UNDERWOOD
ATTORNEYS AT LAW

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

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

October 22, 2015

John Villarreal
Jenny Hicks
Stephanie Jones
Economic Development and Analysis Division
Texas Comptroller of Public Accounts
111 E. 17th St.
Austin, TX 78774

Via Email and Federal Express

RECEIVED
OCT 26 2015
Data Analysis &
Transparency Division

Re: 313 Application – Grandview Wind Farm III, LLC

Dear John, Jenny and Stephanie:

Enclosed please find an application for appraised value limitation on qualified property submitted to Groom ISD by Grandview Wind Farm III, LLC, on October 19, 2015, along with the schedules in Excel format. A CD containing these documents is also enclosed.

The Groom ISD Board elected to accept the application on October 19, 2015. The application was determined to be complete on October 22, 2015. We ask that the Comptroller's Office prepare the economic impact report for this development.

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

Sincerely,

Audie Sciumbato, PhD

Encl.
JB5UE0EN0D8OCN
cc: Chief Appraiser, Carson County Appraisal District
Dennis Stout, Development Manager, EC&R Development

FORM 50-296-A

Chapter 313 Application

Appraised Value Limitation by

Grandview Wind Farm III, LLC

to

Groom Independent School District

Monday, October 19, 2015

Attachment to Application for Chapter 313 Appraised Value Limitation
by Grandview Wind Farm III, LLC to Groom ISD

TAB 1

Groom ISD Form 50-296-A

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

October 19, 2015
Date Application Received by District

Jay
First Name

Lamb
Last Name

Superintendent
Title

Groom Independent School District
School District Name

304 W 3rd St
Street Address

Mailing Address

Groom
City

TX
State

79039
ZIP

806-248-7557
Phone Number

(806) 248-7949
Fax Number

806-346-1985
Mobile Number *(optional)*

jay.lamb@region16.net
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: James
Last Name: Wester
Title: Attorney
Firm Name: Underwood Law
Phone Number: 806-379-0354
Fax Number: (806) 379-0316
Mobile Number *(optional)*: 806-570-1120
Email Address: james.wester@uwlaw.com

4. On what date did the district determine this application complete? . . . . . October 22, 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: Paul
Last Name: Bowman
Title: Senior Vice President
Organization: EC&R Development, LLC
Street Address: 701 Brazos Street, Suite 1400
Mailing Address:
City: Austin
State: TX
ZIP: 78701
Phone Number: 512-477-7024
Fax Number: 512-494-9581
Mobile Number *(optional)*:
Business Email Address: paul.bowman@eon.com

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: Dennis
Last Name: Stout
Title: Development Manager
Organization: EC&R Development, LLC
Street Address: 701 Brazos Street, Suite 1400
Mailing Address:
City: Austin
State: TX
ZIP: 78701
Phone Number: 512-482-4080
Fax Number: 512-494-9581
Mobile Number *(optional)*: 512-413-1804
Business Email Address: dennis.stout@eon.com

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? Grandview Wind Farm III, LLC
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 *(11 digits)* 32052353995
3. List the NAICS code . . . . . 221119 (1997 NAICS)
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

   New application (no number yet) for Panhandle ISD and White Deer ISD, submitted October 2015

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**)*

SECTION 6: Eligibility Under Tax Code Chapter 313.024

1. Are you an entity subject to the tax under Tax Code, Chapter 171? ☑ Yes ☐ No
2. The property will be used for one of the following activities:
   - (1) manufacturing ☐ Yes ☑ No
   - (2) research and development ☐ Yes ☑ No
   - (3) a clean coal project, as defined by Section 5.001, Water Code ☐ Yes ☑ No
   - (4) an advanced clean energy project, as defined by Section 382.003, Health and Safety Code ☐ Yes ☑ No
   - (5) renewable energy electric generation ☑ Yes ☐ No
   - (6) electric power generation using integrated gasification combined cycle technology ☐ Yes ☑ No
   - (7) nuclear electric power generation ☐ Yes ☑ No
   - (8) a computer center that is used as an integral part or as a necessary auxiliary part for the activity conducted by applicant in one or more activities described by Subdivisions (1) through (7) ☐ Yes ☑ No
   - (9) a Texas Priority Project, as defined by 313.024(e)(7) and TAC 9.1051 ☐ Yes ☑ No
3. Are you requesting that any of the land be classified as qualified investment? ☐ Yes ☑ No
4. Will any of the proposed qualified investment be leased under a capitalized lease? ☐ Yes ☑ No
5. Will any of the proposed qualified investment be leased under an operating lease? ☐ Yes ☑ No
6. Are you including property that is owned by a person other than the applicant? ☐ Yes ☑ No
7. Will any property be pooled or proposed to be pooled with property owned by the applicant in determining the amount of your qualified investment? ☐ Yes ☑ No

SECTION 7: Project Description

1. In **Tab 4**, attach a detailed description of the scope of the proposed project, including, at a minimum, the type and planned use of real and tangible personal property, the nature of the business, a timeline for property construction or installation, and any other relevant information.
2. Check the project characteristics that apply to the proposed project:
   - ☑ Land has no existing improvements
   - ☐ Land has existing improvements *(complete Section 13)*
   - ☐ Expansion of existing operation on the land *(complete Section 13)*
   - ☐ Relocation within Texas

SECTION 8: Limitation as Determining Factor

1. Does the applicant currently own the land on which the proposed project will occur? ☐ Yes ☑ No
2. Has the applicant entered into any agreements, 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 . . . . . March, 2016
2. Commencement of construction . . . . . April, 2016
3. Beginning of qualifying time period . . . . . January, 2017
4. First year of limitation . . . . . January, 2017
5. Begin hiring new employees . . . . . September 1, 2016
6. Commencement of commercial operations . . . . . December 31, 2016
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? . . . . . December 31, 2016

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located Carson (100%)
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Carson CAD
3. Will this CAD be acting on behalf of another CAD to appraise this property? . . . . . ☐ Yes ☑ No
4. List all taxing entities that have jurisdiction for the property, the portion of project within each entity and tax rates for each entity:

   County: Carson (100%) *(Name, tax rate and percent of project)*

   City: *(Name, tax rate and percent of project)*

   Hospital District: *(Name, tax rate and percent of project)*

   Water District: Panhandle Groundwater Conservation (100%) *(Name, tax rate and percent of project)*

   Other *(describe)*: White Deer ISD (42%) *(Name, tax rate and percent of project)*

   Other *(describe)*: Panhandle ISD (41%) *(Name, tax rate and percent of project)*
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? 10,000,000.00
2. What is the amount of appraised value limitation for which you are applying?. 20,000,000.00

   Note: The property value limitation amount is based on property values available at the time of application and may change prior to the execution of any final agreement.
3. Does the qualified investment meet the requirements of Tax Code §313.021(1)? . . . . . ☑ Yes ☐ No
4. Attach a description of the qualified investment [See §313.021(1).] The description must include:
   a. a specific and detailed description of the qualified investment you propose to make on the property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (**Tab 7**);
   b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your minimum qualified investment (**Tab 7**); and
   c. a detailed map of the qualified investment showing location of 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): . . . . . $ 0.00
5. In **Tab 10**, include an appraisal value by the CAD of all the buildings and improvements existing as of a date within 15 days of the date the application is received by the school district.
6. Total estimated market value of proposed property not eligible to become qualified property *(that property described in response to question 2)*: . . . . . $ 0.00

Note: Investment for the property listed in question 2 may count towards qualified investment in Column C of Schedules A-1 and A-2, if it meets the requirements of 313.021(1). Such property cannot become qualified property on Schedule B.

SECTION 14: Wage and Employment Information

1. What is the estimated number of permanent jobs (more than 1,600 hours a year), with the applicant or a contractor of the applicant, on the proposed qualified property during the last complete quarter before the application review start date (date your application is finally determined to be complete)? 0

2. What is the last complete calendar quarter before application review start date:

   ☐ First Quarter ☐ Second Quarter ☑ Third Quarter ☐ Fourth Quarter of 2015 (year)

3. What were the number of permanent jobs (more than 1,600 hours a year) this applicant had in Texas during the most recent quarter reported to the Texas Workforce Commission (TWC)? 0

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

4. What is the number of new qualifying jobs you are committing to create? 2

5. What is the number of new non-qualifying jobs you are estimating you will create? 0

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 1,494.00

   b. 110% of the average weekly wage for manufacturing jobs in the county is 1,643.40

   c. 110% of the average weekly wage for manufacturing jobs in the region is 926.98

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? 48,203.00

10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 50,000.00

11. Will the qualifying jobs meet all minimum requirements set out in Tax Code §313.021(3)? . . . . . ☑ Yes ☐ No

12. Do you intend to satisfy the minimum qualifying job requirement through a determination of cumulative economic benefits to the state as provided by §313.021(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**.

TAB 2

Proof of payment of filing fee received by the Comptroller of Public Accounts per TAC Rule §9.1054 (b)(5)

(Page Inserted by Office of Texas Comptroller of Public Accounts)

TAB 3

05-165
(Rev.9-11/3)

Texas Franchise Tax Extension Affiliate List

Tcode 13298 Franchise

Reporting entity taxpayer number	Report year	Reporting entity taxpayer name
1 2 0 0 0 7 5 1 6 8 0	2 0 1 5	E.ON Climate & Renewables North America, LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	BLACKEN CIRCLE IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. EC&R SERVICES, LLC	3 2 0 4 2 2 0 6 6 1 8	○
2. EC&R ENERGY MARKETING, LLC	3 2 0 4 1 7 0 8 3 4 1	○
3. EC&R DEVELOPMENT, LLC	3 2 0 3 9 4 5 1 5 3 2	○
4. MUNNSVILLE INVESTCO, LLC	3 0 0 5 4 3 4 7 1	●
5. FOREST CREEK INVESTCO, INC.	1 7 1 0 9 9 2 4 7 2 4	●
6. EC&R INVESTCO MGMT II, LLC	9 0 0 5 4 4 2 4 8	●
7. EC&R NA SOLAR PV, LLC	3 2 0 4 3 7 1 6 9 8 7	●
8. CORDOVA WIND FARM, LLC	2 0 0 0 7 5 1 6 8	●
9. EC&R ASSET MANAGEMENT, LLC	3 2 0 3 3 6 2 0 9 0 0	●
10. EC&R INVESTCO MGMT, LLC	2 7 1 7 6 8 9 4 3	●
11. EC&R O&M, LLC	3 2 0 3 0 3 5 4 8 4 2	○
12. INADALE WIND FARM, LLC	3 2 0 3 3 8 2 6 0 6 9	○
13. PYRON WIND FARM, LLC	3 2 0 3 3 8 2 6 0 9 3	○
14. SETTLERS TRAIL WIND FARM, LLC	2 7 2 3 0 1 2 4 5	●
15. EC&R PANTHER CREEK WIND FARM III, LLC	3 2 0 3 7 4 3 1 6 6 8	○
16. EC&R QSE, LLC	3 2 0 3 3 7 5 9 0 2 1	○
17. EC&R SHERMAN,LLC	3 2 0 3 7 1 3 2 8 1 1	●
18. FLATLANDS WIND FARM, LLC	2 0 0 0 7 5 1 6 8	●
19. PANTHER CREEK SOLAR, LLC	3 2 0 5 2 4 1 5 3 8 0	○
20. EC&R SOLAR DEVELOPMENT, LLC	3 2 0 5 1 5 2 1 5 2 7	○
21. ANACACHO WIND FARM, LLC	3 2 0 4 4 5 5 9 1 2 1	○

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	○	FM	○

05-165
(Rev.9-11/5)

Texas Franchise Tax Extension Affiliate List

Tcode 13298 Franchise

Reporting entity taxpayer number	Report year	Reporting entity taxpayer name
1 2 0 0 0 7 5 1 6 8 0	2 0 1 5	E.ON Climate & Renewables North America, LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	BLACKEN CIRCLE IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. MUNNSVILLE WF HOLDCO, LLC	2 6 1 9 5 2 0 7 7	●
2. MUNNSVILLE WIND FARM, LLC	2 6 1 9 5 2 0 7 7	●
3. PIONEER TRAIL WIND FARM, LLC	8 0 0 6 4 2 2 8 0	●
4. VENADO WIND FARM, LLC	3 2 0 3 8 4 0 5 9 0 1	●
5. WILDCAT WIND FARM II, LLC	2 7 1 7 6 8 9 4 3	●
6. PATRIOT WIND FARM, LLC	3 2 0 4 8 3 9 8 8 8 0	○
7. MARICOPA WEST SOLAR PV, LLC	9 0 0 6 4 1 8 6 0	●
8. TECH PARK SOLAR, LLC	4 5 1 1 7 7 9 1 3	●
9. TIPTON WIND, LLC	2 7 1 7 6 8 9 4 3	●
10. VALENCIA SOLAR, LLC	3 0 0 6 2 9 7 4 9	●
11. ALAMO SOLAR, LLC	3 7 1 7 7 0 0 5 1	●
12. MARICOPA EAST SOLAR PV, LLC	9 0 0 6 4 1 8 6 0	●
13. MARICOPA EAST SOLAR PV 2, LLC	9 0 0 6 4 1 8 6 0	●
14. BEACON SOLAR PV, LLC	8 0 0 9 4 7 3 0 2	●
15. WEST OF THE PECOS SOLAR, LLC	3 2 0 5 1 5 0 6 3 8 7	○
16. ROSE ROCK WIND FARM, LLC	2 7 1 7 6 9 6 3 1	●
17. WILDCAT WIND FARM III, LLC	2 7 1 7 6 8 9 4 3	●
18. MAGIC VALLEY WIND FARM II, LLC	3 2 0 5 2 2 2 9 9 0 6	○
19. GRANDVIEW WIND FARM, LLC	3 2 0 5 1 2 2 1 7 2 2	○
20. SNOW SHOE WIND FARM, LLC	2 7 1 7 6 8 9 4 3	●
21. STELLA WIND FARM, LLC	3 2 0 5 1 2 4 5 1 4 3	○

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	○	FM	○

05-163 (Rev.9-11/3)

Texas Franchise Tax Extension Affiliate List

Tcode 13298 Franchise

Reporting entity taxpayer number	Report year	Reporting entity taxpayer name
1 2 0 0 0 7 5 1 6 8 0	2 0 1 5	E.ON Climate & Renewables North America, LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	BLACKEN CIRCLE IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. CARDINAL WIND FARM, LLC	2 7 1 7 6 8 9 4 3	●
2. GRANDVIEW WIND FARM II, LLC	3 2 0 5 2 3 5 4 0 1 9	○
3. GRANDVIEW WIND FARM III, LLC	3 2 0 5 2 3 5 3 9 9 5	○
4. MAGIC VALLEY WIND FARM III, LLC	3 2 0 5 2 3 5 3 9 8 7	○
5. STELLA WIND FARM II, LLC	3 2 0 5 2 3 5 3 9 7 9	○
6. VICI WIND FARM, LLC	2 7 1 7 6 9 6 3 1	●
7. TWIN FORKS WIND FARM, LLC	2 7 1 7 6 9 6 3 1	●
8. EC&R INVESTCO EPC MGMT, LLC	3 2 0 5 2 4 8 9 5 7 5	○
9. FOREST CREEK WF HOLDCO, LLC	1 2 6 2 3 6 3 4 1 4 9	●
10. FOREST CREEK WIND FARM, LLC	3 2 0 1 8 6 6 8 7 0 0	○
11. SAND BLUFF WF HOLDCO, LLC	1 2 6 1 8 0 4 5 2 6 9	●
12. SAND BLUFF WIND FARM, LLC	3 2 0 1 9 9 7 2 5 9 8	○
13. ROSCOE WF HOLDCO, LLC	1 2 6 2 0 8 2 9 0 2 3	●
14. ROSCOE WIND FARM, LLC	3 2 0 2 0 2 8 8 3 0 7	○
15. CHAMPION WF HOLDCO, LLC	1 2 6 1 8 1 5 1 7 1 1	●
16. CHAMPION WIND FARM, LLC	3 2 0 2 6 1 0 4 9 0 4	○
17. PANTHER CREEK WIND FARM I&II, LLC	3 2 0 3 3 8 2 6 2 4 2	○
18. E.ON CARBON SOURCING NORTH AMERICA LL	3 2 0 3 6 1 9 4 3	●
19. BOILING SPRINGS WIND FARM, LLC	2 7 1 7 6 9 6 3 1	●
20. TIERRA BLANCA WIND FARM, LLC	3 2 0 5 5 7 5 1 2 4 5	○
21. CATTLEMAN WIND FARM, LLC	3 2 0 5 5 7 2 8 2 7 6	○

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	○	FM	○

05-165 (Rev.9-11/3)

Texas Franchise Tax Extension Affiliate List

■ Tcode 13298 Franchise

■ Reporting entity taxpayer number: 1 2 0 0 0 7 5 1 6 8 0

■ Report year: 2 0 1 5

Reporting entity taxpayer name: E.ON Climate & Renewables North America, LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	BLACKEN CIRCLE IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. E.ON ENERGY SERVICES, LLC	3 2 0 5 5 9 4 2 8 6 9	○
2. EC&R FT. HUACHUCA SOLAR, LLC	9 0 0 6 4 1 8 6 0	●
3. KASSON MANTECA SOLAR, LLC	8 0 0 9 4 7 3 0 2	●
4. VALLEY CENTER SOLAR, LLC	8 0 0 9 4 7 3 0 2	●
5. MARICOPA WEST SOLAR PV 2, LLC	9 0 0 6 4 1 8 6 0	●
6. FORTUNA SOLAR, LLC	8 0 0 9 4 7 3 0 2	●
7. THREE ROCKS SOLAR, LLC	8 0 0 9 4 7 3 0 2	●
8. MAGIC VALLEY WIND FARM I, LLC	3 2 0 4 2 8 4 5 6 4 7	○
9. WILDCAT WIND FARM I, LLC	3 2 0 4 3 1 1 2 0 7 0	●
10. EC&R GRANDVIEW HOLDCO, LLC	2 7 1 7 6 8 9 4 3	●
11. EC&R MAGICAT HOLDCO, LLC	9 0 0 5 4 4 2 4 8	●
12. MAGICAT HOLDCO, LLC	3 8 3 9 5 4 8 7 9	●
13.		○
14.		○
15.		○
16.		○
17.		○
18.		○
19.		○
20.		○
21.		○

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 ○ FM ○

05-164
(Rev.9-13/7)

Texas Franchise Tax Extension Request

■ **Tcode** 13258 Annual Franchise

■ Taxpayer number	■ Report year	Due date
1 2 0 0 0 7 5 1 6 8 0	2 0 1 5	05/15/2015

Taxpayer name	E.ON CLIMATE & RENEWABLES NORTH AMERICA, LLC				Secretary of State file number or Comptroller file number
Mailing address	353 N. CLARK STREET, 30TH FLOOR				0800605621
City: CHICAGO	State: IL	Country	ZIP Code: 60654	Plus 4	Blacken circle if the address has changed ■ ○
Blacken circle if this is a combined report ●					

If this extension is for a combined group, you must also complete and submit Form 05-165.

Note to mandatory Electronic Fund Transfer(EFT) payers:
When requesting a second extension do not submit an Affiliate List Form 05-165.

1. **Extension payment** *(Dollars and cents)* 1. ■ 0.00

Print or type name: TOM FESTLE	Area code and phone number: (312) 245 - 5931
I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief.	**Mail original to:** Texas Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714-9348
sign here: Tom Festle — Date: May 14, 2015	

If you have any questions regarding franchise tax, you may contact the Texas Comptroller's field office in your area or call 1-800-252-1381.
Instructions for each report year are online at www.window.state.tx.us/taxinfo/taxforms/05-forms.html.

Taxpayers who paid $10,000 or more during the preceding fiscal year (Sept. 1 thru Aug. 31) are required to electronically pay their franchise tax.
For more information visit www.window.state.tx.us/webfile/req_franchise.html.

Texas Comptroller Official Use Only

VE/DE	○
PM Date	

Grandview Wind Farm III, LLC, Texas tax payer identification number 32052353995, is a limited liability corporation first organized and registered with the Secretary of State on October 31, 2013. As of the date of this letter, the Grandview Wind Farm III, LLC has not been required to file a franchise tax report. As of the first applicable filing period, Grandview Wind Farm III, LLC will be a member of a combined group as defined by Texas Tax Code 171.0001 (7). The reporting entity taxpayer name is E.ON Climate & Renewables North America, LLC, Texas tax payer identification number 12000751680.

