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TEXAS BOARD OF LEGAL SPECIALIZATION

JUSTIN DEMERATH

August 19, 2015

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

RE: Application to the Priddy Independent School District from Priddy Wind Energy LLC

(First Qualifying Year 2016; First Year of Value Limitation 2017)

To the Local Government Assistance & Economic Analysis Division:

By copy of this letter transmitting the application for review to the Comptroller's Office, the Priddy Independent School District is notifying Priddy Wind Energy LLC of its intent to consider the application for appraised value limitation on qualified property should a positive certificate be issued by the Comptroller. The company has provided the schedules in both electronic format and paper copies. The electronic copy is identical to the hard copy that will be hand delivered. The Applicant has requested that the value limitation begin in the first full tax year after commercial operations, i.e., 2017.

The Applicant submitted the Application to the school district on August 11, 2015. The Board voted to accept the application on August 11, 2015. The application has been determined complete as of August 16, 2015. Please prepare the economic impact report.

REQUEST FOR CONFIDENTIALITY

The Applicant has requested that the following portion of the Application be kept confidential:

- A portion of Tab 4, Project Description and Tab 5, 313 as a determining factor
- Tab 9 (the location of the land upon which the project will be built);and

- Tab 11 (the maps of the proposed project layout and location).

In accordance with 34 TAC 9.1053, the information that is the subject of this request is segregated from the materials submitted contemporaneously with this application, that is, the proprietary commercial information regarding the competitive siting decisions for the possible project and proprietary information regarding the proposed layout of the project. The confidential materials are being submitted separately to protect against unintended disclosure. The description of the investment timeline and the maps depicting the planned location of the project display proprietary commercial information regarding the specific location of the possible project and the nature of the business that will be conducted at the site. The materials are protected by the trade secret exception set forth in Texas Government Code §552.110. The determination of whether specific material is protected as a trade secret is a question of fact. While not defined in the statute, Texas has long recognized the definition of trade secrets set forth in the Restatement of Torts. See, *Hyde v. Huffings*, 314 S.W. 2d 763, 776 (Tex. 1957), cert denied, 358 U.S. 898 (1958). The Texas Attorney General's office has consistently applied the Restatement of Torts in determining whether information submitted to Texas governmental agencies is exempt from disclosure in response to Open Records requests under the "trade secret" doctrine. See e.g., Open Records Decision No. 652, pp. 3-5 (1997); See also, OR2002-2871 (May 28, 2002). The Restatement of Torts lists six factors to be utilized in determining whether material is, in fact a trade secret. These factors will be discussed below.

1. Extent to which information is known outside of CORE SOLAR;
2. Extent to which information is known by employees.
3. Security Measures.
4. Value of Information.
5. Effort Expended.
6. Ease of Duplication.

CORE SOLAR maintains security on the internal item specifications from which plans for site development are written, performance statistics, and other data from which the layout and location has been developed. This type of information is held to be a trade secret by CORE SOLAR. In fact, the maintenance of confidentiality of this type of information is the industry standard among all of the companies engaged in this industry.

Project confidentiality is maintained inside the company and with the consultants engaged to prepare the application. CORE SOLAR requires confidentiality of all employees and contractual confidentiality provisions with its consultants. CORE SOLAR uses proprietary methods for the development of layout and locating decisions. CORE SOLAR feels that secure information cannot be duplicated without access to its proprietary processes. The release of any information regarding these proprietary processes would give competitors of CORE SOLAR an unfair competitive position.

This Section of the Texas Government Code provides that information is excepted from disclosure if it would give advantage to a competitor. As for the same reasons stated above, maintaining the confidential status of the underlying data is critical to maintaining CORE SOLAR's competitive position in the market.

The public release of this information would reveal information which the company believes would cause the company to suffer substantial competitive harm and weaken its position in competitive siting decisions. In addition, the company views the proposed layout and location of the panels as a trade secret in which they have expended considerable resources. The public release of this information would reveal information which the company considers to be a trade secret.

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

Sincerely,

A handwritten signature in black ink, appearing to read 'Kevin O'Hanlon', with a stylized flourish at the end.

Kevin O'Hanlon
School District Consultant

Cc: Priddy County Appraisal District

Priddy Wind Energy LLC

Priddy Independent School District



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #1

Application

See attached.



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 not later than the 150th 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 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

8/10/2015

Date Application Received by District

First Name

Last Name

Title

School District Name

Street Address

Mailing Address

City

State

ZIP

Phone Number

Fax Number

Mobile Number (optional)

Email Address

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

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

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? 8/13/2015

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)

First Name _____ Last Name _____

Title _____

Firm Name _____

Phone Number _____ Fax Number _____

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? _____

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

3. List the NAICS code _____

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) _____

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:

<input type="checkbox"/> Land has no existing improvements	<input type="checkbox"/> Land has existing improvements (<i>complete Section 13</i>)
<input type="checkbox"/> Expansion of existing operation on the land (<i>complete Section 13</i>)	<input type="checkbox"/> 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, contracts or letters of intent 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 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. Is the applicant evaluating other locations not in Texas for the proposed project? Yes No
8. Has the applicant provided capital investment or return on investment information for the proposed project in comparison with other alternative investment opportunities? Yes No
9. Has the applicant provided information related to the applicant's inputs, transportation and markets for the proposed project? Yes No
10. 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

Chapter 313.026(e) states "the applicant may submit information to the Comptroller that would provide a basis for an affirmative determination under Subsection (c)(2)." 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 _____
 2. Commencement of construction _____
 3. Beginning of qualifying time period _____
 4. First year of limitation _____
 5. Begin hiring new employees _____
 6. Commencement of commercial operations _____
 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)? Yes No
- Note:** Improvements made before that time may not be considered qualified property.
8. When do you anticipate the new buildings or improvements will be placed in service? _____

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located _____
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property _____
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: _____ <small>(Name, tax rate and percent of project)</small>	City: _____ <small>(Name, tax rate and percent of project)</small>
Hospital District: _____ <small>(Name, tax rate and percent of project)</small>	Water District: _____ <small>(Name, tax rate and percent of project)</small>
Other (describe): _____ <small>(Name, tax rate and percent of project)</small>	Other (describe): _____ <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? _____
2. What is the amount of appraised value limitation for which you are applying? _____

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 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? 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?

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): \$ _____
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): \$ _____

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)?

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

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

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

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

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

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

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

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?

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

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 §313.021(3)(F)? 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

Adrienne Burden
Print Name (Authorized School District Representative)

Superintendent
Title

sign
here

[Signature]
Signature (Authorized School District Representative)

8-10-15
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

Kelly Meyer
Print Name (Authorized Company Representative (Applicant))

Vice President, Development
Title

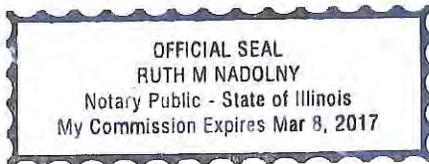
sign
here

[Signature]
Signature (Authorized Company Representative (Applicant))

August 8, 2015
Date

GIVEN under my hand and seal of office this, the

8th day of August, 2015



(Notary Seal)

Ruth M. Nadolny
Notary Public in and for the State of Illinois

My Commission expires: 3-8-2017

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.



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #2

Proof of Payment of Application Fee

See attached.

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)*



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #3

Combined Group Membership Documentation

The entity, Priddy Wind Energy LLC, was formed on 6/22/2015 after the latest combined group franchise tax filing was completed. Attached to this application is the aforementioned filing, of which Priddy Wind Energy LLC will be included in future years.

