

**AMENDMENT NO. 1 TO LIMITATION ON APPRAISED VALUE AGREEMENT  
FOR GROOM INDEPENDENT SCHOOL DISTRICT  
(Texas Comptroller's Application No. 356)**

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 9, 2014, by and between Colbeck's Corner, LLC, a Delaware limited liability company (f/k/a Grandview Wind Farm II, LLC), Texas Taxpayer Identification Number 32052354019 (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**".

**WITNESSETH:**

**WHEREAS**, on or about December 9, 2014, 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 property within the Carson County Reinvestment Zone 10 created pursuant to Code §312.0025 by action of the Carson County Commissioners Court and as further described by the description and/or depiction of said Reinvestment Zone attached to the Agreement as Exhibit 2 (the "**Carson County Reinvestment Zone**").

**WHEREAS**, Applicant intended to construct a wind-powered electric generating facility with an operating capacity of approximately 200 megawatts located entirely within the District and the Carson County Reinvestment Zone (the "**Grandview II Project**," as it may be amended from time to time). 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 II Project would vary depending upon the wind turbines selected and the megawatt generating capacity of the project completed, but at the time the Application was submitted to the District, the plans were to install an aggregate of 118 GE 1.7 megawatt turbines on property within the District. All of the Qualified Investment/Qualified Property of the Grandview II Project was planned to be located within the boundaries of the District and the Carson County Reinvestment Zone.

**WHEREAS**, in furtherance of the development of the Grandview II Project and as contemplated in the Application and the Agreement, the wind turbines to be located within the Grandview II Project and comprising part of the Qualified Investment/Qualified Property had to be relocated, including wind turbines now planned to be located within the following areas: (1) within the boundaries of both the District and the Carson County Reinvestment Zone; (2) within the boundaries of both the District and the Gray County Grandview II Reinvestment Zone created pursuant to Code §312.0025 by action of the County and as further described by the description and/or depiction of said Gray County Grandview II Reinvestment Zone by Resolution Designating Reinvestment Zone dated June 18, 2014, and the Nunc Pro Tunc Resolution Designating Reinvestment Zone dated June 26, 2015, duly passed by the Gray

County Commissioners Court (the “**Gray County Reinvestment Zone**”); and (3) within the boundaries of the Grandview-Hopkins Independent School District (“**Grandview-Hopkins ISD**”) and the Gray County Reinvestment Zone. Applicant still intends to construct a wind-powered electric generating facility with an operating capacity of approximately 200 megawatts, but the Grandview II Project will be located in both the District and Grandview-Hopkins ISD. As a result of the changes and relocation of part of the Qualified Investment/Qualified Property within the Grandview II Project, Applicant is requesting an amendment of the Reinvestment Zone subject to the Agreement to include both the Carson County Reinvestment Zone and the Gray County Reinvestment Zone. A copy of the June 18, 2014, Gray County Commissioners’ Court Resolution and the June 26, 2015, Gray County Commissioners’ Court Resolution Nunc Pro Tunc designating the Gray County Reinvestment Zone have been previously submitted as part of the request for amendment. In addition to the Agreement, and as a further result of the changes and relocation of part of the Qualified Investment/Qualified Property within the Grandview II Project, Applicant is also seeking to amend that certain Limitation on Appraised Value Agreement (Texas Comptroller’s Application No. 1010) for Grandview-Hopkins ISD dated December 9, 2014, by and between Grandview-Hopkins ISD and Applicant (the “**Grandview-Hopkins Agreement**”), which resulted from that certain Application for an Appraised Value Limitation on Qualified Property pursuant to 34 Texas Admin. Code § 9.1053 with Grandview-Hopkins ISD (the “**Grandview-Hopkins Application**”), filed on or about May 13, 2014 (Texas Comptroller’s Application No. 1010), and covering property within the Gray County Reinvestment Zone.

**WHEREAS**, 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 II Project may continue to vary depending upon any future change in the wind turbines selected and the megawatt generating capacity of the completed Grandview II Project. Of the turbines planned to be located within the Grandview II Project, Applicant now plans to install 70 GE 1.79-100 wind turbine models on the property within (a) the District, and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone.

