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TEXAS BOARD OF LEGAL SPECIALIZATION

JUSTIN DEMERATH

August 5, 2014

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

RE: Application to the Huckabay Independent School District from Buckthorn Wind Project, LLC

(First Qualifying Year 2015; First Year of Value Limitation 2016)

To the Local Government Assistance & Economic Analysis Division:

By copy of this letter transmitting the application for review to the Comptroller's Office, the Huckabay Independent School District is notifying Buckthorn Wind Project, LLC of its intent to consider the application for appraised value limitation on qualified property should a positive certificate be issued by the Comptroller. The company has provided the schedules in both electronic format and paper copies. The electronic copy is identical to the hard copy that will be hand delivered. The Applicant has requested that the value limitation begin in the first full tax year after commercial operations, i.e., 2016.

The Applicant submitted the Application to the school district on July 30, 2014. The Board voted to accept the application on July 30, 2014. The application has been determined complete as of August 5, 2014. Please prepare the economic impact report.

Letter to Local Government Assistance & Economic Analysis Division

August 5, 2014

Page 2 of 2

A copy of the application will be submitted to the Erath County Appraisal District.

Sincerely,

A handwritten signature in black ink, appearing to read "Kevin O'Hanlon". The signature is stylized and somewhat cursive, with a prominent loop at the end.

Kevin O'Hanlon
School District Consultant

Cc: Erath County Appraisal District

Buckthorn Wind Project, LLC

Huckabay Independent School District

Buckthorn Wind Project, LLC

Chapter 313 Application to Huckabay ISD

Cummings Westlake, LLC

TAB 1

Pages 1 through 9 of application.



Application for Appraised Value Limitation on Qualified Property (Tax Code, Chapter 313, Subchapter B or C)

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

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

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

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

When the Comptroller receives the notice and required information from the school district, the Comptroller will publish all submitted application materials on its website. The Comptroller is authorized to treat some application information as confidential and withhold it from publication on the Internet. To do so, however, the information must be segregated and comply with the other requirements set out in the Comptroller rules. For more information, see guidelines on Comptroller's website.

The Comptroller will independently determine whether the application has been completed according to the Comptroller's rules (34 TAC Chapter 9, Subchapter F). If the Comptroller finds the application is not complete, the Comptroller will request additional materials from the school district. Pursuant to 9.1053(a)(1)(C), requested information shall be provided within 20 days of the date of the request. When the Comptroller determines that the application is complete, it will send the school district a notice indicating so. The Comptroller will determine the eligibility of the project, issue a certificate for a limitation on appraised value to the school board regarding the application and prepare an economic impact evaluation by the 90th day after the Comptroller receives a complete application—as determined by the Comptroller.

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

Please visit the Comptroller's website to find out more about the program at www.texasahead.org/tax_programs/chapter313/. There are links on this Web page to the Chapter 313 statute, rules, guidelines and forms. Information about minimum limitation values for particular districts and wage standards may also be found at that site.

SECTION 1: School District Information

1. Authorized School District Representative

July 30, 2014

Date Application Received by District

Dr. Cheryl

First Name

Superintendent

Title

Huckabay ISD

School District Name

200 CR 421

Street Address

200 CR 421

Mailing Address

Stephenville

City

(254) 968-8476

Phone Number

Mobile Number (optional)

Floyd

Last Name

TX

State

(254) 965-3740

Fax Number

cfloyd@hisd.us

Email Address

76401-6429

ZIP

2. Does the district authorize the consultant to provide and obtain information related to this application? Yes No

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

Dan	Casey
First Name	Last Name
Partner	
Title	
Moak, Casey & Associates	
Firm Name	
512-485-7878	512-485-7888
Phone Number	Fax Number
512-426-6662	dcasey@moakcasey.com
Mobile Number (optional)	Email Address

4. On what date did the district determine this application complete? 8-5-14
5. Has the district determined that the electronic copy and hard copy are identical? Yes No

SECTION 2: Applicant Information

1. Authorized Company Representative (Applicant)

Derek	Harding	
First Name	Last Name	
Manager	Buckthorn Wind Project, LLC	
Title	Organization	
3760 State Street, Suite 200		
Street Address		
3760 State Street, Suite 200		
Mailing Address		
Santa Barbara	CA	93105
City	State	ZIP
805-569-6180		
Phone Number	Fax Number	
	mriley@infinitywind.com	
Mobile Number (optional)	Business Email Address	

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

2a. If yes, please fill out contact information for that person.

Casey	Willis	
First Name	Last Name	
Senior Project Manager	Infinity Wind Power	
Title	Organization	
3760 State Street, Suite 200		
Street Address		
3760 State Street, Suite 200		
Mailing Address		
Santa Barbara	CA	93105
City	State	ZIP
805-569-6185		
Phone Number	Fax Number	
	cwillis@infinitywind.com	
Mobile Number (optional)	Business Email Address	

3. Does the applicant authorize the consultant to provide and obtain information related to this application? Yes No

SECTION 2: Applicant Information (continued)

4. Authorized Company Consultant (If Applicable)

Wes Jackson
 First Name Last Name
 Partner
 Title
 Cummings Westlake, LLC
 Firm Name
 (713) 266-4456 (713) 266-2333
 Phone Number Fax Number
 wjackson@cwlp.net
 Business Email Address

SECTION 3: Fees and Payments

1. Has an application fee been paid to the school district? Yes No
 The total fee shall be paid at time of the application is submitted to the school district. Any fees not accompanying the original application shall be considered supplemental payments.
 1a. If yes, attach in **Tab 2** proof of application fee paid to the school district.
 For the purpose of questions 2 and 3, "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.
 2. 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 N/A
 3. 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 N/A

SECTION 4: Business Applicant Information

1. What is the legal name of the applicant under which this application is made? Buckthorn Wind Project, LLC
 2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) 32050151797
 3. List the NAICS code 221119
 4. Is the applicant a party to any other pending or active Chapter 313 agreements? Yes No
 4a. If yes, please list application number, name of school district and year of agreement

SECTION 5: Applicant Business Structure

1. Identify Business Organization of Applicant (corporation, limited liability corporation, etc) Limited Liability Corporation
 2. Is applicant a combined group, or comprised of members of a combined group, as defined by Tax Code §171.0001(7)? Yes No
 2a. If yes, attach in **Tab 3** a copy of Texas Comptroller Franchise Tax Form No. 05-165, No. 05-166, or any other documentation from the Franchise Tax Division to demonstrate the applicant's combined group membership and contact information.
 3. Is the applicant current on all tax payments due to the State of Texas? Yes No
 4. Are all applicant members of the combined group current on all tax payments due to the State of Texas? Yes No N/A
 5. If the answer to question 3 or 4 is no, please explain and/or disclose any history of default, delinquencies and/or any material litigation, including litigation involving the State of Texas. (If necessary, attach explanation in **Tab 3**)

SECTION 6: Eligibility Under Tax Code Chapter 313.024

- 1. Are you an entity subject to the tax under Tax Code, Chapter 171? Yes No
- 2. The property will be used for 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
 - (9) a Texas Priority Project, as defined by 313.024(e)(7) and TAC 9.1051 Yes No
- 3. Are you requesting that any of the land be classified as qualified investment? Yes No
- 4. Will any of the proposed qualified investment be leased under a capitalized lease? Yes No
- 5. Will any of the proposed qualified investment be leased under an operating lease? Yes No
- 6. Are you including property that is owned by a person other than the applicant? Yes No
- 7. 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

SECTION 7: Project Description

- 1. In **Tab 4**, attach a detailed description of the scope of the proposed project, including, at a minimum, the type and planned use of real and tangible personal property, the nature of the business, a timeline for property construction or installation, and any other relevant information.
- 2. Check the project characteristics that apply to the proposed project:
 - Land has no existing improvements Land has existing improvements (*complete Section 13*)
 - Expansion of existing operation on the land (*complete Section 13*) Relocation within Texas

SECTION 8: Limitation as Determining Factor

- 1. Does the applicant currently own the land on which the proposed project will occur? Yes No
- 2. Has the applicant entered into any agreements or contracts for work to be performed related to the proposed project? Yes No
- 3. Does the applicant have current business activities at the location where the proposed project will occur? Yes No
- 4. Has the applicant made public statements in SEC filings or other official documents regarding its intentions regarding the proposed project location? Yes No
- 5. Has the applicant received any local or state permits for activities on the proposed project site? Yes No
- 6. Has the applicant received commitments for state or local incentives for activities at the proposed project site? Yes No
- 7. Are you submitting information to assist in the determination as to whether the limitation on appraised value is a determining factor in the applicant's decision to invest capital and construct the project in Texas? Yes No
- 8. Has the applicant considered or is the applicant considering other locations not in Texas for the proposed project? Yes No
- 9. Has the applicant provided capital investment or return on investment information for the proposed project in comparison with other alternative investment opportunities? Yes No
- 10. Has the applicant provided information related to the applicant's inputs, transportation and markets for the proposed project? Yes No

If you answered "yes" to any of the questions in Section 8, attach supporting information in Tab 5.

SECTION 9: Projected Timeline

- 1. Application approval by school board December 2014
- 2. Beginning of qualifying time period February 2015
- 3. First year of limitation 2016
- 4. Begin hiring new employees Q4-2015
- 5. Commencement of commercial operations Q4-2015
- 6. 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.
- 7. When do you anticipate the new buildings or improvements will be placed in service? Q4-2015

SECTION 10: The Property

- 1. Identify county or counties in which the proposed project will be located Erath
- 2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Erath
- 3. Will this CAD be acting on behalf of another CAD to appraise this property? Yes No
- 4. List all taxing entities that have jurisdiction for the property, the portion of project within each entity and tax rates for each entity:
 County: Erath, \$0.3461, 100% City: _____
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Hospital District: _____ Water District: _____
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Other (describe): Erath Road & Bridge, \$.1239, 100% Other (describe): _____
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
- 5. Is the project located entirely within the ISD listed in Section 1? Yes No
 5a. If no, attach in **Tab 6** additional information on the project scope and size to assist in the economic analysis.
- 6. Did you receive a determination from the Texas Economic Development and Tourism Office that this proposed project and at least one other project seeking a limitation agreement constitute a single unified project (SUP), as allowed in §313.024(d-2)? Yes No
 6a. If yes, attach in **Tab 6** supporting documentation from the Office of the Governor.

SECTION 11: 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 Subchapter B or Subchapter C, and the taxable value of the property within the school district. For assistance in determining estimates of these minimums, access the Comptroller's website at www.texasahead.org/tax_programs/chapter313/.

