

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): \$ 71,532.50
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.

Application for Appraised Value Limitation on Qualified Property

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? 6

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 617.75

b. 110% of the average weekly wage for manufacturing jobs in the county is 855.80

c. 110% of the average weekly wage for manufacturing jobs in the region is 853.88

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? 44,502.60

10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 44,600.00

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 Item 3

Documentation of Combined Group Membership under Texas Tax Code 171.0001(7)

Documentation from Texas Comptroller's Franchise Tax Division to demonstrate combined group membership:

1. Willow Springs Windfarm, LLC is a Delaware Limited Liability Company formed on March 18th, 2015.

2. Willow Springs Windfarm, LLC is registered in the State of Texas as a foreign limited liability company, File Number 0802178039, in the Office of the Secretary of State. Taxpayer number 32056698262.

3. Willow Springs Windfarm, LLC has one member with 100% ownership, Lincoln Clean Energy, LLC, which is registered in the State of Texas as a foreign limited liability company, File Number 0802369618, in the Office of the Secretary of State. Taxpayer number 32059303761.

4. Contact information for Willow Springs Windfarm, LLC is as follows:

Contact: Philip Moore

Phone: (512) 767-7461

Email: pmoore@lincolnclean.com

5. In addition, we have attached Form 05-165 (Texas Franchise Tax Extension Affiliate List) for Lincoln Clean Energy, LLC. Lincoln Clean Energy, LLC's affiliates are: Willow Springs Windfarm, LLC; Dermott Wind, LLC; TX Windwood Wind, LLC; Lockett Windfarm, LLC; Sandsage Solar, LLC, Stanorah Solar, LLC; Shawnee Energy Center, LLC; Rockwood Energy Center, LLC; TX Nazareth Solar, LLC; Lincoln Clean Energy Development, LLC; St. Lawrence Solar, LLC; Staked Plains Energy, LLC; Wayside Wind, LLC.



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

3 2 0 5 9 3 0 3 7 6 1

2 0 1 5

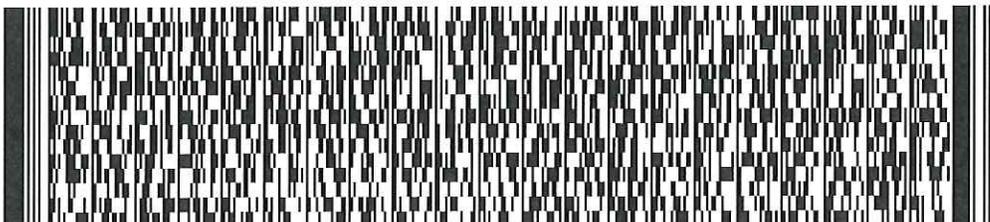
Lincoln Clean Energy, LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)											BLACKEN CIRCLE IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
	3	2	0	5	6	7	6	8	1	1	5	
1. DERMOTT WIND, LLC	3	2	0	5	6	7	6	8	1	1	5	■ ○
2. WILLOW SPRINGS WINDFARM, LLC	3	2	0	5	6	6	9	8	2	6	2	■ ○
3. TX WINDWOOD WIND, LLC	3	2	0	4	8	1	8	6	1	6	0	■ ○
4. LOCKETT WINDFARM, LLC	3	2	0	5	7	0	2	5	9	8	6	■ ○
5. SANDSAGE SOLAR, LLC	3	2	0	5	6	7	5	1	3	9	2	■ ○
6. STANORAH SOLAR, LLC	3	2	0	5	6	6	8	6	5	4	9	■ ○
7. SHAWNEE ENERGY CENTER, LLC	3	2	0	5	5	3	9	4	7	5	6	■ ○
8. ROCKWOOD ENERGY CENTER, LLC	3	2	0	5	4	4	9	4	9	2	0	■ ○
9. TX NAZARETH SOLAR, LLC	3	2	0	5	3	6	3	2	8	5	0	■ ○
10. LINCOLN CLEAN ENERGY DEVELOPMENT, LLC	3	2	0	5	3	5	1	9	6	7	7	■ ○
11. ST. LAWRENCE SOLAR, LLC	3	2	0	5	9	7	7	5	9	0	1	■ ○
12. STAKED PLAINS ENERGY, LLC	3	2	0	5	9	7	5	9	4	5	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	○
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Tab Item 5

