



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

April 19, 2016

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

Re: Amended 313 Application – Willow Springs Windfarm, LLC

Dear John, Jenny and Stephanie:

Enclosed please find an amended application for appraised value limitation on qualified property originally submitted to Haskell CISD by Willow Springs Windfarm, LLC on March 28, 2016 along with the schedules in Excel format. Applicant has amended its application so that all materials previously marked confidential are now included in the attached full and complete application. There is no change in the data or other information from the application submitted on April 5, 2016, other than to remove the request for confidentiality and confidential notation on those pages previously marked as such. A CD containing these documents is also enclosed.

The amended application was determined to be complete on April 18, 2016. We ask that the Comptroller's Office prepare the economic impact report for this development.

A copy of the amended application will also be submitted to the Haskell 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.
LOQCSAFO0DB138

cc: Chief Appraiser, Haskell County Appraisal District
Will Furgeson, Lincoln Clean Energy, LLC

Willow Springs Windfarm, LLC

**Amended Application for Appraised
Value Limitation on Qualified Property**

**Originally Presented to Haskell CISD
March 28, 2016**

Deemed Complete April 18, 2016

Tab Item 1

Pages 1 through 11 of Application



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

March 28, 2016

Date Application Received by District

Bill

Alcorn

First Name

Last Name

Superintendent

Title

Haskell Consolidated Independent School District

School District Name

605 N. Avenue E

Street Address

605 N. Avenue E

Mailing Address

Haskell

Texas

79521

City

State

ZIP

940-864-2602

940-864-8096

Phone Number

Fax Number

balcorn@haskell.esc14.net

Mobile Number (optional)

Email Address

2. Does the district authorize the consultant to provide and obtain information related to this application?



Yes



No

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

<u>Audie</u> First Name	<u>Sciumbato</u> Last Name
<u>Attorney</u> Title	
<u>Underwood Law Firm, P.C.</u> Firm Name	
<u>806-364-2626</u> Phone Number	<u>806-364-9368</u> Fax Number
	<u>audie.sciumbato@uwlaw.com</u> Email Address
<u>Mobile Number (optional)</u>	

4. On what date did the district determine this application complete? April 18, 2016
5. Has the district determined that the electronic copy and hard copy are identical? ☒ Yes ☐ No

SECTION 2: Applicant Information

1. Authorized Company Representative (Applicant)

<u>Philip</u> First Name	<u>Moore</u> Last Name
<u>Vice President - Development</u> Title	<u>Lincoln Clean Energy, LLC</u> Organization
<u>401 N. Michigan Avenue, Suite 501</u> Street Address	
<u>401 N. Michigan Avenue, Suite 501</u> Mailing Address	
<u>Chicago</u> City	<u>Illinois</u> State
<u>512-767-7461</u> Phone Number	<u>60611</u> ZIP
<u>Mobile Number (optional)</u>	<u>Fax Number</u>
	<u>pmoore@lincolnclean.com</u> Business Email Address

2. Will a company official other than the authorized company representative be responsible for responding to future information requests? ☒ Yes ☐ No

2a. If yes, please fill out contact information for that person.

<u>Will</u> First Name	<u>Furgeson</u> Last Name
<u>Development Director</u> Title	<u>Lincoln Clean Energy, LLC</u> Organization
<u>101 W. Sixth Street, Suite 608</u> Street Address	
<u>101 W. Sixth Street, Suite 608</u> Mailing Address	
<u>Austin</u> City	<u>Texas</u> State
<u>(512) 767-7464</u> Phone Number	<u>78701</u> ZIP
<u>Mobile Number (optional)</u>	<u>Fax Number</u>
	<u>wfurgeson@lincolnclean.com</u> Business Email Address

3. Does the applicant authorize the consultant to provide and obtain information related to this application? ☐ Yes ☒ No

SECTION 2: Applicant Information (continued)**4. Authorized Company Consultant (If Applicable)**

First Name

Last Name

Title

Firm Name

Phone Number

Fax Number

Business Email Address

SECTION 3: Fees and Payments

1. Has an application fee been paid to the school district? ☒ Yes ☐ No

The total fee shall be paid at time of the application is submitted to the school district. Any fees not accompanying the original application shall be considered supplemental payments.

1a. If yes, attach in **Tab 2** proof of application fee paid to the school district.

For the purpose of questions 2 and 3, "payments to the school district" include any and all payments or transfers of things of value made to the school district or to any person or persons in any form if such payment or transfer of thing of value being provided is in recognition of, anticipation of, or consideration for the agreement for limitation on appraised value.

2. Will any "payments to the school district" that you may make in order to receive a property tax value limitation agreement result in payments that are not in compliance with Tax Code §313.027(i)? ☐ Yes ☒ No ☐ N/A
3. If "payments to the school district" will only be determined by a formula or methodology without a specific amount being specified, could such method result in "payments to the school district" that are not in compliance with Tax Code §313.027(i)? ☐ Yes ☒ No ☐ N/A

SECTION 4: Business Applicant Information

1. What is the legal name of the applicant under which this application is made? Willow Springs Windfarm, LLC
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) 32056698262
3. List the NAICS code 221115
4. Is the applicant a party to any other pending or active Chapter 313 agreements? ☐ Yes ☒ No
- 4a. If yes, please list application number, name of school district and year of agreement

SECTION 5: Applicant Business Structure

1. Identify Business Organization of Applicant (*corporation, limited liability corporation, etc*) Limited Liability Corporation
2. Is applicant a combined group, or comprised of members of a combined group, as defined by Tax Code §171.0001(7)? ☒ Yes ☐ No
- 2a. If yes, attach in **Tab 3** a copy of Texas Comptroller Franchise Tax Form No. 05-165, No. 05-166, or any other documentation from the Franchise Tax Division to demonstrate the applicant's combined group membership and contact information.
3. Is the applicant current on all tax payments due to the State of Texas? ☒ Yes ☐ No
4. Are all applicant members of the combined group current on all tax payments due to the State of Texas? ☒ Yes ☐ No ☐ N/A
5. If the answer to question 3 or 4 is no, please explain and/or disclose any history of default, delinquencies and/or any material litigation, including litigation involving the State of Texas. (If necessary, attach explanation in **Tab 3**)

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 August 2016
2. Commencement of construction January 2017
3. Beginning of qualifying time period August 2016
4. First year of limitation 2018
5. Begin hiring new employees Q3 2017
6. Commencement of commercial operations Q4 2017
7. Do you propose to construct a new building or to erect or affix a new improvement after your application review start date (date your application is finally determined to be complete)? ☒ 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? Q4 2017

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located Haskell County, Texas
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Haskell 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: <u>Haskell County, \$0.5825, 100%</u> <small>(Name, tax rate and percent of project)</small>	City: <u>n/a</u> <small>(Name, tax rate and percent of project)</small>
Hospital District: <u>Haskell Hospital, \$0.2363, 100%</u> <small>(Name, tax rate and percent of project)</small>	Water District: <u>Rolling Plains GCD, \$0.018121, 100%</u> <small>(Name, tax rate and percent of project)</small>
Other (describe): <u>Haskell WD #1, \$0.18, 100%</u> <small>(Name, tax rate and percent of project)</small>	Other (describe): <u>n/a</u> <small>(Name, tax rate and percent of project)</small>
5. Is the project located entirely within the ISD listed in Section 1? ☒ Yes ☐ No
 - 5a. If no, attach in **Tab 6** additional information on the project scope and size to assist in the economic analysis.
6. Did you receive a determination from the Texas Economic Development and Tourism Office that this proposed project and at least one other project seeking a limitation agreement constitute a single unified project (SUP), as allowed in §313.024(d-2)? ☐ Yes ☒ No
 - 6a. If yes, attach in **Tab 6** supporting documentation from the Office of the Governor.

