

**THE EDGE INDUSTRIAL DEVELOPMENT BOARD OF
THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE
PAYMENT-IN-LIEU-OF-TAX (PILOT) PROGRAM**

PILOT PERFORMANCE REPORT

This form is to be completed even if the project is still in the "Ramp-Up Period".

Please complete the following contact information:

Company Name: **Valero Refining Company – Tennessee, LLC**
Local Contact: **Danny K. Campbell**
Title: **Business Services Manager**
Local Address: **2385 Riverport Rd
Memphis, TN 38109**
Local Phone: **(901) 775-5713**
Local Fax: **(901) 774-3607**
Email: **Danny.Campbell@Valero.com**

Person Responsible for completing Report (If different from the local contact)

Name: _____
Title: _____
Address: _____

Phone: _____
Fax: _____
Email: _____

★ Submission Deadline: January 31, 2014 (PILOTs granted after 2003)
March 1, 2014 (PILOTs granted before 2003)

PAYMENT-IN-LIEU-OF-TAX (PILOT) PROGRAM

PILOT PERFORMANCE REPORT

Totals as of December 31, 2013

Project Data:

- PILOT Recipient (Company Name): Valero Refining Company – Tennessee, LLC
- Address of Property Subject to PILOT: 543 W. Mallory Ave, Memphis TN 38109
- Original Lease Execution Date: December 31, 2011 • Ramp-Up Period: 5 years
- Number of years tax abatement granted by EDGE/IDB: 15

PILOT Payments: (Note 1)¹

	2013		2012	
	City	County	City	County
Real Property	\$	\$	\$	\$
Personal Property	\$0	\$482,237.26	\$0	\$552,149.49

Capital Investment: (Note 2)²

Please indicate the **cumulative** total PILOT project investment as of December 31, 2013, and the amounts committed per the applicable lease(s). Kindly include tenant improvements under the Real Property category.

Project-Related Investment	Real Property	Personal Property
Achievement	\$0	\$372,000,000
Commitment	\$0	\$372,000,000

**THE EDGE INDUSTRIAL DEVELOPMENT BOARD OF
THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE
PAYMENT-IN-LIEU-OF-TAX (PILOT) PROGRAM**

¹ (Note 1) Total PILOT payments made that would correspond to payments due per the lease agreement(s).

² (Note 2) For clarification purposes, the achieved amounts quoted for the year ended 2013 should include total investments since inception of the PILOT, through the ramp-up period; less any disposals plus any additions or replacements in accordance with the terms of the lease agreement. In addition, the amounts quoted as invested in real and personal property should be the actual expenditures (amounts spent) on the asset type, and not on an assessed value determined by the Shelby County Assessor’s office, or any other entity. Personal property amounts should represent Bills of Sale executed with EDGE/IDB as well as additional project expenditure not yet captured under a bill of sale.

PILOT PERFORMANCE REPORT
Totals as of December 31, 2013

Tangible Personal Property Replacements and Disposals: (Note 3)³

	Bill(s) of sale No.	Amount
Replacements		\$
Disposals		\$
<input type="checkbox"/> Net		\$

Job Creation & Wages:

In the box below (and on additional space if needed), please indicate the job creation and wage information totals as they relate to the PILOT commitments. Also indicate the total on-site employment as of December 31, 2013.

Position (Job Classification or Title)	Number of Employees (full time) (Note 4) ⁴	Annual Wage (Note 5) ⁵	
		Without Benefits	With Benefits
Craft workers (skilled)	150	92,662	
Office and clerical	12	58,615	
Officials and managers	64	125,624	
Professionals	59	100,766	
Technicians	21	84,224	
Contractors	337	65,539	
	Total: 643	Median/Average Wage:	81,560

Total on Site Employment 643

Job Creation Commitment 460

³ (Note 3) Please note any replacements/disposals of personal property and the corresponding bills of sale generated due to replacement or disposals of the personal property assets during the year (Please indicate if one bill of sale reflects both additions and disposals and utilize the "Net" row)

⁴ (Note 4) In addition to the jobs created and maintained information as described above; in the event that your company utilized contract labor provided by a vendor, please attach vendor reports as necessary. Utilize the attached Vendor Report form. Forms should be sent to vendors, returned to you and included with your submission.

