



AUDIE SCIUMBATO
Licensed in Texas and New Mexico
Phone: 806.364.2626
Fax: 806.364.9368
www.uwlaw.com
Audie.Sciumbato@uwlaw.com

ADDRESS:
145 W. 3rd Street
Hereford, Texas
MAILING ADDRESS:
P.O. Box 1655
Hereford, TX 79045

October 27, 2014

Jenny Hicks
Michelle Luera
Economic Development and Analysis Division
Texas Comptroller of Public Accounts
111 E. 17th St.
Austin, TX 78774

Via Email and Federal Express

Re: 313 Application –BNB Lamesa Solar, LLC

Dear Jenny and Michelle:

Enclosed please find an application for appraised value limitation on qualified property submitted to Lamesa ISD by BNB Lamesa Solar, LLC, on October 21, 2014. A CD containing the application is also enclosed.

The Lamesa ISD Board elected to accept the application on October 21, 2014. The application was determined to be complete on October 27, 2014. We ask that the Comptroller's Office prepare the economic impact report for this development.

A copy of the application will also be submitted to the Dawson County Appraisal District in accordance with 34 Tex. Admin. Code §9.1054. Please feel free to contact me if you have any questions or concerns.

Sincerely,

A handwritten signature in black ink, appearing to read "Audie Sciumbato", with a stylized flourish at the end.

Audie Sciumbato, PhD

Enclosures
I36BDOVX0D1W1I

cc: Chief Appraiser, Dawson County Appraisal District
Wes Jackson, Cummings Westlake, LLC

TAB 1

Pages 1 through 11 of application.



Application for Appraised Value Limitation on Qualified Property

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

Economic Development
and Analysis
Form 50-296-A

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

October 21, 2014

Date Application Received by District

John

First Name

Ramos

Last Name

Superintendent

Title

Lamesa ISD

School District Name

212 N Houston

Street Address

P.O. Box 261

Mailing Address

Lamesa

City

(806) 872-5461

Phone Number

TX

State

(806) 872-6220

Fax Number

jramos@lamesaisd.net

Email Address

79331-5442

ZIP

Mobile Number (optional)

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

The Economic Development and Analysis Division at the Texas Comptroller of Public Accounts provides information and resources for taxpayers and local taxing entities.

For more information, visit our website:
www.TexasAhead.org/tax_programs/chapter313/
50-296-A • 02-14/1

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

<u>Audie</u> First Name	<u>Sciumbato</u> Last Name
<u>Attorney</u> Title	
<u>Underwood Law Firm, P.C.</u> Firm Name	
<u>(806) 364-2626</u> Phone Number	<u>(806) 364-9368</u> Fax Number
	<u>audie.sciumbato@uwlaw.com</u> Email Address
<u>Mobile Number (optional)</u>	

4. On what date did the district determine this application complete? October 27, 2014
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)

<u>Jonathan</u> First Name	<u>Nicholas</u> Last Name
<u>Managing Member</u> Title	<u>BNB Renewable Holdings LLC</u> Organization
<u>371 Gordon Drive</u> Street Address	
<u>same</u> Mailing Address	
<u>Exton</u> City	<u>PA</u> State
<u>(484) 875-4115</u> Phone Number	<u>19341</u> ZIP
<u>(215) 439-7228</u> Mobile Number (optional)	<u>Fax Number</u> <u>jnicholas@bnbrenewables.com</u> 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.

<u>Orlando</u> First Name	<u>Puig</u> Last Name
<u>Office Manager</u> Title	<u>BNG Renewable Energy Holdings LLC</u> Organization
<u>371 Gordon Drive</u> Street Address	
<u>same</u> Mailing Address	
<u>Exton</u> City	<u>PA</u> State
<u>(832) 746-6682</u> Phone Number	<u>19341</u> ZIP
<u>Mobile Number (optional)</u>	<u>Fax Number</u> <u>opuig@msn.com</u> 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 x2

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? BNB Lamesa Solar LLC
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) 32054964914
3. List the NAICS code 221114
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 Company
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 March 2015
2. Beginning of qualifying time period January 2, 2016
3. First year of limitation 2017
4. Begin hiring new employees Q1-2017
5. Commencement of commercial operations Q1-2017
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? Q1-2017

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located Dawson County
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Dawson CAD
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: <u>Dawson County, \$0.5258, 100%</u> <small>(Name, tax rate and percent of project)</small>	City: <u>City of Lamesa, \$0.7243, 11%</u> <small>(Name, tax rate and percent of project)</small>
Hospital District: <u>Dawson Co. Hospital, \$0.1665, 100%</u> <small>(Name, tax rate and percent of project)</small>	Water District: <u>Mesa Underground Water Cons, \$0.016, 100%</u> <small>(Name, tax rate and percent of project)</small>
Other (describe): <u>N/A</u> <small>(Name, tax rate and percent of project)</small>	Other (describe): <u>N/A</u> <small>(Name, tax rate and percent of project)</small>
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? 20,000,000.00
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? N/A

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? 2
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 754.00
 - b. 110% of the average weekly wage for manufacturing jobs in the county is 787.00
 - c. 110% of the average weekly wage for manufacturing jobs in the region is 1,007.00
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? 40,898.00
10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 40,900.00
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

John Ramos

Print Name (Authorized School District Representative)

sign
here

Signature (Authorized School District Representative)

Superintendent

Title

Date

10/21/14

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

Jonathan Nicholas

Print Name (Authorized Company Representative (Applicant))

sign
here

Signature (Authorized Company Representative (Applicant))

Managing Member

Title

Date

October 20, 2014

GIVEN under my hand and seal of office this, the

20th day of October, 2014

Notary Public in and for the State of Texas

My Commission expires: September 10, 2015

JAY S. BALABAN
NOTARY PUBLIC
Commonwealth of Massachusetts

(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.

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>

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 Lamesa 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)*

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)

Not Applicable



Franchise Tax Account Status

As of: 10/20/2014 02:50:48 PM

This Page is Not Sufficient for Filings with the Secretary of State

BNB LAMESA SOLAR LLC	
Texas Taxpayer Number	32054964914
Mailing Address	371 GORDON DR EXTON, PA 19341-1201
Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	08/18/2014
Texas SOS File Number	0802050806
Registered Agent Name	REGISTERED AGENT SOLUTIONS, INC.
Registered Office Street Address	1701 DIRECTORS BLVD., SUITE 300 AUSTIN, TX 78744

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.

BNB Lamesa Solar LLC (Lamesa Solar) is requesting an appraised value limitation from Lamesa Independent School District (ISD) for the Lamesa Solar Project (the “Project”), a proposed solar powered electric generating facility in Dawson County. The proposed Lamesa ISD Project (this application) will be constructed within the Lamesa Solar Reinvestment Zone that was established by Dawson County on May 13, 2014. A map showing the location of the project is included in Tab 11.