Documentation to assist in determining if limitation is a determining factor:

Willow Springs Windfarm, LLC (“Willow Springs”) is a Delaware limited liability company. Willow Springs has one member with 100% ownership, Lincoln Clean Energy, LLC (“LCE”). LCE has successfully developed projects involving over \$1 billion in capital investment in some of the largest electricity markets in the United States, including California, New Jersey, and Texas.

The Applicant for this Project has entered into a number of contracts related to the project, including long-term lease option agreements with area landowners and service agreements and scopes with various consultants (environmental, airspace, etc.) to assess the suitability of the site, and a request for studies leading to an interconnection agreement with the transmission provider. None of these contracts obligate Applicant to construct the Project.

In order for the project to qualify for the federal income tax Production Tax Credit (PTC), the Applicant was required to complete a minimum amount of PTC qualification work before the statutorily imposed deadline of December 31, 2015. This work consisted of earth-moving to prepare two holes for turbine foundations (though foundations were not installed) and installation of 2,015 linear feet of road connecting the two foundation holes. These were not deemed taxable improvements by the Haskell County Central Appraisal District and no tax bill was delivered. The Applicant’s completion of this minor amount of PTC qualification work does in no way legally or financially commit it to constructing the project in Haskell County.

The Applicant is a national wind developer with the ability to locate projects of this type in other states within the United States and other regions within Texas with favorable wind characteristics. The Applicant is actively assessing and developing other projects outside of Texas that are competing for limited investment funds. In addition to its projects in Texas, the developer is assessing or developing projects in Oklahoma, Nebraska, Indiana, Iowa, North Dakota, South Dakota, Montana, New Mexico, Arkansas, Alabama, and Mississippi. This appraised value limitation is critical to the ability of the Project to move forward as currently sited.

Without the available tax incentives, the economics of the Project become far less attractive and the likelihood of selling the electricity at a competitive price will significantly decrease. The Applicant for this project is competing against other developers who have been offered or are in the process of applying for Value Limitation Agreements with other school districts. Obtaining the limitation is critical to the economic and competitive viability of this Project. Without the limitation approval, the Applicant would likely terminate the Project, including the aforementioned contracts, leases, and limited improvements, in order to reallocate resources in states with more favorable economics.