⁵ (Note 5) Refer to your PILOT Lease Agreement and/or other supporting documents and determine the exact commitment as to whether it is median wage or average wage. Cross out the incorrect type and present the achieved wage, i.e. average or median wage. In addition, determine if the indicated commitment is "with", or "without" benefits and utilize the correct column for reporting the amounts, i.e. use the correct column "with" benefits, or "without", it is not necessary to use both.

THE EDGE INDUSTRIAL DEVELOPMENT BOARD OF
THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE
PAYMENT-IN-LIEU-OF-TAX (PILOT) PROGRAM

PILOT PERFORMANCE REPORT

Totals as of December 31, 2013

To the best of my knowledge and belief, I certify the following:

- That the information and attachments provided are true and accurate, and except as noted on the previous page(s) or other attachments to this document;

Valero Refining Company – Tennessee, LLC has complied with all major criteria/components related to PILOT # 20010901.

Mark Skobel, Vice President and General Manager
Print Name and Title of Authorized Company Representative

Mark Skobel Signature 3-5-14 Date

901-775-5702 Phone Mark.Skobel@Valero.com Email

Before me, a Notary of the State of Tennessee and county of Shelby, personally appeared Mark Skobel who acknowledges that he is the Vice President and General Manager of Valero Refining Company – TN, LLC and as such Mark Skobel executed the foregoing instrument for the purposes therein by signing his name and indicating himself as Vice President and General Manager.

WITNESS my hand and Notarial Seal, this the 5th day of March, 2014.

Notary Signature: Shonda L. Finn

My commission expires: 9-2-15



Please submit completed and signed materials to: EDGE/IDB, Attn: Trey Heath; theath@growth-engine.org and Memphis Consulting Group, LLC, Attn: Jonathan Nyaku; nyaku@memphisconsultinggroup.com; copied to rosier@memphisconsultinggroup.com

For assistance call: 901-791-4643

Deadline: January 31, 2014 (PILOTs granted after 2003)
March 1, 2014 (PILOTs granted before 2003)

**Vendor Report
(Contract Workers)**

Third Party Employment Certificate

To be provided to and filled-out by vendors/employers providing contract employees to the PILOT recipient.

I John Stallings hereby certify the following:
Name

1. That I am the Accounting Manager of Triad Electric & Controls, a
Title Business
Construction corporation ("Employer").
Business Type
2. Employer has contracted with Valero Refining Company, LLC, ("Company") to provide
PILOT Recipient
employees for its location at 543 Mallory Ave, Memphis, Shelby County,
PILOT Address
Tennessee ("Site").
3. The term for the contract between Employer and Company for the Site is from 2/12/10
Date
to 1/7/14.
Date
4. During the calendar year 2013, Employer provided 58
Year Number
employees to the Company at the Site with a median wage of 65,369.
Amount

This employment certificate is executed on this 12 day of February, 2014 for the benefit of the EDGE Industrial Development Board of the City of Memphis and The County of Shelby Tennessee.


Signature
John Stallings
Print

Date: 2/12/14

**Vendor Report
(Contract Workers)**

Third Party Employment Certificate

To be provided to and filled-out by vendors/employers providing contract employees to the PILOT recipient.

I Paula Lazer hereby certify the following:
Name

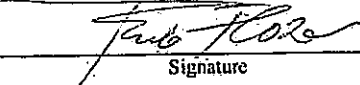
1. That I am the Vice President of Finance of Becht Engineering Co, a
Title Business
consulting engineering corporation ("Employer").
Business Type

2. Employer has contracted with Valero Refining Co - TN, LLC, ("Company") to provide
PILOT Recipient
employees for its location at 543 W Mallory Ave, Memphis, Shelby County,
PILOT Address
Tennessee ("Site").