Texas Franchise Tax Extension Affiliate List



■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2015

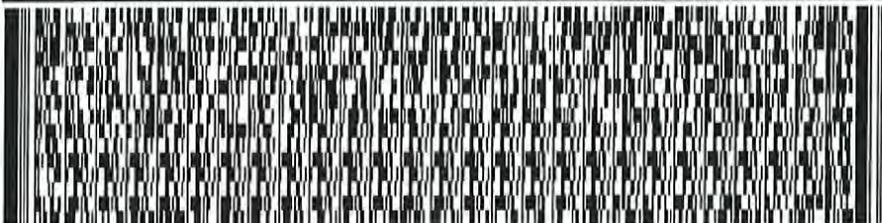
POLSKY ENERGY HOLDINGS LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. INVENERGY LLC	■ 13644627930	■ <input type="checkbox"/>
2. INVENERGY SERVICES LLC	■ 32020649813	■ <input type="checkbox"/>
3. INVENERGY ENERGY MANAGEMENT LLC	■ 32038203900	■ <input type="checkbox"/>
4. INVENERGY SERVICES GRAND RIDGE LLC	■ 271168079	■ <input checked="" type="checkbox"/>
5. INVENERGY WIND NORTH AMERICA LLC	■ 12082346938	■ <input type="checkbox"/>
6. DOUGHERTY WIND ENERGY LLC	■ 32037772806	■ <input type="checkbox"/>
7. GUNSIGHT MOUNTAIN WIND ENERGY LLC	■ 32033576318	■ <input type="checkbox"/>
8. INVENERGY MET LLC	■ 32037132977	■ <input type="checkbox"/>
9. INVENERGY WIND DEVELOPMENT LLC	■ 32034181217	■ <input type="checkbox"/>
10. PISTOL HILL WIND ENERGY LLC	■ 32033576326	■ <input type="checkbox"/>
11. POLSKY ENERGY INVESTMENTS LLC	■ 200616874	■ <input checked="" type="checkbox"/>
12. INVENERGY INVESTMENT COMPANY LLC	■ 371456538	■ <input checked="" type="checkbox"/>
13. INVENERGY WIND HOLDINGS LLC	■ 263467425	■ <input checked="" type="checkbox"/>
14. INVENERGY WIND INVESTMENT CORPORATION	■ 300447600	■ <input checked="" type="checkbox"/>
15. INVENERGY WIND FINANCING LLC	■ 202582576	■ <input checked="" type="checkbox"/>
16. INVENERGY WIND LLC	■ 200783399	■ <input checked="" type="checkbox"/>
17. INVENERGY THERMAL LLC	■ 203817973	■ <input checked="" type="checkbox"/>
18. INVENERGY SOLAR LLC	■ 270748782	■ <input checked="" type="checkbox"/>
19. INVENERGY TN LLC	■ 14215633919	■ <input checked="" type="checkbox"/>
20. INVENERGY ROC HOLDINGS LLC	■ 263866744	■ <input checked="" type="checkbox"/>
21. INVENERGY WIND FINANCE ROC LLC	■ 000000001	■ <input checked="" type="checkbox"/>

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VE/DE	<input type="checkbox"/>	FM	<input type="checkbox"/>
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7003

Texas Franchise Tax Extension Affiliate List

Tcode 13298

Reporting entity taxpayer number

Report year

Reporting entity taxpayer name

12006168525

2015

POLSKY ENERGY HOLDINGS LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. INVENERGY COASTAL HOLDINGS LLC	263756863	<input checked="" type="checkbox"/>
2. INVENERGY LOGAN HOLDING COMPANY LLC	208762182	<input checked="" type="checkbox"/>
3. INVENERGY LOGAN FINANCE COMPANY LLC	208763301	<input checked="" type="checkbox"/>
4. STANTON WIND HOLDINGS LLC	273173911	<input checked="" type="checkbox"/>
5. BEECH RIDGE ENERGY LLC	263207197	<input checked="" type="checkbox"/>
6. BIG OTTER WIND ENERGY LLC	000000002	<input checked="" type="checkbox"/>
7. BRUSH CREEK WIND ENERGY I LLC	000000003	<input checked="" type="checkbox"/>
8. BRUSH CREEK WIND ENERGY II LLC	000000004	<input checked="" type="checkbox"/>
9. CROW CREEK ENERGY LLC	000000005	<input checked="" type="checkbox"/>
10. DARKE WIND ENERGY LLC	270667704	<input checked="" type="checkbox"/>
11. GRAND RIDGE ENERGY IV LLC	263294276	<input checked="" type="checkbox"/>
12. GRAND RIDGE ENERGY V LLC	271369315	<input checked="" type="checkbox"/>
13. HARDIN WIND ENERGY LLC	273347162	<input checked="" type="checkbox"/>
14. HEARTLAND WIND ENERGY LLC	000000006	<input checked="" type="checkbox"/>
15. HIGHLAND WIND ENERGY LLC	273459353	<input checked="" type="checkbox"/>
16. HORN BUTTE WIND ENERGY LLC	000000007	<input checked="" type="checkbox"/>
17. HORSE LAKE WIND ENERGY LLC	352324869	<input checked="" type="checkbox"/>
18. HURRICANE LAKE WIND ENERGY I LLC	270942059	<input checked="" type="checkbox"/>
19. IDAHO WIND GENERATION COMPANY LLC	000000008	<input checked="" type="checkbox"/>
20. INVENERGY NY LLC	061680634	<input checked="" type="checkbox"/>
21. INVENERGY PARTS LLC	32039357473	<input type="checkbox"/>

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1. INVENERGY RENEWABLE LLC	■ 32039999035	■ <input type="checkbox"/>
2. INVENERGY WIND CALIFORNIA LLC	■ 611594266	■ <input checked="" type="checkbox"/>
3. INVENERGY TX TRADING I LLC	■ 000000009	■ <input checked="" type="checkbox"/>
4. INVENERGY TX TRADING II LLC	■ 000000010	■ <input checked="" type="checkbox"/>
5. INVENERGY WIND TURBINE II LLC	■ 204135995	■ <input checked="" type="checkbox"/>
6. INVENERGY WIND FINANCE NORTH AMERICA LLC	■ 208906923	■ <input checked="" type="checkbox"/>
7. INVENERGY WIND MONTANA LLC	■ 000000011	■ <input checked="" type="checkbox"/>
8. JUDITH GAP WIND ENERGY II LLC	■ 274083207	■ <input checked="" type="checkbox"/>
9. LA SIERRITA WIND LLC	■ 000000012	■ <input checked="" type="checkbox"/>
10. LASSEN WIND GENERATION LLC	■ 208805949	■ <input checked="" type="checkbox"/>
11. LEDGE WIND ENERGY LLC	■ 263477676	■ <input checked="" type="checkbox"/>
12. MORROW WIND ENERGY LLC	■ 270449139	■ <input checked="" type="checkbox"/>
13. OCEANA WIND LLC	■ 204540080	■ <input checked="" type="checkbox"/>
14. PINE RIDGE ENERGY LLC	■ 000000013	■ <input checked="" type="checkbox"/>
15. SEDGWICK WIND ENERGY LLC	■ 000000014	■ <input checked="" type="checkbox"/>
16. INVENERGY WIND MANAGEMENT LLC	■ 000000015	■ <input checked="" type="checkbox"/>
17. SUMMIT RIDGE ENERGY LLC	■ 260672486	■ <input checked="" type="checkbox"/>
18. TECATE DIVIDE WIND ENERGY LLC	■ 300475081	■ <input checked="" type="checkbox"/>
19. TEHACHAPI CONNECT LLC	■ 000000016	■ <input checked="" type="checkbox"/>
20. UNION WIND ENERGY LLC	■ 264527222	■ <input checked="" type="checkbox"/>
21. MORESVILLE ENERGY LLC	■ 261363691	■ <input checked="" type="checkbox"/>

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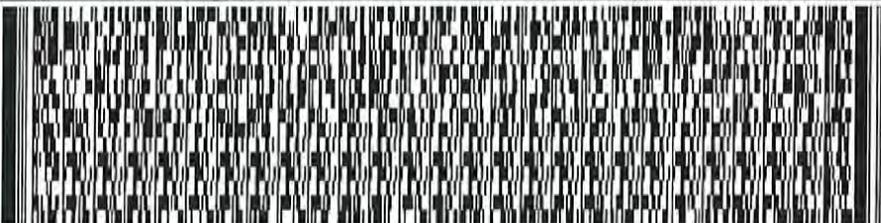
POLSKY ENERGY HOLDINGS LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. BISHOP HILL CLASS B HOLDINGS LLC	000000017	<input checked="" type="checkbox"/>
2. INVENERGY THERMAL FINANCING LLC	208687404	<input checked="" type="checkbox"/>
3. INVENERGY THERMAL HOLDINGS LLC	204577532	<input checked="" type="checkbox"/>
4. INVENERGY THERMAL HOLDINGS II LLC	205028278	<input checked="" type="checkbox"/>
5. INVENERGY TURBINE COMPANY II LLC	203960201	<input checked="" type="checkbox"/>
6. INVENERGY THERMAL DEVELOPMENT LLC	261563294	<input checked="" type="checkbox"/>
7. INVENERGY SOLAR DEVELOPMENT LLC	270748913	<input checked="" type="checkbox"/>
8. COTTONWOODS WIND ENERGY LLC	352486539	<input checked="" type="checkbox"/>
9. GRATIOT COUNTY WIND II LLC	000000018	<input checked="" type="checkbox"/>
10. HALES LAKE ENERGY LLC	800841363	<input checked="" type="checkbox"/>
11. INVENERGY ILLINOIS SOLAR II LLC	273411444	<input checked="" type="checkbox"/>
12. INVENERGY ILLINOIS SOLAR III LLC	273426043	<input checked="" type="checkbox"/>
13. INVENERGY ILLINOIS SOLAR IV LLC	273438626	<input checked="" type="checkbox"/>
14. INVENERGY ILLINOIS WIND HOLDINGS LLC	273965256	<input checked="" type="checkbox"/>
15. INVENERGY WIND DEVELOPMENT MICHIGAN LLC	452605836	<input checked="" type="checkbox"/>
16. INVENERGY WIND DEVELOPMENT MONTANA LLC	273554310	<input checked="" type="checkbox"/>
17. INVENERGY WIND TURBINE TRANSPORT I LLC	272933240	<input checked="" type="checkbox"/>
18. INVENERGY WIND TURBINE TRANSPORT II LLC	272933334	<input checked="" type="checkbox"/>
19. NELIGH WIND ENERGY LLC	000000019	<input checked="" type="checkbox"/>
20. OLD STATE ENERGY LLC	000000020	<input checked="" type="checkbox"/>
21. PLEASANT RIDGE ENERGY LLC	273416439	<input checked="" type="checkbox"/>

