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TEXAS BOARD OF LEGAL SPECIALIZATION

JUSTIN DEMERATH

March 22, 2017

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

RE: Amended Application to the Fort Stockton Independent School District from
Buckthorn Solar LLC (#1063)

To the Local Government Assistance & Economic Analysis Division:

Please find enclosed the below changes to the amended application from Buckthorn Solar LLC.
The documents consist of the following changes:

- Amend the Authorized Business Representative to VP of Buckthorn Westex, LLC
- Amend Section 1 to reflect the Buckthorn Westex, LLC Texas Tax ID.
- Amend the Tab 3 Language to reflect that the Buckthorn Westex, LLC entity will be reported in the 2017 NRG Energy Franchise Tax Affiliates List
- Amend Section 9 of the Application to reflect a construction start date of January 1, 2017.
- Amend Schedule B to corrects the project Name to Identify Buckthorn Westex, LLC as the Project.
- Signature Page. Signed by VP of Buckthorn Westex, LLC. Craig Cornelius (President, Buckthorn Westex, LLC) signed the initial application but was unavailable to sign these amendments.

Letter to Local Government Assistance & Economic Analysis Division

March 22, 2017

Page 2 of 2

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

Sincerely,

A handwritten signature in black ink, appearing to read "Kevin O'Hanlon". The signature is stylized with overlapping loops and a long horizontal stroke at the end.

Kevin O'Hanlon
School District Consultant

Cc: Pecos County Appraisal District

Buckthorn Solar LLC

Fort Stockton Independent School District

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

First Name _____ Last Name _____

Title _____

Firm Name _____

Phone Number _____ Fax Number _____

Mobile Number (optional) _____ Email Address _____

4. On what date did the district determine this application complete?

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)

First Name _____ Last Name _____

Title _____ Organization _____

Street Address _____

Mailing Address _____

City _____ State _____ ZIP _____

Phone Number _____ Fax Number _____

Mobile Number (optional) _____ Business Email Address _____

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

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

First Name _____ Last Name _____

Title _____ Organization _____

Street Address _____

Mailing Address _____

City _____ State _____ ZIP _____

Phone Number _____ Fax Number _____

Mobile Number (optional) _____ Business Email Address _____

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

SECTION 2: Applicant Information (continued)

4. Authorized Company Consultant (If Applicable)

Sam	Gregson
First Name	Last Name
Senior Consultant	
Title	
Cummings Westlake LLC	
Firm Name	
713-266-4456	713-266-2333
Phone Number	Fax Number
sgregson@cwlp.net	
Business Email Address	

SECTION 3: Fees and Payments

1. Has an application fee been paid to the school district? Yes No

The total fee shall be paid at time of the application is submitted to the school district. Any fees not accompanying the original application shall be considered supplemental payments.

1a. If yes, attach in **Tab 2** proof of application fee paid to the school district.

For the purpose of questions 2 and 3, "payments to the school district" include any and all payments or transfers of things of value made to the school district or to any person or persons in any form if such payment or transfer of thing of value being provided is in recognition of, anticipation of, or consideration for the agreement for limitation on appraised value.

2. Will any "payments to the school district" that you may make in order to receive a property tax value limitation agreement result in payments that are not in compliance with Tax Code §313.027(i)? Yes No N/A

3. If "payments to the school district" will only be determined by a formula or methodology without a specific amount being specified, could such method result in "payments to the school district" that are not in compliance with Tax Code §313.027(i)? Yes No N/A

SECTION 4: Business Applicant Information

1. What is the legal name of the applicant under which this application is made? Buckthorn Westex, LLC

2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) 32056395463

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 Corporation

2. Is applicant a combined group, or comprised of members of a combined group, as defined by Tax Code §171.0001(7)? Yes No

2a. If yes, attach in **Tab 3** a copy of Texas Comptroller Franchise Tax Form No. 05-165, No. 05-166, or any other documentation from the Franchise Tax Division to demonstrate the applicant's combined group membership and contact information.

3. Is the applicant current on all tax payments due to the State of Texas? Yes No

4. Are all applicant members of the combined group current on all tax payments due to the State of Texas? Yes No N/A

5. If the answer to question 3 or 4 is no, please explain and/or disclose any history of default, delinquencies and/or any material litigation, including litigation involving the State of Texas. (If necessary, attach explanation in **Tab 3**)

Application for Appraised Value Limitation on Qualified Property

SECTION 9: Projected Timeline

- 1. Application approval by school board July 2015
2. Commencement of construction January 1, 2017
3. Beginning of qualifying time period January 1, 2016
4. First year of limitation January 1, 2018
5. Begin hiring new employees December 2017
6. Commencement of commercial operations June 2018
7. 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)? [X] Yes [] No
8. When do you anticipate the new buildings or improvements will be placed in service? January 2018

