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TEXAS BOARD OF LEGAL SPECIALIZATION

JUSTIN DEMERATH

August 1, 2013

Local Government Assistance & Economic Analysis
Texas Comptroller of Public Accounts
P.O. Box 13528
Austin, Texas 78711-3528

RE: Application to the Gregory-Portland Independent School District from Apex Midway Wind, LLC

FIRST QUALIFYING YEAR 2014

To the Local Government Assistance & Economic Analysis Division:

By copy of this letter transmitting the application for review to the Comptroller's Office, the Gregory-Portland Independent School District is notifying the Applicant Apex Midway Wind, LLC of its intent to consider Apex Midway Wind, LLC's application for appraised value limitation on qualified property. The Applicant submitted the application to the school district on July 30, 2013. The Board voted at a properly posted Board meeting to accept the application on July 30, 2013. The application was determined complete by the school district on August 1, 2013. Please prepare the economic impact report.

Please note, for legibility purposes only, the Applicant has provided paper and electronic copies of the unsigned schedules, in addition to the signed schedules.

No construction has begun at the project site as of the date of the filing of the application and the District's determination that the application is complete. The Applicant is aware that the determination of a completed application by the Comptroller determines what property may be eligible for a value limitation agreement.

The reinvestment zone for this project has not been adopted as yet. The final executed copy of the reinvestment zone order and tax abatement guidelines will be provided upon adoption, before the Board considers final approval of the application.

Letter to Local Government Assistance & Economic Analysis Division

August 1, 2013

Page 2 of 2

The school district has determined that the wage information included in the application represents the most recent wage data available at the time of the application. The wage the Applicant has committed to paying on this project is above the required statutory minimums.

A paper copy of the application will be hand delivered to your office today. In accordance with 34 Tex. Admin Code §9.1054, a copy of the application will be submitted to the San Patricio County Appraisal District.

Please feel free to contact me with questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kevin O'Hanlon', with a stylized flourish at the end.

Kevin O'Hanlon
School District Consultant

Cc: Chief Appraiser
San Patricio County Appraisal District

Apex Midway Wind, LLC

Dr. Paul Clore, Gregory-Portland ISD



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	Last Name	
Title		
School District Name		
Street Address		
Mailing Address		
City	State	ZIP
Phone Number	Fax Number	
Mobile Number (optional)	E-mail Address	

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

Will consultant be primary contact? Yes No



Application for Appraised Value Limitation on Qualified Property

SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized School District Consultant (If Applicable)

First Name Daniel T. Last Name Casey

Title Partner

Firm Name Moak, Casey & Associates LLP

Street Address 400 W, 15th Street, Suite 1410

Mailing Address same

City Austin State TX ZIP 78701-1648

Phone Number (512)-485-7878 Fax Number (512)-485-7888

Mobile Number (Optional) E-mail Address dcasey@moakcasey.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 8.1.13

Has the district determined this application complete? [X] Yes [] No

If yes, date determined complete. 8.1.13

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

will submit

SCHOOL DISTRICT CHECKLIST AND REQUESTED ATTACHMENTS

Table with 4 columns: Checklist, Page X of 16, Check Completed, and a box for 'will submit'.



APPLICANT INFORMATION - CERTIFICATION OF APPLICATION

Authorized Business Representative (Applicant)

First Name		Last Name	
Title			
Organization			
Street Address			
Mailing Address			
City		State	ZIP
Phone Number		Fax Number	
Mobile Number (optional)		Business e-mail Address	

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		Last Name	
Title			
Organization			
Street Address			
Mailing Address			
City		State	ZIP
Phone Number		Fax Number	
Mobile Number (optional)		E-mail Address	

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

Will consultant be primary contact? Yes No



Application for Appraised Value Limitation on Qualified Property

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized Company Consultant (If Applicable)

First Name

Dale

Title

Partner

Firm Name

Cummings Westlake LLC

Street Address

12837 Louetta Road, Suite 201

Mailing Address

same

City

Cypress

Phone Number

713-266-4456

Business email Address

dcummings@cwlp.net

Last Name

Cummings

State

TX

Fax Number

713-266-2333

ZIP

77429-5611

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))

W Goodwin

Date

July 26, 2013

GIVEN under my hand and seal of office this 26th day of July, 2013



Alison B Hoffman
Notary Public, State of Virginia

My commission expires

December 31, 2016

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)?

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)?

BUSINESS APPLICANT INFORMATION

Legal Name under which application is made

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

NAICS code

Is the applicant a party to any other Chapter 313 agreements?

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

APPLICANT BUSINESS STRUCTURE

Registered to do business in Texas with the Texas Secretary of State?

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

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)?