SECTION 11: Investment

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

1. At the time of application, what is the estimated minimum qualified investment required for this school district? 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? 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 631.25
 - b. 110% of the average weekly wage for manufacturing jobs in the county is 827.48
 - 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? 43,028.96
10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 43,100.00
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**.

APPLICATION TAB ORDER FOR REQUESTED ATTACHMENTS

TAB	ATTACHMENT
1	Pages 1 through 11 of Application
2	Proof of Payment of Application Fee
3	Documentation of Combined Group membership under Texas Tax Code 171.0001(7), history of tax default, delinquencies and/or material litigation <i>(if applicable)</i>
4	Detailed description of the project
5	Documentation to assist in determining if limitation is a determining factor
6	Description of how project is located in more than one district, including list of percentage in each district and, if determined to be a single unified project, documentation from the Office of the Governor <i>(if applicable)</i>
7	Description of Qualified Investment
8	Description of Qualified Property
9	Description of Land
10	Description of all property not eligible to become qualified property <i>(if applicable)</i>
11	<p>Maps that clearly show:</p> <ul style="list-style-type: none"> a) Project vicinity b) Qualified investment including location of tangible personal property to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period c) Qualified property including location of new buildings or new improvements d) Existing property e) Land location within vicinity map f) Reinvestment or Enterprise Zone within vicinity map, showing the actual or proposed boundaries and size <p>Note: Electronic maps should be high resolution files. Include map legends/markers.</p>
12	Request for Waiver of Job Creation Requirement and supporting information <i>(if applicable)</i>
13	Calculation of three possible wage requirements with TWC documentation
14	Schedules A1, A2, B, C and D completed and signed Economic Impact <i>(if applicable)</i>
15	Economic Impact Analysis, other payments made in the state or other economic information <i>(if applicable)</i>
16	<p>Description of Reinvestment or Enterprise Zone, including:</p> <ul style="list-style-type: none"> a) evidence that the area qualifies as a enterprise zone as defined by the Governor's Office b) legal description of reinvestment zone* c) order, resolution or ordinance establishing the reinvestment zone* d) guidelines and criteria for creating the zone* <p>* To be submitted with application or before date of final application approval by school board</p>
17	Signature and Certification page, signed and dated by Authorized School District Representative and Authorized Company Representative <i>(applicant)</i>

Tab 2

Proof of Payment of Application Fee

Proof of payment attached.

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

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

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. Willow Springs Windfarm, LLC has not been required to file a franchise tax report to date.
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: Will Furgeson

Phone: (512) 767-7464

Email: wfurgeson@lincolnclean.com
5. In addition, we have attached herewith a Texas Franchise Tax Public Information Report Certificates of Account Status from the Texas Comptroller's Office that show that all current affiliates of Lincoln Clean Energy, LLC (LCE, LLC DBA LCE Group, LLC) that are doing business in Texas are in good standing. This includes Lincoln Clean Energy Development, LLC; TX Windwood Wind, LLC; Dermott Wind, LLC; TX Nazareth Solar, LLC; Rockwood Energy Center, LLC; Willow Springs Windfarm, LLC; Shawnee Energy Center, LLC; Lockett Windfarm, LLC; Wayside Wind, LLC.



[Taxable Entity Search Results](#)
[Taxable Entity Search](#)
[Help](#)

Franchise Tax Account Status

As of: 03/08/2016 03:22:47 PM

This Page is Not Sufficient for Filings with the Secretary of State

[Obtain a certification](#) for filings with the Secretary of State.

LCE, LLC DBA LCE GROUP, LLC	
Texas Taxpayer Number	32059303761
Mailing Address	1999 BRYAN ST STE 900 DALLAS, TX 75201-3140
Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	01/14/2016
Texas SOS File Number	0802369618
Registered Agent Name	NATIONAL REGISTERED AGENTS, INC.
Registered Office Street Address	1999 BRYAN ST., STE. 900 DALLAS, TX 75201



[Taxable Entity Search Results](#)
[Taxable Entity Search](#)
[Help](#)

Franchise Tax Account Status

As of: 03/02/2016 03:16:53 PM

This Page is Not Sufficient for Filings with the Secretary of State

[Obtain a certification](#) for filings with the Secretary of State.

LINCOLN CLEAN ENERGY DEVELOPMENT, LLC	
Texas Taxpayer Number	32053519677
Mailing Address	401 N MICHIGAN AVE STE 501 CHICAGO, IL 60611-5883
Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	03/19/2014
Texas SOS File Number	0801955105
Registered Agent Name	NATIONAL REGISTERED AGENTS, INC.
Registered Office Street Address	1999 BRYAN ST. SUITE 900 DALLAS, TX 75201



[Taxable Entity Search Results](#)
[Taxable Entity Search](#)
[Help](#)

Franchise Tax Account Status

As of: 03/02/2016 03:20:01 PM

This Page is Not Sufficient for Filings with the Secretary of State

[Obtain a certification](#) for filings with the Secretary of State.

TX WINDWOOD WIND, LLC	
Texas Taxpayer Number	32048186160
Mailing Address	401 N MICHIGAN AVE STE 501 CHICAGO, IL 60611-5883
Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	06/07/2012
Texas SOS File Number	0801608903
Registered Agent Name	NATIONAL REGISTERED AGENTS, INC.
Registered Office Street Address	1999 BRYAN ST., STE. 900 DALLAS, TX 75201



[Taxable Entity Search Results](#)
[Taxable Entity Search](#)
[Help](#)

Franchise Tax Account Status

As of: 03/02/2016 03:20:52 PM

This Page is Not Sufficient for Filings with the Secretary of State

[Obtain a certification](#) for filings with the Secretary of State.

