Colbeck's Corner, LLC
(f/k/a Grandview Wind Farm II, LLC)

October 19, 2015

Mr. Jay Lamb, Superintendent
Groom Independent School District
304 W. 3rd Street
P.O. Box 598
Groom, Texas 79068

Mr. Glenn Hegar
Texas Comptroller of Public Accounts
P.O. Box 13528, Capitol Station
Austin, Texas 78711-3528

Re: Amended, Restated and Supplemented Request for Request for Amendment to that certain Limitation on Appraised Value Agreement (Texas Comptroller's Application No. 356) for Groom Independent School District dated December 9, 2014, by and between Groom Independent School District and Grandview Wind Farm II, LLC (n/k/a Colbeck's Corner, LLC), as the "Applicant" (the **"Agreement"**, the capitalized terms used herein, but not otherwise defined herein being used herein as defined in the Agreement)

Gentelmen:

Please accept this letter as Colbeck's Corner, LLC's (f/k/a Grandview Wind Farm II, LLC) (the **"Applicant"**) request to Groom Independent School District (the **"District"**) to amend (i) Exhibit 1 (Description and Location of Enterprise or Reinvestment Zone); (ii) Exhibit 3 (Description and Location of the Applicant's Qualified Investment); and (iii) Exhibit 4 (Description and Location of Qualified Investment) of the above-referenced Agreement in order to amend and clarify the location of the Qualified Investment and the Qualified Property within the District and within the Reinvestment Zone (as hereinafter defined and amended), as authorized by and pursuant to Sections 3.2, 3.3, 3.4, and 11.2 of the Agreement, §313.027(e) of the Texas Tax Code, and Texas Comptroller Rule §9.1054(h)(15) (34 TEXAS ADMIN. CODE § 9.1054(h)(15)) as in effect on the date when the Application (as defined herein) was determined to be complete. A prior version of this letter dated July 20, 2015, with attachments, was previously provided to the above addressees. Specifically, this letter is being provided in response to the Comptroller's request for additional information and certain amended pages and schedules to be provided relating to the original Application (as defined below). Pursuant to this request, we have attached the following amended pages and schedules to the Application:

- Revised form 50-296-A pages 2, 4, 5, 6, 7, 8, 9, and 12 as follows:
    - Page 2 New Signature Page for the District.
    - Page 4 New Signature and Certification Page for the Applicant.

- Page 5 amendment to reflect the name change of Applicant to Colbeck's Corner, LLC.
- Page 6 amendments to the Projected Timeline.
- Page 7 amendments to allocate the Project between multiple ISDs.
- Page 8 amendments to reduce the Qualified Investment/Qualified Property.
- Page 9 amendments to request waiver of new job requirement.
- Page 12 updated Checklist to include the amendment documents.

- Revised Checklist Items 4, 5, 6, 7, 8, 9, 10, 11, 14, and 16 as follows:
  - Items 4, 5, 6, 7, 8, 9, 10, and 11 to clarify the location of the Qualified Investment and Qualified Property and allocation between Grandview-Hopkins ISD and Groom ISD and including clarifying changes made to the Reinvestment Zone as described in Items 21-23 below.
  - Item 13 amendment to request waiver of new job requirement.
  - Items 17, 18, 19, and 20 amendments to Schedules A, B, C, and D caused by the changes made to the Section 9 Projected Timeline.
  - Items 21, 22, 23, and 24 supplements documentation for expanded Reinvestment Zone, specifically including a copy of the June 18, 2014, Gray County Commissioners' Court Resolution and the June 26, 2015, Gray County Commissioners' Court Resolution Nunc Pro Tunc designating the Gray County Reinvestment Zone.

Specifically, this letter is intended to (a) submit to the District and the Comptroller a written request to add Qualified Property to the Agreement including a specific description of the additional Qualified Property to which the Applicant requests that the limitation apply; (b) notify the District and the Comptroller of the changes to the information that was provided in the Application that was approved by the District; and (c) provide any additional information reasonably requested by the District or the Comptroller for the purpose of re-evaluating the new or changed conditions. The Application for an Appraised Value Limitation on Qualified Property pursuant to 34 TEXAS ADMIN. CODE § 9.1053 (the **"Application"**), was filed on or about November 12, 2013, and was determined to be complete by the District on November 15, 2013. The Comptroller deemed the Application complete and thereafter began its analysis of the Application on December 11, 2013. As a result, the Application, the Agreement, and this request for amendment are governed by the applicable law in effect prior to January 1, 2014. *See* Acts 2013, 83rd Leg., R.S., Ch. 1304 (H.B. 3390), §§ 23(a) and 25 ("Chapter 313, Tax Code, as amended by this Act, applies only to an application filed under that chapter on or after the effective date of this Act. An application filed under that chapter before the effective date of this Act is governed by the law in effect on the date the application was filed, and the former law is continued in effect for that purpose." The effective date of H.B. 3390 was January 1, 2014).

Applicant intended to construct a wind-powered electric generating facility with an operating capacity of approximately 200 megawatts (the **"Grandview II Project,"** as it may be amended from time to time), to be located entirely within the Groom Independent School District and the Carson County Reinvestment Zone 10 as created pursuant to Code §312.0025 by action of the Carson County Commissioners Court and as further described by the description and/or depiction of said Carson County Reinvestment Zone attached to the Agreement as Exhibit 2 (the **"Carson County Reinvestment Zone"**). The exact number of wind turbines (including without limitation the towers, nacelles, rotors, and reinforced concrete foundations) and the size of each turbine for the Grandview II Project would vary depending upon the wind turbines selected and the megawatt generating capacity of the completed Grandview II Project, but at the time the Application was submitted to the District, the plans were to install an aggregate of 118 GE 1.7 megawatt turbines on property within the District. All of the original Qualified Investment/Qualified Property of the Grandview II Project was planned to be located within the boundaries of the District and the Carson County Reinvestment Zone.

In furtherance of the development of the Grandview II Project and as contemplated in the Application and the Agreement, the number and location of the wind turbines to be located within the Grandview II Project and comprising part of the Qualified Investment/Qualified Property was modified and expanded, including wind turbines now planned to be located within the following areas: (1) within the boundaries of both the District and the Carson County Reinvestment Zone; (2) within the boundaries of both the District and the Gray County Grandview II Reinvestment Zone created pursuant to Code §312.0025 by action of the County and as further described by the description and/or depiction of said Gray County Grandview II Reinvestment Zone by Resolution Designating Reinvestment Zone dated June 18, 2014, and the Nunc Pro Tunc Resolution Designating Reinvestment Zone dated June 26, 2015, duly passed by the Gray County Commissioners Court (the **"Gray County Reinvestment Zone"**); and (3) within the boundaries of the Grandview-Hopkins Independent School District (**"Grandview-Hopkins ISD"**) and the Gray County Reinvestment Zone. Applicant still intends to construct a wind-powered electric generating facility with an operating capacity of approximately 200 megawatts, but the Grandview II Project will now be located in both the District and Grandview-Hopkins ISD. As a result of the changes and relocation of part of the Qualified Investment/Qualified Property within the Grandview II Project, Applicant is requesting an amendment of the Reinvestment Zone subject to the Agreement to include both the Carson County Reinvestment Zone and the Gray County Reinvestment Zone. A copy of the June 18, 2014, Gray County Commissioners' Court Resolution and the June 26, 2015, Gray County Commissioners' Court Resolution Nunc Pro Tunc designating the Gray County Reinvestment Zone are included as part of Checklist Item 22 of the Application amendment pages described above. In addition to the Agreement, and as a further result of the changes and relocation of part of the Qualified Investment/Qualified Property within the Grandview II Project, Applicant is also seeking to amend that certain Limitation on Appraised Value Agreement (Texas Comptroller's Application No. 1010) for Grandview-Hopkins ISD dated December 9, 2014, by and between Grandview-Hopkins ISD and Applicant (the **"Grandview-Hopkins Agreement"**), which resulted from that certain Application for an Appraised Value Limitation on Qualified Property pursuant to 34 Texas Admin. Code § 9.1053 with Grandview-Hopkins ISD (the **"Grandview-Hopkins Application"**), filed on or about May 13, 2014 (Texas Comptroller's Application No. 1010), and covering property within the Gray County Reinvestment Zone. However, because the Comptroller deemed the Grandview-Hopkins Application complete and thereafter began its

analysis of the Application after December 31, 2013, the amendment of the Grandview-Hopkins Application and the Grandview-Hopkins Agreement are governed by the applicable law in effect on and after January 1, 2014. *See* Acts 2013, 83rd Leg., R.S., Ch. 1304 (H.B. 3390), §§ 23(a) and 25 ("Chapter 313, Tax Code, as amended by this Act, applies only to an application filed under that chapter on or after the effective date of this Act. An application filed under that chapter before the effective date of this Act is governed by the law in effect on the date the application was filed, and the former law is continued in effect for that purpose." The effective date of H.B. 3390 was January 1, 2014).

The exact number of wind turbines (including without limitation the towers, nacelles, rotors, and reinforced concrete foundations) and the size of each turbine for the Grandview II Project may continue to vary depending upon the wind turbines selected and the megawatt generating capacity of the completed Grandview II Project. Of the turbines planned to be located within the Grandview II Project, Applicant now plans to install 70 GE 1.79-100 wind turbine models on the property within (a) the District, and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone.

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

Also as a result of the relocation of part of the Qualified Investment/Qualified Property from the District to Grandview-Hopkins ISD, on September 29, 2015, pursuant to the provisions of 313.025(f-1) of the TEXAS TAX CODE, Applicant requested a waiver of the job creation requirement set forth in Section 313.051(b) of the Texas Tax Code. On _____, 2015, pursuant to the provisions of 313.025(f-1) of the Texas Tax Code, the District waived the job creation requirement set forth in Section 313.051(b) of the Texas Tax Code. Pursuant to the amendments requested in the Application, the Applicant is committing to the creation of 5 Qualifying Jobs in the District. Applicant has also committed to the creation of 5 additional Qualifying Jobs in the Grandview-Hopkins ISD.

Pursuant to Sections 3.2, 3.3, 3.4, and 11.2 of the Agreement, §313.027(e) of the Texas Tax Code, and Texas Comptroller Rule §9.1054(h)(15) (34 TEXAS ADMIN. CODE § 9.1054(h)(15)) as in effect on the date when the Application was determined to be complete, Applicant desires to amend certain schedules and exhibits in order to modify and relocate the wind turbines comprising the Grandview II Project that were originally to be constructed within the District to be part of the Qualified Investment/Qualified Property within the boundaries of both the District subject to the Agreement and the boundaries of Grandview-Hopkins ISD subject to the Grandview-Hopkins Agreement. The Qualified Investment/Qualified Property, as amended, for the overall Grandview II Project shall be located across both the District and the Grandview-Hopkins ISD as set forth in the paragraphs above.

Pursuant to Sections 3.2, 3.3, 3.4, and 11.2 of the Agreement, §313.027(e) of the Texas Tax Code, and Texas Comptroller Rule §9.1054(h)(15) (34 TEXAS ADMIN. CODE

§ 9.1054(h)(15)) as in effect on the date when the Application was determined to be complete, Applicant desires to amend (i) Exhibit 1 (Description and Location of Enterprise or Reinvestment Zone); (ii) Exhibit 3 (Description and Location of the Applicant's Qualified Investment); and (iii) Exhibit 4 (Description and Location of Qualified Property), and to amend and clarify the location of the Qualified Investment and the Qualified Property within the boundaries of (a) the District and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone, subject to the Agreement.

It is believed that the foregoing changes to the Grandview II Project and to the Exhibits to the Agreement will not impact the timing of the construction and completion of the Grandview II Project. Applicant recognizes and acknowledges the calculations relating to District Funding Revenue under Article IV of the Agreement may be affected by the foregoing changes to the Grandview II Project and to the Exhibits to the Agreement, and Applicant's Revenue Protection payments to the District for loss in District Funding Revenues calculated pursuant to Article IV of the Agreement could be substantially different than previously projected in the District's Financial Impact Report prepared by Randy McDowell, RTSBA.

In order to accomplish this change, Applicant requests to amend (i) Exhibit 1 (Description and Location of Enterprise or Reinvestment Zone); (ii) Exhibit 3 (Description and Location of the Applicant's Qualified Investment); and (iii) Exhibit 4 (Description and Location of Qualified Property) of the Agreement to modify, add, and relocate Qualified Investment and/or Qualified Property subject to the Agreement pursuant to Sections 3.2, 3.3, 3.4, and 11.2 of the Agreement, §313.027(e) of the Texas Tax Code, and Texas Comptroller Rule §9.1054(h)(15) (34 TEXAS ADMIN. CODE § 9.1054(h)(15)) as in effect on the date when the Application was determined to be complete, and to clarify the location of the Qualified Investment and/or Qualified Property within the Carson County Reinvestment Zone and the District.

Applicant hereby requests that this request for amendment be posted for a public hearing before the Board of Trustees in accordance with applicable law, and after conducting a public hearing on the matter, the Board of Trustees make the necessary factual findings and determinations that such amendments are in the best interest of the District and the State of Texas and is consistent with and authorized by Chapter 313 of the Texas Tax Code, and to approve the form of the amendment and authorize the Board President and Secretary to execute and deliver such amendment to the Applicant, the Comptroller, and the Appraisal District. A draft amendment to the Agreement with the amendments described above will be provided to the District for its consideration in advance of such meeting.

With kind regards,

Paul Bowman
Sr. Vice President, Development

Enclosure

cc Donita Davis, Chief Appraiser
Carson County Appraisal District
102 S. Main Street
Panhandle, Texas 79068

Tyson Paronto, Chief Appraiser
Gray County Appraisal District
P.O. Box 836
Pampa, Texas 79066-0836

Mr. Fred Stormer
Underwood Law Firm, P.C.
500 S. Taylor, Suite 1200 LB 233
P.O. Box 9158
Amarillo, Texas 79105-9158

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

This **AMENDMENT NO. 1 TO LIMITATION ON APPRAISED VALUE AGREEMENT FOR GROOM INDEPENDENT SCHOOL DISTRICT** (this "**Amendment**"), is entered into to be effective as of December 9, 2014, by and between Colbeck's Corner, LLC, a Delaware limited liability company (f/k/a Grandview Wind Farm II, LLC), Texas Taxpayer Identification Number 32052354019 (the "**Applicant**"), and Groom Independent School District (the "**District**"). The Applicant and the District may hereafter be referred to as, together, the "**Parties**" and each, a "**Party**".

WITNESSETH:

WHEREAS, on or about December 9, 2014, pursuant to Chapter 313 of the Texas Tax Code, after conducting a public hearing on the matter, the District made factual findings, and passed, approved, and executed that certain Limitation on Appraised Value Agreement for Groom Independent School District dated December 12, 2013, by and between the District and the Applicant (the "**Agreement**"), covering property within the Carson County Reinvestment Zone 10 created pursuant to Code §312.0025 by action of the Carson County Commissioners Court and as further described by the description and/or depiction of said Reinvestment Zone attached to the Agreement as Exhibit 2 (the **"Carson County Reinvestment Zone**").

WHEREAS, Applicant intended to construct a wind-powered electric generating facility with an operating capacity of approximately 200 megawatts located entirely within the District and the Carson County Reinvestment Zone (the **"Grandview II Project,"** as it may be amended from time to time). The exact number of wind turbines (including without limitation the towers, nacelles, rotors, and reinforced concrete foundations) and the size of each turbine for the Grandview II Project would vary depending upon the wind turbines selected and the megawatt generating capacity of the project completed, but at the time the Application was submitted to the District, the plans were to install an aggregate of 118 GE 1.7 megawatt turbines on property within the District. All of the Qualified Investment/Qualified Property of the Grandview II Project was planned to be located within the boundaries of the District and the Carson County Reinvestment Zone.

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

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

WHEREAS, the exact number of wind turbines (including without limitation the towers, nacelles, rotors, and reinforced concrete foundations) and the size of each turbine for the Grandview II Project may continue to vary depending upon any future change in the wind turbines selected and the megawatt generating capacity of the completed Grandview II Project. Of the turbines planned to be located within the Grandview II Project, Applicant now plans to install 70 GE 1.79-100 wind turbine models on the property within (a) the District, and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone.

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

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

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

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

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

WHEREAS, on _____, 2015, after conducting a public hearing on the matter, the Board of Trustees made certain factual findings and determined that this Amendment is in the best interest of the District and the State of Texas and is consistent with and authorized by Chapter 313 of the Texas Tax Code, and approved the form of this Amendment and authorized the Board President and Secretary to execute and deliver such Amendment to the Applicant.