- 1. At the time of application, what is the estimated minimum qualified investment required for this school district? 10,000,000.00
- 2. What is the amount of appraised value limitation for which you are applying? 20,000,000.00
Note: The property value limitation amount is based on property values available at the time of application and may change prior to the execution of any final agreement.
- 3. Does the qualified investment meet the requirements of Tax Code §313.021(1)? Yes No
- 4. Attach a description of the qualified investment [See §313.021(1).] The description must include:
 - a. 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 (**Tab 7**);
 - b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your minimum qualified investment (**Tab 7**); and
 - c. a detailed map of the qualified investment showing location of new buildings or new improvements with vicinity map (**Tab 11**).
- 5. Do you intend to make at least the minimum qualified investment required by Tax Code §313.023 (or §313.053 for Subchapter C school districts) for the relevant school district category during the qualifying time period? Yes No

SECTION 12: Qualified Property

1. Attach a detailed description of the qualified property. [See §313.021(2)] (If qualified investment describes qualified property exactly, you may skip items a, b and c below.) The description must include:
 - 1a. 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 (Tab 8);
 - 1b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your qualified property (Tab 8); and
 - 1c. a map of the qualified property showing location of new buildings or new improvements with vicinity map (Tab 11).
2. Is the land upon which the new buildings or new improvements will be built part of the qualified property described by §313.021(2)(A)? Yes No
 - 2a. If yes, attach complete documentation including:
 - a. legal description of the land (Tab 9);
 - b. each existing appraisal parcel number of the land on which the new improvements will be constructed, regardless of whether or not all of the land described in the current parcel will become qualified property (Tab 9);
 - c. owner (Tab 9);
 - d. the current taxable value of the land. Attach estimate if land is part of larger parcel (Tab 9); and
 - e. a detailed map showing the location of the land with vicinity map (Tab 11).
3. Is the land on which you propose new construction or new 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
 - 3a. If yes, attach the applicable supporting documentation:
 - a. evidence that the area qualifies as a enterprise zone as defined by the Governor's Office (Tab 16);
 - b. legal description of reinvestment zone (Tab 16);
 - c. order, resolution or ordinance establishing the reinvestment zone (Tab 16);
 - d. guidelines and criteria for creating the zone (Tab 16); and
 - e. a map of the reinvestment zone or enterprise zone boundaries with vicinity map (Tab 11)
 - 3b. If no, submit detailed description of proposed reinvestment zone or enterprise zone with a map indicating the boundaries of the zone on which you propose new construction or new improvements to the Comptroller's office within 30 days of the application date. What is the anticipated date on which you will submit final proof of a reinvestment zone or enterprise zone? February 2015

SECTION 13: Information on Property Not Eligible to Become Qualified Property

1. In Tab 10, attach a specific and detailed description of all **existing property**. This includes buildings and improvements existing as of the application review start date (the date the application is determined to be complete by the Comptroller). The description must provide sufficient detail to locate all existing property on the land that will be subject to the agreement and distinguish existing property from future proposed property.
2. In Tab 10, attach a specific and detailed description of all **proposed new property that will not become new improvements** as defined by TAC 9.1051. This includes proposed property that: functionally replaces existing or demolished/removed property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property; or is otherwise ineligible to become qualified property. The description must provide sufficient detail to distinguish existing property (question 1) and all proposed new property that cannot become qualified property from proposed qualified property that will be subject to the agreement (as described in Section 12 of this application).
3. For the property not eligible to become qualified property listed in response to questions 1 and 2 of this section, provide the following supporting information in Tab 10:
 - a. maps and/or detailed site plan;
 - b. surveys;
 - c. appraisal district values and parcel numbers;
 - d. inventory lists;
 - e. existing and proposed property lists;
 - f. model and serial numbers of existing property; or
 - g. other information of sufficient detail and description.
4. Total estimated market value of existing property (that property described in response to question 1): \$ 0.00
5. In Tab 10, include an appraisal value by the CAD of all the buildings and improvements existing as of a date within 15 days of the date the application is received by the school district.
6. Total estimated market value of proposed property not eligible to become qualified property (that property described in response to question 2): \$ 0.00

Note: Investment for the property listed in question 2 may count towards qualified investment in Column C of Schedules A-1 and A-2, if it meets the requirements of 313.021(1). Such property cannot become qualified property on Schedule B.

SECTION 14: Wage and Employment Information

1. What is the estimated number of permanent jobs (more than 1,600 hours a year), with the applicant or a contractor of the applicant, on the proposed qualified property during the last complete quarter before the application review start date (date your application is finally determined to be complete)? 0

2. What is the last complete calendar quarter before application review start date:
 First Quarter Second Quarter Third Quarter Fourth Quarter of 2014
 (year)

3. What were the number of permanent jobs (more than 1,600 hours a year) this applicant had in Texas during the most recent quarter reported to the Texas Workforce Commission (TWC)? 0

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

4. What is the number of new qualifying jobs you are committing to create? 5

5. What is the number of new non-qualifying jobs you are estimating you will create? 1

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

6a. If yes, attach evidence in **Tab 12** documenting that the new qualifying job creation requirement above exceeds the number of employees necessary for the operation, according to industry standards.

7. Attach in **Tab 13** the four most recent quarters of data for each wage calculation below, including documentation from the TWC website. The final actual statutory minimum annual wage requirement for the applicant for each qualifying job — which may differ slightly from this estimate — will be based on information from the four quarterly periods for which data were available at the time of the application review start date (date of a completed application). See TAC §9.1051(21) and (22).

a. Average weekly wage for all jobs (all industries) in the county is 594.00

b. 110% of the average weekly wage for manufacturing jobs in the county is 889.00

c. 110% of the average weekly wage for manufacturing jobs in the region is 1,100.00

8. Which Tax Code section are you using to estimate the qualifying job wage standard required for this project? §313.021(5)(A) or §313.021(5)(B)

9. What is the minimum required annual wage for each qualifying job based on the qualified property? 46,232.00

10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 46,250.00

11. Will the qualifying jobs meet all minimum requirements set out in Tax Code §313.021(3)? Yes No

12. Do you intend to satisfy the minimum qualifying job requirement through a determination of cumulative economic benefits to the state as provided by §313.024(d-2)? Yes No

12a. If yes, attach in **Tab 12** supporting documentation from the TWC, pursuant to §313.021(3)(F).

13. Do you intend to rely on the project being part of a single unified project, as allowed in §313.024(d-2), in meeting the qualifying job requirements? Yes No

13a. If yes, attach in **Tab 6** supporting documentation including a list of qualifying jobs in the other school district(s).

SECTION 15: Economic Impact

1. Complete and attach Schedules A1, A2, B, C, and D in **Tab 14**. Note: Excel spreadsheet versions of schedules are available for download and printing at URL listed below.

2. Attach an Economic Impact Analysis, if supplied by other than the Comptroller's Office, in **Tab 15**. (not required)

3. If there are any other payments made in the state or economic information that you believe should be included in the economic analysis, attach a separate schedule showing the amount for each year affected, including an explanation, in **Tab 15**.

SECTION 16: Authorized Signatures and Applicant Certification

After the application and schedules are complete, an authorized representative from the school district and the business should review the application documents and complete this authorization page. Attach the completed authorization page in Tab 17. NOTE: If you amend your application, you will need to obtain new signatures and resubmit this page, Section 16, with the amendment request.

1. Authorized School District Representative Signature

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.

print here Dr. Cheryl Floyd Superintendent
Print Name (Authorized School District Representative) Title
sign here Cheryl Floyd Signature (Authorized School District Representative) Date 7-30-14

2. Authorized Company Representative (Applicant) Signature and Notarization

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 and schedules 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.

print here Derek Harding Manager
Print Name (Authorized Company Representative (Applicant)) Title
sign here Derek M Harding Signature (Authorized Company Representative (Applicant)) Date 7/28/14

see attached

GIVEN under my hand and seal of office this, the
day of
Notary Public in and for the State of Texas
My Commission expires:

(Notary Seal)

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 Section 37.10.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Santa Barbara }

On July 28, 2014 before me, Katherine A. Dowling, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared Derek M. Harding
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Katherine Dowling
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

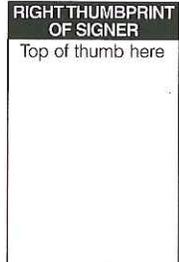
Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____
 Document Date: _____ Number of Pages: _____
 Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____
 Individual
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Attorney in Fact
 Trustee
 Guardian or Conservator
 Other: _____



Signer Is Representing: _____

Signer's Name: _____
 Individual
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Attorney in Fact
 Trustee
 Guardian or Conservator
 Other: _____



Signer Is Representing: _____

APPLICATION TAB ORDER FOR REQUESTED ATTACHMENTS

TAB	ATTACHMENT
1	Pages 1 through 11 of Application
2	Proof of Payment of Application Fee
3	Documentation of Combined Group membership under Texas Tax Code 171.0001(7), history of tax default, delinquencies and/or material litigation <i>(if applicable)</i>
4	Detailed description of the project
5	Documentation to assist in determining if limitation is a determining factor
6	Description of how project is located in more than one district, including list of percentage in each district and, if determined to be a single unified project, documentation from the Office of the Governor <i>(if applicable)</i>
7	Description of Qualified Investment
8	Description of Qualified Property
9	Description of Land
10	Description of all property not eligible to become qualified property <i>(if applicable)</i>
11	<p>Maps that clearly show:</p> <ul style="list-style-type: none"> a) Project vicinity b) Qualified investment including location of new buildings or new improvements c) Qualified property including location of new buildings or new improvements d) Existing property e) Land location within vicinity map f) Reinvestment or Enterprise Zone within vicinity map, showing the actual or proposed boundaries and size <p>Note: Electronic maps should be high resolution files. Include map legends/markers.</p>
12	Request for Waiver of Job Creation Requirement and supporting information <i>(if applicable)</i>
13	Calculation of three possible wage requirements with TWC documentation
14	Schedules A1, A2, B, C and D completed and signed Economic Impact <i>(if applicable)</i>
15	Economic Impact Analysis, other payments made in the state or other economic information <i>(if applicable)</i>
16	<p>Description of Reinvestment or Enterprise Zone, including:</p> <ul style="list-style-type: none"> a) evidence that the area qualifies as a enterprise zone as defined by the Governor’s Office b) legal description of reinvestment zone* c) order, resolution or ordinance establishing the reinvestment zone* d) guidelines and criteria for creating the zone* <p>* To be submitted with application or before date of final application approval by school board</p>
17	Signature and Certification page, signed and dated by Authorized School District Representative and Authorized Company Representative <i>(applicant)</i>

Buckthorn Wind Project, LLC

Chapter 313 Application to Huckabay ISD

Cummings Westlake, LLC

TAB 2

Proof of Payment of Application Fee

Please find on the attached page, copy of the check for the \$75,000 application fee to Huckabay Independent School District.

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

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

Buckthorn Wind Project, LLC

Chapter 313 Application to Huckabay ISD

Cummings Westlake, LLC

TAB 3

Documentation of Combined Group membership under Texas Tax Code 171.0001(7), history of tax default, delinquencies and/or material litigation (if applicable)

See Attached

Texas Franchise Tax No Tax Due Information Report

■ **Tcode** 13255 Annual

■ Taxpayer number	■ Report year	Due date	Privilege period covered by this report
32040272893	2014	05/15/2014	01/01/2014 - 12/31/2014

Taxpayer name Live Oak Wind Project, LLC					Secretary of State file number or Comptroller file number	
Mailing address 3000 El Camino Real, 5 Palo Alto Square, Suite 700					0801168740	
City Palo Alto	State CA	Country USA	ZIP Code 94306	Plus 4	Check box if the address has changed <input type="checkbox"/>	
Check box if this is a combined report <input checked="" type="checkbox"/>			SIC code 6519		NAICS code 531390	
Check box if Total Revenue is adjusted for Tiered Partnership Election, see instructions.* <input type="checkbox"/>						
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>			

*Note: Upper tiered partnerships do not qualify to use this form.

If any of the statements below are true, you qualify to file this No Tax Due Information Report:

(Check all boxes that apply)

1. This entity is a passive entity as defined in Chapter 171 of the Texas Tax Code. (see instructions) 1.
(Passive income does NOT include rent)
2. This entity's annualized total revenue is below the no tax due threshold. (see instructions) 2.
3. This entity has zero Texas Gross Receipts. 3.
4. This entity is a Real Estate Investment Trust (REIT) that meets the qualifications specified in section 171.0002(c)(4). 4.