2. Is the applicant current on all tax payments due to the State of Texas?

3. Are all applicant members of the combined group current on all tax payments due to the State of Texas?



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)

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

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, Construction Complete, Purchase Machinery & Equipment, Begin Hiring New Employees, Fully Operational

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)?
Note: Improvements made before that time may not be considered qualified property.

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



ECONOMIC INCENTIVES

Identify state programs the project will apply for:

State Source	Amount
_____	_____
_____	_____
_____	_____
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 _____

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

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: _____ (Name and percent of project) City: _____ (Name and percent of project)

Hospital District: _____ (Name and percent of project) Water District: _____ (Name and percent of project)

Other (describe): _____ (Name and percent of project) Other (describe): _____ (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? _____

What is the amount of appraised value limitation for which you are applying? _____

What is your total estimated qualified investment? _____

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? _____

What is the anticipated date of the beginning of the qualifying time period? _____

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? _____

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? 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? 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? Yes No
(3) on the same parcel of land as the building for which you are applying for an appraised value limitation? 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? Yes No

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

If the proposed investment includes a building or a permanent, non-removable component of a building, does it house tangible personal property? 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? 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? _____

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

Will the project be on leased land? 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. (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)?

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

- [] First Quarter [] Second Quarter [] Third Quarter [] Fourth Quarter of (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?

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.

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

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?

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 _____

110% of the county average weekly wage for manufacturing jobs in the county is _____

110% of the county average weekly wage for manufacturing jobs in the region is _____

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? _____

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? _____

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? _____

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.)

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	will supplement
23	Legal Description of Reinvestment Zone (Attachment)*	9 of 16	
24	Guidelines and Criteria for Reinvestment Zone(Attachment)*	9 of 16	will supplement

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

ATTACHMENT 1

See executed application attached.

ATTACHMENT 2

Proof of Payment of Application Fee

Please find on the attached page, copy of the check for the \$60,000 application fee to Gregory-Portland Independent School District.

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

Not applicable. Apex Midway Wind, LLC is not part of a combined group.

ATTACHMENT 4

Detailed Description of the Project

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.

Apex Midway Wind, LLC (“Apex”) is requesting an appraised value limitation from Gregory-Portland Independent School District (“ISD”) for the Midway Wind Project (the “Project”), a proposed wind powered electric generating facility in San Patricio County. The proposed Gregory-Portland ISD portion of the Project (this application) will be constructed within a reinvestment zone to be established by San Patricio County or Gregory-Portland ISD at a later date. A map showing the location of the project is included as Attachment 7.

The proposed Project is anticipated to have a total capacity of 160 MW, with approximately 112 MW located in Gregory-Portland ISD. Turbine selection is ongoing at this time and has not been finalized. The exact number of wind turbines and size of each turbine will vary depending upon the wind turbines selected, manufacturer’s availability and prices, ongoing wind studies and the final megawatt generating capacity of the Project when completed. Current plans are to install 2.0 MW Vestas turbines with an estimated 56 turbines located in Gregory-Portland ISD. Portions of the project will be located in Taft ISD and a separate Chapter 313 application is being submitted to that district for their respective portion of the project. The Applicant requests a value limitation for all materials and equipment installed for the Project, including but not limited to; wind turbines, turbine transformers (pad-mounts), towers, foundations, roadways, buildings and offices, anemometer towers, collection system, electrical substations, transmission line and associated towers, and interconnection facilities.

Construction of the Project is anticipated to begin in the first quarter of 2014 with completion by December 31, 2014.

ATTACHMENT 4A

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

Apex Clean Energy Holdings, LLC, the development parent, is a leading U.S.- based developer of commercial-scale wind and solar energy facilities in North America. With a team of some of the most experienced renewable energy professionals in the industry, it has built a strong reputation for responsible development and quality projects constructed to the highest industry standards.

Prior to the formation of Apex, the management team had collectively developed, financed, constructed and managed more than \$10 billion in operating renewable energy facilities totaling nearly 10,000 megawatts of capacity. Its people have a proven track record working with communities and landowners to develop state-of-the-art facilities that produce jobs, income to landowners, revenue for local government, and clean sources of domestic energy.

Apex was formed in 2009 by a management team with extensive renewable energy experience. In 2000, the team created Greenlight Energy, Inc. Six years later, they had developed \$750 million of facilities that are now in commercial operations, with a combined generating capacity of 450 MW. Following BP Alternative Energy's acquisition of the company in 2006, the team formed Greenlight Energy Resources to reinvest in the clean energy industry.

In December 2012, Apex completed construction of the 300 MW Canadian Hills Wind project in Oklahoma. Earlier that year, commercial operation of Apex's solar facilities in Colorado commenced. The company is now developing several thousand megawatts of wind and solar projects around the country.

Thanks to a dynamic team of over 70 talented and experienced professionals, Apex has the ability to locate and develop wind farms in numerous locations throughout the United States.