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

1. Exhibits and Schedules.

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

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

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

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

2. Effect. Except as modified and amended by the terms of this Amendment, all of the terms, conditions, provisions and covenants of the Agreement shall remain in full force and effect, and the Agreement and this Amendment shall be deemed to constitute a single instrument or document. Should there be any inconsistency between the terms of this Amendment and the Agreement the terms of this Amendment shall prevail. This Amendment is intended to amend the Reinvestment Zone and to modify and relocate Qualified Investment and/or Qualified Property subject to the Agreement pursuant to Sections 3.2, 3.3, 3.4, and 11.2 of the Agreement and §313.027(e) of the Code, and to clarify the location of the Qualified Investment and/or Qualified Property within (a) the District, and (b) the combined Reinvestment Zone of either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone. A copy of this Amendment shall be delivered to the Texas Comptroller, the Carson County Appraisal District, and the Gray County Appraisal District, to be posted to the Texas Comptroller's internet website.

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

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

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

[SIGNATURE PAGE FOLLOWS.]

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

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

By:_____ Date:_____
Name:_____
Title:_____

GROOM INDEPENDENT SCHOOL DISTRICT

By:_____ Date:_____
Name:_____
Title:_____

ATTEST:

By:_____
Name:_____
Title:_____

EXHIBIT 2

DESCRIPTION AND LOCATION OF ENTERPRISE OR REINVESTMENT ZONE

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

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

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

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

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

All of WH Hickox strip.

All of NA Steed strip in Carson County, Texas.

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

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

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

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

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

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

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

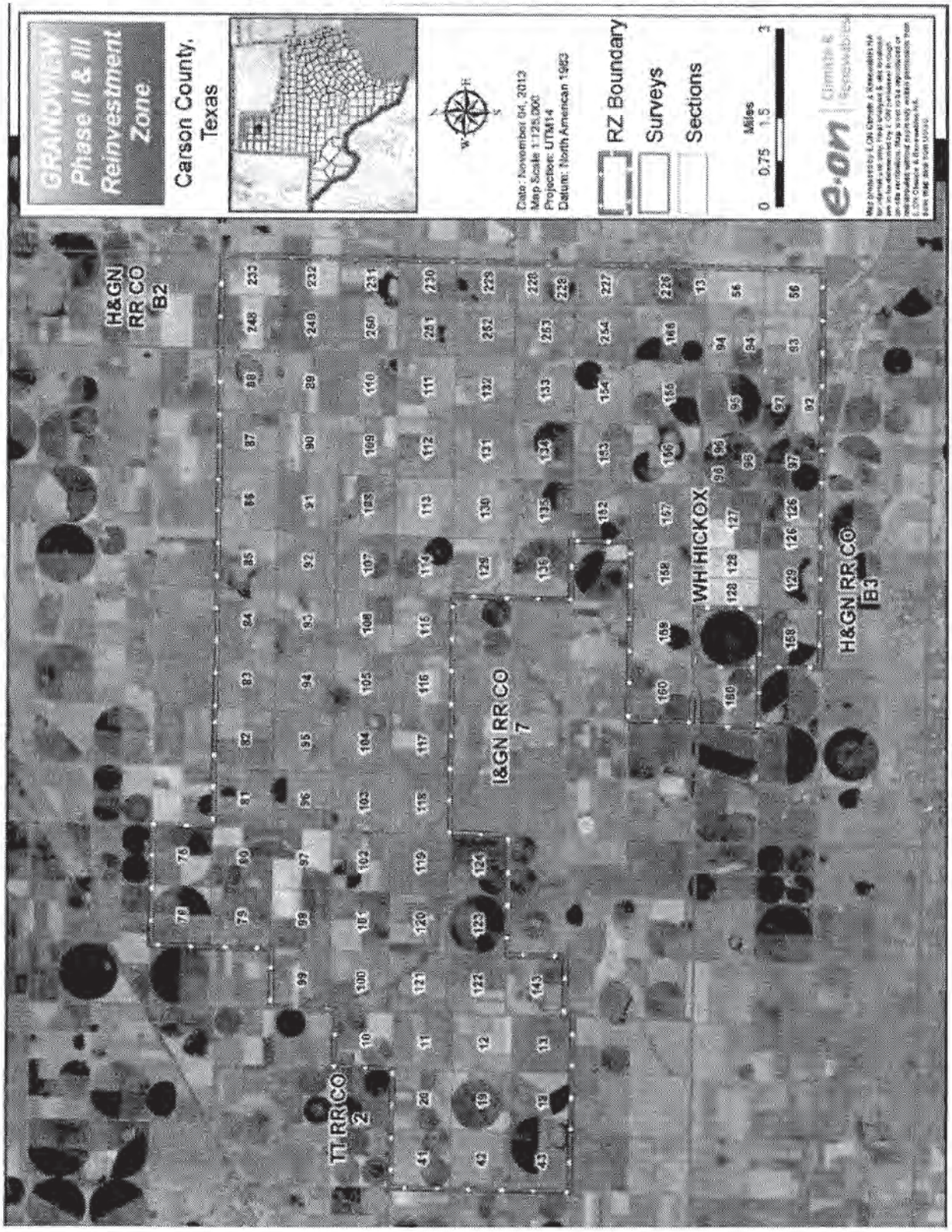
The North Half (N/2) & Southeast Quarter (SE/4) of Section 20, Block B3, H&GN RR CO. Survey, Gray County, Texas.

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

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

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

Map of Carson County Reinvestment Zone No. 10



Map of Gray County Grandview II Reinvestment Zone

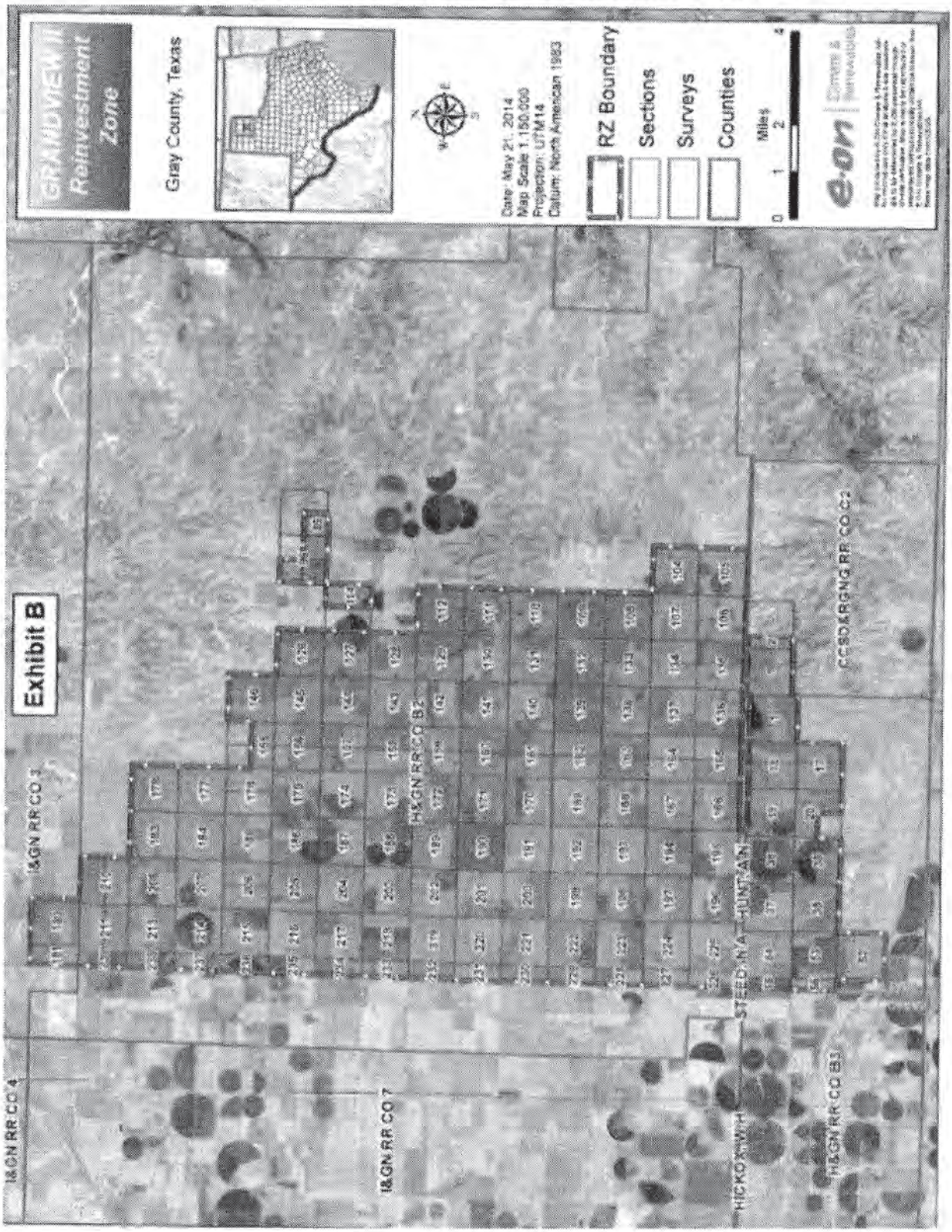


EXHIBIT 3

DESCRIPTION AND LOCATION OF THE APPLICANT'S QUALIFIED INVESTMENT

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

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

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

EXHIBIT 4
DESCRIPTION AND LOCATION OF QUALIFIED PROPERTY

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

Approximately 62% of the Qualified Investment/Qualified Property of the Grandview II Project is projected to be located within the boundaries of (a) the District and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone, and approximately 38% of the Qualified Investment/Qualified Property of the Grandview II Project is projected to be located within the boundaries of both (a) Grandview-Hopkins ISD and (b) the Gray County Reinvestment Zone. The additional improvements for the Grandview II Project located within the boundaries of (a) the Groom ISD and (b) either (i) the Carson County Reinvestment Zone 10 or (ii) the Gray County Reinvestment Zone, and being part of the Qualified Property and Qualified Investment subject to this Agreement may include but are not limited to:

- Roadwork, sloped for drainage, with turnouts from public roads
- Fencing to control livestock and to protect substations and other equipment as needed for safety and security.
- Approximately 70 wind turbine generator foundations, with anchor bolt embeds and template rings
- Wind turbine obstruction lighting per FAA requirements
- Telephone system
- ECRNA will construct one 345:34.5kV collection substation, including two 140 MVA power transformers with OLTC's, as well as associated circuit breakers, switches, reactive power compensation equipment and control building.
- The collection substation will be connected to the utility interconnection through a single-circuit, double 795 ACSR conductor 345kv transmission line approximately 4.5 miles in length.
- Underground power cables from, and various cable accessories, with grounding.
- O&M building with offices and warehouse, with standard utilities
- Permanent meteorological towers, quantity and location of which to be determined by final turbine layout.
- Underground communication cables.

AUS:0053359/00063:569143v7

SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized School District Consultant (If Applicable)

First Name: Fred
Last Name: Stormer
Title:

Firm Name: Underwood Law Firm, P.C.
Street Address: 500 S. Taylor Suite 1200 LB 233
Mailing Address:

City: Amarillo
State: TX
ZIP: 79101
Phone Number: 806-376-5613
Fax Number: 806-376-0216
Mobile Number (Optional):
E-mail Address: fred.stormer@uwlaw.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: 10/21/15

Has the district determined this application complete? ☑ Yes ☐ No

If yes, date determined complete. November 15, 2013

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

AMENDED

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 (CONTINUED)

Authorized Company Consultant (If Applicable)

First Name: NA

Last Name:

Title:

Firm Name:

Street Address:

Mailing Address:

City:

State:

ZIP:

Phone Number:

Fax Number:

Business email Address:

AMENDED

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))

Paul Bowman, Senior Vice President

Date: October 19, 2015

GIVEN under my hand and seal of office this 19 day of October, 2015

RICHARD SAUNDERS
Notary Public, State of Texas
My Commission Expires
November 21, 2018

(Notary Seal)

Notary Public, State of Texas

My commission expires November 21, 2018

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

Colbeck's Corner, LLC (f/k/a and now d/b/a Grandview Wind Farm II, LLC)

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

32052354019

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

Please see attached on Checklist Item 3

AMENDED

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 company, 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)? ☑ 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.)

ELIGIBILTY UNDER TAX CODE CHAPTER 313.024

Are you an entity to which Tax Code, Chapter 171 applies? ☑ Yes ☐ No

The property will be used as an integral part, or as a necessary auxiliary part, in one of the following activities:

(1) manufacturing ☐ Yes ☑ No

(2) research and development. ☐ Yes ☑ No

(3) a clean coal project, as defined by Section 5.001, Water Code ☐ Yes ☑ No

(4) an advanced clean energy project, as defined by Section 382.003, Health and Safety Code ☐ Yes ☑ No

(5) renewable energy electric generation ☑ Yes ☐ No

(6) electric power generation using integrated gasification combined cycle technology. ☐ Yes ☑ No

(7) nuclear electric power generation ☐ Yes ☑ No

(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) ☐ Yes ☑ No

Are you requesting that any of the land be classified as qualified investment? ☐ Yes ☑ No

Will any of the proposed qualified investment be leased under a capitalized lease? ☐ Yes ☑ No

Will any of the proposed qualified investment be leased under an operating lease? ☐ Yes ☑ No

Are you including property that is owned by a person other than the applicant? ☐ Yes ☑ No

Will any property be pooled or proposed to be pooled with property owned by the applicant in determining the amount of your qualified investment? ☐ Yes ☑ No

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 acquisition or installation, and any other relevant information. (Use attachments as necessary)

Please see Checklist Item 4 for a complete project description.

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

Please see Checklist Item 4 for a complete project description.

AMENDED

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: Fourth Quarter 2013

Begin Hiring New Employees: First Quarter 2015

Construction Complete: Fourth Quarter 2016

Fully Operational: Fourth Quarter 2016

Purchase Machinery & Equipment: February 15, 2014

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)? ☑ Yes ☐ No

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? Fourth Quarter 2016

ECONOMIC INCENTIVES

Identify state programs the project will apply for:

State Source	Amount
NA	
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)

Colbeck's Corner, LLC (f/k/a Grandview Wind Farm II, LLC) will pursue Chapter 312 Tax Abatement Agreements from Carson and Gray Counties.

THE PROPERTY

Identify county or counties in which the proposed project will be located: Carson and Gray Counties

Central Appraisal District (CAD) that will be responsible for appraising the property: Carson and Gray CADs

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: Gray 0.489301(40%); Carson 0.498580(60%) (Name and percent of project)

City: _____ (Name and percent of project)

Hospital District: _____ (Name and percent of project)

Water District: Panhandle Ground Water District (100%) (Name and percent of project)

Other (describe): Grandview-Hopkins ISD (38%) (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.

SEE CHECKLIST ITEMS 5 THROUGH 9.

AMENDED

Form 50-296 Application for Appraised Value Limitation on Qualified Property

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? $10,000,000.00

What is the amount of appraised value limitation for which you are applying? $10,000,000.00

What is your total estimated *qualified* investment? $177,361,071.00

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? February 15, 2014

What is the anticipated date of the beginning of the qualifying time period? January 1, 2015

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? $177,361,071.00

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 to which you are applying? ☑ Yes ☐ No

(2) if not in or on the new building or other new improvement to 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

AMENDED

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 numbe

List current market value of existing property at site as of most recent tax year. NA (Market Val) (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 ee of a abatement agreement entered into by a school district for the duration of the limit ion? ☑ Yes ☐ No

WAGE AND EMPLOYMENT INFORMATION

What is the estimated number of permanent jobs (more than 1,600 hours a year) with th plicant or a contractor of the applicant, on the proposed qualified property e the last c plete quarter before the application review start date (date your application is finally ermined complete)? Zero

The last complete calendar quarter before application review rt date is th

☐ First Quarter ☐ Second Quarter ☑ Third Quarter ☐ Fourth Quarter of 2013 (year)

What were the number of permanent jobs (more tha 00 ho a ye this applicant had in Texas during the most recent quarter reported to the TWC?

Note: For job definitions see TAC §9.1051(1 Tax Co e 31 021(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" s application.

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

Do you plan to create at least 25 new job 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? Five

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).