With kind regards,

Paul Bowman
Senior Vice President

TAB 4

Grandview Wind Farm III, LLC

Application for Appraised Value Limitations on Qualified Property

Tab 4

Section 7 — Project Description

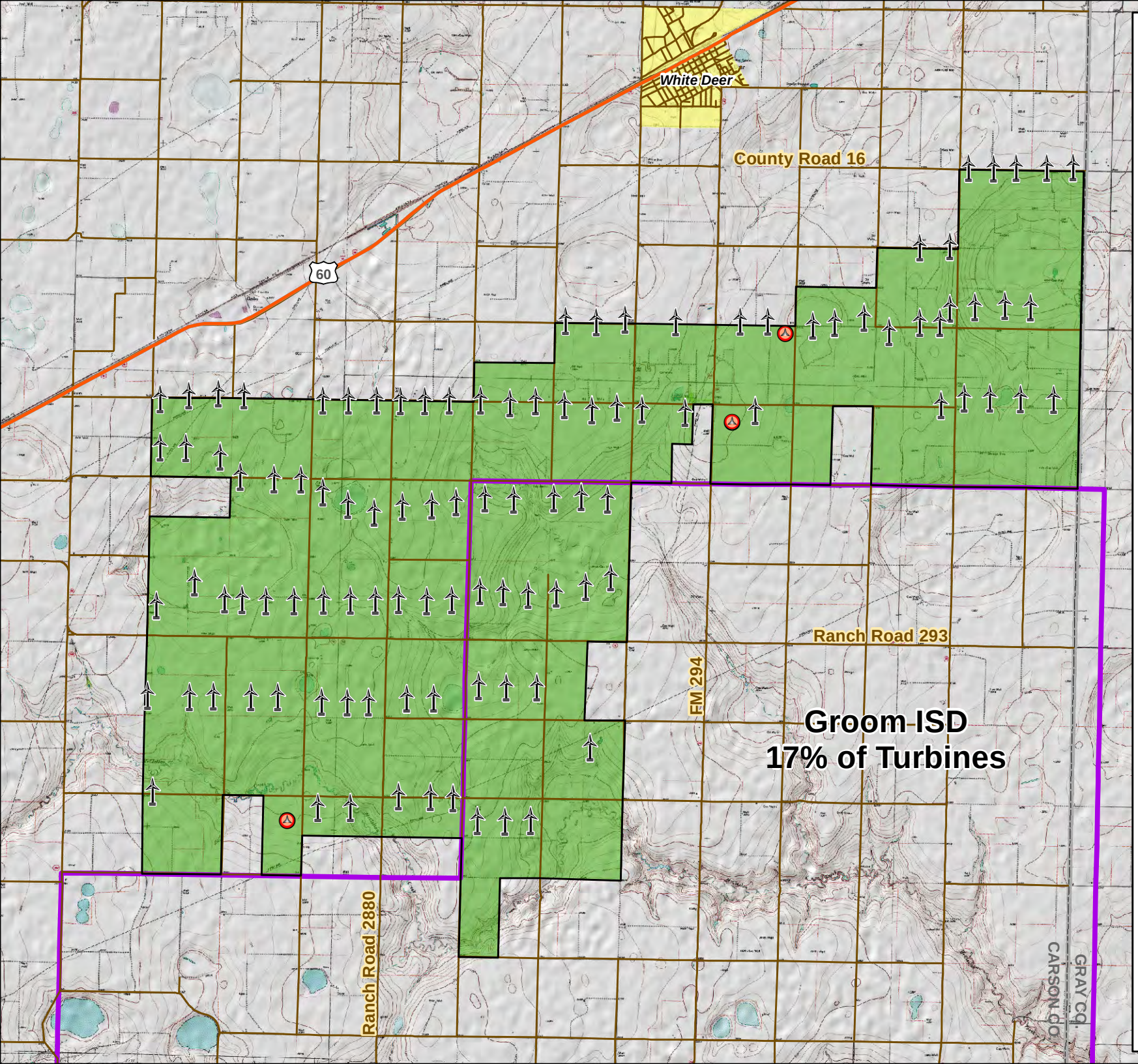
The proposed Project will consist of a facility designed to use wind power to generate electricity, including wind turbines, towers, transformers, transmission lines, and associated ancillary equipment necessary to safely operate, maintain and transmit power to the ERCOT grid, and meteorological equipment to measure and test wind speed and direction. The Project in the Groom ISD may consist of 16-20 wind turbine generators, with a capacity of 1.79 megawatts to 2.0 megawatts per generator, with an approximate total capacity of 28-40 MW. The Project layout is not finalized at this time and we are unable to precisely pinpoint the final location of the wind turbine generators as stated above. Applicant anticipates completing construction by fourth quarter of 2016. All qualified property will be located inside the project boundaries.

The Project will be located within Carson County. It will be within the Groom, Panhandle and White Deer School Districts. Current land use for the private property consists of farming, hunting, ranching, and oil and gas production (note that these uses can continue, as the Project is designed to be compatible with such activities).

The additional improvements for the Project may include but are not limited to:

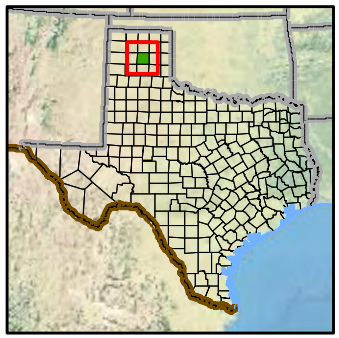
- **Roadwork, sloped for drainage, with turnouts from public roads**
- **Fencing to control livestock and to protect substations and other equipment as needed for safety and security.**
- **16-20 wind turbine generator foundations in GISD, with anchor bolt embeds and template rings**
- **Wind turbine obstruction lighting per FAA requirements**
- **Telephone system**
- **The project will be connected to the utility interconnection through a single-circuit, double 795 ACSR conductor 345kv transmission line approximately nine (9) miles in length.**
- **Underground power cables from, and various cable accessories, with grounding.**
- **Permanent meteorological towers, quantity and location of which to be determined by final turbine layout.**
- **Underground communication cables**

Please see attached map. The specific locations of the roads, turbines and ancillary equipment is yet to be determined.



Grandview III
Groom ISD

Carson County, Texas



N
W E
S

Date: October 13, 2015
Map Scale 1:100,000
Projection: UTM14
Datum: North American 1983

- Turbine
- Alternate
- County Roads
- Groom ISD
- Project Boundary
- Counties

Miles
0 0.5 1 2

e·on

Map produced by E.ON Next Generation for internal use only. Final analysis & site locations are to be determined by E.ON personnel through on-site verification. Map is not to be reproduced or redistributed without expressly written permission from E.ON. Base map data from USGS.

TAB 5

Grandview Wind Farm III, LLC

Application for Appraised Value Limitations on Qualified Property

Tab 5

Section 8 — Limitation as Determining Factor

1) **N/A**

2) **Grandview Wind Farm III, LLC has entered into contracts for work for preliminary land work.**

3) **N/A**

4) **N/A**

5) **N/A**

6) **Grandview Wind Farm III, LLC is located in Carson County. The property is in a Reinvestment Zone. The project has received a property tax abatement for 10 years from Carson County.**

7) **The Company is considering several projects in Texas, Oklahoma, Indiana, and Illinois. The Company has received tax incentives on several of these projects which are considered very favorable in the analysis of the investment. It is important to note that no final investment decisions have been made on this project. No contracts for the sale of power from the project have been executed.**

8) **N/A**

9) **N/A**

10) **The company has the ability to locate and develop wind farms in numerous locations throughout the United States and is currently considering several projects in Texas, Oklahoma, Indiana and Illinois. The company has received tax incentives on several of these projects which are considered very favorably in the analysis of the investment. It is important to note that no final investment decisions have been made on this project. No contracts for the sale of power from this project have been executed.**

TAX ABATEMENT AGREEMENT

Between

CARSON COUNTY and Grandview Wind Farm III, LLC

State of Texas

County of Carson

This Tax Abatement Agreement (the "Agreement") is made and entered into by and between Carson County, Texas ("County"), acting through its duly elected officers and Grandview Wind Farm III, LLC, and its owners and assigns, ("Owner"), as owner of Eligible Property (as hereinafter defined) to be located on the tract of land comprising the Carson County Reinvestment Zone 9 and 10, more specifically described in Attachment A to this Agreement and this Agreement becomes effective upon final signature by both parties. The Agreement remains in effect until fulfillment of the obligations described in Paragraph IV(D) herein unless terminated earlier as provided herein.

I. Authorization

This Agreement is authorized and governed by Chapter 312 of the Texas Tax Code, as in effect on the date hereof, and by the Carson County Guidelines and Criteria for Granting Tax Abatements.

II. Definitions

As used in this Agreement, the following terms shall have the meaning set forth below:

A. "Abatement" means the full or partial exemption from ad valorem taxes on property in a Reinvestment Zone as provided herein.

B. "Calendar Year" means each year beginning January 1 and ending on December 31.

C. "Certificate" means a letter, provided by the Owner to the County, certifying that Owner has completed construction of the wind power project described herein, outlining the Improvements and stipulating the overall Turbine Nameplate Capacity of the project. Upon receipt of the Certificate, the County may inspect the property in accordance with this Agreement to determine that the Improvements are in place as certified.

D. "Certified Appraised Value" means the appraised value, for property tax purposes,

of the property within Carson County Reinvestment Zone 9 and Reinvestment Zone 10, as certified by the Carson County Appraisal District for each taxable year.

E. "Eligible Property" means property eligible for Abatement under the Carson County Guidelines and Criteria for Granting Tax Abatements, including: new, expanded or modernized buildings and structures; fixed machinery and equipment; Site improvements; related fixed improvements; other tangible items necessary to the operation and administration of the project or facility; and all other real and tangible personal property permitted by Chapter 312 of the Texas Tax Code and the Carson County Guidelines and Criteria for Granting Tax Abatements. Taxes on Real Property may be abated only to the extent the property's value for a given year exceeds its value for the year in which the Agreement is executed. Tangible personal property located on the Real Property at any time before the period covered by the Agreement is not eligible for Abatement. Tangible personal property eligible for Abatement shall not include inventory or supplies.

F. "Improvements" means Eligible Property meeting the definition for improvements provided by Chapter 1 of the Texas Tax Code and includes, but is not limited to, any building, structure or fixture erected on or affixed to the land. Improvements specifically include the Owner's wind turbines and towers, padmount transformers, collection system, operations and maintenance buildings, meteorological towers, substations and switching station that will be located in Carson County.

G. "Owner" means Grandview Wind Farm III, LLC, the entity, acting in its own name or by and through one or more wholly owned Affiliates for the benefit of Grandview Wind Farm III, LLC, that owns or leases the Real Property for which Abatement is being granted, and any assignee or successor in interest of Grandview Wind Farm III, LLC. The term "Grandview Wind Farm III, LLC" means and includes the Owner.

H. "Real Property" means Eligible Property meeting the description for real property provided by Chapter 1 of the Texas Tax Code.

I. "Reinvestment Zone" means collectively Carson County Reinvestment Zone 9 and Reinvestment Zone 10, the reinvestment zone (as that term is defined in Chapter 312 of the Texas Tax Code) created by Carson County and described in Attachment A to this Agreement.

J. "Site" means the portion of the Reinvestment Zone on which Owner makes the Improvements for which the Abatement is granted hereunder.

K. "Turbine Nameplate Capacity" means the generating capacity of an individual wind turbine as designated by the manufacturer(s) of the turbines to be constructed as Improvements hereunder and where appropriate may refer to the total or overall

generating capacity.

III. Improvements in Reinvestment Zone

Owner contemplates making the following Improvements in consideration for the Abatement set forth in Paragraph IV of the Agreement:

A. Owner agrees to use commercially reasonable efforts to construct Improvements on the Site consisting of a wind power facility of a minimum nameplate capacity of One Hundred megawatts (100 MW) ("Minimum MW") with a currently anticipated capacity of approximately Two Hundred megawatts (200 MW) of overall Turbine Nameplate Capacity located in the Reinvestment Zone. The Project may be constructed in one or more phases, and each phase may have its own LLC or other form of special purpose project company. Owner may assign rights and responsibilities contained herein to each such project entity in relation to the number of megawatts to be installed by such project company. The Certified Appraised Value will depend upon annual appraisals by the Carson County Appraisal District. The number of turbines will vary depending on the types of turbines used and the size of the wind power facility, but the overall Turbine Nameplate Capacity of the installed Improvements will not be less than the minimum stated One Hundred megawatts (100 MW) unless approved by the County and subject to the renegotiation of the terms of this Agreement.

B. Improvements also shall only include property in the Reinvestment Zone meeting the definition of "Eligible Property" that is used to produce wind power and perform other functions related to the production of wind generated electrical power.

C. The agreements provided herein are conditioned on the Owner commencing construction of the Improvements by no later than December 31, 2013, and using commercially reasonable efforts to complete construction by no later than December 31, 2018.

IV. Term and Portion of Tax Abatement; Taxability of Property

A. The County and Owner specifically agree and acknowledge that the property in the Reinvestment Zone shall be taxable in the following ways before and during the Term of this Agreement:

1. Property not eligible for Abatement, if any, shall be fully taxable at all times;

2. The Certified Appraised Value of property existing in the Reinvestment

Zone prior to execution of this Agreement shall be fully taxable at all times;

3. Prior to commencement of the abatement period designated in Paragraph IV (B), 100% of property taxes levied on the Certified Appraised Value of Owner's real and personal property located in the Reinvestment Zone will be owed and payable by Owner;

4. 100% of County property taxes on the Certified Appraised Value of Eligible Property shall be abated for the periods and in the amounts as provided for by Paragraph IV(B) below; and

5. 100% of the Certified Appraised Value of Eligible Property existing in the Reinvestment Zone shall be fully taxable after expiration of the abatement period designated in Paragraph IV(B).

B. The County and Owner specifically agree and acknowledge that this Agreement shall provide for tax Abatement, under the conditions set forth herein, of all Carson County property taxes as follows:

1. Beginning on the date upon which the Owner's completed project or discrete project phase is placed on the tax rolls and ending upon the conclusion of ten full Calendar Years thereafter, the Abatement is 100%.

2. The foregoing percentage of property taxes on the Certified Appraised Value of all Improvements described in the Certificate (and actually in place in the Reinvestment Zone) are abated in the respective period designated above.

3. The foregoing percentage of property taxes on the Certified Appraised Value of any and all otherwise taxable personal property owned by Owner and located in the Reinvestment Zone are abated in the respective period designated above.

4. The base year (as of January 1, 2013) value for the proposed Improvements is zero.

C. A portion of all the Improvements may be eligible for complete or partial exemption from ad valorem taxes as a result of existing law or future legislation. This Agreement is not to be construed as evidence that such exemptions shall not apply to the Improvements.

D. As additional consideration for this Abatement, Owner agrees to make an annual payment to the County of One Thousand, Five Hundred Dollars per megawatt ($1,500.00/MW) of Turbine Nameplate Capacity included in the Certificate (and

actually installed in the Reinvestment Zone at the time such payment is due) during the ten (10) years the abatement is in effect. The first such payment shall be due and payable on the first day of the first month after the Owner provides the Certificate to the County and delinquent if not paid on or before ninety (90) days after such due date, with the remaining nine (9) payments due and payable annually on or before the anniversary of the first payment due date and delinquent if not paid on or before ninety (90) days after such date.

E. Owner agrees that the Minimum MW described in Paragraph III, once constructed, will remain in place until at least twenty (20) Calendar Years after the date the Certificate for such Improvements is provided to Carson County by the Owner ("Term"); provided that nothing herein prevents Owner from replacing equipment or fixtures comprising the Improvements prior to that date, as long as such replacement does not result in a reduction of the Certified Appraised Value of the Improvements below the Certified Appraised Value of the Minimum MW. In the event that Owner removes Improvements so that the Minimum MW are no longer installed in the Reinvestment Zone, the Owner's removal shall not be deemed a default under this Agreement if, at Owner's election, Owner pays to County as liquidated damages for such removal all taxes for such removed Improvements below the Minimum MW which otherwise would have been paid to the County for the then-remaining portion of the Term had the Improvements not been removed. For each year of the Term remaining, the amount of taxes due as liquidated damages for Owners removal of Improvements shall be calculated based upon the (i) forecasted value of the Minimum MW Improvements and (ii) applicable tax rate, in each case of the year such taxes are assessed, such forecasted value to be based on the appraised value of the last complete tax year in which the Improvements were in operation and the scheduled depreciation thereof. Such payments shall be due on the date such taxes would have been due had the Minimum MW Improvements not been removed. IN THE EVENT OF A BREACH OF THIS PARAGRAPH IV(E), THE REMEDY PROVIDED ABOVE SHALL BE AT THE SOLE OPTION OF THE OWNER AND IF ELECTED BY OWNER SHALL BE THE OWNER'S SOLE LIABILITY. IF OWNER DOES NOT MAKE SUCH ELECTION, THE COUNTY AT ITS OPTION MAY PROCEED WITH A NOTIFICATION OF DEFAULT WHICH INCLUDES RIGHTS TO RECAPTURE TAXES AS PROVIDED IN ARTICLE VII BELOW. IN THE EVENT OF A BREACH OF THIS PARAGRAPH IV(E), ANY TAXES DUE BY OWNER SHALL BE SUBJECT TO ANY AND ALL STATUTORY RIGHTS FOR THE PAYMENT AND COLLECTION OF TAXES IN ACCORDANCE WITH THE TEXAS TAX CODE. NOTWITHSTANDING ANYTHING HEREIN, THIS SECTION IV(E) SHALL NOT APPLY TO EVENTS OF FORCE MAJEURE (AS DEFINED BELOW).

V. Representations

The County and Owner make the following respective representations:

A. Owner represents and agrees that if constructed, (i) Owner, its successors and/or assigns, will have a taxable interest with respect to Improvements to be placed on the property during the Term; (ii) construction of the proposed Improvements described in Paragraph III will be performed by the Owner, its successors and/or assigns and/or their contractors or subcontractors, (iii) Owner's, its successors' and assigns' use of the property in the Reinvestment Zone is limited to that which is consistent with the general purpose of encouraging development or redevelopment of the area during the period of the Abatement, (iv) all representations made in this Agreement and in the Application for Abatement, if any, are true and correct to the best of Owner's knowledge, and (v) Owner will make required filings, if any, by Owner with the Office of the Comptroller of Public Accounts and other governmental entities concerning this Agreement that may be required in the future.

B. The County represents that (i) the Reinvestment Zone and this Agreement have been created in accordance with Chapter 312 of the Texas Tax Code and the Carson County Guidelines and Criteria for Granting Tax Abatements as both exist on the effective date of this Agreement; (ii) no abatement will apply to Improvements or the land on which they are located if such land is owned or leased by a member of the County Commissioners Court as of the effective date of this Agreement, (iii) that the property on which the Improvements will be located within the Reinvestment Zone is located within the legal boundaries of the County and (iv) the County has made and will continue to make all required filings with the Office of the Comptroller of Public Accounts and other governmental entities concerning the Reinvestment Zone and this Agreement.

VI. Access to and Inspection of Property by County Employees

A. Owner shall allow the County's employees access to the Improvements for the purpose of inspecting any Improvements erected to ensure that the same are conforming to the minimum specifications of this Agreement and to ensure that all terms and conditions of this Agreement are being met. All such inspections shall be made only after giving Owner twenty-four (24) hour notice and shall be conducted in such a manner as to avoid any unreasonable interference with the construction and/or operation of the Improvements. All such inspections shall be made with one (1) or more representatives of Owner in accordance with all applicable safety standards.

B. Owner shall, within ninety (90) days after the beginning of each Calendar Year, certify annually to the County its compliance with this Agreement by providing a written statement to the same to the County Judge.

VII. Default, Remedies and Limitations of Liability

A. The County may declare a default if Owner breaches any material term or condition of this Agreement. If the County declares a default of this Agreement, this Agreement shall terminate, after notice and opportunity to cure as provided for below, or the County may modify the Agreement upon mutual agreement with Owner. In the event of default, the County may pursue the remedies provided for in Paragraph VII(B) and VII(C) below, as applicable. The County shall not declare a default, and no default will be deemed to have occurred, when the circumstances giving rise to such declaration are the result of "Force Majeure". "Force Majeure" means any contingency or cause beyond the reasonable control of Owner, including, without limitation, acts of God or the public enemy, war, riot, civil commotion, insurrection, governmental or defacto governmental action (unless caused by acts or omissions of Owner), fires, explosions, floods, tornadoes and strikes.

B. The County shall notify (i) Owner and (ii) any lender of record in the Real Property Records of Carson County of any default in writing in the manner prescribed herein. All contact information for purposes of a notice default shall be provided to the County Judge. The Notice shall specify the basis for the declaration of default, and Owner shall have ninety (90) days from the date of such notice to cure any default, except that where the default is incapable of being cured within ninety (90) days using reasonable business efforts, Owner shall commence performance of the cure within thirty (30) days after receipt of notice and diligently pursue those efforts until the default is cured. Owner and any lender of which the County has notice shall maintain the right to cure any defect, including any defect caused by an assignee or contractor of Owner during the same cure period identified in the foregoing sentence.

C. As required by section 312.205 of the Texas Tax Code, if Owner fails to make the Minimum MW Improvements as provided for by this Agreement, the County shall be entitled to cancel the Agreement and recapture property tax revenue actually lost as a result of the Agreement, subject to the above provisions regarding notice and right to cure.

D. LIMITATION OF LIABILITY: CANCELLATION OF THE AGREEMENT (RESULTING IN A FORFEITURE OF ANY RIGHT TO ABATEMENT HEREUNDER BEYOND THE CANCELLATION DATE), RECAPTURE OF PROPERTY TAXES ABATED ONLY AS PROVIDED FOR AND ONLY UNDER THE CIRCUMSTANCES DEFINED IN PARAGRAPH VII(C) OF THIS AGREEMENT, AND/OR RECOVERY OF THE AMOUNTS PROVIDED FOR IN PARAGRAPH IV(E) ONLY AS PROVIDED FOR AND ONLY UNDER THE CIRCUMSTANCES DEFINED IN PARAGRAPHS IV(E) AND VII(B), ALONG WITH ANY REASONABLY INCURRED COSTS AND FEES, SHALL BE THE

COUNTY'S SOLE REMEDY, AND OWNER'S SOLE LIABILITY, IN THE EVENT OWNER FAILS TO MAKE THE SPECIFIED IMPROVEMENTS OR TAKE OTHER ACTION REQUIRED BY THIS AGREEMENT, INCLUDING ANY FAILURE TO PAY AMOUNTS OWED UNDER THIS AGREEMENT. OWNER AND COUNTY AGREE THAT THE LIMITATIONS CONTAINED IN THIS PARAGRAPH ARE REASONABLE AND REFLECT THE BARGAINED FOR RISK ALLOCATION AGREED TO BY THE PARTIES. IN THE EVENT OF A BREACH OF THIS AGREEMENT, ANY TAXES DUE BY OWNER SHALL BE SUBJECT TO ANY AND ALL STATUTORY RIGHTS FOR THE PAYMENT AND COLLECTION OF TAXES IN ACCORDANCE WITH THE TEXAS TAX CODE.

