

**AMENDMENT NO. 1 TO LIMITATION ON APPRAISED VALUE AGREEMENT
BETWEEN DIMMITT INDEPENDENT SCHOOL DISTRICT AND
TX JUMBO ROAD WIND, LLC (formerly known as TX HEREFORD WIND II, LLC)
(Comptroller Application No. 315)**

This **AMENDMENT NO. 1 TO LIMITATION ON APPRAISED VALUE AGREEMENT FOR DIMMITT INDEPENDENT SCHOOL DISTRICT** (this “**Amendment**”), is entered into to be effective as of April 14, 2014, by and between **TX JUMBO ROAD WIND, LLC (formerly known as TX HEREFORD WIND II, LLC)**, a Delaware limited liability company, Texas Taxpayer Identification Number 32051362948 (the “**Applicant**”), and Dimmitt Independent School District (the “**District**”). The Applicant and the District may hereafter be referred to as, together, the “**Parties**” and each, a “**Party**.” Capitalized terms not defined herein have the meaning as defined in the Agreement (defined below).

WITNESSETH:

WHEREAS, on or about December 2, 2013, pursuant to Chapter 313 of the Texas Tax Code, after conducting a public hearing on the matter, the District made factual findings, and passed, approved, and executed that certain Limitation on Appraised Value Agreement for Dimmitt Independent School District dated December 2, 2013, by and between the District and the Applicant (the “**Agreement**”), covering qualified property within the Castro County Reinvestment Zone 2013-01 created pursuant to Code §312.0025 by action of the County and as further described by the description and/or depiction of said Reinvestment Zone attached to the Agreement as Schedule 2.1 (the “**Reinvestment Zone**”). The Order creating Reinvestment Zone is filed in the minutes of the Castro County Commissioners’ Court.

WHEREAS, Applicant intended to construct a wind-powered electric generating facility with an operating capacity of approximately 200.1 megawatts (the “**Jumbo Road Project**”). The exact number of wind turbines (including without limitation the towers, nacelles, rotors, and reinforced concrete foundations) and the size of each turbine for the Jumbo Road Project would vary depending upon the wind turbines selected and the megawatt generating capacity of the project completed, but at the time the Agreement was executed, Applicant intended to install an aggregate of 87 Siemens 2.3 megawatt turbines on property within the Reinvestment Zone, which includes land located in the Dimmitt Independent School District. Installation of all of the Qualified Investment/Qualified Property of the Jumbo Road Project was to be completed in 2014.

WHEREAS, in furtherance of the development of the Jumbo Road Project, Applicant determined that it can increase the size of the Jumbo Road Project to be approximately 300 megawatts.

WHEREAS, pursuant to Sections 2.3.2, 2.3.3, and 9.2 of the Agreement and §313.027(e) of the Texas Tax Code, the District and the Applicant desire and have agreed to amend the Agreement in order to increase the approximate megawatt capacity of the Jumbo Road Project.

WHEREAS, Schedule 2.3 (Description of Qualified Investment and/or Qualified Property) to the Agreement purports to describe the Qualified Investment and/or Qualified Property.

WHEREAS, pursuant to Sections 2.3.2, 2.3.3, and 9.2 of the Agreement and §313.027(e) of the Texas Tax Code, the District and the Applicant desire and have agreed to amend Schedule 2.3 (Description of Qualified Investment and/or Qualified Property) of the Agreement to amend, add, and revise the size and description of the Qualified Investment and the Qualified Property as well as the location of the Qualified Investment and the Qualified Property within the Reinvestment Zone upon the terms and conditions set forth in this Amendment.

WHEREAS, it is believed that the foregoing changes to the Jumbo Road Project and to Schedule 2.3 to the Agreement will not delay the construction and completion of the Jumbo Road Project beyond the Qualifying Time Period, except that the construction is now expected to be complete in the last year of the Qualifying Time Period, 2015.

WHEREAS, the Parties recognize and acknowledge the calculations relating to District Funding Revenue under Section 3.2 of the Agreement will be affected by the foregoing changes to the Jumbo Road Project and to the Schedules to the Agreement, and Applicant's hold harmless payments to the District for loss in District Funding Revenues calculated pursuant to Section 3.2 of the Agreement could be substantially different than previously projected in the District's Financial Impact Report prepared by Randy McDowell, RTSBA and Neal Brown.