5a. Accounting year begin date

m	m	d	d	y	y
0	1	0	1	1	3

5b. Accounting year end date

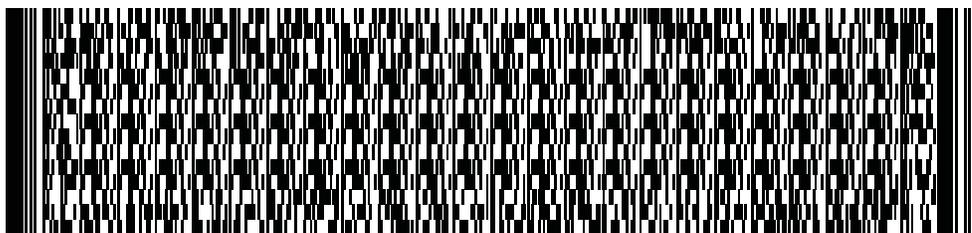
m	m	d	d	y	y
1	2	3	1	1	3

6. TOTAL REVENUE (Whole dollars only) 6. 4922706 .00

Print or type name		Area code and phone number (650) 324 - 9095	
I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief.		Mail original to: Texas Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714-9348	
sign here	Date		

If you have any questions regarding franchise tax, you may contact the Texas Comptroller's field office in your area or call 1-800-252-1381.
 Instructions for each report year are online at www.window.state.tx.us/taxinfo/taxforms/05-forms.html.

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VE/DE	<input type="checkbox"/>
PM Date	



1062

Texas Franchise Tax Affiliate Schedule

Tcode 13253 Annual

■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

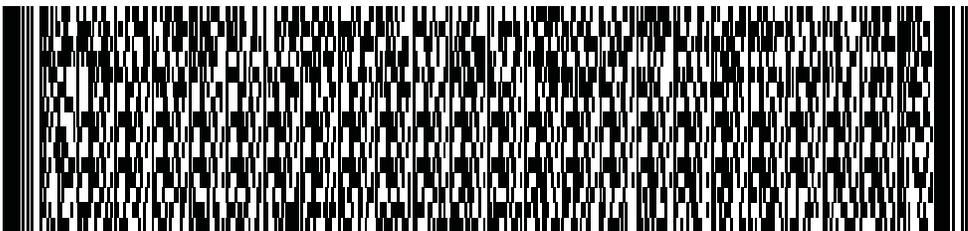
1. Legal name of affiliate Live Oak Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 32040272893		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.00		■ 9. Gross receipts everywhere (before eliminations) 0.00			
■ 10. Gross receipts in Texas (before eliminations) 0.00		■ 11. Cost of goods sold or compensation (before eliminations) 0.00			
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Buckthorn Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 32050151797		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 2 0 8 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.00		■ 9. Gross receipts everywhere (before eliminations) 0.00			
■ 10. Gross receipts in Texas (before eliminations) 0.00		■ 11. Cost of goods sold or compensation (before eliminations) 0.00			
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate River Birch Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 32040272901		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.00		■ 9. Gross receipts everywhere (before eliminations) 0.00			
■ 10. Gross receipts in Texas (before eliminations) 0.00		■ 11. Cost of goods sold or compensation (before eliminations) 0.00			
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

The reporting entity of a combined group with a temporary credit for business loss carryforwards preserved for itself and/or affiliates must submit common owner information. The information must be provided to satisfy franchise tax reporting requirements. Learn more at www.window.texas.gov/commonowner/. An information report (Form 05-102 or Form 05-167) must be filed for each affiliate that is organized in Texas or that has a physical presence in Texas.

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VE/DE	<input type="checkbox"/>	FM	<input type="checkbox"/>
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Texas Franchise Tax Affiliate Schedule

Tcode 13253 Annual

■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

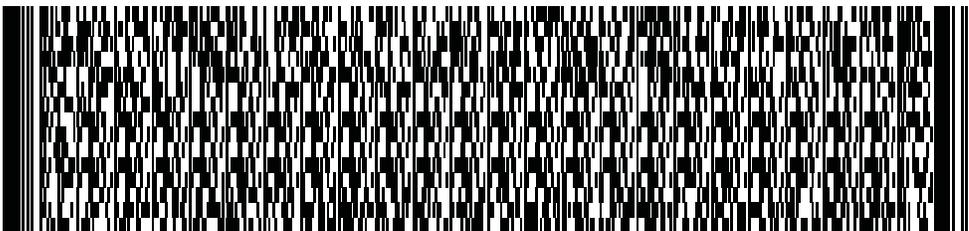
1. Legal name of affiliate Infinity Wind Holdings, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 270916806		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0		■ 9. Gross receipts everywhere (before eliminations) 4933691.0 0			
■ 10. Gross receipts in Texas (before eliminations) 0.0 0		■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0			
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Antelope Hills Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 271551850		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0		■ 9. Gross receipts everywhere (before eliminations) 0.0 0			
■ 10. Gross receipts in Texas (before eliminations) 0.0 0		■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0			
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Box Elder Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 453157576		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0		■ 9. Gross receipts everywhere (before eliminations) 0.0 0			
■ 10. Gross receipts in Texas (before eliminations) 0.0 0		■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0			
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Texas Franchise Tax Affiliate Schedule

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■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

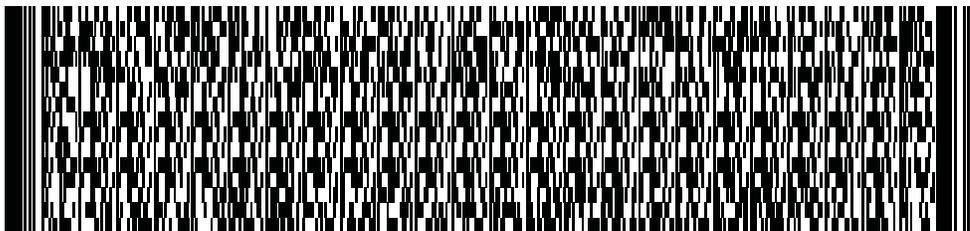
1. Legal name of affiliate Chinook Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 273473686		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Cottonwood II Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 272586750		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Cottonwood Wind Land Holdings, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 272541650		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
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Texas Franchise Tax Affiliate Schedule

Tcode 13253 Annual

■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

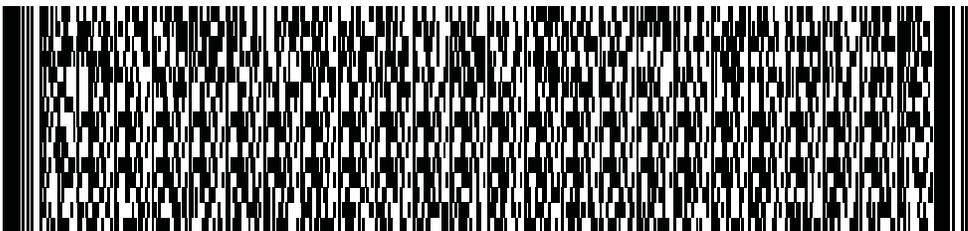
1. Legal name of affiliate Cottonwood Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000000		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 0 3 2 2 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.00			■ 9. Gross receipts everywhere (before eliminations) 0.00		
■ 10. Gross receipts in Texas (before eliminations) 0.00			■ 11. Cost of goods sold or compensation (before eliminations) 0.00		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Elmwood Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 452318287		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.00			■ 9. Gross receipts everywhere (before eliminations) 0.00		
■ 10. Gross receipts in Texas (before eliminations) 0.00			■ 11. Cost of goods sold or compensation (before eliminations) 0.00		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Hawthorne Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 272586896		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.00			■ 9. Gross receipts everywhere (before eliminations) 0.00		
■ 10. Gross receipts in Texas (before eliminations) 0.00			■ 11. Cost of goods sold or compensation (before eliminations) 0.00		
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Texas Franchise Tax Affiliate Schedule

Tcode 13253 Annual

■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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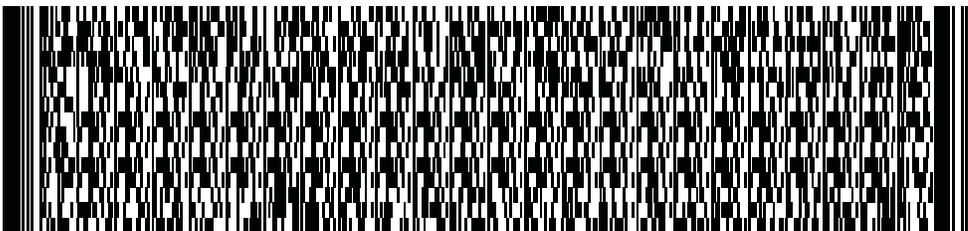
1. Legal name of affiliate Heartland Divide Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 271648975		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Hickory Hills Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 272312817		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Homestead Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 273338750		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 Annual

■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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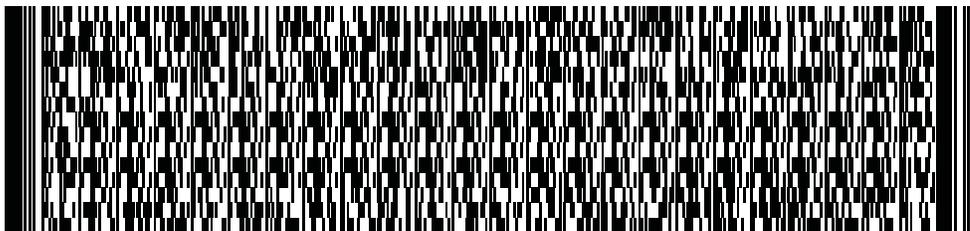
1. Legal name of affiliate Horse Thief Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 263245023		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Iron Star Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 263288653		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Ironwood Wind Land Holdings, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 272177874		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 600555.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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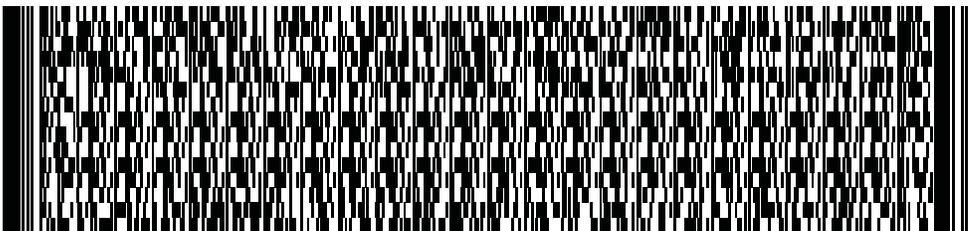
1. Legal name of affiliate Mammoth Plains Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 263744345		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 2 2 7 1 3		■ 7. Affiliate reporting end date m m d d y y 1 1 0 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Mammoth Plains II Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 901001660		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 6 2 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
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■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Mammoth Plains Wind Holdings, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 900933529		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 2 9 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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Texas Franchise Tax Affiliate Schedule