The proposed Project is anticipated to have a total capacity of 150 MW located in Lamesa ISD. Solar equipment selection is ongoing at this time and has not been finalized. The exact number of PV panels and their capacity will vary depending upon the panels and inverters selected, manufacturer’s availability and prices, ongoing engineering design optimization and the final megawatt generating capacity of the Project when completed. Current plans are to install 652,800 Yingli PV panels and 204 Greenpower inverters within Lamesa ISD. BNB Lamesa Solar LLC is also constructing approximately 500 feet of generation transmission tie line, all within Dawson County. The Applicant requests a value limitation for all materials and equipment installed for the Project, including but not limited to; solar modules/panels, racking and mounting structures, inverters boxes, combiner boxes, meteorological equipment, foundations, roadways, buildings and offices, paving, fencing, 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 2016 with completion by March 31, 2017.

TAB 5*Documentation to assist in determining if limitation is a determining factor.*

Lamesa Solar 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.

BNB Renewable Energy Holdings LLC (BNB) is the parent company of BNB Lamesa Solar LLC. Founded in 2004, BNB develops renewable energy projects, both wind and solar, in the US market. Based on their success with two Texas wind farms, the 180MW Bull Creek and the 200MW Mesquite Creek projects, and the 9.8MW solar project at the Campbell's Soup plant located in Napoleon, Ohio, BNB is actively developing a select group of renewable energy projects in Connecticut, New Jersey, New Mexico, Ohio, and Texas where BNB has leased over 200,000 acres. In Texas, BNB was one of the eleven original interveners who petitioned the PUC for new transmission upgrades. Those upgrades comprise \$5.2 billion dollars of new transmission lines dedicated to carry wind and solar energy from West Texas to load centers in Dallas, San Antonio and Austin. On its Texas acreage, BNB has plans to construct one new wind farm of 250 MW and two solar projects totaling in excess of 550 MW. BNB is executing its five-year goal of developing an additional gigawatt of renewable generation in the USA. As part of this goal, BNB is also active in the development of "inside the fence" renewable energy generation projects and is working with schools, Universities, and Fortune 500 companies on various sites across the US.

Depending on the ability to generate cost-effective electricity for regional consumers, BNB has the ability to allocate or reallocate investments to another state, another region of Texas, or another region of the world. BNB Lamesa Solar, LLC believes, however, that the proposed site in Dawson 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 solar 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 BNB and by others.

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) Dawson County | - 100% |
| 2) Lamesa Independent School District | - 100% |
| 3) Mesa Underground Water Conservation District | - 100% |
| 4) Dawson Hospital District | - 100% |
| 5) City of Lamesa | - 11% |

TAB 7

Description of Qualified Investment

BNB Lamesa Solar LLC plans to construct a 150 MW solar farm in Dawson County.

This application covers all qualified property within Lamesa ISD necessary for the commercial operations of the proposed solar farm described in Tab 4. Approximately 652,800 Yingli PV panels and 204 Greenpower inverters will be located in Dawson County, all of which will be located in Lamesa ISD. BNB Lamesa Solar is also constructing approximately 500 feet of generation transmission tie line that will be in Lamesa ISD as well.

This application covers all qualified investment and qualified property necessary for the commercial operations of the solar farm.

Qualified Investment and qualified property includes, but is not limited to, solar modules/panels, racking and mounting structures, inverters boxes, combiner boxes, meteorological equipment, foundations, roadways, buildings and offices, paving, fencing, collection system, electrical substations, generation transmission tie line and associated towers, and interconnection facilities.

The map in TAB 11 shows the proposed project area with the preliminary solar panel locations. The exact placement of these panels is subject to ongoing planning, soil studies, and engineering and will be determined before construction begins.

TAB 8

Description of Qualified Property

(See Tab 7)

TAB 9

Description of Land

Not applicable

TAB 10

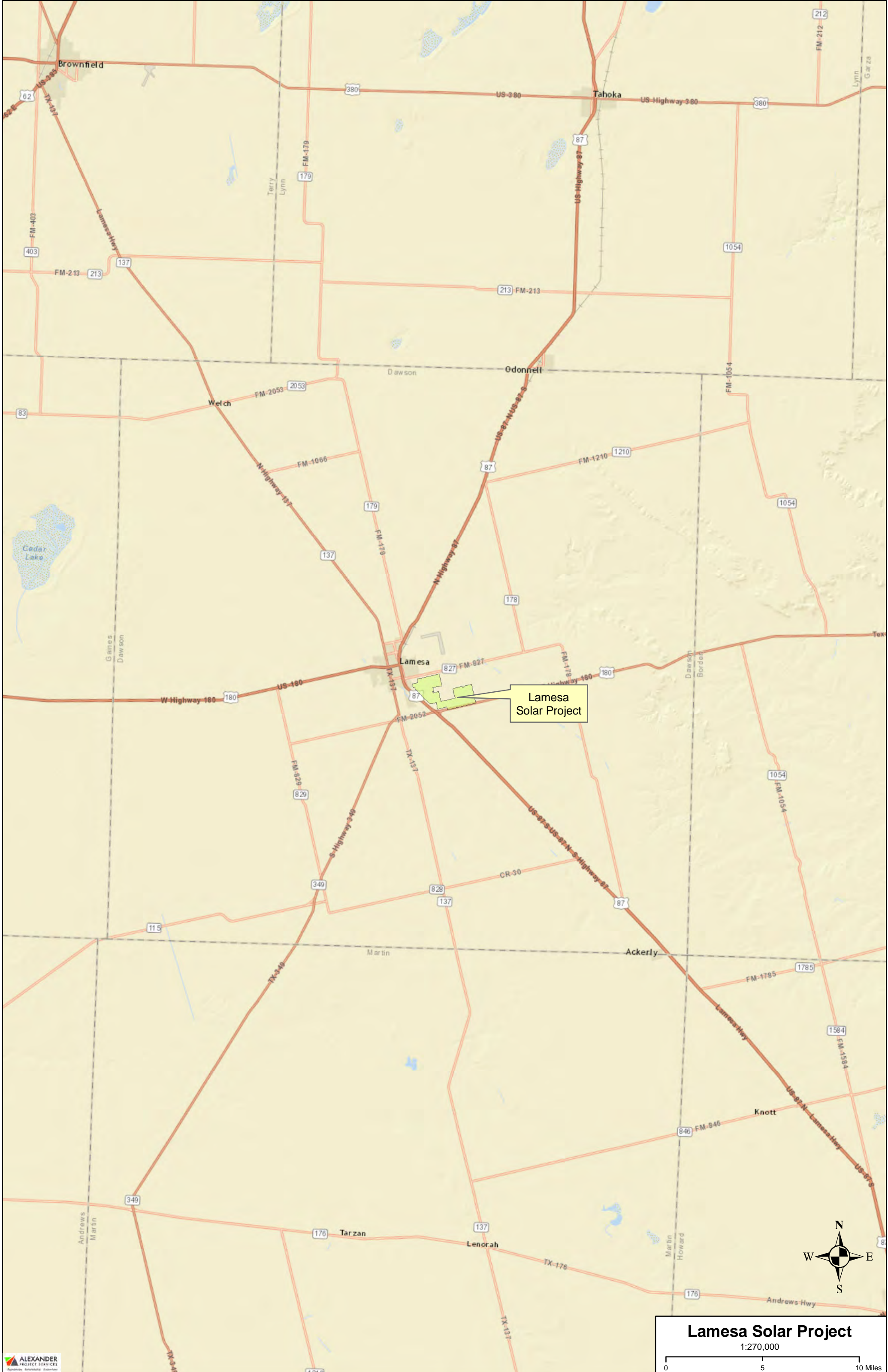
Description of all property not eligible to become qualified property (if applicable)

