

Solar Prime LLC

SPD-SolarTexas2 LLC
Robert Reichenberger
President
(303) 886-1162
robert@solar-prime.com

May 23, 2017

Mr. Ronnie Golson
Superintendent
McCamey Independent School District
111 East 11th
McCamey, TX 79752

Re: Amendment to Value Limitation Agreement #1082

Dear Mr. Golson:

This letter is to request an amendment to the Agreement for Limitation on Appraised Value of Property for School District Maintenance and Operations Taxes dated December 15, 2015, (Application#1082) by and between McCamey Independent School District and CED Upton County Solar, LLC (assignee of PV-LoneStarSolar LLC as original applicant). The amendment being requested is to amend the legal description of the land associated with the Qualified Property. This is the only change requested.

The appropriate pages from the original application have been updated to reflect the change of the legal description of the land. A signature page has been provided, executed by CED Upton County Solar, LLC.

Should you have any questions, please contact me at 303.886.1162.

Respectfully,



Robert Reichenberger

Tab 2: Proof of Payment

THIS DOCUMENT HAS A FULL WATERMARK AND VISIBLE FIBERS. THE FRONT OF THE DOCUMENT HAS A MICRO PRINT SIGNATURE LINE AND BORDER. ABSENCE OF THESE FEATURES WILL INDICATE A COPY.

BELLCO
Banking for Everyone.
1960 E. ORCHARD ROAD, SUITE 400 NORTH
GREENWOOD VILLAGE, CO 80111

OFFICIAL CHECK

No. **530693**

Date: **May 17, 2017**

64-7501
3020

Twenty-Five Thousand and 00/100***** DOLLARS

Pay to the
Order of **McCamey Independent School District**

Amount \$*******25,000.00**

CED Upton County Solar #1082
Memo

Douglas a Ferrero

⑈ 530693 ⑈ ⑆ 30 20 750 18 ⑆ 589393008 ⑈

Tab 4 Description of the Project

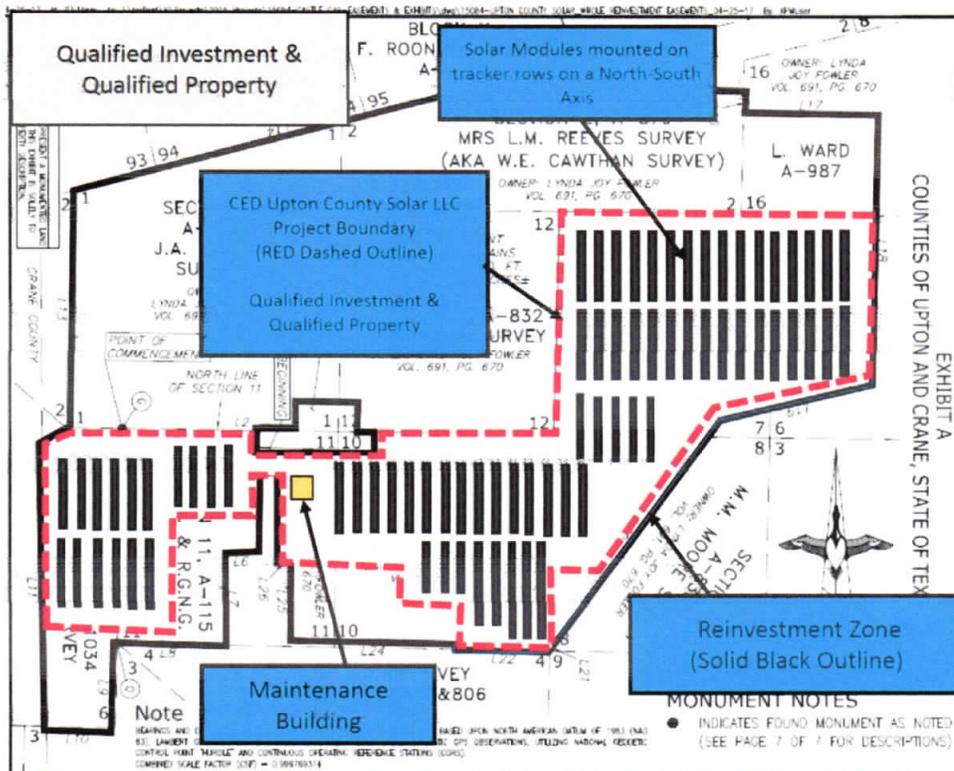
The Applicant for this project is a national solar developer with the ability to locate projects of this type in several other states in the US with strong solar characteristics. The applicant is actively developing other projects in Colorado, Illinois, Utah, and in other Texas Counties that are competing for the limited investment funds.

The anticipated generating capacity of the project is up to 120MW. The qualified investment for which the applicant is seeking an appraised value limitation shall include, but is not limited to, solar modules, mounting system, electrical collection systems, combiner boxes, inverters, project substation, meteorological equipment, operations and maintenance facility, transmission facilities, and other ancillary equipment necessary to safely operate, maintain, and transmit power to the grid.

The project will be located entirely within Upton County and McCamey Independent School District. The project design has not yet been finalized so the final location of new buildings and improvements has not been determined. The land on which the project is located will be rented from the landowner, secured by a long-term lease.

The applicant anticipates commencing construction activities in the 4th quarter of 2015 and completing construction in the 3rd quarter of 2017. Once completed, the project may operate for 25 years or longer.

Project area & panel tracker layout illustration below.



Tab 7

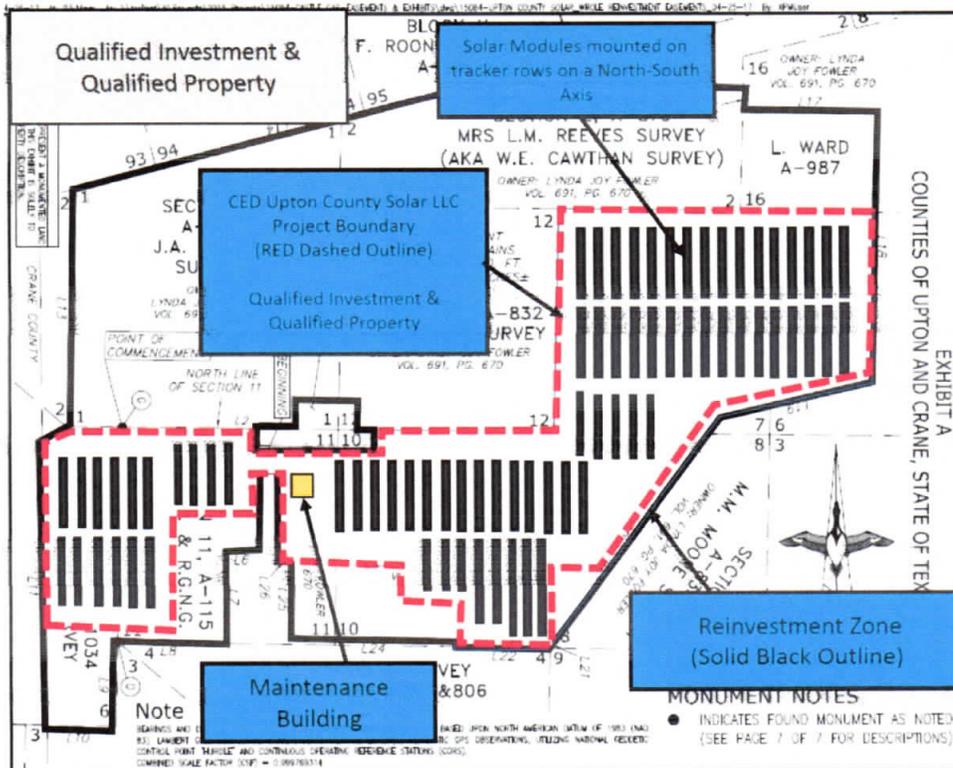
Description of Qualified Investment

The Qualified Investment is described below:

- Up to 120MW solar power generating facility containing:
 - Photovoltaic (PV) Solar Panels and DC-to-AC Inverters
 - Tracker system infrastructure.
 - Collection Substation including High Voltage Transformer, Switch Gear & Transmission equipment
 - Inverter boxes on concrete or gravel pads
 - Fencing for safety and security, Video Security System
 - Telephone System and Data Systems for communication and remote monitoring
 - Maintenance trailer
 - Meteorological equipment to measure solar irradiance & weather conditions
 - New or improved access roads and service roads.

and associated ancillary equipment necessary to safely operate, maintain, and transmit power to the ERCOT grid.