Tab Item 9

Description of Land

BEING ALL OF AND ANY PORTIONS OF HASKELL COUNTY, BLOCK 45 AND 46, SECTIONS: 135, A-849, 136, A-1013, A-1113, A-1129, A-1125, 139, A-269, 140, A-638, 142, A-571, 143, A-266, 144, A-1126, A-1121, A-1095, A-1096, A-915, 145, A-850, 158, A-1150, A-1151, 159, A-270, 160, A-576, 161, A-279, 162, A-570, 163, A-274, 164, A-591, 165, A-695, 166, A-1062, A-1146, 176, A-1048, A-1105, A-1112, 177, A-271, 178, A-575, 179, A-275, 180, A-1060, A-1044, A-907, 181, A-267, 182, A-1068, A-1053, A-1074, A-1077, A-1078, A-1119, 183, A-879, 190, A-1055, 191, A-272, 192, A-619, 193, A-276, 194, A-938, 195, A-268, 196, A-975, A-987, A-1025, 197, A-848, 208, A-590, H & TC RR. COMPANY SURVEY, MRS. A.M. ROBERTSON SURVEY NO. 2, A-644, JOHN C. CHESTER SURVEY NO. 3, A-649, MARGARETE WAGGONER SURVEY NO. 4, A-671, J.H. BONDS SURVEY NO. 4, A-457, CHARLES C. SPEERS SURVEY, A-477, A-383, A-384, JANE WILSON SURVEY, A-413, ANDREW DALY SURVEY, A-125, W.J. THORNTON SURVEY NO. 4, A-668, SARAH MCFERON SURVEY NO. 133, A-313, DEVEREAUX L. WOODLIEF SURVEY NO. 122, A-410, MCHENRY WENBURN SURVEY NO. 121, A-409, MRS. E.J. PARKER SURVEY NO. 3, A-663, JOSEPH FENNER SURVEY, A-491, CHARLES CALLIOT SURVEY, A-107, OLIVER SMITH SURVEY, A-371, 133, A-313, 132, A-143, 91, A-402, 92, A-379, 93, A-358, 94, A-323, 95, A-421, 96, A-165, 97, A-138, 98, A-365, 101, A-293, 102, A-639 and A-922, 108, A-322, 123, A-411, 124, A-13, 125, A-308, 126, A-369, 127, A-314, 128, A-386, 130, A-354, 141, A-278, 138, A-971, A-993, A-1115, and A-993, 6, A-647, 13, A-655, 137, A-256, 122, A-1061, 86, A-969, A-968, and A-985, 210, A-168, 215, A-359, 5, A-706, 11, A-249, 12, A-1027, 214, A-112, 5, A-706, A-677, and A-1029, 212, A-104, 12, A-978, LYING IN AND BEING SITUATED OUT OF HASKELL COUNTY, TEXAS.

