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November 13, 2014

John Villarreal
Economic Development and Analysis Division
Texas Comptroller of Public Accounts
111 E. 17th St.
Austin, TX 78774

Via Email and Federal Express

Re: App 1026-Sudan ISD –Blue Cloud Renewable Energy Project, LLC
Amendment No. 003 to Application

Dear John,

Enclosed please find supplemental pages provided by the Applicant for the Chapter 313 Application submitted by Blue Cloud Renewable Energy Project, LLC to Sudan ISD (the "Application"). Specifically, enclosed are the Order and Guidelines for Lamb County's Reinvestment Zone for Tab 16.

A CD containing these documents is also enclosed. This Amendment, dated November 13, 2014 and numbered 003, is the third amendment to the Application. Please let me know if you require any additional information.

Sincerely,

A handwritten signature in black ink that reads "Audie Sciumbato". The signature is fluid and cursive, with a large initial "A" and "S".

Audie Sciumbato, PhD

Enclosures
I2QA41R50D5V91

cc: Melissa Miller, Miller Wind + Renewables LLC

Designation of Lamb	§	The Commissioners' Court
County Blue Cloud Renewable	§	of
Energy Project	§	
Reinvestment Zone	§	Lamb County, Texas

ORDER

**Approving Motion for Designation
of Lamb County Blue Cloud Renewable Energy Project Reinvestment Zone**

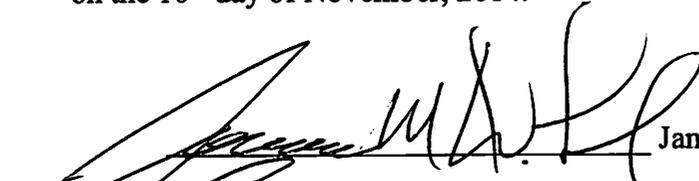
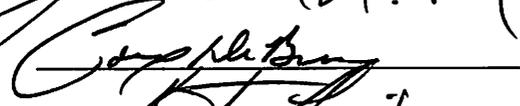
The Commissioners' Court of Lamb County, Texas, meeting in regular session on the 10th day of November, 2014, considered the following resolution:

BE IT ORDERED BY THE COMMISSIONERS' COURT OF LAMB COUNTY, TEXAS AS FOLLOWS

Motion by Commissioner Young, seconded by Lewis, that the following action be taken by the court:

1. THAT the County designate the property located in Lamb County, having the boundary description in Exhibit A and shown on the map in Exhibit B, both attached to this **Order**, as a Reinvestment Zone under the Lamb County Guidelines and Criteria for Granting Tax Abatements, having determined that the designation will contribute to the retention or expansion of primary employment and will attract major investment in the zone that will benefit the zone and will contribute to the economic development of the County, and
2. THAT the County declare eligible for property tax abatement all eligible property for commercial-industrial development, now or thereafter located in that Reinvestment Zone as authorized by the Lamb County Guidelines and Criteria for Granting Tax Abatements in Reinvestment Zones and Chapter 312 of the Texas Tax Code.
3. THAT the zone shall be called the "Blue Cloud Renewable Energy Project Reinvestment Zone."

This ORDER shall become effective as of November 10, 2014. PASSED AND APPROVED at this public hearing of the Lamb County Commissioners Court, at which a quorum was present, on the 10th day of November, 2014.

	James M. DeLoach, Lamb County Judge
	Date: <u>11/10/14</u> , Commissioner Precinct 1
	Date: <u>11/10/14</u> , Commissioner Precinct 2
	Date: _____, Commissioner Precinct 3

Jeremy Young Date: 11-10-14, Commissioner Precinct 4

ATTESTED: Chelcie Sp Date: 11-10-2014, County Clerk



Exhibit A

THE FOLLOWING REAL PROPERTY LOCATED IN LAMB COUNTY, TX:

All of Leagues 193 and 208, Abstract 216 and 213, Ochiltree CSL Survey, Lamb County, Texas

All of Leagues 209 and 210, Abstract 217 and 336, Deaf Smith CSL Survey, Lamb County, Texas