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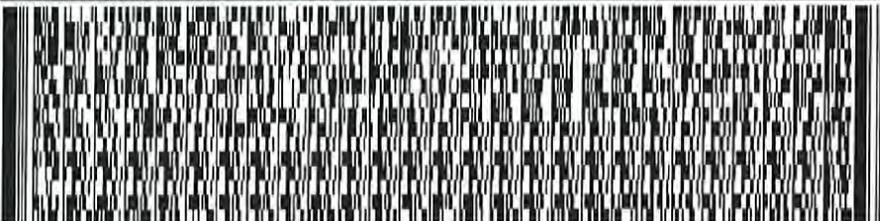
POLSKY ENERGY HOLDINGS LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. TIDEWATER SOLAR ENERGY LLC	274218080	■ <input checked="" type="checkbox"/>
2. TONOPAH ENERGY LLC	273411491	■ <input checked="" type="checkbox"/>
3. TRICOUNTY WIND ENERGY LLC	273635437	■ <input checked="" type="checkbox"/>
4. TYRRELL ENERGY LLC	000000021	■ <input checked="" type="checkbox"/>
5. VANTAGE CLASS B HOLDINGS LLC	272982377	■ <input checked="" type="checkbox"/>
6. WILKINSON ENERGY LLC	000000022	■ <input checked="" type="checkbox"/>
7. INVENERGY CLEAN POWER LLC	453417763	■ <input checked="" type="checkbox"/>
8. INVENERGY WIND DEVELOPMENT HOLDINGS LLC	300703095	■ <input checked="" type="checkbox"/>
9. INVRNERGY WIND DEVELOPMENT NORTH AMERICA LLC	453693555	■ <input checked="" type="checkbox"/>
10. INVENERGY WIND POWER HOLDINGS LLC	000000023	■ <input checked="" type="checkbox"/>
11. INVENERGY WIND NORTH AMERICA HOLDINGS LLC	453698038	■ <input checked="" type="checkbox"/>
12. RED OAK ENERGY LLC	000000024	■ <input checked="" type="checkbox"/>
13. BUCKEYE WIND ENERGY LLC	371738119	■ <input checked="" type="checkbox"/>
14. GRATIOT COUNTY HOLDINGS LLC	452777576	■ <input checked="" type="checkbox"/>
15. HARDIN SOLAR ENERGY LLC	000000025	■ <input checked="" type="checkbox"/>
16. BECKETT SOLAR ENERGY LLC	300733789	■ <input checked="" type="checkbox"/>
17. QUINTON SOLAR ENERGY I LLC	364731443	■ <input checked="" type="checkbox"/>
18. JUDITH GAP WIND ENERGY III LLC	000000026	■ <input checked="" type="checkbox"/>
19. BIG OTTER WIND ENERGY II LLC	000000027	■ <input checked="" type="checkbox"/>
20. BRECH RIDGE ENERGY II LLC	300795442	■ <input checked="" type="checkbox"/>
21. BUZZARD CREEK ENERGY LLC	000000028	■ <input checked="" type="checkbox"/>

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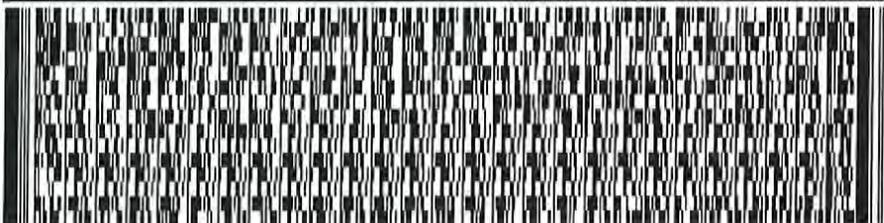
12006168525	2015	POLSKY ENERGY HOLDINGS LLC
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LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. GRATIOT COUNTY WIND PHASE II LLC	000000029	<input checked="" type="checkbox"/>
2. BEECH RIDGE HOLDINGS LLC	000000030	<input checked="" type="checkbox"/>
3. GRAND RIDGE GREEN HOLDINGS LLC	800873258	<input checked="" type="checkbox"/>
4. FORWARD ENERGY HOLDINGS LLC	000000031	<input checked="" type="checkbox"/>
5. IWFC HOLDINGS LLC	000000032	<input checked="" type="checkbox"/>
6. CALIFORNIA RIDGE CLASS B HOLDINGS LLC	460909292	<input checked="" type="checkbox"/>
7. CALIFORNIA RIDGE WIND ENERGY II LLC	611713897	<input checked="" type="checkbox"/>
8. HALES LAKE ENERGY II LLC	320386990	<input checked="" type="checkbox"/>
9. HALES LAKE ENERGY III LLC	364740400	<input checked="" type="checkbox"/>
10. WRAY WIND ENERGY LLC	000000033	<input checked="" type="checkbox"/>
11. CLARKTON SOLAR ENERGY LLC	900886991	<input checked="" type="checkbox"/>
12. PANTEGO WIND ENERGY LLC	900859617	<input checked="" type="checkbox"/>
13. ACCOMACK WIND ENERGY LLC	000000034	<input checked="" type="checkbox"/>
14. HEPPNER WIND ENERGY LLC	000000035	<input checked="" type="checkbox"/>
15. INVENERGY ILLINOIS SOLAR I HOLDINGS LLC	460873725	<input checked="" type="checkbox"/>
16. BISHOP HILL ENERGY III LLC	320358450	<input checked="" type="checkbox"/>
17. PREBLE SOLAR ENERGY LLC	453249830	<input checked="" type="checkbox"/>
18. COLUMBUS SOLAR ENERGY LLC	611667460	<input checked="" type="checkbox"/>
19. INVENERGY US WIND HOLDINGS LLC	800872533	<input checked="" type="checkbox"/>
20. INVENERGY US WIND I LLC	000000036	<input checked="" type="checkbox"/>
21. INVENERGY WIND OPERATING I LLC	800873258	<input checked="" type="checkbox"/>

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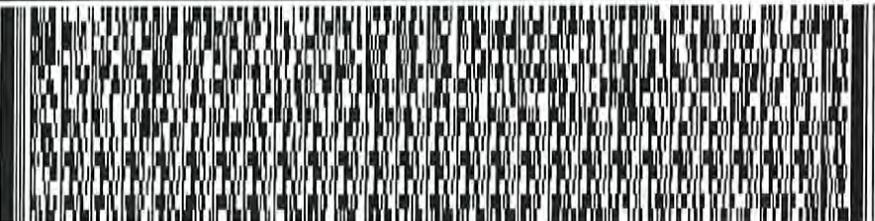
12006168525	2015	POLSKY ENERGY HOLDINGS LLC
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LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (if none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. INVENERGY WIND GLOBAL LLC	900771171	<input checked="" type="checkbox"/>
2. INVENERGY WIND POWER LLC	371650259	<input checked="" type="checkbox"/>
3. INVENERGY WIND OPERATIONAL HOLDINGS LLC	611691741	<input checked="" type="checkbox"/>
4. POTTER WIND ENERGY LLC	270298236	<input checked="" type="checkbox"/>
5. FREEBORN WIND ENERGY LLC	000000037	<input checked="" type="checkbox"/>
6. HARDIN WIND ENERGY II LLC	273347162	<input checked="" type="checkbox"/>
7. INVENERGY WIND CANADA LLC	000000038	<input checked="" type="checkbox"/>
8. INVENERGY SOLAR OPERATIONAL HOLDINGS LLC	000000039	<input checked="" type="checkbox"/>
9. BEECH RIDGE ENERGY STORAGE LLC	820429469	<input checked="" type="checkbox"/>
10. BUCKEYE WIND ENERGY II LLC	352490923	<input checked="" type="checkbox"/>
11. BUCKEYE WIND ENERGY III LLC	320429329	<input checked="" type="checkbox"/>
12. ECTOR COUNTY ENERGY CENTER LLC	32051582107	<input type="checkbox"/>
13. GOLDTHWAITE CLASS B HOLDINGS LLC	800927691	<input checked="" type="checkbox"/>
14. GOLDTHWAITE INVESTCO LLC	900999710	<input checked="" type="checkbox"/>
15. GRAND RIDGE ENERGY STORAGE LLC	901034125	<input checked="" type="checkbox"/>
16. INVENERGY BLANCO CANYON WIND ENERGY LLC	32052480897	<input type="checkbox"/>
17. INVENERGY GOLDTHWAITE CONSTRUCTION LLC	32051304577	<input type="checkbox"/>
18. INVENERGY GOLDTHWAITE LLC	900998971	<input checked="" type="checkbox"/>
19. INVENERGY MIAMI WIND I HOLDINGS #2 LLC	000000040	<input checked="" type="checkbox"/>
20. INVENERGY MIAMI WIND I HOLDINGS LLC	383915089	<input checked="" type="checkbox"/>
21. INVENERGY NELSON HOLDINGS LLC	000000041	<input checked="" type="checkbox"/>