Tcode 13253 Annual

■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

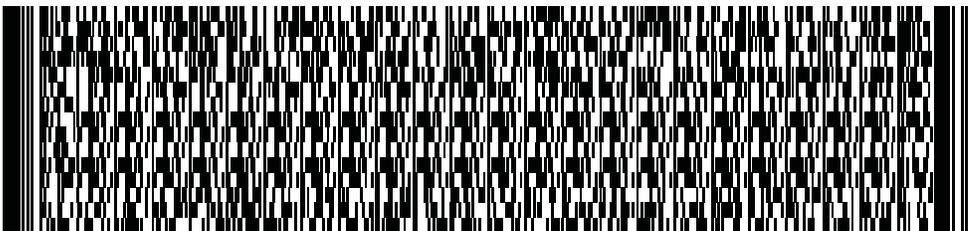
1. Legal name of affiliate Mountain View Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 450656580		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.00			■ 9. Gross receipts everywhere (before eliminations) 0.00		
■ 10. Gross receipts in Texas (before eliminations) 0.00			■ 11. Cost of goods sold or compensation (before eliminations) 0.00		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Mountain View II Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 450969004		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.00			■ 9. Gross receipts everywhere (before eliminations) 0.00		
■ 10. Gross receipts in Texas (before eliminations) 0.00			■ 11. Cost of goods sold or compensation (before eliminations) 0.00		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Red Pine Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000000		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.00			■ 9. Gross receipts everywhere (before eliminations) 0.00		
■ 10. Gross receipts in Texas (before eliminations) 0.00			■ 11. Cost of goods sold or compensation (before eliminations) 0.00		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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Texas Franchise Tax Affiliate Schedule

Tcode 13253 Annual

■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

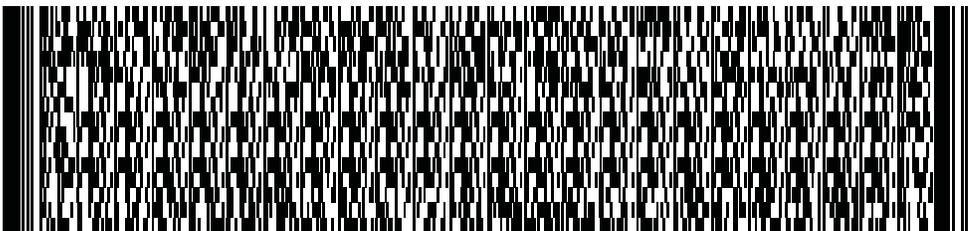
1. Legal name of affiliate Roosevelt Wind Holdings, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 901000954		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 6 2 0 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Roosevelt Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000000		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 2 3 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Roosevelt Wind Project IRB Company, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 800958049		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 9 2 5 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 2 3 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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Texas Franchise Tax Affiliate Schedule

Tcode 13253 Annual

■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

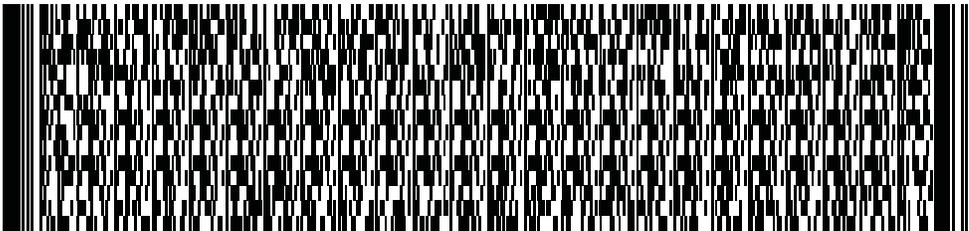
1. Legal name of affiliate Roosevelt II Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 611727887		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 1 0 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Santa Fe Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 900795218		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Shooting Star Wind Land Holdings, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 453456560		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 738307.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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Texas Franchise Tax Affiliate Schedule

Tcode 13253 Annual

■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

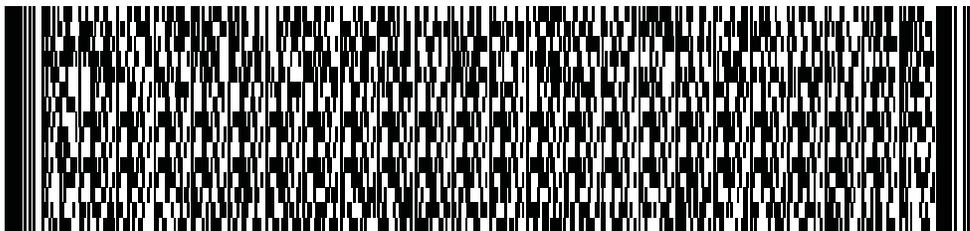
1. Legal name of affiliate Silver Sage Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 271045031		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Steele Flats Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 272982529		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 0 1 0 7 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Steele Flats Wind Land Holdings, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 800871230		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0			■ 9. Gross receipts everywhere (before eliminations) 0.0 0		
■ 10. Gross receipts in Texas (before eliminations) 0.0 0			■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0		
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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Texas Franchise Tax Affiliate Schedule

Tcode 13253 Annual

■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

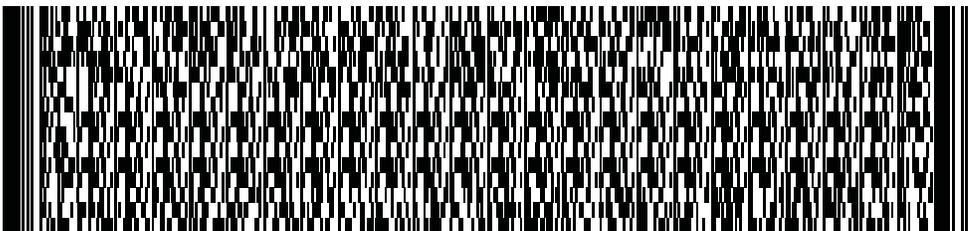
1. Legal name of affiliate Sunflower Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 271305397		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0		■ 9. Gross receipts everywhere (before eliminations) 0.0 0			
■ 10. Gross receipts in Texas (before eliminations) 0.0 0		■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0			
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Sycamore Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 451776015		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0		■ 9. Gross receipts everywhere (before eliminations) 0.0 0			
■ 10. Gross receipts in Texas (before eliminations) 0.0 0		■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0			
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Three Horses Wind Holdings, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 800794193		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0		■ 9. Gross receipts everywhere (before eliminations) 0.0 0			
■ 10. Gross receipts in Texas (before eliminations) 0.0 0		■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0			
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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Texas Franchise Tax Affiliate Schedule

Tcode 13253 Annual

■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

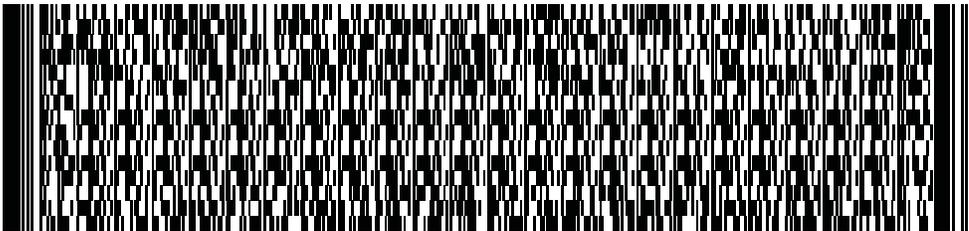
1. Legal name of affiliate Western Plains Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 274580908		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0		■ 9. Gross receipts everywhere (before eliminations) 0.0 0			
■ 10. Gross receipts in Texas (before eliminations) 0.0 0		■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0			
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>			

1. Legal name of affiliate White Oak Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000000		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0		■ 9. Gross receipts everywhere (before eliminations) 0.0 0			
■ 10. Gross receipts in Texas (before eliminations) 0.0 0		■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0			
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>			

1. Legal name of affiliate Roosevelt Ranch Wind Land Holdings, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 800937864		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 6 2 4 1 3		■ 7. Affiliate reporting end date m m d d y y 1 0 0 7 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0		■ 9. Gross receipts everywhere (before eliminations) 0.0 0			
■ 10. Gross receipts in Texas (before eliminations) 0.0 0		■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0			
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>			

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Texas Franchise Tax Affiliate Schedule

Tcode 13253 Annual

■ Reporting entity taxpayer number 32040272893	■ Report year 2014	Reporting entity taxpayer name Live Oak Wind Project, LLC
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

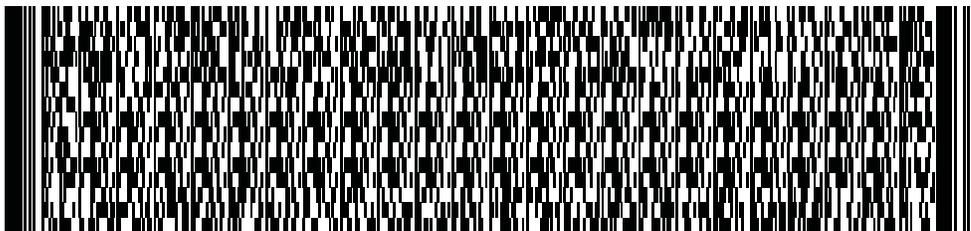
1. Legal name of affiliate MP Wind Land Holdings, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 800933787		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 6 1 4 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0		■ 9. Gross receipts everywhere (before eliminations) 0.0 0			
■ 10. Gross receipts in Texas (before eliminations) 0.0 0		■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0			
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate Ironwood Wind Project, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000000		■ 3. Affiliate NAICS code 531390	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 0 1 0 1 1 3		■ 7. Affiliate reporting end date m m d d y y 1 2 3 1 1 3	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0		■ 9. Gross receipts everywhere (before eliminations) 0.0 0			
■ 10. Gross receipts in Texas (before eliminations) 0.0 0		■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0			
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate		■ 2. Affiliate taxpayer number (if none, use FEI number)		■ 3. Affiliate NAICS code	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y		■ 7. Affiliate reporting end date m m d d y y	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.0 0		■ 9. Gross receipts everywhere (before eliminations) 0.0 0			
■ 10. Gross receipts in Texas (before eliminations) 0.0 0		■ 11. Cost of goods sold or compensation (before eliminations) 0.0 0			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

The reporting entity of a combined group with a temporary credit for business loss carryforwards preserved for itself and/or affiliates must submit common owner information. The information must be provided to satisfy franchise tax reporting requirements. Learn more at www.window.texas.gov/commonowner/. An information report (Form 05-102 or Form 05-167) must be filed for each affiliate that is organized in Texas or that has a physical presence in Texas.

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	FM	<input type="checkbox"/>
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Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions
This report MUST be signed and filed to satisfy franchise tax requirements

Tcode 13196

<input type="checkbox"/> Taxpayer number 32040272893	<input type="checkbox"/> Report year 2014
---	--

You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.

Taxpayer name Live Oak Wind Project, LLC				<input type="checkbox"/> Check box if the mailing address has changed.	
Mailing address 3000 El Camino Real, 5 Palo Alto Square, Suite 700				Secretary of State (SOS) file number or Comptroller file number 0801168740	
City Palo Alto	State CA	ZIP Code 94306	Plus 4		

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office 3760 State Street, Ste 200, Santa Barbara, CA 93105
Principal place of business 3760 State Street, Ste 200, Santa Barbara, CA 93105



3204027289314

Please sign below! Officer, director and manager information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year.

SECTION A Name, title and mailing address of each officer, director or manager.