Project area & panel tracker layout illustration below.



Tab 8

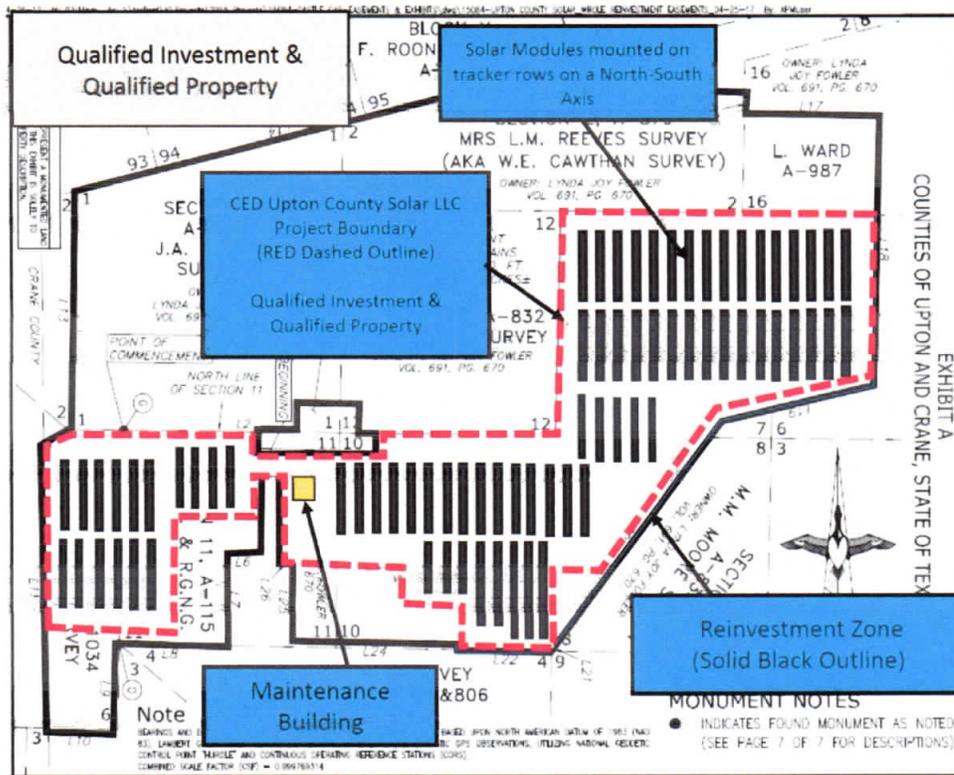
Description of Qualified Property

The Qualified Property is described below:

- Up to a 120MW solar power generating facility containing:
 - Photovoltaic (PV) Solar Panels and DC-to-AC Inverters
 - Tracker system Infrastructure.
 - Collection Substation including High Voltage Transformer, Switch Gear & Transmission equipment
 - Inverter boxes on concrete or gravel pads
 - Fencing for safety and security, Video Security System
 - Telephone System and Data Systems for communication and remote monitoring
 - Maintenance trailer
 - Meteorological equipment to measure solar irradiance & weather conditions
 - New or improved access roads and service roads.

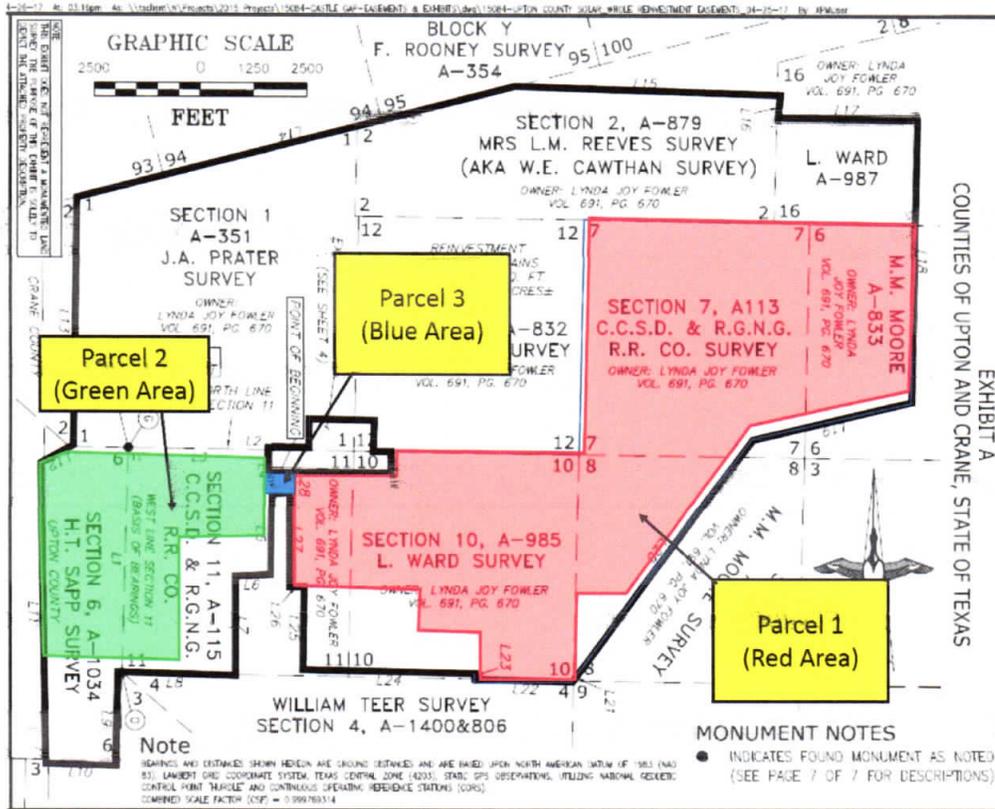
and associated ancillary equipment necessary to safely operate, maintain, and transmit power to the ERCOT grid.

Project area & panel tracker layout illustration below.



Tab 9
Description of the Land

Land area is made up of 3 parcels as defined below.



