



Application for Appraised Value Limitation on Qualified Property

(Tax Code, Chapter 313, Subchapter B or C)

Form 50-296
(Revised May 2010)

INSTRUCTIONS: This application must be completed and filed with the school district. In order for an application to be processed, the governing body (school board) must elect to consider an application, but — by Comptroller rule — the school board may elect to consider the application only after the school district has received a completed application. Texas Tax Code, Section 313.025 requires that any completed application and any supplemental materials received by the school district must be forwarded within seven days to the Comptroller of Public Accounts.

If the school board elects to consider the application, the school district must:

- notify the Comptroller that the school board has elected to consider the application.
This notice must include:
 - the date on which the school district received the application;
 - the date the school district determined that the application was complete;
 - the date the school board decided to consider the application; and
 - a request that the comptroller prepare an economic impact analysis of the application;
- provide a copy of the notice to the appraisal district;
- must complete the sections of the application reserved for the school district and provide information required in the Comptroller rules located at 34 Texas Administrative Code (TAC) Section 9.1054; and
- forward the original completed application to the Comptroller in a three-ring binder with tabs separating each section of the documents, in addition to an electronic copy on CD. See 34 TAC Chapter 9, Subchapter F.

The governing body may, at its discretion, allow the applicant to supplement or amend the application after the filing date, subject to the restrictions in 34 TAC Chapter 9, Subchapter F.

When the Comptroller receives the notice and required information from the school district, the Comptroller will publish all submitted application materials on its Web site. The Comptroller is authorized to treat some application information as confidential and withhold it from publication on the Internet. To do so, however, the information must be segregated and comply with the other requirements set out in the Comptroller rules as explained in the Confidentiality Notice below.

The Comptroller will independently determine whether the application has been completed according to the Comptroller's rules (34 TAC Chapter 9, Subchapter F). If the Comptroller finds the application is not complete, the Comptroller will request additional materials from the school district. When the Comptroller determines that the application is complete, it will send the school district a notice indicating so. The Comptroller will determine the eligibility of the project, make a recommendation to the school board regarding the application and prepare an economic impact evaluation by the 90th day after the Comptroller receives a complete application—as determined by the Comptroller.

The school board must approve or disapprove the application before the 151st day after the application review start date (the date the application is finally determined to be complete), unless an extension is granted. The Comptroller and school district are authorized to request additional information from the applicant that is reasonably necessary to complete the recommendation, economic impact evaluation or consider the application at any time during the application review period.

Please visit the Comptroller's Web site to find out more about the program at <http://www.window.state.tx.us/taxinfo/proptax/hb1200/index.html>. There are links on this Web page to the Chapter 313 statute, rules and forms. Information about minimum limitation values for particular districts and wage standards may also be found at that site.

SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION

Authorized School District Representative		Date application received by district
First Name Orville L.	Last Name Ballard	
Title Administrator		
School District Name Kenedy County Wide CSD		
Street Address 300 E La Parra Street		
Mailing Address 300 E La Parra Street		
City Sarita	State TX	ZIP 78385
Phone Number 361-294-5381	Fax Number 361-294-5718	
Mobile Number (optional)	E-mail Address o_ballard@yahoo.com	

I authorize the consultant to provide and obtain information related to this application..... Yes No

Will consultant be primary contact? Yes No



SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized School District Consultant (If Applicable)

First Name George E.		Last Name Grimes	
Title Attorney			
Firm Name Walsh, Anderson, Brown, Gallegos and Green, P.C.			
Street Address One International Centre, 100 N.E. Loop 410, Suite 900, San Antonio, TX 78216			
Mailing Address P.O. Box 460606			
City San Antonio		State TX	ZIP 78246-0606
Phone Number 210-979-6633		Fax Number 210-979-7024	
Mobile Number (Optional)		E-mail Address ggrimes@sa.wabsa.com	

I am the authorized representative for the school district to which this application is being submitted. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code.

Signature (Authorized School District Representative)	Date
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Has the district determined this application complete? Yes No

If yes, date determined complete. _____

Have you completed the school finance documents required by TAC 9.1054(c)(3)? Yes No

SCHOOL DISTRICT CHECKLIST AND REQUESTED ATTACHMENTS

	Checklist	Page X of 16	Check Completed
1	Date application received by the ISD	1 of 16	✓
2	Certification page signed and dated by authorized school district representative	2 of 16	✓
3	Date application deemed complete by ISD	2 of 16	✓
4	Certification pages signed and dated by applicant or authorized business representative of applicant	4 of 16	✓
5	Completed company checklist	12 of 16	✓
6	School finance documents described in TAC 9.1054(c)(3) (Due within 20 days of district providing notice of completed application)	2 of 16	

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION

Authorized Business Representative (Applicant)

First Name Rany		Last Name Raviv	
Title Vice President, Business Development and M&A			
Organization Iberdrola Renewables			
Street Address 1125 NW Couch Suite 700			
Mailing Address 1125 NW Couch Suite 700			
City Portland		State OR	ZIP 97209
Phone Number 503-796-7117		Fax Number 503-796-6907	
Mobile Number (optional)		Business e-mail Address rraviv@iberdolaren.com	

Will a company official other than the authorized business representative be responsible for responding to future information requests? Yes No

If yes, please fill out contact information for that person.

First Name Thomas		Last Name Russell	
Title Property Tax Consultant			
Organization Iberdrola Renewables - Tax Department			
Street Address 1125 NW Couch Street, Suite 700			
Mailing Address 1125 NW Couch Street, Suite 700			
City Portland		State OR	ZIP 97209
Phone Number 503-796-6955		Fax Number 503-241-3224	
Mobile Number (optional)		E-mail Address thomas.russell@iberdrolaren.com	

I authorize the consultant to provide and obtain information related to this application.. Yes No

Will consultant be primary contact? Yes No



APPLICANT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized Company Consultant (If Applicable)

First Name D. Dale		Last Name Cummings	
Title Partner			
Firm Name Cummings Westlake LLC			
Street Address 12837 Louetta Rd, Suite 201			
Mailing Address 12837 Louetta Rd, Suite 201			
City Cypress		State TX	ZIP 77429
Phone Number 713-266-4456 x1		Fax Number 713-266-2333	
Business email Address dcummings@cwlp.net			

I am the authorized representative for the business entity for the purpose of filing this application. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code. The information contained in this application is true and correct to the best of my knowledge and belief.

I hereby certify and affirm that the business entity I represent is in good standing under the laws of the state in which the business entity was organized and that no delinquent taxes are owed to the State of Texas.

Signature (Authorized Business Representative (Applicant))

Rany Raviv
Authorized Representative

Date

9/22/2011

GIVEN under my hand and seal of office this 22 day of SEPTEMBER, 2011



(Notary Seal)

[Handwritten Signature]
Notary Public, State of OREGON

My commission expires 7/22/2014

If you make a false statement on this application, you could be found guilty of a Class A misdemeanor or a state jail felony under Texas Penal Code § 37.10.

FEES AND PAYMENTS

Enclosed is proof of application fee paid to the school district.

For the purpose of this question, "payments to the school district" include any and all payments or transfers of things of value made to the school district or to any person or persons in any form if such payment or transfer of thing of value being provided is in recognition of, anticipation of, or consideration for the agreement for limitation on appraised value.

Please answer only either A OR B:

A. Will any "payments to the school district" that you may make in order to receive a property tax value limitation agreement result in payments that are not in compliance with Tax Code, 313.027(i)? Yes No

B. If "payments to the school district" will only be determined by a formula or methodology without a specific amount being specified, could such method result in "payments to the school district" that are not in compliance with Tax Code §313.027(i)? Yes No

BUSINESS APPLICANT INFORMATION

Legal Name under which application is made

Heartland Wind LLC

Texas Taxpayer I.D. Number of entity subject to Tax Code, Chapter 171 (11 digits)

14216147711

NAICS code

221119

Is the applicant a party to any other Chapter 313 agreements? Yes No

If yes, please list name of school district and year of agreement.

Kenedy County Wide CSD - 2008

APPLICANT BUSINESS STRUCTURE

Registered to do business in Texas with the Texas Secretary of State? Yes No

Identify business organization of applicant (corporation, limited liability corporation, etc.)

Limited liability corporation

1. Is the applicant a combined group, or comprised of members of a combined group, as defined by Texas Tax Code Chapter 171.0001(7)? Yes No
If so, please attach documentation of the combined group membership and contact information.

2. Is the applicant current on all tax payments due to the State of Texas? Yes No

3. Are all applicant members of the combined group current on all tax payments due to the State of Texas? NA Yes No

If the answer to either question is no, please explain and/or disclose any history of default, delinquencies and/or any material litigation, including litigation involving the State of Texas. (Use attachment if necessary.)



ELIGIBILITY UNDER TAX CODE CHAPTER 313.024

- Are you an entity to which Tax Code, Chapter 171 applies?
The property will be used as an integral part, or as a necessary auxiliary part, in one of the following activities:
(1) manufacturing
(2) research and development
(3) a clean coal project, as defined by Section 5.001, Water Code
(4) an advanced clean energy project, as defined by Section 382.003, Health and Safety Code
(5) renewable energy electric generation
(6) electric power generation using integrated gasification combined cycle technology
(7) nuclear electric power generation
(8) a computer center that is used as an integral part or as a necessary auxiliary part for the activity conducted by applicant in one or more activities described by Subdivisions (1) through (7)
Are you requesting that any of the land be classified as qualified investment?
Will any of the proposed qualified investment be leased under a capitalized lease?
Will any of the proposed qualified investment be leased under an operating lease?
Are you including property that is owned by a person other than the applicant?
Will any property be pooled or proposed to be pooled with property owned by the applicant in determining the amount of your qualified investment?

PROJECT DESCRIPTION

Provide a detailed description of the scope of the proposed project, including, at a minimum, the type and planned use of real and tangible personal property, the nature of the business, a timeline for property construction or installation, and any other relevant information. (Use attachments as necessary)

See Attachment # 4

Describe the ability of your company to locate or relocate in another state or another region of the state.

See Attachment # 4A

PROJECT CHARACTERISTICS (CHECK ALL THAT APPLY)

- New Jobs, Construct New Facility, New Business / Start-up, Expand Existing Facility, Relocation from Out-of-State, Expansion, Purchase Machinery & Equipment, Consolidation, Relocation within Texas

PROJECTED TIMELINE

Begin Construction December 2011, Begin Hiring New Employees March 2012, Construction Complete December 2012, Fully Operational December 2012, Purchase Machinery & Equipment February 2012

Do you propose to construct a new building or to erect or affix a new improvement after your application review start date (date your application is finally determined to be complete)?

When do you anticipate the new buildings or improvements will be placed in service? December 2012

ECONOMIC INCENTIVES

Identify state programs the project will apply for:

State Source	Amount
Not applicable	
Total	

Will other incentives be offered by local units of government? Yes No

Please use the following box for additional details regarding incentives. (Use attachments if necessary.)

THE PROPERTY

Identify county or counties in which the proposed project will be located Kenedy

Central Appraisal District (CAD) that will be responsible for appraising the property Kenedy

Will this CAD be acting on behalf of another CAD to appraise this property? Yes No

List all taxing entities that have jurisdiction for the property and the portion of project within each entity

County: Kenedy - 100% City: n/a
(Name and percent of project) (Name and percent of project)

Hospital District: n/a Water District: Kenedy County Groundwater Conservation District (100%)
(Name and percent of project) (Name and percent of project)

Other (describe): Kenedy County ESD #1 (100%) Other (describe): n/a
(Name and percent of project) (Name and percent of project)

Is the project located entirely within this ISD? Yes No

If not, please provide additional information on the project scope and size to assist in the economic analysis.



INVESTMENT

NOTE: The minimum amount of qualified investment required to qualify for an appraised value limitation and the minimum amount of appraised value limitation vary depending on whether the school district is classified as rural, and the taxable value of the property within the school district. For assistance in determining estimates of these minimums, access the Comptroller's Web site at www.window.state.tx.us/taxinfo/proptax/hb1200/values.html.

At the time of application, what is the estimated minimum qualified investment required for this school district? \$30,000,000

What is the amount of appraised value limitation for which you are applying? \$30,000,000

What is your total estimated qualified investment? \$249,253,200

NOTE: See 313.021(1) for full definition. Generally, Qualified Investment is the sum of the investment in tangible personal property and buildings and new improvements made between beginning of the qualifying time period (date of application final approval by the school district) and the end of the second complete tax year.

What is the anticipated date of application approval? December 31, 2011

What is the anticipated date of the beginning of the qualifying time period? December 31, 2011

What is the total estimated investment for this project for the period from the time of application submission to the end of the limitation period? 250,003,200

Describe the qualified investment.[See 313.021(1).]

Attach the following items to this application:

- (1) a specific and detailed description of the qualified investment you propose to make on the property for which you are requesting an appraised value limitation as defined by Tax Code §313.021,
(2) a description of any new buildings, proposed improvements or personal property which you intend to include as part of your minimum qualified investment and
(3) a map of the qualified investment showing location of new buildings or new improvements with vicinity map.

Do you intend to make at least the minimum qualified investment required by Tax Code §313.023 (or 313.053 for rural school districts) for the relevant school district category during the qualifying time period? [X] Yes [] No

Except for new equipment described in Tax Code §151.318(q) or (q-1), is the proposed tangible personal property to be placed in service for the first time:

- (1) in or on the new building or other new improvement for which you are applying? [X] Yes [] No
(2) if not in or on the new building or other new improvement for which you are applying for an appraised value limitation, is the personal property necessary and ancillary to the business conducted in the new building or other new improvement? [X] Yes [] No
(3) on the same parcel of land as the building for which you are applying for an appraised value limitation? [X] Yes [] No

("First placed in service" means the first use of the property by the taxpayer.)