AMENDED

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 documentation. (Attachment)	10 of 16	✔
15	Description of Benefits	10 of 16	✔
16	Economic Impact (if applicable)	10 of 16	NA
17	Schedule A completed and signed	13 of 16	✔
18	Schedule B completed and signed	14 of 16	✔
19	Schedule C (Application) completed and attached	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	✔

AMENDED

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

CHECKLIST ITEM 4

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

CHECKLIST ITEM 4
DETAILED DESCRIPTION OF THE PROJECT

Grandview Wind Farm II, LLC anticipates constructing a wind-powered electric generating facility with an operating capacity of approximately 200 megawatts (the **"Grandview II Project"**) located in Carson and Gray Counties, Texas, and across two (2) different school districts: Groom ISD and Grandview-Hopkins ISD. The exact number of wind turbines and the size of each turbine will vary depending upon the wind turbines selected and the megawatt generating capacity of the completed Grandview II Project. Of the turbines planned to be located within the Grandview II Project, Applicant now plans to install 70 GE 1.79-100 wind turbine models on the property within (a) the District, and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone. Descriptions of the Carson County Reinvestment Zone and the Gray County Reinvestment Zone are included in Attachment 16. A map showing the location of the Grandview II Project is included in Attachment 7.

Approximately 62% of the Qualified Investment/Qualified Property of the Grandview II Project is projected to be located within the boundaries of (a) the Groom District and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone, and approximately 38% of the Qualified Investment/Qualified Property of the Grandview II Project is projected to be located within the boundaries of both (a) Grandview-Hopkins ISD and (b) the Gray County Reinvestment Zone. The additional improvements for the Grandview II Project located within the boundaries of (a) the Groom ISD and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone, and being part of the Qualified Property and Qualified Investment subject to this Agreement may include but are not limited to:

- Roadwork, sloped for drainage, with turnouts from public roads
- Fencing to control livestock and to protect substations and other equipment as needed for safety and security.
- Approximately 112 (70 in Groom ISD and 42 in Grandview-Hopkins ISD) wind turbine generator foundations, with anchor bolt embeds and template rings
- Wind turbine obstruction lighting per FAA requirements
- Telephone system
- ECRNA will construct one 345:34.5kV collection substation, including two 140 MVA power transformers with OLTC's, as well as associated circuit breakers, switches, reactive power compensation equipment and control building.
- The collection substation will be connected to the utility interconnection through a single-circuit, double 795 ACSR conductor 345kv transmission line approximately 4.5 miles in length.
- Underground power cables from, and various cable accessories, with grounding.
- O&M building with offices and warehouse, with standard utilities
- Permanent meteorological towers, quantity and location of which to be determined by final turbine layout.
- Underground communication cables.

Construction of the Project is anticipated to be complete by the fourth quarter of 2016.

AMENDED

CHECKLIST ITEM 5

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

CHECKLIST ITEM 5
LIST OF DISTRICTS AND PERCENTAGES IN EACH DISTRICT

GROOM INDEPENDENT SCHOOL DISTRICT	62%
GRANDVIEW-HOPKINS INDEPENDENT SCHOOL DISTRICT	38%

AMENDED

CHECKLIST ITEM 6

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

CHECKLIST ITEM 6
DESCRIPTION OF QUALIFIED INVESTMENT

Grandview Wind Farm II, LLC anticipates constructing a wind-powered electric generating facility with an operating capacity of approximately 200 megawatts (the **"Grandview II Project"**) located in Carson and Gray Counties, Texas, and across two (2) different school districts: Groom ISD and Grandview-Hopkins ISD. The exact number of wind turbines and the size of each turbine will vary depending upon the wind turbines selected and the megawatt generating capacity of the completed Grandview II Project. Of the turbines planned to be located within the Grandview II Project, Applicant now plans to install 70 GE 1.79-100 wind turbine models on the property within (a) the District, and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone. Descriptions of the Carson County Reinvestment Zone and the Gray County Reinvestment Zone are included in Attachment 16. A map showing the location of the Grandview II Project is included in Attachment 7.

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- Roadwork, sloped for drainage, with turnouts from public roads
- Fencing to control livestock and to protect substations and other equipment as needed for safety and security.
- Approximately 70 wind turbine generator foundations, with anchor bolt embeds and template rings will be located in Groom ISD
- Wind turbine obstruction lighting per FAA requirements
- Telephone system
- ECRNA will construct one 345:34.5kV collection substation, including two 140 MVA power transformers with OLTC's, as well as associated circuit breakers, switches, reactive power compensation equipment and control building.
- The collection substation will be connected to the utility interconnection through a single-circuit, double 795 ACSR conductor 345kv transmission line approximately 4.5 miles in length.
- Underground power cables from, and various cable accessories, with grounding.
- O&M building with offices and warehouse, with standard utilities
- Permanent meteorological towers, quantity and location of which to be determined by final turbine layout.
- Underground communication cables.

AMENDED

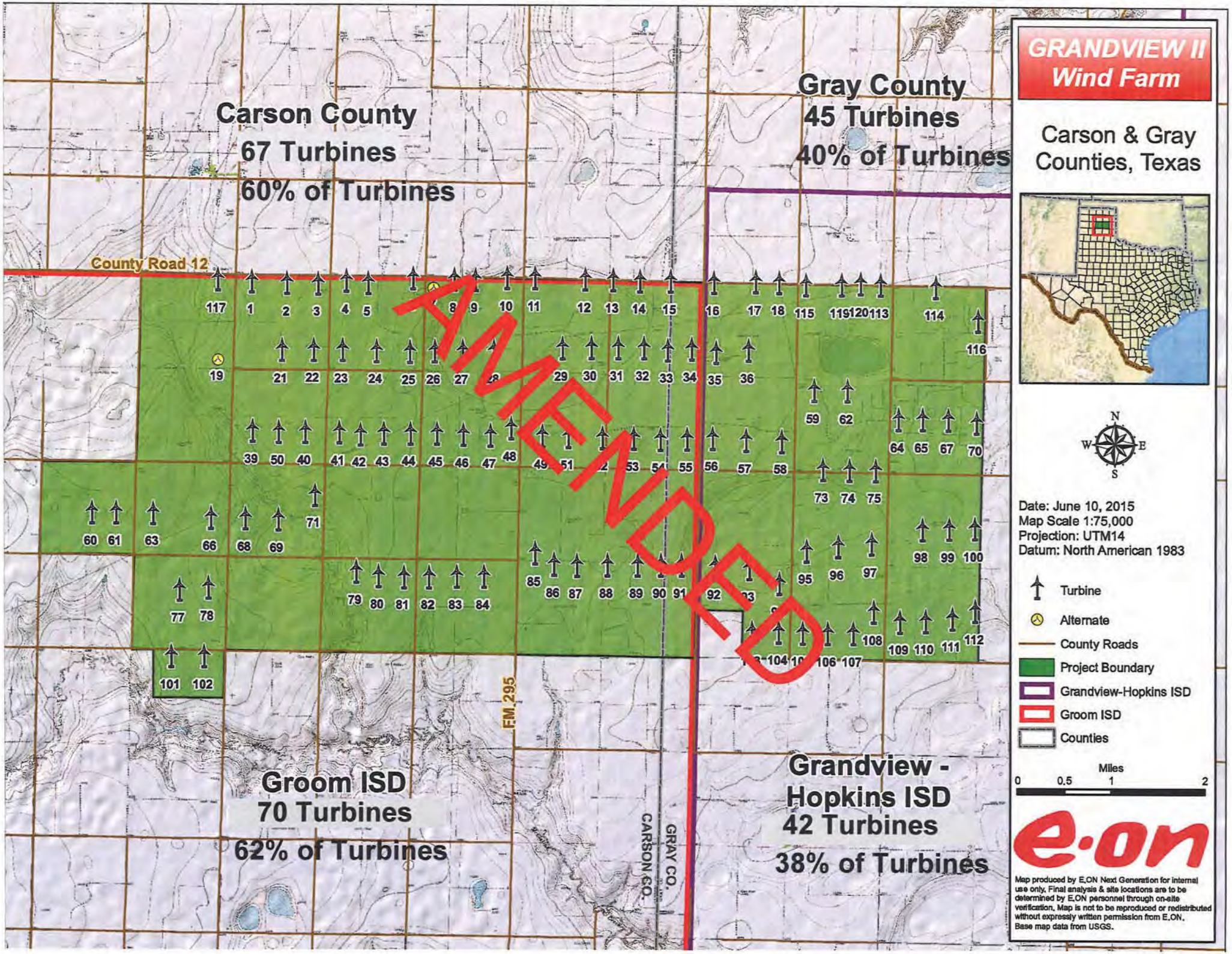
CHECKLIST ITEM 7

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED


GRANDVIEW II
Wind Farm
Carson & Gray
Counties, Texas
Carson County
67 Turbines
60% of Turbines
Gray County
45 Turbines
40% of Turbines
AMENDED
County Road 12
FM 295
CARSON CO.
GRAY CO.
Groom ISD
70 Turbines
62% of Turbines
Grandview -
Hopkins ISD
42 Turbines
38% of Turbines
N
W
E
S
Date: June 10, 2015
Map Scale 1:75,000
Projection: UTM14
Datum: North American 1983
Turbine
Alternate
County Roads
Project Boundary
Grandview-Hopkins ISD
Groom ISD
Counties
Miles
0
0.5
1
2
e·on
Map produced by E.ON Next Generation for internal use only. Final analysis & site locations are to be determined by E.ON personnel through on-site verification. Map is not to be reproduced or redistributed without expressly written permission from E.ON.
Base map data from USGS.

CHECKLIST ITEM 8

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

CHECKLIST ITEM 8
DESCRIPTION OF QUALIFIED PROPERTY

Grandview Wind Farm II, LLC anticipates constructing a wind-powered electric generating facility with an operating capacity of approximately 200 megawatts (the **"Grandview II Project"**) located in Carson and Gray Counties, Texas, and across two (2) different school districts: Groom ISD and Grandview-Hopkins ISD. The exact number of wind turbines and the size of each turbine will vary depending upon the wind turbines selected and the megawatt generating capacity of the completed Grandview II Project. Of the turbines planned to be located within the Grandview II Project, Applicant now plans to install 70 GE 1.79-100 wind turbine models on the property within (a) the District, and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone. Descriptions of the Carson County Reinvestment Zone and the Gray County Reinvestment Zone are included in Attachment 16. A map showing the location of the Grandview II Project is included in Attachment 7.

Approximately 62% of the Qualified Investment/Qualified Property of the Grandview II Project is projected to be located within the boundaries of (a) the Groom District and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone, and approximately 38% of the Qualified Investment/Qualified Property of the Grandview II Project is projected to be located within the boundaries of both (a) Grandview-Hopkins ISD and (b) the Gray County Reinvestment Zone. The additional improvements for the Grandview II Project located within the boundaries of (a) the Groom ISD and (b) either (i) the Carson County Reinvestment Zone or (ii) the Gray County Reinvestment Zone, and being part of the Qualified Property and Qualified Investment subject to this Agreement may include but are not limited to:

- Roadwork, sloped for drainage, with turnouts from public roads
- Fencing to control livestock and to protect substations and other equipment as needed for safety and security.
- Approximately 70 wind turbine generator foundations, with anchor bolt embeds and template rings will be located in Groom ISD
- Wind turbine obstruction lighting per FAA requirements
- Telephone system
- ECRNA will construct one 345:34.5kV collection substation, including two 140 MVA power transformers with OLTC's, as well as associated circuit breakers, switches, reactive power compensation equipment and control building.
- The collection substation will be connected to the utility interconnection through a single-circuit, double 795 ACSR conductor 345kv transmission line approximately 4.5 miles in length.
- Underground power cables from, and various cable accessories, with grounding.
- O&M building with offices and warehouse, with standard utilities
- Permanent meteorological towers, quantity and location of which to be determined by final turbine layout.
- Underground communication cables.

AMENDED

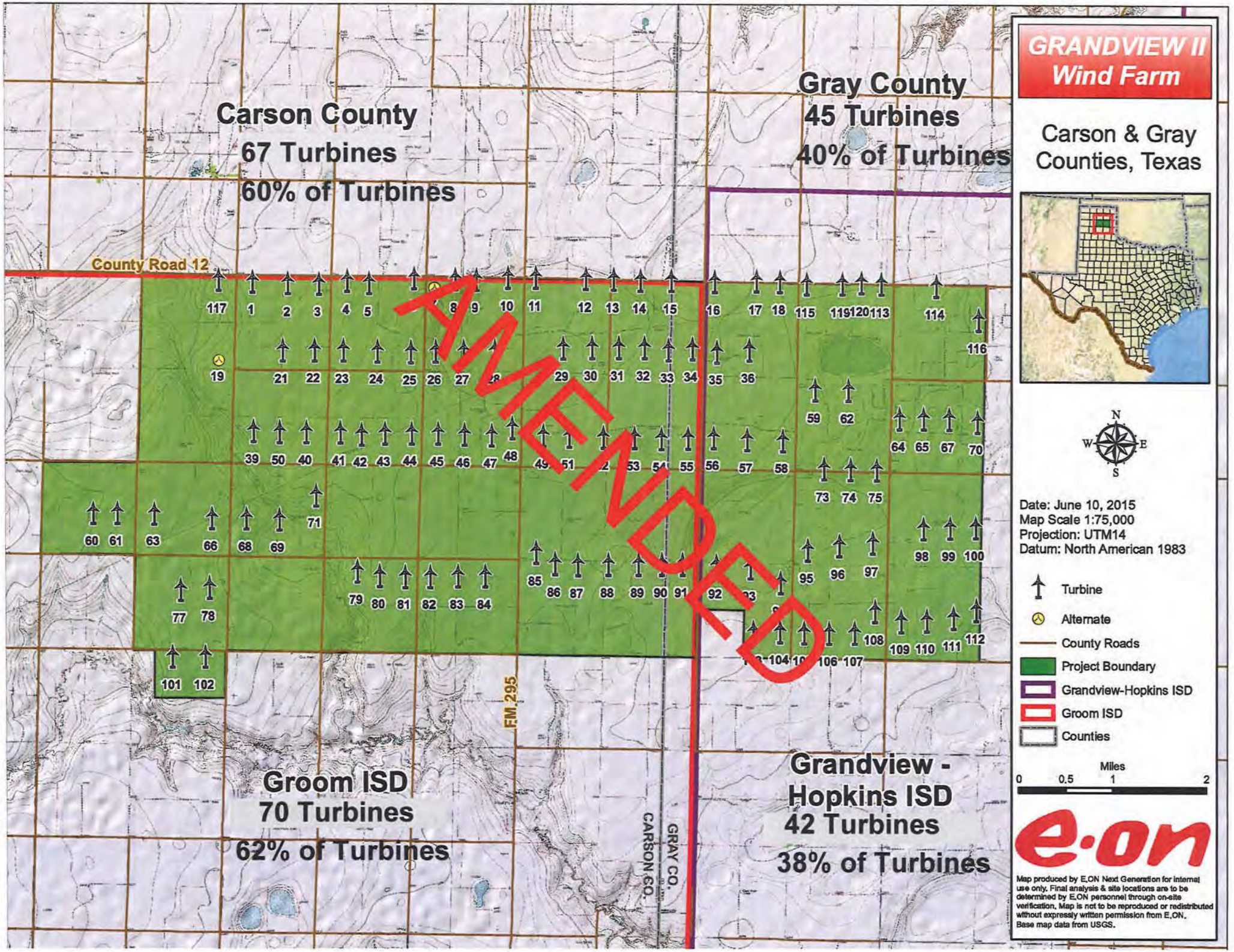
CHECKLIST ITEM 9

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED


GRANDVIEW II
Wind Farm
Carson & Gray
Counties, Texas
Carson County
67 Turbines
60% of Turbines
Gray County
45 Turbines
40% of Turbines
AMENDED
County Road 12
FM 295
CARSON CO.
GRAY CO.
Groom ISD
70 Turbines
62% of Turbines
Grandview -
Hopkins ISD
42 Turbines
38% of Turbines
N
W
E
S
Date: June 10, 2015
Map Scale 1:75,000
Projection: UTM14
Datum: North American 1983
Turbine
Alternate
County Roads
Project Boundary
Grandview-Hopkins ISD
Groom ISD
Counties
Miles
0
0.5
1
2
e·on
Map produced by E.ON Next Generation for internal use only. Final analysis & site locations are to be determined by E.ON personnel through on-site verification. Map is not to be reproduced or redistributed without expressly written permission from E.ON.
Base map data from USGS.

