS OF WILLIAMSON COUNTY, TEXAS, FROM ITS DESCRIPTION CAN NOT BE LOCATED.

E. UNDERGROUND ELECTRIC SUPPLY AND COMMUNICATIONS LINES EASEMENT TO ONCOR ELECTRIC DELIVERY COMPANY RECORDED IN DOCUMENT NO. 2004042694, OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, DOES NOT AFFECT.

F. UNDERGROUND ELECTRIC SUPPLY AND COMMUNICATIONS LINES EASEMENT TO ONCOR ELECTRIC DELIVERY COMPANY RECORDED IN DOCUMENT NO. 2004042695, OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, DOES NOT AFFECT.

G. WATER DISTRIBUTION AND TRANSMISSION LINE EASEMENT TO JONAH WATER SPECIAL UTILITY DISTRICT RECORDED IN DOCUMENT NO. 2008044413, OF THE OFFICIAL RECORDS OF WILLIAMSON COUNTY, TEXAS, DOES NOT AFFECT.

H. WATER DISTRIBUTION AND TRANSMISSION LINE EASEMENT TO JONAH SPECIAL UTILITY DISTRICT RECORDED IN DOCUMENT NO. 2009089732, OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, BEING MODIFIED IN DOCUMENT NO. 2010000317, OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, DOES NOT AFFECT.

K. CITY OF HUTTO RESOLUTION NO. 2006-27R DATED 05/25/2006 RECORDED IN DOCUMENT NO. 2006045188, OF THE OFFICIAL PUBLIC RECORDS OF WILLIAMSON COUNTY, TEXAS, SUBJECT TO.

I HEREBY CERTIFY THAT THIS PLAT IS TRUE AND CORRECT
AND THAT THE PROPERTY SHOWN HEREON WAS DETERMINED
BY A SURVEY MADE ON THE GROUND UNDER MY DIRECT
SUPERVISION.

M. Stephen Truesdale 6 APR 2021
M. STEPHEN TRUESDALE DATE
REGISTERED PROFESSIONAL LAND SURVEYOR NO. 4933
LICENSED STATE LAND SURVEYOR
INLAND GEODETICS, LLC
FIRM REGISTRATION NO. 100591-00
1504 CHISHOLM TRAIL ROAD, SUITE 103
ROUND ROCK, TEXAS 78681



04/01/2021



PARCEL PLAT SHOWING PROPERTY OF
TREILA KRUEGER AERY TRUST
& DANIEL DWAYNE KRUEGER

SCALE
1" = 200'

WILLIAMSON COUNTY

PROJECT
FM 3349

PARCEL 86
PART 3

PAGE 4 OF 4

EXHIBIT "C" EXCHANGE DEED FORM FOLLOWS

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

EXCHANGE DEED

SOUTHEAST LOOP RIGHT OF WAY

THE STATE OF TEXAS §
 §
COUNTY OF WILLIAMSON §

WHEREAS, WILLIAMSON COUNTY, TEXAS, whose address is 710 Main Street, Suite 101, Georgetown, Texas 78626 (herein referred to as "County"), is the owner of the real property in Williamson County, Texas, more particularly described on **Exhibit "A"**, attached hereto and incorporated herein by reference ("Tract 1"); and

WHEREAS, FRAME SWITCH ENERGY, INC., whose address is 1007 Green Meadow Drive, Round Rock, Texas 78664 (herein referred to as "FSE"), is the owner of the real property in Williamson County, Texas, more particularly described on **Exhibit "B"**, attached hereto and incorporated herein by reference ("Tract 2"); and

WHEREAS, for mutually beneficial purposes, County and FSE desire to exchange property, so that FSE will hereafter own Tract 1 and County will hereafter own Tract 2;

NOW, THEREFORE, KNOW ALL BY THESE PRESENTS THAT for \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in order to accomplish the exchange of Tract 1 and Tract 2:

(a) County has EXCHANGED, GRANTED, and CONVEYED and, by these presents, does hereby EXCHANGE, GRANT, and CONVEY Tract 1 unto FSE, TO HAVE AND TO HOLD Tract 1, together with all improvements, rights, and appurtenances thereto unto FSE and its successors and assigns, forever; and County does hereby bind itself and its successors and assigns to warrant and forever defend Tract 1 unto FSE, against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through, or under County, but not otherwise; except, however, that this conveyance is made subject to all easements, restrictions, reservations, and other title exceptions that are filed of record or visible or apparent on the ground, to the extent the same are valid and subsisting and affect Tract 1, and the liens securing payment of ad valorem taxes for the current and all subsequent years; and

(b) FSE has EXCHANGED, GRANTED, and CONVEYED and, by these presents, does hereby EXCHANGE, GRANT, and CONVEY Tract 2 unto County, TO HAVE AND TO HOLD Tract 2, together with all improvements, rights, and appurtenances thereto unto County and its successors and assigns, forever; and FSE does hereby bind itself and its successors, and assigns to warrant and forever defend Tract 2 unto County, against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through, or under FSE, but not otherwise; except, however, that this conveyance is made subject to all easements, restrictions, reservations, and other title exceptions that are filed of record or visible or apparent on the ground, to the extent the same are valid and subsisting and affect Tract 2, and the liens securing payment of ad valorem taxes for the current and all subsequent years.

The Tract 2 property to County is being delivered in lieu of condemnation.

Any liens or claims that would arise in favor of any party by operation of law, or otherwise, due to Tract 1 and Tract 2 not being equal in size or value are expressly waived and released. This Exchange Deed may be executed simultaneously in two or more counterparts, each of which will be deemed an original, and all of which will constitute one and the same instrument.

