

**AMENDMENT NO. 1 TO LIMITATION ON APPRAISED VALUE AGREEMENT  
BETWEEN GROOM INDEPENDENT SCHOOL DISTRICT  
AND GRANDVIEW WIND FARM, LLC  
(Comptroller Application No. 312)**

This **AMENDMENT NO. 1 TO LIMITATION ON APPRAISED VALUE AGREEMENT FOR GROOM INDEPENDENT SCHOOL DISTRICT** (this “**Amendment**”), is entered into to be effective as of December 12, 2013, by and between **GRANDVIEW WIND FARM, LLC**, a Delaware limited liability company, Texas Taxpayer Identification Number 32051221722 (the “**Applicant**”), and Groom 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 12, 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 Groom Independent School District dated December 12, 2013, by and between the District and the Applicant (the “**Agreement**”), covering qualified property within the Carson County Reinvestment Zone 9 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 9**”). The Order creating Reinvestment Zone 9 is filed in the minutes of the Carson County Commissioners’ Court, and a true and correct copy of which was attached to the Applicant’s Application for the Agreement.

**WHEREAS**, on or about December 11, 2013, pursuant to Chapter 313 of the Texas Tax Code, after conducting a public hearing on the matter, Panhandle Independent School District (“**Panhandle ISD**”) made factual findings, and passed, approved, and executed that certain Limitation on Appraised Value Agreement for Panhandle ISD dated December 11, 2013, by and between Panhandle ISD and the Applicant (the “**Panhandle ISD Agreement**”), covering certain other qualified property within the Reinvestment Zone 9 and located in Panhandle ISD.

**WHEREAS**, Applicant intended to construct a wind-powered electric generating facility with an operating capacity of approximately 200.6 megawatts located entirely within Reinvestment Zone 9, and across both the Panhandle Independent School District and Groom Independent School District (the “**Grandview 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 Grandview Project would vary depending upon the wind turbines selected and the megawatt generating capacity of the project completed, but at the time the Agreement and the Panhandle ISD Agreement were executed, the plans were to install an aggregate of 118 GE 1.7 megawatt turbines on property within Reinvestment Zone 9 located across both the Panhandle Independent School District and Groom Independent School District. Approximately 58% of the Qualified Investment/Qualified Property of the Grandview Project was planned to be located within

the boundaries of the District, and the other 42% of the Qualified Investment/Qualified Property of the Grandview Project was planned to be located within the boundaries of Panhandle ISD.

**WHEREAS**, in furtherance of the development of the Grandview Project, Applicant filed applications with the Federal Aviation Administration (“**FAA**”) for determinations for each of the wind turbines to be constructed in the Grandview Project that such turbines do not present a hazard to air traffic (“**No Hazard Determinations**”). Following the execution of the Agreement and the Panhandle ISD Agreement, the FAA rejected Applicant’s applications for No Hazard Determinations for most of the wind turbines to be located within Panhandle ISD, thereby precluding construction at this time of that part of the Qualified Investment/Qualified Property within Panhandle ISD.

**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 relocate the wind turbines that were to be constructed within Panhandle ISD to be part of the Qualified Investment/Qualified Property within the boundaries of the District and subject to the Agreement.

**WHEREAS**, before the execution of the Agreement, on or about December 9, 2013, the Carson County Commissioners’ Court issued an Order for designation of certain additional property located in Carson County to be called the Carson County Reinvestment Zone 10 created pursuant to Code §312.0025 by action of said Carson County (“**Reinvestment Zone 10**”). Said Order is filed in the minutes of the Carson County Commissioners’ Court effective December 9, 2013, and a true and correct copy of which is attached to this Amendment as Attachment A.

**WHEREAS**, Schedule 2.1 (Description and Map of Reinvestment Zone and/or Enterprise Zone) and Schedule 2.3 (Description of Qualified Investment and/or Qualified Property) to the Agreement purport to describe the Reinvestment Zone and the location of the Qualified Investment and/or Qualified Property within the boundaries of the District and the Reinvestment Zone 9.

**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 2.1 (Description and Map of Reinvestment Zone and/or Enterprise Zone) and Schedule 2.3 (Description of Qualified Investment and/or Qualified Property) of the Agreement to include both Reinvestment Zone 9 and Reinvestment Zone 10 to be included in the Reinvestment Zones for purposes of the Agreement, and to amend, add, and clarify the location of the Qualified Investment and the Qualified Property within such Reinvestment Zones, to relocate the entire Grandview Project within the boundaries of such Reinvestment Zones and the District, all such amendments upon the terms and conditions set forth in this Amendment.