DERMOTT WIND, LLC	
Texas Taxpayer Number	32056768115
Mailing Address	401 N MICHIGAN AVE STE 501 CHICAGO, IL 60611-5883
 Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	03/25/2015
Texas SOS File Number	0802182491
Registered Agent Name	NATIONAL REGISTERED AGENTS, INC.
Registered Office Street Address	1999 BRYAN STREET, SUITE 900 DALLAS, TX 75201




[Taxable Entity Search Results](#)
[Taxable Entity Search](#)
[Help](#)

Franchise Tax Account Status

As of: 03/02/2016 03:21:53 PM

This Page is Not Sufficient for Filings with the Secretary of State

[Obtain a certification](#) for filings with the Secretary of State.

TX NAZARETH SOLAR, LLC	
Texas Taxpayer Number	32053632850
Mailing Address	401 N MICHIGAN AVE STE 501 CHICAGO, IL 60611-5883
 Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	03/31/2014
Texas SOS File Number	0801962036
Registered Agent Name	NATIONAL REGISTERED AGENTS, INC.
Registered Office Street Address	1999 BRYAN STREET SUITE 900 DALLAS, TX 75201




[Taxable Entity Search Results](#)
[Taxable Entity Search](#)
[Help](#)

Franchise Tax Account Status

As of: 03/02/2016 03:22:46 PM

This Page is Not Sufficient for Filings with the Secretary of State

[Obtain a certification](#) for filings with the Secretary of State.

ROCKWOOD ENERGY CENTER, LLC	
Texas Taxpayer Number	32054494920
Mailing Address	401 N MICHIGAN AVE STE 501 CHICAGO, IL 60611-5883
 Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	06/30/2014
Texas SOS File Number	0802018903
Registered Agent Name	NATIONAL REGISTERED AGENTS, INC.
Registered Office Street Address	1999 BRYAN ST., STE. 900 DALLAS, TX 75201



[Taxable Entity Search Results](#)
[Taxable Entity Search](#)
[Help](#)

Franchise Tax Account Status

As of: 03/02/2016 03:24:18 PM

This Page is Not Sufficient for Filings with the Secretary of State

[Obtain a certification](#) for filings with the Secretary of State.

WILLOW SPRINGS WINDFARM, LLC	
Texas Taxpayer Number	32056698262
Mailing Address	401 N MICHIGAN AVE STE 501 CHICAGO, IL 60611-5883
Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	03/18/2015
Texas SOS File Number	0802178039
Registered Agent Name	NATIONAL REGISTERED AGENTS, INC.
Registered Office Street Address	1999 BRYAN ST., STE. 900 DALLAS, TX 75201



[Taxable Entity Search Results](#)
[Taxable Entity Search](#)
[Help](#)

Franchise Tax Account Status

As of: 03/02/2016 03:26:11 PM

This Page is Not Sufficient for Filings with the Secretary of State

[Obtain a certification](#) for filings with the Secretary of State.

SHAWNEE ENERGY CENTER, LLC	
Texas Taxpayer Number	32055394756
Mailing Address	401 N MICHIGAN AVE STE 501 CHICAGO, IL 60611-5883
Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	10/10/2014
Texas SOS File Number	0802081029
Registered Agent Name	NATIONAL REGISTERED AGENTS, INC.
Registered Office Street Address	1999 BRYAN ST., STE. 900 DALLAS, TX 75201



[Taxable Entity Search Results](#)
[Taxable Entity Search](#)
[Help](#)

Franchise Tax Account Status

As of: 03/02/2016 03:26:53 PM

This Page is Not Sufficient for Filings with the Secretary of State

[Obtain a certification](#) for filings with the Secretary of State.

LOCKETT WINDFARM, LLC	
Texas Taxpayer Number	32057025986
Mailing Address	401 N MICHIGAN AVE STE 501 CHICAGO, IL 60611-5883
Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	04/22/2015
Texas SOS File Number	0802201034
Registered Agent Name	NATIONAL REGISTERED AGENTS, INC.
Registered Office Street Address	1999 BRYAN ST., STE. 900 DALLAS, TX 75201




[Taxable Entity Search Results](#)
[Taxable Entity Search](#)
[Help](#)

Franchise Tax Account Status

As of: 03/02/2016 03:27:38 PM

This Page is Not Sufficient for Filings with the Secretary of State

[Obtain a certification](#) for filings with the Secretary of State.

WAYSIDE WIND, LLC	
Texas Taxpayer Number	32059342686
Mailing Address	1999 BRYAN ST STE 900 DALLAS, TX 75201-3140
 Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	01/20/2016
Texas SOS File Number	0802373378
Registered Agent Name	NATIONAL REGISTERED AGENTS, INC.
Registered Office Street Address	1999 BRYAN ST., STE. 900 DALLAS, TX 75201

Tab Item 4

Detailed Description of the Project

Provide 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.

Willow Springs Windfarm, LLC (“Willow Springs”) is requesting a Chapter 313 Appraised Value Limitation Agreement from Haskell ISD for a proposed renewable energy project using wind turbines (the “Project”) to be constructed in Haskell ISD in northern Haskell County. The installed capacity of the proposed project is expected to be approximately 230 megawatts (MW). While turbine type and size have yet to be finalized, the current plan is to utilize 2.3 MW turbines. The Project is anticipated to cover approximately 30,000 acres of privately-owned land, all currently used as farmland or pasture, and such uses can continue as the Project is designed to be compatible with such activities. Construction of the Project is expected to commence in January 2017, and is anticipated to be complete in the fourth quarter of 2017. In addition to the wind turbines, the Project will also include an operations and maintenance building, a series of new access roads to the turbines, underground electrical collection cables, meteorological towers, a substation, and an overhead transmission line that will connect the project substation to a substation owned by American Electric Power (the Point of Interconnection). None of this property is covered under an existing appraisal district account number.

Approximately 200 construction workers are anticipated at peak of construction activity, and approximately 6 permanent, full-time workers are anticipated for the plant management and operations and maintenance functions for the entire project.

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 approximately 2,000 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. 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 6

100% of the Project is anticipated to be located within Haskell County, Haskell Memorial Hospital District, Haskell Water District #1, Rolling Plains Water District, and Haskell CISD.

Tab Item 7

Description of Qualified Investment

Willow Springs Windfarm, LLC plans to construct a 230 MW wind farm in Haskell County consisting of 100 turbines.

The Applicant is requesting an appraised value limitation on all of the qualified investment and qualified property constructed or placed upon the real property within Haskell CISD. For purposes of this application, the Project anticipates using General Electric (GE) 2.3 MW turbines. The qualified investment in Haskell CISD is expected to include approximately one-hundred (100) GE 2.3MW wind turbine generators, including 80m towers, nacelles, rotors with 116m rotor diameter, and reinforced concrete foundations, pads, underground and overhead electric collection cables, access roads, met towers, spare parts and control systems as necessary for the commercial generation of electricity. While the turbine locations have not yet been finalized, they are expected to be sited in a series of rows running approximately east to west in the northern part of Haskell County. The map in Tab 11 shows the preliminary turbine locations. The exact placement of these turbines is subject to ongoing planning, soil and geotechnical studies, and engineering and will be determined before construction commences.