None, not applicable

TAB 11

Maps that clearly show:

- a) Project vicinity (See Attached)
- b) Qualified investment including location of new building or new improvements (See Attached)
- c) Qualified property including location of new building or new improvements (See Attached)
- d) Existing property (Not Applicable)
- e) Land location within vicinity map (Not Applicable)
- f) Reinvestment or Enterprise Zone within vicinity map, showing the actual or proposed boundaries and size (See Attached)



Lamesa Solar Project



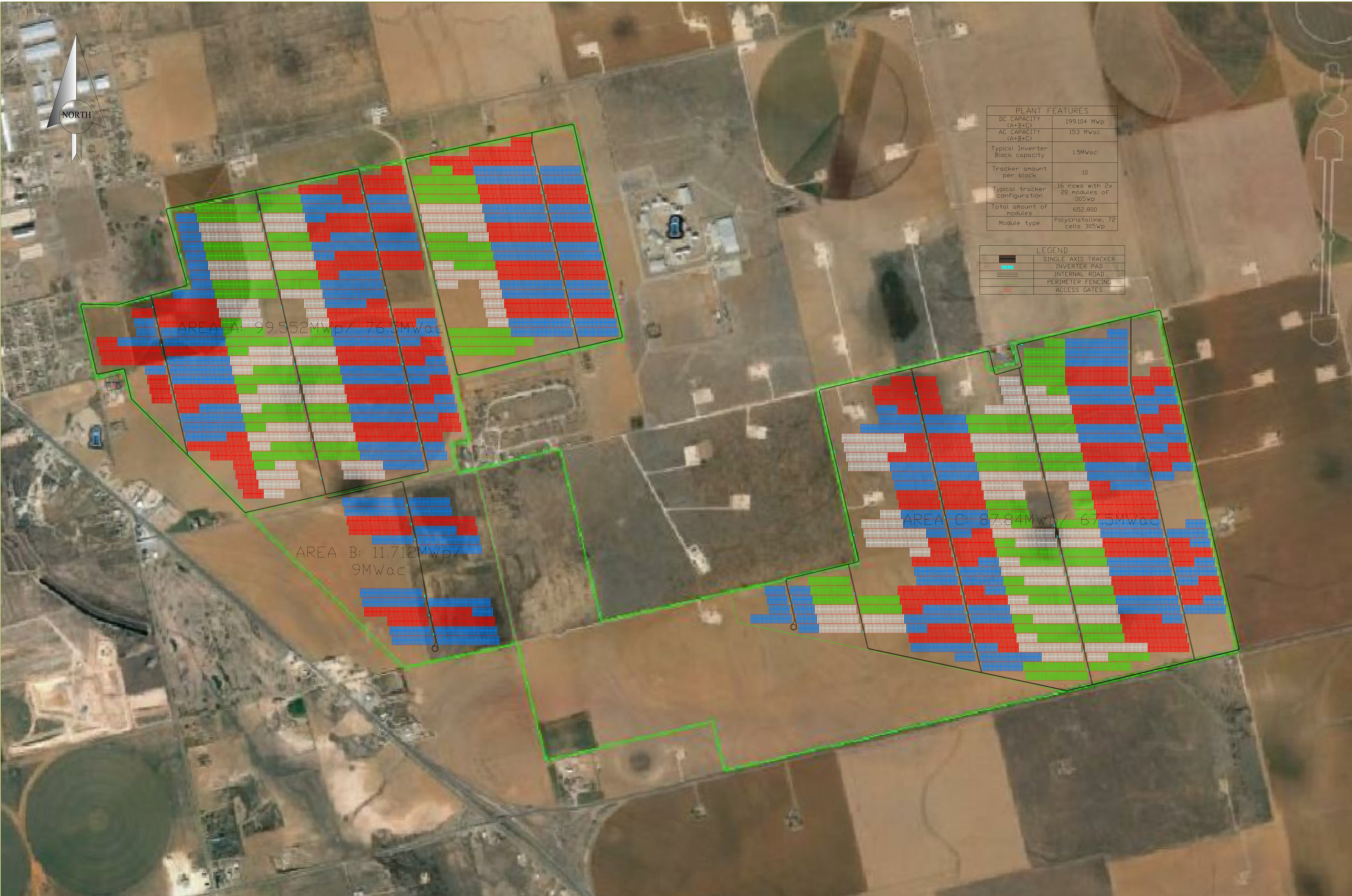
Lamesa Solar Project

1:270,000

0

5

10 Miles



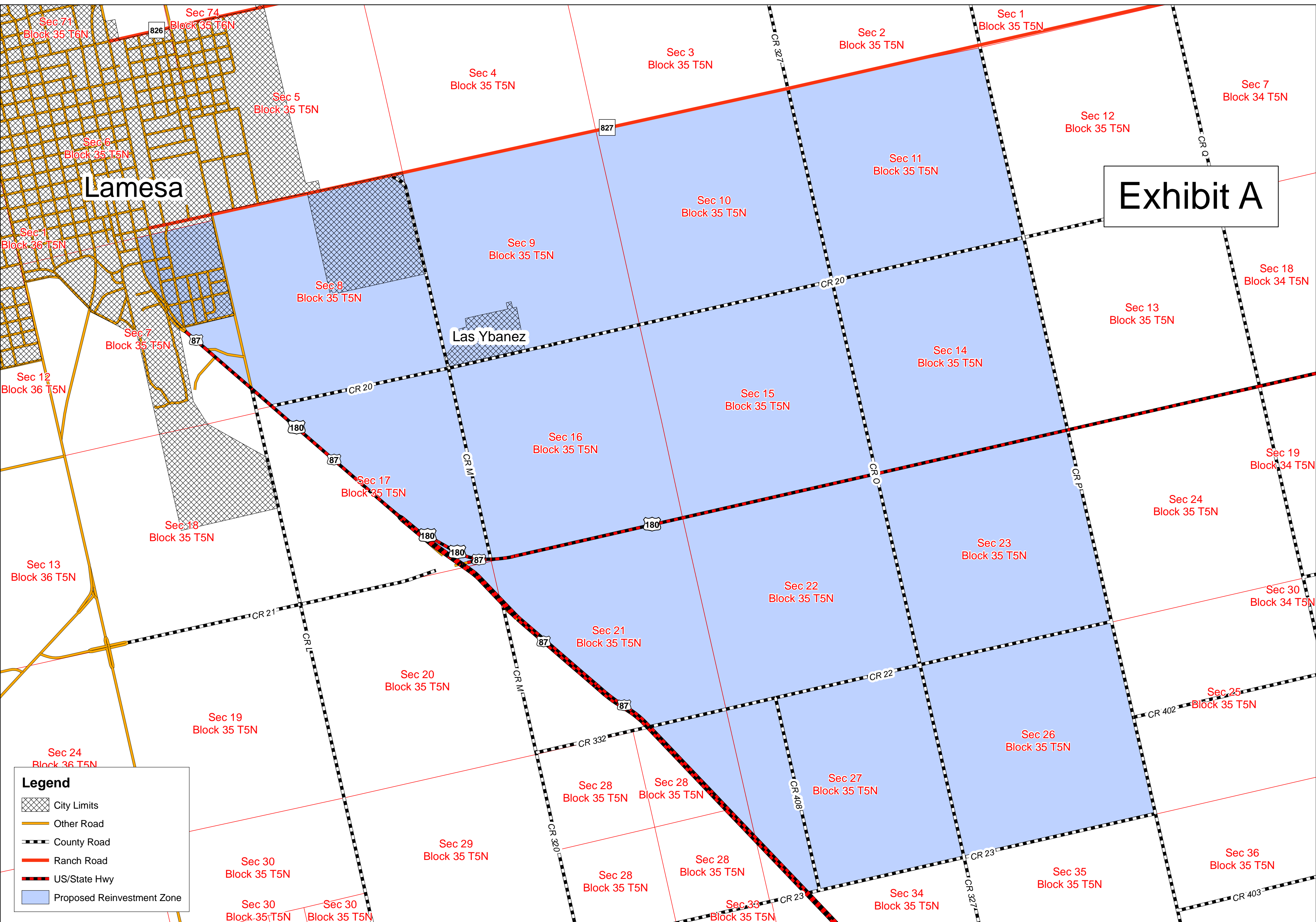


Exhibit A

1 inch = 1,500 feet 1:18,000

0 0.5 1 Miles

Lamesa Solar, LLC
Dawson County Reinvestment Zone

Prepared by,
ALEXANDER
PROJECT SERVICES
Experience Relationship Know-how

TAB 12

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

See Attached Letter

CUMMINGS WESTLAKE LLC

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

October 21, 2014

Mr. John Ramos, Superintendent
Lamesa Independent School District
212 N. Houston
Lamesa, TX 79331

Re: Chapter 313 Job Waiver Request

Dear Mr. Ramos,

BNB Lamesa Solar LLC requests that the Lamesa 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.

BNB Lamesa Solar LLC requests that the Lamesa 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, BNB Lamesa Solar LLC has committed to create 2 total jobs for the project, both of which will be in Lamesa ISD.

Solar 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 number of jobs specified in this application is in line with the industry standards for a solar farm of this scope and size. This is evidenced by previously filed limitation agreement applications by solar developers who also requested a waiver of the job requirements. In addition, there are educational materials and other documentation that also suggest that BNB Lamesa Solar has the appropriate number of jobs for this project.

Sincerely,

A handwritten signature in black ink, reading "J. Weston Jackson", followed by a long horizontal flourish.

J. Weston Jackson
Partner

TAB 13

Calculation of three possible wage requirements with TWC documentation

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

BNB LAMESA SOLAR LLC
TAB 13 TO CHAPTER 313 APPLICATION - LAMESA ISD

CHAPTER 313 WAGE CALCULATION - ALL JOBS - ALL INDUSTRIES

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
FIRST	2014	\$ 722	\$ 37,544
SECOND	2013	\$ 719	\$ 37,388
THIRD	2013	\$ 860	\$ 44,720
FOURTH	2013	\$ 713	\$ 37,076
AVERAGE		\$ 754	\$ 39,182

CHAPTER 313 WAGE CALCULATION - MANUFACTURING JOBS

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
