

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

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| <p>AGIS SOFTWARE DEVELOPMENT LLC, v. T-MOBILE USA, INC., and T-MOBILE US, INC.,</p> | <p>Case No. 2:21-CV-00072-JRG-RSP (Lead Case)</p> |
| <p>AGIS SOFTWARE DEVELOPMENT LLC, v. LYFT, INC.</p> | <p>Case No. 2:21-CV-00024-JRG-RSP (Member Case)</p> |
| <p>AGIS SOFTWARE DEVELOPMENT LLC, v. UBER TECHNOLOGIES, INC. d/b/a UBER.</p> | <p>Case No. 2:21-CV-00026-JRG-RSP (Member Case)</p> |
| <p>AGIS SOFTWARE DEVELOPMENT LLC, v. WHATSAPP, INC.,</p> | <p>Case No. 2:21-CV-00029-JRG-RSP (Member Case)</p> |

**DECLARATION OF BRADLEY DAVIS IN SUPPORT OF DEFENDANT WHATSAPP'S
MOTION TO DISMISS FIRST AMENDED COMPLAINT FOR IMPROPER VENUE**

I, Bradley Davis, hereby declare:

1. I am Head of Data Center Economic Development at Facebook, Inc. (“Facebook”), the parent company to WhatsApp LLC¹ (“WhatsApp”). I have been employed by Facebook since February 2012. As part of my job responsibilities, I have become familiar with the locations of Facebook’s and WhatsApp’s facilities in the United States, including the facility located at 4500 Like Way, Fort Worth, TX (“the Like Way Data Center”) as well as with the data center owned by Internap Network Services (“INAP”) located at 1221 Coit Road, Plano, TX (“the INAP Data Center”) identified in plaintiff AGIS Software Development LLC’s First Amended Complaint (“FAC”). I have confirmed the facts below through a reasonable investigation.

2. The statements made herein are based on my personal knowledge and a reasonable investigation conducted to date. If called as a witness regarding these statements, I could testify competently to them based on such personal knowledge and the investigation conducted to date.

3. Facebook and WhatsApp are each Delaware corporations with their principal place of business in Menlo Park, California, which is located in San Mateo County within the Northern District of California.

4. WhatsApp does not have a place of business in the Eastern District of Texas. Plaintiff’s FAC, paragraphs 5-6, contends that the Facebook Like Way Data Center is located in the Eastern District of Texas. Plaintiff is incorrect.

5. On April 18, 2017, Todd A. Bridges, a Registered Professional Land Surveyor in the State of Texas (Texas Registration Number 4940), certified that the land plat he surveyed in 2015 accurately described the land on which Facebook’s Like Way Data Center is located. That document, which Mr. Bridges signed and stamped, shows the county line between Tarrant County

¹ I understand that WhatsApp, Inc. is incorrectly named in the complaint.

(in the Northern District of Texas) and Denton County (in the Eastern District of Texas). The land plat survey document, attached as Exhibit 1, shows the entire plat of land is located in Tarrant County, in the Northern District of Texas. There is no part of the Like Way Data Center located in the Eastern District of Texas.

6. There are no Facebook or WhatsApp employees who work at any facility located in the Eastern District of Texas, and no Facebook or WhatsApp servers within the Eastern District of Texas. Even the warehouse that contains parts and equipment for the Like Way Data Center is located at 13550 Park Vista Boulevard, Fort Worth, Texas 76177 in Tarrant County, in the Northern District of Texas. Neither Facebook nor WhatsApp maintains, operates, or leases any offices, facilities, equipment or other physical locations or property in the Eastern District of Texas.

7. In paragraph 6 of plaintiff's FAC, plaintiff asserts that WhatsApp pays taxes in the Eastern District of Texas to Denton County for its Like Way Data Center. But any local taxes that Facebook and its affiliates pay for the Like Way Data Center are for Tarrant County, not Denton County. Because the Like Way data center is located in the Northwest Independent School District ("NISD"), Facebook, like all other property owners located in the NISD, pays property taxes that NISD collects. For example, the article written by Texas State Representative Charlie Geren, attached as Exhibit 2, discusses the 2015 negotiations that resulted in the Like Way Data Center project, and describes how NISD would collect "more than \$150 million in property taxes over the next 20 years" due to the Facebook project.

8. It is my understanding that NISD spans three counties: Tarrant and Wise Counties in the Northern District of Texas, and Denton County in the Eastern District of Texas. It is my further understanding that NISD has outsourced its collection of property taxes for all properties