E. Any notice of default under this Agreement shall prominently state the following at the top of the notice:

NOTICE OF DEFAULT UNDER TAX ABATEMENT AGREEMENT

YOU ARE HEREBY NOTIFIED OF THE FOLLOWING DEFAULT UNDER YOUR TAX ABATEMENT AGREEMENT WITH THE COUNTY. FAILURE TO CURE THIS DEFAULT WITHIN NINETY DAYS OF NOTICE OR OTHERWISE CURE THE DEFAULT AS PROVIDED BY THE AGREEMENT SHALL RESULT IN TERMINATION OF THE TAX ABATEMENT AGREEMENT AND PAYMENT OF LIQUIDATED DAMAGES AS PROVIDED IN THE AGREEMENT.

VIII. Compliance with State and Local Regulations

Nothing in this Agreement shall be construed to alter or affect the obligations of Owner to comply with any order, rule, statute or regulation of the County or the State of Texas.

IX. Assignment of Agreement

The parties agree that the rights and obligations under this Agreement may be assigned, in whole or in part, by Owner to one or more assignees, provided Owner provides the County with twenty (20) days written notice prior to any such assignment and provides the County with a copy of the assignment agreement or a memorandum of the same after it has been entered into. Upon such an assignment, the assignor shall no longer have any interest or liability with respect to the assigned rights and obligations, and a new abatement agreement with the same terms and conditions as this Agreement but with respect only to such assigned rights and obligations shall be deemed to exist between the assignee and the County. Upon the written request of the assignor or assignee, the County shall acknowledge in writing any such assignment and any such new abatement agreement.

X. Notice

All notices, demands and other communications of any type (collectively, "Notices") given shall be given in accordance with this Section. All Notices shall be in writing and delivered, by commercial delivery service to the office of the person to whom the Notice is directed (provided that that delivery is confirmed by the courier delivery service); by United States Postal Service (USPS), postage prepaid, as a registered or certified item, return receipt requested in a proper wrapper and with proper postage; by recognized overnight delivery service as evidenced by a bill of lading, or by facsimile transmission. Notice delivered by commercial delivery service shall be deemed delivered on receipt or refusal; notices delivered by USPS shall be deemed to have been given upon deposit with the same; facsimile notice shall be effective upon receipt by the sender of an electronic confirmation. Regardless of the method of delivery, in no case shall notice be deemed delivered later than actual receipt. In the event of a notice of default given pursuant to Article VII, such notice shall be given by at least one of the methods of delivery consistent with Section VII(E). All Notices shall be mailed or delivered to the following addresses:

To the Owner:	Grandview Wind Farm III, LLC Attn: Legal Department 353 N. Clark Street, Floor 30 Chicago, IL 60654
Copy to:	Grandview Wind Farm III, LLC Attn: Patrick Woodson 701 Brazos, Suite 1400 Austin, Texas 78701
To the County:	Carson County Judge Carson County Courthouse P.O. Box 369 Panhandle TX 79068 Fax: 806-537-2244

Any party may designate a different address by giving the other party at least ten (10) days written notice in the manner prescribed above.

XI. Severability

In the event any section or other part of this Agreement is held invalid, illegal, factually insufficient or unconstitutional, the balance of this Agreement shall stand, shall be enforceable and shall be read as if the parties intended at all times to delete said invalid sections or other part. In the event that (i) the term of the Abatement with respect to any property is longer than allowed by law, or (ii) the Abatement applies to a broader classification of property than is allowed by law, then the Abatement shall be valid with respect to the classification of property not deemed overly broad, and for the portion of the

term of the Abatement not deemed excessive. Any provision required by the Tax Code to be contained herein that does not appear herein is incorporated herein by reference.

XII. Applicable Law

This Agreement shall be construed under the laws of the State of Texas.

XIII. Amendment

Except as otherwise provided, this Agreement may be modified by the parties hereto upon mutual written consent to include other provisions which could have originally been included in this Agreement or to delete provisions that were not originally necessary to this Agreement pursuant to the procedures set forth in Chapter 312 of the Texas Tax Code.

XIV. Guidelines and Criteria

This Agreement is entered into by the parties consistent with the Carson County Guidelines and Criteria for Granting Tax Abatements. To the extent this Agreement modifies any requirement or procedures set forth in the Carson County Guidelines and Criteria, those Guidelines and Criteria are deemed amended for purposes of this Agreement only.

XV. Cooperation

The Parties acknowledge that this tax abatement is entered into in order to enhance the development of wind generated electricity projects in Carson County. In addition the Parties acknowledge that the Reinvestment Zone is located in close proximity to a major ERCOT point of interconnection such that the potential exists for future transmission line development to occur in the Reinvestment Zone to enhance the development of wind generated electricity in the County or surrounding counties. Grandview Wind Farm III, LLC agrees to reasonably cooperate with the sponsor/owner ("Competing Line Owner") of such other planned transmission lines, which cooperation may include Grandview Wind Farm III, LLC using commercially reasonable efforts: i) to attempt to agree with the Competing Line Owner on mutually acceptable arrangements to facilitate the routing, construction and interconnection of transmission lines, including if necessary to exchange portions of respective lease or easement properties to avoid a future line crossing; or (ii) to allow a third party transmission line to cross its Grandview Wind Farm III , LLC's leased property (and transmission line, whether planned or constructed) if the Competing Line Owner executes a crossing agreement with Grandview Wind Farm III, LLC containing terms and conditions reasonably acceptable to both Grandview Wind Farm III, LLC and the Competing Line Owner which stipulates, among other things, that: the Competing Line Owner's line will cross the Grandview Wind Farm III, LLC property or

transmission line in a manner and location acceptable to Grandview Wind Farm III, LLC based upon plans and specifications and construction requirements and scheduling approved by Grandview Wind Farm III, LLC.

XVI. Entire Agreement

This Agreement contains the entire and integrated Tax Abatement Agreement between the County and Owner, and supersedes any and all other negotiations and agreements, whether written or oral, between the parties. This Agreement has not been executed in reliance upon any representation or promise except those contained herein.

XVII. Coordination of Local Hiring and Services

Owner shall require its general contractor to use reasonable commercial efforts to maximize its use of Carson County labor and services and supplies purchased from Carson County businesses in the course of performing under this Agreement, as is further described in the Local Spending and Support Plan attached to this Agreement as Attachment B.

XVIII. Road Maintenance

During construction of the Improvements, Owner agrees to use commercially reasonable efforts to minimize the disruption to County roads caused by the construction process and agrees to repair any damage caused to County roads by Owner or its agents during the construction period. After construction, Owner will leave such County roads in a state of equal or better condition than they were in prior to construction, excepting normal wear and tear. Any upgrade or requirement to upgrade any road used or necessary for Owner's operations will be borne solely by Owner. After construction, the County will only be responsible for the normal routine maintenance of the County roads.

In Testimony of which, this Agreement has been executed by the County as authorized by the County Commissioners Court and executed by the Owner on the respective dates shown below.

[signature pages to follow]

ATTEST/SEAL:

CARSON COUNTY, TEXAS, by:

Lewis Powers
County Judge

Abstain
Commissioner, Precinct 1

Commissioner, Precinct 2

Commissioner, Precinct 3

Commissioner, Precinct 4

Celeste Bichsel
Attest: Celeste Bichsel, County Clerk

_____
Date

Grandview Wind Farm iii, LLC

By: _____

_____,

Its _____

Date:_____

ATTEST/SEAL:

CARSON COUNTY, TEXAS, by:

_____
County Judge

_____
Commissioner, Precinct 1

_____
Commissioner, Precinct 2

_____
Commissioner, Precinct 3

_____
Commissioner, Precinct 4

_____
Attest: Celeste Bichsel, County Clerk

_____
Date

Grandview Wind Farm III, LLC

By: _____

PAUL BOWMAN,

Its SR VP

Date: 12-9-13

Attachment A

Attached is the Order Designating Reinvestment Zone dated August 23, 2013, (Carson County Reinvestment Zone 9), duly passed by the Carson County Commissioners Court, and a map depicting the location of Carson County Reinvestment Zone 9.

Attached is the Order Designating Reinvestment Zone dated December 9, 2013, (Carson County Reinvestment Zone 10), duly passed by the Carson County Commissioners Court, and a map depicting the location of Carson County Reinvestment Zone 10

RESOLUTION OF THE COMMISSIONERS
COURT OF CARSON COUNTY, TEXAS
DESIGNATING CARSON COUNTY REINVESTMENT ZONE 9

A RESOLUTION DESIGNATING A CERTAIN AREA AS A REINVESTMENT ZONE FOR A COMMERCIAL/INDUSTRIAL TAX ABATEMENT IN CARSON COUNTY, TEXAS, ESTABLISHING THE BOUNDARIES THEREOF, AND PROVIDING FOR AN EFFECTIVE DATE.

Whereas, the Commissioners Court of Carson County, Texas, desires to promote the development or redevelopment of a certain contiguous geographic area within its jurisdiction by the creation of a reinvestment zone as authorized by the Property Redevelopment and Tax Abatement Act, as amended (Texas Property Tax Code §312.001, *et seq.*), and the Guidelines and Criteria of the Commissioners Court of Carson County for Granting a Tax Abatement in Reinvestment Zone created in Carson County, Texas (the "Guidelines"); and

Whereas, on August 23, 2013, a hearing before the Commissioners Court of Carson County, Texas, was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing in the local newspaper of general circulation in Carson County and the delivery of written notice to the respective presiding officers of each taxing entity that includes within its boundaries real property that is to be included in the proposed reinvestment zone; and

Whereas, the Commissioners Court of Carson County, Texas, at such public hearing invited any interested person to appear and speak for or against the creation of the reinvestment zone and whether all or part of the territory described should be included in the proposed reinvestment zone; and

Whereas, the proponents of the reinvestment zone offered evidence, both oral and documentary, in favor of all of the foregoing matters relating to the creation of the reinvestment zone and opponents, if any, of the reinvestment zone appeared to contest the creation of the reinvestment zone.

BE IT RESOLVED BY THE COMMISSIONERS COURT OF CARSON COUNTY, TEXAS:

Section 1. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

Section 2. That the Commissioners Court of Carson County, Texas, after conducting such hearing and having heard such evidence and testimony, has made the following findings and determinations based on the evidence and testimony presented to it:

a. That the public hearing on adoption of the reinvestment zone has been properly called, held and conducted and that notice of such hearing has been published as required by law and mailed to the respective presiding officers of the governing bodies and all taxing units overlapping the territory inside the proposed reinvestment zone; and

b. That the boundaries of the reinvestment zone should be the area described in the attached Exhibit "A" and depicted in the map attached hereto as Exhibit "B", which are incorporated herein by reference for all purposes. In the event of discrepancy between the descriptions of Exhibit "A" and map in Exhibit "B", the map shall control; and

c. That the creation of the reinvestment zone will result in benefits to Carson County, Texas, and to the land included in the zone and that the improvements sought are feasible and practical; and

d. The reinvestment zone meets the criteria set forth in Texas Property Tax Code Chapter 312 for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention of expansion of primary employment or to attract investment in the zone that would be a benefit to the property and that would contribute to the economic development of Carson County, Texas, and that the entire tract of land is located entirely within an unincorporated area of Carson County, Texas.

SECTION 3. That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, Carson County Commissioners Court hereby creates Carson County Reinvestment Zone 9, a reinvestment zone for commercial-industrial tax abatement encompassing only the area described in Exhibit "A" and depicted in Exhibit "B", and such reinvestment zone is hereby designated and shall hereafter be referred to a Carson County Reinvestment Zone 9.

SECTION 4. That Carson County Reinvestment Zone 9 shall take effect on August 23, 2013, and shall remain designated as a commercial-industrial reinvestment zone for renewable and wind generated power generation for a period of five (5) years from such date of designation, and may be renewed for an additional five (5) year period thereafter.

SECTION 5. That if any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject of the meeting of the Carson County Commissioners

Court at which this Resolution was adopted was posted at a place conveniently and readily accessible at all times as required by the Texas Open Government Act, Texas Government Code, Chapter 551, as amended, and that a public hearing was held prior to the designation of such reinvestment zone and that proper notice of the hearing was published in the official newspaper of general circulation within the County, and furthermore, such notice was in fact delivered to the presiding officers of any affected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

PASSED, APPROVED AND ADOPTED on this the 23rd day of August, 2013.

Lewis Powers
County Judge

ABSTAIN
Commissioner, Precinct 1

James Martin
Commissioner, Precinct 2

Commissioner, Precinct 3

Commissioner, Precinct 4

Celeste Bichsel
Celeste Bichsel, County Clerk

(County Seal)

Exhibit A
Legal Description of Carson County Reinvestment Zone 9

Carson County Reinvestment Zone 9 is comprised of the following parcels. In the event of discrepancy between this Exhibit A and the attached map in Exhibit B, the map in Exhibit B shall control.

Exhibit A
Legal Description of Reinvestment Zone
Containing Proposed Project

The real property in Carson County being all of Sections 191, 192, and 193 Block B3, H&GN RR Co. Survey, Carson County, Texas

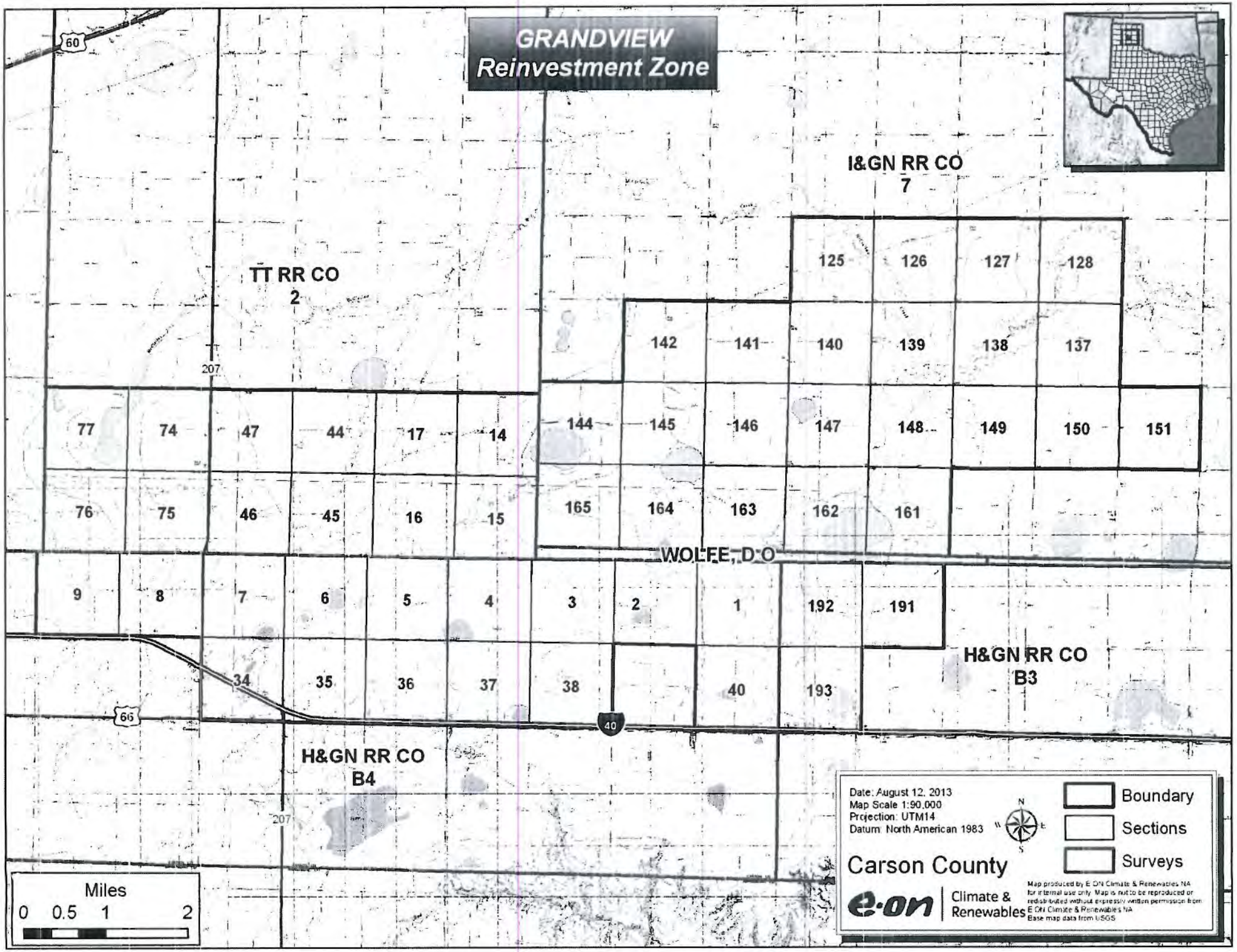
All of Sections 1, 2, 3, 4, 5, 6, 7, 8, 9, 34, 35, 36, 37, 38, and 40 Block B4, H&GN RR Co. Survey, Carson County, Texas

All of Sections 125, 126, 127, 128, 137, 138, 139, 140, 141, 142, 144, 145, 146, 147, 148, 149, 150, 151, 161, 162, 163, 164 and 165 Block 7, I&GN RR Co. Survey, Carson County, Texas

All of Sections 14, 15, 16, 17, 44, 45, 46, 47, 74, 75, 76 and 77 Block 2, TT RR Co. Survey, Carson County, Texas

All of DO WOLFE.

Exhibit B
Map of Carson County Reinvestment Zone 9


GRANDVIEW
Reinvestment Zone
I&GN RR CO
7
TT RR CO
2
125
126
127
128
142
141
140
139
138
137
77
74
47
44
17
14
144
145
146
147
148
149
150
151
76
75
46
45
16
15
165
164
163
162
161
WOLFE, D O
9
8
7
6
5
4
3
2
1
192
191
H&GN RR CO
B3
34
35
36
37
38
40
193
H&GN RR CO
B4
60
66
40
207
207
Miles
0 0.5 1 2
Date: August 12, 2013
Map Scale 1:90,000
Projection: UTM14
Datum: North American 1983
N
W
E
S
Boundary
Sections
Surveys
Carson County
e·on
Climate & Renewables
Map produced by E ON Climate & Renewables NA for internal use only. Map is not to be reproduced or redistributed without expressly written permission from E ON Climate & Renewables NA
Base map data from USGS

Attachment B

Local Spending and Support Plan

A. In connection with the construction and operation of the Improvements in Carson County (the "Project"), Owner and the Owner's prime contractor(s) ("Prime Contractor(s)") responsible for overseeing construction and/or operation of the Improvements will invest by using commercially reasonable efforts to use services, materials and supplies purchased from Carson County individuals and businesses, provided that nothing in this paragraph shall require Owner or the Prime Contractor(s) to use services, materials and supplies provided by Carson County residents that are not: (I) of similar quality to those provided by nonresidents; or (ii) made available on terms and/or at prices comparable to those offered by nonresidents. Within ninety (90) days following completion of physical construction of the Project, Owner shall provide the County with a written project summary of the investment showing its compliance with the requirements set forth in this Local Spending and Support Plan.

B. In no event shall Owner or the Prime Contractor discriminate against Carson County residents in employment or in the purchase of goods and services.

C. In filling employment vacancies in connection with the Project, Owner and the Prime Contractor(s) will use commercially reasonable efforts to use Carson County labor, provided that nothing in this paragraph shall require Owner or the Prime Contractor to employ Carson County residence who are not: (i) equally or more qualified that nonresident applicants; or (ii) available for employment on terms and/or at salaries comparable to those required by nonresident applicants.

D. Owner or Prime Contractor shall designate a Coordinator of Local Hiring and Services who will act as a liaison between all contractors and any individual or business residing in Carson County who is interested in obtaining information about (1) employment, or (2) commercial services or supplies expected to be purchased by a contractor.

E. Owner or the Prime Contractor shall hold a job and contracting information session prior to beginning physical construction of the Project at which information will be provided regarding the construction and hiring needs of the Project. Notice of the information session shall be published in each of the four newspapers in the County. Such information also will be provided on a continuing basis through the Coordinator of Local Hiring and Services.

RESOLUTION OF THE COMMISSIONERS
COURT OF CARSON COUNTY, TEXAS
DESIGNATING CARSON COUNTY REINVESTMENT ZONE 10

A RESOLUTION DESIGNATING A CERTAIN AREA AS A REINVESTMENT ZONE FOR A COMMERCIAL/INDUSTRIAL TAX ABATEMENT IN CARSON COUNTY, TEXAS, ESTABLISHING THE BOUNDARIES THEREOF, AND PROVIDING FOR AN EFFECTIVE DATE.

Whereas, the Commissioners Court of Carson County, Texas, desires to promote the development or redevelopment of a certain contiguous geographic area within its jurisdiction by the creation of a reinvestment zone as authorized by the Property Redevelopment and Tax Abatement Act, as amended (Texas Property Tax Code §312.001, *et seq.*), and the Guidelines and Criteria of the Commissioners Court of Carson County for Granting a Tax Abatement in Reinvestment Zone created in Carson County, Texas (the "Guidelines"); and

Whereas, on December 9, 2013, a hearing before the Commissioners Court of Carson County, Texas, was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing in the local newspaper of general circulation in Carson County and the delivery of written notice to the respective presiding officers of each taxing entity that includes within its boundaries real property that is to be included in the proposed reinvestment zone; and

Whereas, the Commissioners Court of Carson County, Texas, at such public hearing invited any interested person to appear and speak for or against the creation of the reinvestment zone and whether all or part of the territory described should be included in the proposed reinvestment zone; and

Whereas, the proponents of the reinvestment zone offered evidence, both oral and documentary, in favor of all of the foregoing matters relating to the creation of the reinvestment zone and opponents, if any, of the reinvestment zone appeared to contest the creation of the reinvestment zone.