FIRST	2014	\$ 617	\$ 32,084
SECOND	2013	\$ 1,006	\$ 52,312
THIRD	2013	\$ 586	\$ 30,472
FOURTH	2013	\$ 651	\$ 33,852
AVERAGE		\$ 715	\$ 37,180
X		110%	110%
		\$ 787	\$ 40,898

CHAPTER 313 WAGE CALCULATION - REGIONAL WAGE RATE










REGION	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
Permian Basin	2013	\$ 915	\$ 47,604
X		110%	110%
		\$ 1,007	\$ 52,364

** 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	Daw son County	Total All	00	0	10	Total, All Industries	\$694
2014	1st Qtr	Daw son County	Total All	00	0	10	Total, All Industries	\$722
2013	2nd Qtr	Daw son County	Total All	00	0	10	Total, All Industries	\$719
2013	3rd Qtr	Daw son County	Total All	00	0	10	Total, All Industries	\$860
2013	4th Qtr	Daw son County	Total All	00	0	10	Total, All Industries	\$713

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	Daw son County	Total All	31	2	31-33	Manufacturing	\$613
2014	1st Qtr	Daw son County	Total All	31	2	31-33	Manufacturing	\$617
2013	2nd Qtr	Daw son County	Total All	31	2	31-33	Manufacturing	\$1,006
2013	3rd Qtr	Daw son County	Total All	31	2	31-33	Manufacturing	\$586
2013	4th Qtr	Daw son County	Total All	31	2	31-33	Manufacturing	\$651

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

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.

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 10/21/2014
 Applicant Name BNB Lamesa Solar LLC
 ISD Name Lamesa Independent School District

Form 50-296A

Revised May 2014

PROPERTY INVESTMENT AMOUNTS								
(Estimated Investment in each year. Do not put cumulative totals.)								
				Column A	Column B	Column C	Column D	Column E
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Other new investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE]	Other new investment made during this year that may become Qualified Property [SEE NOTE]	Total Investment (Sum of Columns A+B+C+D)
Investment made before filing complete application with district				Not eligible to become Qualified Property		\$0	\$0	\$0
Investment made after filing complete application with district, but before final board approval of application	--	2016-2017	2016	\$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				\$259,000,000	\$1,000,000	\$0	\$0	\$260,000,000
Complete tax years of qualifying time period	QTP1	2017-2018	2017	\$65,000,000		\$0	\$0	\$65,000,000
	QTP2	2018-2019	2018	\$0	\$0	\$0	\$0	\$0
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				\$324,000,000	\$1,000,000	\$0	\$0	\$325,000,000
				Enter amounts from TOTAL row above in Schedule A2				
Total Qualified Investment (sum of green cells)				\$325,000,000				

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.