**WHEREAS**, it is believed that the foregoing changes to the Grandview Project and to the Schedules to the Agreement will not impact the timing of the construction and completion of the Grandview Project.

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 Grandview 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.

**WHEREAS**, on February 13, 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.

**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. Definitions. The following Definitions in Section 1.3 and Schedule 1.3 are hereby added, modified, revised, amended, supplemented, and/or replaced by the following:

**Reinvestment Zone** means collectively the Carson County Reinvestment Zone 9 and the Carson County Reinvestment Zone 10, both of which have been 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 hereto as Schedule 2.1, which is incorporated herein by reference for all purposes.

2. Exhibits and Schedules. Schedule 2.1 (Description and Map of Reinvestment Zone and/or Enterprise Zone) and Schedule 2.3 (Description of Qualified Investment and/or Qualified Property) to the Agreement are hereby amended and replaced by the descriptions set forth in the attached Schedule 2.1 and Schedule 2.3 attached to this Amendment.

3. 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 Grandview 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 increase 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 and the additional Qualified Investment/Qualified Property.

4. 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) include both Reinvestment Zone 9 and Reinvestment Zone 10 as the Reinvestment Zones for purposes of the Agreement, to 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 to clarify the location of the Qualified Investment and/or Qualified Property within such Reinvestment Zone. A copy of this Amendment shall be delivered to the Texas Comptroller and the Carson County Appraisal District, to be posted to the Texas Comptroller's internet website.

4. 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.

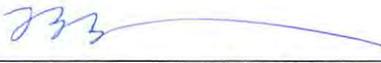
5. Counterparts. This Amendment may be executed in counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same document.

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.

**GRANDVIEW WIND FARM, LLC,**  
A Delaware limited liability company  
Texas Taxpayer ID No. 32051221722

By:   
Name: **Paul Bowman**  
Title: **Senior Vice President**

Date: 2/13/2014

**GROOM INDEPENDENT SCHOOL DISTRICT**

By:   
Name: Greg Hendricks  
Title: Vice President, Groom ISD Board of Trustees

Date: 2/13/2014

ATTEST:

By:   
Name: CURTIS H. DOWNS, III  
Title: BOARD MEMBER

**ATTACHMENT A**

**RESOLUTION DESIGNATING CARSON COUNTY REINVESTMENT ZONE 10**

RESOLUTION OF THE COMMISSIONERS  
COURT OF CARSON COUNTY, TEXAS  
DESIGNATING CARSON COUNTY REINVESTMENT ZONE 10

**A RESOLUTION DESIGNATING A CERTAIN AREA AS A REINVESTMENT ZONE FOR A COMMERCIAL/INDUSTRIAL TAX ABATEMENT IN CARSON COUNTY, TEXAS, ESTABLISHING THE BOUNDARIES THEREOF, AND PROVIDING FOR AN EFFECTIVE DATE.**

*Whereas*, the Commissioners Court of Carson County, Texas, desires to promote the development or redevelopment of a certain contiguous geographic area within its jurisdiction by the creation of a reinvestment zone as authorized by the Property Redevelopment and Tax Abatement Act, as amended (Texas Property Tax Code §312.001, *et seq.*), and the Guidelines and Criteria of the Commissioners Court of Carson County for Granting a Tax Abatement in Reinvestment Zone created in Carson County, Texas (the "Guidelines"); and

*Whereas*, on December 9, 2013, a hearing before the Commissioners Court of Carson County, Texas, was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing in the local newspaper of general circulation in Carson County and the delivery of written notice to the respective presiding officers of each taxing entity that includes within its boundaries real property that is to be included in the proposed reinvestment zone; and

*Whereas*, the Commissioners Court of Carson County, Texas, at such public hearing invited any interested person to appear and speak for or against the creation of the reinvestment zone and whether all or part of the territory described should be included in the proposed reinvestment zone; and

*Whereas*, the proponents of the reinvestment zone offered evidence, both oral and documentary, in favor of all of the foregoing matters relating to the creation of the reinvestment zone and opponents, if any, of the reinvestment zone appeared to contest the creation of the reinvestment zone.