ATTACHMENT 5

List of districts and percentages where the project is located

The Gregory-Portland ISD portion of the project is wholly located in San Patricio County. The jurisdiction percentages of the total project are as follows:

San Patricio County	100%
San Patricio County Drainage District	100%
Gregory-Portland Independent School District	70%
Taft Independent School District	30%
City of Gregory	1%

ATTACHMENT 6

Description of Qualified Investment

- 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 improvement 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 (Please see Attachment 7)*

Apex Midway Wind, LLC plans to construct a 160 MW wind farm in San Patricio County. Approximately eighty (80) wind turbines will be located in San Patricio County, of which fifty-six (56) will be located in Gregory-Portland ISD. Turbine selection is ongoing at this time and has not been finalized. For purposes of this application, the project anticipates using 2.0 MW turbines manufactured by Vestas, although final turbine selection may change.

This application covers all qualified property within Gregory-Portland ISD necessary for the commercial operations of the wind farm. Qualified Investment and qualified property includes, but is not limited to, turbines, turbine transformers (pad-mounts), towers, foundations, underground collection systems, electrical substation(s), generation transmission tie lines, electrical interconnections, met towers, roads, operations & maintenance buildings, spare parts, and control systems necessary for commercial generation of electricity.

The map in Attachment 7 shows the proposed project area with the proposed improvement locations. The exact placement of turbines is subject to ongoing planning, wind studies, engineering, and discussions with landowners and turbine manufacturers. The final location of turbines, transmission lines, and supporting structures will be determined before construction begins.

ATTACHMENT 7

Attached is a map of qualified investment showing the proposed location of improvements with a vicinity map.

Gregory-Portland ISD Map



Project Area

ATTACHMENT 8

Description of Qualified Property

- 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 (Please see Attachment 7)*

Apex Midway Wind, LLC plans to construct a 160 MW wind farm in San Patricio County. Approximately eighty (80) wind turbines will be located in San Patricio County, of which fifty-six (56) will be located in Gregory-Portland ISD. Turbine selection is ongoing at this time and has not been finalized. For purposes of this application, the project anticipates using 2.0 MW turbines manufactured by Vestas, although final turbine selection may change.

This application covers all qualified property within Gregory-Portland ISD necessary for the commercial operations of the wind farm. Qualified Investment and qualified property includes, but is not limited to, turbines, turbine transformers (pad-mounts), towers, foundations, underground collection systems, electrical substation(s), generation transmission tie lines, electrical interconnections, met towers, roads, operations & maintenance buildings, spare parts, and control systems necessary for commercial generation of electricity.

The map in Attachment 7 shows the proposed project area with the proposed improvement locations. The exact placement of turbines is subject to ongoing planning, wind studies, engineering, and discussions with landowners and turbine manufacturers. The final location of turbines, transmission lines, and supporting structures will be determined before construction begins.

ATTACHMENT 9

See Attachment 7

The maps of the qualified property, showing location of improvements, and a separate vicinity map are in Attachment 7.

ATTACHMENT 10

See Attached List

**Legal Description of Land
Apex Midway Wind, LLC**

ISD	Abstract Name	Abstract Number
Gregory-Portland	Arciniega, M	40935
Gregory-Portland	Crouch, J	40987
Gregory-Portland	Faulk, R	409122
Gregory-Portland	Head, E G	409155
Gregory-Portland	Keating, J	409180
Gregory-Portland	Orick, HRS J	409209
Gregory-Portland	Perry, S W	409219
Gregory-Portland	Sargent, G	409231
Gregory-Portland	Sargent, G	409232
Gregory-Portland	San Patricio CSL	409235
Gregory-Portland	San Patricio CSL	409238
Gregory-Portland	Sterling, I	409239
Gregory-Portland	SA&MG RR CO	409255
Gregory-Portland	SA&MG RR CO	409256
Gregory-Portland	SA&MG RR CO	409257
Gregory-Portland	SA&MG RR CO	409258
Gregory-Portland	SA&MG RR CO	409259
Gregory-Portland	SA&MG RR CO	409260
Gregory-Portland	Valdez, G	409269
Gregory-Portland	Wright, C	409280
Gregory-Portland	Swisher, J M	409393
Gregory-Portland	Swisher, J M	409394
Gregory-Portland	Hayleger, A	409164
Gregory-Portland	Lee, J	409183
Taft	Arciniega, M	40935
Taft	Head, E G	409155
Taft	Sargent, G	409232
Taft	San Patricio CSL	409235
Taft	San Patricio CSL	409237
Taft	San Patricio CSL	409238
Taft	Sterling, I	409239
Taft	SA&MG RR CO	409254
Taft	SA&MG RR CO	409255
Taft	SA&MG RR CO	409253
Taft	Keizer, W	409178

ATTACHMENT 11

See Attachment 7

A detailed map showing location of the land and separate vicinity map are in Attachment 7

ATTACHMENT 12

Description of all existing (if any) improvements

There are no existing wind farm related improvements at this site.