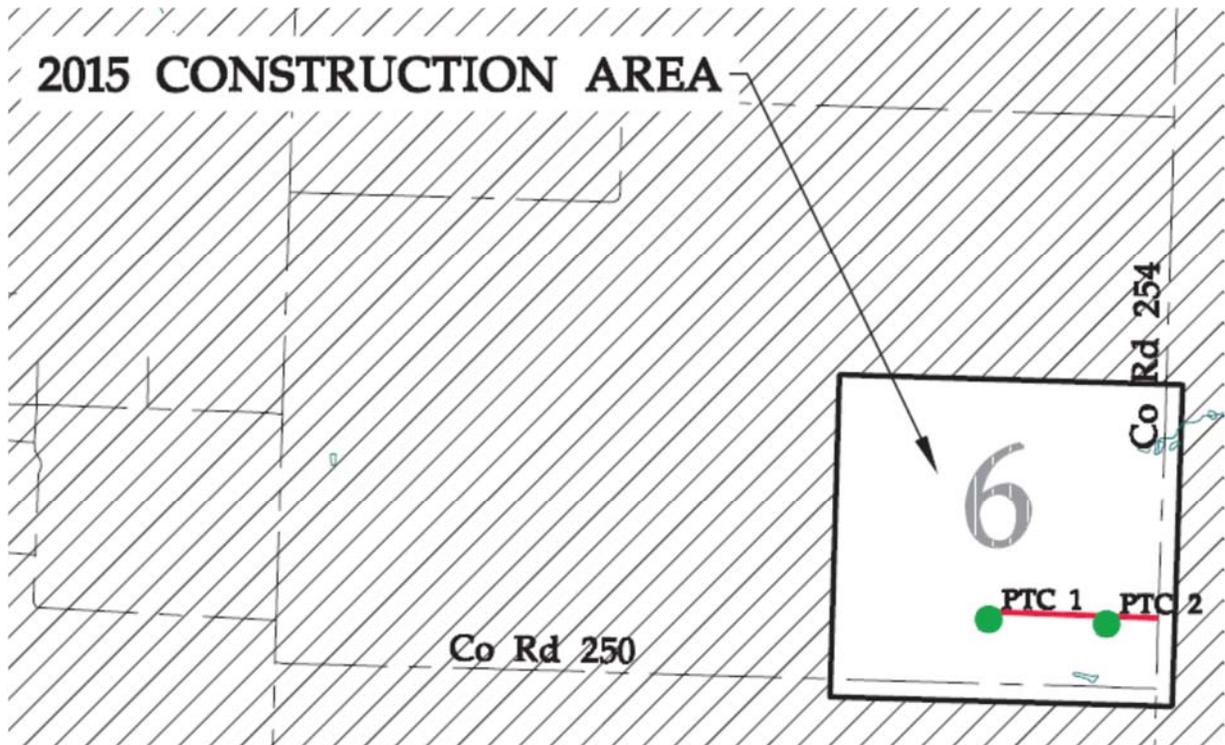
Tab Item 10

Description of all property not eligible to become qualified property

Two-thousand and fifteen feet (2,015 ft.) of road was constructed on-site in late 2015 to assist with PTC qualification as noted in Tab Item 5. The installation cost of this road was \$71,532.50. This will not become qualified property and will be excluded from the limitation.

These were not deemed taxable improvements by the Haskell Central Appraisal District and no tax bill was delivered.

The construction occurred in the SE/4 of Section 132, Ellis Gilpin Survey, as pictured below.



Tab Item 12

Request For Waiver of Job Creation Requirement

March 28, 2016

Superintendent Bill Alcorn
Haskell Consolidated Independent School District
605 N. Ave. E
Haskell, TX 79521

Re: Chapter 313 Job Waiver Request

Dear Superintendent Alcorn,

Please consider this letter to be Willow Springs Windfarm, LLC's formal request to waive the minimum new job creation requirement, as provided under Texas Tax Code 313.025(f-1).

The governing body of a school district may waive the new jobs creation requirement in Section 313.021(2)(A)(iv)(b) or 313.051(b) and approve an application if the governing body makes a finding that the jobs creation requirement exceeds the industry standard for the number of employees reasonably necessary for the operation of the facility of the property that is described in this application. Wind energy projects create a large number of full-time jobs during the construction phase, but these jobs are temporary by nature. Once the project is in operation, a small crew of full-time employees will maintain and operate the facility. Based upon our experience in the wind industry, we expect that six (6) employees would be needed to operate a 230 MW facility, and we can commit to creating six (6) full-time positions to fill those needs. All would be qualifying jobs as described in Section 313.021(3) of the Texas Tax Code.

The applicant requests that the Haskell CISD's Board of Trustees make such a finding and waive the job creation requirement. This waiver request is in line with industry standards for the job requirements for a wind energy facility of this size, as evidenced by limitation agreement applications that have been filed by other wind energy developers, and by documentation related to the development and operation of solar generation facilities.

The project stands to provide significant benefits to the community with respect to increased tax base and the ongoing royalty payments it will make to local landowners.

Kind Regards,



Will Furgeson
Development Director
Willow Springs Windfarm, LLC

Tab Item 13

Calculation of three possible wage requirements with TWC documentation

Average Weekly Wage for All Jobs (All Industries) in Haskell County

YEAR	PERIOD	AREA	OWNERSHIP	IND-CODE	INDUSTRY	AVG. WEEKLY WAGES
2015	1 st Qtr	Haskell Co.	Private	10	Total, All Industries	\$580
2015	2 nd Qtr	Haskell Co.	Private	10	Total, All Industries	\$604
2015	3 rd Qtr	Haskell Co.	Private	10	Total, All Industries	\$632
2015	4 th Qtr	Haskell Co.	Private	10	Total, All Industries	\$655
Average						\$617.75

110% of \$617.75 = \$679.53

Quarterly Employment and Wages (QCEW)

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Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2015	1st Qtr	Haskell County	Private	00	0	10	Total, All Industries	\$580
2015	2nd Qtr	Haskell County	Private	00	0	10	Total, All Industries	\$604
2015	3rd Qtr	Haskell County	Private	00	0	10	Total, All Industries	\$632
2015	4th Qtr	Haskell County	Private	00	0	10	Total, All Industries	\$655