Will the investment in real or personal property you propose be counted toward the minimum qualified investment required by Tax Code §313.023, (or 313.053 for rural school districts) be first placed in service in this state during the applicable qualifying time period? [X] Yes [] No

Does the investment in tangible personal property meet the requirements of Tax Code §313.021(1)? [X] Yes [] No

If the proposed investment includes a building or a permanent, non-removable component of a building, does it house tangible personal property? [X] Yes [] No

QUALIFIED PROPERTY

Describe the qualified property. [See 313.021(2)] (If qualified investment describes qualified property exactly you may skip items (1), (2) and (3) below.)

Attach the following items to this application:

- (1) a specific and detailed description of the qualified property for which you are requesting an appraised value limitation as defined by Tax Code §313.021,
(2) a description of any new buildings, proposed improvements or personal property which you intend to include as part of your qualified property and
(3) a map of the qualified property showing location of new buildings or new improvements – with vicinity map.

Land

Is the land on which you propose new construction or improvements currently located in an area designated as a reinvestment zone under Tax Code Chapter 311 or 312 or as an enterprise zone under Government Code Chapter 2303? [X] Yes [] No

If you answered "no" to the question above, what is the anticipated date on which you will submit proof of a reinvestment zone with boundaries encompassing the land on which you propose new construction or improvements? n/a

Will the applicant own the land by the date of agreement execution? [] Yes [X] No

Will the project be on leased land? [X] Yes [] No

QUALIFIED PROPERTY (CONTINUED)

If the land upon which the new building or new improvement is to be built is part of the qualified property described by §313.021(2)(A), please attach complete documentation, including:

1. Legal description of the land
2. Each existing appraisal parcel number of the land on which the improvements will be constructed, regardless of whether or not all of the land described in the current parcel will become qualified property
3. Owner
4. The current taxable value of the land. Attach estimate if land is part of larger parcel.
5. A detailed map (with a vicinity map) showing the location of the land

Attach a map of the reinvestment zone boundaries, certified to be accurate by either the governmental entity creating the zone, the local appraisal district, or a licensed surveyor. (With vicinity map)

Attach the order, resolution or ordinance establishing the zone, and the guidelines and criteria for creating the zone, if applicable.

Miscellaneous

Is the proposed project a building or new improvement to an existing facility? Yes No

Attach a description of any existing improvements and include existing appraisal district account numbers.

List current market value of existing property at site as of most recent tax year. \$341,208,510 2011
(Market Value) (Tax Year)

Is any of the existing property subject to a value limitation agreement under Tax Code 313? Yes No

Will all of the property for which you are requesting an appraised value limitation be free of a tax abatement agreement entered into by a school district for the duration of the limitation? Yes No

WAGE AND EMPLOYMENT INFORMATION

What is the estimated number of permanent jobs (more than 1,600 hours a year), with the applicant or a contractor of the applicant, on the proposed qualified property during the last complete quarter before the application review start date (date your application is finally determined to be complete)? None

The last complete calendar quarter before application review start date is the:

First Quarter Second Quarter Third Quarter Fourth Quarter of 2011
(year)

What were the number of permanent jobs (more than 1,600 hours a year) this applicant had in Texas during the most recent quarter reported to the TWC?
None

Note: For job definitions see TAC §9.1051(14) and Tax Code 313.021(3). If the applicant intends to apply a definition for "new job" other than TAC §9.1051(14)(C), then please provide the definition of "new job" as used in this application. Not applicable

Total number of new jobs that will have been created when fully operational 6

Do you plan to create at least 25 new jobs (at least 10 new jobs for rural school districts) on the land and in connection with the new building or other improvement? Yes No

Do you intend to request that the governing body waive the minimum new job creation requirement, as provided under Tax Code §313.025(f-1)? Yes No

If you answered "yes" to the question above, attach evidence documenting that the new job creation requirement above exceeds the number of employees necessary for the operation, according to industry standards. **Note: Even if a minimum new job waiver is provided, 80% of all new jobs must be qualifying jobs pursuant to Texas Tax Code, §313.024(d).**

What is the maximum number of qualifying jobs meeting all criteria of §313.021(3) you are committing to create? 6

If this project creates more than 1,000 new jobs, the minimum required wage for this project is 110% of the average county weekly wage for all jobs as described by 313.021(3)(E)(ii).

If this project creates less than 1,000 new jobs, does this district have territory in a county that meets the demographic characteristics of 313.051(2)? (see table of information showing this district characteristic at <http://www.window.state.tx.us/taxinfo/proptax/hb1200/values.html>)

If yes, the applicant must meet wage standard described in 313.051(b) (110% of the regional average weekly wage for manufacturing)

If no, the applicant shall designate one of the wage standards set out in §§313.021(5)(A) or 313.021(5)(B).



WAGE AND EMPLOYMENT INFORMATION (CONTINUED)

For the following three wage calculations please include on an attachment the four most recent quarters of data for each wage calculation. Show the average and the 110% calculation. Include documentation from TWC Web site. The final actual statutory minimum annual wage requirement for the applicant for each qualifying job — which may differ slightly from this estimate — will be based on information from the four quarterly periods for which data were available at the time of the application review start date (date of a completed application). See TAC §9.1051(7).

110% of the county average weekly wage for all jobs (all industries) in the county is \$1,106

110% of the county average weekly wage for manufacturing jobs in the county is No TWC data exists for manufacturing jobs in Kenedy County

110% of the county average weekly wage for manufacturing jobs in the region is \$948

Please identify which Tax Code section you are using to estimate the wage standard required for this project:

§313.021(5)(A) or §313.021(5)(B) or §313.021(3)(E)(ii), or §313.051(b)?

What is the estimated minimum required annual wage for each qualifying job based on the qualified property? \$49,304

What is the estimated minimum required annual wage you are committing to pay for each of the qualifying jobs you create on the qualified property? \$49,304

Will 80% of all new jobs created by the owner be qualifying jobs as defined by 313.021(3)? Yes No

Will each qualifying job require at least 1,600 of work a year? Yes No

Will any of the qualifying jobs be jobs transferred from one area of the state to another? Yes No

Will any of the qualifying jobs be retained jobs? Yes No

Will any of the qualifying jobs be created to replace a previous employee? Yes No

Will any required qualifying jobs be filled by employees of contractors? Yes No

If yes, what percent? To be determined

Does the applicant or contractor of the applicant offer to pay at least 80% of the employee's health insurance premium for each qualifying job? Yes No

Describe each type of benefits to be offered to qualifying jobholders. (Use attachments as necessary.)

See Attachment 15

ECONOMIC IMPACT

Is an Economic Impact Analysis attached (If supplied by other than the Comptroller's office)? Yes No

Is Schedule A completed and signed for all years and attached? Yes No

Is Schedule B completed and signed for all years and attached? Yes No

Is Schedule C (Application) completed and signed for all years and attached? Yes No

Is Schedule D completed and signed for all years and attached? Yes No

Note: Excel spreadsheet versions of schedules are available for download and printing at URL listed below.

If there are any other payments made in the state or economic information that you believe should be included in the economic analysis, please attach a separate schedule showing the amount for each year affected, including an explanation.

CONFIDENTIALITY NOTICE

Property Tax Limitation Agreement Applications
Texas Government Code Chapter 313
Confidential Information Submitted to the Comptroller

Generally, an application for property tax value limitation, the information provided therein, and documents submitted in support thereof, are considered public information subject to release under the Texas Public Information Act.

There is an exception, outlined below, by which information will be withheld from disclosure.

The Comptroller's office will withhold information from public release if:

- 1) it describes the specific processes or business activities to be conducted or the specific tangible personal property to be located on real property covered by the application;
- 2) the information has been segregated in the application from other information in the application; and
- 3) the party requesting confidentiality provides the Comptroller's office a list of the documents for which confidentiality is sought and for each document lists the specific reasons, including any relevant legal authority, stating why the material is believed to be confidential.

All applications and parts of applications which are not segregated and marked as confidential as outlined above will be considered public information and will be posted on the internet.

Such information properly identified as confidential will be withheld from public release unless and until the governing body of the school district acts on the application, or we are directed to do so by a ruling from the Attorney General.

Other information in the custody of a school district or the comptroller submitted in connection with the application, including information related to the economic impact of a project or the essential elements of eligibility under Texas Tax Code, Chapter 313, such as

the nature and amount of the projected investment, employment, wages, and benefits, will not be considered confidential business information and will be posted on the internet.

All documents submitted to the Comptroller, as well as all information in the application once the school district acts thereon, are subject to public release unless specific parts of the application or documents submitted with the application are identified as confidential. Any person seeking to limit disclosure of such submitted records is advised to consult with their legal counsel regarding disclosure issues and also to take the appropriate precautions to safeguard copyrighted material, trade secrets, or any other proprietary information. The Comptroller assumes no obligation or responsibility relating to the disclosure or nondisclosure of information submitted by respondents. A person seeking to limit disclosure of information must submit in writing specific detailed reasons, including any relevant legal authority, stating why that person believes the material to be confidential.

The following outlines how the Comptroller's office will handle requests for information submitted under the Texas Public Information Act for application portions and submitted records appropriately identified as confidential.

- This office shall forward the request for records and a copy of the documents at issue to the Texas Attorney General's office for an opinion on whether such information may be withheld from disclosure under the Texas Public Information Act.
- The Comptroller will notify the person who submitted the application/documents when the information is forwarded to the Attorney General's office.
- Please be aware that this Office is obligated to comply with an Attorney General's decision, including release of information ruled public even if it was marked confidential.



COMPANY CHECKLIST AND REQUESTED ATTACHMENTS

	Checklist	Page X of 16	Check Completed
1	Certification pages signed and dated by Authorized Business Representative (applicant)	4 of 16	✓
2	Proof of Payment of Application Fee (Attachment)	5 of 16	✓
3	For applicant members, documentation of Combined Group membership under Texas Tax Code 171.0001(7) (if Applicable) (Attachment)	5 of 16	✓
4	Detailed description of the project	6 of 16	✓
5	If project is located in more than one district, name other districts and list percentage in each district (Attachment)	7 of 16	✓
6	Description of Qualified Investment (Attachment)	8 of 16	✓
7	Map of qualified investment showing location of new buildings or new improvements with vicinity map.	8 of 16	✓
8	Description of Qualified Property (Attachment)	8 of 16	✓
9	Map of qualified property showing location of new buildings or new improvements with vicinity map	8 of 16	✓
10	Description of Land (Attachment)	9 of 16	✓
11	A detailed map showing location of the land with vicinity map.	9 of 16	✓
12	A description of all existing (if any) improvements (Attachment)	9 of 16	✓
13	Request for Waiver of Job Creation Requirement (if applicable) (Attachment)	9 of 16	✓
14	Calculation of three possible wage requirements with TWC documentation. (Attachment)	10 of 16	✓
15	Description of Benefits	10 of 16	✓
16	Economic Impact (if applicable)	10 of 16	✓
17	Schedule A completed and signed	13 of 16	✓
18	Schedule B completed and signed	14 of 16	✓
19	Schedule C (Application) completed and signed	15 of 16	✓
20	Schedule D completed and signed	16 of 16	✓
21	Map of Reinvestment Zone (Attachment) (Showing the actual or proposed boundaries and size, Certified to be accurate by either the government entity creating the zone, the local appraisal district, or a licensed surveyor, with vicinity map)*	9 of 16	✓
22	Order, Resolution, or Ordinance Establishing the Zone (Attachment)*	9 of 16	✓
23	Legal Description of Reinvestment Zone (Attachment)*	9 of 16	✓
24	Guidelines and Criteria for Reinvestment Zone(Attachment)*	9 of 16	✓

*To be submitted with application or before date of final application approval by school board.

ATTACHMENT 1

See application

ATTACHMENT 2

Copy of check attached.

Proof of payment of filing fee received by the
Comptroller of Public Accounts per TAC Rule
§9.1054 (b)(5)

*(Page Inserted by Office of Texas Comptroller of Public
Accounts)*

ATTACHMENT 3

Heartland Wind LLC is part of a combined group for franchise tax reporting purposes. Documentation of combined group membership is attached.

TEXAS FRANCHISE TAX AFFILIATE SCHEDULE

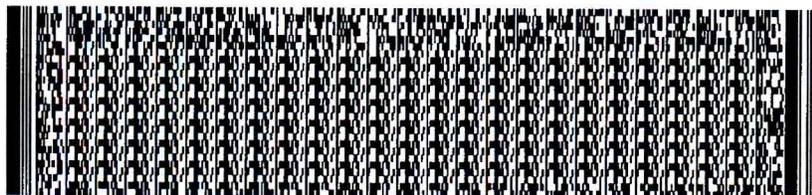
Reporting entity taxpayer number 931224155	Report year 2011	Reporting entity taxpayer name Iberdrola Renewables Holdings, Inc. & Subs
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Reporting entity must be included on Affiliate Schedule.