Approximately 62% of the Qualified Investment/Qualified Property of the Grandview II Project is projected to be located within the boundaries of (a) the District and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone, and approximately 38% of the Qualified Investment/Qualified Property of the Grandview II Project is projected to be located within the boundaries of both (a) Grandview-Hopkins ISD and (b) the Gray County Reinvestment Zone.

**WHEREAS**, also as a result of the relocation of part of the Qualified Investment/Qualified Property from the District to Grandview-Hopkins ISD, on September 29, 2015, pursuant to the provisions of 313.025(f-1) of the TEXAS TAX CODE, Applicant requested a waiver of the job creation requirement set forth in Section 313.051(b) of the TEXAS TAX CODE.

**WHEREAS**, on November 19, 2015, pursuant to the provisions of 313.025(f-1) of the TEXAS TAX CODE, the Board of Trustees waived the job creation requirement set forth in Section 313.051(b) of the TEXAS TAX CODE.

**WHEREAS**, pursuant to Sections 3.2, 3.3, 3.4, and 11.2 of the Agreement and §313.027(e) of the Texas Tax Code, the District and the Applicant desire and have agreed to amend certain schedules and exhibits to the Agreement in order to modify and relocate the wind turbines comprising the Grandview II Project that were originally to be constructed within District to be part of the Qualified Investment/Qualified Property within the boundaries of both the District subject to the Agreement and the boundaries of Grandview-Hopkins ISD subject to the Grandview-Hopkins Agreement. The Qualified Investment/Qualified Property, as amended, shall be located across both the District and the Grandview-Hopkins ISD as set forth in the paragraphs above.

**WHEREAS**, pursuant to Sections 3.2, 3.3, 3.4, and 11.2 of the Agreement and §313.027(e) of the Texas Tax Code, the District and the Applicant desire and have agreed to amend (i) Exhibit 2 (Description and Location of Enterprise or Reinvestment Zone); (ii) Exhibit 3 (Description and Location of the Applicant's Qualified Investment); and (iii) Exhibit 4 (Description and Location of Qualified Property), and to amend and clarify the location of the Qualified Investment and the Qualified Property within the boundaries of (a) the District and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone subject to the terms of the Agreement, all such amendments upon the terms and conditions set forth in this Amendment.

**WHEREAS**, on November 19, 2015, 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. Exhibits and Schedules.

(i) Exhibit 2 (Description and Location of Enterprise or Reinvestment Zone) to the Agreement is hereby amended and replaced by the descriptions set forth in the attached Exhibit 2 attached to this Amendment.

(ii) Exhibit 3 (Description and Location of the Applicant's Qualified Investment) to the Agreement is hereby amended and replaced by the descriptions set forth in the attached Exhibit 3 attached to this Amendment.

(iii) Exhibit 4 (Description and Location of Qualified Property) to the Agreement is hereby amended and replaced by the descriptions set forth in the attached Exhibit 4 attached to this Amendment.

(iv) Waiver of Jobs Requirement. The original Application has been amended and the Board of Trustees has waived the job creation requirement set forth in Section 313.051(b) of the TEXAS TAX CODE. Pursuant to the amended Application, the Applicant has committed to the creation of 5 Qualifying Jobs.

2. Effect. Except as modified and amended by the terms of this Amendment, all of the terms, conditions, provisions and covenants of the Agreement 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 amend the Reinvestment Zone and to modify and relocate Qualified Investment and/or Qualified Property subject to the Agreement pursuant to Sections 3.2, 3.3, 3.4, and 11.2 of the Agreement and §313.027(e) of the Code, and to clarify the location of the Qualified Investment and/or Qualified Property within (a) the District, and (b) the combined Reinvestment Zone of either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone. A copy of this Amendment shall be delivered to the Texas Comptroller, the Carson County Appraisal District, and the Gray County Appraisal District, to be posted to the Texas Comptroller's internet website.

3. 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.

4. 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.