Parcel 1

BEING A PARCEL OF LAND LYING WITHIN UPTON COUNTY, TEXAS, OVER AND ACROSS PORTIONS OF SECTION 6, SURVEY ABSTRACT 833, M.M. MOORE (AKA C.C.S.D. & R.G.N.G. RR CO SURVEY), SECTION 7, SURVEY ABSTRACT 113, C.C.S.D. & R.G.N.G. RR CO SURVEY, SECTION 8, SURVEY ABSTRACT 834, M.M. MOORE SURVEY, SECTION 10, SURVEY ABSTRACT 985, L. WARD SURVEY AND SECTION 11, SURVEY ABSTRACT 115, C.C.S.D. & R.G.N.G. RR CO SURVEY AND, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT AT THE SOUTHWEST CORNER OF SECTION 95, SURVEY ABSTRACT 354, F. ROONEY SURVEY, SAID POINT ALSO BEING THE SOUTHEAST CORNER OF SECTION 94, SURVEY ABSTRACT 835, F. ROONEY SURVEY, SAID POINT ALSO BEING ON THE NORTH LINE OF SECTION 2, SURVEY ABSTRACT 879, L.M. REEVES (AKA W.E. CAWTHAN SURVEY);
 THENCE NORTH 75°32'00" EAST ALONG THE NORTH LINE OF SECTION 2 AND THE SOUTH LINE OF SECTION 95, A DISTANCE OF 2945.25 FEET;
 THENCE SOUTH 88°06'59" EAST, A DISTANCE OF 6,427.46 FEET, MORE OR LESS, TO THE EAST LINE OF SECTION 2, SURVEY ABSTRACT 879, L.M. REEVES (AKA W.E. CAWTHAN SURVEY), SAID LINE ALSO BEING THE WEST LINE OF SECTION 16, SURVEY ABSTRACT 987, L. WARD SURVEY (AKA SECTION 16, BLOCK 3 1/2, C.C.S.D. & R.G.N.G. RR CO SURVEY);
 THENCE SOUTH 01°22'14" WEST, ALONG THE EAST LINE OF SAID SECTION 2 AND THE WEST LINE OF SAID SECTION 16, A DISTANCE OF 2,933.76 FEET, MORE OR LESS, TO THE SOUTH LINE OF SAID

SECTION 16, SAID LINE ALSO BEING THE NORTH LINE OF SECTION 7, SURVEY ABSTRACT 113, C.C.S.D. & R.G.N.G. RR CO SURVEY;

THENCE SOUTH 89°12'17" EAST ALONG SAID LINE, A DISTANCE OF 830.84 FEET TO A POINT FOR A CORNER COMMON WITH SECTION 7, SURVEY ABSTRACT 113, C.C.S.D. & R.G.N.G. RR SURVEY AND SECTION 6, SURVEY ABSTRACT 833, M.M. MOORE SURVEY (AKA C.C.S.G. & R.G.N.G. RR CO, BLK 3 1/2 SURVEY), SAID POINT BEING THE **POINT OF BEGINNING**;

THENCE SOUTH 89°12'17" EAST ALONG THE NORTH LINE OF SECTION 6, SURVEY ABSTRACT 833, M.M. MOORE SURVEY (AKA C.C.S.D. & R.G.N.G. RR CO, SURVEY), SAID LINE ALSO BEING THE SOUTH LINE OF SECTION 16, ABSTRACT 987, L. WARD SURVEY (AKA SECTION 16, BLOCK 3 1/2, C.C.S.D. & R.G.N.G. RR CO SURVEY), A DISTANCE OF 2,245.04 FEET;

THENCE SOUTH 01°37'01" WEST, A DISTANCE OF 3,972.76 FEET;

THENCE SOUTH 78°10'01" WEST, A DISTANCE OF 3,717.00 FEET;

THENCE SOUTH 36°27'01" WEST, A DISTANCE OF 4,848.00 FEET;

THENCE NORTH 89°39'59" WEST, A DISTANCE OF 1,099.75 FEET TO THE WEST LINE OF SECTION 8, SURVEY ABSTRACT 834, M.M. MOORE SURVEY, SAID LINE ALSO BEING THE EAST LINE OF SECTION 10, SURVEY ABSTRACT 985, L. WARD SURVEY;

THENCE SOUTH 01°18'59" WEST ALONG SAID LINE, A DISTANCE OF 2,107.56 FEET TO A POINT FOR A CORNER COMMON WITH SECTION 8, SURVEY ABSTRACT 834, M.M. MOORE SURVEY, SECTION 9, SURVEY ABSTRACT 114, BLOCK 3 1/2, C.C.S.D. & R.G.N.G. RR CO SURVEY, SECTION 4, SURVEY ABSTRACT 1400 & 806, WILLIAM TEER SURVEY 4 AND SECTION 10, SURVEY ABSTRACT 985, L. WARD SURVEY;

THENCE NORTH 89°01'51" WEST ALONG THE SOUTH LINE OF SAID SECTION 10 AND THE NORTH LINE OF SAID SECTION 4, A DISTANCE OF 2,267.49 FEET;

THENCE NORTH 00°41'53" EAST, A DISTANCE OF 1,096.83 FEET;

THENCE NORTH 88°24'59" WEST, A DISTANCE OF 1,439.30 FEET;

THENCE NORTH 01°35'01" EAST, A DISTANCE OF 985.19 FEET;

THENCE NORTH 88°24'59" WEST, A DISTANCE OF 2,958.92 FEET;

THENCE NORTH 00°19'59" WEST, A DISTANCE OF 2,705.70 FEET;

THENCE SOUTH 88°21'59" EAST, A DISTANCE OF 2,402.70 FEET;

THENCE NORTH 01°38'01" EAST, A DISTANCE OF 504.53 FEET TO THE SOUTH LINE OF SECTION 12, SURVEY ABSTRACT 832, M.M. MOORE (AKA SECTION 12, BLOCK 3 1/2, C.C.S.D. & R.G.N.G. RR CO SURVEY), SAID LINE ALSO BEING THE NORTH LINE OF SECTION 10, SURVEY ABSTRACT 985, L. WARD SURVEY;

THENCE S89°12'17"E ALONG THE SOUTH LINE OF SAID SECTION 12 AND THE NORTH LINE OF SAID SECTION 10, A DISTANCE OF 4345.48 FEET TO THE CORNER COMMON WITH SECTION 12, SURVEY ABSTRACT 832, M.M. MOORE SURVEY (AKA SECTION 12, BLOCK 3 1/2, C.C.S.D. & R.G.N.G. RR CO SURVEY), SECTION 10, SURVEY ABSTRACT 985, L. WARD SURVEY, SECTION 8, SURVEY ABSTRACT 834, M.M. MOORE SURVEY AND SECTION 7, SURVEY ABSTRACT 113, C.C.S.D. & R.G.N.G. RR CO SURVEY;

THENCE NORTH 01°18'59" EAST, ALONG THE EAST LINE OF SAID SECTION 12, SAID LINE ALSO BEING THE WEST LINE OF SAID SECTION 7, A DISTANCE OF 5,516.93 FEET TO THE CORNER COMMON WITH SAID SECTION 7 AND SAID SECTION 12;

THENCE SOUTH 89°12'17" EAST, ALONG THE NORTH LINE OF SECTION 7, SURVEY ABSTRACT 113, C.C.S.D. & R.G.N.G. RR CO SURVEY, A DISTANCE OF 5,285.20 FEET TO THE **POINT OF BEGINNING**.

CONTAINING 70,923,282 SQUARE FEET OR 1,628.175 ACRES MORE OR LESS.