In addition to the wind turbines, the Project will also include an operations and maintenance building that will likely be located in the approximate center of the Project. (It is also shown on the map in Tab 11.) The Project will also require a series of new access roads to the turbines, underground electrical collection cables, permanent meteorological towers, a substation, and an overhead transmission line connecting the project substation to the Point of Interconnection.

Tab Item 8

Description of Qualified Property

See Tab Item 7. The Qualified Property Description is the same as the Qualified Investment.

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

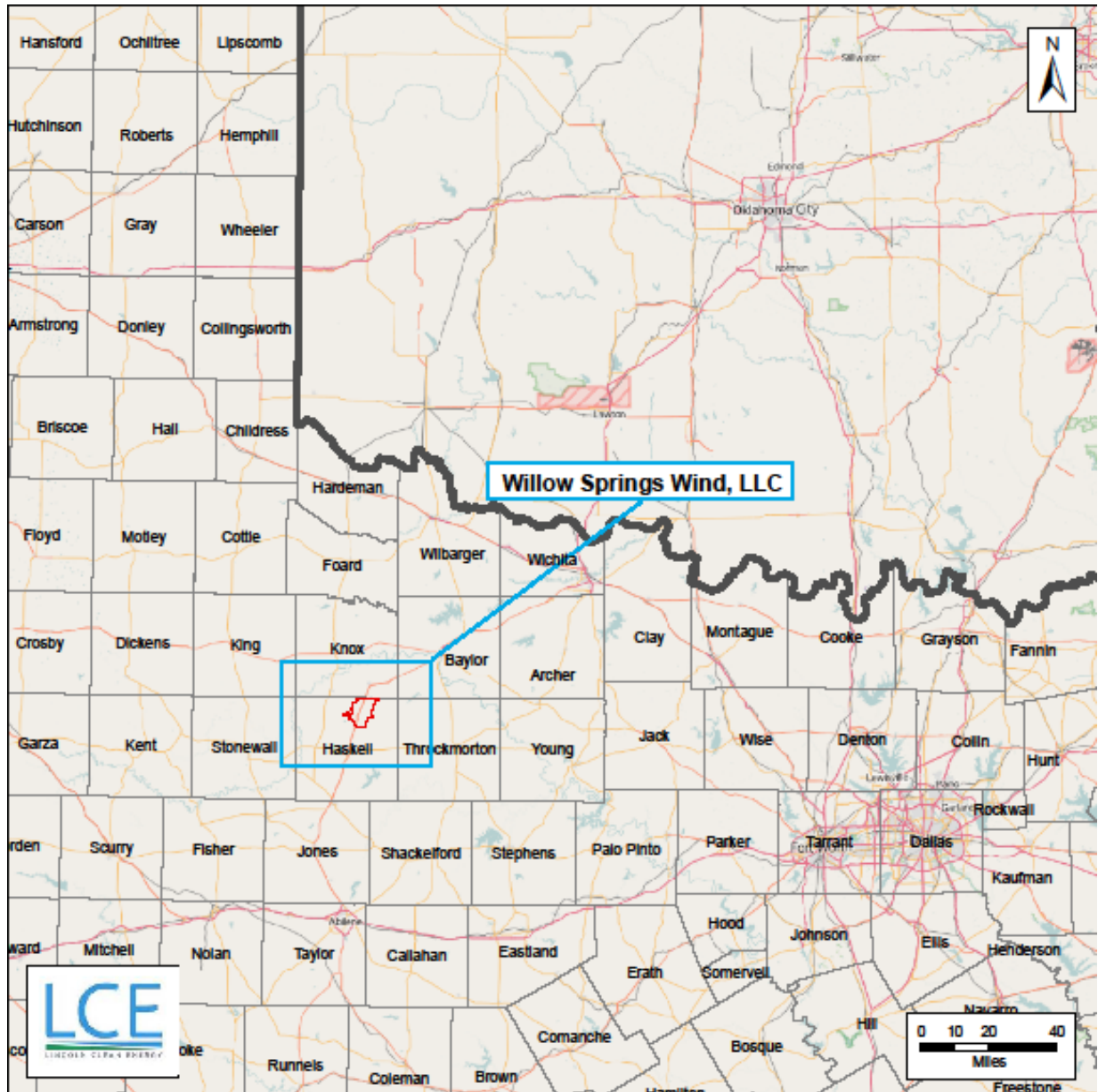
Description of all property not eligible to become qualified property

Not applicable.

Tab Item 11

Maps

Project Vicinity:



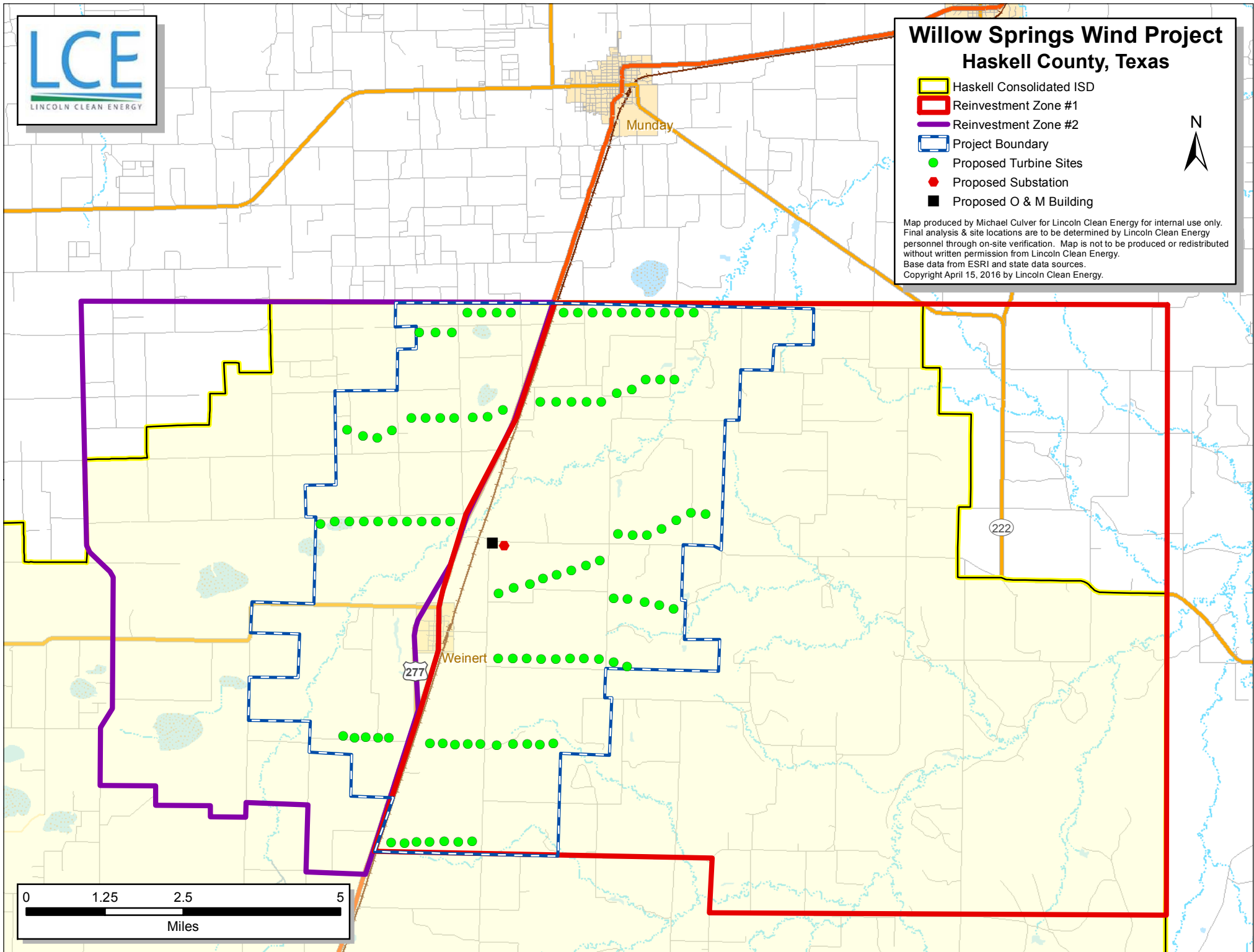


Willow Springs Wind Project Haskell County, Texas

- Haskell Consolidated ISD
- Reinvestment Zone #1
- Reinvestment Zone #2
- Project Boundary
- Proposed Turbine Sites
- Proposed Substation
- Proposed O & M Building



Map produced by Michael Culver for Lincoln Clean Energy for internal use only. Final analysis & site locations are to be determined by Lincoln Clean Energy personnel through on-site verification. Map is not to be produced or redistributed without written permission from Lincoln Clean Energy. Base data from ESRI and state data sources. Copyright April 15, 2016 by Lincoln Clean Energy.



Tab Item 12

Request For Waiver of Job Creation Requirement

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
2014	4 th Qtr	Haskell Co.	All	10	Total, All Industries	\$646
2015	1 st Qtr	Haskell Co.	All	10	Total, All Industries	\$603
2015	2 nd Qtr	Haskell Co.	All	10	Total, All Industries	\$624
2015	3 rd Qtr	Haskell Co.	All	10	Total, All Industries	\$652
Average						\$631.25

$$110\% \text{ of } \$631.25 = \$694.38$$

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2014	4th Qtr	Haskell County	Total All	00	0	10	Total, All Industries	\$646

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2015	1st Qtr	Haskell County	Total All	00	0	10	Total, All Industries	\$603
2015	2nd Qtr	Haskell County	Total All	00	0	10	Total, All Industries	\$624
2015	3rd Qtr	Haskell County	Total All	00	0	10	Total, All Industries	\$652

Average Weekly Wage for Manufacturing Jobs in Haskell County

YEAR	PERIOD	AREA	OWNERSHIP	IND-CODE	INDUSTRY	AVG. WEEKLY WAGES
2014	4 th Qtr	Haskell Co.	All	31-33	Total, All Industries	\$707
2015	1 st Qtr	Haskell Co.	All	31-33	Total, All Industries	\$763
2015	2 nd Qtr	Haskell Co.	All	31-33	Total, All Industries	\$737
2015	3 rd Qtr	Haskell Co.	All	31-33	Total, All Industries	\$802
Average						\$752.25

$$110\% \text{ of } \$752.25 = \$827.48$$

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2014	4th Qtr	Haskell County	Total All	31	2	31-33	Manufacturing	\$707

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

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

March 28 2016

Applicant Name

Willow Springs Windfarm, LLC

ISD Name

Haskell CISD

Form 50-296A

Revised May 2014

PROPERTY INVESTMENT AMOUNTS								
(Estimated Investment in each year. Do not put cumulative totals.)								
				Column A	Column B	Column C	Column D	Column E
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Other new investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE]	Other new investment made during this year that may become Qualified Property [SEE NOTE]	Total Investment (Sum of Columns A+B+C+D)
Investment made before filing complete application with district	--	Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period)	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	\$291,000,000	\$1,000,000			\$292,000,000
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				\$291,000,000	\$1,000,000			\$292,000,000
				Enter amounts from TOTAL row above in Schedule A2				
Total Qualified Investment (sum of green cells)				\$292,000,000				

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	March 28 2016			Schedule A2: Total Investment for Economic Impact (including Qualified Property and other investments)				
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.)								
				Column A	Column B	Column C	Column D	Column E
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Other investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE]	Other investment made during this year that will become Qualified Property {SEE NOTE}	Total Investment (A+B+C+D)
Total Investment from Schedule A1*	--	TOTALS FROM SCHEDULE A1	Enter amounts from TOTAL row in Schedule A1 in the row below					
			\$291,000,000	\$1,000,000			\$292,000,000	
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	\$291,000,000	\$1,000,000	\$0	\$0	\$292,000,000
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				\$291,000,000	\$1,000,000	\$10,000,000	\$0	\$302,000,000
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 March 28 2016
 Applicant Name Willow Springs Windfarm, LLC
 ISD Name Haskell CISD

Form 50-296A

Revised May 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
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	\$285,180,000	\$286,180,000	\$286,180,000	\$20,000,000
	2	2019-2020	2019	\$0	\$940,000	\$268,069,200	\$269,009,200	\$269,009,200	\$20,000,000
	3	2020-2021	2020	\$0	\$883,600	\$251,985,048	\$252,868,648	\$252,868,648	\$20,000,000
	4	2021-2022	2021	\$0	\$830,584	\$236,865,945	\$237,696,529	\$237,696,529	\$20,000,000
	5	2022-2023	2022	\$0	\$780,749	\$222,653,988	\$223,434,737	\$223,434,737	\$20,000,000
	6	2023-2024	2023	\$0	\$733,904	\$209,294,749	\$210,028,653	\$210,028,653	\$20,000,000
	7	2024-2025	2024	\$0	\$689,870	\$196,737,064	\$197,426,934	\$197,426,934	\$20,000,000
	8	2025-2026	2025	\$0	\$648,478	\$184,932,840	\$185,581,318	\$185,581,318	\$20,000,000
	9	2026-2027	2026	\$0	\$609,569	\$173,836,870	\$174,446,439	\$174,446,439	\$20,000,000
	10	2027-2028	2027	\$0	\$572,995	\$163,406,658	\$163,979,653	\$163,979,653	\$20,000,000
Continue to maintain viable presence	11	2028-2029	2028	\$0	\$538,615	\$153,602,258	\$154,140,873	\$154,140,873	\$154,140,873
	12	2029-2030	2029	\$0	\$506,298	\$144,386,123	\$144,892,421	\$144,892,421	\$144,892,421
	13	2030-2031	2030	\$0	\$475,920	\$135,722,955	\$136,198,876	\$136,198,876	\$136,198,876
	14	2031-2032	2031	\$0	\$447,365	\$127,579,578	\$128,026,943	\$128,026,943	\$128,026,943
	15	2032-2033	2032	\$0	\$420,523	\$119,924,803	\$120,345,327	\$120,345,327	\$120,345,327
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2033-2034	2033	\$0	\$395,292	\$112,729,315	\$113,124,607	\$113,124,607	\$113,124,607
	17	2034-2035	2034	\$0	\$371,574	\$105,965,556	\$106,337,131	\$106,337,131	\$106,337,131
	18	2035-2036	2035	\$0	\$349,280	\$99,607,623	\$99,956,903	\$99,956,903	\$99,956,903
	19	2036-2037	2036	\$0	\$328,323	\$93,631,166	\$93,959,489	\$93,959,489	\$93,959,489
	20	2037-2038	2037	\$0	\$308,624	\$88,013,296	\$88,321,919	\$88,321,919	\$88,321,919
	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.