* * *

EXECUTED AND DELIVERED by the undersigned effective as of _____, 2021.

(signatures on following pages)

COUNTERPART SIGNATURE PAGE TO EXCHANGE DEED

County:

WILLIAMSON COUNTY, TEXAS

By: _____
Bill Gravell, Jr., County Judge

THE STATE OF TEXAS §
 §
COUNTY OF WILLIAMSON §

This instrument was acknowledged before me on _____, 2021, by
County Judge Bill Gravell, Jr., in the capacity and for the purposes and consideration
recited herein.

(seal)

Notary Public Signature

COUNTERPART SIGNATURE PAGE TO EXCHANGE DEED

FSE:

FRAME SWITCH ENERGY, INC.

By: _____

Name: _____

Its: _____

THE STATE OF TEXAS §
 §
COUNTY OF _____ §

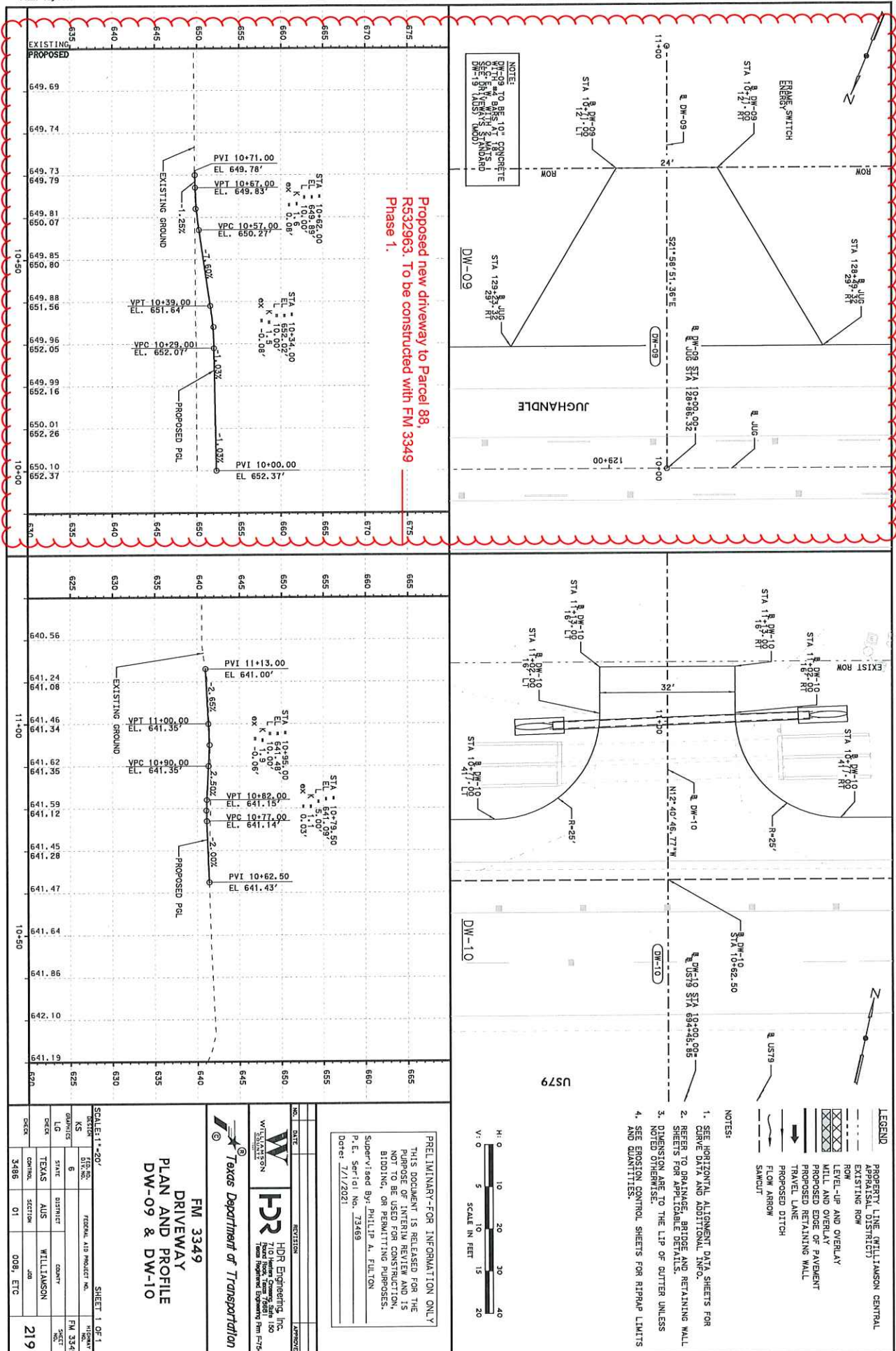
 This instrument was acknowledged before me on the ____ day of _____, 2021,
by _____ in the capacity and for the purposes and consideration
recited herein.

(seal)

Notary Public Signature

EXHIBIT "D" DRIVEWAY CONSTRUCTION DESIGN
EXHIBIT FOLLOWS





01/18 SHEET CREATED	EDITION				
04/19 APPROVED					
11/26 TALK REVIEWED, PM ADDED, PLAN & PHOTO LOG MODIFIED					
CON	SLEI	JOB	MIDWAY		
3486	01	008, ETC	PM 3349		
DIST		COUNTY	SHEET NO.		
AUS		WILLIAMSON	\$DW-20		