***BE IT RESOLVED BY THE COMMISSIONERS COURT OF CARSON COUNTY, TEXAS:***

Section 1. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

Section 2. That the Commissioners Court of Carson County, Texas, after conducting such hearing and having heard such evidence and testimony, has made the following findings and determinations based on the evidence and testimony presented to it:

- a. That the public hearing on adoption of the reinvestment zone has been properly called, held and conducted and that notice of such hearing has been published as required by law and mailed to the respective presiding officers of the governing bodies and all taxing units overlapping the territory inside the proposed reinvestment zone; and
- b. That the boundaries of the reinvestment zone should be the area described in the attached Exhibit "A" and depicted in the map attached hereto as Exhibit "B", which are incorporated herein by reference for all purposes. In the event of discrepancy between the descriptions of Exhibit "A" and map in Exhibit "B", the map shall control; and
- c. That the creation of the reinvestment zone will result in benefits to Carson County, Texas, and to the land included in the zone and that the improvements sought are feasible and practical; and
- d. The reinvestment zone meets the criteria set forth in Texas Property Tax Code Chapter 312 for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention of expansion of primary employment or to attract investment in the zone that would be a benefit to the property and that would contribute to the economic development of Carson County, Texas, and that the entire tract of land is located entirely within an unincorporated area of Carson County, Texas.

SECTION 3. That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, Carson County Commissioners Court hereby creates Carson County Reinvestment Zone 10, a reinvestment zone for commercial-industrial tax abatement encompassing only the area described in Exhibit "A" and depicted in Exhibit "B", and such reinvestment zone is hereby designated and shall hereafter be referred to a Carson County Reinvestment Zone 10.

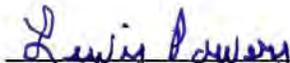
SECTION 4. That Carson County Reinvestment Zone 10 shall take effect on December 9, 2013, and shall remain designated as a commercial-industrial reinvestment zone for renewable and wind generated power generation for a period of five (5) years from such date of designation, and may be renewed for an additional five (5) year period thereafter.

SECTION 5. That if any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

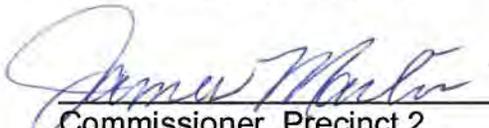
SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject of the meeting of the Carson County Commissioners

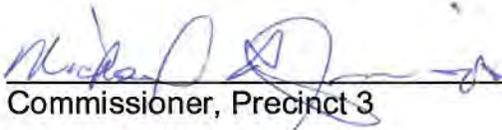
Court at which this Resolution was adopted was posted at a place conveniently and readily accessible at all times as required by the Texas Open Government Act, Texas Government Code, Chapter 551, as amended, and that a public hearing was held prior to the designation of such reinvestment zone and that proper notice of the hearing was published in the official newspaper of general circulation within the County, and furthermore, such notice was in fact delivered to the presiding officers of any affected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

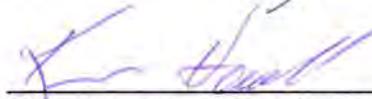
PASSED, APPROVED AND ADOPTED on this the 9th day of December, 2013.

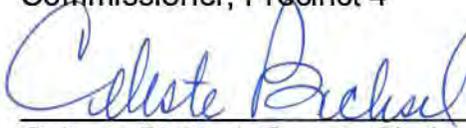
  
\_\_\_\_\_  
County Judge

  
\_\_\_\_\_  
Commissioner, Precinct 1

  
\_\_\_\_\_  
Commissioner, Precinct 2

  
\_\_\_\_\_  
Commissioner, Precinct 3

  
\_\_\_\_\_  
Commissioner, Precinct 4

  
\_\_\_\_\_  
Celeste Bichsel, County Clerk

(County Seal)

**Exhibit A**  
**Legal Description of Carson County Reinvestment Zone 10**

Carson County Reinvestment Zone 10 is comprised of the following parcels. In the event of discrepancy between this Exhibit A and the attached map in Exhibit B, the map in Exhibit B shall control.