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Average Weekly Wage for Manufacturing Jobs in Haskell County

YEAR	PERIOD	AREA	OWNERSHIP	IND-CODE	INDUSTRY	AVG. WEEKLY WAGES
2015	1 st Qtr	Haskell Co.	All	31-33	Manufacturing	\$763
2015	2 nd Qtr	Haskell Co.	All	31-33	Manufacturing	\$737
2015	3 rd Qtr	Haskell Co.	All	31-33	Manufacturing	\$802
2015	4 th Qtr	Haskell Co.	All	31-33	Manufacturing	\$810
Average						\$778

110% of \$778 = **\$855.80**

Quarterly Employment and Wages (QCEW)

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Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2015	1st Qtr	Haskell County	Total All	31	2	31-33	Manufacturing	\$763
2015	2nd Qtr	Haskell County	Total All	31	2	31-33	Manufacturing	\$737
2015	3rd Qtr	Haskell County	Total All	31	2	31-33	Manufacturing	\$802
2015	4th Qtr	Haskell County	Total All	31	2	31-33	Manufacturing	\$810

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Average Weekly Wage for Manufacturing Jobs in the Region

West Central Texas COG Annual Wage: \$40,365

$\$40,365/52 = \$776/\text{week}$

110% of \$776 = \$853.88

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

COG	Wages	
	Hourly	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.

Tab Item 14

Schedules A1, A2, B, C, and D

Date **May 11 2016**

Applicant Name Willow Springs Windfarm, LLC
 ISD Name Haskell CISD

PROPERTY INVESTMENT AMOUNTS									
(Estimated Investment in each year. Do not put cumulative totals.)									
				Column A	Column B	Column C	Column D	Column E	
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Other new investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE]	Other new investment made during this year that may become Qualified Property [SEE NOTE]	Total Investment (Sum of Columns A+B+C+D)	
Investment made before filing complete application with district		Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period)	2016	Not eligible to become Qualified Property			\$0	[The only other investment made before filing complete application with district that may become Qualified Property is land.]	\$0
Investment made after filing complete application with district, but before final board approval of application	--								
Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period									
Complete tax years of qualifying time period	QTP1	2017-2018	2017	\$290,928,467	\$1,000,000			\$291,928,467	
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				\$290,928,467	\$1,000,000			\$291,928,467	
Enter amounts from TOTAL row above in Schedule A2									
Total Qualified Investment (sum of green cells)				\$291,928,467					

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.

Date **May 11 2016**

Applicant Name Willow Springs Windfarm LLC

Form 50-296A

ISD Name Haskell CISD

Revised May 2014

PROPERTY INVESTMENT AMOUNTS								
(Estimated investment in each year. Do not put cumulative totals.)								
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) 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 <u>not</u> 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				
				\$290,928,467	\$1,000,000			\$291,928,467
Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i>	0	2016-2017	2016	\$0	\$0	\$0	\$0	\$0
Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i>	0	2017-2018	2017	\$290,928,467	\$1,000,000	\$0	\$0	\$291,928,467
Value limitation period***	1	2018-2019	2018	\$0	\$0	\$0	\$0	\$0
	2	2019-2020	2019	\$0	\$0	\$0	\$0	\$0
	3	2020-2021	2020	\$0	\$0	\$0	\$0	\$0
	4	2021-2022	2021	\$0	\$0	\$0	\$0	\$0
	5	2022-2023	2022	\$0	\$0	\$0	\$0	\$0
	6	2023-2024	2023	\$0	\$0	\$2,000,000	\$0	\$2,000,000
	7	2024-2025	2024	\$0	\$0	\$2,000,000	\$0	\$2,000,000
	8	2025-2026	2025	\$0	\$0	\$2,000,000	\$0	\$2,000,000
	9	2026-2027	2026	\$0	\$0	\$2,000,000	\$0	\$2,000,000
	10	2027-2028	2027	\$0	\$0	\$2,000,000	\$0	\$2,000,000
Total Investment made through limitation				\$290,928,467	\$1,000,000	\$10,000,000	\$0	\$301,928,467
Continue to maintain viable presence	11	2028-2029	2028			\$3,000,000		\$3,000,000
	12	2029-2030	2029			\$3,000,000		\$3,000,000
	13	2030-2031	2030			\$3,000,000		\$3,000,000
	14	2031-2032	2031			\$3,000,000		\$3,000,000
	15	2032-2033	2032			\$3,000,000		\$3,000,000
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2033-2034	2033			\$3,000,000		\$3,000,000
	17	2034-2035	2034			\$3,000,000		\$3,000,000
	18	2035-2036	2035			\$3,000,000		\$3,000,000
	19	2036-2037	2036			\$3,000,000		\$3,000,000
	20	2037-2038	2037			\$3,000,000		\$3,000,000
	21	2038-2039	2038			\$3,000,000		\$3,000,000
	22	2039-2040	2039			\$3,000,000		\$3,000,000
	23	2040-2041	2040			\$3,000,000		\$3,000,000
	24	2041-2042	2041			\$3,000,000		\$3,000,000
	25	2042-2043	2042			\$3,000,000		\$3,000,000

