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August 15, 2017

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John Villarreal
Manager, Economic Development & Local Government
Data Analysis & Transparency Division
Texas Comptroller of Public Accounts
111 E. 17th St
Austin, TX 78774

Re: App 1103 – Reagan County ISD – Santa Rita Wind Energy, LLC

John:

Attached please find the amended application pages for the Chapter 313 Application submitted by Santa Rita Wind LLC to Reagan County ISD. This Amendment, dated August 15, 2017 and numbered 03, is the third amendment to the Application. The revised application pages are as follows:

- Page 2 of the application – Revised Authorized Company Representative
- Page 3 of the application – Revised Authorized Company Consultant
- Page 5 of the application – Revised Project Timeline by changing the start of the limitation period to tax year 2018.
- Schedule A1: Investment – Revised the chart to change the start of the limitation period to tax year 2018 and the qualified investment to be installed in tax year 2017.
- Schedule A2: Investment – Revised the chart to change the start of the limitation period to tax year 2018 and the qualified investment to be installed in tax year 2017.
- Schedule B: Estimated Market and Taxable Value. – Revised the chart to change the start of the limitation period to tax year 2018 and the qualified investment to be installed in tax year 2017.
- Schedule C: Employment Information – Revised the chart to show the new project construction timeline and change the start of the limitation period to tax year 2018 and the construction FTEs to begin in 2017 and qualified jobs to begin in 2018.
- Schedule D: Other Incentives – Revised the chart to delay the start of the other incentives to tax year 2018.

Along with these Amendments, an updated signature page is provided.

Sincerely,

Brandon S Budde

Brandon Budde
Applicant's Representative



Santa Rita Wind Energy LLC
Chapter 313 Application to Andrews ISD
Amendment No. 3

CHECKLIST ITEM #1

Application

See attached.

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

<p>Fred First Name</p> <p>Attorney Title</p> <p>Underwood Law Firm, P.C. Firm Name</p> <p>(806) 379-0306 Phone Number</p> <p>Mobile Number (optional)</p>	<p>Stormer Last Name</p> <p>Fred.Stormer@uwlaw.com Email Address</p>
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4. On what date did the district determine this application complete? September 16, 2016

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)

<p>Kelly First Name</p> <p>Vice President, Development Title</p> <p>One South Wacker Drive, Suite 1900 Street Address</p> <p>One South Wacker Drive, Suite 1900 Mailing Address</p> <p>Chicago City</p> <p>(312) 224-1400 Phone Number</p> <p>Mobile Number (optional)</p>	<p>Meyer Last Name</p> <p>Invenergy LLC Organization</p> <p>IL State</p> <p>60606 ZIP</p> <p>KMeyer@invenergyllc.com Business Email Address</p>
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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.

<p>First Name</p> <p>Title</p> <p>Street Address</p> <p>Mailing Address</p> <p>City</p> <p>Phone Number</p> <p>Mobile Number (optional)</p>	<p>Last Name</p> <p>Organization</p> <p>State</p> <p>ZIP</p> <p>Fax Number</p> <p>Business Email Address</p>
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3. Does the applicant authorize the consultant to provide and obtain information related to this application? Yes No

Application for Appraised Value Limitation on Qualified Property

SECTION 2: Applicant Information (continued)

4. Authorized Company Consultant (If Applicable)

Brandon	Budde
First Name	Last Name
Agent	
Title	
Ryan, LLC	
Firm Name	
949.860.4588	N/A
Phone Number	Fax Number
brandon.budde@ryan.com	
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? Santa Rita Wind Energy LLC

2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) 32057805403

3. List the NAICS code 221119

4. Is the applicant a party to any other pending or active Chapter 313 agreements? Yes No

4a. If yes, please list application number, name of school district and year of agreement

SECTION 5: Applicant Business Structure

1. Identify Business Organization of Applicant (corporation, limited liability corporation, etc) Limited Liability Corporation

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

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

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

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

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

Application for Appraised Value Limitation on Qualified Property

SECTION 9: Projected Timeline

- | | |
|---|---|
| 1. Application approval by school board | Dec 2015 |
| 2. Commencement of construction | 1st Qtr 2017 |
| 3. Beginning of qualifying time period | May 2016 |
| 4. First year of limitation | 2018 |
| 5. Begin hiring new employees | 3rd Qtr 2017 |
| 6. Commencement of commercial operations | 4th Qtr 2017 |
| 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | 4th Qtr 2017 |