Parcel 2

A PARCEL OF LAND LYING WITHIN A PORTION OF SECTION 11, SURVEY ABSTRACT 115, C.C.S.D. & R.G.N.G. R.R. CO SURVEY AND A PORTION OF SECTION 6, SURVEY ABSTRACT 1034, H.T. SAPP SURVEY, ALL LYING WITHIN THE COUNTY OF UPTON, STATE OF TEXAS, AS CONVEYED IN THE WARRANTY DEED RECORDED JUNE 9, 2000 IN VOLUME 691 AT PAGE 670 IN THE RECORDS OF THE UPTON COUNTY CLERK, STATE OF TEXAS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 11, SAID POINT ALSO BEING THE NORTHWEST CORNER OF SECTION 4, SURVEY ABSTRACTS 1400 AND 806, WILLIAM TEER SURVEY,

BEING A FOUND 3 INCH IRON PIPE, FROM WHICH THE NORTHWEST CORNER OF SAID SECTION 11, BEING A FOUND #6 REBAR, BEARS NORTH 01°30'20" EAST, A DISTANCE OF 5,292.08 FEET;
THENCE ALONG THE SOUTH LINE OF SAID SECTION 11, SOUTH 89°01'51" EAST, A DISTANCE OF 1,315.12;
THENCE DEPARTING SAID SOUTH LINE, NORTH 00°58'09" EAST, A DISTANCE OF 500.00 FEET TO A LINE PARALLEL WITH AND DISTANT 500.00 FEET NORTHERLY FROM SAID SOUTH LINE OF SECTION 11 AND THE POINT OF BEGINNING, SAID POINT OF BEGINNING HAVING TEXAS STATE PLANE COORDINATES, CENTRAL ZONE #4203, OF: NORTHING – 10420756.44 AND EASTING – 1685029.14;
THENCE ALONG SAID PARALLEL LINE, NORTH 89°01'51" WEST, A DISTANCE OF 3,042.96 FEET;
THENCE NORTH 00°39'42" WEST, A DISTANCE OF 4,466.22 FEET;
THENCE NORTH 65°08'42" EAST, A DISTANCE OF 528.75 FEET;
THENCE SOUTH 88°37'42" EAST, A DISTANCE OF 4,505.55 FEET;
THENCE SOUTH 01°04'06" EAST, A DISTANCE OF 1,808.56 FEET;
THENCE SOUTH 90°00'00" WEST, A DISTANCE OF 2,120.75 FEET;
THENCE SOUTH 00°00'00" WEST, A DISTANCE OF 2,849.08 FEET TO THE POINT OF BEGINNING.
CONTAINS 18,266,277 SQUARE FEET OR 419.336 ACRES, MORE OR LESS.

Parcel 3

A PARCEL OF LAND LYING WITHIN A PORTION OF SECTION 11, SURVEY ABSTRACT 115, C.C.S.D. & R.G.N.G. R.R. CO SURVEY LYING WITHIN THE COUNTY OF UPTON, STATE OF TEXAS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 11, SAID POINT ALSO BEING THE NORTHWEST CORNER OF SECTION 4, SURVEY ABSTRACTS 1400 AND 806, WILLIAM TEER SURVEY, BEING A FOUND 3 INCH IRON PIPE;

THENCE ALONG THE WEST LINE OF SAID SECTION 11, NORTH 01°30'20" EAST, A DISTANCE OF 5,292.08 FEET TO THE NORTHWEST CORNER OF SAID SECTION 11, BEING A FOUND #6 REBAR;

THENCE ALONG THE NORTH LINE OF SAID SECTION 11, SOUTH 88°37'42" EAST, A DISTANCE OF 3,817.74 FEET;

THENCE DEPARTING SAID NORTH LINE, SOUTH 00°47'43" WEST, A DISTANCE OF 469.32 FEET TO THE NORTHWEST CORNER OF "CASTLE GAP SOUTH PROJECT AREA" AND THE POINT OF BEGINNING, SAID POINT OF BEGINNING HAVING TEXAS STATE PLANE COORDINATES, CENTRAL ZONE #4203, OF: NORTHING – 10423461.47 AND EASTING – 1685013.41;

THENCE ALONG THE WEST LINE OF SAID "CASTLE GAP SOUTH PROJECT AREA" SOUTH 00°19'59" EAST, A DISTANCE OF 550.00 FEET;

THENCE DEPARTING SAID WEST LINE, NORTH 88°37'42" WEST, A DISTANCE OF 525.96 FEET TO THE EAST LINE OF "CASTLE GAP SOUTH, OPTION AREA";

THENCE ALONG THE EAST LINE OF SAID "CASTLE GAP SOUTH, OPTION AREA"; NORTH 01°04'06" WEST, A DISTANCE OF 550.26 FEET;

THENCE DEPARTING SAID EAST LINE, SOUTH 88°37'42" WEST, A DISTANCE OF 533.03 FEET TO THE POINT OF BEGINNING.

Tab 10

Description of all Property Not Eligible to Become Qualified Property

Not applicable

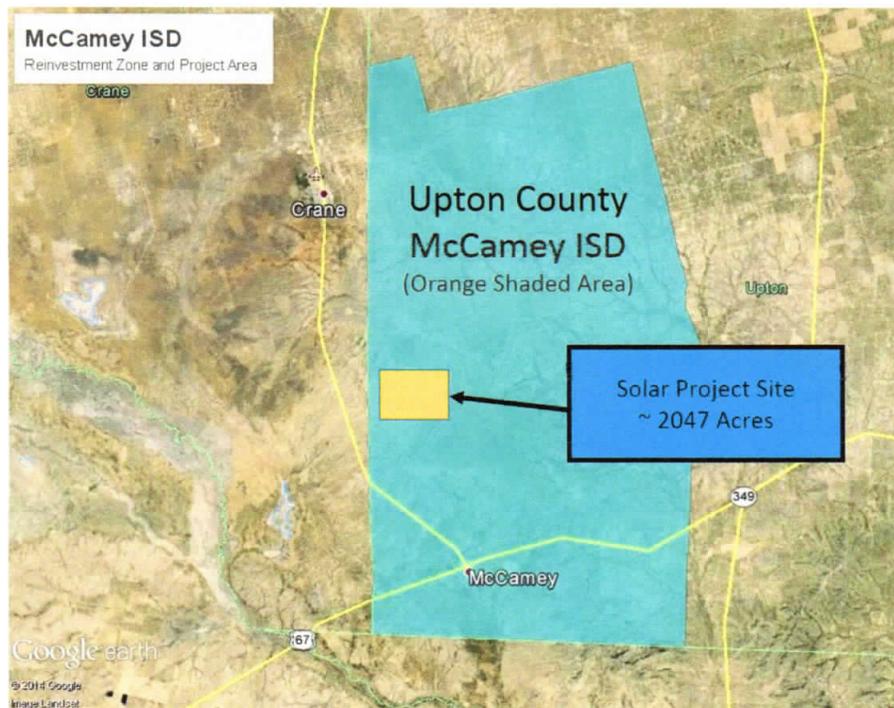
There are no buildings or improvements on the property

Tab 11

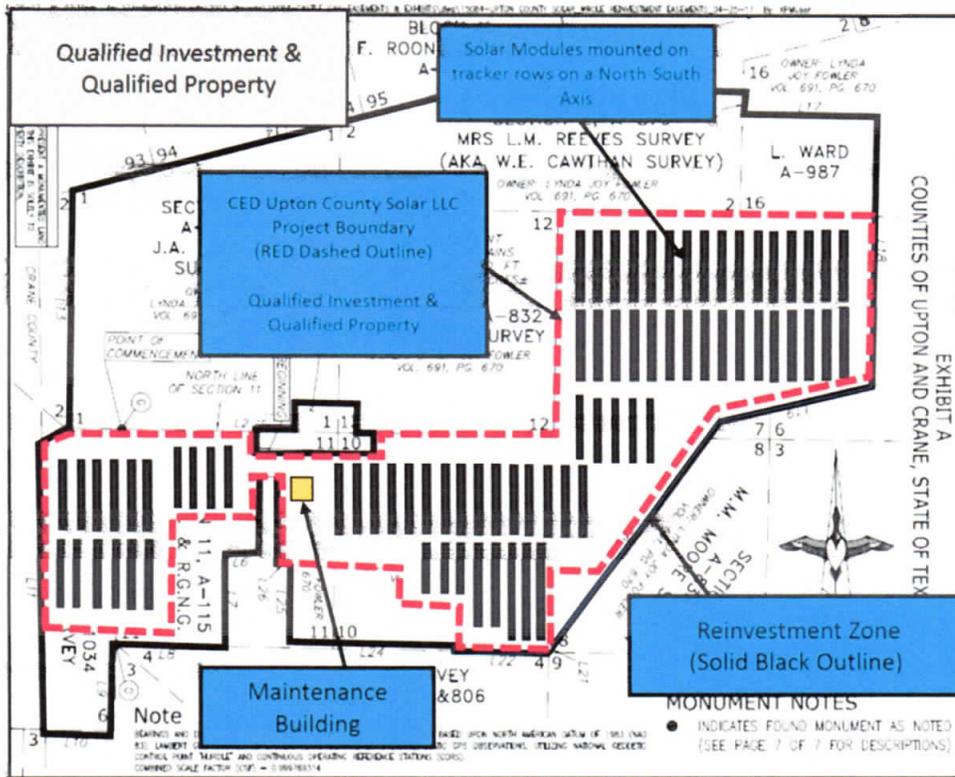
Maps that clearly show:

- a) **Project vicinity** (See Below)
- b) Qualified investment including 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** (See Below)
- c) Qualified property including location of new buildings or new improvements (See Below)
- d) **Existing property** (There is no existing property on the site)
- e) Land location within vicinity map (See Below)
- f) Reinvestment or Enterprise Zone within vicinity map, showing the actual or proposed boundaries and size (See Below)

Vicinity Map: Solar Project is located 100% in Upton County and 100% in McCamey ISD



Location of the Qualified Investment & New Buildings and New Improvements (Solar Facility) shown below.



Tab 16

Description of Reinvestment or Enterprise Zone, including:

- a) evidence that the area qualifies as a enterprise zone as defined by the Governor's Office
- b) legal description of reinvestment zone*
- c) order, resolution or ordinance establishing the reinvestment zone*
- d) guidelines and criteria for creating the zone*

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

Reinvestment Zone Legal Description

A PARCEL OF LAND BEING A PORTION OF SECTION 6, SURVEY ABSTRACT 1034, H.T. SAPP SURVEY, SECTION 11, SURVEY ABSTRACT 115, C.C.S.D. & R.G.N.G. R.R. CO. SURVEY, SECTION 10, SURVEY ABSTRACT 985, L. WARD SURVEY, SECTION 12, SURVEY ABSTRACT 832, M.M. MOORE SURVEY, SECTION 1, SURVEY ABSTRACT 351, J.A. PRATER SURVEY, SECTION 2, SURVEY ABSTRACT 1551, J.A. PRATER SURVEY, SECTION 2, SURVEY ABSTRACT 879, MRS. L.M. REEVES SURVEY, AKA W.E. CAWTHAN SURVEY, SECTION 16, SURVEY ABSTRACT 987, L. WARD SURVEY, SECTION 6, SURVEY ABSTRACT 833, M.M. MOORE SURVEY, SECTION 7, SURVEY ABSTRACT 113, C.C.S.D. & R.G.N.G. R.R. CO. SURVEY AND SECTION 8, SURVEY ABSTRACT 834, M.M. MOORE SURVEY, LYING WITHIN THE COUNTIES OF UPTON AND CRANE, STATE OF TEXAS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

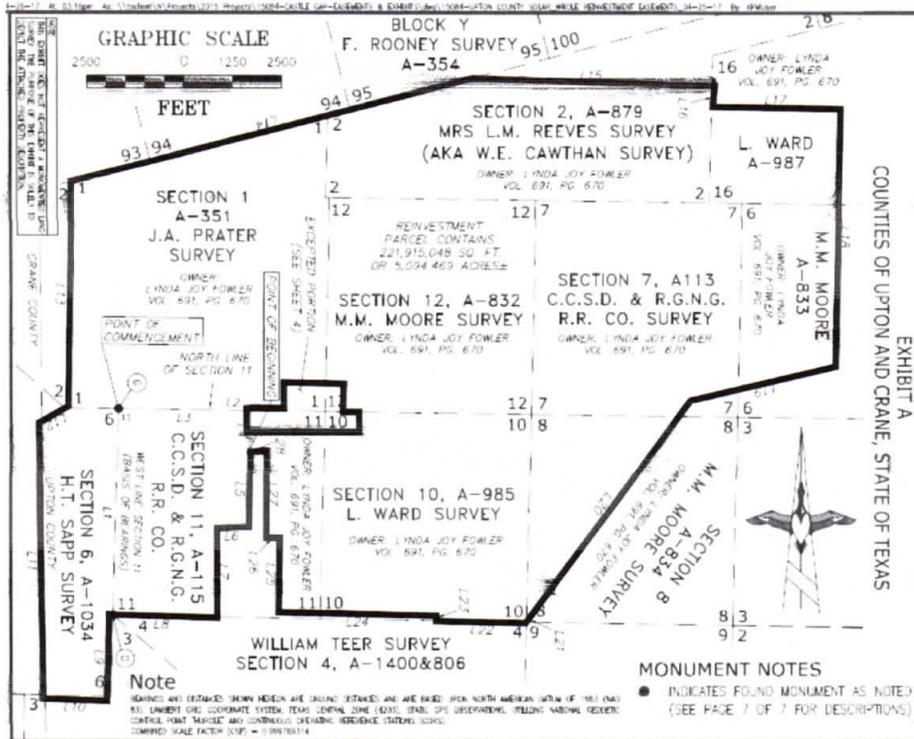
COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 11, SURVEY ABSTRACT 115, C.C.S.D. & R.G.N.G. R.R. CO. SURVEY, SAID POINT ALSO BEING THE NORTHEAST CORNER OF SECTION 6, SURVEY ABSTRACT 1034, H. T. SAPP SURVEY, BEING A FOUND #6 REBAR, FROM WHICH THE SOUTHWEST CORNER OF SAID SECTION 11 BEARS, SOUTH 01°30'20" WEST, A DISTANCE OF 5292.08 FEET, BEING A FOUND 3 INCH IRON PIPE;
THENCE ALONG THE NORTH LINE OF SAID SECTION 11, SOUTH 89°12'17" EAST, A DISTANCE OF 3361.20 FEET;
THENCE DEPARTING SAID NORTH LINE, SOUTH 00°47'43" WEST, A DISTANCE OF 1012.70 FEET TO THE **POINT OF BEGINNING**;
THENCE SOUTH 01°00'32" WEST, A DISTANCE OF 1982.16 FEET;
THENCE NORTH 88°59'26" WEST, A DISTANCE OF 796.44 FEET;
THENCE SOUTH 01°00'36" WEST, A DISTANCE OF 2307.75 FEET TO THE SOUTH LINE OF SAID SECTION 11;
THENCE ALONG SAID SOUTH LINE AND THE WESTERLY PROLONGATION THEREOF, NORTH 89°01'51" WEST, A DISTANCE OF 2738.04 FEET;
THENCE SOUTH 01°00'53" WEST, A DISTANCE OF 2172.95 FEET;
THENCE NORTH 88°59'03" WEST, A DISTANCE OF 1645.30 FEET;
THENCE NORTH 00°49'54" EAST, A DISTANCE OF 7101.11 FEET;
THENCE NORTH 64°04'42" EAST, A DISTANCE OF 793.39 FEET;
THENCE NORTH 01°00'59" EAST, A DISTANCE OF 5848.46 FEET TO THE NORTHERLY LINE OF SAID SECTION 2, J.A. PRATER, SECTION 1, J.A. PRATER AND SECTION 2, MRS. L.M. REEVES;
THENCE ALONG SAID NORTHERLY LINE, NORTH 75°32'00" EAST, A DISTANCE OF 10536.93 FEET;
THENCE DEPARTING SAID NORTHERLY LINE, SOUTH 88°06'59" EAST, A DISTANCE OF 6306.58 FEET;
THENCE SOUTH 01°22'14" WEST, A DISTANCE OF 481.52 FEET;
THENCE SOUTH 88°40'47" EAST, A DISTANCE OF 3200.26 FEET;
THENCE SOUTH 01°02'17" WEST, A DISTANCE OF 6635.79 FEET;
THENCE SOUTH 76°38'18" WEST, A DISTANCE OF 3787.38 FEET;
THENCE SOUTH 36°52'44" WEST, A DISTANCE OF 6921.33 FEET;
THENCE SOUTH 01°20'11" WEST, A DISTANCE OF 156.92 FEET TO THE SOUTHERLY LINE OF SAID SECTIONS 8 AND 10;
THENCE ALONG SAID SOUTHERLY LINE, NORTH 89°01'51", WEST, A DISTANCE OF 2367.31 FEET;
THENCE DEPARTING SAID SOUTHERLY LINE, NORTH 00°41'53" EAST, A DISTANCE OF 145.15 FEET;
THENCE NORTH 88°59'52" WEST, A DISTANCE OF 4033.09 FEET;
THENCE NORTH 01°00'27" EAST, A DISTANCE OF 1928.31 FEET;
THENCE NORTH 88°24'59" WEST, A DISTANCE OF 359.02 FEET;
THENCE NORTH 00°19'59" WEST, A DISTANCE OF 2205.45 FEET;
THENCE NORTH 88°21'59" WEST, A DISTANCE OF 417.39 FEET TO THE **POINT OF BEGINNING**.