WHEREAS, on April 14, 2014, after conducting a public hearing on the matter, the Board of Trustees made certain factual findings and determined that this Amendment is in the best interest of the District and the State of Texas and is consistent with and authorized by Chapter 313 of the Texas Tax Code, and approved the form of this Amendment and authorized the Board President and Secretary to execute and deliver such Amendment to the Applicant.

WHEREAS, the District has been informed by Applicant that the name of the project company has changed and has been provided with information asserting that the new name of the project company is TX Jumbo Road Wind, LLC, a Delaware limited liability company. Attached hereto as Exhibit 1 are name change documents provided to the District showing that TX Jumbo Road Wind II, LLC, a Delaware limited liability company, is the new name for the company formerly known as TX Hereford Wind II, LLC, a Delaware limited liability company and that the name change was effective as of January 14, 2014.

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Parties, intending to be legally bound, do hereby covenant and agree to amend the Agreement as follows:

1. Exhibits and Schedules. Schedule 2.3 (Description of Qualified Investment and/or Qualified Property) to the Agreement is hereby amended and replaced by the descriptions set forth in the attached Schedule 2.3 attached to this Amendment.

2. Impact on District Funding Revenue. Based upon the foregoing recitals, Applicant recognizes and acknowledges the calculations relating to District Funding Revenue under Section 3.2 of the Agreement will be affected by the foregoing changes to the Jumbo Road Project and to the Schedules to the Agreement. As such, Applicant renews and ratifies that the intent of the Parties is that Applicant will bear any and all losses of District Funding Revenue suffered by the District as a result of the Agreement, as amended by this Amendment, including without

limitation any differences in the hold harmless payment to the District for losses in District Funding Revenues calculated pursuant to Section 3.2 of the Agreement resulting from this Amendment.

3. Effect. Except as modified and amended by the terms of this Amendment, all of the terms, conditions, provisions and covenants of the Agreement are ratified and shall remain in full force and effect, and the Agreement and this Amendment shall be deemed to constitute a single instrument or document. Should there be any inconsistency between the terms of this Amendment and the Agreement the terms of this Amendment shall prevail. This Amendment is intended to (i) add Qualified Investment and/or Qualified Property subject to the Agreement pursuant to Sections 2.3.2, 2.3.3, and 9.2 of the Agreement and §313.027(e) of the Code, and (ii) clarify the location of the Qualified Investment and/or Qualified Property within the Reinvestment Zone. A copy of this Amendment shall be delivered to the Texas Comptroller and the Castro County Appraisal District, to be posted to the Texas Comptroller's internet website.

4. Name Change. The District acknowledges that the name of the project company has changed from TX Hereford Wind II, LLC, a Delaware limited liability company, to TX Jumbo Road Wind II, LLC, a Delaware limited liability company, and the name change was effective as of January 14, 2014.

5. Binding on Successors and Assigns. The Agreement, as amended by this Amendment, shall be binding upon and inure to the benefit of the Parties and each other person and entity having any interest therein during their ownership thereof, and their respective successors and assigns.

6. Counterparts. This Amendment may be executed in counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same document.

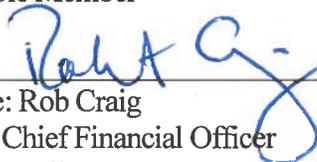
IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed and delivered by their duly authorized representatives as of the Effective Date.

[SIGNATURE PAGE FOLLOWS]

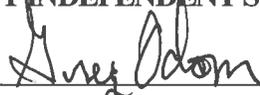
IN WITNESS WHEREOF, the authorized representatives of the parties hereto affix their signatures as of the date set forth below to be effective as of the date first above written.

TX JUMBO ROAD WIND, LLC,
A Delaware limited liability company
Texas Taxpayer ID No. 32051362948

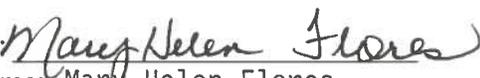
By: Lincoln Renewable Energy, L.L.C.
A Delaware limited liability company
Its: Sole Member

By: 
Name: Rob Craig
Title: Chief Financial Officer
Date: April 8, 2014

DIMMITT INDEPENDENT SCHOOL DISTRICT

By: 
Name: Greg Odom
Title: Board President
Date: April 14, 2014

Attest

By: 
Name: Mary Helen Flores
Title: Board Secretary
Date: April 14, 2014

SCHEDULE 2.3

DESCRIPTION OF QUALIFIED INVESTMENT AND/OR QUALIFIED PROPERTY

The Qualified Investment and/or Qualified Property consists of all of the property constructed or placed upon the real property described and shown in Exhibit A to this Schedule 2.3 ("project area"). The Qualified Investment and/or Qualified Property includes, but is not limited to, the following:

1. Approximately 162 GE 1.85MW wind turbine generator systems described as follows:
 - a. Rotor with a diameter of 87 m, comprised of three blades mounted to a cast iron hub.
 - b. Three blades manufactured from carbon fiber, wood, fiberglass, epoxy.
 - c. Blade pitch control system.
 - d. Hub manufactured from cast iron connecting the blades to turbine shaft.
 - e. Gearbox.
 - f. Bearings.
 - g. Gearbox lubrication system.
 - h. Brake system.
 - i. 162 towers, 80 m to hub.
 - j. Nacelle.
 - k. Anemometer, wind vane, and lightning protection system.
 - l. Control system.
 - m. Pad mount transformers, if any
2. Roadwork, sloped for drainage, with turnouts from public roads.
3. Fencing to control livestock and to protect substations and other equipment as needed for safety and security.
4. 162 wind turbine foundations, with anchor bolt embeds.
5. Wind turbine obstruction lighting per FAA requirements.
6. Telephone system.
7. Collection substation and switchyard with associated transformers as well as associated circuit breakers, switches, reactive compensation equipment, and control building.
8. All control systems necessary for safety, security, and commercial generation of electricity.
9. Underground power cables and collection system, and various cable accessories, with grounding.
10. Above ground transmission line and associated equipment.
11. Operations and maintenance building with offices and warehouse, with standard utilities.
12. Permanent meteorological towers, quantity and location of which to be determined by final turbine layout.
13. Underground communication cables.

All of the improvements that make up the Qualified Investment and/or Qualified Property will be made within the project area, which is completely within the reinvestment zone as

shown in Schedule 2.1.

None of the foregoing listed property is covered under an existing County Appraisal District account number.

All of the property for which the Applicant is seeking a limitation of appraised value will be owned by the Applicant or a valid assignee pursuant to this Agreement.