Name Infinity Wind Holdings, LLC	Title Member Manager	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 3000 El Camino Real, Ste 5-700	City Palo Alto	State CA	ZIP Code 94306
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

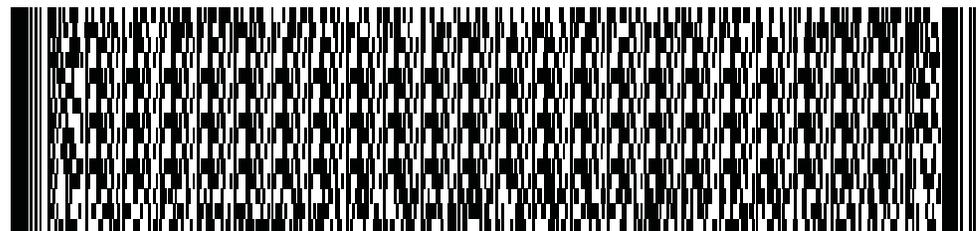
SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company Infinity Wind Holdings, LLC	State of formation DE	Texas SOS file number, if any	Percentage of ownership 100
Registered agent and registered office currently on file (see instructions if you need to make changes) Agent: Corporation Service Company D/B/A CSC-Lawyers Inco		<input type="checkbox"/> Check box if you need forms to change the registered agent or registered office information.	
Office: 211 E. 7th Street, Suite 620	City Austin	State TX	ZIP Code 78701

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company.			
sign here	Title	Date	Area code and phone number (650) 324 - 9095

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	PIR IND	<input type="checkbox"/>
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Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

■ **Tcode** 13196

■ Taxpayer number <div style="border: 1px solid black; padding: 2px; width: 100%;">32050151797</div>		■ Report year <div style="border: 1px solid black; padding: 2px; width: 100%;">2014</div>		You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.	
Taxpayer name Buckthorn Wind Project, LLC				<input checked="" type="checkbox"/> Check box if the mailing address has changed.	
Mailing address 3000 El Camino Real, 5 Palo Alto Square, Suite 700				Secretary of State (SOS) file number or Comptroller file number	
City Palo Alto	State CA	ZIP Code 94306	Plus 4	0801731544	

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office 3760 State Street, Ste 200, Santa Barbara, CA 93105
Principal place of business 3760 State Street, Ste 200, Santa Barbara, CA 93105



3205015179714

Please sign below! Officer, director and manager information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year.

SECTION A Name, title and mailing address of each officer, director or manager.

Name Infinity Wind Holdings, LLC	Title Member Manager	Director <input type="checkbox"/> YES	Term expiration	m m d d y y
Mailing address 3000 El Camino Real, Ste 5-700	City Palo Alto	State CA	ZIP Code 94306	
Name	Title	Director <input type="checkbox"/> YES	Term expiration	m m d d y y
Mailing address	City	State	ZIP Code	
Name	Title	Director <input type="checkbox"/> YES	Term expiration	m m d d y y
Mailing address	City	State	ZIP Code	

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

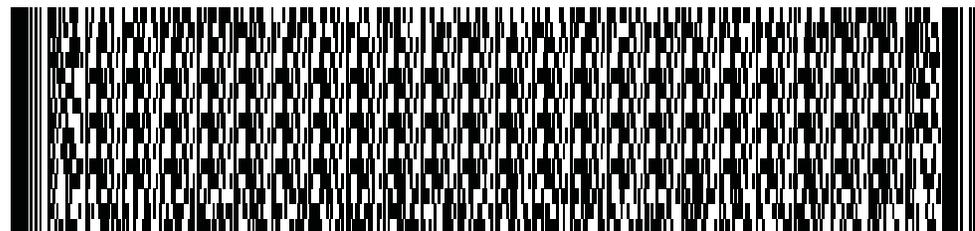
Name of owned (parent) corporation or limited liability company Infinity Wind Holdings, LLC	State of formation DE	Texas SOS file number, if any	Percentage of ownership 100
Registered agent and registered office currently on file (see instructions if you need to make changes) Agent: Corporation Service Company D/B/A CSC-Lawyers Inco			
<input type="checkbox"/> Check box if you need forms to change the registered agent or registered office information.			
Office: 211 E. 7th Street, Suite 620	City Austin	State TX	ZIP Code 78701

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company.

sign here ▶	Title	Date	Area code and phone number (650) 324 - 9095
--------------------	-------	------	--

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	PIR IND	<input type="checkbox"/>
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Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions
This report MUST be signed and filed to satisfy franchise tax requirements

Tcode 13196

■ Taxpayer number

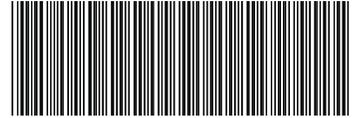
■ Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.

32040272901		2014	
Taxpayer name River Birch Wind Project, LLC			<input checked="" type="checkbox"/> Check box if the mailing address has changed.
Mailing address 3000 El Camino Real, 5 Palo Alto Square, Suite 700			Secretary of State (SOS) file number or Comptroller file number
City Palo Alto	State CA	ZIP Code 94306	Plus 4 0801168739

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office 3760 State Street, Ste 200, Santa Barbara, CA 93105
Principal place of business 3760 State Street, Ste 200, Santa Barbara, CA 93105



3204027290114

Please sign below!

Officer, director and manager information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year.

SECTION A Name, title and mailing address of each officer, director or manager.

Name Infinity Wind Holdings, LLC	Title Member Manager	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 3000 El Camino Real, Ste 5-700	City Palo Alto	State CA	ZIP Code 94306
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

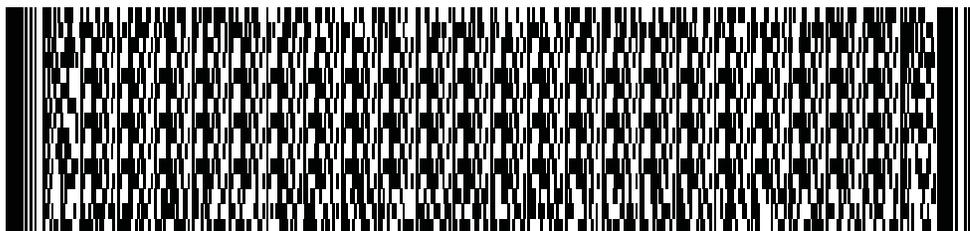
Name of owned (parent) corporation or limited liability company Infinity Wind Holdings, LLC	State of formation DE	Texas SOS file number, if any	Percentage of ownership 100
Registered agent and registered office currently on file (see instructions if you need to make changes) Agent: Corporation Service Company D/B/A CSC-Lawyers Inco			<input type="checkbox"/> Check box if you need forms to change the registered agent or registered office information.
Office: 211 E. 7th Street, Suite 620	City Austin	State TX	ZIP Code 78701

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company.

sign here ▶	Title	Date	Area code and phone number (650) 324 - 9095
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Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	PIR IND	<input type="checkbox"/>
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TAB 4

Detailed Description of the Project

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

Buckthorn Wind Project, LLC (Buckthorn Wind) is requesting an appraised value limitation from Huckabay Independent School District (ISD) for the Buckthorn Wind Project (the "Project"), a proposed wind powered electric generating facility in Erath County. The proposed Project (this application) will be constructed within a reinvestment zone to be established by Huckabay ISD. A map showing the location of the project is included as Attachment 11.

The proposed Project is anticipated to have a total capacity of 96 MW wholly within Huckabay ISD. Turbine selection is ongoing at this time and has not been finalized. The exact number of wind turbines and size of each turbine will vary depending upon the wind turbines selected, manufacturer's availability and pricing, ongoing wind studies and the final megawatt generating capacity of the Project when completed. Current plans are to install either 42 2.3 MW GE turbines or 42 2.3 MW Siemens turbines in Huckabay ISD and Erath County. Buckthorn Wind will also be constructing generation transmission tie line in Erath County and Huckabay ISD which is estimated to be 2 miles in length. The Applicant requests a value limitation for all materials and equipment installed for the Project, including but not limited to; wind turbines, turbine transformers (pad-mounts), towers, foundations, roadways, buildings and offices, anemometer towers, collection system, electrical substations, generation transmission tie line and associated towers, and interconnection facilities.

Construction of the Project is anticipated to begin in the first quarter of 2015 with completion by December 31, 2015.

TAB 5

Documentation to assist in determining if limitation is a determining factor.

Buckthorn Wind met with the Comptroller's Economic Development group regarding the status of the project to discuss and demonstrate that the approval of a Chapter 313 agreement was a determining factor in the building of the project.

Infinity Wind Power, LLC ("Infinity") is actively developing wind energy projects throughout Texas as well as other states. The multi-year development process includes significant land option payments to local landowners, as well as environmental studies, surveys, wind resource assessment, and substantial transmission interconnection payments. Infinity has invested significantly in the River Birch Wind Project in Oldham County and expects it to be the first of Infinity's Texas projects to achieve commercial operation. Other Infinity-funded projects have continued to support local wind energy development and local economic growth including the Live Oak Wind Project in Schleicher County and the Buckthorn Wind Project in Erath County. Infinity successfully developed three wind projects that are now operational, has two additional projects that are under construction and scheduled to be completed by the end of 2014 and has three additional projects that will start construction and be completed by the end of 2015. These projects are located in Kansas, Oklahoma, New Mexico, Nebraska, and North Dakota.

Depending on the ability to generate cost-effective electricity for regional consumers, Infinity has the ability to allocate or reallocate investments to another state, another region of Texas, or another region of the world. Buckthorn Wind Project, LLC believes, however, that the proposed site in Erath County is a desirable business location and can provide electricity at a price that is competitive with other regions of Texas. Electric utilities are focused on providing low-cost energy supply to their customers, and contracting for the sale of electricity is currently highly competitive, particularly because of the large number of potential wind energy facilities that can be built in West and Central Texas given the newly constructed transmission capacity. Receiving the Appraised Value Limitation from the school district is vital to obtaining long-term financing and to maintaining the economic competitiveness of the project with other projects currently being developed in Texas by Infinity and by others.

Buckthorn Wind Project, LLC

Chapter 313 Application to Huckabay ISD

Cummings Westlake, LLC

TAB 6

Description of how project is located in more than one district, including list of percentage in each district and, if determined to be a single unified project, documentation from the Office of the Governor (if applicable)

- | | |
|------------------------|--------|
| 1) Erath County | - 100% |
| 2) Erath Road & Bridge | - 100% |
| 3) Huckabay ISD | - 100% |

TAB 7

Description of Qualified Investment

Buckthorn Wind Project, LLC plans to construct a 96 MW wind farm in Erath County. Approximately 42 wind turbines will be located in Erath County and Huckabay ISD. Turbine selection is ongoing at this time and has not been finalized. For purposes of this application, the project anticipates using either 2.3 MW turbines manufactured by GE or 2.3 MW turbines manufactured by Siemens, although final turbine selection may change. Buckthorn Wind will also be constructing a generation transmission tie line in Erath County and Huckabay ISD which is estimated to be 2 miles in length.

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

The map in Attachment 11 shows the proposed project area with the proposed improvement locations. The exact placement of turbines is subject to ongoing planning, wind studies, engineering, and discussions with landowners and turbine manufacturers. The final location of turbines, transmission lines, and supporting structures will be determined before construction begins.

TAB 8

Description of Qualified Property

Buckthorn Wind Project, LLC plans to construct a 96 MW wind farm in Erath County. Approximately 42 wind turbines will be located in Erath County and Huckabay ISD. Turbine selection is ongoing at this time and has not been finalized. For purposes of this application, the project anticipates using either 2.3 MW turbines manufactured by GE or 2.3 MW turbines manufactured by Siemens, although final turbine selection may change. Buckthorn Wind will also be constructing a generation transmission tie line in Erath County and Huckabay ISD which is estimated to be 2 miles in length.