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

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

Column C: 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 D: 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.

Date 10/21/2014
Applicant Name BNB Lamesa Solar LLC
ISD Name Lamesa Independent School District

Schedule A2: Total Investment for Economic Impact (including Qualified Property and other investments)

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 investment made during this year that will <u>not</u> 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)
Total Investment from Schedule A1*	--	TOTALS FROM SCHEDULE A1		\$324,000,000	\$1,000,000	\$0	\$0	\$325,000,000
Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i>	0	2016-2017	2016	\$0	\$0	\$0	\$0	\$0
Value limitation period***	1	2017-2018	2017	\$0	\$0	\$0	\$0	\$0
	2	2018-2019	2018	\$0	\$0	\$0	\$0	\$0
	3	2019-2020	2019	\$0	\$0	\$0	\$0	\$0
	4	2020-2021	2020	\$0	\$0	\$0	\$0	\$0
	5	2021-2022	2021	\$0	\$0	\$0	\$0	\$0
	6	2022-2023	2022	\$0	\$0	\$2,445,000	\$0	\$2,445,000
	7	2023-2024	2023	\$0	\$0	\$2,494,389	\$0	\$2,494,389
	8	2024-2025	2024	\$0	\$0	\$2,544,776	\$0	\$2,544,776
	9	2025-2026	2025	\$0	\$0	\$2,596,180	\$0	\$2,596,180
	10	2026-2027	2026	\$0	\$0	\$2,648,623	\$0	\$2,648,623
Total Investment made through limitation				\$0	\$0	\$12,728,968		\$12,728,968
Continue to maintain viable presence	11	2027-2028	2027			\$2,702,125		\$2,702,125
	12	2028-2029	2028			\$2,756,708		\$2,756,708
	13	2029-2030	2029			\$2,812,394		\$2,812,394
	14	2030-2031	2030			\$2,869,204		\$2,869,204
	15	2031-2032	2031			\$2,927,162		\$2,927,162
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2032-2033	2032			\$2,986,291		\$2,986,291
	17	2033-2034	2033			\$3,046,614		\$3,046,614
	18	2034-2035	2034			\$3,108,155		\$3,108,155
	19	2035-2036	2035			\$3,170,940		\$3,170,940
	20	2036-2037	2036			\$3,234,993		\$3,234,993
	21	2037-2038	2037			\$3,300,340		\$3,300,340
	22	2038-2039	2038			\$3,367,007		\$3,367,007
	23	2039-2040	2039			\$3,435,020		\$3,435,020
	24	2040-2041	2040			\$3,504,408		\$3,504,408
	25	2041-2042	2041			\$3,575,197		\$3,575,197

* 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.

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

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

Column C: 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 D: 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)

Date 10/21/2014
 Applicant Name BNB Lamesa Solar LLC
 ISD Name Lamesa Independent School District

Form 50-296A

Revised May 2014

	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Estimated Taxable Value		
				Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new 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
Deferral Period	0	2015-2016	2015	\$0	\$0	\$0	\$0	\$0	\$0
Qualifying Period Partial Yr (beginning Jan 2, 2016)	0	2016-2017	2016	\$0	\$0	\$0	\$0	\$0	\$0
Qualifying & Value Limitation Period	1	2017-2018	2017	\$0	\$0	\$130,000,000	\$130,000,000	\$130,000,000	\$20,000,000
Qualifying & Value Limitation Period	2	2018-2019	2018	\$0	\$0	\$305,500,000	\$305,500,000	\$305,500,000	\$20,000,000
Value Limitation Period	3	2019-2020	2019	\$0	\$0	\$287,170,000	\$287,170,000	\$287,170,000	\$20,000,000
	4	2020-2021	2020	\$0	\$0	\$269,939,800	\$269,939,800	\$269,939,800	\$20,000,000
	5	2021-2022	2021	\$0	\$0	\$253,743,412	\$253,743,412	\$253,743,412	\$20,000,000
	6	2022-2023	2022	\$0	\$0	\$238,518,807	\$238,518,807	\$238,518,807	\$20,000,000
	7	2023-2024	2023	\$0	\$0	\$224,207,679	\$224,207,679	\$224,207,679	\$20,000,000
	8	2024-2025	2024	\$0	\$0	\$210,755,218	\$210,755,218	\$210,755,218	\$20,000,000
	9	2025-2026	2025	\$0	\$0	\$202,325,009	\$202,325,009	\$202,325,009	\$20,000,000
	10	2026-2027	2026	\$0	\$0	\$194,232,009	\$194,232,009	\$194,232,009	\$20,000,000
Continue to maintain viable presence	11	2027-2028	2027	\$0	\$0	\$186,462,729	\$186,462,729	\$186,462,729	\$186,462,729
	12	2028-2029	2028	\$0	\$0	\$179,004,220	\$179,004,220	\$179,004,220	\$179,004,220
	13	2029-2030	2029	\$0	\$0	\$171,844,051	\$171,844,051	\$171,844,051	\$171,844,051
	14	2030-2031	2030	\$0	\$0	\$164,970,289	\$164,970,289	\$164,970,289	\$164,970,289
	15	2031-2032	2031	\$0	\$0	\$158,371,477	\$158,371,477	\$158,371,477	\$158,371,477
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2032-2033	2032	\$0	\$0	\$152,036,618	\$152,036,618	\$152,036,618	\$152,036,618
	17	2033-2034	2033	\$0	\$0	\$145,955,153	\$145,955,153	\$145,955,153	\$145,955,153
	18	2034-2035	2034	\$0	\$0	\$140,116,947	\$140,116,947	\$140,116,947	\$140,116,947
	19	2035-2036	2035	\$0	\$0	\$134,512,269	\$134,512,269	\$134,512,269	\$134,512,269
	20	2036-2037	2036	\$0	\$0	\$129,131,779	\$129,131,779	\$129,131,779	\$129,131,779
	21	2037-2038	2037	\$0	\$0	\$123,966,507	\$123,966,507	\$123,966,507	\$123,966,507
	22	2038-2039	2038	\$0	\$0	\$119,007,847	\$119,007,847	\$119,007,847	\$119,007,847
	23	2039-2040	2039	\$0	\$0	\$114,247,533	\$114,247,533	\$114,247,533	\$114,247,533
	24	2040-2041	2040	\$0	\$0	\$109,677,632	\$109,677,632	\$109,677,632	\$109,677,632
	25	2041-2042	2041	\$0	\$0	\$105,290,527	\$105,290,527	\$105,290,527	\$105,290,527