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located Reagan County
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Reagan County
3. Will this CAD be acting on behalf of another CAD to appraise this property?
- Yes No
4. List all taxing entities that have jurisdiction for the property, the portion of project within each entity and tax rates for each entity:
- | | |
|--|---|
| County: <u>(Reagan County, .187366, 100%)</u>
<small>(Name, tax rate and percent of project)</small> | City: <u>N/A</u>
<small>(Name, tax rate and percent of project)</small> |
| Hospital District: <u>(Hospital District, .228123, 100%)</u>
<small>(Name, tax rate and percent of project)</small> | Water District: <u>(Reagan Water Supply, .011124, 100%)</u>
<small>(Name, tax rate and percent of project)</small> |
| Other (describe): <u>(FM & LR, .023469, 100%)</u>
<small>(Name, tax rate and percent of project)</small> | Other (describe): <u>N/A</u>
<small>(Name, tax rate and percent of project)</small> |
5. Is the project located entirely within the ISD listed in Section 1?
- Yes No
- 5a. If no, attach in **Tab 6** additional information on the project scope and size to assist in the economic analysis.
6. Did you receive a determination from the Texas Economic Development and Tourism Office that this proposed project and at least one other project seeking a limitation agreement constitute a single unified project (SUP), as allowed in §313.024(d-2)?
- Yes No
- 6a. If yes, attach in **Tab 6** supporting documentation from the Office of the Governor.

SECTION 11: Investment

NOTE: The minimum amount of qualified investment required to qualify for an appraised value limitation and the minimum amount of appraised value limitation vary depending on whether the school district is classified as Subchapter B or Subchapter C, and the taxable value of the property within the school district. For assistance in determining estimates of these minimums, access the Comptroller's website at www.texasahead.org/tax_programs/chapter313/.

1. At the time of application, what is the estimated minimum qualified investment required for this school district?
- 20,000,000.00
2. What is the amount of appraised value limitation for which you are applying?
- 25,000,000.00
- Note:** The property value limitation amount is based on property values available at the time of application and may change prior to the execution of any final agreement.
3. Does the qualified investment meet the requirements of Tax Code §313.021(1)?
- Yes No
4. Attach a description of the qualified investment [See §313.021(1).] The description must include:
- a. a specific and detailed description of the qualified investment you propose to make on the property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (**Tab 7**);
 - b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your minimum qualified investment (**Tab 7**); and
 - c. a detailed map of the qualified investment showing location of 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



Santa Rita Wind Energy LLC
Chapter 313 Application to Andrews ISD
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CHECKLIST ITEM #14

Schedules A-D

See attached.

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

Date 7/31/2017
 Applicant Name Santa Rita Wind Energy LLC
 ISD Name Reagan County 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)	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 not become Qualified Property [NOTE] [SEE]	Other new investment made during this year that may become Qualified Property [NOTE] [SEE]	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)	YYYY	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	-		2016					
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	2017-2018	2017	226,200,000.00				226,200,000.00
	QTP2	2018-2019	2018					-
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				226,200,000.00				226,200,000.00
				Enter amounts from TOTAL row above in Schedule A2				
Total Qualified Investment (sum of green cells)				226,200,000.00				

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.

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

Date 7/31/2017
 Applicant Name Santa Rita Wind Energy LLC
 ISD Name Reagan County ISD

Form 50-296A
 Revised May 2014

PROPERTY INVESTMENT AMOUNTS								
(Estimated investment in each year. Do not put cumulative totals.)								
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below)	Column A	Column B	Column C	Column D	Column E
				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 not 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	2016-2017	2016	-	-	-	-	-
	1	2017-2018	2017	226,000,000.00	-	-	-	226,000,000.00
	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	-	-	-	-	-
	11	2027-2028	2027	-	-	-	-	-
		Total investment made through limitation		226,000,000.00	-	-	-	226,000,000.00
Continue to maintain viable presence	12	2028-2029	2028					
	13	2029-2030	2029					
	14	2030-2031	2030					
	15	2031-2032	2031					
	16	2032-2033	2032					
	17	2033-2034	2033					
	18	2034-2035	2034					
	19	2035-2036	2035					
	20	2036-2037	2036					
	21	2037-2038	2037					
	22	2038-2039	2038					
	23	2039-2040	2039					
	24	2040-2041	2040					
	25	2041-2042	2041					
	26	2042-2043	2042					