3. The term for the contract between Employer and Company for the Site is from 11/03/2008
Date
to 11/02/2018.
Date

4. During the calendar year 2013, Employer provided 8
Year Number
employees to the Company at the Site with a median wage of \$208,000 (see note below)
\$ Amount
Note: \$100/hr pay rate is our mean rate, multiplied by 2,080 annual hours)

This employment certificate is executed on this 27th day of February, 2014 for the
benefit of the EDGE Industrial Development Board of the City of Memphis and The County of Shelby
Tennessee.


Signature
Paula Lazer
Print

Date: 02/27/2014

**Vendor Report
(Contract Workers)**

Third Party Employment Certificate

To be provided to and filled-out by vendors/employers providing contract employees to the PILOT recipient.

I Ledon Green hereby certify the following:
Name

1. That I am the Project Manager of Performance Contractors, Inc., a
Title Business
Construction corporation ("Employer").
Business Type
2. Employer has contracted with Valero Refining Company – TN, LLC, ("Company") to provide
PILOT Recipient
employees for its location at 543 W Mallory Ave, Memphis, Shelby County, Tennessee ("Site").
PILOT Address
3. The term for the contract between Employer and Company for the Site is from January 1, 2012
Date
to May 15, 2014.
Date
4. During the calendar year 2013, Employer provided 36
Year Number
employees to the Company at the Site with a median wage of \$54,160.
\$ Amount

This employment certificate is executed on this 23rd day of February, 2014 for the benefit of the EDGE Industrial Development Board of the City of Memphis and The County of Shelby Tennessee.

[Signature]
Signature

LEDON GREEN
Print

Date: 2/26/14

**Vendor Report
(Contract Workers)**

Third Party Employment Certificate

To be provided to and filled-out by vendors/employers providing contract employees to the PILOT recipient.

I Janeth Clark hereby certify the following:
Name

1. That I am the Accounting Manager of Specialty Tank Services, Ltd., a
Title Business
Construction corporation ("Employer").
Business Type
2. Employer has contracted with Valero Refining Company – TN, LLC, ("Company") to provide
PILOT Recipient
employees for its location at 543 W Mallory Ave., Memphis, Shelby County,
PILOT Address
Tennessee ("Site").
3. The term for the contract between Employer and Company for the Site is from May 1 2005
Date
to June 30, 2018.
Date
4. During the calendar year 2013, Employer provided 21
Year Number
employees to the Company at the Site with a median wage of \$54,381.87.
\$ Amount

This employment certificate is executed on this 25 day of February, 2014 for the benefit of the EDGE Industrial Development Board of the City of Memphis and The County of Shelby Tennessee.

Janeth Clark
Signature
Janeth Clark
Print

Date: 2/25/2014

**Vendor Report
(Contract Workers)**

Third Party Employment Certificate

To be provided to and filled-out by vendors/employers providing contract employees to the PILOT recipient.

I Janeth Clark hereby certify the following:
Name

1. That I am the Accounting Manager of Stronghold Inspection, Ltd, an
Title Business
Inspection corporation ("Employer").
Business Type
2. Employer has contracted with Valero Refining Company – TN, LLC, ("Company") to provide
PILOT Recipient
employees for its location at 543 W Mallory Ave, Memphis, Shelby County,
PILOT Address
Tennessee ("Site").
3. The term for the contract between Employer and Company for the Site is from May 1 2005
Date
to June 30, 2018.
Date
4. During the calendar year 2013, Employer provided 48
Year Number
employees to the Company at the Site with a median wage of \$91,364.50.
Amount

This employment certificate is executed on this 25 day of February, 2014 for the benefit of the EDGE Industrial Development Board of the City of Memphis and The County of Shelby Tennessee.

Janeth Clark
Signature
Janeth Clark
Print

Date: 2/25/2014

**Vendor Report
(Contract Workers)**

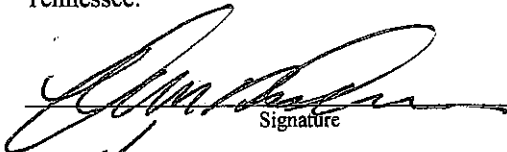
Third Party Employment Certificate

To be provided to and filled-out by vendors/employers providing contract employees to the PILOT recipient.