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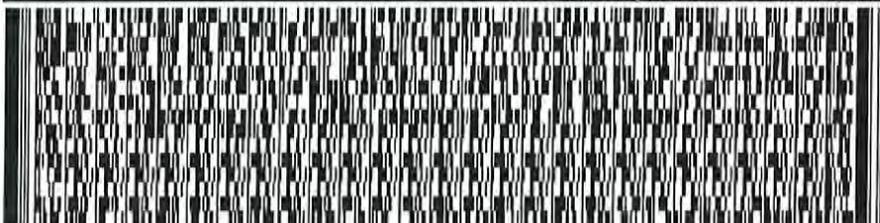
12006168525	2015	POLSKY ENERGY HOLDINGS LLC
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LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. INVENERGY PRAIRIE BREEZE HOLDINGS LLC	000000042	<input checked="" type="checkbox"/>
2. INVENERGY STORAGE DEVELOPMENT LLC	364783074	<input checked="" type="checkbox"/>
3. INVENERGY STORAGE LLC	383927961	<input checked="" type="checkbox"/>
4. INVENERGY WIND DEVELOPMENT COLORADO LLC	000000043	<input checked="" type="checkbox"/>
5. INVENERGY WIND TURBINE MANAGEMENT LLC	383926606	<input checked="" type="checkbox"/>
6. MITCHELL SOLAR ENERGY LLC	352482187	<input checked="" type="checkbox"/>
7. IWFNA DEVELOPMENT HOLDINGS LLC	000000044	<input checked="" type="checkbox"/>
8. LAKELAND SOLAR ENERGY LLC	271740233	<input checked="" type="checkbox"/>
9. MIAMI WIND I HOLDINGS LLC	32054343044	<input type="checkbox"/>
10. MIAMI WIND I CLASS B HOLDINGS LLC	300797368	<input checked="" type="checkbox"/>
11. GRAYS HARBOR ENERGY II LLC	262139768	<input checked="" type="checkbox"/>
12. GRAND RIDGE HOLDINGS LLC	270399906	<input checked="" type="checkbox"/>
13. MIAMI WIND II LLC	32049494662	<input type="checkbox"/>
14. MIAMI WIND III LLC	32050987463	<input type="checkbox"/>
15. MORGANS CORNER SOLAR ENERGY LLC	901017551	<input checked="" type="checkbox"/>
16. ORANGEVILLE CLASS B HOLDINGS LLC	800927998	<input checked="" type="checkbox"/>
17. PRAIRIE BREEZE CLASS B HOLDINGS LLC	900987634	<input checked="" type="checkbox"/>
18. RED PLAINS WIND ENERGY LLC	000000045	<input checked="" type="checkbox"/>
19. WAKE WIND ENERGY II LLC	32052598599	<input type="checkbox"/>
20. WAKE WIND ENERGY III LLC	32052593228	<input type="checkbox"/>
21. WAKE WIND ENERGY LLC	32050567323	<input type="checkbox"/>

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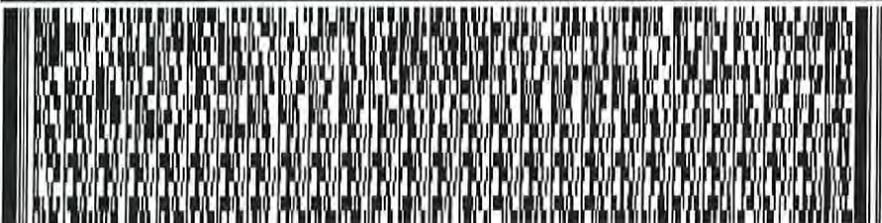
12006168525	2015	POLSKY ENERGY HOLDINGS LLC
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LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. LACKAWANNA ENERGY CENTER LLC	■ 611729673	■ <input checked="" type="checkbox"/>
2. PLEASANT RIDGE ENERGY II LLC	■ 320434437	■ <input checked="" type="checkbox"/>
3. LUNING ENERGY LLC	■ 300811344	■ <input checked="" type="checkbox"/>
4. DESERT GREEN SOLAR FARM LLC	■ 275171756	■ <input checked="" type="checkbox"/>
5. MARSH HILL CLASS B HOLDINGS LLC	■ 371753633	■ <input checked="" type="checkbox"/>
6. MARSH HILL HOLDINGS LLC	■ 364783084	■ <input checked="" type="checkbox"/>
7. SPRING CANYON EXPANSION CLASS B HOLDINGS LLC	■ 371753636	■ <input checked="" type="checkbox"/>
8. SPRING CANYON EXPANSION HOLDINGS LLC	■ 383928978	■ <input checked="" type="checkbox"/>
9. JOHNSON COUNTY WIND ENERGY LLC	■ 364789962	■ <input checked="" type="checkbox"/>
10. PRAIRIE BREEZE WIND ENERGY II LLC	■ 364785344	■ <input checked="" type="checkbox"/>
11. SPRING CANYON ENERGY IV LLC	■ 383931285	■ <input checked="" type="checkbox"/>
12. PEAK VIEW WIND ENERGY LLC	■ 320442859	■ <input checked="" type="checkbox"/>
13. RATTLESNAKE WIND I CLASS B HOLDINGS LLC	■ 352510920	■ <input checked="" type="checkbox"/>
14. RATTLESNAKE WIND I HOLDINGS LLC	■ 300835484	■ <input checked="" type="checkbox"/>
15. INVENERGY CANNON FALLS II LLC	■ 000000046	■ <input checked="" type="checkbox"/>
16. INVENERGY DESERT GREEN HOLDINGS LLC	■ 364798142	■ <input type="checkbox"/>
17. RATTLESNAKE WIND II LLC	■ 000000047	■ <input checked="" type="checkbox"/>
18. HIGHLAND WIND ENERGY II LLC	■ 000000048	■ <input checked="" type="checkbox"/>
19. INVENERGY THERMAL GLOBAL LLC	■ 000000049	■ <input checked="" type="checkbox"/>
20. ECTOR COUNTY ENERGY CENTER HOLDINGS LLC	■ 000000050	■ <input checked="" type="checkbox"/>
21. INVENERGY SOLAR GLOBAL LLC	■ 000000051	■ <input checked="" type="checkbox"/>

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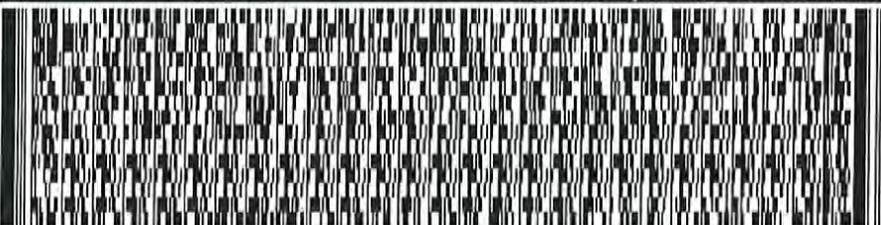
POLSKY ENERGY HOLDINGS LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (if none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. INVENERGY THERMAL OPERATING I LLC	000000052	<input checked="" type="checkbox"/>
2. INVENERGY THERMAL FINANCING II LLC	300846188	<input checked="" type="checkbox"/>
3. PRINEVILLE SOLAR ENERGY LLC	000000053	<input checked="" type="checkbox"/>
4. HARRY ALLEN SOLAR ENERGY LLC	000000054	<input checked="" type="checkbox"/>
5. INVENERGY DEVELOPMENT COMPANY LLC	202413286	<input checked="" type="checkbox"/>
6. RATTLESNAKE WIND I LLC (FKA CPV RATTLESNAKE D	261951206	<input checked="" type="checkbox"/>
7. BEECH RIDGE INVESTMENT CORPORATION	273173911	<input checked="" type="checkbox"/>
8. CANNON FALLS FINANCING LLC	205264896	<input checked="" type="checkbox"/>
9. INVENERGY CANNON FALLS LLC	205477569	<input checked="" type="checkbox"/>
10. SPINDLE HILL FINANCING LLC	205232084	<input checked="" type="checkbox"/>
11. SPINDLE HILL ENERGY LLC	205022554	<input checked="" type="checkbox"/>
12. HARDEE HOLDINGS LLC	200258136	<input checked="" type="checkbox"/>
13. HARDEE LP LLC	000000055	<input checked="" type="checkbox"/>
14. HARDEE GP LLC	000000056	<input checked="" type="checkbox"/>
15. HARDEE POWER PARTNERS LIMITED	000000057	<input checked="" type="checkbox"/>
16. INVENERGY GRAYS HARBOR LLC	208833115	<input checked="" type="checkbox"/>
17. GRAYS HARBOR ENERGY LLC	760659073	<input checked="" type="checkbox"/>
18. INVENERGY NELSON LLC	205640025	<input checked="" type="checkbox"/>
19. THERMAL INVESTMENT CORPORATION	364797443	<input checked="" type="checkbox"/>
20. SKYGEN SOLAR ENERGY LLC	262249384	<input checked="" type="checkbox"/>
21. INVENERGY ILLINOIS SOLAR INVESTMENT CORPORATI	460873725	<input checked="" type="checkbox"/>

Note: To file an extension request for a reporting entity and its affiliates, Form 05-164 (Texas Franchise Tax Extension Request) must be submitted with this affiliate list. The filing of this list by itself does not constitute a properly filed Extension Request.