**COLBECK'S CORNER, LLC,**  
a Delaware limited liability company  
(f/k/a Grandview Wind Farm II, LLC)  
Texas Taxpayer ID No. 32052354019

By:   
Name: Paul Bowman  
Title: Senior Vice President

Date: 11-17-2015

**GROOM INDEPENDENT SCHOOL DISTRICT**

By:   
Name: Groom Independent School District  
Title: Secretary

Date: 11-17-2015

**ATTEST:**

By:   
Name: CARA ASHFORD  
Title: Board member

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AUS:0053359/00063:569143v7

## EXHIBIT 2

### DESCRIPTION AND LOCATION OF ENTERPRISE OR REINVESTMENT ZONE

I. The Carson County Commissions Court passed a Resolution designating Carson County Reinvestment Zone No. 10 on December 9, 2013, which is more particularly described as follows:

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, l&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.

II. The Gray County Commissioners Court passed a Resolution designating Grandview II Reinvestment Zone on June 18, 2014, as thereafter corrected by Nunc Pro Tunc Resolution dated June 26, 2015, which is more particularly described below.

All of Sections 104, 105, 106, 107, 108, 109, 110, 111, 112, 126, 127, 128, 129 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, and 239, Block B2, H&GN RR CO. Survey, Gray County, Texas.

The Southwest Quarter (SW/4) of Section 85, Block B2, H&GN RR CO. Survey, Gray County, Texas.

The West Half (W/2) & Southeast Quarter (SE/4) of Section 96, Block B2, H&GN RR CO. Survey, Gray County, Texas.

The East Half (E/2) of Section 114, Block B2, H&GN RR CO. Survey, Gray County, Texas.

The South Half (S/2) of Section 155 Block B2, H&GN RR CO. Survey, Gray County, Texas.

All of Sections 1, 17, 18, 19, 35, 36, 37, 38, 52, 53, and 54, Block B3, H&GN RR CO. Survey, Gray County, Texas.

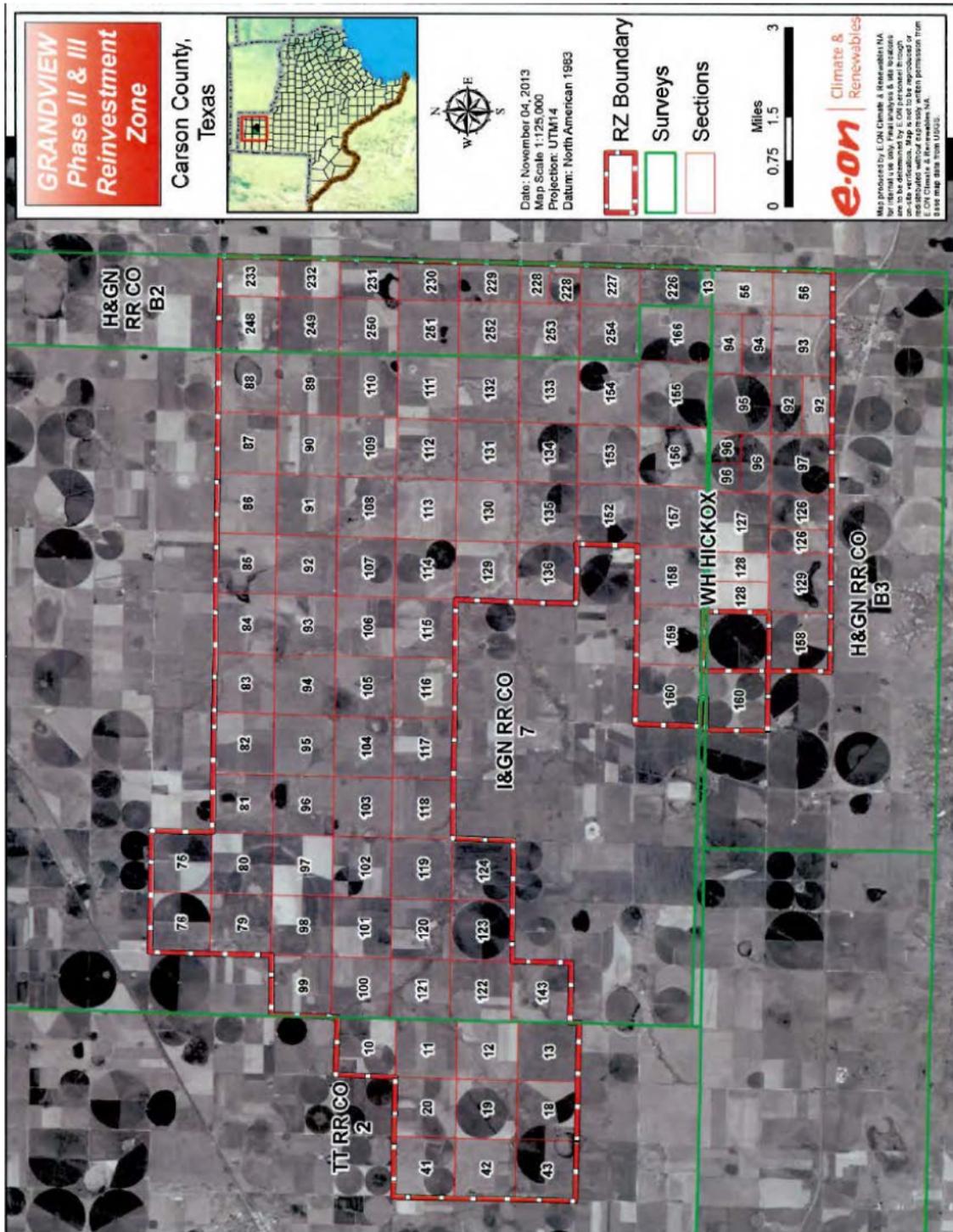
The North Half (N/2) & Southeast Quarter (SE/4) of Section 20, Block B3, H&GN RR CO. Survey, Gray County, Texas.

