



BP America Inc.  
Helios Plaza  
201 Helios Way  
Houston, TX 77079  
USA

September 2, 2014

Mr. Earl Matherne  
Interim Planning Director  
Department of Planning and Zoning  
St. Charles Parish  
P. O. Box 302  
Hahnville, Louisiana 70057

RE: Authorization for Change of Zoning District

Dear Mr. Matherne:

BP Products North America Inc. ("BP") is the owner of a tract of land adjacent to the intersection of LA Hwy. 48, River Road, and Interstate 310 near the library on the east bank of St. Charles Parish. BP has licensed approximately 15.15 acres of such land, as further described on Schedule 1 attached hereto (the "Licensed Property"), to The River Road Historical Society d/b/a Destrehan Plantation ("TRRHS") for purposes of upgrading, operating and maintaining the Destrehan Plantation as an historical site and reception facility. TRRHS would like to construct and provide short-term lodging facilities on the Licensed Property for overnight guests of the historical site and reception facility. It has come to the attention of BP that such use would require a change of zoning district for the Licensed Property from its current zoning district to zoning district "C2". This letter summarizes the terms by which BP agrees to cooperate with TRRHS with respect to an application by TRRHS for a change of zoning district for the Licensed Property from its current zoning district to zoning district "C2".

BP agrees that TRRHS is hereby authorized for and on behalf of BP to apply with the St. Charles Parish Department of Planning and Zoning for a change of zoning district for Licensed Property from its current zoning district to zoning district "C2" subject to the terms and conditions of this letter. TRRHS will prepare for BP's prior review and approval any applications and/or additional documentation necessary to effectuate the change of zoning district (the "Application") to be approved by all applicable governmental authorities. Following receipt, BP will promptly provide its approval or disapproval of the Application. If BP disapproves the Application, TRRHS will be permitted to resubmit a revised Application for BP's approval. If BP approves the Application, BP authorizes TRRHS to submit such approved Application on its behalf to (i) any adjacent landowners whose signatures are required to complete the Application and (ii) the applicable governmental authorities for review and approval. BP authorizes TRRHS to attend, on behalf of BP, any public meetings or hearings held by the applicable governmental authorities in connection with the Application, but only to the extent that

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TRRHS's participation is limited to aspects of the Application and is consistent with the Application approved by BP. TRRHS will provide BP with at least one (1) weeks' prior notice of any such meeting or hearing and BP shall have a right to participate in such meeting or hearing if it so elects. Any and all fees and expenses incurred with respect to the Application and the change of zoning district process will be the sole responsibility of TRRHS.

The undersigned represents to the St. Charles Parish Department of Planning and Zoning in the presence of the undersigned Notary Public that he is authorized to provide this approval and authorization.

Should you have any questions concerning this matter, please contact the undersigned.

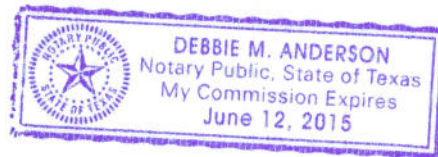
Very truly yours,

BP Products North America Inc

By: Andrew T. Fiedler  
Andrew T. Fiedler  
Vice President

Sworn to and Subscribed Before Me, this 2nd day of September, 2014.

Debbie M. Anderson  
Notary Public  
State of Texas  
Notary #:  
My Commission Expires: June 12, 2015