CHECKLIST ITEM 10

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

CHECKLIST ITEM 10
DESCRIPTION OF LAND

The Land is part of the Reinvestment Zone described in Checklist Item 23 below and depicted in the attached Map of the Project Area within the Groom ISD, specifically including the following:

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

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

AMENDED

CHECKLIST ITEM 11

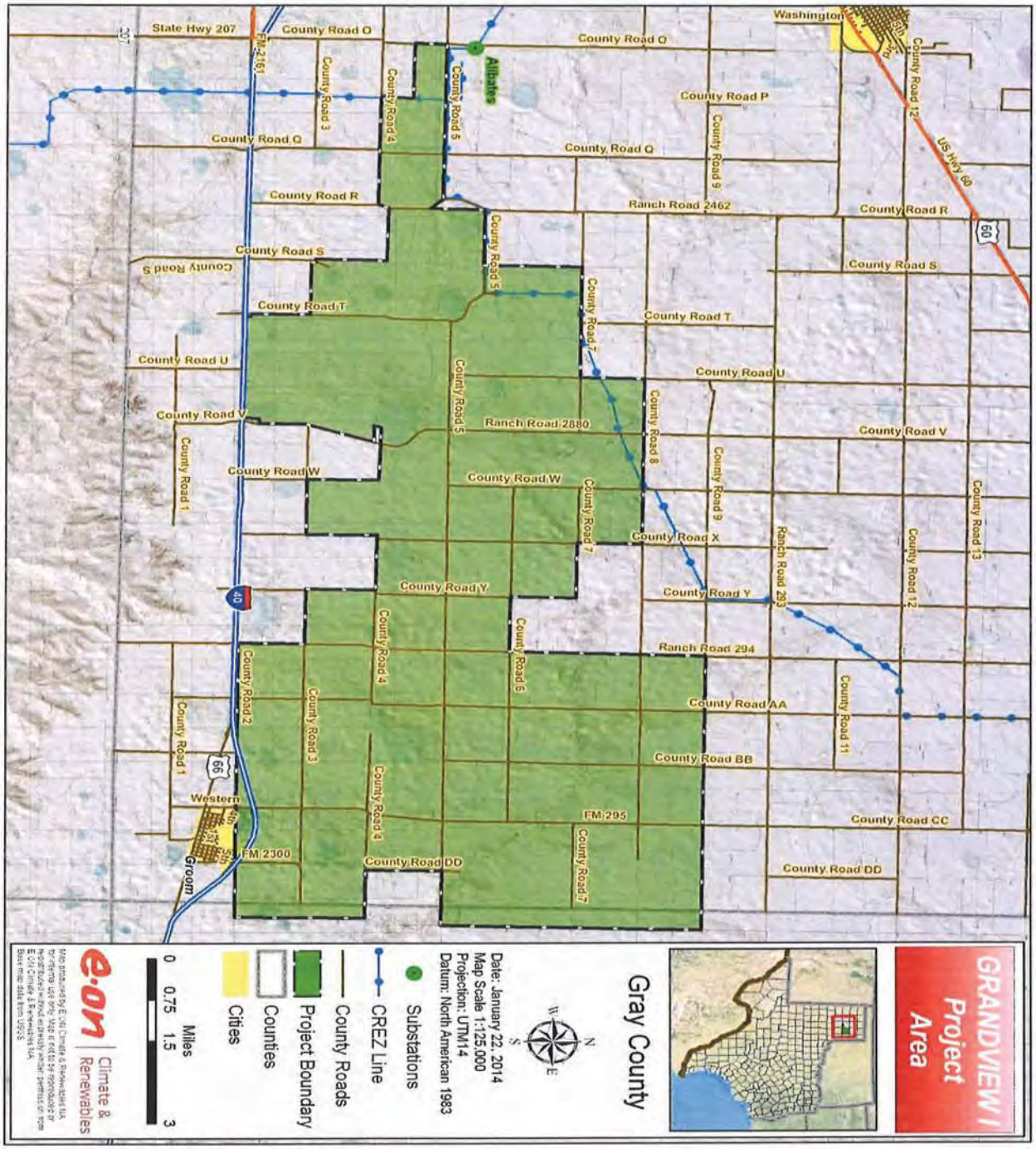
GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

CHECKLIST ITEM 11
MAP OF LAND WITH VICINITY MAP



CHECKLIST ITEM 13

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

e·on

September 29, 2015

Mr. Jay Lamb, Superintendent
Groom Independent School District
304 W. 3rd Street
P.O. Box 598
Groom, Texas 79068

Re: **Chapter 313 Request for Job Waiver** as part of the Amendment to that certain Limitation on Appraised Value Agreement (Texas Comptroller's Application No. 356) for Groom Independent School District dated December 9, 2014, by and between Groom Independent School District and Grandview Wind Farm II, LLC, as the "Applicant" (the **"Agreement"**, the capitalized terms used herein, but not otherwise defined herein being used herein as defined in the Agreement)

Superintendent Lamb:

As you know, Grandview Wind Farm II, LLC's (the "Applicant") has requested Groom Independent School District (the **"District"**) to make certain amendments to the above-referenced Agreement as authorized by and pursuant to Sections 3.2, 3.3, 3.4, and 11.2 of the Agreement, §313.027(e) of the Texas Tax Code and Texas Comptroller Rule §9.1054(h)(15) (34 TEXAS ADMIN. CODE § 9.1054(h)(15)) as in effect on the date when the Application (as defined herein) was determined to be complete.

The Application for an Appraised Value Limitation on Qualified Property pursuant to 34 TEXAS ADMIN. CODE § 9.1053 (the **"Application"**), was filed on or about November 12, 2013, and was determined to be complete by the District on November 15, 2013. The Comptroller deemed the Application complete and thereafter began its analysis of the Application on December 11, 2013. As a result, the Application, the Agreement, and this request for amendment are governed by the applicable law in effect prior to January 1, 2014. *See* Acts 2013, 83rd Leg., R.S., Ch. 1304 (H.B. 3390), §§ 23(a) and 25 ("Chapter 313, Tax Code, as amended by this Act applies only to an application filed under that chapter on or after the effective date of this Act. An application filed under that chapter before the effective date of this Act is governed by the law in effect on the date the application was filed, and the former law is continued in effect for that purpose." The effective date of H.B. 3390 was January 1, 2014).

AMENDED

In addition to the amendments previously requested, Applicant requests the District waive the job requirement provision as allowed in §313.025(f-1) of the Texas Tax Code. This waiver would be based on the District's 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 and Agreement.

Applicant requests that the District make such a finding and waive the job creation requirement for 10 permanent jobs. Applicant intended to construct a wind-powered electric generating facility with an operating capacity of approximately 200 megawatts (the **"Grandview II Project,"** as it may be amended from time to time), which was to be located entirely within the

District. However, in furtherance of the development of the Grandview II Project and as contemplated in the Application and the Agreement, the number and location of the wind turbines to be located within the Grandview II Project and comprising part of the Qualified Investment/Qualified Property was modified and expanded, including wind turbines now planned to be located within the boundaries of the Grandview-Hopkins Independent School District (**"Grandview-Hopkins ISD"**). Applicant still intends to construct a wind-powered electric generating facility with an operating capacity of approximately 200 megawatts and is still committed to create 10 total jobs for the Grandview II Project, but the Grandview II Project will now be located in both the District and Grandview-Hopkins ISD. As a result of the changes and relocation of part of the Qualified Investment/Qualified Property within the Grandview II Project and in line with industry standards for job requirements, Applicant hereby requests the District waive the job creation requirement for 10 permanent jobs. Applicant commits to create 5 total jobs in the District. An additional 5 jobs will be created in Grandview-Hopkins 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 operations commence.

The industry standard for employment is typically one full time employee for approximately every 15 turbines. This number may fluctuate depending on the operations and maintenance requirements of the turbine 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.

AMENDED

With kind regards,

Paul Bowman
Sr. Vice President, Development

cc Mr. Fred Stormer
Underwood Law Firm, P.C.
500 S. Taylor, Suite 1200 LB 233
P.O. Box 9158
Amarillo, Texas 79105-9158

CHECKLIST ITEM 17

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

Schedule A (Rev. May 2010): Investment

Applicant Name Grandview Wind Farm II, LLC
ISD Name Groom ISD

Form 50-296

PROPERTY INVESTMENT AMOUNTS

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

		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 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)	Investment made before filing complete application with district (neither qualified property nor eligible to become qualified investment)								
	Investment made after filing complete application with district, but before final board approval of application (eligible to become qualified property)		2013-2014	2013	150,000				150,000
	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)		2014-2015	2014					
	Complete tax years of qualifying time period	1	2015-2016	2015	12,500,000				12,500,000
		2	2016-2017	2016	164,711,071		164,711,071		164,711,071
	Value Limitation Period	3	2017-2018	2017					
Tax Credit Period (with 50% cap on credit)		4	2018-2019	2018					
		5	2019-2020	2019					
		6	2020-2021	2020					
		7	2021-2022	2021					
		8	2022-2023	2022					
		9	2023-2024	2023					
		10	2024-2025	2024					
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2025-2026	2025					
		12	2026-2027	2026					
		13	2027-2028	2027					
Post- Settle-Up Period		14	2028-2029	2028					
Post- Settle-Up Period		15	2029-2030	2029					

AMENDED

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.

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

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.

MB

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

19 OCT 2015

DATE

CHECKLIST ITEM 18

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

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

Applicant Name: Grandview Wind Farm II, LLC
ISD Name: Groom ISD

Form 50-296

					Qualified Property			Reductions from Market Value	Estimated Taxable Value	
		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	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 I&S - after all reductions	Final taxable value for M&O--after all reductions
		pre- year 1	2014-2015	2014			150,000		150,000	150,000
	Complete tax years of qualifying time period	1	2015-2016	2015			150,000		150,000	150,000
		2	2016-2017	2016			6,250,000		6,250,000	6,250,000
	Value Limitation Period	3	2017-2018	2017			150,503,821		150,503,821	10,000,000
Tax Credit Period (with 50% cap on credit)		4	2018-2019	2018			144,483,668		144,483,668	10,000,000
		5	2019-2020	2019			138,463,515		138,463,515	10,000,000
		6	2020-2021	2020			132,443,362		132,443,362	10,000,000
		7	2021-2022	2021			126,423,210		126,423,210	10,000,000
		8	2022-2023	2022			120,403,057		120,403,057	10,000,000
		9	2023-2024	2023			114,382,904		114,382,904	10,000,000
		10	2024-2025	2024			108,362,751		108,362,751	10,000,000
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2025-2026	2025			102,342,598		102,342,598	102,342,598
		12	2026-2027	2026			96,322,445		96,322,445	96,322,445
		13	2027-2028	2027			90,302,293		90,302,293	90,302,293
Post- Settle-Up Period		14	2028-2029	2028			84,282,140		84,282,140	84,282,140
Post- Settle-Up Period		15	2029-2030	2029			78,261,987		78,261,987	78,261,987

AMENDED

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.

MB

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

19 OCT 2015

DATE

CHECKLIST ITEM 19

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

Schedule C- Application: Employment Information

Applicant Name Grandview Wind Farm II, LLC
ISD Name Groom ISD

Form 50-296

					Construction		New Jobs		Qualifying Jobs	
		Year	**School Year** (YYYY-YYYY)	**Tax Year** (Fill in actual tax year) YYYY	**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
		pre- year 1	2014-2015	2014	10 FTE	50,000				
	Complete tax years of qualifying time period	1	2015-2016	2015	20 FTE	50,000				
		2	2016-2017	2016	100 FTE	50,000	5	50,000	5	50,000
	Value Limitation Period	3	2017-2018	2017			5	50,000	5	50,000
Tax Credit Period (with 50% cap on credit)		4	2018-2019	2018			5	50,000	5	50,000
		5	2019-2020	2019			5	50,000	5	50,000
		6	2020-2021	2020			5	50,000	5	50,000
		7	2021-2022	2021			5	50,000	5	50,000
		8	2022-2023	2022			5	50,000	5	50,000
		9	2023-2024	2023			5	50,000	5	50,000
		10	2024-2025	2024			5	50,000	5	50,000
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2025-2026	2025			5	50,000	5	50,000
		12	2026-2027	2026			5	50,000	5	50,000
		13	2027-2028	2027			5	50,000	5	50,000
Post- Settle-Up Period		14	2028-2029	2028			5	50,000	5	50,000
Post- Settle-Up Period		15	2029-2030	2029			5	50,000	5	50,000

AMENDED

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

19 OCT 2015
DATE

CHECKLIST ITEM 20

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

Schedule D: (Rev. May 2010): Other Tax Information

Applicant Name Grandview Wind Farm II, LLC **ISD Name** Groom 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)			2014-2015	2014							
	Complete tax years of qualifying time period	1	2015-2016	2015	$0.00	$0.00	$0.00	0%	0%	0%	0%
		2	2016-2017	2016	$7,308,028.00	$27,064.00	$0.00	0%	0%	0%	0%
	Value Limitation Period	3	2017-2018	2017	$0.00	$0.00	$0.00	100%	0%	0%	0%
Tax Credit Period (with 50% cap on credit)		4	2018-2019	2018	$0.00	$0.00	$0.00	100%	0%	0%	0%
		5	2019-2020	2019	$0.00	$0.00	$0.00	100%	0%	0%	0%
		6	2020-2021	2020	$0.00	$0.00	$0.00	100%	0%	0%	0%
		7	2021-2022	2021	$0.00	$0.00	$0.00	100%	0%	0%	0%
		8	2022-2023	2022	$0.00	$0.00	$118,000.00	100%	0%	0%	0%
		9	2023-2024	2023	$0.00	$0.00	$129,000.00	100%	0%	0%	0%
		10	2024-2025	2024	$0.00	$0.00	$149,000.00	100%	0%	0%	0%
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2025-2026	2025	$0.00	$0.00	$163,000.00	100%	0%	0%	0%
		12	2026-2027	2026	$0.00	$0.00	$172,000.00	100%	0%	0%	0%
		13	2027-2028	2027	$0.00	$0.00	$177,000.00	0%	0%	0%	0%
Post- Settle-Up Period		14	2028-2029	2028	$0.00	$0.00	$200,000.00	0%	0%	0%	0%
Post- Settle-Up Period		15	2029-2030	2029	$0.00	$0.00	$216,000.00	0%	0%	0%	0%

AMENDED

*For planning, construction and operation of the facility.