				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 <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	43,100
	2	2019-2020	2019	N/A	N/A	0	6	43,100
	3	2020-2021	2020	N/A	N/A	0	6	43,100
	4	2021-2022	2021	N/A	N/A	0	6	43,100
	5	2022-2023	2022	N/A	N/A	0	6	43,100
	6	2023-2024	2023	N/A	N/A	0	6	43,100
	7	2024-2025	2024	N/A	N/A	0	6	43,100
	8	2025-2026	2025	N/A	N/A	0	6	43,100
	9	2026-2027	2026	N/A	N/A	0	6	43,100
	10	2027-2028	2027	N/A	N/A	0	6	43,100
Years Following Value Limitation Period	11 through 25	2028-2043	2028-2042			0	6	43,100

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

x

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)?

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)

28-Mar-16

Date

Applicant Name

Willow Springs Windfarm, LLC

Form 50-296A

ISD Name

Haskell CISD

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 15

Economic Impact Analysis

Not applicable.

Tab Item 16

Description of Reinvestment Zones

The project lies within two reinvestment zones, both created by the Haskell County Commissioners Court. Haskell County Reinvestment Zone (Exergy No. 1) was established by Order on March 1, 2012. Haskell County Reinvestment Zone (Willow Springs Wind Project) was established by Order on March 22, 2016. Documentation for both reinvestment zones follows.

IN THE COMMISSIONERS COURT
OF
HASKELL COUNTY, TEXAS

**ORDER NUNC PRO TUNC CREATING HASKELL COUNTY
REINVESTMENT ZONE, EXERGY NO. 1**

WHEREAS, on the 1st day of March, 2012, came on for consideration the Designation of a Reinvestment Zone pursuant to Chapter 312 of the Texas Tax Code, and

WHEREAS, although the Order Adopted that Date, and execute on March 27, 2012 refers to attachments being incorporated by reference. Attached to the Original Order was a Map as Exhibit A, and a Legal Description as Exhibit B, but the documents actually attached to that Order and Adopted on March 1, 2012, contain insufficient information to adequately and correctly describe of the actual geographic area to be included within the Reinvestment Zone.

This Nunc Pro Tunc Order, with Map and Legal Description attached, are intended to more fully and accurately describe the geographic region included within the Reinvestment Zone approved on March 1, 2012. The Map attached hereto as Exhibit A and the Legal Description attached hereto as Exhibit B, are true and correct documents which reflect the actual territory intended for inclusion in the March 1, 2012 Order, and which are in support of the Order and documents previously referenced in the Original Order of March 1, 2012.

WHEREAS, prior to the creation of the Haskell County Reinvestment Zone, Exergy No. 1, the Commissioners court made a determination that the application filed by Exergy Baker Ranch Wind Park, LLC, meets the applicable guidelines and criteria adopted by the Commissioners Court, and that a tax abatement agreement between the County and Exergy Baker Ranch Wind Park, LLC, would be in compliance with the established guidelines and criteria for tax abatement, and

WHEREAS, the Commissioners Court did conduct a public hearing, after due notice, as required by law, prior to the creation of a reinvestment zone, as required by Chapter 312 of the Texas Tax Code. After receiving public comment, the Commissioners Court hereby determines that the designation of an area as a reinvestment zone would contribute to the retention or expansion of primary employment in Haskell County, Texas, and would contribute to the economic development of the County,

THEREFORE, PREMISES CONSIDERED, the Commissioners Court of Haskell County, Texas does hereby create the Haskell County Reinvestment Zone, Exergy No. 1, as described more fully in the attachments to this Order, which are incorporated herein by reference and are to be filed in the minutes of the Commissioners Court with this Order.

It is further ORDERED by the Commissioners Court that the County Judge is hereby authorized to execute, on behalf of Haskell County, Texas, such documents as may be necessary to facilitate and implement this Order Nunc Pro Tunc.

Dated: Adopted on March 1, 2012, Originally Executed on March 27, 2012, and corrected by this Order Nunc Pro Tunc this 9th day of July, 2012.