Do not file this form when requesting a second extension.

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	FM	<input type="checkbox"/>
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7003

Texas Franchise Tax Extension Affiliate List



■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2015

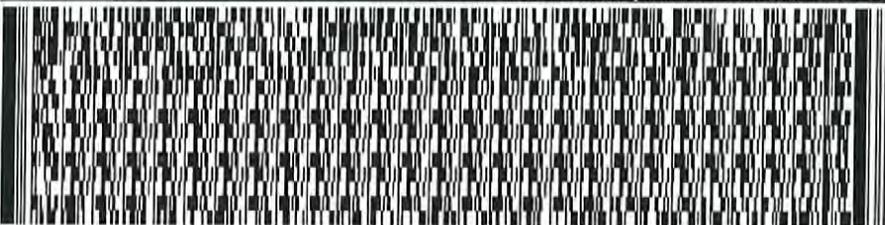
POLSKY ENERGY HOLDINGS LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER <small>(If none, enter FEI number)</small>	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. MIAMI WIND I LLC	32045958413	<input type="checkbox"/>
2. STERLING WIND ENERGY LLC	32033691760	<input type="checkbox"/>
3. STERLING FARMS WIND ENERGY LLC	000000058	<input checked="" type="checkbox"/>
4.		<input type="checkbox"/>
5.		<input type="checkbox"/>
6.		<input type="checkbox"/>
7.		<input type="checkbox"/>
8.		<input type="checkbox"/>
9.		<input type="checkbox"/>
10.		<input type="checkbox"/>
11.		<input type="checkbox"/>
12.		<input type="checkbox"/>
13.		<input type="checkbox"/>
14.		<input type="checkbox"/>
15.		<input type="checkbox"/>
16.		<input type="checkbox"/>
17.		<input type="checkbox"/>
18.		<input type="checkbox"/>
19.		<input type="checkbox"/>
20.		<input type="checkbox"/>
21.		<input type="checkbox"/>

Note: To file an extension request for a reporting entity and its affiliates, Form 05-164 (Texas Franchise Tax Extension Request) must be submitted with this affiliate list. The filing of this list by itself does not constitute a properly filed Extension Request.

Do not file this form when requesting a second extension.

Texas Comptroller Official Use Only



VE/DE <input type="checkbox"/>	FM <input type="checkbox"/>
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7003



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #4

Detailed Description of Project

Priddy Wind Energy LLC anticipates constructing a wind-powered electric generating facility with an operating capacity of approximately 200 megawatts. The exact number of wind turbines and the size of each turbine will vary depending upon the wind turbines selected and the megawatt generating capacity of the project completed. Presently our plans are to install a variation of GE 1.79 and 2.0 megawatt turbines on the property within the reinvestment zone in Mills County, Texas. Priddy Wind Energy LLC estimates that 40 turbines are planned to be installed in Priddy ISD. The remaining turbines of the project will be installed in Goldthwaite CISD.

The additional improvements for the Priddy Wind Project will include but are not limited to, wind turbines, towers, foundations, roadways, buildings and offices, anemometer towers, computer equipment, furniture, company vehicles, electrical transmission cables and towers and electrical substations, and any other tangible personal property located at the operations and maintenance building.



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #5

CONFIDENTIAL

Documentation to assist in determining if limitation is a determining factor

Section 8, #2: Has the applicant entered into any agreements, contracts or letters of intent related to the proposed project?

Confidential

Section 8, #7: Is the applicant evaluating other locations not in Texas for the proposed project?

Confidential



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEMS #6

CONFIDENTIAL

Other School District Information

Confidential



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #7

Description of Qualified Investment

See checklist item #4.



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEMS #8

Description of Qualified Property

See checklist item #4.



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #9

Description of Land

CONFIDENTIAL

Confidential



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #10

Description of Property not Eligible to become Qualified Property

N/A



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #11

CONFIDENTIAL

Map of Project – SEE BELOW



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #12

Request for Waiver of Job Creation Requirement

See attached.



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

Invenergy
Priddy Wind Energy LLC
One South Wacker Drive, Suite 2020
Chicago, IL 60606

August 8, 2015

Re: Priddy Wind Employment Estimate

To Whom it May Concern,

Invenergy has developed 58 wind projects across the United States and in Canada and Europe, totaling over 5,800 MW. As one of the largest owner/operators of wind farms in the United States, Invenergy has significant experience staffing wind projects. Several factors determine the ultimate ratio of technicians to turbines; among these factors are site layout and turbine technology.

In Invenergy's experience, a ratio of 1 technician for every 10 – 15 turbines is typical for projects that are staffed by full-time employees. Invenergy's latest project under development, the Priddy Wind project will deploy GE 2.0 MW turbines. The GE 2.0 machine is the latest evolution of the GE fleet, of which Invenergy operates over 2,000 units.

We anticipate the technician to turbine ratio to be similar to that for the GE 1.X MW turbines. As a result, we anticipate requiring approximately 1 technician per 12 GE 2.0 MW machines.

For independent estimates of full-time employment at wind farms in Texas, please see the National Renewable Energy Laboratory's report *Economic Development Impact of 1,000 MW of Wind Energy in Texas* (<http://www.nrel.gov/docs/fy11osti/50400.pdf>). Section 3.2.2 states that 60 full-time jobs are created for 1,000 MW of wind capacity. Assuming a 1.5 MW unit, that is approximately 1 job per 11 wind turbines.

If you have any questions, please do not hesitate to contact me at (312) 582-1421.

Sincerely,

Kelly Meyer
Vice President
Priddy Wind Energy LLC
Invenergy LLC

cc: Evar Horn



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #13

Calculation of three possible wage requirements with TWC documentation

Mills County All Industries Average Weekly Wages

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2015	1st Qtr	Mills County	Total All	0	0	10	Total, All Industries	\$ 608
2014	4th Qtr	Mills County	Total All	0	0	10	Total, All Industries	\$ 628
2014	3rd Qtr	Mills County	Total All	0	0	10	Total, All Industries	\$ 592
2014	2nd Qtr	Mills County	Total All	0	0	10	Total, All Industries	\$ 587
4 Period Weekly Average								\$ 603.75
110% of Average Weekly Wage								\$ 664.13
110% of Annual Wages								\$ 34,534.50

Mills County Average Manufacturing Weekly Wages

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2015	1st Qtr	Mills County	Total All	31	2	31-33	Manufacturing	\$ 483.00
2014	4th Qtr	Mills County	Total All	31	2	31-33	Manufacturing	\$ 537.00
2014	3rd Qtr	Mills County	Total All	31	2	31-33	Manufacturing	\$ 509.00
2014	2nd Qtr	Mills County	Total All	31	2	31-33	Manufacturing	\$ 520.00
4 Period Weekly Average								\$ 512.25
110% of Average Weekly Wage								\$ 563.48
110% of Annual Wages								\$ 29,300.70

COG Region Wage

Central Texas Council of Governments Region		
<i>2014 Average Manufacturing Wages</i>	Hourly	Annual
	\$ 18.02	\$ 37,486.00
Avg Weekly Wage		\$ 720.88
110% of Region Weekly Wage		\$ 792.97
110% of Annual Wages		\$ 41,234.60



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #14

Schedules A-D

See attached.

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

Date **7/25/2015**
 Applicant Name **Priddy Wind Energy LLC**
 ISD Name **Priddy ISD**

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	--	Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period)	2015	Not eligible to become Qualified Property			[The only other investment made before filing complete application with district that may become Qualified Property is land.]	
Investment made after filing complete application with district, but before final board approval of application								
Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period				-	-	-		
Complete tax years of qualifying time period	QTP1	2016-2017	2016	96,000,000.00	-	-		96,000,000.00
				-	-	-		
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				96,000,000.00	-			96,000,000.00
				Enter amounts from TOTAL row above in Schedule A2				
Total Qualified Investment (sum of green cells)				96,000,000.00				

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.