**EXHIBIT A**

**PROPERTY DESCRIPTIONS**

All of Sections 226, 227, 228, 229, 230, 231, 232, 233, 248, 249, 250, 251, 252, 253, 254 Block B2, H&GN RR Co. Survey, Carson County, Texas

All of Sections 55, 56, 92, 93, 94, 95, 96, 97, 126, 127, 128, 129, 158 and 160 Block B3, H&GN RR Co. Survey, Carson County, Texas

All of Sections 75, 76, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 129, 130, 131, 132, 133, 134, 135, 136, 143, 152, 153, 154, 155, 156, 157, 158, 159, 160, 166, Block 7, I&GN RR Co. Survey, Carson County, Texas

All of Sections 10, 11, 12, 13, 18, 19, 20, 41, 42 and 43 Block 2, TT RR Co. Survey, Carson County, Texas

All of WH Hickox strip.

All of NA Steed strip in Carson County, Texas.

**Exhibit B**  
**Map of Carson County Reinvestment Zone 10**

# GRANDVIEW Phase II & III Reinvestment Zone

Carson County,  
Texas



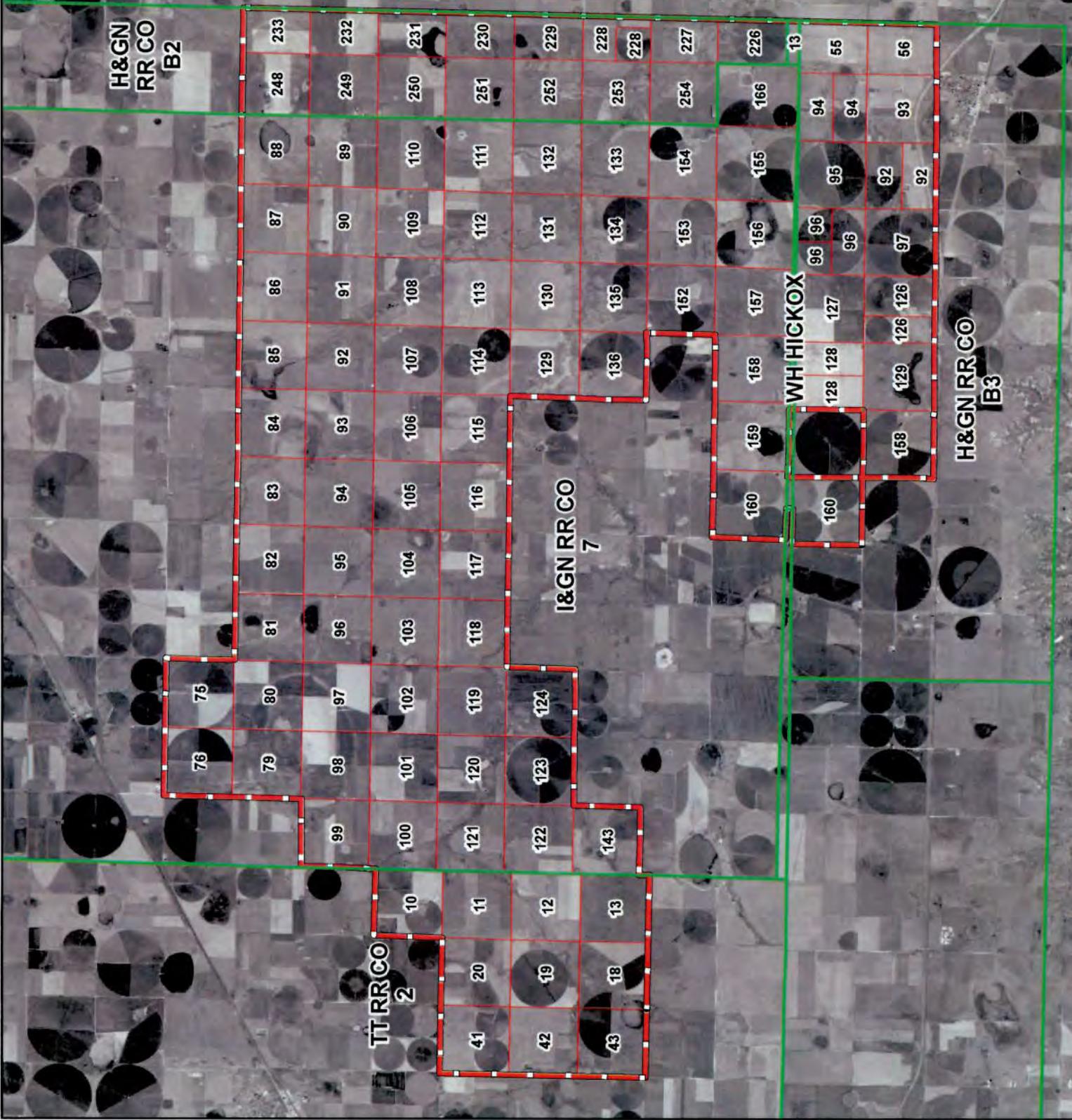
Date: November 04, 2013  
Map Scale 1:125,000  
Projection: UTM14  
Datum: North American 1983