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

19 OCT 2015

DATE

CHECKLIST ITEM 21

GROOM ISD FORM 50-296

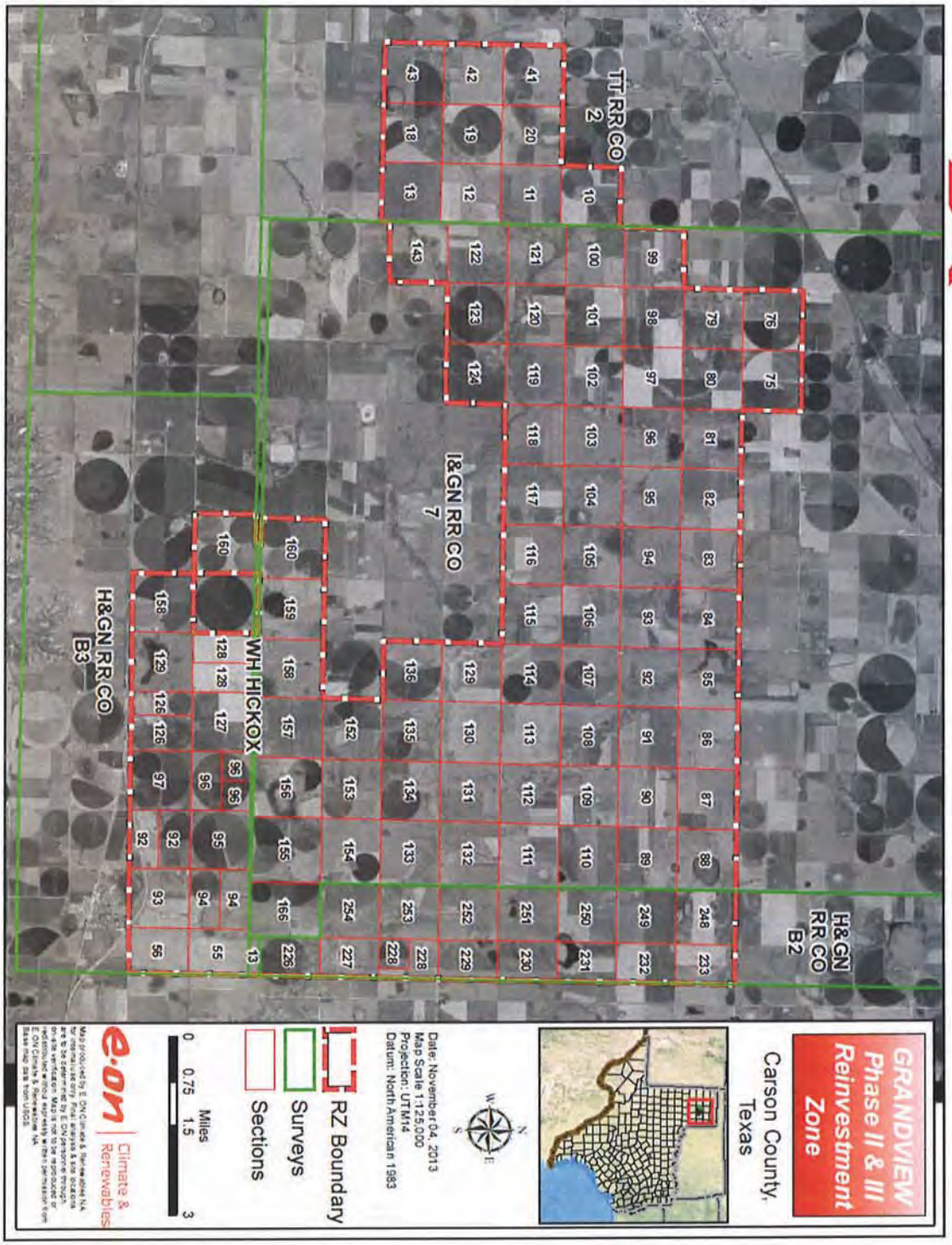
Application No. 356

Amendment No. 1 to Agreement

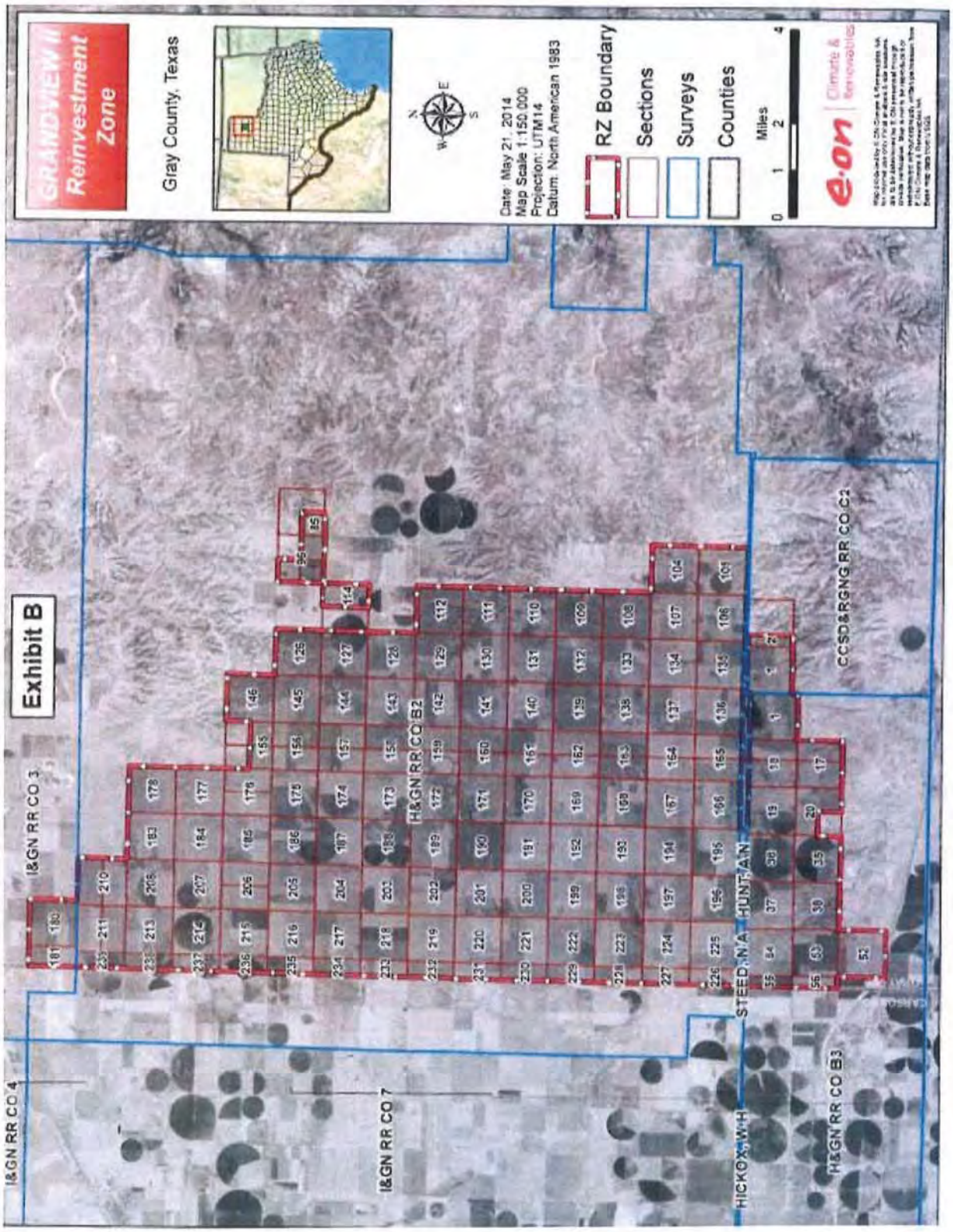
AMENDED

ATTACHMENT 21
MAP OF REINVESTMENT ZONE

Carson County Reinvestment Zone 10:



Map of Gray County Grandview II Reinvestment Zone:



CHECKLIST ITEM 22

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

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

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

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

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

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

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

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

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

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

AMENDED

a. That the public hearing on adoption of the reinvestment zone has been properly called, held and conducted and that notice of such hearing has been published as required by law and mailed to the respective presiding officers of the governing bodies and all taxing units overlapping the territory inside the proposed reinvestment zone; and

b. That the boundaries of the reinvestment zone should be the area described in the attached Exhibit "A" and depicted in the map attached hereto as Exhibit "B", which are incorporated herein by reference for all purposes. In the event of discrepancy between the descriptions of Exhibit "A" and map in Exhibit "B", the map shall control; and

c. That the creation of the reinvestment zone will result in benefits to Carson County, Texas, and to the land included in the zone and that the improvements sought are feasible and practical; and

d. The reinvestment zone meets the criteria set forth in Texas Property Tax Code Chapter 312 for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention of expansion of primary employment or to attract investment in the zone that would be a benefit to the property and that would contribute to the economic development of Carson County, Texas, and that the entire tract of land is located entirely within an unincorporated area of Carson County, Texas.

AMENDED

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

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

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

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

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

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

Lewis Powers
County Judge

Abstain
Commissioner, Precinct 1

Commissioner, Precinct 2

Commissioner, Precinct 3

Commissioner, Precinct 4

Celeste Bichsel, County Clerk

(County Seal)

AMENDED

Exhibit A
Legal Description of Carson County Reinvestment Zone 10

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

AMENDED

EXHIBIT A

PROPERTY DESCRIPTIONS

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

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

All of Sections 75, 76, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 129, 130, 131, 132, 133, 134, 135, 136, 143, 152, 153, 15[illegible] 156, 157, 158, 159, 160, 166, Block 7, I&GN RR Co. Survey, Carson County, Texas

All of Sections 10, 11, 12, 13, 18, 19, 20, 41, 42 and 43 Block 2, T[illegible] RR C[illegible]. Su[illegible], Carson County, Texas

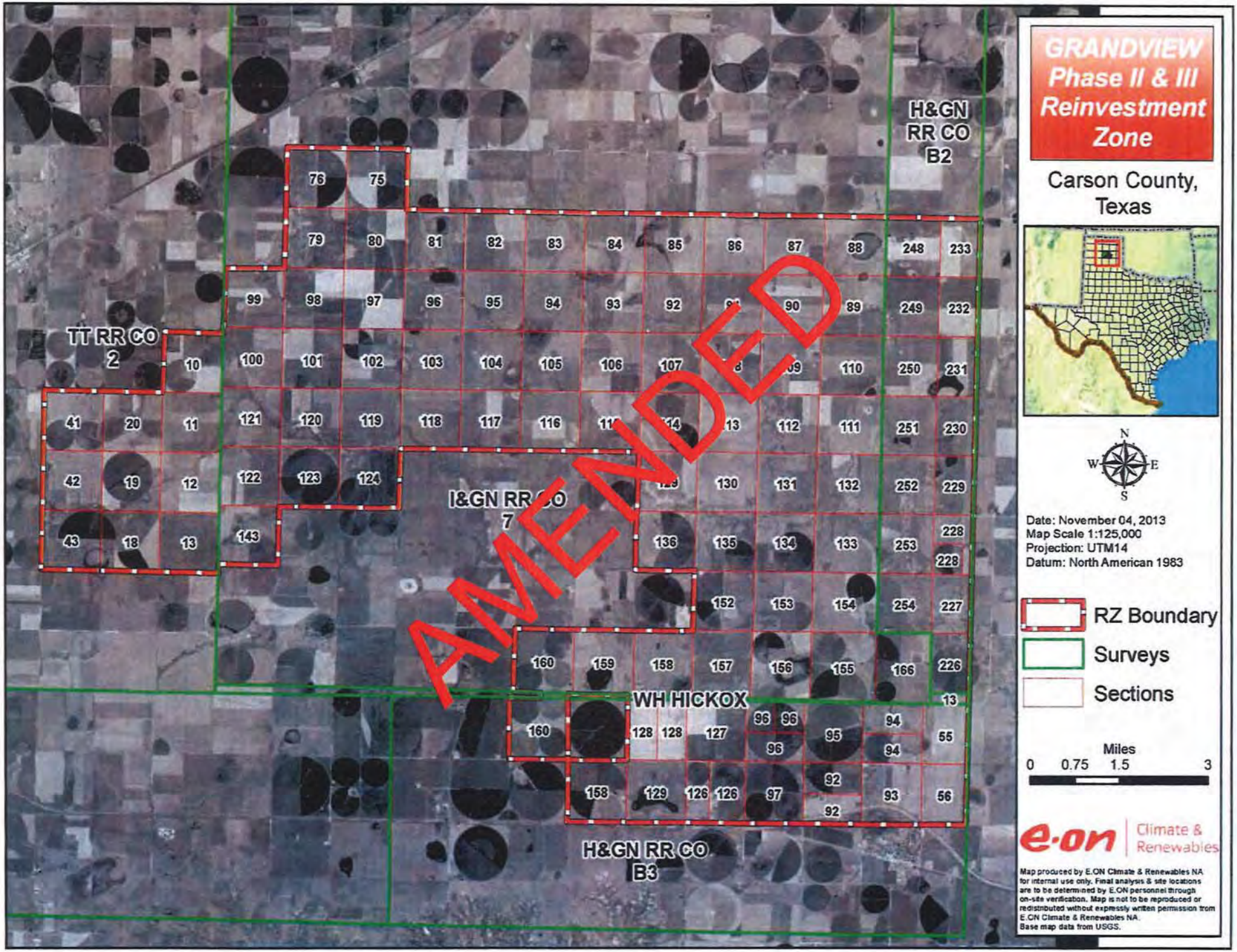
All of WH Hickox strip.

All of NA Steed strip in Carson County, Texas.

AMENDED

Exhibit B
Map of Carson County Reinvestment Zone 10

AMENDED


GRANDVIEW
Phase II & III
Reinvestment
Zone
Carson County,
Texas
AMENDED
H&GN
RR CO
B2
TT RR CO
2
I&GN RR CO
7
WH HICKOX
H&GN RR CO
B3
N
W
E
S
Date: November 04, 2013
Map Scale 1:125,000
Projection: UTM14
Datum: North American 1983
RZ Boundary
Surveys
Sections
Miles
0 0.75 1.5 3
e·on
Climate &
Renewables
Map produced by E.ON Climate & Renewables NA for internal use only. Final analysis & site locations are to be determined by E.ON personnel through on-site verification. Map is not to be reproduced or redistributed without expressly written permission from E.ON Climate & Renewables NA.
Base map data from USGS.

RESOLUTION OF THE COMMISSIONERS COURT OF GRAY COUNTY, TEXAS DESIGNATING GRANDVIEW II REINVESTMENT ZONE

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

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

WHEREAS, on June 18, 2014, a hearing before the County Commissioners Court of Gray County, Texas, was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing in the local newspaper of general circulation in Gray County and the delivery of written notice to the respective presiding officers of each taxing entity that includes within its boundaries real property that is to be included in the proposed reinvestment zone; and,

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

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

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

AMENDED

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

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

(a) That the public hearing on the adoption of the reinvestment zone has been properly called, held and conducted, and that notices of such hearing has been published as required by law and mailed to the respective presiding officers of the governing bodies and all taxing units overlapping the territory inside the proposed reinvestment zone; and,

(b) That the boundaries of the reinvestment zone should be the area described in the attached Exhibit "A" and depicted in the map attached hereto as Exhibit "B", which are incorporated herein by reference for all purposes. In the event of discrepancy between the descriptions of Exhibit "A" and map in Exhibit "B", the map shall control; and

(c) That creation of the reinvestment zone will result in benefits to Gray County, Texas and to land included in the zone, and that the improvements sought are feasible and practical; and,

(d) The reinvestment zone meets the criteria set forth in Texas Property Tax Code Chapter 312 for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention or expansion of primary employment or to attract investment in the zone that will be a benefit to the property and that would contribute to economic development within the Gray County, Texas

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

SECTION 4. That Grandview II Reinvestment Zone shall take effect upon adoption by the Gray County Commissioners Court and shall remain designated as a commercial-industrial reinvestment zone for renewable and wind generated power generation for a period of five (5) years from the date of such designation, and may be renewed for an additional five (5) year period thereafter.

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

SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject of the meeting of the Gray County Commissioners Court at which this Resolution was adopted, was posted at a place convenient and readily accessible at all times, as required by the Texas Open Government Act, Texas Government Code, Chapter 551, as amended; and that a public hearing was held prior to the designation of such reinvestment zone, and that proper notice of the hearing was published in a newspaper of general circulation within the County, and furthermore, such notice was, in fact, delivered to the presiding officer of any effected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

AMENDED

PASSED, APPROVED AND ADOPTED on this 18th day of June, 2014.

GRAY COUNTY COMMISSIONERS' COURT

Richard Peet, Gray County Judge

Joe Wheeley, Commissioner Precinct 1

Neil Fulton, Commissioner Precinct 3

Gary Willoughby, Commissioner Precinct 2

Jeff Haley, Commissioner Precinct 4

Exhibit "A"
Legal Description of Reinvestment Zone

The real property in Gray County, Texas, described as follows:

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

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

The West Half (W/2) & Southeast Quarter (SE/4) of Section 9[illegible] Block B2, H&GN RR CO. Survey, Gray County, Texas.