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 investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE]	Other investment made during this year that will become Qualified Property (SEE NOTE)	Total Investment (A+B+C+D)
Total Investment from Schedule A1*	--	TOTALS FROM SCHEDULE A1			Enter amounts from TOTAL row in Schedule A1 in the row below			
Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i>	Pre-Year	2015-2016	2015	-	-	-	-	-
	1	2016-2017	2016	96,000,000.00	-	-	-	96,000,000.00
Value limitation period***	1	2017-2018	2017	-	-	-	-	-
	2	2018-2019	2018			-	-	-
	3	2019-2020	2019			-	-	-
	4	2020-2021	2020			-	-	-
	5	2021-2022	2021			-	-	-
	6	2022-2023	2022			-	-	-
	7	2023-2024	2023			-	-	-
	8	2024-2025	2024			-	-	-
	9	2025-2026	2025			-	-	-
	10	2026-2027	2026			-	-	-
Total Investment made through limitation				96,000,000.00	-	-	-	96,000,000.00
Continue to maintain viable presence	11	2027-2028	2027					
	12	2028-2029	2028					
	13	2029-2030	2029					
	14	2030-2031	2030					
	15	2031-2032	2031					
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2032-2033	2032					
	17	2033-2034	2033					
	18	2034-2035	2034					
	19	2035-2036	2035					
	20	2036-2037	2036					
	21	2037-2039	2037					
	22	2038-2039	2038					
	23	2039-2040	2039					
	24	2040-2041	2040					
	25	2041-2042	2041					

* 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

7/25/2015

Applicant Name

Priddy Wind Energy LLC

Form 50-296A

ISD Name

Priddy ISD

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	0	2015-2016	2015	-	-				
	1	2016-2017	2016	-	-				
Value Limitation Period	1	2017-2018	2017	-	-	96,000,000	96,000,000	96,000,000	15,000,000
	2	2018-2019	2018	-	-	89,280,000	89,280,000	89,280,000	15,000,000
	3	2019-2020	2019	-	-	83,030,400	83,030,400	83,030,400	15,000,000
	4	2020-2021	2020	-	-	77,218,272	77,218,272	77,218,272	15,000,000
	5	2021-2022	2021	-	-	71,812,993	71,812,993	71,812,993	15,000,000
	6	2022-2023	2022	-	-	66,786,083	66,786,083	66,786,083	15,000,000
	7	2023-2024	2023	-	-	62,111,058	62,111,058	62,111,058	15,000,000
	8	2024-2025	2024	-	-	57,763,284	57,763,284	57,763,284	15,000,000
	9	2025-2026	2025	-	-	53,719,854	53,719,854	53,719,854	15,000,000
	10	2026-2027	2026	-	-	49,959,464	49,959,464	49,959,464	15,000,000
Continue to maintain viable presence	11	2027-2028	2027	-	-	47,461,491	47,461,491	47,461,491	47,461,491
	12	2028-2029	2028	-	-	45,088,416	45,088,416	45,088,416	45,088,416
	13	2029-2030	2029	-	-	42,833,995	42,833,995	42,833,995	42,833,995
	14	2030-2031	2030	-	-	40,692,296	40,692,296	40,692,296	40,692,296
	15	2031-2032	2031	-	-	38,657,681	38,657,681	38,657,681	38,657,681
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2032-2033	2032	-	-	37,497,950	37,497,950	37,497,950	37,497,950
	17	2033-2034	2033	-	-	36,373,012	36,373,012	36,373,012	36,373,012
	18	2034-2035	2034	-	-	35,281,822	35,281,822	35,281,822	35,281,822
	19	2035-2036	2035	-	-	34,223,367	34,223,367	34,223,367	34,223,367
	20	2036-2037	2036	-	-	33,196,666	33,196,666	33,196,666	33,196,666
	21	2037-2039	2037	-	-	32,200,766	32,200,766	32,200,766	32,200,766
	22	2038-2039	2038	-	-	31,234,743	31,234,743	31,234,743	31,234,743
	23	2039-2040	2039	-	-	30,297,701	30,297,701	30,297,701	30,297,701
	24	2040-2041	2040	-	-	29,388,770	29,388,770	29,388,770	29,388,770
	25	2041-2042	2041	-	-	28,507,107	28,507,107	28,507,107	28,507,107

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 **7/25/2015**
 Applicant Name **Priddy Wind Energy LLC**
 ISD Name **Priddy ISD**

Form 50-296A

Revised May 2014

	Year	School Year (YYYY-YYYY)	Tax Year (Actual tax year) YYYY	Construction		Non-Qualifying Jobs	Qualifying Jobs	
				Column A Number of Construction FTE's or man-hours (specify)	Column B Average annual wage rates for construction workers	Column C Number of non-qualifying jobs applicant estimates it will create (cumulative)	Column D Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Column E 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	2015-2016	2015					
	1	2016-2017	2016	300 FTEs	\$ 50,000	0	3	\$ 29,301
Value Limitation Period <i>The qualifying time period could overlap the value limitation period.</i>	1	2017-2018	2017			0	3	\$ 29,301
	2	2018-2019	2018			0	3	\$ 29,301
	3	2019-2020	2019			0	3	\$ 29,301
	4	2020-2021	2020			0	3	\$ 29,301
	5	2021-2022	2021			0	3	\$ 29,301
	6	2022-2023	2022			0	3	\$ 29,301
	7	2023-2024	2023			0	3	\$ 29,301
	8	2024-2025	2024			0	3	\$ 29,301
	9	2025-2026	2025			0	3	\$ 29,301
	10	2026-2027	2026			0	3	\$ 29,301
Years Following Value Limitation Period	11 through 25	2027-2042	2027-2042			0	3	\$ 29,301

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 Yes No
 qualifying jobs in Subchapter B districts, 10 qualifying jobs in Subchapter C districts)
 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 7/25/2015
Applicant Name Priddy Wind Energy LLC
ISD Name Priddy ISD

Form 50-296A
 Revised May 2014

State and Local Incentives for which the Applicant intends to apply (Estimated)						
Incentive Description	Taxing Entity (as applicable)	Beginning Year of Benefit	Duration of Benefit	Annual Tax Levy without Incentive	Annual Incentive	Annual Net Tax Levy
Tax Code Chapter 311	County:					
	City:					
	Other:					
Tax Code Chapter 312	County: Mills	2017	10 Years	\$ 591,552	\$ 502,819	\$ 88,733
	City:					
	Other:					
Local Government Code Chapters 380/381	County:					
	City:					
	Other:					
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				\$ 591,552	\$ 502,819	\$ 88,733

Additional information on incentives for this project:



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #15

Economic Impact Analysis

TO BE PROVIDED BY COMPTROLLER'S OFFICE

Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #16

Map and Description of Reinvestment Zone





Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #16 - Continued

Order Establishing the Reinvestment Zone

See attached.

**Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD**

ORDER

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

WHEREAS in conformity with Chapter 312 of the Texas Tax Code and the GUIDELINES AND CRITERIA GOVERNING TAX ABATEMENT (hereinafter "the Guidelines"), the Commissioners Court of Mills County has conducted a public hearing on 5/17, 2015 to consider the designation of all real property within the unincorporated geographic area consisting of 700 square miles more or less not including incorporated areas of Mills County, more particularly described as the Reinvestment Zone Number One with property descriptions contained in Exhibit "A", (hereinafter "the property") as a reinvestment zone under the said chapter; and

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

WHEREAS, the Commissioners' Court of Mills County, Texas finds that the designation of the area as a reinvestment zone would contribute to the creation of new primary employment; and

WHEREAS, the Commissioners' Court of Mills County finds that the designation of the area as a reinvestment zone would contribute to the economic development of Mills County, Texas; and

WHEREAS, the Commissioners' Court of Mills County finds that the designation of the area as a reinvestment zone that would be a "benefit" to the property to be included in the zone; and

WHEREAS, the Commissioners' Court finds that the area to be designated as a reinvestment zone is not within the taxing jurisdiction of any municipality;

WHEREAS the Commissioners' Court of Mills County has made the findings of fact necessary to designate the property as a reinvestment zone; and

WHEREAS a form of a Tax Abatement agreement is attached hereto as Exhibit "B"

**NOW, THEREFORE BE IT ORDERED BY THE COMMISSIONERS' COURT OF MILLS COUNTY,
TEXAS**

Section 1. That the findings and recitals in the preamble to this Order are found to be true and correct and hereby RATIFIED, APPROVED, AND ADOPTED.

Section 2. That, pursuant to Chapter 312 of the Texas Tax Code, all real property contained within the unincorporated geographic area consisting of 700 square miles more or less not including incorporated areas, all in Mills County, Texas, as more particularly described in Exhibit "A" attached hereto is hereby designated as a reinvestment zone to be called the Reinvestment Zone Number One.

[BALANCE OF THIS PAGE IS INTENTIONALLY BLANK]

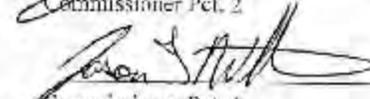


Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

Passed and Approved this the 17 day of July, 2015



Kirkland A. Folk, County Judge


Commissioner Pct. 1
Commissioner Pct. 2
Commissioner Pct. 3
Commissioner Pct. 4



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #16 - Continued

Legal Description of Reinvestment Zone

LEGAL DESCRIPTION OF MILLS COUNTY PROVIDED BY GENERAL LAND OFFICE

Beginning at the SE corner of the Richard Slevin Survey on the Colorado River,

Thence in a direct line to the SE corner of Survey No. 1 Sulphur Fork Ironworks.

Thence NE to South line of Yarbo, 1550 varas west of SE corner.

Thence N82' E to a point 9 Y:z miles N, 60' E from the west line of Comanche

County. Thence S 30' E to a point Y:z mile S, 30' E from the south line of Hamilton

County.

Thence S 56' W to Colorado River.