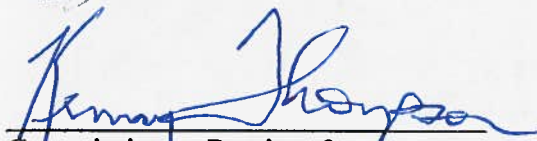


County Judge, Haskell County, Texas



Commissioner, Precinct 1

Commissioner, Precinct 2



Commissioner, Precinct 3



Commissioner, Precinct 4

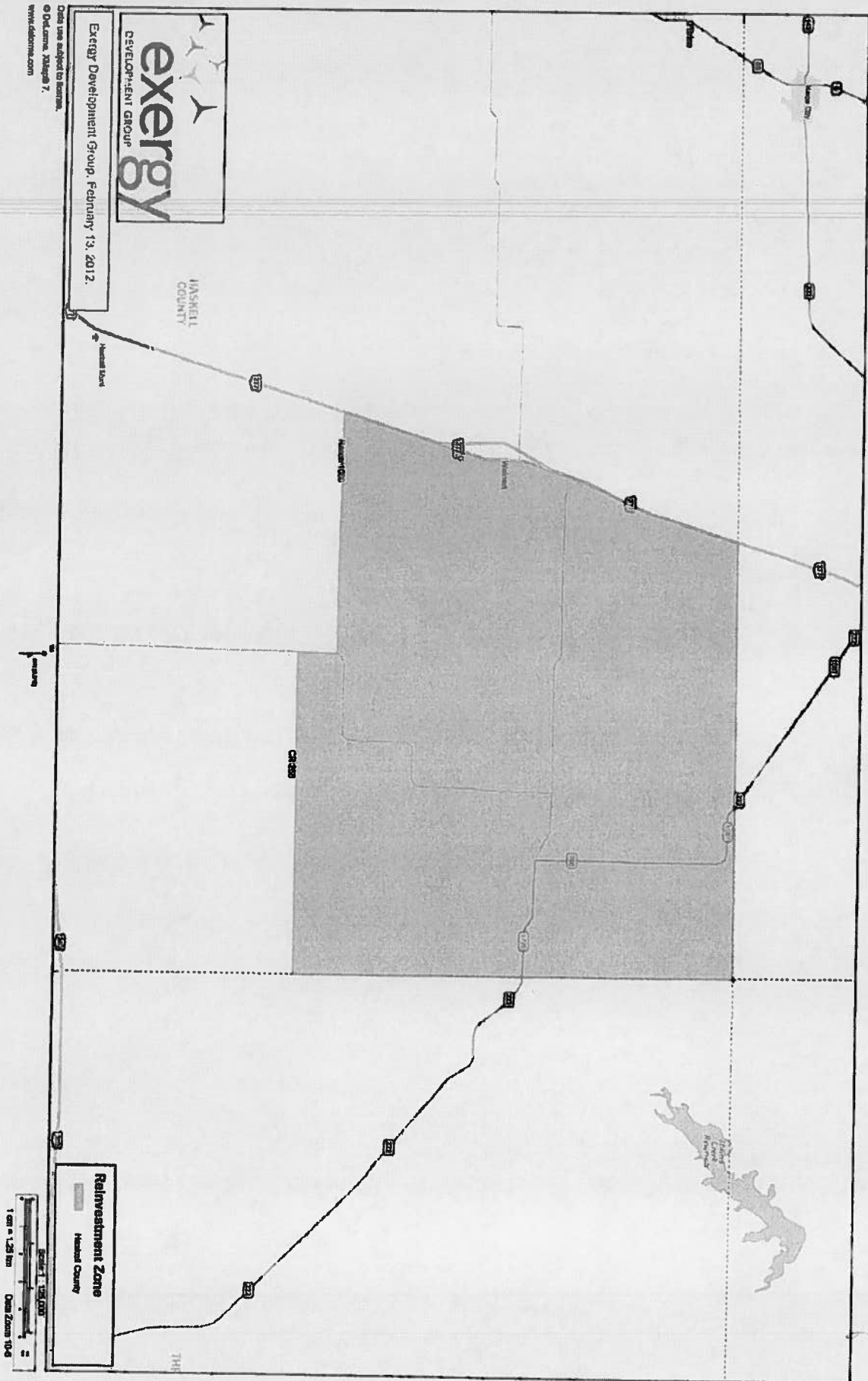
Attest:


County Clerk, Haskell County, Texas

**EXHIBIT "A"- to ORDER NUNC PRO TUNC
CREATING HASKELL COUNTY REINVESTMENT ZONE, EXERGY NO. 1**

MAP

Exergy Baker Ranch Wind Park



Order use subject to license.
© Delmarra Xkays 7.
www.delmarra.com

**EXHIBIT "B"- to ORDER NUNC PRO TUNC
CREATING HASKELL COUNTY REINVESTMENT ZONE, EXERGY NO. 1**

LEGAL DESCRIPTION

COMMENCING at the intersection of Haskell, Throckmorton, Knox, and Baylor Counties, being also the TRUE POINT OF BEGINNING;

THENCE, southerly, along the Haskell and Throckmorton county line, S 0.1° E, 9.78 miles;

THENCE, generally along CR268, West, 7.25 miles;

THENCE, generally along F-M 266, North, 0.86 miles;

THENCE, westerly, generally along Ranch 1080, N 89° W, 5.38 miles;

THENCE, northeasterly, generally along Highway 277, N 17.7° E, 9.24 miles.

THENCE, easterly, N 89.8° E, 9.77 miles to the TRUE POINT OF BEGINNING.

IN THE COMMISSIONERS COURT
OF
HASKELL COUNTY, TEXAS

**ORDER CREATING HASKELL COUNTY
REINVESTMENT ZONE, WILLOW SPRINGS WIND PROJECT**

WHEREAS, on the 22nd day of March, 2016, came on for consideration the Designation of a Reinvestment Zone pursuant to Chapter 312 of the Texas Tax Code, and

WHEREAS, prior to taking any action regarding the creation of a reinvestment zone pursuant to Section 312 of the Texas Tax Code, this Court has established guidelines and criteria governing tax abatement agreements by the County, and has stated that Haskell will become eligible to participate in tax abatement, and

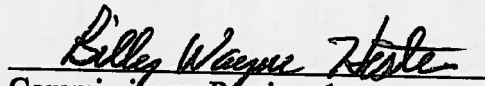
WHEREAS, the Commissioners Court did conduct a public hearing, after due notice, as required by law, prior to the creation of a reinvestment zone, as required by Chapter 312 of the Texas Tax Code. After receiving public comment, the Commissioners Court hereby determines that the designation of an area as a reinvestment zone would contribute to the retention or expansion of primary employment in Haskell County, Texas, and would contribute to the economic development of the County,

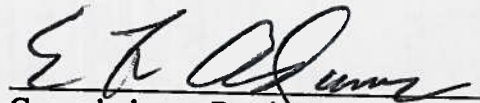
THEREFORE, PREMISES CONSIDERED, the Commissioners Court of Haskell County, Texas does hereby create the Haskell County Reinvestment Zone, Willow Springs Wind Project, in the geographic region more fully described in the Map attached hereto as Exhibit "A" and the Legal Description attached hereto as Exhibit B, which are true and correct documents which reflect the actual territory of the Reinvestment Zone, and which are incorporated herein by reference and are to be filed in the minutes of the Commissioners Court with this Order.


It is further ORDERED by the Commissioners Court that the County Judge is hereby authorized to execute, on behalf of Haskell County, Texas, such documents as may be necessary to facilitate and implement this Order Creating Haskell County Reinvestment Zone Willow Springs Wind Project.

Dated: Adopted on March 22, 2016, and Executed on 22nd March, 2016.