EXCEPT AND LESS THE FOLLOWING DESCRIBED PARCEL:

A PARCEL OF LAND BEING A PORTION OF SECTION 11, SURVEY ABSTRACT 115, C.C.S.D. & R.G.N.G. R.R. CO. SURVEY, SECTION 10, SURVEY ABSTRACT 985, L. WARD SURVEY, SECTION 12, SURVEY ABSTRACT 832, M.M. MOORE SURVEY AND SECTION 1, SURVEY ABSTRACT 351, J.A. PRATER SURVEY, LYING WITHIN THE COUNTY OF UPTON, STATE OF TEXAS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 11, SURVEY ABSTRACT 115, C.C.S.D. & R.G.N.G. R.R. CO. SURVEY, SAID POINT ALSO BEING THE NORTHEAST CORNER OF SECTION 6, SURVEY ABSTRACT 1034, H. T. SAPP SURVEY, BEING A FOUND #6 REBAR, FROM WHICH THE SOUTHWEST CORNER OF SAID SECTION 11 BEARS, SOUTH 01°30'20" WEST, A DISTANCE OF 5292.08 FEET, BEING A FOUND 3 INCH IRON PIPE;
 THENCE ALONG THE NORTH LINE OF SAID SECTION 11, SOUTH 89°12'17" EAST, A DISTANCE OF 3364.97 FEET TO THE **POINT OF BEGINNING**;
 THENCE NORTH 01°00'32" EAST, A DISTANCE OF 145.48 FEET;
 THENCE SOUTH 88°59'31" EAST, A DISTANCE OF 867.01 FEET;
 THENCE NORTH 01°00'26" EAST, A DISTANCE OF 605.05 FEET;
 THENCE SOUTH 88°59'35" EAST, A DISTANCE OF 1497.73 FEET;
 THENCE SOUTH 00°00'00" WEST, A DISTANCE OF 741.84 FEET TO THE SOUTH LINE OF SAID SECTION, SAID LINE ALSO BEING THE NORTH LINE OF SAID SECTION 10;
 THENCE ALONG SAID SOUTH LINE, SOUTH 89°12'17" EAST, A DISTANCE OF 457.78 FEET;
 THENCE DEPARTING SAID SOUTH LINE, SOUTH 01°24'24" WEST, A DISTANCE OF 454.14 FEET;
 THENCE NORTH 88°21'59" WEST, A DISTANCE OF 2832.58 FEET;
 THENCE NORTH 01°00'32" EAST, A DISTANCE OF 412.67 FEET TO THE NORTH LINE OF SAID SECTION 11 AND THE **POINT OF BEGINNING**.

REINVESTMENT PARCEL CONTAINS 221,915,048 SQUARE FEET OR 5,094.469 ACRES MORE OR LESS.



Original Resolution Creating Reinvestment Zone

**AN ORDER OF THE COMMISSIONERS COURT OF UPTON COUNTY, TEXAS,
DESIGNATING CERTAIN REAL PROPERTY WITHIN UPTON COUNTY AS A
REINVESTMENT ZONE UNDER CHAPTER 312 OF THE
TEXAS TAX CODE**

WHEREAS in conformity with Chapter 312 of the *Texas Tax Code* and Upton County, Texas' *Tax Abatement Guidelines* and Criteria which were adopted on January 26, 2015 (hereinafter "the Guidelines"), the Commissioners Court of Upton County conducted a public hearing at 9:00 a.m. on February 23, 2015, regarding the designation of the real property within Upton County identified in Exhibit A attached (hereinafter "the Property") as a reinvestment zone under the said chapter at the request of SPD-Solar Texds2 LLC" (hereinafter "Applicant"); and

WHEREAS Applicant has filed an application with the Commissioners Court of Upton County, Texas proposing certain improvements (hereinafter the "Improvements") to be located on the Property and requesting abatement of property taxes with respect to such Improvements; and

WHEREAS Chapter 312 and the Guidelines require that certain findings of fact be entered in order to designate a reinvestment zone.

NOW, THEREFORE, the Commissioners Court of Upton County, Texas finds as follows with regard to the Property:

- a) That the Applicant has met his burden and demonstrated to this body that the designation of the Property as a reinvestment zone is reasonable likely to contribute to the retention or expansion of primary employment or to attract major investment in the zone that would be a benefit to the Property and that would contribute to the economic development of Upton County; and
- b) That the Improvements sought are feasible and practical; and
- c) That the improvements sought will be a benefit to the Property and to Upton County after the expiration of an agreement entered into under V.T.C.A. Tax Code, Section 312.204; and

- d) That, not later than the seventh day before the date of said hearing, notice of the hearing was (1) published in the McCamey News, a newspaper having a general circulation in Upton County, Texas, and (2) delivered in writing to the presiding officers of the McCamey Independent School District, McCamey Hospital District, Upton County ESD #2, and Upton County Water District, said taxing entities being the only other taxing units that includes the Property in its boundaries; and
- e) That notice of said public hearing and the meeting at which this order was adopted was open to the public and was preceded by proper notice as required by Chapter 551 of the Texas Government Code (the Open Meetings Act); and
- f) That the Property is not in the taxing jurisdiction of any municipality.

WHEREAS the Commissioners Court of Upton County has made the findings of fact Necessary to designate the Property as a reinvestment zone; and

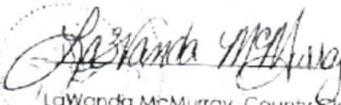
WHEREAS the Commissioners Court of Upton County believes such designation to be advantageous to the inhabitants of Upton County;

It is therefore ORDERED by the Commissioners Court of Upton County that the Property identified above within Upton County is hereby designated as a reinvestment zone under Chapter 312 of the Texas Tax Code and, in accordance with TEXAS TAX CODE 312.213 such designation shall be effective for a period of *twenty five 25* years from the date of this order and may be renewed as provided by applicable law.