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 C: Employment Information

Date 10/21/2014
 Applicant Name BNB Lamesa Solar LLC
 ISD Name Lamesa Independent School District

Form 50-296A

Revised May 2014

				Construction		Non-Qualifying Jobs	Qualifying Jobs	
				Column A	Column B	Column C	Column D	Column E
	Year	School Year (YYYY-YYYY)	Tax Year (Actual tax year) YYYY	Number of Construction FTE's or man-hours (specify)	Average annual wage rates for construction workers	Number of non-qualifying jobs applicant estimates it will create (cumulative)	Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Average annual wage of new qualifying jobs
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2016-2017	2016	170	\$35,000	0	0	\$0
Value Limitation Period <i>The qualifying time period could overlap the value limitation period.</i>	1	2017-2018	2017	30	\$35,000	1	2	\$40,900
	2	2018-2019	2018	0	\$0	1	2	\$40,900
	3	2019-2020	2019	0	\$0	1	2	\$40,900
	4	2020-2021	2020	0	\$0	1	2	\$40,900
	5	2021-2022	2021	0	\$0	1	2	\$40,900
	6	2022-2023	2022	0	\$0	1	2	\$40,900
	7	2023-2024	2023	0	\$0	1	2	\$40,900
	8	2024-2025	2024	0	\$0	1	2	\$40,900
	9	2025-2026	2025	0	\$0	1	2	\$40,900
	10	2026-2027	2026	0	\$0	1	2	\$40,900
Years Following Value Limitation Period	11 through 25	2027-2042	2027-2041	0	\$0	1	2	\$40,900

Notes: See TAC 9.1051 for definition of non-qualifying jobs.
 Only include jobs on the project site in this school district.

- C1.** Are the cumulative number of qualifying jobs listed in Column D less than the number of qualifying jobs required by statute? (25 qualifying jobs in Subchapter B districts, 10 qualifying jobs in Subchapter C districts) ☒ Yes ☐ No
 If yes, answer the following two questions:
- C1a.** Will the applicant request a job waiver, as provided under 313.025(f-1)? ☒ Yes ☐ No
- C1b.** Will the applicant avail itself of the provision in 313.021(3)(F)? ☐ Yes ☒ No

Schedule D: Other Incentives (Estimated)

Date 10/21/2014
Applicant Name BNB Lamesa Solar LLC
ISD Name Lamesa Independent School District

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
Tax Code Chapter 311	County:					
	City:					
	Other:					
Tax Code Chapter 312	County: Dawson	2017	2017-2026	10 YR AVG= \$ 1,218,024	100% Abatement with \$500/MW PILOT	10 YR AVG= \$ 75,000
	City:N/A					
	Other: Hospital	2017	2017-2026	10 YR AVG= \$ 385,679	100% Abatement with \$152.06/MW PILOT	10 YR AVG= \$ 22,809
	Other: N/A					
Local Government Code Chapters 380/381	County: N/A					
	City: N/A					
	Other: N/A					
Freeport Exemptions						
Non-Annexation Agreements						
Enterprise Zone/Project						
Economic Development Corporation						
Texas Enterprise Fund						
Employee Recruitment						
Skills Development Fund						
Training Facility Space and Equipment						
Infrastructure Incentives						
Permitting Assistance						
Other:						
Other:						
Other:						
Other:						
TOTAL				10 YR AVG=\$1,916,705		10 YR AVG=\$97,809

Additional information on incentives for this project:

County 312 Terms: 100% abatement for 10 years beginning in 2017 with a PILOT payment of \$500/MW for every year the abatement is in effect
Hospital 312 Terms: 100% abatement for 10 years beginning in 2017 with a PILOT payment of \$152.03/MW for every year the abatement is in effect

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 **(Not Applicable)***
- b) Legal description of reinvestment zone* **(See Attached)***
- c) Order, resolution, or ordinance established the reinvestment zone* **(See Attached)***
- d) Guidelines and criteria for creating the zone* **(See Attached)***

Exhibit B

Legal Description of Reinvestment Zone

Survey

T&P RR CO

35 T5N

Section	Alternate Survey Name	Abstract #	Acres
9		896	649.04
10	BAILEY, J R	876	645.71
11		882	635.06
14	WRISTEN, J	903	644.05
15		917	644.44
16	DAVIS, H	908	644.76
22	WRISTEN, J	940	646.68
23		938	637.51
26	JONES, H	962	638.17

All of the land EAST of Highway 87 within these following sections.

Section	Alternate Survey Name	Abstract #	Acres
7		911	149.31
8	MARSHALL, J C A	885	645.61
17		930	344.90
20	DAVIS, H J	942	8.34
21		950	493.05
27		966	626.73
28	NIX, O	970	82.25

Total Acres 8,135.61

*All information based on GIS data supplied by TNRIS through the Texas General Land Office.
Acreage is approximate and based upon map as supplied which may not accurately reflect
recorded patented acreage for Survey.*

Designation of
Lamesa Solar
Reinvestment Zone

§
§
§

The Commissioners' Court
Of
Dawson County, Texas

ORDER

**Approving Motion for Designation
of the Lamesa Solar Reinvestment Zone**

The Commissioners' Court of Dawson County, Texas, meeting in regular session on the 13 day of May, 2014, considered the following resolution:

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

Motion by Commissioner Ricky Minjarez seconded by Russell Cox, that the following action be taken by the court:

1. THAT the County designates the property located in Dawson 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 Dawson 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 Dawson 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 "Lamesa Solar Reinvestment Zone."

This ORDER shall become effective as of May 13, 2014 PASSED AND APPROVED at this public hearing of the Dawson County Commissioners Court, at which a quorum was present, on the 13 day of May, 2014.