EXHIBIT A to SCHEDULE 2.3

MAP OF QUALIFIED PROPERTY/PROJECT AREA

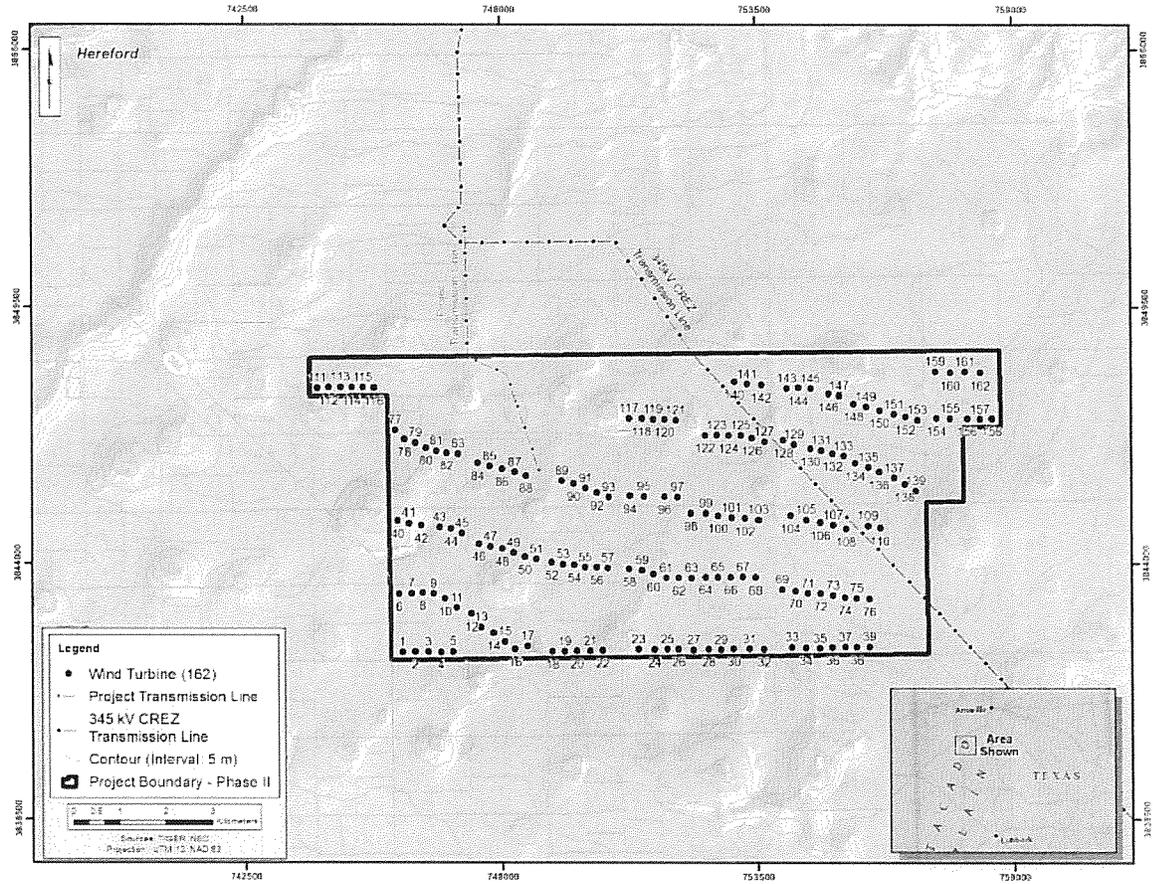


Exhibit 1

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Nandita Berry
Secretary of State

Office of the Secretary of State

January 21, 2014

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE: TX JUMBO ROAD WIND, LLC
File Number: 801808164

It has been our pleasure to file the Application for Amended Registration for the referenced entity.
Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Nandita Berry
Secretary of State

Office of the Secretary of State

**CERTIFICATE OF AMENDED REGISTRATION
OF**

TX JUMBO ROAD WIND, LLC
801808164

[formerly: TX Hereford Wind II, LLC]

The undersigned, as Secretary of State of Texas, hereby certifies that an Application for Amended Registration to transact business in this state for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this Certificate of Amended Registration to transact business in this state under the name of:

TX JUMBO ROAD WIND, LLC

Dated: 01/17/2014
Effective: 01/17/2014



NANDITA BERRY

Nandita Berry
Secretary of State

Phone: (512) 463-5555
Prepared by: Kika Garza

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709
TID: 10301

Dial: 7-1-1 for Relay Services
Document: 525309910002

Form 406
(Revised 01/10)
Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: See instructions



This space reserved for office use.

Amendment to Registration

FILED
In the Office of the
Secretary of State of Texas
JAN 17 2014
Corporations Section

Entity Information

1. The legal name of the filing entity is:

TX HEREFORD WIND II, LLC

State the name of the entity as currently shown in the records of the secretary of state.

2. If the entity attained its registration under an assumed name, the qualifying assumed name as shown on the records of the secretary of state is:

3. The registration was issued to the entity on:

6/27/2013

The file number issued to the filing entity by the secretary of state is:

0801808164

mm/dd/yyyy

Amendments to Application

4. The registration is amended to change the legal name of the entity as amended in the entity's jurisdiction of formation. The new name is:

TX JUMBO ROAD WIND, LLC

5. The new name of the entity is not available for use in Texas or fails to include an appropriate organizational designation. Or, the entity wishes to amend the qualifying assumed name stated on its application for registration or amended registration. The assumed name the entity elects to adopt for purposes of maintaining its registration is:

6. The registration is amended to change the business or activity stated in its application for registration or amended registration. The business or activity that the entity proposes to pursue in this state is:

The entity certifies that it is authorized to pursue the same business or activity under the laws of the entity's jurisdiction of formation.

Other Changes to the Application for Registration

7. The foreign filing entity desires to amend its application for registration to make changes other than or in addition to those stated above. Statements contained in the original application or any amended application are identified by number or description and changed to read as follows:

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 1/16/2014



Signature of authorized person (see instructions)

Peter Harsy, Authorized Person
Printed or typed name of authorized person.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TX HEREFORD WIND II, LLC", CHANGING ITS NAME FROM "TX HEREFORD WIND II, LLC" TO "TX JUMBO ROAD WIND, LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JANUARY, A.D. 2014, AT 1:50 O'CLOCK P.M.

5358164 8100

140045742

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1060464

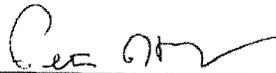
DATE: 01-15-14

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: TX Hereford Wind II, LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the Limited Liability Company is changed from "TX Hereford Wind II, LLC" to "TX Jumbo Road Wind, LLC"

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 14th day of January, A.D. 2014.

By: 

Authorized Person(s)

Name: Peter Harsy

Print or Type