I Kurt Anderson hereby certify the following:
Name

1. That I am the Senior Project Manager of Middough Inc, a
Title Business
Engineering corporation ("Employer").
Business Type
2. Employer has contracted with Valero Refining Company – TN, LLC, ("Company") to provide
PILOT Recipient
employees for its location at 543 W Mallory Ave, Memphis, Shelby County,
PILOT Address
Tennessee ("Site").
3. The term for the contract between Employer and Company for the Site is from November 1, 2005
Date
to Evergreen.
Date
4. During the calendar year 2013, Employer provided 5
Year Number
employees to the Company at the Site with a median wage of \$92,950.
Amount

This employment certificate is executed on this 20th day of February, 2014 for the benefit of the EDGE Industrial Development Board of the City of Memphis and The County of Shelby Tennessee.


Signature
Kurt Anderson
Print

Date: 2-21-14

**Vendor Report
(Contract Workers)**

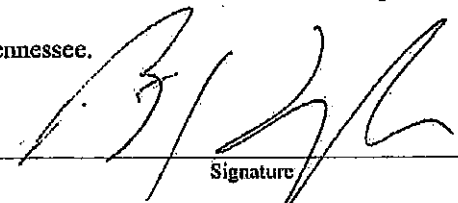
Third Party Employment Certificate

To be provided to and filled-out by vendors/employers providing contract employees to the PILOT recipient.

I Billy Taylor hereby certify the following:
Name

1. That I am the CFO of UP Professional Solutions, llc, a
Title Business
Staffing corporation ("Employer").
Business Type
2. Employer has contracted with Valero Refining Company – TN, LLC, ("Company") to provide
PILOT Recipient
employees for its location at 543 W Mallory Ave, Memphis, Shelby County,
PILOT Address
Tennessee ("Site").
3. The term for the contract between Employer and Company for the Site is from December 02, 2006
Date
to Evergreen (fully executed on 2/26/07).
Date
4. During the calendar year 2013, Employer provided 11 (total # of onsite employees in 2013)
Year Number
employees to the Company at the Site with a median wage of \$129,675.00.
Amount

This employment certificate is executed on this 21st day of February, 2014 for the benefit of the EDGE Industrial Development Board of the City of Memphis and The County of Shelby Tennessee.


Signature
Billy Taylor
Print

Date: 02/21/14

**Vendor Report
(Contract Workers)**

Third Party Employment Certificate

To be provided to and filled-out by vendors/employers providing contract employees to the PILOT recipient.

I Jason Patrick Dyer hereby certify the following:
Name

1. That I am the Controller of Barnhart Crane and Rigging, Company, a
Title Business

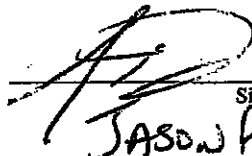
Construction corporation ("Employer").
Business Type

2. Employer has contracted with Valero Refining Company TN, LLC, ("Company") to provide
PILOT Recipient
employees for its location at 543 W Mallory Ave, Memphis, Shelby County,
PILOT Address
Tennessee ("Site").

3. The term for the contract between Employer and Company for the Site is from June 1, 2010
Date
to May 31, 2015.
Date

4. During the calendar year 2013, Employer provided 29
Year Number
employees to the Company at the Site with a median wage of \$47,320.00.
Amount

This employment certificate is executed on this 20th day of February, 2014 for the
benefit of the EDGE Industrial Development Board of the City of Memphis and The County of Shelby
Tennessee.


Signature
Jason P. Dyer
Print

Date: 2/20/2014

**Vendor Report
(Contract Workers)**

Third Party Employment Certificate

To be provided to and filled-out by vendors/employers providing contract employees to the PILOT recipient.