BE IT RESOLVED BY THE COMMISSIONERS COURT OF CARSON COUNTY, TEXAS:

Section 1. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

Section 2. That the Commissioners Court of Carson County, Texas, after conducting such hearing and having heard such evidence and testimony, has made the following findings and determinations based on the evidence and testimony presented to it:

a. That the public hearing on adoption of the reinvestment zone has been properly called, held and conducted and that notice of such hearing has been published as required by law and mailed to the respective presiding officers of the governing bodies and all taxing units overlapping the territory inside the proposed reinvestment zone; and

b. That the boundaries of the reinvestment zone should be the area described in the attached Exhibit "A" and depicted in the map attached hereto as Exhibit "B", which are incorporated herein by reference for all purposes. In the event of discrepancy between the descriptions of Exhibit "A" and map in Exhibit "B", the map shall control; and

c. That the creation of the reinvestment zone will result in benefits to Carson County, Texas, and to the land included in the zone and that the improvements sought are feasible and practical; and

d. The reinvestment zone meets the criteria set forth in Texas Property Tax Code Chapter 312 for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention of expansion of primary employment or to attract investment in the zone that would be a benefit to the property and that would contribute to the economic development of Carson County, Texas, and that the entire tract of land is located entirely within an unincorporated area of Carson County, Texas.

SECTION 3. That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, Carson County Commissioners Court hereby creates Carson County Reinvestment Zone 10, a reinvestment zone for commercial-industrial tax abatement encompassing only the area described in Exhibit "A" and depicted in Exhibit "B", and such reinvestment zone is hereby designated and shall hereafter be referred to a Carson County Reinvestment Zone 10.

SECTION 4. That Carson County Reinvestment Zone 10 shall take effect on December 9, 2013, and shall remain designated as a commercial-industrial reinvestment zone for renewable and wind generated power generation for a period of five (5) years from such date of designation, and may be renewed for an additional five (5) year period thereafter.

SECTION 5. That if any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject of the meeting of the Carson County Commissioners

Court at which this Resolution was adopted was posted at a place conveniently and readily accessible at all times as required by the Texas Open Government Act, Texas Government Code, Chapter 551, as amended, and that a public hearing was held prior to the designation of such reinvestment zone and that proper notice of the hearing was published in the official newspaper of general circulation within the County, and furthermore, such notice was in fact delivered to the presiding officers of any affected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

PASSED, APPROVED AND ADOPTED on this the 9th day of December, 2013.

Lewis Powers
County Judge

Abstain
Commissioner, Precinct 1

James Marlow
Commissioner, Precinct 2

Michael Ramsey
Commissioner, Precinct 3

Ken Harrell
Commissioner, Precinct 4

Celeste Bichsel
Celeste Bichsel, County Clerk

(County Seal)

Exhibit A
Legal Description of Carson County Reinvestment Zone 10

Carson County Reinvestment Zone 10 is comprised of the following parcels. In the event of discrepancy between this Exhibit A and the attached map in Exhibit B, the map in Exhibit B shall control.

EXHIBIT A

PROPERTY DESCRIPTIONS

All of Sections 226, 227, 228, 229, 230, 231, 232, 233, 248, 249, 250, 251, 252, 253, 254 Block B2, H&GN RR Co. Survey, Carson County, Texas

All of Sections 55, 56, 92, 93, 94, 95, 96, 97, 126, 127, 128, 129, 158 and 160 Block B3, H&GN RR Co. Survey, Carson County, Texas

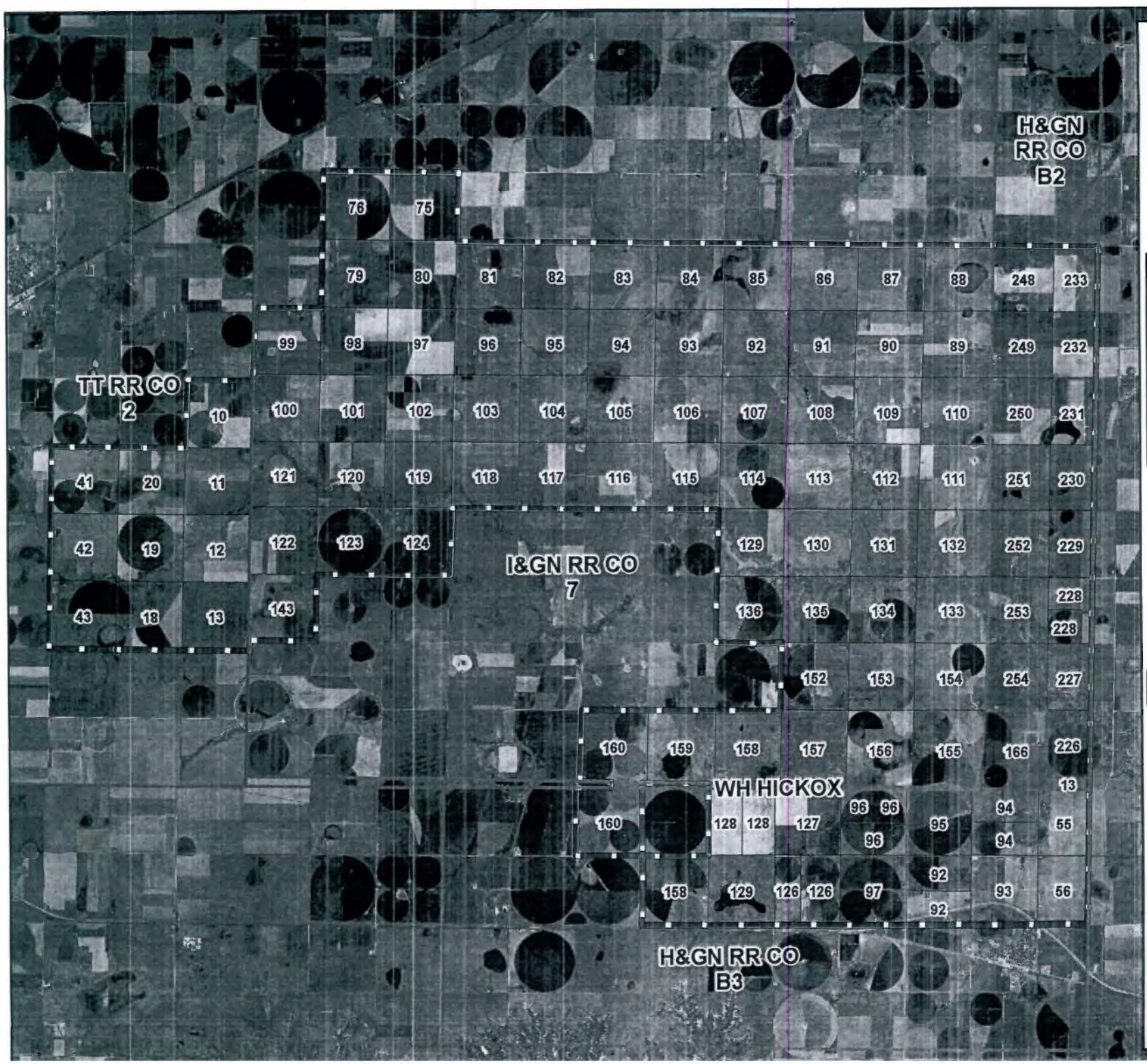
All of Sections 75, 76, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 129, 130, 131, 132, 133, 134, 135, 136, 143, 152, 153, 154, 155, 156, 157, 158, 159, 160, 166, Block 7, I&GN RR Co. Survey, Carson County, Texas

All of Sections 10, 11, 12, 13, 18, 19, 20, 41, 42 and 43 Block 2, TT RR Co. Survey, Carson County, Texas

All of WH Hickox strip.

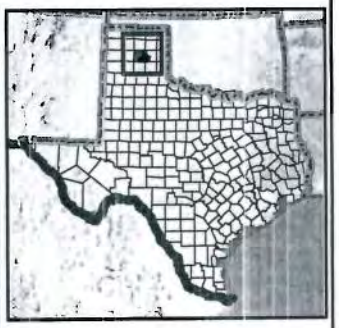
All of NA Steed strip in Carson County, Texas.

Exhibit B
Map of Carson County Reinvestment Zone 10



GRANDVIEW Phase II & III Reinvestment Zone

Carson County, Texas



N
W E
S

Date: November 04, 2013
Map Scale 1:125,000
Projection: UTM14
Datum: North American 1983

RZ Boundary
Surveys
Sections

Miles
0 0.75 1.5 3

e·on Climate & Renewables

Map produced by E.ON Climate & Renewables NA for internal use only. Final analysis & site locations are to be determined by E.ON personnel through on-site verification. Map is not to be reproduced or redistributed without expressly written permission from E.ON Climate & Renewables NA.
Base map data from USGS.

Attachment B

Local Spending and Support Plan

A. In connection with the construction and operation of the Improvements in Carson County (the "Project"), Owner and the Owner's prime contractor(s) ("Prime Contractor(s)") responsible for overseeing construction and/or operation of the Improvements will invest by using commercially reasonable efforts to use services, materials and supplies purchased from Carson County individuals and businesses, provided that nothing in this paragraph shall require Owner or the Prime Contractor(s) to use services, materials and supplies provided by Carson County residents that are not: (I) of similar quality to those provided by nonresidents; or (ii) made available on terms and/or at prices comparable to those offered by nonresidents. Within ninety (90) days following completion of physical construction of the Project, Owner shall provide the County with a written project summary of the investment showing its compliance with the requirements set forth in this Local Spending and Support Plan.

B. In no event shall Owner or the Prime Contractor discriminate against Carson County residents in employment or in the purchase of goods and services.

C. In filling employment vacancies in connection with the Project, Owner and the Prime Contractor(s) will use commercially reasonable efforts to use Carson County labor, provided that nothing in this paragraph shall require Owner or the Prime Contractor to employ Carson County residence who are not: (I) equally or more qualified that nonresident applicants; or (ii) available for employment on terms and/or at salaries comparable to those required by nonresident applicants.

D. Owner or Prime Contractor shall designate a Coordinator of Local Hiring and Services who will act as a liaison between all contractors and any individual or business residing in Carson County who is interested in obtaining information about (1) employment, or (2) commercial services or supplies expected to be purchased by a contractor.

E. Owner or the Prime Contractor shall hold a job and contracting information session prior to beginning physical construction of the Project at which information will be provided regarding the construction and hiring needs of the Project. Notice of the information session shall be published in each of the four newspapers in the County. Such information also will be provided on a continuing basis through the Coordinator of Local Hiring and Services.

AMENDMENT NO. 1 TO TAX ABATEMENT AGREEMENT
Between
CARSON COUNTY and GRANDVIEW WIND FARM III, LLC

This **AMENDMENT NO. 1 TO TAX ABATEMENT AGREEMENT between CARSON COUNTY and GRANDVIEW WIND FARM III, LLC** (this "**Amendment**"), is entered into to be effective as of October 13, 2015, by and between Grandview Wind Farm III, LLC, a Delaware limited liability company ("**Grandview III**"), and Carson County, Texas (the "**Carson County**"). Grandview III and Carson County may hereafter be referred to as, together, the "**Parties**" and each, a "**Party**".

WITNESSETH:

WHEREAS, on or about December 9, 2013, the Carson County Commissioners' Court did further pass, approve and enter into Tax Abatement Agreement dated December 9, 2013, by and between Carson County and Grandview III (the "Abatement Agreement"),

WHEREAS, Article II. Definitions, Subsection I. of the Abatement Agreement provided that the definition of "Reinvestment Zone" means collectively Carson County Reinvestment Zone 9 and Zone 10, the reinvestment zone (as that term is defined in Chapter 312 of the Texas Tax Code) created by Carson County and described in Attachment A to this Agreement.

WHEREAS, Grandview III has requested an amendment to the Abatement Agreement pursuant to Chapter 312 of the Texas Tax Code, for the purpose of expanding the Reinvestment Zone subject to the Agreement to include property within the Reinvestment Zone 7, which was adopted by resolution of the Carson County Commissioners' Court on February 11, 2013.

WHEREAS, pursuant to the Abatement Agreement and Chapter 312 of the Texas Tax Code, each of the Parties has agreed to amend the Abatement Agreement to add the Reinvestment Zone 7 to be included in the Reinvestment Zone, under the terms and conditions of, and as further provided in, this Amendment.

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Parties, intending to be legally bound, do hereby covenant and agree to amend the Abatement Agreement as follows:

1. Definitions. The following Definitions in Section II are hereby modified, revised, amended, supplemented, and replaced by the following:

"I. "**Reinvestment Zone**" shall mean collectively Carson County Reinvestment Zone 7, Carson County Reinvestment Zone 9, and Carson County Reinvestment Zone 10, created by Carson County under the authority of Chapter 312 of the Texas Tax Code and described in Attachment A. All references in the Abatement Agreement to the term Reinvestment Zone or individually to any one or more of the Reinvestment Zone 9, the Reinvestment Zone 10, and/or the Reinvestment Zone 7 shall be interpreted to include the entire Reinvestment Zone as herein defined."

2. Attachment A (Description of Reinvestment Zone) to the Abatement Agreement is hereby amended and replaced by the descriptions and documents set forth in the attached Attachment A attached to this Amendment.

3. Effect. Except as modified and amended by the terms of this Amendment, all of the terms, conditions, provisions and covenants of the Abatement Agreement shall remain in full force and effect, and the Abatement Agreement and this Amendment shall be deemed to constitute a single instrument or document. Should there be any inconsistency between the terms of this Amendment and the Abatement Agreement the terms of this Amendment shall prevail.

4. Binding on Successors and Assigns. The Abatement Agreement, as amended by this Amendment, shall be binding upon and inure to the benefit of the Parties and each other person and entity having any interest therein during their ownership thereof, and their respective successors and assigns.

5. Counterparts. This Amendment may be executed in counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same document.

[SIGNATURE PAGE FOLLOWS.]

In Testimony of which, this Amendment has been executed by the County as authorized by the County Commissioners Court and executed by Grandview III on the respective dates shown below.

CARSON COUNTY, TEXAS, by:

County Judge

Abstain
Commissioner, Precinct 1

Commissioner, Precinct 2

Commissioner, Precinct 3

Commissioner, Precinct 4

Attest: Celeste Bichsel, County Clerk

10-13-15
Date

COMMISSIONERS COURT
CARSON COUNTY, TEXAS

Grandview Wind Farm III, LLC

By:
Name: PAUL BONNIN
Title: SR. VP

Date: 13 OCT 2015

Attachment A
Descriptions of the Reinvestment Zone

Attached is the Order Designating Reinvestment Zone 7 dated February 11, 2013, (Carson County Reinvestment Zone 7), duly passed by the Carson County Commissioners Court, and a map depicting the location of Carson County Reinvestment Zone 7.

Attached is the Order Designating Reinvestment Zone 9 dated August 23, 2013, (Carson County Reinvestment Zone 9), duly passed by the Carson County Commissioners Court, and a map depicting the location of Carson County Reinvestment Zone 9.

Attached is the Order Designating Reinvestment Zone 10 dated December 9, 2013, (Carson County Reinvestment Zone 10), duly passed by the Carson County Commissioners Court, and a map depicting the location of Carson County Reinvestment Zone 10.

RESOLUTION OF THE COMMISSIONERS
COURT OF CARSON COUNTY, TEXAS
DESIGNATING CARSON COUNTY REINVESTMENT ZONE 7

A RESOLUTION DESIGNATING A CERTAIN AREA AS A REINVESTMENT ZONE FOR A COMMERCIAL/INDUSTRIAL TAX ABATEMENT IN CARSON COUNTY, TEXAS, ESTABLISHING THE BOUNDARIES THEREOF, AND PROVIDING FOR AN EFFECTIVE DATE.

Whereas, the Commissioners Court of Carson County, Texas, desires to promote the development or redevelopment of a certain contiguous geographic area within its jurisdiction by the creation of a reinvestment zone as authorized by the Property Redevelopment and Tax Abatement Act, as amended (Texas Property Tax Code §312.001, *et seq.*), and the Guidelines and Criteria of the Commissioners Court of Carson County for Granting a Tax Abatement in Reinvestment Zone created in Carson County, Texas (the "Guidelines"); and

Whereas, on February 11, 2013, a hearing before the Commissioners Court of Carson County, Texas, was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing in the local newspaper of general circulation in Carson County and the delivery of written notice to the respective presiding officers of each taxing entity that includes within its boundaries real property that is to be included in the proposed reinvestment zone; and

Whereas, the Commissioners Court of Carson County, Texas, at such public hearing invited any interested person to appear and speak for or against the creation of the reinvestment zone and whether all or part of the territory described should be included in the proposed reinvestment zone; and

Whereas, the proponents of the reinvestment zone offered evidence, both oral and documentary, in favor of all of the foregoing matters relating to the creation of the reinvestment zone and opponents, if any, of the reinvestment zone appeared to contest the creation of the reinvestment zone.

BE IT RESOLVED BY THE COMMISSIONERS COURT OF CARSON COUNTY, TEXAS:

Section 1. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

Section 2. That the Commissioners Court of Carson County, Texas, after conducting such hearing and having heard such evidence and testimony, has made the following findings and determinations based on the evidence and testimony presented to it:

a. That the public hearing on adoption of the reinvestment zone has been properly called, held and conducted and that notice of such hearing has been published as required by law and mailed to the respective presiding officers of the governing bodies and all taxing units overlapping the territory inside the proposed reinvestment zone; and

b. That the boundaries of the reinvestment zone should be the area described in the attached Exhibit "A" and depicted in the map attached hereto as Exhibit "B", which are incorporated herein by reference for all purposes. In the event of discrepancy between the descriptions of Exhibit "A" and map in Exhibit "B", the map shall control; and

c. That the creation of the reinvestment zone will result in benefits to Carson County, Texas, and to the land included in the zone and that the improvements sought are feasible and practical; and

d. The reinvestment zone meets the criteria set forth in Texas Property Tax Code Chapter 312 for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention of expansion of primary employment or to attract investment in the zone that would be a benefit to the property and that would contribute to the economic development of Carson County, Texas, and that the entire tract of land is located entirely within an unincorporated area of Carson County, Texas.

SECTION 3. That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, Carson County Commissioners Court hereby creates Carson County Reinvestment Zone 7, a reinvestment zone for commercial-industrial tax abatement encompassing only the area described in Exhibit "A" and depicted in Exhibit "B", and such reinvestment zone is hereby designated and shall hereafter be referred to a Carson County Reinvestment Zone 7.

SECTION 4. That Carson County Reinvestment Zone 7 shall take effect on February 11, 2013, and shall remain designated as a commercial-industrial reinvestment zone for a period of five (5) years from such date of designation, and may be renewed for an additional five (5) year period thereafter.

SECTION 5. That if any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject of the meeting of the Carson County Commissioners

Court at which this Resolution was adopted was posted at a place conveniently and readily accessible at all times as required by the Texas Open Government Act, Texas Government Code, Chapter 551, as amended, and that a public hearing was held prior to the designation of such reinvestment zone and that proper notice of the hearing was published in the official newspaper of general circulation within the County, and furthermore, such notice was in fact delivered to the presiding officers of any affected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

PASSED, APPROVED AND ADOPTED on this the 11th day of February, 2013.

Lewis Powell
County Judge

Commissioner, Precinct 1

Commissioner, Precinct 2

Commissioner, Precinct 3

Commissioner, Precinct 4

Celeste Bichsel
Celeste Bichsel, County Clerk

(County Seal)

Exhibit A
Legal Description of Carson County Reinvestment Zone 7

Carson County Reinvestment Zone 7 is comprised of the following parcels. In the event of discrepancy between this Exhibit A and the attached map in Exhibit B, the map in Exhibit B shall control.

Revised January 31, 2013

EXHIBIT A

PROPERTY DESCRIPTIONS

All of Sections 233, 234, 235, 236, 237, 238, 243, 244, 245, 246, 247 and 248, Block B2, H&GN RR Co. Survey, Carson County, Texas.

All of Sections 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, and 88, Block 7, I&GN RR Co. Survey, Carson County, Texas.

All of Sections 1, 2, 3, 4, 5, 6, 7, 8, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, and 96, Block 2, TT RR Co. Survey, Carson County, Texas.

All of Sections 1, 2, 3, 4, 17, 18, 19, 20, 21, 22, 23, 24, 41, 42 and 65, Block T, AB&M Survey, Carson County, Texas.

All of Sections 37, 38, 39, 40, 43 and 44, Block T, H&W Survey, Carson County, Texas.

All of Sections 57, 58, 59, 60, 61, 62, 63, and 64, Block T, BS&F Survey, Carson County, Texas.

All of Sections 1, 16, and 17, Block 3, AB&M Survey, Carson County, Texas.

All of Sections 2 and 3, Block 4, J H Gibson Survey, Carson County, Texas.

All of Sections 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25 and 26, Block S, H&GN RR Co. Survey, Carson County, Texas.

All of Section 1, Block 1, BS&F Survey, Carson County, Texas.

All of Section 2, Block 1, B&B Survey, Carson County, Texas.

All of Sections 31 and 32, Block Y-2, C&M Ry. Co. Survey, Carson County, Texas.

All of Sections 1, 2, 3, 4, 5, 6, 7 and 8, Block 5, B&B Survey, Carson County, Texas.

All of Sections 11 and 12, Block Y-2, B&B Survey, Carson County, Texas.

All of Sections 10, 23 and 24, Block Y-2, TT RR Co. Survey, Carson County, Texas.

All of Sections 1 and 2, Block Y-2, BS&F Survey, Carson County, Texas.

All of Sections 2, 3, 4, 5, 8, 9, 10, 13, 14, 15, 16, 19 and 20, Block 3, AB&M Survey, Carson County, Texas.

All of Sections 21 and 22, Block Y-2, AB&M Survey, Carson County, Texas.