All of League 201, Abstract 218, Roberts CSL Survey, Lamb County, Texas

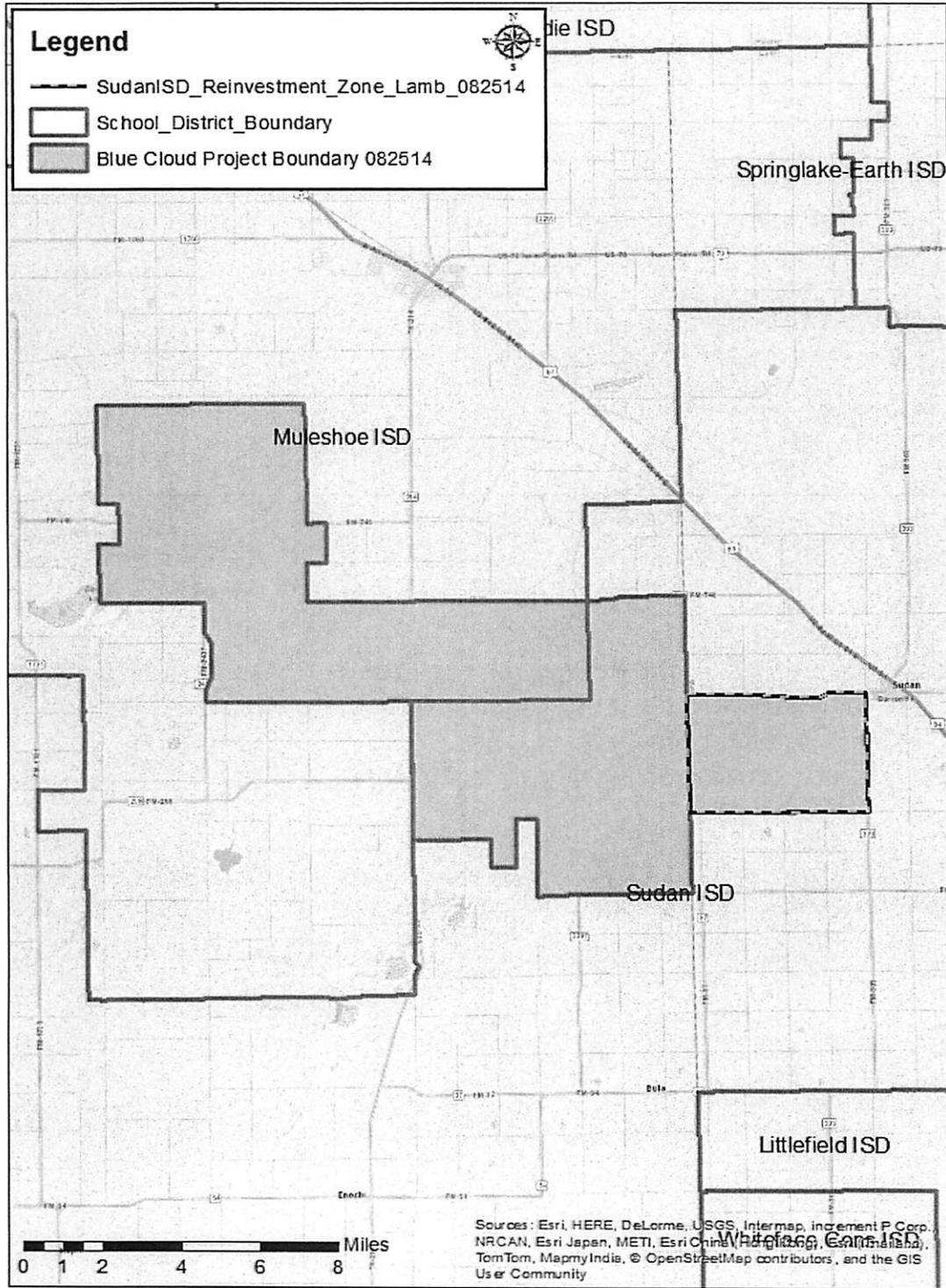
All of the North two-thirds (N/ 2/3) of League 194, Abstract 334, Foard CSL Survey, Lamb County, Texas, Save and Except an area out of the South half (S/2) of the North two-thirds (N/ 2/3), containing 913 acres, more or less

All of League 200, Abstract 335, Roberts CSL Survey, Lamb County, Texas, Save and Except an area out of the West half (W/2), containing 674 acres, more or less

The East third (E/3) of League 202, Abstract 214, Roberts CSL Survey, Lamb County, Texas

EXHIBIT B

Lamb County Reinvestment Zone - Sudan ISD



Note: Location of Qualified Investment and Qualified Property may change but will remain within ISD and Project boundary.