ATTACHMENT 13

Request of waiver of job creation requirement

CUMMINGS WESTLAKE LLC

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

July 15, 2013

Dr. Paul Clore
Gregory-Portland ISD
608 College Street
Portland, TX 78374

Re: Chapter 313 Job Waiver Request

Dear Dr. Clore,

Apex Clean Energy Holdings, LLC requests that the Gregory-Portland Independent School District's Board of Trustees waive the job requirement provision as allowed by Section 313.025(f-1) of the tax code. This waiver would be based on the school district's board findings that the jobs creation requirement exceeds the industry standard for the number of employees reasonably necessary for the operation of the facility of the property owner that is described in the application.

Apex Clean Energy Holdings, LLC requests that the Gregory-Portland Independent School District makes such a finding and waive the job creation requirement for 10 permanent jobs. In line with industry standards for job requirements, Apex Clean Energy Holdings, LLC has committed to create 8 total jobs for the project, of which 5 will be in Gregory-Portland ISD. Wind projects create a large number of full and part-time, but temporary jobs during the construction phase of the project, but require a relatively small number of highly skilled technicians to operate and maintain the project after commercial operation commences.

The industry standard for employment is typically one full-time employee for approximately every 15 turbines. This number may vary depending on the operations and maintenance requirements of the turbines selected as well as the support and technical assistance offered by the turbine manufacturer. 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. In addition to the onsite employees, there may be managers or technicians who support the project from offsite locations.

Sincerely,



D. Dale Cummings
Partner

ATTACHMENT 14

Calculation of three possible wage requirements with TWC documentation

- San Patricio County average weekly wage for all jobs (all industries)
- San Patricio County average weekly wage for all jobs (manufacturing)
- See attached Council of Governments Regional Wage Calculation and Documentation

APEX MIDWAY WIND, LLC
ATTACHMENT TO CHAPTER 313 APPLICATION

SAN PATRICIO COUNTY - GREGORY-PORTLAND ISD
CHAPTER 313 WAGE CALCULATION - ALL JOBS - ALL INDUSTRIES

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
SECOND	2012	\$ 790	\$ 41,080
THIRD	2012	\$ 823	\$ 42,796
FOURTH	2012	\$ 813	\$ 42,276
FIRST	2013	\$ 812	\$ 42,224
AVERAGE		\$ 816	\$ 42,094
		X	110%
		\$ 898	\$ 46,303

CHAPTER 313 WAGE CALCULATION - MANUFACTURING JOBS

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
SECOND	2012	\$ 1,267	\$ 65,884
THIRD	2012	\$ 1,344	\$ 69,888
FOURTH	2012	\$ 1,394	\$ 72,488
FIRST	2013	\$ 1,514	\$ 78,728
AVERAGE		\$ 1,417	\$ 71,747
		X	110%
		\$ 1,559	\$ 78,922

CHAPTER 313 WAGE CALCULATION - REGIONAL WAGE RATE

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
	2012	\$ 919	\$ 47,786
		X	110%
		\$ 1,011	\$ 52,565

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
2012	2nd Qtr	San Patricio County	Total All	00	0	10	Total, All Industries	\$790
2012	3rd Qtr	San Patricio County	Total All	00	0	10	Total, All Industries	\$823
2012	4th Qtr	San Patricio County	Total All	00	0	10	Total, All Industries	\$813

Quarterly Employment and Wages (QCEW)

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Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2013	1st Qtr	San Patricio County	Total All	00	0	10	Total, All Industries	\$812

Quarterly Employment and Wages (QCEW)

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Page 1 of 1 (40 results/page)

 Year	 Period	 Area	 Ownership	 Division	 Level	 Ind Code	 Industry	 Avg Weekly Wages
2012	2nd Qtr	San Patricio County	Total All	31	2	31-33	Manufacturing	\$1,267
2012	3rd Qtr	San Patricio County	Total All	31	2	31-33	Manufacturing	\$1,344
2012	4th Qtr	San Patricio County	Total All	31	2	31-33	Manufacturing	\$1,394

Quarterly Employment and Wages (QCEW)

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 Year	 Period	 Area	 Ownership	 Division	 Level	 Ind Code	 Industry	 Avg Weekly Wages
2013	1st Qtr	San Patricio County	Total All	31	2	31-33	Manufacturing	\$1,514