All of Section 180 and 181, Block 3, I&GN RR CO. Survey, Gray County, Texas.

All of Section 1 and the West Half of the West Half (W2/W/2) of Section 2, BLK C2, CCSD Survey, Gray County, Texas.

All of the NA Steed, AN Hunt Railroad and DB Hill Survey, Gray County, Texas.

## Map of Carson County Reinvestment Zone No. 10

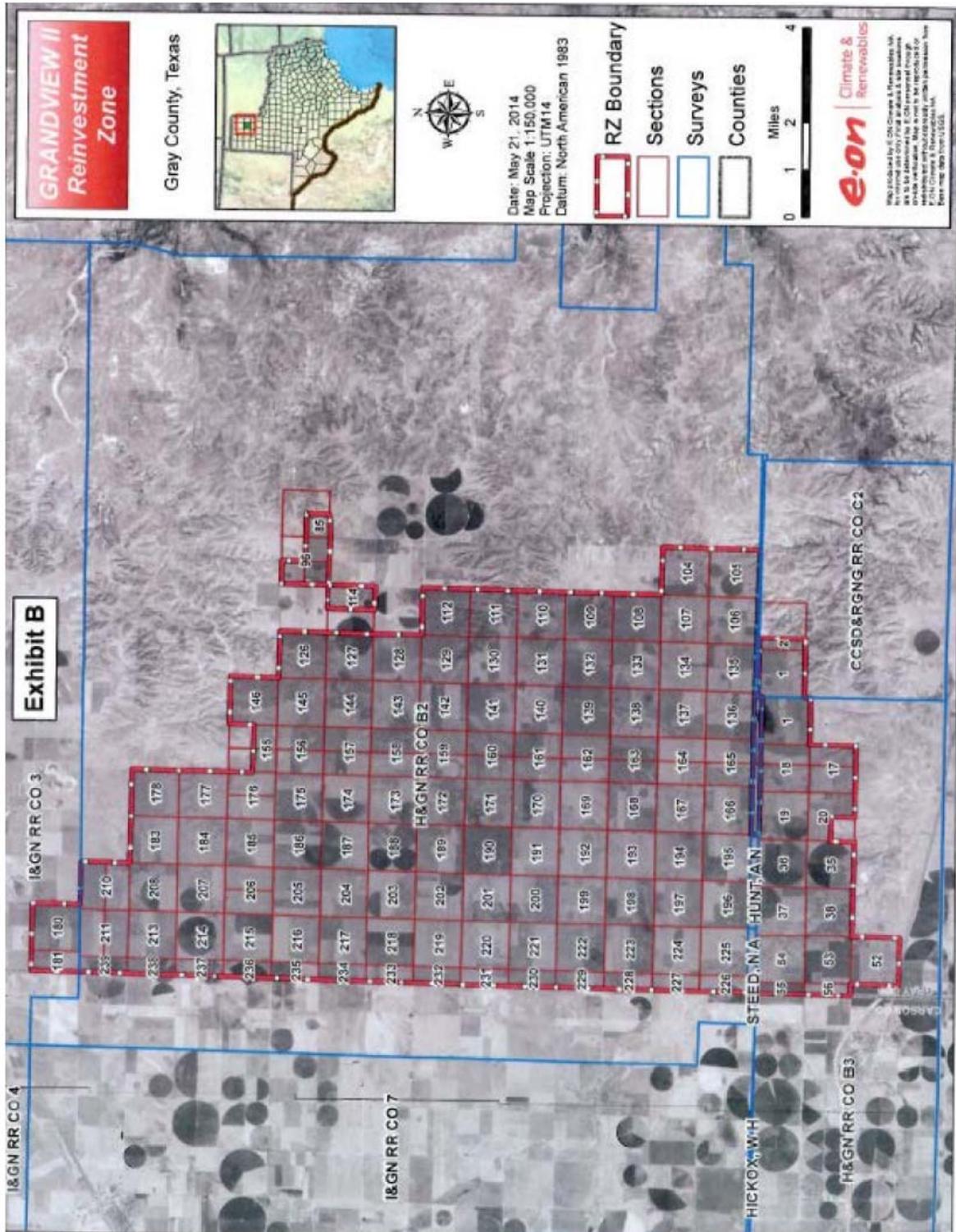


**Agreement for Limitation on Appraised Value**  
 Between Groom ISD and Grandview Wind Farm II, LLC (App No. 356)  
 November 19, 2015

*Texas Economic Development Act Agreement*  
*Comptroller Form 50-286 (January 2014)*

### EXHIBIT 2

## Map of Gray County Grandview II Reinvestment Zone



**Agreement for Limitation on Appraised Value**  
 Between Groom ISD and Grandview Wind Farm II, LLC (App No. 356)  
 November 19, 2015

*Texas Economic Development Act Agreement*  
*Comptroller Form 50-286 (January 2014)*

### **EXHIBIT 3**

#### **DESCRIPTION AND LOCATION OF THE APPLICANT'S QUALIFIED INVESTMENT**

All Qualified Property owned by the Applicant and located within the boundaries of (a) the Groom Independent School District and (b) either (i) the Carson County Reinvestment Zone 10 or (ii) the Gray County Reinvestment Zone will be included in and subject to this Agreement. Specifically, all Qualified Property of the Applicant located in the following tracts of land, except any such property that would otherwise be Qualified Property of the Applicant that is not located on real property within the boundaries of (a) the Groom Independent School District and (b) either (i) the Carson County Reinvestment Zone 10 or (ii) the Gray County Reinvestment Zone, is included, to wit:

All of Sections 230, 231, 232, 233, 248, 249, 250, and 251, Block B2, H&GN RR Co. Survey, Carson and Gray Counties, Texas.