PASSED AND APPROVED on this the *24th* day of *February* 2015


Bill Eyer, County Judge
Upton County, Texas

I, the undersigned, LaWanda McMurray, County Clerk of Upton County, Texas, do hereby certify that the above is a true and correct copy of a resolution duly adopted by the County of Upton, at a regular meeting duly convened on February 24 2015.


LaWanda McMurray, County Clerk

February 24, 2015
Date

EXHIBIT "A"

LEGAL DESCRIPTION

Land Boundaries & Reinvestment Zone Boundaries, Located totally in Upton County Texas.

Beginning at the point of the perimeter of the area designated as the reinvestment zone and at the Northwestern corner of Section 2 (Abstract 879) at a point at Lat 31.27156, Lon -102.2859,
Thence: N 75°E for a distance of 1655 feet to a point at Lat 31.27282, Lon -102.28077,
Thence: Directly East for a distance of 11,500 feet to a point at Lat 31.27264, Lon -102.24403,
Thence: Directly South for a distance of 6628 feet to a point at Lat 31.25440, Lon -102.24405,
Thence: S 75°W for a distance of 3787 feet to a point at Lat 31.25182, Lon -102.25579,
Thence: S 35°W for a distance of 6958 feet to a point at Lat 31.23637, Lon -102.26880,
Thence: Directly West for a distance of 6412 feet to a point at Lat 31.23637, Lon -102.28925,
Thence: Directly North for a distance of 4675 feet to a point at Lat 31.24919, Lon -102.28925,
Thence: Directly East for a distance of 2057 feet to a point at Lat 31.24919, Lon -102.28273,
Thence: Directly North for a distance of 1257 feet to a point at Lat 31.25260, Lon -102.28273,
Thence: Directly West for a distance of 3392 feet to a point at Lat 31.25260, Lon -102.29358,
Thence: Directly North for a distance of 6240 feet to a point at Lat 31.2697, Lon -102.293608,
Thence: N 75°E for a distance of 2535 feet to the starting point at Lat 31.27156, Lon -102.2859.

ReInvestment Zone Revision (May 2017)

AN ORDER OF THE COMMISSIONERS COURT OF UPTON COUNTY, TEXAS,
AMENDING AN EXISTING REINVESTMENT ZONE
WITHIN UPTON COUNTY UNDER CHAPTER 312 OF THE TEXAS TAX CODE

WHEREAS by Order dated February 24, 2015, the Commissioners Court of Upton County designated certain property (the "Property") within Upton County, Texas as a reinvestment zone under Chapter 312 of the Texas Tax Code (the "Original Order").

WHEREAS in conformity with Chapter 312 of the Texas Tax Code and Upton County, Texas' Tax Abatement Guidelines and Criteria (the "Guidelines"), the Commissioners Court of Upton County conducted a public hearing at 9:00AM, on May 8, 2017, regarding the proposed revision of the boundaries of the reinvestment zone established by the Original Order, at the request of SPD-SolarTexas2 LLC the ("Applicant").

WHEREAS the Commissioners Court of Upton County believes such expansion of the reinvestment zone established by the Original Order to be advantageous to the inhabitants of Upton County.

NOW, THEREFORE, the Commissioners Court of Upton County, Texas finds as follows:

- a) That the Applicant has met its burden and demonstrated to this body that the expansion of the reinvestment zone is reasonable and likely to further contribute to the retention or expansion of primary employment or to attract major investment in the zone that would be a benefit to the Property (as expanded) and that would contribute to the economic development of Upton County; and
- b) That the improvements to be located on the expanded Property are feasible and practical; and
- c) That such improvements will be a benefit to the expanded Property and to Upton County after expiration of an agreement entered into under V.T.C.A. Tax Code, Section 312.204; and
- d) That, not later than the seventh day before the date of said hearing, notice of the hearing was (1) published in the McCamey News, a newspaper having a general circulation in Upton County, Texas, and (2) delivered in writing to the presiding officers of the McCamey Independent School District, McCamey Hospital District, Upton County ESD#2, and Upton County Water District, said taxing entities being the only other taxing units that includes the Property (as expanded) in its boundaries; and
- e) That notice of said public hearing and the meeting at which this order was adopted was open to the public and was preceded by proper notice as required by Chapter 551 of the Texas Government Code (the Open Meetings Act); and

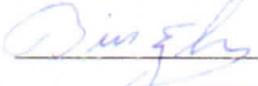
f) That the expanded Property is not in the taxing jurisdiction of any municipality.

WHEREAS the Commissioners Court of Upton County has made the finding of fact necessary to expand the reinvestment zone to include the expanded Property.

WHEREAS the Commissioners Court of Upton County believes such expansion to be advantageous to the inhabitants of Upton County.

It is therefore ORDERED by the Commissioners Court of Upton County that the "Property" as defined in the Original Order shall be expanded and revised as set forth in Exhibit A hereto, and that the Original Order otherwise remains in full force and effect.

PASSED AND APPROVED on this 5th day of May, 2017



Bill Eyer, County Judge

I, the undersigned Kalanka McMurphy, County Clerk of Upton County, Texas, do hereby certify that the above is a true and correct copy at a resolution duly adopted by the county of Upton, at a regular meeting duly convened on May 8, 2017