1. Legal name of affiliate Heartland Wind LLC		2. Affiliate taxpayer number (if none, use FEI number) 421614771		3. Affiliate NAICS code 221119	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input type="checkbox"/>	6. Affiliate reporting begin date m m d d 010110		7. Affiliate reporting end date m m d d 123110	
8. Gross receipts subject to throwback in other states (before eliminations) 0.00			9. Gross receipts everywhere (before eliminations) 0.00		
10. Gross receipts in Texas (before eliminations) 0.00			11. Cost of goods sold or compensation (before eliminations) 0.00		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		
1. Legal name of affiliate Houck Mountain Wind, LLC		2. Affiliate taxpayer number (if none, use FEI number) 061819655		3. Affiliate NAICS code 221119	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d 010110		7. Affiliate reporting end date m m d d 123110	
8. Gross receipts subject to throwback in other states (before eliminations) 0.00			9. Gross receipts everywhere (before eliminations) 0.00		
10. Gross receipts in Texas (before eliminations) 0.00			11. Cost of goods sold or compensation (before eliminations) 0.00		
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		
1. Legal name of affiliate Iberdrola Canada Energy Services Ltd.		2. Affiliate taxpayer number (if none, use FEI number) 000000000		3. Affiliate NAICS code 221119	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d 010110		7. Affiliate reporting end date m m d d 123110	
8. Gross receipts subject to throwback in other states (before eliminations) 0.00			9. Gross receipts everywhere (before eliminations) 0.00		
10. Gross receipts in Texas (before eliminations) 0.00			11. Cost of goods sold or compensation (before eliminations) 0.00		
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

An information report (Form 05-102 or Form 05-167) must be filed for each affiliate that is organized in Texas or that has a physical presence in Texas.

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	FM	<input type="checkbox"/>
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Taxable Entity Search Results

Franchise Tax Certification of Account Status

This Certification Not Sufficient for Filings with Secretary of State

Do **not** include a certificate from this Web site as part of a filing with the Secretary of State for dissolution, merger, withdrawal, or conversion. The Secretary of State will reject a filing that uses the certification from this site.

To obtain a certificate that is sufficient for dissolution, merger, or conversion, see Publication 98-336d, Requirements to Dissolve, Merge or Convert a Texas Entity.

Certification of Account Status
Officers And Directors Information

Entity Information:

HEARTLAND WIND LLC
1125 NW COUCH ST STE 700
PORTLAND, OR 97209-4129

Status:

**IN GOOD STANDING NOT FOR
DISSOLUTION OR WITHDRAWAL
through November 15, 2011**

Registered Agent:

C T CORPORATION SYSTEM
350 N. ST. PAUL ST. STE. 2900
DALLAS, TX 75201

Registered Agent Resignation Date:

State of Formation:

OR

File Number:

0800291621

SOS Registration Date:

January 13, 2004

Taxpayer Number:

14216147711

[texas.gov](#) | [Statewide Search from the Texas State Library](#) | [State Link Policy](#) | [Texas Homeland Security](#)

Susan Combs, Texas Comptroller • [Window on State Government](#) • [Contact Us](#)
[Privacy and Security Policy](#) | [Accessibility Policy](#) | [Link Policy](#) | [Public Information Act](#) | [Compact with Texans](#)

ATTACHMENT 4

Heartland Wind LLC plans to construct a 201.6 MW wind farm in Kenedy County. 84 wind turbines will be located in Kenedy County and Kenedy County Wide CSD. The project plans to use 2.4 MW turbines manufactured by Mitsubishi although final turbine selection may change.

This application covers qualified property necessary for the commercial operations of the wind farm. Qualified property includes, but is not limited to, turbines, towers, electrical interconnections, electrical substations, transmission lines, met towers, foundations, operations buildings, spare parts, and control systems necessary for commercial generation of electricity.

ATTACHMENT 4A

Heartland Wind LLC has the ability to locate a wind farm in numerous locations in the United States.

ATTACHMENT 5

The project is located in the following taxing jurisdictions:

- Kenedy County (100%)
- Kenedy County Wide Common School District (100%)
- Kenedy County Groundwater Conservation District (100%)
- Kenedy County ESD #1 (100%)

ATTACHMENT 6

Heartland Wind LLC plans to construct a 201.6 MW wind farm in Kenedy County. 84 wind turbines will be located in Kenedy County and Kenedy County Wide CSD. The project plans to use 2.4 MW turbines manufactured by Mitsubishi although final turbine selection may change.

This application covers qualified property necessary for the commercial operations of the wind farm. Qualified property includes, but is not limited to, turbines, towers, electrical interconnections, electrical substations, transmission lines, met towers, foundations, operations buildings, spare parts, and control systems necessary for commercial generation of electricity.

ATTACHMENT 7

See attached maps (Kenedy reinvestment zone, vicinity map, Kenedy County Wide CSD map)

Reinvestment Zone

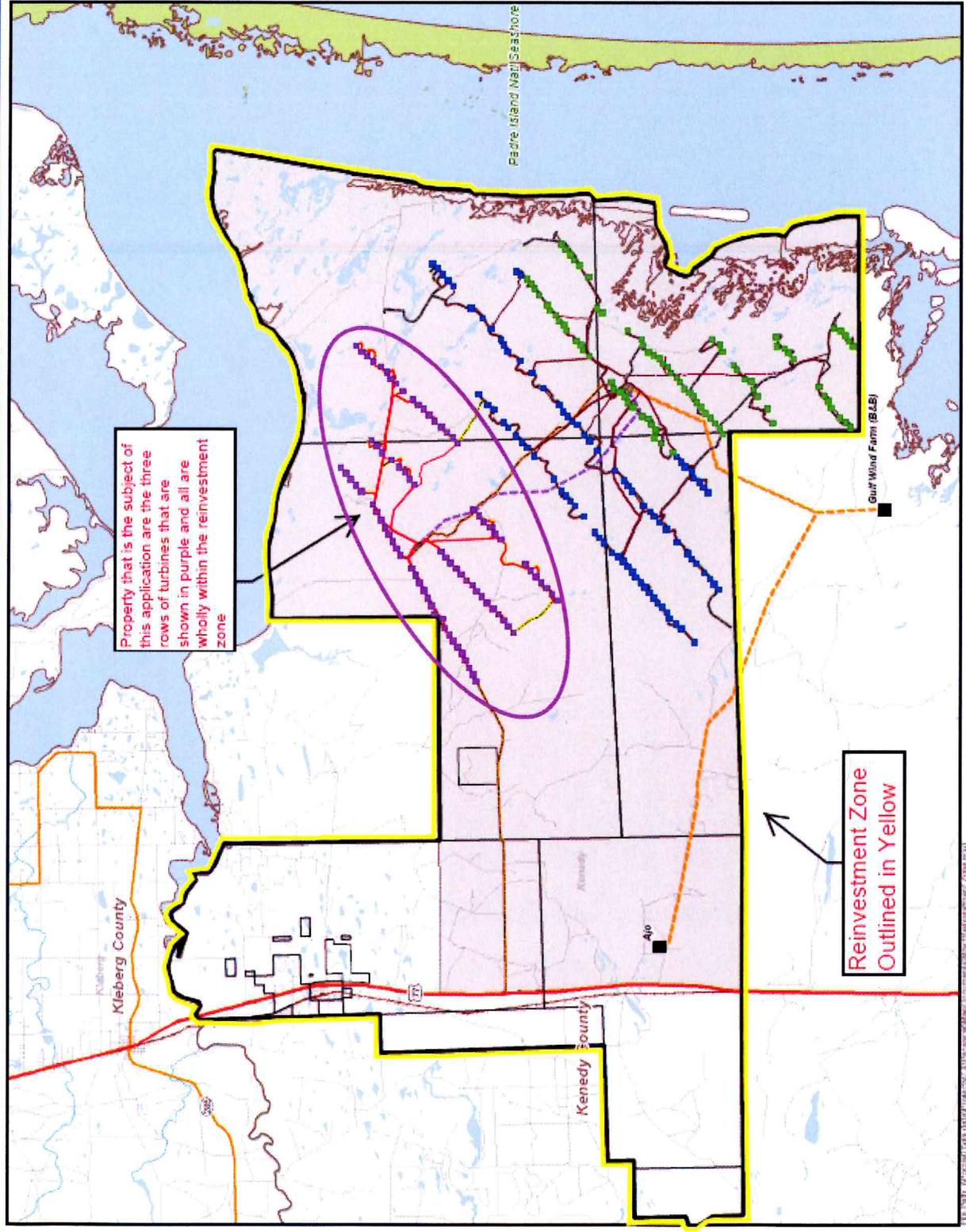
Penascal Wind Project
Kennedy County, TX

Legend

- Turbine Locations - Penascal I
- Turbine Locations - Penascal II
- Proposed Turbine Locations - Penascal III
- Proposed Road Maintenance
- Proposed Road Improvement
- Proposed New Access Road
- Project Access Road
- Proposed Underground 34.5-kV Collector
- As-built Underground 34.5-kV Collector
- As-built Overhead 34.5-kV Collector
- Proposed Transmission Line
- Project Transmission Line
- Proposed Substation
- Proposed O&M Facility
- Project Substation
- Project O&M Facility
- Other Substation
- Tax Lots
- Reinvestment Zone
- Kennedy Ranch
- County Line