All of Sections 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, and 129, Block 7, l&GN RR Co. Survey, Carson County, Texas.

**EXHIBIT 4**  
**DESCRIPTION AND LOCATION OF QUALIFIED PROPERTY**

Grandview Wind Farm II, LLC anticipates constructing a wind-powered electric generating facility with an operating capacity of approximately 200 megawatts (the "**Grandview II Project**") located in Carson and Gray Counties, Texas, and across two (2) different school districts: Groom ISD and Grandview-Hopkins ISD. The exact number of wind turbines and the size of each turbine will vary depending upon the wind turbines selected and the megawatt generating capacity of the completed Grandview II Project. Of the turbines planned to be located within the Grandview II Project, Applicant now plans to install 70 GE 1.79-100 wind turbine models on the property within (a) the District, and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone.

Approximately 62% of the Qualified Investment/Qualified Property of the Grandview II Project is projected to be located within the boundaries of (a) the District and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone, and approximately 38% of the Qualified Investment/Qualified Property of the Grandview II Project is projected to be located within the boundaries of both (a) Grandview-Hopkins ISD and (b) the Gray County Reinvestment Zone. The additional improvements for the Grandview II Project located within the boundaries of (a) the Groom ISD and (b) either (i) the Carson County Reinvestment Zone 10 or (ii) the Gray County Reinvestment Zone, and being part of the Qualified Property and Qualified Investment subject to this Agreement 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.
- Approximately 70 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.