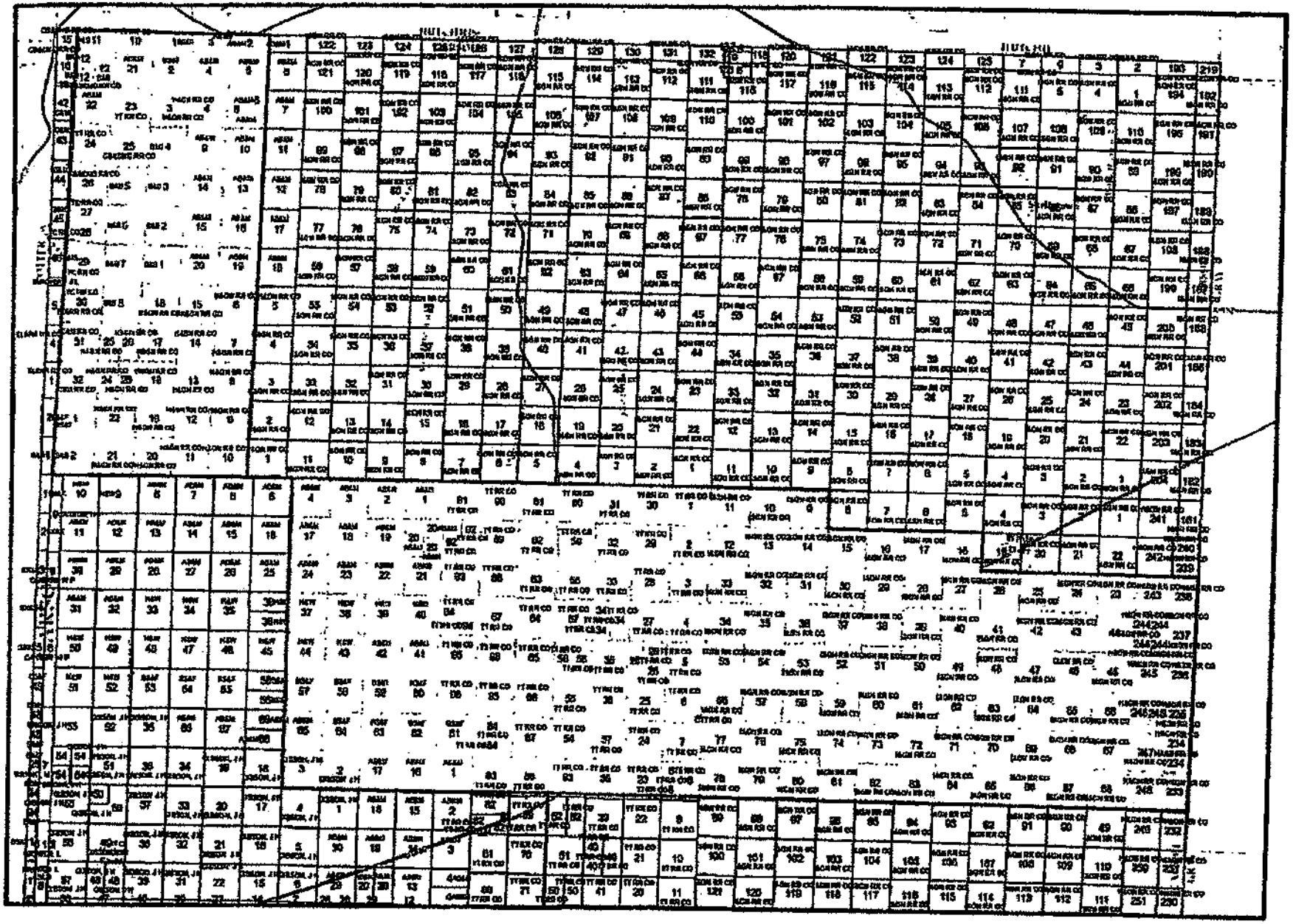
All of Sections 27, 28, 29 and 30, Block Y-2, TC Ry. Co. Survey, Carson County, Texas.

All of Sections 25 and 26, Block Y-2, CB & CNG Ry. Co. Survey, Carson County, Texas.

Exhibit B
Map of Carson County Reinvestment Zone 7

Pattern

Panhandle Wind Project



Checklist Item 23

Legal Description of Reinvestment Zone

Exhibit A
Legal Description of Carson County Reinvestment Zone 7

Carson County Reinvestment Zone 7 is comprised of the following parcels. In the event of discrepancy between this Exhibit A and the attached map in Exhibit B, the map in Exhibit B shall control.

Revised January 31, 2013

EXHIBIT A

PROPERTY DESCRIPTIONS

All of Sections 233, 234, 235, 236, 237, 238, 243, 244, 245, 246, 247 and 248, Block B2, H&GN RR Co. Survey, Carson County, Texas.

All of Sections 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, and 88, Block 7, I&GN RR Co. Survey, Carson County, Texas.

All of Sections 1, 2, 3, 4, 5, 6, 7, 8, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, and 96, Block 2, TT RR Co. Survey, Carson County, Texas.

All of Sections 1, 2, 3, 4, 17, 18, 19, 20, 21, 22, 23, 24, 41, 42 and 65, Block T, AB&M Survey, Carson County, Texas.

All of Sections 37, 38, 39, 40, 43 and 44, Block T, H&W Survey, Carson County, Texas.

All of Sections 57, 58, 59, 60, 61, 62, 63, and 64, Block T, BS&F Survey, Carson County, Texas.

All of Sections 1, 16, and 17, Block 3, AB&M Survey, Carson County, Texas.

All of Sections 2 and 3, Block 4, J H Gibson Survey, Carson County, Texas.

All of Sections 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25 and 26, Block S, H&GN RR Co. Survey, Carson County, Texas.

All of Section 1, Block 1, BS&F Survey, Carson County, Texas.

All of Section 2, Block 1, B&B Survey, Carson County, Texas.

All of Sections 31 and 32, Block Y-2, C&M Ry. Co. Survey, Carson County, Texas.

All of Sections 1, 2, 3, 4, 5, 6, 7 and 8, Block 5, B&B Survey, Carson County, Texas.

All of Sections 11 and 12, Block Y-2, B&B Survey, Carson County, Texas.

All of Sections 10, 23 and 24, Block Y-2, TT RR Co. Survey, Carson County, Texas.

All of Sections 1 and 2, Block Y-2, BS&F Survey, Carson County, Texas.

All of Sections 2, 3, 4, 5, 8, 9, 10, 13, 14, 15, 16, 19 and 20, Block 3, AB&M Survey, Carson County, Texas.

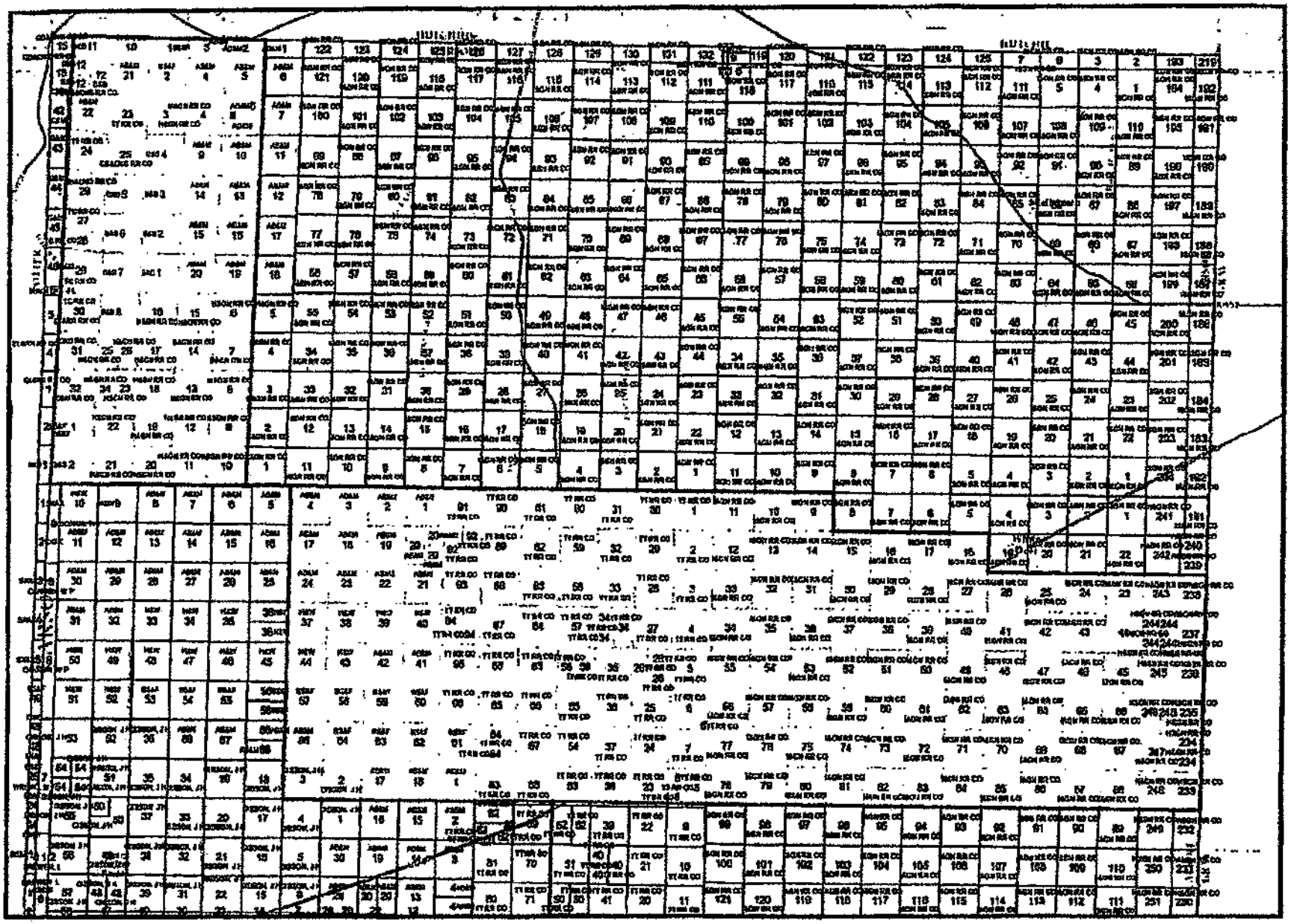
All of Sections 21 and 22, Block Y-2, AB&M Survey, Carson County, Texas.

All of Sections 27, 28, 29 and 30, Block Y-2, TC Ry. Co. Survey, Carson County, Texas.

All of Sections 25 and 26, Block Y-2, CB & CNG Ry. Co. Survey, Carson County, Texas.

Pattern

Panhandle Wind Project



RESOLUTION OF THE COMMISSIONERS
COURT OF CARSON COUNTY, TEXAS
DESIGNATING CARSON COUNTY REINVESTMENT ZONE 9

A RESOLUTION DESIGNATING A CERTAIN AREA AS A REINVESTMENT ZONE FOR A COMMERCIAL/INDUSTRIAL TAX ABATEMENT IN CARSON COUNTY, TEXAS, ESTABLISHING THE BOUNDARIES THEREOF, AND PROVIDING FOR AN EFFECTIVE DATE.

Whereas, the Commissioners Court of Carson County, Texas, desires to promote the development or redevelopment of a certain contiguous geographic area within its jurisdiction by the creation of a reinvestment zone as authorized by the Property Redevelopment and Tax Abatement Act, as amended (Texas Property Tax Code §312.001, *et seq.*), and the Guidelines and Criteria of the Commissioners Court of Carson County for Granting a Tax Abatement in Reinvestment Zone created in Carson County, Texas (the "Guidelines"); and

Whereas, on August 23, 2013, a hearing before the Commissioners Court of Carson County, Texas, was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing in the local newspaper of general circulation in Carson County and the delivery of written notice to the respective presiding officers of each taxing entity that includes within its boundaries real property that is to be included in the proposed reinvestment zone; and

Whereas, the Commissioners Court of Carson County, Texas, at such public hearing invited any interested person to appear and speak for or against the creation of the reinvestment zone and whether all or part of the territory described should be included in the proposed reinvestment zone; and

Whereas, the proponents of the reinvestment zone offered evidence, both oral and documentary, in favor of all of the foregoing matters relating to the creation of the reinvestment zone and opponents, if any, of the reinvestment zone appeared to contest the creation of the reinvestment zone.

BE IT RESOLVED BY THE COMMISSIONERS COURT OF CARSON COUNTY, TEXAS:

Section 1. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

Section 2. That the Commissioners Court of Carson County, Texas, after conducting such hearing and having heard such evidence and testimony, has made the following findings and determinations based on the evidence and testimony presented to it:

a. That the public hearing on adoption of the reinvestment zone has been properly called, held and conducted and that notice of such hearing has been published as required by law and mailed to the respective presiding officers of the governing bodies and all taxing units overlapping the territory inside the proposed reinvestment zone; and

b. That the boundaries of the reinvestment zone should be the area described in the attached Exhibit "A" and depicted in the map attached hereto as Exhibit "B", which are incorporated herein by reference for all purposes. In the event of discrepancy between the descriptions of Exhibit "A" and map in Exhibit "B", the map shall control; and

c. That the creation of the reinvestment zone will result in benefits to Carson County, Texas, and to the land included in the zone and that the improvements sought are feasible and practical; and

d. The reinvestment zone meets the criteria set forth in Texas Property Tax Code Chapter 312 for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention of expansion of primary employment or to attract investment in the zone that would be a benefit to the property and that would contribute to the economic development of Carson County, Texas, and that the entire tract of land is located entirely within an unincorporated area of Carson County, Texas.

SECTION 3. That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, Carson County Commissioners Court hereby creates Carson County Reinvestment Zone 9, a reinvestment zone for commercial-industrial tax abatement encompassing only the area described in Exhibit "A" and depicted in Exhibit "B", and such reinvestment zone is hereby designated and shall hereafter be referred to a Carson County Reinvestment Zone 9.

SECTION 4. That Carson County Reinvestment Zone 9 shall take effect on August 23, 2013, and shall remain designated as a commercial-industrial reinvestment zone for renewable and wind generated power generation for a period of five (5) years from such date of designation, and may be renewed for an additional five (5) year period thereafter.

SECTION 5. That if any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject of the meeting of the Carson County Commissioners

Court at which this Resolution was adopted was posted at a place conveniently and readily accessible at all times as required by the Texas Open Government Act, Texas Government Code, Chapter 551, as amended, and that a public hearing was held prior to the designation of such reinvestment zone and that proper notice of the hearing was published in the official newspaper of general circulation within the County, and furthermore, such notice was in fact delivered to the presiding officers of any affected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

PASSED, APPROVED AND ADOPTED on this the 23rd day of August, 2013.

Lewis Powers
County Judge

ABSTAIN
Commissioner, Precinct 1

James Martin
Commissioner, Precinct 2

Nicholas Jones
Commissioner, Precinct 3

Commissioner, Precinct 4

Celeste Bichsel
Celeste Bichsel, County Clerk

(County Seal)

Exhibit A
Legal Description of Carson County Reinvestment Zone 9

Carson County Reinvestment Zone 9 is comprised of the following parcels. In the event of discrepancy between this Exhibit A and the attached map in Exhibit B, the map in Exhibit B shall control.

Exhibit A
Legal Description of Reinvestment Zone
Containing Proposed Project

The real property in Carson County being all of Sections 191, 192, and 193 Block B3, H&GN RR Co. Survey, Carson County, Texas

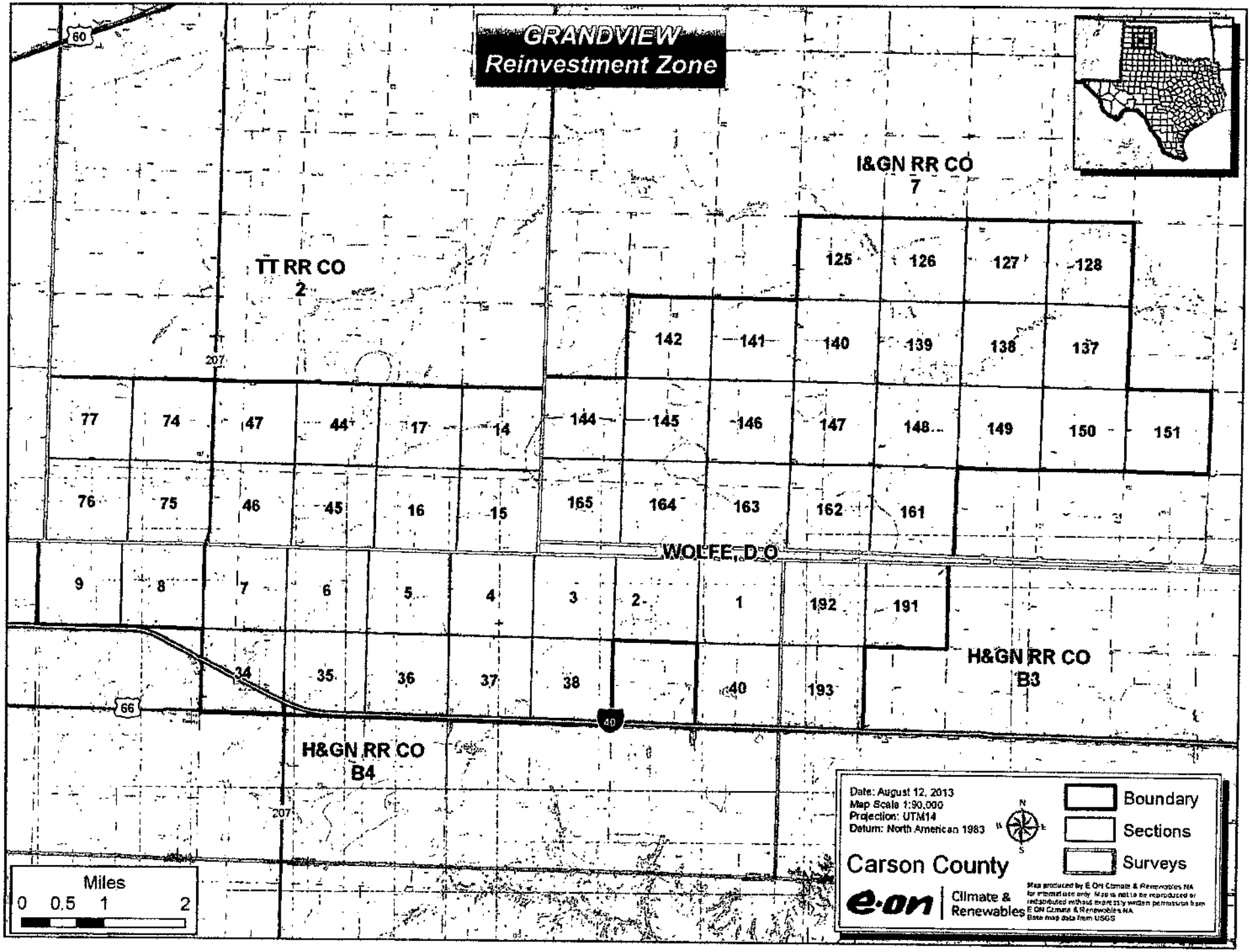
All of Sections 1, 2, 3, 4, 5, 6, 7, 8, 9, 34, 35, 36, 37, 38, and 40 Block B4, H&GN RR Co. Survey, Carson County, Texas

All of Sections 125, 126, 127, 128, 137, 138, 139, 140, 141, 142, 144, 145, 146, 147, 148, 149, 150, 151, 161, 162, 163, 164 and 165 Block 7, I&GN RR Co. Survey, Carson County, Texas

All of Sections 14, 15, 16, 17, 44, 45, 46, 47, 74, 75, 76 and 77 Block 2, TT RR Co. Survey, Carson County, Texas

All of DO WOLFE.

Exhibit B
Map of Carson County Reinvestment Zone 9


GRANDVIEW
Reinvestment Zone
I&GN RR CO
7
TT RR CO
2
H&GN RR CO
B3
H&GN RR CO
B4
WOLFE, D O
125
126
127
128
142
141
140
139
138
137
77
74
47
44
17
14
144
145
146
147
148
149
150
151
76
75
46
45
16
15
165
164
163
162
161
9
8
7
6
5
4
3
2
1
192
191
34
35
36
37
38
40
193
60
66
40
207
207
Miles
0 0.5 1 2
Date: August 12, 2013
Map Scale 1:90,000
Projection: UTM14
Datum: North American 1983
N
W
E
S
Boundary
Sections
Surveys
Carson County
e·on
Climate & Renewables
Map produced by E ON Climate & Renewables NA for internal use only. Map is not to be reproduced or redistributed without express written permission from E ON Climate & Renewables NA.
Base map data from USGS

Attachment B

Local Spending and Support Plan

A. In connection with the construction and operation of the Improvements in Carson County (the "Project"), Owner and the Owner's prime contractor(s) ("Prime Contractor(s)") responsible for overseeing construction and/or operation of the Improvements will invest by using commercially reasonable efforts to use services, materials and supplies purchased from Carson County individuals and businesses, provided that nothing in this paragraph shall require Owner or the Prime Contractor(s) to use services, materials and supplies provided by Carson County residents that are not: (I) of similar quality to those provided by nonresidents; or (ii) made available on terms and/or at prices comparable to those offered by nonresidents. Within ninety (90) days following completion of physical construction of the Project, Owner shall provide the County with a written project summary of the investment showing its compliance with the requirements set forth in this Local Spending and Support Plan.

B. In no event shall Owner or the Prime Contractor discriminate against Carson County residents in employment or in the purchase of goods and services.

C. In filling employment vacancies in connection with the Project, Owner and the Prime Contractor(s) will use commercially reasonable efforts to use Carson County labor, provided that nothing in this paragraph shall require Owner or the Prime Contractor to employ Carson County residence who are not: (i) equally or more qualified that nonresident applicants; or (ii) available for employment on terms and/or at salaries comparable to those required by nonresident applicants.

D. Owner or Prime Contractor shall designate a Coordinator of Local Hiring and Services who will act as a liaison between all contractors and any individual or business residing in Carson County who is interested in obtaining information about (1) employment, or (2) commercial services or supplies expected to be purchased by a contractor.

E. Owner or the Prime Contractor shall hold a job and contracting information session prior to beginning physical construction of the Project at which information will be provided regarding the construction and hiring needs of the Project. Notice of the information session shall be published in each of the four newspapers in the County. Such information also will be provided on a continuing basis through the Coordinator of Local Hiring and Services.