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

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

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

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

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

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

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

AMENDED

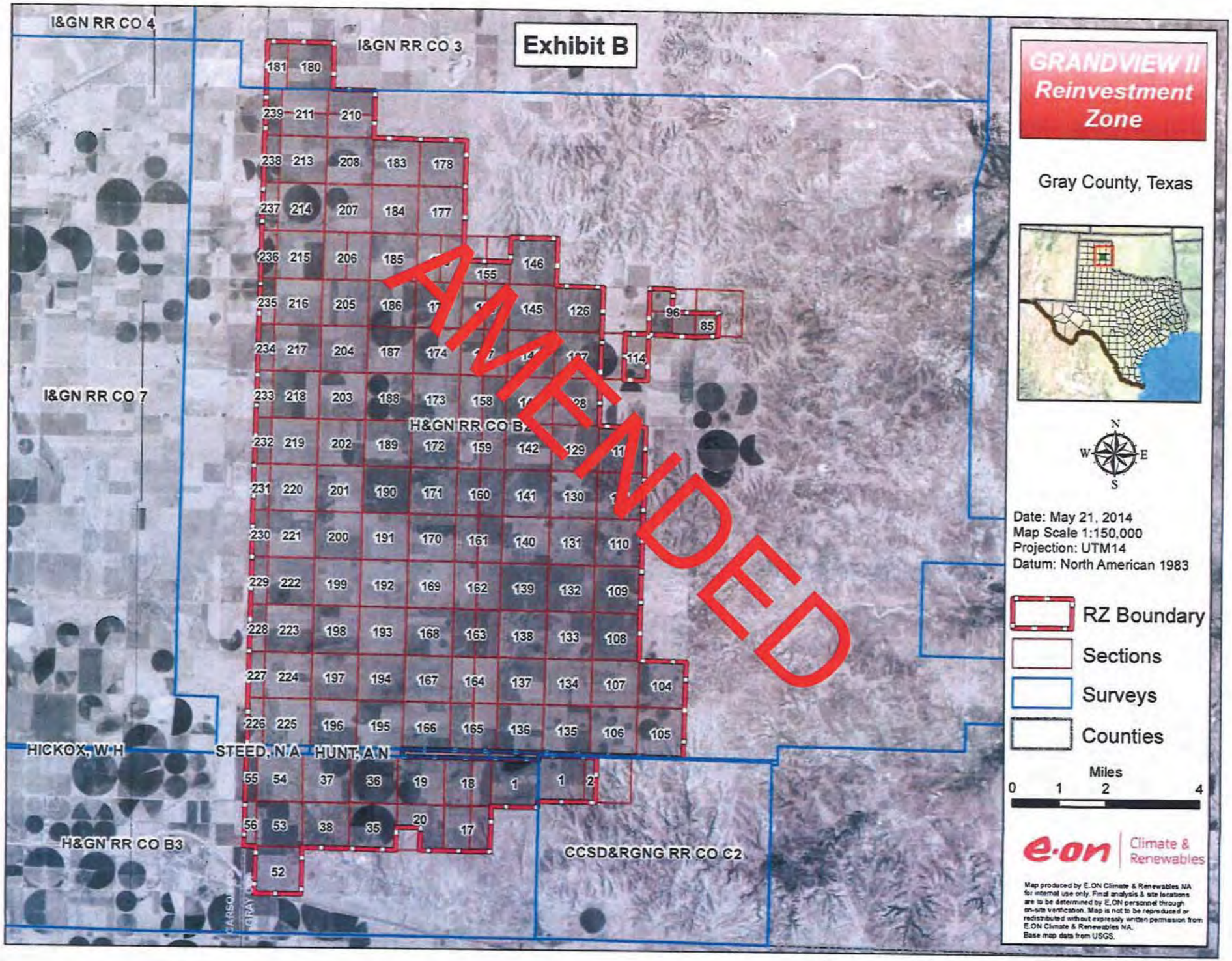


Exhibit B
GRANDVIEW II Reinvestment Zone
Gray County, Texas
AMENDED
I&GN RR CO 4
I&GN RR CO 3
I&GN RR CO 7
H&GN RR CO B2
H&GN RR CO B3
HICKOX, W H
STEED, N A
HUNT, A N
CCSD&RGNG RR CO C2
181 180
239 211 210
238 213 208 183 178
237 214 207 184 177
236 215 206 185 146 155
235 216 205 186 145 126 96 85
234 217 204 187 174 114
233 218 203 188 173 158
232 219 202 189 172 159 142 129
231 220 201 190 171 160 141 130
230 221 200 191 170 161 140 131 110
229 222 199 192 169 162 139 132 109
228 223 198 193 168 163 138 133 108
227 224 197 194 167 164 137 134 107 104
226 225 196 195 166 165 136 135 106 105
55 54 37 36 19 18 1 1 2
56 53 38 35 20 17
52
N
W
E
S
Date: May 21, 2014
Map Scale 1:150,000
Projection: UTM14
Datum: North American 1983
RZ Boundary
Sections
Surveys
Counties
Miles
0 1 2 4
e·on Climate & Renewables
Map produced by E.ON Climate & Renewables NA for internal use only. Final analysis & site locations are to be determined by E.ON personnel through on-site verification. Map is not to be reproduced or redistributed without expressly written permission from E.ON Climate & Renewables NA.
Base map data from USGS.

RESOLUTION OF THE COMMISSIONERS COURT OF GRAY COUNTY, TEXAS DESIGNATING GRANDVIEW II REINVESTMENT ZONE

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

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

WHEREAS, on June 18, 2014, a hearing before the County Commissioners Court of Gray County, Texas, was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing in the local newspaper of general circulation in Gray County and the delivery of written notice to the respective presiding officers of each taxing entity that includes within its boundaries real property that is to be included in the proposed reinvestment zone; and,

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

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

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

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

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

(a) That the public hearing on the adoption of the reinvestment zone has been properly called, held and conducted, and that notices of such hearing has been published as required by law and mailed to the respective presiding officers of the governing bodies and all taxing units overlapping the territory inside the proposed reinvestment zone; and,

(b) That the boundaries of the reinvestment zone should be the area described in the attached Exhibit "A" and depicted in the map attached hereto as Exhibit "B", which are incorporated herein by reference for all purposes. In the event of discrepancy between the descriptions of Exhibit "A" and map in Exhibit "B", the map shall control; and

AMENDED

(c) That creation of the reinvestment zone will result in benefits to Gray County, Texas and to land included in the zone, and that the improvements sought are feasible and practical; and,

(d) The reinvestment zone meets the criteria set forth in Texas Property Tax Code Chapter 312 for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention or expansion of primary employment or to attract investment in the zone that will be a benefit to the property and that would contribute to economic development within the Gray County, Texas

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

SECTION 4. That Grandview II Reinvestment Zone shall take effect upon adoption by the Gray County Commissioners Court and shall remain designated as a commercial-industrial reinvestment zone for renewable and wind generated power generation for a period of five (5) years from the date of such designation, and may be renewed for an additional five (5) year period thereafter.

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

SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject of the meeting of the Gray County Commissioners Court at which this Resolution was adopted, was posted at a place conveniently and readily accessible at all times, as required by the Texas Open Government Act, Texas Government Code, Chapter 551, as amended; and that a public hearing was held prior to the designation of such reinvestment zone, and that proper notice of the hearing was published in newspaper of general circulation within the County, and furthermore, such notice was, in fact, delivered to the presiding officer of any effected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

PASSED, APPROVED AND ADOPTED on this 18th day of June, 2014.

AMENDED

GRAY COUNTY COMMISSIONERS' COURT

Richard Peet, Gray County Judge

Joe Wheeley, Commissioner Precinct 1

Neil Fulton, Commissioner Precinct 3

Gary Willoughby, Commissioner Precinct 2

Jeff Haley, Commissioner Precinct 4

Exhibit "A"
Legal Description of Reinvestment Zone

The real property in Gray County, Texas, described as follows:

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

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

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

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

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

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

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

All of Section 180 Block C, H&GN RR CO. Survey, Gray County, Texas.

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

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

AMENDED

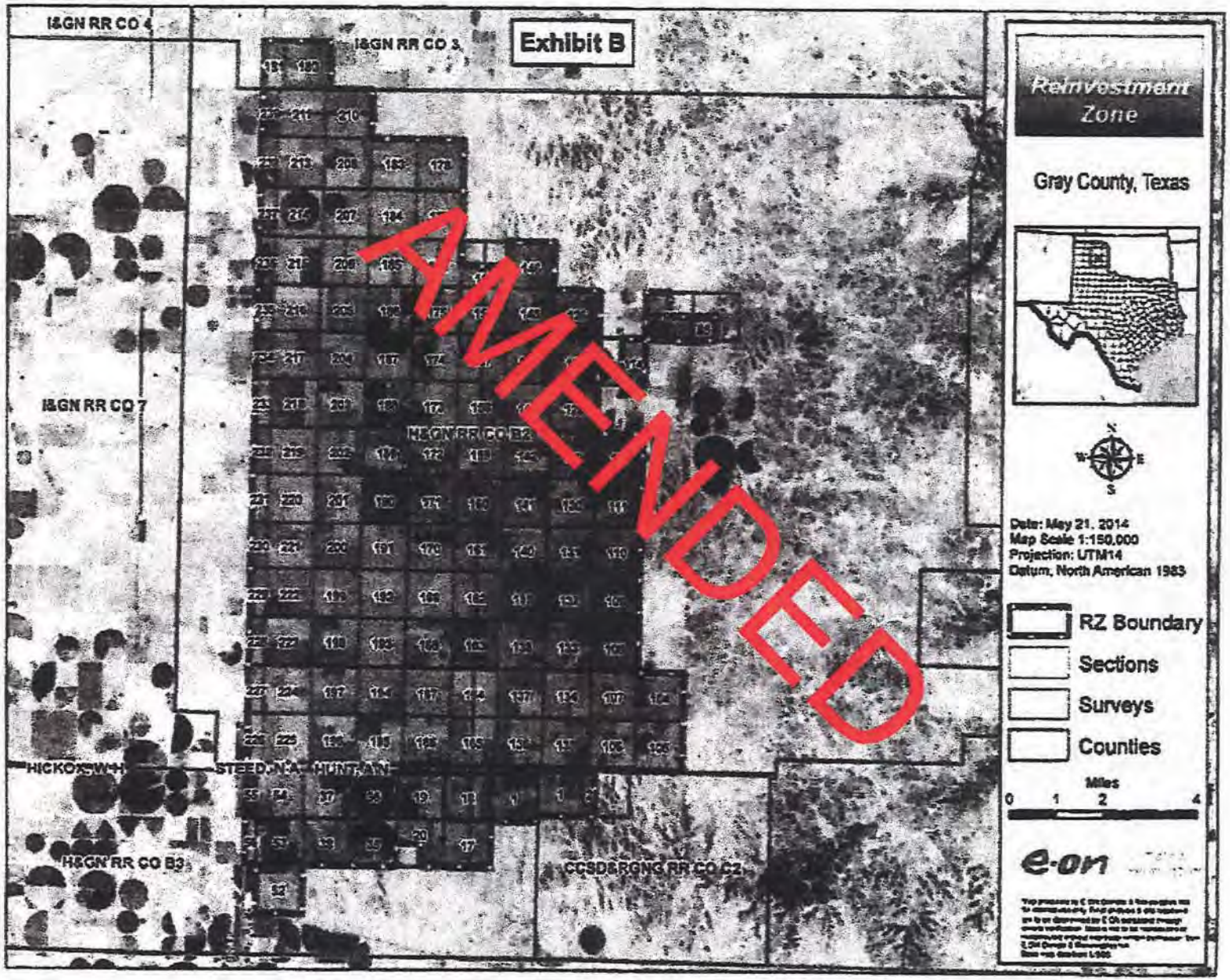


Exhibit B
I&GN RR CO 4
I&GN RR CO 3
I&GN RR CO 7
H&GN RR CO B2
HICKOX, W H
STEED, N A
HUNT, A N
H&GN RR CO B3
CCSD&RGNG RR CO C2
AMENDED
Reinvestment Zone
Gray County, Texas
N
W
E
S
Date: May 21, 2014
Map Scale 1:150,000
Projection: UTM14
Datum, North American 1983
RZ Boundary
Sections
Surveys
Counties
Miles
0 1 2 4
e·on

AMENDED

NUNC PRO TUNC RESOLUTION OF THE COMMISSIONERS COURT OF GRAY COUNTY, TEXAS DESIGNATING GRANDVIEW II REINVESTMENT ZONE AND APPROVAL OF A CORRECTED TAX ABATEMENT AGREEMENT

A NUNC PRO TUNC RESOLUTION DESIGNATING A CERTAIN AREA AS A REINVESTMENT ZONE FOR A COMMERCIAL/INDUSTRIAL TAX ABATEMENT IN GRAY COUNTY TEXAS, ESTABLISHING THE BOUNDARIES THEREOF; AND PROVIDING FOR AN EFFECTIVE DATE; AND APPROVAL OF A CORRECTED TAX ABATEMENT AGREEMENT.

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

WHEREAS, on or about June 18, 2014, after conducting a public hearing on the matter, such date being at least seven (7) days after the date of publication of the notice of such public hearing in the local newspaper of general circulation in Gray County and the delivery of written notice to the respective presiding officers of each taxing entity that includes within its boundaries real property that was to be included in the proposed reinvestment zone, the Commissioners Court of Gray County, Texas, passed and approved a resolution designating certain property located in Gray County as a Reinvestment Zone under Chapter 312 of the Texas Tax Code (the "Resolution") to be called the "Gray County Grandview II Reinvestment Zone" (the "Reinvestment Zone").

WHEREAS, on or about October 15, 2014, the Gray County Commissioners Court passed and approved a resolution approving the Tax Abatement Agreement dated October 15, 2014 (the "Agreement") with Grandview Wind Farm II, LLC, and authorizing Gray County Commissioners Court to execute the Agreement on behalf of Gray County, Texas.

WHEREAS, the real property descriptions for the Reinvestment Zone attached as Exhibit A to the Resolution and which said Resolution is attached as Attachment A to the Agreement contain certain clerical errors. More specifically, the clerical errors sought to be corrected are the result of inadvertently failing to include correctly describing Sections 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, and 239, Block B2, H&GN RR Co. Survey, Gray County, Texas, and Section 181, Block 3, I&GN RR Co. Survey, Gray County, Texas, in the Exhibit A legal description of the Reinvestment Zone which is also attached as Attachment A to the Agreement. These inadvertently excluded Sections were properly included as part of the Exhibit B map of the Reinvestment Zone which is also included in Attachment A to the Agreement, and the Resolution specifically provided that any discrepancy between the descriptions of Exhibit A and the map in Exhibit B, the Exhibit B map shall control. The corrected legal description of the Reinvestment Zone to be attached as Exhibit A to the Resolution and to be included as part of Attachment A to the Agreement is as follows:

AMENDED

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

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

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

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

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

All of Sections 1, 17, 18, 19, 35, 36, 37, 38, [illegible]2, 53, and 54, Block B3, H&GN RR CO. Survey, Gray County, Texas.

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

All of Section 180 and [illegible]81, Block 3, I&GN RR CO. Survey, Gray County, Texas.

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

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

AMENDED

WHEREAS, the County Commissioners Court of Gray County, Texas desires to correct the clerical errors contained in the Resolution establishing the Reinvestment Zone and approving the Agreement all in accordance with the Property Redevelopment and Tax Abatement Act, as amended (Texas Property Tax Code § 312.001, et seq.) and the Guidelines.

WHEREAS, on _____, 2015, a public hearing before the County Commissioners Court of Gray County, Texas, was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing in the local newspaper of general circulation in Gray County and the delivery of written notice to the respective presiding officers of each taxing entity that includes within its boundaries real property that is to be included in the corrected Reinvestment Zone.

WHEREAS, the Commissioners Court of Gray County, Texas, at such public hearing invited any interested person to appear and speak for or against the correction of the Reinvestment Zone, and

whether all or part of the inadvertently excluded real property should be included in the Reinvestment Zone.

WHEREAS, the proponents of the corrected Reinvestment Zone offered evidence, both oral and documentary, in favor of all of the foregoing matters relating to the correction of the Reinvestment Zone and opponents, if any, of the corrected Reinvestment Zone appeared to contest the correction of the Reinvestment Zone.

NOW THEREFORE, after due consideration and examination of the above-referenced Resolution and Agreement passed and approved by the Gray County Commissioners' Court, the Court finds that the Resolution and Agreement entered in the Court's minutes contain clerical errors in the property descriptions as described above, and that orders nunc pro tunc correcting the clerical errors to the Resolution and Agreement should be made to be effective June 18, 2014, and October 15, 2014, respectively, nunc pro tunc in the minutes of the Court.

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

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

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

(a) That the public hearing on the correction of the Reinvestment Zone has been properly called, held and conducted, and that notices of such hearing has been published as required by law and mailed to the respective presiding officers of the governing bodies and all taxing units overlapping the territory inside the corrected Reinvestment Zone; and

(b) That by order of this Commissioners Court dated June 18, 2014, the County designated certain property located in Gray County as the Gray County Grandview II Reinvestment Zone, to include all of the property located in Gray County, Texas having the corrected legal description, which is attached hereto as "Exhibit A" and depicted in the map attached hereto as Exhibit "B", which are incorporated herein by reference for all purposes, under the Gray County Guidelines, having determined that the designation will contribute to the retention and expansion of primary employment or will attract major investment in the zone that will benefit the zone and will contribute to the economic development of Gray County. In the event of discrepancy between the descriptions of Exhibit "A" and map in Exhibit "B", the map shall control; and

(c) The Reinvestment Zone meets the criteria set forth in Texas Property Tax Code Chapter 312 for the creation of a Reinvestment Zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention or expansion of primary employment or to attract investment in the zone that will be

AMENDED

a benefit to the property and that would contribute to economic development within the Gray County, Texas; and

(d) That the County declare eligible for property tax abatement all eligible property for commercial-industrial development, now or thereafter located in that Reinvestment Zone as authorized by the Gray County Guidelines and the Property Redevelopment and Tax Abatement Act; and

(e) That the amended description attached to this Resolution as "Exhibit A" and depicted in the map attached hereto as Exhibit "B" shall now be called the "Gray County Grandview II Reinvestment Zone"; and

(f) That by order of this Commissioners Court dated October 15, 2014, the County approved that certain Tax Abatement Agreement dated October 15, 2014, with Grandview Wind Farm II, LLC, and authorized the Gray County Commissioners' Court to execute the Agreement on behalf of Gray County, Texas, and the Commissioners' Court hereby approves the Corrected Tax Abatement Agreement in substantially the form attached hereto and made a part hereof, and authorizes the Gray County Commissioners' Court to execute the Corrected Tax Abatement Agreement on behalf of Gray County, Texas.