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

The map in Attachment 11 shows the proposed project area with the proposed improvement locations. The exact placement of turbines is subject to ongoing planning, wind studies, engineering, and discussions with landowners and turbine manufacturers. The final location of turbines, transmission lines, and supporting structures will be determined before construction begins.

Buckthorn Wind Project, LLC

Chapter 313 Application to Huckabay ISD

Cummings Westlake, LLC

TAB 9

Description of Land

See Attached

**Buckthorn Wind Project Legal Descriptions
July 18, 2014**

Landowner	County	Acres	Survey
Stewart, GW and D	Erath County	522	H.E. & W.T.R.R. Co Survey No. 5
Stewart, GW and D	Erath County	78	J.A. De La Garza Survey
Stewart, George	Erath County	474.22	J.A. De La Garza Survey A-287 and H.E. & W.T.R.R. Co Survey A-979
Carey, LB	Erath County	295.99	S.A. & M.G RR Co Surveys 37 A-372 and 40 A-370
Carey, LB	Erath County	200	S.A. & M.G RR Co Surveys 37 A-372 and J.A. De La Garza Survey A-287
Stewart, Montie and J	Erath County	428.84	J.A. De La Garza Survey A-286, J.A. De La Garza Survey A-287, and N.E. RR Co. Survey A-979
Tate, Lonnie	Erath County	272	Hood County School Land Survey, Abstract 1078
Tate, Lonnie	Erath County	132.89	Henry Barker Survey, Certificate No. 1105
Tate, Lonnie	Erath County	100	Henry Barker Survey, Certificate No. 1105
Tate, Lonnie	Erath County	60.85	Henry Barker Survey, Certificate No. 1105
Stone_R and Jones_L	Erath County	169.32	H.K. Zimmerman Survey Abstract No. 861
Stone_R and Jones_L	Erath County	73.07	Girard Stewart Survey, Abstract No. 1031
Stone_R and Jones_L	Erath County	6.46	T. Mencke Survey Abstract No 548
Stone_R and Jones_L	Erath County	83.92	Hood County School Land Survey, Abstract No. 1078
Stone_R and Jones_L	Erath County	40.57	J. L. Watson Survey, Abstract No. 856
Stone_R and Jones_L	Erath County	1.08	H.E. & W. T. Railroad Company Survey No. 5, Abstract No. 979
Stone_R and Jones_L	Erath County	3.59	W.A. Johnson Survey, Abstract No. 1021
Stone_R and Jones_L	Erath County	513.89	Deed from Ben Chambers et ux to Larry Forrest et ux, Recorded in Volume 931, Page 663
Stone_R and Jones_L	Erath County	3.61	Deed from James C. Buck et usx to Larry Forrest et ux, Recorded in Volume 954, Page 27
Brown, Troy and D	Erath County	142.422	J. Latham Survey, Abstract No. 489
Brown, Troy and D	Erath County	8.7	James Latham Survey, Abstract No. 489
D&V Terrell Ranch, LLC	Erath County	22.30	S.J. Robinson Survey, A-637
D&V Terrell Ranch, LLC	Erath County	217.18	Hood County School Land Survey, A-1078
D&V Terrell Ranch, LLC	Erath County	47.05	W.A. Johnson survey, A-1021
Greene, Robert	Erath County	32.00	W.A Grady School, A-310
Greene, Robert	Erath County	3.09	J.L. Watson Survey, A-1078
Greene, Robert	Erath County	0.29	Hood County School Land Survey, A-1078
Buck, James	Erath County	9.17	J.L. Watson Survey, A-856
Buck, James	Erath County	53.79	Hood County Land Survey, A-1078
Buck, James	Erath County	51.86	W.A. Johnson Survey, A-1021

Buck, James	Erath County	3.61	W.A. Johnson Survey, A-1021
Earley, David	Erath County	105.35	W.A Grady Survey, A-370
Coffman, Daniel	Erath County	100.00	S.A and M.G. Railroad Company Survey, Section 37, A-732
Spain, June	Erath County	614.97	J.A. Guzman Survey A-286, J.A De La Garza Survey A-287, J.W. Allison Survey A-1279, and the W.L. Kenney Survey A-1416
Fambro, Alex	Erath County	624.00	David Change Survey, A-1070
Fambro, Alex	Erath County	208.00	J. Cash Survey A-161
Fambro, Alex	Erath County	439.00	G.S. Jones Survey A-439
Fambro, Alex	Erath County	80.00	J. P. Allen Survey A-862
Fambro, Alex	Erath County	82.00	S.H. Allen Survey, A-1034
Fambro, Alex	Erath County	319.00	F.R. Lubbock Survey, A-497
Fambro, Alex	Erath County	98.00	J.B. Caro Survey, A-1138
Fambro, Alex	Erath County	317.00	J. Bancroft Survey, A-107
Fambro, Alex	Erath County	82.00	O.A. Smith Survey, A-1378
Fambro, Alex	Erath County	727.00	Wm. Graham Survey, A-288
Fambro, Alex	Erath County	195.00	H.T.& B. RR Co Survey, A-400
Fambro, Alex	Erath County	26.00	J. Sweeney Survey, A-1225
Fambro, Alex et al.	Erath County	690.00	M. Soloman Survey, A-1124
Fambro, Alex et al.	Erath County	160.00	J.H. Hawkins Survey, A-873
Fambro, Alex et al.	Erath County	662.00	J.A. Frey Survey, A-1104
Fambro, Alex et al.	Erath County	168.80	J.A. Guzman Survey, A-285
Fambro, Alex et al.	Erath County	160.00	G.T. Petty Survey, A-945
Fambro, Alex et al.	Erath County	89.75	J.W. Allison Survey, A-1279
Fambro, Alex et al.	Erath County	84.00	H.B. Kite Survey, A-1321
Fambro, Alex et al.	Erath County	445.00	H.T.&B. RR Co Survey A-400
Fambro, Alex et al.	Erath County	673.00	David Chance Survey A-1070
Fambro, Alex et al.	Erath County	106.00	Wm. Graham Survey, A-288
Pedros Twelve Point LTD	Erath County	557.23	J.A. Guzman Survey, Abstract No. 286, J.F. Torey and Company Survey, Abstract No. 790, D.R. Thornton Survey, Abstract No. 1348, and K. Pemberton Survey, Abstract No. 1417

Buckthorn Wind Project, LLC

Chapter 313 Application to Huckabay ISD

Cummings Westlake, LLC

TAB 10

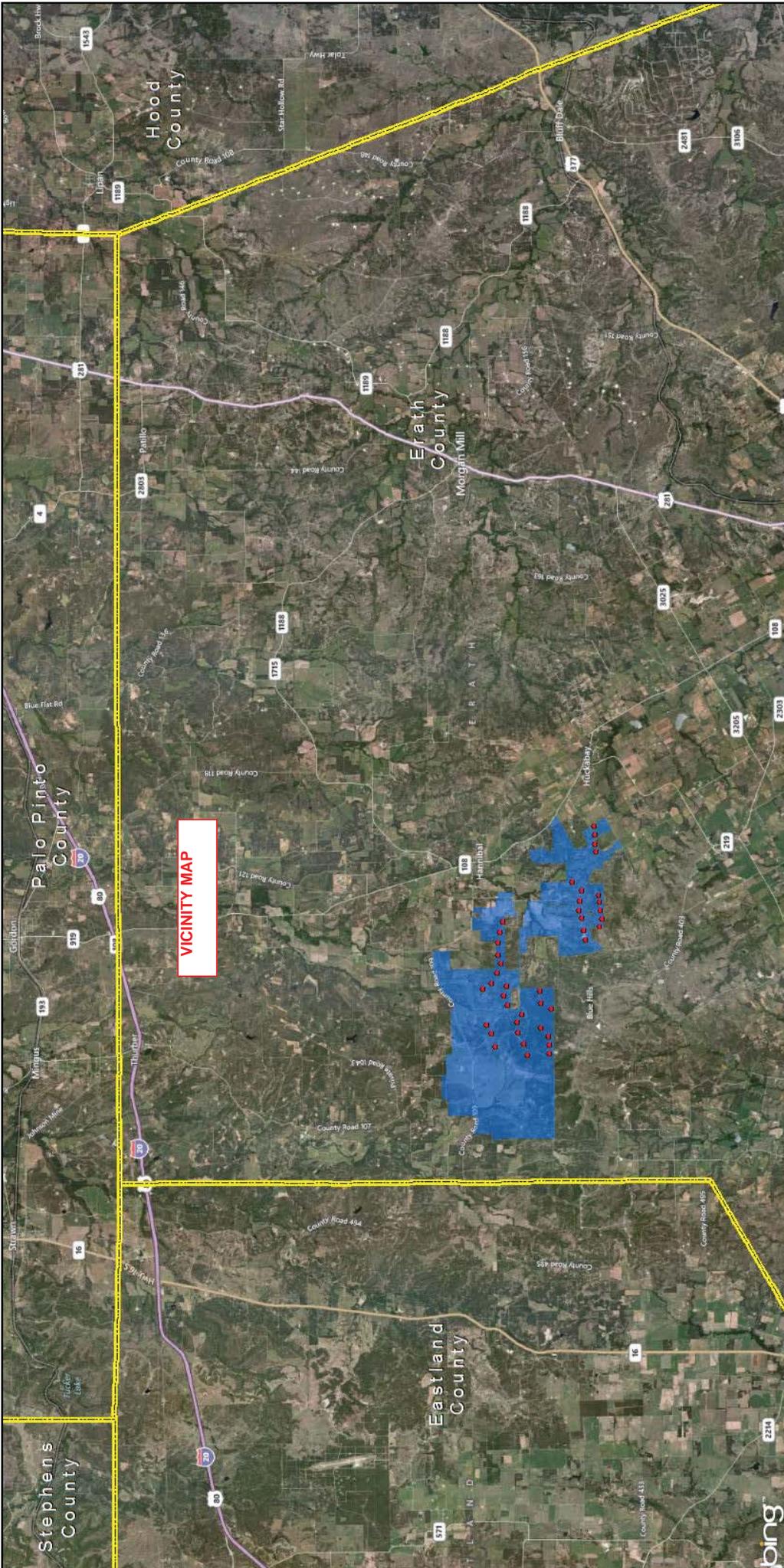
Description of all property not eligible to become qualified property (if applicable)

None, not applicable

TAB 11

Maps that clearly show:

- a) Project vicinity
- b) Qualified investment including location of new building or new improvements
- c) Qualified property including location of new building or new improvements
- d) Existing property
- e) Land location within vicinity map
- f) Reinvestment or Enterprise Zone within vicinity map, showing the actual or proposed boundaries and size