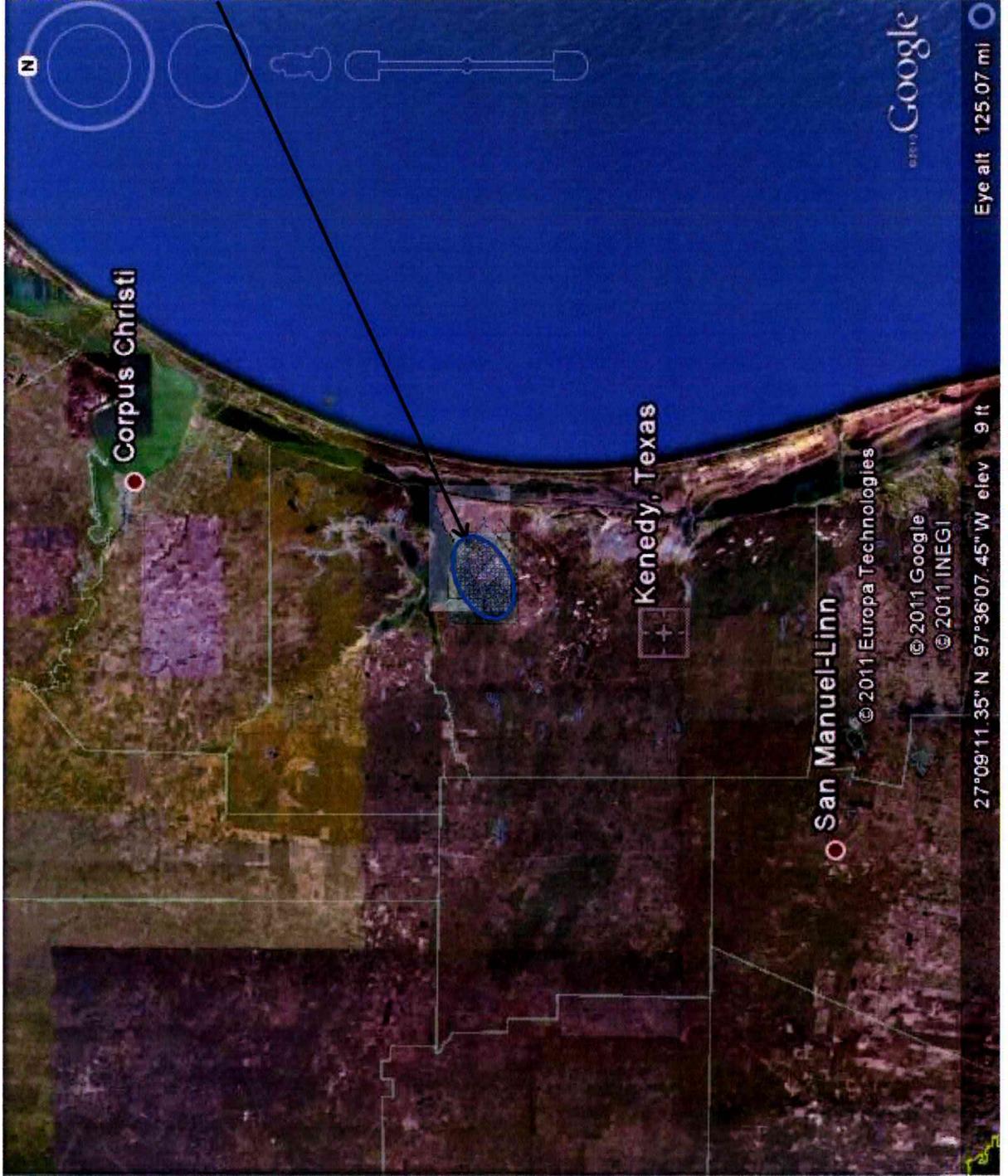


Date: 1/12/2011



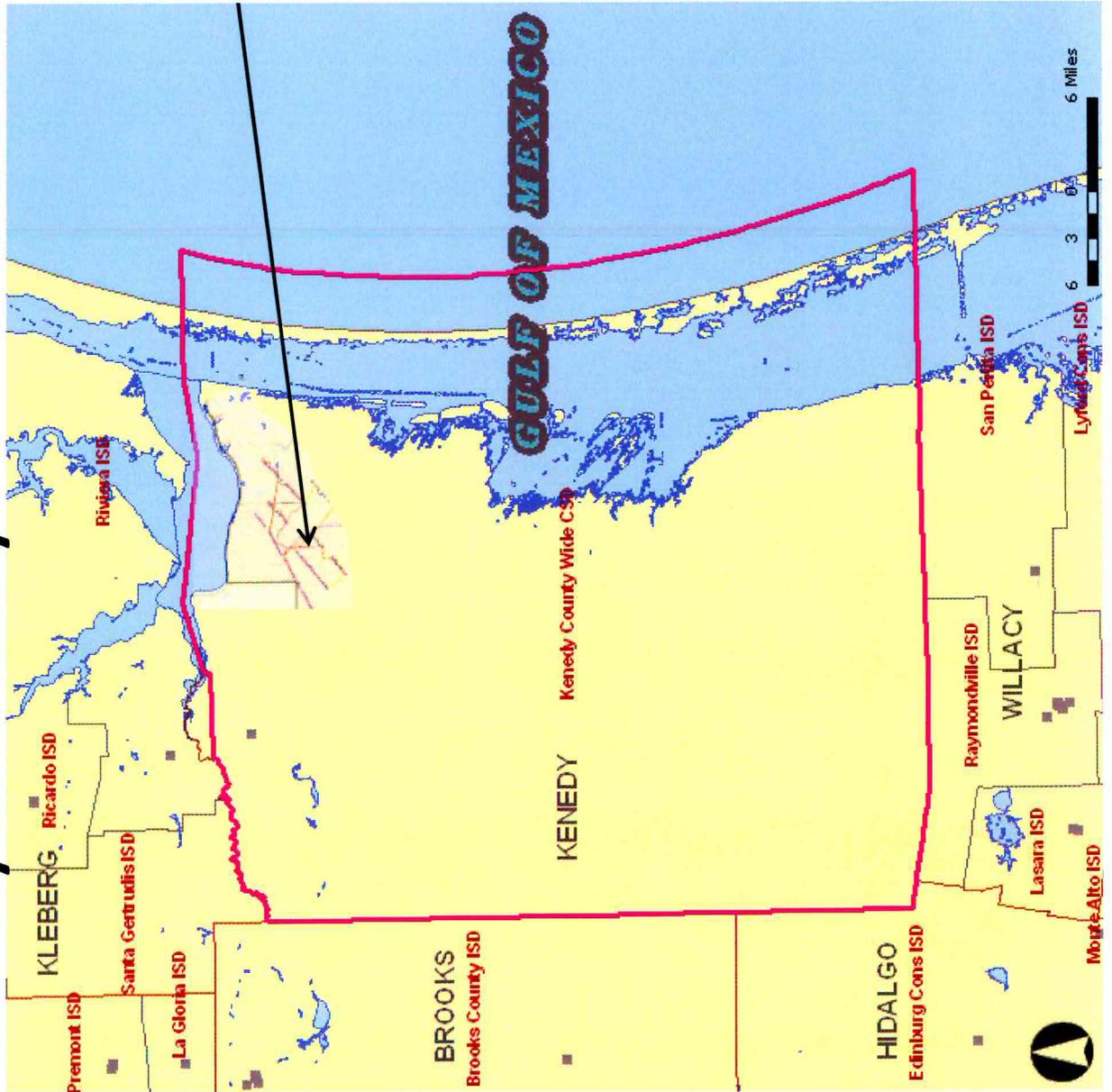
\\fs111\p\og\gdr\gdr\data\project\2011\mca\mca\document\mca\reinvestment_zone.dwg

Vicinity Map



Project Area

Kenedy County Wide CSD Map



ATTACHMENT 8

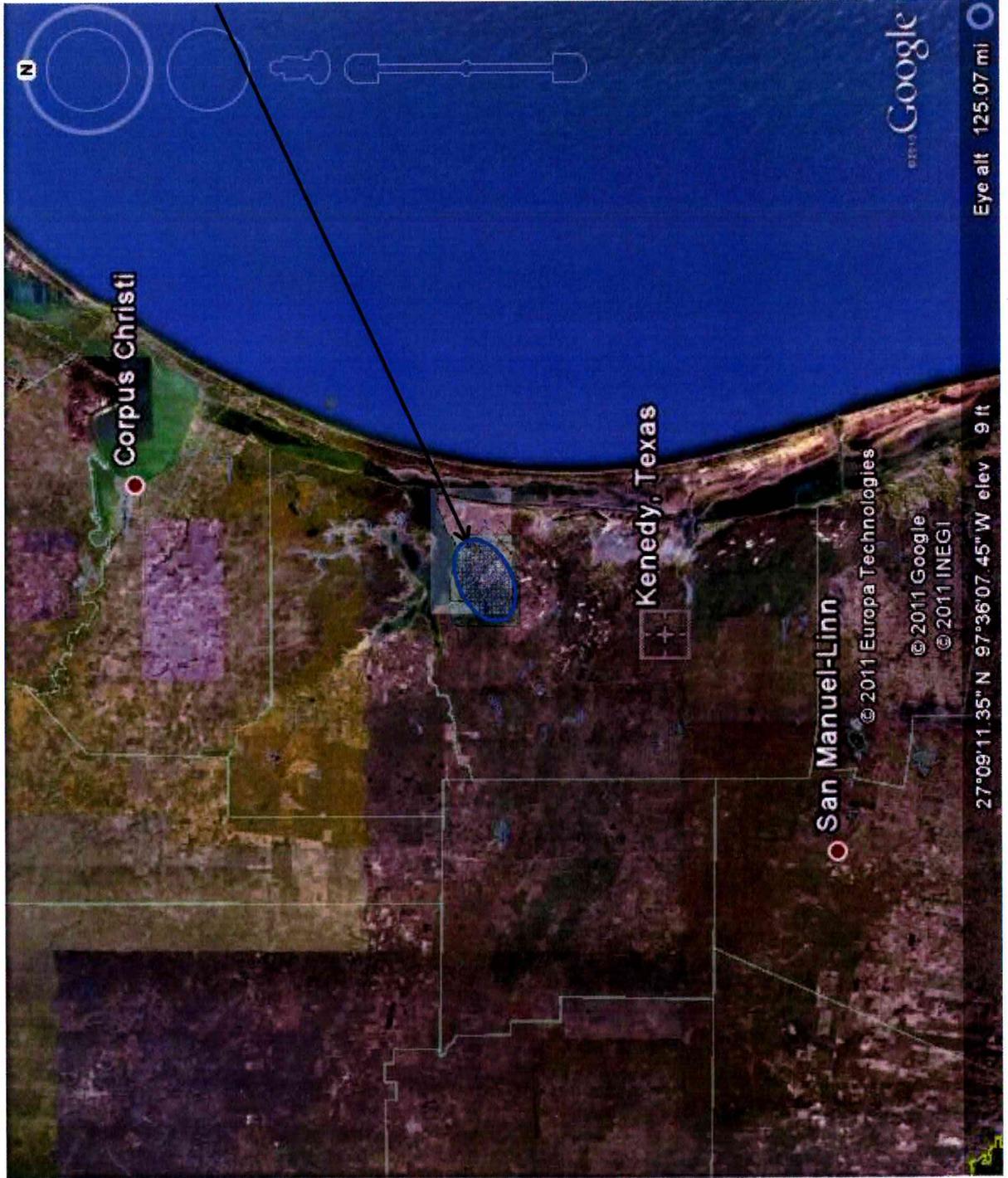
Heartland Wind LLC plans to construct a 201.6 MW wind farm in Kenedy County. 84 wind turbines will be located in Kenedy County and Kenedy County Wide CSD. The project plans to use 2.4 MW turbines manufactured by Mitsubishi although final turbine selection may change.

This application covers qualified property necessary for the commercial operations of the wind farm. Qualified property includes, but is not limited to, turbines, towers, electrical interconnections, electrical substations, transmission lines, met towers, foundations, operations buildings, spare parts, and control systems necessary for commercial generation of electricity.

ATTACHMENT 9

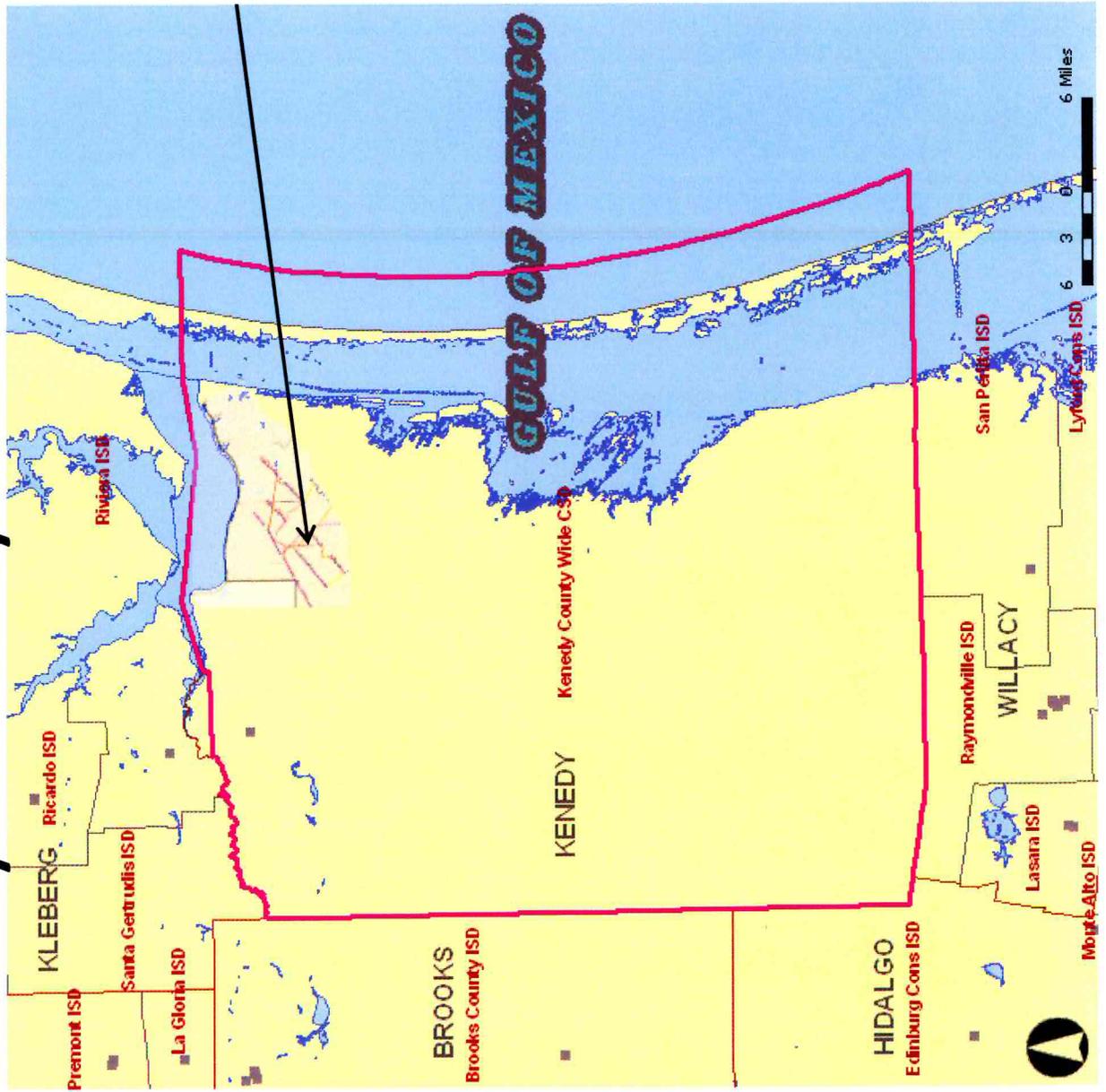
See attached maps (Kenedy reinvestment zone, vicinity map, Kenedy County Wide CSD map)

Vicinity Map



Project Area

Kenedy County Wide CSD Map



Project Area

ATTACHMENT 10

The legal description of the reinvestment zone is attached. The project will be on leased land. As such, the land will not be considered part of qualified property. Land account numbers, owner names, appraisal district account numbers, and taxable values are not applicable.

Heartland Wind LLC

Tracts with Reinvestment Zone (see exhibit of map):

1) All the below listed tracts of land* owned by John G. Kenedy, Jr. Charitable Trust but only those lands of these tracts that are: east of the eastern edge of US HWY 77; and, located within the Kenedy CountyWide Common School District.

Rincon de Mirasoles

24,726.802 acres of land, more or less, being described in pages A-19 through A-21, inclusive, herein.

Rincon del Peñascal

40,646.264 acres of land, more or less, being described in pages A-11 through A-13 herein.

San Pedro de las Motas

23,298.237 acres of land, more or less, being described in pages A-7 and A-8 herein.

La Parra

44,338.441 acres of land, more or less, being all of a 44,973.769-acre tract save and except therefrom that certain 635.328 acre tract known as the "Riskin Tract" as same is depicted on the Kenedy Ranch Plat, said 44,338.441 acres being described in pages A-4 through A-6 herein.

Las Barrosas

25,880.197 acres of land, more or less, being described in pages A-1 through A-3 herein.

2) All land within the below listed tract of land* owned by John G. Kenedy, Jr. Charitable Trust but only that land in the tract that is: east of the eastern edge of US HWY 77; south of the latitude line $27^{\circ}10'36.432'' N$, as depicted on the map in Exhibit B, such line being on the same geographical latitude as the southern boundary line of Kenedy Memorial Foundation 23,912.50 acre tract; and, that is located within the Kenedy CountyWide Common School District.

El Paistle

25,951.272 acres of land, more or less, being all of a 28,270.442 acre tract, save and except therefrom that certain 2,319.17 acres, more or less, in out tracts within the Sarita Townsite, Sarita Farm Townsite, and First Addition to Sarita Townsite, being

referenced at "Note 2" on page A-18 to this Exhibit A and depicted on the Kenedy Ranch Plat, said 25,951.272 acres being described in pages A-16 through A-18 herein.

*The description of the Premises makes reference to that certain map or plat dated May 19, 1995, prepared by D.D. Shine, Licensed State Land Surveyor, R.P.L.S. No. 502, describing and depicting that certain 191,424.155-acre parcel of land, more or less, commonly known as the "Kenedy Ranch," which map or plat is referred to in this Exhibit A as the "Kenedy Ranch Plat." The Kenedy Ranch Plat supplements the Field notes (as hereinafter defined); provided, however, that in the event of a conflict between the Field notes and the Kenedy Ranch Plat, the Field notes shall prevail as the governing description.