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

SECTION 4. That Grandview II Reinvestment Zone took effect upon adoption by the Gray County Commissioners Court on June 18, 2014, and shall remain designated as a commercial-industrial reinvestment zone for renewable and wind generated power generation for a period of five (5) years from the date of such designation, and may be renewed for an additional five (5) year period thereafter.

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

SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject of the meeting of the Gray County Commissioners Court at which this Resolution was adopted, was posted at a place convenient and readily accessible at all times, as required by the Texas Open Government Act, Texas Government Code, Chapter 551, as amended; and that a public hearing was held prior to the designation and correction of such Reinvestment Zone, and that proper notice of the hearing was published in newspapers of general circulation within the County, and furthermore, such notice was, in fact, delivered to the presiding officer of any effected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

AMENDED

PASSED, APPROVED AND ADOPTED at this public hearing of the Gray County Commissioners Court at which a quorum was present on the 26 day of June, 2015, to be effective as orders nunc pro tunc to the Resolution and Agreement (as those terms are defined above) of the Gray County Commissioners' Court dated June 18, 2014, and October 15, 2014, respectively.

GRAY COUNTY COMMISSIONERS' COURT

Richard Peet, Gray County Judge

Joe Wheeley, Commissioner, Precinct 1

Neil Fulton, Commissioner, Precinct 3

Gary Willoughby, Commissioner, Precinct 2

Jeff Haley, Commissioner, Precinct 4

AMENDED

Exhibit A
Legal Description of Reinvestment Zone

Gray County Grandview II Reinvestment Zone to include the following property, as described in this Exhibit:

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

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

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

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

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

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

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

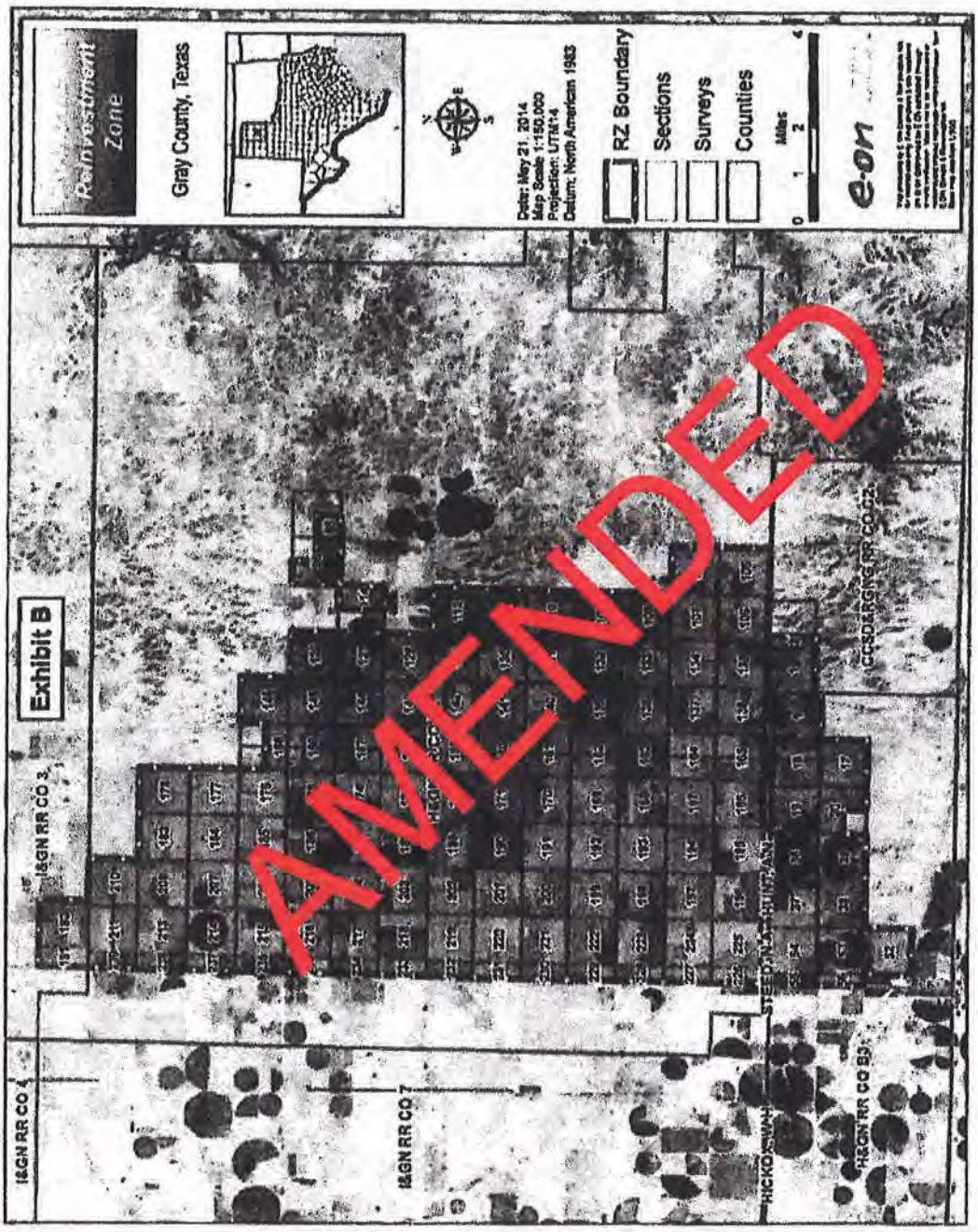
All of Section 180 and 181, Block 3, I&GN RR CO. Survey, Gray County, Texas.

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

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

AMENDED

Exhibit A
Map of Reinvestment Zone



CHECKLIST ITEM 23

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

CHECKLIST ITEM 23
LEGAL DESCRIPTION OF REINVESTMENT ZONE

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

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

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

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

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

All of WH Hickox strip.

All of NA Steed strip in Carson County, Texas.

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

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

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

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

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

AMENDED

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

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

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

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

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

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

AMENDED

CHECKLIST ITEM 24

GROOM ISD FORM 50-296

Application No. 356

Amendment No. 1 to Agreement

AMENDED

GUIDELINES AND CRITERIA FOR GRANTING TAX ABATEMENT IN REINVESTMENT ZONES CREATED IN THE JURISDICTION OF GRAY COUNTY, TEXAS

VOL

STATE OF TEXAS }
}
COUNTY OF GRAY }

0038

WHEREAS, the creation and retention of job opportunities that bring new wealth is one of the highest civic priorities; and,

WHEREAS, new jobs and investments will benefit the area economy, provide needed opportunities, strengthen the real estate market, and generate tax revenue to support local services; and,

WHEREAS, Gray County must compete with other localities across the nation currently offering tax inducements to attract new and modernization projects; and,

WHEREAS, any tax incentives offered in Gray County would reduce needed tax revenue unless these tax incentives are strictly limited in application to those new and existing industries that bring new wealth to the community; and,

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WHEREAS, the abatement of property taxes, when offered to attract primary jobs or investments in industries that bring in money from outside a community instead of merely recirculating dollars within a community, has been shown to be an effective method of enhancing and diversifying an area's economy; and,

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WHEREAS, Texas laws requires any eligible taxing jurisdiction to establish guidelines and criteria as to eligibility for tax abatement agreements prior to the granting of any future tax abatement, which guidelines and criteria are to remain unchanged for a two-year period unless amended by minimum votes, as provided by said state law; and,

WHEREAS, these guidelines and criteria shall not be construed as implying or suggesting that the County of Gray, or any other taxing jurisdiction, is under any obligation to provide tax abatement or other incentives to any applicant, and all applicants shall be considered on a case-by-case basis; and

WHEREAS, these guidelines and criteria are approved for circulation to all affected taxing jurisdictions for consideration as a common policy for all jurisdictions that choose to participate in tax abatement agreements; and

WHEREAS, the Commissioners Court of Gray County, Texas has approved and authorized these guidelines and criteria;

AMENDED

NOW THEREFORE BE IT RESOLVED THAT, said guidelines and criteria are as follows:

Sec. 1. Definitions

A. "Abatement" means the full or partial exemption from ad valorem taxes of certain real property, and certain personal property, in a reinvestment zone designated by the County of Gray for economic development purposes.

B. "Affected jurisdiction" means the County of Gray and any other taxing jurisdiction with any substantial parts of its area located in Gray County; and that levies ad valorem taxes and provides services to property located in said County; and that chooses to participate in tax abatement agreements by, or pursuant to, these guidelines.

C. "Agreement" means a contractual agreement between a property owner or lessee, or both, and an

affected jurisdiction for the purposes of tax abatement.

D. "Base year value" means the assessed value of eligible property January 1 preceding the execution of the agreement, plus the agreed-upon value of eligible property improvements made after January 1 but before the execution of the Agreement.

E. "Deferred maintenance" means improvements necessary for continued operations that do not improve productivity or alter the process technology.

F. "Distribution Center Facility" means permanent buildings and structures, including fixed machinery and equipment, used or to be used, primarily to receive, store, service, or distribute goods or materials owned by the facility operator.

G. "Expansion" means the addition of permanent building and structures, fixed machinery and equipment for purposes of increasing production capacity.

H. "Facility" means property improvements completed or in the process of construction that together comprise an integral whole.

I. "Manufacturing Facility" means permanent buildings and structures, including fixed machinery and equipment, the primary purpose of which is or will be the manufacture of tangible goods or materials or the processing of such goods or materials by physical or chemical change.

J. "Modernization" means a complete or partial demolition of facilities and the complete or partial reconstruction or installation of a facility of similar or expanded production capacity. Modernization may result from the construction, alteration, or installation of permanent buildings and structures, alteration, or installation of permanent buildings and structures, fixed machinery and equipment. Modernization shall include improvements for the purposes of increasing productivity or updating the technology of machinery or equipment or both.

K. "New Facility" means a property previously undeveloped that is placed into service by means other than by, or in conjunction with, expansion or modernization.

L. "Other basic industry" means permanent buildings and structures, including fixed machinery and equipment not elsewhere described, used or to be used, for the production of products or services that primarily serve a market that result in the creation of new permanent jobs, and that bring in new wealth.

M. "Productive life" means the number of years a property improvement is expected to be in service in a facility.

N. "Regional entertainment facility" means permanent buildings and structures, including fixed machinery and equipment, used or to be used to provide entertainment through the admission of the general public.

O. "Research facility" means permanent buildings and structures, including fixed machinery and equipment, used or to be used primarily for the research or experimentation to improve or develop new tangible goods or materials or to improve or develop the production processes thereto.

P. "Regional service facility" means permanent buildings and structures, including fixed machinery and equipment, used or to be used, to service goods.

Q. "Renewable Energy Resource" means a resource which produces energy derived from renewable energy technologies, as defined in PUC Substantive Rule 25.5 or any successor to such rule.

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Sec. 2. Criteria for Abatement and Designation a Reinvestment Zone.

A. Authorized facility. A facility may be eligible for abatement if it is a manufacturing facility, research facility, distribution center or regional service facility, regional entertainment facility, renewable energy resource, or other basic industry.

B. Creation of new value. Abatement may be granted only for the additional value of eligible property improvements made subsequent to, and specified in, an abatement agreement by and among Gray County and the property owner or lessee, subject to such limitation as Gray County may require.

C. New and existing facilities. Abatement may be for new facilities and improvements to existing facilities purposes of modernization or expansion.

D. Eligible property. Abatement may be extended to the value of permanent buildings and structures, fixed machinery and equipment, and certain other personal property, site improvements, and office space and related fixed improvements necessary to the operation and administration of the facility.

E. Ineligible property. The following types of property shall be fully taxable and ineligible for abatement: land; inventories; supplies; housing; hotel accom[illegible]ions; deferred maintenance investments; any improvements, including those to produce, [illegible]re or dis[illegible]ibute natural gas, fluids or gases, that are not integral to the operation of the facility; pr[illegible]erty own[illegible]d or used by the State of Texas or its political subdivision or by any organizatio[illegible]owned, [illegible]erate[illegible], or directed by a political subdivision of the State of Texas.

F. Value and term of abatement. A tax abatement [illegible]reem[illegible]t gra[illegible]ed by Gray County shall be up to but not exceeding ten (10) years in duration and u[illegible]o but n[illegible] exc[illegible]ing 100% of the ad valorem property taxes assessed.

G. Economic qualification. In order to be el[illegible]ible t[illegible]eive tax abatement the planned improvement:

1. Must be reasonably ex[illegible]ecte[illegible] have an increase in positive net benefit to Gray County of at least $100,000 in the cas[illegible]of new busi[illegible]sses and $50,000 in the case of existing businesses over the life of the tax abatement [illegible]reem[illegible]t (such amounts computed to include, but not limited to, new payroll and new capital in[illegible]stme[illegible];

2. Must be expect[illegible]d t[illegible]revent the loss of employment, retain employment, or create employment on a perman[illegible]e[illegible]sis; [illegible]nd

3. [illegible] not be [illegible]pected to solely or primarily have the effect of transferring employment from one part o[illegible]the [illegible]of Gray to another.

H. Existing [illegible]siness. Recognizing the importance of cosmetic improvements to the community of those existing businesses that modernize or expand over and above normal repair and upkeep, such existing businesses may be granted a two-year tax abatement of the amount of value the facility is increased. (If a business has a building appraised at $50,000.00 and modernization or expansion changes the appraised value to $100,000.00, $50,000.00 of the new value could be abated for two years beginning January 1 after the year completed.)

I. Taxability. From the execution of the abatement agreement to the end of the agreement period taxes shall be assessed as follows:

1. The value of ineligible property shall be fully taxable; and,

2. The base year value of existing eligible property as determined each year shall be fully taxable; and,

3. The additional value of new eligible property shall be taxable in the manner described in Section 2.

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Sec. 3. Application and Hearing.

A. Any present or potential owner of taxable property in the jurisdiction of the taxing entities of the County of Gray, Texas may request tax abatement by filing a written request with the Gray County Commissioners Court.

B. The application shall consist of a completed application form accompanied by:

1. a general description of the proposed use and the general nature and extent of the modernization, expansion, or new improvements to be undertaken;

2. a descriptive list of the improvements that will be a part of the facility; a map and property description; and

3. A time schedule for undertaking and completing the planned improvements.

In the case of modernization, a statement of the assessed value of the facility separately stated for real and personal property shall be given for the tax year immediately preceding the application. The application form may require any financial and other information that may be appropriate for evaluating the financial capacity of the applicant and any other factor.

C. After receipt of an application, the Commissioners Court shall determine within forty-five (45) days how to proceed with the application. Within this time frame the Commissioners Court shall choose to deny the application, consider the application, or consider the application on an expedited basis.

D. Consideration of Application. If the County determines that the application should be further considered, then the County Judge shall schedule a hearing to obtain public input on the application. At least seven (7) days prior to the hearing, the County must send written notice to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought and must publish notice of the hearing time, place and subject in the local newspaper. At the hearing, the Commissioners Court will evaluate the application against the criteria in Section 2 and decide whether to designate the property for which abatement is sought as a reinvestment zone. If the reinvestment zone is not designated, the application fails, although it may be amended and resubmitted. If the reinvestment zone is designated, the Commissioners Court shall pass an order to that effect and may then arrange to consider for approval the tax abatement agreement between the applicant and the County at its next regularly scheduled meeting. At least seven (7) days prior to entering into a tax abatement agreement, the County must give written notice of its intent to do so to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought, along with a copy of the proposed tax abatement agreement. At the regularly scheduled meeting, the Commissioners Court may finally vote by simple majority to enter into the tax abatement agreement or to decline. An approved tax abatement agreement may be executed in the same manner as other contracts made by the County.