Foy O'Brien
Foy O'Brien

Date: 5-13, 2014, County Judge

Ricky Minjarez
Ricky Minjarez

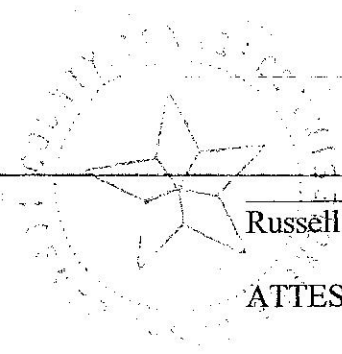
Date: 5-13, 2014, Commissioner Precinct 1

Tony Hernandez
Tony Hernandez

Date: 5-13, 2014, Commissioner Precinct 2

Nicky Goode
Nicky Goode

Date: 5-13, 2014, Commissioner Precinct 3



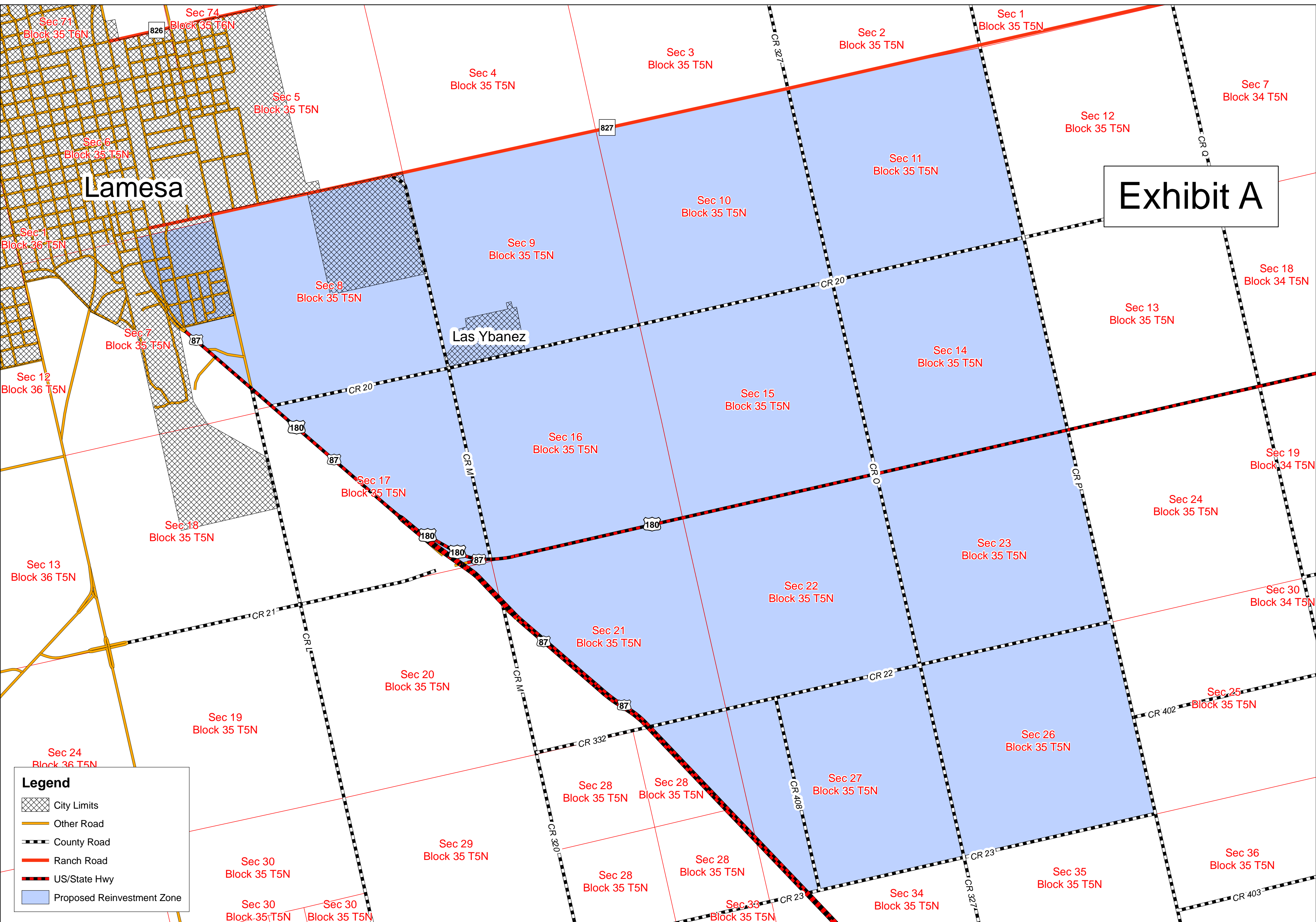
[Signature]

Date: 5-13, 2014, Commissioner Precinct 4

Russell Cox

ATTESTED: *[Signature]*
Gloria Vera

Date: 5/13, 2014, County Clerk



1 inch = 1,500 feet 1:18,000

0 0.5 1 Miles

Lamesa Solar, LLC

Dawson County Reinvestment Zone

Guidelines & Criteria For Granting Tax Abatements

Dawson County, Texas

Preamble

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

I. Abatement Application Procedure

- (a) Who may apply. Any present or potential owner of taxable real property in Dawson County may submit an application for tax abatement conforming to the requirements herein.
- (b) Eligible Property. Abatement may be granted for the following property: new expanded or modernized buildings and structures, fixed machinery and equipment; site improvements; other tangible items necessary to the operation and administration of the project or facility; and all other real and tangible personal property permitted by Chapter 312 of the Texas Tax Code. Taxes on real property may be abated only to the extent the property's value for a given year exceeds its value for the year in which the agreement is executed. Tangible personal property located on the real property at any time before the period covered by the agreement is not eligible for abatement. Tangible personal property eligible for abatement shall not include inventory or supplies.

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

- (c) Application provisions. The application shall consist of a completed Dawson County Tax Abatement Application Form, which shall contain the following:
 - (1) information showing how the project meets the requirements of the criteria outlined in Section II below;
 - (2) a map and description of the property;
 - (3) a time schedule for completing the planned improvements;
 - (4) the estimated taxable value or range of values of the project or facility; and
 - (5) basic financial information about the applicant sufficient to enable evaluation of the application's financial capacity.

- (d) Procedure for Consideration of Application. The procedure for consideration by the County of a Tax Abatement Application is as follows:

- (1) An applicant may request a Tax Abatement Application from the County Clerk.
- (2) After an applicant completes the Tax Abatement Application, the applicant must provide a copy to each member of the Dawson County Commissioners Court and the County Clerk;
- (3) The Commissioners Court shall issue a determination at any time before the expiration of forty-five (45) days from the date of receipt of the application regarding how to proceed with the application. The Commissioners Court shall choose either to deny the application, consider the application, or consider the application on an expedited basis.

- (a) *Denial of Application.* If the Commissioners Court chooses to deny the application, it shall make a finding by majority vote at a regularly scheduled meeting that, after balancing the criteria described below in Section II, it is the judgment of the Commissioners Court that the application should be denied.
- (b) *Consideration of Application.* If the County determines that the application should be further considered, the Commissioners Court must hold a public hearing to obtain public input on the application. Not later than the seventh (7th) day before the date of the hearing, notice of the hearing must be: (1) delivered in writing to the presiding officer of each taxing unit that includes in its boundaries real property that is to be included in the proposed reinvestment zone, and (2) published in a newspaper of general circulation in the County. At the hearing, the Commissioners Court evaluates the application against the criteria in Section II and decides by majority vote whether to designate the property for which the abatement is sought as a reinvestment zone. If the reinvestment zone is designated, the Commissioners Court shall pass an order to that effect. An order designating an area as a reinvestment zone is valid for five years from the date of designation. Once the area is designated as a reinvestment zone, the Commissioners Court may then arrange to consider for approval of the tax abatement agreement between the applicant and the County at its next regularly scheduled meeting. At least seven days prior to entering into a tax abatement agreement, the County must give written notice of its intent to do so to the presiding officer of each taxing unit that includes in its boundaries real property that is to be included in the proposed reinvestment zone, along with a copy of the proposed tax abatement agreement. At the regularly scheduled meeting, the Commissioners Court may finally vote by simple majority to enter into the tax abatement agreement, or to decline. An approved tax abatement agreement may be executed in the same manner as other contracts made by the County. A tax abatement agreement that is declined by the County may be amended and resubmitted to the County.
- (c) *Expedited consideration of application.* If the County determines that the application should receive expedited consideration, the Commissioners Court

may combine the steps described in the preceding paragraph into a single, regularly scheduled meeting of the Commissioners Court, provided the County meets the procedural prerequisites for each step.