**Lamb County
State of Texas**

Tax Abatement Guidelines and Criteria

The purpose of this document is to establish guidelines, and a uniform policy of tax abatement for owners or lessees of eligible facilities willing to execute tax abatement contracts designed to provide long term significant positive economic impact to the community by utilizing the area contractors and work force to the maximum extent feasible, and by developing, redeveloping, and improving property. Except as otherwise provided, all contracts will be identical.

In order to be eligible for designation as a reinvestment zone and receive tax abatement, the planned improvement:

1. Must be reasonably expected to have an increase in positive net economic benefit to Lamb County of at least \$1,000,000.00 over the life of the abatement, computed to include (but not limited to) new sustaining payroll and /or capital improvement. The creation of (number and type) new jobs will also factor into the decision to grant an abatement; and
2. Must not be expected to solely or primarily have the effect of transferring employment from one part of Lamb County to another.

In addition to the criteria set forth above, the Lamb County Commissioners Court reserves the right to negotiate a tax abatement agreement in order to compete favorably with other communities.

Only that increase in the fair market value of the property directly resultant from the development, redevelopment, and improvement specified in the contract will be eligible for abatement and then only to the extent that such increase exceeds any reduction in the fair market value of the other property of the Applicant located within the jurisdiction creating the reinvestment zone.

All abatement contracts will be for a term no longer than allowed by law.

It is the goal of Lamb County to grant tax abatements on the same terms and conditions as the other taxing units having jurisdiction of the property. However, nothing herein shall limit the discretion of the Lamb County Commissioners Court to consider, adopt, modify or decline any tax abatement request.

This policy is effective as of _____, 2014 and shall at all times be kept current with regard to the needs of Lamb County and reflective of the official views of the County Commissioners Court and shall be reviewed every two years.

The adoption of these guidelines and criteria by the Lamb County Commissioners Court does not:

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JAMEE LONG
CLERK, LAMB CO. TEXAS

1. Limit the discretion of the governing body to decide whether or not to enter into a specific tax abatement agreement;
2. Limit the discretion of the governing body to delegate to its employees the authority to determine whether or not the governing body should consider a particular application or request for tax abatement;
3. Create any property, contract, or other legal right in any person to have the governing body consider or grant a specific application or request for tax abatement;

Section 1
Definitions

- A. “Abatement” means the full or partial exemption from ad valorem taxes of certain property in a reinvestment zone designated by Lamb County for economic development purposes.
- B. “Agreement” means a contractual agreement for a tax abatement between a Property Owner and/or Lessee and Lamb County.
- C. “Base year value” means the assessed value on the eligible property as of January 1 preceding the execution of the agreement.
- D. “Deferred maintenance” means improvements necessary for continued operation which do not improve productivity or alter the process technology.
- E. “Eligible facilities” means new, expanded, or modernized buildings and structures, including fixed machinery and equipment, which is reasonably likely as a result of granting abatement to contribute to the retention or expansion of primary employment or to attract major investment in the reinvestment zone that would be a benefit to the property and that would contribute to the economic development of Lamb County, but does not include facilities which are intended to be primarily to provide goods or services to residents for existing businesses located in Lamb County, such as, but not limited to, restaurants and retail sales establishments, eligible facilities may include, but shall not be limited to hotels and office buildings.
- F. “Expansion” means the addition of building structures, machinery, equipment, or payroll for purposes of increasing production capacity.
- G. “Facility” means property improvement completed or in process of construction which together comprise an interregional whole.
- H. “Modernization” means a complete or partial demolition of facilities and the complete or partial reconstruction or installation of a facility of similar or expanded production capacity. Modernization may result from the construction, alteration, or installation of buildings, structures, machinery, or equipment, or both.

- I. “New facility” means property previously undeveloped which is placed into service by means other than or in conjunction with expansion or modernization.
- J. “Productive life” means the number of years a property improvement is expected to be in service in a facility.