I Jim McClure hereby certify the following:
Name

1. That I am the Owner of JAN Pro & N Ms a
Title Business
Janitorial corporation ("Employer").
Business Type
2. Employer has contracted with VALERO Refining Co. TN LLC ("Company") to provide
PILOT Recipient
employees for its location at 543 W Mallory Ave, Memphis, Shelby County,
PILOT Address
Tennessee ("Site").
3. The term for the contract between Employer and Company for the Site is from April 1, 2011
Date
to March 30, 2016.
Date
4. During the calendar year 2013, Employer provided 6
Year Number
employees to the Company at the Site with a median wage of \$19,000.00.
Amount

This employment certificate is executed on this 18th day of February, 2014 for the benefit of the EDGE Industrial Development Board of the City of Memphis and The County of Shelby Tennessee.

Jim McClure
Signature
JIM McCLURE
Print

Date: 2/18/14

**Vendor Report
(Contract Workers)**

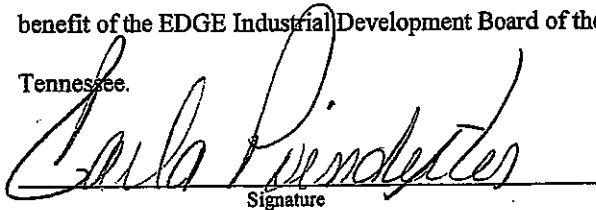
Third Party Employment Certificate

To be provided to and filled-out by vendors/employers providing contract employees to the PILOT recipient.

I Carla Poindexter hereby certify the following:
Name

1. That I am the Secretary/Treasurer of Grinder Excavating, a
Title Business
Construction corporation ("Employer").
Business Type
2. Employer has contracted with Valero Refining TN LLC, ("Company") to provide
PILOT Recipient
employees for its location at 543 W Mallory, Memphis, Shelby County,
PILOT Address
Tennessee ("Site").
3. The term for the contract between Employer and Company for the Site is from May 2011
Date
to April 2016.
Date
4. During the calendar year 2013, Employer provided 2
Year Number
employees to the Company at the Site with a median wage of \$45000.00.
\$ Amount

This employment certificate is executed on this 7th day of February, 2014 for the benefit of the EDGE Industrial Development Board of the City of Memphis and The County of Shelby Tennessee.


Signature

Carla Poindexter
Print

Date: 02/07/2014

**Vendor Report
(Contract Workers)**

Third Party Employment Certificate

To be provided to and filled-out by vendors/employers providing contract employees to the PILOT recipient.

- I Rick Lotts Name hereby certify the following:
1. That I am the VP of HR + Risk Management Title of Thompson Industrial Services, LLC, a LLC Business Type corporation ("Employer").
 2. Employer has contracted with Valero Refining Company-TN LLC, ("Company") to provide employees for its location at 543 W Mallory Ave, PILOT Recipient PILOT Address Memphis, Shelby County, Tennessee ("Site").
 3. The term for the contract between Employer and Company for the Site is from June 1, 2010 Date to May 31, 2015 Date.
 4. During the calendar year 2013 Year, Employer provided 74 Number employees to the Company at the Site with a median wage of \$ 47,154 \$ Amount.

This employment certificate is executed on this 7th day of February, 2014 for the benefit of the EDGE Industrial Development Board of the City of Memphis and The County of Shelby Tennessee.

Rick Lotts Signature

Rick Lotts Print

Date: 2/7/2014

**Vendor Report
(Contract Workers)**

Third Party Employment Certificate

To be provided to and filled-out by vendors/employers providing contract employees to the PILOT recipient.

I, Tricia Beckman hereby certify the following:

1. That I am the Director of Internal Operations and Finance of Worldwide Turnaround Mangement, LP a Texas corporation ("Employer").
2. Employer has contracted with Valero Refining Company – TN, LLC, ("Company") to provide employees for its location at 543 W Mallory Ave, Memphis, Shelby County, Tennessee ("Site").
3. The term for the contract between Employer and Company for the Site is from December 20, 2010 to December 20, 2015.
4. During the calendar year 2013, Employer provided 10 employees to the Company at the Site with a median wage of \$125,000 annually.

This employment certificate is executed on this 7th day of February, 2014 for the benefit of the EDGE Industrial Development Board of the City of Memphis and The County of Shelby Tennessee.



Signature

Tricia Beckman

Print

February 7, 2014

Date: _____