The Premises is composed of a total of eight (8) separate but contiguous tracts of land [for purposes of the reinvestment zone only six of these tracts are being considered], each of which is depicted on the Kenedy Ranch Plat and described by the Field notes. For convenience of reference, each of the respective 8 tracts is referred to in this Exhibit A by the name of the tract as identified in both the Kenedy Ranch Plat and the Field notes. The Premises shall constitute a single parcel of land formed by the aggregation of each of the 8 tracts described herein below, which tracts adjoin one to the other, so as to create a single, unified parcel. The interior boundaries delineated within the Field notes and on the Kenedy Ranch Plat for each parcel shall be for reference only, the boundary of the Premises being delineated by the exterior boundaries of the 8 respective tracts, as generally depicted on the Kenedy Ranch Plat.

"Field notes" shall mean the following resurvey field notes prepared by D.D. Shine, Licensed State Land Surveyor, R.P.L.S. No. 502, on behalf of Shine & Associates, dated May 23, 1995, describing a total of 191,424.155 acres, more or less, in Kenedy County, Texas, said 191,424.155 acres being composed of the following 8 tracts (collectively, the "Premises"), to wit:

Following survey is the D.D. Shine 1995 survey from which the above tract descriptions come.

ATTACHMENT 11

Please see attached maps

Reinvestment Zone

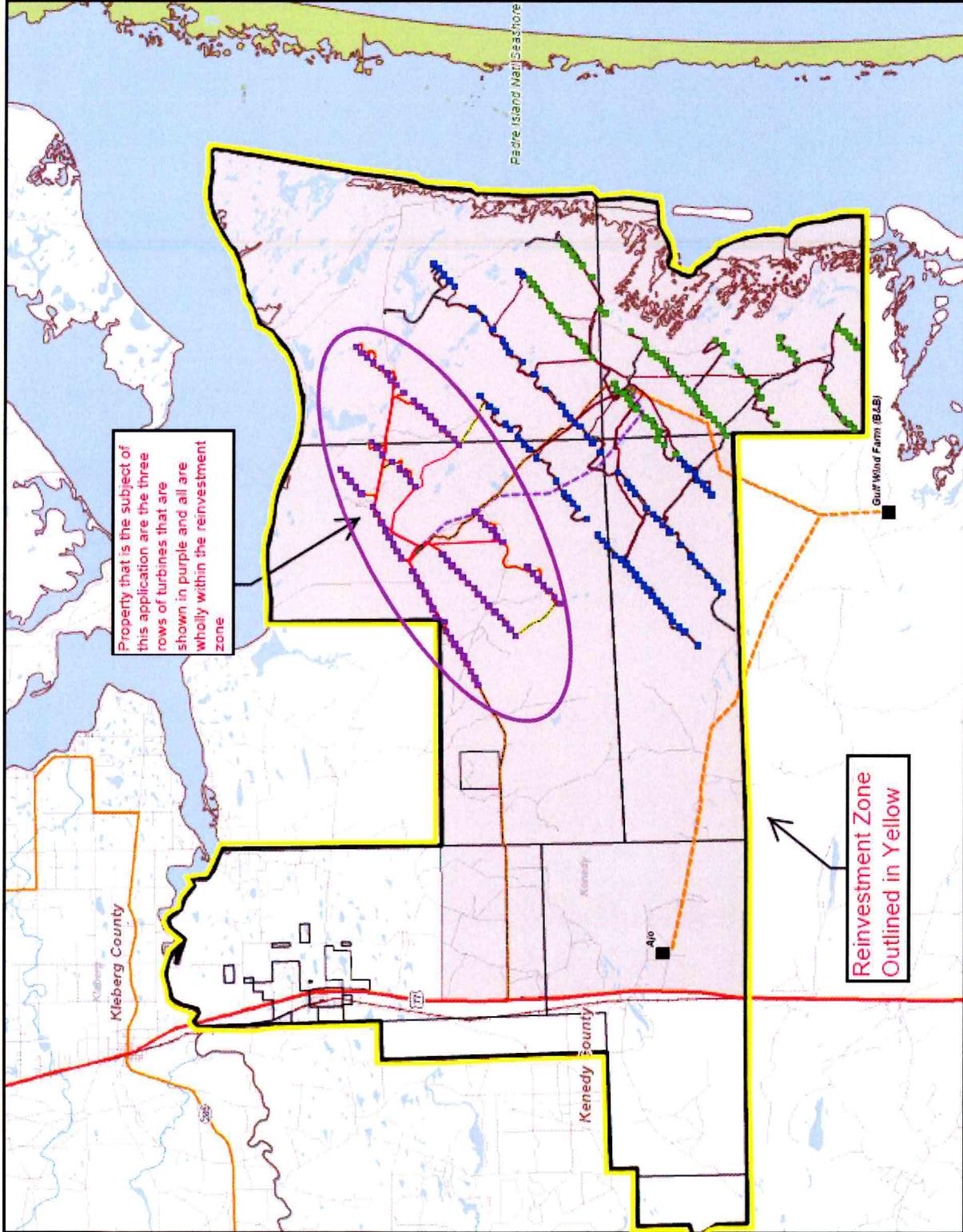
Penascal Wind Project
Kennedy County, TX

Legend

- Turbine Locations - Penascal II
- Turbine Locations - Penascal III
- Proposed Turbine Locations - Penascal III
- Proposed Road Maintenance
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- As-built Overhead 34.5-kV Collector
- Proposed Transmission Line
- Project Transmission Line
- Proposed Substation
- Proposed O&M Facility
- Project Substation
- Project O&M Facility
- Other Substation
- Tax Lots
- Reinvestment Zone
- Kennedy Ranch
- County Line



2016 04 15 02:01

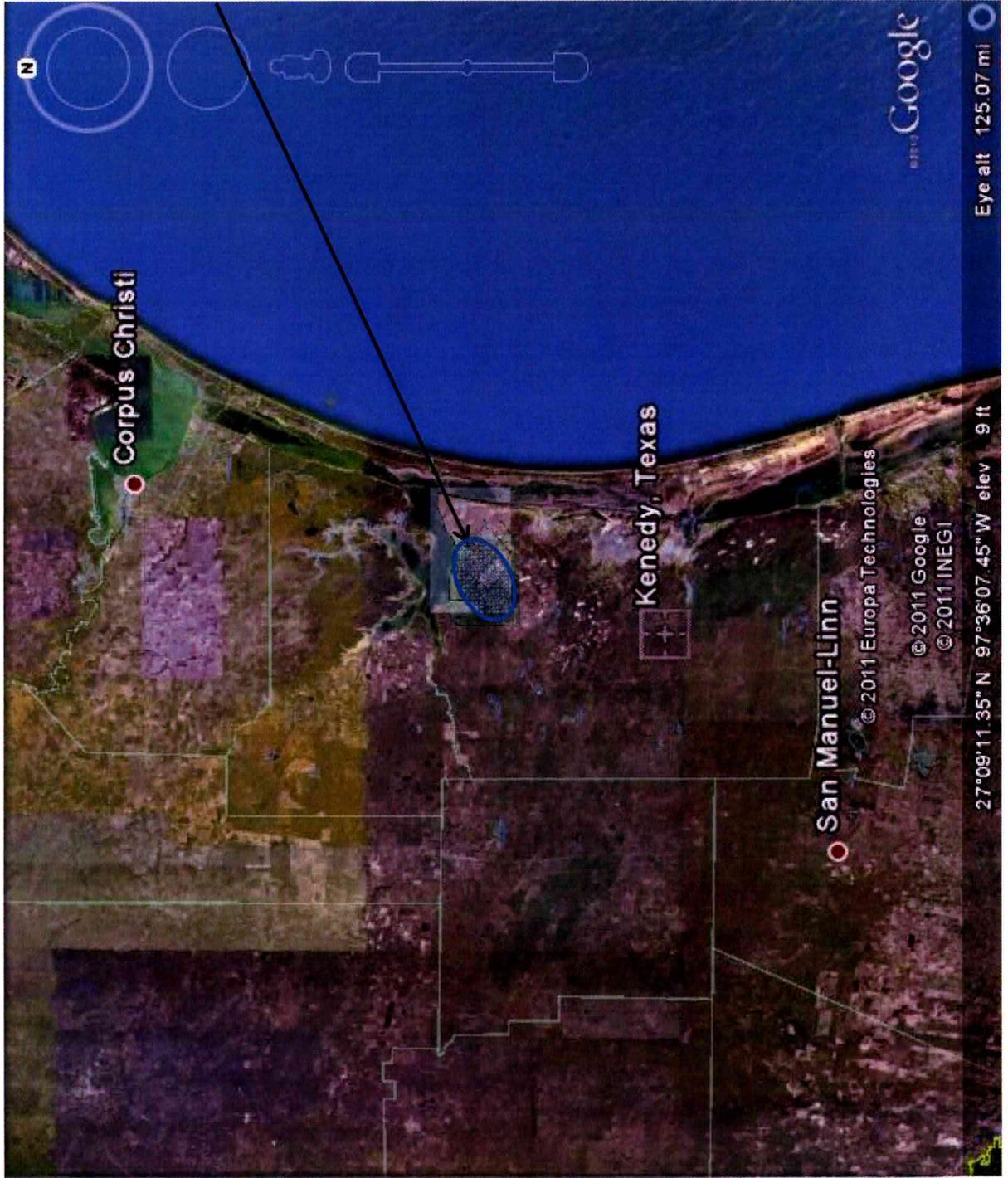


Property that is the subject of this application are the three rows of turbines that are shown in purple and all are wholly within the reinvestment zone

Reinvestment Zone Outlined in Yellow

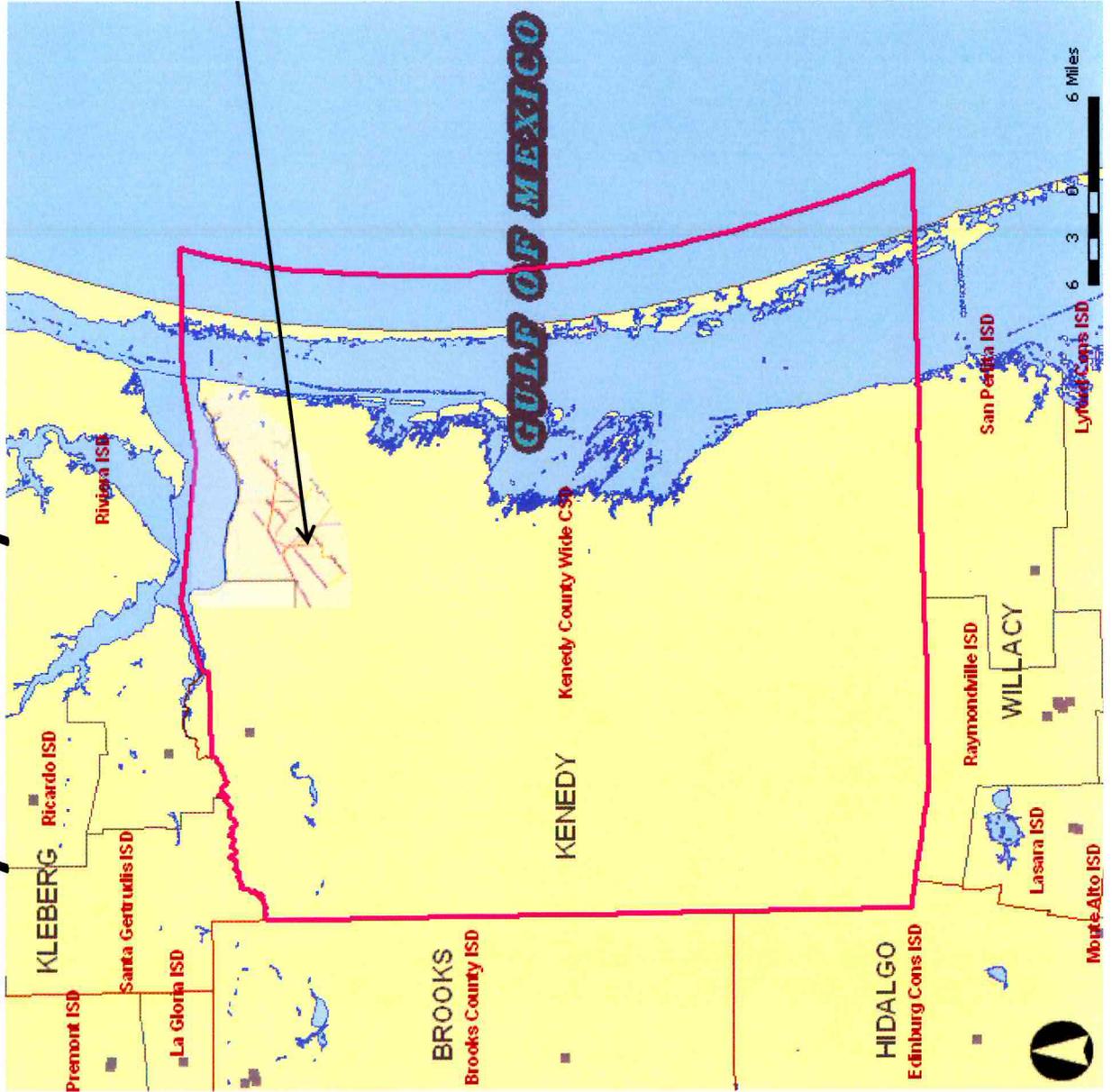
\\fs1\share\regional\gis\mxd\regional\2016\renewable\gis\mxd\renewable\2016\renewable_2016_04_15_02_01.mxd

Vicinity Map



Project Area

Kenedy County Wide CSD Map



ATTACHMENT 12

There are two existing wind farm phases within the reinvestment zone as of January 1, 2011. This application is for a new, third phase.