**2012 Manufacturing Wages by Council of Government Region
Wages for All Occupations**

COG	Wages	
	Hourly	Annual
Texas	\$23.56	\$48,996
1. Panhandle Regional Planning Commission	\$20.12	\$41,850
2. South Plains Association of Governments	\$16.18	\$33,662
3. NORTEX Regional Planning Commission	\$17.83	\$37,076
4. North Central Texas Council of Governments	\$24.68	\$51,333
5. Ark-Tex Council of Governments	\$16.84	\$35,032
6. East Texas Council of Governments	\$19.61	\$40,797
7. West Central Texas Council of Governments	\$18.24	\$37,941
8. Rio Grande Council of Governments	\$16.17	\$33,631
9. Permian Basin Regional Planning Commission	\$21.93	\$45,624
10. Concho Valley Council of Governments	\$16.33	\$33,956
11. Heart of Texas Council of Governments	\$19.07	\$39,670
12. Capital Area Council of Governments	\$26.03	\$54,146
13. Brazos Valley Council of Governments	\$16.55	\$34,424
14. Deep East Texas Council of Governments	\$16.20	\$33,698
15. South East Texas Regional Planning Commission	\$29.38	\$61,118
16. Houston-Galveston Area Council	\$26.59	\$55,317
17. Golden Crescent Regional Planning Commission	\$21.03	\$43,742
18. Alamo Area Council of Governments	\$18.40	\$38,280
19. South Texas Development Council	\$13.54	\$28,170
20. Coastal Bend Council of Governments	\$22.97	\$47,786
21. Lower Rio Grande Valley Development Council	\$16.33	\$33,961
22. Texoma Council of Governments	\$22.57	\$46,949
23. Central Texas Council of Governments	\$17.16	\$35,689
24. Middle Rio Grande Development Council	\$18.93	\$39,380

110% x \$47,786 =
\$52,565

Source: Texas Occupational Employment and Wages

Data published: July 2013

Data published annually, next update will be July 31, 2014

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

Description of Benefits

At least 80% of employees of the operator of the Midway Wind Project will be employed in qualifying jobs pursuant to Texas Tax Code 313.024(d). Qualifying jobs will meet the definition of Texas Tax Code Section 313.051(b). Employees will be offered a group health benefit plan for which the operator of the Midway Wind Project will pay at least 80% of the premiums or other charges assessed for employee-only coverage under the plan or as necessary to be in compliance with the Affordable Care Act. In addition, each qualifying employee will receive area-wide competitive 401(k) retirement savings plan, vacation time, sick leave and skills training.

ATTACHMENT 16

The Economic Impact Study will be performed by the Comptroller at a future date.

Apex Midway Wind, LLC

Chapter 313 Application to Gregory-Portland ISD

Cummings Westlake, LLC

ATTACHMENT 17

See attached Schedule A

PROPERTY INVESTMENT AMOUNTS

(Estimated investment in each year. Do not put cumulative totals.)

The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	Investment made before filing complete application with district (neither qualified property nor eligible to become qualified investment)	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A:	Column B:	Column C:	Column D:	Column E:			
					Tangible Personal Property (The amount of new investment (original cost) placed in service during this year)	Building or permanent nonremovable component of building (annual amount only)	Sum of A and B (during the qualifying time period)	Other investment that is not qualified investment but investment affecting economic impact and total value	Total Investment (A+B+D)			
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	Investment made after filing complete application with district, but before final board approval of application (eligible to become qualified property)	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)	2013-2014	2013	8,631,362	-	8,631,362	0	8,631,362			
					1	2014-2015	2014	163,995,871	-	163,995,871	0	163,995,871
					2	2015-2016	2015	0	0	0	0	0
					3	2016-2017	2016	0	0	0	0	0
					4	2017-2018	2017	0	0	0	0	0
					5	2018-2019	2018	0	0	0	0	0
					6	2019-2020	2019	0	0	0	0	0
					7	2020-2021	2020	0	0	0	0	0
					8	2021-2022	2021	0	0	0	0	0
					9	2022-2023	2022	0	0	0	0	0
					10	2023-2004	2023	0	0	0	0	0
					11	2024-2025	2024	0	0	0	0	0
					12	2025-2026	2025	0	0	0	0	0
					13	2026-2027	2026	0	0	0	0	0
					14	2027-2028	2027	0	0	0	0	0
15	2028-2029	2028	0	0	0	0	0					

Qualifying Time Period usually begins with the final board approval of the application and extends generally for the following two complete tax years.

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 §313.021(1)(A)-(D). For the purposes of investment, please list amount invested each year, not cumulative totals. [For the years outside the qualifying time period, this number should simply represent the planned investment in tangible personal property]. 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 B: For the years outside the qualifying time period, this number should simply represent the planned investment in new buildings or nonremovable components of buildings. 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.

Column D: For the years outside the qualifying time period, this number should simply represent the planned investment in new buildings or nonremovable components of buildings. 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.