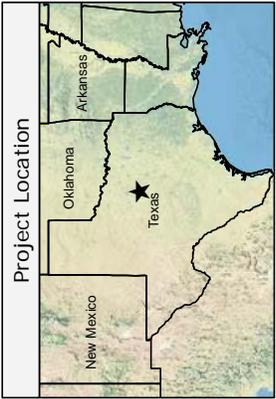


Reference

NAD 1983 UTM Zone 14N

Miles

CONFIDENTIAL

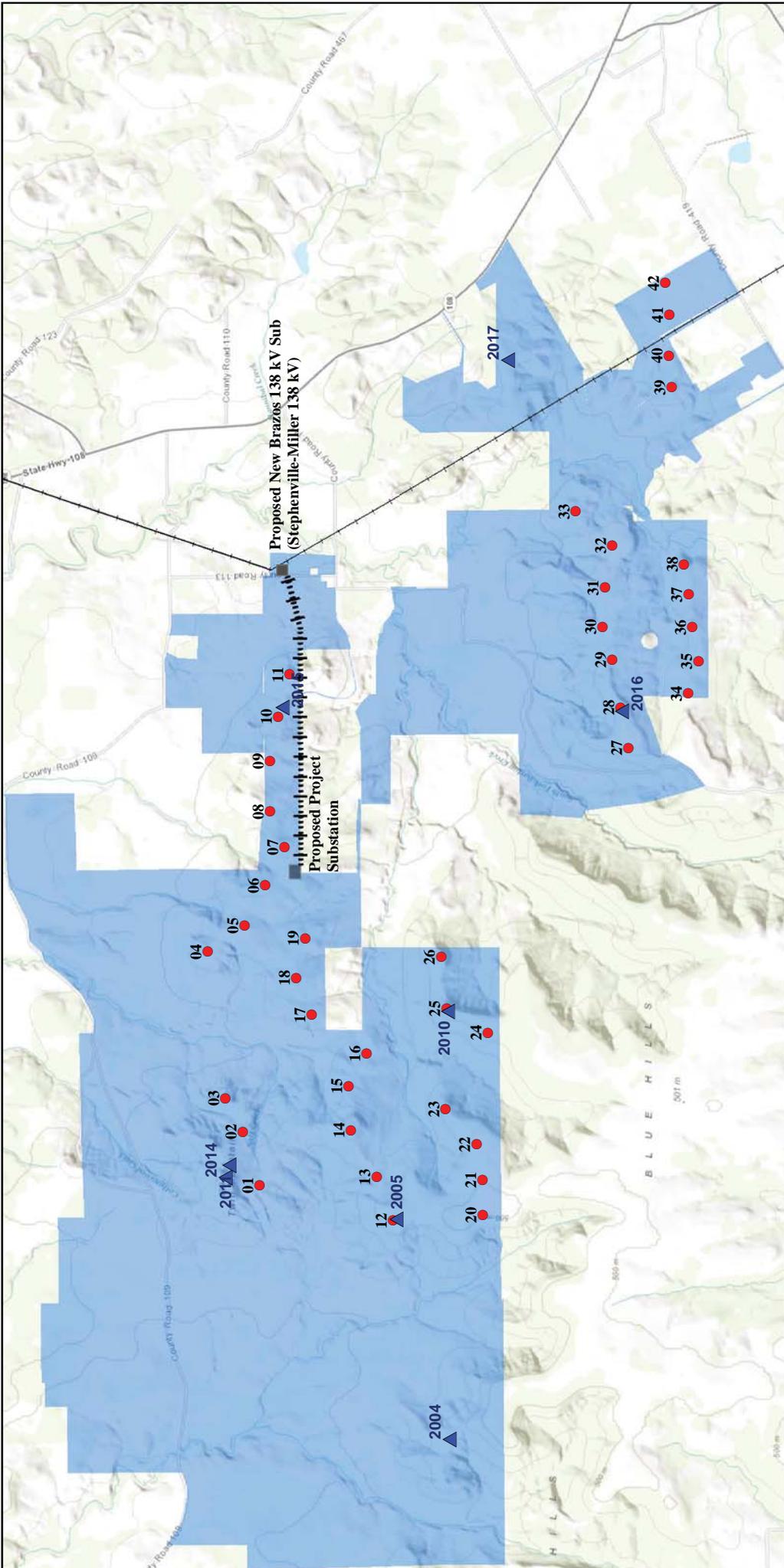


Legend

- GFE 2.3-107 Array (96.6 MW)
- Wind Farm Boundary/Reinvestment Zone
- County Borders

Buckthorn Wind Project

07/29/2014

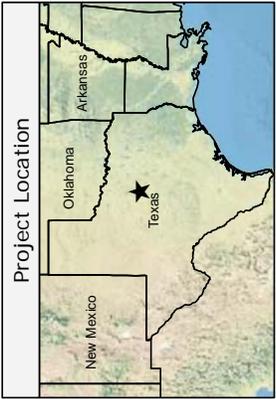


Reference

NAD 1983 UTM Zone 14N

0 0.25 0.5 0.75 1 1.25 Miles

CONFIDENTIAL



Legend

- Met Towers
- GE 2.3-107 Array (96.6 MW)
- Proposed Project 138 kV OHTL
- Existing Transmission (Stephenville-Miller 138 kV)
- Wind Farm Boundary

Buckthorn Wind Project

06/20/2014

Buckthorn Wind Project, LLC

Chapter 313 Application to Huckabay ISD

Cummings Westlake, LLC

TAB 12

Request for Waiver of Job Creation Requirement and supporting information (if applicable)

See Attached

CUMMINGS WESTLAKE LLC

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

July 30, 2014

Dr. Cheryl Floyd, Superintendent
Huckabay Independent School District
200 CR 421
Stephenville, TX 76401-6429

Re: Chapter 313 Job Waiver Request

Dear Dr. Floyd,

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

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

The industry standard for employment is typically one full-time employee for approximately every 10-12 turbines. This number may vary depending on the operations and maintenance requirements of the turbines selected as well as the support and technical assistance offered by the turbine manufacturer. The permanent employees of a wind project maintain and service wind turbines, underground electrical connections, substations and other infrastructure associated with the safe and reliable operation of the project. In addition to the onsite employees, there may be managers or technicians who support the project from offsite locations.

Sincerely,



J. Weston Jackson
Partner

TAB 13

Calculation of three possible wage requirements with TWC documentation

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

**BUCKTHORN WIND PROJECT, LLC
TAB 13 TO CHAPTER 313 APPLICATION**

**ERATH COUNTY
CHAPTER 313 WAGE CALCULATION - ALL JOBS - ALL INDUSTRIES**

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
FIRST	2014	\$ 593	\$ 30,836
SECOND	2013	\$ 575	\$ 29,900
THIRD	2013	\$ 598	\$ 31,096
FOURTH	2013	\$ 609	\$ 31,668
AVERAGE		\$ 594	\$ 30,875

**ERATH COUNTY
CHAPTER 313 WAGE CALCULATION - MANUFACTURING JOBS**

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
FIRST	2014	\$ 806	\$ 41,912
SECOND	2013	\$ 751	\$ 39,052
THIRD	2013	\$ 820	\$ 42,640
FOURTH	2013	\$ 856	\$ 44,512
AVERAGE		\$ 808	\$ 42,029
X		110%	110%
		\$ 889	\$ 46,232

CHAPTER 313 WAGE CALCULATION - REGIONAL WAGE RATE

	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
North Central	2013	\$ 1,000	\$ 51,997
X		110%	110%
		\$ 1,100	\$ 57,197

* SEE ATTACHED TWC DOCUMENTATION

Quarterly Employment and Wages (QCEW)

[Back](#)

Page 1 of 1 (40 results/page)

 Year	 Period	 Area	 Ownership	 Division	 Level	 Ind Code	 Industry	 Avg Weekly Wages
2013	1st Qtr	Erath County	Total All	00	0	10	Total, All Industries	\$579
2014	1st Qtr	Erath County	Total All	00	0	10	Total, All Industries	\$593
2013	2nd Qtr	Erath County	Total All	00	0	10	Total, All Industries	\$575
2013	3rd Qtr	Erath County	Total All	00	0	10	Total, All Industries	\$598
2013	4th Qtr	Erath County	Total All	00	0	10	Total, All Industries	\$609

Quarterly Employment and Wages (QCEW)

Back

Page 1 of 1 (40 results/page)

 Year	 Period	 Area	 Ownership	 Division	 Level	 Ind Code	 Industry	 Avg Weekly Wages
2013	1st Qtr	Erath County	Total All	31	2	31-33	Manufacturing	\$788
2014	1st Qtr	Erath County	Total All	31	2	31-33	Manufacturing	\$806
2013	2nd Qtr	Erath County	Total All	31	2	31-33	Manufacturing	\$751
2013	3rd Qtr	Erath County	Total All	31	2	31-33	Manufacturing	\$820
2013	4th Qtr	Erath County	Total All	31	2	31-33	Manufacturing	\$856

**2013 Manufacturing Wages by Council of Government Region
Wages for All Occupations**

COG	Wages	
	Hourly	Annual
Texas	\$23.73	\$49,363
1. Panhandle Regional Planning Commission	\$20.43	\$42,499
2. South Plains Association of Governments	\$16.53	\$34,380
3. NORTEX Regional Planning Commission	\$19.15	\$39,838
4. North Central Texas Council of Governments	\$25.00	\$51,997
5. Ark-Tex Council of Governments	\$17.45	\$36,298
6. East Texas Council of Governments	\$19.50	\$40,565
7. West Central Texas Council of Governments	\$18.64	\$38,779
8. Rio Grande Council of Governments	\$16.27	\$33,848
9. Permian Basin Regional Planning Commission	\$22.89	\$47,604
10. Concho Valley Council of Governments	\$17.20	\$35,777
11. Heart of Texas Council of Governments	\$19.44	\$40,444
12. Capital Area Council of Governments	\$27.31	\$56,805
13. Brazos Valley Council of Governments	\$17.20	\$35,770
14. Deep East Texas Council of Governments	\$16.48	\$34,287
15. South East Texas Regional Planning Commission	\$29.09	\$60,501
16. Houston-Galveston Area Council	\$26.13	\$54,350
17. Golden Crescent Regional Planning Commission	\$22.23	\$46,242
18. Alamo Area Council of Governments	\$18.91	\$39,329
19. South Texas Development Council	\$13.94	\$28,990
20. Coastal Bend Council of Governments	\$23.78	\$49,454
21. Lower Rio Grande Valley Development Council	\$15.82	\$32,907
22. Texoma Council of Governments	\$20.93	\$43,529
23. Central Texas Council of Governments	\$17.33	\$36,042
24. Middle Rio Grande Development Council	\$19.07	\$39,666

110% x \$51,997
= \$57,197

Source: Texas Occupational Employment and Wages

Data published: July 2014

Data published annually, next update will be July 31, 2015

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

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

Data intended for TAC 313 purposes only.

Buckthorn Wind Project, LLC

Chapter 313 Application to Huckabay ISD

Cummings Westlake, LLC

TAB 14

Schedules A1, A2, B, C and D completed and signed Economic Impact (if applicable)

See attached Schedules A1, A2, B, C and D

Schedule A1: Total Investment for Economic Impact (through the Qualifying Time Period)

Date **30-Jul-14**
 Applicant Name **Buckthorn Wind Project, LLC**
 ISD Name **Huckabay ISD**

Form 50-296A
 Revised May 2014

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 New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	Column B New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Column C Other new investment made during this year that will not become Qualified Property [SEE NOTE]	Column D Other new investment made during this year that may become Qualified Property [SEE NOTE]	Column E Total Investment (Sum of Columns A+B+C+D)	
Investment made before filing complete application with district.		Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period)		Not eligible to become Qualified Property				0	
	Investment made after filing complete application with district, but before final board approval of application	-	2015	0	0	0	0	0	
	Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period			138,730,000	400,000	0	0	139,130,000	
Complete tax years of qualifying time period	Q1P1	2016-2017	2016	0	0	0	0	0	
	Q1P2	2017-2018	2017	0	0	0	0	0	
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				138,730,000	400,000	0	0	139,130,000	
				Enter amounts from TOTAL row above in Schedule A2					
Total Qualified Investment (sum of green cells)				139,130,000					

For All Columns: List amount invested each year, not cumulative totals.