Thence up said river with its meanders to the beginning, containing 700 square miles.

-from VATS Annotated Civil Statutes ntle 24. County Boundaries



Priddy Wind Energy LLC
Chapter 313 Application to Priddy ISD

CHECKLIST ITEM #16 - Continued

Guidelines and Criteria - Mills County

See attached.

Resolution

GUIDELINES AND CRITERIA FOR GRANTING TAX ABATEMENT IN REINVESTMENT ZONES CREATED IN THE JURISDICTION OF MILLS COUNTY, TEXAS.

WHEREAS, the creation and retention of job opportunities that bring new wealth is one of the highest civic priorities; and,

WHEREAS, new jobs and investments will benefit the area economy, provide needed opportunities, strengthen the real estate market, and generate tax revenue to support local services; and,

WHEREAS, Mills County must compete with other localities across the nation currently offering tax inducements to attract new and modernization projects; and,

WHEREAS, any tax incentives offered in Mills County would reduce needed tax revenue unless these tax incentives are strictly limited in application to those new and existing industries that bring new wealth to the community; and,

WHEREAS, the abatement of property taxes, when offered to attract primary jobs in industries that bring in money from outside a community instead of merely recirculation dollars within a community, has been shown to be an effective method of enhancing and diversifying an area's economy; and,

WHEREAS, Texas laws requires any eligible taxing jurisdiction to establish guidelines and criteria as to eligibility for tax abatement agreements prior to the granting of any future tax abatement, which guidelines and criteria are to remain unchanged for a two-year period unless amended by minimum votes, as provided by said state law; and,

WHEREAS, these guidelines and criteria shall not be constructed as implying or suggesting that the County of Mills, or any other taxing jurisdiction, is under any obligation to provide tax abatement or other incentives to any applicant, and all applicants shall be considered on a case-by-case basis; and,

WHEREAS, these guidelines and criteria are approved for circulation to all affected taxing jurisdiction for consideration as a common policy for all jurisdictions that choose to participate in tax abatement agreements;

NOW THEREFORE BE IT RESOLVED THAT, said guidelines and criteria are as follows:

Sec. 1. Definitions

- (a) "Abatement" means the full or partial exemption from ad valorem taxes of certain real property, and certain personal property, in a reinvestment zone designated by the County of Mills for economic development purposes.
- (b) "Affected jurisdiction" means the County of Mills, and any other taxing jurisdiction with any substantial parts of its area located in Mills County; and that levies ad valorem taxes and

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provides services to property located in said County; and that chooses to participate in tax abatement agreements by, or pursuant to, these guidelines.

(c) "Agreement" means a contractual agreement between a property owner or lessee, or both, and an affected jurisdiction for the purposes of tax abatement.

(d) "Base year value" means the assessed value of eligible property January 1 preceding the execution of the agreement, plus the agreed-upon value of eligible property improvements made after January 1 but before the execution of the agreement.

(e) "Deferred maintenance" means improvements necessary for continued operations that do not improve productivity or alter the process technology.

(f) "Distribution Center Facility" means permanent buildings and structures, including fixed machinery and equipment, used or to be used, primarily to receive, store, service, or distribute goods or materials owned by the facility operator.

(g) "Expansion" means the addition of permanent building and structures, fixed machinery and equipment for purposes of increasing production capacity.

(h) "Facility" means property improvements completed or in the process of construction that together comprise and integral whole.

(i) "Manufacturing Facility" means permanent buildings and structures, including fixed machinery and equipment, the primary purpose of which is or will be the manufacture of tangible goods or materials or the processing of such goods or materials by physical or chemical change.

(j) "Modernization" means a complete or partial demolition of facilities and the complete or partial reconstruction or installation of a facility of similar or expanded production capacity. Modernization may result from the construction, alteration, or installation of permanent buildings and structures, alteration, or installation of permanent buildings and structures, fixed machinery and equipment. Modernization shall include improvements for the purposes of increasing productivity or updating the technology of machinery or equipment or both.

(k) "New Facility" means a property previously undeveloped that is placed into service by means other than by, or in conjunction with, expansion or modernization.

(l) "Other basic industry" means permanent buildings and structures, including fixed machinery and equipment not elsewhere described, used or to be used, for the production of products or services that primarily serve a market that result in the creation of new permanent jobs, and that bring in new wealth.

(m) "Productive life" means the number of years a property improvement is expected to be in service in a facility.

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(n) "Regional entertainment facility" means permanent buildings and structures, including fixed machinery and equipment, used or to be used to provide entertainment through the admission of the general public.

(o) "Research facility" means permanent buildings and structures, including fixed machinery and equipment, used or to be used primarily for the research or experimentation to improve or develop new tangible goods or materials or to improve or develop the production processes thereto.

(p) "Regional service facility" means permanent buildings and structures, including fixed machinery and equipment, used or to be used, to service goods.

(q) "Renewable Energy Resource" means a resource which produces energy derived from renewable energy technologies, as defined in PUC Substantive Rule 25.5.

Sec. 2. Criteria for Abatement and Designation a Reinvestment Zone.

(a) Authorized facility. A facility may be eligible for abatement if it is a manufacturing facility, research facility, distribution center or regional service facility, regional entertainment facility, renewable energy resource, or other basic industry.

(b) Creation of new value. Abatement may be granted only for the additional value of eligible property improvements made subsequent to, and specified in, an abatement agreement between Mills County and the property owner or lessee, subject to such limitation as Mills County may require.

(c) New and existing facilities. Abatement may be for new facilities and improvements to existing facilities purposes of modernization or expansion.

(d) Eligible property. Abatement may be extended to the value of permanent buildings and structures, fixed machinery and equipment, and certain other personal property, site improvements, and office space and related fixed improvements necessary to the operation and administration of the facility.

(e) Ineligible property. The following types of property shall be fully taxable and ineligible for abatement: land; inventories; supplies; housing; hotel accommodations; deferred maintenance investments; property to be rented or leased, except as provided in Section 2 (f); improvements for the generation or transmission of electrical energy not wholly consumed by a new facility or expansion; any improvements, including those to produce, store or distribute natural gas, fluids or gases, that are not integral to the operation of the facility; property owned or used by the State of Texas or its political subdivision or by any organization owned, operated, or directed by a political subdivision of the State of Texas.

(f) Owned and Leased Facilities. If a leased facility is granted abatement, the agreement shall be executed with the lessor and the lessee.

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(g) Value and term of abatement. A tax abatement agreement granted by Mills County shall be up to but not exceeding ten (10) years in duration and up to but not exceeding 100% of the ad valorem property taxes assessed.

(h) Economic qualification. In order to be eligible to receive tax abatement the planned improvement:

(1) must be expected to prevent the loss of employment, retain employment, or create employment on a permanent basis.

(2) must not be expected to solely or primarily have the effect of transferring employment from one part of the County of Mills to another; and,

(i) Existing business. Recognizing the importance of cosmetic improvements to the community of those existing businesses that modernize or expand over and above normal repair and upkeep, they may be granted a two-year tax abatement of the amount of value the facility is increased. (If a business has a building appraised at \$50,000.00 and modernization or expansion changes the appraised value to \$100,000.00, \$50,000.00 of the new value could be abated for two years beginning January 1 after the year completed.)

(j) Taxability. From the execution of the abatement agreement to the end of the agreement period taxes shall be assessed as follows:

(1) the value of ineligible property as provided in Section 2 (e) shall be fully taxable; and,

(2) the base year value of existing eligible property as determined each year shall be fully taxable; and,

(3) The additional value of new eligible property shall be taxable in the manner described in Section 2(g, h, & i).

Sec. 3. Application and Hearing

(a) Any present or potential owner of taxable property in the jurisdiction of the Taxing Entities of the County of Mills, Texas may request tax abatement by filing a written request with the Mills County Commissioners Court.

(b) The application shall consist of a completed application form accompanied by: a general description of the proposed use and the general nature and extent of the modernization, expansion, or new improvements to be undertaken; a descriptive list of the improvements that will be a part of the facility; a map and property description; and a time schedule for undertaking and completing the planned improvements.

In the case of modernization, a statement of the assessed value of the facility, separately stated for real and personal property, shall be give for the tax year immediately preceding the application. The application form may require any financial and other information that may be appropriate for evaluating the financial capacity of the applicant and any other factors.

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(c) After receipt of an application, the Commissioners Court shall determine within forty-five (45) days how to proceed with the application. Within this time frame, the Commissioners Court shall choose either to deny the application, consider the application, or consider the application on an expedited basis.

(d) **Consideration of Application.** If the County determines that the application should be further considered, then the County Judge shall schedule a hearing to obtain public input on the application. At least seven (7) days prior to the hearing, the County must send written notice to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought and must publish notice of the hearing time, place and subject in the local newspaper. At the hearing the commissioners Court evaluates the application against the criteria in Section 2 and decides whether to designate the property for which an abatement is sought as a reinvestment zone. If the reinvestment zone is not designated, the application fails, although it may be amended and resubmitted. If the reinvestment zone is designated, the Commissioners Court shall pass an order to that effect and may then arrange to consider for approval the tax abatement agreement between the applicant and the County at its next regularly scheduled meeting. At least seven (7) days prior to entering into a tax abatement agreement, the County must give written notice of its intent to do so to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought, 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.