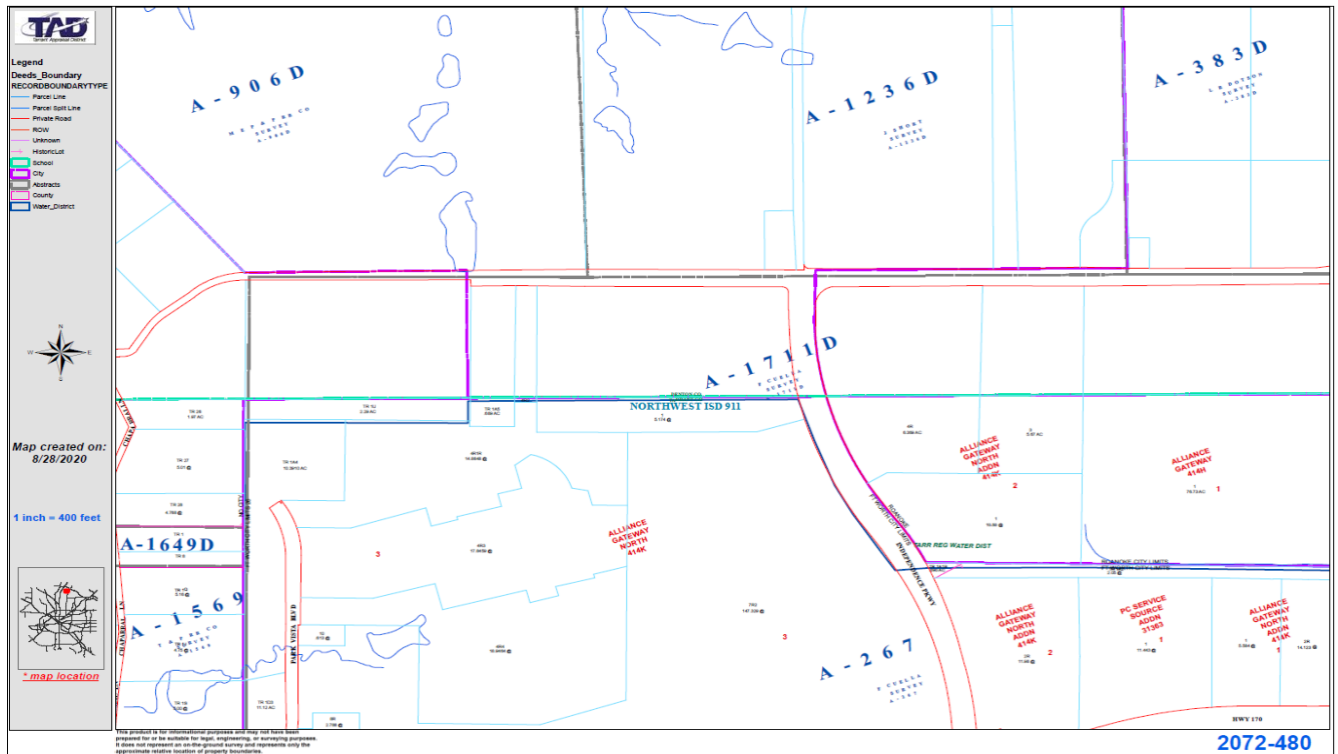
located in NISD to the Denton County taxing authority to collect on its behalf. The Denton County tax records (<https://www.dentoncounty.gov/841/Search-Property-Tax-Records>) referenced by plaintiff in paragraph 5 of the complaint reflect taxes collected from a Facebook subsidiary by Denton County as the outsource agent for NISD. These were not taxes paid for property located in Denton County.

9. Plaintiff alleges in paragraph 6 of its FAC that “property records for Tarrant County reveal that the Like Way data center is located in both Tarrant County and Denton County,” citing a “public map viewer” on the Tarrant County website. I have visited the website Plaintiff cites and it expressly states that it does not guarantee the accuracy of the data. I clicked on the link provided in footnote 1 of the FAC (<https://gisit.tarrantcounty.com/publicmapviewer/#>), and got a notice that the “map was prepared by Tarrant County for general reference purposes only” and “Tarrant County does not guarantee the correctness or accuracy of any features on [its] map.” *See* Exhibit 3.

10. I further clicked the “OK” button after getting the above notice, which I was required to do before proceeding, and I was directed to the Tarrant County website. At that website there is a map of Tarrant County, and an interface that allows the user to search for an address. I entered the address for the Like Way Data Center (4500 Like Way, Fort Worth, TX). This provided a pop-up window with the address and associated account numbers. I selected Account #: 42324937. Attached as Exhibit 4 is a copy of the search output. This search provides information about the property and also provides a link to an actual surveyed map of the property. I accessed this map by clicking the “2072-480” next to “TAD Map.”

11. The TAD Map confirms that in the surveyed map of the property that Tarrant County links on its website, the Like Way Data Center is entirely in Tarrant County (i.e., below

the light blue county line), with no portion extending into Denton County as pictured in the FAC. *See* Exhibit 5. The TAD Map is consistent with the actual land plat survey included in Exhibit 1. The TAD Map also indicates that the Like Way Data Center is in the NISD, which spans both Tarrant County and Denton County.



12. As can be seen on the TAD Map in Exhibit 5, there is a reference to “F. Cuella Survey A-267” at approximately the same spot in the map where there is a reference to “7R2 147.329.” My understanding is that this is a reference to an actual land survey performed by F. Cuella for the Lot 7R2, which is 147.329 acres. Notably, all of Lot 7R2 is in Tarrant County. And as can be seen on the actual land plat in Exhibit 1 (confirming Lot 7R2 is 147.329 acres), Lot 7R2 is the same lot that hosts the Like Way Data Center. The consistency between Exhibit 1 and Exhibit 5 further reinforces that the entire Like Way Data Center is in Tarrant County.

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