* All investments made through the qualifying time period are captured and totaled on Schedule A1 [blue box] and incorporated into this schedule in the **first row**.

** Only investment made during deferrals of the start of the limitation (after the end of qualifying time period but before the start of the Value Limitation Period) should be included in the "year prior to start of value limitation period" row(s). If the limitation starts at the end of the qualifying time period or the qualifying time period overlaps the limitation, no investment should be included on this line.

*** If your qualifying time period will overlap your value limitation period, do not also include investment made during the qualifying time period in years 1 and/or 2 of the value limitation period, depending on the overlap. Only include investments/years that were **not** captured on Schedule A1.

For All Columns: List amount invested each year, not cumulative totals. Only include investments in the remaining rows of Schedule A2 that were not captured on Schedule A1.

Column A: This represents the total dollar amount of planned investment in tangible personal property. Only include estimates of investment for "replacement" property if the property is specifically described in the application.

Only tangible personal property that is specifically described in the application can become qualified property.

Column B: The total dollar amount of planned investment each year in buildings or nonremovable component of buildings.

Column C: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that will not become qualified property include investment meeting the definition of 313.021(1) but not creating a new improvement as defined by TAC 9.1051. This is proposed property that functionally replaces existing property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property—described in SECTION 13, question #5 of the application.

Column D: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that may result in qualified property are land or professional services.

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

Date **May 11 2016**
 Applicant Name **Willow Springs Windfarm, LLC**
 ISD Name **Haskell CISD**