Section 2
Abatement Authorized

- A. Eligible facilities Upon application, eligible facilities shall be considered for tax abatement as hereinafter provided.
- B. Creation of New Values Abatement may only be granted for the additional value of eligible property improvements made subsequent to and specified in an abatement agreement between Lamb County and the property owner or Lessee, subject to such limitations as Lamb County may require.
- C. New and existing facilities Abatement may be granted for the additional value of eligible property improvements made subsequent to and specified in an abatement agreement between Lamb County and the Property Owner or Lessee, subject to such limitations as Lamb County may require.
- D. Eligible property Abatement may be extended to the value of buildings, structures, fixed machinery and equipment, site improvements and related fixed improvements necessary to the operation and administration of the facility.
- E. Ineligible Property The following types of property shall be fully taxable and ineligible for tax abatement: land, supplies, tools, furnishings, and other forms of movable personal property, housing, deferred maintenance, property to be rented or leased except as provided in Section 2 F, property which has a productive life of less than ten years, but does not include spare parts associated with wind turbine generators.
- F. Owned / leased facilities If a leased facility is granted abatement, the agreement shall be executed with the Lessor and the Lessee.
- G. Economic Qualifications In order to be eligible for designation as a reinvestment zone and receive tax abatement, the planned improvement:
 - 1. Must be reasonably expected to have an increase in positive net benefit to Lamb County of at least \$1,000,000.00 over the life of the abatement, computed to include (but not limited to) new sustaining payroll and / or capital improvement. The creation of (number and type) new jobs will also factor into the decision to grant an abatement; and
 - 2. Must not be expected to solely or primarily have the effect of transferring employment from Lamb County to another.

H. Standards for Tax Abatement The following factors, among other, shall be considered in determining whether to grant tax abatement:

1. Value of existing improvements, if any;
2. Type and value of proposed improvements;
3. Productive life of proposed improvements;
4. Number of existing jobs to be retained by proposed improvements;
5. Number and type of new jobs to be created by proposed improvements;
6. Amount of local payroll to be created;
7. Whether the new jobs to be created will be filled by persons residing or projected to reside within affected taxing jurisdiction;
8. Amount which property tax base valuation will be increased during term of abatement and after abatement, which shall include a definitive commitment that such valuation shall not, in any case, be less than \$1,000,000.00
9. The costs to be incurred by Lamb County to provide facilities directly resulting from the new improvements;
10. The amount of ad valorem taxes to be paid to Lamb County during the abatement period considering:
 - a. the existing values;
 - b. the percentage of new value abated;
 - c. the abatement period; and
 - d. the value after expiration of the abatement period.
11. The population growth of Lamb County that occurs directly as a result of new improvements;
12. The types and values of public improvements, if any, to be made by Applicant seeking abatement;
13. Whether the proposed improvements compete with existing businesses to the detriment of the local economy;
14. The impact on the business opportunities of existing businesses;
15. The attraction of other new businesses to the area;
16. The overall compatibility with the zoning ordinances and comprehensive plan for the area;
17. Whether the project obtains all necessary permits from the applicable environmental agencies.

Each eligible facility shall be reviewed on its merits utilizing the factors provided above. After such review, abatement may be denied entirely or may be granted to the extent deemed appropriate after full evaluation.

I. Denial of Abatement Neither a reinvestment zone nor abatement agreement shall be authorized if it is determined that:

1. There would be substantial adverse affect on the provision of government services or tax base;
2. The applicant has insufficient financial capacity;

3. Planned or potential use of the property would constitute a hazard to public health, safety or morals;
4. Violation of other codes or laws; or
5. Any other reason deemed appropriate by Lamb County.

J. Taxability From the execution of the abatement to the end of the agreement period, taxes shall be payable as follows:

1. The value of ineligible property as provided in Section 2 E shall be fully taxable; and
2. The base year value of existing eligible property as determined each year shall be fully taxable.

The additional value of new eligible property shall be fully taxable at the end of the abatement period.