SECTION 10: The Property

- 1. Identify county or counties in which the proposed project will be located Pecos County, Texas
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Pecos County Appraisal District
3. Will this CAD be acting on behalf of another CAD to appraise this property? [] Yes [X] 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: Pecos County | 100% | 0.6999
City: N/A
Hospital District: N/A
Water District: Middle Pecos Groundwater | 100% | 0.0250
Other (describe): Midland College | 100% | 0.0255
Other (describe): N/A
5. Is the project located entirely within the ISD listed in Section 1? [X] Yes [] No
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 [X] No

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? 30,000,000.00
2. What is the amount of appraised value limitation for which you are applying? 30,000,000.00
3. Does the qualified investment meet the requirements of Tax Code §313.021(1)? [X] 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 tangible personal property to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period, 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? [X] Yes [] No

TAB 3

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

See Attached Tax Affiliates List – Buckthorn Westex, LLC was recently acquired out of bankruptcy and had not yet been incorporated in time for the 2016 report attached. Buckthorn Westex, LLC will be reported on the 2017 report for NRG Energy.

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

Amendment #2
Date: March 14, 2017

Date **3/14/2017**
Applicant Name **Buckthorn Westex., LLC**
ISD Name **FT STOCKTON ISD**

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
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	0
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2017-2018	2017	0	0	0	0	0	0
Value Limitation Period	1	2018-2019	2018	0	0	172,500,000	172,500,000	172,500,000	30,000,000
	2	2019-2020	2019	0	0	146,625,000	146,625,000	146,625,000	30,000,000
	3	2020-2021	2020	0	0	124,631,000	124,631,000	124,631,000	30,000,000
	4	2021-2022	2021	0	0	105,936,000	105,936,000	105,936,000	30,000,000
	5	2022-2023	2022	0	0	90,046,000	90,046,000	90,046,000	30,000,000
	6	2023-2024	2023	0	0	76,539,000	76,539,000	76,539,000	30,000,000
	7	2024-2025	2024	0	0	65,058,000	65,058,000	65,058,000	30,000,000
	8	2025-2026	2025	0	0	55,299,000	55,299,000	55,299,000	30,000,000
	9	2026-2027	2026	0	0	47,004,000	47,004,000	47,004,000	30,000,000
	10	2027-2028	2027	0	0	39,953,000	39,953,000	39,953,000	30,000,000
Continue to maintain viable presence	11	2028-2029	2028	0	0	34,500,000	34,500,000	34,500,000	34,500,000
	12	2029-2030	2029	0	0	34,500,000	34,500,000	34,500,000	34,500,000
	13	2030-2031	2030	0	0	34,500,000	34,500,000	34,500,000	34,500,000
	14	2031-2032	2031	0	0	34,500,000	34,500,000	34,500,000	34,500,000
	15	2032-2033	2032	0	0	34,500,000	34,500,000	34,500,000	34,500,000
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2033-2034	2033	0	0	34,500,000	34,500,000	34,500,000	34,500,000
	17	2034-2035	2034	0	0	34,500,000	34,500,000	34,500,000	34,500,000
	18	2035-2036	2035	0	0	34,500,000	34,500,000	34,500,000	34,500,000
	19	2036-2037	2036	0	0	34,500,000	34,500,000	34,500,000	34,500,000
	20	2037-2038	2037	0	0	34,500,000	34,500,000	34,500,000	34,500,000
	21	2038-2039	2038	0	0	34,500,000	34,500,000	34,500,000	34,500,000
	22	2039-2040	2039	0	0	34,500,000	34,500,000	34,500,000	34,500,000
	23	2040-2041	2040	0	0	34,500,000	34,500,000	34,500,000	34,500,000
	24	2041-2042	2041	0	0	34,500,000	34,500,000	34,500,000	34,500,000
	25	2042-2043	2042	0	0	34,500,000	34,500,000	34,500,000	34,500,000

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.

Amendment #2
Date: March 14, 2017



Application for Appraised Value Limitation on Qualified Property

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 → Ralph Traynham Superintendent
Print Name (Authorized School District Representative) Title

sign here → Ralph Traynham 3/20/17
Signature (Authorized School District Representative) Date

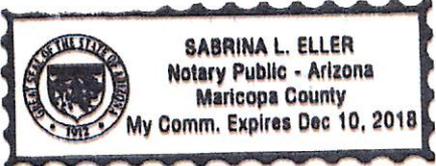
2. Authorized Company Representative (Applicant) Signature and Notarization

I am the authorized representative for the business entity for the purpose of filing this application. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code. The information contained in this application and schedules is true and correct to the best of my knowledge and belief.

I hereby certify and affirm that the business entity I represent is in good standing under the laws of the state in which the business entity was organized and that no delinquent taxes are owed to the State of Texas.

print here → Randall Hickok Vice President
Print Name (Authorized Company Representative (Applicant)) Title

sign here → Randall Hickok March 16, 2017
Signature (Authorized Company Representative (Applicant)) Date



(Notary Seal)

GIVEN under my hand and seal of office this, the

16 day of March, 2017

Sabrina L. Eller
Notary Public in and for the State of Texas Arizona

My Commission expires: Dec. 10, 2018

If you make a false statement on this application, you could be found guilty of a Class A misdemeanor or a state jail felony under Texas Penal Code Section 37.10.