RESOLUTION OF THE COMMISSIONERS
COURT OF CARSON COUNTY, TEXAS
DESIGNATING CARSON COUNTY REINVESTMENT ZONE 10

A RESOLUTION DESIGNATING A CERTAIN AREA AS A REINVESTMENT ZONE FOR A COMMERCIAL/INDUSTRIAL TAX ABATEMENT IN CARSON COUNTY, TEXAS, ESTABLISHING THE BOUNDARIES THEREOF, AND PROVIDING FOR AN EFFECTIVE DATE.

Whereas, the Commissioners Court of Carson County, Texas, desires to promote the development or redevelopment of a certain contiguous geographic area within its jurisdiction by the creation of a reinvestment zone as authorized by the Property Redevelopment and Tax Abatement Act, as amended (Texas Property Tax Code §312.001, *et seq.*), and the Guidelines and Criteria of the Commissioners Court of Carson County for Granting a Tax Abatement in Reinvestment Zone created in Carson County, Texas (the "Guidelines"); and

Whereas, on December 9, 2013, a hearing before the Commissioners Court of Carson County, Texas, was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing in the local newspaper of general circulation in Carson County and the delivery of written notice to the respective presiding officers of each taxing entity that includes within its boundaries real property that is to be included in the proposed reinvestment zone; and

Whereas, the Commissioners Court of Carson County, Texas, at such public hearing invited any interested person to appear and speak for or against the creation of the reinvestment zone and whether all or part of the territory described should be included in the proposed reinvestment zone; and

Whereas, the proponents of the reinvestment zone offered evidence, both oral and documentary, in favor of all of the foregoing matters relating to the creation of the reinvestment zone and opponents, if any, of the reinvestment zone appeared to contest the creation of the reinvestment zone.

BE IT RESOLVED BY THE COMMISSIONERS COURT OF CARSON COUNTY, TEXAS:

Section 1. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

Section 2. That the Commissioners Court of Carson County, Texas, after conducting such hearing and having heard such evidence and testimony, has made the following findings and determinations based on the evidence and testimony presented to it:

a. That the public hearing on adoption of the reinvestment zone has been properly called, held and conducted and that notice of such hearing has been published as required by law and mailed to the respective presiding officers of the governing bodies and all taxing units overlapping the territory inside the proposed reinvestment zone; and

b. That the boundaries of the reinvestment zone should be the area described in the attached Exhibit "A" and depicted in the map attached hereto as Exhibit "B", which are incorporated herein by reference for all purposes. In the event of discrepancy between the descriptions of Exhibit "A" and map in Exhibit "B", the map shall control; and

c. That the creation of the reinvestment zone will result in benefits to Carson County, Texas, and to the land included in the zone and that the improvements sought are feasible and practical; and

d. The reinvestment zone meets the criteria set forth in Texas Property Tax Code Chapter 312 for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention of expansion of primary employment or to attract investment in the zone that would be a benefit to the property and that would contribute to the economic development of Carson County, Texas, and that the entire tract of land is located entirely within an unincorporated area of Carson County, Texas.

SECTION 3. That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, Carson County Commissioners Court hereby creates Carson County Reinvestment Zone 10, a reinvestment zone for commercial-industrial tax abatement encompassing only the area described in Exhibit "A" and depicted in Exhibit "B", and such reinvestment zone is hereby designated and shall hereafter be referred to a Carson County Reinvestment Zone 10.

SECTION 4. That Carson County Reinvestment Zone 10 shall take effect on December 9, 2013, and shall remain designated as a commercial-industrial reinvestment zone for renewable and wind generated power generation for a period of five (5) years from such date of designation, and may be renewed for an additional five (5) year period thereafter.

SECTION 5. That if any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject of the meeting of the Carson County Commissioners

Court at which this Resolution was adopted was posted at a place conveniently and readily accessible at all times as required by the Texas Open Government Act, Texas Government Code, Chapter 551, as amended, and that a public hearing was held prior to the designation of such reinvestment zone and that proper notice of the hearing was published in the official newspaper of general circulation within the County, and furthermore, such notice was in fact delivered to the presiding officers of any affected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

PASSED, APPROVED AND ADOPTED on this the 9th day of December, 2013.

Lewis Powers
County Judge

Abstain
Commissioner, Precinct 1

James Maeler
Commissioner, Precinct 2

Michael D
Commissioner, Precinct 3

Commissioner, Precinct 4

Celeste Bichsel
Celeste Bichsel, County Clerk

(County Seal)

Exhibit A
Legal Description of Carson County Reinvestment Zone 10

Carson County Reinvestment Zone 10 is comprised of the following parcels. In the event of discrepancy between this Exhibit A and the attached map in Exhibit B, the map in Exhibit B shall control.

EXHIBIT A

PROPERTY DESCRIPTIONS

All of Sections 226, 227, 228, 229, 230, 231, 232, 233, 248, 249, 250, 251, 252, 253, 254 Block B2, H&GN RR Co. Survey, Carson County, Texas

All of Sections 55, 56, 92, 93, 94, 95, 96, 97, 126, 127, 128, 129, 158 and 160 Block B3, H&GN RR Co. Survey, Carson County, Texas

All of Sections 75, 76, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 129, 130, 131, 132, 133, 134, 135, 136, 143, 152, 153, 154, 155, 156, 157, 158, 159, 160, 166, Block 7, I&GN RR Co. Survey, Carson County, Texas

All of Sections 10, 11, 12, 13, 18, 19, 20, 41, 42 and 43 Block 2, TT RR Co. Survey, Carson County, Texas

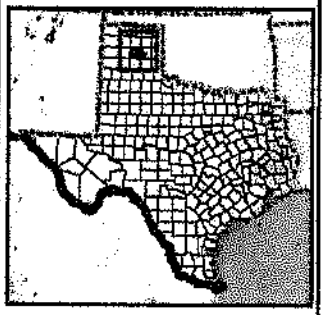
All of WH Hickox strip.

All of NA Steed strip in Carson County, Texas.

Exhibit B
Map of Carson County Reinvestment Zone 10

Phase II & III Reinvestment Zone

Carson County, Texas



N
W E
S

Date: November 04, 2013
Map Scale 1:125,000
Projection: UTM14
Datum: North American 1983

RZ Boundary
Surveys
Sections

Miles
0 0.75 1.5 3

e·on Climate & Renewables

Map produced by E.ON Climate & Renewables NA for internal use only. Final analyses & site locations are to be determined by E.ON personnel through on-site verification. Map is not to be reproduced or redistributed without expressly written permission from E.ON Climate & Renewables NA.
Base map data from USGS.

TAB 6

Grandview Wind Farm III, LLC

Application for Appraised Value Limitations on Qualified Property

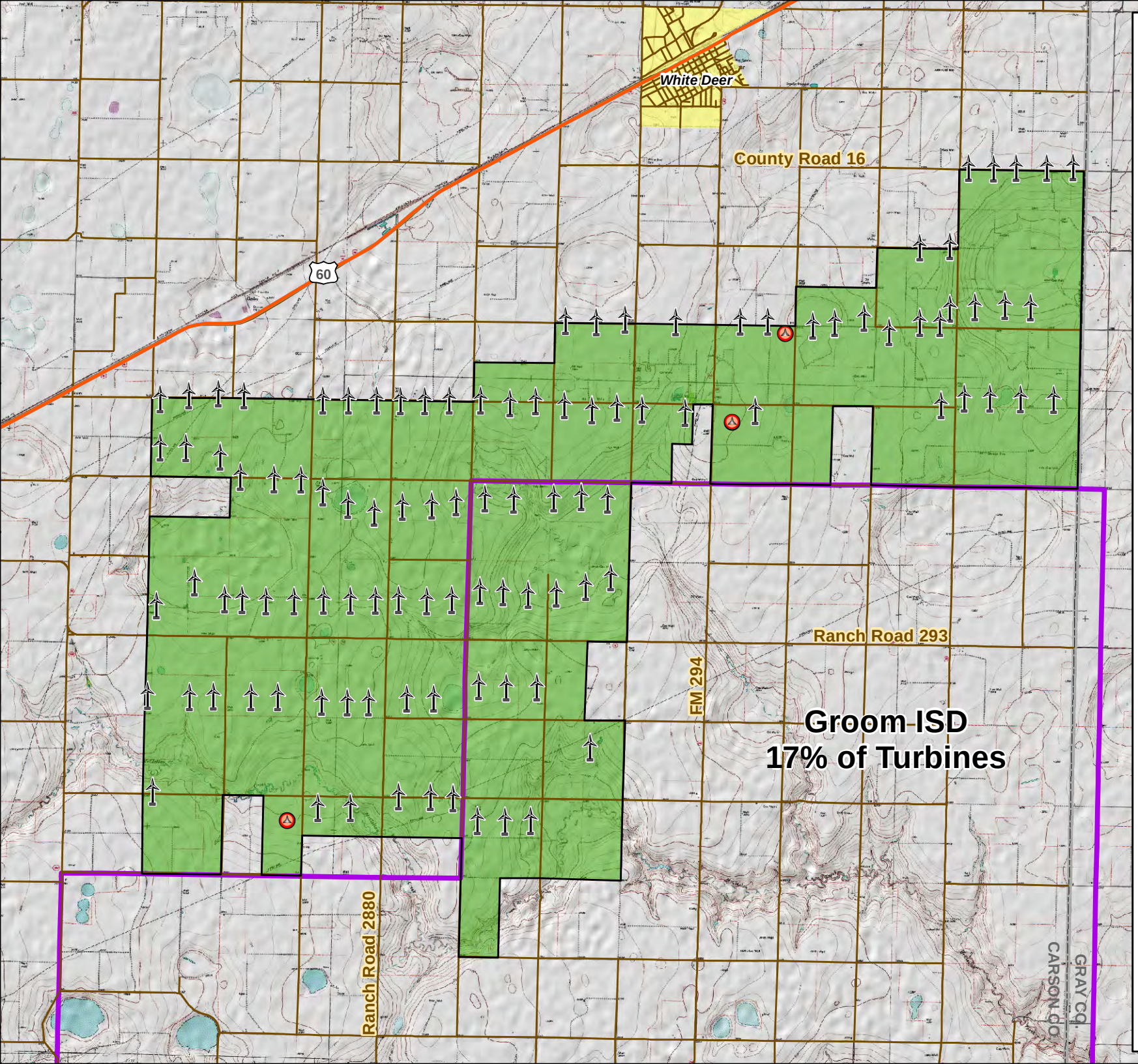
Tab 6

Section 10 — The Property

The proposed Project will consist of 94 - 105 wind turbine generators, with a capacity of 1.79 megawatts to 2.0 megawatts per generator, with an approximate total capacity of 157 MW to 188 MW. The final Project layout is awaiting input from the Federal Aviation Authority and is not finalized at this time and we are unable to precisely pinpoint the final location of the wind turbine generators as stated above. The project will be located within the school boundaries of Groom ISD, Panhandle ISD and White Deer ISD. A map of the project area, the reinvestment zone and the school districts is attached.

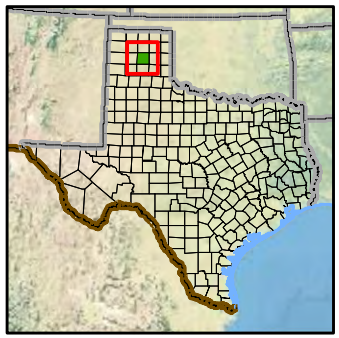
At this time, we are projecting a total qualified investment of $43 million for Grandview Wind Farm III, LLC. Approximately 17% of the investment is located in Groom ISD ($7.3 million), 41% in Panhandle ISD, with the remaining 42% in White Deer ISD.

Please see attached map. The specific locations of the roads, turbines and ancillary equipment is yet to be determined.



Grandview III
Groom ISD

Carson County, Texas



N
W E
S

Date: October 13, 2015
Map Scale 1:100,000
Projection: UTM14
Datum: North American 1983

- Turbine
- Alternate
- County Roads
- Groom ISD
- Project Boundary
- Counties

Miles
0 0.5 1 2

e·on

Map produced by E.ON Next Generation for internal use only. Final analysis & site locations are to be determined by E.ON personnel through on-site verification. Map is not to be reproduced or redistributed without expressly written permission from E.ON. Base map data from USGS.

TAB 7

Grandview Wind Farm III, LLC

Application for Appraised Value Limitations on Qualified Property

Tab 7

Section 11— Investment

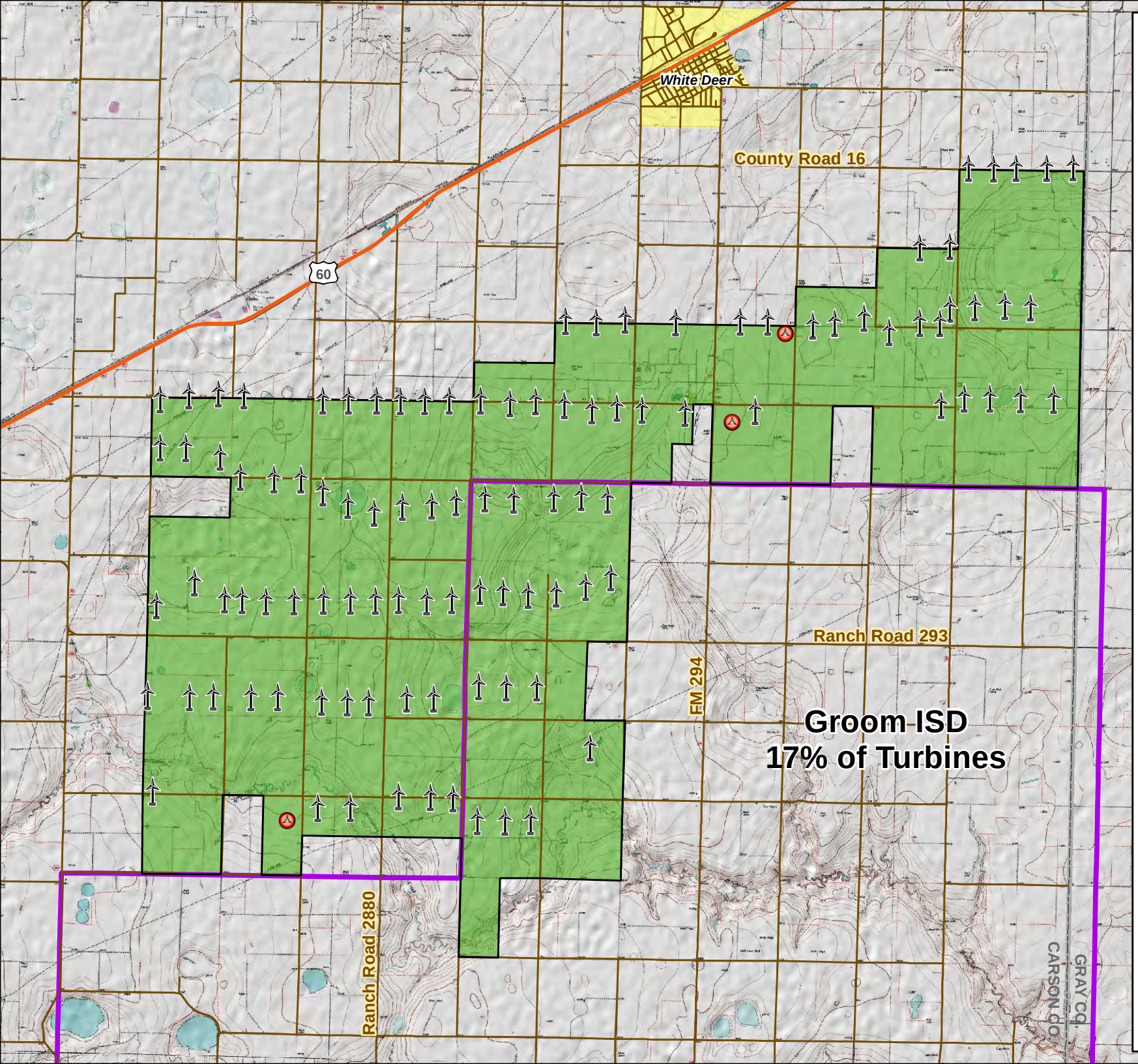
Description of Qualified Investment

4a. & 4b. Grandview Wind Farm III, LLC anticipates constructing a wind-powered electric generating facility with an operating capacity of approximately 188 megawatts (the "Project"). 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, but presently our plans are to install approximately 94-105 wind turbine generators, with each having a capacity of 1.79 to 2.0 megawatts on property in Carson County.

The additional improvements for the Project may include but are not limited to:

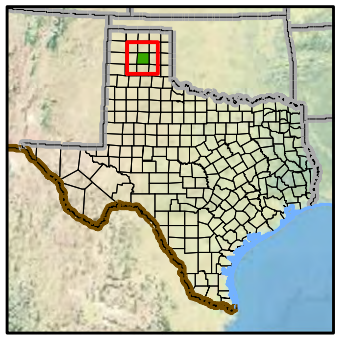
- **Roadwork, sloped for drainage, with turnouts from public roads**
- **Fencing to control livestock and to protect substations and other equipment as needed for safety and security.**
- **94-105 wind turbine generator foundations, with anchor bolt embeds and template rings**
- **Wind turbine obstruction lighting per FAA requirements**
- **Telephone system**
- **ECRNA will construct one 345:34.5kV collection substation, including two 140 MVA power transformers with OLTC's, as well as associated circuit breakers, switches and control building.**
- **The collection substation will be connected to the utility interconnection through a single-circuit, double 795 ACSR conductor 345kv transmission line approximately nine (9) miles in length.**
- **Underground power cables from, and various cable accessories, with grounding.**
- **Permanent meteorological towers, quantity and location of which to be determined by final turbine layout.**
- **Underground communication cables**

4c. Please see attached map. The specific locations of the roads, turbines and ancillary equipment is yet to be determined.



Grandview III
Groom ISD

Carson County, Texas



N
W E
S

Date: October 13, 2015
Map Scale 1:100,000
Projection: UTM14
Datum: North American 1983

- Turbine
- Alternate
- County Roads
- Groom ISD
- Project Boundary
- Counties

Miles
0 0.5 1 2

e·on

Map produced by E.ON Next Generation for internal use only. Final analysis & site locations are to be determined by E.ON personnel through on-site verification. Map is not to be reproduced or redistributed without expressly written permission from E.ON. Base map data from USGS.

TAB 8

Grandview Wind Farm III, LLC

Application for Appraised Value Limitations on Qualified Property

Tab 8

Section 12— Property

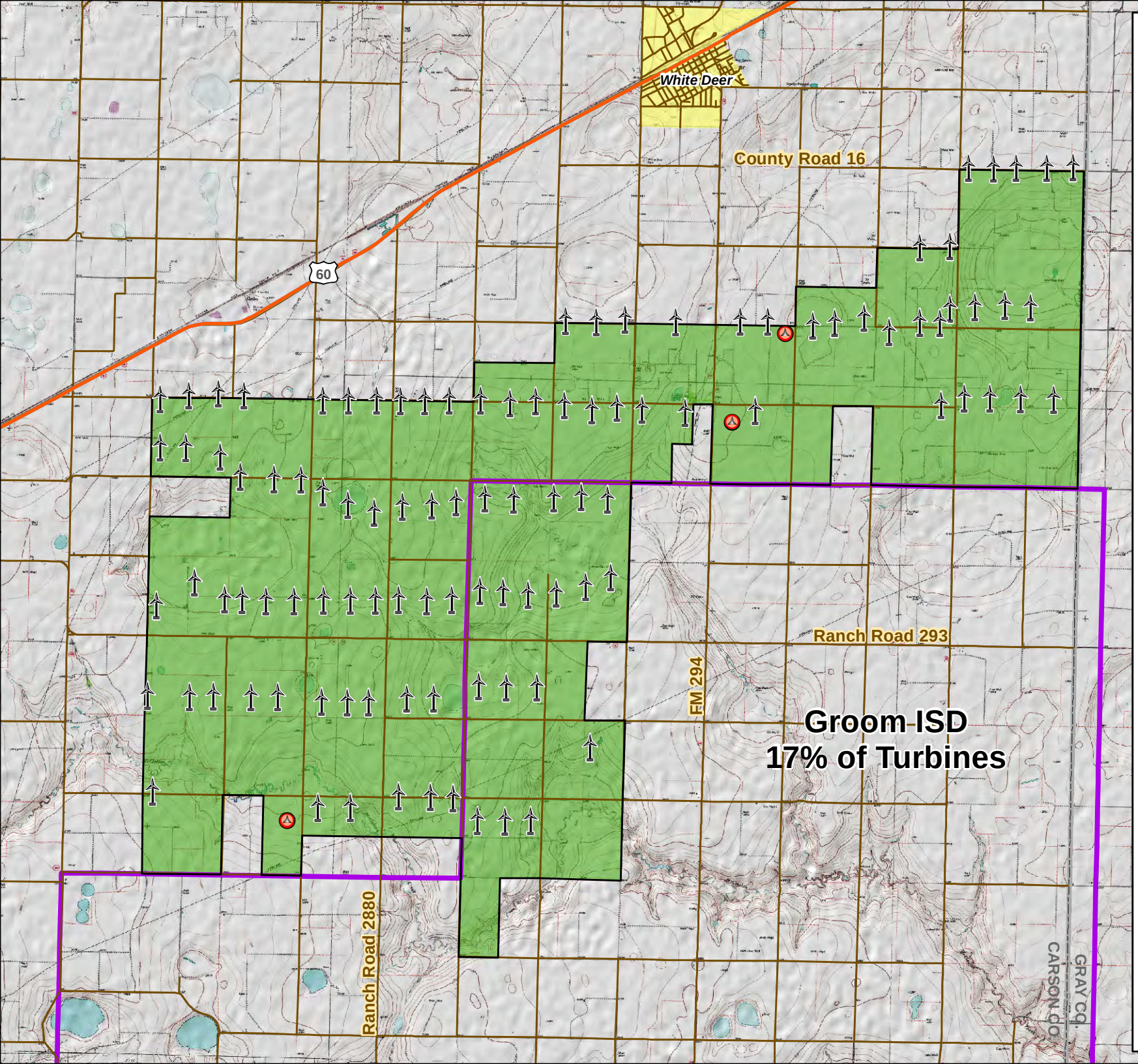
Description of Qualified Property

1a. & 1b. Grandview Wind Farm III, LLC anticipates constructing a wind-powered electric generating facility with an operating capacity of approximately 188 megawatts (the "Project"). 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, but presently our plans are to install approximately 94-105 wind turbine generators, with each having a capacity of 1.79 to 2.0 megawatts on property in Carson County.