E. Expedited Consideration of Application. If the County determines that the application should receive expedited consideration, then the County Judge shall schedule an opportunity to obtain public input on the application at the Commissioners Court's next meeting. At least seven (7) days prior to the meeting, the County must send written notice to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought and must publish notice of the hearing time, place and subject in the local newspaper. Also at this time, the County must give written notice of its intent to enter into a tax abatement agreement to the presiding officers of all taxing units with jurisdiction over the property for which the abatement is sought, along with a copy of the proposed tax abatement agreement. During the Commissioners Court meeting, the Commissioners Court shall evaluate the application against the criteria in Section 2 and shall decide whether to designate the property for which the abatement is sought as a reinvestment zone. If the reinvestment zone is designated, the Commissioners Court shall pass an order to that effect and may then immediately

AMENDED

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consider for approval the tax abatement agreement between the applicant and the County. After consideration, the Commissioners Court may finally vote by simple majority to enter into the tax abatement agreement, or the decline. An approved tax abatement agreement may be executed in the same manner as other contracts made by the County.

F. Confidentiality. As required by Section 312.003 of the Texas Tax Code, information that is provided to the County in connection with an application or a request for a tax abatement under this chapter that describes the specific processes or business activities to be conducted or the equipment or other property to be located on the property for which the abatement is sought is confidential and not subject to public disclosure until the tax abatement is executed.

G. When the abatement is disapproved, an applicant may be granted a review, or rehearing, in which a new application and hearing may be required.

H. Tax abatement may not be approved if the County finds that the application was filed after the commencement of the construction, alteration, or installation of improvements related to a proposed modernization, expansion, or new facility.

I. Request for variance from the provisions of Section 2 may be made in written form to the Commissioners Court of Gray County. Such request shall include all the items listed in Section 3 above, together with a complete description of the circumstances that prompt the applicant to request variance. The approval process for a variance shall be identical to that for a standard application and may be supplemented by such additional requirements as may be deemed necessary by the County.

Sec. 4. Standards for denying Approval of Abatement.

A. If any affected jurisdiction is able to conclusively show cause in the public hearing why the granting of the abatement will have a substantial adverse effect on its bonds, tax revenue, service capacity, or the providing of services, Gray County shall deny the approval of abatement.

B. An abatement agreement shall not be granted if it is determined that:

1. There would be substantial adverse effect on the providing of government services or tax bases;

2. The applicant has insufficient financial capacity;

3. Planned or potential use of the property would constitute a hazard to public safety, health, or morals; or,

4. Criminal laws would be violated.

Sec. 5. Effect of Approval of Application

Gray County Commissioners Court acts only for the taxing entity of Gray County and for no other taxing entity within Gray County. The County's approval or disapproval of an application has no effect on any other taxing entity within the jurisdiction or their right to approve or disapprove an application. Only the governing bodies of the affected jurisdictions may grant tax abatements, and enter into tax abatement agreements with applicants.

Sec. 6. Tax Abatement Agreements

The Gray County Commissioners Court after approval of an application shall enter into an agreement with the applicant. Such agreements shall be executed with the owner of the facility, and with the lessee when required. Such agreements shall include:

A. The estimated value to be abated and the base year value;

B. The percentage of value to be abated each year;

AMENDED

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C. The commencement date and the termination date of abatement;

D. The proposed use of the facility, nature of construction, time schedule, map, property description, and improvements list;

E. Contractual obligations in the event of default, violation of terms or conditions, delinquent taxes recapture, administration, and assignment;

F. Size of investment and average number of jobs involved. Such agreement shall normally be executed within 30 days after the applicant has forwarded all necessary information and documentation to the County; and

G. The agreement shall stipulate that employees, or designated representatives, or both, of Gray County will have access to the reinvestment zone during the terms of the abatement to inspect the facility to determine if the terms and conditions of the agreement are being met. All inspections will be made only after the giving of 24 hours prior notice and will be conducted in such a manner that they will not unreasonably interfere with the construction or operation or both of the facility. All inspections will be made in the presence of one or more representatives of the company or individual and in accordance with the safety standards of the company or individual.

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Sec. 7 Recapture

A. If the facility is completed and begins producing products or services, but subsequently discontinues producing products or services for any reason except fire, explosion, or other casualty or accident or natural disaster, for a period of one year during the abatement period, then the agreement shall terminate and so shall the abatement of the taxes for the calendar year during which the facility no longer produces. The taxes otherwise abated for that calendar year shall be paid to the affected jurisdiction within 60 days from the date of termination.

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B. If the Gray County Commissioners Court determines that the company or individual is in default according to the terms and conditions of its agreement, the Commissioners Court shall notify the company or individual in writing at the address stated in the agreement, and if such default is not cured within 60 days from the date of such notice ("cure period"), then the agreement may be terminated; provided, however, if such failure cannot be cured within such sixty (60)-day period and the company or individual has commenced remedial action to cure such failure (and continued to diligently and timely pursue the completion of such remedial action), the company or individual shall be entitled to a total of one hundred eighty (180) days after receipt of notice within which to cure such default.

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C. If the company or individual (1) allows its ad valorem taxes owed to the County of Gray, or any other taxing entity in Gray County, to become delinquent after all applicable notice and cure periods and fails to timely and properly follow the legal procedures for their protest or contest or both; or (2) violates any of the terms and conditions of the abatement agreement and fails to cure during the cure-period, the agreement may then be terminated, and all taxes previously abated by virtue of the agreement will be recaptured and paid within 60 days of the termination.

AMENDED

Sec. 8. Administration

A. The Chief Appraiser of the Gray County Appraisal District shall annually determine an assessment of the real and personal property comprising the reinvestment zone. Each year, any company or individual receiving abatement shall furnish the assessor with such information as may be necessary for the abatement. Once value has been established, the chief appraiser shall notify the affected jurisdictions that levy taxes of the amount of the assessment.

B. Upon completion of construction, a designated representative of Gray County shall annually evaluate each facility receiving abatement to insure compliance with the agreement and shall make a report to the Commissioners Court regarding the findings of each evaluation.

Sec. 9. Assignment

Abatement may be transferred and assigned by the holder to a new owner or lessee of the same facility upon the approval by resolution of the affected jurisdiction, subject to the financial capacity of the assignee and provided that all conditions and obligations in the abatement agreement are guaranteed by the execution of a new contractual agreement with the affected jurisdiction. No assignment or transfer shall be approved if the parties to the existing agreement, the new owner, or the new lessee are liable to any taxing entity in Gray County for outstanding delinquent taxes or other obligations. Approval shall not be unreasonably withheld, conditioned or delayed.

Sec. 10. Sunset Provision

The guidelines and criteria are effective upon the date of their adoption and will remain in force for two years from the Effective Date (defined below) unless amended by a three-quarters vote of the Gray County Commissioners Court, at which time the tax abatement contracts created according to these provisions will be reviewed to determine whether or not the goals have been achieved. Based on that review, the guidelines and criteria may be further modified, renewed or eliminated.

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AMENDED

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The foregoing was lawfully approved by County Commissioner's Court, effective as the 15 day of Feb 2013 (the "Effective Date").

Judge Richard Peet
Gray County Judge

Joe Wheeley
Commissioner Precinct 1

Gary Willoughby
Commissioner Precinct 2

Commissioner Precinct 3
Neil Fulton

Commissioner Precinct 4
Jeff Haley

ATTEST:

Susan Winborne
Gray County Clerk

Clerk's Seal stamped above

AMENDED

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IN THE CARSON COUNTY COMMISSIONERS COURT

CARSON COUNTY, TEXAS

A RESOLUTION

EXPRESSING THE INTENT OF THE COUNTY TO

PARTICIPATE IN TAX ABATEMENT AGREEMENTS AND

ESTABLISHING GUIDELINES FOR SUCH AGREEMENTS

Pursuant to Chapter 312 of the Texas Tax Code, Carson County may consider an application for tax abatement, designate a reinvestment zone and enter into a tax abatement agreement in accordance with these Guidelines and Criteria. It is the express intent of the Carson County Commissioners Court to promote economic development, but not at the expense of the County's natural resources or services provided to the general public. No application submitted under the following schedule is deemed to have a substantially adverse effect on natural resources in the County or on County infrastructure (including roads and bridges) will be approved, unless the applicant can demonstrate just cause for such an exception.

AMENDED

I. Abatement Application Procedure

A. Who May Apply. Any present or potential owner of taxable real property or interest in real property in Carson County may submit an application for tax abatement conforming to the requirements herein.

B. Eligible Improvements. Improvements eligible for abatement are limited to alternative and renewable energy and power facilities. Alternative or renewable energy and power facilities are the buildings and structures including fixed machinery and equipment used to produce electric power from a renewable or non-depletable power source.

C. Eligible Property. Abatement may be granted for the following property: new, expanded or modernized buildings and structures, fixed machinery and equipment; site improvements; other tangible items necessary to the operation and administration of the project or facility; and all other real and tangible personal property permitted by Chapter 312 of the Texas Tax Code. Taxes on real property may be abated only to the extent the property=s value for a given year exceeds its value for the year in which the agreement is executed. Tangible personal property located on the real property at any time before the period covered by the agreement is not eligible for abatement. Tangible personal property eligible for abatement shall not include inventory or supplies.

Property in a reinvestment zone that is owned or leased by a member of the County Commissioners Court is excluded from property tax abatement.

D. Application Provisions. The application shall consist of a completed Carson County Tax Abatement Application Form, which shall contain the following:

(1) information showing how the project meets the requirements of the criteria outlined in Section II below;

(2) a map and description of the property;

(3) a time schedule for completing the planned improvements;

AMENDED

(4) the estimated taxable value or range of values of the project or facility; and

(5) basic financial information about the applicant sufficient to enable evaluation of the application=s financial capacity.

E. Procedure for Consideration of Application. The procedure for consideration by the County of a Tax Abatement Application is as follows:

(1) An applicant may request a Tax Abatement Application form from the County Clerk or County Attorney.

(2) After an applicant completes the Tax Abatement Application, the application must provide a copy to each member of the Carson County Commissioner=s Court and the County Clerk and the County Attorney.

(3) The Commissioners Court may issue a determination at any time before the expiration of sixty (60) days from the date of receipt of the application regarding how to proceed with the application. The Commissioners Court shall choose either to deny the application, consider the application or consider the application on an expedited basis.

a. *Denial of Application.* If the Commissioners Court chooses to deny the application, it shall make a finding by majority vote at a regularly scheduled meeting that, after balancing the criteria described below in Section II, it is the judgment of the Commissioners Court that the

AMENDED

application should be denied.

b. *Consideration of Application.* If the County determines that the application should be further considered, the Commissioners Court must hold a public hearing to obtain public input on the application. Not later than the seventh (7th) day before the date of the hearing, notice of the hearing must be (1) delivered in writing to the presiding officer of each taxing unit that includes in its boundaries real property that is to be included in the proposed reinvestment zone, and (2) published in a newspaper of general circulation in the County. At the hearing, the Commissioners Court evaluates the application against the criteria in Section II and decides by majority vote whether to designate the property for which the abatement is sought as a reinvestment zone. If the reinvestment zone is not designated, the application fails, although it may be amended and resubmitted. If the reinvestment zone is designated, the Commissioners Court shall pass an order to that effect. An order designating an area as a reinvestment zone is valid for five (5) years from the date of designation. Once the area is designated as a reinvestment zone, the Commissioners Court may then arrange to consider for approval of the tax abatement agreement between the applicant and the County at its next regularly scheduled meeting. At least seven days prior to entering into a tax abatement agreement, the County must give written notice of its intent to do so to the presiding officer of each taxing unit that includes in its boundaries real property that is to be included in the proposed reinvestment zone, along with a copy of the proposed tax abatement agreement. At the regularly scheduled meeting, the

AMENDED

Commissioners Court may finally vote by simple majority to enter into the tax abatement agreement, or to decline. An approved tax abatement agreement may be executed in the same manner as other contracts made by the County. A tax abatement agreement that is declined by the County may be amended and resubmitted to the County.

c. Expedited Consideration of Application. If the County determines that the application should receive an expedited consideration, the Commissioners Court may combine the steps described in the preceding paragraph into a single, regularly scheduled meeting of the Commissioners Court, provided the County meets the procedural prerequisites for each step.

F. Confidentiality. As required by Chapter 312.003 of the Texas Tax Code, information that is provided to Carson County in connection with an application or request for tax abatement under this chapter and that describes the specific processes or business activities to be conducted or the equipment or other property to be located on the property for which tax abatement is sought is confidential and not subject to public disclosure until the tax abatement agreement is executed.

G. Effect of Error or Variance with Application Procedure. Except where not allowed by state law, the County may waive application procedures or grant procedural variances as they deem appropriate.

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II. Criteria for Designating a Reinvestment

A. Minimum Requirements. To be designated a reinvestment zone, County Commissioners must find by majority vote that the designation would contribute to the retention or expansion of primary employment or would attract major investment in the zone that would be a benefit to the property and that would contribute to the economic development of the County.

B. Criteria. In determining whether to designate a reinvestment zone and whether to enter into a tax abatement agreement, the Commissioners Court shall consider the following factors, among others determined appropriate by the Court:

(1) the current value of land and existing improvements, if any;

(2) the type, value and purpose of proposed improvements, if any;

(3) the productive life of proposed improvements;

(4) the impact of proposed improvements and any other proposed expenditures on existing jobs;

(5) the number and type of new jobs, of any, to be created by proposed improvements and expenditures;

(6) any costs to be incurred by Carson County, if any, to provide facilities or services directly resulting from the new improvements;

(7) the types and values of public improvements, if any, to be made by applicant seeking abatement;

(8) an estimate of the amount of ad valorem property taxes to be paid to Carson County after expiration of the abatement agreement;

(9) the impact on the business opportunities of existing businesses and the attraction

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of new businesses to the area; if any;

(10) the overall compatibility with the zoning ordinances and comprehensive plan, if any, for the area;

(11) whether the applicant's proposed facility or improvement or modernization is an industry which is new to Carson County;

(12) the impact upon County infrastructure including roads, bridges and the use of County services; and

(13) the impact upon depletion of natural resources of the County.

III. Format for Tax Abatement Agreement

A. Required Provisions. If the Carson County Commissioners Court designates a reinvestment zone, it may consider and execute a tax abatement agreement with the owner of the designated property as outlined above. Any tax abatement agreement shall include at least the following provisions:

(1) the kind, number and location of all proposed improvements of the property;

(2) provisions allowing for reasonable access to the property for initial and intermittent inspection purposes by County employees or designated representatives to ensure improvements are made in compliance with the agreement;

(3) provisions limiting the use of the property consistent with the general purpose of encouraging development or redevelopment of the area during the period of the abatement;

(4) provisions for recapturing property tax revenue lost as a result of the agreement if the owner of the property fails to make the improvements or repairs as provided

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in the agreement;

(5) each term agreed to by the recipient of the abatement;

(6) a requirement that the abatement recipient certify its compliance with the agreement annually to each taxing unit that is a party to the agreement; and

(7) provisions allowing the County to cancel or modify the agreement if the recipient fails to comply with the agreement.

B. Optional Provisions. The tax abatement agreement may also contain any or all of the following items, in addition to any others deemed appropriate by the contracting parties:

(1) the estimated taxable value or range of values for which taxes are to be abated;

(2) the percent of value to be abated each year;

(3) the commencement and termination dates of the abatement;

(4) the proposed use of the property;

(5) a time schedule, map and property designation;

(6) contractual obligations in the event of default or violation of terms or conditions;

(7) the size of investment and number of temporary and permanent jobs involved, if any;

(8) provisions for dispute resolution.

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C. Duration and Portion of Abatement. A tax abatement agreement granted by Carson County shall be up to but not exceeding ten (10) years in duration and up to but not exceeding 100 percent (100%) in portion of ad valorem property taxes abated. At any time before the expiration of the agreement, the parties may agree to modify the agreement or to delete provisions that were not necessary to the original agreement.

The same procedural prerequisites for approval of the original agreement apply to modification of the agreement.

D. Time Limit. Such agreement shall be executed with thirty (30) days after the passage of the resolution approving the agreement, unless the County and the applicant mutually agree otherwise.

IV. General Provisions

These guidelines and criteria in no way require the County to enter into any specific tax abatement agreement. The County maintains the discretion to reject any application for tax abatement as it deems appropriate.

V. Sunset and Amendment of Guidelines and Criteria

These guidelines and criteria are effective upon the date of their adoption and will remain in force for two (2) years, unless amended by a three-fourths (3/4) vote of the Carson County Commissioners Court.

UNANIMOUSLY ADOPTED the 14th day of January, 2013.

Lewis Powell

County Judge

AMENDED

ATTEST:

Celeste Bicksel

County Clerk

by: Leyla Cates

Deputy

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