5-8-2017
Date

Upton, County Clerk

EXHIBIT A

LEGAL DESCRIPTION OF REINVESTMENT ZONE

A PARCEL OF LAND BEING A PORTION OF SECTION 8, SURVEY ABSTRACT 1034, H.T. SAPP SURVEY, SECTION 11, SURVEY ABSTRACT 116, C.O.S.D. & R.G.N.G. R.R. CO. SURVEY, SECTION 10, SURVEY ABSTRACT 985, L. WARD SURVEY, SECTION 17, SURVEY ABSTRACT 832, M.M. MOORE SURVEY, SECTION 1, SURVEY ABSTRACT 351, J.A. PRATER SURVEY, SECTION 2, SURVEY ABSTRACT 751, J.A. PRATER SURVEY, SECTION 2, SURVEY ABSTRACT 879, MRS. L.M. REEVES SURVEY, AKA W.E. CAATHAN SURVEY, SECTION 10, SURVEY ABSTRACT 987, L. WARD SURVEY, SECTION 6, SURVEY ABSTRACT 833, M.M. MOORE SURVEY, SECTION 7, SURVEY ABSTRACT 113, C.O.S.D. & R.G.N.G. R.R. CO. SURVEY AND SECTION 9, SURVEY ABSTRACT 834, M.M. MOORE SURVEY, LYING WITHIN THE COUNTIES OF UPTON AND CRANE, STATE OF TEXAS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 11, SURVEY ABSTRACT 116, C.O.S.D. & R.G.N.G. R.R. CO. SURVEY, SAID POINT ALSO BEING THE NORTHEAST CORNER OF SECTION 8, SURVEY ABSTRACT 1034, H.T. SAPP SURVEY, BEING A ROUND #6 REBAR, FROM WHICH THE SOUTHWEST CORNER OF SAID SECTION 11 BEARS SOUTH 01°30'20" WEST, A DISTANCE OF 6292.06 FEET, BEING A ROUND 3 INCH IRON PIPE, THENCE ALONG THE NORTH LINE OF SAID SECTION 11, SOUTH 89°12'17" EAST, A DISTANCE OF 3381.20 FEET, THENCE DEPARTING SAID NORTH LINE, SOUTH 00°47'43" WEST, A DISTANCE OF 1012.79 FEET TO THE POINT OF BEGINNING, THENCE SOUTH 01°00'32" WEST, A DISTANCE OF 1092.18 FEET, THENCE NORTH 89°59'20" WEST, A DISTANCE OF 736.44 FEET, THENCE SOUTH 01°00'36" WEST, A DISTANCE OF 2307.75 FEET TO THE SOUTH LINE OF SAID SECTION 11, THENCE ALONG SAID SOUTH LINE AND THE WESTERLY PROLONGATION THEREOF, NORTH 89°01'51" WEST, A DISTANCE OF 2738.04 FEET, THENCE SOUTH 01°00'53" WEST, A DISTANCE OF 2172.95 FEET, THENCE NORTH 88°58'03" WEST, A DISTANCE OF 1645.30 FEET, THENCE NORTH 00°49'54" EAST, A DISTANCE OF 7101.11 FEET, THENCE NORTH 84°04'42" EAST, A DISTANCE OF 760.38 FEET, THENCE NORTH 01°00'59" EAST, A DISTANCE OF 5848.46 FEET TO THE NORTHERLY LINE OF SAID SECTION 2, J.A. PRATER, SECTION 1, J.A. PRATER AND SECTION 9, MRS. L.M. REEVES, THENCE ALONG SAID NORTHERLY LINE, NORTH 75°32'00" EAST, A DISTANCE OF 10036.03 FEET, THENCE DEPARTING SAID NORTHERLY LINE, SOUTH 88°06'59" EAST, A DISTANCE OF 8308.58 FEET, THENCE SOUTH 01°22'14" WEST, A DISTANCE OF 481.52 FEET, THENCE SOUTH 88°40'47" EAST, A DISTANCE OF 3200.28 FEET, THENCE SOUTH 01°02'17" WEST, A DISTANCE OF 3636.79 FEET, THENCE SOUTH 75°38'18" WEST, A DISTANCE OF 3787.38 FEET, THENCE SOUTH 36°52'44" WEST, A DISTANCE OF 8921.33 FEET, THENCE SOUTH 01°20'11" WEST, A DISTANCE OF 158.92 FEET TO THE SOUTHERLY LINE OF SAID SECTIONS 8 AND 10, THENCE ALONG SAID SOUTHERLY LINE, NORTH 88°01'51" WEST, A DISTANCE OF 2367.81 FEET, THENCE DEPARTING SAID SOUTHERLY LINE, NORTH 00°41'53" EAST, A DISTANCE OF 145.15 FEET, THENCE NORTH 89°50'52" WEST, A DISTANCE OF 4033.09 FEET, THENCE NORTH 01°00'27" EAST, A DISTANCE OF 1929.31 FEET, THENCE NORTH 88°24'59" WEST, A DISTANCE OF 359.02 FEET, THENCE NORTH 00°19'59" WEST, A DISTANCE OF 2205.45 FEET, THENCE NORTH 88°21'59" WEST, A DISTANCE OF 417.39 FEET TO THE POINT OF BEGINNING.

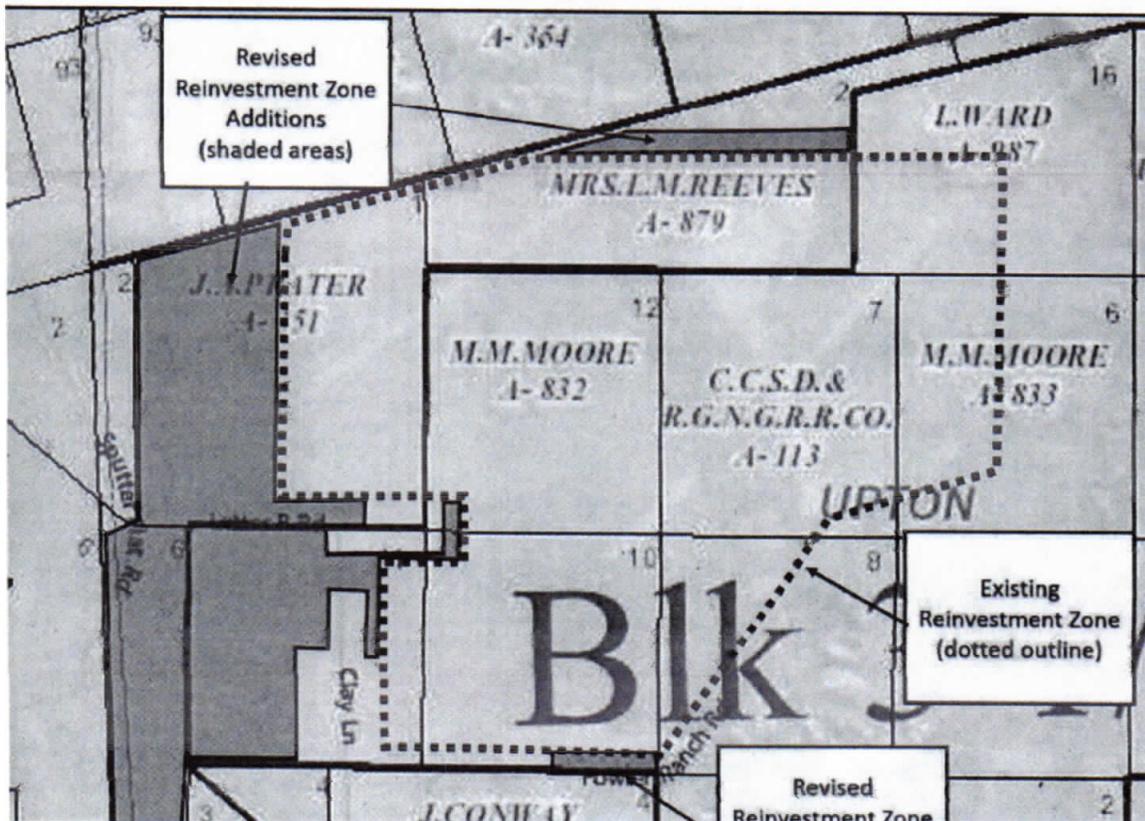
Newspaper Notice (posted greater than 7 days prior to hearing)

Notice of Public Hearing

Pursuant to Section 312.401 of the Texas Tax Code, the Upton County Commissioners' Court will conduct a public hearing at its May 8, 2017 meeting at 9:00AM at the Upton County Courthouse regarding the request by SPD-SolarTexas2 LLC to designate the following real property in Upton County Texas as a reinvestment zone for the purpose of granting tax abatements for a solar project. This is a revision of an existing reinvestment zone. All interested persons may appear and present testimony regarding the designation of the Reinvestment Zone. Following the hearing, the Commissioners Court will consider the request.

SPD-SolarTexas2 LLC Reinvestment Zone

Section	Abstract Label	Block	Survey
2	879	n/a	WE Cawthan
12	832	3 1/2	CCSD&RGNG RR CO
11	115	3 1/2	CCSD&RGNG RR CO
6	1034		HT Sapp
1	351	n/a	JA Prater
10	985	3 1/2	L.Ward



Tab 17

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



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 Ronnie Golsen Superintendent
Print Name (Authorized School District Representative) Title
sign here [Signature] 5.30.17
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 James J. Dixon Senior Vice President and Chief Operating Officer
Print Name (Authorized Company Representative (Applicant)) Title
sign here [Signature] May 22, 2017
Signature (Authorized Company Representative (Applicant)) Date



PAUL FARRELL MAPELLI
Notary Public, State of New York
No. 02MA4967056
Qualified in Rockland County
Commission Expires May 21, 2018

(Notary Seal)

GIVEN under my hand and seal of office this, the
22nd day of May 2017
Paul Farrell Mapelli
Notary Public in and for the State of Texas New York
My Commission expires: May 21, 2018

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