The additional improvements for the Project may include but are not limited to:

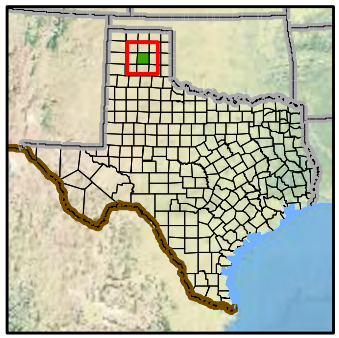
- **Roadwork, sloped for drainage, with turnouts from public roads**
- **Fencing to control livestock and to protect substations and other equipment as needed for safety and security.**
- **94-105 wind turbine generator foundations, with anchor bolt embeds and template rings**
- **Wind turbine obstruction lighting per FAA requirements**
- **Telephone system**
- **ECRNA will construct one 345:34.5kV collection substation, including two 140 MVA power transformers with OLTC's, as well as associated circuit breakers, switches and control building.**
- **The collection substation will be connected to the utility interconnection through a single-circuit, double 795 ACSR conductor 345kv transmission line approximately nine (9) miles in length.**
- **Underground power cables from, and various cable accessories, with grounding.**
- **Permanent meteorological towers, quantity and location of which to be determined by final turbine layout.**
- **Underground communication cables**

1c. Please see attached map. The specific locations of the roads, turbines and ancillary equipment are yet to be determined.



Grandview III
Groom ISD

Carson County, Texas



N
W E
S

Date: October 13, 2015
Map Scale 1:100,000
Projection: UTM14
Datum: North American 1983

- Turbine
- Alternate
- County Roads
- Groom ISD
- Project Boundary
- Counties

Miles
0 0.5 1 2

e·on

Map produced by E.ON Next Generation for internal use only. Final analysis & site locations are to be determined by E.ON personnel through on-site verification. Map is not to be reproduced or redistributed without expressly written permission from E.ON. Base map data from USGS.

TAB 9

Grandview Wind Farm III, LLC

Application for Appraised Value Limitations on Qualified Property

Tab 9

<u>Section 12 – Description of Property</u>

Carson County, Block 7, Sections 244, 237,

45, 245, 236,

61, 62, 63, 64, 65, 66, 246, 235,

76, 75, 74, 73, 72, 71, 70, 69, 68, 67, 247, 234,

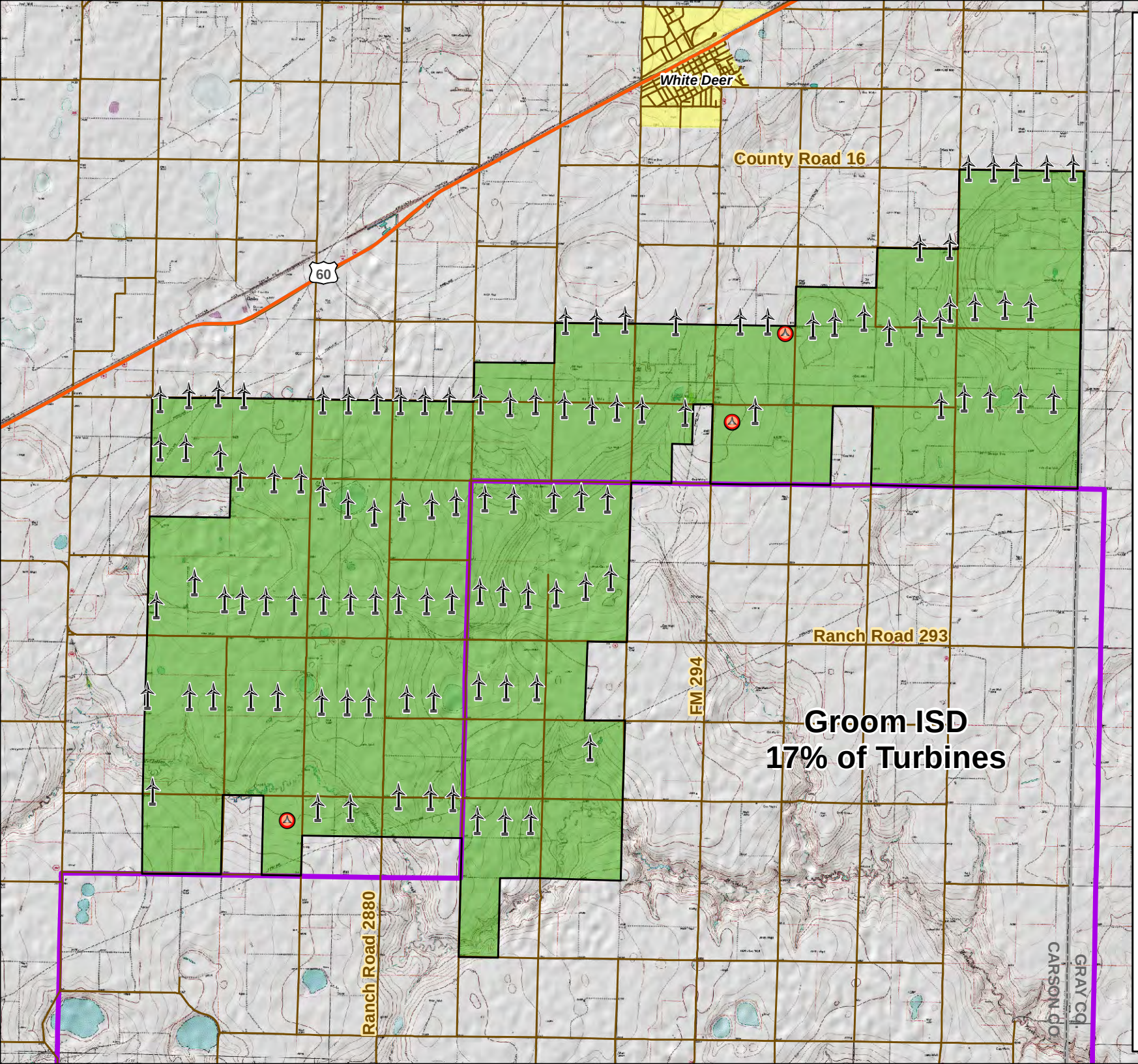
79, 80, 81, 82, 83, 84,

93, 94, 95, 96, 97, 98,

101, 102, 103, 104, 105, 106,

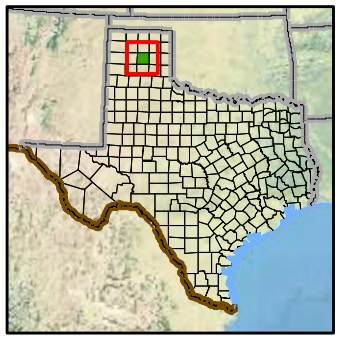
120, 119. 118, 117, 116, 115,

123, 124, 125, 126, 127, 128,



Grandview III
Groom ISD

Carson County, Texas



N
W E
S

Date: October 13, 2015
Map Scale 1:100,000
Projection: UTM14
Datum: North American 1983

- Turbine
- Alternate
- County Roads
- Groom ISD
- Project Boundary
- Counties

Miles
0 0.5 1 2

e·on

Map produced by E.ON Next Generation for internal use only. Final analysis & site locations are to be determined by E.ON personnel through on-site verification. Map is not to be reproduced or redistributed without expressly written permission from E.ON. Base map data from USGS.

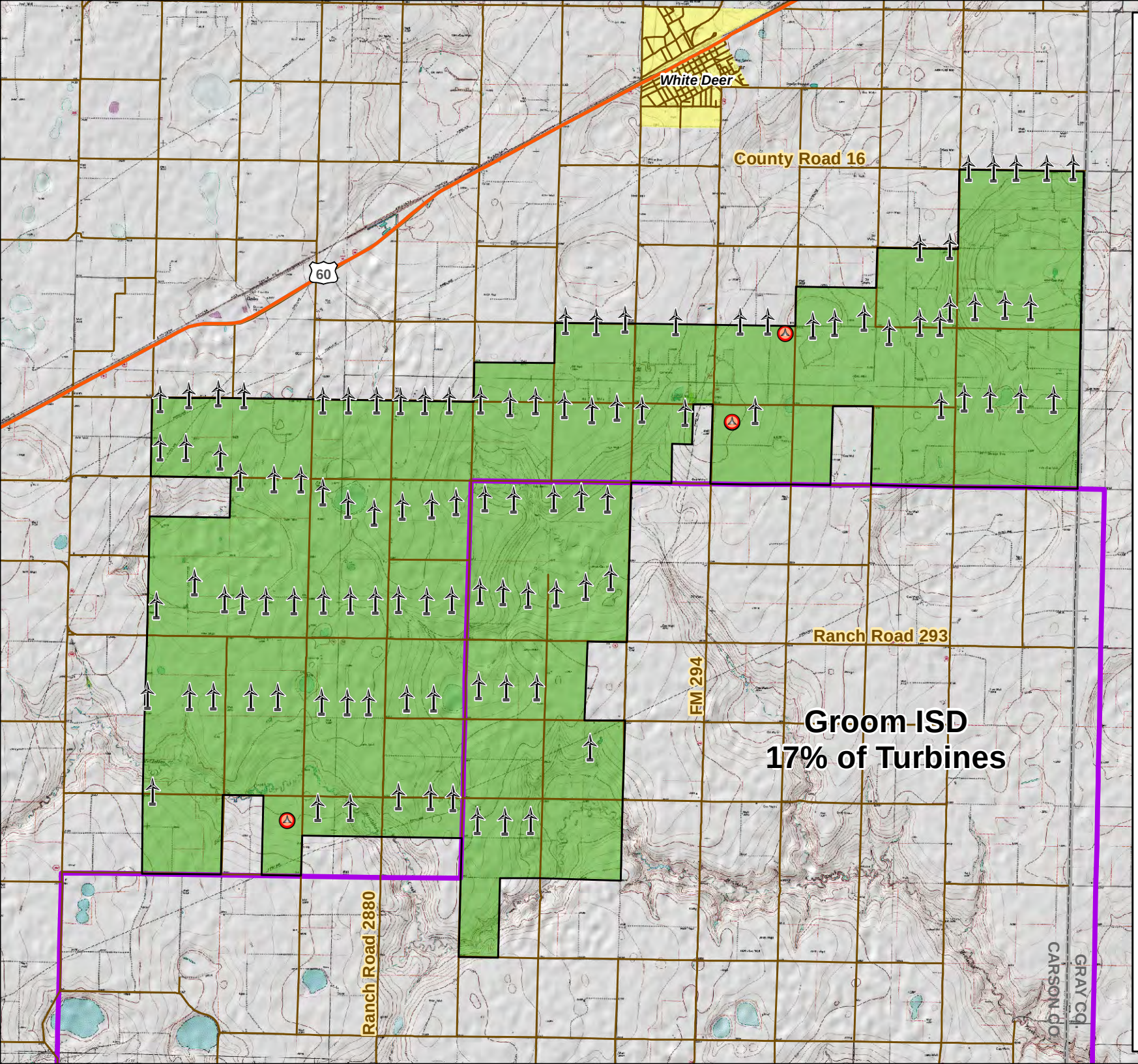
TAB 10

Tab 10

Description of Property Not Eligible

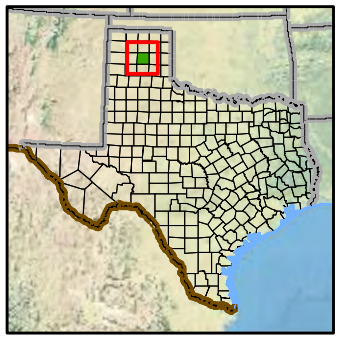
N/A

TAB 11



Grandview III
Groom ISD

Carson County, Texas



N
W E
S

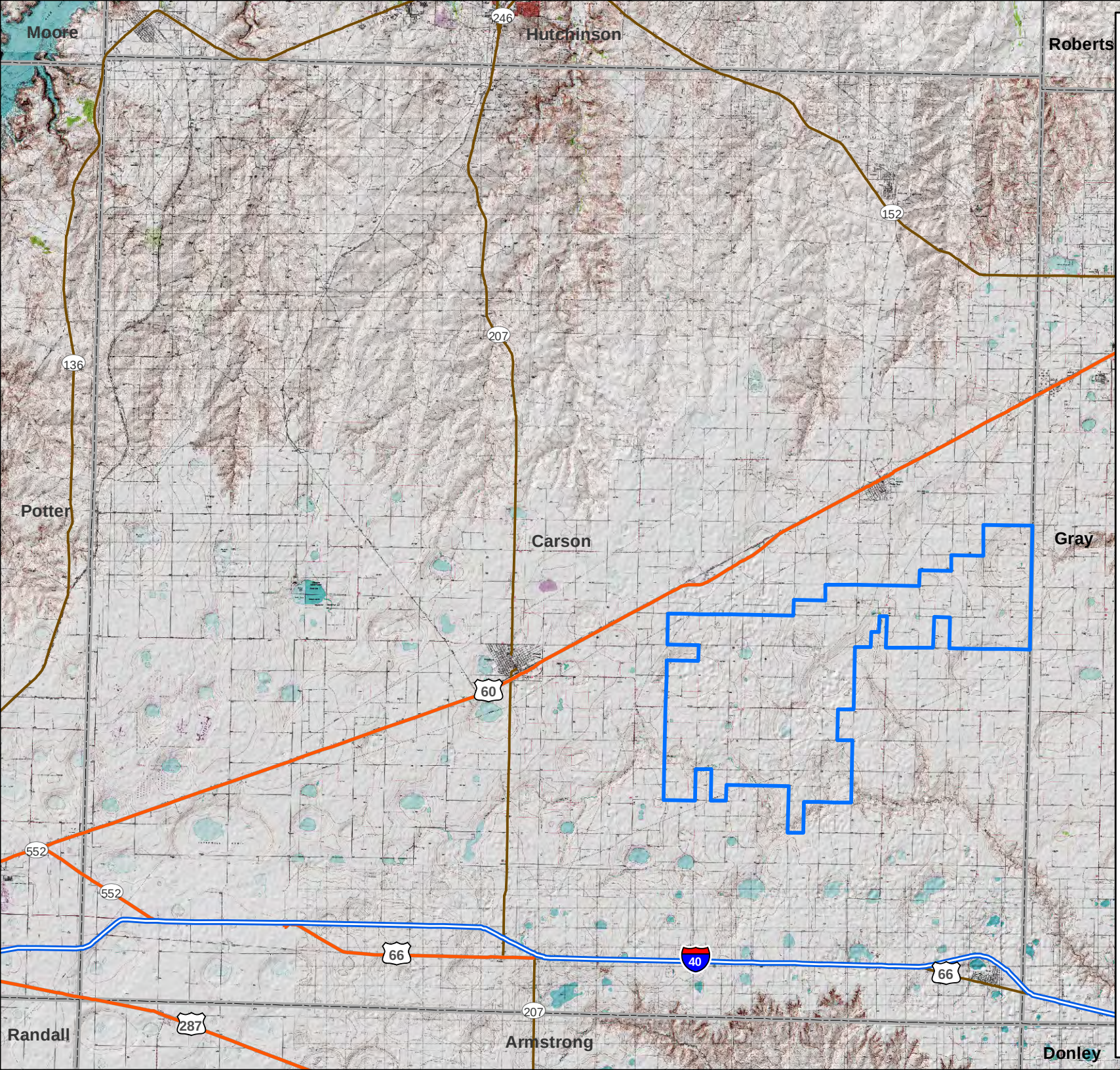
Date: October 13, 2015
Map Scale 1:100,000
Projection: UTM14
Datum: North American 1983

- Turbine
- Alternate
- County Roads
- Groom ISD
- Project Boundary
- Counties

Miles
0 0.5 1 2

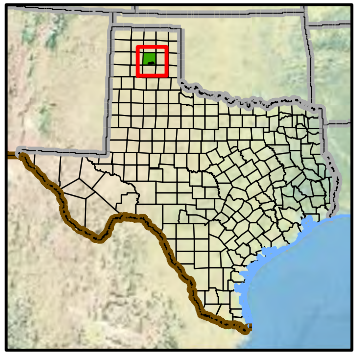
e·on

Map produced by E.ON Next Generation for internal use only. Final analysis & site locations are to be determined by E.ON personnel through on-site verification. Map is not to be reproduced or redistributed without expressly written permission from E.ON. Base map data from USGS.



GRANDVIEW III Location

Carson County, Texas



N
W E
S

Date: October 12, 2015
Map Scale 1:257,125
Projection: UTM14
Datum: North American 1983

Project Boundary

Counties

Miles
0 1.75 3.5 7

e·on

Map produced by E.ON Next Generation for internal use only. Map is not to be reproduced or redistributed without expressly written permission from E.ON .
Base map data from USGS.

TAB 12

October 16, 2015

Mr. Jay Lamb
Superintendent
Groom Independent School District
304 W. 3rd Street
Groom, TX 79039

Re: Chapter 313 Job Waiver Request

Dear Superintendent Lamb:

Grandview Wind Farm III, LLC requests that the Groom Independent School District's Board of Trustees waive the job requirement provision as allowed by Section 313.025(f-1) of the tax code. This waiver would be based on the school district's board findings that the jobs creation requirement exceeds the industry standard for the number of employees reasonably necessary for the operation of the facility attic property owner that is described in the application.

Grandview Wind Farm III, LLC requests that the Groom Independent School District make such a finding and waive the job creation requirement for 10 permanent jobs. In line with industry standards for job requirements, Grandview Wind Farm III, LLC has committed to create at least 5 total jobs for the project. Approximately seventeen percent of the project's turbines are in the Groom ISD, therefore every reasonable effort will be made to locate one of those jobs in the district.

Wind projects create a large number of full and part-time, but temporary jobs during the construction phase of the project, but require a relatively small number of highly skilled technicians to operate and maintain the project after commercial operation commences.

The industry standard for employment is typically one full-time employee for approximately every 15 turbines. This number may fluctuate depending on the operations and maintenance requirements of the turbine selected as well as the support and technical assistance offered by the turbine manufacturer. The permanent employees of a wind project maintain and service wind turbines, underground electrical connections, substations and other infrastructure associated with the safe and reliable operation of the project. In addition, to the onsite employees, there may be managers or technicians who support the project from offsite locations.

With kind regards,

Paul Bowman
Sr. Vice President, Development

TAB 13

Grandview Wind Farm III, LLC

CALCULATION OF WAGE REQUIREMENTS

Tab 13

TOTAL REGION MANUFACTURING

Council of Government	Hourly	Weekly	Annual
1. Panhandle Regional Planning Commission	$21.07	$842.71	$43,821

$842.71	X	1.10 =	**$926.98**
$43,821	X	1.10 =	**$48,203.10**

TOTAL – MANUFACTURING* –Carson County

Year	Quarter	Average Weekly Wages	Annualized
2014	2Q	$1,556.00	$80,912.00
2014	3Q	$1,365.00	$70,980.00
2014	4Q	$1,566.00	$81,432.00
2015	1Q	$1,489.00	$77,428.00
		$1,494.00	$77,688.00
		x 1.10	x 1.10
		$1,643.40	**$85,456.80**

110% of County Average Weekly Wage for all Jobs

**= TWC website has no information specific to manufacturing in Carson County. The figures for "All Industries" were used for these calcultaions.*

TOTAL – ALL INDUSTRIES –Carson County

Year	Quarter	Average Weekly Wages	Annualized
2014	2Q	$1,556.00	$80,912.00
2014	3Q	$1,365.00	$70,980.00
2014	4Q	$1,566.00	$81,432.00
2015	1Q	$1,489.00	$77,428.00
		$1,494.00	$77,688.00
		X 1.10	X 1.10
		$1,643.40	**$85,456.80**

110% of County Average Weekly Wage for all Jobs

Quarterly Employment and Wages (QCEW)

Panhandle Regional Planning Commission- Manufacturing

2014 Manufacturing Average Wages by Council of Government Region
Wages for All Occupations

COG	Wages Hourly	Wages Annual
Texas	**$24.18**	**$50,305**
1. Panhandle Regional Planning Commission	$21.07	$43,821
2. South Plains Association of Governments	$16.75	$34,834
3. NORTEX Regional Planning Commission	$20.23	$42,077
4. North Central Texas Council of Governments	$25.32	$52,672
5. Ark-Tex Council of Governments	$17.80	$37,017
6. East Texas Council of Governments	$19.87	$41,332
7. West Central Texas Council of Governments	$19.41	$40,365
8. Rio Grande Council of Governments	$17.82	$37,063
9. Permian Basin Regional Planning Commission	$23.65	$49,196
10. Concho Valley Council of Governments	$18.70	$38,886
11. Heart of Texas Council of Governments	$20.98	$43,636
12. Capital Area Council of Governments	$28.34	$58,937
13. Brazos Valley Council of Governments	$17.57	$36,547
14. Deep East Texas Council of Governments	$17.76	$36,939
15. South East Texas Regional Planning Commission	$29.21	$60,754
16. Houston-Galveston Area Council	$26.21	$54,524
17. Golden Crescent Regional Planning Commission	$23.31	$48,487
18. Alamo Area Council of Governments	$19.46	$40,477
19. South Texas Development Council	$13.91	$28,923
20. Coastal Bend Council of Governments	$25.12	$52,240
21. Lower Rio Grande Valley Development Council	$16.25	$33,808
22. Texoma Council of Governments	$20.51	$42,668
23. Central Texas Council of Governments	$18.02	$37,486
24. Middle Rio Grande Development Council	$20.02	$41,646

Source: Texas Occupational Employment and Wages
Data published: July 2015
Data published annually, next update will be July 31, 2016

Note: Data is not supported by the Bureau of Labor Statistics (BLS).
Wage data is produced from Texas OES data, and is not to be compared to BLS estimates.
Data intended for TAC 313 purposes only.