The existing property information is shown below:

Penascal I – Account number 192618-23858-66920 – 2011 value is \$169,737,110 (No VLA)

Penascal II – Account number 570907-69894-143061 – 2011 value is \$171,471,400 (VLA)

ATTACHMENT 13

Please see attached letter requesting a waiver of the job creation requirement.

CUMMINGS WESTLAKE LLC

12837 Louetta Road, Suite 201 Cypress, Texas 77429-5611 713-266-4456 713-266-2333 (Fax)

September 22, 2011

Ms. Noemy R. Garcia
Superintendent
Kenedy County Wide Common School District
300 E La Parra St
Sarita, TX 78385

Re: Request for Waiver of Job Creation Requirement– Heartland Wind LLC

Dear Ms. Garcia:

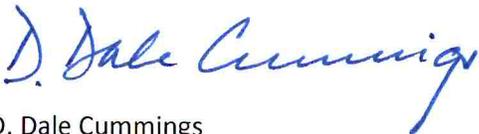
Heartland Wind LLC requests that Kenedy County Wide CSD waive the job creation requirement as allowed by Tax Code §313.025(f-1). Our clients have provided background information on the creation of full-time jobs by a wind project. Wind projects create a large number of construction jobs but require a small number of highly skilled technicians to operate a wind project once commercial operations start.

The permanent employees of a wind project maintain and service wind turbines, underground electrical connections, substations, and other infrastructure associated with the safe and reliable operation of the project. Based upon a survey of our clients who are experienced developers and operators of large scale wind projects, we find that industry standard for permanent employment is one full-time employee for every fifteen turbines. This number can and does vary depending upon the operator, turbine type, and the support and technical assistance (warranty) offered by the turbine manufacturer.

In addition to the onsite employees described above, there may be asset managers or technicians who supervise, monitor, and support wind project operations from offsite locations.

If you have questions, please contact me at 713-266-4456 or by email @ dcummings@cwlp.net.

Sincerely,



D. Dale Cummings

ATTACHMENT 14

The calculation of the three possible wage requirements with TWC documentation is attached.

HEARTLAND WIND LLC
ATTACHMENT TO CHAPTER 313 APPLICATION - KENEDY COUNTY WIDE CSD

CHAPTER 313 WAGE CALCULATION - ALL JOBS - ALL INDUSTRIES

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
FIRST	2011	\$ 1,033	\$ 53,716
FOURTH	2010	\$ 1,128	\$ 58,656
THIRD	2010	\$ 923	\$ 47,996
SECOND	2010	\$ 938	\$ 48,776
AVERAGE		\$ 1,006	\$ 52,286
		X 110%	110%
		\$ 1,106	\$ 57,515

CHAPTER 313 WAGE CALCULATION - MANUFACTURING JOBS **

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
FIRST	2011	\$ -	\$ -
FOURTH	2010	\$ -	\$ -
THIRD	2010	\$ -	\$ -
SECOND	2010	\$ -	\$ -
AVERAGE		\$ -	\$ -
		X 110%	110%
		\$ -	\$ -

CHAPTER 313 WAGE CALCULATION - REGIONAL WAGE RATE***

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
	2010	\$ 862	\$ 44,822
		X 110%	110%
		\$ 948	\$ 49,304

* SEE ATTACHED TWC DOCUMENTATION

**** NOTE - THERE ARE NO MANUFACTURING WAGES SHOWN ON TWC WEBSITE**

*** APPLICABLE WAGE RATE SELECTED BY HEARTLAND WIND LLC

Quarterly Employment and Wages (QCEW)

Back

Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2011	1st Qtr	Kenedy County	Total All	00	0	10	Total, All Industries	\$1,033

Quarterly Employment and Wages (QCEW)

Back

Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2010	1st Qtr	Kenedy County	Total All	00	0	10	Total, All Industries	\$856
2010	2nd Qtr	Kenedy County	Total All	00	0	10	Total, All Industries	\$938
2010	3rd Qtr	Kenedy County	Total All	00	0	10	Total, All Industries	\$923
2010	4th Qtr	Kenedy County	Total All	00	0	10	Total, All Industries	\$1,128

**2010 Manufacturing Wages by Council of Government Region
Wages for All Occupations**

COG	Wages	
	Hourly	Annual
Texas		
1. Panhandle Regional Planning Commission	\$18.60	\$38,683
2. South Plains Association of Governments	\$16.21	\$33,717
3. NORTEX Regional Planning Commission	\$18.34	\$38,153
4. North Central Texas Council of Governments	\$23.45	\$48,777
5. Ark-Tex Council of Governments	\$15.49	\$32,224
6. East Texas Council of Governments	\$17.63	\$36,672
7. West Central Texas Council of Governments	\$17.48	\$36,352
8. Rio Grande Council of Governments	\$15.71	\$32,683
9. Permian Basin Regional Planning Commission	\$19.90	\$41,398
10. Concho Valley Council of Governments	\$15.33	\$31,891
11. Heart of Texas Council of Governments	\$17.91	\$37,257
12. Capital Area Council of Governments	\$25.37	\$52,778
13. Brazos Valley Council of Governments	\$15.24	\$31,705
14. Deep East Texas Council of Governments	\$15.71	\$32,682
15. South East Texas Regional Planning Commission	\$27.56	\$57,333
16. Houston-Galveston Area Council	\$24.52	\$51,002
17. Golden Crescent Regional Planning Commission	\$20.07	\$41,738
18. Alamo Area Council of Governments	\$17.28	\$35,952
19. South Texas Development Council	\$13.27	\$27,601
20. Coastal Bend Council of Governments	\$21.55	\$44,822
21. Lower Rio Grande Valley Development Council	\$14.35	\$29,846
22. Texoma Council of Governments	\$18.10	\$37,651
23. Central Texas Council of Governments	\$17.21	\$35,788
24. Middle Rio Grande Development Council	\$13.21	\$27,471

Kenedy County &
Kenedy County Wide CSD

Source: Texas Occupational Employment and Wages

Data published: June 2011

Data published annually, next update will be June 2012.

Note: Data is not supported by the Bureau of Labor Statistics (BLS).

Wage data is produced from Texas OES data, and is not to be compared to BLS estimates.

Data intended for TAC 313 purposes only.

ATTACHMENT 15

Heartland Wind LLC will provide its employees with benefits including but not limited to the following:

- Medical Insurance Coverage
- Paid Holidays
- Paid Vacation
- 401(k) Retirement Savings Plan

ATTACHMENT 16

The economic impact study will be performed by the Comptroller at a future date.

ATTACHMENT 17

Please see attached Schedule A

Schedule A (Rev. May 2010): Investment

Form 50-296

Applicant Name: Heartland Wind LLC
 ISD Name: Kennedy County Wide CSD

PROPERTY INVESTMENT AMOUNTS

		(Estimated Investment in each year. Do not put cumulative totals.)									
	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A: Tangible Personal Property (original cost) placed in service during this year	Column B: Building or permanent nonremovable component of building (annual amount only)	Column C: Sum of A and B Qualifying Investment (during the qualifying time period)	Column D: Other investment that is not qualified investment but investment affecting economic impact and total value	Column E: Total Investment (A+B+D)				
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	Year		\$ -	\$ -	\$ -	\$ -	\$ -				
	Investment made before filing complete application with district (neither qualified property nor eligible to become qualified investment)	2011-2012	2011	\$ -	\$ -	\$ -	\$ -				
Investment made after filing complete application with district, but before final board approval of application (eligible to become qualified property)	Year		\$ -	\$ -	\$ -	\$ -	\$ -				
	Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period (qualified investment and eligible to become qualified property)	2011-2012	2011	\$ 750,000	\$ 750,000	\$ 750,000	\$ 750,000				
Tax Credit Period (with 50% cap on credit)	Complete tax years of qualifying time period	1	\$ -	\$ -	\$ -	\$ -	\$ -				
		2	\$ 249,253,200	\$ -	\$ 249,253,200	\$ -	\$ 249,253,200				
		3	\$ -	\$ -	\$ -	\$ -	\$ -				
		4	\$ -	\$ -	\$ -	\$ -	\$ -				
		5	\$ -	\$ -	\$ -	\$ -	\$ -				
		6	\$ -	\$ -	\$ -	\$ -	\$ -				
		7	\$ -	\$ -	\$ -	\$ -	\$ -				
		8	\$ -	\$ -	\$ -	\$ -	\$ -				
		9	\$ -	\$ -	\$ -	\$ -	\$ -				
		10	\$ -	\$ -	\$ -	\$ -	\$ -				
		11	\$ -	\$ -	\$ -	\$ -	\$ -				
		12	\$ -	\$ -	\$ -	\$ -	\$ -				
		13	\$ -	\$ -	\$ -	\$ -	\$ -				
		14	\$ -	\$ -	\$ -	\$ -	\$ -				
		15	\$ -	\$ -	\$ -	\$ -	\$ -				
Credit Settle-Up Period	Continue to Maintain Viable Presence		\$ -	\$ -	\$ -	\$ -	\$ -				
	Post-Settle-Up Period		\$ -	\$ -	\$ -	\$ -	\$ -				
Qualifying Time Period usually begins with the final board approval of the application and extends generally for the following two complete tax years.	Post-Settle-Up Period		\$ -	\$ -	\$ -	\$ -	\$ -				
	Post-Settle-Up Period		\$ -	\$ -	\$ -	\$ -	\$ -				

Column A: This represents the total dollar amount of planned investment in tangible personal property the applicant considers qualified investment - as defined in Tax Code §313.02(1)(A)-(D). For the purposes of investment, please list amount invested each year, not cumulative totals.

Column B: Include estimates of investment for "replacement" property-property that is part of original agreement but scheduled for probable replacement during limitation period. The total dollar amount of planned investment each year in buildings or nonremovable component of buildings that the applicant considers qualified investment under Tax Code §313.021(1)(E).

Column D: Dollar value of other investment that may not be qualified investment but that may affect economic impact and total value-for planning, construction and operation of the facility. The most significant example for many projects would be land. Other examples may be items such as professional services, etc. Note: Land can be listed as part of investment during the "pre-year 1" time period. It cannot be part of qualifying investment.

Notes: For advanced clean energy projects, nuclear projects, projects with deferred qualifying time periods, and projects with lengthy application review periods, insert additional rows as needed. This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years. If original estimates have not changed, enter those amounts for future years.

Signature: Rany Raviv Authorized Representative
 Date: 9/22/2011

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

ATTACHMENT 18

Please see attached Schedule B

Schedule B (Rev. May 2010): Estimated Market And Taxable Value
Heartland Wind LLC

Kennedy County Wide CSD

Form 50-296

Applicant Name
 ISD Name

Applicant Name ISD Name	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Reductions from Market Value		Estimated Taxable Value	
				Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new building or "in or on the new improvement"	Exempted Value	Final taxable value for M&S - after all reductions	Final taxable value for M&O--after all reductions	
	pre- year 1	2011-2012	2011	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	1	2012-2013	2012	\$ -	\$ 50,000	\$ -	\$ -	\$ -	\$ 50,000	\$ 50,000
	2	2013-2014	2013	\$ -	\$ 700,000	\$ 180,000,000	\$ -	\$ -	\$ 180,700,000	\$ 180,700,000
	3	2014-2015	2014	\$ -	\$ 682,500	\$ 174,600,000	\$ -	\$ -	\$ 175,282,500	\$ 30,000,000
	4	2015-2016	2015	\$ -	\$ 665,400	\$ 169,362,000	\$ -	\$ -	\$ 170,027,400	\$ 30,000,000
	5	2016-2017	2016	\$ -	\$ 648,800	\$ 164,281,140	\$ -	\$ -	\$ 164,929,940	\$ 30,000,000
	6	2017-2018	2017	\$ -	\$ 619,600	\$ 159,352,706	\$ -	\$ -	\$ 159,972,306	\$ 30,000,000
	7	2018-2019	2018	\$ -	\$ 591,700	\$ 154,572,125	\$ -	\$ -	\$ 155,163,825	\$ 30,000,000
	8	2019-2020	2019	\$ -	\$ 565,100	\$ 149,934,961	\$ -	\$ -	\$ 150,500,061	\$ 30,000,000
	9	2020-2021	2020	\$ -	\$ 539,700	\$ 145,436,912	\$ -	\$ -	\$ 145,976,612	\$ 30,000,000
	10	2021-2022	2021	\$ -	\$ 515,400	\$ 141,073,805	\$ -	\$ -	\$ 141,589,205	\$ 30,000,000
	11	2022-2023	2022	\$ -	\$ 492,200	\$ 136,841,591	\$ -	\$ -	\$ 137,333,791	\$ 137,333,791
	12	2023-2024	2023	\$ -	\$ 470,100	\$ 132,736,343	\$ -	\$ -	\$ 133,206,443	\$ 133,206,443
	13	2024-2025	2024	\$ -	\$ 448,900	\$ 128,754,253	\$ -	\$ -	\$ 129,203,153	\$ 129,203,153
	14	2025-2026	2025	\$ -	\$ 428,700	\$ 124,891,625	\$ -	\$ -	\$ 125,320,325	\$ 125,320,325
	15	2026-2027	2026	\$ -	\$ 409,400	\$ 121,144,876	\$ -	\$ -	\$ 121,554,276	\$ 121,554,276

Notes: Market value in future years is good faith estimate of future taxable value for the purposes of property taxation.

This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years. If original estimates have not changed, enter those amounts for future years.