Form 50-296A

Revised May 2014

	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Estimated Taxable Value		
				Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new buildings or "in or on the new improvements"	Market Value less any exemptions (such as pollution control) and before limitation	Final taxable value for I&S after all reductions	Final taxable value for M&O after all reductions
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2016-2017	2016	\$0	-	-	-	-	-
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2017-2018	2017	\$0	-	-	-	-	-
Value Limitation Period	1	2018-2019	2018	\$0	\$1,000,000	\$285,109,898	\$286,109,898	\$286,109,898	\$20,000,000
	2	2019-2020	2019	\$0	\$940,000	\$268,003,304	\$268,943,304	\$268,943,304	\$20,000,000
	3	2020-2021	2020	\$0	\$883,600	\$251,923,106	\$252,806,706	\$252,806,706	\$20,000,000
	4	2021-2022	2021	\$0	\$830,584	\$236,807,719	\$237,638,303	\$237,638,303	\$20,000,000
	5	2022-2023	2022	\$0	\$780,749	\$222,599,256	\$223,380,005	\$223,380,005	\$20,000,000
	6	2023-2024	2023	\$0	\$733,904	\$209,243,301	\$209,977,205	\$209,977,205	\$20,000,000
	7	2024-2025	2024	\$0	\$689,870	\$196,688,703	\$197,378,572	\$197,378,572	\$20,000,000
	8	2025-2026	2025	\$0	\$648,478	\$184,887,381	\$185,535,858	\$185,535,858	\$20,000,000
	9	2026-2027	2026	\$0	\$609,569	\$173,794,138	\$174,403,707	\$174,403,707	\$20,000,000
	10	2027-2028	2027	\$0	\$572,995	\$163,366,489	\$163,939,484	\$163,939,484	\$20,000,000
Continue to maintain viable presence	11	2028-2029	2028	\$0	\$538,615	\$153,564,500	\$154,103,115	\$154,103,115	\$154,103,115
	12	2029-2030	2029	\$0	\$506,298	\$144,350,630	\$144,856,928	\$144,856,928	\$144,856,928
	13	2030-2031	2030	\$0	\$475,920	\$135,689,592	\$136,165,513	\$136,165,513	\$136,165,513
	14	2031-2032	2031	\$0	\$447,365	\$127,548,217	\$127,995,582	\$127,995,582	\$127,995,582
	15	2032-2033	2032	\$0	\$420,523	\$119,895,324	\$120,315,847	\$120,315,847	\$120,315,847
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2033-2034	2033	\$0	\$395,292	\$112,701,604	\$113,096,896	\$113,096,896	\$113,096,896
	17	2034-2035	2034	\$0	\$371,574	\$105,939,508	\$106,311,082	\$106,311,082	\$106,311,082
	18	2035-2036	2035	\$0	\$349,280	\$99,583,138	\$99,932,417	\$99,932,417	\$99,932,417
	19	2036-2037	2036	\$0	\$328,323	\$93,608,149	\$93,936,472	\$93,936,472	\$93,936,472
	20	2037-2038	2037	\$0	\$308,624	\$87,991,660	\$88,300,284	\$88,300,284	\$88,300,284
	21	2038-2039	2038	\$0	\$300,000	\$87,300,000	\$87,600,000	\$87,600,000	\$87,600,000
	22	2039-2040	2039	\$0	\$300,000	\$87,300,000	\$87,600,000	\$87,600,000	\$87,600,000
	23	2040-2041	2040	\$0	\$300,000	\$87,300,000	\$87,600,000	\$87,600,000	\$87,600,000
	24	2041-2042	2041	\$0	\$300,000	\$87,300,000	\$87,600,000	\$87,600,000	\$87,600,000
	25	2042-2043	2042	\$0	\$300,000	\$87,300,000	\$87,600,000	\$87,600,000	\$87,600,000

Notes: Market value in future years is good faith estimate of future taxable value for the purposes of property taxation.
 Only include market value for eligible property on this schedule.

Schedule C: Employment Information

Date **May 11 2016**
 Applicant Name Willow Springs Windfarm, LLC
 ISD Name Haskell CISD

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 Revised May 2014

	Year	School Year (YYYY-YYYY)	Tax Year (Actual tax year) YYYY	Construction		Non-Qualifying Jobs	Qualifying Jobs	
				Column A	Column B	Column C	Column D	Column E
				Number of Construction FTE's or man-hours (specify)	Average annual wage rates for construction workers	Number of non-qualifying jobs applicant estimates it will create (cumulative)	Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Average annual wage of new qualifying jobs
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2016-2017	2016	N/A	N/A	0	0	
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2017-2018	2017	200 FTEs	40,000	0	0	
Value Limitation Period <i>The qualifying time period could overlap the value limitation period.</i>	1	2018-2019	2018	N/A	N/A	0	6	44,600
	2	2019-2020	2019	N/A	N/A	0	6	44,600
	3	2020-2021	2020	N/A	N/A	0	6	44,600
	4	2021-2022	2021	N/A	N/A	0	6	44,600
	5	2022-2023	2022	N/A	N/A	0	6	44,600
	6	2023-2024	2023	N/A	N/A	0	6	44,600
	7	2024-2025	2024	N/A	N/A	0	6	44,600
	8	2025-2026	2025	N/A	N/A	0	6	44,600
	9	2026-2027	2026	N/A	N/A	0	6	44,600
	10	2027-2028	2027	N/A	N/A	0	6	44,600
Years Following Value Limitation Period	11 through 25	2028-2043	2028-2042			0	6	44,600