Quarterly Employment and Wages (QCEW)

Carson County -- All Industries

TRACER

TEXAS LABOR MARKET INFORMATION

LMCI TRACER | The Future | Career Resources | Texas Labor Market | Data Link

Texas Workforce Commission

- LMCI Searchpage
- Data Link
- Wage Information
- The Future
- Career & Economic Dev Resource
- LMCI Publications
- Resources

Quarterly Employment and Wages (QCEW)

Restart | Back | Print | Download

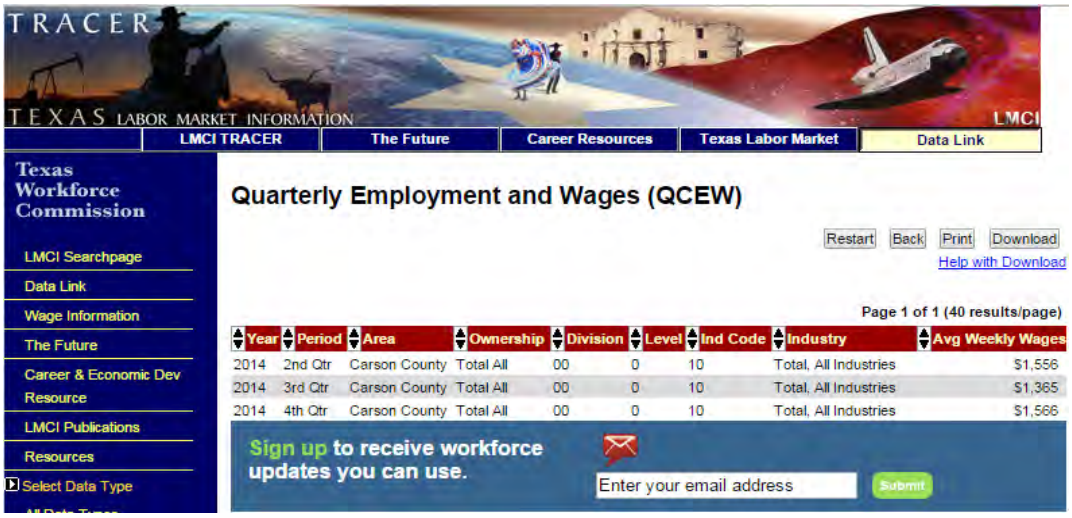
Help with Download

Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2015	1st Qtr	Carson County	Total All	00	0	10	Total, All Industries	$1,489

Sign up to receive workforce updates you can use.

Enter your email address | Submit



TRACER

TEXAS LABOR MARKET INFORMATION

LMCI TRACER | The Future | Career Resources | Texas Labor Market | Data Link

Texas Workforce Commission

- LMCI Searchpage
- Data Link
- Wage Information
- The Future
- Career & Economic Dev Resource
- LMCI Publications
- Resources
- Select Data Type

Quarterly Employment and Wages (QCEW)

Restart | Back | Print | Download

Help with Download

Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2014	2nd Qtr	Carson County	Total All	00	0	10	Total, All Industries	$1,556
2014	3rd Qtr	Carson County	Total All	00	0	10	Total, All Industries	$1,365
2014	4th Qtr	Carson County	Total All	00	0	10	Total, All Industries	$1,566

Sign up to receive workforce updates you can use.

Enter your email address | Submit

TAB 14

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

Applicant Name Grandview Wind Farm III, LLC
ISD Name Groom ISD

Form 50-296A
Revised Feb 2014

PROPERTY INVESTMENT AMOUNTS

(Estimated Investment in each year. Do not put cumulative totals.)

	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A: New investment (original cost) in **tangible personal property** placed in service during this year that will become Qualified Property	Column B: New investment made during this year in **buildings or permanent nonremovable components of buildings** that will become Qualified Property	Column C: Other new investment made during this year that will not become Qualified Property [SEE NOTE]	Column D: Other new investment made during this year that may become Qualified Property [SEE NOTE]	Column E: **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)	2016-2017	2016			$ -	[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				$ 43,740,000.00	$ -	$ -	$ -	$ 43,740,000.00
Complete tax years of qualifying time period	QTP1	2017-2018	2017	$ -	$ -	$ -	$ -	$ -
	QTP2	2018-2019	2018	$ -	$ -	$ -	$ -	$ -
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				$ 43,740,000.00		$ -	$ -	$ 43,740,000.00
				Enter amounts from TOTAL row above in Schedule A2				
Total Qualified Investment (sum of green cells)				$ 43,740,000.00				

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.

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

Applicant Name **Grandview Wind Farm III, LLC**
ISD Name **Groom ISD**

Form 50-296A
Revised Feb 2014

PROPERTY INVESTMENT AMOUNTS

(Estimated Investment in each year. Do not put cumulative totals.)

	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A: New investment (original cost) in **tangible personal property** placed in service during this year that will become Qualified Property	Column B: New investment made during this year in **buildings or permanent nonremovable components of buildings** that will become Qualified Property	Column C: Other investment made during this year that will not become Qualified Property [SEE NOTE]	Column D: Other investment made during this year that will become Qualified Property {SEE NOTE]	Column E: **Total Investment** (A+B+C+D)
Total Investment from Schedule A1*	--	**TOTALS FROM SCHEDULE A1**		**Enter amounts from TOTAL row in Schedule A1 in the row below**				
				$ 43,740,000.00				$ 43,740,000.00
Each year prior to start of value limitation period** *Insert as many rows as necessary*	0	2016-2017	2016	$ 43,740,000.00				$ 43,740,000.00
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				$ 43,740,000.00				$ 43,740,000.00
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	2037-2038	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)

Applicant Name Grandview Wind Farm III, LLC

ISD Name Groom ISD

Form 50-296A

Revised Feb 2014

				Qualified Property			Estimated Taxable Value		
	Year	**School Year** (YYYY-YYYY)	**Tax Year** (Fill in actual tax year) YYYY	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
	0	2016-2017	2016	$ -	$ -	$ -	$ -	$ -	$ -
Value Limitation Period	1	2017-2018	2017	$ -	$ -	$ 40,500,000	$ 40,500,000	$ 40,500,000.00	$ 10,000,000.00
	2	2018-2019	2018	$ -	$ -	$ 38,880,000	$ 38,880,000	$ 38,880,000.00	$ 10,000,000.00
	3	2019-2020	2019	$ -	$ -	$ 37,260,000	$ 37,260,000	$ 37,260,000.00	$ 10,000,000.00
	4	2020-2021	2020	$ -	$ -	$ 35,640,000	$ 35,640,000	$ 35,640,000.00	$ 10,000,000.00
	5	2021-2022	2021	$ -	$ -	$ 34,020,000	$ 34,020,000	$ 34,020,000.00	$ 10,000,000.00
	6	2022-2023	2022	$ -	$ -	$ 32,400,000	$ 32,400,000	$ 32,400,000.00	$ 10,000,000.00
	7	2023-2024	2023	$ -	$ -	$ 30,780,000	$ 30,780,000	$ 30,780,000.00	$ 10,000,000.00
	8	2024-2025	2024	$ -	$ -	$ 29,160,000	$ 29,160,000	$ 29,160,000.00	$ 10,000,000.00
	9	2025-2026	2025	$ -	$ -	$ 27,540,000	$ 27,540,000	$ 27,540,000.00	$ 10,000,000.00
	10	2026-2027	2026	$ -	$ -	$ 25,920,000	$ 25,920,000	$ 25,920,000.00	$ 10,000,000.00
Continue to maintain viable presence	11	2027-2028	2027	$ -	$ -	$ 24,300,000	$ 24,300,000	$ 24,300,000.00	$ 24,300,000.00
	12	2028-2029	2028	$ -	$ -	$ 22,680,000	$ 22,680,000	$ 22,680,000.00	$ 22,680,000.00
	13	2029-2030	2029	$ -	$ -	$ 21,060,000	$ 21,060,000	$ 21,060,000.00	$ 21,060,000.00
	14	2030-2031	2030	$ -	$ -	$ 19,440,000	$ 19,440,000	$ 19,440,000.00	$ 19,440,000.00
	15	2031-2032	2031	$ -	$ -	$ 17,820,000	$ 17,820,000	$ 17,820,000.00	$ 17,820,000.00
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2032-2033	2032	$ -	$ -	$ 16,200,000	$ 16,200,000	$ 16,200,000.00	$ 16,200,000.00
	17	2033-2034	2033	$ -	$ -	$ 14,580,000	$ 14,580,000	$ 14,580,000.00	$ 14,580,000.00
	18	2034-2035	2034	$ -	$ -	$ 12,960,000	$ 12,960,000	$ 12,960,000.00	$ 12,960,000.00
	19	2035-2036	2035	$ -	$ -	$ 11,340,000	$ 11,340,000	$ 11,340,000.00	$ 11,340,000.00
	20	2036-2037	2036	$ -	$ -	$ 10,125,000	$ 10,125,000	$ 10,125,000.00	$ 10,125,000.00
	21	2037-2038	2037	$ -	$ -	$ 10,125,000	$ 10,125,000	$ 10,125,000.00	$ 10,125,000.00
	22	2038-2039	2038	$ -	$ -	$ 10,125,000	$ 10,125,000	$ 10,125,000.00	$ 10,125,000.00
	23	2039-2040	2039	$ -	$ -	$ 10,125,000	$ 10,125,000	$ 10,125,000.00	$ 10,125,000.00
	24	2040-2041	2040	$ -	$ -	$ 10,125,000	$ 10,125,000	$ 10,125,000.00	$ 10,125,000.00
	25	2041-2042	2041	$ -	$ -	$ 10,125,000	$ 10,125,000	$ 10,125,000.00	$ 10,125,000.00

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

Applicant Name Grandview Wind Farm III, LLC

ISD Name Groom ISD

Form 50-296A

Revised Feb 2014

				Construction		Non-Qualifying Jobs	Qualifying Jobs	
				Column A	**Column B**	**Column C**	**Column D**	**Column E**
	Year	**School Year** (YYYY-YYYY)	**Tax Year** (Actual tax year) YYYY	Number of Construction FTE's or man-hours (specify)	**Average** annual wage rates for construction workers	Number of non-qualifying jobs applicant estimates it will create (cumulative)	Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	**Average** annual wage of new qualifying jobs
Each year prior to start of Value Limitation Period *Insert as many rows as necessary*	0	2016-2017	2016	150 FTE	$ 48,203.00	N/A	2	$ 50,000.00
Value Limitation Period *The qualifying time period could overlap the value limitation period.*	1	2017-2018	2017			N/A	2	$ 50,000.00
	2	2018-2019	2018			N/A	2	$ 50,000.00
	3	2019-2020	2019			N/A	2	$ 50,000.00
	4	2020-2021	2020			N/A	2	$ 50,000.00
	5	2021-2022	2021			N/A	2	$ 50,000.00
	6	2022-2023	2022			N/A	2	$ 50,000.00
	7	2023-2024	2023			N/A	2	$ 50,000.00
	8	2024-2025	2024			N/A	2	$ 50,000.00
	9	2025-2026	2025			N/A	2	$ 50,000.00
	10	2026-2027	2026			N/A	2	$ 50,000.00
Years Following Value Limitation Period	11 through 26	2027-2028	2027			N/A	2	$ 50,000.00

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

C1. Are the cumulative number of qualifying jobs listed in Column D less than the number of qualifying jobs required by statute? (25 qualifying jobs in Subchapter B districts, 10 qualifying jobs in Subchapter C districts) [X] Yes [ ] No

If yes, answer the following two questions:

C1a. Will the applicant request a job waiver, as provided under 313.025(f-1)? [X] Yes [ ] No

C1b. Will the applicant avail itself of the provision in 313.021(3)(F)? [ ] Yes [X] No

Schedule D: Other Incentives (Estimated)

Applicant Name Grandview Wind Farm III, LLC

ISD Name Groom ISD

Form 50-296A

Revised Feb 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: Carson	2017	2026	$ 168,348.00	Avg 50% Per Yr	$ 84,174.00
	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	$ 168,348.00		$ 84,174.00

Additional information on incentives for this project:

TAB 15

Tab 15

Economic Impact Analysis

N/A

TAB 16

Grandview Wind Farm III, LLC
Application for Appraised Value Limitations on Qualified Property

Tab 16

Section 12 – Reinvestment Zone

3b, 3c & 3e	Please find information in Tab 5
3d	Carson County Guidelines follow this page

IN THE CARSON COUNTY COMMISSIONERS COURT

CARSON COUNTY, TEXAS

A RESOLUTION
EXPRESSING THE INTENT OF THE COUNTY TO PARTICIPATE IN TAX ABATEMENT AGREEMENTS AND ESTABLISHING GUIDELINES FOR SUCH AGREEMENTS

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

I. Abatement Application Procedure

A. Who May Apply. Any present or potential owner of taxable real property or interest in real property in Carson County may submit an application for tax abatement conforming to the requirements herein.

B. Eligible Improvements. Improvements eligible for abatement are limited to alternative and renewable energy and power facilities. Alternative or renewable energy and power facilities are the buildings and structures including fixed machinery and equipment used to produce electric power from a renewable or non-depletable power source.

C. Eligible Property. Abatement may be granted for the following property: new, expanded or modernized buildings and structures, fixed machinery and equipment; site improvements; other tangible items necessary to the operation and administration of the project or facility; and all other real and tangible personal property permitted by Chapter 312 of the Texas Tax Code. Taxes on real property may be abated only to the extent the property=s value for a given year exceeds its value for the year in which the agreement is executed. Tangible personal property located on the real property at any time before the period covered by the agreement is not eligible for abatement. Tangible personal property eligible for abatement shall not include inventory or supplies.

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

D. Application Provisions. The application shall consist of a completed Carson County Tax Abatement Application Form, which shall contain the following:

(1) information showing how the project meets the requirements of the criteria outlined in Section II below;

(2) a map and description of the property;

(3) a time schedule for completing the planned improvements;

(4) the estimated taxable value or range of values of the project or facility; and

(5) basic financial information about the applicant sufficient to enable evaluation of the application=s financial capacity.

E. Procedure for Consideration of Application. The procedure for consideration by the County of a Tax Abatement Application is as follows:

(1) An applicant may request a Tax Abatement Application form from the County Clerk or County Attorney.

(2) After an applicant completes the Tax Abatement Application, the application must provide a copy to each member of the Carson County Commissioner=s Court and the County Clerk and the County Attorney.

(3) The Commissioners Court shall issue a determination at any time before the expiration of sixty (60) days from the date of receipt of the application regarding how to proceed with the application. The Commissioners Court shall choose either to deny the application, consider the application or consider the application on an expedited basis.

a. *Denial of Application.* If the Commissioners Court chooses to deny the application, it shall make a finding by majority vote at a regularly scheduled meeting that, after balancing the criteria described below in Section II, it is the judgment of the Commissioners Court that the

application should be denied.

b. *Consideration of Application.* If the County determines that the application should be further considered, the Commissioners Court must hold a public hearing to obtain public input on the application. Not later than the seventh (7th) day before the date of the hearing, notice of the hearing must be (1) delivered in writing to the presiding officer of each taxing unit that includes in its boundaries real property that is to be included in the proposed reinvestment zone, and (2) published in a newspaper of general circulation in the County. At the hearing, the Commissioners Court evaluates the application against the criteria in Section II and decides by majority vote whether to designate the property for which the abatement is sought as a reinvestment zone. If the reinvestment zone is 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. An order designating an area as a reinvestment zone is valid for five (5) years from the date of designation. Once the area is designated as a reinvestment zone, the Commissioners Court may then arrange to consider for approval of the tax abatement agreement between the applicant and the County at its next regularly scheduled meeting. At least seven days prior to entering into a tax abatement agreement, the County must give written notice of its intent to do so to the presiding officer of each taxing unit that includes in its boundaries real property that is to be included in the proposed reinvestment zone, along with a copy of the proposed tax abatement agreement. At the regularly scheduled meeting, the

Commissioners Court may finally vote by simple majority to enter into the tax abatement agreement, or to decline. An approved tax abatement agreement may be executed in the same manner as other contracts made by the County. A tax abatement agreement that is declined by the County may be amended and resubmitted to the County.

c. Expedited Consideration of Application. If the County determines that the application should receive an expedited consideration, the Commissioners Court may combine the steps described in the preceding paragraph into a single, regularly scheduled meeting of the Commissioners Court, provided the County meets the procedural prerequisites for each step.

F. Confidentiality. As required by Chapter 312.003 of the Texas Tax Code, information that is provided to Carson County in connection with an application or request for tax abatement under this chapter and that described the specific processes or business activities to be conducted or the equipment or other property to be located on the property for which tax abatement is sought is confidential and not subject to public disclosure until the tax abatement agreement is executed.

G. Effect of Error or Variance with Application Procedure. Except where not allowed by state law, the County may waive application procedures or grant procedural variances as they deem appropriate.

II. Criteria for Designating a Reinvestment

Zone and Evaluating Tax Abatement Agreement

A. Minimum Requirements. To be designated a reinvestment zone, County Commissioners must find by majority vote that the designation would contribute to the retention or expansion of primary employment or would attract major investment in the zone that would be a benefit to the property and that would contribute to the economic development of the County.

B. Criteria. In determining whether to designate a reinvestment zone and whether to enter into a tax abatement agreement, the Commissioners Court shall consider the following factors, among others determined appropriate by the Court:

(1) the current value of land and existing improvements, if any;

(2) the type, value and purpose of proposed improvements, if any;

(3) the productive life of proposed improvements;

(4) the impact of proposed improvements and any other proposed expenditures on existing jobs;

(5) the number and type of new jobs, of any, to be created by proposed improvements and expenditures;

(6) any costs to be incurred by Carson County, if any, to provide facilities or services directly resulting from the new improvements;

(7) the types and values of public improvements, if any, to be made by applicant seeking abatement;

(8) an estimate of the amount of ad valorem property taxes to be paid to Carson County after expiration of the abatement agreement;

(9) the impact on the business opportunities of existing businesses and the attraction

of new businesses to the area; if any;

(10) the overall compatibility with the zoning ordinances and comprehensive plan, if any, for the area;

(11) whether the applicant's proposed facility or improvement or modernization is an industry which is new to Carson County;

(12) the impact upon County infrastructure including roads, bridges and the use of County services; and

(13) the impact upon depletion of natural resources of the County.

III. Format for Tax Abatement Agreement

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

(1) the kind, number and location of all proposed improvements of the property;

(2) provisions allowing for reasonable access to the property for initial and intermittent inspection purposes by County employees or designated representatives to ensure improvements are made in compliance with the agreement;

(3) provisions limiting the use of the property consistent with the general purpose of encouraging development or redevelopment of the area during the period of the abatement;

(4) provisions for recapturing property tax revenue lost as a result of the agreement if the owner of the property fails to make the improvements or repairs as provided

in the agreement;

(5) each term agreed to by the recipient of the abatement;

(6) a requirement that the abatement recipient certify its compliance with the agreement annually to each taxing unit that is a party to the agreement; and

(7) provisions allowing the County to cancel or modify the agreement if the recipient fails to comply with the agreement.

B. Optional Provisions. The tax abatement agreement may also contain any or all of the following items, in addition to any others deemed appropriate by the contracting parties:

(1) the estimated taxable value or range of values for which taxes are to be abated;

(2) the percent of value to be abated each year;

(3) the commencement and termination dates of the abatement;

(4) the proposed use of the property;

(5) a time schedule, map and property designation;

(6) contractual obligations in the event of default or violation of terms or conditions;

(7) the size of investment and number of temporary and permanent jobs involved, if any;

(8) provisions for dispute resolution.

C. Duration and Portion of Abatement. A tax abatement agreement granted by Carson County shall be up to but not exceeding ten (10) years in duration and up to but not exceeding 100 percent (100%) in portion of ad valorem property taxes abated. At any time before the expiration of the agreement, the parties may agree to modify the agreement or to delete provisions that were not necessary to the original agreement.

The same procedural prerequisites for approval of the original agreement apply to modification of the agreement.

D. Time Limit. Such agreement shall be executed with thirty (30) days after the passage of the resolution approving the agreement, unless the County and the applicant mutually agree otherwise.

IV. General Provisions

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

V. Sunset and Amendment of Guidelines and Criteria

These guidelines and criteria are effective upon the date of their adoption and will remain in force for two (2) years, unless amended by a three-fourths (3/4) vote of the Carson County Commissioners Court.

UNANIMOUSLY ADOPTED the 14th day of January, 2013.

Lewis Powers

County Judge

ATTEST:

Celeste Bickel

County Clerk

by: Gayla Cates

Deputy

COUNTY CLERK, CARSON COUNTY, TEXAS

TAB 17

Tab 17

Signature & Certification Page

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 ▶ Copy Wenrich — Print Name *(Authorized School District Representative)*

Secretary — Title

sign here ▶ — Signature *(Authorized School District Representative)*

10-19-2015 — 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 ▶ PAUL BOWMAN — Print Name *(Authorized Company Representative (Applicant))*

SR VP — Title

sign here ▶ — Signature *(Authorized Company Representative (Applicant))*

16 OCT 2015 — Date

DENNIS E. STOUT
Notary Public, State of Texas
My Commission Expires
April 20, 2016

GIVEN under my hand and seal of office this, the

16 day of OCTOBER 2015

Dennis E. Stout

Notary Public in and for the State of Texas

(Notary Seal)

My Commission expires: 4-20-2016

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.