Schedule A (Rev. January 2013): Investment

Applicant Name: APEX MIDWAY WIND LLC
 ISD Name: GREGORY-PORTLAND ISD

Form 50-299

PROPERTY INVESTMENT AMOUNTS

		(Estimated Investment in each year. Do not put cumulative totals.)												
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	Investment made before filing complete application with district (either qualified property not eligible to become qualified investment)	Year	School Year (YYYY-YYYY)	Tax Year (fill in actual tax year below) YYYY	Column A: Tangible Personal Property The amount of new investment (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 investor affecting economic impact and total value	Column E: Total Investment (A+B+D)					
										1	2	3	4	5
	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)	2013-2014	2013		0	0	0	0	0					
	Complete tax years of qualifying time period	2014-2015	2014	2014	8,631,362	0	8,631,362	0	8,631,362					
		2015-2016	2015	2015	163,995,871	0	163,995,871	0	163,995,871					
		2016-2017	2016	2016	0	0	0	0	0					
		2017-2018	2017	2017	0	0	0	0	0					
		2018-2019	2018	2018	0	0	0	0	0					
		2019-2020	2019	2019	0	0	0	0	0					
		2020-2021	2020	2020	0	0	0	0	0					
		2021-2022	2021	2021	0	0	0	0	0					
		2022-2023	2022	2022	0	0	0	0	0					
		2023-2024	2023	2023	0	0	0	0	0					
		2024-2025	2024	2024	0	0	0	0	0					
		2025-2026	2025	2025	0	0	0	0	0					
		2026-2027	2026	2026	0	0	0	0	0					
		2027-2028	2027	2027	0	0	0	0	0					
		2028-2029	2028	2028	0	0	0	0	0					
	Value Limitation Period													
	Credit Settle-Up Period													
	Post-Settle-Up Period													
	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.

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 §313.021(1)(A)-(D). For the purposes of investment, please list amount invested each year, not cumulative totals.

Column B: For the years outside the qualifying time period, this number should simply represent the planned investment in tangible personal property. Include estimates of investment for "replacement" property-property that is part of original agreement but scheduled for probable replacement during limitation period.

Column C: 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: For the years outside the qualifying time period, this number should simply represent the planned investment in new buildings or nonremovable components of buildings. 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.

Column E: 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: *Mr. [Handwritten Signature]*
 Date: July 26, 2013

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

Apex Midway Wind, LLC

Chapter 313 Application to Gregory-Portland ISD

Cummings Westlake, LLC

ATTACHMENT 18

See attached Schedule B

				Qualified Property			Reductions from	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"	Market Value	Exempted Value	Final taxable value for I&S - after all reductions	Final taxable value for M&O--after all reductions
		pre-year 1	2013-2014	2013	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	Complete tax years of qualifying time period	1	2014-2015	2014	\$ -	\$ -	\$ 4,315,681	\$ -	\$ 4,315,681	\$ 4,315,681
		2	2015-2016	2015	\$ -	\$ -	\$ 155,364,510	\$ -	\$ 155,364,510	\$ 155,364,510
		3	2016-2017	2016	\$ -	\$ -	\$ 142,935,000	\$ -	\$ 142,935,000	\$ 30,000,000
		4	2017-2018	2017	\$ -	\$ -	\$ 131,500,000	\$ -	\$ 131,500,000	\$ 30,000,000
		5	2018-2019	2018	\$ -	\$ -	\$ 120,980,000	\$ -	\$ 120,980,000	\$ 30,000,000
		6	2019-2020	2019	\$ -	\$ -	\$ 111,302,000	\$ -	\$ 111,302,000	\$ 30,000,000
		7	2020-2021	2020	\$ -	\$ -	\$ 102,398,000	\$ -	\$ 102,398,000	\$ 30,000,000
		8	2021-2022	2021	\$ -	\$ -	\$ 94,206,000	\$ -	\$ 94,206,000	\$ 30,000,000
		9	2022-2023	2022	\$ -	\$ -	\$ 86,670,000	\$ -	\$ 86,670,000	\$ 30,000,000
		10	2023-2004	2023	\$ -	\$ -	\$ 79,736,000	\$ -	\$ 79,736,000	\$ 30,000,000
		11	2024-2025	2024	\$ -	\$ -	\$ 73,357,000	\$ -	\$ 73,357,000	\$ 73,357,000
		12	2025-2026	2025	\$ -	\$ -	\$ 67,488,000	\$ -	\$ 67,488,000	\$ 67,488,000
		13	2026-2027	2026	\$ -	\$ -	\$ 62,089,000	\$ -	\$ 62,089,000	\$ 62,089,000
	Post- Settle-Up Period	14	2027-2028	2027	\$ -	\$ -	\$ 57,122,000	\$ -	\$ 57,122,000	\$ 57,122,000
	Post- Settle-Up Period	15	2028-2029	2028	\$ -	\$ -	\$ 52,552,000	\$ -	\$ 52,552,000	\$ 52,552,000

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.