Section 3 Application

- A. Any present or potential owner of taxable property in Lamb County may request the creation of a reinvestment zone and tax abatement by filing a written application with the County Judge.
- B. The Application shall consist of a general description of the new improvements to be undertaken, a descriptive list of the improvements for which an abatement is requested, a map of the reinvestment zone where the improvements will be located and property description, and an estimated time schedule for undertaking and completing the proposed improvements. In the case of modernization, a statement of the assessed value of the facility, separately stated for real and personal property, shall be given for the tax year immediately preceding the Application. The County may require such financial and other information as deemed appropriate for evaluating the financial capacity and other factors pertaining to the Applicant, to be attached to the Application. The completed Application must be accompanied by the payment of a non-refundable application fee for administrative costs associated with the processing of the tax abatement request. All checks in payment of the administrative fee shall be made payable to Lamb County. For abatement requests for improvements with a planned value equal to or in excess of \$1,000,000.00 the fee shall be one thousand and no/100 dollars (\$1000.00), accompanied by the agreement that the Applicant shall pay reasonable consulting and attorney fees as may be incurred by Lamb County in the examination of the application as well as the preparation and negotiation of any tax abatement agreement.
- C. Lamb County shall give notice as provided by the Property Tax Code, i.e. written notice, to the presiding officer of the governing body of each taxing unit in which the property to be subject of the agreement is located not later than the seventh day before the public hearing and publication in a newspaper of general circulation within such taxing jurisdiction not later than the seventh day before the public hearing. Before acting upon

Application, Lamb County shall, through public hearing, afford the Applicant and the designated representative of any governing body referenced hereinabove opportunity to show cause why the abatement should or should not be granted.

- D. If a city within Lamb County designates a reinvestment zone within its corporate limits and enters into or proposes to enter into an abatement agreement with a present or potential owner of taxable property, such present or potential owner of taxable property may request tax abatement by Lamb County by following the same application process described in Section 3 A hereof. No other notice or hearing shall be required except compliance with the Open Meetings Act, unless the Commissioners Court deems them necessary in a particular case.

Section 4
Agreement

- A. After approval, the Commissioners Court of Lamb County shall formally pass a Resolution and execute an agreement with the owner of the facility and Lessee as required which shall:

- 1. Include a list of the kind, number, location of all proposed improvements to the property and if this is not defined at the time of the agreement, then to be supplemented after construction of the facilities;
- 2. Provide access to and authorize inspection of the property by the taxing unit to ensure compliance with the agreement;
- 3. Limit the use of the property consistent with the taxing unit's developmental goals as stated in Section 1H of the Lamb County Tax Abatement Guidelines and Criteria;
- 4. Provide for recapturing property tax revenues that are lost if the owner fails to make improvements as provided by the agreement;
- 5. Include each term that was agreed upon with the property owner and require the owner of the facility to annually certify compliance with the terms of the agreement to each taxing unit; and
- 6. Allow the taxing unit to cancel the agreement after notice of default and opportunity to cure if the property owner fails to comply with the terms of the agreement.

- B The owner of the facility and Lessee shall also agree to the following:

- 1. A specified number of permanent full time jobs at facility shall be created, and the owner and Lessee shall make reasonable efforts to employ persons who are residents of Lamb County in such jobs provided, however, that there shall be no obligation to employ residents who are not:
 - a. equally or more qualified than nonresident applicants;
 - b. available for employment on terms and / or salaries comparable to those required by nonresident applicants; or
 - c. able to become qualified with 72 hours training provided by Owner.

2. Each person employed in such job shall perform a portion, if not all, of their work in Lamb County.
3. Owner shall agree that it and its contractors, if any, will use reasonably commercial efforts to maximize its use of goods and services available through Lamb County businesses in the construction, operation, and maintenance of the improvements and the project; provided, however, that there shall be no requirement to use goods and services provided by Lamb County residents that are not:
 - a. of similar quality to those provided by nonresidents; or
 - b. made available on terms and conditions (including pricing) comparable to those offered by nonresidents. Comparable price shall be defined as less than or equal to 105% of the nonresident price for equivalent quality, conditions and terms.
4. Owner or its construction contractor, if any, shall designate a coordinator of local services who will act as liaison between any individuals, businesses, and contractors residing or doing business in Lamb County who are interested in obtaining information about providing goods or services related to the construction of the project. Additionally, Owner or its construction contractor, if any, shall advertise in local newspapers in Lamb County for local contractors to perform work on the construction of the project.
5. Owner shall agree to maintain a viable presence (as below defined) within the reinvestment zone for a period of time, as set by the Lamb County Commissioners Court, not to exceed twenty (20) years from the date that the abatement agreement first takes effect. For purposes hereof, "Maintain a Viable Presence" means (i) the operation of the Eligible Facilities, as the same may from time to time be expanded, upgraded, improved, modified, changed, remodeled, repaired, restored, reconstructed, reconfigured and/or reengineered, and (ii) the retention of not fewer than three (3) Qualifying Jobs as defined by Texas Tax Code Section 313.021(3)(E) to be located and performed, in part, within Lamb County.
6. On May 1st of each year that the agreement shall be in effect, Owner shall certify to the County Judge of Lamb County, and to the governing body of each taxing unity, that Owner is in compliance with each applicable term set forth above.