(e) **Expedited Consideration of Application.** If the County determines that the application should receive expedited consideration, then the County Judge shall schedule an opportunity to obtain public input on the application at the Commissioners Court's next meeting. At least seven (7) days prior to the meeting, the County must send written notice to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought and must publish notice of the hearing time, place and subject in the local newspaper. Also at this time, the County must give written notice of its intent to enter into a tax abatement agreement to the presiding officers of all taxing units with jurisdiction over the property for which the abatement is sought, along with a copy of the proposed tax abatement agreement. During the Commissioners Court meeting, the Commissioners Court shall evaluate the application against the criteria in Sections 2 and shall decide 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 and may then immediately consider for approval the tax abatement agreement between the applicant and the County. After consideration, the Commissioners Court may finally vote by simple majority to enter into the tax abatement agreement, or the decline. An approved tax abatement agreement may be executed in the same manner as other contracts made by the County.

(f) **Confidentiality.** As required by Section 312.003 of the Texas Tax Code, information that is provided to the County in connection with an application or a request for a tax abatement under this chapter that describes the specific processes or business activities to be conducted or

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the equipment or other property to be located on the property for which the abatement is sought is confidential and not subject to public disclosure until the tax abatement is executed.

(g) When the abatement is disapproved, an applicant may be granted a review, or rehearing, in which a new application and hearing may be required.

(h) Tax abatement may not be approved if the County finds that the application therefore was filed after the commencement of the construction, alteration, or installation of improvements related to a proposed modernization, expansion, or new facility.

(i) Request for variance from the provisions of Section 2 may be made in written form to the Commissioners Court of Mills County. Such request shall include all the items listed in Section 3 (b) above, together with a complete description of the circumstances that prompt the applicant to request variance. The approval process for a variance shall be identical to that for a standard application and may be supplemented by such additional requirements as may be deemed necessary by the County.

Sec. 4. Standards for denying Approval of Abatement.

(a) If any affected jurisdiction is able to conclusively show cause in the public hearing why the granting of the abatement will have a substantial adverse effect on its bonds, tax revenue, service capacity, or the providing of services, Mills County shall deny the approval of abatement.

(b) An abatement agreement shall not be granted if it is determined that:

(1) there would be substantial adverse effect on the providing of government services or tax bases;

(2) the applicant has insufficient financial capacity;

(3) planned or potential use of the property would constitute a hazard to public safety, health, or morals; or,

(4) codes or laws would be violated.

Sec. 5. Effect of Approval of Application

Mills County Commissioners Court acts only for the taxing entity of Mills County and for no other taxing entity within Mills County. The County's approval or disapproval of an application has no effect on any other taxing entity within the jurisdiction or their right to approve or disapprove an application. Only the governing bodies of the effected jurisdictions may grant tax abatements, and enter into tax abatement agreements with applicants.

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Sec. 6. Tax Abatement Agreements

The Mills County Commissioners Court after approval of an application shall enter into an agreement with the applicant. Such agreements shall be executed with the owner of the facility, and with the lessee when required. Such agreements shall include:

- (1) the estimated value to be abated and the base year value;
- (2) the percentage of value to be abated each year as provided in Sec. 2 (g, h, & i);
- (3) the commencement date and the termination date of abatement;
- (4) the proposed use of the facility, nature of construction, time schedule, map, property description, and improvements list as provided in application, Section 3 (b);
- (5) contractual obligations in the event of default, violation of terms or conditions, delinquent taxes recapture, administration, and assignment as provided in Sections 2 (a), 2 (f), 2 (g, h, & i), 7, 8, and 9.
- (6) size of investment and average number of jobs involved. Such agreement shall normally be executed within 30 days after the applicant has forwarded all necessary information and documentation to the County; and
- (7) the agreement shall stipulate that employees, or designated representatives, or both, of Mills County will have access to the reinvestment zone during the terms of the abatement to inspect the facility to determine if the terms and conditions of the agreement are being met. All inspections will be made only after the giving of 24 hours prior notice and will be conducted in such a manner that they will not unreasonably interfere with the construction or operation or both of the facility. All inspections will be made in the presence of one or more representatives of the company or individual and in accordance with the safety standards of the company or individual.

Sec. 7 Recapture

(a) If the facility is completed and begins producing products or services, but subsequently discontinues producing products or services for any reason excepting fire, explosion, or other casualty or accident or natural disaster, for a period of one year during the abatement period, then the agreement shall terminate and so shall the abatement of the taxes for the calendar year during which the facility no longer produces. The taxes otherwise abated for that calendar year shall be paid to the affected jurisdiction within 60 days from the date of termination.

(b) If the Mills County Commissioners Court determines that the company or individual is in default according to the terms and conditions of its agreement, the Commissioners Court shall notify the company or individual in writing at the address stated in the agreement, and if such default is not cured within 60 days from the date of such notice ("cure period"), then the agreement may be terminated.

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(c) If the company or individual (1) allows its ad valorem taxes owed to the County of Mills, or any other taxing entity in Mills County, to become delinquent and fails to timely and properly follow the legal procedures for their protest or contest or both; or (2) violates any of the terms and conditions of the abatement agreement and fails to cure during the cure-period, the agreement may then be terminated, and all taxes previously abated by virtue of the agreement will be recaptured and paid within 60 days of the termination.

Sec. 8. Administration

(a) The Chief Appraiser of the Mills County Appraisal District shall annually determine an assessment of the real and personal property comprising the reinvestment zone. Each year, any company or individual receiving abatement shall furnish the assessor with such information as may be necessary for the abatement. Once value has been established, the chief appraiser shall notify the affected jurisdictions that levy taxes of the amount of the assessment.

(b) Upon completion of construction, a designated representative of Mills County shall annually value each facility receiving abatement to insure compliance with the agreement and shall make a report to the Commissioners Court regarding the findings of each evaluation.

Sec. 9. Assignment

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

Sec. 10. Sunset Provision

The guidelines and criteria are effective upon the date of their adoption and will remain in force for two years unless amended by a three-quarters vote of the Mills County Commissioners Court, at which time the tax abatement contracts created according to these provisions will be reviewed to determine whether or not the goals have been achieved. Based on that review, the guidelines and criteria may be further modified, renewed or eliminated.

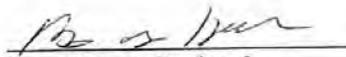
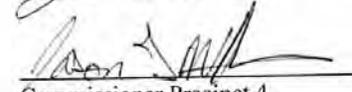
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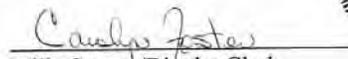
Moved, Seconded, and Passed Unanimously, This the 22 day of June 2015.



Mills County Judge


Commissioner Precinct 1
Commissioner Precinct 2
Commissioner Precinct 3
Commissioner Precinct 4

ATTEST:


Mills County/District Clerk



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MILLS COUNTY TAX ABATEMENT APPLICATION
FOR
ECONOMIC DEVELOPMENT INCENTIVES

PROPERTY/PROJECT DESCRIPTION

1. Property Owner _____
Mailing Address _____
Telephone _____
2. Project Sponsor _____
(If different than property owner)
Mailing address _____
Telephone _____
3. Applicant's Representative _____
Telephone _____
4. Property Address _____
Legal Description _____

(provide attachment if by metes and bounds)
5. Located within: (School or other taxing district): _____

6. Description of Project: _____

7. Date (s) projected for occupation of project/initiation of operations: _____
8. Employment Impact
 - a. How many jobs will be brought to Mills County? _____
 - b. What types of jobs will be created? _____



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- c. What will the total annual payroll be? _____
- 9. Fiscal Impact
 - a. How much real and personal property value will be added to the tax roles?
 - b. How much direct sales tax will be generated? _____
 - c. How will this project affect existing business and/or office facilities?
 - d. What infrastructure construction would be required?

 - e. What is the total annual operation budget of this facility projected to be?
- 10. Community Impact:
 - a. What effect would the project have on the local housing market?
 - b. What environmental impact, if any, will be created by the project?

- 11. Type and value of incentive requested: _____

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CHECKLIST ITEM #17

Signature and Certification Page

See page 8 of application

Application for Appraised Value Limitation on Qualifying Property

SECTION 16: Authorized Signatures and Applicant Certification

After the applicant 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 e-mail your application, you will need to submit 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 Title

sign here Signature (Must be 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 or local.

print here Kelly Meyer Vice President, Development
Title

sign here Signature (Must be Authorized Company Representative (Applicant)) Date August 8, 2015

GIVEN under my hand and seal of office this 8th day of August 2015

OFFICIAL SEAL
RUTH M. MADOLAY
Notary Public - State of Illinois
My Commission Expires Mar 8, 2017
(Notary Seal)

Notary Public in and for the State of Texas -

My Commission expires: 3-8-2017

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.

For more information visit our website: www.TexasAhead.org/tax_programs/chapter313/

5328-10-25-11-1-14-2