Rany Raviv
 Authorized Representative

9/22/2011
 DATE

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

ATTACHMENT 19

Please see attached Schedule C

ATTACHMENT 20

Please see attached Schedule D

ATTACHMENT 21

A map of the reinvestment zone is attached as is a vicinity map.

Reinvestment Zone

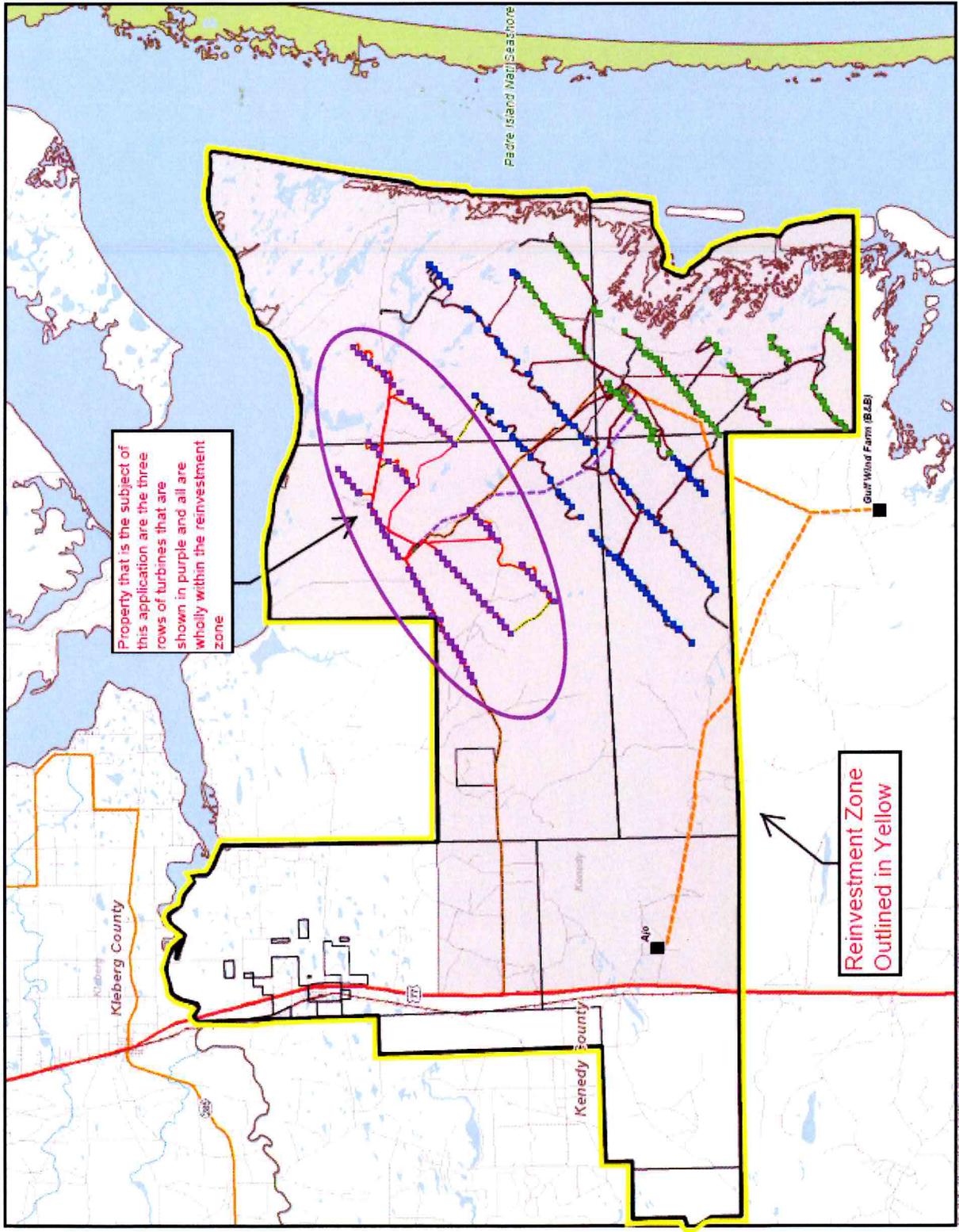
Penascal Wind Project
Kennedy County, TX

Legend

- Turbine Locations - Penascal I
- Turbine Locations - Penascal II
- Proposed Turbine Locations - Penascal III
- Proposed Road Maintenance
- Proposed Road Improvement
- Proposed New Access Road
- Project Access Road
- Proposed Underground 34.5-kV Collector
- As-built Underground 34.5-kV Collector
- As-built Overhead 34.5-kV Collector
- Proposed Transmission Line
- Project Transmission Line
- Proposed Substation
- Proposed O&M Facility
- Project Substation
- Project O&M Facility
- Other Substation
- Tax Lots
- Reinvestment Zone
- Kennedy Ranch
- County Line



Date: 9/12/2011

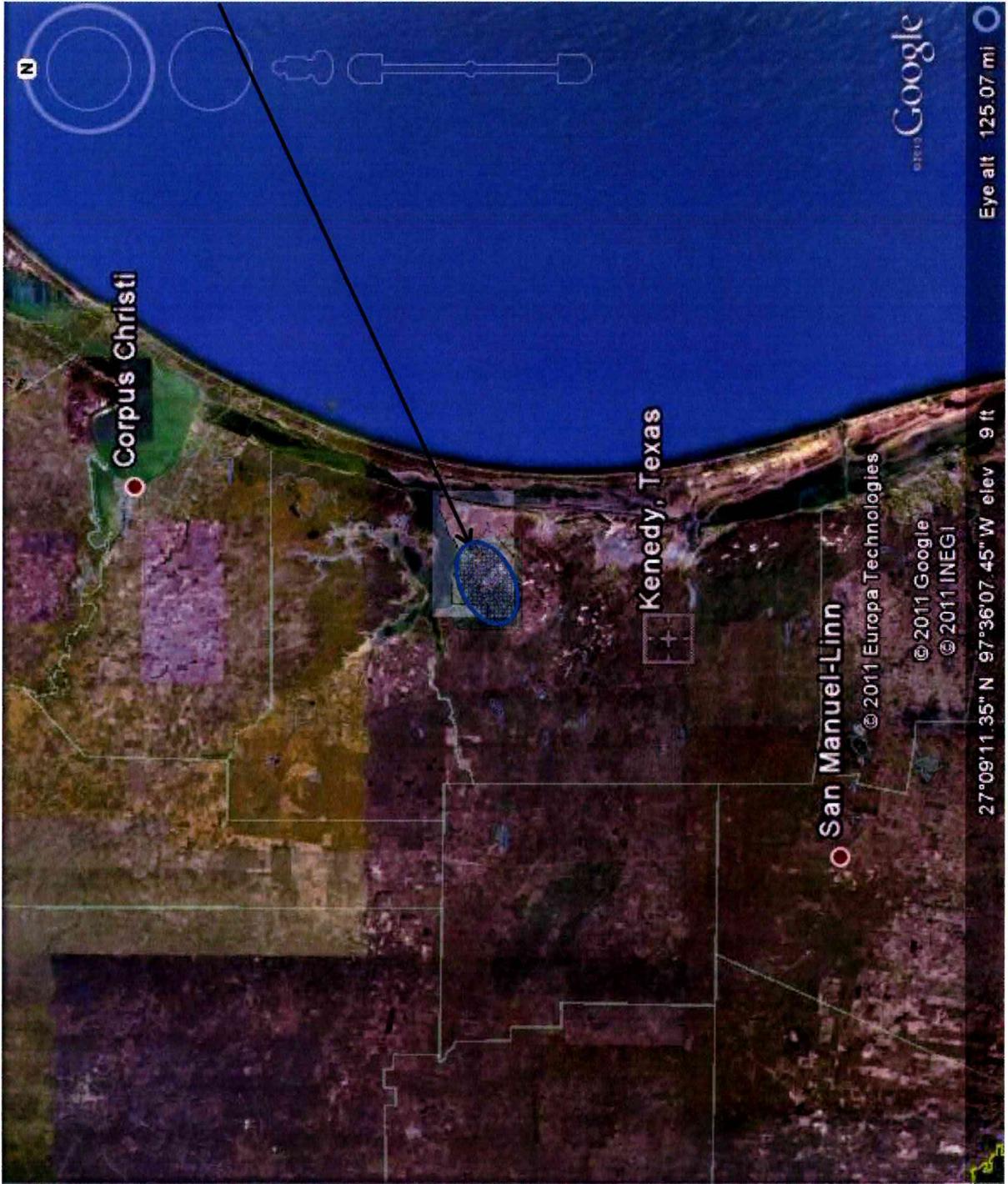


Property that is the subject of this application are the three rows of turbines that are shown in purple and all are wholly within the reinvestment zone

Reinvestment Zone Outlined in Yellow

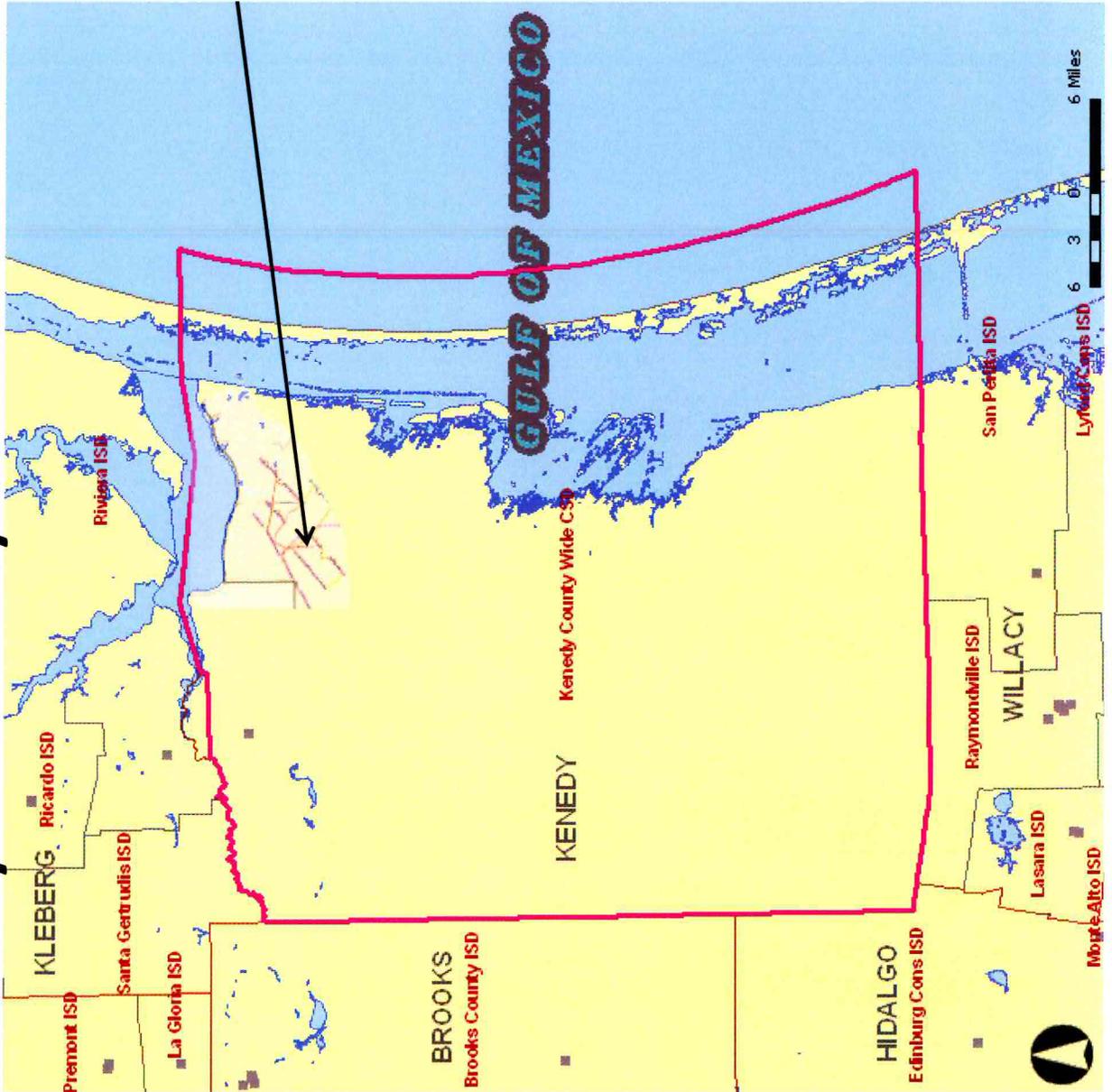
\\fs1\c\org\giga\staff\project_2011\ibrdrola\renewables\public\reinvestment_zone.pdf

Vicinity Map



Project Area

Kenedy County Wide CSD Map



ATTACHMENT 22

The resolution of Kenedy County Wide Common School District establishing the reinvestment zone is attached.