Column A: This represents the total dollar amount of planned investment in tangible personal property. Only include estimates of investment for "replacement" property if the property is specifically described in the application.

Column B: Only tangible personal property that is specifically described in the application can become qualified property.

Column C: The total dollar amount of planned investment each year in buildings or nonremovable component of buildings.

Column D: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that will not become qualified property include investment meeting the definition of 313.02(1) but not creating a new improvement as defined by TAC 9.1.051. This is proposed property that functionally replaces existing property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property—described in SECTION 13, question #5 of the application.

Column E: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that may result in qualified property are land or professional services.

Total Investment: Add together each cell in a column and enter the sum in the blue total investment row. Enter the data from this row into the first row in Schedule A2.

Qualified Investment: For the green qualified investment cell, enter the sum of all the green-shaded cells.

Schedule A2: Total Investment for Economic Impact (Including Qualified Property and other Investments)

Date: 30-Jul-14
Applicant Name: Buckhorn Wind Project, LLC
ISD Name: Hucklebary ISD

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)	Column A New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	Column B New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Column C Other investment made during this year that will not become Qualified Property (SEE NOTE)	Column D Other investment made during this year that will become Qualified Property (SEE NOTE)	Column E Total Investment (A+B+C+D)		
TOTALS FROM SCHEDULE A1			138,730,000	400,000	0	0	139,130,000		
Enter amounts from TOTAL row in Schedule A1 in the row below									
0	2015-2016	2015	138,730,000	400,000	0	0	139,130,000		
1	2016-2017	2016	0	0	0	0	0		
2	2017-2018	2017	0	0	0	0	0		
3	2018-2019	2018	0	0	0	0	0		
4	2019-2020	2019	0	0	0	0	0		
5	2020-2021	2020	0	0	0	0	0		
6	2021-2022	2021	0	0	720,000	0	720,000		
7	2022-2023	2022	0	0	720,000	0	720,000		
8	2023-2024	2023	0	0	720,000	0	720,000		
9	2024-2025	2024	0	0	720,000	0	720,000		
10	2025-2026	2025	0	0	720,000	0	720,000		
Total Investment made through limitation			138,730,000	400,000	3,600,000	0	142,730,000		
11	2026-2027	2026			960,000		960,000		
12	2027-2028	2027			960,000		960,000		
13	2028-2029	2028			960,000		960,000		
14	2029-2030	2029			960,000		960,000		
15	2030-2031	2030			960,000		960,000		
16	2031-2032	2031			960,000		960,000		
17	2032-2033	2032			960,000		960,000		
18	2033-2034	2033			960,000		960,000		
19	2034-2035	2034			960,000		960,000		
20	2035-2036	2035			960,000		960,000		
21	2036-2037	2036			960,000		960,000		
22	2037-2038	2037			960,000		960,000		
23	2038-2039	2038			960,000		960,000		
24	2039-2040	2039			960,000		960,000		
25	2040-2041	2040			960,000		960,000		
Additional years for 25 year economic impact as required by 313.026(c)(1)									
Continue to maintain viable presence									

* All investments made through the qualifying time period are captured and totaled on Schedule A1 [blue box] and incorporated into this schedule in the first row.
 ** Only investment made during deferrals of the start of the limitation (after the end of qualifying time period but before the start of the Value Limitation Period) should be included in the "year prior to start of value limitation period" row(s). If the limitation starts at the end of the qualifying time period or the qualifying time period overlaps the limitation, no investment should be included on this line.
 *** If your qualifying time period will overlap your value limitation period, do not also include investment made during the qualifying time period in years 1 and/or 2 of the value limitation period, depending on the overlap. Only include investments/years that were not captured on Schedule A1.
 For All Columns: List amount invested each year, not cumulative totals. Only include investments in the remaining rows of Schedule A2 that were not captured on Schedule A1.
 Column A: This represents the total dollar amount of planned investment in tangible personal property. Only include estimates of investment for "replacement" property if the property is specifically described in the application.
 Column B: Only tangible personal property that is specifically described in the application can become qualified property.
 Column C: The total dollar amount of planned investment each year in buildings or nonremovable component of buildings.
 Column D: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that will not become qualified property include investment meeting the definition of 313.021(1) but not creating a new improvement as defined by TAC 9.1051. This is proposed property that functionally replaces existing property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property—described in SECTION 13, question #5 of the application.
 Column E: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that may result in qualified property are land or professional services.

Schedule B: Estimated Market And Taxable Value (of Qualified Property Only)

30-Jul-14

Date
Applicant Name
ISD Name

Buckthorn Wind Project, LLC

Huckabay ISD

Form 50-296A
Revised May 2014

Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Estimated Market Value of Land	Qualified Property			Estimated Taxable Value		
				Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new buildings or "in or on the new improvements"	Market Value less any exemptions (such as pollution control) and before limitation	Final taxable value for I&S after all reductions	Final taxable value for M&O after all reductions	
0	2015-2016	2015	0	0	0	0	0	0	0
1	2016-2017	2016	0	392,000	138,730,000	139,122,000	139,122,000	20,000,000	20,000,000
2	2017-2018	2017	0	384,160	127,631,600	128,015,760	128,015,760	20,000,000	20,000,000
3	2018-2019	2018	0	376,477	117,421,072	117,797,549	117,797,549	20,000,000	20,000,000
4	2019-2020	2019	0	368,947	108,027,386	108,396,334	108,396,334	20,000,000	20,000,000
5	2020-2021	2020	0	361,568	99,385,195	99,746,764	99,746,764	20,000,000	20,000,000
6	2021-2022	2021	0	354,337	91,434,380	91,788,717	91,788,717	20,000,000	20,000,000
7	2022-2023	2022	0	347,250	84,119,629	84,466,880	84,466,880	20,000,000	20,000,000
8	2023-2024	2023	0	340,305	77,390,059	77,730,364	77,730,364	20,000,000	20,000,000
9	2024-2025	2024	0	333,499	71,198,854	71,532,353	71,532,353	20,000,000	20,000,000
10	2025-2026	2025	0	326,829	65,502,946	65,829,775	65,829,775	20,000,000	20,000,000
11	2026-2027	2026	0	320,293	60,262,710	60,583,003	60,583,003	60,583,003	60,583,003
12	2027-2028	2027	0	313,887	55,441,693	55,755,580	55,755,580	55,755,580	55,755,580
13	2028-2029	2028	0	307,609	51,006,358	51,313,967	51,313,967	51,313,967	51,313,967
14	2029-2030	2029	0	301,457	46,925,849	47,227,306	47,227,306	47,227,306	47,227,306
15	2030-2031	2030	0	295,428	43,171,781	43,467,209	43,467,209	43,467,209	43,467,209
16	2031-2032	2031	0	289,519	39,718,039	40,007,558	40,007,558	40,007,558	40,007,558
17	2032-2033	2032	0	283,729	36,540,596	36,824,324	36,824,324	36,824,324	36,824,324
18	2033-2034	2033	0	278,054	33,617,348	33,895,402	33,895,402	33,895,402	33,895,402
19	2034-2035	2034	0	272,493	30,927,960	31,200,453	31,200,453	31,200,453	31,200,453
20	2035-2036	2035	0	267,043	28,453,723	28,720,767	28,720,767	28,720,767	28,720,767
21	2036-2037	2036	0	261,702	26,177,426	26,439,128	26,439,128	26,439,128	26,439,128
22	2037-2038	2037	0	256,468	24,083,232	24,339,700	24,339,700	24,339,700	24,339,700
23	2038-2039	2038	0	251,339	22,156,573	22,407,912	22,407,912	22,407,912	22,407,912
24	2039-2040	2039	0	246,312	20,384,047	20,630,359	20,630,359	20,630,359	20,630,359
25	2040-2041	2040	0	241,386	18,753,323	18,994,709	18,994,709	18,994,709	18,994,709

Notes: Market value in future years is good faith estimate of future taxable value for the purposes of property taxation.
Only include market value for eligible property on this schedule.

Schedule D: Other Incentives (Estimated)

30-Jul-14

Date

Applicant Name

Buckthorn Wind Project, LLC

ISD Name

Huckabay ISD

Form 50-296A

Revised May 2014

State and Local Incentives for which the Applicant intends to apply (Estimated)						
Incentive Description	Taxing Entity (as applicable)	Beginning Year of Benefit	Duration of Benefit	Annual Tax Levy without Incentive	Annual Incentive	Annual Net Tax Levy
	County: NONE					
Tax Code Chapter 311	City: N/A					
	Other: N/A					
	County: NONE					
Tax Code Chapter 312	City: N/A					
	Other: N/A					
	County: N/A					
Local Government Code Chapters 380/381	City: N/A					
	Other: N/A					
Freepport Exemptions	N/A					
Non-Annexation Agreements	N/A					
Enterprise Zone/Project	N/A					
Economic Development Corporation	N/A					
Texas Enterprise Fund	N/A					
Employee Recruitment	N/A					
Skills Development Fund	N/A					
Training Facility Space and Equipment	N/A					
Infrastructure Incentives	N/A					
Permitting Assistance	N/A					
Other:	N/A					
Other:						
Other:						
Other:						
TOTAL						

Additional information on incentives for this project:

Buckthorn Wind Project, LLC

Chapter 313 Application to Huckabay ISD

Cummings Westlake, LLC

TAB 15

Economic Impact Analysis, other payments made in the state or other economic information (if applicable)

None

TAB 16

Description of Reinvestment Zone or Enterprise Zone, including:

- a) Evidence that the area qualifies as a enterprise zone as defined by the Governor's office*
- b) Legal description of reinvestment zone**
- c) Order, resolution, or ordinance established the reinvestment zone**
- d) Guidelines and criteria for creating the zone**

Huckabay ISD will establish the reinvestment zone at the same board meeting as final approval of the value limited agreement. The resolution and documentation will be provided subsequent to this meeting.

Buckthorn Wind Project, LLC

Chapter 313 Application to Huckabay ISD

Cummings Westlake, LLC

TAB 17

Signature and Certification page, signed and dated by Authorized School District Representative and Authorized Company Representative (applicant)

SECTION 16: Authorized Signatures and Applicant Certification

After the application and schedules are complete, an authorized representative from the school district and the business should review the application documents and complete this authorization page. Attach the completed authorization page in **Tab 17**. **NOTE:** If you amend your application, you will need to obtain new signatures and resubmit this page, Section 16, with the amendment request.

1. Authorized School District Representative Signature

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.

print here ▶ Dr. Cheryl Floyd Superintendent
Print Name (Authorized School District Representative) Title

sign here ▶ Cheryl Floyd 7-30-14
Signature (Authorized School District Representative) Date

2. Authorized Company Representative (Applicant) Signature and Notarization

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 and schedules 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.

print here ▶ Derek Harding Manager
Print Name (Authorized Company Representative (Applicant)) Title

sign here ▶ Derek Harding 7/28/14
Signature (Authorized Company Representative (Applicant)) Date

see attached

GIVEN under my hand and seal of office this, the _____ day of _____, _____

 Notary Public in and for the State of Texas

(Notary Seal) My Commission expires: _____

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 Section 37.10.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Santa Barbara

On July 28, 2014 before me, Katherine A. Dowling, Notary Public

personally appeared Derek M. Harding

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Katherine A. Dowling

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____