**RZ Boundary**  
  
**Surveys**  
  
**Sections**



Climate &  
Renewables

Map produced by E.ON Climate & Renewables NA for internal use only. Final analysis & site locations are to be determined by E.ON personnel through on-site verification. Map is not to be reproduced or redistributed without expressly written permission from E.ON Climate & Renewables NA.  
Base map data from USGS.



## **SCHEDULE 2.1**

### **DESCRIPTION AND MAP OF REINVESTMENT ZONE and/or ENTERPRISE ZONE**

Carson County Reinvestment Zone 9:

The real property in Carson County being all of Sections 191, 192, and 193 Block B3, H&GN RR Co. Survey, Carson County, Texas

All of Sections 1, 2, 3, 4, 5, 6, 7, 8, 9, 34, 35, 36, 37, 38, 40 and 44 Block B4, H&GN RR Co. Survey, Carson County, Texas

All of Sections 125, 126, 127, 128, 137, 138, 139, 140, 141, 142, 144, 145, 146, 147, 148, 149, 150, 151, 161, 162, 163, 164 and 165 Block 7, I&GN RR Co. Survey, Carson County, Texas

All of Sections 14, 15, 16, 17, 44, 45, 46, 47, 74, 75, 76 and 77 Block 2, TT RR Co. Survey, Carson County, Texas

All of DO WOLFE, Carson County, Texas.

Carson County Reinvestment Zone 10:

All of Sections 226, 227, 228, 229, 230, 231, 232, 233, 248, 249, 250, 251, 252, 253, 254 Block B2, H&GN RR Co. Survey, Carson County, Texas

All of Sections 55, 56, 92, 93, 94, 95, 96, 97, 126, 127, 128, 129, 158 and 160 Block B3, H&GN RR Co. Survey, Carson County, Texas