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

DATE

Included for legibility purposes only

Apex Midway Wind, LLC

Chapter 313 Application to Gregory-Portland ISD

Cummings Westlake, LLC

ATTACHMENT 19

See attached Schedule C

Schedule C- Application: Employment Information

Applicant Name APEX MIDWAY WIND, LLC
ISD Name GREGORY-PORTLAND ISD

Form 50-296

		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Construction		New Jobs		Qualifying Jobs	
					Column A: Number of Construction FTE's or man- hours (specify)	Column B: Average annual wage rates for construction workers	Column C: Number of new jobs applicant commits to create (cumulative)	Column D: Average annual wage rate for all new jobs.	Column E: Number of qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Column F: Average annual wage of qualifying jobs
	Complete tax years of qualifying time period	pre-year 1	2013-2014	2013	0 FTEs	\$0.00	0	\$0.00	0	\$0.00
		1	2014-2015	2014	82 FTEs	\$31,768.00	0	\$0.00	0	\$0.00
		2	2015-2016	2015			5	\$45,000.00	4	\$52,565.00
		3	2016-2017	2016			5	\$45,000.00	4	\$52,565.00
		4	2017-2018	2017			5	\$45,000.00	4	\$52,565.00
		5	2018-2019	2018			5	\$45,000.00	4	\$52,565.00
		6	2019-2020	2019			5	\$45,000.00	4	\$52,565.00
		7	2020-2021	2020			5	\$45,000.00	4	\$52,565.00
		8	2021-2022	2021			5	\$45,000.00	4	\$52,565.00
		9	2022-2023	2022			5	\$45,000.00	4	\$52,565.00
		10	2023-2024	2023			5	\$45,000.00	4	\$52,565.00
		11	2024-2025	2024			5	\$45,000.00	4	\$52,565.00
		12	2025-2026	2025			5	\$45,000.00	4	\$52,565.00
		13	2026-2027	2026			5	\$45,000.00	4	\$52,565.00
		14	2027-2028	2027			5	\$45,000.00	4	\$52,565.00
		15	2028-2029	2028			5	\$45,000.00	4	\$52,565.00

Notes: For job definitions see TAC §9.1051(14) and Tax Code §313.021(3).

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 OF AUTHORIZED COMPANY REPRESENTATIVE _____

DATE

Apex Midway Wind, LLC

Chapter 313 Application to Gregory-Portland ISD

Cummings Westlake, LLC

ATTACHMENT 20

See attached Schedule D

Schedule D: (Rev. January 2013): Other Tax Information

Applicant Name

APEX MIDWAY WIND, LLC

ISD Name
GREGORY-PORTLAND ISD

Other Property Tax Abatements Sought
Form 50-296

	Year	School Year (YYYY-YYYY)	Tax/Calendar Year YYYY	Sales Tax Information		Franchise Tax	County	City	Hospital	Other
				Column F: Estimate of total annual expenditures* subject to state sales tax	Column G: Estimate of total annual expenditures* made in Texas NOT subject to sales tax					
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)		2013-2014	2013							
	1	2014-2015	2014	1,078,920	7,552,441	0	0%	n/a	n/a	n/a
	2	2015-2016	2015	60,000	120,000	0	TBD	n/a	n/a	TBD
	3	2016-2017	2016	60,000	120,000	0	TBD	n/a	n/a	TBD
	4	2017-2018	2017	60,000	120,000	0	TBD	n/a	n/a	TBD
	5	2018-2019	2018	60,000	120,000	0	TBD	n/a	n/a	TBD
	6	2019-2020	2019	60,000	120,000	80,000	TBD	n/a	n/a	TBD
	7	2020-2021	2020	60,000	120,000	80,000	TBD	n/a	n/a	TBD
	8	2021-2022	2021	60,000	120,000	80,000	TBD	n/a	n/a	TBD
	9	2022-2023	2022	60,000	120,000	80,000	TBD	n/a	n/a	TBD
	10	2023-2024	2023	60,000	120,000	80,000	TBD	n/a	n/a	TBD
	11	2024-2025	2024	60,000	120,000	80,000	TBD	n/a	n/a	TBD
	12	2025-2026	2025	60,000	120,000	80,000	TBD	n/a	n/a	TBD
	13	2026-2027	2026	60,000	120,000	80,000	TBD	n/a	n/a	TBD
	14	2027-2028	2027	60,000	120,000	80,000	TBD	n/a	n/a	TBD
	15	2028-2029	2028	60,000	120,000	80,000	TBD	n/a	n/a	TBD

*For planning, construction and operation of the facility

M. Goodwin
SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

July 26, 2013
DATE

Note: Negotiations for tax abatement with San Patricio County and Drainage District are in very preliminary stages. No terms have been agreed upon hence the "TBD" (to be determined) notations above.