SCHEDULE 1

Licensed Property

ONE CERTAIN PORTION OF GROUND SITUATED IN SECTION 4, T13S-R8E, ST. CHARLES PARISH, LOUISIANA, IN THAT PART KNOWN AS PLANTATION BUSINESS PARK, DESIGNATED AS TRACT 4-II-A-1 ON A PLAT OF RESUBDIVISION BY DADING, MARQUES AND ASSOCIATES, INC. DATED 11/24/2006 AND BEING MORE FULLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE POINT WHERE THE EAST RIGHT OF WAY LINE OF WEST CAMPUS DRIVE FLARES INTO THE NORTH RIGHT OF WAY LINE OF RIVER ROAD (LA. HWY. NO. 48) AND MEASURE SOUTH 18 DEGREES 17' 49" EAST, ALONG SAID LINE, A DISTANCE OF 23.92' TO A POINT, THENCE CONTINUE ALONG THE NORTH RIGHT OF WAY LINE OF RIVER ROAD (LA. HWY. NO. 48) SOUTH 57 DEGREES 28' 12" EAST, A DISTANCE OF 126.04' TO A POINT, THENCE CONTINUE ALONG SAID NORTH RIGHT OF WAY LINE OF RIVER ROAD, SOUTH 57 DEGREES 28' 09" EAST, A DISTANCE OF 56.15' TO THE POINT OF BEGINNING; THENCE MEASURE NORTH 28 DEGREES 24' 52" EAST, A DISTANCE OF 274.73' TO A POINT; THENCE MEASURE SOUTH 63 DEGREES 44' 31" EAST A DISTANCE OF 223.75' TO A POINT; THENCE MEASURE NORTH 32 DEGREES 49' 30" EAST, A DISTANCE OF 447.27' TO A POINT, THENCE MEASURE ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 3555', AN ARC LENGTH OF 216.22' TO A POINT; THENCE MEASURE ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 3635', AN ARC LENGTH OF 235.22' TO A POINT; THENCE MEASURE SOUTH 61 DEGREES 43' 49" EAST, A DISTANCE OF 476.65' TO A POINT; THENCE MEASURE SOUTH 28 DEGREES 24' 52" WEST, A DISTANCE OF 739.28' TO A POINT ON THE NORTH RIGHT OF WAY LINE OF RIVER ROAD (LA HWY. NO. 48); THENCE MEASURE NORTH 65 DEGREES 20' 09" WEST, ALONG THE NORTH RIGHT OF WAY LINE OF RIVER ROAD (LA HWY. NO. 48), A DISTANCE OF 501.08' TO A POINT; THENCE MEASURE NORTH 28 DEGREES 24' 52" EAST, A DISTANCE OF 309.39' TO A POINT; THENCE MEASURE NORTH 61 DEGREES 37' 06" WEST, A DISTANCE OF 536.00' TO A POINT; THENCE MEASURE SOUTH 28 DEGREES 24' 52" WEST, A DISTANCE OF 276.53' TO A POINT ON THE NORTH RIGHT OF WAY LINE OF RIVER ROAD (LA. HWY. NO. 48); THENCE MEASURE NORTH 57 DEGREES 28' 09" WEST, ALONG THE NORTH RIGHT OF WAY LINE OF RIVER ROAD (LA. HWY. NO. 48), A DISTANCE OF 150.38' TO THE POINT OF BEGINNING AND CONTAINING 627,234.59 SQUARE FEET OR 14.40 ACRES.

A certain tract of land situated in the Parish of St. Charles, State of Louisiana, on the East Bank of the Mississippi River, located in Section 4, Township 13 South, Range 8 East and being more particularly described as follows:

From the northeasterly corner of Tract 4-II-A-1, designated by the letter "D", the POINT OF BEGINNING, proceed  $N61^{\circ}43'49''W$  along the northerly boundary of Tract 4-II-A-1, a distance of 476.65 feet to a point of curvature designated by the letter "C", thence along the arc of a curve to the right, having a radius of 3635.00 feet a distance of 235.22 feet to a point of reverse curvature designated by the letter "B", thence along the arc of a curve to the left, having a radius of 3555.00 feet a distance of 216.22 feet to the northwesterly corner of Tract 4-II-A-1 designated by the letter "A", thence  $N32^{\circ}49'30''E$  a distance of 10.00 feet, thence  $S63^{\circ}58'45''E$  a distance of 740.70 feet, thence  $S85^{\circ}27'33''E$  a distance of 120.00 feet, thence  $S40^{\circ}29'31''E$  a distance of 83.00 feet, thence  $S28^{\circ}24'52''W$  a distance of 60.00 feet to the POINT OF BEGINNING containing 32,676 square feet or  $3/4$  acre all in accordance with a plan by Lucien C. Gassen, PLS entitled "Sketch showing iron rods set at Points "A", "B", "C" & "D", property of River Road Historic Society, being a portion of Plantation Business Campus", dated November 8, 2012, revised February 13, 2013.