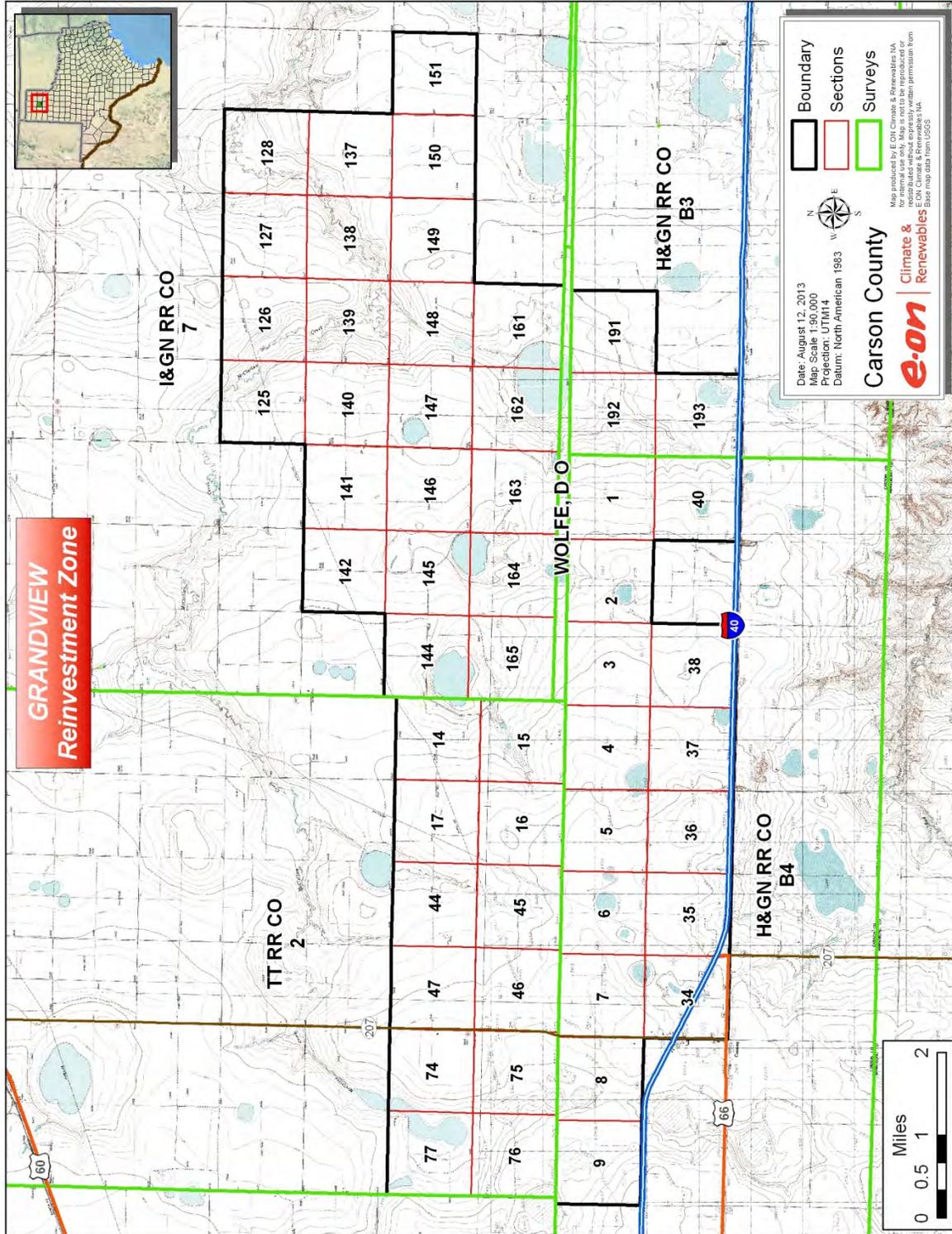
All of Sections 75, 76, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 129, 130, 131, 132, 133, 134, 135, 136, 143, 152, 153, 154, 155, 156, 157, 158, 159, 160, 166, Block 7, I&GN RR Co. Survey, Carson County, Texas

All of Sections 10, 11, 12, 13, 18, 19, 20, 41, 42 and 43 Block 2, TT RR Co. Survey, Carson County, Texas

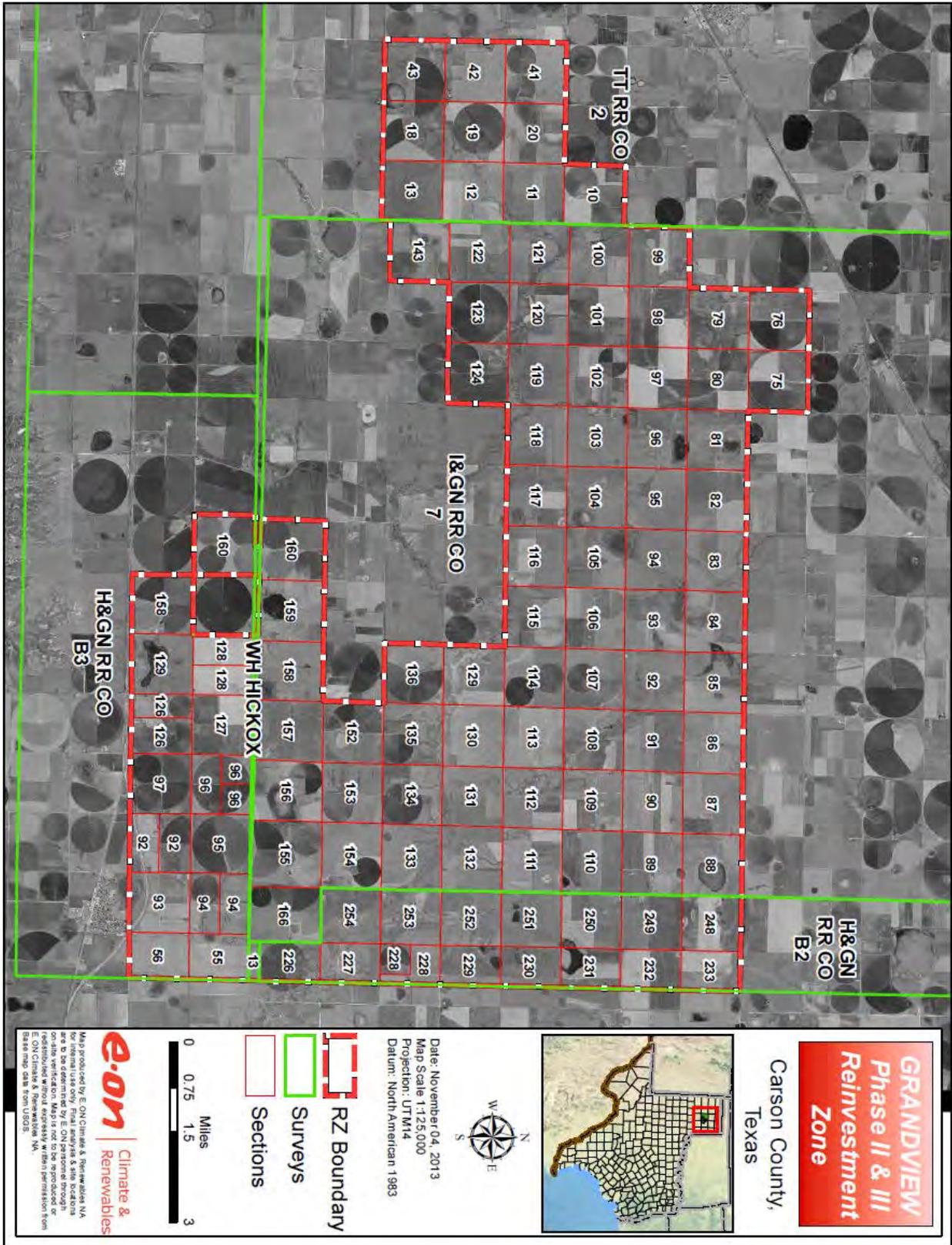
All of WH Hickox strip in Carson County, Texas.