Schedule D: (Rev. January 2013): Other Tax Information

Applicant Name

APEX MIDWAY WIND, LLC

ISD Name

GREGORY-PORTLAND ISD

Form 50-296

					Sales Tax Information		Franchise Tax	Other Property Tax Abatements Sought			
					Sales Taxable Expenditures		Franchise Tax	County	City	Hospital	Other
		Year	School Year (YYYY-YYYY)	Tax/Calendar Year YYYY	Column F: Estimate of total annual expenditures* subject to state sales tax	Column G: Estimate of total annual expenditures* made in Texas NOT subject to sales tax	Column H: Estimate of Franchise tax due from (or attributable to) the applicant	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)			2013-2014	2013							
					1,078,920	7,552,441		-	-	-	-
	Complete tax years of qualifying time period	1	2014-2015	2014	20,499,484	143,496,387	0	0%	n/a	n/a	n/a
		2	2015-2016	2015	60,000	120,000	0	TBD	n/a	n/a	TBD
	Value Limitation Period	3	2016-2017	2016	60,000	120,000	0	TBD	n/a	n/a	TBD
		4	2017-2018	2017	60,000	120,000	0	TBD	n/a	n/a	TBD
		5	2018-2019	2018	60,000	120,000	0	TBD	n/a	n/a	TBD
Tax Credit Period (with 50% cap on credit)		6	2019-2020	2019	60,000	120,000	80,000	TBD	n/a	n/a	TBD
		7	2020-2021	2020	60,000	120,000	80,000	TBD	n/a	n/a	TBD
		8	2021-2022	2021	60,000	120,000	80,000	TBD	n/a	n/a	TBD
		9	2022-2023	2022	60,000	120,000	80,000	TBD	n/a	n/a	TBD
		10	2023-2004	2023	60,000	120,000	80,000	TBD	n/a	n/a	TBD
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2024-2025	2024	60,000	120,000	80,000	TBD	n/a	n/a	TBD
		12	2025-2026	2025	60,000	120,000	80,000	0%	-	0%	-
		13	2026-2027	2026	60,000	120,000	80,000	0%	-	0%	-
Post- Settle-Up Period		14	2027-2028	2027	60,000	120,000	80,000	0%	-	0%	-
Post- Settle-Up Period		15	2028-2029	2028	60,000	120,000	80,000	0%	-	0%	-

*For planning, construction and operation of the facility.

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

DATE

Included for legibility purposes only

ATTACHMENT 21

See attached map of the proposed reinvestment zone

ATTACHMENT 22

San Patricio County Commissioners Court or the Gregory-Portland ISD Board of Trustees is expected to create the proposed reinvestment zone on or before September 30, 2013. The order, resolution, or ordinance establishing the zone will be furnished at a later date.

ATTACHMENT 23

See attached legal description of Reinvestment Zone

**Legal Description of Land
Apex Midway Wind, LLC**

ISD	Abstract Name	Abstract Number
Gregory-Portland	Arciniega, M	40935
Gregory-Portland	Crouch, J	40987
Gregory-Portland	Faulk, R	409122
Gregory-Portland	Head, E G	409155
Gregory-Portland	Keating, J	409180
Gregory-Portland	Orick, HRS J	409209
Gregory-Portland	Perry, S W	409219
Gregory-Portland	Sargent, G	409231
Gregory-Portland	Sargent, G	409232
Gregory-Portland	San Patricio CSL	409235
Gregory-Portland	San Patricio CSL	409238
Gregory-Portland	Sterling, I	409239
Gregory-Portland	SA&MG RR CO	409255
Gregory-Portland	SA&MG RR CO	409256
Gregory-Portland	SA&MG RR CO	409257
Gregory-Portland	SA&MG RR CO	409258
Gregory-Portland	SA&MG RR CO	409259
Gregory-Portland	SA&MG RR CO	409260
Gregory-Portland	Valdez, G	409269
Gregory-Portland	Wright, C	409280
Gregory-Portland	Swisher, J M	409393
Gregory-Portland	Swisher, J M	409394
Gregory-Portland	Hayleger, A	409164
Gregory-Portland	Lee, J	409183
Taft	Arciniega, M	40935
Taft	Head, E G	409155
Taft	Sargent, G	409232
Taft	San Patricio CSL	409235
Taft	San Patricio CSL	409237
Taft	San Patricio CSL	409238
Taft	Sterling, I	409239
Taft	SA&MG RR CO	409254
Taft	SA&MG RR CO	409255
Taft	SA&MG RR CO	409253
Taft	Keizer, W	409178

ATTACHMENT 24

The adopted Guidelines and Criteria will be furnished at a later date.