**THE BOARD OF TRUSTEES OF THE KENEDY
COUNTY-WIDE COMMON SCHOOL DISTRICT**

RESOLUTION

WHEREAS, Tax Code Section 312.0025 authorizes the governing body of a school district to designate an area entirely within the territory of the school district as a reinvestment zone; and

WHEREAS, Iberdrola Renewables, Inc, and the Co-Trustees of the John G. Kenedy Charitable Trust (the "Trust") have requested that the Board of Trustees of the Kenedy County-Wide Common School District (the "District") designate certain land owned by the Trust as a reinvestment zone, which land is described in Exhibit "A" attached hereto and incorporated herein for all purposes;

WHEREAS, the District published notice of a hearing on the designation of the land as a reinvestment zone in a newspaper having general circulation in the District and delivered written notice of a hearing to the presiding officer of the governing body of each taxing unit that includes in its boundaries the land that is to be included in the proposed reinvestment zone; and

WHEREAS, on October 29, 2008, the District held a hearing at which interested persons were entitled to speak and present evidence for or against designation of the reinvestment zone; therefore

Be it Resolved,

1. That the findings and recitals in the preamble of this Resolution are hereby found to be true and correct and are hereby approved and adopted.
2. That the Board of Trustees finds that designation of the property described in Exhibit "A" as a reinvestment zone is reasonably likely to:
 - (1) contribute to the expansion of primary employment in the reinvestment zone; or
 - (2) attract major investment in the reinvestment zone that would:
 - (A) be a benefit to property in the reinvestment zone and to the school district; and
 - (B) contribute to the economic development of the region of this state in which the school district is located.
3. That the Board of Trustees does hereby designate the land described in Exhibit "A" a reinvestment zone.
4. That it is hereby found, determined and declared that sufficient written notice of the date, time, place and subject of the meeting of the Board of Trustees of the District at which this Resolution was adopted was posted at a place convenient and readily accessible at all times to the general public for the time required by law preceding this meeting, as required by chapter 551, Texas Government Code, and that this meeting has been open to the public as required by law at all times during which this Resolution and the subject matter thereof has been discussed, considered and formally acted upon. The Board of Trustees further ratifies, approves and confirms such written

notice and posting thereof.

FINALLY PASSED AND ADOPTED this 29th day of October, 2008.

by: *Felix Serna*
Felix Serna, President, Board of Trustees

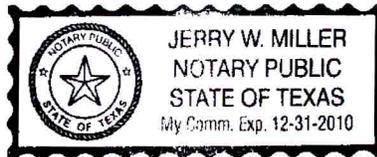
THE STATE OF TEXAS }
 }
COUNTY OF KENDEY }

ACKNOWLEDGMENT

BEFORE ME, a Notary Public, on this day personally appeared Felix Serna, known to me to be the person whose name is subscribed to the foregoing instrument, and having been sworn, upon his oath stated that he is the President of the Board of Trustees of the Kenedy County-Wide Common School District; that he was authorized to execute such instrument pursuant to resolution of the Board of Trustees adopted on October 29, 2008; and that said instrument is executed as the free and voluntary act and deed of such governmental unit for the purposes expressed therein.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 29th day of October, 2008.

Jerry W. Miller
Notary Public, State of Texas



Heartland Wind LLC**Exhibit A - Tracts to be contained with Reinvestment Zone:**

1) All the below listed tracts of land* owned by John G. Kenedy, Jr. Charitable Trust but only those lands of these tracts that are: east of the eastern edge of US HWY 77; and, located within the Kenedy CountyWide Common School District.

Rincon de Mirasoles

24,726.802 acres of land, more or less, being described in pages A-19 through A-21, inclusive, herein.

Rincon del Peñascal

40,646.264 acres of land, more or less, being described in pages A-11 through A-13 herein.

San Pedro de las Motas

23,298.237 acres of land, more or less, being described in pages A-7 and A-8 herein.

La Parra

44,338.441 acres of land, more or less, being all of a 44,973.769-acre tract save and except therefrom that certain 635.328 acre tract known as the "Riskin Tract" as same is depicted on the Kenedy Ranch Plat, said 44,338.441 acres being described in pages A-4 through A-6 herein.

Las Barrosas

25,880.197 acres of land, more or less, being described in pages A-1 through A-3 herein.

2) All land within the below listed tract of land* owned by John G. Kenedy, Jr. Charitable Trust but only that land in the tract that is: east of the eastern edge of US HWY 77; south of the latitude line $27^{\circ}10'36.432'' N$, as depicted on the map in Exhibit B, such line being on the same geographical latitude as the southern boundary line of Kenedy Memorial Foundation 23,912.50 acre tract; and, that is located within the Kenedy CountyWide Common School District.

El Paistle

25,951.272 acres of land, more or less, being all of a 28,270.442 acre tract, save and except therefrom that certain 2,319.17 acres, more or less, in out tracts within the Sarita Townsite, Sarita Farm Townsite, and First Addition to Sarita Townsite, being referenced at "Note 2" on page A-18 to this Exhibit A and depicted on the Kenedy Ranch Plat, said 25,951.272 acres being described in pages A-16 through A-18 herein.

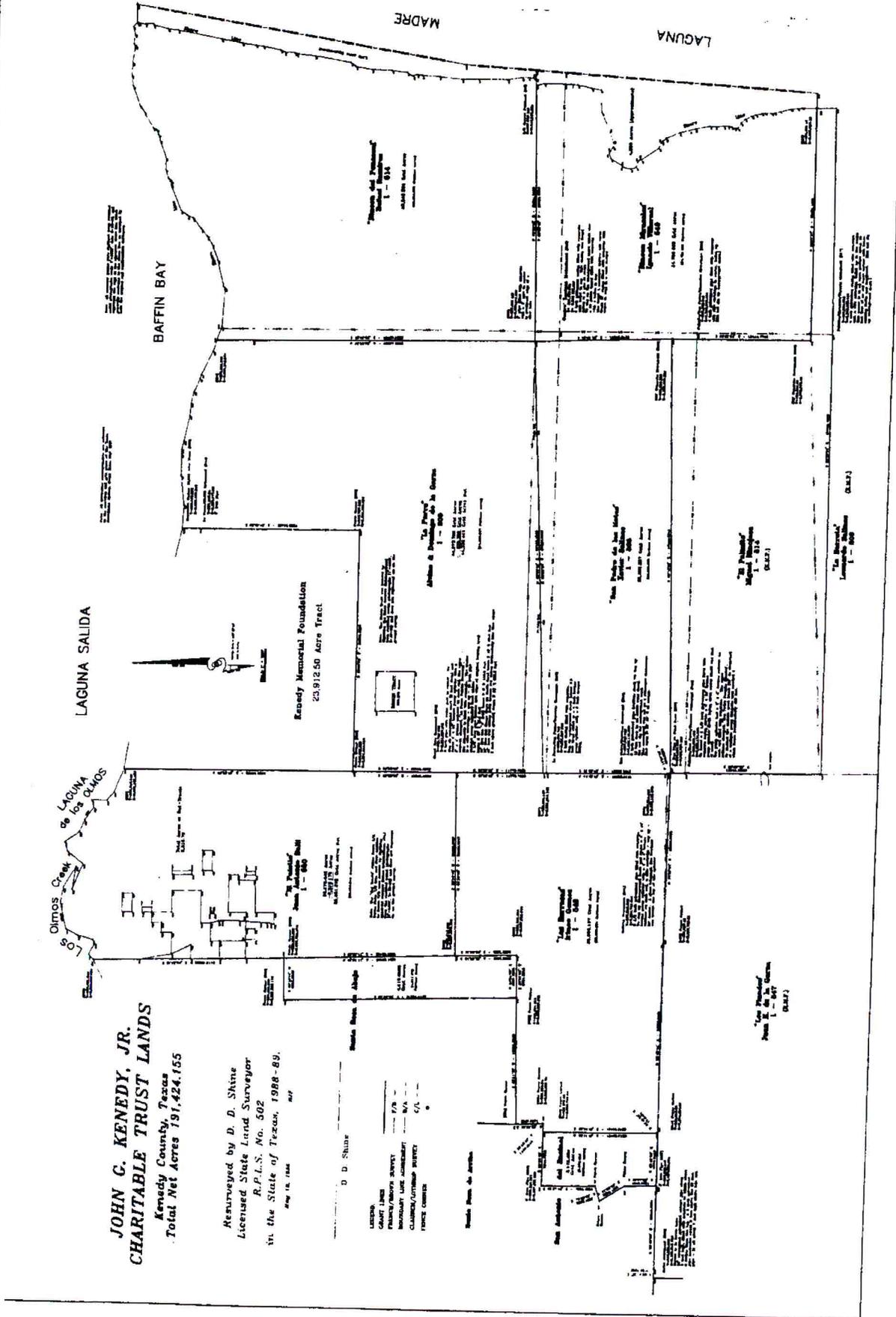
*The description of the Premises makes reference to that certain map or plat dated May 19, 1995, prepared by D.D. Shine, Licensed State Land Surveyor, R.P.L.S. No. 502, describing and depicting that certain 191,424.155-acre parcel of land, more or less, commonly known as the "Kenedy Ranch," which map or plat is referred to in this Exhibit A as the "Kenedy Ranch Plat." The Kenedy Ranch Plat supplements the Fieldnotes (as hereinafter defined); provided, however, that in the event of a conflict between the Fieldnotes and the Kenedy Ranch Plat, the Fieldnotes shall prevail as the governing description.

The Premises is composed of a total of eight (8) separate but contiguous tracts of land [for purposes of the reinvestment zone only six of these tracts are being considered], each of which is depicted on the Kenedy Ranch Plat and described by the Fieldnotes. For convenience of reference, each of the respective 8 tracts is referred to in this Exhibit A by the name of the tract as identified in both the Kenedy Ranch Plat and the Fieldnotes. The Premises shall constitute a single parcel of land formed by the aggregation of each of the 8 tracts described herein below, which tracts adjoin one to the other, so as to create a single, unified parcel. The interior boundaries delineated within the Fieldnotes and on the Kenedy Ranch Plat for each parcel shall be for reference only, the boundary of the Premises being delineated by the exterior boundaries of the 8 respective tracts, as generally depicted on the Kenedy Ranch Plat.

"Fieldnotes" shall mean the following resurvey fieldnotes prepared by D.D. Shine, Licensed State Land Surveyor, R.P.L.S. No. 502, on behalf of Shine & Associates, dated May 23, 1995, describing a total of 191,424.155 acres, more or less, in Kenedy County, Texas, said 191,424.155 acres being composed of the following 8 tracts (collectively, the "Premises"), to wit:

Following survey is the D.D. Shine 1995 survey from which the above tract descriptions come.

Heartland Wind LLC
Exhibit A - Survey map of the John G Kenedy, Jr. Charitable Trust Lands



STATE OF TEXAS

*

*

October 29, 2008

*

The Board of Trustees for Kenedy County-Wide C.S.D. met for a regular meeting on October 29, 2008 at Sarita Elementary School.

Board members and school personnel present were: Trustees Felix Serna, Gerardo Medellin, Jerry Miller and school personnel Orville Ballard and Noemy Renée Garcia. Bill Fuller, County Appraiser and Jason Du Terroil, Iberdrola Project Site Manager were also in attendance.

The following proceedings are listed in order:

Noting a quorum of members present, Board President Felix Serna called the meeting to order at 7:28 P.M.

No person spoke in the Open Forum.

Board President Felix Serna declared that the hearing on the proposed designation of certain Kenedy Trust lands as a reinvestment zone was open for public comment.

Dr. Ballard presented information to the board regarding the request from Iberdrola and the John G. Kenedy Charitable Trust to designate a reinvestment zone. He informed the Board that the request was only for those certain portions of the Trust lands where wind farm development was proposed. A letter from the King Ranch was also read aloud revealing concerns and opinions as well as advice to the school district to examine the situation carefully before making any decisions. It was reiterated that the reinvestment zone would include only those lands leased for the development of the wind farms and facilities that are within certain boundaries.

Motion was made by Jerry Miller with second by Gerardo Medellin to designate the lands outlined in Exhibit A of the Kenedy Trust as a reinvestment zone. Motion carried by unanimous vote. A resolution prepared by George Grimes of Walsh, Anderson, Brown, Schulz, and Aldridge was signed by Board President Felix Serna. (Attachment)

Motion was made by Jerry Miller and second by Gerardo Medellin to hold a hearing on the Financial Integrity Rating System of Texas rating of KCWCSD at the regular November board meeting. Motion carried by unanimous vote.

Mrs. Garcia reported on the success of the Fall Festival organized by our new PTO officers with the assistance of staff, parents and community members. They raised \$7560 in proceeds.

Mrs. Garcia reported on the current budget noting the deposits in the amount of \$374,000 coming in from the state comptroller's office as part of the foundation school funds. TEA is also expecting settle-up payments for recapture in the amount of \$64,000 for the 2005-2006 year and \$24,000 for the 2006-2007 year.

Motion was made by Gerardo Medellin with second by Jerry Miller to approve Bessie Trevino, Kristen Tinsley, and Noemy Renée Garcia for the textbook committee for 2008-2009 as presented. Motion carried by unanimous vote.

Mrs. Garcia reported on the actions taken at the Laguna Madre Cooperative's board of governor's meeting. Changes to the policy include the following: *Should a Member District accept a transfer student that resides within a school district that is not a Member District, the Member District accepting the transfer student shall compensate the Co-op for any costs incurred in serving the student that are in excess of the funding generated by the student. The Director shall calculate the amount of excess costs incurred, document the calculation procedure used, and invoice the Member District accepting the transfer student at the end of the school year.* Kenedy County-Wide Common School District will also be charged for fund contributions on a pro-rated system based on the districts FTEs for Special Education consistent with the system used for other member districts in the coop. The floor of the fund contributions by the district will not go below \$15,000.

Meeting was adjourned at 8:25 P.M.


Felix Serna, President

ATTEST:


Gerardo Medellin, Secretary

ATTACHMENT 23

The legal description of the reinvestment zone is attached.

Heartland Wind LLC

Tracts with Reinvestment Zone (see exhibit of map):

1) All the below listed tracts of land* owned by John G. Kenedy, Jr. Charitable Trust but only those lands of these tracts that are: east of the eastern edge of US HWY 77; and, located within the Kenedy CountyWide Common School District.

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Following survey is the D.D. Shine 1995 survey from which the above tract descriptions come.

ATTACHMENT 24

Kenedy County Wide CSD created the reinvestment zone. No guidelines and criteria are required.