All of NA Steed strip in Carson County, Texas.

Carson County Reinvestment Zone 9:



Carson County Reinvestment Zone 10:



## SCHEDULE 2.3

### DESCRIPTION OF QUALIFIED INVESTMENT AND/OR QUALIFIED PROPERTY

The property for which the Applicant is requesting an appraised value limitation shall include, but is not limited to, all Qualified Property owned by the Applicant and located within the boundaries of both the School District and the Reinvestment Zone will be included in and subject to this Agreement. Specifically, all Qualified Property of the Applicant located in the Reinvestment Zone, except any such property that would otherwise be Qualified Property of the Applicant that is located on any such real property outside the boundaries of the School District, is included, specifically including the following:

Grandview Wind Farm, LLC anticipates constructing a wind-powered electric generating facility with an operating capacity of approximately 200.6 megawatts located entirely within Carson County, Texas, and located entirely within the Groom Independent School District (the “**Grandview 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 Grandview Project will vary depending upon the wind turbines selected and the megawatt generating capacity of the project completed, but the current plans are to install 118 GE 1.7 megawatt turbines on property within the Reinvestment Zone, as amended. All of the Qualified Investment/Qualified Property of the Project is currently anticipated to be located within the boundaries of Groom Independent School District.

The additional improvements for the Grandview Project located in the District may include but are not limited to:

- Roadwork, sloped for drainage, with turnouts from public roads
- Fencing to control livestock and to protect substations and other equipment as needed for safety and security.
- wind turbine generator foundations, with anchor bolt embeds and template rings
- Wind turbine obstruction lighting per FAA requirements
- Telephone system
- ECRNA will construct one 345:34.5kV collection substation, including two 140 MVA power transformers with OLTC's, as well as associated circuit breakers, switches, reactive power compensation equipment and control building.
- The collection substation will be connected to the utility interconnection through a single-circuit, double 795 ACSR conductor 345kv transmission line approximately 4.5 miles in length.
- Underground power cables from, and various cable accessories, with grounding.

- O&M building with offices and warehouse, with standard utilities
- Permanent meteorological towers, quantity and location of which to be determined by final turbine layout.
- Underground communication cables

All of the improvements that make up the Qualified Investment and/or Qualified Property for this Agreement will be made within the project area, which is completely within the Reinvestment Zone as shown in Schedule 2.1 and located entirely within the boundaries of the District.

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**