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

Date
 Applicant Name
 ISD Name

7/31/2017
Santa Rita Wind Energy LLC
Reagan County ISD

Form 50-296A
 Revised May 2014

	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Estimated Taxable Value		
				Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new buildings or "in or on the new improvements"	Market Value less any exemptions (such as pollution control) and before limitation	Final taxable value for I&S after all reductions	Final taxable value for M&O after all reductions
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2016-2017	2016	-	-				
	1	2017-2018	2017						
Value Limitation Period	2	2019-2020	2018	-		210,366,000	210,366,000	210,366,000	25,000,000
	3	2020-2021	2019	-		195,640,380	195,640,380	195,640,380	25,000,000
	4	2021-2022	2020	-		181,945,553	181,945,553	181,945,553	25,000,000
	5	2022-2023	2021	-		169,209,365	169,209,365	169,209,365	25,000,000
	6	2023-2024	2022	-		157,364,709	157,364,709	157,364,709	25,000,000
	7	2024-2025	2023	-		146,349,179	146,349,179	146,349,179	25,000,000
	8	2025-2026	2024	-		136,104,737	136,104,737	136,104,737	25,000,000
	9	2026-2027	2025	-		126,577,405	126,577,405	126,577,405	25,000,000
	10	2027-2028	2026	-		117,716,987	117,716,987	117,716,987	25,000,000
	11	2028-2029	2027	-		109,476,798	109,476,798	109,476,798	25,000,000
Continue to maintain viable presence	12	2029-2030	2028	-		101,813,422	101,813,422	101,813,422	101,813,422
	13	2030-2031	2029	-		94,686,482	94,686,482	94,686,482	94,686,482
	14	2031-2032	2030	-		88,058,429	88,058,429	88,058,429	88,058,429
	15	2032-2033	2031	-		81,894,339	81,894,339	81,894,339	81,894,339
	16	2033-2034	2032	-		76,161,735	76,161,735	76,161,735	76,161,735
Additional years for 25 year economic impact as required by 313.026(c)(1)	17	2034-2035	2033	-		70,830,414	70,830,414	70,830,414	70,830,414
	18	2035-2036	2034	-		65,872,285	65,872,285	65,872,285	65,872,285
	19	2036-2037	2035	-		61,261,225	61,261,225	61,261,225	61,261,225
	20	2037-2039	2036	-		56,972,939	56,972,939	56,972,939	56,972,939
	21	2038-2039	2037	-		52,984,833	52,984,833	52,984,833	52,984,833
	22	2039-2040	2038	-		49,275,895	49,275,895	49,275,895	49,275,895
	23	2040-2041	2039	-		45,826,582	45,826,582	45,826,582	45,826,582
	24	2041-2042	2040	-		42,618,721	42,618,721	42,618,721	42,618,721
	25	2042-2043	2041	-		39,635,411	39,635,411	39,635,411	39,635,411
	26	2043-2044	2042	-		36,860,932	36,860,932	36,860,932	36,860,932

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
Applicant Name
ISD Name

7/31/2017
Santa Rita Wind Energy LLC
Reagan County 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	Column B	Column C	Column D	Column E
				Number of Construction FTE's or man-hours (specify)	Average annual wage rates for construction workers	Number of non-qualifying jobs applicant estimates it will create (cumulative)	Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Average annual wage of new qualifying jobs
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2016-2017	2016					
	1	2017-2018	2017	300 FTEs	\$ 50,000			
Value Limitation Period <i>The qualifying time period could overlap the value limitation period.</i>	2	2018-2019	2018			1	8	\$ 42,775
	3	2019-2020	2019			1	8	\$ 42,775
	4	2020-2021	2020			1	8	\$ 42,775
	5	2021-2022	2021			1	8	\$ 42,775
	6	2022-2023	2022			1	8	\$ 42,775
	7	2023-2024	2023			1	8	\$ 42,775
	8	2024-2025	2024			1	8	\$ 42,775
	9	2025-2026	2025			1	8	\$ 42,775
	10	2026-2027	2026			1	8	\$ 42,775
	11	2027-2028	2027			1	8	\$ 42,775
Years Following Value Limitation Period	12 through 26	2028-2043	2028-2043			1	8	\$ 42,775

See TAC 9.1051 for definition of non-qualifying jobs.

Notes: Only include jobs on the project site in this school district.

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

Schedule D: Other Incentives (Estimated)

Date: 7/31/2017
 Applicant Name: Santa Rita Wind Energy LLC
 ISD Name: Reagan County 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: Reagan	2018	10 Years	\$ 476,907	\$ 405,371	\$ 71,536
	City:					
	Other: Hospital District	2018	10 Years	\$ 446,301	\$ 379,356	\$ 66,945
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				\$ 923,207	\$ 784,726	\$ 138,481

Additional information on incentives for this project:

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Santa Rita Wind Energy LLC
Chapter 313 Application to Andrews ISD
Amendment No. 3

CHECKLIST ITEM #17

Signature and Certification Page

See attached.



Application for Appraised Value Limitation on Qualified Property

SECTION 16: Authorized Signatures and Applicant Certification

After the application and schedules are complete, an authorized representative from the school district and the business should review the application documents and complete this authorization page. Attach the completed authorization page in **Tab 17**. **NOTE:** If you amend your application, you will need to obtain new signatures and resubmit this page, Section 16, with the amendment request.

1. Authorized School District Representative Signature

I am the authorized representative for the school district to which this application is being submitted. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code.

print here ▶ Steve Long Superintendent
Print Name (Authorized School District Representative) Title

sign here ▶ [Signature] 8-28-2017
Signature (Authorized School District Representative) Date

2. Authorized Company Representative (Applicant) Signature and Notarization

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

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

print here ▶ Kelly Meyer Vice President, Development
Print Name (Authorized Company Representative (Applicant)) Title

sign here ▶ [Signature] 8-2-17
Signature (Authorized Company Representative (Applicant)) Date



(Notary Seal)

GIVEN under my hand and seal of office this, the
2nd day of August, 2017
Carly M. Goranson
 Notary Public in and for the State of Texas
 My Commission expires: 9/21/2020

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.