County Judge, Haskell County, Texas


Commissioner, Precinct 1


Commissioner, Precinct 2


Commissioner, Precinct 3


Commissioner, Precinct 4

Attest:


County Clerk, Haskell County, Texas

**EXHIBIT "A" to
ORDER CREATING HASKELL COUNTY
REINVESTMENT ZONE, WILLOW SPRINGS WIND PROJECT**

MAP



EXHIBIT "B" Page 1 to
ORDER CREATING HASKELL COUNTY
REINVESTMENT ZONE, WILLOW SPRINGS WIND PROJECT

LEGAL DESCRIPTION
WILLOW SPRINGS WIND PROJECT – REINVESTMENT ZONE

LEGAL DESCRIPTION: BEING APPROXIMATELY 30,537 ACRES OF LAND AND BEING ALL OF AND ANY PORTIONS OF SECTIONS: 135, A-849, 136, A-1013, 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, ALL IN BLOCK 45, 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 AND THE OLIVER SMITH SURVEY, A-371 LYING IN AND BEING SITUATED OUT OF HASKELL COUNTY, TEXAS: SAID 30,537 ACRE TRACT BEING GENERALLY DESCRIBED AS FOLLOWS:

BEGINNING at a point at or near the intersection of U.S. Highway 277 and the Knox County and Haskell County line for the approximate northeast corner of said Section 135 and the northeast corner hereof and having an approximate Latitude and Longitude of N 33.39868°, W 99.64171°;

THENCE generally along said U.S. Highway 277 the following 14 courses:

1. South 14°40'42" West a distance of 578.40 feet to a point for an angle point hereof;
2. South 18°14'07" West a distance of 6075.50 feet to a point for an angle point hereof;
3. South 19°10'54" West a distance of 3854.26 feet to a point for an angle point hereof;
4. South 27°09'21" West a distance of 1476.34 feet to a point for an angle point hereof;
5. South 26°57'35" West a distance of 5031.95 feet to a point for an angle point hereof;
6. South 25°51'06" West a distance of 2367.77 feet to a point for an angle point hereof;
7. South 19°16'56" West a distance of 4366.76 feet to a point for an angle point hereof;
8. South 30°53'41" West a distance of 2476.26 feet to a point for an angle point hereof;
9. South 29°59'19" West a distance of 2922.39 feet to a point for an angle point hereof;
10. South 17°59'59" West a distance of 570.65 feet to a point for an angle point hereof;
11. South 09°56'54" West a distance of 745.80 feet to a point for an angle point hereof;
12. South 02°44'32" East a distance of 6273.86 feet to a point for an angle point hereof;
13. South 17°59'14" West a distance of 12481.09 feet to a point for an angle point hereof;

EXHIBIT "B" Page 2 to
ORDER CREATING HASKELL COUNTY
REINVESTMENT ZONE, WILLOW SPRINGS WIND PROJECT

14. South 19°04'45" West a distance of 2028.00 feet to a point at the approximate intersection of an unnamed road and said U.S. Highway 277 for the southeast corner hereof and having an approximate Latitude and Longitude of N 33.26625°, W 99.69234°;

THENCE North 87°30'00" West a distance of 4993.17 feet along said unnamed road to a point in County Road 223 for the southernmost southwest corner hereof and having an approximate Latitude and Longitude of N 33.26669°, W 99.70867°;

THENCE North 02°04'37" East a distance of 5633.53 feet along said County Road 223 to a point for a corner hereof and having an approximate Latitude and Longitude of N 33.28217°, W 99.70821°;

THENCE North 87°34'23" West a distance of 5213.25 feet crossing said Abstract No. 663 to a point in County Road 207 for a corner hereof and having an approximate Latitude and Longitude of N 33.28261°, W 99.72527°;

THENCE South 01°28'31" West a distance of 1241.96 feet along said County Road 207 to a point at the approximate intersection of County Road 120 and said County Road 207 for a corner hereof and having an approximate Latitude and Longitude of N 33.27920°, W 99.72532°;

THENCE generally along said County Road 120 the following 5 courses:

1. North 88°35'28" West a distance of 2987.51 feet along the approximate south line of said Abstract No. 384 to a point in the approximate east line of said Abstract No. 107 for a corner hereof;
2. North 00°52'34" East a distance of 928.33 feet along the approximate common line of said Abstract No. 384 and said Abstract No. 107 to a point for a corner hereof;
3. North 89°25'59" West a distance of 4617.44 feet crossing said Abstract No. 107 to a point in the approximate common line of said Abstract 371 and said Abstract No. 107 for a corner hereof;
4. North 00°31'56" East a distance of 1637.78 feet along said common line to a point for a corner hereof;
5. North 89°26'54" West a distance of 4654.08 feet crossing said Abstract No. 371 to a point in the approximate common line of the Joseph Korns Survey. Abstract No. 304 and said Abstract No. 371 and the apparent intersection of Farm to Market Highway 2163 and said County Road 120 for the most northerly southwest corner hereof and having an approximate Latitude and Longitude of N 33.28630°, W 99.76544°;

THENCE generally along said Farm to Market Highway 2163 the following 7 courses:

1. North 00°27'28" East a distance of 4879.34 feet to a point for an angle point hereof;
2. North 32°49'23" East a distance of 1880.80 feet to a point for an angle point hereof;

EXHIBIT "B" Page 3 to
ORDER CREATING HASKELL COUNTY
REINVESTMENT ZONE, WILLOW SPRINGS WIND PROJECT

3. North 00°34'30" East a distance of 11035.72 feet to a point for an angle point hereof;
4. North 27°47'11" West a distance of 553.33 feet to a point for an angle point hereof;
5. North 46°02'32" West a distance of 2368.32 feet to a point for an angle point hereof;
6. North 23°25'03" West a distance of 621.02 feet to a point for an angle point hereof;
7. North 01°05'49" West a distance of 20540.59 feet to a point in said Haskell County and Knox County line for the northwest corner hereof and having an approximate Latitude and Longitude of N 33.39821°, W 99.77175°;

THENCE generally along said Haskell County and Knox County line the following 2 courses:

1. South 89°33'10" East a distance of 26406.80 feet to a point for an angle point hereof;
2. South 89°40'14" East a distance of 13278.93 feet to the **POINT OF BEGINNING** and containing 30,537 acres of land, more or less.

Note: Bearings and distances shown hereon are NAD83, Texas North Central Zone, and coordinates shown hereon are WGS84 and all are approximate based on GIS mapping. This description does not constitute a boundary survey and is provided for reference purposes only.

Note: THIS DIGITAL COPY IS PROVIDED FOR THE INSERTION INTO LEGAL DOCUMENTS.

Tab Item 17

Signature Pages

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

Tyke Meiners

Print Name (Authorized School District Representative)

Vice-President

Title

sign
here

Tyke Meiners

Signature (Authorized School District Representative)

3-28-16

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 - Development

Title

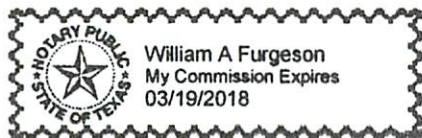
sign
here

Philip Moore

Signature (Authorized Company Representative (Applicant))

March 28, 2016

Date



(Notary Seal)

GIVEN under my hand and seal of office this, the

25TH day of MARCH, 2016

William A. Furgeson

Notary Public in and for the State of Texas

My Commission expires: 03/19/2018

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