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

- C1.** Are the cumulative number of qualifying jobs listed in Column D less than the number of qualifying jobs required by statute? (25) Yes No
 qualifying jobs in Subchapter B districts, 10 qualifying jobs in Subchapter C districts)
 If yes, answer the following two questions:
- C1a.** Will the applicant request a job waiver, as provided under 313.025(f-1)? Yes No
- C1b.** Will the applicant avail itself of the provision in 313.021(3)(F)? Yes No

Schedule D: Other Incentives (Estimated)

Date
 Applicant Name
 ISD Name

May 11 2016
 Willow Springs Windfarm, LLC
 Haskell CISD

Form 50-296A
 Revised May 2014

State and Local Incentives for which the Applicant intends to apply (Estimated)						
Incentive Description	Taxing Entity (as applicable)	Beginning Year of Benefit	Duration of Benefit	Annual Tax Levy without Incentive	Annual Incentive	Annual Net Tax Levy
Tax Code Chapter 311	County:	N/A	N/A	N/A	N/A	N/A
	City:	N/A	N/A	N/A	N/A	N/A
	Other:	N/A	N/A	N/A	N/A	N/A
Tax Code Chapter 312	County: Haskell County	2018	10 years	\$1,309,072	\$906,572	\$402,500
	Other: Rolling Plains Water District	N/A	N/A	\$40,687	\$0	\$40,687
	Other: Haskell County Memorial Hospital District	2018	10 Years	\$530,589	\$335,089	\$195,500
	Other: Haskell Water District #1	2018	10 Years	\$404,173	\$220,173	\$184,000
Local Government Code Chapters 380/381	County:	N/A	N/A	N/A	N/A	N/A
	City:	N/A	N/A	N/A	N/A	N/A
	Other:	N/A	N/A	N/A	N/A	N/A
Freeport Exemptions	N/A	N/A	N/A	N/A	N/A	N/A
Non-Annexation Agreements	N/A	N/A	N/A	N/A	N/A	N/A
Enterprise Zone/Project	N/A	N/A	N/A	N/A	N/A	N/A
Economic Development Corporation	N/A	N/A	N/A		N/A	
Texas Enterprise Fund	N/A	N/A	N/A		N/A	
Employee Recruitment	N/A	N/A	N/A		N/A	
Skills Development Fund	N/A	N/A	N/A		N/A	
Training Facility Space and Equipment	N/A	N/A	N/A		N/A	
Infrastructure Incentives	N/A	N/A	N/A		N/A	
Permitting Assistance	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
TOTAL				\$2,284,521	\$1,461,834	\$822,687

Additional information on incentives for this project:

Terms with Haskell County, Haskell County Memorial Hospital District, and Haskell Water District #1 have not been finalized. These agreements are expected to be secured in April and May.

Tab Item 17

Signature Pages



Application for Appraised Value Limitation on Qualified Property

SECTION 16: Authorized Signatures and Applicant Certification

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

1. Authorized School District Representative Signature

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

print here

Bice Alcorn
Print Name (Authorized School District Representative)

Superintendent
Title

sign here

[Signature]
Signature (Authorized School District Representative)

5-17-16
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

Philip Moore
Print Name (Authorized Company Representative (Applicant))

Vice President
Title

sign here

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

05-12-16
Date



(Notary Seal)

GIVEN under my hand and seal of office this, the

12th day of May, 2016

[Signature]
Notary Public in and for the State of Texas

My Commission expires: 01-09-19

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.