Such agreement shall normally be executed within sixty (60) days after the Applicant has forwarded all necessary information and documentation to the Commissioners Court.

Section 5 Recapture

- A. In the event that the company or individual:
 1. Allows its ad valorem taxes owed Lamb County to become delinquent and fails to timely and properly follow the legal procedures for their protest and/or contest; or
 2. Violates any of the terms and conditions of the abatement agreement and fails to cure during the cure period;

then the agreement them may be terminated and all taxes previously abated by virtue of the agreement will be recaptured and paid within thirty (30) days of the termination.

- B. Should Lamb County determine that the company or individual is in default according to the terms and conditions of its agreement, Lamb County shall notify the company or individual in writing at the address stated in the agreement, and if such is not cured within thirty (30) days from the date of such notice (cure period) then the agreement may be terminated.

Section 6 Administration

- A. The Chief Appraiser of the Lamb County Appraisal District will annually determine an assessment of the real and personal property comprising the reinvestment zone. Each year, the company or individual receiving abatement shall furnish the Appraiser with such information as may be necessary for the abatement. Once value has been established, the Chief Appraiser will notify the Commissioners Court of Lamb County of the amount of the assessment.
- B. Lamb County may execute a contract with any other jurisdictions) to inspect the facility to determine if the terms and conditions of the abatement agreement are being met. The abatement agreement shall stipulate that employees and/or designated representatives of Lamb County will have access to the reinvestment zone during the term of the abatement to inspect the facility to determine if the terms and conditions of the agreement are being met. All inspections will be made only after the giving of twenty-four (24) hours prior notice and will only be conducted in such a manner as to not unreasonably interfere with the construction and/or operation of the facility. All inspections will be made with one or more representatives of the company or individual and in accordance with its safety standards.
- C. Upon completion of construction, the designated representative of Lamb County shall annually evaluate each facility receiving abatement to insure compliance with the agreement. A formal report shall be made to the Commissioners Court.

Section 7 Assignment

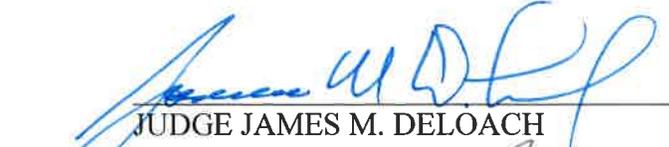
Abatement may be transferred and assigned by the holder to a new owner or lessee of the same facility upon the approval by resolution of the Commissioners Court of Lamb County subject to the financial capacity of the assignee and provided that all conditions and obligations in the abatement agreement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

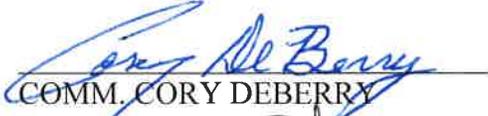
Section 8 Sunset Provision

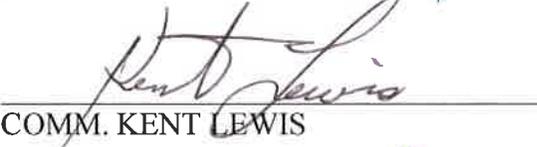
These guidelines and criteria are effective upon the date of their adoption and will remain in force for two years unless amended by three quarters vote of the Commissioners Court of Lamb County, at which time all reinvestment zones and tax abatement agreements created pursuant to these provisions will be reviewed to determine whether the goals have been achieved. Based on the review, the guidelines and criteria will be modified, renewed, or eliminated.

ADOPTED 9-22, 2014.

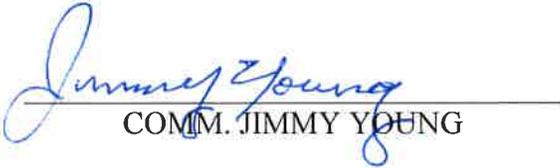
LAMB COUNTY COMMISSIONERS' COURT


JUDGE JAMES M. DELOACH


COMM. CORY DEBERRY


COMM. KENT LEWIS


COMM. DANNY SHORT


COMM. JIMMY YOUNG