-
- (e) Confidentiality. As required by Chapter 312.003 of the Texas Tax Code, information that is provided to Dawson County in connection with an application or request for tax abatement under this chapter and that describes the specific processes or business activities to be conducted or the equipment or other property to be located on the property for which tax abatement is sought is confidential and not subject to public disclosure until the tax abatement agreement is executed.
 - (f) Effect of error or variance with application procedure. Except where not allowed by state law, the County may waive application procedures or grant procedural variances as they deem appropriate.

II. Criteria for Designating a Reinvestment Zone and Evaluating Tax Abatement Agreement

- (a) Minimum requirements. To be designated a reinvestment zone, County Commissioners must find by majority vote that the designation would contribute to the retention or expansion of primary employment or would attract major investment in the zone that would be a benefit to the property and that would contribute to the economic development of the County.
- (b) Criteria. In determining whether to designate a reinvestment zone and whether to enter into a tax abatement agreement, the Commissioners Court shall consider the following factors, among others determined appropriate by the Court:
 - (1) the current value of land and existing improvements, if any;
 - (2) the type, value, and purpose of proposed improvements, if any;
 - (3) the productive life of proposed improvements, if any;
 - (4) the impact of proposed improvements and any other proposed expenditures on existing jobs;
 - (5) the number and type of new jobs, if any, to be created by proposed improvements and expenditures;
 - (6) any costs to be incurred by Dawson County, if any, to provide facilities or services directly resulting from the new improvements;
 - (7) the types and values of public improvements, if any, to be made by applicant seeking abatement;
 - (8) an estimate of the amount of ad valorem property taxes to be paid to Dawson County after expiration of the abatement agreement;
 - (9) the impact on the business opportunities of existing businesses and the attraction of new businesses to the area, if any;
 - (10) the overall compatibility with the zoning ordinances and comprehensive plan, if any, for the area; and
 - (11) whether the applicant's proposed facility or improvement or modernization is an industry which is new to Dawson County;
 - (12) the impact upon County infrastructure including roads, bridges, and the use of County Services.

III. Format for Tax Abatement Agreement

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

- (1) the kind, number and location of all proposed improvements of the property;
- (2) provisions allowing for reasonable access to the property for initial and intermittent inspection purposes by County employees or designated representatives to ensure improvements are made in compliance with the agreement;
- (3) provisions limiting the use of the property consistent with the general purpose of encouraging development or redevelopment of the area during the period of the abatement;
- (4) provisions for recapturing property tax revenue lost as a result of the agreement if the owner of the property fails to make the improvements or repairs as provided in the agreement;
- (5) each term agreed to by the recipient of the abatement;
- (6) a requirement that the abatement recipient certify its compliance with the agreement annually to each taxing unit that is party to the agreement; and
- (7) provisions allowing the County to cancel or modify the agreement if the recipient fails to comply with the agreement.

- (b) Optional Provisions. The tax abatement agreement may also contain any or all of the following items, in addition to any others deemed appropriate by the contracting parties;
- (1) the estimated taxable value or range of values for which taxes are to be abated;
 - (2) the percent of value to be abated each year;
 - (3) the commencement and termination dates of the abatement;
 - (4) the proposed use of the property;
 - (5) a time schedule, map, and property description;
 - (6) contractual obligations in the event of default or violation of terms or conditions;
 - (7) the size of investment and number of temporary and permanent jobs involved, if any;
 - (8) provisions for dispute resolution.

- (c) Duration and portion of abatement. A tax abatement agreement granted by Dawson County shall be up to but not exceeding ten (10) years in duration and up to but not exceeding 100 percent (100%) in portion of ad valorem property taxes abated. At any time before the expiration of the agreement, the parties may agree to modify the

agreement or to delete the provisions that were not necessary to the original agreement. The same procedural prerequisites for approval of the original agreement apply to modification of the agreement.

- (d) Time Limit. Such Agreement shall be executed within 30 days after the passage of the resolution approving the agreement, unless the County and the applicant agree otherwise.
-

IV. General Provisions

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

V. Sunset and Amendment of Guidelines and Criteria

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

Date: 5-15-14

Dawson County Commissioners Court

RE: Resolution declaring Dawson County eligible to participate in tax abatement

RESOLUTION ELECTING TO PARTICIPATE IN TAX ABATEMENT

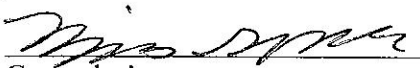
Be it resolved that the Dawson County Commissioners Court elects to become Eligible to participate in tax abatements as authorized by Chapter 312 of the Texas Tax Code.


Motion by Eric W. Miller, seconded by Russell Cox.

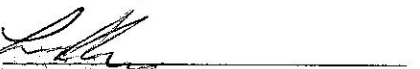
Passed and approved at a regular meeting of the Dawson County Commissioners Court, at which a quorum was present on the 15th day of May 2014.


ATTESTED

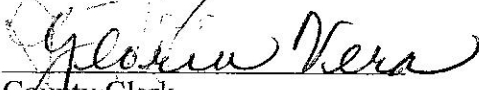

Honorable Foy O'Brien, County Judge


Commissioner


Commissioner


Commissioner


Commissioner


Gloria Vera
County Clerk

TAB 17

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

See page 8 of the application form 50-296A (Tab 1)

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

John Ramos

Print Name (Authorized School District Representative)

sign
here

Signature (Authorized School District Representative)

Superintendent

Title

Date

10/21/14

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

Jonathan Nicholas

Print Name (Authorized Company Representative (Applicant))

sign
here

Signature (Authorized Company Representative (Applicant))

Managing Member

Title

Date

October 20, 2014

GIVEN under my hand and seal of office this, the

20th day of October, 2014

Notary Public in and for the State of Texas

My Commission expires: September 10, 2015

JAY S. BALABAN
NOTARY PUBLIC
Commonwealth of Massachusetts

(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.